

THOMAS KNAUSS • THE INNER CIRCLE

# WHERE MADNESS DWELLS



**d20**  
system

**INNER CIRCLE**



# WHERE MADNESS DWELLS

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## WHERE MADNESS DWELLS

*Where Madness Dwells* is a d20 adventure suitable for four 7th-level characters. *Where Madness Dwells* offers a good mix of roleplaying, problem solving, and combat and can easily be adapted for characters of levels 6–8, as noted in the “Scaling the Adventure” section below. The party should include at least one spellcaster. A rogue will also be very useful, but is not essential. A good mix of classes and races will work the best. The last encounter is very difficult and the players will have a much easier time if they possess several +2 magic weapons.

### SCALING THE ADVENTURE

Balanced for four PCs around 7th-level, the adventure can easily be adjusted to accommodate weaker or stronger parties by decreasing or increasing the number of villains. Weaker parties may reduce the asylum guards from groups of four to groups of two or three, reduce the mind flayers from two to one, or simply omit an especially dangerous encounter. Stronger parties can add at least one more group of asylum guards or increase the number of mind flayers from two to three. If adjustments are made, the treasure ratio should be adjusted accordingly.

### GM NOTES

*Where Madness Dwells* can be a challenging adventure even for experienced players. The encounters within this module can prove to be incredibly dangerous unless the players are clever and play well. The final encounter at the portal will test the mettle of new and veteran players alike, and may result in the death of one or more player characters. This module is designed to be a challenging experience for your players, and if they survive, they will have bragging rights for years to come.

*Where Madness Dwells* requires the use of the **Dungeons & Dragons® Player’s Handbook, Third Edition**, published by **Wizards of the Coast®**.

Throughout this module, you will find blocks of text inside gray-shaded boxes. These may be read aloud to the players or paraphrased as needed to help set the mood for their corresponding area. The general feel for *Where Madness Dwells* should be one of lurking dread, where the players find themselves nervously examining every corner of the asylum. You should familiar-

ize yourself with all aspects of this module and its many encounters before your players begin their adventure. Each encounter has been given an encounter level (EL) to give you a quick overview of its difficulty. Some encounters may be altered (or omitted) to better scale the adventure to the abilities of the players. Take care not to scale back the difficulty too far, as this module has been made challenging for a reason.

### ADVENTURE SUMMARY

The PCs are hired to investigate the Witten Asylum in the city of Niarva. Entrance into the Asylum proves difficult and the PCs must find a way to breach its defenses. The PCs search for information around the town and they learn that the asylum has been slowly degrading over the past 20 years. Once they breach its foreboding exterior and venture inside, they learn that the patients are kept in very poor conditions. They slowly begin to discover various clues that hint to a sinister plot hiding behind the façade of the asylum.

Eventually by talking to Vunik, an eccentric old man held captive in the asylum, the PCs discover that the place is being held under control by two mind flayers and they plan to establish a portal that will open up into their city far beneath the surface. Vunik knows that the plans for his portal have gone horribly wrong and he doesn’t want the portal to be opened for fear of what is on the other side. Eventually, the PCs confront the mind flayers and the hideous beast that comes forth from the portal. With the aid of Vunik they finally manage to destroy the portal.

### ADVENTURE BACKGROUND

Forty years ago, Doctor Josias Illhausen founded the Witten Asylum; an institution dedicated to serving the needs of the mentally ill. Renowned throughout the area for its innovative treatment of insanity and other mental disorders, the institution’s reputation spread beyond the city of Niarva. Over the course of the first twenty years, the asylum enjoyed great success and boasted a very high percentage of rehabilitated patients. However, the overwhelming task of administering the asylum became too great for Doctor Illhausen to undertake alone. In order to lessen his burden, Doctor Illhausen hired a young and ambitious physician named Heraladus to serve as his assistant.

Heraladus cared little for the patients’ welfare; in fact he viewed them merely as test subjects for his unusual experiments. After a

# Introduction

few months of intense study, Heraladus began to formulate a bizarre theory. He postulated that if humans developed their mental abilities rather than their physical prowess, they would evolve into a more advanced and intelligent species. Heraladus speculated that an ancient group of humans actually achieved such a feat and evolved into mind flayers. Consumed by the notion that mind flayers were once human, he contacted an inquisition of mind flayers willing to examine his theory. With his assistance, a team of two mind flayers transported themselves into the institution. The mind flayers quickly dominated Doctor Illhausen and installed Heraladus as the asylum's administrator.

While Heraladus sought confirmation of his idea from the mind flayers, the mind flayers utilized the asylum's unfortunate patients for their own gruesome experiments. Witten Asylum's reputation decreased substantially as unsettling rumors of macabre and barbaric experiments spread throughout the community. Under complete control of the mind flayers' mental control, Doctor Illhausen's impassioned personal appearances allowed the institution to survive. Now, the asylum serves as the last refuge for the city's less dangerous criminals and substance addicts. While Heraladus oversees the asylum's operation, Doctor Illhausen remains confined to his quarters in the asylum, just in case the city or a suspicious public demands his appearance.

## Vunik

Vunik, always the eccentric sage, has teetered on the fine edge of insanity for years. Although he has always demonstrated unusual behaviors, his outbursts remained non-violent. Yet, over the past few years, Vunik has become more confrontational. Recently, after a heavy night of drinking, Vunik stumbled through the city's more affluent neighborhoods, accosting its privileged citizens and shouting slanderous accusations against the city's leaders, the Lords of Enlightenment. Finally disgusted with his boorish antics, the city authorities gave his sister, who also serves as his legal guardian, two choices. Either voluntarily commit him to Witten Asylum, or the authorities would imprison him. Uncertain of his prospects for survival in the city's harsh prison system, his sister convinced him to commit himself to Witten Asylum.

After two uneventful months in the asylum, one of Vunik's offhanded remarks garnered the interest of the asylum staff. Vunik purported

to be an expert on the subject of planar travel. Intrigued by the unusual boast, the asylum guard brought the matter to the attention of Heraladus, who in turn relayed the information to the mind flayers. The mind flayers demonstrated a keen interest in Vunik's claim, removing him from the asylum's general population and placing him in solitary confinement. Once alone, the mind flayers charmed Vunik and ordered him to design a portal that would open a gate to the mind flayers' underground city. While Vunik designed the elaborate schematics for the portal, Heraladus obtained the raw materials and contracted skilled masons to construct the portal. Heraladus, falsely believing that the mind flayers intended to transform him into one of their own, foolishly agreed with the plan. The mind flayers, however, had no intentions of returning through the portal or granting Heraladus his misguided wish. Instead, they endeavored to use the portal in order to substantially add to their numbers and place the entire city of Niarva under their unyielding control, disposing of Heraladus in the process.

Vunik resides in the asylum now, unwittingly laboring for the mind flayers, advancing their plans for a quiet coup of the city.

## ADVENTURE HOOKS

The following three adventure hooks each offer a different motivation for your players to undertake this adventure. As the GM, feel free to add your own special touches to give the chosen adventure hook the right feel to better accompany your players' current campaign, or simply use *Where Madness Dwells* as a lead-in to a larger campaign of your choosing. The city of Niarva can be easily adapted into any campaign as a generic, walled city surrounded by a forest.

### Long Lost Uncle

The default adventure hook for *Where Madness Dwells*. The adventure's events commence shortly after one of the party's human characters receives an urgent letter from his mother. The letter explains that the character's mother believes that her brother Vunik, currently a patient at Witten Asylum, is in grave danger. A month ago during their last visit, Vunik confessed to her that he had a great secret. Since their last meeting, her efforts to contact Vunik have been rebuffed by the asylum's staff. Her last correspondence informed her that Vunik's visiting privileges were revoked indefinitely. She desperately begs her son to investigate the asylum and assure her of his safety.

# Where Madness Dwells

Vunik's nephew/niece has not seen him in almost five years. Although he knows Vunik personally, he has very few details about him. He is middle-aged man with gray hair, thick spectacles and a generally unkempt appearance. Vunik is a sage specializing in a number of disciplines, including architecture, engineering, magic, nature and the planes. His personality makes him extremely difficult to tolerate. His uneven demeanor often changes abruptly from distant and unconcerned to manic and obsessive and vice versa. Because of his shortcomings, the PC's mother has always treated him as if he were her child rather than a sibling. The adventure should begin with the party either currently residing in the city of Niarva or in close proximity to it.

## Missing Lord

The Lords of Enlightenment have been secretly searching for a party of individuals to perform a clandestine mission on their behalf. One of the Lords of Enlightenment, Kelym Aradamore—a man of keen wit and suspicious mien—has expressed his opinions on the Asylum's reputability rather openly as of late, and has subsequently been discovered missing. The remaining Lords send one of their agents, a man called Maylath (see **Appendix I: Primary NPCs**), to contact the party with a plea to covertly investigate the asylum and discover what they can of Lord Kelym's disappearance. The Lords offer a hefty reward (a fine silk purse filled with gems worth 3000 gp) for the return of their fellow, to be delivered only after the PCs have completed their task. The agent will give them a small wax symbol made in the design of Lords of Enlightenment crest, telling the PCs that Lord Kelym will be wearing a ring with the same symbol. If this hook is chosen, simply treat Vunik as a poor old man that the PCs encounter within the asylum. The adventure can begin with the party anywhere in close proximity to the city of Niarva.

## Inspection Time

With the majority of Niarva's troops and militias patrolling the city, The Lords of Enlightenment are sometimes forced to hire parties of adventurers to perform various tasks within the city. This is the case when a city official, Noric Chaunnor (see **Appendix I: Primary NPCs**), contacts the party with an offer of employment. He needs to inspect the asylum and wishes the party to accompany him both for security reasons, and to assist with some minor tasks. He offers to pay the party

500 gp per person. If this hook is chosen, treat Vunik and Kelym as nothing more than pitiful old men the PCs encounter within the asylum. The adventure can begin with the party members within Niarva's borders, or in close proximity to the city, perhaps traveling an old road through the forest on their way to some other destination.



# Chapter I: The City of Niarva

## CHAPTER I: THE CITY OF NIARVA

An oligarchy of three wealthy merchants and noblemen known as the Lords of Enlightenment govern Niarva exclusively in the best interest of commerce. A small but wealthy aristocracy steadfastly supports the oligarchy's economic and political agendas. Militia troops remain largely confined to the city's wealthy wards. Meanwhile outside of the opulent mansions and estates of the privileged few, the vast and impoverished underclass endlessly toils in urban squalor, barely eking out a miserable existence. Rows of aging and decaying tenement apartments occupy most of the city's lower wards, complemented by a wide assortment of unsavory and anarchic taverns, inns, black market shops and bordellos. The city's militia rarely patrols the lower wards of the city, instead gangs of ruthless and corrupt vigilantes battle for de facto control of the lawless streets. Although generally disliked by most of the residents, the posses' efforts to rid the streets of its evil lycanthropes, humanoids and the occasional spirits of the recently departed ensure their continued survival. In addition, teams of spies and paid informants living within the lower wards covertly snuff any uprisings and rebellions against the oligarchy. However, in most cases the spies refer subversive activities to the city's militia for further investigation in order to maintain their anonymity.

**Niarva (small city):** Conventional; AL N; 15,000-gp limit; Assets 4,402,500 gp; Population 5,875 (human 80%, elf 6%, dwarf 5%, half-orc 4%, gnome 4%, other 1%).

*Authority Figures:* Alexei Zarechnov, male human Ari9, Boris Geshovsky, male human Ari8, and Kelym Aradamore, male human Ari8. Their official title is the Lords of Enlightenment.

*Important Characters:* Sara von Kruggen, female human Ftr10 (militia commander); Du'phar, male human Clr9 (Fharlanghn/Healer); Erania du Pries, female human War7, Ramses Chufas, male human War6, and "Old" Jack Drespin, male human War7 (deputies); Stalker Bazak, male half-orc Rog7 and Nev "Gemsplitter" Darok, male gnome Rog7 (vigilante leaders).

*Others:* Town guards, War3 (x50), War4 (x10); Ari4 (x70); Ari3 (x150); Ari2 (x250); Exp3 (x15); Exp 2 (x40); Ftr5 (x6); Rog5 (x5); Wiz4 (x4); Com1 (x5,100).

At this time of the year, the high temperature is 70

degrees Fahrenheit with an overnight low of 50 degrees Fahrenheit. Daylight is present from 7:30 in the morning until 8:30 in the evening.

*Notes:* Many victims of the vigilantes' impromptu trials and executions haunt the streets of Niarva in search of their killers. The problem has increased so dramatically that the local priest of Fharlangan makes frequent visits to recent murder sites in order to quell the restless spirits of the dead.

### RUMORS

Once within the city limits, the party can gather intelligence about the asylum in a number of locales. These locales include The Madman Inn, The Barred Blade (tavern), the city's market district, or any other encounter that the GM wants to utilize. Any attempts to gather information from city authorities, including the militia, are greeted with suspicion. These individuals provide no information, and if the party is not careful they may begin asking questions of their own. As always, the GM is encouraged to adjust a PCs gather information check using circumstance modifiers ranging from -4 for an awkward or ineffective contact to +4 for an articulate, well-versed intelligent effort. A successful Gather Information check reveals the following.

**(DC 5):** "The asylum? I wouldn't go there if I were you. I heard that dark elves took the place over. I know this guy who knows these guys that went in there. They never came out—probably



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dark elf slaves now.”

**(DC 7):** “That Doctor Illhausen’s a good man. No one’s seen him for a long time though, like two years or something. Shame too, that place used to be a real nice—now it’s all gone to hell.”

**(DC 10):** “Visitin’ hours at Witten are from 8 to 8 I think. I had a cousin in their once. He’s all better now though—he barely bites anyone anymore, and he started shaving again.”

**(DC 13):** “I wouldn’t go near that place at night. Not even the guards hang around after dark, and there’s this strange howlin’ and wailin’ that you can hear echoing all down the lower ward.”

**(DC 15):** “I heard some guy named Kraaven escaped from the asylum a while back. They say he’s still in town, making his home in the lower wards, probably thieving to make a living.”

**(DC 20):** “There’s sure been a lot of activity down there lately. Last few weeks there’s been a lot of building supplies shipped to the asylum—big stones mostly, which is strange, ‘cause there hasn’t been any construction there in a long time.”

**(DC 25):** “I don’t trust that Doctor Heraldus. Ever since he came to town, that place has really

gone downhill, and I haven’t seen Doctor Illhausen for a really long time either. People in town think he’s dead, but I hope not. He was always a good man—helped a lot of people, he did.”

## NIARVA ENCOUNTERS

### 1. The Madman Inn

In the center of town, The Madman Inn stands like a defiant old man, stubbornly holding to its age-old face of stone and mortar, even as newer buildings of complex woodworking continue to spring up all over town.

Due to its age and unusual architecture, The Madman Inn has become something of a local landmark, drawing folks from towns as far away as 100 miles or more.

#### Outside the Inn

A weather-ravaged wooden sign hangs from two rusted iron chains outside the front door. The image of a shouting face with wild eyes is portrayed on the sign, with the words “The Madman Inn” hanging above in roughly carved letters. The stones of the building are cracked and worn, rotting weeds and vines snaking through them as if the building was suffering

# Chapter I: The City of Niarva

from some horrible, debilitating disease.

## Common Room

This large room is dimly lit by sparse wall sconces and a low-burning fireplace, giving the establishment a comfortable atmosphere. On the walls hang beautifully painted portraits and landscapes, most by artists long since passed from the world.

If the PCs choose, they may stay the night in one of the inn's many available rooms. Costs range from 2 gp for a small two person room to 6 gp for one of the more spacious suites on the top floor.

## 2. The Barred Blade (tavern)

The smell of cheap ale and fresh bread hangs in the air. Amid the brothels and peddlers, an edifice of rough hewn masonry stands on a small, unkempt property. A large wooden signpost stands at the edge of the property, marked with a symbol of an old, battle-worn sword. The words "The Barred Blade" are carved into the sign in a haphazard fashion, as several of letters appear to be backwards.

One of the oldest establishments in Niarva, The Barred Blade has an unpleasant reputation far and wide. Most of the rumors surrounding this place are false, but over the years The Barred Blade has been known to attract the more unsavory types of characters.

### a. Front Foyer

In the far right corner of this 15' by 15' room, a slovenly old man dressed in sweat-stained clothing sits barely conscious upon an old, weathered stool. His feet are bare and black with soot, and a puddle of what appears to be spilt ale gathers on the floor. To the left is a wide storage area with hooks and crude shelving, adorned with all manner of weapons.

The old man slowly opens his eyes and mutters in a drunken slur "Leaf yer wepins . . . ya . . . dam bastads . . ." then falls off his stool and passes out on the floor.

While the old man is unconscious, the PCs can choose to either leave their weapons behind as he instructed, or continue into the bar fully equipped.

### b. Common Room

The common area of the Barred Blade is bustling with activity. Nearly every table in the establishment is occupied, with at least half a dozen barmaids ferrying drinks and plates of steaming food all about the bar. Directly across the room is a cold stone fireplace. Over the fireplace hangs a wide, crude tapestry boasting "The Best Damn Waffles in the Realm".

At this point, the PCs can take a rest for a while and speak to some of The Barred Blade's patrons. Some may not react too keenly to being prodded for information, however, as many of them believe very strongly in keeping to themselves and value their privacy. Below is a list of NPCs that the PCs may encounter while in the bar; other characters and additional NPCs can be introduced at the GM's discretion.

**Barmaids (6), female human Com1:** serve food and drink. While generally neighborly, the barmaids at The Barred Blade are known for their brashness, and will not hesitate to slap customers who get too friendly.

**Betsy the Barmaid, female human Com1:** conversing with several patrons at a table near the fireplace. She appears to be quite popular throughout the bar. Rumor has it that she has a variety of services to sell, as many believe that she was once employed by one of the town brothels.

**Drunken preacher, male human Com1:** sitting at table by himself, staring blankly into a full tankard of ale. Eventually, he breaks into a long fit of weeping, then downs his drink in one gulp and passes out with his face on his table.

**Asylum Guards (2), male humans War3:** CR 2; Medium Humanoid (5 ft. 9 in. and 6 ft.; HD 3d8+3; hp 22, 19; Init +1; Spd 30ft.; AC 15 (+4 armor, +1 Dex); Atk +4 melee (1d6+1/crit x2, subdual, sap) or +4 melee (1d6+1/crit x2, light flail); AL LE; SV Fort +4, Ref +2, Will +1; Str 13, Dex 13, Con 12, Int 13, Wis 11, Cha 10.  
*Skills and Feats:* Intimidate +4, Jump +4,



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Sense Motive +2, Spot +3, Swim +2; Expertise, Improved Disarm, Improved Trip.

*Possessions:* a key ring with three keys, one for encounter area 1, one master key for the cells and another key for area 3, chain shirt, sap, light flail, 17 gp each.

**Barkeep, male human Com2:** CR 1; Medium Humanoid (5 ft. 11 in.)

*Skills and Feats:* Intimidate +2, Sense Motive +1, Listen +3, Gather Information +2; Alertness, Weapon Finesse (fist).

*Possessions:* crude wooden club stashed behind the bar, 22 gp in a pouch on his belt, large metal chest bolted to the floor behind the bar containing 205 gp, 89 sp, and 36 sp.

The menu at The Barred Blade is varied with many choices. Both simple and full meals are available. The Barred Blade is known far and wide for its special home-made brew, the “Hairy Barbarian,” a bizarre concoction of closely guarded ingredients. It is a brew so powerful that many adventurers come from miles away just to test their might by withstanding its effects. To illustrate this, have any player brave enough to drink the Hairy Barbarian make an immediate Fortitude save (DC 13) or fall inexplicably *drunk* (new condition listed below).

**Drunk:** A character who is drunk suffers a –2 penalty to hit and a –2 penalty to their AC. A drunken character also gains 1d6 temporary hit points (or as we like to call them at the office, beer points). GMs can apply these penalties more than once to simulate characters who have achieved a “higher state of drunkenness”. After 8 hours of complete rest, drunken characters are no longer drunk, but may be *hungover* (see below).

**Hungover:** To determine if a character is hungover, they must make an immediate Fortitude save (DC 13 +2 for each additional level of drunkenness) the moment they wake after suffering the effects of being drunk. Those who fail this save are considered hungover until they have rested for another full 8 hours. Characters who are hungover cannot run or charge and suffer a –1 circumstance penalty to all attack rolls, saves and checks while operating in bright light.

