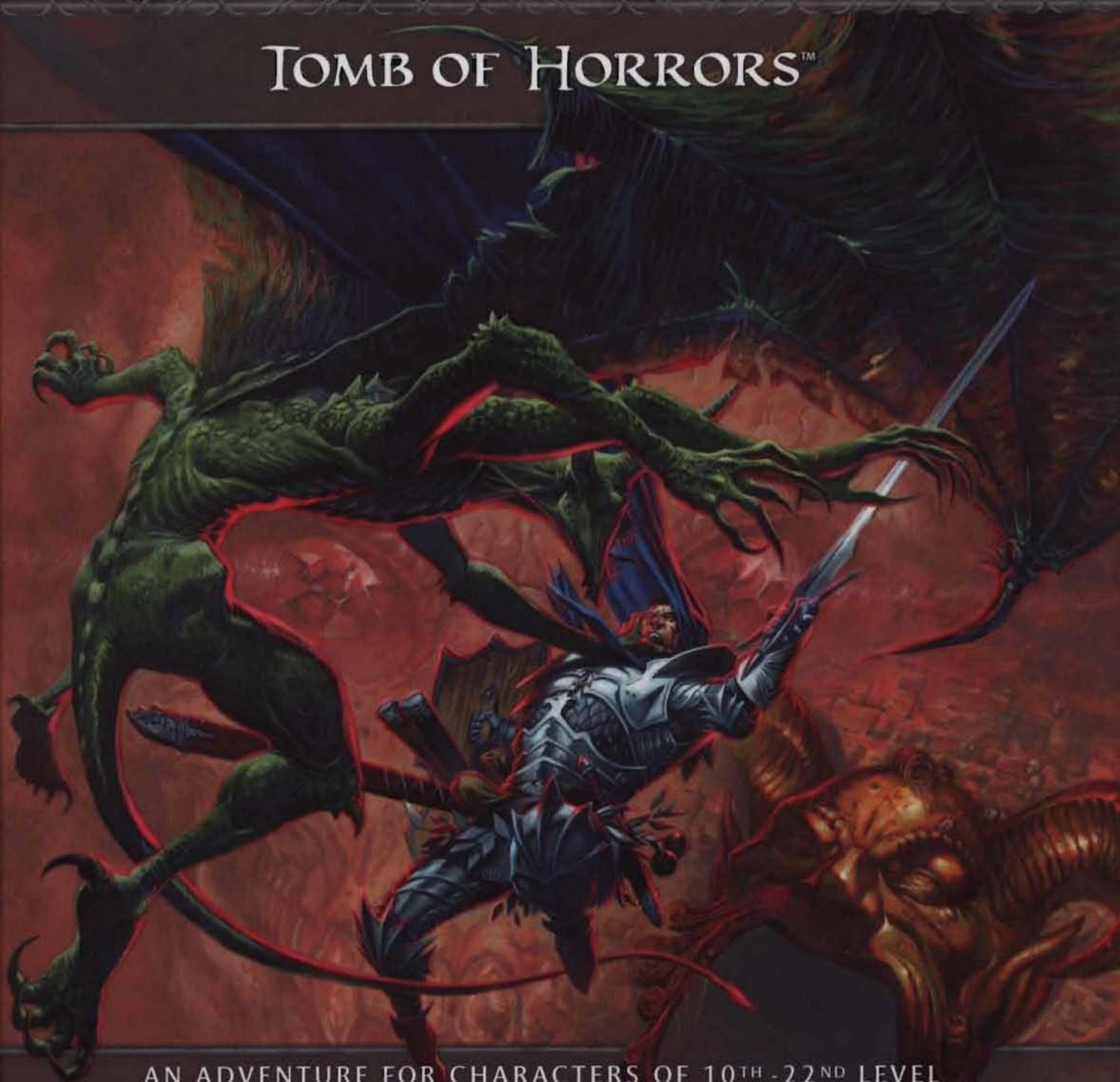


A PARAGON TIER ADVENTURE

DUNGEONS & DRAGONS[®]

TOMB OF HORRORS[™]



AN ADVENTURE FOR CHARACTERS OF 10TH - 22ND LEVEL

Ari Marmell • Scott Fitzgerald Gray

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TOMB OF HORRORS[™]



ROLEPLAYING GAME ADVENTURE

Ari Marmell • Scott Fitzgerald Gray





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INTRODUCTION

FEW VILLAINS throughout the history of the DUNGEONS & DRAGONS® game have a legacy as daunting as that of Acererak the demilich. From the earliest days of the game, tales of his lair have spread throughout populations of bold characters and fascinated players alike. It was a short adventure that first introduced Acererak and his penchant for fiendish traps, but that adventure's name has lived on throughout every incarnation of the game. You know it, of course, as Gary Gygax's original *Tomb of Horrors*.

It's time to bring Acererak's legacy to today's gamers.

The 4th Edition *Tomb of Horrors* is not a simple conversion of the original adventure. Why not? In addition to the fact that many players are familiar with the original adventure in one way or another, the game play and design aesthetics of the game have evolved over the various editions; it would be doing both the 4th Edition game and the original adventure a disservice for us to simply convert the latter to the former and call it a day.

Instead, this adventure involves the characters in Acererak's ongoing schemes, exploring not one but three other "tombs of horror," created by the demilich for his own inscrutable purposes. Like the 2nd Edition game's boxed set *Return to the Tomb of Horrors* by Bruce R. Cordell, this adventure builds on Acererak's legacy and finds inspiration in the original.

We hope we've done a good enough job that you, your players, and their characters—those who survive—will agree that we've created something worthy of the "Tomb of Horrors" title.

A HISTORY OF HORROR

Acererak was born of the union between a balor named Tarnhem and a human named Kecethri. Kecethri raised Acererak at the fringes of society, afraid of what might occur if the people of her town learned of her son's half-demon heritage. But they did find out, and in his tenth year, Acererak could only watch as a mob lynched his mother and burned their home to the ground. Only Acererak's inhuman nature allowed him to survive long enough to flee.

The events of his life between his childhood escape and his reemergence as a potent wielder of arcane powers are vague. Some claim that he began searching at a young age for a means of becoming undead, to escape the life he found so wretched. Other tales maintain that Acererak apprenticed with none other than Vecna himself, while the latter was still a lich and had not ascended to divinity.

Whatever the truth, Acererak resurfaced as a worshiper of Orcus, using the cult's resources to construct a number of lairs and tombs—the most infamous of which would become known as the Tomb of Horrors. Some sources claim that Acererak was using Orcus's worshipers to complete his own schemes, and that he felt no true loyalty to the demon prince.

During this time, Acererak relocated to Bael Turath, finding some acceptance from the tieflings, who, though connected to devils rather than demons,

USING THIS ADVENTURE

This adventure is not a single set of encounters designed to be run consecutively. Instead, its structure allows you to weave Acererak's schemes throughout an ongoing campaign by presenting four separate adventures intended for different levels. Thus, it becomes a recurring plotline throughout most of the characters' adventuring careers, allowing Acererak's presence to loom over the characters for far longer than a single adventure. If you choose to run these adventures at a "standard" difficulty, Chapter 1 is intended for 10th-level characters, Chapter 2 for 14th-level characters, Chapter 3 for 17th-level characters, and Chapter 4 for 22nd-level characters. However, the *Tomb of*

Horrors adventures are known for their extreme difficulty; if you want to set that tone, consider running each chapter with player characters who are about two levels lower than the standard requirement.

To run this adventure, you need the DUNGEONS & DRAGONS *Player's Handbook*®, *Monster Manual*®, and *Dungeon Master's Guide*®. Some of the material in this book is drawn from *Monster Manual*® 2, *Adventurer's Vault*™, *Open Grave: Secrets of the Undead*™, *Manual of the Planes*™, *Dragon*® magazine, and various adventures; these books, although helpful, are not essential for play. *D&D*® *Dungeon Tiles* and *D&D*® *Miniatures* can also enhance your play experience.

were more accepting of those who had mixed and otherworldly parentage. He, in turn, related to them better than he did to any other race, due to their ability to appreciate his heritage. He dwelt among them, feeling at least partly at home, but he knew that this relative peace could not last. It was during that time that he first began studying the methods and means of becoming a lich. (If they played through the *Revenge of the Giants*™ adventure, your players—albeit probably not their current characters—might have helped Acererak take a vital step along that path.)

Once he attained lichdom, Acererak ceased paying homage to Orcus, lending credence to the notion that his worship had never been more than a means to an end. He confined himself to his tomb, spending years in study and honing his powers to prepare for his ultimate triumph. Eventually, his undead body wasted away, leaving him as a demilich—an animated skull—and still he prepared.

Slowly, Acererak allowed rumors of his tomb, and the great treasure supposedly buried there, to spread.

Utilizing his tomb, the dying city of Moil in the Shadowfell, and his Fortress of Conclusion in its own pocket dimension, Acererak planned to use the souls of the world's greatest heroes to empower a ritual that would allow him to take possession of all undead throughout the planes, granting him true immortality and sufficient power to ensure that all the living would suffer as he himself had suffered.

As it happened, Acererak underestimated the skill of the final group of adventurers to brave his tomb, and they were able to thwart his efforts. The demilich's ritual was disrupted, the device he used to store the soul energy was destroyed, and Acererak was all but obliterated—his essence left to float in the void between planes, powerless and helpless for all time.

Or so everyone believed.

Though it took him decades, Acererak has resumed his physical form through sheer force of will, plotting a new scheme during that period that could potentially gain him even more power than he had before.

WHEN THE DEAD SCHEME

The wise understand that substantial power can be found among the souls of the dead. For ages, the Raven Queen, Orcus, and Vecna have competed for this power, hoping to learn what lies beyond the veil of death through which even the gods cannot peer—or, at least, to control the flow of souls, and energy, beyond that veil, redirecting them to their own ends.

Acererak hasn't changed his stripes either; as before, he seeks to use powerful rituals to obtain power over the entire world. But the demilich knows better than to compete with divinity. He lets the gods and devils squabble over the souls of mortals while he seeks his power among the souls of divine beings.

Acererak knows that history has shown that even the gods can die: Tuern the war god, slain by his brother Bane; Nerull, whose throne the Raven Queen now occupies; Amoth, thrown down by Orcus, Demogorgon, and Rimmon; all-seeing Semuet, whose body remains inhabited by the Far Realm essence Kabu-Athla; and, of course, He Who Was, murdered by rebellious Asmodeus. These, and others who are lost to time, have proved that the “immortal” gods are nothing of the kind, and it is from this fact that Acererak seeks to draw power. None can say whether the spirits of gods pass on to an afterlife as mortals do, but the power they once held must still be present, and the demilich is determined to make that power his own.

Acererak has spent years preparing himself, performing rituals, ensuring that the stars are aligned, and constructing his great eldritch engines. These engines are more than just machines. They contain devices of alchemical and arcane nature, as well as

structures and complexes constructed in specific patterns whose inner surfaces are covered in thousands of arcane runes, all with a single purpose—to channel eldritch energy to Acererak for his use.

Each engine also contains enough traps, puzzles, and monsters to keep meddling fools, especially those of the adventurer variety that has plagued him in the past, from learning the truth of the engines' purpose. Acererak, after all, has his own way of doing things.

Given time, these engines constructed as dungeons will channel enough planar energy to Acererak to allow him to absorb the lingering power of history's dead gods—and even the living gods can scarcely imagine what the demilich might do with such power at his command.

POEMS AND PUZZLES

So why, if he's so eager to prevent anyone from interfering with his schemes, does Acererak leave poems and clues for meddling adventurers to find? Rather than filling the dungeons with puzzles, why not seal them away entirely?

Acererak is, frankly, insane . . . and always has been. He's a being of almost godlike power and a schemer on par with the most devious of devils. But buried away at the core of his soul, so deeply that even he is not aware of it, is the psyche of a young cambion boy who is furious at the world that so terribly mistreated him. It's not enough for Acererak to win; he has to prove his superiority by saying, “I gave you a chance, and you still weren't smart enough to beat me!” All his arrogance, and also the clues and hints he leaves behind, stem from this single unshakable compulsion.

ADVENTURE SUMMARY

This adventure occurs not only in different regions, but in different planes. To most effectively capture and control the vast power he seeks, Acererak must draw on multiple types of energy. From the Feywild, he taps the essence of nature and life itself, which will enable him to more easily contain the divine power he plans to absorb. From the Shadowfell, he draws the energy of death and spirit, which he will use to bond the divine power to his undead form. From the broken astral dominion of Pluton, former domain of Nerull, he draws the power of the dead gods from the ambient Astral Sea.

Severing Acererak's access to the Feywild and the Shadowfell at this point won't prevent him from completing the ritual—he has already absorbed too much energy, and he has secondary complexes in both planes that, though weaker than his primary tombs, can at least prevent his rituals from collapsing—but it will slow him down, because he'll be forced to devote more effort to keeping the divine energy in check.

Discovering and stopping Acererak's plans is an adventure that has four parts.

Chapter 1: The Garden of Graves has the player characters begin investigating some oddness in the behavior of the local wildlife and the local fey. After traveling to the Feywild, the characters must navigate through a tomb complex constructed from stones taken from fey burial cairns. Winning through, the characters come to learn that they have impeded and interfered with the plans of some greater power, but not who or what that power might be.

Chapter 2: The Tomb of Shadows takes the characters to the city of Moil in the Shadowfell as part of an investigation into a plague of undead. Moil, the City that Waits, is slowly sinking into a bog of necrotic energy, and the characters soon find themselves within another tomb complex that has been built under the surface of this necrotic sludge. During their adventures

within this tomb, the characters learn that their recurring foe is none other than the infamous lich Acererak.

Chapter 3: Skull City brings the characters to the original site of the *Tomb of Horrors* to further investigate Acererak's plots and gain insight into the demilich's plans. The characters must navigate the labyrinthine streets, and the even more complicated factional politics, of the city. By asking the right questions and following the right leads, the characters learn the truth of what Acererak is trying to accomplish. They also discover that the original tomb is an abandoned ruin that has had its magic and powers drained by the demilich for his nefarious purposes.

Chapter 4: Dead Gods' Tomb occurs within the shattered dominion of Pluton as the characters follow clues from their previous adventures (and any other linking adventures you include) that lead to Acererak's lair. Fighting through the denizens of this horrific domain, the characters confront Acererak to put a stop to his ritual. If they succeed, it is not the end, however, because Acererak's true body is not present. The characters must track him down one last time, while he remains vulnerable, and engage him in a final battle to rid the world of his evil forever.

PLANAR CROSSOVER

The tombs in the Feywild, the Shadowfell, and Pluton, as well as the original Abandoned Tomb, are linked by the energy that Acererak is channeling through them (or, in the case of the Abandoned Tomb, the energy that has already been drained from it). Characters who succeed on an Arcana check to detect magic in one tomb might receive flashes or visions of one of the other tombs, and each tomb has one or more sections that exist in one of the other planes. (For instance, entering one particular building in the Feywild complex briefly deposits the characters in a similar structure in the Shadowfell, in Pluton, or in the Abandoned Tomb.) Information on these visions (and the other tombs) can be found in each individual chapter.

HOW TO USE THIS ADVENTURE

This adventure can be used as an ongoing plotline during a long-term campaign and is written with that purpose in mind. However, you can also use each chapter as its own individual adventure without links to any larger plotline; you only need to come up with some other villains and motivations, or modify Acererak's current motivations.

Each chapter begins with a synopsis and plot hooks. The events and overview of the adventure are shown next, followed by encounter areas and “point of view” artwork that you can show your players. This book also contains a pull-out poster map that is depicted in several of the adventure's encounters and rendered in a scale intended for use with *D&D Miniatures*.

You should read through the entire adventure at least once, because secrets and clues are revealed throughout. At the least, you should familiarize yourself with the introduction and overview sections of the first chapter to form a solid idea of how events play out. Look through the first few encounters as well. You can then read through the further encounters as the characters progress. Repeat this process for each chapter as your campaign nears the appropriate level. Once you're ready to begin, provide your players with one or more of the adventure hooks from the chapter you're running, and you're ready to go.

LEARNING EXPERIENCES

Some encounters in this adventure can be solved through either a skill challenge or combat; those encounters specify that the characters gain XP for succeeding on the challenge or for winning the combat, but not for both. This prevents characters from gaining experience for overcoming the same encounter twice.

Similarly, the opportunity exists in some chapters for the characters to engage in skill challenges to question foes, obtaining information either from prisoners or their bodies (using the Speak with Dead ritual). Characters gain experience for these challenges only if they undertake them for a legitimate reason. For instance, if the characters capture multiple foes in an encounter and gain all relevant information by questioning one of them, they don't gain another reward for questioning a second one.

PUZZLING IT OUT

"This dungeon has more tricks and traps than it has monsters to fight," Gary Gygax writes in the original *Tomb of Horrors*. "This is a thinking person's module, and if your group is a hack and slay gathering, they will be unhappy."

The *Tomb of Horrors* adventures are well known for presenting puzzles to challenge the players, not

just their characters. Rather than solving problems through die rolls, the players had to figure out the meanings of subtle clues and think their way out of trouble.

No homage would be worthy of the "Tomb of Horrors" name if it didn't present the same sorts of challenges. Throughout this adventure, you'll find a smattering of puzzles that require great thought not only from the characters, but also from the players.

Not everyone is accustomed to that sort of game play. If your players seem truly stuck on a challenge, and they've given it their best try but the game has ground to a halt, consider allowing a skill check—not to solve the puzzle, but to gain a hint. For instance, if the characters are at location 13 of the Garden of Graves and don't think to refer back to the sundial at location 9, you might allow an Intelligence check, and on a success, then say, "The numbers along the wall are sculpted almost exactly like the numbers you saw on the sundial."

These types of checks should have a moderate DC for the encounter's level (*Dungeon Master's Guide*, page 42). Give these sorts of hints only if the players are truly stymied and only if your group would appreciate them; some players might prefer to succeed or fail without any aid from you.

STEP AND DIE

The original *Tomb of Horrors* was known for its lethality. Many of its traps and tricks were unforgiving and could easily kill a character who made a single wrong choice or poor die roll. Although this style of play is not popular with most gamers, who prefer their characters to have more of a fighting chance, there are those who do enjoy such challenges.

If this adventure as written doesn't strike you as tough enough, consider making the following alterations. These changes are not mechanically balanced by the game rules, so be prepared for a lot of character death—and make absolutely certain that your entire group wants such an experience.

Player Skill Only: Don't allow Intelligence checks or skill checks to help the characters solve riddles or puzzles. If the players cannot figure them out, they're stuck. If you go this route, you run the risk of bogging the game down in spots where the characters aren't dead but cannot continue, but it does invoke the feel of the original adventure.

Bolster Trap Damage: Whenever a trap or a hazard causes damage, increase the damage by half. Do not make this adjustment for monsters, unless those monsters are summoned or created by the trap, puzzle, or skill challenge (such as the mad wraiths in the encounter on page 26). In those cases, since the creatures are essentially part of the trap, modify their damage accordingly.

Recovery: Although some of the dungeons throughout this adventure already have some restrictions on resting,

you might decide that the necrotic energy and other magic of Acererak's tombs make healing and recovery difficult. If the characters rest within the Garden of Graves, the Shadow Tomb, or anywhere in Pluton, they recover one less healing surge for each consecutive extended rest they take in those locations. So, for example, they regain their total healing surges minus one after the first extended rest, they recover their total healing surges minus two after the second extended rest, and so on.

As an alternative (or in addition to the previous limitation), any character who takes an extended rest in these locations does not gain an action point after that rest.

Quick Death: Due to the magic and necromancy of Acererak's minions and tombs, a character who is reduced to 0 hit points or fewer while within any of the locations detailed in this book dies after failing fewer than three death saving throws. For a greater risk of death, consider changing the death saving throw limit to two, or one while the characters are in Pluton.

Terrifying Soul Drain: According to the rules for Acererak's *drain soul* power (*Open Grave*, page 201), a creature whose soul is destroyed can still be brought back to life by a *Raise Dead* ritual. Acererak and the creatures serving him use this *drain soul* power throughout the adventure. You could decide that a creature whose soul is destroyed this way cannot come back by means of that ritual, or through any other revivifying method.

THE GARDEN OF GRAVES

FOR ACERERAK'S schemes, it is not enough to draw upon the strength of the dead deities whose power he plans to usurp, or to focus upon the necrotic energy that empower his own unliving form. To fully absorb and control these powers that will allow him to manipulate reality, the demilich must also tap into the energy of nature and life—the essence of the world.

For this reason, Acererak came to the Feywild, and it is there that the characters—albeit accidentally and unknowingly—will interfere with the machinations of this most ancient foe.

Chapter 1 begins in the mortal world, where the characters experience an encounter that is strange even for an interaction with the fey. Following up on this encounter, whether immediately or in a later adventure, the characters find themselves drawn through a fey crossing into the Feywild. While in that realm, they must confront a number of challenges and puzzles—placed before them by the fey and by Acererak, though the characters do not yet know of his involvement—to win through to the heart of the tomb located in the Garden of Graves. Once they enter the tomb, the characters receive their first real clues that they have become involved in something far larger than a single isolated event.





ADVENTURE SYNOPSIS

The events of the Garden of Graves are intended for a group of 10th-level characters if you want the adventure to prove of average to slightly above-average difficulty. If, however, you like the idea of making this adventure a truly formidable challenge—as befits anything worthy of the name “Tomb of Horrors”—consider running it for a group that is 8th or 9th level.

A Word of Caution: Although a few hints appear here and there for perceptive and well-informed players, the characters do not hear the name Acererak, or learn of his involvement, until the events of Chapter 2 unfold. None of the fey, even those who serve him, know Acererak's name. Be careful not to let the name slip or otherwise drop hints not included in the text, or you'll ruin the surprise.

BACKGROUND

The Garden of Graves was the final resting place for the dead of Quiet Hall, a faction of the Feywild's Gloaming Court (see “Power Play: Arcane's Gloaming Path” in *Dragon* #382). The fey were laid to rest in cairns, each of which in turn added to the sanctity of the garden. The garden has been the most sacred location to the fey of Quiet Hall for centuries.

It also proved perfect for Acererak's needs. The cemetery combined the natural energy of the Feywild with the essence of death and decay of the cemetery and the magic of the gloaming fey. The demilich couldn't have designed a better location himself.

Acererak's undead invaded, and Quiet Hall stood no chance. Several fey, capricious and opportunistic, joined with the undead invaders, turning against their kinfolk. Others went mad at the corruption of their sacred graveyard, becoming raving killers. After

FORESHADOWING

A few levels before you run the encounters in this chapter, consider dropping a few hints that something big is approaching—omens that hint at larger challenges.

The characters hear rumors of fey, or even mundane woodland creatures, attacking travelers and small communities in areas that have never had such problems before. (These attacks are a result of the madness caused in some of the Quiet Hall fey by Acererak's corruption of their sacred cairns.)

Fey crossings and even the occasional worldfall (*Manual of the Planes*, page 14) become substantially more common across the region the characters are in.

Finally, consider running Encounter W1: Woodland Woes an adventure or two before you plan to introduce the characters to the Garden of Graves, instead of just before the characters enter the Feywild. This encounter allows them to experience a taste of events to come..

a fierce but futile struggle, Quiet Hall ceded control of the garden to the undead in exchange for its occupants being allowed to survive. And the garden was transformed into a nightmare.

Acererak's undead and the fey pledged to him set out to reshape the Garden of Graves to their master's desires. Cairns were unearthed and moved. Some were dismantled for their stones, which were combined with shattered statues and obelisks as raw material for new structures. Walls were built and adorned with thousands of mystic runes. Acererak performed a dozen different rituals, empowering the rebuilt structure to draw and channel the energy from its surroundings, and also created the various traps and challenges that are part and parcel of the demilich's greatest lairs.

GETTING STARTED

Here are two different hooks you can use to involve the characters in Acererak's schemes within the Garden of Graves.

HOOK: CARAVAN CRISIS

While frequenting a city or town with which they're familiar, the characters overhear the tale of a traveling merchant. For months, the merchant has been sending occasional caravans of goods between local communities. The journey is short and follows major roads, so to this point, it hasn't proved all that dangerous, requiring only a few guards to ward off the occasional bandit.

But the last two caravans never reached their destinations. Something has changed—something to make the route far more dangerous than it has been before. Without the trade provided by the caravans, the merchant's business will soon go bankrupt, and the cities and towns the caravans serve might start to suffer shortages. The merchant and other powers of the city would appreciate it if someone could find out what has happened and make the route safe again.

Alternatively, rather than having been hired by a merchant to find the cause of the missing caravans, the characters might be traveling the route themselves and come across the remnants of one of the caravans—now little more than broken wagons, haphazardly strewn goods, and murdered bodies. The characters discover one badly injured survivor. If they help him, he offers them a reward to find the source of the attack and take steps to ensure that the raiders cannot harm anyone else.

QUEST: MAKE THE CARAVANS SAFE 11th-Level Major Quest (3,000 XP)

The characters complete the quest if they end the threat of the maddened fey by destroying the fey engine at location 28 in the Garden of Graves. They also receive a monetary reward of 700 gp.

HOOK: MESSENGER FROM BEYOND

Not all the members of Quiet Hall are happy about having to give up their most sacred place to an undead marauder. At the same time, none are willing to confront the invader directly, which would violate their agreement and possibly draw his wrath.

While the characters are camped in the wild one night, a breeze suddenly wafts through their campsite. A tall, pale-skinned eladrin with raven hair, wearing leather engraved with shimmering runes, steps from behind a nearby tree. He holds his arms out, palms up, to show that he holds no weapons, and addresses the group in Elven.

"I bring you greetings, strangers whom I hope to call friends. I have heard tales of your exploits. You should be proud indeed, for my home lies far from here, and only the names of worthy mortals reach my ears.

"I would speak with you on a matter of great importance to both our peoples. Will you hear me?"

If the characters agree to speak with him, the eladrin, whose name is Paelias, tells them of the Garden of Graves, formerly a holy site and a cemetery for his people. He then explains how the site has been corrupted by a malignant outside power that has taken it over and remade the region, driving many of the fey mad and enslaving others. He explains that this corruption will soon have an impact in this region of the mortal world, if it has not done so already, but his people are afraid to fight back by themselves, so he is asking for the characters' help.

QUEST: RECLAIM THE GARDEN

11th-Level Major Quest (3,000 XP)

The characters complete the quest if they defeat the invader of the Garden of Graves and free the garden of undead influence. They also receive a monetary reward of 700 gp.

THE FIRST ENCOUNTER

Regardless of what eventually entices the characters to search this region of the woods, they eventually encounter the maddened fey firsthand.

As the characters begin their exploration of the woods near the area of the turmoil, read:

Nothing seems hideously wrong to you, at least not so far. As you move through the forest paths, leaves crunch underfoot, the canopy casts mottled shadows across your faces, and you can hear the faint sounds of birds and beasts in the distance. If there is danger here, it's keeping itself well hidden.

See **Encounter W1: Woodland Woes**, page 19.

FEY CROSSING

How you get the characters from the first encounter to the fey crossing itself is up to you. You might require a few Nature checks or Perception checks (or a brief skill challenge); add a few encounters as the characters search; or have the crossing be immediately adjacent to the site of the first encounter. In any event, don't make finding the crossing especially arduous or difficult.

When the characters first approach the fey crossing, read:

The sounds of the forest begin to shift around you, subtly at first but then with increasing intensity. You can almost hear words in the songs of the birds and whispers in the rustling leaves of the trees.

Ahead of you, a number of trees grow together in a single clump, as though shunning the company of the rest of the forest. Their branches cross and meld overhead, forming a perfect arch, wide enough for two horses side by side.

Arcana, Nature, or Religion Check

DC 16: *There's magic here; you can sense it. The arch of branches sways gently as though touched by a breeze, but no wind blows past you. The forest is clear, but when you peer through the arch, the trees are faintly obscured by a thin yet pervasive mist. Surely, what lies through the arch of branches is another location—perhaps even another world.*

If the characters followed tracks to arrive here, the tracks lead through the archway.

When the characters enter the crossing, read:

You feel a sudden lurch, as though you were falling, but the feeling passes even as you find yourself tensing up. You're standing on a narrow trail, which runs through thick grass. The air is redolent with the scent of greenery. Trees loom over you, with vines and heavy foliage strung between them. Everything seems abnormally clear: Colors are brighter, sounds are sharper, and objects—for lack of any better way of thinking about it—are more real.

Arcana, Nature, or Religion Check

DC 16: *There's no doubt about it; you've heard this sort of effect described before. You're no longer in the realm of mortals at all, but stand now within the Feywild.*

The adventure assumes that the fey crossing is a two-way portal—it's how the maddened fey have been reaching the mortal realm—so the characters should have no trouble getting home after their excursion to the Garden of Graves. If you feel like setting your next few adventures in the Feywild, however, you might have the portal collapse when the characters destroy the fey engine at location 28, requiring them to find some other way back.

FEYWILD ENCOUNTERS

The Garden of Graves is dangerous, but that doesn't mean there isn't room for additional challenges. You might want to have the characters encounter some opposition between the crossing and the garden, you might want to add combat to some of the empty locations in the garden, or you could be a fan of wandering monsters. Of course, it's possible that the characters might choose to explore parts of the Feywild outside the Garden of Graves. You can also use these additional encounters to increase the experience the characters gain if they manage to bypass some of the other challenges.

ACERERAK'S SLAVES

Due to Acererak's magic and influence, all the living fey from the Garden of Graves, including those that have traveled to the world, have the following additional power.

Note that the *Acererak's slave* power isn't triggered if the creature that has it is knocked unconscious (*Player's Handbook*, page 295) when it drops to 0 hit points instead of being killed.

Acererak's Slave

Trigger: The fey creature drops to 0 hit points and is killed.
Effect (Immediate Reaction): The fey creature remains standing, and it gains the *undead* keyword and continues to fight until the end of its next turn.

The first time the characters witness the *Acererak's slave* power in use, read (making appropriate changes if the fey takes a form that lacks a body or eyes):

A shudder runs through your foe's body and it begins to topple—only to freeze, hunched over, as though held upright by invisible strings. It turns to glare at you, and its eyes are empty and rolled up into its head. Faint wisps of sickly gray mist drift from its gaping mouth and the ends of its fingers.

SUGGESTED ENCOUNTERS

Use the following four encounters, or others you design that are inspired by these, to spice up the characters' stay in the Feywild.

PREDATOR AND PREY

Level 10 Encounter (XP 2,600)

- ◆ 1 dusk unicorn slave (level 12 elite controller, MM 257, with *Acererak's slave*)
- ◆ 3 displacer beast slaves (level 9 skirmisher, MM 70, with *Acererak's slave*)

Normally among the fiercest of enemies, these creatures have become even more vicious and feral because of the garden's corruption. As such, they have

banded together into a single hunting pack that has no purpose but the slaughter and consumption of all living things it encounters.

CLASHING JAWS

Level 11 Encounter (XP 3,000)

- ◆ 2 bog hags (level 10 skirmisher, MM 150; treat the bog hags as if they had the *Mounted Combat* feat)
- ◆ 2 feymire crocodiles (level 10 elite soldier, MM 45; add the *mount* keyword, and the following *mount* power as a standard action)

† Risky Gulp (mount) ◆ Encounter

Requirement: The crocodile must be mounted by a friendly rider of 10th level or higher.

Effect: The crocodile makes a *swallow* attack against a creature. That creature does not need to be bloodied for the crocodile to make this attack.

Drawn from a nearby Feywild swamp by the infecting madness, these two horrid sisters and their mounts have come to investigate. When first encountered, they assume the characters are invaders, but they can be convinced otherwise.

EYES OF THE FOMORIAN KING

Level 10 Encounter (XP 2,750)

- ◆ 1 cyclops rambler (level 14 skirmisher, MM 47)
- ◆ 7 cyclops guards (level 14 minion, MM 46)

Other Feywild denizens have become aware of the corruption of the Garden of Graves. Though they hold no love for the gloaming fey of Quiet Hall, these powers want to know what's going on there, both to protect themselves and, possibly, to take advantage of the situation. A fomorian king dispatched these cyclopes to investigate the garden and report back; they assume that any outsiders they encounter—such as the player characters—are their enemies.

SPRIGGAN PACK

Level 10 Encounter (XP 2,750)

- ◆ 1 spriggan giantsoul crusher (level 10 brute, page 31)
- ◆ 3 spriggan giantsoul slaves (level 8 brute, *Monster Manual 2* page 192, with *Acererak's slave*)
- ◆ 2 spriggan witherer slaves (level 8 artillery, *Monster Manual 2* page 193, with *Acererak's slave*)
- ◆ 1 will-o'-wisp slave (level 10 lurker, *Monster Manual 2* page 209, with *Acererak's slave*)

This pack of spriggans haunts the outskirts of the Garden of Graves and was all too willing to accept servitude to the region's new master. The will-o'-wisp trails behind the pack, taking advantage of the havoc it wreaks.

FEATURES OF THE GARDEN

Several features are common throughout the Garden of Graves. Refer to the map on page 15.

Thick Grass: Light green squares indicate thick grass that is difficult terrain.

Heavy Foliage: Darker green squares represent trees and heavy foliage. These squares are heavily obscured blocking terrain.

Paths and Open Areas: Gray-green squares are clear terrain that does not impede movement or vision.

Tunnels and Caves: Squares with a dark outline are clear terrain that lies underneath the surface of the garden. Illumination is absent in these areas.

Ruins and Rubble: Areas with a stony texture contain pieces of broken stonework and other debris. These squares are difficult terrain.

Rope Bridges: Dark brown squares in the southeast section of the map are rope bridges. See the description of location 8, page 16.

Ridge: Dark gray and brown squares are a rocky ridge that rises sharply from west to east. The eastern edge of the ridge is 90 feet higher than where the ridge begins along the western and southern edges.

Cliff Face: The contour line running east from the ridge represents a cliff. The top of the cliff, along the north edge of this line, is 60 feet above the base of the cliff (to the south).

River: Dark blue squares represent a river flowing from north to south. A 60-foot-high waterfall cascades down from the top of the cliff at location 6.

Obelisks: The diamond shapes in location 4, location 19, and the river east of location 19 are stone obelisks.

Burial Cairns: The dark gray oval shapes scattered around the garden are burial cairns—piles of rocks that have been arranged over and around dead bodies. A burial cairn provides cover, and one can be climbed with a DC 15 Athletics check.

CLIMBING THE SLOPES

The ridge that blocks entry into the garden from the west, and the cliff inside that separates the north end of the garden from the south, are each made from fragile stone that makes scaling these slopes difficult. Climbing these features requires a DC 26 Athletics check. Whenever a climbing creature ends its turn clinging to the rock, a portion might shear off. Make an attack: +15 vs. Reflex; on a hit, the rock breaks away and the climber falls.

PLANAR CROSSOVER

Each of Acererak's tombs is linked by the energy it's channeling into the demilich's rituals. Thus, visitors in one tomb occasionally receive images of, or even temporarily enter, one of the other tombs.

Crossing over from the Feywild to a tomb on another plane occurs only at locations 21-23. Rules for the encounters that happen when this planar crossover occurs are described in the entry for those locations (page 17), but visions of the other tombs can occur almost anywhere within the Garden of Graves.

Whenever a character makes an Arcana check to detect magic while inside any structure at locations 12-28 (except in the clearings or tunnels at locations 18-20), roll a d4 and consult the following table. Once the vision fades, an Arcana check to detect magic functions normally.

PLANAR VISIONS

d4	Vision Result
1	The character envisions the Shadow Tomb.
2	The character envisions the Abandoned Tomb.
3	The character envisions the Dead Gods' Tomb.
4	The character doesn't receive a vision.

If the character envisions the Shadow Tomb, read:

The world shimmers and changes around you. Walls that were constructed of bits of stone now have evenly carved brickwork, which appears to be mortared with an oozing black goo. It drips slowly down the face of the stone. Moans echo from afar, and feelings of despair assail you.

And then it's over. You find yourself back in the Feywild, with your companions watching you as though nothing untoward had happened at all.

If the character envisions the Abandoned Tomb, read:

You're no longer standing in the chamber—perhaps even the world—where you were. The passages around you are now made of rough-hewn rock, apparently dug directly through the earth. The floor is worn smooth. Along the walls farther ahead of you, a series of images was once painted, but they have largely worn away; you can make out, at most, a few vaguely humanoid figures. There's a sense of emptiness around you—the peculiar feeling that whatever life and magic once flowed through this place are long gone.

Then, in the blink of an eye, you find yourself once more back in the Feywild with your companions around you.

If the character envisions the Dead Gods' Tomb, read:

Suddenly, you find yourself within a desolate wasteland. Dust blows around your feet and swirls about a number of broken statues made of chipped and pitted marble. The sky above is black and empty of stars, and the air brushes your skin with a chill that is as much emotional as physical, bringing you a sense of unrelenting loss.

Even as you quickly take this scene in, it's gone, replaced by the familiar faces of your companions and the sounds of the Feywild.

GARDEN OF GRAVES OVERVIEW

When the characters approach the Garden of Graves from the fey crossing, read:

The path winds through thick woods and waving grasses, seemingly without a definite direction. Finally, as the trees thin somewhat, you spot an enormous ridge of dark stone looming ahead. You hear the rush of running water in the distance, but the trees in that direction are still too thick for you to see more than a few yards.

1. PATH OF BROKEN STONES

As the characters follow the path and approach the ridge, read:

The ridge looms large ahead of you, but the path does not stop. From where you stand, you can see a narrow tunnel piercing the dark-hued rock.

Some writing is chiseled into the stone—on the ridge, beside the cave entrance, and along several broken bits of rock lying beside the path.

The script is an ancient form of Elven. Any character capable of reading Elven can translate the writing by making a DC 10 History check (or by using any magical means of translation).

Once the poem is translated, it's clear that, though written in ancient Elven, it was intended to be recited in Common, for it rhymes in that language. The verse reads:

*Count you the shadows, watch the sun,
The wise know where they stand;
While knowing not the time to shun,
The fools must find themselves undone.*

*Like lustful swain or panicked child
Who beg another's gentle hand,
The fool delves heedless through the wild.
The wise are not so soon beguiled.*

*When darkness falls and dreams portend
The rising of a fearsome foe,
The fool, swift-striking, meets his end,
The wise know foe from friend.*

*Let art and image point the way,
Abandon all you think you know,
For common sense leads fool astray.
The key is simply this: Obey.*

*The wise must ever strategize;
They never play, unless to win.
They see the harm in comfort's lies,
And seek to open weary eyes.*

*You've fought your way, you've risked demise,
To view the ivy heart within.
Now as the soul within you dies,
This knowledge is your only prize:
You'd never have come, were you truly wise.*

The poem is from Acererak. The players must interpret it for themselves, but for your own edification:

The first stanza advises the characters to take note of the time shown on the sundial in location 9.

The second stanza tells them to focus on the crone statue, rather than the maiden or the mother, in location 2. (Avoiding the path of the “lustful swain or panicked child.”)

The third stanza warns them to be careful whom they attack after the darkness falls in location 15.

The trick to opening the lock shown in the tapestry at location 12 is hidden in the fourth stanza.

The fifth stanza contains hints for both location 14 and location 4 to overcome the sleeping trap.

The sixth stanza, which references the plant-based foe the characters must overcome at location 25, is primarily a threat.

2. CAVE OF ENTRY

This cavern provides the only viable means of entry to the Garden of Graves, if the characters can solve the puzzle of the statues and bypass them.

See **Encounter G1: Beggars of Stone**, page 24.

Once the characters have passed beyond the statues and emerged out the far side of the cavern, read:

As you emerge from the passage, you see two paths stretching away from you; each is surrounded by high grass and thick trees. You hear the sound of rushing water somewhere to the east, but trees block sight of it. A cliff face, composed of the same stone as the ridge you passed through, rises to the north. From here, you cannot see what lies atop it.

3. ABANDONED CAMP

An abandoned campsite occupies this clearing, but it isn't as harmless as it appears.

See **Encounter G2: Campfright**, page 20.

4. LARGE CLEARING

This clearing is empty except for a great stone obelisk with an iron orb at its top.

See **Encounter G2: Campfright**, page 20.

5. THE COLUMN

This 60-foot-tall stone column (DC 16 Athletics check to climb) is where the rope bridges (location 8) in this



vicinity are anchored. From atop this column, a character can see the structures on top of the cliff. (See location 11 for a general description of those areas.)

6. BASE OF THE FALLS

When the characters approach the falls, read:
The sound of the falls is deafening as water plunges from the cliff sixty feet above. Huge plumes of mist spray up from the impact, spreading a wet chill through the air.

7. CEREMONIAL MAP ROOM

As the characters approach this area, read:
A building of strange curves, bends, and angles stands on stiltlike columns, over fifty feet above the ground and the rushing river. Rope bridges extend outward to connect the structure to the great stone column and to something on

top of the cliff face, but the only access from ground level is a wide spiral staircase near the banks of the river.

When the characters ascend the staircase and enter the building, read:

The structure's eastern half is mostly empty. In its center stands a table with miniature terrain elements laid out upon it. You recognize the building you're in, which means that most of the map must show the top of the cliff. No buildings are depicted, only a complex system of pathways, which run between scores of stone cairns.

The characters don't know it, but this map represents the garden as it used to look, before Acererak remodeled the place. This map chamber was used both for ceremonial purposes and for planning new burials.

If the characters look out over the bridges, read: *A marble edifice stands on the cliff to the north, and structures of rougher stone stand to the northwest. Nothing suggests that either route is better than the other.*

8. ROPE BRIDGES

These bridges provide a way to travel between the top and the bottom of the cliff, but they're rickety. Traveling along one requires a DC 16 Acrobatics check or Athletics check made as part of a move action. On a failed check, a character falls prone and must succeed on a second check to avoid falling 60 feet (and taking 6d10 damage).

9. SUNDIAL CHAMBER

This structure, once a shrine, is now home to a lamia named Elesdri and her venomous scarab swarms, in addition to being a part of Acererak's sundial puzzle.

See **Encounter G3: Distressing Damsel**, page 22.

10. POOL CHAMBER

The ceremonial font in this room contains far more than mere water.

See **Encounter G4: Perilous Pool**, page 25.

11. BRIDGE OVER THE WATER

Although the characters are doubtless expecting a trap or a hazard—especially since the wood looks old and worn, and creaks with the application of the slightest weight—the bridge is solid and safe to cross.

When the characters first view the buildings across the river (locations 12 onward), read:

A number of stone cairns stand in the grass across the top of the ledge, but they're overshadowed by an array of strangely shaped buildings. The buildings appear constructed primarily of randomly sized stones that have been roughly mortared together into uneven walls. It takes you a moment to realize that the rocks that make up the buildings were probably taken from the cairns. Hundreds of graves have been destroyed to construct these structures.

12. CHAMBER OF TAPESTRIES

This room contains a number of tapestries hanging from the walls and ceiling. One of the images on a tapestry contains a vital clue.

See **Encounter G5: Shadows out of Time**, page 26.

13. CHAMBER OF SHADOWS

The characters need to use the clues in this chamber to solve the puzzle of the sundial in location 9.

See **Encounter G5: Shadows out of Time**, page 26.

14. THE GAME ROOM

Clearly out of place in the garden, this room is one of Acererak's more whimsical traps.

See **Encounter G6: Play with Us**, page 28.

15. WALLS EVERY WHICH WAY

This chamber has a number of peculiar walls, adorned not only with mystical runes but a lever designed to open a secret door in location 12.

See **Encounter G7: Death in the Dark**, page 30.

16. FEATURELESS HALL

Other than a vast array of runes on the walls, there's nothing about this room that draws any attention.

See **Encounter G7: Death in the Dark**, page 30.

17. GRASPING FINGERS

The abstract shapes that form this area contain more of the peculiar symbolism that makes Acererak's eldritch engine run.

Secret Trapdoor: Finding either of the two trapdoors in the south end of this area requires a DC 25 Perception check, and opening one requires a DC 21 Thievery check. The trapdoors lead to the passages running beneath these buildings (see location 18).

18. TWISTING PASSAGES

When the characters first enter any of these passageways, read:

You stand within an old tunnel, which cuts through the living rock. Clearly it's been here for some time—far longer, you're sure, than most of the other structures in this place.

Secret Trapdoors: Finding one of the three trapdoors leading out of this area requires a DC 25 Perception check, and opening one requires a DC 21 Thievery check.

19. THE OBELISKS

This large clearing appears featureless, except for a pair of stone obelisks along its western side. These are simple pillars of black marble, without writings or symbols.

Perception Check

DC 21: *Something lies on the ground between the two obelisks, almost completely hidden beneath the dirt.*

If the characters do any digging, they find a large stone slab containing a teleportation circle. (Acererak's servitors use this when they need to travel here from other parts of the cosmos.) It might not do the characters any good in the current adventure, but they can note its existence for future use with various teleportation rituals if they're so inclined.

20. UNBURIED REMAINS

Several corpses, which have almost decayed to skeletons and are clad in various pieces of broken armor and traveling leathers, lie scattered about this isolated clearing. Though the characters will expect these bodies to rise and attack, the truth is that they're only corpses—the remains of prior adventurers, perhaps even the same group that made camp at location 3, which have been slain and left forgotten.

Treasure: A search of the bodies reveals coins and small jewels with a total value of 600 gp.

21-23. HALL OF PLANAR ECHOES

When the characters approach this building from any direction, read:

Ahead of you is a structure even stranger than most of the others you've seen. Although it consists of several sections that look like buildings, its eastern end is an even more haphazard collection of cairn stones and other bits of rock than the other structures. It's as though someone sought to create an artificial cave, or at least so it seems from the outside.

Whenever the characters enter this building, regardless of what entrance they use, they find themselves briefly in another world—and in another of Acererak's dungeons. (Players familiar with the layout of the original adventure might be aware that these structures echo a section of chambers from that dungeon. This symbolism was part of Acererak's linking magic.)

While the characters are within the hall, they are in a different plane (see the table below) until they leave the building, at which point they return to the Feywild. Each time they enter the structure thereafter, check to see which plane—perhaps the same plane as before, or perhaps a different one—they travel to until they leave the building again.

The dangers within the structure do not “reset,” however. If the characters complete the skill challenge in the Shadowfell, for example, and they are sent to the Shadowfell again, they won't face that danger a second time (though you could include new encounters if you choose).

Each time the characters enter this structure, roll a d6.

PLANAR CROSSOVER DESTINATIONS

d6	Destination
1-2	The characters appear in the Dead Gods' Tomb; see Encounter G8: Dark Angels, page 32.
3-4	The characters appear in the Shadow Tomb; see Encounter G9: Broken Catacombs, page 34.
5-6	The characters appear in the Abandoned Tomb; see below.

If the characters appear in the Abandoned Tomb, read:

You have a sudden sense of vertigo, and the walls shift around you. What should be a wall of uneven stones before you that is roughly mortared together is instead hewn rock, as though you are standing in a tunnel dug from the living earth. Every sound you make echoes around you, giving you the sense of a vast emptiness.

Religion Check

DC 21: *You no longer feel as though you're in the Feywild. In fact, you're nearly certain that you're back in the mortal realm somewhere—or at least in a world much like it.*

If the characters enter location 21 in the Abandoned Tomb, read:

This room must once have been magnificent. The ceiling is coated in a thin layer of silver, but it has grown tarnished and chipped, and is now all but worthless. The floor is agate, but also worn down and chipped by time. Bits of broken stone that were once statues and sarcophagi litter the chamber; you can make out a tiny bit of a face and a few fingers of a hand in different sections, but there's not enough left to identify what they once symbolized.

If the characters enter location 22 in the Abandoned Tomb, read:

A few bits of broken stone suggest that this wide hall was once divided into two parts. Around the corner, where a narrower hallway juts to a dead end, you can see a few bits of old mechanisms protruding from the wall.

If the characters enter location 23 in the Abandoned Tomb, read:

You're standing in an uneven cave that has a broken stone floor. In the cave's center, a broken ring of stone surrounds a shallow pool of filthy, stagnant water.

24. THE CAIRNS

This chamber holds a number of cairns, which Acererak had moved to this chamber to aid in the channeling of various kinds of energy.

See Encounter G10: Wild at Heart, page 37.

25. THE INNER GROVE

Filled with vegetation and open to the sky, this chamber is where Acererak grew the plant-creature that he uses to oversee the Garden of Graves.

See Encounter G10: Wild at Heart, page 37.

26. THE FOCUS

This area focuses the energy gathered by the dungeon and funnels them to the fey engine at location 28.

See Encounter G10: Wild at Heart, page 37.

27. THE DOUBLE DOORS

These trapped doors can be opened only by solving one of Acererak's puzzles.

See **Encounter G10: Wild at Heart**, page 37.

28. THE FEY ENGINE

When the characters enter this location, read:

This chamber is clearly the heart of some sort of eldritch design. Runes such as those you have seen elsewhere in the complex spiral along the walls and floor in various intertwining patterns, all finally culminating in the precise center of the room. An intricate contraption of iron rods and wooden shafts, crossing and crisscrossing each other, stands at that point. At each intersection, a rune is stamped on wood and metal, and several of the larger joints are adorned with gemstones. At its top, the device comes to a pyramidal peak, with prongs holding a gleaming emerald.

Arcana Check

DC 21: *There's no doubt in your mind that this device is meant to channel eldritch energy, though precisely how—or where to—are beyond your ability to discern.*

DC 23 (requires 1 minute of concentration):

The contraption is definitely magical; its arcane energy is almost enough to blind you. But you think you also see a different aura within the device, which is part of it and yet separate. Apparently, one of the primary wooden shafts supporting the device is a magic item unto itself.

It requires no check to dismantle the machine; it's fragile, and one good blow or a yank on some of its supporting structures sends it crashing to the ground.

If the characters dismantle the device, read:

A sudden flash of energy erupts from the emerald, nearly blinding you with its intensity, but it fades instantly. From an unimaginable distance, you hear what sounds like a shriek of frustrated rage, cut off in mid-breath.

Treasure: Four gems can be salvaged from the device. These are the emerald at its top (worth 1,200 gp), a fire opal (800 gp), and two bits of alexandrite (500 gp each). The wooden shaft that formed the device's primary support is a +3 *staff of unparalleled vision* (*Adventurer's Vault*, page 107).

CONCLUSION

When the fey engine is destroyed, Acererak's connection to the Garden of Graves is severed. All surviving fey lose the *Acererak's slave* power, and those who die within the garden no longer rise as undead. The area is still linked to the other tombs, however, and the planar crossover effect continues. (This effect fades over time, but this requires weeks if not months.)

The fey driven mad by the desecration of the garden do not immediately revert to normal, and the characters could still face challenges—encounters

they haven't yet overcome, or others you add—as they work their way out of the area. Over the next few days, the effects of the desecration begin to diminish. Fey cease launching attacks on passersby in the mortal realm, though it could be some time before this region of the Feywild is restored to normal.

Assuming the fey crossing remains open, the characters can return home fairly easily. If they have accepted a quest, they'll need to wait a few days to show that attacks in the region are tapering off, but they'll eventually receive their promised reward.

FUTURE ADVENTURES

The characters don't find themselves facing another of Acererak's tombs until they reach 14th level (in Chapter 2), but their intervening adventures can still be related to the ongoing plotline.

SEARCHING FOR HOME

As previously mentioned, although this chapter assumes that the fey crossing is a two-way passage, you might decide otherwise. Perhaps, when the characters destroyed the focus, they also shut down the fey crossing entirely. You could design several adventures that occur in the Feywild as the characters hunt for a means of returning to the mortal world.

DEATH IN THE SHADOWS

Acererak doesn't believe that the characters can truly threaten his plans—but they've managed to interfere with his work and slow him down, which attracts his attention. The characters might be forced to hide from, evade, or battle back against assassins, which they learn have been sent by a mysterious foe that wants them dead before they grow more powerful.

HUNTING EVIL

The characters might want to learn more about the evil they've defeated. Who corrupted the Garden of Graves, and for what purpose? Although the characters don't learn about Acererak's involvement until Chapter 2, you might allow them to research some answers, letting them discover that the channeling of "life energy" was only one stage of a larger rite.

OMENS OF DARKNESS

Perhaps the best sorts of future adventures would include plots designed around what's to come in Chapter 2. If you're planning to bring the characters to Moil by having them investigate an undead outbreak, for example, design a few adventures around smaller undead plagues that lead the characters toward the notion of a greater threat to come. Or have the characters thwart the schemes of a necromancer who, they eventually discover, hails from a distant death-obsessed community called the City of Skulls.

ENCOUNTER W1: WOODLAND WOES

Encounter Level 9 (2,400 XP)

SETUP

- 3 dryad slaves (D)
- 3 harpy screechers (H)

The newly maddened fey have set up this ambush. The three dryads have assumed human appearance and lie scattered throughout the clearing as though already dead, while the harpies wait in the trees to drop down upon any who come to investigate.

When the characters enter the clearing, read: *Something awful must have happened in the clearing before you. A trio of bodies—young women, from the looks of it—lie scattered across the grass.*

Perception Check

DC 22: Several foul-looking humanoids, with many wings and wicked talons, lurk among the trees.

TACTICS

If characters are lured into the clearing, the dryads and harpies attack, leaping up (dryads) or dropping from the trees (harpies). Otherwise, they attack as soon as it becomes clear their ruse is not working.

3 Dryad Slaves (D)	Level 9 Skirmisher
Medium fey humanoid (plant)	XP 400 each
HP 92; Bloodied 46	Initiative +9
AC 23, Fortitude 22, Reflex 21, Will 21	Perception +12
Speed 8 (forest walk)	
STANDARD ACTIONS	
Ⓢ Claws ♦ At-Will	
Attack: Melee 1 (one creature); +14 vs. AC	
Hit: 1d8 + 10 damage, or 2d8 + 10 if the target is the only enemy adjacent to the dryad.	
MOVE ACTIONS	
Treestride (teleportation) ♦ At-Will	
Effect: The dryad can teleport 8 squares if it begins and ends adjacent to a tree, a treant, or a plant of Large size or bigger.	
MINOR ACTIONS	
Deceptive Veil (illusion) ♦ At-Will	
Effect: The dryad can disguise itself to appear as any Medium humanoid, usually an elf or eladrin. A successful Insight check (opposed by the dryad's Bluff check) pierces the disguise.	
TRIGGERED ACTIONS	
Acererak's Slave	
Trigger: The dryad drops to 0 hit points and is killed.	
Effect (Immediate Reaction): The dryad remains standing, and it gains the undead keyword and continues to fight until the end of its next turn.	
Skills Bluff +10, Insight +12, Stealth +12	
Str 19 (+8)	Dex 17 (+7) Wis 17 (+7)
Con 12 (+5)	Int 10 (+4) Cha 13 (+5)
Alignment evil	Languages Elven

3 Harpy Screechers (H)	Level 9 Controller
Medium fey humanoid	XP 400 each
HP 96; Bloodied 48	Initiative +7
AC 23, Fortitude 20, Reflex 20, Will 22	Perception +6
Speed 6, fly 8	
Resist 10 thunder	
STANDARD ACTIONS	
Ⓢ Claw ♦ At-Will	
Attack: Melee 1 (one creature); +14 vs. AC	
Hit: 1d8 + 3 damage.	
Ⓢ Alluring Song (charm) ♦ At-Will	
Attack: Close burst 5 (enemies in burst); +15 vs. Will	
Hit: The screecher pulls the target 3 squares, and the target is immobilized (save ends).	
Special: Deafened creatures are immune.	
Ⓢ Brutal Scream (thunder) ♦ Recharge [2][1]	
Attack: Close burst 5 (enemies in burst); +15 vs. Fortitude	
Hit: 1d6 + 5 thunder damage, and make a secondary attack centered on one hit target.	
Secondary Attack: Area burst 1 within 5 (enemies in burst); +15 vs. Fortitude	
Hit: 1d6 + 5 thunder damage, and the screecher slides the target 3 squares.	
TRIGGERED ACTIONS	
Acererak's Slave	
Trigger: The screecher drops to 0 hit points and is killed.	
Effect (Immediate Reaction): The screecher remains standing, and it gains the undead keyword and continues to fight until the end of its next turn.	
Skills Stealth +12	
Str 16 (+7)	Dex 16 (+7) Wis 15 (+6)
Con 16 (+7)	Int 11 (+4) Cha 20 (+9)
Alignment evil	Languages Common, Elven

FEATURES OF THE AREA

Illumination: Bright light during the day, dim light at night.

Stone: The stone in the clearing provides cover. It stands 5 feet high, and it costs 2 extra squares of movement for a creature to move on top of it.

Trees: Trees provide cover. A creature must make a DC 10 Athletics check to climb a tree.



ENCOUNTER G2: CAMPFRIGHT

Encounter Level 10 (2,625 XP)

SETUP

- 2 animated canvas tents (C)
- 6 animated campfire logs (L)
- 5 animated tools (T)
- 1 will-o'-wisp slave (W)
- 1 lidded-eye obelisk

The abandoned camp (location 3) was once used by adventurers who had come ostensibly to explore, but in reality to raid, the various fey cairns. The fey that slaughtered and ate those raiders left behind the ruined campground as a warning to others. Acererak, in turn, inundated the wreckage with magic and added the obelisk to the large clearing (location 4), transforming the campsite into a lethal trap.

When the characters approach location 3, read:
The remains of an old campground lie strewn about the clearing, overshadowed by the towering dark stone cliff. Several torn and collapsed canvas tents lie amid scattered firewood and old, rusted tools.

If the characters spend at least 2 rounds among the detritus, the trap activates (see "The Obelisk"), and the ruins of the camp animate and attack.

When the characters approach location 4, read:
This large clearing appears to be entirely empty, except for a single featureless obelisk of dark stone protruding ten feet from the ground near the center of the glade. The obelisk has an artistic flourish at its top—an old, rusted iron orb.

Show the players Obelisk of the Lidded Eye (page 40).

Perception Check

DC 16: Upon closer inspection, you realize that the "orb" atop the obelisk appears to be an iron eye, albeit one tightly closed. In fact, a slight bulge on one side might be a hinge, suggesting that the "eyelid" can be opened.

Any character who moves within 2 squares of the obelisk causes the trap to activate, and the campsite at location 3 animates and attacks.

TACTICS

If any of the animated objects roll a higher initiative than the obelisk, those objects delay their first actions until after the trap has activated once.

The will-o'-wisp remains dark and hidden until combat begins, becoming illuminated as it tries to

slay a lone or isolated character. If a creature interferes with the obelisk, the wisp attempts to use *luring glow* on that creature, allowing the obelisk to continue functioning.

2 Animated		Level 10 Minion Controller
Canvas Tents (C)		
Medium fey animate (construct)		XP 125 each
HP 1; a missed attack never damages a minion.		Initiative +11
AC 24, Fortitude 22, Reflex 24, Will 21		Perception +8
Speed 0, fly 6 (hover, altitude limit 2)		Darkvision
Immune disease, poison, sleep		
STANDARD ACTIONS		
⊕ Canvas Slap ◆ At-Will		
Attack: Melee 1 (one creature); +15 vs. AC		
Hit: 9 damage.		
‡ Shroud ◆ At-Will		
Attack: Melee 1 (one creature); +13 vs. Reflex		
Hit: A part of the tent wraps itself around the target's head, and the target is restrained while adjacent to the tent. If the tent hits a creature already restrained by the <i>shroud power</i> , the target is instead blinded and restrained while adjacent to the tent.		
Str 14 (+7)	Dex 23 (+11)	Wis 16 (+8)
Con 18 (+9)	Int 3 (+1)	Cha 3 (+1)
Alignment unaligned		Languages —

6 Animated Campfire Logs (L)		Level 10 Minion Brute
Medium fey animate (construct)		XP 125 each
HP 1; a missed attack never damages a minion.		Initiative +7
AC 22, Fortitude 22, Reflex 22, Will 21		Perception +8
Speed 0, fly 6 (hover, altitude limit 2)		Darkvision
Immune disease, poison, sleep		
STANDARD ACTIONS		
⊕ Burning Bludgeon (fire) ◆ At-Will		
Attack: Melee 1 (one creature); +15 vs. AC		
Hit: 6 damage, and ongoing 5 fire damage (save ends).		
⚡ Spark (fire) ◆ Encounter		
Attack: Ranged 6 (one creature); +13 vs. Reflex		
Hit: 6 fire damage, and ongoing 5 fire damage (save ends).		
Str 23 (+11)	Dex 14 (+7)	Wis 16 (+8)
Con 18 (+9)	Int 3 (+1)	Cha 3 (+1)
Alignment unaligned		Languages —

6 Animated Tools (T)		Level 10 Minion Soldier
Medium fey animate (construct)		XP 125 each
HP 1; a missed attack never damages a minion.		Initiative +7
AC 26, Fortitude 24, Reflex 21, Will 20		Perception +8
Speed 0, fly 6 (hover, altitude limit 2)		Darkvision
Immune disease, poison, sleep		
STANDARD ACTIONS		
⊕ Hammer ◆ At-Will		
Attack: Melee 1 (one creature); +15 vs. AC		
Hit: 9 damage.		
‡ Nail ◆ Encounter		
Attack: Melee 1 (one creature); +15 vs. AC		
Hit: 2 damage, and the target is immobilized and takes ongoing 5 damage (save ends both).		
Str 23 (+11)	Dex 14 (+7)	Wis 16 (+8)
Con 18 (+9)	Int 3 (+1)	Cha 3 (+1)
Alignment unaligned		Languages —

Will-o'-Wisp Slave (W)

Small fey magical beast

Level 10 Lurker

XP 500

HP 57; Bloodied 28

Initiative +15

AC 22, Fortitude 19, Reflex 24, Will 22

Perception +11

Speed 0, fly 6 (hover, altitude limit 2)

Low-light vision

Resist insubstantial

STANDARD ACTIONS⊕ **Glimmer Wisp** (radiant) ◆ **At-Will**

Requirement: The will-o'-wisp must be illuminated.

Attack: Melee 2 (one creature); +13 vs. Reflex

Hit: 2d6 + 6 radiant damage.

⊕ **Spirit Drain** (healing, psychic) ◆ **Encounter**

Requirement: The will-o'-wisp must be illuminated.

Attack: Melee 3 (one bloodied creature); +12 vs. Fortitude

Hit: 2d8 + 3 psychic damage, and the target is weakened (save ends). The will-o'-wisp regains 14 hit points.

◀ **Luring Glow** ◆ **At-Will**

Requirement: The will-o'-wisp must be illuminated.

Attack: Close burst 20 (one nonbloodied creature in burst); +13 vs. Will

Hit: The will-o'-wisp pulls the target 3 squares, and the target is dazed (save ends).

FREE ACTIONS**Fey Light** ◆ **At-Will** (1/round)

Effect: A will-o'-wisp illuminates or darkens its light. Its light is equivalent to that of a torch. A will-o'-wisp must be illuminated to attack. While darkened, a will-o'-wisp has concealment and can make a Stealth check to become hidden.

TRIGGERED ACTIONS**Blink Out** (teleportation) ◆ **At-Will**

Trigger: An attack misses the will-o'-wisp.

Effect (Immediate Reaction): The will-o'-wisp darkens and teleports 5 squares.

Acererak's Slave

Trigger: The will-o'-wisp drops to 0 hit points and is killed.

Effect (Immediate Reaction): The will-o'-wisp remains upright, and it gains the undead keyword and continues to fight until the end of its next turn.

Skills Stealth +16

Str 4 (+2)

Dex 22 (+11)

Wis 12 (+6)

Con 13 (+6)

Int 8 (+4)

Cha 18 (+9)

Alignment evil

Languages Elven

THE OBELISK

When the obelisk first activates, it targets characters within the clearing.

When the trap first attacks, read:*You feel a sudden sense of exhaustion and lethargy wash over you. Surely a brief rest wouldn't do any harm...***Lidded-Eye Obelisk****Level 10 Blaster**

Trap

XP 500

*A dull granite obelisk seems to watch over the clearing, yet the iron eye that sits atop the pinnacle is tightly shut.***Trap:** The magic of the obelisk attempts to put all nearby mortals to sleep.**Perception**

◆ DC 16: A number of spidery runes are scrawled around the top of the obelisk.

Additional Skill: Arcana

◆ DC 21: An Arcana check to detect magic reveals that the obelisk is a device that casts sleep magic. The character also realizes that forcing open the eye deactivates the trap.

Trigger

When a living creature examines the campsite at location 3, or is within 2 squares of the obelisk, the obelisk activates and rolls initiative. This activation might not be immediately obvious to those who have not identified the obelisk's nature by making a successful Arcana check.

Initiative +2**Attack****Standard Action** Area burst 3 within 10**Target:** Each living creature in burst**Attack:** +11 vs. Fortitude**Hit:** The target is slowed and grants combat advantage (save ends both). **First Failed Saving Throw:** The target instead falls unconscious (save ends).**Countermeasures**

- ◆ The obelisk is 10 feet tall, and a character must make a DC 16 Athletics check to climb to the top where the iron eye is located (or to reach it through some other means), before the eye can be opened. As a standard action, a character on top of the obelisk who makes a DC 21 Athletics check or Thievery check can open the eye.
- ◆ A character can attack either the iron eye (AC 22, other defenses 20, hp 60, resist 5 all) or the obelisk itself (AC 18, other defenses 18, hp 90, resist 10 all). If either one is reduced to 0 hit points, the trap is destroyed.

FEATURES OF THE AREA

Illumination: Bright light during the day, dim light at night.**Treasure:** Buried beneath the campfire logs (and exposed when the logs animate to attack) is a rotting leather satchel. Within it are 500 gp in silver and gold coins.

ENCOUNTER G3: DISTRESSING DAMSEL

Encounter Level 13 (4,500 XP)

SETUP

Elesdri (lamia, then undead lamia) (E)
2 venomous scarab swarms (S)

Do not place the scarabs on the map until they have appeared or until Elesdri attacks.

This structure, which was once a shrine to primal powers and gods of nature, has been co-opted by Acererak. It serves as a home to one of his potent fey servants, and also as part of a complex puzzle that the characters must solve to progress farther into the ruins that hold his eldritch engine.

When the characters first enter the shrine, read:
The walls, ceiling, and floor of this structure are covered in strange runes whose twisting shapes poke unpleasantly at your mind.

In addition, the chamber's inner walls curve at odd angles and end in columns. They serve no apparent architectural purpose, but appear to be part of the runic pattern itself. To the north beyond these walls, a dim light flickers and sways, as though something is moving before an open flame.

Perception Check

DC 16: A faint whimpering emerges from beyond the peculiar walls.

DC 21: A beetle occasionally darts from some of the deeper carvings.



Arcana Check

DC 16 (requires 1 minute of concentration):
Whatever the source of the light, it's also a source of subtle but potent arcane magic.

DC 21: *The runes seem designed to channel energy to some unknown central source.*

THE DAMSEL

This is the home of Elesdri, a lamia. She has currently taken the form of an attractive eladrin and is pretending to be a prisoner.

Elesdri realizes that the characters might assume that her "captivity" is some sort of deception. Her intention is not to fool them long; she only wants to draw them closer.

When the characters first see Elesdri, read:

At the corner of two of the peculiar walls, a huddled figure stares at you with frightened eyes. She appears to be eladrin, but as covered as she is in dirt and dried blood, you can't be certain.

She reaches out imploringly, revealing a pair of rusted manacles chaining her to the wall, and begins sobbing in broken Elven.

Show the players *The Chained Woman* (page 40).

If any of the characters speak Elven, read:

"Oh, gods! Strangers, you must help me! They've already sacrificed my family, and I'm to be next! Oh, please, help me..."

Perception Check

DC 18: *You think the manacles chaining her are fake.*

Insight Check

DC 23 (only those who speak Elven): *Despite the sincerity in her voice, you think she's deceiving you, though about what precisely is unclear.*

If questioned further, Elesdri continues to make up whatever lies sound plausible until she can lure the characters into range or until it becomes clear that her lies aren't working.

TACTICS

Elesdri's manacles pop off with a simple gesture (a free action). She uses *pacifying burst* if at least three characters move within 5 squares of her. Otherwise, she initiates combat, and a venomous scarab swarm emerges from the runic passages (see "Features of the Area"), appearing at whichever of the three spots marked S is most tactically advantageous. The other swarm comes through the same wall when Elesdri becomes bloodied.

Elesdri prefers to remain at a distance from her enemies, using *devouring swarm* and *pacifying burst*. The swarms intercept any enemy that focuses its attention on Elesdri. After she first becomes bloodied, Elesdri uses *accursed flurry* at every opportunity.

