



Wrath of the Tomb of Horrors

A One-Round Dungeons & Dragons® Living Greyhawk™ Core Adventure

Version 2

by Pierre van Rooden

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The Bleak Academy has long been quiet. But now the spawn of Acererak have lent their support to the Wastrian armies that threaten to overrun the south of the Kingdom of Sunndi. It is time to put a stop to this... but will you stoop to murder to achieve your goal? A one-round Core adventure set in the Vast Swamp for characters level 9-15 (APLs 10-16).

Resources for this adventure [and the authors of those works] include *Complete Arcane* [Richard Baker], *Complete Warrior* [Andy Collins, David Noonan, Ed Stark], COR5-02 *The Voice of Reason* [Pierre van Rooden], *Libris Mortis* [Andy Collins & Bruce R. Cordell], *Monster Manual II* [Ed Bonny, Jeff Grubb, Rich Redman, Skip Williams, Steve Winter], *Return To The Tomb of Horrors* [Bruce R. Cordell], SND3-02 *Murky Waters* [Pieter Sleijpen], SND6-02 *Collateral* [Pierre van Rooden], TSS5-01 *Ten Minutes* [Pierre van Rooden], S1 - *Tomb of Horrors* [Gary Gygax], and *Spell Compendium* [Matthew Sernett, Jeff Grubb and Mike McArtor].

Based on the original DUNGEONS & DRAGONS® rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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PLAYERS READ NO FARTHER

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

PREPARING FOR PLAY

To get the most out of this adventure, you need copies of the following D&D rule books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Refer to Appendix 1 for full information on NPCs and monsters. For your convenience, Appendix 1 is split by APL

Along with this adventure, you'll find a RPGA Session Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn

in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR). You need one copy of this for each participating player.

LIVING GREYHAWK LEVELS OF PLAY

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To calculate the Average Party Level (APL), follow the process below:

1. Determine the character level for each of the PCs participating in the adventure. Each PC may bring one animal, plus any creatures gained from class abilities to help in combat. (PCs can bring more creatures but they cannot help in combat). If you deem that the animal bestows a significant benefit in combat add the animal's CR to the level of the PC it is accompanying for calculating APL. (Animals gained from class abilities and one standard horse, warhorse, or riding dog for a PC with Mounted Combat do not affect APL).
2. Sum the results of step 1 and divide by the number of characters playing in the adventure. Round to the nearest whole number.
3. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. A player character more than three levels higher than the APL at which the adventure is played cannot participate. If a player character is more than two levels away from the APL at which the adventure is played, he suffers a 50% penalty to the amount of gold and XP gained in the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them and fight for them.

These APL calculation rules reference version 7.0 of the *Living Greyhawk Campaign Sourcebook*. If you are playing

this adventure in 2008, check the current version of the LGCS and follow any updated rules presented within.

TIME UNITS AND UPKEEP

This is a standard one-round Core adventure, set in the Vast Swamp. Characters pay 2 Time Units per round.

Adventurer's Standard Upkeep costs 12 gp per time unit. Rich Upkeep costs 50 gp per time unit. Luxury Upkeep costs 100 gp per time unit. Characters that fail to pay at least Standard Upkeep retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this adventure.

A character that does not pay for at least Standard Upkeep may avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in Survival and succeeds on a DC 20 Survival check, he heals temporary ability damage as if he had Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). PCs may Take 10 on this roll.

Chapters 1 and 5 of the LGCS present more information about lifestyle and upkeep.

ADVENTURE BACKGROUND

Approximately 16 years ago, a group of adventurers set out to locate the final resting place of the powerful demilich, Acererak the Devourer. This foul undead creature had built himself a tomb in the Vast Swamp. The place was not merely to rest his bones, but also to forge a masterful plan to attain godhood. Many had perished in Acererak's tomb. It became known as the Tomb of Horrors.

At the time of these adventurers, a dreadful aura known as the dark intrusion emanated from this tomb, a negative field that spread over the neighboring country of Sunndi, spontaneously animating undead and causing a dreadful plague.

The adventurers were surprised to find, not a desolate hill, but an entire city, called Skull City, had sprung up around the tomb in the past decades. The city was home to all kinds of evil folk - both undead and living - who venerated Acererak.

Central to this place was a large building, the Black Academy. The adventurers infiltrated the city, broke through the Academy into the tomb, and faced the demilich, apparently destroying him.

But even the best of deeds leave their mark. During their quest, the adventurers slew headmistress Ferranir, a powerful vampire scion. This left the academy in disarray; the remaining necromancers scrambling to fill the sudden power vacuum.

Eventually, the surviving members of the academy board selected a new headmaster. The academician Drake was not the most popular candidate, but as one of the

senior instructors the leadership still fell to him. Under his guidance, the academy was slowly rebuilt. Its evil luster, however, was gone, and while many would still come to find tutelage, and to research the tomb itself, the Academy became known as the Bleak Academy. A fitting name for a place where passion was stamped out, and only cold and calculated research remained.

This period also saw the first resistances from within. Drake's cold-hearted rule was far different from Ferranir's, and for the first time, some of the more neutral-aligned students began to reconsider the path they had taken.

Rumors of the dark experiments and the horrid results thereof Drake sanctioned and ran — and above all the repercussions of the dark intrusion, turned a group of students away. The few that openly voiced their doubts were branded traitors, and quickly found themselves on the academy's dissection tables. Others, much wiser, fled the city, to seek redemption. Over time, these people, from their hiding places, formed their own organization, the Shroud, whose aim was to fight the academy's evil, so that in its destruction they could find redemption for their own deeds.

Still, the Sunndi government deemed the academy a lesser threat compared to the other forces in the region, and so any serious attempts to destroy it were postponed. Hence, the Shroud sank into the shadows to watch and wait.

Two years ago, this all changed.

It was customary for the Vast Swamp bullywugs, boosted in morale by the priests of Wastri, to make periodic raids into the lands of Sunndi. Once in a few decades, they'd make an attempt to invade the lands to the north. This year, though, the invasion met with far more success than normal.

The creatures managed to pass through the bogs of Aestophatus - a generally impassable morass rife with lizardfolk - without too much trouble. And when the town of Corul was attacked, with the amphibian army marched a host of undead, too large and too advanced to have been created by Wastrian divine magic alone. It soon became clear that the Wastrians had gained support - the Bleak Academy.

Why this was done is unknown. Shroud spies learned that many of the academicians were at odds with this move, but that Headmaster Drake had personally directed it. The Academy board of advisors was divided, and hence with only minimal support, the Academy had gone to war.

For the Shroud, this was the opportunity to gain the support they needed to strike - and strike hard. All they need now are people capable to perform the deed: to infiltrate the Bleak Academy and assassinate Drake.

What they don't know, is that his demise may in turn, leave its marks. Darker forces move behind the scenes, and an old enemy, trapped and sleeping for over a decade, is waiting the moment to resurface. For mistress Ferranir is not dead - and with Drake's assassination, she may be set free again.

ADVENTURE SUMMARY

The PCs arrive in the town of Bren in the county of Brennathar in Sunndi, where they are to meet with Count Kestor of Corul, a necromancer, and member of the Shroud. He seeks adventurers to eliminate the threat of the Bleak Academy by assassinating its Headmaster, Drake.

Some PCs may have moral issues to be hired for such a dubious job, but Kestor tries to persuade them to at least seek out the Academy and investigate – convinced that a confrontation with Drake will change the PC's heart.

Encounter 1: The Vast Swamp: The PCs journey through the Vast Swamp. The PCs should, at this level, not have much difficulty getting there.

Encounter 2: Skull City: To enter Skull City the PCs have to pass the bone gate. The PCs have been given a password for access, but if they are too late or forgot it, they have to fight the gate's guardians.

In the city, they meet Compex, the familiar of Repulghast, the Shroud spy the PCs were to meet. Repulghast was captured, and Compex hopes the PCs will help find his master.

Encounter 3: The Bleak Academy: This encounter lists the common effects, wards, and guards of the academy.

Encounter 4: The Petitioner Halls: This building offers basic classes, a library, and the petitioners' hall, where one can be considered for academy membership.

The PCs may find info on the Academy, the board, and Drake. They may also learn of the comings and goings of a strange elven woman referred to as "the Grey Lady".

A negative energy screen wards the colleges. To enter unharmed, the PCs need to be disable the screen or be with members of the Academy.

Encounter 5: The College: PCs forcing their way in here must battle the guard nagas. Inside the halls, they can find Repulghast, a victim of terrible experiments. He advises them to enter the Inner Sanctum through a secret tunnel.

Encounter 6: The Inner Sanctum: The Inner Sanctum is warded, but someone has prepared the way for the PCs and disabled some traps.

Here, the PCs also happen on board member Maelanee, Ferranir's adopted daughter. She offers the PC an alliance.

Darkle's office is warded by a puzzle trap. Maelanee can provide the PCs with the key to the trap, if the PCs promise to find her mother's necklace (now in Drake's possession).

Encounter 7: The Headmaster's Offices: Inside the offices, in a trapped vice, the PCs find the necklace that Maelanee asked for. The necklace contains the spirit of former headmistress Ferranir. From her prison, Ferranir awaits for Drake's death and her freedom.

The PCs find Drake in his private quarters, awaiting the assassins he knows his former ally – the Grey Lady – has sent. The PCs choose whether to kill Drake, and do

the bidding of an unknown evil power, or let a despicable man live.

Encounter 8: The Job Done: If the PCs kill Drake, this releases Ferranir. A high-level necromancer vampire, Ferranir is not an opponent the PCs should desire to fight, but she is grateful enough to let the PCs go...

After the confrontation with Drake, the PCs have to leave the city. They are confronted by Maelanee, who desires to obtain the amulet. They also run into old wards that they may have bypassed earlier – the guards and nagas, and the city gate guardians.

Encounter 9: The Tomb of Horrors: This section details how the Tomb fits in with the Academy. The Tomb is not part of this adventure **and cannot be run as part of the Living Greyhawk campaign.**

Conclusion: If the PCs freed Ferranir, she guarantees no repercussions of the academy. If the PCs freed Ferranir or gave the dagger to Maelanee, they earn Maelanee's favor. While PCs do not retain any membership of the Academy that they might have gained, their brief foray may have lasting effects.

The Shroud rewards the PCs if they killed Drake – even if Ferranir was set free. Not killing Drake earns the disfavor of the Shroud.

PREPARATION FOR PLAY

If you own it, *Return to the Tomb of Horrors* contains maps and information on the tomb, Skull City, and the Bleak Academy as it was ten years go. While things changed – a lot, in fact – this information may help you set the mood.

You may also desire to download *The Tomb of Horrors* from the wizard's website, at <http://www.wizards.com/default.asp?x=dnd/oa/20051031a>, for background information.

Finally, note if anyone has played COR5-02 *The Voice of Reason*, and especially if anyone bought the Thrall Medallion.

Important: Ensure that the players realize that their mission needs some subtlety to succeed. Trying to 'cleanse' Skull city from its evil is doomed to fail, even at APL 16. Open fighting draws all forces to them, and these would overbear the PCs even at APL 16. There is no encounter set up for that situation: if open fighting breaks out (other than the few skirmishes noted in the adventure), give the PCs a few rounds to flee before the forces of the city overwhelm them.

PCs captured by the Bleak Academy manage to escape after 10 TU. They do not gain access or gold from equipment found in this adventure but retain all their own possessions.

NEW RULE ITEMS

Core adventures often utilize new rules items –including new classes, prestige classes, races, feats, spells, and equipment (including magic items) – that do not appear in any of the three core D&D books (*Player's Handbook*, *Dungeon Master's Guide*, or *Monster Manual*). The full write-up of any featured feats, spells, or equipment appears in

Appendix 2. Information on featured classes, prestige classes, and races appears in the relevant creature's stat block. All the information required to run these characters is presented in this adventure. The DM should double-check that he fully understands any new rule items presented in this adventure before play begins.

INTRODUCTION

A few weeks ago, you had a dream. A large, bearded man appeared to you, asking you to come to the village of Bren, to the aid of the Kingdom of Sunndi. You were asked to be discrete, and to come to the Phantom Player Inn, where rooms would be available.

Now you approach the village, and its small – and only – inn.

Bren is a small village in the center of the Kingdom of Sunndi.

The Phantom Player is a small inn, with moderate fare. The PCs find that rooms are booked for them. The crowd is busy but amiable and includes villagers and soldiers from the large military encampment just outside the village.

Nobody here knows anything of a summons. From the bearded man's description (from the PCs' dreams), people recognize him as Count Kestor of Corul. Corul was overrun by bullywugs during the war, and Kestor and his people now reside in Bren. PCs can find out the following about the war:

- The bullywugs of the Vast Swamp have invaded Sunndi. They are aided by the Wastrians, who seek to destroy the non-humans in the kingdom,
- Currently, Corul is occupied, and the bullywugs march north. The town of Eyedrin and the fortress of Nondrin are now the only settlements behind enemy lines.
- Count Nolin Bren opened his town to the refugees of Corul. Kestor, with the aid of Bren's men and the Sunndi Army, set up a new headquarters here.
- The Bleak Academy is involved in the war. They give undead and magic aid to the bullywug invaders.

Midnight calls when the last of the rousers have gone.

The innkeeper is about to shut the door, when it is suddenly pushed open again. A large man with a full beard enters. The dark black coat around him serves to emphasize his size. You instantly recognize him.

"Good evening. My name is Kestor. I asked you for aid, and I am thankful that you have indeed come."

♣ **Count Kestor:** male human (Oeridian)
necromancer 13; AL NG.

Any PCs that have gone to sleep are summoned. Once everyone is present, Kestor explains:

"I am sorry that I could not tell you more when I called you here, but this is an issue that needs to be kept between us. I hope that I can trust you to keep whatever we speak about here, to yourself."

Kestor awaits the PCs to confirm that they will keep the meeting secret, before continuing. PCs who refuse are asked to leave. He then continues:

"A week's travel south of us is the Vast Swamp. In its center is a tomb, the last resting place of the evil monster, Acererak."

Over the years, around this tomb, a city – nay – a necropolis – arose. Skull City. Here gathered the foulest of all magic wielders – necromancers – who formed the Bleak Academy."

A DC 15 bardic lore, Knowledge (history) or Knowledge (arcana) check makes a PC recall the tale of a demilich, named Acererak, who long ago resided in a tomb in the Vast Swamp. Many adventurers went there, and many perished. Over time, the tomb became known as a death trap, being named the Tomb of Horrors.

After gauging the PCs reaction, he continues:

"For years, I have sought the destruction of the Bleak Academy, and they sought mine in return."

Once, I was a member. I have made my mistakes in the past, delved in magic forbidden. A terrible mistake. Fortunately I saw the light, the right path, in time, and turned away. I joined with other like-minded individuals – forming the Shroud – and we have been fighting the Academy and their undead ever since."

Some PCs may actually be members of the Shroud, a Sunndi meta-organization of necromancers. They, and anyone making a DC 20 Knowledge (religion) or Knowledge (local: the Splintered Suns) check, know of this organization of redeemed necromancers, who now work towards the Bleak Academy's destruction. Kestor continues:

Finally, the Academy showed its true face. It allied with the Wastrians, providing them with undead and magic. The cause of this is the man who heads the Academy, a man named Drake. We know, from a spy in their midst, that it is his insistence that drives them towards war."

This is our time to strike, but we need experts like you to help. We need you to go into Skull city, into the Bleak Academy, to seek Drake, and to kill him."

Some PCs may at this point ask questions or object. Paladins and good clerics of peaceful gods are expected to raise some objections – if they don't, point out that their

gods would not look kindly on a mission that involves cold-blooded murder.

Kestor does realize that some PCs may raise objections. He has anticipated this, and if the PC object (prompted by the DM or not), he has an answer ready:

“I understand your hesitation. This is not easy. And I cannot ask you to sacrifice your own faiths for it.

But I am confident that, once you see the evil of this man, you will come to the same conclusion: that he must die.

Go to Skull City. See for yourself. At the least, find out what drives the Academy to war. But I have little doubt that your mind will be set once you see the threat this man poses.

Kestor has little time to talk specifics of the quest. Instead, he hands the PCs a bundle of notes, snippets of information on the Bleak Academy (Player Handout 1 and the player map of the Bleak Academy).

The information came from a man named Repulghast, a Shroud member who infiltrated the Academy. The PCs are to meet Repulghast in Skull city. He is an older balding man, with grey eyes and bad teeth, and a rook familiar.

Kestor has a list of passwords that are to be used for the city gate in the coming seven days, provided by Repulghast. The note lists the passwords for each day. Hand the players Player Handout II.

If the PCs hurry, they can use the passwords to enter the city without alerting the guardians. Most PCs at these levels should have means to travel with some speed.

If they don't, Kestor can arrange for the PCs to be teleported by a Wayfarer to Hobrand Castle, to the south. From there, if the PCs march without delay, they should be able to reach Skull City in five days.

If PCs worry on how to keep Drake dead, Kestor says:

We believe Drake has currently no means in place to return from the dead. We also don't expect his fellows to aid him in this. They are more likely to fight over his power.

PCs are likely to ask for a reward. If they don't, Kestor brings it up at the end of the briefing.

“The Shroud has waited for this opportunity for a long time. Our funds are pooled for just this occasion. If you kill Drake, and bring us proof of his demise, we will pay [100 gp x APL], for each person to participate in the mission.”

The reward is substantial, leaving little doubt that the Shroud considers the PCs anything else but hired killers.

Once the PCs accept the mission, Kestor bids them farewell.

“We'll meet again when you return. Be careful. If anyone learns of this mission, it is certain to fail.

Travel quickly. The fate of the kingdom depends on you.”

With that, he strides out the door, and it slams shut behind him.

1: THE VAST SWAMP

The player map of Sunndi shows the location of Bren and the Bleak Academy.

While the swamp is a hostile environment, high-level PCs should pass through relatively easily.

Travel time: Note how many days it takes the PCs to reach Skull City. Traveling through the swamp on foot from Hobrand Castle takes almost a week – assuming on delays. It is likely most PCs find a quicker way. Teleportation can bring the PCs close to the city in a day, flight might take 2-3 days, depending on how fast the PCs go.

2: SKULL CITY

If the PCs paid attention to what was told, they know that flying or teleporting into town is a bad idea (and using the ethereal plane doubly so). See the troubleshooting section if the PCs choose to ignore the warnings.

Assuming the PCs are wise enough to land a bit away from town, they see the following as they get nearer:

A large obsidian wall, at least ten foot high, surrounds what must be Skull City. Several ruins lay in front of it. Everywhere you look are gravestones.

A strange darkness lies about the place. It blocks out the sun placing the entire town in perpetual shadow.

The most obvious entrance into the city is a large gate adorned with a giant skull of an obscure creature. There are no guards, and through the gate you can see an avenue that leads straight towards a building, whose domed roof resembles a giant skull.

Appendix 2 contains a description of Skull City¹. Use this to flesh out Skull City (if required).

If any PCs are invisible, they become visible as they enter the *invisibility purge* covering the area.

Note: Summoned non-evil creatures cannot enter (or be summoned into) the area.

Read the following once the PCs approach the gate.

Numerous tombstones are strewn about the place – the gate is set on top of a graveyard.

The eyes in the skull above the gate glow briefly and a whispering voice, like the grating of sandpaper, issues: “Speak”

This is the Bone Gate. The voice is an effect similar to the *magic mouth* spell. To pass safely, the PCs have to provide the password. The answer is dependent on the day that they arrived.

Counted from the morning *after* Kestor briefed them (Earthday), the correct passwords are:

Within the day (Earthday): Devourer

1 day (Freeday): Avasculate

2 days (Starday): Withering

3 days (Sunday): Nerull

4 days (Moonday): Fiendblood

5 days (Godsday): Anatomy

6 days (Waterday): Death

If the PCs took too long, no password suffices.

The PCs are free to step back a moment and discuss what to answer, but they only have one chance to actually speak the password.

If the PCs provide the correct answer, the gate answers:

“Pass.”

The PCs are free to continue inside the city – see development below.

If they don't provide a password, they can still retreat without being attacked. If they provide the wrong password, or try to continue without saying anything, the guardian attacks.

The grounds trembles... from the earth rises a monstrosity, formed from the surrounding graves. Roughly human-shaped, the dark pits where its eyes might be shed a dull red light.

Around its shadow, wispy forms rise up, and join the moving graveyard in its assault.

Creatures: The grave dirt golem is formed from the graves under the gate's foundation. The shadows normally are powerless in daylight, but the strange darkened conditions around the tomb allows them to attack during the day.

Note that in the city, all undead have an additional +4 turn resistance.

Note: The skull at the top of the gate functions as a *darks skull* (DMG 254, and the *unhallow* spell, PH 297), except that it is fixed in place and the area affected is an 80-by-80 foot area in front of the gate (covering the graveyard from which the undead rise).

The spell effect tied to the *unhallow* is *invisibility purge*, which occupies the same area.

APL 10 (EL 9)

☛ **Grave Dirt Golem:** hp 90; Appendix 1.

☛ **Shadows (6):** hp 6; MM 221.

APL 12 (EL 11)

☛ **Grave Dirt Golem:** hp 90; Appendix 1.

☛ **Greater Shadows (3):** hp 58; MM 221.

APL 14 (EL 13)

☛ **Grave Dirt Golem:** hp 90; Appendix 1.

☛ **Greater Shadows (4):** hp 58; MM 221.

APL 16 (EL 15)

☛ **Grave Dirt Golem:** hp 90; Appendix 1.

☛ **Dread Wraiths (4):** hp 104; MM 257.

Tactics: The golem is straightforward, a melee combatant that attacks with brute force. The other undead, focus on any flying targets. Otherwise, they swarm possible spellcasters (especially arcane casters). They are relentless in their attacks, fighting until destroyed. If the PCs flee into the swamp, the guardians don't pursue, but instead sink back into the soil, where the enhanced necrotic energies rejuvenate them. Should PCs return after more than one hour, both the spirits and the golem are back at full strength.

While the PCs fight, a number of citizens approach to call encouragements to the guardians, enticing them to kill. They know better than to interfere though – they won't approach to close nor aid, as in the past the guardians would mistake them for additional targets. Once the PCs succeed in defeating the guardian, they flee for the moment – not eager to deal with anyone tough enough to fight the guardians.

Treasure: There is no treasure in this encounter. While the *darks skull* is magical it ceases functioning and becomes worthless when removed from the gate.

Development: If the PCs fought their way inside, most people avoid them. They need to move quickly and away from the scene, before more powerful opponents investigate. If they don't, the city is likely to soon catch up. The resulting fighting force includes Leon and eight hexblade guards, a number of powerful necromancers, undead, summoned fiends, and more – enough to overwhelm the party.

If they move along, though, they can run their mission before their actions are fully disclosed.

PCs have little difficulty to approach the Academy building, but by the time they arrive most of the students have heard about a fight, and all people encountered (save Maelanee) are suspicious of strangers and unfriendly and extremely unhelpful.

If the PCs used the password to enter the city (or snuck in with aid of the nagas), few people pay them any attention. Odd races (which includes elves and halflings) may draw a glance, but most people have learned to not judge by looks - and to mind their own business.