Menu at The Barred Blade:

## Full Meals

Pickled Herring . . . 5 sp  
Grilled Goat Steak . . . 6 sp  
Stuffed Goose . . . 5 sp  
Grilled Pork . . . 4 sp  
Beef Stew . . . 5 sp  
Marinated Venison Strips . . . 5 sp  
Broiled Salmon Steak . . . 6 sp  
House Meat Stew . . . 3 sp

## Light Meals

Roasted Spiced Potatoes . . . 2 sp  
Fresh Baked Bread . . . 4 cp  
Fruit and Cheese . . . 2 sp  
Hot Waffles with Maple Syrup . . . 3 sp  
Hot Oatmeal . . . 2 sp  
House Salad . . . 4 cp

## Beverages

Ale . . . 4 cp  
Ale, spiced . . . 7 cp  
Mead . . . 1 sp



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Mead, heavy . . . 10 cp  
Hairy Barbarian (special brew) . . . 1 gp  
The Madman (special brew) . . . 5 sp  
Wine, table . . . 8 cp  
Wine, Ruby . . . 10 cp  
Wine, Emerald Mist . . . 13 cp  
Whiskey, hard . . . 6 sp  
Liqueur, malt . . . 2 gp

## c. At the Bar

At a table closeby, two asylum guards are saying something about a patient who had managed to escape from his cell some time ago.

Upon a successful Gather Information check (DC 10), the PCs learn that the barkeep knows the aforementioned patient. His name is Kraaven Moorhead, and he used to be a steady customer until the day several guards came calling for him and dragged him off to the asylum. Since that day, wild rumors began to fly about Kraaven's disappearance, but the barkeep had always suspected he would find a way out of that place. "He's a resourceful one," the barkeep says. "But trouble seems to find him everywhere he goes."

**Special Note:** The following information is meant to be offered by the barkeep after the players have already visited the asylum, and have subsequently been ejected.

The barkeep tells the PCs that if they are searching for a way into Witten, Kraaven would be the one to speak to, providing the PCs can pay his fee of 200 gp. If the PCs decide to follow up on this optional meeting, the barkeep says that he will contact Kraaven and that he will be waiting later that night somewhere in the local cemetery. Read *Chapter II: The Rogue* for more information.

## d. Kitchen

An unlikely pair of cooks, an ogre and a stout halfling, busily stomp about the kitchen preparing various meals, grunting orders at each other. Their aprons are stained with grease.

The cooks are intently focused on preparing the day's meals, and may not take immediate notice to trespassers in their kitchen. If the PCs are spotted (DC 12), the cooks may attack in an attempt to

clear their kitchen.

**Tactics:** Bruel and Bobo do not tolerate trespassers in their culinary domain. If threatened, each of them will attack with whatever they have at their disposal, including pot, pans, waffle irons, and other kitchen tools. If the struggle escalates too high, they may call on additional help from the guards in the common room. Bruel however, will fight to the death.

**Bruel the Badass, male ogre Bbn3:** CR 5; Large Giant (8 ft. 2 in.); HD 4d8+8 (ogre) plus 3d12+6 (Bbn); hp 51; Init -1 (-1 Dex); Spd 40 ft.; AC 13 (-1 size, -1 Dex, +5 natural); Atk +11 melee (huge greatclub 2d6+7) Reach 10 ft.; SA rage; SQ uncanny dodge; darkvision 60 ft.; AL CN; SV Fort +9, Ref +1, Will +2; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

**Skills and Feats:** Climb +4, Intimidate +4, Listen +2, Spot +1; Power Attack, Weapon Focus (greatclub)

**Rage (Ex):** During his rage, Bruel gains +4 Strength, +4 Constitution (plus 2 hp per level that go away after the rage), +2 morale bonus on Will saves, and -2 penalty to AC. The rage lasts 11 rounds, after which time Bruel is fatigued. Bruel can rage 1/day.

**Uncanny Dodge (Ex):** Bruel retains his Dexterity bonus to AC if caught flat-footed or if attacked by an invisible being.

**Possessions:** Huge greatclub, small belt pouch containing 12gp, 2sp, and 15cp.

**Bobo the Waffler, male halfling Brd3:** CR 3; Small Humanoid (4 ft. 1 in.); HD 3d6; hp 14; Init +7 (+3 Dex, +4 Improved Initiative); Spd 20ft.; AC 14 (+3 Dex, +1 size); Atk +2 melee (waffle iron 1d8-1); SQ bardic music; AL NG; SV Fort +2, Ref +7, Will +5; Str 9, Dex 17, Con 11, Int 13, Wis 12, Cha 16.

**Skills and Feats:** Bluff +9, Climb +4, Diplomacy +9, Disguise +5, Hide +11, Pick Pocket +5, Profession: Cook +5, Tumble +6; Improved Initiative, Exotic Weapon Proficiency (waffle iron)  
**Bard Spells (3/2):** 0- daze, ghost sound, light; 1st- grease, magic weapon.

**Possessions:** Waffle iron, wineskin, 20gp.

## e. Cellar

Stacks of wooden crates, large sacks of potatoes, and other foodstuffs are arranged haphazardly throughout the cellar. Dust gathers on several

barrels of mead along the northern wall.

The cellar is much like any other storage area, and very unremarkable. There are five large wooden barrels lining the opposite wall. Three contain ordinary mead, and two contain spiced ale. Each barrel weighs roughly 200 lbs. and contains approximately 50 gallons of mead or ale. The three barrels of ordinary mead are worth 5 gp each, and each of the two barrels of spiced ale are worth 4 gp.

### 3. Temple of Fharlanghn

Standing out amidst the age and decline of most of Niarva's inner city structures, the Temple of Fharlanghn sits on a well-kept property. The lawn is healthy and green, maintained by a small staff of three men that can be seen moving about the property line, cleaning up random debris. The temple itself is quite large, resembling a low, flat dome of smooth brown stone. A simple wooden door appears to be the only entrance or exit to the building.

The Temple of Fharlanghn is located in the eastern section of town. It is a place for weary travelers to hang their heads and rest while their wounds are tended by the local healer. A host of services await those who come here for solace or direction.

#### NPCs:

**Thomar, male human Com1:** CR 1; Size M (6 ft., 2 in. tall); HD 1d4-2; hp 2; Init -1 (-1 Dex); Spd 30 ft.; AC 9 (-1 Dex); Attack +1 melee, or -1 ranged; SV Fort -2, Ref -1, Will +2; AL NG; Str 12, Dex 8, Con 7, Int 10, Wis 15, Cha 8.

*Skills and Feats:* Handle animal +3, Listen +8, Spot +8; Alertness, Run.

**Arik, male human Com1:** CR 1; Size M (5 ft., 8 in. tall); HD 1d4-3; hp 1; Init -2 (-2 Dex); Spd 30 ft.; AC 8 (-2 Dex); Attack +1 melee, or -2 ranged; SV Fort -3, Ref -2, Will +2; AL NG; Str 13, Dex 6, Con 5, Int 7, Wis 15, Cha 9.

*Skills and Feats:* Listen +4, Spot +4, Swim +5, Use rope +2; Alertness, Skill focus (use rope).

**Kulwyn, male human Com1:** CR 1; Size Medium Humanoid (5 ft., 2 in. tall); HD 1d4-3; hp 1; Init -1 (-1 Dex); Spd 30 ft.; AC 9 (-1 Dex); Attack +1 melee, or -1 ranged; SV Fort -3, Ref -1, Will -1; AL NG; Str 13, Dex 9, Con 5, Int 12,

Wis 9, Cha 12.

*Skills and Feats:* Handle animal +5, Listen +5, Profession +3, Ride +3, Spot +1; Alertness, Improved Unarmed Strike.

**Du'phar, male human Clr9:** CR 3; Medium Humanoid (6 ft. 3 in.); HD 9d8+9; hp 57; Init -1 (-1 Dex, +4); Spd 30 ft.; AC 9 (-1 Dex); Atk +7/+2 melee (quarterstaff 1d6); AL N; SV Fort +7, Ref +2, Will +11; Str 12, Dex 9, Con 12, Int 13, Wis 17, Cha 14.

*Skills and Feats:* Concentration +13, Heal +12, Knowledge (arcana) +8, Knowledge (religion) +11, Spellcraft +11; Combat Casting, Expertise, Iron Will, Spell Penetration, Leadership  
Special Abilities: Turn Undead, Spontaneous Casting, Extra Turning

*Possessions:* Holy symbol, key ring with four keys.

Du'phar has tended to wary adventurers for the last 12 years, and offers the following list of services to anyone who requests assistance.

#### Healer Spells

Du'phar charges 15 gp per level of spell cast.

#### Scrolls

Cure light wounds	25 gp
Feather fall	25 gp
Identify	125 gp
Magic circle against evil	375 gp
Restoration	800 gp

#### Potions

Cure light wounds	50 gp
Spider climb	50 gp
Darkvision	300 gp
Levitate	300 gp
Invisibility	300 gp
Bull's Strength	300 gp
Gaseous Form	750 gp
Heroism	900 gp

#### Maps

Master map of Niarva . . . FREE (Handout A)

### 4. Gareth's Emporium

Converted from an old grain mill, this large structure is beginning to show its age. After years of neglect and weather damage, Gareth's Emporium has the look more of an abandoned

# Chapter I: The City of Niarva

warehouse from the outside than a bustling business. Owned and operated by Gareth Tarbosh, the Emporium is a haven for newcomers to the city.

**Gareth Tarbosh, male human Com3:** CR 2; Size Medium Humanoid (6 ft., 5 in. tall); HD 3d4-3; hp 7; Init +0; Spd 30 ft.; AC 10; Attack



+2 melee, or +1 ranged; SV Fort +0, Ref +1, Will +1; AL LG; Str 13, Dex 10, Con 9, Int 10, Wis 10, Cha 13.

*Skills and Feats:* Climb +2, Handle animal +9, Hide +0, Listen +2, Move silently +0, Profession +8, Spot +2, Use rope +5; Alertness, Skill focus (profession), Skill focus (handle animal).

This shop carries all of the common adventuring gear and clothing found in Core Rulebook I: PHB.

## 5. Hammer's Forge

On the western edge of town, Hammer's Forge has been a staple of the community since long before anyone can remember. Its proprietor, a slightly deranged man known only as Van Hammer, is somewhat of a hermit, and rarely leaves his shop. There have been instances, however, when he has been found stumbling about the streets in a drunken haze, mumbling incoherent babble at passersby.

**Van Hammer, male human Exp2:** CR 1; Size M (6 ft. tall); HD 2d6; hp 10; Init +0; Spd 30 ft.; AC 10; Attack -1 melee, or +1 ranged; SV Fort +0, Ref +0, Will +4; AL LN; Str 7, Dex 11, Con 11, Int 14, Wis 12, Cha 9.

*Skills and Feats:* Alchemy +4, Balance +2, Disguise +1, Gather information +4, Handle animal +4, Knowledge +4, Listen +1, Pick pocket +2, Ride +4, Scry +9, Spot +1, Tumble +5, Wilderness lore +2; Quick draw, Skill focus (scry).

This shop carries all of the weapon and armor items found in Core Rulebook I: PHB.

## 6. Angel Armory

Situated in a small well-kept structure near Enlightenment Circle, Angel Armory draws a higher class clientele than most smiths. Its proprietor, Master Daneel, is truly a master craftsman. With the aid of his Wizard apprentice and wife, Arlana, the weapons Master Daneel produces are nothing short of spectacular.

Master Daneel has operated Angel Armory for the last 3 years, having moved from some far off city. He is a man of many secrets who refuses to speak of his past, though his finely crafted, often magical weapons are unsurpassed in quality. His prices may be higher than most smiths, but the legend of Angel Armory is known throughout the realm.

# Where Madness Dwells

**Master Daneel, male human Ftr8:** CR 8; Medium Humanoid (5 ft. 10 in. tall); HD 8d10+8; hp 60; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Armor, +2 Dex); Atk +10/+5 melee, or +10/+5 ranged; AL NG; SV Fort +7, Ref +4, Will +2; Str 15, Dex 14, Con 12, Int 16, Wis 10, Cha 12.

**Skills :** Craft (Armorsmithing)+12, Craft (Blacksmithing) +14, Craft (Bowmaking) +14, Craft (weaponsmithing) +16, Handle Animal +11, Jump +6, Ride +8, Swim +5

**Feats** Combat Reflexes, Expertise, Improved Disarm, Skill Focus (Weaponsmithing).

**Possessions** Heavy Leather Apron.

**Tactics:** Master Daneel, while a man of peace, will readily defend himself against anyone who dares attack him or attempts to steal from Angel Armory. If he feels exceptionally threatened, Master Daneel will not hesitate to take down Wyrms' Tongue and use it to deadly effect.

**Arlana, female half-elf Wiz7:** CR 7; Medium Humanoid (5 ft. 5 in. tall); HD 7d4+7; hp 29; Init +1 (Dex); Spd 30; AC 11 (+1 Dex); Atk +4 melee, or +4 ranged; AL CG; SV Fort +3, Ref +3, Will +6; Str 12, Dex 13, Con 13, Int 17, Wis 13, Cha 14.

**Skills :** Concentration +10, Craft (Bowmaking) +7, Craft (Weaponsmithing) +8, Knowledge (Arcana) +12, Knowledge (Nature) +11, Profession (Guide) +6, Spellcraft +13.

**Feats:** Combat Casting, Craft Magic Arms and Armor, Craft Wondrous Item, Brew Potion, Scribe Scroll.

**Spells:** (4/5/4/3/1): 0--*dancing lights, detect magic, mage hand, mending, read magic*; 1st--*charm person, comprehend languages, enlarge, identify, unseen servant*; 2nd--*continual flame (x2), arcane lock, locate object*; 3rd--*greater magic weapon, keen edge (x2), lightning bolt*; 4th--*fire shield*.

**Possessions:** Spellbook (Wizard's), *potion of cure light wounds (x3)*.

All Angel Weapons are of exceptional quality and durability. Each weapon is meticulously crafted with secret techniques and then imbued with magical abilities by Arlana. The prices at Angel Armory, though expensive, are never negotiable. Master Daneel currently has only the following six weapons available.

**Wyrms' Tongue** (Longsword of Brilliant Energy): Blade is made of blazing energy, gives

off light as a torch (20 ft. radius). Ignores non-living matter, cannot harm undead, constructs, or objects. Passes through armor, so armor and enhancement AC bonuses do not count against it (Dexterity, deflection, dodge, natural armor, and other such bonuses still apply).

Market Price: 50,300 gp

**Deathbane** (Mace of Disruption): Any undead struck in combat by Deathbane must succeed at a Fortitude save (DC 14) or be destroyed.

Market Price: 18,300 gp

**Spirit Slayer** (Shortsword of Ghost Touch): Deals damage normally against incorporeal creatures, regardless of its bonus (a incorporeal creature's 50% chance to avoid damage does not apply). Can be picked up, moved, or wielded by incorporeal creatures at any time. Counts as corporeal or incorporeal at any time the wielder desires.

Market Price: 8,300 gp

**Whiplash** (Throwing Dagger of Returning): The dagger will return through the air back to the character that threw it. It returns on the round following the round that it was thrown just before its throwing character's turn.

Market Price: 8,300 gp

**Starlyte** (Longbow of Thundering): Creates a cacophonous roar like thunder upon striking a successful critical hit. The sonic energy does not harm the wielder. Blitzkrieg bestows its sonic energy upon its ammunition. Deals +2d8 points of bonus sonic damage, subjects struck must make a Fortitude save (DC 14) or be deafened permanently.

Market Price: 18,300 gp

**Havoc and Malice** (Twin Scimitars of Mighty Cleaving): Each weapon allows a wielder with the Cleave feat to make one additional cleave attempt in a round. Two extra cleave attempts are allowed per turn.

Market Price: 16,600 gp



# Chapter II: The Rogue

## CHAPTER II: THE ROGUE

### 1. Who is Kraaven Moorhead?

This section is an optional encounter that takes place only after the PCs have decided to meet with Kraaven after learning about him from the townspeople. The best time to use this encounter is after the PCs have already visited the asylum during the day.

#### Cemetery Entrance

Under the pale moonlight, every headstone seems to exude an unearthly aura. The air is cold and humid, with a low fog creeping amid the graves. A stone-cobbled walkway snakes throughout the cemetery, with all roads converging at a small mausoleum in the center of the complex.

#### Inside the Mausoleum (EL 4)

The walls of this 15' by 15' chamber are lined with several stone coffins stacked upon one another, three to each wall. Further into the room, a voice calls out from deep within the shadows. "A more motley band I have never



seen. . ." Kraaven remarks under his breath, stepping forward out of the corner, yet keeping his face in shadow. "The dead keep their secrets in this place . . . our words will not go beyond these walls. I trust you have my payment?"

Kraaven eventually tells the party that he is a former patient at Witten Asylum. He explains to the PCs that he had a friend named Tarcyn working as a guard at the asylum, who would sometimes talk too much when he was drunk. One night, Tarcyn told Kraaven the truth of what happened to Dr. Illhausen, and that Heraladus was performing some rather grisly experiments on those patients nobody would miss. When Tarcyn realized all that he had told to Kraaven, he grew extremely nervous, and had him committed to the asylum. Only recently did Kraaven escape, and he desires the PCs to infiltrate the asylum and uncover Heraladus and his morbid experiments. He offers to show them a quicker way into the asylum without rousing further suspicion.

**NPC:** Kraaven Moorhead's full statistics are described in detail in **Appendix I: Primary NPCs** found at end of the module.

If the PCs agree to meet with Kraaven again later that night, proceed to *Part 2: Into the Sewer*. The sewer system can prove to be a difficult undertaking for lower level parties, but it can also add to the mounting tension of the adventure.

There is still another option, however. If the PCs choose, they may attempt to re-enter the asylum on their own at night, through the front gate itself (*Chapter IV: The Asylum Revisted, Part A*). Using this second option offers its own unique challenges, such as getting through the gate unseen, dealing with a pair of Shadow Mastiffs that patrol the courtyard, and getting through the front door. As the GM, you should familiarize yourself with both of these paths, and lead the action toward the most interesting conclusion for your players.

### 2: Into the Sewer

Under the dim light of the moon, Kraaven leads you down the winding back alleys of Niarva, finally coming to a rusted iron grate in the center of the street. "This is where I came out after I escaped," Kraaven explains as he scans the shadows for any passersby. A drunken vagrant lies in a slump against a wall closeby. Satisfied

# Where Madness Dwells

that the vagrant is unaware, Kraaven lifts the heavy grate out of its place and onto the street. “Good luck,” Kraaven says, “and no torches, it’s like a powder keg down there. It will be dark and foul, but it’s the quickest way into the bowels of that fetid place.” Handing you a crude map of the sewer system, he takes his leave of you and disappears into the night. As you reach the edge of the hole, a horrible stench rolls over you, wrenching your stomach. An old iron ladder leads down into the darkness.

The vagrant in the street is the same drunken man from the foyer of the Barred Blade earlier in the day. He has no possessions except for a half-empty bottle of spiced rum clutched in his filthy hands.

## a. Descent

The ladder is 10’ high, slick with dark slime and is quite slippery. A successful Balance check (DC 11) will allow the PCs to safely navigate the ladder. Any PC who fails this check will slip from the ladder and suffer 1d4 points of damage as they fall into the muck. In addition, any PC still on the ladder below the person falling must make a Strength check (DC 15) or fall and suffer 1d4 points of damage. Those who make their Strength check suffer only 1 point of damage.

**Special Note:** From this point on until the PCs exit the sewer system, there is a risk of igniting the foul fumes that hang in the air. Lighting torches or casting spells that produce fire or combustion while within the sewers will have the following effect: 4d6 points of fire damage dealt to all characters with a 20 ft. radius around the object or spell that caused the explosion. Characters will have to use magical light, a sunrod, darkvision, or some other means to navigate the sewers safely.

## b. The Tunnels (EL 4)

Wading through the putrid filth, you travel along the dark path, your boots filling with things best not thought of. The pungent stench of mildew emanates from the wet sewer walls. Every few dozen feet, thin shafts of moonlight fall through sporadic iron grates in the ceiling, providing just enough light to cast terrible shadows on the things that crawl and swim about the sewer. Rats and other vermin scurry in every direction. Somewhere in the distance, a strange gurgling

sound echoes grotesquely off the slime-covered walls.

The muck is 3’ deep and thick with foul slime. The smell is nearly unbearable. Anyone who enters the sewer is subject to a Fortitude save (DC 13) or suffer a –1 penalty to hit for as long as they remain in the sewer. PCs who attempt to stifle the fumes gain a +2 circumstance bonus to their Fortitude save. This save must be made once for every hour of exposure to the sewer’s environment. Along the walls of the sewer and above the muck, a narrow ledge 12” wide runs the length of the corridors. Scurrying about the sewers are several Dire Rats, with stats listed below. These creatures can be added at any point while the PCs remain in the sewer system.

