



# Face of the Moon

A D&D® adventure for characters of levels 16-18

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When the characters step through a portal created by a strange illithid device, they are transported into the heart of a devious plot. Using the technology of a lost race, the mind flayers are creating duplicates of prominent rulers and influential people to advance their nefarious agenda. Only the adventurers can put a stop to the illithids’ dark plot. The heroes must contend not only with the formidable intellect of their foes, but also the bizarre environment in which they find themselves.

## BACKGROUND

When a team of illithids eliminated a surface-dwelling scholar famous for his study of aberrant creatures, they scoured his laboratory and destroyed his research. Among his curiosities, they discovered the preserved body of one of their kind, along with a strange device. A psychic dissection of the dead illithid’s brain unraveled a bizarre tale.

In its travels across the planes, this creature stumbled upon a remote place. Although the mind flayer was eventually slain and its corpse sold to the eccentric

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scholar, the mind flayer's brain held all the knowledge that the creature had gathered, including the memory of a stranded ship belonging to a forgotten race.

The illithids that recovered the body set about studying these memories, combining them with their knowledge of celestial mechanics to chart a portion of the lost vessel's course. They discerned that their own world's moon was once a port of call for other vessels of this lost race.

Meanwhile, other mind flayers studied the device found with the dead illithid. Despite its lack of arcane or psionic energy, this object seemed able to manipulate reality. The mind flayers devoted great resources to unlocking its mysteries and eventually discovered how the device could open a portal, beyond which stood a citadel of the lost race, filled with other potent devices.

A pod of illithids and their thralls, led by an elder brain, crossed over to the citadel to continue their studies. After sealing the portal behind them so that no one could interfere, they spent years in isolation.

Inside the Lunar Citadel, as the illithids came to call it, a vast chamber housed a machine capable of reproducing organisms from sample material. Initially, the illithids hoped this place would provide them with a limitless source of food, but the brains of the cloned creatures yielded neither sustenance nor nuanced taste. These vacant minds proved vulnerable to manipulation, and the vessels that housed them sometimes were indistinguishable from the donor material that created them.

And so was born a devious and far-reaching plan. When the portals to the world were reopened, a subtle campaign of abduction and substitution began.

## Ythrilnaw

While the mind flayers' elder brain devotes itself to overseeing the infiltration of the world's power structures, the ulitharid named Ythrilnaw controls the operations of the Lunar Citadel. Ythrilnaw's dark intellect surpasses the cunning of a typical mind flayer.

Deferring only to the will of the elder brain, Ythrilnaw sees the devices found in the Lunar Citadel as tools to further subjugate the natural world.

## ADVENTURE SYNOPSIS

The adventure begins when the party encounters a slain illithid bearing a strange device. This object opens a portal to the Lunar Citadel, the base of operations for the mind flayers.

After the adventurers pass through the portal, it closes behind them, and they are set upon by the servants of the mind flayers. The disturbance alerts the mind flayer Ythrilnaw, which appears to the characters through the base's communication system. The ulitharid informs the characters that escape is impossible, since it holds the only other portal-summoning device presently in the base. Ythrilnaw then activates the area's defenses.

When the characters emerge from the transit area, they enter the housing module of the lost race, which has been converted to quarters for the mind flayers' thralls. Windows in these chambers reveal that the characters have traveled to the moon. They might also discover Kelm Semersted, a prisoner whose tale reveals clues regarding the mind flayers' plans.

When the characters tangle with a horde of grimlock thralls, they draw Ythrilnaw's attention anew, and the mind flayer sends reinforcements to deal with the party. These enemies search for the characters while another mind flayer continues its medical experiments in a nearby laboratory. Defeating either group enables the party to enter the sanctum of Ythrilnaw and the elder brain.

## Involving the Characters

The most direct means of involving the characters in the adventure is placing the dead mind flayer in their path, as discussed in the opening event.

### NO MOON?

For campaign settings that have no moon, this adventure can be set on a "wandering star" periodically observed in the night sky. This celestial body is a satellite that the lost race placed in orbit. In this case, remove references to the rocky surface in the read-aloud text, instead describing the citadel as hanging suspended in the darkness above the world's surface. Assume that gravity is provided through unseen technological means.

For campaign settings with more than one moon (such as Eberron), choose which moon the illithids' base is on. Adjust the read-aloud text as required.

Additionally, in previous adventures, you could have had secondary characters familiar to the adventurers begin acting in a strange fashion. This foreshadowing can sow the seeds of paranoia for when the truth of the mind flayer plan is discovered.

Other possibilities include the following.

- ◆ After the adventurers suffered a defeat and were captured, their captors sell them to the mind flayers to be cloned and returned. The characters awaken in area 1A after a portal malfunction kills their captors.
- ◆ A raving mad version of a friend or patron confronts the adventurers while they are speaking to a real version of the same person. The double carries a transit beacon, and madness prevents him or her from providing any useful aid or information.
- ◆ A duchess is certain that her husband has undergone subtle changes to his personality, despite a lack of physical evidence. Searching the duke's chambers locates the beacon.

## Treasure

This adventure contains treasure appropriate for 17th-level characters. On the citadel, the characters can find technological devices that function as magic items. Some of these items are delineated in the “Lost Race Devices” section, pages 25–26. Others come from Dave Chalker’s article “Bazaar of the Bizarre: Thingamajigs of the Barrier Peaks,” which appears in *Dragon* 410. Items from the article are denoted with a superscript “T”.

All technological items require the characters to figure out how they work. See the “Lost Race Devices” section for more information.

## Souvenirs

You have to decide if it’s fitting for your campaign for the technology in this adventure to continue to function once it leaves the citadel. Nonconsumable items might draw their power from the citadel’s energy grid. A *nautiloid* could rely on elements in the citadel’s atmosphere to survive. Once removed from the citadel, such items cease functioning after a time you think is appropriate (perhaps 2d6 days).

If you decide this is true, you have two tasks. First, you need to place magic items on the citadel so the party gains the right amount of items for an adventure that will result in advancement of one level. (These items fit best in areas that already contain treasure.) Second, to make up the monetary shortfall in this adventure, permit the characters to sell nonfunctional items and *nautiloid* shells to scholars or collectors of the bizarre. The items fetch one-fifth their normal value from such a buyer.

## ONE OF US

To draw attention to the insidious nature of the illithid plot prior to the party’s return home, consider asking one of the players to run his or her character as a secret mind flayer clone. Meet with the player prior to running this adventure, explaining that his or her character has become a mind flayer agent, and is secretly working to ensure that the rest of the party members are delivered to Ythrilnaw. The player can play this role as he or she chooses, until revealed. Before or after the reveal, the real character shows up after escaping from imprisonment. If this event occurs before the reveal, each version of the character struggles to prove that he or she is not the illithid agent—a great exercise in pure roleplaying.

## OPENING EVENT

The characters discover the corpse of a mind flayer that met with a grisly end. If the mind flayer appears in a location the characters consider to be secure, the discovery can add tension.

### When the characters discover the corpse, read:

*Ichor spreads across the floor between pieces of a dismembered humanoid. Lifeless tentacles hanging from its head identify the remains as those of a mind flayer. Rubbery violet skin covers the creature’s spindly limbs, and its fingers are wrapped around a dull black object.*

Characters can make Dungeoneering checks to determine what they know about mind flayers.

**Heal DC 16:** The mind flayer perished only a moment or two ago. The cause of the creature’s dismemberment is unclear.

## Transit Beacon

The device carried by the mind flayer is a transit beacon, which opens portals to the Lunar Citadel. This beacon is impervious to damage.

### When the characters examine the device, read:

*The object the mind flayer holds is a cylinder that you can hold in one hand. A brass stud is set in one end of the cylinder. The other end occasionally winks with a vibrant green glow, between which the object emits short, chirping tones.*

Depressing the stud generates a shimmering silver portal in a random unoccupied square adjacent to the character holding the beacon. The portal reflects a distorted image of the area around its far side, and it emits a soft sizzling sound. It remains for 1 minute before closing. Stepping into the portal or inserting an appendage or a held object into the portal causes a character to be yanked into the shimmering disc. Objects thrown at the portal vanish similarly.

Creatures and objects that enter the portal appear in area 1A.

If no character or object enters the portal for 1 minute, or if a character fails to push the button within 5 minutes of finding the transit beacon, the beacon goes silent and stops emitting light for a few hours. It then resumes beeping and flashing for 5 minutes, continuing this pattern.

## Conclusion

Ythrilnaw sent the now-dead mind flayer as a scout to locate another victim. The illithids do not yet fully understand the portals, occasionally resulting in accidents such as this one. When the scout does not return after 24 hours, Ythrilnaw sends a team to determine what became of it. In this event, the mind flayer unseen and the grimlocks from area 5 appear in the midst of the party and attack. They attempt to take as many prisoners as possible before returning through the portal.

## LUNAR CITADEL

The base known to the illithids as the Lunar Citadel was created by a lost race that held dominion over numerous worlds. It served as a way point, at which clones of the lost race were produced. Using their ships, the clones created here would colonize more worlds for the lost race. (The reasons for the waning population and ultimate disappearance of the lost race are left to you.)

Creatures reach the Lunar Citadel by using the transit system of the lost race, a technology that enables the creation of portals similar to those used by planar travelers. These portals exit in the basement of the transit and administrative building that housed the crew of the base. The building is now home to the illithids' thralls.

By way of two enclosed walkways, this building connects to a two-story research lab and the cloning center that Ythrilnaw now operates. A short passage links these two structures, enabling the mind flayers and their thralls to move quickly through the citadel.

### Features of the Citadel

The lost race employed technology unlike any the world has seen. A number of the citadel's general features, described below, are devices of this sort.

**Dimensional Lock:** Hidden machinery dampens extradimensional travel inside the base, preventing occupants from mistakenly teleporting themselves outside. Other than portals created through technological means such as the transit beacon, ritual portal magic (including Planar Portal) fails to function. A character trained in Arcana can sense this effect.

**Doors:** Door panels slide into adjacent walls. Unless otherwise noted, a door opens when a creature pushes on it as a free action. It closes again at the end of the opening creature's next turn. An open door can be closed with a minor action by touching a glowing orb that appears on either side of the doorway.

A door can be forced open by using a lever and a DC 31 Athletics check. A door can also be attacked and destroyed (AC/Reflex 10, Fortitude 21; immune to fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage; hp 120).

**Grav Tubes:** These hollow pillars have archways cut into either side. They are made of an unbreakable clear material and provide access to other levels of the base by swiftly moving creatures up or down. Unattended objects placed in a tube float in place.

After stepping into a tube, a creature that indicates up or down (a free action) is conveyed one level in the indicated direction. This travel counts as 1 square of movement. Any creature that ends its turn in a tube is pushed into the floor area of the adjacent level. If an object or a creature blocks a tube, or a tube is sealed, the tube does not convey creatures in the direction of the blockage.

Nonfunctional tubes are treated as pits. A character can climb up or down a nonfunctional tube with DC 25 Athletics checks.

Metal hatches can seal tubes between floors. Control panels control such hatches as if they were doors.

**Illumination:** Light throughout the complex emanates from glowing panels set in the ceiling every 10 to 20 feet. Each panel sheds bright light for 10 squares. Any attack against a panel destroys it, potentially changing the lighting in an area. The default light level is described in each area.

**Language:** The piping tones of the lost race's language are sometimes outside the range of normal humanoid hearing. Some creatures, particularly beasts, find hearing the tones uncomfortable. The written form of the language is patterns of interlocking triangles arranged at varying angles.

If a character can understand the language of the lost race, he or she gains a +4 bonus to interact with the race's technology. In addition, such a character can make use of written information such as hallway directions and room labels.

**Observation Spheres:** Black spheres near the ceiling in every area enable Ythrilnaw to monitor the citadel from the control panel in area 10. The ulitharid can make Perception checks to see and hear into any area of the complex (Stealth DC 25 to avoid Ythrilnaw's scrutiny). The spheres do not allow the use of darkvision through them.

Where control panels permit the operation of certain spheres, the adventurers can view the rooms in an encounter area through the spheres or can turn the spheres off.

The ulitharid can also use the spheres to project its image and communicate with the party. It relishes tormenting the characters because it rarely interacts with creatures from the world. When Ythrilnaw uses this ability, the black sphere in the area glows slightly (Perception DC 31 to notice).

Destroying, deactivating, or covering a sphere prevents anyone from monitoring its room. Each sphere can be attacked (AC/Reflex 5, Fortitude 10; immune to fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage; vulnerable 10 lightning; hp 25). Ythrilnaw does not have the means to repair spheres that are destroyed.

**Walls:** The walls are constructed of smooth metal panels that are impossible to climb with Athletics checks.

**Windows:** The complex is dotted with windows revealing the lunar landscape beyond the base. Smaller windows provide a narrow view of the rocky surface of the moon. Larger windows, such as those in the garden (5B), reveal the adventurers' planet below and indicate how far the portal has transported the party. Windows are impervious to damage.

#### The first time a character looks outside, read:

*The landscape beyond this citadel is a rock-strewn wasteland. A remarkably clear night sky is visible, although the constellations appear in unfamiliar locations. An odd orb of blue, green, and white has replaced the moon.*

## Control Panels

Control panels scattered throughout the citadel operate and manage its systems.

A character must be adjacent to a control panel to discern its function or operate it. A character attempting to use a panel makes a skill check or an ability check, modified by you according to the player's description of what his or her character is doing.

Panels in the same area are linked, so that lighting and doors in that area can be controlled from multiple locations.

**Operating Cues:** When operated, a panel emits auditory cues in the language of the lost race. These vocalizations are audible to anyone nearby. A character who has previously used a control panel successfully or who understands the language of the lost race gains a +4 bonus to Intelligence checks and skill checks made to discern a panel's function, operate its controls, or destroy the control panel.

**Discern Function:** Intelligence DC 17 (standard action). *Success:* The character understands one of the panel's functions and can attempt the operate controls action (see the entry below) to use that function. *Failure (12 or lower):* The character cannot attempt the operate controls action on this panel. *Special:* If a character has discerned a specific panel function, he or she can use the same function on any panel that performs that function without having to make checks.

**Operate Controls:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have discerned the function he or she wishes to perform. *Success:* The character causes the panel to perform the intended function. Default controls are described below. Some control panels have additional functions detailed in an area's description.

**Destroy:** Athletics or Thievery DC 31 (standard action). *Success:* The panel is rendered inoperable, and the controls are locked to their current settings. *Failure (26 or lower):* Any creature adjacent to the panel takes 10 lightning damage.

## TECH APPEARANCE

Though the players might guess the identity of the technological devices they encounter, their characters should be entirely unfamiliar with high technology. Describe the citadel in terms the characters, rather than the players, understand. For example, Ythrill-naw's projection is not a hologram, but a flickering illusion or apparition.

A panel can also be attacked (AC/Reflex 5, Fortitude 10; immune to fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage; vulnerable 10 lightning; hp 100). Whenever a panel takes damage, any creature adjacent to the panel takes 10 lightning damage.

**Functions:** All control panels feature the following default functions.

**Lighting:** Any or all lights in the area linked to the panel can be set to bright, dim, or none.

**Doors:** All doors, hatches, and grav tubes in the area linked to the panel can be opened, closed, or locked.

**Query:** A display provides a visual demonstration of the use of a technological item in the character's possession.

**Use by Illithids:** Because the mind flayers here already know about the control panels, they don't make checks involving them, and need only to take a standard action to use a panel's function.

## ADMINISTRATION CENTER

The lowest level of the complex contains the transit machinery of the lost race. The illithids use it to travel to the world, abduct their victims, and then return indoctrinated clones. The illithids' derro servants also

lair here. This is where the party appears after using the portal in the opening event.