Their contact, Repulghast, is nowhere to be found. Instead, his familiar Compex approaches the PCs.

A shadow falls over you, and moments later a rook lands on a large tombstone near you. He eyes you for several long moments, a glare that makes you realize he is far more intelligent than others of his kin.

“Krah!” It utters “Are you the ones they sent? Ack! My master must have been duped. You can't seriously be competent?”

The rook is Compex, the familiar of Repulghast, the Shroud spy the PCs were to meet.

♣ **Compex, Rook Familiar:** hp 7; Appendix 1.

Repulghast was discovered a few days ago, when Leon's guards suddenly burst in the shack where he lives, and took him prisoner. There were no explanations given, no charges – none of such is necessary in Skull City. Till this moment, Compex is still not sure if the Academy were on to Repulghast, if he just annoyed someone higher up, or is he just turned out to have the right blood type for some bizarre experiment.

Repulghast was taken to the Academy for 'examination' – a euphemism for people that are to be victims in Drake's gruesome experimentation. Compex was caught, but managed to escape.

He is the only one who knows of the PCs coming, and now has his hope set on them – for if his master dies, Compex becomes a common bird again – a most unwelcome prospect.

Compex knows approximately where his master is, due to his empathic link, but other than that he is in pain and alive, he doesn't know anything.

Compex has spent quite some time amongst high-level wizards, so whatever snippy comments the PCs may have is not likely to impress him. Unless they attack him (which causes him to flee), he gives an impression of absolute disinterest.

At some point, unless the PCs point it out themselves, he adds:

"Ack. Let's talk somewhere more private?"

He motions with his beak towards the ruins of a desolate house.

"Over there."

Compex flies up and towards the house, seeking a place away from the bustle of the city. Assuming the PCs follow, he states his business:

"Krah! You look like a bunch of fools, but I have to settle with you. Krah! My master was caught. I need someone to help me find him. And you need a guide. Krah! Without me you'll never get inside."

Compex is haughty, but he is also aware he needs the PCs. He tries to play up that they need him, but a Sense Motive opposed by his Bluff check shows that he really isn't very secure.

He is, however, right that his knowledge of the city and Academy is valuable, Compex knows a lot of what goes on (everything about Skull City described in Appendix 3):

- The history of the Bleak Academy and the Tomb of Horrors (which he never saw).
- The rough layout of the Petitioners halls (see the Petitioners map, but minus the secret doors)

- All the common information about the Board (see the information Kestor has in encounter 1)
- The procedure of attaining Academy membership (see encounter 4-3).
- Various tidbits of specific information. Throughout the scenario, whatever Compex knows about a specific location (if any), is mentioned in the room's description.

Compex knows about the PCs mission. He can give the name of his master and describe him if the PCs ask.

He explains that his master was captured, and he narrowly escaped.

Once the PCs are convinced, he urges them towards the Academy. Only with extreme reluctance does he follow the PCs if they decide to tour the town (see Appendix 3).

Should the PCs refuse to put their trust in him, he becomes frustrated, and flies off.

Troubleshooting: Should the PCs try to fly or teleport into town or travel through the ethereal, instead of using the gates, one or more fiends, triggered by the tomb's defenses, instantly teleports in and attack. *Invisibility* does not help to avoid them being noticed (though individual demons may still have to deal with miss chances).

APL 10 (EL 9)

♣ **Vrock (1):** hp 115; MM 48.

APL 12 (EL 11)

♣ **Vrock (2):** hp 115; MM 48.

APL 14 (EL 13)

♣ **Hezrou (2):** hp 138; MM 44.

APL 16 (EL 15)

♣ **Nalfashnee (1):** hp 175; MM 45.

♣ **Hezrou (1):** hp 138; MM 44.

The fiends attack with abandon and fight to the death. Note, they are not summoned and so can attempt to summon other demons to aid them.

Climbing the walls or investigating the ruins: The ruins and walls around Skull City are infested with a nest of nagas living in tunnels that burrow under and into the wall. The tunnels are too small for Small or larger creatures, but can easily accommodate the **nagas (due to their thin bodies)**. Should a PC try to climb the walls, the nagas wait until he is halfway up, and then attack, using the cover (+4) from attacking from inside the wall to their advantage. Their attack also alerts the normal guardians, who join the battle a round later, rising up from the soil.

The corrupted guardian nagas in this encounter are evil, but otherwise similar to normal guardian nagas.

APL 10 (EL 9)

♣ **Spirit Naga (1):** hp 76; MM 192.

APL 12 (EL 11)

✚ **Spirit Naga (2):** hp 76; MM 192.

APL 14 (EL 13)

✚ **Shessariss, naga matriarch:** hp 238; Appendix 1.

APL 16 (EL 15)

✚ **Shessariss, naga matriarch:** hp 238; Appendix 1.

✚ **Spirit Naga (3):** hp 76; MM 192.

Talking ones way over the wall: If the PCs are aware of the nagas, or if they investigate the ruins, they can try to negotiate a meeting with Shessariss, the naga matriarch, to let them through.

It requires a DC 25 Diplomacy check to even talk to her (otherwise the nagas simply attack). Once she grants an audience (casting *detect thoughts* prior to showing herself), an opposed Diplomacy (+31 for Shessariss) is needed to convince her to let them through – provided the PCs can find the right arguments. Flattery counts (Shessariss is incredibly vain) but bribery works too – a magic item or gold worth at least 1,000 gp is a convincing argument and grants a +4 circumstance modifier.

Finally, Shessariss dislikes Drake, who she blames for enslaving her kin (as bone nagas) in the Academy halls. She has a particular hatred for Morrow, a dark naga who was the nagas' matriarch before her. During the period of chaos after head mistress Ferranir disappeared, the nagas fell to squabbling. Shessariss, who had been working secretly at her own power, deposed Morrow as the matriarch, using the dark naga's practice to turn her own kin to bone nagas against her. Morrow sought shelter in the city, and is yet in the employ of the Academy.

Under Shessariss rule, the nagas became estranged from the city's inhabitants. The original wall of Skull City, which functioned as the nagas' habitat, originally encircled the large graves around the town, enclosing the graves with the town itself. Drake had the wall moved – effectively banning the nagas to the graveyards, though they dug themselves back in soon enough.

Shessariss and her kin still guard the perimeter of the city in exchange for food and magic, but the relation is now tense, as Shessariss makes ever greater demands to keep her and her nagas vigilant.

The reason for Shessariss attitude is that Morrow is still alive – and, from her shelter in the academy, undermines the new matriarch's authority. With Morrow out of the way, her power base would be secured, and relations could get normalized. But Shessariss is far too proud – and Drake far to alien and detached – to have the necromancers do the kill.

The PCs are another matter though. Shessariss may be a coerced if the PCs offer to do her a favor, or if she gleans their intent (through *detect thoughts*) to kill Drake. In that case, she offers to grant the PCs free passage in and out of the city, if they kill Morrow for her.

If negotiations fail, the PCs are ordered to leave immediately. They can leave safely, but if they stay, the nagas attack.

If the PCs manage to get over the wall in this way, they miss the initial encounter with Compex, but you can have the rook track them after they have wandered the city or entered the Academy.

3: THE BLEAK ACADEMY

The Bleak Academy is the largest building in Skull City. It has been build at the side of the hill in which the original Tomb was built. A large amount of compacted earth, now overgrown with weeds, makes it look as if the colleges are part of the hill itself.

In front of the skull-shaped dome of the academy, a large stage, hewn from dark stone, rises up. In front of it, a wide round stair case descends into the depth, to dark wooden doors, which stand open – though their rough exterior and the darkness beneath does not look too inviting.

The Bleak Academy is what Skull City is all about, and as such it is the city's largest and most impressive building. A few years ago, the halls were thriving – even after Ferranir's demise and the cold rule of Drake, those curious to learn would come. Most were people from the margins of life, low-level necromancers, but there are a few exceptional people included in the Academy makeup.

Since Drake's decision to meddle in the war, the population of the city has dwindled significantly. Where there once were days that the Academy was crowded with people, now only a handful remain. Still, quite a number of dark hearted spell casters still call themselves member, and should the war be over or the Academy renounce its alliance to the Wastrians, the popularity and power of the Academy would recover.

Originally, the Academy colleges were freely accessible to all, but as the Tomb drew more people that sought to merely plunder its riches, the college halls are now only strictly accessible to members.

For those who come to get initial tutoring before they can possibly qualify to apply, a new college was built. This 'hall of petitioners' is build largely underground. The flat roof of these halls serves as a podium, stage of some sort, reserved for use by the Academy for public demonstrations of new magic advancements, important Academy announcements, and the annual graduation ceremonies.

Features: Being mostly underground, no sunlight enters the Academy. Instead, the entire complex is illuminated with *continual flame* spells, placed on candles set in niches and (in case of the library and auditorium) chandeliers throughout the complex. The candles loose their enchantment if taken outside the Academy.

The light is rather pale and gloomy. Only the library lights are bright, and the lamps in the reading rooms can be adjusted to provide sharper illumination.

All walls in the Academy are lined with lead, woven between the stones, blocking detect spells and rendering most spells that pass through walls or manipulate stone, such as *passwall*, *stone shape*, or *soften earth and stone* useless. Note that *blink* opens the caster up to attacks from the demons on the ethereal plane.

Unless specified otherwise, all the doors in the complex are heavy wooden doors and unlocked.

Wards and Guards: The Academy is well protected. Years of having to deal with mischievous students keeps the guards alert and caused a number of protective spells to be put in place.

First, the entire academy is protected by an effect similar to the *anticipate teleportation* spell. Anyone who attempts to teleport inside the building, no matter what his desired destination, is instead brought to appear in room 21. In addition, his arrival is delayed for three rounds, and the academy guards are alerted to his arrival. Anyone who tries to teleport in is therefore automatically surprised by the guards, as they are ready to strike down the intruders. This is always the full contingent of guards – the APL 16 version of encounter 5-21.

To prevent easy escape for perpetrators from the guards, the entire halls are also under the effect of a *dimensional anchor* spell. So even if PCs manage to teleport in and survive, they won't be able to teleport out again.

Undead: Besides the magical affect of the *darkskulls* (see below) in certain areas, all undead in the Bleak Academy are bolstered by the profane area itself, and receive a +4 bonus on their turn resistance.

Darkskskulls: Several darkskulls have been placed throughout the academy. Unlike the one on the Skull City gate, these skulls are mobile and can move about on instructions of the staff. They generally are stationary, making sure all the public areas are affected by their *unhallow* effect. The secondary spell tied to the skulls is *invisibility purge*. The maps show the normal locations of the skulls (though they can change of circumstances dictate it).

Note that the Academy itself does not count as unhallowed grounds (but it has its own effect on undead, see above).

Due to the obvious origin of the Academy *darkskskulls*, they cannot be sold – if the PCs think to loot the place, they won't find people willing to pay cash for them.

Students' Attitude: Most students in the academy are not initially hostile to strangers – even odd ones. In general, unless specified otherwise, students make the assumption that PCs are petitioners. They start out indifferent to human PCs, and unfriendly (suspicious and/or biased) to non-human PCs. If PCs actually manage to become members (see encounter 4-3), their attitude improves one step. If, on the other hand, PCs manage to draw unwanted attention (they attacked the city guardians in encounter 2, or are caught fighting in the halls), the attitude worsens one step. If this means that

students become hostile, they refuse to talk to the PCs. Any confrontation likely leads to a fight (see below).

Student and Staff Equipment: Most college students and staff carry specific items that mark their status in the Bleak Academy. The PCs may encounter these token items, allowing them to identify the more advanced students: a shadowy cloak known as a *blackcloak*, and a fang-like dagger, known as a *deathtooth*.

Both are created through foul necromantic rites and then often further enchanted into *cloaks of resistance* or the like.

For students and common staff, no treasure lists are provided – should it matter, use table 4-23 to calculate a students' treasure value, but divide values by half as most gold is spent in research and academy dues.

Troubleshooting: when all hell breaks loose. The PCs are here presumably to succeed in their mission. However, sometimes the PCs may decide to go on a rampage instead. The deeper they are inside the building when they start their fights, the smaller the chance of the alarm being raised.

If the PCs start fights in the city, they draw the attention of the guards there. If they move quickly, though, (as noted when fighting the gate guardians), they can stay ahead of the guards as long as they are quick to enter the Academy grounds, and stay unobtrusive while there. All attitudes towards the PCs are worsened by one, and the PCs may face opposition when they leave (see encounter 8).

If the PCs get involved in a fight in the Petitioner Halls or College (with students or staff) at any time, the guards at area 21 are called. They raise the alarm for backup and then go take a look.

If the PCs dispatched the guards earlier, they may have a better time as long as they don't let anyone get away to raise the alarm at the House of Arms.

It takes 5 rounds for a number of guards to teleport from the House of Arms to room 21, as a reaction on an alarm. These are always two guards (regardless of APL), and at APL 16 Leon.

All APLs

♣**Academy Guards (2):** male/female human hexblade 9; hp 68; Appendix 1.

♣**Leon:** male human fighter 14; hp 105; Appendix 1.

Morrow (if still alive) is ordered to dispatch extra bone nagas to guard the College (run encounter 5-21 at one higher APL, or add 2 extra bone nagas at APL 16). Note that subterfuge is unlikely to work once fighting breaks out. Give the PCs every opportunity to flee.

If fighting continues, or the guards do not report in five minutes, four additional guards investigate. See encounter 5-21 for tactics. See encounter 5-21 for tactics.

Any students and staff in the halls also involve themselves in the fight. Some of these may not be much of challenge, but others such as Ngise and especially Lygia (who doesn't leave the library but fights if attacked there) can be an encounter all on their own. PCs do not

earn XP for confrontations with students or staff, because that is not what helps them achieve their goal.

Again, PCs may face opposition when they leave the Academy, as described in encounter 8.

Note: The PCs may not gain XP from fighting more than the adventure's APL cap for their table. If they manage to defeat this number of villains simply tell them that sheer weight of numbers has driven them from the halls. At this point, a successful conclusion to their mission is impossible.

4: THE PETITIONER HALLS

The Petitioners Halls are easy to access. The main problem for the PCs is finding a way to enter the Colleges, as normally only members are allowed to enter.

This encounter offers information on the Academy, and provides a few means for the PCs to enter the Colleges without drawing attention.

This level of the Academy contains several untiered encounters. These are not intended to be fought, but statistics have been provided should the PCs be foolish enough to do so anyway.

1: STAIRS

A flight of stairs, set in a half-circle, descend down to two double doors that are wide open. A number of students sit on the stone steps, discussing their last lessons.

Two young men stand on either side of the entrance. Each is dressed in dark robes, with a midnight black cloak, and an ornamental dagger on their belt. They have the mark of a skull burned into his forehead.

Creatures: Two students stand at guard at each side of the entrance. It's a tradition to assign the newest Academy members for watch duty on the steps.

Their function is mostly ceremonial, and they hardly ever stop anyone. Unless the PCs cause a disturbance, act suspicious, or attempt to bring a large animal inside, they can continue on.

☛ **Gouyle and Reyvac – Students (2):** male human necromancer 5; hp 19; DMG 126.

Tactics: The students on the stairs flee as soon as a fight breaks out, which raises the alarm.

The two guarding students fight till the death.

Development: Compex can tell the PCs that large animals are not allowed inside. If the PCs try to bring along a large animal anyway (or if the PC party contains a centaur), they are stopped.

One of the young men steps forwards.

"No large animals taken inside. If you want to stable your animals, you can do at Beven's, up the stairs, left of the square."

He points theatrically up to the square. A student girl sniggers at him, but he ignores her. "Academy policy."

The student, Reyvac, is not planning to let the PCs inside with their animals. He is quite willing to show he is serious by casting a simple spell (such as *chill touch*) to 'teach them a lesson'.

If the PCs do not wish to draw the attention of the Academy guards, they should probably not get into an actual fight.

They need to shift Reyvac attitude to friendly or better to let any centaurs inside. Both Diplomacy and Intimidate skills can be used (as long as no actual fight breaks out). Diplomacy or Intimidate does not allow the PCs to bring in other large creatures, though. If the PCs push that idea, the students call for the guards.

2: ENTRANCE HALL

A gloomy light illuminates a cold tiled hall.

To the right side of the board hangs a long, dark red curtain. In front of it floats an ebony skull, wrapped in a dark halo of flame.

The skull is a *darkskull*. The curtain leads to the petitioners test. Since the test is a private matter, it is shielded off with a curtain, but otherwise PCs are welcome to enter.

3: PETITIONER TEST

A giant skeleton stands against the far wall. A large red curtain hangs behind it, candles on the left and right illuminate it in a red glow.

The skeleton stands erect, but its hands are hold out, as if offering them.

A soft voice rings through your ears, a whisper almost.

"To enter the halls and be judged, place your hands in mine."

The skeleton is in reality as statue carved from ivory – and the PC may notice it if he steps close. It is part of the Academy test. It radiates strong necromantic magic.

Behind the statue is a secret door, but to access it the statue, which weighs over 600 lb., must be moved. Only then can it be found with a DC 20 Search check.

Anyone who desires to join the Academy – and enter the colleges – needs to pass this test. It is a simple test – but only the worthy may pass – worthy in the eyes of the Academy, that is.

Trap: To enter the test, a PC must place his hands into the hands of the statue. The moment they do so, the hands close, holding a vice-like grip on the character's hands. It requires a DC 24 Strength check to break loose from the hands – the PC can try this only once before the test is completed.

While the PC's hands are held, the statue screens him or her for suitability. If they are still holding the PC after the next round, judgment is passed.

'Suitable' means that the PC needs to be non good, and fulfill at least one of the following requirements:

- Know at least one arcane necromantic spell
- Have the Spell Focus (necromancy) feat
- Have access to the Death domain

If these requirements are met, the following happens:

The eyes of the skeleton burst in a fiery light. A ray strikes from the eyes and hits your forehead, burning into your skin.

"Welcome to the halls," the voice whispers, "you passed. Report to mistress Esanya for your schedule and college dues."

The hands let go, and you are free.

The ray automatically hits. The PC takes 1d10 points of damage and is now branded in his forehead by a skull, which cannot be removed by anything short of a *heal* spell or similar. The brand makes the PC recognizable as a member. It is a magic brand (effectively a wizard mark). It is impossible to replicate it with a Disguise skill or normal magic – while PCs can fool students, the guardians of the place as well as the staff recognize a false mark as soon as they see it.

If the PC is unsuitable, the repercussions are dire:

The skeleton is suddenly enveloped by a dark wispy shadow, and a dreadful cold comes over you.

"The academy deems you unfit... yet" the cold voice whispers, "try again, once you have learned."

The hands let go, and you are free.

The PC immediately gains 1d4 negative levels as if subjected to an *enervation* spell (no save, but some spells, such as *deathward*, protect against this effect). The negative levels last for 24 hours, after which they go away (a PC does not need to make Fortitude saves to lose the negative levels). If a PC has less hit dice than he gets negative levels, he dies.

All APLs

✦ **Petitioner's Statue (Energy Drain Trap):** CR 10; magic device; touch trigger and special; automatic reset; spell effect (*energy drain*, 17th-level wizard, 1d4 negative levels for 24 hours, no save); Search DC 34; Disable Device DC 34. Cost: 124,000 gp, 7,920 XP.

Complex knows the basic procedure, but not the exact requirements. Repulghast managed to pass.

If any PC enters this test and passes, he gains the **Former Member of the Bleak Academy** entry at the end of the adventure.

4: STUDENT WARDROBES

This room contains student robes and luggage. A few familiars guard their master's equipment.

5 – 6: READING ROOM 1 AND 2

At any time of day these room may contain one or more initiates or students, reading up on a thesis or doing their homework.

7: STUDENT ADMINISTRATION

This thin hall is dark. One candle near the door sheds light on a bare counter with single bell. Behind it rows and rows of shelves with scrolls, most of them thick with dust.

The administration of the students is done here. Mistress Esanya, a spectre, keeps the records.

Nothing happens unless the PCs ring the bell or try to move past the counter.

There is an uncomfortable chill, and a spectral image appears before you out of thin air. It is an old woman, her hair tied in a knot, her eyes squinting at you behind thin glasses. Her lips are pursed in a disapproving way.

"Tuttut!" she says, "What impatience. I knew you were here, you know."

Creatures: Esanya appears quite friendly, but can be very strict and unforgiving.

All APLs

✦ **Esanya:** female spectre; hp 45; MM 232.

Tactics: Esanya does not fight – if she is attacked, she screams for the guards and then escapes to the ethereal plane.

Development: Esanya knows when people have passed the test, so she is ready for them when they arrive.

If any PC qualified for membership, she turns to them and says.

"I guess you are here to see me for your membership? Here is your certificate, dear. The due is 150 gold pieces a year, to be paid in person as soon as possible. Please sign here."

She presents a scroll, and a feather quill.

The 150 gp a year cover basic expenses (students have to take care of more stuff like books and material components if they follow lessons).

If none of the PCs has gained membership, Esanya shoos them out. She doesn't answer questions and threatens to call the guards if the PC continue to 'intrude'.

8: GREAT HALL

This large chamber is dominated by an enormous pool in the center of the room. The room is lit by numerous black candles. Spaced around the hall are seven floating skulls, each wrapped in dark flames..

9 – 10: PETITIONER CLASS ROOM A AND B

These classrooms are empty except for benches, a desks and a blackboard.

11 – 12: PRACTICAL LABORATORIES A AND B

Room 11 is empty. Room 12 contains two students working on making corpse candles.

All APLs

➤ **Abaran and Thelin, Initiates** (2): male human necromancer 3; hp 12; DMG 126.

13: CLASS ROOM: BIOLOGY

Eight tables surround a raised platform, on which four people are clustered around a large stone basin on wheels.

"ere," you hear a female voice say, "let's see how it reacts to Smee's toad!"

There is wail from a fat boy as he frantically grabs at a young girl with dark hair, who steps back, a struggling amphibian in hand.

The others laugh as the fat boy bawls, but then hastily step back from the basin – several green-purple tentacles lash out at them.

Creatures: The four students here – all actual members as can be shown by the skull mark in their forehead – examine a number of strange plants for their botany class. The plant they are currently examining is a violet fungus, which is flailing around for food.

All APLs

➤ **Volet, Armee and Nokt – Students** (3): male/female human necromancer 5; hp 21; DMG 126.

➤ **Smee - Initiate:** male human necromancer 3; hp 13; DMG 126.

➤ **Violet Fungus:** hp 15; MM 112

Tactics: Like most students, these are not likely a threat on their own, but they are not initially aware of this. If attacked, they defend themselves with spells while yelling for the guards. Smee surrenders if cornered, but the rest stubbornly fight on – to the death of need be.

Development: The students keep threatening to toss the toad in the fungus – they don't actually do so, but Smee is not perceptive enough to realize this.

If the PCs step in to aid Smee, and chastise the other students, they earn Smee's gratitude. A successful Intimidate or Diplomacy check (DC attitude dependant) drives the students off. Intimidating them doesn't lead to a fight.