Elesdri (E)		Level 12 Solo Controller (Leader)	
Medium fey magical beast (shapechanger)		XP 3,500	
HP 440; Bloodied 220	Initiative +8		
AC 26, Fortitude 23, Reflex 22, Will 24	Perception +13		
Speed 6, climb 6			
Resist half damage from melee and ranged attacks;			
Vulnerable 10 against close and area attacks			
Saving Throws +5; Action Points 2			
TRAITS			
☼ Swarm's Embrace ◆ Aura 1			
Any enemy that starts its turn within the aura takes 10 damage.			
Squeezing Swarm			
By altering her shape, Elesdri can squeeze through small openings as if she were a Tiny creature (see "Squeeze," <i>Player's Handbook</i> , page 292).			
STANDARD ACTIONS			
⊕ Cursed Touch (healing) ◆ At-Will			
Attack: Melee 1 (one creature); +15 vs. Fortitude			
Hit: 2d6 + 4 damage, and the target is dazed (save ends). In addition, Elesdri regains 10 hit points.			
⊖ Devouring Swarm ◆ At-Will			
Attack: Melee 5 (one, two, or three creatures); +15 vs. Fortitude			
Hit: 3d6 + 4 damage, and ongoing 10 damage (save ends). The target takes a -5 penalty to saving throws against this effect while within 5 squares of Elesdri.			
⚡ Accursed Flurry (healing) ◆ At-Will			
Attack: Close burst 1 (creatures in burst); +15 vs. Fortitude			
Hit: 2d6 + 4 damage, and the target is dazed (save ends).			
Effect: If Elesdri hits at least one target, she regains 10 hit points. If she hits two or more targets, she can also make a saving throw.			
⚡ Pacifying Burst ◆ Recharge ☼ ☼			
Attack: Close burst 5 (enemies in burst); +15 vs. Will			
Hit: The target is stunned (save ends).			
MINOR ACTIONS			
◊ Change Shape (polymorph) ◆ At-Will			
Effect: Elesdri alters her physical form to appear as an attractive Medium humanoid of any race or gender until she uses <i>change shape</i> again or until she drops to 0 hit points. She retains her statistics in her new form. Her clothing, armor, and other possessions do not change. To assume a specific individual's form, Elesdri must have seen that individual. Other creatures can make a DC 33 Insight check to discern that the form is a disguise.			
Skills Arcana +14, Bluff +16, Insight +13			
Str 13 (+7)	Dex 14 (+8)	Wis 14 (+8)	
Con 18 (+10)	Int 17 (+9)	Cha 21 (+11)	
Alignment evil		Languages Common, Elven	

2 Venomous Scarab Swarms (S)		Level 10 Brute	
Medium fey beast (swarm)		XP 500 each	
HP 126; Bloodied 63	Initiative +8		
AC 22, Fortitude 22, Reflex 21, Will 21	Perception +8		
Speed 8, climb 8	Darkvision		
Resist half damage from melee and ranged attacks;			
Vulnerable 10 against close and area attacks			
TRAITS			
☼ Venom Swarm Attack (poison) ◆ Aura 1			
Any enemy that starts its turn within the aura takes 8 poison damage.			
STANDARD ACTIONS			
⊕ Swarm of Mandibles (poison) ◆ At-Will			
Attack: Melee 1 (one creature); +13 vs. Reflex			
Hit: 1d10 + 5 poison damage, and ongoing 5 poison damage (save ends).			
Str 20 (+10)	Dex 16 (+8)	Wis 16 (+8)	
Con 16 (+8)	Int 1 (+0)	Cha 11 (+5)	
Alignment unaligned		Languages –	

THE SUNDIAL

When the characters first see the sundial, read: *A flaming bronze brazier hangs on a chain from the ceiling. Propelled by unseen magic, the brazier slowly revolves around a large stone sundial, casting a shadow that moves steadily from one hour to the next.*

Show the players *The Sundial* (page 41).

When a character examines the sundial, read: *The brazier's revolution remains constant, causing the shadow to shift from one number to the next at intervals of 1 minute; at that pace, a full "day" passes every 24 minutes.*

The characters can "lock" the sundial in place by tying down the brazier or otherwise preventing it from revolving. Keep track of any characters who choose to study the sundial; it comes into play in the Chamber of Shadows (location 13).

FEATURES OF THE AREA

Illumination: Dim light from the brazier.

Ceiling: The ceiling is 10 feet high.

Doors: The normal wooden doors in this shrine are closed but not locked.

Runic Passages: The scarab swarms and the lamia can bypass the outer walls by moving through the holes formed by the mystic runes. They can move into (or out of) the wall, which costs 1 extra square of movement, then emerge anywhere along an outer wall (using the normal amount of movement for the distance covered).

Treasure: Elesdri wears a black, pearl-studded gold torc that is worth 2,400 gp.

ENCOUNTER G1: BEGGARS OF STONE

Encounter Level 9 (2,000 XP)

SETUP

1 crone statue

Do not place the statue on the map until it animates.

This cavern includes the first of the challenges meant to deter visitors.

When the characters enter the cavern, read:

You've stepped into a simple cavern in the rock cliff that looks as though it has not been used in some time.

Not all the stone is natural, however. A trio of statues stands along the far wall, forming a portion of that wall. Each statue depicts a humanoid female clad in rags and tatters with her right hand out, palm up, as though expecting to receive some gift. The figure on the left is a young female, her beauty apparent even given the poor condition of the stone; the center figure is older, her face kind and matronly; and the figure on the right is stooped with age, her face a maze of lines and wrinkles.

Show the players *Beggars of Stone* (page 40).

Perception Check

DC 26 (requires 1 minute of concentration): *You sense powerful magic within the cavern, coming both from beyond the carved figures, and from the statues themselves, which radiate arcane energy related to polymorphing.*

BYPASSING THE STATUES

The statues form a wall of their own, preventing anyone from continuing. Trying to batter through the statues is an exercise in futility—in addition to having the hit points of a Large reinforced stone statue (120 hit points), the statues are empowered with powerful fey magic, granting them resist 10 to all damage when all three are stationary.

The only efficient way to bypass the barrier is to place a coin, gem, or magic item into the outstretched hand of the crone (right-hand statue). Doing so causes all three statues to animate briefly and step aside, providing a pathway onward.

If valuables are placed in the hands of either the maiden (left-hand statue) or the matron (center statue), if any other item is placed in any statue's hand, or if the characters damage any of the statues, the crone animates and moves to attack, leaving behind a layer of stone that prevents anyone from moving through the vacated space. If the crone is defeated, the statue immediately reappears with the others as an inanimate object, where it waits to be activated again by an improper choice.

The characters receive XP only for bypassing the statues, no matter how many attempts it takes them to do so or how many animated crones they fight.

TACTICS

The crone statue starts its assault by moving into position and letting loose with *whirlwind of claws*. It uses this power again as soon as it recharges. In the meantime, it uses *touch of age* followed by *raking claws*.

Crone Statue	Level 14 Brute	
Medium fey animate (construct)	XP 1,000	
HP 172; Bloodied 86	Initiative +9	
AC 26, Fortitude 27, Reflex 24, Will 26	Perception +11	
Speed 6	Darkvision	
Immune disease, poison, sleep		
STANDARD ACTIONS		
⊕ Raking Claws ♦ At-Will		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 3d10 + 11 damage, and the crone statue knocks the target prone.		
⚡ Touch of Age ♦ Recharge when first bloodied		
Attack: Melee 1 (one creature); +17 vs. Fortitude		
Hit: 4d8 + 8 damage, and the target is weakened (save ends).		
First Failed Saving Throw: The target is also slowed (save ends both).		
Second Failed Saving Throw: The weakened and slowed effects become permanent (and the target appears to age) until cured by a Remove Affliction ritual or similar magic.		
Miss: Half damage, and the target is weakened until the end of the statue's next turn.		
⚡ Whirlwind of Claws ♦ Recharge [!]		
Attack: Close burst 1 (creatures in burst); +17 vs. Reflex		
Hit: 3d10 + 11 damage, and the statue knocks the target prone.		
Str 24 (+14)	Dex 15 (+9)	Wis 19 (+11)
Con 22 (+13)	Int 3 (+3)	Cha 3 (+3)
Alignment unaligned	Languages —	

FEATURES OF THE AREA

Illumination: Dim light from the sunlight filtering into the cavern.

Ceiling: The ceiling is 15 feet high.

Treasure: A +3 skewering war pick (*Adventurer's Vault*, page 77) lies behind the statues.



ENCOUNTER G4: PERILOUS POOL

Encounter Level 8 (1,800 XP)

SETUP

The pool in this chamber is constantly fed by a small spring. Its ripples, the shapes of the rivulets that run from it, and the runes on the chamber's wall are all part of Acererak's design for the fey engine. He has also placed a trap within the water of the pool, where he keeps the key to the dungeon's center of power.

When the characters enter the pool chamber, read:

The walls here are covered in peculiar runes. At the room's north end, a stone-rimmed pool burbles. It overflows the pool's sides and trickles in various rivulets across the floor. The twisting, snaky patterns of the water should be random, but they appear to have some eldritch design.

When a character looks into the pool, read:

A pale metal key lays at the base of the pool, though the ripples in the water make its exact location hard to determine.

Arcana Check

DC 28: *The runes on the wall seem designed to channel energy—perhaps taken from the ambient Feywild environment—to some central source.*

GRABBING THE KEY

Any contact with the water causes a water serpent to manifest. The first attempt to grab the key fails automatically unless the characters have noticed the water's abnormal distortion (see "Perception" in the trap statistics block). Any further attempt to obtain it requires a DC 26 Acrobatics check, Perception check, or Thievery check.

The use of telekinetic magic (such as *mage hand*) still triggers the trap, but causes the water serpent to attack the character nearest the pool, rather than whoever triggered the attack.

Show the players Serpent in the Pool (page 41).



Water Serpent

Trap

Level 11 Elite Lurker

XP 1,200

Strange ripples flow through both the pool of water and the rivulets that trace their way across the floor.

Trap: A water serpent manifests and attacks when the water in the pool is disrupted.

Perception

◆ DC 21: The character realizes that the shifting water distorts the image of the key more than it should.

Additional Skill: Arcana

◆ DC 21: The character realizes that the distortion isn't natural; illusion magic is making the key difficult to pinpoint.

Trigger 1

While the key remains in the water, the serpent manifests and attacks whenever a character disrupts the water.

Trigger 2

After the key is removed from the pool but is still within the room, the water serpent attacks any creature within 2 squares of the pool at the start of that creature's turn.

Attack ◆ Teleportation

Opportunity Action Melee 2

Target: The triggering creature, or the nearest creature to the pool if the triggering creature is using an effect to disrupt the water from a distance.

Attack: +16 vs. AC

Hit: 2d6 + 5 damage, and the target is teleported into the center of the river, appearing adjacent to the obelisk. See "Up the Creek."

Countermeasures

- ◆ A character can ready an action to attack the water serpent (AC 22, other defenses 19, immune poison, resist 5 all, resist 15 fire) when it manifests to attack. If the serpent takes damage, it disappears without attacking, but manifests again if triggered.
- ◆ Once the key has been removed from the chamber, the trap deactivates.

UP THE CREEK

A character teleported to the river must succeed on a DC 20 Athletics check to swim in it. At the start of each turn, a character in the river slides 4 squares downstream (south). The current can be fought as normal (*Dungeon Master's Guide*, page 45). A character swept over the falls takes 5d10 damage and must begin making Endurance checks to avoid drowning, losing the 3-minute "grace period" (*Dungeon Master's Guide*, page 159) as the breath is forced from his or her lungs by the impact.

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: The ceiling is 10 feet high.

Doors: The normal wooden doors in this room are closed but not locked.

Treasure: In addition to being used to open the double doors (see locations 12 and 27), the key is made of platinum and worth 2,500 gp.

ENCOUNTER G5: SHADOWS OUT OF TIME

Encounter Level 10 (2,500 XP)

SETUP

5 mad wraith terrors (W)

Do not place the wraiths on the map until they appear.

These twin chambers represent not one, but two of Acererak's beloved puzzles: one linked to the sundial at location 9, and the other to the double doors at location 27.

CHAMBER OF TAPESTRIES

When the characters enter location 12, read:

This chamber is adorned with about a dozen tapestries. One has an image of fey dancing in a ring of toadstools as thunderclouds gather overhead, and another shows a young man weeping over the corpse of a murdered maiden in a glade.

When the characters see the tapestry marked T, read:

One tapestry against the western wall shows an almost life-sized double door, bounded in iron and silver and covered in arcane runes. A figure clad in black is being hurled back from the door by a bolt of lightning, with obvious lock picks flying from his fingers. His companion, who is dressed in chainmail, is leaning forward as though to stop him. The second figure is holding a key in his open hand. It's the only tapestry that shows an indoor scene.

Perception Check

DC 16 (when the characters can see the southeast tapestry): *The large tapestry to the southeast doesn't stand in front of a wall, but rather hangs before the entrance to another chamber.*

DC 16 (when the characters have seen the tapestry marked T, and only if they have seen the key at location 10): *The key in this tapestry looks like the same platinum key that lay at the bottom of the serpent-haunted pool.*

DC 25 (when the characters have seen the tapestry marked T, and only if they have seen both the key at location 10 and the real door at location 27): *Something about this tapestry is bothering you, and you've finally realized what it is. The lock on the door is too big. Although the door and the figures beside it are almost life-sized, the lock is fully life-sized; it's the exact size of the lock you saw on the double door it portrays in the garden.*

Show the players *The Hanging Tapestry* (page 41).

Arcana Check

DC 27 (requires 1 minute of concentration): *The tapestry on the southwest wall is radiating arcane magic, as is something behind the southeast tapestry.*

THE TAPESTRY PUZZLE

The tapestry seems to suggest that only the platinum key can open the double doors portrayed in the artwork. This is true, but misleading. As described in Encounter G10 (page 37), attempting to open the doors at location 27 in any way—even with the key—activates the trap. If, however, the key is pressed to the lock in the tapestry in this chamber, the double doors at location 27 unlock.

This is the only way for the characters to gain experience for overcoming the trap in Encounter G10. (Because they gain the XP upon passing through the double doors, the reward is accounted for in that encounter, not this one. The level and XP given above apply only to solving the puzzle in the Chamber of Shadows.)

When a character presses the key to the lock in the tapestry, read:

You hear an echoing click as the key makes contact with the fabric lock. There's no visible change in the tapestry, or in the room around you. If what you've just done has had an effect, or opened a door, it obviously occurred elsewhere.

CHAMBER OF SHADOWS

When a character enters location 13, read:

Pushing past the tapestry, you find yourself in a chamber of strange curves and bizarre shapes. In the rough center of the room stands a tall staff with a flame burning atop it, like a torch. On the curved, southeast wall is a line of numbers, 1 through 12, repeated twice. The first series is inlaid in brightly polished brass, and the second series is inlaid in black wrought iron.

Arcana Check

DC 21 (requires 1 minute of concentration): *Both the flame on top of the staff and the numbers on the wall radiate arcane energy, partially but not entirely attuned to summoning.*

THE TORCH AND SHADOW PUZZLE

Anyone walking between the torch and the numbers notices that his or her passage casts a shadow across the brass and iron images—a shadow far darker and more distinct than the torchlight alone would account for.

To open the secret door marked A, a character must deliberately stand and cast his or her shadow

across the correct number (accidental activation isn't possible). When this happens, the door clicks open and becomes obvious to casual examination. (The secret door marked B also opens if a character has pulled the lever at location 15.)

If a character casts his or her shadow across any of the twenty-three wrong numbers, a stream of shadowy tendrils shoots from the number, and five mad wraith terrors manifest at the spots marked W. This happens whenever a character spends the time to purposely cast his or her shadow but chooses the wrong number.

The characters gain experience only for solving this puzzle and opening one or both of the secret doors, not for defeating any of the mad wraith terrors they accidentally summon.

DETERMINING THE RIGHT NUMBER

The correct number is whatever time (to the nearest hour) is currently indicated on the sundial at location 9. (The brass numbers represent A.M., and the dark iron ones P.M.) The sundial moves at a fixed rate, so if someone made a point of noting the time when he or she last viewed it, that character can make a DC 12 Intelligence check to determine the current time by mentally calculating the time since that viewing. (The check is a representation of the calculation so the players don't have to do the math.)

If no character noted the time, someone might have to return to location 9, or you could allow a DC 20 Intelligence check for a character to remember the sundial's setting and correctly estimate how much time has passed. (Make this roll for the player, otherwise that player will know if it's a failure before his or her character casts the shadow and activates the trap.) Of course, if the characters somehow locked the revolving brazier in place, the correct number is whatever time the sundial is stuck at.

TACTICS

Mad wraith terrors that appear out of the characters' sight attempt to hide, then attack with surprise first using *touch of madness*, followed by *touch of chaos*. Those that appear in sight of the characters attack instantly. In either case, the wraiths prefer to attack the character who cast the shadow, but they are intelligent enough to react to the situation as combat progresses. They attempt to focus their attacks on anyone who can deal radiant damage to them.

FEATURES OF THE AREA

Illumination: Darkness in location 12; dim light from the torch in location 13.

Ceiling: The ceiling in each chamber is 10 feet high.

Planar Visions: Arcana checks to detect magic in these locations are subject to the planar visions effect (page 13).

Mad Wraith Terror (W)		Level 10 Controller
Medium shadow humanoid (undead)		XP ...
HP 70; Bloodied 35		Initiative +10
AC 24, Fortitude 19, Reflex 22, Will 21		Perception +6
Speed 0, fly 6 (hover), phasing		Darkvision
Immune disease, poison; Resist 10 necrotic, insubstantial;		
Vulnerable 5 radiant		
TRAITS		
☞ Mad Whispers (psychic) ◆ Aura 3		
Any enemy that starts its turn within the aura takes 5 psychic damage and is dazed until the start of its next turn. If the mad wraith terror takes radiant damage, the aura is negated until the end of the wraith's next turn.		
Spawn Wraith		
Any humanoid killed by the mad wraith terror rises as a free-willed wraith at the start of its creator's next turn, appearing in the space where it died, or in the nearest unoccupied space if that space is occupied. Raising the slain creature (using a Raise Dead ritual) does not destroy the spawned wraith.		
STANDARD ACTIONS		
⊕ Touch of Madness (psychic) ◆ At-Will		
Attack: Melee 1 (one creature); +13 vs. Will		
Hit: 2d6 + 10 psychic damage, and the target takes a -2 penalty to Will (save ends).		
⊕ Touch of Chaos (psychic) ◆ Recharge ☼ ☼ ☼		
Attack: Melee 1 (one creature); +13 vs. Will		
Hit: 3d6 + 9 psychic damage, and the target moves its speed and makes a basic attack against its nearest ally as a free action.		
Skills Stealth +15		
Str 6 (+3)	Dex 20 (+10)	Wis 3 (+1)
Con 12 (+6)	Int 11 (+5)	Cha 19 (+9)
Alignment chaotic evil		Languages Common

Secret Doors: The secret door marked A opens automatically when the sundial puzzle is solved. The secret door marked B opens only if the sundial puzzle has been solved and a character has pulled the lever in the nook at location 15 (also marked B). Both doors are expertly made, difficult to find (Perception DC 35), and hard to open (DC 40 Thievery check to open; DC 35 Strength check to break; 100 hp; AC/Reflex 4; Fortitude 12; resist 20 all).

Tapestries: The tapestries block line of sight, and it costs 1 extra square of movement for a creature to push through one to the space beyond.



ENCOUNTER G6: PLAY WITH US

Encounter Level 11 (3,000 XP)

SETUP

5 game table traps

This room contains a bizarre trap that mixes the malevolent whimsy of the darker fey with the arrogant malignance of Acererak.

When the characters near the entrance to the game room hall (location 14), read:

From down the hall, you hear the dull murmuring of multiple people talking softly at once, as well as the occasional clink of glasses.

These sounds are entirely illusory; they're meant to entice invaders into the game room.

When the characters move into the game room, read:

If it weren't for the fact that some of the walls have eldritch runes scattered here and there, you'd be certain that you had been teleported somewhere else. The chamber before you is luxurious, sporting a rich carpet, a gleaming chandelier in the center of the ceiling, and five small gaming tables around the outer edge, each with a haphazard collection of dice, cards, and game pieces.

There's no trace now of the voices you heard on the way in, and the only other visible exit is a wooden door along the south wall.

PLAYING THE GAME

To survive the trapped game tables, one or more characters—dominated or not—can attempt to beat the game by undertaking this skill challenge. Success indicates that one of the five game tables has been beaten and deactivated. (This skill challenge assumes that the games are generic dice or card games. If you want to assign specific games to each table, you can adjust the challenge accordingly.)

Level: 11 (XP 600).

Complexity: 1 (requires 4 successes before 3 failures).

Primary Skills: History, Insight, Perception.

History (DC 21, standard action): The character uses a strategy based on his or her understanding of how the game works (and perhaps aided by the exploits of great gamers of the past). This skill can be used to gain 1 success in the challenge.

Insight (DC 16, minor action): The character notices patterns and styles of play used by the "phantom opponent," granting the characters a +2 bonus to the next History check or Perception check in the

5 Game Tables

Level 11 Blaster

Trap

XP 600 each

The various game tables throughout the room aren't as innocent or harmless as they appear.

Trap: Each game table is enchanted to both charm passersby into playing, and to attack the characters' minds once they do so.

Perception

No check is necessary to notice the tables, or the games upon them.

Initiative +2

Trigger 1

When a creature reaches the center of the chamber, or makes physical contact with one of the tables, each table rolls initiative and attacks.

Attack ♦ Charm

Standard Action Close burst 2

Target: Each creature in burst

Attack: +14 vs. Will

Hit: The target is dominated (save ends). *Second Failed Saving Throw:* The target can no longer save against the domination effect; the effect can be removed only by deactivating or destroying the trap.

A dominated creature must stand at the game table. It can either play the game against a "phantom opponent" (the magic of the trap itself; see "Playing the Game") or stand motionless and take no other actions. If another creature attacks the table, the dominated creature must spend its actions making a basic attack against that attacker (or move to do so, if it is not within range).

Trigger 2

The trap's opportunity attack is triggered by either of the following events: A creature dominated by that trap ends its turn without playing the game (see "Playing the Game"), or a creature playing the game, whether dominated or not, gains a failure in the Playing the Game skill challenge.

Attack ♦ Psychic

Opportunity Action Close burst 3

Target: Triggering creature in burst

Attack: +14 vs. Will

Hit: 2d10 + 6 psychic damage.

Countermeasures

- ♦ A character can deactivate the trap by defeating it at its own game (see "Playing the Game").
- ♦ A character can attack the table (all defenses 19, hp 81, immune to poison and psychic, vulnerable 5 fire), though doing so causes a creature dominated by the table to attack the character. If the table is destroyed, so is the trap.



challenge. On a failure, the next such check takes a -2 penalty. Each character can use this skill in this way only once in the challenge.

Perception (DC 21, *standard action*): The character spots a winning opportunity to play a card, move a piece, or the like. This skill can be used to gain 1 success in the challenge.

Secondary Skills: Bluff, Thievery.

Bluff (DC 16, *minor action*): The character keeps a stony game face, making his or her emotional reaction unknown to the “phantom opponent.” Success on this check grants a +2 bonus to the next History check or Perception check in the challenge. Each character can use this skill in this way only once in the challenge.

Thievery (DC 21, *standard action*): With sleight of hand so dexterous that even the magic of the trap doesn’t detect it, the character moves a piece, nudges a die, or otherwise cheats. This skill can be used to gain 2 successes in the challenge, but each character can use this skill in this way only once in the challenge.

Success: The characters win the game and deactivate that particular trapped game table.

Failure: Each failure gained in the skill challenge draws an opportunity attack from the table (as mentioned above). There is no additional penalty for failing the skill challenge as a whole, except that the characters must now start the skill challenge over.

FEATURES OF THE AREA

Illumination: Bright light from the chandelier.

Ceiling: The domed ceiling is 10 feet high at the edges and 15 feet high at the center.

False Door: The wooden “door” on the south wall doesn’t open, and if it is forced, reveals nothing but a stone wall. Its only purpose is to lure people farther into the room.

Planar Visions: Arcana checks to detect magic in these areas are subject to the planar visions effect (page 13).

Secret Trapdoor: Finding this trapdoor requires a DC 25 Perception check, and opening it requires a DC 21 Thievery check. It leads to the passages running beneath these buildings (see location 18).

Tables: The tables are 3 feet high; it costs 1 extra square of movement for a creature to move on top of a table. The tables are bolted to the floor and cannot be moved or tipped over.

Treasure: Ten of the game pieces on various tables are made of gold. They’re worth a total of 600 gp (60 gp each), but they can be taken only from a table that has been deactivated (see the skill challenge).

EXPERIENCE POINTS

The characters can earn XP in this encounter for destroying a particular game table trap or for deactivating it by succeeding in the skill challenge, but not for doing both. A game table that is destroyed can’t later be deactivated. If a game table that is deactivated is later destroyed, the characters earn no additional XP for destroying it.

ENCOUNTER G7: DEATH IN THE DARK

Encounter Level 10 (2,500 XP)

SETUP

Quickling renegades
Spriggan giantsoul crushers
Spriggan witherer stormeyes

The number of monsters in this encounter depends on the makeup of the party: One quickling renegade for each striker among the characters, one spriggan giantsoul crusher for each defender, and one spriggan witherer stormeye for each leader or controller. (The level and XP award given above assume a party of five characters.) The locations where these creatures first appear are described in "Darkness Falls."

When the characters enter location 15, read:
Twisted runes cover the uneven walls, even parts of the floor and ceiling. Two of the walls jut out or curve oddly and end in narrow columns, as though to continue patterns begun by the runes around them. A few of these runes glow, providing weak light throughout this area.

Arcana Check

DC 21 (requires 1 minute of concentration):
Arcane power seeps from the fabric of this chamber. You also sense high concentrations of both illusion and teleportation magic.

DARKNESS FALLS

Two rounds after the characters first enter location 15, the magic of the chamber activates.



When the magic activates, read:

For a second, impenetrable darkness falls over the chamber. It fades as quickly, allowing you to see once more... but things are not as they were. A perfect duplicate now stands next to or close to each of you.

Each duplicate is a fey creature veiled with an illusion to make it look like one of the characters. Quickling renegades and spriggan giantsoul crushers appear adjacent to their counterparts, and spriggan witherer stormeyes appear 1d4 + 1 squares away from their counterparts.

EFFECT OF THE ILLUSION

This encounter is structured so you can use miniatures for combat and still narrate the befuddling nature of the illusion. Until the characters disrupt the illusion or find a way to know which creatures are the disguised fey, the illusion has the following effect.

When a character targets an enemy with a power, if one of that character's allies is adjacent to the target and within range of the power, the character must make a DC 17 Insight check to target the enemy. On a failed check, the character instead targets his or her ally. Likewise, when a character targets an ally with a beneficial effect, if an enemy is adjacent to the target and within range of the effect, the character using the effect must make a DC 17 Insight check to target his or her ally. On a failed check, the character instead targets that enemy.

The disguised fey don't suffer from this effect; they see their allies' true forms.

Until the illusion is disrupted, each disguised fey has the following power:

TRIGGERED ACTIONS

Switcheroo ♦ Encounter

Trigger: The fey creature is hit by a melee or ranged attack.
Effect (Immediate Interrupt): The triggering attack instead hits an adjacent enemy within range that the fey creature is duplicating.

The characters might come up with a number of ways to distinguish illusory enemies from allies. Although you should reward creative solutions to the problem, trying to identify an illusion-shrouded fey by giving it a wound or a magical effect (such as ongoing fire damage) doesn't work. The magic of the room causes each illusion-shrouded fey to look exactly like its counterpart, including the presence or absence of visible effects and wounds.

DISRUPTING THE ILLUSION

Though the illusion is neither a conjuration nor a zone, the wizard utility power *dispel magic* (Player's

ENCOUNTER G8: DARK ANGELS

Encounter Level 10 (2,800 XP)

When the characters enter the Hall of Planar Echoes (locations 21–23), they experience one of the peculiar planar crossovers that link the various tombs Acerarak is using for his machine. If the Dead Gods' Tomb result comes up on the Planar Crossover Destinations table (page 17), the characters find themselves briefly in a tiny pocket of Pluton, a lost and unfamiliar astral dominion. As soon as the characters leave this area, they find themselves once more within the Feywild.

SETUP

2 gray angels (G)

When the characters first enter one of these chambers, read:

The world spins, dropping away beneath your feet. For an instant you fall, and the memory of stability, of reality, is only a fading dream.

Then the vertigo stops, without even giving you time to stumble. You find yourself standing on solid ground "somewhere else." Although you stand inside a structure, its solid marble walls are rough and worn by weather and age. Then you hear the echoes of screams reverberating off those walls; of the originating sounds, you can make out nothing at all.

Suddenly, a pall of despair and the agony of loss floods through you. Before your eyes pass the faces of every friend and loved one you've ever lost, and a part of you wants to add your screams to the echoes to give voice to your own torment. The sounds and visions soon fade, but they leave behind a lingering gloom in your soul.

Religion Check

DC 21: *Though you have no idea how it happened, you're certain that you're no longer in the Feywild. You believe you've made a planar transition, but that knowledge doesn't tell you where you've ended up. The general miasma of despair puts you briefly in mind of the Shadowfell, but even that doesn't feel right. You are . . . somewhere darker.*

GREAT HALL

When the characters enter location 21, read:

A marble sculpture, slightly larger than a broad-shouldered human, stands near one corner of this chamber. It depicts a figure clad in robes with a crown upon its brow, but the face has long since been chiseled away.

Elf-sized footprints, which have been carved into the marble floor, lead toward the south.

LESSER HALL

When the characters enter location 22 from the north, read:

A second statue, identical to the first, stands in a small alcove. Even the rough chiseling that mars what used to be the face seems to match exactly.

The carved footprints lead westward, then south down a corridor to a long hall, where they stretch away to the east.

If the characters enter this location along the eastern side, before seeing the statue and the footprints at location 21, adjust the description accordingly.

BONE CHAMBER

When the characters enter location 23, read:

The dimensions of this chamber are difficult to determine because hundreds, perhaps thousands, of humanoid bones jut from its marble walls. Skulls and femurs, fingers and hands, and spines and ribs are intertwined and set into the walls, forming a rough surface of repulsive complexity.

A robed and crowned statue similar to the one in the other chambers also resides here, and many of the wall bones appear to be pointing in its direction.

The carved footprints end next to the eastern wall behind the statue.

TACTICS

The gray angels—creatures long since corrupted by the emanations of Pluton—attack the characters as soon as they spot the intruders. They make frequent use of the teleportation statues (see "Features of the Area") to close with their foes, to fake retreats, or to gain tactical positioning. Each uses *fingers of death* as soon as possible, as long as it can catch at least two foes within the effect. It then uses *mark of death* and spends an action point to follow with *reaping scythe*. The gray angels try to focus their efforts on a single foe, preferably one separated from the rest of the characters, allowing them to flank without impediment for at least a round or two.

The gray angels have gone mad from their current existence, and though they might pretend to flee in order to draw pursuers closer to them, they will fight to the death.

2 Gray Angels (G) **Level 12 Elite Skirmisher**

Medium immortal humanoid (angel) XP 1,400 each

HP 248; Bloodied 124 Initiative +12

AC 26, Fortitude 24, Reflex 22, Will 25 Perception +10

Speed 8, fly 12 (hover)

Immune fear; Resist 5 radiant, 10 necrotic

Saving Throws +2; Action Points 1

TRAITS**Angelic Presence**

While the gray angel is not bloodied, enemies take a -2 penalty to attack rolls against it.

Combat Advantage

The gray angel deals 2d6 extra damage against any creature granting combat advantage to it.

STANDARD ACTIONS⚔ **Scythe (weapon) ♦ At-Will**Attack: Melee 1 (one creature); +17 vs. AC
Hit: 2d10 + 9 damage.⚔ **Reaping Scythe (weapon) ♦ At-Will**

Effect: A gray angel moves one-half its speed and makes a melee basic attack at any point during the move. It also makes an attack either before or after this movement. The angel doesn't provoke opportunity attacks by moving away from the target of any of these attacks.

☠ **Mark of Death (fear) ♦ Recharge ☼☼☼**

Effect: One creature within 5 squares of the gray angel is marked and grants combat advantage to the gray angel (save ends).

☠ **Fingers of Death (necrotic) ♦ Encounter**Attack: Close burst 3 (creatures in burst); +15 vs. Fortitude
Hit: 4d6 + 6 necrotic damage.**TRIGGERED ACTIONS**☠ **Death's Release (necrotic)**

Trigger: The gray angel drops to 0 hit points.

Attack (Immediate Interrupt): Close burst 3 (enemies in burst); +15 vs. Fortitude

Effect: 3d6 + 5 necrotic damage, and the gray angel knocks the target prone.

Skills Intimidate +18

Str 23 (+12) Dex 19 (+10) Wis 18 (+10)

Con 20 (+11) Int 15 (+8) Cha 25 (+13)

Alignment evil Languages Supernal

Equipment scythe

FEATURES OF THE AREA**Illumination:** Darkness.**Ceiling:** The ceiling of each chamber is between 15 and 20 feet high, and appears to be randomly crafted without an architectural purpose.**Bone Walls:** The bones that form the walls of location 23 emanate a sleep effect. When a natural living creature starts its turn adjacent to one of these walls, it cannot shift until it moves at least 1 square away from a wall.**Miasma of Death:** The spiritual chill of an absent god permeates this entire area. Any creature in location 23 (other than the gray angels) gains vulnerable 5 necrotic and regains 1d6 fewer hit points from any divine healing power. Any character who is slain in this area, and then raised, must reach one additional milestone before her or she overcomes the standard death penalty (see the Raise Dead ritual, *Player's Handbook*, page 311).**Secret Trapdoor:** Finding the trapdoor in location 23 requires a DC 25 Perception check, and opening it requires a DC 21 Thievery check. It leads to the passages running beneath these buildings (see location 18). As with all exits from this area, passing through this door deposits the characters back in the Feywild.**Statues:** As a move action, a creature adjacent to one of these statues can teleport to any other square adjacent to one of these statues (including the same statue). A character can make a DC 16 Arcana check to learn that the teleportation effect exists and how to use it. The gray angels already know how to do this.**Touch of Death:** While in location 23 (anywhere to the east of the corridor), a creature that starts and ends its turn in the same square takes 10 necrotic damage.

ENCOUNTER G9: BROKEN CATACOMBS

Encounter Level 11 (3,400 XP)

When the characters enter the Hall of Planar Echoes (locations 21–23), they experience one of the peculiar planar crossovers that link the various tombs Acercrak is using for his machine. If the Shadow Tomb result comes up on the Planar Crossover Destinations table (page 17), the characters find themselves in the Shadowfell. As soon as the characters leave this area, they find themselves once more within the Feywild.

SETUP

Boneclaw daggerhand (B)
Shadowguard sentry (S)

Do not place these creatures on the map until they appear (see “The Dead Rise”).

When the characters first enter one of these chambers, read:

A sudden dizziness washes over you, and you almost stumble, as though stepping down into an unexpected drop. The sensation passes as swiftly as it began, leaving you slightly shaken.

You realize that you are not where you once were. The stone and brick walls around you are pitted, and the black mortar that binds the stones sheds flakes that look like dried blood. A faint chill emanates from those walls—a chill of melancholy and despair that strikes at your soul.

Perception Check

DC 21: Trickle of a strange black substance, darker even than the mortar through which it leaks, run sporadically down the face of the bricks and stones.

Religion Check

DC 21: You aren't certain—nor could you say how you got here, even if you are correct—but you believe that you are no longer in the Feywild. The strange sensations around you seem instead to match what you've learned of the Shadowfell.

CATACOMBS

When the characters enter location 21 or 22, read: You've clearly entered a catacomb of some sort. Numerous burial niches line the walls, and several marble slabs stand apart, all clearly intended to serve as someone's final resting place.

But their rest was anything but final. Broken bits of stone indicate spots where holy symbols, name plaques, and similar adornments should be, but are now missing. More disturbing is the fact that although various burial shrouds and garments lie within the niches and upon the slabs, the bodies themselves are absent.

Religion Check

DC 21 (if a character has seen the rubble pile at location 23): It would take some effort, but you think you could reconstruct, and reconsecrate, at least some of the violated graves by using the broken pieces amid the rubble in the cavern chamber.

CAVE OF CAIRNS

When the characters enter location 23, read: This chamber looks as though it was meant to resemble a natural cavern or grotto. Randomly shaped stones rather than rectangular bricks make the walls uneven, and only the black, flaking mortar appears to hold the place together.

In the center of the chamber lies a rough heap of haphazardly piled stones.

Religion Check

DC 21: Many of the stones within the central rubble pile are broken pieces of holy symbols, headstones, name plaques, and the like. It's as though this were a dumping ground for desecrated graves.

DC 21 (if the character has seen the desecrated burial niches at locations 21 and 22): It would take some effort, but you think you could reconstruct, and reconsecrate, at least some of the violated graves by using the broken pieces amid the rubble in the cavern chamber.



THE DEAD RISE

There's no limit to the number of undead that can appear in these locations (though they manifest only one at a time). The first undead appears when the characters enter one of these locations. From that point on, a new undead arises with each minute (10 rounds) that passes, or whenever the characters gain a failure during the skill challenge (see "Restoring the Graves").

To determine where an undead creature appears, and which of kind of undead it is, roll a d6 and consult the following table.

d6	Result
1	A boneclaw daggerhand rises in the spot marked B in location 21.
2	A shadowguard sentry rises in the spot marked S in location 21.
3	A boneclaw daggerhand rises in the spot marked B in location 22.
4	A shadowguard sentry rises in the spot marked S in location 22 (the niche).
5	A boneclaw daggerhand rises in the spot marked B in location 23.
6	A shadowguard sentry rises in the spot marked S in location 23.

The undead continue to rise in this fashion until the characters successfully complete the skill challenge or depart the area.

The characters receive experience points for successfully completing the skill challenge. They also gain XP for the first undead (of either kind) they defeat, but not for any additional undead that appear in these locations.

RESTORING THE GRAVES

By traveling back and forth from the cave to the catacombs, the characters can potentially restore the damage and desecration done to the various crypts by succeeding on a skill challenge. This challenge is divided into two activities—locating the funerary pieces in the cave, and then reassembling and reconsecrating them in the catacombs. These activities can be intermixed, but the characters can gain only as many successes with the assembly activity as the number of pieces they find with the recovery activity.

The action types given in the skill challenge do not include the time necessary to carry the rubble from the cave to the catacombs. Because time is a factor (since a new undead rises every 10 rounds), a character can make a DC 16 Athletics check to carry one set of heavy stone pieces at full speed; otherwise a burdened character moves at half speed.

An undead creature that rises could cause the challenge to be interrupted as the characters engage

in combat, but they can resume the challenge (from where they left off) after the battle.

Level: 11 (XP 1,800).

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

Primary Skills (locating the pieces): Athletics, History, Religion, Perception.

Athletics (DC 16, standard action): The character shifts rocks and debris from the pile, unearthing a piece of a nameplate, a religious icon, or some other important image. This skill can be used to gain 2 successes in the challenge, but it cannot be used to gain the first success in the challenge.

History or Religion (DC 21, standard action): Using either cultural or theological knowledge, the character recognizes the significance of a particular piece of stonework concealed in the rubble. These skills can be used to gain a maximum of 1 success in the challenge (not 1 success each).

Perception (DC 21, standard action): The character spots an icon or a plaque hidden deep within the stones. This skill can be used to gain 1 success in the challenge.

Ending (locating the pieces): Once the characters have gained 4 successes locating the pieces, they cannot gain any more successes within the cave. As mentioned above, the number of successes (pieces found) they achieve determines how many successes they can gain with the second part of the challenge, assembling and reconsecrating the pieces.

Primary Skills (assembling and reconsecrating the pieces): History, Religion.

History or Religion (DC 21, standard action): The character reassembles the various adornments and headstones that mark the individual resting places within the catacombs. Either skill can be used to gain successes in the challenge, but at least one of the required 4 successes for this activity must come from using the Religion skill (as the character reconsecrates the defiled resting places).

Secondary Skills (assembling and reconsecrating the pieces): Perception.

Perception (DC 21, standard action): The character spots a place on one of the crypts where a broken piece obviously fits. This skill can be used to gain 2 successes in the challenge, but each character can use this skill in this way only once during the challenge.

Success: If the characters achieve 8 successes, they restore the graves and allow the undead therein to find peace. The undead creatures (or what's left of the ones the characters have fought) haul themselves from the earth en masse to return to their rest. The last one, expressing its thanks for being returned to rest, also gives the treasure (see "Features of the Area") hidden beneath the rubble to the characters.

Failure: Each failure the characters gain during the skill challenge causes another undead creature to rise and attack (see "The Dead Rise"). If the

Boneclaw Daggerhand (B)		Level 13 Elite Soldier	
Medium shadow animate (undead)		XP 1,600	
HP 252; Bloodied 126	Initiative +14		
AC 29, Fortitude 24, Reflex 27, Will 25	Perception +12		
Speed 8	Darkvision		
Immune disease, poison; Resist 20 necrotic; Vulnerable 5 radiant			
Saving Throws +2; Action Points 1			
TRAITS			
Relentless Opportunist			
If the boneclaw daggerhand hits with an opportunity attack, it can make another opportunity attack against the same target during the current turn.			
Threatening Reach			
The daggerhand can make opportunity attacks against all enemies within 2 squares of it.			
STANDARD ACTIONS			
⊕ Claw ♦ At-Will			
Attack: Melee 2 (one creature); +18 vs. AC			
Hit: 1d12 + 14 damage.			
⚡ Impaling Burst (necrotic) ♦ Recharge [☄][!]			
Attack: Close burst 3 (enemies in burst); +18 vs. AC			
Hit: 1d12 + 14 damage, and ongoing 5 necrotic damage (save ends).			
TRIGGERED ACTIONS			
Necrotic Pulse (healing, necrotic) ♦ Encounter			
Trigger: The daggerhand is first bloodied.			
Effect (No Action): Each enemy within 10 squares of the daggerhand takes 10 necrotic damage, and the daggerhand regains 10 hit points.			
Skills Intimidate +14, Stealth +17			
Str 16 (+9)	Dex 22 (+12)	Wis 12 (+7)	
Con 14 (+8)	Int 10 (+6)	Cha 16 (+9)	
Alignment evil		Languages Common	

characters fail the challenge entirely, they prove unable to restore the graves; the undead continue to rise until the characters depart, and the characters probably don't acquire the treasure.

TACTICS

If an undead appears outside the characters' line of sight, it uses Stealth to move closer to the characters. A boneclaw daggerhand initiates combat with *impaling burst*, and then uses its reach to make *claw* attacks. A shadowguard sentry moves close to an enemy and marks it with *shadowblade*, then uses *shadow doom* and *isolation's horror* on a marked target.

FEATURES OF THE AREA

Illumination: Darkness, and the radius of any illumination the characters provide is halved unless it's magical.

Ceiling: The ceiling is 15 feet high in locations 21 and 22, and 20 feet high in location 23.

Burial Slabs: A burial slab provides cover to adjacent creatures, and it costs 1 extra square of movement for a creature to move onto a burial slab.

Doors: The normal wooden doors in these chambers are closed but not locked.

Necrotic Seepage: Whenever a living creature starts and ends its turn in the same square, and that

Shadowguard Sentry		Level 13 Elite Soldier	
Medium shadow humanoid (undead)		XP 1,600	
HP 266; Bloodied 133	Initiative +10		
AC 29, Fortitude 27, Reflex 22, Will 25	Perception +15		
Speed 7	Darkvision		
Immune disease, poison; Resist 15 necrotic;			
Vulnerable 10 radiant			
Saving Throws +2; Action Points 1			
TRAITS			
☀ Devourer's Presence ♦ Aura 1			
Any enemy that starts its turn within the aura is slowed until the start of its next turn.			
Isolation's Horror (cold, necrotic)			
The sentry's attacks deal 5 extra cold and necrotic damage against a target marked by it that has no allies adjacent to it.			
STANDARD ACTIONS			
⊕ Shadowblade (cold, necrotic) ♦ At-Will			
Attack: Melee 1 (one creature); +16 vs. Reflex			
Hit: 1d8 + 12 necrotic damage plus 1d8 cold damage.			
Effect: The sentry marks the target until the end of the sentry's next turn.			
⚡ Vision of Darkness (fear) ♦ Recharge [☄][!]			
Attack: Close blast 5 (enemies in blast); +16 vs. Will			
Hit: The sentry pushes the target 3 squares, and the target is immobilized until the end of the sentry's next turn.			
Miss: The sentry pushes the target 3 squares.			
TRIGGERED ACTIONS			
⊕ Shadow Doom ♦ At-Will			
Trigger: An adjacent creature marked by the sentry moves or shifts.			
Attack (Immediate Reaction): Melee 1 (triggering creature); +16 vs. Will			
Hit: The sentry slides the target 1 square, and the target gains vulnerable 5 cold and vulnerable 5 necrotic (save ends both).			
Skills Stealth +13			
Str 22 (+12)	Dex 14 (+8)	Wis 19 (+10)	
Con 21 (+11)	Int 11 (+6)	Cha 14 (+8)	
Alignment evil		Languages understands Common	

square is adjacent to one of the outer walls, the creature takes 5 necrotic damage and is slowed until the start of its next turn.

Rubble: In addition to hiding bits of the broken grave markers and holy symbols, the rubble squares in location 23 are difficult terrain.

Secret Trapdoor: Finding the trapdoor in location 23 requires a DC 25 Perception check, and opening it requires a DC 21 Thievery check. It leads to the passages running beneath these buildings (see location 18). As with all exits from this area, passing through this door deposits the characters back in the Feywild.

Treasure: Buried under the rubble is a *circlet of mental onslaught* (*Adventurer's Vault*, page 139) and various coins worth 400 gp. If the characters do not earn this treasure by succeeding on the skill challenge, they will have to dig deep under the rubble pile, which requires 4 hours.

ENCOUNTER G10: WILD AT HEART

Encounter Level 14 (5,700 XP)

SETUP

The ivy heart

1 firbolg shell (F)

3 dread zombie knights (Z)

Lightning doors trap

The characters have reached the heart of the garden. They have dealt with most of Acererak's puzzles and threats, but the danger is far from over, because they must face the final guardians. Not only are the characters opposed by a host of fearsome undead, but also by the ivy heart, a creature of venomous vines and foul magic that is inhabited and empowered by a portion of Acererak's own essence.

Do not place these creatures on the map until they appear. When a character touches or attacks one of the cairns in location 24, or enters location 25, the dread zombie knights crawl out of the cairns and the firbolg shell moves out from behind the stone pile. In the round after these creatures appear, the ivy heart manifests in any unoccupied square of ivy (and three unoccupied squares adjacent to it) that at least one character can see.

When the ivy heart manifests, read:

A stretch of ivy suddenly begins writhing! What looks like an eyestalk—a vine topped by a peculiar crystal—slides out from among the greenery, followed by a shambling body of ivy, twigs, jagged branches, and writhing roots.

CAIRNS

When the characters enter location 24, read: *A semicircular chamber features a raised dais along its curved side. A great pile of stones rests atop the dais—it looks like a cairn, but if so, it is the resting place of something truly enormous. Three smaller cairns, of roughly human or elf size, lie clustered on the floor before the dais.*

As with many of the other structures through which you've traveled in this place, the walls of this chamber are covered in runes.

Nature Check or Religion Check

DC 16: *It's obvious that these cairns don't belong here. They appear to have once lain outside, beside the other fey graves, but have been moved inside for some reason.*

INNER GROVE

When a character enters or looks into location 25, read:

Two walls intersect in the center of this chamber, serving no apparent architectural purpose. The walls are probably inscribed with more of the runes you've seen elsewhere, but it's difficult to tell, because thick curtains of hanging ivy cover them. There are also several small holes in the ceiling—perhaps they provide sunlight to nourish the ivy.

FOCUS

When the characters enter location 26, read:

This room has two more of the unnecessary walls. So many runes are carved there that it's difficult to tell one symbol from the next.



Arcana Check

DC 21: You think that the runes here are meant to focus the power channeled by all the other runes throughout the complex. This isn't the center of the magic—whatever that magic might be—but you must be close.

DOUBLE DOORS

When the characters see the doors at location 27, read:

An enormous set of double doors that are covered in runes and bound in iron and silver are set into the southern wall of the chamber.

These doors are magically sealed and can be opened only by pressing the key against the tapestry in location 12. There is no way the characters can affect or open the doors, but if they've successfully used the key, the doors are already open—just a crack—when the characters arrive, and the trap is inactive.

If the trap is still active, it affects any creature attempting to open or unlock the doors.

The characters earn XP for overcoming this obstacle only once they pass through it. (Its value is included in the total for the encounter, above.)

Lightning Doors

Trap

Level 13 Obstacle

XP 800

A burst of blinding lightning flashes from the doors, searing all in its path.

Trap: This trap covers the 15 squares (3 x 5) before the doors, threatening any creature within the area with a strike of lightning.

Perception

◆ DC 18: The character recognizes these doors as the same ones portrayed in the tapestry at location 12.

Additional Skill: Arcana

◆ DC 23: The character notices various arcane runes in the door's design.

Trigger

When a character attempts to open or unlock the door (including using the key from location 10), the trap makes an attack as an opportunity action. After that, roll initiative and the trap attacks on its turn as a standard action.

Attack ◆ Lightning

Opportunity Action or Standard Action Ranged 3

Target: One, two, or three creatures within the 15-square area of effect.

Attack: +14 vs. Reflex

Hit: 2d8 + 8 lightning damage, the target is knocked prone, and the target is slowed until the end of its next turn.

Special: The trap does not target the ivy heart or the undead.

Countermeasures

- ◆ Once the door is properly opened by touching the key to the tapestry in location 12, the trap is deactivated.
- ◆ Aside from deactivating the trap as described above, the characters cannot affect the trap; the magic empowering it is too strong. The characters can, however, move out of the trap's area of effect. If 3 rounds pass without a creature entering the area, the trap resets.

The Ivy Heart

Large fey animate (plant)

Level 15 Elite Controller

XP 2,400

HP 292; Bloodied 146

Initiative +7

AC 29, Fortitude 26, Reflex 26, Will 28

Perception +11

Speed 5 (forest walk), climb 3

Immune sleep; Resist 15 poison

Saving Throws +2; Action Points 1

TRAITS

☼ **Tendrils of Thorns** (poison) ◆ **Aura 2**

Squares within the aura are difficult terrain for enemies. Any enemy within the aura that is hit with an attack takes 5 extra poison damage.

Entangling Vine

A creature can attack one of the ivy heart's vines that is grabbing a creature in order to free that creature, but the attack does not harm the ivy heart. The vine uses the ivy heart's defenses.

STANDARD ACTIONS

⊕ **Winding Vine** ◆ **At-Will**

Requirement: The ivy heart must not have two creatures grabbed.

Attack: Melee 8 (one creature); +18 vs. Reflex

Hit: 2d8 + 10 damage, and the target is grabbed. Until the grab ends, the target is dazed.

⊕ **Slashing Vine** (poison) ◆ **At-Will**

Attack: Melee 8 (one creature); +18 vs. Reflex

Hit: 2d8 + 6 damage, and the target takes ongoing 10 poison damage and is slowed (save ends both).

Miss: The target is slowed until the end of the ivy heart's next turn.

↓ **Twin Vines** ◆ **At-Will**

Effect: The ivy heart uses *winding vine* and *slashing vine*, or uses either one twice.

↘ **Drain Soul** ◆ **Encounter**

Attack: Ranged 5 (one creature); +18 vs. Fortitude

Hit: The target is dazed and restrained (save ends both).

First Failed Saving Throw: The target is instead stunned and restrained (save ends both).

Second Failed Saving Throw: The target dies, and its soul is trapped in the *soul gem* "eye" atop the ivy heart's central stalk until the ivy heart is destroyed; see "Fate of Drained Souls," page 155.

Special: This power does not provoke opportunity attacks.

✦ **Burst of Brambles** (zone) ◆ **Recharge** [1]

Attack: Area burst 2 within 12 (creatures in burst); +18 vs. Reflex

Hit: 3d8 + 11 damage.

Effect: The burst creates a zone of difficult terrain that lasts until the end of the ivy heart's next turn. Any creature that starts its turn within the zone takes 5 damage and is immobilized (save ends). After the zone ends, the area of the burst remains difficult terrain until the end of the encounter.

MINOR ACTIONS

↓ **Shoving Vine** ◆ **At-Will**

Attack: Melee 8 (one creature grabbed by the ivy heart); +18 vs. Fortitude

Hit: The ivy heart slides the target 5 squares to a square within 8 squares of the ivy heart.

Skills Arcana +18, History +18, Insight +16

Str 20 (+12)

Dex 11 (+7)

Wis 19 (+11)

Con 18 (+11)

Int 23 (+13)

Cha 22 (+13)

Alignment evil

Languages Common

Firbolg Shell (F)	Level 12 Brute
Large fey animate (undead)	XP 700
HP 149; Bloodied 74	Initiative +14
AC 24, Fortitude 23, Reflex 25, Will 22	Perception +9
Speed 7, climb 7	Darkvision
Immune disease, poison; Resist 15 necrotic	
TRAITS	
Hunter's Leap	
The shell doesn't provoke opportunity attacks by jumping.	
STANDARD ACTIONS	
⊕ Necrotic Slap (healing, necrotic) ⊕ At-Will	
Attack: Melee 2 (one creature); +17 vs. AC	
Hit: 2d10 + 9 damage plus 5 necrotic damage, and the target is grabbed. In addition, the target loses a healing surge, and the shell regains 10 hit points.	
MINOR ACTIONS	
↓ Absorb Life ⊕ At-Will (1/round)	
Attack: Melee 2 (one creature grabbed by the shell); +15 vs. Fortitude	
Hit: The target loses a healing surge.	
Effect: The shell shifts 2 squares before or after the attack, pulling the target with it.	
TRIGGERED ACTIONS	
Flexibility ⊕ At-Will	
Trigger: The shell is immobilized, restrained, pulled, pushed, or slid.	
Effect (Immediate Interrupt): The shell makes a saving throw. On a save, the triggering effect is negated and the shell uses necrotic slap as a free action.	
Skills Athletics +15	
Str 18 (+10)	Dex 26 (+14) Wis 16 (+9)
Con 19 (+10)	Int 11 (+6) Cha 14 (+8)
Alignment unaligned Languages –	

TACTICS

The ivy heart is an intelligent combatant. It uses *wind vine* and *shoving vine* to move enemies into better position for the undead to attack, or to keep enemies from getting closer. It uses *burst of brambles* whenever that power recharges, saving *drain soul* until it has determined which character is the most dangerous.

The undead are more direct combatants, moving in to cut and smash. The firbolg shell—the leathery skin of a firbolg with nothing contained within—tries to grab and hold a single foe, draining the life from it, while the zombies try to drag down a target through weight of numbers.

When the ivy heart is destroyed, read:

A scream of frustration sounds, not from the creature but throughout the chamber. The creature of vegetation rots away to nothing almost instantly, as do the curtains of ivy hanging along the walls, exposing the many scrawled runes beneath.

3 Dread Zombie Knights (Z)	Level 11 Soldier
Medium fey animate (undead), eladrin	XP 600 each
HP 117; Bloodied 58	Initiative +8
AC 27, Fortitude 24, Reflex 20, Will 22	Perception +12
Speed 5	Darkvision
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant	
TRAITS	
Rise Again (healing)	
If the dread zombie knight drops to 0 hit points due to an attack that does not deal either fire damage or radiant damage, the creature is not destroyed. The knight falls prone and appears to be destroyed, but the creature instead regains 15 hit points at the start of its next turn.	
STANDARD ACTIONS	
⊕ Longsword (weapon) ⊕ At-Will	
Attack: Melee 1 (one creature); +16 vs. AC	
Hit: 2d8 + 10 damage.	
Effect: The knight marks the target until the end of the knight's next turn.	
↓ Necrotic Weapon (necrotic, weapon) ⊕ At-Will	
Requirement: The knight must be wielding a longsword.	
Attack: Melee 1 (one creature); +16 vs. AC	
Hit: 2d8 + 10 necrotic damage, and the target is immobilized until the end of the knight's next turn. If the target is marked by the knight, it is instead immobilized and dazed until the end of the knight's next turn.	
MOVE ACTIONS	
Fey Step (teleportation) ⊕ Encounter	
Effect: The knight teleports 5 squares.	
Str 18 (+9)	Dex 12 (+6) Wis 15 (+7)
Con 21 (+10)	Int 5 (+2) Cha 6 (+3)
Alignment unaligned Languages –	
Equipment chainmail, longsword	

FEATURES OF THE AREA

Illumination: Bright light in location 25; dim light in locations 24, 26, and 27 (in the area of the trap).

Ceiling: The ceiling is 20 feet high, but portions of location 25 are entirely open to the sky.

Cairns: The cairns are large piles of stone. They provide cover and require a DC 17 Athletics check to climb.

Dais: The dais is shallow; it costs 1 extra square of movement for a creature to move onto it.

Doors: The normal wooden door leading into and out of location 24 is closed but not locked. The double doors are magically sealed (see “The Double Doors”).

Ivy: Thick ivy hangs from the walls and trails across the floor in places. These squares are difficult terrain to creatures that do not have forest walk. (The ivy rots away and vanishes when the ivy heart is slain.)

Planar Visions: Arcana checks to detect magic in these areas are subject to the planar visions effect (page 13).



Beggars of Stone



Obelisk of the Lidded Eye



The Chained Woman



The Sundial



Serpent in the Pool



The Hanging Tapestry

STEVE ELLIS/WARREN MAHY/VINCENT DUTRAIT

THE TOMB OF SHADOWS

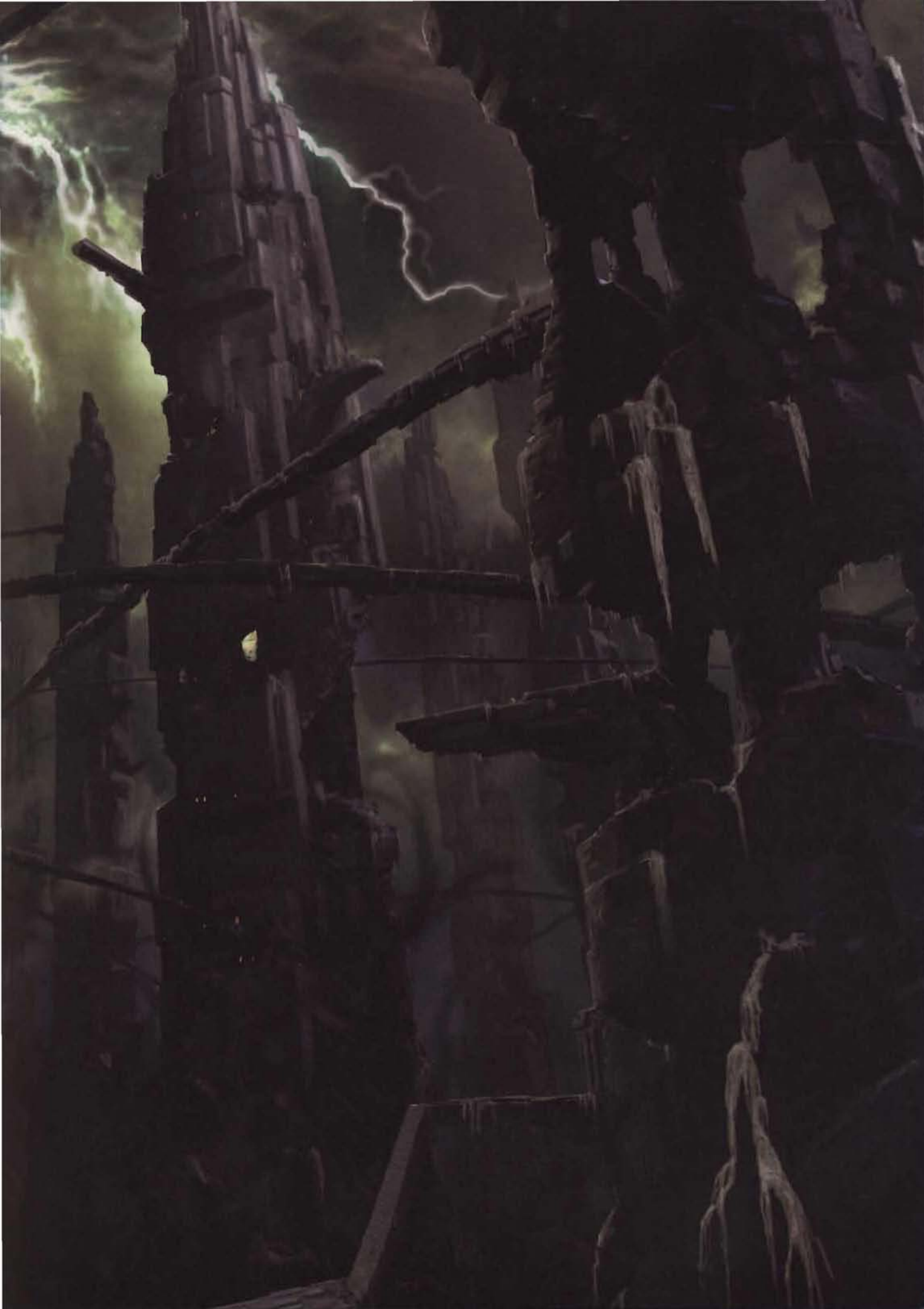
WHEN ACERERAK made his most recent attempt at seizing absolute power, his staging ground was Moil, the City that Waits. A maze of ruined towers extending down to the deepest depths of the Shadowfell, Moil provided a fertile ground for undead experimentation, as well as an access point to the demilich's great Fortress of Conclusion.

Held within an extradimensional space of pure necrotic essence, this fortress served as the site of Acererak's planned divine apotheosis—a process by which the mastery of undeath would grant him god-like power. However, great heroes destroyed both Acererak's plans and his sanctum. As with its dread master, though, mere heroes could not forever stop the power of the Fortress of Conclusion.

As the characters discover in this section of the adventure, Acererak's plots in Chapter 1 and his stripping of the magic from his original tomb were geared in part toward collecting the energy necessary to recover and empower the lost Fortress of Conclusion. The characters' destruction of the fey engine in the Garden of Graves set back Acererak's plans, and the demilich has spent much of the time since refocusing his resources and reforging the ruined fortress. From its shattered remains, he has constructed the Shadow Tomb—the next stage in his plot to claim the power of dead gods.

The encounters of "The Tomb of Shadows" are designed for characters starting at 14th level. The characters should begin this section of the adventure with no knowledge of Acererak's involvement in the Garden of Graves, or in any of the adventures they have had since then.

As with Chapter 1, this chapter assumes that you will send the characters on other adventures between the completion of "The Tomb of Shadows" and the beginning of Chapter 3: Skull City. If you choose, you can run this chapter and the next one continuously, taking the characters from the Shadow Tomb directly to the Abandoned Tomb of Horrors. If you use this alternate approach, the adventurers should begin "The Tomb of Shadows" at 16th level, and the encounters and XP herein should be adjusted accordingly. See "No Rest for the Weary," page 45, for more information.



ADVENTURE SYNOPSIS

“The Tomb of Shadows” takes the adventurers to the fabled lost city of Moil deep in the Shadowfell. There, they discover a portal leading to the Shadow Tomb, the dark redoubt built by Acererak on the ruins of his Fortress of Conclusion. That stronghold was the site of the demilich’s greatest failure—a failure he does not intend to repeat.

BACKGROUND

For millennia, a black bog of raw necrotic energy has slowly consumed the towers of Moil, the City that Waits. As detailed in *Manual of the Planes* (page 60), Moil was once a city of dark sorcerers who sought power through pacts with Orcus. When they betrayed the demon lord, the Moilians and their city were torn from the mortal realm and hurled into the far reaches of the Shadowfell. Their souls poisoned, the citizens of Moil fell victim to madness and the slow decay of undeath.

Years ago, when Acererak set out to seize control of undeath, the fell energy of Moil made it the perfect base for his dark plans. Much of the city and its undead host fell under the demilich’s control, and his experiments created new varieties of undead unknown outside the City that Waits. Moreover, the city was the only access point to the Fortress of Conclusion, in which Acererak’s plans would come to fruition.

Constructed with the labor of countless undead, it existed in no realm. Rather, Acererak used powerful rituals to cast the fortress into an extraplanar dimension of pure necrotic energy, accessible only by way of the deepest areas of the Shadowfell. In the end, however, a band of adventurers who had pursued him through Moil crushed the demilich’s goal of attaining godlike power.

Though many assumed that the Fortress of Conclusion and Acererak had fallen, the defeat did not completely vanquish Acererak. It took the demilich years to reestablish a planar link to the ruins. From those ruins, Acererak excavated the Shadow Tomb—a warren of undead and traps surrounding (and, in some cases, forming) another, more powerful eldritch engine. Even though Acererak no longer controls Moil, the city remains critical to his plans because it is the site of the only access point to the Shadow Tomb.

Although Acererak has been drawing on sources of necrotic energy for some time, his Shadow Tomb became fully operational only after the characters’ adventure in the Garden of Graves. Since then, the Shadow Tomb has drawn great amounts of energy from the Shadowfell to fuel the next phase of his plan. By discovering that the demilich is the presence behind both the Garden of Graves and the Shadow Tomb, the characters have a chance to thwart his dark plots.

WHAT THE CHARACTERS KNOW

Though the adventurers might have heard the legends of Moil, only specific research into Acererak’s past allows a character to know lore of the Fortress of Conclusion. At this point, the characters have no reason to seek such knowledge, since they should perceive no connection between the demilich and the Garden of Graves. The players, however, might have already made that leap of logic (if for no other reason than they’ve seen the title of the adventure you’re running).

Even if the players have already ascertained Acererak’s involvement in this adventure, limit your answers to any specific character inquiries to what the characters have discovered within the adventure. The lore entries for Acererak in *Open Grave* or the “Lore of Acererak” sidebar (page 62) are a good starting point, since they provide the backstory for Acererak’s former plots (as detailed in *Return to the Tomb of Horrors*).

GETTING STARTED

How you set up this section of the adventure depends in large part on the adventures you’ve run for the players between “The Garden of Graves” and this chapter. The following hooks offer suggestions, and you should work with one of them to fit it into the events of your own campaign.

Regardless of the hook you use (whether it’s one of these or one of your own devising), the major quest for this portion of the Tomb of Horrors adventure is the same—destroy the second of Acererak’s eldritch engines.

QUEST: DESTROY THE SHADOW ENGINE

14th-Level Major Quest (5,000 XP)

The characters complete the quest if they destroy the shadow engine at location 16 in the Shadow Tomb.

HOOK: MYSTERIOUS PORTAL

A strange planar gate in a remote location bears distinctive symbols that the characters recognize: the same twisted runes they saw in the Garden of Graves. Servants of Acererak on a nefarious mission have passed through this heavily warded portal from Moil. You might set up a short skill challenge for the characters to disable its wards and discover that it leads to an unknown location in the Shadowfell.

QUEST: PASS THROUGH THE SHADOW GATE

14th-Level Minor Quest (1,000 XP)

The characters complete the quest if they reach Moil and subsequently access the portal in Encounter M4, page 56.

HOOK: ASSASSINATION ATTEMPT

Servants of the Raven Queen attack the characters. In the aftermath, the characters discover that these servants uncovered their exploits in the Garden of Graves and have pursued them through their intervening adventures. Not knowing the function of the fey engine, the Raven Queen's servants assume that the adventurers are in league with whoever created it (though they're unaware that the creator is Acererak).

The adventurers can question the defeated servants or search them to reveal that another group of the Raven's Queen's servants has uncovered a link between the Garden of Graves and a location in the deep Shadowfell; in this case, the adventurers gain the sigil sequence for the entrance portal in Moil.

QUEST: DISCOVER THE GATE PORTAL

14th-Level Minor Quest (1,000 XP)

The characters complete the quest if they learn how to use the portal in Encounter M4, page 56, and go through it to reach the Shadow Tomb.

HOOK: THE CURSE OF MOIL

Acererak built his eldritch engine in the Garden of Graves using dark arcane knowledge gleaned from his long-ago experiments in Moil. As a result of their adventures in the Garden of Graves, the characters carry the taint of Moil's dread power. Sometime after their adventure in the Garden of Graves, one or more of the adventurers becomes subject to an effect similar to the death penalty imposed after a character is raised: a -1 penalty to attack rolls, skill checks, saving throws, and ability checks. This effect, however, does not fade.

A sage or other source identifies the effect as a powerful Shadowfell curse connected to the lost city

STAND-ALONE OPTIONS

Consider the following options for playing "The Tomb of Shadows" as a stand-alone adventure.

Acererak's plots in Moil and the construction of the Shadow Tomb have repercussions across the Shadowfell and the world. Incursions of undead have become a plague in settled lands, and the adventurers learn that Moil is the source of these attacks.

Agents of Acererak watch those whose knowledge might give away the demilich's plans. A number of sages specializing in knowledge of Moil have been found recently—murdered by undead that crossed over from the Shadowfell by using powerful planar magic. The adventurers know one such sage, or are asked to investigate the deaths.

of Moil. Only by finding the city and venturing there can the adventurers end the curse. (This penalty foreshadows the enhanced death penalties in this and the remaining sections of the overall adventure.)

QUEST: OFFSET THE PENALTY

14th-Level Minor Quest (1,000 XP)

The characters complete the quest if they learn how to remove the penalty one or more of them suffers and then travel to Moil to achieve that goal.

A GLIMPSE OF DARKNESS

No matter how you set it up, Chapter 2 begins when the adventurers step through a portal that leads them to a permanent teleportation circle in Moil. Normally, the features on the other side of a portal appear as an indistinct image to someone about to pass through the portal (see the Linked Portal ritual, *Player's Handbook*, page 307). In this case, it's the unnatural darkness of Moil that renders the view beyond indistinct, and the characters see only shifting shadows at their destination.

NO REST FOR THE WEARY

The four chapters that make up this overall adventure are meant to anchor a larger ongoing campaign, with additional adventures of your own choice or design playing out between them. You can also run Chapters 2 and 3 of the adventure ("The Tomb of Shadows" and "Skull City") back to back. Doing so heightens the effect of the characters' discovery of Acererak's plots and allows them to progress at breakneck speed through the locales of the classic *Return to the Tomb of Horrors*—Moil, the rebuilt Fortress of Conclusion (now the Shadow Tomb), Skull City, and the original Tomb of Horrors.

"The Tomb of Shadows" is written for 14th-level characters, who should be at least halfway through 15th level by the adventure's end. Characters are expected to be 18th level when starting "Skull City." Use the following guidelines to adjust these sections of the adventure for back-to-back play.

Moil and the Shadow Tomb: Before starting Chapter 2, add additional adventures to the campaign so that the characters are 16th level when they start this adventure, not 14th level. Increase the level of the encounters in Moil and the Shadow Tomb by boosting the level of the creatures (*Dungeon Master's Guide*, page 174) and increasing the level or complexity of skill challenges. The adventurers should reach 17th level partway through the Shadow Tomb, and then you'll need to adjust the final encounters (especially the Acererak construct in Encounter S7) to bring them the rest of the way to 18th level.

The Abandoned Tomb: When the adventurers use the teleportation circle in Encounter S7 (page 76),

they appear in the Abandoned Tomb before entering Skull City (see the “Straight to the Tomb” hook on page 85 for more information). Adjust the level of the planar crossover encounters within the Abandoned Tomb so that they work for 17th-level adventurers.

