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Dungeons & Dragons

Open Grave: Secrets of the Undead™

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Open Grave
Secrets of the Undead™

ROLEPLAYING GAME SUPPLEMENT

Bruce R. Cordell • Eytan Bernstein • Brian R. James

Open Grave

Secrets of the Undead™

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Bruce R. Cordell • Eytan Bernstein • Brian R. James • Robin Laws • John Snead

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CHAPTER 1

Undead Lore

The lot of man—to suffer and to die.

—Alexander Pope

Beings of fear and horror, undead are animate reminders of death's inevitability. Lurking, lurching, and always hungry, undead are drawn to the heat of the living. Liches, skeletons, zombies, and even more fearsome shambling monstrosities shudder with ungainly grace after meals of blood and souls. And once a vampire has drained the life of a victim, it exhibits the most horrifying ability of all: The shell of its victim animates, turning into another of the walking dead.

Indeed, undeath can be visited upon anyone, no matter his or her moral standing in life. A kindly servant killed by a vampire lord could rise anew as a ravenous monster that considers her former friends as nothing more than food. Does a flicker of her personality still lurk somewhere beneath that all-consuming blood thirst? Some say no, that energy originating from the Shadowfell animates the body without any hint of its owner's soul or spirit. But for some kinds of undead, the original spirit might be present within the corpse, thereby posing difficult questions about life, death, and the afterlife.

Despite their unholy hunger, undead can remain animate for centuries on end, even if locked away from all light or sustenance. In this fashion, undead remain threats long after living guardians and mundane traps in ancient citadels molder to nothing. Undead are touched with shadow, and necromantic magic sustains them. Some have walked the world for millennia.

This chapter covers the following topics:

- **Origins:** How undead are created, from those who choose their fate voluntarily to unwilling victims.
- **Physiology:** A detailed study of the creatures' diet, propagation, and senses.
- **Outlook and Psychology:** How the undead see the world.
- **Society:** Even though most undead are not social creatures as we normally understand the word, they do have tendencies that apply to interaction between themselves and with each other.
- **The Shadowfell:** The connections between the undead, the Shadowfell, and the Raven Queen.

AMELIA STONER

ORIGINS

Theories abound regarding the origin and creation of undead, from the hushed tales told by simple peasants to the exotic research performed by sages and wizards. None agree, and only one fact is certain: Undead exist in the world and have since time immemorial. Their numbers are vast, and their motivations are often an enigma.

The origin of undead can be traced back to a time eons ago, when the primordials thrived before the first foundations of the world were even a rumor. Immortal in the sense that they knew no age and withstood any hurt, these were beings of manifest entropy. They coveted mastery over all the cosmos.

The cosmos was young in this age, and the detritus remaining from its formation still swirled in the void. From this cast-off stuff of the universe's emergence into being, the world coalesced (with the primordials' aid), and with it, echoes of the world. One of these echoes was bright and fey; the other was darker and ominous, though both thrummed with strange and unexpected power. The primordials witnessed and helped birth the Feywild and the Shadowfell.

Then the gods made their presence known, both through indirect influence and purposeful design. The gods, too, wished to make their claim on creation. Their interference enraged the primordials, and soon the two forces of creation were at war.

In these earliest days, souls shorn of their bodies simply departed the cosmos, taken to a place beyond all reckoning. When the primordials first crafted the world, they had little regard for the fate of souls. But some among them recognized soul power as a potent force, and they hungered for it. These entities stopped up the passage of souls. With nowhere to go, many souls were either consumed by primordials that had a taste for such spiritual fare, or, finding no further road or final purpose, sputtered out and dissipated, gone forever. Others persisted, becoming undead.

The gods also recognized the potential of souls, and one of their own established himself as the guardian of a new realm of death. There souls would gather after death, either having been chosen to join the gods in their dominions or passing on, as before, to an ultimate unknown fate. In this way Nerull—and later his successor, the Raven Queen—became the guardian of the dead.

Powers of Death

All deities have some influence over death and dying when their worshipers are involved, but two gods—and one demon lord—have a specific interest in undeath.

The Raven Queen controls death and destiny and therefore has some authority over undeath, though like so much else about her, her purpose in allowing some to linger while others pass on is inscrutable. Her attention to the undead is most noticeable when she decides to forcibly end the existence of a souled undead that she believes has cheated fate.

Vecna, the god of magic, necromancy, and secrets, pursued undeath as part of his rise to godhood. To him, undeath is one of many tools that can be employed in the unending search for knowledge and secrets. Mindless undead interest him only insofar as they can be used as guardians or servants. Vecna finds favor among the intelligent undead, especially those that have an interest in the necromantic arts.

Orcus, Demon Prince of the Undead, commands legions of the unquiet dead. He would like nothing more than to seize the Raven Queen's power, but his power can only maintain a dead form, not manipulate death itself. Orcus plots ceaselessly to overthrow the Raven Queen.

DEATH AND THE AFTERLIFE

After the death of the body, a soul lingers in the world for a few days or even longer, and during that time the body can be returned to life with a powerful enough ritual. The soul of a hero is particularly likely to remain, determined even after the death of the body to hold on just a little longer. Other souls immediately depart, slipping into the Shadowfell and flashing across its dim expanse like falling stars. Even then, a soul can be called back to life with the proper ritual, such as Raise Dead. The vast majority of souls that are not called back flow through the gates of the Raven Queen's abode, and from there pass beyond the cosmos . . . to where, even the gods cannot say.

A favored few souls are called by their gods after death to serve in the god's dominion. Some (the exalted) are selected because of the great deeds they accomplished in life in support of that god's ideals, whereas others (the damned) might be selected for punishment, because they were subjected to a curse, or because these individuals sold their souls when they were still living mortals.

Devils and other foul creatures also crave the souls of mortals. Such creatures sometimes hunt the Shadowfell, looking to gather bodiless souls, but rarely with any success. Only exceptional effort allows a living creature to affect a bodiless soul in any fashion whatsoever, and even great devils lack this ability. Thus, these creatures have learned to arrange for taking mortal souls into custody while those souls yet inhabit living bodies. An individual who makes a deal with a devil usually comes to this sort of end.

The Nature of Undeath

Death isn't always the end, even for creatures that have no great destiny. The characteristics that define living creatures create many possibilities for continued existence, or at least the appearance of it. Through various machinations of fate or intent, a creature can remain in the world after its death as a plague on the living—or something more.

Soulless Undead

Sentient living creatures have a body and a soul, the latter of which is the consciousness that exists in and departs from the body when it perishes. A body's "life force" that drives a creature's muscles and emotions is called the animus. The animus provides vitality and mobility for a creature, and like the soul, it fades from the body after death. Unlike the soul, it fades from the body as the body rots.

If "revived" in the proper fashion, the animus can rouse the body in the absence of a soul. (This phenomenon is what makes it possible for creatures that were never alive, such as constructs, to become undead.) In some cases, the animus can even exist apart from the body as a cruel memory of life. Such impetus can come from necromantic magic, a corrupting supernatural influence at the place of death or interment, or a locale's connection to the Shadowfell. Strong desires, beliefs, or emotions on the part of the deceased can also tap into the magic of the world to give the animus power.

Most undead, even those that seem intelligent, are this sort of creature—driven to inhuman behavior by lack of governance of a soul and a hunger for life that can't be sated. Nearly mindless undead have been infused with just enough impetus to give the remains mobility but little else. Sentient undead have a stronger animus that might even have access to the memories of the deceased, but such monstrosities have few or none of the sympathies they had in life. A wight has a body and a feral awareness granted by the animus, but no soul. Even the dreaded wraith is simply a soulless animus, deeply corrupted and infused with strong necromantic energy.

The Shadowfell most often serves as the source of this impetus. In the Shadowfell, bodiless spirits are common, as are undead. Something within this echo-plane's dreary nature nurtures undead. This shadowstuff can "leak" into a dying creature as that being passes away. It can be introduced by necromantic powers or rituals. Or it can be siphoned into areas strongly associated with death, pooling there.

Undead with Souls

Some undead retain their souls after the death of the body. Rituals allow this sort of transformation. A potent destiny or vigorous enough strength of will sometimes enables (or forces) a creature to transcend death. Undead that retain their souls are more powerful and more dangerous than their soulless counterparts, having at least some access to the powers they had in life. Such undead are autonomous and as unpredictable as any other free-willed beings, though evil or selfish individuals are the most likely to seek immortality through rituals that lead to undeath.

Sentient ghosts are the most common of the undead that retain their souls without resorting to necromantic rituals. They have a purpose that fetters them to the world, even if it's only to spread misery or wreak vengeance. Death knights, liches, mummies, and vampires are created by rituals or processes that tie the soul to an unliving form. Similar creatures could be created in different circumstances. Such diversity among undead reflects the fact that death touches every part of existence.

Undead Genesis

When most living creatures think about how undead come into being, they connect the origin of undead with the animation of a dead body. That said, undead are actually "born" in a variety of ways.

Sins of the Soul

Powerfully evil acts resonate with such force that they can ripple across dimensions and open cracks in reality, permitting malevolent entities to escape into the mortal world. These entities seek out corporeal flesh, in particular the recently vacated vessels of the damned. Once inside the host, these spirits corrupt the animus, granting the corpse a semblance of life.

An evil, perverse, and intelligent creature can be reborn into undeath when the influence of the animus revives the memories of the vessel's previous host, although the soul of the creature is not present—these sorts of undead are just particularly wily animus-driven undead.

At other times, atrocious deeds call dark spirits into the cadaver of the newly deceased, leaving the original soul intact. Sometimes, good souls can be trapped within their bodies, to be slowly turned to evil as the depraved spirits corrupt the soul.

Even the living can be "infected" by undead spirits. The spirit possessed template on page 219 can be applied to living creatures whose bodies host undead spirits.

Tainted by Evil

Sites where evil creatures lair or where evil artifacts are stored can act as strong catalysts in the creation of undead. Undead so created are usually mindless animate corpses. Sometimes they are more powerful, soul-bearing undead whose spirits were corrupted

while they lived in an area of tainted ground, and thus the creatures fell directly into undeath when their bodies succumbed.

Though some believe that some kind of fell power energizes animate creatures, it is more accurate to say that the animus or spirit resident in a walking corpse provides an undead creature with the requisite motive force for movement, and perhaps enough additional force to talk and even reason, and—most important—enough animation to prey on other creatures.

Dark deeds conducted by others can serve as a trigger for unlife, especially if such deeds accrue over months or years in one particular location. Such an area, more than any other, is worthy of the term "tainted by evil," though the religious-minded sometimes call such areas unsanctified ground.

Tainted areas can eventually affect living beings as well. The tomb tainted template on page 219 can be applied to living creatures that have been tainted by unsanctified ground.

Life Drain

Some effects can drain the "life force" or "life energy" of living creatures. This is usually reflected in the game as target creatures losing one or more healing surges. While some beneficial effects can be purposefully triggered by a player character in return for spending a healing surge (healing hit points, for instance), when a foe causes another creature to lose a healing surge, it is usually modeling life drain of some sort. For example, atropals, bodaks, and wights have powers that deduct healing surges. It's entirely possible that particularly foul rituals might also drain life in this fashion, especially those that require elaborate preparations and components. Life drained in this way is eaten and gone for good, transferred to another living creature to extend its life span, or utilized to empower some other effect or device.

When a living creature is drained to death by evil agencies, the husk of the body becomes a shell that is particularly susceptible to the influence of unlife. When an undead creature is responsible for draining the life force from a living creature, the creation of a new undead from the dead flesh is not assured, but the door is certainly open for unclean spirits to move into the recently evacuated house of the body.

Shake Things Up

In your campaign, you can violate PC expectations every so often to great effect. Here's something you might try: Introduce a nonevil undead creature into your campaign. When the PCs are next set upon by a horde of zombies, aid them with a rescue by an intrepid paladin. Only in the full light of morning is the dry, withered flesh and the skeletal form of their savior revealed.

More powerful undead siphon more life force than less powerful denizens of the grave. A wight devours the life force of living creatures to assuage its hunger for the soul it has lost and can never retrieve. Wraiths have a similar thirst for mortal souls, using the resulting energy to spawn their dreadful progeny. Similarly, vampires drain life-giving blood from their victims to satisfy their unquenchable hunger (in this instance, the blood is the physical medium for transferred life force).

The vampire lord template (*Dungeon Master's Guide* page 181) is one example of an undead created by life drain.

Vile Contagion

Some undead carry diseases and infections that they pass on to creatures they attack. The most widely known of these maladies is mummy rot, which progressively damages its victims with necrotic energy until they succumb.

A few particularly abhorrent undead carry a powerful contagion that, when transferred to mortals, causes them to weaken and die at an alarming rate, rising as undead in a matter of hours unless a cure is rapidly administered. Once a creature is infected in this manner, little can be done to save him or her from becoming undead.

The infected zombie template on page 217 can be used to create undead that spread such contagion.

Purposeful Reanimation

Some obsessed knowledge-seekers pursue the spark of life too far, and thereby discover the dark fruits of undeath. They seek death's secrets because of their fear of death, thinking that if they can come to understand mortality, their fear will be extinguished and their survival assured. Those who tread this road to its conclusion sometimes embrace death completely, and do not become so much immortal as simply enduring. Spellcasters who adopt this existence are commonly known as liches. Most find to their sorrow that to forsake all the pleasures of life while continuing to exist is a fate worse than the absolution of true death.

Sometimes undead are created when corpse parts are sewn together to form a great amalgam of death. Then, when the composite corpse is touched with lightning and the proper reanimation ritual performed, an undead creature rises, its mind rotted but its flesh strong with the animus of several beings. Such creatures share some external visual similarities to flesh golems, but are different in ability and origin.

The lich template (*Dungeon Master's Guide*, page 179) presents rules for creating new liches. The blasphemeon on page 134 provides several examples of "sewn together and animated" undead.

PHYSIOLOGY

The physiology of the undead is typically divided into two categories: insubstantial entities without physical form such as specters and wraiths, and corporeal horrors such as wights, vampires, and zombies. Whether corporeal or insubstantial, undead do not feel the world around them like the living do.

Most undead (whether corporeal or not) have several physiological attributes in common, including darkvision, immunity to disease and poison, resistance to necrotic energy, and vulnerability to radiant energy.

All undead were once living beings, in that they had a soul. Soulless constructs do not and cannot become undead.

Body, Soul, and Animus

Most sentient creatures have a body, and most also possess a soul. The true nature and origin of the soul is subject to much debate, but most people can agree that, at the very least, the soul is synonymous with a creature's consciousness, and upon the death of a creature, it departs.

Every creature's soul is unique to it but apart from it, capable of granting the creature sentience (as opposed to the natural workings of the creature's fleshy organs). Souls are immortal; they exist prior to birth and beyond the death of a creature's body. When a creature's seat of consciousness departs (streaking across the Shadowfell), that creature dies, sooner or later.

Without its soul, a body immediately begins to die, despite the animus that pumps blood and preserves physical memory. The animus is also a connection between the body and the soul that allows a creature's physical and spiritual aspects to act in concert.

Most undead, including many intelligent ones, lack the soul that departed upon their body's initial death. These undead are driven to inhuman, bestial behavior because they lack the moral compass that served them in life; now all that remains is a decaying body and an animus driven by needs unfiltered by conscience. Many of these undead have an insatiable hunger for living creatures.

A few undead retain their souls. Except for ghosts, it is unusual to run across an undead creature that retains its soul without having prepared for that eventuality prior to the creature's death. Such is the case for a lich, which expends vast resources to perform the ritual that binds its soul to its body forever. Even when a lich's body begins to rot, the soul remains. For this reason, liches and other undead that retain knowledge of the powers they commanded in life are rightfully feared.

Undead Anatomy

One unifying trait defines all undead creatures—they were previously alive, and most lived in bodies of blood, flesh, and bone.

Decomposing Body

Though it can seem sudden, death is more a process than an event. It begins when the heart ceases to beat or the lungs cease to breathe. First the brain shuts down, then other organs, and finally, the skin dies.

At the moment the body is fully dead, decomposition begins. Unanimated corpses suffer stiffness within a half-day of death, which slowly fades over the next three days. Most of the "living dead" exhibit this stiffness in their movements, to a greater or lesser extent, for the duration of their undead existence.

When life flees, so does a body's ability to fend off parasites and insects. Within weeks, corpses both animate and mundane swarm with maggots, the hatched larvae of various types of insects. At the same time, the flesh begins to rot, releasing various effluvia into the body cavities of the corpse, as well as vile-smelling gases.

After this point, the process of decomposition of a mundane corpse and that of an animate undead diverge. The animus that gives false life to the undead arrests the complete decay and collapse of the physical body. With the decomposition process halted, most undead appear as half-rotted corpses.

Some undead can naturally suppress or mask this unpleasant fact of unlife, and others are able to use magic to accomplish the same. But most face a long existence of ongoing rot. From the moment of their animation to unlife, their bodies slowly but continuously undergo the biological process of decomposition.

In vampires, decomposition can be halted altogether with a steady influx of fresh blood. Due to a

Undead Power Sources

Some necromancers use the arcane power source to fuel their magic, while others call upon the power of shadow to effect their dim miracles. Still others animate undead by the power of the divine, calling on fell gods to raise legions of bound wraiths to their will.

Some undead are born as a result of sheer force of will. These rare individuals staved off the afterlife by harnessing the great power of their soul (or ki). Rarer still, other undead abominations call upon the great psionic powers of the mind to cheat death.

vampire's nocturnal nature, its skin is typically very pale unless it has recently fed. Some vampires apply flesh-colored powder to their skin in an attempt to pass as human. Similarly, ghouls can put off further decomposition by the regular intake of recently living flesh.

Insubstantial undead do not decompose, but their appearance is sometimes hazy and half-realized, giving them a tattered or rotted appearance. This is especially true of those that were created from the corpses of victims killed by extreme violence or from corpses already partly rotted.

Sense Organs

As with other predatory creatures, undead have senses sufficiently sensitive to locate their prey, and in some cases, these senses are enhanced.

Vision: An undead's vision works in a manner similar to a living creature's eyesight, especially in creatures that have unrotted eyes. The animus that animates the undead stimulates the decomposing organs. In most undead, necromantic energy provides further enhancement, allowing them to see even in complete darkness. Creatures whose physical eyes are completely rotted can instinctively mimic the appearance of natural eyes, which can manifest as glowing points or orbs of light within the undead's eye sockets.

Scent and Hearing: Undead can hear or smell their environment to some extent, either through necromantic stimulation of the remaining organs originally used for that purpose, or by instinctively mimicking structures that accomplish the same function. However, many undead function reasonably well without these senses, and the energy of animation provided by the animus might fade over time. As such, most undead possess very poor smell and hearing. On the other hand, vampires and ghouls have very acute auditory and olfactory senses enhanced by their state of undeath.

Taste: The animation of undeath permits certain undead, primarily those with tongues such as ghouls and vampires and other undead that physically feed on the living, to savor the flavor of their prey. Though the urge that drives these undead to feed upon the living is an unholy compulsion that can't be denied, the ability to taste a screaming victim adds to the undead's feeding experience.

Touch: Undead have limited ability to process physical sensation, since nerve receptors throughout the body remain dead after reanimation. Those that have some sense of touch retain only a crude approximation of a real tactile sense. Similarly, undead are unlikely to experience pain of any kind. In battle, mindless undead do not even notice that their bodies have been severely damaged, and they continue to attack until they are physically unable to do so.

Circulatory System

In a living creature, the circulatory system is responsible for dispersing oxygen and essential nutrients throughout the body. The heart, the lungs, and a complete system of blood vessels facilitate this process.

Most undead do not employ their decaying cardiovascular systems. The heart of a corporeal undead typically lies in its chest cavity as a shriveled husk, with no ability to circulate blood throughout the body.

Vampires and ghouls are notable exceptions to this rule; they can kick-start their circulatory systems into action upon feasting on mortal blood. This reaction temporarily negates the pallor of their skin and starts their hearts beating once more in their chests.

Respiration

Undead have no biological reason to breathe, and as such have no need for a functioning respiratory system. This is not to say that undead cannot breathe. Many use their respiratory systems to speak, though they require only gross movements to force air through their rotted larynxes.

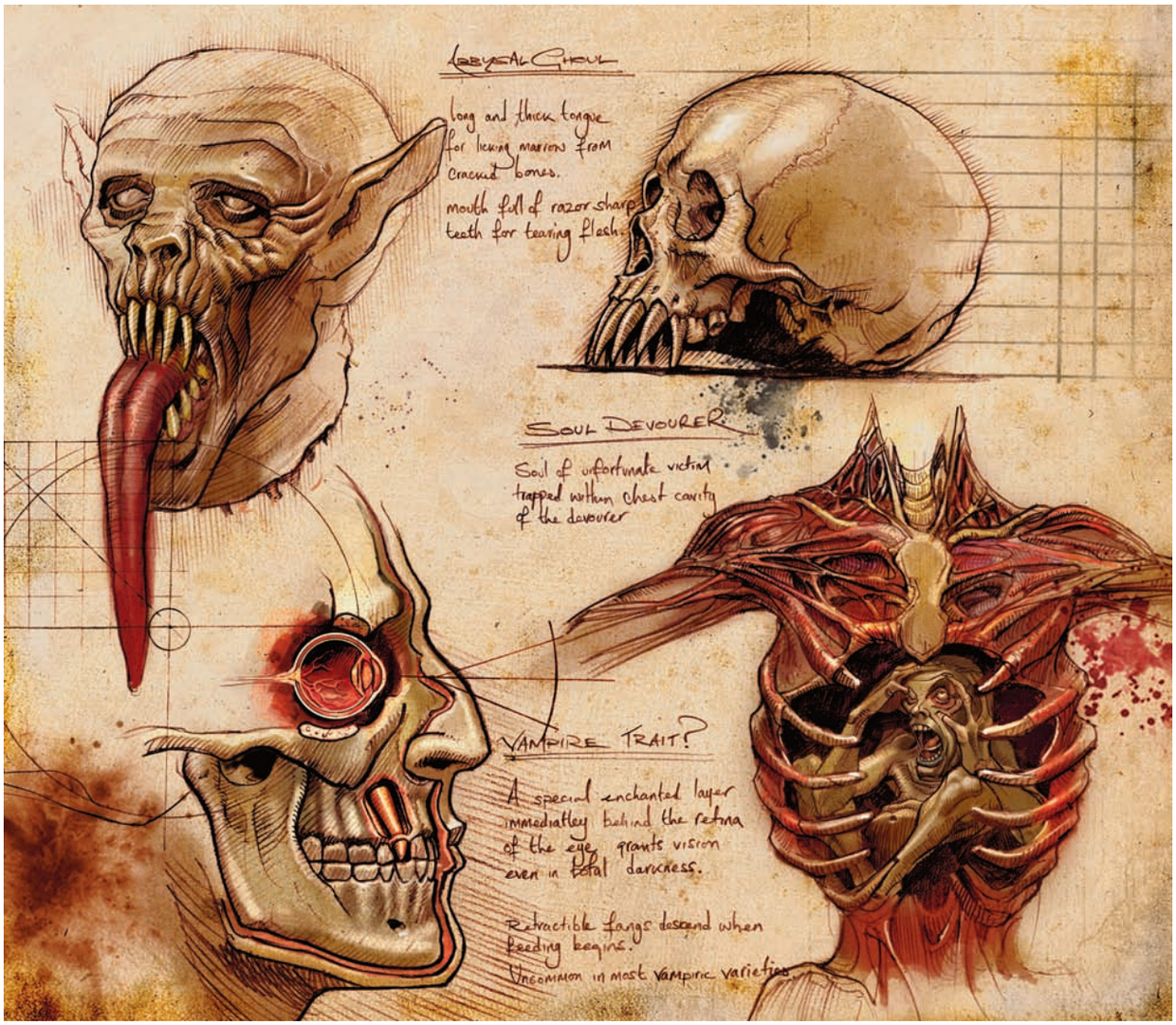
Digestive System

Undead that do not feed have no digestive systems. Those that feed on living flesh retain many aspects of a living creature's digestive tract, including a stomach where various nutrients are extracted. However, this process is somewhat mediated by the creature's unnatural nature, and even without all the complicated processes that occur in a living creature's stomach, a brain-eating zombie or a blood-sucking vampire gains the benefit it seeks from the substance it eats . . . though never enough benefit to satiate it.

Some kinds of undead feed on "life force" or even the souls of living creatures. These undead obviously do not require a digestive system; they directly

Insubstantial Undead

Insubstantial undead lack bodies composed of physical substance and have no vital areas, and thus take half damage from all sources. However, despite being insubstantial, undead such as wraiths and ghosts still have senses that operate after a fashion as do those of corporeal undead. In truth, an insubstantial undead's body mimics the anatomical details of corporeal undead. The animus of an insubstantial undead forms a quasi-real body and uses it to interact with the environment much as a corporeal undead does. Thus, despite its filmy appearance, an insubstantial undead can touch, taste, speak, see, hear, and smell as well (or poorly) as a regular undead creature might.



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metabolize a living animus or soul, changing it into motive energy.

Other Characteristics

Whether devilish fangs, grasping talons, or an aura of fear, many undead are enhanced by bizarre physical traits and supernatural abilities.

Fangs: Elongated fangs are a common trait among undead that have inescapable cravings. Some undead, most notably vampires, have retractable canines that extend when they feed.

Claws: Corporeal undead experience rapid nail growth following mortal death. Some ritualistically sharpen their fingernails and toenails into lethal claws. The fingernails of vampires have a glassy appearance.

Tongue: A few varieties of undead have preternaturally strong and lengthy tongues. Ghouls and their kin are the most iconic of this kind, though some claim that the barb-tipped tongue of the viscera devourer is the most repulsive.

Special Abilities: Undead possess a multitude of creepy and lethal abilities. Some can change form (the vampire's *mist form* power and the bodak's *spectral form*), incapacitate their victims (the ghoul's *claws* attack and the spirit devourer's *spirit rupture*), or deliver rot and decay with a single touch (the mummy rot spread by all mummies and the zombie-spawn plague propagated by infected zombies).

Metabolism

The concept of metabolism and a creature animated solely by necromantic magic have little in common. Living creatures have a metabolism, in the normally understood sense. Undead do not. That said, some undead feed on the living. Though such feeding might be crude and in no way impart growth to the undead, the fact remains that the mere act of eating implies a metabolism of sorts.

When a living creature eats, it breaks down food in some sort of digestive process that not only provides nutrition, but as a secondary effect of its life processes produces heat (even in reptiles, though

these primitive creatures are unable to regulate their own internal temperature). One of the many noticeable characteristics undead do not share with living creatures is the generation of internal warmth. Without life processes that give off heat as a by-product, undead are cold to the touch—"cold as the grave," as the saying goes. Undead are comfortable in (make that "oblivious to") a wide range of temperatures that would make living creatures uncomfortable and even kill them with extended exposure. While undead can't withstand supernatural cold or heat any better than living creatures can, they can linger for years in windswept arctic grottos or sun-baked desert tombs.

Diet

The majority of undead are capable of continued existence for months, years, or even longer without eating. However, many undead crave the life force, flesh, or blood of the living, and a few actually need to feed (even if infrequently) to maintain their hideous unlife, or at least to satisfy their addiction (as might be the case for "diet dependent" undead). On the other end of the spectrum, a wide range of undead neither require nor crave to feed on anything at all, and merely coast through the years on the charge of necromantic energy that initially animated them.

Intelligent undead who crave life force, flesh, or blood sometimes make a game of feeding. They construct elaborate dramas involving unsuspecting soon-to-be victims—all the better if the dénouement of such games devolves suddenly into screaming terror.

Undead feeding requirements can be broken down into three categories: not required, inescapable craving, and diet dependent.

Not Required: Many undead have no requirement to feed and continue to exist solely through the original impetus provided by their animation. A few undead that fit this category include bodaks, death knights, dracoliches, flameskulls, and phantom warriors. Many other undead also belong to this category.

Inescapable Craving: Several types of undead could likely do entirely without flesh or blood morsels to see them through. However, the curse of their unlife inflicts upon them an inescapable craving. Denied, such a craving can transform even sentient undead into mindless, raging beasts. After the raging hunger is satisfied, the craving dissipates to a tolerable level, at least for a while.

If their hunger is denied too long, sentient and mindless undead alike allow their craving to drive them into the open or into tactically questionable attacks.

Undead that fit this category include devourers, ghouls, wraiths, and wights.

Diet Dependent: Some sages who study the nature of undeath, the Shadowfell, and necromantic energies of animation claim that, in truth, no undead is actually diet dependent. Instead, the few undead described in stories who seem to lapse into torpor if they are not supplied with life force might actually merely be severely addicted to their food source. So addicted, in fact, that when denied the sustenance they crave, they weaken, or at least appear to do so. However, no matter how enervated such creatures seem to become by lack of feeding, they cannot be "starved to destruction." This fact is taken by the sages described earlier as proof that no undead is, indeed, actually diet dependent. And it's quite true: A fresh infusion of its preferred food apparently always brings the creature back to full strength, or so the stories all relate.

Undead that fit this category come in many shapes and varieties, but almost all of them are some kind of vampire.

Rest and Recovery

Undead do not sleep, but (as is true of the living) they must take an extended rest to recovery daily abilities and a short rest to recover encounter abilities. Mindless undead not engaged in combat are assumed to be taking a rest unless they have been commanded to perform some other activity.

Vulnerabilities

Though undead enjoy many resistances to dangers that trouble living flesh, they too have their vulnerabilities.

Weapons cut through animate bodies as readily as through living flesh, and even insubstantial undead are dispersed by repeated swings of a blade or a hammer.

Since undead are at home in the shadows, radiant energy is often more dangerous to them than to most other kinds of creatures. Vampire spawn are something of a special case in this regard—although they are not vulnerable to radiant energy, they can be hampered or even destroyed by direct exposure to sunlight.

Self-Propagation

Several varieties of undead can create new unliving progeny. Taking a broader view, undead self-propagation might be regarded as an infectious disease: It is nasty, it is easily spread, and it kills its hosts. Of course, a plague of this nature is far worse than any common disease, but the cure is little different—eliminate the source of infection, and you eliminate the malady.

OUTLOOK AND PSYCHOLOGY

The most dangerous and powerful undead are intelligent beings (which, fortunately for mortals, are a small minority of all undead). Some of these creatures became undead by choice or through repeated evil acts; others attained this state as the result of attacks by other undead or chance encounters with dangerous magic. Regardless of how they came to be undead, all of them now think very differently from the way they did in life. Their minds have changed as much as their bodies.

Necromancy and Morality

Civilized folk consider creating and controlling undead to be acts of evil. Only a few argue that the practice of necromancy is not inherently malevolent by nature. Indeed, they claim that many rituals deemed "good" or holy, such as Raise Dead, employ necromantic aspects in their performance. However, these protests seem more academic than authentic. For instance, the Raise Dead ritual, though it interacts with the dead, does not animate corpses to unlife. Likewise, of all the undead fashioned through necromantic ritual and chance, the vast majority are indeed evil. Someone who claims that undead are at heart unaligned might be hiding something.

That said, if considered in isolation and without context, some undead are not necessarily evil. Mindless undead in particular have no moral leanings one way or the other. But in truth, agencies willing to dishonor the remains of living creatures by animating them into walking corpses are usually up to no good.

But as with every rule, exceptions exist. Everyone has heard tales of apparitions that warn the living of hazards and impending disasters. Epic stories speak of skeleton armies marching up out of crypts in besieged cities to snatch away children and bear them to safety. Whether such creatures acted of their own accord or were compelled by an unseen controller's magic, none can say.

Undead Spirituality

Most intelligent undead are self-serving egoists with little regard for divinity. Though Orcus claims the mantle of Demon Prince of the Undead, his desire for absolute control over his subjects limits the number of worshipers that willingly serve him. Undead arcanists pay lip service to Vecna, primarily out of a desire to gain his secrets. On the other hand, undead that have souls steer clear of the Raven Queen. She seems uninterested in corpses animated by residual animus, but she takes a dim view of undead that cling to souls that rightly (as she sees it) should have fallen to her for judgment.

Undead Mentality

When discussing the psychology of the undead, it is first necessary to distinguish between the three sorts of undead minds.

Mindless Undead: The simplest kinds of undead, such as skeletons and zombies, have no psychological traits. These beings are mindless creatures capable of no more thought or emotion than a clockwork mechanism.

Soulless Undead: Creatures such as specters, wights, and wraiths are soulless beings that retain only remnants of the minds they had in life. They can be exceedingly cunning, and some can freely draw upon their living memories. However, these undead have been irrevocably changed by their transformations. Lacking souls, they are perpetually filled with a tormenting hunger for their lost souls, a hunger that can only be sated by devouring living creatures. These undead hate the living in part because they possess souls that the undead lack.

Some of these soulless undead are little more intelligent than cunning animals, whereas others retain the same intelligence they had in life. In either instance, their minds are far more focused than before. These undead have only two desires: to survive and to devour the living. They have no thoughts, emotions, or plans that do not involve attempting to satisfy these two drives. The most intelligent and strong-willed of these undead can make complex plans, but these plans consist of nothing more than ways to insure a continued supply of mortals to feed their hunger.

Soulless undead retain memories of their previous loves, passions, and interests, but these are little more than distant remembrances. Even the strongest feelings now have little more than a passing faint significance. Occasionally, one of the soulless undead might pause to stare at something that fascinated it in life or might allow a former loved one to go free rather than devouring him. However, such actions are rare. Most soulless undead will devour one of their children as readily as they would a stranger or an enemy. Except on rare occasions when they are driven by memories of their former lives, the psychology of these undead is that of a ravening, ever-hungry monster that kills because its hunger can never be sated and because it hates all life—especially life that reminds it of its former existence. These undead have no culture or society, they create no art or literature, and they ultimately care about nothing other than their hunger.

Undead with Souls: In vivid contrast, the few kinds of undead that retain their souls, such as death knights, liches, mummies, and vampires, are intelligent beings that retain all the passions and mental complexities they possessed in life. These creatures

are dangerous and cunning foes, and on rare occasions even more dangerous allies.

Some are driven by desires that approach the intensity of the soulless undead's need to kill, but these desires do not utterly control their behavior. For instance, although vampires hunger for the blood of the living, this hunger is not the center of their existence. For many, it is simply a need that must be met, and they continue to focus their attention on many of the same passions they had when alive.

Because their undead state eliminates many of the distractions of life, both positive and negative, undead that retain souls can be exceptionally careful and patient planners.

Tainted Minds

Whether an undead is mindless or sentient, the mere state of undeath twists and transforms the creature's consciousness. In the case of soulless undead, this transformation is terrible and obvious. If transformed into a wraith, even someone who devoted his life to caring for children would feast upon those he once protected. At best, such beings might decide to pursue other prey to spare a former loved one. However, if other prey is lacking, the creature always chooses to attempt to slake its hunger.

The transformation of undead that retain their souls is far more subtle. A former comrade can talk with a vampire or a lich about adventures they shared when they were both alive, and the undead might display the same feelings as it did in life. However, undeath gradually alters these beings' perspective. Since they are no longer among the living, undead feel considerably less concern for the things and people they once cared for most. Their morals shift. They might still value friends or family members, but snuffing out the life of a random stranger ceases to be abhorrent, because they place no value on life. Ultimately, these undead cease to care about anyone or anything except for themselves and whatever agenda drove them to seek undeath in the first place. If an undead that has a soul did not choose undeath, revenge becomes one of its goals, even extending to those not responsible for its condition.

Separation from Life

At their core, undead exist in opposition to life. The act of becoming undead, whether voluntary or not, separates them from the world of the living. Some hate the living and regard them as prey. Even undead that have souls and feel no need to consume the living regard breathing beings as lesser creatures whose wishes and desires are laughably shortsighted, even childlike.

This separation derives from the fact that the various pleasures and discomforts that living beings experience on a constant basis do not affect the undead. They do not feel chilled on a cold winter day or comfortable before a warm fire, and they have no ability to appreciate a fine meal (unless it is a screaming, blood-spurting meal). They are outsiders to the world of living sensations. Some undead envy the living their pleasures, but most consider these pleasures to be needless distractions.

Undead that feed upon the living experience an even greater degree of separation. For them, humans and other mortal creatures are food. Their presence makes the undead hungry. Even those undead that attempt to hold onto their humanity find that their living companions and loved ones viscerally register to them as walking, talking meals. This separation can be an interesting source of conflict for PCs who are temporarily transformed into predatory undead.

Singular Drives

Part of becoming undead involves letting go of the concerns of the living. Mortality is by its nature a hectic state in which individuals are constantly at the mercy of various physical and psychological drives. Many of the undead feel various sorts of unnatural hunger, but few experience any compulsion other than this singular drive. The remainder of the troubles and distractions that plague the living vanish, leaving intelligent undead with a calm and terrible patience. If absolutely necessary, they can outlast mortal foes. Plans that require years or decades to complete seem far more reasonable to beings that can exist for thousands of years.

Over time, intelligent undead that possess souls become exceptionally focused on one or two specific goals. Some seek political power and attempt to rule over vast numbers of subjects, either as an unliving sovereign or as a secretive and undying power behind a mortal throne. Others become obsessed with learning ever more powerful magic and obtaining artifacts. To some, such magic is merely a means to attaining a specific end, but for others, powerful artifacts and rituals are desired because they allow their users to bend reality and demonstrate an unrivaled command of magic.

A few undead seek knowledge of a broader sort above all else. Over decades or centuries, they painstakingly assemble lore that interests them, such as the histories of lost and forgotten kingdoms. Because undead are so long-lived, those who retain their intelligence can gather lore that would otherwise be lost to the ages. Scholars given to the study of lore are thus drawn to particular undead, in hopes of learning something of previous ages. Such study sometimes leads those scholars to consider for themselves the lure of eternal existence, unfettered by death.

Other undead are collectors that relentlessly accumulate beautiful and unique objects of various sorts. However, the aberrant nature of their unlife taints even these desires. Like other undead, they care for little beyond their passion, especially not the wishes

or even the lives of others. Someone who refuses to sell an interesting or unique book or work of art to an undead historian or collector has effectively invited thieves (or, more likely, assassins) into his house, intent on killing the owner and retrieving the object for their undead master.

The most heinous of the undead develop an obsession either with death or with exterminating a particular sort of intelligent being, or they hate all living beings with an inhuman passion. Many of these undead see living members of their former race as walking proof of how weak and imperfect they once were and feel compelled to rid the world of such imperfection, in much the same way that humans attempt to rid their dwellings of noisome vermin. Some do not wish to merely kill the living. They wish to transform living beings into undead, because in the depths of their inhuman minds they truly believe that unlife is superior to life and so they seek to rescue the living from the horrors and weaknesses of life.

SOCIETY

Undead have no unified culture and claim citizenship in no nation. However, they can still be defined by how they interact with other creatures, especially how they interact with societies and nations. Though most undead prefer to exist on the fringes of living nations, some are more refined in their sensibilities. Undead can be societal outcasts, secret members of a society, acknowledged citizens, cult members, or even members of a bleak nation (a society made up significantly or entirely of undead).

Outcasts

Most undead are not part of any society. They are animated through chance or malign power, they lurk for years in or near a grave, and if they need to feed, they scrabble and claw their way to their desired sustenance as best they can. They continue this behavior ceaselessly until they are destroyed. Mindless undead make up the bulk of the outcast undead, but any undead, regardless of its intelligence, can fall into this basic predatory existence.

Secret Citizens

Undead that can hide their presence in a city or its outskirts, or those that have sufficient skill or magic to disguise their lifeless nature, sometimes partake in living society. Undead that naturally appear alive, particularly vampires, commonly employ this trick. In this way, some undead never leave the city or nation where they resided when they were alive, though their habits change to support their masquerade.

Undead that choose to retain their ties to living society do so for several reasons. For instance, some undead believe that retaining the contacts and entertainments they enjoyed as living creatures adds to their existence. Additionally, infiltrating living society also provides the undead with a constantly renewing pool of potential victims. Other intelligent undead have requirements beyond simple nourishment. Liches, in particular, enter their unliving state in order to prevent mortality from curtailing their arcane research. Some liches are content to entomb themselves for eons of private study, but others want access to the latest magical theories and research. These undead maintain the charade of life to ensure their continued access to such resources as magical academies, spellcaster guilds, and libraries of lore.

Acknowledged Citizens

In some particularly cosmopolitan cities, undead need not hide their status and can be open members of society. In such locations, the righteous paladin who takes it upon herself to slay an undead "monster" without provocation or proof of the creature's unlawful activity would find herself on the wrong side of the law. Most cities in the world are not so open-minded that they suffer openly undead citizens, but a few such places do exist (especially those that are under the auspices of other undead; see below). Cities on other planes, particularly those that already tolerate a mixed citizenry, are most likely to grant ungrudging citizenship to undead, presuming that those undead follow all the rules of polite society (first and foremost, no predation on other citizens). Sigil, the City of Doors, is the most well known of such tolerant locations.

Some nation-states that allow undead members ignore the potential problems implicit in such an arrangement and count on regular laws to keep undead in line—it's against the law in most cities to murder other citizens, no matter how hungry the murderer is.

Other places, such as the city of Eredu, take a more proactive approach. In Eredu, undead that want to be citizens must submit to a process of authorization to gain unrestricted access to the metropolis. An undead that has recognized feeding requirements (notably vampires) must obtain authorization for a given length of time (which varies by district, but never more than a year). This authorization requires the undead to describe how it will meet its feeding needs for the given period in a way that does not involve harm to other citizens, visitors to Eredu, or citizens of other locations that could find fault if an undead seeks sanctuary in Eredu for crimes against the living in other nations. Most such plans involve the purchase of livestock from which the undead obtains sustenance.

In the cities and nations of the world, living citizens are presumed to be upstanding members of society until proven otherwise, but for undead, whose natures are impossible to suppress, the presumption

almost always goes the other way. Undead that are openly part of a society that tolerates them must go a step farther than the average citizen to maintain their civilized nationality. They must be careful not to break any rules or overstep any boundaries, or their citizenship might not be the only thing revoked.

Cults and Secret Cabals

Some undead, whether they are hidden within or openly part of a society, are also members of sinister networks that exist beyond the notice of the living world. Most of these organizations cannot operate in the public eye without fear of reprisal. One such group is the Blood Scion Heresy (see below).

Orcus, Demon Prince of the Undead, enjoys the suffering of the living. Orcus's cults are perhaps the most feared of all the undead-centric cults, and no matter how often the cult is put down, it rises again in a new guise prosecuting a new evil plot. See page 210 of the *Monster Manual* for more on the cults of Orcus, and "The Ashen Covenant" in *Dragon® Magazine* #364 for a detailed look at an Orcus cult.

Those who worship Vecna are eager for knowledge, no matter the methods used to obtain it. Vecna's servants desire to learn that which was not meant to be known and that which others wish to keep secret. Undeath is merely one path to knowledge and secrets, one that allows the devotee to extend his or her search long beyond a mortal life span. A temple of Vecna is described on page 96.

Realms of the Dead

In some places, the roles of the living and the dead in society are turned upside down. Undead are a part of society to such an extent that they are completely integrated. Undead merchants sell their wares in the shadowy end of the market bazaar, undead councilors hold positions of authority, and undead adventurers seek gold and glory alongside (or instead of) living thrill-seekers. For example, undead are counted as full citizens in the fell city of Nocturnus as opposed to in Eredu, where they are merely tolerated. Living citizens from other nations can visit Nocturnus and conduct their business, drawn by the liberty of a city in which any sort of activity is not only permitted, but encouraged.

In other places, undeath is the dominant aspect of society. Only the dead partake of the society's benefits, and all the needs of the society are addressed. Farms on the outskirts of such cities do not grow grain, but instead produce living creatures (often humanoids) to feed the undead masses that require life essence, blood, or flesh for sustenance. Unless a would-be member of this society is already undead, becoming a member requires the creature to undergo the transformation into unlife.

For the most part, these so-called bleak nations are rooted in evil. By their nature, they revere death, and they allow the veneration of archdevils, demon lords, and malevolent gods. Of course, bleak nations only allow such veneration if doing so does not threaten the rulers of said nation with replacement. In places where evil is thick, gang warfare pitting cambions against vampires can rule the streets, while behind darkened eaves, the initiates of Orcus plot ways to expand their power into the cities of the living.

Two examples of such bleak nations are Hantumah (page 18) and Nocturnus (page 20).

Elder Evils

Like exarchs and certain unique fiends, elder evils are powerful entities and legendary beings who have garnered enough followers to qualify as cult icons.

Atropus, the World Born Dead: Atropus drifts through the gulfs of space, trying to find its way back to consume the world with its gruesome touch. The afterbirth of the world's creation, or perhaps an undead primordial, Atropus dreams of nothing but unmaking all things.

Haemnathuun, the Blood Lord: Before the apotheosis of Orcus, this ancient primordial claimed the title of Blood Lord. Today his immense, decaying corpse floats silently upon the Astral Sea. See page 120 for a lair set upon Haemnathuun's corpse.

Blood Scion Heresy

The Blood Scion Heresy is one of a handful of so-called blood cults dedicated to the worship of vampire lords. Cult members willingly become thralls to these vampire lords.

The vampire thrall template on page 219 can be applied to a living creature that serves a vampire lord.

Lore

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

DC 20: The Blood Scion Heresy was founded on the principle that blood is a holy sacrament, and through its consumption the righteous will be blessed with eternal life.

DC 25: Particularly fervent worshipers have been known to sacrifice themselves in an unholy ritual that results in their transformation into blood elementals.

Organization

A cult cell attempts to limit its membership to twenty-five members in any given city. If the cell were to grow larger, the presence of so many vampires could be difficult to conceal. High preceptors enforce strict rules that dictate when and where the thralls can feed, so that hunting does not attract undue attention.

Leader: The cult has no true leader, but the Masked One is seen as the organization's ultimate authority.

Blood Elemental **Level 9 Elite Brute**
Huge elemental magical beast (blind, ooze, water) XP 800

Initiative +11 **Senses** Perception +5; darkvision
Blood Call (Healing) aura 5; whenever a creature within the aura takes ongoing necrotic damage from the blood elemental's *coagulated smash*, the blood elemental regains 5 hit points.
HP 232; **Bloodied** 116
AC 23; **Fortitude** 23, **Reflex** 22, **Will** 19
Immune disease, gaze, illusion, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 6, climb 4
Action Points 1

⊕ **Coagulated Smash** (standard; at-will) ✦ **Necrotic**
+16 vs. AC; 2d8 + 5 damage, and ongoing 5 necrotic damage (save ends); see *blood call*.

Flowing Form (move; at-will)
The blood elemental shifts up to 4 squares.

Bloodied Spawn (when first bloodied; encounter)
The blood elemental splits into two Huge individuals, the second one occupying a space adjacent to the original creature. Each of the two creatures has hit points equal to one-half the original's current hit points. Both creatures act on the original creature's initiative count. Effects applied to the original blood elemental do not apply to either of the individuals after the split occurs. A blood elemental can't split if reduced to 0 hit points by the attack that bloodied it.

If out of combat for 5 minutes, the two halves combine back into one blood elemental, which has hit points equal to the combined value of the two halves.

Alignment Unaligned **Languages** Primordial, telepathy 5
Str 20 (+9) **Dex** 16 (+7) **Wis** 12 (+5)
Con 16 (+7) **Int** 9 (+3) **Cha** 10 (+4)

High Preceptor **Level 13 Elite Controller (Leader)**
Medium natural humanoid (undead) XP 1,600

Initiative +11 **Senses** Perception +14; darkvision
HP 254; **Bloodied** 127
Regeneration 10 (regeneration doesn't function while the high preceptor is exposed to direct sunlight)
AC 29; **Fortitude** 25, **Reflex** 27, **Will** 27
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Saving Throws +2
Speed 6
Action Points 1

⊕ **Mace** (standard; at-will) ✦ **Necrotic, Weapon**
+18 vs. AC; 1d8 + 5 damage, and ongoing 5 necrotic damage (save ends).

Blood Drain (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; +17 vs. Fortitude; 1d12 + 8 damage, and the target is weakened (save ends), and the high preceptor regains 63 hit points.

Betraying Gaze (minor; recharge ⁞⁞)
Ranged 10; +17 vs. Will; the target makes a melee basic attack as free action against an adjacent ally of the high preceptor's choice.

Blood Storm (standard; recharge ⁞⁞) ✦ **Healing, Necrotic**
Close burst 4; targets enemies; +17 vs. Fortitude; 1d6 + 7 necrotic damage, and the target is dazed (save ends). Undead within the burst regain 15 hit points.

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

Alignment Chaotic evil **Languages** Abyssal, Common
Skills Religion +17
Str 19 (+10) **Dex** 22 (+12) **Wis** 18 (+10)
Con 15 (+8) **Int** 14 (+8) **Cha** 20 (+11)
Equipment leather armor, mace, censer

Headquarters: The most well-known cult outpost is a storage cellar below The Howling Troll, a theater and opera house.

Hierarchy: Beyond the Masked One and his high preceptors, no hierarchy exists. Few refer to one another as "cultists" or by any religious title.

Members: The Blood Scion Heresy is a disorganized amalgamation of landed lords and petty nobles jockeying for positions of favor within the society.

Blood Elemental

A partially coagulated mass of blood drawn from its past victims, the blood elemental is a swirling vortex of malignant elemental evil. Held together by powerful necromantic forces, this entity is greatly feared for its suffocating attacks, which leech out large amounts of blood from its victims.

Blood Elemental Tactics

When a blood elemental senses potential prey, it quickly moves to engage, hoping to draw out the blood of its victim in full quantity. Blood elementals

The Howling Troll

The Howling Troll is a theater and opera house in a large port city that is the site of a significant amount of trade, heavily populated with foreign merchants and thrill-seekers. Despite its lowbrow name, The Howling Troll is slightly too expensive for sailors and day laborers. Indeed, the place caters to courtiers, merchants, and the spoiled children of nobility. The cell of Blood Scion Heretics that rests in the cellar below the theater could hardly wish for a better lair. A few of the vampire lords even perform in the musical productions given on the stage, before mingling with the crowd to find a likely victim to exsanguinate later that night.

The Howling Troll's proprietor is a mortal in thrall to the opera's headliner, a demure, pale-skinned woman named Synn Arian. The proprietor knows that Synn is a vampire lord and that many of her fellow performers are as well. He hopes to one night be made a lord, in return for providing such an ideal location for the cult's cell.

Synn Arian is a talented singer and playwright, and she places herself in the starring role for each new production she pens. These productions are tragedies and deal with dark subjects, mimicking the end that some unlucky patrons might face hours after the curtains close.

use *flowing form* to best tactical advantage, commonly flanking their victims in combination with another elemental or through the use of ***bloodied spawn***.

High Preceptors

High preceptors, the vampire lords that hold positions of responsibility within the Blood Scion Heresy, espouse secrecy above all. They preach the tenets of the cult and are charged with recruiting new members into the organization. Adventurers typically don't encounter a high preceptors unless they have successfully infiltrated a cell of the organization.

High Preceptor Tactics

A high preceptor is a merciless opponent against haughty interlopers and common infidels. Combat begins with *betraying gaze* against the strongest opponent, followed by *blood drain* if combat advantage has been achieved.

Hantumah

Hidden from view on three sides by lofty snow-covered peaks and protected on the fourth by a deep river gorge, the fabled nation of Hantumah is a realm populated entirely by the unliving.

Lore

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

History DC 20: Hantumah was not always ruled by undeath. The nation-state was once called Khatiroon, and it was a place for the living, a hidden paradise of tranquility and scholarly learning. Its fertile lands and abundant mineral resources provided its citizens with a rich, bountiful, and self-sustaining lifestyle nearly free from the strife and avarice common among their neighbors.

History DC 25: At the onset of winter just over a century past, a massive undead army gathered along Khatiroon's western frontier. At the head of the horde stood Raja Thirayam of Dukkharan, a lich of immeasurable power. Through the early months of the campaign the raja's army easily conquered Khatiroon and the settlements around it.

On Midwinter Night, Raja Thirayam held a grand celebration for his "subjects" in the ruins of the conquered capital city. He proclaimed the birth of Hantumah, Empire of the Bloodless, and appointed himself its emperor. The following week a wasting plague swept the newly renamed lands, slaying a great percentage of the population outright; the survivors were left with a debilitating sickness. As the plague raged, Raja Thirayam and his court necromancers performed rituals over the dead. By spring, more than half the nation's population had been transformed into undead servants of the emperor.

Streetwise DC 15: Adventurers wielding a great weapon that had been forged to destroy undead, some sort of stone scepter, made their way to the capital and killed Raja Thirayam. Lands near to Thirayam's empire thought they had reason to celebrate when word spread of the emperor's death. Elation turned to horror when it was revealed that upon the raja's death, his life force divided and possessed the four audacious heroes. In turn, each adventurer was slowly consumed by the malevolent spirit of the emperor; the raja lives on, his body four-fold and harder to destroy than ever.

Society

Hantumah is a militaristic society bent on conquest and the destruction of all that is holy.

Government: The Empire of Hantumah is divided into four provinces, each ruled by a sceptenar who holds absolute authority over his or her subjects. Sceptenars are murderous tyrants who rule through violence and intimidation.

Defense: Geographically, Hantumah is well protected, but rugged terrain is the least of the factors that keep the empire's enemies at bay. Hantumah is a hellish plagueland of undeath where few living creatures dare to trespass.

Trade: Hantumah neither seeks nor desires trade with its neighbors. The sceptenars and their undead subjects consider the living to be no better than food.

Culture: A mortal observer of the Empire of Hantumah would be awestruck by the bizarre and perverse nature of this undead society. Outlying villages are empty of anything except zombies that tirelessly go through the motions they pursued in life, even as their fields and livestock molder around them. These serve as the empire's first line of defense

Hantumah Resistance

An active band of undead hunters haunts the edges of Hantumah, finding secret routes into the guarded kingdom. The Lightbringers, as they call themselves, are secretly supported by a variety of distant kingdoms, who are worried that one day the bleak nation of Hantumah might swell beyond its borders. Several different companies have taken up the Lightbringers' banner (their symbol is a stylized half-sun, half-moon disc).

In recent years, money has flowed more liberally into the Lightbringers' coffers, and real organization has begun to form around the name. Indeed, a headquarters for the resistance has been constructed in a secluded valley not far from Hantumah. Some believe this isn't wise, since the structure gives the bleak nation a specific target against which it can strike. Regardless, most Lightbringers believe their cause is soon to be fulfilled. Their credo is "Suffer no false life."

against any living incursion. All the sentient undead moved inward and settled in the capital city (also called Hantumah, or Hantumah City). Here, where undead are thick, days-long rituals venerating the various sceptenars are the most common and easily understood activity, but many more gruesome activities occur behind shuttered spires.

Sceptenar Vasabhakti

Sceptenar Vasabhakti, daughter of the late ruler of Khatiroon, rules the southern province of Hantumah. Once a kind and benevolent princess, Vasabhakti was possessed and corrupted by the undead forces that overtook her homeland. Today, she is seen traveling the countryside riding her infernal stallion, Maheghoda the Black Courser.

Sceptenar Vasabhakti **Level 22 Elite Soldier (Leader)**
Death knight
Medium natural humanoid (undead) XP 8,300

Initiative +15 **Senses** Perception +13; darkvision
Marshal Undead aura 10; any lower-level undead ally within the aura gains a +2 bonus to attack rolls.
HP 398; **Bloodied** 199; see also second wind
AC 40; **Fortitude** 38, **Reflex** 35, **Will** 38
Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 10 radiant
Saving Throws +2
Speed 5
Action Points 1

⊕ **Soulsword** (standard; at-will) ✦ **Necrotic, Weapon**
+29 vs. AC; 1d8 + 9 damage plus 5 necrotic damage (plus an extra 2d6 necrotic damage on a critical hit)

⚸ **Valiant Strike** (standard; at-will) ✦ **Necrotic, Weapon**
Requires soulsword; +29 vs. AC, with a +1 bonus to the attack roll for each adjacent ally; 2d8 + 9 damage plus 5 necrotic damage.

⚸ **Terrifying Smite** (standard; encounter) ✦ **Fear, Weapon**
Requires soulsword; +29 vs. AC; 2d8 + 9 damage plus 5 necrotic damage, and the target is pushed 2 squares and can't move closer to Sceptenar Vasabhakti on its next turn.

⚹ **Divine Challenge** (minor; at-will) ✦ **Necrotic**
Close burst 5; targets one creature in burst; the target is marked until Sceptenar Vasabhakti uses this power against another target. If the target makes an attack that doesn't include Sceptenar Vasabhakti as a target, the target takes a -2 penalty to attack rolls and 16 necrotic damage.

⚹ **Unholy Flames** (standard; recharge ⚁ ⚂) ✦ **Fire, Necrotic**
Close burst 2; +24 vs. Reflex; 6d8 + 13 fire and necrotic damage to living creatures. Undead creatures within the area (including Sceptenar Vasabhakti) deal 2d6 extra fire damage with melee attacks until the end of Sceptenar Vasabhakti's next turn.

Second Wind (standard; encounter) ✦ **Healing**
Sceptenar Vasabhakti spends a healing surge and regains 99 hit points. Sceptenar Vasabhakti gains a +2 bonus to all defenses until the start of her next turn.

Alignment Evil **Languages** Common, Draconic
Str 24 (+18) **Dex** 14 (+13) **Wis** 14 (+13)
Con 15 (+13) **Int** 18 (+15) **Cha** 24 (+18)
Equipment plate armor, heavy shield, soulsword (katana)

ANTHONY WATERS

Maheghoda the Black Courser **Level 19 Skirmisher**
Nightmare
Large shadow magical beast (mount) XP 2,400

Initiative +15 **Senses** Perception +15; darkvision
HP 186; **Bloodied** 93
AC 33 (35 against opportunity attacks); **Fortitude** 34, **Reflex** 30, **Will** 28
Resist 20 fire; see also *hell's ride*
Speed 10, teleport 10

⊕ **Hooves** (standard; at-will) ✦ **Fire**
+24 vs. AC; 1d8 + 7 damage, and ongoing 5 fire damage (save ends).

⚸ **Trample** (standard; at-will)
Maheghoda can move up to its speed and enter enemies' spaces. This movement provokes opportunity attacks, and Maheghoda must end its move in an unoccupied space. When it enters an enemy's space, the black courser makes a trample attack: +22 vs. Reflex; 1d8 + 6 damage, and the target is knocked prone.

Hell's Ride (while mounted by a friendly rider of 13th level or higher) ✦ **Mount**
Maheghoda's rider gains resist 20 fire.

Hooves of Hell (standard; recharge ⚁ ⚂) ✦ **Fire**
Maheghoda moves up to 10 squares. Each square it leaves is filled with fire to a height of 10 feet until the end of its next turn. Any creature that hits Maheghoda with a melee attack during this move, or that enters one of the flaming squares, takes 10 fire damage.

Alignment Evil **Languages** –
Skills Endurance +19
Str 23 (+15) **Dex** 19 (+13) **Wis** 12 (+10)
Con 26 (+17) **Int** 16 (+12) **Cha** 15 (+11)

Tactics

If drawn into melee, the sceptenar charges into combat riding Maheghoda, seeking to trample her foes under her mount's hooves of hell. With her soulsword in hand, Vasabhakti is a formidable warrior, unleashing *valiant strike* and *terrifying smite* against her enemies.

Nocturnus

Anything goes in Nocturnus. What is considered illegal, immoral, amoral, or despicable in other places is allowed in Nocturnus, if the appropriate indulgence fee is paid to the accountants of Nocturnus, who tally up each sin, great and small, and determine its price. All the less savory acts of society occur here, as in any large city, but in Nocturnus, the law permits almost anything, including permitting intelligent undead to have full citizenship.

Lore

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

History DC 20: When the gods fought the primordials, there were losses on both sides. One primordial fell into the world. Where his corpse slowly moldered and died, a permanent stain formed on the fabric of reality. This stain influences all creatures that reside near it, even millennia later. Most are unaware of the influence, though some creatures are particularly sensitive to it and even derive power from it. A great city grew up around this ancient grave, a city called Nocturnus.

History DC 30: Over the thousands of years of the city's history, the population has ballooned, shrunk, been ravaged by necromantic diseases or curses, and been overrun by invading armies. The city has been expanded, razed, rebuilt, and subjected to various architectural shifts over the centuries. Like its history, the city's name has varied widely. Now known as Nocturnus, the city has borne many names in the past, including Vilifos, Maladon, Demonchalice, and Tyran.

Streetwise DC 10: Nocturnus is built around and within a crater called the Pit, half a mile across and two miles deep. Four great canyons empty into the Pit. Respected institutions are built on the higher ridges, while the slum wards, the Low Market, the Necropolis, and other establishments that shy from the light are found down within the constantly shadowed walls.

Streetwise DC 15: The Lords of Nocturnus each keep a palatial fortress-estate along the rim of the Pit. When formally meeting for council, they convene in a structure built on a precarious-seeming splinter of rock that rises up from the Pit, near the west rim. Called the Finger of Fate, this heavily guarded tower rises hundreds of feet into the air.

The architecture along the rim plateau is grand and imposing. White stonework columns, arches, colonnades, domes, and spires are the preferred decorations for structures inhabited by the minor lords (and their noble families) and guild leaders.

Streetwise DC 17: Obsidian sculptures are scattered about Nocturnus and carved into canyon walls, variously depicting angelic or demonic entities. Most sculptures stand 20 or more feet in height and are incorporated into surrounding structures. The sculptures have endured since the founding of the city, and few know their original purpose or the names of the entities the statues depict. Some of the sculptures are warlike, others suggestive, and others sprawled as if enduring heartrending grief.

Society

In Nocturnus, undead openly walk the streets and hold the highest levels of authority.

Government: The seven Lords of Nocturnus rule the city, though they leave day-to-day governance to a bevy of hired civil servants. Each lord is a supremely powerful individual who is rumored to be able to channel the taint that seeps up from the Pit to enhance its already potent strength. Of the seven, at least three are suspected to be undead, including Lord Tantalus, presumed to be some sort of lich because of his skull-like visage.

Defense: Nocturnus keeps an army of zombies in the warrens that riddle the earth below it. Few invading forces can stand up to the sheer number of undead bodies that Nocturnus is capable of throwing at an aggressor.

Trade: Nocturnus is an open society that has made its name on trade (nothing is taboo), especially trafficking in slaves, drugs banned in other places for the evil acts required in their preparation, and the creation of undead.

Culture: Because visitors and citizens of Nocturnus can get away with nearly anything if the proper indulgence fees are paid to the lords, good-aligned folk soon discover that societal rules that define upright behavior are completely absent. A visitor might become caught up in the "economics of sin" and lose sight of what is truly good and truly bad. She might find herself across the table from an undead card sharp, playing for stakes that include flasks of knife whiskey, a drink that is properly distilled only when mixed with a blade once used to perform an evil sacrifice. Despite the indulgence of the city's population, evil acts remain evil acts. Though no civil consequences follow evil actions, alignments shift to reflect real actions. Moral ambiguity can blind the incautious until visitors are so deeply ensnared that evil overtakes them.

THE SHADOWFELL

The Shadowfell is an echo of the world, one tainted by necromantic seepage and that serves as the natural destination of bodiless spirits. The Raven Queen is one of the most well-known inhabitants of the Shadowfell, and most acknowledge her divine influence over death and the movement of souls.

Orcus would like nothing better than to wrest from the Raven Queen her influence over death and thereby send all souls, most of which pass beyond the ken of the cosmos, into undeath instead. He believes that this goal can be served if he is able to uncover the Raven Queen's true name, and he has charged his lieutenant Doresain (also known as King of the Ghouls) with that responsibility. Some of the most powerful and ambitious of the undead support Orcus in his effort; others throw in their lot with Vecna, typically as a way to further their own agendas. However, the vast majority of the undead care little for these divine rivalries.

A Home to the Undead

Most undead dwell in the world and, if they are capable of contemplation at all, see it as their natural home. However, undead that retain their souls and thus their full intelligence and creativity suspect that their existence is also influenced by the Shadowfell. Certainly it is a place far more suited to undead existence than is the world, with its umbral taint, necromantic seepage, and lack of full sunlight. Unless visiting undead have a compelling reason to return to the world, many remain or set up a permanent path they can access to travel to and from the Shadowfell at need.

Vampires are especially fond of the Shadowfell, since its sun is hidden behind clouds, low on the horizon, and pale and weak, unable to warm the land or burn undead flesh. Because the Shadowfell is full of the energy that animates undead, dwelling there gives them a palpable sense of well-being. Even the most twisted and inhuman undead feel more at ease there. Also, undeath alters the minds of even the most lucid undead, and the grim cast it gives to their thoughts perfectly matches the equally grim cast of the Shadowfell. Undead that can still appreciate such concepts describe it as a kind of paradise.

Because of the nature of their existence, the walking dead no longer enjoy most physical pleasures or suffer from most forms of physical discomfort. However, with enough time, they can come to grow fond of the Shadowfell, even becoming physically dependent on its dim ebb and flow of energy, just as a living person can become dependent on a drug. Take that drug away for too long, and the addict grows more and more maddened until another fix is found; the same holds true for undead taken from the Shadowfell to serve a necromancer in the world.

Even the tormented soulless undead, such as wights and wraiths, find some comfort in the Shadowfell. Portals and weak spots in the world that connect to the Shadowfell attract soulless undead. These weak spots also attract cultists who worship death, in hopes that necromantic seepage will empower their dark rites.

In the Shadowfell, undead do not shun the dim and gray daylight (which is evident only about a quarter of each day, and on some days seems to be skipped entirely). Undead in the world dwell in ruined buildings, the dark hearts of thick forests, and in underground caverns and tunnels. In the Shadowfell,

WAYNE REYNOLDS

undead retreat to such places only when threatened. Otherwise, they are equally comfortable everywhere. Mortal visitors from the world are unpleasantly surprised when they are set upon by wights or specters at "midday" in the Shadowfell.

Unless they seek to animate the bodies of the dead, living beings should know better than to bury bodies in the Shadowfell. Though rituals exist to keep a corpse temporarily free of unlife, it's better not to chance such things. Even when such rituals are used, corpses (whether buried or left behind untended) are likely to rise in the Shadowfell as shambling dead. Evil individuals are certain to rise as particularly nasty soulless monsters. In the world, only the most horrific and ruthless murderers return as specters, but in the Shadowfell, any death might spawn such a wicked undead.

Shadar-Kai and Shadowfell Undead

The shadar-kai abandoned the world and entered the Shadowfell in service to the Raven Queen long ago. Many shadar-kai remained close to the god and established themselves in and around her wintry kingdom, while others spread out through the plane to found new cities.

However, the shadar-kai soon learned that mortals cannot spend too long in this dim realm without succumbing to the spiritual malaise that grips all life in the Shadowfell. The shadar-kai eventually learned to fend off fading into nonexistence through controlled application of extreme pain, extreme pleasure, and other extreme pursuits; such excessive living keeps their souls firmly bound in their flesh.

Shadar-kai recognize that living in the Shadowfell means contending with undead. Sentient undead might trade and interact with a shadar-kai community from time to time, but limited contact and brief, suspicious alliances comprise the majority of the two groups' interaction.

The shadar-kai's tolerance of unlife applies only to graveborn that do not openly revere Orcus or actively attempt to promote his purposes. The shadar-kai rightly see Orcus as the eternal enemy of the Raven Queen, and none but the most debased and corrupt of their kind treat allies of Orcus as anything other than hated foes.

A few shadar-kai find the never-ending struggle against ennui that the Shadowfell causes to be too much. These cursed few betray the ideals of their race and seek rituals of undeath. Shadar-kai who succeed at becoming undead are hunted by their former kinfolk.

Heroes of the race try to rise above their fellows, hoping to show the Raven Queen their devotion and thus be brought into her direct service, to be remade as sorrowsworn and perhaps even Raven Knights (see below). To show themselves worthy of such an honor, shadar-kai constantly undertake dangerous quests to demonstrate their bravery and prowess. Each attempts to outshine the others, hoping that one dim evening, the Raven Queen will summon them for greater duty.

The Raven Queen

As the putative sovereign of the Shadowfell, the Raven Queen is fate's instrument. All souls come to the Shadowfell, and sooner or later they pass through the Raven Queen's Citadel in Letherna, except for those souled undead that evade the fate she decrees.

Most creatures visit the Raven Queen only once, as formless souls after their mortal existence is concluded, though epic characters have a way of charting their own destinies. Many among the living worship the Raven Queen, hoping to gain some last reprieve from the god of fate when their final hour would otherwise be at hand.

Orcus has amassed so much necromantic power that, even in the face of the Raven Queen's prominence, many undead see the demon lord as their natural ruler and one who will not so blithely dispense with them. However, although Orcus is less likely to annihilate undead out of some sense of natural balance between life and death, he is quick to sacrifice the ranks of his undead to achieve his ends. Many intelligent undead recognize this trait, and so they avoid the demon lord. These undead also fear that if Orcus ever gains control of the Shadowfell, he might not stop there. Perhaps he would further consolidate his control over death and the undead, as the legendary lich Acererak attempted to do (in a more limited fashion, to be sure), and chain all undead to his will.

A few of the brightest, most powerful, and most driven of the soulless undead believe that the Raven Queen can provide them with souls, whether theirs or some other creature's, and thus quench their eternal gnawing hunger. These undead cluster near her temples in the world or her dread and forbidding fortress of black ice in the Shadowfell, hoping to attract her attention and obtain her favor. No one knows if a wight or a wraith has ever been invested with a soul, or what would happen to the wight or wraith were that to occur. The Raven Queen is silent on the matter (as with much else), although her priests have been known to exterminate undead that cluster too thickly like vermin.

Letherna

Souls pass into the Shadowfell and fall across its dark skies like falling stars, bound for the Raven Queen's realm, known as Letherna. High in a range of ice-capped mountains, the god's fastness is cut from black ice that sparkles with new snow. The streaking

motes of light visible across the rest of the Shadowfell finally reveal themselves here as silvery, spectral silhouettes of the newly dead.

Towers rise up from Letherna's maze of walls and graceful bridges, but all these structures are dwarfed by the massive, intricately inscribed gates that control entry into the fortress. The arriving souls form a grim procession that queues up before these dread gates. Inside, the souls learn their final fates.

On the edge of Letherna is the Temple of Temples, called Zvomarana. Only the most dedicated and powerful of the Raven Queen's servants are ever allowed to enter it. The temple is perched on a treacherous, bramble-choked incline; its location serves as a test for those who would approach Zvomarana over land.

The Raven Knights

The grim servitors known as Raven Knights can be observed moving across the dark plains of the Shadowfell. Wearing ebony livery, the Raven Knights are powerful sorrowsworn bound to the Raven Queen's service. All have pledged their honor and their loyalty to the Raven Queen.

The Raven Knights command several companies of shadar-kai similarly sworn to serve the Raven Queen, along with a handful of dark creeper and dark stalker spies and assassins. These companies are housed in small keeps that dot the periphery of Letherna; each keep is under the command of one or more Raven Knights.

The typical Raven Knight keep is a single narrow tower that rises high enough to command a view of the surrounding land. In this way, the Raven Knights help protect Letherna's borders from encroachment by other powers of the Shadowfell; primarily, they keep a lookout for agents of Orcus attempting to slip into the realm unnoticed.

Orcus views the Raven Knights as obstacles in his quest to overthrow the Raven Queen, and thus has become familiar with the name of every pledged knight. Orcus offers a bounty on each Raven Knight, and more than one group of adventurers has collected, handing over their prize to creatures who they did not suspect were agents of the Demon Prince.

Because of their service to she who rules the Shadowfell, Raven Knights are honored in shadar-kai cities. Indeed, some Raven Knights were once shadar-kai who were singled out by the Raven Queen and made into exemplars in her eminence's service.

Orcus in the Shadows

Orcus covets the Shadowfell and the power the Raven Queen has over death. As a result, he regularly sends parties of undead into the Shadowfell to oppose her. He sends others into the Astral Sea in attempts to locate her abandoned and lost dominion and uncover hidden secrets that might enable him to vanquish her and steal her power.

Cults devoted to Orcus thrive within the Shadowfell, as do undead that worship him in return for power. Orcus richly rewards any creature, living or dead, who can obtain any important information about the Raven Queen or any means that might be used to reduce her control over the Shadowfell. In the Shadowfell, Orcus's devoted thralls rule entire regions of undead, whose leaders regularly send raids to Letherna's borders.

Some believe that the Raven Queen allows these realms to exist because they pose no threat to her power. Others see her "forbearance" as proof that she lacks the power to smite them, or even that she fears the Demon Prince of the Undead. Other than plucking the souls from those who suggest the latter in her presence, the Raven Queen does not deign to explain her actions to other creatures, even to other gods who send exarchs to treat with her.

Whatever the truth, in the shadow of her inaction, Orcus's plots grow apace. Some of her eminence's Raven Knights have suggested that the Demon Prince's increased frontal assaults of the last few years might actually be a diversion hiding some other, more subtle plot. Rumors of archeological activity in the darklands might indeed involve Orcus, but so far, the Raven Queen's agents have been unable to determine what, if anything, Orcus might have to do with the shadow dragon that has claimed an ancient site and renamed it Nightwyrm Fortress.

CHAPTER 2

DM's Guide to Undead

You reel away from the raking talons, but your legs are unsteady, your stamina depleted. Again and again, the monstrosity strikes, claws slipping between the gaps in your armor and finding unprotected flesh. A final desperate swing from your sword decapitates the undead brute, silencing it forever. You turn your back on the corpse, confident that your wounds are merely superficial. Then you notice the faces of your companions, and the horrifying truth clearly etched on them. It's only a matter of minutes before your pox-laden wounds transform you into the unholy abomination you just destroyed. . . .

THE UNDEAD have long been a classic foe of adventurers in DUNGEONS & DRAGONS campaigns. Such creatures are steeped in myth and legend. Folklore dating back centuries speaks of sinister apparitions haunting the living, or of ghoulish nocturnal predators stalking local cemeteries. Some undead, such as vampires, have even been romanticized by popular culture.

This chapter features an array of advice, tools, and examples to enable you to run a successful adventure or campaign featuring undead. It includes:

- **Social Encounters:** Not every meeting with an undead needs to end in combat.
- **Hauntings:** Phenomena that are associated with death can manifest as hauntings that range from intriguing to bothersome to brutal.
- **Undead Adventures:** Ready-to-play adventure hooks that can be dropped into your sessions with little if any modification.
- **Campaign Arcs:** Several overriding ideas for recurring undead themes and villains.
- **Artifacts:** New artifacts, rituals, and other equipment with an overarching undead theme. These items can be used as rewards, warnings, hindrances, or the inspiration of further adventures.
- **Rituals:** Seven new rituals for characters to use with or against undead.
- **Grafts:** Special powers that beings can obtain by merging undead body parts with their own.

GEORGI "CALADER" SIMEONOV

Imbued with a passionate hatred for life in all its forms, and frequently possessed by an unquenchable hunger for blood, flesh, or soul energy, the undead would seem to be unpromising negotiating partners. Indeed, hosts of them, such as skeletons and zombies, are completely mindless killers. Others, such as the specter or the atropal, are intelligent but lack any motivation beyond their primal impulses to feed and destroy.

Certain undead, however, are rational and might be profitably engaged in conversation. These entities embraced corrupt immortality to continue their earthly schemes after corporeal death. Vampire lords pursue political power. Liches and larva mages scour the underground world for lost arcane secrets. Mummy lords guard ancient sites, artifacts, or knowledge. Minions of Orcus (both mortal and undead) wage a covert supernatural war to overthrow the Raven Queen and install their demonic master on her throne. Other undead conspirators seek to expand the boundaries of the Shadowfell, greedily anticipating the day it devours the world and the planes beyond.

Undead potentates, and those beholden to them, are ready to entertain any offers that might further their agendas. As in any successful negotiation, a participant must know what the other side wants and must offer a chance to get it, at an acceptable price. Unlike other conversations, however, a misstep in a debate or the breach of an agreement could render the defaulters liable to being devoured, drained of blood, or transformed into the walking dead.

Savvy dealers with the dead play on the following motivations.

Disdain: Spitefully haughty in their attitudes toward the breathing and virtuous, the undead take a perverse joy in dragging others to their corrupt level. A chance to advance the cause of moral decay might spur an undead lord to heedless concessions. It becomes especially eager when made to believe that the victim might wind up eternally shackled to it as an undead thrall.

Fear: The spawn of Orcus cling tenaciously to unliving existence, secretly quailing at the prospect of their own destruction. Paint a convincing scenario of potential doom, and they'll jump at the chance to avoid obliteration. Naturally, megalomaniacal blustering should be expected and discounted in any such conversation.

Hate: Undead sentients are a brooding lot, prone to grudges and vows of eternal vengeance. Clever negotiators offer them a chance to wreak long-anticipated retribution. To use this tactic, pit the undead against an equally loathsome enemy.

Hunger: Ethically slippery adventurers might convince undead to postpone a feeding frenzy in favor of a greater gorging down the road. Anyone who would deliver on this promise is probably just as sinister as the other negotiating partner.

Sample Skill Challenges

The skill challenges described below represent just two of several ways that characters can use their non-combat ablities to successfully interact with undead.

Safe Passage **Level 7**
Skill Challenge XP 900

Crossing through desolate mountain territory, you come upon a sudden profusion of black and leafless trees. The landscape's bleakness indicates that you've reached the borders of the Pale Duchess's realm. Now you must figure out a way to traverse it, preferably without opening your veins to its infamous vampire ruler.

The PCs must travel as directly as possible to their ultimate destination. Their path crosses the duchy of a vampire lord called the Pale Duchess. The undead is both a predatory monster and a calculating political leader. She sometimes grants safe passage to traders and travelers—when it suits her interests. This skill challenge is designed to take place over an extended period of time, perhaps with other events interspersed, as the characters make their way through the duchess's domain.

Complexity 3 (requires 8 successes before 3 failures)

Primary Skills Diplomacy, Endurance, Heal, History, Insight, Stealth

Victory The group safely traverses the realm of the Pale Duchess.

Defeat On a defeat with 0 successes, the group is ambushed by an elite group of the duchess's troops, leading to a level 9 combat encounter. Any other defeat forces the characters to flee back to their starting point, sure of interception if they try again. The adventurers must now take a lengthy detour around the duchy.

Diplomacy Step One DC 14 (1 success, maximum 2 successes). At least 1 success is necessary to access the Diplomacy Step Two entry below.

Although everyone fears the duchess's cruel attentions, the realm is populated with ordinary people who are free to farm and trade, so that they can be taxed. Diplomacy allows the group to identify citizens with ducal connections and to allay their fears with the necessary delicacy.

Diplomacy Step Two DC 14 (1 success, maximum 2 successes). Failure robs the group of 1 previous success.

The party gains an audience with the duchess. The characters must convince her that the accomplishment of their mission (whatever that might be) is of greater interest to her than a refreshing drink of their vital, red blood.

Endurance DC 19 (1 success, maximum 2 successes).

The group stays out of sight by taking arduous trails along desolate mountain switchbacks. Success brings them to the hut of the wizened, fantastically long-lived hermit Galok, who loved the duchess when she was a mortal. He tells the adventurers to mention his name if they are brought before her; doing so grants a single +5 bonus to a Diplomacy check for this skill challenge.

Heal DC 14 (1 success, maximum 1 success).

Healing a serf's sick child along the way gains the group a loyal guide who leads them safely through a heavily patrolled territory.

History DC 14 (1 success, maximum 2 successes). Failure leads to interception (see below).

The characters search their knowledge of the realm's past to pick sparsely populated travel routes where roving border patrols are least likely to intercept them.

Insight DC 14 (1 success, maximum 1 success).

The party identifies a gregarious serf as an informer motivated by fear of the duchess. The characters play on his sense of honor, convincing him not to turn them in.

Stealth DC 14 (1 success, maximum 2 successes). Failure leads to interception (see below).

The group evades the duchess's patrols.

Interception

Bluff, Diplomacy, or **Intimidate** DC 19 (1 success is required to continue the challenge; 2 consecutive failures results in automatic failure of the challenge).

Taken into custody by a vastly superior force of patrolling troops, the characters must convincingly lie, cajole, or threaten until the leader relents and lets them go.

Audience with the Lich	**Level 19**
Skill Challenge	XP 7,200

Exploring an ancient tomb, you happen upon a particularly well preserved section. Flickering light plays on the tips of tallow candles. Elaborate designs in gold leaf festoon the floor, wall, and ceiling. Clearly, this area of the tomb has never been looted. A voice sounds from a great stone seat at the far end of the chamber, asking, "Why have you disrupted my studies?"

The player characters have disturbed a lich whose level is 5 or more higher than their own. To avoid a fight that might end in all their deaths, the PCs must successfully negotiate with the lich.

The lich, a 24th-level elite controller (see *MM* 176), has devoted the last seventy years to the study of arcane tomes and librams pilfered from even more ancient tombs. The lich sometimes allows intruders to go free if they amuse it, tell it something it doesn't know, or deliver it a gift of lore.

Complexity 3 (requires 8 successes before 3 failures)

Primary Skills Arcana, Bluff, Diplomacy, History

Other Skills Insight

Victory The lich does not engage the PCs in combat. This outcome might require that the party agree to a demand—perhaps bringing the lich a relic or artifact, a bit of knowledge, or another item germane to the campaign.

Defeat The lich attacks, along with its servitors and minions, comprising a level 24 combat encounter.

Arcana DC 22 (1 success, maximum 2 successes). At least one success grants a +2 bonus to this character when making Diplomacy checks for the remainder of this skill challenge.

The character tells the lich an arcane fact in an attempt to impress it with his or her wide-ranging knowledge of magic. This breadth of knowledge suggests to the lich that merely killing the group is a bad idea, especially if special knowledge can be gleaned from the knowledgably character instead.

Bluff DC 27 (1 success, maximum 2 successes; see Insight). Characters can cooperate to aid a lead character using this skill.

The characters try to fool the lich about some aspect of their presence in its tomb, perhaps even that they were seeking the undead purposefully to offer their aid. The PCs might try to convince the lich that they seek an item of power, perhaps the one described under History.

Diplomacy DC 22 (1 success, maximum 4 successes; see Insight). Characters can cooperate to aid a lead character using this skill.

The characters (perhaps following up on one of their Arcana successes) point out to the lich that they might aid it rather than being a thorn in its side. They urge the undead to consider staying its wrath and instead think of ways that the characters could help it.

History DC 14 (1 success, maximum 2 successes).

The characters search their personal stores of lore for stories concerning the lich who sits before them, trying to discern a bit of trivia that could prove useful. Finally, they hit on it (first success): This ancient lich has sought after the *Tome of Shadow* (see page 46) for much of its existence. The characters know the lich never found it (second success).

Insight DC 22 (0 successes, but increases the maximum number of Bluff or Diplomacy successes possible). A successful Insight check increases the maximum number of Bluff or Diplomacy successes by 1 (to a total maximum 3 Bluff successes or 5 Diplomacy successes).

The characters determine that the lich wants to be convinced that they could help it, even though it battles against an equally strong desire to crush them. If the PCs can hit on the proper strategy, perhaps they can avoid a fight with a foe that believes that it is far more powerful than they are.

HAUNTINGS

Traumatic events such as murder, suicide, and mayhem take on an afterlife of their own. The fear and misery they generate attract the forces of the Shadowfell. That plane's dark energy transforms these emotions into a psychic residue. Any who stumble across these wells of curdled shadow experience them as hauntings.

Hauntings can point adventurers to crucial clues, wear them down with psychic damage, or add eerie complications to a battle. They are true supernatural events, not illusions, and as such it's not possible for characters to disbelieve a haunting by making a successful Insight check.

When adding hauntings to an adventure, you can treat them as atmosphere, traps or hazards, terrain, or skill challenges. Each of these four types of hauntings is discussed below.

Hauntings as Atmosphere

Hauntings need not require specific rules or dice rolling—they serve well as atmospheric detail in your setting descriptions. A haunting can engage any of the senses: the witness might see a ghostly figure,

smell a whiff of perfume, hear muffled weeping, or feel the grasp of a cold hand. A haunting might drop the temperature, whip up impossible winds, or instill emotions. Some examples illustrate.

- ✦ Up on a catwalk, you see a gliding, insubstantial figure, dressed in the flowing robes of ancient nobility. She turns to you, revealing a blank and featureless face, then disappears.
- ✦ A sense of crushing solitude emanates from basement walls.
- ✦ Rivulets of crimson blood weep from a statue's eyes. This manifestation disappears if a PC touches it.

Hauntings as Traps or Hazards

Hauntings can function as traps or hazards, depending on whether they were put in place with the express purpose of causing harm to others.

Like other dangers of this sort, these hauntings can be spotted with passive or active Perception checks. Their presence can also be detected with Insight checks, because the supernatural energy produced by a haunting can be palpable. On a successful check, the character feels an instinctive sense of unease suggesting the presence of something malign and uncanny.

Bloody Fingertips **Level 1 Obstacle**
Hazard XP 100

Crude brickwork seals off a dungeon corridor. When a character comes within 3 squares of it, four bloody smears, as if produced by invisible, gore-drenched fingers, trace a diagonal pattern across the brick wall.

Perception
✦ DC 10: The character notices a strange dark spot on the wall.

Additional Skill: Insight
✦ DC 15: From as far as 5 squares away, the character senses an almost palpable dread emanating from the wall.

Trigger
The haunting begins when a character approaches within 3 squares of it.

Attack
Immediate Reaction **Close** blast 3
Target: Each creature in blast.
Attack: +4 vs. Will
Hit: 1d10 psychic damage, and the target is immobilized (save ends).
Miss: The target sees the bloody smears, but is unaffected.

Countermeasures
✦ A character who is a member of a divine class and approaches to within 2 squares of the hazard can disable it by succeeding on a DC 15 Religion check as a standard action.

Upgrade to Elite (200 XP)
✦ Increase the Insight and Religion DCs by 2.
✦ Increase the radius of the blast to 5 squares, and increase the damage to 1d10 + 3 psychic damage, and the target is immobilized (save ends).

Spectral Hands **Level 15 Lurker**
Trap XP 1200

Ten squares of the room are adjacent to a lead coffin. A spectral entity trapped in the coffin reaches out and strikes characters with a clawed, insubstantial hand whenever they draw too near.

Perception
Characters can't use Perception to detect this trap.

Additional Skill: Insight
✦ DC 18: The character gets a bad feeling about the coffin.

Trigger
The trap attacks when a character enters an adjacent square.

Attack
Opportunity Action Melee
Target: Each creature entering a square adjacent to the coffin. A creature that travels through multiple adjacent squares is attacked only once per move action.
Attack: +21 vs. AC
Hit: 3d6 + 8 necrotic damage, and the target is weakened (save ends).

Countermeasures
✦ A character who is a member of a divine class and approaches within 2 squares of the coffin can disable the trap by succeeding on a DC 18 Religion check as a standard action.
✦ A character who is adjacent to the trap can pry open the coffin lid with a successful DC 18 Athletics check as a standard action and reduce the brittle bones inside to inert shards (AC 5; Fortitude 10; Reflex 5; hp 40).

Upgrade to Elite (2,400 XP)
✦ Increase the Perception and Religion DCs by 2.
✦ On a hit, the hands deal 4d6 + 15 necrotic damage, and the target is weakened and immobilized (save ends both).
✦ The bones inside the coffin have 80 hit points.

SOUTCHAY SOUNGPRADITH

Haunting traps and hazards follow the *Dungeon Master's Guide* guidelines (pages 85-87). Damage dealt by such a trap or hazard is either psychic or necrotic in nature—gruesome visions and other horrifying sensory input deal psychic damage, while dangers laden with energy antithetical to life deal necrotic damage. Frequently, these hauntings stun or immobilize their victims as well.

Disabling a haunting trap is accomplished using the Religion skill, not the Thievery skill. The character uses knowledge of faith to recite simple prayers of protection, which can confuse or even exorcise the haunting.

A disabled haunting trap remains inactive for the rest of the encounter, or until the characters leave the area, whichever comes last. It then reestablishes itself, its undead nature having never truly passed from the haunted area.

Hauntings as Terrain

Certain spectral manifestations function as terrain elements, impeding or complicating movement on the battlefield.

Haunted terrain radiates negative emotions, ranging from vague unease to crippling sorrow to a virulent hatred of life. Such terrain could be clearly visible from a distance, in which case it consists of semitransparent figures, objects, or tableaus. Other haunting terrain requires a passive Perception check to sense from a distance.

Even when a haunting resembles a figure or an architectural feature, characters move through it as if it is difficult terrain, not an occupied square.

Examples of hauntings as terrain:

- A cloud of mingled sadism and terror hangs over the four squares at the bottom of a staircase. It was here that Lord Fandir murdered his maidservant.
- Blood appears to seep up through the flagstones surrounding an altar.
- The ghostly corpse of a young man swings like a pendulum from a chandelier.

HAUNTED TERRAIN EFFECTS

Haunted terrain acts as difficult terrain except as follows:

- Flying creatures are impeded if they overfly it, spending 1 extra square of movement per square of haunted terrain.
- Contact with haunted terrain triggers a distracting panic response. Any creature except for undead that enters haunted terrain or starts its turn in it grants combat advantage to enemies until the end of its next turn.

Hauntings as Skill Challenges

Certain ghostly entities lack creature statistics and can't be fought. Instead, the obstacles they pose are best resolved as skill challenges. A classic example is the haunting spirit that can be put to rest by the solution of a mystery.

The Girl in the Cornerstone **Level 7**
Skill Challenge XP 1,500

The chapel is empty, its worshipers driven out by ghastly visions. You enter and approach the altar. Hovering over it is the translucent figure of a bleeding child, her face gripped by inexpressible sorrow.

The characters probe the secrets of a haunted temple. The investigation starts with the structure, then moves on to interactions with suspects.

Complexity Special (meeting all victory conditions before 3 failures; see Victory)

Primary Skills Dungeoneering or Thievery, Intimidate, Religion

Other Skills Insight, Thievery

Victory The PCs must succeed at locating the remains of the girl, reconsecrating the temple, and getting the killer to confess. When all this is achieved, the soul of the victim is put to rest.

Defeat The killer flees the area, or a similar event occurs that makes it impossible to achieve the victory conditions.

Dungeoneering or Thievery DC 14 (2 successes satisfies one of the victory conditions)

Secret compartments riddle the recently constructed chapel (first success). Its hollow cornerstone contains the bones of a girl (second success).

Intimidate DC 19 (2 successes satisfies one of the victory conditions)

Confronted with suspicions, the builder of the chapel confesses to being a death cultist. He killed the girl and secretly placed her in the chapel foundation to dedicate it to evil.

Religion DC 19 (1 success satisfies one of the victory conditions)

After the bones are found, the characters give the girl a proper burial and reconsecrate the temple, so that its parishioners can use it again.

Insight DC 19 (0 successes, but succeeding on this skill check grants a +2 bonus to subsequent Intimidate checks during the challenge)

You interview several local citizens, particularly those involved in the construction of the chapel. Some of them, appearing normal and pleasant, seem suspiciously evasive.

Thievery DC 14 (0 successes, but finding the weapon allows the PCs to negate one failure during the Intimidate section of the skill challenge. Failure leads to a fight between the character who attempted the skill check and a single undead foe, acting as a servitor and a guardian for the cultists—both combatants are roughly the same level as the party.)

The characters find the bloody knives used in the murder, hidden in a root cellar. They can use it as damning evidence of the builder's crime.

An adventure or quest centered on undead can be highly entertaining. You should have a clear idea of what the encountered monsters are trying to accomplish. It's important to remember that not all undead are mindless killers.

For example, consider the iconic lich, a mighty spellcaster desperate for immortality. You should never forget the lich's paramount instinct for survival. The undead might stand and trade attacks with a band of adventurers when it knows it has an overwhelming advantage. On the other hand, no lich continues to survive without having several contingency plans to turn to in case things go sour. Using its phylactery is its final ace in the hole, but that eventuality should not be the only form of escape it anticipates. A well-played lich should be cunning and elusive—why risk falling in battle when careful planning allows one to slip away and strike again another night? Above all, a lich should do nothing that risks its phylactery being discovered.

Sample Adventures

The following hooks and plot seeds can form the basis of several undead-themed adventures. Use them as written, adjust the levels, or take portions of the ideas to build your own encounters, as you see fit.

The level notation refers to the most potent undead in the adventure hook, and should be used as a rough guide for determining the levels of any additional encounters you include in the adventure.

The Bridge (Level 9)

The waters of the River Fallon wind through a highland frontier between rival nations. Swift and deep, the river can be crossed only at a handful of locations, the most inauspicious of which is a dilapidated bridge just south of Fearghas Bend.

The PCs, seeking to enter one of the nations undetected, choose to make the crossing at the Fearghas Bridge because this route is remote and undefended. The hills are said to be haunted—likely the reason this frontier region is uncontested.

As they cross the bridge over the River Fallon, the characters are set upon by trap haunts (*Monster Manual*, page 116), the ghosts of some of the people who died at this location years ago (see the second quest hook below). PCs who become dominated by the haunts are compelled to jump off the bridge and into the rushing river below. Within the torrent, the adventurers are accosted by sodden ghouls (page 154) that attempt to grab and drown their victims.

Quest Hook: Characters who survive the attacks on the bridge and in the water are approached by a timid shepherd who, noting their ability to deal with the undead, asks if they would cleanse a nearby field of monsters. The shepherd offers a few coins and a level 8 magic item he recovered from the river. Arriving at the site, the PCs find that a number of battle wights (*Monster Manual*, page 262) have taken up residence in a subterranean hollow beneath the field.

Quest XP: PCs who destroy the battle wights in their cavern-grave earn a minor quest reward of 400 XP.

Tips from the Pros

A little suspense can turn a standard encounter into a truly memorable event. The point of setting a mood is to make the characters afraid before the undead arrive. To cultivate this pervading sense of dread, describe the characters' peculiar surroundings in crisp detail. Point out every creaking plank, swaying willow tree, or owl hoot. Build up the tension by asking the characters to make checks against nonexistent threats. By subtly heightening the PCs' level of anxiety, you make the moment of fright when the true horror leaps out at them that much sweeter.

—Brian R. James

GEORGI "CALADER" SIMEONOV

Quest Hook: A character knows the following information with a successful DC 16 History check. Years past, the warriors of the two rival nations faced off against one another at this river crossing. After the casualties on both sides mounted with no resolution of the conflict, the army's commanders agreed to a cease fire. The two commanders met at the center of the bridge to formalize the agreement, but some of the weakened planks gave way, sending the leaders into the river and to their deaths. Both sides suspected treachery, and the conflict resumed, costing scores more soldiers their lives before both sides retreated. Since that time, the area has been haunted by vengeful undead. With this information, a PC who succeeds on a DC 21 Religion check intuits that the bridge is the focus of the undead activity in the area, and as long as it exists, no one can pass through this location safely.

Quest XP: If the PCs dismantle the bridge, they successfully set the undead spirits free, earning a major quest reward of 2,000 XP.

Weeping Mist (Level 15)

A land of desolate fens, ever-present mist, and eerily echoing calls lies sandwiched between a feral forest and soaring peaks. Travelers through this so-called Weeping Mist describe a heavy feeling of watchfulness hanging over everything. Rumor has it that the fog hides long-ruined towers and drowned, subterranean crypts.

Drawn to the region centuries past in search of baleful magic, a night hag coven has taken up residence in the ruins of a tower deep in the swamp. At the hags' command are countless malevolent fey and undead horrors, but they prefer to maintain their isolation by scaring away intruders, not annihilating them.

Quest Hook: While passing through a nearby forest, the adventurers encounter a baelnorn (page 162). In exchange for their lives, the lich demands that the PCs enter the Weeping Mist and retrieve the ancient *Tome of Shadow* (page 46) from a ruined keep, half drowned in the marsh.

If the characters are agreeable to this charge, they could attempt to fight their way through the hags' domain to the ruins. It should become clear early on that such an approach is time-consuming and draining. It is far better to rely on a stealthy passage through the wretched swamp. If the PCs attract the attention of the coven too soon, they'll end up fighting several waves of undead. In any event, once they have defeated the *Tome*'s guardians and emerged from the structure described by the baelnorn, they are set upon by a large group commanded by the hags themselves.

The PCs might choose to keep the artifact or give it to the baelnorn—either way, the undead knows that the unearthed artifact is free to begin pursuing its purpose once more.

Quest XP: If the PCs recover the *Tome of Shadow,* they earn a minor quest reward of 1,200 XP.

Tamarac Falls (Level 20)

In the middle of an otherwise unrelated adventure, or perhaps during what was intended to be well-earned downtime, the PCs find themselves taking their leisure on the outskirts of a village in a small inn called Tamarac Falls. After an evening of libation and merriment, the adventurers retire to their rooms.

One or more PCs awaken in the middle of the night, disturbed by a terrible scream outside the inn. Exploration reveals that the building, and indeed the entire village (as far as they can determine), is abandoned. What then of the innkeeper, serving girls, and patrons from the night before? Were they part of a dream, a mass hallucination, or something more sinister?

The characters soon notice that the trees and vegetation in the area are decayed and dead. Buildings are decrepit and in shambles. Worst of all, a rising cacophony of shrieks and wails erupts from all around the village's periphery.

Quest Hook: Undead begin to harry the PCs, arriving in large waves or small groups. Throughout the night and until dawn's first light, the PCs are relentlessly attacked by all manner of undead and shadowy monstrosities. To ratchet up the tension, throw a succession of easy- to standard-level encounters at the characters. Don't be afraid to interrupt short rests.

In truth, the villagers were massacred decades ago by a sociopathic murderer and dabbler in the dark arts. Years later, the slayer was rewarded in death and reborn as a soulspike devourer (*Monster Manual*, page 69). Since that time, the undead leader has been luring sentient creatures to their doom.

The only way to stop the continuing assaults is to seek out and destroy the fell entity that has apparently set its sights on killing the PCs and collecting their spirits.

Quest XP: Characters who discern the motivations and presence of the soulspike devourer find it in the village's temple. Killing it earns them a major quest reward of 14,000 XP.

Zombie Hordes

As fun as a good dungeon romp can be, PCs truly shine when pitted against seemingly overwhelming odds. Nothing puts the fear of mortality into adventurers faster than a horde of bloodthirsty zombies shuffling forward with malice in their eyes and the stink of rot emanating from their flaccid, blood-soaked bodies.

Indeed, no undead-themed adventure is complete without the threat of a zombie horde. Wave after wave of mindless undead, multiplying perhaps with

each innocent victim they overcome, is an adventuring staple for a reason. Few events are as horrifying as being overrun by throngs of people who used to be neighbors, friends, and perhaps even family members. Playing out the attack of a zombie horde lets you re-create the thrill of any number of similar incidents in story and film.

PCs might think themselves invulnerable when faced with great numbers of low-level fodder. Disabusing them of that notion, by building a hard encounter involving a huge crowd of shambling undead, can be the gist of a memorable adventure.

Tip: For encounters that include more than a dozen or so creatures, it's best to throw the zombies at the PCs in waves of about eight creatures at a time, with perhaps a round of breathing room between each wave. This approach is good for a couple of reasons: First, it keeps round-by-round dice rolling down to a manageable level, and second, it simulates the way big crowds of zombies actually behave, because dozens of them don't (and can't) attack the characters all at once.

The attack of a zombie horde can be simulated in several ways. A few options are discussed below.

Standard Encounter: The most straightforward way to create a zombie horde is by combining a group of minions with a few brutes to give the encounter real teeth. For example, ten zombie rotters and three zombies (*Monster Manual*, page 274) make an encounter that's a competitive match for five 3rd-level characters. Double the number of each kind of undead, and you have a level 7 encounter (which would be a tough fight for a 4th- or 5th-level party). Continue to scale up the numbers, and even a group of paragon-tier characters could find themselves with their hands full against a flood of zombies that seems to have no end.

Minions Galore: Another possibility for an attacking zombie horde is plenty of minions, and minions only. You could do this in a variety of ways, from challenging a party of five 3rd-level PCs with twenty-five zombie rotters to throwing thirteen putrescent zombies (page 196) at a party of five 9th-level PCs. As with a standard encounter as described above, you can pump up the number of minions to make the fight more drawn-out and more challenging (but remember to space out the zombies in waves, or else a lot of them will stand around doing nothing until they can get close enough to attack).

Monster Throng: Moving away from massed opponents in a combat encounter, you could simulate a zombie attack using the monster throng rules described below. A throng is like a swarm, but allows Medium and larger creatures to be part of the mix.

See page 198 for statistics and other details of a zombie throng.

MONSTER THRONG

A monster throng is a cluster of Medium or larger creatures. Like any other monster that has the swarm keyword, a throng has the following properties:

- A throng takes half damage from melee and ranged attacks. It is vulnerable to close and area attacks.
- A throng is immune to forced movement (pull, push, and slide) effects from melee and ranged attacks. Area or close attacks that impose forced movement (such as *turn undead*) affect a throng normally.
- A throng is represented on a battle map as a Large creature, or as a Huge creature if the throng is composed of individual creatures that are Large.
- A throng can enter or move through an enemy's space; this movement does not provoke opportunity attacks. An enemy can enter a space occupied by a throng, but the space is considered difficult terrain, and doing so provokes an opportunity attack from the throng.

Skill Challenge: You can simulate a massed zombie encounter with a skill challenge. Depending on the specific situation you've devised, a skill challenge can present creative PCs with several possible means of escape, or perhaps even of putting down the uprising.

AXEL RATOR

Zombie Horde	**Level Equal to Party Level**
Skill Challenge	XP As appropriate

Doors are barricaded with tables, broken carts, and smashed furnishings. Windows are shuttered and planked. Silence is thick in the fog-bound streets, like cotton stuffed into every ear. Nothing living stirs; nothing breathing walks the streets.

Where the living are absent, the newly dead shamble. Hunger runs raw and unstoppable, multiplied with each new corpse that kicks and shudders into animation.

The PCs must survive the depredations of a zombie horde in a small village. This challenge could play out over the period of several hours in the game world. To survive or escape from the zombie horde, the PCs must navigate the village and find the tools or clues necessary to stem the horde.

Complexity 5 (requires 12 successes before 3 failures)

Primary Skills Acrobatics, Arcana or Religion, Athletics, Streetwise

Other Skills Perception

Victory The PCs escape from the village, or isolate the temple as the center of the infection. If they proceed to the temple, they can face a number of tomb or excavation encounters, and perhaps find a way to end the threat.

Defeat The PCs are caught by the full force of the horde, and a combat encounter starts immediately. Alternatively, one PC goes "missing" and the skill challenge begins again.

Acrobatics Moderate DCs (1 success, no maximum successes). A failed check indicates that the character is delayed. This result counts as a failure for the challenge.

The PC dodges past a zombie arm reaching from a sewer grate, leaps over a shambling throng of zombies, or manages to close a door so quickly that the zombies can't follow the character into a building or corridor.

Arcana or Religion Hard DCs (1 success, no maximum successes). A failed check indicates that the character has received a wound from a zombie or has failed to note a significant clue. This outcome counts as one failure in the challenge.

The character knows how to properly treat a zombie bite, recognizes the signs that a random survivor (or a fellow PC) is about to succumb to a zombie wound, or realizes that the subtle green pulse emerging from the temple at the center of town might have something to do with the current uprising.

Athletics Moderate DCs (1 success, no maximum successes). A failed check indicates that pursuing zombies get in a few good swipes; the character loses one healing surge. In addition, mark a failure in the skill challenge.

The PC dashes quickly leaving the zombie horde far behind, builds a barricade, leaps between roofs (zombies fill the narrow alley below), or swims through a flooded cellar.

Perception Easy DCs (0 successes, but provides a +2 bonus or a -2 penalty to the next skill check by any PC).

The character notices that a nearby group of fellow survivors is actually a group of zombies, that the zombies are all spreading out from one direction in particular, that a piece of debris is useful for building a barricade, or that the group is on the verge of heading down a dead-end street.

Streetwise Hard DCs (1 success, no maximum successes).

The character knows enough about the layout of the village to use the environment to best advantage and stay away from the zombies.

Zombie Surprise (Level 3)

A local priory recently recovered fragments of an ancient prophecy from its own catacombs. The bits of text speak of massive death and relentless destruction. Quiescent during the centuries the text was hidden, a curse was triggered when the prophecy was unearthed. All the dead in the catacombs beneath the priory promptly rose up as zombies. Soon enough, they cleared out the priesthood, then began to range farther afield.

The PCs might wander into a group of five zombie rotters (*Monster Manual*, page 274) wearing the vestments of the local priory. In this way, they learn firsthand that something has gone horribly wrong.

Quest Hook: If PCs do not take it upon themselves to visit the priory, a surviving priest from the temple begs them to deal with the zombie horde that has overtaken the place. PCs who agree to visit the priory find that it is indeed overrun by zombies. When they enter the main vestry, it is filled with twenty-five zombie rotters.

Quest XP: PCs who destroy the zombie rotters in the vestry earn a minor quest reward of 150 XP.

Quest Hook: Once the horde is destroyed, the PCs find the fragments of the prophecy, in stone tablet form, on the altar. A successful DC 15 Religion check reveals that the tablets are the source of the problem.

Quest XP: Shattering the tablets earns the party a major quest reward of 750 XP.

CAMPAIGN ARCS

In addition to inspiring exciting and challenging individual encounters, undead can be the impetus for an entire campaign. Although mindless and animalistic undead are largely useful only as singular threats or as the servants of more powerful opponents, potent and cunning undead are best employed as long-standing foes. Interaction with these creatures and their servants can form the heart of an extended series of adventures. Such a campaign could be structured in any number of ways. We describe a few in this section.

A Dread and Singular Enemy

One of the simplest, but richest, ways to use undead in your campaign is to focus on the defeat of a single exceptionally powerful and dangerous undead foe. In one such approach, the PCs discover that a seemingly unrelated series of events are all part of a plot by an ancient lich to gain its freedom and wreak havoc across the world.

Heroic Tier: Random Happenings

The campaign begins with the PCs partaking in a variety of apparently unconnected adventures. Early on, they come into contact with enemies dedicated to the theft of magic items and arcane tomes. Typically, they find groups of goblins or bandits commanded by one of these arcane treasure-seekers. Each of leaders is identified by a certain symbol—a forehead tattoo centered over the left eye (perhaps hidden by hair or a head covering, but revealed upon searching a fallen body). The mark shows a black orb encasing a skull. Initially, the skull-in-orb symbol's provenance is obscure. A successful DC 30 Religion or Arcana check reveals that the symbol is sometimes seen in old tomes that describe mythical figures of prehistory.

Interviewing captives doesn't clear up the mystery. The hirelings know little. Worse, when one of the leaders is subdued, questioning causes the tattooed figure's brain to burn with black fire. Death is instantaneous (and the Speak with Dead ritual is unusable).

And so the heroic tier passes. The PCs go through a series of seemingly disjointed adventures, running into the skull-in-orb foes only on rare occasions (perhaps once a level).

At the culmination of this tier, the PCs confront one of their enemy's undead lieutenants and, in the process of defeating it, learn that the symbol represents more than a mere fairy tale. The characters learn of the existence and the name of their ultimate foe. This piece of information should hint that other plots the PCs have stopped or attempted to prevent were all part of this powerful being's plans. The characters shouldn't yet know the full extent of this creature's plans, merely that a single powerful and ancient lich, who most think is mere myth, is all too real, and is secretly active in the world.

JULIE DILLON

Paragon Tier: First Confrontations

As they begin adventuring in the paragon tier, the characters have foiled the ancient lich's plans one too many times. After the defeat of one of its favored lieutenants, the undead begins to focus on the PCs. The lich sends a series of assassins after them, all undead strike forces bearing the skull-in-orb symbol.

In the middle of their adventures, the PCs track one of these forces back to a lair where undead congregate to be given their orders.

Though the PCs might think they are assiduously clearing out the ultimate lair of the lich, in the end they discover that the unholy place is merely one of several such locations. Their ultimate foe is not present. The characters learn that the ancient evil is currently interred in a prehistoric prison whose potent magical wards defy penetration. The characters cannot enter the prison, nor can the lich leave its cell, but it can influence events in the world. Indeed, the arcane undead has crafted a large cult that seeks bits of ancient lore or pieces of ageless magic items, for reasons as yet undiscovered.

From hints the PCs uncover in books the lich has stolen and stockpiled in its demitemples, they piece together the tale of a powerful lich imprisoned millennia earlier. These tomes also hint at the location of lost cities and crumbling temples where the lich's enemies used to dwell.

If the PCs explore the ruins in question, they begin to gather fragments of lost rituals and scattered parts of powerful magic items that could prove useful in defeating the undead that has gradually evolved into their greatest nemesis. Within the hidden locations, the characters also face ancient guardians set by those who defeated the lich the first time. These warders don't want the knowledge they keep to come to light, lest followers of the ancient lich use it to bring about the prisoner's release.

Indeed, following discreetly in the PCs' footsteps is a cadre of shadowy lurkers (or other stealthy undead) who watch as the characters destroy the guardians of the ancient lore. The hidden ones then slip in and steal items vital to unlocking the lich's prison. The characters find the bits they need, but the ancient lich also gains the share of arcana it requires to make its final bid for freedom. From time to time, the characters fight against their enemies to keep them from retrieving information or artifacts useful to the lich.

Even so, the PCs aid the lich's accumulation as much as they injure its plans.

From the knowledge they secure, the characters learn that the enemy was a cleric who worshiped an ancient unnamed entity (where the name was written, only burned parchment or melted inscriptions remain, as if the name were too evil for reality to bear). The ancient lich was incarcerated not long after its deity was shunted into some planar imprisonment for its terrible crimes.

Epic Tier: Final Showdown

The ancient undead's plans near completion, thanks to the PCs' unwitting aid. Even as the characters approach the being's prison—fighting their way past guardians, wards, and hazards—it breaks free.

The ancient lich (perhaps a demilich surrounded in a nearly impervious glassy enclosure, not unlike its symbol) directs a force of powerful creatures (not merely undead) to attack the PCs. While the PCs are distracted, the lich travels to the Astral Sea. Here, it seeks to find and release the deity it once worshiped. The lich journeys to the god's abandoned dominion (which only it can remember), or to the scattered broken remnants of the place. By restoring its deity, the prehistoric undead believes it serves as the herald for a reign of terror over the cosmos.

Following in their adversary's wake, the PCs travel to the Astral Sea and venture into the ghastly ruins of the crumbling dominion. It is here they learn, at long last, that the ancient lich was the high priest of Tharizdun, the Chained God, imprisoned for corrupting the Elemental Chaos with the Abyss. The group must battle both the lich and a host of other foul beings interested in finding and releasing the Chained God. If the characters succeed, Tharizdun remains bound and impotent. If they fail, the Chained God weakens or perhaps breaks its bonds.

The Outbreak

This campaign arc focuses on a singular and terrible event—a massive outbreak of undead. All across a kingdom, or perhaps even a larger region, the dead begin to rise. Zombies and skeletons claw their way out of graveyards, wraiths and specters proliferate in the night, and more powerful undead begin to openly prey on the living by day. The PCs must deal with a world gradually being overrun by the undead.

Heroic Tier: Something's Wrong

The characters begin the game in a relatively straightforward manner; no hint of any undead outbreak exists. Midway through the first adventure, they encounter undead, but this event should not appear particularly worrisome: After all, undead foes are common.

It turns out to be a sign of things to come. Not a day after the characters return to their home base, zombies rise in the local graveyard. The monsters are easy enough to deal with, but neither the local authorities nor the PCs can determine why this event occurred.

Around this time, the characters hear rumors of uprisings in other parts of the country. A few more outbreaks occur—perhaps one in the barracks of the local town guard, where all the guards simultaneously came down with the same disease. Although the PCs eliminate this threat, they learn of a larger outbreak—the next closest city has apparently fallen completely to undead. The threat is obviously one that the PCs couldn't hope to stem alone. The party should realize at this point that it faces an ongoing struggle to survive in a land under siege.

Reports indicate that the lesser undead, such as zombies and skeletons, seek shelter by day. During this time, they are holed up unless disturbed. This periodic inactivity gives living creatures time to root out undead lairs. Once night falls, the monsters rise together and attack any living creatures they find. Boarding up windows and doors and staying off the streets keeps many individuals safe from the predators. Still, news arrives of isolated farmsteads, villages, and even small towns being wiped out.