Grav tubes permit access between levels. Corridors on the second level lead to the laboratory (area 7) and the cloning center (area 9).

## 1. Transit Area

**Combat Encounter Level 16**      **7,900 XP**

When the adventurers arrive, they surprise the derros lurking here, though the sound of combat alerts the other creatures in the area. When the defenders are defeated, the characters can begin to assess their strange surroundings.

**Light:** Dim light.

**Monsters:** 1 derro savant, 1 derro ironguard, 10 derro thugs, 2 warped slaves.

**When the characters arrive, read:**

*An intense feeling of motion subsides as shimmering colors dissolve around you, revealing a dimly lit chamber with smooth metal walls. An archway opens into a larger space. Within that space, a flight of stairs leads up to a platform where brass cabinets emit a low hum and glimmer with lighted runes.*

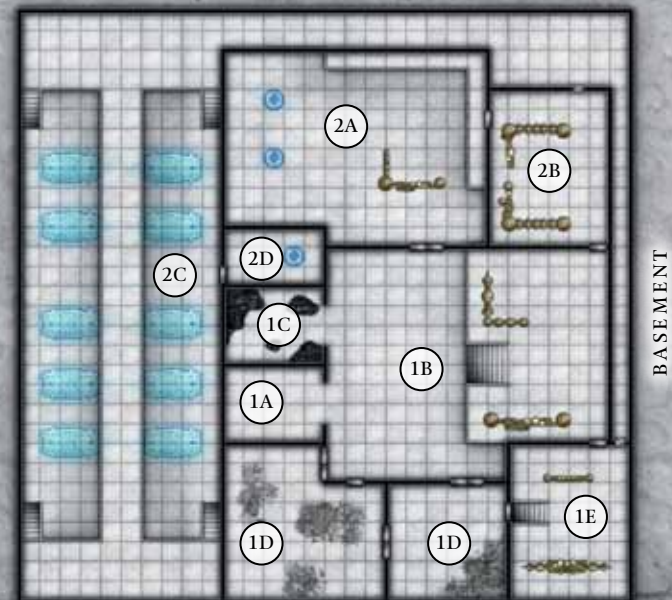
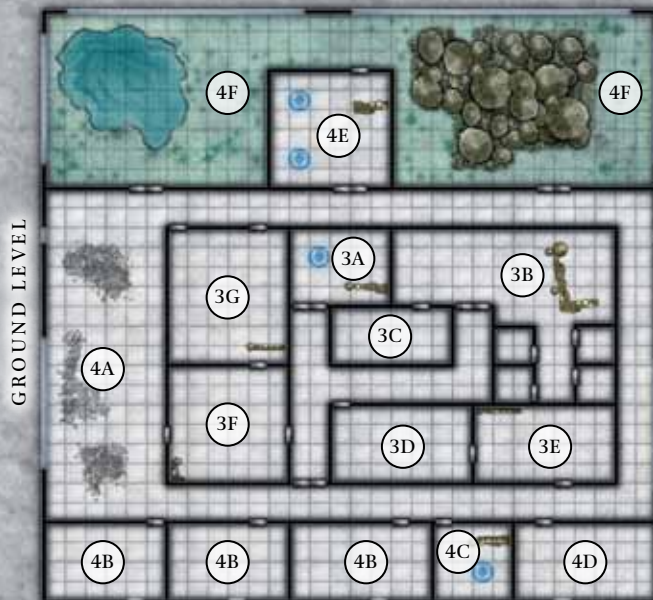
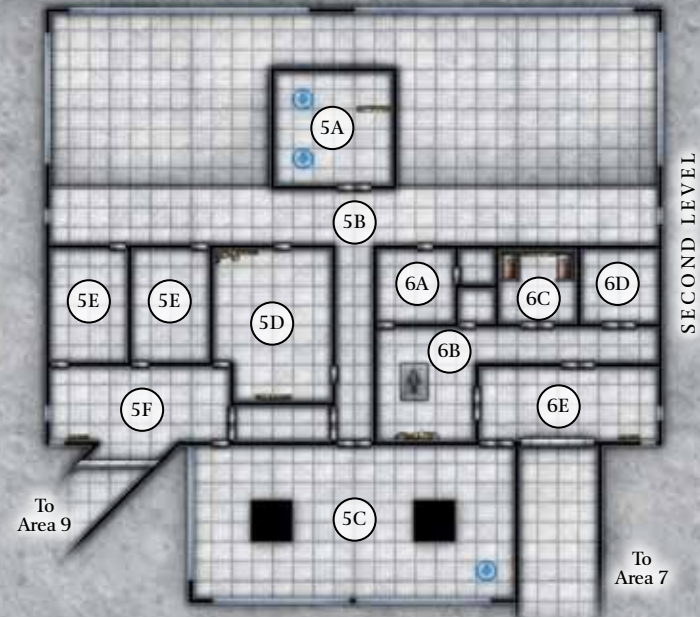
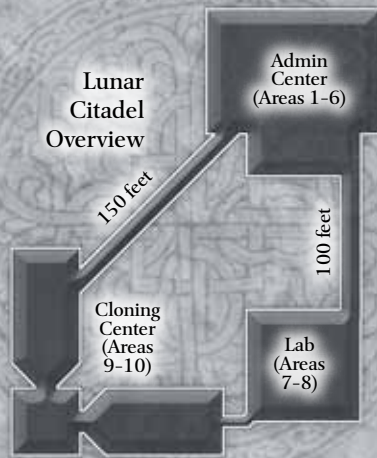
*Six short gray-skinned humanoids stand as if fascinated, staring at the cabinets with glassy white eyes. One of them possesses an elongated device that resembles an armless steel crossbow with two handles, but which is held like a staff. Blue energy occasionally shimmers across the device, while multicolored studs periodically rise, then recede from its surface.*

The derro savant and five thugs are watching the lights of the control panel. Unless the characters threw more than a couple of objects through the portal, the derros are not expecting the sudden appearance of enemies in the transit room (1A). The characters surprise the monsters in the control room (1B) unless they hesitate in attacking.

When battle is joined, the noise of combat quickly draws the derro ironguard, the remaining derro thugs,

# Administration Center

One square = 5 feet





and the warped slaves from the workshops (1D). They arrive at the start of the second round.

**Treasure:** The derro savant carries a *portal gun*, but the creature is unfamiliar with its true function. Instead, the derro treats it as a staff and a badge of leadership.

**1A. Transit Room.** This bare room permits travel to and from the world below. The floor is a sheet of strange polished metal. When the control panels in area 1B open a portal, it appears here.

**1B. Control Room.** The ceiling here is 20 feet above the floor and the stairs lead 10 feet up to the platform. The control panels hum with energy and are covered with glowing runes that hover above each panel's surface. An image of the characters' departure point in the world flickers among the runes.

In addition to their default functions, the control panels here control the transit system. A character can discern the following additional function for these panels.

**Open Portal:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function and must possess a working transit beacon. *Success:* A new portal opens in area 1A, leading to the characters' point of origin. *Failure (12 or lower):* A new portal opens to an unexpected location (as determined by you).

**1C. Damaged Transit Room.** The illithids sought to better understand this room by taking it apart. As a result, it no longer functions. The floor is torn up, leaving gaps exposing small metal tubes and crystalline objects. Unlike the other machinery found throughout the Lunar Citadel, these clearly damaged objects do not glow or hum.

All squares in this room are difficult terrain.

**1D. Workshops.** These rooms held spare parts and repair equipment. Some tools bear a resemblance to a blacksmith's implements, though they seem overly delicate and there is no sign of a forge. The most interesting devices were removed by the mind flayers for study, and the derros now lair here. Searching the area locates a *greater sleep grenade* that has gone unnoticed.

The remaining derro thugs and warped slaves are in these two rooms. If they hear sounds of combat from the control room, they move to investigate.

Debris here is difficult terrain.

**1E. Engineering Center.** This room was used to monitor the generator room (2C), but the controls have been secured against tampering. The illithids have not mastered the power generated by the crystal-line towers.

In addition to their default functions, the control panels here permit operation of nearby observation spheres. A character can discern the following additional function for these panels.

**Observe:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The character can activate observation spheres to view any section of area 1 and area 2.

**Secret Door:** This door is a panel flush with the wall (DC 23 Perception check to find). A concealed button beside it activates it.

#### 10 Derro Thugs

Small natural humanoid

HP 1; a missed attack never damages a minion. Initiative +9  
AC 26, Fortitude 25, Reflex 24, Will 25  
Speed 5

#### STANDARD ACTIONS

⊕ Club (weapon) ◆ At-Will

Attack: Melee 1 (one creature); +19 vs. AC

Hit: 14 damage.

#### TRIGGERED ACTIONS

Mad Sacrifice ◆ Encounter

Trigger: The thug misses with an attack.

Effect (Free Action): The attack instead hits, and the thug drops to 0 hit points.

Str 13 (+8)

Dex 14 (+9)

Wis 6 (+5)

Con 18 (+11)

Int 8 (+6)

Cha 16 (+10)

Alignment chaotic evil Languages Common, Deep Speech  
Equipment leather armor, light shield, club

<b>Derro Savant</b>	<b>Level 16 Controller</b>	
Small natural humanoid	XP 1,400	
<b>HP</b> 154; <b>Bloodied</b> 77	<b>Initiative</b> +10	
<b>AC</b> 30, <b>Fortitude</b> 27, <b>Reflex</b> 28, <b>Will</b> 29	<b>Perception</b> +6	
<b>Speed</b> 5, teleport 3	Darkvision	
STANDARD ACTIONS		
⚔ <b>Scourge</b> (weapon) ◆ <b>At-Will</b>		
Attack: Melee 1 (one creature); +21 vs. AC		
Hit: 3d8 + 11 damage, and the target takes a -2 penalty to attack rolls until the end of the savant's next turn.		
🌀 <b>Mind Scourge</b> (implement, psychic) ◆ <b>At-Will</b>		
Attack: Ranged 5 (one creature); +19 vs. Will		
Hit: 3d6 + 8 psychic damage, and the target chooses either to take ongoing 10 psychic damage (save ends) or be dazed (save ends).		
🪞 <b>Window to Madness</b> (implement, psychic, zone) ◆ <b>Recharge</b> when this power's zone ends		
Effect: The savant creates a zone in an area burst 1 within 10 squares centered on an ally. The zone lasts until the end of the encounter. A nonderro that enters the zone or ends its turn there takes 10 psychic damage. The savant can end the zone as a minor action.		
MINOR ACTIONS		
💃 <b>Dance of Madness</b> ◆ <b>At-Will</b>		
Effect: The savant slides each creature within the zone created by <i>window to madness</i> 2 squares.		
FREE ACTIONS		
👊 <b>Strength of Madness</b> ◆ <b>Encounter</b>		
Requirement: The savant can use <i>strength of madness</i> only during its turn.		
Effect: Roll a d6 and add the result as a power bonus to the savant's attack rolls until the end of its next turn. In addition, the savant grants combat advantage until the end of its next turn.		
<b>Skills</b> Arcana +18		
<b>Str</b> 9 (+7)	<b>Dex</b> 14 (+10)	<b>Wis</b> 6 (+6)
<b>Con</b> 18 (+12)	<b>Int</b> 21 (+13)	<b>Cha</b> 23 (+14)
<b>Alignment</b> chaotic evil <b>Languages</b> Common, Deep Speech, telepathy 10		
<b>Equipment</b> scourge, orb		

<b>Derro Ironguard</b>	<b>Level 15 Soldier</b>	
Small natural humanoid	XP 1,200	
<b>HP</b> 150; <b>Bloodied</b> 75	<b>Initiative</b> +9	
<b>AC</b> 31, <b>Fortitude</b> 27, <b>Reflex</b> 24, <b>Will</b> 27	<b>Perception</b> +5	
<b>Speed</b> 5	Darkvision	
STANDARD ACTIONS		
⚔ <b>Spear</b> (weapon) ◆ <b>At-Will</b>		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 3d8 + 10 damage, or 3d8 + 15 against prone targets.		
⚔ <b>Hooking Jab</b> (weapon) ◆ <b>At-Will</b>		
Requirement: The ironguard must not have a creature grabbed.		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 2d8 + 5 damage, or 2d8 + 10 against prone targets, and the target is grabbed.		
MINOR ACTIONS		
⚔ <b>Unbalancing Thrust</b> (weapon) ◆ <b>At-Will</b> (1/round)		
Requirement: The ironguard must be wielding a spear.		
Attack: Melee 1 (one creature grabbed by the ironguard); +20 vs. Fortitude		
Hit: The target falls prone.		
FREE ACTIONS		
👊 <b>Strength of Madness</b> ◆ <b>Encounter</b>		
Requirement: The ironguard can use <i>strength of madness</i> only during its turn.		
Effect: Roll a d6 and add the result as a power bonus to the ironguard's attack rolls until the end of its next turn. In addition, the ironguard grants combat advantage until the end of its next turn.		
<b>Skills</b> Intimidate +17, Thievery +12		
<b>Str</b> 17 (+10)	<b>Dex</b> 10 (+7)	<b>Wis</b> 6 (+5)
<b>Con</b> 22 (+13)	<b>Int</b> 15 (+9)	<b>Cha</b> 20 (+12)
<b>Alignment</b> chaotic evil <b>Languages</b> Common, Deep Speech		
<b>Equipment</b> scale armor, spear		

<b>2 Warped Slaves</b>	<b>Level 16 Brute</b>	
Large aberrant humanoid	XP 1,400 each	
<b>HP</b> 193; <b>Bloodied</b> 96	<b>Initiative</b> +11	
<b>AC</b> 28, <b>Fortitude</b> 29, <b>Reflex</b> 26, <b>Will</b> 29	<b>Perception</b> +7	
<b>Speed</b> 6 (can't shift)	Darkvision	
TRAITS		
🌀 <b>Disintegrating Mind</b> (psychic) ◆ <b>Aura</b> 1		
Any enemy that ends its turn within the aura takes 5 psychic damage. Whenever a derro within the aura uses <i>strength of madness</i> , the warped slave can use <i>tentacle</i> as a free action.		
STANDARD ACTIONS		
⚔ <b>Bite</b> ◆ <b>At-Will</b>		
Attack: Melee 1 (one creature); +21 vs. AC		
Hit: 3d12 + 6 damage.		
⚔ <b>Tentacle</b> ◆ <b>At-Will</b>		
Attack: Melee 2 (one creature); +19 vs. Reflex		
Hit: 2d12 + 6 damage, and the warped slave grabs the target. The warped slave then pulls the target 1 square.		
👊 <b>Flailing Tentacles</b> ◆ <b>At-Will</b>		
Requirement: The warped slave must be bloodied.		
Attack: Close burst 2 (enemies in burst); +21 vs. AC		
Hit: 2d12 + 6 damage, and the warped slave pulls the target 1 square.		
<b>Str</b> 18 (+12)	<b>Dex</b> 16 (+11)	<b>Wis</b> 8 (+7)
<b>Con</b> 23 (+14)	<b>Int</b> 4 (+5)	<b>Cha</b> 23 (+14)
<b>Alignment</b> chaotic evil <b>Languages</b> Common, Deep Speech		

**Tactics:** The derro savant uses *window to madness* on thugs in the midst of enemies, following up with *dance of madness* to move thugs into position to gain combat advantage. It then uses *mind scourge* while remaining behind its allies.

The ironguard defends the savant, focusing attacks on characters who try to engage the savant in melee.

Warped slaves use their *tentacle* power to draw foes into their aura and closer to the ironguard and thugs. They know to avoid the savant's *window to madness* zone.

