



BOOK ONE:

THE DUNGEON OF GRAVES



RAPPAN A'THUK

RELOADED



RAPPAN ATHUK RELOADED™

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This Product Requires the use of the Dungeons and Dragons® Player's Handbook, Revised Edition 3.5, Published by Wizards of the Coast®.

This book contains the original levels from Rappan Athuk 1, 2, and 3 as well as five additional levels never seen before until now.



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RAPPAN ATHUK RELOADED

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way back in 1977. At last count, there have been 446 players killed
since I first conceived this place.

Product Update Password for Rappan Athuk Reloaded: Bill Webb

This product requires the use of the Dungeons and Dragons® Player's Handbook, published by Wizards of the Coast®. This product utilizes updated material from the v3.5 revision.



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Once upon a time, there was an idea—an idea formulated by Gary Gygax and Dave Arneson in 1974 and published in a little paperback book called *Underworld Adventures*. The idea was simple: it is a lot of fun to go into a dungeon and kill evil monsters. Why is the dungeon there? No one knows. Why do the monsters usually fight rather than talk? We aren't really sure. Why are there 16 trolls in a cave with a *jug of alchemy*? No one cares. What do all the monsters eat? We don't know that either (although "adventurer" probably tops the list). And we don't have to know these things. This isn't an ecology experiment, it's a dungeon—the quintessential setting for pure swords and sorcery adventuring.

This adventure pays homage to that original idea. True, there are opportunities for role playing, but most of this module is dedicated to "roll playing". Hopefully, while exploring the halls of Rappan Athuk, you will recall the thrill of discovery, the terror in your heart when you fought your first skeleton, the joy of rolling your first natural 20 and the despair you felt when that 1 came up for your poison save.

This module, *Rappan Athuk — The Dungeon of Graves*, is nothing more and nothing less than a good, old-fashioned, First Edition dungeon crawl updated for Revised Third Edition play. Very difficult, it should strike fear into the hearts of the most stalwart adventurers. It offers an abundance of traps, tricks and monsters. While it affords numerous opportunities for roleplaying, this module is dedicated to "roll playing," though those who ignore the former style of play will be sorry (and likely dead) indeed.

We hope that you find this module as fun and exciting as those hundreds of players who have ventured into (and not as often out of) the endless caverns and mazes of *Rappan Athuk—The Dungeon of Graves*.

Rappan Athuk is a difficult dungeon. Even the upper dungeon levels should not be attempted by a party of less than six characters of 4th level. Only truly veteran players should attempt this dungeon with lower level characters. Parties delving deeper than the 1st or 2nd levels of the dungeon should be of 5th level or higher. Entering the dungeon through "The Well" (which leads to level 3A) is dangerous, best avoided by parties of less than 7th level.

Why did we do this revision?

Rappan Athuk is the granddaddy of all dungeons, conceived when the game was new, renowned as the "real deal" by DMs and players alike. Perhaps the greatest statement a player can make about sheer terror his character is feeling is to say: "I was more scared than when we were in Rappan Athuk".

Rappan Athuk was originally released under the 3.0 rules in 2000. Two additional tomes of material were released in 2001. The areas of wilderness surrounding the dungeon and several other nifty tidbits were released as web-support over time as well. What this book does is bring all that together in one place, revise it for the 3.5 rules, and add a bunch of new material generated from tabletop play since the dungeon was first released.

This book contains 6 never-before seen levels (including one that is really a 4-level set) and a vastly expanded wilderness section. It also has revised and amended statistics and tactic of the various NPCs and monsters that replace our earlier efforts.

This book is simply bigger, better and more complete than its predecessors. With a little effort, it's the only dungeon you will ever need, even if it doesn't use all the monsters in the SRD. Oh, and yes, level 15 is still just intended for the DM to read—Orcus is still supposed to be unbeatable. After all, we can't let our icon get killed!

Many hundreds of years ago, the forces of good allied to destroy the main Temple of Orcus in the ancient city of Tsar. With their temple in ruins, the surviving high priests of this accursed demon-god fled the city with an army of enemies on their trail - an army of heroic fighters, clerics and paladins - led by Zelkor, a powerful wizard. The exact fate of these evil priests was then unknown, for not only did the remnants of the followers of Orcus disappear from all human reckoning, but so did the army of light that followed after them disappear as well. Some said that in the eternal scales the loss of so many good men was a fair price to pay to rid the world of so much evil.

The evil cult, however, had not been destroyed. The surviving priests and their followers instead settled

on a hill near the Forest of Hope, a sylvan woodland near the Coast Road. There found a vast underground complex of caverns and mazes, carving out a volcanic intrusion beneath the hill. There, the priests of Orcus found the perfect lair to continue their vile rituals. For many years, they carried on in secret, hidden from the light and from the knowledge of men.

Many years later, their underground delving completed, the evil priests erected a hideous mausoleum and a sunken graveyard atop the hill. It is believed that these graves are in fact the final resting place of the pursuing army of heroes that had been destroyed to a man. Soon after the mausoleum was erected the peaceful creatures of the wood began to disappear. Though many rangers and druids investigated these happenings, the cause of the creatures' disappearance was not immediately determined. Some years later, a powerful group of adventurers, led by Bofred, a high priest of Cuthbert, investigated the evil happenings and found the sunken graveyard leading to a labyrinthine complex. Bofred and his companions found great hordes of evil creatures in the complex. Though some of his companions returned from their expedition, telling tales of fantastic treasure and ferocious monsters, Bofred was never seen again—lost in the catacombs beneath the cursed mausoleum.

For the last one hundred years, ranks of adventurers swarmed to the newfound dungeon. Many fell prey to bandits and monsters in the surrounding wilderness.

Of those who survived to reach the mausoleum and the sunken graveyard, rumors suggest that most were slain by guardians of green stone before they even entered the dungeon or perished on the very first level. Those rare few who return from deeper treks speak of horrible undead and creatures that cannot be slain. All who have explored Rappan Athuk offer this one universal piece of advice: "Don't go down the Well."

The Legend of Rappan Athuk

The Legend of Rappan Athuk is well known, having been told numerous times by bards, adventurers, sages and loremasters. Read the following information in the text box to your players.

Rumors About Rappan Athuk

In addition to the above Legend of Rappan Athuk, any character has a chance of knowing up to two rumors about the complex from common legends. Each character can make two Intelligence checks (DC 13). Each success earns the character a rumor. Wizards, Clerics and Bards (but not Sorcerers) may another Characteristic check (DC 20), basing it upon the higher of their Intelligence, Wisdom, or Charisma characteristic; a success earns the character an additional rumor. Roll each rumor randomly on 1d60 on the table below or select an appropriate rumor as you see fit.

1. Zelkor, the good wizard of old is now an evil lich, and he lives in the upper levels, protecting the evil temple, and descent into it. (Partially true)
2. A high priestess of Hecate, the goddess of magic, was turned into a statue of living rock, and is entombed in the dungeon. She had a magic ring that allowed her to *shape change*. Her name is Akbeth. (True)
3. A rich gold mine can be found if one can find a cavern with a man made river channel and defeat the monsters there. (Mostly true)
4. The temple of Orcus no longer exists within the dungeon. Its existence is a lie told by adventurers to keep others away. (False)
5. A great oracle can be found beyond a great cavern. He can tell all to anyone willing to pay his price. (Mostly true)
6. A large group of dwarves recently went to look for a large gold mine said to be in the dungeon. None of them returned. (True)
7. When he built the complex, Orcus put a curse on it, so that any that disturb his temple will turn evil and become slaves of darkness, never to return. (False)
8. A great city of Goblins lies deep in the complex, and they are followers of Orcus. (True)
9. The entrance to Hell lies deep in a maze complex. It can be found only by swimming through a pool of water. (True, though only in a figurative sense. The level is called Hell by any that have been in it.)
10. A great priest was entombed within the complex behind a door sealed with seven seals. If released, the powers of good would be greatly aided. (True)
11. The dungeon was originally a good fortress built to protect the advancing hordes of evil. Evil overcame its defenders. (False)
12. Magical black skeletons inhabit the dungeon. They are greatly feared, as clerics cannot turn them. (Partially true. Clerics have a substantially reduced chance to turn them.)
13. A powerful illusionist lives near the surface. Do not believe everything you see. He is cannibalistic and possesses great powers. (Mostly true. The "illusionist" is actually Scramge the Rakshasa.)
14. There is a monster immune to everything on the first level. It is amorphous, and smells terrible. The wise man flees from it. (As your party will see, this is very true.)

INTRODUCTION

15. Inside a great labyrinth lies a strange mushroom that can restore youth to a human. They are blue with red spots, and lie under a bridge. (Partially True. The mushrooms resets your age to a random age, which for most means youth.)
16. Some of the tunnels dug by the giant rats of the complex lead to interesting places. Some lead nowhere. (Very True)
17. The wise man uses the rivers to travel in this place. This is dangerous unless the correct paths are known, and many men have been drowned in them. (True)
18. Deep in the dungeon lies a vast cavern with monsters of gigantic size. A beholder 20 feet in diameter has been seen. (Partially true. The large cavern does contain gigantic monsters but the beholder is normal size)
19. A magical pool leads to a wishing well. If one casts a magic item into it, he would get a wish. (False)
20. There is a corridor of solid white stone, which is cursed. Anyone who walks its length is lost forever. (Almost True. Most, but not all, who walk the corridor will die.)
21. On the fourth level, there are no monsters, but wondrous amounts of gems. (False. Give us a break.)
22. The caves are safer than the carved passages. The upper levels are also very tough in the carved areas. (False. The caves are no safer than the carved passages. Both are dangerous.)
23. As the Great mage Speigle said, "Beware of purple worms." The wise man heeds his advice. (So true it's written on the wall on level 3)
24. In the lower levels, spells cannot be regained due to the evil powers in this place. Conserve spells on deep treks. (True)
25. Solid mithral gates bar the way into a great treasure horde guarded by a lich in the great cavern. If one can access them, they could be richer than an emperor. (Partially true)
26. Deep within the hill lies a pool of lava guarded by demonic lizards. If one can defeat them pure gold can be distilled from the liquid rock. (Partially true—there are salamanders but no gold)
27. Giant scorpions guard the way to the tomb of a fell king. (True)
28. It is said that the great paladin Bannor was overcome by a horde of enemies in the dungeon. His mighty holy sword, Gurthdural, is rumored to have been lost in the Hall of the Cyclops King. (Completely False)
29. A new form of troll, a "swimmer," was seen to aid goblin miners in a deep cavern complex. (True; this sighting confirms the existence of river trolls [Level 8].)
30. The tomb of a fallen paladin — corrupted by the witch, Deserach — was hidden near the goblin city. (True. GMs should make the tomb on Level 9A very hard to find, as it is one of the most challenging encounters in the dungeon.)
31. Prayers to Hecate can sometimes be used to defeat guardians sacred to her. (True. This rumor offers a means to defeat a Lernaean pyrohydra, if wisely employed.)
32. Kazleth, a titanspawn abomination (the head of a bull atop the body of an ogre), rules as Lord of the Maze. (True; he is the phase minotaur king of Level 7A.)
33. A demonic spider queen lurks near her pets. (Partially true; she is a wizard, not a demon.)
34. The goblin city's entrance lies unguarded. The goblins allow free trade with anyone who visits them (False. Two shadow dragons guard the entrance and prevent the passage of nongoblins.)
35. A benevolent old wizard lives near the temple of Orcus. He reportedly offers refuge to those who kill the servants of the evil one. (False. Banth is possibly more evil than the priests of Orcus. Banth will slay or transmute any PC who crosses his path).
36. There are caverns inhabited by living statues; one-time explorers transformed by evil, they ambush the unsuspecting. (False)
37. A terrible dragon called Gath the Ravager was sealed long ago deep within the dungeon by powerful priests, whose spirits still guard his restless sleep. (False)
38. A great library, once the property of the followers of Orcus, lies forgotten in a hidden level. Though it contains works of great evil, it also holds books that could be of great value to sages and adventurers as well. (False)
39. A powerful adventuring group called the Dancing Blades were slain in the dungeon, and now their restless spirits wander its halls, attacking anyone they come across with their phantom weapons. (False)
40. There is a level of flooded passages ruled by evil, tentacular, fishlike things who can take over your mind. They are the secret rulers of the dungeon. (False)
41. A potent artifact called the Seal of Power was carried into the dungeon long ago by the mage-priest Donovan, who hoped to use it to seal away the evil, restless spirits of the dungeon. He never returned, and no one has ever found the Seal. (False)
42. Beware the weak-seeming undead! The skeletons violently explode when they are brought down, and the zombies dissolve in foul greenish goo that will eat into your flesh and turn you into one of them! (False)
43. There is an insane blackguard named Ian the All-Seeing who collects the eyes of all he meets; he is said to have thousands of eyeballs in his collection now. He can control them and make them move about and see things for him. (False)

44. The goblins of the dungeon are actually mutated giants, and although they are small and stunted in appearance, they are incredibly strong. (False)
45. Recently the champion Corondel fought and defeated the green dragon Springdread in the Forest of Hope. Corondel subsequently disappeared, and it is rumored that the dragon was not truly killed, merely badly wounded, and now lurks deep within the forest, killing all who stray too deep. (Partly true; Corondel did fight and kill a green dragon and then disappear)
46. Gnolls have been spotted along the caravan route south of the Foothills. They are said to be holed up in a ruined keep overlooking the caravan route. (Partly true; the bugbears have been mistaken for gnolls)
47. Pirates sometimes hazard the reefs along the coast to land at secret inlets and bays and stash great treasure; woe betide the adventurer caught spying upon them! (True)
48. Outlaws sometimes hazard the dangers of the wilderness, seeking refuge from the law. It is said that some have even banded together, to start their own community. (True)
49. Though some brigands attack caravans that pass through the area, others specialize in taking on adventurers exiting dungeons and lairs, weakened but fat with loot. (True)
50. A great red dragon has been seen flying about the region. It is said to lair somewhere to the south. (True)
51. The Troll Fens are aptly named—they are brimming with trolls, along with poisonous snakes, quicksand, and other hazards. (True)
52. A druid is said to live within the Forest of Hope, and she is hostile to any who invade its bowers uninvited. (True)
53. Three old crones are said to live along the coast, and for a price of gold and blood, they can let you see into the past and future. (True)
54. A jet black temple is said to be hidden somewhere in the hills; those who enter its dark confines never return. (True)
55. Many adits and back entrances to the most famous of dungeons are said to lie in the wilderness, but the hills are so riddled with caves that finding these entrances is all but impossible if one knows not where to look. (True)
56. A shrine to a foul god or demon is said to lie beneath the hills; its corridors are a gauntlet of terror and gruesome death. (True)
57. One hot, sticky summer a score of years ago, a terrible beast came out of the wilderness and fell upon the surrounding lands, razing towns and ravaging farms. It killed many of the finest warriors, and baffled the most potent wizardries, before finally being slain by the adventurer Mailliw Catspar and his comrades. Triumphant, these brave souls tracked it back to the Dungeon of Graves—and were never seen again. (True)
58. Deep within the dungeon there is said to be a place where the light of the noonday sun still shines; this place is abhorred by the foul creatures that live within the caves and caverns. (Partly true; there is a cave lit with sun by day, but it has its share of dangerous creatures)
59. When the craven armies of Orcus fled from Zelkor and his army long ago, a great lieutenant was instrumental in holding off the pursuers, buying time for the priests to enter the dungeon and lick their wounds. For his valor, the dark champion was entombed, and now the halls around his burial chamber are filled with terrible creatures, red mist, and visions of ancient sins, long forgotten. (True)
60. A group of adventurers calling themselves the Fire Hawks recently left on an expedition to Rappan Athuk, and have not returned. It is said their leader carried with him an artifact of great power. (True about the adventurers; the fate of the leader and whether he carried an artifact is for the DM to determine)

Room and Level Numbering

Because Rappan Athuk is a complex dungeon with numerous levels, rooms are numbered by level prefix with a following room number for that level. For example, Zelkor's lair is room 3A-8, meaning room number 8 on level 3A. Rappan Athuk also uses an old-style level numbering convention with "main" levels and "side" levels. The "main" levels are numbered consecutively, indicating relative depth below ground. The "side" levels (those marked with A or B), often skip numbers. The numbers of the side levels indicate depth relative to the main levels. For example, Level 3A (beneath "the Well") is approximately the same depth underground as Level 3. A cross-sectional view of the levels of Rappan

Athuk is shown in **Map RA Cross-section**. This map also details the entrances and exits from and to various parts of the dungeon.

Monsters and NPCs

Monster and NPC statistics for all monsters not found in the MM are detailed fully in the Monster Appendix at the end of this module.

The Wilderness Surrounding Rappan Athuk

As with any major entrance to the underworld, the wilderness around Rappan Athuk is a dangerous

The Levels of Rappan Athuk:

Ground Level: The Sunken Graveyard and the Mausoleum

Level 1: The Lair of the “Dung Monster”

Level 1A: The Temple of Final Sacrament

Level 2: Marthek’s Place and Ambro’s Base

Level 3: “Beware of Purple Worms!”

Level 3A: “The Well”—Zelkor’s Lair

Level 3B: Down the Well

Level 4: The Upper Temple of Orcus

Level 4A: The Basilisk Caverns

Level 5: Banth’s Lair and the Wight Catacombs

Level 6: The Maze

Level 6A: Caves and Caverns—The Lair of the Spider Queen

Level 7: The Gates of Hell

Level 7A: The Hall of Kazleth, the Phase Minotaur King

Level 8: Caves and Caverns—The Tomb of the Evil King

Level 8A: The Tomb of the Beacon

Level 9: The Lower Temple of Orcus

Level 9A: Caves and Caverns—The Hydra’s Lair

Level 9B: The Well of Agamemnon—Upper Level

Level 9C: The Well of Agamemnon—Lower Level

Level 9D: The Bloodways (4 sublevels)

Level 10: The Lava Pit

Level 10A: The Giant Cavern

Level 10B: The Goblin Outpost

Level 10C: The Talon of Orcus

Level 11: The Waterfall and Akbeth’s Grave

Level 11A: The Gates to the Goblin City and the Vampire Lair

Level 12: The Slave Pits

Level 12A: The Goblin City and the Hall of the Titan Cyclops

Level 13: The Portal of Darkness

Level 13A: The Goblin Barracks

Level 14: The Chapel of Orcus

Level 15: The Den of the Master

place—popular with bandits, marauding monster bands and worse. Merchants and patrols are quite rare and the woods and hills surrounding the area are untamed. The area surrounding Rappan Athuk has attracted various bandit groups. Several of these groups spy on parties

Introductory Characteristics

Each level of the dungeon has a sidebar like this one that details the following basic information:

Difficulty Level: Details the average level of difficulty of the dungeon level. A party of six player characters (PCs) with the suggested experience level should be properly challenged by this level of the dungeon.

Entrances: Details the various entryways into the level.

Exits: Details the various exits from the level.

Wandering Monsters: Details the frequency of encounters, including a table of encounter results.

Shielding: Details any material or magical barriers or shielding which prevents divination or other spells and effects from functioning. Not listed if there is no shielding on the level.

Detections: Details results of general divination spells on the level.

Spell Function and Recovery: Details any interference with spell function and recovery due to magnetic influences or sheer evil detachment from the gods. Not listed if function and recovery are normal on the level.

Continuous Effects: Details any effects that apply throughout the dungeon level, such as *fear* or extreme heat as though a *heat metal* spell were in effect throughout the level. Not listed if there are no continuous effects on the level.

Standard Features: Details standard door type and quality generally encountered throughout the level, as well as any other recurring features, such as color of stone or carved motifs. If there are no standard features on a particular level this characteristic is not be detailed.

entering Rappan Athuk, only to strike them on the way out of the underworld. In addition to bandits, there are a large number of more standard monster lairs and encounter areas in the wilderness area surrounding the dungeon. These bandits and other important lairs are detailed in the Wilderness chapter.

You are free to place Rappan Athuk in any appropriate area of your game world and create the bandit encounters and monster lairs to reflect the particular flavor of your campaign.

Now, with no further adieu, welcome to the Granddaddy of all Dungeons!!!

wilderness areas: DYING OUTSIDE THE DUNGEON

Rappan Athuk is designed to be easily transplanted into any fantasy campaign. You are free to place Rappan Athuk in any appropriate area of your game world and create the bandit encounters and monster lairs discussed below to reflect the particular flavor of your campaign. Presented here, however, is the original wilderness map and notes about the surrounding wilderness areas so that you can run Rappan Athuk as it was originally intended. Future downloads will expand on the material presented here.

The Wilderness Area Surrounding the Dungeon of Graves

Rappan Athuk is a dungeon of legend. As such, most know where the dungeon is located—off the Sea Coast Road, in the hills east of the Forest of Hope. Prior adventuring bands (and some local bandits) have marked the general area with several signs indicating the way to the dungeon (and to their ambush). The difficulty of Rappan Athuk has never been locating it. Getting home alive is another matter entirely...

As with any major entrance to the underworld, the wilderness around Rappan Athuk is a dangerous place—popular with bandits, marauding monster bands and worse. Merchants and patrols are quite rare and stay entirely on the road, as the woods and hills surrounding the area are untamed. This is not to say that the area is unpopular with adventurers. Legends of great treasure and glory abound for hundreds of miles, and the draw is too great for many to resist. So, off they go in search of the proverbial fortune and glory. Most find only death and despair.

The Wilderness Map

The wilderness area is depicted in Wilderness Map 1. This map also notes some of the innumerable lairs and places of interest associated with the infamous dungeon of Rappan Athuk, as well as the locations of the entrances to the dungeon. You can download the Wilderness Map from the **Necromancer Games** web site which does not contain the lair markings of the DM's map from this download.

Wilderness Areas and Wandering Monster Tables

For gaming purposes, the wilderness area surrounding the dungeon can be divided into several units: the Sea Coast Road, the Forest of Hope, the Dragonmarsh Lowlands, the Foothills and the Beach. Each is detailed below.

Each of the above regions has its own wandering monster table. These tables are provided below; statistics for all non-standard monsters are to be found in the **Appendix**. The DM should use these encounters with some forethought. For example, Drusilla the druid or the Simrath the vampire could annihilate many parties if used unadvisedly. These encounters can provide roleplaying opportunities as desired instead of being yet another monster-slugfest. Some of the personalities lead to new and exciting adventures, well beyond the original scope of the dungeon of Rappan Athuk. Also note that there is only one of each of the specialty NPCs such as the Simrath the vampire, Drusilla the druid, the specific bandit leaders, etc. Once slain, they are no longer available as an encounter. This is not to say that they could not be replaced by something else, possibly worse.

The Sea Coast Road

This area include those hexes that contain the coast road (adjacent hexes are part of the lowlands), which serves as the primary trade route for commerce along the seacoast. Coastal patrols from nearby cities attempt to keep bandits and other malicious creatures clear of the road by day; by night is a different matter. Certainly the safest of the wilderness areas, this road is still a haven for bandits and other robber creatures, eager to prey on the daring merchants traveling the road.

Merchant Caravan: A merchant caravan is encountered making its way along the road. The caravan contains 1d8 wagons or carts, with an appropriate number of accompanying pack animals per cart as well as 1d6 guards (Ftr2 Footmen; see Appendix) per cart or wagon. There are 1d3 merchants (Exp2-5s) per cart as well. Merchants on this route are on guard and want little to do with adventurers. If the characters attempt to speak with the merchants and a positive reaction is rolled (Diplomacy check DC 14) the merchants may allow the party to travel with them. They do not otherwise offer any aid to the party.

Foot Patrol: These patrols consist of eight footmen, two knights, and a sheriff. They travel the coast road in search of brigands and other outlaws. They approach the party in a hostile fashion, expecting the worst. If the party is cooperative and answers questions reasonably, they do not trouble the players further and leave them to their business. Likewise, if the party engages in banditry, they take no prisoners. Once the PCs are well known (as good guys presumably), these patrols are friendly. The DM should use this as an opportunity to roleplay with the PCs and build their egos about their fame (or infamy) in the local region. The knights ride heavy warhorses, the sheriff a medium warhorse, and the footmen walk.

Cavalry Patrol: These patrols consist of six knights and a sheriff, all mounted on heavy warhorses. They keep to the road for the most part, riding down fleet enemies and moving quickly in pursuit of recently sighted fugitives. If they suspect the PCs of malfeasance, they make a pass with lances, and then return with longswords, attacking from all directions. Otherwise, they behave much like the foot patrol with regard to cooperative PCs.

Brigands: These bandits consist of 2d4 common brigands led by a single leader. They likely ambush the party from the roadside, seeking to slay mounts and lightly armored individuals with sneak attacks from their bows. They run if over their leader or 25% of their company is slain.

Worgs and Wolves: These beasts follow the PCs and attack, as they set their camp, or attack at night if encountered then. They seek to kill and drag off 1-2 lightly armored individuals, and may focus on attacking and killing mounts if they can do so. They attack from all directions, coming in from one direction as a distraction to draw out their opponents (attacking on the defensive), while others attack from behind. They prefer easy prey—sleeping PCs and mounts in particular—over those that put up a fight. They do not attack if they are outnumbered and fail to achieve surprise.

Ogre and Bugbears: The ogre charges into combat while the bugbears attempt to sneak in behind the party, then cast missiles and charge. Once fully engaged they prefer simple toe-to-toe fighting, with little finesse or tactical thought. They fight to the death.

Shadows: These beings only attack at night, or may be encountered in caves or densely wooded areas. They attack as soon as they sense intelligent beings nearby, using no tactics, and fight until destroyed.

Simrath the Vampire: See **Area 17** for details. If encountered in this fashion, Simrath has ventured forth from his lair and haunts the night, perhaps in bat or dire wolf form, and accompanied by a pack of 2d6 worgs. The DM may decide he simply passes the PCs by on some other errand. If he attacks, he does so to his fullest ability, summoning companions to aid him. It is best to have him ignore low-level parties. Simrath normally preys on merchant caravans, slipping in and taking one guardsman

Sea Coast Road Wandering Monsters

Check for encounters at 4 a.m. (just before dawn), 9 a.m., noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d10. If an encounter is indicated, roll 1d10 using the table below. The following cumulative modifiers apply: +2 if more than one mile off the main merchant road; +2 if the encounter occurs at night.

1-2	Merchant Caravan
3-5	Foot Patrol* (8 footmen , 2 knights , 1 sheriff)
6-7	Brigands* (2d4 brigands , 1 brigand leader)
8-9	Cavalry Patrol* (6 knights , 1 sheriff)
10-11	1d3 worgs and 1d12 wolves
12	Ogre and 2d4 bugbears
13	2d6 shadows
14	Simrath the vampire* and 2d6 worgs

*Stats are located in the **Appendix**.

on night watch, without a sound. He always destroys the bodies of those he sucks dry, usually weighting them with rocks and throwing them in a nearby stream or river, as he has no desire for other vampires in his service.

The Forest of Hope

Thick and overgrown, the Forest of Hope provides shelter from winter storms that batter the coast. Named for a local princess by her father, this forest is better known by its original name: the Forest of Horrors. Thick dens of spiders and other fell creatures are known to dwell within its bowers; only recently, a green dragon was discovered and slain by the hero Corondel. Common folk avoid the trees, though adventurers and bandits often hide here. The patrols avoid the forest unless they are in pursuit of some villain. Water and game are abundant, and a xenophobic druid lives within the woods.

Foot Patrol: These patrols are searching the forest for outlaws, and are not happy about it. They question the party about this, and leave them alone (or incite their aid) depending on circumstance. If the party members are themselves outlaws, the patrol attacks and takes no prisoners. Otherwise, they are treated as the same encounter on the Coast Road. The knights ride heavy warhorses, the sheriff a medium warhorse, and the footmen walk.

Outlaws: These are commoners hiding from the law. Mostly, they have committed offenses such as poaching or murder of a love rival. They often band together for safety, though their life expectancy in these woods is not much longer than a few weeks. They avoid the PCs unless cornered, in which case they may ask for help, beg for protection from

a patrol, etc. This encounter should provide a great opportunity for roleplaying. Either the PCs can hunt down a wanted man, only to find clues that he is innocent, or they can be put in an alliance situation where they themselves must fight a patrol and become outlaws. No statistics are provided for these outlaws, for it is assumed that they are commoners with no adventuring skills (Com1-3, 3-10 hp, leather armor at best, simple weapons, +0 melee or ranged, 1d4 or 1d6 damage). Some have banded together into an outlaw camp (see **Area 21**).

Stirges: During the day, these creatures rest and do not attack unless disturbed. At night, they fly in and attempt to feast on sleeping opponents first; up to four may attack a single Medium-sized creature. They favor sleeping and immobile targets over moving or attacking ones. Once engaged, the stirges fight until sated or slain.

Brigands: Much more numerous in their forest home, a couple of these brigands try to act friendly, while the rest surround the party and fill them with arrows. They attack spellcasters first. These men are quite cunning, and the DM should allow them a chance to build up some trust with the PCs before they attack in full, perhaps the next day. Once they engage, they use flanking, cover, and surprise as best they can to gain an advantage over their opponents.



Forest of Hope Wandering Monsters

Check for encounters at 4 a.m. (just before dawn), 9 a.m., noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d10. If an encounter is indicated, roll 1d10 using the table below. The following cumulative modifiers apply: +2 if more than three miles off the main merchant road; +4 if the encounter occurs at night.

1-2	Foot Patrol* (8 footmen, 2 knights, 1 sheriff)
3-5	Outlaws (2d6 Com1-3 outlaws, hiding from patrols)
6-7	1d6 large monstrous hunting spiders
8-9	Brigands* (6d4 brigands and 3 brigand leaders, led by a brigand warlock)
10-11	1d3 worgs and 1d12 wolves
12	Drusilla the Druid* and her pack of 30 wolves
13	1d3 trolls
14	3d6 stirges
15-16	Nest of 3d6 large monstrous web-spinning spiders

*Stats are located in the Appendix.

Worgs and Wolves: Treat these encounters exactly like encounters of the same type on the Coast Road.

Drusilla the Druid: See **Area 14**, below. If encountered as a wandering monster, Drusilla is on some errand and even less inclined to tolerate the presence of the PCs. She may ignore the PCs because of the pressing nature of her errand. If the PCs attempt to speak with her persuasively (and succeed at a DC 20 Diplomacy check), she may assign them her current errand: clear out the den of monstrous spiders (**Area 16**), as they have grown too numerous and are disrupting the balance. If diplomacy fails, she will at the least dispatch some of her wolves to kill the party.

Trolls: These beasts are stupid and fearless. They charge into combat, only retreating if seriously damaged by fire or acid. They ask for and give no quarter, though if they drop an opponent or two, they may content themselves with hauling it off to eat if the surviving party members retreat.

Spiders (small group): These large monstrous hunting spiders are out seeking prey. They drop from trees or leap from holes and try to kill one or two victims; hoping that the rest of the party will leave their dead behind. They are not intelligent, and fight until slain, unless presented with fire or spectacular dazzling magic (even *dancing lights* spooks them).

Spider Nest: This is a nest of large monstrous web-spinning spiders. The react just like the hunting

spiders except that they get a Will save for the fire and visual effects scenario (DC15). If they save, they continue fighting instead of retreating.

The Dragonmarsh Lowlands

This area, dotted with copses of trees, serves as a perfect hiding place for the bandits and outlaws that prey on the unwary. The drier portion of the lowlands contains numerous limestone caves and box canyons. Bandits frequently use these natural terrain features to set traps for the unwary. Several marsh areas exist in the lowlands. One of these (known as the “Troll Fens”) is well known and avoided by those not seeking death. It is said that the quicksand and poison snakes make this area unsafe even without the monsters. Thick clouds of mosquitoes make any travel here unpleasant at best.

Foot Patrol: These patrols are searching the lowlands for outlaws, and are not happy about it. They avoid the swamps in all cases. They question the party and leave them alone (or enlist their aid) depending on circumstance. If the party engages in banditry, they take no prisoners. Once the PCs are well known (as good guys presumably), these patrols become friendly. The DM should use this as an opportunity to role-play with the players and to let them get their egos built up about their fame in the local region. Statistics for the patrol is the same as noted above.

Outlaws: This encounter is treated exactly like the encounter of the same name in the Forest of Hope. No statistics are provided for these outlaws, for it is assumed that they are commoners with no adventuring skills (Com1-3, 3-10 hp, leather armor at best, simple weapons, +0 melee or ranged, 1d4 or 1d6 damage). If the encounter occurs in the swamps, there should be a medium level fighter NPC leading the outlaws. This could eventually become a henchman of the PCs depending on the DM’s wishes.

Brigands: Treat these encounters exactly like encounters of the same type on the Coast Road, though they are more desperate and may be willing to barter with the PCs.

Vipers: The swamps and surrounding lowlands are notorious for their many venomous snakes—cottonmouths and rattlesnakes primarily. While not aggressive, they resent being disturbed; rattlesnakes like to lurk among rocks and in underbrush, while cottonmouths prefer to lounge on rocks or in tree branches on swamp shores, and may drop on those passing beneath. For some reason, the local snakes are often encountered in clusters.

Trolls: Treat these encounters exactly like encounters of the same type on the Forest of Hope. In the swamp, they can be tracked to the Troll Mound (**Area 4**) on a successful Track check (DC 15).

Dire Rats: Rats swarm like a carpeting mass, fighting until slain unless confronted by scary visual magic (see spiders, above).

Dragonmarsh Lowlands Wandering Monsters

Check for encounters at 4 a.m. (just before dawn), 9 a.m., noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d10. If an encounter is indicated, roll 1d10 using the table below. The following non-cumulative modifiers apply: +2 if more than three miles off the main merchant road; +3 if in the swamp. Add an additional +4 modifier if the encounter occurs at night.

1	Foot Patrol (8 footmen , 2 knight s, 1 sheriff)—non-swamp only; otherwise 2d4 medium-sized vipers
2-3	Outlaws (2d6 Com1-3 outlaws , hiding from patrols)
4-5	Brigands* (2d4 brigands and 1 brigand leader)
6-7	2d4 medium-sized vipers —swamp only; otherwise 2d6 dire wolves
8	2d4 trolls
9-10	4d6 dire rats
11-13	Quicksand—swamp only; otherwise 4d6 dire rats
14	1 beholder —swamp only; otherwise 2d4 trolls
15	1 shambling mound —swamp only; otherwise 2d4 trolls
16	1d6+2 displacer beasts
17	1d3 will-o’-wisps —swamp only; otherwise 2d6 dire wolves

*Stats are located in the Appendix.

Quicksand: The party stumbles into a patch of quicksand or deep mud 1d8 x 5 feet in diameter and 1d12 feet deep. Spotting it before plunging in requires a successful Spot (DC 20) or Survival (DC 16) check. If one falls in, they must make a Reflex save each round (DC 15) or sink 1 foot deeper. Holding still provides +2 to the roll, but does not allow escape. A successful Swim check (DC 16) allows one to move 5 feet through the quicksand.

Trolls and other swamp predators like to stake out quicksand patches and wait for prey to wander in. If a quicksand encounter is rolled, make another wandering monster check; if an outlaw, troll, dire rat, shambling mound, or displacer beast encounter is rolled, these creatures are lurking nearby, and attack if the party looks vulnerable. Outlaws may attempt to bull-rush PCs into the quicksand, and trolls may simply pick them up and throw them in; dire rats, the displacer beasts, and the shambling mound only attack if someone falls in or the party otherwise looks vulnerable. Be sure to raise the EL of any such encounter by 1.

Beholder: There is only one beholder in the swamp, named Cazrak. He makes his home at **Area 1**. If encountered as a wandering monster, Cazrak is hunting either for food or for some item important to him. He will most likely extort any party he encounters out of their gold or magic items to be given as a “fine” for trespassing on his domain.

Shambling Mound: This creature appears to be no more than another pile of muck until it attacks. When it attacks, it uses its Hide skill to sneak up on the PCs, staying still until they get close. Once the PCs are within 20 feet, a Spot check (opposed by a +4 Hide check) can be made to detect the beast. This is when it attacks. It is a plant, and as such fights until slain.

Displacer Beasts: These great cats stalk the PCs, and attack under cover of night. They are horrible, evil creatures that do not retreat until wounded to fewer than 15 hit points. They attack sleeping opponents and mounts over alert defenders if they can.

Will-o’-Wisps: These evil beings attempt to draw the PCs into another wandering encounter, or into deep water or quicksand. They only attack directly if harmed (e.g. by *magic missile*). They follow the PCs for up to a day if left alone, waiting for another monster to cause trouble.

The Foothills

In these hills, which lie east of the Coast Road, can be found the dungeon of Rappan Athuk. The hills provide a buffer zone between the Beach and the Forest of Hope. The hills themselves are sparsely forested and rather idyllic in appearance. Berries grow in abundance and cool, clear streams flow to the sea. Some of the most beautiful sunsets can be seen from their tops. Their beauty, of course, is but a mask hiding the foul corruption that lies beneath their verdant slopes, as the Foothills also house some of the nastiest denizens in any portion of the world. Only the very foolish or very brave reside here longer than absolutely necessary. Many small, natural caves and caverns can be found riddling the foothills, and quite a few of these have been used in the past or presently by outlaws, brigands, animals, and other fell creatures as lairs.

Outlaws: As described above, except that these outlaws must be incredibly suicidal and desperate to hide here.

Brigands: Treat these encounters exactly like encounters of the same type in the Forest of Hope, though they too are more desperate and may be willing to barter with the PCs.

Worgs and Wolves: Treat these encounters exactly like encounters of the same type on the Coast Road.

Trolls: Treat these encounters exactly like encounters of the same type in the Forest of Hope.

Ogres: These vicious giants attack immediately and with very little coordination.

Giant Bees: The hills contain a number of giant beehives that nest within the many caves found in the area. Giant bees are not generally aggressive unless provoked. If followed back to their hive, there is a 10% chance that the bees lead to **Area 13**.

Foothills Wandering Monsters

Check for encounters at 4 a.m. (just before dawn), 9 a.m., noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 or 2 on 1d10. If an encounter is indicated, roll 1d10 using the table below, adding +6 if the encounter occurs at night.

1	Outlaws (2d6 Com 1-3 outlaws , hiding from patrols)
2-3	Brigands* (6d4 brigands and 3 brigand leaders , led by a brig-and warlock)
4-5	4d6 goblins and 2d3 goblin leaders
6	1d4+1 giant bees
7	Aragnak the Red Dragon*
8-9	1d3 worgs and 1d12 wolves
10-11	3d6 dire rats
12	3d6 stirges
13	1d3 trolls
14-15	2d6 ogres
16	2d6 wraiths

*Stats are located in the Appendix.

Stirges: Treat these encounters exactly like encounters of the same type on the Forest of Hope.

Aragnak the Dragon: This encounter is described in the Bandit Groups chapter, below. Aragnak patrols the region on the wing, looking for PCs to frighten into surrendering their treasure. There is a high probability that he will not attack PCs entering the dungeon; but will instead wait for them to exit before making himself known. This encounter is best played as the PCs sighting the dragon overhead, but not actually fighting him (until later). Statistics for Aragnak are provided in the appendix for **Area 24**.

Dire Rats: Treat these encounters exactly like encounters of the same type on the Lowlands.

Goblins: These goblins are scouts from the dungeon itself, and are looking for game. They do not seek combat with the PCs, though may fire arrows and flee.

Wraiths: This encounter will occur only at night. The wraiths are the restless spirits of those slain in the dungeon, out to seek revenge on all living things. They fight until slain; draining sleeping creatures first. A watchman must make a Spot check (opposed by a +11 Hide roll) to notice their approach.

The Beach

The beach itself is safer than the hills, but is too removed from the road to be patrolled. Food supplies are abundant here, and the beach can be a great source of

survival for the lost. This food supply also attracts others, however. Pirates frequent this beach, as the intervening wilderness prevents assault by soldiers from nearby cities. The waters contain shoals and reefs, as well as an abundance of sharks, which prevents most mariners from approaching the shores. Numerous ships have wrecked in the area, and treasure diving could be profitable for any brave enough to deal with the sharks.

Merchant Ship: Treat these encounters exactly like encounters of Merchants on the Coast Road, with the exception that they do not bother with the PCs unless hailed or approached.

Pirate Ship: A pirate ship is sighted off the coast. The pirate vessel is crewed by a **pirate captain**, a **pirate priest**, 1d3 **pirate mates**, and 10+3d6 **pirate ruffians**. They may land a raiding/foraging party at night within 5 miles of where they were spotted (see below).

Pirate raiding/foraging party: This group is 90% likely to be provisioning their ship with fresh water, fruit, and small game, in which case the party is composed of a pirate mate and 5+2d6 pirate ruffians. However, the other 10% of the time it is either a raid in force against the PCs, or a group seeking to bury or uncover ill-gotten pirate booty. Such groups consist of the entire complement of the pirate ship (see above), minus a skeleton crew of 1 **pirate mate** and 6 **pirate ruffians**, who remain aboard the ship.

Ogres: Treat these encounters exactly like encounters of the same type on the Coast Road.

Sirens: These creatures have the exact statistics as harpies, with the exception that they cannot fly, but swim with a movement rate of 30 ft. They attempt to draw PCs 50 feet into the water to drown (Swim checks (DC 12) are required in the rough surf). Remember to take into account armor check penalties for Swim checks. Captivated PCs swim, but no other actions can be taken, even if they start to drown.

Marty the Imp: This encounter will likely never occur. The imp is invisible, and spies on the PCs, reporting to his Sea Hag mistress. See **Area 19** for details. Any PCs

killing Marty earn the enmity of the sea hags who will stop at nothing to kill the offending PCs.

Bandit Groups

The area surrounding Rappan Athuk has attracted various intelligent denizens—parasites intent on relieving a dungeon-weary party of their hard-earned treasure. Several of these groups spy on parties entering Rappan Athuk, only to strike them on the way out of the underworld. The DM should use these encounters as he or she sees fit, based on the relative difficulty and commensurate amount of treasure gained by the party. If the party has a reputation in the local area for being very powerful, many of these would-be brigands only attack if the party appears severely weakened. By contrast, some of the more powerful monsters attack more famous groups in preference to a weaker party, as they believe them to be more likely to have items worth liberating.

It is also a strong possibility that one or more of the following bandit groups will be “at war” with another group, allowing the PCs to possibly roleplay their way out of conflict by agreeing to work for one group against another. Or, if the PCs are having a bad go with one of the bandit groups, possibly the DM could have an “enemy” group arrive at the same time, causing the bandit group to ignore the PCs as the two groups fight each other.

Likewise, each of these bandit groups has a lair or hide-out near the dungeon, as indicated in their descriptions. You should feel free to expand on the bandit groups and make them unique to your game world.

Here are some of the bandit groups present in the wilderness area surrounding Rappan Athuk.

Bandit Group 1.

Vorlak and His Kobold Gang (EL 11)

This encounter can be used when the party first exits the dungeon with a load of treasure. The purpose (other than a lot of fun for the DM) is to teach them a lesson about over-extending themselves. If they survive this encounter, then they prepare for the more dangerous robber-opponents to be faced later on. This encounter starts when the kobolds on watch over the entrance of the dungeon run back to warn the others, and ten rounds later the party finds themselves surrounded by a veritable army of spears and arrows.

The bandit group consists of a horde of **112 kobolds**, led by an ogre named **Vorlak**. Their lair is detailed in **Area 18**.

Vorlak, male ogre: CR 3; hp 30; see the **Appendix**.

Kobolds (112): CR 1/4; hp 4; see the **MM**. *Possessions:* Small-sized spears, small-sized leather armor, sling and 5 sling stones, 2d4 sp, 2d8 cp.

Tactics: These bandits are neither intelligent nor brave, and are happy if they can scare the party into compliance. They flee from direct assault, but shower the party with sling stones if the group seems intent on hostility. Though Vorlak demands that the PCs drop all they carry, he allows them to

Beach Wandering Monsters

Check for encounters at 4 a.m. (just before dawn), 9 a.m., noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d20. If an encounter is indicated, roll 1d10 using the table below.

1-2	Merchant ship
3	Pirate ship*
4-6	Pirate raiding/foraging party*
7-8	2d6 ogres
9	1d3 sirens
10	Marty the Imp

*Stats are located in the **Appendix**.

wear their armor. Anything concealed escapes their attention. Weapons, packs, sacks and all else carried are forfeit. The party (particularly low-level parties) will most likely be forced to comply with the demands of the ogre. If they are stripped of equipment, the DM should avoid really nasty encounters until the group has a chance to re-equip itself. If the party refuses, the kobolds hurl a volley of stones. If the ogre is killed or if the party charges, they hurl a volley and scatter. Many kobolds continue to hurl sling stones even if some are attacked as they are spread out over a wide area. Only those directly charged flee. Spectacular magical effects (e.g. a *fireball* spell) cause them to simply turn tail and run. If tracked, their lair can be found on a tracking roll of DC 17 (kobolds are very sneaky).

Bandit Group 2. Corrak the Doppelganger and Her Brigands (EL 13)

This group consists of 12 **brigands**, led by a doppelganger named **Corrak** (Rog8), a rogue named **Grawlic** (Rog6), a wizard named **Zanaphia** (Wiz6), and a fighter named **Jel** (Ftr6). This bandit group is also a good one to use for lower-level parties.

Corrak, male doppelganger Rog8: CR 11; hp 55; see the **Appendix**.

Grawlic, male dwarf Rog6: CR 6; hp 31; see the **Appendix**.

Zanaphia, female half-elf Wiz6: CR 6; hp 31; see the **Appendix**.