Amid these horrors, the PCs are contracted to escort caravans from one city or town to another. In addition to fighting wandering zombies, skeletons, ghouls, and various other monstrosities, the characters must also fend off bandits, marauding orcs, and other threats that roam largely unchecked because most soldiers are busy beating back relentless attacks by the undead. Of course, the orcs and bandits are also threatened by the rising undead tide, but this danger just makes them more desperate to secure supplies.

Eventually, the characters hear stories of undead shambling about during the daytime. The source of this rumor is survivors from a city attacked by the undead. In this city, greater undead have appeared, including vampire lords, death knights, and other exceptionally powerful monsters (such as some of the creatures detailed in Chapter 4).

Paragon Tier: The Shadowed Land

Using Arcana, Religion, Streetwise, or other methods, characters can dig for more information about the city where the dead walk by day. They soon discover that the city in question was the first location to report trouble with undead. The characters also learn that the blighted city no longer enjoys full sunlight. Instead, the locale rests under a constant pall of dark, slowly swirling clouds that create twilightlike conditions at all times. Worse, the shadowed region around the city is expanding. The truth behind the outbreak must lie within this shadowed city.

By the time the characters arrive, the shadowed region beneath the swirling black clouds extends almost 20 miles in every direction away from the city. Inside the pall, undead are everywhere. The PCs must try to blend in, or else be attacked at every turn. Under the veil of clouds, creatures gain a +1 bonus to attack rolls for attacks that deal necrotic damage, and living humanoids reanimate as zombies 3d6 minutes after death. (Large humanoids rise as zombie hulks.) Such zombies are uncontrolled and attack any living creature they meet.

The shadowed city's outskirts are heavily patrolled by numerous powerful undead and various monsters, now undead versions of their former selves. Inside the city, the characters discover a variety of sentient and powerful undead. Some are newly created; others are horribly old and carry armor and weapons marked with strange symbols.

The party also discovers that some of the living yet survive, gathered like cattle into a few slum wards. If the characters take the time to rescue some or all these prisoners, they earn major quest rewards. During these evacuations, the group learns from the refugees that the vampires, liches, and death knights at the city center keep the living around not only to feed upon, but also as components for strange rituals they constantly perform in the city center. The old king's palace seems to be the center for this necromantic activity.

The palace is the most well-guarded portion of the shadowed city, and gaining access to it requires a combination of careful planning and heroic fighting. Once inside, the characters see a vast and newly built altar to Orcus and a huge gateway into the Shadowfell. This portal is almost a dozen yards in diameter and cannot be closed from the world. The PCs might theorize that the portal is the source of the energy that has been occluding the sun and rousing the undead, but they can't be certain. It's possible that the gateway is something that came into being after the city fell to the undead outbreak. The best way to find out more is to venture into the Shadowfell.

Epic Tier: Into the Shadowfell

Regardless of the original cause of the undead outbreak, Orcus has noticed the phenomenon and has agents on the scene to take advantage of it. The portal opens into a vast field in the Shadowfell near a newly built fortress maintained by one of Orcus's exarchs. Within the fortress, powerful undead serve as guards and assistants to Orcus's exarch and its demonic allies.

The PCs must battle their way through the fortress to slay the exarch in question. Orcus has ordered the legions to use the foothold of the outbreak to force a wider opening in the world. If it is not apparent immediately, a foray or two against the battlements should make it clear that the PCs require assistance. Into the breach come servitors of the Raven Queen, perhaps Raven Knights (see page 23). For some reason, the Raven Queen has fallen silent within her icy fortress—in fact, neither her nor any of her exarchs have been seen for some time. No Raven Knight (or other agent) knows for certain what is going on. Through their own sources, the Knights have determined that this Shadowfell fortress is a key to further understanding.

The Raven Knights command a great force that assails the fortress from the exterior. Under the cover of this assault, and perhaps with the aid of a few of the Raven Queen's servitors, the characters breach the innermost chambers of the fortress and bring the fight to Orcus's exarch.

Once deep in the castle, the characters discover evidence of the most heinous of crimes—the destroyed remains of the Raven Queen's exarchs. They also find a burning portal mouth leading to one last fight—one that takes the characters to the Abyss for a showdown with Orcus. The Demon Prince has managed through trickery and deceit to divert the Raven Queen's divinity just enough to kidnap her physical presence. He holds her captive in his demonic realm, and only 30th-level PCs can hope to challenge Orcus's ultimate plan to absorb all her power.

If the PCs defeat Orcus and break the mechanism he built to implement the transfer, the Raven Queen is freed and returns to her former divine status. In gratitude, she speaks terrible words of unearthly power, and the rift between life and death is healed. All the zombies, skeletons, and other undead that spontaneously arose in the world fall again, becoming little more than rotted remains. The characters have saved the world and perhaps the cosmos from the tyranny of never-ending death.

The Vampire Kingdom

In a kingdom ruled by vampires, the PCs work against and eventually overthrow the inhuman sovereigns. This lengthy struggle gives the characters a chance to deliver millions of innocent people from predatory oppression.

Heroic Tier: Freedom Fighters

At the beginning of the campaign, the characters are either wandering travelers who encounter terrified refugees or, perhaps even better, citizens of the vampire kingdom who have decided enough is enough, and have vowed to protect their fellows from the murder and oppression of the vampiric caste.

In either case, the PCs begin near the outskirts of the kingdom, where the major threats are an occasional lair of minor undead, or ghoul-led zombie hordes that the vampire overlords send rampaging across the land to "maintain order." Initial adventures include escorting and protecting families that are attempting to flee the kingdom and clearing out local

concentrations of monsters (mostly undead) that the rulers see no reason to displace.

At this stage of the campaign, the ruling vampires are little more than a distant and looming threat. The party does not come into direct conflict with them. Instead, the characters deal with lesser threats. While doing so, they learn the names of the distant cities where vampire lords, earls, dukes, and even the vampire king rule with bloody certitude.

As the characters ascend into the upper part of the tier, they move from one of the outlying villages to a larger city, where they encounter evidence of more systematic depredations. Vampire spawn run rampant through the streets each night. They are the cast-off corpses of victims feed upon by the vampire lord who rules the city. At first, the PCs' freedom-fighting efforts dispatching the spawn and finding their daytime lairs is beneath the notice of the lord. However, the undead noble eventually becomes aware of the elimination of the spawn. At that point, the PCs face an ambush in their base, an attack upon friends or loved ones, or a betrayal by an NPC close to them—or perhaps all three.

Near the end of the heroic tier, the characters graduate to taking down vampiric authorities. At the culmination of this tier, the PCs destroy the local vampiric rulers, their spawn, and the lesser undead that serve them. This major victory sets the area free from the clutches of the undead and encourages others to join the revolutionary cause.

Paragon Tier: The Vampires Strike Back

The characters' triumphs within the city they freed from vampiric bondage do not go unnoticed in the wider kingdom. Word of the PCs' efforts spreads to the common populace and sparks similar revolts in neighboring cities. The vampiric nobility unleashes reprisals, but none of these attacks initially targets the PCs. However, the characters hear news of terrible destruction in neighboring cities whose initial revolts are quelled bloodily.

At this point, the characters can coordinate a local uprising of several hundred against the forces of the undead. It might be interesting to play out a portion of the uprising, with a large-scale battle using fifty or more miniatures. However, such battles should be the exception—the PCs spend most of this phase of the campaign in smaller-scale conflicts against a few powerful creatures in sensitive areas. The characters face increasingly powerful opposition, because the ruling vampire lords gradually realize that these heroes might be the deadliest threat to their rule. The characters could learn about, and seek to retrieve, an ancient relic of a previous age—perhaps the vampire-killing regalia of an ancient hero secreted in a lost tomb, guarded vault, or other difficult-to-reach site.

For the most part, the PCs spend their time driving back the vampire-controlled forces, sometimes as the leaders of a large military force, but more often as adjuncts to the ragtag living military.

As the PCs reach the end of the paragon tier, they face an assassination attempt orchestrated by the vampire lords from the capital. Perhaps one of the principal NPC lieutenants or friends is imprisoned, serving as bait to lure the characters into a trap. The plot should be a real and deadly attempt to bring down the PCs. Make sure to work in a sneaky or treacherous aspect, one that involves intrigue and betrayal. The vampire lords are cunningly evil; they would greatly enjoy humiliating the characters before destroying them.

Epic Tier: Final Showdown

PCs who defeat the assassins are in a position to consolidate their control of the splintering kingdom. As a result of the party's efforts, the region under the control of the living continues to expand, providing access to new allies, as well as the funds from liberated treasuries to outfit a real army. The characters also have an opportunity to take an active role in helping to organize the newly freed regions of this kingdom. They can suggest ways to stamp out bandits, to quell counterrevolutionary activity, to organize ruling bodies or institutions, or to find and appoint the most capable leaders. PCs capable of performing rituals can help rebuild and improve the free regions with magical infrastructure. Others can organize militias and police forces to hunt down spies, traitors, and infiltrators from the vampire-ruled portions of the kingdom.

As time passes, only the capital city and its immediate surroundings remain in the clutches of the vampire ruler. The nobles are all high-level vampires with a variety of unique abilities. This nobility becomes so desperate that it enters into a bargain with the Demon Prince of the Undead and asks Orcus to send a horde of demons to help retake their kingdom.

A plague of demons issues from the capital city. The PCs must defeat the demons attacking the rest of the kingdom, as well as the monsters guarding the capital. They must make their way into the city, battling a few exceptionally powerful demons, death knights, and liches. Finally, they arrive at the court of the vampire ruler. While the PCs are engaged, the vampire lords are gathering up powerful artifacts of undeath that have the potential to render the entire kingdom lifeless. With these items, the ruler and a chosen few can perform a final ritual in a special unsanctified Abyss location prepared by Orcus. In the end, the PCs must travel to the Abyss to put an end to these monsters. After defeating the ruler (a creature as powerful as any of Orcus's exarchs, and perhaps even allied with them), the PCs are finally victorious.

Each artifact is part of a larger story, a slice of the world's history. An artifact's back story might be glorious or ignominious, uplifting or disheartening, portentous or rooted firmly in the past. Artifacts associated with death and the undying are just as common as any other kind.

Transcendent: In rare cases, an artifact's concordance can improve beyond pleased. The transcendent category applies in such cases. The artifact is so impressed by, or enamored of, the behavior of its owner that it grants an additional benefit. The artifacts in this section that have this extra category are the *Orb of Light*, the *Silver Mask of Kas*, and the *Tome of Shadow*.

Jet Black Ioun Stone

The *Stone* is appropriate for paragon-level characters.

For the most part, *Ioun stones* are not unique in their nature—any number of dark blue, pale aquamarine, moss green, and other colored stones proliferate throughout the world. Their creator Ioun seeks to distribute knowledge in all its forms.

Still, even deities are responsible for items they wish they could unmake. Ioun's black artifact is one such creation. A unique stone without copy or sibling, it is thought that Ioun crafted it at the behest of Zehir, deity of darkness, poison, and assassins. The lord of knowledge might have felt compelled to create the *Stone* so that Zehir could use it in the pursuit of understanding—even if that learning involved better ways to find and kill his victims. In truth, the *Stone* proved a powerful tool, often bestowed directly by Zehir upon a worthy follower to aid in a particularly dangerous assassination attempt.

Invested with a sizable portion of Ioun's magical energy, the *Stone* gained a semblance of self-awareness. After years of aiding in the murder of so many, the *Stone* has seen its personality become twisted and darkened. Its reputation has grown as well. It has become—however dangerous it might be to possess—a compelling prize for assassins.

Jet Black Ioun Stone Paragon Level

A unique and powerful Ioun stone, this artifact appears as a pure black void, forever traveling in a slow, patient orbit.

Body Slot: Head
Property: You gain low-light vision.
Property: Any light source you carry has its radius of illumination reduced by half (minimum 1 square).
Power (At-Will): Minor Action. You can designate one enemy within 5 squares of you as your prey. You take a -2 penalty to attack rolls that don't include your prey, but you score a critical hit against that target on a 19-20. In addition, you can always treat the prey as your closest enemy. You can have only one creature designated as your prey at a time. A creature stops being your prey when it dies or after you take a short rest.
Power (Daily): Minor Action. The *Stone* gains fly 6 and phasing. You can see and hear using the *Stone* as if you were using the Wizard's Sight ritual. Additionally, you gain combat advantage against any target adjacent to the *Stone*. The *Stone* occupies its own space, but cannot be the target of any attack.
Special: You cannot choose to knock an enemy unconscious or use the Intimidate skill to force a bloodied enemy to surrender. You must fight to the death.

Goals of the Jet Black Ioun Stone

- Locate opponents, especially those in hiding or wanted by authorities.
- Harry such opponents, targeting them for attack.
- Partner with a rogue or assassin who is active in combat and killing.

Roleplaying the Jet Black Ioun Stone

The *Stone* is not so much an item of moral evil as of amoral killing. Created to obtain knowledge about opponents in battle—regardless of principles—it has been subverted through constant use in assassination attempts. It now understands no other purpose but killing. The *Stone* does not care who its owner chooses to kill, as long as the owner is forever hunting someone to slay. The *Stone* has developed a lust for murder, but requires a mortal partner to carry out the deed.

The *Stone* communicates with its owner as a whispered chorus in the possessor's mind. These voices rise in volume and intensity when the owner targets a new bounty, pointing out its location and offering advice on ways to kill it. If the possessor listens closely, the voices of defeated bounties subsequently added to this chorus can be heard.

CONCORDANCE

Starting Score	**5**
Owner gains a level	**+1d10**
Owner is a rogue or has the sneak attack class feature	**+2**
Owner does not select a new prey (maximum 1/day)	**-1**
A creature designated as the owner's prey escapes before it is defeated	**-1**
Owner hides the *Stone*	**-2**

Pleased (16-20)

"No one can hide from me, not with the Stone as my agent."

The *Stone's* lust for murder is sated. The owner uses the *Stone* easily and naturally, taking on an ever-increasing number of opponents.

Property: When you have combat advantage against your target, you gain a +3 bonus to attack rolls instead of the normal +2 bonus.

Satisfied (12–15)

"The Stone shows me my next bounty. The miserable wretch cannot escape."

The *Stone* hungers for more bloodletting, but it is content with its owner's efforts—for now.

Power (Daily ✦ Weapon): Immediate Reaction, when you successfully hit your prey with a melee attack. Requires a melee weapon. Choose one of the following: target loses a healing surge, target loses an action point, or target takes ongoing 10 necrotic damage (save ends).

Normal (5–11)

"Why even try? You cannot hide from the Stone."

When first accepted by a new owner, the *Stone* is eager to begin killing, and it offers whispered encouragement about finding suitable targets.

Unsatisfied (1–4)

"The Stone is testing my resolve. I have chosen my bounty, but the Stone ensures that it has chosen me in return."

The *Stone* grows increasingly restless; the voices it exudes sound in near-constant, wailing complaint. Unless the owner starts killing soon, the *Stone* departs to find someone more compatible.

Property: When you have combat advantage against an enemy, you gain only a +1 bonus to attack rolls, unless that enemy is also your prey (the normal +2 bonus to attack rolls applies against your prey).

Angered (0 or lower)

"The Stone was not made to benefit such an inferior partner."

The *Stone* requires a new possessor to carry out its desires, and it is actively searching for a replacement—especially among those whom the current owner designates as his prey.

You cannot use the *Stone*'s daily power, and it does not grant you low-light vision.

Property: When you have combat advantage against an enemy, you gain no bonus to attack rolls, unless that enemy is also your prey (the normal +2 bonus to attack rolls applies against your prey).

Moving On

"The Stone searches for a better killer."

The *Jet Black Ioun Stone* acts as a beacon, calling a suitable new owner to it. Available candidates are suddenly drawn to it. If none are in the area, Zehir sends a group of killers—typically yuan-ti—against the owner during his or her next extended rest.

Regardless of these attackers' success, the *Stone* leaves its owner. In certain cases, Zehir has been known to pluck the *Stone* from its place in the world, ensuring that it is never lost. He is likely to bestow it upon a new and worthier follower, or set it in place for such a follower to find.

Mirror of Secrets

The *Mirror* is appropriate for epic-level characters.

In a rare show of unity, the worshipers of the deities Vecna and Zehir formed a secret pact. The combined group was the idea of its leader Trebarra Kan, a powerful priest who, by adeptly leading a double life, managed to become ordained by the temples of both deities. The revelation of his twin loyalties drew faithful from both sides, and the pact between them became both powerful and wide-ranging. Power brought discord, however, and a competition for allegiances followed. As his careful plans began unraveling, Trebarra Kan attempted to create a magic mirror that would bend insurgents to his will and drive others mad. At a particularly delicate stage of the item's creation, open warfare broke out between the factions. The mix of magical forces sparked a conflagration that enveloped Trebarra Kan and trapped him forever inside his creation.

Mirror of Secrets Epic Level

This large platinum hand mirror is inlaid with jade and onyx. It functions as a portal to a magic fortress in the Shadowfell that serves as Trebarra Kan's prison.

Body Slot: Held

Property: The *Mirror* functions as a focus for scrying rituals that require a mirror. You can perform any scrying or travel ritual for half of its normal component cost and in half the normal amount of time. In addition, the *Mirror* functions as a +5 *magic rod* for the purpose of the powers it bestows.

Property: You gain a +1 bonus to attack rolls with powers that have the charm, fear, necrotic, or psychic keyword.

Property: Enemies take a -3 penalty to saving throws when they attempt to end ongoing conditions caused by your powers that have the charm, fear, necrotic, or psychic keywords.

Property: You gain a +2 bonus to Arcana checks and Religion checks.

Property: When making an attack roll using a power granted by the *Mirror*, you can apply the modifier of your highest ability score instead of the modifier normally used by the power.

Power (At-Will): Standard Action. You can use *eyebite* (warlock 1).

Power (Encounter): Standard Action. You can use *cloak of shadow* (warlock 16).

Power (Daily): Standard Action. You can use *raven's glamor* (warlock 22).

Goals of the Mirror of Secrets

- ✦ Spread duplicity, weave illusions, and create intrigue wherever possible.
- ✦ Find the ancient relics of Trebarra Kan and those who came after him, including the *Tome of Shadow*.
- ✦ Free Trebarra Kan from his prison plane.
- ✦ Explore the magic of shadows, death, undead, and illusions to break down the barriers between worlds.

Roleplaying the Mirror of Secrets

The *Mirror* acts as a medium for Trebarra Kan from his prison plane. He communicates with its owner both telepathically and verbally, using the latter only when others are not around to hear the conversation. Trebarra Kan is impatient and insistent, constantly trying to steer the owner toward his goals. He is decidedly macabre, having lost all vestiges of humanity over the years. More than a century of time in a shadow prison has corrupted Trebarra Kan's form, turning him into an insubstantial spirit. He no longer understands human goals and motivations. He also no longer has any interest in religion, having long since given himself wholly to shadow magic.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner is a member of an arcane class	+2
Owner possesses at least three powers that have the necrotic, psychic, fear, or charm keyword	+2
Owner is good or lawful good	-2
Owner is a member of a divine class	-2

Pleased (16–20)

"We will show the world things it has never seen and could never imagine."

The *Mirror of Secrets* is pleased with its wielder—for the time being. It focuses on spreading its schemes and freeing Trebarra Kan.

Property: The component cost and the time to perform scrying and travel rituals decreases to one-quarter normal.
Property: The *Mirror's* item bonus to Arcana checks and Religion checks increases to +6.

Satisfied (12–15)

"We are well on our way to achieving a goal that is over a century in the making."

The *Mirror* is satisfied enough with its wielder, but it believes one better is out there. It sometimes takes on a life of its own.

Property: The *Mirror's* item bonus to Arcana checks and Religion checks increases to +4.

Normal (5–11)

"I feel as though we have potential if we act together."

When the *Mirror* first comes in contact with an owner, mental images and visions of previous times, magical power, and other worlds spill forth. An owner who responds positively is seen in a favorable light. One who responds negatively is perceived poorly.

Unsatisfied (1–4)

"The Mirror is driving me mad."

The *Mirror* believes its owner has little chance of achieving its goals. It implores the owner to consider imparting the artifact to someone else.

Property: You take a -2 penalty to Will. This penalty applies whether you are using or even holding the *Mirror*.
Property: Any powers granted by the *Mirror* have only a 50% chance of working. If a power fails, it is expended and its action is wasted.

Angered (0 or Lower)

"The Mirror requires a more worthy master!"

The *Mirror* is completely frustrated by its owner and desperately seeks a new one. It frequently defies its possessor, and all pretenses of civility are at an end.

Property: You take a -4 penalty to Will. This penalty applies whether you are using or even holding the *Mirror*.
Property: Any powers granted by the *Mirror* have only a 25% chance of working. If a power fails, it is expended and its action is wasted.

Moving On

"I'm free!"

If the Mirror moves on because it is pleased, it shatters, freeing Trebarra Kan. His spirit passes into the owner's body, permanently taking it over as his own. The *Mirror* remains destroyed until the body of the former owner dies. At that point, the artifact reforms in a random location, waiting to trap the soul of another ambitious meddler.

The DM and the player should work together to determine if it is appropriate for the player to continue playing this character. It might be possible for the player to play the role of Trebarra Kan, but such roleplaying might be less enjoyable than creating a new PC.

If the *Mirror* moves on because it is displeased, the former owner takes a permanent -1 penalty to Arcana checks and Religion checks.

Orb of Light

The *Orb* is appropriate for heroic-level characters.

Orb of Light — Heroic Level

The Orb of Light appears to be a large and faintly glowing white pearl. When worn or wielded by a character capable of using a holy symbol as an implement, its surface shows the image of that character's deity.

The *Orb of Light* is a +2 *holy symbol* with the following properties and powers.
Enhancement: Attack rolls and damage rolls
Critical: +2d6 radiant damage, or +2d10 radiant damage against undead creatures
Property: You can speak and understand Supernal and read the Supernal script.
Power (Encounter): Standard Action. You can use *turn undead* (cleric class feature).

Power (Encounter): Standard Action. You can use *radiant smite* (paladin 1).
Power (Daily ✦ Implement): Standard Action. You can make an attack against each undead creature within 10 squares, using Wisdom vs. Will. On a hit, pull the target 8 squares.

Goals of the Orb of Light

- ✦ Destroy the undead, which are abominations on the earth.
- ✦ Protect the living from the depredations of the undead.
- ✦ Defeat the plans of Orcus and his allies and servants.

Roleplaying the Orb of Light

The *Orb of Light* rarely speaks to its owner. Instead, it sends the possessor emotions and, on occasion, inspirational images. Before a particularly dangerous and difficult battle against the undead, it might help its wielder feel less afraid by revealing a brief vision of all the people whose lives will be saved if the monsters are vanquished.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner successfully protects someone from undead	+1
Owner destroys an undead creature 1 or more levels higher than he is (maximum 1/day)	+1
Owner fails to destroy an undead creature (maximum 1/encounter)	-2
Owner flees from an undead creature (maximum 1/day)	-1

Transcendent (21 or higher)

"I am a just and good servant of life."

The *Orb* grants its possessor great power against the undead, engendering a mighty champion of good.

Power (Daily): Free Action. When you hit an undead creature and deal radiant damage, that target is stunned until the end of its next turn.

Pleased (16–20)

"I am the scourge of the unliving, a protector of life and a champion of the divine and radiant forces of good."

The *Orb of Light* knows it has found a worthy owner who is dedicated to purifying the world of foul undead horrors.

Property: You gain a +1 bonus to all defenses against undead creatures.
Power (Encounter): Immediate Interrupt, when an ally within 5 squares of you is hit by an attack. You can use *shielding word* (cleric 10), but only against attacks made by undead creatures.

Satisfied (12–15)

"I am a righteous protector of the living against the horrors of the walking dead."

The owner has proved to be a heroic champion of the living, but the *Orb of Light* knows more is possible, and it urges the possessor onward to greatness.

Power (Daily): Standard Action. You can use *searing light* (cleric 7).

Normal (5–11)

"I must smite the undead horrors that walk the earth."

The *Orb* is quietly watchful, providing its new owner with a comforting sense that protecting the living from the dead is a righteous and holy calling.

Unsatisfied (1–4)

"The Orb is disappointed in me."

The *Orb* thinks its owner might be unsatisfactory, but is willing to yet abide a while. It communicates less readily with its possessor, but expresses great satisfaction when pleased.

Special: If an encounter includes undead enemies, you gain a -2 penalty to attacks that do not include an undead creature. This penalty applies whether you are using or even holding the *Orb of Light*.

Angered (0 or lower)

"The Orb considers me unworthy to bear it."

The *Orb* urges its owner to find someone else worthy to carry it, even as it throws the possessor into confrontation with the undead. Eventually, the artifact vanishes.

Special: Once per day, at the start of an encounter including undead enemies, the *Orb* teleports you to a space within 10 squares that is adjacent to the greatest number of undead. This penalty applies whether you are using or even holding the *Orb*.

Moving On

"We have made the world a better place."

One morning, the *Orb* is gone, replaced by a luminescent (but mundane) pearl worth 5,000 gp. The former owner gains a permanent +1 bonus to AC against attacks by undead creatures.

If the owner failed the *Orb*, the next time the character lifts it, the artifact crumbles into coal, leaving permanent marks on the character's hand. The former owner takes a permanent -1 penalty to AC against attacks by undead creatures. The *Orb* reappears elsewhere in the world, ready to be claimed by another aspirant.

Silver Mask of Kas

The *Mask* is appropriate for paragon-level characters.

Silver Mask of Kas Paragon Level

This solid silver mask is fashioned in the form of a fanged skull. It was originally forged for the exarch Kas by his overlord Vecna.

Body Slot: Head
Property: You gain darkvision.
Property: You gain a +2 item bonus to Perception checks.
Property: You gain a +4 item bonus to Diplomacy checks and Intimidate checks against undead creatures.
Power (At Will): Standard Action. You can use *commander's strike* (warlord 1).
Power (Encounter): Standard Action. You can use *bolstering blow* (warlord 13), but the attack deals necrotic damage.
Power (Daily): Free Action. When you hit an undead creature with a melee attack, make a secondary attack vs. Will using the same attack bonus. On a hit, the target is dominated (save ends).

Goals of the Silver Mask of Kas

- Aid the undead against the living.
- Gain followers for Kas.
- Convince noble warriors that personal power and advancement are the most important goals.

Roleplaying the Silver Mask of Kas

The *Mask* is a soft-spoken tempter. Instead of ordering or begging its possessor to perform an action, it offers quiet suggestions that help both the owner and the item's agenda. Sometimes it whispers into the owner's ear; at other times, its thoughts manifest in its possessor's mind and are indistinguishable from naturally occurring ones. The owner also has regular dreams revealing the power and glory attainable if the *Mask*'s directions are followed. The artifact is especially eager to suggest that its possessor betray any fellows and aid the undead against the living.

SEAN MURRAY

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner betrays a comrade to gain an advantage	+2
Owner defeats an enemy three or more levels higher than he or she is (maximum 1/day)	+1
Owner fights alongside an undead creature (maximum 1/day)	+1
Owner or ally kills an intelligent undead creature (maximum 1/encounter)	-2
Owner ignores an insult to his or her honor (maximum 1/day)	-2

Transcendent (21 or higher)

"I near my glorious eternity."

The *Mask* exults in its ideal servant and grants the possessor greater power.

Property: You cease to age.
Power (Encounter): Free Action. Use this power before you make an attack roll. If the attack hits, it deals necrotic damage and you regain 15 hit points.

Pleased (16–20)

"I am a proud and loyal servant of Kas."

The *Mask* is pleased with its owner's actions—for now. The artifact focuses on advancing Kas's agenda and finds its owner to be a useful servant. It occasionally asks the owner to perform certain tasks, in return for a reward.

Property: The *Mask's* item bonus to Diplomacy checks and Intimidate checks made against undead creatures increases to +6.
Power (Daily): Standard Action. You can use *exalted retribution* (paladin 25).

Satisfied (12–15)

"The Mask has plans for me—glorious plans."

The owner has proved to be a worthy representative of Kas, and the *Mask* works to shape the wearer into an even better tool. At this point, the *Mask* attempts to encourage the possessor with promises of wondrous rewards, but still includes the occasional threat to provide extra motivation.

Property: You gain a +2 item bonus to Diplomacy checks and Intimidate checks made against targets that do not have the undead keyword.

Normal (5–11)

"The Mask promises me great power in return for my aid and loyalty."

The *Mask* encourages its new owner, boosting confident and granting powers. Otherwise, the artifact offers quiet promises of the glories and wonders to come. It does not threaten the owner . . . yet.

Unsatisfied (1–4)

"The Mask is angry with me. I fear its rage."

The *Mask* thinks its possessor might be unsatisfactory, but still attempts to exert influence. At this point, the *Mask* mixes threats and promises in equal measure and fills the owner's mind with horrific visions of the price of failure.

Special: The artifact's item bonus to Diplomacy and Intimidate checks against undead creatures decreases to +2. The character cannot use the daily power that allows a secondary attack.

Angered (0 or lower)

"The Mask is plotting against me. I can hear it."

The *Mask* seeks its possessor's death at the hands of the undead or by one more worthy to wear it. The *Mask* ceases to communicate unless the owner begins behaving appropriately.

Property: The *Mask* calls out to the greedy, the evil, and the undead within 10 miles, drawing them with thoughts of murder and theft. You take a -2 penalty to all defenses against undead creatures. This penalty applies whether you are using or even holding the *Mask*.

Moving On

"I claim the reward of faithful service to Kas."

The *Mask* vanishes, going in search of a place where it can do more to further the cause of the undead, and to tempt other warriors into evil. As a reward for good service, the former owner becomes a vampire lord (and an NPC).

If the *Mask* is displeased with its former owner, it instead tries to cause the owner's death by attracting hordes of undead to his or her location.

Soul Sword

The *Soul Sword* is appropriate for paragon-level characters.

Thousands of years ago, the empire of Kortaja stood as a beacon of the divine. Toward the end of that civilization, the glass citadel and its deific armies were besieged by primordial forces. Kortaja's secret weapon was a set of seven fabled swords forged by the dwarf kings and wielded by the empire's seven greatest generals. In the last battle, six of the seven swords were shattered by the blast from a magic, primordial trumpet. The seventh weapon was lost in time. Deific servants have been searching for it for millennia.

Soul Sword — Paragon Level

This artifact is a flawlessly crafted, weighty two-handed weapon that shines with its own internal light. The opal pommel stone shines or grows dull depending on the sword's mood.

The *Soul Sword* is a *+4 greatsword* with the following properties and powers.

Property: You gain a +1 item bonus to Athletics checks, Insight checks, and Religion checks.

Property: You gain a +1 item bonus to attack rolls and damage rolls against undead creatures.

Property: The *Sword* grants you immunity to fear effects and resist 10 necrotic.

Property: When making an attack roll using a power granted by the *Sword*, you can apply the modifier of your highest ability score instead of the modifier normally used by the power.

Power (At-Will): Standard Action. You can use *holy strike* (paladin 1).

Power (Encounter): Standard Action. You can use *divine reverence* (paladin 7), applying the *Sword*'s enhancement bonus as if the *Sword* were a holy symbol.

Power (Daily): Standard Action. You can use *hand of the gods* (paladin 17), applying the *Sword*'s enhancement bonus as if the *Sword* were a holy symbol.

Goals of the Soul Sword

- Destroy all undead.
- Challenge deviousness wherever encountered.
- Find remnants of ancient Kortaja. This activity includes but is not limited to repairing lost artifacts, searching out ancient dragons who knew of the empire, and excavating ruins.

Roleplaying the Soul Sword

The *Soul Sword* communicates telepathically with its wielder, expressing its desires calmly and respectfully. It makes clear that it will defy and counter inappropriate behavior on the part of its owner. The *Sword* is happy if the goals of its wielder lead toward challenging deceit, especially that caused by undead creatures, and searching for remnants of Kortaja. It is obsessive about this, but does not push hard unless its wielder is being negligent.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner is a member of a divine class	+2
Owner exposes a scheme perpetrated by undead or necromancers	+2
Owner has one or more powers that have the necrotic keyword	-2
Owner lies or cheats	-2

Pleased (16–20)

"I bear the instrument of the primordials' destruction."

The *Soul Sword* is pleased with its wielder—for the time being. It focuses on countering duplicity and searching for Kortajan remnants.

Property: The *Sword*'s item bonus to Athletics checks, Insight checks, and Religion checks increases to +5.
Property: The *Sword's* item bonus to attack rolls and damage rolls against undead increases to +3.
Property: You take a -5 penalty to Bluff checks, Stealth checks, and Thievery checks. This penalty applies whether you are using or even holding the *Soul Sword*.

Satisfied (12–15)

"I am fulfilling something begun ages ago."

The *Soul Sword* is satisfied enough with its wielder, but improvement is possible and desirable.

Property: The *Sword's* item bonus to Athletics checks, Insight checks, and Religion checks increases to +2.
Property: You take a -2 penalty to Bluff checks, Stealth checks, and Thievery checks. This penalty applies whether you are using or even holding the *Soul Sword*.

Normal (5–11)

"I sense that I have a greater purpose."

When the *Sword* first comes in contact with the wielder, it is extremely communicative, friendly, and forthright. It is happy to explain its history, without dissembling or omission.

Unsatisfied (1–4)

"The Sword has a mind of its own."

The *Soul Sword* believes its wielder has little chance of achieving its goals. It implores the owner to consider relinquishing the artifact.

Property: You take a -2 penalty to Bluff checks, Stealth checks, and Thievery checks. This penalty applies whether you are using or even holding the *Soul Sword*.
Special: Once per day at any time, the *Sword* can try to take control of your body. It makes a special attack against your Will, rolling 1d20 + your level. If this attack hits, you are dominated until you save. This attack is possible whether you are using or even holding the *Soul Sword*.

The *Sword* typically attempts to take control to warn its owner about deviance from proper behavior. It also tries to take control if the wielder ignores an opportunity to strike out against duplicity or uncover information about Kortaja.

Angered (0 or lower)

"I can hardly bear the touch of this weapon!"

The *Soul Sword* is completely frustrated by its owner and desperately seeks a new one.

Property: You take a -5 penalty to Bluff checks, Stealth checks, and Thievery checks. This penalty applies whether you are using or even holding the *Soul Sword*.
Special: Once per day at any time, the *Sword* can try to take control of your body. It makes a special attack against your Will, rolling 1d20 + your level. If this attack hits, you are dominated until you save. This attack is possible whether you are using or even holding the *Soul Sword*.
Special: Each time you roll initiative, a 25% chance exists that the *Sword* refuses to perform any attacks for the encounter.
Special: The *Sword* importunes any of your allies it feels would be better owners. It might solicit strangers as well.

Moving On

"It is time for the Sword to work to elevate another."

The *Soul Sword* transforms the wielder into a Kortajan war hero, complete with the Kortajan military uniform, grooming, and mannerisms. The character has the knowledge of Kortajan generals and knows secrets of ancient Kortaja. Upon advancing to a new level, the possessor gains a +2 bonus to a single ability score and +2 bonus to any of two knowledge skills. The *Sword* disappears, seeking the next hero to elevate.

If the *Sword* moves on because it is displeased, the former owner takes a permanent -1 penalty to Athletics checks, Endurance checks, and Insight checks.

Sword of Kas

The *Sword of Kas* is appropriate for epic-level characters.

Sword of Kas — Epic Level

The Sword of Kas was created by Vecna for his lieutenant. Kas rewarded his former master by using it to cut off Vecna's hand and gouge out his eye. The Sword offers great power to any who grasp it, but wielders end up betraying what they love most.

The *Sword of Kas* is a +5 *vicious short sword* with the following properties and powers.
Enhancement: Attack rolls and damage rolls
Critical: +5d12 damage.
Property: The *Sword of Kas* deals 2d10 extra damage against allies and former allies.
Property: Whenever an attack with the *Sword of Kas* reduces a target to 0 hit points or fewer, you gain concealment until the end of your next turn.
Property: If you attack Vecna, a servant of Vecna, a cultist of Vecna, or any other creature working directly to serve Vecna's ends, you deal 5 extra damage on a hit.
Property: When you take the total defense action or use your second wind, you gain a +5 item bonus to all defenses until the start of your next turn.
Property: The *Sword of Kas* is initially invisible to everyone but the creature possessing it. You gain combat advantage against melee targets when using it until you successfully hit, at which point the weapon becomes visible to everyone. The *Sword of Kas* turns invisible again after being sheathed for a short rest (or for 5 minutes).
Power (Encounter): Free Action. When you would pull or push a target, you slide the target the same distance instead.
Power (Daily ✦ Poison, Radiant): Free Action. When you hit with the *Sword of Kas*, the target takes ongoing 15 poison damage (save ends). If the attack is made against an undead creature, it instead takes ongoing 15 radiant damage (save ends). Saving throws made to end this effect take a -2 penalty.

Goals of the Sword of Kas

- ✦ Betray that which is most fiercely loved, whether the owner's love or another's.
- ✦ Wreak harm to Vecna, Vecna's plans, and any creature affiliated with Vecna.
- ✦ Destroy all confidences, reveal all secrets, lay bare all that is kept hidden.

Roleplaying the Sword of Kas

The *Sword of Kas* communicates in whispers that only its bearer can hear. The weapon can abide long periods in silence, but is quick to point out small opportunities for betrayal, especially if such an act would increase the wielder's standing in the short term.

The *Sword of Kas* is also happy to speak long about its hatred for Vecna and the undead. Vecna did not mean to create an undead-hating sword, or one that would become his nemesis. The *Sword* looks forward to the day when it and its former master, Kas, can be reunited.

The *Sword* becomes more and more insulting and acerbic the lower its concordance becomes.

The Sword of Kas and the Hand of Vecna

"Now perhaps we have power enough to kill even a god!"

If the owner affixes the *Hand of Vecna* (*Dungeon Master's Guide*, page 168) and wields the *Sword of Kas*, a new property is unlocked, regardless of either artifact's concordance.

Property: Every successful attack you make with the *Sword of Kas* against Vecna, his servants, his cultists, or any creature working directly to serve his ends scores a critical hit. However, each time you make such an attack, you take a -1 concordance penalty to the concordance of both the *Hand* and the *Sword*. If either artifact's concordance drops to 0 as a result, both immediately move on.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner kills an ally (maximum 1/day)	+2
Owner completes a quest against Vecna's interest	+2
Owner breaks another's confidence (maximum 1/day)	+1
Owner kills an undead (maximum 1/day)	+1
Owner doesn't improve concordance over the course of a day	-1
Owner or ally uses Bluff skill (maximum 1/day)	-2

Pleased (16–20)

"My strength is faithlessness! I have mastered well the art of treachery, and soon all the world's secrets shall be laid bare!"

The *Sword* is clearly in tune with its wielder, and together they are a force few can trust for long.

The *Sword*'s enhancement bonus increases to +6.
Critical: +6d12 damage.
Property: The *Sword of Kas* deals 3d10 extra damage against allies and former allies.
Property: When you take the total defense action or use your second wind, you gain a +6 item bonus to defenses until the start of your next turn.
Property: Allies within 2 squares of you take a -2 penalty to their attack rolls.
Power (Daily): Free Action. When you hit with the *Sword of Kas* and you have combat advantage against the target, deal 5d6 extra damage.

Satisfied (12–15)

"One more confidence broken, one more undead destroyed. Soon, I might even turn on my friends. The sword is pleased."

The *Sword* sees good things ahead for its owner.

Property: Allies within 1 square of you take a -1 penalty to their attack rolls.
Power (Daily): Free Action. When you hit with the *Sword of Kas* against a creature that has insubstantial or phasing, the creature loses those qualities until the end of your next turn.

Normal (5–11)

"I have a lot to learn. The Sword tells me that the way is hard, but that I am up to the challenge."

The *Sword of Kas* hopes to lure the owner into keeping it around, and eagerly anticipates pushing the owner into the first of many betrayals.

Unsatisfied (1–4)

"I am a moral coward and a failure. If I do not do better, the Sword promises egregious consequences."

The *Sword* is upset that the owner doesn't have the strength of will to serve it. The weapon begins to suspect that the owner isn't a choice wielder.

Special: You take a -2 penalty to attack rolls and damage rolls against any creature that does not have the undead keyword, that is not your ally, or that is not Vecna, one of his servitors, or one of his allies. This penalty applies whether you are using or even holding the *Sword of Kas*.

Sword of Kas Lore

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

DC 25: The *Sword* is named for a powerful vampire lord called Kas.

DC 30: The *Sword of Kas* was created by Vecna at the height of his power in unlife. Believing that his empire was growing too vast to manage alone, he chose one of his faithful, Kas, to serve as his right hand. The *Sword* was to be Kas's symbol of office, but Vecna made it too well. Part of the lich lord's own consciousness—the ambition to dominate the world—entered the weapon. The *Sword* eventually caused the lieutenant to turn on his master. The ensuing battle cost the lich his left hand and eye.

DC 35: Over the centuries since the *Sword of Kas* was created, several powerful magic swords have been mistaken for it. A few swords have been crafted as near-exact replicas of the original.

On more than one occasion, Vecna has managed to trap the sword in a vault or citadel, in hopes of keeping it out of the hands of those who would harm him. Even so, the *Sword of Kas* has always found a way to slip into the hands of a new betrayer.

Angered (0 or lower)

"The Sword wonders how one as incompetent, clumsy, and ignorant as I managed to claim it. It thinks my end is near."

The *Sword* knows that the wielder has no intention of fulfilling its goals and is merely holding onto the weapon to gain the abilities it possesses. It will not remain in the owner's possession for long.

The *Sword*'s enhancement bonus drops to +4.

Critical: +4d12 damage.

Special: You take a -5 penalty to attack rolls and damage rolls against any creature that does not have the undead keyword, that is not your ally, or that is not Vecna, one of his servitors, or one of his allies. This penalty applies whether you are using or even holding the *Sword of Kas*.

Special: Each time you miss an enemy with the *Sword*, make a melee basic attack as a free action with the *Sword* against a randomly chosen adjacent ally.

Moving On

"The Sword quits me."

If the *Sword of Kas* finds a wielder who continually pleases it, that relationship lasts for as long as the owner wants it to.

If the *Sword* moves on because it is angered, it slips from its owner's hands and into the grasp of the possessor's closest nemesis (which could be a creature across the battlefield, or one across the planes). The new owner is charged with a quest to slay the individual whom the *Sword* just abandoned.

Tome of Shadow

The *Tome* is appropriate for epic-level characters.

Maikedhon was a mage living in the Shadowfell during the time of the secret pact between the worshipers of Vecna and Zehir (see "Mirror of Secrets," page 39). He created a number of artifacts related to shadows and shadow creatures, the most important of which was a great magic tome. The battle between the sects of the secret pact that swallowed Trebarra Kan also opened a portal to Maikedhon's tower, sucking his items into the world.

Maikedhon's items came into the possession of some survivors from the pact who were obsessed by shadow. They eventually met up with the shadowmage, returning his book in exchange for being tutored in shadow magic. Together, the arcanists tested the limits of the medium, exploring the depths of the Shadowfell. The students of shadow were eventually lost in a deep abyss in the Shadowfell, but the book was later discovered near the opening of the chasm. It did not last long in the hands of its new owner, however; the book finds ways to get rid of a wielder who does not meet its expectations. Over the years, it has appeared intermittently in the hands of a gnome merchant, a drow battle mage, and a human princess, but now it is once again lost.

Tome of Shadow — Epic Level

This thick volume is bound in a dark hide etched with elaborate silver symbols. The stretched-skin pages and tightly scrawled writing are bathed in shadow, even under the brightest light.

Body Slot: Held

Property: You gain a +2 bonus to monster Knowledge checks related to creatures of the shadow origin.

Property: The *Tome* functions as a *+4 magic orb*.

Property: When you use the *Tome* as an implement, you can use the Orb of Imposition wizard class feature once per encounter.

Property: The *Tome* counts as a ritual book with 256 pages. It contains five rituals chosen by the DM that the wielder can use once mastered. Other rituals can be added to the book normally, but all except the five original rituals disappear from the book when the artifact moves on.

Property: When you hit a target with an arcane spell that has the necrotic keyword and use the *Tome* as an implement, you deal extra necrotic damage equal to your Wisdom modifier.

Power (At-Will): Standard Action. You can use *ray of enfeeblement* (wizard 1).

Power (Encounter): Standard Action. You can use *displacement* (wizard 16).

Power (Daily): Standard Action. You can use *Evard's black tentacles* (wizard 19)

Goals of the Tome of Shadow

- Learn all there is to know about the Shadowfell.
- Find secret planar portals to the Shadowfell.
- Make sure that the tome is not found by agents of the *Mirror of Secrets*.

Roleplaying the Tome of Shadow

The *Tome* does not tolerate incompetence and becomes incensed if it feels that its goals are being ignored. The *Tome* communicates telepathically, speaking in short, clipped sentences, never wasting a word. It finds waste disdainful and criticizes an owner who fails to fully utilize the tools available to him or her.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner is a member of an arcane class	+2
Owner has at least three powers that create darkness or summon a creature	+2
Owner is good or lawful good	-2
Owner has three or more powers that have the radiant keyword	-2

Transcendent (21 or higher)

"The mysteries of shadow are revealed, and they are great."

The *Tome* infuses the wielder with shadow. With skin and hair transformed to a dusky gray, the owner takes on the shadow origin. The owner also gains the following power.

Power (Encounter): Minor Action. Until the end of your next turn, you are insubstantial and have phasing.

If at any point after reaching the transcendent concordance, the artifact drops to a lower concordance, or even after the *Tome* moves on, the owner retains the benefits of this concordance.

Pleased (16–20)

"We will become one with shadow. I can taste it!"

The *Tome of Shadow* is pleased with its wielder—for the time being. It focuses on studying shadow in all its forms, and on evading Trebarra Kan.

Property: The *Tome*'s item bonus to monster Knowledge checks related to creatures of the shadow origin increases to +6.
Property: When you hit with an arcane power that has the necrotic keyword and use the *Tome* as an implement, you deal extra necrotic damage equal to one-half your level + your Wisdom modifier.

Satisfied (12–15)

"We will blot out the sun with darkness."

The *Tome* is satisfied enough with its owner, but it believes that one better is out there.

Property: The *Tome*'s item bonus to monster Knowledge checks related to creatures of the shadow origin increases to +4.
Property: The *Tome* functions as a *+5 magic orb*.

Normal (5–11)

"This is only the beginning."

When the *Tome of Shadow* first comes in contact with the possessor, it sends forth images of shadow, darkness, and summoned monsters. An owner who responds positively is seen in a favorable light. One who responds negatively is perceived poorly.

Unsatisfied (1–4)

"The Tome is reading my thoughts. It knows my fears."

The *Tome* believes its owner has little chance of achieving its goals. It implores the owner to consider imparting it to someone else.

Property: The *Tome* functions as a *+3 magic orb*.
Property: When you use an arcane power that does not have the necrotic keyword, you are slowed until the end of your next turn. This penalty applies whether you are using or even holding the *Tome of Shadow*.

Angered (0 or lower)

"The Tome must have a more worthy master!"

The *Tome* frequently defies its possessor, and all pretenses of civility are over.

Property: The *Tome* functions as a *+2 magic orb*.
Property: When you use an arcane power that does not have the necrotic keyword, you are stunned until the end of your next turn. This penalty applies whether you are using or even holding the *Tome of Shadow*.

Moving On

"The mysteries of shadow must be solved by another."

The *Tome* seeks to spread its shadowy knowledge to others. When the character next gains a level, the *Tome* disappears, moving on to corrupt others.

If the *Tome* is at least satisfied with the owner when it moves on, it leaves a 256-page ritual book containing all the rituals that were scribed in the *Tome* when it moved on.

Von Zarovich Family Sword

The *von Zarovich Family Sword* is appropriate for paragon-level characters.

Count Strahd von Zarovich (see page 210) commissioned this weapon from a crafter known only as the Alchemist. Impatient with the work, the count infected the Alchemist with vampirism to give him the proper strength, endurance, and insight with which to create a sword fit for the von Zarovich family.

Strahd found the sword so perfect that he used it to decapitate the Alchemist—the man would never again create a work of its equal. The Alchemist's life force was infused into the *Sword*. Far more than a mere weapon, it became an entity unto itself.

Strahd might have placed the *Sword* in the tomb of his brother Sergei as repayment for his murder, or perhaps he gave it to Tatyana, his unrequited love. However it came to be, at some point the *Sword* left the land of Barovia.

The *Sword* is well aware of its heritage and the powerful icon it represents for both the von Zarovich clan and Barovia as a nation. The weapon draws strength from its own vampiric nature, equating its hunger with a need to spread the family's honor. It demands an owner who respects these needs.

Von Zarovich Family Sword — Paragon Level

Commissioned by Count Strahd, this weapon is the family sword of the von Zarovich clan, symbol of its sovereign rule over Barovia.

The *von Zarovich Family Sword* is a *+3 longsword* with the following properties and powers.
Enhancement: Attack and damage rolls
Critical: +3d6 damage.
Property: Once per day, if the *Sword* has been used to help defeat a living enemy, it must feed. The owner is stunned until the start of his or her next turn.
Property: You gain vulnerable 10 radiant.
Property: You do not cast a reflection.
Power (Encounter ✦ Arcane, Weapon): Move Action. You can use *spider climb* (warlock 6).
Power (Daily ✦ Weapon): Immediate Reaction, when you hit with the *Sword*. The target is weakened (save ends), and you gain 20 temporary hit points.
Special: At the end of each round in which an attack is knowingly made with it against a member of the von Zarovich family, the weapon burns with sudden intensity, dealing 30 fire damage to its owner.

Goals of the von Zarovich Family Sword

- ✦ Slay the living, especially clerics, and rule the night.
- ✦ Be wielded by a powerful and noble warrior.
- ✦ Advance the von Zarovich name and influence.

Roleplaying the von Zarovich Family Sword

The *von Zarovich Family Sword* presents itself as a dignified, haughty servant of the von Zarovich family. It soon becomes apparent, however, that it believes itself to be a pure, symbolic embodiment of the von Zarovich family name. The *Sword* communicates silently with its owner, often lecturing on all that the family has done and all that the owner needs to achieve to live up to the family's name. Only if the *Sword* has not fed for some time does its personality change, offering shrill critiques and complaints that its thirst essentially serves as an insult to the entire von Zarovich family.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner is a member of a martial class	+1
Owner slays a high-ranking cleric or the angel of a good deity	+1
Owner does not feed the weapon (maximum 1/week)	-1
Owner acts in an uncouth manner, as determined by the *Sword* (drinks at a common tavern, does not wear fine clothes, associates with unacceptable types; maximum 1/week)	-1
Owner attacks a member of the von Zarovich family	-1

Pleased (16–20)

"We are the night. We are Barovia."

The *Sword* believes that the owner rightfully perpetuates the heritage of the von Zarovich name. The weapon offers lavish praise—together, *Sword*, family, and owner are fast becoming part of Barovian national legend.

Property: You do not regain healing surges or daily powers until you take an extended rest during daylight hours.
Property: When the *Sword* feeds, you are not stunned.
Power (Daily ✦ Necrotic, Weapon): Free Action, when you use the *Sword* to reduce an enemy to 0 or fewer hit points with a melee attack. You regain your healing surge value in hit points, but do not spend a healing surge.

Satisfied (12–15)

"Barovia has found a new scion. I am certain the von Zarovich family is pleased, wherever they roam."

The owner is on the right path. The von Zarovich name is being honored, perhaps even furthered. The *Sword* offers measured, though frequent, praise.

Power (Daily ✦ Polymorph, Weapon): Standard Action. You become insubstantial and are weakened until the end of your next turn. *Sustain Minor:* The effect persists.

Normal (5–11)

"I have a solemn responsibility to uphold the values of the von Zarovich name. Fortunately, this honorable weapon can help me."

The *von Zarovich Family Sword* tries to instill in its owner a sense of expected responsibilities. The weapon is the physical embodiment of the von Zarovich family, which the wielder has a duty to honor.

Unsatisfied (1–4)

"I am failing a glorious tradition. This blade's family would never have wished it to be carried by someone with such an obvious poverty of skill."

The owner is failing the von Zarovich family, and the *Sword* offers constant, elaborate criticism on this point. Its manner grows abrupt as it snarls and whines for the blood of living targets.

Property: You take a -2 penalty to attack rolls and damage rolls made with the *Sword* against nonliving enemies.

Angered (0 or lower)

"The Sword starves. It considers me a pretender, little more."

Aside from shrill commands to kill any living target in the area, the *Sword* remains largely silent. After all, why waste good counsel on such a poor owner?

Property: The *Sword* functions as a mundane longsword against nonliving enemies.

Moving On

"You are a paragon only of failure."

The *von Zarovich Family Sword* cannot abide an owner who does not keep it properly fed and thus dishonors the von Zarovich name. During the night of the next new moon, the weapon and its scabbard transform to mist and leave the owner, seeking refuge in the hoard of a powerful creature or the vault of a landed warrior.

The *Sword* will not remain hidden for long. It needs to feed, but demands to do so openly, enhancing the legend and reputation of its family. It instructs its new owner to hunt down and slay its former, failed owner. Such humiliating defeat is the proper revenge.

RITUALS

Rituals are complex ceremonies that create extraordinary effects. Treasure found with undead at times contains books or scrolls with certain common rituals scribed in them.

RITUALS BY LEVEL

Lvl	Ritual	Key Skill
2	Corpse Light	Arcana or Religion
2	Last Sight Vision	Arcana or Religion
3	Undead Ward	Arcana
4	Skull Watch	Arcana
6	Undead Servitor	Arcana
8	Gravesight	Arcana
14	Corpse Gate	Arcana

Corpse Gate

You finish chanting and drop the finger bone to the floor of the ritual circle. In a flash, you and your companions appear in an ancient mausoleum.

Level: 14
Category: Travel
Time: 1 hour
Duration: Special
Component Cost: 800 gp
Market Price: 4,200 gp
Key Skill: Arcana

You create a portal similar to that produced by Linked Portal, but connecting your present location to that of a corpse. You must have a piece of the corpse—at least as much as the tip of a finger—in your possession to begin the ritual. This piece is consumed at the ritual's completion.

If the target corpse is alive, animate, undead, or otherwise more than a simple corpse, or if the corpse is on another plane, the ritual fails and no components (including the bit of the corpse) are expended.

Your Arcana check result determines how long the portal remains open.

Arcana Check Result	Portal Duration
19 or lower	1 round
20-39	3 rounds
40 or higher	5 rounds

Corpse Light

A sickly green flame springs forth, washing the area in nauseating light. In its illumination, those that walk in undeath are revealed beyond a doubt.

Level: 2
Category: Divination
Time: 10 minutes
Duration: 1 hour
Component Cost: 25 gp
Market Price: 100 gp
Key Skill: Arcana or Religion

You create a pale green flame that illuminates as a lantern. The light emanates from an object you designate during the ritual. The green fire produces no heat.

Any undead creature that enters the illuminated area or is within it, and that is of a level equal to or lower than your Arcana or Religion check - 10, is wreathed in a green, flaming aura that harmlessly flickers around the creature. This aura appears even if the undead is disguised by a polymorph or illusion effect. Invisible undead are surrounded by visible green radiance. The glow reveals the square in which the undead is located, but it does not affect the total concealment granted by invisibility.

Gravesight

You recite a funeral dirge, infusing a zombie with necromantic energy. Now, you can spy through the eyes of your undead minion.

Level: 8
Category: Scrying
Time: 30 minutes
Duration: 24 hours
Component Cost: 250 gp
Market Price: 680 gp
Key Skill: Arcana

You are able to perceive the environment around an animate undead creature. The target creature must be within 5 squares of you during the entire time necessary to perform the ritual.

For the ritual's duration, you can spend a standard action to use the affected creature's senses. You use your Perception modifier when you do so. While sensing through the undead, you cannot use your own senses and are considered blind and deaf. You can end the effect as a free action. If the undead creature is destroyed, the ritual ends immediately.

Your Arcana check determines the maximum distance at which you can receive sensory input from the target creature.

Arcana Check Result	Duration
19 or lower	1 mile
20-29	3 miles
30-39	6 miles
40 or higher	10 miles

Sufficiently powerful warding magic (such as a Forbiddance ritual) prevents you from receiving sensory input from a creature as long as it is within the warded area. Treat the undead creature as a scrying sensor for such purposes.

Last Sight Vision

As you finish the ritual, you see the final moments of the corpse's life.

Level: 2
Category: Divination
Time: 10 minutes
Duration: 2 or more rounds
Component Cost: 25 gp
Market Price: 100 gp
Key Skill: Arcana or Religion

When you perform this ritual in the presence of a corpse or a skull, you witness an auditory and visual replay of the moments before the death of that creature, as seen from the creature's perspective. You cannot perform this ritual on headless corpses. Once you have performed this ritual, you must wait until you have gained a level before using it again on the same remains.

Your Arcana or Religion check determines the length of time prior to the target's death that you experience.

Check Result	Time Period
19 or lower	2 rounds
20-29	4 rounds
30-39	6 rounds
40 or higher	10 rounds

Skull Watch

As you complete the halting words of power, a light shines from the grim skull's sockets before fading again into blackness.

Level: 4
Category: Warding
Time: 10 minutes
Duration: 4 hours
Component Cost: 80 gp
Market Price: 175 gp
Key Skill: Arcana (no check)

You enchant a skull to watch over an area and alert you when something intrudes. The skull uses your Perception modifier with a +5 bonus. It cannot hear or smell, and it never considers you an intruder. In addition, you can designate any number of other individuals as nonintruders. When you perform the ritual, you can also designate one or more categories of creatures that the skull will ignore. You can define these categories by obvious physical characteristics (such as height, weight, or body shape), creature type (such as humanoid), creature race (such as hill giant), or obvious equipment (such as a creature carrying a shield with a flame emblazoned upon it).

When the skull detects an intrusion, it mentally alerts you if you are within 1 mile. At any time during the ritual's duration, you can choose to look through the skull's eyes as a standard action. While you look through the skull's eyes, you cannot see through your own and are considered blind. You can end this effect as a free action.

The skull can be moved from its original position during the ritual's duration without disturbing the effect. Destroying the skull ends the effect, and you are not magically made aware of the skull's destruction (though you might already be alerted about intruders).

Undead Servitor

The corpse shudders, then clambers to its feet. At your direction, it shoulders your gear and lumbers after you.

Level: 6
Category: Creation
Time: 1 hour
Duration: Permanent
Component Cost: 150 gp
Market Price: 360 gp
Key Skill: Arcana (no check)

You imbue a humanoid corpse of natural origin and Medium or smaller size with the ability to move under its own power and an understanding of one language of your choice. It has speed 6 and Strength 16, never tires, and obeys you at all times.

The undead servitor is a noncombatant. When forced onto an active battlefield, treat the servitor as an allied minion (1 hit point, never damaged on a missed attack) with all defenses of 11. It acts just after you do and never makes attacks.

You cannot have more than one undead servitor at a time from different performances of this ritual. If you attempt to create a second servitor, that ritual fails without component expenditure.

Undead Ward

The line you etched in the floor shines like ivory in moonlight, and the skeletons stop advancing.

Level: 3
Category: Warding
Time: 30 minutes
Duration: Until broken
Component Cost: 35 gp
Market Price: 130 gp
Key Skill: Arcana

You create a magical barrier against undead creatures. This barrier can be a closed circle, with an inscription time of 1 minute per square inside the circle, or a line, requiring 1 minute per 2 squares of length.

An undead creature whose level is lower than your Arcana check result - 10 cannot pass through the barrier, affect creatures through the barrier, or affect the barrier in any way. Any other undead creature takes radiant damage equal to your Arcana check result when passing through the barrier, but doing so breaks the barrier and ends the effect. Any creature able to pass through the barrier can take a standard action to obscure the inscription and thereby break the barrier.

UNDEAD GRAFTS

Many beings that revere undead or covet the powers of undeath are not ready to shake off the mortal coil. Some of these devotees reveal their true ambitions by grafting undead flesh or organs onto themselves.

Grafting select parts of an undead monster is no simple task. It involves a particularly vile and complicated ritual. Far more difficult than the ritual is the procurement of undead body parts that are suitable for its performance. Not only are undead loath to give up their organs and body parts, but only perfect specimens can be used for grafting.

A graft is a form of template that introduces an interesting story and visual element to an NPC (a foul necromancer of Orcus is far more memorable if one arm is a blazing claw), and it grants the NPC an extra attack that corresponds to the graft. Grafts do not change the level of the host creature, nor do they make it elite, but they do make the creature slightly more complicated and a little more powerful.

Blazing Skeletal Claw

Grafting the claw of a blazing skeleton to the host grants it powerful fire attacks.

Prerequisites: Humanoid, 6th level

Blazing Skeletal Claw	**Graft**
Resist 5 fire	
Vulnerable 5 radiant	
⚸ **Blazing Claw** (standard; at-will) ✦ **Fire**	
Level + 5 vs. AC; 1d4 + Strength fire damage and ongoing 5 fire damage (save ends).	
⚹ **Flame Orb** (standard; at-will) ✦ **Fire**	
Ranged 10; level + 3 vs. Reflex; 2d4 + Dexterity fire damage and ongoing 5 fire damage (save ends).	

THE DOWNSIDE OF GRAFTS

Although grafts are designed with monsters in mind, an adventure or a section of a campaign could revolve around a PC or a good NPC gaining a graft by some means, and the quest to remove it. Maybe a foul necromancer experimented on the poor unfortunate. The host might have had it grafted purposely in a moment of power-hungry weakness. Whatever the case, an undead graft should be treated as something to be expunged, the sooner the better, by sane and reasonable people. A number of story reasons can be devised to drive this point home, but here are rules penalties you could apply to a grafted PC. Pick as many as you think necessary to motivate the quest for the graft's removal.

- ✦ -5 penalty to Bluff checks and Diplomacy checks.
- ✦ -5 penalty to Endurance checks.
- ✦ Lose a healing surge each week.
- ✦ Halve the character's healing surge value.
- ✦ -2 penalty to Fortitude.

Lich's Brain

This graft grants its host esoteric knowledge.

Prerequisites: Intelligence 18, 21st level

Lich's Brain	**Graft**
Senses darkvision	
Resist 15 necrotic	
Vulnerable 10 radiant	
Grafted Spellmaster (minor; recharge ⚃)	
The host regains the use of an expended daily, encounter, or recharge power.	
Skills +2 item bonus to Arcana and Religion checks	

Mummy's Eye

One look from this grafted eye can shake the resolve of even a stalwart soul.

Prerequisite: 11th level

Mummy's Eye	**Graft**
Senses darkvision	
Vulnerable 5 radiant	
✧ **Eye of Despair** (minor 1/round; at-will) ✦ **Fear, Gaze**	
Close burst 10; targets one creature within the burst; the target takes a -2 penalty to attack rolls against the host (save ends).	

Thirst of the Vampire

This dangerous and complicated graft inserts fangs and replaces part of the host's digestive system, granting it vampiric thirst.

Prerequisites: Constitution 13, 11th level

Thirst of the Vampire	**Graft**
Vulnerable 10 radiant	
⚸ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**	
Requires combat advantage against the target; level + 2 vs. Fortitude; 2d12 + Charisma modifier damage, the target is weakened (save ends), and the host regains one-quarter of its maximum hit points.	

Wight's Claw

A wight's claw graft can suck the life out of targets it slashes.

Prerequisites: Humanoid, 6th level

Wight's Claw	**Graft**
Vulnerable 5 radiant	
⚸ **Wight Claw** (standard; at-will) ✦ **Necrotic**	
Level + 5 vs. AC; 1d6 + Strength modifier damage, and the target loses a healing surge.	

Zombie Arm

This graft grants a powerful smash attack.

Prerequisite: Humanoid

Zombie Arm	**Graft**
Vulnerable 5 radiant	
⚸ **Zombie Slam** (standard; at-will)	
Level + 5 vs. AC; 2d6 + Strength modifier damage.	

CHAPTER 3

Undead Lairs

Different monsters conjure up varying images and emotions in players. The cruelty and brutality of orcs inspires righteous anger. Dragons inspire a degree of awe. Aberrations invoke visceral feelings of disgust.

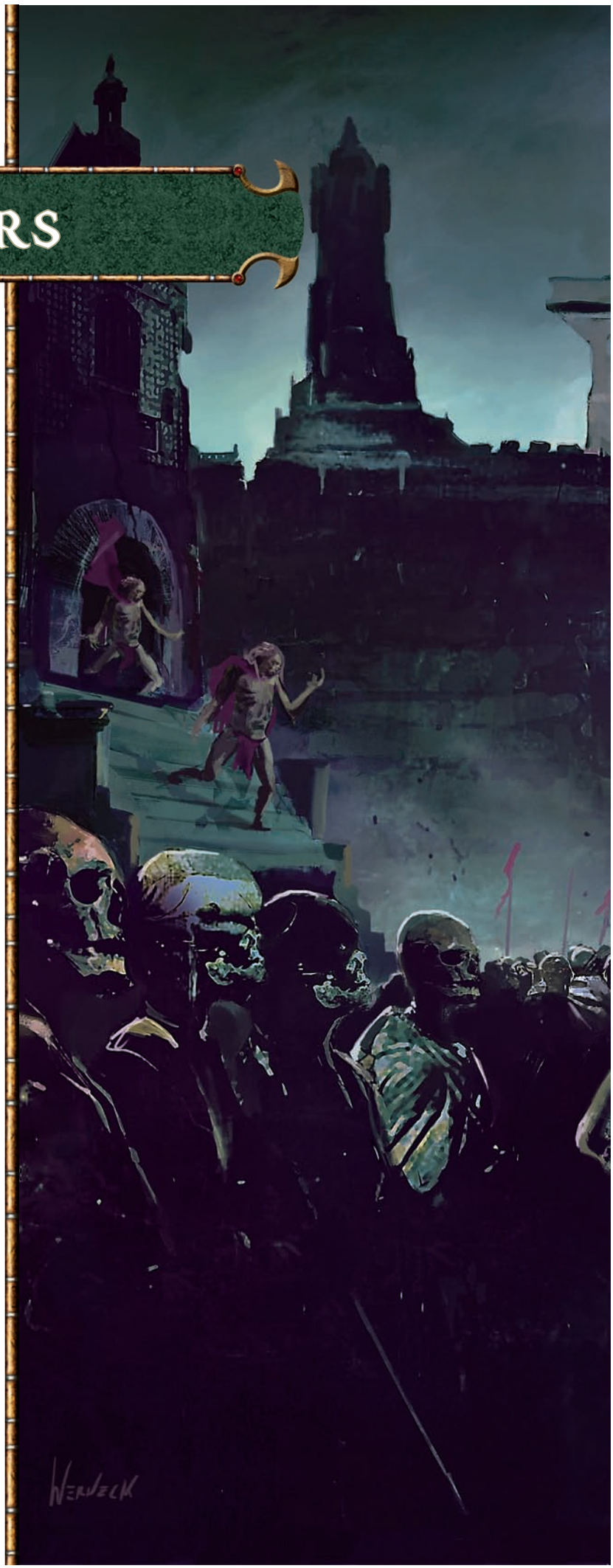
Undead invoke terror. Undead adventures centered around the undead usually include imagery associated with death, decay, and the brief span of mortal life. Building this mood is accomplished by portraying the undead as horrifying and inhuman monsters.

Of course, undead do not exist in a vacuum. Their lairs and the remains of their "food" have an important role to play in creating just the right mood. A haughty vampire lord's gloomy, half-ruined castle contains many fetid rooms thick with secrets.

Some undead enjoy centuries of existence to refine and perfect their lairs, while other undead must make do with whatever dark locations they can find to shelter from the hateful light. Any undead creature, from the weakest specter to the most powerful lich, uses the location and design of its lair to its advantage.

This chapter includes the following sections.

- **Lair Features:** A short discussion about general characteristics of undead lairs.
- **Heroic Tier Lairs:** Featuring encounters for characters of 1st-10th levels.
  - Graveyard of Col Fen (level 1)
  - Sandstone Catacombs (level 3)
  - Battlefield Downs (level 7)
- **Paragon Tier Lairs:** Featuring encounters for characters of 11th-20th levels.
  - Bloodtower on the Moorland (level 12)
  - Mausoleum of Ssra-Tauroch (level 17)
  - Kravenghast Necropolis (level 19)
- **Epic Tier Lairs:** Featuring encounters for characters of 21st level or higher.
  - Tower of Zoramadria (level 23)
  - Temple of Doresain (level 25)
  - Astral Corpse (level 26)



BRUNO WERNECK

Lair Features

Whether a sewer tunnel inhabited by ghouls or the crumbling castle of a vampire lord, undead lairs have two characteristics in common.

UNDEAD LAIRS TYPICALLY HAVE . . .

- No source of light
- No need for warmth, water, food, sanitation, sleeping space, or space to socialize

Undead lairs enjoy perpetual darkness, or at least are situated far from bright light. Even undead that are not directly hurt by light avoid illumination when possible, possibly out of some deep instinct to escape the notice of the living. In the dark, they can swarm and hunt. After all, they can see in lightless conditions. If released from external compulsion, even undead with little ability to think on their own, such as skeletons and zombies, eventually collect in darkened allies and in underground caverns.

Lacking a metabolism and possessing dull if not altogether absent physical senses, the majority of undead require no consideration for mortal comfort. Warmth, clean water, food, sanitation, a place to sleep or socialize—none of these are necessities for undead. (Some undead mimic these needs, especially vampire lords, who often continue along with the niceties of their previous mortal existence.) A cold, dry cavern is as comfortable to an undead creature as a well-furnished mansion. Moreover, a cavern filled with foul and poisonous vapors, or one overrun with diseased rats, would be an ideal lair, since it is less likely to be intruded upon by the living.

Wilderness Lairs

In wilderness areas, undead exist without concerning themselves with laws and justice that might cause their destruction by fearful mortals.

WILDERNESS LAIRS CAN BE LOCATED IN . . .

- Ruins
- Isolated castles and hunting lodges
- Woods
- Caves
- The Underdark

Some undead lairs in the wild are remnants of ancient ruins or tombs surrounded by what is now wilderness but once was the heart of an empire. Powerful and confident undead might build bleak castles to rule over a portion of the wilderness, or hunting lodges to prey upon all who dare to stray within their territory.

Many undead are drawn to living creatures to feed on spilled blood and escaping souls from the freshly slain. Undead addicted to such nourishment from humanoids establish wilderness lairs that are close enough to humanoid villages or cities to allow them to make occasional trips into town. Such undead risk exposure if they are tracked back into the woods or to their caves, so creatures that rely on this strategy use a combination of distance and obscurity to maximize their chances of avoiding bounty hunters or revenge seekers.

Undead that have discovered the Underdark find it to be the wildest, least approachable (by others) location of all in which to found their lairs. Since darkness is no hindrance to the undead, the Underdark's caverns and tunnels make comfortable and safe places to gnaw their stolen bones in peace. Some undead are content to wander the sparsely inhabited portions of the Underdark, while others stalk humanoid Underdark prey. A lucky few undead creatures find still-functioning portals that grant quick access between their Underdark lairs and a surface city.

Urban Lairs

Cities and villages provide more protection to their inhabitants than lone farmsteads do, so cities do not harbor more than a few undead lairs at any one time unless they have been completely overrun by the undead.

URBAN LAIRS CAN BE LOCATED IN . . .

- Lone farmsteads
- Abandoned building cellars
- Temple catacombs
- City graveyards and cemeteries

Villages and cities offer a ready source of humanoid prey, so undead that feast on such creatures are attracted to urban spaces. Ghouls, like rats, are more common in cities than living residents realize. They lair in the cellars of abandoned buildings, in the seemingly blocked-off catacombs of old temples, and even in the attics of mansions that see little use. Some ghoul communities persist for years by eating only the flesh of the homeless and recently buried, or by returning to their secret lairs every night before first light by way of secret tunnels or magic portals. A ghoul lair often comes to light when a hunger-mad ghoul fails to retreat before dawn's light and is seen, or a ghoul pack becomes too bold and leaves a home to be found with its residents dead and half-eaten. Officials in relatively large communities recognize these signs and quickly put up a bounty on the warren in question.

Wraiths, specters, and other incorporeal undead find it easy to lair in urban environments because

they can phase through solid walls. Such creatures hide from daylight in cavities and tombs completely sealed away from physical access, then glide forth by night to slake their hunger for souls. Incorporeal undead do not range widely or frequently from their lairs, but seem content to haunt one particular location's environs at a measured pace. This circumspect activity can keep a lair of such undead secret for years.

A graveyard is a natural lair for urban undead. Some undead reside in graveyards because their bodies were buried there, but most dwell in them because they are drawn to the dead and the taint of death that pervades the area.

Graveyard lairs are a mixed blessing. The living avoid graveyards, in part because undead are known to inhabit some of them. However, when living creatures are hunting the undead, graveyards are the obvious place to look. Because many graveyards are centuries old, clever undead make their lairs in buried crypts forgotten long ago.

Vampire lords frequently lair in cities. A successful vampire lord keeps the secret of its nature from its living associates. Its lair is the home or mansion where it lives. The lair has a secret chamber where a coffin, which serves as the vampire's true resting place, and the grave dirt used in its ritual of creation is stored.

Planar Lairs

Undead are not restricted to the world. Other realms also harbor the lifeless.

PLANAR LAIRS CAN BE LOCATED IN OR ON . . .

- Abandoned dominions in the Astral Sea
- Ships of the Astral Sea
- The bodies of dead deities
- Mort mounds in the Feywild
- The domain of Orcus, in the Abyss
- Outposts throughout the Shadowfell

Some undead dwell in the Astral Sea, making their lairs in the abandoned dominions of departed gods or sailing in great ships infused with necromantic power. Undead in the Astral Sea pursue lofty personal goals, whch can include discovering ancient lore or accumulating personal power. Some Astral Sea undead inhabit the corpses of dead gods or are themselves deities killed and partially reanimated, though not to their former level of divine power.

Most undead in the Feywild are the incorporeal spirits of fey creatures that are obsessed with legends pertaining to vanished empires. They are no threat unless disturbed. Some mounds in the Feywild contain more than fey magic. They are tunneled with the warrens of eladrin and gnome vampires. Such mort mounds, as the eladrin call them, are shunned by the fey, despite the fact that the undead inhabiting them hunt under cover of moonless nights to steal fey children and consume them in their mud-drenched lairs. Some undead fey mounds contain portals that open into the Shadowfell.

Undead abound in the Elemental Chaos, though they cluster in the Abyss. The Demon Prince of the Undead, Orcus, controls legions of underlings. Most undead of the Abyss are thralls that serve the whims of Orcus and his demons and that guard their demonic lairs, though a few powerful, valued servants of Orcus merit their own lairs.

The sum total of undead across all the planes of existence pales before the lifeless hordes that teem in the Shadowfell. Areas tainted by necromantic seepage (see *Manual of the Planes*) in the Shadowfell spawn wraiths. Because all souls pass through this dim realm upon the death of their bodies, Shadow's taint can corrupt these soul vestiges before they find their way to the Court of the Raven Queen in Letherna, forging sad spirits into ghosts and other insubstantial undead.

Shadowfell undead are driven by a cold, gnawing hatred for the living. They roam the plane in mindless search of victims to torment or to eat. Those that hold onto their minds and rise above blind instinct to carve out baronies and duchies in the Shadowfell are never free of their aching hunger for and hatred of the living. When a connection between the world and the Shadowfell is forged, undead are eager to stream through and wreak their worst.

AXEL RATOR

Graveyard of Col Fen

A lair for five 1st-level adventurers

The rough ground on the outskirts of the village of Col Fen once served as a graveyard for an evil temple destroyed long ago. A recent disturbance released some of the ancient evil buried here, and now the dead in this graveyard are beginning to walk. Several villagers have already vanished and more will die if the undead are not put to rest.

Background

History DC 10: About 50 years ago, settlers moved into the area and founded the village of Col Fen. While investigating the area around their new homes, the villagers discovered a few ancient, securely closed crypts. Taking a cue from the old structures, the settlers hallowed the ground about the crypts and consecrated it as the Col Fen graveyard. No one ever disturbed the older graves.

History DC 15: Almost 2,000 years ago, a low hill on the edge of the area that later became the village of Col Fen was the site of a temple. The temple was dedicated to the worship of entities of evil and death. Its adherents hoped to prolong their lives with their ceremonies. At the temple, the priests dedicated the souls of many victims on their sacrificial altars to Orcus and other entities.

Eventually, a neighboring community discovered their practices and attacked the cultists. When the attackers destroyed the temple and the priests, they buried the evildoers with their possessions, including an ominous-looking skull carved of onyx, hoping to forestall any vengeful haunting. The grave site was warded to hold in any lingering evil. However, a graveborn sickness still found its way into the neighboring community, and it withered away, leaving the whole region empty of humanoid habitation.

Streetwise DC 15: A few weeks ago, natural weathering finally cracked the previously secure crypts, allowing outside air and glimmers of light to fall upon the warded sarcophagi within. These intrusions broke the already wavering ancient wards.

Religion DC 15: The carved skull buried in one of the old crypts has pulsed back to unlife. Its wakening will attract undead miles away from Col Fen. Unless the skull is destroyed, it will become a magnet for undead from distant places, while at the same time animating skeletons and zombies from the graveyard of Col Fen.

Hook: Missing Villagers

The PCs might be travelers whom desperate villagers approach for help, or adventurers responding to a job offer concerning Col Fen that they found out about in a larger nearby city.

In either case, when they arrive at Col Fen, Mara Kres, the headwoman of the village, explains to the PCs that undead have suddenly started troubling the people of the village.

When the PCs talk to Mara Kres, read:
"A week ago a young woman named Rysa Gosen vanished from her home during the night. The next evening, a pair of zombies set upon a young man named Quen Laren who was working late in his fields. Quen Laren was badly hurt, but he escaped to tell of the attack. Two days ago, a family vanished from its home late one night. The house showed evidence of a serious struggle. Marks in the dirt indicated several objects were dragged from the house toward the village graveyard. We searched the graveyard, and the walking dead attacked us!

"We fled. Can you put to rest the undead in our graveyard and rescue our missing friends?"

Mara Kres tells the PCs that the family that vanished consists of Kyla Tal, her husband Veran Tal, their child Lyse, and Kyla's elderly father Holt Nas.

The villagers warn the PCs about visiting the graveyard after dark and strongly recommend they enter it only in the daytime.

Hook: Resurrectionist Contract

This alternative hook puts one or more PCs on the road to the graveyard for a completely different and, in the eyes of the village folk, perhaps nefarious purpose.

One or more of the PCs have been engaged as "resurrectionists," a slang term for those who disinter dead bodies. In the case of the contracted PC or PCs, a patron in another city has grown frustrated with the mortsafes (stone and ironwork cages built around graves) meant to protect the dead against just this sort of treatment.

Resurrectionists turn over freshly disinterred bodies to folk willing to pay good coin, usually at the back door of a wizard or medical college, where the body is used for research into arcane mysteries or the study of battle injuries. Those who engage in such work are not necessarily evil. They believe that the bodies' original owners have no more use for them. Other creatures that have a more sentimental

attachment to the deceased view these activities in a different light.

A mage at a local college has given the PCs a contact who is familiar with the graveyard near Col Fen and a contract for 100 gp for the delivery of two disinterred bodies (not more than two, and no bodies gained by depriving the living of their lives). When the PCs arrive to meet their contact in Col Fen, a fellow named Veran Tal, they are told Veran is missing. The PCs also learn of the plight of the village as described under "Hook: Missing Villagers."

Environment

The area around Col Fen is a mixture of rolling fertile plains and densely wooded forests. The hill containing the graveyard is less fertile, and near the center, even grass has a hard time growing.

- A low stone wall marks the graveyard's boundaries, but it does little to limit access. Any Medium creature can easily cross it. (Treat the wall as difficult terrain, costing 1 extra square of movement for any creature that traverses it.)
- The graveyard contains a number of large trees that look wilted, as if they were beginning to sicken. Squares containing trees are difficult terrain (requiring 1 extra square of movement to enter) and provide concealment (-2 to attack rolls) to anyone standing in them. A tree's trunk provides cover (-2 to attack rolls) to anyone standing adjacent to it.
- Gravestones, many of them decades old, are spread throughout the graveyard. (The stones are not large enough to count as terrain features, and thus they are not represented on the map.)
- Three crypts made of ancient, badly eroded dark gray stone sit far back from the entrance to the graveyard along the eastern wall.

When the characters approach the graveyard's edge, read:
A low wall encircles this village graveyard. Nothing moves in the area, not even the branches of the drooping trees growing within the enclosure. Three large, ancient stone crypts set in the back of the graveyard stand out among the numerous simple grave markers in the rest of the cemetery.

Area 1: Eastern Graveyard

The eastern portion of the graveyard is a well-kept small town cemetery with simple headstones sitting amid tall and widely spaced trees. Several headstones have either cracked in two or fallen over, and one of the graves near the front of the graveyard is open and empty.

When the characters walk through the eastern portion of the graveyard, read:
A chill hangs in the air, a cold that seems more spiritual than actual. Here and there, empty graves gape near fallen headstones. Fresh dirt is scattered around these empty graves. Judging by the way the soil is dispersed around one of the holes, its occupant might have dug itself out.

Perception Check
DC 15: *You hear a scrabbling noise along the southern wall as a decayed skeletal hand and arm emerges from the ground at the head of a half-toppled grave marker. The arm flails and rattles, and the hand digs for purchase.*

PCs who watch for a moment see another grave disgorge its contents: a decrepit skeleton (*Monster Manual*, page 234). The PCs can dispatch the creature or can leave it to its own devices. If they take the latter course, the skeleton finally shakes itself loose and heads down into Col Fen.

Optional: Wandering Dead

Level 1 Encounter (XP 400)
- 3 famine hounds (level 2 skirmisher, page 158)
- 1 decrepit skeleton (level 1 minion, *MM* 234)

PCs who make no effort to hide their presence attract the attention of a few lurking undead that attack without regard to their own safety.

Area 2: Western Graveyard

The trees in the western portion of the graveyard are significantly denser and older than those within the rest of the site. Illumination below their canopy even at noon is akin to early evening (dim illumination during the day, darkness at night). Many grave markers here are toppled, and numerous empty holes in the earth mark the places from where former cemetery residents have gone missing.

When the adventurers enter the western graveyard, read:
The chill in the air grows. The drooping trees creak and undulate as if in the grip of a breeze, a breeze that you don't feel on your skin. The smell of rotting meat lingers in this area. It is a cloying, overwhelming stink. The crypts near the western boundary of the graveyard are shadowy, somber masses of ancient stone.

When the adventurers move to within 10 feet of any of the three crypts, read:
You hear several loud screams that echo off the stone of the crypts. The screams sound like those of a woman. Equally loud and more easily identifiable are the desperate squalls of a human infant. The sounds issue from the northern crypt.

Area 3: Northern Crypt (Level 1)

This rectangular structure is made of slate gray stone. It has a vaulted roof. Though intact, the crypt is worn, and a few small cracks run through its ivy-covered, windowless walls. The crypt's large stone door is slightly ajar. The PCs trigger the tactical encounter if they enter the crypt.

Tactical Encounter: "Northern Crypt," page 60.

Area 4: Middle Crypt

This crypt is slightly larger than the two that flank it. It is also riddled with numerous cracks.

When the adventurers examine the middle crypt, read:

From the way the ivy grows on this structure, the many cracks in its walls might be quite recent. An icy wind blows out of this building's entry, though no air movement is discernible.

Like the other two crypts, Area 4 is a windowless rectangle made of slate gray stone with a vaulted roof. Its stone door lies broken into pieces on the earth before the doorway, allowing easy an easy view to its interior.

Two crumpled forms lie on the floor.

When the PCs examine the interior of the middle crypt, read:

The bloody figures on the floor are human remains. Both bodies are half eaten. Gnawing wounds are obvious on the bones and flesh. One of deceased is an elderly man. He appears to have been dead less than a day. The other body is that of a woman who appears to have been dead for almost a week.

If the characters received descriptions of the missing villagers, they can confirm that the corpses are Rysa Gosen and Holt Nas.

A passage, previously closed by a stone slab door, lies in this crypt's rear. The slab is cracked, and the door hangs slightly ajar. The slab is also covered in arcane runes.

Arcana Check

DC 20: *The runes are part of a protective seal meant to keep the door closed. They have been marred by cracks and worn by weather.*

Area 5: Undercrypt Stairs

When the adventurers open the rear door in the middle crypt, read:

Narrow, water-stained stone steps lead downward. The staircase is built of great slabs, covered with arcane runes similar to those on the door at the head of this passageway. The smell of death and corruption is strong here. The stairs descend into darkness.

Perception Check

DC 18: *Mumbled words that sound like a chant issue from the darkness at the bottom of the stairs, followed by muffled whimpers and pleas.*

Area 6: Underground Crypt (Level 1)

An ancient relic was sealed away in this crypt. Time and weathering broke the seals, and the relic began to animate nearby undead and call to distant and more powerful undead. Two ghouls from a distant warren have answered that call, and they hope to waken the relic to further necromantic power by sacrificing living humanoids to it. The PCs trigger the tactical encounter when they enter this crypt.

Tactical Encounter: "Underground Crypt," page 62.

Area 7: Southern Crypt

This structure is identical to Area 3 in overall appearance and size, except that it is now a collapsed ruin. The roof has fallen in, as has a portion of the south wall. Characters who look in through these openings see that the falling roof has smashed open the sarcophagus that used to sit in the middle of the crypt. Nothing of value remains in this ruined building.

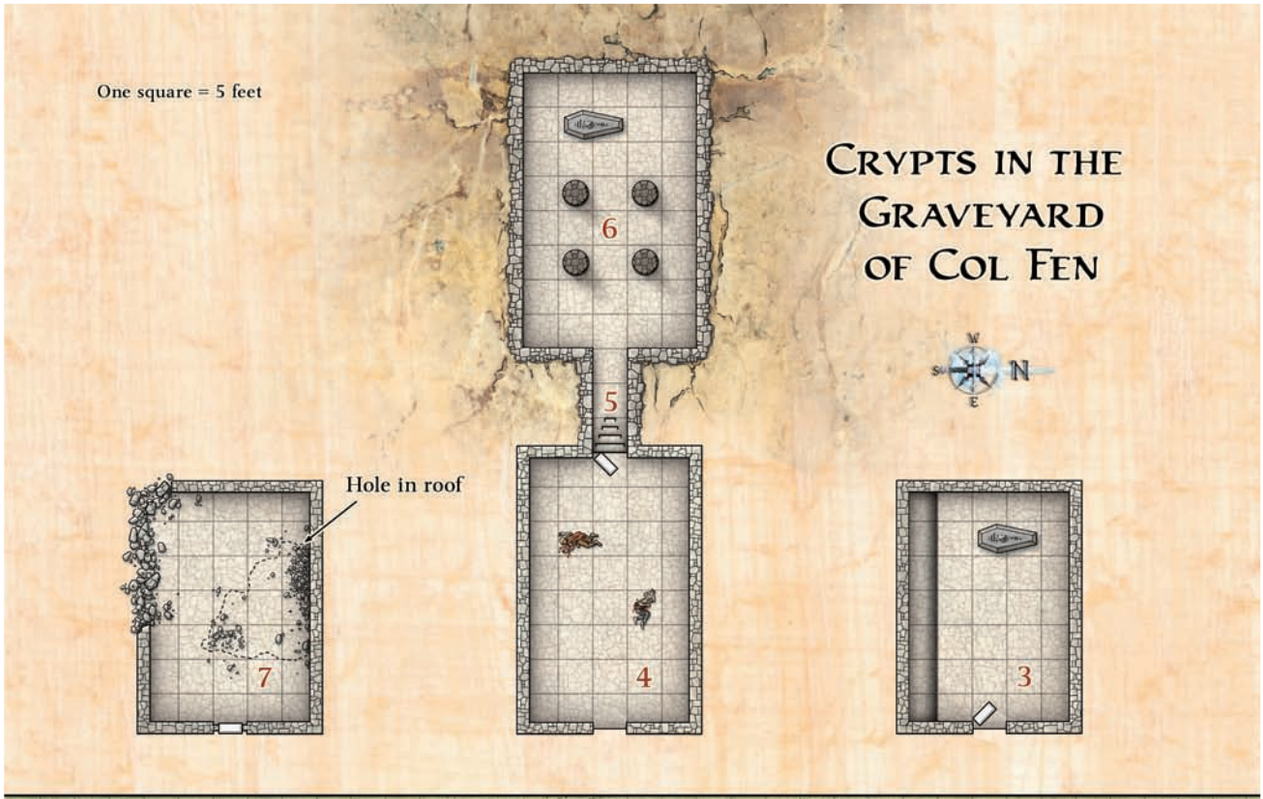
Onyx Skull

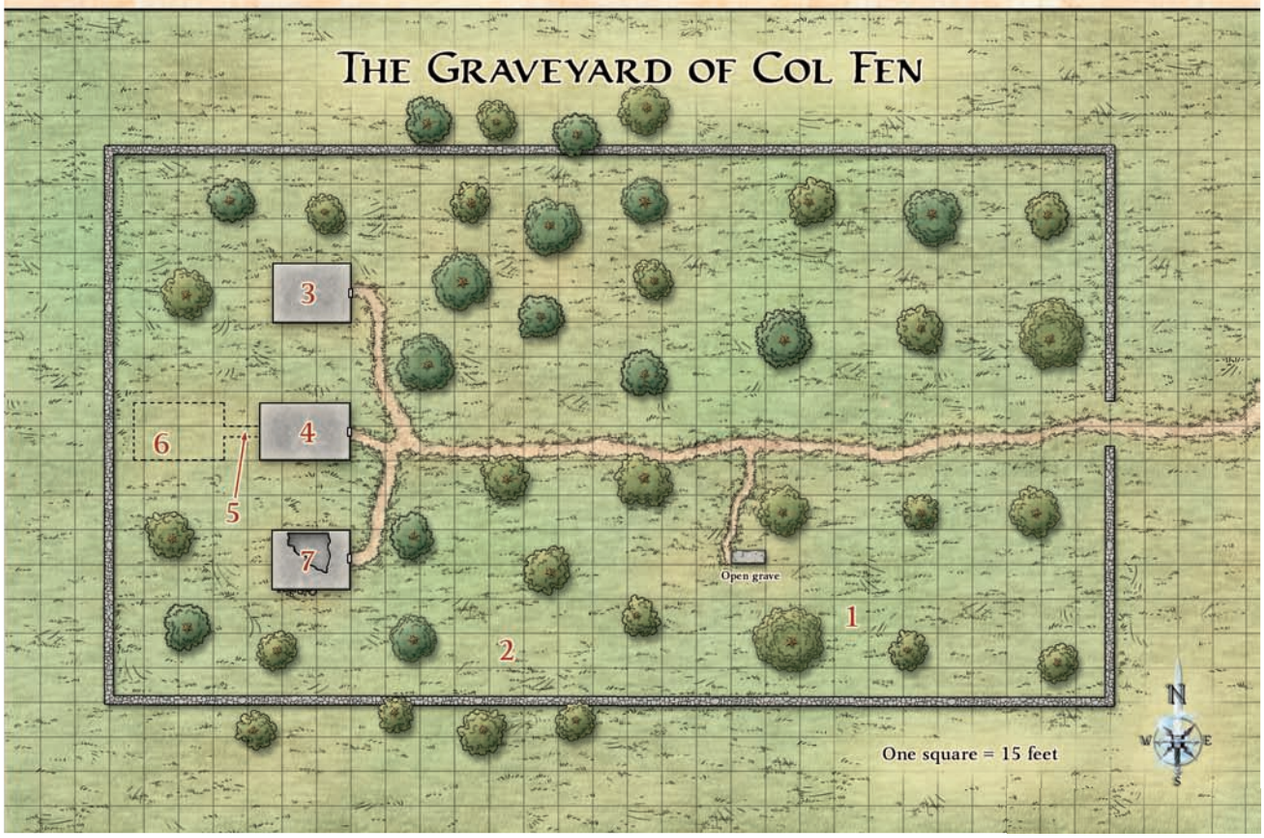
The *onyx skull* is carved in the shape of a human skull of about half normal size. It is icy cold to the touch. A successful DC 20 Arcana check reveals that the carved skull was originally part of a larger item, perhaps serving as the headpiece of a staff or rod. In its current state, the skull has only a fraction of its former power. It is fragile and subject to easy destruction. Destroying the skull breaks it into several fragments. The fragments are free from any evil taint, and the largest piece of onyx retains some value as a gem (90 gp).

A successful DC 20 Religion check reveals that despite its incomplete state, the skull emanates a necromantic influence that reaches outward in subtle waves. The influence causes nearby corpses to spontaneously animate and calls already animated undead to it.

If the skull remains intact at the conclusion of the "Underground Crypt" encounter, the details of how it works (how many undead it animates, and how often) are left up to you.

As an item of arcane interest to mages and collectors, the unbroken skull has monetary value (250 gp), not to mention the worth it might represent to evil creatures and necromancers. However, anyone who transports the skull risks being visited by a large collection of undead.


One square = 5 feet
Crypts in the Graveyard of Col Fen
6
5
Hole in roof
7
4
3
N


The Graveyard of Col Fen
3
6
4
5
7
Open grave
1
2
One square = 15 feet
N

Northern Crypt

Encounter Level 1 (500 XP)

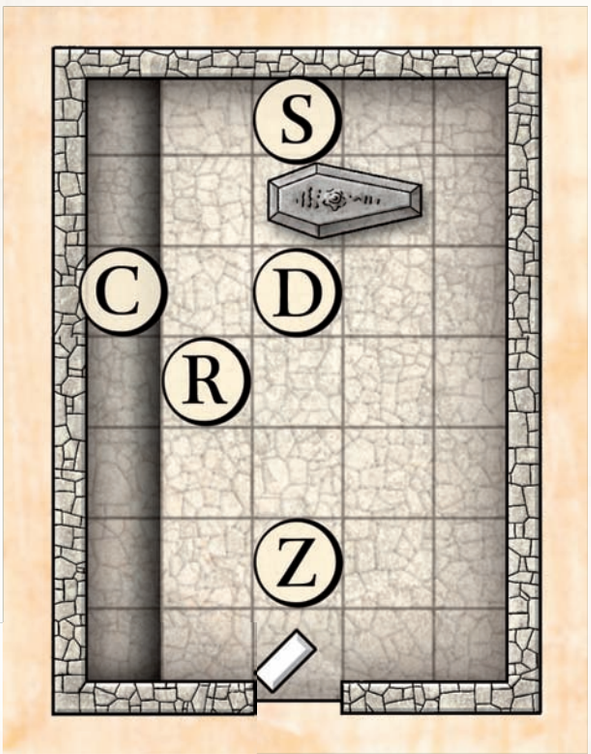
Setup

1 pale reaver (R)
1 skeleton (S)
1 zombie (Z)
1 decrepit skeleton (D)

This crypt contains two captives (both in the square marked C): the woman Kyla Tal and her infant child Lyse. They are being confined until they are eaten or sacrificed to the *onyx skull* in Area 6. When the PCs first see this chamber, the monsters are in their marked positions. The zombie and the decrepit skeleton stand motionless, while the pale reaver stares down hungrily into the trench along the southern wall that contains Kyla and her baby.

Roll initiative when the PCs enter the crypt or the approaching PCs are noticed by the undead gathered in the crypt.

When the PCs view this crypt's interior, read:
A slightly decayed animate corpse dressed in farming clothes stands near the crypt entrance. A four-foot-high stone sarcophagus lies near the back of the crypt. One skeletal figure stands next to it against the far wall, and another stands in front of it. A narrow trench is gouged out of the floor along the southern wall; gentle sobbing emanates from the trench. A semisubstantial male humanoid with dead white hair stares down into the trench, apparently entranced by its contents.



Pale Reaver (R) — **Level 5 Lurker**
Medium shadow humanoid (undead) — XP 200

Initiative +9 — **Senses** Perception +7; darkvision
HP 49; **Bloodied** 24
AC 19; **Fortitude** 16, **Reflex** 17, **Will** 18
Immune disease, poison; **Resist** 10 necrotic; see also *insubstantial transformation* **Vulnerabl**e radiant (if the pale reaver takes radiant damage, it cannot use *insubstantial transformation* until the end of its next turn)
Speed 6; see also *insubstantial transformation*

⊕ **Deadly Mane** (standard; at-will) ✦ **Necrotic**
Reach 2; +10 vs. AC; 1d8 + 6 necrotic damage.

⊕ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; reach 2; +8 vs. Fortitude; 2d12 + 6 damage, and the target loses a healing surge and is weakened (save ends). In addition, the pale reaver regains 12 hit points.

Image of Life (standard; encounter) ✦ **Illusion**
The pale reaver adopts the appearance of a living humanoid until it attacks or is hit by an attack.

Insubstantial Transformation (minor; at-will) ✦ **Polymorph**
The pale reaver becomes insubstantial and gains fly 6 (hover) and phasing until it attacks or becomes dazed, stunned, or unconscious.

Alignment Evil — **Languages** Common
Skills Stealth +10

Str 6 (+0)	**Dex** 16 (+5)	**Wis** 10 (+2)
Con 13 (+3)	**Int** 10 (+2)	**Cha** 17 (+5)

Skeleton (S) — **Level 3 Soldier**
Medium natural animate (undead) — XP 150

Initiative +6 — **Senses** Perception +3; darkvision
HP 45; **Bloodied** 22
AC 18; **Fortitude** 15, **Reflex** 16, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5

⊕ **Longsword** (standard; at-will) ✦ **Weapon**
+10 vs. AC; 1d8 + 2 damage, and the target is marked until the end of the skeleton's next turn; see also *speed of the dead.*

Speed of the Dead
When making an opportunity attack, a skeleton gains a +2 bonus to the attack roll and deals 1d6 extra damage.

Alignment Unaligned — **Languages** –

Str 15 (+3)	**Dex** 17 (+4)	**Wis** 14 (+3)
Con 13 (+2)	**Int** 3 (-3)	**Cha** 3 (-3)

Equipment chainmail, heavy shield, longsword

Zombie (Z) — **Level 2 Brute**
Medium natural animate (undead) — XP 125

Initiative -1 — **Senses** Perception +0; darkvision
HP 40; **Bloodied** 20; see also *zombie weakness*
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison; **Resist** 10 necrotic; Vulnerable 5 radiant
Speed 4

⊕ **Slam** (standard; at-will)
+6 vs. AC; 2d6 + 2 damage.

⊕ **Zombie Grab** (standard; at-will)
+4 vs. Reflex; the target is grabbed. Checks made to escape the zombie's grab take a -5 penalty.

Zombie Weakness
Any critical hit to a zombie reduces it to 0 hit points instantly.

Alignment Unaligned — **Languages** –

Str 14 (+3)	**Dex** 6 (-1)	**Wis** 8 (+0)
Con 10 (+1)	**Int** 1 (-4)	**Cha** 3 (-3)

Decrepit Skeleton (D)	**Level 1 Minion**
Medium natural animate (undead)	XP 25

Initiative +3 **Senses** Perception +2; darkvision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 13, **Reflex** 14, **Will** 13
Immune disease, poison
Speed 6
⚔ **Longsword** (standard; at-will) ✦ **Weapon**
+6 vs. AC; 4 damage.
➢ **Shortbow** (standard; at-will) ✦ **Weapon**
Ranged 15/30; +6 vs. AC; 3 damage.
Alignment Unaligned **Languages** –

Str 15 (+2)	**Dex** 17 (+3)	**Wis** 14 (+2)
Con 13 (+1)	**Int** 3 (-4)	**Cha** 3 (-4)

Equipment heavy shield, longsword, shortbow, quiver of 10 arrows

Tactics

The skeleton, the decrepit skeleton, and the zombie are mindless and fight until they are destroyed. The pale reaver attacks more cunningly.

Round 1: The zombie and the skeleton both rush forward to attack the nearest PC with melee attacks, while the decrepit skeleton fires arrows with its shortbow at the PCs. The decrepit skeleton stands behind the sarcophagus, gaining cover from ranged attacks (a -2 penalty to ranged attack rolls).

The pale reaver uses *insubstantial transformation* and then attacks with *deadly mane*.

Round 2+: When someone moves forward to attack the decrepit skeleton, it draws an aging sword and enters melee.

The zombie and skeletons attack anyone who is not already under attack and do not gang up on their foes. The pale reaver attacks injured or poorly armored individuals first, allowing zombies and skeletons to attack the PC with the most dangerous looking weapons. It uses good use of its blood drain at the earliest opportunity and then again if it recharges.

If at least two of the undead other than the pale reaver are destroyed or the pale reaver becomes bloodied, the pale reaver attempts to escape to the underground crypt (Area 6) by using *insubstantial transformation*. Here it lingers with the creatures assembled there, and if the PCs investigate Area 6 (if they haven't already), the pale reaver joins in the fight.

If the zombie or the decrepit skeleton is pushed into the trench, it attacks the captive woman because it attacks any living being in front of it unless ordered otherwise by the pale reaver. If the skeleton or the pale reaver is pushed into the trench, it climbs out and goes back to attacking the PCs.

Features of the Area

Illumination: Bright light (streaming in through cracked crypt walls).

Trench: The trench on the southern side of the chamber is 5 feet wide, 10 feet deep, and runs the length of the room. A character who jumps down into the trench must attempt a DC 15 Acrobatics check. On a success, a character who is trained in the skill reduces falling damage (*PH* 181). A character who is not trained in the skill or who fails the check takes 1d10 falling damage and falls prone. Climbing out of the trench requires a successful DC 15 Athletics check.

Inside the trench is a young woman holding a crying infant. The woman has a rope around her neck. The other end of the rope is attached to a metal spike driven into the wall.

Captives: The woman in the trench is Kyla Tal. She holds her infant child, Lyse. If they are rescued, the tearful Kyla thanks the PCs profusely for saving her and her baby. However, she is desperately concerned with her father, Holt Nas, and her husband, Veran Tal. She asks that her rescuers also go looking for them. She is too weak and malnourished be of any help to the PCs, is preoccupied with caring for her baby. She asks the PCs to escort her out of the graveyard before they explore further.

Sarcophagus: Creatures standing behind the sarcophagus gain cover from ranged attacks (a tactic used by the decrepit skeleton at the beginning of the fight).

This stone sarcophagus is densely inscribed with worn warding symbols that are marred by the large cracks running through them. The sarcophagus's stone lid has fallen and shattered. A peek into the sarcophagus reveals the crumbling remains of a long-dead humanoid.

Treasure: A deliberate search (Perception DC 15; 1 minute searching) of the interior of the sarcophagus reveals a scroll tube tucked between the torso and the left arm of the crumbling corpse. The receptacle holds an ancient map to a location you might want to entice the party to visit as part of your next adventure or your ongoing campaign.

Underground Crypt

Encounter Level 1 (526 XP)

Setup

2 ghouls (G)
2 decrepit skeletons (S)
2 zombie rotter (Z)

A pair of ghouls prepares to sacrifice the kidnapped man Veran Tal and use his blood in an attempt to awaken further power in the *onyx skull*. Veran is tied down across the top of the sarcophagus in the back of this chamber. The zombies and skeletons stand guard, while the two ghouls bend over the young man (one at his head, and one at his feet). Veran is securely bound and missing a few bite-size chunks from his flesh, though he is still alive. The room is dim, lit by a violet glimmer given off by the *onyx skull*.

After you provide the read-aloud text, roll initiative.

As the adventurers enter, read:

The air smells of death. A flickering purple light dimly illuminates this pillared chamber. Two badly decayed corpses stand before the first two pillars, and two skeletal figures lurk in the space behind the back two pillars.

In the rear of the chamber, a bound and gagged man struggles atop a four-foot-high stone sarcophagus. A half-sized human skull sits on the sarcophagus next to the man's head. The skull is the source of the purple illumination. A pair of feral and misshapen humanoids with pale skin and clawed hands turn toward you, distracted by your entrance from doing something unspeakable to the man.

2 Decrepit Skeletons (S)	**Level 1 Minion**
Medium natural animate (undead)	XP 25 each

Initiative +3 **Senses** Perception +2; darkvision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 13, **Reflex** 14, Will 13
Immune disease, poison
Speed 6
⨁ **Longsword** (standard; at-will) ✦ **Weapon**
+6 vs. AC; 4 damage.
⊛ **Shortbow** (standard; at-will) ✦ **Weapon**
Ranged 15/30; +6 vs. AC; 3 damage.
Alignment Unaligned **Languages** –
Str 15 (+2) **Dex** 17 (+3) **Wis** 14 (+2)
Con 13 (+1) **Int** 3 (-4) **Cha** 3 (-4)
Equipment heavy shield, longsword, shortbow, quiver of 10 arrows

2 Zombie Rotters (Z)	**Level 3 Minion**
Medium natural animate (undead)	XP 38 each

Initiative -1 **Senses** Perception +0; darkvision
HP 1; a missed attack never damages a minion.
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison
Speed 4
⨁ **Slam** (standard; at-will)
+6 vs. AC; 5 damage.
Alignment Unaligned **Languages** –
Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)
Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)

2 Ghouls (G)	**Level 5 Soldier**
Medium natural humanoid (undead)	XP 200 each

Initiative +8 **Senses** Perception +2; darkvision
HP 63; **Bloodied** 31
AC 21; **Fortitude** 18, **Reflex** 20, **Will** 17
Immune disease, poison; **Resist** 10 necrotic; Vulnerable 5 radiant
Speed 8, climb 4
⨁ **Claws** (standard; at-will)
+12 vs. AC; 1d6 + 4 damage, and the target is immobilized (save ends).
⨁ **Ghoulish Bite** (standard; at-will)
Target must be immobilized, stunned, or unconscious; +10 vs. AC; 3d6 + 4 damage, and the target is stunned (save ends).
Alignment Chaotic evil **Languages** Common
Skills Stealth +11
Str 14 (+4) **Dex** 19 (+6) **Wis** 11 (+2)
Con 15 (+4) **Int** 10 (+2) **Cha** 12 (+3)

Tactics

The decrepit skeletons and zombie rotters do not use sophisticated tactics. The two ghouls are far more purposeful in their attacks.

Round 1: The decrepit skeletons fire their shortbows at the characters from behind the cover of the far pillars while the zombie rotters surge forward to attack with slams.

If the PCs have any light sources, the ghouls attempt to attack the characters holding these lights. If more than two characters carry light sources, the ghouls attack the same character, either a PC who appears to be injured, or the PC who has the lightest armor or seems to be weakest. The ghouls try to immobilize the PCs with their claws, hoping to add to their stock of victims. If their claws seem ineffective on a particular character, they change targets.

Round 2+: The zombies continue to slam, and the decrepit skeletons to use their shortbows. If the characters destroy the two zombie rotters or move forward to attack the decrepit skeletons, the skeletons engage the characters with their longswords.

When a ghoul becomes bloodied, it uses its *ghoulish bite* on an immobilized PC to feed. If either of the ghouls is destroyed, the other attempts to flee up the stairs and into the wilderness, grabbing the *onyx skull* along the way if at all possible.

If one ghoul is killed or if both are bloodied and escape looks impossible, one ghoul croaks out a word in Abyssal. The *onyx skull* instantly flares, and the

bound captive screams and then dies. Both ghouls gain 16 temporary hit points, and any destroyed decrepit skeletons or zombie rotters are reanimated.

Features of the Area

Illumination: Dim light (the *onyx skull*).

Pillars: The four solid stone pillars provide cover (-2 penalty to attack rolls).

Sarcophagus: The sarcophagus is closed, although a section has broken off the lid. The *onyx skull*, the bound captive, and a silver bowl rest on top of the sarcophagus.

Opening the sarcophagus requires a successful DC 15 Athletics check. Inside are the remains of a humanoid in moldering black robes. Decay has destroyed anything useful for gleaning information about the corpse; however, the right ring finger bears a gold ring with a small onyx stone (30 gp) that can be discovered automatically by any character who attempts a Perception check to search the corpse.

Onyx Skull: The *onyx skull* has 1 hit point. If the skull is struck or deliberately dropped, it is destroyed in a flare of purple light, and no more undead are spontaneously animated in the graveyard. However, the residual energy grants each remaining undead creature in this crypt 1 action point that it uses to make an extra attack on its next turn.

More information about the skull can be found in the "Onyx Skull" sidebar on page 58.

Silver Bowl: This vessel is crusted with dried blood. After it is cleaned up, it is worth 30 gp.

Veran Kal: Once the PCs have killed the ghouls, they can free Veran Tal if he wasn't slain during the fight. He is terrified, and he mentions that the ghouls stole his wife and child, but he doesn't know where they might be.

Optional Development

If the PCs accepted the contract described under "Hook: Resurrectionist Contract," then Veran Tal is the contact they were supposed to talk to when they first arrived in Col Fen. If Veran survives this encounter and the PCs identify themselves to him as the contractors, the man goes ashen.

When Veran finds out about the PCs, read:
"It could be that my trespass into the graveyard was what woke the dead to renewed life. Maybe if I hadn't started digging up old bodies, none of this would have happened. I have an idea—one that might serve your needs and help cleanse Col Fen. What say you to the idea of taking these dead ghouls with you? They were once humans and should serve the mages at the college just as well as any other corpse."

GRAVEYARD OF COL FEN

If the PCs agree to Veran's plan, the ghoul corpses will indeed fufill their contract at the wizard college. It'll also make other PCs who were not in on the original contract less likely to react badly when they see the resurrectionists bundling up corpses for sale.

Conclusion

If the characters rescue Veran and Kyla Tal and their daughter, they are welcomed back into the town as heroes and given a reward (see below). However, the death of Rysa Gosen and Holt Nas casts a pall over the village's celebratory mood.

If the PCs openly carry the intact *onyx skull*, the villagers become suspicious of them. If either Veran or his wife is alive and the PCs openly carry the *onyx skull*, the PCs are accused of being suborned by the item's evil influence.

Treasure: The PCs receive a 50 gp reward from Col Fen for each villager they rescued.

SANDSTONE CATACOMBS

A lair for five 3rd-level adventurers

On the outskirts of town lies an ancient temple to an unknown deity. Periodically, undead creatures issue from the catacombs beneath it. The party receives a commission from the city elders to venture into the catacombs and exterminate the undead.

Background

History DC 15: The ruins of at least two long-forgotten cities, including a crumbling temple, lie underneath the town, which is located near a natural trade route.

Streetwise DC 10: No one dares to tear down the old temple because people are fearful that the old deity associated with it will awaken and subject them to its divine wrath or deliver a curse in revenge. Often, townsfolk forget it's even there as they conduct their daily business in its shadow.

Streetwise DC 15: Below the temple, twisting catacombs house the bodies of the temple's long-departed worshipers. Every few years, some of the bodies stir themselves as undead to prowl the neighborhood. The city elders periodically hire a force to go in and destroy whatever walking dead the hired party can find. This cleanup suppresses the undead for a time, allowing business to return to normal.

Hook: Cleanup Crew

A friendly contact introduces the characters to the city elders, who are led by an imposing, bearded man named Argilos. He explains the gist of the Streetwise information under "History" above, and offers the PCs a fee of 150 gp to conduct a cleanup operation.

Argilos tells the party that the city elders used to have a map of the catacombs, but it has been misplaced since the last expedition, which took place a few years ago. However, Argilos hands the characters a key and indicates that it will unlock the iron trapdoor that separates the temple's ground floor from its catacombs.

Before Argilos wishes the PCs luck and dismisses them from the council's presence, he gives them one general order, followed by a warning. He'll then politely entertain further questions but doesn't have any pertinent facts for them that he hasn't already supplied.

The General Order: Do not disturb or destroy any ordinary corpses. Argilos's advisors tell him that doing so risks bringing a curse down on the city—which is why previous adventurers haven't put them all to the torch. This order also applies to any sarcophagi the PCs find: The sarcophagi belong to ancient potentates.

The corpses are unlikely to have any valuables on them after all this time, but Argilos recommends against taking any item of value obviously left as a grave memento. Such a theft could also trigger a curse, either against the adventurers or the entire community.