The derros are thralls of the illithids, turning their race's typical madness into fanaticism. Even faced with overwhelming force, they do not retreat.

If the characters retreat, the derros contain them while awaiting guidance from Ythrlnaw. The ulitharid sends the creatures from area 2 to aid the monsters



here. After the creatures from area 2 arrive, including the rakshasas, the combined force attacks and attempts to take captives for cloning.

## Conclusion

**Captives:** If captured, the derros cackle madly and shout, “Wait till you see the sky!” They have no understanding of how the devices here operate, but they are aware of the secret door in area 1E.

**Transit Beacon Burnout:** When it is returned to the Lunar Citadel, the malfunctioning transit beacon that the characters recovered in the opening event burns out. This safety feature is intended to prevent a faulty beacon from being used.

After 5 minutes, or if the characters try to open another portal, the beacon emits a wavering, high-pitched tone. The device smokes and hisses, then falls silent and ceases to glow.

In conjunction with the controls in area 1B, a transit beacon enables creatures to come and go from the Lunar Citadel. Unless they obtain a new beacon, the characters are marooned. A character who discerns the “open portal” function for the panels in area 1B understands the party’s predicament.

## 2. Access Center

**Combat Encounter Level 17      9,700 XP**

Ythrilnaw takes note of the party’s arrival, thanks to the observation spheres. The ulitharid addresses the characters when they enter the access hall (2A), locks the doors to area 1B, and orders a pair of rakshasas to lead derros from area 2C against the intruders. See the Tactics section for more information.

**Light:** Bright light.

**Monsters:** 2 rakhasa archers, 2 derro harvesters, 2 derro ironguards, 10 derro thugs.

### When the characters enter area 2A, read:

*This large chamber houses a humming, glowing cabinet similar to those in the area of your arrival. An elevated walkway with a railing is suspended in one corner of the room. Two illuminated columns of blue glass reach from the floor to the ceiling at one end of the chamber, with a pair of openings in each one.*

*An eight-foot tall spectral humanoid stands in the center of the room, hovering several inches above the floor. Six tentacles dangle from its bulbous head, reaching to below its waist. Its hollow voice seems to emerge from the ceiling above it.*

*“At least your ignorance has left the portal undamaged. The broken beacon is of little consequence. In fact, it ensures you will be staying. I would prefer to have you to dinner, but I am afraid I can take no chances. The plan cannot be revealed before its time.”*

*The dim light shifts from white to red, and the glowing columns go dark.*

**Passive Perception DC 16:** The character sees a device clutched in one of the mind flayer’s tentacles, recognizing it as a transit beacon like the one that brought the party here.

**Dungeoneering DC 31:** The character identifies Ythrilnaw as an ulitharid, a powerful mind flayer revered by others of its kind.

If the characters bypass area 2A, Ythrilnaw addresses them through an observation sphere elsewhere.

**2A. Access Hall.** This room provides access to the personnel quarters and formerly served as a check-point, monitoring the use of the transit portals. The ceiling here is 20 feet high, and the elevated walkway is 10 feet above the floor.

**Grav Tubes:** These tubes, which lead to area 4E, have been sealed by Ythrilnaw. Characters can use the control panel here to unseal them and unlock the door to area 1B.

**2B. Guard Post.** Guards used to monitor the access hall from here. Ythrilnaw uses its own control panel to handle those functions now.

In addition to their default functions, the control panels here can also access observation spheres to show areas 1-5. A character can discern the observe function (see area 1E, page 7) for these panels.

**Secret Door:** This door is a panel flush with the wall (DC 23 Perception check to find). A concealed button beside it activates it.

**2C. Generator Room.** The floor of this room is 30 feet below the walkway that bisects the room. The ceiling rises 10 feet above the walkway.

**Crystalline Machinery:** The carved crystalline machines that power the transit system shimmer with pale blue light and emit a humming sound. The force they channel has the side effect of magnifying ambient energy in the area. Whenever a creature adjacent to one or more machines takes untyped damage, that creature takes 5 extra damage.

Attacking a machine causes a backlash that deals 20 lightning damage to the attacker. The machine then stops glowing and humming and ceases functioning for 1 hour. If half or more of the pillars are disabled, the transit system does not work.

**Stairways:** The steep stairs down to the floor are difficult terrain. A creature can ignore the difficult terrain by succeeding on a DC 23 Acrobatics check.

**2D. Emergency Access.** This plain room features a single grav tube leading up to area 3A. Because it is for emergency use, it cannot be sealed.

2 Rakshasa Archers		Level 15 Artillery	
Medium natural humanoid		XP 1,200 each	
<b>HP 110; Bloodied 55</b>		<b>Initiative +12</b>	
<b>AC 28, Fortitude 24, Reflex 26, Will 25</b>		<b>Perception +16</b>	
<b>Speed 6</b>		Low-light vision	
STANDARD ACTIONS			
Ⓢ <b>Claw</b> ♦ <b>At-Will</b>			
Attack: Melee 1 (one creature); +20 vs. AC			
Hit: 2d6 + 6 damage, and ongoing 5 damage (save ends).			
Ⓢ <b>Longbow</b> (weapon) ♦ <b>At-Will</b>			
Attack: Ranged 20 (one creature); +22 vs. AC. The rakshasa makes two attack rolls and uses either result.			
Hit: 1d10 + 9 damage.			
Ⓢ <b>Double Attack</b> ♦ <b>At-Will</b>			
Effect: The rakshasa uses <i>longbow</i> twice, making each attack against a different target.			
Ⓢ <b>Ghost Arrow</b> (necrotic, weapon) ♦ <b>Recharge</b> ☼ ☼			
Attack: Ranged 20 (one creature); +20 vs. Reflex			
Hit: 3d10 + 18 necrotic damage, and the target cannot spend healing surges (save ends).			
MINOR ACTIONS			
Ⓢ <b>Deceptive Veil</b> (illusion) ♦ <b>At-Will</b>			
Effect: The rakshasa disguises itself to appear as a Medium humanoid until it uses <i>deceptive veil</i> again or until it drops to 0 hit points. Other creatures can make a DC 35 Insight check to discern that the form is an illusion.			
TRIGGERED ACTIONS			
Ⓢ <b>Illusory Escape</b> (illusion) ♦ <b>Recharge</b> when first bloodied			
Trigger: An enemy makes a ranged attack against the rakshasa.			
Effect ( <i>Immediate Reaction</i> ): The rakshasa becomes invisible, and an illusion of it appears in its square. The transition is indiscernible to observers, and the illusion lasts until the start of the rakshasa's next turn or until a creature attacks the illusion. After the illusion appears, the rakshasa shifts up to its speed.			
<b>Str 17 (+10)</b>	<b>Dex 20 (+12)</b>	<b>Wis 18 (+11)</b>	
<b>Con 14 (+9)</b>	<b>Int 12 (+8)</b>	<b>Cha 14 (+9)</b>	
<b>Alignment</b> evil		<b>Languages</b> Common	
<b>Equipment</b> longbow, 20 arrows			

2 Derro Harvesters		Level 15 Lurker	
Small natural humanoid		XP 1,200 each	
<b>HP 116; Bloodied 58</b>		<b>Initiative +17</b>	
<b>AC 30, Fortitude 27, Reflex 28, Will 26</b>		<b>Perception +10</b>	
<b>Speed 6</b>		Darkvision	
TRAITS			
<b>Combat Advantage</b>			
The harvester deals 2d6 extra damage against any creature granting combat advantage to it.			
STANDARD ACTIONS			
Ⓢ <b>War Pick</b> (weapon) ♦ <b>At-Will</b>			
Attack: Melee 1 (one creature); +20 vs. AC			
Hit: 3d8 + 10 damage.			
Ⓢ <b>Harvest</b> (weapon) ♦ <b>At-Will</b>			
Requirement: The harvester must have started its turn hidden from the target.			
Attack: Melee 1 (one creature); +18 vs. Fortitude			
Hit: The target falls unconscious (save ends).			
<b>Flee to the Shadows</b> ♦ <b>At-Will</b>			
Effect: The harvester moves its speed. If it has concealment at the end of its move, it can attempt a Stealth check to become hidden.			
<b>Life in Chains</b> ♦ <b>Encounter</b>			
Requirement: The harvester must be holding shackles.			
Effect: The harvester shackles one Medium or smaller helpless creature that is adjacent to it until the creature succeeds at using the escape action against the harvester. While shackled, the creature is restrained. In addition, it falls prone whenever it is hit by a melee attack.			
FREE ACTIONS			
<b>Strength of Madness</b> ♦ <b>Encounter</b>			
Requirement: The harvester can use <i>strength of madness</i> only during its turn.			
Effect: Roll a d6 and add the result as a power bonus to the harvester's attack rolls until the end of its next turn. In addition, the harvester grants combat advantage until the end of its next turn.			
<b>Skills</b> Stealth +18			
<b>Str 10 (+7)</b>	<b>Dex 22 (+13)</b>	<b>Wis 6 (+5)</b>	
<b>Con 20 (+12)</b>	<b>Int 11 (+7)</b>	<b>Cha 17 (+10)</b>	
<b>Alignment</b> chaotic evil		<b>Languages</b> Common, Deep Speech	
<b>Equipment</b> leather armor, war pick, 1 set of shackles			

2 Derro Ironguards		Level 15 Soldier	
Small natural humanoid		XP 1,200 each	
<b>HP 150; Bloodied 75</b>		<b>Initiative +9</b>	
<b>AC 31, Fortitude 27, Reflex 24, Will 27</b>		<b>Perception +5</b>	
<b>Speed 5</b>		Darkvision	
STANDARD ACTIONS			
Ⓢ <b>Spear</b> (weapon) ♦ <b>At-Will</b>			
Attack: Melee 1 (one creature); +20 vs. AC			
Hit: 3d8 + 10 damage, or 3d8 + 15 against prone targets.			
Ⓢ <b>Hooking Jab</b> (weapon) ♦ <b>At-Will</b>			
Requirement: The ironguard must not have a creature grabbed.			
Attack: Melee 1 (one creature); +20 vs. AC			
Hit: 2d8 + 5 damage, or 2d8 + 10 against prone targets, and the target is grabbed.			
MINOR ACTIONS			
Ⓢ <b>Unbalancing Thrust</b> (weapon) ♦ <b>At-Will</b> (1/round)			
Requirement: The ironguard must be wielding a spear.			
Attack: Melee 1 (one creature grabbed by the ironguard); +20 vs. Fortitude			
Hit: The target falls prone.			
FREE ACTIONS			
<b>Strength of Madness</b> ♦ <b>Encounter</b>			
Requirement: The ironguard can use <i>strength of madness</i> only during its turn.			
Effect: Roll a d6 and add the result as a power bonus to the ironguard's attack rolls until the end of its next turn. In addition, the ironguard grants combat advantage until the end of its next turn.			
<b>Skills</b> Intimidate +17, Thievery +12			
<b>Str 17 (+10)</b>	<b>Dex 10 (+7)</b>	<b>Wis 6 (+5)</b>	
<b>Con 22 (+13)</b>	<b>Int 15 (+9)</b>	<b>Cha 20 (+12)</b>	
<b>Alignment</b> chaotic evil		<b>Languages</b> Common, Deep Speech	
<b>Equipment</b> scale armor, spear			

<b>10 Derro Thugs</b>	<b>Level 14 Minion Brute</b>	
Small natural humanoid	XP 250 each	
<b>HP</b> 1; a missed attack never damages a minion. <b>Initiative</b> +9		
<b>AC</b> 26, <b>Fortitude</b> 25, <b>Reflex</b> 24, <b>Will</b> 25 <b>Perception</b> +5		
<b>Speed</b> 5      Darkvision		
<b>STANDARD ACTIONS</b>		
Ⓢ <b>Club</b> (weapon) ♦ <b>At-Will</b>		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 14 damage.		
<b>TRIGGERED ACTIONS</b>		
<b>Mad Sacrifice</b> ♦ <b>Encounter</b>		
Trigger: The thug misses with an attack.		
Effect (Free Action): The attack instead hits, and the thug drops to 0 hit points.		
<b>Str</b> 13 (+8)	<b>Dex</b> 14 (+9)	<b>Wis</b> 6 (+5)
<b>Con</b> 18 (+11)	<b>Int</b> 8 (+6)	<b>Cha</b> 16 (+10)
<b>Alignment</b> chaotic evil <b>Languages</b> Common, Deep Speech		
<b>Equipment</b> leather armor, light shield, club		

**Tactics:** Ythrilnaw has ordered two rakshasas to enter the area through the emergency access grav tube (area 2D). Leading one derro harvester, one derro ironguard, and five derro thugs from area 2C, they move into area 2B. From there, the derros move into area 1B, attacking from the doorway into area 2A. When the derros engage the characters, the rakshasas move onto the walkway above area 2A to snipe at the adventurers.

The derros fight to the death. The rakshasas retreat when all the derros are slain or the rakshasas are both bloodied. If they flee, the rakshasas return to area 2C and the remaining derros, hoping to exploit the effect of the crystalline machinery during combat. In area 2C, the rakshasas take up positions on the upper walkway.

## 3. Central Functions

### Exploration Encounter

The core of the ground floor presents several areas for the party to explore and gain information regarding the illithid plot. The education center provides a look at the indoctrination process, and finding the prisoner Kelm Semersted in the security center exposes the full horror of the mind flayers' plots.

**Light:** Bright light.

**Monsters:** Kelm Semersted.

Illithids are found in this area only when a new victim has been brought from the world or when a clone is being prepared for its return. Rakshasas come here to sleep or to give food to Kelm. Otherwise, the area sees little activity.

At your option, loud noise in this area can cause the creatures from area 4 to investigate.

**3A. Emergency Access.** This grav tube provides access to area 2D. Because it is for emergency use, it cannot be sealed. The control panel here cannot affect doors in areas 3B and 3C.

**3B. Security Center.** The four cells that are part of this room are used to hold abductees while the mind flayers create viable clones. When the illithids are satisfied with a clone, the prisoner becomes food for the mind flayers.

The control panel here is the only way to open the doors to the cells and the armory (area 3C). Equipment lockers in the armory can also be unlocked here. The panel can access observation spheres to show areas 1-5. A character can discern the observe function (see area 1E, page 7) for the panel.

*Kelm Semersted:* An infamous spymaster heading a guild with widespread influence, the human male Kelm Semersted is imprisoned in one of the cells. (At your discretion, you can use a different minor character here instead of Kelm. See the "Familiar Faces" sidebar, page 12).

Charming and ruthless, Kelm was valued as an ally and feared as a foe. But the guild master has been thoroughly broken by his ordeal here. His last memory of the world was sneaking into an arcanist's study. After that, he recalls being taken under guard to a place where the illithids forced him into a metal coffin. He talks of standing face to face with himself as the illithids compared him to his clones, and of being forced to watch while the mind flayers dissected faulty clones.

Kelm begs to be allowed to accompany the characters, hoping they can lead him to an exit. He is unaware that he is currently on the moon. He flees from combat unless faced with a mind flayer, in which case he is paralyzed with fear.

**3C. Armory.** Cases made of unbreakable clear material contain racks housing strange devices. The illithids have removed many items for study, but several remain locked in the cases. The cases can be unlocked using the control panel in the security center (area 3B). The lockers contain two *greater sleep grenades* and a level 20 *laser pistol*<sup>T</sup>.

**3D. Officers' Lounge.** Small tables and large, comfortable chairs fill this room. On a shelf are six unbreakable crystal bottles containing a variety of exotic liquors (500 gp for each crystal bottle, plus 50 gp for the liquor).

A successful attempt to discern the function of the panel reveals that it is damaged. If tampered with, the panel causes keening music to emanate from the ceiling, drawing the attention of the grimlocks (area 4A).