**Dire Rat (8)**, CR 1/3; Small Animal; HD 1d8+1; hp 5; Init +3 (Dex); Spd 40 ft., climb 20 ft.; AC 15 (+1 size, +3 Dex, +1 natural); Atk Bite +4 melee (1 bite); Face/Reach 5 ft. by 5 ft./5 ft.; SA Disease; SQ Scent; AL N; SV Fort +3, Ref +5, Will +3; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

*Skills and Feats:* Climb +11, Hide +11, Move Silently +6; Weapon Finesse (bite)

**Disease (Ex):** Filth Fever–bite, Fortitude save (DC 12), incubation period 1d3 days; damage 1d3 temporary Dexterity and 1d3 temporary Constitution (see Disease in Core Rulebook II: DMG).

## c. Broken Wall

After long years of neglect, a small section of this wall has been slowly eaten away by erosion. A thick, putrid stench drifts out of the chamber on the other side.

This area of the sewers marks an optional area for the PCs to explore. A series of underground tombs has been uncovered in the collapse of the wall.

## d. The Tomb – Room 1

The air in this room is stagnant and foul, the smell of death permeates the room. Dimly lit by some unknown source, you can just barely make out your surroundings. With the collapse of the wall, a river of sewage has mired the chamber floor, unearthing three six-foot caskets now floating about the room on a shallow lake of fetid mud. The walls are lined with several sconces, their fires long ago burned out.

## Chapter II: The Rogue

The strange source of light is from a *light* spell centered on the ceiling, and can be discovered by a *detect magic* spell. The sewage in this room is roughly two feet deep. Two of the floating caskets contain skeletal remains dressed in insect riddled clothing, the third casket is empty, its lining slick with a dark purple slime.

### e. The Tomb – Room 2

The same strange light shows that this room has yet to be overrun with sewage, and six unmarked graves line the east and west walls. One of the graves appears to have been disturbed. A glistening purple slime is spattered on the walls and floor, with maggots crawling in the ooze. Scattered about the dirt floor are several rusted weapons, dead rats and tattered pieces of clothing, all covered with the same slime. A pile of dry bones rests in a corner, topped with a broken skull.

A successful Detect Undead spell cast within this room will reveal an obvious presence, emanating from the room beyond. The strength of this presence will undoubtedly get stronger as the PCs get closer to the next chamber. The purple slime is warm and wet to the touch, and infested with maggots. The bones in the corner are human, and constitute a full skeleton with a skull that appears to have been shattered by a crude, blunt weapon.

### f. The Tomb – Room 3 (EL 8)

The only light in this chamber is cast from the previous room, providing a foreboding atmosphere. The air is cold and damp, and carries a stench far worse than anything you have previously encountered. The floor is littered with slime covered bones and rotting rat carcasses, eerie shadows dance upon the walls in the dim light. Against the far wall is a nine foot wide stone crypt, heavily detailed and lined with runes, overgrown with moss and mildew.

A successful Decipher Script check (DC 20) on the runes reveals the following text: "Here lies Senstrom Nightspyre, Champion of Heironeous. May honor guide you on your journey." The year portrayed on the crypt shows that he has occupied this tomb for the last two hundred years. The crypt can be opened with a combined

Strength score of 35. The warrior within is in perfect, preserved condition, as if he had just been placed there. He is dressed in full plate, adorned with holy symbols of Heironeous, the god of valor. In his hands he clutches a finely crafted longsword, inscribed with runes.

The will of Heironeous protects his disciple still, and his body or his armor cannot be removed. His sword however, may be taken in the hopes of continuing his holy quest. If removed, the sword acts as a +2 *holy keen* longsword.

Under the pile of bones on the floor lurks a Mohrg which will arise and attack the PCs at the GM's discretion.

**Mohrg (1)**, CR 8; HD 14d12; hp 91; Init +5; Spd 30 ft.; AC 15 (+1 Dex, +4 natural); Atk 2 slams +12 melee (slam 1d6+5), Atk tongue touch +7 melee (tongue paralysis); Damage Slam 1d6+5, tongue paralysis; Face/Reach 5 ft. by 5 ft./5 ft.; SA Improved grab, paralyzing touch, create spawn; SQ Undead; AL CE; SV Fort. +4, Ref +5, Will +9; Str 21, Dex 13, Con —, Int 11, Wis 10, Cha 10.

**Skills and Feats:** Climb +11, Hide +15, Listen +12, Move Silently +15, Spot +12, Swim +10; Alertness, Dodge, Improved Initiative, Mobility  
**Create Spawn (Su):** Creatures killed by a mohrg rise after 1d4 days as zombies under the mohrg's control. They do not possess any of the abilities they had in life.

**Improved Grab (Ex):** To use this ability, the mohrg





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must hit with its slam attack.

**Paralyzing touch (Su):** A moughr lashes out with its tongue in combat. An opponent the tongue touches must succeed at a Fortitude save (DC 17) or become paralyzed for 1d4 minutes.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

## g. The Drain (EL 5)

You emerge into a large square chamber roughly 40' wide with a thick iron grate secure in the center of the floor. Foul water and other detritus pour down the grate, presumably to a lower tunnel system. The stench in this room is so utterly terrible, you find yourself choking back the urge to retch. A grotesque, amorphous mass oozes forth from the grate, thick with fetid slime and other filth.

Rising from the grate is a Gibbering Moucher.

**Gibbering Moucher (1),** CR 5; Medium Aberration; HD 4d8+4; hp 22; Init +1 (Dex); Spd 10 ft., swim 20 ft.; AC 19 (+1 Dex, +8 natural); Atk 6 bites +4 melee; Damage Bite 1; Face/Reach 5 ft. by 5 ft./5 ft.; SA Gibbering, spittle, improved grab, blood drain, engulf, ground manipulation; SQ Amorphous; AL N; SV Fort +3, Ref +5, Will +3; Str 10, Dex 13, Con 12, Int 4, Wis 13, Cha 13.

**Skills and Feats:** Listen +8, Spot +12; Weapon Finesse (bite)

**Amorphous (Ex):** A gibbering moucher is not subject to critical hits and it cannot be flanked.

**Gibbering (Su):** As soon as a Moucher spots something edible, it begins a constant gibbering as a free action. All creatures within a 60-foot radius must succeed at a Will save (DC 13) or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic, mind-affecting compulsion effect. Opponents who successfully save cannot be affected by the same gibbering moucher's gibbering for one day.

**Blood Drain (Ex):** On a second successful grapple check after grabbing, that mouth attaches to the opponent. It automatically deals bite damage and drains blood, dealing 1 point of temporary Constitution damage each round. A mouth can be ripped off (dealing 1 point of damage) with a successful Strength check (DC 12) or severed by a normal attack that deals at least 2 points of damage (AC 18). A severed mouth continues to bite and drain

blood for 1d4 rounds after such an attack. A creature whose Constitution is reduced to 0 is killed and absorbed by the moucher, which gains 1 hit point and adds another mouth and a pair of eyes to its body.

**Engulf (Ex):** A gibbering moucher can try to engulf a Medium-size or smaller opponent grabbed by three or more mouths. The opponent must succeed at a Reflex save (DC 14) or fall and be engulfed. On the next round, the moucher makes twelve bite attacks instead of six (each with a +4 attack bonus). An engulfed creature cannot attack the moucher from within. The previously attached mouths are now free to attack others.

**Ground Manipulation (Su):** At will, as a standard action, a gibbering moucher can cause stone and earth within 5 feet of it to become a morass akin to quicksand. Softening earth, sand or the like takes 1 round, while the stone takes 2 rounds. Anyone in that area must take a move-equivalent action to avoid becoming mired (treat as being pinned).

**Improved Grab (Ex):** To use this ability, the gibbering moucher must hit with a bite attack.

**Spittle (Ex):** At the start of every combat, and every 2 rounds thereafter, a gibbering moucher looses a stream of spittle. This ignites on contact with the air, creating a blinding flash of light. All sighted creatures with 60 feet must succeed a Fortitude save (DC 13) or be blinded for 1d3 rounds.

## h. Beneath the Kitchen

The floor of this room is wet with piles of rotten food and other indescribable foulness. A length of rope lies coiled in the muck, frayed and useless. In the ceiling, roughly 10' above you, is a small wooden door.

The wooden door is unlatched and leads into the food storage area of the asylum's kitchen. If the PCs leave the sewer from this room, continue to *Chapter IV: The Asylum Revisited, area 13b*.

## i. Under the Privy

Slipping around amidst the mire of refuse, you can see thin shafts of light peering down from cracks in the ceiling. Just above you, a small hole opens into a torchlit room. Foul-smelling water drips from the ceiling.

The hole in the ceiling opens up into an empty cell on the first floor. If the PCs leave the sewer into this area proceed with the description found in *Chapter IV: The Asylum Revisited, area 4, cell T*.

# Chapter III: The Asylum

## CHAPTER III: THE ASYLUM

Located at the corner of Trobley Row and Von Gowen Way, Witten Asylum towers over the small, independently owned shops surrounding it. Although the neighborhood is fairly bustling during the day, activity curtails sharply after the asylum's staff departs for the evening. Most shops open a half-hour before the asylum's visiting hours and close a few minutes after visiting hours. Surprisingly, no taverns or inns operate within a two-block radius from the asylum.

As previously mentioned, visiting hours last from eight in the morning until eight at night. The asylum averages eight visitors per week, although the number can fluctuate wildly. The overwhelming majority of the staff has worked at Witten for at least the past ten years. The good pay, one gold piece per day, and the overall lack of supervision ensure very little employee turnover.

The asylum's patients are confined to the asylum for a number of reasons. Most patients suffer from severe and incurable mental diseases. Some patients commit themselves voluntarily. Many are vagrants found wandering the streets by the city's militia. In times of dire emergency, the city transfers some of its marginally violent petty criminals to the asylum. The asylum earns its fees from the city at the daily rate of three gold pieces per patient. Substance abusers pay a flat fee of 100 gp for one month of treatment. Regardless of their progress, addicts are released after one month. For all other patients, the length of their confinement remains indefinite.

Access to the asylum proper can be achieved through four basic means, bluff, bribery, force or subterfuge.

### Asylum Features

Wood framing, fitted stone masonry block and a one inch thick sheet of lead comprise the asylum's exterior walls and roof. Torches illuminate the asylum's first floor, while *continual flame* spells cast throughout the second and third floor provide the area's illumination. The alarm bell in encounter 1 only heightens the staff's awareness; it does not signal an imminent threat or attack.

As a final note, certain spells can bypass the asylum's defenses as well. These spells include *teleport*, *dimension door* and other transportation spells of their ilk. However, *passwall*, *stone shape* and similar spells do not work effectively against the building's exterior walls. Shortly after arriving at the asylum, the mind flayers ordered

the reinforcement of all exterior walls with a one-inch layer of lead in addition to the walls' wooden frames and masonry blocks. A spell must negate all three-construction materials in order to bypass or destroy the exterior walls.

A massive, thirty-foot high solid brick structure resembling a mighty fortress casts an ominous, foreboding shadow that stretches over the intersection of Trobley Row and Von Gowen Way. Despite its foreboding presence, the ceaseless banter of fast-talking, shady merchants hawking their dubious wares echos throughout the vibrant, bustling shops situated around the asylum's imposing walls. Many animated and colorful repartees between the unscrupulous peddlers and their wary customers occur within earshot of the barely audible cries of anguish and suffering that emanate from the dank edifice within their midst. Thick layers of gangly, parasitic vines cover most of the building's brick façade, like a futile attempt to stifle the unmistakable screams of agony originating within its solemn walls.

The asylum consists of three floors. The ground level occupies the largest area, followed by the slightly smaller second floor and finally the much smaller third floor. Two heavy wooden doors on the asylum's south face serve as its only entrance. Ten feet from the exterior walls, a series of black, interconnecting, wrought iron poles surround the building. The poles ascend twenty feet before culminating in jagged, but sharpened points. Two large, swinging partitions built into the foreboding fence hang gingerly from their rusting hinges, allowing access to the structure within. A chipped, stone staircase escorts visitors from the breach in the iron fence to the entrance. Thick tufts of aggressive green and brown weeds grow unabated from the building's exterior to the base of the wicked iron fence.

The grounds surrounding the asylum are brown and dead, portraying a look of apathy and decay. An old, weather-beaten well stands unused in the eastern corner of the grounds. Planks of splintered wood lay splayed across its opening, some boards nailed down in a haphazard fashion.

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During the day, the front gate and door are both unlocked, however two finely armed guards flank both gate and door. Wielding longswords and bearing heavy steel shields, their clean uniforms and shining chainmail glinting in the sun, the guards glare suspiciously at anyone who approaches the asylum.

Anyone loitering on the compound is questioned on their intent and purpose. Failure to give satisfactory answers results in the guards escorting the PCs from the premises.

## 1. Reception Area (EL 7)

The anguished cries of tormented souls and grinding metal fills the dank, musty air. Two rusty, iron bar doors on the side walls separate this small chamber from a pair of long, dark corridors where the cacophony apparently originates. A rotting wooden podium with a small, four-legged stool sits in the center of the room. An open, leather bound book, a quill and a vial of fountain ink rest upon the desk. To the right of the front door stands a tall storage locker. Two flickering torches supplement the dim light that emanates from the corridors beyond.

Standing behind the desk is a muscular, bald human male wearing a sleeveless white shirt over a tight chain shirt. His arms proudly display tattoos of a coiled serpent, and a weathered leather sash dangles from his right front pocket.

Flanking the podium and with one in front, sit three heavily armored rottweilers. They are some of the largest hounds you have ever seen, they have jaws that look as though they could break a large man's arm with one bite.

The book contains the names of all patients currently allowed visitors. A successful Spot check (DC 15) allows a PC to read 1d4 names on the list. Everyone confined to the cells in encounter area 2 has visitation privileges. Only a thorough search of the ledger confirms that Vunik's name is not listed in the book. A successful Spot check (DC 10) reveals a light mace rests against the base of the podium just in front of Mr. Strogg's right leg.

**NPC:** Mr. Strogg screens all visitors to the asylum and serves as its first line of defense. His full statistics and reactions are described in detail

in **Appendix I: Primary NPCs** found at end of the module.

**Rottweilers (3):** CR 1; Medium-Size Animal; HD 2d8+4; hp 13; Init +2; Spd 50 ft.; AC14 (+2 armor, +2 Dex, +2 natural); Atk +3 melee (bite 1d6+1); AL N; SV Fort+5, Ref+5, Will+1; Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 6.

*Special Qualities:* Scent

*Skills:* Listen +6, Spot +4

*Possessions:* None

**Tactics:** The dogs will follow any orders given to them by Mr. Strogg.

*Note that if the GM is using the Inspection Time adventure hook, they will be allowed access to the asylum as escorts of Noric. It is not necessary for them to bluff, bribe, force or sneak into the asylum.*

If the party attempts to bluff their way into the asylum, they must make a successful Bluff check opposed by Mr. Strogg's Sense Motive check. The GM should use circumstance modifiers generously, ranging from -4 for a poorly phrased or illogical story to a +4 for a very clever and engaging ruse. A Bluff check that succeeds by more than five grants the party access to the main



# Chapter III: The Asylum

corridor without Mr. Strogg alerting either team of asylum guards.

Bribery can also prove successful, however Mr. Strogg always alerts the guards before granting access to the main corridor. Mr. Strogg's asking price varies between 30 and 50 gp per person, depending on his rapport with the group. Even after gaining access, Mr. Strogg has the guards warily monitor the party's actions.

Although the simplest and most direct method, forceful entry presents a number of hazards and potentially explosive reactions. If attacked either physically or magically, Mr. Strogg's first action is always to order his dogs to attack, while he yells for the guards. Once alerted, the guards rush down the hallway to investigate the disturbance. If Mr. Strogg is under attack, they unlock the closest door and join the fray. Mr. Strogg and the guards attack with their light maces instead of their saps. If the party retreats, they do not follow them into the street. Instead, they close the asylum to visitors for the remainder of the day, and Mr. Strogg informs the local authorities about the disturbance. The asylum remains closed to visitors until the authority's investigation is complete.

Subterfuge includes any efforts to bypass the asylum's defenses through *invisibility*, illusions, or disguise. The GM must carefully adjudicate attempts to infiltrate the asylum using illusions, i.e. invisible characters can be heard, etc. Fellow members of the asylum staff consider one another as "friends or associates" for disguise purposes. As with other checks, circumstance modifiers are strongly encouraged for clever disguises and ruses.

**Trap:** Mr. Strogg rings the bells as soon as he is threatened or attacked.

**Bells:** CR 1; alerts the asylum staff currently patrolling encounter area 2, Search (N/A), Disable Device (DC 10)

**Iron Bar Door:** 2 in. thick; Hardness 10; hp 60; Break DC 23; Open Locks DC 21.

## 2. East Hall and Cells

Large green patches of foul smelling mildew, stagnant puddles of dark water and slimy, moldy residue coat the unpolished stone walls, ceiling and floor of a long narrow corridor. Plumes of black soot from a series of torches ensconced on the near wall provide the corridor's dim illumination while partially masking some of the more unpleasant odors. Painful shrieks and

tortured cries emanate from a number of simple, ten foot square cells that line the south and east sides of the corridor.

Separated from the corridor by an iron-bar door, each dank cell contains a damp, stone slab that apparently serves as a bed. A small, warped wooden footlocker sits at the foot of each slab, and a simple wooden box with a six inch diameter circular hole on its lid lurks in the corner. Filthy atrophied arms wiggle through the confining iron bars, groping any unwary passerby, while other malnourished occupants stare catatonically at their bleak surroundings. Most of the patients wear insect ravaged rags or makeshift pieces of spare cloth and linen.

Two four-man teams monitor the corridor's activities. Each member wears a sleeveless, white cloth shirt that partially conceals a chain shirt. Some of men gleefully smack ragged, leather saps against the wall as an obvious warning gesture to the more raucous occupants. In addition, a light flail dangles menacingly from a heavy girdle around their waists.

The patients' states vary from extremely animated to silent contemplation. The box with the open lid serves as the patients' privy, and the footlockers hold their personal belongings. They have no knowledge of the staff area, the guard composition or other logistical details of the asylum. However, a successful Gather Information check (DC 15) does reveal that Vunik was moved to another area of the complex about three or four weeks ago.

The guards are always separated into two teams; one team monitoring the eastern set of cells, while the other monitors the western set of cells. The guards use the saps exclusively to subdue the patients, only using the light maces on intruders or extremely violent patients.

The guards do not relish accompanying visitors into the main asylum complex, therefore, they readily convey their annoyance with the party's presence. If the party stays more than a few minutes, the guards insist that the party has already overstayed its welcome.

If the party accessed the corridor without an escort of guards, they maintain a watchful eye over the party's actions, and their reaction remains the same

**Iron Cell Doors and Visiting Room Doors:** 2 in.

# Where Madness Dwells

thick; Hardness 10, hp 60, Break DC 25, Open Locks DC 20.

**Strong Wooden Doors:** 2 in. thick; Hardness 5, hp 20, Break DC 25, Open Locks DC 21.

**NPCs:** The patients' information corresponds to their cell letter.

L. **Marba** (female human Com1; Craft (gem-cutting) +2) Believes that she was ravaged by a balor. Kneeling on her slab, she screams uncontrollably about the horrors she has seen.

M. **Max Orwelian** (male human Com1; Profession (bookkeeper) +2) Very depressed and suicidal. He was convicted of embezzlement. He tries to grab at the PCs when they pass by, trying to convince them that he is innocent and pleading for his release. "You don't understand, I'm innocent. You have to get me out of here. Bad things . . . happen here. They change you." If he continues much longer, the guards bang on his cell with their saps, shouting at him to stop harassing the visitors. The guards claim that he is insane, and should be ignored.

N. **Kazzmella** (female human Exp1; Profession (tanner) +2) Kazzmella believes she is invisible. She stands in the center of her cell, looking at her hands as if she can see right through them. If questioned by the PCs, she remarks "They can't see me . . . the men with horrible eyes . . . they try, but they can't see me. They see you, though . . . always you."

O. **Carl Czmaska** (male human Com1; Profession (fisherman) +2) A recovering narcotic addict, who harasses the PCs for something called "greenwort". "I can't take it anymore," he says, "all day the screams, all night . . . the horrors. I need to take the pain away. I need to get free."