Skull City: Once the characters exit the Abandoned Tomb and enter Skull City, add additional lower-level encounters, using the random encounters on page 87 as a starting point. At your option, the adventurers can meet the Skullbreakers early,

allowing them to discover the lowdown on the other factions in the city and undertake extended missions against those factions on behalf of their newfound allies.

The Vault of Betrayal: When the adventurers have attained 18th level, they are ready to take on Moghadam and the Vault of Betrayal (page 108). You can either adjust the encounters down by one level to match the characters, or run them as is for an even greater threat.

CONCLUDING THE TOMB OF SHADOWS

With the destruction of the eldritch engine in Encounter S7, the Shadow Tomb’s flow of energy is severed. Acererak’s control over the area ends—as does the eldritch power keeping the dungeon’s extraplanar exterior from breaching the walls.

The characters have time to reactivate and use the teleportation circle that was part of the Shadowfell eldritch engine, but they have no time to revisit the Shadow Tomb or to investigate the portal’s destination. (In particular, if you are running Chapter 3 immediately after this chapter, the adventurers should not know that their next destination is the dreaded Tomb of Horrors.)

If the characters don’t leave immediately, have the Shadow Tomb start to collapse around them. Pure necrotic essence pours in as the walls, the floor, and the ceilings of the tomb buckle under incredible pressure. If the players ignore even that warning, make them undertake a skill challenge to escape the dungeon—with failure resulting in death.

THE EXIT PORTAL

In addition to funneling the energy of the shadow engine to Acererak, the teleportation circle at location 16 in the Shadow Tomb is a planar doorway by which Acererak’s servants access the mortal realm and beyond. (The portal is one-way; the only route into the Shadow Tomb remains the teleportation circle in Encounter M4, page 56.)

If you are not running Chapters 2 and 3 back to back, the exit portal is the adventurers’ escape route from the Shadow Tomb. (If you are going directly to Chapter 3, the portal takes the characters to location 3 in the Abandoned Tomb.) The adventurers must reactivate the portal to use it (see Encounter S7, page 76), but they cannot choose their destination.

You might have a clear idea of where the adventurers end up, based on the next adventure you plan to run. If not, have the portal send the characters to a remote tomb or other location where Acererak’s servants are retrieving a relic on their master’s behalf. Set up an encounter of a lower level than the party’s

level, assuming that the characters’ resources have been taxed by the final battle with the Acererak construct.

FUTURE ADVENTURES

If you want to run Chapter 3 directly after this chapter, the exit portal takes the adventurers from the Shadow Tomb to the original Tomb of Horrors, which Acererak has drained of its arcane energy. See the Chapter 3 introduction, page 82, and “The Abandoned Tomb,” page 99, for information.

If you instead plan to run additional adventures between this section and the next, the following ideas can build on what the adventurers have discovered in “The Tomb of Shadows,” eventually leading them to “Skull City.”

ACERERAK'S PLOTS

After discovering that Acererak created the eldritch engines in the Feywild and the Shadowfell, the adventurers might decide to focus their efforts on finding out what the demilich has been doing. You can build adventures around the characters seeking out sages and scholars. The search for such sources might take the characters on adventures through remote and inhospitable terrain, or the characters might obtain their answers only as part of an exchange for undertaking a mission to find a lost relic.

If the characters are not already familiar with the demilich and his history, see *Open Grave* (page 201) or the “Lore of Acererak” sidebar (page 62). The characters should gain no information regarding the demilich’s current plans, since the full scope of his goals becomes apparent only in later sections of the adventure.

UNFINISHED BUSINESS

Even after the adventurers destroy the Shadow Tomb, its dark energy continues to ripple through the Shadowfell and into the world. The adventurers might have to mop up undead incursions (perhaps as a follow-up to an adventure that led into “The Tomb

of Shadows"). Alternatively, servants of Acererak that were in the world when the adventurers destroyed the Shadow Tomb might now be running amok.

SKULL CITY

As the adventurers discover more information regarding Acererak's plots, they eventually hear word of Skull City—a remote settlement of necromancers said to worship Acererak as a demigod.

Information on the city is hard to come by, but the characters can discover its location through knowledgeable sages or Acererak's servants. Whatever adventures or side treks you use to point the characters toward Chapter 3, the search for Skull City is a prime campaign hook. If you don't want to run Chapter 2 and Chapter 3 back to back, finding this legendary settlement can and should be an adventure in and of itself.

MOIL, THE CITY THAT WAITS

The city of Moil is a wasteland of decaying towers eternally being eaten away by the raw essence of the deep Shadowfell. Exiled here by Orcus millennia ago, the folk of Moil have long since passed to undeath and insanity, fated to watch their once-bright city consumed by darkness that is lit only by constant lightning.

ARRIVING IN MOIL

The adventurers arrive in Moil by way of the teleportation circle in Encounter M1: Portal Tower, page 50. Created by Acererak's servants for their use, this teleportation circle is the only functioning one in the city (aside from the one that leads to the Shadow Tomb; see Encounter M4).

The overview map of Moil on page 49 depicts the towers (or ruins of towers) within the city that are the sites of the encounters that follow in this section. Bridges and other passages through the shadowy streets connect these sites with each other and with other places in the city that the characters might end up visiting or exploring.

RANDOM ENCOUNTERS

Undead prowl Moil's ruined towers and bridges, driven by madness and drawn to the presence of the living. Whenever the adventurers enter an unlabeled tower, travel a bridge or passage they haven't been on before, or finish a short rest within Moil, roll a d6. A result of 1 indicates a random encounter. A result of 5 or 6 indicates that the adventurers see undead passing at a distance; the characters do not provoke an encounter unless they approach the undead.

Here are a few possible random encounters.

SPECTRAL STRIKE TEAM

Level 13 Encounter (XP 4,100)

- ◆ 2 nighthaunt whisperers (level 12 lurker, page 67)
- ◆ 2 oblivion wraiths (level 14 brute, *Open Grave*, page 193)
- ◆ 1 wailing ghost (level 12 controller, page 54)

Spectral undead lurk throughout the rubble of Moil. Adventurers who encounter a spectral strike team must make a DC 23 Perception group check (*Dungeon Master's Guide*, page 74) or be surprised.

ZOMBIE PATROL

Level 14 Encounter (XP 5,100)

- ◆ 10 zombie ragers (level 16 minion brute, page 91)
- ◆ 2 Moilian zombies (level 13 controller, page 50)

Zombie patrols attack any living creatures they encounter, and they follow the adventurers into any part of the city.

SKELETON WORK CREW

Level 14 Encounter (XP 5,800)

- ◆ 4 marrowshriek skeletons (level 12 lurker, *Open Grave*, page 182)
- ◆ 10 skeleton deathguards (level 15 minion skirmisher, page 90)

A force of Moil's undead hauls crumbling stone in a doomed effort to rebuild the city's falling towers. The skeletons attack at the first sign of living creatures, but they do not follow if the adventurers flee.

THE TORTURED VESTIGE

The Tortured Vestige is an undead horror created from the tortured spirits of the folk of Moil as they rotted away, body and soul. It now haunts the city in its madness, seeking new creatures to assimilate. This creature is the final challenge in Moil (see Encounter M4: Shadow Gate, page 56), but the adventurers might catch a glimpse of it ahead of time.

The first time a 5 or 6 is rolled for a random encounter, read:

In the distance, a wall of mist suddenly rises, its roiling interior lit with a green glow. Dark tendrils lash the rubble-strewn ground as if searching for something, and the sound of screaming comes faintly on the dark wind.

Thereafter, the Tortured Vestige appears only if the adventurers remain in one place for an hour or more. If the characters attempt to take an extended rest, the Tortured Vestige interrupts them by attacking after $1d4 + 1$ hours. The characters are meant to flee such an attack (see “To Fight Another Day,” page 57).

TORTURED VESTIGE LORE

History or Religion DC 23: This creature is the Tortured Vestige—a legendary undead entity born from the destruction of Moil. After the city was hurled into the Shadowfell, its residents rotted away in both body and soul. Their spirits became the Tortured Vestige, which haunts Moil’s shattered spires in search of new creatures to add to its unliving body.

TERRAIN AND FEATURES

This information pertains to all locations in Moil, unless otherwise noted.

BUILDINGS, BRIDGES, AND STREETS

Illumination: Dim light from constant flashes of lightning bathes the outside areas of Moil. Except where otherwise noted in an encounter description, the interiors of ruined towers are dark. Because of the way the Shadowfell mutes light, the radius of the illumination of any nonmagical light source is reduced by 50 percent.

Open Walls: The crumbling towers of Moil have collapsed in places, creating gaps that lead directly to the shadowy depths surrounding the city. See “Falling,” below.

Bridges: The arched stone bridges of Moil are 20 feet wide and slope up slightly from each end to their midpoints. The bridges that remain are solid and not in immediate danger of collapsing, but they have no railings.

Ruined Towers: Each surviving tower is built around a solid core of black stone. Towers feature additional levels above or below the bridge access that is noted on the overview map, and open shafts or collapsed staircases connect each tower. Such areas are left to your development, or you can use them as

HAUNTED TERRAIN

Haunted terrain is a feature of several locations in the adventure from this point onward. It acts as difficult terrain except as noted below.

Flying creatures are impeded if they overfly it, and it costs 1 extra square of movement for a creature to move through a square of haunted terrain.

Contact with haunted terrain triggers a distracting panic response. When a living creature enters a square of haunted terrain or starts its turn there, it grants combat advantage until the end of its next turn.

the site of random encounters. Adventurers should not be able to bypass the sites of the tactical encounters by going above or below them.

CLIMBING

Characters can move along the outside of Moil’s ruined towers, but slick ice reduces movement to half speed, or one-quarter speed for a climbing creature (DC 23 Athletics check). For every 6 squares moved along the outside of a tower, a character must make a DC 23 Acrobatics check or Perception check to avoid crumbling stone. On a failed check, a slab breaks off, taking the character with it (see “Falling,” below). On the inside of the walls, a character must make a DC 18 Athletics check to climb over tumbled stone or other surfaces.

FALLING

Any creature that falls from a bridge or through the open wall of a tower can make a saving throw to catch itself on an outcropping a short distance below. If the creature saves, it clings to the ledge; it can then climb back up as a move action (see “Climbing,” above), or an ally adjacent to it can spend a standard action to pull the creature up. If the creature fails the saving throw, it plummets into the necrotic bog surrounding Moil and takes damage depending on the distance of the fall. At the start of its turn, the creature takes 20 necrotic damage while it’s stuck in the bog (a creature can make a DC 17 Athletics check as a move action to pull itself out of the bog).

COLD HAZARD

The depths of the Shadowfell are freezing cold, crusting the crumbling towers of Moil with white rime and black ice. While in Moil, a character must make a DC 18 Endurance check every hour. On a failed check, the character takes 2d10 cold and necrotic damage.

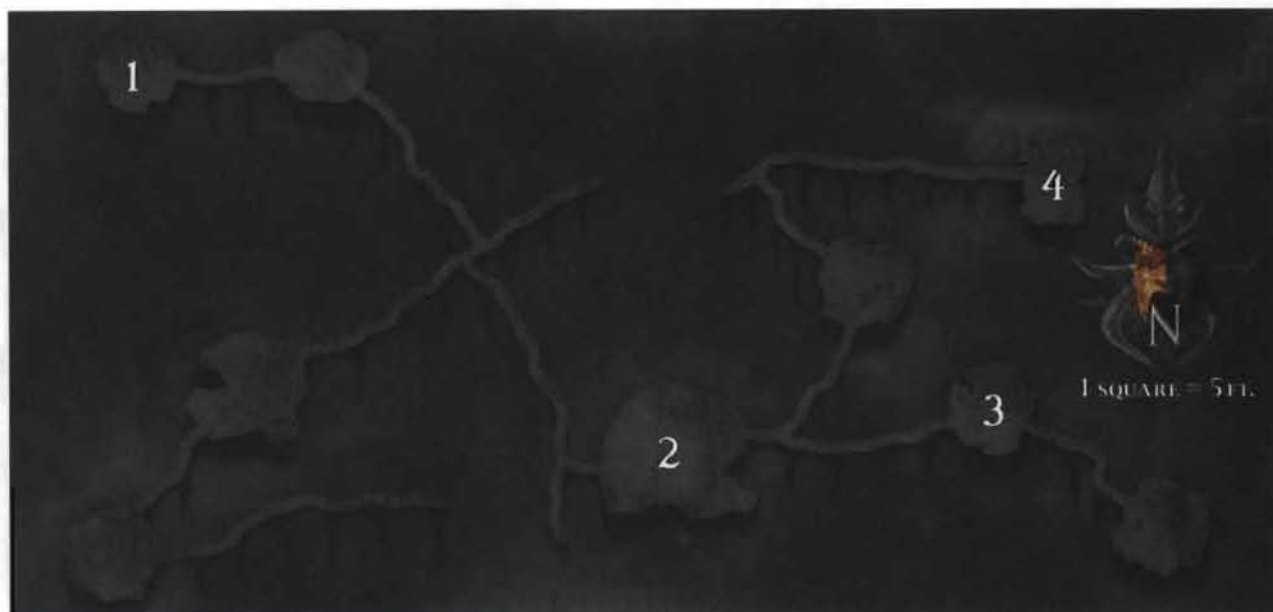
LIMITED HEALING

Powers or magic items that have the healing keyword restore 10 fewer hit points than normal (minimum 1 hit point).

DEATH IN MOIL

A character who dies anywhere in the city of Moil rises on his or her next turn as a Moilian zombie (page 50) under your control.

Once the risen zombie has been destroyed, the character can be raised with the normal death penalty (see the Raise Dead ritual, *Player’s Handbook*, page 311). This penalty remains in effect until the character departs Moil, no matter how many milestones the character reaches.



MOIL OVERVIEW

Beyond the four tactical encounters, this section of the city is a maze of crumbling bridges and towers whose ruins give only bare hints of their original purpose. Use the following guidelines to generate the contents of ruined towers or as material to build upon.

DETAILS OF THE TOWERS OF MOIL

d6 Contents

1	Fixtures (shattered stone furniture, empty pool)
2	Undead nest (rags, bones, desiccated skin)
3	Skeletal remains (shattered skulls and bones)
4	Worthless art objects (broken statuary and jewelry)
5	Ruined weapons and armor
6	Religious relics (shattered holy symbols, icons of Orcus)

1. PORTAL TOWER

The characters arrive in Moil by way of an ancient planar portal. Other outsiders have also passed this way recently.

See **Encounter M1: Portal Tower**, page 50.

When the characters first see Moil, read:

An ice-shrouded city of shattered stone spires and decaying arched bridges comes into view from out of the swirling black mist. Gray lightning surges within the clouds, and a boiling sea of black surrounds the base of the towers a hundred feet below. Several other spires connect to the one closest to you, but uncounted hundreds more spread farther in the distance, their shattered bridges out of reach.

Show the players **The City that Waits** (page 43).

Arcana Check

DC 18: *A sense of oppression settles in on you. You realize that you have entered the Shadowfell.*

History Check

DC 23: *You see lost Moil, the legendary City that Waits. It was once a jewel of the mortal realm, until its masters broke dark pacts they had made with Orcus. As punishment, Orcus hurled the city into the darkest reaches of the Shadowfell, never again to see the sun.*

DC 28: *The demilich Acererak once controlled Moil, using it as the site of his dark experiments. The city granted access to his redoubt, the great Fortress of Conclusion. The fortress and its master were both destroyed years ago.*

2. THE TOWER OF TEST

The Tower of Test once served as a training ground for the defenders of Moil, but much of it collapsed into the shadows long ago. Three of its deadly tests remain in effect.

See **Encounter M2: The Tower of Test**, page 52.

3. DARK BARROW

Struck by another falling spire centuries ago, this ruined tower now hides an undead threat.

See **Encounter M3: Dark Barrow**, page 55.

4. SHADOW GATE

Where a tower and its stone core have been sheared off, a powerful portal offers the only access from Moil to the Shadow Tomb. The Tortured Vestige has tracked the adventurers here, and overcoming the Shadow Gate's wards becomes a matter of life or death.

See **Encounter M4: Shadow Gate**, page 56.

ENCOUNTER M1: PORTAL TOWER

Encounter Level 14 (5,600 XP)

SETUP

4 Moilian zombies (Z)
2 winter wights (W)

The adventurers arrive in Moil by way of an ancient planar portal at the apex of a ruined and listing tower. No matter how you chose to begin this part of the adventure, the unnatural darkness of Moil means that the adventurers saw only shifting shadows through the planar portal that brought them here.

When the characters step through the portal, read:

Freezing air and a sullen darkness envelop you as a series of fractured black columns come into view. The cracked stone floor slopes steeply down toward an archway opening onto a dead black mist, and above you a partial domed ceiling frames the sky. The howling creatures lurching forward to attack are a more immediate concern.

Show the players **The Frozen Dead** (page 78).

TACTICS

The Moilian zombies fight with a sense of strategy abnormal in other lumbering undead. They wade into melee with *rending claw*, staying close to slowed targets and using *breath of Moil* when that power recharges. The winter wights target lightly armored foes with *blackfire* and stay in the thick of combat to maximize the effect of *blackfire shroud*.

4 Moilian Zombies (Z)

Medium shadow animate (undead)

HP 131; Bloodied 65

AC 27, Fortitude 26, Reflex 23 Will 25

Speed 5

Immune disease, poison; Resist 10 cold, 10 necrotic;

Vulnerable 5 acid, 5 fire, 5 radiant

Level 13 Controller

XP 800 each

Initiative +8

Perception +10

Darkvision

TRAITS

Curse of Moil

Any humanoid killed by the Moilian zombie rises as a free-willed Moilian zombie at the start of its creator's next turn, appearing in the space where it died, or in the nearest unoccupied space if that space is occupied. Raising the slain creature (using a *Raise Dead* ritual) does not destroy the spawned zombie.

STANDARD ACTIONS

Ⓢ Rending Claw (cold, necrotic) ♦ At-Will

Attack: Melee 1 (one creature); +18 vs. AC

Hit: 2d10 + 10 cold and necrotic damage, and the target is slowed until the end of its next turn.

MINOR ACTIONS

Ⓢ Breath of Moil (cold, healing, necrotic) ♦ Recharge ☼ ☼ ☼ ☼ ☼

Attack: Close blast 3 (living creatures in blast); +16 vs. Fortitude

Hit: 1d10 + 3 cold and necrotic damage, and the target is slowed (save ends). If the target is already slowed, it is instead immobilized (save ends). The zombie regains hit points equal to half the damage dealt by this attack.

Str 23 (+12)

Dex 15 (+8)

Wis 18 (+10)

Con 19 (+10)

Int 8 (+5)

Cha 12 (+7)

Alignment evil

Languages –

The winter wights avoid the hazardous rubble, but a Moilian zombie will climb a rubble pile (potentially dislodging it) to reach a character.

MOILIAN ZOMBIE AND WINTER WIGHT LORE

History or Religion DC 23: You have never seen these creatures before, but you recognize them from references in dark lore you read long ago. Moilian zombies and winter wights are rare undead from the legendary lost city of Moil. Moilian zombies are all that remain of the common folk of Moil, because their souls were poisoned by the eternal darkness into which their city was cast. By contrast, Acererak created the first winter wights. These creatures served as the sentries and defenders of his Fortress of Conclusion, which was accessed only from Moil.



2 Winter Wights (W)		Level 15 Brute
Medium shadow humanoid (cold, undead)		XP 1,200 each
HP 180; Bloodied 90	Initiative +12	
AC 27, Fortitude 27, Reflex 26, Will 26	Perception +11	
Speed 7	Darkvision	
Immune disease, poison; Resist 10 cold, 10 necrotic; Vulnerable 5 fire, 5 radiant		
TRAITS		
Regeneration (healing) The winter wight regains 10 hit points whenever it starts its turn and has at least 1 hit point. If a winter wight takes fire damage, its regeneration doesn't function until the end of its next turn.		
STANDARD ACTIONS		
⊕ Ice Claw (cold) ⊕ At-Will		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 3d12 + 10 cold damage.		
⊕ Blackfire (cold, necrotic) ⊕ Recharge [2d6] [1]		
Attack: Melee 1 (one creature); +18 vs. Fortitude		
Hit: 2d12 + 7 cold and necrotic damage, and the target takes ongoing 10 cold and necrotic damage and is dazed (save ends both).		
First Failed Saving Throw: The target is stunned instead of dazed (save ends both).		
Second Failed Saving Throw: The target is knocked unconscious instead of stunned (save ends both).		
Third Failed Saving Throw: The target dies.		
TRIGGERED ACTIONS		
⊖ Blackfire Shroud (cold, necrotic)		
Trigger: The winter wight drops to 0 hit points.		
Attack (Immediate Reaction): Close burst 5 (creatures in burst); +18 vs. Reflex		
Hit: 4d6 + 7 cold and necrotic damage, and ongoing 10 cold and necrotic damage (save ends).		
Effect: The burst creates an area of difficult terrain that lasts until the end of the encounter.		
Str 24 (+14)	Dex 20 (+12)	Wis 19 (+11)
Con 20 (+12)	Int 19 (+11)	Cha 13 (+8)
Alignment evil		Languages Abyssal, Common

SERVANTS OF THE RAVEN QUEEN

If the adventurers search the tower in the aftermath of combat, they make an important discovery.

When the characters search the chamber, read:
You see that three bodies, veiled by shadows, have been laid out within the rubble along the far wall.

A party loyal to the Raven Queen passed this way a week ago on the same mission as the characters—pursuing a connection between Moil and the eldritch engines in the Feywild. The three bodies are Moilian zombies, risen from shadar-kai slain by the original guardians here. The Raven Queen's servants slew their former companions out of pity before they moved farther into the city.

The zombie bodies are recognizably shadar-kai, and the symbol of the Raven Queen is on their armor. The adventurers can use the Speak with Dead ritual to learn the following facts, though these three do not know that Acererak was behind the desecration in

the Garden of Graves (see location 13 in the Shadow Tomb, page 60).

- ◆ These servants of the Raven Queen were investigating an eldritch engine in the Feywild, and their findings led them to Moil. See the "Assassination Attempt" hook, page 45, for more information.
- ◆ Undead guarding this portal killed these shadar-kai, which then rose as Moilian zombies to attack their former allies.
- ◆ The companions of these shadar-kai seek a portal in Moil called the Shadow Gate.

FEATURES OF THE AREA

Illumination: The teleportation circle sheds dim light for 2 squares.

Ceiling: The ceiling is 40 feet high.

Black Pillars: These haphazardly positioned pillars are blocking terrain. A pillar draws in the cold and necrotic energy of Moil; whenever a creature starts its turn adjacent to a pillar, it takes 10 cold and necrotic damage.

Open Archway: Where the floor slopes away, an archway opens up to a 50-foot flight of stairs descending to a bridge. A creature that falls through the open archway can make a saving throw to safely land on the stairs. On a failed saving throw, the creature plummets to the bog surrounding Moil (see "Falling," page 48).

Slanted Floor: This tower's crumbling floor dropped when its foundations collapsed, and now it slants down more than 30 degrees from left to right on the map. All areas of the floor are difficult terrain unless otherwise noted. A creature that runs, charges, or makes a double move in the tower must make a DC 23 Acrobatics check or fall prone at the end of its move, then slide 2 squares toward the open archway.

Rubble Pile: These shattered slabs of rock and rubble are heavy enough to remain in place on the slanted floor. Areas of rubble provide cover and are blocking terrain.

A creature can make a DC 15 Athletics check to climb a rubble pile. A failed check dislodges the pile, causing it to collapse and spread along the floor. A rubble fall moves 6 squares per round at the start of the turn of the creature that dislodged it, sliding across the slanted floor. The fall funnels around pillars, along the walls, and out the open archway. The creature that starts a rubble fall and any creature struck by the sliding rock must make a DC 18 Acrobatics check or fall prone, take 1d10 damage, and be swept up by the rubble as it moves.

A creature that starts its turn in a rubble fall takes 1d10 damage. A creature can make an additional DC 18 Acrobatics check as a standard action on its turn to escape the rubble, or it can fly or teleport to safety. A creature that cannot escape a rubble fall is carried through the open archway and falls (see above).

ENCOUNTER M2: THE TOWER OF TEST

Encounter Level 16 (7,100 XP)

SETUP

Magical tests that once challenged the defenders of Moil prove equally troublesome for the adventurers.

When the characters approach the end of the bridge, read:

This tower has all but collapsed, and great sections of its walls have fallen away to leave its interior levels clinging precariously to the central black spire.

Arcana Check

DC 18: *The powerful magic that suffuses this ruined level is the only thing holding the ancient tower together.*

DC 23: *The ancient magic here has a specific signature that speaks to its purpose. Magic hazards in this place were meant to test the fittest defenders of Moil—and to kill those who were found unworthy.*

THE TOWER OF TEST

This great tower stands at the center of Moil's web of bridges. To reach the stairs that provide the only safe exit from this area, the adventurers must negotiate three perilous areas.

Level: 14 (XP 5,000).

Complexity: This challenge encompasses the entirety of the characters' passage through the ruins of the tower. As such, its effective complexity depends on how many checks it takes each of the characters to succeed on all three tests. Run each part of the challenge separately, though different characters can engage the different areas of the Tower of Test

simultaneously. In addition, after 5 rounds, the encounter becomes more difficult as local undead creatures attack (see "Restless Guardians").

Special: This skill challenge involves movement and combat, so you can run it much as you would a normal encounter. Have each character roll initiative when the Standing Spires first activate.

Each primary skill check in the challenge requires a standard action, and success on a check enables the character making the check to use a move action to advance through the test area. (The red line on the map depicts the shortest route through this area.) A character can use those move actions to employ any normal movement modes, though he or she cannot run. (Additionally, the artifact-level magic of the Tower of Test blocks teleportation.) Characters flying or climbing also must make successful primary skill checks before moving. A character who has not earned one or more move actions with a successful primary skill check cannot move within the area of a test, but he or she can take move actions that don't involve movement.

A character can spend an action point to take an extra move action. A character cannot use this extra move action to move through the test area unless he or she has earned the right to move with a primary skill check. This also applies to powers that grant movement.

A character must make a successful primary skill check to move into or out of a test area. In addition, a character can be pulled, pushed, or slid into the first 2 squares of a test area. A character who enters a test area because of forced movement must undertake the appropriate skill challenge to exit.

The Tower of Test (including the spires, spheres, and blades of each area) is impervious to damage and *dispel magic* or similar effects.

Example of Movement: A character who has speed 6 and moves through the Music of the Spheres test must move a minimum of 12 squares, some of which are difficult terrain. With a successful Arcana check, the character earns one move action to advance 6 squares through the area. The character can take the move action on the same turn as the primary check or on a subsequent turn. The character must succeed on at least two more primary skill checks to earn enough movement to leave the area.

Ongoing Penalties: Some primary skill checks incur penalties for failure. All penalties for a particular area stack with each other, and they last until the end of the encounter. For example, when a character fails a primary skill



check while attempting to pass through the Standing Spires, each subsequent primary skill check in this area by any character takes a -2 penalty. If any character fails another primary skill check, subsequent primary skill checks take a -4 penalty, and so on.

Success: Overall success comes when all characters have passed safely through all three tests.

Failure: Failure is not based on a certain number of failed checks; each failure damages the characters in some way. The challenge ends when all surviving characters have reached the stairs in the last test area.

STANDING SPIRES

A chaotic arrangement of iron spires tests the agility of characters seeking a path to the other side.

When the characters can see the area, read:

Beyond a massive collapse of rubble, a large chamber opens up. A field of hand-wide black iron spires fills the space from wall to wall and floor to ceiling. Most stand so close as to nearly touch each other, but wider spaces between some of them create a narrow path leading to the other side.

When the first character steps within 10 feet of the spires, read:

With a resounding crash, the spires begin to topple and twist in a domino effect. Spires smashed and mangled in collisions with each other are magically re-formed and righted, and the path between them shifts erratically.

Primary Skills: Acrobatics, Athletics.

Acrobatics (DC 11): The character manages to slip between the twisting spires. A successful check grants the character one move action to advance.

On a failed check, the character takes 1d10 damage from a spire smashing into him or her, and slides 2 squares toward the entrance to the area. As the spires shift into more complex patterns, subsequent primary skill checks in this part of the challenge take a -2 penalty.

Athletics (DC 18): The character pushes through the spires with brute force. A successful check grants the character one move action to advance. If the character chooses to take 1d10 damage, he or she instead gains two move actions to advance.

On a failed check, the character takes 2d10 damage, slides 3 squares toward the entrance, and is slowed until the end of his or next turn. As the spires shift into more complex patterns, subsequent primary skill checks in this part of the challenge take a -2 penalty.

Secondary Skills: Arcana, Perception.

Arcana (DC 11, minor action): By focusing on the arcane energy animating the spires, the character predicts their movement. With a successful check, the character grants a +2 bonus to the next primary skill check in this part of the challenge.

Arcana (DC 18, minor action): By tapping into the flow of arcane power in the area, the character

widens the path. With a successful check, the character negates any penalty to primary skill checks in this part of the challenge.

Perception (DC 18, minor action): The character carefully studies the chaotic movement of the spires as he or she moves. With a successful check, the character gains two move actions to advance after his or her next successful primary skill check in this part of the challenge.

MUSIC OF THE SPHERES

Each of the magic spheres hanging from the ceiling of this area resonates with a single perfect tone—and they combine to produce a deadly song.

When the characters can see the area, read:

The exterior wall of this chamber is gone, and the shadow beyond frames dozens of 2-foot-diameter colored glass spheres strung from the ceiling on corroded copper chains. A barely audible hum fills the area.

The spheres hang 15 feet above the floor.

When the first character enters the area, read:

A series of musical tones rises to weave a chaotic din. The spheres shimmer in time with the storm of sound, and your ears pound as your stomach begins to churn.

Primary Skills: Arcana, Endurance, Insight.

Arcana (DC 18): The character disrupts the arcane energy feeding the spheres. A successful check grants the character one move action to advance.

On a failed check, the character takes 1d8 damage from arcane feedback. As the music of the spheres intensifies, subsequent primary skill checks in this part of the challenge take a -2 penalty.

Endurance (DC 11): The character ignores the effect of the spheres as he or she moves through the area. A successful check grants the character one move action to advance.

On a failed check, the character takes ongoing 10 damage (save ends).

Insight (DC 18): The character identifies which spheres produce tones that do not affect him or her and chooses the safest route accordingly. A successful check grants the character one move action to advance.

On a failed check, the “safe” spheres shift their tones to become harmful once again. The character who failed the check takes a -2 penalty to each of his or her subsequent primary skill checks in this part of the challenge.

Secondary Skills: Perception.

Perception (DC 18, minor action): The character detects patterns in the pulsing of the spheres. With a successful check, the character gains a +2 bonus to his or her next primary skill check in this part of the challenge.

Special: The music of the spheres affects deafened creatures, but these creatures gain a +2 bonus to each primary skill check in this part of the challenge.

The cacophony of the spheres becomes potentially lethal for characters who linger here too long. A character who fails three primary skill checks in this part of the challenge is stunned and takes ongoing 10 damage (save ends both).

SCYTHING BLADES

As the adventurers approach, they see a silver haze blocking the stair—the only exit from the ruined tower.

When the characters approach this area, read: *Suspended on shimmering lines of force, hundreds of steel blades slash past each other in a dizzying blur. Their movement forms an impenetrable barrier except for a few narrow pathways—open for a moment, then gone within the haze. At the end of that path, a spiral staircase leads up out of the tower.*

Show players **The Scything Blades** (page 78).

Primary Skills: Acrobatics, Athletics, Insight.

Acrobatics (DC 18): The character weaves and dodges through the blades. A successful check grants the character one move action to advance.

On a failed check, the blades make 1d4 attacks against that character: +19 vs. AC; 2d8 + 6 damage. A character who takes damage from two or more attacks in a single round is slowed until the end of his or her next turn.

Athletics (DC 18): The character crashes through the blades with brute force. A successful check grants the character one move action to advance.

On a failed check, the blades make 1d4 attacks against that character: +19 vs. AC; 2d8 + 6 damage. A character who takes damage from two or more attacks in a single round is slowed until the end of his or her next turn.

Insight (DC 11): The character carefully assesses the predictable movement of the blades to avoid them. A successful check grants the character one move action to advance.

On a failed check, the blades make one attack against that character: +19 vs. AC; 2d8 + 6 damage.

Special: A character who wields a large metal or wooden object (for example, a heavy shield or a two-handed weapon) can use the item to gain a +2 bonus to primary skill checks made in this part of the challenge. Any mundane object so used is destroyed by the time the character makes it to the stairs.

Secondary Skills: Arcana.

Arcana (DC 11, minor action): The character taps into the arcane energy of the blades to direct their movement. With a successful check, the character grants a +2 bonus to the next primary skill check made in this part of the challenge.

RESTLESS GUARDIANS

The longer the adventurers take to move through the Tower of Test, the greater the risk of attracting Moil's restless undead. In the fifth round after the Standing Spires have been activated, and in every third round thereafter, a banshee bursts through a wall within 10 squares of a character and moves to attack. A maximum of three banshees can appear this way. The characters earn XP for each banshee they destroy.

Wailing Ghost (Banshee)		Level 12 Controller
Medium shadow humanoid (undead)		XP 700
HP 91; Bloodied 45		Initiative +8
AC 23, Fortitude 23, Reflex 23, Will 24		Perception +13
Speed 0, fly 6 (hover), phasing		Darkvision
Immune disease, poison; Resist insubstantial		
STANDARD ACTIONS		
⊕ Spirit Touch (necrotic) ♦ At-Will		
Attack: Melee 1 (one creature); +15 vs. Reflex		
Hit: 1d10 + 2 necrotic damage.		
➤ Death's Visage (fear, psychic) ♦ At-Will		
Attack: Ranged 5 (one creature); +15 vs. Will		
Hit: 2d6 + 3 psychic damage, and the target takes a -2 penalty to all defenses (save ends).		
⚡ Terrifying Shriek (fear, psychic) ♦ Recharge ☒ ☒		
Attack: Close burst 5 (enemies in burst); +15 vs. Will		
Hit: 2d8 + 3 psychic damage, the wailing ghost pushes the target 5 squares, and the target is immobilized (save ends).		
Skills Stealth +13		
Str 14 (+8)	Dex 15 (+8)	Wis 14 (+8)
Con 13 (+7)	Int 10 (+6)	Cha 17 (+9)
Alignment unaligned	Languages Common	

TACTICS

A banshee flies at the nearest character and uses *spirit touch*, employing *death's visage* on targets at the edge of the fray. It uses *terrifying shriek* to push a character into one of the test areas, or out an open wall.

Because they are insubstantial, the banshees pursue characters into the Standing Spires and Scything Blades areas. When a banshee ends its turn in either area, it takes 1d8 damage. The banshees do not enter the Music of the Spheres area, but they phase through the ruined walls to bypass it.

The banshees pursue the characters up the stairs and beyond, fighting until destroyed.

FEATURES OF THE AREA

Illumination: Dim light in the Music of the Spheres area. Darkness in the other areas.

Ceiling: The ceiling is 20 feet high.

Collapse: Rubble has fallen down to block parts of this area. These squares are impassable.

Open Walls: Collapsed walls leave the tower's floor open to the darkness (see "Falling," page 48).

Rubble: Loose scree spreads across this level of the tower. These areas are difficult terrain.

Spiral Stair: The staircase leads up to the remains of the level above, which offers access to the bridge.

ENCOUNTER M3: DARK BARROW

Encounter Level 14 (5,000 XP)

SETUP

Moilian barrow (B)

When one of Moil's towers collapsed into this neighboring spire, rubble crushed a number of Moilian undead. Their remains have assembled into a Moilian barrow—a mass that hungers for living prey.

When the characters approach this tower, read:

This tower has been sheared off at an angle, as if it had been struck by another spire. As you approach, you can see movement. Bones and body parts are knitting themselves together into a larger mass in the rubble.

TACTICS

The Moilian barrow keeps as many characters within reach as possible. It uses *fury of death* against lightly armored foes and spends its action points early to use *bone grab* against heavily armored characters.

FEATURES OF THE AREA

Ledges: The gradual collapse of this tower has created a series of ledges at the elevations indicated on the map. It costs 1 extra square of movement for a creature to descend a 5-foot-high slope between two ledges. A creature must use a move action or make a DC 20 Athletics check as part of movement to ascend a 5-foot-high slope. A 10-foot-high slope requires a DC 25 Athletics check to ascend or descend.

Open Walls: Collapsed walls leave sections of the tower's floor open (see "Falling," page 48).

Rubble: Scattered chunks of rock are difficult terrain. A creature that runs, charges, or makes a double



Moilian Barrow (B)	Level 14 Solo Soldier
Huge natural animate (shadow, undead)	XP 5,000

HP 560; Bloodied 280	Initiative +12
AC 30, Fortitude 28, Reflex 26, Will 27	Perception +8
Speed 5	Darkvision, tremorsense 5
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant	
Saving Throws +5; Action Points 2	

TRAITS

☼ **Aura of Abandonment** (fear) ◆ **Aura 5**
 Enemies within the aura cannot spend action points.

Dark Rebirth
 The Moilian barrow rises at full hit points one day after it has been destroyed. Performing the Gentle Repose ritual on the creature's remains destroys the creature completely, preventing it from using the dark rebirth power.

Strength of the Dead
 When the Moilian barrow spends an action point to take an extra action, it also gains an extra move action or minor action.

STANDARD ACTIONS

⬇ **Slam** (necrotic) ◆ **At-Will**
 Attack: Melee 3 (one creature); +19 vs. AC
 Hit: 2d10 + 11 necrotic damage.

⬇ **Fury of Death** (necrotic) ◆ **Recharge** [☼][!]
 Attack: Melee 3 (one, two, three, or four creatures); +19 vs. AC
 Hit: 2d8 + 6 necrotic damage, and ongoing 10 necrotic damage (save ends).

⬅ **Bone Grab** (necrotic) ◆ **At-Will**
 Attack: Close burst 3 (one, two, or three creatures in burst); +17 vs. Reflex
 Hit: 2d10 + 11 necrotic damage, and the target is grabbed.
 Special: The Moilian barrow can have no more than three creatures grabbed at the same time.

MINOR ACTIONS

⬇ **Crushing Hate** ◆ **At-Will** (1/round)
 Attack: Melee 3 (creatures grabbed by the barrow); +17 vs. Fortitude
 Hit: 10 damage.

TRIGGERED ACTIONS

Mass of Claws
 Trigger: The Moilian barrow is stunned or dominated.
 Effect (Immediate Interrupt): The Moilian barrow uses *slam* against each creature within 3 squares of it.

⬅ **Shadow Storm** (necrotic)
 Trigger: The Moilian barrow is first bloodied, or it drops to 0 hit points.
 Attack (No Action): Close burst 5 (creatures in burst); +17 vs. Reflex
 Hit: 4d6 + 6 necrotic damage, and the target is blinded until the end of its next turn.
 Miss: Half damage.

Skills Stealth +15
Str 22 (+13) **Dex** 16 (+10) **Wis** 12 (+8)
Con 20 (+12) **Int** 5 (+4) **Cha** 18 (+11)

Alignment chaotic evil **Languages** —

move while crossing rubble must make a DC 20 Acrobatics check or fall prone at the end of its move.

Shadow Pools: Pure necrotic essence boils in these 1-foot-deep pools. These areas are haunted terrain (page 48). When a creature enters a shadow pool or starts its turn in one, it takes 2d10 necrotic damage and is dazed until the end of its next turn.

ENCOUNTER M4: SHADOW GATE

Encounter Level 15 (6,400 XP)

SETUP

The Tortured Vestige (V)

A portal here connects Moil to the Shadow Tomb. This encounter is designed to be played out using one side of the poster map.

Do not place the Tortured Vestige until its appearance is triggered (see “Dark Legacy”).

When the characters approach this tower, read: *This fallen spire is open to the darkness. Its central stone core has been sheared off cleanly to create a platform of glowing black stone.*

Arcana Check

DC 18: *Powerful spellcraft protects the platform against access, but it is not the ancient magic of Moil. These wards are newly made, perhaps no more than a week ago.*

DC 23: *The glowing platform is imbued with powerful planar and teleportation magic. If it is a portal to somewhere else, you cannot determine its destination.*

THE SHADOW GATE

This portal leads to the Shadow Tomb, but the characters must overcome the wards left by servants of the Raven Queen to gain access to the portal (on the surface of the platform).

Level: 15 (3,600 XP).

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

Primary Skills: Arcana, Athletics, Religion, Thievery.

Arcana (DC 18, standard action): The character subtly shifts the flow of arcane power within the portal, initiating or accelerating the process of breaking down the wards that protect it. A character must be within 3 squares of the Shadow Gate to attempt this check.

Athletics (DC 18, standard action): With brute force, the character disrupts the force field protecting the Shadow Gate. A character must be adjacent to the Shadow Gate to attempt this check. This skill can be used to gain 3 successes in the challenge.

Religion (DC 18, standard action): The necrotic energy that permeates Moil taints the eldritch wards that protect the gate. By heightening this imbalance, the character accelerates the process of breaking down the wards. A character must be within 3 squares of the Shadow Gate to attempt this check.

Thievery (DC 18, standard action): The character disrupts the wards by physically diverting their energy

into the inert stone around them. A character must be adjacent to the Shadow Gate to attempt this check. This skill can be used to gain 3 successes in the challenge.

Special: On each failed check, the character takes 10 necrotic damage and is pushed 5 squares away from the Shadow Gate by a backlash of magical energy.

Secondary Skills: Endurance.

Endurance (DC 23, immediate interrupt when a character or an ally adjacent to a character fails a primary skill check): The character absorbs the energy of the ward's attack, and the triggering character takes no damage and is not pushed.

Success: The characters shut down the wards protecting the Shadow Gate and can use the portal to travel to location 1 in the Shadow Tomb.

Failure: The characters deactivate the portal's wards, but the lingering arcane energy around them proves hazardous. Any character descending into the portal takes 20 necrotic damage instead of 10 necrotic damage (see “Features of the Area”).

DARK LEGACY

The wards on the Shadow Gate are a straightforward challenge. However, the Tortured Vestige—the undead manifestation of Moil's countless lost souls—has been tracking the adventurers since they arrived in the city (see “The Tortured Vestige,” page 47).

After a character makes the first check in the skill challenge, read:

A great shapeless mist suddenly flares at the end of the bridge, its roiling mass of tendrils and ghostly faces lit from within by an unearthly green glow. A host of voices scream in a twisted chorus of pain and fear as it attacks.

Show the players The Tortured Vestige (page 79).

TACTICS

The Tortured Vestige uses *lashing mist* followed by *engulf*, restraining as many creatures as it can to benefit from the healing provided by *eater of souls*. The Tortured Vestige will pursue the characters into any part of the city, but it cannot enter the Shadow Gate.

FEATURES OF THE AREA

Illumination: The Tortured Vestige sheds dim light for 2 squares. Darkness covers the rest of the area.

Rubble: Chunks of rock and ice are difficult terrain.

Ruins: Great slabs of stone rise up from the shattered tower to a height of 20 feet. A character can make a DC 20 Athletics check to climb the ruins.

The Tortured Vestige (V) **Level 20 Solo Lurker**Gargantuan shadow animate (undead) XP 14,000

HP 544; Bloodied 272 Initiative +16
 AC 34, Fortitude 32, Reflex 30, Will 28 Perception +20
 Speed 10, fly 10 (hover), teleport 10 Darkvision, blindsight 10
 Immune charm, cold, disease, poison;
 Resist 15 necrotic, insubstantial; Vulnerable 10 radiant
 Saving Throws +5; Action Points 2

TRAITS**☠ Menacing Presence (fear) ◆ Aura 5**

Enemies within the aura take a -2 penalty to attack rolls, skill checks, and ability checks. If the Tortured Vestige takes radiant damage, its aura is negated until the start of its next turn.

Eater of Souls (healing)

At the start of its turn, if the Tortured Vestige has one or more creatures engulfed, it regains 20 hit points and can use *dread menace* at any point during its turn as a free action. If the Tortured Vestige takes radiant damage, it cannot regain hit points from this power until the start of its next turn.

Eternal Darkness

The Tortured Vestige re-forms at full hit points 1 hour after being slain. As long as Moil endures, the Vestige's unliving essence cannot be destroyed.

STANDARD ACTIONS**⬇ Mist Tendril (necrotic) ◆ At-Will**

Attack: Melee 5 (one creature); +25 vs. AC
 Hit: 2d8 + 9 damage, and ongoing 10 necrotic damage (save ends).

⬇ Lashing Mist ◆ At-Will

Effect: The Tortured Vestige uses *mist tendril* four times, but no more than twice against a single target. If two attacks hit the same target, the target is grabbed.

MINOR ACTIONS**⬇ Engulf (necrotic) ◆ At-Will**

Attack: Melee 5 (one creature grabbed by the Tortured Vestige); +23 vs. Will
 Hit: 2d10 damage plus 2d10 necrotic damage, and the target is engulfed by the Tortured Vestige. The Tortured Vestige pulls the target into its space. While engulfed, the target is restrained. When the Tortured Vestige moves, the target moves with it, remaining in the vestige's space. An engulfed creature has line of effect only to the vestige, and only the vestige has line of effect to the engulfed creature. When an engulfed creature escapes, it appears in a space of its choice adjacent to the vestige.

Sustain Minor: Each engulfed creature takes 15 necrotic damage.

⬅ Dread Menace (necrotic) ◆ At-Will

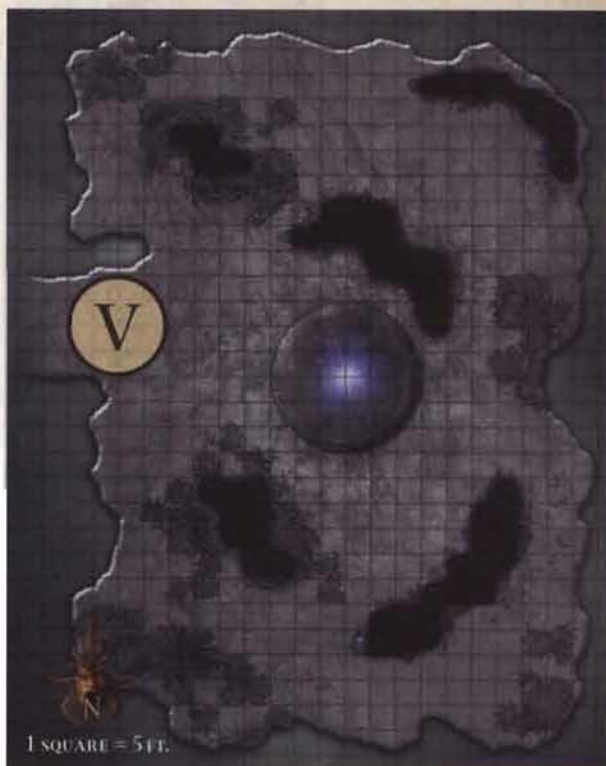
Attack: Close burst 5 (one creature in burst); +23 vs. Fortitude
 Hit: The Tortured Vestige pushes the target 3 squares.

TRIGGERED ACTIONS**⬅ Death Storm (necrotic)**

Trigger: The Tortured Vestige is first bloodied, or it drops to 0 hit points.
 Attack (No Action): Close burst 20 (one creature in burst); +23 vs. Fortitude
 Hit: 2d10 + 10 damage, and the target is slowed and weakened (save ends both).
 Miss: Half damage, and the target is slowed (save ends).

Str 20 (+15) Dex 23 (+16) Wis 21 (+15)
 Con 28 (+19) Int 19 (+14) Cha 16 (+13)

Alignment chaotic evil Languages –



ENCOUNTER M4: SHADOW GATE

Shadow Gate: The sheared-off remains of the tower's core form a 3-foot-high stone platform. Acererak channeled the arcane energy once held in this tower to turn this platform into a portal to the Shadow Tomb. The servants of the Raven Queen passed this way, warding the Shadow Gate to prevent pursuit. While its wards are in effect, characters cannot touch the platform, though attempting to do so has no adverse effect.

Once the skill challenge is completed, characters can use the portal. Each character who enters the portal takes 10 necrotic damage, and then upon arriving at location 1 in the Shadow Tomb takes 2d10 damage as he or she falls to the floor of that chamber.

TO FIGHT ANOTHER DAY

Experienced players know that some challenges are best avoided. If your players have yet to learn this fact, the Tortured Vestige is an exceptional teacher.

As the dark essence of the City that Waits, this challenge is beyond the capabilities of most 14th-level parties. As such, players should quickly realize that opening the Shadow Gate and fleeing is the best means of success in this encounter. You can give guidance to inexperienced players who miss this point (perhaps by using the Tortured Vestige lore check, page 48). Those who know better but choose to fight anyway get what they deserve.

The encounter awards the characters 2,800 XP (equivalent to a standard level 20 monster) for holding off the Tortured Vestige while they open the Shadow Gate. On the off chance that the characters defeat the Tortured Vestige, award full experience.

THE SHADOW TOMB

When adventurers of a former age bested Acererak, his Fortress of Conclusion was cast down but not destroyed. Years later, the demilich regained access to this powerful site, rebuilding it as the Shadow Tomb. Within the tomb, an eldritch engine draws power from the raw essence of the Shadowfell, fueling Acererak's dread plans.

The demilich has already left the Shadow Tomb and journeyed to the Astral Sea to prepare the next phase of his operation (see Chapter 4). By destroying the shadow engine in location 16, the adventurers deal a serious setback to the demilich and buy themselves time to gain the upper hand.

The adventurers arrive at location 1 by way of the portal in Encounter M4 (see the preceding pages). This is the only access to Acererak's rebuilt fortress.

TERRAIN AND FEATURES

Unless otherwise noted in an encounter description, the information here pertains to all locations in the Shadow Tomb.

Illumination: Light sources are muted in the Shadow Tomb, reducing the radius illuminated by them to half normal.

Doors: Doors within the tomb are rusted iron and must be forced open (DC 18 Strength check).

Necrotic Seepage: Walls in the Shadow Tomb seep raw necrotic essence. Whenever a living creature starts and ends its turn in the same square while adjacent to a wall, it takes 10 necrotic damage and is slowed until the start of its next turn.

Dimensional Barrier: The Shadow Tomb exists in an extradimensional space deep in the Shadowfell. With one exception (in Encounter S7), the Planar Portal and Linked Portal rituals and similar effects do not function within the tomb.

PIT TRAPS

Several areas in the Shadow Tomb contain pit traps. The pits in locations 3, 5, and 14 are each 20 feet deep, and the pits in location 16 are each 10 feet deep. Each trap is disguised by a false floor that gives way when a creature enters a square of that trap. The creature takes 1d10 damage for each 10 feet it falls and is knocked prone at the bottom of the pit. In addition, each pit contains necrotic essence that deals 5 necrotic damage to a creature that ends its turn at the bottom of the pit.

A character in a square adjacent to a pit trap can detect the false stonework with a DC 21 Perception check. A character who makes a DC 21 Thievery check can bypass the trap by discerning where to step to avoid caving in the false floor, and can pass this information along to the other characters.

It's possible to avoid the falling damage (but not the necrotic damage) by climbing down into the pit. Doing this requires a DC 15 Athletics check made as part of a move action. (Using a rope or a ladder lowers the DC to 10 or 0 respectively.) Climbing out of a pit requires a DC 20 Athletics check.

If one side of a pit trap has a secret door leading from it, the door is located at the bottom of the pit. A creature in the pit can make a DC 23 Perception check to notice the secret door, and a DC 23 Strength check or Thievery check to open it.

DEATH IN THE SHADOW TOMB

When a creature dies in the Shadow Tomb, any magic items it carries are immediately teleported to location 11. Unless it is destroyed, the creature's body rots for one week in the place where it died, then is teleported to the web of black chains at location 1.

For every hour that a corpse remains in the Shadow Tomb before being raised, the raised character takes 10 necrotic damage upon rising. A corpse left for 24 hours in the Shadow Tomb has its soul consumed by Acererak and cannot be raised (or communicated with using the Speak with Dead ritual) until the demilich is permanently destroyed.

PLANAR CROSSOVER

The rituals by which Acererak constructed the Shadow Tomb created unique planar connections to other tombs. Within the Shadow Tomb, the characters cross over to the Feywild, to the mortal realm, and to Pluton through locations 6, 7, and 8. As in the Garden of Graves, the characters can experience planar visions of other tombs at any time.

Whenever a character makes an Arcana check to detect magic while in the Shadow Tomb, roll a d4 and consult the following table. Once the vision fades, the check to detect magic functions normally.

With magic keys claimed from the planar crossover locations in the Shadow Tomb, the characters gain access to the shadow engine. The keys necessary for the characters to access the eldritch engine are hidden across planar boundaries in Encounter S4, page 70, and Encounter S5, page 72.

PLANAR VISIONS

d4	Vision Result
1	The character envisions the Feywild Tomb.
2	The character envisions the Abandoned Tomb.
3	The character envisions the Dead Gods' Tomb.
4	The character doesn't receive a vision.

If the character envisions the Feywild Tomb, read:

With a shimmer, the ever-present necrotic seepage from the walls is gone, replaced by pale green vines and gray mold. The air is moist, heavy with the scent of decay.

If the character envisions the Abandoned Tomb, read:

The stillness of dusty stone replaces the dread darkness. Emptiness pervades a desolate ruin, its decaying walls untouched by life or magic.

If the character envisions the Dead Gods' Tomb, read:

The stones of the floor are inlaid with sigils and holy symbols, most unrecognizable. Faint on the air, a lament in an unknown tongue carries echoes of a nameless dread.

SHADOW TOMB OVERVIEW

The Shadow Tomb is a collection of traps and monstrous guardians designed to harry, terrorize, and slay adventurers. The demilich's magic traps and hazards funnel arcane and soul energy to the eldritch engine at the heart of the tomb.

1. PERILOUS ARCHWAYS

The Shadow Gate in Moil roughly deposits the characters at this location. Undead guardians are an immediate threat, but leaving the chamber is the greater challenge.

See **Encounter S1: Perilous Archways**, page 63.

2. FEAST HALL

Acererak has prepared a banquet to welcome the characters, but a pack of nighthaunts and deadly magic tapestries threaten to ruin the celebration.

See **Encounter S2: Tapestries of Time**, page 66.

3. SHRINE OF SKULLS

When the characters enter the shrine, read:

Cracked onyx altars are set around this crumbling chamber, each piled high with a cluster of blackened skulls.

Acererak plans to create countless undead servants in his own image, but the skulls (a mix of monstrous and humanoid races) are harmless for now.

Treasure: A pair of level 17 *skull bracers* (*Adventurer's Vault*, page 120) is hidden among these grisly relics (Perception DC 18).

The secret door at the bottom of the pit trap northwest of location 3 must be opened to gain access to the corridor that leads to location 4.

4. BLACK WELL

Four trapdoors at the foot of a chasm are protected by a hissing fall of necrotic rain. Finding the true exit from this chamber is a challenge.

See **Encounter S3: Black Well**, page 68.

5. SPHERE OF PAIN

When the characters enter the chamber, read:

The rune-covered walls of this spherical chamber have a silvery sheen.

A magic toxin that causes excruciating pain infuses this former prison. Creatures can descend into the chamber easily (DC 10 Athletics check); climbing out is more difficult (DC 20 Athletics check). Whenever a creature ends its turn within the sphere, it takes ongoing 5 damage (save ends).

The secret door at the bottom of the pit trap southeast of location 5 must be opened to gain access to the corridor that leads to locations 6–8.

6–8. PLANAR ARCHWAYS

The archways here carry the characters from the Shadow Tomb to three of Acererak's planar tombs.

When the characters see the area, read:

Mystic runes cover the walls of this corridor. Three stone arches at its end are identical to those in the entrance hall, but gray mist obscures what lies beyond them.

Arcana Check

DC 18: *Strong planar magic emanates from the arches, and it pervades the entire length of the corridor.*

When the first character steps through an archway, each character within 10 squares of the archway is teleported to his or her same relative position in a planar crossover encounter. Characters farther away than 10 squares remain behind, but can pass through the archway independently.

The planar encounters do not reset. An area entered more than once remains as the characters left it the previous time they were there.

When a character steps through a planar arch, read:

The mist within the arch swirls black, and with a lurch, you are pushed back into the passageway. All three arches have disappeared, and a weathered wooden door has replaced the open portal to the adjacent corridor.

If the characters enter the location 7 archway, add:

Luminescent gray moss grows between the stones of the walls. Flickering firelight shines beyond the wooden door.

A DC 23 Nature check reveals that the characters have crossed over from the Shadowfell to the Feywild.

See **Encounter S4: Feywild Ruin**, page 70.

If the characters enter the location 8 archway, add:

Unrecognized glyphs and sigils, some vaguely reminiscent of holy symbols, flare with a violet light along the walls.

A DC 23 Religion check reveals that the characters have transited from the Shadowfell to an astral dominion, but reveals no connection to Pluton.

See **Encounter S5: Dark Laboratory**, page 72.

If the characters enter the Abandoned Tomb (location 6), add:

The door stands half open, and a dusty silence hangs in the air.

The Abandoned Tomb (location 6) uses the same map as location 8, with changes to the features as indicated in the following pieces of readaloud text.

When the characters pass through the door in the Abandoned Tomb, read:

The shattered remains of three stone vats are spread across the floor, joining a mass of glass shards, broken crockery, and rotted wood that stretches from wall to wall.

When the characters approach the pit trap in the Abandoned Tomb, read:

A broad pit set with rusted spikes fills this wide corridor.

A character who falls into the spiked pit takes 2d10 damage, but characters can descend into the pit and cross through the spikes without difficulty.

9. PLANAR GATE

In each of the planar crossover sites, this location contains the return portal to the Shadowfell.

When the characters can see the area, read:

A layer of filth and detritus covers the floor here. A door hangs opposite a stone portal filled with gray mist.

The door on the eastern wall is false; a character who stands adjacent to it and makes a DC 18 Perception check realizes that it can't be opened or broken down.

A character can make a DC 18 Arcana check to detect strong planar magic in the mist-filled portal. Characters who step through the portal emerge through the appropriate archway at location 6/7/8.

10. DEAD TILES

When the characters first see into the wide corridor, read:

This ruined hall is paved in 1-foot-square green tiles bearing arcane sigils and glyphs in Common. At the far end of the chamber, the face of a great green devil looms.

Show the players The Devourer (page 79).

The great green face of the Devourer likely gives pause to any players who are familiar with the original adventure, but this room's magic traps came undone when the Fortress of Conclusion fell. A secret door within the Devourer's mouth (DC 23 Perception check to find, DC 21 Thievery check or Strength check to open) provides access to the twisting passageway that leads to location 11.

11. GIFTS FROM THE DEAD

When the characters enter this chamber, read:

Carved stone pillars stand at each corner of this chamber, and mystic runes wind around the walls. Weapons, clothing, and armor cover a red stone dais at its center.

Magic items claimed by the tomb are teleported here, including the items of characters who have died or who lost magic items in Encounter S1 (page 63).

Treasure: In addition to their own gear, the characters can claim items lost by adventurers who preceded them (including the dead shadar-kai in location 13): +4 curseforged chainmail (*Player's Handbook*, page 227), a +4 vicious longsword (*Player's Handbook*, page 236), a magic orb +4 (*Player's Handbook*, page 238), a mercurial rod +4 (*Adventurer's Vault*, page 99), a flying hook (*Adventurer's Vault*, page 172), and 3 potions of vitality (*Player's Handbook*, page 255).

12. BONEYARD BRIDGE

Vengeful spirits guard the remains of the undead that were destroyed while building the Shadow Tomb.

See **Encounter S6: Boneyard Bridge**, page 74.

13. SHADAR-KAI SEPULCHER

The servants of the Raven Queen that preceded the characters into the Shadow Tomb met their end here.

When the characters can see the area, read:

A door at the bottom of the pit stands open, and the stench of death comes from beyond it. A doorless sepulcher of purple stone sits empty at the center of a rune-scribed vault, and a half-dozen shadar-kai are laid out across the floor.

These servants of the Raven Queen unleashed a blast of necrotic energy when they disabled a magic trap in the onyx sepulcher. Since they have been dead for only three days, the shadar-kai have not been teleported to location 1, but they are beyond the reach of the Speak with Dead ritual.

Development: The shadar-kai warlock leader has a coded journal in her cloak (DC 18 Perception check to find, DC 18 Arcana check to read). It contains notes on the history of Acererak, and the leader's unconfirmed belief that the demilich was behind the desecration of the Garden of Graves. Give the characters the information presented in the Acererak entry in *Open Grave* (page 201) or the "Lore of Acererak"

THE SHADOW TOMB

1 SQUARE = 5 FT.



sidebar here. In addition, a last entry speculates that "... this Shadow Tomb must rise from the dead foundations of the Fortress."

Treasure: The shadar-kai carry four rubies (5,000 gp each), three emeralds (1,000 gp each), and 120 pp.

14. EMPTY VAULTS

This network of decaying stone passages contains the entry point to the heart of Acererak's Shadow Tomb.

When the characters can see the area, read:

Rough walls of black stone glisten with necrotic fluid, and the sound of its steady drip echoes in the darkness beyond.

Though it appears just as dangerous, the necrotic essence here is less toxic than elsewhere in the tomb. The characters are affected by necrotic seepage (page 58) in this location only if they take a rest here.

Where the twisting passages end, their rough rock has been worked to smooth stone, creating the impression of an ossuary under construction.

When the characters see this, read:

The smooth sides of the passageway's end form a 15-foot-high vault with walls that glisten with necrotic ooze. A lidless black stone sarcophagus stands on the stone floor, and a scattering of dusty bones and gems lie within it.

These vaults are nothing more than a distraction. Any Perception check notes that the gems and the ancient bone fragments are worthless.

The pit traps on the left side of the map have been specially designed to hold their heavy sarcophagi, and they are meant to hinder characters searching for the exit from this location. When a pit is triggered, its sarcophagus falls in. A character who falls into the pit at the same time is smashed by the crumbling sarcophagus, taking 1d10 extra damage.

A false secret door is located at the bottom of the pit in the leftmost vault. Though it appears identical to the other secret doors in the dungeon, it cannot be opened.

The true secret door to location 15 is in the ceiling above the marked pit. A character must gain access to the ceiling to search for and open the secret door. (Because this search is unhindered by the penalty to Perception checks of the shadowy necrotic essence in the pit trap, this secret door is the easiest one to find in the entire dungeon.)

Once the secret door is opened, a rough crawl-space is revealed beyond. After 15 feet, the tunnel is blocked by loose rubble; to pass beyond it takes an hour of excavation.

15. DAUNTING DOORS

Four stone trapdoors on the floor here are identical to the trapped doors in Encounter S3. These doors open safely to the passageway 10 feet below.

16. SHADOW ENGINE

As the characters attempt to destroy the eldritch engine, an Acererak construct attacks.

See **Encounter S7: Shadow Engine**, page 76.

LORE OF ACERERAK

The Tomb of Horrors is the legendary dungeon created by the demilich Acererak—a being of absolute evil and unlimited ambition. The terrible traps and ferocious guardians of the tomb have claimed the lives of thousands of avaricious adventurers seeking Acererak's legendary wealth—and feeding the demilich with their souls.

Over time, necromancers were drawn to worship Acererak, founding a settlement around the remote hillside in which the tomb was hidden. In this Skull City, they forged a school of dark magic they called the Black Academy, teaching evil rites designed to gain Acererak's favor. The masters of the Black Academy allowed adventurers free access to the Tomb of Horrors' deadly halls, knowing that each soul they sent to its shrieking end there increased their master's power.

Using the eldritch soul-power of adventurers slain in the tomb, Acererak constructed a hidden sanctum—the Fortress of Conclusion, held in an extradimensional space of pure necrotic essence deep in the Shadowfell. There, the demilich planned to control the power of undeath, undergoing an apotheosis that would grant him godlike power and let him rule the mortal realm—as a precursor to his ascension to godhood.

The shadar-kai (and the characters) do not know that Acererak's original plan for apotheosis came undone years before, though the rebuilding of the ruined Fortress of Conclusion hints that disaster befell the demilich's plans. For more information, the characters must travel to Skull City in Chapter 3.

ENCOUNTER S1: PERILOUS ARCHWAYS

Encounter Level 14 (5,400 XP)

SETUP

2 sword wraiths (W)

The portal in Encounter M4 transports the characters to an extradimensional space tied to the deepest part of the Shadowfell—and the entrance to Acererak's Shadow Tomb.

When the characters land in this chamber, place their miniatures randomly outside the area of the blind Devourer, and read:

You strike the floor hard, landing within a vast domed chamber. A circle of runes in the ceiling marks the portal through which you've just passed. Your eye is drawn to a great green face carved into the stone of the floor beside you. The graven image of a horned devil stares up blindly—eyes blank, mouth opened to reveal a space of dead black within it. A single word has been scrawled into stone beneath the face: "Devourer."

This darkness swallows the light of the glowing runes that cover the walls here—the same sort of sigils you saw in the Garden of Graves. Glowing stone archways are set around the chamber, each with white mist swirling inside it. Between the arches, some twenty well-rotted humanoid corpses hang from the ceiling, entwined by chains that drip black ichor to the floor.

Show the players *Perilous Archways* (page 80).

Arcana, History, or Religion Check

DC 18: *You've heard of the horned devil face before. This is the personal symbol of the demilich Acererak.*

The characters have 3 rounds before the sword wraiths attack.

When the sword wraiths attack, read:

The flickering glow of the arches casts shifting shadows along the ceiling—two of which detach with a shriek.

TACTICS

The sword wraiths target a single heavily armored character with *shadow sword*. They flank to gain combat advantage, using *shadow glide* to keep from being surrounded.

NO EXIT

The ceiling above and around the blind Devourer is the exit portal connected to the Shadow Gate in Moil. It operates in only one direction. In addition, a

2 Sword Wraiths (W)

Medium shadow humanoid (undead)

HP 90; Bloodied 45

AC 30, Fortitude 29, Reflex 30, Will 31

Speed 0, fly 8 (hover), phasing

Immune disease, poison; Resist 20 necrotic, insubstantial;

Vulnerable 10 radiant

Level 17 Lurker

XP 1,600 each

Initiative +19

Perception +14

Darkvision

TRAITS

Combat Advantage (necrotic)

The sword wraith deals 2d6 extra necrotic damage against any creature granting combat advantage to it.

Regeneration (healing)

The sword wraith regains 10 hit points whenever it starts its turn and has at least 1 hit point. If the sword wraith takes radiant damage, its regeneration doesn't function until the end of its next turn.

Spawn Wraith

Any humanoid killed by the 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 if that space is occupied. Raising the slain creature (using a Raise Dead ritual) does not destroy the spawned wraith.

STANDARD ACTIONS

⊕ Shadow Sword (necrotic) ⊕ At-Will

Attack: Melee 5 (one creature); +20 vs. Reflex

Hit: 2d8 + 7 necrotic damage, and the target is weakened (save ends).

MOVE ACTIONS

Shadow Glide ⊕ Encounter

Effect: The wraith shifts 6 squares.

TRIGGERED ACTIONS

⊖ Death Strike (necrotic)

Trigger: The wraith drops to 0 hit points.

Effect (No Action): The wraith shifts 4 squares and makes a melee basic attack, dealing 2d8 extra necrotic damage on a hit.

Skills Stealth +20

Str 14 (+10)

Dex 24 (+15)

Wis 12 (+9)

Con 18 (+12)

Int 11 (+8)

Cha 24 (+15)

Alignment chaotic evil Languages Common

character who makes a DC 23 Arcana check realizes that the powerful magic holding the Shadow Tomb within its extradimensional space inhibits the use of the Planar Portal ritual and similar effects.

Although the archways might seem like exits to the players, the blind Devourer is the only exit. See the statistics blocks for these traps. The only way out of the area is through the mouth of the blind Devourer (see page 65).

THE FALLEN

The bodies strung up within the web of black chains are adventurers who came to the Shadow Tomb and failed. These corpses have hung here for weeks or more, putting them past the reach of a Raise Dead or Speak with Dead ritual.

Any character who ascends the chains to search the bodies can make a DC 18 Perception check to find a scribbled journal within the cloak of one of the

dead. This journal describes how the corpse's group encountered a different eldritch engine in the Feywild similar to that found by the characters in the Garden of Graves. This group traced the engine's flow of energy to the Shadowfell, but the journal contains no record of how they arrived here or what this place is.

Any search of the bodies notes an absence of magic items, including one wearing plated gauntlets and boots but no armor, and another with an empty scabbard. See location 11 for more information.

THE ARCHWAYS

It's easy for the characters to get the idea that each of the ten archways around the perimeter of this area leads out of the chamber—and that's just what Acererak wants them to think, at least at first.

The characters gain the XP for this trap when all members of the party have exited location 1.

Perilous Archways

Level 14 Obstacle

Trap

XP 1,000

A featureless white mist roils within each of the stone archways set around the chamber.

Trap: Acererak has laid this trap for adventurers who have studied the lore of the Tomb of Horrors and who hope to unravel the workings of what they assume are teleportation circles.

Perception

◆ DC 18: A character notes recent footprints leading into and out of arches 1, 2, 6, 8, and 9. These arches are the ones through which the Raven Queen's servants passed before they deduced that the blind Devourer marks the real exit from this area.

Additional Skill: Arcana

◆ DC 18: Teleportation magic suffuses each of the arches.

Special

If any character steps within 5 feet of an arch, three of its stones glow with a pulsing blue-white light—one at the lower left, one at the lower right, and one at the apex. This effect is of no consequence. (Touching the glowing stones also has no effect, but feel free to roll dice each time as if it does.)

Do not place the numbers of the arches on the map or indicate them to the players. The fact that every second arch teleports a character is the only clue hinting at the blind Devourer's true nature.