Jel, female half-orc Ftr6: CR 6; hp 40; see the **Appendix**.

Brigands (12), male human Rog3: CR 3; hp 15; see the **Appendix**.

Tactics: This gang captures the party's horses after they descend into the dungeon and "ransom" them back to the party once they exit for an exorbitant amount of gold. If the party never returns, they keep the horses. If the bandits feel the need to attack, they use classic tactics—Zanaphia stays back and hurls spells, while the brigands box in the party and Corrak, Grawlic, and Jel try taking down one PC at a time. This bandit group's lair is detailed in **Area 15**.

Bandit Group 3. Daarog's Ruffians (EL 12)

This band of 42 **hobgoblins** is led by a half-orc barbarian named **Daarog**, and **Zorzunar**, a half-orc cleric of the Orc god. Despite being led by a barbarian, this group is remarkably disciplined.

Daarog, male half-orc Bbn8: CR 8; hp 77; see the **Appendix**.

Zorzunar, male half-orc Clr8 (Orc God): CR 8; hp 38; see the **Appendix**.

Hobgoblins (42): CR 1/2; hp 6; see the **MM**. *Possessions:* longsword, 6 javelins, studded leather armor, light wood shields, 2d12 gp each.

Tactics: Unlike the more chaotic groups, this group will spy on the PCs as they enter the dungeon and then set an elaborate ambush for them as they exit, using well-planned military tactics such as "L" shaped ambushes with pits or punji stakes on the open end of the ambush. This is probably not a good ambush to use on PCs on their first trip to Rappan Athuk. Their lair is detailed in **Area 7**.

Bandit Group 4. Aragnak the Red Dragon (EL 14)

This encounter can occur either at the exit of the dungeon or on the island lair of Aragnak (**Area 24**). Depending on where it happens, different situations apply. Aragnak is a male adult red dragon. He flies over the wilderness area looking for only the most notable and important PCs. If the PCs aren't famous enough for him to know who they are he does not bother with them. This encounter should not be used on lower level PCs.

Aragnak, male adult red dragon: CR 15; hp 292; see the **Appendix**.

Tactics: If Aragnak is encountered as a bandit encounter, he lies in wait as the PCs are exiting the dungeon. Aragnak is well aware that Joe Platemail III, if strong enough to survive the depths of Rappan Athuk, is a fearsome opponent. He is still nursing a deep wound he took



from a (now dead) paladin he encountered here. Aragnak reveals himself 100 feet away from the party, with a fierce roar and flapping of wings. In a booming voice, he demands that the players strip and leave everything they have on them in a pile. If they refuse, he flames them once and makes his demand again. If they charge him, he flies up and attacks from the air, using his breath weapon and snatch attacks. Only once they are mostly (or all) dead or incapacitated will he land and pick through the remains. If Aragnak is wounded over 50% (less than 130 hp left), he retreats and flies off to his island lair.

Bandit Group 5. Turane and his Trolls (EL 11)

Turane, an evil wizard, and his band of **five trolls** patrol the area to the south of the Troll Fens and the west of the Coast Road. They specifically target arcane casters, looking to relieve them of any magical items recovered from the dungeon. By a prior agreement to aid the trolls of the Troll Mound (**Area 4**) with magic, the trolls are under order from their leader not to kill Turane. In fact, many desire to serve him since he is known as a friend of trolls. Because of the chaotic nature of the trolls, however, Turane worries that the next leader of the Troll Mound may not be as desirous of his services. Turane's cave is detailed in Area 5, and stats for him and his trolls can be found in that area in the appendix.

Turane, male human Wiz9: CR 9; hp 46; see the Appendix.

Trolls (5): CR 5; hp 70; see the MM.

Tactics: Turane watches any PC parties containing potential arcane spell casters using his various magic spells. Once he finds such a PC group, he keeps an eye on them until they enter and return from the dungeon. He then sends his trolls to attack the party, using his spells to support them, while he remains *invisible*. He watches and identifies the lead character of the PCs and *holds* him or her using his wand. He then appears and agrees to call off his trolls (and free the held PC) if the party agrees to surrender to him all the magic items they recovered from the dungeon. He notes that he is being "reasonable" by only requiring them to turn over the items they recovered from the dungeon rather than all their items, commenting that he could simply allow his trolls to kill the PCs and take all their items. He casts *dominate person* on the held PC and forces that PC to tell if the party is properly revealing to him their newly acquired magic items. If the PCs did not recover any magic items from the dungeon he requires them to surrender one of their current magic items of his choosing. If the PCs do not agree, he orders the trolls to slaughter them. He goes *invisible* and then uses his spells to attack the PCs. If harried he *dimension doors* to safety and *flies* away to his lair.

Bandit Group 6.

The Dishonest Patrol (EL 11)

This is a dishonest group of the Coastal Patrol, led by the **Sheriff Ostland** and his captain **Felrara**, and includes **two sergeants**, Erlin and Gortizin, and **14 footmen**. Felrara is in fact the motivating force behind the corruption of this patrol and

is the actual leader, though she makes it appear that Ostland is in charge. These soldiers ostensibly patrol the Coast Road, but they have turned corrupt and now pick up an extra "tax" from adventurers coming out of the dungeon. The bandits maintain a hideout in the Forest of Hope at **Area 6**.

Sheriff Ostland, male half-elf Ari2/Ftr4: CR 5; hp 42; see the Appendix.

Felrara, female human Ftr6: CR 6; hp 60; see the Appendix.

Erlin, male half-orc Ftr3: CR 3; hp 36; see the Appendix.

Gortizin, male half-orc Ftr3: CR 3; hp 34; see the Appendix.

Footmen, male human Ftr2 (14): CR 2; hp 14; see the Appendix.

Tactics: The group lurks near the entrance to Rappan Athuk, and demand that the PCs surrender half of all coins and gems brought up from the dungeon as soon as they emerge. They allow the PCs to keep magic items. If your party is relatively low-level, this is a good bandit group to confront them with after their first foray into the dungeon. Should battle ensue, they close and engage in melee as soon as possible, only retreating if one of the two leaders, both lieutenants, or at least half the footmen are slain.

Bandit Group 7. Gotan's Ravagers (EL 13)

Ghotan, a bugbear fighter/barbarian, leads a squad of **10 bugbear ravagers**, and is assisted by **Scarl**, a bugbear priest of Orcus. They have recently moved into a crumbling fortress to the south, and are engaged primarily in scouting out the region, determining the location and strength of other natives, and observing the traffic along the Coast Road. They only engage in battle if backed into a corner or they think their target is weak; otherwise they are content to observe for the time being. Ghotan's base is detailed in **Area 23**.

Ghotan, male bugbear Ftr4/Bbn4: CR 10; hp 125; see the Appendix.

Scarl, male bugbear Clr4 (Orcus): CR 7; hp 65; see the Appendix.

Bugbear Ravagers, male bugbear Bbn3 (10): CR 5; hp 52; see the Appendix.

Tactics: If they do decide to fight, four ravagers lead an attack from one direction to provide a distraction, then Ghotan, Scarl, and the other six attack from the opposite side. They seek to close with their prey as quickly as possible, cut down any defenders in melee, and make off with their booty. They only rage if wounded below 50% of their hit points or if Ghotan or Scarl call for it. If they lose more than half their numbers Ghotan sounds a retreat, but should either leader fall, the remaining bugbears fight to the death.

Due to the lethality of this encounter, it is recommended that it be used initially as a harbinger of things to come—the bugbears may be spotted observing the PCs and retreating, only to strike when they have become a bit more seasoned.

Monster Lairs and Encounter Areas

In addition to the bandits, there are a large number of creature lairs and encounter areas in the wilderness area surrounding the dungeon that do not exist specifically to prey on adventurers. These are more “traditional” monster lairs.

Area 1. Cazrak the Beholder’s Lair (EL 13)

There is only one beholder in the swamp. His name is Cazrak, and he lives in a cave. He is very territorial and attacks any that disturb his lair. The DM may choose to have Cazrak extort a party for gold or magic items to be given as a “fine” for trespassing on his “realm”. The cave lair is a two-room shallow cave, containing the remains of various adventurers, as well as 4100 sp, 2920 gp, a *rod of splendor* and a +1 *battle axe of speed*.

Cazrak, Beholder: CR 13; hp 105; see the **MM**.

Area 2. Grove of the Fethine (EL 15)

The Fethine, a clan of 36 **pixies** and 23 **grigs**, along with innumerable softly glowing balls of light produced by a creature called a **witchlight** (see **New Monsters** in the **Appendix**). The clan is ruled by **King Elmander** and **Queen Kaja**, along with their children, **Erika** and **Willow**; the leader of the grigs is a musician and composer named **Krrk’a Tink**. See sidebar for further details on the members of the Fethine.

The clan dwells in a clearing in the midst of a small wooded valley. PCs may notice this area in one of two ways: by night, they may see witchlights disporting above the woods, which could attract their curiosity, and by day, they may be approached by Erika Thistledown, a pixie fascinated by humans and other big folk, who sometimes goes on excursions to the Coast Road to spy on them as they pass.

The clearing is a flat, level sward 60 feet in diameter, with a stream running along it to the west and a rock formation that serves as the king’s throne at the southern end. The pixies live in small nests in the surrounding trees, while the grigs favor cozy burrows along the stream bank. The fey spend much of their time in the clearing, flitting about and playing. Badger racing (with the cooperation of the local badgers) is a common entertainment. They run a complete circuit of the clearing while the pixies flutter overhead cheering them on, and then the winner is decorated and fawned over. The current champion is a honey-furred fellow marked with dark streaks, whom they have named Sir Buzzlebum.

Though a carefree and insular people, the Fethine do have one persistent thorn in their collective side—a fearsome beast called a bone crawler, that dwells beneath a nearby temple (see Area 3, below), on those occasions that the Fethine attract worthy guests, they arrange a meeting with this beast, in the hopes that their guests can weaken it, then follow it into the temple and finish

it off. Details on how they go about this can be found below in, **A Fethine Party**.

King Elmander: CR 6; hp 20; see the **Appendix**.

Queen Kaja: CR 6; hp 9; see the **Appendix**.

Erika Thistledown: CR 4; hp 5; see the **Appendix**.

Willow Clouddancer: CR 4; hp 5; see the **Appendix**.

Thub Dourberry: CR 4; hp 2; see the **Appendix**.

Krrk’a Tink: CR 1; hp 4; see the **Appendix**.

Pixies (36): CR 4; hp 3; see the **MM**. Four have the *O’s irresistible dance* ability and are CR 5; all are armed with 2 memory loss arrows and 6 sleep arrows.

Grigs (23): CR 1; hp 2; see the **MM**. Three are grig fiddlers.

Witchlights, Elder (3): CR 1/4; hp 6; see the **Appendix**.

Witchlights (innumerable): CR 0; hp 1; see the **Appendix** in **New Monsters** for details.

Badgers (5): CR 1/2; hp 6; see the **MM**.

Tactics: Though not warlike, should the Fethine be attacked, they are quite capable of defending themselves. The grig musicians use their enchanted fiddles to cause irresistible dancing, while the pixies turn invisible and riddle their opponents with sleep and memory loss arrows, using the trees as cover. They fight to the death to defend their home. The Fethine are also on good terms with **Drusilla**, the druidess of the Forest of Hope (see **Area 14**), and if need be can call upon her for assistance or vengeance against aggressors.

A Fethine Party

Unlike many fey, the Fethine are not entirely xenophobic when it comes to other races, and once every few weeks they attract company, either through an invitation by the gregarious Erika Thistledown on one of her jaunts, or when some group of bandits or adventures stumbles upon their valley.

Who’s Who in the Fethine

King Elmander: Ruler of the Fethine, the king is a wizened old pixie with skin the color of burnished wood. He speaks and moves seldom, but when he does talk his words are unquestioned laws. Elmander spends most of the evening watching the PCs and gauging their attitudes.

Queen Kaja: Elmander’s wife, Kaja is still a great beauty for a pixie, and knows it. She delights in compliments, courtly manners and flattery, but is not particularly vindictive or cruel if she does not receive these. A half dozen fluttery pixie handmaidens form her entourage; they spend much of their time giggling and whispering to each other while studying the PCs. Queen Kaja also keeps a trio of elder witchlights at her side as pets, which she has named Ebb, Flow, and Dropsy.

Erika Thistledown: Erika is the youngest daughter of Elmander and Kaja, and harbors an unusual fascination for outsiders. Though most of her kind enjoys playing

pranks or taunting humanoids, she is genuinely curious, and flutters about, asking them questions like, how do they avoid tripping with their huge feet? Why doesn't the ground shake when they fall? Isn't all that hair growing on their chins itchy? If driven off, she may continue to observe them at a distance, to see what they do.

Thub Dourberry: Every tribe of sprites has to have one master of pranks, or Puck, and Thub is the duly appointed prankster of the Fethine. He was given this duty because, according to Kaja, he's "as uptight as a sprig-tick," and she thought this would help loosen him up. In fact, Thub hates his position, as he is unusually scholarly for a pixie and would much rather spend his time observing the breeding habits of mayflies or charting the ripening times of spring strawberries. Unfortunately for him, on occasions such as parties involving non-sprites, he is honor-bound to try a few good pratfalls at the expense of the guests.

Willow Clouddancer: Willow is the king and queen's eldest son. He has a sour, cruel-hearted disposition that makes him ideal for the position Thub currently occupies. Willow was actually the tribe's Puck until Kaja appointed Thub to it, and he is now quite jealous. He spends much of his time these days sulking.

Krrk'a Tink: Krrk'a is the leader of the grig musicians, and their conductor. She is very shy and does not speak to non-sprites if she can help it.

The Sprite Festival

The encounter begins when the party is approached by Erika Thistledown, either while they travel the Coast Road or in their expeditions in the northern Foothills region (within 2 hexes of their lair). Assuming the characters treat her diplomatically, Erika invites them to a "little party" the Fethine are having this evening. If asked about Rappan Athuk or about the local area, she hints and teases that she knows valuable information (which she does), using this as a lure to get them to come to the festival.

The Fethine have parties every night, and this night would have been no exception. However, upon learning of the arrival of outsiders, the tribe intends to go out of its way to make this a memorable occasion for all concerned—and perhaps deal with a nasty threat in the process.

Assuming the PCs agree to Erika's proposal to join them for a party, she eagerly leads them back to the Fethine grove, where word has preceded her and preparations are already underway for the party. Spidersilk is being strung from tree to tree, where witchlights can perch and glimmer at night. Flat stones are lugged out to serve as banquet tables, and pixie lads and maidens busily prepare thimble-sized leaf cups to hold berry wine, nuts, and other tasty party treats.

The festival should take place over several stages, as follows:

A. Meet the Court—The PCs are escorted to the King and Queen, to make the usual courtesies, and to get a

look at the faerie court. How diplomatic they are, and how much in particular they flatter the Queen, will go a long way toward how they are regarded by the rest of the court that evening.

B. The Puck—At some point, Thub approaches a PC when the other fey are distracted and begs a favor of them. He explains that it is his job to play pranks on them, but he's not very good at it, and he would be grateful for any cooperation they could show—maybe by acting surprised and dismayed when he pulls one off. He looks woefully unhappy, peering at the ground from behind tiny spectacles.

As the night continues, he plays a few pranks on the characters, but they are all particularly lame, clichéd things, like tying bootlaces together, putting weevils in their wine, setting off an anemic stinkbomb that produces a not-unpleasant odor, or even (if desperate enough) flying up behind one invisibly and yelling "Boo!" If PCs react suitably scared and chagrined, Thub will be happy, though the Queen a bit upset at the weak pranks and the fact that the PCs are falling for them. If they fail to fall for them, the Queen berates Thub, and he becomes even more miserable. However, if they were to help him come up with some better pranks without the Queen's knowledge, she would be impressed and Thub eternally grateful.

C. Erika and Willow—Erika spends quite a bit of time with the PCs, twittering and observing everything they do. If there's time before the party, she offers to take them to meet the local badgers. She does not answer questions about the region or Rappan Athuk except to say that the King shall answer their questions later on.

Willow, her brother, has been sulking since he lost his position as Puck, and is further jealous of all the attention Erika is receiving from the PCs. He becomes increasingly acrid and petulant in his comments as the party progresses. There is little the PCs can do to assuage him, short of humiliating Erika or the king and queen.

D. Early Evening—The party begins as dusk ends and night falls. The witchlights all start to glow in beautiful pastel hues, and millions of tiny pinpricks of light gleam on foliage throughout the clearing. The grig musicians warm up their instruments, then play a merry jig, which immediately gets the pixies out dancing through the air in the clearing. Several of the pixies fly up to the PCs and invite them to go out and dance with them. If the party does so and dances very well (Perform [dance] DC 15 or Balance DC 20) they earn some measure of esteem from the Fethine.

As the evening continues, Thub begins playing his sorry excuses for pranks on the PCs, and the queen gauges his success. Willow refuses to dance, even with the comeliest of the pixie maidens, though a female PC may lure him out to dance with an exceptionally good Diplomacy or Charisma check (DC 25, 23 if made by an elf).

E. Mid Evening and the Fight!—At about 10 PM, at the height of the festivities, the witchlights to

the north of the clearing wink out, and a whisper of unease passes through the celebration. King Elmander makes a gesture to the grigs, and they begin playing a rhythmic, throbbing tune. Erika flutters up to the PCs and tells them not to fight the beat, but to use it to their advantage. Moments later, the pixie dancers squeak in terror and flee the clearing, as a shambling horror lurches into the clearing.

This creature, apparently a mass of fused bones with tentacular limbs writhing forth, is the bone crawler that guards the entrance to the Tomb of Final Sacrament, Level 1A of Rappan Athuk. The Fethine, by King Elmander's quiet instruction, deliberately played loudly enough to attract its attention. Once it enters the clearing, the grig music forms a pulse-pounding beat. Those within the clearing feel seized by its rhythm, and start dancing to the beat. A Will save is allowed to resist the effect (DC 22, the bone crawler automatically fails this save), but any PC who does so and then breaks the rhythm disrupts the grig's music, and everyone can act normally.

While the music plays, those affected can move, dancing, up to their Speed, but may not leave the bounds of the clearing. In addition to this movement, they are entitled to a single standard action, but may not take a full round action. This applies to the bone crawler as well—it can only attack with one bone blade per round, and further, it cannot enter a whirling frenzy. So long as the beat continues unhindered, it therefore suffers a serious disadvantage in this battle. A PC may attempt a Perform (dance) check (DC 25) to be able to perform a full round action, but if they fail they stumble and cannot act that round.

Should the music be disrupted, the bone crawler immediately launches into a full-scale assault, attacking with all its limbs. When its bone armor hit points have been reduced to half, it retreats, whether or not the music still plays.

Assuming the PCs do not deliberately disrupt the rhythm of the music, this should allow them to gang up and weaken the bone crawler in an environment where they have an advantage, which should make an encounter with it at the Temple of Final Sacrament somewhat easier, should they not delay long enough for it to heal naturally and repair its armor.

F. The King Speaks—Once the bone crawler has departed, the pixies reemerge. The grigs strike up a more traditional tune, while the pixies flutter around the PCs, complimenting them for their bravery. Then King Elmander addresses them, and all the Fethine fall into a hush. He compliments their fighting skill, assuming they acquitted themselves well, and informs them that they just fought with the guardian of a nearby temple of darkness. He tells them of the location of the temple, and that few who have entered ever return. The PCs may ask questions of him at this time; how he answers these depends on

how courteous the PCs have been (you may allow a Diplomacy check against DC 20 for this, though it is recommend you base the decision on actual roleplay). When the Q&A session is concluded, King Elmander commands the festivities to resume.

G. After the Party—Barring PC intervention, the dance ends a few hours later. The Fethine all bed down for the night, and invite the PCs to rest in their clearing, where they will be safe from further harm. They are free to do so or not as they please.

The next morning, Erika once again brings them before the King and Queen of the Fethine, with the full court in attendance. The King thanks them for their participation in the party (or castigates them if the PCs were boors), and sends them on their way.

Depending on how the PCs behaved the night before, they may be presented with a number of rewards to aid them in their quest:

- If the bone crawler is defeated, and the PCs generally are courteous and acquit themselves well, the king presents them with a ceramic jar holding five applications of restorative ointment.
- If the queen is flattered and praised by the PCs, and she is not unduly disappointed by their being “duped” by dumb pranks, she offers them a magical hair comb that instantly untangles any hair combed with it. This comb would be worth 500 gp on the open market.
- Erika offers them each a kiss on the cheek or nose to those PCs who are kind and hospitable to her. This grants them a +2 bonus on their next single saving throw to avoid danger or a malign effect.
- If the PCs helped Thub, particularly with coming up with better pranks than his own, he has nothing tangible to offer them, but does promise his friendship, and that he would be happy if they should call on him in the future to perform a service for them.
- If a PC performed exceptionally well dancing, or joined the grig musicians in performing and did very well, Krrk'a Tink offers them a reed whistle that, when blown, acts as a confusion spell cast by a 7th level sorcerer, which the whistle blower can direct as if he were the spellcaster. The whistle can only be used once.
- Finally, if Willow is somehow befriended without the aid of magic, he offers the person who performed this unlikely task an azure gemstone. This is a deep blue ioun stone that grants Alertness (as the feat) to whoever uses it.

Area 3. The Black Fane

At the center of a clearing, surrounded by stunted pine trees, stands a weathered building constructed of pure black marble. It has a gently peaked roof protecting a single central chamber. The roof is supported along

The Epitaph of Final Sacrament

WHERE FOR THE GLORY OF THE HORNED
ONE DOES THE TRUE ESSENCE LIE?

NOT IN THE SKIN, THAT TATTERED RAG
THAT CLOTHES US; STRIP IT AWAY.

NOT IN THE FLESH, MERE MEAT TO ROT TO
NOTHING; LET THE WORMS FEAST UPON IT.

NOT IN THE BRAIN, FOR THOUGHT IS
FLEETING, EVER CHANGING; CRACK THE
SKULL AND SUCK IT FORTH.

NOT IN BREATH, THAT MOST FRAGILE OF
SIGHS SO EASILY STOLEN; DROWN IT IN
TEARS AND PAIN.

NOT IN THE BELLY, THAT FURNACE OF
POWER, FOR IT SO EASILY TURNS; DIS-
SOLVE IT IN ACIDS OF ITS OWN CREATION.

NOT IN THE SEED OF MAN AND WOMAN,
THE AGENT BUT NOT THE SOURCE OF THE
SPARK; IT SHALL WASTE AWAY IN THE
SHADOW OF FALSE HOPE.

NOT IN THE BONES, THE FINAL DANCING
RELIC OF THE DEAD; CRUSH THEM TO DUST
AND LET THE WIND TAKE THEM.

WHERE THEN DOES THE TRUE SPARK
HIDE?

*(The final line of the Epitaph
has been chiseled away.)*

its periphery by black pillars, Parthenon-style. No flora grows within 15 feet of the structure, and the ground bears a dark reddish taint, as if it has soaked up countless gallons of blood.

The fane is 30 feet wide and 40 feet deep. The opening to the central chamber is 20 feet wide and 18 feet high. The entire structure seems to drink in all light that shines upon it.

A large memorial plaque similar to a gravestone is set into the ground before the entrance, made of the same black marble as the rest of the structure, inscribed with the Epitaph of Final Sacrament (see sidebar).

The vaulted interior is empty save for a ramp 20 feet wide that gently descends 50 feet to **Area 1A-1** of Rappan Athuk. Close inspection of the floor inside the temple reveals numerous scratch marks, as if bladed weapons had been drawn across the stone repeatedly, particularly on the ramp. Splinters and shards of bone also litter the ground in and near the fane.

Area 4. The Troll Mound (EL varies)

This lair contains a large tribe of **42 trolls**, led by a **matriarch troll priestess**. These trolls are loosely aligned

with the evil wizard Turane (see **Area 5**, below), and provide him safe haven in return for gold, gems, and arcane potions. Several particularly adventurous trolls actually serve the wizard as bodyguards. The troll mound consists of a large troll-made hill, connected to many entrances via a series of tunnels, both dry and water filled. There are 11 such entrances (see **Wilderness Map 2**). All movement in the swamp is at 3/4 normal, and running or charging requires a Dex check (DC 12). Failure indicates that the individual in question has rather unceremoniously fallen into a pool of muck. Trolls are unaffected.

While the trolls are quite aggressive, they have also become the masters of this swamp, and as such, have become quite lethargic about keeping watch on their domain. Hence, there is only a 50% chance per 10 minutes spent within one mile of the mound that an encounter with **1d6+1 trolls** occurs. Each minute of combat draws an additional check for **1d4 additional trolls**, arriving 50% of the time until 20 have been vanquished.

Tactics: Trolls encountered in the swamps operate at an advantage over their foes. If faced by fire, there is a 50% chance that a troll that has been reduced to 25% or less hit points simply jumps into a nearby pool of water to avoid destruction. Another tactic is for two trolls to grapple anyone wearing heavy armor, and dive into such a pool, endeavoring to drown their victim, rather than face a stand-up fight. While chaotic and stupid, these trolls use the local terrain to the best of their abilities, gaining a +2 circumstance bonus to Hide checks while in the swamp. The trolls are too dumb and cocky to get help, and they do not retreat to warn their fellows in any case.

The Entrance Tunnels: Of the 11 tunnels shown, 1-5 are dry, 6-9 are partially water-filled, and 10-12 are completely submerged beneath the fetid marsh water. The dry tunnels may be crossed with ease, the partially water-filled tunnels require any creature less than 3 feet tall to make Swim check (DC 12), and the water filled tunnels require Swim checks (DC 12) to pass. Failure to make the checks requires a Fortitude Save (DC 15) to avoid drowning.

Within the Mound: At any given time, there are 4d6 regular trolls and the troll matriarch, **Fedorla** in the mound. Fedorla is also a ninth level cleric. These creatures are randomly distributed throughout the mound, going about their daily business, though Fedorla keeps to the center of the mound. The interior of the mound is 100 feet in diameter, the ceiling supported by the natural high points of the land, with three water pools (each leading to an underwater tunnel). The roof itself is made of wet grass and hides, stretched over a framework of sturdy wooden poles. Sleeping areas are scattered about, no more than rough piles of bones, grass, and hides. In the center of the chamber is an unholy shrine to some bizarre, primitive troll god (an evil form of the barbarian god, Bowbe), upon which are littered piles of gold and gems, torn and shredded armor bits, and rusted weapons. No other treasure is present in the mound.

Fedorla, female troll Clr9 (Bowbe): CR 14; hp 174; see the **Appendix**.

Elite Trolls (4): CR 5; hp 84; see the **MM**.

Trolls (38): CR 5; hp63; see the **MM**.

Tactics: In a direct fight, the trolls, being simple minded and fearless, charge and attack. They may try to grapple as described above. They never retreat from this “holy” ground, and fight to the death. Fedorla is no fool. She is an old, wise troll, and as such, directs the battle from the rear, guarded from direct assault by four elite trolls with maximum hit points. All trolls present obey her without question. She casts *protection from energy (fire)* on herself as her first action, followed by *prayer*, *bles*, and *slay living* (cast at the biggest fighter). She saves her death touch ability until she is actually in melee. The DM is encouraged to use her other spells as he sees fit, keeping in mind that she is cunning and wise.

It is possible that a wise party of adventurers will decide to burn the mound from outside. This method works, though due to the dampness of the roof and surrounding environment, it burns slowly and produces a towering column of smoke. Should the mound be set alight, all of the trolls present inside emerge and attack, enraged as never before. They come out of each entrance in equal numbers, and then converge on the party from all sides. The vast amount of smoke generated by the fire also draws all remaining trolls in the swamp to the fray in 1d4 minutes.

Treasure: As the price of alliance, Turane the wizard supplies these trolls with a steady supply of gold and gems. This material is left on the altar as sacrifice to the trolls’ god. Turane also exchanges arcane potions he brews with Fedorla, receiving in return curative potions that she mixes up in a battered still standing in one corner of the center chamber. Besides Turane’s offerings, items taken in battle by the trolls end up in a mound before the altar. This pile currently contains over a dozen sets of light and medium armor, perhaps 20 simple and martial weapons, over skulls offered as trophies, 13,200 gp, 9620 sp, and 31 assorted gems (determine randomly). Amid the weapons in the pile, one plain, unadorned blade is actually a +2 *flaming shortsword of speed*.

Area 5. Cave of Turane and his Trolls (Bandit Group 5) (EL 0 or 11)

This group makes its home near the Troll Mound in the Troll Fens (see **Area 4**, above). This lair consists of a cave with an iron door that has been *arcane locked* by Turane, behind which is a series of five smaller caverns. The first four caverns are occupied by Turane’s trolls. The final cavern contains the living quarters of Turane. Inside is a cot, several bookcases containing Turane’s spellbooks, as well as a limited wizard’s laboratory. Also in the lair is a locked and trapped chest that activates if anyone other than Turane handles it. The chest contains a *helm of underwater action* as well as 3059 gp, 403 sp and 21 gems (10-250 gp value each). For stats for Turane and his trolls, see their bandit group entry, above.

Wooden Chest: 1 in. thick; Hardness 5; hp 10; Break (DC 15); Open Lock (DC 28).

Phantasmal Killer trap: CR 5; magic device; touch trigger (*alarm* on chest); automatic reset; spell effect (*phantasmal killer*, 9th-level wizard, DC 18 Will save for disbelief and DC 18 Fort save for partial effect); Search DC 29; Disable Device DC 29.

Area 6. Hideout of the Dishonest Patrol (Bandit Group 6) (EL 0 or 9)

This group does not have a traditional lair. They travel the Coast Road alongside the legitimate patrols, even returning to their respective cities when their patrol stint is completed. It is possible that the PCs could meet up with the members of this group back in a nearby city once the PCs return from the dungeon. The patrol does, however, maintain this small hideout in the Forest of Hope with additional supplies and provisions. This hideout is not detailed here, for it does not contain guards or treasure, only supplies and cots.

Area 7. Lair of Daarog’s Ruffians (Bandit Group 3) (EL 8 or 12)

These bandits make their lair in a cave beneath the ruined remains of an ancient village. See **Wilderness Map 3** for a layout of the cave. The cave is very defensible and well guarded by an additional 20 **hobgoblins**. Inside the cave complex are 26 more male **hobgoblins**, 31 beaten-down and oppressed hobgoblin females and 16 hobgoblin young. The females only fight to defend themselves if directly attacked, using unarmed attacks; the young do not defend themselves. Killing the females and young earns no xp, and might involve a penalty depending on the alignment and ethos of the party members.

Hobgoblins (46): CR 1/2; hp 6; see the **MM**.

Hobgoblin females (31): CR 0; hp 4; see the **MM**.

Hobgoblin young (16): CR 0; hp 2; see the **MM**.

Treasure: Daarog keeps his treasure in a coffer in the back of the lair, half-buried by tattered animal hides and other rubbish, requiring a Search check (DC 20) to find. The coffer is 6 ft. x 1 ft x. 2 ft., made of ivory sheets, and carved on top and sides with battle scenes. The hinges and locking mechanism are made of adamantite, and the entire coffer is worth 1,000 gp undamaged. The coffer is unlocked (Daarog having long since lost the key), but it is trapped with a nasty *glyph of warding* that activates if the coffer is touched by anyone other than Daarog or Zorzunar. Inside are 649 gp, 12,692 sp, a ring of carved and beaten gold in curlicue designs holding a large spherical aquamarine (1,000 gp value), a gold dragon comb set with a red garnet for its eye (500 gp value), and an anklet made of 12 tiny gold plates linked with gilded wire and fastened by a hook and eye (500 gp value).

Glyph of Warding (contagion): CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding [contagion]*, 8th-level cleric, cackle fever [1d6 Wis damage], DC 16 Fort save negates); Search DC 28; Disable Device DC 28.

Area 8. “Damsels in Distress” (EL 10)

This is the lair of **two harpies** who have set up a nest in a large, dead, tree. This tree stands in the center of a 60-foot diameter clearing, located in an area of heavy undergrowth and thick-boled trees. A wide game trail leads into the clearing. The wicked sisters have had good luck with their lair until recently, when a pride of **six dire lions** moved in. These lions appear to be immune to the effects of the harpy’s charm ability. Much to the annoyance of the harpies, the newly arrived lions have been eating all the creatures the harpies lure to their lair. The lions, on the other hand, find this to be a wonderful home because the harpies attract lots of “game” for them.

The encounter begins with one of the harpies spotting the PCs while she is out looking for food. She realizes that the PC group can probably kill or weaken the lions and that she and her sister can swoop in after the battle and deal with the survivors. Thus, she begins her song and draws the PCs into the area of the lair. She then retreats into her tree and, with her sister, watches the battle.

Dire Lions (6): CR 5; hp 60; see the *MM*.

Harpies (2): CR 4; hp 31; see the *MM*.

Tactics: The lions consider the harpies’ charm song to be a dinner bell, and have gathered in the bushes near the lair, awaiting their meal. They attack the PCs as soon as they enter the clearing. The harpies attack whichever side wins if either group is obviously weakened to the point that the harpies believe they can win the fight.

The harpies’ tree can be climbed (DC 12) and a human sized entrance is present 15 feet up. Anyone fighting inside the tree suffers a –4 circumstance penalty to attack and damage rolls when using medium-sized weapons, and cannot wield larger weapons, due to the narrow confines of the interior.

Treasure: In the bottom of the tree in the nesting material (requires an extensive Search, DC 20) are several gems: a 50 gp chalcedony, 100 gp garnet, 12 gp lapis lazuli, 10 gp turquoise, 50 gp chrysoprase and a *gem of brightness*. The lions do not have any treasure.

Area 9. Rappan Athuk

This is the location of the ground level of Rappan Athuk, the primary point of entry into the great dungeon complex. Located atop a hill, this area is fully detailed on **Level G**.

Area 10. Canyon River Entry

The river south of the Troll Fens narrows and flows through a 60 foot deep gorge. At this point, a subterranean river flows out through a crack in the rock and joins the river’s eastward course to the sea. Due to the narrowness of the gorge and an overhanging rock ledge, this outlet is nearly impossible to spot from above, though individuals traveling up or down the river itself through its turbulent rapids have a much better chance of locating it with a DC 20 Spot check.

If the underground river is followed upstream, it eventually leads to **Area 10A-41** on **Level 10A: The Giant Cavern** in Rappan Athuk.

Area 11. The Goblins’ Back Door

The hills around Rappan Athuk are riddled with caves, most no more than a single chamber deep. However, at this point a narrow cave opening partly choked by brush leads back and downwards to the southwest, eventually coming to a spiral staircase that descends to **Area 10B-8** on **Level 10B: The Goblin Outpost** in Rappan Athuk. The goblins use this as a secret way out into the countryside, and are very careful to mask it with thorn bushes and avoid making a trail leading to it. However, should a goblin patrol be followed, there is a good chance it leads back here, and can be followed deep into the heart of the dungeon.

Area 12. Small Grove Entry

In a small, wooded grove, at the base of a large oak tree, a crack between a thick pair of roots leads downward into a narrow passage that looks in several places as if it may dead end. Perseverance, however, leads one eventually to **Area 11-8C** on **Level 11: The Waterfall and Akbeth’s Grave** in Rappan Athuk.

As this passage sees no traffic by adventurers or dungeon residents, it is nearly impossible to locate accidentally—unless you wish for the PCs to travel immediately into the depths of Rappan Athuk, that is!

Area 13. Giant Honeybee Entry

A rocky cleft at the top of a rugged hill occasionally disgorges giant honeybees, which search the surrounding area for food for their nest. If the cleft is investigated, it reveals a tunnel which descends northeast, eventually terminating at their nest in **Area 5-9** on **Level 5: Banth’s Lair and the Wight Catacombs** in Rappan Athuk. Of course, anyone descending the passage will have to deal with all the giant bees. At any time, **1d4 giant bees** can be encountered here, and a check for an additional **1d4-1 bees** should be made three times when descending into their lair. Angry bees do not pursue PCs more than 100 feet from the entrance to their hive.

Area 14. Drusilla’s Grove (EL 14)

Drusilla is a vengeful druid, her original animal companion having been slain by humans 20-some years ago. She lives in a small grove. She harasses anyone within 20 miles of her lair. She does not want the PCs here, does not want to be friends, and does not want to negotiate. If she encounters PCs, she provides them with a simple choice: leave or die. She is accompanied by her animal companion, **Sheiju**, along with a pack of **30 wolves** that obey her commands (the wolves know the tricks attack, come, defend, down, and guard; further, they regard Sheiju as their pack leader, and follow his lead if in doubt. Drusilla’s wolves would die to protect her, and they intercept anyone who approaches her. If and only

if the PC party contains a druid, she may negotiate, or even let the party stay in her territory. This requires a Diplomacy check (DC 20). If Drusilla's wolf companions have been slain by the party, add +5 to the DC of this check. Drusilla is an equal opportunity bitch, and kills local monsters as well as PCs. They do not know what she is, but they fear her. If the Diplomacy check is successful, she may (50%) request that the PCs clear out the den of giant spiders (see **Area 16** below), as they have grown too numerous and are disrupting the balance.

Drusilla, female human Dru13: CR 13; hp 119; see the **Appendix**.

Sheiju, male wolf (animal companion): CR —; hp 80; see the **Appendix**.

Wolves (30): CR 1; hp 13; see the **MM**.

Tactics: Drusilla will not engage in melee if at all avoidable. She remains out of sight, transforming herself into an animal to retreat if seen, only to attack with spells later. If the PCs do not leave, she kills them. She first uses a few well-placed *lightning bolts* and an *insect plague*, and finally a *creeping doom* spell.

Area 15. Lair of Corrak and her Brigands (Bandit Group 2)

Corrak has a *lyre of building* which she extorted from a group of adventurers she and her cohorts waylaid coming from the dungeon. Once a week they move their encampment, tearing down the walls and filling in the ditches of their old one (so as not to be used by enemies), then moving 5-15 miles away and using the *lyre* to build a new encampment. Thus, the location of their lair on the wilderness map is only an estimate. They may actually make their lair anywhere within 3 hexes of the area marked on the map. They prefer the outskirts of the Forest of Hope, however. The exact layout of the fortified camp is left to the DM's discretion, but typically includes a ditch lined with spikes, a low wall from which brigands with bows can shoot with cover, and a low stone building to shelter in, complete with arrow slits in the walls and a door that can be triple-barred. However, if an unusual terrain feature presents itself, they may incorporate it into their defense. Usually they seek a hidden location over one that is defensible, and so avoid camping on open hilltops.

Area 16. The Giant Spider Colony (EL 10/13)

This is the lair of a vast colony of **63 large-sized monstrous web-spinning spiders**. The spiders have set up nests over several acres of woodland, and occasionally forage out in search of prey. Spiders lost through attrition are replaced at a rate of 20 per week unless the colony is completely wiped out. The colony does not grow, as it has reached its numerical capacity based on food and space.

PCs traveling south on the Coast Road may spot a wrecked merchant wagon. Webs cover everything, and a sign of a struggle (weapons on ground, overturned barrels, etc.) is

apparent. One dead spider is found a few yards from the wagon, curled up in some bushes (Spot check at DC 10 to locate). It has several arrows in it, and a broken sword blade in its abdomen. Inside a wooden barrel is a very frightened little girl; the only survivor of the 20 or so merchants and guards. She hides unless the party opens the barrels or until they have been talking for 5 or more rounds. The PCs can make a Listen check (DC 15) to hear her at this time. Her name is Leah. Leah is terrified and tells the party that the spiders came last night (they come mostly at night, mostly) and carried off her father and all of the others. A guard named Larek put her in the barrel and told her to hide and be very quiet. She begs the PCs to rescue her friends, and tells them how rich her daddy is to sweeten the deal. She whines incessantly if they refuse.

The party can track the spiders to their lair relatively easily (DC 12). If a Spot roll at DC 25 is made, they can even avoid the ambush that has been set for them.

The Ambush (EL 10): Near the entrance to the lair, **18 spiders** wait in ambush. They have laid thin layers of webs across the trails in the woods to warn of approaching prey. This encounter occurs about 100 yards from the main lair, and is not reinforced from the lair. Astute PCs notice that no tree-borne webs are present, and that no nests or human bodies are in this area.

Large Monstrous Spiders (18): CR 2; hp 32; see the **MM**.

Tactics: Ten spiders surround the party (Spot check DC 20 to notice them moving into place) while the remaining eight shoot webs at the PCs from above. After 2 rounds of web shooting, all 18 attack (divide equally among all PCs, NPCs, and companion creatures, as the spiders do not discriminate) and fight until slain. The spiders are not really smart, nor easily frightened. Fire, if strongly presented (hit in face, *burning hands* spell, etc.), requires the spiders to make a Will save at DC 15 or recoil and go after a different victim.

The Lair (EL 13): In a large clearing in the trees, it grows very quiet. PCs looking up notice the presence of dozens of web nests, cocooned bodies, and spiders. The PCs have two full rounds of action before the **45 spiders** react, as nothing ever enters the nest, and the presence of intruders is unexpected. If the nests are set aflame, 3d6+2 spiders perish in the blaze, leaving the remaining spiders to fight intruders. This also kills all of the cocooned prisoners, who die screaming and falling the 30+ feet to the ground, possibly destroying much of the treasure in the nests. Before a PC sets fire to the nest, tell them that they see human arms and legs protruding from several of the cocoons, and some of them are moving about wildly.

Large Monstrous Spiders (45): CR 2; hp 32; see the **MM**.

Tactics: The spiders in the lair are a little less organized than the ambush party. Only 1d6 attack each round, starting on round 3 until a total of 45 is reached. Each spider has a 2 in 6 chance of using its web ability; otherwise it descends and bites. Each PC may make an attack of

opportunity on each spider before it attacks him or her (as the spiders are vulnerable as they descend on a web line). The spiders are defending their nest, and will not flee. Fire rules apply as described above.

The Victims: Eleven victims from the merchant wagons are still alive. All are sick from spider poison and incapable of doing anything but moaning and lying in a fetal position. They are wrapped in spider silk, which must be cut free before they can be healed. They have to be physically carried the 400 yards to the wagons. They recover in one week if attended by a healer. PCs with the Heal skill may make a check at DC 20 to reduce this time to half. An experience award of 200 XP per victim saved should be awarded to nonevil PCs.

Nine of the victims are caravan guardsmen (use Footman stats from the Appendix, if necessary), who are grateful, and become loyal hirelings of the PCs if that is desired. The remaining two are merchants: Antony and Greelin (Com5s). Antony is Leah's father. These merchants are also grateful, and assist the PCs in purchase of mundane gear for 15% off for life in the marketplace of whatever city you decide they operate out of.

Treasure: As might be expected, a huge lair of spiders has accumulated a number of items of interest from its victims. Careful search (requires 3 days) of the webs and nests reveals the following: 2100 gp in seven sacks; 4200 sp in 11 sacks; 42 assorted gemstones worth 1d20 x 10 gp each; 2 suits of full plate armor; 8 suits of chainmail; 2 dozen assorted weapons of mundane nature; a masterwork bastard sword with a gilded handle and a jeweled pommel (worth 900 gp); *potions of blur, water breathing, remove disease, fly, darkvision, swimming, cat's grace, and haste*; a *cursed robe of powerlessness*; a gem-studded *collar of moderate fortification* (as the armor property, but with no armor bonus added to AC); a *horn of blasting*; a +2 *light steel shield*.

If the webs are burned, a check should be made for certain items to determine if they survived the fire, as follows: the potions have a 75% chance of destruction (roll individually for each), 60% for the cursed robe, 50% for the collar, 40% for the horn, 20% for the light steel shield, and 15% for the masterwork bastard sword.

Area 17. Simrath's Tomb (EL 10)

Simrath the vampire is the long-undead lord of a small barony in the foothills. He was once a great general of good, and was much loved by his troops. Like many other heroes of the region, Simrath rode off against the forces of Orcus. He was slain in a nighttime battle at the field east of the ford of the Wild Edge River by a vampire serving the evil priests. That vampire was slain by the holy light of a sun priest. Simrath's companions were unaware of his fate (being turned to a vampire), and buried him with full honors in the foothills near the battlefield, in a wild grove of great beauty. There he rests by day.

The tomb itself is an ancient stone structure 30 feet square shrouded in the shadow of a stand of 100 foot

tall trees. The interior and exterior of this tomb are depicted in **Wilderness Map 4**. The door is made of thick iron, in surprisingly good shape and barred from within during the day. Simrath's coat of arms, a pair of stags facing each other with the horns interlocked, is carved in the stone over the door. Anyone forcing the door has a chance of waking Simrath if the attempt is made by day (see below).

Within, a single stone crypt rests against the far wall, with Simrath's coat of arms again carved into the wall above it. Rusted sconces are bolted into the side walls, and the floor is covered with rubble, twigs, and other debris.

Should the tomb be approached by day, Simrath has three chances to notice intruders: first, if the door is forced open in a loud manner, he is allowed a Listen check against DC 20 to awaken; second, he is allowed another Listen check against the Move Silently checks of anyone moving through the room, as they kick rocks and snap twigs underfoot, though Simrath suffers a -4 circumstance penalty to this check; third, opening the lid to the crypt (which requires a Strength check DC 22 to accomplish) allows a final Listen check against DC 15. Should he make any of these checks, Simrath awakens, immediately aware that intruders have breached his tomb.

If Simrath is exposed without awakening him, enemies hoping to stake him still have to deal with getting him out of his masterwork full plate armor. Attempting this, or trying to carry Simrath out into the sunlight, certainly awakens him.