Smee is very grateful when helped. With a likeable excuse and a DC 15 Bluff check, the PCs can convince

the student to guide them into the College grounds, past the screen and the guards. Smee can be found easily enough should they realize this later.

14: CLASS ROOM: PRIMARY NECROMANCY

This empty classroom is used to teach the principles behind simple necromantic magic.

15: CLASS ROOM: ANATOMY

Several people sit on uncomfortable looking benches, looking attentively at an old man in front of the class, who is bent over a corpse, slicing with surgical precision, into the dead man's skin.

"The bone structure of the chest," the man says, as he carefully cuts, "is like a protective box, quite exquisite in its design, flexible yet sturdy enough to protect the heart, as a closer look here can show..."

Creatures: Instructor Ngise teaches basic anatomy to a number of starting students.

All APLs

➤ **Instructor Ngise:** male human necromancer 7/loremaster 6; hp 61; Appendix 1 – All APLs.

➤ **Leyd, Amus, Cas, Yodelle, Felice and Mara – Petitioners** (6): male/female human necromancer 1; hp 4; DMG 126.

Tactics: Violence is not likely to erupt in this classroom, but if the PCs manage to push it, Ngise is ready to use all his spells at his disposal (while his hearing is impaired he does not suffer any penalties while spellcasting). The new petitioners do their best to support.

Any fighting draws the guards from room 21.

Treasure: Ngise carries the following loot:

All APLs: Loot – 25 gp, Magic -- ring of protection +1 (167 gp), cloak of resistance +1 (83 gp), amulet of natural armor +1 (167 gp)

Detect Magic Results: ring of protection +1 (faint abjuration), cloak of resistance +1 (faint abjuration), amulet of natural armor +1 (faint transmutation)

Development: Ngise is farsighted and nearly deaf, so he doesn't even notice the PCs entering. Students turn to the PCs and hush them down if they are noisy.

Ngise drones on about the corpse's skeleton. If the PCs desire to speak to him, they have to sit through a full lecture during which the dead man on the table is slowly deboned.

Complex whispers to the PCs that the tutor is Ngise, one of the oldest instructors and member of the board. Despite his old age, he is well respected and a popular teacher.

Ngise is a man who cares only for his macabre studies, and has no interest in politics. Persistent

questioning may prompt him to part with the following (if PCs ask for these specific subjects):

- **About himself:** He is instructor in elementary necromancy, anatomy, and animation. He is also a member of the board, but he hardly concerns himself with politics.
- **About the war:** He doesn't know much about the Academy's involvement in a war. In fact, come to think of it, he doesn't know much of a war, either...
- **About who voted in favor of the war:** This takes a bit of digging, but in the end Ngise recalls some proposal about Academy politics. He recalls that Lygia and Nessefir voted in favor, and that Maelanee voted against. Leon and he abstained from voting (as usual).
- **About recent events:** The most exciting thing happening was an experiment a few years ago, where a former student of his managed to create a new kind of hungry undead. To his regret, it was destroyed on the insistence of Maelanee.
- **About the board:** He has respect for Leon even though he does not know any arcane magic. He thinks Maelanee is just a kid and unfit for board duty. He gets along well with Nessefir, who shares his interests, but unfortunately spends too much time out on all kinds of missions. He doesn't like to discuss Lygia – he is severely annoyed that a sorceress was chosen to lead the library.
- **About Drake:** He doesn't speak much with Drake, except professionally. Drake knows quite a lot but it annoys Ngise that he keeps his own secrets.
- **About Repulghast:** <pause> Bald man? Bad breath? Mm. Not much of a student. Too much talk, too little practice. Will never make it. Haven't seen him for while.
- **About the Grey Lady:** She is a woman who sponsors some of the Academy's more expensive and daring research projects [including the one mentioned above]. He recalls she is a grey elf – but he only met her once. She is not a member. He doesn't recall her name.

It should not take long for Ngise to get bored with the discussion unless PCs actually bring up topics on arcane matters, specifically necromantic magic. He is interested to discuss new magic (any Limited spells a PC may know), and can tell about the necromantic wards around the place, part of which he helped design (such as the *darkskulls* and the *corpse light candles* in the library).

When he gets impatient, he orders the PCs out. If they refuse, he uses offensive magic to hammer the point home that he desires to be left alone.

16: CLASS ROOM: SOCIAL STUDIES

This empty classroom is used for the study of the social habits and psychology of the undead, necromantic magic that can affect the mind, and for the honing of one's skills at rebuking undead.

17: LIBRARY

The entrance of this room brings you on a platform from where two stairs lead down to the room below. Along the walls are glass – or at least it seems glass – shelves, stacked with books and scrolls in pristine condition.

Six chandeliers float near the ceiling. A flaming skull drifts amongst them. Strange transparent shapes also drift about.

Below, several people sit on a set of seven black marble stables, arranged in a star pattern. Alone on one table sits a Baklunish man dressed in rich robes, studying an ancient scroll.

In the center of the star is a round desk in the same black marble. A stunningly beautiful woman with long black hair sits behind the desk, examining a stack of books.

The entire hall is silent, and after a few seconds you realize that all sound here is muffled – you can hardly hear yourself breathe.

This marvel of architecture has cost a fair amount of effort, and is one of the reasons that Skull City, despite its remote location and the war, kept drawing enough students to warrant existence.

The candles in the chandeliers are augmented *continual flame* spells. The library is therefore much brighter than the rest of the academy. The chandeliers are also enchanted with a variation of the *corpse candle* spell (see Appendix 2), which affects the entire library. The shapes the PCs occasionally think they see are not undead spirits but glimpses from the fiends enslaved by Acererak to patrol the ethereal. A DC 26 Spot check reveals the monstrous nature of the lightly outlined creatures. The fiends do not enter the Prime Material Plane, even if combat breaks out.

The glass shelves on which the books and scrolls are resting are shielded from the room by a *wall of force*, which protects the books from destructive magic.

To get a book, a student orders one of several *unseen servants* to use a secret passage to reach the warded area.

Creatures: The students present are recent members whose class got dismissed today. If the PCs chased off the students in room 16, or waited for the class in room 15 to finish, some of those students are also here.

The woman behind the desk is Lygia Farell, a powerful mystic theurge. She worships Vecna, but few people know this – and she prefers it that way.

The Bakluni in noble clothing is a disguised rakshasa named Amanajari, a long and respected member of the Bleak Academy. Amanajari studies an ancient scroll written in an alien and encrypted tongue.

Aside from these people, there are eight unseen servants present (one for each table and one for the desk). The servants keep the library tidy, and fetch and return books from the shelves on command.

All APLs

☛ **Lygia Farell:** female human cleric (Vecna) 3/sorcerer 4/mystic theurge 10; hp 81; Appendix 1 – All APLs.

☛ **Amanajari:** male rakshasa; hp 52; MM 211.

☛ **Meya – Student:** female human necromancer 5; hp 21; DMG 126.

☛ **Alanni, Huberd, Shar – Initiates (3):** male/female human necromancer 3; hp 13; DMG 126.

☛ **Nutt – Petitioner:** male human necromancer 1; hp 4; DMG 126.

Tactics: Combat only breaks out if the PCs are confrontational. An open attack, on Lygia, a student, or the library itself, prompts Lygia to turn on them, using her most devastating spells while calling for the guards.

Treasure: Lygia carries the following treasure:

All APLs: Loot – 25 gp, Magic -- ring of protection +1 (167 gp), cloak of Charisma +4 (1333 gp), periapt of Wisdom +4 (1333 gp), wand of silence (375 gp), rod of metamagic (lesser silent) (250 gp)

Detect Magic Results: ring of protection +1 (faint abjuration), cloak of Charisma +4 (moderate transmutation), periapt of Wisdom +4 (moderate transmutation), wand of silence (faint illusion), rod of metamagic (lesser silent) (strong)

Development: Lygia is far less gullible than Ngise. She is quite aware that the PCs are not here to study lore – but she has her own agenda, and no plans to interfere.

Lygia voted in favor of the war. She doesn't forward this, and if the PCs learned it from Ngise, won't explain her motives. In fact, there is incredible little that Lygia is willing to tell. If people wish to learn, she explains, there is enough to glean from the library's books to last a lifetime.

Amanajari has nothing to say either. He is engrossed in his project. If combat breaks out, he uses *dimension door* (which drops him in room 21 after 3 rounds of delay) and alerts the guards. Otherwise, he totally ignores everyone.

The scroll he is studying is illegible. Amanajari made several notes, and if PCs peek over his shoulder, they can catch the word "Tenebrous" before he covers it up. A DC 15 Knowledge (the planes) check reveals that Tenebrous is a name used by the demon Orcus in his aspect of the god of undead.

18: GUARDS' OFFICE

The iron door to this room is *arcane locked* (CL 13) and warded with an *alarm* spell (CL 14). Anyone trying to enter this room in any way draws the attention of the guards at room 21.

☛ **Arcane Locked Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 38.

Occasionally guards take an opportunity to take a break and rest here.

19: DEAN'S OFFICE

The wooden door to this room is *arcane locked* (CL 13). Anyone trying to enter this room by force draws the attention of the guards at room 21.

☛ **Arcane Locked Good Wooden Door:** 1½ in. thick; hardness 5; hp 15; AC 5; Break DC 28.

The luxurious office does not contain anything of interest.

20: COLLEGE ENTRANCE

Six thick, white-yellow pillars of bone hold up the ceiling, which curves upwards, making it look like you step in the jaw of some great creature, its teeth jutting from the ceiling and drilling into the floor.

The entrance is blocked by an opaque, black screen, that fills the only entrance leading deeper into the academy.

The temperature here drops noticeably, and it gets colder the closer you get to the screen.

The screen is a negative energy field, erected to disallow access – aside from the guards – to any but the members of the Bleak Academy.

There are several ways to continue on (besides a rogue disabling the trap) towards the academy colleges.

The proper way to enter is for an Academy member to approach and clearly utter the password for the day – the same password used at the gate. The screen then drops for 1 round. (Compex knows this)

Having only the password is not enough: the person uttering it needs to be a member. PCs who dare can try to join by doing the test (which Compex also can point out). PCs who aided Smee (room 16) may be able to convince that gullible student to let them in with a likely excuse.

A PC can elect to simply pass through the screen, and submits himself to the negative energy of the screen. PCs stepping through unprotected gain 1d4 negative levels. A PC protected versus negative energy (by *deathward*, for example) does not suffer this damage.

The screen can be disabled for 1d4 rounds by a successful turn attempt, as if the screen is a creature with hit dice equal to the caster level of the spell (APL+2, see trap). Note that the +4 turn resistance and the effects of *unhallow* also apply here.

The screen cannot be dispelled by *dispel magic* or similar spells.

APL 10 (EL 5)

☛ **Screen (Energy Drain Trap):** CR 5; magic device; touch trigger; automatic reset; spell effect (enervation, 7th-level wizard, 1d4 negative levels for 7 hours, no save); Search DC 29; Disable Device DC 29.

APL 12 (EL 5)

🔮**Screen (Energy Drain Trap):** CR 5; magic device; touch trigger; automatic reset; spell effect (*enervation*, 9th-level wizard, 1d4 negative levels for 9 hours, no save); Search DC 29; Disable Device DC 29.

APL 14 (EL 5)

🔮**Screen (Energy Drain Trap):** CR 5; magic device; touch trigger; automatic reset; spell effect (*enervation*, 11th-level wizard, 1d4 negative levels for 11 hours, no save); Search DC 29; Disable Device DC 29.

APL 16 (EL 5)

🔮**Screen (Energy Drain Trap):** CR 5; magic device; touch trigger; automatic reset; spell effect (*enervation*, 13th-level wizard, 1d4 negative levels for 13 hours, no save); Search DC 29; Disable Device DC 29.

Anyone who passes without using the proper password (without a member of the Academy present) is subject to the attacks of the guards in room 21. Note though that destructive means of entering are likely to draw much more attention than merely the guards from room 21, and you should not feel to add some students or instructors to the opposition if PCs get too enthusiastic.

5: COLLEGE

The College is a separate location, shielded from the Petitioners Halls by the black screen.

The seclusion has the advantage a fight does not risk drawing attention of anyone in Petitioners Halls.

The main goal in this encounter should be to find Repulghast, who is held here. The PCs may decide to instead move on, but Repulghast's information may help them circumvent some of the traps that guard the Inner sanctum (encounter 6), and avoid an early alarm.

21: COLLEGE HALL

This halls has smooth black tiled floors and walls with ebony wood paneling. Hundreds of candles, set in niches all over the wall, shed a faint red glow and leave an acrid smell. The temperature here is unpleasantly low.

The ceiling is a dark and smooth surface, with black, maroon, and dark blue swirling shapes that look like entwined snakes. Four pillars, with the image of skeletal serpents engraved on them, hold up the roof.

In the floor in front of you, a circle is inscribed in the floor.

The ceiling is covered by a *permanent illusion*, hiding holes in the ceiling that give access to a network of tunnels inhabited by Morrow and her undead naga guardians. From their tunnels the nagas can access the hallways and auditorium. A Diminutive crack leads into Drake's private lab, but only Tiny creatures can squeeze through it.

A DC 24 Knowledge (arcana) check identifies the circle in the floor as part of a *teleportation circle*. A DC 29 check reveals that it is the receiving end, likely tied to an actual *teleportation circle* located outside the Academy.

Creatures: The College Hall is guarded by one or two human guards, supported by undead nagas that inhabit a space in the 'attic' of the Colleges. Occasionally, these undead entwine themselves around the ornamental pillars, blending with the disturbing imagery. A DC 29 spot check reveals them among the ornaments.

The undead nagas are created and controlled by Morrow. Morrow is the former naga matriarch, now deposed by Shessariss. Hunted by her own kin, she shelters in the Academy, hoping to gain more power. A few nagas support her, but her power base is far too weak to defeat Shessariss right now. Morrow believes she would be killed should she leave the Academy.

There are a total of six bone nagas, but most of the time they are not all present. The following describes the creatures present at this time.

Should the PCs decide to enter the naga tunnels (where they have to squeeze unless they are either small-sized or a naga), they run into the remaining bone nagas.

APL 10 (EL 10)

🔮**Morrow, advanced dark naga:** hp 85; Appendix 1.

🔮**Reben, Academy Guard:** male human hexblade 9; hp 68; Appendix 1.

APL 12 (EL 12)

🔮**Bone Naga:** hp 97; Appendix 1.

🔮**Morrow, advanced dark naga:** hp 85; Appendix 1.

🔮**Reben, advanced Academy Guard:** male human hexblade 9; hp 68; Appendix 1.

APL 14 (EL 14)

🔮**Bone Nagas (2):** hp 97; Appendix 1.

🔮**Morrow, advanced dark naga:** hp 85; Appendix 1.

🔮**Reben and Hyla, Academy Guard (2):** male/female human hexblade 9; hp 68; Appendix 1.

APL 16 (EL 16)

🔮**Bone Nagas (4):** hp 97; Appendix 1.

🔮**Morrow, advanced dark naga:** hp 85; Appendix 1.

🔮**Reben and Hyla, Academy Guard (2):** male human hexblade 9; hp 68; Appendix 1.

🔮**Leon:** male human fighter 14; hp 105; Appendix 1.

A bone naga was once a living dark naga. After its death, it was transformed into a skeletal undead creature by another dark naga through a horrific ritual. A bone naga looks like a 12-foot long, serpentine skeleton. Its skull bears an eerie resemblance to that of a human, except that he bone naga sports long fangs that can deliver a

debilitating poison. A cold, cruel light burns in the creature's eye sockets, giving it an air of unspeakable hatred and malice. Its tail ends in a vicious bone stinger which, like its teeth, delivers poison with every hit.

Though it despises its servitude, a bone naga unswervingly obeys its creator, attacking even other nagas if so commanded. Should its master die, a bone naga becomes free-willed and can choose its own destiny.

Tactics: In a fight, the guards start with their hexblade curse before they enter melee, while the nagas support them with spells that immobilize or incapacitate victims.

Morrow does not enter the fight (or even show herself) before casting *shield*. Her *mage armor* spell is always active when she's on guard. The round after she casts *shield*, she leaves her tunnel to cast spells on the PCs.

At APL 16, Leon himself teleports in a round after the fight starts (in the *teleportation circle*), and joins the battle.

A bone naga typically uses its mind-reading abilities to determine a foe's strengths and weaknesses before joining combat. It often begins by trying to intimidate its enemies with telepathic taunts. Thereafter, it resorts to spellcasting to soften up the more powerful-looking opponents before entering melee. A bone naga is likely to focus its melee attacks in living opponents rather than undead or constructs, since the living are susceptible to its poison.

Due to their telepathy, the nagas are able to coordinate their attacks to take out individual targets with their combination of spells.

They use their *detect thoughts* ability to determine who is most vulnerable to their attacks – and communicate this through telepathy to the human guards.

The bone nagas fight until destroyed, but Morrow withdraws in the tunnel network once it seems she is going to lose the battle.

Treasure: The nagas have no treasure, but the guards and Leon can be looted:

APL 10-12: Loot – 5 gp, Magic -- +1 mithral chainmail (429 gp), +1 spiked chain (194 gp), gauntlets of ogre power (333 gp), cloak of resistance +1 (83 gp).

APL 14: Loot – 10 gp, Magic -- +1 mithral chainmail x 2 (429 gp), +1 spiked chain x 2 (194 gp), gauntlets of ogre power x 2 (333 gp), cloak of resistance +1 x 2 (83 gp).

APL 16: Loot – 110 gp, Magic -- +1 mithral chainmail x 2 (429 gp), +1 spiked chain x 2 (194 gp), gauntlets of ogre power x 2 (333 gp), +2 nine lives stealer greatsword (1,924 gp), exoskeleton (4,125 gp), cloak of resistance +1 x 3 (83 gp), belt of giant strength +4 (1,333 gp), amulet of natural armor +1 (167 gp), ring of protection +1 (167 gp)

Detect Magic Results: +1 mithral chainmail x 2 (faint abjuration), +1 spiked chain x 2 (faint evocation), gauntlets of ogre power x 2 (faint transmutation), +2 nine lives stealer greatsword (strong necromancy[evil]), exoskeleton (faint necromancy), cloak of resistance +1 x 3 (faint abjuration), belt of giant strength +4 (moderate transmutation), amulet of

natural armor +1 (faint transmutation), ring of protection +1 (faint abjuration).

Development: It is not rare for members to take guests on a tour, so anyone who enters accompanied by a member of the Academy is left alone unless they start a fight. If a PC is an Academy member, or if they enticed Smee to lead them in, the guards here can be avoided.

Compex knows the names of the two human guards present, but as he has never seen the nagas in action, only heard of the existence of 'viperguards'.

If the PCs capture the guards, they have little to reveal (except the normal rumors). Leon, if captured, doesn't speak at all.

22: AUDITORIUM

Rows and rows of seats face a stage, obscured by large black curtains of thick wool. Numerous black candles, on the walls and in great chandeliers, illuminate this place.

Columns carved with images of bones and skulls twist their way to the dome above – that rises fifty feet in the air – the skull like edifice that you can see when the academy is viewed from the outside.

A gnome suddenly wanders on stage. He is riffling through some papers, mumbling to himself.

The ceiling is covered by a *permanent illusion*. At the sides, the illusion covers up a number of holes in the ceiling.

Creatures: The gnome on stage is a recent student named Olmafaf. He is from quite far, and a bit of an outcast, as he is not a very accomplished caster. Olmafaf has a passion for theatre. He hopes to get some students to join up in his "Red Curtain Society", to produce a play. He has some trouble finding people to spend time on it. His 'society' consists of himself, a boy named Reelah (scheduled to play 'Strahd'), Thelin (from room 12, who is to play 'Sergei'), and, surprisingly, mistress Maelanee, who was too flattered to be asked for the role of 'Tatyana' to say no.

Compex knows Olmafaf, and describes him as a 'loser', though not to his face.

All APLs

🧙 **Olmafaf:** male gnome bard 6; hp 32; DMG 114.

Tactics: Olmafaf flees if attacked.

Development: Hidden on the stage, behind the curtain, is a trapdoor to a secret tunnel that reaches to the inner sanctum (bypassing the traps).

Olmafaf knows the stage quite well, and found the trapdoor a few days ago. The PCs can convince him to point out the trapdoor to them with either a DC 15 Diplomacy check or a DC 16 Intimidate check.

Olmafaf has no idea why any student would risk expulsion (or worse) for using it (even for a practical joke, which is what he initially assumes the PCs are on), and he

definitely doesn't like to be involved, but he is too much of an outcast to even bother stopping the PCs.

If the PCs search for themselves, a DC 20 Search check locates the secret trapdoor.

The trapdoor is not trapped, but does have an *arcane lock* on it (CL 13).

A DC 32 Search check reveals that it originally had a magic trap (*finger of death*) on it, but that trap was disabled.

❖ **Arcane Locked Trapdoor:** 2 in. thick; hardness 5; hp 20; AC 5; Break DC 35.

The tunnel that reaches from here is full of spider webs.

Medium PCs have to squeeze to crawl into the tunnel. Thirty feet into the tunnel, they find the corpses of three monstrous spiders, their bodies literally ripped apart.

Someone else recently passed through here a few hours earlier. These assassins used *pass without trace* to take the tunnel, and therefore it is not possible to find any tracks. This is likely the first hint the PCs get that not all about their mission is what it seems.

23: REECE'S OFFICE

The iron door to this room is *arcane locked* (CL 13). Anyone trying to enter this room by force draws the attention of the guards at room 21.

❖ **Arcane Locked Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 38.

This is the office of Reece, teacher of Crafts and Animation classes.

24: CRAFT'S WORKSHOP

The smell of wet clay and blood in this room is so thick it can be smelled outside.

Two work benches take up the main of the room, equipped with vices to clench wood or stone items. Clay and blood cake the benches, and tools are strewn about.

This workshop is used to demonstrate and practice skills at the creation of constructs.

25: STORAGE AND FACILITIES

This room stores raw materials for crafts lessons.

26: PRACTICAL EVOCATION, CONJURATION, AND TRANSMUTATION

These three labs are devoted to various magical arts. Each lab contains a central worktable, a closet with materials, and basic laboratory equipment.

Every lab is separated from the other by a thick curtain. Each lab has two skeletons, who obey every order of an Academy member. They don't attack unless ordered to.

Room 27a is devoted to Evocation, and has stone doors and reinforced walls. 27c deals with Conjunction. Part of this room is an open space, and contains the remains of a magic circle (a combination of a *protection from good spell*, faced inward, and a *lesser ally spell*) etched on the floor.

Room 27b is occupied. It is devoted to Transmutation. It is the plainest lab – the walls of this room however contain a number of disturbing sketches, showing people in various stages of transformation.

Creatures: A number of graduate students practice their potion-brewing skills here. They are working on a potion of *alter self*.

All APLs

❖ **Alleyn, Lankin, and Yum, Graduate Students (3):** male/female human necromancer 5; hp 21; DMG 126.

❖ **Skeletons (2):** hp 6; MM 225.

Tactics: If attacked, the students retreat as soon as possible, using defensive magic to delay the PCs while they raise the alarm.