Trigger

The trap is triggered each time a character steps through an archway. None of the arches offers an exit from this chamber. Instead, each archway is a magic trap whose effects are noted below. Except as indicated, an archway affects a character the same way each time he or she steps through it. A character who cannot be affected by a particular archway (for example, a character with no magic items who steps through archway 5) instead takes 2d10 damage. An even-numbered archway teleports the character directly into the blind Devourer's open mouth, triggering its attack. See the blind Devourer trap statistics block.

Portal Effects

See the Portal Effects table below.

Portal Effects

- 1 The character ages, causing him or her to become weakened and slowed. A Remove Affliction ritual reverses this effect, and the effect slowly wears off after the character reaches his or her third milestone after aging. A character who steps through the archway multiple times in the hope of reversing the effect might well drop dead of old age at your whim. The aging effect could equal one-third of a character's normal life span.
- 2 The character takes damage equal to his or her healing surge value and is teleported to the blind Devourer.
- 3 The character's number of healing surges is reduced by one as long as he or she remains within the Shadow Tomb. If the character enters this archway multiple times, the effect is cumulative.
- 4 The character's size is reduced one category (minimum Tiny), and he or she is teleported to the blind Devourer. The character's normal-sized gear and clothing is scattered around the Devourer. This effect can be undone with a Remove Affliction ritual, or if the character steps through this archway again while not carrying any gear. A smaller creature's ability to use its normal equipment and weapons is left to your discretion, but Tiny creatures have limitations in combat (*Player's Handbook*, page 282).
- 5 The character has a magic item (your choice) teleported to location 11.
- 6 The character's mundane clothing and armor are destroyed. The characters' magic armor, shield, and clothing are teleported to location 11. The character is teleported nude (but with weapons and other gear) to the blind Devourer.
- 7 The character becomes dominated (save ends), and he or she attacks allies until the condition ends.
- 8 The character falls unconscious until the start of his or her next turn and is teleported to the blind Devourer. At the start of the next encounter, the character falls unconscious (save ends).
- 9 The character's head turns into that of a donkey. His or her armor and clothing is modified as necessary, and the character can speak, but the speech is interspersed with brays. Only a Remove Affliction ritual can undo this effect. If the character steps through the arch multiple times in the hope of reversing the effect, the ritual must be performed that same number of times.
- 10 The character is teleported to the blind Devourer and is afterward overcome by the pervasive feeling that something about his or her person or gear has changed. Aside from this feeling, the archway has no effect.

Blind Devourer

Trap

Level 15 Lurker

XP 1,200

The fiendish visage carved into the floor stares up with blank eyes, the blackness of its mouth seeming to draw in all light.

Trap: The featureless black mouth of the blind Devourer is a trap that conceals the only exit from this chamber.

Perception

◆ DC 18: The character can see multiple signs of metal scrape marks at the edge of the blind Devourer's mouth, as if armored characters had carefully lowered themselves into it.

Additional Skill: Arcana

◆ DC 18: The character recognizes that the mouth of the blind Devourer is a fixed sphere of darkness, much like a sphere of annihilation (*Dungeon Master's Guide*, page 93).

Additional Skill: Arcana, History, or Religion

◆ DC 23: The character recognizes that this imagery is wrong—although the green diabolic face is Acererak's most infamous symbol, it has never before been pictured with its eyes closed.

Special

Until the sphere of darkness is disabled (see Countermeasures), the blind Devourer radiates no teleportation magic.

Trigger

When a creature enters the blind Devourer's mouth, the trap attacks.

Attack

Opportunity Action **Melee 0**

Target: The creature that triggered the trap.

Attack: +18 vs. Fortitude

Hit: 4d6 + 5 damage, and ongoing 10 damage (save ends). A creature reduced to 0 hit points by the sphere's damage is destroyed and reduced to a pile of fine gray dust.

Countermeasures

- ◆ A character can make a DC 23 Athletics check to climb out of the blind Devourer's mouth. Up to two characters adjacent to the mouth can aid this check.
- ◆ The sphere of darkness cannot be controlled or destroyed, but it can be disabled temporarily in the course of activating the exit from this location. A character can make a DC 25 Athletics check or make a melee weapon attack vs. AC 31 that deals 10 or more damage to break the carved stone of one of the Devourer's blind eyes. The character who breaks the stone takes 1d10 damage from arcane feedback, but the sphere is disabled while the Devourer's open eye is revealed. The stone that covers the area magically re-forms, restoring the blind eye in 1 round.
- ◆ If two characters break both eyes simultaneously, neither character takes damage, the sphere of annihilation is disabled for 1 minute, and a portal opens beneath it. Characters who lower themselves into the Devourer's mouth drop 20 feet into location 2, taking falling damage as normal. Characters can lower a rope down to avoid this damage, but the rope is severed when the sphere of annihilation reactivates.

FEATURES OF THE AREA

Illumination: Dim light from the glowing runes and the mist in the archways.

Ceiling: The ceiling is 20 feet high.

Chains: Raw necrotic essence seeps like blood from chains bolted into the stone of the ceiling, hanging to

form a dripping web around the chamber. The lowest chains descend to 20 feet above the floor.

The chains can be reached by flying, by climbing the wall between the arches (DC 25 Athletics), or by throwing a rope and grappling hook (DC 15 Athletics or Acrobatics).

Whenever a creature ends its turn within the chains, it takes 1d10 necrotic damage and is slowed until the start of its next turn. Moving through the chains requires a DC 12 Acrobatics check or Athletics check.

Freeing a body from the chains requires three DC 18 Strength checks or Thievery checks in any combination.

False Portal Archways: These stone archways are filled with a roiling white mist that blocks any sight of what lies beyond. Players or characters familiar with the original adventure might try to determine the function of these arches, but they do so in vain. See the trap statistics block for information.

Necrotic Essence: Pure necrotic essence pools to a depth of 1 inch where it drips from the chains above. These areas are haunted terrain (page 48). Whenever a creature enters or starts its turn in the necrotic essence, it takes 1d10 necrotic damage and is slowed until the start of its next turn.

Portal Archways: Each archway fronts a 5-foot deep alcove filled with white mist, and its walls, floor, and ceiling are made of smooth stone. Characters not teleported as part of an archway's effect can feel their way around the alcove, but the mist provides total concealment. A character who lingers within one of these archways takes 1d10 damage at the start of each of his or her turns.

The Blind Devourer: This graven image of a great green devil's face is recognizable to any players or characters familiar with the original adventure. The face's mouth is a well of utter darkness, and its blind eyes stare upward. See the trap statistics block for more information.



1 SQUARE = 5 FT.

ENCOUNTER S2: TAPESTRIES OF TIME

Encounter Level 14 (5,300 XP)

SETUP

- 1 nighthaunt shrine (S)
- 3 nighthaunt whisperers (W)

This empty feast hall offers a mocking obeisance to the heroes who hunt Acererak—and a deadly threat. The characters enter the room from location 1 through a portal that opens into the alcove along the east wall. This encounter is designed to be played out using half of one side of the poster map.

When the characters can see into this area, read: *A great feast hall stands shrouded in shadow, and a fire pit blazes with a bright white flame. A number of high tables are scattered throughout this area, each set with fine silver and porcelain plates and heaped high with succulent roast meats and sweet fruit. Brightly colored tapestries hung along the walls and between the tables display scenes of battle, with hundreds of heroes of a dozen races rendered in life-sized detail—all of them swarmed by swirling shadows as they fight for their lives.*

History Check

DC 18: *The armor and livery of many of the tapestries' heroes seems out of date. Those ancient warriors fight beside others whose gear and garb is entirely contemporary.*

Perception Check (for characters who state that they are studying the tapestries)

DC 23: *In the tapestry nearest to the entrance, something catches your eye—a shadar-kai warrior wearing the sigil of the Raven Queen seen on the bodies in the tower in Moil.*

The blind Devourer in location 1 destroyed this shadar-kai, so his body was not teleported to the chains in that area when he died.

As soon as the first character reaches the center of the chamber, the guardian creatures here attack.

When the creatures attack, read:

The white flame of the fire pit suddenly dims, a haze of smoke and darkness rising to take the form of four shrieking creatures. Their indistinct forms take to the air on wings of shadow as they attack.

TACTICS

The nighthaunt shrine targets heavily armed defenders or strikers with *terrifying vision*, knocking a character into reach of a tapestry if possible. It uses *Shadowfell taint* to hinder one or more ranged

Nighthaunt Shrine (S)		Level 14 Elite Controller (Leader)
Medium shadow humanoid (undead)		XP 2,000
HP 182; Bloodied 91	Initiative +9	
AC 28, Fortitude 24, Reflex 26, Will 28	Perception +12	
Speed 4 (clumsy), fly 8 (hover)	Darkvision	
Immune disease, poison; Resist 15 necrotic, insubstantial;		
Vulnerable 10 radiant		
Saving Throws +2; Action Points 1		
TRAITS		
☠ Death Shield ♦ Aura 3		
Undead allies and shadow allies within the aura gain a +2 bonus to all defenses.		
STANDARD ACTIONS		
⊕ Claw Touch ♦ At-Will		
Attack: Melee 1 (one creature); +15 vs. Reflex		
Hit: 1d8 + 1 damage, or 3d8 + 3 while bloodied.		
✱ Life Leak (necrotic) ♦ Recharge [E]		
Attack: Area burst 5 within 10 centered on a bloodied enemy (enemies in burst); +16 vs. Fortitude		
Hit: 4d6 + 6 necrotic damage.		
Miss: Half damage.		
Effect: Each undead ally or shadow ally in the burst gains 20 temporary hit points.		
MINOR ACTIONS		
☞ Terrifying Vision (fear, gaze, psychic) ♦ At-Will (1/Round)		
Attack: Ranged 5 (one creature); +18 vs. Will		
Hit: 2d6 + 5 psychic damage, and the nighthaunt shrine pushes the target 1 square and knocks it prone.		
✱ Shadowfell Taint (necrotic, zone) ♦ Encounter		
Effect: The nighthaunt shrine creates a zone in an area burst 1 within 10 that lasts until the end of the shrine's next turn.		
Squares within the zone are totally obscured and block line of sight for creatures that do not have darkvision. A creature that starts its turn within the zone takes 10 necrotic damage.		
Sustain Minor: The zone lasts until the end of the shrine's next turn. In addition, it can use a move action to move the zone 5 squares.		
Skills Insight +17, Stealth +14		
Str 13 (+8)	Dex 14 (+9)	Wis 21 (+12)
Con 10 (+7)	Int 16 (+10)	Cha 20 (+12)
Alignment evil		Languages Common

attackers at the edge of the fray, as it targets closer foes with its *claw touch*.

The nighthaunt whisperers stay in motion to become invisible with *shadow wing*, then use *night's embrace* and *night's fell kiss*, leaving a stunned creature within reach of the tapestry.

FEATURES OF THE AREA

Illumination: The fire pit sheds bright light throughout the area.

Ceiling: The ceiling is 30 feet high.

Fire Pit: Though it burns white, this magical fire consumes the raw essence of the Shadowfell. Whenever a creature enters or starts its turn in the fire pit, it takes 2d10 fire and necrotic damage.

3 Nighthaunt Whisperers (W) **Level 12 Lurker**
 Medium shadow humanoid (undead) XP 700 each

HP 65; Bloodied 32 Initiative +14
 AC 26, Fortitude 22, Reflex 24, Will 23 Perception +8
 Speed 4 (clumsy), fly 8 (hover) Darkvision
 Immune disease, poison; Resist 10 necrotic, insubstantial;
 Vulnerable 10 radiant

TRAITS

☼ **Death Whisper** (fear, necrotic) ◆ **Aura 2**
 Any enemy within the aura takes a -2 penalty to Will, and at the start of its turn it takes 5 necrotic damage.

Shadow Wing
 If the whisperer moves at least 8 squares on its turn, it becomes invisible until the start of its next turn.

STANDARD ACTIONS

⊕ **Claw Touch** ◆ **At-Will**
 Attack: Melee 1 (one creature); +16 vs. Reflex
 Hit: 2d6 + 4 damage.

⊕ **Night's Embrace** ◆ **At-Will**
 Effect: The whisperer uses *claw touch* twice. If both attacks hit the same target, the target is grabbed. The whisperer can grab only one creature at a time.

⊕ **Night's Fell Kiss** (necrotic) ◆ **Recharge** when the whisperer uses *shadow wing*

Primary Attack: Melee 1 (one creature); +16 vs. Reflex
 Hit: 2d6 + 4 damage.

Effect: The whisperer shifts up to 2 squares, sliding the creature it has grabbed with it. If the whisperer ends this movement adjacent to no other enemy aside from the grabbed target, it makes the following secondary attack against the creature.

Secondary Attack: Melee 1 (one creature); +15 vs. Will
 Hit: 2d6 + 4 necrotic damage, and the target is stunned (save ends).

Skills Stealth +17
 Str 19 (+10) Dex 22 (+12) Wis 15 (+8)
 Con 16 (+9) Int 14 (+8) Cha 20 (+11)
 Alignment evil Languages Common

Tables: Each table is tall enough that a Small creature can move under it and gain cover. It costs 2 extra squares of movement for a creature to hop up onto a table. A creature can make a DC 10 Strength check to tip over a table, which then grants superior cover.

The fine silverware and porcelain dishes weigh 100 pounds in total and appear to be treasure worth 4,000 gp. They become worthless junk if removed from the Shadow Tomb.



Eternal Tapestries **Level 15 Blaster**
 Trap XP 1,200

The tapestries hanging throughout the room have the ability to pull creatures into their scenes.

Trap: These magic tapestries are the last resting place for hundreds of heroes that Acererak has slain.

Perception
 ◆ DC 18: A character can see the tapestries begin to move.

Additional Skill: Arcana
 ◆ DC 18: The entire chamber radiates magic, but the character notes a flow of arcane energy that indicates the tapestries can animate.

Initiative +2

Trigger
 When a character enters the area, the trap activates and rolls initiative. The trap continues its attacks until the tapestry is entirely destroyed or until all the characters exit this area.

Attack
Standard Action **Melee 1**

Target: Each living creature within reach.
Attack: +18 vs. Reflex

Hit: The target takes ongoing 10 damage and is slowed (save ends). *First Failed Saving Throw:* The target is immobilized instead of slowed (save ends). *Second Failed Saving Throw:* The target and its gear are drawn into the tapestry, becoming part of the lifelike image there in one of the 5-foot sections. The target is treated as petrified, and can be restored to life with the Remove Affliction ritual. The section of tapestry the character is bound into can be cut to carry it.

Countermeasures

- ◆ As an immediate interrupt, a character can make a DC 15 Acrobatics check to minimize the tapestry's attack. With a successful check, the character is slowed only until the start of his or her next turn.
- ◆ A character can attack the tapestry to destroy part of it. Each 5-foot section of the tapestry has AC 29, other defenses of 27, and 10 hit points. A section of tapestry caught by an area attack takes damage to each of its squares.

Acererak's twisted sense of humor grants the characters a boon in this chamber. The food set out is magical in nature, granting the benefit of having taken an extended rest to any character who spends 5 minutes eating it. A character must make a DC 23 Arcana check to confirm the food's power. Each character can make use of this effect only once.

Tapestries: The fine tapestries hang to within 5 feet of the floor, but their magic draws living creatures into their eternal tableau. See the trap statistics block for details.

The heroes depicted in these scenes of battle are a sampling of those who have fallen to Acererak's cunning over long centuries. Each of the heroes depicted here (including the shadar-kai) are beyond the reach of a Raise Dead or Speak with Dead ritual.

ENCOUNTER S3: BLACK WELL

Encounter Level 15 (6,200 XP)

SETUP

The characters must run a dangerous gauntlet of hazards and traps to descend deeper into the Shadow Tomb.

When the characters can see into this area, read:

This chamber collapses into a great chasm, and a steady outpouring of black necrotic sludge flows over the edge from great cracks in the walls. A greater torrent jets out from faults in the rough rock of the chasm, falling as a hissing curtain of necrotic rain.

Show the players **The Black Well** (page 81).

Twenty feet down from the top of the chasm, the stone walls are completely obscured by the fall of necrotic rain.

When a character descends the chasm, or if a bright light source is dropped down from above, read:

Rough ledges jut out from the chasm's walls as the necrotic rain falls 70 feet to fill a wide pool. Above the surface of the pool, a circular slab of white stone is set with four trapdoors, each one bearing the Devourer's face in dark colors.

Descending the chasm is most easily done by flying or climbing down a rope anchored by characters above. A character descending on a rope is held 1 square away from the chasm wall and the fall of necrotic rain. Any attempt at descent is made perilous by the crumbling stone ledges and the black rain's magic. See the hazard statistics blocks for details.

THE WAY OUT

All four trapdoors are false and trapped (see the "Warded Doors" statistics block). The real exit is located halfway down the chasm, 10 feet above a ledge and behind the fall of necrotic rain. Characters can detect this exit only from the ledge beneath it.

Perception Check (made from the ledge)

DC 13: *The rough ledge shifts beneath your feet. Though it holds your weight, it likely won't for long.*

DC 23: *Some 10 feet above the ledge, the steady hiss of black rain echoes strangely.*

A character can use a suitably long object to prod the wall behind the black rain, revealing the opening.

If the ledge beneath the exit collapses, the characters must descend on ropes or by flying—first

Crumbling Ledges

Hazard

Level 16 Warden

XP 1,400

Open ledges of crumbling stone offer the only access to the chasm below.

Hazard: A character moving on a stone ledge triggers a collapse.

Perception

◆ **DC 13:** A character feels the rock of the ledge shift with any movement.

Trigger

The hazard attacks when a creature enters one of the ledges (the spaces marked X on the map).

Attack

Immediate Reaction Melee

Target: The creature that triggered the hazard.

Attack: +19 vs. Reflex

Hit: The ledge collapses. The target drops to the bottom of the chasm, takes falling damage (based on the elevation of the ledge the character is on) and lands in the shadow pool.

Miss: The ledge collapses. The target returns to the last space it occupied adjacent to the ledge and ends its movement.

Effect: The collapsed ledge remains an open area.

Countermeasures

- ◆ A character adjacent to a ledge can make a DC 23 Athletics check or Thievery check as a standard action to trigger the hazard in that location, intentionally collapsing the ledge.
- ◆ A character can make an Athletics check to jump away from a crumbling ledge (DC 10 per square, or DC 5 with a running start) to a place of safety.
- ◆ A Small or smaller character gains a +2 bonus to Reflex against the hazard's attack.
- ◆ At your discretion, a character who reduces his or her weight by dropping armor and other gear gains a +1 bonus to Reflex against the hazard's attack.

searching for, then passing through the open portal. Whenever a character moves through the black rain, he or she takes 1d10 necrotic damage.

FEATURES OF THE AREA

Illumination: Darkness.

Black Stream: Necrotic essence escapes from cracks in the walls and flows across the floor. Whenever a creature enters a black stream or starts its turn in one, it takes 2d10 necrotic damage and is slowed until the start of its next turn.

Hidden Passage: This passage is hidden behind the fall of necrotic rain, 10 feet above the nearby stone ledge.

Necrotic Rain: The fall of necrotic rain blocks any view of the chasm walls (including the hidden passage). The necrotic rain is a hazard for characters descending into the chasm (see the statistics block). Whenever a creature starts its turn in a square of necrotic rain, it takes 3d10 necrotic damage and is slowed until the end of its next turn.

Necrotic Rain

Hazard

Level 17 Elite Obstacle

XP 3,200

A hissing curtain of necrotic rain flows down the walls of the chasm.

Hazard: Deadly tendrils lash out from within the necrotic rain.

Perception

◆ DC 13: The necrotic rain twists in unnatural patterns as it falls.

Additional Skill: Arcana

◆ DC 20: Within the black rain, the character detects tendrils that are sensitive to the presence of living creatures.

Trigger

When a living creature descends more than 10 feet into the chasm (most likely by flying or by climbing down a rope), the hazard attacks at the start of each of the creature's turns.

Attack ◆ Necrotic**Standard Action** Melee**Target:** The creature that triggered the hazard.**Attack:** +20 vs. Reflex

Hit: 2d8 +6 necrotic damage. Shadowy tendrils pull the target 1 square toward the wall of the chasm. A character pulled against the wall is drawn into the fall of necrotic rain.

Countermeasures

- ◆ A flying character can make a DC 20 Acrobatics check or Athletics check as an immediate interrupt to partially evade the tendrils' attack. On a successful check, the character takes half damage and is not pulled toward the wall.
- ◆ A character descending on a rope cannot evade the attack. A character at the top of the rope can make a DC 23 Athletics check as a standard action to evade the pull. Up to two other characters can aid the character making this check.

Shadow Pool: At the bottom of the chasm, the necrotic rain collects in a 10-foot-deep pool. This area is haunted terrain (page 48). Creatures in the pool must make a DC 15 Athletics check to swim through the liquid. Whenever a creature enters the pool or starts its turn there, it takes 3d10 necrotic damage and is dazed until the end of its next turn.

Warded Doors

Trap

Level 17 Warder

XP 1,600

An arcane glyph set in the door blasts you with its power.

Trap: Each of the four doors at the bottom of the chasm is trapped with a greater glyph of warding.

Perception

◆ DC 20: A character notices the faint outline of an arcane glyph pulsing within the Devourer's mouth.

Additional Skill: Arcana

◆ DC 20: A character identifies a glyph of warding. This provides a +2 bonus to Thievery checks made to disable that particular glyph.

Trigger

When a creature tries to open a door or pick its lock, the door's glyph activates and explodes.

Attack ◆ Acid, Fire, Necrotic, or Poison**Immediate Reaction** Close burst 3**Target:** Each creature in burst**Attack:** +20 vs. Reflex**Hit:** Each door features a different glyph.

Red: 6d8 fire damage, and ongoing 5 fire damage (save ends).

Yellow: 6d8 acid damage, and the target gains vulnerable 5 to all damage (save ends, -5 penalty to saving throws against this effect).

Green: 6d8 poison damage, and the target is slowed (save ends, -5 penalty to saving throws against this effect).

Gray: 6d8 necrotic damage, and the target loses a healing surge.

Countermeasures

◆ A character adjacent to one of the doors can make a DC 28 Thievery check to disable its glyph.

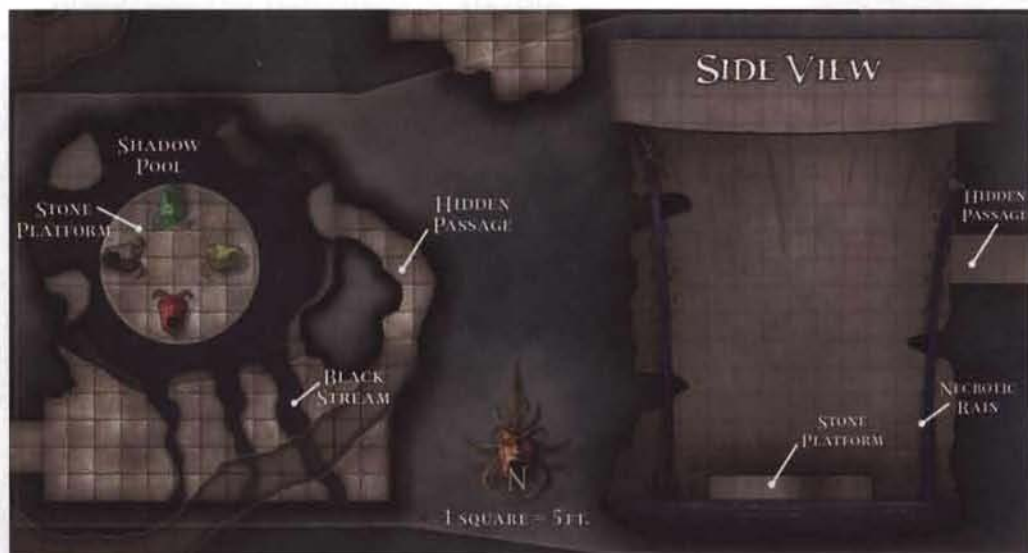
Special

The characters receive 400 XP for each of the glyphs they either activate or disable. The full award of 1,600 XP applies only if they affect each of the four glyphs before they exit this location.

Stone Platform: The circular slab of stone into which the warded doors are set is a solid surface placed in the shadow pool.

Stone Trapdoors: Images of the Devourer are carved into each warded door in dark shades of red, yellow, green, and gray. The wide-open mouth of each Devourer is black-painted stone. These false trap-

doors are locked (DC 25 Thievery check to open) and trapped (see the "Warded Doors" statistics block for details).



ENCOUNTER S4: FEYWILD RUIN

Encounter Level 15 (6,600 XP)

SETUP

- 1 quickling blademaster (B)
- 2 quickling zephyrs (Z)
- 2 terror scarab swarms (T)

Beyond the door, a decaying laboratory is being ransacked by a pack of Feywild explorers.

When the characters can see into this area, read: *A laboratory stands in a rotting shambles. Sheets of red-gray mold line the walls, and an oily black fungus is consuming the remains of a few large tables. Three stone vats stand within the room, one filled with mold.*

The quicklings have passed into this area through the portal in location 9. Have them make a single passive Perception check to hear the characters (automatic unless the characters are using Stealth). If the characters enter the laboratory unnoticed, they gain surprise.

Do not place the terror scarab swarms until they attack (see “Features of the Area”).

TACTICS

The quickling blademaster darts through the characters making *blademaster strikes* and using *fey strike* to reorient itself if cornered.

The quickling zephyrs use *blinding speed* when they can, using *short sword* to strike with combat advantage while invisible.

Each terror scarab swarm attacks the first character who ends his or her turn adjacent to the vat they occupy during the first or second round of combat. Otherwise, they emerge in the third round and attack the nearest character or characters.

DEVELOPMENT

When only one quickling remains alive, it flees through the open secret door (provoking an attack from the hanging mold). The quickling's climb speed allows it to bypass the pit by darting along the wall above it, after which it flees through the portal at location 9.

FEATURES OF THE AREA

Illumination: The quicklings brought torches into the laboratory and placed them in wall sconces, filling that area with bright light. The pit corridor is dark.

Ceiling: The ceiling is 15 feet high.

Black Fungus: The black fungus on the laboratory floor and in the vat has a rank odor but is harmless.

Fungus Pit Hazard

Level 13 Obstacle
XP 800

An open pit 10 feet deep and 30 feet long fills the passageway ahead, a thick layer of dripping yellow-green fungus covering its floor.

Hazard: The ruin of an ancient trap is made more deadly by the presence of a hazardous mold.

Perception

◆ DC 18: Nearly hidden beneath the fungus, a field of wide-spaced rusted spikes thrusts up from the floor of the pit.

Trigger

The hazard attacks when a creature moves into the fungus field, or when a creature fails an Athletics check as indicated in “Countermeasures.”

Attack

Opportunity Action Melee

Target: Each creature in the pit when the hazard is triggered.

Primary Attack: +16 vs. Fortitude

Hit: The fungus erupts as a cloud of toxic spores: 4d8 poison damage, and the target is knocked unconscious (save ends). An unconscious character in the pit falls prone, whereupon the spikes make a secondary attack.

Secondary Attack: +18 vs. AC (an unconscious target takes a -5 penalty to AC); 2d10 damage. On a critical hit, the target also loses a healing surge.

Countermeasures

- ◆ Before entering the pit, a character can announce the intent to hold his or her breath. Doing so grants a +2 bonus to Fortitude against the hazard's primary attack.
- ◆ With a running start, a character can make a DC 30 Athletics check to jump the pit. On a failed check, a character falls prone in the pit, taking 3d10 damage and triggering the hazard.
- ◆ A character can make a DC 25 Athletics check to climb the walls above the pit. On a failed check, a character falls prone in the pit, taking 2d10 damage and triggering the hazard.
- ◆ A character can attempt to cross the pit on a rope, but the corridor offers nowhere to anchor it. Two characters on opposite sides of the pit can anchor a rope for a character to pull himself or herself across. Each anchoring character makes a DC 13 Athletics check; the moving character makes a DC 18 Athletics check. If any character fails a check, the moving character falls prone in the pit, taking 2d10 damage and triggering the hazard.
- ◆ A character can make a DC 20 Athletics check to climb out of the pit.

Special

The spikes and fungus make the bottom of the pit difficult terrain. The fungus is impervious to damage and is too wet to burn.

The characters receive the XP award after all of them traverse the pit and exit this location. They do not earn an additional reward for visiting this location more than once.

Fungus Pit: This ancient trap has become a hazard every bit as deadly as Acererak originally intended. See the statistics block for details.

Hanging Mold: Sheets of red-gray mold obscure the walls and the secret door to the southwest. A

2 Quickling Zephyrs (Z) Small fey humanoid HP 82; Bloodied 41 AC 30, Fortitude 26, Reflex 29, Will 23 Speed 12, climb 6	Level 14 Lurker XP 1,000 each Initiative +20 Perception +10 Low-light vision
TRAITS	
Combat Advantage With a successful melee attack, the zephyr deals 2d6 extra damage against any creature granting combat advantage to it, and the creature is dazed (save ends).	
Unstoppable The zephyr ignores difficult terrain and can move across any solid or liquid surface.	
STANDARD ACTIONS	
⊕ Short Sword ♦ At-Will Attack: Melee 1 (one creature); +19 vs. AC Hit: 1d6 + 9 damage.	
MOVE	
⚡ Blinding Speed (illusion) ♦ Recharge [2] [2] [2] [2] Effect: The zephyr moves up to 12 squares and becomes invisible until it attacks or until the end of its next turn.	
Skills Acrobatics +26, Bluff +13, Stealth +21 Str 12 (+8) Dex 28 (+16) Wis 17 (+10) Con 22 (+13) Int 16 (+10) Cha 12 (+8)	
Alignment evil Languages Elven Equipment short sword	

2 Terror Scarab Swarms (T) Medium shadow beast (swarm) HP 146; Bloodied 73 AC 31, Fortitude 28, Reflex 27, Will 27 Speed 8, climb 8 Resist half damage from melee and ranged attacks; Vulnerable 10 against close and area attacks	Level 15 Soldier XP 1,200 each Initiative +14 Perception +12 Darkvision
TRAITS	
⚙️ Swarm Attack ♦ Aura 1 Any enemy that starts its turn within the aura takes 7 damage plus 5 extra damage for each terror scarab swarm adjacent to the enemy.	
STANDARD ACTIONS	
⊕ Swarm of Mandibles (necrotic) ♦ At-Will Attack: Melee 1 (one creature); +18 vs. Reflex Hit: 2d10 necrotic damage, and ongoing 5 necrotic damage (save ends).	
Str 23 (+13) Dex 20 (+12) Wis 20 (+12) Con 18 (+11) Int 1 (+2) Cha 14 (+9)	
Alignment unaligned Languages –	

Quickling Blademaster (B) Small fey humanoid HP 154; Bloodied 77 AC 30 (34 against opportunity attacks), Fortitude 27, Reflex 30, Will 27 Speed 12, climb 6	Level 16 Skirmisher XP 1,400 Initiative +18 Perception +13 Low-light vision
STANDARD ACTIONS	
⊕ Short Sword (weapon) ♦ At-Will Attack: Melee 1 (one creature); +21 vs. AC Hit: 2d6 + 5 damage.	
⚡ Blademaster Strike ♦ At-Will Effect: The blademaster moves its speed. At any point during its move, the blademaster uses <i>short sword</i> twice. The blademaster cannot use this power while it is immobilized or slowed.	
Fey Strike ♦ Encounter Effect: The blademaster shifts 10 squares. If the blademaster ends the shift adjacent to a creature against which it has combat advantage, it can use <i>short sword</i> against that creature.	
MINOR ACTIONS	
⚡ Maintain Mobility ♦ Recharge [2] [2] [2] [2] Effect: An immobilized blademaster is no longer immobilized.	
Skills Acrobatics +21, Bluff +14, Stealth +21 Str 20 (+13) Dex 26 (+16) Wis 20 (+13) Con 18 (+12) Int 17 (+11) Cha 13 (+9)	
Alignment evil Languages Elven Equipment two short swords	

character can push through the mold safely by using a standard action. A creature that comes into contact with the mold in any other way is subject to an opportunity attack: +16 vs. Fortitude; on a hit, 3d8 poison damage. A 5-foot section of mold can be cut away safely as a standard action with any edged weapon.

Rubble Slope: The loose scree of this slope can be descended normally. Creatures are slowed while climbing up the slope.

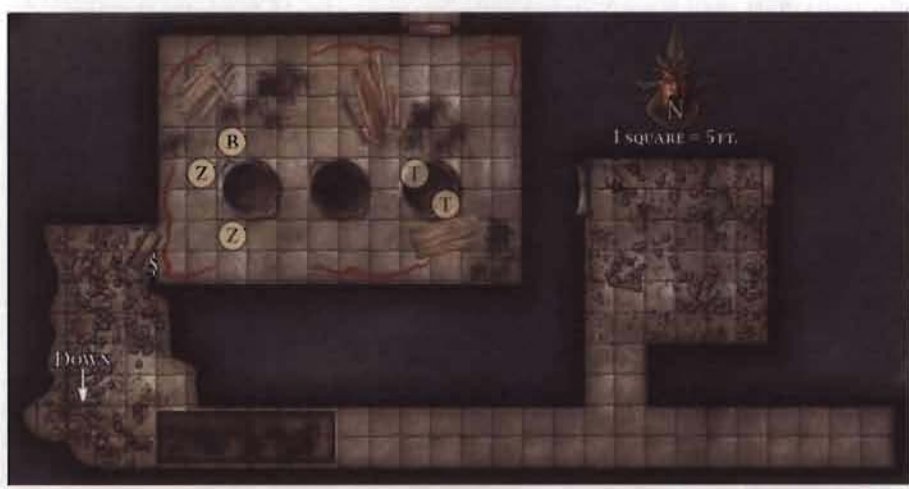
Ruined Tables: These piles of moldering wood are difficult terrain.

Secret Door: The quicklings left this door open when they entered here. A character can make a DC 20 Perception check to determine that there's an exit on the other side of the mold without disturbing the mold.

Vats: These stone vats are fixed to the floor. The westernmost vat is empty. The center one is filled

with black fungus (see above). The easternmost one contains two terror scarab swarms and one of Acererak's magic keys (see "Treasure"). The swarms are hidden within a layer of detritus until they attack.

Treasure: A mithral key with a head in the shape of a faceted gem sits in the bottom of the easternmost vat. A character must make a DC 23 Perception check to find it beneath a thick layer of detritus.



ENCOUNTER S5: DARK LABORATORY

Encounter Level 15 (6,400 XP)

SETUP

2 bodak reavers (B)

This planar adjunct of the Dead Gods' Tomb (see Chapter 4) is a focal point for the energy manipulated by Acererak's eldritch engines. The bodak reavers here are on alert, and characters who approach the north door with a light source are automatically seen. If they detect the characters, the bodaks crouch down behind the first and third vat and attempt to attack with surprise (+14 Stealth against the characters' passive Perception).

When the characters can see into this area, read:

A dark laboratory is cluttered with shelves and oversized tables strewn with equipment and scrolls. A faint haze of mist twists above three stone vats set across the chamber.

If the bodaks are not hiding, read:

Two armored bodaks stand at attention along opposite walls, raising greataxes as they lurch forward to attack.

2 Bodak Reavers (B)		Level 18 Soldier
Medium shadow humanoid (undead)		XP 2,000 each
HP 175; Bloodied 87	Initiative +16	
AC 31, Fortitude 31, Reflex 30, Will 31	Perception +17	
Speed 5	Darkvision	
Immune disease, poison; Resist 20 necrotic; Vulnerable 5 radiant		
TRAITS		
☼ Agonizing Gaze (fear, gaze, necrotic) ♦ Aura 5		
Any creature within 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.		
Death Drinker		
If a living creature drops 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.		
Radiant Sensitivity		
If the bodak reaver takes radiant damage, it can't weaken a target until the end of its next turn.		
STANDARD ACTIONS		
⊕ Greataxe (necrotic, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +23 vs. AC		
Hit: 1d12 + 6 damage (crit 2d12 + 18) plus 1d8 necrotic damage, and the target is dazed and weakened (save ends both).		
☞ Death Gaze (gaze, necrotic) ♦ Encounter		
Attack: Ranged 10 (one living creature); +20 vs. Fortitude		
Hit: If the target is weakened, it drops to 0 hit points. Otherwise, the target takes 1d6 + 6 necrotic damage and loses a healing surge.		
Str 22 (+15)	Dex 21 (+14)	Wis 16 (+12)
Con 23 (+15)	Int 10 (+9)	Cha 23 (+15)
Alignment evil		Languages Common
Equipment plate armor, greataxe, mithral key		

TACTICS

A bodak reaver uses *greataxe* on lightly armored characters, hitting weakened foes with *death gaze*. The reavers stay in the thick of combat to maximize the effect of *agonizing gaze* and *death drinker*.

Planar Vats Level 15 Blaster
Hazard XP 1,200

Two great stone vats are filled with whirlpools of roiling eldritch energy.

Hazard: The planar essence within the outer vats is disturbed by the presence of living creatures.

Perception

♦ DC 18: A character who approaches either vat notices an increase in the agitation of the energy within it.

Additional Skills: Arcana, Nature, Religion

♦ Arcana DC 18: The eldritch essence reacts to the presence of living creatures in the laboratory.

♦ Nature DC 18: The green whirlpool in the western vat is the raw planar essence of the Feywild.

♦ Religion DC 18: The black whirlpool in the eastern vat is the raw necrotic essence of the Shadowfell.

Trigger

The trap activates and rolls initiative 5 rounds after the first living creature enters the area.

Attack

Standard Action Ranged sight

Target: Each vat targets two living creatures within the laboratory (determined randomly). A single creature can be targeted by both vats in the same round.

Attack: +20 vs. Reflex

Hit: Tendrils of eldritch energy wrap around the target. On a hit, the Feywild vat deals 3d8 damage, and the target is dazed (save ends). On a hit, the Shadowfell vat deals 3d8 necrotic damage, and the target is slowed (save ends).

A target that is hit by both the Feywild vat and the Shadowfell vat in the same round is subject to a secondary attack:

Secondary Attack: +22 vs. Fortitude

Hit: 2d8 damage, and the target is stunned (save ends) instead of being dazed and slowed.

Countermeasures

♦ A character can make a DC 18 Acrobatics check to evade the attack of one vat per round as an immediate interrupt. On a successful check, the character takes half damage and is not dazed or not slowed.

♦ A character can make a DC 23 Arcana check to suppress the flow of planar energy in the laboratory as a standard action. With each successful check, the hazard takes a cumulative -2 penalty to attack rolls.

♦ The hazard deactivates 2 rounds after all living creatures leave the laboratory, but can be triggered again.

Force Bridge

Hazard

Level 15 Obstacle

XP 1,200

A shimmering bridge of force covers a 30-foot-long and 10-foot-deep pit, which has hundreds of sharpened spikes set into its floor.

Hazard: The bridge of force allows Acererak's servants to cross the pit, but living creatures have a more difficult passage.

Perception

The characters cannot spot this hazard with Perception.

Additional Skill: Arcana

- ◆ DC 18: The force field is steady and should hold any creature crossing it.
- ◆ DC 23: The force field is weakened subtly by the approach of a living creature.

Trigger

The hazard attacks when a living creature has moved 1d6 squares across the force field.

Attack**Opportunity Action** Melee

Target: The creature that triggered the hazard.

Attack: +20 vs. Reflex

Hit: The force field fails under the weight of a living creature.

The target takes 2d8 force damage from the collapsing field, then falls prone in the pit and takes 3d10 damage.

Miss: The character takes 1d8 force damage but crosses the pit.

Special

If more than one character attempts to cross the pit at the same time, the hazard gains a bonus to the attack roll equal to the number of individuals attempting to cross.

The force field re-forms immediately after a creature has fallen. A character can make a DC 20 Athletics check to climb out of the pit. A character in the pit can make a DC 25 Athletics check to break through the force field. Up to two other characters inside or outside the pit can aid this check. On a successful check, the character takes 2d8 force damage but is freed. If the check fails by 5 or more, the character falls prone on the spikes, taking 1d10 damage.

Creatures in the pit have line of effect only to each other.

Countermeasures

- ◆ With a running start, a character can make a DC 30 Athletics check to jump the force bridge. On a failed check, a character triggers the hazard, which gains a +3 bonus to the attack roll.
- ◆ A character can make a DC 25 Athletics check to climb the walls above the force bridge. On a failed check, the character triggers the hazard, which gains a +3 bonus to the attack roll.
- ◆ A creature that falls while adjacent to a square of the floor on either end of the hazard can make a saving throw to catch the edge of the pit, trapping the character part of the way through the force field. A creature that ends its turn on the edge takes 2d8 force damage, but can make a DC 25 Athletics check to climb out. Up to two other characters inside or outside the pit can aid this check.

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: The ceiling is 15 feet high.

Force Bridge Pit: This ancient pit trap is covered with a bridge of force that allows Acererak's servants to pass. See the hazard statistics block for details.

Laboratory Equipment: The tables are strewn with ruined gems and pieces of failed eldritch engines. This equipment has no worth to the characters, but it can be recognized by its similarity to the fey engine in the Garden of Graves.

Secret Door: This door is closed and locked (DC 20 Perception check to notice; DC 23 Strength check or Thievery check to open). Characters who know about the door's location from Encounter S4, page 71, locate it automatically and gain a +5 bonus to the Thievery check.

Tables: A table is tall enough that a Small creature can move under it and gain cover. It costs 2 extra squares of movement for a creature to hop up onto a table. A creature can make a DC 10 Strength check to tip over a table, which then grants superior cover.

Vats: These great stone vats are fixed to the floor. The westernmost vat contains a roiling whirlpool of green planar essence tapped by the eldritch engines in the Feywild. The center vat is empty, waiting for Acererak's plans in Pluton to unfold. The easternmost vat is a whirlpool of raw necrotic essence tapped from the Shadowfell. See the hazard statistics block for details.

Treasure: One of the bodaks wears a necklace on which is strung a mithral key with a head in the shape of a skull. No check is required to locate it.



ENCOUNTER S6: BONEYARD BRIDGE

Encounter Level 14 (5,300 XP)

SETUP

2 eldritch phantoms (P)
10 ghost tormentors (T)

This vast ossuary holds the dismembered remains of the thousands of corporeal undead that were destroyed while the Shadow Tomb was being built. The characters must make their way across a perilous bridge of flesh and bone, while dealing with restless spirits guarding those who have fallen here.

When the characters can see into this area, read: *A foul ossuary is filled with shattered bones, dismembered bodies, and the stench of death. This boneyard is crossed by twisting bridges of flesh and bone rising 20 feet above it.*

Show the players **The Boneyard Bridge** (page 80).

The characters' passage along the bridge goes easy at first (see "Features of the Area"). But the guardians of this undead ossuary are watching.

When a character reaches the first junction, read: *Faint at first, an unearthly moaning begins to rise. From the boneyard, ghostly shapes take form in tight ranks, shrieking as they soar to the attack.*

Insight Check

DC 13: *The rage in these ghostly guardians goes beyond that of mindless undead. These are warrior spirits, driven by dark oaths.*



2 Eldritch Phantoms (P)		Level 12 Lurker
Medium shadow humanoid (undead)		XP 700 each
HP 68; Bloodied 34		Initiative +16
AC 24, Fortitude 24, Reflex 26, Will 24		Perception +13
Speed 0, fly 6 (hover), phasing		Darkvision
Immune disease, poison; Resist insubstantial		
STANDARD ACTIONS		
☹ Force Blast (force, necrotic) ♦ At-Will		
Attack: Ranged 5 (one creature); +15 vs. Reflex		
Hit: 2d8 + 11 force and necrotic damage, and the phantom slides the target 3 squares.		
† Ghostly Possession (charm) ♦ Recharge [E]		
Requirement: The phantom must not be dominating a creature with this power.		
Attack: Ranged 5 (one living humanoid); +15 vs. Will		
Hit: The phantom enters the target's space and is removed from play, and the target is dominated (save ends). While the target is dominated, it can attack with the phantom's at-will powers in addition to its own. When the target is no longer dominated, or when the phantom chooses to end its ghostly possession (a free action), the phantom reappears in a square of its choice adjacent to the target and uses <i>force blast</i> . This does not provoke an opportunity attack from the target.		
Str 14 (+8)	Dex 22 (+12)	Wis 15 (+8)
Con 19 (+10)	Int 15 (+8)	Cha 19 (+10)
Alignment unaligned		Languages Common

10 Ghost Tormentors (T)		Level 14 Minion Skirmisher
Medium shadow humanoid (undead)		XP 250 each
HP 1; a missed attack never damages a minion.		Initiative +14
AC 26, Fortitude 27, Reflex 26, Will 25		Perception +11
Speed 0, fly 6 (hover), phasing		Darkvision
Immune disease, poison; Resist insubstantial		
TRAITS		
☹ Faceless Dread (fear) ♦ Aura 2		
Any living creature that starts its turn within the aura takes a -2 penalty to saving throws until the end of its next turn.		
STANDARD ACTIONS		
☹ Shifting Strike (necrotic) ♦ At-Will		
Effect: The tormentor shifts 2 squares and makes the following attack.		
Attack: Melee 1 (one creature); +17 vs. Fortitude		
Hit: 11 necrotic damage, or 14 necrotic damage if the tormentor ends its move flanking the target with another tormentor.		
Str 23 (+13)	Dex 20 (+12)	Wis 18 (+11)
Con 15 (+9)	Int 14 (+9)	Cha 11 (+7)
Alignment unaligned		Languages Common

THE HONORED DEAD

Ghostly guardians protect the twisting bridge above the charnel floor, determined to keep the characters from passing.

Setup: Acererak's hold over his intelligent undead followers is undermined by his habit of disposing of his servants when he is done with them. These guardians protect the remains of slaves destroyed in the Shadow Tomb's construction, but the characters can earn their trust.

Level: 12 (XP 700).

Complexity: 1 (requires 4 successes before 3 failures).

Primary Skills: Arcana, Diplomacy, Insight, Religion.

Arcana (DC 18, standard action): The character detects protective magic imbued in the corpses here. This skill can be used to gain 1 success in the challenge.

Diplomacy (DC 23, standard action): By making entreaties to the spirits that guard this place, the character can convince them to stand down.

The Diplomacy skill can provide any number of successes in the challenge, but the characters' final success must be a Diplomacy check made to win over the guardian spirits. If the characters score a fourth or subsequent success with other primary skills, the challenge continues.

By sacrificing magic items, the characters can gain the favor of the spirits here. A character who offers a magic item to the charnel floor (a minor action) gains a bonus to his or her next Diplomacy check equal to the level of the item divided by 3. A character can gain a maximum +5 bonus to a single Diplomacy check in this way. Sacrificed items sink down within the charnel floor and are destroyed.

Insight (DC 18, standard action): The character determines that these intelligent guardians are fighting to protect the sanctity of this mass grave. This skill can be used to gain 1 success in the challenge.

Religion (DC 18, standard action): The character recognizes tokens of remembrance and protection scattered throughout the charnel floor. This skill can be used to gain 1 success in the challenge.

In addition to earning a success in the challenge, a successful Religion check provides the character with the knowledge that sacrificing magic items to the dead can increase the chance of success with Diplomacy.

Success: The characters demonstrate their respect for these guardians' fallen comrades, and they are allowed to proceed through the ossuary unhindered. Award full experience for the monsters and the hazard, in addition to the XP for the skill challenge.

Failure: The characters' failure to honor the undead enrages the guardian spirits. Each surviving creature gains a +1 bonus to attack rolls and a +2 bonus to damage rolls until the end of the encounter.

TACTICS

The eldritch phantoms use *force blast* to keep attackers at bay as they seek targets for *ghostly possession*. A dominated character uses *force blast* unless its own at-will attacks produce more forced movement, attempting to knock other characters off the bone bridge to the charnel floor below.

The ghost tormentors form tight ranks to prevent characters from advancing farther along the bone

bridge. If a character falls to the charnel floor, two ghost tormentors swoop down to attack, hindering saving throws with *faceless dread*.

Charnel Floor

Hazard

Level 12 Warder

XP 700

The shifting surface of the charnel floor swallows any who disturb it.

Hazard: A character must take care to avoid being buried within the charnel floor.

Perception

◆ DC 10: Any movement causes the charnel floor to shift.

Trigger

The hazard attacks each creature on the charnel floor at the start of the creature's turn.

Attack

Free Action

Melee

Target: A creature on the charnel floor.

Attack: +15 vs. Reflex

Hit: The target is slowed (save ends). *First Failed Saving*

Throw: The target sinks partially into the charnel floor and is restrained (save ends). *Second Failed Saving Throw:* The target slips beneath the charnel floor and falls unconscious (save ends). *Third Failed Saving Throw:* The target dies.

Countermeasures

- ◆ A conscious character who sinks partially into the charnel floor can make a DC 23 Athletics check or Acrobatics check as a standard action to clamber back to the surface. Any character not sinking into the charnel floor and adjacent to the sinking character can aid this check (a standard action).
- ◆ A character not sinking into the charnel floor can make a DC 23 Athletics check as a standard action to dig out an adjacent unconscious character. Any character not sinking into the charnel floor and adjacent to the sinking character can aid this check (a standard action).

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: The ceiling is 20 feet above the bone bridge and 40 feet above the charnel floor.

Bone Bridge: Shattered bones are lashed together with mummified flesh and rotting sinews to create a twisting 3-foot-wide bridge rising 20 feet above the charnel floor. Bone arches support the bridge at each junction and where it meets the walls.

A creature that runs, charges, or makes a double move on the bone bridge must make a DC 20 Acrobatics check or fall off. A creature that takes a critical hit or that rolls a natural 1 on a melee weapon attack loses its balance and falls, taking 2d10 damage and falling prone on the charnel floor below.

A creature on the charnel floor can make a DC 13 Athletics check to climb back to the bridge at a junction or along the wall.

Charnel Floor: A sprawling field of severed limbs, shattered skulls, dismembered skeletons, and desiccated flesh covers the floor of this cavern to a depth of 30 feet. The charnel floor is difficult terrain and a hazard. See the statistics block for details.

ENCOUNTER S7: SHADOW ENGINE

Encounter Level 18 (11,000 XP)

SETUP

1 Acererak construct (A)

The heart of the Shadow Tomb houses the eldritch engine that is the center of Acererak's plans here.

When the characters enter the corridor from location 15, read:

At the end of the corridor stands a pair of rune-scribed mithral doors. Wide keyholes in each door pulse with white light—one in the shape of a skull; the other, a faceted gem.

Arcana Check

DC 18: *The two keyholes are attuned to specific magic keys and are warded against any tampering or trespass.*

The mithral doors cannot be opened without the magic keys found in Encounter S4, page 70, and Encounter S5, page 72. Fitting both keys at the same time causes them to turn to ash as the mithral doors swing out into the corridor. A character who attempts to open the doors by any other means is subject to an attack: +21 vs. Reflex; on a hit, 2d8 damage, and ongoing 5 damage (save ends).

When the doors are opened, read:

A broad circular chamber stands beyond the open doors, its floor sunken 20 feet below. In the center of the chamber, a fantastic device hangs in midair just below the ceiling—a spinning web of platinum cables and black iron rods set with hundreds of blazing gems. A crackling pillar of eldritch power arcs down from the engine, disappearing into a teleportation circle set into the stone floor.

Show the players The Shadow Engine (page 81).

The device's resemblance to that seen in the Garden of Graves leaves no doubt that this is an eldritch engine—and another part of Acererak's dark plans. Entering this chamber is the characters' initial challenge (see "Features of the Area"). Once down, they can take their time assessing the engine. The Acererak construct appears after the first check is made in the skill challenge.

When the construct appears, read:

The pillar of eldritch energy suddenly flares brilliant white. A human skull emerges from it, floating unsupported in midair, eyes and teeth set with brilliant gems. "Defilers!" it shrieks as it rises to attack.

DESTROYING THE ENGINE

This great eldritch engine draws incalculable planar power from the Shadowfell, shunting it off to another location.

Setup: Destroying Acererak's shadow engine is the characters' most important goal in the Shadow Tomb—but they must survive long enough to do so.

Level: 18 (XP 4,000).

Complexity: 2 (requires 6 successes before 3 failures).

Primary Skills: Arcana, Religion, Thievery.

Special: The characters' actions in Chapter 1 of this adventure had far-reaching implications for Acererak's plans. If the characters disabled the fey engine in the Garden of Graves, checks in this challenge gain a +2 bonus. Likewise, the characters' actions here potentially impact Acererak's future plans; see Encounter D9, page 150.

Arcana (DC 20, standard action): The character taps into the eldritch power pulsing through the shadow engine, disrupting its flow. An Arcana check can be made from anywhere in the chamber. This skill can be used to gain 2 successes in the challenge.

Religion (DC 20, standard action): The character senses that the shadow engine is shunting planar power to Acererak's phylactery in an unknown location and can disrupt this transfer. A Religion check can be made from anywhere in the chamber. This skill can be used to gain 2 successes in the challenge.

Thievery (DC 15, standard action): The character disrupts the precise arrangement of the shadow engine's gem array. This check can be made only by a character flying adjacent to or climbing on the shadow



Acererak Construct (A) **Level 16 Solo Artillery**

Tiny natural animate (homunculus, undead) XP 7,000

HP 628; Bloodied 314 Initiative +13
 AC 29, Fortitude 28, Reflex 28, Will 30 Perception +15
 Speed 0, fly 10 (hover) Darkvision
 Immune disease, poison, sleep; Resist 10 necrotic, 10 psychic;
 Vulnerable 5 radiant
 Saving Throws +5; Action Points 2

TRAITS

Intruding Terror (fear) ◆ **Aura 2**
 Enemies within the aura take a -2 penalty to attack rolls.

Guard Area

The construct uses *drain soul* against any creature in its guarded area (see "Tactics"), even if the power hasn't recharged.

Soul Gems

The construct has four *soul gems* that can each hold the soul of one of the construct's victims. At the start of the encounter, one of the *soul gems* contains a soul. Crushing a gem after the construct is defeated releases that soul to the Shadowfell.

STANDARD ACTIONS

☞ **Shadow Ray (necrotic)** ◆ **At-Will**
 Attack: Ranged 20 (one creature); +21 vs. Reflex
 Hit: 2d8 + 11 necrotic damage.
Special: Using this power does not provoke opportunity attacks.

☞ **Shadow Ray Flurry (necrotic)** ◆ **At-Will**
 Effect: The construct uses *shadow ray* four times, each against a different target.

☞ **Drain Soul (necrotic)** ◆ **Recharge** ☞ ☞ ☞
 Attack: Ranged 5 (one creature); +21 vs. Fortitude
 Hit: The target is dazed and restrained (save ends both).
First Failed Saving Throw: The target is instead stunned (save ends).
Second Failed Saving Throw: The target dies, and its soul is trapped in one of the construct's *soul gems* until the construct is destroyed; see "Fate of Drained Souls," page 155.
Special: Using this power does not provoke opportunity attacks.

MINOR ACTIONS

Consume Soul (healing) ◆ **Recharge** ☞ ☞
 Effect: The construct expends a trapped soul from one of its *soul gems* and regains 157 hit points.

TRIGGERED ACTIONS

☞ **Soul Shriveling Pulse (fear, necrotic)** ◆ **At-Will**
Trigger: A creature fails a saving throw against *drain soul*.
 Attack (*Immediate Reaction*): Close burst 5 (enemies in burst); +19 vs. Will
 Hit: 2d6 + 12 necrotic damage, and the target takes a -2 penalty to saving throws (save ends).

Str 16 (+11) Dex 21 (+13) Wis 15 (+10)

Con 21 (+13) Int 17 (+11) Cha 24 (+15)

Alignment evil Languages –

construct gains a +2 bonus to attack rolls and to all defenses until the end of the encounter.

TACTICS

The Acererak construct flies high enough to avoid melee attacks as it uses *drain soul*. It falls back on *shadow ray flurry* only until *drain soul* recharges and as long as no creatures are in its guarded area. When a target's soul is trapped in one of the construct's *soul gems*, it uses *consume soul* as soon as possible.

The construct's guarded area is within 1 square of the suspended shadow engine, and on the floor within 2 squares of the teleportation circle. If any character is within the guarded area (including characters on or flying adjacent to the eldritch engine), the construct uses *drain soul* against him or her.

FEATURES OF THE AREA

Illumination: While it is operational, the shadow engine fills the area with bright light. When it is destroyed, the chamber is dark.

Ceiling: The ceiling is 40 feet above the floor and 20 feet above the mithral doors.

Mithral Doors: The doorway stands 20 feet above the floor. Climbing down the smooth stone wall requires a DC 23 Athletics check.

Pit Traps: Pit traps throughout the area (see page 58 for details) are meant to impede characters descending into and exploring the chamber.

Shadow Engine: This elaborate eldritch engine is a spinning web of platinum cables and blazing gems, magically suspended in midair in the center of the chamber. The bottom of the engine is 15 feet above the floor; its perimeter extends to within 20 feet from the doorway (a character can make a DC 20 Athletics check to jump to it with a running start) and 20 feet in all other directions from the center of the chamber. Once a character reaches the engine, a character can make a DC 13 Athletics check to climb along its surface.

The shadow engine's artifact-level magic makes it impervious to damage.

Teleportation Circle: This portal shunts eldritch energy from the shadow engine to Acererak's phylactery. (The demilich is presently scouting the location of his final eldritch engine in Pluton.)

The teleportation circle is shut down by the destruction of the shadow engine, but it can be reactivated with a Planar Portal or a Linked Portal ritual. See "The Exit Portal" (page 46) for information on the characters' destination.

Treasure: If the characters are successful in the skill challenge, sixteen of the gems that shower down to the floor when the shadow engine implodes remain intact—a mix of emeralds, white and black diamonds, sapphires, and rubies worth 2,000 gp each.

engine. This skill can be used to gain 2 successes in the challenge.

Success: The shadow engine collapses to the floor, cables and gems shattering as its flow of planar power is cut. If it survives, the Acererak construct takes 157 damage and loses its *consume soul* power.

Failure: The characters' attempts to disable the shadow engine succeed only in overloading it. Even though the engine is destroyed, it unleashes a burst of arcane power. Each living creature in the chamber takes 3d8 damage, and ongoing 5 damage (save ends). None of the gems of the shadow engine can be claimed as treasure. If it survives, the Acererak



The Scything Blades



The Frozen Dead



The Tortured Vestige



The Devourer



Perilous Archways



The Boneyard Bridge



The Black Well



The Shadow Engine

SKULL CITY

BY NOW, the characters have at least the first inklings of what—and perhaps more important, who—is behind everything. One way or another, whether they traveled there in search of information or found themselves transported there against their will, the characters' path leads eventually to Skull City.

Skull City's once-bustling society has largely collapsed, due in part to the actions of Acererak, leaving behind multiple squabbling factions. While in the city, the characters must navigate these different sects, perhaps allying with one against the others, as they struggle to unearth the secrets hidden within this dying community. To gain information, they need to locate and defeat the peculiar and utterly mad Moghadam, an undead entity responsible for many of the tricks and traps for which Acererak is known. In the process, the characters will explore the infamous Tomb of Horrors, which, though now largely abandoned and bereft of its array of traps, still holds the occasional hazard—and perhaps a secret or two of its own.

This chapter assumes that the characters are at about 18th level when they reach Skull City, though you can adjust this up or down to account for the abilities and tastes of your own group. (As previously mentioned, you can consider starting them a bit lower if you want to continue evoking the sense of overwhelming danger for which the original adventure was known.) This chapter also assumes that the characters have deliberately traveled here, seeking out knowledge of Acererak and his schemes. You might choose to have them appear here immediately after completing the events described in Chapter 2. See “No Rest for the Weary,” page 45, if you take this approach. In that case, the characters should begin this chapter no lower than 17th level, and you might adjust at least some of the earlier encounters accordingly.





Founded by an order of necromancers and raised around the site of the legendary Tomb of Horrors, Skull City was never a part of Acererak's overall plan for power. The demilich made good use of the enclave and its inhabitants as long as it suited him—only to disown them and the tomb as his new plans for godhood took shape. The city, the Abandoned Tomb, and the secrets it holds are instrumental in the characters' fight against the demilich.

BACKGROUND

In years past, a group of heroes overthrew Acererak's plots by destroying the demilich and his phylactery. The phylactery, a large gem, held not only Acererak's soul but the souls of thousands of victims that would fuel his apotheosis—the ritual by which the demilich sought control over the power of undeath. This band of adventurers quailed at the prospect of consigning to oblivion the innocent souls Acererak had claimed. As a result, they undertook a ritual of their own as the phylactery was shattered, safely sending its fragments to the Shadowfell so that the souls trapped within it could pass on in peace.

Through this act of pity, Acererak's evil endured.

Before his destruction, the demilich had so nearly completed his plans that his soul had commingled with the souls captured within the phylactery. When its fragments scattered to the Shadowfell, the demilich's consciousness scattered with them—but it was not wholly destroyed. For uncounted years, this consciousness was without form, but in the end, the blind burning hatred that is Acererak took shape within a single fragment of the great gem. From this fragment, the phylactery and its master were reborn.

Over the years of Acererak's broken exile, Skull City and the Black Academy (see "Factions of Skull City," page 86) played a significant part in his process of restoration. Originally designed to shunt the souls of those it killed to the demilich's phylactery, the Tomb of Horrors instead sent that energy to the scattered fragments of the gem—each a part of Acererak's consciousness, which drank deep of that power.

Refusing to believe that Acererak had been destroyed, the necromancers of Skull City actively encouraged new generations of would-be heroes to seek out the tomb. Many of these adventurers foolishly believed that the demilich's downfall meant easy pickings of his remaining wealth. The hundreds that died screaming in that darkness gave Acererak the strength he needed to restore himself to physical form. By the time he was reborn in the Shadowfell, Acererak had spent years dwelling on the failure of his apotheosis, and he had already sown the seeds of a more daring and dangerous plan.

WHAT THE CHARACTERS KNOW

After the events of Chapter 2, the characters' knowledge of Acererak's plots is incomplete—perhaps frustratingly so for players familiar with the demilich and the original adventure. If your group contains such players, don't ask them to feign ignorance as they roleplay. Stress that in the world of the campaign, Acererak was categorically destroyed in the aftermath of those backstory adventures, and no sign of his evil has been seen or heard since.

By the end of this chapter, the characters should discover the whole truth of what befell the demilich, the story of how he survived his apparent destruction, and the full extent of his plots.

GETTING STARTED

Like the previous chapters, this section of the adventure is meant to be separated from what precedes it by other encounters of your own choice or design. If you choose to run this chapter immediately after "The Tomb of Shadows," you will need to reorder the events and encounters of this chapter to suit that alternate path. You have any number of ways to bring the characters into this stage of the adventure; the hooks below outline two broad approaches.

HOOK: THE SEARCH FOR SKULL CITY

If you want to break up the action between Chapters 2 and 3, the exit portal in the Shadow Tomb takes the characters back to a location of your choice in the mortal realm. The characters have the first clues connecting Acererak to the Shadow Tomb and the Garden of Graves, and any search they do for more information regarding the demilich leads them to Skull City and the legendary Tomb of Horrors.

This search can form the spine of whatever adventures you choose to play between Chapters 2 and 3; see "Future Adventures," page 46, for more information. Chapter 3 starts when the characters arrive at Skull City; go to page 86 for details.

QUEST: ARRIVE AT SKULL CITY

18th-Level Minor Quest (2,000 XP)

The characters complete the quest if they reach Skull City.

QUEST: DESTROY MOGHADAM

18th-Level Major Quest (10,000 XP)

The characters complete the quest if they destroy Moghadam, claim the artifact *Ruinblade*, and uncover the truth behind Acererak's plots.

HOOK: STRAIGHT TO THE TOMB

If you are playing Chapters 2 and 3 back to back, the exit portal in the Shadow Tomb takes the characters to location 3 in the Abandoned Tomb. (Players who know the tomb might panic at this outcome, especially with their resources as depleted as the final battle in the Shadow Tomb most likely left them.)

Start this chapter with “The Abandoned Tomb,” page 99. As the characters explore the tomb, they should realize quickly that this is not the death-trap dungeon of rumor and legend. The planar crossover encounters do provide a challenge, however, as well as a pair of keys that are important later in the chapter. The need to discover what disaster befell the tomb takes the characters into Skull City and the rest of this part of the adventure. (The XP awards for the quests assume a party of 17th level; see “No Rest for the Weary,” page 45.)

QUEST: DISCOVER THE TRUTH OF THE TOMB

17th-Level Minor Quest (1,600 XP)

The characters complete the quest if they ascertain that the Tomb of Horrors has been drained of its power by a reborn Acererak.

QUEST: DESTROY MOGHADAM

17th-Level Major Quest (8,000 XP)

The characters complete the quest if they destroy Moghadam, claim the artifact *Ruinblade*, and uncover the truth behind Acererak’s plots.

CONCLUDING SKULL CITY

No matter which way you play this chapter, its climax is the characters’ assault on Moghadam’s Vault of Betrayal. This archwraith once served Acererak as the architect of the Tomb of Horrors and the Shadow Tomb. Having abandoned the tomb and turned his back on Skull City, Acererak is unaware of the characters’ activities there. As such, he does not recognize the fatal mistake he made in letting Moghadam survive.

The information discovered in Moghadam’s lair unveils the full extent of Acererak’s plots. Likewise, the characters’ possession of the sword *Ruinblade* gives them an edge over Acererak, putting them in a position to take the fight to the demilich in the final chapter.

UNWROUGHT PLANS

In the aftermath of this part of the adventure, the characters should understand that Acererak has not yet launched the next phase of his plan, and that their goal in subsequent adventures is to determine where and when the demilich will put his endgame into play. Be careful that the players aren’t too anxious to go after Acererak immediately, so that they don’t view the intervening adventures as arbitrary delays. Instead, build the adventures between this chapter and “The Dead Gods’ Tomb” around the search for Acererak and the location of the eldritch engine that will steal the power of dead gods from the Astral Sea.

FUTURE ADVENTURES

As Acererak’s plans continue to unfold, the characters’ adventures bring them closer to the discovery of the demilich’s ultimate goal. Acererak’s theft of the Eye of Vecna (see the final encounter, page 154) can be a substantial plot hook, giving the characters a specific focus for their investigations.

Ideally, the revelation that the lost astral dominion of Pluton is the site of Acererak’s final eldritch engine should come in the second-to-last adventure before you’re ready to begin “The Dead Gods’ Tomb.” The adventure following that can then involve the characters seeking a portal or passage to Pluton. See the adventure hooks in “The Dead Gods’ Tomb” (page 130) for more information.

Whether facing down the hazards of the Astral Sea or seeking those who know the lost location of Nerull’s dominion, the characters’ journey to Pluton should be a memorable one, with dangers that pre-empt the deadly climax of Acererak’s revenge.

STAND-ALONE OPTIONS

If you want to play “Skull City” as a stand-alone adventure, you can use the following options to integrate it into your own campaign.

The Tomb of Horrors is an abandoned and cleaned-out ruin in your campaign, but the characters hear rumors regarding a legendary magic blade called *Ruinblade* still hidden there. A mission to Skull City and the tomb reveals that the sword exists, but that it is in the hands of the archwraith Moghadam.

The characters seek a legendary necromancer-sage dwelling in the ruined City of Skulls. After interacting

with the various factions within the city, they discover that the sage is dead and that Moghadam has stolen the lore they seek.

The characters are entrusted with sealing away a dangerous artifact called *Ruinblade* within a legendary tomb. When they arrive at the site, they discover that the tomb and the surrounding city have been all but destroyed by a natural disaster. With the tomb’s power drained, it seems clear that the artifact must now be secured in Moghadam’s vault.

In any of these scenarios, alter the properties and powers of *Ruinblade* to fit your own campaign.

The Tomb of Horrors was already ancient when the first necromancers journeyed here to found Skull City. Worshiping Acererak as a demigod, they named his divine aspect the Devourer, taking as his symbol the great green devil mouth that haunts the dreams of adventurers who survived the Tomb of Horrors.

At its height, Skull City housed nearly five hundred necromancers, apprentices, and slaves, plus twice that many zombies, skeletons, and corporeal undead servants. Nagas, golems, and fouler creatures patrolled the city's gates and streets, and the masters of its Black Academy escorted a stream of adventurers to the Tomb of Horror's doors. Skull City's heyday, however, was long ago.

ARRIVING IN SKULL CITY

You can place Skull City in any isolated location in your campaign world—from the remote hills of a malevolent kingdom, to the heart of a great swamp, to an unmapped island in a vast sea.

When the characters approach the city, read:

As you draw closer, a haze of smoke along the horizon slowly resolves itself above an expanse of black walls. What must once have been a substantial fortified city is in ruins with no signs of life visible. A barren trench about three hundred paces across surrounds the walls, and dried peat and a screen of dead-black vines fills this area.

Show the players Through the Gates of Skull City (page 116), then read:

Skeletal faces in the crumbling black wall seem to watch you as you approach. A great gate of bone, long collapsed, reveals a sprawling ruin of shattered buildings. Sinkholes have torn the city apart, belching smoke and lightning to the sky. Near the city's center, a great hill rises like a barrow mound; at its base, an enormous shattered skull sits wreathed in black flame.

The characters can see other entrances where the wall has collapsed, any of which grant safe access to the city. (They can also make a DC 20 Athletics check to scale the wall.) They find themselves caught up in a pitched battle as soon as they enter the city. See **Encounter C1: Crossfire**, page 90.

If the characters are coming directly from the Shadow Tomb, they arrive at the Abandoned Tomb, entering Skull City only afterward (see the "Straight to the Tomb" hook, page 85, and "The Abandoned Tomb," page 99). In this case, the characters' first view of the city is likely to be from the courtyard in the aftermath of **Encounter C3**, page 94. Adjust the read-aloud text above as necessary.

THE FALL OF SKULL CITY

For years after his rebirth, Acererak designed and constructed his eldritch engines while his undead servants labored to build the Shadow Tomb. During this time, Acererak drew some magic from the original Tomb of Horrors, but only in a slow, controlled fashion. Eventually, the magic proved insufficient for his needs.

