



Prisoner of the Castle Perilous

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A scheming lich has set his sights on a vile transformation that will free him from the castle perilous he is trapped in. The key to his plan relies on luring brave adventurers to his demesne and prison on the Negative Energy Plane with the hope of freeing an imprisoned saint. Many would-be heroes have already taken the bait and paid the ultimate price. With his ultimate goal so close, will your group of adventurers stop him in time? Or will they serve as the catalyst that transforms him into a demilich?

"Prisoner of the Castle Perilous" is an adventure for four 18th-level player characters (PCs) suitable for use with any campaign setting that includes the Negative Energy Plane in its planar cosmology. The PCs attempt to foil the machinations of a powerful lich in one of the castles perilous scattered across the Negative Energy Plane—a place called the Sundered Tower of Moil. The nature of the plane as well as the guardians and traps lurking in and around the tower ensure that this will be an extremely challenging quest that your players will never forget.

WHAT YOU NEED TO PLAY

"Prisoner of the Castle Perilous" is a Dungeons & Dragons game. You need the *Player's Handbook* and *Dungeon Master's Guide* to play. Within this adventure, abbreviations indicate materials that appear in other supplements. Those supplements and their abbreviations are as follows: *Book of Vile Darkness* (BV), *Complete Divine* (CD), *Complete Warrior* (CW), *Dungeon Master's Guide* (DMG), *Fiend Folio* (FF), *Libris Mortis* (LM), *Monster Manual* (MM), *Monster Manual II* (MM2), *Monster Manual III* (MM3), *Planar Handbook* (PlH), *Player's Handbook* (PH), *Spell Compendium* (SC).

PREPARATION

Before you run this adventure, you should familiarize yourself with the properties of the Negative Energy Plane detailed on page 157 of the *Dungeon Master's Guide* and included in this adventure for your convenience. To survive more than a few minutes on this life-hating plane, the PCs need access to magic items or spells that provide long-term protection from it. Having a cleric

in the party that can channel positive energy is also beneficial, but not ultimately necessary.

ADVENTURE BACKGROUND

Years ago, a wizard aspiring for lichdom named Acererak clashed with a paladin named Sir Pentivel, who was rising in the ranks of his faith. Their contest of might and magic resulted in the defeat of Acererak, who fled from his enemy before he could be slain. Long years passed and Acererak brooded over the setbacks Sir Pentival had imposed on his plans. Acererak attained his goal of lichdom and later transcended his physical form to that of a powerful demilich whose name has evoked fear and awe for decades.

However, before there was a Tomb of Horrors, Acererak avenged himself upon Sir Pentival. In the twilight of Sir Pentival's life, he had become a saint among the followers of the church of Pelor. Some even say he was destined for hero-deity status. Yet one day he simply vanished, leaving bewildered followers wondering at his strange and sudden disappearance. The most powerful divinations and miracles failed to bring him back or even point to where he had gone.

Acererak meticulously plotted his revenge for many years, shoring up every conceivable hole in his plan. He had extensively studied the Negative Energy Plane and the fractured, dead remains of a city named Moil trapped in a lightless demiplane. There he discovered many useful secrets and lost arcane engineering marvels. Using powerful magic, Acererak tore one of the trapped city's towers from it and set it adrift in the Negative Energy Plane. The demilich transformed what he dubbed the Sundered Tower of Moil into a drifting, extraplanar prison, which sages and experts call a castle perilous. Acererak intended this castle perilous to hold his old enemy, Saint Pentival, and had a series of experiments and a variety of torture techniques lined up for the old paladin. When he was finally ready, he made good on his plan and captured Saint Pentival and imprisoned him in the belly of the Sundered Tower of Moil.

Acererak soon bored of tormenting his foe since he had many other schemes to which to attend. The demilich created a simulacrum of his physical form and left it in charge of the tower to administer to the imprisoned saint. But due to Acererak's greed for power, he found himself eventually vanquished by powerful heroes that refused to stand idly by.

Years went by, and, left to its own devices and realizing that its master was no more, Acererak's simulacrum

made a startling discovery: By using the ancient arcane engines housed in the Sundered Tower of Moil it could siphon the soul stuff of living beings to create the substance to engineer its own soul—to become a real being, not just a shadow of its creator. The only problem was that the *soul machine* required a vast amount of souls to effect such a transformation. The strength of each soul was greatly reduced when channeled through the *soul machine*. No matter how diligently Acererak's simulacrum studied the machine and the texts housed in the tower, he could not find a way to maintain the strength of souls during the process of siphoning them. Thus, the process was agonizingly slow, lasting many years, but eventually he accomplished his designs. The simulacrum became a real creature, a powerful lich like its former master, with all of the same schemes and machinations of the original and a few more, but at the cost of literally hundreds of living beings.

When the newly transformed Acererak attempted to leave the Sundered Tower of Moil, he found that though he had accomplished his original goal, the powerful spells used in his creation as a simulacrum included a few that bound him to the tower.

In the following years, Acererak learned a few other uses for the *soul machine*. Indeed, he discovered that with enough raw soul stuff stored up, it could transform or create a wide variety of life forms. But its goal was freedom from the tower and more power. With enough souls, it could transform itself into a powerful demilich like its predecessor. The process would take many years, but, if nothing else, Acererak is a patient creature.

Thus was set in motion a cunning plan to lure more creatures to the tower—adventurers and any fools that wasted their time still searching for Saint Pentival would come to the Sundered Tower of Moil where Acererak could snare them like a spider in its web and harvest their souls for his grand plan of ascension. Using the undead and living cultists the new Acererak had attracted under the pretense of being the physical manifestation of the real Acererak the Devourer, he started a few rumors on the Material Plane where the right ears would hear them. The scheme worked stunningly well. Now, many years later, the second incarnation of Acererak teeters on the brink of his ascension to demilich. However, when a recent group of new victims entered the tower, one of them escaped the lich's clutches with a bit too much information about Acererak's vile operation. A group of cultists has been sent to capture or at least silence the escapee, but their efforts may have the undesired result of attracting the

interest of a new group of heroes that may prove more of a match than the scheming lich can handle.

ADVENTURE SYNOPSIS

The adventure begins when the PCs are summoned to the nave of the local church of Pelor where a wounded and distraught wizard has suddenly arrived. He claims to have escaped from Acererak in a horrific tower full of undead and human cultists. These beings are sucking the souls from living beings into an immense machine for some foul purpose that Acererak himself is behind. As he tells his tale, a strike force of cultists arrive to silence the escaped wizard. In the aftermath of battle, the PCs are asked to journey to Acererak's tower to stop him from continuing his evil plans.

When the PCs arrive at the Sundered Tower of Moil, they may investigate several turrets clinging to the outside of the tower where they discover the arcane engines powering the complex device. They face forsaken shells, vampire wizards, and a modified shadesteel golem that monitors the machinery.

There are several ways to enter the tower, all of them blocked by voidstone doors that can turn the PCs to ash if they are careless. The first of two inner rings is trapped against intruders, exposing them to a flood of necroacidic slime if they trigger it. The second ring is filled with bolts of negative energy deadly to living beings.

Searching through the five levels of the tower, the PCs may encounter a ragewind that guards a powerful brain in a jar that shields the tower and its occupants from divinations. They may deal with traps, vampire wizards, human cultists, plus some death giants guarding a ghaele that knows the secrets of the intricate machinery in the tower. They also could fight a half-fiend four-armed gargoyle, mummy researchers, as well as iron golems that breathe fire and frost.

If the PCs rescue the ghaele from the death giants, they may form an alliance with her. She knows the secret of shutting the machinery down to stop Acererak and even knows how to reverse its flow to significantly weaken him.

Delving into the dungeon below the tower, the PCs face the lich Acererak and his marilith servant. If the PCs destroy the machinery or shut it down with the help of the ghaele, their encounter with the lich is less of a challenge. If not, their confrontation is significantly more difficult.

If the PCs are successful in destroying Acererak, the adventure is essentially over. If they learn the secrets of using the complex magical machinery, they may

save the lives of its most recent victims. They can also provide interested parties with knowledge of the fate of Saint Pentival.

ADVENTURE HOOKS

This adventure assumes that the PCs meet the escaped wizard and he tells them of his discoveries in the Sundered Tower of Moil. That plus the cultists' attack should propel the characters into the adventure without much effort on your part. However, if this hook doesn't suit your campaign needs, consider one of the following alternatives.

Church Sponsored Expedition: The church of Pelor intends to follow up on the carefully placed rumors that Acererak's followers are using to bait victims into the Sundered Tower of Moil. News of the possibility of Saint Pentival being alive and trapped on another plane has aroused their interest. They commission the PCs to investigate, providing the supplies and magical gear needed to survive on the Negative Energy Plane.

Rescuing Someone Dear: Acererak's most recent victims include a sibling or adventurer who one of the PCs has mentored. When the PCs learn from the escaped wizard that the individual in question was a member of his adventuring party, the characters may feel motivated on a more personal level to make the trip.

Lost Knowledge: The PCs need to obtain important knowledge known only to Saint Pentival. The PCs learn via Acererak's carefully placed rumors that Saint Pentival is imprisoned in the tower. You can run the adventure as written, though you may need to come up with some kind of vital information the PCs can obtain through *Speak with Dead* on Saint Pentival's corpse or perhaps written documentation the paladin kept on his person (a scroll, journal, scrap of paper hidden inside a signet ring with a secret compartment, and so on).

CHAPTER 1: THE ESCAPED WIZARD

The adventure begins in any town or city of your choice. It's best if it happens in an area where the PCs are well known and have a heroic reputation—not too difficult for 18th-level characters. As outlined in the Adventure Background, a group of adventurers were recently lured to the Sundered Tower of Moil. It didn't take long for the underpowered group to be overwhelmed and captured by Acererak's minions and subjected to the magical machine. However, one of the ill-fated adventurers, a wizard named Horus the Red Evoker, escaped the lich's clutches.



ENEMIES FROM BEYOND

It was Horus's good fortune that when he cast a *plane shift* spell to escape the Sundered Tower of Moil, the randomness of the spell effect brought him right into the nave of the local Peloran temple. Horus was given healing and sanctuary as he babbled about undead, constructs, the return of Acererak the Devourer, and his adventuring companions who were captured in some sort of extraplanar death trap.

The startled priest on duty at the temple, an elderly gentleman named Father Faulken, called for an acolyte to calm Horus as soon as the wizard started raving about his disastrous adventure. Father Faulken scurried from the temple to seek out the PCs of whom he has heard so much about. He thinks they might know what the distressed wizard is talking about.

ACERERAK: UP TO HIS OLD TRICKS

In *Return to the Tomb of Horrors* by Bruce R. Cordell, the demilich Acererak laid an intricate trail of clues meant to lure a group of powerful heroes to the Fortress of Conclusion, his lair at the edge of the Negative Energy Plane. He planned to use them as unwilling sacrifices to fuel his transcendence from demilich to something bordering on godhood. Thus, it should be no surprise to see an extension of Acererak up to the same kind of nefarious plotting and scheming within the context of this adventure. As the saying goes, "The apple doesn't fall far from the tree."

When Father Faulken finds the PCs, read:

An elderly man dressed in worn white robes bearing a large golden sunburst and a chasuble covered in holy symbols hanging around his neck hastily approaches. Seeing you, he breathlessly croaks, "Thank Pelor I've found you! There's trouble at the temple. A strange wizard in singed robes, wounded nearly to death, just appeared out of nowhere. I think he teleported there. He's been going on and on about undead chasing him and keeps saying the name Acererak. I think that should mean something, but I don't remember names like I used to. Can you please come with me right away to talk to the gentleman? Maybe with your experience you can make sense of it."

Assuming the PCs follow Father Faulken back to the temple, they enter the nave to find Horus rambling about Acererak and his evil tower, describing it in dramatic detail. Spotting the PCs entering the nave, he recognizes veteran adventurers and turns his attention to them.

Tactical Encounter: Enemies from Beyond (page 19).

Preparations

Before launching an expedition into the Negative Energy Plane, the party most likely needs to make some vital preparations to ensure they survive the experience. The PCs may know a few things about the Negative Energy Plane already. They may also know bits of lore

about Acererak. Allow the PCs to make Knowledge (the planes) and Knowledge (religion) checks and consult the tables below. Whatever preparations they make, remind your players that a bit of urgency is appropriate. From what Horus has told them, his allies may be alive and could be saved from a horrible fate if the adventurers act quickly.

KNOWLEDGE (THE PLANES)

DC	Result
20	The Negative Energy Plane is a lightless void of antilife that is home to numerous types of undead.
25	Living creatures that enter the Negative Energy Plane without protection against the effects of negative energy wither and die and become wraiths.
30	The use of positive energy on the Negative Energy Plane (including <i>cure</i> spells) is impeded. Distances are hard to judge, light muted, there is no breathable air, and gravity is subjective directional.
35	Powerful liches and vampires have carved out small kingdoms for themselves in small dol-drums on the Negative Energy plane. Wraiths, spectres, and wights are often found in their service and others freely wander the plane.

KNOWLEDGE (RELIGION)

DC	Result
20	Acererak was a powerful demilich many associated with a deadly dungeon aptly named the Tomb of Horrors.
25	While brave adventurers still occasionally enter the Tomb of Horrors, it is widely believed that Acererak moved on to grander schemes beyond the Material Plane.
30	Acererak is rumored to have constructed a horrific fortress at the edge of the Negative Energy Plane before ascending to something even more powerful, but the creature's vestige still remains.

CHAPTER 2: INTO THE VOID

When the PCs have made all the necessary preparations and enter the Negative Energy Plane, read:

Impenetrable, cold darkness flows over and around you, stretching beyond the very limits of comprehension. It seems to whisper, "Do not struggle . . . give up . . . life is meaningless . . ." What meager light sources you have brought with you seem wan against the great void of antilife and utter dark that spreads out before you.



Welcome to the Negative Energy Plane!

Now that the PCs are here, they may need to figure out which way they need to go if they don't start off with a reliable image or description of the Sundered Tower of Moil. Unfortunately, there are no markers to help them. In this case, the best way to locate the tower is by casting *find the path*, which should lead them straight there. *Divination* can point them in the right direction, but it entails an inevitable process of elimination. Having a

gate compass or greater gate compass (PLH 83) can shorten the PCs' travel time and guesswork tremendously.

Assume that it takes the PCs approximately 2 hours to arrive at the tower if they use *plane shift* or *gate* to arrive on the Negative Energy Plane without a precise destination.

NEGATIVE ENERGY PLANE ENCOUNTERS

If you want to add a few encounters to the adventure as the PCs are heading to the Sundered Tower of Moil, the Negative Energy Plane is home to a variety of life-hating undead. Fighting them on this plane makes a straight-up fight much more challenging. The EL of any encounters you run on this plane are increased by 1 due to the plane's deadly traits. There is a 15% chance every hour the PCs spend traveling on the Negative Energy Plane that they have an encounter. If the roll results in an encounter, roll d20 and consult the Negative Energy Plane Encounters table or simply choose one appropriate for your group.

NEGATIVE ENERGY PLANE ENCOUNTERS

d20	Result	Source	Average EL
01–08	1d6+4 Slaughter Wights	LM 121	15
09–10	Grisgol	MM3 76	16
11–12	1d4+4 Dread Wraiths	MM 258	17
13–14	Banshee	MM2 30	18
15–16	1d4 Blood Fiends	FF 47	18
17–18	1d6+4 Wheeps	LM 132	18
19	1d4+2 Nightwings	MM 197	19
20	Advanced Deathshrieker	MM3 32	20

FEATURES OF THE NEGATIVE ENERGY PLANE

The following information is vital for you as the DM to know as the PCs adventure on the Negative Energy Plane. Further details can be found in Chapter 6 of the *Dungeon Master's Guide*.

The Negative Energy Plane has the following traits.

Subjective Directional Gravity.

Major Negative-Dominant. Unprotected creatures must make a Fortitude save (DC 25) each round or gain a negative level. A creature whose negative levels equal its current levels or Hit Dice is slain, becoming a wraith.

Minor Negative-Dominant Trait. Some areas of the Negative Energy Plane are less deadly than others.

Unprotected living creatures take 1d6 points of damage per round. At 0 hit points or less, they crumble to ash.

Enhanced Magic. Spells and spell-like abilities that use negative energy are maximized (as if the Maximize Spell metamagic feat had been used on them, but the spells don't require higher-level slots). Spells and spell-like abilities that are already maximized are unaffected by this benefit. Class abilities that use negative energy, such as rebuking and controlling undead, gain a +10 bonus on the roll to determine Hit Dice affected.

Impeded Magic. Spells and spell-like abilities that use positive energy, including *cure* spells, are impeded. These spells and spell-like abilities can still be used, but a successful Spellcraft check (DC 20 + level of the spell) must be made to do so. If the check fails, the spell does not function but is still lost as a prepared spell or spell slot. If the check succeeds, the spell functions normally. Characters on this plane take a –10 penalty on Fortitude saving throws made to remove negative levels bestowed by an energy drain attack.

CHAPTER 3: SUNDERED TOWER OF MOIL

When the PCs near the Sundered Tower of Moil, read:

A jagged chunk of rock floats silently in the dark void. A tall narrow tower of glossy, black iron rises into the darkness. Turrets cling to the side of the tower at varying heights, each with a single tall narrow window. Part of a twisted flyway bridge juts out from one of the turrets about halfway up the tower, and ends abruptly.

This tower was once part of a cluster of several other matching towers in the cursed demiplane city of Moil. The broken flyway bridge once connected it to what was called the Tower of Health (see *Return to the Tomb of Horrors* by Bruce R. Cordell).

SUNDERED TOWER OF MOIL FEATURES

The Sundered Tower of Moil is a massive free-floating tower rising from a rocky foundation as if uprooted from the earth. The iron tower rises to a height of 250 feet with a conical roof that rises an additional 50 feet. The five turrets jutting out from the sides of the tower ring the exterior walls at staggered heights, each with a conical roof covered in overlapping iron slates. Of the five turrets, four of them house identical

AD-HOC XP

Combat encounters on the Negative Energy Plane are deceptively tougher than your players may think. The first time a PC attempts to cast a spell or use a scroll that uses positive energy, the true danger involved in combats on this plane becomes clear. While drinking a potion or using other magic items that grant healing work normally (provided they are not spell completion items), they hardly compare to the healing power a high-level cleric can provide and do little more than make a dent in the large amounts of damage the opponents the characters will face are capable of dealing.

PCs with high Concentration scores should have little problem activating their spells. However, characters with less than optimal Concentration scores have a much harder time. Regaining lost hit points can be a very real problem in this adventure. Unless stated otherwise, award the characters an additional one quarter as much (+25%) XP for the challenges they overcome.

machines—magical power generators for the complex machine Acererak uses in area 20 to drain the soul stuff from living creatures. Each one is a rectangular device measuring 8-feet-long-by-4-feet-wide-by-5-feet-high. Cables and tubes run from the generators and into the walls, transferring power through a complex conduction system—two inner rings, one filled with necroacidic slime and the other filled with lightning like bolts of negative energy—down to the *soul machine* in the dungeon below the tower.

The broken flyway bridge leads to the tower's main entrance.

The walls are made of magically treated iron. The exterior walls are 5 feet thick while the turrets and interior walls are 1 foot thick. Slabs of voidstone block all of the entrances into the tower proper, which transform to ordinary iron doors upon uttering a secret phrase. The rest of the interior doors are made of iron and have amazing locks.

Unless otherwise noted, ceilings in the tower and turrets are each 20 feet high and the floors are perfectly smooth iron plates. Each level of the tower is separated by 40 feet of iron that contain parts of the conduction system that transfers power down to area 20. The separate floors are connected by *levitation tubes*.

The Sundered Tower of Moil and the area immediately around it are known as a doldrum. It has the minor negative-dominant trait. Divination magic of any kind does not function within the tower as long as Korthus in area 8 maintains its *divination block*. Gravity within the tower is normal.

1. BOTTOM TURRET

A pair of faintly glowing torches illuminates a black slab carved into the likeness of a leering demonic face with curled horns. The face blocks an opening leading deeper into the tower. At the center of the chamber, a large rectangular object hums and vibrates. Ragged pieces of tarp cover it and make it difficult to tell what exactly the thing is. Tubes and cables protrude from under the coverings and disappear into holes in the interior tower wall.