P. **Empty.** Large bloodstain in the center of the cell. Cell door is open.

Q. **Marco Oleppa** (male human Com1; Bluff +2) Roams about his cell eating bugs and complaining about their "freshness". "It's all tainted," he says, "everything they touch is ruin." He approaches the PCs, grinning with bugs stuck in his teeth, and warns them not to make trouble. People have been known to disappear for less, he tells them.

R. **Gorslag** (male half-ogre) A huge half-ogre sits on his slab, muttering incoherent non-

sense. He holds his head, scratching what looks to be an old scar running across his forehead. He appears to have no memory of how he got here, but in his throaty ramblings he mentions something about "watery voices".

S. **Garek Trenves** (male half-elf War1; Jump +3) A tall, well built elf, sporadically scratches his skin screaming, "Get them off me!"

T. **Empty.** There appears to be some work being done on this cell. The crude privy is torn apart, and a large hole leading down into darkness is visible. The cell door is open.

U. **Empty.** Scraps of rotten food litter the floor, being feasted upon by rats. Cell door is locked.

V. **Val Overran** (male human Com1; Forgery +1) A naked & very hairy man paces this cell, growling savagely and salivating. He believes that he suffers from lycanthropy.

## 3. Visiting Room

Tattered and stained cotton pads haphazardly cover the walls and door of a small, practically empty room. The chamber's meager furnish-



# Chapter III: The Asylum

ings consist of two wooden chairs that face one another in the center of the room. Iron shackles and leather wrist restraints have been bolted onto the arms and legs of the chair furthest from the entrance.

The visiting room is currently unoccupied. Patients are restrained prior to the commencement of any visitation, and all visitations are continuously monitored by one of the asylum's guards. All visitors' weapons, armor and any other device or substance that is deemed harmful are removed and secured in a locker in the Reception Area until they are ready (or forced) to leave. Visitations are immediately terminated if the patient or visitor is clearly agitated or behaving in a violent manner.

**Development:** If the PCs gained access by claiming to be visitors for one of the patients, only one of the PCs is allowed in the visiting room with the patient. The remaining party members are asked to remain in the hall until the visitation ends. If the patient has no knowledge of the PC or appears disturbed by the intrusion, the guard removes the PC from the room and escorts that person and his group to the front door. Mr. Strogg escorts the visitors out the front door, by force if necessary.

## 4. Cellblock V (EL 6)

A great wailing can be heard echoing through the halls, and a strange feeling of dread washes over you. A few moments after it begins four guards rush up the hall towards you. "We're sorry," they explain, "but there's, ah, a small—we've got a bit of a problem. We really need for you folks to leave while we get it under control."

**Development:** If asked, the guards agree that the PCs can return later in the day. The guards will not answer any questions concerning the nature of the disturbance, on account of protecting patient privacy. If the PCs prove resistive, the guards will call for help, causing five to ten additional guards to come running to help. The guards will try to physically remove the PCs from the asylum, but will not attack unless provoked. If the confrontation does result in a fight, one guard will run for help, calling an additional ten guards, and fetching the city militia. Once combat is joined, the guards and militia will not cease until the entire party is either killed or subdued. If the guards win, and none of their number were killed, they will

simply dump the PCs outside the asylum's gate. If the PCs killed any guards or militia, they will be stripped of all they own, separated from each other, and thrown into Niarva's harsh prisons, to be forgotten. If Noric Chaunnor is with the party, he will strongly encourage them to comply with the guards.

**Asylum Guards (4), male humans War3:** CR 2; Medium Humanoid (5 ft. 8 in., 6 ft., 6 ft. 3 in., 5 ft. 9 in.); HD 3d8+3; hp 22, 20, 19, 18; Init +1; Spd 30ft.; AC 15 (+4 armor, +1 Dex); Atk +4 melee (1d6+1/crit x2, subdual, sap) or +4 melee (1d6+1/crit x2, light flail); AL LE; SV Fort +4, Ref +2, Will +1; Str 13, Dex 13, Con 12, Int 13, Wis 11, Cha 10.

*Skills and Feats:* Intimidate +4, Jump +4, Sense Motive +2, Spot +3, Swim +2, Expertise, Improved Disarm, Improved Trip.

*Possessions:* a key ring with three keys, one for encounter area 1, one master key for the cells and another key for area 3, chain shirt, sap, light flail, 17 gp each.

**Tactics:** The guards prefer to disarm their opponents with their flails. They receive a +2 attack bonus on any opposed Disarm check. If the PCs choose to fight the guards and succeed in killing or subduing them, more guards in groups of four or more will track down the PCs and forcibly eject them from the asylum.

As the PCs leave the asylum, one of them hears an unearthly, watery voice in their mind, calling out their name.

**Development:** Once outside the asylum, the party is free to explore the town. If he is with them, Noric will take his leave of the party, with plans to meet them at the asylum gates early the following morning.

If the PCs do return the next day, the guards at the front gate inform them that the asylum is temporarily closed for "repairs." The guards will give this excuse every time the PCs return.

There are two options at this point: One is for the PCs to find Kraaven and covertly sneak into the asylum from the sewer system below, and the other option is for the party to simply return during the night, when the guards are not present. Either choice presents its own challenges.

## PART IV: THE ASYLUM REVISITED

### A. The Front Gate

A massive, thirty-foot high solid brick structure stoically observes the dark, eerie thoroughfares around the asylum. Heavy, oak doors and multiple iron locks secure the numerous closed shops lining the quiet streets around the asylum. Every now and then, the distant flicker of a torch or the echo of breaking glass resonates from one of the many nefarious alleys in the vicinity. A malodorous breeze wafts through the deserted streets; its foul stench bearing the unmistakable odor of rotting flesh. Despite the thick layers of gangly, parasitic vines covering most of the asylum's brick façade, an occasional, agonizing shriek escapes its stifling walls. Ten feet from the exterior walls, a series of black, interconnecting, wrought iron poles surround the building. The poles ascend twenty feet before culminating in jagged, but sharpened points. Two large partitions built into the foreboding fence hang gingerly from their rusting hinges, tightly conjoined by a complex locking mechanism. A chipped, stone staircase escorts visitors from the locked gate to the sturdy, wooden doors. Thick tufts of aggressive green and brown weeds grow unabated from the building's exterior to the base of the wicked iron fence, which stands unguarded in the night.

Witten Asylum is a very different place at night. The asylum staff lock the front gate and bar the door after accounting for all of the outgoing staff members. Little activity occurs in the area after dark, allowing the party an unobserved approach to the asylum's gate.

**Setting the mood:** During the night hours, Witten Asylum is a place of delusion and fear. Strange noises and crippling feelings of dread haunt nearly every section of the complex. The sound of claws scrambling across stone, horrible shrieks and guttural moans are not uncommon. The existence of the mind flayers should remain a mystery, with the first appearance of them coming as a frightening reality. Adding to this atmosphere of dread is the existence of a portal into an unknown and chaotic realm, one whose very existence threatens to tear the fabric of reality asunder. As the journey through Witten Asylum nears its end, the PCs will

be faced with a horror unlike anything they have ever faced, and some of them might very well not survive.

### Lucas' Lawmen (EL 8)

The gang of vigilantes patrolling the area can locate the party on a successful Spot check (DC 25) or a successful Listen check (DC 27). (See the vigilantes' statistics below). This check should be made every round while the party is within ten feet of the fence or on the asylum's grounds. Exceptionally loud noises such as breaking down the gate immediately notify the vigilantes of the party's presence.

If the vigilantes detect the party, use the following description.



Five flickering torches steadily move through the eerie twilight. Five human males wearing hide armor bear the torches in their outstretched arm while tentatively grasping splintered clubs in their other hand. A tall, lanky half-elf with flowing red hair, green eyes and untrimmed sideburns hurriedly marches ahead of the group. He wears a suit of leather armor beneath a sleeveless maroon shirt. A weathered, brown belt supports his maroon pantaloons and also holds a sheathed rapier and a dagger. "Come men," one of them shouts, "the asylum is in peril! Lucas' Lawmen to the rescue!"

**NPCs:** Lucas Bulvin leads his band of vigilantes affectionately known throughout Niarva as Lucas' Lawmen. His relentless interrogations and confrontational demeanor subtly belie his wanton lust for violence and power within the city's vigilante hierarchy. His marginally trained followers, however, do not share his ideas. Receiving lucrative bribes and payoffs interest them far more than death. Lucas realizes his subordinates' shortcomings; therefore he tries to force his opponents' hand through the use of veiled threats and taunts in

# Chapter IV: The Asylum Revisited

order to provoke an armed conflict. If unsuccessful, Lucas reluctantly suggests a substantial bribe, (approximately thirty gold pieces per person), in return for quietly forgetting the disturbance.

Lucas and his Lawmen's full statistics are described in detail in **Appendix I: Primary NPCs** found at end of the module.

**Fence:** Scaling the fence requires a successful Climb check (DC 15).

**Iron Gate:** 2 in. thick; Hardness 10; hp 60, Break (DC 28); Open Lock (DC 23).

## B. The Courtyard at Night (EL 7)

A chill fog, floating waist high, hangs in the air, adding to the mounting feeling of dread that surrounds the asylum. In the night, a deathly calm descends upon Witten, shattered only occasionally by a strange howl or a sudden piercing scream. Dark shapes can be seen stalking the courtyard, moving from shadow to shadow.

A pair of shadow mastiffs patrol the courtyard during the night, keeping would-be trespassers at bay.

**Shadow Mastiff (2),** CR 5; HD 4d8+12; hp(30; Init +5 (+1 Dex, +4 Improved Initiative); Spd 50 ft.; AC 14 (+1 Dex, +3 natural); Atk Bite +7 melee; Damage 1d6+4; Face/Reach 5 ft. by 5 ft./5 ft.; SA Bay, trip; SQ Shadow blend, scent; AL NE; SV Fort. +7, Ref +5, Will +5; Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 13.

*Skills and Feats:* Listen +8, Spot +8, Wilderness Lore +7\*; Dodge, Improved Initiative

**Bay (Su):** When a shadow mastiff howls or barks, all creatures except evil outsiders within a 300-foot spread must succeed at a Will save (DC 13) or become panicked for 2d4 rounds. This is a sonic, mind-affecting fear effect. Whether or not the save is successful, an affected creature is immune to that mastiff's bay for one day.

**Shadow Blend (Su):** During any conditions other than full daylight, a shadow mastiff can disappear into the shadows, giving it nine-tenths concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, will.

**Trip (Ex):** A shadow mastiff that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the shadow mas-

tiff.

**\*Skills:** A shadow mastiff receives a +4 racial bonus to Wilderness Lore checks when tracking by scent.

## C. The Front Door

The asylum's two heavy wooden doors stand closed and locked. The parasitic vines appear to have grown thicker about the doors, snaking across them as if attempting to contain whatever lies on the other side.

**Wooden Doors:** 2 in. thick; Hardness 5; hp 20, Break (DC 25); Open Lock (DC 26).

### 1. Reception Area

The reception area appears much as it did earlier in the day, except that it is now unguarded. Neither Mr. Strogg nor his dogs are present. The patient registry book is also missing.

The Reception area is no different than before. Mr. Strogg, his dogs and his book are absent from the room, but his light mace has been left behind, resting against the podium as it did before. At night, the asylum is nearly abandoned, as the guards and most of the staff refuse to stay past sundown. Strange sounds come with the night, and people have begun to go missing.

**Special Encounter (EL 7):** During the night, a flesh golem aimlessly roams the halls of Witten Asylum. The PCs have a 1 in 6 chance per turn of running into this creature while exploring the asylum at night. The flesh golem can appear in any hall section of the asylum, and on any floor. When the golem appears for the first time, read the following to the players:

At the end of the corridor, a monstrous silhouette stands motionless, as if it has just appeared out of nowhere. It utters a low, guttural groan and charges straight ahead.

**Flesh Golem (1),** CR 7; Large Construct; HD 9d10; hp 49; Init -1 (Dex); Spd 30 ft. (can't run); AC 18 (-1 Size, -1 Dex, +10 natural); Atk 2 slams +10 melee; Damage Slam 2d8+5; Face/Reach 5 ft. by 5 ft./10 ft.; SA Berserk; SQ Construct, magic immunity, damage reduction 15/+1; AL N; SV Fort +3, Ref +2, Will +3; Str 21, Dex 9, Con



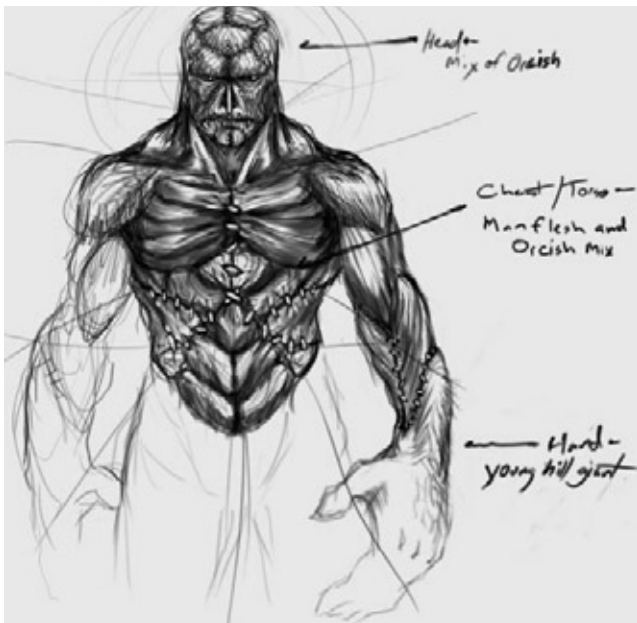
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—, Int —, Wis 11, Cha 1.

**Berserk (Ex):** When a flesh golem enters combat, there is a cumulative 1% chance each round that its elemental spirit breaks free and goes berserk. The uncontrolled golem goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no living creature is within reach, then moving on to spread more destruction. The golem's creator, if within 60 feet, can try to regain control by speaking firmly and persuasively to the golem, which requires a successful Charisma check (DC 19). It takes 1 minute of rest by the golem to reset the golem's berserk chance to 0%.

**Construct:** immune to mind-influencing effects, poison, disease, and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Magic Immunity (Ex):** Flesh golems are immune to all spells, spell-like abilities, and supernatural effects, except as follows. Fire- and cold-based effects *slow* them (as the spell) for 2d6 rounds, with no saving throw. An electricity effect breaks any *slow* effect on the golem and cures 1 point of damage for each 3 points of damage it would otherwise deal. For example, a flesh golem hit by a *lightning bolt* cast by a 5<sup>th</sup>-level wizard gains back 6 hit points if the damage total is 18. The golem rolls no saving throw against electricity effects.



## 2. East Hall and Cells

An incoherent babbling sound can be heard echoing faintly down the length of the corridor. Several of the torches have gone out, casting much of the hallway into darkness.

The door leading into area 13 is locked and barred from the other side. The door cannot be unlocked from the players side, only broken down.

**Wooden Door:** 2 in. thick; Hardness 5; hp 20; Break DC 23

## 3. Visiting Room (EL 3)

Something terrible must have happened in this room. There are two chairs in the center of the floor, broken apart, splintered wood fragments scattered about the room. Large stains spatter the walls, giving the appearance of bloodied hands streaking across the walls. The floor is sticky with patches of wet blood.

After the PCs left the asylum earlier in the day, one of the more volatile patients went through a violent psychotic episode, beating his fists and face off the walls of his cell. After being brought into this room for “therapy,” he attacked and chased the doctor out of the room and continued to mutilate himself until he died from excessive blood loss. He now haunts this room as an allip, a ghost of tortured madness.

**Allip (1),** CR 3; Medium-size Undead; HD 8d12; hp 52; Init +5 (+1Dex, +4 Improved Initiative); Spd Fly 30 ft. (perfect); AC 15 (+1 Dex, +4 deflection); Atk Incorporeal touch +3 melee; Damage Incorporeal touch 1d4 permanent Wisdom drain; Face/Reach 5 ft. by 5 ft./5 ft.; SA Babble, Wisdom drain, madness; SQ Undead, incorporeal, +2 turn resistance; AL NE; SV Fort +1, Ref +2, Will +4; Str —, Dex 12, Con —, Int 11, Wis 13, Cha 18.

**Skills and Feats:** Hide +8, Intimidate +11, Intuit Direction +4, Listen +7, Search +7, Spot +7; Improved Initiative

**Babble (Su):** An allip constantly mutters and whines to itself, creating a hypnotic effect. All sane creatures within 60 ft. of the allip must succeed at a Will save (DC 16) or be affected as though by a *hypnotism* spell for 2d4 rounds. This is a sonic, mind-affecting compulsion. Opponents who successfully save cannot be affected by the same allip babble for one day.

# Chapter IV: The Asylum Revisited

**Incorporeal:** Can be harmed only by other incorporeal creatures, +1 or better weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

**Madness (Su):** Anyone targeting the allip with a mind-control or telepathic ability makes direct contact with its tortured mind and takes 1d4 points of temporary Wisdom damage.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Wisdom Drain (Su):** Those whose Wisdom is reduced to 0 by the allip become helpless until at least 1 point of Wisdom is restored.

## 4. Cell T (Ascension from the Sewers)

You emerge from the filth into a location you remember seeing earlier in the day. You have just crawled from a large hole that used to be a patient's privy, in the cell right by where you were asked to leave earlier by the guards. Out in the hallway, everything appears much as it did before.

## 5. West Hall and Cells

Large green patches of mildew, stagnant puddles of dark water and a slimy residue coat the unpolished stone walls of the long & narrow corridor. Plumes of black soot from a series of torches ensconced on the walls provides the corridor's dim illumination. Painful shrieks and tortured cries emanate from a number of simple, ten foot square cells that line the south and west sides of the corridor.

Separated from the corridor by an iron-bar door, each dank cell contains a damp, stone slab that apparently serves as a bed. A small, warped wooden footlocker sits at the foot of each slab, and a simple wooden box with a six inch diameter circular hole on its lid lurks in the corner. Filthy atrophied arms wiggle through the confining iron bars groping any unwary passerby, while other malnourished occupants stare catatonically at their bleak surroundings. Most of the patients wear insect ravaged rags or makeshift pieces of spare cloth and linen.

This hall is the mirror of the East Hall and Cells encounter area from Section 1.

**NPCs:** The patients' information corresponds to their cell letter.

- A. **Harvey Grunspringer** (male human Com 1; Profession (cook) +2) Old toothless man with long matted white hair, sitting in a corner mumbling incoherent nonsense and pulling out his hair in bloody clumps. Upon noticing the party he shambles to the bars. Pointing at the ceiling he asks if the party has come from "up there," and if they can please lead him into the kitchen to prepare dinner for the queen.
- B. **Onina** (female human Com 1; Craft (weaving) +2) Nearly bald with only a few strands of dirty blond hair, she believes she is royalty. Sits on her slab, combing her remaining hair with a broken fork and pretending to sip tea from an imaginary cup. She says that she needs to get ready for the ritual, because they'll be coming for her soon.
- C. **Thrumbar Ripplesnout** (male dwarf War 1; Craft (gemcutting) +2) Standing in the center of his cell in a catatonic state, staring blankly ahead through the iron bars and drooling.
- D. **Empty.** Cell door is locked.
- E. **Severus Salinius** (male human Com 1; Diplomacy +1) Kneeling on his slab covered with open wounds, carving various strange designs into his flesh with a piece of broken pottery. He believes these to be "magic runes" which will protect him. If questioned by the PCs, he will explain that he saw the runes on "the portal" and believes that something terrible is coming. "I must be ready . . . the tentacled men will be back, I must be ready."
- F. **Layerl Atrissian** (female elf Com 1; Craft (weaving) +2) A very attractive female elf paces this cell. A Knowledge: Religion check (DC 20) will reveal that she is possessed by a malignant spirit from some unknown realm. She will attempt to lure the PCs into her cell, promising her "company" if only they were to release her. When she is denied, she shrieks and moans, speaking in demonic tongues. After several moments, she begins to claw at her arms, spilling her blood feverishly.

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- G. **Alonna Tre** (female human Com1; Intimidate +2) A severe anorexic with torn clothing and her ribs showing. She is sprawled in a corner, vomiting blood and other bile. When the PCs approach, she looks up, covered in vomit, and whispers "I'm so hungry . . ."
- H. **Empty.** Cell door is locked.
- I. **Empty.** Cell door is open. A trail of blood, still wet, leads out of the cell.
- J. **Gyl Bates** (male human) A short man with rat-like features, has delusions that he is very rich and will one day rule the world. He offers to buy his way out of the asylum to anyone who approaches his cell, claiming that he secretly runs the entire city and can pay any price. This, of course, is far from true.
- K. **Frederick Keylorn** (male human Com1; Profession (bricklayer) +3) Cowering in the corner, shaking violently and muttering helplessly, "Don't let them take me . . . they come for us at night. Two of them. They call to me in my mind, I see them in my nightmares. I can see the portal opening . . . oh god, I see what's coming!" Clutching his hands over his face, he utters a terrible scream as he attempts to claw out his own eyes, blood flowing down his face.