With his plans set and the fey engine in operation, Acererak returned six months ago to the Tomb of Horrors. (This event is meant to come after the characters' adventures in the Garden of Graves, so adjust the timeframe to your own campaign.) At the site of the demilich's masterpiece of evil—and the heart of his failed plan to seek the power of the gods—Acererak performed variants of the dark rituals that had first infused the tomb with dread power. Then after drawing that incalculable arcane energy into his phylactery, he laid waste to his greatest creation.

As the tomb was drained of power, earthquakes and arcane storms rocked the city around it. Great eldritch vents blasted ash and lightning into the air. In the aftermath, most of the city's necromancers and intelligent undead fled or were killed as Skull City fell into ruin.

FACTIONS OF SKULL CITY

At the height of Acererak's power, the Black Academy—a cabal of necromancers dedicated to worship of the demilich and his arcane secrets—ruled Skull City. When Acererak was lost after the destruction of the Fortress of Conclusion, the academy's leaders rechristened and reshaped the cabal as the Black Academy, believing that Acererak's disappearance heralded a time of darkness for his followers.

With the fall of the tomb, they were proved right: The Black Academy was destroyed. The months since have seen anarchy take over Skull City's ruined streets—driven by the factions that fight to define Acererak's legacy.

BLACKFIRE DISCIPLES

This order of necromancers and undead believes that the tomb's fall marked Acererak's true death. Though they have given up any reverence for the demilich, they continue to study his lore and his tomb for their remaining secrets. Their order is named for one such secret that they have mastered—the mystery of blackfire, which was created in Moil. (See the winter wight statistics block in **Encounter M1**, page 51, for details of the properties of this substance.)

FAITHMARKED

The necromancers of the Faithmarked and their undead servants worship Acererak zealously. They believe that the demilich is alive, but that his abandoning the tomb shows his wrath against unknown

transgressions on their part. The Faithmarked seek their deity's favor and pardon, primarily by destroying the "heathen" Disciples of Blackfire wherever they find them.

SKULLBREAKERS

Smaller in number and significance than either the Blackfire or Faithmarked factions, the Skullbreakers are not the descendants of those who settled Skull City. Rather, this loose band consists of adventurers who heard that the Tomb of Horrors had been drained of power—and who intend to make sure it stays that way.

The Skullbreakers are named for the shattering of Acererak's skull—the legendary (though ultimately false) means by which the demilich was said to have been destroyed for eternity. (The devious Acererak long spread rumors that an Acererak construct guarding the tomb's final vault was in fact the demilich.) They control a well-defended portion of the residential ruins, from which they make strikes against the Faithmarked and Blackfire factions.

KNOW YOUR ENEMIES

The various factions of Skull City have come to know each other well. Each faction recognizes the tools and symbols of the others, and each one knows some of its foes by sight. The characters, of course, have no such advantage, and they might at first battle potential allies, or futilely negotiate with potential enemies. You can base skill challenges, or entire side quests, on the characters' efforts at figuring out who's who in Skull City.

If you would rather have the characters move directly to the main plot, you can consider making the allegiances of the various nonplayer characters more obvious. In this case, all the undead and necromancers in Skull City bear glowing, magical marks on their foreheads—for the Faithmarked, the image of a skull; for the Blackfire Disciples, a circular orb surrounded by black flames. This same symbol adorns a faction member's weapons and armor. This practice might have begun so that members of a faction could readily identify one another in battle, or it might have started with a curse as one faction performed a great ritual to permanently mark its foes.

In any event, the key encounters in this section are patrols that have no interest in negotiation or detente, and the leadership of Skull City's evil factions is outside the scope of this adventure. However, the characters might be able to talk their way out of random encounters with faction patrols. The characters can use weapons and gear taken from the Blackfire Disciples to prove their allegiance to a Faithmarked patrol (and vice versa) with an impromptu skill challenge. Displaying a faction's tokens to its own members inspires an automatic attack.

SKULL CITY ENCOUNTERS

The Blackfire Disciples, the Faithmarked, and the Skullbreakers constantly patrol the streets and ruins of Skull City, targeting each other and the characters. Whenever the characters travel 500 feet within the city, pass from one section of the city to another, or complete an extended rest, roll a d6. On a result of 1, the characters have a random encounter.

You can choose random encounters from the ones described below, or use these encounters as inspiration to create your own. Undead and necromancers the characters encounter can be associated with the Faithmarked or the Blackfire Disciples as you see fit.

If Skullbreakers are shadowing the characters, read:

Beyond the smoke and rubble, a shadowy figure matches your pace as it follows you. Suddenly seeming to sense that it has been spotted, it slips back, vanishing from sight.

If the characters choose to pursue their pursuer, they trigger **Encounter C4: Skullbreaker Standoff**, page 96. Once the characters have engaged the Skullbreakers, they are no longer followed.

BONE NAGA GUARDIANS

Level 17 Encounter (XP 8,600)

- ◆ 2 bone nagas (level 16 elite controller, MM 194)
- ◆ 10 skeleton deathguards (level 15 minion skirmisher, page 90)

Former guards of the city walls, these nagas and their servants attempt to ambush the characters in the ruins.

NECROMANCER WATCH

Level 17 Encounter (XP 9,600)

- ◆ 2 bodak skulks (level 16 lurker, MM 36)
- ◆ 1 bone golem hulk (level 18 elite brute, page 92)
- ◆ 2 Blackfire battle mages (level 16 skirmisher, page 94)

The necromancers and the bone golem attack at the first sight of the characters, which allows the bodaks to maneuver to catch targets unawares.

UNDEAD PATROL

Level 16 Encounter (XP 7,600)

- ◆ 1 slaughter wight (level 18 brute, MM 263)
- ◆ 1 vampire lord (level 16* elite lurker, MM 258)
 - *Modify from the text as follows: +5 to attacks; +5 to all defenses; +2 to initiative and checks; +2 to damage; hp 246, bloodied 123.
- ◆ 8 zombie ragers (level 16 minion brute, page 91)

Living prey is a rare delicacy for this undead patrol, and they attack the characters on sight.

TERRAIN AND FEATURES

Unless otherwise noted in an encounter description, the information given here pertains to each location in Skull City.

Illumination: Dim light (smoke and ash obscures the sun by day, and a sickly green glow emanates from the stones at night).

Eldritch Vent: Magical lightning flares within these deep sinkholes (depicted in dark blue on the maps). The depth of each eldritch vent is indicated in the encounters that contain one or more; a creature that falls into a vent takes damage as normal. In addition, whenever a creature enters an eldritch vent or starts its turn in one, it takes 2d6 + 6 lightning damage. A creature can make a DC 20 Athletics check to climb out of an eldritch vent.

High Walls: The remains of buildings stand 10 feet high. These walls are blocking terrain and provide superior cover. A creature can make a DC 20 Athletics check to climb a high wall.

Low Walls: These shattered walls stand 5 feet high and provide cover for Medium creatures. A Small creature has superior cover behind a low wall. A creature can make a DC 13 Acrobatics check or Athletics check to hop over a low wall.

DEATH IN SKULL CITY

The barrier between the world and the Shadowfell is thin around Skull City (part of the reason Acererak chose this location for his tomb). A creature slain within the city has a 50 percent chance of rising in 1d6 hours as an undead of the same level under your control. The undead must be destroyed before the slain creature can be raised. (The creature can be raised normally before it rises as an undead.)

SKULL CITY OVERVIEW

Skull City was split into a number of zones, whose flavor still influences the ruins. The details of buildings, features, and other unmarked portions of the city are left up to you, especially if you are adding encounters to this section to play Chapters 2 and 3 back to back. Use the following guidelines to generate the contents of specific locations or to spur ideas of your own for an area.

BLACK TRENCH

A wide bog that surrounded and protected Skull City is now a 6-foot-deep trench of dead-black vines and dried peat. The area is difficult terrain, and creatures in the trench have total concealment.

THE WALL

Skull City's unguarded black stone wall is breached in around a dozen places, each opening offering easy access to the city. Characters who insist on climbing

DETAILS OF SKULL CITY

d8	Result
1	Ruined living quarters, temple, shrine, or shop (shattered furniture, personal effects, well-gnawed bones)
2	Undead nest (rags, bones, desiccated skin)
3	Skeletal remains (skulls, splintered bones, shattered carapaces)
4	Worthless art objects (broken statuary, mangled jewelry, scraps of tapestry or parchment)
5	Battle site (ruined weapons and armor)
6	Religious relics (images of the Devourer, broken holy symbols of evil gods)
7	Rebuilt living quarters (rough furniture, sacks of rancid food, buckets of stale water, personal effects)
8	Waste dump (filth, offal, mounds of destroyed undead or body parts)

the 10-foot-high wall can do so by making a DC 23 Athletics check to either ascend or descend. The top of the wall is less than 1 foot wide, meaning that creatures can't stand atop it without balancing (DC 20 Acrobatics check).

THE TOMBS

Inside the eastern wall, an expansive cemetery once served as the site of vile experiments. The eldritch energy that consumed Skull City caused the corpses interred in the tombs to rise as undead, and these undead started ranging farther into the ruins. Faithmarked and Blackfire patrols skirmish constantly here.

RESIDENTIAL RUINS

Slaves and apprentices once occupied ramshackle huts along the border of the tombs, while their necromancer masters lived in low stone buildings closer to the city's center. Most such structures have collapsed into rubble, and the ruins now mark the hidden sanctum of the Skullbreakers. This area is tinted yellow on the overview map.

OLD MARKETS

The site of Skull City's magical and mundane marketplace now serves as a camp for Faithmarked necromancers and intelligent undead. Mindless undead patrol the perimeter constantly. This area is tinted rose on the overview map.

THE BLACK ACADEMY

The great skull at the center of the city once marked the entrance to the Black Academy, which was built into the hillside that hides the Tomb of Horrors. When Acererak drained the tomb of its magic, a feedback blast of eldritch power consumed this great school of magic and slew most of its residents.



The characters trigger **Encounter C3: Courtyard Clash** (page 94) when they first enter this location. Beyond that encounter, the ruins of the Black Academy are a warren of collapsed chambers and sagging passageways, which become desolate when they lead to the entrance of the Abandoned Tomb.

BLACKFIRE HILL

The Blackfire Disciples named the great hill beneath which the Abandoned Tomb is buried, claiming one slope as their primary camp. Necromancers and intelligent undead live in tents and rebuilt stone shelters among the blackened trees.

ENCOUNTERS

The following encounters can occur in various locations, depending on the actions of the characters, so they do not have fixed locations on the overview map.

1. INTO THE CITY

As they enter the city, the characters are caught up in a skirmish between Blackfire Disciples and Faithmarked forces—and they come under attack from both sides.

See **Encounter C1: Crossfire**, page 90.

2. FAITHMARKED AMBUSH

A dark flameskull and the patrol it leads shadow the adventurers, waiting for an opportune time to strike.

See **Encounter C2: Faithmarked Ambush**, page 92.

3. COURTYARD CLASH

Near the ruins of the Black Academy, the characters face off against

powerful necromancers, ghostly wrath spirits, and a deadly Moilian heart.

If the characters visited the Abandoned Tomb before coming to Skull City, they have this encounter as their first experience in the city.

See **Encounter C3: Courtyard Clash**, page 94.

4. SKULLBREAKER STANDOFF

Mysterious figures that have been shadowing the characters make their move. The characters might intuit that these are not members of the murderous Blackfire Disciples or Faithmarked factions and can seek a truce.

See **Encounter C4: Skullbreaker Standoff**, page 96.

ENCOUNTER C1: CROSSFIRE

Encounter Level 18 (10,900 XP)

SETUP

- 1 Blackfire necromancer
- 2 Faithmarked necromancers
- 10 skeleton deathguards (S)
- 10 zombie ragers (Z)

Shortly after they enter Skull City, the characters find themselves witnessing—and about to become involved in—a running battle between Faithmarked and Blackfire Disciples necromancers and their undead servants. Place the characters along the appropriate edge of the map, depending on their direction of travel.

When the characters can see the area, read:
Black rubble hems you in, and the cracked flagstones of a ruined street lead through a maze of crumbling walls.

Perception Check

DC 13: *A staccato din coming from beyond the wall ahead breaks the silence of the streets.*

DC 20: *The sound is unmistakably that of combat, but amid footsteps and the clash of swords, no voices can be heard.*

When the characters move so that they can see into the center of the area, read:

Four zombies face off against the same number of skeletons, flailing at each other with rotting talons and battered broadswords.

Perception Check

DC 25: *More footsteps are audible close by. Another force of skeletons moves through the shadows, led by a human in silver robes. The staff he raises above his head explodes in black flame as the skeletons lurch forward to attack.*

Position the Blackfire Disciples necromancer and six skeletons along the same side of the map where the characters entered, most or all of them sheltered behind the cover of walls. If the characters do not notice the new group's approach, the monsters attack with surprise.

In the third round after the characters enter combat, another force enters the fray along any edge of the map—two Faithmarked necromancers with six more zombies. Do not place their miniatures until they appear.

Blackfire Necromancer Level 17 Controller (Leader)

Medium natural humanoid, human XP 1,600
 HP 164; Bloodied 82 Initiative +11
 AC 31, Fortitude 28, Reflex 29, Will 30 Perception +13
 Speed 6
 Resist 5 necrotic

STANDARD ACTIONS

⊕ Blackfire Staff (cold, necrotic, weapon) ◆ At-Will

Attack: Melee 1 (one creature); +22 vs. AC

Hit: 3d8 + 10 cold and necrotic damage.

↘ Reaving Bolt (implement, necrotic) ◆ Recharge [2] [1]

Attack: Ranged 10 (one creature); +20 vs. Reflex

Hit: 3d10 + 5 necrotic damage, and ongoing 10 damage (save ends).

First Failed Saving Throw: The target is immobilized (save ends).

Second Failed Saving Throw: The target falls unconscious (save ends).

✂ Call of Death (implement, necrotic) ◆ At-Will

Attack: Area burst 1 within 10 (creatures in burst); +20 vs. Fortitude

Hit: 3d8 + 10 necrotic damage, and the target is slowed (save ends).

TRIGGERED ACTIONS

Raging Dead ◆ At-Will

Trigger: An undead minion ally within 5 squares of the necromancer drops to 0 hit points.

Effect (Immediate Interrupt): The undead minion ally gains resist 20 to all damage against the triggering attack, and gains a +2 bonus to attack rolls until the end of its next turn.

Skills Arcana +19, Intimidate +20, Religion +19

Str 18 (+12) Dex 17 (+11) Wis 20 (+13)

Con 20 (+13) Int 22 (+14) Cha 24 (+15)

Alignment evil Languages Common

Equipment silver robes, blackfire staff

10 Skeleton Deathguards (S) Level 15 Minion Skirmisher

Medium natural animate (undead) XP 300 each
 HP 1; a missed attack never damages a minion. Initiative +14
 AC 29 (31 against opportunity attacks),
 Fortitude 28, Reflex 27, Will 26 Perception +11
 Speed 6 Darkvision
 Immune disease, poison

STANDARD ACTIONS

⊕ Broadsword (weapon) ◆ At-Will

Attack: Melee 1 (one creature); +20 vs. AC

Hit: 11 damage.

↻ Shortbow (weapon) ◆ At-Will

Attack: Ranged 15/30 (one creature); +20 vs. AC

Hit: 11 damage.

MOVE ACTIONS

Shifting Strike ◆ At-Will

Requirement: The deathguard must have attacked in this round.

Effect: The deathguard shifts 2 squares.

Str 23 (+13) Dex 20 (+12) Wis 19 (+11)

Con 20 (+12) Int 5 (+4) Cha 9 (+6)

Alignment unaligned Languages —

Equipment broadsword, shortbow, 10 arrows

2 Faithmarked Level 16 Controller (Leader)**Necromancers**

Medium natural humanoid, human XP 1,400 each
 HP 157; Bloodied 78 Initiative +12
 AC 30, Fortitude 28, Reflex 28, Will 30 Perception +11
 Speed 6

TRAITS☠ **Grave Taint** ◆ **Aura 1**

Any enemy that starts its turn within the aura takes a -2 penalty to attack rolls.

STANDARD ACTIONS⚔ **Bone Staff** (necrotic, weapon) ◆ **At-Will**

Attack: Melee 1 (one creature); +21 vs. AC
 Hit: 2d8 + 12 necrotic damage, and the target is immobilized until the end of its next turn.

☞ **Faith Bolt** (implement, necrotic) ◆ **At-Will**

Attack: Ranged 10 (one creature); +19 vs. Reflex
 Hit: 4d6 + 2 necrotic damage, and the target is weakened until the end of its next turn.

☠ **Horrific Visage** (fear, implement) ◆ **Recharge** [☞] [☞]

Attack: Close blast 3 (creatures in blast); +19 vs. Will
 Hit: 3d12 + 11 damage, and the target is pushed 3 squares.

TRIGGERED ACTIONS☠ **Dark Pact** (necrotic) ◆ **At-Will**

Trigger: An undead minion ally within 5 squares of the necromancer drops to 0 hit points.
 Attack (Immediate Reaction): Close burst 2 (creatures in burst); +19 vs. Will
 Hit: 2d6 + 5 necrotic damage, and the target is immobilized (save ends).

Skills Arcana +18, Religion +18

Str 17 (+11) Dex 18 (+12) Wis 16 (+11)

Con 21 (+13) Int 21 (+13) Cha 24 (+15)

Alignment chaotic evil Languages Common

Equipment black robes, bone staff

10 Zombie Ragers (Z) Level 16 Minion Brute

Medium natural animate (undead) XP 350 each
 HP 1; a missed attack never damages a minion. Initiative +13
 AC 28, Fortitude 30, Reflex 28, Will 27 Perception +12
 Speed 4 Darkvision

Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant

STANDARD ACTIONS⚔ **Slam** ◆ **At-Will**

Attack: Melee 1 (one creature); +21 vs. AC
 Hit: 15 damage, or 17 if the target is bloodied.

TRIGGERED ACTIONS⚔ **Death Grab**

Trigger: The zombie rager drops to 0 hit points.
 Attack (No Action): Melee 2 (one creature); +19 vs. Reflex
 Hit: 15 damage, and the target is grabbed. A creature takes a -5 penalty to checks to escape the zombie's death grab.

Str 25 (+15) Dex 20 (+13) Wis 19 (+12)

Con 18 (+12) Int 3 (+4) Cha 6 (+6)

Alignment unaligned Languages --

characters. The Faithmarked necromancer targets strikers or defenders with *faith bolt*, or it uses *horrific visage* against two or more characters.

Starting in the third round, the necromancers (including the newly arrived Faithmarked necromancer) have a 50 percent chance of directing attacks at the other faction rather than the characters. The undead attack the nearest enemies, but focus on living targets when they can.

The skeleton deathguards in the second group stay on the edge of melee to use *shortbow*. Those in the first group wade into the fray with *broadsword* attacks.

The zombie ragers stay in the thick of melee to make best use of *death grab*.

If every creature from one faction is killed, survivors from the other faction flee if a necromancer leads them. If the necromancers are all killed, the undead fight until destroyed.

MINION AGAINST MINION

To help keep this fight from becoming too easy, you can decide only attacks from the characters deal damage to the skeleton and zombie minions. If that seems unrealistic, bring in reinforcements from off the map after some of the minions are destroyed by other monsters. The key is to challenge the characters enough to show that these factions are dangerous.

FEATURES OF THE AREA

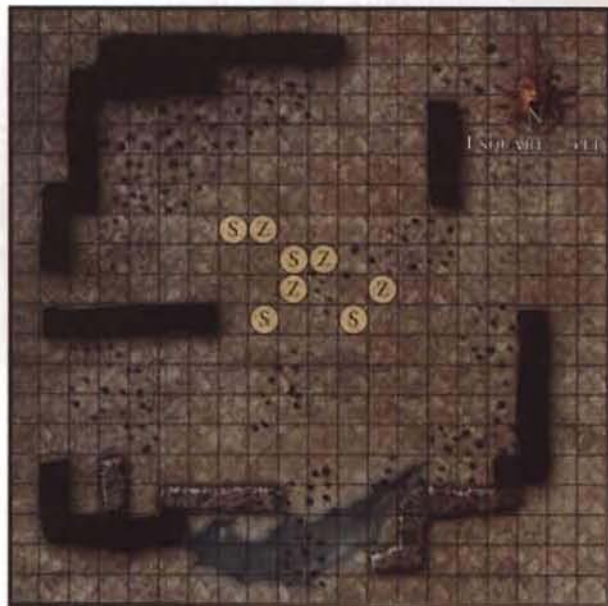
Illumination: Dim light by day or night.

Eldritch Vent: Magical lightning flares within this 20-foot-deep sinkhole. See page 88.

High Walls: See page 88.

Low Wall: See page 88.

Rubble: Loose stone and scree spreads across the paving stones. These squares are difficult terrain.

**TACTICS**

The members of each faction initially assume that the characters are on the other faction's side unless they are displaying a faction emblem, and they focus their attacks on the characters for the first 2 rounds. The Blackfire Disciples necromancer uses *reaving bolt* on a spellcaster, or it uses *call of death* against two or more

ENCOUNTER C2: FAITHMARKED AMBUSH

Encounter Level 19 (13,000 XP)

SETUP

1 bone golem hulk
1 dark flameskull
10 skeleton deathguards
2 slaughter wights

As the characters pass through an area of sunken ruins, they attract the attention of a faithmarked patrol. Place the characters along the appropriate edge of the map, depending on their direction of travel.

When the adventurers enter this area, read:

A number of ruined walls still stand here. The ground in the center of the area has collapsed to form a steep, crumbling slope. The air is a haze of smoke and ash that cuts visibility to nearly nothing.

The dark flameskull attempts to draw the characters' attention while the other undead move into position. Place the flameskull 15 feet in front of the characters. Start the bone golem, the wights, and the skeletons along the map edge opposite the characters, behind the cover of walls. Do not place their miniatures unless the characters move around the walls or until the undead attack.

When the flameskull attacks, read:

A humanoid skull with gleaming gems set in its eyes and teeth suddenly shoots forward from out of the haze. It erupts into dark flames as it shrieks: "I am Acererak, and Skull City is mine! Kneel, infidels!"

TACTICS

The bone golem hulk uses *double spurs* repeatedly against the same lightly armored characters, switching to *bone volley* against armored foes. It flanks with the slaughter wights if it can.

The flameskull hits as many characters as possible with *shadowfire*. It then attacks from the edge of the fray with *black ray* against heavily armored characters, driving a target over the crumbling slope if possible.

The skeleton deathguards use *shortbow* from the edge of the fray for as long as possible, entering melee only if pressed.

The slaughter wights stay in the thick of combat, flanking lightly armored characters and using *claw* attacks.

Bone Golem Hulk **Level 18 Elite Brute**
XP 4,000

Large natural animate (construct)
HP 422; Bloodied 211 Initiative +15
AC 30, Fortitude 31, Reflex 30, Will 30 Perception +15
Speed 6 (cannot shift) Darkvision
Immune disease, poison, sleep
Saving Throws +2; Action Points 1

TRAITS

☼ **Bone Spikes** ◆ Aura 1

Any enemy that enters the aura takes 7 damage.

Osseous Retaliation

Whenever a creature makes an opportunity attack against the bone golem hulk, that creature takes 2d8 damage.

STANDARD ACTIONS

⊕ **Bone Spur** ◆ At-Will

Attack: Melee 2 (one creature); +23 vs. AC

Hit: 4d10 + 10 damage.

⊕ **Double Spurs** ◆ At-Will

Effect: The hulk uses *bone spur* twice, making each attack against a different target. If both attacks hit, the targets are dazed until the end of the hulk's next turn.

⬅ **Bone Volley** ◆ Recharge [1]

Attack: Close burst 3 (creatures in burst); +21 vs. Reflex

Hit: 5d8 + 6 damage, and the target is dazed (save ends).

TRIGGERED ACTIONS

Bone Death

Trigger: The hulk is first bloodied or it drops to 0 hit points.

Effect (No Action): The hulk uses *bone volley* if the power is not expended; otherwise, it uses *bone spur*.

Str 25 (+16) Dex 22 (+15) Wis 22 (+15)

Con 21 (+14) Int 7 (+7) Cha 6 (+7)

Alignment evil Languages –

DEVELOPMENT

In the aftermath of the battle, a DC 15 Arcana, History, or Religion check identifies the flameskull, revealing that its claim of being the infamous demilich is false. The same check shows clear signs that the other undead worship the flameskull, and that they are part of a faith connected to the skull tattoo that they all wear.

FEATURES OF THE AREA

Illumination: Dim light by day or night. Creatures more than 5 squares away from each other have concealment as a result of the ash in the air.

Crumbling Slope: This rubble slope drops 10 feet. Any creature that moves adjacent to the top edge of the slope causes the space it occupies to collapse. The creature takes 1d10 damage in the resultant rubble fall, slides to the bottom of the slope, and falls prone.

High Walls: See page 88.

Rubble: Loose stone and scree spreads across the ruined ground. These squares are difficult terrain.

Treasure: To emulate its master, the dark flameskull has set its eyes and teeth with the most valuable

Dark Flameskull **Level 18 Artillery**

Small natural animate (undead) XP 2,000

HP 116; Bloodied 58 Initiative +14

AC 30, Fortitude 30, Reflex 31, Will 30 Perception +17

Speed 0, fly 10 (hover)

Immune disease, poison; Resist 15 fire, 10 necrotic;

Vulnerable 5 radiant

TRAITS**Illumination**

The dark flameskull sheds dim light out to 5 squares.

Regeneration (healing)

The dark flameskull regains 10 hit points whenever it starts its turn and has at least 1 hit point.

STANDARD ACTIONS⊕ **Fiery Bite (fire) ♦ At-Will**

Attack: Melee 1 (one creature); +23 vs. AC

Hit: 2d4 damage plus 2d10 fire damage.

⚔ **Black Ray (fear, necrotic) ♦ At-Will**

Attack: Ranged 10 (one creature); +23 vs. Reflex

Hit: 2d8 + 13 necrotic damage, the flameskull slides the target 3 squares, and the target is dazed until the end of its next turn.

☄ **Shadowfire (fire, necrotic, zone) ♦ Encounter**

Attack: Area burst 3 within 10 (enemies in burst); +23 vs. Reflex

Hit: 2d6 + 7 fire and necrotic damage.

Miss: Half damage.

Effect: The burst creates a zone that lasts until the end of the flameskull's next turn. Any creature that starts its turn within the zone takes 10 fire and necrotic damage.

Skills Stealth +19

Str 8 (+8) Dex 21 (+14) Wis 17 (+12)

Con 22 (+15) Int 25 (+16) Cha 22 (+15)

Alignment unaligned Languages Abyssal, Common

10 Skeleton **Level 15 Minion Skirmisher****Deathguards**

Medium natural animate (undead) XP 300 each

HP 1; a missed attack never damages a minion. Initiative +14

AC 29 (31 against opportunity attacks),

Fortitude 28, Reflex 27, Will 26

Perception +11

Speed 6

Darkvision

Immune disease, poison

STANDARD ACTIONS⊕ **Broadsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +20 vs. AC

Hit: 11 damage.

⚔ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 15/30 (one creature); +20 vs. AC

Hit: 11 damage.

MOVE ACTIONS‡ **Shifting Strike ♦ At-Will**

Requirement: The deathguard must have attacked this round.

Effect: The deathguard shifts 2 squares.

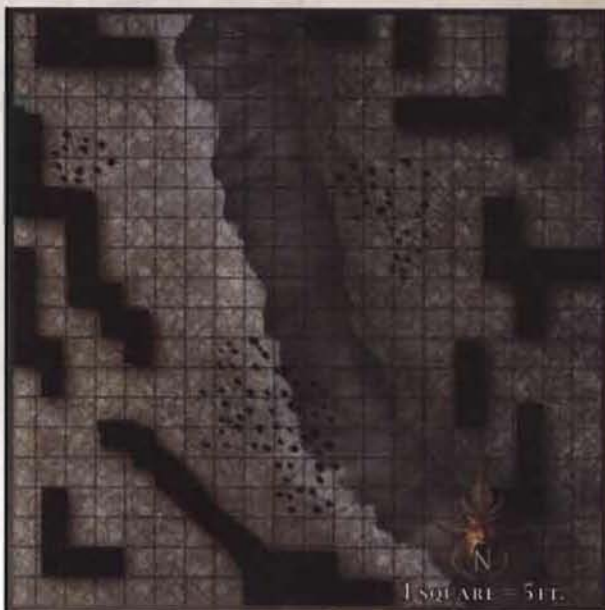
Str 23 (+13) Dex 20 (+12) Wis 19 (+11)

Con 20 (+12) Int 5 (+4) Cha 9 (+6)

Alignment unaligned Languages –

Equipment broadsword, shortbow, 10 arrows

gems it could find. The teeth consist of two black sapphires (worth 10,000 gp each) and seven smaller diamonds, jacinths, and amethysts (2,000 gp each).

**2 Slaughter Wights**

Medium natural humanoid (undead)

Level 18 Brute

XP 2,000 each

HP 182; Bloodied 91

Initiative +14

AC 30, Fortitude 30, Reflex 27, Will 26

Perception +13

Speed 7

Darkvision

Immune disease, poison; Resist 20 necrotic;

Vulnerable 10 radiant

STANDARD ACTIONS⊕ **Claw (healing, necrotic) ♦ At-Will**

Attack: Melee 1 (one creature); +21 vs. AC

Hit: 3d6 + 8 necrotic damage, the target loses a healing surge and is weakened (save ends), and the slaughter wight regains 15 hit points.

TRIGGERED← **Death Wail (necrotic)**

Trigger: The wight drops to 0 hit points.

Attack (No Action): Close burst 5 (enemies in burst); +21 vs. Fortitude

Hit: 2d6 + 4 necrotic damage.

Effect: Undead allies in the burst can make a basic attack as a free action.

Str 26 (+17) Dex 20 (+14) Wis 9 (+8)

Con 22 (+15) Int 12 (+10) Cha 18 (+13)

Alignment chaotic evil Languages Common

ENCOUNTER C3: COURTYARD CLASH

Encounter Level 19 (13,600 XP)

SETUP

2 Blackfire battle mages (B)
4 wrath spirits (W)

This courtyard entrance to the fallen Black Academy and the Tomb of Horrors beyond is a recurring flash-point in battles between the Blackfire Disciples and Faithmarked factions.

When the characters can see this area, read:

The great hill before you is a rubble-strewn slope studded with dead trees. A great shattered skull rises from the broad courtyard at the base of the slope, its surface scarred and smoldering with black fire. The skull's teeth stand 20 feet high and frame a vast doorway leading into darkness.

The great skull marks the entrance to the ruined Black Academy. Its magic flames are a sign of the Blackfire Disciples' upper hand in recent skirmishes.

When the characters move closer, read:

Haphazardly piled rubble walls rise across the courtyard. A stone pool at its center appears cracked and empty except for the skulls and shattered bones strewn within it.

Perception Check

DC 13: Two robed humans move among the rubble.

If the characters have this encounter before visiting the Abandoned Tomb, these Blackfire battle mages are stationed along the south edge of the area, protecting their nearby camp from a Faithmarked attack.



2 Blackfire Battle Mages (B) **Level 16 Skirmisher**
Medium natural humanoid XP 1,400 each

HP 157; Bloodied 78 Initiative +13

AC 30 (32 against opportunity attacks),

Fortitude 28, Reflex 30, Will 28 Perception +12

Speed 6

STANDARD ACTIONS

⚔ **Necrotic Mace** (necrotic, weapon) ⚡ **At-Will**

Attack: Melee 1 (one creature); +21 vs. AC

Hit: 3d8 + 10 necrotic damage.

⚡ **Death Bolt** (force, implement, necrotic) ⚡ **At-Will**

Attack: Ranged 10 (one creature); +19 vs. Reflex

Hit: 3d6 + 9 force and necrotic damage, and the target is dazed until the end of its next turn.

⚡ **Running Attack** ⚡ **At-Will**

Effect: The battle mage moves 8 squares and makes one basic attack at any point during that movement.

MOVE ACTION

⚡ **Black Step** (necrotic) ⚡ **At-Will**

Effect: The battle mage shifts 3 squares. Any creature adjacent to the battle mage at the end of the shift takes 1d8 necrotic damage.

MINOR ACTIONS

⚡ **Summon the Fallen** ⚡ **At-Will** (1/round)

Effect: Choose one corporeal undead minion ally within sight of the battle mage that was destroyed in the previous round. That ally rises with 1 hit point and makes a melee basic attack against the nearest enemy as a free action.

Skills Arcana +20, Religion +20

Str 18 (+12)

Dex 17 (+11)

Wis 18 (+12)

Con 21 (+13)

Int 24 (+15)

Cha 21 (+13)

Alignment evil

Languages Common

Equipment mace

If the characters are coming from the Abandoned Tomb, they meet the Blackfire Disciples as they are entering this area from the east. Place their miniatures at one of the two locations marked on the map.

The wrath spirits are under the mages' control, but they are hidden in the roiling smoke that rises from the skull. Do not place their miniatures until they attack.

Perception Check (within 20 feet of the pool)

DC 20: Amid the rubble of the ruined pool, a blackened humanoid heart sits within a nest of shredded flesh.

A character who spots the Moilian heart is close enough to activate the trap. See the statistics block.

TACTICS

The battle mages open with *death bolt*, then move quickly toward the characters, making use of *running attack* and *black step* to stay in motion as they fight. They do their best to draw characters toward the Moilian heart without triggering the trap.

Each wrath spirit attacks in the second round of combat by materializing a flaming semblance of a

4 Wrath Spirits (W)		Level 17 Soldier
Medium shadow humanoid (undead)		XP 1,600 each
HP 111; Bloodied 55	Initiative +13	
AC 31, Fortitude 27, Reflex 29, Will 30	Perception +12	
Speed 0, fly 6 (hover), phasing	Darkvision	
Immune disease, poison; Resist insubstantial		
STANDARD ACTIONS		
⊕ Keening Sword (psychic) ◆ At-Will		
Attack: Melee 1 (one creature); +22 vs. AC		
Hit: 5d8 + 11 psychic damage, and the target is marked until the end of the wrath spirit's next turn.		
✱ Exploding Head (fear, necrotic) ◆ Recharge ☒ ☐		
Attack: Area burst 2 within 10 (creatures in burst); +20 vs. Fortitude		
Hit: 3d10 + 7 necrotic damage, and the target is immobilized and marked (save ends both).		
Miss: Half damage, and the target is marked (save ends).		
TRIGGERED ACTIONS		
Burning Challenge (psychic) ◆ At-Will		
Trigger: A target marked by the wrath spirit makes an attack that does not include the wrath spirit.		
Effect (Immediate Reaction): The triggering enemy takes ongoing 10 psychic damage and is dazed (save ends both).		
Str 16 (+11)	Dex 17 (+11)	Wis 18 (+12)
Con 15 (+10)	Int 22 (+14)	Cha 24 (+15)
Alignment evil	Languages Common	

missing head and hurling it (*exploding head*). Until *exploding head* recharges, they drop down to attack with *keening sword*. They mark characters fighting the battle mages to draw off those foes' attacks.

DISABLING THE HEART

The characters can undertake the following skill challenge to render the Moilian heart inert.

Level: 18 (XP 2,000).

Complexity: 1 (requires 4 successes before 3 failures).

Primary Skills: Arcana, Religion.

Arcana (DC 20, standard action): The character uses arcane knowledge to disrupt the flow of magic to the Moilian heart.

Religion (DC 20, standard action): The character uses knowledge of the undead to disrupt the flow of spiritual power to the Moilian heart.

Success: The characters render the heart inert for 1 hour, ending its attacks on all creatures that previously triggered it.

Failure: The Moilian heart makes an attack: close burst 20; +21 vs. Fortitude; on a hit, 2d6 cold damage.

DEVELOPMENT

Whenever the characters decide to enter the Abandoned Tomb, they do so by traveling south from this location into the doorway framed by the teeth of the shattered skull. The 5-foot-wide passage continues south for 100 feet or so before widening slightly where it becomes the actual entrance to the tomb. See "Abandoned Tomb Overview," page 99, for more information.

Moilian Heart	Level 18 Elite Warler
Trap	XP 4,000

A black humanoid heart sits within a tangle of arteries and veins.

Trap: Once triggered, a Moilian heart's dark power infects a creature regardless of its proximity to the heart—eventually killing it unless the heart is destroyed or disabled.

Perception

◆ DC 20: A character within 4 squares of the heart sees it in the rubble of the ruined fountain.

◆ DC 25: A character within 4 squares of the heart hears a faint and erratic heartbeat.

Trigger

The trap activates when a living creature approaches within 4 squares of the Moilian heart, or if a living creature attacks the heart (see "Countermeasures"). The creature that triggers the trap is subject to the trap's attack at the start of each of its turns until the heart is rendered inert, regardless of the creature's distance from the heart.

Attack

Free Action **Special**

Target: The triggering creature

Attack: +25 vs. AC

Hit: 3d8 damage.

Special: A creature slain by the heart rises as a free-willed Moilian zombie at the start of its next turn, appearing in the space where it died or in the nearest unoccupied space if that space is occupied. The Moilian zombie must be destroyed before the creature can be raised.

Countermeasures

- ◆ Characters can engage in a skill challenge to render the heart inert. See the "Disabling the Heart" skill challenge.
- ◆ A character can render the heart inert with a special use of a cleric's *turn undead* power. For the purpose of that attack, the heart has Will 30. On a hit, the trap is disabled for 1 hour and ends its attacks on all creatures that previously triggered it. On a miss, the heart makes a special attack: close burst 20; +21 vs. Fortitude; on a hit, 2d6 cold damage.
- ◆ A character can destroy the heart by hitting it with a single attack that deals at least 50 acid, fire, or radiant damage. Any attack against the heart automatically hits it, but the trap makes another attack against the triggering creature if the trap is not destroyed by that attack.

FEATURES OF THE AREA

Illumination: Dim light by day or night.

Low Walls: See page 88.

Rubble: The eldritch explosion that destroyed the Black Academy spread rubble across the courtyard. These areas are haunted terrain (page 48).

Ruined Pool: The bottom of this dry, 3-foot-deep stone pool is strewn with skulls and shattered bone, and it is the location of a Moilian heart (see the statistics block). A creature can make a DC 13 Athletics check to hop into or out of the pool.

Treasure: The undead of Skull City make offerings of wealth to the Moilian heart. If the characters spend 5 minutes searching beneath the skeletal remains in the pool, they find 200 pp, an opal necklace (6,000 gp), a jeweled dagger scabbard (4,000 gp), and a mithral holy symbol of Acererak (12,000 gp).

ENCOUNTER C4: SKULLBREAKER STANDOFF

Encounter Level 18 (10,800 XP)

SETUP

Njall, Skullbreaker fighter/sorcerer (N)
 Daud Jatmor, Skullbreaker ranger (D)
 Kobhein, Skullbreaker barbarian (K)
 Myshal, Skullbreaker warlock (M)

After shadowing the characters through the city, a Skullbreakers strike team attacks.

When the Skullbreakers approach, read:

From various places around the area, four figures emerge, weapons at the ready. Each is a living humanoid, but none look like those you've fought before.

Insight Check

DC 18: *Something about these people—other than the fact that they're living—appears different from many of the others you've encountered in Skull City. They appear resigned, rather than malevolent, though that's not slowing them down as they move toward you.*

Njall	Level 21 Skirmisher
Medium natural humanoid, human	XP 3,200
HP 195; Bloodied 97	Initiative +16
AC 35 (37 against opportunity attacks), Fortitude 35, Reflex 33, Will 32	Perception +13
Speed 6	
STANDARD ACTIONS	
⚔ Bastard Sword (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +26 vs. AC Hit: 3d10 + 10 damage.	
⚡ Surging Strike ♦ At-Will	
Effect: Njall moves 6 squares and uses <i>bastard sword</i> at any point during that movement. If Njall ends his movement when he attacks, the attack deals 5 extra damage.	
⚡ Lightning Strike (lightning, weapon) ♦ At-Will	
Requirement: Njall must be wielding a bastard sword. Attack: Close burst 2 (creatures in burst); +26 vs. AC Hit: 2d10 + 4 lightning damage, and the target is dazed until the end of its next turn.	
⚡ Storm Burst (implement, lightning, thunder) ♦ Recharge [2]	
Attack: Area burst 2 within 10 (enemies in burst); +24 vs. Fortitude Hit: 2d8 + 3 lightning and thunder damage, and the target is stunned (save ends).	
Skills Arcana +21, Dungeoneering +18, Endurance +19	
Str 26 (+18)	Dex 18 (+14) Wis 17 (+13)
Con 19 (+14)	Int 23 (+16) Cha 21 (+15)
Alignment good Languages Common, Elven	
Equipment chainmail, bastard sword	

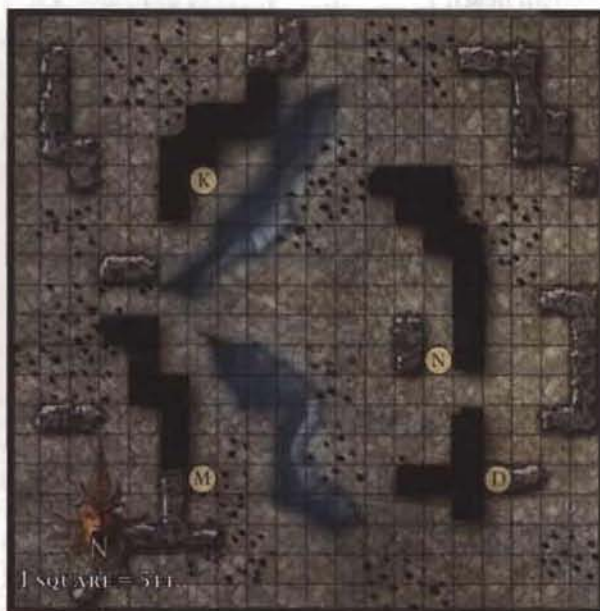
Daud Jatmor	Level 20 Artillery
Medium natural humanoid, half-elf	XP 2,800
HP 149; Bloodied 74	Initiative +19
AC 32, Fortitude 32, Reflex 35, Will 31	Perception +20
Speed 6	Low-light vision
STANDARD ACTIONS	
⚔ Short Sword (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +25 vs. AC Hit: 3d6 + 7 damage.	
🏹 Longbow (weapon) ♦ At-Will	
Attack: Ranged 20/40 (one creature); +27 vs. AC Hit: 2d10 + 10 damage, and the target is marked until the end of its next turn.	
🏹 Rapid Shot (weapon) ♦ Recharge [2]	
Requirement: Daud must be wielding a longbow. Attack: Ranged 20/40 (one or two creatures); +25 vs. Reflex Hit: 2d10 + 9 damage.	
MINOR ACTIONS	
🏹 Hunter's Quarry ♦ At-Will (1/round)	
Effect: Daud designates the enemy nearest to him as his quarry. Once per round, he deals 2d6 extra damage to his quarry with an attack. This effect lasts until the end of the encounter, until the quarry is defeated, or until Daud uses this power again.	
Skills History +20, Intimidate +18	
Str 19 (+14)	Dex 28 (+19) Wis 21 (+15)
Con 23 (+16)	Int 20 (+15) Cha 17 (+13)
Alignment unaligned Languages Common, Elven, Giant	
Equipment leather armor, short sword, longbow, 30 arrows	

TACTICS

Njall fights with *surging strike*, switching to *lightning strike* if he can target three or more characters. He reserves *storm burst* for foes that are surrounding another Skullbreaker.

Daud avoids melee to target lightly armored characters with *rapid shot* and *hunter's quarry*.

Kobhein uses *greataxe* until he is bloodied, then moves through the fray with *frenzied charge*.



Kobhein		Level 19 Brute	
Medium natural humanoid, shifter		XP 2,400	
HP 221; Bloodied 110		Initiative +15	
AC 31, Fortitude 32, Reflex 31, Will 30		Perception +14	
Speed 6		Low-light vision	
STANDARD ACTIONS			
⊕ Greataxe (weapon) ♦ At-Will			
Attack: Melee 1 (one creature); +24 vs. AC			
Hit: 4d12 + 8 damage (crit 2d12 + 56).			
⚡ Frenzied Charge (weapon) ♦ Recharge ☼ ☼ ☼			
Requirement: Kobhein must be bloodied.			
Effect: Kobhein charges and makes the following attack in place of a melee basic attack.			
Attack: Close burst 1 (enemies in burst); +24 vs. AC			
Hit: 4d12 + 14 damage (crit 2d12 + 62), and Kobhein knocks the target prone.			
TRIGGERED ACTIONS			
🦷 Longtooth Shifting (healing) ♦ Encounter			
Trigger: Kobhein first becomes bloodied.			
Effect (No Action): Until the end of the encounter or until he becomes unconscious, Kobhein gains a +2 bonus to damage rolls. In addition, while he is bloodied, Kobhein gains regeneration 4 (he regains 4 hit points whenever he starts his turn and has at least 1 hit point).			
📣 Roar of Triumph			
Trigger: Kobhein's attack reduces an enemy to 0 hit points or fewer.			
Effect (Free Action): Each enemy in a close burst 5 takes a -2 penalty to all defenses until the end of Kobhein's next turn.			
Skills Endurance +19, Nature +19			
Str 25 (+16)	Dex 22 (+15)	Wis 20 (+14)	
Con 21 (+14)	Int 17 (+12)	Cha 16 (+12)	
Alignment good		Languages Common, Goblin	
Equipment greataxe			

Myshal attacks with *eldritch strike*, using *eldritch blast* to defend allies until that power recharges.

UNEASY TRUCE

The Skullbreakers are inclined to attack any outsiders at large in Skull City, but savvy characters have a chance to avoid hostilities.

The Skullbreakers are hardened foes with a strict "Shoot first, Speak with Dead later" approach to outsiders. As with the Tortured Vestige in Moil (see Encounter M4, page 56), this encounter is meant to assess the players' ability to avoid a needless fight.

Level: 18 (XP 10,800, replaces XP for fighting Skullbreakers).

Complexity: 5 (requires 12 successes before 3 failures).

Primary Skills: Arcana, Bluff, Diplomacy, History.

Special: The characters automatically succeed on the skill challenge if they surrender before defeating three of the Skullbreakers, or if they defeat three of the Skullbreakers, whereupon the last one standing surrenders to them.

Regardless of how this encounter ends, see "The Haven" on the following page.

Arcana or History (DC 20, minor action): The character draws on knowledge of Acererak's past plots to prove that the party is working against the demilich.

Myshal		Level 19 Soldier	
Medium immortal humanoid, deva		XP 2,400	
HP 182; Bloodied 91		Initiative +15	
AC 35, Fortitude 31, Reflex 31, Will 32		Perception +12	
(+1 to all defenses against attacks made by bloodied creatures)		Low-light vision	
Speed 6			
Resist necrotic 15, radiant 15			
Saving Throws +5 against charm effects			
TRAITS			
🌀 Spirit Distraction (charm) ♦ Aura 2			
Any creature that ends its turn within the aura grants combat advantage until the end of its next turn.			
STANDARD ACTIONS			
⊕ Spirit Blade (psychic, radiant, weapon) ♦ At-Will			
Requirement: Myshal must be wielding a longsword.			
Attack: Melee 1 (one creature); +24 vs. AC			
Hit: 2d10 + 10 damage plus 6 psychic and radiant damage, and the target is marked until the end of Myshal's next turn.			
🌀 Eldritch Blast (implement) ♦ At-Will			
Attack: Ranged 10 (one creature); +22 vs. Reflex			
Hit: 2d10 + 16 damage.			
⚡ Eldritch Strike (weapon) ♦ Recharge ☼ ☼ ☼			
Requirement: Myshal must be wielding a longsword.			
Attack: Melee 1 (one or two creatures); +24 vs. AC			
Hit: 2d10 + 14 damage, and the target is marked and immobilized (save ends both).			
TRIGGERED ACTIONS			
📖 Memory of a Thousand Lifetimes ♦ Encounter			
Trigger: Myshal makes an attack roll, a skill check, or an ability check.			
Effect (Free Action): Myshal adds 1d6 to the triggering roll.			
Skills Arcana +20, Religion +20			
Str 18 (+13)	Dex 19 (+13)	Wis 16 (+12)	
Con 22 (+15)	Int 22 (+15)	Cha 25 (+16)	
Alignment unaligned		Languages Common, Elven, Draconic	
Equipment longsword			

Bluff (DC 13, minor action): The character distracts the Skullbreakers with lies or boasts.

Diplomacy (DC 20, minor action): The character attempts to convince the Skullbreakers to stand down. In addition to earning a success in the challenge, a successful Diplomacy check grants a +2 bonus to all further Arcana checks or History checks.

Success: The Skullbreakers decide the characters aren't a threat. As long as further hostilities are avoided, they escort the characters to the Haven.

Failure: The Skullbreakers reject any overtures of diplomacy and cease hostilities only after the characters have surrendered or fallen.

FEATURES OF THE AREA

Illumination: Dim light.

Eldritch Vent: See page 88. The northern vent is 30 feet deep, and the southern one is 20 feet deep.

High Walls: See page 88.

Low Walls: See page 88.

Rubble: A mix of rubble and ash spread throughout the area is difficult terrain. A creature that runs, charges, or makes a double move in the rubble must make a DC 20 Acrobatics check or fall prone at the end of its move.

THE HAVEN

After their encounter with the Skullbreakers, the characters are taken to the Skullbreakers' sanctum in Skull City—the Haven.

When the characters arrive at the Haven, read:
You are led along hidden passageways to the place the Skullbreakers call the Haven. Buried beneath the ruins, the building is rough-walled and furnished from the former domiciles of the city's leading necromancers. A fire burns in the central hall, and a feast awaits all in attendance.

If the characters were killed in Encounter C4, the Skullbreakers use *Speak with Dead* to learn of the their search for Acererak. A few days later, the characters awaken in the Haven, raised and rested—and with the cost of *Raise Dead* rituals removed from their belongings.

Show the players *The Skullbreakers* (page 116) when the characters arrive at the Haven.

A POINT OF LIGHT

The Skullbreakers' sanctum can serve as a safe haven for the characters as the rest of the adventure unfolds. The adventurers are given the sigil codes for a permanent teleportation circle in the complex, and they can come and go at any time. When the characters are brought to the Haven, the Skullbreakers give them two *potions of vitality* and a level 21 magic item as a way of apologizing for attacking them in the city. (These items will more than offset the cost of *Raise Dead* rituals for any characters who died.)

The Skullbreakers have a dozen members aside from the four the characters encountered. Four of those other members are currently present in Skull City: Valdir (level 18 human paladin), Xophus (level 19 half-elf bard), Gwin (level 18 eladrin wizard), and Calein (level 19 half-elf rogue).

Develop these nonplayer characters as you see fit. Each shares one element of history—these heroes went up against the Tomb of Horrors and failed. Now, only Njall will set foot in the Abandoned Tomb. For the rest, the memory of the terrors experienced there—and the friends lost—is still too raw. (Depending on how you develop the group, some of the Skullbreakers might carry a darker memento from the tomb—a lingering madness, hidden from their compatriots. These individuals might betray the characters in the long term, desiring Acererak's lore or power for themselves.)

ANSWERS AND QUESTIONS

The Skullbreakers are anxious to know more about the characters' search for Acererak and to share what

they know. Give the adventurers the information presented in the "Background" section of this chapter (page 84) and in Skull City's overview (page 88).

From what the characters have discovered in their previous adventures, Acererak has clearly put another plan into motion. The Skullbreakers have no more idea than the characters what that plan might be. They do, however, have some knowledge.

When one of the Skullbreakers is asked about Skull City and Acererak, read:

"The Black Academy never had any connection to Acererak worth talking about. Useless sycophants, all of them. Whatever's going on, Moghadam's likely the only one in Skull City who'd know. The lich's architect. An archwraith. Evil as his master, and twice as mad."

If the characters ask about Moghadam, paraphrase the following material. More information is on page 114, but do not reveal it until the characters have won through to the Vault of Betrayal.

Moghadam was responsible for many of Acererak's deadliest traps and defenses. He led the construction of each of Acererak's dungeons, but when the demilich abandoned the tomb, the archwraith fell further into madness.

The former masters of the Black Academy took pride in their collected lore of Acererak and his plots. That lore was stolen shortly after the tomb was drained of power. Survivors tell of how a vengeful wraith besieged the academy's ruined libraries.

Moghadam's lair is beneath location 8 in the Abandoned Tomb. The characters can enter it only with keys hidden in the Abandoned Tomb's planar crossover encounters.

The characters' progress through this part of the adventure determines how they discover those keys in the planar crossover locations of the Abandoned Tomb. If the characters enter the tomb before meeting the Skullbreakers (as they will if this chapter immediately follows Chapter 2, or if they enter the tomb after Encounter C3), they might already have both keys.

Characters can recall how the keys that granted access to the Shadow Tomb's eldritch engine were hidden in that dungeon's planar crossover locations. Knowing that Moghadam designed Acererak's defenses, they might guess that the archwraith would use the same tactic, inspiring a foray into the planar crossover locations in the Abandoned Tomb. (If the characters haven't yet entered the tomb, Njall can tell them about an excursion there shortly after the old Tomb of Horrors was drained of power. He describes the planar crossover effects, perhaps inspiring the realization that the Abandoned Tomb might still contain planar crossover locations as well.)

THE ABANDONED TOMB

Buried inside Blackfire Hill in Skull City is the most infamous, most fearsome dungeon ever conceived.

Well, what's left of it, anyway.

At the start of his latest scheme, Acererak used the flow of arcane energy through his tomb as a dimensional conduit linking his various interplanar dungeons and eldritch engines, feeding power from one to the other. When he returned and drained the magic from this place in one fell swoop, leaving it abandoned and also devastating portions of Skull City, those planar links remained. As such, although the bulk of the Abandoned Tomb is truly vacant, it does have several locations of planar crossover where the characters might yet encounter substantial danger. The characters can find the keys to Moghadam's "undertomb" here also. The keys are in the locations where the Shadowfell and the Feywild overlap (locations 14-16 and 19-22, respectively), and the entrance to the undertomb is in the location of the Pluton overlap (locations 8-10).

BUILDING TENSION

Prior to the characters' arrival at Skull City and their excursion to the Abandoned Tomb, consider dropping detailed accounts of the terrible deaths that befell adventurers foolish enough to breach the original tomb. Since the characters are likely researching Acererak after the events of Chapter 2, it shouldn't be too hard to reveal such details, but you might also have the characters encounter old, crippled adventurers who scarcely escaped the tomb with their lives. (Of course, the Skullbreakers have plenty of terrible tales to share.) Make the characters sweat a bit before they realize that, although they must face many terrors as they endeavor to defeat Acererak's schemes, the tomb, for the most part, is no longer one of them.

TERRAIN AND FEATURES

Unless otherwise noted in an encounter description, the information given here is true throughout the Abandoned Tomb.

Illumination: Darkness.

Doors: The wooden doors are unlocked and require no roll to open.

Pits: Each square marked with an X on the overview map is a 10-foot-deep hole. A character who falls or jumps into a pit can climb out with a DC 15 Athletics check.

Secret Doors: Each secret door requires a DC 24 Perception check to locate, but the characters can open one they locate without further checks.

ONE MORE ENCOUNTER . . .

As written, encounters in the Abandoned Tomb occur only at locations of planar crossover. If you want to include an additional encounter, you can take advantage of one of Acererak's old spells. In the original adventure, teleportation and other sorts of magical travel were prevented through the use of bound demons. You might decide that when Acererak ripped the magic from the tomb, one pair of demons was stranded here.

DEMON PATROL

Level 20 Encounter (XP 14,350)

- ◆ 1 glabrezu (level 23 elite brute, MM 54)
- ◆ 1 hezrou (level 22 brute, MM 56)

ABANDONED TOMB OVERVIEW

Although the characters might be tripping over themselves in fear, the truth is that, except for the locations of planar crossover, the traps and hazards of the tomb are gone. You can add descriptions of flickering shadows and distant sounds to heighten the tension, but no random dangers or wandering encounters pose any threat to the characters these days.

GETTING IN

If the characters come directly here after the events of Chapter 2, as described in the "Straight to the Tomb" hook on page 85, they arrive in location 3.

If the characters travel through Skull City and investigate the opening in the mouth of the skull that they see during encounter C3 (page 94), they discover that this is the way to access the tomb from the outside.

1. ENTRANCE

This unremarkable opening in the hillside is the way to enter (and exit) the tomb.

2. MAIN HALL

When the characters enter this location, read:

Several pits gape open along this long hall, and bent, corroded spikes adorn the bottom of each one. Decaying murals and paintings on the walls hint at humanoid shapes. Despite the current scraped condition of the floor, several sections have the remains of designs and inscriptions. One corridor leads off to the west, and its position requires you to bypass one of the pits to reach it.

If the characters experienced a vision of the Abandoned Tomb while in the Garden of Graves, they recognize this as the hall they observed.

3. DEFACED HALL

When the characters can see the south end of the hall, read:

The southern wall once held a great design—a sculpture or a bas-relief—but it has been chiseled away, leaving nothing but scarred stone in its place. To the east, an ornate archway in the stone leads to an empty niche in the wall. If the niche ever had a purpose, it has long been lost.

This wall once displayed the infamous demonic face known far and wide as Acererak's own symbol. Moghadam removed the sculpture and took it below. In the process of doing this, he disrupted most of the magic once held within the feature. The last of the lingering energy causes the characters to appear here if you have linked the Shadow Tomb to this tomb.

4. DOORS TO NOWHERE

This complex of doors and secret doors was once part of an intricate trap, but now it serves only to confuse those who brave the Abandoned Tomb.

5. NOTHING TO SEE

Like location 2, this hall once had figures painted on the walls. The characters can barely make out humanoid shapes, and they can see shallow indentations that might have held circular pieces of glass, though only broken shards cover the floor now.

6. WINDING WAY

This corridor slopes downward, passing beneath location 5, then ascends to intersect with the north wall of location 8.

7. LOST TREASURES

When the characters enter this chamber, read:
Broken bits of wood cover the floor of this chamber. Enough remains to suggest that the wood once made up three good-sized chests, but someone or something has shattered them.

8-10. UNHOLY SHRINE

This chamber contains a planar crossover with the astral dominion of Pluton, and is one of the greatest lingering threats within the Abandoned Tomb.

See **Encounter T1: Chorus of the Dead**, page 102.

11. BROKEN HALL

The door near the north end of this corridor is jammed. If the characters break through it (DC 20 Strength check), only broken stone lies beyond, because the passage north of this door has collapsed.

12. STAIRS DOWN

The passageway leading south from the bottom of the pit to the top of the staircase is not hidden.

13. CHAMBER OF BONES

This room once served as Acererak's false crypt. Now nothing but wood, stone, and bone rubble fill the room.

14-16. NECROMANCER'S LABORATORY

This planar crossover location contains the laboratory of a long-gone necromancer of the Shadowfell.

See **Encounter T2: Shrouded Dead**, page 104.

17. FALSE DOOR, FALSE TRAP

If the characters open this door, read:

Nothing but blank stone lies beyond the door. Despite this, you hear the grinding of metal from all around.

This used to be a lethal trap, but like almost everything else in here, it has fallen apart. The sounds come from the remnants of the mechanism, but the apparatus is now harmless.

18. SECRET PASSAGE

Characters who locate the secret trapdoor in the floor here can enter an underground passage that connects with the corridor to the north and allows access to location 23 from the west.

19-20. FEARSOME FEY

This portion of the Abandoned Tomb contains a planar crossover with the Feywild—and perhaps the most unusual foe the characters might encounter in this adventure.

See **Encounter T3: Lady of the Mists**, page 106.

21. POOL CHAMBER

When the characters enter this location, read:

The floor here is covered in several inches of water that slowly sloshes and trickles through cracks in the stone. Along one wall, a pair of demonic stone faces spout water in a low arc into a circular pool ringed by rocks.

The water in the pool is about 2 feet deep and is difficult terrain.

22. HALL OF PILLARS

When the characters enter this hall, read:

Orderly rows of pillars stand within this enormous hall. To the north is a trio of small chambers. A dais looms up against the south wall.

Nothing occurs here now, but the characters eventually face Acererak here once they've thwarted his plans in the astral dominion of Pluton (page 122).

The chambers to the north—small and large—are empty of anything but dust and gravel.

23. DAIS

The dais is empty at the moment. When the characters return to this location, they find a worktable with various arcane and alchemical equipment that Acererak placed here.

THE ABANDONED TOMB



1 SQUARE = 5 FT.



ENCOUNTER T1: CHORUS OF THE DEAD

Encounter Level 20 (14,400 XP)

SETUP

3 callers in darkness (C)

Before the planar crossover between the Abandoned Tomb and Pluton came into being, this area was a shrine to evil. Now that it appears partly within the realm of a dead god, that evil has grown more pervasive. A veritable congregation of souls has been trapped within it, combining into three ghostly entities who seek to destroy any living beings that enter the area. Moghadam chose this as the entryway for his own domain precisely because of the danger of the chamber.

Do not place any of the callers in darkness on the map until they appear (see "Tactics").

When the characters first enter this area from the Abandoned Tomb, read:

You feel a sudden shudder, as though your soul briefly attempted to flee your body. The rough-hewn walls of the chamber before you change into what looks like smooth white marble. From somewhere beyond, a fearsome wind wails, and a chorus of funereal voices accompanies it.

If the characters look more closely at the wall, read:

Closer inspection of the wall reveals that it is a sheet of stone-flecked ice.

Religion Check

DC 25: *You know that you have left the mortal realm—but unlike on prior occasions, you're not certain where you are.*

CHAPEL

When the characters enter location 8, read:

Granite pews stand in rows here. The song you heard earlier, lost upon the wind, is louder here. You cannot make out the words, but it sounds like a religious hymn.

Two low walls, 2 feet in height, separate the pews from the south side of the room.

DAIS

When the characters enter location 9, read:

Beyond the low walls rises a small dais. Against the back of the chamber on top of the dais, a rough stone block seems to serve as a primitive altar. Two candelabras frame the dais, and the blood-red candles within them are partially melted. To the west, a stone arch in the wall provides access to a shallow alcove. On the eastern wall, a narrow opening leads away from this chamber.

HALL

When the characters enter location 10, read:

A long hallway stretches before you. Several doorways divide it into sections, and those doors hang open to expose what lies beyond. Multiple pits gape in the floor.

3 Callers in Darkness (C)

Large shadow humanoid (undead)

HP 254; Bloodied 127

AC 31, Fortitude 33, Reflex 28, Will 33

Speed 0, fly 8 (hover), phasing

Immune disease, poison; Resist insubstantial

Saving Throws +2; Action Points 1

STANDARD ACTIONS

⊕ **Spirit Bite** (necrotic, psychic) ◆ **At-Will**

Attack: Melee 2 (one creature); +24 vs. AC

Hit: 1d10 + 7 necrotic damage, and ongoing 10 psychic damage (save ends).

† **Double Bite** ◆ **At-Will**

Effect: The caller uses spirit bite twice.

† **Steal Essence** (necrotic, psychic) ◆ **At-Will**

Attack: Melee 2 (a creature marked by the caller); +22 vs.

Fortitude

Hit: 1d10 + 9 necrotic damage, and ongoing 5 psychic damage (save ends).

First Failed Saving Throw: The target is weakened and takes ongoing 5 psychic damage (save ends both).

Second Failed Saving Throw: The target is stunned instead of weakened and takes ongoing 10 psychic damage (save ends both).

MINOR ACTIONS

Advantage of Fear (fear) ◆ **At-Will** (1/round)

Effect: One creature within 10 squares of the caller is marked and grants combat advantage to the caller (save ends both).

TRIGGERED ACTIONS

◀ **Soulstorm** (necrotic, psychic) ◆ **Encounter**

Trigger: The caller is first bloodied.

Attack (Free Action): Close burst 2 (enemies in burst); +22 vs.

Reflex

Hit: 1d10 + 9 psychic damage plus 1d10 + 9 necrotic damage.

In addition, a target that grants combat advantage to the caller takes ongoing 5 psychic damage and ongoing 5 necrotic damage (save ends both).

Str 24 (+16)

Dex 18 (+13)

Wis 24 (+16)

Con 21 (+14)

Int 10 (+9)

Cha 25 (+16)

Alignment chaotic evil Languages Common

TACTICS

Once the characters spend 3 rounds at location 8 or 9, roll a d6 for each of the three callers. On a result of 4–6, that particular caller arrives, moving through the nearest wall to appear in or near one of the spots marked C. In each following round, continue to roll for any of the callers that have not yet entered combat, until all three have appeared.

As soon as a caller appears, it attempts to use *advantage of fear* and then *steal essence* on the nearest characters.

When the first caller in darkness appears, show the players **Chorus of the Damned** (page 117), then read:

The sepulchral singing rises to a nearly deafening crescendo as a hideous apparition emerges through the wall. Horror-stricken faces appear and disappear across the surface of the pillar of roiling darkness that forms from the apparition. Their mouths hang open, emitting a terrible hymn.

Although they are soldiers, the callers use tactics similar to those of skirmishers in this fight. They move constantly and frequently pass through the walls, disappearing from the battle for a time—sometimes as long as 2 or 3 rounds—before reappearing from a different direction. The callers remain in this area if the characters leave before defeating them, and the monsters resume combat if the characters return after obtaining the keys (see below).

THE HIDDEN DEPTHS

Location 8 includes the only access point to Moghadam's lair—and the mad wraith has taken advantage of the region's planar instability to ensure his privacy. If anyone enters this location without carrying both keys (found in Encounters T2 and T3), the entrance to his sanctum does not exist. A search of the area cannot reveal it—it literally is not present. Only if the characters carry both keys does it exist, and it takes the form of a pit hidden beneath a large trapdoor in the floor (marked with an F on the map) that leads into a 10-foot-wide passage.

If the characters have both keys, they can find the trapdoor with a DC 32 Insight check or Thievery check. By succeeding on this check, they figure out that if they touch both keys to the floor at this spot, the trapdoor becomes visible and drops away to reveal the pit. The Skullbreaker Njall (page 96) also knows where the passage is and is willing to describe

its location to the characters if none of them succeeds in finding it.

When the characters open the trapdoor leading to the pit, read:

The darkness in the pit before you shimmers with subtle waves of dark purple and deep peacock blue.

Once the characters prepare to descend, continue with “The Vault of Betrayal” (page 108) and Encounter V1 (page 110).

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: The ceilings throughout the area are 15 feet high.

Alcove: Anyone standing in the alcove on the west side of location 9 has cover against attacks from non-adjacent foes.

Altar: The altar provides cover. It costs 1 extra square of movement for a creature to move up onto the altar. Anyone standing on or adjacent to the altar gains vulnerable 5 necrotic.

Candelabras: Characters can use the candelabras as improvised weapons. If the candles are lit, they do not shed light, but they instead extinguish each non-magical light source within locations 8 and 9.

Dais: It costs 1 extra square of movement for a creature to step up onto the dais.

Essence of the Divine: Whenever a creature in this area uses a divine attack power, it gains a +1 bonus to the attack roll and can score a critical hit on a roll of 19–20. In addition, divine characters gain vulnerable 3 to all damage while in this area.

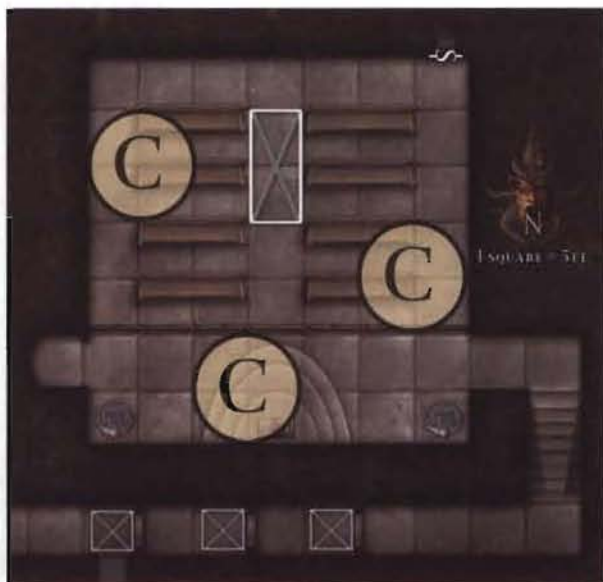
Low Wall: It costs 1 extra square of movement for a creature to cross a low wall. Creatures adjacent to the wall have cover against adjacent creatures on the other side.

Narrow Passage: Medium creatures must squeeze through the opening between locations 9 and 10, costing 1 extra square of movement. Combatants on the east side of the opening have cover against attacks from the west side.

Pews: The pews provide cover. It costs 1 extra square of movement for a creature to step onto a pew.

Pits: The pits here are 20 feet deep, and a character can make a DC 25 Athletics check to climb them.

Stairs: These steep stairs are difficult terrain.



ENCOUNTER T2: SHROUDED DEAD

Encounter Level 19 (12,000 XP)

SETUP

6 shambling mummies (M)

Place one mummy on the map when the characters first enter the area. The others rise from the sarcophagi as noted below; when a mummy rises, place it in any unoccupied square adjacent to its sarcophagus.

When the characters enter location 14, read:

A wrenching sensation, felt in the soul more than the body, overcomes you for a moment, and the world around you changes. The tunnels that had been carved from natural rock now consist of stone bricks, and a hideous black sludge seeps through the cracked mortar. You feel as though a weight has settled upon you. Colors, and the very light around you, are muted.

Religion Check

DC 25: You recognize that you're in the Shadowfell due to the oppressive sensation that has overcome you.

WORKROOM

After the wrenching sensation fades, read:

You've entered a chamber that looks like a cross between a crypt and a laboratory. Several stone sarcophagi stand throughout it, and a single round worktable occupies the chamber's center. Parchments, various decanters and beakers, bowls of herbal powders, and strips of linens cover the table. A desiccated corpse, partially wrapped in linens, lies slumped on the floor beside the table.