This turret is the lowest in relation to the other five and clings to the side of the tower approximately 15-feet up from the ground level of the tower. For the most part, each of the five turrets shares the same features. However, the generator in this one is covered by advanced forsaken shells attracted to the low-powered surge of negative energy that physical contact with them produces. They lay atop the generator until the power surge becomes too intense, at which time they crawl away to other parts of the tower and return later when the effect wears off. They are somewhat of a nuisance to the Engineer, the shadesteel golem that monitors the machines (see area 5). It drives them away every time it finds them lurking in the turrets.

Tactical Encounter: Bottom Turret (page 21).

2. SECOND TURRET

This turret is approximately 40 feet higher than the one on the first level. The blocked entrance leads to areas 6 and 7 on the second level. There is a 25% chance that the Engineer (see area 5) arrives here to check on the generator 1d4+1 rounds after the PCs enter. If it does, remove it from any future encounter areas if it is destroyed.

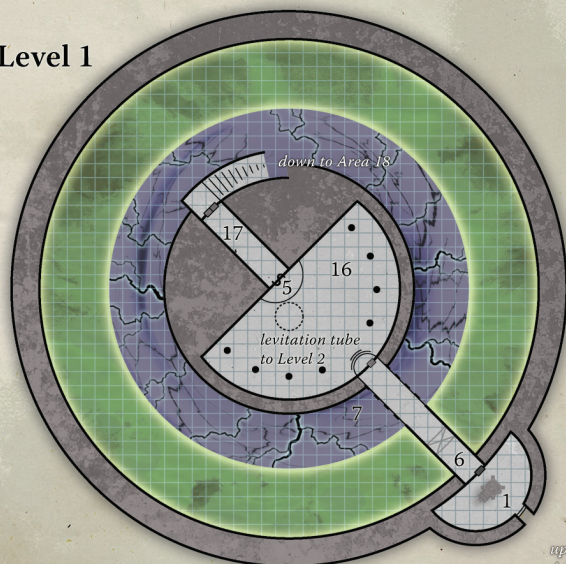
3. MAIN ENTRANCE

This turret clings to the side of the tower approximately halfway up its outer surface. A wrecked bridge of metal protrudes from a wide opening into the turret. The bridge is twisted and ruined, sticking out into the black void and ending prematurely in jagged pieces like long broken fingers sheered off abruptly. The interior of the turret is empty except for a pair of torches that flank an archway. The archway is blocked by a slab of black stone sculpted into the likeness of a leering demonic face with curling horns protruding from its forehead.

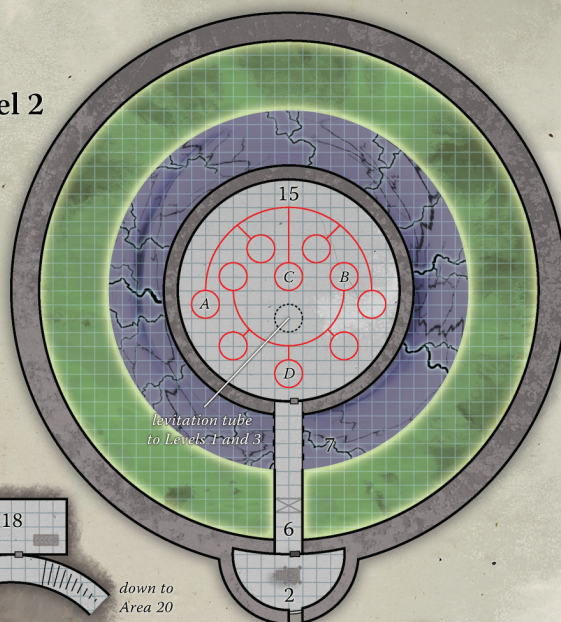
Like the other turrets, the main entrance is blocked by a voidstone door. Other than the iron bridge and the absence of a generator in this turret, it is identical

The Sundered Tower of Moil

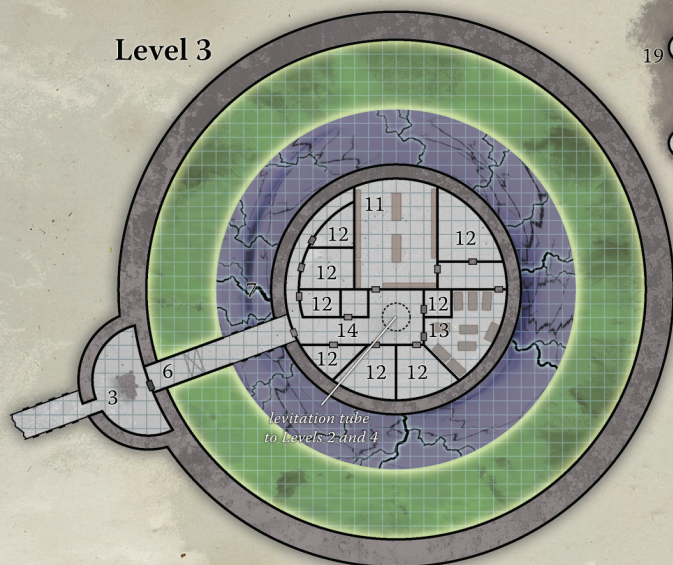
Level 1



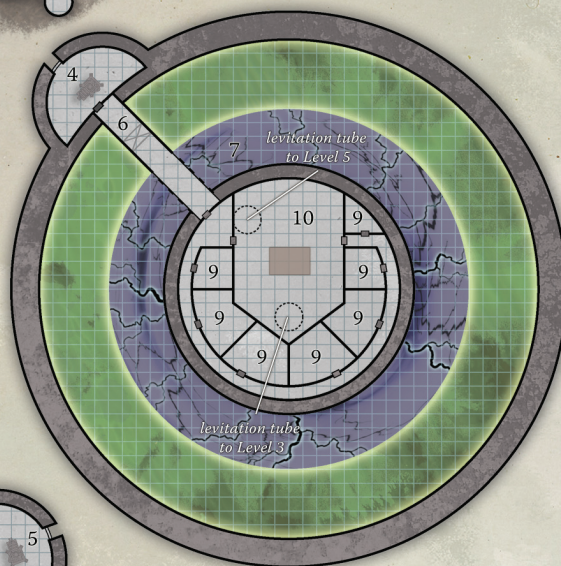
Level 2



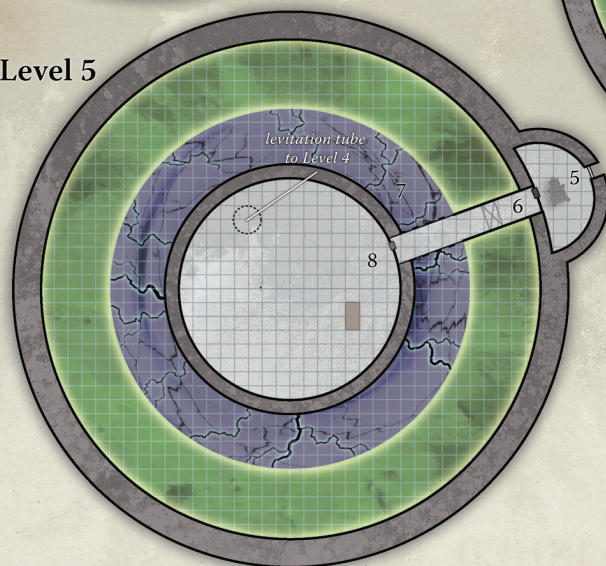
Level 3



Level 4



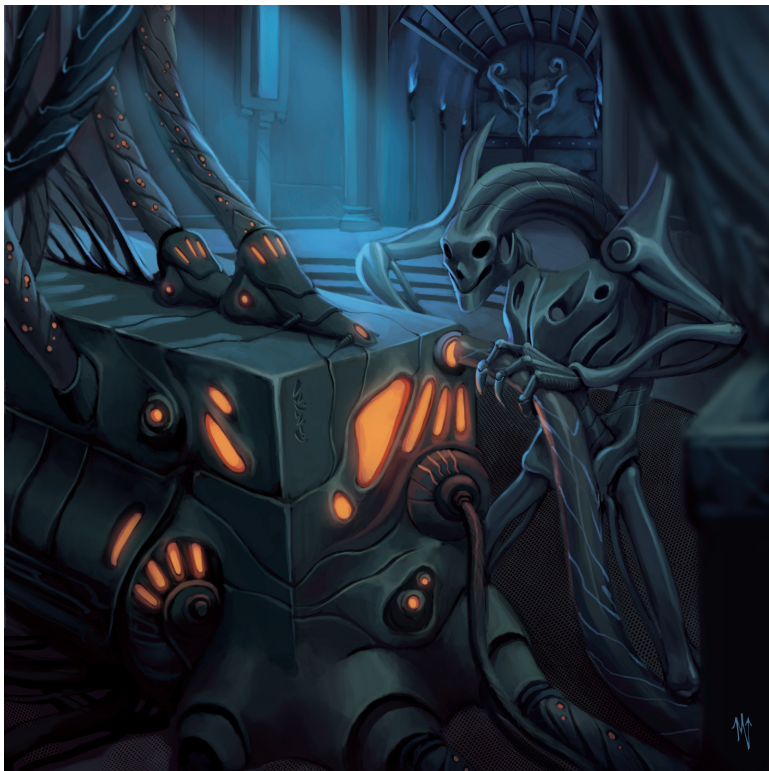
Level 5



North



□ = 5 ft.



to area 1. The broken flyway bridge juts out from the turret approximately 30 feet: hardness 20, hp 360.

4. FOURTH TURRET

Two vampire elf necromancers are studying the *spirit engine* housed in this turret. They are exchanging their insights in Elven as to what was involved in creating it and how it produces energy.

Tactical Encounter: Fourth Turret (page 23).

5. THE ENGINEER

The fifth turret clings to the tower at its highest level. It is much like the other four. However, unless encountered already, the Engineer is here monitoring the output and overall condition of the *spirit engine* in this chamber. The Engineer is a modified greater shadesteel golem that keeps the generators in perfect working condition and attacks any intruders in the turrets housing the generators unless they bear Acererak's leering demonic face symbol somewhere on their person.

Tactical Encounter: The Engineer (page 25).

6. NECROACIDIC SLIME

This area is dim and chill despite the lantern dangling by a chain from the 20-foot-high ceiling where the walls form a

tall triangle. Grinning demonic faces spaced every 5 feet leer down at you menacingly.

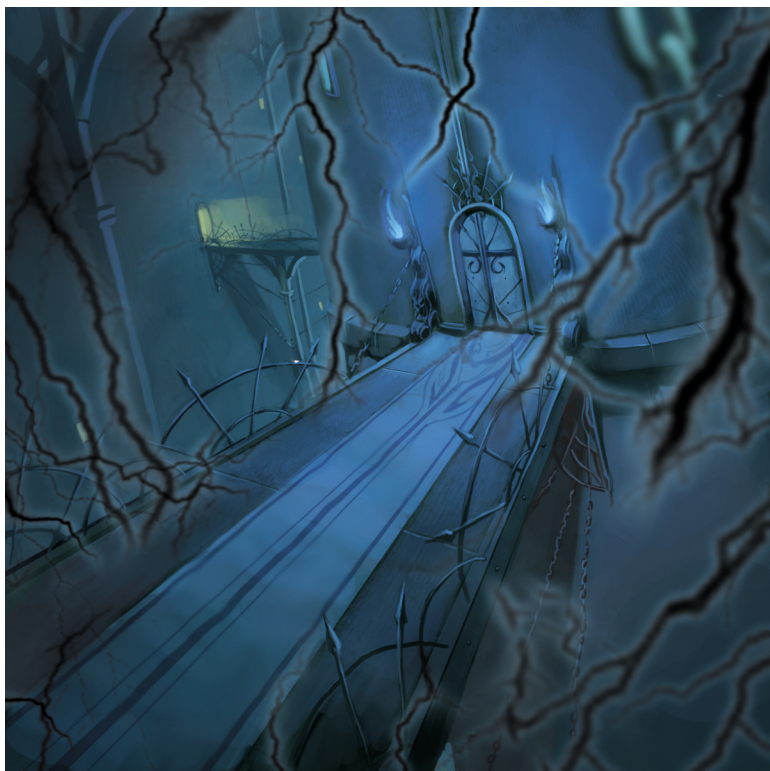
If the PCs study this corridor without triggering the trap, a DC 25 Search or DC 20 Knowledge (architecture and engineering) or Craft (metalworking) reveals that the construction is newer than the rest of the tower and made of a different type of metal. It also reveals that the walls, floor, and lantern are etched as if with acid. The floor contains many circular depressions spaced a few feet apart the entire length of the corridor. Exactly 1 minute after the trap is triggered, it re-arms itself and holes appear inside the circular depressions. The slime is then magically sucked out of the corridor and back into the outer ring surrounding it.

Acererak had these trapped corridors built to utilize the powerful life-killing slime the first outer ring contains. The slime provides a complex filtration and conduction system for the powerful energy produced by the magical generators and has the added benefit of killing living beings Acererak wishes to keep out. It is transformed into the black lightninglike energy in area 7 and carried down to area 20 by more complex conduction devices built into the walls.

When Acererak is expecting intruders, he disarms the traps to allow new victims into the tower unmolested. However, when he is busy extracting the soul stuff of a successfully captured new group of victims,

GETTING PAST THE VOIDSTONE DOORS

Because of the nature of the *wishes* used to place these barriers in the tower, transmutation magic does not affect them (*passwall*, *stoneshape*, *stone to flesh*, and so on). The PCs may easily bypass them with the password (if they learn it), but otherwise spells such as *dimension door* are a viable way to get past. The down side is that they probably end up in areas 6 or 7. If the PCs examine the voidstone door, they can attempt DC 20 Search or Knowledge (architecture and engineering) checks to notice that it is not fastened to its frame or even touching the tower. Small gaps around the demonic slab could be used to navigate past, provided the PCs have the magical resources or powers needed to alter their sizes or body composition to Diminutive size or smaller, or to become gaseous. Of course, they might also use magic to simply deal enough damage to destroy it. The PCs can also attempt to physically batter it down, though this is by far the riskiest way of dealing with it.



he arms the traps so as not to be interrupted while he is at work. When the PCs enter the tower, the traps are armed while Acererak prepares Horus's adventuring companions for extraction.

The lantern and chain hanging from the ceiling is made of a combination of magically treated ordinary and transparent iron, and it contains a *continual flame*.

Trap: The faces of the Devourer in relief along the walls are made from the same magically treated iron as the walls and floor. The motion of any corporeal object of Diminutive size or larger crossing the threshold at the center of the corridor causes a *wall of force* to form at each end of the corridor blocking the two exits. Also, an iris inside each of the mouths opens, spewing necroacidic slime into the corridor until it is completely filled in 10 rounds. One of the demonic faces on each floor contains a hidden switch inside its mouth instead of an iris. If located and pulled (Search DC 25), it disarms the trap for that hallway until the switch is pushed back to the "armed" position. Once one of these switches has been found, Search checks to find those on other floors are made with a +10 circumstance bonus.

Necroacidic Slime Trap: CR 17; mechanical; location trigger; automatic reset after 10 rounds; hidden switch bypass (Search DC 25); necroacidic slime (15d6 per round; acid; plus 1 negative level per round; Fortitude DC 30 resists the negative level); Search DC 30;

Disable Device DC 25. Two walls of force block the exits (CL 20th).

7. BLACK LIGHTNING

A wide open space separates the outer corridor from an alcove with an iron door on the other side. A flat iron bridge with thin decorative guardrails spans the gap between the two areas. Dozens of bolts of black lightning flicker from one wall to the other, filling the air with the concussive sounds of popping and crackling and a flesh-numbing chill.

The energy produced by the turrets is conducted through and buffered by the slime filling the first outer ring. It is converted to filaments of negative energy and conducted down to the main components of the *soul machine* in the dungeon.

If the PCs alter the power output of the generators in areas 1, 2, 4 and 5, the negative energy bolts flashing through this area are likewise altered. For each decrease in power output, the damage the negative energy bolts deal is decreased by 2d6 and the CR is 1 lower.

For each *increase* in power output, the damage and CR is increased by the same amount. If all of the generators are shut down, there are no bolts of negative energy in this area whatsoever.

The alcove at the end of the iron bridge has two ever-burning torches that provide a limited source of light. The bridge appears dangerously thin for the distance it spans (2 inches thick). However, it is made of the same magically treated iron as the rest of the tower and thin support beams beneath it ensure that it can stand up to whatever weight is placed on it.

Each of the iron doors keyed to this location open to a different location. On level 5, the door opens into area 8. On level 4, the door opens into the corridor adjacent to areas 9 and 10. On level 3, the door opens into area

EMPTYING THE OUTER RING

An adventure usually only goes as planned until the players interact with it. When playtesting this adventure, two groups attempted to bore a hole through the outer wall of the tower to create their own entrance and to empty the slime from the first ring. The tactic failed both times due to the effect of the otherwise inert liquid interacting with the subjective directional gravity prevalent outside of the tower. Once the slime began to escape through the hole and made contact with the gravitational conditions outside of the tower, it floated in place in front of the hole—essentially plugging it.

14. On level 2, it enters area 15. And on level 1 it enters through the huge demonic face in area 16.

Negative Energy Bolt Hazard (CR 16): Creatures that cross the bridge or enter the area of this inner ring are targeted by 1d6 bolts of negative energy each round. The bolts make a ranged touch attack with a +14 bonus. Each hit deals 10d6 points of negative energy damage, halved with a successful DC 24 Fortitude save. Undead struck by the negative energy bolts are instead healed. Any excess hit points beyond their normal total are kept as temporary hit points that last for 1 hour.

TOWER LEVEL 5

Korthus usually is found on this level.

8. The Thing in the Jar

This large room contains a wooden table covered in hundreds of books, and a tall iron statue of a stern-faced man with a close-cropped goatee. The statue wears robes of a curious style and stands with its arms crossed over its chest. The top of the statue's head appears to have been cut away. A bluish glow emanates from the open cavity and shines through eye holes in the statue's face. An open book from the table hovers in the air in front of the statue, its pages turning rapidly by some unseen force.

This room is the lair of an ancient brain in a jar named Korthus. It hails from the alternate Material Plane city of Moil. Korthus's mental powers are quite potent, but more importantly it has the unique ability to block divinations directed at it or used within the tower since it is linked to the Sundered Tower of Moil in some inexplicable way.

To ensure that Korthus is not disturbed, Acererak has commanded a ragewind named Legion to guard this chamber.

Tactical Encounter: The Thing in the Jar (page 27).

TOWER LEVEL 4 (AREAS 9–10)

This level has two areas of note.

9. Barracks

These rooms were once used as the personal quarters of the Moilian researchers and magical artificers that lived and worked in this tower. The beds and furniture are covered in a thin layer of dust. They hold nothing of any value to the PCs, though they could serve as an area to hole up and rest if the characters have no other alternatives. The iron door leading out to areas 6 and

7 on this level is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.

10. The Lady in the Bottle

Two death giants use this room as a place to pass the time while they stand guard over a ghaele named Rainmoon who was captured while exploring the tower. Rainmoon is under the effects of a *binding* spell (minimum containment). She is currently 1 inch tall and wears shackles of cold iron around her wrists and ankles, which anchor her to the bottom of a crystalline bell jar sitting on top of the large wooden table the two giants are using to play Three Dragon Ante.

Tactical Encounter: The Lady in the Bottle (page 30).

TOWER LEVEL 3 (AREAS 11–14)

11. Research Room

The two doors into this chamber are always locked. The occupants and Acererak each have a copy of the key that opens them.

This central chamber served as a repository for the collective research the Moilians conducted in this tower. Much of it dealt with the mysteries of the human soul and manipulating the elements to give and take life or even to alter it.

Acererak has assigned a group of powerful mummies the task of combing through the tomes lining these bookshelves to learn all there is to know about the *soul machine* and its applications.

Tactical Encounter: Research Room (page 33).

12. Cultist Chambers

This chamber is furnished with two large beds separated by a folding wooden partition decorated with sunbursts on one side and moons and stars on the other. Each half of the room contains a chest of drawers with a washbasin and hand mirror on it, and a simple desk. A round wooden table with four matching chairs occupies the centermost portion of the chamber.