Development: These students are a bit in the know. They are braggarts, eager to show off. Lankin has been around for years. He is a lot older than the rest as he flunked class several times. He arrived six years ago, when the Academy started its ascension. He is willing to share the following facts and rumors:

- When he started, the Academy was booming.
- Someone invested heavily in the Academy, and had the new Petitioners Halls build.
- Undead nagas protect the halls. A naga called Morrow leads them.
- Lankin was in the inner sanctum once, on invitation of Maelanee (said smugly).
- Magic traps ward the inner sanctum (which only the board can turn off).
- There are rumors that there is a secret tunnel somewhere (but Lankin doesn't know where).
- Drake has irregular visits of an grey elf noble woman referred to by the students as 'the Grey Lady'.

27: PRACTICAL NECROMANCY

These three labs are devoted to necromantic experiments. Each lab contains a central worktable, a closet with materials, and basic laboratory equipment.

Every lab is separated from the other by a thick curtain. Each lab has two skeletons, who obey every order of an Academy member. They don't attack unless ordered to.

Rooms 27a and 27b are unoccupied and clean. Room 27c, however, still has an occupant:

This lab still holds an occupant. A bloody cadaver lies on a table. A rotten, sickening smell wafts your way, but the person bended over it doesn't seem to care.

Allow the PCs to react first.

It looks up at you. A dark, almost purple skinned face, with reddish eyes and a mouth filled with long, broken teeth. It stares at you for a seconds, then turns back to its prize, and sinks its teeth in the corpse's flesh.

Creatures: The ghoul is Fthid, the Academy's janitor and caretaker. Fthid cleans out the laboratories, and in turn gets to 'keep' what he finds – in this case a fresh cadaver.

All APLs

👉 **Fthid, Ghoul:** hp 13; MM 118.

👉 **Skeletons (2):** hp 6; MM 225.

Tactics: If attacked, Fthid flees.

Treasure: Fthid carries a bunch of keys that fit on most doors (except the arcane locked ones), including a key to Reece's closet and the key to room 30.

Development: Fthid is obedient and stupid. If the PCs think better than to kill him, he'll slavishly answer all their questions. Dumb as he is, he knows quite a lot of the College grounds. Depending on what PCs ask, he can tell them:

- There are several undead vipers in the 'attic'. Some viper with a hard to pronounce name is their master.
- There is a hatch in the auditorium that leads into a tunnel. Fthid has been ordered to clean it out, and then nail it shut properly, but Fthid hasn't done yet, cause it's filled with nasty tasting spiders.
- Fthid once saw an elf woman in the halls. This one frightened him. She had long platinum blond hair and eyes.
- Fthid can go anywhere, he has keys! Except for master Reece's office and mistress Maelanee's and master Leon's. And he doesn't go to master Drake's, because his is trapped. But Fthid doesn't want to go there anyway.
- The masters want to borrow the keys? Fthid can't give them. But Fthid can open a door for them. What door do they like opened?

28: LECTURE ROOM

This room is darker than most, and shadows ebb in the corners, unaffected by the light. A large circular depression dominates the room. A wooden bench circles the depression, offering a place to sit.

In the center of the depression, on a stone podium, stands a lecture. A thick skull-dressed tome is chained to the lecture and held shut by a thick clasp.

Magic holds off even the brightest of lights in this room. All lights burn lower, shedding light and shadowy

illumination in only half the normal radius. Even the brightest of lights cannot totally ban the shadows.

This room is used by Drake to give lectures on the nature of undeath and the arts of necromancy. His lectures often turn political and glorify evil. His foul promises eventually turn even those few neutral students to vile thoughts. Drake doesn't lecture today.

The book on the stand is a *vacuous grimoire*, (a cursed item, see DMG pg 276). It is tied to the lecture with a heavy chain, and has a heavy clasp with a good lock (DC 30 Pick Locks check).

Drake put it here as a lesson of 'self control' to his students.

29: POISON CABINETS

These small rooms are for working with poisonous or volatile liquids.

30: EXAMINATION ROOM

The door to this room is locked.

🔒 **Locked Strong Wooden Door:** 2 in. thick; hardness 5; hp 20; AC 5; Break DC 25. Open Lock DC 30.

This room is cramped full of torturing devices of a vicious nature. A man is tied on one of these – a table consisting of iron beams. His arms and legs look broken, and seem to be forced in an unnatural stance, welded to the table by some infernal magic.

Knives and pins stick out from the metal bars and pierce his flesh. He bleeds profusely, but isn't dead – he is clearly breathing, raggedly, through the metal clamp over his mouth.

A winged creature with wicked teeth sits on the man's chest, relishing in his pain.

Roll for initiative. If Compex is present, he cries out "master" on his turn.

This room was originally Drake's own lab. Most board members now keep their experiments on a secret lower level (inaccessible to the PCs at the moment in time), but Drake kept this one to occasionally 'teach' students with his own experiments.

The subject of his latest experiment on the limits of human fortitude is Repulghast. A *regeneration* effect cast on the rack prevents him from dying, allowing him to regenerate 1 hp per hour (the rack is set to do exactly that amount of damage), but his constitution has worn down on the rack, and he is in bad shape.

All APLs

👉 **Etterbraun, Quasit familiar:** hp 20; Appendix 1.

👉 **Repulghast (weakened):** male human necromancer 4; hp 2; Appendix 1.

Tactics: Unless the PCs broke in, Etterbraun is surprised. The PCs have the surprise round to take him out or shut

him up. A round later, he starts screaming at the top of his lungs to alert the guards.

If the PCs already dealt with the guards, he panics, and threatens to kill Repulghast using a coup-de-grace. His first action in combat is to ready an action to do so should any of the PCs come close or attack.

If the PCs retreat, Etterbraun betrays them, makes a coup de grace attempt anyway, then flees through the 8 in. crack in the ceiling and the nagas tunnel network.

Development: If the PCs manage to capture Etterbraun, they learn that the quasit's master, Reece, is currently out of town, but he won't say what for. Magic probing reveals that Reece went to Pontylver, and that Etterbraun resents not being taken along.

If Repulghast dies, Compex is furious and no longer desires to accompany the party or assist them. He sticks with his dead master, savoring the last hours of sentence.

Prying Repulghast from the torture device is difficult, and causes him more pain. Moreover, the moment they start doing this, the *regeneration* effect ends.

Three DC 15 Heal checks are needed – successful checks each deal 1d4 hp damage to him. A failed check deals 2d6 hp damage. Since the *regeneration* has ended (and does not work fast enough anyway), the PCs healing need to keep him alive. Note: that due to his Constitution damage his hp total can't currently exceed 4 until the PCs restore it.

If Repulghast is freed from the rack, he thanks the PCs. He suggests they find and kill Drake as soon as possible, and explains where he can be found:

“Drake lives in his own chambers in the inner sanctum. The way there is trapped, and there are magic wards to alert him when intruders arrive. However, there is a secret tunnel that reaches into the sanctum, bypassing some of the wards – and when I say ‘secret, I mean that everyone has heard of it, but few found it.

All I know is that it is in the Auditorium. You could start from there.

For now, I fear you are on your own. My contact has abandoned me – I don't think he is willing to reveal himself.”

About his contact, Repulghast only knows:

“I don't know how it is. It must be someone of the board or close to it. All the communication was through notes, animal messengers, or telepathic hints. It may help to know that we have a friend on the inside – even if it is a black hearted one.”

Repulghast does not follow the PCs. He plans to seek his way out. He takes Compex with him.

31: ENTRANCE TO THE INNER SANCTUM

The rooms behind this wide doorway are obscured by a black velvet curtain.

Pushing the curtain aside shows a wide corridor leading to two double doors.

Compex, if present, warns that further progress is likely to set off some alarm or trap. He does not want to go further unless the PCs have found Repulghast. He urges them to find and free his master first.

If the PCs push on, go to encounter 6, room 32.

6: THE INNER SANCTUM

The PCs must cross the Inner Sanctum to get to the headmaster's quarters. Unfortunately, an elaborate trap blocks the way. To pass it, the PCs may need Maelanee's.

Various other traps here, while not overly powerful, may alert Drake to the party's presence.

32: SHOUTING CORRIDOR

A black tiled corridor leads into a space beyond. The air here is cold, almost frigid, and a strange hum can be heard. At the end of the hall are large iron double doors.

Trap: This trap is to discourage students from entering. It is keyed to a number of individuals, including the two guards, who can shut it down with a simple gesture.

The trap does not activate until anyone moves ten feet or further into the corridor. At that point, the strange hum grows louder, until, after six seconds, there is a grinding noise, that affects everyone in the corridor (including the first 5 feet) as if they are the target of a *shout* spell. The screaming continues until everyone has left the corridor (at either end).

All APLs (EL 5)

✦ **Shouting Corridor:** CR 5; spell; proximity trigger; continuous; spell effect (*shout*, 5d6 points of damage per round and deafened for 2d6 rounds, Fort save DC 16 halves damage and negates deafness); multiple targets (all targets in the corridor); Search DC 28; Disable Device DC 28.

The doors at the end are *arcane locked* (CL 14) but not trapped. They open on a separate command word, known to the board and the human guards, but not to Morrow (who is not much trusted).

🔒 **Arcane Locked Strong Wooden Double Door:** 2 in. thick; hardness 5; hp 20; AC 5; Break DC 35.

Note that if PCs captured a human guard, they may be able to force them (though magic compulsion or charm) to disable the trap and open the door.

33: THE INNER SANCTUM

Before you describe the room, make sure how the PCs get in, and give them a chance to do so with some care, so

they have a chance to avoid setting off the skull watches (see trap, below).

If the PCs open the double doors, they see the following:

You catch a first glimpse of a large hallway paved with black obsidian tiles. At the far end of the room a skull floats above the stone floor, burning with red flame.

If the PCs enter through the secret tunnel, they initially see the following:

Opening the hatch, you see that it comes out in a hallway paved with black obsidian tiles. From the opening of the hatch, you can see only part of the hall. Up ahead, a skull floats above the floor, burning with red flame. Close to you – about three feet away – a similar skull lies smashed and broken on the floor.

Trap: The sanctum is warded by a number of skull watches. A skull watch is an enchanted skull that raises an alarm whenever someone comes into its view. Normally there are four, but one has been disabled before the PCs get here.

Whether the remaining ones are set off is dependent on how the PCs got in. If they entered through the secret tunnel, they appear just outside the skull watches' view. Otherwise, it is likely that they walk right into the viewed area.

The scored area in room 33 on the academy map is the 'safe' area that was originally watched by the skull that was now disabled, but fell outside the view of the other skulls.

All APLs

☞ **Skull Watch Trap (3*)**: CR 4; magic device; touch trigger; automatic reset; spell effect (skull watch**, 5th-level wizard, DC 14); Search DC 28; Disable Device DC 28. Cost: 350 gp to hire NPC spellcaster.

* Originally 4. One other skull watch trap has been disabled.

** Appendix 2

If the skull watch is trigger, a mental alarm is sent to Drake, and the skull that caught sight emits a howling, piercing scream. The scream alerts the guards of room 21. They (and Leon at APL 16) arrive in three rounds to open the doors and deal with the intruders – use the tactics of encounter 5-21.

Development: Once the PCs move further (whether they trigger or avoid the trap), you can further describe the room:

This hall, has its ceiling and floor paved in black tiles. Two double doors of massive oak lead into the

room, flanked at each side by two heavy stone doors carved with elaborate designs.

Three more simple doors lead to the right and left. The wall opposite the main entrance is entirely occupied with a large tapestry. It is of black silk, and looks almost like a shroud. In shades of dark and light, the face of an impassive elven woman is woven on in.

Three skulls, each shrouded in a reddish flame float in the corners. In another corner lies a shattered one, its flame extinguished.

The three wooden doors each have an arcane lock.

☛ **Arcane Locked Strong Wooden Door**: 2 in. thick; hardness 5; hp 20; AC 5; Break DC 35.

The tapestry is non-magical, but of fine quality. Any PC who has played COR5-02 *The Voice of Reason* may realize, on a DC 15 Wis check, that they saw a cloth quite similar to this in the chapel. PCs who played through the regional SND6-02 *Collateral* instantly recognize it. If anyone has the Thrall Medallion from that adventure, they feel a sudden urge that they are being watched.

One part of the wall at the far end of the hall is not real – it is a *permanent image*. It blends easily with its surroundings and a supporting spell provides tactile sense - enough to give a sensation if touched or tapped, but not enough to withstand forceful pressure. It is not automatically detected as a secret door, but a DC 20 Search check reveals the illusion.

Behind this wall is the corridor leading towards the Tomb of Horrors (room 28).

The stone doors are stuck, and are actually the lids of stone sarcophagi, remnants of the old Academy. There is little of interest behind them.

34: MAELANEE'S ROOM

This is without doubt the most luxurious room you have seen in this dismal place. The walls are tinted with warm pastel colors, with drapes and curtains, and paintings, most of forest glades and waterfalls, though one is a portrait of two women, one holding the other as they pose for the painter.

A plush carpet with a blue-and-red flowery pattern covers the entire floor. A dark mahogany dresser with a flawless silver mirror stands to one side, a small table with a lazy couch sits next to a fireplace that crackles a warm flame, and a canopy bed, lain with plush pillows, is hung with fine silk curtains.

The portrait is of Maelanee and Ferranir.

If the PCs were not forced to fight her earlier, Maelanee is also present.

A young woman in a half translucent dress of small metallic chains eyes you from the luxury bed.

She has dark red hair, manicured nails, bright red lips, a tone of perfection – though it somehow doesn't really work. She looks nice enough, but not the stunning look you feel she was going for – she is just a bit too fat, and with perhaps too much make up.

Next to her, two huge worgs eye you with hunger in their eyes.

She pats them, and gives a seductive smile, revealing small pointy teeth.

"Visitors," she has a soft, pleasant, voice, which makes up for her poor attempts to look beautiful, "and in my bedroom. What brings you here?"

Creatures: Maelanee is the adopted daughter of Ferranir, the former headmistress of the Academy. She never really realized how much Ferranir was attached to her. Her own feelings are befuddled as, while she has strong feelings for her adoption mother, she also realizes that her true parents were likely murdered by her.

The worgs are actually greater barghests, creatures Maelanee trained and raised when they were pups. They are fiercely loyal to her.

All APLs (EL 11)

☛ **Maelanee:** female half-vampire human (Suel) cleric 10; hp 55; Appendix 1.

☛ **Greater Barghest (2):** hp 67; MM 22.

Tactics: If a fight breaks out, Maelanee orders her barghests to attack while she raises the alarm. She is not helpless, but realizes that she is likely not able to stand long against intruders. She tries *dominate person* and *slay living* spells to quickly take out PCs, but if things turn against her, she uses *plane shift* to get out.

Treasure: Aside from Maelanee's own properties, the artworks in the room are expensive and can fetch a fair price. This is noted as 'coin' below.

All APLs: Coin – 200 gp, Magic – *cloak of resistance +1* (blackcloak) (83 gp), *dagger of venom* (deathtooth) (692 gp), +1 *glamered mithral fullplate* (1,183 gp), *periapt of wisdom +4* (1,333 gp).

Detect Magic Results: *cloak of resistance +1* (faint abjuration), *dagger of venom* (faint necromancy), +1 *glamered mithral fullplate* (faint abjuration), *periapt of wisdom +4* (moderate transmutation).

Development: Maelanee does not initially act hostile (count her as 'helpful', as if intimidated), unless the PCs attack or reveal they killed Leon, her 'only friend' – in that case, she attacks.

Maelanee realizes that anyone able to penetrate the inner sanctum is likely too powerful for her – the least powerful of the board - to fight. As long as the PCs are not there for her, there is no reason to put her life in jeopardy, and she plays along.

She is also an opponent of Drake. She disagrees with how he runs things, and blames him for the death of her

mother. While that blame is unjust, Drake is responsible for the inability of Ferranir to return, so divinations by Maelanee as to the fate of her adoption mother shift the blame to him.

Maelanee is not above working with the enemy to get her goal. While she doesn't seek Drake's death, she is eager to get her hands on an item Drake has – her mother's a medallion. Maelanee once saw it in his office and desires it. If the PCs can get it for her, she willingly betrays Drake and aids the PCs. If she becomes aware why the PCs are here, she says:

"You want to go down, then? To the headmaster's office? Well, you can try. But the way is trapped.

You need to know the key, or the consequences can be most inconvenient. Do you think you can break its puzzle? Men braver than you have tried, you know. Even I haven't found the right letters yet, and I know more than anyone... well, besides..." – she scowls – "...Drake.

Without my help, you never get far..."

If the PCs seem to be willing to negotiate, she adds:

"I can provide aid in getting past the trap. All I ask is that, in turn, you get me something I desire. A medallion, that is in Drake's office. It belonged to my now departed mother. Drake took it and I want it back. It has sentimental value."

This is actually true: while Maelanee suspects the medallion is magical, she mostly feels unjust that Drake refuses her access to it. She describes the medallion as:

"A yellow-green disk on a silver chain. It's center is a ruby carved in the semblance of a skull, and there are etchings on the edge, in an unknown language."

If asked, she admits it "radiates necromantic magic"; at least that is what the notes of her mother say. It was found in the Tomb years ago, but she doesn't know what powers it has – if it actually has any.

Maelanee can give the following information (even if the PCs don't plan to ally with her):

- Drake has gone mad. He is totally engrossed in his own projects and hardly talks to anyone anymore.
- The only one he meets with - with alarming frequency – is an elf woman called the 'Grey Lady'. She gives him advice, it seems. Maelanee suspects it is the Grey Lady that coaxed Drake to support the Wastrians
- The Grey Lady is an grey elf woman, a powerful wizard. Maelanee doesn't recall her name (though she is fairly sure has been told at least once)
- Drake is so totally obsessed with death that he is almost undead himself. He doesn't sleep or eat, and locks himself away in the dark.
- The rest of the board either supports Drake or doesn't care. Maelanee is sure that Leon and Ngise

would support her to call off the war if she could somehow get the upper hand over Drake, but as long as she is the boss they accept his rule without question.

- Lygia has her own agenda, but Maelanee doesn't know what it is, and she is far too powerful to confront.

If anyone suggests (or questions) whether she is Repulghast's contact, she tries to disguise her surprise as shock of being 'found out' – and quickly plays along, hoping this will get the PCs to do what she wants.

Maelanee's Clue: If PCs decide to accept to obtain the medallion for her, Maelanee explains:

"The trap in the corridor is designed by my mother, Ferranir, the former headmistress. You have to find a name, that allows safe passage.

Drake just copied it. I don't know much about it, but my mother did give me a plaque once, when her design was finished and the plans for construction laid out. She said I was to break the code with it, if needed. But I have tried for years and never managed it. I used up quite a few students." She cracks a challenging smile at the last sentence.

She then opens her dresser, and pulls, from a secret double bottom in a drawer, a wooden plaque. Give the players Player Handout III. The plaque reads:

*The key you seek is in a name,
A name but spoken by a few,
It speaks of new beginnings,
Pray you once will find to speak it too.*

*The name I scribed here next to mine,
A name but spoken to a few,
And while my name may bring you pain
Safe the path I named for you*

And is signed "F" (for Ferranir).

The 'name' Ferranir writes of is 'daughter'.
She then leads them to the trap (room 40).

Troubleshooting: If the PCs fought Maelanee, they can find the plaque with a DC 20 Search check.

35: BOARD ROOM

The board use this room for meetings with guests of the academy. The board itself meets in another room (room 36).

Both secret doors in this room can be found with a DC 25 Search check. The door to room 36 is, as all doors that the board though mattered, arcane locked, but the door to room 37 is not and opens easily.

36: TRUE BOARD ROOM

This room is used by the board for their irregular meetings, where they decide upon the Bleak Academy's goals.

37: OLD TRAPPED CORRIDOR

Dust and rubble fill this corridor. A DC 15 Spot check reveals a (false) door obstructed by the rubble at the far end of the room. A DC 10 Search check finds the bones of several humanoid creatures among the rubble.

38: TO THE TOMB

This is a featureless corridor. The ground clean.

The corridor leads to the original Tomb of Horrors. Few of the board visit there now. Drake occasionally tries to break its puzzle, but only grows frustrated with the failures of his efforts. Even the aid of the mysterious Grey Lady hasn't helped him.

To guard the tomb against intruders, a final ward has been set at the end of the tunnel.

The green face of a demon carved into the wall stares at you from the far end of the corridor, sending a disturbing feeling of dejection your way.

The demon's face is a replica from a demon's face found in the Tomb itself, except that its mouth is shut.

The face is affected by a constant *antipathy* spell. Everyone who sees the face needs to make a DC 31 Will save or flee the area. Those that succeed still feel immensely uncomfortable, and have their Dexterity reduced by 4 points while within 70 feet from the face.

The face is in actuality a door. The means to open it are known only to Drake.

Disable Device or Open lock doesn't affect it as it is not actually a device, and has no locks.

A DC 34 Use Magic Device check can open it, but on a mishap (24 or less), the user must make a DC 26 Fortitude save or turn to green stone as if affected by a *flesh to stone* spell (CL 18th).

39: THE TOMB OF HORRORS

It is pitch dark here. If the PCs bring a light, you can describe the environments.

Rough stone wall as enclose what seems to be the side of a cliff. Three openings in the cliff side lead deeper into the earth. All is utterly silent here.

The PCs have reached the Tomb of Horrors. Continue with encounter 9.

40: TILED CORRIDOR

This corridor starts out tiled in light sand stone tiles. Halfway into the corridor, a subtle change occurs. Each tile here is embossed with a letter, in a bloodred, waxy substance.

At first sight, there seems to be no pattern to the letters.

The letters spell (with the bottom line closest to the PCs):

REAK
ESAI
LRTN
HUAЕ
ORLG
RUEL
ACEV
ADMF

Give the players Player Handout III.

Trap: This trap needs to be defeated in order to get to Drake's office. It is a pattern in the floor with tiles containing letters. The trap is based on a similar type of trap once designed by Acererak for his tomb.

Only by treading on the right tiles is it safe to pass. Failing to use the right letters means that for each 5 ft. (40 feet total) movement after the misstep the spell effect fires. In the worst case that means 8 saves to make. The spells fire if someone retreats, but not if he stands still. They do not activate on anything with animal or lower intelligence or on anyone already polymorphed by the trap.

There are several names that can be spelled by treading the tiles (spelling them from the direction the PCs come from, so from bottom to top in the handout), and the most obvious one to find is likely "Acererak." Less easy to find is the name "Ferranir" and "Maelanee".

Neither name is actually correct. The true key is not a real name at all. Ferranir designed this trap, years ago, and it is ironic that it now serves to ward her successor. When she created it, she incorporated the small spark of love – or what she calls love – for the one person that had grown dear to her, Maelanee. The word that allows one to bypass this trap is "daughter."

Drake had the trap created by Reece from Ferranir's notes, but was somehow unable to change the password, as if it had been engrained in the trap's design. Only he and Reece know the password.