Arcana or Religion Check

DC 20: The materials on the table are required for proper mummification of a body. The process on this corpse was left partially completed, which is an act of heretical disrespect in many ancient faiths.

DC 20 (only after the first mummy rises, and only if a character has succeeded on the prior check): *It occurs to you that completing the mummification might have prevented this mummy from rising.*

THE KEY

Buried slightly beneath some of the trappings on the worktable is one of the keys to Moghadam's sanctum. At first glance, it looks like a decoration, but if the characters examine the contents of the table more carefully (which happens automatically if they engage in the skill challenge), they see some features about the piece that indicates that it is used as a key.

When the characters identify the key, read:

A small piece of metal that seemed at first to be a trinket now looks like a key. It has a number of notches and teeth along its length, and the head has been forged in the shape of a sword hilt.

HALL

When the characters enter location 15, read:

Lifelike images of humanoid hands are carved along the walls and across the floor.

The images don't move or otherwise interact with the characters in any way, but those who enter this corridor for the first time might tread carefully until they discover there's nothing to fear.

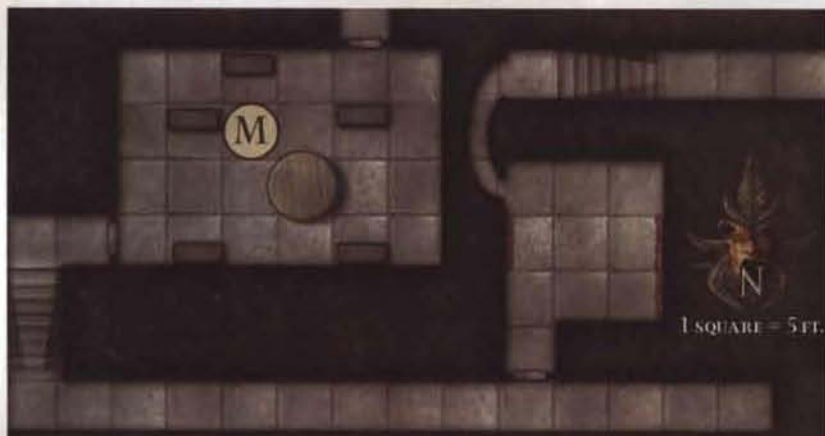
STOREROOM

When the characters enter location 16, read:

The chamber smells of dust and mildew. Shelves along opposite walls contain bottles of powders, decanters of various substances, and carefully coiled strips of linen.

THE RISING DEAD

The mummy in full view rises as soon as a character moves adjacent to it, attacks it, or spends 1 minute in the workroom. Once this occurs, roll a d6 at the start of the first mummy's turn each round. On a result of 5 or 6, one sarcophagus opens (your choice) and its mummy emerges (as a move action) and joins the fight. This process continues until all the mummies are destroyed or until the characters succeed on enough skill challenges to prevent the remainder from rising (see "Ending the Rising"). Award XP either for destroying a mummy or for putting it to rest.



6 Shambling Mummies (M)		Level 18 Brute
Medium natural humanoid (undead)		XP 2,000 each
HP 213; Bloodied 106	Initiative +14	
AC 30, Fortitude 32, Reflex 29, Will 30	Perception +15	
Speed 6	Darkvision	
Immune disease, poison; Resist 10 necrotic		
TRAITS		
☠ Despair (fear) ♦ Aura 5		
Any enemy within the aura takes a -2 penalty to attack rolls against the shambling mummy until it damages that mummy.		
Deathless Wrath		
The shambling mummy gains a +2 bonus to attack rolls and deals 1d6 extra damage on a hit against the last enemy to damage it and against any enemy marked by it.		
Regeneration (healing)		
The shambling mummy regains 10 hit points whenever it starts its turn and has at least 1 hit point. If it takes fire damage, its regeneration does not function until the end of its next turn.		
STANDARD ACTIONS		
⊕ Rotting Slam (necrotic) ♦ At-Will		
Attack: Melee 1 (one creature); +23 vs. AC		
Hit: 4d8 + 10 necrotic damage, and the target is marked until the end of the mummy's next turn. On a critical hit, the target also contracts mummy rot (<i>Dungeon Master's Guide</i> , page 49).		
◀ Mummy's Curse ♦ Encounter		
Attack: Close blast 5 (enemies in blast); +21 vs. Will		
Hit: The target is weakened (save ends). It is also marked (save ends).		
MINOR ACTIONS		
↻ Winding Wrap ♦ Encounter		
Attack: Ranged 8 (one creature); +21 vs. Reflex		
Hit: The shambling mummy pulls the target adjacent to it and immobilizes the target until the end of the mummy's next turn.		
Str 27 (+17)	Dex 20 (+14)	Wis 22 (+15)
Con 23 (+15)	Int 7 (+7)	Cha 17 (+12)
Alignment evil		Languages Common

If a character opens a sarcophagus or attempts to take steps to keep it from opening (such as piling materials on the lid or chaining it shut), the mummy inside emerges automatically at the start of the first mummy's next turn.

TACTICS

The mummies are not shrewd. Each one attacks a chosen target and shifts its attention only if another character proves to be a greater threat (such as by using fire attacks). They use *mummy's curse* at the earliest opportunity to catch at least two characters, and use *winding wrap* to drag a weak-looking target into melee range.

ENDING THE RISING

The various substances on the stone worktable, when properly applied, can send the corpses here to their final rest by allowing them to slough off the dire radiance of the Shadowfell. This process prevents them from rising as shambling mummies.

The characters can attempt this skill challenge as frequently as they like until each of the five mummies in the sarcophagi have either been destroyed or

prevented from rising. The materials on the table are sufficient for only two complete attempts (whether they succeed or fail). The characters have to acquire more materials from the storeroom if they want to attempt the challenge more than twice.

Level: 18 (XP 2,000).

Complexity: 1 (requires 4 successes before 3 failures).

Primary Skills: Athletics, Arcana, History, Religion.

Athletics (DC 28, standard action): The character opens the lid of a sarcophagus to reveal the partially mummified corpse inside. This skill can be used to gain 1 success in the challenge, and it must be used successfully before anyone can attempt an Arcana check.

Arcana (DC 24, standard action): The character uses the materials spread across the table to prepare a mummy for its final rest. This skill can be used to gain 2 successes in the challenge, and it must be used successfully at least once to succeed on the challenge.

History (DC 28, standard action): The character recognizes some obscure detail among the items on the table that he or she links to knowledge of historical societies, which helps prepare the mummy. This skill can be used to gain 2 successes in the challenge.

Religion (DC 24, standard action): The character determines what specific burial rites can prevent a particular mummy from rising. This skill can be used to gain 1 success in the challenge.

Secondary Skills: Nature, Perception.

Nature (DC 24, standard action): The character uses knowledge of the natural world to identify some of the substances on the table, aiding his or her companions. A success on this check grants the characters a +2 bonus to Arcana, History, and Religion checks in the challenge.

Perception (DC 24, immediate reaction when another character fails a check in the challenge): The character spots a mistake before it's too late to correct it. A successful check negates a failure, but this skill can be used in this way only once in the challenge.

Success: The characters have successfully put one of the mummies to rest, preventing it from rising.

Failure: The characters continue to face rising mummies. They can choose to start the skill challenge over again.

FEATURES OF THE AREA

Illumination: Darkness. Light sources brought into the area have the radius of their illumination reduced by half.

Ceiling: The ceiling is 10 feet high.

Sarcophagi: A sarcophagus provides cover, and it costs 1 extra square of movement for a creature to move on top of one.

Stairs: The steep stairs throughout this area are difficult terrain.

ENCOUNTER T3: LADY OF THE MISTS

Encounter Level 19 (12,000 XP)

SETUP

Mindressa (M)
Golden mist trap

Many years ago, Acererak trapped a harmless fey inside a cavern within his tomb. Inspired by the fun he had watching adventurers futilely attempt to free her, he has created a similar situation here, where the Feywild overlaps with the Abandoned Tomb.

When the characters first enter this area, read:

A moment of vertigo washes over you. The walls, which were solid stone tunneled through the hillside, now consist of smaller bits of rock haphazardly stacked and mortared together. Everything appears to slide into sharp focus, and from outside you hear the distant call of birds.

Religion Check

DC 25: You've experienced this sensation before—you must now stand within the Feywild.



HALL OF RUNES

When the characters enter location 19, read:
Glowing arcane runes adorn the walls throughout this hallway—so many that they overlap each other.

The runes that produce the magic that powers the golden mist trap are hidden here; see the trap statistics block.

GROTTO

When the characters can see into location 20, read:

Within a cavern that is partly natural and partly constructed, a faint golden mist fills the air. Shallow water covers most of the floor, and a large formation of stone is in the center.

MINDRESSA AND THE GOLDEN MIST

The mist within the grotto is a magic trap created by Acererak through the use of powerful rituals. Creatures that come into contact with it find their minds overrun by hatred and bloodlust.

Mindressa is a victim of the golden mist; the characters might kill her without ever finding out that she's no more evil than they are. If the characters disable the trap, she regains her true persona. (If she is freed, she leaves the area of planar crossover and returns home.)

At the start of the encounter, Mindressa is in the southwest corner of the grotto. She remains in place until a character moves close enough to see her despite the concealment granted by the mist.

When Mindressa becomes visible, read:

The figure of a female stands before you, beautiful in appearance but foreboding in demeanor. She does not seem pleased to see you.

Show the players *The Maiden in the Mist* (page 117).

THE KEY

Hanging in plain view on Mindressa's body is one of the keys to Moghadam's sanctum. The characters can gain it if they defeat Mindressa or if they disable the trap, whereupon she presents it to them as a reward.

When the characters obtain the key, read:

What you first took to be a bit of jewelry is obviously more than that. Notches along one edge look like the teeth of an ornate key. One end is sculpted in the shape of a closed fist.

Golden Mist **Level 18 Blaster**
Trap XP 2,000

Gleaming golden mist hovers throughout the cavern.

Trap: The magic of the mist threatens to turn friends against one another in brutal violence.

Perception

No check is required to notice the mist.

Additional Skill: Arcana

◆ DC 28: The character feels the presence of charming magic within the mist.

Trigger

When a living creature not already dominated by the mist ends its turn within the mist, the mist attacks.

Attack ◆ Charm

Opportunity Action Area burst 1 centered on the triggering creature

Target: Each creature in burst

Attack: +19 vs. Will

Hit: The target is dominated (save ends). *Second Failed Saving*

Throw: The target becomes controlled by the trap and gains the chaotic evil alignment. He or she continues to act as dominated victims do (see below), but is no longer dazed and can make use of any powers and abilities.

The target can be restored to normal with the Remove Affliction ritual or (possibly) by the disabling of the trap.

Special: Dominated creatures attempt to slay any creatures that are not already dominated or controlled by the trap, and they pursue creatures into location 19. If they are drawn into location 19, they focus on creatures trying to disable the trap.

Countermeasures

◆ The trap's magic is connected to the various runes scrawled on the walls of location 19. A character can make a DC 24 Perception check to identify the correct runes only after he or she is aware that the trap exists. Once the runes are identified, a character can make a DC 25 Arcana check or Thievery check while in location 19 to disable the trap.

◆ If the trap is disabled, each dominated and trap-controlled individual can make a saving throw with a +5 bonus. On a save, the creature is no longer dominated or controlled, and its alignment and behavior return to normal. On a failed saving throw, the creature continues to attack prior allies, and only a Remove Affliction ritual can negate the effect.

◆ A successful use of *dispel magic* against a Will of 30 causes the mist to instantly disappear, and its domination and control effects end.

TACTICS

Mindressa attacks as soon as the characters discover her presence, using *crashing tide* if the characters are clumped together. She uses *fey stride* to teleport whenever she can, which allows her to attack characters from behind or attack weaker targets that stand away from melee.

FEATURES OF THE AREA

Illumination: Dim light from the mist and runes.

Ceiling: The ceiling is 10 feet high in location 19 and 15 feet high in the grotto.

Mist: In addition to its effect as a trap, the mist grants concealment to creatures more than 2 squares distant and total concealment to creatures more than 5 squares distant.

Mindressa **Level 18 Solo Controller**
Medium fey humanoid XP 10,000

HP 688; Bloodied 344

Initiative +17

AC 32, Fortitude 29, Reflex 30, Will 30

Perception +13

Speed 6, fly 8 (hover), swim 9

Low-light vision

Resist 15 fire, 20 radiant

Saving Throws +5; Action Points 2

TRAITS

☼ **Swirling Tides** ◆ Aura 5

Squares within the aura are difficult terrain for any creature without a swim speed (even if flying).

Water Dance

If Mindressa is within water at least 1 foot deep, she can move at her swim speed rather than her base speed, and she shifts 2 squares rather than 1 whenever she shifts.

Necrotic Lethargy

If Mindressa takes necrotic damage, she is slowed until the end of the attacker's next turn.

STANDARD ACTIONS

⬇ **Drowning Touch** ◆ At-Will

Attack: Melee 1 (one creature); +21 vs. Fortitude

Hit: 2d10 + 11 damage, and the target takes a -2 penalty to Fortitude and saving throws until the end of Mindressa's next turn.

☹ **Piercing Stream** ◆ At-Will

Attack: Ranged 6 (one enemy); +21 vs. Reflex

Hit: 2d10 + 11 damage, and the target is immobilized until the end of Mindressa's next turn.

Fury of the Sea ◆ At-Will

Effect: Mindressa makes three basic attacks in any combination, or five basic attacks while she is bloodied.

⬅ **Crashing Tide** ◆ Recharge [i]

Attack: Close blast 5 (enemies in blast); +21 vs. Fortitude or Reflex, whichever is lower

Hit: 3d8 + 8 damage, and Mindressa pushes the target 5 squares and knocks it prone. The target is dazed (save ends).

Miss: Half damage, and Mindressa pushes the target 2 squares and knocks it prone.

MOVE ACTIONS

⚡ **Fey Stride** ◆ Recharge [i]

Effect: Mindressa teleports 8 squares, remaining within the area of this encounter. She does not require line of sight to her destination.

TRIGGERED ACTIONS

⬇ **Drowning Wave** ◆ At-Will

Trigger: An enemy moves into position to flank Mindressa.

Effect (Immediate Reaction): Mindressa uses *drowning touch* against the triggering enemy. On a hit, she pushes the target 2 squares.

Blood Tide ◆ Encounter

Trigger: Mindressa is first bloodied.

Effect: She recharges *crashing tide* and uses it immediately.

Skills: Arcana +17, Bluff +22, History +17, Intimidate +22, Nature +18

Str 15 (+11)

Dex 26 (+17)

Wis 19 (+13)

Con 20 (+14)

Int 16 (+12)

Cha 27 (+17)

Alignment unaligned (chaotic evil) **Languages** Common, Elven
Equipment key

Stone Ring: This hollow cylinder of stones stands 4 feet high, providing cover to anyone inside it or adjacent to it. An opening in the northeast side is large enough for a Medium creature to pass through without squeezing.

Water: The shallow water in the grotto is difficult terrain (except for Mindressa).

THE VAULT OF BETRAYAL

After Acererak drained and abandoned the Tomb of Horrors, the archwraith Moghadam fled to his lair, the Vault of Betrayal.

DESCENT INTO MADNESS

A powerful spirit, a master of arcane powers, and a genius engineer, Moghadam was Acererak's most ardent follower for centuries. Moghadam designed much of the original Tomb of Horrors and the Fortress of Conclusion. Aided by the power of his sword and phylactery *Ruinblade*, he led the undead construction effort that built both sites. All the while, the archwraith yearned for his freedom, hoping in vain that each triumph achieved in his master's name might earn it.

When Acererak finally returned after the failure of his apotheosis, Moghadam was tasked with designing the Feywild tombs while the demilich crafted his first eldritch engines. The Shadow Tomb was the architect's next task, and when it was done, Moghadam once more sought his freedom. This time Acererak laughingly granted his wish—casting him aside as he drained the Tomb of Horrors of arcane power and quit its empty halls.

After Moghadam had spent centuries in servitude, his dream of freedom was shattered by the shock of having his greatest creation destroyed. The mad wraith claimed the lore of Acererak from the ruined Black Academy and returned to his vault beneath the Abandoned Tomb, where he yet dwells.

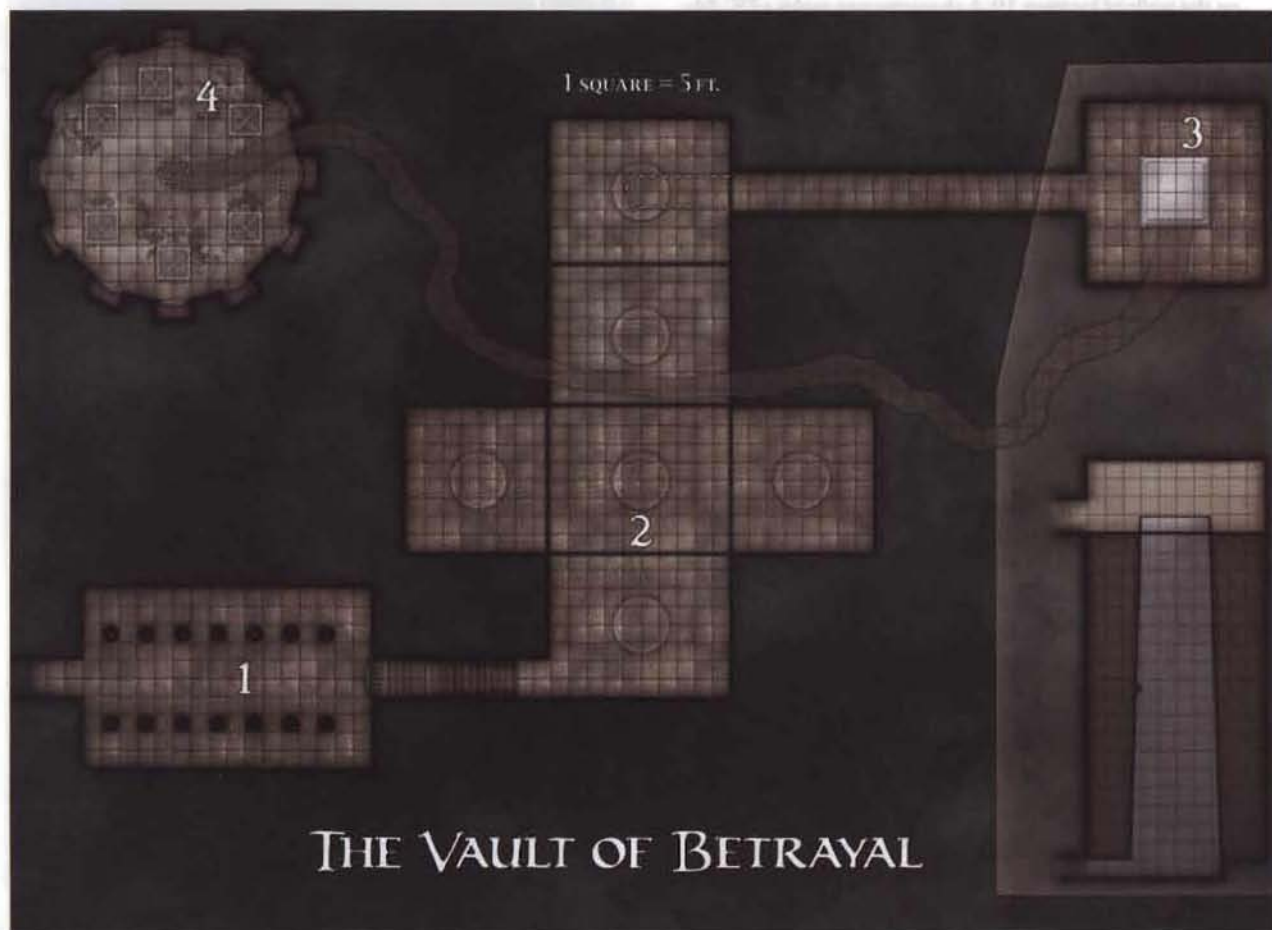
VAULT OVERVIEW

Moghadam's private sanctum beneath the Abandoned Tomb includes several of his own traps and tricks. When he was cast aside by Acererak, the insane spirit reshaped this "undertomb" to make it deadlier. Unlike his former master, Moghadam has no interest in matching wits with intruders. He wants them dead.

1. THE DEVOURER'S WELCOME

The keys obtained in two of the planar crossover locations of the Abandoned Tomb grant access to Moghadam's lair. The archwraith has this entrance guarded by powerful wards—and by replicas of the characters themselves.

See **Encounter V1: The Devourer's Welcome**, page 110.



2. UP AND OUT

The dreaded four-armed gargoyle mauler from the original adventure stands guard at this location. This fight literally turns the characters' world upside down.

See **Encounter V2: Up and Out**, page 112.

3. SKULL SHRINE

A mock temple to Acererak conceals the entrance to the heart of Moghadam's vault—and a deadly trap.

See **Encounter V3: Skull Shrine**, page 113.

4. MOGHADAM'S END

At the heart of his Vault of Betrayal, Moghadam meets the characters in a fight to the death. The characters have an unexpected ally in this battle: the sword *Ruinblade*, which seeks the destruction of Acererak and comes to realize that the characters are its best chance.

See **Encounter V4: Moghadam's End**, page 114.

RUINBLADE

This artifact, which begins the adventure in the possession of Moghadam (see page 115), is appropriate for high paragon tier and low epic tier characters.

Ruinblade

Paragon/Epic Tier

The weapon-phylactery of the betrayed archwraith Moghadam has been imbued with a single purpose—to destroy the demilich Acererak.

Ruinblade is a +4 **terror greatsword** (*Player's Handbook*, page 236) with the following properties and powers.

Weapon: Greatsword

Enhancement: Attack rolls and damage rolls

Critical: +4d8 psychic damage, or +4d10 psychic damage against undead

Property: *Ruinblade* deals 1d10 extra damage against undead.

Power (Encounter): Immediate Interrupt. *Trigger:* An enemy scores a critical hit against you. *Effect:* You become insubstantial until the end of your next turn.

Power (Encounter ♦ Divine, Radiant): Standard Action. You can use *turn undead* (*Player's Handbook*, page 62). You cannot use this power with an implement, but you gain a bonus to attack rolls and damage rolls with it equal to *Ruinblade's* enhancement bonus.

Power (Daily): Free Action. *Trigger:* You score a critical hit using *Ruinblade*. *Effect:* The target is weakened (save ends). While it is weakened, the target cannot deal ongoing damage.

GOALS OF RUINBLADE

- ♦ See the plans of Acererak disrupted.
- ♦ Slay the servants of the demilich.
- ♦ Destroy the demilich and his phylactery.

ROLEPLAYING RUINBLADE

Ruinblade seethes with the desire for vengeance against Acererak, whispering constantly to its wielder of this dark goal.

CONCORDANCE

Ruinblade bonds only to a wielder who swears an oath to see Acererak destroyed. The sword's concordance starts at 1 unless such an oath is sworn, in which case it starts at 5.

CONCORDANCE

Starting Score	1 or 5
Owner gains a level	+1d6
Owner slays a creature loyal to Acererak (max 1/day)	+1
Owner destroys an undead creature	+1
Owner squanders a chance to hinder Acererak's plans	-2
Owner undertakes a major quest that does not involve Acererak or his plans	-2
Owner flees a fight with Acererak or his servants	-5

PLEASED (16–20)

"The path is complete. The demilich dies at my hands."

Ruinblade has found its champion. *Ruinblade's* enhancement bonus increases to +5.

Critical: +5d8 psychic damage, or +5d10 psychic damage against undead.

Property: *Ruinblade* deals 2d10 extra damage against undead.

Power (At-Will ♦ Zone): Standard Action. Close burst 5; the burst creates a zone of darkness that lasts until the end of your next turn. Enemies within the zone are blinded.

SATISFIED (12–15)

"The servants of Acererak tremble before me."

The pursuit of the demilich requires patience, but *Ruinblade* has faith in its wielder.

Power (Daily): Minor Action. You gain a +2 bonus to skill checks against undead creatures.

NORMAL (5–11)

*"I accept the power *Ruinblade* offers."*

Ruinblade withholds its full power, assessing a new wielder's desire to see Acererak destroyed.

UNSATISFIED (1–4)

*"I am no match for the demilich, and *Ruinblade* knows it."*

Special: You take a -2 penalty to all defenses against attacks by undead creatures, and you take a -2 penalty to all attack rolls and all damage rolls.

ANGERED (0 OR LOWER)

"By my failure, I aid Acererak—and I must pay the price."

Special: You must make a DC 25 Charisma check (a minor action) to use any of *Ruinblade's* powers. While you are bloodied, whenever you make an attack (whether you attack with *Ruinblade* or not), you take 20 psychic damage.

MOVING ON

*"With the demilich destroyed, *Ruinblade's* quest is done."*

With the destruction of Acererak, *Ruinblade's* singular purpose has been fulfilled. The blade turns to black mist and vanishes from the campaign.

ENCOUNTER VI: THE DEVOURER'S WELCOME

Encounter Level 19 (12,000 XP)

SETUP

The entrance to Moghadam's vault is guarded by the Devourer—the original green stone devil's face that destroyed intruders in the original adventure. The mad archwraith has reshaped this trap's power to make it deadlier.

In this encounter, the characters face eldritch simulacrum versions of themselves. To make this work, you'll need to use the rules on page 186 of the *Dungeon Master's Guide* to create nonplayer characters who match the characters in terms of race and class. Choose powers based on those that the characters themselves use most frequently. (If this feels like too much preparation, choose humanoid monsters of the appropriate size and with similar proclivities, and then swap out a few powers and alter their appearance to match.)

INTO THE VAULT

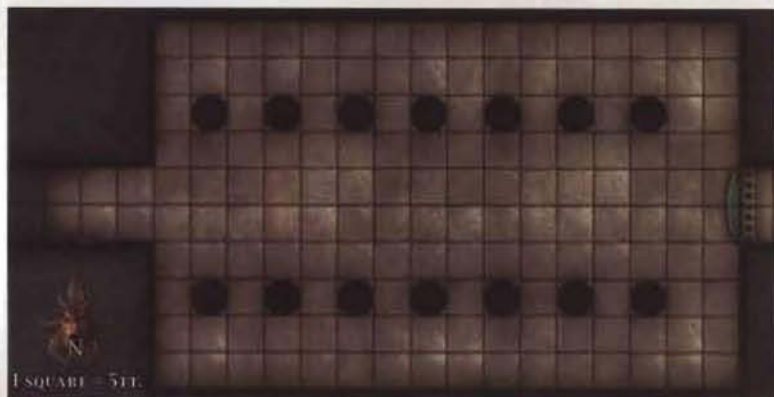
Characters can make a DC 15 Athletics check to descend into the secret pit in the Pluton planar crossover site within the Abandoned Tomb (location 8).

When the characters can see into the pit, read:
The floor of the pit appears indistinct, but a rough gauge of the distance suggests that you descend only 30 feet or so through shadow. The familiar lurch of a planar crossover hits halfway down—you are in the world again, but the darkness here feels no less oppressive. At the bottom of the pit, a 5-foot-wide twisting passage leads east and down.

The passage runs about 300 feet before reaching location 1.

As the characters approach the end of the passage, read:

Ahead, an archway opens up into a chamber more than 50 feet long. Twisted stone columns support the roof, and their misshapen forms making them seem almost alive.



When the characters can see the eastern end of the chamber, read:

At the far end of this entrance hall, a familiar image looms: the Devourer. The green face is set into a fractured mass of rock, as if it had been torn whole from another location and fused to these walls. It has been marred with black scorch marks and rough-carved glyphs.

Perception Check

DC 22: *Scar marks across both of the Devourer's eyes partially conceal two keyholes in the shape of a closed fist and a sword.*

Moghadam tore the Devourer from location 3 in the Abandoned Tomb and set it here—a symbol of his enmity for his former master. The defaced Devourer physically and magically blocks the only access deeper into the Vault of Betrayal. (The archwraith is immune to the wards here, and he can phase through the Devourer to reach his lair.)

The glyphs carved into the ancient stone face are in the Barazhad script.

Intelligence Check (for a character who can read the Barazhad script)

DC 22: *The glyphs crudely carved into the stone face repeat the same phrase, over and over: "My Master, Dread Devourer, Die Forevermore..."*

ONE WAY IN

The characters must use the keys obtained in Encounters T2 and T3 to enter Moghadam's vault. The archwraith's powerful wards make the Devourer impervious to damage, and prevent attempts to phase or teleport through it. Fitting the keys to the face's eyes disables those wards, making it possible to destroy the Devourer and gain entry to the corridor beyond. Fitting the keys also activates a trap, forcing those who seek Moghadam to fight against themselves.

TACTICS

The eldritch simulacra should be played to take maximum advantage of the characters' powers. They are mindless constructs that do not coordinate their tactics (though they can flank with each other).

Defaced Devourer**Level 19 Obstacle**

Trap

XP 2,400

The mouth of the Devourer flares with an infernal light.

Trap: Taken from the Abandoned Tomb above, the visage of the Devourer has been set here and enchanted with powerful wards that are both a trap and a means of gaining access to Moghadam's sanctum.

Perception

The characters cannot learn anything about this trap by using Perception.

Additional Skill: Arcana

◆ DC 27: A character recognizes that the Devourer's mouth is a well of arcane energy that is set to lash out at any creatures that approach it.

Initiative +2**Trigger**

When both keys are fitted to the Devourer's eyes, the trap rolls initiative and attacks.

Attack ◆ Necrotic**Standard Action** Close burst 5**Target:** Each creature in burst**Attack:** +20 vs. Reflex

Hit: 3d8 necrotic damage, and the target is dominated (save ends). While the target is dominated, it makes at-will attacks against its allies.

Aftereffect: A hazy eldritch simulacrum of the target appears in a square adjacent to it. The duplicate is functionally identical to the target, possessing all its weapons and gear. A simulacrum is immune to the effect of the Devourer. A simulacrum and its gear are destroyed when it is reduced to 0 hit points.

An eldritch simulacrum rolls initiative when it appears, entering combat in the following round. The Devourer can create more than one simulacrum of the same character, but can't create more than four simulacra in total.

Countermeasures

- ◆ As an immediate interrupt, a character in the burst can make a DC 27 Acrobatics check to minimize the effect of the Devourer's attack. With a successful check, the character takes half damage if the Devourer hits, and the character is not dominated. The character takes no damage if the Devourer misses.
- ◆ The characters can engage in a skill challenge to disable the trap: DC 22 Arcana or Thievery; complexity 2 (requires 6 successes before 3 failures); success safely disables the trap; failure disables the trap but causes an explosion of arcane essence: close burst 10; on a hit, 4d10 damage, and the target loses a healing surge.
- ◆ A character can make a DC 22 Athletics check or Acrobatics check to leap or climb onto the Devourer. A character doing so is subject to an extra attack by the trap (an immediate reaction), but that character gains a +2 bonus to Thievery checks and Arcana checks while he or she remains on the Devourer.
- ◆ The characters must attack the Devourer to destroy it. The great stone face has Fortitude 33, other defenses 29, and 300 hit points. If the Devourer is destroyed before being disabled, it makes one last attack with a +5 bonus to the attack roll. If the trap is disabled first, the Devourer can be destroyed without causing it to make this final attack.
- ◆ Once the trap is disabled, the characters can make a DC 28 Athletics check to move the Devourer aside and reveal the opening beyond. (The stone image is large enough for up to four characters to provide aid on this check.)

EXPERIENCE

The XP total given for the encounter assumes that a party of five 19th-level characters fights four 19th-level eldritch simulacra before successfully shutting down the trap. Adjust the XP depending on the party's level and how many duplicates are created.

Any active eldritch simulacra are destroyed if the Devourer is destroyed (not merely disabled). Award half XP for any simulacra defeated in this way.

THE BLACK STAIRS

Once the characters have destroyed or moved the stone face, read:

Beyond the Devourer, an iron portcullis fills an arched portal. On the other side of this barrier are a landing and a flight of black granite stairs leading down into dead silence.

The portcullis's bars are spaced too narrowly for a Small creature to squeeze through them. A character can make a DC 28 Athletics check to raise the portcullis, and up to two other characters can aid the character making the check.

Powerful warding magic protects the portcullis. Each character who makes an unsuccessful attempt to raise it, or who assists another character on an unsuccessful check, is subject to an attack: +24 vs. Will; on a hit, the target loses a healing surge.

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: The ceiling is 30 feet high.

Columns: These twisted black columns reflect the light in ways that make them appear to move. With a DC 14 passive Perception check, a character "sees" a nearby column shift as if about to topple. A DC 22 Perception check (a minor action) shows the effect to be an optical illusion. A column is blocking terrain and provides cover. A character can climb a column with a DC 24 Athletics check.

Defaced Devourer: This great green devil's face once lured an untold number of adventurers to their deaths in the original Tomb of Horrors. Moghadam has placed it here in the hope of adding more victims to its tally. The defaced Devourer is a trap that blocks the entrance to Moghadam's vault. See "One Way In" and the statistics block for details.

ENCOUNTER V2: UP AND OUT

Encounter Level 19 (12,400 XP)

SETUP

1 gargoyle mauler (G)

A gravity effect and a sinister gargoyle protect this chamber.

When the characters can see into this area, read: *An empty chamber opens up beyond the foot of the stairs. On a central pedestal, an enormous stone statue of a four-armed gargoyle crouches. Identical pedestals are set into each of the walls and the ceiling.*

The gargoyle is in stone form when the encounter begins. It attacks when the characters enter the chamber and trigger the special gravity effect.

The experience award for this encounter includes an extra 2,400 XP for negotiating the special gravity effect and finding the exit from the chamber.

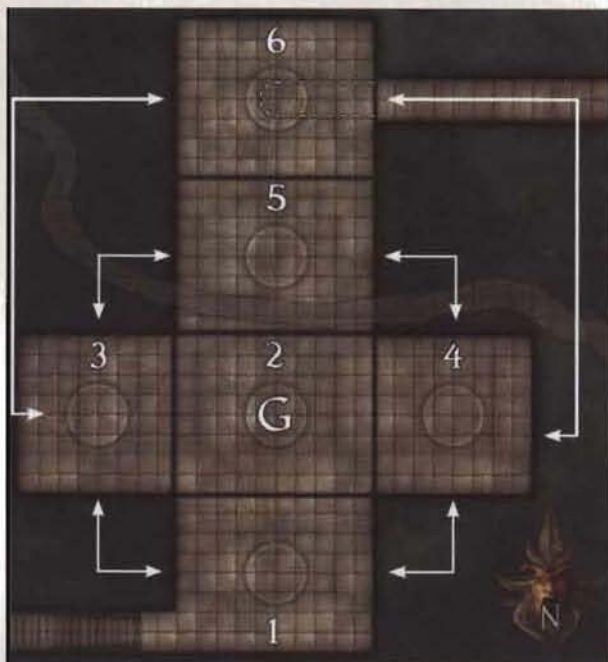
TACTICS

The gargoyle stays airborne as often as possible to use *flying strike*. Until that power recharges, it attacks with *mauling claws*.

FEATURES OF THE AREA

Illumination: Darkness.

Walls, Floor, and Ceiling: Each surface in this chamber has its own gravity. A character can make a DC 20 Perception check to notice dust and rubble



clinging to the walls and ceiling, which provides a hint about the gravity effect.

When a creature moves (including shifting, teleporting, or forced movement) more than 2 squares on a surface, it is pulled off its feet toward a random surface (roll a d6, rerolling if the result indicates the surface on which the creature begins). The creature takes 4d10 damage from the impact and falls prone. Creatures that are flying are not subject to this effect.

Moving from a square on one surface to an adjacent square on another surface requires a move action or a DC 20 Acrobatics check or Athletics check made as part of a move action.

The map displays the surfaces of the chamber in two dimensions. Arrows connect the edges of surfaces that would be adjacent if the map was folded to create a three-dimensional shape. Creatures on different surfaces are no more than 10 squares apart for the purpose of determining weapon range, power range, and distance to fly or teleport.

Pedestals: Each stone pedestal is 2 feet tall. An exit leads out from beneath the pedestal on the back wall (though no Perception check can detect it). A character can make a DC 27 Athletics check as a standard action to move this pedestal, revealing the 10-foot-wide tunnel beyond. Gravity returns to normal in the tunnel.

Gargoyle Mauler (G)

Large elemental humanoid (earth)

Level 18 Solo Lurker

XP 10,000

HP 692; Bloodied 346

Initiative +20

AC 33, Fortitude 32, Reflex 32, Will 30

Perception +12

Speed 6, fly 8 (hover)

Darkvision

Immune petrification

Saving Throws +5; Action Points 2

STANDARD ACTIONS

⚔ Claw ⚔ At-Will

Attack: Melee 1 (one creature); +23 vs. AC

Hit: 2d8 + 6 damage, and ongoing 10 damage (save ends).

⚔ Mauling Claws ⚔ At-Will

Effect: The mauler uses *claw* four times, no more than twice against a single target. If two attacks hit the same target, the target is dazed (save ends).

⚔ Flying Strike ⚔ Recharge ☒ ☒, or when the mauler uses *stone form*

Effect: The mauler flies 8 squares and makes the following attack four times at any point during its move. This move does not provoke opportunity attacks.

Attack: Melee 1 (one creature); +21 vs. Reflex

Hit: 4d8 + 12 damage, and the mauler slides the target 3 squares.

Stone Form ⚔ At-Will

Effect: The mauler becomes a statue and gains resist 30 all, tremorsense 10, and regeneration 5 (it regains 5 hit points whenever it starts its turn and has at least 1 hit point). It loses all other senses and can take no actions in stone form other than reverting to its normal form (a standard action).

Str 25 (+16)

Dex 24 (+16)

Wis 16 (+12)

Con 21 (+14)

Int 15 (+11)

Cha 20 (+14)

Alignment chaotic evil

Languages Primordial

ENCOUNTER V3: SKULL SHRINE

Encounter Level 19 (12,000 XP)

SETUP

A mock altar to Acererak conceals the entrance to Moghadam's lair—and a deadly trap.

When the characters can see into this area, read: *You see what seems to be a simple shrine, with a human skull sitting atop a white stone altar. Flashes of color come from jewels set in its eyes and teeth.*

The altar is a trap that activates when it is touched.

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: The ceiling is 20 feet high before the floor falls; it is 110 feet above the bottom of the pit.

Doorway Arch: The archway through which the characters enter is 90 feet above the floor of the pit.

Walls: A character can make a DC 20 Athletics check to climb the side of the pit or the pillar that supports the altar.

Altar: This pillar of white granite is 95 feet high. Before the floor falls, the top 5 feet are visible as a slab holding an effigy of Acererak. Once the floor falls, a character can make a DC 13 Perception check to notice a 10-foot-wide hole halfway up the pillar. It leads into the pillar's hollow interior, which connects to location 4. The characters must descend the pillar's interior (Athletics DC 30 to climb; DC 10 if a rope is fixed) to reach the passageway that leads to that location.

Treasure: The bejeweled skull is worth 35,000 gp.



White Altar

Trap

Level 19 Solo Obstacle

XP 12,000

The entrance to Moghadam's lair is concealed within a trap.

Trap: The floor collapses when the altar is disturbed.

Perception

- ◆ DC 13: A character searching next to the altar before the floor collapses notices that it sits loosely within the solid stone of the floor—as if the floor and the altar were separate.
- ◆ DC 25: A character searching away from the altar before the floor collapses notices a concealed seam where the floor meets the walls.
- ◆ DC 25: After the floor collapses, a character notices a tremor in the ceiling (1 round before the ceiling falls).

Trigger

If the altar or the skull is touched, the trap attacks.

Attack

Immediate Reaction Melee

Target: Each creature on the floor of this chamber

Primary Attack: +24 vs. Reflex

Hit: The stone floor collapses to rubble. The target falls 90 feet down into a pit, takes 9d10 damage, and falls prone.

Miss: Half damage, and the target falls prone at the bottom of the pit.

Effect: A 1-foot-deep pile of rubble fills the pit. The rubble is difficult terrain. Make a secondary attack against each creature in the chamber 2 rounds later.

Secondary Attack: +24 vs. Reflex

Hit: A false stone ceiling shatters and falls, dealing 9d10 damage and knocking the target prone.

Miss: Half damage, and the target falls prone.

Countermeasures

- ◆ A character adjacent to the open archway or the altar when the floor collapses can make a DC 25 Acrobatics check. With a successful check, the character moves back into the passageway or to the top of the altar.
- ◆ A character adjacent to the base of the pillar when the ceiling falls can make a DC 25 Acrobatics check or Athletics check as an immediate reaction to dodge the worst of the falling debris. With a successful check, the character takes half damage if the attack hits, or no damage if it misses.
- ◆ A character climbing or flying in the pit when the ceiling falls must make a DC 25 Athletics check as an immediate interrupt. With a successful check, the character takes damage as above but stays in place and does not fall prone. On a failed check, the target falls to the bottom of the pit, taking falling damage in addition to the damage from the ceiling.

ENCOUNTER V4: MOGHADAM'S END

Encounter Level 21 (16,000 XP)

SETUP

Moghadam (M)

At the heart of his Vault of Betrayal, Moghadam nurtures the murderous hatred that is his legacy. A dark crawlspace twists more than 300 feet from location 3 to open up in the ceiling of location 4—ending with a 40-foot drop into a room full of pit traps.

When a character descends into the area, read: *This circular chamber is bathed in faint silver light. Arches along the wall are filled with stone blocks. Suddenly, an enormous wraith holding a black greatsword in its translucent grasp rises before you.*

Show the players Moghadam and Ruinblade (page 117).

TACTICS

Moghadam uses *mind wrack* as frequently as possible, resorting to *blade storm* while waiting for *mind wrack* to recharge. He spends his action points to use *darkness* or *mind wrack* and attack with *blade storm* in the same round. Moghadam reserves *crippling weakness* for leaders or defenders. He tries to maneuver enemies into moving on top of pit traps (or into the holes created when some of the traps are triggered).

SILENT ALLY

Using powerful rituals, Moghadam long ago placed his soul within *Ruinblade*, which acts as his phylactery and prevents his permanent destruction. The sword has long shared Moghadam's yearning for freedom—and has gained a thirst for vengeance since Acererak's betrayal. Now, the sword has grown impatient after being locked in Moghadam's lair for so long, and a rift has arisen between artifact and master. *Ruinblade* is

A TROVE OF LORE AND MORE

In Moghadam's lair, the characters gain access to the lore that once filled the Black Academy—a complete history of Acererak and his plots. Reveal any information you have not yet dispensed from Acererak's entry in *Open Grave* or the "Lore of Acererak" sidebar on page 62. In addition, Moghadam's lair contains any lore from the earlier versions of this adventure that you want to use in your campaign.

More important to the characters, in his madness, Moghadam gained an understanding of what Acererak's betrayal implied for the demilich's future plans. In addition, the archwraith had agents in the Shadow Tomb, and he has learned of the shadow engine's destruction. As the characters examine the contents of Moghadam's libraries, give them the information presented in "Descent into Madness," page 108, then paraphrase the following.

The epic rituals that drained the Abandoned Tomb captured its arcane power and spiritual energy. Acererak drained away eldritch essence underlying centuries of terror to fuel his dark plots. The full nature of those plots remains unknown, but Acererak's ambition has grown since his failed apotheosis. Where once he yearned for godlike power, he believes now that he can become something greater.

The demilich's eldritch engines tap into planar energy. The fey engines stole the burgeoning life energy native to the Feywild. The larger engine in the Shadow Tomb tapped into the essence of death in the deepest Shadowfell. Acererak's plan now rests on the creation of one final eldritch engine—this one designed to steal enough energy to elevate Acererak to godhood. Moghadam believed that this engine would be set in the Astral Sea, but he had no

knowledge of where it would be built or when its construction would begin.

The spiritual energy drained by Acererak's eldritch engines has been stored in the demilich's phylactery. The numerous engines elsewhere in the Feywild meant that the characters' actions in the Garden of Graves could only slow his plans. The destruction of the shadow engine, however, dealt the demilich a serious blow and has cost him considerable time and resources. Acererak has not yet completed the construction of his final eldritch engine, which gives the characters a reasonable amount of time to find and stop him.

Any information needed to set up the adventures between this chapter and "Dead Gods' Tomb" can be added to Moghadam's vault—but the knowledge that Acererak's plan is to steal the life force of dead gods should not be revealed until the latter part of the next chapter. If this information is given out too early, the players might intuit that Pluton is one of Acererak's possible goals, which creates problems for the campaign if they decide to make that their immediate destination.

Treasure: From the scrolls, bound volumes, and fragments of writing in Moghadam's libraries, the characters can cull 100 pounds of materials worth 54,000 gp to a notable library or sage. (If you want, part of that total can be converted to ritual scrolls for the characters' use.)

Also hidden within Moghadam's libraries are a *staff of storms* +4 (*Player's Handbook*, page 242), a *guardian's cape* +4 (*Player's Handbook*, page 250), an *loun stone of perfect language* (*Adventurer's Vault*, page 143), and a *deadblast bone* (*Adventurer's Vault*, page 169).

Moghadam (M)		Level 21 Solo Lurker
Large shadow humanoid (undead) XP 16,000		
HP 552; Bloodied 276	Initiative +22	
AC 33, Fortitude 32, Reflex 35, Will 33	Perception +12	
Speed 0, fly 8 (hover), phasing	Darkvision	
Immune disease, poison; Resist 20 necrotic, insubstantial; Vulnerable 10 radiant		
Saving Throws +5; Action Points 2		
TRAITS		
☛ Dread Vengeance (psychic) ◆ Aura 2		
While Moghadam is not bloodied, any enemy that starts its turn within the aura takes 2d10 psychic damage and is dazed until the start of its next turn.		
Spawn Wraith		
Any humanoid killed by Moghadam rises as a free-willed sword wraith (page 63) at the start of its creator's next turn, appearing in the space where it died, or in the nearest unoccupied space if that space is occupied. Raising the slain creature (using a Raise Dead ritual) does not destroy the spawned wraith.		
STANDARD ACTIONS		
⊕ Blade of Vengeance (necrotic, psychic) ◆ At-Will		
Requirement: Moghadam must be wielding a greatsword.		
Attack: Melee 1 (one creature); +24 vs. Reflex		
Hit: 2d10 necrotic and psychic damage, and ongoing 10 psychic damage (save ends).		
⊕ Blade Storm ◆ At-Will		
Requirement: Moghadam must be wielding a greatsword.		
Effect: Moghadam uses <i>blade of vengeance</i> four times, but no more than twice against a single target. Against a blinded target, each attack deals 1d10 extra damage.		
⚡ *Darkness (zone) ◆ At-Will		
Attack: Close burst 5 (enemies in burst); +24 vs. Reflex		
Hit: The burst creates a zone that lasts until the end of Moghadam's next turn. Enemies within the zone are blinded.		
⚡ Mind Wrack (psychic) ◆ Recharge ☞ ☞ ☞		
Attack: Close blast 5 (enemies in blast); +24 vs. Fortitude		
Hit: 4d8 + 14 psychic damage, and the target gains vulnerable 10 psychic (save ends).		
TRIGGERED ACTIONS		
* Crippling Weakness ◆ Daily		
Trigger: Moghadam scores a critical hit with <i>blade of vengeance</i> .		
Effect (Free Action): The target is weakened (save ends). While it is weakened, the target cannot deal ongoing damage.		
Indestructible		
Trigger: Moghadam drops to 0 hit points.		
Effect (No Action): Moghadam's body fades into shadow, but he is not destroyed. Unless <i>Ruinblade</i> bonds to a new wielder, Moghadam reappears in 1d10 days within 1 square of the sword.		
Skills Stealth +23		
Str 18 (+14)	Dex 26 (+18)	Wis 15 (+12)
Con 21 (+15)	Int 15 (+12)	Cha 23 (+16)
Alignment chaotic evil Languages Common		
Equipment <i>Ruinblade</i>		
*Powers marked with an asterisk are granted to Moghadam by his possession of <i>Ruinblade</i> .		



ENCOUNTER V4: MOGHADAM'S END

After Moghadam is destroyed, a character must claim *Ruinblade* by swearing an oath to destroy *Acererak* (see "Concordance"). Moghadam otherwise re-forms in 1d10 days at *Ruinblade*'s location.

FEATURES OF THE AREA

Illumination: Dim light suffuses the area.

Ceiling: The ceiling is 40 feet high.

Archways: The stone seals on these nonmagical arches protect Moghadam's libraries. A character can make a DC 27 Athletics check to pull down the stones that block an archway, revealing an alcove filled with tattered scrolls and rotting books. "A Trove of Lore and More" details what the characters find here.

Pit Traps: Each of the pit traps in Moghadam's lair is disguised by a false floor that gives way when a creature enters a square of that trap. The creature falls 20 feet, takes 2d10 damage, and is knocked prone at the bottom of the pit.

A character in a square adjacent to a pit trap can detect the false stonework with a DC 24 Perception check. A character who makes a DC 24 Thievery check can bypass the trap by discerning where to step to avoid caving in the false floor, and can pass this information along to the other characters.

It's possible to avoid the falling damage by climbing down into the pit. Doing this requires a DC 15 Athletics check made as part of a move action. (Using a rope or a ladder lowers the DC to 10 or 0 respectively.) Climbing out of a pit requires a DC 20 Athletics check.

Rubble: Areas of debris scattered throughout the area are haunted terrain (page 48). Moghadam is immune to this effect.

willing to forsake Moghadam in return for a chance to defeat the demilich.

When Moghadam is first bloodied, *Ruinblade*'s concordance drops to 5, causing the archwraith to lose *darkness* and decreasing the critical damage for *blade of vengeance* to +4d8. When Moghadam drops to 100 hit points, *Ruinblade*'s concordance falls to 1, and Moghadam takes a -2 penalty to attack rolls and damage rolls.



Through the Gates of Skull City



The Skullbreakers



Moghadam and Ruinblade



Chorus of the Damned



The Maiden in the Mist

DEAD GODS' TOMB

TO MOST folk of the world, the gods are transcendent beings—ultimately powerful and uniquely immortal. Those who have a strong grasp of ancient history know a forbidden truth: Even gods can die. These lost deities are known to sages and scholars who study the history and lore of the Dawn War, the Blood War, and the Astral Sea. Tuern, Amoth, Khala, Semuet, Nerull—all gods who fell in battle or were slain by usurpers. Asmodeus murdered He Who Was, a god whose name is now lost, and the divine ranks of the dead include countless others fallen beyond the memory of even their fellow immortals.

The astral dominion of Pluton is a wasteland whose name is known to many, but whose dark history is understood by only few. The dominion of Nerull, god of the dead, was a realm of lavish excess and extreme suffering, where the deity also known as the Reaper bound souls to his service. When Nerull was slain by the mortal sorcerer who claimed his power and became the Raven Queen, Pluton was abandoned and fell to ruin. A host of undead still dwell here, and the tombs of the dominion hold rich treasure and lore, but the divine power of the Reaper has long since been lost.

Or so it was thought.

Pluton is the site of Acererak's final eldritch engine, the construction of which has occupied his feverish efforts since the destruction of the shadow engine disrupted his plans. The demilich's phylactery now contains the incalculable eldritch energy channeled by his previous engines and drained from the Abandoned Tomb. With that power, Acererak intends to tap into the shrines of dead gods, draining away their spiritual essence where it permeates the Astral Sea.

By drawing on the souls of dead gods, the demilich hopes to attain godhood—or greater power. When infused with the immortal might of Nerull and the other gods who died before him, Acererak will be able to challenge any of the surviving gods—and only the characters can stop him.

"Dead Gods' Tomb" is the climax of this adventure, and it assumes the characters are 22nd level when they reach this point in the adventure arc.



VINCENT DUTTIAT



ADVENTURE SYNOPSIS

"Dead Gods' Tomb" brings the characters to Pluton—the astral dominion that was once home to Nerull but now is an abandoned ruin. Here, Acererak has assembled his greatest eldritch engine—a device that taps into the shrines of dead gods beneath Nerull's fallen fortress, Necromanteion. In its own newly constructed shrine, Acererak's gem phylactery drives this astral engine—infusing the last of the power the demilich needs to raise himself to godhood.

BACKGROUND

The Shadowfell is the Raven Queen's domain. When Acererak's soul was shattered and cast into that realm after his phylactery was destroyed, the demilich's disembodied spirit spent years in unwitting communion with the god of death. As her presence touched Acererak's, unaware, he felt the sorrow that is the unforgiving core of the Raven Queen's portfolio—and he saw a dark vision that became the demilich's greatest inspiration.

The Raven Queen came to power after slaying Nerull, the god of the dead. In the echo of that cataclysmic event as held within her consciousness, Acererak recognized the power he had long sought. When Nerull died, his spirit was shattered and spread across the Astral Sea—but in the same manner as the fate that had befallen Acererak's black and undead soul, that spirit was not destroyed. As with the gods who died before him, the eldritch energy that was the Reaper's life force still endured in diffuse form—an energy that Acererak believed he could seize.

For more information on Pluton, see *Manual of the Planes*, page 111.

WHAT THE CHARACTERS KNOW

The characters should have assembled the pieces of the puzzle of Acererak's plan in the adventures between "Skull City" and this chapter. The facts that Acererak seeks the power of the dead gods and that he plans to do so in the astral dominion of Pluton are the two key revelations leading up to this chapter, and they should form part of the climax of previous adventures. In addition, the characters should know the history of Pluton and the story of Nerull's downfall. (See "Rise of the Raven Queen," page 111 of *Manual of the Planes*, and "The Ruins of Pluton," page 122 of this book.)

Before their journey to Pluton, the characters discover that Acererak has reached the astral dominion and has activated his eldritch engine. Time is of the essence if the characters have any hope of stopping him.

ACERERAK'S REVENGE

In his twisted plots dating back to the construction of the original Tomb of Horrors, Acererak has challenged those who set out to best him. Driven by his warped sense of superiority, the demilich has used traps and terror to push multiple generations of adventurers to their limits. Now, in the endgame stage of his plan for godhood, this legendary villain has crossed a threshold.

In the previous sections of this adventure, Acererak's traps were designed to test the mettle of would-be heroes, similar to the tests in his legendary tomb and in the long-ruined Fortress of Conclusion. By playing with those who dogged him, Acererak gained the greatest advantage and the most power when he consumed their souls in the end. But in this final tomb of horrors, Acererak is far beyond the need for souls, and the characters' quick and permanent deaths are his only goal.

GETTING STARTED

Getting the characters to Pluton should be the outcome of the adventure immediately preceding this chapter in your campaign. Travel through the Astral Sea and between its astral dominions is discussed in *Manual of the Planes* and in *The Plane Above*, but the hooks below outline the easiest means for the characters to reach Nerull's realm.

HOOK: LOST PLUTON

The characters should have come by the Planar Portal ritual easily at this point, but the location of Pluton is known only to a few sages, scholars, and astral scouts. Finding someone who knows what they need to discover might be a short side trek or the climax of an entire previous adventure. Alternatively, the characters might be asked to undertake an additional minor quest on a nonplayer character's behalf before they can obtain the information.

QUEST: FIND THE ROUTE TO PLUTON

22nd-Level Minor Quest (4,150 XP)

The characters complete the quest if they obtain the sigil sequence for the still-functioning Portal of Ash in Pluton.

QUEST: GET TO THE DEAD GODS' TOMB

22nd-Level Minor Quest (4,150 XP)

The characters complete the quest if they navigate the wastes of Pluton and gain access to the Dead Gods' Tomb.

QUEST: DESTROY THE ASTRAL ENGINE**22nd-Level Major Quest (20,750 XP)**

The characters complete the quest if they destroy the last of Acererak's eldritch engines.

HOOK: ACROSS THE ASTRAL SEA

The characters easily obtain the sigil sequence for the single teleportation circle still functioning in Pluton, but Acererak's eldritch engine is interfering with its operation. The characters must undertake the journey to Pluton in an astral vehicle, getting close enough to overcome the effect of Acererak's magic and teleport to the Portal of Ash.

QUEST: GET TO PLUTON**22nd-Level Minor Quest (4,150 XP)**

The characters complete the quest if they successfully traverse the Astral Sea and arrive in Pluton.

QUEST: GET TO THE DEAD GODS' TOMB**22nd-Level Minor Quest (4,150 XP)**

The characters complete the quest if they navigate the wastes of Pluton and gain access to the Dead Gods' Tomb.

QUEST: DESTROY THE ASTRAL ENGINE**22nd-Level Major Quest (20,750 XP)**

The characters complete the quest if they destroy the last of Acererak's eldritch engines.

STAND-ALONE OPTIONS

If you want to use this chapter as a stand-alone epic-level adventure, consider the following alternative setups.

Myths and rumors of Pluton are common in planar enclaves such as Sigil or Gloomwrought, and the characters might hear that a powerful undead sorcerer has claimed Nerull's ruined dominion as his own. If the characters have any previous involvement with the Raven Queen, they might be inspired (or asked) to investigate.

The legendary lost astral dominion of Nerull might be a site the characters want to explore in search of knowledge—or to loot for the funerary wealth of heroes and kings. When they arrive in Pluton, they are caught up in Acererak's nefarious plots and have to fight for their lives within the Dead Gods' Tomb.

A mysterious teleportation circle or an accident during a Planar Portal ritual sends the characters to a mysterious astral dominion ruled by a powerful undead lord. After surviving the undead of Pluton, the characters must defeat the demilich if they want to ever return to the mortal realm.

In any of the above scenarios, the planar crossover encounters in this chapter and the final encounter back in the Abandoned Tomb can be adapted as you see fit.

Pluton and the Dead Gods' Tomb represent a significant challenge for well-prepared characters. However, a group that leisurely takes two or three days of game time to fight its way through the local landscape and uses extended rests often can quickly deplete the sense of urgency and threat that this part of the adventure should have.

To offset this possibility, you can rule that the characters are allowed to take only a single extended rest during the encounters in Pluton and the Dead Gods' Tomb without incurring negative effects—but living creatures that linger too long in Pluton eventually join the undead that haunt this place. If the characters take a second extended rest, each character loses three healing surges. This loss of healing surges can be negated only by a Remove Affliction ritual performed outside Pluton.

A character whose number of healing surges is reduced to 0 by the combination of this effect and any other effect (including carrying Acererak's gem-keys; see page 130) dies and rises on his or her next turn as an undead creature of the same level under your control. The character cannot be raised until the undead creature is slain.

If the characters attempt to take a third extended rest, Acererak completes his process of transformation using the astral engine. Wherever the characters are in the adventure at that time, treat them as if they failed the skill challenge in Encounter D9. A pulse of eldritch energy washes through the shrines and across the surface of Pluton, and the characters realize that they have failed in their attempt to thwart the demilich's plans. See "Defeat," page 159.

THE RUINS OF PLUTON

The astral dominion of the god of the dead was once a dark realm of spirit armies and mortal souls held in torturous servitude. Though most of these condemned spirits have long since passed on, Pluton remains a deadly threat for those who walk its ruined ground.

The ruins of Pluton are a seemingly endless series of wasted hills cut with broad stairways and terraces. Rubble of ice and rock is strewn amid a layer of ash across any open ground, and a gray haze shrouds the air. Gardens and groves were once plentiful here, but the spirit of life fled from this place long ago. Tight-growing stands of olive trees are twisted by blight and shadow, their dead fruit forever rotting but never falling. Forests of willow and poplar display dead leaves clinging to blackened branches, hissing in the ever-present wind.

The greatest structure ever raised in Nerull's dominion was the Reaper's fortress, Necromanteion, a great tower carved of black ice. Its main hall was the Hidden Temple, a shrine where altars burned day and night with the flesh of the faithful, and the Reaper's undead courtiers gathered around his onyx throne.

In the aftermath of Nerull's death, most of the uncountable souls he had enslaved followed the

Raven Queen to her new dominion in the Shadowfell. Thousands of spirit-creatures and many of the Reaper's most foul servants remained behind, lingering in the darkness that was their master's legacy. Across the ruined dominion, doomed souls still labor at tasks they cannot complete or engage in rites of pain and torture in the Reaper's name.

ARRIVING IN PLUTON

When Nerull fell, Pluton was sealed away against incursion, and the former dominion of the god of the dead can no longer be reached directly from the Astral Sea. Creatures arrive here through the Portal of Ash—a teleportation circle set on the spot where the Reaper was slain.

The sigil sequence for this portal is known only to a handful of sages and scholars, most of whom dwell in Sigil or must be sought where they wander the planes. Though Pluton is regularly raided by gith-yanki bent on plunder, by servants of Vecna seeking secrets for their master, or by disciples of the Raven Queen bent on stopping them, each of these groups zealously guards access to the Portal of Ash.

VECNA'S VENGEANCE

As happened in Moil, the characters discover that they are not the only group seeking Acererak in



The Fallen Fortress

Pluton. In Encounter P3, they are ambushed by a faction of devils in the service of Vecna. The god of secrets has two more groups already in the Dead Gods' Tomb, but these servants do not seek only to thwart Acererak's plans. They also pursue the demilich in revenge for his possession of the *Eye of Vecna* (see the final encounter, page 154) and to steal the power of the astral engine for their lord.

PLUTON ENCOUNTERS

Given that time is of the essence in their quest to stop Acererak's plans, the characters probably will not explore any more of Pluton than the encounters leading to the ruins of Necromanteion. If the characters wander, you can use additional encounters to put them back on track.

Choose random encounters from the following, or use these encounters as inspiration to create your own.

HAUNTED PLUTON

Level 22 Encounter (XP 23,000)

- ◆ 3 famine spirits (level 21 brute, *Open Grave*, page 152)
- ◆ 1 tormenting ghost (level 21 controller, *MM* 117)
- ◆ 2 voidsoul specters (level 23 lurker, *MM* 244)

Spirits faithful to Nerull haunt an aboveground shrine or a ruined courtyard and seek to add the characters to the ranks of their dead master's subjects.

LOREMASTER'S RAID

Level 22 Encounter (XP 24,400)

- ◆ 1 alhoon lich (level 21 elite controller, *Open Grave*, page 164)
- ◆ 3 deathdrinker skeletons (level 20 lurker, page 126)
- ◆ 12 dread skeletal swarms (level 21 minion soldier, page 126)

This mind flayer lich searches Pluton for lost tombs and forbidden lore. Its skeleton bodyguards eagerly take care of lingering threats and meddlesome characters.

BLACK SWARM

Level 23 Encounter (XP 25,800)

- ◆ 1 larva war master (level 23 elite brute, *Open Grave*, page 161)
- ◆ 2 larva mages (level 21 elite artillery, *MM* 175)

The characters stumble into a necrotic stinging swarm (field of everflame hazard, *Dungeon Master's Guide* page 92; modified as follows: +2 to attack rolls; deals necrotic damage; level 20; 2,800 XP). Two larva mages and a larva war master rise from the hazard to attack, and they are immune to the hazard's effect.

TERRAIN AND FEATURES

Unless otherwise noted in an encounter description, the information here pertains to each area in Pluton.

Illumination: Dim light suffuses the surface of Pluton.

Black Ice: Enormous shards of jet-black ice are the remnants of Nerull's fortress, Necromanteion. Black ice shards are blocking terrain, and a character can make a DC 24 Athletics check to climb a shard. When a creature is adjacent to or ends its turn in contact with black ice, it takes 2d10 cold damage.

Dead Trees: These blackened trees provide cover.

Ledges and Cliffs: Rubble ledges and cliffs break up much of Pluton's surface. It costs 1 extra square of movement for a character to jump down from a 5-foot-high ledge. A character must spend a move action or make a DC 24 Athletics check to climb up a 5-foot-high ledge. A ledge higher than 5 feet requires a DC 29 Athletics check to climb or descend.

Rubble: The scattered chunks of rocky scree and shattered bone found throughout Pluton are haunted terrain (page 48).

DEATH IN PLUTON

A character raised from the dead in Pluton is subject to an enhanced death penalty, taking a -2 penalty to attack rolls, skill checks, saving throws, and ability checks. This penalty lasts as long as the character remains in Pluton, including in the Dead Gods' Tomb.

RUINS OF PLUTON OVERVIEW

This section comprises three tactical encounters, but Pluton is an endless landscape of ruin and waste. As the characters make their way to Necromanteion (or if they explore more of the dominion), roll a d6 to generate features or use these for ideas of your own.

DETAILS OF THE RUINS OF PLUTON

d6	Features
1	Ruined courtyard or garden (shattered stone benches and tables, empty pool, shattered statues)
2	Dead grove (blackened trees, ash, rubble)
3	Ruined tomb (funeral cloth, burned offerings, art objects)
4	Remnants of battle (weapons and armor, shattered and bloodstained)
5	Religious relics (shattered holy symbols, icons of Nerull)
6	Mass grave site (dismembered body parts, insect swarms, burning pyres)

1. THE PORTAL OF ASH

No matter how the characters obtain the sigil sequence for this ancient portal, they arrive in Pluton in the middle of a broad courtyard overlooking distant ruins.



When the characters can see the area, read:
You arrive in a crumbling courtyard, and the teleportation circle at its center is set within a field of blasted dark red stones. Steep slopes strewn with rubble fall away in all directions but one. There, a ruined staircase twists down and across the shadowed landscape where pulsing white fire cuts through an ever-present darkness.

The stairs lead down to location 2 and from there to the ruins of Necromanteion in the distance.

2. BLADE GAUNTLET

This vast torture yard once flensed the flesh from Nerull's doomed slaves. The fell magic of this place is strong, activating golem guardians and a trap.

See **Encounter P1: Blade Gauntlet**, page 125.

The characters make their way through a host of empty courtyards and ruined gardens along the trek from the Portal of Ash to Necromanteion. Encounter P2 occurs at about the halfway mark of their descent.

3. THE FALLEN

In a dead garden, the characters come across doomed undead laboring to reconstruct a shattered statue of Nerull. A gate marks the way forward, but the undead have no intention of allowing the characters to pass.

See **Encounter P2: The Fallen**, page 126.

Beyond the gate, another courtyard opens up, allowing a better view of the ruins of Necromanteion.

When the characters see beyond the gate, read:
The eldritch storm has grown in size, as if feeding on some unseen power. The ruins of the fortress are obscured, but from within a haze of white fire, dark eyes watch you. The storm twists around what appears to be a mountainous black skull, towering above the ruins on all sides.

When Nerull was slain, his great citadel of black ice collapsed in on itself. Fed by the last of the deity's power, this rubble fell to form a mountain-high open-mouthed skull—the visage of the dead god, watching sightlessly over its lost dominion for all time.

Arcana Check

DC 24: *The storm is clearly unnatural, but its magic is not a part of this place. This must be Acererak's doing—a side effect of the operation of his final eldritch engine.*

4. ELDRITCH STORM AMBUSH

The characters must pass through the eldritch storm to reach the great skull and the entrance to the Dead Gods' Tomb. Devils loyal to Vecna stand guard here, and they are part of a larger force already inside.

See **Encounter P3: Eldritch Storm Ambush**, page 128.

ENCOUNTER P1: BLADE GAUNTLET

Encounter Level 22 (22,850 XP)

SETUP

3 bloodshard golems (G)

Millennia after Nerull last made use of it, this grim torture yard awaits new victims. The characters must navigate through or around three bloodshard golems and a blade cluster trap.

When the characters can see into this area, read: *A red mist hangs throughout this area. Walls of black ice thrust along the edges of a broad courtyard. Fragments of blackened bone are spread across the ground, and the remains of shattered blades are clustered into 10-foot-high piles. A staircase at the far end of this area leads deeper into the gloom.*

When the first character moves more than 15 feet off the stairs, read: *Three piles of blades suddenly unfurl into humanoid forms of shattered steel and bone shards.*

TACTICS

A bloodshard golem targets lightly armored characters, using *double attack* to slide a target into reach of a blade cluster. The golems are bound to this area and don't pursue characters who flee the encounter.

3 Bloodshard Golems (G)	Level 20 Elite Brute
Large natural animate (construct)	XP 5,600 each
HP 472; Bloodied 236	Initiative +15
AC 32, Fortitude 34, Reflex 31, Will 32	Perception +16
Speed 6	Darkvision
Immune disease, poison, sleep	
Saving Throws +2; Action Points 1	
STANDARD ACTIONS	
⬇ Bloodshard ⬆ At-Will	
Attack: Melee 2 (one creature); +25 vs. AC, or +27 vs. AC while bloodied	
Hit: 3d12 + 3 damage, and the target is weakened until the end of its next turn.	
⬆ Double Attack ⬆ At-Will	
Effect: The golem uses <i>bloodshard</i> twice. If both attacks hit the same target, the golem slides the target 2 squares.	
TRIGGERED ACTIONS	
⬆ Haze of Shards ⬆ At-Will	
Trigger: The golem is hit by a melee or a close attack.	
Attack (Immediate Reaction): Melee 1 (triggering enemy); +23 vs. Fortitude	
Hit: 2d12 + 12 damage, and ongoing 10 damage (save ends).	
Skills Stealth +20	
Str 22 (+16)	Dex 21 (+15)
Con 26 (+18)	Int 3 (+6)
	Cha 12 (+11)
Alignment unaligned	Languages –

Blade Cluster
Trap

Level 24 Obstacle
XP 6,050

Clusters of blades across the torture yard slash out at nearby creatures.

Trap: A blade cluster targets each adjacent creature.

Perception

No Perception check is necessary to notice this trap.

Initiative +19

Trigger

A creature moves adjacent to a blade cluster.

Attack

Opportunity Action Close burst 1

Target: Each creature in burst

Attack: +25 vs. Reflex

Hit: 2d8 damage, and the target is dazed (save ends).

Miss: Half damage.

Countermeasures

- While a bloodshard golem is adjacent to a blade cluster, that cluster is temporarily disabled. If a character is adjacent to a disabled blade cluster when the bloodshard golem moves away, the trap triggers normally.

BLOODSHARD GOLEM LORE

Arcana DC 27: A bloodshard golem is a death-touched golem (*Open Grave*, page 156) animated from shattered shards of bone and broken blades at a site of mass murder or torture.

FEATURES OF THE AREA

Black Ice: See page 123.