POSITIVE ENERGY IN THE TOWER

If the PCs change all of the spirit engines to produce positive energy instead of negative energy, the ectoplasm filling area 6 and the energy bolts in area 7 become positive energy instead. The necroacidic slime becomes posiplasma and loses its acidic quality, while the black lightning becomes charged with blinding light—both deal the same amount of damage, but now they use positive energy (see the DMG for the effects of too much positive energy on living creatures).



These rooms serve as the private sleeping chambers of Acererak's living cultists. For each room the PCs enter, there is a 25% chance of encountering four cultists gathered there in study. The cultists are formed into teams of four. Each team shares a single spellbook from which they prepare all of their arcane spells. Once the PCs encounter a group of cultists in one of these rooms, there are no more encounters with them in any of the others keyed to this location.

13. Cadaver Chamber

This oddly shaped chamber is filled with rows of metal tables, most of which are occupied by unclothed humanoid bodies. The cleaned wounds most of the cadavers bear clearly reveal the ways they died. Still, some of the bodies look quite healthy and unmarred, as if they are merely sleeping.

A series of metal shelves on the opposite wall hold numerous tools such as saws, knives, clamps, needles, and other oddments that serve no obvious purpose.

With so many corpses gathered here, the room smells surprisingly pleasant, though a heavy chill hangs in the air.

This room serves as a morgue for Acererak and his minions to store their kills until they are needed for animation, parts, or special spell components. A permanent *gentle repose* effect in the chamber keeps the bodies fresh.

The cadaver chamber is also the haunt of an extremely powerful dread wraith named Merkkor. In life, he was a warlord whose strength and accomplishments were unmatched by any mortal. The corruption and evil of his soul was so great that it physically consumed him and transformed him into a wraith. Banished from the world of mortals, he wandered the Negative Energy Plane for hundreds of years until he recently met Acererak while exploring the Sundered Tower of Moil.

Acererak placed the horrid creature under its command with the promise of allowing it to feast on the souls of a few of his victims in exchange for serving him

NOT HARD ENOUGH?

If the PCs are having too easy a time of this adventure, feel free to add in more cultists by using the statistics found in the prelude or in encounter 16.

in whatever capacity Acererak needed him for. Under the compulsion of the *control undead* spell, Merkkor finds the agreement quite satisfactory. One stipulation that the dread wraith chafes at is that he may not attack any of Acererak's mortal followers unless given permission.

Since Merkkor cannot attack the mortals in the tower, he spends his time here enjoying the lingering aura of soul stuff clinging to some of the recently deceased.

Tactical Encounter: Cadaver Chamber (page 35).

14. Levitation Tubes

Two levitation tubes enter this chamber, one from area 10 above; the other descends to areas 15 and 16. A person levitating between the two shafts may simply will themselves out. The iron door depicted on the map that enters areas 6 and 7 is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.

TOWER LEVEL 2 (AREA 15)

The second level has one area of note.

15. Fire and Ice

An iron door in one wall and a round shaft in the floor and ceiling provide exits from this huge chamber that are dominated by a pattern of deep slots in the ground with tangential slots ending inside rings of archaic engravings. The slots form half circles, one smaller than the other. Two 12-foot-tall iron statues of Herculean humanoids with grimacing demonic faces, fiery eyes burning orange and blue, respectively, and long curving horns protruding from their foreheads stand atop short, round platforms at opposing ends of each series of slots.

This huge chamber is part of an elaborate puzzle Acererak has engineered to keep his phylactery hidden. If solved, it summons a locked chest hidden on the Ethereal Plane that contains his gemstone phylactery. Two modified iron golems stand on short pedestals that may be moved about the room along slots indicated on the map with surprising ease (DC 10 Strength check). Branching tracks end inside rings of archaic symbols.

With a successful DC 30 Decipher Script or Knowledge (architecture and engineering) check, the PCs recognize the archaic symbols on the floor as mathematical equations. The rune circles marked **C** and **D** each contains a formula that designates a spot on the ground exactly between the two. The rest of the symbols are unsolvable equations.

The puzzle may be solved by pushing the pedestals into the circles marked **C** and **D**. The golems are passive while they are moved around. If their pedestals are moved into any combinations of rune circles other than the correct ones, they attack any creatures in the room.

If the PCs solve the puzzle by moving the pedestals into the correct positions, read:

The pedestals glide smoothly into the runic circles and stop with an audible click. They rotate until the statues face each other. The massive iron men bend forward and blow clouds of frosty air and gouts of fire at each other. A billowing cloud of steam forms where the two opposing elements meet. After a moment the statues cease their activities and the steam dissipates. A large chest made of ivory with golden fittings hovers in the air where the steam dissipates.

Tactical Encounter: Fire and Ice (page 36).

TOWER LEVEL 1 (AREAS 16–17)

Two areas of note are on the first level.

16. Shrine of the Devourer

At one end of this large room, a huge demonic face of tarnished green iron juts from the wall. Inside its gaping maw, an iron door exits the chamber. Iron stairs lead down from the mouth. Short iron pillars spaced around the room are topped by skulls facing outward in all directions. Each skull contains a green flame that floods the room with its unpleasant glow.

At the far end of the room, a collection of bones have been cobbled together to form a huge open hand. A horned humanoid skull hovers in the air above the bone hand. Its teeth are made of red gemstones, its eye sockets filled with two large sapphires, and black flames surround the top of the skull like a crown.

A large fiendish-looking gargoyle with four arms crouches atop a short dais behind the bone hand and skull. Its head is that of a vulture with a wicked horn jutting from its forehead. It has the wings of a large bird. A group of black-robed figures praying softly kneel reverently before the floating skull, which seems to watch them dispassionately.

A levitation tube from areas 14 and 15 enters the room from the ceiling 30 feet above. A glowing red ring on the floor directly underneath it indicates where one should stand to ascend into the tube.

This room serves as a shrine to the real Acererak—the Devourer. There are a total of ten cultists in this room. If the PCs have already encountered a group of cultists at area 12, remove four of them from this encounter if



they were defeated there. The gargoyle crouched atop the dais acts as the spiritual leader of the cult as well as the guardian of the shrine. It is a unique creature called the Spawn of the Mother, the result of one of Acererak's breeding experiments involving a four-armed gargoyle and a vroock named Ehiuzrek.

The floating skull is inanimate. It is under the effects of a permanent *levitate* spell. It occasionally turns this way and that as if observing its surroundings, but poses no threat to the PCs. The entire chamber is under the effects of an *unhallow* spell. The shrine itself provides the benefit of a *dimensional anchor* spell in a 40-foot radius from the skull.

Tactical Encounter: Shrine of the Devourer (page 37).

17. The Blade and the Eye

The corridor comes to an end at a pair of large double doors that seem to be made of glass. The pull rings on each door are normal iron, and where the doors meet, they form the shape of a broad downward pointing sword. A huge crystal eye protruding from the lintel above the door blinks, then watches you as you approach.

Stone stairs on the other side of the doors wind downward into the rocky foundation from which the tower ascends.

A lantern hanging from the ceiling contains a *continual flame* that provides illumination for the short corridor. The doors are made of transparent iron: hardness 20, hp 120. Though they are not locked, a terrible trap wards them. Anyone who does not utter the phrase, "Great Devourer, let thy servant pass," before opening them triggers the trap. The eye is simply a large crystal sphere with a *permanent image* in the recess behind it that gives it the appearance of a sentient ocular organ observing anyone in the corridor.

Should the PCs attempt to get past the door by non-physical means, the *dimensional anchor* affect from area 16 extends to the end of the corridor. However, a *gaseous form* spell or assuming the shape of a Tiny flying creature allows PCs to pass through the sword-shaped gap without actually touching the doors. An *antimagic* or *dispel magic* spell may also be used to suppress the trap long enough for the PCs to pass through the doors safely.

If the PCs trigger the trap, read:

The sword-shaped space between the doors suddenly darkens. From it a sword of crackling black energy materializes and hovers in the air menacingly.

Once the trap is triggered, a *black blade of disaster* is conjured and attacks like a combatant on 17 in the initiative order. If there are no creatures in the corridor, the blade simply hovers in the air in front of the doors until the trap resets or a creature enters.

Black Blade of Disaster Trap: CR 17; magic device; touch trigger; automatic reset; Atk +15 touch; spell effect (black blade of disasterSC, 17th-level wizard, 34d6 disintegrate, Fortitude DC 26 for 5d6 instead); Search DC 34; Disable Device DC 34. The blade attacks the nearest creature to the door for 18 rounds, but does not leave the corridor.

DUNGEON (AREAS 18–20)

The dungeon contains three areas that can challenge the PCs.

18. Coffin Chamber

The stairs stop at a landing where a heavy iron grill blocks the entrance into a side chamber. The room beyond is dark and hard to make out through grill.

The grill is made of magically treated iron and locked (see the tactical encounter). The landing is approximately 20 feet below the first level of the tower. This room branching off of it houses the sarcophagi of the two elf vampire wizards at area 4. The man is a human fighter named Aeristus Hammel whose adventuring party was captured months ago. The vampires dominated Aeristus and convinced Acererak to let them keep him. He has remained their unwilling source of food and protector of their sarcophagi. His high Constitution score and the magic amulet the elf wizards claimed from another victim and placed around his neck ensure abundant feeding for the vampires. One of the cultists recently used a *lesser restoration* on Aeristus at the vampires' request.

Tactical Encounter: Coffin Chamber (page 39).

19. Power Conduits

Each area keyed to this encounter area contains a thick metal cable crackling with black energy that runs from the outer wall and through a narrow arch into area 20. The cables act as conduits that transfer the power from the generators into the *soul machine*.

If the PCs alter the power output of the generators in areas 1, 2, 4 and 5, the negative energy passing through these cables is likewise altered. For each decrease in power output, the damage the negative energy from the cables deal is decreased by 2d6 and the CR for the hazard below is decreased by 1. For each *increase* in power

output, the damage and CR is increased by the same amount. If all of the generators are shut down, there is no negative energy passing through the conduits.

Negative Energy Hazard (CR 16): Contact with the cables deals 10d6 points of negative energy damage, halved with a successful DC 24 Fortitude save. Undead are instead healed by the same amount. Any excess hit points beyond their normal total are kept as temporary hit points that last for 1 hour. The cables are 1 foot thick and have hardness 10 and 360 hit points. Attacking a conduit cable with a melee weapon deals automatic damage to the creature holding the weapon.

20. Acererak's Lab

Acererak spends nearly all of his time in this large chamber. The process of draining souls and absorbing them is time consuming. When the PCs arrive at the tower, Acererak has donned the *soul crown* and is seated in a chair at the center of the lab absorbing soul stuff from Horus's three companions through the crown. Before starting the long process, Acererak cast his *servant horde* spell and instructed his invisible helpers to mix chemicals, copy notes from the mummy lords into his research ledger, and stitch together body parts with which he plans on creating a flesh golem. While wearing the *soul crown*, he cannot leave the area inside the ring of *receptors*—the tall cylinders surrounding the center of the room. But, should he feel threatened enough, he can simply take it off and allow the *soul machine* to store the new victims' souls for later.

When the PCs enter the lab, read:

A dim glow of sickly brownish-green emanates from eight identical glass tanks full of liquid of the same brackish color, which form a ring around the center of this large chamber. Thick black cables crackling with black energy lead from alcoves in the walls behind the tanks to each of their iron bases. Three of the tanks are bubbling furiously, and the naked humanoid bodies within them jerk and spasm uncontrollably.

At the center of the room within the ring of tanks, a gaunt humanoid figure in black robes covered in spiky silver runes sits atop a high-backed, thronelike chair. The figure's greenish skin is stretched taut over thin bones, and downward-tilting horns protrude from its skull-like face. Its eye sockets are deep pits filled with unholy pinpricks of light. Lank strands of greasy black hair fall to its shoulders, and wisps of the same hang from its pointed chin. Atop the creature's head, a circlet of dull black iron rises to eight tall points ending in small spheres full of roiling smoke. Thin wisps of glowing vapors

trail from the tanks with living beings in them and into the dully glowing spheres.

Outside the ring of tanks, a long stout worktable is occupied by a humanoid thing of cadaver parts being sewn together by invisible hands. On the opposite end of the chamber, a second work table is crowded with alchemical equipment. Powders and liquids are being mixed, stirred, or heated over small flames by more unseen hands. Farther along the wall, a tall bookcase is crowded with old tomes and scrolls, many of them covered in sinister runes and bound in odd leather. The pages of a thin journal on a small desk near it flip from one page to the next of its own accord while a quill scribbles notes onto a second journal next to it, occasionally dipping into an inkpot on the desk.

If the PCs have shut the *soul machine* off completely, the liquid inside the *receptors* is a dying glow and the bodies float lazily in the tanks.

Acererak is not alone. Using a *greater planar binding* spell, he summoned a marilith to his lab and eventually came to an amicable agreement with the demon. In return for guarding him and his lab, Acererak has promised to empower the marilith with the *soul machine* once they have collected enough living souls. The marilith is content and patiently waits for the promised payment while fulfilling her end of the bargain.

Tactical Encounter: Acererak's Lab (page 40).

CONCLUDING THE ADVENTURE

If the PCs defeat Acererak and destroy his phylactery, the threat he poses to living beings is ended. However, the adventure is far from over if any of the cultists remain to carry on his work in the Sundered Tower of Moil. If the PCs destroyed only Acererak's physical form, but not his phylactery, the lich will soon be back and renew his efforts at becoming a demilich. He'll be free to wander the multiverse as he wishes—perhaps to search out the PCs for revenge. Even if the PCs eradicate all of his minions, it won't take long for Acererak to attract or even create new ones. Thus, the cycle of deception and death begins again.

The tower itself is a conundrum. While it is in the Negative Energy Plane, the PCs are in constant danger of encountering new undead creatures, who are attracted to the tower, or allies of Acererak, who come to visit if the characters plan to stay. There are also the harmful effects of the plane to consider. The Sundered Tower of Moil is a powerful artifact that can return life to the dead, regenerate lost limbs, and heal nearly any malady. In the right hands it can be a powerful tool for

good. In the wrong hands, the *soul machine* is a threat to the well being of every living being. But how do the PCs remove it from the Negative Energy Plane? These are dilemmas that resourceful players and powerful characters are sure to find the answers to. Remember, too, the powers of the *soul machine* need not be limited to what has been described in this adventure. The Moilian texts in area 11 may be used to figure out new powers and hint at even more.

If the PCs successfully complete the adventure by destroying Acererak and his cult, award them 10,000 XP each as a story award. If they save the captive adventurers in the receptors of the *soul machine* before Acererak can extract their souls, award an additional 10,000 XP each.

ABOUT THE AUTHOR

Stephen S. Greer lives in Las Vegas, Nevada, with his wife and daughter where he's a gun-toting process server by day and a freelance writer and gaming enthusiast by night. His writing credits include adventures in *Dungeon Magazine*, Paizo Publishing's *GameMastery* adventures, Goodman Games' *Dungeon Crawl Classics*, and contributions to articles in *Dragon Magazine*. He's a big fan of the original *Tomb of Horrors* and humbly offers this adventure in homage to Gary Gygax and his legacy.

APPENDIX

SOUL MACHINE (MAJOR ARTIFACT)

The *soul machine* is a marvel of magical engineering created by a long-dead civilization called the Moilians. It is so extensive that it required a staggering tower to house all of its component parts. It is made up of four *spirit engines*—powerful magical generators that create large amounts of positive and negative energy—housed in turrets, an *ectoplasm ring* used to buffer and channel the energy to the *lightning ring* where the energy is passed to the *core*, and eight *receptors* that receive concentrated energy from the *core* and pass it through into the *soul crown* worn by the subject creature—an adamantine circlet with eight points ending in small crystal spheres filled with smoky mist.

The *soul machine* can reproduce the following spell effects when set to positive energy:

3/day—heal (CL 20th) when the power level is on low.

2/day—regenerate (CL 20th) when the power level is on medium.

1/day—resurrection (CL 20th) when the power level is on high.

The *soul machine* can reproduce the following spell effects when set to negative energy:

3/day—*harm* (CL 20th) when the power level is on low.

2/day—*slay living* (CL 20th) when the power level is on medium.

1/day—*create greater undead* (CL 20th) when the power level is on high (this requires that the *soul crown* be placed on a once-living sentient being which is transformed into the chosen undead from the list in the PH).

1/day—the *soul machine* can draw the souls from up to eight living subjects placed inside one of the *receptors*—large capsules filled with magical ectoplasmic liquid—to accomplish astounding alterations on living or undead beings (depending on what type of energy is used). The creature in the *receptor* is killed in the process, and their soul is either stored or used immediately by the subject wearing the *soul crown*. The process takes 24 hours. With the power drawn from fifty souls, a creature wearing the *soul crown* can will itself into any new corporeal form it desires of its same HD or less. With one hundred souls, this transformation can increase the subject's HD up to 5 more than it currently has. With up to two hundred souls, the HD increase is 10. With up to four hundred souls, the HD increase is 15. The *soul machine* cannot store more than four hundred souls.

While any of the above powers are being used, the creature wearing the *soul crown* cannot leave the perimeter of the ring formed by the *receptors* unless it removes the *soul crown*, which aborts the *soul machine's* current task.

Each of the *spirit engines* has its own magical key used to switch it back and forth between positive and negative energy. Without the keys, the power output can still be switched with a DC 35 Use Magic Device check. Each *spirit engine* has a control panel in a shallow depression on the side facing the interior of the tower. The panel has a key hole with the Moilian symbol for positive and negative energy to either side, four glowing red buttons with Moilian symbols representing the numbers 1–4, a glowing crystal stud that indicates that the spirit engine is on, and a small crystal hemisphere that contains an arrow pointing to a half circle that represents the level of power being produced. Part of the half circle to the left is black; most of the rest is red; a small portion to the right is orange, and a sliver farthest to the right is yellow. When the *spirit engine* is at low power, the arrow points to the black; at medium power, it points to the red; at high power it points to the orange. If the spirit engine is producing too much power, it points to the yellow.

The controls can be used as follows:

Decrease Power: Pushing buttons 4, 3, 1, 2 in that order decreases the power level one step. For example, if the arrow indicator is currently in the red, it moves to the black area (if it is already in the black there is no change).

Increase Power: Pushing buttons 1, 2, 4, 3 in that order increases the power level by one step. For example, if the arrow indicator is currently in the black, it moves to the red, and if it is currently in the red, it moves to the yellow area.

Shut Down: By pushing buttons 1, 4, 3, 2 in that order, the spirit engine shuts down after 1 full minute.

Overload: If the power level is increased to maximum, the gauge points to yellow and the light in the crystal stud flashes quickly. After 1 hour, the power level automatically returns to high and the crystal stops flashing. However, if all four *spirit engines* are set at maximum, they begin to build up extremely destructive levels of power. If not manually returned to a safe level of power within 1 hour, the surge of energy built up creates an explosion that deals 1,000 points of damage to everything inside and within 50 feet of the tower. Creatures outside of the tower may make DC 30 Reflex saves for half, though in most cases that much damage will destroy them.

Energy Surge: Physical contact with a *spirit engine* while it is on deals 1d6 points of positive or negative energy damage, depending on which type the *spirit engine* is set to. A negative energy surge heals undead while a positive energy surge heals living beings. This damage is negated with a DC 25 Fortitude save.

While all of the powers detailed above are known and catalogued in the research manuals of its Moilian creators, the same texts confess that only a fraction of the applications the *soul machine* could be used for are known.

Strong conjuration, necromancy, and transmutation; CL 20th.

ENEMIES FROM BEYOND

Encounter Level 17

SETUP

After Horus escaped, Acererak wasted no time in sending his cultists after him. Using divinations beyond the tower walls, they tracked him to this temple. A wizard in the tower cast *plane shift* to send them close enough to the temple for one of them to use a scroll of *teleport* to arrive at the nave. The cultists have cast *bleed* (one of them only), *bull's strength*, *burning sword*, *cat's grace*, *entropic shield*, *false life* (10 hit points), *fox's cunning*, *greater mage armor*, *living undeath*, *mantle of evil*, and *shield* prior to this encounter (included in their statistics). The cultists start this encounter in the squares marked C. Horus's location is marked with an H. Father Faulken and the acolyte retreat deeper inside the temple until the encounter is resolved.