All APLs (EL 6)

✦ **Baleful Polymorph Trap:** CR 6; magic device; proximity trigger (*detect thoughts*); automatic reset; spell effect (*baleful polymorph*, 9th-level wizard, DC 17 Will save to negate); Search DC 30; Disable Device DC 30. Cost: 22,750 gp, 1,820 XP.

Development: If you don't want to have players puzzle for themselves, a Decipher Script reveals the following words (give them in random order):

- DC 15: "Acererak"
- DC 20: "Ferranir"

- DC 22: "Maelanee"
- DC 24: "Devourer." This is a title of Acererak used by those devoted to him.
- DC 28: "Daughter."

If the PCs did get the rhyme from Maelanee, they get a +5 bonus on their check to find "Ferranir", "Maelanee", and "daughter"

If the PCs have the rhyme, they may have a better clue to find the right word. The rhyme may still seem hard to decipher – Maelanee never succeeded at it – she focused too much on an actual personal name, and never really was aware how much she meant to Ferranir. To find its meaning, PCs need to be aware of three things. If they are stuck, a Knowledge (arcana) check may give them a hunch of what is important:

- DC 15: The creator of the trap was not Drake, but Ferranir.
- DC 20: Maelanee was the only one to receive the rhyme (it is personal).
- DC 25: Maelanee is Ferranir's adopted daughter.

Once the PCs get past the trap, they find a winding staircase leading downwards. Maelanee does not follow them there.

7: THE HEADMASTER'S OFFICE

The only person present on this level is Drake. There is little risk of running into anyone else, and nobody else who would care to stop the PCs – even Leon - knows how to get here.

41: CORRIDOR

The stairs going down come to a hall, lit by two black candles in niches in the wall. A door with a stylized plate with the word "Headmaster" is the only obvious exit.

The door is not locked or trapped.

41: HEADMASTER'S OFFICE

A spacious office is before you. Shelves with books line the walls. A blue-red fire burns in an open fireplace. A glass table, surrounded with three comfortable – if drab – chairs, take up the first half of the room. An impressive dark mahogany desk takes up the second half. Behind the desk stands a stone pillar, on which rests a small statuette.

The headmaster's office is for those rare occasions when Drake desires to discuss something private – most of the time in the company of the 'Grey Lady'.

Anything in this room is mostly for display. The fire is an illusion. There are quite a number of books on the

shelves, but most are simple academic works from the library, and not exceptionally valuable. Actually valuable stuff is elsewhere.

A few are private works, notes about the Tomb of Horrors' layout, and a few journals on travels in the tomb, one written by a mage called Dessatyso. Drake put them here for reference.

Six of the books are spellbooks containing a smattering of frequently used spells (all Drake's prepared spells).

Drake's desk is filled with notes, but the dust in the drawers shows they haven't been touched for months ago. Most of these notes deal with divinity – and are particularly focused on the way in which Acererak once attempted divination.

Some of the notes have been added in a different hand. On one of the top notes on Acererak's failed attempt at divinity is crawled: "not done yet." A DC 15 Decipher Script check identifies these notes as written by a woman's hand.

The stand is Drake's greatest treasure here. Describe it of the PCs approach.

The stand is a stone pillar. On top of it is a bone statuette under a glass covering. A tiny nymph like creature holds up her arms. In her hands, above her head, is clasped an amulet, almost equal in size to her own.

It is a circlet, in a strange red-yellow material. A red ruby, shaped in the face of a skull, is set in its center. Along the edges are some words edged, but the script is in some unknown language.

This amulet, crafted ages ago by Acererak himself, once belonged to Ferranir. She wore it when defeated by a number of adventurers seeking to enter the Tomb of Horrors, years ago. The amulet was enchanted with a contingent *magic jar* spell to activate whenever Ferranir was destroyed – allowing her essence to be enter the amulet. From there, she could then later possess a victim and so take her vengeance.

Unfortunately, for Ferranir, something went wrong. The adventurers proved resistant against her intrusions, and it was bad luck that the first who found the amulet after the adventurer's discarded it was Drake.

Drake had little intention to be possessed – moreover, he had no real desire to see Ferranir, who he always felt stunted his research, return. Instead, he cast a ward on the amulet, forcing Ferranir to be trapped inside the amulet.

Then, for the irony of it, he had the amulet mounted in his office when the rest of the board, desperately seeking guidance, elected him as the new head master.

Ferranir, inside the amulet, is aware of what happens, but powerless to do anything, as she can't cast spells or communicate.

Trap: The glass around the statuette is enchanted with a *Leomund's trap*. It serves to hide the actual trap on the

statuette. Drake set this to prevent anyone from moving the amulet containing Ferranir's soul.

It triggers anytime anyone grasps the amulet or statuette, and is only disrupted if the amulet is taken from its place – but for that it must be pried loose.

All APLs

✦ **Phantasmal Killer Trap:** CR 5; magic device; touch trigger; automatic reset; spell effect (*phantasmal killer*, 7th-level wizard, DC 16 Will save for disbelief and DC 16 Fort save for partial effect); Search DC 29; Disable Device DC 29. Cost: 14,000 gp, 1,120 XP.

The amulet can be pried loose with a DC 20 Strength check, but it takes a full round to do so. The trap is also disabled if the statuette is destroyed. It has AC 7, hardness 6, and 20 hp. A melee attack on it triggers the spell effect unless the attack destroys the statuette.

Development: Anyone who takes the amulet feels a certain weight in it – as if it is heavier than it looks. The amulet detects as strong necromantic magic, as undead, and as chaotic evil.

The amulet has AC 7, hardness 15, and 20 hp. If it is damaged or destroyed, the magic barrier is sundered and Ferranir is freed. In this case, she doesn't manifest but instead seeks out one of the students to possess.

43: CORRIDOR

There are no candles here. Stairs lead further down into darkness.

If the PCs go down, continue (assuming they bring light or can see in darkness):

The stairs going down come to a small hall. Opposite the stairs is a door that's so smooth it seems to be grafted from bone.

This door is normally not locked or trapped.

However, if the PCs set off the alarm, Drake has been warned, and if he has time (at least 10 minutes) he places a *symbol of pain* (DC 23 Fort save) on the door. The symbol triggers whenever someone touches or opens the door and affects everyone within 10 feet.

If the PCs did not set off the alarm, the symbol is not present.

44: DRAKE'S PRIVATE QUARTERS

Drake enjoys the darkness, and retires here to rest – even though he has no need for sleep. He has no need for light. The following assumes the PCs bring light, otherwise they enter a room that is pitch black.

In either case, Drake is at the end of the room. He is far too paranoid to be surprised, even if the PCs didn't trigger the alarm. In either case, set the scene as described below first, then roll initiative as normal.

The room you enter breathes more the atmosphere of a crypt than of a private room. It is cold, your breath is visible in the air as clouds of frost. Light does not penetrate far – shadows cling to this room like a spider's web.

The walls are formed from heavy stone blocks. A smooth stone open sarcophagus occupies the center of the room.

Before you on the floor lie the bodies of two people dressed in black. Behind the sarcophagus stands a gaunt, emaciated man.

At APL 14 and up, if the PCs set the alarm, add:

The man is separated from you by a wall of scintillating colors.

This is a prismatic wall cast by Drake when the alarm triggered (at APL 10 and 12, Drake lost this spell due to his level drain).

His dull grey eyes stare at you in despise.

"More assassins, I see." He says. "It shows how little faith she has in her pawns. Are you here to finish the job? Or do you not even know who you work for?"

The air in front of the man shimmers. Dark forms materialize. Their shapes are hard to discern but the stench of evil hangs about them.

Magic holds off even the brightest of lights, similar to room 28.

If anyone has the **Thrall Medallion** from COR5-02 *The Voice of Reason*, they (and only they) must make a DC 26 Will save at this point or be *dominated*. If they do not actually wear the medallion (but only carry it) they have a +5 bonus on the save. If anyone has the **My Thrall** entry as well from SND6-02 *Collateral*, they automatically fail their saves. Regardless of the outcome, affected PCs hear a voice in their heads.

"My thrall. Do not disappoint me where others failed... Destroy him. Now!"

It is obvious that 'him' means Drake. The source of the voices seems to be the medallion, which has suddenly grown hot.

Creatures: Drake, the head aster of the Bleak Academy, has long since shed any semblance to life. The many incursions in the tomb and his own dabbling in necromancy have granted him undeath. Not, as he had hoped, with the power of a lich, but an undead status known as a necropolitan.

Drake is a vile man. Death would become him, but whether it is in the best of interests is a different question. He has long been accepting advice from another agent – the woman known to some of the people as the Grey Lady. Ostensibly, she has now decided that he

has become a burden. Drake already suspected that much, and awaited the assassins she would send with anticipation. He had not, however, expected her to send more.

If the PCs did not set off the alarm, Drake is surprised, and only truly long running spells are in effect.

Also, a number of demons (the dark forms in the shadows) join the fight to protect the tomb's 'warden'.

At lower levels Drake is weakened and has negative levels due to a strange undead-affecting poison effect used by the previous assassins.

APL 10 (EL 13)

☠ **Necropolitan Drake** (weakened, 4 negative levels): male undead (necropolitan) necromancer 16; hp 84; Appendix 1.

☠ **Vrock** (1): hp 115; MM 48.

APL 12 (EL 15)

☠ **Necropolitan Drake** (weakened, 2 negative levels): male undead (necropolitan) necromancer 16; hp 94; Appendix 1.

☠ **Vrock** (2): hp 115 each; MM 48.

APL 14 (EL 17)

☠ **Necropolitan Drake:** male undead (necropolitan) necromancer 16; hp 104; Appendix 1.

☠ **Hezrou** (2): hp 138 each; MM 44.

APL 16 (EL 19)

☠ **Necropolitan Drake:** male undead (necropolitan) necromancer 16; hp 104; Appendix 1.

☠ **Marilith** (1): hp 216; MM 44.

Tactics: Drake is not the most merciful of men, but he is willing to let the PCs go – if they go now – so they can report back to their mistress (or so he assumes), and get their punishment dealt by her.

Of course, he also instantly alerts the guards (from room 21) and the city guardians (from the gate) by setting off an alarm – the same one that called the demons, so he doesn't really expect them to get out alive anyway.

Note that the demons are not summoned, and thus can use their summoning ability.

PCs may attempt to pose questions, but he is curt:

"Your predecessor already failed. Do not think you can succeed. Turn back, and tell your mistress I do not bow. Go now, or I will destroy you."

Any further attempts to talk fail. If the PCs do not turn back immediately, Drake attacks with all the devastating magic he has, while the demons tear into the PCs. At APL 14 and up, he uses his Mobile Spellcasting feat to move, casts a spell, and then move back again behind his prismatic wall.

Drake does not surrender or reason once combat starts. He and the demons fight till the death.

Treasure: Drake has the following treasure:

All APLs: Loot – 25 gp, Magic – amulet of natural armor +2 (667 gp), headband of intellect +6 (3,000 gp), dusty rose ioun stone (417 gp), cloak of resistance (blackcloak) +2 (333 gp), shadow veil (833 gp)

Detect Magic Results: amulet of natural armor +2 (faint abjuration), headband of intellect +6 (moderate transmutation), dusty rose ioun stone (moderate abjuration), cloak of resistance (blackcloak) +2 (faint abjuration), shadow veil (strong necromancy)

Development: If the PCs retreat, Drake doesn't follow, but they fail their mission and only receive half XP for this encounter.

If the PCs subdue Drake, he proves unwilling to talk. He does not speak of the 'Grey Lady' – if he learns the PCs do not know her, he merely comments "Duped you, as me, I see? Are you going to do her work?". He does not give any information – he has years of experience keeping stuff to himself.

8: THE JOB DONE

If the PCs killed Drake, and took the amulet from its stand in Drake's office, Ferranir has now been freed.

A strange mist suddenly floods the room. It hangs in the air, a misty shape forming in it mists. A beautiful woman with long blond flowing hair forms, intangible, in the air.

PCs can recognize her as the woman from the painting in Maelanee's room.

"My thanks to you. You have freed me from the enslavement witch which Drake kept me.

For years I saw the devastation laid waste. No more. The Academy will rise again, as a force on its own, to be reckoned with, not as a toy for one's racial hatred!

For your aid, I will grant you your life, and forget your transgressions. Go and tell the world. Headmistress Ferranir returns!" She then fades away, like mist.

Headmistress Ferranir has returned. She does not seek to confront the PCs further (and they shouldn't seek to do so either, as she is immensely powerful).

PCs still have to get out. Maelanee is out at the exit, hoping to get her hands on the amulet. If the PCs give it to her, she is grateful, and the PCs gain her gratitude. She can then disable the shouting corridor for them, but does not accompany them further.

Resistance on the way out: With Drake's demise (or if the PCs ran away), the rest of the Academy is alerted and in uproar. Most students and staff stay out of the way of the PCs. However, the guards at room 21 (if the PCs didn't fight them yet), still need to be dealt with (Ferranir's promise of absolution doesn't help them).

Likewise, the gate guardians are now alerted, and confront the PCs as they leave the building (throwing quite a ruckus). In this latter case, the PCs may find it easier to flee – though flight or teleportation into the city are forbidden, flying out is not hampered. If the PCs negotiated a deal with the nagas in encounter 2, the nagas detain the guardians, and the PCs do not need to fight them.

9: THE TOMB OF HORRORS

This adventure does not deal with the Tomb of Horrors itself, and as such entering it is not a part of the adventure. Discourage the players to continue exploration as it likely causes the PCs to fail their mission.

For the purpose of this adventure, if PCs ignore the signs and do enter the tomb, they, eventually, barely escape the tomb with their lives.

They lose 4 TU, and, due to a strange teleportation effect inside the tomb, eventually end up hundreds of miles away, in the Glorioles mountains.

If you do desire to run the Tomb of Horrors outside the campaign, you can download the original adventure, The Tomb of Horrors, adapted to D&D3.5, from the wizard's website, at <http://www.wizards.com/default.asp?x=dnd/oa/20051031a>.

Note, again, that this adventure is not an adaptable and cannot be run as part of the campaign

CONCLUSION

If the PCs killed (or captured) Drake, they get the **favor of the Shroud**. Kestor is most pleased.

If they captured him instead of killed him, he has his guards take him away for trial, where he is soon to be judged guilty, and receives the death penalty.

"Excellent!" Kestor is overjoyed when he hears the news.

"This will bode well for your country and the war! With a monster such as Drake destroyed, we can work to rid us from the undead menace once and for all!"

I will instantly write of your success to King Hazendel. Maybe, now, there is a future ahead. Though much work leaves to be done. The war is not over yet!"

If the PCs ask about the "Grey Lady", he admits having heard of her, but was not aware that she was after Drake.

"Evil sleeping with evil never works out. It is doomed to failure. I guess that is what happened here. Did we get tipped by an evil power out on vengeance with this monster? Perhaps.

It is still a monster, and his death was still deserved. In time, it will be her turn."

If they refused to kill him or were unable to, Kestor is furious.

“Are you mad!?” The man looks at you with fire in his eyes. Spittle hangs in his beard from the words from his fury.

“You have failed this! This man is a pest on the land, and you let him live! I... I have now ord! Get out! GET OUT!”

In this case, the PCs get the **disfavor of the Shroud**.

If the PCs freed Ferranir in the process, their mission in the Academy is hushed up by the head mistress. Otherwise, PCs get the **enmity of the Bleak Academy** entry on their AR. PCs can voluntarily choose to renounce Ferranir's protection, and instead take this entry.

Kestor is concerned if he is told of Ferranir's release, but not upset with the PCs – Ferranir simply becomes the Shroud's next mortal enemy.

If the PCs gave Maelanee her amulet, they get the **gratitude of Maelanee**.

A PC that became a member of the Academy during this adventure finds that his membership doesn't last – the Academy voids it after discovery of his actions. The PCs till gets the **Former member of the Bleak Academy** on his AR, which may have consequences in future scenarios.

Finally, a PC that owned the thrall medallion and succumbed to the *dominate* gains the **“My Thrall”** entry.

CAMPAIGN CONSEQUENCES

This module has "Campaign Consequences"; that is: the outcome of this module will directly affect future events in the course of the campaign. The answers to some of the questions below may seem trivial or pointless, but because of the complex nature of the back-story and campaign all information requested is vital.

Please send your answers to creighton@greyworks.co.uk

1. Did the PCs get into conflict with Ngise, Lygia, or other staff? If so what happened?
2. Did Repulghast survive?
3. What happened to Maelanee?
4. Was Drake killed?
5. Was Ferranir freed?
6. Did anyone have the thrall medallion, and did they succumb to it?
7. Who gained the 'former member of the Bleak Academy' entry?

EXPERIENCE POINT SUMMARY

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

2: Skull City

Defeat the city guardians (if the PCs forgot the password), or pass with help of the nagas

APL 10	270 XP
APL 12	330 XP
APL 14	390 XP
APL 16	450 XP

5: The College

Defeat the guards

APL 10	300 XP
APL 12	360 XP
APL 14	420 XP
APL 16	480 XP

7: The Headmasters Offices

Kill or capture Drake

APL 10	390 XP
APL 12	450 XP
APL 14	510 XP
APL 16	570 XP

8: The Job Done

Defeat or avoid the guards (if not defeated in encounter 5)

APL 10	270 XP
APL 12	330 XP
APL 14	390 XP
APL 16	450 XP

Defeat or avoid the city guardians (if not defeated in encounter 5)

APL 10	270 XP
APL 12	330 XP
APL 14	390 XP
APL 16	450 XP

Story Award

Get in and out of Skull City

APL 10	80 XP
APL 12	120 XP
APL 14	120 XP
APL 16	120 XP

Discretionary roleplaying award

APL 10	270 XP
APL 12	315 XP
APL 14	360 XP
APL 16	405 XP

Total Possible Experience

APL 10	1,350 XP
APL 12	1,575 XP
APL 14	1,800 XP
APL 16	2,025 XP

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate.

Loot = Looted gear from enemy; Coin = Coin, Gems, Jewelry, and other valuables; Magic = Magic Items.

4: Petitioner's Halls – Ngise

All APLs: Loot – 25 gp, Magic -- *ring of protection* +1 (167 gp), *cloak of resistance* +1 (83 gp), *amulet of natural armor* +1 (167 gp) – Total 442 gp

4: Petitioner's Halls – Lygia

All APLs: Loot – 25 gp, Magic -- *ring of protection* +1 (167 gp), *cloak of Charisma* +4 (1333 gp), *periapt of Wisdom* +4

(1333 gp), wand of silence (375 gp), rod of metamagic (lesser silent) (250 gp) – Total 3,316gp

5: The College – Guards

APL 10-12: Loot – 5 gp, Magic -- +1 mithral chainmail (429 gp), +1 spiked chain (194 gp), gauntlets of ogre power (333 gp), cloak of resistance +1 (83 gp) – Total 1,044 gp

APL 14: Loot – 10 gp, Magic -- +1 mithral chainmail x 2 (429 gp), +1 spiked chain x 2 (194 gp), gauntlets of ogre power x 2 (333 gp), cloak of resistance +1 x 2 (83 gp) – Total 2,088 gp

APL 16: Loot – 110 gp, Magic -- +1 mithral chainmail x 2 (429 gp), +1 spiked chain x 2 (194 gp), gauntlets of ogre power x 2 (333 gp), +2 nine lives stealer greatsword (1,924 gp), exoskeleton (4,125 gp), cloak of resistance +1 x 3 (83 gp), belt of giant strength +4 (1,333 gp), amulet of natural armor +1 (167 gp), ring of protection +1 (167 gp) – Total 9,987 gp

6: The Inner Sanctum – Maelanee

All APLs: Coin – 200 gp, Magic – cloak of resistance +1 (blackcloak) (83 gp), dagger of venom (deathtooth) (692 gp), +1 glamerer mithral fullplate (1,183 gp), periapt of wisdom +4 (1,333 gp) – Total 3,291 gp

7: The Headmaster's Chambers – Drake

All APLs: Loot – 25 gp, Magic -- amulet of natural armor +2 (667 gp), headband of intellect +6 (3,000 gp), dusty rose ioun stone (417 gp), cloak of resistance (blackcloak) +2 (333 gp), shadow veil (833 gp) – Total 5,275 gp

Conclusion

APL 10: Coin – 1,000 gp

APL 12: Coin – 1,200 gp

APL 14: Coin – 1,400 gp

APL 16: Coin – 1,600 gp

Treasure Cap

APL 10: 2,300 gp

APL 12: 3,300 gp

APL 14: 6,600 gp

APL 16: 9,900 gp

Total Possible Treasure

APL 10: 14,368 gp

APL 12: 14,568 gp

APL 14: 15,812 gp

APL 16: 23,911 gp

ADVENTURE RECORD ITEMS

☛ **Favor of the Shroud:** You have gained admittance to the Shroud's library, which grants access to any Open necromantic spell that does not have the evil descriptor. Further, you gain access to the following:

- The following feats from *Libris Mortis*: Energize Spell, Requiem, Vampire Hunter

- The following necromantic spells from *Libris Mortis*: ectoplasmic armor, ectoplasmic feedback, ghost touch armor, ghost trap, incorporeal nova, spawn screen.
- The following weapon and armor special abilities: ghost touch, etherealness, bane (undead), and holy.

☛ **Disfavor of the Shroud:** The Shroud refuses to work with you, and sees you as untrustworthy. This may have effects in later adventures.

☛ **Enmity of the Bleak Academy:** You have earned the Academy's enmity. Every night, there is a 50% chance that your sleep is beset by nightmares and bad dreams, which leave you fatigued (DMG 301). (You may, however, still relearn spells, as normal). Check your condition before the start of every new adventure and every subsequent morning during the adventure. This may also have further consequences. Spending the Gratitude of Maelanee favor voids this enmity.

☛ **Gratitude of Maelanee:** This favor can be redeemed once, to gain access to a one-time casting of one Open cleric spell of up to 5th-level from the PH. Maelanee covers the expenses of that spell, but you need to spend 4 TU on traveling to have it cast (as must anyone traveling with you in the case of *raise dead* and the like).

This favor can also be spent to undo the enmity of the Bleak Academy. Cross off when used.

☛ **Former Member of the Bleak Academy:** While you are no longer a member of the Academy, your association with it has tainted you. You take a -4 penalty on Charisma checks with representatives of any good faith. Mindless undead, however, do not attack you unless instructed or attacked first.

☛ **My Thrall:** You have succumbed to the power of the thrall medallion. You cannot ever sell the medallion or part with it.

ITEM ACCESS

APL 10:

- cloak of resistance (blackcloak) +2 (Adventure, DMG)
- dagger of venom (Adventure, DMG)
- dusty rose ioun stone (Adventure, DMG)
- +1 glamerer mithral full plate (Adventure, DMG)
- shadow veil (Adventure, *Libris Mortis*)

APL 16 (all of APLs 10-14 plus the following):

- +2 nine lives stealer greatsword (Adventure; DMG)
- large scorpion poison (Adventure, DMG)
- exoskeleton (Adventure, *Libris Mortis*)

APPENDIX 1: ALL APLS

2: SKULL CITY

GRAVE DIRT GOLEM*

CR 9

*see *Libris Mortis* 105

N Large construct

Init -1; **Senses** darkvision 60 ft., low-light vision, Listen +0, Spot +0

Languages None

AC 20, touch 8, flat-footed 20
(-1 size, -1 Dex, +12 natural)

hp 90 (11 HD); DR 5/adamantine and bludgeoning

Immune magic allowing a spell resistance check, mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain

Fort +3, **Ref** +2, **Will** +3

Weakness *disintegrate*, *earthquake*, *move earth*

Speed 20 ft. (4 squares), can't run

Melee 2 slams +13 (2d8+6 + soiled wound)

Space 10 ft.; **Reach** 10 ft.