**3E. Officers' Quarters.** This well-maintained room serves as the quarters for the rakshasas. A long-bow and several quivers of arrows are stored here. Three bunks have been slept in recently, indicating the presence of a third rakshasa.

The control panel here has default functions.

**3F. Artifact Museum.** Sealed cabinets display objects the lost race encountered on other worlds. The

illithids have made use of several of the cases to preserve items.

In addition to its default functions, the control panel here also opens the cases (use the default mechanic for opening doors). Additionally, the panel can activate a crystalline table that displays a map of the world. A character can discern the following additional function for the panel.

**Display Map:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The crystalline table glows pale green as an image of the world shimmers into view along its surface. The image transitions quickly, showing changes in land and settlements across the face of the planet. (You can use this effect to drop hints and create adventure hooks, allowing moderate or hard History checks to identify places displayed on the map.)

*Cases:* The cases have several items of interest within them. In addition, you can insert curiosities to be claimed as treasure, hooks for future adventures, or clues regarding the lost race.

- ◆ A bloated mind flayer is suspended in clear fluid, with its head deflated and brain removed. (This is the mind flayer whose corpse enabled Ythrilnaw to locate the Lunar Citadel.) If the case is opened, foul-smelling liquid covers the floor and the ancient corpse falls out.
- ◆ Four *nautiloids* crawl in a terrarium.
- ◆ An extensive collection of rocks and gems, some whose alien colors and textures are entirely unfamiliar to the characters, rests in the case. Ten are unworked gems of obvious value (500 gp each).

**3G. Education Center.** Rows of seats fill this room, which is used to indoctrinate clones.

In addition to its default functions, the control panel here can project holograms. A character can discern the following extra function for the panel.

**Education Programming:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* Ghostly illusions showing unfamiliar landscapes and strange architecture appear, interspersed with cities and people of influence from the world. Images of illithids occasionally manifest, accompanied by voices in Deep Speech saying, “Obey. Ythrilnaw directs you. Await your moment. Appease your superiors.”

## 4. Lodging and Recreation Areas

**Combat Encounter Level 17      9,600 XP**

Grimlock thralls linger here when they have nothing to do for their illithid masters. Ythrilnaw aids its servants by cutting the lights in this entire building as soon as the adventurers are drawn into combat.

**Perception DC 18:** The character hears the grimlocks gathering food from the garden (area 4F).

**Light:** Bright light. After 2 rounds of combat, Ythrilnaw remotely deactivates the light panels, plunging areas 3-5 into darkness. Dim light from outside continues to fill areas 4A and 4F.

**Monsters:** Intellect predator, 4 grimlock berserkers, grimlock hulk, 8 grimlock thugs.

Until the party attracts their notice, the grimlocks are gathering food in the garden (area 4F) and carrying it back to their living quarters (area 4B). Two berserkers and four thugs work near the mushroom forest, with a grimlock hulk guarding them. Two berserkers and four thugs are on their way to and from the garden. An intellect predator lurking near the garden pond is kept by Kymohl (see area 7) as a pet. The creature stays near the pond unless it suspects worthwhile prey is nearby. The other creatures in this encounter do not consider the intellect predator to be an ally.

## FAMILIAR FACES

Although Ythrilnaw has determined how to operate the cloning machinery, the illithids’ experiments have so far produced frustratingly inconsistent results. Each batch of twenty or more clones might yield one viable candidate to indoctrinate as an illithid agent. The rest of the malformed or uncontrollable clones are used for experimentation.

It is left to you to determine the appearance of clone corpses the characters encounter, as well as the living specimens discovered in the clone racks. These clones might bear the features of minor characters the adventurers have previously encountered or heard of.

You can replace Kelm Semersted with an ally or a former rival of the characters. Use Kelm’s experiences and reactions as guidelines for how humanoids from the world react to mind flayer experimentation.

**4A. Lounging Area.** This large open area is filled with trash the grimlocks have discarded. The piled refuse is difficult terrain in the marked squares.

**4B. Living Quarters.** Much of the strangely shaped furniture in these chambers has been broken or altered for use by the grimlocks. An *evasion shard* is among the debris in one of the rooms.

**4C. Grav Tube.** This grav tube leads to area 5C.

**4D. Converted Quarters.** As part of their plots, the illithids converted this chamber to look like a room at an upscale inn. Indoctrinated clones live here, believing themselves to be in the world until they are fully reintroduced to it. Ornate furniture and tapestries decorate the area. One of the tapestries is silk, embroidered with gold thread, and bejeweled (1,000 gp).

Several personal effects have been left behind by clones already sent into the world. You have an opportunity to seed clues here regarding which minor

characters have already been replaced in the world for when the party returns home.

**4E. Central Grav Tubes.** These tubes are sealed off from the basement access hall (area 2A) unless the characters have opened them. They also provide access to area 5A on the level above.

The control panel here features the default functions and can be used to unseal the tubes.

**4F. Garden.** This self-sustaining garden was a recreation area. None of the vegetation here is familiar to the adventurers. The ceiling is 30 feet high.

**When the characters enter area 4F, read:**

*The doors sweep open to reveal a carpet of lush blue-green grass. Multihued toadstools as large as small trees tower above unfamiliar shrubs and flowers, and a pond spreads out in their midst. Wide windows line the walls beneath a ceiling high above, providing a full view of the sky and the rocky landscape beyond the area.*

**Balcony:** This walkway (part of area 5B) overlooks the garden from 20 feet above.

**Pond:** This pool is difficult terrain in squares that touch dry land. It is 5 feet deep in all other squares. The water is clean and drinkable.

**Mushroom Forest:** Native to the lost race's home world, these large mushrooms produced spores that exhibited a calming effect on lost race members. The thick mushroom stalks are difficult terrain, and they provide partial cover to creatures among them.

<b>Intellect Predator</b> Medium aberrant magical beast (blind)	<b>Level 14 Controller</b> XP 1,000
<b>HP 140; Bloodied 70</b>	<b>Initiative +12</b>
<b>AC 25, Fortitude 26, Reflex 23, Will 27</b>	<b>Perception +18</b>
<b>Speed 8</b>	<b>Blindsight 10</b>
<b>Immune</b> blinded, gaze effects	
<b>STANDARD ACTIONS</b>	
⊕ <b>Claw</b> ◆ <b>At-Will</b>	
<i>Attack:</i> Melee 1 (one creature); +19 vs. AC	
<i>Hit:</i> 4d6 + 8 damage.	
⊕ <b>Body Thief</b> (charm, psychic) ◆ <b>At-Will</b>	
<i>Attack:</i> Melee 1 (one stunned creature); +17 vs. Will	
<i>Hit:</i> 2d6 + 6 psychic damage, and the target is dominated (save ends; the target takes a -2 penalty to the saving throw). While the target is dominated by the predator, the predator occupies the target's space and cannot be targeted or take damage. The predator cannot use <i>claw</i> while the target is dominated. When the target saves, the predator appears in the unoccupied space nearest to the target.	
<i>Aftersave:</i> The target is dazed (save ends).	
➤ <b>Thought Lance</b> ◆ <b>Recharge</b> ☼ ☼	
<i>Attack:</i> Ranged 10 (one creature); +17 vs. Will	
<i>Hit:</i> The target is stunned until the end of the predator's next turn.	
⚡ <b>Mind Shock</b> (psychic) ◆ <b>Encounter</b>	
<i>Attack:</i> Close burst 5 (enemies in burst); +17 vs. Will	
<i>Hit:</i> 1d6 + 6 psychic damage, and the target is dazed (save ends). In addition, the predator slides the target 1 square.	
<b>MINOR ACTIONS</b>	
🎭 <b>Puppet Master</b> (charm) ◆ <b>At-Will</b> (1/round)	
<i>Effect:</i> The predator causes the creature dominated by its <i>body thief</i> power to take a move action or a minor action.	
<b>TRIGGERED ACTIONS</b>	
🧠 <b>Mind's Resilience</b> ◆ <b>At-Will</b>	
<i>Trigger:</i> The predator takes damage while subject to an effect that a save can end.	
<i>Effect (No Action):</i> The predator makes a saving throw.	
<b>Skills</b> Stealth +17	
<b>Str 16 (+10)</b>	<b>Dex 20 (+12)</b>
<b>Con 20 (+15)</b>	<b>Wis 16 (+10)</b>
<b>Int 8 (+6)</b>	<b>Cha 22 (+13)</b>
<b>Alignment</b> chaotic evil <b>Languages</b> telepathy 10	

<b>4 Grimlock Berserkers</b> Medium natural humanoid (blind)	<b>Level 13 Brute</b> XP 800 each
<b>HP 156; Bloodied 78</b>	<b>Initiative +7</b>
<b>AC 25, Fortitude 27, Reflex 22, Will 23</b>	<b>Perception +8</b>
<b>Speed 6</b>	<b>Blindsight 10</b>
<b>Immune</b> blinded, gaze effects	
<b>TRAITS</b>	
<b>Grimlock Rage</b>	
Whenever its attack bloodies an enemy, the grimlock gains 10 temporary hit points.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Greataxe</b> (weapon) ◆ <b>At-Will</b>	
<i>Attack:</i> Melee 1 (one creature); +18 vs. AC	
<i>Hit:</i> 2d12 + 13 damage, or 2d12 + 37 damage on a critical hit.	
⊕ <b>Power Attack</b> (weapon) ◆ <b>At-Will</b>	
<i>Attack:</i> Melee 1 (one creature); +16 vs. AC	
<i>Hit:</i> 2d12 + 19 damage, or 2d12 + 43 damage on a critical hit.	
⊕ <b>Frenzied Attack</b> ◆ <b>At-Will</b>	
<i>Effect:</i> The grimlock uses <i>greataxe</i> twice against a bloodied enemy.	
<b>Skills</b> Athletics +17	
<b>Str 22 (+12)</b>	<b>Dex 12 (+7)</b>
<b>Con 16 (+9)</b>	<b>Wis 15 (+8)</b>
<b>Int 7 (+4)</b>	<b>Cha 9 (+5)</b>
<b>Alignment</b> evil <b>Languages</b> Common, Deep Speech	
<b>Equipment</b> greataxe	

<b>8 Grimlock Thugs</b> Medium natural humanoid (blind)	<b>Level 18 Minion Brute</b> XP 500 each
<b>HP 1; a missed attack never damages a minion.</b>	<b>Initiative +14</b>
<b>AC 30, Fortitude 31, Reflex 29, Will 29</b>	<b>Perception +14</b>
<b>Speed 6</b>	<b>Blindsight 10</b>
<b>Immune</b> blinded, gaze effects	
<b>STANDARD ACTIONS</b>	
⊕ <b>Greataxe</b> (weapon) ◆ <b>At-Will</b>	
<i>Attack:</i> Melee 1 (one creature); +23 vs. AC	
<i>Hit:</i> 15 damage, or 18 damage to a bloodied target.	
<b>Str 24 (+16)</b>	<b>Dex 20 (+14)</b>
<b>Con 14 (+11)</b>	<b>Wis 21 (+14)</b>
<b>Int 7 (+7)</b>	<b>Cha 9 (+8)</b>
<b>Alignment</b> evil <b>Languages</b> Common, Deep Speech	
<b>Equipment</b> greataxe	

<b>Grimlock Hulk</b>	<b>Level 16 Brute</b>
Medium natural humanoid (blind)	XP 1,400
<b>HP 190; Bloodied 95</b>	<b>Initiative +12</b>
<b>AC 28, Fortitude 30, Reflex 27, Will 27</b>	<b>Perception +12</b>
<b>Speed 6</b>	<b>Blindsight 10</b>
<b>Immune</b> blinded, gaze effects	
<b>TRAIT</b>	
<b>Bloody Wrath</b>	
The grimlock's weapon attacks deal 1d10 extra damage to bloodied targets.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Morningstar</b> (weapon) ◆ <b>At-Will</b>	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 3d10 + 15 damage, and the target falls prone.	
↵ <b>Reaping Star</b> (weapon) ◆ <b>At-Will</b>	
Attack: Close burst 1 (enemies in the burst); +21 vs. AC	
Hit: 1d10 + 17 damage, and the grimlock can push the target 1 square and knock it prone.	
<b>Skills</b> Athletics +20, Endurance +18	
<b>Str</b> 24 (+15)	<b>Dex</b> 19 (+12) <b>Wis</b> 19 (+12)
<b>Con</b> 20 (+13)	<b>Int</b> 7 (+6) <b>Cha</b> 9 (+7)
<b>Alignment</b> evil <b>Languages</b> Common, Deep Speech	
<b>Equipment</b> morningstar	

**Tactics:** As soon as the grimlocks become aware of the party, they attack and shout out an alarm. Other grimlocks and the intellect predator join the fray as soon as they can move to the area of the battle. If combat begins outside area 4F, the grimlocks make a fighting retreat toward that area until all of them have joined the battle. The grimlocks focus their attacks to quickly bloody foes, then benefit from their abilities related to that condition.

At the start of the third round, Ythrilnaw shuts off the lights throughout the building (areas 1-5) to give the grimlocks a temporary advantage. Dim light from outside fills areas 4A and 4F even with the lights out.

## Conclusion

Ythrilnaw sends a mind flayer and grimlocks from the laboratory to deal with the party. The creatures arrive 5 minutes after combat begins (see area 5).

## 5. Dining and Meeting Halls

**Combat Encounter Level 17      8,200 XP**

Reinforcements enter the building from the cloning center 5 minutes after Ythrilnaw becomes aware of the party's presence in area 4.

**Light:** None. Dim light from outside fills area 5C even with the lights out.

**Monsters:** Mind flayer unseen, rakshasa mage, 2 grimlock hulks, 2 grimlock bodyguards.

The mind flayer and its allies attempt to stalk the party after the creatures arrive in area 5F. If they do not encounter the adventurers, they make their way to the balcony (area 5B) to scan the garden for foes. If they still spot no enemies, the mind flayer sends four grimlocks down the grav tubes in area 5A to scout area 4E. The rakshasa guards the balcony while the illithid lingers in the cafeteria (area 5D) with the remaining grimlocks, listening for the intruders.

**Rakshasa's Ruse:** The rakshasa uses *deceptive veil* to appear as a half-elf named Gwen, then claims to have been abducted by the illithids. As long as the ruse holds, the rakshasa tries to learn how the characters arrived at the base while it leads them to the cafeteria.

**5A. Central Grav Tubes.** These tubes connect with area 4E on the ground level. If the tubes have been unsealed between areas 4E and 2A, a creature can proceed all the way to the basement level.

The control panel here features the default functions and can be used to unseal the tubes.

**5B. Garden Balcony.** This balcony looks down on the garden (area 4F) 20 feet below.

**5C. Observation Deck.** Two large columns support the ceiling 40 feet overhead. Windows provide a view of the other two modules (the cloning center and the laboratory) and the access corridors leading to them. Lights can be seen in the cloning center, but the laboratory is dark.

The grav tube here leads to area 4C.

**When the characters enter area 5C, read:**

*Two thick columns stretch to the roof high overhead. The ceiling and walls are set with panoramic windows revealing the bleak landscape beyond.*

*A pair of enclosed bridges can be seen leading to two more structures in the distance. Although one glimmers with light that suggests activity, the other building appears dark and empty.*

**5D. Cafeteria.** This large room is a dining hall. A successful DC 25 Perception check as part of a thorough search of the area locates a *nautiloid* crawling beneath a cabinet.

In addition to their default functions, the control panels here dispense food. A character can discern the following additional function for these panels.

**Dispense Food:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* A slot expels a foul-smelling yet edible paste, which provides a character's food and water needs for 1 day.