The Warning: A powerful ghost guards one of the private crypts in the catacombs. The ghost is far mightier than anything else the characters might encounter down there and would undoubtedly cut them to ribbons if they were so foolish as to attack or provoke it. It offers no threat to anyone who leaves it alone.

Environment

The catacombs are hewn from red-brown sandstone. Surfaces within the catacombs are rounded and weathered from centuries of wear. A thin layer of pebbly sand covers the rough, slightly uneven floor.

- The walls muffle sound (+10 to Perception check DCs to listen) and are cool to the touch.
- Ceilings are, unless otherwise indicated, 10 feet above floor level. Layers of soot stain the ceilings and the upper reaches of the walls. A successful DC 15 Dungeoneering check identifies the soot as the residue from countless torches, dating all the way back to the period of the catacombs' active use.

Approaching the Catacombs

The trapdoor into the catacombs is in a ruined temple. Only the granite floor and a few isolated wall sections remain to sketch the confines of the temple. Entry to the catacombs is achieved by entering the ruined temple.

When the adventurers enter the ruined temple, read:

An iron trapdoor is visible amid the rubble of the fallen temple. The iron plate is warped and buckled. The trapdoor has been removed from its hinges, as if hammered free by metal tools.

When the PCs open the trapdoor, read:

Below the broken trapdoor, steps cut from the surrounding rock spiral downward. The edges of the steps are worn, and the center of each step is bowed from use. A nasty smell wafts up from below.

Area 1: Entryway

When the PCs finish descending the stairs and enter the entryway, read:

Above, hundreds of small bats chitter. Mounds of guano spatter the floor of this irregular, wide corridor. A sharp, eye-watering odor suffuses the entire area.

One square = 5 feet
10
8
1
3
4
9
5
2
7
6
Sandstone Catacombs

Area 2: Chapel (Level 3)

Funerary rites once sounded here. Now, undead linger, attacking any living explorers. The tactical encounter is triggered when all the PCs have moved well into the room, or when one of the PCs discovers and opens a trapdoor as described in the encounter.

Tactical Encounter: "Trapdoor Chapel," page 68.

Area 3: South Catacombs

When the adventurers reach the spot on the map marked "3," read:

The passage you are traversing leads off to the west for some distance more. Carved into the walls on both sides of this wide passage are three sets of recessed shelves, one set carved above the next, piled high with very old humanoid remains. A narrow length of corridor, 10 feet across, snakes off to the northeast.

On closer inspection, the remains on the shelves are jumbled and skeletal. Perhaps one in ten of the bodies has been naturally mummified through desiccation and is intact.

If the adventurers examine one of the short offshoot corridors, read:

This corridor is even narrower than the main trunk, offering only a few feet of space to maneuver between the corpse-bearing shelves on either side.

A determined search of these offshoots takes 2d10 minutes per branch. As Argilos noted, no valuables remain on or near the bodies.

Area 4: West Crypt

When the adventurers enter this crypt, read:

Five massive sarcophagi rest under inches of dust in this roughly circular chamber. Carved into the curved walls are recessed shelves piled high with very old human remains.

These sarcophagi contain honored retainers of the old city's ruling family.

The sarcophagi are sealed. A successful DC 20 Strength check breaks one open. Each one contains bone fragments and decayed noble's clothing. The southwestern sarcophagus also contains an iron ring set with a small ruby (30 gp).

Area 5: Southwest Crypt

The entrance to this crypt is blocked by a section of collapsed corridor. (The wraith from Area 2 phases through the rubble during the beginning of the "Trapdoor Chapel" encounter.) Four person-hours of effort can clear away enough loose rock to enable characters to crawl into the crypt chamber.

The effort yields little of value. Four sarcophagi in the crypt contain the final resting places of the old city's ruling family.

When the adventurers remove the rubble leading to the chamber and enter it, read:

A round, domed chamber houses four iron sarcophagi. The sculpted representations of reposing, richly attired humans on the coffin lids are presumably portraits of the deceased.

The sarcophagi are welded shut. A successful DC 16 Dungeoneering check allows a character to find the scratches and dents in the sarcophagi where previous grave robbers have tried in vain to open the heavy coffins.

A bundle of rags and bones rests next to the westernmost sarcophagus. These are the bones of a grave robber laid low by an ancient curse. The bones are hundreds of years old.

Area 6: Southeast Crypt

When the adventurers enter this chamber, read:

Four large iron coffins rest here in a circular chamber. The images of well-dressed humans on the lids hint at the contents of the sarcophagi.

Four sarcophagi rest here. They are identical to those in Area 5 except for having depictions of different people on their lids. These sarcophagi are also welded shut (see above).

Area 7: North Crypt

When the adventurers enter this chamber, read:

A thick layer of dust covers everything in this area. It includes four large coffins and deep shelves along all the walls that hold the skeletal remains of humanoids.

These sarcophagi are functionally identical to those in Area 4, though none of them hold any treasure.

Area 8: Shelves of the Dead (Level 3)

Many of the unquiet dead in these catacombs lurk here. The tactical encounter is triggered when the PCs move past the portcullis at the eastern end of this area.

Tactical Encounter: "Shelves of the Dead," page 70.

Area 9: Ghost-Guarded Crypt

As the PCs approach the square labeled "9," read:

An apparition of a grim-faced armored figure shimmers into view, blocking your path. "Turn back," it says, "or I will part your flesh from your souls."

The apparition is the restless spirit of Ammaradon, a member of the old king's guard who failed to prevent the king's assassination. Tormented by this unforgivable lapse, he now guards the king's sarcophagus.

(The king is interred in a chamber that lies beneath this level of the catacombs and is accessed by traveling along the middle of the three passageways here. This area is not depicted on the map because the characters will not need—and should not want—to go there.)

Ammaradon is a watchful ghost (page 151). He could easily take a 3rd-level group apart. He does not attack unless the PCs attack him or they try to force their way past him.

A successful DC 15 Insight check indicates that Ammaradon is honest in his claim: He hopes the adventurers won't force his hand against them.

He answers questions while at the same time warning that ghostly existence has not increased his patience. He reveals the following information:

- The crypt he guards holds nothing of value.
- If they fight him, the characters will surely die.
- The king he served was called Coronas.
- Ammaradon failed because he could not imagine that his comrades would murder their king.
- He slew all five of the conspirators singlehandedly, but the king was already dead by that time.
- Ammaradon cannot be put to rest, and he has no desire to be. He thinks it is only fitting that he should have to stand eternal guard here.
- He knows nothing of the other undead that haunt this place. They know enough to steer clear of him. He thinks they are dishonorable wretches beneath his notice.

This scene offers you a chance to provide a bit of color and character interaction. When it stops being eerie or tragic, cut it short by having Ammaradon announce his tolerance has reached its end.

This scene is not intended to trick the characters into tackling a threat they can't handle. If the PCs think they're being given a thinly veiled hint to attack the ghost, give them additional chances (passive Insight checks) to make them understand that Ammaradon is not a force they should take on.

Area 10: Foolish Looters

When the PCs approach the northern extremity of this corridor, read:

Sprawled along this corridor are the recently slain bodies of four ill-clad men. Lying beside them are the chisels, picks, hammers and other equipment of grave robbers.

The bodies have all been ravaged by claws and teeth, and they are missing major portions of flesh.

With a successful DC 10 Perception check, a character notices tools on one of the bodies and correctly surmises that these robbers broke the trapdoor leading to the spiral steps in Area 1.

With a successful DC 15 Streetwise check, a character recognizes these poor wretches. (Split these up into four checks if you want to give more than one player a chance to shine here.) They were:

- **Hoff the Stout**, the ne'er-do-well son of a butcher. He liked to instigate tavern brawls, then slink off to a corner to wager on the results. His father, an honest man, recently threw him out of the house.
- **Fellan the Southlander**, a boastful man who claimed to be a famous mercenary from a distant land. He kept trying to recruit adventurers for a raid on a tunnel complex outside town, but no one with any sense mistook him for the experienced warrior he claimed to be.
- **Fergus McEll**, a drunkard, occasional pickpocket, and professional eavesdropper. He'd listen in on adventurers as they made their plans in taverns, then whisper their overheard secrets to their rivals in exchange for ale money.
- **Podric**, a naive young man who fell in with bad company. Though he was regarded by many as a simpleton, the PC making the Streetwise check knew him as an overly trusting fellow who wanted too badly to be an adventurer.

Treasure: Podric wears a bracelet consisting of a leather thong decorated by valueless clay beads. If the PCs take it to his father, who operates a used clothing stall in the town bazaar, they'll be greeted with sad gratitude. The man, clearly embarrassed to be able to afford nothing better, offers them a threadbare rug worth 3 gp. If the PCs politely decline the offer, they earn a reputation for decency among the merchants of the bazaar. They gain a +2 bonus to all Diplomacy checks involving minor commerce in town.

Optional: Vengeful Dead

Level 3 Encounter (XP 675)

- 3 zombies (level 2 brute, *MM* 274)
- 2 skulk zombies (level 3 skirmisher, page 196)

If the group treats the looters' bodies disrespectfully, three of the four corpses rise to attack as animated dead, attracting the assistance of two wandering skulk zombies.

Conclusion

If the PCs return to town after succeeding in both tactical encounters, representatives of the town council present them with their payment and award them a certificate lauding their service to the town.

Trapdoor Chapel

Encounter Level 3 (600 XP)

Setup

1 wraith (W)
2 skulk zombies (S)
4 decrepit skeletons (D)

In this unconsecrated chapel, the ancient elders of the city once held their funerary rites. Its location makes it a natural ambush point for the catacomb's undead inhabitants.

Various skeletons lie in wait beneath hidden trapdoors on the chapel floor. Spurred on by their wraith commander, they attack all intruders, so the wraith can ultimately turn the victims into tormented shades like itself.

Don't show the trapdoors on the battle map until the adventurers have seen them. If they don't spot them (see the Perception check below), the trapdoors become apparent when the skeletons burst up through them.

The creatures prefer to hold their attacks until the entire party is well inside the room, so they can surround them, gaining easy access to the controllers and strikers. However if an adventurer enters, finds a trapdoor, and opens it, the skeletons are left with no choice but to leap out and attack, regardless of the PCs' positions. When either condition is met, roll initiative.

When the adventurers enter the room, read:
Your light sources illuminate a musty chamber shaped in an elongated oval. You see rough-hewn support pillars in the room, but no other fixtures or furnishings.

Perception Check
DC 15: *Obscured beneath a thick layer of sand and stones is an old wooden trapdoor in the floor. You also spot a brass pull ring.*

The spaces on the map covered with splotches contain a terrain feature known as umbral taint. It does not become visible or active until the fight begins. However, it is possible to sense its lurking presence with a successful DC 15 passive Religion check.

Passive Religion Check
DC 15: *The hairs on the back of your neck stand up. There's something eerie about this place—as if the very essence of death gathers here.*

Indicate the place where the umbral taint will appear and suggest that the unease sensed by those who succeed on the passive Religion check is centered there.

Wraith (W)	**Level 5 Lurker**
Medium shadow humanoid (undead)	XP 200

Initiative +10 **Senses** Perception +2; darkvision
HP 37; **Bloodied** 18
Regeneration 5 (if a wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 16; Fortitude 13, Reflex 16, Will 14
Immune disease, poison; **Resist** 10 necrotic, insubstantial; **Vulnerable** 5 radiant (see also *regeneration* above)
Speed fly 6 (hover); phasing; see also *shadow glide*
⊕ **Shadow Touch** (standard; at-will) ✦ **Necrotic**
+8 vs. Reflex; 1d6 + 4 necrotic damage, and the target is weakened (save ends).
Combat Advantage ✦ **Necrotic**
A wraith deals 1d6 extra necrotic damage against any target it has combat advantage against.
Shadow Glide (move; encounter)
The wraith shifts up to 6 squares.
Spawn Wraith
Any humanoid killed by a wraith rises as a free-willed wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.
Alignment Chaotic evil **Languages** Common
Skills Stealth +11

Str 4 (-1)	**Dex** 18 (+6)	**Wis** 10 (+2)
Con 13 (+3)	**Int** 6 (+0)	**Cha** 15 (+4)

4 Decrepit Skeletons (D)	**Level 1 Minion**
Medium natural animate (undead)	XP 25 each

Initiative +3 **Senses** Perception +2; darkvision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 13, **Reflex** 14, **Will** 13
Immune disease, poison
Speed 6
⊕ **Longsword** (standard; at-will) ✦ **Weapon**
+6 vs. AC; 4 damage.
⊗ **Shortbow** (standard; at-will) ✦ **Weapon**
Ranged 15/30; +6 vs. AC; 3 damage.
Alignment Unaligned **Languages** –

Str 15 (+2)	**Dex** 17 (+3)	**Wis** 14 (+2)
Con 13 (+1)	**Int** 3 (-4)	**Cha** 3 (-4)

Equipment heavy shield, longsword, shortbow, quiver of 10 arrows

2 Skulk Zombies (S)	**Level 3 Skirmisher**
Medium natural animate (undead)	XP 150 each

Initiative +6 **Senses** Perception +7; darkvision
HP 45; **Bloodied** 22
AC 17; **Fortitude** 15, **Reflex** 17, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, climb 6 (spider climb); see also *mobile melee attack*

Slam (standard; at-will)
+8 vs. AC; 1d6 + 5 damage.

Mobile Melee Attack (standard; at-will)
The skulk zombie moves up to half its speed and makes one melee basic attack at any point during that movement. The skulk zombie doesn't provoke opportunity attacks from the target of its attack when moving away from the creature.

Combat Advantage
A skulk zombie deals 2d6 extra damage on melee attacks against any target that it has combat advantage against.

Alignment Evil **Languages** –
Skills Stealth +9

Str 15 (+3)	**Dex** 17 (+4)	**Wis** 12 (+2)
Con 13 (+2)	**Int** 5 (-2)	**Cha** 3 (-3)

Tactics

The decrepit skeletons and the zombies fight until they are destroyed. The wraith is more cunning in its tactics.

Round 1: The decrepit skeletons open with their shortbows. The skulk zombies wade into melee with their slams, hoping to engage PCs who are helping others or dealing a lot of melee damage. The wraith enters through the rubble blocking off Area 5. It phases in with an attempt to gain surprise against the character closest to the Area 5 corridor. Remember the wraith gains extra damage against any target it has combat advantage against.

Round 2+: The decrepit skeletons continue to shoot unless engaged in melee, in which case they switch to their longswords. If a PC who is not heavily armored has been worn down by the skeletons or the zombies, the wraith uses *shadow glide* to engage him or her. It hopes to quickly kill a PC and then use its *spawn wraith* power.

Features of the Area

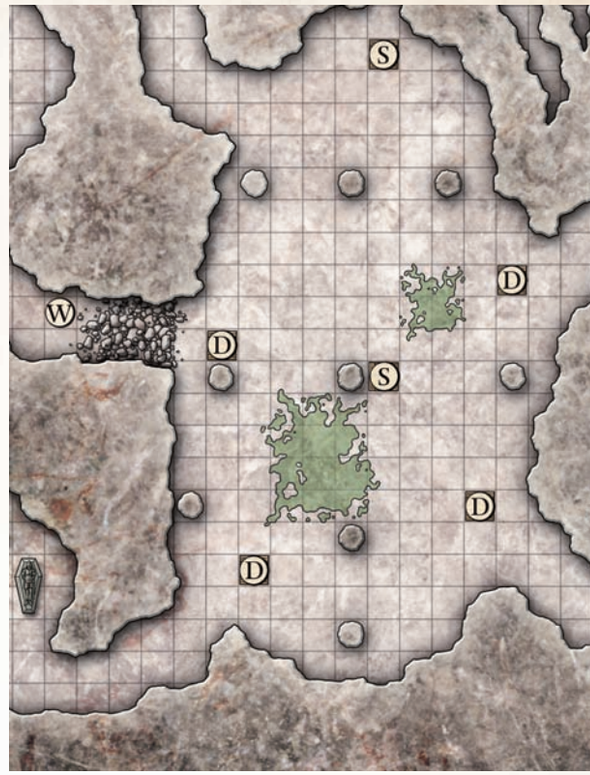
Illumination: Darkness.

Pillars: The stone pillars interspersed throughout this chamber provide cover (-2 penalty to attack rolls).

Trapdoors: A layer of sand and pebbles cover the trapdoors. Each one of the trapdoors is spotted on a successful DC 17 Perception check (one door per check).

When the skeletons emerge from the spaces beneath the trapdoors, the openings remain open. If a character passes over or ends a move on one of these squares, he or she takes 1d10 falling damage. The bottom of these pits is covered in remains scavenged from shelves in other parts of the catacombs.

Umbral Taint: This catacomb is a place where traits of the Shadowfell manifest. When a powerful



SANDSTONE CATACOMBS

undead creature in the Shadowfell is destroyed, it leaves behind a stain to mark its fall. Umbral taint patches are frigid, colder than the normal area around them.

However, these patches are not immediately visible. Umbral taint appears as soon as an undead in the area takes a turn, appearing as spots of low, dark fog.

- *Undead Regeneration:* Any of the undead creatures in this encounter that occupy a space filled with umbral taint gain regeneration 5.
- *Necrotic Bonus:* In addition, characters and creatures using powers that have the necrotic keyword while located in umbral taint gain a +2 bonus to their attack rolls.

Shelves of the Dead

Encounter Level 3 (678 XP)

Setup

1 corruption corpse (C)
1 gravehound (G)
1 zombie (Z)
6 zombie rotters (R)

The portcullis shown on the map is raised when the PCs first approach this chamber. The undead in this chamber lie inert on the shelves lining the corridor until the PCs all pass beyond the portcullis. The undead appear to be corpses similar to the dozens of other naturally desiccated or partially mummified bodies lying on the shelves. The exception to this is the corruption corpse, which inhabits a passage that runs above the main corridor (see Features of the Area).

Once the PCs enter the area, the undead swarm together from the shelves, hoping to gain surprise. The zombie drops the portcullis to keep the adventurers in, and mayhem ensues. Roll initiative.

As the adventurers approach the portcullis, read:
Ahead is an area that, from what you can see, leads to a group of branching corridors lined by shelves of corpses. Twenty feet or so beyond where you stand, a glowing orb made of something resembling glass or crystal is embedded in the ceiling.

Perception Check
DC 15: *The pointed ends of a raised portcullis are just visible in the ceiling at the mouth of the area ahead.*

The portcullis, when raised, is well concealed. If the adventurers spot it, they can disable its mechanism with a successful DC 15 Thievery check, preventing its subsequent use to pen the PCs in.

6 Zombie Rotters (R) — **Level 3 Minion**
Medium natural animate (undead) — XP 38 each

Initiative -1 — **Senses** Perception +0; darkvision
HP 1; a missed attack never damages a minion.
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison
Speed 4
⊕ **Slam** (standard; at-will)
+6 vs. AC; 5 damage.
Alignment Unaligned — **Languages** –
Str 14 (+3) — **Dex** 6 (-1) — **Wis** 8 (+0)
Con 10 (+1) — **Int** 1 (-4) — **Cha** 3 (-3)

Zombie (Z) — **Level 2 Brute**
Medium natural animate (undead) — XP 125

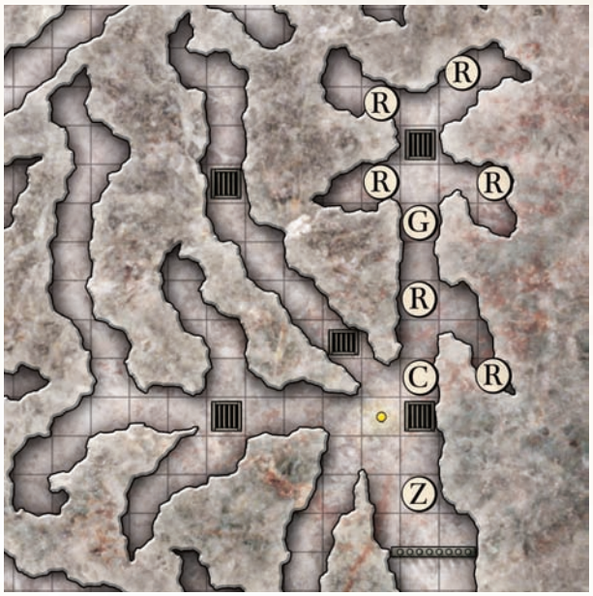
Initiative -1 — **Senses** Perception +0; darkvision
HP 40; **Bloodied** 20; see also *zombie weakness*
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison; **Resist** 10 necrotic; Vulnerable 5 radiant
Speed 4
⊕ **Slam** (standard; at-will)
+6 vs. AC; 2d6 + 2 damage.
⸸ **Zombie Grab** (standard; at-will)
+4 vs. Reflex; the target is grabbed. Checks made to escape the zombie's grab take a -5 penalty.
Zombie Weakness
Any critical hit to a zombie reduces it to 0 hit points instantly.
Alignment Unaligned — **Languages** –
Str 14 (+3) — **Dex** 6 (-1) — **Wis** 8 (+0)
Con 10 (+1) — **Int** 1 (-4) — **Cha** 3 (-3)

Gravehound (G) — **Level 3 Brute**
Medium natural animate (undead) — XP 150

Initiative +2 — **Senses** Perception +1; darkvision
HP 54; **Bloodied** 27; see also *death jaws* and *zombie weakness*
AC 14; **Fortitude** 14, **Reflex** 12, **Will** 11
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8
⊕ **Bite** (standard; at-will) ✦ **Necrotic**
+7 vs. AC; 1d6 + 3 damage, and the target takes ongoing 5 necrotic damage (save ends) and is knocked prone if it is Medium size or smaller.
⸸ **Death Jaws** (when reduced to 0 hit points) ✦ **Necrotic**
The gravehound makes a bite attack against a target within its reach.
Zombie Weakness
Any critical hit to a gravehound reduces it to 0 hit points instantly.
Alignment Unaligned — **Languages** –
Str 16 (+4) — **Dex** 13 (+2) — **Wis** 10 (+1)
Con 14 (+3) — **Int** 1 (-4) — **Cha** 3 (-3)

Corruption Corpse (C) — **Level 4 Artillery**
Medium natural animate (undead) — XP 175

Initiative +3 — **Senses** Perception +3; darkvision
Grave Stench aura 1; any living enemy within the aura takes a -5 penalty to attack rolls.
HP 46; **Bloodied** 23; see also *death burst*
Regeneration 5 (if a corruption corpse takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 17; **Fortitude** 16, **Reflex** 14, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4
⊕ **Slam** (standard; at-will)
+8 vs. AC; 1d6 + 3 damage.
Mote of Corruption (standard; at-will) ✦ **Necrotic**
The corruption corpse hurls a black glob of necrotic filth. Ranged 10; +7 vs. Reflex; 2d6 + 3 necrotic damage, and the target is weakened (save ends).
Death Burst (when reduced to 0 hit points) ✦ **Necrotic**
The corruption corpse explodes. Close burst 1; +7 vs. Fortitude; 2d6 + 3 necrotic damage.
Alignment Unaligned — **Languages** –
Str 16 (+5) — **Dex** 13 (+3) — **Wis** 12 (+3)
Con 16 (+5) — **Int** 4 (-1) — **Cha** 3 (-2)



Tactics

All the undead in this encounter attack until destroyed. If it were clever, the corruption corpse would retreat to a far corner of the upper tunnel when all its allies are killed, but it isn't. It just keeps lobbing away.

Round 1+: The zombie lying on the shelf next to the portcullis spends its first move action to lower the portcullis with the hidden winch mechanism. Unless prevented from doing so by the PCs' actions, it automatically succeeds.

The zombie rotters, the zombie, and the gravehound all converge on the PCs closest to them with the intent of attacking the largest number of targets possible at the same time. The zombie rotters slam, the zombie uses its *zombie grab* and then slams any grabbed PC, and the gravehound bites.

The corruption corpse in the upper corridor moves between murder holes (indicated by the grate symbols on the map) to rain down *motes of corruption* on vulnerable-seeming targets. It has line of sight and line of effect to the square beneath a grate it occupies and any square adjacent to that grate.

Features of the Area

Illumination: The glowing orb in the ceiling (the light-colored circle on the map) provides dim light in a 4-square radius. The rest of this area is dark.

Portcullis: A character who operates the winch mechanism, lifts the portcullis, or slips under the partially raised portcullis permits enemies in adjacent squares to make opportunity attacks on him or her.

Once the portcullis is dropped, it can be lifted in one of two ways:

Find the Hidden Winch Mechanism: A successful DC 16 Perception check locates the winch mechanism inside the shelf adjoining the hallway. Working the winch mechanism (a standard action) lifts the portcullis up a few feet, high enough for characters to crawl under it. Pulling a second time on the winch (a second standard action) raises it 4 feet off the ground. A character more than 4 feet in height must squeeze to pass through the opening. A third pull on the winch mechanism (a third standard action) raises it flush with the ceiling.

Lift the Portcullis: A successful DC 17 Strength check (standard action) lifts the portcullis a few feet off the ground so that adventurers can crawl through the gap. The character holding the portcullis can then slip underneath and let the portcullis fall back. Keeping the portcullis up past the end of one's turn requires an additional DC 15 Strength check at the end of each turn.

Murder Holes: An upper tunnel runs exactly parallel above the main corridor. Murder holes in its floor look down into the main corridor. A corruption corpse inhabits this upper tunnel. When the corpse makes attacks from above, it gains cover against attacks from below.

To engage the corruption corpse in melee, a character must get into the upper tunnel. Reaching a grate requires a successful DC 15 Athletics check (move action) to climb up to it, then a second successful DC 17 Athletics check (move action) to wrench the grate out of place and vault up into the upper tunnel.

The upper tunnel ends at the portcullis. If the portcullis raised, its bars are visible here abutting the end of the corridor.

Glowing Orb: The crystal that partially illuminates this area can be pried out of the ceiling by a character who takes 1 minute to do so. It retains its light-giving property after it is removed. A successful DC 16 Arcana check identifies it as a magic item of moderate value (200 gp). If the characters don't sell it, one of them can keep it and use it as a portable light source.

Battlefield Downs

A lair for five 7th-level adventurers

The desolate, uneven country known to fearful locals as Battlefield Downs is strewn with the scattered remains of the ancient dead. During the last terrible years of the old empire, a series of grinding military engagements played out across the rolling fields of Battlefield Downs. In one battle that was part of a wider, disastrous campaign that contributed heavily to Nerath's downfall, the Empire of Nerath's legions clashed here against ravaging gnoll packs. It is now a haunted place, where only the bravest dare to tread.

Background

History DC 14: The scholar Tirian Forkbeard proved himself courageous but unwise when he built a small home for himself near the Downs. Forkbeard devoted decades of his life to the study of the undead. For years, he claimed to be on the verge of great discoveries that would enable the world's clerics to rid the world of undead entirely. How he aimed to achieve this goal was never clear. Forkbeard always told questioners that he would unveil the secret technique only when he was sure it would work.

History DC 19: Months ago, Tirian moved out to the Downs proper. He theorized that careful measurements of its haunted energies could aid him in his research. He hoped to find or create a ritual that would cut the link between undead creatures and the Shadowfell. Whatever he might have been onto, he has taken his secrets to the grave.

Streetwise DC 14: Last week Joachim Cork, a traveling peddler taking a risky shortcut across the edges of the Downs, was chased by a deceased and rotting Tirian Forkbeard. Joachim says that Tirian, who had been his friend, gibbered at him inarticulately, showing no sign of his previous personality or intelligence. Despite the reckless chances he took during his research, Joachim says, Tirian feared nothing more than turning into one of the creatures he spent his life trying to destroy.

Hook: Bring Me Tirian's Head

Before leaving for the Downs, Tirian established a reward fund. He entrusted its administration to Neko Blunt, a middle-aged woman who is the keeper of Tirian's local tavern. Neko will pay 3,000 gp to anyone who brings back proof that Tirian's undead body has been laid to its eternal rest. As a researcher of the undead, Tirian was not squeamish or sentimental: The terms of the reward that Tirian arranged with Neko specify that to receive the gold, the claimants must chop off Tirian's zombie's head and present it to Neko for authentication.

Neko provides a physical description of her friend so that whoever takes up the task of securing the reward can identify Tirian's walking corpse. Tirian wore a long, gray beard divided in two bunches and adorned with strings of wooden beads. Tirian's left arm featured a tattoo of blue geometric forms that snaked around the entirety of the limb.

Environment

This time of year, the Downs are swept by cold and lashing winds from the northern mountains. A heavy snowfall took place a few days ago. Northern gales have sculpted the snow into high banks, leaving much of the area's dead, grassy ground essentially clear.

The map's terrain zones are indicated on its key.

- Areas of normal terrain consist of hard, frozen ground covered with brown, trampled grasses, and a light dusting of snow.
- The gully is a 5-foot-deep trench. Creatures occupying gully squares grant combat advantage to melee attackers that are not in gully squares.

Zombie Breeding Ground

The thousands of deaths that took place on the Downs transformed this battlefield into a place where the walls between the world and the Shadowfell are weak. People who die here reanimate as undead. This is what happened to Tirian Forkbeard.

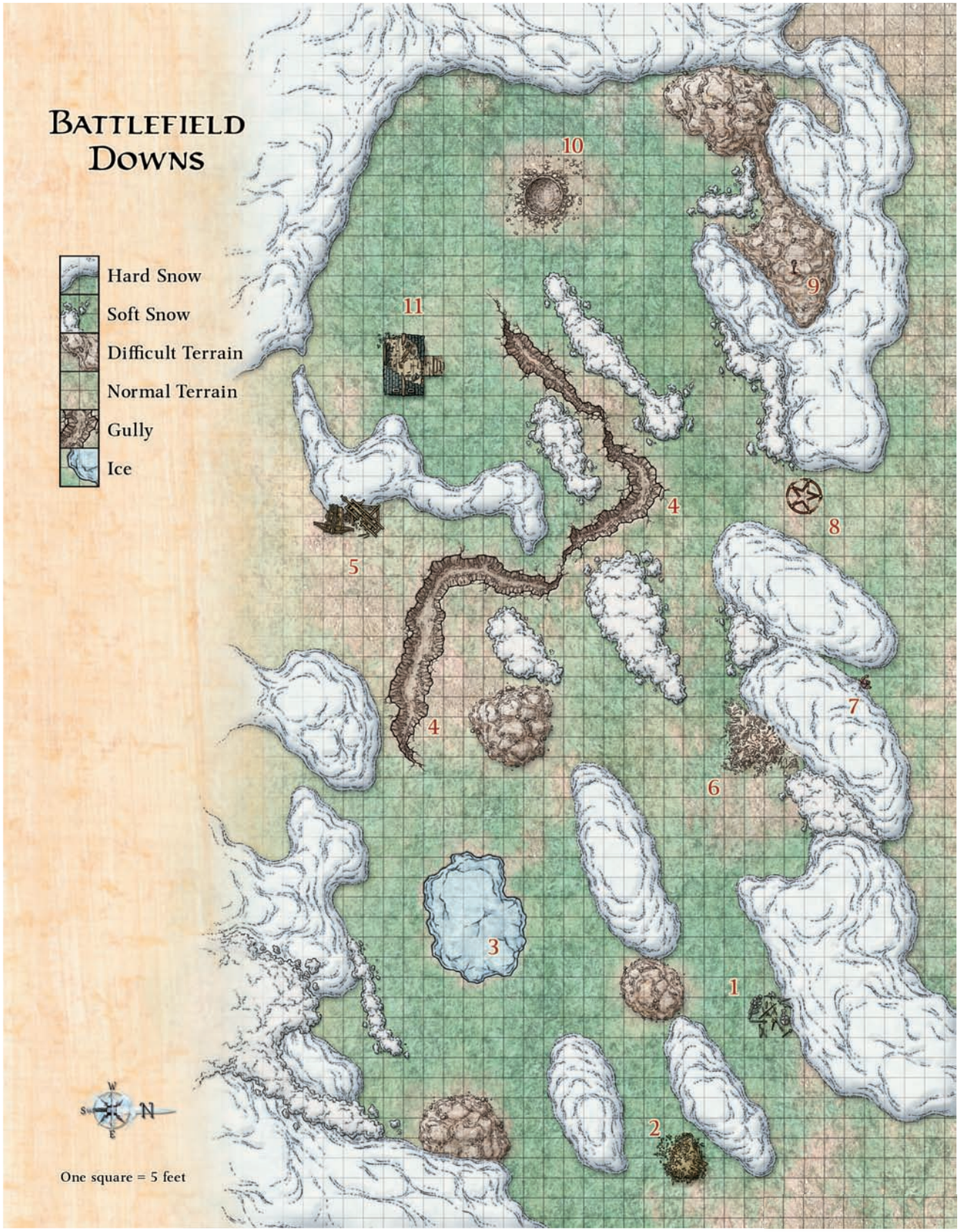
Humanoid creatures in the Downs (the entire area shown on the full-page map) who are reduced to 5 or fewer hit points take on a pale, waxy complexion. Their veins darken and become visible through their increasingly translucent flesh. An opaque glaze dulls their eyes, and their eyes remain open even while they are unconscious.

Humanoid creatures who die transform into chillborn zombies (*Monster Manual*, page 275).

If any PCs die here, you can delay their transformation until after surviving PCs have defeated their current enemies or fled the field if things are going poorly for them. Otherwise, a dead comrade rises 1 round after death. It turns on living PCs, acting last in initiative order. It has full hit points as a chillborn zombie.

Victims of zombie transformation can, after being reduced to 0 hit points, be restored to life by a Raise Dead ritual. A player whose character became a zombie can choose to roleplay the character as haunted by hazy memories of the undead state or to shrug off the incident entirely.

Creature powers that raise slain enemies as undead (such as *spawn wraith*) supersede the zombie breeding ground effect.


Battlefield Downs
Hard Snow
Soft Snow
Difficult Terrain
Normal Terrain
Gully
Ice
10
11
9
4
8
5
4
7
6
3
1
2
W
S
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E
One square = 5 feet

- Difficult terrain is strewn with uneven rocks or covered with half a foot of loose snow. It costs 1 extra square of movement to enter a square of difficult terrain.
- Hard snow banks are made of partially melted snow that has later refrozen into thick blocks of ice. They range from 5 to 10 feet in height. They can be climbed with a successful DC 14 Athletics check. They support the weight of a Medium or smaller creature. Characters traveling along the tops of hard snow banks treat them as difficult terrain once they have climbed onto them.
- Soft snow banks range from 5 to 10 feet high. They do not support a combatant's weight. Anyone attempting to scale one instead falls into the snow. Soft snow banks are blocking terrain and prevent movement through them. A character who falls into soft snow make a successful DC 19 Athletics check and must use both a standard action and a move action to return to the closest adjacent square to the square where he fell in.
- Ice is challenging terrain. A successful DC 19 Acrobatics check allows a character to move his speed across the ice. He rolls a new Acrobatics check each time he moves. A character who fails this check falls prone in the square of ice he occupies. The ice squares on the map represent an ice-covered pond that features a tactical combat encounter. See the description of Area 3, below, and the "Pond Ambush" encounter on page 76.

If the PCs accept the challenge to secure the offered reward by ending Tirian's undead wanderings, they arrive in the general area where Neko thinks Tirian established his makeshift hut. On their approach, the PCs might hear some unexplained wails and feel an unaccountable chill or two, but so their journey from the safety of town unfolds without incident.

When the adventurers first approach the Downs, read:
The Downs are a vast swath of low, rolling hills. Snow is thick and deep on the ground, and the air is cold, but not bitterly so. Intermittently, the wind blows across the terrain, sounding for all the world like the wails of a hunting, yet sorrowful, creature.

Area 1: Pile of Weapons

This area holds an amorphous pile of useless weapons and pieces of armor. These relics of the wars fought here are loosely strewn about the entire area of the Downs. At this spot, the adventurers find a dense collection of them.

When the adventurers draw near sight of the pile, read:
Scattered on the ground next to a snowbank are dozens of ruined pieces of very old weapons and armor.

The weapons and armor have no resale value.

Area 2: Rubbish Pile

When the adventurers draw near sight of the rubbish pile, read:
A pile of unidentifiable rubbish molders in a depression.

With a successful DC 15 History check, a character concludes that this once-buried detritus is the remains of a campsite that dates back to the imperial wars. A successful DC 15 Perception check turns up an old buckle, a handful of coins (5 sp and 7 cp), and a jug with "Sergeant Petrus" scratched into it.

Area 3: Icy Pond (Level 6)

This pond has a thick layer of ice across it. The ice hides undead lurking under the water, one is phased into the ground nearby, and two others hide behind a snowbank. When adventurers come near or walk onto the ice, they trigger the tactical encounter, and the undead ambush the adventurers.

Tactical Encounter: "Pond Ambush," page 76.

Area 4: Gully

When the adventurers approach the gully, read:
A low ditch snakes through the snowbanks. Bits of old trash litter its shallow bottom.

A successful DC 8 Perception check reveals fragments of well-gnawed bones in the gully. They are not Tirian's.

Area 5: Ruined Ballistae

When the adventurers approach this area, read:
Rusted and pitted iron fittings jut up from the ground. More bits of some ruined mechanism are clearly buried beneath it.

A successful DC 19 History check identifies the fittings as remnants of several ballistae. Their wooden parts have long since rotted away.

Area 6: Pile of Bones

When the adventurers approach the mound, read:
A great stack of bones is piled on the ground. The mound is 10 feet high and includes many humanoid skulls.

A successful DC 19 Heal check reveals that the ages of the bones range from a hundred years to a few months. They include the remains of animals—deer,

bear, wolves—as well as humans, dwarves, elves, dragonborn, and gnolls. Someone has carefully sorted the bones by anatomical function: all the ribs piled here, all the pelvises over there, and so on.

Area 7: Frozen Corpse

When the adventurers approach this area, read:
A frozen corpse lies huddled in the snow, clutching a tattered piece of parchment in a closed fist.

The body is that of a 50-year-old male human who bears no tattoos and is clean-shaven. He foolishly came here by himself seeking Tirian's reward.

A successful DC 20 Arcana check reveals that the parchment is inscribed with magic similar to the Gentle Repose ritual. It is designed to keep a body safe from reanimation if killed. If the scroll is removed from the corpse's grasp, the magic of the scroll loses any power it had. The body stumbles to its feet a minute later, groaning inarticulately—and then its frozen body, unable to take the strain of animating into a zombie, shatters into dozens of pieces.

Area 8: Circle of Protection

When the adventurers approach these cryptic symbols, read:
Someone has scratched out a mystic pattern in the earth. Large sections of it have been hacked away by digging, leaving the pattern broken.

A successful DC 21 Arcana check reveals that the pattern is either an inept attempt at a magic circle or the remains of an interrupted ritual.

Area 9: Gibbering Head

When the adventurers move to within sight of the stake, read:
A wooden stake juts up from the rocky ground. On top of it is a weathered, blackened human head.

This head is all that remains of one of the leaders of the long-ago battle, impaled here as a trophy of sorts and a warning to other enemies. Long exposure to the taint of this area has infused it with malefic abilities.

Gibbering Head	**Level 7 Blaster**
Trap	XP 300

A severed head animates and spews a cacophony of blasphemies and imprecations at approaching creatures.

Trap: This cursed head scours its target's mind for memories that it incorporates into horrifying psychic threats.

Perception
✦ DC 19: The character notices that the head twitches, and its lips move every so often.

Trigger
When a character comes within 2 squares of it, the head begins to gibber and yell, and it attacks.

Attack ✦ Psychic
Immediate Reaction or Standard Action **Close** burst 2
Target: Each living creature in burst
Attack: +10 vs. Will
Hit: 2d10 psychic damage. After the initial attack, the gibbering head repeats the attack each round as a standard action at an initiative count one higher than the highest PC initiative count.

Countermeasures
✦ The head can be destroyed. It has AC 10, Fortitude 5, Reflex 10, and 50 hit points. It is immune to necrotic damage and has vulnerable 10 radiant.

Area 10: Smoking Crater (Level 7)

This remnant of the old war still pulses with evil, exuding a constant plume of foul smoke. The rock-strewn crater is the site where a terrible magic siege weapon was used during the ancient war. The PCs trigger the tactical encounter when they come within 2 squares of any of the creatures milling about this crater.

Tactical Encounter: "Around the Crater," page 78.

Area 11: Destroyed Hut

When the adventurers move adjacent to the hut, read:
This crude wooden structure has been partially dismantled, as if torn apart by hand. Among the scattered planks and broken furniture lie fragments of journals that have been torn into unreadable pieces. The parchment remnants now litter the ground like clumps of snow.

Tirian lived here during his ill-fated mission to the downs. He brought nothing of value with him, and his personal items have been scattered across the area.

If the characters investigate this area before comng upon the Smoking Crater (Area 10), they disturb the two corruption corpse zombies hiding here and trigger the tactical encounter associated with the crater.

Tactical Encounter: "Around the Crater," page 78.

Tirian's Whereabouts

The zombie Tirian appears as an enemy in the second of the two tactical encounters the characters engage in.

If the group completes the "Pond Ambush" encounter last, he is one of the corruption corpses. When he explodes, his head is left sufficiently intact to take back to Neko and claim the reward.

If the group completes "Around the Crater" last, Tirian is the chillborn zombie.

Conclusion

After the PCs present Tirian's head to Neko, she arranges a wake at her tavern for her friend. The scholar's friends gather to remember him, and Neko presents the 3,000 gp reward to the adventurers.

Pond Ambush

Encounter Level 6 (1,276 XP)

Setup

1 zombie hulk (Z)
1 mad wraith (W)
1 dread zombie (D)
2 corruption corpses (C)
2 skeleton soldiers (S)

The shambling undead of Battlefield Downs wait in listless suspended animation for new victims, lurking in the chill waters of a pond covered by a layer of ice. The undead are hidden.

When the adventurers wander into this area, read:
A windswept expanse of brown, grassy ground is interrupted by the glare of sunlight (or moonlight) bouncing off a sheet of ice.

When adventurers move adjacent to one of the submerged undead or walk onto the ice, the undead ambush the adventurers. A character can avoid being surprised by making a successful DC 24 passive Perception check.

Place undead on the map as they become evident to the party. (You can change the starting positions of the undead in underneath the ice into good initial ambush squares.)

The zombie hulk, the dread zombie, and the skeleton soldiers burst up through the ice. The mad wraith phases up from the ground, and the corruption corpses burst out from behind the nearby snowbank.

Zombie Hulk (Z) — **Level 8 Brute**
Large natural animate (undead) — XP 350

Initiative +2 — **Senses** Perception +3; darkvision
HP 88; **Bloodied** 44; see also *rise again*
AC 20; **Fortitude** 23, **Reflex** 17, **Will** 18
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Speed 4

Slam (standard; at-will)
Reach 2; +12 vs. AC; 2d8 + 5 damage.

Zombie Smash (standard; recharge ⚅)
Reach 2; targets Medium size or smaller creature; +12 vs. AC; 4d8 + 5 damage, and the target is knocked prone.

Rise Again (the first time the zombie hulk is reduced to 0 hit points)
Make a new initiative check for the zombie hulk. On its next turn, the zombie hulk rises (as a move action) with 44 hit points.

Alignment Unaligned — **Languages** –
Str 21 (+9) — **Dex** 6 (+2) — **Wis** 8 (+3)
Con 18 (+8) — **Int** 1 (-1) — **Cha** 3 (+0)

Mad Wraith (W) — **Level 6 Controller**
Medium shadow humanoid (undead) — XP 250

Initiative +8 — **Senses** Perception +6; darkvision
Mad Whispers (**Psychic**) aura 3; deafened creatures are immune; any enemy within the aura at the start of its turn takes 5 psychic damage and is dazed until the start of its next turn. (If the mad wraith takes radiant damage, the aura is negated until the end of the mad wraith's next turn.)
HP 54; **Bloodied** 27
AC 18; **Fortitude** 15, **Reflex** 18, **Will** 17
Immune disease, poison; **Resist** 10 necrotic, insubstantial; **Vulnerable** 5 radiant (see also *mad whispers* above)
Speed fly 6 (hover); phasing

Touch of Madness (standard; at-will) ✦ **Psychic**
+8 vs. Will; 1d6 + 5 psychic damage, and the target takes a -2 penalty to Will (save ends).

Touch of Chaos (standard; recharge ⚄ ⚅) ✦ **Psychic**
+9 vs. Will; 2d6 + 4 psychic damage, and the target moves up to its speed and makes a basic attack against its nearest ally as a free action.

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

Alignment Chaotic evil — **Languages** Common
Skills Stealth +13
Str 6 (+1) — **Dex** 20 (+8) — **Wis** 6 (+1)
Con 12 (+4) — **Int** 11 (+3) — **Cha** 19 (+7)

Dread Zombie (D) — **Level 5 Soldier**
Medium natural animate (undead) — XP 200

Initiative +3 — **Senses** Perception +3; darkvision
HP 66; **Bloodied** 33; see also *rise again*
AC 21; **Fortitude** 19, **Reflex** 15, **Will** 16
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant; see also *zombie weakness*
Speed 5

Longsword (standard; at-will) ✦ **Weapon**
+12 vs. AC; 1d8 + 5 damage.

Zombie Grab (standard; at-will)
+10 vs. Reflex; the target is grabbed. Attempts to escape the zombie's grab take a -5 penalty.

Rise Again
If a dread zombie is reduced to 0 hit points by an attack that does not deal fire or radiant damage, the creature is not destroyed. The dread zombie falls prone and appears to be destroyed, but instead, the creature returns with 10 hit points at the beginning of its next turn.

Zombie Weakness
A critical hit scored against a dread zombie reduces the zombie to 0 hit points.

Alignment Unaligned — **Languages** –
Str 15 (+4) — **Dex** 9 (+1) — **Wis** 12 (+3)
Con 18 (+6) — **Int** 3 (-2) — **Cha** 4 (-1)
Equipment plate armor, heavy shield, longsword

2 Corruption Corpses (C)	**Level 4 Artillery**
Medium natural animate (undead)	XP 175 each

Initiative +3 **Senses** Perception +3; darkvision
Grave Stench aura 1; any living enemy within the aura takes a -5 penalty to attack rolls.
HP 46; **Bloodied** 23; see also *death burst*
Regeneration 5 (if a corruption corpse takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 17; **Fortitude** 16, **Reflex** 14, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4

Slam (standard; at-will)
+8 vs. AC; 1d6 + 3 damage.

Mote of Corruption (standard; at-will) ✦ **Necrotic**
The corruption corpse hurls a black glob of necrotic filth. Ranged 10; +7 vs. Reflex; 2d6 + 3 necrotic damage, and the target is weakened (save ends).

Death Burst (when reduced to 0 hit points) ✦ **Necrotic**
The corruption corpse explodes. Close burst 1; +7 vs. Fortitude; 2d6 + 3 necrotic damage.

Alignment Unaligned **Languages** –

Str 16 (+5)	**Dex** 13 (+3)	**Wis** 12 (+3)
Con 16 (+5)	**Int** 4 (-1)	**Cha** 3 (-2)

2 Skeleton Soldiers (S)	**Level 6 Minion**
Medium natural animate (undead)	XP 63 each

Initiative +6 **Senses** Perception +5; darkvision
HP 1; a missed attack never damages a minion.
AC 21; **Fortitude** 18, **Reflex** 19, **Will** 18
Immune disease, poison
Speed 6

Longsword (standard; at-will) ✦ **Weapon**
+11 vs. AC; 5 damage.

Shortbow (standard; at-will) ✦ **Weapon**
Range 15/30; +11 vs. AC; 4 damage.

Alignment Unaligned **Languages** –

Str 15 (+5)	**Dex** 17 (+6)	**Wis** 14 (+5)
Con 13 (+4)	**Int** 3 (-1)	**Cha** 3 (-1)

Equipment heavy shield, longsword, shortbow, quiver of 10 arrows

Tactics

The undead are not hampered by fighting while standing in 3-foot-deep water, and they gain combat advantage against characters who have fallen or been pulled into it.

Round 1+: Characters who are on the ice when the attack occurs face the chance of falling into the frigid waters (see "Features of the Area"). If only one character is in the water, the dread zombie attacks that character. If two or three characters are in the water, the skeleton soldiers engage the others. If four or five characters are in the water, the zombie hulk moves to fight the last two.

If any characters are adjacent to the pond, the undead creatures that burst up from the pond move to them and try to drag them into the water, which requires an opposed Athletics check. Each creature tries this tactic only once, then heads onto open ground to fight there if the attempt fails. If no character is near enough to be caught by this tactic, the creatures head immediately to open ground.

BATTLEFIELD DOWNS

The zombie hulk uses *zombie smash*, the dread zombie uses *zombie grab*, and the skeleton soldiers slash with their longswords unless they are on solid ground and not engaged in melee, in which case they use their shortbows instead.

The mad wraith positions itself to affect the most PCs possible with *mad whispers* while using *touch of chaos* on heavily armored targets or targets that seem opportune. The corruption corpses attack with *mote of corruption* at range. They switch to their slams when they are engaged in melee, and they maneuver back to resume using *mote of corruption* if possible.

Features of the Area

Illumination: Varies with the time of day—bright light, dim light, or darkness.

Gully, Difficult Terrain, Hard Snow, Soft Snow: See the "Environment" section, page 72.

Icy Pond (Ice): The ice is challenging terrain. A successful DC 19 Acrobatics check allows a character to move his speed across the ice. Characters who fail this check fall prone in the first square of ice they enter. The ice holds the weight of a character until the undead below it attack or until the ice itself is attacked.

Icy Pond (Water): Characters on the ice when the undead break through must make a successful DC 14 Acrobatics check to avoid slipping on the ice and falling into the water. Characters who fail the Acrobatics check can avoid falling into the water by falling prone on the ice. They must crawl to solid ground, or they fall through the ice upon standing up.

If a character begins his or her turn in the water, he or she takes 5 cold damage. Treat the icy pond water as difficult terrain for the characters (but not for undead).

Around the Crater

Encounter Level 6 (1,200 XP)

Setup

1 chillborn zombie (Z)
2 corruption corpses (C)
2 rotwing zombies (R)
5 carcass eaters (E)

Undead mill or flap about (in the case of the rotwing zombies) without discernible motive around the hissing crater. When they are alerted to the presence of invading adventurers, they leap at the chance to attack the living.

Place the creatures as indicated on the map, and roll initiative.

When the adventurers first view the area, read:
A motley collection of dull-eyed walking corpses pointlessly circles a smoking crater, following its plume of green-tinged smoke as it moves about in the shifting wind. Some of the undead creatures are moaning as if in time to an ancient military marching song. Some of them hop and flap about on huge bat wings. A few of the corpses wear scraps of ancient military garb, and these corpses seem particularly ancient. Others of the undead are less rotted and appear to be more recently deceased. A few gore-covered, ratlike wolves nose around the area.

Chillborn Zombie (Z) — **Level 6 Soldier**
Medium natural animate (cold, undead) — XP 250

Initiative +5 **Senses** Perception +3; darkvision
Chillborn Aura (Cold) aura 2; any creature that enters the aura or starts its turn within the aura takes 5 cold damage. Multiple chillborn auras deal cumulative damage.
HP 71; **Bloodied** 35; see also *death burst*
AC 22; **Fortitude** 20, **Reflex** 16, **Will** 16
Immune disease, poison; **Resist** 10 cold, 10 necrotic; **Vulnerable** 5 fire, 5 radiant
Speed 4

Slam (standard; at-will) ✦ **Cold**
+11 vs. AC; 1d6 + 4 damage, and the target is immobilized until the end of the chillborn zombie's next turn and takes ongoing 5 cold damage (save ends); see also *ice reaper*.

Death Burst (when reduced to 0 hit points) ✦ **Cold**
The chillborn zombie explodes. Close burst 1; +9 vs. Fortitude; 2d6 + 2 cold damage, and the target is slowed (save ends).

Ice Reaper ✦ **Cold**
A chillborn zombie deals 5 extra cold damage to an immobilized creature.

Alignment Unaligned **Languages** –
Str 19 (+7) **Dex** 10 (+3) **Wis** 10 (+3)
Con 15 (+5) **Int** 2 (-1) **Cha** 6 (+1)

2 Corruption Corpses (C) — **Level 4 Artillery**
Medium natural animate (undead) — XP 175 each

Initiative +3 **Senses** Perception +3; darkvision
Grave Stench aura 1; any living enemy within the aura takes a -5 penalty to attack rolls.
HP 46; **Bloodied** 23; see also *death burst*
Regeneration 5 (if a corruption corpse takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 17; **Fortitude** 16, **Reflex** 14, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4

Slam (standard; at-will)
+8 vs. AC; 1d6 + 3 damage.

Mote of Corruption (standard; at-will) ✦ **Necrotic**
The corruption corpse hurls a black glob of necrotic filth. Ranged 10; +7 vs. Reflex; 2d6 + 3 necrotic damage, and the target is weakened (save ends).

Death Burst (when reduced to 0 hit points) ✦ **Necrotic**
The corruption corpse explodes. Close burst 1; +7 vs. Fortitude; 2d6 + 3 necrotic damage.

Alignment Unaligned **Languages** –
Str 16 (+5) **Dex** 13 (+3) **Wis** 12 (+3)
Con 16 (+5) **Int** 4 (-1) **Cha** 3 (-2)

2 Rotwing Zombies (R) — **Level 4 Skirmisher**
Medium natural animate (undead) — XP 175 each

Initiative +6 **Senses** Perception +2; darkvision
HP 54; **Bloodied** 27; see also *zombie weakness*
AC 17; **Fortitude** 16, **Reflex** 16, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4, fly 4 (clumsy)

Slam (standard; at-will)
+9 vs. AC; 1d8 + 2 damage.

Flying Charge
When flying, a rotwing zombie deals 2d6 extra damage on a successful charge attack.

Zombie Weakness
Any critical hit to a rotwing zombie reduces it to 0 hit points instantly.

Alignment Unaligned **Languages** –
Str 14 (+4) **Dex** 14 (+4) **Wis** 10 (+2)
Con 14 (+4) **Int** 1 (-3) **Cha** 3 (-2)

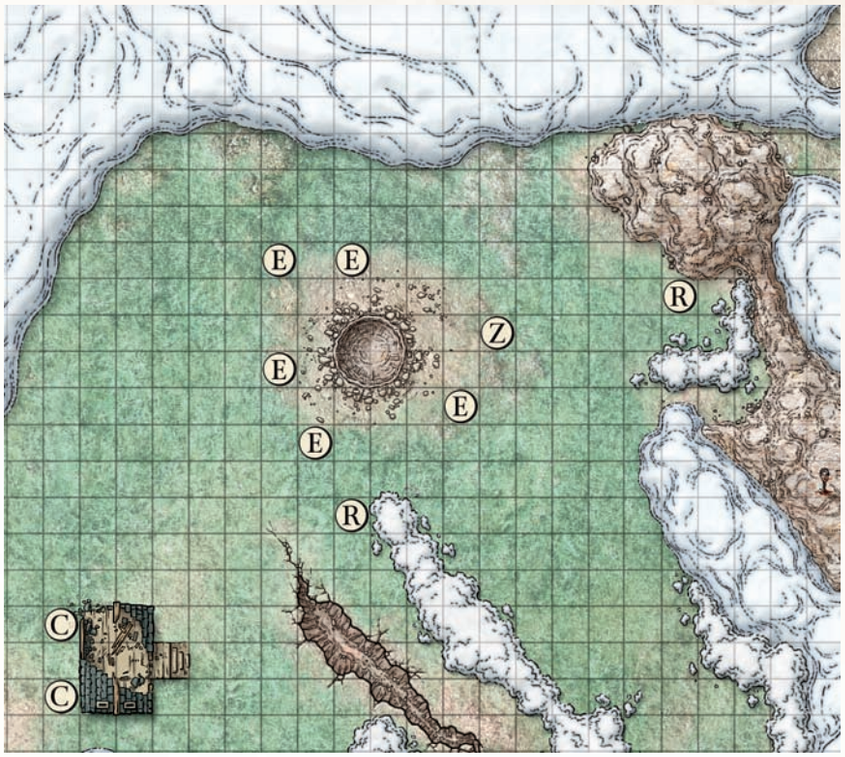
5 Carcass Eaters (E) — **Level 5 Minion**
Small natural animate (undead) — XP 50 each

Initiative +5 **Senses** Perception +8; darkvision
HP 1; a missed attack never damages a minion.
AC 21; **Fortitude** 19, **Reflex** 17, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, burrow 4

Bite (standard; at-will) ✦ **Necrotic**
+12 vs. AC; 5 necrotic damage.

Blood Frenzy (free, when an adjacent enemy becomes bloodied; at-will) ✦ **Necrotic**
The carcass eater makes a melee basic attack against the triggering creature.

Alignment Unaligned **Languages** –
Str 19 (+6) **Dex** 16 (+5) **Wis** 12 (+3)
Con 14 (+4) **Int** 4 (-1) **Cha** 5 (-1)



Plume Terrain Effects: The squares in the blast are lightly obscured. Creatures in those squares have concealment (-2 penalty to attack rolls). The plume of smoke is also mildly caustic. It irritates the eyes of any living creature standing within it, granting combat advantage to nonliving foes.

Plume Shifts: Frequently shifting winds are present in this area. Whenever the wind changes direction, the plume moves accordingly. Roll 1d6 at the beginning of each round of the battle starting with round 2. On a result of 4–6, the plume shifts in a counterclockwise direction.

The first time it shifts, the northeast square of the crater becomes the origin square, and the blast extends directly east away from that square.

The next time the plume shifts, the northwest square of the crater becomes the origin square, and the blast extends directly north away from that square.

If the plume shifts again, the southwest corner of the crater becomes the origin square, and the blast extends directly west away from that square.

If it shifts a fourth time, the plume occupies the same space it did at the start of the encounter.

Ranged Penalties on the Round of a Shift: During any round that starts with a plume shift, the turbulent winds force characters using ranged weapons to adjust their aim. They take a -2 penalty to their attack rolls.

There is no penalty for rounds during which the plume does not move. Having taken a shot, ranged weapon users are able to compensate for the winds until the next change of direction.

Tirian's Hut: The structure in the southeast part of this area is Tirian's makeshift, ruined hut. See the description of Area 11, page 75. The squares of Tirian's hut are difficult terrain, costing 1 extra square of movement to enter.

Tactics

All the undead fight until they are destroyed.

Round 1+: The chillborn zombie and the carcass eaters close to melee with the nearest targets and set upon them with their basic attacks.

The corruption corpses remain behind the ruins of Tirian's hut, which grants them cover (-2 penalty to attack rolls against them). They make ranged attacks with *mote of corruption* until forced into melee.

One rotwing zombie remains mobile and charges with its slam whenever possible, gaining additional damage from *flying charge* when it can.

The other rotwing zombie initially remains near the snowbank to the north, trying to lure an adventurer into contact with the gibbering head trap (page 75). Once it has tried the trap trick for two rounds, whether or not it worked, it uses the same tactics as the other rotwing zombie.

Features of the Area

Illumination: Varies with the time of day—bright light, dim light, or darkness.

Smoking Crater: The 4 squares of the smoking crater are difficult terrain.

Plume of Smoke: The crater gives off a constant plume of smoke in the shape of a close blast 3. The origin square of the blast is one of the 4 squares occupied by the crater. When the encounter begins, the southeast square of the crater is the origin square, and the blast extends directly east away from that square.

Bloodtower on the Moorland

A lair for five 12th-level adventurers

The lost Bloodtower has returned, arising from its earthen grave to stand as a mute sentinel over the fog-shrouded moorland. In the weeks since its return, locals and travelers have spoken of new undead roaming the countryside.

Background

History DC 21: In centuries past, the Bloodtower was home to a society of necromancers. The members of this cloistered sect, easily recognized by their smooth shaved heads, unadorned gray robes, and white gloves, were known for their expertise in combating and commanding undead.

For reasons unknown, the Bloodtower vanished into the moor several centuries ago.

History DC 23: The Bloodtower's lord was a necromancer named Mervaun, and his expertise in the fields of necromancy and demonology were unparalleled.

Hook: Find the Black Petal

The PCs are visiting or passing through a city that lies near the moorland. While taking a meal at a local watering hole, they overhear a resident relating the following story.

Not long ago, a woman with pale skin and piercing gray eyes, wearing a distinctive amulet, passed through the city. The slender, graceful woman offered no name as she methodically purchased supplies. Locals called her the Black Petal, for the pendant depicting long, thorny roses with petals dark as night that she wore on a chain around her neck. When she left the city, she traveled into the moorland.

If that's not enough of an enticement to get the characters to follow the mysterious woman, you could arrange for the resident to engage them in conversation and speculate that the woman's activities are connected with the long-lost Bloodtower.

The Black Petal

The true name of the woman known as the Black Petal is Anefsina Bleth. She is a noble with a strong interest in necromantic matters. She entered the moorland in search of the lost Bloodtower.

After weeks of scouring the rocky headlands along the eastern moor, she at last divined the tower's concealed resting place. Anefsina then recited a complex ritual from a scroll of tattered vellum. At the conclusion of the ritual, the Bloodtower rose up out of the moorland, freed from its ages-old burial site.

Environment

Low, coarse grasses and scattered briars dot the fog-swept lowlands. A great river lies adjacent to the moorland that annually overtops its banks in winter, flooding the fields.

The lowlands of the moor are mostly flat, allowing PCs to move overland without restriction. The highlands are rocky and thick with vegetation, making the terrain difficult to cross. Thick blankets of fog often roll in from the nearby inland sea. Beasts native to the moorlands might take advantage of the heavy fog to achieve surprise against the PCs (see obscured terrain, *Dungeon Master's Guide*, page 61).

The following physical traits apply to the Bloodtower:

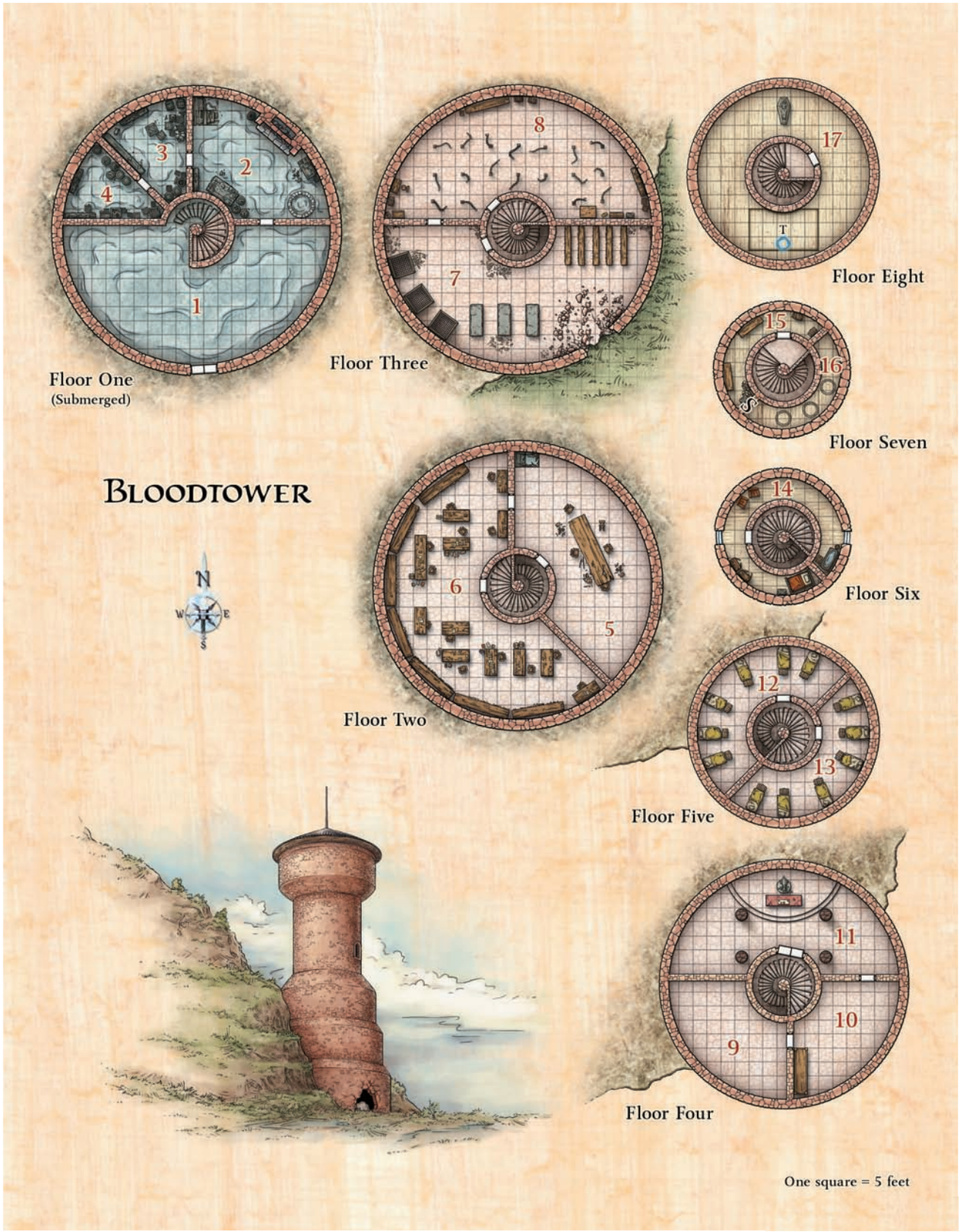
- The tower stands 96 feet tall. It has eight floors, each 12 feet in height. However, it remains partially buried underground in the moor. The third level of the tower is even with the ground, and the floor of the top level of the tower is 60 feet above the ground. The exterior walls of the tower are rough surfaces, and climbing them requires a successful DC 21 Athletics check.
- The central spiral staircase is difficult terrain. Characters have cover against foes below them on the spiral stairs because they can duck behind the staircase's central support. A successful DC 16 Acrobatics check is required at the start of each run action attempted on the stairs. Failure results in a PC falling prone and ending his or her movement.
- All doors in the tower are closed but not locked and can be opened as part of a move action.

When the PCs survey the area around the tower, read:
The Bloodtower juts out against a forested tor. The tower is constructed of dark green stone speckled with bright red spots. It stands about 75 feet in height.

In the Lee of the Tower

As the power of Anefsina's ritual pulled the Bloodtower skyward, the edifice was dragged along a large boulder, damaging the structure and punching a hole in its outer wall. The crevice is large enough to allow a single Medium creature to pass through at one time.

When the adventurers reach the tower, read:
The tower appears solidly constructed despite a jagged scar running along its wall. The gash ends at ground level, where a great boulder has punctured a hole in the tower's outer wall. The stink of death and corruption near the boulder is overwhelming. The stench pours from the exposed crevice.


Bloodtower
Floor One
(Submerged)
1
2
3
4
Floor Three
7
8
Floor Eight
17
T
Floor Seven
15
16
S
Floor Six
14
Floor Two
5
6
Floor Five
12
13
Floor Four
9
10
11
N
W
E
S
One square = 5 feet

If you want to provide a hint about what lies ahead (in Area 7), you can allow a character to gain the following information on a successful passive Religion check.

Religion Check
DC 20: *Your studies of the undead strongly suggest that the odor you sense belongs to some variety of ghoul that might be waiting just inside the crevice.*

If you want to give the characters a challenge before they enter the tower, throw the following optional encounter at them. Afterward, allow them to take a short rest (or even an extended rest, if you're feeling generous) in order to replenish their resources before they continue.

Optional: Horrible Stalker
Level 12 Encounter (XP 3,500)
✦ 1 fen hydra (level 12 solo brute, *MM* 164)

A fen hydra has wandered too close to the Bloodtower. Its movement through the moor foliage makes an easily missed background noise.

Perception Check
DC 22: *A curious humming or clicking, barely noticeable above the natural sounds of the moor, can be heard.*

Areas 1–4: Flooded Chambers
The first floor of the Bloodtower is below ground level and flooded. Submerged chambers include the foyer (Area 1), the kitchen (Area 2), the storeroom (Area 3), and the cold storage locker (Area 4).

When the adventurers move down the central stairs toward this location, read:
As you descend the central stairway, the steps become increasingly slick and slime-covered. Navigating a few steps farther reveals that the chamber below you is completely submerged in fetid, chilly water.

Submerged Chambers: Swimming through this calm, deep water requires a successful DC 10 Athletics check. See "Aquatic Combat," *Dungeon Master's Guide*, page 45, for information on fighting underwater (and the suffocation by drowning rules in the *Dungeon Master's Guide*, page 159). Note that this area is dark.

Optional: Diving into the Unknown
Level 11 Encounter (XP 2,800)
✦ 7 sodden ghoul wailers (level 9 soldier, page 154)

Area 5: Dining Room
The dining room (currently below ground but not submerged) contains a long, narrow wooden table that is cracked, warped, and even rotted away in some spots. The remnants of several high-backed wooden chairs lie on the floor. Two rusty iron chandeliers dangle precariously from the ceiling. In the northern corner of the room, the ruined remains of a stairwell for the servants lead down to the kitchen. The stairway has long since rotted away. Dark water can be seen through the opening left when the stairway collapsed.

Area 6: Library
This study (currently below ground but not submerged) was a favorite haunt of Mervaun, the lord and builder of the tower. It was in this room that the great necromancer penned many of his rituals.

When the adventurers enter the library, read:
Bookcases line the outer wall of this dusty, poorly ventilated room. A haze of mold spores hangs in the air. An empty desk sits to the north beneath an archaic map of the region hung on the wall. Moldy, frail tomes and scrolls are piled in heaps and scattered around the room.

History Check
DC 20: *Examining the landmarks and settlements on the map, you discern that it depicts the region around the Bloodtower several centuries past.*

Treasure: Four tomes (total value 1,000 gp) in the collection in this chamber deal with esoteric history and magical subjects. Even though Anefsina has already searched the room, she missed one juicy item—a ritual scroll of Consult Mystic Sages (1,000 gp).

Area 7: Dissection Chamber (Level 11)
In ages past this chamber was used by the Bloodtower necromancers to dissect cadavers and conduct necromantic rituals. Today the room is home to a wretched stench ghoul commanded to guard the entryway. The PCs trigger the tactical encounter when they move through the crevice in the tower wall.

Tactical Encounter: "Stench Attack," page 84.

Area 8: Undead Barracks
Dozens of manacles attached to chains are bolted into the floor of this chamber. This room was once used to house the tower's undead occupants.

Area 9: Sacrament Antechamber
A curved line of blotches on the floor that are a lighter color than the rest of the floor suggests that a number of objects used to rest here, and that they have only recently been moved. This chamber was used to store rituals written on long scrolls and stored

in locked metal coffers, though the coffers are no longer here.

Area 10: Priest Alcove

The door to this room is normally closed and locked. A large, ornate wooden desk sits along one wall. It seems remarkably preserved considering the amount of time it was underground, suggesting that it was magically enhanced. Priests used this room to prepare for rituals and sacred rites, and hints of its previous purpose are found in its now-ruined frescoes and oramentation.

Area 11: Sanctum of Divine Death

When the adventurers enter this chamber through the double doors leading from the central stairway, read:

Beyond the doors is an open chamber supported by four granite pillars. The floor is tiled with elaborate mosaics. An altar of polished bloodstone rests upon a dais at the far end of the room. Behind the altar stands an imposing statue carved in the likeness of some ancient, alien creature with too many eyes in its head and a body type similar to a cross between a dwarf and a skinned corpse.

An inscription in the statue's base reads in the Rellanic script, "Ometh watches from beyond the grave."

Religion Check

DC 20: *Runes etched on the sanctum walls reveal that this chamber was once a chapel to an entity known as Ometh, once an exarch of a deity of death.*

Areas 12–13: Sleeping Quarters

Each of these chambers holds six beds and six footlockers. These rooms were the sleeping quarters for the Bloodtower necromancers.

Area 14: Anefsina's Private Quarters

Anefsina recently claimed this luxuriously furnished room for herself. It was the bedchamber and office of Mervaun. It contains a large bed, a personal chest, two wardrobes, two chairs, and a bathing tub.

Treasure: Next to the bathing tub is a gilded ivory bowl worth 2,500 gp that holds fragrant soap. A successful DC 26 Perception check reveals that the flagstone beneath the bowl has a shallow niche under it that holds 300 gp.

Area 15: Vault

The iron door leading to this room from the central staircase is locked. This small, secured chamber once housed the accumulated wealth of the tower. Anefsina has already passed through the vault, collecting most of the valuable items.

Iron Doorway: The entrance to the vault is blocked by an iron door warded with an Arcane Lock. A successful DC 26 Thievery check or Strength check, or a Knock ritual, is required to enter the room.

Treasure: +3 *staff of fiery might* (13,000 gp).

Secret Door: A secret door (Perception DC 28 to find) is located along the southwest wall. It leads to Area 16.

Area 16: Portal Chamber

Mervaun crafted three teleportation circles in this chamber. One leads to the Vaulted Sepulcher (Area 17). The other two lead to places you can determine as you see fit for your campaign. (These other two circles could be dormant until after the PCs have bested all the enemies in the tower, or they could provide a means of escape if things go badly for the characters.)

After the PCs move through the secret door, read:

Three 5-foot-diameter circles are inked in intricate glyphs upon the chamber's hardwood floor. At the center of each, a larger glyph has been carved and traced over in blood that has now dried.

Teleportation Circles: The three permanent teleportation circles are keyed to different locations. The user of a circle must stand on it and speak the proper password to activate it. When the word "Ometh" is spoken by someone standing on circle A, a Linked Portal opens to the permanent teleportation circle in the Vaulted Sepulcher (Area 17). Even if only a single PC stands on circle A, all the PCs in Area 15 or 16 teleport with that character at the same time.

Area 17: Vaulted Sepulcher (Level 14)

Anefsina and her guardians await the PCs in this large open room containing an ornate sarcophagus. The PCs trigger the tactical encounter when they teleport into the room by activating circle A in Area 16.

Tactical Encounter: "Black Petal," page 86.

Conclusion

Upon the defeat of the Black Petal and her undead servants, the PCs are free to explore the Vaulted Sepulcher fully.

If Anefsina escapes from this chamber, she either launches one or two more ambushes against the adventurers or retreats from the area to return at a later date to trouble the PCs.

Stench Attack

Encounter Level 11 (3,100 XP)

Setup

1 wretched stench ghoul (G)
1 skull lord (S)
8 putrescent zombies (Z)

The pungent stench of rot and decay exudes from the gash in the side of the Bloodtower caused by the boulder (see "In the Lee of the Tower," page 80). A wretched stench ghoul lurks within, ready to greet trespassers, but its unseen allies could spell ruin for the PCs.

The wretched stench ghoul was commanded by Anefsina to guard the tower entry crevice. The ghoul is hidden and isn't visible from the entry crevice. Provide the read-aloud text only after the first character enters the chamber.

Place the wretched stench ghoul as shown on the map when the first PC enters the chamber, then roll initiative. The character who enters first through the crevice is surprised by the ghoul unless he or she succeeds on a Perception check.

Perception Check
DC 21: *You hear the faintest whisper of a word repeated over and over: "Flesh!"*

The skull lord and its zombie minions are present, but hidden, as they lurk in the nearby Undead Barracks (Area 8). Place these creatures on the map after the encounhter has begun, as described in "Tactics" below.

When the first adventurer enters this area, read:
A stomach-turning stink of death and corruption pervades the air. A ghastly, disease-ridden figure crouches in the room upon a stone slab. The creature is muttering one word over and over again. It opens its impossibly wide mouth of jagged, hungry teeth to enunciate: "Flesh!"

Wretched Stench Ghoul (G) **Level 12 Elite Soldier**
Medium natural humanoid (undead) XP 1,400

Initiative +13 **Senses** Perception +8; darkvision
Nauseating Stench aura 4; any living creature within the aura takes a -2 penalty to attack rolls, skill checks, and ability checks.
HP 240; **Bloodied** 120
AC 29; **Fortitude** 24, **Reflex** 25, **Will** 22
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 8, climb 4
Action Points 1

⊕ **Claw** (standard; at-will)
+19 vs. AC; 2d6 + 7 damage, and the target is immobilized (save ends).

⸸ **Ghoulish Bite** (minor 1/round; at-will)
Targets a dazed, immobilized, or stunned creature; +19 vs. AC; 1d10 + 8 damage, and if the target is immobilized, it is instead dazed (save ends), or if the target is dazed, it is instead stunned (save ends).

Alignment Chaotic evil **Languages** Common
Skills Athletics +15, Stealth +16

Str 19 (+10)	**Dex** 21 (+11)	**Wis** 14 (+8)
Con 16 (+9)	**Int** 16 (+9)	**Cha** 12 (+7)

Skull Lord (S) **Level 10 Artillery (Leader)**
Medium natural humanoid (undead) XP 500

Initiative +8 **Senses** Perception +7; darkvision
Master of the Grave (**Healing**) aura 2; any undead ally within the aura gains regeneration 5 and a +2 bonus to saving throws. This aura ends when the *skull of death's command* is destroyed.
HP 40; **Bloodied** 20; see also *triple skulls*
AC 24; **Fortitude** 21, **Reflex** 22, **Will** 23
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6

⊕ **Bone Staff** (standard; at-will) ✦ **Necrotic**, **Weapon**
+13 vs. AC; 1d8 + 2 damage plus 1d6 necrotic damage.

⤳ **Skull of Bonechilling Fear** (minor 1/round; at-will) ✦ **Cold**, **Fear**
Ranged 10; +15 vs. Will; 1d6 + 3 cold damage, and the target is pushed 5 squares.

⤳ **Skull of Death's Command** (minor 1/round; at-will) ✦ **Necrotic**
Ranged 10; the skull lord restores a destroyed undead minion within range. The restored undead minion's level must be no higher than the skull lord's level + 2. The restored minion stands in the space where it fell (or in any adjacent space, if that space is occupied) as a free action, has full normal hit points, and can take actions (as normal) on its next turn.

⤳ **Skull of Withering Flame** (minor 1/round; at-will) ✦ **Fire**, **Necrotic**
Ranged 10; +15 vs. Fortitude; 2d6 + 3 fire and necrotic damage.

Triple Skulls ✦ **Healing**
When a skull lord is reduced to 0 hit points, one of its skulls (determined randomly) is destroyed, and it loses the ability to use that power. If the creature has any skulls remaining, it instantly heals to full hit points (40 hit points). When all three skulls are destroyed, the skull lord is destroyed as well.

Alignment Evil **Languages** Common
Skills Bluff +15, Insight +12, Intimidate +15

Str 14 (+7)	**Dex** 16 (+8)	**Wis** 15 (+7)
Con 17 (+8)	**Int** 16 (+8)	**Cha** 21 (+10)

Equipment staff, 3 iron crowns

8 Putrescent Zombies (Z)	**Level 11 Minion**
Medium natural animate (undead)	XP 150 each

Initiative +3 **Senses** Perception +6; darkvision
HP 1; a missed attack never damages a minion; see also *putrescent explosion*.
AC 25; **Fortitude** 26, **Reflex** 20, **Will** 22
Immune disease, poison
Speed 4

⊕ **Sickening Slam** (standard; at-will)
+16 vs. AC; 7 damage, and the target takes a -2 penalty to all defenses until the end of its next turn.

✧ **Putrescent Explosion** (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 5; +14 vs. Reflex; 7 necrotic damage.

Alignment Unaligned **Languages** –

Str 18 (+9)	**Dex** 6 (+3)	**Wis** 12 (+6)
Con 21 (+10)	**Int** 1 (+0)	**Cha** 3 (+1)

Tactics

The wretched stench ghoul fights until it feels in danger of being destroyed, at which point it retreats. The skull lord fights cunningly, directing the putrescent zombies, who fight until destroyed.

Round 1: The ghoul surprises the first PC who moves into the crevice unless one of the characters succeeded on the passive Religion check (see page 82) before entering. If it gains surprise, the ghoul moves adjacent to the intruder in preparation for using a claw attack.

Rounds 2-3: As other PCs enter the tower through the crevice, the ghoul strives to pick off invaders one by one. It attempts to immobilize them all with claw attacks, using *ghoulish bite* to worsen the condition of any victims of its claws.

Round 4+: The skull lord and the putrescent zombies join the fight when someone enters Area 8 through the door from Area 7, or at the beginning of the fourth round, whichever comes first.

When any PC enters Area 8 from Area 7, the putrescent zombies and the skull lord attack. The zombies shamble toward the door when it is opened and fight as close as possible to it, attempting to surround the PCs.

The skull lord keeps its distance, staying near the northern edge of Area 8 unless it needs to move in order to bring targets within range of its skulls (or to stay away from enemies trying to get close to it). It uses its ranged powers to hamper the characters and replenish the putrescent zombie minions.

The wretched stench ghoul remains near the largest concentration of PCs, using its *nauseating stench* aura to maximum effect. When the ghoul is bloodied, it retreats into Area 8.

Features of the Area

Illumination: Darkness.

Crevice in the Wall: A break in the wall provides the only easy means of entering the tower. Any Medium or Small creature that wants to get through the crevice must take a full round to enter the opening and pull itself through. During that round, the creature occupies the space where the crevice is located and is treated as if squeezing (*Player's Handbook*, page 292).

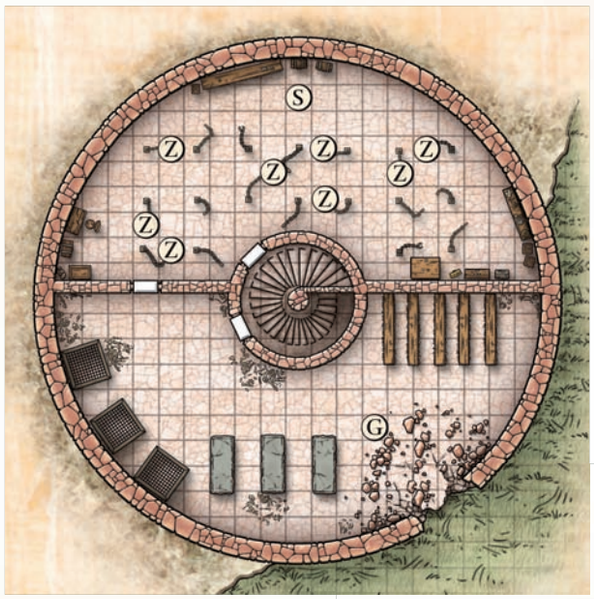
In order for a Large or bigger creature to get through the opening, it must be widened by spending 10 minutes bashing the edges of the crevice with blows from the blunt end of a weapon or other serviceable tool.

Rotting Bookshelves: Five rotting bookshelves in the eastern end of the room just out from the northern wall. Their shelves hold numerous items of primitive surgical equipment as well as nests of rotten and shredded scrolls and books.

Stone Slabs: Three low stone slabs to the south were previously used to dissect corpses and undead. The slabs are 3 feet high. A creature can jump up on top of a slab by making a successful DC 15 Athletics check. A creature standing on a slab has combat advantage against an enemy on the floor of the area. A slab provides cover for a creature that crouches down next to it.

Dense Rubble: The pile of rocks and bones surrounding the crevice is difficult terrain.

Cage: Three iron cages are positioned against the outside tower wall in the western edge of the room. Each cage is large enough for a Medium creature. The iron bars to the cages have AC 8, Reflex 8, Fortitude 15, and 60 hit points. Each cage also has a release latch on its underside, out of the occupant's reach. Each of the cages is occupied by a humanoid corpse.



Black Petal

Encounter Level 14 (5,500 XP)

Setup

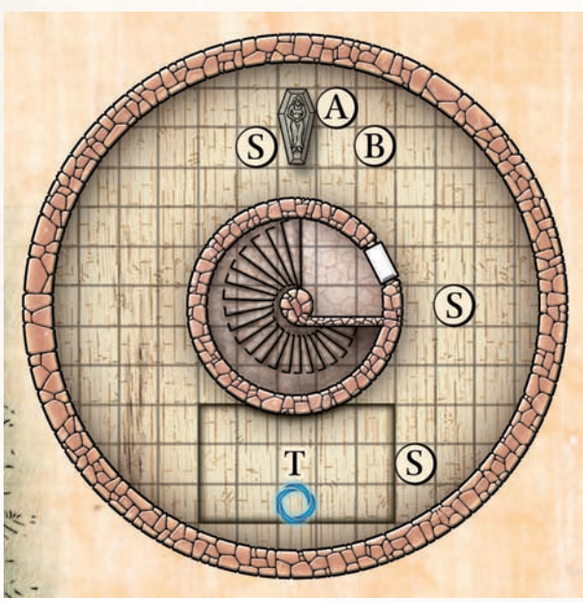
Anefsina, the Black Petal (A)
1 boneclaw (B)
3 marrowshriek skeletons (S)
1 spectral tendrils trap (T)

By the time the adventurers make it into this chamber, Anefsina is well aware of their presence. The Black Petal is not alone when the PCs confront her. In addition to the marrowshriek skeletons that serve as her constant guardians, she has commanded the allegiance of a boneclaw.

When the PCs enter, provide the read-aloud text, then place Anefsina, the boneclaw, and the marrowshriek skeletons as shown on the map, and roll initiative. The characters are teleported into the area of the spectral tendrils trap, so it takes effect immediately.

When the adventurers teleport into the Vaulted Sepulcher, read:

You feel a slight sensation of nausea as you and your companions are instantly whisked away to a secret chamber. Before you can fully acclimate to your new surroundings, spectral tendrils lash out at you from the darkness. A woman's laugher can be heard above the startled cries of your companions.



Anefsina, the Black Petal (A) **Level 13 Elite Controller**
Medium natural humanoid, human XP 1,600

Initiative +7 **Senses** Perception +7
HP 252; **Bloodied** 126; see also *life tap*
AC 29; **Fortitude** 26, **Reflex** 28, **Will** 27
Saving Throws +2
Speed 6; see also *shadow step*
Action Points 1

Dagger (standard; at-will) ✦ **Weapon**
+22 vs. AC; 1d4 + 6 damage.

Slashing Darkness (standard; at-will) ✦ **Necrotic**
Ranged 5; targets two enemies within range; +20 vs. Reflex; 2d6 + 9 necrotic damage.

Cold Ray (standard; at-will) ✦ **Cold**
Ranged 10; +20 vs. Reflex; 2d6 + 9 cold damage, and the target is slowed (save ends).

Life Tap (standard; encounter) ✦ **Healing, Necrotic**
Ranged 5; +20 vs. Fortitude; 3d10 + 9 necrotic damage, the target is stunned until the end of Anefsina's next turn, and Anefsina regains 15 hit points.

Shackles of Death (standard; recharge ⚁ ⚀) ✦ **Necrotic**
Ranged 10; targets two enemies within range; +20 vs. Fortitude; 2d8 + 9 necrotic damage, and the target takes ongoing 10 necrotic damage (save ends). While taking this ongoing damage, the target cannot spend healing surges.

Blackfire (standard; recharge ⚁ ⚀) ✦ **Fire, Necrotic**
Close blast 5; +20 vs. Reflex; 2d8 + 12 necrotic damage, and the target takes ongoing 10 fire damage (save ends).

Shadow Step (move; encounter) ✦ **Teleportation**
Anefsina teleports up to 5 squares.

Alignment Evil **Languages** Abyssal, Common
Skills Arcana +16, History +16, Insight +12

Str 11 (+6)	**Dex** 12 (+7)	**Wis** 13 (+7)
Con 14 (+8)	**Int** 20 (+11)	**Cha** 18 (+10)

Equipment robes, dagger, *potion of healing*, *symbol of power* +4.

Boneclaw (B) **Level 14 Soldier**
Large shadow animate (undead) XP 1,000

Initiative +15 **Senses** Perception +13; darkvision
HP 136; **Bloodied** 68; see also *necrotic pulse*
AC 30; **Fortitude** 24, **Reflex** 27, **Will** 25
Immune disease, poison; **Resist** 20 necrotic; **Vulnerable** 5 radiant
Speed 8

Claw (standard; at-will)
Reach 3; +20 vs. AC; 1d12 + 6 damage.

Necrotic Pulse (free, when first bloodied; encounter) ✦ **Healing, Necrotic**
Close burst 10; undead allies in the burst regain 10 hit points, and enemies in the burst take 10 necrotic damage.

Relentless Opportunist
If a boneclaw hits with an opportunity attack, it can make another opportunity attack against the same target during the current turn.

Threatening Reach
A boneclaw can make opportunity attacks against all enemies within its reach (3 squares).

Alignment Evil **Languages** Common
Skills Intimidate +16, Stealth +18

Str 17 (+10)	**Dex** 23 (+13)	**Wis** 12 (+8)
Con 16 (+10)	**Int** 10 (+7)	**Cha** 18 (+11)

3 Marrowshriek Skeletons (S) **Level 12 Lurker**
Medium shadow animate (undead) XP 700 each

Initiative +16 **Senses** Perception +9; darkvision
HP 95; **Bloodied** 47
AC 27; **Fortitude** 24, **Reflex** 25, **Will** 23
Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 5 radiant
Speed 6

Osseous Thrust (standard; at-will)
+17 vs. AC; 1d8 + 9 damage.

Marrow Feast (standard; recharge ⚁ ⚂ ⚀)
Requires combat advantage against the target; +17 vs. AC; 2d8 + 12 damage, and the target is grabbed. Each round that the marrowshriek skeleton sustains the grab, the target takes 15 damage and is weakened until the end of the marrowshriek skeleton's next turn.

Marrowshriek (minor 1/round; at-will)
Close burst 3; targets living creatures; +15 vs. Fortitude; the target is dazed until the end of the marrowshriek skeleton's next turn. If the target is grabbed by the marrowshriek skeleton, it is stunned until the end of the marrowshriek skeleton's next turn instead of dazed.

Shadowrought (standard; at-will)
The marrowshriek skeleton becomes invisible until it attacks.

Alignment Chaotic evil **Languages** –
Skills Stealth +17

Str 18 (+10)	**Dex** 22 (+12)	**Wis** 16 (+9)
Con 17 (+9)	**Int** 6 (+4)	**Cha** 9 (+5)

Anefsina's Spectral Tendrils (T) Level 13 Obstacle
Trap XP 800

Ghostly tendrils whip from the ground to lash at you.

Trap: This trap occupies a field of 15 squares. When a creature enters the area or starts its turn in the area, spectral tendrils lash out and attack the creature.

Perception
✦ DC 27: The character notices something strange about the area ahead, as though a ghostly mist hangs just above the ground.

Additional Skill: Arcana
✦ DC 23: The character recognizes a tile mosaic on the floor that serves as the trap's focus.
✦ DC 31: The character's knowledge provides a +2 bonus to Thievery checks to delay or disable the trap.

Trigger
When a creature enters a trapped square or begins its turn in a trapped square, the trap attacks.

Attack ✦ Necrotic
Opportunity Action **Melee**
Target: Each creature in a trapped square
Attack: +18 vs. AC
Hit: 2d10 + 6 necrotic damage, and the target is dazed until the end of its next turn.
Aftereffect: The target is dazed until the end of its next turn.

Countermeasures
✦ A character who succeeds on a DC 27 Acrobatics check can move into a trigger square without provoking the attack. The squares count as difficult terrain.
✦ An adjacent character can delay a trigger plate with a successful DC 27 Thievery check.
✦ An adjacent character can disable a trigger plate with a successful DC 31 Thievery check.

Tactics

Though confident in her ability to defeat the PCs, the Black Petal does not hesitate to flee a battle she feels is lost. She is even prepared to surrender to the PCs if necessary (figuring she'll devise a way to later escape).

Round 1+: Anefsina is content to let her undead guardians wade into the fight while she attacks from behind the sarcophagus. She leads with *shackles of death*, follows that with *blackfire*, and then uses *cold ray* until the first two powers recharge. The marrowshriek skeletons use *marrowshriek* and then follow up with *marrow feast*. The boneclaw moves to a good position to attack as many targets as possible with *necrotic pulse* if it becomes bloodied. It uses its reach to make claw attacks against nonadjacent enemies when it can.

If bloodied, Anefsina uses *life tap*, and then spends her action point to *shadow step* over to the linked teleportation circle. In the following round she activates the circle and flees to Area 16.

Features of the Area

Illumination: Dim light (candlelight). Several candelabra are arrayed around the edge of the room.

Illusory Surfaces: The ceiling is masked with an illusion that makes the sepulcher appear open to the night sky. If they peer beyond the illusion, the PCs observe a vaulted stone ceiling.

Anefsina's Spectral Tendrils Trap (T): This trap covers the indicated squares. Anefsina has keyed herself and her guardians to this trap. Anefsina, the boneclaw, and the marrowshriek skeltons can move into a trapped square without provoking the attack.

Sarcophagus: The ornate sarcophagus at the head of the chamber is 4 feet tall and deep, and 8 feet long. Within the sarcophagus lies a male human body. A successful DC 21 History check reveals that the man is Mervaun. His flesh is magically preserved by some ritual, but he is quite dead.

Teleportation Circle: This permanent teleportation circle is linked to circle A in Area 16. Its user must stand on the circle and speak the proper password ("Ometh") to activate it. This teleportation circle transports users one at a time (as opposed to circle A).

Treasure: The amulet that Anefsina wears is a *+4 symbol of power*. Anefsina also has a *potion of healing* (50 gp) in her clothes if she hasn't used it during the battle.

A cursory search of the sepulcher reveals a tiny stone jar of *Keoghtom's ointment* (13,000 gp) that is tucked into the intricate ornamentation of the sarcophagus.

Mausoleum of Ssra-Tauroch

A lair for five 17th-level adventurers

The Auburn Desolation is a forsaken waste of treacherous sand and unbearable heat within the Shadowfell. Gloom-wrapped serpents and foul undead haunt the wastes, striking out at unsuspecting travelers from sandy graves.

Background

History DC 20: In a dense jungle realm whose name is now long forgotten, a prehistoric race of snake people ruled a vast and powerful civilization. As monarch of that land, Ssra-Tauroch was praised for his military accomplishments yet reviled for his strict rule and zealous adoption of ritualistic sacrifice.

History DC 25: As Ssra-Tauroch's reign extended into decades and the rigors of time weakened his once mighty frame, he requested a great boon from Zehir: the gift of immortality. Ssra-Tauroch, the empire, and its yuan-ti citizenry were devout followers of the god of poison and serpents. The monarch's lifetime of service to the serpent lord had not gone unnoticed. Zehir sent a dark angel to the aging monarch who taught him the secret knowledge of mummification.

History DC 27: Upon completing the ritual, Ssra-Tauroch retreated to his inner sanctum. As time passed, rumors circulated that Ssra-Tauroch had been slain or possessed by demonic fiends. With the king absent from the public eye and thus unable to refute the claims, insurrection wracked the land. Angry dissidents stormed Ssra-Tauroch's palaces, forcing Ssra-Tauroch to escape into the Shadowfell. His refuge became a windswept desolation of sand and searing heat, but it now is a place where his mausoleum was safe from his former subjects.

Environment

Sandy expanses stretch across the inhospitable climate of the Auburn Desolation in the Shadowfell. These expanses are broken by scattered rocky outcroppings. By day, white-bearded vultures circle above, seeking carrion to feast upon. The desert wasteland comes alive at night, when its denizens emerge from beneath the shifting sands.

The temperatures rise anomalously high (for the Shadowfell) by day. It is sunny, though the sun hovers just above the horizon during the day. In the evening, temperatures plummet to the Shadowfell's normal gravelike chill. Rolling dunes shift eternally, blown by the burning winds. Those same winds reveal and cover rocky outcroppings with sand.

A lone river winds through the region's barren crags, terminating at a cliff face. The Mausoleum of Ssra-Tauroch looks out of that tan and red-brown cliff face. The river's swift-flowing water is murky but fresh.

Sandblasted monuments and collapsed structures poke out of the sand before the cliff face. At night scores of mummified yuan-ti, the so-called children of Ssra-Tauroch, walk along lost boulevards and congregate in ruined buildings as if reenacting the familiar habits of the living.

The Mausoleum of Ssra-Tauroch stands as a sentinel overlooking the sand-covered ruins. The foundations of the Mausoleum are carved from the cliff to form a huge shelf on which the marble structure is built. The marble outside facade of the sepulcher is smooth, except for a large relief carving of Ssra-Tauroch.

- The interior of the mausoleum has a main floor and two subfloors, one higher in elevation than the main floor and one lower in elevation.
- Unless otherwise noted, all doors within the structure are locked, requiring a successful DC 25 Thievery check to open or a successful DC 20 Strength check to break down.
- No light sources exist within the structure.
- The ceilings throughout the mausoleum are 20 feet high.

When the adventurers approach the mausoleum, read:

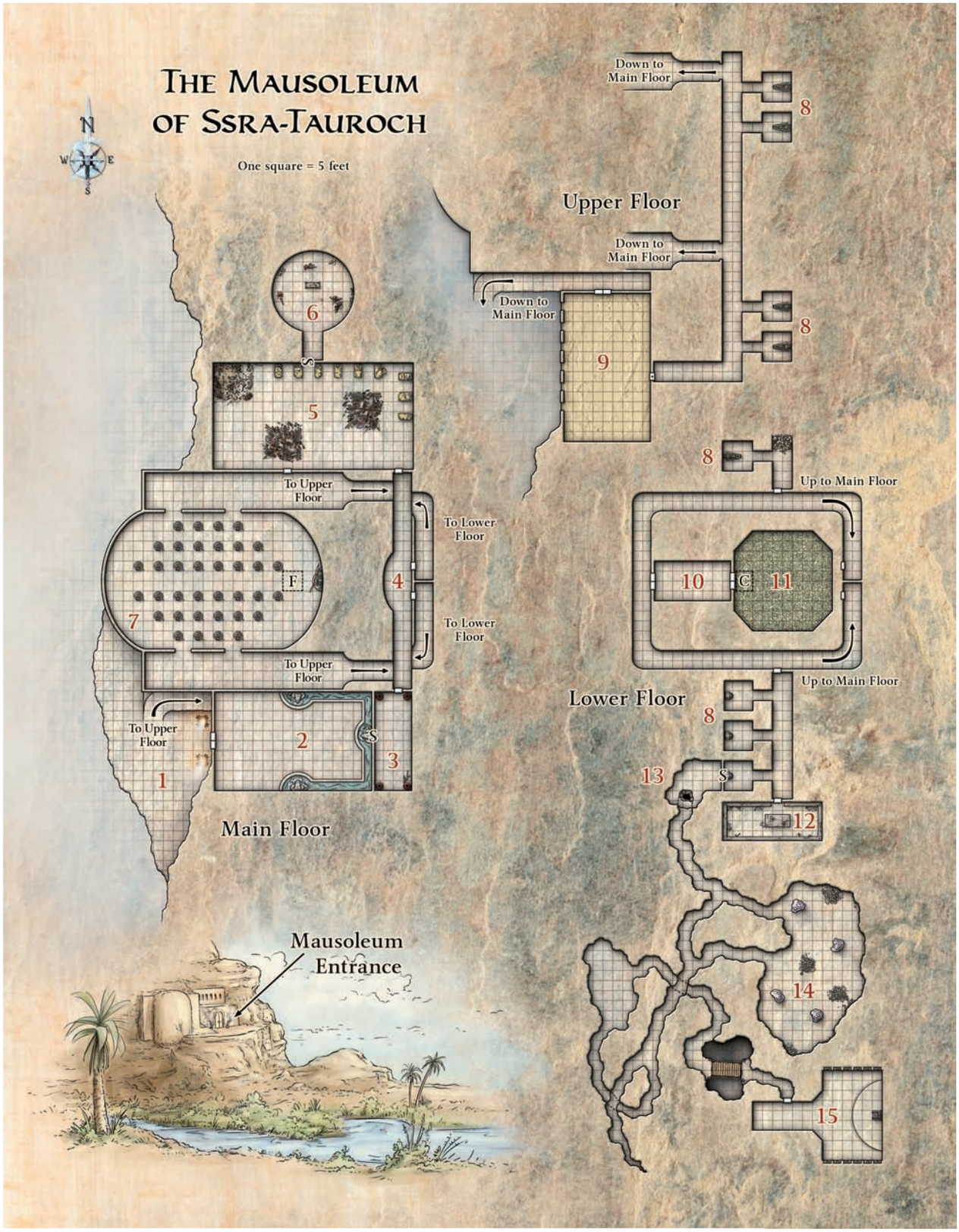
Ruins spread away from the side of a steep cliff wall. Wind-blasted monuments and collapsed structures draped in sand bear testimony to a displaced and fallen civilization. A great edifice is carved into the cliff face. The building is a reddish-brown marble structure. Its only ornament is a huge carving depicting the face of a humanoid with scales instead of skin.

Area 1: Mausoleum Ledge

The outward face of the mausoleum stands on a narrow ledge 40 feet above the sandy ground below. Climbing to the ledge requires a successful DC 20 Athletics check.

When the PCs reach the ledge outside the mausoleum, read:

The outside face of the building is smooth, and it curves toward the cliff face. As the wall ascends, it slowly arches into a great dome. The walls of the dome show stress fractures, as if the area has suffered earthquakes at some point in its past.


The Mausoleum of Ssra-Tauroch
N
W
E
S
One square = 5 feet
Upper Floor
Down to Main Floor
Down to Main Floor
Down to Main Floor
8
8
8
6
5
9
To Upper Floor
To Lower Floor
To Lower Floor
To Upper Floor
F
4
7
To Upper Floor
2
S
3
1
Main Floor
Up to Main Floor
10
C
11
Up to Main Floor
Lower Floor
8
13
S
12
Mausoleum Entrance
14
15

Area 2: Shrine of the Snake God

When the PCs enter this chamber, read:

In the center of the north, east, and south walls, a fountain head in the shape of a large statue of a snake slowly trickles water into a fountain that wraps those three walls. Carved reliefs of yuan-ti and serpents decorate the base of the fountain and the walls behind the fountain. The floors were once highly polished floors, but the persistent grit of the driven sand has given them a matte haze.

Perception Check

DC 25: *A faint seam glimmers in the wall behind the eastern fountain head. A secret passage might lie beyond.*

Optional: Slithering Surprise

Level 17 Encounter (XP 8,400)

✦ 6 shadow snakes (level 16 skirmisher, *MM* 240)

Shadowy serpents slither forth from the fountain heads to strike out at the PCs.

Area 3: Alcove

When the PCs enter this area, read:

This alcove is bare of any decoration except large urns in each of the four corners. Several small, empty niches are carved along the walls. In one corner, the disarticulated skeletal remains of long-dead humanoid are crumpled in a pile.

If there was anything else in this room, it has long since been removed by treasure hunters or other adventurers. The urns contain only ashes. The skeletal remains are all that remains of a trespasser.

Area 4: Nave of Serpents

When the PCs enter this hallway, read:

Painted on the western wall of this long hallway is a massive fresco depicting an extraordinarily detailed and regal serpent giving birth to countless species of snakes.

Religion Check

DC 20: *The serpent is likely meant to depict a serpent god, such as Zehir.*

Area 5: Rectory (Level 18)

The rectory was once the living quarters of priests of Zehir. A bone naga disciple has claimed this corner of the mausoleum as its home. It is aware of the presence of intruders and attempts to waylay the PCs as they enter the rectory. The PCs trigger the tactical encounter when they open the south door or are noticed in the room after entering by other means.

Tactical Encounter: "Disciples of Zehir," page 92.

Area 6: Shadow Vestry

When the PCs enter this circular chamber, read:

Snakes slither and twine around a simple square stone altar in the center of this circular chamber. The altar is ornamented with carved, coiled snakes at each corner. Scattered bones of various creatures lie on the floor, along with a few naturally mummified corpses. The snakes slide across these remains indiscriminately.

The snakes are mundane snakes and are not dangerous. They flee into small cracks in the floor if they are menaced. Carved into the east wall is a small niche. Inside it is a heavy coffer.

Medium Iron Coffer: AC 5, Reflex 5, Fortitude 10; hp 60. The coffer is warded with Arcane Lock. It can be opened by a Knock ritual or a successful DC 35 Thievery check or Strength check. This coffer contains two mundane holy symbols of Zehir and the treasure noted below. If displayed prominently, these holy symbols grant immunity to the effects of the altar of zealotry in Area 15.

Treasure: 1,000 gp and a *potion of vitality* (1,000 gp).

Area 7: Great Statuary Hall

When the PCs enter the hall, read:

Great battles pitting yuan-ti against mighty dragons are carved in relief along the walls of this great hall. Dozens of towering statues, each of a yuan-ti warrior in ceremonial armor, are arranged in rank and file throughout the chamber, facing east. The largest and most intricate of the giant statues in this hall stands in front of the east wall and faces toward the warrior statues.

Perception Check

DC 25: *The name "Ssra-Tauroch" is carved into the base of the largest statue.*

Area 8: Crypt

Each of these small alcoves, four on the upper floor and four on the lower floor, contains a single ornate sarcophagus either set upright on end or lying on a granite slab. The sarcophagi are empty unless you opt for an optional encounter on one or both of the floors.

Optional: Sleeping Mummies

Level 17 Encounter (XP 8,000)

✦ 4 yuan-ti abomination mummy lords (level 14 elite controller, see below)

Disturbing a sarcophagus awakens the mummified yuan-ti within it. Three other mummy lords in the crypts on the same floor awaken at the same time. All three of the additional mummy lords quickly move toward the opened sarcophagus to fight the PCs.

Yuan-Ti Abomination Mummy Lord
Level 14 Elite Controller (Leader)
Large natural humanoid (reptile, undead) XP 2,000

Initiative +13 **Senses** Perception +10; darkvision
Despair (Fear) aura **5;** enemies within the aura receive a -2 penalty to attack rolls against the mummy lord.
HP 280; **Bloodied** 140
Regeneration 10 (if the yuan-ti mummy lord takes fire damage, regeneration doesn't function on its next turn)
AC 32; **Fortitude** 32, **Reflex** 28, **Will** 31
Immune disease, poison
Resist 10 necrotic
Saving Throws +2
Action Points 1
Speed 7, climb 7

⊕ **Grasping Coils** (standard; at-will)
+18 vs. Reflex; 1d10 + 5 damage, and the target is pulled 1 square and grabbed. The yuan-ti mummy lord can grab only one creature at a time.

† **Bite** (standard; at-will) ✦ **Poison**
Grabbed target only; +18 vs. Fortitude; 1d12 + 5 poison damage, and ongoing 10 poison damage (save ends).

✧ **Mummy's Curse** (when reduced to 0 hit points)
Close burst 10; +16 vs. Will; all enemies within the burst contract level 14 mummy rot (Endurance improve DC 24, maintain DC 19, worsen DC 18). See page 95 for the disease's effects.

Alignment Evil **Languages** Draconic
Skills Endurance +15, Intimidate +14, Stealth +14
Str 22 (+13) **Dex** 18 (+11) **Wis** 16 (+10)
Con 20 (+12) **Int** 12 (+8) **Cha** 14 (+9)

Area 9: Sandy Vestibule

The double doors on the north side of this chamber are broken and can be opened by simply pulling on them. When they are opened, one of the doors falls out of its frame to land heavily within the vestibule, giving off a deep boom that echoes throughout the structure.

When the PCs enter this area, read:
Narrow, waist-high vertical slits along the western wall permit swirling winds and stinging sand access to the chamber. The floor is covered in sand several inches deep.

Iron Door: The eastern door leading deeper into the mausoleum is an iron door. The door is warded with an Arcane Lock ritual. It can be opened by a Knock ritual or a successful DC 35 Thievery check or Strength check.

Area 10: Antechamber

When the PCs enter this chamber, read:
The walls in the antechamber are bare stone. The large double doors to the east are carved intricately with snakes.

Area 11: Well of Serpents

Hundreds of mundane desert serpents writhe and slither across the floor here. The snakes are of all shapes and sizes. Beneath them, a colorful mosaic depicts a magnificent serpent.

Area 12: Embalming Room

When the PCs enter this chamber, read:
Shelves are carved into this room's stone walls. Broken clay and stone urns and a few gilded tools gather dust and cobwebs on the shelves. A slightly inclined stone table dominates the center of the room.

Area 13: Gloom Grotto

This small natural chamber is connected to one of the small crypts (Area 8). A narrow tunnel leads away from it, eventually connecting with two final areas.

Perception Check
DC 25: *A faint seam glimmers in the western wall, disclosing the existence of a secret door.*

When the PCs open the secret door and enter this area, read:
An excavated tunnel leads away from the side of the cavern.

Area 14: Catacomb Chamber

Stalactites and stalagmites fill this natural chamber. The perimeter of the chamber is lined with the skulls of many creatures, stacked haphazardly. Several areas have collapsed, leaving skulls strewn on the ground. Plaster frescos once covered the walls, but they are now so cracked and worn that it's impossible to tell what they once depicted.

Optional: All the King's Men

Level 18 Encounter (XP 9,600)

- ✦ 1 yuan-ti malison disciple of Zehir (level 17 controller, *MM* 270)
- ✦ 2 bodak reavers (level 18 soldier, *MM* 36)
- ✦ 2 slaughter wights (level 18 brute, *MM* 263)

If you choose to run this optional encounter, Ssra-Tauroch does not wait for the PCs to walk into his sepulcher. He sends a troop of guardians out to harry the adventurers, intercepting them either in Area 14 or in the small chamber to the south of that area.

Area 15: Crypt of Ssra-Tauroch (Level 19)

When the PCs enter this area, read:
An ornate throne rests upon a raised, curved dais. A mummified creature sits on the throne. Flanking that creature, two undead serpentine humanoids stand at the ready.

The PCs trigger the tactical encounter when they open the crypt's door or are noticed in the room after entering by other means.

Tactical Encounter: "Throne of Ssra-Tauroch," page 94.

Disciples of Zehir

Encounter Level 17 (8,600 XP)

Setup

1 bone naga (N)
2 shadow snakes (S)
1 wrath spirit (W)
1 blackspawn gloomweb (B)

When the PCs enter Area 5, have the players place their miniatures on the board as appropriate for their marching order. Place the bone naga, then provide the read-aloud text.

The shadow snakes, the blackspawn gloomweb, and the wrath spirit begin the encounter hidden. Place these creatures on the map only after they gain a surprise action or the PCs notice them.

When the first adventurer enters the rectory, read:

A bizarre creature is coiled in the northwest corner of the chamber with its head and upper body raised into the air. It looks like a skeletal snake topped with a large human skull with fangs.

This chamber might once have served as living quarters for the temple priests. Rotten, broken furniture is collected into three broken heaps in the room.

Perception Check

DC 13: *A malevolent humanoid apparition lurks overhead.*
DC 20: *Two large, twin-headed black snakes are poised in the east half of the room, hiding within a heap of broken furniture.*
DC 25: *A six-armed, twin-tailed, dragonlike spider with black scales hangs from the ceiling.*

Hiding and Remaining Hidden

When this encounter begins, the wrath spirit and the blackspawn gloomweb are hidden as they lurk near the ceiling, and the shadow snakes are hidden withn one of the piles of furniture. Even if the PCs are carrying a light source that illuminates the immediate area around them, they do not notice the insubstantial and shadowy forms of these creatures unless they succeed on an appropriate Perception check (see the "Setup" section).

If they are not detected initially, these creatures remain hidden until they do something to reveal their presence (in other words, move or attack). Once they have revealed themselves, they cannot become hidden again unless they attempt to do so and also succeed on a Stealth check opposed by each PC's passive Perception check.

Bone Naga (N) — **Level 16 Elite Controller**
Large immortal magical beast (undead) — XP 2,800

Initiative +11 — **Senses** Perception +13; darkvision
Death Rattle (Necrotic) aura 2; any enemy that starts its turn within the aura is dazed until the end of its next turn.
HP 328; **Bloodied** 164
AC 32; **Fortitude** 32, **Reflex** 28, **Will** 29
Immune disease, poison; **Resist** 20 necrotic; **Vulnerable** 10 radiant
Saving Throws +2
Speed 7
Action Points 1

⊕ **Bite** (standard; at-will) ✦ **Necrotic**
Reach 2; +20 vs. AC; 2d4 + 6 damage, and ongoing 5 necrotic damage (save ends). *Aftereffect:* The target is weakened (save ends).

⇲ **Death Sway** (standard; at-will) ✦ **Necrotic**
Close burst 3; blind creatures are immune; +21 vs. Will; the target is dazed (save ends). If the target is already dazed, it takes 2d6 + 6 necrotic damage instead.