Base Atk +8; **Grp** +18

Atk Options soiled wound

Special Actions berserk

Abilities Str 23, Dex 9, Con —, Int —, Wis 11, Cha 1

SQ Construct traits

Berserk (Ex) When a grave dirt golem enters combat, there is a cumulative 1% chance each round that its elemental spirit breaks free and the golem goes berserk. An uncontrolled golem goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no creature is within reach, then moving on to spread more destruction. Once a grave dirt golem goes berserk, no known method can reestablish control.

Immunity to Magic (Ex) A grave dirt golem is immune to spells, spell-like abilities, and supernatural effects, just as if the attacker has failed to overcome spell resistance. The only exceptions are as follows: A *move earth* spell drives the grave dirt golem back 120 feet and deals 3d12 points of damage. A *disintegrate* spell slows the golem (As the *slow* spell) for 1d6 rounds and deals 1d12 points of damage. And earthquake spells cast directly at a grave dirt golem stops it from moving on its next turn, and deals 5d10 points of damage. The golem receives no saving throw against any of these effects.

Any magical attack against the grave dirt golem that deals electricity damage heals 1 point of damage for every 3 points of damage it would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points that last for up 1 hour. A grave dirt golem receives no saving throw against magical attacks that deal electricity damage.

Soiled Wound (Ex) The wound inflicted by a grave dirt golem is caked with grave dirt. Suffused with negative energy, the soiled wound deals an extra 2d4 points of negative energy damage on the round subsequent to its delivery, after which the dirt in the wound becomes inert.

SHESSARISS, NAGA MATRIARCH CR 14

LE Huge aberration

Init +2; **Senses** darkvision 60 ft., Listen +15, Spot +15

Languages Abyssal, Celestial, Common, Infernal

AC 20, touch 10, flat-footed 18
(-2 size, +2 Dex, +10 natural); Dodge

hp 238 (19 HD)

Fort +14, **Ref** +10, **Will** +17

Speed 40 ft. (8 squares)

Melee bite +22 (3d6+15+poison)

Ranged Touch spit +14 (poison)

Space 15 ft.; **Reach** 10 ft.

Base Atk +14; **Grp** +28

Attack options Point Blank Shot, poison

Sorceress Spells Known (CL 13th; ranged touch +14):

4th (5/day)—*divine power*, *greater invisibility*

3rd (7/day)—*cure serious wounds*, *dispel magic*, *lightning bolt* (DC 19)

2nd (7/day)—*detect thoughts* (DC 18), *lesser restoration*, *see invisibility*, *scorching ray*

1st (7/day)—*cure light wounds*, *divine favor*, *expeditious retreat*, *mage armor*, *magic missile*

0 (6/day)—*cure minor wounds*, *daze* (DC 16), *detect magic*, *light*, *mage hand*, *open/close*, *ray of frost*, *read magic*

Abilities Str 30, Dex 14, Con 26, Int 16, Wis 23, Cha 20

Feats Ability Focus (poison), Alertness, Combat Casting, Dodge, Eschew Materials^B, Lightning Reflexes, Point Blank, Practiced Spellcaster

Skills Bluff +19, Concentration +30 (+34 when casting defensively), Diplomacy +31, Disguise +5, Intimidate +7, Listen +15, Sense Motive +28, Spellcraft +15, Spot +15

Poison (Ex) Injury or Contact, Fortitude DC 26, initial and secondary damage 1d10 Con.

Spit (Ex) Shessariss can spit her venom up to 30 feet as a standard action. This is a ranged touch attack with no range increment.

COMPEX

CR 1

Male rook familiar

N Tiny magical beast

Init +2; **Senses** low-light vision; Listen +5, Spot +7

Languages Common, speak with master, speak with animals of its kind

AC 16, touch 14, flat-footed 14
(+2 size, +2 Dex, natural +2)

Hp 7 (4 HD)
Resist improved evasion
Fort +2, **Ref** +4, **Will** +6

Speed 10 ft (2 squares), fly 40 ft.; (8 squares) (average)
Melee claws +7 (1d2-5)
Space 2 ½ ft.; **Reach** 0 ft.
Base Atk +3; **Grp** -10

Abilities Str 1, Dex 15, Con 10, Int 7, Wis 14, Cha 6
SQ share spells, empathic link, deliver touch spells
Feats Alertness, Weapon Finesse^B
Skills Concentration +7, Gather Information +1*, Knowledge (arcana) +5*, Knowledge (religion) +2*, Knowledge (the planes) +3*, Listen +5, Spellcraft +7*, Spot +7*

4:PETITIONER HALLS

NGISE **CR 13**
Male human (Oeridian) necromancer 7/lore master 6
NE Medium humanoid (human)
Init +0; **Senses** Listen +3, Spot +3
Languages Common, Abyssal, Draconic, Infernal

AC 18, touch 11, flat-footed 18
(+0 Dex, +6 armor [greater mage armor], +1 deflection, +1 natural)
hp 61 (13 HD) (includes + 15 hp from *false life*)
Fort +6, **Ref** +5, **Will** +14

Speed 30 ft. (6 squares)
Melee mwk dagger (*deathtooth*) +6 (1d4-1/19-20) or
Ranged mwk dagger (*deathtooth*) +7 (1d4-1/19-20)
Base Atk +6; **Grp** +5
Combat Gear masterwork dagger (*deathtooth*)
Wizard Spells Prepared (CL 13th; ranged touch, +6 melee touch +5):
7th—*control undead* (DC 23), *prismatic spray* (DC 21)
6th—*disintegrate* (DC 20), *eyebite* (DC 22), *maximized fireball* (DC 17)
5th—*feeblemind* (DC 19), *empowered vampiric touch*, *quicken shield*, *waves of fatigue*
4th—*animate dead*, *dimension door*, *enervation*, *evard's black tentacles*, *fear* (DC 20), *solid fog*
3rd—*dispel magic*, *greater mage armor* †*, *lightning bolt* (DC 17), *stinking cloud* (DC 17), *vampiric touch* (2)
2nd—*blindness/deafness* (DC 18), *command undead*, *false life*¹, *ghoul touch* (DC 18), *spectral hand*, *web* (DC 16)
1st—*comprehend languages*, *magic missile* x 2, *ray of enfeeblement* x 2, *unseen servant*
0—*detect magic*, *detect poison*, *disrupt undead*, *light*, *read magic*
† Already cast

Abilities Str 8, Dex 10, Con 12, Int 18, Wis 16, Cha 11
SQ Greater lore, lore (+10), Secret (inner strength, true stamina, applicable knowledge)
Feats Brew Potion, Combat Casting, Craft Wondrous Item^B, Empower Spell, Greater Spell Focus

(necromancy), Maximize Spell, Quicken Spell^B, Scribe Scroll^B, Skill Focus (Knowledge [arcana]), Spell Focus (necromancy)
Skills Concentration +17 (+21 when casting on the defensive), Knowledge (arcana) +20, Knowledge (architecture and engineering) +9, Knowledge (dungeoneering) +9, Knowledge (geography) +10, Knowledge (history) +10, Knowledge (local: Core) +9, Knowledge (nature) +10, Knowledge (religion) +10, Knowledge (the planes) +17, Spellcraft +19
Possessions combat gear plus *cloak of resistance* +1 (*blackcloak*), *ring of protection* +1, *amulet of natural armor* +1

LYGIA FARELL **CR 17**
Female human (Flan) cleric 3/sorcerer 4/mystic theurge 10
NE Medium humanoid (human)
Init +1; **Senses** Listen +7, Spot +7
Languages Common, empathic link

AC 18, touch 12, flat-footed 17
(+1 Dex, +6 armor [greater mage armor], +1 deflection)
hp 81 (17HD) (included 15 hp from *false life*)
Fort +10, **Ref** +6, **Will** +19

Speed 30 ft. (6 squares)
Melee mwk dagger (*deathtooth*) +11/+6 (1d4-1/19-20) or
Ranged mwk dagger (*deathtooth*) +11 (1d4-1/19-20)
Base Atk +9; **Grp** +8
Special Actions command undead 8/day (+7, 2d6+8, 3rd), death touch 1/day (3d6)
Combat Gear masterwork dagger (*deathtooth*), *wand of silence*, *rod of metamagic* (lesser silent)
Cleric Spells Prepared (CL 17th; melee touch +8):
7th—*destruction*^P (DC 24), *blasphemy*
6th—*rapid summon monster* V, *antilife shell*, *create undead*^P
5th—*stilled freedom of movement*, *insect plague*, *slay living*^P (DC 22), *spell resistance*, *wall of stone*
4th—*silenced bestow curse* (DC 21), *cure critical wounds*, *death ward*^P, *giant vermin*, *speak with dead*, *spell immunity*
3rd—*blindness/deafness* (DC 18), *contagion* (DC 20), *cure serious wounds*, *dispel magic*^P, *protection from energy*, *speak with dead*
2nd—*calm emotions* (DC 17), *cure moderate wounds* (2), *death knell*^P (DC 19), *silence* (2, DC 17), *spiritual weapon*
1st—*command* (DC 16), *cure light wounds* (2), *death watch*, *detect undead*, *identify*^P, *magic stone*, *sanctuary* (DC 16)
0—*detect magic*, *mending* (3), *read magic* (2)
D: Domain spell. Deity: Vecna. Domains: Magic, Repose
Sorcerer Spells Known (CL 17th; +8 melee touch, +10 ranged touch):
7th (3/day)—*finger of death* (DC 24)
6th (5/day)—*circle of death* (DC 21), *globe of invulnerability*

5th (7/day)—*baleful polymorph* (DC 20), *magic jar* (DC 22), *teleport* (DC 20)
 4th (7/day)—*Evard's black tentacles*, *dimension door*, *enervation*, *fear* (DC 21)
 3rd (7/day)—*gaseous form*, *greater mage armor*ⁱ, *stinking cloud* (DC 18), *vampiric touch* (DC 20)
 2nd (7/day)—*command undead* (DC 19), *darkvision*, *false life*ⁱ, *ghoul touch* (DC 19), *spectral hand*
 1st (8/day)—*charm person* (DC 16), *chill touch* (DC 18), *endure elements*, *ray of enfeeblement*
 0 (6/day)—*arcane mark*, *dancing lights*, *daze* (DC 15), *disrupt undead*, *mage hand*, *message*, *open/close*, *prestidigitation*, *touch of fatigue* (DC 17)

‡ Already cast

Abilities Str 8, Dex 13, Con 12, Int 10, Wis 20, Cha 21

SQ familiar (rat), share spells

Feats Alertness (if familiar is within 5 ft.)^B, Greater Spell Focus (necromancy), Practiced Spellcaster (cleric), Practiced Spellcaster (sorcerer), Rapid Spell*, Scribe Scroll, Silent Spell, Spell Focus (necromancy)

Skills Concentration +21, Knowledge (arcana) +12, Knowledge (religion) +14, Listen +7, Spellcraft +16, Spot +7

Possessions combat gear plus *ring of protection* +1, *cloak of Charisma* +4 (*blackcloak*), *periapt of Wisdom* +4

5: COLLEGES

MORROW

CR 9

Female naga?

LE Large aberration

Init +2; **Senses** detect thoughts, darkvision 60 ft., Listen +14, Spot +14

Languages Common, Infernal

AC 18, touch 11, flat-footed 16

(-1 size, +2 Dex, +4 armor [*mage armor*], +3 natural); Dodge

hp 85 (13 HD)

Immune mind reading

Fort +8, **Ref** +8, **Will** +10; +2 against charm affects

Speed 40 ft. (8 squares)

Melee sting +10 (2d4+2+poison) and

Melee bite +5 (1d4+1)

Space 10 ft.

Base Atk +9; **Grp** +15

Attack Options poison

Special Actions detect thoughts

Sorceress Spells Known (CL 11th; ranged touch +11):

3rd (5/day)—*haste*, *lightning bolt* (DC 17)

2nd (7/day)—*blur*, *glitterdust*, *scorching ray*

1st (6/day)—*color spray* (DC 15), *magic missile*, *ray of enfeeblement*, *shield*, *mage armor*ⁱ

0 (6/day)—*daze* (DC 14), *detect magic*, *light*, *mage hand*, *open/close*, *ray of frost*, *read magic*

‡ Already cast

Abilities Str 14, Dex 15, Con 14, Int 16, Wis 15, Cha 18

Feats Alertness, Combat Casting, Dodge, Eschew Materials^B, Practiced Spellcaster, Lightning Reflexes, Practiced Spellcaster

Skills Bluff +14, Concentration +18 (+22 when casting defensively), Diplomacy +8, Disguise +6 (+8 acting), Intimidate +11, Listen +14, Sense Motive +12, Spellcraft +19, Spot +14

Detect thoughts (Su) Morrow can continuously use *detect thoughts* as the spell (CL 13th, Will DC 16 negates). This ability is always active.

Poison (Ex) Injury, Fortitude DC 18 or lapse into a nightmare-haunted sleep for 2d4 minutes.

ACADEMY GUARD

CR 9

Male human (mixed) hexblade* 9

*see *Complete Warrior* 5

NE Medium Humanoid (human)

Init +6; **Senses** Listen +7, Spot +3

Languages Common

AC 19, touch 13, flat-footed 17

(+2 Dex, +6 armor, +1 deflection)

hp 68 (9 HD)

Resist mettle

Fort +6, **Ref** +6, **Will** +7; +2 against spells and spell-like effects

Speed 30 ft. (6 squares)

Melee +1 *spiked chain* +14/+9 (2d4+7/19-20) or

Ranged heavy crossbow +11 (1d10/19-20)

Base Atk +9; **Grp** +11

Atk Options

Special Actions greater hexblade curse 3/day (DC 16)

Combat Gear +1 *spiked chain*

Hexblade Spells Known (CL 4th; +11 melee touch):

2nd (3/day)—*glitterdust* (DC 14), *touch of idiocy*

1st (4/day)—*alarm*, *entropic shield*, *protection from good*, *Tasha's hideous laughter* (DC 13)

Abilities Str 18, Dex 14, Con 14, Int 8, Wis 10, Cha 14

SQ arcane resistance, familiar (bat), share spells

Feats Alertness (if familiar is within 5 ft.)^B, Blind-Fight, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Initiative, Power Attack

Skills Concentration+14, Listen +7, Spot+3, Spellcraft+5,

Possessions combat gear plus *cloak of resistance* +1, +1 *mithril chainmail*, *gauntlets of ogre power*

Greater Hexblade's Curse (Su) As a free action a hexblade can unleash a curse upon a foe. The target must be visible to the hexblade and within 60 feet. The target of a hexblade's curse takes a -4 penalty on attacks, saves, ability checks, skill checks and weapon damage rolls for 1 hour thereafter. A successful Will save (DC10 + ½ hexblade's class level + hexblade's Cha) negates the effect. Multiple hexblade's curses don't stack, and any foe that successfully resists the effect

cannot be affected again by the same hexblade's curse for 24 hours.

Any effect that removes or dispels a curse eliminates the effect of a hexblade's curse.

Mettle (Ex) A hexblade can resist magical and unusual attacks with great willpower or fortitude. If he makes a successful Will or Fortitude save against an attack that normally would have a lesser effect on a successful save (such as any spell with a saving throw entry of Will half or Fortitude partial), he instead completely negates the effect. An unconscious or sleeping hexblade does not gain the benefit of mettle.

BONE NAGA*

CR 11

*see *Monster Manual* II 35

LE Large undead

Init +5; **Senses** darkvision 60 ft., Listen +12, Spot +12

Languages Infernal, detect thoughts, telepathy 250 ft.

AC 16, touch 10, flat-footed 15; Dodge (-1 size, +1 Dex, +6 natural)

hp 97 (15 HD); DR 5/slashing or bludgeoning

Immune mind reading, cold immunity, mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion

SR 23

Fort +5, **Ref** +8, **Will** +11

Speed 40 ft. (8 squares)

Melee sting +9 (2d6+3+poison) and

Melee bite +4 (1d4+1 +poison)

Space 10 ft.; **Reach** 10 ft.

Base Atk +7; **Grp** +15

Atk Options poison (bite, Fortitude DC 17, 1d4 Str/1d4Str) and poison (sting, Fortitude DC 17, 1d4 Con drain/1d4 Con)

Sorcerer Spells Known (CL 14th; +8 ranged touch):

7th (3/day)—*finger of death* (DC 19)

6th (5/day)—*disintegrate* (DC 19), *flesh to stone* (DC 19)

5th (6/day)—*baleful polymorph* (DC 19), *wall of force*, *waves of fatigue*

4th (6/day)—*charm monster* (DC 17), *enervation*, *greater invisibility*, *resilient sphere* (DC 17)

3rd (7/day)—*dispel magic*, *haste*, *lightning bolt* (DC 16), *slow* (DC 17)

2nd (7/day)—*glitterdust* (DC 15), *Melf's acid arrow*, *resist energy*, *scorching ray*, *summon swarm*

1st (7/day)—*enlarge person*, *expeditious retreat*, *magic missile*, *ray of enfeeblement*, *shield*

0 (6/day)—*acid splash*, *daze* (DC 13), *detect magic*, *detect poison*, *light*, *mage hand*, *open/close*, *ray of frost*, *read magic*

Abilities Str 16, Dex 13, Con —, Int 16, Wis 15, Cha 17

SQ guarded thoughts, undead traits

Feats Combat Casting, Dodge, Improved Initiative, Lightning Reflexes, Spurn Material Components, Spell Focus (transmutation)

Skills Bluff +21, Concentration +21 (+25 when casting defensively), Diplomacy +7, Hide +15, Intimidate +23, Listen +20, Sense Motive +20, Spellcraft +21, Spot +20

Detect Thoughts (Su) A bone naga can continuously detect the thoughts of those around it. This ability functions like a detect thoughts spell (CL 9th; Will save DC 15), and it is always active.

LEON

CR 14

Male human (Oeridian) fighter 14

CE Medium humanoid (human)

Init +3; **Senses** Listen +4, Spot +4

Languages Common

AC 22, touch 14, flat-footed 18

(+3 Dex, +7 armor, +1 deflection, +1 natural)

hp 105 (14 HD); DR 5/bludgeoning (*exoskeleton*)

Fort +11, **Ref** +8, **Will** +7

Speed 20 ft. in *exoskeleton* (4 squares), base speed 30 ft.

Melee +2 *nine lives stealer greatsword* +24/+19/+14 (2d6+15/17-20) or

Melee mwk poisoned dagger +21 (1d4+6/19-20 plus poison)

Ranged mwk poisoned dagger +18 (1d4+6/19-20 plus poison)

Base Atk +14; **Grp** +17

Atk Options Cleave, Combat Expertise, Combat Reflexes, Die Hard, Power Attack, poison (Large scorpion venom, DC 18 1d6 Str/1d6 Str)

Combat Gear 3 doses of large scorpion poison

Abilities Str 22, Dex 17, Con 13, Int 15, Wis 10, Cha 9

Feats Cleave, Combat Expertise, Combat Reflexes, Die Hard, Endurance, Greater Weapon Focus (greatsword), Greater Weapon Specialization (greatsword), Improved Critical, Improved Toughness, Iron Will, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword)

Skills Diplomacy +9, Intimidate +16, Jump +2, Knowledge(arcana) +7, Knowledge(religion) +5, Knowledge(the planes) +5, Listen +4, Sense Motive +8, Spellcraft +13, Spot +4

Possessions combat gear plus *cloak of resistance* +1, *belt of giant strength* +4, *exoskeleton**, *amulet of natural armor* +1, *ring of protection* +1,

* See Appendix 2

ETTERBRAUN

CR 1

Male quasit familiar

CE Tiny Outsider (chaotic, extraplanar, evil)

Init +7; **Senses** darkvision 60 ft.; Listen +7, Spot +6

Languages Abyssal, Common

AC 23, touch 15, flat-footed 20

(+2 size, +3 Dex, +8 natural); improved evasion

hp 20 (9 HD); fast healing 2; DR 5/cold iron or good

Immune poison

Resist fire 10

Fort +3, **Ref** +6, **Will** +7

Speed 20 ft. (4 squares), fly 50 ft. (perfect)
Melee claw +9/+9 (1d3-1 plus poison) and bite +4 (1d4-1)
Space 2½ ft.; **Reach** 0 ft.
Base Atk +4; **Grp** -5
Atk Options poison
Spell-Like Abilities (CL 6th):
 5th (1/week)—*commune*
 2nd (at will)—*invisibility*
 1st (1/day)—*cause fear* (30-foot radius from the quasit, DC 11)
 0 (at will) — *detect good*, *detect magic*
 ‡ Already cast

Abilities Str 8, Dex 17, Con 10, Int 10, Wis 12, Cha 10
SQ *Alternate form*, *empathic link*
Feats Improved Initiative, Weapon Finesse
Skills Bluff +6, Concentration +13, Diplomacy +6, Disguise +0 (+2 acting), Hide +17, Intimidate +2, Knowledge (arcana) +12, Knowledge (religion) +8, Knowledge (the planes) +8, Listen +7, Move Silently +9, Search +6, Spellcraft +14, Spot +6,

Poison (Ex) Injury, Fortitude DC 13, 1d4 Dex/ 2d4 Dex.
Alternate form (Su) Etterbraun can assume the form of either a bat or a medium monstrous centipede at will as a standard action.

REPULGHAST

CR 4

Male human necromancer 4
 NE Medium humanoid (human)
Init +1; **Senses** Listen +2, Spot +2
Languages Ancient Suel, Common, Draconic,

AC 11, touch 11, flat-footed 10 (+1 Dex)
hp 4 (4 HD) (originally 14)
Fort -1 (originally +2), **Ref** +2, **Will** +6

Speed 30 ft. (6 squares)
Melee fist +1 (1d3-1)
Base Atk +2; **Grp** +1
Wizard Spells Prepared (CL 4th):
 None

Abilities Str 8, Dex 13, Con 6 (originally 12), Int 16, Wis 14, Cha 10
SQ familiar, shared spells
Feats Alertness^B, Combat Casting, Greater Spell Focus (necromancy), Spell Focus (necromancy), Scribe Scroll^B
Skills Concentration +5 (+9 when casting defensively), Gather Information +3, Knowledge (arcana) +10, Knowledge (religion) +7, Knowledge (the planes) +8, Listen +2 (+4 when familiar within 5 ft.), Spellcraft +12, Spot +2 (+4 when familiar within 5 ft.)