**5E. Meeting Halls.** These rooms each contain a single large table and six chairs.

The tables have control panels built into them. In addition to their default functions, these control panels also operate visual displays built into the walls. The wall displays are not visible until they are activated. A character can discern the following additional function for a table's panel.

**Planning Display:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The wall display shows detailed images of areas familiar to the characters, places that the illithids have targeted for their future plans. Use these images to plant hooks for future adventures.

**5F. Access Corridor.** The control panel here features the default functions and can operate the open bulkhead door. In addition, it enables the use of an emergency protocol. Another panel 15 squares away

down the corridor has the same functions. A character can discern the following additional function for these panels.

**Barrier Protocol:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function.

*Success:* A bulkhead door next to the control panel shuts, as does the bulkhead next to the other panel with the same function. Life support shuts down in the 15 squares between these bulkheads, and the atmosphere is instantly evacuated from the area. A creature in the area takes 10 cold damage at the end of each of its turns, and could suffocate (*Rules Compendium*, page 180).

<b>2 Grimlock Hulks</b> Medium natural humanoid (blind)	<b>Level 16 Brute</b> XP 1,400 each
<b>HP 190; Bloodied 95</b>	<b>Initiative +12</b>
<b>AC 28, Fortitude 30, Reflex 27, Will 27</b>	<b>Perception +12</b>
<b>Speed 6</b>	<b>Blindsight 10</b>
<b>Immune</b> blinded, gaze effects	
<b>TRAIT</b>	
<b>Bloody Wrath</b>	
The grimlock's weapon attacks deal 1d10 extra damage to bloodied targets.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Morningstar</b> (weapon) ◆ <b>At-Will</b>	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 3d10 + 15 damage, and the target falls prone.	
↖ <b>Reaping Star</b> (weapon) ◆ <b>At-Will</b>	
Attack: Close burst 1 (enemies in the burst); +21 vs. AC	
Hit: 1d10 + 17 damage, and the grimlock can push the target 1 square and knock it prone.	
<b>Skills</b> Athletics +20, Endurance +18	
<b>Str 24 (+15)</b>	<b>Dex 19 (+12)</b> <b>Wis 19 (+12)</b>
<b>Con 20 (+13)</b>	<b>Int 7 (+6)</b> <b>Cha 9 (+7)</b>
<b>Alignment</b> evil <b>Languages</b> Common, Deep Speech	
<b>Equipment</b> morningstar	

<b>Mind Flayer Unseen</b> Medium aberrant humanoid	<b>Level 18 Lurker</b> XP 2,000
<b>HP 126; Bloodied 63</b>	<b>Initiative +20</b>
<b>AC 32, Fortitude 28, Reflex 31, Will 30</b>	<b>Perception +18</b>
<b>Speed 7</b>	<b>Darkvision</b>
<b>TRAITS</b>	
<b>Unseen Focus</b> (illusion)	
The mind flayer is invisible while it has a creature grabbed.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Tentacles</b> ◆ <b>At-Will</b>	
<i>Requirement:</i> The mind flayer must not have a creature grabbed.	
Attack: Melee 1 (one creature); +21 vs. Reflex. This attack automatically hits a dazed or stunned target.	
Hit: 1d6 + 6 damage, and the mind flayer grabs the target (escape DC 23) if it does not have a creature grabbed.	
⊕ <b>Extract Brain</b> (healing) ◆ <b>At-Will</b>	
Attack: Melee 1 (one creature grabbed by the mind flayer); +21 vs. Fortitude	
Hit: 6d6 + 20 damage, and the target is dazed until it is no longer grabbed. If the attack reduces the target to 0 hit points or fewer, the target dies and the mind flayer regains 15 hit points.	
↖ <b>Mind-Clouding Blast</b> (illusion, psychic) ◆ <b>Encounter</b>	
Attack: Close blast 5 (enemies in the blast); +21 vs. Will	
Hit: 3d8 + 7 psychic damage, and the target is dazed (save ends).	
Miss: Half damage.	
<b>MOVE ACTIONS</b>	
<b>Mental Cloak</b> (illusion, teleportation) ◆ <b>Recharge</b> when an attack hits the mind flayer	
Effect: The mind flayer teleports up to its speed, and it becomes invisible until the end of its next turn.	
<b>Skills</b> Arcana +20, Insight +18, Stealth +21	
<b>Str 18 (+13)</b>	<b>Dex 25 (+16)</b> <b>Wis 18 (+13)</b>
<b>Con 12 (+10)</b>	<b>Int 23 (+15)</b> <b>Cha 22 (+15)</b>
<b>Alignment</b> evil	<b>Languages</b> Deep Speech, telepathy 20

<b>Rakshasa Mage</b> Medium natural humanoid	<b>Level 16 Controller</b> XP 1,400
<b>HP 153; Bloodied 76</b>	<b>Initiative +10</b>
<b>AC 30, Fortitude 26, Reflex 29, Will 28</b>	<b>Perception +11</b>
<b>Speed 6</b>	<b>Low-light vision</b>
<b>STANDARD ACTIONS</b>	
⊕ <b>Claw</b> (teleportation) ◆ <b>At-Will</b>	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 3d6 + 10 damage, and the rakshasa teleports the target up to 3 squares.	
Miss: The rakshasa can teleport the target 1 square.	
✳ <b>Misleading Visions</b> (illusion, psychic) ◆ <b>At-Will</b>	
Attack: Area burst 1 within 5 (enemies in the burst); +19 vs. Will	
Hit: 2d10 + 11 psychic damage, and the rakshasa slides the target up to 4 squares.	
Miss: The rakshasa can slide the target 1 square.	
✳ <b>Visions of Terror</b> (fear, illusion, psychic) ◆ <b>Recharge</b> ☞☞	
Attack: Area burst 1 within 5 (enemies in the burst); +19 vs. Will	
Hit: 3d10 + 13 psychic damage, and the target is immobilized (save ends).	
Miss: Half damage, and the target is slowed until the end of the rakshasa's next turn.	
<b>MINOR ACTIONS</b>	
<b>Deceptive Veil</b> (illusion) ◆ <b>At-Will</b>	
Effect: The rakshasa disguises itself to appear as a Medium humanoid until it uses <i>deceptive veil</i> again or until it drops to 0 hit points. Other creatures can make a DC 36 Insight check to discern that the form is an illusion.	
<b>Persistent Image</b> (illusion) ◆ <b>At-Will</b>	
Effect: The rakshasa creates an illusion of a Medium or smaller object or creature in an unoccupied square within 10 squares of it. The illusion can be animate, but it does not produce noise. The illusion lasts until the end of the rakshasa's next turn. A creature that succeeds on a DC 22 Insight check can see through the illusion.	
<i>Sustain Minor:</i> The illusion persists until the end of the rakshasa's next turn, and the rakshasa can move the illusion up to 6 squares.	
<b>Str 12 (+9)</b>	<b>Dex 14 (+10)</b> <b>Wis 16 (+11)</b>
<b>Con 17 (+11)</b>	<b>Int 24 (+15)</b> <b>Cha 21 (+13)</b>
<b>Alignment</b> evil	<b>Languages</b> Common

<b>2 Grimlock Bodyguards</b>		<b>Level 14 Soldier</b>
Medium natural humanoid (blind)		XP 1,000 each
<b>HP 139; Bloodied 69</b>	<b>Initiative +14</b>	
<b>AC 30, Fortitude 27, Reflex 26, Will 25</b>	<b>Perception +11</b>	
<b>Speed 6</b>	<b>Blindsight 10</b>	
<b>Immune</b> blinded, gaze effects		
<b>TRAIT</b>		
<b>Bodyguard Shift</b>		
When the grimlock shifts no more than 1 square, it can slide an adjacent enemy marked by it 1 square and shift into the square the enemy vacated.		
<b>Guarded Mark</b>		
Any enemy that ends its turn adjacent to the grimlock is marked by the grimlock until the end of the enemy's next turn. Any enemy marked by the grimlock cannot gain combat advantage by flanking any grimlock bodyguard.		
<b>STANDARD ACTIONS</b>		
⊕ <b>Greatsword</b> (weapon) ◆ <b>At-Will</b>		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 3d10 + 6 damage.		
Stick and Shift ◆ <b>At-Will</b>		
Effect: The grimlock uses <i>greatsword</i> , then shifts 1 square.		
<b>TRIGGERED ACTIONS</b>		
↖ <b>Mindlash</b> (psychic) ◆ <b>At-Will</b>		
Trigger: An enemy within 5 squares of and marked by the grimlock makes an attack that does not include the grimlock as a target.		
Effect ( <i>Immediate Interrupt</i> ): Close burst 5 (the triggering enemy); 10 psychic damage		
<b>Str 23 (+13)</b>	<b>Dex 20 (+12)</b>	<b>Wis 19 (+11)</b>
<b>Con 19 (+11)</b>	<b>Int 11 (+7)</b>	<b>Cha 11 (+7)</b>
<b>Alignment</b> evil		<b>Languages</b> Common, Deep Speech
<b>Equipment</b> mismatched plate armor, greatsword		

**Tactics:** The rakshasa employs *misleading visions* and *claw* to either force foes toward the grimlocks or over the balcony. It reserves *visions of terror* to cover the mind flayer's retreat.

Opening with *mind-clouding blast*, the mind flayer then uses its *tentacles* to grab a target for its *extract brain* power. Using *mental cloak*, it performs hit-and-run attacks. If the fight goes poorly, the mind flayer retreats through the access corridor (area 5F), attempting to

reach the farther control panel and activate the barrier protocol to hinder the party. If it escapes, it waits in area 9B, joining in any combat there.

The grimlocks use their powers to keep attackers away from the rakshasa and the mind flayer.

## 6. Medical Center

**Combat Encounter Level 18 10,300 XP**

The mind flayer Kymohl uses this area to experiment with the lost race's medical technology. Absorbed in its work, the illithid pays no attention to intruders until they invade this section of the citadel.

Kymohl's obsession with technology has overridden its ties to the elder brain, making it an outcast. The knowledge Kymohl gathers concerning failed clones is the only reason Ythrilnaw allows it to remain in the Lunar Citadel.

**Light:** Dim light.

**Monsters:** Kymohl (mind flayer thrall master), 2 thoon hulks.

Using the technology here, Kymohl has created a pair of thoon hulks. These enraged creatures are sealed in the isolation room (area 6D).

**6A. Medical Lab.** Displays on the walls show anatomical graphics of a variety of familiar and unfamiliar creatures. Medical supplies fill several shelves here. Any search locates three *stimulant injectors*.

**6B. Operating Chamber.** Kymohl is here, using the area's medical machinery to dissect a failed clone of Kelm Semersted. If the real Kelm is with the party, he screams uncontrollably, then faints.

In addition to its default functions, the control panel here also operates the medical machinery. A character can discern the following additional function for the panel.

**Administer Medical Aid:** Intelligence DC 17 or Heal DC 22 (standard action). *Requirement:* The character must have successfully discerned this function, and the target of the aid must be reclining on a

medical table. *Success:* The target regains hit points as if it spent a healing surge. A creature can benefit from this treatment only once per day. *Failure (12 or lower):* The target takes 15 damage.

**When the characters enter area 6B, read:**

*A gaunt mind flayer with ashen skin toils over strange equipment, making adjustments to control panels. A mass of metal arms tipped with blades prods and cuts a bloody humanoid form on a table in the center of the room. Roars and shrieks can be heard down an adjacent corridor.*

**6C. Recovery Room.** Mind flayers use the beds in this area to nurse immature clones to full health. Devices connected to the control panel here monitor the clones.

In addition to its default functions, the control panel here also operates the medical records database. A character can discern the following additional functions for the panel.

**Medical Advice:** Intelligence DC 17 or Heal DC 22 (standard action). *Requirement:* The character must have successfully discerned this function, and the target for which advice is sought must be reclining on a medical table. *Success:* The panel's user receives a +5 bonus to the next Heal check performed on the target.

**Patient Records:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must have successfully discerned this function. *Success:* The panel displays images of clones that have recently recovered in this room, potentially revealing mind flayer spies back in the world. Use this information to plant adventure hooks—or to reveal that one of the adventurers is a clone (see the "One of Us" sidebar, page 3).

**6D. Isolation Room.** This room served as a quarantine chamber. A single bed is molded into one of its oddly soft walls. The thoon hulks created by Kymohl are confined here.



**2 Mind Flayer Level 14 Elite Controller (Leader)**  
**Thrall Masters**  
 Medium aberrant humanoid XP 2,000 each  
**HP 260; Bloodied 130 Initiative +9**  
**AC 28, Fortitude 23, Reflex 27, Will 26 Perception +10**  
**Speed 7 Darkvision**  
**Saving Throws +2; Action Points 1**

**STANDARD ACTIONS**

⚡ **Tentacles** ♦ **At-Will**  
*Requirement:* The mind flayer must not have a creature grabbed.  
*Attack:* Melee 1 (one creature); +17 vs. Reflex. This attack automatically hits a dazed or stunned target.  
*Hit:* 3d6 + 5 damage, and the mind flayer grabs the target (escape DC 21) if it does not have a creature grabbed.

⚡ **Manipulate Brain** ♦ **At-Will**  
*Attack:* Melee 1 (one creature grabbed by the mind flayer); +17 vs. Fortitude  
*Hit:* 4d6 + 10 damage, and the target is stunned until it is no longer grabbed by the mind flayer. If this attack reduces the target to 0 hit points or fewer, the mind flayer does one of the following.  
*Eat Brain (healing):* The target dies, and the mind flayer regains 20 hit points.  
*Thrall Surgery (charm):* Instead of dropping to 0 hit points or fewer, the target remains at 1 hit point. It is dominated until the mind flayer dies.

**6E. Triage Center.** Gurneys in this chamber are laden with the remains of creatures on which Kymohl has experimented. Some of the corpses might resemble minor characters familiar to the adventurers, but their deformity makes positive identification difficult (DC 23 Heal check). The adventurers can clearly note bodies that are based on the same person, providing another clue to the illithids' cloning scheme.

A character who succeeds on a DC 17 Dungeoneering check notices that most of the bodies' brains have not been consumed, contrary to expectation for the victims of mind flayers.

The control panel here can be used to unseal the bulkhead that leads to area 7.

⚡ **Mind Blast (psychic)** ♦ **Recharge** [☄][☄]  
*Attack:* Close blast 5 (enemies in the blast); +17 vs. Will  
*Hit:* 3d8 + 10 psychic damage, and the target is dazed (save ends). If the mind flayer scores a critical hit against the target, the target is dominated instead of dazed (save ends).  
*Miss:* Half damage.

**MINOR ACTIONS**

⚡ **Thrall Strike (charm)** ♦ **At-Will (1/round)**  
*Effect:* Ranged sight (one ally or creature dominated by the mind flayer). The target makes a basic attack as a free action.

**TRIGGERED ACTIONS**

⚡ **Teleport Thrall (teleportation)** ♦ **At-Will**  
*Trigger:* An enemy targets the mind flayer with a melee attack.  
*Effect (Immediate Interrupt):* Close burst 5 (one ally or creature in the burst dominated by the mind flayer). The mind flayer teleports up to 5 squares and teleports the target to the square it vacated. The triggering attack targets the target instead of the mind flayer.

**Skills** Arcana +18, Insight +15  
**Str** 14 (+9)    **Dex** 15 (+9)    **Wis** 17 (+10)  
**Con** 10 (+7)    **Int** 23 (+13)    **Cha** 20 (+12)  
**Alignment** evil    **Languages** Deep Speech, telepathy 20

**Tactics:** The moment it becomes aware of intruders in area 6, Kymohl uses the control panel to open the door to area 6D, releasing the thoon hulks. If prevented from doing so, the illithid outcast negotiates with the party, expressing an interest in any lost race technology the adventurers might be carrying. In exchange for several such items, Kymohl might permit the characters to pass unmolested through area 6E, confident that the elder brain and its guards can deal with them.