Note that due to grove of trees around his tomb, the ground is perpetually shaded from direct sunlight for 100 feet in all directions.

Simrath, male human vampire Ftr8: CR 10; hp 72; see the **Appendix**.

Worgs (12): CR 2; hp 30; see the **MM**.

Tactics: If awakened in his tomb, Simrath calls 12 **worgs** that are utterly loyal to him, and den nearby. They arrive in 1d6+4 rounds after he sends out the mental summons. He may then attempt to parley, allowing them a chance to arrive, before he attacks the intruders. However, Simrath accepts challenges of single combat if offered, using only his bastard sword. If his foe displays cowardice, he uses his level drain ability to full effect.

Treasure: His tomb contains no treasure. Aside from his armor and weapons, all his wealth passed to his heirs, and he has no interest in the spoils of those slain from his attacks.

Area 18. Lair of Vorlak and his Kobold Gang (Bandit Group 1) (EL 9)

This cave is located in wooded lowlands. **Wilderness Map 5** details this location. The kobold lair contains any kidnapped survivors from encounters with the bandit group, as well as **43 additional male kobolds**, 165 non-combatant females and young, and **8 dire weasel** pets.

Kobolds (43): CR 1/4; hp 4; see the **MM**. Possessions: Small-sized spears, small-sized leather armor, small-sized slings and 8 sling stones, 2d4 sp, 2d8 cp.

Kobold Females and Young (165): CR 0; hp 2; see the **MM**.

Dire Weasels (8): CR 2; hp 16; see the **MM**.

Tactics: The kobolds use the same hit and run tactics as in the wilderness, utilizing their small size to duck and dodge through narrow passages that creatures larger than Small size cannot pass through, and finally flee after they evacuate the females and young. The weasels are used as shock troops.

Traps: A series of pit traps are in the lair. The kobolds know they are there and avoid them without a check. A successful Spot or Track check (DC 12) allows the characters to notice that the kobolds are clearly avoiding certain sections of the floor. This does not tell the party where all the pits are, but merely alerts them that such traps might exist.

Pit Trap: CR 1; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 10 ft. deep (1d6, fall); Search DC 24; Disable Device DC 20.

Treasure: Treasure can be found in the rear chamber of the lair (Vorlak's den), and includes 2700 sp, three 100 gold piece topaz gems, a jeweled necklace composed of platinum and rubies (worth 5000 gp), two suits of half-plate armor (medium size), five suits of chainmail (4 medium size, 1 small), assorted weapons and lesser armor (all in need of repair, but serviceable), a spyglass, and a +3 *spear* which sheds golden light in a 20 foot radius when held in hand.

Area 19. The Coven of Sea Hags

This encounter can be played in one of two ways, either as a straight up fight, or (better) as a roleplaying opportunity. **Three sea hag sisters** (Rylshhna, Shralynn and Marmtroth) live along the coast in a cave. They possess a powerful artifact, known as *the cauldron of blood* that allows them to gaze across the boundaries of time, seeing either the past or the future. These hags have developed skill as wizards in addition to their innate powers. The PCs most likely encounter **Marty the Imp**, the servant of the sisters before they ever meet the hags. Marty spies for the ladies and keeps them informed as to the comings and goings near their lair. He never fights, and always runs if confronted. If the lair is approached, Rylshhna covers her face and approaches the party. She asks what they seek, and is friendly, if distant in her conversation. She would much rather bargain than fight. Layout of their cave is shown as **Wilderness Map 6**.

Suggested fees for using the cauldron of blood to see past or future are given in the side bar. In addition to its use, the three hags are capable of crafting wands, wondrous items, and scribing scrolls, particularly in the case of devices that cause harm or are to be used for evil. Bargains that can be made with PCs are left to the discretion of the DM.

Marty, imp: CR 2; hp 13; see the **MM**.

Rylshhna, sea hag Wiz5: CR 7; hp 34; see the **Appendix**.

Shralynn, sea hag Wiz3: CR 7; hp 26; see the **Appendix**.

Marmtroth, sea hag Wiz3: CR 7; hp 28; see the **Appendix**.

Tactics: If attacked, the hags use their horrific appearance and evil eye abilities, then attempt to flee into the sea, possibly using spells to aid them in this, if necessary. If backed into a corner, they might attempt to negotiate a surrender, but they view any bargains made under duress to be meaningless, and do not keep their ends of any bargains in this case. Should the PCs attack and the hags successfully escape, they shall bend all their powers and evil cunning toward hurting and finally killing their attackers, including using the cauldron to learn about their loved ones and going after them.

Treasure: In addition to the hag's personal magic items, the cave contains three large wooden chests, filled with silver (total of 2260 sp) and gold (total of 5340 gp), tribute from adventurers seeking fortunes. The chests are neither locked nor trapped. In the center of the cavern is a huge bubbling cauldron, filled with blood. This is in fact the *cauldron of blood*, a powerful artifact of divination, created many centuries ago. Use of the cauldron requires blood from any who would know the future or view the past. Only one who donates blood can scry using the cauldron.

Area 20. The Wasp Nest (EL 14)

A sizable giant wasp nest can be found at this location in the Foothills, in a cave filled in with paper. The lair has five exits of various sizes allowing the wasps to fly in and out. The trees surrounding the cave for about 100 yards in all directions show signs of infestation by the giant vermin, tipping the PCs off to the presence of the wasps on a successful Survival check (DC 20). Inside the lair are a total of **40 giant wasps**. PCs wandering near the lair encounter small groups of **1d4+1 wasps** who aggressively defend their territory. If the PCs actually enter the lair they are attacked by all remaining wasps within the hive except the queen, 1d4+1 appearing each round as soon as the nest is disturbed. If fire is introduced to the nest, the paper within ignites quickly, burning for three rounds and inflicting 2d6 points of damage per round to all creatures in the nest (including the queen). Additionally, all wasps burned in this manner lose the ability to fly. While this is an efficient method to clear the hive, burning it automatically destroys the treasure hidden within.

Giant Wasps (40): CR 3; hp 32; see the **MM**.

Queen Wasp: CR 0; hp 80. The queen is a nearly immobile, wingless, worm-like creature with no ability to attack (Spd 5 ft., AC 6 (-4 Dex), SV Fort +4, Ref -3, Will +2).

Cauldron of Blood

Description: The *cauldron of blood* appears to be a normal cauldron forged of blackish-red iron. The true origins of this artifact have been lost over time.

Powers: The cauldron of blood allows the user to view past or future events (similar to a *divination* or *legend* lore spell) by donating blood from his body to the boiling waters of the cauldron. To use this device, the user must bring water in the cauldron to a boil, and then bleed himself; allowing his fresh blood to drip into the boiling water. (This deals normal damage and temporary Constitution damage to the user based on how far in the past or future he wishes to look.) At this time, the user decides whether to view past or future events. The events can concern a person, place, or thing; they can be current or forgotten, or even information that is not yet known (see the *divination* spell). The cauldron functions for a maximum of 10 minutes before the visions disappear.

Damage*	Viewable Time (Future/Past)	Fee**
2	30 minutes/6 months	50 gp
4	1 hour/1 year	100 gp
6	12 hours/20 years	500 gp
8	1 day/50 years	2000 gp
12	1 week/100 years	5000 gp in magic items
16	1 month/300 years	10,000 gp in magic items
20	1 year/500 years	20,000 gp in magic items

*Damage is applied to both current hit points and Constitution. Both heal at the normal rate. Note, that a user cannot bring his Constitution below 1 using the cauldron. The damage lost also represents the effective caster level of the cauldron to penetrate any magical wards against such scrying.

This base price excludes the blood/Con loss required to fuel the cauldron; the value listed is suggested as a starting point for bargaining. They will go as low as 75% of this value if the negotiation is sufficiently skillful. Alternately, they may require in lieu of this fee that the PC fetch them a particular item, such as a lock of hair from a king's daughter, an enchanted lyre in the keeping of an ogre mage, or the skull of the Oracle of Rappan Athuk (see **Level 3, Area 3-7).

Treasure: In the lair, amidst the paper castings, requiring three days of clearing and searching (Search DC30) is a *scroll of wish, gate and weird* (caster level 20). This scroll was placed here long ago by a powerful wizard. Knowing no one could retrieve the scroll and possessing a ward against poison, the wizard used this wasp lair as a location to which he could *teleport* in times of trouble. He may return at any time and is not detailed here.

Area 21. Outlaw Camp (EL0)

This lair is a rag-tag amalgamation of tents, lean-tos and bedrolls set within the wilderness where outlaws from various towns and countries have banded together for mutual defense. At any give time there are 6d8 outlaws here (Com1-3s) as well as 1d8 more skilled persons (treat at brigands). Their current leader is a female barbarian named **Bugjuice**. She speaks little, but has a keen sense of honor and justice, and the joyful glow that fills her eyes when she is crossed keeps all but the most unobservant and foolish from crossing her.

It should be noted that in many instances these outlaws are not evil. They may have committed crimes in their homeland, and they are on the run from the justice accompanying those crimes, but this is not a den of

murderers. Those types of criminals are not allowed in this camp which possesses a strange morality of its own. Though the outlaws can certainly be brought to justice, as they are fugitives, DMs are encouraged to use this camp as a chance for roleplaying. Possibly, if the PCs assist the outlaws they may become outlaws themselves.

Bugjuice, female human Bbn3: CR 3; hp 28; see the **Appendix**.

Tactics: Should the encampment be threatened by agents of the law, Bugjuice seeks first to drive them off with precisely placed arrows from her bow. If open battle is joined, however, she soon exchanges bow for greatsword and charges into battle in full rage. For their part, the outlaws have little loyalty to one another, and scatter at the first opportunity, fleeing into the surrounding wilds if they see an opening.

Area 22. The Wrecked Pirate Ship (EL6)

This lair consists of the sunken remains of the pirate ship *Scarfish*, which ran aground on the reefs during a stormy night thirty years past. The water around the wreck is fairly shallow (40 feet), but the reefs and riptides make approach to this lair impossible for any craft larger than a dinghy. Sea life is abundant around the wreck, and small brightly colored fish

swim in and around the ship. The site of the wreck cannot be seen from land, but is easily spotted from the air. Sharks roam the area freely, and in great numbers, perhaps drawn by the inherent evil of the now undead crew and captain. Swimming in the water draws attack from **2d6 medium-sized sharks** 20% of the time; this chance increases to 50% if there is a lot of splashing or noise. Blood in the water, from combat or other means, brings **3d6 sharks**, which immediately attack anything that moves.

The ship was a great galley, named the *Scarfish*, and is over 80 feet in length. It sunk in a storm, with the loss of all hands. A map of the pirate ship interior is provided as **Wilderness Map 7**. While most of the crew died, the captain and his most ruthless pirates rose again in undeath. The crew now consists of **12 brine zombies**, and **Captain Killbessa**, a mummy of the deep. They attack any who enter the lower levels of the wreck.

A mummy of the deep appears as a bloated, desiccated humanoid, wrapped in torn and waterlogged clothes and seaweed that covers its body as if bandaged. It shuffles when it walks, leaving a trail of water wherever it goes. A mummy of the deep will never journey more than 500 feet from the body of water where it drowned.

The first three chambers of the inside are fairly typical of a 40 year old shipwreck. Barnacles and coral have grown along the walls and floors. Old rotten wood debris floats along the ceiling of the roof of the second chamber. Within this debris are four brine zombies. These beasties hide in the debris, only making their presence known if they are physically found, or if they are spotted (Spot DC 20—looking up only). Otherwise, they remain here to block the exit and attack from behind.

The rear of the *Scarfish* (chamber 4) holds Captain Killbessa's stateroom. He is still here, along with the remaining eight brine zombies.

Captain Killbessa, male human mummy of the deep: CR 4; hp 42; see the **Appendix**.

Zombies, Brine (12): CR 1; hp 29; see the **Appendix**.

Tactics: These creatures rise and attack as soon as the chamber is entered, fighting till destroyed or until the PCs flee the ship. The four brine zombies from chamber 2 try to block the way out. None of the undead leaves the ship, nor can they be turned while inside it.

Treasure: In chamber 4 is a rotten chest. This chest is locked (Open Lock, DC 20), however, it is so rotted it just falls apart when lifted from the water (spilling all contents over the ocean floor below). Inside are 3 bottles of fine rum, 250 gp, and a *silver horn of Valhalla*. Killbessa wears a *+1 keen cutlass of sharpness*, and a *ring of freedom of movement*. Also within the chamber, requiring a successful Search check (DC 30) is an ivory scroll tube sealed with wax; within is a chart providing directions to the Island of Eliphaz. For more details on this perilous island, see **Vampires and Liches** by **Necromancer Games** (alternately, the DM may replace this map with a treasure map or scroll of his own choosing).

Area 23. Ruined Fort (Bandit Group 7) (EL 12 or 15)

This crumbling ruin of a fortress stands perched on a spur overlooking the Coast Road. **Wilderness Map 8** shows the location of this keep. Once it provided a defense against bandits and hostile warbands, but time and the depredations of Aragnak conspired to reduce it to a crumbling relic of a better time, hunched above the road like an old man beaten down by the rain.

Due to Aragnak's nearby island lair (**Area 24**), the fortress has long gone untenanted, but recently a group of 26 elite bugbears have taken charge of the fortress. They hope to negotiate a truce with the dragon, and use it as a base for additional banditry.

The bugbears are led by **Gotan** (Ftr4/Bbn4) and **Scarl** (Clr5 of Orcus). At any time, both leaders are 25% likely to be gone from the lair, off on patrol with 10 of their ravagers. The remaining 14 stay behind to defend the lair from attack. The encounter is much deadlier should Ghotan and his patrol be in residence.

Ghotan, male bugbear Ftr4/Bbn4: CR 10; hp 125; see the **Appendix**.

Scarl, male bugbear Clr4 (Orcus): CR 7; hp 65; see the **Appendix**.

Bugbear Ravagers, male bugbear Bbn3 (10+14): CR 5; hp 52; see the **Appendix**.

Tactics: If the bugbears within the fort are attacked directly they fight to the death. The walls of the fortress have long crumbled or been rent apart by Aragnak's claws, leaving the fortress little more than a square shell, open to the sky. Nonetheless, the bugbears attempt to use the walls as best they can to defend themselves.

Treasure: Hoping to appease Aragnak with gold, and a share of the spoils from future raids, Ghotan has brought along a sizeable treasure to give to the dragon as an offering. It is located in a locked (Open Lock DC 25) but untrapped wooden chest in the fortress's ruined cellars and dungeon, safe from prying eyes. The chest contains the following: 8,763 gp, 200 pp, five *potions of cure serious wounds* (which the bugbears do not hesitate to use if need be), and—their prize offering—an unhatched brass dragon egg in an ornate golden casket. The casket is worth 500 gp; the egg is worth much more to its mother should she be found.

Area 24. The Island Lair of Aragnak (Bandit Group 4) (EL 14)

Thirty miles offshore is the remains of an old pirate stronghold. This island controls a narrow stretch of safe water in the otherwise reef-filled waters surrounding this coastal area. The island is about two miles in diameter, of reasonably flat relief, and features a small harbor, a good supply of spring-fed fresh water, and dozens of wild goats, left behind by pirates when they were rather rudely evicted from the island by Aragnak. The island is heavily wooded, and underbrush grows thickly to within

a few feet of the shore. Near the harbor is a small wood and stone fort, partially wrecked and caved in, wherein lairs the dragon.

Sailing to the island: If the PCs attempt to reach the island by boat, they encounter the dangerous reefs and sandbars that made this location desirable as a base to the former inhabitants. Sharks and other natural creatures frequent these reefs, as they provide an abundant source of fish and other prey animals. The only safe passage through the reefs for any craft larger than a small boat leads directly into the harbor. Attempts to land at any other point with a larger vessel requires a Profession (sailor) check (DC 30). Navigation into the harbor itself requires a similar test (DC 20) to avoid destroying the ship. If this test fails, they ship is destroyed 1d6 miles from the island. If a ship is destroyed, it sinks 2d10 feet in the shallow waters, and all aboard take 2d10 points of damage in the wreck. There is a 40% chance per hour that 2d8 sharks are attracted to any wreck. They attack anyone they can reach if blood is in the water (indicated by anyone taking over 5 points of damage). Additionally, there is a 10% chance per day that Aragnak notices the foundering vessel and investigates.

Going swimming: It is possible that the PCs are forced to swim to the island. If they do, they find the waters fairly calm and easy to navigate, without any armor or encumbrances of course...

For each mile, a Swim check (DC 12) must be made, with +2 on the DC per mile previously swum. Failure indicates that the PC is drowned. Additionally, there is a 20% chance per mile of encountering 1d6 sharks, with a 40% chance that they attack (automatic if anyone is wounded).

Arriving on the Island: If the PCs arrive by swimming, they may hide in the foliage and rest, relatively unmolested. If they arrive by boat, they must land in the harbor, directly in front of the old fort. At any given time, there is a 70% chance that Aragnak is present. If he is home, there is a 70% chance that he is asleep as well. If he is in his lair, he cannot be seen from aboard a ship. A Spot check (DC 15) notes a steady stream of smoke issuing from the fort's center (from the snoring red dragon's snout!).

Look! A Dragon!: If Aragnak is awake, he waits for the PCs to arrive onshore before destroying their ship and attacking them on land. His tactics are similar to those

described on the mainland, however, he will not flame his own nest, nor retreat if wounded. Any battle on this island with the dragon is to the death! Only after he is killed may they PCs investigate the fort (see below).

Sleepin' Like a Baby: If Aragnak is asleep, he can be found nestled on top of his vast hoard of treasure, carefully placed and arranged inside the fort. A detailed map of the fort is provided as **Wilderness Map 9**. Entry into the fort can only be made by climbing its 8-foot walls, as all entrances at ground level have been blocked by debris. The inside of the fort is 100 feet square, with the last 65 feet having a collapsed roof. Anyone climbing the walls must make a Move Silently check (DC 15) or awaken the sleeping dragon. Otherwise, the dragon sleeps until approached within 10 feet, is disturbed or is attacked.

Bones and rusted armor and weapons litter the ground around the lair of Aragnak. Fast movement or combat within the fort requires a Dex check (DC 10) each round. Failure indicates that a PC has tripped on debris and is prone. The dragon is unaffected by this debris. Aragnak fights to the death to defend his lair.

Treasure: The dragon's lair contains a vast hoard of wealth, stolen from the pirates and from dozens of adventuring parties over the years. The hoard contains numerous suits of mundane armor, mundane weapons and the following: 26,000 gp, 173,000 sp, 42 gems of various values (1d100 x 1d6 gp value each), 26 pieces of jewelry of various values (1d1000 x 1d8 gp value each), a fancy cloak of silver wolf fur (300 gp), a fancy cloak of winter wolf fur (875 gp), an ancient calendar embellished with turquoise (800 gp), an oaken staff shod with meteoric iron and smoky quartz gems set in the head (1000 gp), a silver flask etched with snowflake patterns (700 gp), a silver-plated steel gorget chased with stellar designs (75 gp), a simple platinum ring with a vine motif (60 gp), a set of spice jars made from hammered gold (4000 gp), a suit of +3 *full plate of spell resistance 13* that is actually cursed so that any hostile spell that penetrates the armor's spell resistance is treated as being maximized (as the feat) if applicable, a +5 *sickle*, a +1 *icy burst heavy flail* that sheds pale silvery in a 20 foot radius, a +1 *heavy steel shield*, a *rod of negation*, and a *rod of the viper*.

All of these items are mixed in with literally thousands of mundane items. Days or even weeks would be needed to inventory everything.



Arriving at Rappan Athuk

As your PCs approach Rappan Athuk for the first time, read the following text:

You crest the last hill and finally the complex comes into view. In stark contrast to the lush greenery of the hills lies a large sunken graveyard laid out in the shape of a cross. Rather than towering above the ground, the graves have settled into depressions, and the main mausoleum, a building of strange green stone, rests in the deepest depression some 40 feet below the ground on which you now stand. At the other end of the grave-filled hallow stands what appears to be a stone well. There are no gravestones near it. The normal sounds of wildlife are gone, and large carrion birds circle overhead. An ominous silence rests about the place. Each of you knows in your heart that you have found the legendary dungeon of Rappan Athuk. And though none dare speak it, you wonder if you will live to return to the warmth of hearth and home.

This level is detailed in **Map RA-0**. There are two primary points of entry into the dungeon. The main entrance to the dungeon is through the crypt structure itself, leading to Level 1. The secondary entrance to the dungeon is through “the Well” at area G-4, leading to Level 3A. PCs can also effect an entrance through the rat tunnels at G-3.

G-1. Tombstone and Key

In the courtyard is a life-sized statue of a dwarf on a 4 foot by 4 foot stone block. He looks to have been a great warrior, and dwarven runes adorn the front of the pedestal. This rather large tombstone, crested with the statue of a dwarf, seems to have been visited frequently. The dwarven runes read “Blessed is he who spares these stones/And cursed be the man who moves my bones.” Examination of the base of the statue (Spot check [DC 8]) reveals a small compartment that is easily opened. It is not trapped. Inside is the *magical iron key* to Rappan

Ground Level

Difficulty Level: EL 7

Entrances: This area is above ground

Exits: Mausoleum to Level 1; “the Well” to Level 3A; Rat tunnels to Level 1, room 1-10, Level 2, rooms 2-10 and 2-10

Wandering Monsters: Check once every 30 minutes on 1d20:

1. **3d6 dire rats with 1d2 wererats** (these creatures dig their way to the Ground Level from area G-3 below. If wererats are encountered, there is a 75% chance that they simply spy on the party rather than attack and report their observations to the wererats Level 1, areas 1-12 and 1-13)
2. **2d6 ghouls** and 25% chance of **1d3 ghouls**
3. **3d6 normal rats**
4. **1d3 green guardian gargoyles** from area G-6 animate and attack
- 5-20. No encounter

Detections: The entire level detects faintly of evil.

Standard Features: Unless otherwise noted, all doors on this level are made of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 23]). If doors are described as “locked” add Open Lock (DC 20).

Athuk that opens the doors to the Main Mausoleum at G-6 below. Once used to unlock the doors of the mausoleum, it *teleports* back to this compartment.

G-2. A Dire Warning

Nine graves lie filled with fresh earth and makeshift markers. Some of you recognize a few of the famous names, those legends of your own time - a grim foreshadowing

of things to come. A tenth grave is present as well, only it is empty and freshly dug. Towering over it, a marble gravestone bears a PCs name.

G-3. Rat Tunnels (EL 1/2 to 4)

There is a 3-foot diameter hole leading down into darkness; bits of cloth and bone lie about the entrance to the hole. There is a 10% chance every 10 minutes the PCs spend in this area that they encounter some form of rat (roll 1d20): 1-5 = **1d10 normal rats**; 6-19 = **1d6 dire rats**, 20 = **1d2 wererats**. Any wererats encountered are spies for the many creatures in the dungeon. They rarely attack a large party. Instead they retreat to report to their superiors on level one below. They may serve more nefarious masters who reside deeper in the dungeon.

Normal Rats: CR 1/8; hp 1 each; see the **MM**.

Dire Rat: CR 1/3; hp 5 each; see the **MM**.

Wererats: CR 2; hp 16 each; see the **Appendix**.

Traveling the Rat Tunnels: These tunnels twist and turn, with numerous dead ends and side passages. Only Small characters can use the tunnels. Anyone doing so has a 1-8 on 1d20 chance of encountering **2d6 dire rats** during the course of their journey. Because of the number of twists and turns, these passages do not lead to the same place reliably. Each time a person travels these tunnels, he winds up in one of the following locations after 10 minutes (roll 1d20): 1-3 = back where he started; 4-8 = at another area marked G-3, different from the tunnel he entered; 9-14 = Level 1 in room 1-11; 15-18 = Level 2 in room 2-10; 19-20 = Level 2 in room 2-20.

G-4. The Well

An ornately-carved well is located on the other end of the sunken graveyard, opposite the mausoleum. The finely crafted artwork of the well is diminished only by the horrific images of demons, devils, and undead things that form the bas-relief carvings. Runes and scribbling adorn the spaces empty of these carvings. Anyone gazing down inside sees large, grooved scratches along the interior stones, as if something tried to claw its way up the sides. The well ends in water some 90 feet below. The well opens up into a larger cavern at the bottom. This well is the entrance to level 3A of the dungeon. See Level 3A, room 3A-1.

G-5. Empty Mausoleums

Both of these buildings are made of the same green stone as the main mausoleum, detailed below. They lack the intricate carvings and the green stone gargoyles of that building. The doors on each of these buildings are standard **locked iron doors**. The buildings themselves contain numerous destroyed sarcophagi. Roll for a wandering monster when the party enters one of these buildings, ignoring the “gargoyle” result. There is no treasure.

Iron Doors, Locked: 2 in. thick; Hardness 10; hp 60; Break (DC 28); Open Lock (DC 20).

G-6. The Main Mausoleum (EL 10)

This is a huge stone building, its outer side carved in a grisly bas-relief of demons, devils and other creatures of the underworld. Hundreds of skulls have been carved into the stone. The building extends fully 60 feet long and is over 40 feet wide. There is a set of carved stairs leading down to a set of huge iron doors. Ringing the top of the building are numerous demonic statues made of a strange green stone. They seem to stare at the PCs.

This structure is the main mausoleum within the graveyard. It is made of solid granite construction with 4-foot-thick walls, 20 feet tall. The mausoleum itself radiates magic. The walls of the place seem alive. Enchanted, they repair any damage done to it in one day, with stones crawling back into place of their own volition. Stairs carved into the outside earth descend 20 feet to the foot of the mausoleum wall. At the terminus of the stairs, set within the mausoleum wall, is a set of ornately worked iron doors. Ringing the top of the mausoleum are **8 green guardian gargoyles of Rappan Athuk**. They animate and attack when approached or whenever they are touched.

Gargoyles, Green Guardians of Rappan Athuk (8): CR 4; hp 41 each; see the **Appendix**.

The gargoyles are carved of a strange green stone and each gargoyle has two eyes of jet which an Appraise check (DC12) reveals to be worth 500 gp each. The eye gems radiate magic and evil. Unless the gems are crushed, both *dispel magic* and *remove curse* spells cast over them and the fragments scattered, they reform as gargoyles of the same type in 1d8+2 days. Even if the gem eyes are carried away, any gargoyles killed are replaced within 1d8 days.

Tactics: The gargoyles animate and attack, attempting to *hold* victims. Once held, the gargoyle attempts to fly off with the victim. One gargoyle can lift a held opponent weighing 150 pounds or less. Two gargoyles working together can lift a held opponent weighing up to 300 pounds. If the party is of very low level, simply have one of the gargoyles animate and fly off to report to some unknown master. Or have less than the full 8 gargoyles animate.

The Front Doors of the Mausoleum

The stairs descend to a set of huge steel doors. No rust is present on the metal, as if time itself stands still here. Built into the doors is an intricate lock, which looks worthy of the most legendary dwarven smith.

The ornate iron doors are locked with a complex lock of superior quality. The doors may be unlocked easily with the key from area G-1 above. The doors open inward. If the doors are opened in any way other than the *magical iron key*, the **trap** is triggered (see area G-7, below).



Locked Magical Iron Double Doors: 2 in. thick; Hardness 15; hp 80; DR (15/magic and slashing), SR (20); Break (DC 50); Open Lock (DC 35).

Magical Stone Walls: 1 ft. thick; Hardness 12; hp 240; DR (15/magic and bludgeoning), regeneration (5), SR (20); Break (DC 60).

G-7. Inside the Main Mausoleum (EL9)

The mausoleum itself is filled with damp, musty air. Dust covers most of this barren room of solid stone. Several broken and rusted weapons lie on the floor along with the butt-ends of several used torches. The room's sole feature is a large stone sarcophagus, on top of which are two brass candelabras, each holding a black candle.

The candle radiates evil. It is a magical *everburning candle* (as per *everburning torch*) that is impossible to put out. An astute player notices (Spot check DC 18) that there is an indentation in the ceiling of the mausoleum identical in dimension to the stone sarcophagus. Inside the sarcophagus is a **black skeleton**. It animates only if the sarcophagus is disturbed (Strength check [DC 23] to open). If the floor **trap** is triggered (see below), the skeleton shrieks hideously and laughs at the players as they meet their doom. It will gladly be destroyed along with them, as it reforms in a week.

Skeleton, Black: CR 5; hp 39; see the Appendix.

Trap: If the front doors' lock is picked or opened in any manner other than with the *magical iron key* from area G-1, including using a *knock* spell, the stone floor of the mausoleum slowly begins to rise—eventually rising to the level of the ceiling in 5 minutes, crushing all within to a pulp. Because the doors opened inward, when the floor starts to rise the doors cannot be opened as the rising floor bars them. Exit can only be made by *teleporting* or by somehow tunneling through the 4-foot-thick walls or by quickly finding the secret door in the floor before it locks. There is no other means of escape. (That's right, the very first trap is an instant-kill trap. Rappan Athuk isn't a dungeon of legend for nothing.) Dwarves and gnomes should be given a Stonework check (DC 18) after one round to notice the shifting floor even if they are not actively looking for it. Even if they fail, the roll should indicate that all is not well. Be sure to keep track of time because after 1 minute of the floor rising, the secret door is no longer accessible. This mechanism resets itself in 2 days.

South of the sarcophagus, between it and the south wall, is a hidden secret door, a 10 foot stone slab, which may be removed by pulling upwards (DC 22 Strength check). Beneath is a ladder down set in the wall of a circular shaft which leads to a small hallway described at area G-8 below, which itself leads to Level 1 of the dungeon. If more than one minute has passed since the

floor started to rise, the mechanism that raises the floor has also inserted a 2 inch thick iron slab over the opening to the shaft, thus barring exit from the room even if the secret door is found.

Mausoleum Death Trap: CR 8; mechanical; location triggers; automatic reset (2 days); multiple targets (all in room); never miss (Fort [DC 40] resists death; Search (DC 35); Disable Device (40); the CR of this trap is lessened by the easy means to avoidance through the *magic key*. Consider granting experience for encountering or overcoming this trap once to the PCs.

Secret Magical Stone Door: 4 in. thickness; Hardness 12; hp 80; DR (15/magic and bludgeoning), regeneration (5), SR (20); Search (DC 18) or Profession [stoneworking] (DC 15); Break (DC 22).

Magical Stone Walls: 1 ft. thick; Hardness 12; hp 240; DR (15/magic and bludgeoning), regeneration (5), SR (20); Break (DC 60).

G-8. Hallway to Level One

This is a circular shaft descending into the darkness below. The smell of death radiates from the pit as it descends down into oblivion. The circular shaft descends 30 feet below the floor of the mausoleum above to a dirt-floored hallway. There are some blood stains and smears on the walls of the hallway, which are made of roughly worked stone, including one rather recent large hand smear of blood on the north wall. The passage leads east and comes to a dead end some 100 feet later. At the end of the passage is an obvious ten-foot deep 5 ft. by 5 ft. pit. There is a rope pegged into the wall that descends into the pit. At the bottom of the pit is a poorly hidden (DC 10) man-sized secret door, which leads to room 1-1. The door begins 3 feet off the ground from the floor of the pit and opens by pulling up and out on a small knob on the bottom of the door.

LEVEL 1: THE LAIR OF THE DUNG MONSTER

Dungeon Level 1

Level of Difficulty: 3

Entrances: Hallway from ground level area G-8.

Exits: Stairs to Level 2; River to Level 9; Rat tunnel to Level 2 and to G-3 on the Ground Level.

Wandering Monsters: Check once per 30 minutes on 1d20:

- | | |
|-------|--|
| 1. | 3d6 dire rats with 1d2 wererats . If wererats are encountered, there is a 75% chance that they simply spy on the party rather than attack and report their observations to the wererats at area 1-12 and 1-13. |
| 2. | 2d6 ghouls and 25% chance of 1d3 ghosts |
| 3. | 1 gelatinous cube |
| 4. | the "dung monster," from room 1-9, below |
| 5-20. | No encounter |

Detections: Faint evil from the whole place; slightly more to the south east.

Continuous Effects: The stench of this level requires all characters to make a Fortitude save (DC 10) upon entering the level and every 30 minutes thereafter or all rolls are at -2 morale penalty due to the distraction caused by the overpowering smell.

Standard Features: Unless otherwise noted - all doors on this level are made of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 23]) and all secret doors are made of stone (4 in. thick; Hardness 8; hp 60; Break [DC 28]; Search [DC 20]). If a door is described as "locked" add Open Lock (DC 20).

This dungeon level stinks. Literally. Between the dung monster, the latrines, the rats and the ghost, the entire level is full of foul air. Make this clear to the characters upon entering this level as you require them to make the

Fortitude saves described in "Continuous Effects" in the sidebar. The map of this level is shown in **Map RA-1**.

1-1. Entrance Chamber (EL 4)

The room is strewn with bits of bones and loose dirt. A cool breeze blows by, and whispering can be heard off in the darkness. This room has several small piles of bones looted from the graveyard above. The air is drafty and rather fresh. A search of the bones (Search DC 5) reveals a rat corpse that has been eaten as if by acid and has some residual **green slime**.

Green Slime: CR 4; see the *DMG*.

Treasure: Hidden in the pile of bones (Search DC 10) are 22 cp, ignored by previous adventuring parties.

1-2. Empty Room

The worked passage opens into a small room. On the far end, near an archway leading to a passage beyond, rests a coffin without a lid. There is nothing in the coffin, having been looted long ago.

1-3. Collapsed Room

The passage ends in a cave-in. Unless the party desires to spend one week digging, which draws a possible wandering monster with twice the normal frequency, this is a dead end. If the party manages to find a way through the rubble (which fills the room to the ceiling), they come to a section of the room that has not collapsed. Inside this section of the room is an ornate coffin, not yet stripped of its finery. The silver edging may be removed and sold (10 gp). The wood of the casket is of fine quality. The coffin contains an inanimate skeleton. Beneath the skeleton, recessed into the lining of the coffin (Search DC 12 or move skeleton) is a +1 *keen short sword* and an ivory scroll case worth 25 gp containing a *scroll of 3 arcane spells: mage armor, enervation and levitate*.

1-4. Viewing Room

Broken candelabras and a worm-ridden red carpet have been left long ago by the undertaker in this viewing room. There is a wooden casket in the center of the room that has had its once decorative silver trim rudely pried off. There is nothing of interest in this room. The casket is empty.

1-5. The Trapped Step (EL 5)

One stair within these stone steps is trapped to break-away when 50 pounds of pressure or more is applied to it. Anyone of sufficient weight has a 1 in 6 chance of stepping on the trapped stair. Beneath the false breakaway stair are several downward-pointing spikes on the side wall of the false stair which are coated with poison. These downward spikes prevent removal of the trapped limb by any creature medium sized or larger. Small sized creatures may make a Dexterity check (DC 15) to remove their trapped limb. If trapped, the spikes must somehow be removed for the foot to be rescued. If the trap is triggered or disabled it is reset by the evil priests in 2 weeks.

Foot Catcher Trap with Poisoned Spikes: CR 5; mechanical; location trigger; manual reset; Reflex save (DC 20) avoids; spikes (Atk +10 melee [no shield]; 1d3 spikes per target for 1 damage each [only when trying to remove foot]); poison (large scorpion venom, Fort save DC 18 resists, 1d6 Str/1d6 Str damage); Search (DC 20); Disable Device (23).

Note: When the trap is triggered immediately make a wandering monster check.

1-6. Poker Room (EL 1)

Broken furniture is everywhere, and a skeleton sits in a large chair facing you. Red, poisonous-looking ants crawl all over the skeleton and chair. On the table with the skeleton is a deck of cards. A tapping sound emanates from the hallway.

On the lap of the skeleton is a **trapped** deck of cards. Water drips from the ceiling into a tilted metal dish in the hallway area to area 1-6, right next to the pit at area 1-5, making a tapping sound.

Trap: The top card is the ace of spades. It is coated in contact poison.

Poison Card Trap: CR 1; poison (strissic extract, contact, Fort save DC 12 resists; 1d6 Str/1d6 Str damage); Search (DC 15); Disable Device (DC 10 – wiping off, DC 3 – discarding).

Treasure: A broken sculpture of a horse (Appraise check [DC 10] discovers its value would be 25 gp if mended) rests under some debris in the corner of the room.

1-7. The Pit (EL 1)

At this location is a covered pit that opens when 75 pounds of pressure or more is applied to it. The lid resets itself in 4 minutes.

Pit Trap: CR 1; mechanical; location trigger; automatic reset (4 turns); Reflex (DC 20) avoids; 20 ft. deep (2d6, fall); Search (DC 20); Disable Device (DC 20).

1-8. Warning Room

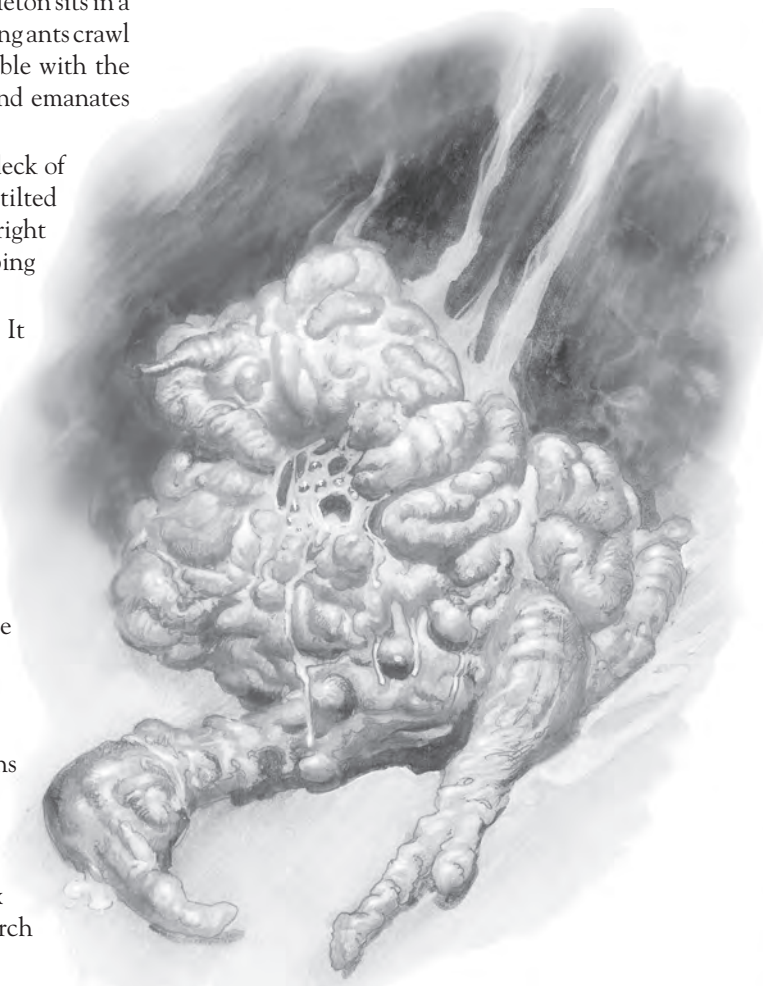
Three broken arrows stick out of the wall in the entryway and a smashed wooden door lies at the entrance of the room. Two human-sized skeletons are here—one is headless and both show signs of extreme corrosion, as if by acid. Everything in the room is smashed and corroded except for a small desk in the north east corner. The room itself has walls of rough stone.

Treasure: The top drawer of the desk contains six vials: three are full of embalming fluid (poison; Fort save DC 12 halves; 2d6 Con damage), 4 and 5 are empty and 6 is a bottle of *holy water* with a wax seal.

Secret Door: The secret door on the north wall is very easy to spot (DC 5) because it is open a crack. A horrible smell issues from area 1-9, below.

1-9. The Lair of the “Dung Monster” (EL 6)

As the PCs enter the room, the smell of waste is overpowering. Three medium-sized holes in the ground are regularly spaced in a line along one side of this room. They are latrines, as is obvious from the smell. One of them has a toilet seat of white stone, which appears to be very clean, installed over the hole.



This seat is in fact one of the strangest denizens of Rappan Athuk. Called “the dung monster” by those who have encountered it, this creature was once a **killer mimic**. When it devoured an arch-mage with a *staff of the magi*—who had stopped in response to the second highest calling—the energies released from the destruction of the *staff* caused its bizarre mutation. Though the dung monster is primarily found in its toilet form in this room, it is also frequently encountered wandering the halls of this level in its other form—a disgusting bubbling mass of vile feces and gurgling fluids. There is basically no way to kill it. Rumor has it a party once trapped it in a block of stone, but it somehow escaped. No matter what trick the party comes up with to contain the monster, it always somehow regrow or escape within a few days.

Dungie is slow, but cannot be killed. This monster should be played not as a death-dealer, but instead as a nuisance. He is not really interested in killing the PCs, but thrives on eating their weapons and shields. If they persist in attacking him for a long period of time, so be it. He eats them. The experience points awarded for this encounter should depend on how the PCs handle the encounter, an is left to the discretion of the DM.

Mutated Killer Mimic (“The Dung Monster”): CR Variable; see the **Appendix**.

Beneath each of the holes in the floor is an 8 ft. x 8 ft. chamber. Two are mostly empty, containing only a concentrated mass of waste.

Treasure: Latrine number 3, the one covered by the monster in his toilet guise, contains the remains of some of his victims. Halflings, gnomes or small elves may descend into the latrine. The person descending must roll a Fortitude save (DC 26). They must attempt subsequent Fortitude saves every two minutes they remain in the latrine, or suffer the effects as per a *stinking cloud* spell. In the latrine under all the dung, requiring a *detect magic* spell to locate, are the following: 417 gp in a *bag of holding* of the smallest size, a +3 *dagger* and an *efreeti bottle* that escaped destruction when the Dung Monster consumed their owners. The person coming out of the latrine has a Charisma of 1 for reaction purposes until thoroughly cleansed and the party never surprises any monster with the scent special quality. Check for wandering monsters at twice the normal frequency until the person is cleansed.

1-10. The Trapped Ghast (EL 4)

Secret Door: The secret door in the corridor is actually a false stone door made of wood that slides up. It can be detected by a Search check (DC 15). It feels false when touched.

The thin passage beyond leads to the often-neglected “horror” of this level: a **ghast**. He is so overjoyed to be discovered by adventurers that he shouts praises and congratulations to the party as he attacks them. He was once a wealthy merchant who dabbled in magic.

Ghast: CR 4; hp 29; see the **MM**.

Treasure: In a small chest are 200 cp, 600 gold-covered lead coins. In a secret compartment in the lid of the chest (Search DC 20) is a *scroll of three arcane spells: jump, ventriloquism, and stinking cloud* (CL 4).

1-11. The Rat Spies (EL 1 to 9)

The passage opens into a large cavern. Rats are everywhere! A shrill female voice is heard from inside the cavern, crying for help. A stream runs through the room and leads two thirds of a mile through a fairly passable channel (never deeper than 5 feet and the ceiling never impossibly low) to Level 9. Several rat tunnels lead from this room: one leads outside to the graveyard above ground at G-3, the second leads nowhere, and the third leads to area 1-14. A pile of rubble blocks access to area 1-12. The far southern section of the room beyond the river is scorched, as if a *fireball* spell had previously been cast here.

This room is the advanced outpost for some **wererats** and their rat servants. There are 4d10 **normal rats**, 2d10 **dire rats** and a 30% chance for each wererat listed below at area 1-12 to be present in rat form. If wererats are present, they retreat to area 1-12, except for **Fiilaar**, as noted in the tactics discussion below.

Normal Rats (varies): CR 1/8; hp 1 each; see the **MM**.

Dire Rat (varies): CR 1/3; hp 5 each; see the **MM**.

Tactics: If the party does not appear to be extremely powerful, Fiilaar assumes humanoid form—that of a half-elf female in tattered and bloody robes, appearing to be a thief or a wizard. She pretends to be under attack from the rats. She screams for help and flees over the rock wall at area 1-12, where the other wererats and more dire rats ambush the party, as described below.

1-12. Stairs to Level 2 and the Wererat Ambush (EL 8)

A large pile of rubble blocks access to the passage from the rat room. Once the rubble is negotiated, it can quickly be seen that there are stairs beyond. Past the rubble, the walls and floor are covered with spattering of blood, several broken weapons and marrow-sucked bones.

Jarvik the Wererat, 3 **wererats** in hybrid form as well as **Fiilaar the female Wererat** are here along with 20 **dire rats**, which Fiilaar normally commands to attack the party (see Encounter Modification, below). They attack in 4 groups of 5 rats each. The wererats are perched in small cubbyholes 10 feet up in the wall, connected to each other by rat tunnels. If they attack, they do so from positions of cover (see the Tactics section, below).

Fiilaar, Female Wererat Rog2: CR 4; hp 22; see the **Appendix**.

Jarvik, Male Wererat Ftr2: CR 4; hp 34; see the **Appendix**.

Wererats, Human War1 (3): CR 2; hp 16; see the **Appendix**.

Possessions: Rapier, shortbow, arrows (x20), 4 arrows coated with purple worm poison (Fort save DC 24 resists, 1d6 Str/2d6 Str damage).

Dire Rats (20): CR 1/3; hp 5 each; see the **MM**.