In the dark corner beside cell K, two guards lay slumped against the wall, their heads lolled forward. If the PCs inspect the bodies more closely, they will see lines of blood draining from their closed eyes, nose and ears, their mouths open in stillborn screams. *Possessions:* a key ring with three keys, one for encounter area 1, one master key for the cells and another key for area 3, chain shirt, sap, light flail, 17 gp each.

## 6. Storage Closet (EL 10)

The door to this room is blocked with nearly a dozen hastily nailed together wooden planks. The planks themselves are old and worn, and have begun to split under years of pressure.

Upon a successful Spot check (DC 5) the PCs will find dried blood staining the wood, and clumps of hair caught under a few of the bent nails. Also, the locking mechanism on the door has been broken, leaving only a small hole where the locking bar once was.

Upon a successful Listen check (DC 10) the PCs will discern a strange groaning sound coming from somewhere beyond the door.

**Wooden Door:** 4 in. thick; Hardness 8; hp 30, Break (DC 25). The increased toughness of the door is represented by the many 1 in. thick wooden planks nailing the door shut.

If the PCs manage to break down the door, read the following description:

The interior of this room carries a foul stench. The walls are thick with black soot, and random markings trace chaotic patterns through the grime. The floor is sticky with dried patches of what looks to be blood, and an old access door in the floor along the opposite wall is heavily barred and chained shut.

**Iron Door:** 2 in. thick; Hardness 10; hp 60, Break (DC 28); Open Locks (DC 28).

If the PCs manage to break or unlock the access door, read the following description:

A passage into complete darkness opens up before you. Somewhere in the inky dark, horrid groans and wet, gurgling sounds can be heard. The smell is nearly unbearable, the stench of age-old decay and rot.

The room below the door has a 10 ft. drop until reaching the floor, which is thick with gray slime.

Lighting a torch or casting a *light* spell will reveal the following:

Under the glow of the light, several undulating, amorphous shapes can be seen lurching about the room beneath you. Dozens of slimy gray tentacle stalks slither disgustingly across the stone floor as the creatures groan and hiss at the light.

The creatures are chaos beasts, the last remnants of the mind flayers' experiments to manipulate life. Years ago, the mind flayers first began to seal away their more bizarre creations in this unused storage area. After years of imprisonment and madness, the abominations began to devolve into

# Chapter IV: The Asylum Revisited

chaos beasts, creatures of absolute torment. These creatures fed on each other for many years, until now only three of the horrors remain.

**Chaos Beast (3)**, CR 7; Medium-size Outsider; HD 8d8+8 hp 44; Init +5 (+1Dex, +4 Improved Initiative); Spd 20 ft.; AC 16 (+1 Dex, +5 natural); Atk 2 claws +10 melee; Damage Claw 1d3+2, corporeal instability; Face/Reach 5 ft. by 5 ft./10 ft.; SA Corporeal instability; SQ SR 15, immune to transformation, immune to critical hits; AL CN; SV Fort +7, Ref +7, Will +6; Str 14, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

*Skills and Feats:* Climb +12, Escape Artist +11, Hide +10, Jump +10, Listen +9, Spot +9, Tumble +10; Dodge, Improved Initiative, Mobility

**Immune to Transformation (Ex):** No mortal magic can affect or fix a chaos beast's form. Effects such as *polymorph* or petrification force the creature into a new shape for a moment, but it immediately returns to its mutable form as a free action.

**Corporeal Instability (Su):** A blow from a chaos beast can cause a terrible transformation. A living creature must succeed at a Fortitude save (DC 15) or become a spongy, amorphous mass. Unless controlled through an act of will, the victim's shape melts, flows, writhes, and boils.

The affected creature is unable to hold or use any item. Clothing, armor, rings, helmets, and backpacks become useless. Large items—armor, backpacks, even shirts—hamper more than help, reducing the creature's Dexterity score by 4. Soft or misshapen feet reduce speed to 10 feet



or one-quarter normal, whichever is less. Searing pain courses along the nerves, so strong that the creature act coherently. It cannot cast spells or use magic items, and it attacks blindly, unable to distinguish friend from foe (–4 penalty to hit and a 50% miss chance, regardless of the attack roll).

Each round the creature spends in an amorphous state deals 1 point of permanent Wisdom drain from mental shock. If the creature's Wisdom score falls below 0, it becomes a chaos beast itself.

A creature with a strong sense of self can regain its own shape by taking a standard action to attempt a Charisma check (DC 15). A success reestablishes the creature's normal form for 1 minute. On a failure, the creature can still repeat the check each round until successful.

Corporeal instability is not a disease or a curse and so is hard to remove. A *shapechange* or *stoneskin* spell does not cure the afflicted creature but fixes its form for the duration of the spell. A *restoration*, *heal*, or *greater restoration* spell removes the affliction (a separate *restoration* is necessary to restore any lost Wisdom).

**Treasure:** The following items can be found scattered about the room, the remnants of past victims of the chaos beasts: a length of hemp rope (50 ft.), a set of thieves' tools, two longswords, a broken quarterstaff, nine arrows, a pair of black leather gloves, as well as an assortment of shoes, undergarments and mundane clothing items. Most of the items are still moist with gore. The thieves tools are worth 30 gp, the two longswords are worth 15 gp each, and each of the arrows are worth 1 gp. The black leather gloves are in fact *Gloves of Dexterity* (see **Appendix II: Magic Items** for complete statistics).

The PCs can choose to either brave the room below or leave the area, in which case the chaos beasts will attempt to escape their dark prison within 2 rounds, having caught the PCs' scent. Once they are free of the room, they become a random encounter on the first floor of the asylum. From this point on, unless they have vanquished the creatures, the PCs will have a 1 in 8 chance per turn of encountering each of the beasts in the halls.

**Setting the mood:** From this point on, as long the PCs remain on the first floor, a sense of dread should follow them. Wet gurgling sounds, hissing, and dragging chains are just a few ways to instill

this atmosphere.

## 7. West Corridor

Muffled screams of pain and anguish hang in the air of this polished sandstone corridor. Three wooden doors are clearly visible, two on the south wall and a third opposite the entrance. Although not entirely certain, it seems a fair guess that the tortured cries originate from behind one of the doors on the south wall, while a visible keyhole can be observed on the other south door.

The westernmost door on the south wall opens very easily. The other south door is locked (Hardness 5; hp 10, Break DC 23, Open Locks DC 20). The door on the east wall (Hardness 5; hp 10, Break DC 13) also requires some effort to open, but it is not locked. Anyone listening at the door leading to encounter area 8 verifies it is the source of activity.

## 8. Major Infirmary (EL 6)

Two bulls-eye lanterns suspended from the ceiling aim directly at one of three wrought iron beds that rest flush against the far wall. Thick, obtrusive leather restraints attached to the bedposts tightly tether a badly injured human female to the bed. Blood streams profusely from a serious laceration across her forearm, as she writhes and screams in agonizing pain. An obese, human female wearing a butcher's apron and holding a length of coarse black thread attached to a barbed fishing needle douses the woman's open wound with some unknown colorless liquid.

A tall, bronze coat rack converted into a portable stand supports a tarnished metal tray that rests slightly above the patient. The tray contains a variety of primitive, barbaric surgical instruments as well as a half-empty bottle of the colorless liquid. Visible in the near corner of the room is a steel cabinet with two locked drawers. Dried blood covers most of the floor, forming a sickening, sandy paste.

The woman in the apron is Dolores Jevasic, the asylum's chief surgeon and a priestess of Wee Jas. Dolores intently continues her work, requiring a successful Spot or Listen check (DC 10) in order

to detect an intruder. If she discovers one or more of the PCs, she ignores her patient and immediately calls for the guards. The guards will not show because they are both unconscious outside in the hall. After a short period of time, Dolores takes up the two daggers concealed behind her apron and attacks the PCs.

The surgical instruments on the tray include a scalpel, forceps, sutures, needles, cotton pads, a hand drill and a small chisel. The glass bottle contains wood alcohol. The patient restrained to the bed injured herself trying to reach through the jagged bars of her cell. She is Tatiana Borashevsky.

**Steel Cabinet:** (1 in. thick; Hardness 10; hp 30, Break DC 28, Open Locks DC 20).

The steel cabinet has two side by side drawers held closed by the same lock. The cabinet's contents are described under **Treasure**.

**Treasure:** On the shelf behind the left drawer is a bottle of wood alcohol, a spool of coarse black thread, three spools of cotton linen and two dozen pins. The shelf behind the right drawer holds 4 ceramic vials. The vials are *potions of remove disease, cure light wounds, cure moderate wounds and cure serious wounds*. The caster level of the potions is 6<sup>th</sup>-level. The potions are used exclusively for the staff, as only the patients receive the "benefits" of Dolores' surgical skill.

**NPCs:** Although unaware of the mind flayers' existence, Dolores does have extensive knowledge of the entire second floor including Doctor Heraldus' quarters, Vunik's prison cell and the secret door in encounter area 22. She knows that Doctor Illhausen is alive, but completely insane. Dolores does not willingly reveal any information and fights to the death unless subdued or otherwise incapacitated.

Tatiana loses consciousness from her extensive blood loss and is incapable of answering any questions.

Dolores Jevasic and her patient's full statistics are described in detail in **Appendix I: Primary NPCs** found at end of the module.

## 9. Doctor Jevasic's Quarters (EL 2)

Although fairly dark, the corridor's illumination provides enough dim light to distinguish the features of a spacious bedchamber. Pre-

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sumably the room's internal source of illumination, an unlit, four-foot high bronze candle stand sculpted to resemble a voluptuous human female is located just inside the entrance behind an upholstered cedar chair. A wondrous bookcase standing nearly four feet high encompasses almost the entire eastern wall. Its ebony stained pine shelves hold at least one hundred tomes and volumes. Flush against the room's far wall is a magnificent, four post canopy bed adorned in extraordinary, silk sheets and an expertly crafted bear fur. To the bed's left stands a mahogany armoire with gilded doors. The doors are slightly ajar unveiling an assortment of gray robes and other expensive clothing. A lonely, iron reinforced, wood chest rests on the floor near the armoire.

Doctor Jevasic spares no expense to provide herself with as much luxury as her stay in the asylum allows. The bronze candle stand does provide the room's illumination, especially when she reads her numerous tomes. A quick perusal through the books discovers that the books are largely healing tomes and discussion on medicine.

**Trap:** A *glyph of warding* protects the chest, unleashing a sonic blast at anyone that opens the chest.

*Glyph of Warding:* CR 2; 5-ft. sonic blast (5d6 points of damage); Reflex save for half damage (DC 15); Search (DC 28); Disable Device (DC 28).

**Chest:** 1 in. thick; Hardness 5, hp 15, Break DC 23.

**Treasure:** Each of the room's 114 books weighs 1 pound and is worth 1 gp. The bronze candle stand weighs 20 pounds and is worth 50 gp. Doctor Jevasic's clothing includes four embroidered gray robes, a red silk kimono bearing a hand painted dragon emblem as well as an assortment of shoes, undergarments and mundane clothing items. The robes are worth 10 gp each, while the kimono is worth 100 gp. The silk sheets and the fur on the bed are worth 150 and 100 gp respectively.

*The chest contains 1,058 gp, 408 sp and 103 pp. Buried beneath the gold and silver pieces are a +2 buckler, four sleep arrows and a wand of flame arrow (22 charges).*

## 10. Staff Meeting Room

Six chairs surround a round oak table covered with loose sheets of parchment and soiled

ledger books. Two gilded oil paintings depicting a scholarly young man with thin, brown hair, round spectacles and a pale complexion face one another on opposite walls. The paintings are identical except the subject's background appears to be in a different setting. One of the paintings was completed outside along a busy thoroughfare, while the other seems to have been done in an indoor setting. Although chipped and weathered from age, the artistic quality of both portraits remains intact. There are also two doors in the chamber, another wooden door opposite the entrance and a second oak door on the south wall.

The staff uses the room to report any information obtained from the patients to Doctors Jevasic and Heraladus. The loose sheets on the table are this week's reports on the patients. A successful Search check (DC 22) reveals that one of the ledgers contains a brief entry on Vunik. The entry states, "Vunik seems to be doing well, despite his gross incompetence". Doctor Heraladus signed the entry two days ago.

Doctor Illhausen commissioned the self-portraits almost forty years ago for the worldly sum of 150 gp each. Careful study reveals that the asylum is the backdrop for the painting with the urban background, while the main corridor is the setting for the portrait with the interior background. If sold at today's market, either painting may be worth between 30 gp and 50 gp.

Both doors open easily, and no audible sounds can be heard behind either door.

## 11. East Corridor

In sharp contrast to the previous corridor, the walls and floors of this polished sandstone corridor are meticulously maintained. Wooden doors are visible on the south and east walls.

Both doors are unlocked and easy to open.

## 12. Dining Room

Four long wooden tables partially covered by a simple, black linen cloth occupy most of this large dining area. Six chairs surround each table. A large iron chandelier suspended from the ceiling by a wrought iron chain brightly illu-

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minates the entire chamber. A drawn black curtain partitions one of the far corners of the room from the dining area, although the curtain does not alleviate the terrible stench emanating from that area of the room.

A huge cupboard teeming with chipped and warped wooden bowls and mugs stands near the open counter. Further along the same wall is a thin, poorly constructed wooden sliding door.

The black curtain in the far corner of the room conceals the staff's personal privy. The privy is a simple device consisting of a tall wooden crate with a six-inch diameter hole cut through the drop. A steel bucket sits beneath the hole.

The cupboard along the far wall holds forty-three wooden bowls and mugs used by the staff and patients alike. The cupboard has a single drawer that holds another forty-five round wooden spoons.

The door leading to the kitchen slides open easily.

## 13a. Kitchen

Resting atop a large coal grill is a massive iron kettle filled with a strong garlic scented broth. Three small iron rings are set into the floor, each attached to a length of heavy chain shackles. Along the wall are four rows of shelves lined with a variety of spices, fruits, vegetables, dried meats, flour and other cooking ingredients. Two large barrels stand at the far end of the kitchen.

The sliding panel opens from this side, allowing counter access from the kitchen into the dining room. Meals are ladled into wooden bowls and left on the counter for the staff to distribute to themselves and the patients. Meals are often served to the patients an hour before visiting time, two in the afternoon and an hour after visiting hours. Staff meals are served throughout the day.

The mixture in the iron kettle is a garlic based vegetable stew that actually tastes fairly good, although it has a very pungent aroma. The shelves along the back walls hold a wide assortment of food products, all of which are remarkably fresh. Dirty wooden bowls and leftover food products float on top of one of the barrels, while the other

barrel holds clean water.

## 13b. Food Storage Area

This dusty, dimly lit 10' by 10' room is filled with all manner of foodstuffs. Giant bags of flour, barrels of mead, various spices and crates of salted meats line the walls. A small wooden trap door sits in the center of the floor.

The trap door leads down into a refuse area in the sewers beneath the asylum. If the PCs came up from the sewers by way of this door, proceed as normal. If the PCs entered the asylum by another means, and choose to explore the area beneath the trap door, proceed to *Chapter II, Part 2: Into the Sewer, section h* and follow the sewer system map provided at the end of this module.

## 14. Staircase

A sandy flight of stone stairs ascends in a semicircular fashion before ending in a heavy, wooden door with a small, roughly eye level, sliding panel built into it. Thin beams of light escape beneath the door.

The dark staircase leads to the asylum's last line of defense against intrusion. The guards use the sliding panel in order to verify the identity of anyone attempting to gain access to the asylum's upper levels, yet there are no guards apparent this night.

The sliding panel's dimensions are 4 in. high and 10 in. long. The wooden door is heavily barred from the opposite side.

**Sliding Panel:** 1 in. thick; Hardness 10; hp 5.

**Wooden Door:** 2 in. thick; Hardness 5; hp 20, Break DC 25.

## 15. Guard Chamber

Partially open wooden crates teeming with new wool blankets, white linen shirts, spices, tools and food stuffs are being utilized as rudimentary chairs and couches that occupy a large portion of the chamber. Two flickering torches create random shadows within the room. Through the maze of obstacles, the outline of a wooden door on the opposite wall is barely visible.

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The crates contain most of the asylum's supplies including food, textiles and construction materials such as masonry and carpentry tools. The northeast and southwest corners of the room are completely inaccessible for combat purposes. Anyone moving at greater than half their speed must make a Reflex save (DC 10) or slip and fall.

**Treasure:** One of the crates contains 145 gp as well as a set of keys for all of the locks on the first floor.

**Wooden Door:** 1 in. thick; Hardness 5; hp 10, Break DC 16.

## 16. Upper Corridor

Despite the lack of a visible source, the entire expanse of this polished sandstone corridor remains well lit. The corridor proceeds east and west for a short distance before both passages turn south. Wooden doors are present on both the east and west walls of the corridor. At the southern end of the hallway, the corridor stretches east and west. On the eastern wall there is an iron reinforced wooden door with a visible key lock. To the west a short extension of the hall extends to an iron reinforced locked wooden door. Just to the right of this door on the northern wall is another iron reinforced locked wooden door.

*Continual flame* spells provide the illumination for the corridor as well as remaining rooms on this and the next level. The west and east doors (Hardness 5; hp 10, Break DC 16) are both unlocked, but stuck. Sound cannot be detected behind either door.

A successful Listen check (DC 10) at the southeastern door (Hardness 5; hp 20, Break DC 25, Open Locks DC 22) reveals random footsteps behind the door. An *arcane lock* secures the southwestern door (Hardness 5; hp 15, Break DC 26), while the northern door (Hardness 5; hp 15, Break N/A) opens easily. A *knock* or successful *dispel magic* check (DC 18) negates the *arcane lock*.

## 17. Records Room

Weathered, dog-eared parchments and folders overflow from the open, retractable drawers of the four gray, steel filing cabinets crammed

flush against the walls. A dank, musty odor and speckled dust fill the air. Two wooden doors occupy the room as well.

The filing cabinets house forty years of the asylum's patient records. A quick scan through the bulky folders reveals a marked difference in the thoroughness and organization of the files. The oldest files are well-maintained, thorough case studies with complete diagnostic and treatment records. The later files, especially those completed over the past few years, are a poorly maintained series of patient anecdotes and medical hunches. Doctor Heraladus forged most of the patient records up until a few years ago; a fact that a successful opposed Forgery check verifies. Although most of the records are in chronological order, many are misplaced. A successful Search check (DC 21) uncovers Vunik's file, although it is empty except for one brief passage.

*The patient clearly suffers from some unknown mental disorder; but his boasts about his planar knowledge cannot be ignored. Despite the risks, this patient's tremendous potential must be explored more thoroughly. Recommend removal from general population to a more secure location.*

—Doctor Heraladus

The western door (Hardness 5; hp 15, Break 16) is stuck while the southern door (Hardness 5; hp 15, Break N/A) opens without difficulty.

## 18. Dissection Chamber

A foul stench resembling decayed vegetation lingers in the vicinity of an oval, stone pedestal that rests in the center of the room. Thick, pasty maroon blotches cover most of the pedestal's discolored opaque surface. Crude ink anatomical diagrams and sketches stretch across most of the walls, revealing a rudimentary but extensive knowledge of human physiology. Annotations and notes scribbled along the diagram's margins appear indecipherable. Just inside the entrance is a smoky quartz cabinet with a translucent locked door. Faintly visible behind the door is a small collection of beakers, jars, and trays, although the containers' contents remain uncertain.

The mind flayers dissect the more "interesting"



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patients in this crude autopsy room. Those suffering from especially strange fits of delusion or violence are the first to be examined. The oval pedestal measures six feet in length, four feet in width and stands just over four feet high. Dried human blood formed the pasty blotches found on the pedestal. The cadavers emitted the strange odor that permeates the room, especially around the dissecting table.

The sketches and diagrams are drawn on large sheets of vellum attached to the walls by masonry nails. Written in Undercommon although the alphabet used is Elven, the notes on the sketches describe the speculated functions of each organ and ascribe a name to each organ and organic system.

**Quartz Cabinet:** 2 in. thick; Hardness 8; hp 30, Break DC 28, Open Locks DC 22. Opening the cabinet reveals the following.

Tightly sealed jars and beakers contain an assortment of unusual grayish masses floating in a briny, gelatinous solution. Dried crusts of foreign matter stain over a dozen steel surgical instruments on a metallic tray. A small, black ledger book lies beneath the tray.