When the PCs enter, read:

A middle-aged man with disheveled blond hair and singed robes sits on a bench in the nave where a young priest is attempting to calm him. Seeing you enter, he leaps to his feet and shouts, "Please! You must help me! My friends may still be alive. Acererak cannot have had time yet to claim their souls in that foul device of his!" He suddenly goes silent, looks behind you with terror, and shouts, "They've found me!"

A group of black-robed men enter the temple muttering words of power as they begin to cast spells.

4 ACERERAK CULTISTS

CR 12

hp 67 (12 HD)

Male or female human cleric 6/wizard 6 (necromancer)
CE Medium humanoid

Init +4; **Senses** Listen +8, Spot +8

Languages Abyssal, Celestial, Common, Draconic, Infernal

AC 24, touch 14, flat-footed 20

(+4 Dex, +6 armor, +4 shield)

Miss Chance ranged 20% *entropic shield*

Immune critical hits and sneak attack damage (*living undeath* spell)

SR 18 (against spells with the Good descriptor only)

Fort +8, **Ref** +8, **Will** +12

Speed 30 ft. (6 squares)

Melee +2 *sickle* +13 (1d6+4 plus 1d6 fire and an additional 1d10 fire on a critical hit) or

Melee touch +11 (spell effect)

Ranged touch +11 (spell effect)

Base Atk +7; **Grp** +9

Special Actions death touch (1/day, 6d6), rebuke undead (2/day, 2d6+5, 6th), spontaneous casting (*inflict* spells)

Cleric Spells Prepared (CL 6th)

3rd—*animate dead*^D, *mantle of evil*^{SC†}, *wind walk*

2nd—*bull's strength*[†], *cure moderate wounds*, *death knell*^D, *living undeath*^{SC†}, *sound burst* (DC 14)

1st—*bleed*[†], *cause fear*^D (DC 15), *deathwatch*, *entropic shield*[†], *summon undead* I

0—*cure minor wounds* (2), *guidance*, *resistance* (2)

Wizard Spells Prepared (CL 6th)

3rd—*greater mage armor*^{SC†}, *lightning bolt* (DC 18), *vampiric touch* (+11 melee touch) (2)

2nd—*burning sword*^{SC†}, *cat's grace*[†], *false life*[†], *fox's cunning*[†], *ray of sickness*^{SC} (+11 ranged touch)

1st—*corrosive grasp*^{SC}, *magic missile* (2), *ray of clumsiness*^{SC} (+11 ranged touch), *ray of enfeeblement* (+11 ranged touch), *shield*[†]

0—*acid splash*, *mage hand*, *message*, *prestidigitation*

Prohibited schools: Enchantment, Illusion

D: Domain spell. **Deity:** Acererak. **Domains:** Death, Knowledge

[†] already cast

Abilities Str 14, Dex 18, Con 12, Int 20, Wis 15, Cha 4

SQ summon familiar

Feats Alertness, Combat Casting, Empower Spell, Greater Spell Focus (Necromancy), Scribe Scroll^B, Spell Focus (Necromancy), Spell Penetration, Weapon Finesse

Skills Concentration +15, Knowledge (arcana) +18, Knowledge (history) +10, Knowledge (local) +10, Knowledge (religion) +18, Knowledge (the planes) +17, Listen +8, Spellcraft +18, Spot +8

Possessions +2 *sickle*, *amulet of attunement* (see sidebar), silver unholy symbol (leering demonic face), spell component pouch

Death Touch (Su) 1/day, an Acererak cultist may attempt a melee touch attack against a living creature. If the touch attack succeeds, roll 6d6 and if the total equals or exceeds the creature's current hit points, it dies (no save).

TACTICS

Two cultists cast *ray of sickness*, *ray of enfeeblement*, and *ray of clumsiness* in succession on enemies that seem to pose the biggest threat. Of the remaining two, one casts *lightning bolt* at Horus, and the other casts *vampiric touch* and makes a touch attack on the nearest enemy. Horus is currently at full hit points, but he has no more spells for the day (use the stats for an 11th-level wizard found on page 126 of the DMG). On subsequent rounds, the cultists do what they can to target Horus. They fight to the death.

AMULET OF ATTUNEMENT

This amulet of smooth, unadorned black stone allows a living creature wearing it to function normally on the Negative Energy Plane without suffering its ill effects. The *amulet of attunement* protects the wearer only against the Negative Energy Plane itself, however, not from its denizens or effects produced by them, and not from unnatural formations found on the plane.

Faint abjuration; CL 3rd; Craft Wondrous Item, *avoid planar effects*; Price 24,000 gp

DEVELOPMENT

Once the PCs defeat the cultists, they and Horus have more time to discuss recent events without interruption. If he survived, he is shaken and now more desperate than ever for the adventurers to go to the Sundered Tower of Moil to stop Acererak (and to stop more cultists from coming after him). He can provide the following information:

- Acererak, the legendary demilich, has somehow regained his physical form.
- The newly corporeal creature is using living beings from the Material Plane to fuel some kind of transformation into a being of even greater power.
- Acererak has a number of prisoners in his stronghold, and he's leaching their life force somehow.

Horus realizes that he and his companions were no match for Acererak, but perhaps the PCs may succeed where they failed. He provides a reliable description of the Sundered Tower of Moil. In his current state he is not coherent enough to be more specific, but he has a perfect mental picture of the tower itself. If any of the cultists are captured alive, they are more than willing to offer precise instructions on how to get there. That is their master's wish, after all. However, they refuse to say anything about the denizens and traps in the tower, or any other information that might give the PCs an advantage.

If Horus is killed in this fight, Father Faulken and his acolyte can provide the details Horus would have since he babbled it all to them prior to the PCs' arrival.

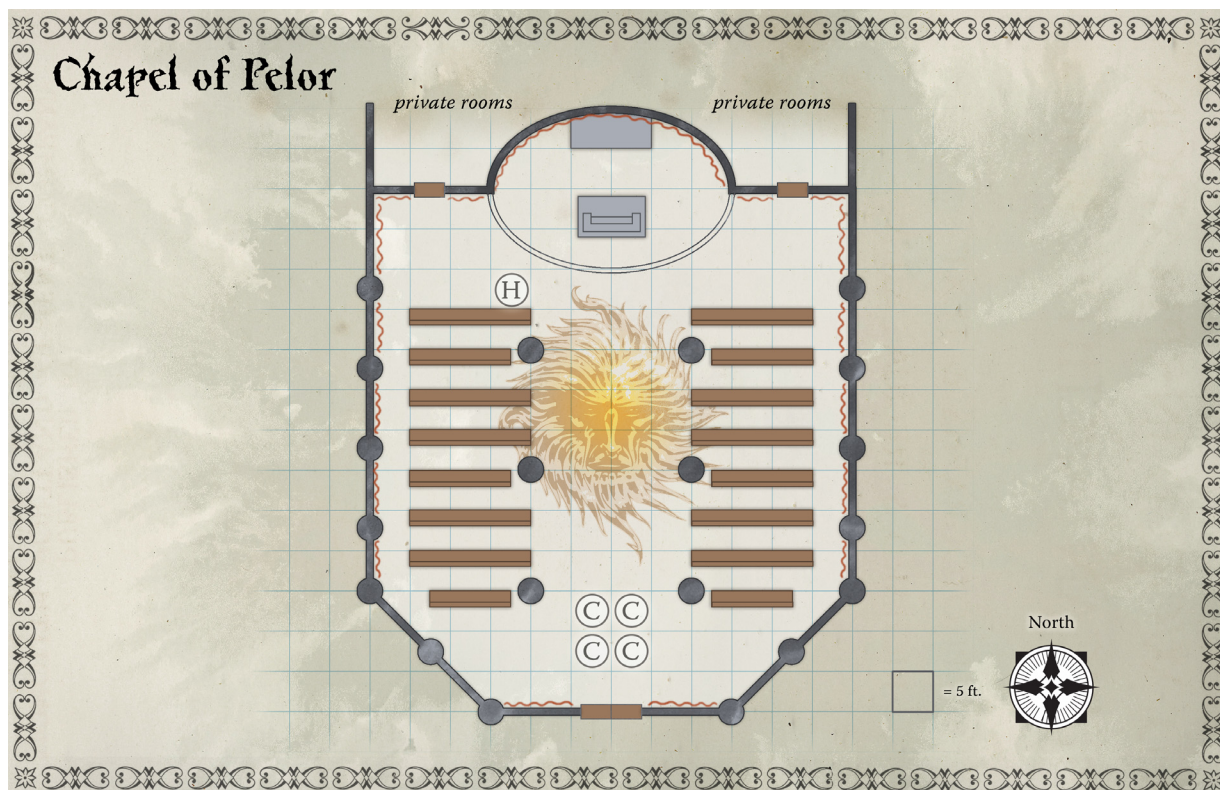
Because the cultists begin this encounter with all of their buff spells cast, the EL is 1 higher. For defeating them, award the characters an additional +10% XP.

FEATURES OF THE AREA

The chapel nave has the following features.

Illumination: The nave is brightly lit by a permanent *daylight* affect.

Wooden Benches: The rows of benches lining the nave provide cover for any Medium creatures kneeling behind them or Small creatures standing behind them. Hardness 5; hp 20.



BOTTOM TURRET

Encounter Level 16 or 18

SETUP

The forsaken shells begin the encounter in the squares marked "F" on the map.

When the PCs approach the covered power generator, read:

The leathery objects covering the humming object suddenly ripple and coil as they slide off of it and begin squirming across the floor. A closer look reveals that the things are in fact humanoid skins.

6 ADVANCED FORSAKEN SHELLS

CR 10

LM 100

hp 165 plu 65 temporary hp (22 HD)

CE Medium undeadLM

Init +6; Senses darkvision 60 ft.; Listen +18, Spot +22

Languages Common (do not speak)

AC 19, touch 12, flat-footed 17

(+2 Dex, +7 natural)

Immune undead immunities

Fort +7, Ref +11, Will +13

Speed 30 ft. (6 squares), burrow 15 ft.

Melee* skin slap +13 (1d8+11)

Base Atk +11; Grp +17

Atk Options Power Attack

Special Actions constrict, create spawn, improved grab
*5-point Power Attack

Abilities Str 22, Dex 14, Con —, Int 11, Wis 10, Cha 10

Feats Alertness, Improved Initiative, Improved Natural Armor, Improved Natural Attack (skin slap), Improved Toughness, Lightning Reflexes, Power Attack, Weapon Focus (skin slap)

Skills Climb +19, Hide +28, Listen +16, Move Silently +24, Spot +22, Swim +15

Constrict (Ex) A forsaken shell deals 1d8+6 points of damage with a successful grapple check. Constricting uses the entire body of the creature, so it cannot take any move actions while constricting.

Create Spawn (Su) Creatures killed by a forsaken shell slough off their skins after 1d4 rounds. These sloughed skins are new forsaken shells under the spawner's control. These forsaken shells do not possess any of the abilities they had in life.

Improved Grab (Ex) To use this ability, a forsaken shell must successfully hit an opponent with its skin slap attack. It can then attempt to start a grapple as a free

action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

TACTICS

The forsaken shells move to attack the nearest living creatures, surrounding individual PCs if they can. If one of them succeeds in grappling an opponent that any other forsaken shells were attacking, these others choose the next closest PC to attack. The creatures attack until destroyed, and they pursue enemies from the turret.

DEVELOPMENT

If the PCs tamper with the spirit engine in any way that changes its power output or damages it, the Engineer (see area 5) arrives here in 1d4+1 rounds to investigate. If the PCs are still here, it attacks, or, if they are disguised as cultists, it simply changes the settings back. If the PCs are caught in the act of damaging the spirit engine, the Engineer attacks regardless of what they are disguised as. If the PCs encounter the Engineer here, remember to remove it from area 5 and any other areas in which it may be encountered.

If the PCs examine the *spirit engine*, refer to the Appendix's description of the panel with its buttons and gauges. When the PCs arrive, the power gauge is pointing to the orange, indicating it is on high. With a successful DC 30 Knowledge (architecture and engineering) or Knowledge (arcana) check, the PCs realize that it is a magic device generating power. If the PCs use Knowledge (architecture and engineering) in their study of the *spirit engine*, they recognize that the gauge indicates the current power output and the buttons are used to change it or shut it down. A successful DC 34 Use Magic Device check allows a PC to determine in what sequence to push the buttons to affect the desired result. Of course, the PCs may also perform the activate blindly action (DC 25) or just start pushing buttons at random, though doing either of these alerts the Engineer of tampering. While the divination-block affecting the tower is active, spells such as *analyze dweomer*, *comprehend languages*, *detect magic*, and *identify* cannot be used on the *spirit engines*.

Anyone standing behind the generator has improved cover from opponents positioned on the other side from

WHAT THE CHARACTERS KNOW: VOIDSTONE

A PC with ranks in Knowledge (the planes) may have valuable knowledge about the properties of voidstone with the proper check on the table below.

KNOWLEDGE (THE PLANES)

DC	Result
DC 20	These black stones can be found floating throughout the Negative Energy Plane and vary from tiny to colossal.
DC 25	Voidstone is a concentrated form of negative energy that is extremely hazardous to handle.
DC 30	Anything that comes into contact with voidstone is instantly destroyed.
DC 35	It is believed that voidstone might be the building blocks for such items as the sphere of annihilation. However, voidstone cannot be controlled through mental energy.

them. Each *spirit engine* has hardness 20 and 1,000 hp. The cables and tubes have hardness 20 and 60 hp.

FEATURES OF THE AREA

Unless otherwise noted, the turrets each have the following features. For more information on the spirit engines see the *soul machine* information on page 18.

Illumination: Two everburning torches are in wall sconces flanking the door.

Tower Wall: Hardness 20; hp 720; break DC 60; Climb DC 25.

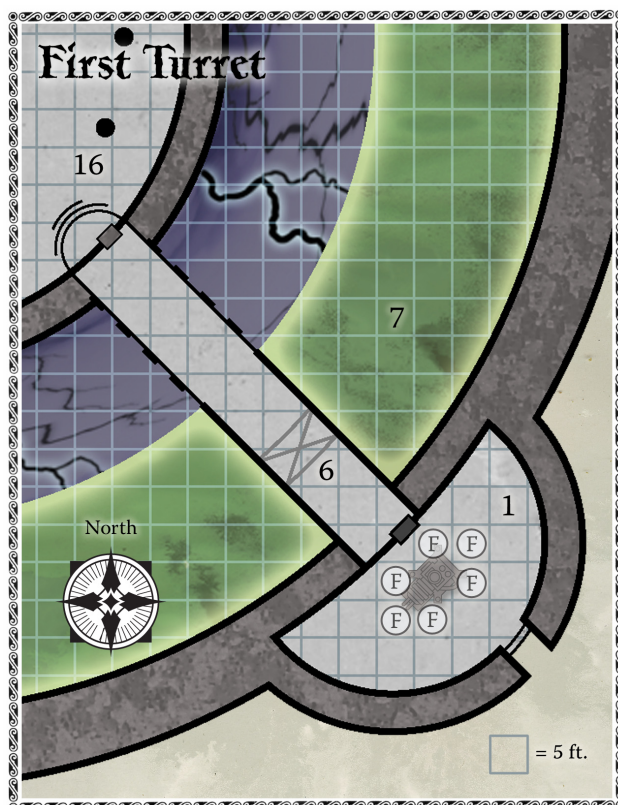
Turret Wall: Hardness 20; hp 3,600; break DC 80; Climb DC 20.

No Divination Magic: Divinations do not function within the turrets or the tower (see area 8).

Spirit Engine: Anyone standing behind a spirit engine has improved cover from opponents positioned on the other side. The spirit engines each have hardness 20 and 1,000 hp. The cables and tubes connecting the spirit engines to the ectoplasm ring have hardness 20 and 60 hp.

Voidstone Door: The slab of voidstone blocking the passage into the tower has been enhanced to make it even more deadly and destructive to anything that touches it. Every round of contact with it forces a DC 25 Fortitude save to avoid immediate destruction. It blocks the entrance on this level to areas 6 and 7.

Transformed Iron Door: If the phrase "Great Devourer, let your servant pass," is uttered in front of the voidstone door, it transforms into an ordinary iron door for 5



rounds: hardness 10; hp 60. The door is unlocked. Even if the iron door is destroyed, the voidstone door reappears after 30 seconds have elapsed.

Voidstone Door Trap: CR 17; mechanical; touch trigger; automatic reset; annihilation (Fortitude DC 25 or disintegrated); Search DC 24; Disable Device —.

FOURTH TURRET

Encounter Level 18

SETUP

The vampires start this encounter in the squares marked V.

When the PCs observe this turret's interior, read:

A large rectangular device squats at the center of this room. It hums and vibrates, and thick cables and tubes protruding from it lead into holes in the interior tower wall. A slab of black stone carved into the likeness of a demonic face blocks a passage in the far wall. Torches in sconces illuminate the area in weak gray light.

Two pale elfen women dressed in form-fitting leather pants, corsets, and silk blouses appear to be studying the device. Each of them has pale lavender hair coiled in thick braids and held atop their heads with thin metal rods.

2 VAMPIREMM ELF NECROMANCERS CR 15

hp 85 plus 15 temporary hp (13 HD); fast healing 5;

DR 10/silver and magic

Female elf wizard 13 (necromancer)

CE Medium undead (augmented humanoid)

Init +12; Senses darkvision 60 ft., low-light vision; Listen +13, Spot +13

Languages Common, Draconic, Elven, Infernal

AC 30, touch 18, flat-footed 22; Dodge (+8 Dex, +6 armor, +6 natural)

Immune undead immunities

Resist cold 10, electricity 10, turn resistance +4

Fort +9, Ref +19, Will +14

Speed 30 ft. (6 squares)

Melee 2 slams +17 (1d6+5 plus energy drain) or touch +17 (spell)

Ranged touch +14 (spell) or ray +15 (spell)

Base Atk +6; Grp +8

Atk Options Combat Reflexes

Special Actions blood drain, children of the night, create spawn, dominate (DC 20), energy drain

Combat Gear brooch of shielding (75 hp), longsword (spell component for sword of darkness), potion of inflict serious wounds (2), scroll of spell turning, scroll of greater dispel magic (2), scroll of plane shift (2), scroll of greater teleport, wand of stoneskin (CL 7th, 32 charges)

Wizard Spells Prepared (CL 13th)

7th—finger of death (DC 27), ironguard^{SC}, sword of darkness^{SC*}

6th—disintegrate (DC 24), greater dispel magic, empowered maximized ray of clumsiness^{SC} (+15 ranged touch), empowered maximized ray of enfeeblement (+15 ranged touch)

5th—contingent energy resistance (fire)^{SC}, empowered vampiric touch (+17 melee touch), night's caress^{SC} (+17 melee touch, DC 25), reciprocal gyre^{SC} (DC 23), waves of fatigue

4th—dimension door, enervation*, Evard's black tentacles, empowered Melf's acid arrow (+15 ranged touch), ray deflection^{SC}, empowered scorching ray (+15 ranged touch), translocation trick^{SC} (DC 22)

3rd—blindness/deafness (DC 23), command undead (DC 23), greater mage armor^{SC†}, haste, lightning bolt (DC 21), ray of exhaustion (+15 ranged touch, DC 23), vampiric touch (+17 melee touch)

2nd—false life†, fox's cunning, malevolent miasma^{SC} (DC 20), ray of sickness^{SC} (2) (+15 ranged touch), resist energy, scorching ray (+15 ranged touch)

1st—grease (DC 19), magic missile (3), ray of clumsiness^{SC} (+15 ranged touch), shield (2)

0—acid splash (+15 ranged touch), mage hand, message, prestidigitation

Prohibited schools: Enchantment, Illusion

* Maximized spell effect

† already cast

Abilities Str 14, Dex 26, Con —, Int 26, Wis 12, Cha 16

SQ alternate form, elven traits, gaseous form, spider climb, summon familiar

Feats Alertness, Combat Casting, Combat Reflexes, Dodge, Empower Spell, Improved Initiative, Greater Spell Focus (Necromancy), Lightning Reflexes, Maximize Spell, Scribe Scroll, Spell Focus (Necromancy), Weapon Finesse, Weapon Focus (ray)

Skills Bluff +11, Concentration +11, Hide +16, Knowledge (arcana) +21, Knowledge (history) +17, Knowledge (local) +17, Knowledge (religion) +21, Knowledge (the planes) +19, Listen +13, Move Silently +16, Search +22, Sense Motive +9, Spellcraft +20, Spot +13

Possessions combat gear plus amulet of mighty fists +3, corset of protection +5 (as cloak of protection +5), gloves of Dexterity +6, headband of intellect +6, keys to all of the doors in the tower, scroll case, silver unholy symbol (leering demonic face), spell component pouch

Vampire abilities are described on page 252 of the *Monster Manual*.