Blood-Red Mist: Uncounted centuries of death and suffering manifest at this site as a blood-red mist that pervades the entire area (except for the stairs). While a living creature is in a square of mist, it must make a DC 16 Endurance check at the start of each of its turns or take 2d10 necrotic and psychic damage.

Rubble: See page 123.



ENCOUNTER P2: THE FALLEN

Encounter Level 21 (19,600 XP)

SETUP

- 1 deathrinker skeleton (D)
- 3 zombie manglers (M)
- 6 dread skeletal swarms (S)
- 6 dread zombie slayers (Z)

In an area at the bottom of the staircase, a host of undead imprisoned by Nerull continue their doomed labors.

When the characters can see into the courtyard, read:

The stairs end at a shattered garden containing a number of dead-black trees. A barred gray gate set within a high wall of black ice is the only way forward.

In the area in front of you, a horde of ragged skeletons and zombies struggle to lift and ferry massive shards of blood-red stone in an effort to rebuild an enormous statue—the skeletal form of Nerull.

The only approach to the gate is through this area, but the undead are alert to intrusion. If the characters make initial ranged or area attacks from behind the trees at the foot of the stairs, they gain surprise. The undead move to attack as soon as they become aware of the characters.

The skeletal swarms animate from shattered bones in the rubble. They delay their actions for the first round in case the characters break for the gate. Do not place the swarms' miniatures until they attack.

TACTICS

The deathrinker skeleton leads the attack using *death's guise*, then uses and sustains *death's embrace*. As long as it remains insubstantial, the deathrinker relies on *death's embrace*, using *bone spear* only if pressed.

The zombie manglers stay in the thick of combat, using *rend* and maximizing the effect of *flailing strike*. If a foe falls prone, a mangler leaves it to its minion allies and moves to another target.

The skeletal swarms fight in groups to maximize the effect of *swarm attack* and *cringe*.

The dread zombie slayers fight in pairs, flanking for combat advantage with *rending slam*.

These undead single-mindedly guard the courtyard and carry out their mission here. They do not pursue characters who move beyond the gate.

REINFORCEMENTS

The creatures that attack the characters represent only a fraction of the undead working beyond the

Deathrinker Skeleton (D)

Large shadow animate (undead)

HP 147; Bloodied 73

AC 34, Fortitude 32, Reflex 34, Will 32

Speed 4

Immune disease, poison, sleep; Resist 15 necrotic;

Vulnerable 10 radiant

STANDARD ACTIONS

⊕ Bone Spear (weapon) ♦ At-Will

Attack: Melee 2 (one creature); +25 vs. AC

Hit: 2d10 + 17 damage.

⊖ Death's Embrace ♦ At-Will

Requirement: The skeleton must be insubstantial.

Attack: Melee 2 (one creature); +23 vs. Fortitude

Hit: 5d10 + 25 damage, and the target is grabbed.

Sustain Minor: The skeleton sustains the grab, and the target takes 10 damage and is weakened until the end of the skeleton's next turn. The skeleton remains insubstantial as long as it has a target grabbed. It can move a grabbed target without making a Strength check.

Death's Guise ♦ At-Will

Effect: The skeleton is insubstantial and phasing until the end of its next turn.

TRIGGERED ACTIONS

⬅ Blood Burst ♦ Recharge after the skeleton is first bloodied

Trigger: The skeleton is first bloodied or it drops to 0 hit points.

Attack (No Action): Close burst 3 (living creatures in burst); +23 vs. Fortitude

Hit: 3d10 damage, and the target is stunned until the end of its next turn.

Skills Stealth +23

Str 23 (+16)

Dex 26 (+18)

Wis 23 (+16)

Con 21 (+15)

Int 10 (+10)

Cha 13 (+11)

Alignment chaotic evil Languages —

6 Dread Skeletal Swarms (S) Level 21 Minion Soldier

Medium natural animate (swarm, undead)

XP 800 each

HP 1; a missed attack never damages a minion.

Initiative +20

AC 37, Fortitude 33, Reflex 35, Will 33

Perception +16

Speed 8, climb 4

Tremorsense 10

Immune disease, poison; Resist 15 necrotic

TRAITS

☼ Swarm Attack ♦ Aura 2

Any enemy that starts its turn within the aura takes 5 damage plus 3 extra damage for each dread skeletal swarm adjacent to the enemy.

Cringe (fear)

Any creature that starts its turn adjacent to two or more dread skeletal swarms is slowed until the start of its next turn.

STANDARD ACTIONS

⊕ Death's Touch (necrotic) ♦ At-Will

Attack: Melee 1 (one creature); +24 vs. Fortitude

Hit: 6 necrotic damage, and the target is weakened until the end of the swarm's next turn.

Str 18 (+14)

Dex 26 (+18)

Wis 23 (+16)

Con 23 (+16)

Int 10 (+10)

Cha 17 (+13)

Alignment unaligned Languages —

6 Dread Zombie Slayers (Z) Level 21 Minion Brute	
Medium natural animate (undead)	XP 800 each
HP 1; a missed attack never damages a minion.	Initiative +16
AC 33, Fortitude 35, Reflex 33, Will 33	Perception +16
Speed 5	Darkvision, blindsight 10
Immune disease, poison; Resist 15 necrotic;	
Vulnerable 15 radiant	
STANDARD ACTIONS	
⊕ Slam ♦ At-Will	
Attack: Melee 1 (one creature); +26 vs. AC	
Hit: 9 damage.	
⊕ Rending Slam ♦ At-Will	
Effect: The slayer uses <i>slam</i> twice. If both attacks hit the same target, the target falls prone and is dazed (save ends).	
TRIGGERED ACTIONS	
Rise Again	
Trigger: The slayer drops to 0 hit points for the first time.	
Effect: Make a new initiative check for the slayer. On its next turn, the slayer rises (a move action) with 1 hit point.	
Str 21 (+15)	Dex 23 (+16) Wis 23 (+16)
Con 26 (+18)	Int 10 (+10) Cha 12 (+11)
Alignment evil	Languages –

edge of the map. The others initially ignore the characters in favor of continuing their labors. Starting in the fifth round, two dread zombie slayers enter from the left in each round and two dread skeletal swarms animate from an area of immobile undead. Award full experience for these new creatures, as normal.

FEATURES OF THE AREA

Black Ice Wall: A 50-foot-high wall of black ice (page 123) surrounds the distant ruin of Necromanteion.

Gray Gate: A 50-foot-high dull steel gate is frozen fast into the wall. A Medium or Small character can make two DC 27 Acrobatics checks (each as a standard action) to slip through the gate's narrow bars. A Small character gains a +5 bonus to this check. A character can make a DC 27 Athletics check as a



3 Zombie Manglers (M) Level 19 Brute	
Large natural animate (undead)	XP 2,400 each
HP 220; Bloodied 110	Initiative +15
AC 31, Fortitude 32, Reflex 31, Will 30	Perception +14
Speed 5	Darkvision
Immune disease, poison, sleep; Resist 15 necrotic;	
Vulnerable 10 radiant	
STANDARD ACTIONS	
⊕ Slam ♦ At-Will	
Attack: Melee 2 (one creature); +24 vs. AC	
Hit: 2d12 + 11 damage.	
⊕ Rend ♦ Recharge [2] [1]	
Attack: Melee 2 (one creature); +22 vs. Fortitude	
Hit: 3d12 + 11 damage, and the target falls prone and is dazed (save ends).	
TRIGGERED ACTIONS	
← Flailing Strike ♦ At-Will	
Trigger: The mangler is hit by an attack.	
Effect: The mangler takes 10 extra damage from the triggering attack, then makes the following attack.	
Attack (Immediate Reaction): Close burst 1 (creatures in burst); +24 vs. AC	
Hit: 2d12 + 4 damage, and the target is knocked prone.	
Rise Again	
Trigger: The mangler drops to 0 hit points for the first time.	
Effect: Make a new initiative check for the mangler. On its next turn, it rises (a move action) with 55 hit points.	
Skills Stealth +20	
Str 25 (+16)	Dex 22 (+15) Wis 20 (+14)
Con 20 (+14)	Int 6 (+7) Cha 8 (+8)
Alignment evil	Languages –

standard action to bend the bars and pass beyond. Each successful Athletics check grants a +2 cumulative bonus to subsequent Acrobatics checks.

Climbing the gate requires a DC 24 Athletics check..

Immobile Undead: Crushed and broken skeletons and zombies cluster together in shrieking groups across the courtyard. These areas are difficult terrain. A living creature that enters or starts its turn within

an area of immobile undead is subject to a dread zombie slayer's *slam* and a dread skeletal swarm's *death's touch*, both with a –2 penalty to the attack roll. An area of immobile undead cannot be attacked.

Ledges and Cliffs: See page 123.

Rubble: See page 123.

Shattered Statue: The area on the map represents one of the shattered statue's feet, with the other off the map to the left. This rubble is piled 60 feet high and is blocking terrain. A character can make a DC 24 Athletics check to climb the rubble.

ENCOUNTER P3: ELDRITCH STORM AMBUSH

Encounter Level 23 (28,900 XP)

SETUP

- 1 war devil (W)
- 2 storm devils (S)
- 2 ice devils (D)
- 6 legion devil legionnaires (L)

The characters have reached the ruins of Necromanteion, but they must contend with others that share their interest in Acererak's plots.

When the characters can see into this area, read: *Tongues of white fire swirl and flicker throughout this area. A mound of shattered black-ice fragments rises a hundred feet or more, and the eternal image of the dead god Nerull forms from the rubble of a great fortress that once stood here. Its open mouth is framed by great walls of rubble and black ice.*

Show the players **The Fallen Fortress** (page 122).

Perception Check

DC 29: *Behind some of the enormous shards inside the great skull's mouth, a half-dozen or more creatures lie in wait.*

The characters' previous battles have alerted the devils, which have an ambush prepared. If the characters do not spot them, they attack with surprise.

TACTICS

The war devil leads the assault, making *trident* attacks and using *besieged foe* or *fiendish tactics* each round to aid its minion followers. If pressed, it uses *devilish transposition* to seek an easier target.

A storm devil flies 30 feet above the characters to maintain concealment in the eldritch storm. It uses



War Devil (W)	Level 22 Brute (Leader)
Large immortal humanoid (devil)	XP 4,150
HP 255; Bloodied 127	Initiative +17
AC 35, Fortitude 34, Reflex 32, Will 30	Perception +15
Speed 8, fly 8 (clumsy)	Darkvision
Resist 30 fire	
STANDARD ACTIONS	
⚔ Claw ⚡ At-Will	
Attack: Melee 1 (one creature); +26 vs. AC	
Hit: 1d6 + 8 damage.	
⚔ Trident (weapon) ⚡ Recharge ⚡ ⚡ ⚡	
Attack: Melee 2 (one creature); +26 vs. AC	
Hit: 4d4 + 8 damage, and ongoing 5 damage (save ends). The devil slides the target to any square adjacent to the devil and knocks it prone.	
MOVE ACTIONS	
⚡ Devilish Transposition (teleportation) ⚡ At-Will	
Effect: The devil and an allied devil within 20 squares swap positions.	
MINOR ACTIONS	
⚡ Besieged Foe ⚡ At-Will	
Effect: One target within sight is marked, and allies of the devil gain a +2 bonus to attack rolls against the target until the end of the encounter or until the devil marks a new target.	
⚡ Fiendish Tactics ⚡ Recharge ⚡ ⚡	
Effect: One or two allied devils of the devil's level or lower within 10 squares can each take a move action or make a basic attack.	
Skills Intimidate +20	
Str 27 (+19)	Dex 23 (+17) Wis 19 (+15)
Con 25 (+18)	Int 15 (+13) Cha 18 (+15)
Alignment evil	Languages Supernal
Equipment trident	

infernal thunderclap as frequently as possible, switching to *lightning fork* while waiting for that power to recharge.

The ice devils use *icy longspear* and *chilling command* each round, reserving *freezing breath* until that power can target two or more enemies.

The legion devil legionnaires fight in groups, flanking for combat advantage and making use of *squad defense*. They focus on the war devil's *besieged foe* target, making extra attacks when the war devil uses *fiendish tactics*.

DEVELOPMENT

Each devil has been branded with the image of a broken, one-eyed skull—the symbol of Vecna. If these creatures are questioned alive or dead (through the *Speak with Dead* ritual), the characters learn that this was an assault force in the service of Vecna, who schemes to steal the power of the astral engine for himself. The passage down from this area leads to location 1 in the *Dead Gods' Tomb* (page 131), where the characters meet more of Vecna's servants.

2 Storm Devils (S) **Level 23 Artillery**

Medium immortal humanoid (devil) XP 5,100 each

HP 169; Bloodied 84 Initiative +18
 AC 37, Fortitude 33, Reflex 34, Will 33 Perception +17
 Speed 7, fly 7 (clumsy) Darkvision
 Resist 20 fire, 20 lightning, 20 thunder

STANDARD ACTIONS

⊕ **Trident** (lightning, weapon) ◆ **At-Will**
 Attack: Melee 1 (one creature); +26 vs. AC
 Hit: 2d8 + 6 damage, and the target takes ongoing 10 lightning damage and is dazed (save ends both).

⊕ **Lightning Fork** (lightning) ◆ **At-Will**
 Requirement: The devil must be wielding a trident.
 Attack: Melee 1 (one creature); +28 vs. Reflex
 Hit: 3d6 + 8 lightning damage.

⚡ **Infernal Thunderclap** (lightning, thunder) ◆ **Recharge** [☒][☒][☒]
 Requirement: The devil must be wielding a trident.
 Attack: Area burst 2 within 20 (creatures in burst); +26 vs. Fortitude
 Hit: 2d10 + 6 lightning and thunder damage, the devil pushes the target 3 squares away from the origin square of the burst, and the target is dazed until the end of its next turn.

TRIGGERED ACTIONS

Cyclone ◆ **Encounter**
 Trigger: The devil is first bloodied.
 Effect (Free Action): The devil shifts 3 squares, and any Medium or smaller enemy adjacent to the devil at the start of the move falls prone.

Skills Stealth +23
 Str 20 (+16) Dex 25 (+18) Wis 22 (+17)
 Con 25 (+18) Int 16 (+14) Cha 17 (+14)

Alignment evil Languages Supernal
 Equipment trident

2 Ice Devils (D) **Level 20 Soldier**

Large immortal humanoid (devil) XP 2,800 each

HP 195; Bloodied 97 Initiative +18
 AC 36, Fortitude 33, Reflex 31, Will 29 Perception +13
 Speed 8 Darkvision
 Immune cold; Resist 20 fire

TRAITS

❄️ **Cold Aura** (cold) ◆ **Aura** 5
 Enemies within the aura take a -2 penalty to attack rolls.

STANDARD ACTIONS

⊕ **Icy Longspear** (cold, weapon) ◆ **At-Will**
 Attack: Melee 3 (one creature); +27 vs. AC
 Hit: 1d12 + 7 cold damage, and the target is slowed (save ends).

⊕ **Claw** ◆ **At-Will**
 Attack: Melee 2 (one creature); +25 vs. AC
 Hit: 1d6 + 7 damage.

❄️ **Freezing Breath** (cold) ◆ **Recharge** [☒][☒][☒]
 Attack: Close blast 5 (creatures in blast); +23 vs. Fortitude
 Hit: 2d6 + 7 cold damage, and the target is slowed (save ends).

MINOR ACTIONS

❄️ **Chilling Command** (cold) ◆ **Recharge** [☒][☒]
 Attack: Close burst 5 (creatures in burst); +23 vs. Will
 Hit: The target takes ongoing 5 cold damage and is immobilized (save ends both).

Skills Endurance +23
 Str 25 (+17) Dex 22 (+16) Wis 17 (+13)
 Con 27 (+18) Int 15 (+12) Cha 19 (+14)

Alignment evil Languages Supernal
 Equipment longspear

6 Legion Devil **Level 21 Minion Soldier**

Legionnaires (L) XP 800 each

Medium immortal humanoid (devil) Initiative +11
 HP 1; a missed attack never damages a minion. Perception +11
 AC 37, Fortitude 33, Reflex 32, Will 32 Darkvision
 Speed 7, teleport 3
 Resist 15 fire

TRAITS

Squad Defense
 The legionnaire gains a +2 bonus to all defenses while adjacent to at least one other legion devil.

STANDARD ACTIONS

⊕ **Longsword** (weapon) ◆ **At-Will**
 Attack: Melee 1 (one creature); +26 vs. AC
 Hit: 8 damage.

Str 14 (+12) Dex 12 (+11) Wis 12 (+11)
 Con 14 (+12) Int 10 (+10) Cha 12 (+11)

Alignment evil Languages Supernal
 Equipment plate armor, heavy shield, longsword

Eldritch Storm **Level 22 Warder**

Hazard XP 4,150

The activation of Acererak's eldritch engine has surrounded the ruins of Necromanteion with a swirling storm of white arcane fire.

Hazard: When a creature casts a spell or uses a magic item within the eldritch storm, that activity brings forth a crippling pulse of power.

Perception

◆ DC 24: A character inside the eldritch storm notices that his or her magic items shine with a faint light.

Additional Skill: Arcana

◆ DC 24: A character inside the storm senses that its unstable energy surges in reaction to spellcasting or the use of a magic item.

Trigger

The hazard attacks when a character uses a nonmartial attack power or utility power, uses a magic item power, or makes an attack roll using a magic weapon or magic implement.

Attack ◆ **Fire**

Opportunity Action Close burst 3
Target: Each creature in burst
Attack: +23 vs. Fortitude
Hit: 3d8 fire damage, and the target is dazed until the end of its next turn.

Countermeasures

◆ Just before casting a spell or using a magic item, magic weapon, or magic implement, a character can make a DC 29 Arcana check or Thievery check as a minor action. With a successful check, a character gains a +2 bonus to Fortitude against the hazard's attack and is not dazed if the attack hits.

FEATURES OF THE AREA

Black Ice: See page 123.

Eldritch Storm: The swirling storm of white fire fills this entire area (see the hazard statistics block). Creatures within the storm have concealment unless they are within 5 squares of each other.

Rubble: See page 123.

THE DEAD GODS' TOMB

In the millennia after the fall of Necromanteion, a hidden network of magically linked chambers has endured beneath Nerull's shattered citadel. These chambers were the most powerful of Pluton's shrines—each dedicated to the memory of a dead god.

Years of relentless questing and research have brought Acererak to this place; His undead minions are clearing out its defenses by sacrificing themselves in their master's name. A network of permanent teleportation circles connects the shrines of the Dead Gods' Tomb—a network that Acererak controls and has sealed against incursion. The demilich has placed uniquely crafted gem-keys within the shrines of six dead gods (as well as in two distant planar motes). These fist-sized gems act as a conduit for the spirit energy now feeding the astral engine.

Built around the great gem that is Acererak's phylactery, this final eldritch engine was activated with the power stolen by the lesser eldritch engines of the Feywild and the Shadowfell. Within the astral engine, Acererak's consciousness waits in a state of deep meditation as the demilich builds a god's body for himself. The power of this final engine absorbs the essence of Nerull and other dead gods dispersed throughout the Astral Sea.

ARRIVING IN THE DEAD GODS' TOMB

The Dead Gods' Tomb begins at the Hidden Temple (location 1), which the characters enter after Encounter P3. The teleportation circles there offer access to the shrines set beneath Necromanteion's shattered foundations.

TERRAIN AND FEATURES

Unless otherwise noted in an encounter description, the information here pertains to each location in the Dead Gods' Tomb.

PORTAL ARCHES

These mist-filled square arches are permanent teleportation circles that connect the shrines of the Dead Gods' Tomb to each other, and Acererak has warded them with powerful magic. A character can make a DC 16 Arcana check to detect the portals' teleportation magic. A DC 24 check reveals that the portals have been disabled.

A character can make a DC 29 Arcana check as a standard action to activate a portal (but see below). Up to two other characters can assist the check. On a successful check, the portal activates for 1 minute. On a failed check, the portal makes an attack: close

burst 2; +25 vs. Reflex; 3d10 damage, and the portal pushes the target 5 squares.

The portals at location 1 require a skill challenge to overcome their powerful wards. Afterward, they can be activated normally, as above.

Shrine portals connect according to the numbers on the map, so that a character stepping into the portal labeled 8 at location 4 emerges through the portal labeled 4 at location 8.

Unlike with a normal teleportation circle, a character cannot see anything of what lies beyond a portal arch.

PLANAR CROSSOVER

Planar crossover locations 5, 6, and 7 can be reached from location 9 or by way of malfunctioning portals in other shrines. Whenever the characters activate a portal in location 2, 3, 4, or 8, roll a d8. On a result of 5, 6, or 7, the portal connects permanently to that planar location (so, for example, a result of 6 indicates location 6). Otherwise, it sends travelers to the location indicated by its number. See the encounter text for details on how the characters can get back to the Dead Gods' Tomb.

PLANAR VISIONS

Whenever a character makes an Arcana check to detect magic while in the Dead God's Tomb, roll a d4 and consult the following table. Once the vision fades, the check to detect magic functions normally.

PLANAR VISIONS

d4	Vision Result
1	The character envisions the Feywild Tomb.
2	The character envisions the Shadow Tomb.
3	The character envisions the Abandoned Tomb.
4	The character doesn't receive a vision.

If the character envisions the Feywild Tomb, read: *With a shimmer, the ever-present necrotic seepage from the walls is gone, replaced by pale green vines and gray mold. The air is moist, heavy with the scent of decay.*

If the character envisions the Shadow Tomb, read: *The even brickwork of a long hall oozes with black sludge, and feelings of despair assail you.*

If the character envisions the Abandoned Tomb, read: *The stillness of dusty stone replaces the dread darkness. Emptiness pervades a desolate ruin, its walls untouched by life or magic.*

GEM-KEYS

These huge magic gems draw the life force of the dead gods from the planar energy of the Astral Sea, shunting it to the astral engine at location 10. Some

gem-keys are yet unclaimed, waiting to be found by the characters, while others have already been claimed by Vecna's servants.

When an active gem-key is first encountered, a character can make an Arcana check to discern its function.

Arcana Check

DC 24: *The floating gem pulses with the same distinctive energy signature noted in all of Acererak's eldritch engines. Great amounts of planar power are being drawn off from this place and siphoned away to some other location. Safely carrying such a gem will require attuning its power to yourself.*

The demilich originally stole the gem-keys from the crown in Nerull's shrine (location 9). The characters must carry the gem-keys to return them to the crown, but the potent energy channeled through the keys is hazardous to living creatures.

Before a gem-key can be safely carried, a character must make a DC 16 Arcana check or Religion check to attune it to himself or herself. On a failed check, the character takes 2d10 damage but can try again.

While a character touches or carries an unattuned gem-key, he or she takes 2d10 damage at the start of each of his or her turns. Even after a gem-key is attuned, the character carrying it suffers long-term effects from the energy still being channeled through it. For each gem-key attuned to a character, he or she loses a healing surge.

The above effects persist if a key is stored or protected by a *bag of holding*, a Leomund's Secret Chest ritual, or similar items or effects. The healing surge penalty persists if a gem-key is discarded after being attuned to a character, though the penalty for one character ends if the gem-key is attuned to a different character. All penalties and effects are negated when the gem-keys have been successfully placed into Nerull's crown. See the "Replacing the Gem-Keys" skill challenge in Encounter D8, page 148.

DEATH IN THE DEAD GODS' TOMB

The shrines beneath Necromanteion are steeped with the spiritual energy of the dead gods, which plays havoc with Raise Dead rituals. A character who dies in one of the Pluton shrines can be raised, but he or she must make a DC 24 Endurance check after returning to life. On a failed check, the character dies again.

A character successfully raised in Pluton takes an enhanced death penalty in the form of a -2 penalty to attack rolls, skill checks, saving throws, and ability checks. This penalty lasts until the character leaves Pluton, of which the Dead Gods' Tomb is a part.

DEAD GODS' TOMB OVERVIEW

Each of the shrines the characters enter is dedicated to one of the many gods who perished before Nerull's time. The wards that protected these sites were powerful in their own right, but Acererak has reconfigured and strengthened their ancient magic.

Many more dead gods' shrines are hidden beneath Necromanteion, but Acererak has focused his astral engine on those gods whose lingering life force is strongest. The portals of their shrines have been networked in a closed loop to heighten the collection of planar power.

Most shrines do not hold any actual remains of the dead gods, only a magical connection to the fallen deity's memory and scattered life force. In any dead god's shrine, a character can make a DC 24 Arcana check or Religion check to deduce that Acererak is using these places to siphon the spiritual energy of the dead gods from the Astral Sea.

1. HIDDEN TEMPLE

Nerull's former great hall and throne room holds the gates that access the shrines in the Dead Gods' Tomb. Acererak has warded these portals with a pair of guardians.

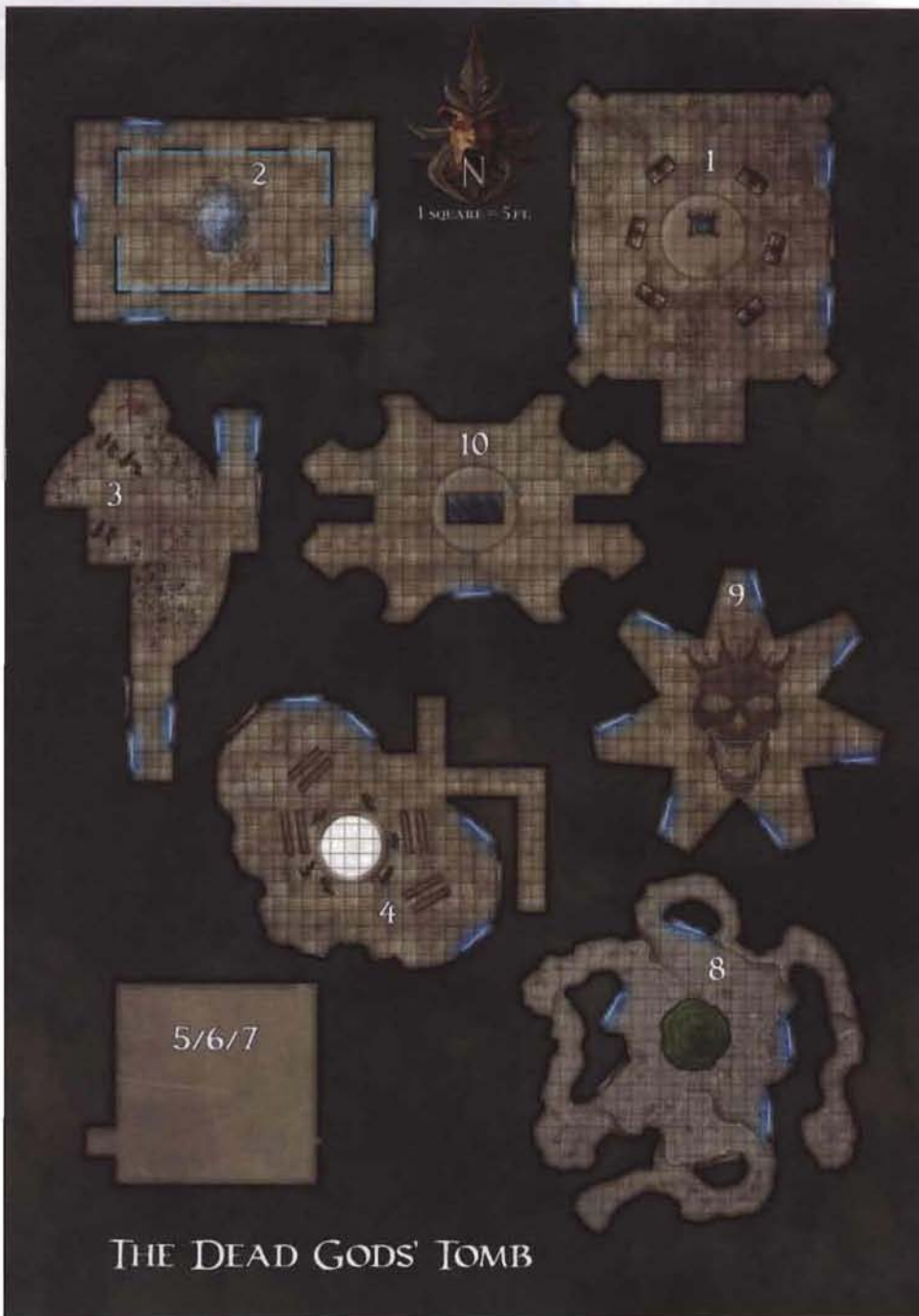
See **Encounter D1: Hidden Temple**, page 134.

THE ROLE OF THE DEAD

This chapter of the adventure uses the core **DUNGEONS & DRAGONS** cosmology and some of the fallen deities described in the core rules and other supplements. The Dead Gods' Tomb can also be used in a **FORGOTTEN REALMS** or **EBERRON** campaign.

Its extensive and frequently bloody history means that the cosmology of the **FORGOTTEN REALMS** setting offers up a host of dead gods whose shrines might be represented beneath Pluton. For the purpose of this chapter, Nerull might be an unnamed and ancient god of death who preceded Kelemvor. In this cosmology, the god slain by Asmodeus has a name (Azuth), but the other gods of Nerull's shrines might be long forgotten.

In an **EBERRON** campaign, the gods are more mysterious and distant than those of the core **DUNGEONS & DRAGONS** cosmology. The discovery of the Dead Gods' Tomb might have far-reaching implications for your campaign, and the things the characters discover here might provide a springboard for the campaign that sees them through to the end of the epic tier. Are Nerull and the dead gods in his shrines a sign that the Sovereign Host and the Dark Six are only some of many gods that once held sway in the cosmos? Did the Schism involve not only a split among the gods but a war that left countless dead deities in its aftermath? Or are the entities found herein not true gods at all—and if this is the case, what in the worlds were they?



4. SHRINE TO HE WHO WAS

The deity slain by Asmodeus is less than a memory now—even his name is forgotten. When the characters enter this shrine, they encounter another force of Vecna's servants—devils led by a powerful vampire lord. A magic pool within the chamber creates an additional hazard—or gives aid to those who can offer fealty to a dead god.

See **Encounter D4: A Prayer for He Who Was**, page 140.

5-7. OTHER-WORLDLY SHRINES

Like Acererak's other "eldritch engine" tombs, the Dead Gods' Tomb has planar links to the locations of each of the others—the Feywild, near the Garden of Graves; the Shadowfell, within the complex beneath Moil; and the Abandoned Tomb.

Each time the characters find themselves transported to one of these sites, roll a d6 to determine into which plane they briefly step.

2. SHRINE TO AMOTH

Amoth, the god of justice, was struck down by Orcus and Demogorgon millennia ago. The tapestries in this shrine tell the story of his life and death, but Acererak has rewritten their ending with the characters in mind.

See **Encounter D2: Fallen Amoth**, page 136.

3. SHRINE TO TUERN

Tuern was a god of war slain and usurped by his brother Bane. His shrine is lined with the arms and armor that were his legacy—now possessed by Acererak's fell power.

See **Encounter D3: Betrayed Tuern**, page 138.

d6	Destination
1-2	The Feywild; see Encounter D5: Wild Game , page 142.
3-4	The Shadowfell; see Encounter D6: Liquid Night , page 144.
5-6	The Abandoned Tomb; see below.

If the characters appear in the Abandoned Tomb, read:

The sudden vertigo is familiar to you now. The chamber into which you step is clearly part of a tomb—but just as obviously not a part of the astral crypts through which you've been exploring. Mildew clings to the crevices of the rough stone wall, water drips in the distance, and every sound echoes throughout the room.

You know where you are, because you have been here before. You are standing within the abandoned remnants of the infamous Tomb of Horrors, beneath the ruins of Skull City.

The chamber appears to be the ruins of an old chapel. Cracked and broken pews spill across the floor, and a dais on one wall holds an equally shattered altar. Two candelabra stand, one to each side of the dais. They are covered in cobwebs, and their holders are filled with dried wax uncountable years old.

This location is an even more ruined version of the chapel and the dais as described in Encounter T1 (page 102). Refer to the map in that encounter. Because no encounter is designed to occur here, the only pertinent features of the area are the ones given below.

Illumination: Darkness.

Ceiling: The ceiling is 12 feet high.

Exits: Characters who move into the archway or through either of the passages that lead from this area (to the north and the east) are teleported back to the location they came from in the Pluton complex.

8. SHRINE TO DECAY

Another squad of Vecna's servants is in the process of seizing the gem-key here when the characters enter. The great undead ooze that guards the key is a deadlier threat.

See **Encounter D7: Black Pool**, page 146.

9. SHRINE TO NERULL

In a shrine to Nerull built by the Raven Queen, the characters can return the gem-keys to the dead god's crown—draining their power and temporarily disabling Acererak's astral engine. Doing so is a dangerous test made more deadly by the demilich's magic wards.

See **Encounter D8: Reaper's End**, page 148.

10. ASTRAL ENGINE

In a specially constructed chamber deep beneath Necromanteion, Acererak's astral engine has alerted him to the characters' destruction of the gem-keys. Partway through his process of divine transformation, the demilich attacks in the form of a god-golem. Acererak's phylactery is the heart of the pulsing engine, and the characters must destroy it and the demilich to be victorious.

See **Encounter D9: Astral Engine**, page 150.

ACERERAK'S MESSAGE

In the aftermath of Encounter D1, the voice of Acererak issues a final challenge, the acid tone of which should serve both as a warning and a hopeful sign. The demilich's direct threats show how seriously the characters' actions in earlier chapters have hindered

his plans—and how he fears that the characters might yet prevent his ascension to godhood. Acererak has passed the point of toying with foes as he once did. This is the endgame, and the demilich is playing to win.

Unlike his previous poem, Acererak's final verse offers no cryptic clues to help the characters as they enter his final tomb. Perceptive players can still use the demilich's message to discern that the only exit from the dead gods' shrines is in location 8 (by way of the black pool). In his poem, Acererak boasts of his control over the shrines of Amoth, Tuern, He Who Was, and the planar crossover locations. In not mentioning the shrine of the unnamed god of decay, the demilich attempts to focus the characters' attention on the other shrines—and to keep them fruitlessly searching for the passage to the astral engine while his transformation becomes complete.

*The old gods fall, and from their blood, I rise
Lay waste to all that I despise
And when I shred your souls
Drink deep your lives*

*I hear you scream for mercy
Beg surcease
Entreat your faithless gods for death's release.
But all the gods whose fealty you swear
Cannot protect you here*

*And like the dead gods who now do my will
Your fallen gods before my god-king's throne shall kneel.
The God of Mercy, gone to dust,
Now metes out justice I decree.
The God of War, betrayed by blood,
Takes up my dread authority.
The Nameless God who chaos felled
Bequeaths his name and power to me.*

*The worlds within this world within
Shall fall like every world I see.
And at the end of all that is
The God of Death who death possessed
Stands in my thrall like all the rest.*

*Your fools' valor leaves you helpless now
And all the choice last left to you
Is to decide which dead god's shrine
Will be the final thing you see—
Which dead god now defends the path to me.*

*The God of Undeath, crowned anew
The God of Death whose name you fear
I am Acererak . . .
Your feeble lives end here.*

ENCOUNTER D1: HIDDEN TEMPLE

Encounter Level 22 (24,550 XP)

SETUP

2 rocktempest gargoyles (G)

This great hall, the centerpiece of Nerull's fallen fortress, is the only entrance to the Dead Gods' Tomb—an entrance Acererak has sealed against intruders.

When the characters approach this chamber after Encounter P3, read:

The passage from the skull's mouth descends a hundred paces into a vaulted chamber, its walls scribed with mystic runes. Six arches are set along the walls—three opening onto blank stone, and three filled with swirling white mist.

The remains of a number of onyx altars lie scattered across the floor, and a half-dozen larger altars of red stone are set around a low dais and a huge, crumbling throne. A bas-relief of a red-black skull is set on the throne's high back, its teeth and eyes set with gleaming black gems. Within the translucent blackness of the floor and walls, thousands of humanoid bodies are frozen fast, their faint features suggesting the terror with which they died.

History or Religion Check

DC 16: This is Nerull's lost fortress, Necromanteion—or what remains of it. This great hall was the Hidden Temple, once the entrance to Nerull's sanctum.

Arcana Check

DC 24: Powerful teleportation magic suffuses the mist-filled archways.

DC 29: The three teleportation circles are disabled—shut down behind potent arcane wards.

When the characters examine the throne, read:

The graven skull is as old as the throne, but the gems are more recent—set here a month ago, perhaps less.

The characters can approach the arches and investigate them from adjacent squares without risk. If a character attempts to step through a mist-filled arch, or after the characters attempt their first check in the "Opening the Portals" skill challenge, a rocktempest gargoyle guardian appears.

Show the players Gargoyle Attack (page 156).

When a rocktempest gargoyle appears, read:

A sudden pulse of darkness breaks the swirling white mist as an enormous gray shape explodes out of the arch: a great gargoyle that shrieks as it attacks.

TACTICS

A rocktempest gargoyle opens with *flying strike*, then focuses *tempest claws* on characters undertaking the skill challenge. If reduced to 50 hit points or fewer, a rocktempest gargoyle takes *stone form* for 10 rounds or until the next success the characters achieve in the challenge.

If the characters cause a second rocktempest gargoyle to appear before the first one is slain, both creatures flank while they daze as many targets as possible. One bloodied gargoyle takes *stone form* for 10 rounds while the other uses *flying strike* to scatter the characters.

A rocktempest gargoyle pursues the characters back to the site of Encounter P3 (page 128), or into the Hidden Temple's unmapped side chambers. If all the characters flee through an activated portal, any gargoyles in the chamber follow but are instantly absorbed back into the mist, ready to be brought forth again.

2 Rocktempest Gargoyles (G)	Level 23 Elite Lurker
Large elemental humanoid (earth)	XP 10,200 each
HP 330; Bloodied 165	Initiative +23
AC 37, Fortitude 37, Reflex 36, Will 34	Perception +14
Speed 6, fly 8 (hover)	Darkvision
Immune petrification	
Saving Throws +2; Action Points 1	
STANDARD ACTIONS	
⊕ Claw ⊕ At-Will	
Attack: Melee 1 (one creature); +28 vs. AC	
Hit: 2d8 + 6 damage, and ongoing 15 damage (save ends).	
⊕ Tempest Claws ⊕ At-Will	
Effect: The gargoyle uses <i>claw</i> two times. If both attacks hit the same target, the target is also dazed (save ends).	
Stone Form ⊕ At-Will	
Effect: The gargoyle enters stone form until it ends the effect as a minor action. While in this form, it gains tremorsense 10 and resist 30 to all damage, regains 10 hit points at the start of each turn, and cannot take actions except to end the effect. When the gargoyle ends the effect, it gains a +10 bonus to all damage rolls before the end of its next turn.	
⊕ Flying Strike ⊕ Recharge ☼ [1], or when the gargoyle uses <i>stone form</i>	
Effect: The gargoyle flies 8 squares and makes the following attack three times at any point during its move. This movement does not provoke opportunity attacks.	
Attack: Melee 1 (one creature); +26 vs. Fortitude	
Hit: 4d8 + 12 damage, and the gargoyle slides the target 3 squares.	
Str 26 (+19)	Dex 27 (+19) Wis 17 (+14)
Con 24 (+18)	Int 15 (+13) Cha 21 (+16)
Alignment chaotic evil Languages Primordial	

OPENING THE PORTALS

The portals in the great hall lead to the Dead Gods' Tomb, but Acererak has sealed these gates.

The characters must overcome the wards protecting the portals here—if Acererak's guardians don't kill them first.

Level: 22 (XP 4,150).

Complexity: 1 (requires 4 successes before 3 failures).

Special: A character must be adjacent to one of the mist-filled archways to attempt any check in this challenge. Characters working together to complete the challenge must work at the same portal. The first time the characters attempt a check, whether or not it succeeds, a rocktempest gargoyle emerges from the archway and attacks (see "Tactics").

The characters can undertake the skill challenge multiple times (and must do so if they fail). They earn XP only for their first success in the challenge, not for repeated successes. If they never achieve a failure in this challenge, they do not cause a second rocktempest gargoyle to appear (see "Failure" below), and the XP reward for this encounter is reduced accordingly.

Primary Skills: Arcana, Athletics, Thievery.

Arcana (DC 24, standard action): The character disrupts the flow of arcane power warding the portal. If the result of this check is 29 or higher, the next character to make a Thievery check in the challenge gains a +2 bonus. The characters must achieve at least 1 success with Arcana to succeed on the skill challenge.

Athletics or Thievery (DC 24, standard action): The character tampers with the ancient construction of the portal to disrupt its wards. On a failed check, the character takes 1d10 damage from arcane feedback.

Secondary Skills: Perception.

Perception (DC 24, minor action): The character studies the flow of mist within a portal to gain knowledge about the setup of its arcane wards. On a successful check, the character gains a +2 bonus to his or her next primary skill check in the challenge.



Success: The characters shut down the wards protecting a portal arch. The mists continue to block any view of what lies beyond, and the characters must still activate the portal (see "Portal Arches," page 130).

Failure: The first time the characters fail this challenge, a rocktempest gargoyle emerges from the portal and the portal becomes inert, its mist disappearing to reveal blank stone beneath it. The skill challenge must be undertaken again on a different portal. (An inert portal reactivates after 1 hour, so the characters aren't permanently stymied if they fail challenges on each of the functioning portals.)

THE VOICE OF ACERERAK

Characters can remove the gems from the bas-relief skull on the back of the throne (see "Features of the Area"). In addition to the damage noted, the throne makes an attack against the character who removes the last gem: +25 vs. Will; 3d10 + 3 lightning and necrotic damage. The bas-relief skull then speaks under the effect of a Magic Mouth ritual.

When the skull speaks, read:

A shrieking hiss fills the chamber as the skull appears to speak, its ageless voice threaded with hatred.

The magic mouth relays Acererak's dread warning in the demilich's own voice. See "Acererak's Message," page 133.

FEATURES OF THE AREA

Illumination: Dim light from the glowing arches.

Ceiling: The ceiling is 30 feet high.

Altars: A character can use a move action or make a DC 16 Acrobatics check or Athletics check to move onto an altar.

Portal Arches: Six square portal arches line the walls here—three inert and set against blank stone; three active and filled with white mist. The mist-filled arches are permanent portals connecting to the shrines of the Dead Gods' Tomb.

Rubble: Shattered black stone scattered throughout the area is difficult terrain.

Side Passages: The 10-foot-wide passages at the corners of the Hidden Temple lead to a network of satellite chambers, most collapsed under rubble. These empty areas play no part in the adventure.

Throne: Nerull's ruined throne sits atop a 1-foot-high stone dais suffused with dread energy. Whenever a creature ends its turn on the dais or the throne, it takes 2d10 cold and necrotic damage.

Treasure: Each of the gems set in Nerull's graven image can be pried from the throne as a standard action. Nine black sapphires forming the teeth are worth 20,000 gp each. The image's eyes are a gem-cut orb of drastic resolutions +5 and a gem of opening (treat as a chime of opening, *Adventurer's Vault*, page 169).

ENCOUNTER D2: FALLEN AMOTH

Encounter Level 23 (26,100 XP)

SETUP

Aspect of Demogorgon (D)

Aspect of Orcus (O)

This is the shrine to Amoth, the god of justice and mercy who was slain by Orcus and Demogorgon when his astral dominion of Kalandurren was overrun. Ancient magic still lingers here, subverted by Acererak to animate a pair of guardians. This encounter uses half of one side of the poster map.

Do not place the monsters on the map until they appear.

When the characters can see into the inner chamber, read:

Bright tapestries around the inner chamber glow with their own magic light. Delicately woven scenes show knights on horseback fighting dragons and other fell beasts, their banners displaying twin orbs of gold and white. Along the north side of the chamber, the tapestries show a godlike figure with silver armor and a sheathed sword. In his outstretched hands, a golden orb sheds warm sunlight and a white orb shines silver like a full moon. On the floor of the chamber before this tapestry stands a great pile of icebound bone shards with a fist-sized white gem floating in midair above it.

Religion Check

DC 24: *Judging by his raiment and the orbs he holds, this silver figure is Amoth—a god of justice and mercy who was slain millennia ago by the combined might of Orcus and Demogorgon.*

DC 29: *Though they have long since been drained of any power, the bone shards are the last physical remains of the god.*

The scene within the magic tapestries is slanted to the viewer. Each character views the knights and Amoth in the form of his or her own race.

The magic tapestries change their view when the first character steps 10 feet into the inner chamber.

When this happens, read:

The color of the tapestries shimmers and flows like water. In a heartbeat, their idyllic display is gone, replaced by scenes of carnage. The knights from the earlier view now lie dead and dismembered across bloody battlefields, their corpses ravaged by a triumphant demonic horde. The silver figure stands atop the corpse of a great black-skinned demon. His sword hacks a baboon-headed fiend almost in

two—even as a corpulent, ram-headed beast prepares to strike from behind him.

Religion Check

DC 29: *After slaying the demon lord Rimmon, Amoth attacked Demogorgon, nearly splitting him in two. Despite his strength, Amoth was defeated by Orcus.*

From the time they enter the inner chamber, the characters have 10 rounds in which to investigate before Acererak's magic unleashes this shrine's threat.

When the 10 rounds pass, read:

The images on the tapestries ripple once more. Now, the leering face of Orcus turns to scan the chamber as Demogorgon writhes and re-forms—the demon's shattered skull and severed torso shaped into two separate heads. With the sound of rending flesh, both demon lords claw their way into the chamber. The tapestries collapse to dust, darkness flaring as the shrieking fiends attack.

Aspect of Orcus (O)	Level 24 Elite Brute
Large elemental humanoid (demon)	XP 12,100
HP 560; Bloodied 280	Initiative +15
AC 37, Fortitude 39, Reflex 35, Will 36	Perception +21
Speed 6, fly 8 (clumsy)	Darkvision, low-light vision
Immune disease, poison; Resist 20 necrotic	
Saving Throws +2; Action Points 1	
TRAITS	
☼ Lesser Aura of Death (necrotic) ♦ Aura 10	
Any enemy that enters the aura or starts its turn there takes 5 necrotic damage, or 10 necrotic damage while the aspect of Orcus is bloodied.	
STANDARD ACTIONS	
⚔ Skull Mace (necrotic, weapon) ♦ At-Will	
Attack: Melee 2 (one creature); +27 vs. AC	
Hit: 2d10 + 5 damage, and the target is weakened (save ends).	
TRIGGERED ACTIONS	
⚡ Tail Lash ♦ At-Will	
Trigger: An enemy moves or shifts to a square adjacent to the aspect.	
Attack (Immediate Reaction): Melee 1 (triggering enemy); +27 vs. AC	
Hit: 2d6 + 10 damage, and the aspect knocks the target prone.	
Variable Resistance ♦ 3/Encounter	
Trigger: The aspect takes acid, cold, fire, lightning, or thunder damage.	
Effect (Free Action): The aspect gains resist 10 to the triggering damage type until the end of the encounter or until it uses variable resistance again.	
Skills Arcana +23, History +23, Intimidate +24, Religion +23	
Str 30 (+22)	Dex 17 (+15) Wis 19 (+16)
Con 30 (+22)	Int 22 (+18) Cha 25 (+19)
Alignment chaotic evil	Languages Abyssal, Common
Equipment skull mace	

Aspect of Demogorgon (D) Level 25 Elite Controller

Huge elemental humanoid (aquatic, demon) XP 14,000

HP 476; **Bloodied** 238 Initiative +17

AC 39, Fortitude 37, Reflex 36, Will 37 Perception +25

Speed 6, teleport 6 Darkvision

Saving Throws +2; Action Points 1

TRAITS**Double Actions**

At the start of combat, the aspect of Demogorgon makes two initiative checks. Each check corresponds to one of the aspect's heads—Aameul or Hethradiah—and the aspect takes a turn on each initiative count. The aspect has a full set of actions on each of these turns, and the aspect's ability to take an immediate action refreshes on each turn.

Dual Brain

At the end of its turn, the aspect of Demogorgon saves against dazed and stunned conditions and charm effects.

STANDARD ACTIONS⚔ **Forked Tail** (necrotic) ♦ **At-Will**

Attack: Melee 5 (one creature); +29 vs. Reflex

Hit: 2d8 + 5 necrotic damage, and the target is weakened (save ends).

✂ **Inescapable Grasp** (teleportation) ♦ **At-Will**

Attack: Ranged 10 (one creature); +31 vs. Reflex

Hit: The target is teleported to a space within 3 squares of the aspect.

☞ **Tentacle Blast** ♦ **At-Will**

Attack: Close blast 3 (creatures in blast); +27 vs. Fortitude

Hit: 2d8 + 5 damage, and ongoing 10 damage (save ends). If this attack deals ongoing damage to a creature that is already taking ongoing damage, the ongoing damage increases by 5.

☞ **Dominating Glare** (psychic) ♦ **Recharge [1]**

Attack: Close blast 5 (enemies in blast); +29 vs. Will

Hit: 1d10 + 5 psychic damage, and the target is dominated (save ends).

TRIGGERED ACTIONS👁 **Gaze of Abyssal Might** ♦ **At-Will**

Trigger: An enemy starts its turn within 10 squares of the aspect.

Effect (Free Action): Roll a d20; on a result of 10 or higher, the triggering enemy is slowed until the end of its turn.

🛡 **Variable Resistance** ♦ 3/Encounter

Trigger: The aspect takes acid, cold, fire, lightning, or thunder damage.

Effect (Free Action): The aspect gains resist 10 to the triggering damage type until the end of the encounter or until it uses variable resistance again.

Skills Athletics +27, Intimidate +21

Str 31 (+22) Dex 20 (+17) Wis 18 (+16)

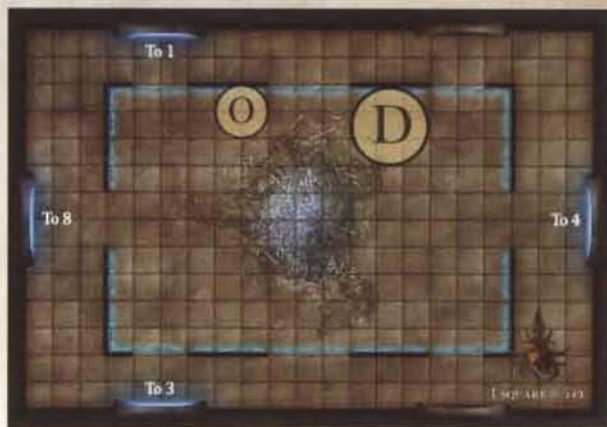
Con 30 (+22) Int 28 (+21) Cha 30 (+22)

Alignment chaotic evil Languages Abyssal, Common

TACTICS

The aspect of Demogorgon opens combat with *dominating glare*, following up by spending an action point and making another attack as appropriate. It then uses *tentacle blast* each round, focusing on targets already taking ongoing damage. It counts on *gaze of abyssal might* to hinder the characters' tactical movement, and it uses *inescapable grasp* to deal with a foe hitting it from the edge of the fray.

The aspect of Orcus stays in the thick of combat to maximize the effect of *lesser aura of death* and *tail lash*.



It uses *skull mace* against a single target, focusing first on controllers and spellcasters.

These creatures follow characters who flee through the portals.

FEATURES OF THE AREA

Illumination: Bright light from the tapestries. After the tapestries collapse, the area is dark.

Ceiling: The ceiling is 40 feet high.

Tapestries and Walls: The wall that separates the inner part of this chamber from the outer part has several openings, most of which are covered by hanging tapestries when the encounter begins. The magic of the tapestries prevents them from being pushed aside or moved through. After the tapestries collapse, creatures can move through the openings.

Essence of Kalandurren: The energy of Amoth's fallen astral dominion permeates this place. While within the shrine, a character must make a DC 16 Endurance check at the end of each of his or her turns or take 1d10 cold damage.

Frozen Bone-Shard Pile: The last physical remnants of Amoth are the frozen bone shards at the center of the chamber. A creature can make a DC 16 Athletics check to climb the pile. A creature that ends its turn on the pile takes 2d10 cold damage.

Where the shard pile trails out across the floor, it creates areas of icy rubble. Whenever a creature runs, charges, or makes a double move in icy rubble, it must make a DC 20 Acrobatics check or fall prone at the end of its move.

Gem-Key: The floating gem-key siphons arcane energy from this ancient shrine to Acererak's eldritch engine. See "Gem-Keys," page 130.

Portal Arches: These mist-filled square arches are permanent portals connecting the shrines of the Dead Gods' Tomb (page 130).

Treasure: On a section of the north wall behind the tapestries hangs a gem-studded crystal holy symbol of Amoth (110,000 gp).

ENCOUNTER D3: BETRAYED TUERN

Encounter Level 22 (22,300 XP)

SETUP

- 3 sword guardians (S)
- 2 armor guardians (A)
- 2 blade swarm guardians (B)

This shrine is dedicated to Tuern, the ancient war god who was slain and usurped by his brother Bane.

When the first character steps through the portal, read:

Broken weapons and shattered bones litter the floor of a long chamber, and blackened stone walls are set with racks of burnished steel. The bodies of six devils litter the floor, but a broader view is obscured by the hulking metal figures crashing forward to attack.

The arms and armor of the captains who fell with Tuern were interred here. Acererak's dark magic has animated them to serve as defenders.



3 Sword Guardians (S)

Large immortal animate (construct)

HP 190; Bloodied 95

AC 36, Fortitude 34, Reflex 31, Will 32

Speed 8

Saving Throws +2 against ongoing damage

Immune disease, poison, sleep

STANDARD ACTIONS

⊕ Slashing Blade ⊕ At-Will

Attack: Melee 2 (one creature); +25 vs. AC

Hit: 2d10 + 10 damage, and the target is marked until the start of the guardian's next turn.

TRIGGERED ACTIONS

⊕ Blade Flurry ⊕ At-Will

Trigger: A creature marked by the guardian moves or shifts.

Attack (Immediate Interrupt): Melee 2 (triggering creature); +23 vs. Fortitude

Hit: 2d10 + 12 damage, and the target is dazed (save ends).

⊕ Relentless Cleave ⊕ At-Will

Trigger: The guardian hits a bloodied creature with *slashing blade*.

Effect (Free Action): The guardian uses *slashing blade* against the same target. If this attack hits, the guardian slides the target 1 square.

⊕ Explosive Shards (teleportation)

Trigger: The guardian is first bloodied.

Attack (No Action): Close burst 3 (enemies in burst); +23 vs. Reflex

Hit: 2d8 damage, and the guardian teleports 5 squares.

Str 27 (+18)

Dex 21 (+15)

Wis 23 (+16)

Con 22 (+16)

Int 10 (+10)

Cha 11 (+10)

Alignment unaligned

Languages –

TACTICS

The sword guardians take the lead in combat, targeting strikers and defenders with *slashing blade*. A sword guardian stays close to its foes to maximize the effectiveness of *blade flurry*, targeting bloodied foes with *relentless cleave* whenever it can.

The armor guardians use *shield slam* as frequently as possible, fighting within areas of battlefield remains to increase their defensive bonuses and deal extra damage to prone foes. They follow a successful *shield slam* with *wave of steel*, then repeat the same tactic.

The blade swarm guardians fight at the edge of the fray, focusing on spellcasters and ranged combatants hoping to avoid melee. They stay close to each other to maximize *swarm attack*, and they use *storm of blades* as frequently as possible.

2 Armor Guardians (A)		Level 20 Lurker
Large immortal animate (construct)		XP 2,800 each
HP 149; Bloodied 74	Initiative +22	
AC 34, Fortitude 32, Reflex 34, Will 32	Perception +16	
Speed 5	Darkvision	
Saving Throws +2 against ongoing damage		
Immune disease, poison, sleep		
STANDARD ACTIONS		
⊕ Slam ♦ At-Will		
Attack: Melee 2 (one creature); +25 vs. AC		
Hit: 4d6 + 10 damage, and the target is dazed until the start of the guardian's next turn.		
⊕ Shield Slam ♦ Recharge [2/2]		
Effect: The guardian uses <i>slam</i> . On a hit, the target falls prone and the guardian gains a +2 bonus to all defenses until the end of its next turn.		
⊕ Wave of Steel ♦ Recharge when the guardian uses <i>shield slam</i>		
Effect: The guardian charges and makes the following attack in place of a basic attack.		
Attack: Melee 2 (one creature); +23 vs. Fortitude		
Hit: 2d12 + 5 damage, and the target falls prone and is stunned (save ends).		
TRIGGERED ACTIONS		
Wrapped in Armor ♦ At-Will		
Trigger: A creature adjacent to the guardian moves or shifts.		
Effect (Immediate Reaction): The guardian shifts to stay adjacent to the triggering creature.		
Str 21 (+15)	Dex 26 (+18)	Wis 23 (+16)
Con 23 (+16)	Int 12 (+11)	Cha 13 (+11)
Alignment unaligned Languages –		

2 Blade Swarm Guardians (B)		Level 22 Brute
Large immortal animate (construct, swarm)		XP 4,150 each
HP 252; Bloodied 126	Initiative +18	
AC 34, Fortitude 36, Reflex 35, Will 32	Perception +17	
Speed 8	Tremorsense 10	
Immune disease, poison; Resist half damage from melee and ranged attacks; Vulnerable 10 against close and area attacks		
TRAITS		
⚙ Swarm Attack ♦ Aura 3		
Any enemy that starts its turn within the aura takes 5 damage plus 5 extra damage for each blade swarm guardian adjacent to it.		
STANDARD ACTIONS		
⊕ Blade Swarm Attack ♦ At-Will		
Attack: Melee 3 (one creature); +27 vs. AC		
Hit: 4d8 + 10 damage, and the target is weakened until the start of its next turn.		
⚡ Storm of Blades ♦ Recharge [2/2]		
Attack: Close blast 3 (creatures in blast); +25 vs. Reflex		
Hit: 4d8 + 20 damage, and the target is immobilized (save ends).		
TRIGGERED ACTIONS		
Bloodied Blades		
Trigger: The guardian is first bloodied.		
Effect (No Action): The guardian splits into two creatures, each with 63 hit points. Both creatures act on the original creature's initiative count. Effects applied to the original blade swarm guardian do not apply to the second one. The second guardian appears adjacent to the original creature or in the nearest unoccupied space. After the split, each creature uses <i>storm of blades</i> as a free action.		
Str 27 (+19)	Dex 24 (+18)	Wis 22 (+17)
Con 22 (+17)	Int 8 (+10)	Cha 10 (+11)
Alignment unaligned Languages –		

TUERN'S LEGACY

After the battle, the characters can investigate the shrine further.

When the characters can see the area, read:

The animated blades and armor were part of the collection of armaments arranged on racks across the chamber—ancient weapons and mail as pristine as the day they were made. In an alcove at the north end of the chamber, the rough stone floor displays a graven image of a sword, a dagger, and an axe, all exuding a blood-red ichor.

Religion Check

DC 24: *The image on the floor is the sigil of Tuern, brother to Bane and Kord and one of the great war gods of old.*

DC 29: *In ancient legend, the blood of fallen Tuern is said to have powerful restorative properties.*

FEATURES OF THE AREA

Illumination: A dim orange-red light suffuses the area. Any bright light source is reduced to dim light within the shrine, and any effect that creates darkness has its radius increased by 1 square.

Ceiling: The ceiling is 20 feet high.

Battlefield Remains: Bones and shattered blades are spread across the rough stone floor of the shrine. These areas are haunted terrain (page 48) for all creatures except the guardians here. In addition, a living creature knocked prone in an area of battlefield remains takes 1d10 damage. While a guardian creature is wholly within an area of battlefield remains, it gains a +2 bonus to AC and Fortitude.

Bodies: A party of Vecna's servants passed this way. The bodies spread across the chamber (all legion devils) are difficult terrain.

Gem-Key: The gem-key originally installed in this area has been claimed by the vampire lord berserker at location 4.

Portal Arches: These mist-filled square arches are permanent portals connecting the shrines of the Dead Gods' Tomb (page 130).

Shadow of Chernoggar: Though this place was long ago claimed by Bane and Gruumsh, the essence of dead Tuern's astral dominion lingers here. That divinely mutable plane is reflected in the shifting ground on which the characters fight. The areas of battlefield remains expand in reaction to the presence of conflict in the shrine. If a character ends his or her turn within an area of battlefield remains, the area of remains expands to include the character's space and each adjacent square.

Treasure: The slow trickle of blood-red ichor from the sigil of Tuern is equivalent to three *potions of recovery*. In addition, the weapons, shields, and armor along the walls include two level 24 magic items of your choice and an adamantine-and-diamond holy symbol of Tuern (45,000 gp).

ENCOUNTER D4: A PRAYER FOR HE WHO WAS

Encounter Level 25 (40,000 XP)

SETUP

- 1 vampire lord berserker (V)
- 2 storm devils (S)
- 6 legion devil legionnaires (L)

This chamber is a shrine to He Who Was—the deity slain by Asmodeus whose name has faded from mortal memory.

When the first character steps through a portal, read:

A wide pool shines pale light against the white marble walls of the chamber you've entered as a wordless lament rises from the shadows. The corpses of six devils are scattered around the pool. On the far side of the chamber, a snarling vampire directs more devils, who are attempting to activate a portal. They are facing away from you—for the moment.

Religion Check

DC 29: This shrine was built in the memory of He Who Was—the god slain by Asmodeus.

Vecna's distracted servants stand opposite the portal where the characters initially appear (choose one of the two groups marked on the map, as appropriate, when placing miniatures). Each character can make a Stealth check against the legion devils' passive Perception (21) to hide behind the nearest bench. Otherwise, a legion devil spots the characters' entrance.

TACTICS

The vampire lord berserker wades into combat with *devastating strike*, spending its action point early to repeat that attack against a dazed or a lightly armored foe. Each round, it uses *infernal command* to destroy one of its legion devil minions in the midst of as many enemies as possible.

The storm devils use *lightning fork* to attack the characters from the edge of the fray, or they use *infernal thunderclap* to push targets into the white pool's area of effect (within 5 squares of the pool).

The legion devil legionnaires try to flank enemies and try to take advantage of their *squad defense* bonus.

Having already dealt with the pool when they retrieved the gem-key, the devils know to avoid it. The pool has no effect on the vampire lord berserker since he's undead.

FEATURES OF THE AREA

Illumination: Dim light from the white pool.

Ceiling: The ceiling is 30 feet high.

Vampire Lord Berserker (V)	Level 26 Elite Brute	
Medium natural humanoid (undead)	XP 18,000	
HP 590; Bloodied 295	Initiative +21	
AC 38, Fortitude 39, Reflex 38, Will 38	Perception +22	
Speed 6	Darkvision	
Immune disease, poison; Resist 20 necrotic; Vulnerable 15 radiant		
Saving Throws +2; Action Points 1		
TRAITS		
Regeneration (healing)		
The vampire lord berserker regains 15 hit points whenever it starts its turn and has at least 1 hit point. Its regeneration does not function while the berserker is exposed to direct sunlight.		
STANDARD ACTIONS		
⊕ Flaming Broadsword (fire, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +31 vs. AC		
Hit: 4d10 + 18 damage (crit 4d10 + 58)		
⊕ Devastating Strike ♦ At-Will		
Effect: The berserker uses <i>flaming broadsword</i> twice. If both attacks hit the same target, the target is also dazed (save ends).		
First Failed Saving Throw: The target is also weakened (save ends).		
Second Failed Saving Throw: The target falls unconscious (save ends).		
⊕ Blood Drain (healing) ♦ Recharge when an adjacent living creature becomes bloodied		
Attack: Melee 1 (one creature granting combat advantage to the berserker); +29 vs. Fortitude		
Hit: 4d12 + 12 damage, the target is weakened (save ends), and the berserker regains 147 hit points.		
⊕ Mist Form (polymorph) ♦ Encounter		
Effect: The berserker becomes insubstantial and gains a fly speed of 12, but cannot make attacks. It can remain in mist form for up to 1 hour or end the effect as a minor action.		
MINOR ACTIONS		
↻ Dominating Gaze (charm) ♦ Recharge [1]		
Requirement: The berserker must not be dominating a creature.		
Attack: Ranged 5 (one creature); +29 vs. Will		
Hit: The target is dominated (save ends; the target takes a -2 penalty to the saving throw).		
Aftereffect: The target is dazed (save ends).		
⊕ Infernal Command (charm, fire) ♦ At-Will (1/round)		
Effect: The berserker chooses one allied devil of a lower level than the berserker within 10 squares and slides that devil 5 squares. At the end of that movement, the devil explodes in a close burst 2, destroying itself. Each creature in the burst takes 2d10 + 5 fire damage.		
TRIGGERED ACTIONS		
⊕ Berserker's Blood ♦ At-Will		
Requirement: The berserker must be bloodied.		
Trigger: An attack hits the berserker.		
Effect (Immediate Interrupt): The berserker uses <i>flaming broadsword</i> against a random target adjacent to it as a free action.		
Skills Bluff +26, Intimidate +26, Stealth +26		
Str 29 (+22)	Dex 26 (+21)	Wis 18 (+17)
Con 25 (+20)	Int 22 (+19)	Cha 26 (+21)
Alignment chaotic evil		Languages Common, Elven
Equipment +5 <i>flaming broadsword</i> , two gem-keys		

2 Storm Devils (S) Level 23 Artillery	
Medium immortal humanoid (devil) XP 5,100 each	
HP 169; Bloodied 84	Initiative +18
AC 37, Fortitude 35, Reflex 34, Will 33	Perception +17
Speed 7, fly 7 (clumsy)	Darkvision
Resist 20 fire, 20 lightning, 20 thunder	
STANDARD ACTIONS	
⚡ Trident (lightning, weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +26 vs. Reflex	
Hit: 2d8 + 6 damage, and the target takes ongoing 10 lightning damage and is dazed (save ends both).	
⚡ Lightning Fork ♦ At-Will	
Requirement: The devil must be wielding a trident.	
Attack: Ranged 20 (one creature); +28 vs. Reflex	
Hit: 3d6 + 8 lightning damage.	
⚡ Infernal Thunderclap (lightning, thunder) ♦ Recharge [2][3]	
Attack: Area burst 2 within 10 (creatures in burst); +26 vs. Fortitude	
Hit: 2d10 + 6 lightning and thunder damage, and the target is pushed 3 squares away from the origin square and dazed until the end of its next turn.	
TRIGGERED ACTIONS	
Cyclone ♦ Encounter	
Trigger: The devil is first bloodied.	
Effect (Free Action): The devil shifts 3 squares, and any Medium or smaller enemy adjacent to the devil at the start of the move is knocked prone.	
Skills Stealth +23	
Str 20 (+16)	Dex 25 (+18) Wis 22 (+17)
Con 25 (+18)	Int 16 (+14) Cha 17 (+14)
Alignment evil Languages Supernal	
Equipment trident	

6 Legion Devil Legionnaires (L) Level 21 Minion Soldier	
Medium immortal humanoid (devil) XP 800 each	
HP 1; a missed attack never damages a minion.	Initiative +11
AC 37, Fortitude 33, Reflex 32, Will 32	Perception +11
Speed 7, teleport 3	Darkvision
Resist 15 fire	
TRAITS	
Squad Defense	
The legionnaire gains a +2 bonus to all defenses while it is adjacent to at least one other legion devil.	
STANDARD ACTIONS	
⚔ Longsword (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +26 vs. AC	
Hit: 8 damage.	
Str 14 (+12)	Dex 12 (+11) Wis 12 (+11)
Con 14 (+12)	Int 10 (+10) Cha 12 (+11)
Alignment evil Languages Supernal	
Equipment plate armor, heavy shield, longsword	

Benches: These 3-foot-high solid stone benches provide cover. It costs 1 extra square of movement for a creature to move onto or off a bench.

Bodies: The squares around the pool containing bodies (all legion devils) are difficult terrain.

Gem-Keys: The vampire lord berserker has already claimed the ruby-red gem-key that once floated above the white pool, as well as the jade-green gem-key from location 3. See "Gem-Keys," page 130.

Portal Arches: These mist-filled square arches are permanent portals connecting the shrines of the Dead Gods' Tomb (page 130).



White Pool: This floor-level meditation pool, which is filled with glowing but otherwise normal water to a depth of 1 foot, is difficult terrain. Acererak has turned its magic into a trap.

White Pool Level 25 Blaster	
Trap XP 7,000	
As it flares with light, the white pool unleashes a wave of psychic energy.	
Trap: The white pool demands prayers of fealty to He Who Was—and attempts to slay those of false faith in the area.	
Perception	
This trap cannot be detected with Perception.	
Additional Skill: Religion	
♦ DC 29: A character recognizes that the pool accepts prayers to He Who Was, but that its power is corrupted by Acererak.	
Initiative +2	
Trigger	
When a living creature comes within 5 squares of the pool, the trap activates and rolls initiative.	
Attack	
Standard Action	Close burst 3
Target: Each creature in burst	
Attack: +26 vs. Will	
Hit: 3d6 psychic damage, and the target is stunned (save ends). <i>First Failed Saving Throw:</i> The target falls unconscious (save ends). <i>Second Failed Saving Throw:</i> The target dies.	
Countermeasures	
♦ A character hit by the trap can make a DC 24 Religion check as an immediate interrupt to offer a prayer to He Who Was. With a successful check, the character is not stunned. If the check result is 31 or higher, the character takes no damage and gains an action point that must be spent before the end of his or her next turn.	
♦ A character can make a DC 24 Arcana check as a minor action to disrupt the flow of corrupt energy within the pool. With a successful check, the trap takes a -2 penalty to attack rolls until the end of its next turn.	

ENCOUNTER D5: WILD GAME

Encounter Level 24 (30,250 XP)

SETUP

Hespothrad (H)

Where the capricious entities of the Feywild are concerned, not even the mighty Acererak can maintain complete control. When the demilich originally established this particular planar beachhead as part of his complex of multiworld engines, the fey who dwelt within it were his loyal servants. After several months, a far more powerful lord of the fey sensed the power being kept there and claimed the chamber for his own, slaughtering those Acererak left behind. This fey "prince" now spends much of his time in this chamber, challenging those who pass to a game that, like everything else involving the Feywild, isn't what it seems.