The jars and beakers inside of the cabinet store a number of human organs in a thick briny solution. A successful Knowledge (Nature) or (Arcana) DC 15 confirms this suspicion. The stains on the surgical instruments are the residues from previous autopsies.

The mind flayers cataloged more than 120 dissections performed over the last twenty years in the ledger book. Although most of the experiments appear barbaric, the mind flayers clearly display an increasing knowledge of human anatomy and physiology. Some of the experiments allude to the mind flayers' experimental creation of a human brain pool. The book is written in Undercommon as well.

## 19. Administrative Office (EL 1)

Two unlit, tarnished bronze candle stands flank a stately wooden desk and a high backed upholstered wooden chair. Carved from cherry wood, the desk and chair legs resemble giant lion paws. A small, vaguely humanoid creature with brown, toad-like skin and leathery bat wings

hovers a few inches above the desk. Thick bony ridges cover much of its back, and its sinister sneer unveils rows of thin, pointed teeth. A sizable bookshelf holding dozens of books and tomes spans most of the walls behind the desk. Roughly opposite the entrance is another wooden door.

Heraladus uses the office only on rare occasions, hence the lack of records or information available in the office. Beneath the desk's cover lies a small locked drawer (Hardness 5; hp 5, Break DC 15, Open Locks DC 16). The drawer's contents are described under **Treasure**. A total of forty-three books and tomes are housed on the bookshelf, largely discussing mental illness and herbalism. The books belonged to Doctor Illhausen; Doctor Heraldus has never opened them. A leather pouch inside the desk contains 195 gp and a 150 gp pearl. Heraldus uses the money to pay the asylum staff.

**Creature:** Doctor Heraldus recently created the homunculus flying just above the desk. The homunculus serves as a spy, telepathically communicating what it sees and hears to its master. The homunculus does not attack; instead it merely observes the party's actions and relays the information to Heraldus. If provoked, the homunculus flees or defends itself if flight is not an option. Killing the homunculus inflicts 2d10 points of damage to Heraldus.

**Homunculus (1):** CR 1; Tiny Construct (1 ft. 6 in. tall); HD 2d10; hp 13; Init +2 (Dex); Spd 20 ft., fly 50 ft. (good); AC 14 (+2 Dex, +2 size); Atk +2 melee (1d4 -1 and poison, bite); Face 2 1/2ft. by 2 1/2ft./0 ft.; SA poison; SQ construct; AL NE; SV Fort +0, Ref +2, Will +1; Str 8, Dex 15, Con —, Int 10, Wis 12, Cha 7.

**Construct:** Immune to mind-influencing effects, poison, disease, and similar effects. It is also not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Poison (Ex):** Those bitten by the homunculus must make a successful Fortitude save (DC 11) or sleep for 1 minute. The poison's secondary damage forces him to sleep for an additional 5d6 minutes.

**Tactics:** Heraldus immediately commences defensive actions, however his response depends primarily upon the party's actions. If he perceives

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them as an imminent threat, i.e. the party openly discusses leaving the office and heading to his chamber door, he casts defensive spells on himself. Otherwise, he summons monsters to hunt the party down while he casts defensive spells on himself. See **Appendix I: Primary NPCs** for Heraldadus' stats.

If Heraldadus summoned monsters to aid him, continue with the following description:

A soul-stirring howl fills the air, and a sound like claws scrambling over stone echoes throughout the surrounding area.

Each PC must immediately succeed at a Will save (DC 12) or take 1 point of temporary Wisdom damage. The save must be repeated for each hour of exposure to the howling. This is a sonic, mind-affecting attack; deafened creatures are not subject to it.

**Setting the mood:** From this point on, until the monsters catch up to the PCs in encounter area 21, the sounds of clacking claws and howling will continue to echo throughout the area. The PCs

may also notice long scratches (claw marks) running up the walls and across the ceiling, suggesting something terrible is now hunting them.

## 20. Heraldadus' Quarters

Strategically positioned just inside the entrance, three decorative, hinged lacquer panels obscure a majestic, alabaster-bathing vessel nearby. Four onyx legs support the vessel's weight. A strong aroma of olive oil and flowers emanates from almost a dozen open jars of perfume and cologne that rest on a small, malachite vanity with a spectacular silver mirror. The mirror's reflection bears the image of the teakwood armoire standing next to the vanity. Ornate carvings of battling dragons decorate the armoire's tightly closed doors. A wondrous silk canopy rises above the furniture, suspended by four ebony posts over a fur covered ebony bed. Silk sheets and pillows sharply complement the coarse, black fur covering most of the bed. On the far wall is a heavy wooden door.

Weighing 400 pounds, even dragging the bathing vessel requires a successful Strength check (DC



20). In order to use the bath, Dolores casts two *create water* spells, while Heraladus uses *burning hands* to heat the water. In exchange for her assistance, he allows Dolores to use the bathing vessel as well, thus explaining the perfume on the vanity.

The armoire's doors open without effort revealing four hand crafted robes, four sets of shirts and trousers, four pairs of shoes and a wide variety of other undergarments.

Heraladus hears any noise created by the PCs on a successful Listen check DC 13. This includes conversations, opening or closing of furniture, intense searches or other similar mundane actions with a decibel level roughly equivalent to conversation. Heraladus automatically hears combat, screams, and any attempts to break down the door, regardless of success or failure. Once aware of the PCs presence, Heraladus casts defensive spells on himself. If given enough time, he also summons monsters to appear just inside his laboratory door.

**Treasure:** The perfumes and colognes on the vanity table are worth a total of 250 gp. There are twelve jars in all as well as an ivory comb worth 225 gp. The clothing in the armoire is worth 200 gp while the silk sheets and bear fur on the bed is worth 150 and 125 gp respectively.

**Wooden Door:** (1 in. thick; Hardness 5; hp 15, Break DC 16)

**Secret Door:** Locating the secret door requires a successful Search check (DC 21). Once detected, the secret door opens without difficulty.

A successful Listen check (DC 16) detects movement behind the door.

## 21. Heraladus' Laboratory (EL 10)

Noxious plumes of burning sulfur and incense swirl through the air in a hypnotizing, rhythmic dance, delighting and stifling the senses. The caustic smoke emanates from a pair of smoldering crucibles that rest on a cluttered wooden table overrun by dozens of small beakers, jars and vials. A quill pen, bottle of black fountain ink and four sealed scrolls lay on a slate desk in a nearby corner with a four legged wooden stool tucked neatly beneath the desk. Two tiny mounds of rich red clay slowly spin on a nearby

pottery wheel. Resting flush against the far wall is a large reinforced wooden chest. A well stocked cedar bookcase sits just in front of the chest. Standing amidst these items is a middle aged human male with an olive complexion and thin brown hair. His blue and yellow streaked robe clearly betrays his gaunt frame, although a pair of ornate wrist guards is clearly visible beneath his sleeves. A golden ring sparkles on his left hand, while his robes fail to conceal the hilt of a sheathed dagger. A twisted smirk overcomes his contorted face as his steely eyes convey his intense resolve.

If Heraladus summoned monsters use the following description as the creatures have now caught up to the players.

Once again, a terrible howl descends upon the area. From behind you, claws clack slowly against the stone floor as two large demonic beasts enter the room, cutting off the only exit to the laboratory.

The beakers and jars on the oak table contain a varied assortment of spell components including unusual body fluids and parts, metals, alloys, plant materials and crafted items. Although the items have no monetary value, there are sufficient spell components to cast all of Heraladus' prepared spells.

Heraladus used the pottery wheel to craft the homunculus in encounter area 18. Before the intrusion, he was in the process of creating another homunculus.

Seventy-three books rest on the bookshelf along the far wall, primarily discussing arcane topics including the creation of magical robes (see **Appendix II: Magic Items**) and small constructs as well as a few volumes about planar travel and portals. A successful Search check (DC 20) discovers Heraladus' spellbook, a large, leather bound tome. The spell book contains all of Heraladus' prepared spells as well as another 2d6 spells of the GM's choosing.

**Chest:** 1 in. thick; Hardness 5; hp 15, Break (DC 23)

**Trap:** A *fire trap* protects the chest from unauthorized access. Any PC opening the chest springs

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the trap. *Fire Trap*: CR 5; 5-ft. radius centered on the chest (1d6+7 points of damage), Reflex save for half damage (DC 18), Search (DC 29), Disable Device (DC 29).

**Treasure:** The chest holds 4,783 gp, 3,455 sp and 322 pp. This is the asylum's treasury, representing its profits over the past twenty years after Heraladus and the mind flayers skimmed their share from the fund.

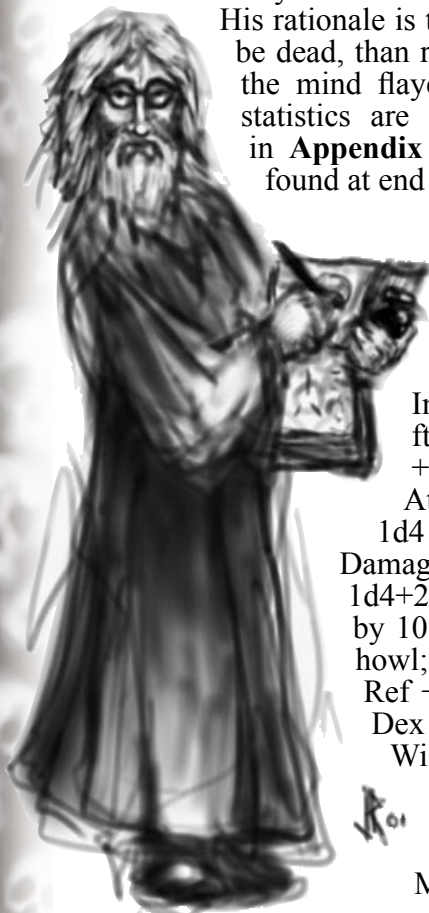
The books weigh three pounds each and are worth 2 gp each.

The four scrolls on the desk hold one spell each. The spells are *dimensional anchor*, *gust of wind*, *mirror image* and *shrink item*. The caster level is 7th.

**NPCs:** Inflicting damage forces Heraladus to drink his *potion of cure light wounds*, in lieu of casting spells that round. Heraladus does not flee under any circumstances nor does he seek the mind flayers' assistance.

Heraladus never retreats, nor does he mention any other details about the asylum.

His rationale is that he would rather be dead, than risk retribution from the mind flayers. Heraladus' full statistics are described in detail in **Appendix I: Primary NPCs** found at end of the module.



**Howler (2)**, CR 3; Large Outsider; HD 6d8+12; hp 39; Init +7 (+3 Dex, +4 Improved Initiative); Spd 60 ft.; AC 17 (-1 size, +3 Dex, +5 natural); Atk Bite +10 melee, 1d4 quills +5 melee; Damage Bite 2d8+5, quill 1d4+2; Face/Reach 5 ft. by 10 ft./5 ft.; SA Quills, howl; AL CE; SV Fort +7, Ref +8, Will +7; Str 21, Dex 17, Con 15, Int 6, Wis 14, Cha 8.

**Skills and Feats:**  
Climb +10, Hide +8, Listen +11, Move Silently +8,

Search +1, Spot +11; Alertness, Improved Initiative

**Howl (Ex):** All beings other than outsiders that hear the creature's howling for an hour more are subject to its effect, though it does not help the howler in combat. Those within a 100 ft. spread must succeed at a Will save (DC 12) or take 1 point of temporary Wisdom damage. The save must be repeated for each hour of exposure. This is a sonic, mind-affecting attack; deafened creatures are not subject to it.

**Quills (Ex):** The howler's neck bristles with long quills. While biting, the creature thrashes about, striking with 1d4 of them. An opponent hit by the howler's quill attack must make a Reflex save (DC 16) or have a quill break off in his or her flesh. A lodged quill imposes a -1 circumstance penalty to all attacks, saves and checks. Removing the quill deals 1d6 additional points of damage.

**Development:** Heraladus mistakenly believes that mind flayers were once human, hence he serves the mind flayers without question. The mind flayers dismiss Heraladus' theory; instead they use it to further their control over Heraladus. Heraladus naively accepts the mind flayers' false promises and fictitious evidence as truth in the futile hope that he can become a mind flayer as well.

## 22. Solitary Confinement (EL 6)

Two powerful, stocky dwarves wearing half-plate armor and wielding battleaxes stand just inside the entrance, seemingly oblivious to the incessant moans and cries emanating from the prison cells behind them. Scraggly gray beards hang from their chins, their faces blank and emotionless, their eyes glazed over. A simple bunk bed and wooden table covered with filthy bowls and mugs occupy a small alcove just inside the entrance. The dwarves' barrel chests obscure the prison cells' occupants.

Begrudgingly, the dwarves reside in the prison chamber. The dwarves constructed the bed and table from surplus wood and construction supplies over the course of the last month. A successful Search check (DC 10) reveals a large folded leather pouch stored beneath the bed. The pouch holds an outstanding set of gem cutting and masonry tools.

After gaining access to the cell area, read the following description to the players.

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Furnished identically to the prison cells on the main level, these three cells house two occupants. On the far end, a naked human male lies curled in a fetal position in the corner of his cell, covering his eyes with his arm. His fingers are broken and bloody, having scratched the numbers 1-5-6 repeatedly into the cell walls with his bare hands.

The cell closest to the entrance houses a passive, middle aged human male with a thick clump of gray hair and an unkempt beard. He wears a simple white cloak and peeling leather sandals. He feverishly writes mathematical equations and notes in a voluminous tome resting precariously on his lap.

Following are two slightly different dialogues with Vunik, depending on which adventure hook you are using. If you are using the Long Lost Uncle hook, use Section A. If you are using either the Missing Lord or Inspection Time hooks, use Section B. Regardless of which hook you are using, finish this encounter with Section C.

## Section A

Vunik (male human Exp3) resides in the cell closest to the door. Regardless of the PCs actions, he continues his work, only glancing upwards if his niece or nephew calls to him. Once this occurs, read the following description.

A befuddled expression overcomes the dirty man as he hesitantly drops his parched quill pen and glances upward. Initially startled, he gleefully shouts, "Nephew (Niece)!"

After a brief exchange of pleasantries, Vunik begins his rambling tale and stops for absolutely nothing. At the end of his rambling, Vunik shows his sketchwork (Handout B) to the PCs in the hopes of discovering what is wrong.

I still can not believe that you have come all this way to see me. I know that your mother worries about me, perhaps too much. But I always told her that I am destined for greatness. Vunik the wise! Vunik...super genius! Finally, someone recognized my vast achievements and put me to work. Doctor Heraladus, a smart fellow you know, saw my potential and gave me a special assignment, to send his two octopus headed friends home. Once my calculations

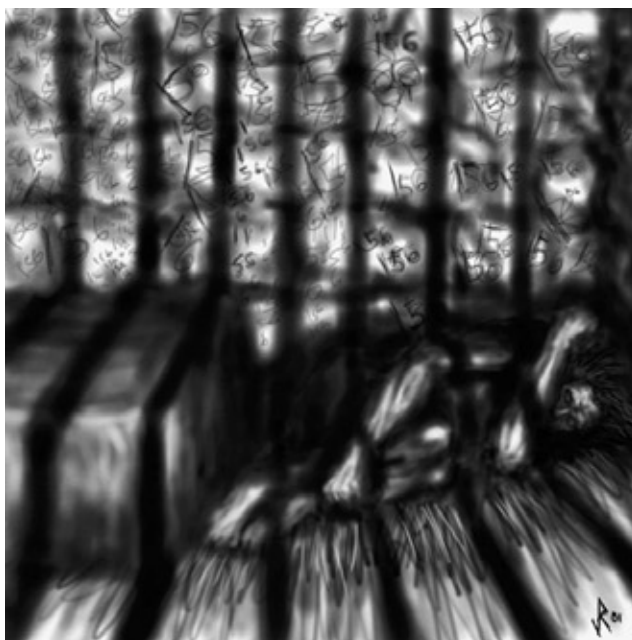
were complete, my two dwarven friends with their magic hammers started constructing the portal. Everything is as it should be, but I fear something is terribly wrong. You must find the dwarves' portal sketch, it has an incantation that can bring down the portal's magic. Once the incantation has been uttered, the keystone gem—the one at the apex of the portal, must be destroyed. This will reverse the flow. I tried to talk to the doctor but he just won't listen to me. Destroy the portal. His words trail off, and he begins to shake violently.

## Section B

Vunik resides in the cell closest to the door. Regardless of the combat's outcome, he continues his work, only glancing upwards if a PC calls to him by name. Once this occurs, read the following description.

A befuddled expression overcomes the dirty man as he nervously drops his parched quill pen and glances upward.

If questioned, Vunik will respond with short answers (if he knows the answers at all), only becoming animated if the PCs mention the portal. He then launches into the following dialogue. At the end of his rambling, Vunik shows his sketchwork (Handout B) to the PCs in the hopes of discovering what is wrong.



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Yes! Finally, someone has recognized my achievements and given me a task worthy of my skills! Doctor Heraldus, a very intelligent man I might add, saw my potential and gave me a special assignment, to create a portal to send his two friends back to their home. So I immediately began my calculations for a portal to return them to their underground city. I only wish I could remember their names, it's been so long since I've spoken Undercommon, although they do have a funny accent. Strange looking fellows too, heads like an octopus. But very likable, indeed, very likable. Once my calculations were complete, my two dwarven friends with their magic hammers started constructing the portal. Ah, where are they anyway? Oh, never mind. Anyway, after about three weeks of construction, they completed the portal exactly to my specifications. But something is wrong. I'm not sure what exactly. I rechecked all of my calculations. The square root of 3,364 is fifty-eight, seventy-eight times fifty-two is 4,056, two plus two equals five. I just can't seem to find the mistake. Everything is as it should be, but I fear something is terribly wrong. You must find the dwarves' portal sketch, it has an incantation that can bring down the portal's magic. Once the incantation has been uttered, the keystone gem—the one at the apex of the portal, must be destroyed. This will reverse the flow. I tried to talk to the doctor but he just won't listen to me. Destroy the portal. His words trail off, and he begins to shake violently.

## Section C

Vunik knows only the information conveyed during his rambling statement. He has no other useful information. The mind flayers charmed Vunik, therefore he expresses no desire to leave the asylum and vehemently protests any attempt to make him leave. He happily agrees to remain in his cell until the party returns after investigating the portal. Vunik's book holds a collection of sketches, theories, equations and laws regarding planar travel.

The cells are furnished in the identical fashion as those on the main level; a simple stone slab for a bed, a small box with a lid for a privy and a dilapidated wooden footlocker containing the patient's personal possessions. Cell b remains empty and Kelym Aradamore occupies cell c.

**Prison door:** 2 in. thick; Hardness 10; hp 60, Break DC 28, Open Locks DC 22.

**NPCs:** Kelym Aradamore (male human Ari8). Lying on the floor of his cell in the fetal position, his eyes wide with horror, his fingers raw and bloody, one of them adorned with an elaborate ring bearing the mark of The Lords of Enlightenment. Covering the cell walls, floor and ceiling is the number 156, ground onto the stone with his raw fingers. Any attempts to converse with him will most likely fail miserably, as he is paralyzed with fear. He begs for death, claiming that he can't bear to carry on knowing what he knows, seeing what he has seen.

**Prison Guards (2), male dwarves Ftr 4:** CR 4; Medium-size Humanoid (4 ft. 6 in., 4 ft. 1 in.); HD 4d10+12; hp 37, 34; Init +2 (Dex); Spd 15 ft.; AC 19 (+9 armor); Atk +9 melee (1d8+4/crit x3, masterwork battleaxe); SQ +2 racial bonus to all saves against poison, spells and spell-like effects, +1 racial bonus to attack rolls against orcs and goblinoids, darkvision 60 ft.; AL LE; SV Fort +7, Ref +3, Will +3; Str 18, Dex 14, Con 17, Int 13, Wis 14, Cha 12.

**Skills and Feats:** Craft (stonemasonry) +10, Handle Animal +4, Listen +3, Ride +4, Spot +4; Blind-Fight, Combat Reflexes, Expertise, Improved Bull Rush, Track

**Possessions:** +2 half-plate armor, masterwork battleaxes, a 500 gp ruby, 69 gp and a set of keys for all locks on the main floor and all locks in this room.

**Tactics.** If confined to close quarters, the dwarves bull rush their opponents in order to drive them into the corridor.

## 23. Lecture Hall (EL 6)

Eleven disemboweled, animated human corpses slowly shamle around a large amphitheater bellowing low-pitched, painful moans. Numerous postmortem surgical scars expose their dull yellow bones and decaying muscle tissue. Most of the creatures congregate around a black, stone cube situated on a raised dais in the center of the room. Long, rotting wooden benches surround the dais.