Tactics: Fiilaar assumes hybrid form after passing over the rubble. She takes up a position with the archers in the small cubbyholes overlooking the passage and continues to call out as if in peril to draw the party across the rubble. When the party crosses the pile of rubble, she throws one of her pouches of *dust of sneezing and choking* in an attempt to incapacitate the party. The wererat archers then rain their poisoned arrows down on the party. Jarvick, to prove his love for Fiilaar (an emotion which, as a rat, she does not understand), tries to impress her by demonstrating his hatred for humans by attacking them with his poisoned sword after the *dust of sneezing and choking* settles. The wererats scurry away through the various rat tunnels to their lair at 1-13 if the battle turns against them.

Encounter Modification: If the party is low level, this ambush will destroy them. In that instance, the wererats simply spy on the party and follow along behind them, hoping to loot their corpses when they meet their untimely end in the dungeon. Fiilaar and Javik are intelligent enough not to waste their *dust* and poison arrows on obviously weak parties. If the party is low level but

has a large number of humans, Fiilaar has the wererats attack with normal arrows, saving their poison arrows and her *dust* for more deserving targets, allowing the 20 dire rats to attack. Her hatred for humans prevents her from allowing them to pass unharmed.

1-13. Wererat Den

This is the wererats' nest. It is made of strips of cloth and dried grass from the surface. It has the foul reek of vermin. The wererats keep their treasure here.

Treasure: Aside from their large collection of shiny objects and bits of metal, they have 143 gp, 901 sp, 2,929 cp. They also have a *scroll of 1 arcane spell: antimagic shell* (leftover from the corpse of the wizard consumed by the dung monster), and *goggles of minute seeing* which the wererats have mistaken for simple gems.

1-14. The Dire Rat Lair (EL 5)

The skeleton of a dwarf half blocks the tunnel into this place. He is missing his skull. There are **12 dire rats** here. Next to the corpse's body is a *helm of comprehend languages and read magic* with a broken chinstrap. The only other contents of the nest are innumerable worthless shiny things.

Dire Rats (12): CR 1/3; hp 5 each; see the **MM**.



LEVEL 1A:

THE TEMPLE OF FINAL SACRAMENT

When the minions of Orcus were driven into the caves that became Rappan Athuk long ago, some of their rearguard, led by a powerful if insane warrior named Duke Aerim, entered the complex through this secondary accessway. The Duke subsequently turned on his allies and was brought down by assassins, and the vault where he was buried eventually became the Bloodways (see Level 9D).

To protect this alternate point of entry, which leads deep into the dungeon complex, the priests of Orcus erected a dark temple on the surface (see the Wilderness Area 3 for details), and a gauntlet of guardians and deathtraps were installed beneath it to seal it from intruders.

Because of its obscure location in a dell north of the more famous entrance, relatively few bands of adventurers have come this way into Rappan Athuk—and of those that did, very few ever returned. However, in recent times, the adventurer Corondel, responsible for slaying a green dragon some years past in the Forest of Hope, led a band of adventurers into the Temple of Final Sacrament and returned, hollow-eyed, whispering incoherently of strange guardian creatures that devoured his party one by one.

Adventurers may discover this alternate entrance in one of several ways: they may come upon the nearby community of the Fethine on the surface (see Area 2 of the Wilderness), who can inform them of it; they may meet Corondel, or discover a journal or the like from him or one of his men, that pinpoints its location; they may simply stumble upon it in their ramblings; they may hear of it from local bandits or brigands; or they may even enter it from below, through level 9D. However they enter, the Temple is harsh and unrelenting, and is not for the inexperienced delver. The map of this level is shown in **Map RA-1A**.

1A-1. Exterior

Beneath a black stone temple on the surface (see Wilderness Area 3), a 20-foot-wide passage slants down into darkness, descending 50 feet to an intersection at Area 1A-2. Close inspection of the floor inside the temple reveals numerous scratch marks, as if bladed weapons had been drawn across the stone repeatedly, particularly on the ramp. Splinters of bone also litter the floor.

Level 1A

Difficulty Level: 10

Entrances: Passage to surface in 1A-1.

Exits: Passage to level 9D in area 1A-15.

Wandering Monsters: None.

Detection: The entire temple radiates moderate enchantment magic if checked for.

Shielding: None.

Continuous Effects: The interior of the Temple is shrouded with perpetual gloom that limits all vision to 40 feet; this is not a darkness effect, but a direct assault on the visual senses of those within the temple. The area within 40 feet still seems to crawl with twitching shadows, and all Spot checks suffer a -4 circumstance penalty.

Standard Features: The Temple is constructed of black marble three feet thick, built into the native limestone. Ceiling height beneath the temple is 18 feet. The shrine's doors are constructed of black marble four inches thick, with the following attributes unless otherwise noted: Hardness 8, 60 hp, Break DC 28 if locked. Unless locked, all doors open smoothly and silently on hidden hinges built within the stonework.

1A-2. Skin: The First Guardian (EL 11)

The 20-foot-wide passage from the surface temple comes to a T-intersection, with passages leading off left and right into the darkness, each continuing to descend in either direction at a 20-degree slope. The wall at the end of the passage is carved with a depiction of humanoids being flayed alive by bladed instruments; somehow, despite the unrelieved darkness of the stone and the shadowy nature of the Temple, the details of this carving stand out quite clearly.

This section of carved wall is an illusion. Those searching the wall are allowed a Will save (DC 20) to discern its true nature. Beyond the false wall is a 20-foot-square area holding the first guardian of the Temple: a bone crawler.

The Epitaph of Final Sacrament

Chiseled into a stone marker on the surface is a set of cryptic writings, written in Abyssal. It is part of an obscure prayer liturgy to Orcus, and reads as follows:

WHERE FOR THE GLORY OF THE HORNED
ONE DOES THE TRUE ESSENCE LIE?

NOT IN THE SKIN, THAT TATTERED RAG
THAT CLOTHES US; STRIP IT AWAY.

NOT IN THE FLESH, MERE MEAT TO ROT TO
NOTHING; LET THE WORMS FEAST UPON IT.

NOT IN THE BRAIN, FOR THOUGHT IS
FLEETING, EVER CHANGING; CRACK THE
SKULL AND SUCK IT FORTH.

NOT IN BREATH, THAT MOST FRAGILE OF
SIGHS SO EASILY STOLEN; DROWN IT IN
TEARS AND PAIN.

NOT IN THE BELLY, THAT FURNACE OF
POWER, FOR IT SO EASILY TURNS; DISSOLVE
IT IN ACIDS OF ITS OWN CREATION.

NOT IN THE SEED OF MAN AND WOMAN,
THE AGENT BUT NOT THE SOURCE OF THE
SPARK; IT SHALL WASTE AWAY IN THE SHAD-
OW OF FALSE HOPE.

NOT IN THE BONES, THE FINAL DANCING
RELIC OF THE DEAD; CRUSH THEM TO DUST
AND LET THE WIND TAKE THEM.

WHERE THEN DOES
THE TRUE SPARK HIDE?

The final line of the Epitaph has been chiseled away. This message was not placed idly; it is designed to mock and taunt intruders, while reminding the faithful of the dangers that lie beneath the black fane. Indeed, each of the lines is reflected in a guardian or challenge contained within the complex, and perspicacious characters may realize this to their advantage.

The characters may have already encountered this beast previously if they attended the feast of the Fethine. If so, it will not have healed damage to its armor.

Within the 20-foot lair is a small collection of items looted from previous explorers. Azarthraine and his band bypassed this creature by stealth, and so never discovered its hidden valuables.

Bone Crawler: CR 11; hp 114; see the **Appendix**.

Treasure: A pouch holding 23 gp and 8 pp, a *lion's shield*, and a scroll scribed by a paladin holding the spells *heal*, *mount*, *greater magic weapon*, and *prayer* (cast at 12th level).

Tactics: The bone crawler waits until people come up to inspect the wall more closely, and then lurches out with surprise. It retreats if it loses its armor or 3/4 of its hit points, and fights to the death anyone who makes it past the illusory wall in pursuit. Victims of its slicing bone blades soon come to resemble the flayed victims depicted on the wall.

1A-3. Sloping Trap (EL 11)

At the 20-foot mark of this passage, the ceiling of the passage is set with an invisible magical sensor that detects body heat of creatures passing beneath it. When body heat of a creature of at least Medium size (or two Small-size creatures) passes beneath it, it triggers a trap. The entire passage suddenly slams downward to an 80-degree angle, flinging those within it forward to the corridor's end, which now opens into a 30 foot deep shaft lined with barbed steel spikes. Note that if the trap is somehow not tripped, the passage simply slopes downward gently for 70 feet and then ends.

To make matters worse, a **mordnaissant** lurks within the pit beneath the trapdoor.

Mordnaissant: CR 7; hp 59; see the **Appendix**.

Slide and Spiked Pit Trap: CR 10; magic device; proximity (body temperature); automatic reset (1 hour); DC 20 Reflex save avoids (only if within 10 feet of passage entry); 80' or more deep (8d6 or more damage), pit spikes (Atk +10 melee, 1d4 barbed spikes for 1d4+5 each, and a Heal check (DC 15) must be made when removing each one or an additional 1d4+5 damage is inflicted as the barbs rip free); multiple targets (everyone in passage); Search DC 28; Disable Device DC 30.

1A-4. Bile: The Second Guardian (EL 5)

After descending 60 feet, The rightward passage ends at a stone door. Beyond it is a foul-smelling, 20-foot wide hallway filled with greenish-black liquid three feet deep. A series of narrow walkways one foot wide run just above the liquid's surface, leading to a door to the left of the entry (going to 4a, see below); and to a set of double doors at the far end of the passage, 90 feet away. Walking upon these walkways requires a Balance check (DC 10) each round to avoid falling into the water.

The air within this hall is incredibly foul, with an acrid, rotted smell. Those breathing it must make a Fortitude every minute (DC 15) or become nauseated for as long as they are within the room, and for 1d4+1 rounds after leaving. Nauseated individuals suffer a -4 circumstance penalty to their Balance checks when traversing the walkways.

The liquid is a mildly acidic broth that is harmful to anyone entering it, inflicting 1d6 points of acid damage per round. In addition, for each round of contact, a Fortitude save must be rolled (DC 15) or the victim contracts the disease *slimy doom*, with no initial incubation period.

The two exit doors are both traps. If the door at 4a is opened, the entire door and frame immediately swivels around its center point, knocking victims into the chamber beyond which is empty of all but the 3-foot thick layer of polluted water. The door immediately locks in place, and does not unlock until disabled or a full day has passed.

The double doors at the far end are also false and trapped. If someone attempts to open them, the walkways in the hall immediately sink into the water, immersing anyone standing upon them. The walkways rise one minute after they sink, and the trap resets.

The northern wall near the end of the hall is an illusion, opening into Area 1A-5. The fleshy creature beyond is likely to attack at an opportune moment, perhaps when a PC has been knocked into the water or one of the traps has been triggered.

Swiveling Door Trap: CR 3; mechanical; touch trigger; automatic reset (1 day); DC 20 Reflex save avoids; Search DC 28; Disable Device DC 28.

Sinking Ledge Trap: CR 5; mechanical; touch trigger; automatic reset (1 minute); never miss; onset delay 1 round; Search DC 28; Disable Device DC 28.

1A-5. Flesh: The Third Guardian (EL 9)

The room beyond the illusory wall is the home of a huge black creature formed of slime, with the embedded remains of past victims within it. This undead ooze attacks anyone who challenges it in its lair, and may exit the room to attack those struggling in Area 1A-4. The discarded bones of the ebon ooze's victims are harvested by the bone crawler to repair its armor. The ebon ooze has no treasure.

Ebon Ooze: CR 9; hp 115; see the **Appendix**.

1A-6. Crypt of the Hallowed

This large chamber is lined with rows of red marble sarcophagi—a total of 20 each to the left and right. The tops of the sarcophagi have been carved with representations of warriors and explorers at rest. Unnervingly, several of these bear an uncanny resemblance to party members.

This resemblance is due to a phantasm (caster level 16, Will save (disbelief) has a DC of 20) that causes sarcophagi to shift appearance to match anyone entering the room. Despite this ominous portent, the room holds no dangers. Moving a sarcophagus lid requires a successful Strength check (DC 20), and they are all completely empty. The sarcophagi lids have a Hardness of 8 and 60 hit points each. All radiate moderate illusory magic.

At the far end of the room, an alcove in the north wall holds a circular shaft leading downward, with an iron ladder still in excellent shape descending along the side.

1A-7. Seed: The Fourth Guardian (EL 7)

This room is bedecked in a manner suitable for the most opulent of pleasure houses. Satin drapes line the walls, the floor is layered thickly with carpeting, and dozens of pillows of all sizes litter the carpets in comfortable mounds. Braziers burn fragrant oils that warm the chamber and fill it with a scent of sandalwood and balsam. A hookah rests comfortably near the center of the room. Lighting is provided by the braziers, and by ornate brass lanterns hanging from hooks in the ceiling that glow with warm flame.

This is nearly all an illusion. In fact, the contents of the room are similar, but in much worse shape: the lanterns are ancient and corroded; the carpets rotted and filled with rat dung, the pillows moth-eaten, and the air cold. Several corpses also lie amid the cushions, concealed by the illusion. The light however is real, coming from *continual flame* spells cast within the lanterns. The scent is also real, and poses the room's true danger.

Anyone entering the room must make a Will save (DC 20) or succumb to the scent's intoxicating effect. Those who make their save are immune to its effects for a day. It generates a feeling of pleasurable lassitude coupled with heightened lust. This prompts those affected to copulate again and again, exhausting themselves. Once they begin, victims sustain 1 point of Constitution damage per ten minutes spent in this vigorous pursuit. When their Constitution drops to 1 point, they become too weak to continue, though the drive remains; victims typically die of thirst or starvation even while they continue to feel the need to mate.

Additional Will saves are allowed for failed victims once every 30 minutes for as long as they remain within the room, or once per minute if they are removed from the chamber. The scent is produced by a specially bred form of magical mold infesting the cushions and carpet, and a thorough cleansing of the room with fire (at least 20 points of damage to all surfaces) eliminates the mold and the threat.

The bodies lying amid the cushions have been looted by the Fire Hawks, and bear only tattered robes or ancient, nonmagical armor that is in too poor of shape to function. Horribly, due to a necromantic taint on the room, infants created through this chamber's powers do not simply perish if the mother dies in the room; her womb continues to expand, and eventually a mordnaissant bursts free. These creatures feel an instinctive urge to descend, and pass through the heart of the Temple into the Bloodways, where they may be encountered.

The door progressing further into the complex is hidden behind several layers of rotting tapestries, requiring a Search check (DC 15) to locate. The door opens outward into a set of stairs that descend to Area 1A-8.

1A-8. Bones: The Fifth Guardian (EL 11)

The base of the stairs open out onto a large, shadow-shrouded cavern filled with toadstools and fungus of all types. Strange, fluted chirping noises issue from the darkness deeper in the cavern, but no fauna can be seen on inspection. These sounds come from the three strange creatures known as bonesuckers that make their home here, and move to attack anyone passing through the room. At first glance they resemble toadstools ten feet in height, with rubbery trunks and tentacles sprouting from their crown. The trunk is actually composed of five sturdy tentacles with which they can move around. They attack by grappling with their upper tentacles, inserting the tip into their victims' flesh, and liquefying and sucking out the bones. Enemies killed by this attack reanimate within the Temple as meat puppets 24 hours after dying.

At any given time, one of the three is resting and digesting a meal, while the other two are active. The room also holds four human meat puppets, the legacy of past bonesucker victims. These shamble out of the shadows to throttle intruders, possibly fighting alongside the bonesuckers.

Bonesuckers (2 or 3): CR 7; hp 60 each; see the **Appendix**.

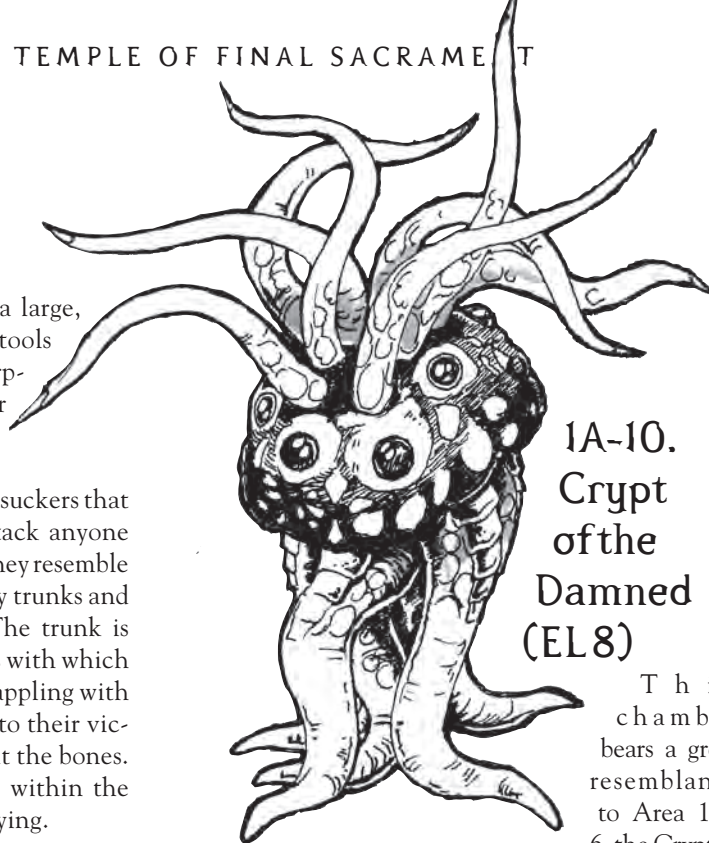
Human Meat Puppets (6): CR 4; hp 36 each; see the **Appendix**.

The cavern is about 60-80 feet wide and well over 100 feet long. Against the northern wall are several places where large and dire rats sometimes come in to nibble at the fungus, but they are shy and retreat from any loud noises or light, only attacking if their prey is helpless. The rest of the fungus in the room is likewise harmless. At the western end of the cavern, it divides into two 20-foot-wide passages that lead to Area 1A-9.

1A-9. Mind: The Sixth Guardian (EL 5)

The southwestern portion of the fungus caverns is carpeted with a luxurious black moss which includes several patches of memory moss in the eastern cave. Anyone coming within 60 feet is immediately targeted. At the southern end of the western cave is a stone door with a lock. The key to this lock is in the hand of a corpse lying at the end of an offshoot passage in the southeast corner of the eastern cave. The body also bears three sunrods, a pouch holding 40 gp and four bloodstones worth 50 gp each, a masterwork dagger, and a *ring of protection +1*.

Memory Moss (4): CR 5; Hazard; see the **Appendix**.



1A-10. Crypt of the Damned (EL 8)

This chamber bears a great resemblance to Area 1A-6, the Crypt of

the Hallowed. It contains 20

red marble sarcophagi whose tops are carved to resemble warriors and adventurers—the same ones as seen in the previous crypt. However, this time they are depicted as suffering great agonies: one seems to be screaming as its flesh is devoured by burrowing worms; another stares out in madness while its skin has been stripped away in patches, exposing flesh and organs; a third is a shriveled husk; and so on. Those bearing images of PCs likewise show signs of torture and madness. This again is caused by a phantasm, caster level 16, Will save (disbelief) DC 20.

Unlike the previous crypt, several of the sarcophagi in this room are occupied. The bodies bear signs of having died in the manner depicted on the lid—the sarcophagus depicted with a warrior being devoured alive by worms bears obvious signs of worm holes throughout its flesh, and so on.

The sarcophagi bear an additional enchantment that is only activated if someone is teleported into one from Area 1A-14. When this occurs, the person trapped within immediately undergoes the torture they were depicted as suffering in the phantasm on the sarcophagus lid. No matter the form of doom, the victim must make a Fortitude save each round (DC 18) or sustain 1d4 points of Constitution damage. When their Constitution reaches zero they die, and the lid's surface transforms, so the depiction is no longer a phantasm. Those trapped within a sarcophagus may attempt a Strength check (DC 20) each round to move the lid and escape, though there is a -2 circumstance penalty to this roll due to the tight confines of the sarcophagus interior. The victim can also escape if the lid is destroyed (Hardness 8, hp 60).

Beyond the crypt, another ladder descends through a circular shaft in the floor, dropping 50 feet to an antechamber facing a black marble door. This door opens inward, toward the person pulling it.

1A-11. Breath: The Seventh Guardian (EL 9)

Those passing through the doorway find themselves in a 30-foot long hall that ends at an oval archway. This archway is inscribed with curving lines that suggest the movement of wind. The chamber beyond is surfaced with polished white marble, and has a 30 foot high ceiling. The archway bears a moderate conjuration enchantment if detected for, and the trap in the room beyond is triggered if the archway is passed through or if the magic is dispelled, unless a command phrase (“*arrek veltex*”) is first uttered.

When triggered, a stone panel concealing the western alcove slides away. This alcove is nearly filled with a thick slab of granite 20 feet tall, leaving only a six-inch gap between it and the walls. Resting atop this slab on a small red velvet cushion is a glass bottle six inches in diameter. The alcove is protected from entry by a *forceage*, with bars of force set with half inch gaps between them.

The bottle is highly magical, as it draws air into itself and devours it. As soon as the stone panel slides up, all air in the room is drawn into the bottle and the stone door to the north slams closed and is sealed in place by the vacuum. If it has been jammed open previously, air from the complex beyond is pulled into this room, creating a constant *gust of wind* effect forcing windblown objects against the *forceage*.

If the door slams shut, everyone breathing within the room must immediately hold their breath or begin to suffocate. To escape, they have several options. They can attempt to force the northern door open, requiring a Strength check (DC 25); they can attempt a Disable Device roll (DC 28) on the sliding stone partition, though this requires the disabler to move to the ceiling 30 feet up, as the mechanism can only be accessed there. If they can find the triggering mechanism for it (Search DC 25), they can raise the stone block in the southeast corner, allowing access further into the complex, though this will not stop the air from being sucked away. They could also attempt to stopper the bottle or shatter it; the bottle has Hardness 5, 10 hit points, and a body diameter of six inches, and the mouth diameter is one inch. Remember, the gaps between bars are only one half inch wide.

If the bottle is removed from its alcove it explodes in a blast of air, inflicting 3d6 points of slashing damage to all within 30 feet from the glass fragments. A new bottle reforms inside the alcove in 1d3 days.

1A-12. Deathwalk and Riddles (EL 4)

Once the stone block in the southwest end of Area 11 has been raised, a 20-foot wide hall is revealed, descending black marble steps to a set of double doors, each of which is carved with a depiction of Orcus. These doors are neither locked nor trapped. They swing open majestically into a downward-sloping passage 20 feet wide and 15 feet tall that descends to Area 1A-13. The walls of this grand hall are

coated with a layer of plaster upon which has been painted images of funerary rites. These rites begin normally enough, but as one continues downward they become increasingly morbid, until live interments, necrophilia, cannibalism, and other even less savory images are depicted.

Each section of the deathwalk (1A-12a, b, and c) is guarded by an invisible quasit that has the unique ability of being able to merge with the depictions similar to a *meld into stone* spell. While so merged they can see out into the corridor, and can stay in this state indefinitely. Melding and emerging is a move-equivalent action for one of these quasits.

The quasits normally spend their time melded with the walls, and only emerge when intruders make themselves known. When this occurs, they come forth invisibly and state a riddle. If the riddle is correctly answered, they re-merge with the wall and allow the group to pass; if not, they fly at top speed for area 13, where they merge with the demon depictions there (see below). The three riddles are as follows:

Quasit #1 (Thuxton): “Who is the greatest of all masters?” (answer = Orcus)

Quasit #2 (Virikkil): “What is the Third Sacrament?” (answer = cracking open the skull and drawing forth the brains, as described in the Epitaph of Final Sacrament)

Quasit #3 (Umborit): “For whom is our lord’s mercy granted?” (answer = this is a bit of a trick question; the answer is “for nobody”. Orcus is not known for his mercy)

Depending on how they answer these riddles, the characters may face between zero and three demons in Area 13 beyond. Failing to answer the question within 30 seconds (5 rounds) is considered a false answer, and the imp will fly down to merge with the vrock as described above.

Demon, Quasit (3): CR 2; hp 15 each; see the MM.

1A-13. Demonic Guardians (EL 0, 13, 15, or 16)

At the end of the Deathwalk, the hall widens into a 40 foot wide, 50 foot long room with a vaulted ceiling that reaches up to a height of 30 feet. The walls of this room are again coated with plaster, upon which is depicted an incredible array of cavorting demons inflicting pain and suffering upon screaming mortals. Sometimes the torturers are not demons, but humans themselves with a demonic aspect, bearing symbols of Orcus upon them. The entire wall radiates strong conjuration and transmutation magic if it is detected for.

Amid the paintings, a total of **three vrock**s are depicted. Each of these images can be inhabited by one of the imps of Area 1A-12, who bring it forth to attack intruders. In addition, if the plaster walls of this room are damaged in any way, all three demons step forth to do battle. Any plaster damaged repairs itself within one day. Vrocks that are slain fade away, and cannot return for 24 hours.

Demon, Vrock (0-3): CR 13; hp 115 each; see the **MM**.

In the center of the eastern wall, a secret door is cunningly concealed within the plaster. This can be opened by pushing the eyes of four nearby victims simultaneously. This door is specifically protected by an abjuration spell against detection by spells and effects of 3rd level or less, and must be found manually. The enchantment itself is shielded against magical detection.

Secret Door: Hardness 8, hp 60; Search DC 25; Break DC 30. Note that if the plaster on the secret door is damaged, the vrocks animate as described above; opening the secret door using the proper trigger does not damage the plaster.

1A-14. The Last Respite (EL 10)

Beyond the secret door, stairs descend steeply 20 feet to a 20 x 30 foot room. To the north is a large, circular steel vault door, while the southern end of the room holds a red stone throne bearing a humanoid figure swathed in a tattered black robe; skeletal hands protrude from the sleeves of the robe, and its face has long since rotted away, save for the glossy hair that cascades over its shoulders. This is **Aaphia**, a crypt thing and the final guardian of the Temple.

Aaphia will not move or act in any way unless the doors are touched, she is addressed, or she is approached within 10 feet. She allows undead and clerics of Orcus (who must present their holy symbols and make a rebuke undead attempt, though this automatically succeeds for them) to pass through the vault into the shaft room beyond. For all others, she defends herself and the entrance to the Shaft. She does not attack those leaving through the Shaft portal unless attacked first.

Aaphia, modified crypt thing Sor5: CR 10; hp 75; see the **Appendix**.

Tactics: Aaphia starts off using her *teleport other* ability, and follows this with *shield* and *resistance* if she has the time, then her offensive spells against those who remain or return. She prefers to immobilize opponents first, then focusing damaging spells on one foe at a time. She does not leave the throne willingly.

Due to the magic of the throne, Aaphia reforms within 1d4 days even if destroyed. The only way to truly end her existence is to slay her body and then destroy the throne (Hardness 8, hp 200) and cast a *hallow* spell on the wreckage. The amulet she wears teleports back to her whenever she reforms, but the items hidden within the throne do not.

Treasure: The throne Aaphia sits upon is magical, and provides anyone sitting upon it with the benefits of a *lesser globe of invulnerability* and *true seeing*, both at 15th caster level. The throne is 10 feet square, 6 feet tall, and weighs 2,500 pounds. It loses all its magic if removed from this room. In a compartment on the inside left arm of the throne there is a stash of four vials of unholy water and a platinum urn (worth 5000 gp) holding the ashes of Aaphia's long-dead lover.

Development: It is possible for characters to enter into a discussion with Aaphia. As long as they do not threaten her or attempt to pass into the Shaft room, she does not attack, and may return conversation with a successful Diplomacy check (DC 18, or 10 if she believes the person to be a faithful worshipper of Orcus). Aaphia was once a sorceress of some repute who fell in love with a man named Deggin Tar. Deggin, a charming mercenary, ended up working for the forces of Orcus. When he fell in battle, she took up his cause, lashing out at those who defeated him. Now, centuries later, she serves them still, locked in eternal devotion to the memory of her dead love.

The steel vault door is massive, with a large spoked wheel at its center, and at the center of this a disc-shaped keyhole. Only when the key in Aaphia's possession is inserted into the hole and turned counterclockwise, and the wheel then spun clockwise, is the door opened. The door and the walls surrounding Area 1A-15 have been enchanted to prevent entry by ethereal means, though a gaseous creature could seep into the room beyond via the keyhole.

Vault Doors: Hardness 10, hp 600; Open Lock (DC 40); Break (DC 40).

1A-15. The Shaft

This 40 foot square room lies at the nadir of the Temple of Final Sacrament. It is filled nearly completely with a circular shaft 30 feet wide that descends into blackness. The stone beneath the floor's black marble is limestone, into which has been carved a series of hand and footholds that allow one to climb down the 400-foot shaft into a passage leading into the Bloodways proper. From this side, the vault door leading to Area 1A-14 can be opened by rotating a wheel set in its center—no key is needed to unlock it from this side.

Starting in this area, roll for wandering monsters using the random encounter tables for **Level 9D: The Bloodways**, checking once every eight hours.

LEVEL 2: MARTHEK'S PLACE & AMBRO'S BASE

This level is the home of the madman, Martheke, and Ambro the ogre. Martheke was placed on this level by the evil priests on Level 4. All evil creatures on this level leave him in peace. The level has poor ventilation and smells of smoke and ogre urine. If any characters are wounded and left on this level, Martheke eats them within two days. The map of this level is shown in **Map RA-2**.

2-1. Entrance

The air here is foul and eight giant rat corpses lay about, apparently torn apart by some wild animal. Blood splatterings cover the entire area.

The north door has been scratched and hacked with a handaxe that is still embedded in it (Strength check [DC 16] to remove). The key is in the lock to the north door and it unlocks the other three doors in this room as well. Otherwise they require an Open Lock (DC 15) check. A loose tile in the floor at "x" (Spot [DC 10]) hides a secret compartment containing stagnant water and the bones of a small animal. This is one of Martheke's secret food hiding places. He forgot about this one.

2-2. Skeleton Surprise (EL 11)

If the secret door to this room is opened, or 5 rounds after the door to room 2-3 is opened, **6 black skeletons** emerge shrieking. One of the black skeletons is further enchanted with a permanent *deeper darkness*, which of course does not affect the undead. If the head of this skeleton is severed and cast upon the ground, it springs up and acts as a servant to the caster, remaining for 2d6 days before falling to pieces at which point it is utterly destroyed.

Skeletons, Black (6): CR 5; hp 42 each; all are immune to darkness; one is enchanted with an unending version of *deeper darkness*; see the **Appendix**.

2-3. The Ball Room (EL 4)

Dim firelight can be seen coming from south. The corridor beyond the archway is filled with smashed bits of armor, bones, etc. A huge ball rolls back and forth sporadically along this corridor. It is 3 feet in diameter and covered with sharp spikes.

The corridor leaves enough room between the wall and the spiked ball for the very brave to attempt to pass. The attempt requires a Reflex save (adjust for armor check penalties in this specific case) to avoid being contacted

Level 2

Difficulty Level: 6

Entrances: Stairs from Level 1, room 1-12.

Exits: Stairs to Level 3 from room 2-7; Tunnels to the surface from rooms 2-10 and 2-20; Tunnel to Level 4 from room 2-20.

Wandering Monsters: Check once per 30 minutes on 1d20:

1.	3d6 dire rats and 1d2 wererats
2.	2d6 ghouls and 1d3 ghastrs
3.	1d3 ogres
4.	A company of goblin scouts — 2d4 goblin scouts with shortbows, 2d4 with javelins, 2d4 with handaxes, all have daggers, accompanied by 1d3 goblin leaders
5.	1d3 black skeletons
6.	Martheke , from area 2-5, below
7.	2d6 ghouls
8-20.	No encounter

Detections: Faint evil from the whole place.

Standard Features: Unless otherwise noted - all doors on this level are made of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 23]) and all secret doors are made of stone (4 in. thick; Hardness 8; hp 60; Break [DC 28]; Search [DC 25]). If a door is described as "locked" add Open Lock (DC 20).

by the spiked ball, and failing this a Fortitude save to avoid being knocked down and taking another 1d3 rounds worth of punishment. Any Break check attempts subject the instigator to the hazard's affects. In addition, the west wall of the hallway is covered in **brown mold**.

Rolling Spiked Iron Ball: CR 3; mechanical; constantly on; Reflex save (DC 22) avoids; spiked ball (2d6 damage); if hit - Fort save (DC 22) avoids being knocked down (1d3 additional rounds for 2d6 damage each round); Disable Device (DC 30); Hardness 10; hp 90; Break (DC 40).

Brown Mold: CR 2; see the **DMG**.

2-4. Crypt (EL 4)

This room contains a huge stone coffin and the moldering corpse of a small humanoid next to it. The stone coffin itself contains the skeletal remains of a human female clad in rusty chainmail. A sword lies over her in a rusted scabbard, as does a rotted wooden shield.

If the body or any of the items in the coffin are disturbed, **rot grubs** attack. If the body next to the coffin is disturbed, more **rot grubs** attack. The corpse appears to be that of a halfling or gnome.

Rot Grubs: CR 4; see the **Appendix**.

Treasure: The body next to the coffin has 120 gp in a rotting pouch inside of a rotting pack. None of the items on the corpse in the coffin are salvageable.



worth 400 gp, 62 cp and a spell book with the following spells:

flare, grease, mending, erase, hold person, and a secret page containing *cloud kill*.

2-5. Marthek's Lair

This room appears to be a campsite of some sort. Bedding and bones litter the floor. A metal spike covered with blood sticks out of the wall near the corridor entrance, about four feet above the floor, indicating something must have recently been impaled on it. **Marthek** the madman is here 90% of the time. He is asleep on a 1-2 on 1d6. At "A" is a two-foot long metal spike protruding from the wall. Marthek's nest of furs and debris is located at "B."

Marthek the Insane Guard, Bbn6: CR 6; hp 66 (78); see the **Appendix**.

Tactics: Marthek attacks wildly, using his unbelievable Strength to great effect. He uses his club and attempts to grapple and throw or slam any lightly armored characters onto the metal spike (treat as charge attack against a set spear, base damage 1d12+6 (+8 when enraged), crit 17-20/x3, plus Fortitude save (DC equal to damage done) or stunned for 2d6 rounds). If wounded for over half of his hit points, Marthek flees to his nest at "B," where he pretends to cower in fear, but then begins to throw jars of **green slime** at armored characters.

Green Slime Jars: CR 4; see the **DMG**.

Note: Marthek is under a curse cast by the evil priests on Level 4. He was once neutral good in alignment. He is now chaotic evil, and remains so until healed of his affliction. Marthek was placed here as a guardian by the evil priests, and serves them as his masters. None of the other denizens controlled by them (the ghouls, ghosts and ogres) dare harm him, though all fear him. If he is cured of his insanity by a *heal, dispel evil, remove curse* or *cure disease* (CR8!), he joins the party as a loyal member.

Treasure: His nest contains 3 ceramic jars of **green slime**, various bones, a beaver pelt worth 22 gp, a gold bar

2-6. Pantry (EL 5)

The outside door to this room has an excellent quality lock (Open Lock DC 25). From within, the door may not be broken down without magical aid (such as a *knock* spell). There are **16 dire rats** here. They have low hit points due to starvation. If any characters are taken prisoner by Marthek, this is where he stores them until he decides to eat them or forgets about them. A knife sticks out of the back of the door, with the gnawed remains of a human arm attached to it. Marthek is still wondering what happened to that human thief he captured.

Dire Rats (16): CR 1/3; hp 1 each; see the **MM**.

2-7. Forgotten Pantry

The outside door to this room has an excellent quality lock (Open Lock DC 25). Marthek has lost the key. The room contains 11 rat skeletons and smells horrible. The opposite door leads down to Level 3. There is also an old brass spittoon which contains a thick layer of vile liquid. Inside the spittoon can be found (Search DC 8) a small gold chain with a ruby on it worth 300 gp.

2-8. Storage Room

The door to this room is locked (Open Lock DC 20). The room contains 20 smashed boxes and chests, though nothing of apparent value. A *detect magic* reveals a *stone to flesh potion* (special - as per the spell, CL 12) with four doses under a pile of rubble.

2-9. The Dirt Room

Once the door to this room is opened, read the following: "Strangely, the walls, ceiling and floor of this room are made of hard-packed dirt. As you look up, a slight trickle of loose dirt falls from the ceiling to the ground."

This whole room is made of dirt and appears to be very unstable. No dwarf in his right mind would cross this room. With each step, bits of dirt fall from the ceiling. Nevertheless, the room is actually completely stable and can withstand even magical assault without collapsing.

2-10. Fungus Garden (EL up to 10)

Sunlight penetrates the ceiling of this cavern. Innumerable fungi cover the walls and floor. Bats can be seen flitting about the ceiling, and rat squeaks can be heard within the cave. A rotted rat corpse lies a few feet inside. Various mosses, plants and rat tunnels occupy this room. There is a 1 in 10 chance per turn of **1d6 dire rats** showing up if the characters are using light or making noise in this room. The room is rather humid. Most of the fungus is harmless, and can be eaten (1 in 10 chance it is poisonous, Fort save [DC 15] resists; 1d6 Con/1d6 Con damage).

Dire Rats (varies): CR 1/8; hp 5 each; see the **MM**.

Patches marked “A” are **shrieker colonies**, each containing **2d6 shriekers**, orange/red in color, streaked with white. They stand in 3 feet tall clumps. They shriek if approached with a light source within 30 feet or movement within 10 feet.

Note: Their shrieks attracts both Marthek and the **violet fungus** at “C” below. It scares away any rats in the room (they know and fear the violet fungi.)

Shriekers (varies): CR 1; hp 11; see the **MM**.

The patches marked “B” are **yellow mold**, which erupt with deadly spores if disturbed. Note that one patch is located right by the large rat tunnel that leads to a cave outside.

Yellow Mold: CR 6; see the **DMG**.

The patches marked “C” contain **12 colonies of violet fungi**.

Violet Fungi (12): CR 3; hp 15; see the **MM**.

2-11. Ice Box

The secret door to this room can be detected rather easily because it is noticeably cold (Search DC 15). It opens by pulling outwards. This room seems to radiate cold. A silver sphere rotates slowly in midair in the center of the room. You can feel the heat from your body being slowly drawn into it.

Inside the room it is exceedingly cold due to the presence of a permanent *Otluke's freezing sphere*, as per the spell, which hangs in midair. It cannot be moved. Needless to say, the room makes an excellent meat locker.

2-12. The Entrance Chamber to the Tomb of Saracek (EL 4)

This door is different than all the others so far seen in the dungeon. It is finely crafted, made of ebony wood and bound with gold. The door has an obvious internal

lock, also of fine quality. Strange runes are rudely carved in the door. Simply looking at them makes one uneasy.

The door itself is worth 500 gp intact. The carving on the door mockingly uses the Infernal alphabet to spell out words in Celestial: “Saracek: In life a deluded slave of blinding light, In death a dark warrior-king.” Unless the characters can read both languages, the writing is indecipherable without magical aid. This evil warning has kept the crypt beyond from being disturbed by adventurers. It is not intended that a low level party enter this crypt.

Outer Locked Ebony Door: 2 in. thick; Hardness 5; hp 30; Break (DC 25); Open Lock (DC 30).

Once the characters bypass the exterior door, read the following text:

Beyond the ebony door is a richly-appointed anteroom. Runes and frescoes adorn the walls, depicting a heroic man in the prime of life fighting evil creatures. The last frame of the fresco, however, shows the same man kneeling before a black altar with a shadowy demonic figure above him. An intricately locked door, similar to the one just entered, appears to lead to a tomb beyond.

This is the entrance to the tomb of an evil warrior. The small antechamber contains ancient runic text (written in Infernal) along the walls of the room indicating that the tomb of Saracek lies beyond and should not be entered. A lengthy description is given of Saracek and his lineage.

Any character with the Knowledge (History) skill can make a check (DC 18) to recall that Saracek was a fighter of great renown and was one of the heroes who went with the army of light in pursuit of the evil priests of Orcus many years ago. Anyone making the check should be given a 250 XP bonus for discovering the fate of a famous hero.

As with the outer door, the inner door is also worth 500 gp intact. In addition, the inner door is trapped with a poison needle trap.

Inner Locked Ebony Door: 2 in. thick; Hardness 5; hp 30; Break (DC 25); Open Lock (DC 30).

Poison Needle Trap: CR 4; mechanical; touch trigger; manual reset; Atk +13 melee (1 plus poison, needle); poison (medium spider venom, Fort save DC 14 resists, 1d4 Str/1d4 Str damage); Search (DC 5); Disable Device (DC 25).

2-13. Saracek's Tomb (EL 12)

This room is the tomb of a rich man who in life was a warrior. The main tomb itself is richly appointed and has never been looted. Fine tapestries hang on the walls, though now mostly in tatters. There are a number of ornate funerary items worked of gold, including several censers of incense. There is also an intricately-carved wooden chair here. Once rich rugs lie one on top of the other on the floor. Evil runes cover the walls. If **Saracek the Fallen** is here, he is seated on the great wooden chair is a skeletal figure bearing a greatsword and wearing a jeweled crown.



The funerary items are worth a total of 500 gp. The rugs and tapestries can be salvaged for a total of 250 gp, though they would require several pack animals to transport out of the dungeon. The door to area 2-16 is an ebony door identical to the outer door to the anteroom above.

If the Shriekers in room 2-10 have shrieked, if significant combat has taken place on this level or if the party is using a great deal of light, Saracek is in this room, seated on his chair. He attacks the party if they are of good alignment. If they are evil, he may talk with them and offer them some task. If not so alerted, Saracek molders in his crypt, at area 2-14, below.

Saracek the Fallen, Skeletal Warrior Ftr8/Blk2: CR 12; hp 100; see the **Appendix**.

Like many of the pursuing army of good, Saracek joined the legions of evil in worship of Orcus. When he converted, he gained levels as a Blackguard. He maintains these abilities in death. His utter corruption gives him abilities beyond those of normal skeletal undead. Saracek was the guardian of this level prior to Marthek.

2-14. Saracek's Crypt (EL 2)

Beyond the locked entrance lies an ornate crypt. A bronze chest with intricate designs lies in front of a large stone sarcophagus. Standing next to the chest, leaning against the wall of the crypt is a steel shield. A large chair sits to the left of the crypt. If Saracek was not encountered in the tomb, he is here seated on his chair. Use the description and statistics above.

Locked Bronze Chest: 1 in. thickness; Hardness 9; hp 25; Break (DC 20); Open Lock (DC 25); poison dart trap.

Poison Dart Trap: CR 2; mechanical; location trigger; manual reset; Atk +8 ranged (1d4 plus poison [x4], dart); poison (greenblood oil, Fort save [DC 13] resists, 1 Con/1d2 Con); Search (DC 22); Disable Device (DC 20).

Treasure: Inside the chest are 2,500 cp, 3,219 sp and 982 gp as well as 12 50 gp gems. Also found inside the chest are a *arcane scroll* (*protection from energy*, CL 10), a +2 *tome of understanding*, and 16 +1 arrows in a rotten quiver. Inside a hidden compartment in the lid of the chest (DC 12) are 3 *potions*: *reduce person*, *delusionary cure light wounds* (PC believes he is healed for 2d6 hp), and *cure serious wounds*. Next to the chest is a +2 *holy blinding heavy metal shield* (enchanted as both a weapon and shield) that Saracek can no longer use, due to his evil nature.

2-15. Rats Nest (EL 1)

There are 3 *female dire rats* here with 33 babies (hp 1 each), which do not attack. The rat tunnel here leads to Level 1, but is too small for even a halfling or a gnome to crawl into.

Female Dire Rats (3): CR 1/3; hp 2 each; see the **MM**.

Treasure: In the nest are 66 cp and a blood-covered child's doll with 2 pp sewn into the hem.

2-16. Storage Room

Along the walls lie piles of wood and tools, neatly stacked. A large box sits in the center of the room. Various carpentry equipment used for making coffins is stored here, including 120 8-foot-long 2x4s, 3 hammers, 2 saws, one axe, a chisel and 10,000 rusty but usable nails in an iron box.

2-17. Broom Closet

Everything in this room is smashed, but is kept in a neat pile by a *magical broom* that sweeps everything into the center of the room. The broom sweeps continuously and on command (“sweep”). It could be sold to an upper-class housekeeper or to a curio collector for 750 gp.

2-18. An Ogre and his Money (EL 9)

This room contains **Ambro the ogre** and his **4 ogre buddies**. On the floor of the room are 3 rows of 100 cp each. The first row is all heads, the second is all tails, and the third all heads again. Unfortunately, before the party can determine this unusual arrangement, they must deal with the ogres who are intently sorting the coins, and who quickly grab their weapons and attack.

Ambro the Ogre **Ftr4**: CR 7; hp 94; see the **Appendix**.

Ogre (4): CR 3; hp 31 each; see the **MM**.

Possessions: Large greatclub, large javelin (x3), 3d12 gp, 4d10 sp each.

2-19. Ambro’s Base

This room is the den of the ogres. It consists of a 5 piles of skins including a bearskin (300 gp). Buried in the soiled furs can be found (Search DC 10) a masterwork silver-edged two-handed sword, several half-eaten rat corpses, a keg of wine, a bottle of brandy (which Ambro thinks is magic because it makes him go to sleep), and a magic *potion of flying* (which he thinks is poison because it tastes icky).

2-20. Dirt Cave

The walls, ceiling and floor of this room are made of hard-packed dirt. As you look up, a slight trickle of loose dirt falls from the ceiling to the ground. Two large tunnels are present on the far wall.