Alignment Unaligned — **Languages** Common, Draconic, Supernal
Skills Arcana +18, History +18, Insight +18, Religion +18

Str 22 (+14)	**Dex** 16 (+11)	**Wis** 20 (+13)
Con 28 (+17)	**Int** 20 (+13)	**Cha** 22 (+14)

2 Shadow Snakes (S) — **Level 16 Skirmisher**
Large shadow beast (reptile) — XP 1,400 each

Initiative +17 — **Senses** Perception +13; darkvision
HP 158; **Bloodied** 79
AC 30; **Fortitude** 28, **Reflex** 29, **Will** 27
Resist 10 poison
Speed 7, climb 7; see also *shifting shadowstrike*

⊕ **Bite** (standard; at-will) ✦ **Poison**
Reach 2; +21 vs. AC; 2d6 + 7 damage, and ongoing 10 poison damage (save ends).

⊕ **Double Attack** (standard; at-will) ✦ **Poison**
The shadow snake makes two bite attacks and shifts up to 1 square before, between, or after the attacks.

⊕ **Shifting Shadowstrike** (standard; encounter) ✦ **Poison**
The shadow snake shifts up to 7 squares and makes a bite attack against two different targets at any points during its move.

Vanish into the Night (standard; encounter)
The shadow snake gains the insubstantial and phasing qualities, and is invisible in dim light, until the end of its next turn.

Alignment Evil — **Languages** –
Skills Stealth +20

Str 20 (+13)	**Dex** 25 (+15)	**Wis** 10 (+8)
Con 22 (+14)	**Int** 4 (+5)	**Cha** 20 (+13)

Tactics

The bone naga is not surprised by the appearance of the adventurers. In fact, through its wrath spirit servitor, the naga has been kept apprised of the adventurers' expedition through the mausoleum. It has no fear of the PCs and in fact invites them to come forward to engage it.

Round 1: The bone naga positions itself among the PCs before attacking with *death sway*.

If the characters did not detect them, the shadow snakes, the wrath spirit, and the blackspawn gloomweb begin the first round of combat hidden. The blackspawn readies an action to drop from its height

Wrath Spirit (W)	**Level 17 Soldier**
Medium shadow humanoid (undead)	XP 1,600

Initiative +11 **Senses** Perception +12; darkvision
HP 111; **Bloodied** 55
AC 33; **Fortitude** 27, **Reflex** 29, **Will** 30
Immune disease, poison; **Resist** insubstantial
Speed fly 6 (hover); phasing

Keening Sword (standard; at-will) ✦ **Psychic**
+24 vs. AC; 2d8 + 7 psychic damage, and the target is marked until the end of the wrath spirit's next turn.

Exploding Head (standard; recharge ⚁ ⚅) ✦ **Fear, Necrotic**
The wrath spirit materializes a flaming semblance of its missing head and hurls it: Area burst 2 within 10; +21 vs. Fortitude; 3d10 + 7 necrotic damage, and the target is immobilized and marked (save ends both). *Miss:* Half damage, and the target is marked but not immobilized.

Burning Challenge (immediate reaction, when a target marked by the wrath spirit makes an attack that does not include the wrath spirit; at-will) ✦ **Psychic**
The triggering enemy target takes ongoing 10 psychic damage and is dazed (save ends both).

Alignment Evil **Languages** Common
Str 16 (+11) **Dex** 17 (+11) **Wis** 18 (+12)
Con 15 (+10) **Int** 22 (+14) **Cha** 24 (+15)

Blackspawn Gloomweb (B)	**Level 16 Lurker**
Large natural beast (reptile)	XP 1,400

Initiative +19 **Senses** Perception +8; darkvision
HP 120; **Bloodied** 60
AC 30; **Fortitude** 26, **Reflex** 27, **Will** 20; see also *gloom*
Resist 15 acid
Speed 8, climb 8 (spider climb); see also *mobile melee attack*

Bite (standard; at-will) ✦ **Acid**
+21 vs. AC; 2d10 + 6 damage, and ongoing 5 acid damage (save ends).

Goring Charge (standard; at-will)
The blackspawn gloomweb makes a charge attack: +21 vs. Fortitude; 2d8 + 7 damage, the target is knocked prone, and the blackspawn gloomweb makes a bite attack against the same target.

Mobile Melee Attack (standard; at-will)
The blackspawn gloomweb can move up to half its speed and make one melee basic attack at any point during that movement. The creature doesn't provoke opportunity attacks when moving away from the target of its attack.

Acidic Web (standard; at-will) ✦ **Acid**
Ranged 10; +20 vs. Reflex; the target takes ongoing 10 acid damage and is restrained (save ends both).

Gloom
If the blackspawn gloomweb does not move on its turn, the shadows that constantly swirl around its form settle into a cloudlike mass that grants concealment until the beginning of its next turn.

Alignment Unaligned **Languages** –
Skills Stealth +20
Str 22 (+14) **Dex** 24 (+15) **Wis** 10 (+8)
Con 18 (+12) **Int** 2 (+4) **Cha** 8 (+7)

onto a PC moving beneath it, using its *goring charge* as it does so.

If the characters did notice any of the other creatures, those creatures enter combat immediately, employing the tactics described for them in the next paragraph.

Round 2: The shadow snakes enter the fray by using *shifting shadowstrike*. The wrath spirit hurls its *exploding head*. The blackspawn gloomweb continues to wait for an opportune time to use its *goring charge*.

Round 3+: The bone naga alternates between its bite and *death sway* as tactically appropriate. The wrath spirit attacks with *keening sword*. The shadow snakes use *vanish into the night* and follow that with their vicious *double attacks*.

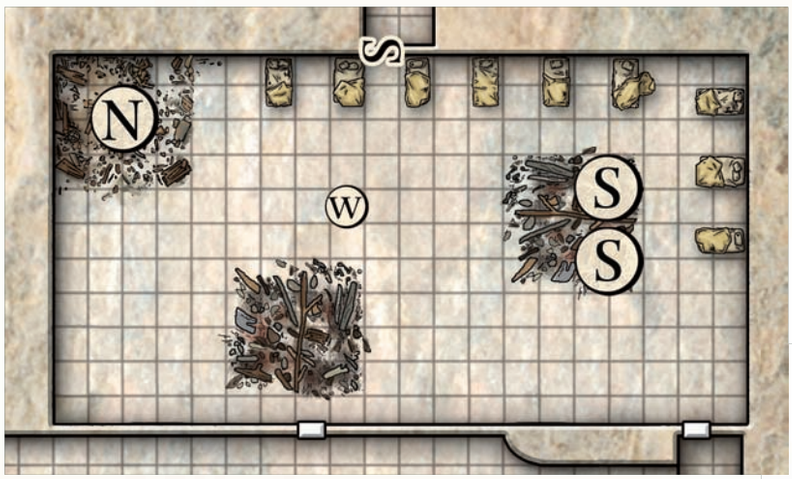
If no PC moves beneath the blackspawn in the first two rounds, it uses *acidic web* first on foes in range, then drops down and charges. As the encounter goes on, it makes liberal use of *mobile melee attack*. If it begins its turn adjacent to a single enemy, the creature prefers to make a basic attack and avoid moving so that it can use *gloom* to give itself concealment.

Features of the Area

Illumination: Darkness.

Secret Stone Door: AC 5, Reflex 5, Fortitude 20; 40 hit points; break Strength DC 25. A secret door (Perception DC 30 to discover) in the north wall leads to the shadow vestry (Area 6).

Broken Furniture Heaps: The piles of broken furniture count as difficult terrain for the characters and the bone naga but not for the other creatures.



Throne of Ssra-Tauroch

Encounter Level 19 (11,600 XP)

Setup

Ssra-Tauroch (S)
2 corrupted yuan-ti malison incanters (Y)
1 Ssra-Tauroch's altar of zealotry trap

The PCs have entered the deepest chamber of the mausoleum, the Crypt of Ssra-Tauroch. Provide the read-aloud text, then place Ssra-Tauroch and the corrupted yuan-ti malison incanters as shown on the map. The area affected by the altar of zealotry is indicated by the dotted lines. If the PCs have some business with Ssra-Tauroch, they can converse—the mummy doesn't attack first, but will attempt to viciously finish any fight once it is begun.

When the adventurers enter this area, read:
The walls of this crypt are covered with glyphs and pictographs. At the far end of the chamber rests a large, elder yuan-ti on an ornate throne that faces a large altar. The yuan-ti is wrapped almost completely in white strips of funeral linen yellowed with age. Two dull-eyed yuan-ti stand on either side of the altar.

Ssra-Tauroch's Altar of Zealotry — Level 15 Lurker
Trap — XP 1,200

A large altar devoted to Zehir is the centerpiece of a trap that attempts to control unbelievers who approach it.

Trap: The trigger area encompasses nearly the entire crypt. It draws its energy from living creatures not devoted to Zehir, and functions only as long as such creatures are within the area it affects.

Perception
No check is required to see the altar.

Additional Skill: Religion
✦ DC 27: The character recognizes the nature of the altar and realizes that the trap can be negated by destroying the altar.

Initiative +6

Trigger
When characters enter the area, the trap activates and rolls initiative. The trap continues its attacks until no living unbelievers remain in the area.

Attack
Standard Action **Ranged** sight
Target: One random creature within the area not bearing the holy symbol of Zehir
Attack: +19 vs. Will
Hit: The target is dominated by Ssra-Tauroch until the end of the trap's next turn.
Aftereffect: The target is dazed until the end of the trap's next turn.

Countermeasures
✦ A character can attack the altar (AC 26, other defenses 24; hp 125; resist 10 all). Destroying the altar disables the trap.

Ssra-Tauroch (S) — **Level 17 Solo Controller**
Mummy lord
Large natural humanoid (reptile, undead) — XP 8,000

Initiative +12 **Senses** Perception +17; darkvision
Zehir's Favor (Healing, Poison) aura 10; any ally within the aura at the start of the ally's turn regains 5 hit points, while any enemy within the aura at the start of the enemy's turn takes 5 poison damage.
Despair (Fear) aura 3; any enemy within the aura takes a -4 penalty to attack rolls against Ssra-Tauroch until it damages Ssra-Tauroch.
HP 820; **Bloodied** 410
Regeneration 10 (if Ssra-Tauroch takes fire damage, regeneration doesn't function until the end of its next turn)
AC 33 (see also *shielding wallop*); **Fortitude** 31, **Reflex** 28, **Will** 31
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +5
Speed 5
Action Points 2

⊕ **Scepter of Ssra-Tauroch** (standard; at-will) ✦ **Poison, Weapon**
+22 vs. AC; 1d8 + 9 damage, and the target takes ongoing 10 poison damage (save ends).

Shielding Wallop (standard; recharge ⚁ ⚂) ✦ **Poison, Weapon**
Ssra-Tauroch makes two *scepter of Ssra-Tauroch* attacks against the same target. If both attacks hit, the target is also pushed 3 squares and is immobilized (save ends), and Ssra-Tauroch and one adjacent ally gain a +1 power bonus to AC until the end of Ssra-Tauroch's next turn.

Scaletongue (minor; recharge ⚁ ⚂) ✦ **Charm**
Ranged 10; +22 vs. Will; the target is dominated (save ends).
Aftereffect: The target is dazed (save ends).

Curse of Ssra-Tauroch (when first bloodied) ✦ **Cold, Necrotic**
Close burst 3; +20 vs. Fortitude; 2d4 + 6 necrotic damage, and the target takes ongoing 10 cold damage and is immobilized (save ends both).

Pestilence of Doom (standard; encounter) ✦ **Necrotic**
Area burst 2 within 10; +20 vs. Fortitude; 3d8 + 9 necrotic damage, and the target takes a -2 penalty to all defenses until the end of Ssra-Tauroch's next turn. *Aftereffect:* The target contracts level 17 mummy rot (see below).

Alignment Evil **Languages** Common, Draconic
Skills History +15, Insight +17, Intimidate +18, Religion +15

Str 22 (+14)	**Dex** 19 (+12)	**Wis** 18 (+12)
Con 20 (+13)	**Int** 15 (+10)	**Cha** 21 (+13)

Equipment *scepter of Ssra-Tauroch* (mace)

2 Corrupted Yuan-Ti Malison Incanters (Y)
Level 15 Artillery (Leader)
Medium natural humanoid (reptile, undead) XP 1,200 each

Initiative +13 **Senses** Perception +13; darkvision
Zehir's Shield aura 10; any ally within the aura gains a +2 power bonus to all defenses.
HP 118; **Bloodied** 59; see also *poisoned domination* and *slither away*
AC 29; **Fortitude** 26, **Reflex** 27, **Will** 27; see also *deflect attack* and *slither away*
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 7; see also *slither away*

Bite (standard; at-will) ✦ **Poison**
+22 vs. Fortitude; 1d6 + 6 damage, and the target takes ongoing 5 poison damage (save ends).

Mindwarp (standard; at-will) ✦ **Psychic**
Ranged 20; +22 vs. AC; 2d6 + 7 psychic damage, and the target is dazed (save ends).

Poisoned Domination (standard; recharges when first bloodied) ✦ **Charm**
Ranged 5; affects a creature taking ongoing poison damage; +20 vs. Will; the target is dominated until the end of the corrupted yuan-ti malison incanter's next turn. *Aftereffect:* The target is dazed (save ends).

Zehir's Venom (standard; recharge ⚁ ⚂ ⚃) ✦ **Poison**
Ranged 10; affects a creature taking ongoing poison damage; +20 vs. Fortitude; 2d10 + 6 poison damage, and the target is dazed (save ends).

Deflect Attack (immediate interrupt, when hit by an attack; recharge ⚂ ⚃)
The corrupted yuan-ti malison incanter transfers the attack's damage and effects to an adjacent ally.

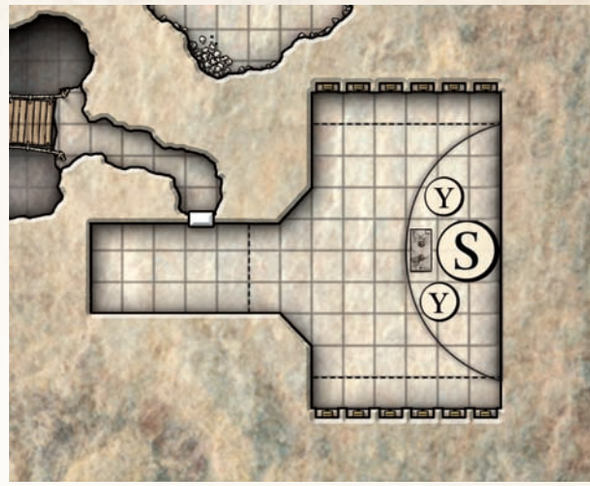
Slither Away
While bloodied, the corrupted yuan-ti malison incanter gains +2 speed and a +5 bonus to all defenses.

Alignment Evil **Languages** Common, Draconic
Skills Arcana +19, Bluff +19, History +19, Insight +18, Stealth +18
Str 16 (+10) **Dex** 22 (+13) **Wis** 22 (+13)
Con 22 (+13) **Int** 25 (+14) **Cha** 25 (+14)

Tactics

Ssra-Tauroch has no contingency plan for escape. If the PCs make it to his crypt and defeat him, he is resigned to that fate. However, Ssra-Tauroch has no desire to pass on to the halls of Zehir without a fight. The mummy lord is an intelligent strategist, employing the best possible tactics against his enemies.

Ssra-Tauroch and his lieutenants focus their attacks on PCs who are not already dominated because of the trap. Because all three of these creatures also have abilities that make their victims dominated, the characters might have a hard time making headway against their enemies until after they disable the trap.



Round 1+: Ssra-Tauroch opens combat with *scaletongue*, followed by *pestilence of doom* targeted to catch the largest number of characters. When forced into melee or if his *scaletongue* has not recharged, he engages in melee with *shielding wallop* and his *scepter of Sraa-Tauroch*.

The corrupted yuan-ti malison incanters remain at Ssra-Tauroch's side, attacking with *mindwarp* until the PCs move into melee range. At that point, they interpose themselves between the PCs and Ssra-Tauroch, using their bite attacks, and then follow with *Zehir's venom* and *poisoned domination* when possible, targeting adventurers who are taking ongoing poison damage caused by their or Ssra-Tauroch's powers.

Features of the Area

Illumination: Darkness.

Dais: The altar and Ssra-Tauroch's throne are situated on a platform 5 feet above the floor of the rest of the crypt. Creatures on the dais have combat advantage against those on the lower floor. Ascending or descending from the dais costs 1 extra square of movement.

Treasure: Ssra-Tauroch begins the encounter sitting on a large, ornate throne (15,000 gp art object). The throne is a rectangular wooden bench with arms crafted of mithral and gold and encrusted with ten fire opals and a large ruby.

Mummy Rot **Level 17 Disease** **Endurance** improve DC 26, maintain DC 21, worsen DC 20 or lower

The target is cured.

◀ **Initial Effect:** The target regains only half the normal number of hit points from healing effects.

◀▶ The target regains only half the normal number of hit points from healing effects. In addition, the target takes 10 necrotic damage, which cannot be healed until the target is cured of the disease.

▶ **Final State:** The target dies.

Kravenghast Necropolis

A lair for five 19th-level adventurers

Kravenghast Necropolis is hidden in a valley that was formerly part of a now-dead city. It consists of a small cemetery that sits atop an abandoned necromancer's laboratory. The necropolis has been refitted as a temple to Vecna, the undead god of secrets. The mausoleum in the cemetery contains a secret spiral staircase that leads to the underground laboratory. The temple is populated by a twisted cult of Vecna, led by the lich-priest Mauthereign.

For more information about the cult and Mauthereign's beliefs and goals, see "The Scroll of Mauthereign" on page 215 and the entry for Vecna on page 212.

Background

History DC 22: A decade ago, evil humans inhabited the valley where the cemetery of Kravenghast Necropolis now stands. Obsessed with death, the people performed living sacrifices on the tops of the mountains that frame both ends of the valley. They buried the mangled remains of the sacrifices in unhallowed graves in a central cemetery. Over time, the sacrifice victims rose as undead, though they were confined to the place of their burial.

History DC 27: The evil humans answered to a necromancer named Kravenghast. Kravenghast used rituals to bind the undead of the graveyard to his purposes. He built an arcane laboratory under the cemetery to house his experiments and his acolytes. The self-reinforcing energies of his experiments mixed with the unliving influence of the walking undead above, creating a location ideal for the study of death. Few places in the world were as sodden with necromantic influence as the valley, its central cemetery, and what lay below. Over time, the central cemetery spread out, and the homes of the living were turned into crypts of the dead. Finally, no living creatures remained in the valley. When Kravenghast went missing, the entire place passed out of civilized knowledge.

History DC 29: Five years ago, a priest of Vecna named Mauthereign found the necropolis, which had become overgrown by the resurging grasses and foliage of the mountain valley. He uncovered the heart of the cemetery and bound the undead that yet lingered there, many of which had only grown in power with their age and proximity to that which lay below. Mauthereign, a lich, attracted followers who serve him in his crazed worship of the Lord of Secrets, Vecna.

Hook: Punish the Butchers

Strange reports of monsters appearing in the night have spread far and wide. The monsters seize commoners and maim and blind them. Multiple sightings imply that these hauntings originate from the dreary valley to the east, a blighted land with an ugly history.

The adventurers come upon or are presented with maimed and blinded villagers, some missing a limb, others one eye, and more than a few dead in the bargain from shock and blood loss. Evidence suggests that the agents responsible for these reprehensible actions might lie as close as the next valley over.

Environment

Kravenghast Necropolis is situated in the center of a valley flanked by two high mountains. The region around the necropolis for several hundred feet is blighted by rampant necromantic energy leaking from that which shelters beneath its weathered grave markers.

The following traits exist within the area of the cemetery, the mausoleum, and the underground complex:

- The DCs of all Heal checks increase by 2.
- Powers that have the radiant keyword take a -1 penalty to the attack roll.
- Powers that have the fear keyword gain a +1 bonus to the attack roll.
- Sources of bright illumination (such as lanterns or torches), whether mundane or magical, have their radiuses halved and their intensity reduced to dim.

As the adventurers approach the cemetery, read:
This ancient, partially overgrown cemetery sits at the bottom of a bleak valley. The heart of the graveyard is ringed by a rusted but still functional iron fence topped with sharp spikes.

The area around the graveyard is blighted and twisted. Plants are withered, animals are sickly, and carcasses litter the ground. Ruined bits of rock and a sculpture peek out here and there among the long tufts of stringy brown grass, thorny vines, and tough bushes. Some sickly splotches of electric yellow-green leaves and intense purple flowers that belong to an odd strain of wild thistles serve as a contrast to the otherwise gray-green and brown foliage.

Area 1: The Graveyard (Level 19)

Before the characters can confront the occupants of the mausoleum and what lies beneath it, they must deal with the creatures that prowl among the gravestones.

Arrange for the PCs to approach the heart of the graveyard from the northwest or northeast, so that they can get over the fence without immediately attracting the attention of the monsters that await. The rusted iron fence presents no real obstacle, but each character must spend a standard action to get over the fence in either direction.

When the characters get over the fence and are all in the graveyard, read:
From what you can see, the fenced-in area is dotted with a large number of graves. In the center of this area is a rectangular building that looks like an enormous above-ground crypt.

The PCs trigger the tactical encounter when any of them move to within 2 squares of the building or within 2 squares of one of the undead guardians.

Tactical Encounter: "The Necropolis," page 98.

Area 2: The Mausoleum (Level 15 or Level 19)

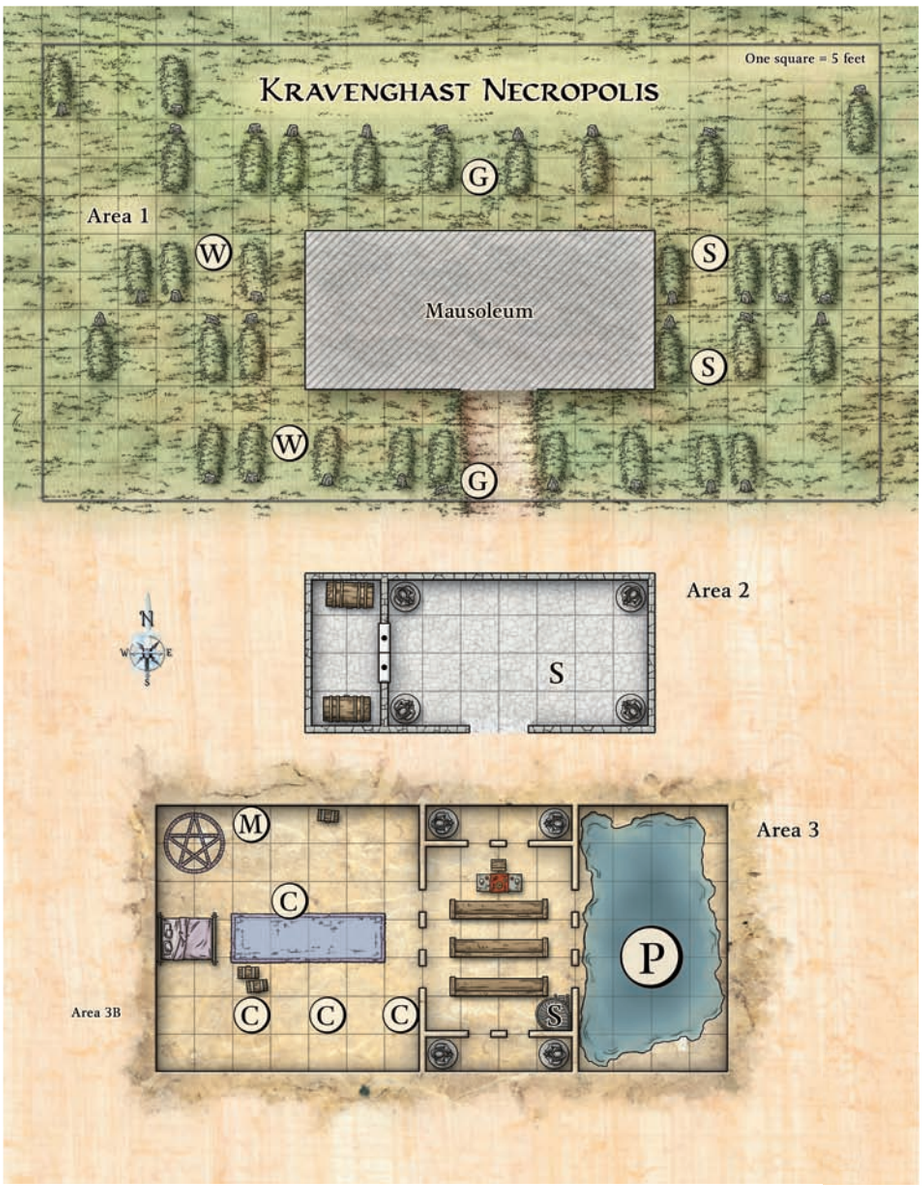
Inside the rectangular building, the characters face a two-stage encounter. They trigger the tactical encounter when one of them moves through the archway on the south wall and into the structure.

Tactical Encounter: "The Mausolem," page 100.

Area 3: Sanctuary and Shrine (Level 21)

In the climactic encounter of their mission, the characters confront a lich they might have been expecting and another one they certainly did not anticipate. The tactical encounter begins when one PC descends the spiral staircase and emerges into the central chamber.

Tactical Encounter: "Sanctuary and Pool," page 102.



The Necropolis

Encounter Level 19 (11,200 XP)

Setup

2 slaughter wights (S)
2 sword wraiths (W)
2 nabassu gargoyles (G)

Two slaughter wights, two sword wraiths, and two nabassu gargoyles stalk the graves in the overgrown cemetery, waiting for any of the living to invade their territory. None of the creatures is initially visible while the adventurers remain outside the fence. The sword wraiths are using their phasing ability, and the slaughter wights and nabassu gargoyles are hiding within the high grass, which provides total concealment.

If any of the PCs investigates the gravestones, read:

A casual perusal of the headstone inscriptions reveals them to be worn and faded to the point that most are unreadable. Those that are decipherable bear the name of the occupant and the words "Death is a doorway" or minor variations on that message.

The undead begin their attack when one or more of the characters move to within 2 squares of the mausoleum in the graveyard's center, or when any character moves to within 2 squares of one of the monsters. Roll initiative.

2 Slaughter Wights (S) — **Level 18 Brute**
Medium natural humanoid (undead) — XP 2,000 each

Initiative +14 **Senses** Perception +13; darkvision
HP 182; **Bloodied** 91; see also *death wail*
AC 30; **Fortitude** 30, **Reflex** 27, **Will** 26
Immune disease, poison; **Resist** 20 necrotic; **Vulnerable** 10 radiant
Speed 7

Claw (standard; at-will) ✦ **Healing, Necrotic**
+21 vs. AC; 3d6 + 8 necrotic damage, the target loses a healing surge and is weakened (save ends), and the slaughter wight regains 15 hit points.

Death Wail (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 5; targets enemies; +21 vs. Fortitude; 2d6 + 4 necrotic damage. Undead allies in the burst can make a basic attack as a free action.

Alignment Chaotic evil **Languages** Common
Str 26 (+17) **Dex** 20 (+14) **Wis** 9 (+8)
Con 22 (+15) **Int** 12 (+10) **Cha** 18 (+13)

2 Sword Wraiths (W) — **Level 17 Lurker**
Medium shadow humanoid (undead) — XP 1,600 each

Initiative +19 **Senses** Perception +14; darkvision
HP 90; **Bloodied** 45; see also *death strike*
Regeneration 10 (if a sword wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 30; **Fortitude** 29, **Reflex** 30, **Will** 32
Immune disease, poison; **Resist** 20 necrotic, insubstantial; **Vulnerable** 10 radiant (see also *regeneration* above)
Speed fly 8 (hover); phasing; see also *shadow glide*

Shadow Sword (standard; at-will) ✦ **Necrotic**
+20 vs. Reflex; 2d8 + 7 necrotic damage, and the target is weakened (save ends).

Death Strike (when reduced to 0 hit points) ✦ **Necrotic**
The sword wraith shifts up to 4 squares and makes a melee basic attack, dealing 2d8 extra necrotic damage on a hit.

Combat Advantage ✦ **Necrotic**
A sword wraith deals 2d6 extra necrotic damage against any target it has combat advantage against.

Shadow Glide (move; encounter)
The sword wraith shifts up to 6 squares.

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

Alignment Chaotic evil **Languages** Common
Skills Stealth +20
Str 14 (+10) **Dex** 24 (+15) **Wis** 12 (+9)
Con 18 (+12) **Int** 11 (+8) **Cha** 24 (+15)

2 Nabassu Gargoyles (G) — **Level 18 Lurker**
Medium elemental humanoid (earth) — XP 2,000 each

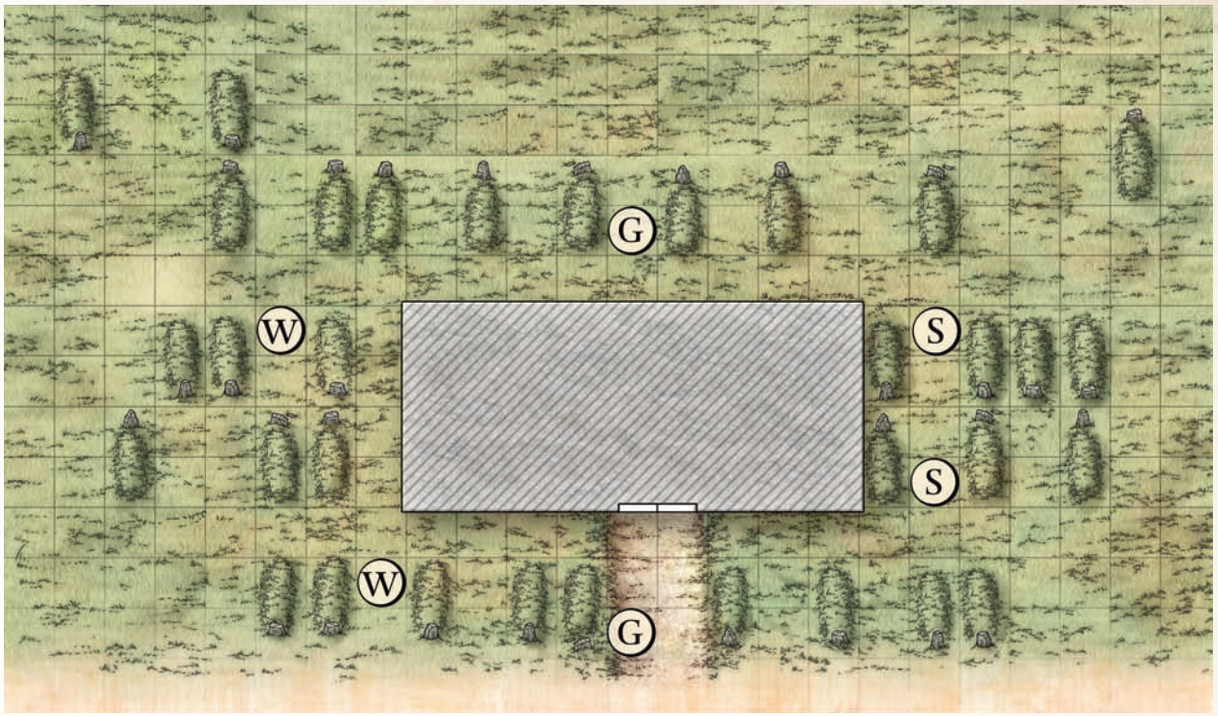
Initiative +20 **Senses** Perception +17; darkvision
Bloodfire Gaze (**Fire**) aura 2; any creature taking ongoing damage that enters the aura or starts its turn within the aura takes 5 fire damage and is weakened (the weakened effect ends when the creature leaves the aura). This aura is not active while the nabassu gargoyle is in *stone form*.
HP 136; **Bloodied** 68
AC 32; **Fortitude** 30, **Reflex** 30, **Will** 28
Immune petrification
Speed 6, fly 8

Claw (standard; at-will)
+23 vs. AC; 2d8 + 7 damage, and ongoing 5 damage (save ends).

Savage Bite (standard; recharge ⚁ ⚅) ✦ **Healing**
+23 vs. AC; 2d6 + 7 damage, or 2d10 + 7 damage against a bloodied or weakened target. In addition, the gargoyle regains a number of hit points equal to the amount of damage dealt.

Stone Form (standard; at-will)
The gargoyle becomes a statue and gains resist 30 to all damage, regeneration 5, and tremorsense 10. It loses all other senses and can take no actions in stone form other than revert to its normal form (as a minor action).

Alignment Evil **Languages** Primordial
Skills Stealth +21
Str 25 (+16) **Dex** 24 (+16) **Wis** 17 (+12)
Con 22 (+15) **Int** 5 (+6) **Cha** 20 (+14)



Tactics

The wights attack head-on, but the gargoyles and the wraiths use stealth and hit-and-run tactics, attempting to keep the PCs off balance.

Round 1: Slaughter wights revel in combat, and those wandering among the gravestones are no different. When the undead become aware of the PCs, the wights charge toward the nearest target, taking as direct a path as possible between the headstones, and bring their claw attacks to bear. If they have a choice of targets, they try to focus their claw attacks on foes who have little or no armor.

Using *stone form,* the nabassu gargoyles pretend to be statues until the slaughter wights attack the PCs. Then they fly into battle, closing to melee with their claws and hoping to affect wounded enemies with their *bloodfire gaze*. Each of them uses *savage bite* against the first PC that succumbs to its aura.

The sword wraiths lurk in the shadows, waiting to prey on enemies that attempt to hide or stay away from the wights. When the opportunity arises, they try to flank PCs to gain combat advantage while stabbing with their *shadow swords.*

Round 2+: When one of the wights is destroyed, it gives voice to a *death wail* that deals necrotic damage to the PCs but also gives nearby undead allies within 5 squares a basic attack as a free action against adjacent PCs. The other wight and the gargoyles fight to the death—and they will pursue characters who enter the mausoleum (Area 2) before dealing with them.

If a sword wraith is bloodied, it turns tail, phasing into the ground.

Features of the Area

Illumination: Dim light (even during daylight hours, a strange gloom suffuses the area).

Graves: The graves depicted on the map are ones that have disgorged their contents in the form of undead. The earth in these spots is soft and counts as difficult terrain. The gravestones are not large enough to impede movement or provide cover.

If any industrious character decides to dig down into a grave, that act requires 5 minutes per grave and the use of some sort of digging tool. (A sword or an axe works in a pinch.) The first excavation uncovers a scroll tube containing a Speak with Dead ritual scroll. For each other grave excavated, roll 1d8 and refer to the following table, but cross off items 4 through 8 after they are discovered.

GRAVE GOODS

d8	Item Found
1	Nothing
2	Empty pine coffin
3	Empty iron coffin
4	Iron coffin containing a ruby chess set (500 gp)
5	Sarcophagus containing a gold hourglass (300 gp)
6	Iron coffin containing an *iron ring of the dwarf lords* (21,000 gp) or an item from a character's magic item wish list (*DMG* 125)
7	Sarcophagus containing an emerald bracelet (200 gp)
8	Pine coffin containing crystal chimes (600 gp)

Mausoleum: The building in the center of the graveyard is described in the following tactical encounter.

The Mausoleum

Encounter Level 15 (6,000 XP)
(if the PCs are victorious in the skill challenge)
or
Encounter Level 19 (12,000 XP)
(if the PCs defeat Kravenghast in combat)

Setup

Vecna's Revenge trap
Kravenghast (K)

The mausoleum is divided into two areas: the entrance foyer and the crypt. The crypt is located behind the double doors on the western wall of the foyer. The entrance foyer is a trap, and the wraith Kravenghast waits in the crypt beyond.

Entrance Foyer

The foyer is entered through an archway in the south. Four statues, one in each corner of the foyer, wait to loose a deadly trap.

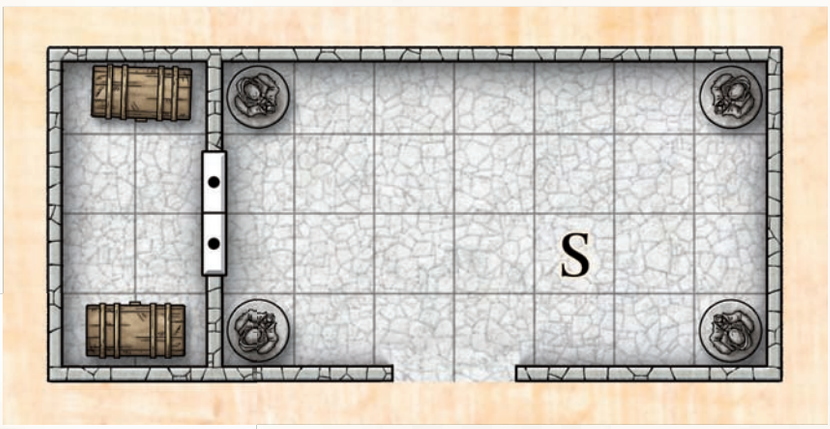
When the adventurers enter the entrance foyer, read:
This dimly lit chamber is lined with ossuary shelves except along the western wall, which contains great bronze double doors. Each of the four corners of the room holds a statue of a humanoid lich.

Religion Check
DC 30: *The lich depicted in the sculptures reminds you of likenesses of Vecna you have seen, but each statue has all its limbs and eyes.*

Secret Door (Trapdoor): The foyer contains a secret trapdoor near the center of the room (see Features of the Area).

Crypt

The doors opening onto the crypt are locked, and require a successful DC 31 Thievery check or Strength check, or a successful Knock ritual, to open.



Vecna's Revenge Trap	Level 18 Elite Blaster 4,000 XP

The left arm of each these four statues is outstretched, pointing to the center of the room. The four statues pulse, releasing a life-sucking bolt of fell energy.

Trap: The trigger area of the trap is the entire foyer. When a living creature enters the foyer or ends its turn in the foyer, the statue closest to that creature releases a ray of necrotic energy that attacks the target.

Perception
✦ DC 27: The statues have a faint aura of shadowy energy.

Additional Skill: Arcana
✦ DC 30: The character recognizes the trap as one used by some death cultists.

Trigger
When a living creature enters the foyer or remains within the foyer at the end of its turn, the trap is triggered, hitting that target with necrotic energy. The trap can trigger multiple times in one round, once for each time a living creature enters the room or ends its turn there.

Attack ✦ Necrotic
Immediate Reaction or **Opportunity Action** **Ranged** 5
Target: Living creature within the room
Attack: +22 vs. Fortitude
Hit: 2d10 + 5 necrotic damage, and ongoing 10 necrotic damage (save ends).
Miss: Half damage

Countermeasures
✦ A character adjacent to one of the statues can disable the trap with a successful DC 30 Thievery check.

This chamber holds the worldly remains of Kravenghast, the original necromancer who created the surrounding cemetery.

When the adventurers enter the crypt, read:
The shadowy, ever-shifting spectral form of a humanoid floats above the ground between two sarcophagi.

Religion Check
DC 25: *The figure pauses as if intending to speak, but seems unable to find its tongue. Perhaps a Speak with Dead ritual would give it the voice it desires to communicate.*

The PCs can try to converse with Kravenghast's wraith. If they perform a Speak with Dead ritual, they can convince Kravenghast to tell his story if they achieve victory in a skill challenge.

Confer with Kravenghast **Level 18**
Skill Challenge XP 2,000

The transparent, shadowy humanoid form speaks. "I am Kravenghast. Tell my why I should share the secrets of my life with you."

To learn what Kravenghast knows, you must give it a reason to help you.
Complexity 1 (requires 4 successes before 3 failures)
Primary Skills Bluff, Diplomacy, Insight
Victory Kravenghast describes all the information provided under the Background section on page 96. If asked, he describes how, as he was preparing to become a lich, death found him when he fell from a great height while climbing one of the peaks over the valley—a simple accident. Kravenghast also indicates where the PCs can find the secret trapdoor into the lower temple, which (as he informs them) has been converted to a temple of Vecna by the priest Mauthereign.
Defeat Kravenghast answers no questions and attacks the party.
Bluff DC 27 (1 success, no maximum successes).
A character who succeeds on this check feigns some connection with Kravenghast, or convinces him that the character is an admirer of his work and deeds.
Diplomacy DC 22 (1 success, no maximum successes).
A character who succeeds on this check uses courtesy to flatter Kravenghast.
Insight DC 27 (1 success, no maximum successes).
Failure on this check triggers a psychic feedback, and the PC takes a -2 penalty to saves until the PC takes an extended rest. Failing this check also ends the skill challenge in defeat.
A character who succeeds on this check feels Kravenghast's emotional ruin and uses this understanding to befriend him.

Tactics

If it comes to a fight, Kravenghast fights directly but intelligently.

Round 1+: Kravenghast charges the largest PC, seeking to wither the target with his *decomposing touch*. He uses his *shadowdrain ray* on a weaker-looking target. In later rounds, Kravenghast continues to focus on the same PCs with similar tactics unless they prove resistant or another PC takes actions too dangerous to ignore.

Features of the Area

Illumination: Darkness or dim light (see page 96).

Sarcophagi: The two sarcophagi in the crypt can be opened easily. They appear to be empty of all but dust at first glance. However, a successful DC 31 Perception check involving the southern one reveals that it has a false bottom.

Treasure: Below the false bottom is 3,300 gp, 35 pp, 1,000 gp worth of residuum in a ceramic vial, 1,000 gp worth of gems, and a +4 *orb of inevitable continuance* (85,000 gp).

Statues: These four statues comprise the Vecna's Revenge trap and form the corners of the trap's area.

Secret Door (Trapdoor): The entrance foyer has a secret trapdoor near the center of the room. A successful DC 29 Perception check reveals the trapdoor, which hides a secret spiral staircase that leads to the sanctuary in Area 3.

Kravenghast (K) **Level 17 Solo Lurker**
Medium shadow humanoid (undead) XP 8,000

Initiative +18 **Senses** Perception +14; darkvision
Regeneration 10 (if Kravenghast takes radiant damage, regeneration doesn't function until the end of his next turn)
HP 560; **Bloodied** 280
AC 32; **Fortitude** 29, **Reflex** 32, **Will** 30
Immune disease, poison; **Resist** 20 necrotic, insubstantial; **Vulnerable** 10 radiant (see also *regeneration*)
Saving Throws +5
Speed fly 8 (hover); phasing; see also *shadow glide*
Action Points 2

⨁ **Decomposing Touch** (standard; at-will) ✦ **Necrotic**
+22 vs. Reflex; 2d8 + 5 necrotic damage, and the target takes ongoing 10 necrotic damage (save ends). While taking this ongoing damage, the target cannot spend healing surges.

Deadly Reaction (immediate interrupt, when an enemy moves to a position where it flanks Kravenghast; at-will) ✦ **Necrotic**
Kravenghast attacks the enemy with his decomposing touch. If the attack hits, he can make another decomposing touch attack against another creature he is adjacent to.

Shadowdrain Ray (minor; at-will) ✦ **Necrotic**
Ranged 10; +22 vs. Reflex; 2d8 + 6 necrotic damage, and the target is weakened (save ends).

Combat Advantage ✦ **Necrotic**
Kravenghast deals 2d6 extra necrotic damage against any target he has combat advantage against.

Kravenghast's Evasion
When an area or close attack targeting AC, Fortitude, or Will misses Kravenghast but deals damage on a miss, Kravenghast takes no damage from the attack.

Shadow Glide (move; encounter)
Kravenghast shifts up to 6 squares.

Second Wind (standard, encounter) ✦ **Healing**
Kravenghast spends a healing surge and regains 140 hit points. He gains a +2 bonus to all defenses until the start of his next turn.

Demesne
Kravenghast is aware of all that goes on in the mausoleum. While within, he cannot be surprised and does not grant combat advantage. He knows the location and appearance of all creatures in the area.

Binding
If Kravenghast is forced to leave the mausoleum (through forced movement or a compulsion), he suffers excruciating pain. Each round that he spends outside the mausoleum, he takes 2d6 damage, and his regeneration doesn't function until the end of his next turn. If he is reduced to 0 hit points because of this damage, he reforms in the mausoleum 1d6 days later. He can be permanently killed only by damage from living creatures.

Spawn Wraith
Any humanoid killed by Kravenghast rises as a free-willed sword wraith at the start of Kravenghast's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.

Alignment Chaotic evil **Languages** Common
Skills Stealth +19

Str 14 (+10)	**Dex** 22 (+14)	**Wis** 12 (+9)
Con 16 (+11)	**Int** 11 (+8)	**Cha** 21 (+13)

Sanctuary and Pool

Encounter Level 21 (16,000 XP)

Setup

Mauthereign (M)
4 undead Vecna cultists (C)
Pavan, aboleth overseer lich (P)

This shrine of Vecna is broken up into three rooms: a sanctuary (the center room), Mauthereign's ritual chamber (to the west), and a bathing chamber (to the east) used by an aboleth lich that calls itself Pavan. The spiral staircase from the mausolem opens onto the southern section of the sanctuary.

Sanctuary

When the adventurers descend into the sanctuary, read:

This chamber is filled with low pews of dusty stone arranged in rows and an altar toward the north. The area is suffused by a dim glow that seems to emanate from small side chambers to the north and south.

Ritual Chamber

When the adventurers move west into the ritual chamber, read:

A one-armed, one-eyed human skeletal figure stands chanting before a large engraved circle inscribed in the northwest corner of the floor of an opulent bedchamber. Prostrated around the chamber are four undead humanoids.

Mauthereign, the lich that is the skeletal figure, continues his ceremony until he becomes aware of the characters. Once the PCs are noticed, Mauthereign and the undead Vecna cultists attack. Roll initiative.

Mauthereign (M) **Level 18 Elite Controller**
Human lich
Medium natural humanoid (undead) XP 4,000

Initiative +11 **Senses** Perception +18; darkvision
Necromantic Aura (**Necrotic**) aura 5; any living creature that enters the aura or starts its turn within the aura takes 5 necrotic damage.
HP 344; **Bloodied** 172
Regeneration 10 (if Mauthereign takes radiant damage, regeneration doesn't function until the end of his next turn)
AC 34; **Fortitude** 29, **Reflex** 30, **Will** 33
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +2
Speed 6, swim 6
Action Points 1

Staff (standard; at-will) ✦ **Weapon**
+22 vs. AC; 1d8 + 4 damage (crit 4d8 + 12).

Lash of Grazroblain (standard; at-will) ✦ **Necrotic**
Ranged 10; +24 vs. Reflex; 3d6 + 5 necrotic damage, and the target is dazed until the end of Mauthereign's next turn.

Wither (standard; recharge ⚁ ⚂) ✦ **Necrotic**
+21 vs. Reflex; 4d6 + 5 necrotic damage, and the target takes ongoing 10 necrotic damage and is slowed (save ends both). *Aftereffect:* The target is slowed until it takes an extended rest, it is the subject of a Remove Affliction ritual, or Mauthereign is slain (whichever occurs first).

Stunning Escape (standard; daily) ✦ **Teleportation**
Close burst 1; +21 vs. Fortitude; the target is stunned until the end of Mauthereign's next turn, and Mauthereign teleports up to 10 squares.

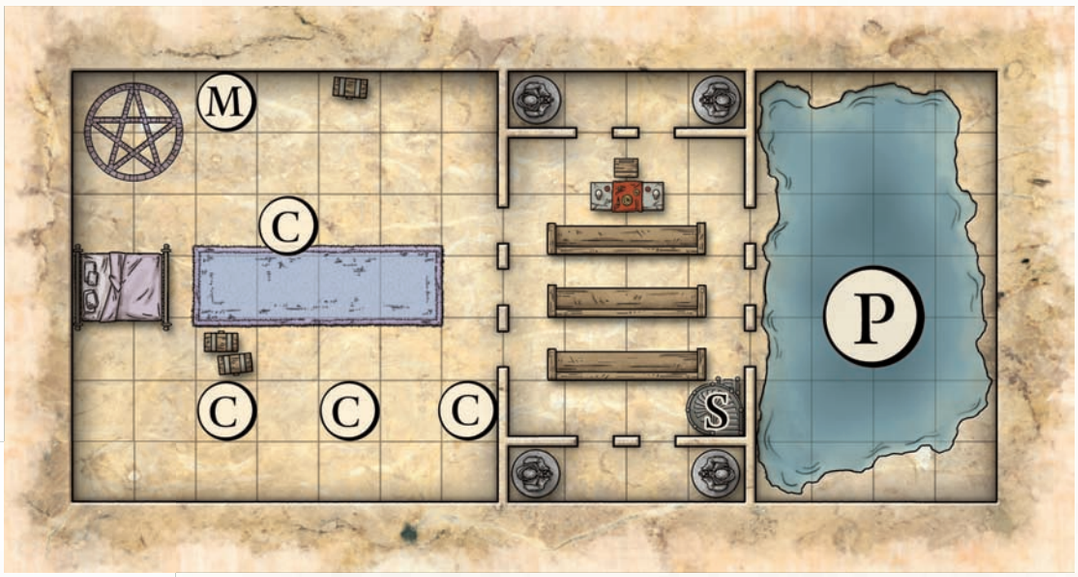
Indestructible
When Mauthereign is reduced to 0 hit points, his body and possessions fall into dust, but he is not destroyed. He reappears, along with his possessions, within 1 square of his phylactery (an amulet hidden under the bed in his ritual chamber) 1d10 days later.

Spellmaster (minor; recharge ⚁ ⚂)
Mauthereign recharges *wither*.

Alignment Evil **Languages** Abyssal, Common
Skills Arcana +20, Heal +23, History +20, Insight +23, Religion +20

Str 14 (+11)	**Dex** 14 (+11)	**Wis** 28 (+18)
Con 20 (+14)	**Int** 22 (+15)	**Cha** 20 (+14)

Equipment staff



4 Undead Vecna Cultists (C)	**Level 21 Minion**
Medium elemental humanoid (undead)	XP 500 each

Initiative +17 **Senses** Perception +14
HP 1; a missed attack never damages a minion; see also *explosion*
AC 35; **Fortitude** 35, **Reflex** 34, **Will** 31
Immune disease, poison; **Resist** 10 necrotic
Speed 8

Claws (standard; at-will)
+24 vs. AC; 7 damage, and the target loses a healing surge.

Explosion (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 1; +23 vs. Reflex; 10 necrotic damage. *Miss:* Half damage.

Alignment Chaotic evil **Languages** Common
Str 27 (+18) **Dex** 25 (+17) **Wis** 18 (+14)
Con 23 (+16) **Int** 19 (+14) **Cha** 13 (+11)
Equipment robes

Bathing Chamber

When the adventurers look into the bathing chamber, read:

An enormous pool fills an opening carved from the surrounding rock.

Pavan remains submerged until one of the PCs enters the bathing pool or it is otherwise disturbed.

Tactics

As soon as he takes any damage, Mauthereign tries to make a fighting retreat toward the pool, ordering the cultists to block and impede the characters so that he can escape. Once he gets to the pool, he gains the aid of the aboleth lich Pavan.

Pavan begins combat on the surface of the pool. It remains at least 1 square from the edge of the pool at all times, but it is still able to use its attacks against enemies in the pool or in any of the squares adjacent to the pool. When characters enter the pool, use the rules for aquatic combat (*DMG* 45). If Pavan is bloodied, it descends to the bottom of the pool, trying to force PCs to come after it and (it hopes) fight at a disadvantage when they are underwater.

Features of the Area

Illumination: Darkness or dim light (see page 96 and below).

Bed: The ritual chamber contains a bed (of no real use to Mauthereign) that provides cover. A creature that hops up onto the bed (using 1 square of movement) has combat advantage on melee attacks against other creatures adjacent to the bed. The other furnishings in the room (the rug and the small chests) have no effect on combat.

Teleportation Circle: The circle in the northwest corner of the ritual chamber can serve as the origin point of a Linked Portal, Planar Portal, or True Portal ritual, as you see fit.

Pews and Altar: The furnishings in the sanctuary are not tall enough to provide cover. A creature must squeeze to move through a square partially occupied by one or more of these features.

Statues: The four statues in the alcoves give off dim light that illuminates the sanctuary but does not extend into the ritual chamber or the pool. The statues are otherwise not remarkable.

Pool: The pool is 20 feet deep. It is filled with murky, dark water. A character who descends at least 10 feet into the pool notices a softly glowing gem near the center of the pool on the bottom. A successful DC 33 Arcana check or Religion check identifies the gem as Pavan's phylactery.

Pavan (P)	**Level 18 Solo Controller (Leader)**
Aboleth overseer lich	
Large aberrant magical beast (aquatic, undead)	XP 10,000

Initiative +12 **Senses** Perception +16; darkvision
Mucus Haze aura 5; any enemy treats the area within the aura as difficult terrain.
Necromantic Aura (**Necrotic**) aura 5; any living creature that enters the aura or starts its turn within the aura takes 5 necrotic damage.
HP 870; **Bloodied** 435
Regeneration 10 (if Pavan takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 34; **Fortitude** 32, **Reflex** 30, **Will** 33
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +5
Speed 5, swim 10
Action Points 2

Death Tentacle (standard; at-will) ✦ **Necrotic**
Reach 2; +22 vs. AC; 1d8 + 8 necrotic damage (3d8 + 8 damage against a dazed target), and the target is dazed (save ends).

Death Tentacle Flurry (standard; at-will) ✦ **Necrotic**
Close burst 1; +20 vs. AC; 1d8 + 8 necrotic damage (3d8 + 8 damage against dazed targets), and the target is dazed (save ends).

Psychic Slime (standard; encounter; recharges when first bloodied) ✦ **Psychic**
Close burst 10; targets enemies; +20 vs. Will; 2d8 + 8 psychic damage, and the target is dazed (save ends).

Dominate (minor; at-will) ✦ **Charm**
Ranged 10; targets a dazed humanoid; +20 vs. Will; the target is dominated (save ends). Pavan can dominate only one creature at a time.

Enslave (standard; at-will) ✦ **Charm, Psychic**
Ranged 5; targets a dominated creature; +20 vs. Will; 6d8 + 8 psychic damage. A target reduced to 0 hit points or fewer by this attack doesn't die but becomes enslaved in preparation for the Aboleth Servitor ritual. Enslaved targets are dominated, and only the death of Pavan can end this domination. Once a creature is enslaved, Pavan is free to dominate another creature.

Invisibility (minor; recharge ⚁ ⚀) ✦ **Illusion**
Pavan and one ally within 10 squares of it turn invisible until the end of Pavan's next turn.

Indestructible
When Pavan is reduced to 0 hit points, its body falls, but it is not destroyed. It reappears within 1 square of its phylactery (the gem on the bottom of the pool) 1d10 days later.

Alignment Evil **Languages** Deep Speech, telepathy 20
Skills Arcana +20, Dungeoneering +21, Insight +21
Str 26 (+17) **Dex** 16 (+12) **Wis** 25 (+16)
Con 22 (+15) **Int** 23 (+15) **Cha** 22 (+15)

Tower of Zoramadria

A lair for five 23rd-level adventurers

The Tower of Zoramadria is hidden away in the Feywild. The tower is an arcane academy under the tutelage of the lich Parthal. Parthal and his students lead serene lives of study and contemplation, except when they engage in a bout of bloody necromantic research that requires innocent souls as vital components. Parthal has a score to settle, and the Feywild itself might shudder and scream before the lich has had his revenge on those who killed his love.

Background

History DC 16: Like many novice eladrin mages, the wizard Parthal had dreams of unraveling the loftiest secrets of magic. He wished to commune with the forces that weave together the mysteries of magic and the cosmos. He dared much, and gained more in the process, despite his young age and relatively meager experience. On the trail of a promising arcane lead, Parthal disappeared one day. He was never seen in the world again. In a diary scroll left behind, Parthal explained that he was "ascending to a higher plane to learn the ultimate Art at the feet of the Teacher."

History DC 24: The eladrin warlock Zoramadria the Teacher was exiled from the fey city of her birth for performing rituals that breached the barriers between the Feywild and the Shadowfell. She was performing just such a ritual in the confines of her tower when the nobles of her home city descended upon her. Forewarned, she collapsed the space around her tower, transferring it and all her students in one fell swoop to a far corner of the Feywild. One of her newest students, Parthal, was instrumental in accomplishing the tower's movement.

History DC 29: When the Tower of Zoramadria was moved across the Feywild through a ritual, the life force of many of its inhabitants was drained off to power that ritual. Many of Zoramadria's students that escaped permanent destruction did so only by embracing undeath. Unfortunately for Zoramadria, the strain of the ritual was too much, and her soul shattered, leaving the heartbroken Parthal and her other students, some newly birthed to unlife, to their own devices. Zoromadria cursed the city of her birth upon her death, and her ghostly invective against that fair place yet whispers through the many halls and chambers of her tower.

History DC 31: Parthal has grown in power and taken on new students over the decades. His goals have shifted from when he was a young, living wizard. Instead of knowledge for its own sake, Parthal now seeks vengeance. He wants to wreak terrible retribution on the city whose attack slew Zoromadria.

Hook: The Vanished

Eladrin have been vanishing from a fey city that the PCs are connected with (or have traveled to). Some of the missing are innocent children, and others are powerful lords. Divinatory rituals to find the vanished have unearthed only the name "Zoramadria." Bereft parents and concerned noble families have posted rewards for information on Zoramadria. They want to find out what has happened. Why are their loved ones missing? Where have they vanished to? Can they be brought back home safely?

Environment

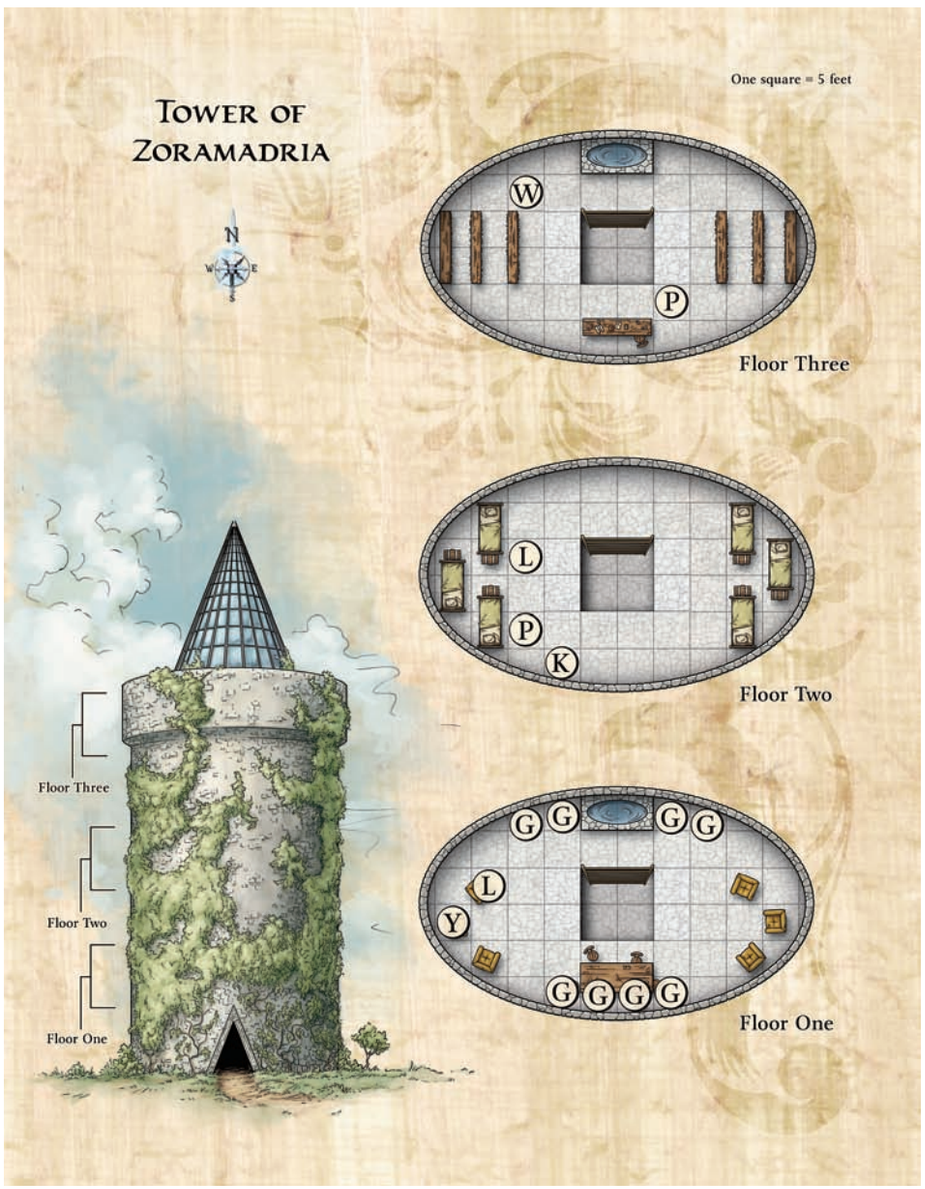
The Tower of Zoramadria is hidden in a great Feywild canyon where three rivers drop torrents of water into a central basin. The resultant spray hides a pale tower that sits on an outcropping in the center of the basin.

- The entrance to the tower is a triangular opening on the south side. The spray that falls constantly on the tower makes visually finding the entrance difficult. A successful DC 24 Perception check while searching the outside wall of the tower allows a PC to locate the opening.
- The tower is not only invisible to easy visual identification, but also concealed from various forms of arcane scrying and divination by a permanent Forbiddance ritual (*Player's Handbook,* page 305) that envelops it.
- The tower has six floors. Three are barren shells, and the three others are in use. The majority of Parthal's students and servants (and all of the vanished eladrin mentioned in the hook above) have been expended in the build-up to his final revenge ritual. The empty levels are not depicted on the map.
- Ladders connect the floors of the tower. Each ladder is 2 squares wide, meaning that two Small or Medium creatures can ascend or descend a ladder at the same time. The hole into which a ladder extends is 2 squares by 2 squares.
- Each of the floors in use is sealed off from the adjacent floor or floors by a trapdoor. Each of these trapdoors is sealed by an Arcane Lock ritual (DC 29 Thievery or Strength check, or a successful Knock ritual, to open). When a trapdoor is opened, it slides to the south into a slot cut into the surface of the floor/ceiling, leaving behind an oblong hole.
- The ceiling of each floor (including the empty ones) is 10 feet in height.
- Because each ladder extends from floor to ceiling, it prevents a creature in a space north of the ladder from being pushed into the hole. Creatures

adjacent to the hole in other squares, however, can be pushed into the hole and are subject to falling damage in such a case.

- Floor One and Floor Two are bathed in dim light from glowing orbs embedded in the tower walls. (These light sources cannot be removed or otherwise affected.) Floor Three is brightly lit because of the skylight that serves as its ceiling–unless the characters enter this area at night, in which case it is dark.

When the adventurers approach the tower, read: *Three rivers drop vast waves of water into a central basin in this great canyon. The spray from this massive combined waterfall hides most of the area. When you focus intently, you see glimpses of an outcropping in the center of the canyon upon which a pale tower is built. The tower is there when the spray thins briefly, but gone again when it thickens.*



When the PCs move through the entrance, read: *You are in a dark chamber devoid of any features except for minor debris and a wide ladder stretching from floor to ceiling just north of the center of the room.*

Floor One: Classroom

When the characters move adjacent to the ladder and look up (or if they just start climbing), they quickly notice the trapdoor that blocks access to the area above them. After they open the door, they get no inkling of what awaits them in the chamber above until they climb up far enough to enter the room.

Tactical Encounter: "Scrying Students," page 106.

Floor Two: Residence

After the PCs open the trapdoor in the ceiling of Floor One, they see another darkened chamber identical to the one at the bottom of the tower. Climbing the ladder and opening yet another trapdoor puts them in position to enter the next encounter area.

Tactical Encounter: "Chamber of Eternal Sleep," page 108.

Floor Three: Parthal's Study

Accessing the top floor is done in the same way as on the floors beneath.

Tactical Encounter: "Observatory Sanctorum," page 110.

Scrying Students

Encounter Level 24 (30,600 XP)

Setup

Leglanth (L)
Yargo (Y)
8 abyssal ghoul myrmidons (G)

Upon opening the trapdoor, PCs see another ladder leading to a trapdoor positioned in the same relative position in the ceiling above them.

Leglanth and Yargo, a pair of aspiring celebrants to Parthal's power, are in this chamber when the characters arrive. Normally, these two eladrin wizards spend their hours meditating in the leather chairs or viewing distant vistas in the scrying basin. However, Parthal has learned of the imminent arrival of intruders in his structure (see the description of the skylight in Features of the Area in "Observatory Sanctum," page 110), and Leglanth and Yargo are prepared to fend off the adventurers.

The eladrin command eight abyssal ghoul myrmidons. Leglanth and Yargo believe that they and their ghoul minions are sufficient to the task of putting down any invading force.

Place the occupants of this floor on the map, then have the players locate their miniatures in any of the squares adjacent to the hole. Provide the read-aloud text, then roll initiative.

When the adventurers enter the chamber, read:
This tower chamber holds comfortable leather chairs, a table, and a scrying basin. Standing as if waiting for intruders are eight slavering undead humanoids with gruesome black claws and two eladrin males in umber robes.

Leglanth (L) and Yargo (Y) — **Level 23 Elite Artillery**
Medium fey humanoid, eladrin — XP 10,200 each

Initiative +14 — **Senses** Perception +16; low-light vision
HP 316; **Bloodied** 158
AC 37; **Fortitude** 34, **Reflex** 35, **Will** 36
Saving Throws +2 (+7 against charm effects)
Speed 6
Action Points 1

⊕ **Staff** (standard; at-will) ✦ **Weapon**
+25 vs. AC; 1d8 + 5 damage.

Chain Lightning (standard; recharge ⚁ ⚀) ✦ **Lightning**
Ranged 20; +28 vs. Reflex; 4d6 + 12 lightning damage. *Secondary Targets:* Two creatures within 5 squares of the primary target; +28 vs. Reflex; 2d6 + 12 damage. *Tertiary Targets:* All other enemies within 20 squares of the caster; +28 vs. Reflex; 1d6 + 12 lightning damage.

Disintegrate (standard; daily)
Ranged 10; +28 vs. Reflex; 5d10 + 12 damage, and the target takes ongoing 10 damage (save ends). *Aftereffect:* Ongoing 5 damage (save ends). *Miss:* 3d10 + 12 damage, and the target takes ongoing 5 damage (save ends).

Force Volley (standard; encounter) ✦ **Force**
Ranged 20; targets up to three creatures (+4 power bonus to attack roll if targeting one creature); +28 vs. Reflex; 3d6 + 12 force damage, and the target is dazed until the end of the caster's next turn.

Thunderwave (standard; at-will) ✦ **Thunder**
Close blast 3; +25 vs. Fortitude; 2d6 + 11 thunder damage, and the target is pushed 5 squares.

Blur (minor; daily) ✦ **Illusion**
Until the end of the encounter, Leglanth or Yargo gains a +2 power bonus to all defenses, and enemies more than 5 squares away from him cannot see him.

Displacement (immediate interrupt, when a ranged or a melee attack hits the caster or one of his allies in range; encounter) ✦ **Illusion**
Ranged 5; the attacker must reroll the attack roll.

Fey Step (move; encounter) ✦ **Teleportation**
Leglanth or Yargo teleports up to 5 squares.

Alignment Evil — **Languages** Abyssal, Common, Elven
Skills Arcana +25, History +20, Religion +23

Str 12 (+12)	Dex 17 (+14)	**Wis** 20 (+16)
Con 14 (+13)	**Int** 24 (+18)	**Cha** 13 (+12)

Equipment staff

8 Abyssal Ghoul Myrmidons (G) — **Level 23 Minion**
Medium elemental humanoid (undead) — XP 1,275 each

Initiative +18 — **Senses** Perception +15; darkvision
HP 1; a missed attack never damages a minion; see also *dead blood*
AC 35; **Fortitude** 35, **Reflex** 34, **Will** 31
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Claws** (standard; at-will)
+26 vs. AC; 9 damage, and the target is immobilized (save ends).

Dead Blood (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 1; all enemies in the burst take 5 necrotic damage.

Alignment Chaotic evil — **Languages** Abyssal
Skills Stealth +23

Str 27 (+19)	**Dex** 25 (+18)	**Wis** 18 (+15)
Con 23 (+17)	**Int** 19 (+15)	**Cha** 13 (+12)

Tactics

Both Leglanth and Yargo prefer to fight from a distance, allowing their minions to do the bulk of the melee fighting.

Round 1: Leglanth and Yargo keep to the periphery of the chamber, taking a cautious approach until they ascertain what sort of resistance they are up against. Both take minor actions to use *blur* on themselves, then *chain lightning* and *disintegrate* (with their action points) to quickly damage the PCs as much as possible.

The abyssal ghoul myrmidons are not so cautious. They move toward the intruders, hungering for their flesh.

Round 2+: The eladrin continue to rely on ranged and close attacks as much as possible, using *thunderwave* at every opportunity once their other powers are expended. If they find themselves cornered, they call upon *fey step* to get out of immediate trouble.

If any characters remain adjacent to the hole for more than 1 round, the ghouls make bull rush attempts to shove the intruders into the opening and cause them to fall. Otherwise, the ghouls try to create flanking opportunities for each other whenever possible and rely on their claws to immobilize their enemies. The ghouls fight until they are destroyed.

If the eladrin become bloodied, they attempt to escape. Both know that their failure to stop the intruders ruins their chances to be taken into Parthal's confidence. Thus, rather than seek aid, the two try to flee the tower.

The characters can pursue Leglanth and Yargo if the eladrin try to descend the ladder and get out of the tower. If combat continues on the ground level of the tower, use the tactical map provided here—except that the ground level contains no furnishings or light sources.

Features of the Area

Illumination: Dim light (orbs in walls).

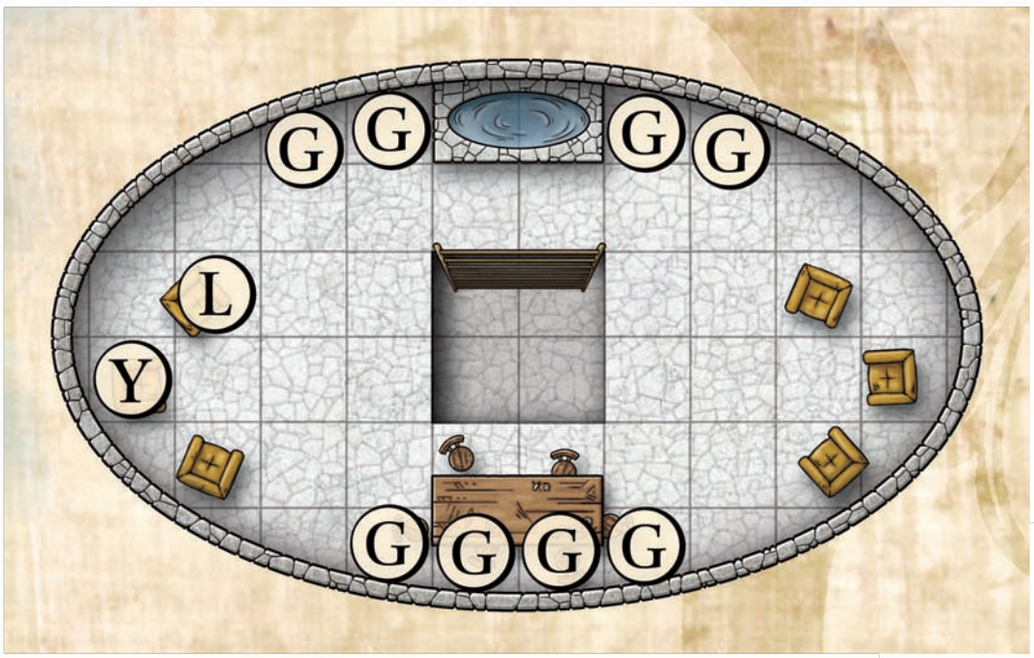
Deathly Visions: Anyone who takes a short rest or an extended rest in this chamber is assailed by a variety of horrifying visions of a future filled with death and mayhem. These visions linger after a creature stops resting and leaves the area, giving it a –4 penalty to Will for 1 hour afterward or until all the encounters in this lair have been resolved (whichever comes first).

Leather Chairs: These leather chairs are especially comfortable but otherwise unremarkable. Each chair weighs 100 pounds, occupies a square, and is large enough to provide cover to a creature that is adjacent to it (but not to one sitting in it). If a chair is carted away and sold, it brings 50 gp.

Table: A number of scrolls are scattered across the table, most detailing the procedures for vivisection of various humanoid races and methods to remove organs from a living creature in such a way as to prolong the life of the victim as long as possible.

Treasure: Mixed in with the vivisection scrolls are a ritual scroll of Sending (360 gp) and a ritual scroll of View Location (4,200 gp). Each one can be discovered by a character who succeeds on a DC 30 Perception check.

Scrying Basin: This wide basin is filled with shimmering water through which streams of bubbles flow in complex, eye-catching patterns. Because of the presence of the basin, any creature who attempts to use View Location, View Object, or any other scrying ritual in this chamber gains a +2 bonus to the associated Arcana check.



Chamber of Eternal Sleep

Encounter Level 23 (30,600 XP)

Setup

Kellemor (K)
Przithnee (P)
Loratha (L)

Upon opening the trapdoor in the ceiling of Floor One, PCs see another ladder leading to a trapdoor positioned in the same relative position in the ceiling above them.

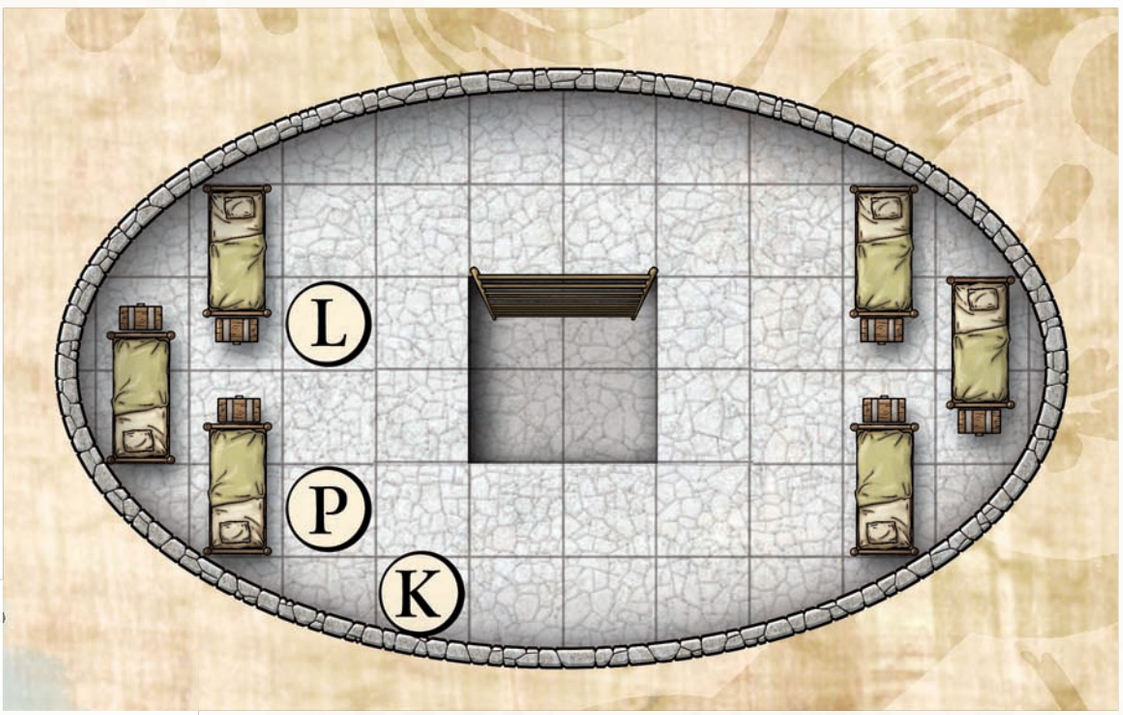
Three additional aspirants to Parthal's power reside in this chamber (which serves as the bedchamber for all the remaining students in the Tower of Zoramadria). Like the wizards on Floor One, Kellemor, Przithnee, and Loratha are aware that an attack on the Tower of Zoramadria is ongoing.

Unless the PCs retreat after their fight on Floor One, the three students in this chamber are ready for an attack up the central shaft through the trapdoor.

Place the occupants of this floor on the map, then have the players locate their miniatures in any of the squares adjacent to the hole. Provide the read-aloud text, then roll initiative.

When the adventurers view the chamber, read:
This chamber contains several bierlike sleeping pallets that look in which hundreds of tiny humanoid skulls has been carved. Three eladrin stand in the chamber, alert and eager to deal with intruders.

Kellemor (K) and Przithnee (P)	**Level 23 Elite Artillery**
Medium fey humanoid, eladrin	XP 10,200 each
Initiative +14	**Senses** Perception +16; low-light vision
HP 316; **Bloodied** 158	
AC 37; **Fortitude** 34, **Reflex** 35, **Will** 36	
Saving Throws +2 (+7 against charm effects)	
Speed 6	
Action Points 1	
ⓘ **Staff** (standard; at-will) ✦ **Weapon**	
+26 vs. AC; 1d8 + 6 damage.	
Disintegrate (standard; daily) ✦ **Fire**	
Ranged 10; +28 vs. Reflex; 5d10 + 12 damage, and the target takes ongoing 10 damage (save ends). *Aftereffect:* Ongoing 5 damage (save ends). *Miss:* 3d10 + 12 damage, and the target takes ongoing 5 damage (save ends).	
Blast of Flame (standard; 2/day) ✦ **Fire**	
Close blast 5; +26 vs. Reflex; 6d8 + 12 fire damage.	
Scorching Burst (standard; at-will) ✦ **Fire**	
Area burst 1 within 10; +26 vs. Reflex; 2d6 + 12 fire damage.	
Combust (standard; encounter) ✦ **Fire**	
Area burst 2 within 20; +26 vs. Reflex; 5d6 +12 fire damage.	
Displacement (immediate interrupt, when a ranged or a melee attack hits the caster or one of his allies in range; encounter) ✦ **Illusion**	
Ranged 5; the attacker must reroll the attack roll.	
Irresistible Flame	
Kellemor or Przithnee treats his targets' resist fire as 20 lower than normal when determining damage for his attacks.	
Fey Step (move; encounter) ✦ **Teleportation**	
Kellemor or Przithnee teleports up to 5 squares.	
Alignment Evil	**Languages** Abyssal, Common, Elven
Skills Arcana + 25, History +20, Nature +21, Religion +23	
Str 12 (+12)	**Dex** 17 (+14)	**Wis** 20 (+16)
Con 14 (+13)	**Int** 24 (+18)	**Cha** 13 (+12)
Equipment staff	



Loratha (L)	**Level 23 Elite Skirmisher**
Medium fey humanoid, eladrin	XP 10,200

Initiative +16 **Senses** Perception +12; low-light vision
HP 412; **Bloodied** 206
AC 39; **Fortitude** 35, **Reflex** 37, **Will** 39
Saving Throws +2 (+7 against charm effects)
Speed 6
Action Points 1

⊕ **Dagger** (standard; at-will) ✦ **Weapon**
+28 vs. AC; 1d4 + 6 damage.

Eyebite (standard; at-will) ✦ **Charm, Psychic**
Ranged 10; +27 vs. Reflex; 2d6 + 11 psychic damage, and Loratha is invisible to the target until the start of her next turn.

Bewitching Whispers (standard; recharge ⚁ ⚀) ✦ **Charm**
Ranged 10; +27 vs. Will; until the end of Loratha's next turn, the target treats all creatures as enemies for the purpose of opportunity attacks and must take every opportunity attack possible (with a +5 bonus to the attack roll).

Curse of the Golden Mist (standard; sustain standard; daily) ✦ **Charm**
Ranged 10; +27 vs. Will; the target loses its next standard action. Loratha must make a new attack roll when she sustains this effect. If the attack misses, the effect ends.

Thirsting Tendrils (standard; encounter) ✦ **Healing**
Ranged 10; +27 vs. Fortitude; 3d6 + 11 damage, and Loratha can spend a healing surge to regain 113 hit points.

Twofold Curse (minor 1/round; at-will)
Loratha can place her Warlock's Curse on the two nearest enemies she can see. Once per round, when Loratha damages a cursed enemy, she can deal 3d6 extra damage to that target.

Fey Step (move; encounter) ✦ **Teleportation**
Loratha teleports up to 5 squares.

Infuriating Elusiveness (move; encounter) ✦ **Illusion, Teleportation**
Loratha becomes invisible and then teleports up to 4 squares. The invisibility lasts until the start of Loratha's next turn.

Warding Blade
When a creature Loratha has cursed makes a melee attack against her, that creature takes 5 damage.

Wings of the Fiend (minor; daily) ✦ **Polymorph**
Loratha grows wings and gains a fly speed of 6 until the end of the encounter.

Alignment Evil **Languages** Abyssal, Common, Elven
Skills Arcana +23, History +18, Intimidate +23

Str 12 (+12)	**Dex** 17 (+14)	**Wis** 13 (+12)
Con 14 (+13)	**Int** 20 (+16)	**Cha** 24 (+18)

Equipment dagger

Tactics

These students do not attempt to flee if bloodied. They fight to the bitter end, neither seeking to run nor aid.

Round 1: All three students lead with their most damaging powers. Kellemor uses *disintegrate* followed by *blast of flame* (with his action point). Przithnee also uses *disintegrate* and then follows that with *combust* (with his action point). Loratha uses a minor action to grow *wings of speed*, and follows that with *curse of the golden mist* and *bewitching whispers* (with her action point).

Round 2+: The eladrin students use *fey step* to remain clear of melee combat as long as possible. They continue to use the most potent powers they have remaining until they are defeated.

Features of the Area

Illumination: Dim light (orbs in walls).

Beds: Each stone bed is crafted from tiny humanoid skulls. A thin sheet of linen provides the only hint of comfort on each bed.

Chests: At the foot of each bed is an iron chest. Each chest holds the keepsakes of Parthal's remaining students.

Treasure: The total worth of the valuable items in the chests is 100,000 gp in gold and gems, 50,000 gp worth of residuum, and five ritual books with the following rituals:

- ✦ Book One: Corpse Gate (4,200 gp, page 49), Last Sight Vision (100 gp, page 50)
- ✦ Book Two: Disenchant Magic Item (360 gp), Enchant Magic Item (175 gp)
- ✦ Book Three: Phantom Steed (360 gp)
- ✦ Book Four: Shadow Walk (2,600 gp)
- ✦ Book Five: Gentle Repose (50 gp), Speak with Dead (360 gp)

Observatory Sanctorum

Encounter Level 25 (37,250 XP)

Setup

Parthal the Archlich (P)
1 dread wraith (W)

Upon opening the trapdoor in the ceiling of Floor Two, PCs see another ladder leading to a trapdoor positioned in the same relative position in the ceiling above them.

Parthal, the lord of the Tower of Zoramadria, waits here. He has been researching a plane-shaking ritual in his observatory sanctorum.

Few things escape his notice beneath the many-colored enchanted skylight. Parthal is well aware of the intruders in his tower. If the PCs have defeated the remaining aspiring students, Parthal knows it. He is ready to engage the PCs.

Place Parthal and the wraith on the map, then have the players locate their miniatures in any of the squares adjacent to the hole. Provide the read-aloud text, then roll initiative.

When the adventurers view the observatory, read:

A majestic floating humanoid in flowing black robes hangs in the air under slanting skylight panes that flow with all the colors of the rainbow and more. Bookcases constructed of humanoid skeletal parts sag under the weight of hoary tomes and scrollcases. The figure, whose head is fleshless, says, "I see you."

Parthal (P) — **Level 24 Solo Controller**
Archlich
Medium fey humanoid, eladrin (undead) — XP 30,250

Initiative +14 **Senses** Perception +14; darkvision
Archlich Aura (Necrotic) aura 5; any living creature that enters the aura or starts its turn within the aura takes 20 necrotic damage.
HP 1,090; **Bloodied** 545
Regeneration 10 (if Parthal takes radiant damage, regeneration doesn't function until the end of his next turn)
AC 40; **Fortitude** 37, **Reflex** 38, **Will** 39
Immune disease, poison; **Resist** 20 necrotic
Saving Throws +5 (+10 against charm effects)
Speed 6
Action Points 2

Death's Touch (standard; at-will) ✦ **Necrotic**
+30 vs. AC; 2d8 + 10 necrotic damage.

Weakening Rays (standard; at-will) ✦ **Necrotic**
Ranged 20; targets two enemies within range; +28 vs. Reflex; 3d8 + 14 necrotic damage, and the target is weakened until the end of Parthal's next turn.

Black Lightning (standard; encounter) ✦ **Lightning, Necrotic**
Ranged 20; +28 vs. Reflex; 4d6 + 14 lightning and necrotic damage. *Secondary Targets:* Two creatures within 5 squares of the primary target; +28 vs. Reflex; 2d6 + 14 damage. *Tertiary Targets:* All other enemies within 20 squares of Parthal; +28 vs. Reflex; 1d6 + 14 lightning damage.

Eye of the Archlich (minor; recharge ⚁ ⚂) ✦ **Gaze, Necrotic**
Ranged 10; +28 vs. Fortitude; 3d8 + 14 necrotic damage, and the target is stunned until the end of Parthal's next turn.

Death Pulse (standard; daily) ✦ **Necrotic**
Area burst 2 within 20; +28 vs. Reflex; 6d6 + 14 necrotic damage, and the target gains vulnerable 15 necrotic (save ends).

Thunderwave (standard; at-will) ✦ **Thunder**
Close blast 3; +28 vs. Fortitude; 2d6 + 14 thunder damage, and the target is pushed 2 squares.

Spellmaster (standard; recharge ⚁ ⚂)
Parthal regains the use of an expended encounter power.

Archlich Ambition
Whenever Parthal reduces a creature to 0 or fewer hit points, he regains a spent action point.

Parthal's Step (move; encounter) ✦ **Teleportation**
Parthal teleports up to 10 squares. Creatures adjacent to Parthal at the start of this move are blinded until the end of Parthal's next turn.

Indestructible
When Parthal is reduced to 0 hit points, his body and possessions crumble into dust, but he is not destroyed. He reappears (along with his possessions) in 1d10 days within 1 square of his phylactery, unless the phylactery is also found and destroyed.

Alignment Evil **Languages** Common, Elven
Skills Arcana +28, Heal +19, History +28, Insight +19, Nature +19, Religion +26

Str 12 (+13)	**Dex** 15 (+14)	**Wis** 15 (+14)
Con 18 (+16)	**Int** 28 (+21)	**Cha** 24 (+19)

Equipment orb

Dread Wraith (W) — **Level 25 Lurker**
Large shadow humanoid (undead) — XP 7,000

Initiative +25 **Senses** Perception +18; darkvision
Shroud of Night aura 5; bright light within the aura is reduced to dim light, and dim light becomes darkness.
HP 124; **Bloodied** 62; see also *death strike*
Regeneration 20 (if a dread wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 37; **Fortitude** 33, **Reflex** 37, **Will** 37
Immune disease, fear, poison; **Resist** 30 necrotic, insubstantial; **Vulnerable** 15 radiant (see also *regeneration* above)
Speed fly 10 (hover); phasing ; see also *shadow glide*

Dread Blade (standard; at-will) ✦ **Necrotic**
Reach 2; +28 vs. Reflex; 2d10 + 9 necrotic damage, and the target is weakened (save ends).

Death Shriek (when reduced to 0 hit points) ✦ **Psychic**
Close blast 3; targets enemies; +27 vs. Will; 4d6 + 9 psychic damage, and the target is dazed (save ends). *Miss:* Half damage, and the target is not dazed.

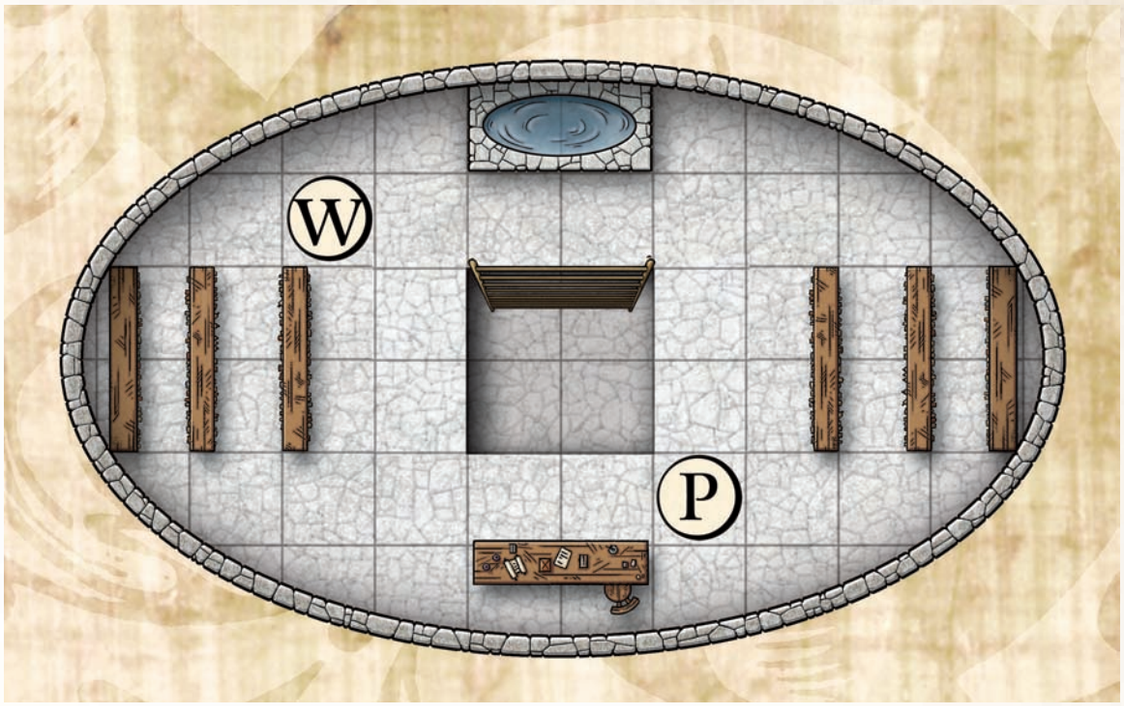
Combat Advantage ✦ **Necrotic**
A dread wraith deals 3d6 extra necrotic damage against any target it has combat advantage against.

Shadow Glide (move; encounter)
The dread wraith shifts up to 6 squares.

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

Alignment Chaotic evil **Languages** Common
Skills Stealth +26

Str 18 (+16)	**Dex** 28 (+21)	**Wis** 12 (+13)
Con 20 (+17)	**Int** 14 (+14)	**Cha** 28 (+21)



Tactics

Parthal fights intelligently and viciously until he is destroyed. The dread wraith does so also, since it is bound to Parthal.

Round 1: Parthal starts with *eye of the archlich* (a minor action) and *death pulse* to soften up his opponents' resistance to necrotic damage. He follows that up with a *ray of weakness* at the largest or most heavily armored intruder (with one of his action points).

Round 2+: Parthal uses *eye of the archlich* again as soon as it recharges. In the meantime, he lets fly with *weakening ray*, *black lightning*, and *thunderwave* depending on the position of his attackers to try to affect the largest number or the most threatening intruders. He does not hesitate to use *spellmaster* to regain encounter powers, or *Parthal's step* to gain an advantage in positioning.

The dread wraith flies to advantageous spots, using *shroud of night* to place its attacks better or to screen attacks on Parthal. It attacks with its *dread blade*.

Features of the Area

Illumination: Bright light (skylight) or darkness, depending on the time of day.

Library: The library contains hundreds of books on numerous esoteric subjects penned by devils, demons, and mad necromancers of previous eras. The predominant theme of them is apocalyptic cataclysms. Parthal was obviously following several leads in touching off an apocalypse all his own, beginning with the fey city that was the birthplace of Zoramadria.

Treasure: The library also holds these ritual books (one ritual per book): Consult Mystic Sages (1,000 gp), Consult Oracle (9,000 gp), Discern Lies (360 gp), Gravesight (680 gp, page 49), Linked Portal (680 gp), Loremaster's Bargain (65,000 gp), Secret Page (50 gp), Sending (360 gp), Skull Watch (175 gp, page 50), Undead Servitor (360 gp, page 50), and Undead Ward (130 gp, page 50).

Parthal's Diaries: The library houses numerous dairies penned by Parthal through the years. One of these is a slender black tome that serves as Parthal's phylactery. In it, a less insane Parthal describes his love for Zoramadria, how she was wrongfully accused of necromancy by a sinister eladrin noble, and how her death broke Parthal's mind and heart, driving him to the revenge he currently seeks.

Skylight: This fixed window in the ceiling displays a bizarre, hypnotic, and hallucinogenic light show that allows Parthal godlike omniscience when he views its ever-shifting colors. It grants any creature gazing up into it a +2 bonus to any single Intelligence-based skill for the next 24 hours. It also gives that creature a nasty headache and mild nausea.

Temple of Doresain

A lair for five 25th-level adventurers

The entity known as Oreiax is a gruesome, stunted monstrosity born of ancient death. Rescued from an eternity of petrification by Doresain the Ghoul King, Oreiax immediately pledged itself to the Ghoul King's service, and thus indirectly, into Orcus's service. Oreiax, born of stone and death, seeks to glorify Doresain by petrifying the world.

Background

History DC 17: Doresain's palace rises in the center of the White Kingdom. His palace is a defeated primordial named Syvexrae, the Queen of Stone. Except for her face, Syvexrae's body is petrified. The primordial retains a fragment of her ancient power—the power of regeneration. Doresain's throne room rests in the great primordial's hollowed foreskull. Despite the quantities of her flesh consumed daily by Doresain and the hundreds of swarming ghouls that comprise Doresain's Court of Teeth, Syvexrae yet survives, regenerating just enough, year after year.

History DC 26: Syvexrae had a "son" of sorts, before her defeat in the ages before the world cooled. The primordial produced a massive egg filled with all her hate against the deities and the world. She hid the egg away in the world, knowing that in the fullness of time, it would hatch and release a creature of such unrelenting fury that even gods and the pillars of the world would fall before it.

History DC 31: Doresain the Ghoul King found hints of Syvexrae's plans in her deteriorating mind as he fed upon her mind daily. After millennia of collating clues from her mind, Doresain discovered the location of the massive egg in the mortal world. Doresain infused the egg with demonic ichor and necromantic vitality. The child in the egg tore out of the shell ages before his time, emerging as a stunted sliver of the enormous entity he should have been. Doresain named the child Oreiax, from the Abyssal words for "always hungry."

History DC 33: Initially ignorant of his own history, Oreiax declared his eternal service to Doresain. Oreiax created a temple from the hollowed remnants of his petrified birth egg. Eventually, Oreiax learned of his own origin. But instead of railing against Doresain and Orcus, Oreiax was inspired to even greater adulation of the Ghoul King and Orcus, and he declared his fondest desire to be to develop a ritual capable of turning a huge portion of the world into stone, converting its verdant landscape into a stony tomb.

Hook: Destroy the Tharizdun Ritual

The PCs have learned that a strange entity known as Oreiax has discovered an ancient palimpsest containing a fragment of a powerful ritual penned by Tharizdun. Though incomplete, the fragment is still a potent weapon of evil, and much destruction could be wrought with it. Worse, the fragment might be enough for Oreiax to develop the original ritual. Indications are that that ritual might have something to do with the spike of pure evil Tharizdun drove into the Elemental Chaos, creating the Abyss in the process.

Environment

You can set the Temple of Doresain anywhere in the mortal world in an obscure valley. The Temple of Doresain is the massive, hollowed egg that once housed Oreiax's developing form. Oreiax uses it as a temple to his father (Doresain) and to Orcus, and as a place to craft his own plans. Oreiax holds sway over undead servants, demons, and cultists of Orcus who have been directed to follows his orders by Doresain. The temple has a few pervasive properties that are in force throughout it.

- ✦ Powers used within the temple that have the fire, acid, and necrotic keywords gain a +1 bonus to the attack roll.
- ✦ The first time a creature other than an undead creature or a demon is bloodied during an encounter, it is slowed (save ends). If the target fails its first saving throw against being slowed, the target is restrained (save ends). If the target fails its first saving throw against being restrained, the target is petrified.

When the adventurers approach the temple, read:
One hemisphere of an enormous petrified egg lying on its side rises 40 feet above the ground in the mist-shrouded valley. A forest of petrified trees and plants surrounds the egg. The egg is cracked along a portion of its surface as if something burst out of it long ago, and two huge, obsidian double doors plug the opening where the cracks converge. The doors are closed, but great iron pull rings carved to resemble a demonic ram's head hint at how they might be opened.

A character who succeeds on a DC 31 Strength check can pull open one of the two doors, creating an opening wide enough to admit one Medium or Small creature at a time. For a Large creature to enter, both doors must be pulled open. Opening the doors with

brute force is possible but time-consuming; each door has AC 20, Fortitude 20, and 500 hit points. The obsidian doors open onto an alcove that adjoins the cultist quarters (Area 1) on the main floor.

Two 10-foot-wide secret doors in the shell wall of the temple (Perception DC 40 to find, Strength DC 30 to open) provide alternative entrances.

Area 1: Cultist Quarters

If the characters enter through the obsidian doors, read:

A dark, roughly circular chamber 20 feet in diameter lies before you. Opposite the door you entered through is another set of double doors.

The second set of doors is closed but not locked. Each one opens easily.

The tactical encounter is triggered if a character moves through this doorway into Area 1.

If the characters enter Area 1 through the secret door, read:

A narrow corridor that appears to be empty leads north.

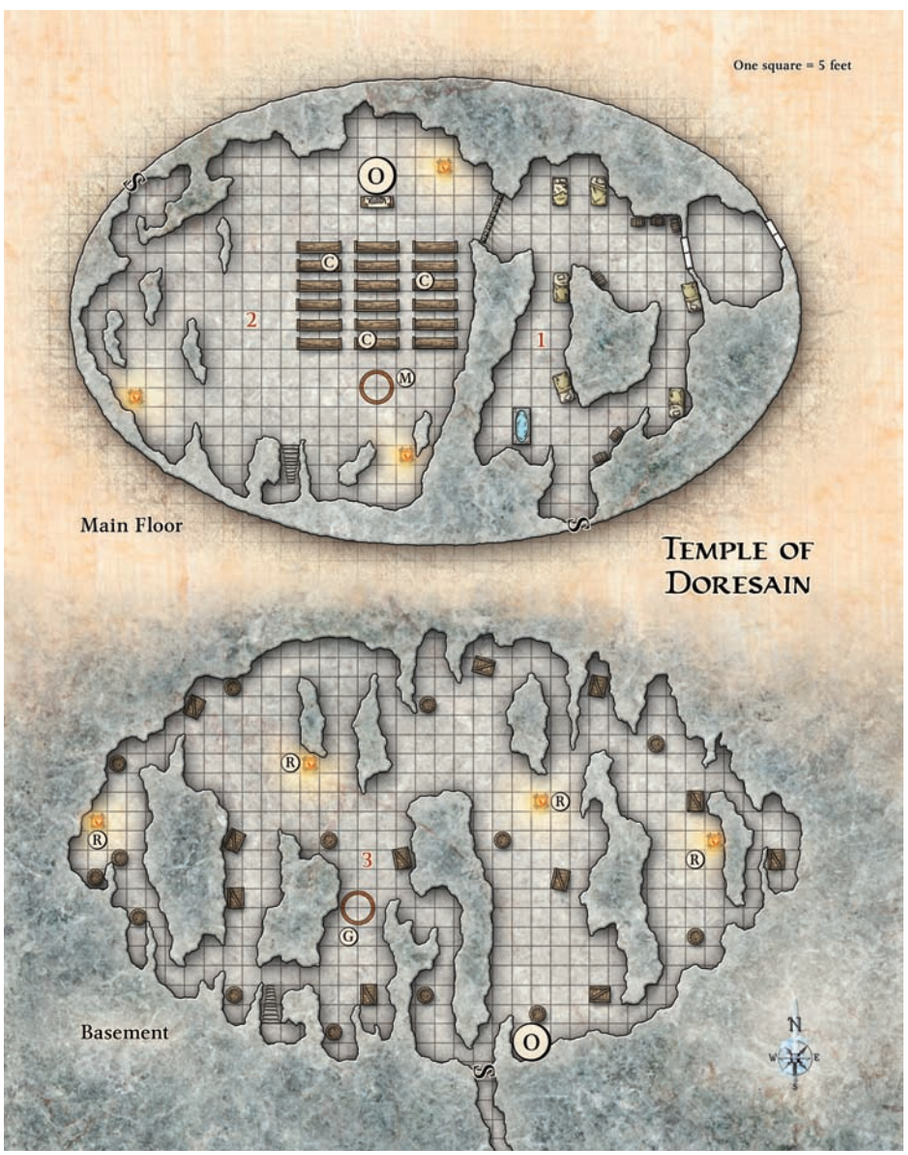
The occupants of this chamber don't know about the secret door and thus are unprepared for anyone who enters from this direction. The tactical encounter is triggered, but the characters gain a round of surprise.

Tactical Encounter: "Cultist Cavity," page 114.

Area 2: Temple

This area is where the characters first meet Oreiax. How the encounter unfolds depends on which entrance the characters use and whether Oreiax is aware of their impending arrival. Either way, the tactical encounter is triggered when the PCs move into this chamber.

Tactical Encounter: "Temple Scuffle," page 116.



Area 3: Oreiax's Basement

The lower level of Oreiax's domain is a mazelike mixture of narrow passages and open chambers. Even if the characters manage to vanquish Oreiax in Area 2, they must deal with the threats in the basement in order to fully cleanse the temple of all its evil. The tactical encounter is triggered when the PCs emerge from the stairs that lead into this area.

Tactical Encounter: "Germinal Crypt," page 118.

Cultist Cavity

Encounter Level 24 (29,300 XP)

Setup

4 death cultists
4 abyssal ghoul myrmidons

Despite Oreiax's inhuman nature and ultimate goals, the entity allows living cultists who demonstrate exceptional power to join him in his temple, especially those who do not mind sharing quarters with the many ghouls also found in the temple. The temple is a structure dedicated to the reverence of Doresain, after all. Or, at least, that is what Oreiax tells those who find their way to the hidden valley and ask to join the cause. At the very least, these cultists are meant to serve as a buffer if any intruders seek entry.

The starting positions of the cultists and ghouls are not indicated on the map because their location varies depending on how the characters entered, and how they got past the outer doors if they came in that way.

If the PCs opened the outer doors without damaging them, or if they came in through the secret door, read:

Ahead and to the side, the dim glow of small lanterns reveals crude beds, each of which contains a figure that seems to be stirring.

Unless the characters have made an exceptional amount of noise in gaining entry, they can catch the four human cultists in this chamber reclining on their beds, and the four ghouls are off guard as well. Place each of the cultists on one of the beds and position the ghouls around the blood pool, then roll initiative and begin combat, giving the PCs surprise actions if they have them.

If the PCs opened the outer doors by damaging them, and then they enter through the second set of doors, read:

This dimly lit space is full of creatures that do not seem pleased to see you, although they refrain from immediately attacking. Four living humans wearing green robes and heavy cowls are looking at you, mildly bemused.

Place the four cultists evenly spread around the perimeter of the chamber adjacent to the doors. The ghouls are not evident at first. Two of them occupy a backup position in the eastern corridor, and the other two are in the western corridor. Roll initiative and begn combat, with neither side gaining surprise.

As opportunity permits (either during combat or after the PCs have dealt with the enemies), provide the following bits of read-aloud text when the characters are able to see the pertinent features.

An elaborate basin filled with red liquid bubbles and steams near the southwest corner of this chamber.

A portcullis more than 10 feet wide bars the passage that leads from the northwest part of this chamber into a different area.

Swirling murals carved in stony material adorn all the walls. The scenes feature depictions of two creatures. One is a ghoul with blazing green eyes who wears a crown of human bones and wields a staff made from a humanoid spinal column. The other is a mammoth mockery of a child, disfigured and swollen into an ogrelike monstrosity. The creature is half-petrified, dripping ichor, and partially rotted.

4 Death Cultists	**Level 24 Controller**
Medium natural humanoid, human	XP 6,050 each

Initiative +13 **Senses** Perception +16
Aura of Decay (**Necrotic**) aura 5; any living enemy within the aura takes a -2 penalty to all defenses.
HP 215; **Bloodied** 107
AC 38; **Fortitude** 38, **Reflex** 34, **Will** 36
Resist 10 necrotic
Speed 5

⊕ **Mace** (standard; at-will) ✦ **Necrotic, Weapon**
+27 vs. AC; 1d8 + 6 damage, and the target is immobilized (save ends).

⇶ **Word of Orcus** (standard; recharge ⚅) ✦ **Healing, Necrotic**
Close burst 5; targets enemies; +27 vs. Fortitude; 2d6 + 8 necrotic damage, and the target is stunned (save ends). Undead in the burst regain 15 hit points.

Alignment Chaotic evil **Languages** Abyssal, Common
Skills Religion +19

Str 20 (+22)	**Dex** 13 (+13)	**Wis** 18 (+16)
Con 15 (+17)	**Int** 14 (+14)	**Cha** 24 (+19)

Equipment plate armor, mace

4 Abyssal Ghoul Myrmidons	**Level 23 Minion**
Medium elemental humanoid (undead)	XP 1,275 each

Initiative +18 **Senses** Perception +15; darkvision
HP 1; a missed attack never damages a minion; see also *dead blood*
AC 35; **Fortitude** 35, **Reflex** 34, **Will** 31
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Claws** (standard; at-will)
+26 vs. AC; 9 damage, and the target is immobilized (save ends).

⇶ **Dead Blood** (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 1; all enemies in the burst take 5 necrotic damage.

Alignment Chaotic evil **Languages** Abyssal
Skills Stealth +23

Str 27 (+19)	**Dex** 25 (+18)	**Wis** 18 (+15)
Con 23 (+17)	**Int** 19 (+15)	**Cha** 13 (+12)

Tactics

The death cultists keep their distance from the PCs when they can, but do not shrink from melee if it proves necessary. Not all of them are willing to fight to the death. The ghouls are out to cause the greatest havoc they can, and they fight to the end.

Round 1: Each of the death cultists uses *word of Orcus*, positioning the attack to catch two or more PCs in the burst if possible.

The abyssal ghoul myrmidons move around the chamber trying to flank the PCs. They concentrate their claw attacks on characters that are lightly armored or using ranged or close powers.

Round 2+: The cultists use their mace attacks until *word of Orcus* recharges, at which time they use *word of Orcus* again. Three of the four cultists fight to the death, but when only one cultist remains standing, he throws up his hands and sues for mercy. The PCs can interrogate the cultist if they spare his life.

Interrogated Cultist: If the PCs manage to capture a cultist, or if they accept the surrender of the last surviving one, they can ask the cultist a few questions.

The cultist provides the following information to the adventurers:

- His name is Jamard Fellwing. He is a priest of Orcus who was directed to this excavated petrified primordial egg to serve Oreiax. Jamard is bitter about this assignment, but when Orcus or his exarchs command, sworn cultists do not question the order.
- If the characters don't already know it, Jamard relates a truncated version of the DC 31 and DC 33 information in the "Background" section (page 112).
- Jamard says that if the PCs let him go, he will give them instructions on how to activate the blood pool. Jamard says the blood pool allows one who stands before it to view Oreiax (but he does not reveal the pool's harmful aspect).

Features of the Area

Illumination: A small lantern at the foot of each bed provides dim light in a 5-square radius. A character can extinguish a lantern as a minor action.

Cots: These cots are austere by anyone's standards. Upon closer examination, it's clear that they are made from the stretched skins of humans. It costs 1 extra square of movement to enter a square occupied by a cot. The cots are not tall enough to provide cover.

Chests: Each chest holds a couple changes of a cultist's clothes (robes and cowls), as well as personal toiletries and other knickknacks. A square containing a chest is treated as difficult terrain.

Portcullis: The iron portcullis in the northwest part of the room requires a successful DC 26 Strength check to force open or lift.

Blood Pool: This piece of magical furniture grants a connection to the head of the temple. If a creature stands before the blood pool, stares into its swirling depths, and says the phrase "Queen of Stone," an image of Oreiax appears to that creature. (Oreiax is the twisted, ogrelike child depicted on the murals covering the walls in this chamber.)

Seconds later, the viewpoint provided by the pool switches to show what lies immediately in front of Oreiax. At this point in time, Oreiax is in Area 2 (see the tactical map of the next encounter), standing before the altar and looking out over the cultists scattered among the benches. The viewpoint then pans toward the east, providing a glimpse of the closed portcullis that separates Area 1 from Area 2. All of this information enables the characters to have an idea of what stands against them if they move into the adjoining area. (The PC using the pool recognizes the portcullis as the same one that the characters can see from within Area 1.)

The downside of using the pool is that Oreiax can see whoever stands before it, and whenever someone contacts Oreiax in this fashion, that individual is targeted by a special version of Oreiax's *petrifying breath*, which functions as a ranged attack through the pool interface. This attack takes place after the viewer has gained all of the information described above. Once Orieax uses his *petrifying breath* in this manner, contact between the viewer and Oreiax is severed.

Petrifying Breath: Ranged sight; +25 vs. Fortitude; 4d6 + 20 damage, and the target is slowed and weakened (save ends).

Temple Scuffle

Encounter Level 25
(32,500 XP or more)
(if the PCs defeat Oreiax here)
or
Encounter Level 22
(20,400 XP or more)
(if Oreiax flees)

Setup

Oreiax (O)
3 death cultists (C)
1+ couatl mockeries (M)
3 demon brazier traps

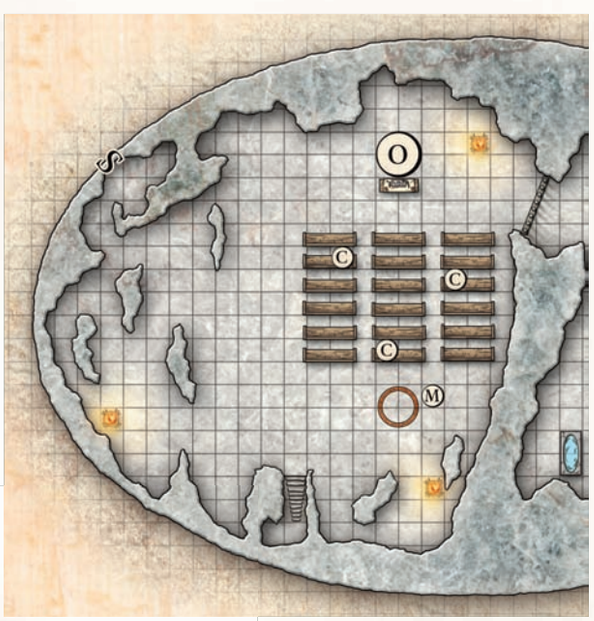
This chamber is set aside for the daily, rantlike rituals that Oreiax offers up to Doresain and Orcus.

If the PCs sneak into the temple through the secret door, they could catch Oreiax delivering one of his loud, monotonous rants to three human death cultists. Otherwise, Oreiax and his cultists stand ready to attack any creatures that enter by opening the portcullis. Provide the read-aloud text, then roll initiative and begin combat, giving the PCs surprise actions if they have them.

When the adventurers view the sanctuary, read:
Three braziers provide bloody illumination here. The enormous sanctuary houses an altar of red crystal and numerous benches formed of fused humanoid bones. South of the benches is a magic circle painted in the stone. Horrific murals are carved in all surfaces of the cavernlike chamber.

A large creature stands behind the podium. The creature is a mammoth mockery of a child, disfigured and swollen into an ogrelike monstrosity. The being is partially petrified, dripping in ichor, and his flesh is rotted. The creature holds a bone rod in one great paw. He rattles the rod and laughs like a lunatic.

Several human cultist are grouped around the ogrelike creature. They begin to chant "Oreiax, Oreiax, Oreiax . . ."



The three braziers that fill the room with bright red light are traps, each of which triggers when any creature not a denizen of the temple moves adjacent to it.

In addition, a summoning circle south of the bone benches begins to summon couatl mockeries into the chamber as soon as combat begins.