Doctor Illhausen used this chamber as a lecture hall, frequently discussing cases with the asylum's staff members. Six years ago, Dolores con-

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verted the neglected chamber into a small temple of Wee Jas. She and Heraladus animated some of the dissected patients to serve as the temple's guardians.

Earlier this year, Dolores cast *unhallow* on the black stone altar in the center of the dais. Any attempts to turn the zombies suffer a -4 profane penalty. As long as they remain within the lecture hall, the zombies gain the benefits of a *magic circle against good*; i.e. they acquire a +2 deflection bonus to AC and a +2 resistance bonus to saves. Lastly, a *bane* effect encapsulates the room imposing a -1 morale penalty on attack rolls and saving throws against fear effects. The penalty only applies to good characters.

A fine mist of gem dust covers much of the black, anthracite altar dedicated to Wee Jas. Although the altar has no specific magical properties, a successful *dispel magic* check DC 20 removes the *unhallow* spell centered on the altar.

**Secret Door:** Locating the secret door requires a successful Search check (DC 21). Once detected, the secret door opens without difficulty.

**Creatures:** The eleven zombies never leave the room. They will attack without question upon spotting the PCs (DC 8)

**Zombies (11):** CR 1/2; Medium Undead; HD 2d12+3; hp 19, 17 (x4), 16 (x3), 15, 14, 13; Init -1; Spd 30 ft.; AC 13 (-1 Dex, +2 natural, +2 deflection); Atk +2 melee (1d6+1, slam); SQ undead, partial actions only; AL N; SV Fort +0, Ref -1, Will +3; Str 13, Dex 8, Con—, Int—, Wis 10, Cha 1.

*Feats:* Toughness

**Partial Actions Only (Ex):** Zombies have poor reflexes and can perform only partial actions.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

## 24. Secret Corridor (EL 1)

A narrow hall extends twenty feet south to narrow, stone stairs, ascending some ten feet before turning sharply west. Similar gouges and grooves cover the walls and ceiling.

The improper handling of the stone blocks carried

upstairs for the portal's construction created the marks throughout the hallway. After turning the corner, read the following description.

**Trap:** A *scything blade trap* protects the corridor from trespassers. *Scything Blade Trap:* CR 1; +8 melee (1d8/x3 crit); Search (DC 21); Disable Device (DC 20).

## 25. Upper Hallway

Upon reaching the top of the stairs, the corridor continues thirty feet before ending in two wooden doors, one on the west wall and the other on the north wall. To your immediate right is a small, locked wooden panel no more than three feet square.

**Wooden Panel:** 1 in. thick; Hardness 5; hp 10, Break DC 15, Open Locks DC 17.

**North Door:** 1 in. thick; Hardness 5; hp 20, Break DC 25, Open Locks DC 22.

Sobbing and crying can be detected behind the north door on a successful Listen check (DC 5).

**West Door:** 1 in. thick; Hardness 5; hp 20, Break DC 25, Open Locks DC 20.

## 26. Narcotics Storeroom

Three glass shelves house a total of twenty-four sealed flasks. Bushy cobwebs cover most of the long neglected ceramic containers.

Doctor Illhausen used these narcotics to treat or sedate patients. Most of the flasks' contents are no longer viable; however four of the flasks remain intact. Two of the flasks contain Oil of Taggit (Ingested DC 15; initial 0; secondary unconsciousness), commonly prescribed as a sedative. Carrion crawler brain juice (Contact DC 13; initial paralysis; secondary 0) is stored in another flask. Asylum staff administered this agent to aggressive, belligerent patients. Lastly, Dragon bile (Contact DC 26; initial 3d6 Str; secondary 0) was exclusively reserved for exceedingly violent patients because its effects proved difficult to resist. A PC can verify the flasks' contents with a successful Knowledge (nature) or Heal check greater than the poison's DC. Ingesting or utilizing the spoiled poisons has no effect.

## 27. Doctor Illhausen's Chambers (EL 7)

Amidst heaps of soiled clothing, an elderly

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human male sobs inconsolably. Shattered spectacles desperately cling to his emaciated face while faint wisps of dying gray hair linger on his dry, peeled scalp. His hands and wrists twitch involuntarily, and his withering body emits a nauseating stench. Some of the nearby piles of clothes stand almost four feet high, practically creating a winding labyrinth through the crowded bedchamber. Jagged pieces of a smashed dressing table lie scattered about the floor. Hardly visible beneath the mounds of debris are a stained filthy bed and a wooden door along the far wall.

Doctor Illhausen has not left his bedchamber for almost two years. Shortly after their arrival, the mind flayers confined Doctor Illhausen to his quarters. For most of the first decade of captivity, the mind flayers maintained their control over him through fear. However, because his public appearance is rarely required anymore, they simply ignore him, keeping him alive solely in the event that his services are required. Unlike the patients, the good doctor is rarely fed. The years of neglect and domination have rendered him slightly mad, and he sometimes has difficulty remembering his own name. If Doctor Illhausen's condition is cured, such as by a *heal* spell, he returns to a rational, compassionate man.

Questioning Dr. Illhausen will reveal that he knows very little about what is truly going on in the asylum. He does know, however, that something very wrong is happening. He has seen plans regarding the construction of an elaborate portal adorned with brilliant gems but does not know what Dr. Heraladus intends to do with it. He has heard horrible noises coming from outside his room but has been too frightened to investigate. He also speaks of hearing strange voices in his head from time to time.

The mind flayers have been monitoring Dr. Illhausen's thoughts for some time now, and are aware of his discussion with the PCs. Using their *suggestion* ability, they will instruct him to delay the PCs while they continue their insidious work. At the end of his discussion with the PCs, Dr. Illhausen will attempt to distract the PCs by telling them to ignore everything he has told them because he has gone quite mad in his old age. He will even attempt to block the PCs from leaving the room, and if the PCs try to move past him, he will growl at them in a strange, watery voice

“Leave this place, you have no business here!”

**NPC:** Doctor Illhausen's full statistics are described in detail in **Appendix I: Primary NPCs** found at end of the module.

## 28. Doctor Illhausen's Office

Layers of smothering dust and suffocating strands of cobwebs envelope a rotting, warped desk. Crumpled pieces of parchment litter the floor. A strong musty odor lingers in the air.

During the first few years of captivity, Doctor Illhausen valiantly attempted to diagnose and treat patients solely by examining their records. His efforts are documented on the hundreds of case studies that litter the floor. The room has remained sealed for the last fifteen years. Doctor Illhausen screeches and shrieks if the PCs rummage through the room for more than two rounds.

## 29. Mind Flayers' Quarters (EL 3)

Dozens of lifeless, bleached humanoid skulls prominently displayed on a corner shelf ominously greet the eyes of anyone entering this room. On the ground below the shelf, a bizarre collection of slender, opaque embryo-like creatures dart about a pink coral pool filled with an oozing, bile-colored brine. A pair of macabre cots, crafted from carved bones and flayed skin rest against the walls. A portion of a heavy, wooden chest protrudes from beneath one of the cots. An iron reinforced wooden door is on the opposite wall near one of the cots.

There are twenty-three skulls on the shelves: eight human, six elf, three dwarf, two gnome, one orc, one halfling, one gnoll and one goblin. The mind flayers collect their unusual trophies, proudly displaying them as a reaffirmation of their might.

The coral pool stands two feet high and five feet in diameter. The pool's liquid consists of cerebral fluid gathered from autopsied cadavers. The small embryos swimming in the pool are the human brain tissues that they regenerated from their victims. Unlike a typical brain pool, the mind flayers do not know why they cannot telepathically communicate with the human brain pool.

Crafted from flayed skin and human bones, the



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two cots have been the mind flayers' beds for the past twenty years. Despite their flimsy appearance, the cots are remarkably strong (1/2 in. thick; Hardness 10; hp 10; Break DC 18).

The chest sits about four inches beneath the cot, and only the chest's front edge remains visible. It or the cot must be moved in order to open the chest. The chest weighs close to 400 pounds. A successful Strength check (DC 20) lifts the chest off the ground or drags it into the room.

**Chest:** 1 in. thick; Hardness 5; hp 15; Break (DC 23).

**Trap:** The chest sits on a pressure plate. Moving the chest in any direction rings a loud bell, instantly drawing the attention of the mind flayers. *Pressure Plate Trap:* CR 3; No attack roll necessary; Search (DC 23); Disable Device (DC 23).

The mind flayers do not hear the party unless the PCs undertake any action louder than a normal conversation. Otherwise, the mind flayers hear the party on a successful Listen check (DC 14). Any extremely loud noise, such as triggering the trap, engaging in combat or smashing the chest open, automatically notifies the mind flayers of the party's presence.

A successful Listen check (DC 19) on the north door (Hardness 5; hp 10) detects movement and low whispers. The door opens without difficulty.

**Treasure:** The chest holds 3,643 gp, a leather pouch containing six 250 gp agates, a +2 *shortsword of shock*, a +3 *belt of giant strength* and a *potion of cure critical wounds*.

**Tactics:** If alerted to the PCs presence, the mind flayers will remain in encounter area 28 and ready their mind blast ability. As soon as the party opens the door, the mind flayers unleash their mental blast in unison. Rather than surrender, the mind flayers *plane shift* out of the room.

## 30. Mind Flayers' Laboratory (EL 10)

A large, crude sketch of an arch shaped structure rests on a dusty, wooden workbench in the opposite corner. Two open leather cases holding a variety of precision tools lay near the sketch. The sparkling contents of four tiny open jars on the bench unmistakably convey their intrinsic

value. Four massive stone blocks rest near the west wall. Clearly a recent addition, the south wall and its accompanying stone door appear to have bisected a once much larger room. A heavy iron bar spans the stone door's frame.

Use the following description for the mind flayers:

Two hideous, vaguely humanoid creatures standing six feet tall, viciously gaze in your direction. The creatures' heads resemble that of an octopus with a pair of bloated white eyes and viscous, oily saliva slowly oozes the length of four slimy tentacles surrounding their beak-like mouths. They wear a stifling black tunic, largely conceals their rubbery, mauve skin that gleams with a malodorous slime. Each hand has four bony fingers and crusty, pointed fingernails. Various bones adorn their twisted figures, generating an aura of sheer terror.

The four jars on the workbench contain powdered platinum, powdered silver, powdered gold and powdered sulfur respectively. There are two meticulously crafted dwarven hammers resting among various articles. Dwarves use the precision tools on the bench for fine details on the portal.

The dwarves constructed the south wall and stone door prior to building the portal in the event that if something went awry, the mind flayers could retreat to a position of safety. The stone blocks near the west wall are the left over building material for the portal. They include two blocks of basalt and two blocks of quartz.

**Stone door:** (4 in. thick; Hardness 8; hp 60, Break DC 18, 28 with the bar in place).

**Treasure:** The dwarves' precision tool sets are worth 100 gp each. The powdered platinum, gold, silver and sulfur are worth 500 gp, 350 gp, 100 gp and 5 gp respectively. The two hammers are finely etched with runes and are treated as +2 warhammers.

The sketch on the bench is a detailed blueprint of the portal's construction, written in dwarven. At the bottom of the sketch is a short passage written in bizarre runes, which can be translated with *read magic*. The passage reads: "*Zembi lan heliar lil dey ren ko'tha.*" It is the incantation that magically seals the portal from harm, and places

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an invisible barrier around the five flawless gems that frame the structure.

**Tactics:** The mind flayers telepathically communicate with the party throughout the encounter. They emphasize the hopelessness of their situation, and humanity's inherent weakness. If the mind flayers are seriously threatened, they *plane shift* to area 31, to activate and escape through the portal.

**Mind Flayers (2):** CR 8; Medium-size Aberration (6 ft., 6 ft. 2 in.); HD 8d8+8; hp 43, 40; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 natural); Atk +8/+8/+8/+8 melee (1d4+1, tentacle); SA mind blast, psionics, improved grab, extract; SQ SR 25, telepathy; AL LE; SV Fort +3, Ref +4, Will +9; Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17.

**Skills and Feats:** Bluff +8, Concentration +12, Hide +8, Intimidate +10, Knowledge (arcana) +9, Knowledge (nature) +9, Listen +10, Move Silently +7, Spot +10; Alertness, Combat Casting, Dodge, Improved Initiative, Weapon Finesse (tentacle)

**Mind Blast (Sp):** Anyone caught in this 60 foot long cone must succeed a Will save (DC 17) or be stunned for 3d4 rounds.

**Psionics (Sp):** At will—*astral projection, charm monster, detect thought, levitate, plane shift, and suggestion*. These abilities are as the spell cast by an 8<sup>th</sup>-level sorcerer (save DC 13 + spell level).

**Improved Grab (Ex):** To use this ability, the mind flayer must hit a Small to Large creature with its tentacle attack. If it hits, its tentacle attach to the opponent's head. It can grab a Huge or larger creature if it can reach the foe's head. After a successful grab, the mind flayer can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex):** A mind flayer that begins its turn with all four tentacles attached and successfully maintains its hold automatically extracts the opponent's brain, instantly killing that creature.

**Telepathy (Su):** Mind flayers telepathically communicate with any creature within 100 feet, provided the creature has a language.

**Possessions:** The mind flayers possess two sets of keys to the entire complex, 634 gp, a 500 gp black onyx and a 100 gp gem.

## 31. The Portal (EL 13)

A vaulted basalt and quartz arch stretches from floor to ceiling in the center of the room, inlaid with chips of platinum, gold and silver and framed with five flawless gems. Strange runes written in a language you've never before seen adorn the edges of the portal, seeming a blasphemy to the eye. The mind flayers stand motionless, one at either side of the arch, their tenacted mouths quivering as if silently working their fell magics.

Slowly, beginning at the bottom and crawling to the top of the arch, the runes on the portal begin to glow a deep, smoldering violet. A resonating hum begins to build to a crescendo of twisted screams as the empty space within the archway fills with a boiling blackness. Dull green smoke leaks forth from within the churning void, and the entire room grows unnaturally cold. The mind flayers suddenly appear very nervous, sensing something has gone terribly wrong.

Out of the swirling darkness, a grotesque demonic figure brings itself further into the room, breaching the barrier between the planes with a horrible, soul-stirring shriek. Glistening green tentacles flutter beneath its shelled maw, growing longer to envelop the mind flayer to its right with a constricting grip. The demon's eye is large and frightening to behold, its multiple pupils undulating as it surveys its strange new surroundings. Foul whispers in unknown tongues begin to fill the air, an indiscernible cacophony of madness.

Faced with its own certain doom, the second mind flayer attempts to battle the demon. Launching its mind blast attack, the doomed mind flayer is shocked to find the fell beast unaffected. In response, the demon lashes out with the scythe-like talon stalks on its back and kills the mind flayer instantly, spraying blood in all directions as the mind flayer is torn apart.

The creature is a xxyth, a new monster type with full stats and tactics listed in **Appendix III: New Creatures**.

**Portal:** (3 ft. thick; Hardness 8; hp 540, Break DC 50, Fortitude +8).

The runes etched into the portal of an unknown

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language, and impossible to decipher. The effects of *decipher script* and *read magic* are useless, and anyone attempting to study the runes on the portal itself for longer than 3 rounds will suffer 1d4 points of temporary Wisdom damage unless a successful Will save (DC 11) can be made.

**Portal Gems (5):** (2 in. thick, 5 in. diameter; Hardness 15; hp 56, Break DC 40, Fortitude +6) Each gem has the appearance of a flawless ruby, weighing 1/2 lb. with a value 5000 gp. Each gem is protected by a *wall of force*. This effect is constant and encapsulates each gem entirely as the spell cast by a 15<sup>th</sup> level sorcerer and can be dispelled by the same means as the spell itself, as well as by reading aloud (and in reverse) the incantation on the dwarven scroll found in area 30. The gems have been magically set to balance the flow of the portal's five vortices, ensuring a perfect harmony of energy. The gem at the apex of the portal is slightly darker than the rest, and was made to be the "keystone" of the portal. The destruction of the keystone gem would bring disastrous consequences, as the flow would be forever altered.

The portal can be destroyed by shattering the gem at the apex of the portal, which will cause the flow of energy within the portal to reverse upon itself. If the PCs attempt to use a ranged weapon to destroy the gem, treat the gem as having an AC of 17, due to its small size. The only other way to reach the gem would be to climb the portal itself, in which case a successful Climb check (DC 15) is required every round until the PC has reached the portal's full height of 16 ft. Falling from the portal will cause 1d6 points of damage.

If the PCs succeed in shattering the keystone gem, read the following passage to the players:

As the final blow is struck, coursing shocks of electrical energy burst across the surface of the portal, and the entire room shakes under a violent magical tremor. Reality itself appears to bend and twist around the portal, as the vortex within boils and spins uncontrollably, vomiting darkness in every direction.

Each PC must make a successful Balance check (DC 12) or be thrown to the floor by the initial tremor. This save must be made each round that the PCs remain within 100 ft. of the portal, though

the DC of the check increases by +2 each round as the tremors become more intense.

If the xxyth is still alive, the erupting chaotic forces of the portal will begin to pull the demon back into the void, stretching its flesh in a wave of distortion. The xxyth may attempt to lash out as it is drawn back, using everything at its disposal to take as many of the PCs with it as possible.

In four rounds, the portal will break apart in a violent explosion spanning a 100 ft. radius and dealing 12d10 points of fire damage to everything within the blast zone. If the PCs are caught within the blast area, each of them must make a successful Reflex save (DC 15) to halve the damage from flying debris and fire. The room itself will be completely destroyed as the walls explode outward into the courtyard, raining fire and molten rock upon the grounds.

## Concluding the Adventure

Ending the Adventure Hooks

*Each of these conclusions coincide with what brought the characters to Witten Asylum.*

### Long Lost Uncle

Vunik eagerly returns home to his sister after the mind flayers' charm expires. He offers the characters his life's savings, a chest of valuables worth 2600 gp for coming to his aid. He tells them he has no more use for valuables, as he has discovered how trivial material possessions are after his ordeal in Witten. Vunik lives a long and happy life, rededicating himself to his studies, and promising never to drink alcohol or build another portal again.

### Missing Lord

After returning to the city proper in search of Maylath, the characters must decide what to tell him as to Lord Kelym's fate. If the PCs have somehow managed to rescue Kelym, Maylath will eagerly pay them their reward and rush Kelym back to the other Lords of Enlightenment. Though he has gone quite mad from his ordeal, Lord Kelym eventually begins to piece his life back together, but rarely makes any more public appearances. The people of the city regard him as a reclusive hermit, and rumors begin to fly about his true condition.

If Lord Kelym has been killed, Maylath will

# Chapter IV: The Asylum Revisited



express his extreme discontent, telling the party to leave Niarva immediately, before the other two Lords discover what has happened. Maylath offers to pay them the rest of their reward, but only if they swear never to return to Niarva, as his own life may now be in jeopardy.

## Inspection Time

Heraladus' death deprives the asylum of its administrator. If the party does not publicize Vunik's release and the mind flayers presence in the asylum, the other shift of asylum workers discover the carnage and report it to the Lords of Enlightenment. The Lords quietly replace Herladus with one of their unqualified relatives and forget the entire affair. If the party publicizes the travesty that has gone unnoticed for twenty years, the public backlash is so intense that the Lords of Enlightenment eagerly pay anyone that can cure Doctor Illhausen and restore him as the asylum's administrator. The Lords discreetly ask the party to take their money and leave Niarva immediately, punishment for creating such a humiliating scandal.

## Destruction of the Portal

The destruction of the portal caused a terrible explosion that rained fire out into the streets of Niarva. No longer can the people of the city ignore the strange happenings surrounding Witten Asylum. Just days after the explosion, the Lords of Enlightenment order the asylum to be shut down, and attempt to quietly bury any evidence of the unspeakable evil that reigned there for so many years. All records are seized and locked

away in the city's archives, while any mention of the mind flayers and the horror of the portal is burned and forgotten.

## Failure!

If the characters fail early in the adventure, before reaching the portal, then the mind flayers and Herladus will continue their experiments uninterrupted. Eventually Herladus will be eliminated by the mind flayers, and another put in his place. Over time, the mind flayers fulfil their plot to overrun Niarva with their own kind, creating a bastion of veiled evil.