This room is a boring, featureless dirt cave. The tunnel to the outside is nearly vertical (80 degree slope). Unless

precautions are taken—such as using a rope—navigating either the passage to the surface or the passage to Level 4 requires a Reflex save (DC 12) or the passage is treated as a slide, with characters being rudely (and rather noisily) deposited in a cavern on Level 4, or back in this room if they were attempting to use the passage to the surface.

2-21. Ghouls and Ghosts

The secret door from the corridor that leads to this series of rooms is not difficult to spot (DC 15) and opens by being pulled towards the opener. As the secret door opens, the PCs smell a horrible stench, as if it were a hot summer day following a battle. Chattering can be heard from down the corridor and see bits of bone and flesh litter the way.

2-22. Star-Shaped Room (EL 11)

This star-shaped room has a pentagram inscribed within a hexagon in the center of the room. In each of the points of the star there are numerous wooden coffins, some broken. Dozens of hunched humanoids move in flickering torchlight.

This room is the lair of **21 ghouls** and **6 ghosts**. The DM should subtract any slain as wandering monsters from this total, though slain ghouls are replaced within one week. These creatures were common soldiers of the army of good, buried within the room and reanimated by the evil presence of the priests of Orcus. They primarily remain in this room, only venturing forth in search of food. They are prevented from attacking Marthek due to the priest’s orders. These creatures are primarily responsible for destroying most low-level parties that enter Rappan Athuk. As such, they have a large amount of treasure.

Ghouls (21): CR 1; hp 14 each; see the **MM**.

Ghosts (6): CR 3; hp 28 each; see the **MM**.

Treasure: Scattered about the opened crypts are 2301 gp, 4204 sp, 2910 cp, all manner of common weapons and armor, including several suits of chainmail, a breastplate, a full suit of dwarf-sized half-plate, two masterwork steel shields (one heavy and one light), a masterwork heavy mace, a masterwork short sword, a masterwork morningstar, a silvered dagger, a composite short bow (+1 Str), 18 +1 arrows, a +1 *keen punching dagger* (as dagger, crit x3, piercing, no throwing), a +1 *keen throwing axe* and a +2 *warhammer* and three potions: 2 *potions of cure light wounds* and a *potion of remove disease* (Search [DC 20] for each item).

LEVEL 3: BEWARE OF PURPLE WORMS!

Painted in magic runes by the famous wizard, Speigle, his warning “Beware of Purple Worms” is well-heeded by all adventurers. Though at first blush this level is incredibly difficult, the characters can avoid most trouble by sticking to the wall of the cavern and heading due south past the traps to the ghoul room before they encounter any creatures. Be sure to pay attention to the food chain that exists on this level. Disturbing the balance can have disastrous results: killing several worms triples the rat population; killing the rats makes the worms hunt more aggressively and thus brings more umber hulks. Adjust the wandering monster table accordingly. The map of this level is shown in **Map RA-3**.

3-1. Level Entrance

The tunnel opens into a huge cavern, with dozens of rat tunnels along the walls and ceiling. The roof of the cave is too high to see, and bats swarm about in torchlight. The way is rocky, and the PCs hear running water in the cave, somewhere out in the distance. In glowing green letters above the tunnel exit is inscribed, *Beware of Purple Worms! Spiegel the Arch Mage*.

If the characters are using light here, immediately make a check for a wandering monster. Monsters have grown used to light meaning dinner time.

3-2. Cavern (EL 1 to 12)

This cavern is huge and filled with all types of fungi. Rats clatter along the walls. Several large piles of dung lie about, left by an enormous creature. An underground river roars with sound, winding its way through the cavern and then down deeper into the earth.

This cavern is filled with stalactites and stalagmites, but surprisingly no piercers. The stream goes 100 yards before splitting into a right and left passage. The right passage leads to level 6A. The left leads to Level 3A, room 3A-7. The left fork of the river, after flowing through level 3A, rejoins the right fork before the river enters Level 6A. This area is fungus-filled. 20% of the fungus is edible while 10% is poisonous (Fortitude save [DC 16] resists; 2d6 Con/2d6 Con damage). A Survival check (DC 20, DC 14 for gnomes, dwarves and other underground creatures) lets the characters tell which are edible. There is a 1-2 on 1d20 chance that there is a **purple worm**

Level 3

Difficulty Level: 8

Entrances: Stairs from Level 2

Exits: Stairs to Level 4 from room 3-10; River to levels 3A and 6A.

Wandering Monsters: Check once per 30 minutes on 1d20:

1. **1 purple worm** if in area 3-1 or 3-2, otherwise no encounter
2. **1 umber hulk** hunting for purple worms if in area 3-1 or 3-2, otherwise no encounter
3. **3d6 dire rats**
4. **1d3 trolls**
5. **A company of goblin scouts — 2d4 goblins** with shortbows, **2d4** with javelins, **2d4** with handaxes, all have daggers, accompanied by **1d2 goblin leaders** (see the **Appendix** for stats)
6. **1 undead ooze**
7. A party of **acolytes of Orcus**, as per area 3-6, below
- 8-20. No encounter

Detections: The magic at 3-3 used to hide the stairs cannot be detected by simple spells and thus does not register. This level (falsely) detects as having much less evil because of the shielding.

Shielding: Scramge’s lair (3-5) is shielded; the secret cave (3-3) and the oracle room (3-7) are also fully shielded. All these rooms are shielded with lead and no magical detections or magical means of transport in or out (such as *teleportation*) is allowed.

Standard Features: Unless otherwise noted, all doors on this level are made of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break (DC 18). If doors are described as “locked” add Open Lock (DC 20). Unless otherwise noted, all secret doors (6 in. thickness; Hardness 8; hp 90; Break [28]; Open Lock [25]) require a Search check

here waiting for the party. If not, roll for a wandering monster every 10 minutes, unless the characters stay within 5 feet of the walls of the room. Traveling in this manner does not trigger a wandering monster. If combat with a worm takes more than 10 rounds, there is a 1-8 on 1d20 chance of attracting 1d2 **umber hulks** per additional ten rounds of combat, as they are drawn to the sound of the worms. In addition to the worms, allow a straight 1-2 on 1d20 chance per 10 minutes of 2d6 **dire rats** attacking the party, and a 1 on 1d20 chance of 1d3 **trolls** being here as well.

Dire Rats (varies): CR 1; hp 4 each, see the *MM*.

Purple Worm: CR 12; hp 200 each; see the *MM*.

Troll (varies): CR 5; hp 68; see the *MM*.

Umbur Hulk (varies): CR 5; hp 68; see the *MM*.

Treasure: The purple worms leave non-digestible castings around the cavern (a total of 2d10 such castings), which can be found with a Search check (DC 8). These give a clue as to the type of creature that lives here. They contain various twisted remains of weapons, armor, and equipment. If dug through, there is a chance to find a valuable object. A successful Search check (DC 12) reveals 1d6 of the following items per casting searched: 01-35% 3d6 cp; 36-55% 3d6 sp; 56-75% 2d6 gp; 76-85% 1d6 gems; 86-99% a fully intact non-magical medium-sized or smaller item resistant to acid, such as a dagger, mace or lantern; 00% 1 magic small shield or a medium-sized or smaller lesser magic weapon (no greater than +1 in power).

3-3. Secret Room on the Rocks (EL 11)

There is a magically hidden (*invisible* and *illusion-covered*) staircase leading up this otherwise sheer cave feature. In order to find it, the characters must make a Search check (DC 40). Dwarves can make a Stonework check (DC 35). *True sight* automatically detects the staircase. If the staircase is found, read the following:

As you look at the stone formation, you see a shimmering staircase leading up the rocks. Near the top is a small landing and what appears to be a flat rock-face.

Secret Door: Once at the landing, a successful Search check (DC 30) reveals the secret door. *True sight* allows automatic detection. The door can be opened easily from either side and is not locked. It slides up into a recess above and resets itself in 2 minutes. The door is lined with lead inside and magic cannot be cast through the door. The door is **trapped** with a permanent *symbol of insanity*. The *symbol* is scribed on the bottom of the door. Once the door slides up into the recess, the *symbol* is active and noticeable (thus, the near impossible Search check to find the *symbol* before the door is activated).

Secret Stone Door: 6 in. thickness; Hardness 8; hp 90; Search (DC 30).



Symbol of Insanity Trap: CR 9; spell; spell trigger; automatic reset; spell effect (special *permanent symbol of insanity*, 20th-level wizard, Will save [DC 28] or permanently *insanity*, 60 ft. range); multiple targets (closest first, up to hp total within 60 ft.); Search (DC 43); Disable Device (DC 38).

Interior Room: This room is totally sealed with lead and only direct physical egress is possible. Inside is a marble casket of an arch mage. Mystical runes are engraved on all the walls and the casket. The casket can be opened with a Strength check (DC 20); or through bashing it (Hardness 8; hp 30). When the coffin is opened a **flame jet trap** engulfs the entire room.

Flame Jet Trap: CR 11; mechanical; location trigger; automatic reset; Reflex save (DC 20) halves; flame (12d6 fire); multiple targets (all in room); Search (DC 30); Disable Device (DC 30).

Treasure: Inside the casket on the corpse of an unknown mage lies a *staff of power* (45 charges), a *gray robe of the arch-magi*, a jeweled bracelet of platinum and emeralds worth 3000 gp, a mithral ring set with a huge ruby worth 6000 gp and a *ring of counter-spells*. But each of these items bears a horrible curse.

Curse of the Arch-mage: Anyone who leaves the room with any of these items will never be able to touch treasure again. Coins and gems cause one point of damage per 5 gp value as they are transformed into lead and glass. This curse can only be removed by a *dispel magic* followed by a *limited wish*, *wish*, or *miracle*, and then a *remove curse*. If the curse is removed, the accursed individual is subjected to a *geas* to destroy the evil temple on Level 12 of Rappan Athuk, which must be completed within a year and a day or the individual begins to incurably lose 1 point of Constitution per month until the individual dies and cannot be raised.

3-4. Empty

All rooms marked 3-4 are empty. The DM should spice each of these rooms up with the presence of a random item. Randomly roll 1d4 items from the Minor Features and Furnishings table in the *DMG*. You should also roll a wandering monster check each time a room labeled "3-4" is entered.

3-5. The Lair of Scramge, the Rakshasa

The air in this area is clear and smells of incense. The floors are free of dust and it is surprisingly warm. This is the lair of, **Scramge**, a very old and exceptionally powerful **rakshasa**. He keeps 6 **jackalweres** as pets/slaves. Though he does not worship Orcus, he is allowed to remain in the dungeon because of his extreme evil and because no one wants to be the one to tell him to leave. **Read this encounter very carefully before you attempt to run this portion of the adventure.**

Scramge the Rakshasa is aware of the party's arrival because of his magical *mirror*, see room C below. It is assumed that unless the party used some means of egress other than *teleport*, that he has been watching them for some time. Rooms A and B vary in character depending on the party's power and Scramge's wishes, thoughts, and desires. Room A is the "set-up" room. That room contains illusions designed to make the encounter in room B more believable. Room B contains the actual encounter with Scramge, where he utilizes the illusions detailed below:

Scramge's Various Illusions: The room is disguised using a *programmed image* in one of the following ways. If the party numbers over seven, Scramge appears in room B as a cleric holding six werewolves at bay behind illusory bars. If the party numbers 3 to 6, he appears in room B as a man chained to a wall and uses his powers to make his helpers appear as orcs torturing him. If the party numbers 1 or 2, or if they are of low level (less than 6th), he appears in room B as a hospitable oracle with his jackalweres disguised as beautiful maidens using a *veil* effect. Scramge's alignment registers as the major alignment of the party, or Lawful Good due to a *misdirection* spell.

A. Entryway

This is the "set-up" room. There are no occupants in this room, only figures from a *programmed image* and *veil* illusions to make the party believe the encounter in the next room is real.

The particular contents of the *programmed image* in this room depend on the various schemes of Scramge, outlined above. Under option #1 (cleric and werewolves), there are religious signs, blood splatterings, a broken mace with a *magic aura* spell on it, used scroll paper and a dead body dressed for a *raise dead* spell. Under option #2 (man tortured by orcs), there are trappings of an orc barracks, a pot of vile stew, chains and manacles on the wall, a tray of torture devices, etc. Under option #3 (oracle with maidens), there are silk curtains and plush pillows, various tomes, fine food and music. Scramge's illusion require a Will save (DC 24) to disbelieve unless they are simply ignored.

B. The Trap Room (EL 16)

This room is the culmination of the illusory set-up by Scramge. In this room Scramge uses another *veil* as a free action to create one of the three scenarios outlined above: cleric with werewolves, man with orcs or oracle with maidens. Once the party enters the room and interacts with his illusion for a few rounds (either to help the cleric or the man, or to talk to the oracle), Scramge springs his trap. He does this so that he can have a chance to observe the party's cleric so that he can properly imitate him or her. Once he springs his trap, read the following text:

The world seems to spin before your eyes. Dazzling lights flash from all corners, blinding you. With a hiss and a roar, (name a cleric PC) disappears. Across the room, he reappears in front of a huge demon, fully nine feet tall, with the head of a vulture, huge bat wings, talons like razors, and flames licking from his goat legs! The (werewolves, maidens, orcs) turn towards you and attack, their forms mutating to that of a half jackal, half man.

Tactics: Scramge is in here under his guise as determined above. His trap is an evil one: he uses a free action to put a *veil* of a Type I “Vrock” demon over the party’s cleric (Will save DC 23). He then covers himself with a *major image* of being the party’s cleric as a standard action. To pierce his disguise, an opposed Spot check (vs. Scramges modified Disguise check of +24). He acts as if he is being attacked by the demon. His helpers drop their illusory disguises and attack the party. Scramge’s plan is to goad the party into attacking and killing their own cleric (hopefully killing the only party member able to *bless* crossbow bolts, his special weakness). If the party does not have a cleric, he uses the same tactic on the party’s wizard. If there is no wizard, he does this to the paladin. Note that Scramge’s illusions also include audio illusions, so any warnings shouted by the real cleric are covered by Scramge’s illusions (he makes them very, very noisy), sounding only like demon growls.

During the second round of combat, Scramge uses his illusion powers as a free action to have the demon appear to slay him with multiple critical hit attacks. Scramge (as the character) appears to die. The characters can make a Will save (DC 24) at this point to disbelieve the illusion. Scramge then casts *greater invisibility*. He creates an *permanent image* of the dead cleric on the floor during the third round while using his standard action to cast *confusion*. Scramge then picks the next member of the party he wants to kill and *veils* any remaining jackalweres to look like the PCs. He then makes the next party member into a “demon” and he takes the place of that party member. Scramge repeats this trick until all of the party is dead. Each time Scramge switches targets like this the party gets a Will save (DC 24) to disbelieve the illusion.

If Scramge’s jackalweres are slain by non-magical weapons, they feign death. Scramge provides illusory gore to help simulate their deaths. Once the party believes the jackalweres to be dead, they rise, uninjured, and continue to attack.

Running the Encounter: When the “demon” attacks, use the attack and damage numbers for the character covered by the demon illusion. Any time there is a change in the illusion, the Will save is DC 24. It is unlikely that at first the party realizes illusions are present. More likely, they slaughter one or more of their own. Any time a character interacts with a pure illusion (such as trying to heal or give first aid to the illusion of the dead

cleric) that character gets to make a Will save at reduced difficulty (DC 14) because of the physical interaction with the illusion.

If Scramge’s illusions are ever disbelieved, he casts *mirror image* on himself and flees. If Scramge takes over 45 points of damage, he retreats to room D and disappears through his mirror (see below). **Note:** It is critical while playing this encounter that the DM not give away the fact that illusory forces are at work. Make rolls in secret or ahead of time so that characters are not given undeserved hints that illusions are involved.

Scramge the Greater Rakshasa: CR 16; hp 123; see the **Appendix**.

Jackalweres (6): CR 2; hp 13; see the **Appendix**.

C. The Pantry (EL10)

Numerous bodies hang from meat hooks, and a vast pile of treasure lies in the corner of the room. There are tapestries, coins and three large chests: one of wood and two of bronze.

This is Scramge’s pantry. It contains the corpses of the last party unlucky enough to encounter him. There are: eight fighters, one cleric, and two thieves all of levels three to six if they are *raised*, and equipped with reasonable non-magical armor and weapons.

Escape: The beast’s greatest treasure is on the ceiling and if the battle is going poorly, he escapes through it to the Nine Hells. This great item is a *mirror of mental prowess*. Any who follow may be considered lost, unless they can plane travel.

Treasure: Three large chests, one made of wood and two of bronze, sit in the north corner of the room. All three are trapped. In addition to the chests there are 24,917 sp and 3833 gp in a large pile.

The wood chest contains: 12,000 cp, 8000 sp, 6000 gp, 1200 pp, 13 gems (100 gp each) and 9 pieces of jewelry (100 gp each) and a silver over teakwood box (Break DC 25; worth 1200 gp) sealed with an *arcane lock*, containing a strange green, glowing gem. Inside the gem is an imprisoned *faerie dragon* named Snaggletooth. He accompanies whoever frees him for life and remains very loyal as long as his freer is of good alignment. Freeing him requires a *legend lore* or *commune* spell to determine the freeing command word. The Oracle in room 3-7 can reveal the command word.

Hidden inside a secret compartment in the lid of the wooden chest (Search DC 25) is a +1 *heavy wooden shield of rust monster scales*. Any attack with a metal weapon against the holder of the shield that misses by 2 or less means the weapon is treated as having struck a rust monster. If the holder of the shield ever fumbles (rolls a natural 1 in combat), his or her weapon accidentally strikes the shield and is subject to the same effect.

Wooden Chest: 2 in. thickness: Hardness 5; hp 15; Break (DC 23); Open Lock (DC 23). The wood chest is very large (8 feet long) and has a **poison gas trap**.

Poison Gas Trap: CR 10; mechanical; touch trigger (chest); repair reset; gas; multiple targets (all in 20 ft. radius); never miss; onset delay (1 round); poison (burnt other fumes, Fort save [DC 18] resists, 1 Con drain/3d6 Con damage); Search (DC 21); Disable Device (DC 25).

Snaggletooth, the Faerie Dragon: CR 5; hp 22; see the Appendix.

Bronze Chests: 1 in. thickness; Hardness 9; hp 25; Break (DC 25); Open Lock (DC 25); first has a **poison needle track**, the second a **globe of cold trap**.

Poison Needle Trap: CR 2; mechanical; touch trigger; manual reset; Atk +17 melee (1 plus poison, needle); poison (greenblood oil, Fort save [DC 13] resists, 1 Con/1d2 Con damage); Search (DC 22); Disable Device (DC 20).

This chest contains silk, opium and pipes worth 2000 gp. It has a secret compartment (Search DC 28) containing a ring of three limited wishes.

Globe of Cold Trap: CR 10; magic device; touch trigger; automatic reset; spell effect (widened *Otluke's freezing sphere*, 17th-level wizard, 15d6 cold, Reflex [DC 20] for half, 20 ft radius); Search (DC 31); Disable Device (31).

The second bronze chest contains 2000 illusory platinum pieces that dissipate to lead once removed from the room.

3-6. Room Complex (EL7)

These normally barren rooms occasionally contain a party of acolytes led by a priest from the temple of Orcus traveling here to consult the oracle at the direction of the more powerful priests of the temple. The higher level priests send acolytes and lower-level priests because they fear the Oracle's wisdom drain beam. There is a 50% chance that a group of acolytes are within this complex of rooms. If present, roll 1d4 to determine which of the hexagonal rooms the priests are using as their camp, other than the first hexagonal entrance room and the oracle room. Then determine whether or not the group's priest has yet consulted the oracle (there is a 50% chance either way). If not, the priest has an item of importance to sacrifice to the oracle. If so, then the priest does not possess the listed special item—having already sacrificed it to the oracle.

Orc, Priest of Orcus, Male Clr5 (Orcus): CR 5; hp 41; see the Appendix.

Orcs, Acolytes of Orcus, Male Clr2 (Orcus) (3): CR 2; hp 16; see the Appendix.

Note: If the party dresses in robes taken from these priests and acolytes they gain +7 to Disguise checks (opposed by Spot checks) if they try to impersonate clerics of Orcus. Successful rolls allow them to travel most areas unmolested except for areas containing undead, which can detect good on the party members.



3-7. Oracle Room (EL Variable)

Inside this otherwise barren room is a small pentagram inscribed on the floor with a human skull in the center. When the party approaches, it rises into midair and the eye sockets glow with a red flame. It then speaks: "I am the Oracle, possessor of all knowledge. Ask what you wish and you shall learn the answer you seek."

The Oracle—a disembodied human skull—answers one general knowledge question per week, and it usually answers truthfully, though cryptically. For serious questions, it demands a sacrifice to be placed within its pentagram and the item then disappears. It is Neutral Evil. The Oracle knows and can reveal all—for a price. It can be fed life levels, attribute points, gems, unique items or magic items. The DM should decide what price is fair. Normally, 500 gp is required for answers to simple questions, 1000 gp value or more for answers to difficult questions and 5000 gp value or more for answers to extremely difficult questions, puzzles or command words. It can provide the command word to free the **faerie dragon** described above for 2000 gp value. It considers any question about Rappan Athuk a simple question unless it pertains to a shielded room or item, which it considers a difficult question. There is nothing about Rappan Athuk it does not know. It does not, however, know its own name and fails to function thereafter if asked this question, since it searches forever to find the answer. If attacked, the oracle retaliates. It is seemingly impervious to attacks.

Though he knows it not, the Oracle's true name is Obares Sin. His origins antedate the arrival of the followers of Orcus long ago, so long that even he remember it but dimly. The secret to the Oracle's origins are further described in the introduction to **Level 3B**.

"**The Oracle**": CR 5; hp 96; see the **Appendix**.

3-8. Traps.

This area contains three traps, at each of the locations "A," "B," and "C," as detailed below:

A. Gold Piece Arrow Trap (EL 4)

It appears that a gold piece is lying on the floor at this location. When picked up, it pulls the string to which it is attached, firing 6 arrows—three from each side of the angled wall. Divide the attacks evenly for all in the area.

Arrow Trap: CR 4; mechanical; proximately trigger; manual reset; Atk +10 ranged (1d6 [x6], arrow, crit x3; range 60 ft.); Search (DC 18); Disable Device (DC 18).

B. One-Way Stone Door

The door here is a one-way door. It can be passed freely heading west; but returning east the door is enchanted with an *arcane lock* (CL20), making return passage difficult

without the use of magic. The door itself is made of stone (2 feet thick; Hardness 8; hp 360; Break [DC 45]).

C. Flooding Pit Trap (EL 6)

This pit is 20 feet deep, locking, and filled 10 feet deep with water. Once sprung it immediately locks and can only be opened by a successful Strength check (DC 27 from the inside, DC20 from the outside) or by destroying the stone lid (6 in. thickness; Hardness 8; hp 80; Break [DC 35]). The room floods full of water to the top of the pit in 4 minutes. As if drowning weren't bad enough, this pit also contains a **black skeleton**. The skeleton does not chase characters out of the pit. Characters fight at -5 in the water. The black skeleton is unaffected by the water. The chest on the far side of the room is empty and was left there to draw persons over the pit trap.

Flooding Room Trap: CR 4; mechanical; proximity trigger; automatic reset; no attack roll necessary (see note below and drowning rules in the **DMG**); Search (DC 20); Disable Device (DC 20). *Note*: Room floods in 4 rounds.

Skeleton, Black: CR 5; hp 39; see the **Appendix**.

3-9. Burial Room (EL 8)

The passage to this room reeks of rotting corpses. The large room beyond appears to have a smaller chamber set within it. The walls are lined with recesses containing smashed caskets. Bloody debris and rat corpses litter the room. In your flickering torchlight, you see hunched human forms. This room is the lair of 12 **ghouls**.

Ghouls (12): CR 1; hp 14 each; see the **MM**.

Treasure: A Search check (DC 18) reveals a total of 2055 sp, 451 gp and 19 gems worth 20 gp each. In the most southwesterly alcove are 4 *potions*: *ghoul touch*, *levitate*, *lesser restoration* and *remove paralysis*; a +2 *light generating longsword*, and a +1 *light wooden shield of arrow deflection*.

A. Inset Room

This room is empty, but includes a secret door set in the floor (Search [DC 20]; unlocked) beyond which is a ladder set into the wall leading down to area "B," below.

B. Secret Tomb

This room contains frescoes depicting a young elf. At the end of the room is a stone table on top of which is the corpse of an elf warrior maiden in chainmail. For some reason, this tomb has resisted the powers of Orcus to convert those buried here to his undead servants. Aside from the masterwork longsword and masterwork chainmail on the body, there is nothing of interest in the room. Good characters looting this tomb should lose 200 XP each and paladins lose twice that amount and should be required to do substantial penance for such an act. This room is not subject to wandering monsters and is a safe haven for the party to rest.



LEVEL 3A:

THE WELL— ZELKOR'S LAIR

There is a reason why adventurers say “Don’t go down the Well.” The main inhabitant of this level is Zelkor, the once-good wizard who led the army of light against the fleeing priests of Orcus long ago. He has become a spectre (not a lich, as the rumors say) and he is extremely powerful. An aura of fear, darkness and dread lies over the whole level. See “Continuous Effects” in the sidebar. The map of this level is shown in **Map RA-3A**.

3A-1. Down “The Well”

As you descend through the darkness of the legendary well, the warnings of numerous adventurers resound in your mind: “Don’t go down the Well.” A group of bats surprises you and flies past you, into the sky above. A small cave appears to be opening below you at the end of the well. The entirety of the cave floor is covered in greenish-black water of unknown depth. Small objects float in the water. About three feet up from the water on either side of the cave are two small openings. There do not appear to be any other exits from this room—aside from the way you came in.

The well is 10 feet in diameter and descends 90 feet into a small cavern with two small, tunnel-like exits each about 3 feet up the wall. The bottom of the well is covered in 2 feet of green slimy water. Bits of human bones and wood float about in the water. The floor is quite slippery and footing is difficult due to all the bones and bits of armor, rusty metal and rotten filth that litters the bottom of the well beneath the water. Any movement in the cave requires a Reflex save (DC 10) or the character falls into the brackish water, possibly extinguishing torches or light sources. The walls appear to have been clawed by some large monster, trying to climb out.

Side Tunnels: Small sized characters can enter either of the two tunnels without penalty. Medium sized characters must remove all but light armor to pass through the tunnels. Tower shields will not fit through the openings. The east tunnel remains small, requiring Medium sized creatures to stay in light armor and crouch as they travel, until they reach the area marked “A,” at which time the passage opens to a normal 8 feet high. The east passage opens up to normal height once the stairs begin.

Buried five feet beneath the silt and refuse at the bottom of a pool is a great, valvelike circular hatch eight feet in diameter made of solid mithral, enchanted with a permanent *nondetection* effect with an effective caster level of 29. The hatch bears an etching of a circle three feet in diameter at its center. Within the circle, a triangle has been etched, and where its three points touch the circle there are slots in the metal, about 1/8 inch wide and 1 inch long.

This portal bars the way into Level 3B, and is protected by powerful wards that prevent it from being damaged or bypassed magically. The only way past is by finding three daggers lost somewhere in Rappan Athuk. The daggers must be inserted, one to a slot, in order for the hatch to unseal—see Level 3B if this occurs for details as to the consequences.

Each of the slots is in effect a lock, and could be picked, with an Open Locks difficulty of 35. Further, each lock must be picked simultaneously for the door to open.

The daggers are made of solid mithral, and each has a different colored gemstone set in its pommel: a ruby, a sapphire, and a topaz, respectively. The exact location of these daggers is left for the DM to determine, but bear in mind that the level beyond is intended for 18th+ level characters. The Oracle of Level 3, Area 3-7 knows the location of each blade, in case the PCs have not found them on their own. However, the Oracle is forbidden to speak of what lies beyond this hatch.

3A-2. The Claw-Shaped Cavern (EL 7)

Numerous side caverns branch off from this cave, making the shape of a twisted claw. The room has a large central column. Water drips from the stalactite-covered ceiling. Faint scraping sounds emanate from the cave roof. This is a large cavern with stalactites, stalagmites and 8 **piercers** of two to four feet in length. They drop 2 rounds after the party enters the room.

Piercers: CR 3; see the **Appendix**.

Treasure: Near the secret door in the third finger, is the corpse of a human. In his backpack are 3 oil flasks, 2 *vials of holy water*, some rotten food, a 60 foot length of silk rope, masterwork thieves tools in a puzzle box (Intelligence check DC 25 to open, a rogue can also apply one half of his or her

Level 3A

Difficulty Level: 9

Entrances: Shaft down from “the Well,” area G-4 on the Ground Level; River from Level 3.

Exits: River to 6A; stairs down from room 3A-9 to level 4A; passage beyond the cliff in room 3A-4 to level 7A. Buried entrance to Level 3B in Area 3A-1.

Wandering Monsters: Check once per 30 minutes on 1d20:

1.	1d8 stirges
2.	1 gas spore
3.	3d6 dire rats
4.	1 undead ooze
5.	1d3 juju zombies that hang upside down from the ceiling and attack from above
6.	1d3 wights
7.	1d2 displacer beasts
8-20.	No encounter

Shielding: Room 3A-8 (Zelkor’s lair) is shielded with magic, preventing detection.

Detections: Zelkor is aware of anyone opening the secret in the south side of room 3A-7. The level is permeated with evil. It is strongest from the southern half of the map. Since room 3A-8 is shielded, nothing is detectable from that direction.

Continuous Effects: The entirety of this level is subject to two magical effects. The first is an effect similar to a *cause fear* spell. Characters must make a Will save (DC 12) upon entering the level. They must also make a similar save every time they take a major action—opening or passing through a door out of or into a numbered area, entering a pool, climbing a cliff, etc. Characters of 9th level or higher are not affected. Failure means that the character is reluctant to take the action (though he or she will if forced) and all his or her rolls are at –2. These effect last for the entire time the character remains on the level or until a *remove fear* is cast on the character. If all characters are afraid, Zelkor sends some of his minions (4 wights) to kill them. In addition, the entire level is covered with *blanket of darkness*—a spell causing all light sources to shed light at half its normal radius. Darkvision is unaffected. Because of this darkness, Hide checks are made at +2 on this level against viewers not possessing darkvision.

Standard Features: The doors on this level are made of iron and are locked (2 in. thick; Hardness 10; hp 60; Break DC 30; Open Lock DC 20), unless otherwise noted. The secret doors are made of stone and are of a much higher quality than normal (Search DC 28; 2 in. thick; Hardness 8; hp 200; Break DC 45).



Disable Device skill bonus) and a sack with 36 gp. On his left hand, which lays a few feet from the body, is a *ring of swimming*.

Secret Door: The secret door can be found with a standard Search check (DC28) and, once found, opens easily by pushing a hidden stone that works a counter-weight mechanism. Locating the hidden stone requires another Search check (DC 28).

Thus, the characters must first find the secret door and then they must find the secret opening stone.

3A-3. The Weird Room

Stone spikes protrude horizontally from all of the walls. The ceiling is flat and devoid of stalactites. It is as if the cavern walls and floor have been reversed.

This cavern has been recently horizontally faulted so that the stalactite and stalagmites point out horizontally from the walls. It has no monsters and no treasure. It slopes down into the middle, since this used to be the ceiling. If there is a wandering monster encounter in this room, the spikes may be used as weapons. Any creature thrown against them suffers an attack as per a charge attack from a long spear with an automatic critical.

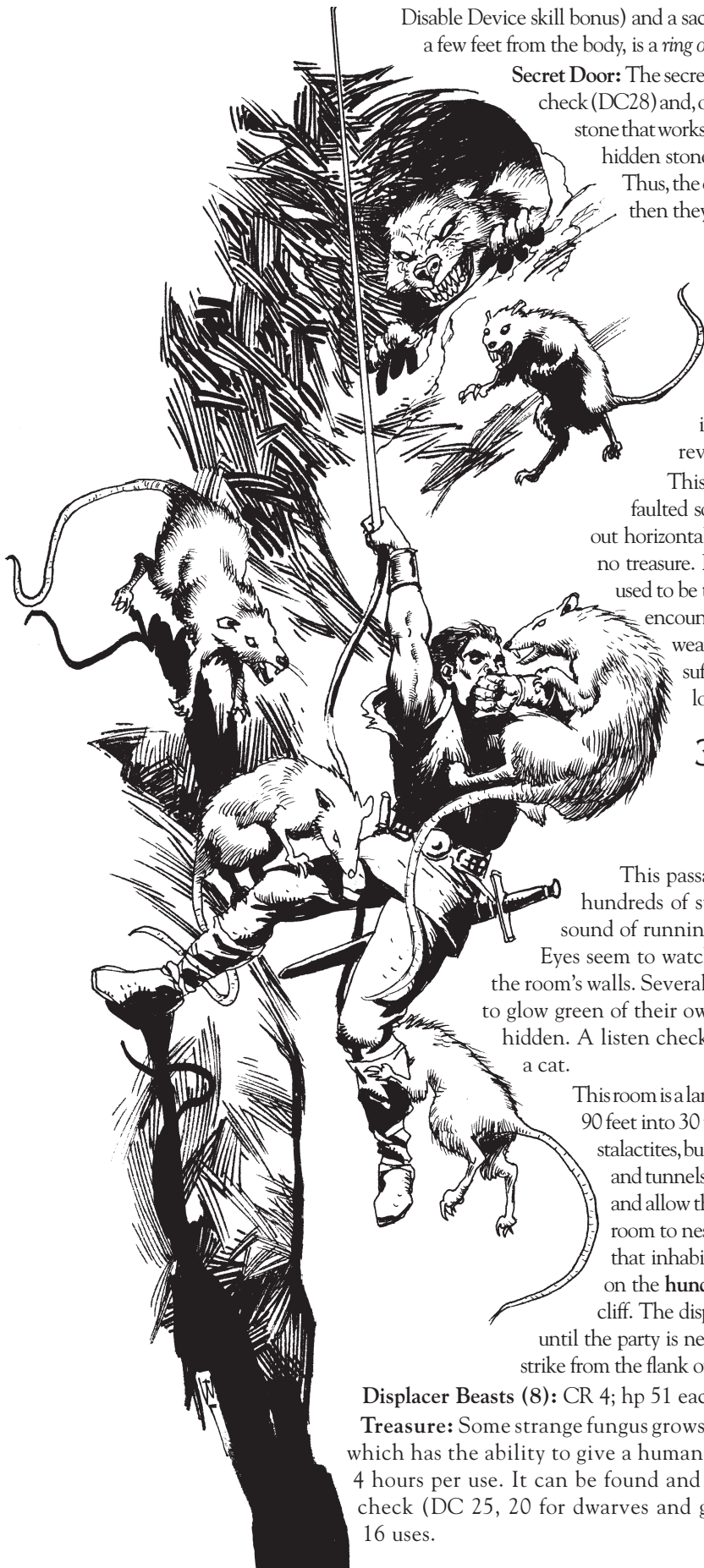
3A-4. The Rat Cliff and Displacer Beasts (EL 10)

This passage opens into a very large cavern with hundreds of stalactites, though few stalagmites. The sound of running water comes from off in the distance. Eyes seem to watch the PCs as their torches reflect off of the room's walls. Several rats scurry by, and one pair of eyes seem to glow green of their own accord, though the creature remains hidden. A listen check (DC 10) reveals a purring sound, like a cat.

This room is a large cavern. It contains a cliff ledge that drops 90 feet into 30 feet of water. The cavern itself is filled with stalactites, but contains no piercers. Numerous small caves and tunnels line the walls. Some of these interconnect, and allow the displacer beasts and rats that inhabit this room to nest. Within the room are 8 displacer beasts that inhabit the upper portion of the room, and feed on the hundreds of normal rats that move about the cliff. The displacer beasts lurk in the shadows and wait until the party is near the ledge before they attack, hoping to strike from the flank of a surprised party.

Displacer Beasts (8): CR 4; hp 51 each; see the *MM*.

Treasure: Some strange fungus grows in the northeast corner of the cavern, which has the ability to give a humanoid creature that eats it *darkvision* for 4 hours per use. It can be found and harvested with a successful Survival check (DC 25, 20 for dwarves and gnomes). There is enough fungus for 16 uses.



The Cliff: The cliff edge itself is dotted with iron spikes, gnawed ropes and a pair of skeletons picked clean by the rats. The rats attack anything attempting to climb the cliff face. 2d6 **normal rats** attack each climbing PC while they are on a rope or climbing the cliff. Any rope has a 1-4 on 1d20 chance per round of being chewed through by the attacking rats. It takes 6 rounds to descend the cliff on a rope and 18 rounds to ascend.

Normal Rats (100+): CR 1/8; hp 1 each; see the **MM**.

The Bottom of the Cliff: At the bottom of the cliff is a 30-foot-deep pool of stagnant water. 30 feet away from the cliff, across the water, is a sandy beach with a door, beyond which is a passage leading to level 7A. Anyone in the water has 4 rounds to cross it before a **black pudding** attacks, unless they are dropped in the water in which case this time is cut in half. Falling from over 20 feet means they are attacked immediately.

Black Pudding: CR 7; hp 115; see the **MM**.

Treasure: Among a pile of bones in the southeast corner of the pool is the treasure. It consists of a gold plated helmet worth 250 gp, a silver ring worth 10 gp, a jeweled belt worth 400 gp and a silver masterwork dagger in a platinum sheath worth 800 gp.

3A-5. Stirge Room (EL 8)

A large, still pool of black water stands in the center of this room. The cavern is filled with extraordinarily large stalactites and stalagmites, many of which have formed large columns. Water drips into the pool from the stone above. There is a horrible whirring noise, like that of gigantic mosquitoes, and several bat-like creatures attack!

This large cavern is adorned with large stalactites and stalagmites with a pool of dark water at its center. It is inhabited by **21 stirges**. However, only **1d6 stirges** attack per 6 rounds spent in this room, unless they are stirred up or a great amount of noise is made. The pool is 120 feet deep, with sheer sides, though it has a ledge 10 feet below the water surface on the south end that contains a passage to room 3A-9. This passage can be seen by those examining the pool from the cave on a successful Spot check (DC 22). Anyone attempting to swim from this room to room 3A-9 finds the swim an easy one, requiring a Swim check (DC 10). Any character attempting this swim must make a Will save (DC 12) versus *fear* as described in “Continuous Effects” in the sidebar.

Stirges (21): CR 1/2; hp 6 each; see the **MM**.

Treasure: Three totally drained bodies lie near the door on the south side of the room, leading to area 3A-6. The first is a dwarf in chainmail with a pack containing: 6 goblin scalps, 11 torches, 2 oil flasks and a case made of iron containing a *slaying arrow (giant)*. His axe is on his belt, and a shattered short bow lays next to him. The second body is a human dressed in leather armor with a bandoleer of 6 daggers and a pack containing a bulls-eye lantern and 8 candles, 3 large sacks, and 20

feet of silken rope. He wears *boots of the elvenkind*. The last figure is a human dressed in robes, wearing a pack containing 12 sheets of paper, 2 vials of ink and a *scroll of explosive runes* (CR 3; affects only the reader (4d6); no save; Search DC 40, Disable Device DC 28). His purse contains 11 gp, a 100 gp pearl and other assorted spell components for first and second level spells.

3A-6. Undead Menace (EL 8)

The twisting cavern corridor opens to a series of small alcoves. Torchlight cannot penetrate the darkness of these niches. As the PCs draw closer, black skeletons emerge from the alcoves, shrieking in an arcane language as they attack!

These alcoves each contain a **false black skeleton** (8 total) which are simply normal skeletons painted black, with a minor enchantment allowing limited spell casting. Their attack triggers a *fear* check, as described in “Continuous Effects” in the sidebar.

Skeletons, False Black (8): CR 2; hp 12; see the **Appendix**.

Blocked Passage: There is a rubble wall blocking entrance to the passage to room 3A-7. It requires 4 characters working for 30 minutes to clear a crawl space, three times as long to clear the passage completely. Roll one wandering monster check for every 15 minutes of noisy digging.

3A-7. The Pool Room

This cavern is huge. Running water can be heard nearby. As the PCs enter, they see a cut symmetrical pool of water, with a river running in one side and out the other. The cavern walls reflect a myriad of iridescent colors, dancing off of the walls in their torchlight. Across the pool to the south, where the river enters the pool, are two large blue stone platforms, fully 8-foot tall and 12-foot long. Corpses rest on them.

This room is composed of dark stone interwoven with psychedelically colored pegmatite mineral deposits. The minerals are quite worthless (20 sp per ton) though they are rather interesting, as reflected light glimmers with rainbow hues. The swimming pool is 20 feet deep in the base of the “T” and 40 feet deep in the top of the “T.”

The river flows into this room from Level 3, room 3-2. The current in the river and the pool is very strong, requiring a Strength check (DC 20) to swim 5 feet against the current. Swimming in the pool or river for more than 1 minute requires a Fortitude save (DC 15) for each additional minute of swimming (in addition to the Strength check). Any character failing this save begins to drown and is washed downstream. Anyone washed downstream must make a Fortitude save (DC 25) or be knocked out by the rocky course of the river and drown. Heavy armor subtracts 5 from the roll. This stream joins up with the other branch of the river from Level 3 and then opens up on level 6A some 20 minutes later.

Across the river, near the pool entrance, are the two stone platforms made of blue streaked black stone upon



which rest two perfectly preserved bodies of old men with long white hair and beards. Once the room is entered, both bodies begin spewing forth black vaporous mists from their mouths. These vaporous mists are 2 **wraiths**. Because of the evil of the level, both wraiths have turning resistance (+2).

Wraiths (2): CR 5; hp 32 each; see the **MM**.

Treasure: One wraith wears an *amulet of negative plane protection*.

Cliff to Doom: The cliff in the southwest corner of the room drops down 40 feet at a 70-degree angle (Climb DC 15). At the bottom of the cliff are large chunks of rock with a permanent *fool's gold* spell on them (cast by a mage prior to the Third Edition rule change) which fades if exposed to sunlight. The party could literally spend weeks hauling it all out as it weighs approximately 14 tons in total. Zelkor sends his Iron Golems to attack anyone spending over one day in this area.

Secret Door: The secret door at the bottom of the cliff is difficult to find (Search DC 30). Once found, it is locked (Open Lock DC 30). Opening the secret door triggers a silent *alarm* spell in room 3A-8.

3A-8. The Lair of Zelkor

Passing through the corridor from room 3A-7 to room 3A-8 requires a save against the *fear* effect as described under "Continuous Effects" in the sidebar.

Secret Door to Zelkor's Lair: A Search check (DC 8) at the end of the corridor reveals a small panel with three holes approximately arm-sized. Magical runes (requiring

read magic) instruct the reader to insert his arm into a hole. They also state that anyone opening this door will have his hand cut off. It requires a *fear* check as described under "Continuous Effects" in the sidebar to place a hand in one of the holes. In addition to the results described above, a player failing this save will not put his arm in any of the holes until the *fear* is removed.

The holes are **trapped**. The left and center holes have levers at the end that if pulled cut off the manipulator's hand. Pulling the lever in the right-hand hole opens the secret door and sets off a second silent *alarm* spell in room 3A-8. There is no way, other than trial and error, to learn which of the three levers opens the secret door. Any attempt to disable the trap requires the person attempting to disable it to insert their hand into one of the holes. 2 rounds after the secret door is opened, it closes. From the inside, the door can only be opened either by Zelkor or by a targeted *dispel magic* spell (DC 20) which allows the door to be opened for 5 rounds. A *knock* spell has no effect on the door.

Arm Chopper Trap: CR 6; mechanical; touch trigger; automatic reset; never miss; scything blade (4d6 damage, slashing, subject's hand cut off at mid wrist, Dex reduced by 4 permanently until limb is restored); Search DC 24; Disable Device DC 30, failure results in the person attempting to disable the trap losing his or her hand, unless attempting to disable the device from the right-hand hole.

Once the secret door is opened and the party enters the room, read the following text:

The walls and ceiling are a glossy black stone. At the far end of the room, white stone stairs lead down into a lowered area. You cannot see the floor of the lowered area from where you stand. Four 12-foot tall iron statues of warriors in armor carrying large swords stand guard in the four corners of the room—two in the upper level and two in the lower portion of the room. The statues are very well made and appear almost alive. The two statues furthest away from you appear somewhat rusty, though the two nearest show no signs of wear. You feel a darkness taking hold of your very soul as the two statues near you exhale a greenish gas.

This area is the lair of **Zelkor**, who was once a good-aligned arch-mage of some renown. During his quest to drive the evil from this place, he was captured by the evil priests, tortured and eventually slain by Nodroj the spectre once he agreed to worship of Orcus. He retains some of his powers, though his alignment has irrevocably shifted to evil. Zelkor very much enjoys his new life, taking wicked glee in using his new evil powers. **Read this encounter very carefully before you attempt to run this portion of the adventure.**

All of the walls, ceiling and floors of this room are glossy black, except for the stairs leading down to the crypt which are white in color. The two iron statues closest to the entrance are **iron golems**. These monsters attack as soon as the party enters the room. They radiate magic even before they animate. The other two statues are identical but non-animating. Even worse, once the golems breathe, **Zelkor** begins his attack.