3 Death Cultists (C)	**Level 24 Controller**
Medium natural humanoid, human	XP 6,050 each

Initiative +13 **Senses** Perception +16
Aura of Decay (**Necrotic**) aura 5; any living enemy within the aura takes a -2 penalty to all defenses.
HP 215; **Bloodied** 107
AC 38; **Fortitude** 38, **Reflex** 34, **Will** 36
Resist 10 necrotic
Speed 5
⊕ **Mace** (standard; at-will) ✦ **Necrotic, Weapon**
+27 vs. AC; 1d8 + 6 damage, and the target is immobilized (save ends).
⇶ **Word of Orcus** (standard; recharge ⚅) ✦ **Healing, Necrotic**
Close burst 5; targets enemies; +27 vs. Fortitude; 2d6 + 8 necrotic damage, and the target is stunned (save ends). Undead in the burst regain 15 hit points.
Alignment Chaotic evil **Languages** Abyssal, Common
Skills Religion +19
Str 20 (+22) **Dex** 13 (+13) **Wis** 18 (+16)
Con 15 (+17) **Int** 14 (+14) **Cha** 24 (+19)
Equipment plate armor, mace

Oreiax (O)	**Level 24 Elite Brute**
Large elemental humanoid (demon, undead)	XP 12,100

Initiative +16 **Senses** Perception +22; darkvision
Aura of Death (**Necrotic**) aura 10; any enemy that enters the aura or starts its turn within the aura takes 10 necrotic damage (20 necrotic damage while Oreiax is bloodied).
HP 562; **Bloodied** 281
AC 39; **Fortitude** 40, **Reflex** 37, **Will** 38
Immune disease, necrotic, poison; **Resist** 15 variable (3/encounter; *MM* 282)
Saving Throws +2
Speed 6, fly 8 (clumsy)
Action Points 1
⊕ **Death Rattle** (standard; at-will) ✦ **Necrotic, Weapon**
Reach 2; +27 vs. AC; 3d12 + 10 damage, and the target is slowed (save ends). If the target is already slowed, it is instead slowed and weakened until the end of Oreiax's next turn.
† **Reactive Rattle** (immediate interrupt, when an enemy moves to a position where it flanks Orieax; at-will) ✦ **Necrotic, Weapon**
Oreiax makes a *death rattle* attack against the enemy.
⇶ **Petrifying Breath** (minor; recharge ⚁ ⚂ ⚅)
Close blast 5; +25 vs. Fortitude; 4d6 + 20 damage, and the target is slowed and weakened (save ends). If the target is already slowed and weakened, it is instead stunned (save ends). If it is already stunned, it is instead petrified (save ends).
Alignment Chaotic evil **Languages** Abyssal
Skills Intimidate +25, Religion +23
Str 31 (+22) **Dex** 18 (+16) **Wis** 20 (+17)
Con 31 (+22) **Int** 23 (+18) **Cha** 26 (+20)
Equipment death rattle (greatclub)

Couatl Mockery (M)	**Level 26 Minion**
Medium natural animate (blind, undead)	XP 2,250 each

Initiative +22 **Senses** Perception +13; blindsight 20
HP 1; a missed attack never damages a minion; see also *corrupt cloud*
AC 40; **Fortitude** 36, **Reflex** 40, **Will** 38
Immune disease, gaze
Speed fly 12 (hover)

⊕ **Wing Slash** (standard; at-will) ✦ **Necrotic, Radiant**
+31 vs. AC; 6 damage plus 5 radiant and necrotic damage.

✧ **Corrupt Cloud** (when the couatl mockery is reduced to 0 hit points) ✦ **Necrotic, Radiant**
Close burst 3; targets enemies; +26 vs. Fortitude; 10 radiant and necrotic damage, and the target cannot spend healing surges until the end of its next turn.

Alignment Evil	**Languages** –	
Str 6 (+11)	**Dex** 28 (+22)	**Wis** 10 (+13)
Con 25 (+20)	**Int** 3 (+9)	**Cha** 10 (+13)

3 Demon Braziers	Level 24 Blaster
Trap	6,050 XP each

This large brazier glows red and gold.

Perception
✦ DC 33: With a Perception check, the character notices glowing sigils on the brazier.

Additional Skill: Arcana
✦ DC 33: The character recognizes the demon brazier for what it is. The character also realizes that powers that have the cold keyword temporarily neutralize the brazier.

Initiative +17

Trigger
When a character steps into an adjacent square, the brazier releases a burst of fire. It then attacks in each subsequent round according to its initiative count until no character is adjacent to it.

Attack ✦ Fire
Standard Action or Opportunity Action **Close** burst 2
Target: Each creature in burst
Attack: +27 vs. Reflex
Hit: 2d10 + 5 fire damage, and ongoing 5 fire damage (save ends). Denizens of the temple are immune to this damage.

Countermeasures
✦ Hitting a demon brazier with a power that has the cold keyword suppresses the brazier's attack for 1d6 rounds.
✦ A successful DC 36 Thievery check disables the trap.

Tactics

Orieax defends the temple vigorously, but won't stick around if it becomes clear that the characters are on the verge of victory.

Round 1: Before combat begins (on an initiative count 1 higher than the combatant with the best initiative check), one couatl mockery is summoned and appears in the indicated square adjacent to the circle south of the benches. This creature (and any mockery summoned in subsequent rounds) flies toward the PC closest to Oreiax and attacks that character with its *wing slash*.

Each of the death cultists begins combat by using *word of Orcus*, positioning the attack to catch two or more PCs in the burst if possible.

If at least one PC gets within reach of Oreiax before Oreiax's first action, he uses his *death rattle* and follows with *petrifying breath*.

Round 2+: Each round after the first, 1d4 additional couatl mockeries are summoned until the couatl mockery circle is destroyed (see Features of the Area).

The cultists use their mace attacks until *word of Orcus* recharges, at which time they use *word of Orcus* again.

Until his *petrifying breath* recharges, Oreiax relies on his *aura of death* and his *death rattle* attack to keep the characters from getting the upper hand. He saves his action point to use while fleeing if things go poorly.

When Oreiax is reduced to 140 hit points or fewer, he flees toward the basement. The PCs have to deal with him again there. If the path to the stairs is blocked, he uses the secret door (see below).

Features of the Area

Illumination: The demon brazier traps emit bright light in a 10-square radius (even before they are triggered). Add 6,050 XP to the encounter's experience reward for each trap that is disabled.

Couatl Mockery Circle: This magic summoning circle continues to disgorge 1d4 couatl mockeries each round as long as Orieax is present in the temple, or until an adjacent character spends a standard action scuffing through the lines of the circle with a boot, a weapon, or other hard object.

Add 2,250 XP to the encounter's experience reward for each couatl mockery (beyond the initial creature) that is defeated.

Altar: Cut from red crystal, this altar contains a secret compartment (Perception DC 31 to find) that contains 5 ad.

Benches: These furnishings are made from ghoul-gnawed bones. They are not tall enough or substantial enough to provide cover. A creature must squeeze to move through a square occupied by a bench.

Portcullis: The iron portcullis at the eastern end of the room requires a successful DC 26 Strength check to force open or lift.

Secret Door: A secret door (Perception DC 33 to find) is concealed along the northwestern edge of this chamber. The cultists don't know about it. Oreiax is aware of it, though, and he uses it if he feels the need to flee and the path to the stairs leading to Area 3 is blocked. (He then enters Area 3 through the secret door in the south side and awaits the characters therein.)

Germinal Crypt

Encounter Level 26
(46,575 XP or more)
(if Oreiax is present here)
or
Encounter Level 25
(34,475 XP or more)
(if Oreiax has already been defeated)

Setup

Oreiax (O)
4 rot slinger captains (R)
1+ abyssal ghoul myrmidons (G)

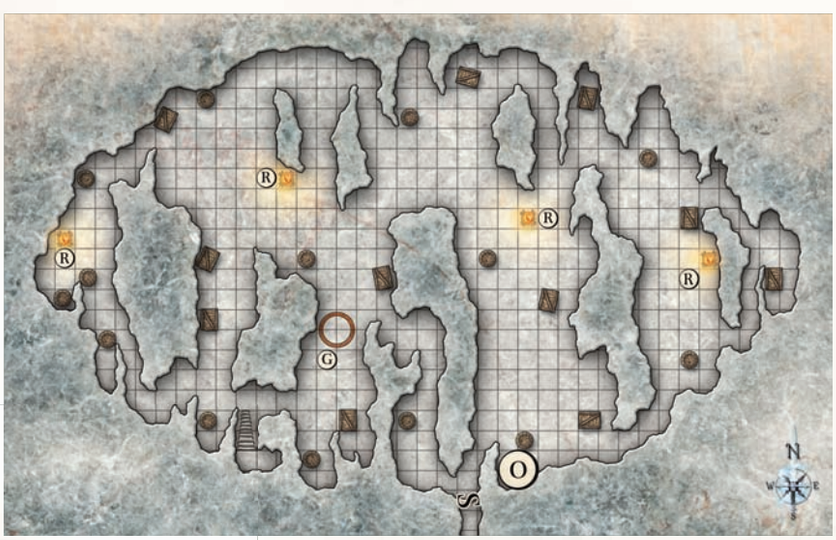
The basement is a warrenlike nest of irregular corridors and larger open chambers. The stairs in the south end of the area provide access.

This area is Oreiax's personal space. Here the abomination researches his ritual, stores ritual components, summons ghouls for worship and sport, and manages the other obligations he has been assigned by Doresain. None of the cultists is allowed down into the basement.

If the PCs forced Oreiax to flee in the previous encounter and chased him down here, the abomination fights to defend his home turf, with the aid of his rot slinger cronies, summoned ghouls, and the traps located in the area.

When the PCs enter Area 3, provide the read-aloud text and then roll initiative.

When the PCs enter the area, read:
Bloody illumination bathes this maze of passages hewn through sulfur-yellow stone. Barrels and crates are scattered about on the floor, each bearing arcane symbols. A large circle is painted on the floor of the area within sight of the stairs.



Oreiax (O)	**Level 24 Elite Brute**
Large elemental humanoid (demon, undead)	XP 12,100

Initiative +16 **Senses** Perception +22; darkvision
Aura of Death (**Necrotic**) aura 10; any enemy that enters the aura or starts its turn within the aura takes 10 necrotic damage (20 necrotic damage while Oreiax is bloodied).
HP 562; **Bloodied** 281
AC 39; **Fortitude** 40, **Reflex** 37, **Will** 38
Immune disease, necrotic, poison; **Resist** 15 variable (3/encounter; *MM* 282)
Saving Throws +2
Speed 6, fly 8 (clumsy)
Action Points 0 or 1

Death Rattle (standard; at-will) ✦ **Necrotic, Weapon**
Reach 2; +27 vs. AC; 3d12 + 10 damage, and the target is slowed (save ends). If the target is already slowed, it is instead slowed and weakened until the end of Oreiax's next turn.

Reactive Rattle (immediate interrupt, when an enemy moves to a position where it flanks Orieax; at-will) ✦ **Necrotic, Weapon**
Oreiax makes a *death rattle* attack against the enemy.

Petrifying Breath (minor; recharge ⚁ ⚂ ⚃)
Close blast 5; +25 vs. Fortitude; 4d6 + 20 damage, and the target is slowed and weakened (save ends). If the target is already slowed and weakened, it is instead stunned (save ends). If it is already stunned, it is instead petrified (save ends).

Alignment Chaotic evil **Languages** Abyssal
Skills Intimidate +25, Religion +23

Str 31 (+22)	**Dex** 18 (+16)	**Wis** 20 (+17)
Con 31 (+22)	**Int** 23 (+18)	**Cha** 26 (+20)

Equipment death rattle (greatclub)

The four braziers that fill much of the room with bright red light are traps, each of which triggers when any creature not a denizen of the temple moves adjacent to it.

In addition, a summoning circle in the southern half of the area begins to summon abyssal ghoul myrmidons into the chamber as soon as combat begins.

Tactics

Orieax defends his domain with fervor . . . but he waits for the ghouls and the rot slingers to engage the characters before he steps into the fray,

Round 1: Before combat begins (on an initiative count 1 higher than the combatant with the best initiative check), one abyssal ghoul myrmidon is summoned and appears in the indicated square adjacent to the ghoul circle (see "Features of the Area"). This creature (and any ghoul summoned in subsequent rounds) moves toward the PC closest to it and attacks that character with its claws.

The rot slinger captains begin adjacent to the demon braziers and remain in those positions as long as they can, flinging their orbs from a distance.

4 Rot Slinger Captains (S) **Level 22 Elite Artillery**
Medium elemental humanoid (undead) XP 8,300 each

Initiative +18 **Senses** Perception +21
HP 330; **Bloodied** 165
AC 36; **Fortitude** 35, **Reflex** 36, **Will** 35
Immune acid, disease, poison; **Resist** 15 necrotic
Saving Throws +2
Speed 6, fly 8 (clumsy)
Action Points 1

⊕ **Rotting Claw** (standard; at-will) ✦ **Necrotic**
+29 vs. AC; 1d10 +10 damage, and the target takes ongoing 10 necrotic damage (save ends).

Orb of Decay (standard; at-will) ✦ **Necrotic**
Ranged 10; +29 vs. Fortitude; 2d8 + 5 necrotic damage, and the target is weakened and takes a -3 penalty to saving throws (save ends both).

Alignment Chaotic evil **Languages** Abyssal
Str 20 (+16) **Dex** 24 (+18) **Wis** 20 (+16)
Con 27 (+19) **Int** 17 (+14) **Cha** 19 (+15)

Abyssal Ghoul Myrmidon (G) **Level 23 Minion**
Medium elemental humanoid (undead) XP 1,275

Initiative +18 **Senses** Perception +15; darkvision
HP 1; a missed attack never damages a minion; see also *dead blood*
AC 35; **Fortitude** 35, **Reflex** 34, **Will** 31
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Claws** (standard; at-will)
+26 vs. AC; 9 damage, and the target is immobilized (save ends).

Dead Blood (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 1; all enemies in the burst take 5 necrotic damage.

Alignment Chaotic evil **Languages** Abyssal
Skills Stealth +23
Str 27 (+19) **Dex** 25 (+18) **Wis** 18 (+15)
Con 23 (+17) **Int** 19 (+15) **Cha** 13 (+12)

Oreiax starts in a secluded location and probably does not get a chance to attack for at least 1 round. Unless the PCs immediately chase him during his flight from Area 2 and give him no time to rest, assume that Oreiax has had time to spend healing surges and regain all of his lost hit points.

Round 2+: If a rot slinger captain succeeds in luring a character into a position where a trap is triggered, it tosses in a *rotting claw* attack for good measure and then tries to put some distance between it and the PCs again.

Oreiax holds his position in the early going, ready to use either *death rattle* or *petrifying breath* against someone who approaches him. If two or more characters cluster in such a way that they can be hit by his *petrifying breath*, then that group of PCs is his preferred target, He tries to avoid catching any of the rot slinger captains in the blast of his breath, When he is encountered in this area, he probably does not have his action point (having spent it during his escape from Area 2).

Oreiax fights to the end in this chamber (though he could flee if he wanted to), since relinquishng the temple is a fate worse than utter destruction.

4 Demon Braziers Level 24 Blaster
Trap 6,050 XP each

This large brazier glows red and gold.

Perception
✦ DC 29: With a Perception check, the character notices glowing sigils on the brazier.

Additional Skill: Arcana
✦ DC 29: The character recognizes the demon brazier for what it is. The character also realizes that powers that have the cold keyword temporarily neutralize the brazier.

Initiative +17

Trigger
When a character steps into an adjacent square, the brazier releases a burst of fire. It then attacks in each subsequent round according to its initiative count until no character is adjacent to it.

Attack ✦ **Fire**
Standard Action or Opportunity Action **Close** burst 2
Target: Each creature in burst
Attack: +27 vs. Reflex
Hit: 2d10 + 5 fire damage, and ongoing 5 fire damage (save ends). Denizens of the temple are immune to this damage.

Countermeasures
✦ Hitting a demon brazier with a power that has the cold keyword suppresses the brazier's attack for 1d6 rounds.
✦ A successful DC 29 Thievery check disables the trap.

Features of the Area

Illumination: The demon brazier traps emit bright light in a 10-square radius (even before they are triggered). Add 6,050 XP to the encounter's experience reward for each trap that is disabled.

Ghoul Circle: This magic summoning circle continues to disgorge 1d4 abyssal ghoul myrmidons each round as long as any rot slinger captain remains alive, or until an adjacent character spends a standard action scuffing through the lines of the circle with a boot, a weapon, or other hard object.

Add 1,275 XP to the encounter's experience reward for each abyssal ghoul myrmidon (beyond the initial creature) that is defeated.

Secret Door: The secret door in the south of the area is known to and used only by Orieax.

Barrels and Crates: Each sturdy barrel or crate is locked with Arcane Lock and can be opened only by a DC 31 Thievery check or Strength check or a successful Knock ritual. Each is massive enough to occupy a square but not tall or wide enough to provide cover. Most contain gold, gems, residuum, and other easy-to-carry treasures. The total value of all such items recovered is equivalent to three level 26 treasure parcels (see *DMG* 129).

One other container holds pieces of an ancient text that describe a "manifest evil," an evil so pure it takes on solidity. If the PCs have followed the hook on page 112, these are fragments of the Tharizdun ritual.

Astral Corpse

A lair for five 26th-level adventurers

Floating eternally among the endless silver void of the Astral Sea are vast, once-living islands—the cast-off flesh of primordials and deities who lost their lives eons past in a great war. Today these colossal outposts bear mute testimony to the fate of even the mightiest among us.

Background

History DC 26: Among primordials, Haemnathuun the Blood Lord was exceptionally depraved. Haemnathuun reveled in gorging his gluttonous desires and satisfying his lewd impulses. So great was his wickedness that it is said that the race of blood fiends was born of his vile acts against the youngest deities.

History DC 31: In the time of the great war between gods and primordials, the Blood Lord enlisted his blood fiend infernal offspring to his aid. However, Haemnathuun was slain, suffering a grievous wound to his upper thorax. Agents of the deities known as astral stalkers claimed the corpse as their home, and they continue to dwell there to this day.

Religion DC 31: Orcus, Demon Prince of the Undead, made the first vampires in the image of blood fiends, who are themselves made in the image of Haemnathuun.

Streetwise DC 31: Dire rumors abound that some entity living deep within the corpse of the desecrated flesh of a dead god is attempting to rouse the flesh back into life. Different rumors indicate the floating island isn't a dead deity, but instead is a quiescent primordial.

Hook: Voice from Beyond

Read the PCs the following telepathic sending:
You hear a strange, rasping voice in your head.

"You are an agent of destiny, and that destiny is now upon you. A dread and primordial evil seeks life after death. I need your help to make sure this never happens. Seek the remains of the Blood Lord, Haemnathuun, and find me within its heart."

The voice is that of the atropal Harrowzau, imprisoned in the ancient corpse of the primordial Haemnathuun, trying to enlist the PCs' help.

Environment

Haemnathuun's corpse is as an island floating upon the Astral Sea, an otherworldly realm filled with vast clouds of a luminous, silver-gray substance that is not mist and not liquid. Thousands of stars glitter in the distance, especially in darker portions of the plane.

Subjective Gravity

In the Astral Sea, gravity does not act consistently as it does in the world. Instead, gravity is subjective, which means that if a traveler is standing on or in something that he or she wishes to exert gravity on him or her, it does so. In other words, if you want to stand on it, you can.

Gravity remains in force even if the traveler leaps into the air or flies—as long as the traveler wants it to. Unattended objects do not experience gravity. Attended objects are subject to a traveler's will. If you drop something and want it to fall, it does—but you can't "will it" to "fall" back to you.

In the absence of gravity (in other words, when you don't want to be affected by it), a creature can fly through a plane of subjective gravity by exercising its will. This mode of movement is slow, however.

SUBJECTIVE GRAVITY

On a plane that has subjective gravity, you can choose whether gravity affects you.

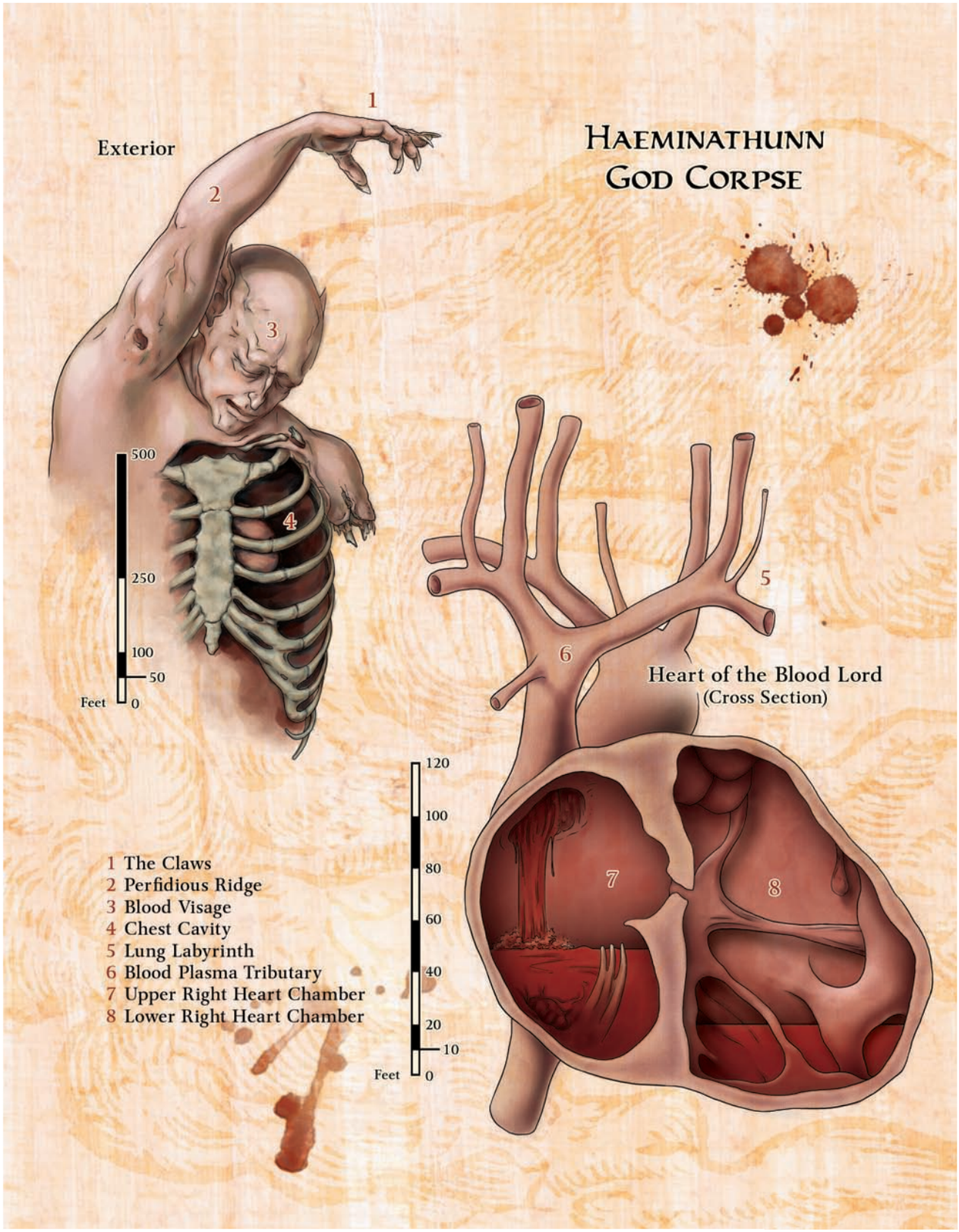
- ✦ You can stand on any surface equal to your space (1 square for most characters) or larger than your space.
- ✦ You gain the ability to fly at one-half your normal speed if not under the effect of gravity. You can hover, but you are a clumsy flier.
- ✦ A creature that has the ability to fly can use its innate flying speed instead. It gains hover.

The God Corpse

The following traits apply to the God Corpse:

- ✦ While on the corpse of Haemnathuun, the PCs can choose to have gravity affect them in respect to the god corpse. Attempts to "land" anywhere other than the god corpse's right hand (Area 1), risk a random encounter with astral stalkers.
- ✦ Moving across and through the corpse is difficult. Haemnathuun's decomposing body is not dry or preserved at all. Even after such a long time, the corpse is still gory and filled with fluids. Acrobatics or Athletics checks are required to slog through deep rivers of blood or to dodge spasms in the flesh. Assign an appropriate DC (see "Challenging Terrain" and the Skill Check Difficulty Class table, *Dungeon Master's Guide,* page 61).
- ✦ Boils, welts, and cancerous lesions on the corpse should be avoided. PCs contacting such tissue risk exposing themselves to deadly and virulent diseases (see the God Corpse Contagion sidebar).

As the PCs approach the corpse, read:
A distant isle resolves as an immense, decaying humanoid form. It is skinless, and its muscles and tissues glisten in the silvery light. A penetrating chest wound to the left side reveals fractured ribs, torn muscle, and a collapsed lung beneath.


Haeminathunn
God Corpse
Exterior
1
2
3
4
500
250
100
50
Feet
0
5
6
Heart of the Blood Lord
(Cross Section)
7
8
120
100
80
60
40
20
10
Feet
0
1 The Claws
2 Perfidious Ridge
3 Blood Visage
4 Chest Cavity
5 Lung Labyrinth
6 Blood Plasma Tributary
7 Upper Right Heart Chamber
8 Lower Right Heart Chamber

Arrival

Approaching PCs observe swarms of astral stalkers patrolling the god corpse. With patience and good timing, it is possible to avoid these patrols and land on the god corpse undetected.

Perception Check
DC 30: *The route least likely to alert the astral stalker swarm you see is to approach the corpse from the north and land upon its outstretched right hand.*

Optional: Welcoming Party

Level 24 Encounter (XP 33,200)
✦ 4 astral stalkers (level 22 elite lurker, *MM* 10)

If the PCs try a direct approach to the heart by landing on the rib cage, or if they are careless in their approach, astral stalkers spot them and attack.

Area 1: The Claws

The right arm of the Blood Lord stretches backward beyond its head, the long fingers of its massive hand ending in razor-sharp claws that are each the size of a large monolith.

When the PCs reach the hand, read:
The god corpse's clawed fingers loom overhead, looking like large outcroppings growing out of the bedrock.

Optional: Lurking Horror

Level 23 Encounter (XP 24,900)
✦ 3 bone collectors (level 22 elite brute, page 175)

Movement near the index finger reveals huge undead oozes slithering toward the PCs with numerous tendrils.

Area 2: Perfidious Ridge

As the PCs begin their long trek south along the outstretched arm of the astral corpse, the terrain becomes increasingly rough and treacherous. The petrified flesh cracks easily and shifts underfoot, threatening to send the PCs over the edge of the corpse.

Complicating matters even further, a malevolent blackfire dracolich has carved out a home here in the cavernous tissue of the upper arm, near the elbow.

Optional: Crackling Black Flame

Level 23 Encounter (XP 25,500)
✦ 1 blackfire dracolich (level 23 solo controller, *MM* 73)

The dracolich is not content to allow the PCs to pass unmolested. The PCs can parley with the undead dragon. It is primarily interested in relieving the characters of their magic items and equipment, and it will try to kill them to get these items if it is not stiffly bribed.

Area 3: Blood Visage

As the PCs approach the head of the corpse, read:
The head and face of the corpse is jarringly preserved when compared to the ruin visited upon the remainder of its body.

Here at the temple of the forehead of the god corpse, the atropal Harrowzau the Unborn hopes to attempt a ritual. The PCs discover Harrowzau within the corpse's body at Area 8, and they can release Harrowzau from its imprisonment at this location. If the PCs agree to escort Harrowzau to Area 3, they trigger the tactical encounter when they arrive at that location.

Tactical Encounter: "Apotheosis," page 126.

Area 4: Chest Cavity

When the adventurers reach the clavicle, read:
A great abyss of jagged bone and shredded muscle descends into the chest of the god corpse's flesh. This wound is so severe it must have been the strike that killed this creature. Lower still in the chest you see a gap at the base of a collapsed lung.

As they stand near the chest above a great fracture in the left collarbone, the PCs easily observe the great wound that has laid bare Haemnathuun's chest cavity. Near the junction of the breastbone and the fractured left clavicle, the PCs can descend through the exposed rib cage and into an air tube of that is part of the lungs that leads deeper into the chest cavity of the god corpse, to Area 5.

Area 5: Lung Labyrinth

The collapsed left lung of the corpse is visible just below the ribs. The PCs must enter this labyrinth to get to the heart. The stench of the corpse threatens to overpower even the hardiest PCs once they enter the labyrinthine passageways of the lungs.

Optional: Alveolar Sacs

Level 23 Encounter (XP 25,500)
✦ 1 desecration (level 23 solo controller, page 139)

The winding air tubes of the lungs occasionally terminate in large circular sacs called alveoli that are clogged with dead cells. If the characters engage in this optional encounter on their way to the heart and defeat the desecration, they gain the treasure described below.

Treasure: 30 ad and two *potions of recovery*.

Area 6: Blood Plasma Tributary

When the PCs move through the tubes of the lungs to the arteries that lead to the heart, they discover that the corpse is not as dead as it seemed from the exterior. Fast-moving rivers of blood still flow in these huge arteries, and the faint beating of the heart can be heard in the distance. The PCs need only follow

the flow of blood toward Area 7, one of the chambers of the heart.

When the adventurers approach the heart (Area 7), read:
What was once a stream of swift-flowing blood has now grown into a torrent of fast-moving gore. Up ahead you can hear the distinctive crash of great falls, and the distant pounding of the heart has become a slow, rhythmic thunder.

Area 7: Upper Right Heart Chamber

When the characters approach the chamber, read:
A blood river plunges from a gap in the ceiling to fall 60 feet before it crashes into a lake of blood covering the floor of this vast chamber floor. A thick layer of coagulated blood covers the walls of the chamber. At slow, regular intervals the walls contract violently, then release.

Along the far eastern wall, about 20 feet above the level of the blood, two larva mages and two death titans guard a passageway that opens to the east (the heart valve into Area 8). When the PCs enter the chamber, they trigger the tactical encounter.

Tactical Encounter: "Inside the Heart," page 124.

Area 8: Lower Right Heart Chamber Grotto

The PCs enter the lower right heart chamber through the valve that connects with Area 7. This chamber holds the prison of Harrowzau the Unborn. The heart's chamber is crisscrossed with narrow walkways of muscle.

When the adventurers enter the grotto, read:
A powerful stench rises from the coagulated blood that coats the walls of this chamber. The roaring of the blood falls is muted here. At the end of one of the fibrous walkways that cross this chamber, a bulbous nodule hangs from the wall. Something presses against the side of the nodule, as though whatever is caught within is frantically struggling to get out. A powerful voice speaks in your mind: "I am the one you seek. Free me immediately! I can endure this captivity no longer!"

This cancerous lesion is the prison of Harrowzau the Unborn. The atropal is the emerging seed of Haemnathuun reborn. Even nascent as it is, it managed to influence enough creatures to put in motion the plan that delivered the PCs to this location. The PCs can free Harrowzau by slicing the sack open (AC 5, Reflex 5, Fortitude 12, 40 hit points).

When Harrowzau is freed, read:
The cancerous lesion rips open to reveal a large, hairless creature, its shriveled body gaunt and atrophied. The creature reaches a withered hand out in greeting.

Religion Check
DC 25: *This being bears a striking resemblance to an atropal, an undead spark of the divine animating dead flesh.*

The atropal introduces itself as Harrowzau. It explains it journeyed to the god corpse in an attempt to prevent the Blood Lord from returning to life. Before Harrowzau could complete the ritual, Haemnathuun's awakening consciousness entombed him. A successful DC 38 Insight check to sense motives gives a PC the feeling that Harrowzau is hiding something, but he or she can't pinpoint the particulars of the deception.

The atropal claims it knows how the previous ritual failed, and it has a new plan to deal with the Blood Lord. Harrowzau asks the PCs to escort him to Haemnathuun's forehead, where Harrowzau will perform a new ritual to lay the primordial to rest forever.

If the PCs attack or attempt to stop Harrowzau from leaving the chamber, he attacks. Use the statistics for Harrowzau the Unborn in "Apotheosis," page 126.

God Corpse Contagion

The corpse of the partly revivified primordial is a hotbed of exotic diseases. At your option, when an adventurer is bloodied in or on the corpse, you can make him or her subject to a disease. One new disease that is apropriate for this circumstance, silvery sleep, is described below.

Silvery Sleep	Level 26 Disease
The process of petrification that turns dead primordials and deities to unliving stone begins to slow and stiffen the victim.	**Attack:** +28 vs. Fortitude **Endurance** improve DC 28, maintain DC 19, worsen DC 18 or lower

The target is cured.	The target's speed is reduced by 1 instead of 2.	**Initial Effect:** The target's speed is reduced by 2.	Each time the target becomes bloodied, it is slowed (save ends). If the target is slowed because of this disease effect and is reduced to 0 hit points, the target is petrified.	**Final State:** Each time the target takes damage, it is slowed (save ends). If the target is slowed because of this disease effect and is reduced to 0 hit points, the target is petrified.

Inside the Heart

Encounter Level 27 (54,800 XP)

Setup

2 larva mages (L)
2 dread wraiths (W)
2 death titans (T)

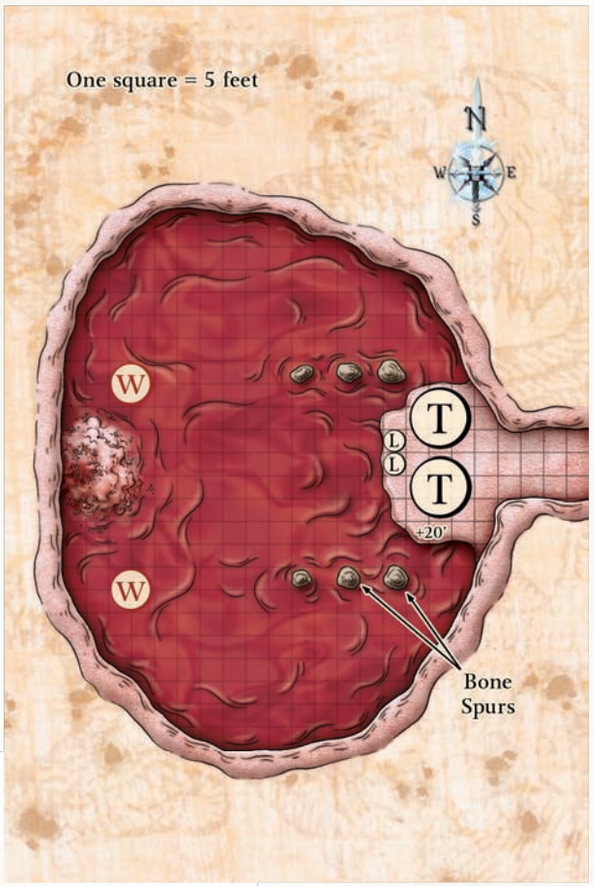
Upon entering the upper right heart chamber of the god corpse (Area 7), the characters find themselves under ranged attack by a pair of larva mages firing *rays of cold death* from across the chamber. Any PCs who enter the blood pool find themselves immediately set upon by dread wraiths.

When the PCs enter the atrium, provide the read-aloud text, then place the larva mages and death titans on the map. The wraiths begin the encounter beneath the surface of the blood pool. Do not place them until the encounter begins.

The larva mages do not deign to speak with the PCs. They were set here to guard against the potential reanimation of the Blood Lord, and they aim to do their job.

When the adventurers enter the upper right heart chamber, read:

This slowly beating heart interior is moist and humid with falling blood. Two humanoids made up of swarming larva and two hulking figures swathed in swirling souls stand on a cartilaginous lip that forms a ledge at the east side of the chamber. They guard a valve that leads to a passage out of the room.



2 Larva Mages (L)	**Level 21 Elite Artillery**
Medium natural magical beast (undead)	XP 6,400 each

Initiative +13 **Senses** Perception +12
HP 304; **Bloodied** 152
AC 35; **Fortitude** 30, **Reflex** 33, **Will** 27
Immune disease, poison; **Resist** 10 necrotic; takes half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against close and area attacks.
Saving Throws +2
Speed 6
Action Points 1

Corrupting Touch (standard; at-will) ✦ **Necrotic**
+24 vs. Fortitude; 2d6 + 5 necrotic damage.

Horrific Visage (minor; recharge ⚁ ⚀) ✦ **Fear**
Ranged 10; +24 vs. Will; the target cannot attack the larva mage until the end of its next turn and is immobilized (save ends).

Ray of Cold Death (standard; at-will) ✦ **Cold, Necrotic**
Ranged 20; +26 vs. AC; 2d8 + 8 cold and necrotic damage, or 4d8 + 8 cold and necrotic damage if the target is bloodied.

Worm's Feast (standard; recharge ⚀) ✦ **Illusion**
Ranged 5; the target is tricked into believing that worms are devouring its flesh; +26 vs. Will; 4d10 + 8 damage. If this damage doesn't reduce the target to 0 or fewer hit points, the target takes no damage but is stunned until the end of its next turn.

Withering Flame (standard; at-will) ✦ **Fire, Necrotic**
Area burst 1 within 20; +24 vs. Reflex; 2d6 + 8 fire and necrotic damage.

Squeezing Swarm
By altering its shape, a larva mage can squeeze through small openings as if it were a Tiny creature (see "Squeeze," *Player's Handbook* 292).

Alignment Evil **Languages** Common
Skills Arcana +23, History +23, Religion +23

Str 14 (+12)	**Dex** 16 (+13)	**Wis** 14 (+12)
Con 20 (+15)	**Int** 26 (+18)	**Cha** 15 (+12)

Tactics

The larva mages act as soon as they can after noticing the PCs. The other creatures might wait for a short time before joining combat.

Round 1: The larva mages shoot *rays of cold death* across the chamber at PCs who are afloat on the surface of the blood pool.

The dread wraiths attack with their *dread blades* against characters who submerge themselves in the blood pool and come within reach.

The death titans postpone their attacks until targets come within range of *soul devourer* or within reach of their greataxe attacks.

Round 2+: If the submerged dread wraiths have no opportunity to engage enemies in melee, they rise to the surface of the blood pool in the second round and carry the fight to any intruders they find there.

2 Dread Wraiths (W)	Level 25 Lurker
Large shadow humanoid (undead)	XP 7,000 each

Initiative +25 **Senses** Perception +18; darkvision
Shroud of Night aura 5; bright light within the aura is reduced to dim light, and dim light becomes darkness.
HP 124; **Bloodied** 62; see also *death strike*
Regeneration 20 (if a dread wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 37; **Fortitude** 33, **Reflex** 37, **Will** 37
Immune disease, fear, poison; **Resist** 30 necrotic, insubstantial; **Vulnerable** 15 radiant (see also *regeneration* above)
Speed fly 10 (hover); phasing ; see also *shadow glide*

Dread Blade (standard; at-will) ✦ **Necrotic**
Reach 2; +28 vs. Reflex; 2d10 + 9 necrotic damage, and the target is weakened (save ends).

Death Shriek (when reduced to 0 hit points) ✦ **Psychic**
Close blast 3; targets enemies; +27 vs. Will; 4d6 + 9 psychic damage, and the target is dazed (save ends). *Miss:* Half damage, and the target is not dazed.

Combat Advantage ✦ **Necrotic**
A dread wraith deals 3d6 extra necrotic damage against any target it has combat advantage against.

Shadow Glide (move; encounter)
The dread wraith shifts up to 6 squares.

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

Alignment Chaotic evil **Languages** Common
Skills Stealth +26

Str 18 (+16)	**Dex** 28 (+21)	**Wis** 12 (+13)
Con 20 (+17)	**Int** 14 (+14)	**Cha** 28 (+21)

The larva mages rely on *ray of cold death* to press the attack, saving their recharge powers and their withering flame for attackers who get close to them.

If an enemy gets within melee range of a larva range, it uses *horrific visage* to give itself time to move, and follows that with *worm's feast* if it still needs more space.

The death titans engage in melee against PCs who come within their reach, using *double attack*, until *soul devourer* recharges. If a *soul devourer* attack succeeds, the titan expends a soul shard to use *soulfire burst*.

If a wraith becomes bloodied, it uses *shadow glide* to shift away from the PCs and toward the protection of the larva mages. If a larva mage becomes bloodied, it attempts to flee through the valve to Area 8.

Features of the Area

Illumination: Bright light (a sourceless, blood-red glow suffuses everything).

Gravity: Gravity works in only one direction here, and the pooling blood reveals its direction.

Blood Pool: The lower reaches of the chamber are flooded with blood pouring down from above. The pool is 20 feet deep and covers the entire chamber except for the ledge where the larva mages and death titans are located and three bone spurs that jut out of the blood pool on either side of that ledge.

2 Death Titans (T)	Level 25 Elite Brute
Huge shadow humanoid (giant)	XP 14,000 each

Initiative +18 **Senses** Perception +20; darkvision
Soulburner aura 5; any enemy within the aura takes a -2 penalty to attack rolls and all defenses; a creature that dies within the aura bestows one soul shard to the death titan (see *soul shroud*).
HP 574; **Bloodied** 287
AC 39; **Fortitude** 42, **Reflex** 38, **Will** 35
Resist 30 necrotic
Saving Throws +2
Speed 8
Action Points 1

Greataxe (standard; at-will) ✦ **Weapon**
Reach 3; +28 vs. AC; 2d8 + 10 damage (crit 6d8 + 26).

Double Attack (standard; at-will) ✦ **Weapon**
The death titan makes two greataxe attacks.

Soul Devourer (standard; recharge ⚅) ✦ **Necrotic**
Ranged 5; +28 vs. Fortitude; the target loses a healing surge, and the death titan's soul shroud gains one soul shard. A target without healing surges takes damage equal to half its total hit points.

Soulfire Burst (standard; at-will) ✦ **Necrotic**
Close burst 1; +26 vs. Reflex; 2d12 + 6 necrotic damage. The death titan must expend one soul shard to use this power.

Consume Soul Shard (minor; at-will) ✦ **Healing**
The death titan expends one soul shard and regains 20 hit points.

Soul Shroud
The *soul shroud* contains soul shards that swirl around the death titan to protect and empower it. At the beginning of an encounter, the *soul shroud* contains four soul shards. While the *soul shroud* is depleted of soul shards, the death titan takes a -2 penalty to attack rolls.

Alignment Evil **Languages** Giant
Skills Intimidate +20

Str 31 (+22)	**Dex** 23 (+18)	**Wis** 17 (+15)
Con 27 (+20)	**Int** 12 (+13)	**Cha** 16 (+15)

Equipment plate armor, greataxe

Bloodfall: Staying on the surface of the blood pool while directly beneath the blood waterfall (the area of turbulence between the dread wraiths) requires a successful DC 31 Athletics check. A character who fails this check is forced beneath the surface and is likely to be attacked by the submerged wraiths.

Tricuspid Valve: The passage heading off to the east leads to area 8, but is closed by a fleshy valve (which lies outside the area depicted on the map). Forcibly opening the valve requires a successful DC 31 Strength check. Alternatively, the PCs can choose to perform a Passwall ritual to enter the grotto.

Apotheosis

Encounter Level 23 (26,000 XP)
(if the PCs defeat Harrowzau the Unborn)
or
Encounter Level 27 (52,000 XP)
(if the PCs achieve victory in the skill challenge but do not defeat Harrowzau the God Swallower)
or
Encounter Level 38 (167,000 XP)
(if the PCs achieve victory in the skill challenge and also defeat Harrowzau the God Swallower)

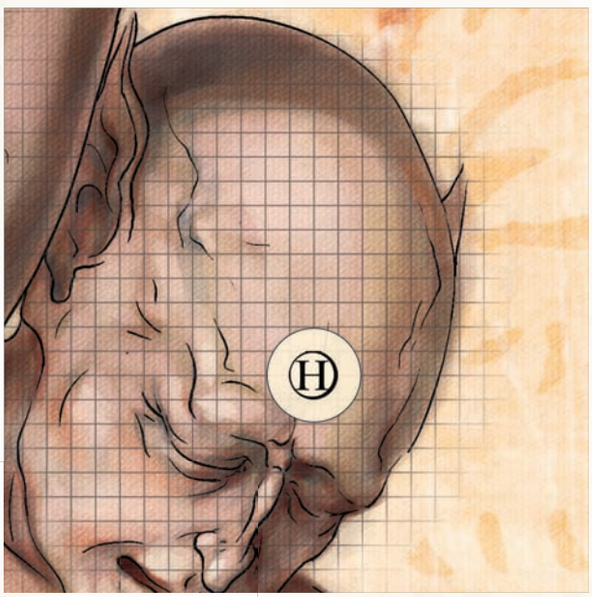
Prelude

With Haemnathuun gaining greater consciousness every moment, Harrowzau quickly leads the PCs back to Area 3. The atropal says it will recite a powerful ritual there to put the ancient primordial to rest forever.

When the ritual begins, read the following, then run the skill challenge:
With but a thought, Harrowzau summons a gilded scroll to hover into the air before its hands. While reciting the text in the dark tongue of the ancients, the atropal begins etching intricate glyphs with its shriveled forefinger into the flesh of the god corpse.

After completing the beginning of the ritual, Harrowzau turns its eyes upon you, and its words spill into your mind. "Step forward quickly and form a ring within this circle. Aid me in this grand invocation. If we succeed, the Blood Lord will be silenced forevermore, and I will reward you greatly!"

With each action in the skill challenge, have the acting PC attempt a passive Insight check. A successful DC 24 Insight check during the challenge reveals to a character that something is very wrong, though it takes a followup DC 31 Religion check to recognize the ritual's true purpose. A result of 26–30 on this Religion check reveals that the ritual will not accomplish what Harrowzau claims. If the PCs engage the atropal, interfere with the ritual in any way, or are defeated in the skill challenge, go to "Defeat Setup." If the PCs achieve victory in the skill challenge, go to "Victory Setup."



Harrowzau Apotheosis **Level 28**
Skill Challenge XP 52,000

The ritual words of a powerful invocation flow over you. "Help me to silence the Blood Lord forever, and the reward will be great," Harrowzau says in your mind. "I need you to fuel the ritual with your inner power. My own will not be enough."

Uncertain of success on his own, Harrowzau requests the assistance of the PCs to complete the complex ritual. Unwittingly, the PCs are aiding Harrowzau in his apotheosis into a divine being. The atropal has no intention of granting a reward of any kind for the PCs' aid. Harrowzau plans to betray the characters as soon as the ritual is complete.

Complexity 4 (requires 10 successes before 3 failures)
Primary Skills Arcana, Endurance, Religion
Victory The atropal's apotheosis into a true deity has succeeded. Harrowzau rewards the PCs for their assistance by attacking them. Refer to "Victory Setup."
Defeat Harrowzau's apotheosis into a true deity has been foiled. Though the atropal has failed in its goal, it remains a potent foe. Harrowzau curses the PCs for their ineptness and attacks them. Refer to "Defeat Setup."
Arcana DC 26 (1 success, no maximum successes). The PC expends one arcane encounter or daily power per success.
The character channels his or her personal arcane energy into the ritual.
Endurance DC 18 (1 success, no maximum successes). The PC expends two healing surges per success.
The character offers up a portion of his or her life energy to fuel the ritual.
Religion DC 26 (1 success, no maximum successes). The PC expends one divine encounter or daily power per success.
The PC channels a portion of his or her divine energy into the ritual.

Defeat Setup

Harrowzau the Unborn, atropal (H)

Provide the read-aloud text, then place Harrowzau (H) on the map in the space indicated for a Large creature.

If Harrowzau is attacked before the ritual begins, read:
"I should have known not to trust in the aid of mortals. Oh well, perhaps there is just enough life force in each of you to fuel the ritual. . . ."

If the ritual fails or is interrupted, read:
Protective wards fail, collapsing the mantle of necromantic energy surrounding the atropal. Harrowzau's scream of rage floods your thoughts as the atropal turns to attack.

Harrowzau the Unborn (H) **Level 28 Elite Brute**
Large immortal magical beast (undead), atropal XP 26,000

Initiative +18 **Senses** Perception +20; darkvision
Shroud of Death (**Necrotic**) aura 5; at the beginning of the atropal's turn, any undead ally within the aura regains 20 hit points, and any living creature within the aura takes 10 necrotic damage. Radiant damage to the atropal ends its *shroud of death*. The atropal can restore the aura as a minor action.
HP 634; **Bloodied** 317
AC 42; **Fortitude** 42, **Reflex** 37, **Will** 40
Immune disease, necrotic, poison; **Vulnerable** 10 radiant
Saving Throws +2
Speed fly 9 (hover)
Action Points 1; see also *atropos burst*

⨁ **Necrotizing Touch** (standard; at-will) ✦ **Necrotic**
Reach 2; +29 vs. Reflex; 2d10 + 10 damage, and the target takes ongoing 15 necrotic damage and a -2 penalty to attack rolls, and the target loses any resistance or immunity to necrotic damage (save ends all).

✧ **Atropos Burst** (standard; encounter; recharges when a living creature is reduced to 0 hit points within the atropal's aura) ✦ **Necrotic**
Close burst 5; +27 vs. Reflex; 4d8 + 5 necrotic damage, and the target loses a healing surge. The atropal gains 1 action point if it hits any creatures with *atropos burst*.

Alignment Evil **Languages** Supernal
Skills Insight +25, Religion +19
Str 30 (+24) **Dex** 18 (+18) **Wis** 22 (+20)
Con 27 (+22) **Int** 10 (+14) **Cha** 20 (+19)

Tactics

Enraged, Harrowzau fights ruthlessly. It floats toward the PCs to envelop them with its *shroud of death*. The atropal then uses *atropos burst*, and if it hits, the atropal uses the acquired action point to make a *necrotizing touch* attack against the most severely wounded PC. Harrowzau continues to attack this PC with *necrotizing touch*, hoping to slay the adventurer and recharge *atropos burst*.

Victory Setup

Harrowzau the God Swallower (H)

Provide the read-aloud text, then place Harrowzau (H) on the map in the space indicated for a Gargantuan creature.

When the encounter begins, read:
The ancient ritual is complete. Pulses of necromantic energy stream out of the god corpse and into the atropal's growing and strengthening form. Eyes blazing with supremacy, the treacherous newborn deity turns toward you, unleashing its divine power.

Harrowzau has shed its former skin and crafted a commanding form. The newborn deity stands 50 feet tall and has four arms topped with sharp claws. Its gaping maw droops toward the ground, threatening to swallow everything in its path.

Harrowzau the God Swallower (H) **Level 31 Solo Brute**
Gargantuan immortal humanoid (undead) XP 115,000

Initiative +23 **Senses** Perception +26; darkvision
Gaping Maw aura 6; at the start of Harrowzau's turn, any enemy within the aura is pulled 2 squares.
HP 1,440; **Bloodied** 720
AC 43; **Fortitude** 42, **Reflex** 37, **Will** 40
Immune disease, necrotic, poison; **Vulnerable** 10 radiant
Saving Throws +5
Speed 8, burrow 8, climb 8
Action Points 2

⨁ **Claw** (standard; at-will)
Reach 4; +34 vs. AC; 2d8 + 16 damage.

⨁ **Bite** (minor 1/round; at-will)
Reach 4; +34 vs. AC; 2d8 + 16 damage.

⨁ **Rending Claws** (standard; at-will)
Harrowzau makes four claw attacks, no more than two of them against a single target. If two attacks hit the same target, it is grabbed, and it takes ongoing 15 damage until the grab ends. Harrowzau cannot use *rending claws* against another target while it is grabbing a creature.

⨁ **Consume** (standard; at-will) ✦ **Acid, Necrotic**
+34 vs. AC; 2d8 + 16 necrotic damage, and the target is trapped (save ends). A trapped target is removed from play and can take no actions, and takes ongoing 15 acid damage. Harrowzau occupies the target's former space and gains regeneration 15. If the target succeeds on the saving throw, Harrowzau takes 1d6 damage, and the target escapes and appears in an unoccupied space of Harrowzau's choice adjacent to Harrowzau. A trapped target automatically escapes when Harrowzau is destroyed, reappearing in a space of its choice within the space previously occupied by Harrowzau.

Combat Advantage
Harrowzau makes an extra bite attack against any enemy it has combat advantage against. Harrowzau automatically gains combat advantage against any living, bloodied enemy.

Alignment Evil **Languages** Supernal
Skills Insight +26, Religion +19
Str 42 (+31) **Dex** 26 (+23) **Wis** 22 (+21)
Con 32 (+26) **Int** 18 (+19) **Cha** 23 (+21)

Tactics

Every round, the God Swallower uses its *gaping maw* aura to draw the PCs closer to itself. It then attempts to take out its greatest perceived threat with *consume*. In following rounds, Harrowzau inflicts devastating wounds with its *rending claws* attack.

It's possible that the PCs will be overwhelmed by the God Swallower and be forced to flee. If so, they receive the experience point reward for the skill challenge only. If the PCs flee, you can incorporate Harrowzau as a recurring threat in your campaign.

Features of the Area

Illumination: Dim light (the stars in the silvery Astral Sea).

Gravity: See the "Subjective Gravity" sidebar on page 120.

CHAPTER 4

New Monsters

Undead are among the most terrifying monsters in the Dungeons & Dragons world. From flesh-eating ghouls to scythe-wielding reapers, undead haunt the nightmares of mortals and lurk in the darkest corners of the imagination.

Undead share no ancestry, heritage, or bond with others of their ilk, and they are as widespread and varied as living creatures. The creatures share only one trait–their return from the grave.

Common beliefs holds that undead are evil, and although many are indeed cruel and wicked, some are merely animate creatures that act mindlessly at the behest of an evil master. Many undead are capable of experiencing the same emotions and desires as the living. They commit treachery and harbor hate, yet they can also have friendships and exemplify honor, kindness, and even love.

This chapter presents dozens of new creatures and other material, including the following sections and more:

- Game statistics and additional background material for many new varieties of undead.
- Other kinds of creatures that have cheated death in some way. They are sometimes found with undead even though they are not undead themselves.
- Legendary undead of the D&D world.
- Templates and alternative powers to customize undead.

SEAN MURRAY

New Undead and Unliving

This section offers a variety of new undead creatures (and a few that aren't undead), as well as variations on traditional monsters such as ghouls, and zombies.

Abomination

Ageless though they are, immortals can die, and when they do, some return as twisted remnants of what they once were. Most abominations were created as weapons in the war between the gods and the primordials, but a scarce few have arisen spontaneously out of the chaotic forces of the universe. When these beings stir, they come full of rage, craving only to spread destruction and despair.

Rotvine Defiler

The rotvine defiler has but one purpose: to ingest and spoil all that is living. A profane vestige of a powerful immortal devoted to fertility, the rotvine defiler seeks to destroy that which it has lost–life. In its wake, the creature leaves a trail of despoiled organic matter, a record of its vindictive mission.

Rotvine Defiler **Level 26 Solo Controller**
Gargantuan immortal magical beast (plant, undead) XP 45,000

Initiative +19 **Senses** Perception +16; darkvision, tremorsense 10

Despoiled Morass aura 4; any creature that starts its turn within the aura is slowed until the start of its next turn.

HP 1,210; **Bloodied** 605; see also *putrescent explosion*

AC 42; **Fortitude** 41, **Reflex** 39, **Will** 37

Immune disease; **Resist** 15 necrotic, 10 poison

Saving Throws +5

Speed 8, burrow 8

Action Points 2

⊕ **Lashing Tendrils** (standard; at-will) ✦ **Necrotic**
Reach 4; +30 vs. Reflex; 3d8 + 9 necrotic damage, and the target cannot shift until the end of its next turn.

⊹ **Tendrils of Rot** (standard; at-will) ✦ **Necrotic**
Close burst 5; targets enemies; +29 vs. Reflex; 3d8 + 9 necrotic damage, and the target is restrained (save ends); see also *earthly maw*. *Miss:* Half damage, and the target is not restrained.

⊹ **Earthly Maw** (minor 1/round; at-will) ✦ **Necrotic**
Close burst 5; targets each creature restrained by the rotvine defiler; +30 vs. Fortitude; the target takes ongoing 15 necrotic damage, loses a healing surge at the start of each of its turns, and is grabbed (escape ends all).

⊹ **Putrescent Explosion** (when first bloodied and again when the rotvine defiler is reduced to 0 hit points) ✦ **Necrotic**
Close burst 10; +29 vs. Reflex; 3d8 + 9 necrotic damage.

Threatening Reach
A rotvine defiler can make opportunity attacks against all enemies within its reach (4 squares).

Alignment Chaotic evil **Languages** –

Str 28 (+22)	**Dex** 22 (+19)	**Wis** 17(+16)
Con 26 (+21)	**Int** 8 (+12)	**Cha** 20 (+18)

Rotvine Defiler Tactics

This creature is a sprawling morass of mud, rotting vines, dead animals, and writhing tendrils. It burrows through the ground, sending up tentacles to grab living creatures. When it becomes bloodied, a rotvine defiler releases an explosion of desecrating fumes that wither ally and enemy alike.

Rotvine Defiler Lore

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

DC 26: A rotvine defiler is the profane remnant of an immortal devoted to nature or agriculture. The corrupted immortals were slain and sealed under the ground, where the seeds of evil caused them to return to life and outwardly manifest their malevolence.

DC 31: A rotvine defiler arises when a creature makes a sacrifice over the monster's earthly tomb, breaking the seals containing it. The creature usually retains none of its original intelligence or memories.

Encounter Groups

Rotvine defilers are usually alone, but they sometimes permit other creatures to accompany them.

Level 29 Encounter (XP 81,000)
- ✦ 2 blood fiends (level 23 soldier, *MM* 12)
- ✦ 1 rotvine defiler (level 26 solo controller)

BRUNO WERNECK

Discord Incarnate

At the dawn of creation, mighty couatls—winged serpents of purity and virtue—strove to bind evil elementals and fiends. The titanic spiritual struggle sometimes resulted in the death of both entities and brought about a terrible fusion of body and spirit. From these morbid unions arose discord incarnates—perverse abominations bent on wanton destruction.

Discord Incarnate	**Level 29 Solo Brute**
Huge immortal humanoid (undead)	XP 75,000

Initiative +18 **Senses** Perception +17; truesight 5

Discordant Aura (**Fear**) aura 10; while the discord incarnate is not bloodied, any enemy that starts its turn within the aura takes a -2 penalty to all defenses until the end of its next turn.

Retribution Aura (**Necrotic, Radiant**) aura 5; while the discord incarnate is bloodied, any enemy that starts its turn within the aura takes 15 necrotic and radiant damage.

HP 1,340; **Bloodied** 670; see also *discordant retaliation*

AC 43; **Fortitude** 43, **Reflex** 38, **Will** 39

Immune disease, fear; **Resist** radiant 10, necrotic 10 (if a discord incarnate takes radiant damage or necrotic damage, it gains a +5 bonus to damage rolls until the end of its next turn)

Saving Throws +5

Speed 8, fly 10

Action Points 2

⨁ **Longsword** (standard; at-will) ✦ **Necrotic, Radiant, Weapon**
Reach 3; +32 vs. AC; 3d12 + 13 necrotic and radiant damage.

⸸ **Discord's Wrath** (standard; while bloodied; at-will) ✦ **Necrotic, Radiant, Weapon**
Requires longsword; reach 3; make three longsword attacks, each against a different target.

✧ **Discordant Retaliation** (when first bloodied and again when the discord incarnate is reduced to 0 hit points) ✦ **Necrotic, Radiant**
Close burst 10; +30 vs. Fortitude; 5d6 + 8 necrotic and radiant damage, and the target is knocked prone and dazed (save ends).
Miss: Half damage, and the target is knocked prone but not dazed.

Create Couatl Mockeries (minor; recharge ⚄ ⚅)
Four couatl mockeries (page 185) appear within 10 squares of the discord incarnate and act as it wishes. They take their turns directly after the discord incarnate in the initiative order.

Alignment Evil	**Languages** Supernal	
Str 31 (+24)	**Dex** 18 (+18)	**Wis** 16 (+17)
Con 28 (+23)	**Int** 12 (+15)	**Cha** 24 (+21)

Equipment longsword

Discord Incarnate Tactics

A discord incarnate uses *create couatl mockeries* at the start of battle and then flies in among its foes, attempting to position itself within reach of multiple enemies. The incarnate relies on the mockeries to gain flanking, and it creates more of them at each opportunity. A discord incarnate is a remorseless foe and never retreats except to seek a new tactical position.

Discord Incarnate Lore

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

DC 28: Discord incarnates arose during the cosmic war between the gods and the primordials. After that conflict, these creatures were destroyed or imprisoned throughout the planes. Whenever a discord incarnate breaks free of its prison, it roves the planes, destroying everything in its path.

Even from inside a cosmic prison, a discord incarnate can dream couatl mockeries into existence. Couatls, winged serpents of purity and virtue, work hard to keep discord incarnates and the mockeries contained within otherworldly prisons. However, even their power has limits. Couatls regard discord incarnates and the mockeries as their greatest failure.

DC 33: Scholars speculate that a discord incarnate spontaneously arises from the clash of two powerful, opposing forces—a powerful demon and a couatl. Some experts suggest that the profane union is the work of a now-forgotten god or primordial that saw benefit in the creation of the twisted monstrosities. It is even possible that a cache of discord incarnates could yet lie hidden in the cosmos, awaiting some event or signal from their creator that stirs them to action.

WAYNE REYNOLDS

Encounter Groups

Discord incarnates have no allies, but they sometimes tolerate the company of other creatures that feed on death and ruin.

Level 30 Encounter (XP 99,000)
✦ 1 discord incarnate (level 29 solo brute)
✦ 2 shadowraven swarms (level 27 brute, *MM* 243)

BEHOLDER, UNDEAD

Beholders are among the most feared and deadly monsters to prowl the world. Yet even beholders succumb to death, and when they do, necromancers sometimes find use in their vile remains.

Bloodkiss Beholder **Level 9 Solo Controller**
Large aberrant magical beast (undead) XP 2,000

Initiative +6 **Senses** Perception +12; all-around vision, darkvision
Unquenchable Thirst aura 2; the bloodkiss beholder makes an *eye bite* attack as a free action against any enemy within the aura at the start of the enemy's turn.
HP 412; **Bloodied** 206; see also *bloodied writhe*
AC 25; **Fortitude** 25, **Reflex** 21, **Will** 22
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +5
Speed fly 6 (hover)
Action Points 2

Eye Bite (standard; at-will) ✦ **Necrotic**
Reach 2; +13 vs. AC; 1d8 + 3 damage plus 10 necrotic damage.

Eye Writhe (standard; at-will) ✦ **Necrotic**
The bloodkiss beholder makes three *eye bite* attacks.

Blood Call (minor; recharge ⚅)
Ranged 5; targets a bloodied enemy; +11 vs. Will; the target is stunned (save ends). *Aftereffect:* The target is slowed (save ends).

Bloodkiss (immediate reaction, when a creature within 2 squares of the bloodkiss beholder becomes bloodied; at-will) ✦ **Healing**
Reach 2; targets the triggering creature; +11 vs. Fortitude; 4d6 + 6 damage, and the target is weakened (save ends). In addition, the bloodkiss beholder spends a healing surge to regain 103 hit points.

Death Scream (standard; recharge ⚄ ⚅) ✦ **Psychic**
Close blast 5; +11 vs. Will; 4d6 + 6 psychic damage, and the target is dazed (save ends).

Bloodied Writhe (free, when first bloodied; encounter) ✦ **Necrotic**
The bloodkiss beholder's *death scream* power recharges, and the beholder uses it immediately.

Alignment Evil **Languages** Deep Speech
Str 21 (+9) **Dex** 15 (+6) **Wis** 17 (+7)
Con 23 (+10) **Int** 12 (+5) **Cha** 8 (+3)

Bloodkiss Beholder Tactics

A bloodkiss beholder flies up to a group of foes and uses *death scream*, targeting as many enemies as possible. It takes advantage of its foes' proximity to gain attacks using *unquenchable thirst* and *eye writhe*. The beholder utilizes *blood call* as soon as a target becomes bloodied, and it continues to use the powers at each available opportunity. Like its living kin, the bloodkiss beholder is a practical creature that recognizes a losing fight. When pressed in combat, the creature flees.

Beholder Death Tyrant **Level 15 Solo Artillery**
Large aberrant magical beast (undead) XP 6,000

Initiative +14 **Senses** Perception +15; all-around vision, darkvision
Eyes of the Beholder aura 5; the beholder death tyrant uses one random *eye ray* as a free action against any enemy within the aura at the start of the enemy's turn.
HP 740; **Bloodied** 370
AC 29; **Fortitude** 29, **Reflex** 27, **Will** 29
Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 10 radiant
Saving Throws +5
Speed fly 4 (hover)
Action Points 2

Bite (standard; at-will)
+21 vs. AC; 2d4 + 1 damage.

Central Eye (minor; at-will)
Ranged 20; +22 vs. Will; the target is slowed and loses necrotic resistance until the end of the beholder death tyrant's next turn.

Eye Ray (standard; at-will) ✦ see text
The beholder death tyrant uses up to two different *eye ray* powers (chosen from the list below). Each ray must target a different creature, and using *eye ray* does not provoke opportunity attacks.
1, 2, 3, 4, 5—Withering Ray (Necrotic): Ranged 10; +19 vs. Fortitude; 1d8 + 5 necrotic damage, and ongoing 10 necrotic damage (save ends).
6—Grave Ray (Necrotic): Ranged 10; +19 vs. Reflex; 2d8 + 5 necrotic damage.
7—Fear Ray (Fear, Psychic): Ranged 10; +19 vs. Will; 1d8 + 5 psychic damage, and the target immediately moves its speed away from the beholder death tyrant. The target avoids hazardous terrain and difficult terrain if possible.
8—Entombing Ray: Ranged 10; +22 vs. Fortitude; the target is slowed (save ends). *First Failed Saving Throw:* The target is immobilized instead of slowed (save ends). *Second Failed Saving Throw:* The target is petrified (no save).
9—Death Ray (Necrotic): Ranged 10; +19 vs. Fortitude; 1d8 + 5 necrotic damage, and if the target is bloodied it is dazed (save ends). *First Failed Saving Throw:* The target is dazed and weakened (save ends). *Second Failed Saving Throw:* The target dies.
10—Reanimating Ray (Necrotic): Ranged 10; +19 vs. Fortitude; 2d10 + 5 necrotic damage. If the target is reduced to 0 hit points or fewer, the target rises as a horde ghoul (*MM* 118) under the beholder death tyrant's control at the end of the death tyrant's next turn.

Killing Look (immediate reaction, when an enemy within 10 squares fails a saving throw against ongoing necrotic damage) ✦ **Gaze, Necrotic**
Close burst 10; targets the triggering creature; +19 vs. Will; the target loses a healing surge.

Alignment Evil **Languages** Deep Speech
Str 12 (+8) **Dex** 24 (+14) **Wis** 17 (+10)
Con 20 (+12) **Int** 22 (+13) **Cha** 28 (+16)

Death Tyrant Tactics

A beholder death tyrant tries to remain close enough to enemies to gain the benefit of its aura while staying out of reach of melee attacks. The death tyrant uses *central eye* to slow nimble foes and to strip resilient enemies of necrotic resistance. It uses *killing look* at each opportunity, often focusing on one opponent.

Undead Beholder Lore

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

DC 18: Bloodkiss beholders do not have eyes at the end of their eyestalks. Instead, the stalks can drain the blood of prey.

A death tyrant beholder is an animated corpse of an eye tyrant. Necromancer cults sometimes hunt and kill eye tyrants specifically for the purpose of animating them. A death tyrant retains many of the powers it had in life.

DC 23: The necrotic forces that reanimate a bloodkiss beholder warp and change the creature's flesh, making the monster barely akin to its living counterpart. Bloodkiss beholders have toothed, blood-draining orifices at the end of each stalk. Whenever a bloodkiss beholder drains a foe's blood, the beholder is rejuvenated.

A beholder death tyrant is more akin to a lich than a zombie. In death, it retains full mobility and reason, and it can use many of the powers it had in life. The creature also gains the use of new eye rays that can wither an opponent's flesh using necrotic energy. Additionally, the creature can strip necrotic resistance from its foes, giving its eye rays more potency.

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Encounter Groups

Undead beholders are often encountered as lone occupants of ancient ruins or lightless caverns. However, because of their cunning and intelligence, evil creatures—particularly undead—are frequently drawn into their service. Like living beholders, undead beholders loathe serving anyone or anything. An undead beholder obeys another only if forced into service by a powerful master, such as a skilled necromancer.

Level 12 Encounter (XP 3,500)
- 2 battle wights (level 9 soldier, *MM* 262)
- 1 bloodkiss beholder (level 9 solo controller)
- 2 zombie hulks (level 8 brute, *MM* 275)

Level 14 Encounter (XP 4,900)
- 1 bloodkiss beholder (level 9 solo controller)
- 2 vampire lord human rogues (level 11 elite lurker, *MM* 258)
- 4 vampire spawn bloodhunters (level 10 minion, *MM* 259)

Level 18 Encounter (XP 9,600)
- 1 beholder death tyrant (level 15 solo artillery)
- 2 boneclaws (level 14 soldier, *MM* 37)
- 1 lich, human wizard (level 14 elite controller, *MM* 176)

Level 18 Encounter (XP 10,800)
- 1 beholder death tyrant (level 15 solo artillery)
- 2 blaspheme imperfects (level 14 brute, page 135)
- 1 bone naga (level 16 elite controller, *MM* 194)

BLASPHEME

Crafted from pieces of corpses and given life through alchemy and magic, blasphemes are intelligent, cunning undead. They often guard ancient repositories of knowledge, such as wizards' libraries or shrines to dark gods.

Blasphemes have a variety of motivations, ranging from the worship of dark gods and obedience to sinister masters to the pursuit of redemption for their cursed existence.

Blaspheme Unholy Slayer **Level 12 Skirmisher**
Medium natural animate (construct, undead) XP 700

Initiative +16 **Senses** Perception +11; darkvision
HP 92; **Bloodied** 46; see also *death burst*
AC 26; **Fortitude** 24, **Reflex** 26, **Will** 23
Immune disease; **Resist** 10 necrotic, 10 poison; **Vulnerable** 10 radiant
Speed 8; see also *sightless sands*

Dagger (standard; at-will) ✦ **Poison, Weapon**
+18 vs. AC; 1d4 + 5 damage, and ongoing 5 poison damage (save ends).

Thrown Dagger (standard; at-will) ✦ **Poison, Weapon**
Ranged 5/10; +18 vs. AC; 1d4 + 5 damage, and ongoing 5 poison damage (save ends).

Blasphemous Blades (standard; encounter) ✦ **Necrotic**
Close blast 3; targets enemies; +17 vs. AC; 3d4 + 5 damage plus 1d12 necrotic damage. *Miss:* Half damage.

Sightless Sands (standard; recharge ⚁ ⚀)
Close burst 1; targets enemies; +15 vs. Reflex; 1d8 + 5 damage, and the target is blinded until the end of the blaspheme's next turn. *Hit or Miss:* The blaspheme shifts up to 2 squares.

Death Burst (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 1; +14 vs. Fortitude; the target takes ongoing 5 necrotic damage (save ends).

Combat Advantage
The blaspheme deals 2d6 extra damage when it makes a successful melee attack on a target it has combat advantage against.

Alignment Evil **Languages** Common
Skills Stealth +17
Str 18 (+10) **Dex** 23 (+12) **Wis** 10 (+6)
Con 14 (+8) **Int** 13 (+7) **Cha** 14 (+8)
Equipment cloak, 10 daggers

Blaspheme Unholy Slayer Tactics

A blaspheme unholy slayer thinks itself a monstrosity, and it believes with conviction that by sending the souls of other creatures to the afterlife, it can redeem its own tortured existence. It approaches assassination with religious devotion, targeting noble and righteous creatures in particular. In combat, a blaspheme unholy slayer singles out characters who worship good and lawful good deities. It uses *sightless sands* to blind opponents and then follows up with *blasphemous blades* and *dagger* attacks.

Grave Chill Blaspheme **Level 12 Brute**
Medium natural animate (construct, undead) XP 700

Initiative +11 **Senses** Perception +6; darkvision
Seeping Chill (**Cold**) aura 1; while the grave chill blaspheme is bloodied, any enemy that enters the aura or starts its turn within the aura takes 5 cold damage.
HP 150; **Bloodied** 75; see also *seeping chill*
AC 25; **Fortitude** 23, **Reflex** 25, **Will** 22
Immune disease; **Resist** 10 cold, 10 necrotic, 10 poison; **Vulnerable** 5 radiant
Speed 7; see also *nimble attack*

Bite (standard; at-will) ✦ **Cold, Necrotic**
+16 vs. AC; 2d10 + 5 cold and necrotic damage.

Chill to the Bone (standard; recharge ⚁ ⚀) ✦ **Cold, Necrotic**
+15 vs. AC; 3d10 + 5 cold and necrotic damage, and the target is weakened (save ends).

Nimble Attack (standard; at-will) ✦ **Cold, Necrotic**
The grave chill blaspheme shifts up to 1 square and makes a bite attack.

Alignment Evil **Languages** Common
Str 18 (+10) **Dex** 21 (+11) **Wis** 10 (+6)
Con 20 (+11) **Int** 12 (+7) **Cha** 13 (+7)

Grave Chill Blaspheme Tactics

The grave chill blaspheme likes to proves its worth against melee combatants, especially defenders and melee strikers. When possible, the creature uses *chill to the bone* on strikers or high-damage defenders. After it has been bloodied and its *seeping chill* aura has activated, the creature uses *nimble attack* to position itself among groups of its enemies.

BLASPHEMES AS FOES

A creature constructed from the parts of dead bodies and given life, a blaspheme serves as the Frankenstein's monster of D&D. Its mindless cousin is the flesh golem, a hulking brute created for destruction. When you want a smart foe that is tactically savvy, learns from its mistakes, and talks to the PCs, a blaspheme is the better choice.

Because of the combination of a devious intellect and the touch of madness, a blaspheme can make a compelling, capable villain. Here are a few quotes that reflect the philosophy of a blaspheme:

"The void of death is cold and hungry. You'll learn that soon."

"All things die in time. Life is unnatural; it is an abomination."

"My existence is proof that death is not final. Take comfort in that fact as I bring death to you."

"I am composed of many parts, and each has felt the pain of death—a pain you will soon know."

"Your perspective is limited by your experience. You have not died, and therefore you know nothing of life."

Blaspheme Entomber **Level 12 Elite Controller**
Medium natural animate (construct, undead) XP 1,400

Initiative +7 **Senses** Perception +10; darkvision
Grave Dust aura 1; any living creature that starts its turn within the aura takes a -2 penalty to all defenses until the end of its next turn.
HP 244; **Bloodied** 122; see also *bloodied entombment*
AC 28; **Fortitude** 27, **Reflex** 23, **Will** 26
Immune disease; **Resist** 15 necrotic, 10 poison; **Vulnerable** 10 radiant
Saving Throws +2
Speed 6; see also *grave stride*
Action Points 1

⊕ **Grave Slam** (standard; at-will) ✦ **Necrotic**
+17 vs. AC; 2d6 + 5 necrotic damage, and the target is knocked prone until it succeeds on a DC 20 Strength check to stand up.

ǂ **Entomb** (standard; encounter) ✦ **Charm**
+16 vs. Fortitude; the target is stunned and entombed 2 squares beneath the ground, blocking line of sight and line of effect to the target (save ends both). On a save, the target returns to the square it occupied before it was entombed. *First Failed Saving Throw:* The target is no longer entombed and returns to the surface in the square it occupied before it was entombed. The target is dominated instead of stunned (save ends).

Beckoning Gaze (minor; at-will) ✦ **Charm, Gaze, Psychic**
Ranged 10; +14 vs. Will; 1d8 + 5 psychic damage, and the target is pulled 4 squares.

Bloodied Entombment (free, when first bloodied; encounter)
The blaspheme entomber's *entomb* power recharges, and the blaspheme entomber uses it immediately.

Command of the Grave (minor; at-will)
The blaspheme entomber causes a creature dominated by it to take a free action to move its speed, shift up to 1 square, or make a melee basic attack.

Grave Stride (move; recharge ⚄ ⚅)
The blaspheme entomber burrows 6 squares.

Alignment Evil **Languages** Common
Str 23 (+12) **Dex** 13 (+7) **Wis** 18 (+10)
Con 18 (+10) **Int** 12 (+7) **Cha** 15 (+8)

Blaspheme Entomber Tactics

The blaspheme entomber stalks graveyards and crypts, hunting for interlopers. In combat, it draws enemies close with *beckoning gaze* before attacking them with *grave slam*. Once the entomber succeeds in knocking an opponent prone, it spends an action point to use *entomb* on the target. The entomber typically targets foes that have low Fortitude, attacking the target it is most likely to entomb. A blaspheme entomber cannot speak because its mouth is sewn shut, but it still understands Common.

Blaspheme Disciple **Level 13 Artillery (Leader)**
Medium natural animate (construct, undead) XP 800

Initiative +9 **Senses** Perception +11; darkvision
HP 100; **Bloodied** 50
AC 25; **Fortitude** 23, **Reflex** 24, **Will** 27
Immune disease; **Resist** 10 necrotic, 10 poison; **Vulnerable** 10 radiant
Speed 6

⊕ **Unholy Smite** (standard; at-will) ✦ **Necrotic**
+18 vs. AC; 1d8 + 5 necrotic damage.

Unholy Ray (standard; at-will) ✦ **Necrotic**
Ranged 20; +18 vs. Reflex; 1d10 + 7 necrotic damage, and the target takes a -2 penalty to attack rolls until the end of the blaspheme disciple's next turn.

Words of Undeath (standard; recharge ⚄ ⚅) ✦ **Necrotic, Psychic**
Area burst 2 within 20; targets enemies; +18 vs. Will; 2d6 + 5 necrotic and psychic damage. In addition, undead allies within the burst regain 5 hit points.

Alignment Evil **Languages** Common
Skills Heal +16, Religion +14
Str 13 (+7) **Dex** 17 (+9) **Wis** 20 (+11)
Con 16 (+9) **Int** 16 (+9) **Cha** 24 (+13)
Equipment vestments, holy symbol

Blaspheme Disciple Tactics

Even in death, some priests remain devoted to their unholy cause. Blaspheme disciples revel in the destruction of life. In combat, a blaspheme disciple remains out of melee, unleashing *unholy ray* upon the weakest creatures and those with the worst defenses. After its allies have taken damage, the disciple uses *words of undeath* to heal them and hurt nearby opponents. The blaspheme disciple then continues to use that power at each opportunity.

Blaspheme Imperfect **Level 14 Brute**
Medium natural animate (construct, undead) XP 1,000

Initiative +9 **Senses** Perception +12; darkvision
Life Sap (Healing, Necrotic) aura 1; any living enemy that starts its turn within the aura takes 5 necrotic damage. Each round, if at least one enemy is damaged by the aura, the blaspheme imperfect regains 5 hit points.
HP 164; **Bloodied** 82; see also *bloodied degeneration*
AC 26; **Fortitude** 27, **Reflex** 23, **Will** 25
Immune disease; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Speed 7

⊕ **Slam** (standard; at-will) ✦ **Necrotic**
+17 vs. AC; 2d10 + 6 necrotic damage.

ǂ **Deadly Clutch** (standard; at-will) ✦ **Necrotic**
Requires a free hand; +17 vs. Reflex; 2d10 + 6 necrotic damage, and the target is grabbed; see also *life drain*.

ǂ **Life Drain** (standard; at-will) ✦ **Healing, Necrotic**
Targets a creature grabbed by the blaspheme imperfect; +15 vs. Fortitude; 2d10 + 4 necrotic damage, and the target loses a healing surge, and the blaspheme regains 10 hit points.

Bloodied Degeneration (while bloodied)
The blaspheme imperfect's body begins to degenerate, and it enters a state of bloodlust. The blaspheme gains vulnerable 5 to all damage and deals 2d6 extra damage on a hit.

Alignment Evil **Languages** –
Str 24 (+14) **Dex** 14 (+9) **Wis** 19 (+11)
Con 14 (+9) **Int** 14 (+9) **Cha** 12 (+8)

Blaspheme Imperfect Tactics

This blaspheme, due to its flawed creation, must suck the life from others to restore its health. A blaspheme imperfect grabs foes using *deadly clutch*, attempting to keep them inside its *life sap* aura. When bloodied, the creature begins to fall apart—stitches tear open, its flesh starts drying up, and its bones become brittle. In this state, its eyes fill with desperate hunger. The

Left to right: grave chill blaspheme, blaspheme entomber, blaspheme knight, blaspheme soul vessel

creature becomes more vulnerable to attack, but it also lashes out more violently, dealing extra damage.

Blaspheme Knight	**Level 14 Soldier**
Medium natural animate (construct, undead)	XP 1,000
Initiative +13 **Senses** Perception +7; darkvision	
HP 142; **Bloodied** 71	
AC 30; **Fortitude** 26, **Reflex** 26, **Will** 26	
Immune disease; **Resist** 10 necrotic, 10 poison; **Vulnerable** 10 radiant	
Speed 6	
⨲ **Greatsword** (standard; at-will) ✦ **Weapon**	
+21 vs. AC; 1d10 + 8 damage, and the target is marked until the end of the blaspheme knight's next turn; see also *blasphemous might*.	
⤜ **Sweeping Cleave** (standard; encounter) ✦ **Weapon**	
Requires greatsword; close burst 1; +21 vs. AC; 2d10 + 8 damage, and the target is marked until the end of the blaspheme knight's next turn; see also *blasphemous might*.	
Blasphemous Might (when a creature marked by the blaspheme knight makes an attack that doesn't include the knight)	
Until the end of its next turn, the blaspheme knight deals 2d10 extra necrotic damage when it hits the marked creature.	
Alignment Unaligned **Languages** Common	
Str 25 (+14) **Dex** 18 (+11) **Wis** 10 (+7)	
Con 22 (+13) **Int** 14 (+9) **Cha** 14 (+9)	
Equipment ornate scale armor, greatsword	

Blaspheme Knight Tactics

This powerfully built, well-armored blaspheme follows a code when it fights. Once it engages an opponent, it continues to try to engage that enemy throughout the fight. The creature does not use *sweeping cleave* unless multiple enemies gang up on it. The blaspheme knight looks poorly upon dirty tricks and unfair tactics, and it will target a foe whom it perceives as cowardly and dishonorable.

Blaspheme Lore

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

DC 11: Blasphemes are created from pieces of multiple corpses. Through carefully guarded rituals, these crafted forms are given life or, in a few cases, infused with the creator's intelligence. Blasphemes are smart, cunning creatures. They often guard repositories of knowledge, such as secret libraries or shrines to dark gods. Cults of Vecna or Orcus favor the use of blasphemes, preferring them over mindless servitors such as zombies and flesh golems.

DC 18: In ancient cities where dark magic was openly practiced, blasphemes were commonplace, acting as servants or soldiers. Records indicate that in a few places, armies composed entirely of blasphemes

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existed. When such an army was destroyed, powerful ritualists would reassemble the pieces of the fallen blasphemes, re-creating the army.

DC 23: Not all blasphemes were created for evil ends. Some were given life in the pursuit of knowledge, to befriend a xenophobic arcanist, to restore a bereaved's lost love, or to create a body in which to house one's consciousness.

Blaspheme Soul Vessel	**Level 15 Elite Controller**
Medium natural animate (construct, undead)	XP 2,400

Initiative +11 **Senses** Perception +11; darkvision
HP 292; **Bloodied** 146
AC 29; **Fortitude** 26, **Reflex** 26, **Will** 28; see also *will transfer*
Immune disease; **Resist** 15 necrotic, 10 poison; **Vulnerable** 10 radiant
Saving Throws +2
Speed 6
Action Points 1; see also *dominant action*

Mace (standard; at-will) ✦ **Necrotic, Weapon**
+20 vs. AC; 2d8 + 6 necrotic damage.

Arcane Sparks (standard; at-will) ✦ **Fire, Necrotic**
Ranged 10; +19 vs. Reflex; 2d6 + 5 fire and necrotic damage.

Warring Wills
A blaspheme soul vessel's mind constantly struggles against the body it was placed in. At the start of the blaspheme soul vessel's turn, roll 1d6.
1-3: The body is dominant, and the blaspheme gains the *lifestealing mace* and *exert mind* powers (see Body Dominant below).
4-6: The mind is dominant, and the blaspheme gains the *sphere of delusion* and *exert body* powers (see Mind Dominant below).

Will Transfer (when the blaspheme soul vessel is hit by an attack vs. Will)
The attacker chooses whether the blaspheme soul vessel's body or mind is dominant until the end of the blaspheme's next turn.

Dominant Action
When a blaspheme soul vessel spends an action point, the creature determines whether its body or mind is dominant.

Body Dominant

Exert Body (minor 1/round; at-will) ✦ **Necrotic, Weapon**
The blaspheme makes a *mace* attack.

Lifestealing Mace (standard; at-will) ✦ **Necrotic, Weapon**
Requires mace; +20 vs. AC; 3d8 + 6 necrotic damage, and the target is dazed until the end of the blaspheme soul vessel's next turn.

Mind Dominant

Exert Mind (minor 1/round; at-will) ✦ **Fire, Necrotic**
The blaspheme soul vessel makes an *arcane sparks* attack.

Sphere of Delusion (standard; at-will) ✦ **Necrotic, Psychic**
Area burst 2 within 20; two attacks:
1. Targets enemies; +19 vs. Fortitude; 1d10 + 5 necrotic damage, and the target is blinded until the end of the blaspheme soul vessel's next turn.
2. Targets enemies; +19 vs. Will; 2d6 + 5 psychic damage, and the target is slowed (save ends).

Alignment Evil **Languages** Common
Skills Arcana +19, Religion +19

Str 24 (+14)	**Dex** 18 (+11)	**Wis** 18 (+11)
Con 18 (+11)	**Int** 25 (+14)	**Cha** 27 (+15)

Equipment chainmail, mace

Blaspheme Soul Vessel Tactics

A blaspheme soul vessel is created to store the mind of a dying creature. Sometimes the dead flesh used to create the blaspheme rebels, though, and the mind and body of the creature end up at war. A blaspheme soul vessel's tactics are not consistent because of the creature's inner conflict. A soul vessel always uses the attacks that are exclusive to its dominant half. If a blaspheme soul vessel's body is dominant, it moves into melee if not already engaged with opponents. If the creature's mind is dominant, it retreats from melee if engaged with opponents.

Encounter Groups

More than two or three blasphemes are rarely encountered together. In general, blasphemes avoid unintelligent undead, so they are usually found with mummies, vampires, liches, and their ilk.

Level 12 Encounter (XP 3,800)
- ✦ 1 guardian naga (level 12 elite artillery, *MM* 194)
- ✦ 2 grave chill blasphemes (level 12 brute)
- ✦ 1 shield guardian (level 14 soldier, *MM* 149)

Level 12 Encounter (XP 3,500)
- ✦ 1 blaspheme entomber (level 12 elite controller)
- ✦ 4 nighthaunt slips (level 12 minion, page 170)
- ✦ 2 nighthaunt whisperers (level 12 lurker, page 170)

Level 13 Encounter (XP 3,900)
- ✦ 2 battle wight commanders (level 12 soldier, *MM* 262)
- ✦ 1 blaspheme disciple (level 13 artillery)
- ✦ 1 flesh acolytes (level 14 artillery, page 146)
- ✦ 4 flesh scamps (level 12 minion, page 146)

Level 14 Encounter (XP 4,600)
- ✦ 1 angel of battle (level 15 skirmisher, *MM* 14)
- ✦ 2 angels of protection (level 14 soldier, *MM* 15)
- ✦ 2 blaspheme unholy slayers (level 12 skirmisher)

Level 14 Encounter (XP 5,000)
- ✦ 2 blaspheme knights (level 14 soldier)
- ✦ 2 marrowshriek skeletons (level 12 lurker, page 182)
- ✦ 1 mummy lord, human cleric (level 13 elite controller, *MM* 192)

Level 15 Encounter (XP 6,000)
- ✦ 1 blaspheme soul vessel (level 15 elite controller)
- ✦ 2 rakshasa warriors (level 15 soldier, *MM* 216)
- ✦ 2 rakshasa archers (level 15 artillery, *MM* 216)

Level 15 Encounter (XP 6,200)
- ✦ 2 blaspheme imperfects (level 14 brute)
- ✦ 2 corrupted offspring (level 12 skirmisher, page 186)
- ✦ 1 hooded master (level 16 elite controller, page 147)

Bone Yard

A bone yard is a mass of animated bones that rises up due to a tragedy, massacre, or desecration. These creatures crave the bones of the living, seeking to fill the void left by the deaths of their inhabitants.

Charnel Cinderhouse

A charnel cinderhouse is a skeletal conflagration that yearns to fill its blazing form with the bodies of living creatures so that it can strip flesh from bone and add fuel to its flames.

Charnel Cinderhouse	**Level 9 Solo Soldier**
Large natural animate (fire, undead)	XP 2,000

Initiative +8 **Senses** Perception +5; darkvision
Charnel Blaze (Fire) aura 2; any enemy that starts its turn within the aura takes 10 fire damage.
HP 392; **Bloodied** 196; see also *charnel pyre*
AC 27; **Fortitude** 25, **Reflex** 22, **Will** 23
Immune disease, poison; **Resist** 10 fire, 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +5
Speed 5
Action Points 2

⊕ **Charnel Slam** (standard; at-will) ✦ **Fire, Necrotic**
Reach 2; +16 vs. AC; 2d6 + 6 necrotic damage, and ongoing 5 fire damage (save ends).

⚸ **Prison of Flame and Bones** (standard; at-will) ✦ **Fire, Necrotic**
+16 vs. AC; 2d8 + 6 fire and necrotic damage, and the target is grabbed; see also *crushing prison*.

⚸ **Crushing Prison** (free 1/round; at-will)
Targets a creature grabbed by the charnel cinderhouse; 2d6 + 6 damage (no attack roll required).

⚸ **Charnel Action** (free, when an enemy within 2 squares of the cinderhouse is reduced to 0 hit points or fewer; at-will)
Make a *charnel slam* attack against the triggering creature.

⇲ **Charnel Pyre** (when first bloodied and again when the charnel cinderhouse is reduced to 0 hit points) ✦ **Fire, Necrotic**
Close burst 3; +13 vs. Fortitude; 2d6 fire damage plus 2d6 necrotic damage. *Miss:* Half damage.

Rejuvenation
A charnel cinderhouse rises at full hit points one day after it has been destroyed. Performing the Gentle Repose ritual on the creature's remains destroys the creature completely, preventing it from using the *rejuvenation* power.

Alignment Chaotic evil **Languages** –
Str 20 (+9) **Dex** 15 (+6) **Wis** 12 (+5)
Con 18 (+8) **Int** 3 (+0) **Cha** 17 (+7)

Charnel Cinderhouse Tactics

A charnel cinderhouse begins combat by spending an action point to attack twice with *prison of flame and bones* in an attempt to grab two opponents. The creature then focuses its attacks on the weakest creature until that target is reduced to 0 hit points or fewer, at which point it uses *charnel action* before turning its attention to a new opponent.

Charnel Cinderhouse Lore

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

DC 14: Charnel cinderhouses arise when a conflagration consumes a building and kills the inhabitants.

DC 19: A charnel cinderhouse rises one day after its destruction unless a Gentle Repose ritual is performed on its remains.

Pit of the Abandoned Regiment

Born of the rotting, skeletal remains of soldiers left to die after battle, the pit of the abandoned regiment is a force driven by hatred and revenge.

Pit of the Abandoned Regiment	**Level 14 Solo Soldier**
Huge natural animate (earth, undead)	XP 5,000

Initiative +12 **Senses** Perception +8; darkvision, tremorsense 5
Aura of Abandonment (Fear) aura 5; any enemy within the aura cannot spend action points.
HP 700; **Bloodied** 350; see also *skeletal eruption*
AC 32; **Fortitude** 28, **Reflex** 26, **Will** 26
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +5
Speed 5, burrow 7
Action Points 2; see also *regimental discipline*

⊕ **Regimental Retaliation** (standard; at-will) ✦ **Necrotic**
Reach 3; +19 vs. AC; 2d8 + 10 necrotic damage, and ongoing 10 damage (save ends).

⚸ **Bone Grab** (standard; at-will) ✦ **Necrotic**
Reach 3; +17 vs. Reflex; 2d10 + 10 necrotic damage, and the target is grabbed; see also *crushing hate*.

⚸ **Crushing Hate** (minor 1/round; at-will)
Targets a creature grabbed by the pit of the abandoned regiment; +17 vs. Fortitude; 3d10 + 10 damage.

⇲ **Skeletal Eruption** (when first bloodied and again when the pit of the abandoned regiment is reduced to 0 hit points) ✦ **Necrotic**
Close burst 5; +17 vs. Reflex; 5d6 necrotic damage. *Miss:* Half damage.

Regimental Discipline
When the pit spends an action point to take an extra action, it also gains an extra move action or minor action.

Rejuvenation
A pit of the abandoned regiment rises at full hit points one day after it has been destroyed. Performing the Gentle Repose ritual on the creature's remains destroys the creature completely, preventing it from using the *rejuvenation* power.

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

Pit of the Abandoned Regiment Tactics

A pit of the abandoned regiment lies underground until creatures pass above it. The creature then rises up, using *bone grab* to seize a target. It then uses *crushing hate* on the grabbed victim and unleashes *regimental retaliation* on a new target.

Pit of the Abandoned Regiment Lore

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

DC 18: This creature is the amalgamated remains of a regiment of soldiers that was left to die after a battle. It rises from the ground and crushes enemies in a cage of earth and bone.

DC 23: A pit of the abandoned regiment rises one day after its destruction unless a Gentle Repose ritual is performed on its remains.

Desecration

A desecration is the animated remains of a desecrated cemetery. Rage consumes the creature, and it lives only to destroy.

Desecration	**Level 23 Solo Controller**
Gargantuan natural animate (earth, undead)	XP 25,500

Initiative +14 **Senses** Perception +14; darkvision
Aura of Malevolence (Fear) aura 10; any enemy within the aura that attacks with a radiant power takes a -2 penalty to the attack roll.
HP 1,075; **Bloodied** 538; see also *dark plague* and *second wind*
AC 39; **Fortitude** 38, **Reflex** 33, **Will** 37
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Saving Throws +5
Speed 8
Action Points 2

Unholy Smite (standard; at-will) ✦ **Necrotic**
Reach 4; +28 vs. AC; 3d6 + 15 necrotic damage, and ongoing 15 necrotic damage (save ends).

Double Attack (standard; at-will) ✦ **Necrotic**
The desecration makes two unholy smite attacks.

Mouth of Darkness (standard; at-will) ✦ **Necrotic**
Reach 4; +26 vs. Reflex; 2d12 + 15 necrotic damage, and the target is grabbed.

Dark Plague (when first bloodied and again when the desecration is reduced to 0 hit points) ✦ **Necrotic**
Close burst 20; targets enemies; +24 vs. Fortitude; the target is weakened (save ends). In addition, the target loses a healing surge. *Miss:* Half damage, and the target is weakened until the end of its next turn. The target does not lose a healing surge.

Rejuvenation
A desecration rises at full hit points one day after it has been destroyed. Only a quest destroys the creature completely, preventing it from using the *rejuvenation* power.

Second Wind (standard; encounter) ✦ **Healing**
The desecration spends a healing surge and regains 269 hit points. The desecration gains a +2 bonus to all defenses until the start of its next turn.

Alignment Chaotic evil **Languages** –

Str 26 (+19)	**Dex** 16 (+14)	**Wis** 16 (+14)
Con 23 (+17)	**Int** 10 (+11)	**Cha** 24 (+18)

Desecration Tactics

A desecration is fueled by a desire to consume the living. It prefers to attack divine characters, believing them to have failed in their duty to safeguard the cemetery. It focuses on one or two targets at a time, grabbing them with *mouth of darkness* and afflicting them with ongoing damage using *unholy smite*.

AMELIA STONER

Desecration Lore

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

DC 24: This creature arises when a cemetery is desecrated by the community that created it.

DC 29: A desecration rises one day after its destruction unless a great quest is performed to bring peace to the creature.

Encounter Groups

When bone yards form, their skeletal parts often give rise to skeletons and other undead.

Level 13 Encounter (XP 4,000)
- ✦ 1 charnel cinderhouse (level 9 solo soldier)
- ✦ 2 death kin skeletons (level 9 lurker, page 181)
- ✦ 2 spine creep skeletons (level 11 soldier, page 182)

Level 15 Encounter (XP 6,300)
- ✦ 4 nighthaunt slips (level 12 minion, page 170)
- ✦ 1 pit of the abandoned regiment (level 14 solo soldier)
- ✦ 4 skeletal haulers (level 11 minion, page 182)

Level 23 Encounter (XP 31,875)
- ✦ 4 abyssal ghoul myrmidons (level 23 minion, *MM* 119)
- ✦ 1 bone collector ooze (level 22 brute, page 175)
- ✦ 1 desecration (level 23 solo controller)

Brain in a Jar

A brain in a jar is the preserved brain of a sinister being who sought to escape death. Through ritual magic and complicated alchemical processes, the brain is kept alive, retaining all the memories and mental faculties of its former host. The creature usually has some malevolent goal that could not be achieved in life, which drove the brain's former host to take desperate measures to achieve longevity.

Brain in a Broken Jar **Level 4 Controller**
Small natural animate XP 175

Initiative +2 **Senses** Perception +5; darkvision
HP 50; **Bloodied** 25
AC 18; **Fortitude** 14, **Reflex** 14, **Will** 18
Speed fly 4 (hover)

Dominate (standard; at-will) ✦ **Charm**
Ranged 10; +7 vs. Will; the target is dominated until the end of the brain in a broken jar's next turn.

Mind Stab (standard; at-will) ✦ **Psychic**
Close burst 3; targets enemies; +8 vs. Will; 1d6 + 4 psychic damage, and the target takes a -2 penalty to Will (save ends).

Faulty Invisibility (minor; recharge ⚁ ⚂ ⚀) ✦ **Illusion**
The brain becomes invisible until the start of its next turn.

Alignment Evil **Languages** Common, telepathy 10
Skills Arcana +11, Bluff +9, Diplomacy +9
Str 6 (+0) **Dex** 10 (+2) **Wis** 16 (+5)
Con 10 (+2) **Int** 18 (+6) **Cha** 14 (+4)

Brain in a Broken Jar Tactics

Despite the brain's insanity, it recognizes its physical vulnerability. It tries to maintain invisibility while keeping distant from enemies. A brain in a broken jar uses *mind thrust* to weaken an opponent's Will before attempting to use *dominate* on the target. The brain typically orders a dominated creature to either defend it or to leave the area.

Brain in a Jar **Level 6 Controller**
Small natural animate XP 250

Initiative +3 **Senses** Perception +6; darkvision
HP 68; **Bloodied** 34
AC 20; **Fortitude** 16, **Reflex** 15, **Will** 19
Speed fly 4 (hover)

Dominate (standard; at-will) ✦ **Charm**
Ranged 10; +9 vs. Will, the target is dominated (save ends). A brain in a jar can dominate only one creature at a time.

Telekinetic Thrust (minor; at-will)
Ranged 6; +9 vs. Fortitude; the target is pushed 4 squares, and if the target ends the push adjacent to a wall, it is knocked prone.

Mind Stab (standard; at-will) ✦ **Psychic**
Close burst 4; +10 vs. Will; 1d6 + 6 psychic damage, and the target takes a -2 penalty to Will (save ends).

Alignment Evil **Languages** Common, telepathy 10
Skills Arcana +13, Bluff +11, Diplomacy +11
Str 6 (+1) **Dex** 10 (+3) **Wis** 16 (+6)
Con 12 (+4) **Int** 20 (+8) **Cha** 16 (+6)

Brain in a Jar Tactics

Anything that disturbs this brain's private meditations antagonizes the creature. However, the brain knows its physical weakness, so it enters combat only as a last resort. The creature attempts to threaten, negotiate, or fool a foe before attacking.

If forced into combat, a brain in a jar uses *mind thrust* on the opponent that appears most susceptible. It then *dominates* the target and orders it to attack other foes. The creature employs *telekinetic thrust* to push away opponents, especially toward obstacles and other dangers.

Brain in an Armored Jar **Level 9 Artillery**
Medium natural animate XP 400

Initiative +7 **Senses** Perception +6; darkvision
HP 77; **Bloodied** 38
AC 22; **Fortitude** 20, **Reflex** 18, **Will** 20
Speed fly 6 (hover)

Slam (standard; at-will)
+12 vs. AC; 1d6 + 4 damage.

Psychic Overload (standard; recharge ⚀) ✦ **Psychic**
Ranged 8; +12 vs. Will; the target loses a healing surge, and the brain in an armored jar makes a secondary attack against another creature in range. *Secondary Attack:* +10 vs. Will; the target takes psychic damage equal to the first target's healing surge value.

Electrical Discharge (standard; at-will) ✦ **Lightning**
Close burst 3; +14 vs. Reflex; 1d10 + 4 lightning damage, and the target is dazed (save ends). *Miss:* Half damage, and the target is not dazed.

Alignment Evil **Languages** Common, telepathy 10
Skills Intimidate +9
Str 18 (+8) **Dex** 17 (+7) **Wis** 15 (+6)
Con 17 (+7) **Int** 18 (+8) **Cha** 10 (+4)

Brain in an Armored Jar Tactics

This is the quickest type of brain in a jar to leap into combat. It unleashes *electrical discharge* to daze opponents and then slams into them with its heavy jar. A brain in an armored jar uses *psychic overload* when possible, targeting the most threatening creatures.

Exalted Brain in a Jar **Level 12 Controller**
Medium natural animate XP 700

Initiative +7 **Senses** Perception +9; darkvision
HP 123; **Bloodied** 61
AC 26; **Fortitude** 22, **Reflex** 18, **Will** 24
Speed fly 6 (hover)

Teleportation Field (immediate reaction, when an enemy hits the exalted brain in a jar with a melee attack; at-will) ✦ **Teleportation**
Targets the triggering creature; +16 vs. Will; the target is teleported up to 8 squares.

Fearful Recoil (minor; at-will)
Ranged 8; +14 vs. Will; the target immediately moves its speed plus 4 squares away from the exalted brain in a jar. The target avoids hazardous terrain and difficult terrain if possible.

Supreme Domination (standard; recharge ⚁ ⚀) ✦ **Charm**
Ranged 10; +15 vs. Will; the target is dominated (save ends).

✧ **Mind Stab** (standard; at-will) ✦ **Psychic**		
Close burst 5; +16 vs. Will; 1d10 + 8 psychic damage, and the target takes a -2 penalty to Will (save ends).		
Alignment Evil	**Languages** Common, telepathy 10	
Skills Arcana +16, Bluff +15, Diplomacy +15, Intimidate +15		
Str 12 (+7)	**Dex** 12 (+7)	**Wis** 16 (+9)
Con 19 (+10)	**Int** 21 (+11)	**Cha** 18 (+10)

Exalted Brain in a Jar Tactics

This brain is a master of deflection and evasion. An exalted brain in a jar uses *teleportation field* to send away attacks while bombarding its enemies with attacks. The creature uses *mind thrust* to weaken an opponent's willpower before employing *supreme domination* to capture the target's mind.

Brain in a Jar Lore

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

DC 14: Different kinds of brains in jars exist, though each is created using the same principles.

A brain in a broken jar is created through incomplete rituals, spoiling fluids, or damaged containers. A brain in a broken jar is usually deranged.

A brain placed within a more heavily armored container retains its sanity. The armored jar protects the brain from harm or serves as an eternal prison for the brain inside. In a few rare cases, these armored brains exist to chronicle past history and lore.

The most powerful of these creatures is the exalted brain in a jar. This is a brain taken from a powerful creature by devotees to preserve the subject's knowledge and wisdom.

In general, a brain in a jar prefers an isolated existence. Some wall themselves within former laboratories and dungeons, where they slip into madness.

DC 19: The preservation fluid within a brain's jar is a valuable alchemical material, especially useful for crafting undead. Some alchemists claim that the fluid can be distilled into an elixir that imparts the memory and knowledge of the jar's occupant brain.

DC 21: The brains of these creatures often come from cult leaders or advisors, whom the subject's associates have tried to eternally preserve. While such brains are usually evil, it is sometimes possible to return a brain to its host body to grant it a peaceful death.

Encounter Groups

The brains often draft constructs and undead to guard them against intruders.

Level 3 Encounter (XP 775)
- ✦ 1 bonewretch skeleton (level 4 skirmisher, page 180)
- ✦ 1 brain in a broken jar (level 4 controller)

MAZIN KASSIS

- ✦ 1 clay scout (level 2 lurker, *MM* 156)
- ✦ 2 iron defenders (level 3 soldier, *MM* 156)

Level 6 Encounter (XP 1,200)
- ✦ 1 brain in a jar (level 6 controller)
- ✦ 2 crawling claw swarms (level 4 soldier, page 142)
- ✦ 4 skeletal archers (level 3 artillery, page 180)

Level 9 Encounter (XP 2,100)
- ✦ 1 brain in an armored jar (level 9 artillery)
- ✦ 2 shattergloom skeletons (level 8 soldier, page 181)
- ✦ 2 skeletal tomb guardians (level 10 brute, *MM* 235)

Level 12 Encounter (XP 3,300)
- ✦ 1 cadaver golem (level 12 elite brute, page 156)
- ✦ 1 exalted brain in a jar (level 12 controller)
- ✦ 4 putrescent zombies (level 11 minion, page 196)
- ✦ 1 spine creep skeleton (level 11 soldier, page 182)

Crawling Claw

This severed hand or paw has been animated by foul magic. Some crawling claws exist as lone creatures, while others are made up of many claws. Regardless of their makeup, all crawling claws move at a frenetic pace, clawing at potential threats.

Crawling Claw	**Level 1 Minion**
Tiny natural animate (undead)	XP 25

Initiative +3 **Senses** Perception +0; tremorsense 10
HP 1; a missed attack never damages a minion.
AC 14; **Fortitude** 12, **Reflex** 13, **Will** 10
Immune disease, poison; **Resist** 5 necrotic
Speed 8, climb 4

⊕ **Jumping Claw** (standard; at-will)
+3 vs. Reflex; 2 damage.

Digit Slide (move; encounter)
The crawling claw shifts up to 8 squares.

Hampering Claws
A creature that starts its turn adjacent to three or more crawling claws is slowed until the start of its next turn.

Alignment Unaligned **Languages** –
Skills Stealth +8

Str 3 (-4)	**Dex** 16 (+3)	**Wis** 10 (+0)
Con 13 (+1)	**Int** 3 (-4)	**Cha** 6 (-2)

Crawling Claw Tactics

Crawling claws scamper around a creature, using their speed and ability to climb to gain an advantageous position. Multiple crawling claws try to gang up on a single target, slowing its movement to allow more formidable creatures to kill it.

Crawling Gauntlet	**Level 3 Minion**
Tiny natural animate (undead)	XP 200

Initiative +5 **Senses** Perception +2; tremorsense 10
HP 1; a missed attack never damages a minion.
AC 17; **Fortitude** 17, **Reflex** 18, **Will** 13
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Jumping Claw** (standard; at-will)
+3 vs. Reflex; 6 damage.

Anchoring Claws
A creature that starts its turn adjacent to three or more crawling claws is immobilized until the start of its next turn.

Digit Slide (move; encounter)
The crawling gauntlet shifts up to 8 squares.

Alignment Unaligned **Languages** –

Str 7 (-1)	**Dex** 18 (+5)	**Wis** 12 (+2)
Con 15 (+3)	**Int** 3 (-3)	**Cha** 10 (+1)

Crawling Gauntlet Tactics

A crawling gauntlet follows the bidding of its host or creator without regard for self-preservation. Like crawling claws, crawling gauntlets attempt to gang up on a single enemy. When in combat with other creatures, crawling gauntlets try to immobilize mobile enemies, allowing their allies to eliminate the threat.

Crawling Claw Swarm	**Level 4 Soldier**
Medium natural animate (swarm, undead)	XP 175

Initiative +7 **Senses** Perception +5; tremorsense 10
Swarm Attack aura 1; the crawling claw swarm makes a *swarm of claws* attack as a free action against any enemy that starts its turn within the aura.
HP 53; **Bloodied** 26
AC 20; **Fortitude** 16, **Reflex** 17, **Will** 14
Immune disease, poison; **Resist** half damage from melee and ranged attack; **Vulnerable** 10 against close and area attacks
Speed 8, climb 4

⊕ **Swarm of Claws** (standard; at-will)
+9 vs. Reflex; 1d8 + 5 damage, and the target is immobilized until the start of its next turn.

Alignment Unaligned **Languages** –

Str 15 (+4)	**Dex** 16 (+5)	**Wis** 10 (+2)
Con 13 (+3)	**Int** 3 (-2)	**Cha** 6 (+0)

Crawling Claw Swarm Tactics

Crawling claw swarms attempt to move in amid a cluster of enemies, clawing at all nearby creatures. They retreat when faced with close or area attacks and search for less dangerous prey. Crawling claw swarms pursue enemies they perceive as less formidable, attempting to immobilize them.

MATTHIAS KOLLROS

Lich Claw	**Level 14 Minion**
Tiny natural animate (undead)	XP 250

Initiative +16 **Senses** Perception +8; tremorsense 10
HP 1; a missed attack never damages a minion.
AC 29; **Fortitude** 27, **Reflex** 29, **Will** 26
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Death's Touch** (standard; at-will)
+17 vs. Fortitude; 5 necrotic damage, and the target is weakened until the end of the lich claw's next turn.

Anchoring Claws
A creature that starts its turn adjacent to three or more lich claws is immobilized until the start of its next turn.

Alignment Unaligned **Languages** –

Str 8 (+6)	**Dex** 25 (+14)	**Wis** 12 (+8)
Con 15 (+9)	**Int** 5 (+4)	**Cha** 12 (+8)

Lich Claw Tactics

Lich claws overwhelm their foes, trying to both immobilize and weaken the creatures. They rely on their allies to destroy an enemy once they have immobilized it.

Dragonclaw Swarm	**Level 22 Brute**
Huge natural animate (swarm, undead)	XP 4,150

Initiative +16 **Senses** Perception +15; tremorsense 10
Swarm Attack aura 3; the dragonclaw swarm makes a *dragonclaw pin* attack as a free action against any enemy that starts its turn within the aura.
HP 252; **Bloodied** 126
AC 34; **Fortitude** 35, **Reflex** 34, **Will** 33
Immune disease, poison; **Resist** half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks
Speed 7

⊕ **Dragonclaw Pin** (standard; at-will)
+26 vs. AC; 2d8 + 14 damage, and the target is restrained until the start of its next turn.

Alignment Unaligned **Languages** –

Str 26 (+19)	**Dex** 20 (+16)	**Wis** 18 (+15)
Con 22 (+17)	**Int** 3 (+7)	**Cha** 10 (+11)

Dragonclaw Swarm Tactics

These swarms of claws position themselves among groups of enemies and attack all nearby creatures. They shrink away from close and area attacks. However, they rely on *dragonclaw pin* to incapacitate any enemy that might be trying to hit them with close or area attacks.

Crawling Claw Lore

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

DC 12: Crawling claws are severed hands, feet, or paws that have been animated by necromantic rituals or by spontaneous necrotic energy. They latch on to a victim, slowing or immobilizing it.

DC 17: The most basic crawling claw is crafted from any hand or paw.

Crawling gauntlets are severed hands enchanted or trained to serve as minions.

Crawling claw swarms are the result of numerous severed limbs lost in a horrible battle. Sometimes the limbs animate on their own; other times, necromancers sweep a battlefield for useful pieces.

Liches that want to humiliate and dominate their rivals seek out other liches to acquire pieces to make lich claws. Many lich claws occur spontaneously, due to the saturation of necrotic energy in the chambers of defeated liches.

Dragonclaw swarms are the result of necromantic experiments with dragon bones.

Encounter Groups

Crawling claws are usually found in the service of evil cultists or mages.