If the characters die after facing the horror of the portal, then its very existence presents a problem of enormous consequences. The xxyth ravages the city for untold days and nights, hunting down and slaughtering Niarva's people and drawing the entire town into the darkest depths of terror. The outside world avoids Niarva at all costs, and those who have survived or escaped the horror wander aimlessly throughout the region as raving psychotics. Most of these unfortunate souls are subsequently incarcerated by local authorities, and the legend of the horror at Niarva slowly spreads into the annals of folklore. The demon is never seen again, as if the very darkness that brought it forth reached out and called it home to the void.



## Appendix I: Primary NPCs

Listed alphabetically

**Doctor Illhausen, male human Exp8:** CR 7; Medium Humanoid (5 ft. 7 in. tall); HD 8d6-8; hp 21; Init -1 (Dex); Spd 30 ft.; AC 9 (-1 Dex); Atk +5/+0 (1d3-1, subdual, unarmed strike); AL NG; SV Fort +1, Ref +1, Will +4; Str 9, Dex 8, Con 9, Int 11, Wis 7, Cha 8.

*Skills and Feats:* Alchemy +5, Concentration +1, Gather Information +4, Knowledge (arcana) +10, Knowledge (nature) +8, Listen +3, Profession (physician) +10 Sense Motive +4, Spellcraft +4, Spot +4, Wilderness Lore +3; Combat Reflexes, Endurance, Leadership, Run.

*Possessions:* None.

**Dolores Jevasic, female human Clr6:** CR 6; Medium Humanoid (5 ft. 5 in. tall); HD 6d8+12; hp 41; Init +4 (Improved Initiative); Spd 20 ft.; AC 13 (+3 armor); Atk +4/+4 (1d4+2/crit 19-20, daggers); SA death touch; SQ 1) Rebuke Undead, 2) Law spells are cast at 7<sup>th</sup>-level; AL LE; SV Fort +7 Ref +2 Will +8; Str 14, Dex 11, Con 14, Int 14, Wis 17, Cha 13.

*Skills and Feats:* Alchemy +3, Concentration +8, Diplomacy +3, Heal +10, Knowledge (religion) +5, Scry +4, Spellcraft +8, Spot +7; Improved Initiative, Brew Potion, Ambidexterity, Two-Weapon Fighting

**Cleric Spells (5/4+1/4+1/3+1):** 0--*create water, cure minor wounds, detect poison, read magic, resistance*; 1<sup>st</sup>--*cure light wounds, divine favor, doom, sanctuary*; 2<sup>nd</sup>--*calm emotions, hold person (x2), silence*; 3<sup>rd</sup>--*dispel magic, prayer, searing light*.

Domain Spells (Death and Law) 1<sup>st</sup>--*cause fear*; 2<sup>nd</sup>--*death knell*; 3<sup>rd</sup>--*magic circle against chaos*.

**Death touch (Sp):** If Dolores succeeds at a melee touch attack against a living creature, roll 6d6. If the total at least equals the creature's current hit points, it dies. Dolores can use this ability 1/day.

*Possessions:* butcher apron (treat as hide armor), two daggers, key ring with six keys (opens all doors on this level), 134 gp and a pearl worth 100 gp.

**Patient:** *Tatiana Borashevsky: (female human Com1; Bluff +2) recovering narcotics addict.*

**Heraladus, male human Wiz7:** CR 7; Medium Humanoid (5 ft. 8 in. tall); HD 7d4+14; hp 36; Init +7 (+4 Improved Initiative, +3 Dex); Spd 30 ft.; AC 17 (+4 armor, +3 Dex); Atk +5 melee (1d4+2/

crit 19-20, dagger of venom); AL NE; SV Fort +4, Ref +5, Will +8; Str 13, Dex 16, Con 15, Int 19, Wis 17, Cha 14.

*Skills and Feats:* Alchemy +8, Concentration +9, Craft (Pottery) +6, Forgery +6, Knowledge (arcana) +10, Knowledge (nature) +8, Knowledge (the planes) +8, Listen +5, Profession (Physician) +6, Scry +9, Sense Motive +5, Spellcraft +11, Spot +6; Combat Casting, Craft Wondrous Item, Empower Spell, Improved Initiative, Scribe Scroll, Spell Penetration

**Wizard Spells (4/5/4/3/2):** 0--*daze, detect magic, mage hand, read magic*; 1<sup>st</sup>--*burning hands, comprehend languages, hypnotism, message, shield*; 2<sup>nd</sup>--*blur, ghoul touch, protection from arrows, see invisibility*; 3<sup>rd</sup>--*dispel magic, magic missile (empowered), summon monster III*; 4<sup>th</sup>--*enervation, scrying*.

*Possessions:* +4 bracers of armor, dagger of venom, potion of cure light wounds, ring of evasion, robe of storms (See appendix), 245 gp, a pouch holding five rubies worth 500gp, 300 gp (x2), 250 gp and 200 gp respectively, a key ring with fourteen keys (every key for the entire complex) and a platinum brooch worth 500 gp.

Dr. Heraldus' magic items are described in detail in **Appendix II: Magic Items**.

**Kraaven Moorhead, male human Rog4:** CR 4; Medium-Size Humanoid (5 ft. 6 in.); HD 4d6; hp 22; Init +4 (Dex); Spd 30 ft.; AC 17 (+3 armor, +4 Dex); Atk +9 melee (1d6+2, +1 shortsword), or +7 ranged (1d4+1, throwing dagger); SA Sneak attack +2d6; SQ Evasion, uncanny dodge (Dex bonus to AC when flat-footed, can't be flanked); AL N; SV Fort +2, Ref +8, Will +3 (saving throws); Str 13, Dex 18, Con 12, Int 11, Wis 14, Cha 12.

*Skills and Feats:* Balance +6, Bluff +2, Climb +5, Escape Artist +10, Gather Information +3, Hide +11, Listen +8, Move Silently +10, Open Lock +11, Pick Pocket +9, Search +6, Sense Motive +5, Spot +10, Tumble +8; Alertness, Dodge, Weapon Finesse (shortsword)

*Possessions:* +1 shortsword, dagger, masterwork studded leather armor, two throwing daggers, masterwork thieves tools, pouch containing 53 pp, 24 gp, 17 sp.

**Tactics:** Kraaven does not desire conflict, but will defend himself if necessary. If the PCs have not brought his payment, or attempt to negotiate a lesser bargain with the rogue, Kraaven will accuse them of wasting his time take his leave of them.

# Appendix I: Primary NPCs



**Lucas Bulvin, male half-elf Rog5:** CR 5; Medium Humanoid (5 ft. 9 in. tall); HD 5d6+10; hp 28; Init +4 (+4 Dex); Spd 30 ft.; AC 16 (+2 armor, +4 Dex); Atk +8 melee (1d6+2/crit 18-20, rapier) or +5 melee (1d4+2/19-20, dagger); SA sneak attack; SQ evasion, immune to *sleep* spells, +2 racial bonus against Enchantment spells and effects, low-light vision, uncanny dodge; AL NE; SV Fort +3, Ref +8, Will +1; Str 14, Dex 19, Con 15, Int 15, Wis 11, Cha 15.

*Skills and Feats:* Appraise +4, Bluff +8, Diplomacy +6, Disable Device +6, Disguise +8, Forgery +5, Gather Information +8, Innuendo +2, Listen +6, Move Silently +10, Open Lock +8, Pick Pocket +7, Search +8, Sense Motive +4, Spot +6, Tumble +10, Use Rope +10; Expertise, Weapon Finesse (rapier).

**Uncanny Dodge (Ex):** Lucas retains his Dexterity bonus to AC if caught flat-footed or if attacked by an invisible being.

*Possessions:* leather armor, rapier, dagger, 85 gp, a pouch holding four 50 gp gems and an ivory comb worth 40 gp.

**Lucas' Lawmen (5), male humans War2:** CR 1; Medium Humanoids (5 ft. 7 in. tall); HD 2d8+2; hp 16, 15 (x2), 14, 13; Init +1 (Dex); Spd 20 ft.; AC 14 (+3 armor, +1 Dex); Atk +4 melee (1d6+2, club); AL LE; SV Fort +4, Ref +1, Will +2; Str 14, Dex 13, Con 13, Int 13, Wis 14, Cha 11.

*Skills and Feats:* Handle Animal +4, Intimidate +4, Listen +6, Spot +5, Swim +2; Alertness, Run.

*Possessions:* hide armor, club, 10 gp, 78 sp.

**Maylath, male human Nob3:** CR 2; Size M (5 ft., 9 in. tall); HD 3d8; hp 23; Init +2 (+2 Dex); Spd 30 ft.; AC 12 (+2 Dex); Attack +3 melee, or +4 ranged; SV Fort +1, Ref +3, Will +4; AL LN; Str 12, Dex 15, Con 10, Int 15, Wis 13, Cha 17.

*Skills and Feats:* Bluff +9, Diplomacy +8, Disguise +9, Hide +4, Innuendo +9, Intimidate +7, Listen +1, Move silently +2, Perform +8, Read lips +8, Spot +1; Point blank shot, Skill focus (innuendo), Toughness.

**Mr. Strogg, male human Ftr 5:** CR 5; Medium-Size Humanoid (6 ft. 2 in. tall); HD 5d10+10; hp 44; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+4 armor, +2 Dex) Atk +9 melee (1d6+4/crit x2, subdual, sap) or +9 melee (1d6+4/crit x2, light mace); AL LN; SV Fort +6, Ref +3, Will +2; Str 18, Dex 14, Con 15, Int 13, Wis 13, Cha 12.

*Skills and Feats:* Bluff +2, Climb +5, Intimidate +4, Jump +6, Listen +3, Sense Motive +2, Swim +6; Blind-Fight, Expertise, Improved Disarm, Improved Trip, Improved Unarmed Strike, Run.

*Possessions:* Chain shirt, sap, light mace, pouch containing 83 gp and a key for the doors in this room only.

**Tactics:** Mr. Strogg carefully screens all visitors to the asylum, assessing any potential threats to the asylum's staff or patients. While not overtly suspicious, he conducts a basic interrogation of all visitors. As discussed earlier, there are four basic ways to gain access to the asylum, bluff, bribery, force or subterfuge.

**Noric Chaunnor, male human Nob2:** CR 1; Size M (5 ft., 4 in. tall); HD 2d8-2; hp 9; Init +1 (+1 Dex); Spd 30 ft.; AC 11 (+1 Dex); Attack +1 melee, or +2 ranged; SV Fort -1, Ref +1, Will +5; AL LN; Str 11, Dex 12, Con 8, Int 12, Wis 15, Cha 15.

*Skills and Feats:* Appraise +5, Forgery +7, Hide +1, Innuendo +6, Intimidate +7, Knowledge (arcana) +6, Listen +2, Move silently +1, Sense motive +7, Speak language +3, Spot +2; Run, Skill focus (forgery).

## Appendix II: Magic Items

Listed alphabetically

**Dagger of Venom:** This +1 black dagger allows its wielder to inflict a poison spell (DC 14) upon a creature struck by the blade once per day. As a free action, the wielder can use the power after he has struck the victim, however, the poison must be inflicted on the same round that the dagger strikes.

*Caster Level:* 5; *Prerequisites:* Craft Magic Arms and Armor, *poison*; *Market Price:* 9,302 gp; *Cost to Create:* 4,802 gp + 360 XP.

**Deathbane** (Mace of Disruption): Any undead struck in combat by Deathbane must succeed at a Fortitude save (DC 14) or be destroyed.

*Caster Level:* 14; *Prerequisites:* Craft Magic Arms and Armor, *heal*; *Market Price:* 18,300 gp; *Cost to Create:* 9,300 gp + 720 XP.

**Gloves of Dexterity:** These tight-fitting, thin leather gloves are very flexible and allow for delicate manipulation. They add to the wearer's Dexterity score in the form of an enhancement bonus of +2. Both gloves must be worn for the magic to be effective.

*Caster Level:* 8<sup>th</sup>; *Prerequisites:* Craft Wondrous Item, *cat's grace*; *Market Price:* 4,000 gp; *Weight:* –

**Havoc and Malice** (Twin Scimitars of Mighty Cleaving): Each weapon allows a wielder with the Cleave feat to make one additional cleave attempt in a round. Two extra cleave attempts are allowed per turn.

*Caster Level:* 8; *Prerequisites:* Craft Magic Arms and Armor, *divine power*; *Market Price:* 8,300 gp; *Cost to Create:* 4,300 gp + 320 XP.

**Ring of Evasion:** This ring continually grants the wearer extreme nimbleness, allow them to avoid damage as if they had the evasion ability. Whenever the wearer makes a Reflex saving throw to determine whether they take half damage, from an attack a successful save results in no damage.

*Caster Level:* 7; *Prerequisites:* Forge Ring, *jump*; *Market Price:* 25,000 gp.

**Robe of Storms:** Three deep pockets are sewn into the lining of this unusual robe. Each pocket holds a small four-inch diameter glass sphere similar to a child's toy. Each sphere can be thrown at any one target within a fifty foot range of the robe's wearer. The first sphere displays a winter

scene with falling snow and ice. Hurling it at any target unleashes an *ice storm* identical to the 4<sup>th</sup>-level wizard spell. The second sphere contains dozens of violent lightning strokes. When it successfully strikes, bolts of lightning encapsulate the target dealing 7d6 points of damage (Reflex save DC 14 half). The final sphere appears to contain an intense inferno, and deals 7d6 points of fire damage to any target that it successfully strikes, (Reflex save DC 14 half). The robe replaces a used sphere every twenty-four hours.

*Caster Level:* 7; *Prerequisites:* Craft Wondrous Item, *fireball*, *ice storm*, *lightning bolt*. *Market Price:* 52,500 gp.

**Shortsword of Shock:** Upon command, this sword is sheathed in crackling electricity. The electricity does not harm the blade's wielder. This weapon deals +1d6 points of bonus electricity damage on a successful hit.

*Caster Level:* 8; *Prerequisites:* Craft Magic Arms and Armor, *call lightning* or *lightning bolt*; *Market Price:* 8,300 gp; *Cost to Create:* 4,300 gp + 320 XP.

**Spirit Slayer** (Shortsword of Ghost Touch): Deals damage normally against incorporeal creatures, regardless of its bonus (a incorporeal creature's 50% chance to avoid damage does not apply). Can be picked up, moved, or wielded by incorporeal creatures at any time. Counts as corporeal or incorporeal at any time the wielder desires.

*Caster Level:* 9; *Prerequisites:* Craft Magic Arms and Armor, *plane shift*; *Market Price:* 8,300 gp; *Cost to Create:* 4,300 gp + 320 XP.

**Starlyte** (Longbow of Thundering): Creates a cacophonous roar like thunder upon striking a successful critical hit. The sonic energy does not harm the wielder. Blitzkrieg bestows its sonic energy upon its ammunition. Deals +2d8 points of bonus sonic damage, subjects struck must make a Fortitude save (DC 14) or be deafened permanently.

*Caster Level:* 5; *Prerequisites:* Craft Magic Arms and Armor, *blindness/deafness*; *Market Price:* 18,300 gp; *Cost to Create:* 9,300 gp + 720 XP.

**Whiplash** (Throwing Dagger of Returning): The dagger will return through the air back to the character that threw it. It returns on the round following the round that it was thrown just before its throwing character's turn.

*Caster Level:* 7; *Prerequisites:* Craft Magic Arms

## Appendix II: Magic Items

and Armor, *telekinesis*; *Market Price*: 8,300 gp; *Cost to Create*: 4,300 gp + 320 XP.

**Wurm's Tongue** (Longsword of Brilliant Energy): Blade is made of blazing energy, gives off light as a torch (20 ft. radius). Ignores non-living matter, cannot harm undead, constructs, or objects. Passes through armor, so armor and enhancement AC bonuses do not count against it (Dexterity, deflection, dodge, natural armor, and other such bonuses still apply).

*Caster Level*: 16; *Prerequisites*: Craft Magic Arms and Armor, *gaseous form*, *continual flame*; *Market Price*: 50,300 gp; *Cost to Create*: 25,300 gp + 2000 XP.





## Appendix III: New Creatures

### Xxyth

Xxyth are manifestations of chaos by the hands of a dark god or some other planar power, creatures made by twisting the fabric of reality. They are creatures which should not exist and have no place in the natural order of any plane. They are things of chaos and delusion, the dark dreams of a wrathful god given flesh.

The forms of xxyth are varied and terrible things, disturbing abominations of tentacles and writhing darkness. They are walking nightmares, a wretched blasphemy to the very nature of order and balance. Xxyth exist to exterminate all life, to unravel the fabric of reality by obliterating everything in their path.

**Xxyth, lesser (1)**, Large abomination; CR 13; HD 8d12+32; hp 110; Init +1 (Dexterity); Spd 40 ft.; AC 26 (-1 size, +1 Dex, +16 natural); Atks 2 talons +12 melee, 4 tentacles +9 melee; Damage 2 talons 2d6+5, 4 tentacles 1d4+2; Face/Reach 5ft. by 10ft./5ft.; SA Improved grab, constrict; SQ Damage reduction 15/+2, bane blood, immunities, true sight, warp magic, warp reality; AL CE; SV Fort +10, Ref +7, Will +8; Str 20, Dex 13, Con 18, Int 15, Wis 15, Cha 19.

**Skills and Feats:** Hide+11, Jump+7, Knowledge (any)+8, Listen+10, Move Silently+8, Search+9, Sense Motive+11, Spellcraft+7, Spot+10, Cleave, Combat Reflexes, Dodge, Mobility, Multi-Attack, Power Attack, Spring Attack.

**Bane Blood (Ex):** Whenever a xxyth is damaged by slashing or piercing weapons, its blood erupts in a violet fire upon contact with the air. This causes 1d6 points of fire damage to anyone within 5 ft. of the creature when it is cut. A Reflex save (DC damage inflicted on the xxyth) negates.

**Immunities (Ex):** All xxyth are immune to fire and poison.

**Improved Grab (Ex):** To use this ability, the xxyth must hit a large or smaller creature with three or more of its tentacles. If the xxyth gets a hold and maintains it the following round, it automatically hits with both of its talons, dealing 4d6+10 points of damage.

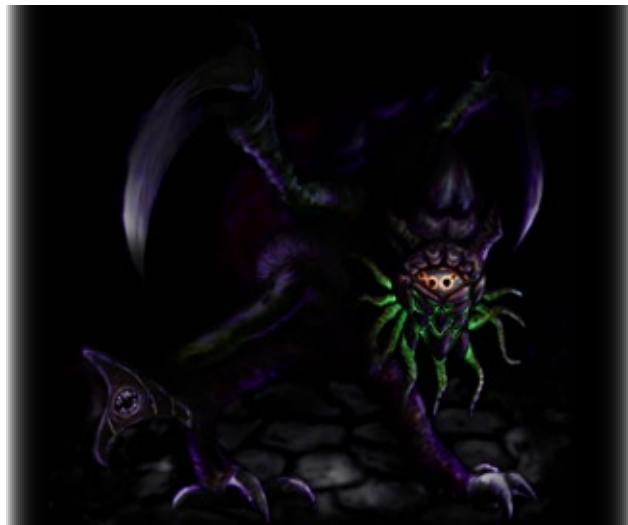
**True Sight (Su):** All xxyth see as if under the influence of *true seeing* at all times.

**Warp Magic (Ex):** Abominations are unnatural creatures and a strange field exists around them that warps magical energies unleashed in their

vicinity. When a spell or spell-like ability is used within 25 ft. of an abomination, the air around the creature wavers slightly. The caster must make a Concentration check (DC 15+1d10) or the spell is miscast. If the abomination was the target of the spell and the spell is miscast, everyone within 25 feet of the abomination must make a Fortitude save at DC 15. Those who fail the save are jarred by the dispersing magical energies and are nauseated for 1d3 rounds. If the creature attempting to cast the spell had to make a Concentration check for any other reason (such as casting on the defensive) he must make two separate checks. Note, if the character fails his first Concentration check there is no need to make a second one as the magical energy needed to make the spell was never conjured and therefore cannot be warped.

**Warp Reality (Ex):** The presence of a xxyth causes its surroundings to bend around it. The very air appears to be darker in its vicinity, wood will warp, and plant life appears to wither and die. This has the same effect as frightful presence and is active at all times.

**Tactics.** The xxyth is extremely cunning and will attack with every ability at its disposal. After 2 rounds, the xxyth will begin to rend the mind flayer caught in its tentacles to pieces. In its death throes, the mind flayer may attempt one last *mind blast* attack in a random direction. It has a 2 in 6 chance of striking the xxyth (in which case it is useless) and 1 in 6 chance to strike the PCs. Any PC struck by this final attack must succeed at a reduced Will save (DC 8) or be stunned for 3d4 rounds. The xxyth will give chase if the PCs attempt to run, breaking down doorways and smashing through walls if it needs to.



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