When the characters enter the chamber, read:

You experience the now familiar jolting sensation of being pulled elsewhere. Although you still stand within a stone-walled chamber, the aroma of growing things and shoots of green protruding through the cracked mortar suggest that you're in the Feywild again.

The chamber around you is divided into upper and lower sections by a set of stairs in the center of the left wall. A single table occupies the lower section.

As you take the scene in, a peculiar figure springs up from behind the table. He's clad in what would appear to be royal finery if it weren't a riot of bright and clashing colors. In a sing-song voice, he addresses you. "Oh, most wonderful new challengers!" He waves his hand, and a game board appears upon the table before him. "Of course, I'll allow you all to cooperate against me, else it wouldn't be a challenge at all, would it?"

When the characters first examine the upper level, read:

A pair of benches set into the floor in the loft grant a clear view of the area below. One of the strange glowing gems you've seen elsewhere floats above the left-hand bench. Beneath that bench are several broken humanoid skeletons. You can't make out much more than shattered armor, but at least one of them was wearing a mask of the green demonic face that is the symbol of Acererak.

TACTICS

Hespothrad is friendly enough as long as the characters are willing to play his game—at first. If they manage to beat him, if they obviously throw the game, or if they refuse his challenge, he attacks. Once combat begins, he attempts to gain some distance from the characters (teleporting if necessary). He

then uses *sickening mist* and *toxic gaze* before spending an action point to use *venom within*. From then on, he uses *spellmaster* to regain *venom within*, and then—if *spellmaster* recharges—to regain *fey step*.

If reduced to 30 hit points or fewer, Hespothrad teleports to the Feywild as an immediate reaction, activating protective magic he established some time ago. At your option, he could reappear later in the campaign, seeking vengeance for his wounded pride.

GAMING THE PLAYER

If the characters choose to play against Hespothrad and play to win, use the "Playing the Game" skill challenge, page 29, but increase each of the DCs by 6. Whenever the characters gain a success, allow all the characters to make DC 24 Insight checks. On a success, inform that character that Hespothrad is growing more angry as the adventurers appear to be winning.

If the characters win the game, Hespothrad attacks them. If the characters attempt to throw the game, they can engage in the following skill challenge. (This assumes that the characters are subtle, moving away from the table to strategize or speaking in languages Hespothrad doesn't know. If they blatantly throw the game, they fail the challenge automatically.)

The characters gain experience either for the skill challenge or for defeating Hespothrad, not both.

Level: 24 (XP 30,250).

Complexity: 5 (requires 12 successes before 3 failures).

Special: If the characters try to win the game and gained more than one success in the "Playing the Game" skill challenge before detecting Hespothrad's anger and deciding to throw the game, they start this challenge with 1 failure.

Primary Skills: Bluff, History, Insight, Thievery.

Bluff (DC 24, standard action): The character makes a bad move while making it appear that he or she is trying to win. This skill can be used to gain 1 success in the challenge.

History (DC 29, standard action): Drawing upon the knowledge of past game masters, the character initiates a gambit that looks impressive but has some blatant weaknesses. Success with this skill gains 2 successes in the challenge, but this skill can be used this way only once.

Insight (DC 24, minor action): By reading Hespothrad's reactions, the character can tell which attempts at throwing the game are working and which are too obvious. A successful check allows the character to either eliminate one failure or grant a +2 bonus to the next Bluff, History, or Thievery check a character makes in the challenge.

Hespothrad (H) **Level 24 Solo Controller**
 Medium fey humanoid XP 30,250

HP 872; **Bloodied** 436 **Initiative** +21
 AC 38, **Fortitude** 34, **Reflex** 37, **Will** 36 **Perception** +14
Speed 6 (8 when bloodied)
Resist 20 poison, 15 psychic
Saving Throws +5 (+10 against charm effects); **Action Points** 2

TRAITS

Trickster's Delight
 Whenever Hespothrad scores a critical hit with a psychic power, he regains a spent action point.

STANDARD ACTIONS

Ⓢ **Blade of Body and Soul** (poison, psychic, weapon) ♦ **At-Will**
 Attack: Melee 1 (one creature); +29 vs. AC
 Hit: 2d8 + 10 poison and psychic damage.

↘ **Sapping Ray** (poison, psychic) ♦ **At-Will**
 Attack: Ranged 20 (one or two enemies); +27 vs. Fortitude
 Hit: 4d8 + 14 poison and psychic damage, and the target is weakened until the end of Hespothrad's next turn.

↘ **Venom Within** (poison, psychic) ♦ **Encounter**
 Primary Attack: Ranged 20 (one creature); +27 vs. Fortitude
 Hit: 4d6 + 18 poison and psychic damage.
 Effect: Hespothrad makes a secondary attack using the primary target's square as the origin square.
 Secondary Attack: Close burst 5 (one or two creatures other than the primary target); +27 vs. Fortitude
 Hit: 4d6 + 18 poison and psychic damage.

↙ **Mind Wave** (psychic) ♦ **At-Will**
 Attack: Close blast 3 (creatures in blast); +27 vs. Will
 Hit: 5d10 + 20 psychic damage, and Hespothrad pushes the target 2 squares.

☠ **Sickening Mist** (poison) ♦ **Encounter**
 Attack: Area burst 2 within 20 (creatures in burst); +27 vs. Fortitude
 Hit: 8d6 + 14 poison damage, and the target gains vulnerable 15 poison (save ends).

MOVE ACTIONS

Fey Step (teleportation) ♦ **Encounter**
 Effect: Hespothrad teleports 10 squares. Any creature adjacent to him at the start of this move is dazed until the end of Hespothrad's next turn.

MINOR ACTIONS

↖ **Toxic Gaze** (gaze, poison, psychic) ♦ **Recharge** ☹☹☹, or ☹☹☹☹ while bloodied
 Attack: Close blast 5 (creatures in blast); +27 vs. Will
 Hit: 2d8 + 14 poison and psychic damage, and the target is dazed and weakened until the end of Hespothrad's next turn.

Spellmaster ♦ **Recharge** ☹☹☹
 Effect: Hespothrad regains the use of an expended encounter power.

Skills Acrobatics +26, Arcana +19, Bluff +23, Insight +19, Intimidate +23, Nature +19
Str 12 (+13) **Dex** 28 (+21) **Wis** 15 (+14)
Con 18 (+16) **Int** 15 (+14) **Cha** 24 (+18)

Alignment evil **Languages** Common, Elven
Equipment longsword

Arcana or Nature (DC 24, minor action): Using knowledge of the fey, the character advises his or her companions how best to react to Hespothrad. On a success, the character grants a +2 bonus to the next check made in the challenge. Each character can use this skill only once during the skill challenge.

Success: The characters manage to throw the game without tipping off their opponent. Hespothrad taunts them for a few minutes and then fades away to go celebrate, leaving them to depart—and take the gem with them, if they want.

Failure: The characters have not been subtle enough, and Hespothrad realizes that they deliberately threw the game. Enraged, he attacks.

FEATURES OF THE AREA

Illumination: Bright light throughout the chamber but with no obvious source.

Ceiling: The ceiling is 20 feet high, or 10 feet high in the northern section of the main chamber.

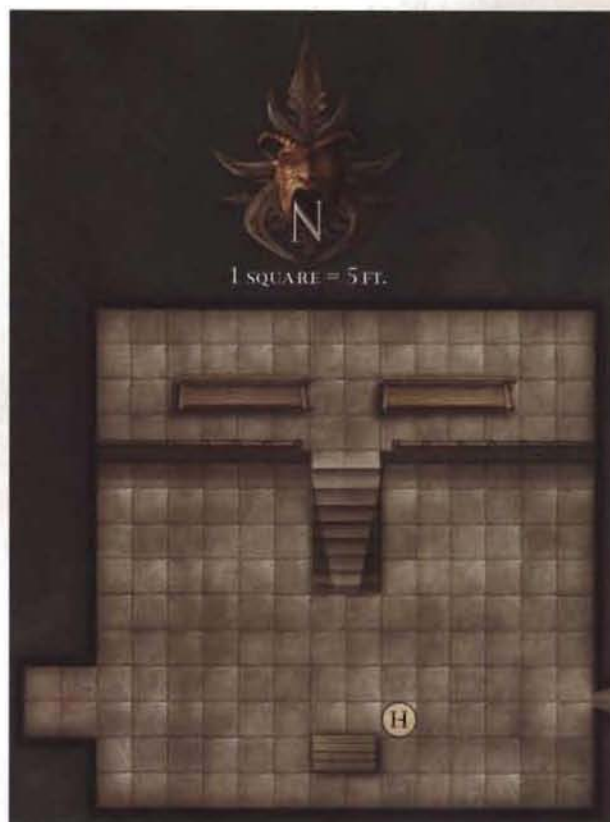
Gem-Key: The floating gem siphons arcane energy from this ancient shrine, transferring it to Acererak's eldritch engine. See "Gem-Keys," page 130.

Ledge: The ledge is 10 feet high and a character must make a DC 24 Athletics check to climb it.

Portal Arch: Passing through this arch teleports the characters back to location 1.

Stairs: The stairs are difficult terrain.

Table and Benches: These are obstacles that grant cover. It costs 1 extra square of movement for a character to move onto the furniture.



Thievery (DC 24, standard action): The character moves a piece, manipulates the dice to produce a deliberately low roll, or otherwise makes use of sleight of hand to worsen his or her position. This skill can be used to gain 1 success in the challenge, but a failure counts as 2 failures because Hespothrad spots the attempt and grows more irate.

Secondary Skills: Arcana, Nature.

ENCOUNTER D6: LIQUID NIGHT

Encounter Level 24 (30,600 XP)

SETUP

3 ancient ghosts (G)

Do not place the ghosts on the map until they emerge from the surrounding stone.

This large chamber appears to belong to a long-dead sage or collector of esoteric objects and lore. In fact, it was once a shrine to a god of knowledge whose sphere of influence was long ago absorbed by either Ioun or Vecna.

Once the ghosts attack and the walls begin to weep their liquid death, the characters' primary concern should be escape; there are no secrets to unearth in this room (unless you want to add them, of course).

When the characters first step into the chamber, read:

With a lurch, you find yourselves within a chamber of cold stone bricks that is mortared with a foul black sludge. The chamber, the light in which is subtly muted as if you were looking through a veil, is partly filled with rows of shelves. The open archway through which you entered is filled with a glowing orange haze. Against the south wall, a cracked marble statue of an angelic woman stands on a raised dais between two smaller statues of perching ravens.

You realize that you've traveled to the Shadowfell.

When the characters examine the rows of shelves, read:

Clearly this is—or was—the home of a collector. Various odds and ends sit upon the shelves, so old and decayed that they've become worthless. A frame that is now almost pure tarnish and no silver holds the last fragments of a mirror; you note that another one of the cracked, glowing gems floats within its vacant frame. Other shelves hold moldering books and scrolls. Most are utterly decayed; the scraps that remain show only lists of names, none of which are familiar to you.

TACTICS

The ghosts manifest through the walls as soon as the necrotic sludge begins to leak into the room (see "Liquid Death"), or if it appears the characters intend to leave before this occurs. (Due to their undead nature and their phasing ability, they are not impeded by the sludge no matter how deep it gets.) When they manifest, the portcullises in the room also drop (see "Features of the Area").

The ghosts attempt to possess victims and force them to remain in the chamber, where they are subject to the necrotic fluids. If possible, they force their

3 Ancient Ghosts (G)

Medium shadow humanoid (undead)

HP 296; Bloodied 148

AC 35, Fortitude 33, Reflex 36, Will 36

Speed 0, fly 8 (hover), phasing

Immune disease, poison; Resist insubstantial

Saving Throws +2; Action Points 1

Level 23 Elite Controller

XP 10,200 each

Initiative +19

Perception +15

Darkvision

STANDARD ACTIONS

⬇ **Shadow Touch** (necrotic, psychic) ♦ **At-Will**

Attack: Melee 1 (one creature); +26 vs. Reflex

Hit: 2d6 + 9 necrotic and psychic damage, and the target is blinded until the end of the ghost's next turn.

⬇ **Shifting Shadows** ♦ **Recharge** ☼ ☼ ☼

Requirement: The ghost's *ghastly possession* must be expended and must not be recharged.

Effect: The ghost uses *shadow touch* twice.

⬇ **Ghastly Possession** (charm, necrotic, psychic) ♦ **Recharge** ☼ ☼ ☼

Requirement: The ghost must not have a creature dominated.

Attack: Melee 1 (one living humanoid); +26 vs. Will

Hit: The ghost enters the target's space and is removed from play, and the target is dominated (save ends). Instead of controlling the target's action, the ghost can cause the target to take no action, and the target takes 30 psychic damage. When the target is no longer dominated, or when the ghost chooses to end its *ghastly possession* (a free action), the ghost reappears in an unoccupied square adjacent to the target.

Special: While affected by this power, a creature deals 2d6 extra necrotic damage with any successful hit.

⬅ **Mortal Terror** (fear, psychic) ♦ **Recharge** ☼ ☼ ☼

Attack: Close burst 5 (enemies in burst); +26 vs. Will

Hit: 1d8 + 9 psychic damage, the ghost pushes the target 5 squares, and the target is dazed and takes ongoing 10 psychic damage (save ends both).

Borrowed Might (charm) ♦ **Encounter**

Requirement: The ghost must be dominating a living creature.

Effect: A creature dominated by the ghost uses an encounter power of the ghost's choice.

TRIGGERED ACTIONS

Spectral Shift ♦ **At-Will**

Trigger: A melee attack misses the ghost.

Effect (Immediate Reaction): The ghost shifts 3 squares.

Skills Stealth +24

Str 11 (+11)

Dex 26 (+19)

Wis 8 (+10)

Con 20 (+16)

Int 12 (+12)

Cha 24 (+18)

Alignment chaotic evil Languages Common, Elven

hosts to grab other characters to hold those characters in place; if this is not possible, the ghosts cause their "hosts" to fall prone in the sludge. The ghosts also use *mortal terror* or their victim's own abilities to drive fleeing characters back into the liquid death.

The ghosts' intent is to prolong the characters' stay in this location as long as possible. They rely on the necrotic sludge to supplement their own attacks.

LIQUID DEATH

The necrotic sludge into which the city of Moil is constantly sinking is only barely held at bay by the uneven, poorly constructed walls of this chamber. After the characters arrive in this location, the sludge begins flowing into the chamber on the following timeline.

Round 5: Five rounds after the characters enter the chamber, the sludge begins to flow down the walls and the ghosts manifest (see “Tactics”). When a living creature starts its turn adjacent to a wall, it takes 5 necrotic damage.

Round 7: The sludge in the chamber is several inches deep. Medium creatures treat this area as difficult terrain, and Small creatures are slowed while within this area. When a living creature starts its turn in the area, it takes 8 necrotic damage.

Round 12: The sludge in the chamber is two to three feet deep. Medium creatures are slowed while within this area, and Small creatures must swim (DC 20 Athletics check). When a living creature starts its turn in the area, it takes 11 necrotic damage.

Round 17: The sludge in the chamber is over five feet deep. Small and Medium creatures must swim (DC 20 Athletics check). When a living creature starts its turn in the area, it takes 15 necrotic damage.

FEATURES OF THE AREA

Illumination: Darkness. Light sources brought into the area have the radius of their illumination reduced by half.

Ceiling: The ceiling is 15 feet high.

Dais: It costs 1 extra square of movement for a creature to step up onto the dais.

Exits, Other: Passing through either of the exits from this chamber (along the north or east wall) teleports the characters back to the location they came from in the Pluton complex.

Gem-Key: The floating gem that the characters discover among the shelves siphons arcane energy from this ancient shrine to Acererak’s eldritch engine. See “Gem-Keys,” page 130.

Portal Arch: Passing through the arch teleports the characters back to the location they came from in the Pluton complex.

Portcullises: The portcullises over the exits from this chamber and over the portal arch remain open until the ghosts manifest, and then they crash into place. A character must make a DC 29 Perception check while looking in the right area to spot a portcullis that has not triggered, and must make a DC 29 Athletics check or a DC 31 Thievery check to open a portcullis that has fallen.

Shelves: Shelves are obstacles that provide cover. A character can make a DC 24 Athletics check to push a shelf over, but it ceases to fall—and has no effect, good or bad—if it hits another shelf. To push



over two shelves that are next to each other, a character must make a DC 29 Athletics check. Additionally, a creature pushing a shelf over can make an attack against a creature adjacent to the shelf (if that shelf would hit the ground): Strength vs. Reflex; on a hit, 1d6 + 8 damage and the target is knocked prone. It costs 1 extra square of movement for a creature to step onto a fallen shelf. A creature can make a DC 16 Athletics check to climb a standing shelf.

Stairs: The stairs are difficult terrain.

Statue, Large: The large statue is an obstacle that provides cover. A creature can make a DC 32 Athletics check to push it over. Additionally, a creature pushing the statue over can make an attack against a creature adjacent to the statue: Strength vs. Reflex; on a hit, 2d6 + 12 damage and the target is knocked prone. Once the statue is pushed over, it becomes difficult terrain. A creature can make a DC 24 Athletics check to climb the statue.

Statues, Small: A creature can make a DC 16 Athletics check to climb these statues. They can be wielded as two-handed improvised weapons.

EXPERIENCE

The characters earn the full XP award for this encounter even if they exit the chamber before defeating all the ghosts. The sooner they realize that obtaining the gem-key is their only real purpose in being here, the less damage they will take from the ghosts and the necrotic sludge.

ENCOUNTER D7: BLACK POOL

Encounter Level 24 (31,250 XP)

SETUP

- 1 aspect of Vecna (V)
- 1 assassin devil cultist (A)
- 6 undead Vecna cultists (C)
- 1 bone collector (B)

This shrine is dedicated to a forgotten deity of decay. More of Vecna's servants are here, attempting to claim the chamber's gem-key.

When the first character steps through the portal, read:
The rough walls of this chamber drip with a viscous black slime that fills a fissured pool. A gleaming purple gem hangs suspended above the pool. Nearby, several undead humans cower before a devil and a robed humanoid whose left eye and hand pulse with an eldritch glow.

Show the players Servants of Vecna (page 156).

Religion Check

DC 24: *The humanoid's appearance resembles that of an aspect of Vecna. Vecna's servants are arguing over who will enter the black pool to retrieve the gem-key, but they break off the argument to attack the characters.*

The undead bone collector ooze remains dormant until it is disturbed.



Aspect of Vecna (V) Level 25 Elite Controller
 Medium immortal humanoid (undead) XP 14,000

HP 464; Bloodied 232 Initiative +18
 AC 41, Fortitude 39, Reflex 37, Will 40 Perception +25
 Speed 6, teleport 6 Darkvision, truesight 10
 Immune disease, poison; Resist 15 necrotic;
 Vulnerable 10 radiant
 Saving Throws +2; Action Points 1

TRAITS
 ⚙️ **Vecna's Aura** (healing, necrotic) ♦ Aura 10
 Any living creature that starts its turn within the aura takes 10 necrotic damage. Any undead creature that starts its turn within the aura regains 5 hit points.

STANDARD ACTIONS
 ⚡ **Paralyzing Touch** (necrotic) ♦ At-Will
 Attack: Melee 1 (one creature); +29 vs. AC
 Hit: 3d6 + 14 necrotic damage, and the target is immobilized and weakened (save ends both).

☞ **Ray of Death** (necrotic) ♦ At-Will
 Attack: Ranged 10 (one creature); +29 vs. Reflex
 Hit: 2d8 + 15 necrotic damage, and the target loses a healing surge.

☞ **Necrotic Web** (necrotic, zone) ♦ Recharge ⚡ ⚡ ⚡
 Attack: Area burst 3 within 20 (living creatures in burst); +29 vs. Reflex
 Hit: 2d6 + 12 necrotic damage, and the target is immobilized and takes ongoing 10 necrotic damage (save ends both). The burst creates a zone that lasts until the end of the encounter. The zone is difficult terrain, and a living creature that ends its move in the zone is immobilized and takes ongoing 10 necrotic damage (save ends both).

TRIGGERED ACTIONS
Vecna's Ambition ♦ At-Will
 Trigger: The aspect reduces a creature to 0 hit points.
 Effect (Immediate Reaction): The aspect regains an action point.
 Skills Arcana +25, Bluff +23, Diplomacy +25, Dungeoneering +25, Heal +25, History +25, Insight +25, Intimidate +23, Nature +25, Religion +25
 Str 19 (+16) Dex 23 (+18) Wis 26 (+20)
 Con 24 (+19) Int 27 (+20) Cha 22 (+18)
 Alignment evil Languages all

TACTICS

The aspect of Vecna uses *necrotic web* as often as it can, staying close to its foes to maximize *Vecna's aura*. It spends its action point early to use *necrotic web* along with *paralyzing touch* or *ray of death*, repeating that tactic each time it uses *Vecna's ambition*.

The assassin devil cultist opens with *shadow net*, then uses *shadow sword* while it waits to use *shadow cloak*. It flanks with the Vecna cultists.

The undead Vecna cultists flank to make *claw* attacks, targeting characters who have already lost healing surges from the aspect of Vecna's *ray of death*.

Once it becomes active, the bone collector uses *lurch* to move from the pool. It uses *tendrils* on living characters and employs *lurch* to avoid opportunity attacks.

Assassin Devil Cultist (A)		Level 22 Lurker	
Medium immortal humanoid (devil)		XP 4,150	
HP 155; Bloodied 77		Initiative +24	
AC 36, Fortitude 32, Reflex 36, Will 34		Perception +18	
Speed 12		Darkvision	
Resist 25 fire			
STANDARD ACTIONS			
⊕ Shadow Sword (necrotic, weapon) ◆ At-Will			
Attack: Melee 1 (one creature); +25 vs. Fortitude			
Hit: 3d6 + 1 necrotic damage, and ongoing 5 damage (save ends).			
Special: A cultist's shadow sword deals 4d6 extra necrotic damage against a creature granting combat advantage to it.			
✦ Shadow Net (necrotic) ◆ Recharge when the cultist uses shadow cloak			
Attack: Area burst 2 within 10 (creatures in burst); +25 vs. Reflex			
Hit: The target is restrained, is weakened, and takes ongoing 10 necrotic damage (save ends all). While a target is affected by shadow net, the cultist cannot use its shadow cloak power.			
Shadow Cloak (illusion) ◆ Recharge when no creature is affected by shadow net			
Effect: The cultist is invisible until it hits or misses with an attack.			
Skills Stealth +25			
Str 21 (+16)	Dex 28 (+20)	Wis 25 (+18)	
Con 17 (+14)	Int 17 (+14)	Cha 13 (+12)	
Alignment evil		Languages Common, Supernal	
Equipment leather armor, sword			

TIMELESS DECAY

When the fight is done, a character can make a Religion check to gain a clearer understanding of this shrine.

Religion Check

DC 29: This shrine is consecrated to a god of rot and decay—perhaps some deity of the primeval worldly forests or the dank caverns of the Underdark. Whatever her history, it is lost now along with her name.

FEATURES OF THE AREA

Illumination: Bright light from the lanterns each Vecna cultist carries. A lantern is extinguished when the cultist carrying it is slain.

Ceiling: The ceiling is 15 feet high.

Dripping Walls: The slime-coated walls are not harmful.

Gem-Key: The floating gem-key siphons arcane energy from this ancient shrine and sends it to Acerak's astral engine. See "Gem-Keys," page 130.

Mold Tendrils: Dense curtains of harmless black mold hang from the ceiling nearly to the floor, providing cover and blocking line of sight. A square containing mold tendrils has AC 10, other defenses 15, and 20 hit points.

Portal Arches: These mist-filled square arches are permanent portals connecting the shrines of the Dead Gods' Tomb (page 130).

Slime Pool: An undead bone collector ooze fills the center of this pool, appearing as a viscous black

6 Undead Vecna Cultists (C)		Level 21 Minion	
Medium natural humanoid (undead)		XP 800 each	
HP 1; a missed attack never damages a minion		Initiative +17	
AC 35, Fortitude 35, Reflex 34, Will 31		Perception +14	
Speed 8			
Immune disease, poison; Resist 10 necrotic			
STANDARD ACTIONS			
⊕ Claws ◆ At-Will			
Attack: Melee 1 (one creature); +24 vs. AC			
Hit: 7 damage, and the target loses a healing surge.			
TRIGGERED ACTIONS			
⚡ Explosion (necrotic)			
Trigger: The cultist drops to 0 hit points.			
Attack (No Action): Close burst 1 (creatures in burst); +23 vs. Reflex			
Hit: 10 necrotic damage.			
Miss: Half damage.			
Str 27 (+18)	Dex 25 (+17)	Wis 18 (+14)	
Con 23 (+16)	Int 19 (+14)	Cha 13 (+11)	
Alignment chaotic evil		Languages Common	
Equipment robes			

Bone Collector (B)		Level 22 Elite Brute	
Huge natural animate (blind, ooze, undead)		XP 8,300	
HP 520; Bloodied 260		Initiative +9	
AC 34, Fortitude 36, Reflex 32, Will 32		Perception +11	
Speed 4		Tremorsense 20	
Immune disease, gaze, poison; Resist 15 necrotic			
Saving Throws +2; Action Points 1			
STANDARD ACTIONS			
⊕ Slam (necrotic) ◆ At-Will			
Attack: Melee 3 (one creature); +25 vs. AC			
Hit: 4d6 + 10 necrotic damage.			
⚡ Tendrils (healing, necrotic) ◆ At-Will			
Attack: Close blast 3 (creatures in blast); +23 vs. Reflex			
Hit: 4d6 + 10 necrotic damage, and the target is grabbed and loses a healing surge. The bone collector regains 5 hit points for each healing surge a target loses in this way.			
MOVE ACTIONS			
Lurch ◆ At-Will			
Effect: The bone collector shifts 3 squares.			
Str 36 (+24)	Dex 6 (+9)	Wis 11 (+11)	
Con 30 (+21)	Int 1 (+6)	Cha 1 (+6)	
Alignment unaligned		Languages —	

slime. The ooze remains dormant until a creature enters or disturbs the pool, at which point it rolls initiative and attacks. After the ooze moves out, the pool remains filled with 1 foot of noxious slime. Any creature that comes into contact with the slime or ends its turn in the pool takes 3d10 acid and necrotic damage.

A teleportation circle beneath the slime in the pool is the only entrance to the heart of the Dead Gods' Tomb. The portal cannot be detected with Perception, but a DC 24 Arcana check to detect magic after the bone collector has moved away reveals teleportation magic coming from the bottom of the pool. A character who prods the bottom of the pool with a staff or other object feels a tangible resistance but no bottom. Characters must descend through the slime to access the portal, taking damage as given above; a character might also take 2d10 falling damage when he or she passes through the portal to location 9 (page 148).

ENCOUNTER D8: REAPER'S END

Encounter Level 23 (28,700 XP)

SETUP

Aspect of Nerull

The power of the dead deity Nerull has been corrupted by Acererak to test the characters in this final shrine. Characters traveling through the portal in location 8 arrive near the ceiling, fall 20 feet (taking 2d10 damage), and land on the skull carving north of the squares that comprise the mouth.

When the first character arrives in this location, read:

A seven-armed chamber of red and black stone is adorned by an image of a crowned skull etched into the floor. The space within its open mouth pulses with arcane power.

Arcana Check

DC 24: *The mouth of the skull is a portal linked to the Hidden Temple through which you entered this complex. This portal has another function—and perhaps another destination—locked away behind powerful magic wards.*

Religion Check

DC 24: *The flow of spiritual energy here is stronger than what you've felt in the other shrines. This is a monument to Nerull and an undying link to that dead god's power, built by the Raven Queen before she abandoned Pluton.*

DEATH'S CROWN

The centerpiece of Nerull's shrine is the enormous image of the dead god's crowned skull.



Perception Check

DC 29: *Each of the six points of the crown features a faint, sharp-edged depression the size of a fist.*

These depressions hold the gem-keys found in the earlier shrines. All the gems must be properly set into place for the characters to reach the astral engine.

REPLACING THE GEM-KEYS

The gem-keys were stolen from Nerull's graven crown by Acererak, who corrupted their energy for his own use. By replacing the gem-keys, the characters disable the astral engine and gain access to it.

Level: 22 (8,300 XP).

Complexity: 2 (requires 6 successes before 3 failures).

Primary Skills: Arcana, Religion, Thievery.

Special: Acererak has warded the skull against attempts to replace the gem-keys. After the characters attempt the first check in the skill challenge, an aspect of Nerull emerges from the skull's open mouth to attack. On the next failure in the skill challenge, a second aspect of Nerull emerges.

Each gem-key successfully placed makes it easier to place subsequent gems. For each previous success in the challenge, all characters gain a cumulative +1 bonus to their subsequent checks.

To make a check in the skill challenge, a character must be in a space occupied by the skull, and is thus a target for the trap (see the statistics block).

Trying to place a gem-key without making a skill check to attune it (see "Gem-Keys," page 130) earns 1 failure in the challenge. After the challenge is completed (by success or failure), the penalty imposed by a gem-key attuned to a character is negated.

Arcana (DC 29, standard action): The character taps into the resonance between an attuned gem-key and the crown, successfully placing the gem-key.

Religion (DC 29, standard action): The character feels a specific spiritual imprint on an attuned gem-key, placing it on the crown.

Thievery (DC 16, standard action): The character determines the proper space for an attuned gem by physical inspection alone.

Success: When all six gem-keys have been placed into the crown, the portal in the skull's mouth provides access to location 10. See "The Skull Portal."

Failure: All six gem-keys crumble to dust and are destroyed. Each living creature in the chamber takes 3d10 psychic and necrotic damage and loses a healing surge. Acererak's god-golem form comes to life at location 10, senses the characters in Nerull's shrine, and uses the power of the astral engine to draw

Nerull's Claws

Trap

Level 23 Elite Lurker

XP 10,200

The great graven skull is suffused with dread spirits loyal to fallen Nerull.

Trap: Dark spirits held within the graven skull lash out at anyone attempting to replace the gem-keys.

Perception

This trap cannot be detected with Perception.

Additional Skill: Religion

◆ DC 29: Dark spirits dwell within the graven skull.

Trigger

A character makes a check in the "Replacing the Gem-Keys" skill challenge while standing on a space occupied by the skull.

Attack ◆ **Psychic****Opportunity Action** Melee

Target: Each living creature in a space occupied by the skull.

Attack: +28 vs. AC

Hit: 3d8 + 8 psychic damage, and the target is dazed (save ends).

Countermeasures

◆ A character hit by the trap can make a DC 24 Acrobatics check or Religion check as an immediate interrupt. On a successful check, the character takes half damage and is not dazed.

them through the skull portal. Go to **Encounter D9: Astral Engine**, page 150.

TACTICS

The aspect of Nerull relies on *Nerull's wrath*, focusing on characters who are engaging in the skill challenge. It uses *halo of pain* if surrounded, or if it can target multiple characters engaged in the challenge.

THE SKULL PORTAL

If the characters succeed on the skill challenge, the portal in the skull's mouth leads to location 10.

When this happens, read:

All six gem-keys turn crystal clear as the skull's mouth flares with red-black light.

Arcana Check

DC 16: This portal has been keyed to another location. However, a flux of arcane power within it is rising fast.

The characters have 10 rounds in which to move through the portal safely. Any character still in the chamber after that takes 3d10 damage when stepping through the portal. If not all the characters have entered the portal within 20 rounds, the group instead fails the skill challenge—do not award XP for the skill challenge, and the characters are drawn into location 10 as per the failure condition, above.

EXPERIENCE

The XP award assumes that the characters destroy one aspect of Nerull. If they fight a second aspect of Nerull, award additional experience as normal.

Aspect of Nerull**Level 23 Elite Soldier (Leader)**

Large shadow humanoid (undead)

XP 10,200

HP 428; **Bloodied** 214**Initiative** +20AC 39, **Fortitude** 36, **Reflex** 35, **Will** 35**Perception** +20

Speed 8, fly 12 (hover)

Darkvision**Immune** disease, fear, poison; **Resist** 20 necrotic;**Vulnerable** 15 radiant**Saving Throws** +2; **Action Points** 1**TRAITS**☀ **Aura of Fear** (fear) ◆ **Aura** 5

Enemies within the aura take a -2 penalty to attack rolls.

Regeneration (healing)

The aspect of Nerull regains 15 hit points whenever it starts its turn and has at least 1 hit point. If the aspect of Nerull takes radiant damage, its regeneration doesn't function until the end of its next turn.

STANDARD ACTIONS⊕ **Death Scythe** (force, necrotic, weapon) ◆ **At-Will**

Attack: Melee 2 (one creature); +30 vs. AC

Hit: 3d8 + 8 force and necrotic damage, and the target is slowed and weakened until the end of its next turn.

⊖ **Nerull's Wrath** ◆ **At-Will**

Requirement: The aspect must be wielding a death scythe.

Effect: The aspect shifts 6 squares and can use *death scythe* twice at any points during that move. If both attacks hit the same target, the target is slowed and weakened (save ends).

First Failed Saving Throw: The target falls unconscious (save ends).

Second Failed Saving Throw: The target dies.

⊖ **Halo of Pain** (force, necrotic, weapon) ◆ **Recharge** ☼ ☼

Requirement: The aspect must be wielding a death scythe.

Attack: Close burst 2 (creatures in burst); +28 vs. **Fortitude**

Hit: 3d8 force and necrotic damage, and ongoing 10 damage (save ends).

TRIGGERED ACTIONS**Reaper's Advantage** ◆ **At-Will**

Trigger: The aspect bloodies a creature.

Effect (No Action): The triggering creature grants combat advantage (save ends).

Skills Intimidate +23**Str** 27 (+19)**Dex** 24 (+18)**Wis** 18 (+15)**Con** 22 (+17)**Int** 18 (+15)**Cha** 24 (+18)**Alignment** evil**Languages** Common**Equipment** death scythe

FEATURES OF THE AREA

Illumination: Darkness.**Ceiling:** The ceiling is 20 feet high.

Skull Mouth: The squares within the skull's mouth are part of a portal initially keyed to the Hidden Temple. A character who enters the skull's mouth is teleported to location 1 and falls 20 feet to the throne dais. Once the skill challenge is completed, a creature that enters the skull's mouth is teleported to the portal arch at location 10.

Portal Arches: These mist-filled square arches are permanent portals connecting the shrines of the Dead Gods' Tomb (page 130).

Treasure: If the characters succeed on the skill challenge, the gem-keys are transformed into astral diamonds. Prying an astral diamond from the crown is a standard action.

ENCOUNTER D9: ASTRAL ENGINE

Encounter Level 24 (31,100 XP)

SETUP

Acererak, God-Golem (A)

The final location in the Dead Gods' Tomb is not an original part of Necromanteion's network of lost shrines. From the black ice foundations of Nerull's citadel, Acererak had this chamber excavated to serve as the site of his astral engine, which begins shutting down with the destruction of the gem-keys.

When all the characters have moved through the portal, read:

You have passed into a vast chamber. Arcs of lightning illuminate the enormous eldritch engine that fills it. Tight-wound mithral cables and platinum rods twist along rune-covered walls like a spider's web, with thousands of gems set among them in a blazing riot of color.

An enormous multifaceted gem floats in midair at the center of the giant engine, pulsing with silver light. A huge figure is rising from an altar beneath it—a skeletal form armored in crystal shards wrapped with strips of black flesh. Its head is a crystal skull with a human-sized skull mounted in its left eye socket. The eyes and teeth of this smaller skull are set with gleaming gems.

Show the players **The Flesh of Dead Gods** (page 157).

Arcana Check

DC 24: The astral engine is failing—the destruction of the gem-keys interrupted its flow of astral energy.

Religion Check

DC 16: The great gem at the heart of the eldritch engine is Acererak's phylactery, pulsing with incalculable power.

For weeks, Acererak's spirit has been in a state of meditation that allows him to absorb the eldritch energy gathered by the astral engine. Only when the gem-keys were returned to Nerull's crown did the engine begin to fail, waking the demilich and warning him of the characters' activities.

As he consumed the life force of fallen deities, Acererak built a divine form of astral shards and dead gods' resurrected flesh—a new body that has more than enough power to destroy the characters.

TACTICS

The god-golem opens combat with *drain soul* as it rises from the dais. It then enters the fray using *god-golem's wrath* against single targets, spending an action point

to use *drain soul* if it doesn't hit twice. With each successful *drain soul* attack, it moves to another target, using *soulfire blast* if it is surrounded. The god-golem allows itself to become bloodied so it can use *dead god's anguish*, then uses *consume soul* to regain hit points.

THE ASTRAL ENGINE

The incalculable power stored in Acererak's phylactery by the astral engine fuels the strength of his god-golem form. With the destruction of the gem-keys, the astral engine has begun to fail, but the characters must destroy it to gain a full victory.

Level: 20 (XP 5,600).

Complexity: 2 (requires 6 successes before 3 failures).

Primary Skills: Arcana, Athletics, Religion, Thievery.

Special: The characters' actions in Skull City (Chapter 2 of this adventure) had far-reaching implications for Acererak's plans. If the characters succeeded on the skill challenge in Encounter S7, each check in this skill challenge gains a +2 bonus.

If Acererak is destroyed, the characters still need to complete this skill challenge to destroy the demilich's phylactery. If they choose not to do so, the destruction of Acererak creates an imbalance in the eldritch power surging in this chamber. The astral engine explodes after 1 minute, and the characters earn 1 failure in the skill challenge.

Arcana (DC 24, standard action): By tracking the flow of eldritch energy through the astral engine, the character disrupts that flow to hasten its destruction.

Athletics or Thievery (DC 24, standard action): The character disrupts the intricate construction of the astral engine, but doing so is dangerous. On a successful check, the character takes ongoing 10 damage (save ends). If the result of the check is 29 or higher, the character instead takes no damage.

Religion (DC 24, standard action): The character recognizes the dark rituals by which Acererak was channeling the dead gods' life force and disrupts the flow of energy.

Secondary Skills: Endurance.

Endurance (DC 16, minor action): The failing astral engine sends energy coursing through the chamber. The character disrupts that energy with his or her own life force, granting a +2 bonus to the next primary skill check in the challenge.

Success: The astral engine implodes, destroying Acererak's phylactery. If the god-golem still survives, it takes 200 damage and can no longer use its *consume soul* power. The characters' fight is far from over, however. See "Acererak's End?" below.

Acererak, God-Golem (A)		Level 23 Solo Brute	
Huge natural animate (undead)		XP 25,500	
HP 852; Bloodied 426	Initiative +15		
AC 37, Fortitude 35, Reflex 34, Will 32	Perception +17		
Speed 6	Darkvision		
Immune disease, poison, sleep; Resist 15 necrotic, 15 psychic			
Saving Throws +5; Action Points 2			
TRAITS			
☼ Intruding Terror (fear) ◆ Aura 3			
Enemies within the aura take a -2 penalty to attack rolls.			
Deathless Resistance			
At the start of its turn, the god-golem makes a saving throw against one effect of its choice that a save can end.			
Soul Gems			
The god-golem has six <i>soul gems</i> , each of which can hold the soul of one of its victims. At the start of an encounter, two of the <i>soul gems</i> contain souls. Crushing a gem after the god-golem is defeated releases the soul to the Shadowfell.			
STANDARD ACTIONS			
⊕ Death Slam (necrotic) ◆ At-Will			
Attack: Melee 3 (one creature); +28 vs. AC			
Hit: 4d12 + 14 necrotic damage.			
⊕ God-Golem's Wrath (necrotic) ◆ At-Will			
Effect: The god-golem makes two <i>death slam</i> attacks. If both attacks hit the same target, the god-golem uses <i>drain soul</i> against the target as a free action.			
⤴ Drain Soul ◆ Recharge ☼ ☼ ☼			
Attack: Ranged 5 (one creature); +26 vs. Fortitude			
Hit: The target is dazed and restrained (save ends both).			
First Failed Saving Throw: The target is instead stunned and restrained (save ends both).			
Second Failed Saving Throw: The target dies, and its soul is trapped in one of the god-golem's <i>soul gems</i> until the soul is consumed or the god-golem is destroyed (see "Fate of Drained Souls," page 155).			
Special: This power does not provoke opportunity attacks.			
⤵ Soulfire Blast (lightning, necrotic, thunder) ◆ Recharge ☼ ☼ ☼			
Requirement: The god-golem must have a trapped soul available in one of its <i>soul gems</i> .			
Attack: Close blast 3 (creatures in blast); +26 vs. Reflex			
Hit: 6d10 + 9 lightning, necrotic, and thunder damage, and the target is stunned until the end of the god-golem's next turn.			
Effect: The god-golem expends a trapped soul from one of its <i>soul gems</i> .			
MINOR ACTIONS			
⤵ Consume Soul (healing) ◆ Recharge ☼ ☼			
Effect: The god-golem expends a trapped soul from one of its <i>soul gems</i> and regains 200 hit points.			
TRIGGERED ACTIONS			
⤵ Dead God's Anguish ◆ Encounter			
Trigger: The god-golem is first bloodied.			
Attack (Free Action): Close blast 5 (creatures in blast); +26 vs. Will			
Hit: 3d12 + 10 damage, and the target is slowed and weakened (save ends both).			
⤵ Soul Shriveling Pulse (fear, necrotic) ◆ At-Will			
Trigger: A creature fails a saving throw against the god-golem's <i>drain soul</i> .			
Attack (Immediate Reaction): Close burst 5 (creatures in burst); +26 vs. Will			
Hit: 6d8 + 6 necrotic damage, and the target is immobilized and takes a -2 penalty to saving throws (save ends both).			
Skills Arcana +24, Insight +22, Intimidate +20			
Str 24 (+18)	Dex 19 (+15)	Wis 23 (+17)	
Con 21 (+16)	Int 27 (+19)	Cha 18 (+15)	
Alignment evil		Languages Common	

Failure: The characters' attempt to shut down the astral engine causes an explosion. Acererak's phylactery is destroyed, but each creature in the chamber takes 3d10 damage and loses a healing surge. If the god-golem survives, it gains a +2 bonus to attack rolls and to all defenses until the end of the encounter.

FEATURES OF THE AREA

Illumination: Bright light while the astral engine survives. If it is destroyed, the area becomes dark.

Ceiling: The ceiling is 50 feet high.

Astral Engine: The walls and ceiling of this chamber consist of a web of mithral and gems that pulse with energy. When a creature ends its turn adjacent to a wall or to the ceiling, it takes 3d10 damage. The engine is impervious to damage.

Black Ice Altar: The god-golem lies on a 10-foot-high slab of black ice. A character can make a DC 29 Athletics check to climb the slab, but any living creature that ends its turn on the slab takes 2d10 cold and necrotic damage and is dazed (save ends).

Black Ice Walls: The walls of the chamber are carved from the foundations of Necromanteion. When a creature starts its turn adjacent to a chamber wall, it takes 2d10 cold and necrotic damage, in addition to the damage from the astral engine energy.

Portal Arch: This arch is filled with blood-red mist. Characters stepping through the arch are teleported to location 9 (the site of Encounter D8).

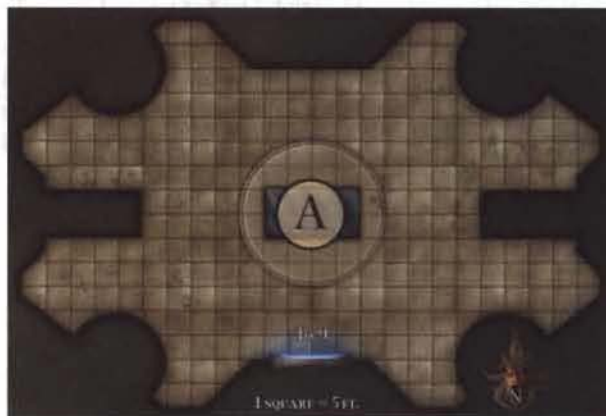
ACERERAK'S END?

This encounter ends when Acererak is slain and the characters have achieved overall success or failure in the skill challenge.

When this happens, read:

Acererak's phylactery flares with a blinding white light as arcs of eldritch lightning uncoil from its myriad facets. With a deafening crack, the phylactery shatters into silver dust. The thousands of gems set within the cradle of the engine shatter as the eldritch runes scribed along the walls flare blood-red, then fade to black.

See "Final Confrontation," on the next page.



FINAL CONFRONTATION

If the characters still live, at this point they have thwarted the demilich's plans, devastated his eldritch engines, obliterated his body of gods' flesh, and destroyed his phylactery. Their achievements are the stuff of legend, and they probably believe that they are due for some rest.

But their labors are not complete, because Acererak was not slain when his artificial body was destroyed. His essence has fled back to its true home. The skull that is all that remains of his original form, which was re-formed from the dust in the same instant that Acererak drew his soul back from oblivion's edge. Using that partial body, Acererak hopes to complete a last-ditch ritual to claim at least some of the divine power he hoped to absorb. The ritual won't let him become a god, but his power will grow substantially nonetheless. If that fails, he can, at least, use a ritual to build a new phylactery, rendering himself once more effectively immortal.

But to do this, he needs time—time the characters might not grant him. If they can hunt him down and destroy him before he has had the chance to perform either of these rituals, then the evil of Acererak will finally and truly be ended.

AFTERMATH

Give the characters a short amount of time after they destroy the god-golem and Acererak's phylactery, allowing them to explore their surroundings. Then call for DC 27 Arcana checks and Religion checks. (Alternatively, you can treat those skills as passive in this instance and assume that each character rolls a 10.)

If any character succeeds on either check, read:

It begins to dawn on you that, for all your efforts, your task might not be complete. You have destroyed the body Acererak inhabited, as well as his phylactery, but there is no trace of his true body, the infamous gem-toothed skull. If that remnant of his original form yet survives, the demilich assuredly survives as well.

Yet now he is vulnerable. With his phylactery destroyed, he can be killed permanently—but only if you can find his body and slay him before he has the chance to construct a new one.

If the successful check was made with Religion, also read:

It requires ten days of constant effort for a lich to create a new phylactery. You know of no reason why this process should be any different for a demilich.

If the successful check was made with Arcana, also read:

Given the amount of energy that has already been channeled through the various planar engines that you've encountered so far, Acererak might be able to absorb at least some of that power without making use of the tools you've destroyed. He can't become a god, but he might become stronger than before. This effort would require the use of rituals and would likely require several days' effort, if not longer.

HUNTING THE DEMILICH

So how do the characters go about finding Acererak in the time available? The most obvious solution is the use of divination magic. At epic levels, most parties have access to many rituals, and Acererak hasn't had the time to ward himself against all of them. The Consult Oracle ritual, the Loremaster's Bargain ritual, and similar magic provide the same answer: Acererak has returned to the Tomb of Horrors. He is gathering his magic there and performing his own rites, hoping (as suggested above) to draw on at least some of the lingering power of the dead gods. With this energy at his disposal, he is confident that he can withstand any attack long enough to rebuild his phylactery. The characters have a window of only a few days in which to finish off the demilich.

CRYPTIC REPLIES

Many rituals provide their answers in the form of cryptic clues. If the characters use such a ritual to find Acererak, their answer is:

The broken skull lairs once more beneath the broken skull.

If the players truly can't figure it out, a character can make a DC 29 History check to realize that the second "broken skull" could refer to the hill within Skull City.

If the characters perform such a ritual before departing Pluton, they can take advantage of the ambient divine energy (and the fact that many gods, although unwilling to interfere directly, don't want to see Acererak succeed). While the characters are in Pluton, any skill check they make as part of a ritual intended to locate Acererak gains a +4 bonus. (You also can allow a character to make a DC 29 Arcana check or Religion check to realize that such favorable conditions exist prior to the group's leaving.)

If the characters don't have access to such rituals, or don't think of using them for some reason, there are other options. Throughout the course of the campaign, the odds are good that they've consulted with many sages, priests, or similar nonplayer characters in their search for information on Acererak's schemes. Many of these individuals can perform such a ritual for them, if asked.

Finally, leave room for the players to get creative, and if they come up with something that sounds vaguely plausible, give them a shot at success. For instance, now that they know that each of the various interplanar dungeons are linked—to Acererak himself as well as to each other—they might attempt to follow the “trail” of energy back across the cosmos to the demilich’s location. You might decide to make this a skill challenge (level 22, complexity 5, major skill Arcana, minor skills Insight, Perception, and Religion). On a success, they’re able to attune themselves to the energy while in Pluton, sense that energy when they return to the mortal world, and follow the trail back to the Abandoned Tomb.

A LONGER HUNT

As written, this adventure sends the characters in pursuit of Acererak immediately (or shortly) after they have defeated his god-golem body in Pluton. This mission is essential, because it won’t take the demilich long either to forge a new phylactery or to perform various rituals that allow him to absorb at least a portion of the power he had collected before the characters thwarted his plans.

You might want the characters to experience a few additional adventures as they seek out Acererak’s sanctum. Perhaps you want them to gain another level or two, maybe you feel like adding one last twist to the plot, or possibly you’d like to let them think for a short while that the villain is dead before revealing that his soul still lingers.

In this case, you should design adventures that require the characters to find certain magic or clues to Acererak’s location, rather than allowing rituals and similar magic to succeed. (Maybe he has set up the Abandoned Tomb so that it blocks such efforts.) The characters might need to find an artifact or a ritual powerful enough to break through those defenses, or perhaps some other ancient ally or servant of the demilich knows that he has set up the tomb as a last-ditch redoubt.

You will, of course, have to come up with some reason why it has taken Acererak longer than anticipated to re-create his phylactery. Perhaps the destruction of his engines and his defeat by the characters has sapped his power, and he needs to rest and regain it—yet another reason for him to despise the characters.

ENCOUNTERS WITHIN THE TOMB

As written, the tomb is still largely destroyed and abandoned, with Acererak being the only encounter within. And the characters are going to need everything they have, since it’s a level 27 encounter.

That said, if your players are tactically savvy, have an excess of magic, or tend to be lucky, you might want to soften the characters up before they use every power they have on Acererak. In this case, you could add another encounter within the tomb. You might consider one of the following. (We don’t recommend more than one, unless you want to give your players an exceptionally difficult final encounter.)

FALSE ACERERAK

Level 20 Encounter (XP 15,650)

- ◆ 1 great flameskull (level 24 artillery, MM 109)
- ◆ 3 giant mummies (level 21 brute, MM 193)

The flameskull has been given gemstone teeth and eyes, in the hope that intruders initially mistake it for Acererak. The demilich doesn’t expect such a ruse to last for long, but he hopes—at the least—to trick his foes into expending some of their most potent abilities.

CHILL OF THE GRAVE

Level 21 Encounter (XP 20,400)

- ◆ 1 abhorrent reaper (level 23 elite soldier, *Open Grave*, page 179)
- ◆ 2 voidsoul specters (level 23 lurker, MM 244)

The abhorrent reaper appears from the shadows and attacks, attempting to draw the attention of the characters so that the voidsoul specters can then attack with surprise.

DEMONIC SENTINELS

Level 22 Encounter (XP 22,300)

- ◆ 1 marilith (level 24 elite skirmisher, MM 57)
- ◆ 1 glabrezu (level 23 elite brute, MM 54)

These demons are leftover remnants of Acererak’s original “security system,” from when the tomb was fully active. They appear from nowhere and attack, with no goals or objectives except to slaughter all intruders.

ENCOUNTER T4: ACERERAK'S LAST STAND

Encounter Level 27 (55,000 XP)

SETUP

Acererak (A)

Acererak has retreated to the Abandoned Tomb in hopes of salvaging his scheme. The demilich knows (or at least assumes) that he doesn't have the time to re-create his phylactery before his enemies come after him. Instead, he's attempting a last-ditch ritual, using brute force to grab a portion of the divine power his other rituals were channeling. Though he knows the risks, Acererak has taken a fateful step to grant his physical form the touch of divinity needed to absorb that magic: He has bestowed upon himself the legendary *Eye of Vecna*, replacing one of his soul gems with it.

When the characters enter the chamber, read:
An enormous chamber sprawls before you, with many ornate pillars rising from floor to ceiling. At the room's far end, a small table covered in bits of gems and intricate equipment stands atop a steep dais.

You have little time to examine your surroundings, because an age-begrimed skull rises into the air from atop the dais. Gaping sockets stare at you, and a jewel-encrusted jaw drops open in a furious scream.

Show the players Wrath of the Demilich (page 157).

Perception Check

DC 24: *Many of the skull's teeth have been replaced by jewels, but only one of its eye sockets holds a similar gem. The other is occupied by a shriveled orb of raw flesh and coagulating blood.*

DC 29: *You can see through several of the room's pillars. Perhaps they aren't all what they seem. (Inform this character, and only this character, which of the pillars are illusory.)*

TACTICS

Acererak remains as far from his foes as possible, moving constantly for tactical advantage and attacking from long range. He knows which pillars are which, and attempts to trick characters into remaining adjacent to necrotic pillars or skystone pillars. He also attacks characters standing adjacent to blood rock pillars, or attacks through the illusory pillars.

Acererak opens combat with *prismatic burst*, then uses *azure eye* and *shadow drain* each round, attempting to keep his foes scattered and immobile. He saves a trapped soul for *consume soul*, even if *prismatic burst*

recharges quickly. He uses *aura of clear sight* against foes that have proven difficult to hit. If he is significantly wounded, he uses *eye of the warlock* so that he can continue attacking while moving his body into cover and healing himself.

Although he knows he is vulnerable, Acererak is too enraged by the characters' interference, and too close to success, to retreat. Though it means risking his true and final death, Acererak fights to the end.

Acererak and Eye of Vecna (A) Level 26 Solo Controller

Tiny natural animate (undead) XP 45,000

HP 964; Bloodied 482 Initiative +20

AC 40, Fortitude 37, Reflex 39, Will 38 Perception +26*

Speed 0, fly 8 (hover) Darkvision

Immune disease, poison, sleep; Resist 15 necrotic, 15 psychic

Saving Throws +5; Action Points 2

TRAITS

☠ **Intruding Terror** (fear) ♦ **Aura** 5

Enemies within the aura take a -2 penalty to attack rolls.

Deathless Accuracy

While bloodied, Acererak gains a +1 bonus to attack rolls, and he can score a critical hit on a roll of 18-20.

Deathless Resistance

At the start of his turn, Acererak makes a saving throw against one effect of his choice that a save can end. In addition, Acererak is immune to being slowed, immobilized, or knocked prone.

Regeneration (healing)

Acererak regains 30 hit points whenever he starts his turn and has at least 1 hit point. If Acererak takes radiant damage, his regeneration doesn't function until the end of his next turn.

Soul Gems

Acererak normally has eight soul gems, but he has replaced one with the *Eye of Vecna* and currently has only seven, each of which can hold the soul of one of his victims. At the start of an encounter, three of the soul gems contain souls. Crushing a gem after Acererak is defeated releases the soul to the Shadowfell.

STANDARD ACTIONS

☞ **Shadow Drain** (necrotic) ♦ **At-Will**

Effect: Acererak uses *necrotic ray* and *drain soul*.

☞ **Drain Soul** ♦ **At-Will**

Attack: Ranged 10 (one creature); +29 vs. Fortitude

Hit: The target is dazed and restrained (save ends both).

First Failed Saving Throw: The target is instead stunned and restrained (save ends both).

Second Failed Saving Throw: The target dies, and its soul is trapped in one of Acererak's soul gems until it is consumed or until Acererak is destroyed (see "Fate of Drained Souls").

Special: This power does not provoke opportunity attacks.

☞ **Prismatic Burst** (cold, fire, lightning, thunder) ♦ **Recharge** [1]

Requirement: Acererak must have a trapped soul available in one of his soul gems.

Attack: Area burst 3 within 10 (creatures in burst); +29 vs. Reflex

Hit: 3d8 + 8 cold, fire, lightning, and thunder damage, the target is stunned until the end of Acererak's next turn, and Acererak expends a trapped soul from one of his soul gems.

☞ ***Necrotic Ray** (necrotic) ♦ **Encounter**

Attack: Ranged sight (one creature); +29 vs. Fortitude

Hit: 3d6 + 5 necrotic damage, and ongoing 5 necrotic damage.

MINOR ACTIONS

*Aura of Clear Sight ◆ Daily

Effect: Acererak gains a +10 bonus to attack rolls, skill checks, and ability checks against creatures within a close burst 10 until the end of his next turn.

☞ Azure Eye (gaze, psychic) ◆ At-Will

Attack: Ranged 20 (one creature); +29 vs. Will

Hit: The target is slowed and takes ongoing 20 psychic damage (save ends both).

Consume Soul (healing) ◆ Recharge [1]

Effect: Acererak expends a trapped soul from one of his soul gems and regains 241 hit points.

*Eye of the Warlock ◆ Daily

Effect: Acererak chooses a creature within 10 squares and can see through the eyes of the target (save ends). Acererak has line of sight and line of effect from the target, and his attacks can originate in the target's square.

TRIGGERED ACTIONS

Indestructible

Trigger: Acererak drops to 0 hit points.

Effect (No Action): Acererak's skull (but not the soul gems) crumbles to dust, but Acererak is not destroyed. He reappears in 24 hours adjacent to his phylactery, unless the phylactery is also found and destroyed.

☜ Soul Shriveling Pulse (fear, necrotic) ◆ At-Will

Trigger: A creature fails a saving throw against Acererak's drain soul.

Attack (Immediate Reaction): Close burst 5 (creatures in burst); +29 vs. Will

Hit: 4d10 + 6 necrotic damage, and the target is immobilized and takes a -2 penalty to saving throws (save ends both).

Skills Arcana +33*, Diplomacy +13*, History +25, Insight +31*

Str 19 (+17) **Dex** 25 (+20) **Wis** 27 (+21)

Con 25 (+20) **Int** 30 (+23) **Cha** 21 (+18)

Alignment evil **Languages** Common

*Characteristics marked with an asterisk are granted or modified by the Eye of Vecna (*Dungeon Master's Guide*, page 167).

FEATURES OF THE AREA

Illumination: Dim light from the pillars.

Ceiling: The ceiling is 30 feet high.

Dais: The stairs leading up to the dais are difficult terrain for creatures ascending them.

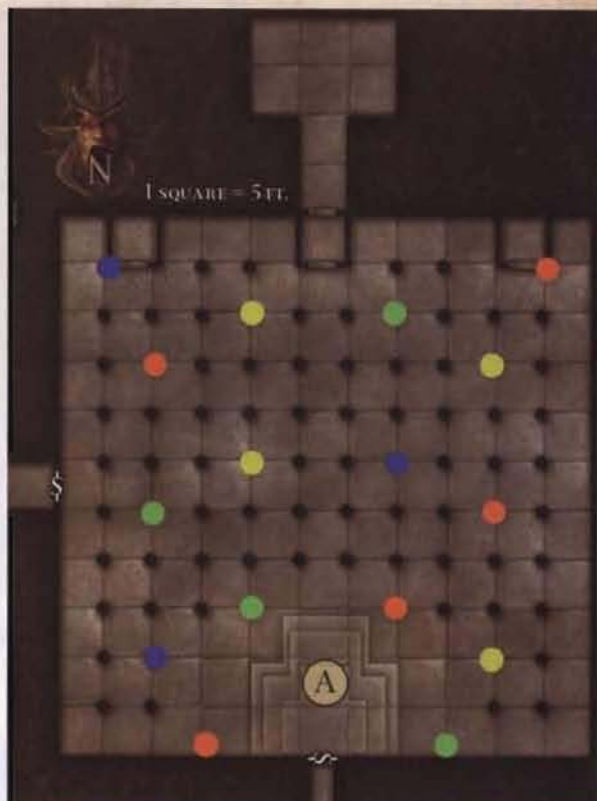
Pillars: Unless otherwise noted below, the pillars in this room block diagonal movement and provide cover from attacks that originate more than 3 squares away from the target. In addition, the pillars that are colored on the map have special properties.

Bloodrock: Creatures adjacent to an orange pillar can both score and suffer critical hits on a roll of 19–20.

Illusory: The yellow pillars do not actually exist, and do not block movement or line of effect, though they do block line of sight.

Necrotic: When a creature starts its turn adjacent to a green pillar, it takes ongoing 10 necrotic damage (save ends).

Skystone: Any creature that starts its turn on the ground adjacent to a blue pillar must make a saving throw. On a failed saving throw, the creature rises to a height of 10 to 25 feet (1d4 + 1 squares), where it remains until the start of its next turn. Then it falls to the ground in a random square adjacent to its starting



ENCOUNTER T4: ACERERAK'S LAST STAND

square, taking falling damage and falling prone. Creatures capable of flying are immune to this effect.

Secret Doors: A character can make a DC 29 Perception check to locate a secret door, and a DC 24 Thievery check to open it.

Treasure: Amid the equipment found on and beneath Acererak's worktable are a pair of level 26 gauntlets of the Blood War (*Manual of the Planes*, page 156). Scattered across the table are 15 gems of various kinds (a combination of ritual components and replacements for Acererak's skull gems) worth 5,000 gp each. Various alchemical and arcane accoutrements are art objects worth a total of 250,000 gp. One of the bottles on the table contains a deathspawn potion (*Adventurer's Vault*, page 186), and 6 astral diamonds lie scattered amid the other gems.

Worktable: Acererak's worktable is too small to provide cover or serve as any sort of obstacle.

FATE OF DRAINED SOULS

When a victim of *drain soul* fails its second saving throw, the victim's soul is trapped in one of the attacking creature's soul gems. The soul's former body crumbles into dust at the end of the creature's next turn, and the soul is in danger of being expended, which destroys it. As long as a target's soul remains intact within a gem, the gem glows with a faint inner light and reveals an image of a tiny figure inside. This gem can be used as part of a Raise Dead ritual, reducing the component cost by half. A victim whose soul is destroyed can still be brought back by a Raise Dead ritual.



Gargoyle Attack



Servants of Vecna



The Flesh of Dead Gods



Wrath of the Demilich

CONCLUDING THE ADVENTURE

The characters have come to the end of this saga—and one way or another, their deeds and their victories (or defeats) will be passed down for generations as history and then legend.

But their story isn't over. Refer to the section of the following text that best describes the outcome from the characters' point of view.

VICTORY!

The characters have been entirely successful. Not only have they navigated Acererak's eldritch engines and thwarted his plans to absorb the power of dead gods, but they have done what no other hero in history has accomplished: They have utterly destroyed the demilich, slaying an evil that has plagued the world for centuries uncounted. Shy of defeating a deity, there are few deeds more heroic, mythic, or epic.

Although the average commoner will never be aware of the events that have transpired, the characters can expect word to spread throughout the various temples and sects, through arcane cabals, and through planar communities such as Sigil and Gloomwrought. To most of those in the know, the characters are heroes, having prevented an obscenity too terrible to contemplate. They are treated warmly and lavished with gifts, but they also receive an ever growing number of requests to deal with further problems that "only heroes of your great renown can possibly handle." The characters might find that legendary fame is a burden, not a reward.

Not everyone is happy with the characters. No sane mind wanted Acererak to become a god, but

plenty of factions want to learn how he did it to build on his efforts and increase their own power. The characters must beware of others attempting the same thing—perhaps others who are already more potent than Acererak was. Orcus and Vecna, in particular, are certain to covet the same power the demilich sought—the former to become a god himself, the latter to make himself mightier than his rivals. The characters can expect the cults of both entities, as well as followers of the Raven Queen and Ioun, to be particularly interested in their subsequent activities.

Nor are these the only threats the characters must watch for. They have potentially made many enemies throughout their adventures. The fey prince Hesperothrad might seek vengeance, drawing the characters into the politics of the Court of Stars, where only the guidance of Mindressa, who is grateful for what they've done, allows them to navigate the web of intrigue. Some factions of Skull City consider the characters to be heretics and will be interested in learning what they know. Moghadam could reappear thanks to his link with *Ruinblade*, which might allow him to return after his apparent destruction, even with the blade bonded to a new wielder. What the mad wraith might do with his knowledge of Acererak's old magic is anyone's guess.

And what of Pluton? Now that the characters know how to reach this most mysterious of astral dominions, will they explore beyond the Dead Gods' Tomb? They could learn much about the nature of divinity, the names of gods who have passed beyond, and many secrets that perhaps mortals shouldn't know. Every step of the way they'll have to battle agents of Vecna, the Raven Queen, and others who want those secrets for themselves.

SUCCESS

The characters won, but not completely. They might stop Acererak's scheme to become a god, but fail to slay him before he completes his last-ditch rituals and rebuilds his phylactery.

In this case, the demilich has become an entity roughly on par with the demon lords (perhaps a level 33 opponent). He's again effectively immortal, unless the characters can locate and destroy his new phylactery, and he wants revenge on the meddling fools who thwarted his scheme. In addition to many potential plot points given above, the characters now have a major enemy who would like nothing more than to slaughter them. With his undead and summoned servitors, as well as the Faithmarked faction from Skull City and his own increased power, he could possess the strength to do it.

ABOUT THE DESIGNERS

Ari Marmell currently works as both an RPG designer, on products such as *Draconomicon™: Metallic Dragons*, *The Plane Below*, and the *DARK SUN™ Creature Catalog*; and as a novelist, on titles such as *Agents of Artifice* (a *Magic: the Gathering* novel) and *The Conqueror's Shadow*. Ari currently lives in an apartment that's almost as cluttered as his subconscious, which he shares (the apartment, not the subconscious) with his wife, George, and two cats.

Scott Fitzgerald Gray started gaming in high school and has worked as a writer and editor much of the time since then. After belatedly realizing he could combine both vocations in 2004, he's been making up for lost time as a freelance RPG editor and designer, primarily for *Wizards of the Coast*. Scott's memories of the original *Tomb of Horrors* are so traumatic he rarely talks about them, but reworking this classic adventure has been excellent therapy. He lives in the Canadian hinterland with a schoolteacher, two daughters, and a large number of animal companions.

Revenge isn't Acererak's only goal. He could attempt his scheme once more, now that he has greater magic to hold off his foes. Or perhaps he'll come up with a different plan. Whatever else he might be up to, the quest for more power is never far from Acererak's thoughts.

DEFEAT

Unthinkable as it might have seemed, the characters have failed. They might have survived, they might have fallen and been raised by nonplayer character allies, or you might decide to run a campaign with new characters in the aftermath—but whatever the case, failure on the part of the heroes has world-changing repercussions.

If Acererak succeeds, he absorbs enormous amounts of ambient divine power, dispersed throughout the Astral Sea by the deaths of gods over the eons. The result is that Acererak has become a god himself, or at least nearly. (It's up to you and your interpretation of divinity in your campaign to decide if he's truly a god—complete with traits such as divine disincorporation—or if he's of equal power. Either way, he's definitely on par with at least the weaker gods (as a level 35 threat, or possibly higher, in combat).

This turn of events throws not only religious communities, but the divine order itself, into disarray. The gods now have not only a new competitor among them, but proof that their power can be siphoned away once they've been destroyed—a fact that could motivate other powerful entities to attempt deicide. Some gods seek to suppress that information; others use it to obtain such power that other gods cannot oppose them.

The Faithmarked become the core of a new cult of Acererak that swiftly spreads, its numbers swelling with both mortals and undead. The society is born anew and threatens to grow from a single community into a veritable city-state, or, if left unchecked, a new empire.

Initially, open conflict between factions seems to be for the greater good, because Acererak's followers begin to war with cults of Orcus and Vecna, seeking to consolidate power. Eventually, the winners emerge far more powerful, turning their attention on other faiths. Acererak targets Ioun and Corellon, his fascination with magic and lore driving him to attempt to usurp their influence.

This new conflict amid the gods leaves room for others to act, as powers of the Elemental Chaos, the Abyss, and the Far Realm invade the mortal world and the Astral Sea in ever-increasing quantities.

Acererak's new faithful are also following one other divine command: Locate the characters who almost thwarted his schemes and eliminate them before they cause further trouble.

The characters didn't cause this situation, but their failure allowed it to happen. In the face of an

ever-changing world, they might come to realize that someone must find the means of destroying the new god Acererak before the transformations he has wrought upon the world become too thoroughly ingrained to ever be undone.

AFTERWORD

Several years ago, Gary Gygax penned a lethal scenario meant to challenge the expert players of his DUNGEONS & DRAGONS campaign. The original *Tomb of Horrors* sprang from this scenario, which dismayed many far less expert players as they explored Acererak's weird labyrinth. That adventure, combined with the illustrations for players that were included, became an instant classic. Since *Tomb of Horrors* was the first modular DUNGEONS & DRAGONS adventure published, most players of the time probably played it, or at least heard tell of it.

Years later, it fell to me to attempt to follow Gary's effort with *Return to the Tomb of Horrors*, and I was ecstatic. Who wouldn't be thrilled at the possibility of returning to a revered gaming touchstone? A generation of gamers recall it as one of the first times they were *frightened* within the confines of a role-playing game.

Now more years have passed, and Ari Marmell has taken up the story. When I read the words "god-golem," I knew I was going to love the newest take on the *Tomb of Horrors*. After perusing the entire scenario, and learning about eldritch engines, what became of the City of Moil and Skull City, and, of course, Acererak himself, I wasn't disappointed. I won't lie; it was heartwarming to see many elements from *Return to the Tomb of Horrors* brought forward, even elements covered only in *Dragon* magazine articles, such as Moghadam's undertomb. This is an adventure I look forward to running (now that I've read it, I suppose it wouldn't be fair to play it, darn it!).

Not so long ago, Gary Gygax passed away, leaving all of us the poorer. As you know, in addition to writing *Tomb of Horrors*, Mr. Gygax is credited for inspiring people all over the world as the cocreator of the DUNGEONS & DRAGONS game. If Gary were still around, he'd be the one writing this afterword, and given his generous spirit, probably saying similarly glowing things about Ari's adventure design. Indeed, he would likely apply his gift for exotic language and words to paint you a picture of this product in metaphor that would have you salivating by the time you finished reading. He would have addressed you directly, Perspicacious Reader, and described in wondrous terms how this adventure will help you relive the glories of old.

And I agree. Have fun giving Acererak one more go-round!

—Bruce R. Cordell

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