TACTICS

The vampires immediately cast *ironguard* and then attempt to dominate obvious fighters and turn them

against their allies. If their *ironguard* spells expire before this fight is over, they use their wands (the thin metal rods in their hair) to cast *stoneskin* on themselves. They target the most dangerous PCs—characters dealing damage to them or using powerful spells—with *disintegrate*, *finger of death*, empowered *vampiric touch*, empowered *scorching ray*, and *magic missile* spells. Troublesome spellcasters are targeted with *blindness* and empowered *Melf's acid arrow*. The vampires otherwise attempt to subdue the PCs with appropriately debilitating rays, *malevolent miasma*, *Evard's black tentacles*, and their dominate abilities. If the vampires take more than half their total hit points in damage, they drink their potions or they use *sword of darkness* to heal themselves before using it on one of the PCs. For your convenience, the vampire wizards have identical spell lists and gear.

DEVELOPMENT

If one of the vampires is destroyed or forced into gaseous form, the other flees to area 20 via *dimension door* to report the arrival of new adventurers to Acererak. If the PCs are still here 5 minutes later, the vampire wizard returns at full hit points with six cultists from area 16 to help her capture the intruders. Any PCs successfully captured are taken to Acererak in area 20 for extraction.

FEATURES OF THE AREA

Unless otherwise noted, the turrets each have the following features. For more information on the spirit engines see the *soul machine* information on page 18.

Illumination: Two everburning torches are in wall sconces flanking the door.

Tower Wall: Hardness 20; hp 720; break DC 60; Climb DC 25.

Turret Wall: Hardness 20; hp 3,600; break DC 80; Climb DC 20.

No Divination Magic: Divinations do not function within the turrets or the tower (see area 8).

Spirit Engine: Anyone standing behind a spirit engine has improved cover from opponents positioned on the other side. The spirit engines each have hardness 20 and 1,000 hp. The cables and tubes connecting the spirit engines to the ectoplasm ring have hardness 20 and 60 hp.

Voidstone Door: The slab of voidstone blocking the passage into the tower has been enhanced to make it even more deadly and destructive to anything that touches it. Every round of contact with it forces a DC 25 Fortitude



save to avoid immediate destruction. It blocks the entrance on this level to areas 6 and 7.

Transformed Iron Door: If the phrase "Great Devourer, let your servant pass," is uttered in front of the voidstone door, it transforms into an ordinary iron door for 5 rounds: hardness 10; hp 60. The door is unlocked. Even if the iron door is destroyed, the voidstone door reappears after 30 seconds have elapsed.

Voidstone Door Trap: CR 17; mechanical; touch trigger; automatic reset; annihilation (Fortitude DC 25 or disintegrated); Search DC 24; Disable Device —.

THE ENGINEER

Encounter Level 18

SETUP

When the PCs enter this turret, the Engineer is in the space marked **E** observing the *spirit engine* and checking the cables and tubes for any damage and wear.

When the PCs observe the turret's interior or enter, read:

A humming, vibrating device sits at the center of this chamber. An 11-foot-tall, vaguely humanoid skeletal creature examines the thick cables and tubes that run from the device to the tower wall, running a long-fingered hand over the connections. A black slab carved into the likeness of a leering demonic face with curled horns blocks an opening leading deeper into the tower. Torches in sconces to either side of the blocked passage flicker feebly.

THE ENGINEER

CR 17

MM3 72

hp 178 (27 HD); DR 15/adamantine and magic

Modified greater shadesteel golem

N Large construct

Init +2; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 33, touch 11, flat-footed 31

(-1 size, +2 Dex, +22 natural)

Immune construct immunities

Fort +9, Ref +11, Will +9

Speed 30 ft. (6 squares), fly 30 ft. (perfect)

Melee 2 slams +31 (2d10+12)

Space 10 ft.; Reach 10 ft.

Base Atk +20; Grp +36

Special Actions blightfire (DC 23), negative pulse wave (DC 23)

Abilities Str 34, Dex 14, Con —, Int —, Wis 11, Cha 7

SQ magical link, make whole, shadow blend

Feats —

Skills Hide +10, Listen +0, Move Silently +18, Spot +0

Blightfire (Su) As a free action once every 1d4+1 rounds, the modified shadesteel golem can breathe a 30-foot cone of black flames. Any living creature in the affected area must succeed on a DC 23 Reflex save or catch fire. The black flames deal 1d4 points of Constitution damage every round and burn for 1d4 rounds or until extinguished. The affected creature may attempt Reflex saves on each subsequent round that it con-

tinues to burn in order to put out the flames.

Negative Pulse Wave (Su) The modified shadesteel golem can radiate a burst of inky black negative energy as a free action every 1d4+1 rounds. The pulse wave drains life from all living creatures within 40 feet of the golem, dealing 12d6 points of damage. A DC 23 Fortitude save halves the damage; the save DC is Constitution-based. Undead creatures within the area are healed of 12d6 points of damage instead, and any turning effect they are under is broken. A *death ward* spell or similar effect protects a creature from the shadesteel golem's negative pulse wave.

Immunity to Magic (Ex) A shadesteel golem is immune to any spell, supernatural ability, or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A magical effect that has the light descriptor (such as *continual flame*) causes the golem to speed up as if affected by the spell *haste* for 2d4 rounds. The golem is also hastened whenever it is subject to a positive energy effect, such as the turning attempt of a cleric. This might happen if the cleric has mistakenly identified the creature as a nightwalker or other undead, or if the golem is standing near undead.

If a shadesteel golem is targeted by or within the area of a spell with the darkness or shadow descriptor, the golem is healed of 1 point of damage per level of the spell.

Magical Link (Su) The Engineer is linked to the *soul machine* and its component parts in a way similar to a *status* spell. It is always aware of any changes or damage to it.

Make Whole (Su) The Engineer is programmed to make repairs on the *soul machine* when necessary. It can cast *make whole* at will (CL 15th); however, unlike the spell of the same name, it works on magic items as well.

Shadow Blend (Su) In any condition of illumination other than full daylight, a shadesteel golem can disappear into the shadows, giving it concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, though a *daylight* spell does.

TACTICS

The Engineer uses its blightfire and negative pulse wave on the first 2 rounds. It then pounds on opponents with slams until it can use each of its special attacks again. The Engineer fights to the death or until trespassers withdraw from the tower. It retreats into the nearest turret if enemies use ranged attacks against it.

FEATURES OF THE ROOM

Unless otherwise noted, the turrets each have the following features. For more information on the spirit engines see the *soul machine* information on page 18.

Illumination: Two everburning torches are in wall sconces flanking the door.

Tower Wall: Hardness 20; hp 720; break DC 60; Climb DC 25.

Turret Wall: Hardness 20; hp 3,600; break DC 80; Climb DC 20.

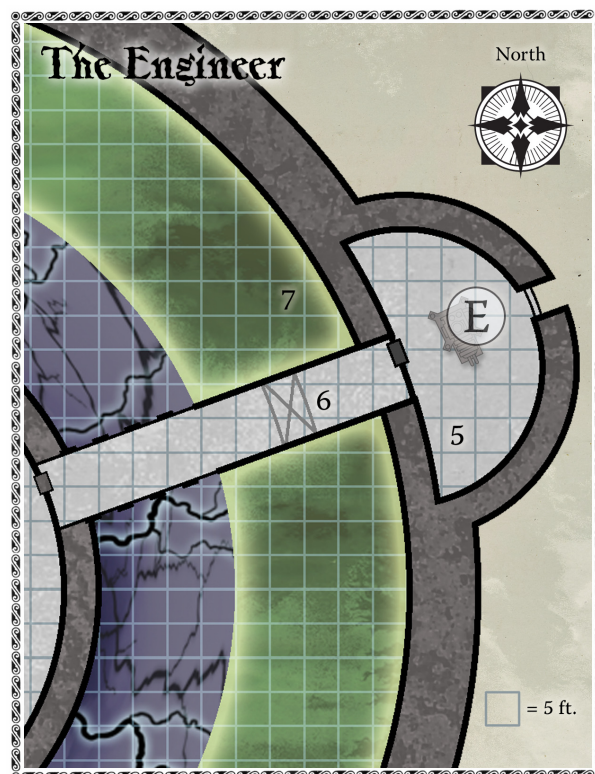
No Divination Magic: Divinations do not function within the turrets or the tower (see area 8).

Spirit Engine: Anyone standing behind a spirit engine has improved cover from opponents positioned on the other side. The spirit engines each have hardness 20 and 1,000 hp. The cables and tubes connecting the spirit engines to the ectoplasm ring have hardness 20 and 60 hp.

Voidstone Door: The slab of voidstone blocking the passage into the tower has been enhanced to make it even more deadly and destructive to anything that touches it. Every round of contact with it forces a DC 25 Fortitude save to avoid immediate destruction. It blocks the entrance on this level to areas 6 and 7.

Transformed Iron Door: If the phrase “Great Devourer, let your servant pass,” is uttered in front of the voidstone door, it transforms into an ordinary iron door for 5 rounds: hardness 10; hp 60. The door is unlocked. Even if the iron door is destroyed, the voidstone door reappears after 30 seconds have elapsed.

Voidstone Door Trap: CR 17; mechanical; touch trigger; automatic reset; annihilation (Fortitude DC 25 or disintegrated); Search DC 24; Disable Device —.



THE THING IN THE JAR

Encounter Level 20

SETUP

The top of the statue's head is cut away and the depression inside is the nest of an advanced evolved brain in a jar named Korthus, marked **B** on the map. The ragewind that guards the creature starts this encounter in the squares marked **R**.

As long as Korthus remains inside the head cavity of the iron statue, it has improved cover (+8 to AC, +4 to Reflex saves) from all attacks except if they originate from above it.

KORTHUS

CR 10

LM 90, 99

hp 58 (9 HD); fast healing 3

Advanced evolved^{LM} (3) brain in a jar^{LM}

NE Tiny undead

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

Languages Common, Draconic, Infernal, Moilian, telepathy 100 ft.

AC 18, touch 15, flat-footed 16

(+2 size, +2 Dex, +1 deflection, +3 natural)

Immune undead immunities

Resist turn resistance +4

Fort +5, **Ref** +5, **Will** +9

Speed fly 30 ft. (6 squares) (good)

Melee —

Ranged —

Space 1 ft.; **Reach** —

Base Atk —; **Grp** —

Special Actions mind thrust, psionics, rebuke undead (8/day, 2d6+14, 9th)

Psionics (ML 10th):

3/day—*suggestion* (DC 18), *telekinesis* (DC 20)

1/day—*dominate person* (DC 20)

Spell-Like Abilities (CL 9th):

1/day—*cloudkill* (DC 20), *confusion* (DC 19), *greater invisibility*

Abilities Str —, Dex 14, Con —, Int 16, Wis 12, Cha 24

SQ madness, divination block

Feats Ability Focus (mind thrust), Alertness, Great Fortitude, Iron Will

Skills Bluff +19, Diplomacy +21, Knowledge (history) +15, Knowledge (psionics) +15, Knowledge (religion) +15, Listen +15, Spot +15

Mind Thrust (Su) Korthus can spend a standard action

to deliver a massive assault on the thought pathways of any one creature, undermining its intellect. This mind thrust deals 2d10 points of damage to any target creature that fails a DC 23 Will save. The save DC is Charisma-based.

Madness (Su) Anyone targeting Korthus with a thought detection, mind control, or any sort of telepathic or psionic ability that makes direct contact with its tortured mind takes 1d4 points of Wisdom damage.

Divination Block (Su) Korthus has spent hundreds of years developing its mental powers so that it can deflect any divinations directed at it or the tower it inhabits. It must stay in contact with the Sundered Tower of Moil to maintain this effect on it, but it can do so as a free action that does not provoke attacks of opportunity.

Fast Healing (Ex) Korthus heals 3 points of damage each round so long as the creature has at least 1 hit point.

Rebuke Undead (Su) Korthus can rebuke or command undead as a cleric of the same level as the brain's HD.

LEGION

CR 19

MM II 173

hp 201 (31 HD); **DR** 15/magic

Ragewind

CE Large undead

Init +5; **Senses** darkvision 60 ft., *see invisibility*; Listen +39, Spot +39

Languages Common

AC 22, touch 22, flat-footed 17; Dodge, Mobility (–1 size, +5 Dex, +8 deflection)

Immune undead immunities

SR 30

Fort +10, **Ref** +15, **Will** +18

Speed fly 120 ft. (24 squares) (perfect); Spring Attack

Melee +2 *battleaxe* +14/+9/+4 (1d8+10/×3) and +2 *longsword* +14/+9/+4 (1d8+10/19–20) and +1 *adamantine battleaxe* +13/+8/+3 (1d8+9/×3) and +1 *longsword* +13/+8/+3 (1d8+9/19–20) and masterwork cold iron scimitar +13/+8/+3 (1d6+8/18–20) and masterwork silver scimitar +13/+8/+3 (1d6+7/18–20)

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

Base Atk +15; **Grp** +22

Atk Options Blind-Fight, Combat Expertise, Combat Reflexes, Flyby Attack, Improved Disarm, Improved Trip, Power Attack, Whirlwind Attack

Special Actions blade fury (DC 26, 20d6), whirlwind (DC 26, 3d6)

*5-point Power Attack

Abilities Str 17, Dex 20, Con —, Int 13, Wis 13, Cha 12
SQ madness, divination block

Feats Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Flyby Attack, Improved Disarm, Improved Trip, Mobility, Power Attack, Spring Attack, Whirlwind Attack

Skills Balance +7, Hide +35, Jump +5, Listen +39, Search +35, Spot +39, Tumble +39

Blade Fury (Su) Three times per day, a ragewind can expand itself outward into a 15-foot-radius spread, filling that entire space with its whirling weapons. This attack deals 20d6 points of slashing damage to every creature within that area or half on a successful DC 26 Reflex save. Immediately after this attack, the ragewind reverts to its normal size and shape. Once it has used its blade fury attack, it must wait 1d4+1 rounds before it can do so again. A ragewind cannot benefit from both blade fury and whirlwind at the same time.

Whirlwind (Su) A ragewind can intensify the swirling air that composes its usual form to the strength of a whirlwind as a free action. When it does so, it transforms into a whirling mass of air and weapons 5 feet wide and 20 feet high. Each creature that is at least two size categories smaller than the ragewind and in contact with it must succeed on a DC 26 Reflex save or take 3d6 points of damage.

Whether or not this save is successful, an affected creature must immediately make a second Reflex save against the same DC. Failure indicates that the affected creature is picked up by the winds and takes an additional 1d8 points of damage that round and each round thereafter that it remains suspended in the winds. (The ragewind may also direct weapon attacks at creatures caught within its whirlwind if desired, though it gains no special bonuses for doing so.) A flying creature may leave the whirlwind with a successful Reflex save, though it still takes damage for the round in which it does so.

A ragewind may also cause its whirlwind to touch the ground kicking up a swirling cloud of debris with a 10-foot radius. This cloud obscures all vision, including darkvision, beyond 5 feet. Creatures at a distance of 5 feet have concealment, and those farther away have total concealment. A creature caught in this dust cloud must succeed at a DC 20 Concentration check to cast a spell.

Invisibility (Su) At will, a ragewind can suppress its whirlwind to become invisible. This ability otherwise functions like the *invisibility* spell (CL 20th).

See Invisibility (Su) This ability functions like the *see invisibility* spell (CL 20th), except that it is always active.

Superior Multiweapon Fighting (Ex) A ragewind fights with six weapons at once. Because the creature is an

amalgam of many dead warriors, a separate intelligence controls each weapon. Thus, the ragewind has no penalty on attack rolls for attacking with multiple weapons, and the number of attacks and the damage bonus for each weapon are calculated as though the weapon were held in a primary hand.

Weapon Proficiency A ragewind is proficient with all simple and martial weapons.

TACTICS

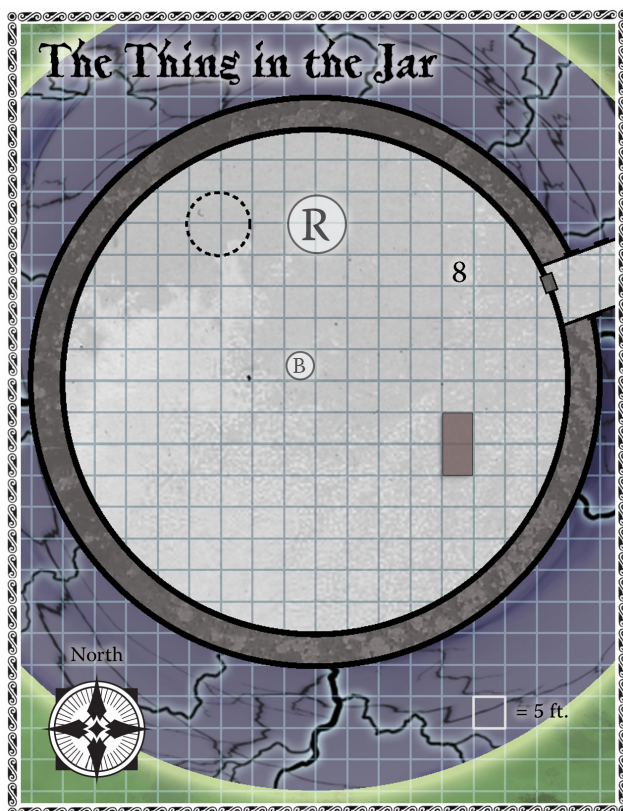
When the ragewind senses the PCs, it moves toward them and makes a blade fury attack in an area where it won't affect Korthus. It then makes melee attacks on the nearest opponents or those that attempt to approach Korthus. As long as Korthus maintains its *divination block*, Legion cannot use its *see invisibility*. Korthus supports Legion by casting *confusion* and attempting to dominate weak-willed PCs such as obvious fighter types and turning them on their allies. If Korthus takes any damage, it casts *greater invisibility*, moves away from enemies, resumes contact with the tower, and heals its wounds. During the round that it breaks contact with the tower (via the statue), the PCs' divination abilities, if they have any, function again, however briefly. Any affects directed at Korthus remain blocked.

EXPLORING OTHER CASTLES PERILOUS

If your players like the idea of adventuring in the Negative Energy Plane in search of other castles perilous, have them attempt DC 30 Knowledge (the planes) checks to remember rumors about beings and items locked away in other planar prisons. The following are some adventure hooks for PCs who succeed on their checks.

Darkest Hole: A mighty warrior priest of Kord who wielded a *Sword of Mighty Thews* (CD 102) attempted to slay the great wyrm shadow dragon, Ingzyraak, and nearly succeeded. After the dragon killed him, he locked the hateful weapon that nearly ended his long life in the castle perilous named Darkest Hole. Ingzyraak made the place his new lair and vowed to keep the sword from ever being used against him again.

Citadel of Terrors: Legends hold that a horrible creature known colloquially on the Material Plane as the "boogey man" is in fact a very real thing far worse than any stories could ever describe. Once a year it steals a mortal child and imprisons her in a castle perilous called the Citadel of Terrors, a place that resembles a gothic castle made of rotting flesh where the dream larva (*Epic Level Handbook* 161) imprisoned there slowly feeds on it for one year.