Tactics: The golems breath and attack. **Zelkor** is highly intelligent and does not materialize in spectre form unless his other attacks fail. He *magic jars* the strongest looking fighter in the party. Avoidance of this possession requires a Will save (DC 25). Note that if a save is made, that person is thereafter immune to possession from Zelkor's *magic jar* spell. Zelkor command his golems to attack any person who saves against his *magic jar*. If successful in taking control of someone, Zelkor uses them to attack spellcasters in the party. When the first possessed body dies, he uses his next action to possess another body. One of his favorite tactics is to possess a person and make them stand in front of the golems and inhale deeply—subjecting them to the gas and letting the golems destroy them. He tries to kill each character in turn and then returns to his *jar* for another attempt. Only if the party reaches his crystal box and opens it (which is nearly impossible due to the number of traps on the boxes) does he materialize and attack as a spectre. Since Zelkor's golems are healed by fire, Zelkor enjoys casting a *wall of fire* around the party and the golems so that his golems can move into and out of the wall to be healed as they require. Zelkor also casts *fireballs* at the party—healing his golems and damaging the party at the

same time. He may also cast *cloudkill* at the party since his golems are immune. It should be nearly impossible for any but the highest level party to defeat Zelkor.

Iron Golems (2): CR 13; hp 129 each; see the **MM**.

Zelkor the Spectre-Wizard, Wiz9: CR 11; hp 82; see the **Appendix**.

Treasure: In Zelkor's crypt—located in the lowered portion of the room to the north—is a box made of ebony (2 ft. by 2 ft. by 2 ft.) worth 2200 gp. The box is locked and **trapped** with a poison needle trap and a *cloudkill* trap.

Locked and Trapped Ebony Box: 1 in. thick; Hardness 5; hp 15; Break (DC 20); Open Lock (DC 30);

Poison Needle Trap: CR 6; mechanical; touch trigger; manual reset; Atk +14 ranged (1 plus poison, needle); poison (wyvern poison, DC 17 Fortitude save resists, 2d6 Con/2d6 Con); Search (DC 20); Disable Device (DC 16).

Cloudkill Trap: CR 6; magic device; touch trigger; no reset; spell effect (*cloudkill*, 9th level caster, Fort save [DC 19] for partial); Search (DC 30); Disable Device (DC 30).

The ebony box contains 720 pp in a silken bag and a small crystal box worth 2000 gp. The crystal box is **trapped** with a **chain lightning trap**. The trap is triggered by anyone touching the box.

Crystal Box: 1/4 in. thick; Hardness 1; hp 5; Break (DC 3).

Chain Lightning Trap: CR 7; magic device; touch trigger; automatic reset; spell effect (*chain lightning*, 11th-level wizard, 11d6 electricity to target nearest center of trigger area plus 5d6 electricity to each of up to eleven secondary targets, Reflex save (DC 19) half damage); Search (DC 31); Disable Device (DC 31).

The crystal box contains several items including:

- A *potion testing stick* (red equals poison, blue equals magic, white equals neither)
- A miniature sword (the size of a toothpick) which enlarges to a +2 *keen longsword* when the word "Azathar" is spoken and shrinks again when the word "Torizuth" is spoken.
- Three potions: *elixir of life* (one dose, as *raise dead*), a *potion of heroism* and a *potion of protection from elements*.
- Two scrolls: a *scroll of 2 wizard spells: stone to flesh and power word, kill* and a *scroll of 6 wizard spells: slow, lightning bolt, statue, wish, clone and wall of force*.
- A *crystal ball*.
- A *wand of summon monster V* with 42 charges (caster level 9, command word: "Gurth-a'rajur")

Last but not least there is a beautiful 10,000 gp peridot gem which serves as Zelkor's magic jar. If the magic jar is destroyed, any soul within is lost forever—irrevocably.

Underneath the crypt are *Zelkor's Spellbooks* (1 each of levels 1-5) and perhaps two even more important works:

a *manual of iron golem creation* trapped with a *delayed blast fireball* (14d6+14), and his *Journal*. Of course, the *fireball* more than likely destroys the books—books failing a save (DC 18) are destroyed.

His spell books contain all of his memorized spells plus: *summon monster I-VI*, *teleport*, *charm monster*, *arcane eye*, *stoneskin*, *tongues*, *fireball*, *fly*, *phantom steed*, *sepia snake sigil*, *fog cloud*, *deeper darkness*, *glitterdust*, *spectral hand*, *bull’s strength*, *knock*, *alarm*, *dancing lights*, *detect undead*, *friends*, *gaze reflection*, *mount*, *spook*, *obscuring mist*, *unseen servant*, *arcane mark* and *read magic*.

Zelkor’s Journal contains many informative tidbits about Rappan Athuk (roll 10 times on the rumor list). In addition, it tells of the **phase minotaurs** on level 7A and the *confusion* gas in the maze which he notes is unavoidable; it discusses his plans to capture a **rust monster** and charm him to use against his enemies on a cavernous level nearby; and finally it tells that he is looking for Akbeth so that he can ask her where she hid her ring.

3A-9. Juju Means Bad Luck, Mon (EL 9)

As the PCs break through the surface of the water and they see six tattooed men gathered around in a circle. They seem to be upset about something. Their eyes, mouths and even ears have been sewn shut. All anyone can hear now is the mumbled sound of their speech. They seem to be saying one word over and over, “brains, brains”.

The creatures are **6 juju zombies**. These tortured creatures were warriors of light who refused to join the

army of evil. Their mouths and eyes were sewn closed by evil priests while they were alive and then sacrificed to Orcus. Against their will, they are now evil undead creatures. They attack without hesitation, their tortured consciences suffering with every evil act their bodies commit. They pursue creatures throughout the dungeon, and can climb walls with amazing ability, often dropping from above.

Medium Juju Zombies (6): CR 4; hp 26, see the **Appendix**.

Exits from this room: The pool of water leads back to room 3A-5; The door on the west wall is ajar and leads to stairs down to Level 4A is ajar; the door on the east wall leading to room 3A-10 is locked (DC 25).

3A-10. Gatehouse

Four doors stand suspended in this room 2 feet off the floor, apparently unsupported. All of these doors are magical portals. The northeast portal leads to a small grove 5 miles from Fairhill (see the **Necromancer Games** product *The Crucible of Freya*) and is one-way. The northwest portal leads to an oasis between the two statues of the Numenorean gods, approximately 400 miles to the south in the southern desert—this gate is two-way (and can be used as a means of transport to a future **Necromancer Games** product—*The Sword of Air*). The southeast door is a one-way gate to the **Upper Temple of Orcus** on Level 4, Area 4-1. This portal is a good means of launching a surprise attack on the evil temple on that level. The southwest door leads to level 6A—**The Lair of the Spider Queen**, Area 6A-4.



LEVEL 3B:

DOWN THE WELL

This level is both difficult to find and extremely deadly. It is a vault holding a weapon of great power, placed here in a time before the coming of the followers of Orcus, and has been disturbed only a few times in recent history. Finding the vault accidentally through its hidden entrance on Level 3A is unlikely; opening it is even more difficult. And those who do survive its perils may unwittingly unleash a great threat to the world at large in their overeager delvings. Such are the perils of adventuring. The map of this level is shown in **Map RA-3B**.

Dungeon Level Background

This lost vault was created millennia ago. At that time two great powers were at war. One group lived by the sword and axe, overwhelming their foes with countless numbers, and believing in rule through strength and merit. Their symbol was the bloody sword. The other group was much smaller, and believed in a unified principle of body, mind and soul at harmony with one another. They had great magic at their command, including sorcerous access to druidic magics in a manner long lost since that time. Their symbol, a triangle within a circle, symbolized their core belief in a three-fold harmony.

In their war, both sides marshaled weapons of great destructive force; many of these have been lost, but some still remain, whispered in legend or preserved as artifacts and relics of unknown or mistaken provenance. One of these, long lost to scholars and bards alike, is a terrible creation of the followers of the three-fold path. Using their abilities to command nature, magic, and the body, they bred a fearsome living juggernaut of destruction, one which would make the tarrasque of later years seem tame by comparison. This creature they housed in a vault hidden in the extensive network of caves that would eventually become Rappan Athuk. They placed guardians over the beast, and also housed several other lesser, but still terrible weapons to be used in their war as final options if things went against them.

Their primary creation, known only as the Ravager, they placed in hibernation in a stasis field, to be preserved against the day when it would be needed. And there it has remained, guarded by a gauntlet of traps and undead servitors, from that day to this, sleeping restlessly through the ages.

The arrival of the followers of Orcus did not initially disturb the vault. It was concealed well enough that they did not even realize it was there. However, as Orcus' power waxed strong within the dungeon, his dark thoughts brushed against the defenses of the vault, and ultimately invaded them in the form of a hairline crack of jet black stone that has served to weaken the wards in place around the Ravager. His touch has tainted those wards, disturbing the Ravager's rest, and tainting its nature. It also upset the stasis field, so that although the Ravager continued to sleep, it grew pregnant, giving birth to spawn slowly over the years even as it slumbered.

At the behest of their demon-god, the priests of Orcus mounted an expedition to penetrate the vault and loot it. None of them returned, but their master discovered enough to disturb even him—a weapon of such great potency that it could ravage the face of the planet, but also one that he could not control, and which might be turned against him.

The raid by the Orcus priests did have one unforeseen consequence. One of the spawn of the Ravager was awakened in the battle outside their crypt, and won free of the wards. Clawing through the surviving intruders, it fled through the dungeon, warding or fighting through traps placed to slow its parent, and ultimately won free into Rappan Athuk. There it clawed its way up out of the well, and began a spree of wanton destruction that lasted several years until it was put down by an adventurer named **Mailliw Catspar** and his band.

After defeating it, the doughty warrior tracked it back to Rappan Athuk, and noting the claw marks in the shaft of the well (which are still present to this day) left by the beast he defeated, he and his comrades descended into the dungeon, entered the vault—and were never seen again.

Since then, the Ravager has slept restlessly within its wards; its dreams have been disturbed by dark and bloody visions of destruction fueled by the taint of Orcus, and it is only a matter of time before it awakens, to emerge and unleash a swath of destruction so vast that the world will be forever changed, or lost.

The ancient people who first bred the Ravager were aware of the danger it presented should it escape, and

emplaced a number of safeguards to prevent this. First, they entrusted a custodian named **Amurru** to watch over the vault and the wards, and they granted him the assistance of many powerful spellcasters to aid him. They also emplaced weapons that might be used against the Ravager, should it awaken uncontrolled, and built means within the vault to slow the Ravager's progress should it be freed, and allow anyone within the complex time to escape and prepare to defeat it.

In the years that passed, Amurru and his comrades died, yet lived on in undeath, sworn to their charge for so long as it remained in their care. Eventually they lost contact with their people on the surface. Fearing that all memory of the vault would be lost, Amurru entrusted one of their number, the sorcerer **Obares Sin**, to leave the dungeon but remain forever nearby, to provide information on the vault to those who seek it. Injunctions were placed upon him and he was set loose; he dwells today as the Oracle, on Rappan Athuk (Level 3), having rested there so long he has forgotten his own name.

Finding the Vault

There are a number of ways adventurers might discover and enter Level 3B. First, they may find it simply through thorough exploration, and find a means to penetrate it. Second, they may find one of the keys to the vault door (see below), and through magical inquiry locate the door to which they go. Third, they may be sent in quest of the vault specifically, after a vision or prophecy reveals that a terrible menace will soon arise from the earth if it is not stopped. Finally, the wards around the Ravager may have weakened so much that another of its offspring awakens and wins free; in this case they may follow in the footsteps of the adventurer Mailliw and track it back to this level, seeking its origins.

Entering the Vault

The vault entrance is located in Area 3A-1, buried beneath ten feet of silt at the bottom of a pool of water, directly beneath the well entrance on the surface. The door itself can only be opened when three keys are inserted and turned simultaneously. These three keys resemble daggers made of some unknown mithral alloy, and are capped with a colored gem in their pommels: a star sapphire, a star ruby, and an oriental topaz (also known as a yellow star sapphire). In addition to their function as keys and wards within the vault, each dagger is a +3 *magical weapon* with an additional property: wounding (red gem), spell storing (blue gem), and ghost touch (yellow gem). Finally, so long as the Ravager remains imprisoned and the vault sealed, the daggers are effectively indestructible.

Further information on the vault door is contained in the entry for Area 3A-1. Information on what occurs when the door is opened is detailed in Area 3B-1.

Level 3B

Difficulty Level: 18+

Detections: The crystal-laced stone radiates intense magic of all schools. Otherwise, there are no uniform magic auras blanketing the complex.

Shielding: Protected by 9th-level magic vs. scrying and teleportation into and out of complex; this protection is imbued within the stonework lining the complex walls. Teleportation and scrying within the complex works normally, so long as one does not attempt to penetrate through the warded stone.

Construction: Walls, floor, ceiling built of dark gray limestone lined with veins of red, blue, and yellow crystalline deposits that give it a glittery rainbow look; this stonework is sometimes hidden beneath a surface façade, but is always there. The stone has Hardness 10 and requires 60 points of damage to breach a 5 foot section. Should it be breached, those within can leave the shielded areas and teleport out normally. The stone repairs itself at the rate of 1 hp per 5 foot section per round, so a 5 foot diameter hole takes 6 minutes to fully repair.

The magic of the stone gradually leaches air from the surrounding area, eventually turning the entire complex into a vacuum. This is an intentional part of its design. When the vault door is opened and air floods in, it triggers the first trap (see Area 3B-1 below), and activates many of the other traps deeper within the complex.

Should the vault door be sealed, the air within the vault once again thins until it has become an airless void again, a process that takes approximately a week.

Doors: The complex holds two major types of door: vault doors, and secret doors built of the magic stone described above. The vault doors are composed of a magically hardened alloy similar to mithral, giving them Hardness 30, 250 hp, Break (DC 50), immunity to all spell-like and supernatural effects, 100% energy resistance, and immunity to rust. Further, while the regenerating stonework of the complex remains viable, the vault doors repair damage at the rate of 1 hit point per minute.

The stone secret doors have Hardness 10; 60 hp. Search (DC 25) to locate one, unless otherwise noted, and they are arcane locked at 18th caster level. Break (DC 20). The anti-scrying properties of the rock prevents them from being detected magically by *detect secret door* spells and effects.

3B-1. Vacuum Slide (EL 10)

If the valvelike hatch in Area 3A-1 is unsealed, it opens violently downwards on recessed hinges, and the vacuum beyond sucks all in that room through to 3B-2. Characters may make a Strength check (DC 25) to avoid being hauled through, and anyone wise enough to secure anchor themselves beforehand can avoid this fate.

Once the vault door has been opened, the three dagger keys used to unlock it can be easily retrieved from their slots. The vault hatch can then be closed from beneath with a successful Strength check (DC 30), and a wheel on its underside allows it to be reopened with no difficulty.

The hatch opens into a large, rocky cavern, with a slightly concave stone ramp dropping rapidly northeast, running through the center of the room. The chamber is airless, so when the hatch is opened, air is pulled in from Level 3A and down through the well shaft into the chamber, filling it in a round. It also sucks anyone near the opening onto the slide.

Those on the ramp are allowed a Dex check (DC 20) to flip off to one side or the other before reaching the bottom, where a pit gapes open. Those rolling off the side suffer 6d6 of falling damage as they land on the jagged rubble on the ground. Those failing the check or not attempting to roll off the ramp fall into the pit at 3B-3 and take 3d6 points of damage from the fall. The pit lid then closes and locks in place (see below).

Walking on the rubble lining the sides of the cavern slows movement to 1/4 and requires a Balance check (DC 15) to avoid twisting or breaking an ankle, which causes 2d6 points of damage and slows walking speed by half until the damage is healed.

Vault Door Suction Trap: CR 10; mechanical; touch (when vault door is opened); manual timed reset (door closed 1 week); sucks all in room into area beyond (Strength check [DC 25] avoids if something can be used as an anchor); Search DC (N/A); Disable Device (DC N/A). This trap cannot be found or disabled, for it depends upon the airlessness of the area beyond for its effect, which cannot be accessed without opening the vault door and setting off the trap.

3B-2. Vacuum Pit (EL 9)

The vacuum held this pit open, through a mechanism buried within the stonework. Once air floods into the complex, the suction releases its hold, and a 2-ton slab of stone swings down to cover the pit—and reveal the doorway it had been blocking. Once it touches down, it locks into place, and the pit lid does not release until the chamber is once again drained of air, a process that takes one week, assuming the vault door is shut and sealed. The pit drops 30 feet into 3B-5. Those falling into the pit suffer 3d6 damage.

The pit lid is trapped with a magical glyph on its underside that activates only if the stone is damaged in any way. The glyph is a permanent part of the stone lid, and regenerates just as the lid does.

Harm Trap: CR 9; magic device; special trigger (if pit lid is damaged in any way); automatic reset; spell effect (*harm*, 15th-level cleric, 150 points negative energy damage, Will save (DC 22) half damage, but never reduced to less than 1 hp); multiple targets (all in 20 foot radius spread); Search (DC 10) (from underside of lid only); Disable Device (DC 35) (from underside of lid only).

3B-3. The Lower Chamber of Pillars (EL 17)

This lower chamber lies 30 feet directly beneath the Upper Chamber, Area 3B04. Those who fall through the pit at the end of the slide are deposited at one end of it. The chamber height is only 4 feet, and it is filled with staggered rows of stone pillars 2 feet square, with 3 foot gaps between them.

The chamber is guarded by **9 dread wraiths**, that attack anyone entering the chamber, through the pit or otherwise.

Dread Wraiths (9): CR 11; hp 104; see the *MM*.

Tactics: The dread wraiths use the pillars and low ceiling to their advantage to gain a +4 cover AC bonus against attacks. Because of the cramped quarters, large-sized weapons cannot be wielded at all. Corporeal creatures taller than 4 feet suffer a -4 circumstance penalty to attack rolls due to the need to crouch, and move at half speed. Creatures more than 8 feet tall must crawl, move at quarter speed, lose their Dex bonus to AC, and suffer a -6 circumstance penalty to attack rolls. Anything larger cannot fit into the chamber.

In the east wall, a **secret door** opens onto a set of spiral stairs leading up to Area 3B-4.

3B-4. The Upper Chamber of Pillars (EL 10)

The room beyond the door is filled with circular steel pillars 1 foot in diameter (Hardness 10; hp 120 each), set in staggered rows 5 feet apart. At the far end of the room is another vault door, this one set with a circular wheel. If the wheel is cranked counterclockwise, all the metal pillars descend 1 foot for every revolution of the wheel. Cranking the wheel requires one Strength check versus DC 20 per revolution. For the door to open, the wheel must be turned 12 times, which causes the pillars to fully lower into the floor and lock into place. After 4 turnings, the tops of the pillars are revealed, where they taper to sharp points like upward-pointing spears. If the wheel is released before 12 revolutions, the wheel whips back to its original position, slamming the pillars into the ceiling. Once the pillars have locked in place, bolts within the mithral hatch release, and the door swings open.

Opening the vault door in effect transforms this chamber into a trap designed to snare gargantuan-sized creatures. It activates if more than 8 tons of weight are applied to the floor, which causes the vault door to slam shut and the sharpened pillars to stab upward.

Creatures in the chamber when this happens are effectively attacked by one pillar per 5 foot square of space they occupy (1 for medium-sized creatures, 4 for large-sized, 9 for huge-sized, etc.). Further, those struck must make a Reflex save (DC 20, +5 per additional pillar that hits), or be pinned to the ceiling. Breaking free requires a grapple check against the pillars' base grapple score of +20, +2 per additional pillar pinning the target.

Steel Pillar Trap: CR 10; mechanical; location trigger; manual reset; Atk +20 melee (10d10 plus pinning crit x3); pin (grapple +30, +2 per additional pillar that hits); Search (DC 10); Disable Device (DC 40).

In the east wall, a one-way secret door opens into the room from the secret staircase up from Area 3B-4. Finding the secret door on this side is very difficult (Search [DC 30]), and it cannot be opened without magic or brute strength from this side. .

Development: Should the Ravager be caught in here, the spears impale it, pinning it to the ceiling, which requires it to rip the steel pillars apart to break free. This process takes two rounds per pillar. It then rests until it has at least 3/4 of hits hit points back, and continues its bid for the surface. The ravager's offspring each weigh approximately 2 tons, so it takes four of them in the chamber to set off the trap.

3B-5. Hall of False Offerings (EL 10)

This area is used to store offerings, supposedly burial goods for those interred in the Crypt of Floating Skulls beyond. This is intended as camouflage, to disguise the level as a simple burial chamber for some important official or ruler of ancient times. The offerings are real, though some have been damaged. Other items were looted, but after the previous intruders met their doom deeper in the vault, Amurru restored them to their rightful place in this chamber.

Access to 3B-6 is blocked by another vault door, set with a wheel. The door can be opened by simply turning the wheel one full rotation clockwise. Like the hatch at 3B-1, the area beyond this door is a vacuum, so once the door is opened, it slams into the room beyond, sucking those in this hall into the room beyond if they fail a Strength check to grab something solid and hold on. Characters with any wisdom will rope themselves together and tie themselves down before opening it.

Vault Door Suction Trap: CR 10; mechanical; touch (when vault door is opened); manual timed reset (door closed 1 week); sucks all in hall into the violet energy field in the area beyond, (Strength check [DC 20] avoids if something can be used as an anchor, those sucked through take 10d10+50 damage); Search (DC N/A); Disable Device (DC N/A). This trap cannot be found or disabled, for it depends upon the airlessness of the area beyond for its effect.

3B-6. Crypt of the Floating Skulls (EL 18)

Beyond the vault door, a wall of crackling violet energy separates the entry from deeper into the room. This is a **brilliant energy field** that acts similar to the weapon property—all nonliving material passes through it unharmed, but living tissue is cut into one inch square cubes by it. Anyone attempting to move through it suffers 10d10+50 points of damage, typically emerging on the far side as fleshy cubes still contained within intact garments and armor. A hidden lever inside a secret panel (Search DC 35 locates it) deactivates the field. Otherwise, inflicting at least 120 points of damage to the surrounding stonework disrupts the field. Remember that the stonework self-repairs; once it has repaired to less than 120 hit points, the energy field reactivates.

Beyond the field, the chamber opens into a crypt, with three stone plinths upon which rest bodies. PCs may notice on a Spot check (DC 15) that the skulls of the ones to left and right are missing. The body at the end looks fully preserved, wearing full plate armor with a greatsword across its chest.

PCs may also wonder why the dust/bones were not disturbed when the vault door was opened and air rushed in. This is due to the fact that each set of remains is protected by a wall of force.

If any of the walls of force or the plinths is touched, two panels slide open in the side walls, and a pair of floating skulls emerge, with gems in eyesockets and as teeth. Though these resemble demiliches, they are in fact powerful phantasms, designed to scare away would-be looters.

Anyone interacting with them, or spending one round studying them, requires a successful Will save (DC 30, disbelief) to recognize them for what they are; this is considered a 9th level spell effect created by a 20th-level sorcerer.

Assuming they are not disbelieved, the demilich apparitions unleash their death wails, then start using imprisonment on intruders; see Area 3B-20C below for more details on their tactics. Any PC that succumbs to their attacks falls to the ground in a catatonic state, which lasts until the effect has been dispelled from them. Should the entire party fall victim to these illusions, Amurru in Area 3B-13 arrives within 24 hours to slay slumbering intruders, collect the bodies, and return with them and their gear to Area 3B-18.

Once the illusions have been dealt with, PCs may explore the area more thoroughly. None of the remains is magical or remarkable in any way—the armor and greatsword are masterwork, but not enchanted. However, beneath that body (preserved with a permanent *gentle repose* spell) is a **secret trapdoor** which leads down beneath the vault and into the area beyond. Note that with the wall of force up, line of effect prevents spells such as *detect secret doors* from indicating its presence.

The body is that of an ancient warrior of the three-fold path. His spirit has long departed, and the body warded against *speak with dead* effects.

Secret Door: The secret door is difficult to find (Search DC 35). Once found, it is locked (Open Lock DC 30).

3B-7. The Memorial Gallery

Walls are scribed with thousands of names in ancient, dead language related to Druidic; these are people who lost their lives in the long ago war, recorded here as a memorial. This area also serves as a repository for a number of devices from that long ago war.

In each 10-foot alcove is a pedestal of white marble, smooth and featureless. Atop each is a different item. In all cases, the items are surrounded by permanent *prismatic spheres*. The contents of each alcove are as follows:

A. Sword/weapon with a blade of obvious quality, shining silver and sleek, and a handle of polished duskwood. The weapon identifies as a +6 *weapon*, preferably of a type wielded by one of the party's main fighters (adjust as needed to suit power level of your campaign—it should be a nice plum, but not wildly overpowered). In actuality, it is a *cursed +1 weapon* that drains 1 Constitution every round it is wielded in battle. The wielder does not realize the blade is responsible for the loss, though others might notice the weakening as the Con loss mounts. This cursed blade has been deliberately placed here as a trap for looters.

B. A rod of reddish metal, etched with arcane runes related to fire and evocation. This is a *rod of meteor swarm* (13 charges, CL 18).

C. A golden necklace on a marble bust. The necklace is set with mithral plaques bearing sigils of power and puissance. This jewelry is the *necklace of ultimate command*. It provides its wearer a +10 enhancement bonus to Charisma and a +4 resistance bonus to all saves against enchantments and fear or charm effects. However, the necklace has a drawback: when worn, it induces a sense of megalomania in the wearer (requiring a Will save when first donned, and for every hour it is worn against a DC of 20 +1 cumulative for each full hour it has been worn). Victims of this effect believe that all others must bow to their will, and that none can stand against them. Because of this effect, the *necklace of ultimate command* was only employed in the direst of circumstances to rally despairing troops before important battles. The megalomania effect suffered by the wearer can only be removed by a *wish* or *miracle* spell, and then only if the necklace is first removed and never worn again.

D. The item on this pedestal resembles a square glass bottle 1 foot tall, filled with murky darkness. If the stopper is removed, a dread wraith emerges. The opener may attempt to make a rebuke/control undead attempt as a free action to gain control of it, provided he has this class ability. If control is not gained, the dread wraith begins to attack any living creature nearby. The bottle continues to produce one dread wraith every 1d3 rounds, and can produce a maximum of 20 total. However, any dread wraiths that are destroyed re-manifest in

the bottle 1 round later. The bottle has Hardness 10 and 30 hit points. If destroyed, any dread wraiths contained within are freed at once.

E. A strange contraption rests here, resembling a sphere encircled by several bands that can rotate on an axis around it. When activated (Search [DC 30] to find the controls), the bands start to spin, and the device causes insanity (as the *confusion* spell) in all animals and vermin in a 100-foot radius spread. Every round the device remains active, the radius increases by 10 feet, until it covers a 1/2 mile radius. This device was created to inflict panic in enemy cavalry, or to turn nature against their foes. It was seldom employed because, to be most effective, it would have to be placed in the midst of enemy troops, and they did not want to run the risk of their enemies getting a hold of it and turning it against them.

F. Within the prismatic sphere on this pillar is no object, but simply a glowing field of energy. The field radiates alteration at an intense level if checked for. It is part of an ancient enchantment used in the creation of artifacts—an art lost millennia ago. If an item is placed on the pedestal and left for 24 hours, the field is absorbed into the object, and it gains lesser artifact status. Weapons so imbued become epic for the purposes of damage reduction and other special effects. How the new artifact is subsequently used influences its development as it grows into a full artifact. If it is used in a manner noble and just, it becomes an artifact of good; if the person using it is evil or betrays another, it will become a corrupting artifact. The exact nature of this enchantment, as an artifact-level effect, should not be immediately apparent to divinations.

G. A small cauldron one foot in diameter rests here, holding what appears to be quicksilver. This oily substance is actually *oil of stoneskin* (as the spell cast by a 16th-level sorcerer). Applying a dose of this oil on a person takes one minute. The cauldron holds ten doses, and replenishes the substance at the rate of one dose per hour. Oil removed from the cauldron must be used within 10 minutes, or it disenchant. The ancients used this oil to protect their elite champions.

H. Atop this pillar, a delicate ceramic bowl rests upon a soft cushion. Within the bowl are a dozen acorns. These nuts belong to a species of tree long extinct, a relative of the yew, with wood especially prized in the manufacture of bows and other wooden weapons and devices. The wood can also be easily manufactured into duskwood-equivalent items. Any items made from this wood have their material costs halved. Druids, wood elves, and botanists would find these nuts extremely valuable, for they would allow the restoration of a species of tree long ago harvested to extinction.

I. A vase rests atop this pedestal, holding a bouquet of fresh flowers. The blossoms are kept magically preserved, but otherwise there is nothing remarkable about them; this arrangement was placed long ago simply to provide a memory of the joys of nature to Amurru and others guarding the vault.

3B-8. The Forgotten Cavern (EL 3)

This chamber was walled off when the complex was first built, deliberately kept isolated from the existing complex. It serves as a prison for Amurru to teleport intruders to, should they reach him in Area 3B-13.

At the center of the chamber, a small pool boils and froths, producing a constant supply of air through electrolysis, which keeps the chamber from being sucked clean of air by the vacuum. Despite its boiling appearance, the water is not heated, though it does tingle to the touch.

The chamber also holds a pair of bodies: one the corpse of the adventurer Mailliw Catspar, and the other the remains of a priest of Orcus. The latter corpse has reanimated as a ghost.

Ghost: CR 3; hp 29; see the **MM**.

Tactics: Claw and gnaw until destroyed, a task that probably won't take the PCs very long.

Treasure: The body of the priest of Orcus wears masterwork chainmail, bears a heavy steel shield and a +2 *unholy morningstar*, and also bears rotted robes, a holy symbol of Orcus, four empty vials, a broken lantern, and a largely empty backpack. The body of Mailliw carries a +5 *longspear*, a +4 *keen longsword*, a +3 *breast plate of improved fire resistance* fashioned from the scales of a red dragon, a +2 *buckler of arrow deflection*, a *potion of invisibility*, a *potion of heroism*, and standard—if ancient—adventuring gear. Neither body carries any rations.

Development: Because the level, when sealed, provides no exit for disembodied spirits, the soul of Mailliw lingers still in this chamber, bound in eternal slumber. Within 1d4 minutes of the chamber being entered, however, Mailliw manifests as a ghost, asking to have his remains returned to the surface and buried in state. He gladly informs them of what little he knows—he made it only as far as Area 3B-13 before being teleported here, but he could tell them about why he sought and found the complex in the first place. He cares little of his body's possessions after all this time, and gladly surrenders them to the party without fuss if they desire them.

Good-aligned PCs should be awarded 1,000 xp each if they take his body and bury it as requested.

3B-9. The Elevator (EL 10)

This 20 foot high cylindrical chamber accessed by 10 foot wide, 10 foot tall arch. The room is covered on the walls and ceiling with wood paneling. Hanging from the ceiling by a thread is a golden key, dangling about 4 feet off the ground.

There are no secret compartments in the chamber walls, though rapping on the ceiling elicits a hollow sound, and close examination of the thread where it meets the ceiling reveals that it passes through a crack in the wood, and is not simply tied off. The thread leads up to a counterbalanced mechanism that was activated

when the complex was first entered. Should the thread gain or lose even an ounce of weight (if the key were to be grabbed or the thread cut, for example), a two-ton metal grille festooned with downward-pointing spikes slams down on anyone in the chamber.

Falling Grille Trap: CR 10; mechanical; touch trigger (jarring key or thread); repair reset; Reflex save (DC 30) avoids (10d10+100 damage, two ton spiked grill); multiple targets (all in chamber); Search (DC 25); Disable Device (DC 28).

The weight of the grille hitting the floor activates the elevator: the entire chamber starts to descend at a rate of 2 feet per round, revolving slowly counterclockwise as it descends. Thus, the opening will have sunk below the level of the floor outside the chamber in 5 rounds.

The chamber descends 120 feet until it reaches the access point to 3B-10, where it halts at a passage leading 40 feet to that area.

Above the elevator chamber there is a 10 foot space where the grille was anchored, and above that solid stone. Anyone wishing to get down after the shaft has descended, or to get back up, will need to bore through 95 feet of solid rock to do so.

Development: Once the Ravager has been freed (see Area 3B-21), an extradimensional portal appears at the entrance to 3B-10, which transports any medium-sized or smaller creature who steps through it back to the Memorial Gallery (3B-7). This is a one-way transportation. Once the Ravager reaches it, its natural antimagic properties disrupt the portal, dispelling it permanently.

3B-10. Six Stone Trees (EL 20)

The passage opens into a chamber that looks like a forest, with a ceiling 40 feet high. The walls and ceiling have been carved in bas reliefs, depicting a forest scene.

Six of the trees are actually an ancient, stony creature native to an obscure part of the plane of elemental earth. They cannot be dismissed or dispelled while they guard this room. The stone treants have an effective Hide score of +14 in this chamber.

Should one of these guardians be destroyed, a new one appears to replace it 24 hours later, so long as the Ravager's containment field holds.

Stone Treants (6): CR 14; hp 320 each; see the **Appendix**.

Tactics: The stone treants remain immobile until intruders have reached the center of the chamber; then they close in from all sides, trampling where possible, and then seek to hem them in and pulverize them with flailing limbs.

3B-11. The Wringer (EL 10)

This area is activated when the vault is first opened. Four spinning columns, rotating in the direction marked on the map, fill the intersection with a whirling array of hooked blades. Anyone passing through the four points

marked X on the map are subject to attack by the wringer's blades. The pillars and blades are made of the iridescent stone of the complex, and self-repair if damaged, even regenerating from the floor and ceiling if completely removed or disintegrated.

Wringer Trap: CR 10; mechanical; proximity trigger; automatic reset; Atk 1d6 blades +18 melee (1d8+10 and Reflex save [DC 20], +2 per blade that hits, or swept between pillars); grapple/pin (large or smaller creatures swept between pillars are grappled vs. Grapple score of +22, and each round they remain there they are automatically struck by 2d6 blades; huge or larger creatures instead jam the mechanism, pinning them until they make a successful grapple check, but otherwise causing no further damage); Search (DC N/A); Disable Device (DC 35, while moving).

Development: Once the Ravager is freed, it pauses in this area to destroy each spinning pillar, one by one—a process that takes it 8 rounds. Any offspring freed beforehand may be trapped by these pillars for a longer amount of time.

3B-12. The Angel of Death (EL 20)

A great statue of an angelic being stands here at the head of a 30-40 foot diameter cavern, wings outspread, wearing armor, and with sword raised on high. Strangely, the statue faces down the cavern away from the PCs as they enter. The walls of the cavern have been smoothed, and carved with images of oversized human warriors marching in the same direction. At the far end of the cavern rests another vault door, opened by turning the wheel at its center 10 times counterclockwise.

The great statue is a masterfully crafted **greater stone golem**, though it only activates if the Ravager itself comes into view—even standing still for direct attacks from lesser creatures. However, hidden amid the carved images in the walls are **20 hasted stone golems**, and which move to intercept anyone moving into the cavern.

All golems are made of the same iridescent stone that coats the walls of this cavern, and even if completely destroyed they regenerate from the walls at the rate listed below, so long as the stone remains magical.

Greater Stone Golem: CR 18; hp 400; as per the *MM*, save that it also self-repairs or regrows from the floor at a rate of 1 hit point per round, so long as the Ravager is confined.

Hasted Stone Golems (20): CR 11; hp 120 each; as the *MM*, save that they self-repair or regrow from the walls at a rate of 1 hp per minute, so long as the Ravager is confined, and they benefit from a continual *haste* effect, as the spell.



Tactics: The stone golems move to intercept intruders, attacking from all sides until destroyed. If any intruders are present by the time one fully reforms, it moves forth once again to attack. The greater stone golem only attacks the Ravager, ignoring all other targets.

Development: Should the Ravager engage the huge-sized golem, it manages to destroy it in 1d6+6 rounds. The Ravager then rests a number of rounds equal to the battle, and presses on.

3B-13. Crypt of the Servitors (EL 23)

The vault door opens into another crypt chamber, its walls lined with niches containing mummified corpses of muscular humans. Each wears an ancient breastplate, and wields a 2-handed curved sword.

Atop a dais at the far end of the room stands another figure, his body desiccated but intact, eyes gleaming with a fierce light even after all these centuries. This is Amurru, the guardian of the vault, keeper of the Ravager.

If intruders approach with hostility, Amurru does not waste time in conversation. If they try to speak, he bids them return this one time, saying that what lies beyond is something they should not meddle with. He does not answer any questions as to what it might be.

The only things that prevent Amurru and his minions from attacking are if the PCs retreat, or reveal they are here because they believe that the thing he guards shall soon be freed. The ancient guardian is aware of this fact, and it has been troubling him for centuries. With a supreme effort at Diplomacy (vs. DC 35), they might persuade Amurru to let ONE character pass, to inspect the vault beyond in his presence, while the others remain under guard by his minions.

Unfortunately, the damage done by Orcus's influence is irreparable, even should he fall. It is only a matter of time before the barriers fail and the Ravager awakens, and even before then more of his offspring might work their way free.

Amurru has no direct control over the guardians of the Chambers of the Three Aspects, though he can tell them that the artifacts contained therein may help them defeat the Ravager. He also informs them of the utility of the dagger keys used to access this level.

Should Amurru and his cohorts be slain, they reform within 24 hours, so long as the barrier surrounding the Ravager is in place. The defenders in this chamber are also resistant to turning: turn/rebuke attempts last for only one round, and they cannot be destroyed or controlled.

Amurru: CR 23; hp 160; see the **Appendix**.

Mummy Guardians, Ftr10 (10): CR 15; hp 130; see the **Appendix**.

Tactics: Amurru starts by using his teleport other ability on PCs while the mummies move to intercept. He then *hastes* the mummies, and while they engage any intruders he hammers them with the highest-level spells in his arsenal. He uses his *time stop* spell if seriously wounded to gather strength and summon allies, using his *wish* as a last-ditch means of defense.

3B-14. Cavern of the Pool

This cave resembles 3B-8, above. It is completely isolated, and holds only a pool of frothing water. Unlike that chamber, there are no bodies here, and chemicals in the water have poisoned the air. Every minute a character breathes the air in, they must make a Fortitude save (DC 25) or suffer 1 point of Constitution damage.

3B-15. The Low Cave

This cave has a ceiling height of only 3 feet, and is filled with a foul, rancid stench emanating from a lone

passage leading away. The air is cold enough to cause plumes of steam when people exhale.

Everyone within the room must make a Fortitude save or be sickened for as long as they stay in areas 3B-15 and 16. Those who make the save still need to re-roll once every 10 minutes or succumb to this effect.

3B-16. The Pit (EL 18)

A narrow tunnel from 3B-15 worms its way through the stone, narrowing at points to little more than 2-1/2 feet in diameter. Eventually it opens onto a ledge running along the side of a 30 foot deep pit. The cold is very strong here, coating the pathway with a rime of ice.

The ledge is only 2 feet wide, and requires a DC 10 Balance check to traverse at 5 feet per round. Those wishing to move faster can move at quarter speed if they succeed at a DC 15 Balance check, or half their speed at DC 20. Anyone attempting to fight on the ledge, or hit and damaged, must also make a DC 15 balance check or fall into the pit for 3d6 points of damage.

Dwelling within the pit is a nightcrawler, which moves to attack anyone traversing the ledge once they are halfway across.

Those who make it past the pit find themselves in another meandering passage that eventually dead-ends; however, at the point where it ends the stone is smooth and worked, and a bit of digging allows one to tunnel through into the main passage beyond.

Nightcrawler (nightshade): CR 18, hp 212; see the MM.

Tactics: The nightcrawler waits until victims are halfway across the ledge, then moves up and starts biting and swallowing. It is large enough to reach them from the bottom of the pit where it dwells.

3B-17. Chamber of the Maze

The secret door at the back of Amurru's crypt opens into an innocuous-looking 30-foot square chamber, with openings at the center of each wall. However, the chamber is actually filled with a permanent *maze* effect, as if cast by an 18th level sorcerer. Anyone entering disappears, and is seen as brief flickers as they traverse the extradimensional labyrinth. Should they make their Intelligence check, roll 1d4 to determine which of the four exit points they arrive at. If they attempt to reach a specific exit point, the Intelligence DC to escape the maze increases to 24.

Characters who are roped together or join hands can stick together; in this case, only the person at the front of the line needs to make these checks.

An *antimagic field* allows one to easily bypass this effect.

3B-18. Workshop (EL 20)

This room is a combination storeroom, work room, and laboratory. Construction materials are present, to

repair damage to non-stonework items in the complex, along with replacement parts for damaged traps and the like. There is also a small library, holding ancient texts of long-lost lore. The texts may also hold ancient or epic spells, as it suits the DM. The laboratory is suitable for brewing potions, scribing scrolls, and crafting items, and has been specifically adapted to function in a vacuum. A number of scrolls and other items are also located amid the shelves (see Treasure below).

As a final defense, an enchantment has been laid upon this room, causing everything within to animate and attack should any living creatures enter it. Note that area of effect spells are liable to damage the content of much of the chamber's contents.

Amalgamation: CR 20; hp 250; see the Appendix.

Die Roll Result

1	<i>Wand of dispel magic</i> , CL 10, 23 charges.
2	<i>Wand of magic missiles</i> , CL 9, 15 charges.
3	<i>Scroll of greater dispel magic</i> x3, CL 15.
4	<i>Qual's feather token (whip)</i> .
5	<i>Pipes of pain</i> , Will save (DC 16) resists.
6	+1 <i>vorpal shortsword</i> (+23 melee [1d6+8, crit 19-20], severs head on natural 20 that confirms as a critical hit).
7	<i>Wand of fireball</i> , CL 10, 11 charges; Reflex save (DC 16) half.
8	<i>Huge-sized +3 shocking burst falchion</i> (+25 melee [2d8+10, crit 18-20], plus 1d6 electrical, plus 1d10 electrical on confirmed critical).
9	<i>Figurine of wondrous power (marble elephant); bag of tricks (tan)</i> . Used in that order.
10	<i>Scroll of prestidigitation</i> , CL 18; <i>scroll of dictum</i> , CL 18. Used in that order.
11	<i>Beads of force</i> (x3), DC 18 Reflex avoids entrapment.
12	+1 <i>life-drinker greataxe</i> (+23 melee [1d12+8, crit x3], bestows 2 negative levels on target when it deals damage; Fort save (DC 18) needed to avoid losing character levels 24 hours later).
13	<i>Scroll of summon monster VI</i> (x3), CL 13.
14	Slammed by mundane objects (+22 melee [2d8+7]).
15	<i>Scroll of summon monster VII</i> (x2), CL 15.
16	<i>Rod of wonder</i> , CL 10, 43 charges.
17	<i>Rod of cancellation</i> , Will (DC 25) negates.
18	<i>Scroll of mass hold monster</i> , CL 18, Will save (DC 26) negates, <i>scroll of horrid wilting</i> , CL 18, Fort save (DC 25) half, <i>scroll of summon monster IX</i> , CL 18. Used in that order.
19	+2 <i>seeking flaming repeating heavy crossbow</i> , with 20 +1 <i>keen wounding bolts</i> (+26 ranged [1d10+2 plus 1d6 fire plus 1 Con damage, crit 17-20]).
20	+3 <i>keen nine lives stealer scimitar</i> (+25 melee [1d6+10, crit 15-20], on critical, foe must make Fort save [DC 22] or die; 3 charges remaining).

Tactics: In the first round, the acid, tanglefoot bags, and thunderstones all fly at the interlopers. Meanwhile, the room's remaining components come together to form the amalgamation. Thereafter, the construct attacks until destroyed.

Treasure: The library books weigh a total of 100 pounds, and could fetch up to 100,000 gp to interested collectors. The lab setup is worth 10,000 gp. In addition, the racks and shelves hold 25,000 gp in rare components for spells and magic item creation, all in hermetically-sealed jars. There are also 10 flasks of acid, 4 tanglefoot bags, 8 thunderstones, 14 flasks of alchemist's fire, and 8 vials of holy water. Finally, a large collection scrolls and items are present, all usable by the amalgamation.

Note that all of the above save DCs have been adjusted by +2 for the amalgamation's Item Use ability.

Once the amalgamation is defeated, any unused items have a 70% chance of having been destroyed during the battle.

3B-19. The Uttermost Vault (EL 20)

This final area is the vault where the Ravager has long been kept in stasis. Due to the influence of Orcus in recent centuries, the Ravager has produced spawn, which share its imprisonment. Should the three energy beams that hold it in place be disrupted, the Ravager will be freed immediately, and should even one be disrupted, its awakening becomes inevitable. Thus, unless the PCs realize that some things are best not tampered with, it is likely that they shall unleash upon the world a terror the likes of which it has not seen in millennia.

The passage past the laboratory ends at a final vault door, easily opened by turning the wheel counterclockwise one complete revolution.

The door opens into a 100 foot diameter chamber, dominated at its center by a three-sided pyramid composed of prismatic light. At each of the outer points of the pyramid, a five-foot diameter beam of colored energy—one yellow, one red, and one blue—moves out from the pyramid and through a 5 foot wide passage in the outer wall.

On the floor, a mithral band encircles the pyramid, touching it at each of its three points. Tiny iridescent runes seem to float and swim within it, should it be examined closely.

Around the periphery of the room, a metal gantry encircles the chamber 20 feet up, accessed by iron ladders on either side of each beam. This gantry can be used to circumvent the energy beams if that is desired.

On a successful Spot check (DC 25) while in the northeastern portion of the room, a vein of jet black, material can be seen running along the floor, through the outer circle, and intersecting the base of the energy pyramid. This dark intrusion represents the influence of Orcus. There is a slight weakening of the energies in the pyramid where it intersects; if a study is made with *detect magic* or the like, it can be determined that there

is a small but perceptible weakening in the field here, though not enough of one for the PCs to exploit.