In combat, Kymohl employs *mind blast* before using *tentacles* to concentrate on dazed or dominated opponents. It creates dominated thralls with *manipulate brain* unless it is bloodied, in which case it eats the

**2 Thoon Hulks Level 22 Brute**  
 Large aberrant humanoid, mind flayer XP 4,150 each  
**HP 255; Bloodied 127 Initiative +18**  
**AC 34, Fortitude 35, Reflex 33, Will 32 Perception +19**  
**Speed 6 Darkvision**  
**Resist 10 psychic**

**STANDARD ACTIONS**

⚡ **Eviscerate** ♦ **At-Will**  
*Attack:* Melee 2 (one creature); +27 vs. AC  
*Hit:* 4d10 + 16 damage (6d10 + 16 against a creature grabbed by the Thoon hulk).

⚡ **Mind Blast (psychic)** ♦ **Recharge** [☄][☄]  
*Attack:* Close blast 5 (enemies in blast); +25 vs. Will  
*Hit:* 1d12 + 7 psychic damage, and the target is dazed (save ends).

⚡ **Call of Thoon (charm, psychic)** ♦ **Encounter**  
*Attack:* Ranged 10 (one creature); +25 vs. Will  
*Hit:* 4d12 + 20 psychic damage.  
*Effect:* The Thoon hulk pulls the target 10 squares to a square adjacent to it.

**MINOR ACTIONS**

⚡ **Tentacles** ♦ **At-Will**  
*Requirement:* The Thoon hulk must not have a creature grabbed.  
*Attack:* Melee 1 (one creature); +25 vs. Reflex  
*Hit:* The Thoon hulk grabs the target.

**TRIGGERED ACTIONS**

⚡ **Psychic Explosion (psychic)** ♦ **Encounter**  
*Trigger:* The Thoon hulk drops to 0 hit points.  
*Attack (No Action):* Close burst 2 (enemies in burst); +26 vs. Will  
*Hit:* Ongoing 15 psychic damage (save ends).

**Str** 28 (+20)    **Dex** 24 (+18)    **Wis** 26 (+19)  
**Con** 25 (+18)    **Int** 6 (+19)    **Cha** 23 (+17)  
**Alignment** evil    **Languages** Deep Speech, telepathy 10

target's brain. Kymohl keeps the thoon hulks close to dangerous party members using *teleport thrall*.

Despite their frenzied appearance, the thoon hulks obey Kymohl, fighting to the death to protect him. They use *call of thoon* to divide their opposition and keep foes from reaching their master.

## LABORATORY AND CLONING CENTER

Much of the equipment in the two-story laboratory building was shut down when the lost race departed. The illithids continue experimenting with what remains, and they have converted the space into living quarters for them, their guards, and the elder brain.

Ythrilnaw has taken great care with the cloning machinery, and that area of the citadel remains in excellent shape. Only the ulitharid and its bodyguards are permitted in the heart of the complex.

### 7. Laboratory Upper Level

**Combat Encounter Level 18 10,000 XP**

The illithids experiment with the lost race's dimensional warping technology here.

**Light:** Dim light.

**Monsters:** 2 mind flayer thrall masters, 6 ironskin warriors.

The upper level of the laboratory houses the mind flayers and their guards, as well as several chambers containing lost race technology. Currently, the illithids are experimenting with using the lost race's transit system to reach the Far Realm. They have isolated themselves while conducting this experiment, so Ythrilnaw cannot warn them of intruders.

The mind flayers are initially in area 7D. Four of the ironskin warrior minotaurs are supposed to patrol the corridors between the various chambers, but only two currently do so. Two others are in the psychic lab (area 7E), playing with the machine. The remaining minotaurs are resting in their lair (area 7B). If the guards spot intruders, they shout out to raise the alarm.

**7A. Grav Tube.** This tube leads down to area 8A. The control panel here features the default functions.

**7B. Minotaur Lair.** Rough bedding and bloody stains on the floor indicate that the minotaurs sleep

**Mind Flayer**      **Level 14 Elite Controller (Leader)**  
**Thrall Master**  
 Medium aberrant humanoid      XP 2,000

**HP 260; Bloodied 130**      **Initiative +9**  
**AC 28, Fortitude 23, Reflex 27, Will 26**      **Perception +10**  
**Speed 7**      **Darkvision**

**Saving Throws +2; Action Points 1**

**STANDARD ACTIONS**

Ⓣ **Tentacles** ♦ **At-Will**  
*Requirement:* The mind flayer must not have a creature grabbed.  
*Attack:* Melee 1 (one creature); +17 vs. Reflex. This attack automatically hits a dazed or stunned target.  
*Hit:* 3d6 + 5 damage, and the mind flayer grabs the target (escape DC 21) if it does not have a creature grabbed.

Ⓣ **Manipulate Brain** ♦ **At-Will**  
*Attack:* Melee 1 (one creature grabbed by the mind flayer); +17 vs. Fortitude  
*Hit:* 4d6 + 10 damage, and the target is stunned until it is no longer grabbed by the mind flayer. If this attack reduces the target to 0 hit points or fewer, the mind flayer does one of the following.  
*Eat Brain* (healing): The target dies, and the mind flayer regains 20 hit points.  
*Thrall Surgery* (charm): Instead of dropping to 0 hit points or fewer, the target remains at 1 hit point. It is dominated until the mind flayer dies.

and dine here. Unlike the illithids, the minotaurs are happy to eat failed clones. Among their possessions are 1,000 gp in various containers and a bejeweled gold idol of Baphomet (3,000 gp).

**7C. Illithid Chambers.** These quarters house illithids, and the rooms are filled with an assortment of devices the mind flayers use for eating and personal grooming. One such set of illithid cutlery is platinum and set with rubies (2,500 gp). A box in one of the rooms also contains 70 pp.

**7D. Portal Lab.** This lab is used to conduct experiments with the lost race's portal technology. The illithids have opened a semifunctional portal to the Far Realm. Because the technology cannot support

← **Mind Blast** (psychic) ♦ **Recharge** Ⓜ Ⓜ

*Attack:* Close blast 5 (enemies in the blast); +17 vs. Will  
*Hit:* 3d8 + 10 psychic damage, and the target is dazed (save ends). If the mind flayer scores a critical hit against the target, the target is dominated instead of dazed (save ends).

*Miss:* Half damage.

**MINOR ACTIONS**

**Thrall Strike** (charm) ♦ **At-Will** (1/round)

*Effect:* Ranged sight (one ally or creature dominated by the mind flayer). The target makes a basic attack as a free action.

**TRIGGERED ACTIONS**

**Teleport Thrall** (teleportation) ♦ **At-Will**

*Trigger:* An enemy targets the mind flayer with a melee attack.

*Effect (Immediate Interrupt):* Close burst 5 (one ally or creature in the burst dominated by the mind flayer). The mind flayer teleports up to 5 squares and teleports the target to the square it vacated. The triggering attack targets the target instead of the mind flayer.

**Skills** Arcana +18, Insight +15

**Str** 14 (+9)

**Dex** 15 (+9)

**Wis** 17 (+10)

**Con** 10 (+7)

**Int** 23 (+13)

**Cha** 20 (+12)

**Alignment** evil

**Languages** Deep Speech, telepathy 20

such a connection, the portal produces a strange effect instead (see below).

**When the characters enter area 7D, read:**

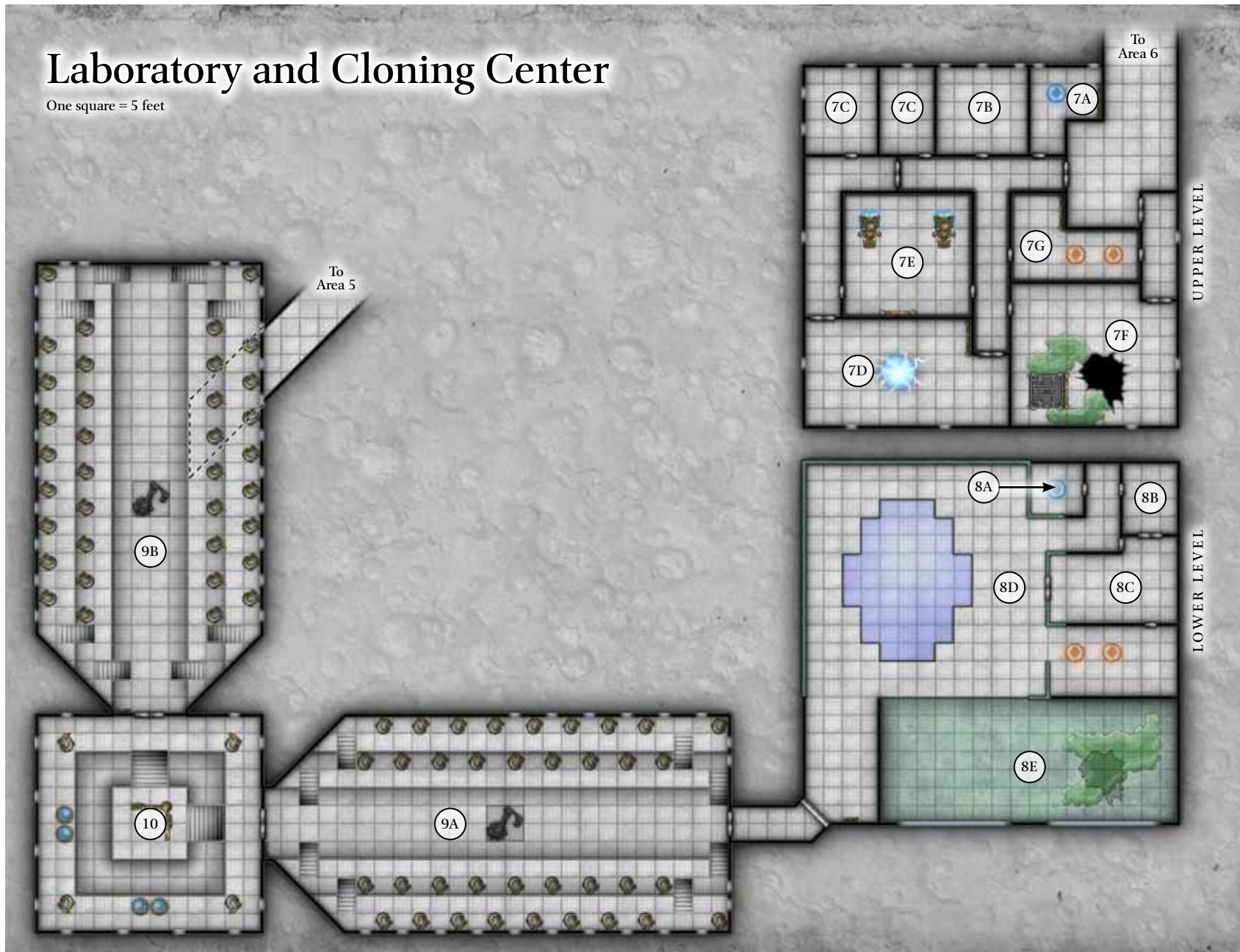
*Hanging in the air, a swirling field of light offers glimpses of a disturbing reality of twisting tentacles. One mind flayer manipulates a control panel while another stares at the writhing portal. Its tentacles squirm as if it is communicating with its cohort.*

In addition to its default functions, the control panel here operates the portal. A character can discern the following additional function for the panel.

**Close Portal:** Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement:* The character must

# Laboratory and Cloning Center

One square = 5 feet



have successfully discerned this function. *Success*: The portal disappears. *Failure*: The portal pulls each creature in the room 1 square.

**Far Realm Portal**: The field of light is a portal to the Far Realm. If a nonaberrant creature enters the portal's space, that creature is removed from play until the start of its next turn. At the start of its next turn, the creature returns in a nonhazardous, unoccupied square of your choice in the room, then takes 15 psychic damage, falls prone, and is dazed (save ends).

**7E. Psychic Lab**. This lab houses a device to manipulate clones' psyches. The lost race never completed its experiments, so the device remains unreliable.

In addition to its default functions, the control panel operates the psychic machinery. A character can discern the following additional function for the panel.

**Psychic Programming**: Intelligence DC 17 or Thievery DC 22 (standard action). *Requirement*: The character must have successfully discerned this function. *Success*: The machines in this room hum and project light into the space between them. If no creature is in a square between the machines, nothing else happens. If one or more creatures move between the machines, roll a d6 for each creature to determine the effect. Each effect lasts for 5 minutes.

1. *Hatred*: The creature treats one random creature that it can see as an enemy. A successful DC 23 Bluff check, Diplomacy check, or Intimidate check convinces the creature that its belief is erroneous, ending the effect.

2. *Fear*: The creature takes a -2 penalty to attack rolls. In addition, if it is bloodied, it flees from combat. A successful DC 23 Bluff check or Diplomacy check calms the creature, ending the effect.

3. *Despair*: The creature sobs uncontrollably, granting combat advantage. A successful DC 23 Bluff check, Diplomacy check, or Intimidate check calms the creature, ending the effect.

4. *Calm*: The creature gains a +2 power bonus to ability checks, skill checks, and saving throws.

5. *Confidence*: The creature is immune to fear effects and gains a +2 power bonus to attack rolls.

6. *Love*: The creature treats one random creature that it can see as a dear friend. The creature is susceptible to Bluff checks and Diplomacy checks from the friend, taking a -4 penalty to Insight checks made against such checks. The creature does everything it can to aid the friend, both in and out of combat.

**7F. Chemical Lab**. The devices here were among the first the illithids experimented with, leading to disastrous results. A ruined machine now continually leaks glowing goo that has dissolved a hole in the floor and pours down into area 8E. (If the carrion crawler in that area hears movement, it readies an action to attack creatures that fall into the habitat.)

The control panel here has shut down and cannot perform even default functions.

**Caustic Goo**: Any creature that enters or starts its turn in the goo takes 15 acid damage. A creature can take this damage only once per turn. Any creature that comes in contact with the goo glows for 5 minutes, taking a -10 penalty to Stealth checks.

**7G. Damaged Grav Tubes**. The grav tubes here have malfunctioned, indicated by a flashing red light. Any creature that steps into a malfunctioning tube falls 20 feet to area 8D, alerting the elder brain.

**Tactics**: When confronted by intruders, the ironskin warriors use *heart of the gorgon* to slow the adventurers while shouting for reinforcements. When the other minotaurs arrive, they enter combat with *goring charge*.

The thrall masters remain out of melee range, relying on *mind blast* and *thrall strike* as they evade their foes, fall back, and wait for *mind blast* to recharge. Given the opportunity, the mind layers force foes into the chemical lab (area 7F).

If one of the mind layers is slain, the other attempts to flee by way of the functioning grav tube (area 7A) to reach the elder brain.