DEVELOPMENT

If the PCs corner Korthus, the brain negotiates its surrender by offering its knowledge of the tower, the *soul machine*, and Acererak's plan. At one time this tower was used to create the magens, intelligent constructs, which the ancient Moilians used for a variety of skilled tasks. The *soul machine* could draw out the essence of living beings which was then inserted into the constructs. Although they lost the knowledge of their former lives during the process, their essence retained enough of the imprint of their souls to imbue the magens with intelligence.

Acererak and Korthus clashed many years ago when the demilich first discovered this tower and its magical machinery. Acererak was too powerful for Korthus. The brain was allowed to remain because of its unique ability to block divinations. It was the perfect way to keep anyone from learning where it had taken Saint Pentival the paladin and it allowed him to conduct his experiments here without prying eyes looking in on him. Eventually, Acererak learned the secrets of the *soul machine* and has been drawing out the souls of living beings he lures here. Korthus is aware that Acererak has been getting more powerful with each soul he claims, but the brain is unaware of his ultimate goal.

If you'd like to use Korthus to tell the PCs more about Moil, refer to *Return to the Tomb of Horrors* for more information.

CONCLUSION

The ragewind's weapons are valuable as treasure, but more importantly, they may come in handy as replacements for weapons destroyed by the various traps and guardians awaiting the PCs. The topics the books on the table cover include history, psionics, spellcraft, religion, and a few journals collected from adventurers that ended their careers in this tower. Korthus uses *telekinesis* to rapidly read through a particular book from the pile each day until its ability is expended. When Korthus finishes a stack of reading material, it has Acererak's minions bring more. The collection might fetch as much as 1,000 gp.

FEATURES OF THE ROOM

The room has the following features.

Brain Jar: Korthus's jar is magically treated transparent iron: hardness 20; hp 60.

Iron Door: The iron door leading into this room is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40. It opens out onto the bridge that connects to areas 6 and 7 on this level of the tower.

Iron Statue: This statue is made of ordinary iron and stands approximately 9 feet tall with a 1-foot-deep cavity inside the head: hardness 10; hp 1,080.

Levitation Tube: The 10-foot-diameter circular shaft in the ground of this room connects it to area 11. The shaft magically suspends a creature in the air that steps out over it until it mentally wills itself down, up, or to stop. Doing so is a move equivalent action each round.

Table: The table and pile of books on it provide cover for any creature standing behind them in relation to opponents on the other side.

THE LADY IN THE BOTTLE

Encounter Level 19 or 17

SETUP

When the PCs enter this room, read:

This chamber is illuminated by lanterns affixed to the walls between iron doors. Two black-skinned giants in banded mail armor with massive axes propped next to them sit awkwardly at a large table, which is obviously too small for them. They appear to be engrossed in a card game.

A glass jar on the table contains an extremely tiny humanoid figure. Large holes in the floor and ceiling provide two more exits from the chamber.

The death giants start this encounter in the spaces marked **D**. The eladrin's jar is in the square marked **J**.

2 DEATH GIANTS

CR 16

MM3 54

hp 218 each (23 HD)

NE Huge giant

Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +12, Spot +12

Languages Common, Giant

AC 29, touch 9, flat-footed 28

(-2 size, +1 Dex, +6 armor, +14 natural)

Immune energy drain, fear

Fort +25, **Ref** +17, **Will** +21

Speed 35 ft. in banded mail (7 squares), base 50 ft.

Melee greataxe +27/+22/+17/+12 (4d6+18/x3) and bite +22 (2d6+6) or

Melee 2 slams +27 (1d8+12) and bite +22 melee (2d6+6)

Ranged rock +17 (2d8+12)

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

Base Atk +17; **Grp** +37

Atk Options Cleave, Point Blank Shot, Power Attack

Special Actions frightful keening, rock throwing, steal soul

Spell-Like Abilities (CL 16th)

3/day—*greater dispel magic*, *inflict critical wounds* (+27 ranged touch, DC 21), *unholy blight* (DC 21)

1/day—*flame strike* (DC 22)

Abilities Str 34, Dex 13, Con 21, Int 12, Wis 20, Cha 25

SQ guardian souls, rock catching, sold soul, soul healing

Feats Ability Focus (frightful keening), Ability Focus (steal soul), Cleave, Iron Will, Lightning Reflexes, Point Blank Shot, Power Attack, Precise Shot

Skills Concentration +19, Intimidate +15, Knowledge (arcana) +14, Knowledge (history) +12, Knowledge (religion) +19, Listen +12, Spellcraft +16, Spot +12, Survival +6

Possessions +1 banded mail, huge greataxe, sack of 3 medium throwing rocks, Three Dragon Ante deck, key to doors leading out to turrets

Frightful Keening (Su) As a standard action, a death giant can trigger the guardian souls that waft around its body to wail in frightful anguish. Living creatures within 100 feet that hear this keening must make a DC 30 Will save. Success indicates that the creature is shaken until it can no longer hear the keening or moves out of range. Failure causes the creature to be panicked for as long as it can hear the keening and remains within range, and shaken for 24 hours afterward.

Ending the frightful keening is a standard action.

This is a sonic, mind-affecting fear ability.

Rock Throwing (Ex) Death giants are accomplished rock throwers and gain a +1 racial bonus on attack rolls when throwing rocks. A death giant can hurl rocks of 60 to 80 pounds (Medium objects) up to five range increments. The range increment is 120 feet.

Steal Soul (Su) Any living creature with 10 or fewer hit points within 15 feet of a death giant must succeed on a DC 30 Fortitude save each round or die instantly. This is a death effect.

Any creature that dies within 15 feet of a death giant has its spirit sucked up into the swirling guardian souls that protect the death giant. Such creatures cannot be raised, resurrected, or reincarnated so long as the death giant lives. Killing the death giant releases the souls.

If a living death giant is within 15 feet of a death giant that dies, the souls are not released and are instead transferred to the nearby death giant due to its steal soul ability.

Under extraordinary circumstances, a living death giant may release a soul it has captured.

Guardian Souls (Su) A death giant's victims become its guardians in death. Each death giant is surrounded by a constantly swirling cloud of intangible spirits.

These spirits provide the death giant with warnings and protection, granting the creature a bonus on initiative rolls, saves, Listen checks, and Spot checks equal to its Charisma modifier.

A death giant's will binds its guardian souls to it. They are not ghosts or undead in the usual sense and cannot be damaged, dispelled, or separated from the death giant. Only a successful turning attempt can quell these spirits for a time. If the turning attempt

would turn or rebuke undead with Hit Dice equal to the death giant's, the guardian souls vanish for 1d10 rounds, and the death giant loses the benefits of its guardian souls, frightful keening, soul healing, and steal soul abilities until the souls return.

Rock Catching (Ex) Once per round, a death giant that would normally be hit by a rock (or projectile of similar shape) can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The giant must be ready for and aware of the attack in order to make a rock-catching attempt.

Sold Soul (Ex) A death giant cannot be raised, resurrected, or reincarnated. If a death giant's soul is not taken as a guardian soul by another death giant or kept from departing by some other means (such as *soul bind*), it is utterly destroyed 1 round after the giant's death.

Soul Healing (Su) When a death giant is protected by its guardian souls, hit point damage due to negative energy (such as from an *inflict* spell) heals rather than harms a death giant. Death giants are healed by positive energy (such as from *cure* spells) normally.

RAINMOON

CR 16

hp 113 (16 HD); DR 10/evil and cold iron

Ghaele eladrin rogue 6

CG Outsider (chaotic, eladrin, extraplanar, good)

Init +5; **Senses** darkvision 60 ft.; Listen +21, Spot +21

Aura protective aura 20 ft.

Languages Celestial, Draconic, Infernal, *tongues* (suppressed)

AC 30, touch 11, flat-footed 29; Uncanny Dodge (+1 Dex, +5 armor, +14 natural)

Immune electricity, petrification

Resist cold 10, fire 10; **SR** 28

Fort +12, **Ref** +13, **Will** +12; Evasion, trap sense +2

Speed 50 ft. (10 squares), fly 150 ft. (perfect)

Melee +4 *holy greatsword* +26/+21 (2d6+16/19–20)

Ranged 2 light rays +15 touch (2d12)

Base Atk +14; **Grp** +22

Atk Options Improved Disarm, Improved Trip, sneak attack +3d6

Special Actions gaze (DC 21)

Combat Gear +4 *holy greatsword*, holy water (10), scroll of *heal*

Spell-Like Abilities (CL 12th):

At will—*aid*, *charm monster* (DC 17), *color spray* (DC 14), *comprehend languages*, *continual flame*, *cure light wounds* (DC 14), *dancing lights*, *detect evil*, *detect thoughts* (DC 15), *disguise self*, *dispel magic*, *hold monster* (DC 18), *greater invisibility* (self only), *major image* (DC 16), *see invisibility*, *greater teleport* (self plus 50 pounds of objects only)

1/day—*chain lightning* (DC 19), *prismatic spray* (DC 20), *wall of force*

Cleric Spells Prepared (CL 14th):

7th—*greater plane shift*^{SC}, *holy word*^D (DC 20), *summon monster VII*[†]

6th—*banishment* (DC 19), *blade barrier* (DC 19), *chain lightning*^D (DC 19), *heal* (DC 19)

5th—*control winds*^D, *flame strike* (DC 18), *raise dead*, *true seeing*

4th—*death ward*, *dismissal* (DC 17), *divine power*, *holy smite*^D, *restoration*

3rd—*attune form*^{SC†}, *daylight*, *gaseous form*^{D†}, *prayer*, *remove curse*, *searing light*

2nd—*aid*, *align weapon*, *bear's endurance*, *lesser restoration* (2), *remove paralysis*, *wind wall*^D

1st—*bleed*, *command* (DC 14), *divine favor*[†], *obscuring mist*, *protection from evil*^{D†}, *sanctuary* (DC 14), *shield of faith*

0—*cure minor wounds* (DC 13), *detect magic*, *guidance*, *light*, *resistance*, *virtue*

D: Domain spell; Domains: Air, Good

† already cast

Abilities Str 26, Dex 12, Con 15, Int 16, Wis 17, Cha 16

SQ alternate form, outsider traits, trapfinding

Feats Combat Expertise, Improved Disarm, Improved Feint, Improved Initiative, Improved Trip, Stealthy

Skills Bluff +9, Concentration +16, Diplomacy +13, Disable Device +7, Disguise +3 (+5 when being observed and acting in character), Escape Artist +17, Handle Animal +16, Hide +21, Knowledge (local) +9, Knowledge (religion) +16, Knowledge (the planes) +16, Listen +21, Move Silently +20, Open Lock +7, Ride +16, Sense Motive +20, Spot +21, Use Magic Device +9, Use Rope +7 (+9 with bindings)

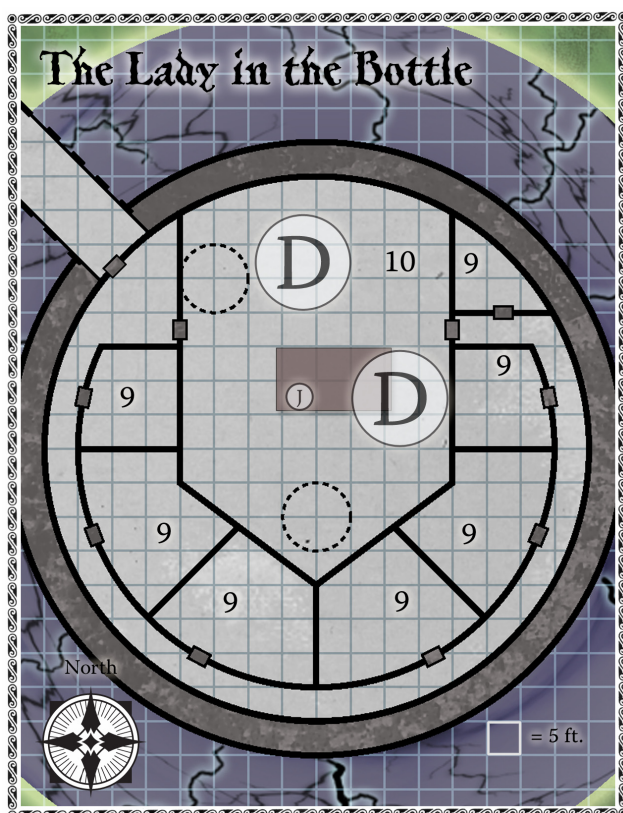
Possessions combat gear plus *bracers of armor* +5, silver holy symbol, spell component pouch, thieves' tools

Gaze (Su) In humanoid form—slay evil creatures of 5 or less HD, range 60 feet, Will DC 18 negates. Even if the save succeeds, the creature is affected as though by a *fear* spell for 2d10 rounds. Nonevil creatures, and evil creatures with more than 5 HD, must succeed on a DC 18 Will save or suffer the *fear* effect.

Light Ray (Ex) A ghaele in globe form can project light rays with a range of 300 feet. This attack overcomes damage reduction of any type.

Alternate Form (Su) A ghaele can shift between its humanoid and globe forms as a standard action. In humanoid form, it cannot fly or use its light rays, but it can use its gaze attack and spell-like abilities, make physical attacks, and cast spells. In globe form, it cannot cast spells or use its gaze attack. The globe form is incorporeal, and the ghaele has no Strength score while in that form.

A ghaele remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does the ghaele revert to any particular form when killed. A *true seeing* spell or ability, however, reveals both forms simultaneously.



Protective Aura (Su) Against attacks made or effects created by evil creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet of the ghaele. Otherwise, it functions as a *magic circle against evil* effect and a *lesser globe of invulnerability*, both with a radius of 20 feet (CL 16th).

TACTICS

When the giants are aware of the PCs, one of them places Rainmoon's jar in an empty sack hanging from its belt. The giants then attack to subdue the PCs. They have instructions to capture living intruders or Acererak will force them to give him their guardian souls. If the PCs seem to be holding their own, the giants use *flame strike* and *unholy blight* to soften them up. If one of the giants is killed, the other steals its ally's soul and its guardian souls. It then flees to area 16 for reinforcements, grabbing the bell jar sack if it doesn't have it.

DEVELOPMENT

The death giants take captured PCs to area 16 so that the cultists can deal with them.

Rainmoon may be freed only by bringing the bell jar within the area of an *antimagic field* or with a successful *Mordenkainen's disjunction* (DC 31). The container itself

is impervious to physical and magical attacks. If the PCs free Rainmoon, they gain a powerful ally. She is a member of the royal family of the Seldarine that dwell in Arvandor on the Olympian Glades of Arborea.

Rainmoon has been making forays onto the Negative Energy Plane for several years, searching for each castle perilous scattered across the plane in hopes of freeing their prisoners (assuming they are beings of good). If you plan to run additional adventures on the Negative Energy Plane, Rainmoon can tell the PCs about the castles perilous in the sidebar and provide information about them you want the players to know. When she found the Sundered Tower of Moil, she investigated for several days using *greater invisibility*, but grew careless and was captured before she could report to her leaders in Arvandor. As long as none of the PCs show obvious signs of evil (this assumes Kothor is still blocking divinations) and the PCs are open with her about their purpose there, she explains that the tower is a powerful magical machine that Acererak is using to drain mortals of their souls to empower himself to become a demilich. Before she was captured, she learned where the spirit engine keys were kept (see area 20) and how to use them on the spirit engines to change the output to positive energy, and cripple Acererak, making him easier to destroy.

CONCLUSION

If the PCs treat Rainmoon well and succeed on a DC 30 Diplomacy check, she offers to join them. She knows the layout of the tower and its denizens. If she is not convinced that the PCs are champions of good or they don't seem to need or want her help, she thanks them, provides the above information, and departs to return home.

If Rainmoon is freed, award the PCs XP as if they had defeated her.

FEATURES OF THE ROOM

The room has the following features.

Illumination: Lanterns with *continual flame* are mounted on the walls between each of the doors.

Levitation Shafts: The levitation shaft in the ceiling connects this room to area 8. The one in the floor connects to area 14.

Table and Benches: The trestle table and matching benches are made of wood and sized for Large creatures.

RESEARCH ROOM

Encounter Level 18

SETUP

The mummies start this encounter around the central table in the squares marked **M**.

When the PCs enter the chamber, read:

Two iron doors open into this chamber from opposite walls. Lanterns affixed to the walls brightly illuminate walls lined with wooden bookshelves filled to overflowing with scrolls and leather bound tomes. High-backed chairs surround a long wooden table atop a faded rug in the middle of the room, where books pulled from the shelves lie open.

Two heavily armored humanoid figures, their exposed flesh wrapped in aged and stained linen strips, stand at the table examining the texts and occasionally scribbling notes on parchment, and comparing notes in dry raspy voices.

2 MUMMY LORDS

CR 15

MM 190

hp 97 each (18 HD); DR 5/—

Mummy cleric 10

LE Medium undead

Init +5; Senses darkvision 60 ft.; Listen +18, Spot +18

Languages Common

AC 30, touch 11, flat-footed 29

(+1 Dex, +9 armor, +10 natural)

Immune ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage

Resist fire 10 (ring)

Fort +13, **Ref** +8, **Will** +10

Weakness vulnerability to fire

Speed 15 ft. in +2 half-plate armor (3 squares), base speed 20 ft.

Melee slam +20 (1d6+12/19–20 plus mummy rot) or

Ranged touch +20 (spell)

Base Atk +11; **Grp** +19

Atk Options Combat Casting

Special Actions death touch (10d6), despair (DC 22), mummy rot (DC 22), rebuke undead (6/day, 2d6+13, 10th), spontaneous *inflict* spells

Combat Gear brooch of shielding (82 hp)

Cleric Spells Prepared (CL 10th):

5th—*mass inflict light wounds** (2) (DC 20), *slay living*^D (DC 20), *summon undead*^{VSC}

4th—*contingent energy resistance* (fire)^{SC†}, *divine power*, *divination*^D, *inflict critical wounds** (DC 19), *life ward*^{SC}

3rd—*animate dead*^D, *blindness/deafness* (DC 18), *inflict serious wounds** (DC 18), *remove curse*, *slashing darkness*^{SC*}

2nd—*death knell*^D (DC 17), *hold person* (3) (DC 17), *inflict moderate wounds** (DC 17), *spiritual weapon*

1st—*cause fear*^D (DC 16), *divine favor*, *inflict light wounds** (3) (DC 16), *protection from good*, *sanctuary* (DC 16)

0—*detect magic*, *inflict minor wounds* (2) (DC 15), *mending*, *read magic* (2)

D: Domain spell; Deity: Acererak; Domains: Death, Knowledge

* Maximized spell effect

† already cast

Abilities Str 26, Dex 12, Con —, Int 8, Wis 20, Cha 17

Feats Alertness, Combat Casting, Great Fortitude, Improved Critical (slam), Improved Initiative, Weapon Focus (slam)

Skills Concentration +8, Knowledge (religion) +4, Listen +18, Move Silently +5, Spot +18

Possessions +2 half-plate armor, cloak of resistance +2, ring of minor elemental resistance (fire), key to the doors in this room

Death Touch (Su) 1/day, the mummy lord may attempt a melee touch attack against a living creature. If the touch attack succeeds, roll 10d6 and if the total equals or exceeds the creature's current hit points, it dies (no save).

Despair (Su) At the mere sight of a mummy, the viewer must succeed on a DC 17 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save is

RESEARCHING THE SOUL MACHINE

Most players will find the use of living souls for empowerment abhorrent and want to destroy this powerful artifact. However, other players may find it intriguing and express a desire to continue the research Acererak and his minions began. It is conceivable that with enough time, research, and successful checks against very high DCs, the players may find a way to re-engineer souls without destroying them or perhaps make the cost in raw soul stuff for transforming themselves into different more power beings less expensive. Feel free to explore all of the applications for which this artifact may be used. Not all of them are necessarily evil.

successful, that creature cannot be affected again by the same mummy's despair ability for 24 hours. The save DC is Charisma-based.

Mummy Rot (Su) Supernatural disease—slam, Fortitude DC 17, incubation period 1 minute; damage 1d6 Con and 1d6 Cha. The save DC is Charisma-based. Unlike normal diseases, mummy rot continues until the victim reaches Constitution 0 (and dies) or is cured as described below.

Mummy rot is a powerful curse, not a natural disease. A character attempting to cast any conjuration (healing) spell on a creature afflicted with mummy rot must succeed on a DC 20 caster level check, or the spell has no effect on the afflicted character.