6: INNER SANCTUM

MAELANEE

CR 11

Female half-vampire* cleric 10
 * see *Libris Mortis* 106

LE Medium humanoid (human)
Init +8; **Senses** Listen +7, Spot +7
Languages Common, Draconic

AC 25, touch 14, flat-footed 22 (+3 Dex, +9 armor, +2 natural, +2 deflection)
hp 55 (10 HD); fast healing 1; DR 5/silver or magic
Resist cold 5, electricity 5
Fort +8, **Ref** +6, **Will** +12

Speed 20 ft. in +1 *glamered mithrall fullplate* (4 squares), base movement 30 ft.
Melee dagger of venom +8/+3 (1d4+1/19-20 + poison)
Melee slam +7 (1d6) or
Ranged dagger of venom (*deathtooth*) +11 (1d4+1/19-20 + poison)
Base Atk +7; **Grp** +7
Special Actions charm gaze, children of the night, spontaneous casting, rebuke undead 3/day (+3, 2d6+11, 10th)
Combat Gear dagger of venom (*deathtooth*)
Cleric Spells Prepared (CL 10th):
 5th— *greater command*^B (DC 23), *plane shift* (DC 20), *slay living* (DC 22), *wall of stone*
 4th— *divine power*, *dominate person*^B (DC 22), *freedom of movement*, *giant vermin*, *poison* (DC 21)
 3rd— *bestow curse* (DC 20), *blindness/deafness* (DC 20), *dispel magic*, *magic circle against good*, *suggestion*^B (DC 21)
 2nd— *death knell* (DC 19), *desecrate*, *enthrall*^B (DC 20), *hold person* (DC 19), *silence* (DC 17), *spiritual weapon* (+10/+5, 1d8+5/19-20)
 1st— *command*^B (DC 19), *divine favor*, *doom* (DC 18), *obscuring mist*, *sanctuary* (DC 16), *shield of faith* (+3)
 0— *detect magic*, *detect poison*, *guidance*, *light*, *mending*, *resistance*
D: Domain spell. Deity: Wee Jas. Domains: Dominate*, Magic

Abilities Str 10, Dex 16, Con 12, Int 14, Wis 20, Cha 12
Feats Combat Casting, Improved Initiative^B, Improved Spell Focus (enchantment), Spell Focus (necromancy), Spell Focus (enchantment)^B, Domain Focus (domination)*, Spell Focus (necromancy)
Skills Bluff +3, Concentration +15 (+19 while casting defensively), Diplomacy +10, Hide +2, Knowledge (arcana) +14, Knowledge (religion) +6, Knowledge (the planes) +6, Listen +7, Move Silently +2, Sense Motive +10, Spellcraft +16, Spot +7
Possessions combat gear plus *cloak of resistance* +1 (*blackcloak*), *ring of protection* +2, +1 *glamered mithrall fullplate*, *periapt of wisdom* +4

Fast Healing (Ex) Maelanee heals 1 point of damage each round as long as she has at least 1 hit point but less than half her normal hit points. As long as she has more than half her normal hit points her fast healing does not function (but other forms of healing still function normally).

Charm Gaze (Su) Maelanee can charm humanoid or monstrous humanoid opponents by looking into their eyes. This is similar to a gaze attack, except that she must use a standard action, and those merely looking at her are not affected. Anyone who she targets must make a successful DC 16 Will save or fall under her influence as if affected by a *charm monster* spell (CL 10). Any creature that successfully save against her charm cannot be affected by her gaze for 24 hours. The ability has a range of 30 feet.

Children of the Night (Su) Maelanee can command the lesser creatures of the world. Once per day, she can call forth 1d4 rat swarms, 1d3 bat swarms, or a pack of 1d6 wolves as a standard action. These creatures arrive in 2d6 rounds and serve her for up to 1 hour.

* see Appendix 2

7: HEAD MASTER'S OFFICE**DRAKE****CR 12**

Male necropolitan necromancer 16 (4 negative levels)
CE Medium undead

Init +1; **Senses** Listen -1, Spot -1

Languages Common

AC 22, touch 14, flat-footed 21

(+1 Dex, +6 armor, +2 deflection, +1 insight, +2 natural)

hp 84 (12 HD)

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion

Miss Chance 20% against creatures without darkvision, blindsight, or other sensory apparatus that does not rely on light

Resist +6 turn resistance

Fort +4, **Ref** +6, **Will** +13 (+15 against *control dead*)

Weakness -4 on all ability checks

Speed 30 ft. (6 squares)

Melee mwk dagger (*deathtooth*) +9/+4 (1d4+4/19-20)
or

Ranged light crossbow +5 (1d8/19-20)

Base Atk +8; **Grp** +12

Combat Gear masterwork dagger (*deathtooth*)

Wizard Spells Prepared (CL 12th; +8 melee touch, +5 ranged touch):

6th—*acid fog*, empowered *enervation* (DC 22), *disintegrate* (DC 22), *globe of invulnerability*, *greater dispel magic*

5th—*Bigby's interposing hand*, empowered *lightning bolt* (DC 21), *symbol of pain* (DC 23), *telekinesis* (DC 21), *waves of fatigue*

4th—*arcane eye*, *contagion* (DC 22), *enervation*, *Evard's black tentacles* (DC 20), *fire shield*, *Otiluke's resilient sphere* (DC 20)

3rd—*arcane sight*, empowered *ray of enfeeblement*, *greater mage armor*, *lightning bolt* (DC 19), *magic circle against good*, *ray of exhaustion* (DC 21), *vampiric touch*

2nd—*detect thoughts* (DC 20), *command undead* (DC 20), *false life*, *levitate*, *see invisibility*, *spectral hand*, *web* (DC 18)

1st—*expeditious retreat*, *cause fear*, *comprehend languages*, *magic missile* x2, *ray of enfeeblement*, *shield*

0—*arcane mark*, *detect magic*, *mending*, *read magic*, *touch of fatigue* (melee touch +8, DC 18)

Abilities Str 18, Dex 12, Con —, Int 23, Wis 16, Cha 2

SQ undead traits, unnatural resilience

Feats Brew Potion^B, Craft Wondrous Item^B, Empower Spell^B, Greater Spell Focus (necromancy), Iron Will, Lightning Reflexes, Mobile Spellcasting*, Scribe Scroll^B, Skill Focus (concentration), Steady Concentration, Spell Focus (necromancy)

Skills Concentration +14, Craft (alchemy) +12, Knowledge (arcana) +21, Knowledge (history) +13, Knowledge (religion) +11, Knowledge (the planes) +21, Listen -1, Spellcraft +23, Spot -1

Possessions combat gear plus *amulet of natural armor* +2, *headband of intellect* +6, *dusty rose ioun stone*, *cloak of resistance (blackcloak)* +2, *shadow veil**

Unnatural Resilience (Ex) Necropolitans automatically heal hit point damage and ability damage at the same rate as a living creature. The Heal skill has no effect on necropolitans; however, negative energy (such as an *inflict* spell) heals them.

* see Appendix 2

7 : HEAD MASTER'S OFFICE**DRAKE****CR 14**

Male necropolitan necromancer 16 (2 negative levels)
CE Medium undead

Init +1; **Senses** Listen +1, Spot +1

Languages Common

AC 22, touch 14, flat-footed 21

(+1 Dex, +6 armor, +2 deflection, +1 insight, +2 natural)

hp 94 (14 HD)

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion

Miss Chance 20% against creatures without darkvision, blindsight, or other sensory apparatus that does not rely on light

Resist +6 turn resistance

Fort +6, **Ref** +8, **Will** +15 (+17 against *control dead*)

Weakness -2 on all ability checks **Speed** 30 ft. (6 squares)

Melee mwk dagger (*deathtooth*) +11/+6 (1d4+4/19-20) or

Ranged light crossbow +7 (1d8/19-20)

Base Atk +8; **Grp** +12

Combat Gear masterwork dagger (*deathtooth*)

Wizard Spells Prepared (CL 14th; +10 melee touch, +7 ranged touch):

7th— *avascular* (DC 25), *spell turning*

6th— *acid fog*, empowered *enervation* (DC 22), *create undead*, *disintegrate* (DC 22), *globe of invulnerability*, *greater dispel magic*

5th— *Bigby's interposing hand*, empowered *lightning bolt* (DC 21), *symbol of pain* (DC 23), *telekinesis* (DC 21), *waves of fatigue*

4th— *arcane eye*, *contagion* (DC 22), *enervation*, *Evard's black tentacles* (DC 20), *fire shield*, *Otiluke's resilient sphere* (DC 20)

3rd— *arcane sight*, empowered *ray of enfeeblement*, *greater mage armor*, *lightning bolt* (DC 19), *magic circle against good*, *ray of exhaustion* (DC 21), *vampiric touch*

2nd— *detect thoughts* (DC 20), *command undead* (DC 20), *false life*, *levitate*, *see invisibility*, *spectral hand*, *web* (DC 18)

1st— *expeditious retreat*, *cause fear*, *comprehend languages*, *magic missile* x 2, *ray of enfeeblement*, *shield*

0— *arcane mark*, *detect magic*, *mending*, *read magic*, *touch of fatigue* (DC 18)

Abilities Str 18, Dex 12, Con —, Int 23, Wis 16, Cha 2

SQ undead traits, unnatural resilience

Feats Brew Potion^B, Craft Wondrous Item^B, Empower Spell^B, Greater Spell Focus (necromancy), Iron Will, Lightning Reflexes, Mobile Spellcasting*, Scribe Scroll^B, Skill Focus (concentration), Steady Concentration, Spell Focus (necromancy)

Skills Concentration +16, Craft (alchemy) +14, Knowledge (arcana) +23, Knowledge (history) +15, Knowledge (religion) +13, Knowledge (the planes) +23, Listen +1, Spellcraft +25, Spot +1

Possessions combat gear plus *amulet of natural armor* +2, *headband of intellect* +6, *dusty rose ioun stone*, *cloak of resistance (blackcloak)* +2, *shadow veil**

Unnatural Resilience (Ex) Necropolitans automatically heal hit point damage and ability damage at the same rate as a living creature. The Heal skill has no effect on necropolitans; however, negative energy (such as an *inflict* spell) heals them.

*see Appendix 2

7: HEAD MASTER'S OFFICE

DRAKE

CR 16

Male necropolitan necromancer 16
CE Medium undead

Init +1; **Senses** Listen +3, Spot +3

Languages Common

AC 22, touch 14, flat-footed 21

(+1 Dex, +6 armor, +2 deflection, +1 insight, +2 natural)

hp 104 (16 HD);

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion

Miss Chance 20% against creatures without darkvision, blindsight, or other sensory apparatus that does not rely on light

Resist +6 turn resistance

Fort +8, **Ref** +10, **Will** +17 (+19 against *control dead*)

Speed 30 ft. (6 squares)

Melee mwk dagger (*deathtooth*) +13 (1d4+4/19-20) or

Ranged light crossbow +9 (1d8/19-20)

Base Atk +8; **Grp** +12

Combat Gear masterwork dagger (*deathtooth*)

Wizard Spells Prepared (CL 16th; +12, melee touch, +9 ranged touch):

8th— *prismatic wall* (DC 24), *horrid wilting* (DC 26)

7th— *avascular* (DC 25), *finger of death* (DC 25), *spell turning*

6th— *acid fog*, empowered *enervation* (DC 22), *create undead*, *disintegrate* (DC 22), *globe of invulnerability*, *greater dispel magic*

5th— *baleful polymorph* (DC 21), *Bigby's interposing hand*, empowered *lightning bolt* (DC 21), *symbol of pain* (DC 23), *telekinesis* (DC 21), *waves of fatigue*

4th— *arcane eye*, *contagion* (, DC 22), *enervation* (ranged touch +9), *Evard's black tentacles* (DC 20), *fire shield*, *Otiluke's resilient sphere* (DC 20)

3rd— *arcane sight*, empowered *ray of enfeeblement*, *greater mage armor*, *lightning bolt* (DC 19), *magic circle against good*, *ray of exhaustion* (DC 21), *vampiric touch*

2nd— *detect thoughts* (DC 18), *command undead* (DC 20), *false life*, *levitate*, *see invisibility*, *spectral hand*, *web* (DC 18)

1st— *expeditious retreat*, *cause fear*, *comprehend languages*, *magic missile* x 2, *ray of enfeeblement*, *shield*

0— *arcane mark*, *detect magic*, *mending*, *read magic*, *touch of fatigue* (DC 18)

Abilities Str 18, Dex 12, Con –, Int 23, Wis 16, Cha 2

SQ undead traits, unnatural resilience

Feats Brew Potion^B, Craft Wondrous Item^B, Empower Spell^B, Greater Spell Focus (necromancy), Iron Will, Lightning Reflexes, Mobile Spellcasting*,

Scribe Scroll^B, Skill Focus (concentration), Steady Concentration, Spell Focus (necromancy)

Skills Concentration +18, Craft (Alchemy) +16, Knowledge (arcana) +25, Knowledge (history) +17, Knowledge (religion) +15, Knowledge (the planes) +25, Listen +3, Spellcraft +27, Spot +3

Possessions combat gear plus *amulet of natural armor* +2, *headband of intellect* +6, *dusty rose ioun stone*, *cloak of resistance (blackcloak)* +2, *shadow veil**

Unnatural Resilience (Ex) Necropolitans automatically heal hit point damage and ability damage at the same rate as a living creature. The Heal skill has no effect on necropolitans; however, negative energy (such as an *inflict* spell) heals them.

*see Appendix 2

APPENDIX 2: NEW RULES ITEMS

FEATS

Improved Toughness [General]

You are significantly tougher than normal.

Prerequisite: Base Fortitude save bonus +2

Benefit: You gain a number of hit points equal to your current Hit Dice. Each time you gain a HD (such as by gaining a level) you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point immediately.

Special: A fighter may select Improved Toughness as one of his bonus feats.

Source: *Complete Warrior*, page 101

Improved Turn Resistance [Monstrous]

You have a better than normal chance to resist turning.

Prerequisite: Undead type

Benefit: You are less easily affected by cleric or paladins than you normally would be (see Turn or Rebuke Undead, page 159 of the PHB). When resolving a return, rebuke, command, or bolster attempt, add +4 to your character level (monster Hit Dice plus class levels) to determine your Hit Dice for turn, rebuke, command, and bolster attempts.

Source: *Libris Mortis*, page 27

Mobile Spellcasting

Your focused concentration allows you to move while casting a spell

Prerequisite: Concentration 8 ranks

Benefit: You can make a special Concentration check (DC 20+ spelllevel) when casting a spell. If the check succeeds, you can cast the spell and move up to your speed as a single standard action. (You can't use this ability to cast a spell that takes longer than 1 standard action to cast.) If the check fails, you lose the spell and fail to cast it, just as if you failed a Concentration check to cast the spell defensively.

You still provoke attacks of opportunity for casting spells from any creatures who threaten you at any point of your movement. You can cast defensively while using this feat, but doing so increases the Concentration DC to 25 + spell level.

Source: *Complete Adventurer*, page 111

Practiced Spellcaster

Choose a spellcasting class that you possess. Your spells cast from that class are more powerful.

Prerequisite: Spellcraft 4 ranks

Benefit: Your caster level for the chosen spellcasting class increases by +4. This can't increase your caster level beyond your HD. However, even if you can't benefit from the full bonus immediately, if you later gain noncaster-level HD you may be able to apply the rest of the bonus.

For example, a human 5th-level cleric/3rd-level fighter who selects this feat would increase his caster

level from 5th to 8th (since he has 8 HD). If he later gained a fighter level, he would gain the remainder of the bonus and his cleric caster level would become 9th (since he now has 9 HD).

This does not affect your spells per day or spells known. It only increases your caster level, which would help you penetrate SR and increase the duration and other effects of your spells.

Special: You may select this feat multiple times. Each time you choose it, you must apply it to a different spellcasting class. For instance, a 4th-level cleric/5th-level wizard who has selected this feat twice would cast cleric spells as an 8th-level caster and wizard spells as a 9th-level caster

Source: *Complete Arcane*, page 82

Steady Concentration [General]

You are an expert at avoiding distractions and focusing your mind, and you can concentrate clearly even in the most stressful conditions.

Prerequisite: Concentration 8 ranks

Benefit: You can always take 10 on Concentration checks, even when conditions would not normally allow you to do so.

Source: *Races of Stone*, page 144

MAGIC ITEMS

Exoskeleton

This armor is prepared from an undead skeleton. The armor essentially covers your upper body with a rib structure, providing protection equal to that of a +2 breastplate and granting damage reduction 5/bludgeoning.

Faint necromancy; CL 5th; Craft Magic Arms and Armor; Knowledge (religion) 5 ranks; animate dead; Price 49,500 gp; Weight 30 lb.

Source: *Libris Mortis*, page 76

Shadow Veil

A shadow veil appears as an indistinct, enveloping covering. A shadow veil precludes wearing any other kind of armor. A shadow veil grants a +2 deflection bonus. Someone wearing a shadow veil is hard to distinguish in shadow, and is treated as having concealment (20% miss chance) against creatures without darkvision, blind sight, or other sensory apparatus that does not rely on light.

Strong necromancy; CL 12th; Craft Magic Arms and Armor; Knowledge(religion) 5 ranks, *create undead*; Price 10,000 gp; weight –.

Source: *Libris Mortis*, page 76

SPELLS

Avasculate

Necromancy [Death,Evil]

Level: Deathbound 7, sorcerer/wizard 7

Components: V,S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: Ray

Duration: Instantaneous

Saving throw: Fortitude partial

Spell resistance: Yes

You shoot a black ray of necromantic energy from your outstretched hand, causing your foe to violently purge blood or other vital fluids through his skin.

You must succeed on a ranged touch attack with the ray to strike a target. If the attack succeeds, the subject is reduced to half its current hit points (rounded down) and stunned for 1 round. On a successful Fortitude saving throw, the subject is not stunned.

Source: *Libris Mortis* 62

Mage Armor, Greater

Conjuration(Creation)[Force]

Level: Sorcerer/wizard 3

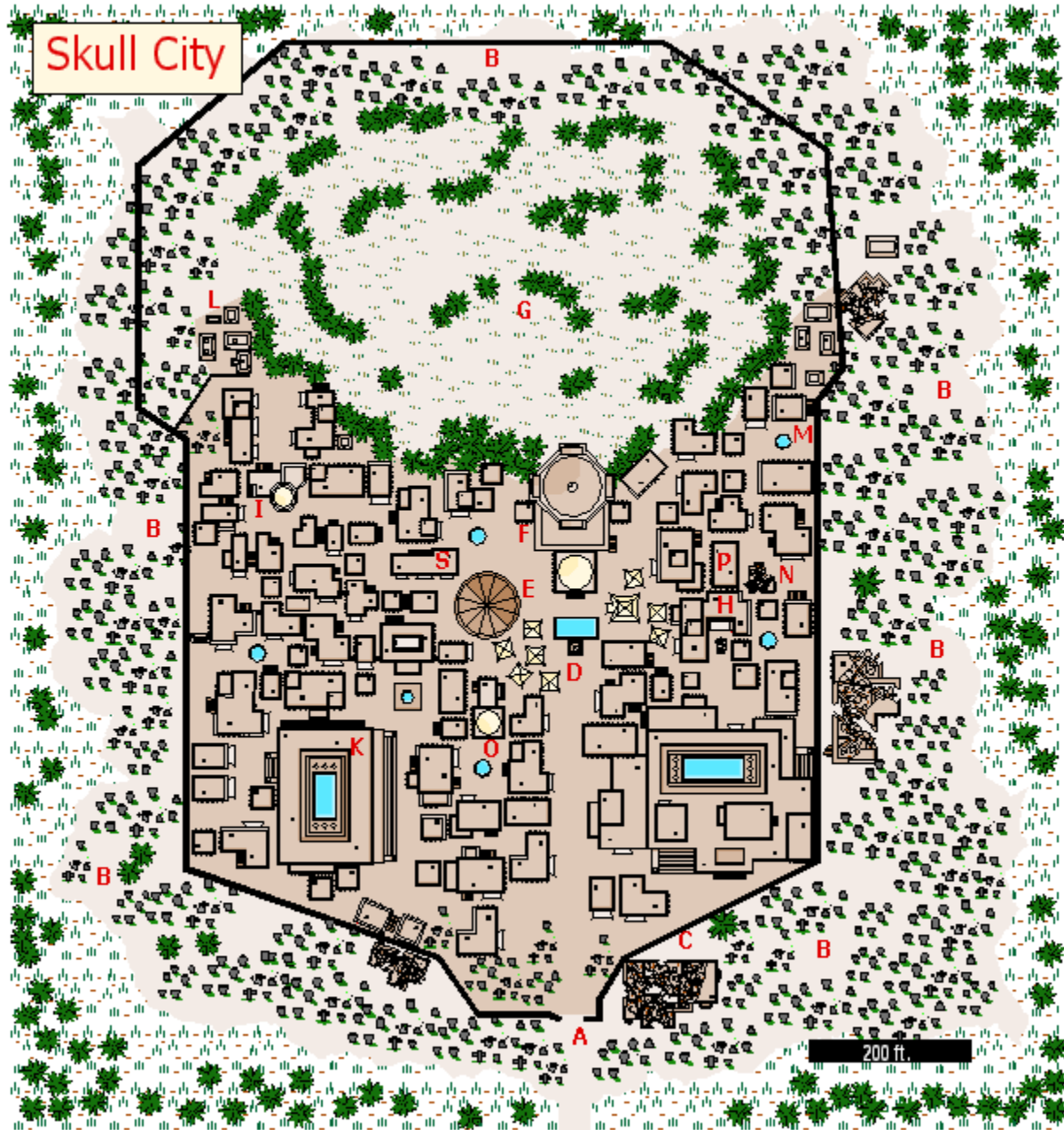
Components: V,S

An invisible sheen of armor-shaped force surrounds you.

This spell functions like *mage armor* (PH 249), except that it requires no material component and its tangible field of force provides a +6 bonus to Armor Class.

Source: *Spell Compendium*, page 136

APPENDIX 3: SKULL CITY



- A – Bone Portal (City Gate)
- B – Graveyards
- C – Ruins (Nagas)
- D – The Black Market
- E – Dead Pool (communal pool of mindless undead)
- F – Bleak Academy
- G – Hill of the Tomb
- H – House of Arms (city guards)
- I – Temple of Wee-Jas
- K – Bathhouse
- L – ‘Ghoul Town’
- M – Repulghast’s home

- N – Abandoned Temple of Nerull (ruins)
- O – Temple of Vecna
- P – Meat House
- S – Beven’s Stables

🦴**Skull City (town):** Magical; AL NE; 3,000 gp limit; Assets 120,000 gp; Population 2,700; Mixed (human 560, undead 120, half-elf 10, half-orc 3, mindless undead 2,000).

Authority Figures: Drake, male necropolitan necromancer 16, CE.

Important Characters: Instructor Ngise, male human (Oeridian) necromancer 12, Commander of the guards Leon, male human (Oeridian) fighter 14, Mistress Maelanee, female half-vampire human (Suel) cleric 10 of Wee-Jas, Lygia Farrell, cleric 3 of Vecna/sorcerer 4/mystic theurge 10

Skull City is a sprawling town, despite its isolation and the occasional conflicts with adventuring raiders seeking to destroy the evil – the last of which happened ten years ago.