Investigation of the pyramid reveals it to be some form of wall of force, preventing anything from going in or coming out. Even spells such as wish are not sufficient to penetrate the barrier. Only by following each of the beams to its source, and deactivating it there, can the pyramid be dispelled.

Once a single beam has been disrupted, that color vanishes from the spectrum within the pyramid. After the second beam shuts off, the pyramid retains only the color of the third beam. With even a single beam shut off, the pyramid becomes permeable to certain effects, as indicated in the sidebar.

Entering any of the beams renders one susceptible to their malign effects. Those within the red beam take 6d8+5 points of damage per round (Fort DC 25 half). Anything inside the blue beam is subject to a *dispel magic* effect every round, and any spell or effect produced within the beam is treated as if someone had attempted to counterspell it with *dispel magic* at caster level 10. Those within the yellow beam must make a Will save (DC 25) each round or be *dazed*, as the spell. However, anyone holding one of the original keyed daggers used to enter this level is immune to the effects of the corresponding colored beam.

Development: Because of the weakening caused by Orcus's influence, the Ravager and his brood have slept lightly. Once the first beam is shut off, one of the offspring starts to awaken; after the second beam is shut off it is able to penetrate the barrier and escape. Before the party can shut off the third beam, they need to deal with this escapee.

Ravager Spawn: CR 20; hp 248; see the **Appendix**.

3B-20. Chambers of the Three Aspects

Each of the beams originates in a 35-foot diameter circular chamber, with a pedestal at its center. Resting upon each of the pedestals, encapsulated by a field of the corresponding energy, is an object that powers the effect. Each of the beam chambers is filled with the same effects as the beam that exits the chamber, and each chamber has a guardian, described below.

To retrieve the item atop the pedestal, each sphere must be shattered. They can only be harmed by using the dagger whose pommel gem color corresponds to that of the beam and sphere. The each sphere must take 60 points of damage from the appropriate dagger to shatter, and each regenerates hit points at the rate of 1 per round, until such time as it is shattered.

The astral and ethereal planes cannot be accessed from within the three chambers.

3B-20A. Chamber of the Body (EL 21)

This chamber is filled with lurid red light; no other colors are visible within the room. The chamber is guarded by Luke the pit fiend.

Pit Fiend: CR 20; hp 225; see the **MM**.

Shutting Down the Beams

As each beam is shut down, the pyramid walls lose that corresponding color. This makes the pyramid permeable, but also starts to rouse the Ravager and its spawn within. Beam shutdown effects are cumulative.

Beams Off	Effect
Red	Nonliving objects can pass through
Blue	Can transport through via teleportation or magic
Yellow	Can use scrying magics to see through (by placing a magic sensor inside)
Red + Blue	Spell effects can pass through
Red + Yellow	Creatures and objects may pass through, spells, magic items, etc. cannot
Blue + Yellow	Incorporeal creatures may pass through

Each beam contributes to the stasis field within, and so long as it remains active, anyone passing into the pyramid is subject to its effects. These are as follows:

Red	Aging stops
Blue	All magic effects suppressed
Yellow	Coma

There is no save against any of these effects.

If a single beam is shut off, the Ravager and its brood break the shackles of the stasis in one month. If two beams are shut off, they awaken in 1d6 days. If all three are shut off, the offspring awaken in 1d10 rounds, and the ravager in 1d10 minutes, though any attacks upon them awakens them immediately. See 3B-21 for further details on the Ravager and its children.

Tactics: The pit fiend cannot use its summoning ability while in this chamber, so it does not bother to try. It starts with a meteor swarm, then closes and engages in melee, attacking first whoever holds the red-hilted dagger. Should the red sphere be shattered, the pit fiend's service is ended, and it gratefully teleports away to its home plane.

Treasure: Once the sphere is shattered, the object can be retrieved: a +6 *epic brilliant energy weapon* composed of red light. Through a simple act of concentration, the wielder of the blade can cause it to resize or transform into any one-handed melee weapon desired.

3B-20B. Chamber of the Mind (EL 18)

This chamber is guarded by a variant beholder, whose beam powers are not disrupted by the blue glow that otherwise pervades this chamber.

Beholder Guardian (variant): CR 17; hp 260; see the **Appendix**.

Tactics: The beholder unleashes its eye rays at anyone intruding, using its most lethal effects against the wielder of the blue-hilted dagger. It uses its Mord's disjunction effect if confronted with a sizeable group of heavily-equipped foes.

Treasure: Resting in a slot in the center of the pedestal is a *staff of the magi*, which is responsible for powering the beam.

3B-20C. Chamber of the Spirit (EL 29)

This chamber is guarded by a demilich.

Demilich: CR 29; hp 130; see the **Appendix**.

Tactics: Tactics for a demilich should not tax your brain too hard. Suffice to say liberal application of defensive spells and *trap the soul* should suffice.

Treasure: Inside the sphere is a skull, which is intelligent and animate. It is animated by the spirit of **Nycristi**, who was once the sister and lover of Obares Sin (better known today as The Oracle). She has all the powers of the Oracle, and remembers his name.

Development: Should Nycristi and the Oracle meet, they remember one another, and understand their duties with regard to the Ravager. They then seek to aid any who seek to destroy the Ravager and his brood as best they can. Once this task has been accomplished, they can finally abandon their mortal shells and transcend to the outer planes, their duties fulfilled.

3B-21. That Which is Bound (EL 30)

At the center of the pyramid rests the Ravager, a gargantuan-sized creature that in its current form looks something like a giant, hairless ferret, with bulging muscles rippling along its sides, teeth the size of greatswords, and claws that can eviscerate a man in one swipe. Piled around it are eight smaller versions of it (merely Huge-sized); these are in addition to the one that the PCs will have faced after breaking the second sphere.

The Ravager: CR 30; hp 705; see the **Appendix**.

Ravager's Spawn (8): CR 20; hp 248; see the **Appendix**.

The Ravager Awakens

Assuming their sleep is not disrupted ahead of schedule, the offspring begin to awaken before the parent. Parties that faced the lone offspring before should realize the trouble they are in, and either flee at once or attempt to kill each offspring as it awakens. Ultimately, however, they likely need to flee.

The Ravager and offspring all have one imperative: cause as much mayhem as possible. They start by attacking anyone in the chamber with them. If no targets present themselves, they make their way for the entrance to the level, destroying as they go. Should they reach it, they all split and go their separate ways; one or two of the offspring that survive this far likely work their way deeper into Rappan Athuk, causing great damage until they are stopped. On the surface, even one of the offspring is a deadly adversary; having several of them plus the Ravager itself creates a widening swath of destruction as they spread and systematically destroy every dwelling and sentient creature they come across. Ultimately, it is likely that the party members shall need to seek allies, possibly even with great enemies, to amass enough firepower to put these creatures down for good.

Alternately, should you not wish these doomsday weapons unleashed, you might allow the characters the opportunity to restore the field. Nycristi, the sister of the Oracle, can inform them how to do this. Three PCs must volunteer for sacrifice, giving up their life forces forever to restore each of the three energy beams. Their remains become new, undead guardians for the beam.

If you wish to have a less tragic outcome, you could also reduce the number of offspring, or eliminate them entirely. Armed with the weapons and devices located within this complex, along with their own native ability, the PCs should have a good chance of halting the Ravager before it reaches the surface.

LEVEL 4:

THE UPPER TEMPLE OF ORCUS

This level houses the first of three evil temples — dedicated to the foul lord of the undead, Orcus — secreted within the catacombs of Rappan Athuk. Several priests, a demon and a powerful spectre, named Nadroj, guard this temple. A party *might* believe that this is *the* temple of Orcus and be fooled into believing that, should the temple be destroyed, the party has negated the primary force empowering these evil halls.

DMs should play the priests and other temple guardians as if they were the DMs' own characters. This major encounter area within these catacombs should not be an easy quest nor softened for the meek. As they encounter extraordinary danger, several PCs may die. The survivors' sense of accomplishment must be high, once the priests are defeated, or they may miss the point —that this is but one of three temples and that greater challenges await discovery!

Level 4

Difficulty Level: 7; 10 if the evil temple is assaulted

Entrances: Stairs from Level 3

Exits: Stairs to Level 5; rat tunnel to Level 6A

Wandering Monsters: Check once every 30 minutes in cavern areas only on 1d20:

1-2.	1d4 ogres
3.	1d4 wights
4-5.	3d6 dire rats
5.	2d6 stirges
6-7.	1d6 Acolytes of Orcus (see the Appendix for stats)
8-20.	No encounter

Detections: Characters will detect major evil from room 4-9, owing to the presence of a temple of Orcus.

Shielding: None.

Continuous Effects: Due to the proximity of the temple, turning rolls on this level are at -4, and the temple area acts as if a permanent *dispel good* has been cast (areas 4-8 through -10 only)!

Standard Features: Unless otherwise noted, all doors on this level are made of locked, iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 18], Open Lock [DC 20]). All secret doors are made of stone (1 in. thick; Hardness 8; hp 20; Break [DC 22], Open Lock [DC 20], Search [DC 20]).

Traveling in Small Tunnels: Characters must crawl through a number of tunnels to access certain areas on this level. Primary tunnels (dotted lines) are 3 to 5 feet in diameter and can be walked through only by Small creatures. Huge creatures cannot pass through these tunnels unless they are long and slender or flexible. Gargantuan creatures cannot traverse these areas at all. Huge and Large creatures make all attack rolls at -8, and Medium creatures using all but thrusting weapons attack at -4. All area affect saves are at -10 while in the primary tunnels.

Smaller tunnels (solid lines) are less than 3 feet in diameter; even Small creatures must crawl. Large creatures cannot pass through these tunnels unless they are long and slender or flexible. Huge creatures cannot pass at all. Medium-sized creatures make all attack rolls at -8, but Small creatures using all but thrusting weapons attack at -4. No saves are allowed for area effects in small tunnels.

This level's other denizens include a lair of ogres and an otyugh (unassociated with the temple). The map of this level is shown in **Map RA-4**.

4-1. Entrance

These stairs descend from Level 3. They are neither trapped nor dangerous in any way.

4-2. Empty

Bones and junk litter all rooms and caverns marked 4-2. DMs should spice up each of these rooms with 2d4 randomly rolled items from the Dungeon Dressing—Minor Features and Furnishings table in the *DMG*. DMs should also roll a wandering monster check each time characters enter a room labeled “4-2.”

4-3. Water, Water, Everywhere!

Oily bubbles regularly spout to the surface of this water-filled room, creating a rippling, iridescent sheen. The walls and ceiling, colored a glossy black, cast weird reflections from the party's torches.

Despite its appearance, there is nothing particularly hazardous in this room — except to halflings! Three feet deep, the water covers a foot-thick floor of organic mud (the decomposing matter of which creates the bubbles). All movement in this room is at 1/8 normal speed. On the south side of the room, an *arcane locked* secret door (CL 11) provides access to the upper temple area. The door opens by sliding down from above the water line, stopping about 4 feet off the ground. Opening this door triggers an *alarm* in area 4-8, permitting the priests therein to prepare for the party.

Arcane Locked and Alarm Trapped Secret Door: CR 2; 2 in. thick; Hardness 10; hp 80; Break (DC 30); Open Lock (DC 32); Spot (DC 30); magical device; touch trigger; automatic reset; spell effect (opening the door triggers an *alarm* spell in area 4-8, CL 11, no save); Search (DC 20); Disable Device (DC 20).

4-4. The Trap, Part 1 — The Monster and Gate (EL 8)

The priests in room 4-9 designed this trap to slay the unwary. The trap consists of a rotating stone block triggered to drop a stone portcullis and simultaneously release a **black pudding**. Nothing happens here until something triggers the trap in area 4-5, thus releasing the pudding. The pudding completely fills the hallway and slowly moves down the corridor toward area 4-5, attacking trapped victims. There is no way to detect the stone block portion of this trap, but characters inspecting the ceiling might, with a successful DC 20 Search check, detect the portcullis.

Stone Portcullis Trap: CR 1; 2 in. thick; Hardness 8; hp 60 per bar; Break (DC 38); lift gate (Strength check [DC 30]; a maximum of 3 people may combine their efforts);

mechanical; location trigger; manual reset; Atk +10 melee (3d6); Search (DC 20); Disable Device (n/a).

Note: Damage applies only to those underneath the portcullis. Portcullis blocks passageway.

Black Pudding: CR 8; hp 115; see the *MM*.

4-5. The Trap, Part 2 — The Trigger (EL 8)

The secret door in this area is a false door that springs the trap. Relatively easy to find and unlock — requiring only a successful DC 5 Search check and a DC 10 Open Locks check — the secret door opens outward. One round after it is opened, the trap springs: the portcullis drops, and the pudding in area 4-4 is released. The pudding arrives in 5 rounds, oozing through the bars to attack the PCs. The secret door opens to reveal a blank wall. A portcullis slams shut 40 feet behind the PCs. A grinding noise can be heard and a large blob oozes out of the wall, about 100 feet behind the portcullis. It begins to slither toward towards its trapped dinner!

4-6. Max's Lair (EL 4)

The air in this room smells terrible; slimy dung rots in piles, and rotten corpses are heaped everywhere. This is the lair of Max, a surprisingly intelligent otyugh (note its Int statistic). Any living creature that enters Max's lair must succeed on a DC 12 Fortitude save or be rendered helpless and puking until removed from the area. Each attempt to subsequently reenter the area requires a save. Max hides and waits until the PCs have fully explored the room and encountered no hazards. He lurks under three feet of offal near the tunnel to the east and grabs the last person in line, as the PCs move into the tunnel, trying to create a bottleneck. Max will negotiate with the PCs, speaking a broken version of Common. If the DM feels up to some creative roleplaying, Max *might* befriend the PCs if they in turn bring him “gifts.”

Max the Otyugh: CR 4; hp 46; see the *Appendix*.

Tactics: Max is not nearly tough enough to confront a party that has survived long enough to reach its lair. Therefore, he will grab one PC, grapple him without causing damage, and begin speaking. Max prefers to be “friends” with the PCs, hoping they will present him with dead things. In return, he helps the PCs by watching their backs while they are near his lair and giving them “gifts” (though such gifts should be spread out over several visits). Max, a coward at heart, will not fight unless cornered, nor does his friendship extend to fighting for the PCs.

Treasure: Max possesses several treasure items that the PCs cannot find in the over-three-feet-deep piles of filth in which he lives. Max might give these items as gifts to the PCs, depending on the players' roleplaying or the size and quantity of presents that the PCs give Max. PCs cannot locate these items without Max's help.

Max has the following items in his lair: 1 suit of dwarven-size full plate armor, a *hunter's spear*, a *helm of the reaver* and a +2 *light steel shield*. **Relics & Rituals**

by **Sword and Sorcery Studios** details several of these items. Those DMs who do not have access to **Relics & Rituals** should replace them with minor magical items from the *DMG*.

4-7. The Monster and Treasure Room (EL 9)

These **8 ogres** wandered up from Level 12A via Levels 6A and 9A and established their den in this cave. They have been quite happy here, sniping at the local fauna or the amusing adventurers who occasionally cross their path. The ogres have an uneasy truce with the inhabitants of both the evil temple and Level 5; they do not readily venture to either area, preferring a more circuitous route that avoids them since a member of their party got himself killed on Level 5, and Banth cannibalized him for spare parts to create a flesh golem. The ogres attack immediately, but retreat to Level 6A if sorely injured.

Ogres (8): CR 3; hp 28; see the *MM*.

Possessions: Large greatclub, large longsword, 3d12 gp, 4d10 sp each.

Tactics: If they surprise the PCs, the ogres throw spears and charge, trying to bottleneck the PCs in the entrance tunnel. Though not too bright, the ogres are smart enough to attack “witchy-humans” (i.e., spellcasters), if they can get at them, and concentrate their attacks on specific opponents instead of pairing off with individual combatants.

Treasure: These ogres have accumulated quite a hoard. Each ogre has a large sack packed with several goodies, as follows:

- Sack one contains three dead dire rats, a large wheel of cheese, 140 gp, 3 oil flasks, three tanglefoot bags and a large, pretty rock (uncut, unpolished alexandrite worth 2,000 gp).
- Sack two contains half of a week-dead elf wearing elven chainmail, a •1 keen longsword, six •3 arrows in a quiver of holding (which holds up to 200 arrows) and 230 sp.
- Sack three contains a small cask of fine brandy, a masterwork heavy crossbow, a masterwork dwarven breastplate, a ceramic pot full of antitoxin (six doses), 325 cp and 120 sp.
- Sack four contains a two-foot-square silver mirror, a silver and sapphire ring worth 30 gp, three potions of water breathing, a mummified human arm, a battered book written in halfling (titled *The Wanderings of Helman Hairfoot*) with a rose pressed inside it, and a rusted crowbar (which is really an immovable rod).
- Sack five contains an ivory scroll case (30 gp) that contains a scroll of 5 arcane spells (antimagic field, bloodstorm, rope trick, shocking grasp and wall of stone), 44 gp, a silver helmet with a garnet set in the forehead (altogether worth 60 gp), two dead rats and one dead stirge.
- Sack six contains the body of a dead wizard wearing tattered robes and a masterwork dagger, four large but worthless shiny rocks, a thoroughly destroyed spellbook with only two spells still usable for study (contagion and dispel magic) and 340 gp.
- Sack seven contains a pair of magical boots of the frog (adds •6 to all jump checks and •4 to all swim checks; the wearer also develops a taste for insects), three flasks of holy water and a case of 12 crossbow bolts.
- Sack eight contains a mantle of hope, five dead dire rats, a severed halfling head wearing an earring made of gold worth 10 gp, six large but rusty iron spikes and a small sack of fresh oranges (10).

Relics & Rituals by **Sword and Sorcery Studios** details several of these items.

4-8. The Priests' Quarters (EL 11)

This room functions as the temple priests' sleeping quarters. The room contains six beds, evenly spaced apart, and six wooden chests, one situated at the foot of each bed. The beds and chests are of simple yet practical construction.

The priests, most likely absent when the PCs arrive, are preparing for combat on unholy ground (area 4-9). They have left behind several surprises for the party: the chests are trapped, as is the door leading to area 4-9! The chests all contain non-magical robes, cloaks and daggers. Chest #3 also contains a *book of vile darkness* and a *ring of the weak mind* (that instead detects as a *ring of iron will* [as per the feat]), which gives the wearer -4 on all Will saves. The traps are as follows:

Chest #1 — Poison Gas Trap: CR 7; mechanical; touch trigger; repair reset; lock bypass (Open Lock [DC 30]); gas; multiple targets (all targets in a 20 ft. radius sphere); never miss; poison (burnt othur fumes, Fortitude save [DC 18] resists, 1/3d6 Con); Search (DC 21); Disable Device (DC 25).

Chest #2 — Lightning Blast Trap: CR 4; magical device; touch trigger; automatic reset; lock bypass (Open Lock [DC 30]); spell effect (*lightning bolt*, 9th-level wizard, 5d6 lightning, Reflex save [DC 13] for half damage); Search (DC 28); Disable Device (DC 28).

Chest #3 — Globe of Cold Trap: CR 4; magical device; touch trigger; automatic reset; lock bypass (Open Lock [DC 30]); spell effect (*fireball* [cold version cast], 9th-level wizard, 5d6 cold, Reflex save (DC 15) for half damage); Search (DC 28); Disable Device (DC 28).

Chest #4 — Scything Blade Trap: CR 1; mechanical; touch trigger; automatic reset; lock bypass (Open Lock DC 30); Atk +8 melee (1d8, crit x3); Search DC 21; Disable Device DC 20.

Chest #5 — Poison Needle Trap: CR 4; mechanical device; touch trigger; repair reset; lock bypass (Open Lock



[DC 30]); Atk +8 ranged (1 plus poison, needle); poison (deathblade poison, Fort save [DC 20] resists, 1d6/2d6 Con); Search (DC 22); Disable Device (DC 20).

Chest #6 — Mind Fog Trap: CR 6; magical device; touch trigger; automatic reset; lock bypass (Open Lock DC 30); spell effect (*mind fog*, 9th-level wizard, Will save [DC 19] avoids); Search (DC 31); Disable Device (DC 31).

Door with Feeblemind Trap: CR 6; magical device; touch trigger; automatic reset; spell effect (*feeblemind*, 9th-level wizard, Will save [DC 19] avoids); multiple targets (all within a 20-foot radius are affected); Search (DC 31); Disable Device (DC 31).

4-9. The Upper Temple (EL 14)

This area is a set of huge double doors, carved from deep-black stone. The doors' bas-relief carvings indicate that some great evil lies beyond. Lifelike details in the skulls, screaming faces, unholy symbols and demons are carved into the doors.

The shrine doors themselves are trapped, but not locked. Once the doors are opened, the real fun begins — PCs face Zehn, an evil high priest; five of his 5th level underpriests; a dozen acolytes; Nargarshapan the vrook and Nadroj the spectre. Remember: A *dispel good* effect is always active in this area!

DM Note: The teleportal from Level 3A, area 3A-10, deposits PCs in this area.

Stone Double Doors with *Glyph of Warding* Trap: CR 6; 3 in. thick; Hardness 8; hp 75; Break DC 30; spell;

spell trigger; no reset; spell effect (*glyph of warding* [spell], 9th-level cleric, all non-evil creatures passing through the portal are affected, triggering a *bestow curse* spell [-6 Wis], Will save [DC 17] avoids); Search (DC 28); Disable Device (DC 28).

The room itself, shaped like a six-pointed star, features a fiery pit of smoky lava at its center. Over this pit, a series of four staircases ascend to a central platform, 30 feet above the lava. Immersion in the lava deals 10d10 points of fire damage per round, no save allowed. Contact with the liquid causes 6d6 points of fire damage per round (Reflex save [DC 20] for half). The room's final noteworthy feature is a statue of the demon prince, Orcus.

Zehn, a high priest of Orcus, and several attendants oversee this shrine. The demon prince has bequeathed Zehn a pair of assistants to aid in the temple's defense: Nargarshapan, a vrook, and Nadroj, a spectre (formerly a wizard/merchant favored by Orcus, and thus allowed to retain his knowledge of spells) whose tomb is located

Shrines of Power

The unholy shrines in this dungeon, of which this is the first, provide power to the demon prince, Orcus, and his avatar, the "Master." To cleanse the area of evil, PCs must destroy and consecrate each unholy shrine. Additionally, destroying the unholy shrines weakens Orcus' avatar, making it possible for a high-level party to defeat him on Level 15.

LEVEL 4: THE UPPER TEMPLE OF ORCUS

on Level 6A. Several, if not all PCs may perish in an attempt to destroy this den of evil. Wise and well versed in combat, the priests never surrender or parley. Anyone captured alive is either immediately killed or sacrificed to Orcus after the battle. Combat like this is the stuff of which legends are made. DMs should play these NPCs with all their guile and skill. If their PCs finally defeat them, DMs should buy their players a drink and pat them on the back; they have done well.

Zehn, Male Human, Clr9 (Orcus): CR 9; hp 81; see the Appendix.

Humans, Priests of Orcus, Male Clr5 (Orcus) (6): CR 5; hp 50; see the Appendix.

Humans, Acolytes of Orcus, Male Clr2 (Orcus) (12): CR 2; hp 18; see the Appendix.

Nargarshapan the Vrock: CR 9; hp 115; see the MM.

Nadroj the Spectre-Wizard: CR 9; hp 58; see the Appendix.

Tactics: The priests use fairly simple tactics: Zehn casts *prayer*, *freedom of movement* and *wind wall* then teleports PCs into the lava using his ring. The acolytes cast *bane*, *doom* and *protection from good* then wade into melee, relying on their god's protection. The priests' actions parallel that of the acolytes, but they also cast *bull's strength* and *bless* before joining combat. When the opportunity presents itself, each priest uses his *death touch* ability or his *silence* or *hold person* spell. As befits

their chaotic-evil nature, the higher-level priests let the acolytes bear the brunt of combat (e.g., melee with PC fighters). The vrock immediately attempts to *summon* in another vrock, casts *mirror image* and *heroism* on itself, then teleports into battle, screeching once when in range of several PCs and shooting spores as often as possible. If the vrock is slain, Zehn calls Nadroj from area 4-10, casts *deeper darkness* on the area around the base of the staircase and begins using *hold person* spells. Nadroj arrives in 1d3+1 rounds and begins killing held PCs before using his own spells, beginning with *confusion*, *displacement* and *mirror image*, or engaging mobile foes. Finally, Zehn casts *circle of doom* and enters combat, using *slay living* and *death touch* at the first opportunity. None of Orcus' minions retreats or gives quarter. Priests sacrifice charmed PCs immediately following combat, tossing their bodies into the lava pit. With great delight, Nadroj turns paladin characters into spectres.

Treasure: Other than the priests' respective treasures, as listed above, a pair of gigantic fire opals function as eyes in Orcus' statue (each worth 25,000 gp). The altar service (pure gold) is worth 3,000 gp if melted down and sold as bullion (the melting process will eradicate the bloodstains).

A secret door leads to area 4-10, and a normal door leads to Level 5.

Secret Door: CR 2; 2 in. thick; Hardness 5; hp 20; Search (DC 20); Break (DC 20); Open Lock (DC 20).



4-10. Nadroj's Lair (EL 10)

The room contains four crypts, each featuring an intricately carved, knightly figure. A great uneasiness envelops those PCs who enter. As soon as PCs cross the threshold, 3 **spectres** rise from the crypts. These horrors — the souls of paladins slain by Nadroj — attack immediately.

Spectres (3): CR 7; hp 56; see the MM.

Tactics: The spectres attack as a group, draining one opponent entirely before attacking another. They preferentially attack priests and paladins.

Treasure: The crypts contain the remains of the three dead paladins. Each paladin wears some useful

items, which the evil priests have left intact. Each crypt contains a suit of masterwork full plate armor, a masterwork shield, a masterwork great helm, and the following items: Crypt one contains a +2 *holy, flaming longsword*. Crypt two contains a +3 *axiomatic greatsword*. Crypt three contains a +1 *keen adamantite longsword*, an *amulet of negative plane protection* (24 charges, acts as a *death ward* spell, CL 10) and a *rod of resurrection* (8 charges, as a *resurrection* spell, CL 15).

4-11. Stairs Down

These stairs descend into Level 5. They are neither trapped nor otherwise dangerous.

LEVEL 4A: THE UPPER CAVERNS

This level is full of wandering monsters. Most intelligent denizens of the dungeon avoid this level whenever possible because of the basilisks. The evil denizens have a loose alliance with each other, but no such agreement can be reached with these dangerous reptiles. There are a total number of 11 basilisks and 6 rust monsters on this level. Any killed as wandering monsters should be subtracted from these totals. The map of this level is shown in **Map RA-4A**.

4A-1. Entrance Cavern (EL7)

This large cavern has a relatively low (20-foot) ceiling. The floor is covered with rocks and debris, and the going is tough. Water can be heard off to the left, and a monolithic column rises to merge with the ceiling a few dozen feet ahead. This large cavern is filled with rubble and all movement is at half normal, except for monsters which are accustomed to the condition. Full movement or running requires a Reflex save (DC 14) or the character falls and takes 1d3 subdual damage. Any wandering monster checks in this room are made at -2. The stream is quite shallow in this area, and can be waded.

Large rat tunnels dot the walls of this cavern. They are large enough for Small sized creatures to travel normally and for Medium sized creatures to travel hunched over. Medium sized creatures suffer a -2 to all rolls under these circumstances and cannot use their Dexterity to aid their AC. It is clear that two of the rat tunnels (those leading to areas 4A-2 and 4A-3) are slightly enlarged and are traveled by creatures other than rats.

The far northwest spur of the cavern is the lair of 3 **carrion crawlers**.

Carrion Crawlers (3): CR 4; hp 19 each; see the **MM**.

Treasure: In the carrion crawler's lair are the corpses of three half-eaten goblins. All of them are wearing Small sized banded armor and all of their equipment is gone, except for one +2 *dagger* in a sheath near one of the goblins' necks.

The River: The river leads to level 9A after one mile of relatively easy swimming. The river is deep but not particularly fast moving and there is a ceiling with an air space the entire length of the river. Requires a Swim check (DC 8) to swim the river.

Level 4A

Difficulty Level: 5 (Area 4A-4 is difficulty level 11)

Entrances: **Stairs from 3A.**

Exits: **Rat tunnel to 6A; River to 9A; Rat Tunnel to 7A.**

Wandering Monsters: **Check once per 30 minutes on 1d20:**

1.	1d2 basilisks
2.	1d3 carrion crawlers
3.	1d3 rust monsters
4.	2d6 stirges
5.	1d6 piercers
6.	4d6 dire rats
7.	the undead ooze from area 4A-3A
8.	1 umber hulk (80%) or Shekahn the vampire (20%)
9-20.	No encounter

Detections: **The rear crypt of Area 4A-4 does not detect as evil due to shielding.**

Shielding: **The Area 4A-4 complex is shielded and lead lined by a *wish* spell and covered with the moonlight and stars *illusion*.**

Standard Features: **There are no doors or secret doors on this level.**

4A-2. Basilisk Caverns (EL5 to 7)

All of these caverns (A through D) have low ceilings (less than 20 feet) and are filled with rubble causing all movement to be at half normal movement rate, except for monsters which are accustomed to the condition. Full movement or running requires a Reflex save (DC 14) or the character falls and takes 1d3 subdual damage. In all of these rooms, if a wandering monster is indicated, it has an immediate 50% chance of being **1d3 basilisks**. Otherwise use the result rolled.

Basilisk (varies): CR 5; hp 45 each; see the **MM**.

A. Fungus Cave

Large quantities of fungus of all sorts grows out in this cave. Giant mushrooms fully 8-feet high tower above. Bright colors; red, yellow and purple shine in torchlight. Water drips from the ceiling, and the humidity in the air seems to drown the torches as they burn. It seems to be very warm in here, maybe too warm. This cavern is a large fungus filled place with various non-harmful (20% edible) fungi covering the walls and floor.

B. Statuary

This cavern is as wet and fungus filled as the last. About 60 feet ahead, is a creature about 4 feet tall, standing immobile between two large mushrooms, his axe poised to throw!

This cavern is also fungus-filled. It is in all respects the same as A above. The only difference is that there is a statue of a dwarf, axe poised to throw, facing the entrance from A.

Treasure: The dwarf's equipment is still intact, though made of stone: chainmail, +2 *ring of resistance* (as a *cloak of resistance*), 3 hand axes, a purse with 6 gp and 23 cp, and 2 days of iron rations in his backpack. If revived, he is a 5th level fighter who gladly joins the party as a henchman if they are not evil. Note that if his ring is pried off while still stone, it breaks.

Giblet, male dwarf Ftr5: CR 5; hp 57; see the Appendix.

C. Statues and a Hole in the Ground (EL 5 to 7)

This room contains less fungus than the other rooms. Amidst the mold are a series of beautifully sculpted stone statues. They all appear incredibly lifelike, as if carved by one of the great dwarven artists of the last age. The detail is incredible!

This room lacks much of the fungus of rooms A and B, but it does contain a large sinkhole that goes down 40 feet and contains a tunnel at the bottom that leads to level 7A. **16 stone statues** stand in various positions around the room. There are 9 humans, 6 dwarves, and a scantily-clad elven female. **1d3 basilisks** are always here.

Basilisks (varies): CR 3; hp 45 each; see the MM.

Treasure: If revived, all of these stoned adventurers offer to serve their liberators. Each of the nine humans is 3rd level (all fighters) except number 3 who is a cleric of Cuthbert. Fighter number 6 has a large sack with 2000 gp in it; number 9 has 6 small gems (25 gp each) in his purse. They all have standard dungeon equipment.

All of the dwarves except number 3 are the same as the humans. The third dwarf is a 4th level fighter and wears +1 *platemail*. The Elf is a 4th level wizard. She also has a *scroll of break enchantment* (CL 9) hidden in her staff.

D. The Lair of the Basilisks (EL 8 to 10)

This room is nearly devoid of fungus. There are **1d4+2 basilisks** here, up to a maximum of 11 basilisks on this level. If a number of wandering basilisks have been killed, the number encountered here may need to be reduced so that no more than 11 are encountered on this level. A large numbers of stone animals (bats, rats, etc) fill the room, but no humans ever made it this far.

Basilisks (varies): CR 5; hp 45 each; see the MM.

Treasure: In the southwest spur of the cavern is a small vein of gold. A dwarf or a miner could extract this given 4 weeks of mining and obtain 40,000 gp. It would take several treks to carry all of the gold out of this cavern.

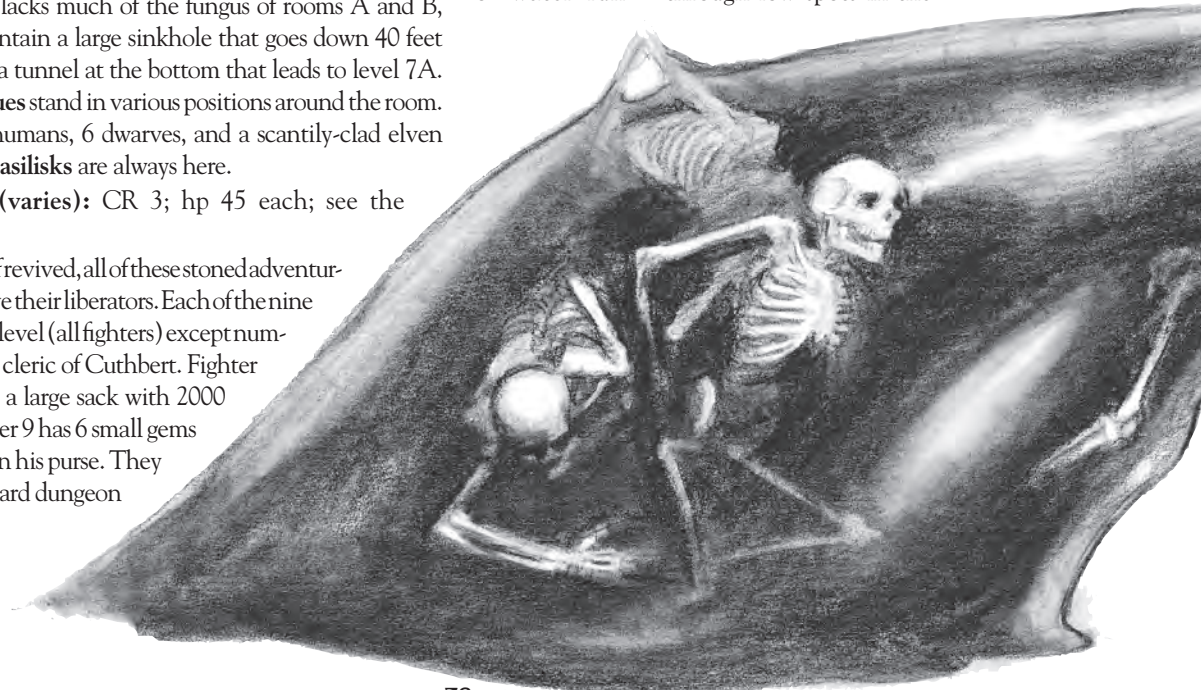
4A-3. Caverns

These caverns are uphill from the area 2 caverns, somewhat drier and less full of fungus. The floors (except in D) are less cluttered with rubble, and movement is increased to three quarters normal. Full movement or running requires a Reflex save (DC 14) or the character falls and takes 1d3 subdual damage.

Note: Except for room A, add 1 to any wandering monster check. The basilisks do not venture far into the other caves, which are populated primarily by rust monsters that seem for some reason to be immune to the basilisk's gaze. All caverns, except for C, are fungi-filled and also contain many stalactites and stalagmites.

A. Sinkhole Room (EL 6)

The rubble in this cavern is less intensive than before. The cave seems somewhat drier, though little trickles of water run through low spots in the



floor and down into an abysmal sinkhole in the center of the cave. This room contains a large sinkhole that drops down 50 feet. It is the normal home of an undead ooze. It has no treasure.

Undead Ooze: CR 6; hp 39; see the **Appendix**.

Note: For more information on the Undead Ooze, see the **Creature Collection** by **Sword and Sorcery Studio**.

B. Wraith Lair (EL4)

Wind seems to be blowing down this long, narrow cave. Lots of wind. One can barely hear the voices of his comrades with the noise. The stream can be crossed easily at its shallowest point which is 3-feet deep. Getting within 20 feet of the river disrupts any spells that require material spell components if they could be blown out of the caster's hand. The river is 20 feet wide at the point where it must be crossed to reach the lair of the wraith.

In the northern end of the room across the river is the lair of the **wraith**. His gravesite is marked with an "x." His coffin lies buried under 4 feet of sand. The wraith emerges from his casket through the sand in incorporeal form 3 rounds after the party sets foot on the northern shore.

Wraith: CR 4; hp 32; see the **MM**.

Treasure: The wraith's coffin lies buried in the sand and in it (under the bones) lies a suit of solid bronze +1 *plate mail* studded with 12 sapphires (100 gp each) and a *necklace of fireballs* (type II).

Swimming Downstream: Anyone swimming down river must roll a Fortitude save (DC 15; persons in armor suffer their armor check penalty on this roll) or begin to drown. Survivors and bodies are washed out into level 9A in approximately 20 minutes.

C. Hide the fighters! (EL6)

The walls of this cavern appear to be corroded as if by acid.

The walls themselves appear to be made of alternating bands of red and silver stone.

The silver portions have an outer coating of red flakes that look like rust.

This room is situated within the eaten-out portion of a large vein of iron, and was formed by the rust monsters' nibbling away at it. **1d3 rust monsters** are always here. There are a total of six of these creatures in the caves.

Rust Monster (varies): CR 3; hp 27 each; see the **MM**.

D. Death from Above! (EL5)

Piles of rubble indicate that the ceiling has recently caved in. Large stalactites cover the intact ceiling areas, and weird lichens seem to make the room glow with an unearthly light. This room contains a great deal of rubble, and movement is down to one quarter normal. Over the horseshoe-shaped pile there are 3 **large piercers** that drop

on unsuspecting PCs who do not make a successful Spot check (DC 28). These particular piercers have 20 hp.

Piercers (3): hazard; see the **Appendix**.

Treasure: At the end of the northeast rat tunnel is the corpse of a dire rat with a human finger in its maw. On this finger is a *ring of mind shielding*.

Exits from this cavern: The northwest tunnel comes out in the bottom of a 50 foot sinkhole. If ascended (Climb [DC 14]) there is a tunnel leading to level 6A.

E. Deadly Fungus

As the PCs descend into the tunnel, they notice that the downhill slope (DC 5), and that the water flow leads down the hill. The temperature seems to raise a few degrees, and fungus covers the floors and walls. At the entrance to the grand cavern, gypsum flowers and calcite crystals grow everywhere.

Traps: Several traps have been placed in this room. The first is a large patch of yellow mold that has been placed directly in front of the tunnel. It can only be noticed by the lead character on an successful Spot check (DC 15). If the mold is not detected, read the following:

Yellow Mold: CR 6; see the **DMG**.

Also present in the room is a 20 foot by 20 foot **pit** that is 20 feet deep filled with spiked sticks.

Spiked Pit Trap (20-Ft. Deep): CR 3; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 20 ft. deep (2d6, fall); multiple targets (first target in each of two adjacent 5-ft. squares); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+2 each); Search (DC 21); Disable Device (DC 20).

There is a **trip wire** also across the tunnel leading to 3F which dumps the front character on his face and makes a clang.

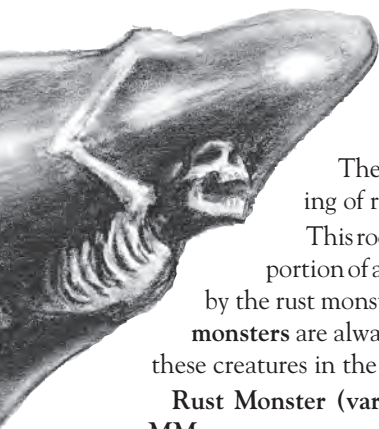
Trip Wire Trap: CR 1; mechanical device; location trigger; repair reset; never miss; trip (stun for 1d3 rounds if fall, Reflex save [DC 20] avoids); Search (DC 20); Disable Device (DC 5).

If the party is extremely noisy, numerous, or uses light, the goblins at F are alerted and ready.

F. Lost Goblins

There are 6 **goblins** trapped here who came up from Level 12A via Level 7A and are afraid to go back due to their fear of the basilisks. They fight only if the party refuses to negotiate. If the party tries to parley, the goblins can be persuaded to leave in peace if they are assured that the basilisks are gone.

Strategy: These goblins are wise and cunning, and are only trapped here as a result of a bad encounter with the basilisks. Gurrans has one *scroll* with which to save a comrade, but is currently in search of a safer way out. The goblins are very prepared for the PCs if any of the alarm traps were triggered. The goblins have already cast the underlined spells in their spell lists, and unless the party negotiates immediately, they attack with summoned



monsters (including 3 **dire rats** from the *giant vermin* spell, a **fiendish dire rat**, 2 **fiendish dire weasels** and a **fiendish griffin**) as well as a magical barrage, including Zagros' *scroll of blade barrier*. Gurran is the leader, and uses his Diplomacy skill to negotiate safe passage if the party makes the first move. He is far more concerned with escape than with fighting a well-armed group.

Their basic battle tactics include artillery spells and backstabs. Org acts as a bodyguard for Gurran, and none of the goblins seek melee (except from flanking). Ostler sneaks in and use his *lions* to attack from behind, saving his potion for escapes. Zim is very dangerous, and seeks to eliminate PC spellcasters first. His *displacement* ability, *potion of heroism*, and the *improved invisibility* spell cast on him by Gurran make him likely to kill a PC wizard. Zagros uses his *scroll* only in a dire emergency, and otherwise stays near Gurran and defends him. Gurran use his *wand* every round unless there is a good reason not to, for example if it would harm his comrades.

Gurran, Male Goblin, Wiz9: CR 9; hp 46; see the **Appendix**.

Zagros, female Goblin, Clr7 (Orcus): CR 7; hp 58; see the **Appendix**.

Ostler, Male Goblin, Rog7: CR 7; hp 48; see the **Appendix**.

Zim, Male Goblin, Ftr4/Rog3: CR 7; hp 43; see the **Appendix**.

Org, Male Goblin, Ftr5: CR 5; hp 55; see the **Appendix**.

Treasure: In the northeast corner of the room is a large box containing: 4 weeks of iron rations, a *magical water skin* which refills itself once/12hrs, and a locked strong box with 400 gp (the key is on Org).

4A-4 The Vampire Lair

The mini-level revolves around a pair of horrible monster lovers: a vampire and a succubus, who have established a safe haven in a small cave complex. This is not to say that they do not venture out in search of prey (humans), but they are much happier staying together in their unholy matrimonial chamber. The PCs had better hope they have plenty of *restoration* spells available.

A. The Secret Arcane Locked Door

The secret door leading to the cave of the lovers is a small lead-lined metal door no more than 2-foot-wide, set high up on the cave wall and disguised with an *illusion* to appear a part of the surrounding cave wall.

This door is held by an *arcane lock* as cast by an 11th-level wizard, and can be bypassed by normal means. It provides access to the lair of the evil lovers. The door opens by pulling out. Note that the lead lining of the room is apparent to any who look closely at the walls or door itself (Spot check DC 12). In addition, the door has been enchanted to open at the mental command of either of the lovers.

Arcane-Locked, Illusion-Covered Secret Door: 2 in. thick; Hardness 10; hp 60; Search (DC 30); Break (DC 30); Open Lock (DC 32).

B. The Courtyard of the Moon (EL 11)

Beyond the secret door lies a circular cavern about 60 feet in diameter. The walls and ceiling of the cave glow with a strange light. As you look around, you notice that the entire ceiling is decorated like a moonlit night. The moon is full and the stars seem to twinkle and gleam as if you were really outside at night. In the center of the cavern is a gurgling fountain, with a statue of a beautiful woman holding two pitchers pouring forth water. Several small birds can be seen nesting in a solitary tree a few yards from the fountain. An inscription on the fountain (in Celestial) reads as follows:

Princess of stone,
Freed with a kiss,
Curse can be broken,
If love does exist

This room has been enchanted with a *permanent illusion* to depict the outside during a full moon. The statue is, of course, **Corinaria, the succubus**. The tree and the birds are bats clinging to an illusion covered stone pillar. One of the bats is **Shekahn, the vampire**. These monsters possess three powerful magic items, a *chaos diamond* (Corinaria), a rust colored *bag of tricks* (Shekahn), and a *chime of interruption* (Shekahn) that they use during combat.

The inscription is intended to trick PCs into kissing the statue to free the "princess." When this is done, Corinaria materializes (as if turning from stone to flesh). Obviously, the person kissing the statue is immediately (though unknowingly) subjected to Corinaria's level drain power. This inscription may provide the opportunity to drain several levels from the PCs. Once the party figures out something is wrong, the pair attacks. Only after the pair is slain or driven off can the walls be searched. On the wall opposite the secret entrance is a small diameter hole (2 inches). It can only be found by careful feeling (Search check [DC 30]). This hole leads back 3 feet into another chamber (room C). Since neither the vampire (gaseous form) or the succubus (ethereal jaunt) needs a large entrance to get to their bedroom, the PCs will need to dig through 3 feet of stone (hardness 8, hp 540) to gain access to the final room.

Corinaria the Succubus: CR 7; hp 50; see the **Appendix**.