To eliminate mummy rot, the curse must first be broken with *break enchantment* or *remove curse* (requiring a DC 20 caster level check for either spell), after which a caster level check is no longer necessary to cast healing spells on the victim, and the mummy rot can be magically cured as any normal disease.

An afflicted creature who dies of mummy rot shrivels away into sand and dust that blow away into nothing at the first wind.

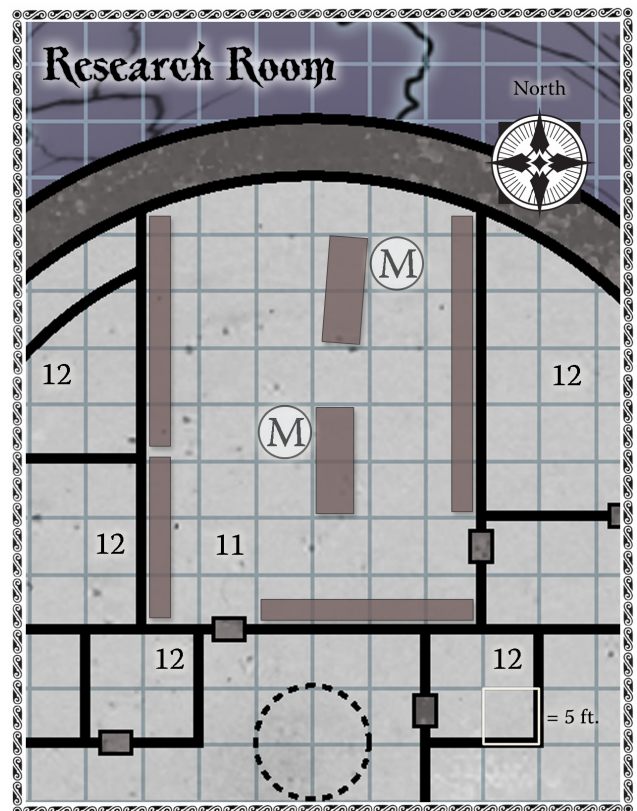
TACTICS

The mummies use their *blindness* and *hold person* spells on the PCs during the first 2 rounds if any of them resist the despair effect. If this doesn't work, they begin using their *inflict* spells to weaken their opponents. If the PCs use positive energy against them, they cast their *life ward* spells and target those opponents for their deadlier spells such as *slay living* and *slashing darkness*. Once their enemies are softened up, the mummies bash them with their fists using nonlethal damage. The mummies cast *remove curse* on any subdued PCs that contract mummy rot from the pummeling (the mummy lords do not need to make the usual caster level checks).

If the PCs are too much trouble for the mummies, they resort to deadly force and use all of their damaging spells and death touches. The mummies fight to the death.

DEVELOPMENT

If the PCs examine the books on the table, they discover the mummies' extensive notes on their findings in the research material here. If the PCs haven't learned it yet, the notes explain that the entire tower is part of a powerful magical machine that can take life or give it. The notes also document the specific sequence of buttons to push to change the flow of power produced by the generators in the turrets, and the mummies fear that too much power output could have dire consequences.



CONCLUSION

The research books in this room are written in Moilian. However, the entire collection—around 300 books—might fetch as much as 5,000 gp.

FEATURES OF THE ROOM

The room has the following features.

Illumination: Four lanterns with *continual flames* are affixed to the walls.

Iron Doors: The two iron doors are always locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.

Table: The wooden table is 8-foot-long-by-4-foot-wide with four matching chairs: hardness 5; 20 hp. The table provides cover from opponents on the opposite side.

CADAVER CHAMBER

Encounter Level 19

SETUP

Unless the PCs have already attracted Merkkor's attention at area 12, he begins this encounter in the squares marked **M**. Merkkor appears as a large humanoid in full plate with an overly broad, saw-toothed sword in one hand and a sickle in the other. Human heads hang from a wide studded belt by pieces of rope.

MERKKOR

CR 18

hp 208 (32 HD)

Advanced dread wraith

LE Large undead (incorporeal)

Init +14; **Senses** darkvision 60 ft., lifesense 60 ft.; **Spot** +41, **Listen** +41

Aura unnatural

Languages Common, Infernal

AC 27, **touch** 27, **flat-footed** 17; **Dodge**, **Mobility** (–1 size, +9 Dex, +8 deflection)

Immune undead immunities

Fort +12, **Ref** +22, **Will** +26

Weakness daylight powerlessness

Speed fly 60 ft. (good)

Melee incorporeal touch +25 (1d4 plus 1d6 Constitution drain)

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

Base Atk +16; **Grp** —

Atk Options Blind-Fight, Combat Reflexes, Spring Attack

Special Actions create spawn

Abilities Str —, Dex 30, Con —, Int 17, Wis 18, Cha 26

SQ incorporeal, undead traits

Feats Alertness^B, Blind-Fight, Combat Reflexes, Dodge, Great Fortitude, Improved Initiative^B, Improved Natural Attack (incorporeal touch), Iron Will, Lightning Reflexes, Mobility, Negotiator, Skill Focus (Intimidate), Spring Attack

Skills Diplomacy +14, Hide +41, Intimidate +46, Knowledge (religion) +38, Listen +41, Search +38, Sense Motive +41, Spot +41 Survival +4 (+6 following tracks)

Dread wraith abilities are described on page 258 of the *Monster Manual*.

TACTICS

Merkkor singles out the character with the strongest lifeforce—highest Constitution score—to attack first. He attacks the same opponent until it is drained of life.

Merkkor withdraws if reduced to less than half his hit point total and reports to Acererak. The dread wraith receives healing from the lich or his cult followers, then combs the tower in search of the PCs hoping to finish them off before Acererak's cultists can get to them.

DEVELOPMENT

If Merkkor hears sounds of combat in room 12 or in the hallway outside of this room, he investigates, immediately attacking any living intruders he finds.

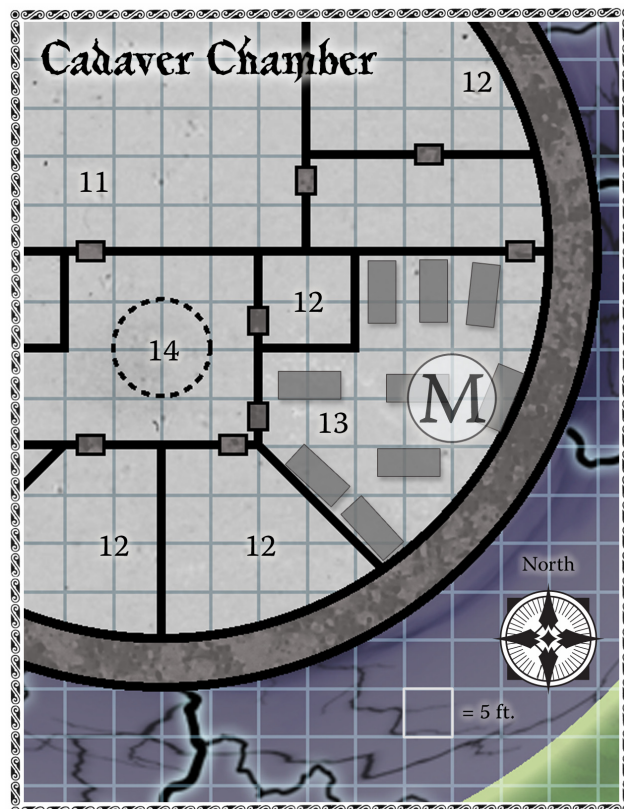
FEATURES OF THE ROOM

The room has the following features.

Illumination: There is no illumination here.

Iron Tables: Each of the tables are made of polished iron: hardness 10, hp 60. Medium creatures standing behind a table have cover from opponents on the other side. Small creatures have total cover.

Permanent Gentle Repose: The entire room is under the effects of a permanent *gentle repose* spell (CL 20th).



FIRE AND ICE

Encounter Level 19

SETUP

One of the golems breathes fire and starts the encounter standing on the pedestal marked **A**. The other golem breathes frost and stands on the pedestal marked **B**.

1 (EACH) FIRE AND FROST IRON GOLEM CR 16 hp 162 each (24 HD); DR 15/adamantine

N Large construct (modified)

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

AC 30, touch 8, flat-footed 30
(-1 size, -1 Dex, +22 natural)

Immune construct immunities

Fort +8, **Ref** +7, **Will** +8

Speed 20 ft. (4 squares)

Melee 2 claws +29 each (2d10+12 plus poison)

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

Base Atk +18; **Grp** +34

Special Actions breath weapon (DC 22)

Abilities Str 35, Dex 9, Con —, Int —, Wis 11, Cha 1

Feats —

Skills —

Breath Weapon (Su) The red-tinged golem can breathe a 15-foot cone of fire once every 1d4+1 rounds, damage 15d8. The silvery golem can breathe a 15-foot cone of cold once every 1d4+1 rounds, damage 15d8. DC 22 Reflex save half.

Poison (Ex) Initial and secondary damage 1d10 Constitution, Fortitude DC 22 negates.

Immunity to Magic (Ex) See page 137 of the *Monster Manual* for an iron golem's immunity to magic.

TACTICS

The golems use their breath weapons first and then strike at opponents with their poisoned claws until they can breathe again. They repeat this tactic until there is nothing left to attack or they are destroyed.

DEVELOPMENT

If the golems are destroyed, they repair themselves within 5 minutes of their defeat and resume their posts at their original positions on the pedestals. This could lead to multiple battles with the golems if the PCs use a trial and error approach at solving the puzzle.

CONCLUSION

The PCs receive XP for fighting the golems the first time only. The chest summoned to this room has an amazing lock (Open Lock DC 40) and is extremely durable (3 inches thick; hardness 16; hp 195; break DC 48). A PC that succeeds on a DC 25 Spellcraft check recognizes it as one of the components of a *Leomund's secret chest* spell. The chest contains Acererak's phylactery (an unwholesome dark emerald light steel shield of light fortification, a *Daern's instant fortress*, and a *mace of disruption*). The chest itself is worth 5,000 gp.

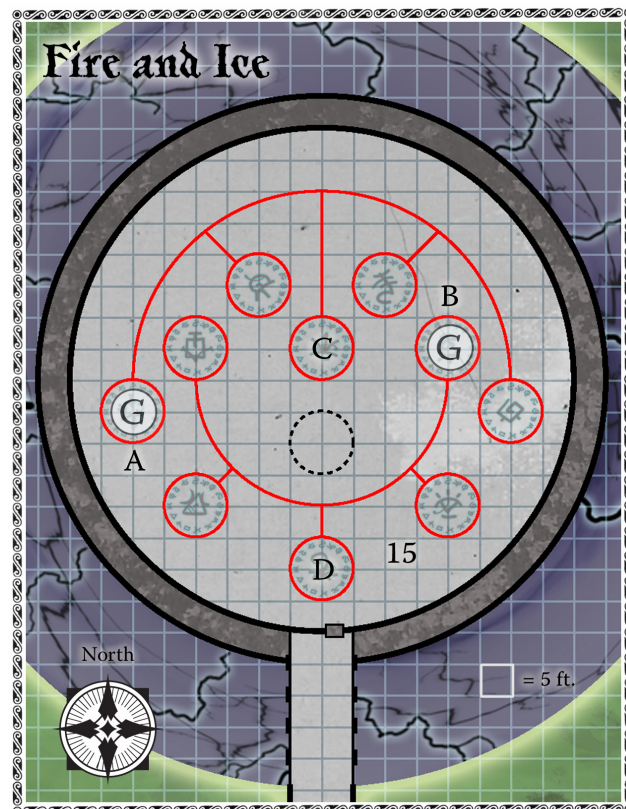
FEATURES OF THE ROOM

The room has the following features.

Illumination: The ambient light is provided by four separate *continual flame* effects in the golems' eyes.

Levitation Tubes: The levitation shaft in the ceiling connects this room to area 14. The one in the floor connects to area 16.

Outer Ring Access: The iron door opens into area 6 and 7 and is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.



SHRINE OF THE DEVOURER

Encounter Level 19 or 20

SETUP

The cultists start this encounter in the squares marked C. The Spawn of the Mother starts out in the spaces marked S.

10 ACERERAK CULTISTS

CR 12

hp 67 (12 HD)

Male or female human cleric 6/wizard 6 (necromancer)
CE Medium humanoid

Init +4; **Senses** Listen +8, Spot +8

Languages Abyssal, Celestial, Common, Draconic, Infernal

AC 24, touch 14, flat-footed 20

(+4 Dex, +6 armor, +4 shield)

Miss Chance ranged 20% *entropic shield*

Immune critical hits and sneak attack damage (*living undeath* spell)

Fort +8, **Ref** +8, **Will** +12

Speed 30 ft. (6 squares)

Melee +2 *sickle* +13 (1d6+4) or touch +11 (spell effect)

Ranged touch +11 (spell effect)

Base Atk +7; **Grp** +9

Special Actions death touch (1/day, 6d6), rebuke undead (2/day, 2d6+5, 6th), spontaneous casting (*in-flict* spells)

Cleric Spells Prepared (CL 6th)

3rd—*animate dead*^D, *cure serious wounds*, *wind walk*
2nd—*bull's strength*[†], *cure moderate wounds*, *death knell*^D, *living undeath*^{SC†}, *sound burst* (DC 14)

1st—*bless*[†], *cause fear*^D (DC 15), *deathwatch*, *entropic shield*[†], *summon undead* I

0—*cure minor wounds* (2), *guidance*, *resistance* (2)

Wizard Spells Prepared (CL 6th)

3rd—*fly*, *greater mage armor*^{SC†}, *vampiric touch* (+11 melee touch) (2)

2nd—*burning sword*^{SC}, *cat's grace*[†], *false life*[†], *fox's cunning*[†], *ray of sickness*^{SC} (+11 ranged touch)

1st—*corrosive grasp*^{SC}, *magic missile* (2), *ray of clumsiness*^{SC} (+11 ranged touch), *ray of enfeeblement* (+11 ranged touch), *shield*[†]

0—*acid splash*, *mage hand*, *message*, *prestidigitation*

Prohibited schools: Enchantment, Illusion

D: Domain spell. Deity: Acererak. Domains: Death, Knowledge

† already cast

Abilities Str 14, Dex 18, Con 12, Int 20, Wis 15, Cha 4

SQ summon familiar

Feats Alertness, Combat Casting, Empower Spell, Greater Spell Focus (Necromancy), Scribe Scroll, Spell Focus (Necromancy), Spell Penetration, Weapon Finesse

Skills Concentration +15, Knowledge (arcana) +18, Knowledge (history) +10, Knowledge (local) +10, Knowledge (religion) +18, Knowledge (the planes) +17, Listen +8, Spellcraft +18, Spot +8

Possessions +2 *sickle*, *amulet of attunement* (see sidebar), silver unholy symbol (leering demonic face), spell component pouch

Death Touch (Su) 1/day, an Acererak cultist may attempt a melee touch attack against a living creature. If the touch attack succeeds, roll 6d6 and if the total equals or exceeds the creature's current hit points, it dies (no save).

SPAWN OF THE MOTHER

CR 15

hp 201 (12 HD); **DR** 10/magic

Advanced elite half-fiend/four-armed gargoyle

CE Large outsider (chaotic, evil, extraplanar)

Init +5; **Senses** darkvision 60 ft.; Listen +18, Spot +18

Languages Common, Terran

AC 30, touch 14, flat-footed 25

(−1 size, +5 Dex, +6 armor, +10 natural)

Immune poison

Resist acid 10, cold 10, electricity 10, fire 10; **SR** 22

Fort +16, **Ref** +13, **Will** +9

Speed 40 ft. (8 squares); fly 60 ft. (average)

Melee 4 claws +21 (1d8+10/19–20) and

bite +19 (1d8+5) and

gore +19 (1d8+5) or

Melee touch +21 (spell)

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

Base Atk +12; **Grp** +26

Atk Options smite good (+12 damage)

Spell-Like Abilities (CL 12th):

At will—*blasphemy* (DC 16), *contagion* (DC 13), *desecrate*, *unholy blight* (DC 13)

3/day—*darkness*, *poison* (DC 13)

Abilities Str 31, Dex 20, Con 34, Int 10, Wis 12, Cha 8

SQ freeze, outsider traits, planar attunement

Feats Alertness, Improved Critical (claw), Improved Natural Attack (claw), Multiattack, Toughness

Skills Concentration +19, Hide +18 (+26 hiding against stone), Knowledge (religion) +7, Knowledge (the planes) +7, Listen +20, Move Silently +12, Spellcraft +7, Spot +20, Survival +3 (+5 while on other planes)

Possessions *amulet of natural armor* +5 (bone carving of the Devourer), *bracers of armor* +6, *bracers of health* +6

Smite Good (Su) 1/day, an infernal four-armed gargoyle can make a normal melee attack to deal an additional 12 points of damage against a good foe.

Freeze (Ex) A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

Planar Attunement (Sp) As long as the Spawn of the Mother remains in the Sundered Tower of Moil, it benefits from a permanent *attune form* spell (CL 20th). This allows the creature to ignore the harmful effects of the Negative Energy Plane on living creatures.

TACTICS

The cultists target the PCs with all of their debilitating ray spells, then close with them and gang grapple the two nearest opponents until their enemy is subdued. One or two of the cultists hang back and cast *deathwatch* and try to direct the others to weaken the PCs with lethal spells or warn them if any of the characters are close to death. They want to weaken and subdue the PCs for their master, not kill them.

The Spawn of the Mother takes to the air and observes the fight for 1 or 2 rounds to identify the most threatening opponents. It swoops down and casts *unholy blight*. It then closes with its chosen target, using its smite good attack. Thereafter, it uses the full attack action to rend its opponent to pieces with its four claws, bite, and gore.

DEVELOPMENT

If any of the PCs are captured, they are taken to area 20 for extraction.

CONCLUSION

The floating skull's ruby teeth—twenty-eight in total—are each worth 1,400 gp. The large sapphires lodged in the eye sockets are each worth 20,000 gp.

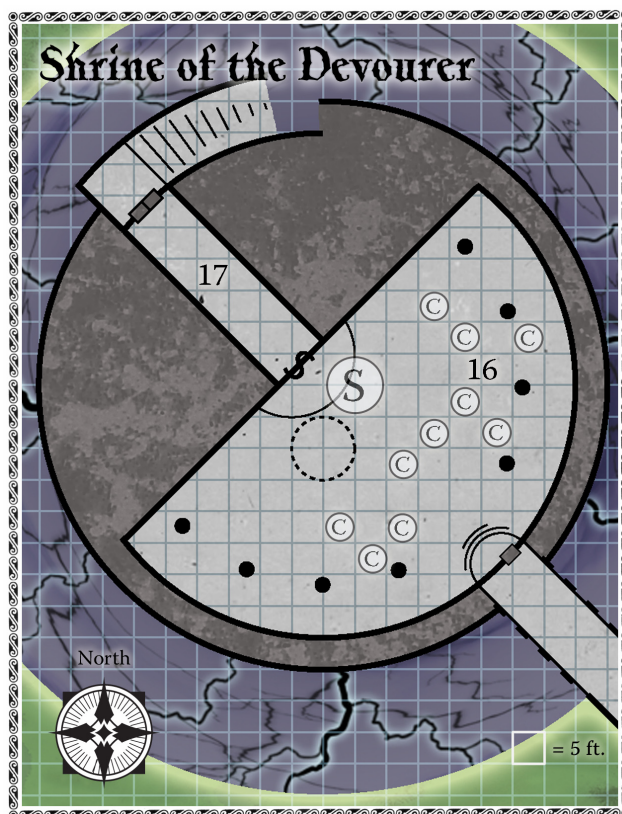
FEATURES OF THE ROOM

This room has the following features.

Illumination: A total of 18 skulls contain green *continual flames*.

Hidden Archway: The archway behind the dais is hidden with a heightened *illusory wall* spell (9th level, CL 18th, DC 23 Will save if interacted with).

Iron Door: The iron door inside the mouth of the Devourer leads to areas 6 and 7 and is locked: hardness 10; 60 hp; break DC 28; Open Lock DC 40.