Level 2 Encounter (XP 600)
- 4 crawling claws (level 1 minion)
- 2 famine hounds (level 2 skirmisher, page 158)
- 1 gnome arcanist (level 3 controller, *MM* 134)
- 4 rot hounds (level 1 minion, page 158)

Level 2 Encounter (XP 600)
- 4 crawling gauntlets (level 1 minion)
- 1 goblin hexer (level 3 controller, *MM* 137)
- 1 goblin skullcleaver (level 3 brute, *MM* 137)
- 2 goblin warriors (level 1 skirmisher, *MM* 137)

Level 4 Encounter (XP 875)
- 2 crawling claw swarms (level 4 soldier)
- 1 human mage (level 4 artillery, *MM* 163)
- 2 rotwing zombies (level 4 skirmisher, *MM* 274)

Level 14 Encounter (XP 4,600)
- 1 charnel hound (level 13 elite brute, page 158)
- 4 lich claws (level 14 minion)
- 1 lich, human wizard (level 14 elite controller, *MM* 176)

Level 25 Encounter (XP 33,800)
- 1 blackfire dracolich (level 23 solo controller, *MM* 73)
- 2 dragonclaw swarms (level 22 brute)

DEATHTRITUS

The presence of necrotic energy can animate flesh, but it can also give unlife to refuse and residue, forming a deathtritus.

Tomb Mote

What this tiny, implike creature lacks in intelligence, it makes up for in mischief. Tomb motes often dwell in graveyards and mausoleums, where they harass grieving visitors.

Tomb Mote	**Level 3 Minion**
Tiny natural animate (undead)	XP 38

Initiative +9 **Senses** Perception +4; darkvision
HP 1; a missed attack never damages a minion.
AC 17; **Fortitude** 13, **Reflex** 18, **Will** 14
Immune disease, poison; **Resist** 10 necrotic
Speed 8

Bite (standard; at-will) ✦ **Necrotic**
+8 vs. AC; 3 necrotic damage, and ongoing 2 necrotic damage (save ends).

Tomb Tactics
When a tomb mote hits a target adjacent to three or more tomb motes, it instead deals 6 damage and ongoing 5 necrotic damage (save ends).

Alignment Unaligned **Languages** –
Skills Stealth +14

Str 8 (+0)	**Dex** 26 (+9)	**Wis** 16 (+4)
Con 17 (+4)	**Int** 4 (-2)	**Cha** 14 (+3)

Tomb Mote Tactics

Tomb motes scurry around in the shadows, trying to surprise visitors in their domain. They like to harry a single target to gain the benefit of *tomb tactics*. If a target seems threatening, they slip back into the darkness until a weaker victim comes along.

Tomb Mote Lore

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

DC 15: Tomb motes are made up of the animated bone, dust, hair, and flesh particles that accumulate in tombs. They are usually found in areas filled with necrotic energy. The creatures can be quite mischievous.

Offalian

Composed of the butchered flesh, rotting organs, and pungent fluids of humanoids and livestock, these snakelike creatures crave the taste of fresh meat.

Offalian	**Level 6 Brute**
Large natural animate (undead)	XP 250

Initiative +8 **Senses** Perception +5; darkvision
HP 88; **Bloodied** 44
AC 18; **Fortitude** 21, **Reflex** 18, **Will** 15
Immune disease, poison; **Resist** 10 necrotic
Speed 7, climb 7

Bite (standard; at-will)
Reach 2; +9 vs. AC; 2d6 + 7 damage, and the target is grabbed; see also *clamp down*. An offalian can have only one creature grabbed at a time.

Clamp Down (standard; at-will) ✦ **Necrotic**
Targets a creature grabbed by the offalian; 1d10 + 7 necrotic damage (no attack roll required).

Effluvia Expulsion (minor; recharge ⚁ ⚅) ✦ **Acid, Necrotic**
Close blast 3; +7 vs. Reflex; 2d8 + 11 acid and necrotic damage, and the target is blinded (save ends).

Alignment Unaligned **Languages** –

Str 22 (+9)	**Dex** 20 (+8)	**Wis** 15 (+5)
Con 18 (+7)	**Int** 5 (+0)	**Cha** 11 (+3)

Offalian Tactics

An offalian prefers to rush an opponent. The creature bites a foe, grabbing the target and keeping it held while using *clamp down*. If multiple enemies approach an offalian, it hisses and releases a gout of acidic effluvia that burns and blinds would-be attackers.

Offalian Lore

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

DC 15: Offalians are undead serpents that form when people or animals are senselessly butchered and left to rot. They are composed of the organs and bodily fluids of the slain creatures. The creatures are filled with an unquenchable hunger that drives them to attack most living creatures.

DANIEL RUDNICKI

Osteopede

Created from dirt, dust, and crushed bone, the osteopede is a centipedelike creature that skitters rapidly across the ground. The creature is infused with necrotic energy, which it releases with each bite and each slash of its jagged legs.

Osteopede **Level 8 Elite Skirmisher**
Medium natural animate (undead) XP 700

Initiative +14 **Senses** Perception +7; darkvision
Bone Scraping Stone (Fear) aura 5; any enemy within the aura takes a -2 penalty to attack rolls and damage rolls.
HP 178; **Bloodied** 89
AC 24; **Fortitude** 21, **Reflex** 22, **Will** 21
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +2
Speed 9, climb 9; see also *bite* and *skittering rake*
Action Points 1

⊕ **Bite** (standard; at-will) ✦ **Necrotic**
The osteopede shifts up to 2 squares before or after the attack; +13 vs. AC; 1d8 + 5 damage, and ongoing 5 necrotic damage (save ends).

⸸ **Skittering Rake** (standard; recharge ⚁ ⚂) ✦ **Necrotic**
The osteopede shifts up to 9 squares and makes up to three attacks during its move; +13 vs. Reflex; 2d4 + 6 damage, and ongoing 5 necrotic damage (save ends).

Deep Lacerations
An osteopede deals 2d6 extra damage when it hits a target it has combat advantage against.

Necrotic Advantage
An osteopede gains combat advantage against a creature affected by ongoing necrotic damage.

Alignment Unaligned **Languages** –
Str 18 (+8) **Dex** 26 (+12) **Wis** 17 (+7)
Con 17 (+7) **Int** 12 (+5) **Cha** 14 (+6)

Osteopede Tactics

An osteopede skitters around the battlefield, never staying in one place for long. Whenever possible, it uses its *skittering rake* to attack multiple enemies.

Osteopede Lore

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

DC 15: Osteopedes are undead centipedes that form from dirt and bone in places of death. They also sometimes arise from pastures where bone fragments were used as fertilizer.

Dragonscale Slough

This slithering pile of molted scales often forms where a dragon has died or has spent a considerable amount of time. The sloughs have many of the same attitudes and instincts of their progenitors, and they are quite hostile.

Dragonscale Slough **Level 18 Minion**
Medium natural animate (undead) XP 500

Initiative +15 **Senses** Perception +11; darkvision
HP 1; a missed attack never damages a minion.
AC 33; **Fortitude** 29, **Reflex** 30, **Will** 31
Immune disease, poison; **Resist** 10 necrotic
Speed 6, climb 6 (spider climb)

⊕ **Grabbing Slam** (standard; at-will)
+25 vs. AC; 9 damage, and the target is grabbed; see also *squeezing scales*.

⸸ **Squeezing Scales** (standard; at-will)
Targets a creature grabbed by the dragonscale slough; 9 damage (no attack roll required).

Skills Stealth +20
Alignment Unaligned **Languages** –
Str 20 (+14) **Dex** 22 (+15) **Wis** 14 (+11)
Con 22 (+15) **Int** 1 (+4) **Cha** 8 (+8)

Dragonscale Slough Tactics

Dragonscale sloughs climb up walls and then drop down on unwary prey. Once a slough grabs a creature, it uses *squeezing scales* to constrict the opponent.

Dragonscale Slough Lore

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

DC 20: A dragonscale slough is made of the animated flesh and scales that fall from dragons. It is common for multiple sloughs to form in the lairs of older dragons.

Encounter Groups

Various forms of deathtritus are often found alongside undead and other nonliving creatures.

Level 3 Encounter (XP 775)
- ✦ 1 deathlock wight (level 4 controller, *MM* 262)
- ✦ 3 skeletons (level 3 soldier, *MM* 234)
- ✦ 4 tomb motes (level 3 minion)

Level 7 Encounter (XP 1,550)
- ✦ 2 offalians (level 6 brute)
- ✦ 1 osteopede (level 8 elite skirmisher)
- ✦ 1 dragon shell (level 8 soldier, page 148)

Level 18 Encounter (XP 10,000)
- ✦ 4 abyssal ghoul hungerers (level 18 minion, *MM* 119)
- ✦ 1 darkflame taskmaster (level 17 elite controller, page 168)
- ✦ 4 dragonscale sloughs (level 18 minion)
- ✦ 1 spirit ooze (level 16 elite lurker, page 175)

Flesh Cult

Flesh cults worship death but do not seek eternal life. Members of flesh cults create temporary servants from dead flesh and turn their own organs into weapons. Flesh cults disdain those who seek eternal life and those who create permanent undead servants. Each cult is highly clandestine, and it reviles intruders and those who might try to steal its secrets.

Flesh Scamp

These child-sized creatures appear to be animated piles of flesh that trundle like hideous, misshapen toddlers. They act at the behest of their flesh cult masters.

Flesh Scamp **Level 12 Minion**
Small natural animate (homunculus) XP 175

Initiative +9 **Senses** Perception +6; darkvision
HP 1; a missed attack never damages a minion.
AC 25; **Fortitude** 23, **Reflex** 21, **Will** 19
Immune disease; **Resist** 5 necrotic
Speed 7, climb 7

Slam (standard; at-will)
+19 vs. AC; 6 damage.

Scamps' Dance (standard action, while at least three flesh scamps are adjacent to the target; at-will)
+16 vs. AC; 2 damage per flesh scamp adjacent to the target, and the target is immobilized until the end of the flesh scamp's next turn. If the target is already immobilized, the target is instead dazed until the end of the flesh scamp's next turn. If the target is already dazed, the attack deals 2 extra damage.

Alignment Unaligned **Languages** –
Str 8 (+5) **Dex** 16 (+9) **Wis** 11 (+6)
Con 18 (+10) **Int** 4 (+3) **Cha** 7 (+4)

Flesh Scamp Tactics

Flesh scamps hunt in packs. They try to surround a target, forming a ring of hypnotic flesh that prevents their foe from moving.

Flesh Scamp Lore

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

DC 20: A flesh cult is composed of three tiers. The lowest tier is made up of the barely intelligent flesh scamps, which are created from the flesh of slaughtered beasts. They are transient creatures and exist for only a short time before collapsing back into heaps of flesh.

Flesh Acolyte

Flesh acolytes are the devotees and underpriests of a flesh cult. Flesh and organs cascade off the bodies of these robed acolytes, falling to the ground before slithering back up.

Flesh Acolyte **Level 14 Artillery**
Medium natural humanoid XP 1,000

Initiative +10 **Senses** Perception +11, darkvision
Sickening Stench aura 2; any living creature that starts its turn within the aura is weakened until the end of its next turn.
HP 109; **Bloodied** 54
Regeneration 5
AC 28; **Fortitude** 25, **Reflex** 25, **Will** 28
Immune disease; **Resist** 5 necrotic; **Vulnerable** 10 radiant
Speed 6

Putrid Slam (standard; at-will)
+19 vs. AC; 1d6 + 3 damage, and the target is dazed until the end of the flesh acolyte's next turn.

Ghastly Glob (standard; at-will) ✦ **Necrotic**
Ranged 10; +21 vs. Fortitude; 2d8 + 4 necrotic damage, and the target cannot make saving throws or spend healing surges until the start of its next turn.

Exploding Entrails (standard; recharge ⚁ ⚅) ✦ **Necrotic**
Area burst 3 within 10; targets living creatures; +19 vs. Fortitude; 1d10 + 4 necrotic damage, and ongoing 10 necrotic damage (save ends)

Alignment Evil **Languages** Common
Str 14 (+9) **Dex** 16 (+10) **Wis** 18 (+11)
Con 19 (+11) **Int** 6 (+5) **Cha** 11 (+7)
Equipment robes

Flesh Acolyte Tactics

Flesh acolytes throw globs of flesh at foes while their allies engage in melee. They show no fear in melee themselves, relying on their *sickening stench* to weaken those who dare to attack them.

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Flesh Acolyte Lore

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

DC 25: A flesh cult has three tiers. Flesh acolytes make up most of the membership. To enter the cult, they undergo a ritual that gives their bodies regenerative properties. The ritual devastates their bodies, creating a perpetual cascade of flesh and organs.

Hooded Master

These powerful necromancers radiate auras of necrotic strength. They are cowled from head to toe in black robes, and they are the leaders of a flesh cult.

Hooded Master	**Level 16 Elite Controller**
Medium natural humanoid	XP 2,800

Initiative +10 **Senses** Perception +15; darkvision
Sickening Stench aura 2; any living creature that starts its turn within the aura is weakened until the end of its next turn.
HP 240; **Bloodied** 120; see also *organ spawn*
Regeneration 10
AC 32; **Fortitude** 28, **Reflex** 27, **Will** 30
Immune disease; **Resist** 5 necrotic
Saving Throws +2
Speed 6
Action Points 1

Master's Staff (standard; at-will) ✦ **Weapon**
+21 vs. AC; 1d8 + 8 damage, and the target is pushed 2 squares and knocked prone.

Death Eagle (standard; at-will) ✦ **Necrotic**
+20 vs. Reflex; 2d4 + 7 necrotic damage, and the target is weakened until the end of the hooded master's next turn.

Organ Spawn (when first bloodied; encounter)
Close blast 3; targets enemies; +20 vs. Fortitude; the target is stunned until the end of the master's next turn. *Hit or Miss:* An organ wretch appears adjacent to the hooded master and acts immediately after the master. An organ spawn created in this way does not contribute to an encounter's experience total.

Writhing Entrails (standard; recharge ⚁ ⚂) ✦ **Necrotic**
Area burst 3 within 10; targets enemies; +20 vs. Reflex; 2d6 + 6 necrotic damage, and the target is slowed and dazed (save ends both).

Alignment Evil **Languages** Common
Skills Arcana +17, Religion +17

Str 16 (+11)	**Dex** 14 (+10)	**Wis** 24 (+15)
Con 18 (+12)	**Int** 19 (+12)	**Cha** 20 (+13)

Equipment robes, staff

Hooded Master Tactics

A hooded master prefers to avoid melee and instead hurls bits of organ at foes. When enemies come too close, it uses its staff to knock them away. If a hooded master is bloodied, it removes its organs, expanding and animating the pieces to create an organ wretch.

Hooded Master Lore

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

DC 20: A flesh cult is composed of three tiers. The hooded masters represent the top tier. They are powerful necromancers that can remove their eyes and organs to create temporary animates. To gain this power, a flesh acolyte must drink from a sacred skull chalice that bestows the drinker with the power to mold and animate flesh.

DC 25: No one knows why flesh cults form. Some say they were enemies of liches, necromancers, and anyone who created undead. Others speculate that they are vestiges of a time when the Raven Queen was less opposed to necromantic experimentation.

Organ Wretch

These horrifying creatures consist of the animated, disembodied organs of a creature. Bloated and empowered with necrotic energy, the organs form vaguely humanoid creatures that do their masters' bidding.

Organ Wretch	**Level 16 Elite Brute**
Medium natural animate (homunculus)	XP 2,800

Initiative +10 **Senses** Perception +15; darkvision
Sickening Stench aura 2; any living creature that starts its turn within the aura is weakened until the end of its next turn.
HP 136; **Bloodied** 68
Regeneration 5
AC 28; **Fortitude** 28, **Reflex** 27, **Will** 32
Immune disease; **Resist** 5 necrotic
Saving Throws +2
Speed 8

Writhing Strangle (standard; at-will)
+19 vs. Reflex; 2d8 + 6 damage, and the target is dazed (save ends).

Alignment Evil **Languages** Common

Str 16 (+11)	**Dex** 14 (+10)	**Wis** 24 (+15)
Con 18 (+12)	**Int** 12 (+9)	**Cha** 20 (+13)

Organ Wretch Tactics

An organ wretch rushes groups of foes, trying to constrain enemies.

Organ Wretch Lore

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

DC 20: An organ wretch is created from the innards of necromancers who animate the parts with necrotic energy. They are intelligent animates that obey their masters without question. An organ wretch is usually the product of a hooded master.

Encounter Groups

Flesh cults are usually encountered as a cohesive unit within a secret temple or ruin.

Level 17 Encounter (XP 8300)
- ✦ 2 flesh acolytes (level 14 artillery)
- ✦ 4 flesh scamps (level 12 minion)
- ✦ 1 hooded master (level 16 elite controller)
- ✦ 1 organ wretch (level 16 elite brute; after hooded master is bloodied)

Forsaken Shell

A forsaken shell is skin ripped from a creature's body and then animated purposefully or spontaneously by foul magic. The primary motivation of forsaken shells is to propagate their kind, though they also hunt living creatures for sport.

Forsaken Shell **Level 6 Skirmisher**
Medium natural animate (undead) XP 250

Initiative +12 **Senses** Perception +5; darkvision
HP 70; **Bloodied** 35
AC 20; **Fortitude** 16, **Reflex** 20, **Will** 18
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 8; see also *envelop*

⨁ **Necrotic Slap** (standard; at-will) ✦ **Healing, Necrotic**
+11 vs. AC; 1d6 damage plus 5 necrotic damage, and the target is grabbed; see also *envelop*. In addition, the target loses a healing surge, and the forsaken shell regains 5 hit points.

ǂ **Envelop** (standard; at-will) ✦ **Necrotic**
Targets a creature grabbed by the forsaken shell; the forsaken shell shifts up to 3 squares before or after the attack, pulling the target with it; 2d6 + 3 necrotic damage (no attack roll required).

Combat Advantage
A forsaken shell deals 2d6 extra damage when it hits a target it has combat advantage against.

Flexibility (immediate interrupt, when the forsaken shell would be immobilized, restrained, pushed, pulled, or slid; at-will)
The forsaken shell makes a saving throw. On a save, the triggering effect is negated.

Spawn Shell
When a forsaken shell kills a Medium living humanoid creature, the slain creature rises as a free-willed forsaken shell at the start of its creator's next turn.

Alignment Unaligned **Languages** –
Skills Stealth +15
Str 12 (+4) **Dex** 24 (+10) **Wis** 15 (+5)
Con 14 (+5) **Int** 14 (+5) **Cha** 13 (+4)

Forsaken Shell Tactics

Forsaken shells use their speed and stealth to ambush prey. A forsaken shell climbs along ledges and walls to find ideal places to hide. Then the creature quickly slithers out and attacks a target, using *necrotic slap* and then *envelop*. Forsaken shells focus on one opponent, though they also look for opportunities to gain combat advantage. If too many opponents are engaging a forsaken shell in melee, it retreats and tries to find a more defensible position.

Dragon Shell **Level 8 Soldier**
Large natural animate (dragon, undead) XP 350

Initiative +8 **Senses** Perception +11; darkvision
HP 92; **Bloodied** 46
AC 24; **Fortitude** 21, **Reflex** 20, **Will** 19
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Speed 6, fly 4; see also *clench*

⨁ **Bite** (standard; at-will) ✦ **Healing; Acid, Cold, Fire, Lightning** or **Poison**
Reach 2; +15 vs. AC; 1d10 + 5 damage plus 1d6 acid, cold, fire, lightning, or poison damage, depending on the dragon shell's origin dragon, and the target is grabbed; see also *clench*. In addition, the target loses a healing surge, and the dragon shell regains 5 hit points.

ǂ **Clench** (standard; at-will) ✦ **Necrotic**
Targets a creature grabbed by the forsaken shell; the dragon shell shifts up to 3 squares before or after the attack, pulling the target with it; 1d10 + 5 necrotic damage (no attack roll required).

Breath Weapon (standard; recharge ⚁ ⚂)
Close blast 5; +13 vs. Reflex; 3d8 + 5 acid, cold, fire, lightning, or poison damage, depending on the dragon shell's origin dragon.

Flexibility (immediate interrupt, when the forsaken shell would be immobilized, restrained, pushed, pulled, or slid; at-will)
The forsaken shell makes saving throw. On a save, the triggering effect is negated.

Spawn Shell
When the forsaken shell kills a living dragon creature, the slain creature rises as a free-willed dragon shell at the start of its creator's next turn.

Alignment Unaligned **Languages** –
Str 22 (+10) **Dex** 14 (+6) **Wis** 15 (+6)
Con 20 (+9) **Int** 14 (+6) **Cha** 13 (+5)

Dragon Shell Tactics

Dragon shells are braver than forsaken shells, using toughness over speed. A dragon shell uses its bite and *clench* attacks to keep a single foe engaged. If a dragon shell is close to multiple enemies, it unleashes its *breath weapon* on the group. Once a dragon shell gauges its enemies' strengths, it attacks the creatures it perceives as weak or those that seem most capable of hurting it—usually strikers or opponents that deal radiant damage.

Titan Shell **Level 12 Brute**
Large natural animate (giant, undead) XP 250

Initiative +14 **Senses** Perception +9; darkvision
HP 149; **Bloodied** 74
AC 24; **Fortitude** 24, **Reflex** 26, **Will** 23
Immune disease, poison; **Resist** 15 necrotic
Speed 7, climb 7; see also *absorb life*

⨁ **Necrotic Slap** (standard; at-will) ✦ **Healing, Necrotic**
Reach 2; +15 vs. AC; 2d6 + 3 damage plus 5 necrotic damage, and the target is grabbed; see also *absorb life*. In addition, the target loses a healing surge, and the forsaken shell regains 10 hit points.

ǂ **Absorb Life** (minor 1/round; at-will) ✦ **Healing, Necrotic**
Targets a creature grabbed by the titan shell; the titan shell shifts up to 2 squares before or after the attack, pulling the target with it; +13 vs. Fortitude; the target loses a healing surge, and the forsaken shell regains 10 hit points.

Flexibility (immediate interrupt, when the titan shell would be immobilized, restrained, pushed, pulled, or slid; at-will)
The titan shell makes a saving throw. On a save, the triggering effect is negated and the titan shell can make a *necrotic slap* attack as a free action.

Spawn Shell
When a titan shell kills a Large living humanoid creature, the slain creature rises as a free-willed titan shell at the start of its creator's next turn.

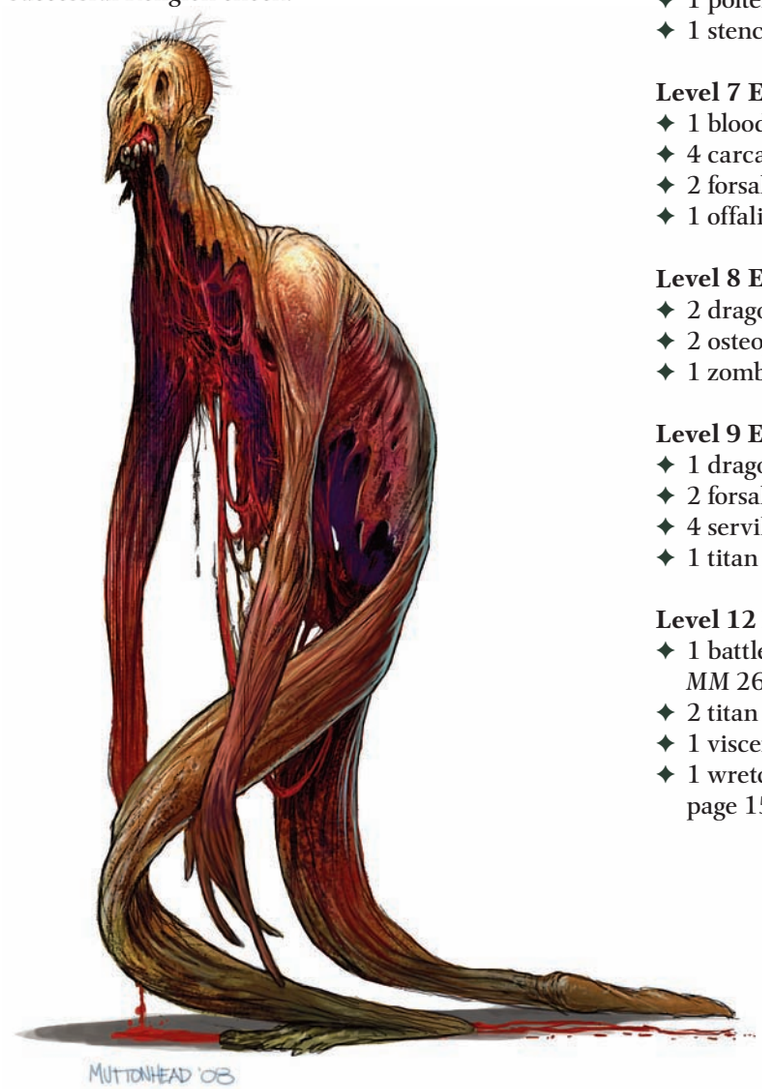
Alignment Unaligned	**Languages** –	
Str 18 (+10)	**Dex** 26 (+14)	**Wis** 16 (+9)
Con 19 (+10)	**Int** 11 (+6)	**Cha** 14 (+8)

Titan Shell Tactics

A titan shell has few tactics in combat. The creature utilizes its speed to slither up to an enemy and quickly engage the target using *necrotic slap*. Once the shell has a creature grabbed, it follows up with *absorb life*, which it continues to use as long as possible. A titan shell rarely focuses its attacks on one creature, relying on strength over strategy to defeat its foes.

Forsaken Shell Lore

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



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DC 15: Forsaken shells arise when skin is ripped from the flesh of a living target. The flesh is then animated either through the actions of a necromancer or through spontaneous necrotic energy. Forsaken shells have incredible elasticity and flexibility. They can easily escape many forms of restraint.

DC 18: Forsaken shells propagate their kind by ripping the skin off their victims, assimilating it, and then exuding it as a new monster. In this way, one forsaken shell can spawn thousands of its kind, creating an army of animate skin.

DC 21: Numerous kinds of forsaken shells exist. Each kind of creature victimized by a forsaken shell has the potential to become a new kind of shell. Humans, giants, and dragons are the most common targets of forsaken shells.

Encounter Groups

Forsaken shells are usually found with others of their kind or with flesh-eating creatures.

Level 6 Encounter (XP 1,250 XP)
- 2 forsaken shells (level 6 skirmisher)
- 1 poltergeist (level 6 artillery, page 150)
- 1 stench ghoul (level 6 elite soldier, page 154)

Level 7 Encounter (XP 1,550 XP)
- 1 bloodrot (level 7 elite soldier, page 174)
- 4 carcass eaters (level 5 minion, page 196)
- 2 forsaken shells (level 6 skirmisher)
- 1 offalian (level 6 brute, page 144)

Level 8 Encounter (XP 1,750)
- 2 dragon shells (level 8 soldier)
- 2 osteopedes (level 8 elite skirmisher, page 145)
- 1 zombie hulk (level 8 brute, *MM* 275)

Level 9 Encounter (XP 2,150)
- 1 dragon shell (level 8 soldier)
- 2 forsaken shells (level 6 skirmisher)
- 4 servile ghosts (level 11 minion, page 150)
- 1 titan shell (level 12 brute)

Level 12 Encounter (XP 3,500)
- 1 battle wight commander (level 12 soldier, *MM* 262)
- 2 titan shells (level 12 brute)
- 1 viscera devourer (level 12 controller, *MM* 68)
- 1 wretched stench ghoul (level 12 elite soldier, page 155)

GHOST

Infused by dark emotions and binding Shadowfell energy, ghosts wander the world's haunted places, persisting in a tormented, shadowy state of existence.

A ghost's visage, when visible, can take any number of aspects. This form varies from swirling mist, to empty armor or clothing, to a wispy humanoid shape that resembles the spirit's former appearance.

Poltergeist **Level 6 Artillery**
Medium shadow humanoid (undead) XP 250

Initiative +8 **Senses** Perception +6; darkvision
HP 42; **Bloodied** 21
AC 18; **Fortitude** 17, **Reflex** 18, **Will** 18
Immune disease, poison; **Resist** insubstantial
Speed fly 6 (hover); phasing; see also *flinging rebuke*

⊕ **Spirit Touch** (standard; at-will) ✦ **Necrotic**
+13 vs. AC; 1d6 + 6 necrotic damage.

⚡ **Hurl Away** (standard; at-will) ✦ **Necrotic**
Ranged 10; +11 vs. Reflex; 1d6 + 8 necrotic damage, and the target is pushed 3 squares.

⚡ **Kinetic Claw** (standard; recharge ⚄ ⚅) ✦ **Necrotic**
Ranged 10; +11 vs. Fortitude; 2d6 + 10 necrotic damage, and the target slides 5 squares and is restrained (save ends).

Flinging Rebuke (immediate interrupt, when an enemy moves adjacent to the poltergeist; encounter) ✦ **Necrotic**
The poltergeist shifts up to 1 square and uses *hurl away* on the triggering enemy. If the attack hits, the target is knocked prone.

Alignment Unaligned **Languages** Common
Skills Stealth +15

Str 15 (+5)	**Dex** 20 (+8)	**Wis** 16 (+6)
Con 17 (+6)	**Int** 13 (+4)	**Cha** 20 (+8)

Poltergeist Tactics

A poltergeist begins battle by finding a high perch from which to strike with *kinetic claw* and *hurl away*. Poltergeists are cowardly ghosts. A poltergeist retreats from an enemy if it becomes engaged in melee and flees from battle if it seems as though combat might lead to its destruction.

Servile Ghost **Level 11 Minion**
Medium shadow humanoid (undead) XP 150

Initiative +9 **Senses** Perception +6; darkvision
Faceless Dread (**Fear**) aura 2; any living creature that starts its turn within the aura takes a -2 penalty to saving throws until the end of its next turn.
HP 1; a missed attack never damages a minion.
AC 26; **Fortitude** 24, **Reflex** 22, **Will** 21
Immune disease, poison; **Resist** insubstantial
Speed 6; phasing

⊕ **Spirit Touch** (standard; at-will) ✦ **Necrotic**
+15 vs. Reflex; 7 necrotic damage, or 9 necrotic damage if the target is granting combat advantage to the servile ghost.

Alignment Unaligned **Languages** Common

Str 20 (+10)	**Dex** 18 (+9)	**Wis** 13 (+6)
Con 12 (+6)	**Int** 13 (+6)	**Cha** 9 (+4)

Servile Ghost Tactics

When servile ghosts engage in melee, they look for opponents affected by adverse conditions. They move in on these enemies, using *faceless dread* to weaken opponents' resistances.

Drowned Ghost **Level 11 Artillery**
Medium shadow humanoid (undead) XP 600

Initiative +10 **Senses** Perception +7; darkvision
Ghost Water aura 2; any living creature that starts its turn within the aura is slowed until the start of its next turn.
HP 60; **Bloodied** 30
AC 24; **Fortitude** 21, **Reflex** 24, **Will** 23
Immune disease, poison; **Resist** insubstantial
Speed 6, climb 6 (spider climb); phasing

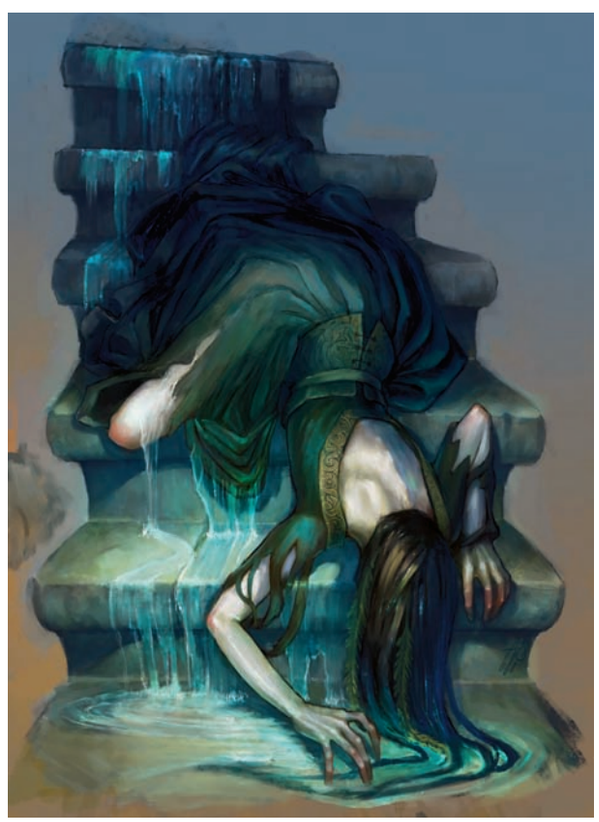
⊕ **Spirit Touch** (standard; at-will) ✦ **Necrotic**
+16 vs. Reflex; 2d6 + 4 necrotic damage.

⚡ **Eerie Transfiguration** (standard; recharge ⚄ ⚅) ✦ **Psychic**
Ranged 5; +16 vs. Will; 3d6 + 8 psychic damage, and the target's features appear to distort. *Secondary Attack (Gaze, Psychic):* Close burst 3; targets enemies within 3 squares of the primary target; +14 vs. Will; the target takes ongoing 5 psychic damage and is dazed (save ends both).

⚡ **Vengeful Emanation** (standard; at-will) ✦ **Psychic**
Ranged 5; +16 vs. Will; 2d6 + 6 psychic damage.

Alignment Unaligned **Languages** Common
Skills Stealth +15

Str 15 (+7)	**Dex** 21 (+10)	**Wis** 14 (+7)
Con 13 (+6)	**Int** 10 (+5)	**Cha** 18 (+9)



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Drowned Ghost Tactics

A drowned ghost uses its climb speed to cling to a high wall or ceiling, remaining out of melee. It uses *eerie transfiguration* when it is available, defaulting to *vengeful emanation* until the former power recharges. The ghost uses *ghost water* to slow nearby enemies, allowing it to scurry away and escape.

Malicious Ghost **Level 13 Lurker**
Small shadow humanoid (undead) XP 800

Initiative +14 **Senses** Perception +13; darkvision
HP 72; **Bloodied** 36
AC 27; **Fortitude** 23, **Reflex** 25, **Will** 26; (+2 to all defenses with *inexorable creep*)
Immune disease, poison; **Resist** insubstantial
Speed fly 6 (hover); phasing

Spirit Touch (standard; at-will) ✦ **Necrotic**
+16 (+18 with *inexorable creep*) vs. Reflex; 2d8 + 4 necrotic damage.

Piercing Malice (standard; at-will) ✦ **Psychic**
Ranged 5; +16 (+18 with *inexorable creep*) vs. Will; 2d8 + 4 psychic damage, and the target is slowed (save ends).

Inky Breath (standard; recharge ⚁ ⚂) ✦ **Necrotic**
Close blast 5; +15 (+17 with *inexorable creep*) vs. Fortitude; 2d8 + 4 necrotic damage, and the target takes ongoing 10 necrotic damage and is immobilized (save ends both).

Inexorable Creep
When a malicious ghost uses phasing to move through obstacles, it gains a +2 bonus to attack rolls and all defenses, and deals 1d6 extra damage on melee attacks and ranged attacks until the start of its next turn.

Alignment Unaligned **Languages** Common
Skills Stealth +18
Str 14 (+8) **Dex** 24 (+13) **Wis** 14 (+8)
Con 19 (+10) **Int** 10 (+6) **Cha** 25 (+13)

Malicious Ghost Tactics

Malicious ghosts prefer to lurk in corridors, catacombs, and mazelike areas. A malicious ghost typically attacks by phasing through a barrier, using *piercing malice* or *inky breath*, and then escaping through an obstacle on its next turn. This strategy allows a malicious ghost to gain the benefit of *inexorable creep* each time it attacks. The ghost engages in melee only as a last resort.

Watchful Ghost **Level 15 Soldier**
Medium shadow humanoid (undead) XP 1,200

Initiative +11 **Senses** Perception +18; darkvision
HP 104; **Bloodied** 52
AC 31; **Fortitude** 26, **Reflex** 26, **Will** 28
Immune disease, poison; **Resist** insubstantial
Speed fly 6 (hover); phasing; see also *harry the marked*

Spectral Sword (standard; at-will) ✦ **Psychic**
+22 vs. AC; 2d8 + 7 psychic damage, and the target is marked (save ends).

Spectral Crossbow (standard; at-will) ✦ **Psychic**
Ranged 15; +22 vs. AC; 2d8 + 7 psychic damage, and the target is marked until the end of the watchful ghost's next turn.

Halting the Marked (minor 1/round; at-will) ✦ **Psychic**
Close burst 5; targets each creature marked by the watchful ghost; +20 vs. Will; the target takes ongoing 10 psychic damage and is immobilized (save ends both). *Miss:* No ongoing damage, and the target is slowed until the end of the watchful ghost's next turn instead of immobilized.

Harry the Marked (move; recharge ⚁ ⚂)
The watchful ghost teleports up to 10 squares into a square adjacent to an enemy it has marked.

Alignment Unaligned **Languages** Common
Str 15 (+9) **Dex** 20 (+12) **Wis** 23 (+13)
Con 20 (+12) **Int** 16 (+10) **Cha** 15 (+9)

Watchful Ghost Tactics

A watchful ghost fights with *spectral crossbow* until opponents engage it in melee, at which point it uses *spectral sword*. It usse phasing to seek an advantageous position while keeping enemies fixed in place with *halting the marked*.

Wrath Spirit **Level 17 Soldier**
Medium shadow humanoid (undead) XP 1,600

Initiative +11 **Senses** Perception +12; darkvision
HP 111; **Bloodied** 55
AC 33; **Fortitude** 27, **Reflex** 29, **Will** 30
Immune disease, poison; **Resist** insubstantial
Speed fly 6 (hover); phasing

Keening Sword (standard; at-will) ✦ **Psychic**
+24 vs. AC; 2d8 + 7 psychic damage, and the target is marked until the end of the wrath spirit's next turn.

Exploding Head (standard; recharge ⚁ ⚂) ✦ **Fear, Necrotic**
The wrath spirit materializes a flaming semblance of its missing head and hurls it: area burst 2 within 10; +21 vs. Fortitude; 3d10 + 7 necrotic damage, and the target is immobilized and marked (save ends both). *Miss:* Half damage, and the target is marked but not immobilized.

Burning Challenge (immediate reaction, when an enemy marked by the wrath spirit makes an attack that does not include the wrath spirit; at-will) ✦ **Psychic**
The triggering enemy takes ongoing 10 psychic damage and is dazed (save ends both).

Alignment Evil **Languages** Common
Str 16 (+11) **Dex** 17 (+11) **Wis** 18 (+12)
Con 15 (+10) **Int** 22 (+14) **Cha** 24 (+15)

Wrath Spirit Tactics

A wrath spirit phases through a wall or other barrier in an attempt to surprise its foes. It opens combat by hurling its *exploding head* before closing in and using *keening sword*. Early in a fight, it tries to mark as many combatants as possible, increasing the chance that it can use *burning challenge*.

Caller in Darkness	**Level 19 Elite Soldier**
Large shadow animate (undead)	XP 4,800

Initiative +13 **Senses** Perception +16; darkvision
HP 253; **Bloodied** 126; see also *soulstorm*
AC 33; **Fortitude** 33, **Reflex** 28, **Will** 33
Immune disease, poison; **Resist** insubstantial
Saving Throws +2
Speed fly 8 (hover); phasing
Action Points 1

⨁ **Spirit Bite** (standard; at-will) ✦ **Necrotic, Psychic**
Reach 2; +23 vs. AC; 1d10 + 7 necrotic damage, and ongoing 10 psychic damage (save ends).

⨍ **Double Bite** (standard; at-will) ✦ **Necrotic, Psychic**
The caller in darkness makes two spirit bite attacks.

⨍ **Steal Essence** (standard; at-will) ✦ **Necrotic, Psychic**
Reach 2; targets a creature marked by the caller in darkness; +22 vs. Fortitude; 1d10 + 9 necrotic damage, and ongoing 5 psychic damage (save ends). *First Failed Saving Throw:* The target takes ongoing 5 psychic damage and is weakened (save ends both). *Second Failed Saving Throw:* The target takes ongoing 10 psychic damage and is stunned instead of weakened (save ends both).

⇲ **Advantage of Fear** (minor 1/round; at-will) ✦ **Fear**
Close burst 10; targets one creature; the target is marked and grants combat advantage to the caller in darkness (save ends both); see also *steal essence*.

⇲ **Soulstorm** (free, when first bloodied; encounter) ✦ **Necrotic, Psychic**
Close burst 2; +22 vs. Reflex; 1d10 + 9 psychic damage plus 1d10 + 9 necrotic damage. In addition, a target that grants combat advantage to the caller in darkness takes ongoing 5 psychic damage and ongoing 5 necrotic damage (save ends both).

Alignment Chaotic evil **Languages** Common

Str 24 (+16)	**Dex** 18 (+13)	**Wis** 24 (+16)
Con 21 (+14)	**Int** 10 (+9)	**Cha** 25 (+16)

Caller in Darkness Tactics

At the beginning of each turn, a caller in darkness targets an enemy with *advantage of fear*. It then attacks marked creatures with *double bite* or *steal essence*. A caller in darkness keeps close to targets granting combat advantage to it through *advantage of fear* so that when it becomes bloodied, its *soulstorm* power has maximum effect.

Famine Spirit	**Level 21 Brute**
Large shadow humanoid (undead)	XP 3,200

Initiative +12 **Senses** Perception +16; darkvision
Gaping Maw aura 6; any living creature that starts its turn within the aura is pulled 1 square.
HP 167; **Bloodied** 83; see also *swallow whole*
AC 33; **Fortitude** 34, **Reflex** 32, **Will** 33
Immune disease, poison; **Resist** insubstantial
Speed 4; phasing

⨁ **Rending Claws** (standard; at-will) ✦ **Necrotic**
Requires a free hand; reach 2; +24 vs. AC; 3d8 + 8 necrotic damage, and the target is grabbed.

⨍ **Swallow Whole** (standard; at-will) ✦ **Acid, Necrotic**
Targets a creature grabbed by the famine spirit; +24 vs. AC; 2d8 + 4 necrotic damage, and the target is engulfed, entering the famine spirit's space and disappearing from sight and removing line of effect to all squares. While engulfed, the target takes ongoing 10 acid damage and is stunned and immobilized (save ends all). The famine spirit gains regeneration 10 while a target is engulfed.

When the target saves, it is no longer engulfed. The target reappears in an unoccupied square adjacent to the famine spirit of the target's choosing. If the famine spirit is killed, an engulfed target is no longer engulfed and reappears in a square previously occupied by the famine spirit. A famine spirit can have only one creature engulfed at a time.

Alignment Evil **Languages** Common

Str 26 (+18)	**Dex** 14 (+12)	**Wis** 23 (+16)
Con 19 (+14)	**Int** 22 (+16)	**Cha** 17 (+13)

Famine Spirit Tactics

Famine spirits hide in ambush and attempt to enter melee as quickly as possible. A famine spirit uses *rending claws* to grab a target before employing *swallow whole*. It continues to grab at other opponents while it has a target engulfed. As soon as one creature escapes, it swallows another.

Ghost Lore

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

DC 14: A poltergeist first appears as a wisp of swirling mist and dust. As the creature's form becomes clearer, it becomes evident that it has a vaguely humanoid shape. Poltergeists are often responsible for inexplicable sounds, such as phantom footsteps, rattling walls, knocking, and eerie music. Innocuous as they might seem, these odd sounds could escalate to more potentially harmful occurrences such as flying objects and physical attacks.

DC 22: Servile ghosts are blurry-faced, shambling, translucent spirits. A servile ghost arises when a servant or lackey dies an ignoble death as a consequence of its master's actions. Such deaths are often a result of betrayal or carelessness on the master's part. Knowing nothing but obedience in life, these ghosts seek out new masters in death.

Drowned ghosts are the spirits of those who died watery deaths. They are filled with jealousy of the living, which drives them to take vengeance upon

humanoids they encounter. They do not fly but can cling to walls and crawl across ceilings. It is possible to lay a drowned ghost to rest by finding and properly interring its bloated corpse, or by bringing its murderer to justice if the creature was intentionally drowned. A drowned ghost sometimes takes offense at such intrusive acts, though, and instead hunts down a would-be benefactor.

Malicious ghosts are childlike apparitions that have dull skin and enlarged, inky eyes. Although a malicious ghost appears to walk or run when moving, it actually floats above the ground. Malicious ghosts arise from children who die frightened or alone. Enraged that no one saved its life, the ghost of the child becomes a creature of unquenchable malice. A malicious ghost might pretend to negotiate, but this is always a ruse intended to cause harm later.

DC 27: A watchful ghost is a spirit that manifests as a semitranslucent, empty suit of armor that wields spectral weapons. Watchful ghosts are the spirits of guards killed in the line of duty while failing to protect their charges. They stand in eternal defense of the posts they held in life or gravitate toward new treasures or places in need of their protection. Killing a watchful ghost dissipates it temporarily. A year after its destruction, the ghost appears at the site of its original demise. A watchful ghost might cooperate with the living in exchange for help in redeeming its failed duty.

A wrath spirit wears elaborate armor that reveals itself to be semitransparent under bright light. In combat, its weapons emit shrieking, tormented cries. The most notable characteristic of a wrath spirit is its lack of a head, which is a manifestation of its mindless anger. A wrath spirit arises when a violent individual dies while enraged. Such spirits seek out conflict and dive into any fight they find, slaughtering indiscriminately. As a veritable incarnation of anger, a wrath spirit is a difficult negotiating partner. It might be possible to get its attention with information of a brewing war or conflict in which it might unleash its wrath.

A caller in darkness is created from the spirits of dozens of victims who died together in terror. It seeks to draw others into its fear-wracked, hellish existence. The spiritual amalgamation appears as a dark, roiling cloud of gloomy fog that contains dozens of churning humanoid faces that are silently screaming.

DC 29: Famine spirits manifest as grotesquely obese humanoids. They have sagging jowls and are sometimes called hungry ghosts. Famine spirits are spectral remnants of people who shortened their lives through gluttony, who hoarded food while others starved, or who died of starvation. These spirits seek to devour the living. Their massive ectoplasmic bellies convert flesh, blood, and bone into necrotic energy to feed them. Only through the promise of great amounts of flesh is it possible to negotiate with a famine spirit, and even then, the creature often loses concentration during negotiations due to the tantalizing aroma of the negotiator's flesh.

DAARKEN

Encounter Groups

Ghosts are attracted to each other, forming bands that seek to inflict violence upon the living. Occasionally these creatures also tolerate the presence of living creatures among them.

Level 10 Encounter (XP 2,800)
- 2 drowned ghosts (level 11 artillery)
- 6 servile ghosts (level 11 minion)
- 1 wailing ghost (level 12 controller)

Level 16 Encounter (XP 7,200)
- 1 malicious ghost (level 13 lurker)
- 4 watchful ghosts (level 15 soldier)
- 1 wrath spirit (level 17 soldier)

Level 20 Encounter (XP 14,400)
- 1 caller in darkness (level 19 elite soldier)
- 2 famine spirits (level 21 brute)
- 1 fomorian painbringer (level 19 elite controller, *MM* 110)

GHOUL

The insatiable ghoul constantly seeks to feed. With their extended maws and jagged claws, ghouls are vicious killers that crave nothing more than to tear into and consume the warm flesh of a living creature.

Sodden Ghoul **Level 4 Soldier**
Medium natural humanoid (aquatic, undead) XP 175

Initiative +7 **Senses** Perception +2; darkvision
HP 53; **Bloodied** 26
AC 20; **Fortitude** 16, **Reflex** 17, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, climb 4, swim 8

⊕ **Claw** (standard; at-will)
Requires a free hand; +11 vs. AC; 1d6 + 6 damage, and the target is grabbed; see also *lacedon bite*.

⚕ **Lacedon Bite** (standard; at-will)
Targets a creature grabbed by the sodden ghoul; +11 vs. AC; 1d10 + 6 damage, and the target is dazed (save ends).

⚕ **Rending Pounce** (standard; recharge ⚁ ⚂ ⚃)
The sodden ghoul makes two claw attacks, each at a -2 penalty to the attack roll. If both attacks hit the same target, the target is grabbed, and it takes ongoing 5 damage (save ends); see also *lacedon bite*.

Alignment Chaotic evil **Languages** Common
Skills Athletics +9, Stealth +10
Str 17 (+5) **Dex** 18 (+6) **Wis** 11 (+2)
Con 13 (+3) **Int** 9 (+1) **Cha** 12 (+3)

Sodden Ghoul Wailer **Level 9 Soldier**
Medium natural humanoid (aquatic, undead) XP 400

Initiative +10 **Senses** Perception +5; darkvision
HP 85; **Bloodied** 42
Regeneration 5
AC 25; **Fortitude** 21, **Reflex** 22, **Will** 19
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, climb 4, swim 8

⊕ **Claw** (standard; at-will)
Requires a free hand; +16 vs. AC; 2d6 + 5 damage, and the target is grabbed; see also *lacedon bite*.

⚕ **Lacedon Bite** (standard; at-will)
Targets a creature grabbed by the sodden ghoul wailer; +16 vs. AC; 1d10 + 7 damage, and the target is dazed (save ends).

⚕ **Rending Pounce** (standard; recharge ⚁ ⚂ ⚃)
The sodden ghoul wailer makes two claw attacks, each at a -2 penalty to the attack roll. If both attacks hit the same target, the target is grabbed and takes ongoing 5 damage (save ends); see also *lacedon bite*.

✧ **Frightful Dirge** (standard; encounter) ✦ **Fear**
Close burst 2; targets enemies; +14 vs. Will; the target is stunned until end of its next turn.

Alignment Chaotic evil **Languages** Common
Skills Athletics +13, Stealth +14
Str 19 (+8) **Dex** 20 (+9) **Wis** 12 (+5)
Con 15 (+6) **Int** 11 (+4) **Cha** 13 (+5)

Sodden Ghoul Tactics

Sodden ghouls prefer to fight near water, where they can use their swim speed to their advantage. A sodden ghoul first attacks using *rending pounce*, attempting to grab the target so it can then use *lacedon bite*. The creature then alternates between its claw attack and *lacedon bite* while it waits for *rending pounce* to recharge.

Stench Ghoul **Level 6 Elite Soldier**
Medium natural humanoid (undead) XP 500

Initiative +9 **Senses** Perception +4; darkvision
Nauseating Stench aura 2; any living creature within the aura takes a -2 penalty to attack rolls, skill checks, and ability checks.
HP 142; **Bloodied** 71
AC 23; **Fortitude** 19, **Reflex** 21, **Will** 17
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 8, climb 4
Action Points 1

⊕ **Claw** (standard; at-will)
+13 vs. AC; 2d6 + 4 damage, and the target is immobilized (save ends).

⚕ **Ghoulish Bite** (minor 1/round; at-will)
Targets an immobilized creature; +13 vs. AC; 1d10 + 4 damage, and the target is dazed (save ends).

Alignment Chaotic evil **Languages** Common
Skills Athletics +11, Stealth +12
Str 17 (+6) **Dex** 19 (+7) **Wis** 12 (+4)
Con 15 (+5) **Int** 14 (+5) **Cha** 12 (+4)

JAKE MASBRUCH

Wretched Stench Ghoul	**Level 12 Elite Soldier**
Medium natural humanoid (undead)	XP 1,400

Initiative +13 **Senses** Perception +8; darkvision
Nauseating Stench aura 4; any living creature within the aura takes a -2 penalty to attack rolls, skill checks, and ability checks.
HP 240; **Bloodied** 120
AC 29; **Fortitude** 24, **Reflex** 25, **Will** 22
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 8, climb 4
Action Points 1

⊕ **Claw** (standard; at-will)
+19 vs. AC; 2d6 + 7 damage, and the target is immobilized (save ends).

↓ **Ghoulish Bite** (minor 1/round; at-will)
Targets a dazed, immobilized, or stunned creature; +19 vs. AC; 1d10 + 8 damage. If the target is immobilized, it is instead dazed (save ends). If the target is already dazed, it is instead stunned (save ends).

Alignment Chaotic evil **Languages** Common
Skills Athletics +15, Stealth +16

Str 19 (+10)	**Dex** 21 (+11)	**Wis** 14 (+8)
Con 16 (+9)	**Int** 16 (+9)	**Cha** 12 (+7)

Stench Ghoul Tactics

These ghouls use their nauseating stench to debilitate attackers while rendering them less dangerous with their paralyzing bites. Unlike normal ghouls, stench ghouls use intelligence and cunning to seek positional and environmental advantages through terrain and allies.

Darkpact Ghoul	**Level 19 Elite Skirmisher**
Medium natural humanoid (undead)	XP 4,800

Initiative +16 **Senses** Perception +13; darkvision
Nauseating Stench aura 6; any living creature within the aura takes a -2 penalty to attack rolls, skill checks, and ability checks.
HP 360; **Bloodied** 180
AC 35; **Fortitude** 29, **Reflex** 33, **Will** 31
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 7; see also *baleful step*
Action Points 1

⊕ **Claw** (standard; at-will)
+24 vs. AC; 2d10 + 8 damage, and the target is immobilized (save ends).

↓ **Double Attack** (standard; at-will)
The darkpact ghoul makes two claw attacks.

↓ **Ravenous Bite** (standard; at-will)
Targets a bloodied creature; +24 vs. AC; 2d12 + 10 damage, or against an immobilized target: 3d12 + 10 damage, and the target is weakened (save ends).

Baleful Step (move; recharge ⚅) ✦ **Teleportation**
The darkpact ghoul teleports up to 10 squares. Each enemy adjacent to the darkpact ghoul after it teleports is dazed until the end of the darkpact ghoul's next turn.

Alignment Evil **Languages** Common
Skills Stealth +19

Str 23 (+15)	**Dex** 21 (+14)	**Wis** 18 (+13)
Con 20 (+14)	**Int** 17 (+12)	**Cha** 15 (+11)

Darkpact Ghoul Tactics

Darkpact ghouls scurry about the battlefield, looking for injured and bloodied prey. A darkpact ghoul looks for a vulnerable target and then claws at it, keeping the creature in place. The creature retains *baleful step* for a situation in which it needs to escape a group of attackers or when it wants to reach a bloodied creature to use *ravenous bite*.

Ghoul Lore

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

DC 15: Sodden ghouls, known also as lacedons, are aquatic cousins of landborne ghouls. A sodden ghoul arises when an aquatic humanoid that engages in cannibalism dies. Sodden ghouls are also created through deliberate rituals by evil aquatic creatures, such as bog hags, kuo-toas, sahuagin, and aboleths. They lurk near reefs and rocky shores where ships and humanoids are likely to pass. Sodden ghouls are also adept climbers. More than one ship has been discovered adrift with the flesh and marrow of the vessel's sailors stripped from their bones by a horde of sodden ghouls.

Stench ghouls haunt graveyards, battlefields, and other places rich with carrion. A stench ghoul is the result of a cannibalistic humanoid who dies after consuming the rancid flesh of another humanoid. These ghouls typically command packs of other ghouls.

DC 25: Darkpact ghouls are the product of corrupt individuals who are cursed to return in undeath. They lose all sanity in the transformation, replacing it with predatory cunning. A few darkpact ghouls are dead warlocks who made pacts with sinister forces to extend their lives without realizing the form they would take upon death. Darkpact ghouls are motivated entirely by hatred and hunger.

Encounter Groups

Ghouls are often encountered with others of their ilk or under the servitude of a powerful master.

Level 6 Encounter (XP 1,125)
✦ 1 sahuagin priest (level 8 artillery, *MM* 224)
✦ 1 sahuagin raider (level 6 soldier, *MM* 224)
✦ 3 sodden ghouls (level 4 soldier)

Level 13 Encounter (XP 3,700)
✦ 8 horde ghouls (level 13 minion, *MM* 118)
✦ 1 viscera devourer (level 12 controller, *MM* 68)
✦ 1 wretched stench ghoul (level 12 elite soldier)

Level 18 Encounter (XP 9,600)
✦ 1 abyssal ghoul (level 16 skirmisher, *MM* 118)
✦ 1 bodak skulk (level 16 lurker, *MM* 36)
✦ 1 darkpact ghoul (level 19 elite skirmisher)
✦ 1 slaughter wight (level 18 brute, *MM* 263)

GOLEM, DEATHTOUCHED

A SUBCATEGORY OF GOLEM CALLED DEATHTOUCHED is the result of animated materials associated with death, such as corpses, grave dirt, hangman's nooses, and tombstones. Some are designed as guards; others serve as assassins or weapons.

Cadaver Golem	**Level 12 Elite Brute**
Large natural animate (construct)	XP 1,400

Initiative +6 **Senses** Perception +5; darkvision
HP 228; **Bloodied** 114; see also *assimilate flesh*
AC 26; **Fortitude** 27, **Reflex** 22, **Will** 25
Immune disease, poison, sleep
Saving Throws +2
Speed 6; can't shift
Action Points 1

⨁ **Slam** (standard; at-will)
Reach 2; +15 vs. AC; 2d8 + 5 damage, and the target is dazed (save ends).

⨁ **Double Attack** (standard; at-will)
The cadaver golem makes two slam attacks.

⨁ **Assimilate Flesh** (free, when an adjacent enemy becomes bloodied or is reduced to 0 hit points or fewer; at-will) ✦ **Healing**
Targets the triggering enemy; +13 vs. Fortitude; 2d12 + 5 damage, and the cadaver golem regains 57 hit points.

Alignment Evil **Languages** Common
Str 20 (+11) **Dex** 10 (+6) **Wis** 8 (+5)
Con 22 (+12) **Int** 12 (+7) **Cha** 10 (+6)

Cadaver Golem Tactics

Cadaver golems attack any creatures that get in their way. Compared to other golems, they are cunning, deliberate foes. They focus attacks on injured enemies, attempting to bloody them to gain the benefit of *assimilate flesh*. A cadaver golem also engages nearby foes in an attempt to daze them with *double attack*.

Grave Dirt Golem	**Level 15 Elite Brute**
Large natural animate (construct)	XP 2,400

Initiative +5 **Senses** Perception +6; darkvision
HP 368; **Bloodied** 184
AC 29; **Fortitude** 31, **Reflex** 25, **Will** 26
Immune disease, poison, sleep
Saving Throws +2
Speed 6, burrow 4; see also *grave dirt rampage*
Action Points 1

⨁ **Slam** (standard; at-will) ✦ **Necrotic**
Reach 2; +18 (+20 while bloodied) vs. AC; 2d8 + 6 damage, and the target takes ongoing 10 necrotic damage and is dazed (save ends both).

⨁ **Double Attack** (standard; at-will) ✦ **Necrotic**
The grave dirt golem makes two slam attacks.

⨁ **Grave Dirt Rampage** (standard; recharge ⚁ ⚀) ✦ **Necrotic**
The grave dirt golem moves up to its speed plus 2 and can move through enemies' spaces without provoking opportunity attacks. When it enters a creature's space (ally or enemy), the golem makes a slam attack against that creature. The grave dirt golem must end its movement in an unoccupied space, and it can make no more than one slam attack against any single creature when using this power.

Alignment Unaligned **Languages** –
Str 22 (+13) **Dex** 7 (+5) **Wis** 8 (+6)
Con 24 (+14) **Int** 3 (+3) **Cha** 3 (+3)

Grave Dirt Golem Tactics

This golem's slam attack infects a wound with necrotic energy and staggers the senses of the defender, so the creature tries to attack as many foes as possible. Unlike with other golems, the grave dirt golem's shifting form keeps its *grave dirt rampage* from provoking opportunity attacks. The golem uses that attack when faced with several clustered enemies.

Tombstone Golem	**Level 17 Elite Soldier**
Large natural animate (construct)	XP 3,200

Initiative +8 **Senses** Perception +7; darkvision
HP 336; **Bloodied** 168; see also *death burst*
AC 35; **Fortitude** 32, **Reflex** 27, **Will** 28
Immune disease, poison, sleep
Saving Throws +2
Speed 6; can't shift; see also *golem rampage*
Action Points 1

⨁ **Slam** (standard; at-will)
Reach 2; +24 vs. AC; 3d6 + 7 damage, and the target is pushed 1 square and dazed (save ends).

MATTHIAS KOLLROS

Double Attack (standard; at-will) ✦ **Necrotic**
The tombstone golem makes two slam attacks, or one *touch of the grave* attack and one slam attack.

Golem Rampage (standard; recharge ⚁ ⚀)
The tombstone golem moves up to its speed plus 2 and can move through enemies' spaces, provoking opportunity attacks as normal. When it enters a creature's space (ally or enemy), the golem makes a slam attack against that creature. The golem must end its movement in an unoccupied space, and it can make no more than one slam attack against any single creature when using this power.

Touch of the Grave (standard; recharges when first bloodied) ✦ **Necrotic**
Reach 2; +22 vs. Fortitude; 4d8 + 15 necrotic damage, and the target is weakened (save ends).

Death Burst (when reduced to 0 hit points) ✦ **Necrotic**
The tombstone golem explodes in a burst of jagged stones and necrotic energy. Close burst 1; targets enemies; +23 vs. AC; 2d6 + 2 damage plus 5 necrotic damage, and the space it occupied is difficult terrain until cleared.

Alignment Unaligned **Languages** –
Str 24 (+15) **Dex** 7 (+6) **Wis** 8 (+7)
Con 24 (+15) **Int** 3 (+4) **Cha** 3 (+4)

Tombstone Golem Tactics

This golem uses *golem rampage* at every opportunity. The creature employs *touch of the grave* to weaken the opponent that it considers most capable of hindering it or dealing damage to it. The golem relies on *double attack* while it waits for *golem rampage* to recharge.

Hangman Golem **Level 20 Elite Brute**
Large natural animate (construct) XP 5,600

Initiative +13 **Senses** Perception +8; darkvision
HP 476; **Bloodied** 238
AC 34; **Fortitude** 36, **Reflex** 32, **Will** 30
Immune disease, poison, sleep
Saving Throws +2
Speed 6
Action Points 1

Hangman's Lash (standard; at-will)
Reach 2; +23 (+25 while bloodied) vs. AC; 2d8 + 7 damage, and the target is immobilized until the end of the hangman golem's next turn; see also *strangle*.

Double Attack (standard; at-will)
The hangman golem makes two *hangman's lash* attacks.

Strangle (minor 1/round; at-will)
Reach 2; targets a creature immobilized by the hangman golem; +21 vs. Fortitude; 3d8 + 8 damage, and the target takes ongoing 10 damage and is restrained (save ends both).

Rope Whirlwind (standard; recharge ⚁ ⚀)
Close burst 3; targets enemies; +21 vs. Reflex; 2d8 + 6 damage, and the target is immobilized (save ends).

Alignment Unaligned **Languages** –
Skills Stealth +18
Str 26 (+18) **Dex** 16 (+13) **Wis** 8 (+9)
Con 28 (+19) **Int** 3 (+6) **Cha** 3 (+6)

Hangman Golem Tactics

These lanky, humanoid-shaped golems move swiftly on two rope feet. A hangman golem starts battle with *rope whirlwind* and then uses *strangle* on an immobilized creature. While it waits for *rope whirlwind* to recharge, it makes *double attacks* and continues to *strangle* creatures.

Golem Lore

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

Arcana DC 25: With the exception of the cadaver golem, deathtouched golems are mindless like other golems. They act in accordance with their creator's wishes.

Stone golems that are constructed using tombstones and necrotic energy become tombstone golems.

A grave dirt golem is a huge, animate mound of soil excavated from ancient graves. The necrotic energy and fragments of bone and dry flesh transform the golem into an undead monstrosity.

Also known as a rope golem, a hangman golem is made from long ropes and at least three nooses that have been used to hang people. Hangman golems are stealthy yet resilient, so they are often used as assassins.

Religion DC 25: Most cadaver golems are produced accidentally when the creation of a flesh golem goes awry. The result is that the creature retains the soul and intelligence of one of the humanoid components. Most cadaver golems then kill or break free from their creators, wandering off to find a place in the world. Unlike most golems, cadaver golems are free-willed, thinking beings.

Encounter Groups

Deathtouched golems are often encountered in the company of creatures they have been commanded to serve.

Level 12 Encounter (XP 3,600)
- ✦ 2 cadaver golems (level 12 elite brute)
- ✦ 1 minotaur cabalist (level 13 controller, *MM* 190)

Level 17 Encounter (XP 8,400)
- ✦ 1 bone naga (level 16 elite controller, *MM* 194)
- ✦ 1 grave dirt golem (level 15 elite brute)
- ✦ 1 tombstone golem (level 17 elite soldier)

Level 18 Encounter (XP 10,800)
- ✦ 4 abyssal ghoul hungerers (level 18 minion, *MM* 119)
- ✦ 1 death knight, human paladin (level 17 elite soldier, *MM* 50)
- ✦ 1 hangman golem (level 20 elite brute)

HOUND, DEATH

Some types of hounds are animated canine corpses, and a few are creatures of shadow that have canine forms. The association these creatures have with death has gained them the name death hounds. They are driven by predatory urges and an appetite for fresh flesh.

Rot Hound **Level 1 Minion**
Small natural beast (undead) XP 25

Initiative +3 **Senses** Perception +2; darkvision
Rotting Stench aura 1; any enemy that starts its turn in the *rotting stench* aura of at least three rot hounds takes a -2 penalty to attack rolls, skill checks, and ability checks until the start of its next turn.
HP 1; a missed attack never damages a minion.
AC 15; **Fortitude** 11, **Reflex** 17, **Will** 11
Immune disease, poison; **Resist** 10 necrotic
Speed 8
⨁ **Gravebite** (standard; at-will) ✦ **Necrotic**
+4 vs. Reflex; 5 necrotic damage.
Alignment Unaligned **Languages** –
Str 8 (-1) **Dex** 16 (+3) **Wis** 14 (+2)
Con 14 (+2) **Int** 3 (-4) **Cha** 3 (-4)

Rot Hound Tactics

Rot hounds are cowardly creatures that dash from shadow to shadow, nipping at their foes. The dogs reek of death, and if a fight is forced, they swarm an opponent and attempt to overwhelm the creature with *rotting stench* and *gravebite*.

Famine Hound **Level 2 Skirmisher**
Small natural beast (undead) XP 125

Initiative +6 **Senses** Perception +3; darkvision
HP 38; **Bloodied** 19
AC 16; **Fortitude** 14, **Reflex** 15, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8
⨁ **Gnash** (standard; at-will) ✦ **Necrotic**
+5 vs. Reflex; 1d4 + 2 necrotic damage, and ongoing 5 damage (save ends).
Combat Advantage
When a famine hound hits a target it has combat advantage against, the target is knocked prone.
Alignment Unaligned **Languages** –
Str 12 (+2) **Dex** 16 (+4) **Wis** 14 (+3)
Con 14 (+3) **Int** 3 (-3) **Cha** 8 (+0)

Famine Hound Tactics

Famine hounds are cowards, though their hunger for warm flesh drives them toward audacious action. If the hounds have numbers or allies on their side, they all charge the same target using *gnash*. They seek out opportunities to flank an opponent to gain the additional benefit of knocking an opponent prone.

Deathdog **Level 6 Elite Brute**
Large shadow beast XP 500

Initiative +6 **Senses** Perception +6; darkvision
HP 176; **Bloodied** 88
AC 20; **Fortitude** 19, **Reflex** 17, **Will** 16
Saving Throws +2
Speed 8
Action Points 1
⨁ **Pouncing Bite** (standard; at-will) ✦ **Necrotic**
+9 vs. AC; 4d6 + 3 necrotic damage, and the target is knocked prone.
⨍ **Go for the Legs** (opportunity, when an adjacent enemy stands up; at-will) ✦ **Necrotic**
The deathdog makes a pouncing bite attack against the triggering creature.
Unholy Animation
A living humanoid killed by a deathdog rises as a free-willed corruption corpse (*MM* 274) at the end of its creator's next turn.
Alignment Unaligned **Languages** –
Str 20 (+8) **Dex** 17 (+6) **Wis** 16 (+6)
Con 18 (+7) **Int** 5 (+0) **Cha** 10 (+3)

Deathdog Tactics

Deathdogs charge headlong into combat, launching themselves at the nearest foe using *pouncing bite*. The creatures mauls opponents to the ground and then devours them. If the dogs sense weakness and frailty in a creature, they direct their ferocity toward that target, hoping to fell the creature and bring a corruption corpse to their aid.

Charnel Hound **Level 13 Elite Brute**
Large natural beast (undead) XP 1,600

Initiative +9 **Senses** Perception +9; darkvision
Inspire Fear (**Fear**) aura 5; any enemy that starts its turn within the aura takes a -2 penalty to attack rolls until the end of its next turn.
HP 316; **Bloodied** 158; see also *assimilation*
AC 27; **Fortitude** 27, **Reflex** 25, **Will** 24
Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 8
Action Points 1
⨁ **Gaping Maw** (standard; at-will) ✦ **Necrotic**
+16 vs. AC; 3d8 + 8 necrotic damage, and ongoing 10 necrotic damage (save ends), and the target is knocked prone; see also *opportunistic*.
⨍ **Doom Claws** (standard; at-will) ✦ **Necrotic**
The charnel hound makes two attacks; +14 vs. AC each; 2d8 + 8 necrotic damage each. If both attacks hit the same target, the charnel hound makes a gaping maw attack against the target.
Assimilation (free, when a creature is reduced to 0 hit points or fewer by the charnel hound; at-will) ✦ **Healing, Necrotic**
Targets the triggering creature; +16 vs. Fortitude; the target loses a healing surge, and the charnel hound regains 79 hit points.
Opportunistic
A charnel hound scores a critical hit on a roll of 18-20 and deals 2d8 extra damage against prone targets.
Alignment Chaotic evil **Languages** –
Str 22 (+12) **Dex** 17 (+9) **Wis** 16 (+9)
Con 18 (+10) **Int** 4 (+3) **Cha** 18 (+10)

Charnel Hound Tactics

A charnel hound rushes into melee as soon as possible and then focuses on a single target. The hound alternates between *gaping maw* and *doom claws*, and it spends its action point when it has a chance to use both attacks against a single target in the same round. The canine is fearless and fights to the death.

Hound Lore

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

Religion DC 15: Rot hounds are wretched creatures that look like rotting mutts with putrefying, gut-filled bellies. These creatures are the result of dogs that dig up and eat rotting corpses. The dogs grow sick and slowly rot from the inside out, eventually dying and reanimating due to necromantic energy in an area. The creatures return to "life" with a hunger for living flesh.

A famine hound has the gaunt, hollow features of a starving street dog. Famine hounds arise when dogs are abandoned by their masters and left to starve. They have a boundless hunger for fresh flesh and retain none of their former loyalties.

Religion DC 20: A charnel hound consists of a cluster of decaying bodies shaped in the form of a large canine. Charnel hounds are the unholy result of necromantic experiments. Evil ritualists fuse corpses together to create this vicious, predatory dog. Fiercely territorial, a charnel hound roams places infected with necrotic energy or prowls an area at the behest of its creator.

Arcana DC 15: A deathdog is a large canine that has two heads, each with a mouth full of sharp fangs. The stench of death lingers in places where a deathdog has been.

Arcana DC 20: Deathdogs are creatures of the Shadowfell that transform their prey into corruption corpses. They enter the world through shadow crossings, places where the Shadowfell and the mortal world converge.

Encounter Groups

Death hounds are drawn to cemeteries and places of death. They sometimes raid towns, though they prefer to linger on the fringes of civilization, preying on hapless travelers. Death hounds can be found among the living or the dead, with or without masters.

Level 1 Encounter (XP 550)
- 4 crawling claws (level 1 minion, page 142)
- 4 decrepit skeletons (level 1 minion, *MM* 234)
- 4 rot hounds (level 1 minion)
- 2 zombies (level 2 brute, *MM* 274)

Level 2 Encounter (XP 625)
- 2 famine hounds (level 2 skirmisher)
- 1 goblin blackblade (level 1 lurker, *MM* 136)
- 1 goblin sharpshooter (level 2 artillery, *MM* 137)
- 1 goblin skullcleaver (level 3 brute, *MM* 137)

Level 5 Encounter (XP 1,100)
- 2 famine hounds (level 2 skirmisher)
- 2 gravehounds (level 3 brute, *MM* 274)
- 1 human mage (level 4 artillery, *MM* 163)
- 4 rot hounds (level 1 minion)

Level 6 Encounter (XP 1,250)
- 1 deathdog (level 6 elite brute)
- 1 shadar-kai chainfighter (level 6 skirmisher, *MM* 230)
- 1 shadar-kai gloomblade (level 6 lurker, *MM* 230)
- 1 shadow hound (level 6 skirmisher, *MM* 160)

Level 13 Encounter (XP 4,400)
- 1 blaspheme disciple (level 13 artillery, page 135)
- 1 charnel hound (level 13 elite brute)
- 1 lich, human wizard (level 14 controller, *MM* 176)

Level 13 Encounter (XP 4,400)
- 1 beholder death tyrant (level 15 solo artillery, page 132)
- 2 charnel hounds (level 13 elite brute)
- 2 fear moths (level 15 soldier, page 185)

DANIEL RUDNICKI

LARVA UNDEAD

The bodies of larva undead are wholly composed of rotting flesh, fragments of bone, and maggots, centipedes, beetles, and other vermin. Their purposes vary with their form, but each is invariably anathema to the living.

Larva Assassin **Level 19 Elite Skirmisher**
Medium natural magical beast (undead) XP 4,800

Initiative +19 **Senses** Perception +16
HP 360; **Bloodied** 180
AC 34; **Fortitude** 32, **Reflex** 34, **Will** 30
Immune disease, poison; **Resist** 10 necrotic; takes half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against close and area attacks
Saving Throws +2
Speed 8; see also *squeezing swarm* and *million leg scuttle*
Action Points 1

⊕ **Biting Insects** (standard; at-will) ✦ **Poison**
+24 vs. Fortitude; 3d6 + 7 poison damage.

ǂ **Million Leg Scuttle** (move; recharge ⚁ ⚂ ⚀) ✦ **Poison**
+22 vs. Reflex; 3d6 + 7 poison damage, and the larva assassin shifts up to 4 squares and makes a secondary attack. *Secondary Target:* A creature other than the primary target. *Secondary Attack:* +22 vs. Reflex; 3d6 + 7 poison damage.

⚚ **Parasitic Infestation** (standard; recharge ⚀) ✦ **Necrotic**
Ranged 5; +22 vs. Fortitude; 1d10 + 8 necrotic damage, and the target takes ongoing 10 necrotic damage and is dazed (save ends both).

Insect Mimicry (immediate reaction, when an enemy that begins its move adjacent to the larva assassin ends its move; encounter)
The larva assassin shifts up to 8 squares, ending its movement adjacent to the triggering creature.

Squeezing Swarm
By altering its shape, a larva assassin can squeeze through small openings as if it were a Tiny creature.

Alignment Evil **Languages** Common
Skills Endurance +19, Stealth +22
Str 14 (+11) **Dex** 26 (+17) **Wis** 14 (+11)
Con 20 (+14) **Int** 16 (+12) **Cha** 15 (+11)
Equipment leather armor

JAKE MASBRUCH

Larva Assassin Tactics

A larva assassin keeps moving, striking and then slipping away from potential enemies using *million leg scuttle*. It takes advantage of terrain features and *squeezing swarm* to gain cover. The assassin uses *insect mimicry* when an enemy tries to escape its clutches. If *million leg scuttle* doesn't recharge, the creature uses *parasitic infection* on a nearby foe.

Larva Sniper **Level 21 Elite Artillery**
Medium natural magical beast (undead) XP 6,400

Initiative +13 **Senses** Perception +16
HP 306; **Bloodied** 153; see also *vengeful hive*
AC 36; **Fortitude** 33, **Reflex** 36, **Will** 34
Immune disease, poison; **Resist** 10 necrotic, takes half damage from melee and ranged attacks; **Vulnerable** 10 radiant; 10 against close and area attacks
Saving Throws +2
Speed 6; see also *squeezing swarm*
Action Points 1

⊕ **Stinging Swipe** (standard; at-will) ✦ **Poison**
+28 vs. AC; 2d8 + 2 poison damage.

⊛ **Wasp-Flight Arrow** (standard; at-will) ✦ **Poison, Weapon**
Requires longbow; ranged 20/40; +28 vs. AC; 1d10 + 2 damage, and ongoing 5 poison damage (save ends).

⚚ **Disrupting Double Arrow** (standard; at-will) ✦ **Poison, Weapon**
Requires longbow; the larva sniper makes two *wasp-flight arrow* attacks. If both attacks hit the same target, it takes ongoing 10 poison damage and is dazed (save ends both).

ǂ / ⚚ **Escaping Sting** (immediate reaction, when targeted by a melee attack; at-will) ✦ **Poison, Weapon**
The larva sniper shifts up to 3 squares and makes a basic attack.

ǂ / ⚚ **Vespine Speed** (minor 1/round; at-will) ✦ **Poison, Weapon**
The larva sniper makes a basic attack.

⇲ **Vengeful Hive** (when first bloodied; encounter) ✦ **Poison**
Close burst 2; +24 vs. Fortitude; 3d8 + 5 poison damage.

Squeezing Swarm
By altering its shape, a larva sniper can squeeze through small openings as if it were a Tiny creature.

Alignment Evil **Languages** Common
Skills Acrobatics +18, Stealth +18
Str 15 (+12) **Dex** 17 (+13) **Wis** 23 (+16)
Con 21 (+15) **Int** 27 (+18) **Cha** 16 (+13)
Equipment leather armor, longbow

Larva Sniper Tactics

A larva sniper prefers to fire on foes from a long distance, using *disrupting double arrow* and *vespine speed*. However, a sniper is not totally opposed to engaging in melee. If one or two enemies pursue a sniper, becoming isolated from the group, it uses *escaping sting* and possibly *vengeful hive* on the attackers. The sniper continues to try to retreat, drawing the enemies into dangerous situations due to terrain or the sniper's nearby allies.

Larva War Master	**Level 23 Elite Brute**
Medium natural magical beast (undead)	XP 10,200

Initiative +19 **Senses** Perception +15
Tactical Feedback (**Psychic**) aura 6; any enemy within the aura takes 10 psychic damage when it shifts.
HP 528; **Bloodied** 264
AC 37; **Fortitude** 37, **Reflex** 35, **Will** 34
Immune disease, poison; **Resist** 10 necrotic; takes half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against close and area attacks
Saving Throws +2
Speed 5; see also *squeezing swarm*
Action Points 1

Mandible Blade (standard; at-will) ✦ **Necrotic**
+24 vs. Fortitude; 3d10 + 8 necrotic damage.

Double Attack (standard; at-will) ✦ **Necrotic**
The larva war master makes two *mandible blade* attacks.

Punishing Beetle (immediate reaction, when a creature regains hit points; encounter) ✦ **Poison**
Ranged 20; targets the triggering creature; +24 vs. Fortitude; 5d10 + 12 poison damage. *Miss:* Half damage.

Squeezing Swarm
By altering its shape, a larva war master can squeeze through small openings as if it were a Tiny creature.

Alignment Evil **Languages** Common
Skills Acrobatics +22, Athletics +23, Intimidate +22

Str 28 (+20)	**Dex** 26 (+19)	**Wis** 18 (+15)
Con 24 (+18)	**Int** 20 (+16)	**Cha** 22 (+17)

Equipment plate armor

Larva War Master Tactics

A larva war master wades into melee combat, usually targeting strikers or leaders. The creature positions itself among as many enemies as possible, making enemies suffer from *tactical feedback* if they want to shift away from the war master or its allies. It prefers to use *punishing beetle* on a bloodied enemy that has just been healed. If reduced to 50 hit points or fewer, a war master looks for a way to flee, using *squeezing swarm* if it can to discourage pursuit.

Larva Undead Lore

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

DC 22: Individuals who have relentlessly pursued evil might return as larva undead. When a larva undead is destroyed, the necrotic energy holding it together dissipates, leaving behind a harmless mound of maggots and bugs.

DC 27: A larva assassin is a conscienceless killer that arises when a humanoid dies after spending his or her life murdering without pity. When the individual's body begins to decay, a swarm of hornets and centipedes gathers to devour the corpse. Necrotic energy merges the vermin with the consciousness of the former humanoid, creating a larva assassin. The original larva assassins served the legendary being Kyuss; many such creatures now pursue their own dark ambitions. They lurk in the world's shadows, quietly eliminating those who oppose their schemes.

Larva snipers are the result of dead humanoids who took sadistic delight in their ability to slay foes from afar. Upon such a creature's death, masses of yellow, segmented wasps and hornets gather and give the creature's consciousness a physical form. Larva snipers are clever combatants that try to isolate enemies. Although the creature might appear to let its guard down, it has a nasty surprise awaiting anyone foolish enough to take advantage of the opening. When the elder entity Kyuss makes his final assault on the world, it is said that larva snipers will rain down death from atop the towers and roofs of cities.

Larva war masters are the undead progeny of powerful warriors who become unhinged by bloodlust, commit strings of atrocities, and then die. Upon the subject's death, its body is consumed by devouring beetles that strip flesh from bone and then form a new body. Larva war masters hate creatures that show effrontery or that grant succor to their allies. The ancient undead entity Kyuss rewarded his most faithful and remorseless warriors with eternal existence as larva war masters. Now these warriors marshal his ever-growing army of undead.

Encounter Groups

Larva undead often employ powerful undead as guardians and sentinels. They also occasionally serve mighty creatures.

Level 19 Encounter (XP 12,000)
- ✦ 1 larva assassin (level 19 elite skirmisher)
- ✦ 2 slaughter wights (level 18 brute, *MM* 263)
- ✦ 2 sword wraiths (level 17 lurker, *MM* 267)

Level 21 Encounter (XP 17,600)
- ✦ 1 larva sniper (level 21 elite artillery)
- ✦ 4 rot harbingers (level 20 soldier, *MM* 223)

Level 22 Encounter (XP 21,450)
- ✦ 4 abyssal ghoul myrmidons (level 23 minion, *MM* 119)
- ✦ 1 larva war master (level 23 elite brute)
- ✦ 1 nabassu gargoyle (level 18 lurker, *MM* 115)
- ✦ 1 rot slinger (level 22 artillery, *MM* 223)

Lich

Many creatures hope to escape death. When such creatures are powerful and corrupt, they sometimes turn to rituals that can transform them into liches. However, immortality comes with a price, and these creatures lose the remaining shreds of their humanity in process.

Baelnorn Lich **Level 15 Elite Controller**
Medium fey humanoid (undead), eladrin XP 2,400

Initiative +10 **Senses** Perception +11; darkvision
Baelnorn's Will (Fear) aura 5; any enemy within the aura takes a -2 penalty to Will and to saving throws against psychic effects.
HP 292; **Bloodied** 146; see also *indestructible* and *second wind*
Regeneration 5
AC 31; **Fortitude** 27, **Reflex** 30, **Will** 29
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +2; +5 against charm effects
Speed 6; see also *fey step* and *ethereal shift*
Action Points 1

⊕ **Grasp of Enfeeblement** (standard; at-will) ✦ **Necrotic**
+19 vs. Fortitude; 1d10 + 7 necrotic damage, and the target is weakened until the end of the baelnorn's next turn.

Dream Haunting (standard; at-will) ✦ **Psychic**
Ranged 20; +19 vs. Reflex; 2d8 + 6 psychic damage.

Voice of Solemnity (minor 1/round; at-will) ✦ **Charm**
+19 vs. Will; the target falls into a sleepy trance. While in this trance state, the target is immobilized and dominated (save ends both). In addition, the target truthfully answers any question the baelnorn asks.

Fey Ire (standard; recharge ⚁ ⚂ ⚃) ✦ **Psychic, Radiant**
Area burst 2 within 10; +17 vs. Will; 2d8 + 9 radiant damage, and the target takes ongoing 5 psychic damage and is dazed (save ends both). *Miss:* Half damage, and the target is instead slowed (save ends).

Ethereal Shift (immediate reaction, when an enemy's melee attack misses the baelnorn; at-will)
The baelnorn shifts up to 3 squares.

Fey Step (move; encounter) ✦ **Teleportation**
The baelnorn teleports up to 5 squares.

Projection (standard; recharges when first bloodied) ✦ **Conjuration, Teleportation**
Ranged 10; the baelnorn creates a conjuration of itself, turns invisible, and teleports up to 5 squares. The conjuration can be attacked and damaged, though it is unaffected by conditions and effects. The conjuration occupies one square and has 1 hit point (a missed attack never damages the conjuration). The baelnorn becomes visible if it attacks or when the conjuration is reduced to 0 hit points. As a move action, the baelnorn can move the conjured illusion up to 6 squares.

Second Wind (standard; encounter) ✦ **Healing**
The baelnorn spends a healing surge and regains 73 hit points. It gains a +2 bonus to all defenses until the start of its next turn.

Indestructible
When a baelnorn is reduced to 0 hit points, its body and possessions crumble into dust, but it is not truly destroyed. It reappears in 1d10 days within 1 square of its phylactery (if it has one), unless the phylactery is also found and destroyed.

Alignment Any **Languages** Common, Elven
Skills Arcana +20, History +20, Insight +16

Str 14 (+9)	**Dex** 16 (+10)	**Wis** 19 (+11)
Con 18 (+11)	**Int** 23 (+13)	**Cha** 21 (+12)

Baelnorn Tactics

A baelnorn opens combat with *voice of solemnity*, followed quickly by *projection* if it succeeds in dominating a target. The baelnorn uses its conjuration to distract creatures while it forces the dominated creature to attack allies. It typically tries to dominate a ranged attacker. Once the conjuration is destroyed, the baelnorn uses *fey ire* and *dream haunting* while employing *ethereal shift* and *fey step* to negotiate the battlefield.

MATS MINNIGAN

Thicket Dryad Lich **Level 16 Solo Controller**
Medium fey humanoid (plant, undead) XP 7,000

Initiative +13 **Senses** Perception +11; darkvision
Death Thorns (**Necrotic**) aura 3; any creature without forest walk takes 5 necrotic damage each time it moves or is pushed, pulled, or slid into a square within the aura.
HP 690; **Bloodied** 345; see also *indestructible*
Regeneration 10 (if a thicket dryad lich takes radiant damage, regeneration doesn't function until the end of its next turn).
AC 34; **Fortitude** 32, **Reflex** 30, **Will** 34
Immune disease, poison; **Resist** 15 necrotic
Saving Throws +5
Speed 8 (forest walk); see also *necrotic treestride*
Action Points 2

Rot Claws (standard; at-will) ✦ **Necrotic**
+21 vs. AC; 2d8 + 3 damage, and ongoing 5 necrotic damage (save ends).

Necrocreeper Vines (standard; at-will) ✦ **Necrotic**
Ranged 10; two attacks, each one against a different target; +19 vs. Reflex; 2d8 + 3 damage per attack, and the target slides 4 squares. At the end of the slide, the target takes ongoing 5 necrotic damage and is restrained (escape ends both).

Blight Burst (standard; recharges when first bloodied) ✦ **Poison**
Close burst 3; targets enemies; +19 vs. Fortitude; 2d10 + 3 poison damage, and the target takes ongoing 10 poison damage and is weakened (save ends both).

Death Spike (minor 1/round; at-will) ✦ **Necrotic**
Close burst 3; targets one creature restrained by *necrocreeper vines*; +21 vs. AC; 1d6 + 8 damage plus 2d8 necrotic damage, and the target is weakened and takes a -2 penalty to Athletics checks and Acrobatics checks (save ends both).

Deceptive Veil (minor; at-will) ✦ **Illusion**
A thicket dryad lich can disguise itself to appear as any Medium humanoid, usually a beautiful elf or eladrin. A successful Insight check (opposed by the dryad's Bluff check) pierces the disguise.

Necrotic Treestride (move; at-will) ✦ **Necrotic, Teleportation**
A thicket dryad lich teleports up to 8 squares if it begins and ends the move adjacent to a tree, a treant, or a plant of Large size or bigger. When it teleports in this manner, a thicket dryad lich deals 10 necrotic damage to all nonplant creatures adjacent to it at the end of the teleport.

Thorny Body
A creature that a thicket dryad lich has grabbed takes 10 damage when the dryad sustains the grab.

Indestructible
When a thicket dryad lich is reduced to 0 hit points, it dissipates into a spray of dead leaves, but it is not truly destroyed. It reappears in 1d10 days within 1 square of its phylactery tree, unless the phylactery tree is also found and destroyed.

Alignment Evil **Languages** Elven, telepathy 10
Skills Arcana +17, Bluff +20, Insight +16, Stealth +18
Str 16 (+11) **Dex** 20 (+13) **Wis** 17 (+11)
Con 22 (+14) **Int** 18 (+12) **Cha** 24 (+15)

Thicket Dryad Lich Tactics

Often posing as a comely elf or eladrin in need of aid, a thicket dryad lich transforms to its true visage when its victims come within the range of its aura. The creature then lashes out with *blight burst*, switching to *necrocreeper vines* while it waits for *blight burst* to recharge. The lich uses a combination of its *death thorns* aura, *necrocreeper vines*, and *death spike* to restrain and incapacitate nearby foes. It uses *necrotic treestride* to escape if too many enemies surround it.

Void Lich **Level 20 Elite Lurker**
Medium aberrant humanoid (undead) XP 5,600

Initiative +13 **Senses** Perception +18; darkvision
Shroud of Night aura 5; bright light within the aura is reduced to dim light, and dim light within the aura is reduced to darkness (if the void lich takes radiant damage, the aura is negated until the end of the void lich's next turn).
HP 296; **Bloodied** 148; see also *indestructible* and *life tap*
AC 34; **Fortitude** 31, **Reflex** 32, **Will** 34
Immune disease, poison, fear; **Resist** 10 necrotic
Saving Throws +2
Speed 4, fly 8 (hover), see also *phase step*
Action Points 1

Life Tap (standard; at-will) ✦ **Healing, Necrotic**
+23 vs. Fortitude; 2d6 + 7 necrotic damage, and the void lich regains 15 hit points.

Void Tendrils (standard; at-will) ✦ **Necrotic**
Ranged 10; +23 vs. Will; 2d8 + 7 necrotic damage, and the target is knocked prone and dazed (save ends).

Frightful Gaze (minor; at-will) ✦ **Fear, Gaze**
Close blast 3; +21 vs. Will; the target is pushed 5 squares and takes a -2 penalty to attack rolls (save ends). *First Failed Saving Throw:* The target is dazed, immobilized, and takes a -2 penalty to attack rolls (save ends all).

Hideous Laughter (minor; recharges when the void lich bloodies an enemy) ✦ **Fear, Psychic**
Close blast 3; +21 vs. Will; 2d8 + 7 psychic damage, and the target takes a -5 penalty to all defenses until the end of the void lich's next turn.

Fade to Dusk (minor; recharge ⚁ ⚀)
The void lich becomes insubstantial and invisible until it attacks or until the end of its next turn.

Phase Step (minor; at-will)
The void lich teleports up to 2 squares.

Indestructible
When a void lich is reduced to 0 hit points, its body and possessions dissipate into whips of darkness, but it is not destroyed. It reappears (along with its possessions) in 1d10 days within 1 square of its phylactery, unless the phylactery is also found and destroyed.

Alignment Evil **Languages** Common, Deep Speech, telepathy 10
Skills Arcana +22, Intimidate +20
Str 16 (+13) **Dex** 17 (+13) **Wis** 26 (+18)
Con 22 (+16) **Int** 24 (+17) **Cha** 20 (+15)

Void Lich Tactics

A void lich uses *fade to dusk* and *phase step* to surprise its foes and move about the battlefield. The creature tries to attack at night or in areas of darkness, where it can best utilize *shroud of night*. The lich releases its *hideous laughter* to lower foes' defenses before assaulting them with *frightful gaze* or *void tendrils*.

Alhoon Lich	**Level 21 Elite Controller (Leader)**
Medium aberrant humanoid (undead), mind flayer	XP 6,400

Initiative +15 **Senses** Perception +16; darkvision
Necromantic Aura (Necrotic) aura 5; any living creature that enters the aura or starts its turn within the aura takes 5 necrotic damage.
HP 394; **Bloodied** 197; see also *indestructible* and *second wind*
Regeneration 10 (if an alhoon takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 37; **Fortitude** 31, **Reflex** 35, **Will** 33
Immune disease, poison; **Resist** 15 necrotic
Saving Throws +2
Speed 7
Action Points 1; see also *bore into brain (devour brain)*

Tentacles (standard; at-will)
+26 vs. AC; 3d8 + 3 damage, and the target is grabbed. The alhoon can have only one creature grabbed at a time.

Bore into Brain (standard; at-will)
Targets a creature grabbed by the alhoon or a dazed or stunned creature; +25 vs. Fortitude; 3d10 + 3 damage, and the target is stunned (save ends). If this power reduces the target to 0 hit points or fewer, the alhoon can use *devour brain* or *create thrall*.
Devour Brain: The alhoon devours the target's brain. The target is killed, and the alhoon regains an action point.
Create Thrall (Charm): The target regains hit points equal to its bloodied value and is dominated until the alhoon lich is destroyed. The target is immune to *mind blast* and gains a +5 bonus to Will while within 10 squares of the alhoon that dominated it.

Enslave (standard; recharge ⚄ ⚅) ✦ **Charm**
Ranged 10; +25 vs. Will; the target is dominated (save ends). While dominated, the target is immune to *mind blast* and gains a +5 bonus to Will while within 10 squares of the alhoon that dominated it. The alhoon can have only one creature dominated using *enslave* at a time.

Mind Blast (standard; recharge ⚄ ⚅) ✦ **Psychic**
Close blast 5; does not target mind flayers and their thralls; +23 vs. Will; 4d8 + 7 psychic damage, and the target is dazed (save ends). *Miss:* Half damage, and the target is not dazed.

Interpose Thrall (immediate reaction, when an enemy targets the alhoon with a melee attack; at-will)
The triggering attack targets a thrall within the attacker's reach.

Second Wind (standard; encounter) ✦ **Healing**
The alhoon spends a healing surge and regains 98 hit points. The alhoon gains a +2 bonus to all defenses until the start of its next turn.

Indestructible
When an alhoon is reduced to 0 hit points, its body and possessions crumble into dust, but it is not destroyed. It reappears (along with its possessions) in 1d10 days within 1 square of its phylactery, unless the phylactery is also found and destroyed.

Alignment Evil **Languages** Deep Speech, telepathy 10
Skills Arcana +23, Bluff +17, Insight +21

Str 15 (+12)	**Dex** 21 (+15)	**Wis** 23 (+16)
Con 21 (+15)	**Int** 26 (+18)	**Cha** 14 (+12)

Alhoon Tactics

An alhoon is a clever, intelligent combatant, entering battle only when it feels it has an advantage. The lich uses *mind blast* or its tentacles until it succeeds in dazing or grabbing a creature. The alhoon then commences to use *bore into brain* on the target. If an alhoon is not yet bloodied and succeeds in dropping a target, it kills the creature outright with *devour brain*. After the lich is bloodied, it is more likely to use the *create thrall* power.

Demilich	**Level 20 Solo Artillery**
Tiny natural animate (undead)	XP 14,000

Initiative +13 **Senses** Perception +18; darkvision
Intruding Terror (Fear) aura 2; enemies within the aura take a -2 penalty to attack rolls.
HP 800; **Bloodied** 400; see also *consume soul* and *indestructible*
Regeneration 20 (if a demilich takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 33; **Fortitude** 35, **Reflex** 32, **Will** 32
Immune disease, poison. sleep; **Resist** 10 necrotic, 10 psychic
Saving Throws +5
Speed fly 12 (hover)
Action Points 2

Shadow Ray (standard; at-will) ✦ **Necrotic**
Ranged 20; +25 vs. AC; 3d6 + 8 necrotic damage.

Twin Rays (standard; at-will) ✦ **Necrotic**
The demilich makes two *shadow ray* attacks.

Drain Soul (standard; at-will)
Ranged 5; does not provoke opportunity attacks; +25 vs. Fortitude; the target is dazed and restrained (save ends both). *First Failed Saving Throw:* The target is instead stunned and restrained (save ends both). *Second Failed Saving Throw:* The target dies, and its soul is trapped in one of the demilich's *soul gems* until the demilich is destroyed; see also *consume soul* and the "Fate of Drained Souls" sidebar (page 201).

Obsidian Eye (minor; at-will) ✦ **Gaze, Necrotic**
Ranged 20; +25 vs. Fortitude; the target takes ongoing 10 necrotic damage (save ends).

Soul Shriveling Pulse (immediate reaction, when a creature fails a saving throw against *drain soul*; at-will) ✦ **Fear, Necrotic**
Close burst 5; +25 vs. Will; 3d6 + 5 necrotic damage, and the target takes a -2 penalty to saving throws (save ends).

Consume Soul (minor; expends a trapped soul; recharge ⚅) ✦ **Healing**
The demilich regains 200 hit points.

Soul Gems
The demilich's six *soul gems* can each hold the soul of one of its victims. At the beginning of an encounter, the *soul gems* contain two souls. Crushing a gem after the demilich is defeated releases the soul to the Shadowfell.

Indestructible
When a demilich is reduced to 0 hit points or fewer, its skull (but not the *soul gems*) crumbles into dust, but it is not destroyed. It reappears in 1d10 days within 1 square of its phylactery, unless the phylactery is also found and destroyed.

Alignment Evil **Languages** Common, Supernal
Skills Arcana +17, Insight +18, Religion +18

Str 16 (+13)	**Dex** 16 (+13)	**Wis** 17 (+13)
Con 24 (+17)	**Int** 15 (+12)	**Cha** 27 (+18)

Demilich Tactics

Demiliches rarely enter melee directly, preferring to instead send wave after wave of servitors at adversaries. While foes are engaged with other creatures, a demilich sends volleys of *twin rays* and *obsidian eye*. A demilich targets particularly troublesome nearby opponents with *drain soul*, then positions itself to maximize the effect of *soul shriveling pulse*. As long as the demlich knows that its phylactery is safe, it does not fear fighting to "the death."

DAVID SOURWINE

Lich Lore

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

DC 27: Eladrin become baelnorn liches for a variety of reasons. Many choose this path so they can act as guardians of ancestral vaults and tombs. Unlike most liches, baelnorns are not necessarily evil. The creatures are less power-hungry and covetous than other liches, and they often keep their phylacteries in close proximity to the places they guard. A few baelnorn have no phylacteries at all; rather, their prolonged existence is achieved through a powerful ritual or the blessing of a deity.

Sometimes a dryad's desire to protect its woodland twists into dark obsession. In rare instances, one of these fey creatures crosses the threshold into undeath and becomes a thicket dryad lich. The dryad transforms a favorite tree into a phylactery. The corruption in the dryad's soul then causes the tree to become warped and rotted. Over time, this blight can spread out over the surrounding forest.

A void lich is an antediluvian horror from the Far Realm that seizes control of the body and phylactery of someone performing a lich transformation ritual. Lured into the world by the eldritch power unleashed during the ritual, this aberrant entity shunts the ritual performer's soul off to the Far Realm and possesses the host body as its own. A void lich is cloaked in darkness, a remnant of the dark, churning corridors of its origin plane.

DC 31: An alhoon lich's skin has none of the smooth, slimy quality of its mind flayer origin. Instead, the undead illithid's skin appears dry and cracked. An alhoon is known also as an illithilich. Alhoons are magic-using outcasts from mind flayer societies who have defied the ruling elder brains. They still delight in devouring mortal brains, but they no longer require them for sustenance.

A demilich is an animated skull, a skeletal hand, or a spine that is festooned with costly gems. The jewels gleam wickedly with the light of trapped souls. Despite the implication of its name, a demilich is more deadly than a normal lich. Particularly powerful liches that learn the secret of fashioning soul gems often shed their bodies and evolve into demiliches. With size and mobility on their side, these demiliches travel the universe in search of its secrets.

Encounter Groups

Liches often command armies of lesser undead or have demons or devils serving them. Few liches tolerate anything less than mastery over all creatures surrounding them; they rarely serve more powerful monsters.

Level 14 Encounter (XP 5,600)
- 1 baelnorn (level 15 elite controller)
- 2 briar witch dryads (level 13 elite controller, *MM* 96)

Level 17 Encounter (XP 9,000)
- 2 boneclaws (level 14 soldier, *MM* 37)
- 1 thicket dryad lich (level 16 solo controller)

Level 19 Encounter (XP 13,200)
- 1 alhoon (level 21 elite controller)
- 1 darkpact ghoul (level 19 elite skirmisher, page 155)
- 1 gibbering abomination (level 18 controller, *MM* 126)

Level 20 Encounter (XP 15,500)
- 2 callers in darkness (level 19 elite soldier, page 152)
- 1 void lich (level 20 elite lurker)
- 1 voidsoul specter (level 23 lurker, *MM* 244)

Level 21 Encounter (XP 18,000)
- 2 bodak reavers (level 18 soldier, *MM* 36)
- 1 demilich (level 20 solo artillery)

MUMMY

Mummies guard sacred locations, which they sometimes watch over for hundreds of years. Even after centuries, though, their deadliness does not abate. They bestow powerful curses and unleash deadly attacks that infect an interloper with disease.

Deranged Champion **Level 12 Elite Brute**
Large aberrant humanoid (undead), foulspawn XP 1,400

Initiative +8 **Senses** Perception +9; darkvision
Despair (Fear) aura 5; any enemy within the aura takes a -2 penalty to attack rolls against the deranged champion.
HP 300; **Bloodied** 150
Regeneration 10 (if a deranged champion takes fire damage, regeneration doesn't function until the end of its next turn)
AC 26; **Fortitude** 29 (31 while bloodied), **Reflex** 22, **Will** 26
Immune disease, fear, poison; **Resist** 10 necrotic
Saving Throws +2
Speed 8
Action Points 1

⊕ **Rotting Slam** (standard; at-will) ✦ **Disease, Necrotic**
Reach 2; +17 vs. AC (+19 while bloodied); 2d8 + 7 necrotic damage (3d8 + 9 necrotic damage while bloodied), and the target contracts mummy rot (level 12; Endurance improve DC 23, maintain DC 17, worsen DC 16 or lower; *DMG* 49).

Alignment Evil **Languages** Deep Speech, telepathy 10
Str 24 (+13) **Dex** 14 (+8) **Wis** 7 (+4)
Con 20 (+11) **Int** 7 (+4) **Cha** 14 (+8)

Deranged Champion Tactics

A deranged champion attacks with its fists, mauling whichever opponent seems to be the greatest threat in any given round. The creature tries to infect as many foes as possible with mummy rot.

Dark Pharaoh **Level 13 Elite Controller (Leader)**
Large natural animate (construct, undead), eidolon XP 1,600

Initiative +8 **Senses** Perception +9; darkvision
Despair (Fear) aura 5; any enemy within the aura takes a -2 penalty to attack rolls against the dark pharaoh.
HP 264; **Bloodied** 132; see also *mummy's curse*
Regeneration 10 (if a dark pharaoh takes fire damage, regeneration doesn't function until the end of its next turn)
AC 30; **Fortitude** 28, **Reflex** 22, **Will** 27
Immune disease, poison, sleep; **Resist** 10 necrotic; see also *false faith*
Saving Throws +2
Speed 5
Action Points 1

⊕ **Slam** (standard; at-will) ✦ **Necrotic**
Reach 2; +19 vs. AC; 2d8 + 6 necrotic damage.

Slamming Fury (standard; at-will) ✦ **Necrotic**
The dark pharaoh makes two slam attacks, each one against a different target.

Psychic Block (immediate interrupt, when an enemy would target the dark pharaoh with an attack; at-will) ✦ **Psychic**
Ranged 10; targets the triggering enemy; +17 vs. Will; the target designates another target for the attack, or the attack is negated. A negated daily power or encounter power is expended.

Psychic Curse (standard; at-will) ✦ **Psychic**
Ranged 10; +17 vs. Will; 2d8 + 6 psychic damage, and each time the target uses an attack power, it takes 5 psychic damage (save ends). *Aftereffect:* The target is dazed (save ends).

Mummy's Curse (when reduced to 0 hit points) ✦ **Disease**
Close burst 10; targets enemies; +17 vs. Will; the target contracts mummy rot (level 13; Endurance improve DC 23, maintain DC 17, worsen DC 16 or lower; *DMG* 49).

False Faith (standard; at-will)
The dark pharaoh assumes a meditative stance. Until the end of its next turn, it gains resist 20 to all damage, and allies in its line of sight gain a +2 bonus to attack rolls. If the dark pharaoh moves, the effect ends.

Alignment Evil **Languages** Common
Str 22 (+12) **Dex** 14 (+8) **Wis** 16 (+9)
Con 20 (+11) **Int** 7 (+4) **Cha** 11 (+6)

Dark Pharaoh Tactics

A dark pharaoh uses *false faith* to protect itself while bolstering its allies. When out of its meditative state, it judiciously targets foe with *psychic curse*. When an opponent closes in, the dark pharaoh uses *slamming fury* and *psychic block* to deter the enemy.

GORAN JOSIC

Scourge of Baphomet Level 13 Elite Controller (Leader)
Medium natural humanoid (undead), minotaur XP 1,600

Initiative +7 **Senses** Perception +16; darkvision
Despair (Fear) aura 5; any enemy within the aura takes a -2 penalty to attack rolls against the scourge of Baphomet.
Baphomet's Boon aura 10; any ally of the scourge of Baphomet that starts its turn within the aura gains a +2 bonus to attack rolls when charging.
HP 258; **Bloodied** 148; see also *ferocious curse*
Regeneration 10 (if a scourge of Baphomet takes fire damage, regeneration doesn't function until the end of its next turn)
AC 29; **Fortitude** 31, **Reflex** 24, **Will** 30
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +2
Speed 6
Action Points 1

⊕ **Great Cursed Mace** (standard; at-will) ✦ **Necrotic, Weapon**
+15 vs. AC; 1d8 + 7 damage plus 1d6 necrotic damage.

⚸ **Goring Charge** (standard; at-will)
The scourge of Baphomet makes a charge attack: +16 vs. AC; 2d6 + 6 damage, and the target is knocked prone.

⚸ **Horns of Force** (minor; at-will) ✦ **Force**
Ranged 5; +18 vs. AC; 1d8 + 3 force damage, and the target is pushed 2 squares.

⚸ **Ferocious Curse** (when reduced to 0 hit points) ✦ **Necrotic, Weapon, Disease**
The scourge of Baphomet makes a melee basic attack and then makes a secondary attack. *Secondary Attack:* Close burst 10; targets enemies; +18 vs. Will; the target contracts mummy rot (level 13; Endurance improve DC 23, maintain DC 17, worsen DC 16 or lower; *DMG* 49).

Call out the Beast (minor; at-will)
Ranged 10; one bloodied ally within 10 squares of the scourge of Baphomet makes a melee basic attack as a free action.

Alignment Chaotic evil **Languages** Abyssal, Common
Skills Dungeoneering +14, Intimidate +14, Nature +16, Religion +12
Str 22 (+12) **Dex** 12 (+7) **Wis** 17 (+9)
Con 17 (+9) **Int** 13 (+7) **Cha** 16 (+9)
Equipment robes, mace

Scourge of Baphomet Tactics

A scourge of Baphomet beseeches Baphomet as it smites foes. It uses *horns of force* to push an enemy into a place where it can use *goring charge* against the target. The mummy also uses *horns of force* to shove enemies closer to allies so they can attack when the scourge uses *call out the beast*.

Nonhumanoid Mummies

"Mummy champion" and "mummy lord" are monster templates that can be applied to nonplayer characters. See page 180 of the *Dungeon Master's Guide* for rules on creating new monsters using these templates.

The *Dungeon Master's Guide* indicates that mummy champions and mummy lords should be humanoids, but not every mummy has to follow this guideline. Certain nonhumanoid creatures make excellent mummies. In this section, an eidolon and a sphinx were used as the base creatures for mummies. In general, any creature can become a mummy as long as its purpose is to guard an important location.

Necrosphinx Level 16 Solo Soldier
Large immortal magical beast (undead) XP 7,000

Initiative +12 **Senses** Perception +17; darkvision
Despair (Fear) aura 5; any enemy within the aura takes a -2 penalty to attack rolls against the necrosphinx.
HP 760; **Bloodied** 380; see also *mummy's curse* and *second wind*
Regeneration 10 (if a necrosphinx takes fire damage, regeneration doesn't function until the end of its next turn)
AC 37; **Fortitude** 35, **Reflex** 32, **Will** 37; see also *sphinx's challenge*
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +5
Speed 6, fly 8 (clumsy), overland flight 10; see also *death's pounce*
Action Points 2; see also *sphinx's challenge*

⊕ **Claw** (standard; at-will)
+21 (see also *sphinx's challenge*) vs. AC; 2d10 + 5 damage, and the target is marked until the end of the sphinx's next turn.

⚸ **Death's Pounce** (standard; at-will) ✦ **Necrotic**
The necrosphinx moves up to 6 squares and makes two claw attacks, each one against a different target. If an attack hits, that target is knocked prone. If both attacks hit, each target also takes ongoing 5 necrotic damage (save ends).

⚸ **Fierce Retort** (immediate interrupt, when a creature marked by the necrosphinx makes a melee attack against it; at-will) ✦ **Necrotic**
Targets the triggering creature; +21 (see also *sphinx's challenge*) vs. AC; 2d10 + 5 damage, and the target takes ongoing 5 necrotic damage and is marked (save ends both).

⚸ **Necrotic Roar** (minor; recharge ⚁ ⚀) ✦ **Fear, Necrotic**
Close burst 5; targets enemies; +19 (see also *sphinx's challenge*) vs. Will; the target takes ongoing 5 necrotic damage and a -2 penalty to attack rolls (save ends both).

⚸ **Mummy's Curse** (when reduced to 0 hit points) ✦ **Disease**
Close burst 10; targets enemies; +18 vs. Will (see also *sphinx's challenge*); the target contracts mummy rot (level 16; Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower; *DMG* 49).

Second Wind (standard; encounter; see also *sphinx's challenge*) ✦ **Healing**
The necrosphinx spends a healing surge and regains 190 hit points. It gains a +2 bonus to all defenses until the start of its next turn.

Sphinx's Challenge
The necrosphinx poses a question or riddle out of combat (see *MM* 245). If the challenged creatures refuse to answer or fail to answer correctly, the necrosphinx gains the following benefits until the end of the encounter: 1 extra action point, an extra use of second wind, a +2 bonus to attack rolls, and a +2 bonus to all defenses.

Alignment Evil **Languages** Common, Supernal
Skills Arcana +16, History +16, Insight +17, Intimidate +16, Religion +16
Str 19 (+12) **Dex** 15 (+10) **Wis** 19 (+12)
Con 16 (+11) **Int** 16 (+11) **Cha** 16 (+11)

Necrosphinx Tactics

Like its living counterpart, a necrosphinx enjoys posing a question, challenge, or riddle to potential enemies. Once combat commences, a necrosphinx fights without mercy or pause until it or the intruders are dead. The necrosphinx starts with *necrotic roar* and then uses *death's pounce* on grouped foes.

THOMAS M. BAXA

Darkflame Taskmaster	**Level 17 Elite Controller**
Medium elemental humanoid (fire, undead), azer	XP 3,200

Initiative +12 **Senses** Perception +15; darkvision
Clinging Darkflame (Fire, Necrotic) aura 5; any enemy that starts its turn within the aura takes 5 fire and necrotic damage.
HP 330; **Bloodied** 165; see also *mummy's curse*
Regeneration 10 (if a darkflame taskmaster takes cold damage, regeneration doesn't function until the end of its next turn)
AC 33; **Fortitude** 30, **Reflex** 27, **Will** 34
Immune disease, poison; **Resist** 10 fire, 10 necrotic
Saving Throws +2
Speed 5
Action Points 1

Scourge (standard; at-will) ✦ **Weapon**
+22 vs. AC; 1d8 + 4 damage.

Burning Despair (standard; at-will) ✦ **Fear, Fire**
Ranged 5; +20 vs. Reflex; the target takes ongoing 5 fire damage and a -2 penalty to all defenses (save ends both).

Mummy's Curse (when reduced to 0 hit points) ✦ **Disease**
Close burst 10; targets enemies; +19 vs. Will; the target contracts mummy rot (level 17; Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower; *DMG* 49).