6 Ironskin Warriors		Level 14 Soldier
Medium natural humanoid, minotaur		XP 1,000 each
HP 140; Bloodied 70		Initiative +15
AC 30, Fortitude 27, Reflex 26, Will 25		Perception +13
Speed 6		
Resist 10 poison		
STANDARD ACTIONS		
⚔ <b>Greataxe (weapon)</b> ♦ <b>At-Will</b>		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 2d12 + 9 damage, and the target is slowed and cannot shift (save ends both).		
⚔ <b>Goring Charge</b> ♦ <b>At-Will</b>		
Effect: The warrior charges and makes the following attack in place of a melee basic attack.		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 2d10 + 11 damage, and the target falls prone.		
⚔ <b>Heart of the Gorgon (poison)</b> ♦ <b>Encounter</b>		
Attack: Close blast 5 (enemies in blast); +17 vs. Fortitude		
Hit: 3d6 + 5 poison damage, and the target is slowed (save ends).		
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).		
Second Failed Saving Throw: The target is petrified.		
TRIGGERED ACTIONS		
⚔ <b>Ironskin Ferocity</b>		
Trigger: The warrior drops to 0 hit points.		
Effect (Immediate Interrupt): The warrior uses <i>greataxe</i> . If the attack hits, the target is immobilized until the end of the target's next turn.		
Skills Athletics +18, Endurance +17		
Str 23 (+13)	Dex 23 (+13)	Wis 23 (+13)
Con 20 (+12)	Int 20 (+12)	Cha 20 (+12)
Alignment evil		Languages Common
Equipment greataxe		

## 8. Laboratory Lower Level

Combat Encounter Level 19 13,400 XP

The elder brain lives and schemes here.

**Light:** None other than dim light in area 8E. Light panels do not function here.

**Monsters:** Elder brain, enormous carrion crawler.

**8A. Grav Tube.** This grav tube leads to area 7A.

**8B. Storage.** Ythrilnaw has a collection of technological items here for experimentation. Arrayed on several tables are two *greater sleep grenades*, two *stimulant injectors*, and a level 19 *blaster rifle*<sup>T</sup>.

**8C. Ythrilnaw's Chamber.** This room is furnished with the unusual trappings of a mind flayer, such as a furnishing of whorled stone that looks designed for reclining and similar designs on the wall. A large stone chest here contains platinum cutlery (500 gp), 90 pp, and an unusual luminescent jewel (2,500 gp).

**8D. Brain Pool.** This open space has been converted to serve as a lair for the elder brain. This creature normally rests in its pool, and it attacks intruders the moment they are detected.

**When the characters enter area 8D, read:**

*The atmosphere here is warm and thick with the odor of stagnant water. The walls are dark and glossy, and they are cast of a strange material impressed with unsettling spiral patterns. A railing blocks a drop into a larger adjoining chamber.*

*Dominating the room is an expansive pool, within which glistens an immense, quivering brain draped in tentacles. It shudders as if in response to your presence, and the air fills with palpable thoughts of pure hate.*

**Perception DC 23:** The character sees tadpole-like creatures swimming throughout the pool.

**Aberrant Walls:** Illithids sculpted the walls to emanate an aberrant aura. Nonaberrant creatures in the room take a -2 penalty to saving throws.

Elder Brain	Level 23 Elite Controller
Large aberrant magical beast (blind)	XP 10,200
HP 436; <b>Bloodied</b> 218	<b>Initiative</b> +17
AC 37, <b>Fortitude</b> 33, <b>Reflex</b> 35, <b>Will</b> 37	<b>Perception</b> +19
<b>Speed</b> 2, teleport 6	<b>Blindsight</b> 10
<b>Immune</b> blinded, gaze effects	
<b>Saving Throws</b> +2; <b>Action Points</b> 1	
TRAITS	
☼ <b>Warp Reality</b> ◆ <b>Aura</b> 5	
Any enemy that teleports while within the aura takes 10 damage.	
Absorb Thoughts	
Whenever a nonminion ally within 10 squares of the elder brain drops to 0 hit points, the elder brain makes a saving throw or a power recharge roll.	
Unseeing Telepathy	
The elder brain can communicate with other creatures telepathically even if it does not have line of effect to those creatures.	
STANDARD ACTIONS	
⚡ <b>Tentacle Warp</b> (teleportation) ◆ <b>At-Will</b>	
<b>Attack:</b> Melee 3 (one creature); +26 vs. AC	
<b>Hit:</b> 1d8 + 8 damage. The elder brain teleports the target 3 squares, and the target is immobilized until the end of the elder brain's next turn.	

**Brain Pool:** Because the elder brain and Ythrilnaw have determined that their operation cannot currently sustain more mind flayers, the brain pool is seething with mind flayer tadpoles desperate for hosts. These illithid infants magnify psychic trauma. Nonaberrant creatures have vulnerable 10 psychic while in the pool.

A creature that ends its turn in the pool is subject to the following attack as young illithids swarm in a hungry frenzy.

⚡ <b>Feeding Frenzy</b> ◆ <b>At-Will</b>
<b>Attack:</b> Melee 1 (one creature); +20 vs. Fortitude
<b>Hit:</b> 4d6 + 12 damage, and the target is slowed (save ends).
<b>First Failed Saving Throw:</b> The target is also dazed (save ends both).
<b>Second Failed Saving Throw:</b> The target is dominated by the elder brain (save ends).

⚡ **Flailing Warp** ◆ **At-Will**

**Effect:** The elder brain uses *tentacle warp* three times, making each attack against a different target.

⬅ **Mind Burst** (psychic) ◆ **Recharge** ☼ ☼ ☼

**Attack:** Close burst 5 (enemies in burst); +27 vs. Will

**Hit:** 3d8 + 6 psychic damage, and the target is dazed (save ends).

**Miss:** Half damage.

**MINOR ACTIONS**

⬅ **Sensory Overload** (psychic, teleportation) ◆ **Recharge** ☼ ☼ ☼

**Attack:** Close burst 5 (enemies in burst); +27 vs. Will

**Hit:** 2d8 + 6 psychic damage, and the target is blinded and deafened until the end of the elder brain's next turn. The elder brain then teleports the target 3 squares.

**TRIGGERED ACTIONS**

**Baleful Transfer** ◆ **At-Will**

**Trigger:** The elder brain saves against an effect.

**Effect (No Action):** An enemy within 5 squares of the elder brain is subjected to the same effect the elder brain saved against (save ends).

**Skills** Arcana +25, Bluff +24, Diplomacy +24, Dungeoneering +24,

**Str** 23 (+17)

**Dex** 23 (+17)

**Wis** 26 (+19)

**Con** 26 (+19)

**Int** 28 (+20)

**Cha** 27 (+19)

**Alignment** evil

**Languages** Deep Speech, telepathy 50

**Bulkhead Door:** This door is normally sealed. The nearby control panel can open it.

**Damaged Grav Tubes:** These tubes have malfunctioned, as indicated by a flashing red light. Characters climbing the tubes can reach area 7G above.

**Treasure:** One of a pair of *dimension hoops* sits at the edge of the pool. It is linked to the one in Ythrilnaw's possession. If the characters discover how the hoop is used, anything they send through arrives in area 10.

**8E. Creature Habitat.** This sunken habitat formerly held unusual creatures for study. It is now the domain of an enormous carrion crawler trained to the illithids' service. Plants and grass here are of the same unfamiliar types found in area 4F. The floor is 20 feet below the railing.

## 9. Clone Racks

Combat Encounter Level 17 8,000 XP

As soon as Ythrilnaw detects that the party has infiltrated this area, it unleashes a wave of clones. The ulitharid then uses the mechanical arm to attack the characters remotely from the cloning chamber.

**Light:** Bright light.

**Monsters:** 12 undeveloped clones.

**Trap:** Mechanical arm.

Ythrilnaw releases the clones into area 9A or area 9B, whichever room the party is in. The ulitharid then uses the mechanical arm remotely from area 10 to grab foes and deposit them in the empty pods.

**When the characters enter area 9A or 9B, read:**

*Tiered racks of brass cylinders, each over six feet tall, flank the walkway of this room. A glass plate set in the front of each cylinder reveals the vague image of a humanoid face within it.*

*Metal stairs provide access to the dozens of cylinders, each of which sprouts tubes and pipes that run up to the ceiling. A huge metal claw is mounted there, tending the cylinders.*

**9A and 9B. Clone Racks.** Each of these identical chambers houses cloning pods. A large mechanical arm mounted in the center of the ceiling transports the pods to and from the cloning chamber (area 10).

The doors to area 10 are locked. Because Ythrilnaw tries to override any attempt at opening them, a character who wants to do so must make a successful DC 23 Thievery check using the control panel.

In addition to their default functions, the control panels in each area operate the cloning machinery. A character can discern the following additional functions for these panels.

**Operate Mechanical Arm:** Intelligence DC 17 or Thievery DC 23 (standard action). *Special:* If Ythrilnaw is directing the arm, the character must succeed on a check whenever he or she tries to use this function.

Enormous Carrion Crawler Level 17 Elite Soldier		
Huge aberrant beast		XP 3,200
HP 332; Bloodied 166	Initiative +14	
AC 33, Fortitude 31, Reflex 30, Will 29	Perception +11	
Speed 6, climb 6 (spider climb)	Darkvision	
Saving Throws +2; Action Points 1		
TRAITS		
Threatening Reach		
The carrion crawler can make opportunity attacks against enemies within 3 squares of it.		
STANDARD ACTIONS		
⊕ Tentacles (poison) ◆ At-Will		
Attack: Melee 3 (one creature); +20 vs. Fortitude		
Hit: 2d6 + 8 damage, the carrion crawler can pull the target 1 square, and the target takes ongoing 10 poison damage and is slowed (save ends both).		
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).		
Second Failed Saving Throw: The target is stunned instead of immobilized (save ends).		
⊕ Bite ◆ At-Will		
Attack: Melee 1 (one creature); +22 vs. AC		
Hit: 2d12 + 12 damage.		
⊕ Hungry Assault ◆ At-Will		
Effect: The carrion crawler uses tentacles twice or uses tentacles once and bite once.		
⚡ Tentacle Flurry (poison) ◆ Recharge when first bloodied		
Attack: Close blast 3 (creatures in the blast); +20 vs. Fortitude		
Hit: 2d10 + 5 damage, and the target takes ongoing 10 poison damage and is slowed (save ends both).		
First Failed Saving Throw: The target is immobilized instead of slowed (save ends).		
Second Failed Saving Throw: The target is stunned instead of immobilized (save ends).		
Str 25 (+15)	Dex 18 (+12)	Wis 16 (+11)
Con 22 (+14)	Int 4 (+5)	Cha 18 (+12)
Alignment unaligned		Languages –

Caustic fluid from the leaky machinery in area 7F leaks from the hole in the ceiling 30 feet above. The glowing liquid fills the area with dim light.

**Caustic Goo:** Any creature that enters or starts its turn in the goo takes 15 acid damage. A creature can take this damage only once per turn. Any creature that comes in contact with the goo glows for 5 minutes, taking a -10 penalty to Stealth checks.

**Tactics:** When attacked, the elder brain telepathically commands the carrion crawler to emerge from its habitat. The elder brain begins combat using *mind burst*, then uses *sensory overload* to teleport enemies into the brain pool. Whenever possible, it uses *tentacle warp* to place enemies within the reach of the carrion crawler. If the carrion crawler stuns a foe, that power instead teleports the enemy into the brain pool.

When the elder brain sends a telepathic command, the carrion crawler climbs from its habitat and attacks any enemy within reach.

Although this area is not subject to observation-sphere surveillance, if the elder brain believes it is in danger, it uses *unseeing telepathy* to contact Ythrilnaw. The ulitharid opens the bulkhead remotely and sends a wave of eight undeveloped clones (see area 9) to aid the elder brain. These clones arrive at the start of the round after the elder brain calls for aid.

See the seize control countermeasure on the trap.  
**Requirement:** The character must have successfully discerned this function. **Success:** The character can direct the mechanical arm to attack a target of his or her choice.

**Open Pod:** Intelligence DC 17 or Thievery DC 22 (standard action). **Requirement:** The character must have successfully discerned this function. **Success:** The character selects up to six sealed pods to open, awakening and releasing any clones within them. If the character succeeds on the check by 5 or more, the released clones follow the character's instructions.

<b>Mechanical Arm</b> Object	<b>Level 18 Trap</b> XP 2,000
<b>Detect</b> automatic <b>HP</b> 150	<b>Initiative</b> +12
<b>AC</b> 30, <b>Fortitude</b> 30, <b>Reflex</b> 27, <b>Will</b> –	
<b>Immune</b> necrotic, poison, psychic, forced movement, all conditions, ongoing damage; <b>Vulnerable</b> 5 lightning	
<b>STANDARD ACTIONS</b>	
⚔ <b>Claw</b> ♦ <b>At-Will</b>	
<b>Attack:</b> Melee 10 (one creature); +21 vs. Reflex	
<b>Hit:</b> 3d10 + 10 damage, the target is grabbed (escape DC 23), and the arm slides the target up to 5 squares. While grabbing a creature, the arm can use <i>claw</i> only against that creature.	
<b>COUNTERMEASURES</b>	
♦ <b>Climb:</b> Athletics DC 20 (move action). <i>Two Successes:</i> The character can ascend to the arm's ceiling housing. <i>Failure (15 or lower):</i> The character falls.	
♦ <b>Disable:</b> Thievery DC 23 (standard action). <b>Requirement:</b> The character must have climbed to the arm's ceiling housing. <i>Three Successes:</i> The arm ceases to function. <i>Failure (18 or lower):</i> The character and any creature grabbed by the arm take 15 lightning damage.	
♦ <b>Seize Control:</b> Intelligence DC 17 or Thievery DC 23 (standard action). <b>Success:</b> The character can direct the arm to use <i>claw</i> once against a target of his or her choice, as well as to release any creature grabbed by the arm. <i>Failure (by 5 or more):</i> The character and any creature grabbed by the arm take 15 lightning damage.	

<b>12 Undeveloped Clones</b> Medium natural humanoid	<b>Level 18 Minion Brute</b> XP 500 each
<b>HP</b> 1; a missed attack never damages a minion. <b>Initiative</b> +12	
<b>AC</b> 30, <b>Fortitude</b> 30, <b>Reflex</b> 30, <b>Will</b> 29	
<b>Speed</b> 6	
<b>STANDARD ACTIONS</b>	
⚔ <b>Slam</b> ♦ <b>At-Will</b>	
<b>Attack:</b> Melee 1 (one creature); +23 vs. AC	
<b>Hit:</b> 16 damage, and the clone grabs the target (escape DC 23).	
<b>Str</b> 16 (+12)	<b>Dex</b> 16 (+12)
<b>Con</b> 12 (+10)	<b>Int</b> 10 (+9)
<b>Wis</b> 10 (+9)	<b>Cha</b> 12 (+10)
<b>Alignment</b> unaligned	<b>Languages</b> understands Common

**Tactics:** The clones surround characters by moving up and down the racks of pods.

Ythrilnaw, using the controls in area 10, directs the mechanical arm to trap characters in empty pods. The ulitharid focuses its attacks on any foe using the control panel to seize control of the arm or open the door to the cloning chamber.

### Cloning Pods

A Medium or smaller creature can enter or be forced into an open, empty pod. When a creature does so, the pod closes instantly and automatically.

Escaping from a pod requires a DC 23 Athletics check or Thievery check (a move action). One creature outside the pod can attempt the check to release a captured creature. If two creatures are working together, one can attempt the check while the other assists.

While within a pod, a creature is dazed and restrained. It has line of sight to the area outside the pod, and creatures outside the pod have line of sight to the creature in the pod. No line of effect extends between inside the pod and outside the pod. A creature freed from a pod is dazed (save ends).

## 10. Cloning Chamber

**Combat Encounter Level 21**    **16,400 XP**

Ythrilnaw monitors the entire Lunar Citadel from here with its bodyguards.