Unhallowed: The entire room is under the effects of a widened *unhallow* spell (CL 15th). The cultists and Spawn of the Mother benefit from *magic circle from good* while they are here. The *dimensional anchor* effect prevents dimensional travel into or out of this room.

COFFIN CHAMBER

Encounter Level 18

SETUP

When the PCs enter the room, read:

This chamber is bare except for two stone sarcophagi with decorative bas relief lids. A human dressed in rags clutching a rusty, well-worn greatsword stands near one wall. The man's neck and arms are covered in small punctures and his skin is sallow.

Aeristus begins this encounter in the square marked A.

AERISTUS HAMMEL

CR 17

hp 193 (currently 175) (18 HD)

Male human fighter 18

NG Medium humanoid

Init +6; **Senses** Listen +5, Spot +5

Languages Common

AC 12, touch 12, flat-footed 10; **Dodge**, **Mobility** (+2 Dex)

Fort +18, **Ref** +10, **Will** +7

Speed 30 ft. (6 squares); **Spring Attack**

Melee* +22/+17/+12/+7 (2d6+12/17-20)

Base Atk +18; **Cmp** +25

Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack

*5-point Power Attack

Abilities Str 24, Dex 14, Con 20 (normally 22), Int 8, Wis 12, Cha 10

Feats Alertness, Dodge^B, Cleave^B, Combat Reflexes, Great Cleave^B, Great Fortitude, Greater Weapon Focus (greatsword)^B, Greater Weapon Specialization (greatsword)^B, Improved Critical (greatsword)^B, Improved Initiative, Improved Sunder^B, Mobility, Power Attack^B, Power Critical^{B,CW}, Spring Attack, Weapon Focus (greatsword)^B, Weapon Specialization (greatsword)^B

Skills Climb +23, Jump +22, Listen +5, Spot +5, Swim +10

Possessions rusty greatsword, *amulet of health* +8, *belt of giant strength* +6

TACTICS

Aeristus attacks the nearest PC. If the PCs can't break the domination controlling him, he fights to the death.

DEVELOPMENT

A successful DC 25 Sense Motive check (standard action) reveals that Aeristus is dominated. A DC 15 Heal check

reveals that the puncture wounds were made by a vampire. If the PCs forced the vampires in area 4 into gaseous form, they fled here to heal for 1 hour. If the PCs somehow already destroyed the vampires, Aeristus is instead confused and desperate to break out of this horrid chamber.

CONCLUSION

If the PCs remove the domination effect with magic or by destroying one of the vampires (which one is not that important), Aeristus pledges his service to the PCs. Properly equipped, Aeristus can be a powerful ally. Unfortunately, he doesn't remember much after being dominated.

If the PCs free Aeristus of the vampires' dominance, award them XP as if they had defeated him.

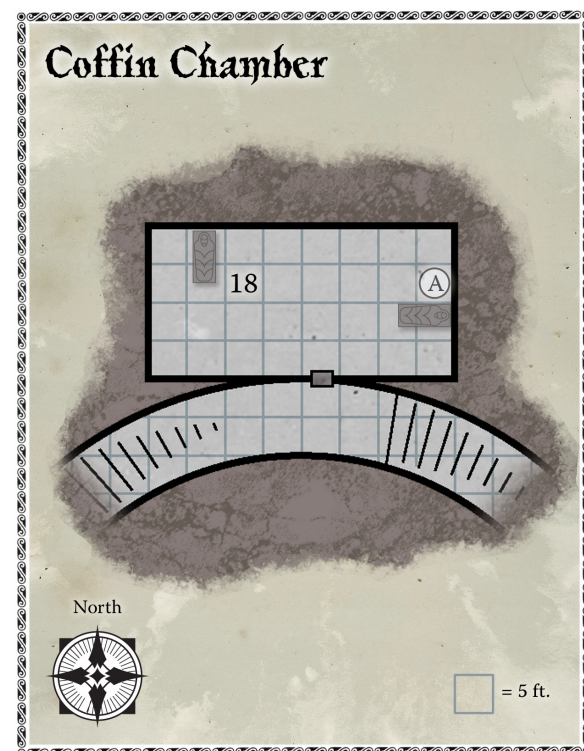
FEATURES OF THE ROOM

The room has the following features.

Illumination: None.

Magically Treated Iron Grill: Hardness 20; hp 120; break DC 28; Open Lock DC 40.

Alarm: About 10 feet down from the landing, an *alarm* (CL 17th) sounds a chime in area 20 alerting Acererak of intruders if they don't speak the password: Devourer.



ACERERAK'S LAB

Encounter Level 23

SETUP

Unless the PCs have shut down or destroyed the *soul machine*, Acererak starts this encounter seated in a throne-like chair in the square marked **A**. The marilith (marked **M**) starts out in the squares exactly between Acererak and the stairs. The *receptors* occupy the squares marked **R**. His unseen servants work at the tables marked **G** and **AL**. This encounter can go several different ways depending on what the PCs have done about the *soul machine* (see **Development** below). As presented, this encounter assumes that the PCs haven't significantly interrupted the flow of negative energy into the *receptors*.

ACERERAK

CR 22

hp 113 (17 HD); regeneration 10; DR 15/ bludgeoning and magic

Male half-fiend/human lich wizard 17

NE Medium undead (evil, native outsider)

Init +10; **Senses** darkvision 60 ft., *arcane sight*, see *invisibility*; Listen +15, Spot +15

Aura fear 60 ft. (DC 25)

Languages Common, Abyssal, Draconic, Infernal, Teran; *tongues*

AC 29, touch 16, flat-footed 23

(+6 Dex, +5 armor, +1 insight, +2 luck, +5 natural)

Immune cold, electricity, mind-affecting, poison, polymorph

Resist acid 10, fire 10, +4 turn resistance; **SR** 27

Fort +11, **Ref** +19, **Will** +18

Speed 30 ft. (6 squares)

Melee *staff of power* +15 (1d6+9) and

bite +13 (1d6+7 plus damaging touch) or

Melee 2 claws +13 (1d4+7 plus damaging touch) and

bite +8 (1d6+7) or

Melee touch +15 (spell)

Ranged touch +14 (spell)

Base Atk +8; **Grp** +13

Special Actions automatic critical hit on a threat (*flesh ring of scorn*), damaging touch (DC 28), maximized negative energy spells, paralyzing touch (DC 28)

Combat Gear scroll of *control undead* (3), scroll of *greater teleport* (2), scroll of *time stop*, *spiralburst bottle*^{BV} (3), *tongue studs of hell breath*^{BV} (3/day, 3d6 unholy damage)

Spell-Like Abilities (CL 17th):

3/day—*darkness*, *poison* (DC 25), *unholy aura* (DC

26)

1/day—*blasphemy* (DC 27), *contagion* (DC 24), *desecrate*, *horrid wilting* (DC 26), *summon monster IX*, *unhallow*, *unholy blight* (DC 24)

Wizard Spells Prepared (CL 17th):

9th—*mass hold monster* (DC 27)

8th—*maze* (DC 26), *greater planar binding* (DC 26), *temporal stasis* (DC 26)

7th—*antimagic ray*^{SC} (DC 25), *forcecage*, *project image* (DC 25), *maximized sound lance*^{SC} (DC 20)

6th—*greater anticipate teleportation*^{SC†}, *greater dispel magic*, *disintegrate* (2) (DC 24), *eyebite* (DC 25)

5th—*arc of lightning*^{SC} (DC 23), *graymantle*^{SC} (DC 24), *magic jar* (DC 24), *night's caress*^{SC} (2) (DC 24)

4th—*burning blood*^{SC} (DC 22), *dimension door* (2), *force missile*^{SC}, *lesser globe of invulnerability*, *ruin delver's fortune*^{SC}

3rd—*fly*, *mind poison*^{SC} (DC 21), *empowered ray of enfeeblement* (ranged touch +14), *servant horde*^{SC†}, *spectral hand*, *vampiric touch* (melee touch +15)

2nd—*command undead* (2) (DC 21), *Melf's acid arrow* (ranged touch +14), *rainbow beam*^{SC}, *spectral hand* (2), *wraithstrike*^{SC}

1st—*backbiter* (DC 20), *magic missile* (2), *ray of enfeeblement* (2) (ranged touch +14), *repair light damage*^{SC}

0—*acid splash*, *mage hand*, *mending*, *prestidigitation*

† already cast

Abilities Str 20, Dex 22, Con —, Int 26, Wis 14, Cha 27

SQ summon familiar, undead traits

Feats Ability Focus (damaging touch), Ability Focus (paralyzing touch), Brew Potion^B, Craft Staff^B, Craft Wondrous Item^B, Heighten Spell, Improved Initiative, Lightning Reflexes, Maximize Spell^B, Scribe Scroll^B, Toughness

Skills Concentration +20, Craft (alchemy) +27, Gather Information +10, Hide +14, Knowledge (arcana) +27, Knowledge (architecture and engineering) +27, Knowledge (dungeoneering) +9, Knowledge (history) +27, Knowledge (local) +27, Knowledge (religion) +27, Knowledge (the planes) +27, Listen +15, Move Silently +14, Search +15, Sense Motive +12, Spellcraft +29, Spot +15

Possessions *staff of power* (32 charges), *belt of giant Strength* +8, *cloak of Charisma* +8, *flesh ring of scorn*^{BV}, *gloves of Dexterity* +8, *ioun stones* ×3 (dusty rose prism, pale lavender ellipsoid [12 spell levels left], and scarlet & blue sphere), *robe of the archmagi* (black), *soul crown* (see Appendix), crystal and platinum hourglass filled with diamond dust worth 1,000 gp (focus for *greater anticipate teleportation*), keys to all the doors in the tower, scroll case, spell component pouch

Damaging Touch Acererak has a touch attack that uses negative energy to deal 1d8+5 points of damage to living creatures. A Will save DC 28 halves the damage. He can only deal this extra damage with one of his natural attacks.

Fear Aura (Su) Creatures of less than 5 HD in a 60-foot radius that look at Acererak's simulacrum must succeed on a Will save DC 26 or be affected as if by a *fear* spell (CL 10th). A creature that successfully saves cannot be affected again by the same lich's aura for 24 hours.

Paralyzing Touch (Su) Any living creature Acererak hits with its touch attack must succeed on a Fortitude save DC 28 or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a lich seems dead, though a DC 20 Spot check or DC 15 Heal check reveals that the victim is still alive.

Permanent Spells Acererak is under the effects of permanent *arcane sight*, *comprehend languages*, *greater magic fang* (+5 to all natural attacks), *read magic*, *see invisibility*, and *tongues* (CL 20th) bestowed by the original Acererak. They may be removed with a successful *greater dispel magic* (DC 31 caster level check). Note, however, that his divination powers do not function while inside the tower.

Smite Good (Su) 1/day, Acererak's simulacrum can make a normal melee attack to deal an additional 17 points of damage against a good foe.

MARILITH

CR 17

MM 44

hp 216 (16 HD); DR 10/ good and cold iron

CE Large outsider (chaotic, extraplanar, evil, tanar'ri)
Init +4; **Senses** darkvision 60 ft.; Listen +31, Spot +31
Languages Abyssal, Celestial, Draconic

AC 29, touch 13, flat-footed 25
(−1 size, +4 Dex, +16 natural)

Immune electricity, poison

Resist acid 10, cold 10, fire 10; **SR** 25

Fort +19, **Ref** +14, **Will** +14

Speed 40 ft. (8 squares)

Melee +1 *longsword* +26/+21/+16/+11 (2d6+10/19–20) and
5 +1 *longswords* +26 (2d6+5/19–20) and
tail slap +22 (4d6+4) or

Melee 6 slams +24 (1d8+9) and
tail slap +22 (4d6+4)

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

Base Atk +16; **Grp** +29

Special Actions constrict 4d6+13, improved grab, summon tanar'ri

Spell-Like Abilities (CL 16th)

At will—*align weapon*, *blade barrier* (DC 23), *magic weapon*†, *project image* (DC 23), *polymorph*, *see invisibility*, *telekinesis* (DC 22), *greater teleport* (self plus 50

pounds of objects only), *unholy aura* (DC 25)

† already cast on all of her longswords

Abilities Str 29, Dex 19, Con 29, Int 18, Wis 18, Cha 24
SQ outsider traits, telepathy 100 ft.

Feats Combat Expertise, Combat Reflexes, Multiattack, Multiweapon Fighting, Power Attack, Weapon Focus (longsword)

Skills Bluff +26, Concentration +28, Diplomacy +30, Disguise +7 (+9 acting), Hide +19, Intimidate +28, Listen +31, Move Silently +23, Search +23, Sense Motive +23, Spellcraft +23 (+25 scrolls), Spot +31, Survival +4 (+6 following tracks), Use Magic Device +26 (+28 scrolls)

Possessions 6 masterwork longswords

Constrict (Ex) A marilith deals 4d6+13 points of damage with a successful grapple check. The constricted creature must succeed on a DC 27 Fortitude save or lose consciousness for as long as it remains in the coils and for 2d4 rounds thereafter. The save DC is Strength-based.

Improved Grab (Ex) To use this ability, a marilith must hit with its tail slap attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it succeeds on the grapple check, it can constrict.

Summon Demon (Sp) Once per day a marilith can attempt to summon 4d10 dretches, 1d4 hezrou, or one nalfeshnee with a 50% chance of success, or one glabrezu or another marilith with a 20% chance of success. This ability is the equivalent of a 5th-level spell.

True Seeing (Su) Mariliths continuously use this ability, as the spell (caster level 16th).

TACTICS

When the *alarm* at area 18 is triggered, the marilith casts *unholy aura* and attempts to summon a nalfeshnee. If successful, she commands it to ascend the staircase and capture the invaders or slaughter them if that proves too difficult. The marilith moves to the bottom of the stairs and casts *project image* to observe the encounter and hinder the PCs. She uses *telekinesis* to hurl opponents against the walls and through the nalfeshnee's threatened squares (if she successfully summoned it) or to disarm opponents. She uses *blade barrier* to wound enemies that try to close with her image for combat or get past it. As the PCs reach the bottom of the stairs, she casts *blade barrier* again and *unholy aura*, then she blocks opponents from entering the lab using her melee attacks to deal nonlethal damage until they are unconscious.

Acererak watches the encounter from his position seated at the center of the room. He casts his buff spells (starting with *unholy aura*) as the marilith deals with

the PCs. He casts *spectral hand* and *fly* while the PCs are fighting the demon and hits his opponents with his touch spells, starting with *temporal stasis* and *night's caress* on the nearest enemy spellcaster—obvious arcane casters, preferably.

If the characters make it past the demons, he uses his scroll of *time stop*, moves behind the throne and turns invisible, casts *project image* (of himself) behind the PCs on the stairs, and *wraithstrike* and *poison* (on his fangs) if he has enough time. When the *time stop* has expired, he casts *mass hold monster*. Any PCs that are unaffected are then targeted for *forcecage* or *disintegrate* spells. If any of the PCs are wearing holy symbols, he attempts to destroy them. Otherwise, he seeks to incapacitate his enemies, but resorts to using lethal spells if that seems unlikely. If successful, he casts *summon monster IX* to call a hezrou to carry each of the PCs and drop them into the receptors.

If Acererak feels that he is about to be defeated, he casts *magic jar* and targets a fighter type. If successful, he uses his enemy's body to slaughter the rest of the PCs. He then climbs into one of the *receptors*, exposing his victim's body to the paralytic liquid and returns to his own. Acererak uses every trick and cunning tactic he can muster to defeat the PCs, and fights to the death to keep his enemies from stopping him from accomplishing his goal.

DEVELOPMENT

If the PCs have done nothing to weaken or interrupt the flow of negative energy empowering Acererak, they encounter him at his strongest. He may cast any of his prepared spells or spell-like abilities as a quickened spell once per round without using a higher spell slot. The negative energy also gives him 59 extra temporary hit points (144 hp). Encountered this way, Acererak is CR 23.

If the PCs decrease the power level of the spirit engines, destroy them, or shut them all down, the PCs encounter Acererak with his normal stats provided here.

If the PCs befriended Rainmoon and make good on her plan to switch the output of the spirit engines to positive energy, they find the *spirit engine* keys in a leather pouch lying on the nearby alchemy table. If they successfully abscond with them and use them to change the power to positive energy, Acererak is *slowed* and reduced to 1 hit point for 24 hours. In this case, they most likely won't encounter Acererak here since he will be trying to heal himself or investigating the

spirit engines and the missing keys. However, the alarm spell around his bookcase alerts him of possible thieves, which brings him rushing back here. Encountered this way, Acererak is CR 21.

Three of the survivors of Horus's adventuring party are inside *receptors*. They are paralyzed and at 0 hit points if the PCs arrive here before Acererak can drain their souls from them. The process takes 24 hours and Acererak is 2 hours into it when the PCs first arrive at the tower. The NPC adventurers are left up to you to develop if the PCs rescue them. They might even make useful cohorts.

If any of the PCs end up inside one of the *receptors*, they die at the end of the next 24-hour period when Acererak begins a new session of soul draining. If they are not freed from it, their souls are added to the others extracted by the *soul machine*. They cannot be returned to life by anything short of a *wish* or *miracle* and the spellcaster must succeed on an opposed check against DC 31.

CONCLUSION

The tomes in the bookshelf affixed to the wall are bound in the skin of various creatures and covered with Abyssal symbols that declare their foul titles. They contain evil, forbidden knowledge written in Dark Speech^{BV} that provide the secrets of lichdom, creating mummies, making pacts with demons and devils, and other similar themes.

A DC 30 Search of the bookshelf reveals a masterfully disguised panel behind several tomes. The panel conceals a secret compartment where Acererak keeps his spellbooks—a set of three *Boccob's blessed books* copied from the original Acererak's vast library of arcane. Aside from the lich's prepared spells, they contain all 0-, 1st-, 2nd- and 3rd-level spells in the *PH* and any other spells all the way to 9th-level that you wish to include from other sources. Obtaining Acererak's spellbooks should be the crowning achievement of any adventurer's career. Feel free to reward the players with every spell they could ever possibly want or need. If they defeat Acererak and his minions and traps, they deserve it!

FEATURES OF THE AREA

The room has the following features.

Illumination: A dull glow from the liquid in the *receptors* provides shadowy illumination in 20-foot radius. A candelabrum with three *continual flames* on it sits near the bookcase.

Alchemy Lab: The alchemist's lab spread out on the table is attended by *unseen servants* stirring powders and liquids with glass rods. The *spirit engine keys* are inside a leather pouch lying on the table. The lab table provides cover for Medium or smaller creatures from opponents on the other side. However, due to the volatile chemicals on the table, any attack that misses a creature using the table for cover that would have hit if not for the cover, instead strikes the table and shatters parts of the fragile components. If this happens, there is a 50% chance that it causes a poisonous chemical explosion.

Chemical Explosion: CR 16; mechanical; touch trigger; no reset; explosion (15d6, half fire/half slashing and piercing, Reflex DC 28 half); multiple targets (all targets in a 20-ft. radius centered on the table); poison (toxic chemicals—Fortitude DC 28 resists, 2d6 Con/2d6 Con); Search DC 20; Disable Device DC 28.

Bookcase: The heavy wooden bookcase along the wall may be climbed with a DC 10 Climb check. It is 10 feet tall. It also provides concealment for Medium or smaller creatures standing between its sides and the wall behind it. The bookcase is warded by an *alarm* (CL 17th) that silently alerts Acererak of anyone but him touching it or its contents.

Golem Worktable: This wooden table provides cover for Medium or smaller creatures from opponents on the opposite side. It is covered with human body parts being stitched together by unseen servants.

Receptor: This 6-foot-diameter cylinder is 8-feet tall and made of transparent iron: hardness 20; hp 50. The cables from area 19 connect to a coupler attached to an iron ring around the base. The top is covered with an iron lid (same stats) from which a 3-foot-long rod with a metal ball at its tip extends up at an angle toward the middle of the chamber. The rod transfers energy from the receptor to the soul crown. The rod provides total cover from opponents on the other side. The liquid inside the receptor acts as a paralytic, life-supporting drug when it makes contact with a living being—Fortitude DC 30, paralysis/paralysis. Anyone trapped inside not paralyzed by the liquid may break out by forcing the lid off (DC 25 Strength check) and climbing out.