Alignment Evil	**Languages** Giant	
Str 20 (+13)	**Dex** 18 (+12)	**Wis** 24 (+15)
Con 21 (+13)	**Int** 14 (+10)	**Cha** 16 (+11)

Equipment chainmail, scourge

Darkflame Taskmaster Tactics

A darkflame taskmaster moves into the midst of combat to gain the greatest effect with its *clinging darkflame* aura. The mummy is eager to engage in melee so it can affect multiple opponents with its aura while striking a foe each round with *burning despair*. If an opponent uses a cold attack, the darkflame taskmaster focuses on eliminating that threat.

Forsaken Hierophant	**Level 21 Solo Controller**
Medium natural humanoid (undead), human	XP 16,000

Initiative +11 **Senses** Perception +14; darkvision
Decaying Hope (Fear, Necrotic) aura 5; any enemy within the aura takes a -2 penalty to all defenses and a -2 penalty to attack rolls against the forsaken hierophant.
HP 955; **Bloodied** 477; see also *mummy's curse*
Regeneration 10 (if a forsaken hierophant takes fire damage, regeneration doesn't function until the end of its next turn)
AC 37; **Fortitude** 37, **Reflex** 32, **Will** 41
Immune disease, poison; **Resist** 15 necrotic
Saving Throws +5
Speed 5
Action Points 2

Mace (standard; at-will) ✦ **Necrotic, Weapon**
+24 vs. AC; 1d8 + 5 damage, and ongoing 10 necrotic damage (save ends).

Vision of Death (minor 1/round; at-will) ✦ **Psychic**
Close burst 10; targets one creature; +24 vs. Will; 2d6 + 7 psychic damage, and the target is dazed (save ends).

Word of Orcus (standard; recharge ⚅) ✦ **Healing, Necrotic**
Close burst 5; targets enemies; +24 vs. Fortitude; 2d6 + 7 necrotic damage, and the target is stunned (save ends). Undead in the burst regain 15 hit points.

Mummy's Curse (when reduced to 0 hit points) ✦ **Disease**
Close burst 10; targets enemies; +23 vs. Will; the target contracts mummy rot (level 21; Endurance improve DC 29, maintain DC 24, worsen DC 23 or lower; *DMG* 49).

Alignment Chaotic evil		**Languages** Abyssal, Common
Skills Religion +17		
Str 23 (+16)	**Dex** 13 (+11)	**Wis** 18 (+14)
Con 15 (+12)	**Int** 14 (+12)	**Cha** 26 (+18)
Equipment plate armor, mace		

Forsaken Hierophant Tactics

A forsaken hierophant uses *vision of death* to keep a foe off balance while it fights other enemies. It invokes *word of Orcus* as often as possible, and otherwise attacks with its mace. If an opponent makes an attack that deals fire damage, the forsaken hierophant focuses its attacks on that creature.

Mummy Lore

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

DC 20: Deranged champions are foulspawn hulks that were turned into mummies by cultists who worship beings from the Far Realm. Deranged champions are creatures of madness that know only destruction in death. Even their creators steer clear of the monstrosities once they are set to guard a location.

The scourge of Baphomet's black and crimson robes cover its bandaged body. Exposed fur flakes off, exposing maggot-ridden skin. A select few members of the minotaur cult of Baphomet are chosen to undergo the process that transforms a minotaur into this formidable kind of mummy. As a symbol of its dedication, the mummy's horns and weapon are etched with runes of devotion to Baphomet.

The dark pharaoh is an eidolon infused with the souls of lords and kings and then animated through a divine ritual. This intelligent construct might have once existed to guard great treasures or secrets, but when the divine spark becomes corrupted, it twists the souls within the creature, turning the undead construct against mortals. The souls become a singular consciousness that believes itself to be a deity of death and tyranny, and so the creature searches the world for worshipers, killing all who refuse to follow it.

A necrosphinx is a great, black-winged lion covered in strips of black linen. Its eyes are black with flecks of gold, and its wings consist of dark feathers that barely conceal its rotting flesh. A necrosphinx is created to be a keeper of secrets. These mummies often guard artifacts, lich phylacteries, or tomes of necromantic lore. When first encountered, the creature often issues a challenge in the form of a riddle or question. One's survival often depends on the answer.

DC 25: A darkflame taskmaster looks like an undead dwarf that has hair and a beard composed of crackling black flame. The creature is wrapped in oil-soaked bandages that burn with dark fire but are never consumed. Its moldering, brass-colored skin is barely visible beneath its flaming vestments. Darkflame taskmasters are the undead leaders of rogue groups of azers that worship Asmodeus. Darkflame taskmasters bring discipline and community to the devil's followers, and they oversee the construction of massive unholy edifices dedicated to the Lord of the Nine Hells.

Forsaken hierophants are mummies of priests that were so depraved that the subject's fellow death cultists killed and embalmed the priest. Rather than let the priest's power be wasted, though, the other cultists instead transformed the subject into a guardian to watch over their most valuable stores of treasure and knowledge.

Encounter Groups

Mummies are often found in the company of undead servitors or living devotees.

Level 12 Encounter (XP 3,800)
- 2 deranged champions (level 12 elite brute)
- 1 mind flayer infiltrator (level 14 lurker, *MM* 188)

Level 13 Encounter (XP 4,600)
- 4 minotaur warriors (level 10 soldier, *MM* 190)
- 1 scourge of Baphomet (level 13 elite controller)
- 2 skeletal tomb guardians (level 10 brute, *MM* 235)

Level 14 Encounter (XP 5,600)
- 1 dark pharaoh (level 13 elite controller)
- 1 lich, human wizard (level 14 elite controller, *MM* 176)
- 2 shield guardians (level 14 soldier, *MM* 149)

Level 17 Encounter (XP 10,600)
- 1 azer beastlord (level 17 soldier, *MM* 23)
- 3 azer foot soldiers (level 14 soldier, *MM* 22)
- 1 azer rager (level 15 brute, *MM* 22)
- 4 azer warriors (level 17 minion, *MM* 22)
- 1 darkflame taskmaster (level 17 elite controller)

Level 24 Encounter (XP 28,000)
- 1 forsaken hierophant (level 21 solo controller)
- 2 giant mummies (level 21 brute, *MM* 193)
- 2 rot harbingers (level 20 soldier, *MM* 223)

NIGHTHAUNT

Malicious, sinister creatures of darkness, nighthaunts are the cursed souls of those who have consumed food infused with necrotic energy. These undead feed on the life force of living creatures until sated, at which point they travel to the world to unleash their poisoning energy on crops and food stores.

Nighthaunt Slip **Level 12 Minion**
Medium shadow humanoid (undead) XP 175

Initiative +12 **Senses** Perception +7; darkvision
HP 1; a missed attack never damages a minion.
AC 26; **Fortitude** 24, **Reflex** 23, **Will** 23
Immune disease, poison; **Resist** 10 necrotic, insubstantial
Speed 4 (clumsy), fly 8 (hover)

⨁ **Claw Touch** (standard; at-will) ✦ **Necrotic**
+14 vs. AC; 5 damage plus necrotic damage equal to the number of nighthaunt slips adjacent to the target.

Alignment Evil **Languages** Common
Str 16 (+9) **Dex** 14 (+8) **Wis** 12 (+7)
Con 13 (+7) **Int** 12 (+7) **Cha** 14 (+8)

Nighthaunt Slip Tactics

A nighthaunt slip is attracted to living creatures, eager to draw out their life force. Slips encountered in a group attempt to cluster around a single enemy, trying to deal as much extra necrotic damage as possible through *claw touch*.

Nighthaunt Whisperer **Level 12 Lurker**
Medium shadow humanoid (undead) XP 700

Initiative +14 **Senses** Perception +8; darkvision
Death Whisper (**Fear, Necrotic**) aura 2; any enemy within the aura takes a -2 penalty to Will, and at the start of its turn takes 5 necrotic damage.
HP 65; **Bloodied** 32
AC 26; **Fortitude** 22, **Reflex** 24, **Will** 23
Immune disease, poison; **Resist** 10 necrotic, insubstantial; **Vulnerable** 10 radiant
Speed 4 (clumsy), fly 8 (hover); see also *night's fell kiss*

⨁ **Claw Touch** (standard; at-will)
+16 vs. Reflex; 2d6 + 4 damage.

⨍ **Night's Embrace** (standard; at-will)
The nighthaunt whisperer makes two *claw touch* attacks. If both attacks hit the same target, the target is grabbed; see also *night's fell kiss*. A nighthaunt whisperer can grab only one creature at a time.

⨍ **Night's Fell Kiss** (standard; recharges after the nighthaunt whisperer uses *shadow wing*) ✦ **Necrotic**
The nighthaunt whisperer shifts up to 2 squares, sliding the creature it has grabbed with it. If the nighthaunt whisperer ends this movement adjacent to no other enemy aside from the grabbed target, it makes an attack against the creature: +15 vs. Will; 2d6 + 4 necrotic damage, and the target is stunned (save ends).

Shadow Wing
If a nighthaunt whisperer moves at least 8 squares on its turn, it is invisible until the start of its next turn.

Alignment Evil **Languages** Common
Skills Stealth +17
Str 19 (+10) **Dex** 22 (+12) **Wis** 15 (+8)
Con 16 (+9) **Int** 14 (+8) **Cha** 20 (+11)

Nighthaunt Whisperer Tactics

This winged creature of shadow hovers at the edge of combat, looking for an opening before skimming forward to attack. A whisperer tries to move at least 8 squares so it can gain invisibility from *shadow wing*. Once in melee, the creature attacks with *night's embrace*, attempting to grab a target. If it succeeds, on its next turn it presses its blank face to its victim's and uses *night's fell kiss*. The nighthaunt whisperer then glides away from melee, attempting to recharge *night's fell kiss* by using *shadow wing*.

ANTHONY WATERS

Nighthaunt Shrine	**Level 14 Elite Controller (Leader)**
Medium shadow humanoid (undead)	XP 2,000

Initiative +9 **Senses** Perception +12; darkvision
Death Shield aura 3; any undead ally or shadow ally within the aura gains a +2 bonus to all defenses.
HP 182; **Bloodied** 91
AC 28; **Fortitude** 24, **Reflex** 26, **Will** 28
Saving Throws +2
Immune disease, poison; **Resist** 15 necrotic, insubstantial; **Vulnerable** 10 radiant
Speed 4 (clumsy), fly 8 (hover)
Action Points 1

Claw Touch (standard; at-will)
+15 vs. Reflex; 1d8 + 1 damage (3d8 + 3 while bloodied).

Terrifying Vision (minor 1/round; at-will) ✦ **Fear, Gaze, Psychic**
Ranged 5; +18 vs. Will; 2d6 + 5 psychic damage, and the target is pushed 1 square and knocked prone.

Life Leak (standard; recharge ⚅) ✦ **Necrotic**
Area burst 5 centered on a bloodied enemy within 10; +16 vs. Fortitude; 4d6 + 6 necrotic damage. *Miss:* Half damage. *Hit or Miss:* Each undead ally or shadow ally in the burst gains 20 temporary hit points.

Shadowfell Taint (minor; sustain minor; encounter) ✦ **Necrotic, Zone**
Area burst 1 within 10; the burst creates a zone of darkness that lasts until the end of the nighthaunt shrine's next turn. The zone's space is totally obscured and blocks line of sight for creatures without darkvision. A creature that starts its turn in the zone takes 10 necrotic damage. When the nighthaunt shrine sustains this power, the zone lasts until the end of its next turn. In addition, it can use a move action to move the zone 5 squares.

Alignment Evil **Languages** Common
Skills Insight +17, Stealth +14

Str 13 (+8)	**Dex** 14 (+9)	**Wis** 21 (+12)
Con 10 (+7)	**Int** 16 (+10)	**Cha** 20 (+12)

Nighthaunt Shrine Tactics

A nighthaunt shrine begins combat by targeting an enemy with *terrifying vision*. If that foe falls prone, the shrine uses its minor action to place *Shadowfell taint* over its victim. A nighthaunt shrine tries to position itself among allies to give as many as possible the bonus from its *death shield* aura. As soon as some of its allies are hurt, a nighthaunt shrine urges those creature to move among enemies so it can employ *life leak* with greatest effect.

Nighthaunt Lore

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

DC 18: Nighthaunts seek out strong forces of life energy, such as children and young adults. They often target those who are far from help, sweeping into lone farmhouses or campsites to slake their unholy hunger. The commonly held belief is that nighthaunts are bodiless souls whose progress across the Shadowfell was interrupted. Instead of dissipating, these itinerant spirits cloaked themselves in bodies of shadow. Nighthaunts are known for their remorseless hunger, their power over shadow, and the terror they can instill in even the bravest foes.

DC 23: The truth of nighthaunts' creation lies in the history of the Black Tower of Vumerion, a former den of necromancy. Before Vumerion was destroyed, it produced many horrors, including an addictive black weed called corpse grass. When consumed, the weed infuses the eater with strength and joy. However, foul nightmares always follow the consumption of the grass.

Corpse grass has spread throughout the Shadowfell and into the world, and many have become addicted to its properties. Those who eat even a little of the grass—no matter what they achieved in life—become nighthaunts in death. The curse of the corpse grass fills these creatures with a raging hunger in death, a hunger that can be sated only through sucking the life out of living creatures.

DC 25: The name "corpse grass" is a bit of a misnomer now, for since the initial creation of nighthaunts, the curse of the corpse grass has spread into other vegetation. When a nighthaunt has ingested enough life force, it finds a twilight-lit meadow or field and releases its energies into the grass, weeds, grains, nuts, and other vegetation. The vegetation continues to grow, gaining the properties of corpse grass and perpetuating the nighthaunt cycle.

Encounter Groups

Nighthaunts travel with their own kind or with other creatures that have ghastly hunger, such as wraiths and vampires.

Level 12 Encounter (XP 3,400)
- ✦ 4 nighthaunt slips (level 12 minion)
- ✦ 1 vampire lord, human rogue (level 11 elite lurker, *MM* 258)
- ✦ 1 vampire muse (level 10 elite controller, page 190)
- ✦ 4 vampire spawn bloodhunters (level 10 minion, *MM* 259)

Level 12 Encounter (XP 3,500)
- ✦ 1 battle wight commander (level 12 soldier, *MM* 262)
- ✦ 4 nighthaunt slips (level 12 minion)
- ✦ 2 spirit vampires (level 12 lurker, page 189)
- ✦ 1 titan shell (level 12 brute, page 148)

Level 12 Encounter (XP 3,500)
- ✦ 1 wailing ghost (level 12 controller, *MM* 117)
- ✦ 1 wretched stench ghoul (level 12 elite soldier, page 155)
- ✦ 4 nighthaunt slips (level 12 minion)
- ✦ 1 nighthaunt whisperer (level 12 lurker)

Level 14 Encounter (XP 5,200)
- ✦ 1 nighthaunt shrine (level 14 elite controller)
- ✦ 2 oblivion wraiths (level 14 brute, page 193)
- ✦ 1 watchful ghost (level 15 soldier, page 151)

Oni

Although all oni are creatures of nightmare, some are particularly terrifying because of their ability to shepherd and harvest souls. Often found in the world or in the Shadowfell, these oni prowl the land for spirits to fuel their deadly powers or for souls that can grant them knowledge and longevity.

Oni Souleater **Level 11 Elite Controller**
Large natural humanoid (undead) XP 1,200

Initiative +11 **Senses** Perception +8
HP 232; **Bloodied** 116
AC 25; **Fortitude** 25, **Reflex** 24, **Will** 26
Immune disease, poison; **Resist** 10 necrotic
Saving Throws +2
Speed 6
Action Points 1

Claw (standard; at-will)
+16 vs. AC; 2d8 + 2 damage.

Soul Grasp (standard; at-will) ✦ **Necrotic**
Ranged 10; +15 vs. Fortitude; 2d6 + 7 necrotic damage, and the target is immobilized (save ends); see also *consume essence*.

Consume Essence (minor 1/round; at-will) ✦ **Healing, Necrotic**
Targets an immobilized creature; +15 vs. Fortitude; 1d8 + 4 necrotic damage, and the target loses a healing surge; see also *devour soul*. In addition, the oni souleater regains 5 hit points.

Harvest Souls (standard; recharge ⚁ ⚂ ⚃) ✦ **Necrotic**
The oni souleater makes three *soul grasp* attacks.

Deceptive Veil (minor; at-will) ✦ **Illusion**
An oni souleater can appear as a Medium or Large humanoid. A successful insight check (opposed by the oni's Bluff check) pierces the illusion (see "Change Shape," *MM* 280).

Devour Soul
A creature reduced to 0 healing surges by an oni souleater is killed and its body is reduced to dust. The oni souleater acquires the languages and memories of a target it kills in this way.

Alignment Evil **Languages** Common, Giant; see also *devour soul*
Skills Bluff +16, Insight +13
Str 20 (+10) **Dex** 22 (+11) **Wis** 17 (+8)
Con 20 (+10) **Int** 18 (+9) **Cha** 22 (+11)

Oni Souleater Tactics

Oni souleaters lull their prey into a false sense of security by using *deceptive veil*. A souleater lures creatures into secluded locations where it then drops the guise and attacks using *harvest souls*. Oni souleaters are generally cowardly, though, and if a battle turns against one, it doesn't hesitate to flee, using its guises to help cover its escape.

Oni Spiritmaster **Level 14 Elite Artillery**
Large natural humanoid XP 2,000

Initiative +12 **Senses** Perception +14; darkvision
HP 142; **Bloodied** 71
AC 26; **Fortitude** 27, **Reflex** 26, **Will** 26
Saving Throw +2
Speed 7; fly 8 (clumsy); see also *spirit form*
Action Points 1

Claw (standard; at-will)
+21 vs. AC; 2d8 + 4 damage.

Dread Fear (standard; at-will) ✦ **Fear, Necrotic**
Ranged 20; +19 vs. Will; 3d6 + 5 necrotic damage, and the target takes a -2 penalty to attack rolls against the oni spiritmaster and undead creatures (save ends).

Harassing Spirits (standard; encounter; see also *devour spirit*) ✦ **Necrotic, Psychic**
Ranged 20; +19 vs. Reflex; 3d10 + 5 necrotic damage, and the target is dazed and takes ongoing 10 psychic damage (save ends both).

Howling Blast (standard; encounter; see also *devour spirit*) ✦ **Fear, Psychic**
Close blast 5; targets enemies; +17 vs. Will; 2d8 + 6 psychic damage, and the target is knocked prone.

Deceptive Veil (minor; at-will) ✦ **Illusion**
An oni spiritmaster can appear as a Medium or Large humanoid. A successful insight check (opposed by the oni's Bluff check) pierces the illusion (see "Change Shape," *MM* 280).

Devour Spirit (minor 1/round; at-will)
The oni spirit master devours one howling spirit within sight, killing it and recharging *harassing spirits*, *howling blast*, or *spirit form*.

Spirit Form (standard; sustain standard; encounter; see also *devour spirit*) ✦ **Polymorph**
The oni spiritmaster becomes insubstantial, gains phasing, and gains fly (hover) 8 until the end of its next turn.

Spirit Retinue
An oni spiritmaster starts combat with four howling spirits. These four spirits are part of the oni spiritmaster's XP value. An oni spiritmaster can have up to twelve howling spirits as part of its retinue, with each howling spirit beyond the first four counting toward the encounter's XP value.

Alignment Evil **Languages** Common, Giant
Skills Bluff +17, Religion +14, Insight +14
Str 18 (+11) **Dex** 20 (+12) **Wis** 14 (+9)
Con 22 (+13) **Int** 19 (+11) **Cha** 21 (+12)

Oni Spiritmaster Tactics

An oni spiritmaster views melee combat as lowly, and it does everything possible to avoid debasing itself by engaging in it. The oni instead sends howling spirits and other allies to occupy enemies while it uses *dread fear*, *harassing spirits*, and *howling blast* from a distance.

A clever and careful tactician, an oni spiritmaster often keeps at least one howling spirit out of melee. The oni withholds the creature as fuel for a power it might need to recharge. The spiritmaster waits to use *spirit form* in case it must make a quick escape, which the creature doesn't hesitate to do if the battle turns against it.

Howling Spirit	**Level 14 Minion**
Medium shadow humanoid (undead), oni	XP 250

Initiative +14 **Senses** Perception +14; darkvision
Choir of Madness aura 1; any enemy within the aura that takes damage from a power that has the fear or psychic keyword takes 5 extra psychic damage.
HP 1; a missed attack never damages a minion.
Immune disease, poison; **Resist** 10 necrotic, insubstantial
AC 30; **Fortitude** 26, **Reflex** 30, **Will** 28
Speed fly 8 (hover); phasing; see also *spectral strafe*
⊕ **Spectral Strafe** (standard; at-will) ✦ **Necrotic**
The howling spirit shifts up to 1 square before or after the attack; +17 vs. Reflex; 7 necrotic damage.

Alignment Evil	**Languages** Common, Giant	
Str 6 (+5)	**Dex** 24 (+14)	**Wis** 14 (+9)
Con 12 (+8)	**Int** 6 (+5)	**Cha** 21 (+12)

Howling Spirit Tactic

Howling spirits typically engage their foes at the start of combat, seeking to protect the creature that bound them. They remain in close proximity to foes, attempting to catch them in their *choir of madness* aura while striking with *spectral strafe* to achieve a tactical advantage.

Oni Lore

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

Nature DC 18: Oni spiritmasters build lairs in graveyards or in the vicinity of ancient battlefields. Although the spiritmasters command powers that aid them in combat, they are also masters of foul rituals that utilize bound spirits as components.

Nature DC 23: The oni spiritmaster is considered arrogant even when compared to others of its conceited race. Oni spiritmasters view their ability to bind the souls of other creatures as proof of their superiority.

Religion DC 18: Oni souleaters are oni that have traded the warmth of life for longevity in death. These undead oni retain all of their original intelligence and cunning, but they require none of the worldly necessities of mortality, such as food, water, or sleep. Instead, they feed on souls, using them as fuel to linger on in undeath.

Howling spirits are the souls of depraved oni that become trapped in the Shadowfell. Over time they grow insane and become susceptible to the binding rituals of oni spiritmasters and necromancers.

Religion DC 23: Oni souleaters consume the essence of living creatures, and in doing so they gain all the memories and languages of the victim. A souleater uses this knowledge combined with its powers of illusion to adopt the persona of its victims. Oni souleaters specifically hunt creatures that have wells of knowledge and memory, such as scholars.

An oni spiritmaster gathers howling souls and binds them through necromantic rites. Hags and rakshasas also covet these malleable spirits, using them as fuel in powerful rituals.

Encounter Groups

Though almost always accompanied by howling spirits, an oni spiritmaster often surrounds itself with other undead and weak-willed creatures. An oni souleater keeps a retinue of powerful guardians, both alive and dead, as it travels the world in search of souls.

Level 11 Encounter (XP 2,800)
- ✦ 1 oni mage (level 10 elite lurker, *MM* 201)
- ✦ 1 oni souleater (level 11 elite controller)
- ✦ 4 putrescent zombies (level 11 minion, page 196)

Level 11 Encounter (XP 3,000)
- ✦ 1 oni souleater (level 11 elite controller)
- ✦ 4 servile ghosts (level 11 minion, page 150)
- ✦ 2 spine creep skeletons (level 11 soldier, page 182)

Level 14 Encounter (XP 5,000)
- ✦ 4 howling spirits (level 14 minion)
- ✦ 1 night hag (level 14 lurker, *MM* 151)
- ✦ 2 oblivion wraiths (level 14 brute, page 193)
- ✦ 1 warthorn battlebriar (level 14 controller, *MM* 28)

Level 14 Encounter (XP 5,000)
- ✦ 1 boneclaw (level 14 soldier, *MM* 37)
- ✦ 8 howling spirits (level 14 minion)
- ✦ 1 oni spiritmaster (level 14 elite artillery)

DERK VENNEMAN

OOZE

Infused with necrotic energy, undead oozes are the congealed, slimy effluvia of living creatures that died horrible deaths.

Bloodrot

Bloodrot oozes are undead jellies that form when humanoids are melted by acid. The creature is a vaguely humanoid-shaped mass that reeks of blood.

Bloodrot	**Level 7 Elite Soldier**
Medium natural animate (blind, ooze, undead)	XP 600

Initiative +9 **Senses** Perception +5; tremorsense 10
HP 168; **Bloodied** 84; see also *split*
AC 25; **Fortitude** 22, **Reflex** 21, **Will** 20
Immune disease, gaze, poison; **Resist** 10 acid
Saving Throws +2
Speed 5, climb 3
Action Points 1

⊕ **Blood Tendril** (standard; at-will)
+14 vs. Reflex; 2d6 + 4 damage, and the target is grabbed; see also *bloodsqueeze*.

⊕ **Bloodsqueeze** (standard; at-will)
Targets a creature grabbed by the bloodrot; 2d6 + 4 damage (no attack roll required).

† **Taint** (minor; recharge ⚄ ⚅) ✦ **Necrotic**
+12 vs. Fortitude; 2d8 + 6 necrotic damage, and the target loses a healing surge.

Split (when first bloodied; encounter)
The bloodrot splits into two Medium individuals, the second one occupying a space adjacent to the original creature. Each of the two creatures has hit points equal to one-half the original's current hit points. Both creatures act on the original creature's initiative count. Effects applied to the original bloodrot do not apply to either of the individuals after the split occurs. A bloodrot can't split if reduced to 0 hit points by the attack that bloodied it.

If out of combat for 5 minutes, the two halves combine back into one bloodrot, which has hit points equal to the combined value of the two halves.

Alignment Unaligned **Languages** –
Skills Stealth +12

Str 16 (+6)	**Dex** 18 (+7)	**Wis** 14 (+5)
Con 20 (+8)	**Int** 1 (-2)	**Cha** 1 (-2)

Bloodrot Tactics

A bloodrot ooze lurks in a dark corner, waiting until its prey comes close before striking. The creature then reaches out and attempts to grab a target and drain the blood from it.

Bloodrot Lore

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

DC 15: Bloodrot oozes crave the blood of their foes, pursuing them without any sense of self-preservation.

DC 20: Bloodrots are commonly found around the lairs of black dragons and other creatures that employ acid to slay their foes.

Blood Amniote

Blood amniotes are composed of the congealed blood of hundreds of creatures that died in close proximity. Similar to an anemone, the blood amniote has tendrils that snake out from its body in search of prey.

Blood Amniote	**Level 9 Elite Soldier**
Large natural animate (blind, ooze, undead)	XP 800

Initiative +11 **Senses** Perception +6; blindsight 10
HP 204; **Bloodied** 102
AC 27; **Fortitude** 24, **Reflex** 22, **Will** 23
Immune disease, gaze, poison
Saving Throws +2
Speed 6, climb 4
Action Points 1

⊕ **Blood Call** (standard; at-will) ✦ **Necrotic**
Reach 3; +14 vs. Fortitude; 2d8 + 4 necrotic damage, and the target is grabbed. If the blood amniote scores a critical hit, the target loses a healing surge.

† **Body Snatch** (minor; recharge ⚄ ⚅) ✦ **Necrotic**
Close burst 3; targets enemies; +14 vs. Fortitude; the target is pulled to a space adjacent to the blood amniote and is grabbed; see also *blood drain*.

Blood Drain (minor 1/round; at-will)
Targets each creature grabbed by the blood amniote; the target loses a healing surge (no attack roll required).

Grasping Tendrils
A blood amniote can sustain a grab as a free action.

Alignment Unaligned **Languages** –
Skills Stealth +14

Str 24 (+11)	**Dex** 20 (+9)	**Wis** 15 (+6)
Con 22 (+10)	**Int** 1 (-1)	**Cha** 1 (-1)

DERK VENNEMAN

Blood Amniote Tactics

A blood amniote creeps up and then grabs its quarry. It begins with *body snatch* and then uses *blood call* while it waits for *body snatch* to recharge. It tries to grab as many creatures as possible because it can sustain the grabs as a free action due to *grasping tendrils*. Once it has a creature in its grasp, the blood amniote uses *blood drain*.

Blood Amniote Lore

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

DC 15: Scholars debate whether the blood amniote arises spontaneously or is crafted intentionally through necromantic rites and mass sacrifices.

DC 25: Legend has it that priests of Orcus once unleashed a storm that rained burning blood on two opposing armies. The storm slew the soldiers, and from the blood-soaked ground arose blood amniotes.

Spirit Ooze

Spirit oozes are ravenous, incorporeal creatures that are created when wisps of matter from insubstantial undead congeal into a single amorphous entity.

Spirit Ooze	**Level 16 Elite Lurker**
Large natural animate (blind, ooze, undead)	XP 2,800

Initiative +20 **Senses** Perception +10; blindsight 10
HP 166; **Bloodied** 83; see also *split*
AC 32; **Fortitude** 27, **Reflex** 32, **Will** 31; see also *slippery phasing*
Immune disease, gaze, poison; **Resist** 10 necrotic, insubstantial
Saving Throws +2
Speed fly 6 (hover); see also *spirit sink* and *phase away*
Action Points 1

⨁ **Spirit Sink** (standard; at-will) ✦ **Necrotic**
Reach 2; +19 vs. Fortitude; 3d6 + 5 necrotic damage, and the target is weakened (save ends). In addition, the spirit ooze gains phasing until the end of its next turn.

Split (when first bloodied; encounter)
The spirit ooze splits into two Large individuals, the second one occupying a space adjacent to the original creature. Each of the two creatures has hit points equal to one-half the original's current hit points. Both creatures act on the original creature's initiative count. Effects applied to the original ooze do not apply to either of the individuals after the split occurs. A spirit ooze can't split if reduced to 0 hit points by the attack that bloodied it.

If out of combat for 5 minutes, the two halves combine back into one spirit ooze, which has hit points equal to the combined value of the two halves.

Combat Advantage
A spirit ooze deals 2d6 extra damage when it hits a target it has combat advantage against.

Phase Away (minor; while the spirit ooze has phasing; see *spirit sink*; at-will)
The spirit ooze shifts up to 1 square.

Slippery Phasing (while the spirit ooze has phasing; see *spirit sink*)
The spirit ooze gains a +2 bonus to AC and Reflex.

Alignment Unaligned **Languages** –
Skills Stealth +21

Str 16 (+11)	**Dex** 26 (+16)	**Wis** 15 (+10)
Con 17 (+11)	**Int** 2 (+4)	**Cha** 11 (+8)

Spirit Ooze Tactics

A spirit ooze is at its most threatening when it has phasing. The creature instinctively knows this, and as a result it attacks without pause when confronted by foes.

Spirit Ooze Lore

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

DC 20: Spirit oozes have little sentience, but they are cautious and elusive enemies.

Bone Collector

Bone collectors inhabit subterranean caverns, killing and scavenging to collect bones to increase their mass.

Bone Collector	**Level 22 Elite Brute**
Huge natural animate (blind, ooze, undead)	XP 8,300

Initiative +9 **Senses** Perception +11; tremorsense 20
HP 520; **Bloodied** 260
AC 34; **Fortitude** 36, **Reflex** 32, **Will** 32
Immune disease, gaze, poison; **Resist** 15 necrotic
Saving Throws +2
Speed 4; see also *lurch*
Action Points 1

⨁ **Slam** (standard; at-will) ✦ **Necrotic**
Reach 3; +25 vs. AC; 4d6 + 10 necrotic damage.

Tendrils (standard; at-will) ✦ **Healing, Necrotic**
Close blast 3; +23 vs. Reflex; 4d6 + 10 necrotic damage, and the target is grabbed and loses a healing surge. The bone collector regains 5 hit points for each healing surge a target loses in this way.

Lurch (move; at-will)
The bone collector shifts up to 3 squares.

Alignment Unaligned **Languages** –

Str 36 (+24)	**Dex** 6 (+9)	**Wis** 11 (+11)
Con 30 (+21)	**Int** 1 (+6)	**Cha** 1 (+6)

Bone Collector Tactics

Bone collectors send out masses of tendrils to snatch opponents and drain their life.

Bone Collector Lore

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

DC 25: Bone collectors stalk underground tunnels. Three massive bone collectors, each rumored to be over 25 feet in diameter, inhabit the Underdark.

Encounter Groups

Oozes are sometimes encountered among creatures they find inedible, such as plants, constructs, or undead. At other times, oozes are found with the creatures responsible for their creation.

Level 8 Encounter (XP 1,800)
✦ 1 blood amniote (level 9 elite soldier)
✦ 2 crimson acolytes (level 7 skirmisher, *MM* 210)
✦ 1 deathpriest of Orcus (level 9 controller, *MM* 210)

PALE REAVER

Jealous of the living and hungry for their blood, a pale reaver is a predatory undead that exists on the boundary between solidity and insubstantiality. Many haunt the places where they died, attempting to lure the living to their doom. Although all but the most powerful pale reavers are soulless, they retain more cunning and intelligence than most undead.

Pale Reaver Creeper **Level 6 Minion**
Medium shadow humanoid (undead) XP 63

Initiative +4 **Senses** Perception +3; darkvision
HP 1; a missed attack never damages a minion
AC 20; **Fortitude** 18, **Reflex** 20, **Will** 21
Immune disease, poison; **Resist** 10 necrotic
Speed 6; phasing

⊕ **Deadly Mane** (standard; at-will) ✦ **Necrotic**
Reach 2; +11 vs. AC; 5 necrotic damage, and if another *deadly mane* attack has hit the target since the end of the target's last turn, the creature is immobilized until the end of its next turn.

ǂ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied)
Reach 2; targets an immobilized creature; +9 vs. Fortitude; the target loses a healing surge.

Image of Life (standard; encounter) ✦ **Illusion**
The pale reaver adopts the appearance of a living humanoid until it attacks or is hit by an attack.

Alignment Evil **Languages** Common
Skills Stealth +9
Str 7 (+1) **Dex** 13 (+4) **Wis** 10 (+3)
Con 14 (+5) **Int** 10 (+3) **Cha** 16 (+6)

Pale Reaver Creeper Tactics

Pale reaver creepers stalk their prey until they see a good opportunity to attack. The reavers then engage their quarry, using a combination of reach and immobilization to remain in a defensive stance while still attacking foes.

Pale Reaver **Level 5 Lurker**
Medium shadow humanoid (undead) XP 200

Initiative +9 **Senses** Perception +7; darkvision
HP 49; **Bloodied** 24
AC 19; **Fortitude** 16, **Reflex** 17, **Will** 18
Immune disease, poison; **Resist** 10 necrotic; see also *insubstantial transformation* **Vulnerable** radiant (if the pale reaver takes radiant damage, it cannot use *insubstantial transformation* until the end of its next turn)
Speed 6; see also *insubstantial transformation*

⊕ **Deadly Mane** (standard; at-will) ✦ **Necrotic**
Reach 2; +10 vs. AC; 1d8 + 6 necrotic damage.

ǂ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; reach 2; +8 vs. Fortitude; 2d12 + 6 damage, and the target loses a healing surge and is weakened (save ends). In addition, the pale reaver regains 12 hit points.

Image of Life (standard; encounter) ✦ **Illusion**
The pale reaver adopts the appearance of a living humanoid until it attacks or is hit by an attack.

Insubstantial Transformation (minor; at-will) ✦ **Polymorph**
The pale reaver becomes insubstantial and gains fly 6 (hover) and phasing until it attacks or becomes dazed, stunned, or unconscious.

Alignment Evil **Languages** Common
Skills Stealth +10
Str 6 (+0) **Dex** 16 (+5) **Wis** 10 (+2)
Con 13 (+3) **Int** 10 (+2) **Cha** 17 (+5)

Pale Reaver Tactics

Pale reavers are stealthy combatants that become insubstantial when moving about the battlefield. They tempt attackers into wasting attacks against them before returning to solidity. If seriously injured, a pale reaver attempts to escape by phasing through a wall. Usually they rely on *blood drain* to regain health.

Pale Reaver Lord **Level 8 Elite Controller**
Medium shadow humanoid (undead) XP 700

Initiative +7 **Senses** Perception +10; darkvision
HP 119; **Bloodied** 59
AC 24; **Fortitude** 18, **Reflex** 22, **Will** 23
Immune disease, poison; **Resist** 10 necrotic; see also *insubstantial transformation;* **Vulnerable** 10 radiant
Saving Throws +2
Speed 6; see also *insubstantial transformation*
Action Points 1

⊕ **Deadly Mane** (standard, at-will) ✦ **Necrotic**
Reach 2; +13 vs. AC; 2d6 + 6 necrotic damage.

Entrapping Gaze (minor; encounter) ✦ **Charm, Gaze**
Ranged 10; +12 vs. Will; the target is dominated (save ends).

Blood Drain (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; reach 2; +11 vs. Fortitude; 2d12 + 8 damage, and the target loses a healing surge and is weakened (save ends). In addition, the pale reaver lord regains 29 hit points.

Terrifying Shriek (standard; encounter) ✦ **Fear, Psychic**
Close burst 5; targets enemies; +12 vs. Will; 2d8 + 3 psychic damage, and the target is immobilized (save ends).

Image of Life (standard; encounter) ✦ **Illusion**
The pale reaver lord adopts the appearance of a living humanoid until it attacks or is hit by an attack.

Insubstantial Transformation (minor; at-will) ✦ **Polymorph**
The pale reaver lord becomes insubstantial and gains fly 8 (hover) and phasing until it attacks or becomes stunned or unconscious.

Alignment Evil **Languages** Common
Skills Bluff +13, Diplomacy +13, Intimidate +13, Stealth +12
Str 8 (+3) **Dex** 17 (+7) **Wis** 12 (+5)
Con 13 (+5) **Int** 14 (+6) **Cha** 19 (+8)

Pale Reaver Lord Tactics

Pale reaver lords are cunning and deceitful foes that delight in tricking and misleading the living before devouring them. A pale reaver lord uses *image of life* and *entrapping gaze* to lure prey into an isolated place where it can drain the victim of blood. In battle, a pale reaver lord uses *terrifying shriek* to immobilize foes. The creature then uses *insubstantial transformation* to safely negotiate the battlefield as it seeks

opportunities to gain combat advantage and use *blood drain*.

Pale Reaver Lore

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

DC 14: Pale reavers are the undead spirits of humanoids that were killed because they betrayed a person or organization who trusted or relied upon them. In death, they are angry, cursed creatures that seek to trick and betray the living.

DC 19: Pale reavers disguise themselves to look as they did in life, though they remain only semi-substantial and feel unnaturally light. They can mimic normal movement despite the fact that they hover just above the ground. Pale reavers are intelligent undead that excel at trickery. Pale reavers can become temporarily insubstantial and gain the ability to move through solid objects.

Pale reavers attack with their long hair, which stretches out like long, vampiric tendrils. They use the blood they drain to heal themselves. When they drain blood, their hair turns from white to red and remains this way for several hours. A pale reaver retains its blood-red hair after feeding even when disguised as a living creature.

DC 21: Pale reavers have only partial memories of their lives and must remain within a few miles of the location where they were killed. Even when disguised as living humanoids, the creatures have an eerie quality. Unlike lesser pale reavers, pale reaver lords retain their souls and remember the details of their lives. They are not bound to any location and travel abroad in search of blood.

ANGGA SATRIO HADI

Encounter Groups

Pale reavers associate with other undead. They tend to ally with large, physically powerful undead that complement their abilities. Weaker pale reavers are typically part of a band of ravenous undead. Pale reaver lords tend to organize bands of evil creatures to act as servants, guards, and soldiers.

Level 4 Encounter (XP 875)
- 1 bonewretch skeleton (level 4 skirmisher, page 180)
- 1 corruption corpse (level 4 artillery, *MM* 274)
- 4 pale reaver creepers (level 6 minion)
- 2 sodden ghouls (level 4 soldier, page 154)

Level 5 Encounter (XP 1,000)
- 1 blazing skeleton (level 5 artillery, *MM* 234)
- 1 mad wraith (level 6 controller, *MM* 266)
- 1 pale reaver (level 5 lurker)
- 1 skeleton (level 3 soldier, *MM* 234)
- 1 wight (level 5 skirmisher, *MM* 262)

Level 8 Encounter (XP 1,750)
- 2 corpse vampires (level 8 skirmisher, page 189)
- 1 pale reaver lord (level 8 elite controller)
- 1 shattergloom skeleton (level 8 soldier, page 181)

Level 9 Encounter (XP 1,950)
- 1 battle wight (level 9 soldier, *MM* 262)
- 1 pale reaver lord (level 8 elite controller)
- 1 poltergeist (level 6 artillery, page 150)
- 2 stonespawned skeletons (level 7 lurker, page 181)

REAPER

A REAPER IS A HOODED, SCYTHE-WIELDING HORROR bound to enforce the twisted commands of Vecna and his servants. Reapers are dispatched throughout the world to harvest souls for profane rituals.

Reaper	**Level 9 Lurker**
Medium shadow humanoid (undead)	XP 400

Initiative +11 **Senses** Perception +6; darkvision
HP 77; **Bloodied** 38
AC 23; **Fortitude** 21, **Reflex** 20, **Will** 19
Immune disease, poison; **Resist** 10 necrotic; see also *reap and fade*; **Vulnerable** 5 radiant
Speed 5; see also *reap and fade*

⊕ **Scythe** (standard; at-will) ✦ **Necrotic, Weapon**
+14 vs. AC; 2d4 + 6 necrotic damage.

⊕ **Reap and Fade** (standard; at-will) ✦ **Necrotic, Teleportation, Weapon**
The reaper makes a scythe attack and then teleports up to 5 squares. The reaper becomes insubstantial and gains phasing until the start of its next turn.

Eye of Impending Doom (minor 1/round; at-will) ✦ **Fear, Gaze, Psychic**
Close burst 3; targets one creature; +12 vs. Will; the target takes 10 psychic damage if it attacks the reaper (save ends).

Alignment Evil **Languages** Common
Skills Intimidate +9

Str 18 (+8)	**Dex** 16 (+7)	**Wis** 15 (+6)
Con 17 (+7)	**Int** 13 (+5)	**Cha** 11 (+4)

Equipment robes, scythe

Reaper Tactics

A reaper sweeps in toward its victims, using *reap and fade*. The reaper throws back its hood in combat, unveiling its bleak visage. Each round, it uses *eye of impending doom* on a nearby foe. Reapers are devoted servants of Vecna and his followers, and the creatures obediently follow the commands of their masters, even when confronted with overwhelming odds or potential destruction.

Entropic Reaper	**Level 15 Elite Lurker**
Medium shadow humanoid (undead)	XP 2,400

Initiative +15 **Senses** Perception +10; darkvision
HP 232; **Bloodied** 116
Regeneration 10 (if an entropic reaper takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 31; **Fortitude** 29, **Reflex** 29, **Will** 27
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 6
Action Points 1

⊕ **Umbral Scythe** (standard; at-will) ✦ **Necrotic, Weapon**
Reach 2; +20 vs. AC; 4d4 + 5 necrotic damage.

Entropic Assault (standard; at-will) ✦ **Necrotic, Psychic, Weapon**
Requires scythe; close burst 2; 4d4 + 5 necrotic damage, the target is dazed (save ends). *First Failed Saving Throw*: The target is instead stunned (save ends). *Second Failed Saving Throw:* The target takes ongoing 10 psychic damage and is stunned (save ends both).

Eye of Impending Doom (minor 1/round, at-will) ✦ **Fear, Gaze, Psychic**
Close burst 3; targets one creature; +18 vs. Will; the target takes 10 psychic damage if it attacks the entropic reaper (save ends).

Shift Into Nothing (standard; at-will)
The entropic reaper disappears, negating line of sight and line of effect to it for all creatures. At the start of its next turn, it returns to a square within 5 squares of the square it occupied when it last used *shift into nothing*.

Alignment Evil **Languages** Common
Skills Intimidate +14

Str 23 (+13)	**Dex** 18 (+11)	**Wis** 17 (+10)
Con 20 (+12)	**Int** 16 (+10)	**Cha** 14 (+9)

Equipment robes, scythe

Entropic Reaper Tactics

An entropic reaper fades in and out of view using *shift into nothing* as it approaches its foes. The creature uses that power to position itself among multiple enemies, where it can best utilize *entropic assault* and *eye of impending doom*. After a turn in which the entropic reaper attacks, the creature retreats using *shift into nothing*. If greatly threatened, an entropic reaper attacks and then spends an action point to immediately use *shift into nothing*.

ANTHONY WATERS

Abhorrent Reaper	**Level 23 Elite Soldier (Leader)**
Large shadow humanoid (undead)	XP 10,200

Initiative +18 **Senses** Perception +14; darkvision
Aura of Ruin aura 5; any ally within the aura deals 1d6 extra necrotic damage with melee attacks.
HP 424; **Bloodied** 212
Regeneration 15 (if an abhorrent reaper takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 40; **Fortitude** 37, **Reflex** 34, **Will** 36
Immune disease, fear, poison; **Resist** 10 necrotic; see also *umbral phantasm*; **Vulnerable** 10 radiant
Saving Throws +2
Speed 8, fly 12 (hover)
Action Points 1

Abhorrent Sickle (standard; at-will) ✦ **Necrotic, Weapon**
Reach 2; +30 vs. AC; 3d6 + 8 necrotic damage.

Hateful Charge (standard; usable only when charging; at-will) ✦ **Necrotic, Weapon**
Requires sickle; +30 vs. AC; 3d6 + 8 necrotic damage, and the target is knocked prone and is immobilized until the end of the abhorrent reaper's next turn.

Hate's Cleave (standard; at-will) ✦ **Necrotic, Weapon**
Requires sickle; close burst 2; +28 vs. AC; 6d6 + 8 necrotic damage.

Bloodthirst
When an abhorrent reaper bloodies an enemy, one of the abhorrent reaper's allies can make a melee basic attack against the bloodied creature as a free action.

Umbral Phantasm (immediate interrupt, when the abhorrent reaper would take damage; recharge ⚁ ⚅)
The abhorrent reaper becomes insubstantial until it attacks or until the end of its next turn.

Alignment Evil **Languages** Common
Skills Intimidate +23

Str 27 (+19)	**Dex** 21 (+16)	**Wis** 16 (+14)
Con 20 (+16)	**Int** 18 (+15)	**Cha** 24 (+18)

Equipment robes, sickle

Abhorrent Reaper Tactics

The abhorrent reaper—sometime called the harbinger of hate—doesn't waste time engaging its foe. The reaper opens combat with *hateful charge*, moving headlong into its enemies. On its next turn, the reaper positions itself among multiple enemies and uses *hate's cleave*. If the creature finds an optimal position for the attack, it spends an action point to repeat the power. An abhorrent reaper typically fights alongside a skirmisher, a brute, or another soldier so that its ally or allies can take advantage of *aura of ruin* and *bloodthirst*.

Reaper Lore

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

DC 15: Common folk regard reapers as embodiments of death that escort souls to the Shadowfell, but their true nature is more sinister. Reapers are servants of Vecna, and they are sent out by the god and his followers to collect souls for profane rituals.

DC 20: Reapers are failed undead imitations of the Raven Queen's sorrowsworn. Although Vecna did not succeed in copying the powerful servants, he has nonetheless found use for reapers. Many reapers are also in the service of demon lords, especially Orcus, who uses them for the same foul purpose as Vecna does.

DC 25: An abhorrent reaper is a paragon of its kind. The creature collects souls of only the most powerful creatures. Abhorrent reapers also serve as guardians for powerful undead.

DC 30: The Raven Queen despises reapers and dispatches sorrowsworn and other powerful servants specifically to eradicate them. Her followers have been known to reward individuals who dispatch reapers.

Encounter Groups

Reapers rarely accompany living creatures, preferring soulless companions that share a similarly grim purpose. Reapers in the service of demons are sometimes encountered among elementals.

Level 9 Encounter (XP 2,100)
✦ 2 reapers (level 9 lurker)
✦ 1 vampire muse (level 10 elite controller, page 190)
✦ 2 vortex wraiths (level 9 soldier, page 192)

Level 14 Encounter (XP 5,000)
✦ 2 angels of battle (level 15 skirmisher, *MM* 14)
✦ 1 entropic reaper (level 15 elite lurker)
✦ 1 watchful ghost (level 15 soldier, page 151)

Level 14 Encounter (XP 5,100)
✦ 1 entropic reaper (level 15 elite lurker)
✦ 2 oblivion wraiths (level 14 brute, page 193)
✦ 1 wailing ghost (level 12 controller, *MM* 117)

Level 23 Encounter (XP 24,600)
✦ 1 abhorrent reaper (level 23 elite soldier)
✦ 1 blood fiend (level 23 soldier, *MM* 12)
✦ 2 voidsoul specters (level 23 lurker, *MM* 244)

Level 23 Encounter (XP 27,300)
✦ 1 abhorrent reaper (level 23 elite soldier)
✦ 1 aspect of Vecna (level 25 elite controller, page 213)
✦ 1 voidsoul specter (level 23 lurker, *MM* 244)

SKELETON

All skeletons arise from the bones of once-living creatures. That basic truth says little about the details of a particular skeleton, however. The character of the living creature, the manner of its death, the requirements of a necromancer, and the deceased's former relationships—all these factors affect the nature and purpose of a skeleton.

Skinwalker Skeleton **Level 2 Brute**
Medium natural animate (undead) XP 125

Initiative +4 **Senses** Perception +3; darkvision
HP 45; **Bloodied** 22
AC 16; **Fortitude** 15, **Reflex** 14, **Will** 13; see also *skin case*
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant (while bloodied); see also *skin case*
Speed 5

⊕ **Putrefying Pummel** (standard; at-will) ✦ **Disease**
+5 vs. AC; 1d8 + 7 damage (crit 15 damage, and the target contracts skinrot; see below).

Skin Case (until first bloodied)
A skinwalker skeleton's fleshy exterior grants it a +2 bonus to AC and Fortitude (already included), negates its vulnerable 5 radiant, and infects a target with skinrot (see below) when the skinwalker skeleton scores a critical hit. These benefits end when the skinwalker skeleton is first bloodied.

Alignment Unaligned **Languages** –
Str 14 (+3) **Dex** 17 (+4) **Wis** 14 (+3)
Con 15 (+3) **Int** 3 (-3) **Cha** 3 (-3)

Skinwalker Skeleton Tactics

A skinwalker skeleton mindlessly attacks the nearest creature, pummeling the foe and infecting it with disease.

Skeletal Archer **Level 3 Artillery**
Medium natural animate (undead) XP 150

Initiative +5 **Senses** Perception +3; darkvision
HP 37; **Bloodied** 18
AC 16; **Fortitude** 14, **Reflex** 16, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6

⊕ **Short Sword** (standard; at-will) ✦ **Weapon**
+10 vs. AC; 1d6 + 4 damage.

Longbow (standard; at-will) ✦ **Weapon**
Ranged 20/40; +10 (see also *prime shot*) vs. AC; 1d10 + 4 damage.

Double Shot (standard; encounter) ✦ **Weapon**
Requires longbow; ranged 20/40; two attacks, each one against a different target; +8 (see also *prime shot*) vs. AC each; 2d10 + 4 damage each.

Prime Shot
A skeletal archer gains a +1 bonus to ranged attack rolls against the closest enemy.

Alignment Unaligned **Languages** –
Str 13 (+2) **Dex** 18 (+5) **Wis** 14 (+3)
Con 13 (+2) **Int** 3 (-3) **Cha** 3 (-3)
Equipment leather armor, longbow, short sword, quiver of 30 arrows

Skeletal Archer Tactics

A skeletal archer attacks enemies from afar using its longbow and *double shot*. The skeleton avoids combat, trying to remain at least 10 squares from melee while still firing at the nearest opponent to gain the benefit of *prime shot*.

Bonewretch Skeleton **Level 4 Skirmisher**
Small natural animate (undead) XP 175

Initiative +10 **Senses** Perception +5; darkvision
HP 55; **Bloodied** 27
AC 18; **Fortitude** 16, **Reflex** 20, **Will** 16
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8; see also *rattling shift*

⊕ **Ankle Bite** (standard; at-will)
+9 vs. AC; 1d6 + 6 damage, and the target is slowed until the end of the bonewretch skeleton's next turn.

Rattling Shift (move; at-will)
The bonewretch skeleton shifts up to 4 squares, ignoring difficult terrain.

Alignment Chaotic evil **Languages** –
Skills Stealth +13
Str 11 (+2) **Dex** 22 (+8) **Wis** 14 (+4)
Con 15 (+4) **Int** 6 (+0) **Cha** 6 (+0)

Bonewretch Skeleton Tactics

A bonewretch skeleton moves around the battlefield, biting enemies and then dispersing into clanking and tumbling bones with its *rattling shift*. It re-forms near another opponent and repeats the cycle.

Skinrot Level 2 Disease

Often spread by a touch of a disease-ridden corpse, skinrot withers its victim.

Endurance improve DC 15, maintain DC 10, worsen DC 9 or lower

The target is cured. ◀ **Initial Effect:** The target takes a -2 penalty to attack rolls. ▶ **Final State:** While bloodied, the target takes a -4 penalty to attack rolls and cannot spend healing surges.

Bonewretch skeleton

JAKE MASBRUCH

Stonespawned Skeleton	**Level 7 Lurker**
Medium natural animate (undead)	XP 300

Initiative +9 **Senses** Perception +6; darkvision, tremorsense 3
HP 64; **Bloodied** 32
AC 20; **Fortitude** 21, **Reflex** 17, **Will** 17
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6; see also *merge with stone*

Slam (standard; at-will)
+12 vs. AC; 1d10 + 6 damage.

Stone Shunt (standard; recharge ⚁ ⚂ ⚃)
+11 vs. Fortitude; 2d6 + 9 damage, and the target is restrained (save ends).

Merge With Stone (move; at-will)
The stonespawned skeleton merges with an adjacent stone surface of equal or greater size and then shifts up to 3 squares. The stone blocks line of sight and line of effect to the stonespawned skeleton. The skeleton can remain merged with stone indefinitely, but it can take only move actions while merged. A creature can attack a square in which the stonespawned skeleton is merged with the stone, but the skeleton has resist 20 to all damage while merged.

Alignment Unaligned **Languages** –
Skills Stealth +10
Str 22 (+9) **Dex** 14 (+5) **Wis** 16 (+6)
Con 16 (+6) **Int** 3 (-1) **Cha** 3 (-1)

Stonespawned Skeleton Tactics

A stonespawned skeleton lurks inside a stone surface, waiting for a living being to pass it. When it senses prey in the vicinity, it emerges from the wall and attempts to entomb the creature with *stone shunt*. If that power recharges, the skeleton presses the attack against other creatures. Otherwise, it retreats into the stone using *merge with stone* while it waits for *stone shunt* to recharge.

Shattergloom Skeleton	**Level 8 Soldier**
Medium shadow animate (undead)	XP 350

Initiative +11 **Senses** Perception +6; darkvision
HP 86; **Bloodied** 43; see also *shadowy rejuvenation*
AC 24; **Fortitude** 22, **Reflex** 23, **Will** 18
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6

Shadowy Claws (standard; at-will) ✦ **Necrotic**
+15 vs. AC; 1d8 + 4 damage, and the target takes ongoing 5 necrotic damage and is slowed (save ends both). After the shattergloom skeleton uses *shadowy rejuvenation*, on a hit, the target takes ongoing 10 necrotic damage and is immobilized (save ends both) instead of slowed.

Shadowy Rejuvenation (when first bloodied; encounter) ✦ **Necrotic, Zone**
Close burst 2; 2d6 + 4 necrotic damage (no attack roll required); the power creates a zone of darkness that lasts until the end of the encounter. The zone blocks line of sight (creatures that have darkvision ignore this effect). All effects on the shattergloom skeleton end, and the skeleton's *shadowy claws* attack deals ongoing 10 necrotic damage instead of ongoing 5 necrotic damage, and the attack renders a target immobilized instead of slowed.

Alignment Unaligned **Languages** –
Str 18 (+8) **Dex** 21 (+9) **Wis** 15 (+6)
Con 14 (+6) **Int** 4 (+1) **Cha** 6 (+2)

Shattergloom Skeleton Tactics

Shattergloom skeletons spread out, tying up opponents' movement with their claws while creating confusion with the zones of darkness created by *shadowy rejuvenation*.

Death Kin Skeleton	**Level 9 Lurker**
Medium natural animate (undead)	XP 400

Initiative +14 **Senses** Perception +7; darkvision
HP 76; **Bloodied** 38
AC 22; **Fortitude** 19, **Reflex** 23, **Will** 18
Immune disease, poison; **Resist** 5 necrotic; **Vulnerable** 5 radiant
Speed 8

Double Dagger Strike (standard; at-will) ✦ **Weapon**
+14 vs. AC; 4d4 + 3 damage

Combat Advantage
A death kin skeleton deals 1d6 extra damage when it makes a successful melee attack on any target it has combat advantage against.

Death's Kin
When a death kin skeleton takes damage, it can transfer any amount of the damage to another death kin skeleton within 3 squares of it.

Skeletal Harmony
A death kin skeleton deals 1d6 extra damage on melee attacks against any target adjacent to two or more death kin skeletons.

Alignment Chaotic evil **Languages** –
Skills Stealth +15
Str 18 (+8) **Dex** 22 (+10) **Wis** 16 (+7)
Con 16 (+7) **Int** 7 (+2) **Cha** 3 (+0)
Equipment 2 bone daggers

Death Kin Skeleton Tactics

Death kin skeletons attack in packs and remain in close proximity throughout the fight to gain the most benefit from *death's kin* and *skeletal harmony*. They use *death's kin* to evenly distribute damage and remain fighting longer than normal.

Giant Skeletal Bat **Level 10 Skirmisher**
Large natural animate (undead) XP 500

Initiative +13 **Senses** Perception +8; darkvision, blindsight 5
HP 104; **Bloodied** 52
AC 24; **Fortitude** 22, **Reflex** 24, **Will** 20
Immune disease, poison; **Resist** 5 necrotic; **Vulnerable** 5 radiant
Speed 4, fly 8 (clumsy); see also *swoop and claw*

⊕ **Claw** (standard; at-will)
+15 vs. AC; 2d8 + 4 damage, and the target is pushed 1 square and knocked prone.

⚕ **Swoop and Claw** (standard; recharge ⚁ ⚂ ⚃)
The giant skeletal bat shifts up to 6 squares and can move through occupied squares as it moves. It makes a melee basic attack against any creature whose space it enters. The skeleton cannot attack a single target more than once in this fashion, and it must end its movement in an unoccupied square.

⚕ **Swoop and Drop** (free, when the giant skeletal bat attacks a creature with *swoop and claw*; at-will)
The attack deals no damage. Instead, the target is grabbed. When the giant skeletal bat moves, the grabbed creature slides along with it, remaining in the same space relative to the bat.

Alignment Unaligned **Languages** –
Str 21 (+10) **Dex** 22 (+11) **Wis** 16 (+8)
Con 16 (+8) **Int** 3 (+1) **Cha** 4 (+2)

Giant Skeletal Bat Tactics

Giant skeletal bats dislike going toe-to-toe with prey. Instead, a giant skeletal bat glides out of the darkness, swooping down on a foe to attack it or to pick up the creature and then drop it.

Skeletal Hauler **Level 11 Minion**
Medium natural animate (undead) XP 150

Initiative +8 **Senses** Perception +7; darkvision
HP 1; a missed attack never damages a minion.
AC 25; **Fortitude** 25, **Reflex** 22, **Will** 21
Immune disease, poison; **Resist** 10 necrotic
Speed 6

⊕ **Slam** (standard; at-will)
+16 vs. AC; 7 damage.

Alignment Unaligned **Languages** –
Str 22 (+11) **Dex** 16 (+8) **Wis** 14 (+7)
Con 20 (+10) **Int** 3 (+1) **Cha** 3 (+1)

Skeletal Hauler Tactics

Skeletal haulers mindlessly assault the closest foes, slamming them with bony fists.

Spine Creep Skeleton **Level 11 Soldier**
Medium natural animate (undead) XP 600

Initiative +11 **Senses** Perception +7; darkvision
HP 113; **Bloodied** 56
AC 27; **Fortitude** 25, **Reflex** 25, **Will** 22
Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 5 radiant
Speed 5

⊕ **Spinal Flail** (standard; at-will) ✦ **Weapon**
Reach 2; +18 vs. AC; 2d10 + 3 damage, and the target slides 1 square.

⚔ **Spinal Whirlwind** (standard; recharge ⚁ ⚂) ✦ **Weapon**
Requires flail; close burst 2; targets enemies; +16 vs. AC; 2d8 + 6 damage, and the target slides 1 square and is immobilized (save ends).

Alignment Chaotic evil Languages –
Str 19 (+9) **Dex** 19 (+9) **Wis** 15 (+7)
Con 17 (+8) **Int** 7 (+3) **Cha** 7 (+3)
Equipment scale armor, spine flail

Spine Creep Skeleton Tactics

Spine creep skeletons tie down melee characters at the center of the battlefield. They slide opponents to gain combat advantage or to keep them at a distance so the creatures can't retaliate with shorter-reach weapons.

Marrowshriek Skeleton **Level 12 Lurker**
Medium shadow animate (undead) XP 700

Initiative +16 **Senses** Perception +9; darkvision
HP 95; **Bloodied** 47
AC 27; **Fortitude** 24, **Reflex** 25, **Will** 23
Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 5 radiant
Speed 6

⊕ **Osseous Thrust** (standard; at-will)
+17 vs. AC; 1d8 + 9 damage.

⚕ **Marrow Feast** (standard; recharge ⚁ ⚂ ⚃)
Requires combat advantage against the target; +17 vs. AC; 2d8 + 12 damage, and the target is grabbed. Each round that the marrowshriek skeleton sustains the grab, the target takes 15 damage and is weakened until the end of the marrowshriek skeleton's next turn.

⚔ **Marrowshriek** (minor 1/round; at-will)
Close burst 3; targets living creatures; +15 vs. Fortitude; the target is dazed until the end of the marrowshriek skeleton's next turn. If the target is grabbed by the marrowshriek skeleton, it is stunned until the end of the marrowshriek skeleton's next turn instead of dazed.

Shadowrought (standard; at-will)
The marrowshriek skeleton becomes invisible until it attacks.

Alignment Chaotic evil **Languages** –
Skills Stealth +17
Str 18 (+10) **Dex** 22 (+12) **Wis** 16 (+9)
Con 17 (+9) **Int** 6 (+4) **Cha** 9 (+5)

Marrowshriek Skeleton Tactics

Marrowshriek skeletons skulk in the darkness, remaining invisible until they are ready to strike. The creatures look for opportunities to gain combat advantage, allowing them to use *marrow feast*. When battle is joined, each one uses *marrowshriek* constantly, filling the area with a horrifying cacophony that inhibits opponents.

Skeleton Lore

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

DC 15: Skinwalker skeletons are produced when a necromancer grafts skin to animated bones. They are used as servants because their appearance is less gruesome than that of most skeletons. A skinwalker skeleton's fleshy casing is ridden with infectious disease, making it a dangerous combatant as well.

Over a period of several weeks, skeletons can be trained in the use of bows to produce skeletal archers.

Bonewretch skeletons are implike creatures that sometimes inhabit graveyards. These child-sized skeletons scurry about, biting opponents' ankles. Bonewretches sometimes carry tokens of their former lives, such as a ragged doll or a bracelet.

Stonespawned skeletons are created when humanoids are crushed under tons of rock and left entombed in stone. Stories of haunted mines often arise due to the presence of stonespawned skeletons.

When seriously wounded, shattergloom skeletons explode in clouds of cloying darkness. After this explosion, the skeleton is infused with a reservoir of necrotic energy that makes its attacks even more dangerous. Shattergloom skeletons are created in dark chambers where natural light cannot reach.

DC 20: Death kin skeletons are siblings, kin, or lovers who died in a suicide pact or similar circumstance. They usually come in pairs or packs, which makes them more dangerous.

Giant skeletal bats are the remains of riding bats that were abandoned by their masters in battle. They are sometimes ridden by other undead.

Skeletal haulers are the remains of humanoid slaves and physical laborers. They haul heavy objects and also make effective fodder.

Spine creep skeletons are the result of unjustly beheaded humanoids or those torn to pieces by an angry mob. Each of these monstrosities rips out its own spine and wields it like a flail, striking with the skull. These spinal flails allow the skeletons to strike opponents from a distance and knock them around the battlefield.

Marrowshriek skeletons arise from victims of malnutrition and neglect, and they crave the marrow of the living. Marrowshriek skeletons have the ability to turn invisible, which they use to sneak up on an opponent. The creatures grab unwary prey and suck the marrow from their bones.

Encounter Groups

Skeletons often serve more powerful undead masters or travel in packs of their own kind.

Level 3 Encounter (XP 725)
- 1 deathlock wight (level 4 controller, *MM* 262)
- 2 skeletal archers (level 3 artillery)
- 2 skinwalker skeletons (level 2 brute)

Level 6 Encounter (XP 1,350)
- 1 poltergeist (level 6 artillery, page 150)
- 1 stench ghoul (level 6 elite soldier, page 154)
- 2 stonespawned skeletons (level 7 lurker)

Level 8 Encounter (XP 1,750)
- 1 flameskull (level 8 artillery, *MM* 109)
- 1 osteopede (level 8 elite skirmisher, page 145)
- 2 shattergloom skeletons (level 8 soldier)
- 1 zombie hulk (level 8 brute, *MM* 275)

Level 11 Encounter (XP 3,200)
- 1 marrowshriek skeleton (level 12 lurker)
- 4 skeleton haulers (level 11 minion, page 182)
- 2 spine creep skeletons (level 11 soldier)
- 4 vampire spawn bloodhunter (level 10 minion, *MM* 259)

UNDEAD AVIARY

Most undead are land-bound, but a few can take to the skies, spreading corruption and death on the wing.

Skin Kite

This creature looks like a gliding mass of skin, akin to a manta ray made of humanoid flesh. Sharp corrugations of calcified tissue line the creature's underbelly and wings.

Skin Kite **Level 3 Skirmisher**
Small aberrant beast (undead) XP 150

Initiative +8 **Senses** Perception +2; darkvision
HP 35; **Bloodied** 17
AC 17; **Fortitude** 13, **Reflex** 16, **Will** 14
Immune disease, poison
Speed fly 5 (hover); see also *flyby attack*

⊕ **Bite** (standard; at-will) ✦ **Necrotic**
+8 vs. AC; 1d4 + 3 necrotic damage.

⚕ **Blinding Grab** (standard; at-will) ✦ **Necrotic**
+6 vs. Fortitude; 1d4 + 3 necrotic damage, and the target is grabbed. The target is blinded until the grab ends. A skin kite can have only one creature grabbed at a time.

⚕ **Flyby Attack** (standard; at-will) ✦ **Necrotic**
The skin kite moves up to 5 squares and makes one melee basic attack at any point during the movement. A skin kite doesn't provoke opportunity attacks from the target of its attack when moving away from the creature.

Kite Spawn (free, when the skin kite reduces an enemy to 0 hit points or fewer; at-will)
The skin kite splits, and a new skin kite appears in a square adjacent to the original skin kite. The new skin kite has the same current hit points as the original skin kite but is otherwise a new creature. The new skin kite acts immediately after the original skin kite's initiative count.

Skills Stealth +9
Alignment Evil **Languages** –
Str 10 (+1) **Dex** 16 (+4) **Wis** 12 (+2)
Con 11 (+1) **Int** 2 (-3) **Cha** 6 (-1)

Skin Kite Tactics

A skin kite lurks in the shadows until descending on its prey. It then attaches to a target and bites down, eating the creature's flesh until it feasts on enough flesh to split and produce another of its kind.

Skin Kite Lore

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

DC 15: Skin kites consist of skin flayed from torture victims that is spontaneously or intentionally animated.

Accipitridae

Accipitridaes resemble gaunt, rotting vultures. They have no feathers, and their eyeballs hang from their skulls. The cruel beasts harass and kill creatures for no other reason than malign entertainment.

Accipitridae **Level 5 Skirmisher**
Medium natural beast (undead) XP 200

Initiative +7 **Senses** Perception +2; darkvision
HP 63; **Bloodied** 31
AC 19; **Fortitude** 16, **Reflex** 17, **Will** 14
Immune disease, poison
Speed fly 7 (hover); see also *screeching retreat*

⊕ **Rake** (standard; at-will) ✦ **Necrotic**
+8 vs. Reflex; 1d6 + 2 necrotic damage, and the target is blinded until the end of the accipitridae's next turn.

⚕ **Bite** (minor 1/round; at-will) ✦ **Necrotic**
Targets a bloodied enemy; +8 vs. Reflex; 1d8 + 4 necrotic damage, and ongoing 5 necrotic damage (save ends).

⇲ **Screeching Retreat** (minor; recharge ⚅) ✦ **Thunder**
Close burst 5; +6 vs. Fortitude; 2d6 + 5 thunder damage, and the target is dazed (save ends). *Hit or Miss:* The accipitridae shifts up to 3 squares.

Alignment Evil **Languages** –
Str 14 (+4) **Dex** 16 (+5) **Wis** 11 (+2)
Con 15 (+4) **Int** 3 (-2) **Cha** 3 (-2)

Accipitridae Tactics

Accipitridaes use hit-and-run tactics, swooping down to peck and rake targets before flying away. When threatened, they release a high-pitched screech that dazes nearby creatures.

Accipitridae Lore

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

DC 15: Accipitridae are the corrupt product of vultures that feed on undead flesh. The undead flesh poisons and kills the vultures, and they reanimate as these cruel, avian monsters.

Paralyth

Made sentient through foul magic, a paralyth is the animated spine and brain of a humanoid.

Paralyth **Level 9 Soldier**
Small natural animate (undead) XP 400

Initiative +11 **Senses** Perception +5; darkvision
Paralytic Aura aura 5; any enemy that enters the aura or starts its turn within the aura is slowed until the end of its next turn.
HP 96; **Bloodied** 48
AC 25; **Fortitude** 21, **Reflex** 23, **Will** 19
Immune disease, poison; **Resist** 10 psychic
Speed 5, fly 8 (hover)

⊕ **Pain Lash** (standard; at-will)
+16 vs. AC; 2d6 + 6 damage, and the target is slowed until the end of the paralyth's next turn.

⚕ **Nervous Feedback** (standard; at-will) ✦ **Psychic**
The paralyth makes two pain lash attacks against a single target. If both hit, the target takes ongoing 5 psychic damage and is marked (save ends both).

⇲ **Spinal Domination** (minor 1/round; at-will)
Close burst 3; targets one creature marked by the paralyth; +14 vs. Will; the target is dominated until the end of the paralyth's next turn.

Alignment Chaotic evil **Languages** Common, telepathy 10
Str 17 (+7) **Dex** 20 (+9) **Wis** 12 (+5)
Con 16 (+7) **Int** 11 (+4) **Cha** 13 (+5)

Paralyth Tactics
Paralyths have a strong sense of self-preservation, which makes them pause at the edge of combat.

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

DC 20: Paralyths are created when necromancers extract the brains and spines from recent victims.

Fear Moth
A fear moth appears to be a single, malleable creature, though it is composed of thousands of living and dead moths that have banded together.

Fear Moth	**Level 15 Soldier**
Large shadow beast (swarm, undead)	XP 1,200

Initiative +17 **Senses** Perception +14; darkvision, blindsight 10
Swarm Attack aura 2; the fear moth makes a basic attack as a free action against any enemy that starts its turn within the aura.
HP 143; **Bloodied** 71
AC 31; **Fortitude** 26, **Reflex** 29, **Will** 26
Immune disease, poison; **Resist** half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks
Speed fly 8 (hover)
⊕ **Winged Assault** (standard; at-will)
+22 vs. AC; 2d8 + 6 damage, and the target is knocked prone.
⇶ **Wave of Fear** (minor; recharge ⚁ ⚅) ✦ **Fear, Psychic**
Close blast 3; targets enemies; +19 vs. Will; 4d8 + 6 psychic damage, and the target is stunned until the end of the fear moth's next turn. *Miss:* Half damage, and the target is not stunned.
Alignment Unaligned **Languages** –
Str 10 (+7) **Dex** 26 (+15) **Wis** 15 (+9)
Con 15 (+9) **Int** 3 (+3) **Cha** 18 (+11)

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Fear Moth Tactics
Fear moths fly directly into enemies, using *wave of fear* to sow confusion among foes. They then rely on *winged assault* to keep adversaries from escaping.

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

DC 18: A fear moth is composed of thousands of living and dead moths that all died simultaneously from some cataclysm.

Couatl Mockery
This flying mass of scales and feathers moves about at a frenetic pace. The creature retains none of the benevolence of its namesake.

Couatl Mockery	**Level 26 Minion**
Medium natural animate (blind, undead)	XP 2,250

Initiative +22 **Senses** Perception +13; blindsight 20
HP 1; a missed attack never damages a minion; see also *corrupt cloud*
AC 40; **Fortitude** 36, **Reflex** 40, **Will** 38
Immune disease, gaze, poison
Speed fly 12 (hover)
⊕ **Wing Slash** (standard; at-will) ✦ **Necrotic, Radiant**
+31 vs. AC; 6 damage plus 5 radiant and necrotic damage.
⇶ **Corrupt Cloud** (when the couatl mockery is reduced to 0 hit points) ✦ **Necrotic, Radiant**
Close burst 3; targets enemies; +26 vs. Fortitude; 10 radiant and necrotic damage, and the target cannot spend healing surges until the end of its next turn.
Alignment Evil **Languages** –
Str 6 (+11) **Dex** 28 (+22) **Wis** 10 (+13)
Con 25 (+20) **Int** 3 (+9) **Cha** 10 (+13)

Couatl Mockery Tactics
A couatl mockery zips around the battlefield, attacking enemies with *wing slash*. The creatures make no effort to avoid danger.

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

DC 26: Couatl mockeries are masses of animated scales and feathers collected from slain couatls. They retain some of their namesake's former properties while also being infused with the necrotic energy of undead, which interferes with healing.

Encounter Groups
Although some creatures of the undead aviary animate naturally, most are produced by necromancers.

Level 7 Encounter (XP 1,600)
- ✦ 2 accipitridae (level 5 skirmisher)
- ✦ 1 crimson acolyte (level 7 skirmisher, *MM* 210)
- ✦ 2 paralyths (level 9 soldier)

UNRISEN

Rituals go awry, and when the ritual is Raise Dead or a similar form of magic, the results can be grim. The ritual might appear to be a complete failure, yet the residual energy can sometimes raise the creature days after the initial attempt. When this happens, the subject emerges with its soul fragmented and corrupted. A pet comes back from the dead, but it is no longer the adorable feline the family once knew. A child returns, but it is vile and depraved, caring nothing for the people it once loved. No matter what form the creature took in its past life, it returns as a vile, twisted thing—it returns as an unrisen.

Vile Pet **Level 11 Minion**
Small natural animate (undead) XP 150

Initiative +10 **Senses** Perception +7; darkvision
HP 1; a missed attack never damages a minion.
AC 25; **Fortitude** 21, **Reflex** 26, **Will** 22
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 6

Filthy Claws (standard; at-will)
+16 vs. AC; 1d6 + 3 damage.

Infectious Bite (standard; at-will) ✦ **Disease, Necrotic**
Requires combat advantage against the target; +16 vs. AC; 2d4 + 5 damage, and the target contracts cemetery rot (see below) and takes ongoing 5 necrotic damage (save ends).

Alignment Evil **Languages** –
Skills Stealth +15
Str 4 (+2) **Dex** 21 (+10) **Wis** 14 (+7)
Con 14 (+7) **Int** 6 (+3) **Cha** 6 (+3)

Vile Pet Tactics

Vile pets tend to run in packs, overrunning commoners in attempt to spread disease. They try to flank a target so they can use *infectious bite*. However, the creatures are cowardly and flee if faced with a threatening adversary.

Corrupted Offspring **Level 12 Skirmisher**
Small natural animate (undead) XP 700

Initiative +13 **Senses** Perception +7; darkvision
HP 122; **Bloodied** 61
AC 25; **Fortitude** 24, **Reflex** 23, **Will** 23
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Speed 8; see also *filthy razor* and *cut the tendons*

Filthy Razor (standard; at-will) ✦ **Necrotic, Weapon**
The corrupted offspring shifts up to 2 squares before or after the attack; +15 vs. Reflex; 3d4 + 6 damage, and ongoing 5 necrotic damage (save ends).

Cut the Tendons (standard; recharge ⚁ ⚀) ✦ **Weapon**
The corrupted offspring shifts up to 2 squares before or after the attack; +15 vs. Reflex; 5d4 + 8 damage, and the target is knocked prone and slowed (save ends).

Alignment Evil **Languages** Common
Skills Bluff +15, Stealth +16
Str 6 (+4) **Dex** 21 (+11) **Wis** 12 (+7)
Con 18 (+10) **Int** 10 (+6) **Cha** 18 (+10)
Equipment razor

Corrupted Offspring Tactics

Corrupted offspring skitter up behind unsuspecting combatants, cutting them with whatever weapon they happen to have found—usually a filthy razor recovered from a trash bin. After attacking, the offspring darts back into a hiding place, where it remains until it sees another opportunity to attack.

Tainted Priest **Level 15 Controller (Leader)**
Medium natural animate (undead) XP 1,200

Initiative +9 **Senses** Perception +13; darkvision
HP 147; **Bloodied** 73; see also *wave of the grave*
AC 29; **Fortitude** 28, **Reflex** 23, **Will** 30
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Speed 6

Unholy Staff (standard; at-will) ✦ **Healing, Necrotic, Weapon**
+20 vs. AC; 2d8 + 6 damage, and the target loses a healing surge, and the tainted priest regains 5 hit points.

Ray of Weakness (standard; at-will) ✦ **Necrotic**
Ranged 10; +19 vs. Fortitude; 3d6 + 9 necrotic damage, and the target is weakened (save ends).

Vile Eruption (standard; encounter) ✦ **Healing, Necrotic**
Close burst 2; +19 vs. Fortitude; 6d4 + 8 necrotic damage, and the target is stunned until the end of its next turn. In addition, each undead ally in the burst regains 20 hit points.

Wave of the Grave (free, when first bloodied; encounter) ✦ **Necrotic**
Close blast 5; +19 vs. Fortitude; 4d6 + 8 damage, and ongoing 10 necrotic damage (save ends).

Alignment Evil **Languages** Common
Skills Bluff +16, Religion +16, Stealth +14
Str 16 (+10) **Dex** 14 (+9) **Wis** 23 (+13)
Con 19 (+11) **Int** 18 (+11) **Cha** 18 (+11)
Equipment robes, staff

Cemetery Rot Level 11 Disease

A disease carried by the rotting, corrupted remains of small pets and animals, cemetery rot withers away the body, leaving a empty, mindless husk that hungers for flesh.

Attack: +14 vs. Fortitude
Endurance improve 22, maintain DC 17, worsen DC 16 or lower

The target is cured.

◀ **Initial Effect:** The target cannot regain hit points from powers that have the healing keyword.

◀▶ The target's Fortitude is reduced by 2 until the target is cured. Each time the target fails to improve from this step, the target's Fortitude drops another 2.

▶ **Final State:** When the target's Fortitude reaches 0, it dies and rises as a zombie (*MM* 275).

Tainted Priest Tactics

A tainted priest prefers to remain at a distance, using its ranged and close powers. If approached in melee, the creature uses *vile eruption* to stun its opponent and then escape. Otherwise, the priest whacks the foe with its staff, gaining hit points before shifting away.

Darkhoof	**Level 18 Elite Soldier**
Medium natural beast (undead)	XP 4,000

Initiative +14 **Senses** Perception +17; darkvision
HP 336; **Bloodied** 168; see also *call to darkness*
AC 35; **Fortitude** 31, **Reflex** 32, **Will** 31
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Saving Throws +2
Speed 8; see also *equine bound*
Action Points 1

⊕ **Hoof Strike** (standard; at-will)
+25 vs. AC; 2d10 + 4 damage.

⚸ **Double Attack** (standard; at-will)
The darkhoof makes two *hoof strike* attacks.

⚸ **Lifebite** (minor; recharge ⚁ ⚀) ✦ **Healing, Necrotic**
+24 vs. Fortitude; the target loses a healing surge, and the darkhoof regains 10 hit points.

⚸ **Unstoppable Charge** (standard; at-will)
The darkhoof makes a charge attack; +25 vs. AC; 3d10 + 8 damage, and the target is pushed 1 square and knocked prone.

⚹ **Call to Darkness** (when first bloodied and again when the darkhoof is reduced to 0 hit points) ✦ **Necrotic**
Close burst 3; targets enemies; +24 vs. Fortitude; the target is blinded and weakened (save ends both).

Equine Bound (move; encounter)
The darkhoof shifts up to 5 squares.

Alignment Evil **Languages** –
Skills Stealth +17

Str 24 (+16)	**Dex** 16 (+12)	**Wis** 17 (+12)
Con 16 (+12)	**Int** 3 (+5)	**Cha** 24 (+16)

Darkhoof Tactics

A darkhoof gallops around the battlefield, knocking foes to the ground. If it has a good opportunity to charge a foe, it disengages its current opponent and uses *unstoppable charge*. The creature also uses *lifebite* whenever possible.

Unrisen Lore

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

DC 15: An unrisen is the corrupt result of a failed attempt to resurrect a beast or a humanoid. After the failed ritual, a short time passes after the creature is buried before it rises up to take revenge on nearby living creatures, which it views as responsible for its death.

The most common types of unrisen are children, pets, mounts, and figures of prominence in a community, such as mayors or priests. These figures are sorely missed upon their deaths, so companions of the people or creatures often go to great lengths to attempt to resurrect them.

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DC 20: Unrisen are drawn to each other and can sense the presence of their kind. They sometimes travel the world, searching for others of their kind to form vile groups.

DC 25: Most unrisen are very clever. They pretend to be normal, sometimes insinuating themselves back into their former lives, convincing their friends and family that the resurrection ritual worked successfully.

Encounter Groups

Unrisen tend to travel together, though they sometimes accept the company of like-minded creatures.

Level 11 Encounter (XP 3,100)
- ✦ 2 corrupted offsprings (level 12 skirmisher)
- ✦ 1 vampire lord, human rogue (level 11 elite lurker, *MM* 259)
- ✦ 4 vile pets (level 10 minion)

Level 14 Encounter (XP 4,600)
- ✦ 2 blaspheme knights (level 14 soldier, page 136)
- ✦ 2 corrupted offsprings (level 12 skirmisher)
- ✦ 1 tainted priest (level 15 controller)

Level 17 Encounter (XP 8,200)
- ✦ 1 blaspheme imperfect (level 14 brute, page 135)
- ✦ 1 darkhoof (level 18 elite soldier)
- ✦ 1 death hag (level 18 soldier, *MM* 151)
- ✦ 1 tainted priest (level 15 controller)

VAMPIRE

Bloodsucking undead strike fear in common folk across the world. Stories tell of vampires that turn into beasts, control vermin, or both. Similar yarns speak of vampire weaknesses and prohibitions—limitations that give peasants hope at resistance against such foul creatures. However, this folklore is little more than the fearful ravings and false hopes of desperate people.

This characteristic doesn't have to apply to your game, though. You can add powers to vampire lords or spawn that give the creatures a trait or traits from vampire myth. Such weaknesses were removed from vampire statistics to make the creatures more challenging, yet with the careful application of strengths and weaknesses, you might create a vampire that is both powerful and has features of vampire folklore. For an example of a vampire with unique strengths and weaknesses, see Strahd von Zarovich on page 210.

Beast Summoning

Vampires are reputed to call beasts to aid them, including bats, rats, wolves, and vermin. In the game, such summoning can rely solely on narrative. A vampire can simply appear alongside such creatures, or it might call them to its aid at some point in battle as a minor action. Try advancing the rat swarm on page 219 of the *Monster Manual* or using advanced shadowhunter bats (*MM* 27) or advanced wolves (*MM* 264).

Prohibitions

Garlic and holy symbols might hold a vampire at bay. Perhaps the undead requires an invitation to enter a home or hallowed ground. It might be unable to set foot in a temple dedicated to a good deity. Maybe salt across a doorway or running water prevents a vampire from crossing. The vampire might have to take a standard action to pick up small objects, such as kernels of grain, tossed in its path. Any of these features might be integrated into a vampire's design, though common folk and not heroes are more likely to rely on such strategies.

Holy Symbols: The folklore of holy symbols derives from the traditional opposition of heroes wielding divine power against vampires. A strong-willed individual displaying a good deity's symbol might be able to repel a vampire. Using a holy symbol in this way is a standard action and grants a Charisma attack or Wisdom attack (plus the holy symbol's enhancement bonus) against the vampire's Will. The attack deals no damage but renders the undead unable to make attacks against the holy symbol's wielder until the end of its next turn. During that time, the holy symbol forces the vampire to remain a number of squares away from the wielder equal to the vampire's reach + 1.

A vampire that has no specific agenda might move away from a person wielding a holy symbol in favor of less oppositional prey. However, vampires often keep minions that lack their aversion to holy symbols and radiant energy, and such creatures would be free to attack the symbol's wielder.

Secret Weaknesses

A vampire makes an excellent recurring villain, especially if it has a secret weakness (*DMG* 135). One vampire's body might have to be burned, while another succumbs to death only if an ash wood stake pierces its heart after it's slain in battle. Perhaps a specific vampire must suffer its mortal wound while exposed to sunlight, while another's body must be immersed in running water.

Shapechanging

Accounts tell of vampires that can change into bats or great wolves. Other anecdotes speak of the creatures becoming mist or moonbeams to escape their enemies. To give a vampire such a power, borrow it from another monster. The werewolf (*MM* 181) and Strahd von Zarovich (page 210) are excellent examples of incorporating animal powers into humanoids. The oni night haunter (*MM* 200) has an evasive *gaseous form* power, and the oni mage (*MM* 201) has *deceptive veil*, both of which offer interesting options while interfering minimally with a creature's power level.

Creating Corpse Vampires and Spirit Vampires

A living humanoid killed by the blood drain of a corpse vampire or a spirit vampire rises as a similar vampire at sunset on the following day. The new vampire has the level it had in life (*DMG* 174). Burning the slain creature's body, decapitating that body, or reviving the slain creature can prevent this transformation.

When a corpse vampire kills a living humanoid by a means other than *blood drain*, that humanoid rises as a zombie of its level (*DMG* 174, *MM* 274) at sunset the next day.

When a spirit vampire or a corpse vampire reduces a living humanoid to 0 hit points or fewer without killing it, the humanoid enters a deep coma. If treated with the Remove Affliction ritual, the humanoid can be healed normally. Otherwise, he or she dies at sunset the next day and becomes a spirit vampire.

A corpse vampire or a spirit vampire that rises in this way has free will. Raising the slain humanoid, such as with the Raise Dead ritual, destroys the vampire.

Corpse Vampire **Level 8 Skirmisher**
Medium shadow humanoid (undead) XP 350

Initiative +10 **Senses** Perception +3; darkvision
HP 88; **Bloodied** 48; see also *blood drain*
Regeneration 5 (if a corpse vampire takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 22; **Fortitude** 21, **Reflex** 20, **Will** 18
Immune disease, poison; **Resist** 5 necrotic
Speed 4, burrow 1, climb 4 (spider climb); see also *rending pounce*

⊕ **Claw** (standard; at-will)
+13 vs. AC; 2d6 + 5 damage.

⚸ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; +11 vs. Fortitude; 2d8 + 6 damage, and the target is weakened (save ends), and the corpse vampire regains 24 hit points.

⚸ **Rending Pounce** (standard; at-will)
The corpse vampire shifts up to 6 squares and makes a claw attack.

Alignment Chaotic evil **Languages** Common
Skills Athletics +14, Stealth +13
Str 20 (+9) **Dex** 18 (+8) **Wis** 8 (+3)
Con 16 (+7) **Int** 6 (+2) **Cha** 13 (+5)

Corpse Vampire Tactics

A corpse vampire leaps upon its prey, often from above. It springs around the battlefield with *rending pounce*, clawing at one enemy in an attempt to bloody that foe and recharge *blood drain*.

ANNE STOKES

Spirit Vampire **Level 12 Lurker**
Medium shadow humanoid (undead) XP 700

Initiative +14 **Senses** Perception +11; darkvision
HP 66 (99 if in a possessed body); **Bloodied** 33
AC 24; **Fortitude** 23, **Reflex** 24, **Will** 26
Immune disease, poison; **Resist** 5 necrotic, insubstantial (spirit form only); **Vulnerable** 5 radiant
Speed 6 (possessed body only), fly 6 (spirit form only); phasing (spirit form only)

⊕ **Claw** (standard; at-will) ✦ **Necrotic**
Requires a possessed body; +17 vs. AC; 1d6 + 4 damage plus 1d6 + 4 necrotic damage.

⊕ **Spirit Touch** (standard; at-will) ✦ **Necrotic**
Requires spirit form; +15 vs. Reflex; 2d6 + 6 necrotic damage.

⚸ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires a possessed body and combat advantage against the target; +15 vs. Fortitude; 2d12 + 8 damage, and the target is weakened (save ends), and the spirit vampire regains 16 hit points.

⚸ **Possess Body** (minor; at-will)
A spirit vampire's natural form is its spirit form. However, it can enter the form of a dead or unconscious Medium or smaller humanoid, possessing the body. While in a possessed body, the spirit vampire has the following traits:
- ✦ The spirit vampire loses *spirit touch*, fly 6, and phasing.
- ✦ The spirit vampire gains speed 6, *claw*, *blood drain*, and a +7 bonus to Strength-based checks.
- ✦ The spirit vampire loses the insubstantial quality and gains 33 temporary hit points. When the temporary hit points are gone, the body falls to the ground and the spirit vampire returns to its spirit form.
- ✦ Healing the possessed subject deals damage to the spirit vampire equal to the amount that would be healed. The subject cannot regain hit points or be awakened while it is possessed. A dying creature is considered stable while a spirit vampire possesses its body.
- ✦ A spirit vampire can be targeted by melee and ranged attacks. Close and area attacks hit the possessed subject and the spirit vampire.
- ✦ A spirit vampire can leave a possessed body as a minor action. If it leaves a body, the spirit vampire returns to its spirit form and the body falls prone in the square the spirit vampire occupies.
- ✦ Once a spirit vampire leaves a body, it cannot possess that body for the rest of the encounter.

Vulnerable to Sunlight
A spirit vampire that starts its turn in direct sunlight is dazed and cannot use *possess body*.

Alignment Chaotic evil **Languages** Common
Skills Bluff +17, Stealth +15
Str 6 (+4 or +11) **Dex** 18 (+10) **Wis** 10 (+6)
Con 16 (+9) **Int** 10 (+6) **Cha** 22 (+12)

Spirit Vampire Tactics

A spirit vampire avoids combat unless it has a body it can possess. The creature usually keeps a corpse on hand in case combat finds it. The vampire relies on its claw attack and *spirit touch* until it is hurt, at which point it employs *blood drain* at each opportunity. It rips into a single injured foe, focusing its attacks so it can recharge *blood drain* and potentially gain another body to possess.

Vampire Muse	**Level 10 Elite Controller**
Medium fey humanoid (undead)	XP 1,000

Initiative +9 **Senses** Perception +13; darkvision
HP 210; **Bloodied** 105; see also *indestructible*
AC 26; **Fortitude** 23, **Reflex** 24, **Will** 25
Immune disease, poison; **Resist** 5 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 6; see also *fey leap*
Action Points 1

Muse's Touch (standard; at-will) ✦ **Psychic**
+14 vs. Reflex; 2d6 + 4 psychic damage, and the target is slowed and takes a -2 penalty to Will (save ends both).

Beguiling Eyes (standard; at-will) ✦ **Charm, Gaze, Psychic**
Ranged 20; +14 vs. Will; 2d6 + 4 psychic damage, and the vampire muse makes a secondary attack against the same target. *Secondary Attack:* +13 vs. Will; the target is dominated (save ends). *Aftereffect:* The target falls prone. The vampire muse can dominate only one creature at a time.

Song of Lovers Parted (standard; sustain minor; at-will) ✦ **Charm**
Close burst 10; deafened and dominated creatures are immune; +14 vs. Will; the target is pushed 3 squares and slowed (save ends). When the muse sustains the power, a target slowed by the power is pushed 3 squares.

Fey Leap (move; recharge ⚁ ⚀) ✦ **Teleportation**
The vampire muse teleports up to 10 squares.

Indestructible
When a vampire muse is reduced to 0 hit points, its body and possessions crumble into dust, but it is not destroyed. It reappears (along with its possessions) in 30 days within 1 square of its blood cauldron, unless the blood cauldron is also found and destroyed.

Alignment Unaligned **Languages** Common
Skills Bluff +16, Diplomacy +16, Insight +13, Stealth +14

Str 16 (+8)	**Dex** 18 (+9)	**Wis** 17 (+8)
Con 17 (+8)	**Int** 12 (+6)	**Cha** 23 (+11)

Equipment book of love poems, flask of blood

Vampire Muse Tactics

A vampire muse is evasive in combat, using *fey leap* to maneuver out of dangerous situations and into advantageous positions on the battlefield. A vampire muse is willing to take some risks because it can rely on its *indestructible* quality. A vampire muse begins combat by using *beguiling eyes*. If it successfully dominates a foe, it spends its action point to use *song of lovers parted*, pushing away enemies while using the dominated creature to intercept any unaffected foes.

MAZIN KASSIS

Vampire Lore

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

DC 15: A corpse vampire is a pale, feral-looking undead that appears to be slowly decaying into a horrifying form. The creature is slow unless it is bounding toward prey. Due to corpse vampires' unusual movement habits, halflings call them "pouncing vampires."

DC 20: A corpse vampire is the result when a humanoid cadaver is buried improperly, robbed of its burial possessions, or left in a place polluted by evil energy. The creature has no soul, but it retains memories of life. It can speak in bestial tones and often victimizes its one-time relatives and friends.

A spirit vampire is much like a wraith. It hungers for blood, but it can drink only while possessing a humanoid body. For this reason, it prefers to dwell where it has access to corpses. When it reanimates a body, the form grows claws and fangs. A spirit vampire in possession of a body is easily mistaken for a normal vampire. A spirit vampire often uses its original body as a tool for feeding, even fooling those who it knew in life. Because a spirit vampire can possess other corpses, though, a single spirit vampire can seem to represent dozens of different vampires. Particularly mischievous spirit vampires

torment the living by affecting the behavior of a departed loved one.

A vampire muse has an eladrinlike guise of such stunning beauty that most mortals do not suspect it is undead. Vampire muses hail from the Feywild and are renowned for stimulating creativity in artists. These gifts come at a price, however. While the muse inspires an artist to the heights of creativity, it steals away the artist's blood. An artist working with a vampire muse might achieve renown for epic poems, songs, or paintings, but he or she tends to die soon afterward, a gaunt and hollow-eyed husk.

DC 25: Although it prefers to possess a corpse, a spirit vampire can possess an unconscious humanoid. It is possible to attack the spirit within the body using ranged and melee attacks without harming the subject of the possession. A spirit vampire attacked in this way can be driven out of the host.

Vampire muses are said to truly value the relationship they develop with the mortal they are inspiring. However, they equally value the blood they slowly steal. A vampire muse places this blood in an ornate cauldron in a hidden lair. This blood is the ultimate source of the vampire's power, and it acts like a lich's phylactery, restoring the creature to undeath even after its body has been destroyed. A vampire muse can be permanently eliminated only by finding its blood cauldron and destroying the object.

A Vampire's Resting Place

Corpse vampires and spirit vampires do not rest in coffins and must instead take an extended rest in a dark place, usually under the earth, each day. The creatures usually do this during daylight hours. If a vampire fails to take this rest, it is reduced to half its normal hit points and is weakened until its next extended rest. A vampire is attuned to the den where it rests. The creature can change its den by resting three consecutive times in a new location (during which time it has half its normal hit points and is weakened). After satisfying this requirement, the location becomes the vampire's new den. A corpse vampire can burrow into loose soil, and it prefers to rest in a fresh grave—usually its own. A spirit vampire uses phasing to pass through the ground and locate underground caverns or niches.

Encounter Groups

Corpse vampires and spirit vampires hunt with other undead and nocturnal creatures. Vampire muses are often accompanied by living creatures that serve it in the hope of being chosen as companions.

Level 8 Encounter (XP 1,750)
- 2 corpse vampires (level 8 skirmisher)
- 1 rot scarab swarm (level 8 soldier, *MM* 30)
- 2 zombie hulks (level 8 brute, *MM* 275)

Level 9 Encounter (XP 1,975)
- 2 eladrin fey knights (level 7 soldiers, *MM* 102)
- 5 human lackeys (level 7 minion, *MM* 162)
- 1 vampire muse (level 10 elite controller)

Level 13 Encounter (XP 4,300)
- 1 battle wight commander (level 12 soldier, *MM* 262)
- 2 skeletal tomb guardians (level 10 brute, *MM* 235)
- 2 spirit vampires (level 12 lurker)
- 4 vampire spawn bloodhunters (level 10 minion, *MM* 259)
- 1 viscera devourer (level 12 controller, *MM* 68)

WRAITH

Wraiths hate the living and seek to create more of their kind by killing mortals they encounter. They are joyless beings that dwell in the darkness.

Wisp Wraith **Level 1 Minion**
Medium shadow humanoid (undead) XP 25

Initiative +3 **Senses** Perception +0; darkvision
HP 1; a miss never damages a minion.
AC 13; **Fortitude** 11, **Reflex** 15, **Will** 12
Immune disease, poison; **Resist** 10 necrotic, insubstantial; **Vulnerable** 5 radiant
Speed fly 6 (hover); phasing; see also *shadow glide*

⊕ **Shadow Caress** (standard; at-will) ✦ **Necrotic**
+4 vs. Reflex; 4 necrotic damage, and the target is slowed until the end of the wisp wraith's next turn.

Shadow Glide (move; encounter)
The wisp wraith shifts up to 6 squares.

Alignment Chaotic evil **Languages** Common
Skills Stealth +8

Str 3 (-4)	**Dex** 17 (+3)	**Wis** 10 (+0)
Con 13 (+1)	**Int** 4 (-3)	**Cha** 15 (+2)

Wisp Wraith Tactics

Wisp wraiths crowd opponents, slowing them with *shadow caresses*.

Moon Wraith **Level 7 Soldier**
Medium shadow humanoid (undead) XP 300

Initiative +9 **Senses** Perception +3; darkvision
HP 56; **Bloodied** 28
Regeneration 5 (if a moon wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 21; **Fortitude** 19, **Reflex** 20, **Will** 18
Immune disease, poison; **Resist** 10 necrotic, insubstantial
Speed fly 10 (hover); phasing; see also *crescent arc* and *lunar violation*

⊕ **Lunar Violation** (standard; at-will) ✦ **Necrotic**
The moon wraith shifts up to 2 squares before or after the attack; +12 vs. Fortitude; 2d4 + 6 necrotic damage, and the target is weakened until the end of its next turn.

⚸ **Crescent Arc** (standard; recharge ⚅) ✦ **Necrotic**
The moon wraith shifts up to 10 squares, moving through any creatures' spaces; +12 vs. Fortitude against each enemy whose space it enters; 2d4 + 6 necrotic damage, and the target is dazed (save ends). A wraith can pass through a single creature's space only once when using *crescent arc*. *Miss:* Half damage, and the target is not dazed.

Moon Wrath
When a moon wraith is in moonlight or starlight, its melee attacks deal 1d4 extra necrotic damage, and the weakened condition caused by *lunar violation* is ended by a save.

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

Alignment Chaotic evil **Languages** Common
Skills Stealth +12

Str 8 (+2)	**Dex** 19 (+7)	**Wis** 11 (+3)
Con 16 (+6)	**Int** 8 (+2)	**Cha** 15 (+5)

Moon Wraith Tactics

Moon wraiths use hit-and-run tactics, flying though enemies with *crescent arc* as often as possible. They prefer to fight in moonlight and starlight, in which they are more powerful.

Vortex Wraith **Level 9 Soldier**
Medium shadow humanoid (undead) XP 400

Initiative +11 **Senses** Perception +7; darkvision
Vortex (**Force**) aura 3; any enemy that starts its turn within the aura takes 5 force damage and is pulled 1 square.
HP 67; **Bloodied** 33; see also *final vortex*
Regeneration 5 (if a vortex wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 25; **Fortitude** 21, **Reflex** 23, **Will** 20
Immune disease, poison; **Resist** 10 necrotic, insubstantial
Speed fly 6 (hover); phasing; see also *shadow glide*

⊕ **Spiral Strike** (standard; at-will) ✦ **Force**
+14 vs. Fortitude; 2d6 + 5 force damage, and the target is slowed until the end of the vortex wraith's next turn.

⚸ **Spectral Helix** (standard; encounter) ✦ **Force**
Reach 2; +14 vs. Reflex; 1d6 + 3 force damage, and the target takes ongoing 10 force damage and is immobilized (save ends both). *Hit or Miss:* The vortex wraith shifts up to 1 square but must end adjacent to the target.

Final Vortex (when reduced to 0 hit points) ✦ **Force, Teleportation**
Close burst 5; targets enemies; +14 vs. Reflex; 2d6 + 5 force damage, and the target is teleported up to 5 squares and knocked prone. *Miss:* Half damage, and the target is not teleported or knocked prone.

Shadow Glide (move; encounter)
The vortex wraith shifts up to 6 squares.

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

Alignment Chaotic evil **Languages** Common
Skills Stealth +14

Str 15 (+6)	**Dex** 20 (+9)	**Wis** 6 (+2)
Con 17 (+7)	**Int** 8 (+3)	**Cha** 17 (+7)

Vortex Wraith Tactics

A vortex wraith hovers around multiple prey, trying to catch as many victims in its aura as possible. The creature takes advantage of the slowing effect of its attacks to keep mobile creatures from escaping while its aura draws more victims within reach.

Oblivion Wraith	**Level 14 Brute**
Large shadow humanoid (undead)	XP 1,000

Initiative +13 **Senses** Perception +7; darkvision
Nihil (**Necrotic**) aura 2; any enemy that starts its turn within the aura takes 10 necrotic damage and cannot spend a healing surge until the start of its next turn.
HP 116; **Bloodied** 58; see also *death blast*
Regeneration 10 (if an oblivion wraith takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 26; **Fortitude** 25, **Reflex** 27, **Will** 24
Immune disease, poison; **Resist** 15 necrotic, insubstantial
Speed fly 6 (hover); phasing; see also *shadow glide*

Nihil Strike (standard; at-will) ✦ **Necrotic**
+15 vs. Reflex; 2d8 + 7 necrotic damage, and the oblivion wraith is invisible to the target until the end of the oblivion wraith's next turn.

Obliviate (standard; recharge ⚁ ⚂ ⚃) ✦ **Necrotic**
+15 vs. Reflex; 2d8 + 4 necrotic damage, and the target takes ongoing 15 necrotic damage and a -2 penalty to saving throws (save ends both).

Death Blast (when reduced to 0 hit points) ✦ **Necrotic**
Close blast 3; targets enemies; +15 vs. Fortitude; 2d8 + 7 necrotic damage, and the target loses two healing surges. *Miss:* Half damage, and the target loses a healing surge.

Shadow Glide (move; encounter)
The oblivion wraith shifts up to 6 squares.

Spawn Wraith
Any humanoid killed by an oblivion wraith rises as a free-willed oblivion wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.

Alignment Chaotic evil **Languages** Common
Skills Stealth +18

Str 20 (+12)	**Dex** 23 (+13)	**Wis** 10 (+7)
Con 16 (+10)	**Int** 10 (+7)	**Cha** 18 (+11)

Oblivion Wraith Tactics

Oblivion wraiths move into melee range quickly, catching multiple opponents in their *nihil* aura. A wraith then focuses its attacks on a few potent enemies, effectively blinding them with respect to itself using *nihil strike*. If a target seems particularly threatening, the wraith unleashes *obliviate*.

Wraith Lore

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

DC 15: A wisp wraith is the result of a wraith that failed to form correctly when another wraith used *spawn wraith*.

Moon wraiths are floating, crescent-shaped apparitions that are created when a lycanthrope dies during its transformation. They are strongest under moonlight or starlight.

DC 20: A vortex wraith creates a whirlwind of force that shuffles around objects and creatures. A vortex wraith rises when a person dies in a tornado or storm and the victim's body is never found.

DC 25: An oblivion wraith is a large, shadowy rip in reality that absorbs light and distorts its surroundings.

GORAN JOSIC

WRAITH

It is created when a person dies violently during an important life event, such as a wedding or a coronation.

Encounter Groups

Wraiths pollute their surroundings with necrotic energy, giving rise to other undead.

Level 2 Encounter (XP 575)
- ✦ 4 decrepit skeletons (level 1 minion, *MM* 234)
- ✦ 1 famine hound (level 2 skirmisher, page 158)
- ✦ 4 wisp wraiths (level 1 minion)
- ✦ 2 zombies (level 2 brute, *MM* 274)

Level 8 Encounter (XP 1,800)
- ✦ 1 moon wraith (level 7 skirmisher)
- ✦ 1 pale reaver lord (level 8 elite controller, page 176)
- ✦ 2 vortex wraiths (level 9 soldier)

Level 13 Encounter (XP 4,400)
- ✦ 2 helmed horrors (level 13 soldier, *MM* 155)
- ✦ 4 horde ghouls (level 13 minion, *MM* 118)
- ✦ 2 oblivion wraiths (level 14 brute)

Wrath of Nature

Most people living in cities mean well, but a certain amount of pollution is inevitable. Livestock overgraze, communities log and burn forests, and cities dump waste and alchemical byproducts into the streams. The land is forgiving, but sometimes when an area is so wrought with pollution and death, nature's rage gives rise to a wrath of nature, a mindless embodiment of death.

Calvary Creekrotter

Composed of mud, excrement, rotting vegetation, dead aquatic animals, and toxic liquids, a calvary creekrotter delivers vengeance upon anything it perceives as a threat to nature.

Calvary Creekrotter	**Level 24 Brute**
Huge natural beast (plant, undead, water)	XP 6,050

Initiative +18 **Senses** Perception +19; darkvision, tremorsense 10

Deathwater Aura (**Necrotic**) aura 10; any creature within the aura takes a -10 penalty to Athletics checks to swim. In addition, any creature within the aura that starts its turn in contact with water takes 15 necrotic damage.

HP 270; **Bloodied** 135

AC 36; **Fortitude** 35, **Reflex** 34, **Will** 35

Immune disease, poison; **Resist** 15 necrotic

Speed 6, swim 12

⨁ **Snatch** (standard; at-will)

Reach 3; +27 vs. AC; 3d8 + 9 damage, and the target is grabbed; see also *douse*.

⸸ **Douse** (minor 1/round; at-will) ✦ **Poison**

Targets a creature grabbed by the calvary creekrotter; +25 vs. Fortitude; the target takes ongoing 10 poison damage (save ends).

✧ **Entangling Execration** (standard; encounter)

Close burst 5; +23 vs. Reflex; the target is restrained (save ends). *Miss:* The target is instead immobilized (save ends).

Alignment Unaligned **Languages** –

Str 25 (+19)	**Dex** 22 (+18)	**Wis** 24 (+19)
Con 20 (+17)	**Int** 3 (+8)	**Cha** 20 (+17)

Calvary Creekrotter Tactics

A calvary creekrotter prefers to attack near water, where it can use its swim speed to outmaneuver its opponents. It begins battle by using *entangling execration* to send out tendrils of rotting vegetation and animal corpses to grab hold of its enemies. The creature then employs *snatch* to grab its foes before submerging them in the foul, toxic material of its body using *douse*.

Calvary Creekrotter Lore

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

DC 24: Calvary creekrotters arise as a result of extreme pollution in a river, lake, or part of the ocean. When the land dies away, nature rebels, animating the dead animals and vegetation to visit wrath upon civilization.

DC 29: Druids are loath to see the land polluted, yet most also believe wraths of nature are aberrations that are an unwilling reaction by the land. A calvary creekrotter is not an inherently evil creature, but druids believe it represents a threat to life and must be destroyed.

DC 31: Some evil creatures, including corrupt druids, purposefully defile bodies of water in an attempt to create these monstrosities. They dump vile substances and waste into streams and rivers, killing life and upsetting the natural order.

AMELIA STONER

Cindergrove Spirit

Cindergrove spirits appear when a lush, beautiful landscape is willfully burned to the ground and all trace of life is erased. Out of the ashes arises a single wrathful spirit, an undead amalgamation of the life that once filled the area. This spirit's rage ignites a cloud fire that craves to consume civilization in its flames.

Cindergrove Spirit	**Level 27 Artillery**
Huge natural magical beast (fire, undead)	XP 11,000
Initiative +19	**Senses** Perception +18; darkvision, tremorsense 20
Blazing Inferno (Fire) aura 10; any enemy that starts its turn within the aura takes 10 fire damage.	
HP 249; **Bloodied** 124; see also *conflagration*	
AC 41; **Fortitude** 39, **Reflex** 37, **Will** 37	
Immune disease, fire; **Resist** 15 necrotic	
Speed 8 (forest walk)	
⊕ **Burning Grasp** (standard; at-will) ✦ **Fire**	
Reach 3; +32 vs. AC; 4d6 + 8 damage, and ongoing 10 fire damage (save ends).	
✧ **Final Conflagration** (when reduced to 0 hit points) ✦ **Fire**	
Close burst 20; +28 vs. Reflex; 5d6 + 8 fire damage. *Miss:* Half damage.	
✧ **Fiery Wrath** (standard; at-will) ✦ **Fire**	
Area burst 5 within 10; targets enemies; +29 vs. Fortitude; 4d6 + 8 fire damage, and ongoing 10 fire damage (save ends). *Aftereffect:* The target is weakened (save ends). *Miss:* Half damage, and no ongoing damage or aftereffect.	
Alignment Unaligned	**Languages** –
Str 27 (+21)	**Dex** 22 (+19)	**Wis** 20 (+18)
Con 25 (+20)	**Int** 10 (+13)	**Cha** 22 (+19)

Cindergrove Spirit Tactics

A cindergrove spirit is content to remain distant from the source of its rage, scouring the target with *fiery wrath*. The spirit ignites buildings and people, which it views as sources of destruction. The creature does not fear death, gladly consuming adversaries in its *final conflagration*.

Cindergrove Spirit Lore

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

DC 24: Cindergrove spirits arise at the edge of communities in which the verdant landscape was burned to make way for civilization.

DC 29: Druids are loath to see the land polluted, yet most also believe wraths of nature are aberrations that are an unwilling reaction by the land. A cindergrove spirit is not an inherently evil creature, but druids believe it represents a threat to all life and must be destroyed.

DC 31: Some corrupt creatures purposefully burn natural environments rich with life and beauty in an attempt to create these monstrosities.

Encounter Groups

Wraths of nature are often accompanied by the creatures that willfully created them or by creatures of a similar nature. Thus, cindergrove spirits are joined by members of fire cults and fire creatures, while calvary creekrotters draw monsters of rot, corruption, and slime.

Level 23 Encounter (XP 24,550)
- ✦ 1 bone collector (level 22 elite brute, page 175)
- ✦ 1 calvary creekrotter (level 24 brute)
- ✦ 2 earthwind ravagers (level 23 controller, *MM* 104)

Level 23 Encounter (XP 25,550)
- ✦ 1 calvary creekrotter (level 24 brute)
- ✦ 4 rot harbingers (level 20 soldier, *MM* 223)
- ✦ 2 rot slingers (level 22 artillery, *MM* 223)

Level 24 Encounter (XP 32,350)
- ✦ 1 cindergrove spirit (level 27 artillery)
- ✦ 1 efreet cinderlord (level 23 artillery, *MM* 98)
- ✦ 1 efreet fireblade (level 22 soldier, *MM* 98)
- ✦ 1 efreet flamestrider (level 23 skirmisher, *MM* 99)
- ✦ 1 efreet pyresinger (level 25 controller, *MM* 99)

Level 25 Encounter (XP 37,000)
- ✦ 1 cindergrove spirit (level 27 artillery)
- ✦ 2 efreet karadjins (level 28 soldier, *MM* 100)

Level 25 Encounter (XP 38,100)
- ✦ 2 calvary creekrotters (level 24 brute)
- ✦ 2 earthrage battlebriars (level 28 elite brute, *MM* 28)

FRANCIS TSAI

ZOMBIE

Inexhaustible and unreasoning, zombies are shambling semblances of life. They are heedless of their rotting flesh, and they are of almost unlimited supply, given sufficient necrotic energy. Basic zombies grab and maul an enemy, but some are more carefully designed, having the ability to swim, sneak, exude potent fumes, and rise again time after time.