The town is build around a hill, which holds the tomb of Acererak, an evil demilich who was defeated years ago, but still has tremendous influence. Some of the inhabitants worship him like a god – they refer to him as Acererak the Devourer. The holy symbol of his would-be clerics is a gaping demon's face.

Most sentient beings in the city are humanoids – mostly humans, though there are a few half-bloods, orcs, and goblinoids. Elves, halflings, gnomes, and dwarves are almost nonexistent here. Among the inhabitants are also a number of intelligent undead, and even a few evil outsiders – besides the fiends that are apparently still bound to guard Acererak's tomb.

There are also hundreds of mindless undead – skeletons and zombies – which are used for all kinds of tasks. People who desire an undead slave for whatever means, can collect them from the Dead Pool, an area in the town where the mindless undead created by the Academy wizards are gathered, awaiting orders from whoever is to collect them.

Finally, there is a share of prisoners in town. These used to be held at the Academy, but are now held at the Meat House. Anyone with the proper documentation – chips that are given out by the Academy board members – can collect a prisoner should he need a live victim for experimentation. Most of these victims nowadays come from the war, but the Academy is not picky – some captives are people abducted from their homes, some are lizard folk, and a few are even bullywugs dumb enough to wander too close to the city grounds.

Only the members of the board are allowed to *teleport* or *fly* into town – they are specifically excluded from a number of wards set up in the city. Everyone else – no matter his rank or ability – is to use the gates. The guardians of the city are instantly on anyone who stupidly denies these laws.

PLAYER HANDOUT I

The Bleak Academy is a school for – mostly evil – necromancers.

Skull City harbors many others – opportunists, criminals or shady merchants, but the city is ruled from the Academy.

It is located near the Tomb of Horrors, deep in the Vast Swamp.

The Academy is ruled by the headmaster, who is appointed by a board of high-ranking necromancers.

The headmaster has vast power. Only the board can reel him in, but internal conflict often means that the headmaster has free reign.

The current headmaster is Drake. He is a cold hearted man, who experiments in the bizarre. He is feared and despised by many.

Drake came into power when the former headmistress, Ferranir, disappeared. She was apparently killed by a group of adventurers who sought the tomb.

There are five members in the board. The names of the members are Leon, Lygia, Nessefir, Ngise, and Maelanee.

Leon is well known as he is the man in charge of Academy security. He is an older warrior.

Lygia is the Academy librarian. She is introvert and not much is known of her.

Ngise is an instructor who has been with the Academy from the beginning. He is eccentric, but apparently popular among students.

Nessefir is a man who doesn't appear much on Academy grounds. There is nothing known about him.

Maelanee has the reputation of a flighty girl that gives in to debauchery. She is former headmistress Ferranir's adopted daughter.

The city has many defenses. Undead, vipers, fiends, and magic wards. There are many evil outsiders that are part of the old tomb's defenses, and they also watch the city. They can spot invisible creatures and attack on sight.

Teleporting or flying into the city is likely to draw attention of the guardians. Many of these are evil fiends. The ethereal plane is likewise watched by fiends. The supply seems endless.

Teleporting into the Academy is very dangerous.

The city is surrounded by a wall, which is infested with monstrous vipers.

The only route into the city is the gate, but it is also guarded. The only way in is with a password, which changes every day.

Earth: Devour

Fire: Avasculate

Star: Withering

Sun: Fiendblood

Moon: Null

God: Anatomy

Water: Death

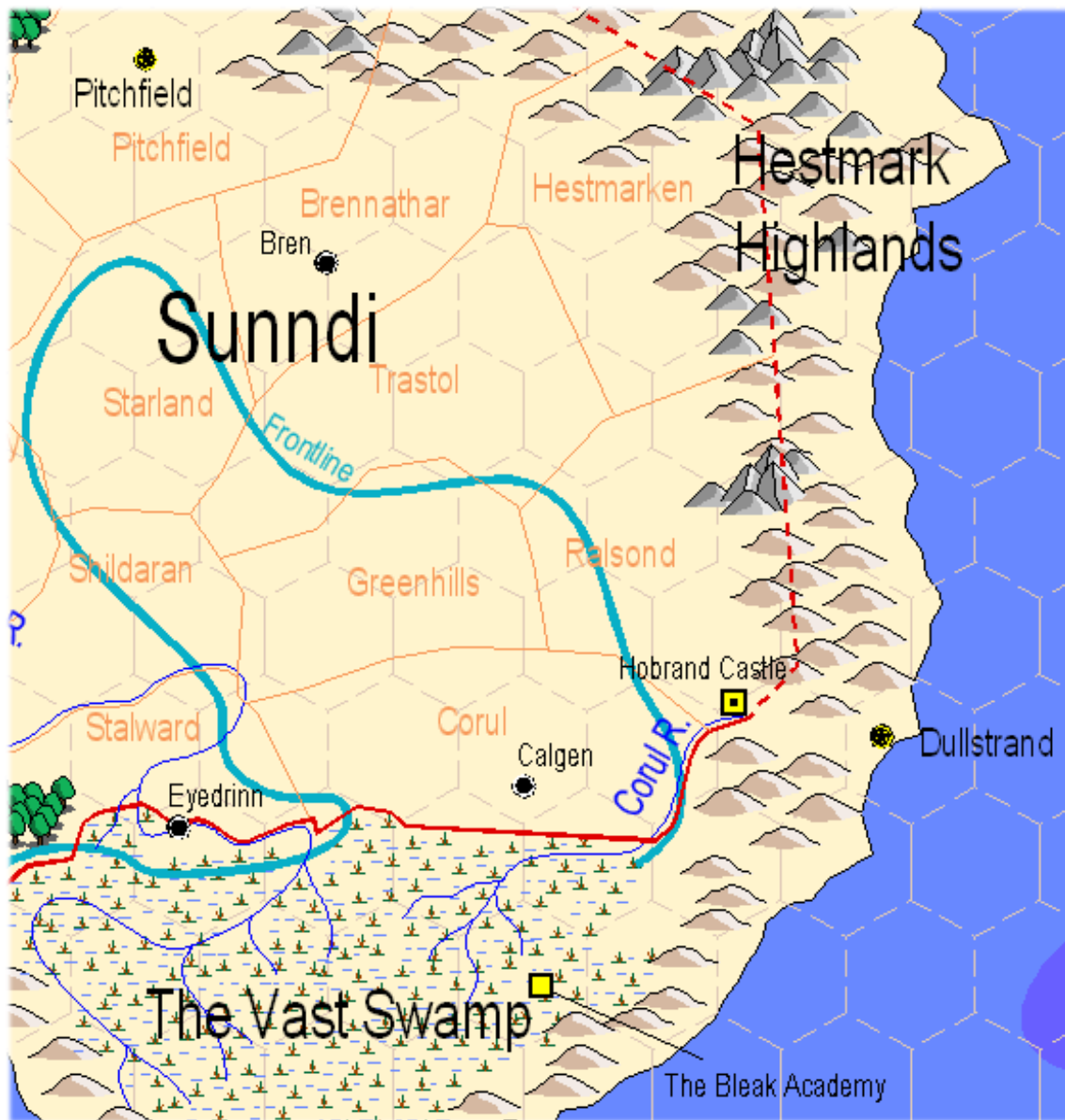
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E	S	A	I
L	R	T	N
H	U	A	E
O	R	L	G
R	U	E	L
A	C	E	V
A	D	M	F

*The key you seek is in a name,
A name but spoken by a few,
It speaks of new beginnings, pray
You once will find to speak it too.*

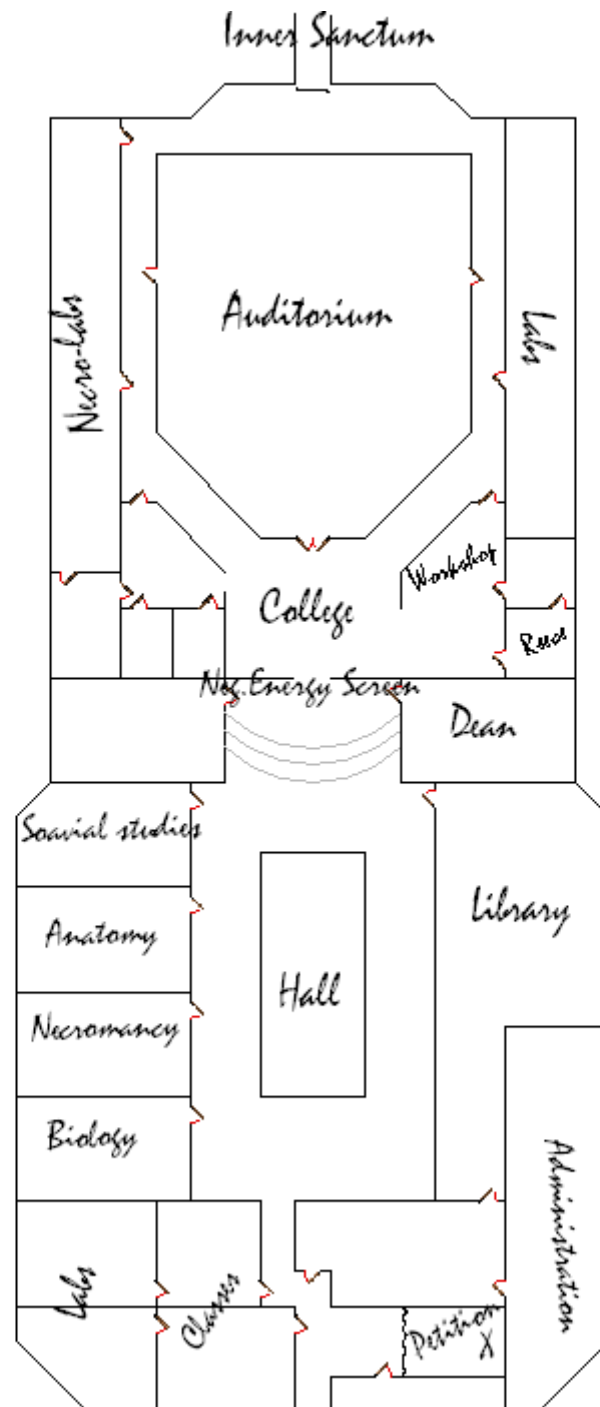
*The name I scribed here next to mine,
A name but spoken to a few,
And while my name may bring you pain
Safe the path I named for you*

I

PLAYER MAP: SUNNDI

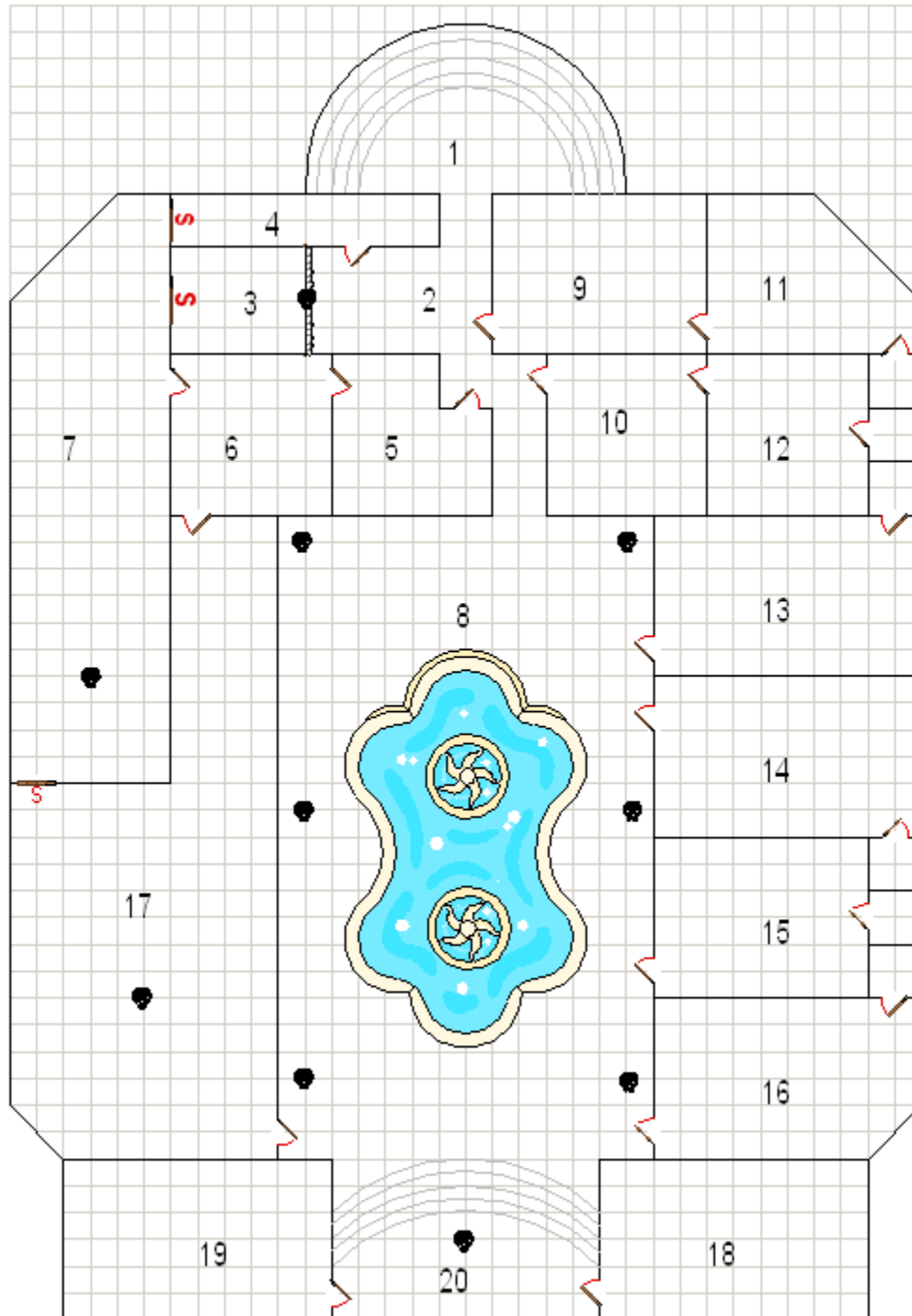


PLAYER MAP: BLEAK ACADEMY

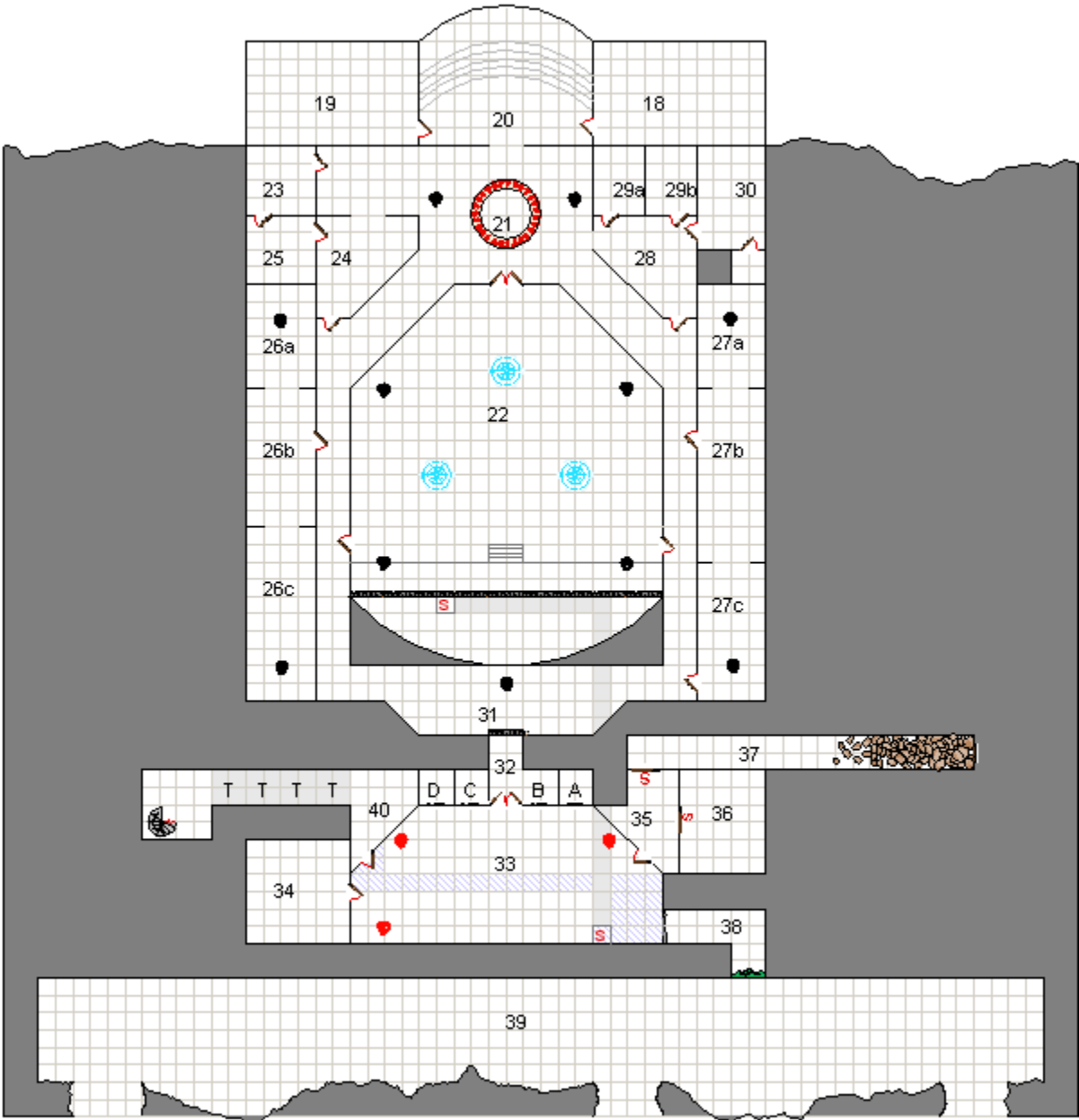


DM MAP: THE BLEAK ACADEMY

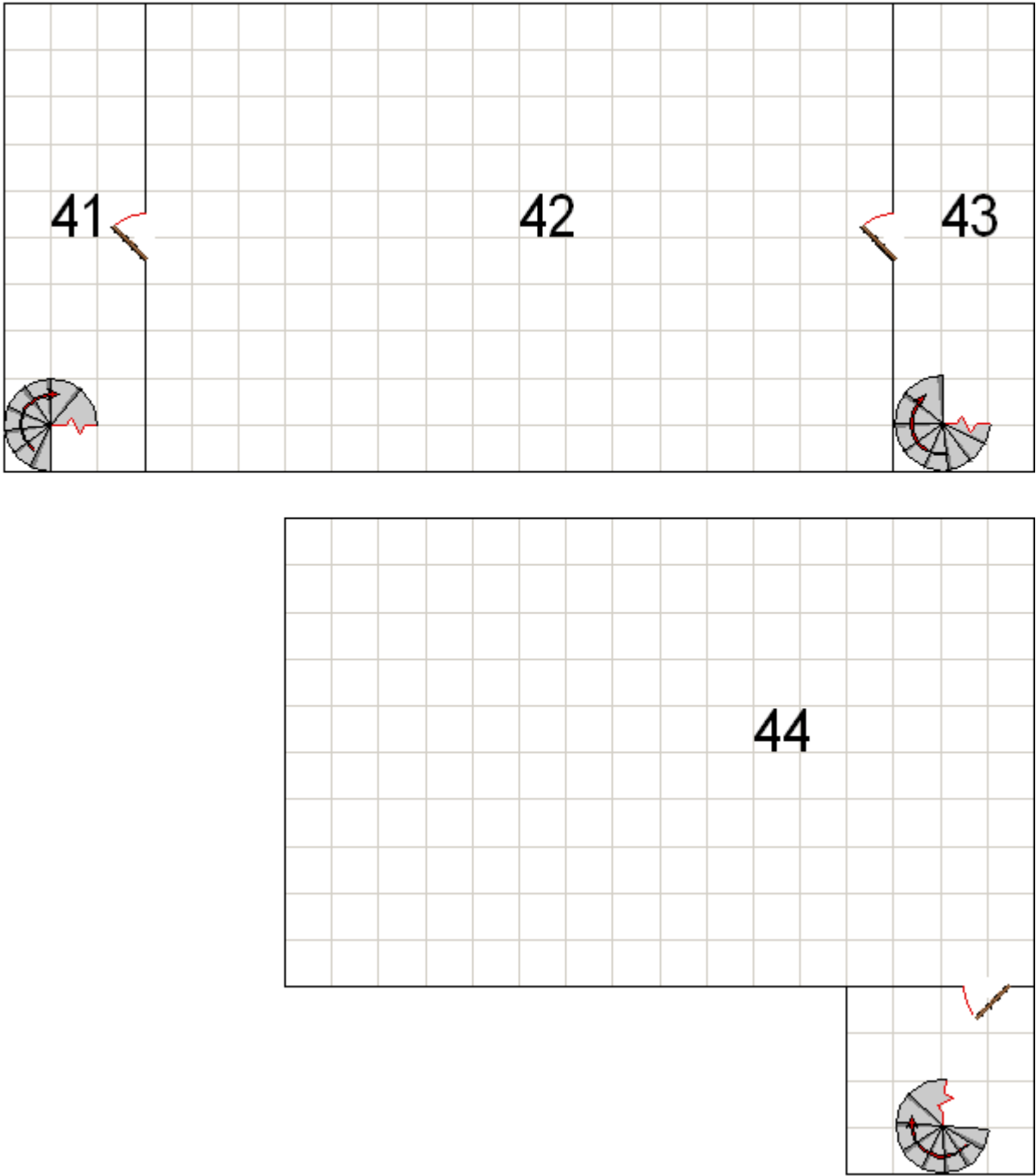
PETITIONERS



COLLEGE AND INNER SANCTUM



HEAD MASTER’S OFFICE



LEGEND

1. Stairs
2. Entrance Hall
3. Petitioner Test
4. Student Garderobes and Janitor's Office
5. Reading Room 1
6. Reading Room 2
7. Student administration
8. Great Hall
9. Petitioner classroom A
10. Petitioner classroom B
11. Practical Laboratories A
12. Practical Laboratories B
13. Classroom: Biology
14. Classroom: Primary Necromancy
15. Classroom: Anatomy
16. Classroom: Social Studies
17. Academy library
18. Guards Office
19. Dean's Office
20. College Entrance
21. College Hall
22. Auditorium
23. Reece's Office
24. Crafts Workshop
25. Storage and Facilities
26. Practical Evocation, Conjuraton, and Transmutation
27. Practical Necromancy
28. Lecture Room
29. Poison Cabinets
30. Examination Room
31. Entrance to the Inner Sanctum
32. Shouting Corridor
33. Inner Sanctum
34. Maelanee's Room
35. Board Room
36. True Board Room
37. Old Trapped Corridor
38. To the Tomb
39. The Tomb of Horrors
40. Tiled Corridor
41. Corridor
42. Head Master's Office
43. Corridor
44. Drake's Private Quarters