**Light:** Bright light.

**Monsters:** Ythrilnaw (ulitharid), 2 tanarukk steel warriors, 8 undeveloped clones.

**Trap:** Mechanical arm.

**When the characters enter area 10, read:**

*An elevated platform dominates the center of this vaulted chamber, and the pillars that support it plunge into darkness below. Metal stairs lead from the platform to a walkway around the room's perimeter. More brass and silver cylinders stand around the room.*

*Atop the platform stands the tall mind flayer that addressed you soon after your arrival. It surveys the controls before it with cold, black eyes while its tentacles work the panel. A mechanical arm descends to adjust one of the cylinders. Two demonic orcs flank the mind flayer, ready to defend their master.*

Ythrilnaw is willing to talk, but will not permit the characters to escape. At the first opportunity, the ulitharid pushes its transit beacon (spotted by the characters in event 1) through one of a pair of *dimension hoops* it carries. The beacon emerges at the brain pool (area 8D) where the matching hoop is located. If the characters took the hoop from that area, the transit beacon instead comes to them.

The ulitharid uses telepathy to taunt the adventurers, informing them that it intends to clone whoever survives the coming battle. The evil acts it intends to orchestrate will overshadow the characters' past heroic deeds.

**Control Panel:** The panel here can operate any doors, grav tubes, and observation spheres in the Lunar Citadel. The panel can also open any clone or duplication pod in the citadel. Thanks to the

**Ulitharid** **Level 21 Elite Controller**  
 Medium aberrant humanoid, mind flayer XP 6,400

**HP 386; Bloodied 193** **Initiative +16**  
**AC 35, Fortitude 32, Reflex 34, Will 33** **Perception +17**  
**Speed 7** **Darkvision**  
**Saving Throws +2; Action Points 1**

**STANDARD ACTIONS**

⊕ **Tentacles** ◆ **At-Will**  
*Attack:* Melee 2 (one creature); +24 vs. Reflex. This attack automatically hits a dazed or stunned target.  
*Hit:* 4d6 + 15 damage, and the ulitharid grabs the target (escape DC 26) if it isn't already grabbing a creature.

⊕ **Manipulate Brain** ◆ **At-Will**  
*Attack:* Melee 1 (one creature grabbed by the ulitharid); +24 vs. Fortitude  
*Hit:* 4d8 + 18 damage, and the target is stunned until it is not grabbed by the ulitharid. If this attack drops the target below 1 hit point, the ulitharid does one of the following.  
*Eat Brain (healing):* The target dies, and the ulitharid regains 30 hit points.  
*Thrall Surgery (charm):* Instead of dropping below 1 hit point, the target drops to 1 hit point, and it is dominated until the ulitharid dies.

⚡ **Mind Blast (psychic)** ◆ **Recharge** Ⓜ Ⓜ  
*Attack:* Close blast 5 (enemies in the blast); +24 vs. Will  
*Hit:* 4d8 + 16 psychic damage, and the target is dazed (save ends).  
*Miss:* Half damage, and the target grants combat advantage (save ends).

ulitharid's extreme familiarity, it uses the control panel to perform the preceding functions as minor actions instead of standard actions. Ythrilnaw still needs to use a standard action to operate any mechanical arm in the citadel.

**Mechanical Arm:** A mechanical arm is mounted in the center of the ceiling. It functions like the ones in areas 9A and 9B.

**Platform:** The central platform is 10 feet higher than the outer walkway and 60 feet above the floor. A railing gives anyone forced to the edge a +5 bonus to the saving throw to avoid falling over.

**Pods:** The pods here function like those in areas 9A and 9B. The blue pods are duplication pods that

**MINOR ACTIONS**

☞ **Compulsion (charm, psychic)** ◆ **At-Will (1/round)**  
*Attack:* Ranged 10 (one creature); +24 vs. Will. This attack does not provoke opportunity attacks.  
*Hit:* 3d8 + 16 psychic damage, and the ulitharid slides the target up to the target's speed.  
*Miss:* The ulitharid slides the target up to 2 squares.

**TRIGGERED ACTIONS**

⬇ **One Step Ahead (teleportation)** ◆ **At-Will**  
*Trigger:* An enemy enters a square adjacent to the ulitharid.  
*Effect (Immediate Reaction):* The ulitharid teleports up to 5 squares, and the triggering enemy grants combat advantage until the end of its next turn.

⬇ **Manipulate Reality (teleportation)** ◆ **Encounter**  
*Trigger:* An enemy hits the ulitharid with an attack.  
*Effect (Immediate Interrupt):* Close burst 5 (one ally or creature in the burst dominated by the ulitharid); the ulitharid teleports up to 10 squares and teleports the target to the space it vacated. The triggering attack hits the target instead of the ulitharid.

**Skills** Arcana +23, Insight +22  
**Str 20 (+15)** **Dex 22 (+16)** **Wis 24 (+17)**  
**Con 17 (+13)** **Int 26 (+18)** **Cha 23 (+16)**  
**Alignment** evil **Languages** Deep Speech, telepathy 20

sample a creature's flesh to create a clone. A creature within a pod takes 15 damage at the start of each of its turns. When the creature takes damage, the nearest empty clone pod starts to produce a clone in the image of the creature in the duplication pod.

**Walkway:** This walkway is 50 feet above the floor under the inner platform. A railing on the walkway gives anyone forced to the edge a +5 bonus to the saving throw to avoid falling over.

**2 Tanarukk Steel Warriors** **Level 18 Soldier**  
 Medium elemental humanoid (demon), orc XP 2,000 each

**HP 177; Bloodied 88** **Initiative +13**  
**AC 33, Fortitude 30, Reflex 29, Will 30** **Perception +12**  
**Speed 5** **Darkvision**  
**Resist 5 fire**

**STANDARD ACTIONS**

⊕ **Broadsword (weapon)** ◆ **At-Will**  
*Attack:* Melee 1 (one creature); +23 vs. AC  
*Hit:* 3d10 + 10 damage.  
*Effect:* The target is marked until the end of the steel warrior's next turn.

☞ **Crossbow (weapon)** ◆ **At-Will**  
*Attack:* Ranged 15/30 (one creature); +23 vs. AC  
*Hit:* 3d8 + 6 damage.

⬇ **Burning Cage (fire, weapon)** ◆ **Recharge** Ⓜ Ⓜ  
*Attack:* Melee 1 (one creature); +21 vs. Reflex  
*Hit:* 3d10 + 20 fire damage, and the target takes 5 fire damage whenever it enters a square during its turn (save ends).

**TRIGGERED ACTIONS**

⬇ **Combat Awareness** ◆ **At-Will**  
*Trigger:* An enemy marked by the steel warrior shifts or makes an attack that does not include the steel warrior as a target.  
*Effect (Opportunity Action):* The steel warrior can use broadsword against the triggering enemy.

**Indomitable Fury**  
*Trigger:* The steel warrior drops to 0 hit points for the first time.  
*Effect (No Action):* The steel warrior instead has 1 hit point, and it gains a +2 bonus to attack rolls and a +4 bonus to damage rolls until the end of the encounter.

**Skills** Athletics +20  
**Str 22 (+15)** **Dex 15 (+11)** **Wis 17 (+12)**  
**Con 25 (+16)** **Int 8 (+8)** **Cha 10 (+9)**  
**Alignment** chaotic evil **Languages** Abyssal, Common  
**Equipment** plate armor, heavy shield, broadsword, crossbow, 10 bolts



### 8 Undeveloped Clones      Level 18 Minion Brute

Medium natural humanoid

XP 500 each

**HP** 1; a missed attack never damages a minion. **Initiative** +12  
**AC** 30, **Fortitude** 30, **Reflex** 30, **Will** 29      **Perception** +9  
**Speed** 6

#### STANDARD ACTIONS

##### Ⓢ Slam ♦ At-Will

**Attack:** Melee 1 (one creature); +23 vs. AC

**Hit:** 16 damage, and the clone grabs the target (escape DC 23).

**Str** 16 (+12)      **Dex** 16 (+12)      **Wis** 10 (+9)

**Con** 12 (+10)      **Int** 10 (+9)      **Cha** 12 (+10)

**Alignment** unaligned      **Languages** understands Common

**Tactics:** Ythrilnaw first opens all the pods in this room as a minor action, releasing the undeveloped clones within them. It relies on its minions and bodyguards to hold foes at bay while it uses the mechanical arm or *compulsion* to force victims into duplication pods. If pressed by foes, it attacks with *tentacles* and *mind blast*, saving *manipulate reality* in case it needs to flee.

The tanarukks block the staircases and use *burning cage* on any character who tries to move to the main platform. The clones flank with the tanarukks whenever possible.

If Ythrilnaw is forced to flee when confronted in area 10, it activates the clones in whichever part of area 9 the characters have yet to enter. The ulitharid then flees through that room, trusting the clones to hinder the party.

Ythrilnaw flees to area 8D, protecting the elder brain if it is still alive. Otherwise, it tries to evade the party in the Lunar Citadel, rallying any surviving thralls to mount a counterattack. If it has no allies to rally, Ythrilnaw attempts to recover the transit beacon and flee the citadel.

## CONCLUSION

The characters can use the transit beacon as described in area 1 to return home. The adventure does not end there, though. The illithids might already have cloned and replaced many powerful individuals, and even with no more clones forthcoming, the mind flayers are free to activate their various sleepers and sow chaos in the world.

Any characters captured by the illithids are slated for cloning. They might escape the cells, but they must recover the transit beacon before they can return home. A darker plot might see the characters awakening in the world after capture, with no memory of what happened. Instead of searching for other agents, they must instead determine whether they are clones, and if they are somehow aiding the illithids' plans.

If Ythrilnaw is successful in its attempt to flee the citadel, the adventurers are stranded on the moon for three days while the ulitharid gathers Underdark allies, then returns to attack. While stranded, the characters can sustain themselves using the food dispensers in area 5D. If permanently stranded (perhaps because you decide to not have Ythrilnaw return, saving the ulitharid as a foe for a different day), another group with a transit beacon teleports to the citadel. What their motives might be is left to your discretion.

## DOORS IN SPACE AND TIME

It is possible that the portals to the Lunar Citadel did more than transport the characters across a vast distance. The adventurers might also have traversed time or dimensions. A radical twist in the campaign could return the characters to a world that is different from the one they left. You might use this as an excuse to change the nature of your campaign in any way you see fit.

## LOST RACE DEVICES

When items of the lost race are first discovered, their function is unclear. Witnessing a device's operation can still leave its means of control uncertain. Characters have to experiment with such devices.

### Experimentation

A character can spend a short rest experimenting with a device, making an Intelligence check (moderate DC of the item's level) to determine the result. A character can attempt to use an item without experimentation, but doing so imposes a -10 penalty to the Intelligence check. A character receives a +2 bonus to the check if he or she has seen the device previously used, or if he or she is capable of understanding the language of the lost race.

**Success:** The character understands how to use the device and can use it.

**Failure:** The character fails to comprehend how to use the device and cannot benefit from its properties or activate its powers. The character can try again, with a cumulative -4 penalty to the check.

**Failure by 5 or More:** The character suffers the result of the device's malfunction property without needing any other trigger, such as rolling a 1 or suffering a critical hit. This consumes the item if it is consumable.

### Dimension Hoops

Level 17 Uncommon

Each of these thin metal rings is approximately one foot in diameter. An emerald crystal slides freely around each hoop.

**Wondrous Item** 65,000 gp

#### Property

- ♦ These matched hoops are linked. When an object (up to a maximum of 15 pounds) is placed in one hoop, roll a d20. On a result of 2-20, the object placed in the hoop disappears and reappears in the other hoop instantly, regardless of the distance between them, as long as both hoops are on the same plane.
- ♦ **Malfunction:** On a result of 1 on the d20 roll, any creature adjacent to either hoop takes 10 force damage.

**Evasion Shard** Level 20 Uncommon

This amber crystal warms quickly before drifting slowly from your grip to float overhead.

**Head Slot** 125,000 gp

**Utility Power** (Teleportation) ◆ **Encounter** (Immediate Interrupt)

*Trigger:* An attack hits you.

*Effect:* Roll a d20. On a result of 6-19, you teleport up to 5 squares. On a result of 20, you teleport up to 5 squares, and this power is not expended.

*Malfunction:* If you roll a 1-5, you take 15 damage and fall prone.

**Greater Sleep Grenade** Level 16 Rare

This device is the size of a large apple, with indentations suitable for grasping.

**Consumable** 1,800 gp

✦ **Attack Power** (Charm) ◆ **Encounter** (Standard Action)

*Attack:* Area burst 2d3 - 1 within 10 (creatures in the burst); +19 vs. Will

*Malfunction:* If you roll a 1 on an attack roll with this grenade, you fall unconscious (save ends).

*Hit:* The target is slowed (save ends).

*First Failed Saving Throw:* The target is instead unconscious (save ends).

**Nautiloid** Level 17 Uncommon

An opalescent nautilus shell houses a sluglike creature with fine tentacles. It radiates a sense of comfort.

**Wondrous Item** 65,000 gp

**Property**

*Malfunction:* If a critical hit is scored against you, the *nautiloid* emits a psychic scream. You and each creature within 10 squares of you take 10 psychic damage. If you take psychic damage from the critical hit, the *nautiloid* is also destroyed.

◀ **Utility Power** ◆ **At-Will** (Standard Action)

*Effect:* Close burst 10 (each creature carrying a *nautiloid* in the burst); you discern the target's emotional state, gaining a +4 power bonus to Insight checks against the target until the end of the encounter.

**Utility Power** ◆ **Daily** (Immediate Reaction)

*Trigger:* You take psychic damage.

*Effect:* You gain resist 10 psychic until the end of the encounter.

**Portal Gun** Level 20 Rare

This elongated device resembles an armless crossbow with two handles. Blue energy shimmers over its surface, which is set with multicolored studs that periodically rise and recede.

**Wondrous Item** 125,000 gp

↘ **Utility Power** (Teleportation) ◆ **Encounter** (Standard Action)

*Effect:* Ranged 20 (2 unoccupied squares you can see); Roll a d20. On a result of 6-20, you create a portal in each target square. These portals persist until the end of the encounter or until you use a minor action to close them.

Any creature that steps into one portal teleports to an unoccupied square adjacent to the other portal. A portal cannot be used if no squares are unoccupied next to the other portal.

*Malfunction:* If you roll a 1-5, you and the creature nearest to you teleport, swapping places. You and the creature are then dazed (save ends).

**Stimulant Injector** Level 17 Uncommon

A small grip is affixed to a narrow tube containing a bubbling blue liquid. A narrow hole at one end houses a small gleaming object.

**Consumable** 2,600 gp

**Utility Power** ◆ **Consumable** (Minor Action)

*Effect:* You use the injector and gain 15 temporary hit points. Until the end of the encounter, you gain a +2 power bonus to speed.

*Malfunction:* If a critical hit is scored against you while you are under this power's effect, you must take a standard action on each of your turns either to make a basic attack against a random creature or to charge it (save ends). If no creature is within range, you lose that action.

**THINGAMAJIGS**

For more technological devices you can add to the treasure in the Lunar Citadel, check out “Bazaar of the Bizarre: Thingamajigs of the Barrier Peaks” by Dave Chalker in *Dragon* 410. The items presented in this adventure work similarly to those thingamajigs, and the experimentation system in this adventure can be used with those items.

If you'd like to use the stability system from the article with the items in this adventure, here are the stability ratings.

<i>Dimension hoops</i>	+1
<i>Evasion shard</i>	+2
<i>Greater sleep grenade</i>	-4
<i>Nautiloid</i>	+4
<i>Portal gun</i>	-3
<i>Stimulant injector</i>	+3

*About the Author*

**John “Ross” Rossomangno** is a freelance writer whose debut adventure, “The Devil’s Due,” appeared in *Dungeon* 188. He also created “Going Ape!” in *Dungeon* 192 and “Reflections of Ruin” in *Dungeon* 196. His days are spent at the keyboard in an ongoing effort to expand his writing credits.

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