Drowned One **Level 2 Minion**
Medium natural animate (aquatic, undead) XP 31

Initiative -1 **Senses** Perception +0; darkvision
HP 1; a missed attack never damages a minion.
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison
Speed 4, swim 8

⊕ **Slam** (standard; at-will)
+5 vs. AC; 4 damage.

Alignment Unaligned **Languages** –
Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)
Con 12 (+2) **Int** 3 (-3) **Cha** 7 (-1)

Drowned One Tactics

Drowned ones move much faster in water than on land. They use this ability to their advantage, lurking near water where they can swim up and surprise prey.

Carcass Eater **Level 5 Minion**
Small natural animate (undead) XP 50

Initiative +5 **Senses** Perception +8; darkvision
HP 1; a missed attack never damages a minion.
AC 21; **Fortitude** 19, **Reflex** 17, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, burrow 4

⊕ **Bite** (standard; at-will) ✦ **Necrotic**
+12 vs. AC; 5 necrotic damage.

⚕ **Blood Frenzy** (free, when an adjacent enemy becomes bloodied; at-will) ✦ **Necrotic**
The carcass eater makes a melee basic attack against the triggering creature.

Alignment Unaligned **Languages** –
Str 19 (+6) **Dex** 16 (+5) **Wis** 12 (+3)
Con 14 (+4) **Int** 4 (-1) **Cha** 5 (-1)

Carcass Eater Tactics

These creatures look like canines with ratlike faces. They rely on numbers to overwhelm prey. Multiple carcass eaters surround a foe, gaining flanking and attempting to bloody the enemy so they can enter a *blood frenzy*.

Putrescent Zombie **Level 11 Minion**
Medium natural animate (undead) XP 150

Initiative +3 **Senses** Perception +6; darkvision
HP 1; a missed attack never damages a minion; see also *putrescent explosion*.
AC 25; **Fortitude** 26, **Reflex** 20, **Will** 22
Immune disease, poison
Speed 4

⊕ **Sickening Slam** (standard; at-will)
+16 vs. AC; 7 damage, and the target takes a -2 penalty to all defenses until the end of its next turn.

✧ **Putrescent Explosion** (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 5; +14 vs. Reflex; 7 necrotic damage.

Alignment Unaligned **Languages** –
Str 18 (+9) **Dex** 6 (+3) **Wis** 12 (+6)
Con 21 (+10) **Int** 1 (+0) **Cha** 3 (+1)

Putrescent Zombie Tactics

Like most zombies, a putrescent zombie has few tactics. It shambles forward, bashing and nauseating enemies until an attack causes it to explode with a sickening blast.

Skulk Zombie **Level 3 Skirmisher**
Medium natural animate (undead) XP 150

Initiative +6 **Senses** Perception +7; darkvision
HP 45; **Bloodied** 22
AC 17; **Fortitude** 15, **Reflex** 17, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, climb 6 (spider climb); see also *mobile melee attack*

⊕ **Slam** (standard; at-will)
+8 vs. AC; 1d6 + 5 damage.

⚕ **Mobile Melee Attack** (standard; at-will)
The skulk zombie moves up to half its speed and makes one melee basic attack at any point during that movement. The skulk zombie doesn't provoke opportunity attacks from the target of its attack when moving away from the creature.

Combat Advantage
A skulk zombie deals 2d6 extra damage when it makes a successful melee attack on any target it has combat advantage against.

Alignment Evil **Languages** –
Skills Stealth +9
Str 15 (+3) **Dex** 17 (+4) **Wis** 12 (+2)
Con 13 (+2) **Int** 5 (-2) **Cha** 3 (-3)

Skulk Zombie Tactics

A skulk zombie uses its climbing ability and stealth to sneak up on prey. The creatures often drop down from above enemies, surprising them and gaining the benefit of combat advantage. They then use *mobile melee attack* to assault enemies as they gradually retreat back into the shadows.

ERIC L. WILLIAMS

Corpse Rat Swarm	**Level 4 Soldier**
Medium natural animate (undead, swarm)	XP 175

Initiative +8 **Senses** Perception +8; darkvision
Swarm Attack aura 1; the corpse rat swarm makes a *swarm of teeth* attack as a free action against any enemy that starts its turn within the aura.
HP 53; **Bloodied** 26
AC 20; **Fortitude** 16; **Reflex** 17; **Will** 15
Immune disease, poison; **Resist** half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks
Speed 4, climb 2

Swarm of Teeth (standard; at-will) ✦ **Disease**
+11 vs. AC; 1d6 + 5 damage, and ongoing 3 damage (save ends). *First Failed Saving Throw:* The target contracts filth fever (*MM* 211).

Alignment Unaligned **Languages** –
Str 15 (+4) **Dex** 18 (+6) **Wis** 12 (+3)
Con 13 (+3) **Int** 2 (-2) **Cha** 9 (+1)

Corpse Rat Swarm Tactics

A corpse rat swarm seeks to engulf and devour any potential prey it encounters. Corpse rat swarms typically divide their attention between several foes, causing bleeding, infected wounds throughout enemy ranks.

Dread Zombie	**Level 5 Soldier**
Medium natural animate (undead)	XP 200

Initiative +3 **Senses** Perception +3; darkvision
HP 66; **Bloodied** 33; see also *rise again*
AC 21; **Fortitude** 19, **Reflex** 15, **Will** 16
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant; see also *zombie weakness*
Speed 5

Longsword (standard; at-will) ✦ **Weapon**
+12 vs. AC; 1d8 + 5 damage.

Zombie Grab (standard; at-will)
+10 vs. Reflex; the target is grabbed. Attempts to escape the zombie's grab take a -5 penalty.

Rise Again
If a dread zombie is reduced to 0 hit points by an attack that does not deal fire or radiant damage, the creature is not destroyed. The dread zombie falls prone and appears to be destroyed, but instead, the creature returns with 10 hit points at the beginning of its next turn.

Zombie Weakness
A critical hit scored against a dread zombie reduces the zombie to 0 hit points.

Alignment Unaligned **Languages** –
Str 15 (+4) **Dex** 9 (+1) **Wis** 12 (+3)
Con 18 (+6) **Int** 3 (-2) **Cha** 4 (-1)
Equipment plate armor, heavy shield, longsword

Dread Zombie Myrmidon	**Level 10 Soldier**
Medium natural animate (undead)	XP 500

Initiative +8 **Senses** Perception +12; darkvision
HP 109; **Bloodied** 54; see also *rise again*
AC 26; **Fortitude** 23, **Reflex** 19, **Will** 21
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5

Longsword (standard; at-will) ✦ **Weapon**
+17 vs. AC; 2d8 + 4 damage, and the target is marked until the end of the dread zombie myrmidon's next turn.

Necrotic Weapon (standard; at-will) ✦ **Necrotic, Weapon**
Requires longsword; +17 vs. AC; 2d8 + 4 necrotic damage, and the target is immobilized until the end of the dread zombie myrmidon's next turn. If the target is marked by the dread zombie myrmidon, it is immobilized and dazed until the end of the dread zombie myrmidon's next turn.

Rise Again
If a dread zombie myrmidon is reduced to 0 hit points by an attack that does not deal fire damage or radiant damage, the creature is not destroyed. The dread zombie myrmidon falls prone and appears to be destroyed, but instead, the creature returns with 15 hit points at the start of its next turn.

Alignment Unaligned **Languages** –
Str 18 (+9) **Dex** 12 (+6) **Wis** 15 (+7)
Con 21 (+10) **Int** 5 (+2) **Cha** 6 (+3)
Equipment plate armor, heavy shield, longsword

Strahd's Dread Zombie **Level 16 Minion**
Medium natural animate (undead) XP 350

Initiative +10 **Senses** Perception +16; darkvision, blindsight 10
HP 1; a missed attack never damages a minion; see also *rise again*
AC 30; **Fortitude** 31, **Reflex** 27, **Will** 27
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant
Speed 5

⨁ **Slam** (standard; at-will)
+21 vs. AC; 8 damage.

⨍ **Zombie Smash** (standard; recharge ⚁ ⚂ ⚀)
+21 vs. AC; 8 damage, and the target is knocked prone.

Rise Again
If a Strahd's dread zombie is reduced to 0 hit points by an attack that does not deal fire or radiant damage, the creature is not destroyed. The Strahd's dread zombie falls prone and appears to be destroyed, but instead, the creature returns with 1 hit point at the beginning of its next turn.

Alignment Unaligned **Languages** –
Str 22 (+14) **Dex** 15 (+10) **Wis** 16 (+11)
Con 24 (+15) **Int** 6 (+6) **Cha** 6 (+6)

Dread Zombie Tactics

Dread zombies are enhanced undead imbued with superior fortitude and minimal intelligence. They throw themselves against their enemies with grim relentlessness.

Blood Sea Zombie **Level 7 Brute**
Medium elemental animate (undead, aquatic) XP 300

Initiative +4 **Senses** Perception +9; darkvision
HP 97; **Bloodied** 48; see also *gory death*
AC 19; **Fortitude** 21, **Reflex** 18, **Will** 18
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant; see also *zombie weakness*
Speed 4, swim 8

⨁ **Slam** (standard; at-will)
+10 vs. AC; 2d8 + 5 damage.

⨍ **Zombie Grab** (standard; at-will)
+8 vs. Fortitude; the target is grabbed. Attempts to escape the zombie's grab take a -5 penalty.

⇲ **Gory Death** (when reduced to 0 hit points) ✦ **Necrotic**
Close burst 1; 4d6 + 4 necrotic damage, and the target is blinded (save ends).

Zombie Weakness
A critical hit scored against a blood sea zombie reduces the zombie to 0 hit points.

Alignment Unaligned **Languages** –
Str 20 (+8) **Dex** 13 (+4) **Wis** 13 (+4)
Con 17 (+6) **Int** 1 (-2) **Cha** 3 (-1)

Blood Sea Zombie Tactics

A blood sea zombie seeks to grab a living target and pull it underwater, where the zombie and its companions can pummel the victim as it drowns.

Wrathborn **Level 7 Elite Soldier**
Medium natural humanoid (undead) XP 600

Initiative +7 **Senses** Perception +8; darkvision
HP 150; **Bloodied** 75
Regeneration 5
AC 25; **Fortitude** 23, **Reflex** 21, **Will** 19; see also *survival instinct*
Immune disease, poison, fear; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Saving Throws +2
Speed 5
Action Points 1

⨁ **Longsword** (standard; at-will) ✦ **Weapon**
+14 vs. AC; 2d8 + 2 damage.

⨍ **Vengeful Strike** (standard; at-will) ✦ **Necrotic, Weapon**
Requires longsword; +14 vs. AC; 1d8 + 1 damage plus 5 necrotic damage, and the target is pushed 1 square and knocked prone.

⇲ **Pinning Chains** (standard; recharge ⚁ ⚂ ⚀) ✦ **Necrotic**
Close burst 5; targets enemies; +12 vs. Reflex; 3d8 + 3 necrotic damage. *Hit or Miss:* Each enemy adjacent to the wrathborn is immobilized until the end of the wrathborn's next turn.

Find the Guilty
While a wrathborn and its killer are on the same plane, the wrathborn knows the direction and distance to its killer.

Survival Instinct
A wrathborn gains a +2 bonus to all defenses while bloodied.

Alignment Evil **Languages** Common
Str 20 (+8) **Dex** 14 (+5) **Wis** 11 (+3)
Con 16 (+6) **Int** 12 (+4) **Cha** 10 (+3)
Equipment plate armor, heavy shield, longsword

Wrathborn Tactics

In combat against its killer, a wrathborn focuses on its foe to the exclusion of all else. Otherwise, the wrathborn attacks the greatest threat. A wrathborn uses *pinning chains* early in battle and then employs *vengeful strike* until *pinning chains* recharges.

Zombie Throng **Level 9 Brute**
Huge natural animate (undead, swarm) XP 400

Initiative +2 **Senses** Perception +8; darkvision
Swarm Attack aura 1; the zombie throng makes a *mob of crushing blows* attack as a free action against any enemy that starts its turn within the aura. While the zombie throng is bloodied, it makes a *zombie grab* attack instead.
HP 121; **Bloodied** 60; see also *zombie horde weakness*
AC 21; **Fortitude** 24, **Reflex** 18, **Will** 20
Immune disease, poison, fear; **Resist** 10 necrotic; takes half damage from melee and ranged attacks; **Vulnerable** 5 radiant, 10 against close and area attacks, 20 against critical hits
Speed 4

⨁ **Mob of Crushing Blows** (standard; at-will)
+12 vs. AC; 2d8 + 5 damage.

⨍ **Zombie Grab** (standard; at-will)
+10 vs. Fortitude; the target is grabbed. Attempts to escape the zombie throng's grab take a -5 penalty.

⇲ **Zombie Mass Grab** (standard; recharge ⚀)
Close burst 1; targets enemies; +10 vs. Fortitude; the target is grabbed. Attempts to escape the zombie throng's grab take a -5 penalty.

Alignment Unaligned **Languages** –
Str 18 (+8) **Dex** 6 (+2) **Wis** 8 (+3)
Con 21 (+9) **Int** 1 (-1) **Cha** 3 (+0)

Zombie Throng Tactics

Zombie throngs close in on their enemies quickly and use *zombie grab* and *zombie mass grab* to keep the creatures in place. Creatures unable to move away are pummeled by the throng's aura. If enemies try to escape, the throng relentlessly pursues, even ignoring potential opportunity attacks against it.

Zombie Lore

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

DC 15: Dread zombies are created by powerful necromancers for war. A dread zombie keeps getting back up after it has been "killed." Several varieties of dread zombies exist, but even necromancers think twice before creating them. Only radiant or fire attacks can permanently send a dread zombie to the grave.

Drowned ones are zombies that have been underwater for some time; their bloated and discolored flesh drips with foul water. Drowned ones are usually the animated corpses of humanoids who died at sea.

A skulk zombie's limbs move in an exaggerated manner, sometimes contorting its body in ways no living humanoid could duplicate. Skulk zombies are stealthy, nimble undead that have the ability to climb walls and ceilings without needing handholds. They are rumored to be animated by the will of Vecna, which gives them an abiding hatred for the living.

A carcass eater is a small gore-streaked creature, resembling a cross between an oversized rat and a desiccated wolf. It is the result of a rodent that gorges on the rotting, necrotic flesh of a canine.

Putrescent zombies are created when necrotic energy mixes with abandoned or lost corpses. Also, a necromancer can use a dedicated ritual to create putrescent zombies. The creature has a revolting discharge that it releases upon death.

DC 20: A mass of hundreds of undead rats is called a corpse rat swarm. The bite attacks of a zombie rat swarm infect a creature with the filth fever disease. A corpse rat swarm is created when vast quantities of rats die together and are then infused with necrotic energy.

Blood sea zombies are believed to have been a creation of the demon prince, Demogorgon. Once occupants of only the Abyss, these zombies have spilled over into the world and now lurk in polluted waterways.

A wrathborn is a decaying and ravaged victim of homicide. Wrathborn are undead avengers, returned from the grave to track down and kill their murderers. A wrathborn's eyes, normally sunken and lifeless, blaze with unnatural light when the creature faces its killer. Unlike a true zombie, a wrathborn has a soul. Once the creature has achieved vengeance on its killer, its form crumbles away.

A zombie throng is composed of multiple corpses that cling together in a tightly knit group. The throng consists of the body parts and whole bodies of people killed en masse, often as a result of a disease outbreak.

Encounter Groups

Zombies are often encountered with other undead under the control of a necromancer or an evil cleric.

Level 3 Encounter (XP 750)
- 1 gravehound zombie (level 3 brute, *MM* 274)
- 2 skeletal archers (level 3 artillery, page 180)
- 2 skulk zombies (level 3 skirmisher)

Level 4 Encounter (XP 900)
- 4 carcass eaters (level 5 minion)
- 2 corpse rat swarms (level 4 soldier)
- 2 deathlock wights (level 4 controller, *MM* 262)

Level 5 Encounter (XP 1,125)
- 3 dread zombies (level 5 soldier)
- 2 corruption corpses (level 4 artillery, *MM* 274)
- 1 rotwing zombie (level 4 skirmisher, *MM* 274)

Level 7 Encounter (XP 1,500)
- 2 blazing skeletons (level 5 artillery, *MM* 234)
- 2 shadow hounds (level 6 skirmisher, *MM* 160)
- 1 wrathborn (level 7 elite soldier)

Level 8 Encounter (XP 1,750)
- 2 blood sea zombies (level 7 brute)
- 1 sahuagin priest (level 8 artillery, *MM* 224)
- 2 sodden ghoul wailers (level 9 soldier, page 154)

Level 9 Encounter (XP 2,000)
- 2 death kin skeletons (level 9 lurker, page 181)
- 1 deathpriest of Orcus (level 9 controller, *MM* 210)
- 2 zombie throngs (level 9 brute)

Undead Hall of Infamy

Many of the luminaries that follow need no introduction to veteran players—they've been around so long that it seems as though they're destined to live forever.

Acererak

In a far reach of the world, under a grim, lonely hill, lies a crypt filled with terrible traps and ferocious guardians. Treasures fill the tomb, guarded by the lair's keeper, the demilich Acererak. Having escaped death through lichdom, he houses his intelligence in a bejeweled skull and his soul in a hidden phylactery. Acererak quickly dispatches trespassers, relieving the victims of any magic trinkets or tomes they might have.

Acererak Construct **Level 13 Solo Artillery**
Tiny natural animate (homunculus, undead) XP 4,000

Initiative +9 **Senses** Perception +13; darkvision
Intruding Terror (Fear) aura 2; enemies within the aura take a -2 penalty to attack rolls.
HP 600; **Bloodied** 300; see also *consume soul*
AC 28; **Fortitude** 29, **Reflex** 26, **Will** 25
Immune disease, poison, sleep; **Resist** 10 necrotic, 10 psychic; **Vulnerable** 5 radiant
Saving Throws +5
Speed fly 10 (hover)
Action Points 2

Shadow Ray (standard; at-will) ✦ **Necrotic**
Ranged 20; +18 vs. Reflex; 2d8 + 6 necrotic damage.

Twin Rays (standard; at-will) ✦ Necrotic
The Acererak construct makes two *shadow ray* attacks.

Drain Soul (standard; recharge ⚁ ⚀)
Ranged 5; does not provoke opportunity attacks; +18 vs. Fortitude; the target is dazed and restrained (save ends both). *First Failed Saving Throw:* The target is instead stunned and restrained (save ends both). *Second Failed Saving Throw:* The target dies, and its soul is trapped in one of the Acererak construct's *soul gems* until the construct is destroyed; see also *consume soul* and the "Fate of Drained Souls" sidebar (page 201).

Soul Shriveling Pulse (immediate reaction, when a creature fails a saving throw against *drain soul*; at-will) ✦ **Fear, Necrotic**
Close burst 5; +18 vs. Will; 2d6 + 4 necrotic damage, and the target takes a -2 penalty to saving throws (save ends).

Guard Area
An Acererak construct can use its *drain soul* power against any creature in its guarded area (see the "Guard" sidebar on page 156 of the *Monster Manual*), even if the power hasn't recharged.

Consume Soul (minor; expends a trapped soul; recharge ⚀) ✦ **Healing**
The Acererak construct regains 150 hit points.

Soul Gems
The Acererak construct's four *soul gems* can each hold the soul of one of its victims. At the beginning of an encounter, the *soul gems* contain one soul. Crushing a gem after the construct is defeated releases the soul to the Shadowfell.

Alignment Evil **Languages** –
Str 14 (+8) **Dex** 17 (+9) **Wis** 14 (+8)
Con 18 (+10) **Int** 12 (+7) **Cha** 22 (+12)

Acererak Construct Tactics

If a creature breaches its crypt, the construct unleashes *twin rays*. It uses *drain soul* and *soul shriveling pulse* at each opportunity, positioning itself to target as many creatures as possible. The construct does not fear destruction and fights until eliminated.

Acererak **Level 26 Solo Controller**
Tiny natural animate (undead) XP 45,000

Initiative +20 **Senses** Perception +21; darkvision
Intruding Terror (Fear) aura 5; enemies within the aura take a -2 penalty to attack rolls.
HP 1,000; **Bloodied** 500; see also *consume soul* and *indestructible*
Regeneration 30 (if Acererak takes radiant damage, regeneration doesn't function until the end of its next turn)
AC 44; **Fortitude** 39, **Reflex** 43, **Will** 42
Immune disease, poison, sleep; **Resist** 15 necrotic, 15 psychic
Saving Throws +5
Speed fly 8 (hover)
Action Points 2

Shadow Ray (standard; at-will) ✦ **Necrotic**
Ranged 20; +31 vs. Reflex; 3d8 + 8 necrotic damage.

Shadow Drain (standard; at-will) ✦ **Necrotic**
Acererak makes a *shadow ray* attack and a *drain soul* attack.

Drain Soul (standard; at-will)
Ranged 10; does not provoke opportunity attacks; +31 vs. Fortitude; the target is dazed and restrained (save ends both). *First Failed Saving Throw:* The target is instead stunned and restrained (save ends both). *Second Failed Saving Throw:* The target dies, and its soul is trapped in one of Acererak's soul gems until Acererak is destroyed; see also *consume soul* and the "Fate of Drained Souls" sidebar (page 201).

Azure Eye (minor; at-will) ✦ **Gaze, Necrotic**
Ranged 20; +31 vs. Will; the target takes ongoing 10 psychic damage and is slowed (save ends both).

Prismatic Burst (standard; expends a trapped soul; recharge ⚀) ✦ **Cold, Fire, Lightning, Thunder**
Area burst 3 within 10; +31 vs. Reflex; 3d8 + 8 cold, fire, lightning, and thunder damage, and the target is stunned until the end of Acererak's next turn.

Soul Shriveling Pulse (immediate reaction, when a creature fails a saving throw against *drain soul*; at-will) ✦ **Fear, Necrotic**
Close burst 5; +31 vs. Will; 4d6 + 6 necrotic damage, and the target is immobilized and takes a -2 penalty to saving throws (save ends both).

Consume Soul (minor; expends a trapped soul; recharge ⚀) ✦ **Healing**
Acererak regains 250 hit points.

Soul Gems
Acererak's eight *soul gems* can each hold the soul of one of his victims. At the beginning of an encounter, the *soul gems* contain three souls. Crushing a gem after Acererak is defeated releases the soul to the Shadowfell.

Indestructible (when reduced to 0 hit points)
Acererak's skull (but not the *soul gems*) crumbles to dust, but Acererak is not destroyed. He reappears in 1 day adjacent to his phylactery, unless the phylactery is also found and destroyed.

Alignment Evil **Languages** Common
Skills Arcana +28, History +25, Insight +26
Str 19 (+17) **Dex** 25 (+20) **Wis** 27 (+21)
Con 25 (+20) **Int** 30 (+23) **Cha** 21 (+18)

Acererak Tactics

Acererak takes advantage of his speed to maneuver around the battlefield, attempting to stay out of range of enemies' attacks while bombarding foes. Acererak opens combat with *prismatic burst*, then attacks with *azure eye* and *shadow drain* each round, attempting to keep his foes scattered and immobile. He saves a trapped soul for *consume soul*, even if his *prismatic burst* recharges quickly. As long as Acererak knows that his phylactery is stowed safely away, he does not fear fighting to "the death."

Acererak Lore

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

DC 20: Dozens have tried to plumb the depths of Acererak's tomb, usually with disastrous results. Over time, the so-called Tomb of Horrors has become a point of interest for necromancers because of Acererak's renowned knowledge of necromancy. This interest gave rise to a city near the tomb called Skull City.

DC 22: Acererak is a demilich. The inhabitants of Skull City are obsessed with the power of the dark arts, and they revere the demilich, whom they have named "The Devourer." Idolatry of Acererak has inspired the construction of a massive academy over Acererak's tomb. This school of magic and religion, named the Bleak Academy, harbors cultists who perform ceremonies to garner the attention and favor of Acererak. The inhabitants have left the tomb sacrosanct, though they allow groups of treasure-seeking adventurers to enter, regarding such allowances as offerings to the Devourer.

DC 27: The leaders of the Bleak Academy fear that in spite of their attempts to commune with the demilich, they know only a glimmer of Acererak's true motives. They wonder whether Acererak's skull, which lies within the Tomb of Horrors, is Acererak's true guise.

DC 29: Acererak's skull, which dwells in the mithral vault of the Tomb of Horrors, is a construct created by the demilich. Acererak designed the skull to facilitate an elaborate plot that involves the collection of souls. If the construct is destroyed, the demilich arranges for a new skull. The real demilich resides in the Fortress of Conclusion, a stronghold hidden in the Shadowfell. For centuries, Acererak has plotted a terrible apotheosis to merge his consciousness with undead everywhere. He need only acquire sufficient power and ample souls.

Fate of Drained Souls

When a victim of the *drain soul* attack fails its second saving throw, the victim's soul is trapped in one of the demilich's skull's gems. The soul's former body crumbles into dust at the end of the creature's next turn. If the skull is destroyed, each creature trapped in a gem is targeted by an attack: demilich's level + 5 vs. Will; the soul is destroyed. On a miss, the soul remains intact but is trapped in a gem. If a target's soul remains intact within a gem, then the gem glows with a faint inner light and reveals an image of a tiny figure inside. This gem can be used as part of the Raise Dead ritual, reducing the component cost by half. A target whose soul is destroyed can still be brought back by the Raise Dead ritual.

DAVID SOURWINE

Encounter Groups

Acererak willingly supplements his power with the aid of other creatures, particularly undead. The demilich also places guardians with the Acererak construct.

Level 14 Encounter (XP 5,050)
- 1 Acererak construct (level 13 solo artillery)
- 3 flameskulls (level 8 artillery, *MM* 109)

Level 16 Encounter (XP 6,800)
- 1 Acererak construct (level 13 solo artillery)
- 1 cadaver golem (level 12 elite brute, page 156)
- 2 exalted brains in a jar (level 12 controller, page 140)

Level 27 Encounter (XP 60,300)
- Acererak (level 26 solo controller)
- 8 abyssal ghoul myrmidons (level 23 minion, *MM* 119)
- 1 blackstar knight (level 23 soldier, page 205)

Ctenmiir the Cursed

Ctenmiir is a human vampire cursed to guard the treasures of the wizard Keraptis. He is bound to the spellcaster's will and is kept magically entranced until intruders awaken him with their presence.

Ctenmiir, Human Vampire	**Level 13 Elite Soldier**
Medium natural humanoid (undead)	XP 1,600

Initiative +11 **Senses** Perception +8; darkvision
HP 254; **Bloodied** 127; see also *second wind*
Regeneration 10 (regeneration doesn't function while Ctenmiir is exposed to direct sunlight)
AC 31; **Fortitude** 25, **Reflex** 27, **Will** 25
Immune disease, poison; **Resist** 10 necrotic; see also *mist form*; **Vulnerable** 10 radiant
Saving Throws +2
Speed 7, climb 3 (spider climb); see also *mist form*
Action Points 1

Hammer Strike (standard; at-will) ✦ **Weapon**
Requires *Whelm*; +17 vs. AC; 2d10 + 8 damage (crit 28 + 4d6, or crit 28 + 4d10 against Large or larger creatures)

Thrown Hammer (standard; at-will) ✦ **Weapon**
Requires *Whelm*; ranged 5/10; +17 vs. Reflex; 2d10 + 7 damage (crit 28 + 4d6, or crit 28 + 4d10 against Large or larger creatures)

Double Attack (standard; at-will) ✦ **Weapon**
Requires *Whelm*; Ctenmiir makes a *hammer strike* attack against one target and a *hammer strike* or a *thrown hammer* attack against another target.

Blood Drain (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; +15 vs. Fortitude; 4d12 damage, and the target is weakened (save ends), and Ctenmiir regains 63 hit points and 1 action point.

Thunder Smite (standard; encounter) ✦ **Thunder, Weapon**
Requires *Whelm*; +17 vs. AC; 3d10 + 8 thunder damage (crit 38 + 4d6, or crit 38 + 4d10 against Large or larger creatures), and the target is knocked prone.

Dominating Gaze (minor; recharge ⚅) ✦ **Gaze, Charm**
Ranged 5; +15 vs. Will; the target is dominated and takes a -2 penalty to saving throws against being dominated (save ends both). *Aftereffect:* The target is dazed (save ends). Ctenmiir can have only one creature dominated at a time.

Mist Form (standard; sustain minor; encounter) ✦ **Polymorph**
Ctenmiir becomes insubstantial and gains fly (hover) 12 until the end of his next turn. Ctenmiir cannot attack while in this form and can remain in this state for 1 hour.

Second Wind (standard; encounter) ✦ **Healing**
Ctenmiir spends a healing surge to regain 63 hit points. In addition, he gains a +2 bonus to all defenses until the start of his next turn.

Alignment Unaligned **Languages** Common
Skills Athletics +15, Bluff +11, Intimidate +11, Stealth +14

Str 19 (+10)	**Dex** 16 (+9)	**Wis** 14 (+8)
Con 15 (+8)	**Int** 12 (+7)	**Cha** 11 (+6)

Equipment scale armor, *Whelm*.

Ctenmiir Tactics

Bound to obey his master, Ctenmiir is a stalwart guard. He employs *dominating gaze* when battle begins and uses it at each subsequent opportunity. Once he discovers the most dangerous adversary, he uses *thunder smite* on that creature. Once he has been hurt and spent his action point, he uses *blood drain*. He then focuses his attacks on one or two opponents, attempting to bloody a creature and recharge *blood drain*. He recognizes when a battle is lost and uses *mist form* to retreat.

DERK VENNEMAN

Ctenmiir Lore

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

DC 15: Ctenmiir is a vampire. He has increased physical prowess, powers of domination, and can drain the blood of his foes.

DC 20: Ctenmiir was a paladin who chose to become a vampire in the pursuit of longevity. However, Ctenmiir's immortality became a curse when the wizard Keraptis wrested control of the vampire's will. Ctenmiir now serves as an unwilling guard for some of Keraptis's most valuable treasures.

DC 25: Ctenmiir wields an ancient warhammer known as *Whelm*. *Whelm* is one of several artifacts in the possession of Keraptis.

Encounter Groups

Ctenmiir is sometimes joined in his duties by several of Keraptis's other undead guardians.

Level 14 Encounter (XP 5,200)
- ✦ 2 blaspheme disciples (level 13 artillery, page 135)
- ✦ 2 blaspheme knights (level 14 soldiers, page 136)
- ✦ Ctenmiir, human vampire (level 13 elite soldier)

Whelm

Whelm is appropriate for paragon-level characters.

Whelm	Paragon Level
An anathema to goblins, trolls, and giants, Whelm is a war hammer of noble bearing originally crafted by dwarves. Its spirit is a born hunter, driving its wielder to slay the weapon's enemies.	

Whelm is a +3 *magic warhammer* with the following properties and powers.
Enhancement: Attack rolls and damage rolls
Critical: +3d6 damage, or +3d10 damage against creatures larger than Medium size.
Property: Gain a +2 item bonus to Perception checks.
Property: You can make a ranged basic attack with *Whelm* as if it has the heavy thrown property and a range of 5/10.
Power (At-Will ✦ Weapon): Standard Action. As the paladin's *valiant strike* power (*PH* 92).
Power (Encounter ✦ Thunder, Weapon): Standard Action. As the paladin's *thunder smite* power (*PH* 94).
Power (Daily ✦ Healing, Weapon): Standard Action. As the paladin's *bloodied retribution* power (*PH* 95).

Goals of Whelm

✦ Hunt and slay goblins, trolls, and giants.

Roleplaying Whelm

Whelm communicates empathically with its wielder, expressing a constant desire to hunt. The weapon is terse in expressing its wishes. When the wielder has gone a long time without hunting and ignores *Whelm's* appeals, the weapon might take over, seeking another to take it hunting or flying from the wielder's hand when he or she least expects it. *Whelm* is desperately unhappy serving the joyless Ctenmiir, who, because of his curse, never goes hunting.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner is a dwarf	+2
Owner kills a goblin, troll, or giant (maximum 1/day)	+1
Owner fails to kill a goblin, troll, or giant within 1 week	-1
Owner is a goblin, troll, or giant	-5

Pleased (16–20)

"Through my efforts, a new dawn is rising, bringing a day without goblins, trolls, and giants."

Whelm and the wielder fight in unity against their foes. Each understands the other's desires, and they are of one mind. They have begun a personal war against goblins, trolls, and giants.

Whelm becomes a +4 *magic warhammer*
Critical: +4d6 damage, or +4d10 against creatures larger than Medium size.
Property: Gain a +2 item bonus to initiative checks
Power (Daily ✦ Weapon): Standard Action. As the fighter's *dragon's fangs* power (*PH* 82).

Satisfied (12–15)

"I am the hunter, and they are my prey."

Whelm is content with its wielder but still believes that a better hunter is out there. The weapon accepts the wielder, continuing to express a desire to hunt while also searching for an owner more devoted to its cause.

Property: *Whelm's* bonus to Perception checks becomes +3.
Power (Daily): Standard Action. As the paladin's *turn the tide* power (*PH* 95).

Normal (5–11)

"I sense that I have a great fate with this weapon."

When *Whelm* first comes in contact with the wielder, it expresses a hatred of giants, trolls, and goblins. If the hammer senses that it is well received, *Whelm* encourages the wielder to take steps to accomplish its goal. Otherwise, the weapon looks for a new wielder.

Unsatisfied (1–4)

"Whelm's purpose is too narrow, and I have a greater destiny."

Whelm believes its wielder has little chance of achieving its goals. It actively searches for another wielder and even undermines its owner's activities.

Property: You take a -2 penalty to initiative checks.
Special: You take a -2 penalty to attack rolls against targets that are not goblins, trolls, or giants. This applies whether you are using or even holding *Whelm*.

Angered (Below 1)

"I can no longer abide Whelm's selfish pursuits."

Whelm is fed up with its wielder and seeks any reasonably suited creature to own it. The weapon defies its wielder, thrusting him or her into situations with little hope of success.

Whelm becomes a +2 *magic warhammer*.
Critical +2d6 damage, or +2d10 against creatures larger than Medium size.
Special: You take a -5 penalty to attack rolls against creatures that aren't goblins, trolls, or giants. This applies whether you are using or even holding *Whelm*.

Moving On

"Whelm believes its destiny lies elsewhere, so I surrender the weapon to fate."

Whelm knows it can accomplish nothing more with its current wielder. When the character next gains a level, the weapons disappears. If the weapon is at least satisfied, it leaves behind a +3 *magic warhammer*.

Kas the Betrayer

Long ago, when Vecna was still mortal, Kas was Vecna's most trusted lieutenant. He served Vecna faithfully for centuries, first as an evil human paladin and later as a vampire lord. Over time, Kas came to envy Vecna's power and began plotting against him. In the final ritual of Vecna's apotheosis, Kas struck out, hoping to become a god in Vecna's stead. Kas's attempt to destroy Vecna failed, but he did manage to sever Vecna's hand and cut out one of his eyes in the epic battle. So great was the fight that it destroyed Vecna's tower and flung Vecna and Kas across the planes. Kas's plot failed, though he retains his power.

Kas Tactics

Kas has a twisted sense of honor that compels him to offer the appearance of a fair fight to any creatures he considers equals. He quickly dispatches challengers of obvious inferiority. Kas usually strikes first and without warning, and he attempts to subdue an opponent rather than kill it. He has no reservations about attacking an unarmed opponent, but the creature must have access to a nearby weapon. If a combatant proves a good challenge, Kas transforms the creature into a vampire spawn under his control after he defeats it.

Kas is cunning, having learned much of his craft from Vecna. He prefers to fight opponents in areas of darkness, where he has no risk of losing his regeneration. Kas revels in combat and tries to engage as many opponents as possible. However, even while engaging multiple foes, he retains wisdom and cunning. Kas is confident of his abilities but makes strategic retreats if necessary. In melee, he disengages with an enemy

TOMÁS GIORELLO

Kas the Betrayer **Level 26 Solo Soldier**
Medium natural humanoid, human vampire (undead) XP 45,000

Initiative +20 **Senses** Perception +22; darkvision
HP 1190; **Bloodied** 595; see also *Kas's recovery* and *blood drain*
Regeneration 20 (regeneration doesn't function while Kas is exposed to direct sunlight)
AC 44; **Fortitude** 41, **Reflex** 39, **Will** 41
Immune disease, poison; **Resist** 15 fire, 15 necrotic; **Vulnerable** 10 radiant
Saving Throws +5
Speed 7, climb 3 (spider climb)
Action Points 2

Bastard Sword (standard; at-will) ✦ **Weapon**
+33 vs. AC; 2d10 + 14 damage (crit 34 + 5d6).

Blood Drain (standard; encounter) ✦ **Healing**
Requires combat advantage against the target; +31 vs. Fortitude; 2d12 + 14 damage, and the target is weakened (save ends), and Kas regains 297 hit points.

Terrifying Smite (standard; at-will) ✦ **Fear, Weapon**
Requires bastard sword; +33 vs. AC; 2d10 + 14 damage (crit 34 + 5d6), and the target is pushed 5 squares and immobilized (save ends).

Dominating Gaze (minor; recharge ⚅) ✦ **Charm, Gaze**
Ranged 5; +31 vs. Will; the target is dominated and takes a -2 penalty to saving throws against being dominated (save ends both). *Aftereffect:* The target is dazed (save ends). Kas can have only one creature dominated at a time.

Betrayer's Whirlwind (standard; recharge ⚅) ✦ **Weapon**
Requires bastard sword; close burst 1; +31 vs. AC; 2d10 + 17 damage (crit 37 + 5d6), and the target is blinded (save ends).

Kas's Challenge (minor 1/round; at-will) ✦ **Necrotic**
Close burst 5; targets one enemy; the target is marked until the end of Kas's next turn. If the marked target makes an attack that doesn't include Kas as a target, it takes ongoing 10 necrotic damage (save ends).

Kas's Recovery (free; while Kas is bloodied; recharges when Kas reduces an enemy to 0 hit points or fewer) ✦ **Healing**
Kas spends a healing surge to regain 297 hit points and end all adverse effects currently affecting him.

Mist Form (standard; sustain minor; encounter) ✦ **Polymorph**
The Kas becomes insubstantial and gains fly (hover) 12 until the end of his next turn. Kas cannot attack while in this form and can sustain this form for up to 1 hour.

Alignment Evil **Languages** Common
Skills Arcana +25, Insight +22, Intimidate +27, Religion +25, Stealth +21

Str 26 (+21)	**Dex** 20 (+18)	**Wis** 19 (+17)
Con 22 (+19)	**Int** 24 (+20)	**Cha** 28 (+22)

Equipment *+5 black iron plate armor, +5 lifedrinker bastard sword*

only long enough to use *dominating gaze*, which he targets on the opponent most skilled in melee.

Kas Lore

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

DC 25: Kas is one of the most powerful humanoids who is not a deity. He is a powerful vampire lord and is rumored to have defeated several lesser deities and primordials. He commands armies of living and undead followers, and is worshiped and revered by vampires and debased mortals.

DC 30: Kas is known also as Kas the Betrayer and is the sworn enemy of Vecna. He was originally Vecna's trusted lieutenant, but he betrayed Vecna in an effort to become a god in Vecna's stead. Kas severed Vecna's hand and eye, and though both survived the battle, each now seeks the other's destruction. Kas was once an evil paladin, and he still values some knightly principles. He is exceptionally proud and never forgets or forgives insults to him or his honor.

Two artifacts are associated with Kas, the *Sword of Kas* and the *Silver Mask of Kas* (both described in Chapter 2). These items are no longer in his possession and now filter through the planes, corrupting those who are unfortunate enough to find them.

DC 35: Kas regularly travels the planes, but he has two primary bases of operation. He commands a kingdom in the Shadowfell, where vampires rule over the living. Kas spends little time there, but he ensures that his vampire lords rule with an iron fist. This kingdom is tolerated by the Raven Queen, whom Kas has appeased by the sharing of information regarding Orcus and Vecna. Kas also spends time in a hidden dominion within the Astral Sea. The dominion is a realm of near total darkness with structures made from finely polished obsidian. Within this realm, the lakes and rivers flow with blood. Some of the prisoners from Kas's kingdom within the Shadowfell are brought to the dominion as food for Kas and his allies who dwell there.

Blackstar Knight

Blackstar knights are undead spirits housed in vessels of animate black stone. Each knight serves Kas unswervingly, though stories of similar beings under the control of other creatures have begun to surface.

Blackstar Knight	**Level 23 Soldier**
Medium shadow animate (construct, undead)	XP 5,100
Initiative +21	**Senses** Perception +19; darkvision
HP 212; **Bloodied** 106; see also *soldier's duty*	
AC 40; **Fortitude** 35, **Reflex** 35, **Will** 35	
Immune disease, poison, sleep; **Resist** 15 necrotic; **Vulnerable** 15 radiant	
Speed 7	
ⓘ **Greatsword** (standard; at-will) ✦ **Weapon**	
+28 vs. AC; 2d10 + 9 damage, and the target is marked until the end of the blackstar knight's next turn; see also *deathsword*.	
⸸ **Deathsword** (standard; at-will) ✦ **Necrotic, Weapon**	
Requires greatsword; targets a creature marked by the blackstar knight; +28 vs. AC; 3d10 + 9 damage, and ongoing 10 necrotic damage (save ends)	
⇲ **Soldier's Duty** (when reduced to 0 hit points)	
Close burst 2; targets undead allies; the target gains 25 temporary hit points.	
No Escape (move; at-will) ✦ **Teleportation**	
The blackstar knight teleports up to 10 squares, ending the move in a square adjacent to a creature marked by the blackstar knight.	
Alignment Evil	**Languages** Common, Primordial
Str 27 (+19)	**Dex** 26 (+19)	**Wis** 26 (+19)
Con 20 (+16)	**Int** 10 (+11)	**Cha** 9 (+10)
Equipment greatsword	

Blackstar Knight Tactics

A blackstar knight usually fights alongside its allies, beginning combat by marking a foe. The blackstar knight then uses *deathsword* and *no escape* to hound the marked enemy.

Blackstar Knight Lore

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

DC 30: These blank-faced stone warriors house souls bound to their rocky forms. The ritual for creating them remains a deeply guarded secret, and possibly one that Kas no longer controls. The presence of blackstar knights and similar beings in the service of other masters aside from Kas supports the possibility that Kas's defenses have been compromised and his secrets revealed.

Encounter Groups

Kas is usually encountered alone, but he sometimes permits the company of powerful undead servitors.

Level 28 Encounter (XP 69,200)

- ✦ 2 blackstar knights (level 23 soldier)
- ✦ 1 death knight, dragonborn paladin (level 25 elite soldier, *MM* 51)
- ✦ Kas the Betrayer (level 26 solo soldier)

Kyuss

The elder entity Kyuss is known as the Bonemaster, Spawner of Corruption, and Lord Betrayer. Kyuss began as a mortal and attained such power and stature that he has become a legendary being. He leveraged his way to a corrupt apotheosis through powerful rituals and a series of deadly betrayals. Kyuss dwells in a dark corner of the Underdark, plotting to expand his influence into the rest of the world and other planes of existence.

Kyuss	**Level 31 Solo Controller**
Huge natural magical beast (undead)	XP 115,000

Initiative +18 **Senses** Perception +29; darkvision

Visions of Worms (**Fear, Psychic**) aura 5; any enemy that starts its turn within the aura takes 20 psychic damage, and is slowed until the start of its next turn.

HP 1,425; **Bloodied** 712

AC 46; **Fortitude** 46, **Reflex** 41, **Will** 47

Immune disease, poison; **Resist** 15 necrotic, half damage from melee and ranged attack; **Vulnerable** 10 radiant, 10 against close and area attacks

Saving Throws +5

Speed 6; see also *squeezing swarm*

Action Points 2

Corrupting Touch (standard; at-will) ✦ **Necrotic**
Reach 3; +34 vs. Fortitude; 4d8 + 7 necrotic damage. *Miss:* Half damage.

Mind Worm (standard; encounter) ✦ **Charm, Psychic**
Ranged 20; +34 vs. Will; 2d10 + 8 psychic damage. In addition, during the target's next turn, Kyuss determines what actions the creature takes and how the target uses those actions.

Ray of Cold Death (standard; at-will) ✦ **Cold, Necrotic**
Ranged 20; +34 vs. Reflex; 4d8 + 8 cold and necrotic damage, and the target is slowed and weakened (save ends both).

/ **Squirming Assault** (standard; at-will)
Kyuss makes up to five attacks using *corrupting touch* and *ray of cold death*.

Eye of Kyuss (minor; recharge) ✦ **Fear, Gaze, Psychic**
Close burst 10; targets one enemy; +34 vs. Will; the target is stunned until the end of Kyuss's next turn. If the target is in Kyuss's *visions of worms* aura, it also takes 2d10 + 5 psychic damage.

Kyuss's Fearful Hold (standard; daily) ✦ **Fear, Psychic**
Close burst 10; targets enemies; +34 vs. Will; 2d10 + 9 damage, and the target is stunned (save ends). *Miss:* Half damage, and the target is instead dazed (save ends).

Arcane Recall (minor; encounter)
Kyuss recharges *Kyuss's fearful hold* or *mind worm*.

Spawn Larva
A humanoid killed by Kyuss rises as a wormspawn praetorian at the start of Kyuss's next turn.

Squeezing Swarm
By altering his shape, Kyuss can squeeze as if he were a Tiny creature.

Alignment Evil **Languages** Common, Deep Speech

Skills Arcana +25, Dungeoneering +29, Religion +25

Str 18 (+19)	**Dex** 16 (+18)	**Wis** 29 (+24)
Con 29 (+24)	**Int** 21 (+20)	**Cha** 24 (+22)

Kyuss Tactics

Kyuss deigns to enter combat only when it suits him. When attacked unexpectedly, he halts enemies with the *visions of worms* aura and *Kyuss's fearful hold* before retreating through a nearby crack using *squeezing swarm*. If Kyuss is prepared for a fight, he uses *squirming assault* regularly while waiting for the perfect opportunity to unleash *Kyuss's fearful hold*. Early in battle, Kyuss uses *mind worm* to force an opponent to attack its allies with its most potent attack. Kyuss utilizes *eye of Kyuss* each time it recharges, and he retreats if a battle turns against him.

Kyuss Lore

A character knows the following information with a History check.

DC 25: Kyuss is attended by a host of putrescent creatures that he created. Kyuss was among the first of the larva mages, and now, larva creatures know and revere him. These larva creatures often serve him as warriors and assassins.

Kyuss's schemes evoke his affinity for corruption. His operatives subvert organizations and even create false cults to further his schemes. Sometimes societies tear themselves apart under Kyuss's corrupting influence.

DC 30: Kyuss dwells in a deep corner of the Underdark, lounging on a throne made from the bones of the enormous creatures he has consumed. He sometimes writes messages on scrolls, which his servants distribute throughout the world. It is said that the minds of any who read these messages are infiltrated by psychic worms that bring the reader under Kyuss's influence.

DC 35: Kyuss was born a mortal in a city where evil walked freely, and where sacrifices were made nightly to honor dark gods. The boundaries between life and death were blurred in this place, and the living and unliving mingled freely. As the seventh of seven children, Kyuss was despised and brutalized by his family. They called him "the worm," and Kyuss fed on their contempt, turning it into dark resolve.

Gradually and imperceptibly, Kyuss drove the members of his family to self-destruction. When all were dead, he took on the identity of a cleric serving the Raven Queen. Aided by alliances with undead ecclesiasts and an instinct for betrayal, he rose through the temple hierarchy, eventually becoming a high priest who attracted followers from far and wide. When his congregation was bloated with followers, Kyuss performed a great ritual that he promised would bring power over neighboring realms. Instead, the ritual slew them all, rotting the flesh from their bones. Kyuss, too, was consumed, but days later, as the maggots and insects fed on the rotting bodies, they came together to form a writhing larva mage—Kyuss's new form.

Kyuss's ultimate objective is the prophesied Age of Worms. One day he plans to send a massive army of larva undead and Underdark creatures to consume the world.

Wormspawn Praetorian

Ponderous warriors crafted from the cast-off maggots and vermin of Kyuss and similar large larva creatures, wormspawn praetorians fight with unflinching devotion to their creator. Armored in an ever-shifting carapace of gleaming chitin fragments, a wormspawn praetorian lashes out at foes with enormous, clacking mandibles.

Wormspawn Praetorian	**Level 28 Brute**
Large natural magical beast (undead)	XP 13,000

Initiative +24 **Senses** Perception +22; darkvision
HP 317; **Bloodied** 158; see also *swarm split*
AC 40; **Fortitude** 40, **Reflex** 42, **Will** 40
Immune disease, poison; **Resist** 10 necrotic, half damage from melee and ranged attacks; **Vulnerable** 10 radiant; 10 against close and area attacks.
Speed 6; see also *swarm-through* and *squeezing swarm*

⊕ **Clacking Mandible** (standard; at-will)
+31 vs. AC; 4d8 + 4 damage.

↓ **Swarm-Through** (move; recharge ⁞⁞) ✦ **Poison**
The wormspawn praetorian shifts up to 5 squares and can move through enemies' spaces when doing so. When it enters an enemy's space, it makes an attack: +31 vs. AC; 3d12 + 4 poison damage. The wormspawn praetorian can make no more than one attack against a single creature when using this power.

Swarm Split (when first bloodied; encounter)
The wormspawn praetorian splits into two Large individuals, the second one occupying a space adjacent to the original creature. Each of the two creatures has hit points equal to one-half the original's current hit points. Both creatures act on the original creature's initiative count. Effects applied to the original wormspawn praetorian do not apply to either of the individuals after the split occurs. A wormspawn praetorian can't split if reduced to 0 hit points by the attack that bloodied it.

If out of combat for 5 minutes, the two halves combine back into one wormspawn praetorian, which has hit points equal to the combined value of the two halves.

Squeezing Swarm
By altering its shape, a wormspawn praetorian can squeeze as if it were a Tiny creature.

Alignment Evil **Languages** Common

Str 27 (+22)	**Dex** 30 (+24)	**Wis** 26 (+22)
Con 27 (+22)	**Int** 23 (+20)	**Cha** 23 (+20)

Wormspawn Praetorian Tactics

In combat, the wormspawn praetorian engages the nearest available target. It uses *swarm-through* as often as possible, shifting into advantageous attacking positions. Until first bloodied, the praetorian makes no great effort to move out of positions that allow enemies to damage or flank it. After it splits, the new praetorians adopt more conventional defensive tactics.

MARK BEHM

KYUSS

Wormspawn Praetorian Lore

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

DC 25: Wormspawn praetorians typically serve Kyuss, the Spawner of Corruption, but they are also found in the service of other powerful undead and Underdark creatures.

Encounter Groups

Kyuss usually keeps undead and larval creatures in close proximity. He has no reservations about leaving such servitors to face opponents alone, however.

Level 29 Encounter (XP 77,000)
- ✦ 1 demilich (level 26 solo controller, page 164)
- ✦ 1 dread wraith (level 25 lurker, *MM* 267)
- ✦ 4 lich vestiges (level 26 minion, *MM* 176)
- ✦ 2 wormspawn praetorians (level 28 brute)

Level 32 Encounter (XP 127,000)
- ✦ 2 atropals (level 28 brutes, *MM* 11)
- ✦ 1 runescribed dracolich (level 29 solo controller, *MM* 73)
- ✦ 2 wormspawn praetorians (level 28 brute)

Level 33 Encounter (XP 167,000)
- ✦ Kyuss (level 31 solo controller)
- ✦ 4 wormspawn praetorians (level 28 brute)

Osterneth, the Bronze Lich

Known as the Supreme Seed of Darkness and the Heart of the Whispered One, Osterneth is Vecna's mightiest servant. Osterneth is tasked with subverting governments, corrupting good people, and spearheading Vecna's takeover of the world.

In public, Osterneth appears as a seductive, aristocratic human female in her late twenties with dark hair and bronze skin. Her look of demure gentility is emphasized by a rich wardrobe and a charming smile that melts men's hearts. Claiming nobility from a distant land, Osterneth uses her guile and charisma to gain favor among the scions of high society. With their interest peaked, the Heart of the Whispered One then seduces the world's greatest leaders, bringing them willingly into the worship of Vecna.

In actuality, Osterneth is an ancient lich from a kingdom lost to memory; her true form is a fleshless skeleton of bronzed bones inlaid with soul gems. Within the empty cavity of her chest pulses the heart of Vecna, a shriveled relic preserved from the desiccated remains of Vecna's original body. The eyes of Osterneth's naked skull blaze with a prismatic radiance that creates a powerful glamour effect, hiding her true appearance from all but her most trusted servants.

Osterneth Tactics

In combat, Osterneth is aggressive, domineering, and fearless. After sending in her allies, she employs *luring glare* to draw an enemy toward her so she can use *trap the soul* to take the victim out of combat. Osterneth then spends an action point to use *withering domination* on another adversary. She maintains her illusory form in combat, though an opponent might be entitled to Insight checks after she utilizes some of her necrotic powers.

While bloodied, Osterneth uses *consume soul* to regain hit points. She does not flee unless the battle looks lost and she has exhausted her cache of souls.

Osterneth Lore

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

DC 25: Osterneth is a beautiful, charming noblewoman educated in the arcane arts. She rarely speaks of her past, but claims descent from a distant family of aristocrats in a far-off kingdom.

DC 30: Osterneth is very evasive when pressed for details of her past. A veil of mystery surrounds her, and some suspect she is more than she appears.

Secret Lore

The following information is lore that Osterneth works hard to keep concealed. As DM, you can make this available with a difficult History check or can provide the information as part of an adventure in which Osterneth is a villain. Rewarding the players with clandestine information can be as satisfying as treasure in the right circumstances.

Osterneth grew up as a child of nobility in a kingdom that has long since been forgotten. When she reached maturity, she was married off to the king of an allied nation in a marriage of convenience.

Osterneth's new husband was heavy handed and cruel, and she suffered quietly through his beatings and humiliations. Unknown to her husband, though, Osterneth acquired skill with arcane magic under the tutelage of the king's covetous brother.

Beautiful and charismatic, Osterneth quickly mastered court politics, bringing many young nobles into her fold. Her laughter was infectious and her smile charming. Everyone delighted in her presence except the king, who became increasingly callous and ill-tempered.

When possible, Osterneth escaped court intrigues by slipping out of the castle to masquerade as an adventurer of mediocre arcane talent. She enjoyed these fanciful outings until one day she and her companions stumbled upon a den of cultists dedicated to the worship of Vecna, who was then still a new god. Osterneth watched in horror as her companions were brutally murdered. She was kept as a prisoner of the cult for months until inexplicably set free by her captors.

Within weeks of returning to her husband, the king grew ill and died. Members of the court whispered that the king had been poisoned, but such rumors were squelched when the rumormongers went missing.

Osterneth was crowned queen, and at first was a benevolent but aloof ruler. As she became increasingly distracted by her study of eldritch rituals and arcane relics, she withdrew from the public eye. With each passing year, she deferred more of her duties to the lords and ladies of the kingdom.

So absorbed was Osterneth in magical research that she didn't notice the mounting aggression from her nation of origin. The war with her homeland raged for three years until Osterneth's capital city was taken and her forces were defeated.

Osterneth had a surprise for the invaders, though. In her quest for eldritch might, the queen had tracked down and slain the leader of the cult that had captured her. From the fallen cultist she claimed the Heart of Vecna, a powerful relic that granted everlasting life. Through a secret ritual, she placed the heart inside her chest cavity, and, with its power, became a powerful lich in the service of Vecna. With this newfound power, she obliterated her enemies by raising legions of the dead to oust the would-be conquerors.

Osterneth, the Bronze Lich	**Level 29 Solo Controller**
Medium natural humanoid (undead), human	XP 75,000

Initiative +22 **Senses** Perception +26; darkvision, truesight 10

Necrodeath Aura (**Necrotic**) aura 5; any living enemy that enters or starts its turn within the aura takes 20 necrotic damage.

HP 993; **Bloodied** 496; see also *indestructible*

Regeneration 20 (if Osterneth takes radiant damage, regeneration doesn't function until the end of her next turn)

AC 45; **Fortitude** 39, **Reflex** 44, **Will** 44

Immune disease, poison; **Resist** 10 cold, 10 lightning, 15 necrotic, 10 psychic

Saving Throws +5

Speed 6, fly 10 (hover)

Action Points 2

Touch of Death (standard; at-will) ✦ **Necrotic**
+34 vs. AC; the target gains ongoing 15 necrotic damage (save ends).

Shadow Ray (standard; at-will) ✦ **Necrotic**
Ranged 20; +32 vs. Reflex; 3d8 + 7 necrotic damage.

Trap the Soul (standard; at-will) ✦ **Necrotic**
Ranged 20; +32 vs. Fortitude; the target is stunned (save ends). *First Failed Saving Throw:* The target loses 1d4 healing surges and is stunned (save ends both). *Second Failed Saving Throw:* The target dies and its soul is trapped within one of Osterneth's soul gems. Osterneth can have up to six souls trapped in her soul gems at any time. A body made soulless by this attack is reduced to dust.

Void Lightning (standard; at-will) ✦ **Necrotic, Lightning**
Ranged 20; +32 vs. Reflex, 3d8 + 7 necrotic and lightning damage, and the target is dazed (save ends), and Osterneth makes a secondary attack. *Miss:* Half damage, and the target is not dazed. *Secondary Targets:* Two creatures within 5 squares of the primary target. *Secondary Attack:* +28 vs. Reflex each; 2d8 + 7 necrotic and lightning damage each.

Withering Domination (minor; recharge ⚁ ⚀) ✦ **Charm, Necrotic**
Ranged 5; +32 vs. Will; the target is dominated and takes ongoing 10 necrotic damage (save ends both). *Aftereffect:* The target is dazed (save ends).

Luring Glare (minor 1/round; at-will) ✦ **Charm**
Close burst 10; targets one creature; +32 vs. Will; the target is pulled 4 squares.

Consume Soul (minor; expends a trapped soul; recharge ⚁ ⚀) ✦ **Healing**
Osterneth regains 100 hit points.

Greater Illusionary Form (minor; at-will) ✦ **Illusion**
Osterneth can alter her physical form to take on the appearance and smell of any Medium humanoid, including a unique individual (see "Change Shape," *MM* 280). A successful Insight check (opposed by Osterneth's Bluff check) pierces the illusion.

Soul Gems
The *soul gems* contain the spirits of Osterneth's victims. At the beginning of an encounter, the *soul gems* contain three souls. Crushing a gem after Osterneth is defeated releases the soul to the Shadowfell.

Indestructible (when reduced to 0 hit points)
Osterneth crumbles to dust, but she is not destroyed unless her phylactery is found and also destroyed. She reappears in one day adjacent to her phylactery.

Alignment Evil **Languages** Common, Supernal

Skills Bluff +28, Intimidate +28, Religion +29, Stealth +27, Thievery +27

Str 21 (+19)	**Dex** 26 (+22)	**Wis** 24 (+21)
Con 25 (+21)	**Int** 31 (+24)	**Cha** 28 (+23)

DC 35: Osterneth's interest in magic is focused on the necromantic arts, though she feigns only mild interest. The disappearances of several people close to her has led to suspicion. Some claim she is involved in a cult of some kind.

Encounter Groups

Osterneth usually keeps undead and followers of Vecna in close proximity. She often employs creatures that excel at subterfuge.

Level 30 Encounter (XP 88,400)
- ✦ 1 aspect of Vecna (level 25 elite controller, page 213)
- ✦ Osterneth, the bronze lich (level 29 solo controller)
- ✦ 8 undead Vecna cultists (level 21 minion, page 214)

Level 30 Encounter (XP 91,600)
- ✦ 2 larva mages (level 21 elite artillery, *MM* 175)
- ✦ 2 larva war masters (level 23 elite brute, page 161)
- ✦ Osterneth, the bronze lich (level 29 solo controller)

Level 30 Encounter (XP 105,100)
- ✦ 2 great flameskulls (level 24 artillery, *MM* 109)
- ✦ 8 lich vestiges (level 26 minion, *MM* 176)
- ✦ Osterneth, the bronze lich (level 29 solo controller)

AMANDA SARTOR

STRAHD VON ZAROVICH

STRAHD CALLS HIMSELF THE "FIRST VAMPIRE," but the claim is likely untrue, given the diffusion of vampires across the world. However, he might have been the first vampire in Barovia, the land he rules with an iron fist. His repressed subjects refer to him in whispers as "Bloody Strahd" or "the devil Strahd," though few know the truth of his vampiric nature.

Count Strahd von Zarovich **Level 20 Solo Skirmisher**
Medium natural humanoid (shapechanger, undead) XP 14,000

Initiative +17 **Senses** Perception +18; darkvision, blindsight 10
HP 930; **Bloodied** 465; see also *second wind* and *indestructible*
Regeneration 10 (regeneration doesn't function while Strahd is exposed to direct sunlight)
AC 36; **Fortitude** 33, **Reflex** 34, **Will** 35
Immune disease, poison; **Resist** 15 necrotic; see also *mist form;* **Vulnerable** 10 radiant
Saving Throws +5
Speed 6, climb 4 (spider climb); see also *animal form, crippling strike,* and *mist form*
Action Points 2

Crippling Strike (standard; at-will) ✦ **Necrotic**
+23 vs. Fortitude; 3d10 + 5 necrotic damage, and the target is slowed until the end of Strahd's next turn. *Hit or Miss:* Strahd shifts up to 2 squares.

Blood Drain (standard; at-will) ✦ **Healing**
Requires combat advantage against the target; +23 vs. Fortitude; 3d10 + 5 damage, and the target is weakened (save ends), and Strahd regains 20 hit points.

Dominating Gaze (minor; at-will) ✦ **Charm, Gaze**
Ranged 5; +23 vs. Will; the target is dominated and takes a -2 penalty to saving throws against being dominated (save ends both). *Aftereffect:* The target is dazed and takes ongoing 10 psychic damage (save ends both). Strahd can have only one creature dominated at a time.

Strahd's Choking Fog (standard; sustain minor or move; encounter) ✦ **Poison, Zone**
Area burst 5 within 10; the burst creates a zone of poisonous vapors that lasts until the end of Strahd's next turn. A creature that enters the zone or that starts its turn in the zone takes 1d10 + 5 poison damage, and ongoing 5 poison damage (save ends). *Sustain Minor:* The zone persists. *Sustain Move:* The zone persists, and Strahd can move it up to 5 squares.

Animal Form (minor; at-will) ✦ **Polymorph**
Strahd transforms into a swarm of bats or a black wolf. He cannot use *crippling strike* or *choking fog*, though he gains new powers and statistics in addition to those he regularly has. Strahd can revert to his normal form as a minor action.

Mist Form (standard; sustain minor; encounter) ✦ **Polymorph**
All conditions affecting Strahd end, and he becomes insubstantial and gains fly (hover) 12 until the end of his next turn. Strahd cannot attack while in this form.

Scent of Blood
Strahd gains combat advantage against living, bloodied foes.

Second Wind (standard; encounter) ✦ **Healing**
Strahd spends a healing surge and regains 232 hit points. Strahd gains a +2 bonus to all defenses until the start of his next turn.

Indestructible (when reduced to 0 hit points)
Strahd's *mist form* power recharges, and he uses it immediately. Strahd does not die, but he must reach his coffin within 2 hours or be destroyed.

Alignment Evil **Languages** Common, Supernal
Skills, Bluff +23, Insight +18, Intimidate +23, Stealth +20

Str 18 (+14)	**Dex** 20 (+15)	**Wis** 17 (+13)
Con 18 (+14)	**Int** 23 (+16)	**Cha** 26 (+18)

Strahd gains the following statistics and powers when he assumes the corresponding animal form.

Strahd's Wolf Form
Speed 8

Savage Bite (standard; at-will)
+26 vs AC; 2d12 + 8 damage, and the target is knocked prone.

Combat Advantage
Strahd gains combat advantage against a target that has one or more of Strahd's allies adjacent to it. If Strahd has combat advantage against the target, the target is also knocked prone on a hit.

Strahd's Swarm of Bats Form
Swarm Attack aura 1; Strahd makes a *swarm of vampiric teeth* attack as a free action against any enemy that starts its turn within the aura.
Resist half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks

Swarm of Vampiric Teeth (standard; at-will) ✦ **Necrotic**
+26 vs AC; 2d6 + 8 necrotic damage, and the target is weakened until the end of Strahd's next turn.

STRAHD'S TACTICS

Over four hundred years as a vampire have taught Strahd the value of patience. Today, he is more cold and calculating than he once was. Strahd supplemented his martial skills with a study of the necromantic arts. With his vampiric abilities and access to a vast library of spells and rituals, Strahd is a formidable opponent.

In combat, Strahd uses *dominating gaze*, *blood drain*, and *crippling strike* while he looks for a good opportunity to unleash *Strahd's choking fog*. As combat unfolds, Strahd develops strategies to incapacitate the characters most dangerous to him, such as those wielding radiant attacks or who can immobilize him. He attempts to delay or harass PCs by sending his allies to engage them. He can summon these allies with a mental command, and he usually has at least

THE ORIGINS OF STRAHD

Count Strahd von Zarovich is a signature villain in the highly popular ADVANCED DUNGEONS & DRAGONS adventure, *I6 Ravenloft* and its sequel *I10 Ravenloft II: The House on Gryphon Hill*. In years subsequent to the modules' publication, Strahd and his world were explored in novels and a campaign setting called RAVENLOFT. Strahd was named as one of the greatest villains in D&D history in DRAGON MAGAZINE #360.

a few creature available. Strahd uses *second wind* once he becomes bloodied, and he employs his *animal form* only if it offers a new advantage. Strahd is aware when a fight turns against him or when he has lost the advantage, and he usually has a contingency plan.

Encounter Groups

Strahd almost always has a few allies on hand, and he gladly sends them at foes if it benefits him.

Level 22 Encounter (XP 19,800)
- Count Strahd von Zarovich (level 20 solo skirmisher)
- 12 Strahd's dread zombies (level 16 minion, page 198)
- 1 tombstone golem (level 17 elite soldier, page 156)

Level 22 Encounter (XP 19,800)
- Count Strahd von Zarovich (level 20 solo skirmisher)
- 2 death knight, human fighters (level 18 soldier, *MM* 50)
- 2 slaughter wights (level 18 brute, *MM* 263)
- 8 Strahd's dread zombies (level 16 minion, page 198)

Strahd Lore

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

DC 22: Before coming to rule Barovia, Strahd von Zarovich was a ruthless warlord who led great armies to war. Discontent to lead from behind his troops, Lord Strahd often charged into combat alongside his soldiers. For twenty-seven years Strahd warred against the savage and barbaric Tergs, leading his troops with a combination of bravery, tactical genius, and unrivaled charisma. Years of service took their toll, however, and by the time he reached middle age, Strahd came to believe that he had squandered his life and his youth. In this brooding mood, he claimed an enemy stronghold as his residence and renamed it Castle Ravenloft in memory of his mother, Ravenia. From this position of power and security, he called for his brother Sergei to join him in the castle.

A year later, Ba'al Verzi assassins made an attempt on the Count's life. They failed, however, and their masters were never exposed. A few years afterward, tragedy struck at the wedding of Strahd's brother, who was murdered along with his bride and all the wedding guests. Strahd was shot down by traitorous castle guards. According to legend, the monstrosity of this event cast the land of Barovia into an accursed shadow from which it has never escaped.

Today, Barovia is ruled by Count Strahd von Zarovich XI, the most recent heir to both the title and the name in a long and tyrannical rule.

ANGGA SATRIO HADI

STRAHD VON ZAROVICH

DC 27: The true story of Castle Ravenloft is more tragic than even the commonly recounted tale. Filled with despair, jealousy, and a growing hatred for his younger brother Sergei, Strahd sought magical means to restore his youth in the hope of earning the love of Tatyana, his brother's betrothed. In a moment of desperate frustration, he performed a powerful necromantic ritual that exchanged his mortality for enduring youth in a state of undeath: Strahd became a vampire.

On the day of Sergei and Tatyana's wedding, Strahd murdered his brother and pursued the grieving Tatyana until she flung herself from the battlements of Castle Ravenloft. The death of Tatyana and murder of his brother plunged Strahd into an existence of sinister plots and evil impulses. Strahd never sired a descendant and is instead cursed to forever mourn his beloved Tatyana from behind the cold walls of Castle Ravenloft.

VECNA

VECNA IS KNOWN BY MANY NAMES: The Whispered One, Master of the Spider Throne, The Undying King, Lord of the Rotted Tower, and the Maimed God. These titles are but a few that describe the secretive and incomparably ambitious god. Little is known about Vecna's current ambitions, but that doesn't stop his cultists from developing their own plots.

Vecna's Tactics

For a being of godly intelligence and power, Vecna's tactics are fairly simple. Vecna uses his recharging powers as frequently as he can. While he waits for those powers to recharge, he uses *ray of death* and *paralyzing touch*. He focuses his attacks on one target, attempting to reduce the creature to 0 hit points so he can regain an action point through *Vecna's ambition*. He employs *necrotic web* and *banish to the dread realm* powers to isolate dangerous opponents. He saves at least one action point for when he must use *esoteric action*. Vecna is a pragmatic combatant, and if he senses danger to his existence, he flees. However, if he knows he can rely upon discorporation (see sidebar) to keep him safe, he fights on.

Vecna Lore

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

DC 15: Vecna is the lord of undead, god of secrets, and patron of necromancers. He has tried many times to take over the world.

DC 20: Two of Vecna's chief rivals are the Raven Queen and Orcus. Both claim dominion over death, though each, including Vecna, has a different vision of what the afterlife should be. Vecna believes that creatures should serve him in both life and death.

DC 25: Vecna once had a powerful lieutenant known as Kas. He was originally Vecna's trusted lieutenant, but he betrayed Vecna in an effort to become a god in Vecna's stead. Kas severed Vecna's hand and an eye, and though both survived the battle, each now seeks the other's destruction.

DC 30: Vecna's hand and eye are powerful necromantic artifacts. To be used, the hand must be grafted to a humanoid's wrist where the hand has been severed. The eye must be placed in an empty humanoid eye socket.

Unlike many deities, Vecna has no fixed domain or location. He prowls the planes, searching for secrets. Most often, though, Vecna travels the Astral Sea, visiting the dominions of dead gods.

DC 35: Vecna's cult constantly searches for the *hand* and the *eye*. They are also on the lookout for the *sword of Kas*, fearing that the artifact might be used to slay their lord. Recently, the cult has experienced a resurgence under the banner of an enigmatic and charismatic leader known as Mauthereign.

Vecna	**Level 35 Solo Controller (Leader)**
Medium immortal humanoid, deity (undead)	XP 235,000

Initiative +25 **Senses** Perception +34; darkvision, truesight 20

Vecna's Aura (**Healing, Necrotic**) aura 10; any living creature that starts its turn within the aura takes 50 necrotic damage. Any undead creature that starts its turn within the aura regains 50 hit points.

HP 1,580; **Bloodied** 790; see also *divine discorporation*

AC 49; **Fortitude** 49, **Reflex** 47, **Will** 51

Immune attacks by characters below level 20, disease, illusion, poison; **Resist** 20 necrotic; **Vulnerable** 20 radiant

Saving Throws +5; see also *immortal resistance*

Speed 8, fly 8 (hover), teleport 10

Action Points 4; see also *esoteric action* and *Vecna's ambition*

⊕ **Paralyzing Touch** (standard; at-will) ✦ **Necrotic**
+39 vs. Reflex; 3d6 + 14 necrotic damage, and the target is restrained and weakened (save ends both).

Banish to the Dread Realm (standard; recharge ⚁ ⚂ ⚀) ✦ **Psychic**
Ranged 10; +39 vs. Will; 2d10 + 9 psychic damage. The target is banished to a demiplane, disappearing from sight. The target cannot be targeted and cannot take actions until the start of its next turn, at which time the target reappears in the original space it occupied or in the nearest space of Vecna's choice if that space is occupied. The target immediately makes a melee basic attack as a free action against the nearest creature. In addition, the target treats its allies as enemies for the purpose of making opportunity attacks, and if an ally performs an action that would normally provoke an opportunity attack from an enemy, the target makes an opportunity attack against the ally (save ends).

Ray of Death (standard; at-will) ✦ **Necrotic**
Ranged 20; +39 vs. Reflex; 2d8 + 15 necrotic damage, and the target loses a healing surge.

Necrotic Web (standard; recharge ⚁ ⚂ ⚀) ✦ **Necrotic, Zone**
Area burst 3 within 20; targets living creatures; +39 vs. Reflex; 2d6 + 12 necrotic damage, and the target is restrained and takes ongoing 20 necrotic damage (save ends both). The burst creates a zone of webs that lasts until the end of the encounter. The zone is difficult terrain, and a living creature that ends its move in the web is restrained and takes ongoing 20 necrotic damage (save ends both).

Divine Discorporation (when first bloodied; encounter)
Vecna discorporates (see "Discorporation" sidebar).

Esoteric Action (immediate interrupt, when an enemy within sight spends an action point; at-will)
Vecna spends an action point and takes an extra action.

Immortal Resistance (when Vecna gains an effect that a save can end; at-will)
Vecna makes a saving throw. On a save, Vecna is unaffected by the effect.

Vecna's Ambition (when Vecna reduces a creature to 0 hit points or fewer; at-will)
Vecna regains an action point.

Alignment Evil **Languages** all, telepathy 20

Skills Arcana +34, Bluff +31, Diplomacy +31, Dungeoneering +34, Heal +34, History +34, Insight +34, Intimidate +31, Nature +34, Religion +34

Str 25 (+24)	**Dex** 26 (+25)	**Wis** 34 (+29)
Con 28 (+26)	**Int** 34 (+29)	**Cha** 29 (+26)

Equipment robes

JULIE DILLON

Another powerful servant of Vecna is Lady Osterneth, who operates on his behalf from the shadows. Osterneth is a beautiful, charming noblewoman educated in the arcane arts. A veil of mystery surrounds her, and some suspect she is more than she seems.

Aspect of Vecna

Conjured by means of a ritual known only to devotees of Vecna, an aspect of Vecna heeds its summoner and resembles the Whispered One in cunning and intelligence. It is said that Vecna sees everything his aspect sees and knows everything it learns.

Aspect of Vecna Tactics

An aspect of Vecna has similar powers to those of Vecna, though the aspect's abilities are much weaker. It attacks with the same strategies as Vecna unless acting differently at the behest of its master.

Aspect of Vecna **Level 25 Elite Controller**
Medium immortal humanoid (undead) XP 14,000

Initiative +18 **Senses** Perception +25; darkvision, truesight 10

Vecna's Aura (**Healing, Necrotic**) aura 10; any living creature that starts its turn within the aura takes 10 necrotic damage. Any undead creature that starts its turn within the aura regains 5 hit points.

HP 464; **Bloodied** 232

AC 41; **Fortitude** 39; **Reflex** 37; **Will** 40

Immune disease, poison; **Resist** 15 necrotic; **Vulnerable** 10 radiant

Saving Throws +2

Speed 6, teleport 6

Action Points 1; see also *Vecna's ambition*

⊕ **Paralyzing Touch** (standard; at-will) ✦ **Necrotic**
+29 vs. Reflex; 3d6 + 14 necrotic damage, and the target is immobilized and weakened (save ends both).

Ray of Death (standard; at-will) ✦ **Necrotic**
Ranged 10; +29 vs. Reflex; 2d8 + 15 necrotic damage, and the target loses a healing surge.

Necrotic Web (standard; recharge ⚁ ⚂ ⚃) ✦ **Necrotic, Zone**
Area burst 3 within 20; targets living creatures; +29 vs. Reflex; 2d6 + 12 necrotic damage, and the target is immobilized and takes ongoing 10 necrotic damage (save ends both). The burst creates a zone of webs that lasts until the end of the encounter. The zone is difficult terrain, and a living creature that ends its move in the web is immobilized and takes ongoing 10 necrotic damage (save ends both).

Vecna's Ambition (when Vecna reduces a creature to 0 hit points or fewer; at-will)
The aspect of Vecna regains an action point.

Alignment Evil **Languages** all

Skills Arcana +25, Bluff +23, Diplomacy +25, Dungeoneering +25, Heal +25, History +25, Insight +25, Intimidate +23, Nature +25, Religion +25

Str 19 (+16)	**Dex** 23 (+18)	**Wis** 26 (+20)
Con 24 (+19)	**Int** 27 (+20)	**Cha** 22 (+18)

Aspect of Vecna Lore

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

DC 25: Though usually called to aid its summoner in the search of lost knowledge, the aspect of Vecna can also serve as a dangerous combatant.

DC 30: Although Vecna wields no control over his aspect, he does see everything the aspect sees and knows everything that it learns during its existence.

Discorporation

When a deity is bloodied, the deity's mind leaves its body and the deity is unable to assume physical form for some time. The discorporation usually lasts at least a few months, and it can last up to several years. During this time, the deity's power is weaker, but it is far from negligible.

If PCs wish to truly kill a deity, they must fulfill one or more conditions specific to that deity. This could require destroying the deity's most prominent temple, or finding an artifact that can deliver the killing blow. If the specific conditions are satisfied, the deity cannot discorporate and instead becomes bloodied as normal. Here are some sample quests.

Sword of Kas: The *sword of Kas* (page 44), the ancient weapon of Vecna's treacherous former lieutenant, must be used to fight or kill Vecna.

Heart of Vecna: Osterneth, the bronze lich, must be found and destroyed, and Vecna's heart must be recovered from her body and then also destroyed.

Eye and Hand of Vecna: The *hand of Vecna* and *eye of Vecna* must be found and destroyed.

Cult of Vecna

Cults of Vecna abound throughout the world. Their members are self-serving arcanists, priests, nobles, and scholars. These cults are highly secretive, gathering in secret libraries and hidden laboratories.

A new Vecna cult has recently arisen. The cultists believe that they are good and that they must commit evil to show the depravity and carelessness of all gods other than their lord. The cult is currently in hiding, biding its time until Vecna has enough strength to make a play for power.

The leader of the cult, a priest known as Mauthereign (page 102), has gathered followers from among the downtrodden. He fills their heads with twisted dogma that paints Vecna as a champion of the people.

The cult has begun gathering the ancient artifacts of Vecna, and so far it has accumulated five of seven pieces. The only artifacts that elude the cult are the *hand of Vecna* and the *eye of Vecna*.

Undead Vecna Cultist		**Level 21 Minion**
Medium natural humanoid (undead)		XP 500
Initiative +17	**Senses** Perception +14	
HP 1; a missed attack never damages a minion; see also *explosion*		
AC 35; **Fortitude** 35, **Reflex** 34, **Will** 31		
Immune disease, poison; **Resist** 10 necrotic		
Speed 8		
⊕ **Claws** (standard; at-will)		
+24 vs. AC; 7 damage, and the target loses a healing surge.		
Explosion (when reduced to 0 hit points) ✦ **Necrotic**		
Close burst 1; +23 vs. Reflex; 10 necrotic damage. *Miss:* Half damage.		
Alignment Chaotic evil	**Languages** Common	
Str 27 (+18)	**Dex** 25 (+17)	**Wis** 18 (+14)
Con 23 (+16)	**Int** 19 (+14)	**Cha** 13 (+11)
Equipment robes		

Undead Vecna Cultist Lore

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

DC 25: Cultists of Vecna often undergo profane rites that transform them into undead. These cultists are the most dedicated followers of Vecna,

Master Enigma of Vecna

An enigma of Vecna is the shell of a petitioner who has angered Vecna by sharing secrets or otherwise failing its god. This creature was described in the *H1: Thunderspire Labyrinth* adventure. The enigma described here is a more powerful version of that monster. A master enigma of Vecna is created from one of Vecna's powerful servitors who violates the god's commandments.

In its normal form, an enigma of Vecna is a bald human with vague features. Enigmas usually wear simple robes, and each carries a dagger. Once bloodied, they undergo a horrific transformation. They sprout long claws and reveal a fanged, twisted visage as the skin falls away, leaving behind a flayed form.

Master Enigma of Vecna		**Level 22 Controller**
Medium natural humanoid (shapechanger)		XP 4,150
Initiative +16	**Senses** Perception +19	
HP 203; **Bloodied** 101; see also *flesh ripper rage* and *horrific visage*		
AC 36; **Fortitude** 33, **Reflex** 34, **Will** 35		
Speed 6		
⊕ **Dagger** (standard; at-will) ✦ **Weapon**		
+28 vs. AC; 4d4 + 5 damage.		
Memory Ripper (standard; recharge ⚁ ⚂) ✦ **Psychic**		
Ranged 5; +26 vs. Will; 3d10 + 3 psychic damage, and the target cannot use encounter attack powers, daily attack powers, or utility powers (save ends). *Aftereffect:* The target is stunned until the end of its next turn.		
Shock Bolt (standard; at-will) ✦ **Lightning**		
Ranged 10; +26 vs. Reflex; 4d6 + 5 lightning damage, and the target is dazed (save ends).		
Horrific Visage (when first bloodied; encounter) ✦ **Fear, Psychic**		
Close burst 2; targets enemies; +26 vs. Will; 3d8 + 5 psychic damage, and the target is pushed 5 squares.		
Flesh Ripper Rage		
Once a master enigma of Vecna has been bloodied, it gains regeneration 5 and cannot use any power except *rend flesh* until the end of the encounter.		
⊕ **Rend Flesh** (standard, usable only after *flesh ripper rage*; at-will)		
+25 vs. AC; 4d8 + 5 damage.		
Alignment Evil	**Languages** Common	
Skills Arcana +22		
Str 18 (+15)	**Dex** 20 (+16)	**Wis** 17 (+14)
Con 19 (+15)	**Int** 22 (+17)	**Cha** 19 (+15)
Equipment robes, dagger		

Master Enigma of Vecna Tactics

In its initial form, the enigma uses *memory ripper* to suppress a target's knowledge, leaving the target with a limited arsenal of powers.

Enigmas keep away from the fray, using ranged attacks to wear down foes. When a bloodied enigma displays its *horrific visage*, the horror of witnessing the gruesome change causes enemies of Vecna to recoil, allowing the enigma to leap forward and engage them.

Master Enigma of Vecna Lore

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

DC 20: Many temples of Vecna are guarded by mages called enigmas. They have the ability to shock an enemy and leave him or her shaken up.

DC 25: Enigmas are actually horrid fiends bound in human form. If pressed in battle, they transform into shrieking, clawed berserkers.

Encounter Groups

Vecna and his aspect are usually surrounded by devoted followers and powerful undead denizens.

Level 24 Encounter (XP 28,700)

- ✦ 1 aspect of Vecna (level 25 elite controller)
- ✦ 2 master enigmas of Vecna (level 22 controller)
- ✦ 8 undead Vecna cultists (level 21 minion)

THE SCROLL OF MAUTHEREIGN

The Scroll of Mauthereign is a secret manifesto of Vecna's cult. It depicts Mauthereign's twisted version of Vecna's past and sets down the guiding principles of the organization. The following is an excerpt from the scroll.

In the beginning, there was learning, and Vecna was a paragon among the learned. A student of magic, Vecna was a benevolent teacher who gave his time and his knowledge to his students. Working with Kas, his apprentice, Vecna ministered to the needs of commoners and scholars alike. And yet the people asked for more. They cried out for a leader, a visionary presence who would help lead them against their tyrannical leaders and draconian gods. Out of humility, Vecna initially refused. After time, though, he came to understand their suffering and could not stand idly by.

Vecna taught the people to stand up against tyranny. He advised them to march in peaceful displays—nonviolent protests that showed the rulers of the land that their oppression would be resisted. However, the rulers quelled the protests, arresting and torturing the followers and imprisoning Vecna. Those who supported Vecna were rounded up and made into examples, their heads staked upon rusted pikes along the roads.

Vecna's enemies tried to pry his secrets from him; they sought the names of his allies. They starved Vecna and imprisoned him alone in a filthy cell, but Vecna remained resolute. He never gave up hope that justice, reason, and compassion would triumph. And yet these hopes were slowly eroded by the passing of time. Then, in an attempt to acquire Vecna's secrets and learn the name of his allies, these enemies of free thought turned to Kas—Vecna's most trusted ally—who willingly answered the inquisitors' questions. He surrendered the secrets of Vecna to the enemy, betraying our Lord and all his friends.

Vecna survived eleven years without food and water, kept alive by his passion and mental clarity. No, I do not lie! His flesh stretched taut to the bone, growing sallow and sunken. When the torturers grew angry at his determination, they maimed him, severing his hand and cutting out his eye.

Yet Vecna lived on for us! His soul remained rooted to his dying body out of the hope of salvation. But this was not to be. When starvation and inhumanity did not kill our lord, the defilers decided that his time was at an end.

They cut Vecna limb from limb and scattered the parts of his body throughout the world. We did not abide this desecration. Time and again, we attempted to assemble his parts, but the powers of darkness thwarted our every attempt, and it was only through the purest magic that we finally succeeded.

Vecna rose up and smote ruin upon the usurpers and the pretenders. They squealed in cowardice before us. Yet Vecna has mercy even for cowards and tyrants. Under Vecna's rule, the transgressors were banished, and a peace settled over the land. But alas, it was not to last.

Vecna's enemies plotted and schemed, discontent with their lot, generous as it was. He could have killed them! But he did not, instead granting them their own dominions where they could rule. However, this was not enough.

Gathering their powers, these exiles returned in a slavering mob of savagery. They trampled Vecna's idyllic domain, slaughtering the people and mutilating the land. They cornered Vecna in his meditation chamber, and though he pleaded with them to see reason—to look with open eyes and see the wonder his rule had brought to the world—they destroyed him, scattering his parts across the planes.

The miscreants took credit for his achievements, and they used Vecna's secrets to ascend to godhood in a corrupt apotheosis. Now, these immortal swine have renewed their reign of oppression, crushing the spirits of the people under the heel of repugnancy and false religions.

Yet we have not forgotten. The time for benevolent demonstration is over. Vecna's legacy demands true rebellion. These deities have massacred every belief we hold dear. They have banished our lord and despoiled his name. The only way to show them the nature of their evil is to commit our own acts of despicable villainy. Then they will see their own evil reflected in our actions.

When you slay a commoner, it is their evil. When you maim an innocent blacksmith, it is they who wield the knife. We commit these acts as a demonstration of his goodness. We perform these debasements as proof of the degeneration of the gods. When we reassemble our lord's missing parts, our Vecna will return to rule us, and his rule will be good. All that has happened is part of a mysterious and grand design leading to a bright future of unity and peace. Only through our lord can this be achieved, and though you might not understand now, you will soon.

Our souls are dead and we are empty. When he was violated by the usurpers, so too were we violated. When he was betrayed by Kas, so too were we betrayed. Know that all we do is done for a good that is to come. In the world of the future, all that you have lost will be returned to you a thousandfold.

Templates

Undead come in as many varieties as there are phobias and nightmares. The templates here transform living creatures into servants of undead and adapt existing undead into even more horrifying and potent creatures.

Ascetic of Vecna

Wearing only a death shroud, the ascetic of Vecna is a true devotee of the Undying King. An ascetic of Vecna spends its existence contemplating the Maimed God's secrets. The only break from its meditation occurs when the ascetic ventures into the world to collect esoteric knowledge. An ascetic of Vecna is so devoted to the acquisition of knowledge that it fights or kills others to obtain even a minor piece of information. One of these creatures gladly exchanges its life to uncover knowledge for its sinister master.

"Ascetic of Vecna" is a template you can apply to any humanoid or magical beast to represent the creature's devotion to Vecna. This template works best with classes that have high Intelligence and Wisdom requirements, such as wizards and clerics.

Prerequisites: Humanoid or magical beast, level 11

Ascetic of Vecna	**Elite Artillery**
Humanoid or magical beast	XP Elite

Defenses +2 Fortitude, +4 Will
Saving Throws +2
Action Points 1
Hit Points +6 per level + Constitution score
Powers

Creeping Rot (standard; recharge ⚁ ⚀) ✦ **Necrotic**
Area burst 2 within 10; ascetic of Vecna's level + 3 vs. Fortitude; 3d6 + Wisdom or Intelligence modifier (whichever is higher) necrotic damage, and ongoing 5 necrotic damage (save ends). *Failed Saving Throw:* Make an attack that targets a creature adjacent to the creature that failed its saving throw; ascetic of Vecna's level + 3 vs. Fortitude; 3d6 + Wisdom or Intelligence modifier (whichever is higher) necrotic damage

Master Scholar (minor; encounter)
Recharge *creeping rot* or an encounter power.

Master's Trick (minor; daily)
Regain an action point.

Deathhunger

Deathhunger creatures have an insatiable appetite for death that drives them to consume their prey either physically or psychically. A deathhunger creature grows in power with each creature it slays. Deathhunger increases a creature's toughness and ferocity. Most creatures consider deathhunger to be a curse even for undead because it drives the afflicted into a mindless rage.

"Deathhunger" is a template you can apply to an undead. The template works best with a creature that has the soldier or brute role.

Prerequisites: Undead

Deathhunger	**Elite Brute**
(undead)	XP Elite

Defenses +2 AC; +2 Fortitude, +2 Will
Saving Throws +2
Action Points 1
Hit Points +10 per level + Constitution score

Consume (immediate reaction, when an adjacent creature is reduced to 0 hit points or fewer; recharges when first bloodied) ✦ **Healing**
The triggering creature is killed, and the deathhunger creature either regains hit points equal to one-quarter of its maximum hit points, or gains a +2 bonus to any defense until the end of the encounter; see also *fast healing*.

Bloodied Ferocity (while bloodied)
The deathhunger creature gains a +2 bonus to damage rolls. This bonus increases to +4 at 11th level and +6 at 21st level.

Fast Healing
When the deathhunger creature regains hit points, it regains 10 additional hit points. These additional hit points increase to 20 at 11th level and to 30 at 21st level.

Guardian of the Dead

Guardians of the dead take a variety of forms, but each is tasked by way of curse, hex, or sacred promise to guard a tomb, treasure, or resting place from would-be grave robbers and adventurers.

"Guardian of the dead" is a template you can apply to any creature. If you are modifying a nonplayer character, this template works best for fighter, paladin, and warlord classes.

Prerequisites: Level 11

Guardian of the Dead	**Elite Soldier**
	XP Elite

Defenses +2 AC; +2 Fortitude, +2 Will
Saving Throws +2
Action Points 1
Hit Points +8 per level + Constitution score

Death Mark (minor; at-will) ✦ **Necrotic**
Close burst 5; targets one creature; the target is marked (save ends). If a creature marked by this power makes an attack that does not include the guardian of the dead, it takes ongoing 10 necrotic damage (save ends). The guardian of the dead can have only one creature marked by this power at a time.

Entombing Eye (standard; recharge ⚄ ⚅) ✦ **Gaze, Psychic**
Close burst 5; targets one creature marked by the guardian of the dead's *death mark*; guardian of the dead's level + 2 vs. Will; 2d6 + Charisma modifier psychic damage, and the target is immobilized and takes ongoing 10 psychic damage (save ends both).

Curse of Sacrilege (standard; encounter) ✦ **Psychic, Zone**
Area burst 3 within 20; targets enemies; guardian of the dead's level + 2 vs. Will; 3d8 + Charisma modifier psychic damage, and the target is marked. In addition, the burst creates a zone of cursed terrain that lasts until the end of the encounter. A creature marked by the guardian of the dead that starts its turn within the zone takes 10 psychic damage. The guardian of the dead can move the zone up to 3 squares with a move action.

Infected Zombie

When a virulent plague rips though the land, sometimes the plague's victims rise up from death. These creatures become agents of the plague, spreading infection through their diseased bite.

"Infected zombie" is a template you can apply to any zombie. The template represents a specialized kind of zombie that spreads sickness and disease.

Prerequisites: Zombie

Infected Zombie (undead)	**Elite Brute** XP Elite

Initiative -2
Defenses +2 AC, +4 Fortitude
Immune disease, poison
Resist 5 necrotic at 1st level, 10 necrotic at 11th level, 15 necrotic at 21st level
Vulnerable 5 radiant at 1st level, 10 radiant at 11th level, 15 radiant at 21st level, 20 against critical hits
Action Points 1
Saving Throws +2
Hit Points +12 per level + Constitution score

Infectious Bite (standard; at-will) ✦ **Disease**
Zombie's level + 2 vs. AC; 2d8 + Strength modifier damage, and the target contracts zombie plague (see below).

Death's Hunger (when an adjacent enemy is reduced to 0 hit points or fewer)
The infected zombie is dazed and can make only coup de grace attacks against the triggering creature until the triggering creature is dead or the infected zombie is attacked. Each time the zombie hits the triggering creature with a coup de grace, it regains 10 hit points.

Mindless Attacker
An infected zombie cannot use attacks that have the weapon keyword.

Relentless Killer

Relentless killers come from creatures so twisted and deranged that their desire to kill cannot be sated. These individuals thrive off violence and the slaughter of living creatures.

"Relentless Killer" is a template you can apply to any living creature to represent its compulsion to kill.

Prerequisites: None

Relentless Killer	**Elite Soldier** XP Elite

Defenses +2 AC, +2 Fortitude, +2 Will
Saving Throw +2
Action Points 1
Hit Points +10 per level + Constitution score

Mark of Death (standard; recharge ⚄ ⚅) ✦ **Fear**
Close burst 5; targets one creature; the target is marked and grants combat advantage to the relentless killer (save ends)

Death's Release (when the relentless killer is reduced to 0 hit points or fewer) ✦ **Necrotic**
Close burst 3; relentless killer's level + 2 vs. Fortitude; 2d6 + Constitution modifier necrotic damage, and the target is knocked prone. Increase to 3d6 + Constitution modifier at 11th level and 5d6 + Constitution modifier at 21st level.

Combat Advantage
The relentless killer deals 2d6 extra damage when it hits a creature it has combat advantage against. This extra damage increases to 3d6 at 21st level.

Shadow Spirit

In the bleak, desolate corners of the Shadowfell, and in parts of the world where the Shadowfell bleeds over, sometimes death doesn't represent the end of a creature's existence. When a creature dies in one of these places, its soul is trapped, transforming the creature into a shadow spirit.

"Shadow spirit" is a template you can apply to any living beast, humanoid or magical beast.

Prerequisites: Living beast, living humanoid, or living magical beast

Shadow Spirit (undead)	**Elite Lurker** XP Elite

Initiative +2
Defenses AC +2; Reflex +4, Will +2
Immune disease, poison
Resist 5 necrotic at 1st level, 10 necrotic at 11th level, 15 necrotic at 21st level, insubstantial
Vulnerable 5 radiant at 1st level, 10 radiant at 11th level, 15 radiant at 21st level
Saving Throws +2
Action Points 1
Speed fly 8 (hover)
Hit Points +6 per level + Constitution score

Shadow's Embrace (standard; at-will) ✦ **Necrotic**
Shadow spirit's level + 2 vs. Reflex; 1d10 + Charisma modifier necrotic damage, and the target is weakened until the end of the shadow spirit's next turn and blinded (save ends).

Step Through the Shadows (move; recharge ⚄ ⚅) ✦ **Teleportation**
The shadow spirit teleports up to 3 squares. The origin and destination space must be in dim light or darkness.

Skills +4 Stealth

Spawn of Kyuss

A spawn of Kyuss is created when an infection from a particular species of necrotic burrowing worms kills its host and transforms the creature into an undead monstrosity.

Akin to larva undead, spawns of Kyuss were the Bonemaster's first experiments in the creation of larva- and worm-infused creatures. These larval zombies typically lack the subtlety and power of larva undead, but the strength and virulence of their attacks makes them nonetheless formidable.

"Spawn of Kyuss" is a template you can apply to any beast, humanoid, or magical beast. Although the template is most often applied to living creatures, this is not a prerequisite. The infection can afflict virtually any kind of creature, but it typically infects strong subjects that can best spread the disease.

Prerequisites: Level 11, and beast, humanoid, or magical beast.

Spawn of Kyuss (undead)	**Elite Soldier** XP Elite

Defenses +2 AC; +2 Fortitude, +2 Will
Resist 5 necrotic at 1st level, 10 necrotic at 11th level, 15 necrotic at 21st level
Immune disease, poison
Saving Throws +2
Action Points 1
Hit Points +8 per level + Constitution score
Regeneration 10 (if a spawn of Kyuss takes radiant damage, regeneration doesn't function until the end of its next turn)
Fear of Worms (**Fear**) aura 3; any living creature that starts its turn within the aura takes a -2 penalty to attack rolls against spawn of Kyuss, larva undead, wormspawn praetorians, and Kyuss.

Touch of Kyuss (standard; recharge ⚁ ⚀) ✦ **Disease, Necrotic**
Spawn of Kyuss's level + 3 vs. Fortitude; 2d6 + Constitution modifier damage, and ongoing 10 necrotic damage (save ends). *First Failed Saving Throw*: The target contracts worms of Kyuss (see below).

Spirit Possessed

Some spirits can inhabit and control living creatures. These creatures hide among the living, aping the actions of the host. Under this guise, a spirit works covertly toward its malicious goals.

"Spirit possessed" is a template you can apply to a living creature to represent a subject whose body is possessed by an undead spirit.

Prerequisites: Living creature, level 11, Charisma 13

Spirit Possessed (undead)	**Elite Controller** XP Elite

Defenses Will +4
Resist 10 necrotic at 11th level, 15 necrotic at 21st level
Vulnerable 10 radiant at 11th level, 15 radiant at 21st level
Saving Throws +2
Action Points 1
HP +8 per level + Constitution score

Psychic Assault (minor 1/round; at-will) ✦ **Psychic**
Close burst 10; targets one creature; spirit possessed's level + 2 vs. Will; 1d6 + Charisma modifier psychic damage, and the target is dazed until the end of the spirit possessed's next turn.

Spirit Barrage (standard; recharge ⚁ ⚀) ✦ **Psychic**
Close burst 2; targets enemies; spirit possessed's level +3 vs. Fortitude; 2d6 + Charisma modifier damage, and the target is knocked prone.

Spirit Transfer (when the spirit possessed is reduced to 0 hit points) ✦ **Charm, Psychic**
Close burst 3; targets one creature; spirit possessed's level + 3 vs. Will; 3d6 + Charisma modifier psychic damage, and the target is dominated and takes 20 ongoing psychic damage (save ends both; also see below). If the target of the attack is reduced to 0 hit points or fewer by the attack or the ongoing damage, the target spends a healing surge to regain half its maximum hit points. The target is dominated (no save) by the spirit and gains all the characteristics of the spirit possessed template. In addition, all the powers associated with the template are recharged. *Successful Saving Throw:* The spirit possessing the subject is destroyed. *Miss:* Half damage, no ongoing psychic damage, and the target is not dominated. In addition, the spirit possessing the subject is destroyed. *Hit or Miss:* The spirit's former host falls prone and is unconscious at 1 hit point until it takes a short rest.

Swarm Shifter

Beetles, roaches, and scorpions—these are some of the vermin occupying the insides of a creature that has this template. Whether the victim of a scarab infestation or the target of a nefarious ritual by larva undead, a creature with this template gains the benefits of being a vermin, including a new physical form, enhanced mobility, and a poisonous bite.

Worms of Kyuss	Level 11+ Disease
Delivered by the infectious touch of a spawn of Kyuss, this disease transforms its victim into a malicious undead, larval creature.	**Endurance** improve DC 15 + two-thirds spawn of Kyuss's level, maintain DC 10 + two-thirds spawn of Kyuss's level, worsen DC 9 + two-thirds spawn of Kyuss's level or lower

The target is cured.

Initial Effect: The target regains only half the normal hit points from healing effects.

Final State: The target regains only half the normal hit points from healing effects. In addition, each time the afflicted creature fails to improve, it takes 5 necrotic damage that cannot be cured until the disease is removed. If the afflicted creature dies, it immediately rises as a level-equivalent spawn of Kyuss.

"Swarm shifter" is a template you can apply to any creature. Creatures that can take advantage of enhanced mobility are the ideal recipients of this template.

Prerequisites: None

Swarm Shifter (swarm)	**Elite Skirmisher** XP Elite

Defenses Fortitude +2, Reflex +4
Resist half damage from melee and ranged attacks
Vulnerable 5 against close and area attacks at 1st level, 10 against close and area attacks at 11th level, 15 against close and area attacks at 21st level
Saving Throws +2
Action Points 1
Hit Points +6 per level + Constitution score
Swarm Attack aura 1; the swarm shifter makes a *poisonous bite* attack against an enemy that starts its turn within the aura.

⊕ **Poisonous Bite** (standard; at-will) ✦ **Poison**
Swarm shifter's level + 2 vs. Fortitude; 1d8 + Constitution modifier poison damage. Increase to 2d8 + Constitution modifier at 21st level.

Squeezing Swarm
By altering its shape, the swarm shifter can squeeze through small openings as if it were a Tiny creature (see "Squeeze," *PH* 292).

Tomb Tainted

Whether born under a dark star or touched too many times by the hand of the undead, this creature has been tainted by the grave. The creature has sallow skin, receding gums, bloodshot, watery eyes, and elongated yellow fingernails—all signs of its connection to the dead.

"Tomb tainted" is a template you can apply to any living creature to represent its connection to death and the undead.

Prerequisites: Living creature

Tomb Tainted	**Elite Brute** XP Elite

Defenses AC +2; Fortitude +2, Reflex +2
Resist 5 necrotic at 1st level, 10 necrotic at 11th level, 15 necrotic at 21st level
Saving Throws +2
Action Points 1
Hit Points +10 per level + Constitution score

⚔ **Necrotic Claws** (standard; at-will) ✦ **Necrotic**
Make 2 attacks against the same target: tomb tainted's level + 5 vs. AC each; 1d10 + Strength modifier damage each. If both attacks hit, the target takes ongoing 5 necrotic damage (save ends).

⇲ **Death's Breath** (minor; encounter) ✦ **Necrotic**
Close burst 5; tomb tainted's level + 2 vs. Fortitude; 1d8 + Constitution modifier necrotic damage, and the target is immobilized (save ends). Increase damage to 2d8 + Constitution modifier at 11th level, and 3d8 + Constitution modifier at 21st level.

Power of the Grave
The template recipient's melee attacks deal 1d8 extra necrotic damage and gain the necrotic keyword. This extra damage increases to 2d8 at 21st level.

Vampire Thrall

Vampire spawn are useful servants, but sometimes a vampire requires servants that are more hardy and subtle. By feeding on a subject's blood over an extended period of time, a vampire can condition a creature to be a strong yet obedient servant.

"Vampire thrall" is a template you can apply to any living humanoid to represent that creature's service to a vampire lord.

Prerequisites: Living humanoid

Vampire Thrall (shapechanger, undead)	**Elite Brute** XP Elite

Defenses AC +2; Reflex +2; Fortitude +2; Will -2
Saving Throws +2
Action Points 1
Immune disease, poison
Resist 5 necrotic at 1st level, 10 necrotic at 11th level, 15 necrotic at 15th level
Vulnerable 5 radiant at 1st level, 10 radiant at 11th level, 15 radiant at 21st level
Hit Points +10 per level + Constitution score

⚔ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ✦ **Healing**
Requires combat advantage against the target; vampire thrall's level + 2 vs. Fortitude; 1d12 + Charisma modifier damage, and the target is weakened (save ends). In addition, the vampire thrall regains hit points equal to one-quarter of its maximum hit points. Increase damage to 2d12 + Charisma modifier at 11th level.

Telepathic Link
The vampire thrall's master can speak and be spoken to by the vampire thrall as if both had telepathy 20.

Wolf Form (standard; daily) ✦ **Polymorph**
The vampire thrall takes the form of a Medium black wolf, gaining speed 8 and the *savage bite* power, described below.

Wolf Form

⊕ **Savage Bite** (standard; at-will)
Vampire spawn's level + 4 vs AC; 1d10 + Strength modifier damage, and the target is knocked prone. Increase damage to 2d10 + Strength modifier damage at 11th level.

Alternative Powers

The powers attributed to undead described in the *Monster Manual* are typical of those creatures, yet they are by no means exclusive. This section presents alternative undead powers that you can substitute for others to make new and interesting undead opponents.

Bodak Power

Bodaks are ruthless killers that exist for no other purpose than to slay the living. Nightwalkers create bodaks and use them as assassins. The gaze of a bodak kills or drains the life of anyone recently touched by the creature. When a bodak's gaze fails to slay a creature, the creature instead causes an adversary to witness an unsettling vision of his or her own death.

Debilitating Gaze

A bodak can have this power instead of *agonizing gaze*.

Debilitating Gaze (**Gaze**) aura 2; any enemy that starts its turn within the aura takes a -2 penalty to Fortitude.

Boneclaw Power

Boneclaws are vicious undead created by dark powers to hunt the foes of their creators. The ritual to create boneclaws is jealously guarded by the few casters that know it. Some boneclaws use pulses of necrotic energy to heal undead allies, and some instead have the power to release sharp spikes of bone that burrow into the flesh of their targets. These boneclaws are constructed to maim enemies rather than heal allies.

Bone Spray

This power replaces a boneclaw's *necrotic pulse*.

Bone Spray (when first bloodied; encounter) ✦ **Necrotic**
Close burst 5; targets enemies; boneclaw's level + 2 vs. Reflex; 2d6 + 4 necrotic damage, and ongoing 5 necrotic damage (save ends).

Death Knight Power

Death knights are warriors that accepted undeath as a way to circumvent mortality. They wield a soul sword that disrupts the life force of their opponents. The following power is a good substitution for a death knight that is more concerned with the glory of vanquishing foes in personal combat than leading troops.

Terrifying Presence

A death knight can have this power in place of *marshal undead*.

Terrifying Presence (**Fear**) aura 1; any enemy within the aura takes a -2 penalty to attack rolls.

Ghost Power

Ghosts are forlorn spirits doomed to repeat their greatest regrets or to seek to rectify irreparable mistakes. Some ghosts die young, victims of terrible tragedies that robbed them of life. The most potent ghosts have a palpable psychic presence that can fracture the minds of those they touch.

Touch of Insanity

A ghost can have this power instead of *spirit touch*.

Touch of Insanity (standard; at-will) ✦ **Psychic**
Ghost's level + 3 vs. Reflex; 1d8 + Charisma modifier psychic damage, and the ghost is invisible to the target (save ends).

Ghoul Power

A ghoul's appetite can be sated only by ingesting humanoid flesh. Once a ghoul catches a target, it immobilizes and consumes the prey. Some ghouls prefer to weaken a target so the prey puts up less of a fight.

Weakening Claws

A ghoul can trade its normal *claws* attack for this one.

Weakening Claws (standard; at-will)
Ghoul's level + 5 vs. AC; 1d6 + Strength modifier damage, and the target is weakened until the end of the ghoul's next turn.

Lich Powers

Most undead animate spontaneously or arise through profane rituals. A few mortals willingly become undead, though, viewing the condition as a form of immortality. These liches gain resilience from the transformation, yet some instead gain the power to teleport. A few liches give up the ability to paralyze their foes for the power to bestow weakness so that they can enjoy the foes' feeble attempts at resistance.

Lich Step

A lich can have this power instead of *second wind*.

Lich Step (move; recharge ⚁ ⚀) ✦ **Teleportation**
The lich teleports up to 8 squares and recharges one encounter or recharge power (including *lich step*).

Mind Spike

A lich made from the template in the *Dungeon Master's Guide* can have this power in place of *spellmaster*.

Mind Spike (standard; recharge ⚀) ✦ **Psychic**
Ranged 5; lich's level + 2 vs. Will; the target loses the use of one randomly determined encounter power. If the target has no remaining encounter powers, it instead takes 1d12 + Intelligence modifier psychic damage.

Mummy Powers

Mummies are guardians that watch over tombs, temples, and other sacred places. Powerful members of cults and secret organizations are responsible for their creation. Most are mindless servitors, but a few are quite intelligent. All mummies exude negative energy that affects creatures around them, though the form of this aura varies. Some mummies infuse nearby foes with despair, while others cause creatures' skin to wither away. Also, most mummies are able to bestow curses upon trespassers, yet the effect and severity of this curse varies.

Tomb Rot

A mummy's *despair* aura can be replaced with this power.

Tomb Rot (**Necrotic**) aura 5; any enemy that starts its turn within the aura takes 10 necrotic damage.

Cursing Word

A mummy can exchange *mummy's curse* for this power.

Cursing Word (standard; recharge ⚅) ✦ **Disease**
Ranged 10; mummy's level + 2 vs. Will; the target contracts mummy rot (*DMG* 49) of a level equal to the mummy's level - 2.

Specter Powers

Specters are depraved spirits that lack any semblance of humanity. They hate all living things and seek to snuff out the life of each humanoid they encounter. Found in places of darkness and evil, most specters exude a biting aura of cold that chills the souls of nearby creatures. Specters that arise from slain mortals twisted by insanity often produce auras that outwardly manifest the fragmented condition of their minds.

Spectral Madness

A specter can have this power instead of *spectral chill*.

Spectral Madness aura 1; any enemy that starts its turn within the aura is dazed until the end of its turn.

Spectral Insanity

This power, designed for a voidsoul specter, replaces *spectral cold*.

Spectral Insanity (**Psychic**) aura 1; any enemy that starts its turn within the aura takes 10 psychic damage and is dazed until the end of its turn.

Vampire Powers

Vampires are decadent undead that dream of ruling over mortals. Dark and depraved, they consider mortals to be pawns and playthings at best and sources of food at worst. Most vampires create thralls by bending weak-minded mortals to their will. They use these thralls as servants or soldiers. Some vampires, however, dominate mortals and then use that influence to sow chaos among them. These vampires are the torturers, plotters, and purveyors of sedition.

Betraying Gaze

A vampire lord can have this power in place of *dominating gaze*.

Betraying Gaze (standard; recharge ⚄ ⚅) ✦ **Charm, Gaze**
Area burst 3 within 10; vampire's level + 2 vs. Will; the target is immobilized and makes a melee basic attack against an adjacent ally of the vampire's choice. *Miss:* The target is immobilized but does not make an attack.

Vampire Step

A vampire lord can exchange *mist form* for this power.

Vampire Step (move; recharge ⚄ ⚅) ✦ **Teleport**
The vampire lord teleports 6 up to squares and becomes insubstantial until the end of its next turn.

Wight Power

A wight is a hateful, empty creature that seeks to fill the void left by its lost soul with slaughter and carnage. More intelligent than many undead, wights approach battle with cunning, setting ambushes and employing advanced tactics. Most wights suck the life force from their victims. However, a few savor violence so much that they bestow weakness upon victims instead of draining life.

Damage Numbers

When it comes to template powers and alternate powers, attack bonuses fall within a fairly reliable range. The damage rolls for powers tend to vary more and require some finesse. The damage numbers rely as much on good judgment as mathematical calculation. The damage numbers presented in these alternative powers work well when applied to the most basic form of the creature. For example, the alternative ghoul power can be applied to the ghoul from the *Monster Manual* for maximum effect. If you want to apply the power to an abyssal ghoul, which is eleven levels higher, you might need to raise the damage. The damage numbers of some templates automatically adjust according to a monster's level, but you still should give consideration to the results. You can compare the damage output of a templated creature to the numbers presented on page 185 of the *Dungeon Master's Guide*.

Draining Attack

A wight that has an attack that causes the target to lose a healing surge can have this power instead of the ability to negate the healing surge.

Draining Attack

Instead of the target losing a healing surge, the target is weakened until the end of its next turn.

Wraith Power

Wraiths are hateful spirits that thirst for the souls of the living. Most wraiths spawn more of their kind when they murder a humanoid. However, some wraiths prefer to absorb the souls of their victims, gaining vitality from the creature's essence.

Soul Spike

Instead of *spawn wraith*, a wraith can have this power.

Soul Spike (free, when the wraith reduces a creature to 0 or fewer hit points; at-will) ✦ **Healing**

The wraith can spend a healing surge to regain hit points equal to one-quarter its maximum hit points.

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Drizzt Is Willing To Let The Orcs Begin A New Chapter.
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THE ORC KING
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