Shekahn the Male Human Vampire Ftr8: CR 10; hp 80; see the **Appendix**.

Tactics: Corinaria pretends to be very enthusiastic about being released, kissing the person who freed her, again subjecting the person to her level drain ability. In fact, she attempts to show her "affection" to all of her male "saviors." While she is doing so Shekahn flies

behind the pillar (+15 circumstance bonus to his Hide checks), changes shape and activates the *chime*. Once the party realizes they are being attacked, Corinaria pleads to be saved from Shekahn, whom she claims has held her prisoner (she reinforces her pleadings with a *suggestion* spell). She does not attempt to gate in a Balor at this time. She cowers behind the PCs, acting as if she needs their protection. Instead she surreptitiously uses the *word of chaos* special ability of her diamond. She then uses her *charm* and *suggestion* abilities every round, suggesting such things as “use silver to slay the vampire,” or “kiss me again, only love can defeat him.” She tells *charmed* persons to stay out of the fight or restrain their comrades (to prevent bloodshed, which princesses cannot bear to see). If attacked, she *teleports* away or becomes ethereal to avoid combat.

After ringing his *chime*, Shekahn calls for rats. He then uses his *domination* ability and Mobility and Dodge feats to avoid combat until he is cornered. Unlike most vampires, Shekahn wants to make spawn rather than kill the PCs outright. He uses his *bag of tricks* to add to the delays on him entering combat. Anyone taken prisoner is drained and turned into spawn. If Shekahn is slain, he turns to gas and flees to room C. If this happens, Corinaria turns ethereal and follows him, unless she is still successfully fooling the party into believing she is one of the “good” guys, in which case she continues to *charm* PCs. If she takes over 30 points of damage, she too flees (ethereally) to room C. The pair remain inside the bedroom and regenerate until they are discovered.

If allowed to fully recover, they hunt the party in the dungeon, attacking when the PCs are wounded, sleeping or low on spells, summoning servitor creatures to “soften up” the PCs before they attack. Their vengeance is frightening to behold.

Treasure: The magic items are the couple’s only treasure in this room, which they probably take with them. Their remaining treasure is found in room C.

C. The Bedroom of Evil

The small hole leads to another chamber. The room itself is 20 feet square, and is lavishly adorned by fine tapestries and rugs. In the center of the room is a large stone block.

This room serves as the tomb of Shekahn and the nuptial bed (crypt) of the lovers. The stone block, which is actually a coffin (requiring a Strength check [DC 23] to open) is made of 2 parts—a lid and a base. The pair hide inside the stone block.

Tactics: If Shekahn was slain or if the two are followed into this room, Corinaria attempts to gate in a Balor demon once the PCs enter this chamber. If her attempt fails, she fights to death rather than abandon her lover.

Treasure: The rugs and tapestries are worth 12,000 gp if removed from the dungeon. They weigh 1100 pounds, so this may prove difficult. Inside the crypt is the remaining treasure. A suit of +3 *full plate*, a +3 *halberd*, a +2 *cloak of resistance* and 1400 gp are inside. There is also a substantial quantity of vampire dirt from Shekahn’s homeland.

LEVEL 5: BANTH'S LAIR & THE WIGHT CATACOMBS

This level serves as the research laboratory of the evil wizard, Banth. Banth, a transmuter, specializes in magical, alchemical and surgical mutations. Unlike Rappan Athuk's other denizens, Banth was never good aligned, but is and always has been evil to the core. His dedication to evil earned the priests' favor. From their temple on Level 4, the priests have worked with and protected him, even though he worships not Orcus but another god of death. The priests approve of his work; through various demonic consultations, Orcus has commanded his priests to aid Banth. To this end, Zehn (Orcus' high priest on Level 4) has established a guard of zombies and wights to protect Banth. Banth also commands a flesh golem.

One other area of this level may interest PCs: Giant bees have built a hive here. After the party slays all the bees, they may discover a quick route to the surface. The map of this level is shown in **Map RA-5**.

5-1. Entrance (EL 8)

Stairs from the evil temple on Level 4 lead into these crypts. It is surprisingly cold here. Frosty breath plumes from each PC's mouth and nostrils. The stairs deposit the party in a large room containing several tombs. Some appear to be have been opened and desecrated; others seem intact. A single door on the left wall offers a possible exit. Familiar-looking tunnels suggest that rats dine here.

Two rounds after the PCs enter the room, **5 wights** burst from the crypts — those marked with an "X" — and attack. PCs disguised as Orcus' priests must succeed on a DC 25 Bluff check to convince the wights to return to their respective resting places; a PC with 5 or more ranks in Knowledge (religion) receives a +2 synergy bonus to the Bluff check. Due to the level's overall proximity to the Chapel of Orcus (Level 14), turning rolls are at -4. These wights have no treasure; the priests of Level 4 long ago looted the tombs.

Wights (5): CR 3; hp 32; see the **MM**.

Tactics: The wights gang up on one character at a time; any PC kills by a wight adds to their number and joins the fight on their side. The wights attack clerics and paladins first. They fight until slain (Öagain).

Level 5

Difficulty Level: 9

Entrances: Stairs from Level 4; bee tunnel from the surface

Exits: Stairs to Level 6; ladder to level 14 (see area 5-10)

Wandering Monsters: Check once every 30 minutes on 1d20:

1-3	1d6 wights
4-5	3d6 dire rats
6	Kupra and the flesh golem
7	1d6 Acolytes of Orcus , en route to Level 4 (see the Appendix for stats)
8-20	No encounter

Detections: None.

Shielding: None.

Continuous Effects: Due to this level's proximity to the Chapel of Orcus (Level 14), turning on this level is at -4.

Standard Features: Unless otherwise noted, all doors on this level are locked and constructed of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC18], Open Lock [DC 20]).

5-2. Empty

Crypts, bones and useless junk litter all areas marked 5-2. GMs should spice up each of these areas with 2d4 randomly rolled items from the "Dungeon Dressing—Minor Features and Furnishings" table in the **DMG**. GMs should also roll a wandering monster check each time a PC enters an area labeled "5-2"; a 1 to 6 on 1d20 indicates the presence of 1d6 wights.

5-3. The Secret

Arcane-locked Door

With a successful DC 20 Search check, alert PCs note a 5-foot-wide metal section of the corridor wall. This door is *arcane locked* (CL 11) but can be bypassed by normal

means, providing access to a laboratory area and Banth's lair. The door pivots open along a central axis.

Arcane-Locked Secret Iron Door: 2 in. thick; Hardness 10; hp 80; Search (DC 20); Break (DC 30); Open Lock (DC 32).

5-4. The Blackened Room

A huge, iron portcullis, flanked on either side by two pairs of black-stained, smooth-stone pillars, bars the PCs' path. Before the pillars stand two huge vats, fashioned from blue stone, that contain a smoking, smoldering, superheated substance. Waves of heat blur and distort the air above the vats. The soot and smoke emanating from the vats have blackened the walls and ceiling.

This room, seemingly very dangerous, is actually quite harmless — unless the party does something really stupid or someone from area 5-6A is dropped through the pit trap into a vat. Otherwise, there is nothing to fear.

The portcullis marks the entrance to the maze on Level 6 and can be raised as described below. Unlike the soot-stained granite pillars, the vats have been magically constructed to remain very, very hot (over 2,000°F), and they contain molten rock. Immersion in these vats deals 10d10 points of fire damage per round, no save allowed. Contact with the liquid deals 6d6 points of fire damage per round (DC 20 Reflex for half damage).

Iron Portcullis: 1 in. thick; Hardness 10; hp 40 per bar; Break (DC 38); Lift Gate (Strength check [DC 25]; a maximum of 3 PCs may combine their efforts).

Treasure: Soot on the southwest pillar masks a fine vein of living rock, a magical metal that can be used to construct weapons of +5 enchantment. A PC succeeding on a Knowledge (DC 30; arcana, mining, metalworking, blacksmith, or similar applicable skill) check can recognize this material. PCs need a +3 or better weapon to extract it, ruining the weapon (if below +5 enchantment) in the process. A *stone to flesh* or *rock to mud* spell would more effectively and completely remove it. Additionally, this material has anti-magical qualities. A dagger-sized piece increases spell failure (or magic resistance) by 10% when touching a person's body. Larger pieces elevate this magic-nullifying percentage. A shortsword-size weapon (with a 20% antimagic effect, the equivalent of two daggers) might be fashioned from the living rock present here. A PC can forge this material into a weapon or armor with magical fire and a successful Craft check (DC 30; armorsmith or weaponsmith).

5-5. The Greater Wight Lair (EL 10)

The temperature continues to drop as the PCs pass through burial chamber after burial chamber. As they open the final door, they see numerous intact crypts and witness horrid undead crawling from within them.

Twelve of these creatures are wights — those crypts marked with an "X" — and one is a barrow wight — the solid-shaded crypt — a servant of the demon lord, Orcus, himself. Due to the Chapel of Orcus' proximity (Level 14), turning is at -4! These creatures protect Banth and serve the priests on Level 4.

Barrow Wight, Advanced: CR 6; hp 96; see the Appendix.

Wights (12): CR 3; hp 32; see the MM.

Tactics: The wights gang up on one character at a time; any PC thusly slain adds to their number and joins the fight on their side. The wights try to attack clerics and paladins first. They fight until slain (Öagain). The barrow wight actually climbs the wall and drops on a victim (Climb check DC 20), but does not join the fight until he sees all of the PCs engaged (he then targets unarmored foes).

Treasure: The advanced barrow wight wears a suit of full plate mail armor. In addition, his crypt contains a gold crown worth 5,000 gp, 2,300 sp and an ivory drinking horn (studded with garnets) worth 500 gp.

5-6. Banth's Laboratory (EL 12)

This area, accessed through the secret door at area 5-3, constitutes the laboratory and living quarters of the evil wizard, Banth.

- Area 5-6A: A guardroom, populated by zombies that act as an early warning system for the wizard.
- Area 5-6B: Banth's victim-storage area, containing cages that house unfortunate creatures.
- Area 5-6C: A vivisection laboratory.
- Area 5-6D: Banth's living quarters and private study.
- Area 5-6E: The living quarters of Kupra, Banth's not-so-loyal apprentice.

Determine the locations of Banth, Kupra and the flesh golem and their respective activities by rolling 1d10 for each character and consulting the table at the bottom of the page.

Banth, Male Human, Tra 11: CR 11; hp 59; see the Appendix.

Kupra, Female Human, Tra 3: CR 3; hp 17; see the Appendix.

Person	1-2	3-5	6-8	9-10
Banth	Room B, examining animals	Room D, studying	Room C, working	Room D, asleep
Kupra	Making rounds	Room E, studying	Room B, feeding animals	Room E, asleep
Flesh Golem	Making rounds	Room B	Room B, carrying food	Room B

Flesh Golem: CR 7; hp 65; see the **MM**.

Socrates, Male Human, Mon5: CR 5; hp 17; see the **Appendix**.

Cockatrice (3): CR 3; hp 27; see the **MM**.

Fire Elemental: CR 7; hp 136; see the **MM**.

Tactics for Banth: Unless Banth is surprised (unlikely), he meets the PCs in room 5-6A.

But if Banth is asleep when the PCs encounter the zombies, Banth first conjures a fire elemental (using the brazier in room 5-6D) while dispatching the flesh golem to aid the zombies. He uses his *wall of force* spell to block room 5-6C's door until he is properly prepared. Given the opportunity, Banth will throw a *cone of cold* spell into room 5-6A or 5-6B (zombies and golems are unaffected). Before closing to fight, Banth casts the following spells in this order: *stoneskin*, *displacement*, *mirror image*, *protection from arrows*, *improved invisibility*, *phantasmal killer* (from behind the *wall of force*), *slow*, *crushing despair*, and *repulsion*.

Banth attacks using his fire elemental and wand until all PCs are either dead or turned into mice (his favorite *baleful polymorph* creature). If pressed, he tosses white mice (which are actually *baleful polymorphed* creatures) into the PCs' midst and casts *dispel magic* (adding three very confused cockatrices and a monk) to the fray. Then he retreats to room 5-6D. He is loath to kill his experimental subjects in room 5-6B and only uses *cone of cold* there if desperate.

If Banth is sure he will lose the fight, he retreats to room 5-6D, grabs his spellbooks and journal and changes into gaseous form. He follows the PCs to seek revenge later, hiding on Level 4 in the temple area. If cornered and without an escape spell, Banth uses *T's transformation* to fight the PCs.

Tactics for Kupra: Because of Banth's horrendous treatment of her, Kupra is a coward. She retreats and hides in room 5-6C (under a table) or in room 5-6E (under her bed), casting *arcane lock* on the door and *invisibility* on herself. If encountered outside of the lair, Kupra becomes *invisible* and retreats to warn Banth. If Banth is slain or if she is captured, Kupra surrenders and tries to double-talk her way out of trouble. She is not evil — a fact that the monk, Socrates, can support, if he lives. She would make a fine apprentice for an up-and-coming PC wizard.

Tactics for the Flesh Golem: If the golem enters the fray in room 5-6A, it follows its programming to “throw people into the pit.” If it enters the fray in room 5-6B or is encountered outside of the lair, the golem fights normally, using fewer tactics than even the zombies.

Tactics for the Fire Elemental: It attacks the closest creature, besides Banth, within range.

Tactics for the Cockatrices: Look out! The birds move about randomly, attacking anything within easy reach. Left alone, they retreat into the dungeon, searching for food.

Tactics for Socrates the Monk: Socrates, a monk (Mnk5, LG), avoids the birds but joins the PCs to destroy the bad guys. He joins the party afterwards if it is of similar ethos.

5-6A. The Entryway (EL6)

The *arcane locked* door opens into a large hallway. After the PCs navigate it, they find themselves in a large room, with a door on the far-right wall. Twelve men in plate mail occupy this room and begin to shuffle toward the PCs. These shuffling warriors, armed with halberds, exude a stench of decay.

These “men,” actually zombies in plate mail, should not present much of a challenge to the PCs and are there only to delay the PCs' entry into Banth's inner sanctum.

Note the pit trap in the far, eastern section of the room. This trap, leading to a chute, channels thrown or falling PCs into one of the vats detailed in area 5-4 above (treat any PCs thusly dropped as “immersed”).

The door to area 5-6C is *arcane locked* (CL 11th). The secret door to area 5-8 is easy to find; whatever lies beyond emits a loud buzzing noise. Remember that, due to the proximity of the Chapel of Orcus (Level 14), turning rolls are at -4.

Zombies in Plate Mail (12): CR 2; hp 16; see the **Appendix**.

Arcane-Locked Secret Iron Door: 2 in. thick; Hardness 10; hp 80; Search (DC 20); Break (DC 38); Open Lock (DC 30).

Pit Trap (20 feet deep, leads to a chute): CR 3; mechanical; location trigger; automatic reset; Reflex save (DC 20) avoids; 20 ft. deep and fall into molten rock (2d6 plus 10d10 fire per round, fall plus molten rock); Search (DC 20); Disable Device (DC 20).

5-6B. Tigers and Monkeys and Rats, Oh My! (EL0)

This room contains six cages that hold Banth's twisted animal experiments. The first cage, for example, contains two, small, horribly mutated monkeys — each has five arms and wears a sad expression. Four of the remaining cages contain warped crossbreeds of monkeys, rats, wolves, spiders and humans. The resultant creatures are unidentifiable, but harmless and beyond saving; they will remain caged until they die. After years of torture at Banth's hand, they cower in fear when approached. The central cage, however, holds a **female dire tiger**; she is nursing a pair of newborn cubs. Neither the mother nor her cubs have yet endured Banth's tampering.

All of the cages are locked, requiring successful DC 20 Open Locks checks to gain access. Keys hang on the south wall, near the door. When the cages holding the twisted experiments are opened, the creatures flee and hide. They die within days, even if nursed in some way by the PCs. If freed, the dire tiger attacks anyone who approaches her. If PCs address her through *speak with animals* or a wild empathy



check (her initial attitude is hostile), she becomes a powerful ally against Banth and his minions (she hates Banth, as he dissected and killed her mate). She will aid the PCs and then travel to the surface to freedom. If the PCs aid her in slaying Banth and reaching the surface, she watches over them whenever they are on the surface and near the entrance to the dungeon. In this case, the party never encounters any of the humanoid brigands on the surface, as they all fear the powerful cat. She cannot become an animal companion as she has cubs to care for.

The door to area 5-6D is *arcane locked* (CL 11th). The other door (to 5-6E) is unlocked.

Female Dire Tiger: CR 8; hp 140; see the *MM*.

Newborn Dire Tiger Cubs: CR 1; hp 12; non-combatant.

5-6C. The Laboratory

Banth furnished his laboratory with numerous tables and shelves, upon which sit horrible instruments of torture, various wizardly tools and a goodly supply of the most common (and many not-so-common) alchemical ingredients. Several humanoid and animal body parts rest on two of the larger tables. On a third table, a strange beast has been sewn together — combining parts of a man with those of a tiger, sporting duck paddle-feet. The creature on the table is dead, the experiment a failure.

Randomly sampling alchemical materials can be very dangerous. A brave imbiber will endure an effect according to the following list (roll 1d00):

- | | |
|--------|--|
| 1-12: | Deadly poison; Fortitude save at DC 20 or suffer 2d6/2d6 Con damage |
| 13-25: | Imbiber goes into deep sleep for 2d100 days (DC 30 Fort save avoids) |
| 26-35: | Imbiber becomes delusional — believes that he is invisible, can fly, etc. |
| 36-50: | Imbiber <i>polymorphed</i> into a mouse (DC 20 Will save avoids) |
| 51-80: | No effect |
| 81-95: | Tastes great; the imbiber gains immunity to transmutation spells for 2 hours |
| 96-99: | Imbiber is either (1-3) <i>stoneskinned</i> (CL 9th) or (4-6) <i>weakened</i> (-1d4 Str) for 8 hours |
| 100: | Imbiber gains 1 point of natural AC permanently |

Treasure: A wizard or alchemist might pay 10,000 gp for the lab's contents. Removing the lab's contents from the dungeon would require several trips by several persons. On one bookshelf, amongst Banth's journals, which are full of his insane ramblings, PCs will find a *manual of flesh golem creation*.

5-6D. Banth's Quarters

Banth furnished his bedroom with bookshelves and a desk, in addition to a plain and serviceable bed. Several oil lamps light the room, and a large brazier of coals provides heat. The lackluster nature of the furnishings reflects Banth's personality — all work and no play make Banth a dull boy! Banth retreats to this room if losing any battles with PCs, grabs his books and flees.

He leaves all other treasure and items behind (including his apprentice, Kupra).

Treasure: Inside the desk are 220 pp, 3,200 gp and 6 potion bottles (*cure serious wound*, *cursed potion of permanent polymorph* [imbiber selects the animal but the effect never wears off], *flying*, *gaseous form*, *hiding* and *polymorph*). The brazier is a *brazier of commanding fire elementals*. The bookshelves contain Banth's spellbooks and his journal. The spellbooks contain all of the spells he has memorized, in addition to four spells each of levels 1 through 5 and two level 6 and two level 7 spells (to be determined by the DM). Banth's journal has various treatises on engineering mutations and several very useful pieces of information — namely, seven rumors (from the list provided in the Introduction) and a full discussion of the mithral gates on Level 9A of Rappan Athuk. Banth believes (correctly) that the mithral gates demarcate the final resting place of Akbeth. He discovered that she was transformed to stone by a curse of Hecate, but had a magic ring that allowed her to assume the powers of the new form. Banth's journal also mentions the healing properties of the bee's honey, which can be found in room 5-9.

5-6E. Kupra's Quarters

This room, Kupra's bedroom, features only a small desk and a straw bed. When PCs explore this room, Kupra is most likely present, hiding (her stats and tactics are detailed in room 5-6, above). She avoids contact with the party and surrenders if discovered. If a PC kills her, he discovers her spellbook tucked into her robe; it contains only those spells she has memorized. She has hidden a *potion of neutralize poison* in the desk. A stuffed toy bear sits on the bed.

5-7. Slimy Stuff (EL 4)

This vacant room's most obvious feature is a pile of corroded metal and bits of bone. Escaping immediate notice is the large colony of **green slime** clinging to the ceiling. The slime can be discovered on a successful DC 15 Spot check, or automatically if any PC specifically looks up. It falls on any PC moving more than 5 feet into the room. Thirty points of fire or cold damage will totally destroy the colony.

Colony of Green Slime (CR4): see the DMG.

Treasure: A figurine of wondrous power (*stone horse*) lies buried in the debris. A PC can discover it with a successful DC 12 Search check. Of course, searching the pile exposes the PC to the falling slime.

5-8. The Endless Pit (EL 7)

The mouth of a seemingly bottomless pit dominates the center of this room. PCs hear a loud buzzing noise from the craggy, uneven west wall, which appears to be made of a thick, waxy, folded and wrinkled parchment that can be broken through easily. (The wall, bordering area 5-9, is part of the beehive).

Trap: The pit empties into a permanent *plane shift* trap set 100 feet below the rim. The pit itself is only 110 feet deep, but nothing falling ever hits the bottom because of the *plane shift* effect. Magic has no effect after the 100-foot mark (this allows about 2 rounds for action). Anyone falling is lost forever on the astral plane. PCs can use their plane travel abilities to rescue fallen comrades.

Plane Shift Pit Trap: CR 7; magic device; location trigger; automatic reset; 110 ft. deep (no damage, person falling in is *plane shifted* to the astral plane after falling 100 feet and is trapped on that plane); Spot DC (automatic); Search DC (automatic); Disable Device DC (impossible; magic may only be removed by a *wish*).

5-9. The Beehive (EL 10)

The paper wall tears apart, revealing a small cavern. The buzzing noise intensifies. PCs survey a giant, honeycomb-shaped honeybee nest clogging the room. Giant worker bees crawl in and out of the hive, busily attending their tasks; they seem uninterested in the PCs. The bees, generally non-aggressive, do not attack unless harassed or too much honey is taken (see below). Angry bees do not pursue PCs more than 100 feet from the hive. Behind the hive, a tunnel leading to the surface emerges about 3 miles from the hilltop dungeon entrance. If PCs burn the hive, all bees lose their flight ability, the queen (deep



inside the hive) leaves and the honey is lost.

Giant Bees (24): CR 1; hp 13; see the **MM**.

Treasure: These bees make a magical, healing honey. This honey cures 1d8 hit points and can cure poison (like a *neutralize poison* spell) — but only if applied topically. If consumed, the honey tastes delicious but has no curative effects. The honey loses its potency a day after its removal from the hive. Up to 6 doses per day can be collected without disturbing the bees. The bees attack if additional doses are collected. They fight until slain; if more than 6 bees die, the remainder quit making honey and leave the dungeon.

5-10. The Super-secret Door

PCs can only find this door if using *true seeing* or by carefully and methodically probing the walls with their fingers (taking double the normal amount of time to search the area). If successful, the PCs discover a small keyhole in the wall at shoulder height. This entrance is magically hidden. Nothing short of a *wish* or *miracle* spell opens the secret door, unless the PCs obtain the

door's key from the high priest on Level 9. The corridor beyond leads to room 5-11.

Stone Secret Door: 2 in. thick; Hardness 25 (DR 15/adamantine or epic); hp 80; Break (DC 40); Search (DC 30); Open Lock (DC 40, or with key).

5-11. The Passage to the Chapel of Orcus

An atmosphere of unspeakable evil chokes this area. The stench of death and decay is so thick that it makes the PCs eyes tear. Anyone within 20 feet gets the sinking feeling that something other than darkness awaits at the foot of the ladder before them.

If the PCs descend the ladder, only those who succeed on a DC 22 Will save overcome the magical fear power of the level below. Anyone who fails the save cannot voluntarily descend the ladder but instead cowers in fear, huddled in a corner (they may retry in one week). The ladder leads to Level 14. It is not trapped, and no harm will befall anyone that descends it, other than transporting him to one of the most vicious levels of the dungeon, that is.



This infamous level, the subject of a cautionary tale spoken of in hushed tones by adventurers, proved fatal to a powerful, monster-stomping party that got lost and starved to death. Few monsters (other than random wanderers) populate this level. The chief difficulty is its numerous, insidious, shifting, sliding, teleporting maze sections. This maze foils even magical attempts to discern the proper route as a passage — correct a moment ago — shifts, diverting the party into a random, new direction. Level 6 contains only two difficult encounters: the will-o'-wisps and the undead storm giant, Kor, in the Hall of Ereg Tal. But even these trials are avoidable. The maze is not.

DM Note: This is a very critical level. Area 6-15 offers the only means to reach Level 7, which in turn accesses Levels 13 and 15. To completely eradicate the evil of this dungeon, stalwart adventurers must eventually visit these levels; therefore, they must navigate this level. Also, several Level 6 features were described in the rumors section of the Introduction — including the infamous “white corridor,” the “mushroom of youth” and of course the entrance to “Hell.” The map of this level is shown in **Map RA-6**. Three example maze sections are depicted in **Maps RA-6 Maze 1, 2, and 3**.

6-1. The Portcullis

The portcullis from Level 5 closes itself after 2 turns. PCs returning to Level 5 must move it again.

Iron Portcullis: 1 in. thick; Hardness 10; hp 40 per bar; Break (DC 38), Lift Gate (Strength check at [DC 25]); a maximum of 3 people may combine their efforts).

6-2. Mazes and Monsters (EL 7 per maze section)

The areas designated “6-2” on the map are maze sections. There are 3 maps provided for the DM to use while PCs explore these mazes. While PCs move through a maze section, they encounter wandering monsters as usual. All shifting/sliding walls move every time a door is opened. The doors are magically constructed, so only one door per room may be opened at a time. DMs should intentionally give PCs wrong directions (i.e., left = right) at all times, unless the PCs succeed on a DC 30 Knowledge (dungeoneering) on which they cannot take 20. DMs should improvise or alter each section to frustrate

and bewilder their PCs. PCs’ attempts to retrace their steps prove futile, and the shifting nature of the maze prohibits classical means of maze solving (e.g., string). This maze affords DMs a rare opportunity to toy with players; have fun!

Each time a maze is entered, a **mustard jelly** attacks after 1d8 rounds. It is an intelligent monster; it instinctively divides itself to chase PCs if the party splits into separate groups to escape.

Mustard Jelly: CR 7; hp 83; see the **Appendix**.

6-3. The Rubble Room

Uneven and broken, the floor of this cavern suggests that the ceiling has collapsed. Huge piles of rubble block the passage, which must be climbed or cleared to make any progress. The large cavern beyond, filled with rubble, reduces all movement to half-normal. Full movement or running requires a successful Reflex save (DC 14); failure means the character falls and takes 1d3 nonlethal damage. The ceiling is 30 feet overhead, and the rubble can be crossed at the dotted line area (see the map) without clearing away any material. Locating this crossing requires a successful Search check (DC 12). Wandering monsters use the narrow path to their advantage.

6-4. The Cliff (EL 2)

An 80-foot-high cliff, dotted by numerous rat holes, looms before the party. Normal rats infest the cliff. The rats attack anyone climbing the cliff; they also gnaw at ropes. As PCs scale the cliff by hand or rope, 2d6 normal rats attack each PC. Since the PCs are dangling on a rope, no Dexterity or shield bonuses may be used while climbing (deflection and armor bonuses apply normally, however). Attacking rats have a 20% (1-4 on 1d20) chance per round of chewing through a rope. It takes 6 rounds to descend the cliff on a rope, but 18 rounds to ascend it. Climb checks must be made 4 times on the way up (every 20 feet [DC 15]) and twice on the way down (every 40 feet [DC 12]). Climbing without ropes adds 5 to the DC roll. Wandering monsters will either be at the top or base of the cliff (i.e., a 50% chance). A **fireball** or other large, spectacular magical effect causes the rats to scatter.

Normal Rats (100+): CR 1/8 each; hp 1 each; see the **MM**.

Level 6

Difficulty Level: 8

Entrances: Stairs from Level 5

Exits: Stairs to Level 8; river channel to Level 10A; secret aquatic passage to Level 7. One of the maze sections (randomly determined) leads to Level 8A.

Wandering Monsters: Check once every hour on 1d20:

1	1d3 mustard jellies (see area 6-2 for stats)
2	1d6 Medium monstrous spiders
3	2d6 dire rats
4	1d3 minotaurs
5	3d6 normal rats
6	1d4 wererats
7	1 will-o'-wisp
8	2d6 stirges
9	1d2 mind flayers with 1d4 hell hounds
10-20	No encounter

Detections: Magic emanates from area 6-5. Good radiates from area 6-7.

Shielding: None.

Standard Features: The ground, in all areas except area 6-3, is level and offers good footing. Walls, columns and so on — unless otherwise noted — have numerous handholds and holes, making them easy to climb. Climbing all features requires a successful DC 12 Climb check, unless otherwise noted. Fungus encrusts most surfaces in the natural cavern areas on this level; 20% of the fungus is edible, while 10% is poisonous (Fort save [DC 16] or take 1d6/1d6 Con). A successful Survival check (DC 20, DC 14 for gnomes and other underground creatures) allows PCs to determine which are edible. Mazes and cut corridors are free of fungus.

Traveling in Small Tunnels: Smaller tunnels (solid lines) are less than 3 feet in diameter and require that even Small creatures crawl. Large creatures cannot navigate these tunnels unless they are long and slender or flexible. Huge creatures cannot pass at all. Medium creatures make all attack rolls at –8, and Small creatures using all but thrusting weapons attack at –4. No saves are allowed for area effects in small tunnels.

The River and Swimming: The river channel beyond area 6-14 is moderately hard to swim. Any creature attempting to swim to Level 10A must succeed on a Swim check (DC 12). Failed checks require a successful Fortitude save (DC 15); creatures failing this save drown and are dead on arrival at Level 10A. Swimming upstream is impossible, and leads nowhere in any case.

6-5. The White Corridor (EL7)

This corridor, seemingly constructed of seamless white stone, stretches 300 feet and leads to area 6-6. A few feet inside the corridor, the skeletal remains of rats and bats clutter the floor. A few feet beyond them, the remains of a large humanoid creature lay in twisted repose. The floor, walls and ceiling of the corridor constitute a **magically poisonous trap**. A PC who touches these surfaces must succeed on a DC 20 Fortitude save; a failure means the PC takes 1d3 points of Strength damage per round of contact. PCs can drag their unconscious comrades free before they slowly starve to death. A similar Fortitude save must be made one minute later, whether or not the initial save was successful and regardless of whether the PC is within or outside the corridor. The DM must record the number of rounds a PC is inside the corridor and/or in contact with it. PCs must make a save every round they are in the corridor and subsequent saves one minute later for each round they were in the corridor.

The poison is magically transmitted through any material in contact with an individual's skin, including boots and gloves. Double-layering clothing or layering stones or other items to walk across does not prevent contact with the magical poison, as the poison is magically "conducted" to any living being in the corridor. Passing through the corridor successfully requires making no physical contact with it. PCs might use magical flight or levitation to successfully negotiate the poisoned passage.

DM Note: Any magical transport activated within this corridor (dimension door, teleport, etc.) immediately teleports a PC to **The Sorcerer's Citadel** (as detailed in *Demons and Devils* from *Necromancer Games*). This citadel has a similarly constructed trap. Some scholars correctly assert that Crane the sorcerer safeguarded this corridor for Ereg Tal — a fact that can be confirmed by the Oracle on Level 3 of this dungeon.

Magically Poisonous Corridor Trap: CR 7; magic device; touch trigger; automatic reset; poison (magical poison, 1d3 Strength damage per round of contact plus a similar save one minute later; Fortitude save (DC 20) negates 1 round of damage, and a save must be made for each round of contact); Search (DC 30); Disable Device (not possible).

6-6. The Hall of Ereg Tal

This is a grand hall made of polished marble and decorated with beautiful mosaics. To the south, a set of granite stairs descends into a cavern. To the north, two sets of 20-foot-high double doors, made of pure bronze and carved with bas-relief animals and men, dominate the wall. Between the staircase and doorways are two huge statues: The first a 20-foot-tall man, his bearing serene and noble and his face possessing the most perfect features you have ever seen. The second a rough carving suggesting a bearded man, at once beautiful but terrible and less perfect than its companion piece. The latter statue holds a lightning bolt above its head. Script adorns the base of each statue.

This hall comprises the gateway to the final resting place of the fallen titan, Ereg Tal, and his lifelong friend Kor, a storm giant. The statues are just statues, and there is no danger here unless the PCs disturb area 6-8. The bronze doors require a DC 24 Strength check to pull open.

Ereg Tal died over 5,000 years ago and was entombed here, far beneath the earth. Centuries passed. Then the evil priests and wizards who built Rappan Athuk stumbled upon the subterranean gravesite. Leaving Ereg Tal's tomb undisturbed (out of fear), the priests and wizards instead built a secret entrance to their infernal levels that could only be accessed by passing through what they deemed a natural barrier (the white corridor). Orcus' priests placed a curse on Kor's remains (they were afraid to tamper with the titan's body), turning his corpse into a slave of evil. The writings on the statues —the legend of Ereg Tal and Kor—are written in an archaic form of Celestial. A character who speaks Celestial must succeed on a DC 20 Intelligence check to decipher them, as follows:

Stone by stone and crafted by my hands
The tomb of Ereg Tal here stands
'Til the end of time may be
Shall his goodness shine on thee.
Chiseled by the hands of Kor the Storm
Liegeman of Ereg Tal in peace and war
For to entomb his master's bones
And thus to build eternal home.
Know ye who stand before the portal
Ereg was Titan, but not immortal
The Lord of Death did strike the blow
That laid my Mighty Master low.
Mortally wounded was Ereg Tal
The King I loved the most of all
And so I bore him to this cave

And from the stone carved our two graves.
About his blessed neck I placed
The Golden Torc, in life given free,
As Symbol of my fealty
So I sealed it in the sepulcher with he.
To the end stand I the honor guard
'Til life empties from my mortal gourd
Know all that Ereg Tal was the beloved Master
to Kor
Faithful Servant to His Lord.

To unravel the details of this story, PCs must succeed on a DC 30 Bardic Knowledge check; a successful DC 30 Knowledge (religion or history) check reveals every detail except the golden torc. Success means that the PCs learn that these two figures represent a good-aligned titan and a storm giant. The god of death himself killed the titan during a great battle among the gods. (PCs making the bardic Knowledge check also learn that Kor gave Ereg Tal a golden torc, symbolizing his fealty to the titan.) When Kor himself was near death, he brought his titan friend to this very place and buried him. These events transpired thousands of years before the dungeon existed. If the party acquires all of this information, give them a story award of 2,000 xp. Note: The golden torc detail will prove invaluable should the PCs open area 6-8.

6-7. The Tomb of Ereg Tal

This beautifully sculpted cavern houses a huge sarcophagus, sculpted like the taller statue in the hall outside. The walls and ceiling of the cavern are painted like a sky at night, with stars and a full moon glowing with magical light. This room holds little else of interest, unless the PCs somehow open the crypt.

Treasure: The crypt lid weighs 3,000 pounds and can only be lifted with a successful DC 35 Strength check. This is not to say that intelligent but weak adventurers will not get it open; *rock to mud, stone to flesh* (messy but effective) and other contrivances may prove equally if not more effective. Within the crypt, PCs find the bones of a titan. A large golden torc (worth 5,000 gp) encircles the titan's cervical vertebrae. The torc was fashioned in the likeness of an eagle — its claws curving around in front and its wings folded along the sides. If taken to a great city where its unique origin might be recognized and prized, this rare and historical piece would easily fetch 10 times its gold value from a discriminating collector. This torc also has the power to give peace to the undead form of Kor in area 6-8, below. The torc is not otherwise magical.

6-8. The Tomb of Kor the Storm Giant (EL 15)

This beautifully sculpted cavern houses a huge sarcophagus, carved in the form of the shorter statue in the hall outside. The walls and ceiling of the cavern are painted to resemble

a clear, daytime sky, with a blazing sun and few clouds. Those in the room can almost feel a faint and refreshing breeze. Entering this room invokes the ghost of Kor the storm giant. If the party bravely presents the golden torc found in area 6-7, above, the ghost leaves in peace, never to return. If it does not, the party is in trouble! Kor retains all his abilities and has gained several new ones, making him a formidable opponent.

Ghost of Kor the Storm Giant: CR 15; hp 208; see the **Appendix**.

Note: All saves against Kor's special attacks are at (DC 24) unless otherwise noted.

Tactics: Kor uses his spell-like abilities and special attacks first (*chain lightning*, *frightful moan*, *corrupting gaze* and *horrific appearance*), then his *telekinesis* ability to hurl someone off the cliff into the pool at area 6-10. Then, becoming ethereal, he disappears. At this point, Kor uses *malevolence* on a fighter character and attacks spellcasters using the fighter's body. Only after all remaining PCs have saved against the *malevolence* ability will he step forward, leaving the ethereal plane, and attack using his magical maul. He fights until slain, but does not pursue the PCs into areas 6-5 or -10. DMs needn't be creative when using Kor to destroy their parties. PCs should either retreat (fast!) or use the torc to banish his ghost. Those PCs who fight Kor should be ruthlessly punished.

Treasure: The crypt lid has properties identical to that in area 6-7. The crypt contains a storm giant's bones and several items of interest. A +8 *belt of titan strength* girds Kor's pelvis. The crypt also contains a *maul of the titans* (wielded by Kor) and an *iron horn of Valhalla*.

6-9. The Cavern Crossing

A wide chasm, 100 feet deep, splits this cavern in half. Torchlight reflects off water at the bottom of the chasm. On the other side of the chasm, four tunnel openings lead out of the cavern. The chasm's width ranges between 20 and 80 feet. The chasm's sides are tough to climb, requiring a successful Climb check (DC 18). The far tunnel opens onto stairs that lead to Level 8, while the other three tunnels are dead ends.

6-10. The Pool

Cold and clear water pools at the chasm's base. The pool's bottom cannot be seen. A water passage to the west extends into darkness, though flickering lights can be seen. The water is calm but requires a successful Swim check (DC 10) to navigate; if the PCs are protected from the cold, no check is needed for 10 minutes of swimming. Coincidentally, the swim to area 6-11 takes about 10 minutes.

6-11. The Ambush (EL 6)

Under these circumstances, this encounter bodes ill — a *will-o'-wisp* attacks PCs in the water. The PCs must either retreat to area 6-9 or swim on to area

6-12. The *will-o'-wisp* gives pursuit until the PCs leave the water. The entrance to area 6-12 is 5 feet below the water's surface and PC must succeed on a Spot check (DC 20) to notice it. The water pools at the base of a 25-foot cliff that they must succeed on a Climb check (DC 15) to safely scale. Climbers are attacked by more *will-o'-wisps* once they reach area 6-12 (see below). PCs who can fly or water walk may fare better.

Tactics: The *will-o'-wisp* gains life energy by drowning people. It avoids combat, and unless *mazed* or *magic missed* to death, it shocks everyone in the water every round for 2d8 points of damage (30-foot range in water; DC 20 Fort save for half).

Will-o'-Wisp: CR 6; hp 40; see the **MM**.

6-12. The Wisp Lair (EL 9)

Strange, eerie lights fade in and out within this cavern. A deep pit in the cave's center seems to be the source of the light. This area is the lair of the *will-o'-wisps* that inhabit this level. They generally attack at area 6-11 (see above), but one or more may be here when the PCs reach this area. This room may also be accessed from area 6-16 through the stream and from area 6-14 — both avenues that avoid the dangers of area 6-11. The "S" shaped cliffs on the north side of the area lead to areas 6-13 through 6-15.

Will-o'-Wisp (3): CR 6; hp 40; see the **MM**.

Tactics: The *will-o'-wisps* attempt to draw PCs to the pit's edge, where they become invisible and then "bump" the PCs in. Anyone bumped must succeed on a Reflex save with a DC equal to 12 + the damage done or fall 40 feet (damage 4d6) to the pit's bottom. The wisps then only attack those who try to escape, preferring that their victims slowly starve to death.

Treasure: There is a 40-foot-deep sinkhole in the room's center. This pit contains the wisp's treasure, namely the remains of two adventurers. One, a fighter, still wears his masterwork full plate mail and a *ring of intelligence* (+2 Int while worn); he also has a rotted sack containing 230 gp. The other, a monk, still has a pair of +1 *kamas* and wears a *vest of escape*.

6-13. The Wishing Rock

A large, red boulder divides the corridor in two. There is a 2-inch-diameter hole on one side of it. Surrounded by walls of slate-gray stone, the red color is unusual for these caves. For some bizarre reason, someone used a *teleport* spell to transport this boulder to this locale. The 2-inch hole extends 6 feet into the rock. Carefully wedged at the end of the hole is a *ring of three wishes*. The ring cannot be seen without directed light, and a PC trying to extract it must succeed on a Dexterity check (DC 30), assuming that a fishing hook and line (or their equivalents) are available. Rogues may use their Disable Device skill (same DC) instead.



6-14. The Bridge over Troubled Water

A huge, carved bridge runs over a stretch of river. Skulls and screaming faces adorn every surface of the stone — a grim warning to those who would cross. Forty feet below, PCs can see a shallow rapids rushing between two narrow banks. Strange fungi grow

on the banks of the river, some of which glow faintly in the dark below.

The bridge itself is harmless, though it does lead to area 6-15. The area of real interest, however, is the southern bank of the river, which is choked by six kinds of magical fungi. A PC who succeeds on a Knowledge (nature) (DC 30) or Survival check (DC 30) can identify the following mushrooms, except for fungus 6:

1. Green with orange spots, this mushroom radiates necromantic magic. It is very poisonous (Fort save [DC 25]; 2d6/2d6 Con damage). Five doses of this fungus can be collected. Growth time is 1 year per dose from spores.
2. Purple and glowing in the dark (20-foot radius), this mushroom also radiates necromantic magic. It acts as a dose of *Keo's restorative ointment* if taken internally. Six doses of this fungus can be collected. Growth time is 2 years per dose from spores.
3. Though this mushroom is brown and smells terrible, it counts as a full week's rations if ingested. Thirty-six doses of this fungus can be harvested. Growth time is 200 days per dose from spores.
4. Blue with white spots, this mushroom — radiating a slight aura of Necromancy — acts as a bane to undead; it adds +6 levels to any turning attempts when eaten by a cleric. Non-clerics who eat these mushrooms gain the ability to turn undead as a 6th-level cleric. Its effects last for 3d6 rounds. Only three doses of this fungus can be gathered. Growth time is 1 year per dose from spores.
5. Orange with violet spots, this mushroom radiates a slight aura of Abjuration. If eaten, it provides complete immunity to psionics for 30 minutes. Six doses of this fungus grow here. Growth time is 5 years per dose from spores.
6. This is the famous mushroom of youth described in the legends of Rappan Athuk. The sole, living sample of this mushroom is red with yellow spots. Its reputation is somewhat misleading. The fungus' real effect changes the age of anyone who ingests it from -80 to +20 years. Roll 1d100-80, and add that sum to the ingesting PC's age. If the result is negative, the person grows younger by the negative amount. If the result is positive, the PC ages by that amount and suffers any concomitant aging effects. Any PC brought to zero years or less immediately disappears; no save. The PC may not be restored in any fashion short of a *wish* or *miracle*, which brings the character back to the point in time just before she ate the mushroom. If the mushroom ages a PC, excess years can be removed by a *restoration* spell. Growth time is 100 years per dose from spores.

The river leads to a small path under areas 6-10 and -11, which eventually leads to Level 10A. The river does not connect with areas 6-10 and 6-11.

6-15. The Passage to the “Gates of Hell”

This cavern ends abruptly. A small pool ripples gently at its center. Six feet below the water’s surface, PCs can see a 5-foot-diameter opening. This opening leads to a 30-foot tunnel, which constitutes the one-and-only entrance to Level 7 (“Hell”).

6-16. The Lost Goblins, Part 2 (EL 12)

A party of goblins — **14 goblin rogues**, **4 goblin leaders** and **Ubar the goblin wizard** — became lost in this level’s mazes and have been unable to escape; they hide out here. They attack anything that enters the room and are particularly afraid of the will-o’-wisps and mustard jellies that have already eaten several of their comrades. Led by a goblin wizard, this party defends its lair well. The wizard, using his set of *pipes of the sewers*, summons hordes of rats to both distract attacking monsters and supplement the goblins’ diet.

Ubar, Male Goblin, Wiz9: CR 9; hp 42; see the **Appendix**.

Possessions: Robes, spellbook, dagger, *wand of cone of cold* (11 charges), *pipes of the sewers*, *scroll of two arcane spells* (*maze* and *freedom of movement*), sack with 19 gp.

Goblin Leader, Rog5 (4): CR 5; hp 26; see the **Appendix**.

Possessions: Studded leather armor, light wooden shield, shortbow with 40 arrows, handaxe, dagger, 1d4 sp, 2d4 cp, potions (see below).

Goblin Scouts, Rog3 (14): CR 3; hp 14; see the **Appendix**.

Possessions: Studded leather armor, light wooden shield, shortbow with 40 arrows or javelins (3) or handaxe, dagger, 1d4 sp, 2d4 cp.

Tactics: After area 6-17’s trap is sprung, Ubar summons rats using his *pipes*. He uses his *transmute rock to mud spell* to collapse the entryway into the cavern. The wizard casts *invisibility* on two of the goblin leaders and *improved invisibility* on himself. He conjures a fire elemental to engage the PCs, holding his other spells and his wand in reserve. The goblin leaders attempt sneak attacks, while the remaining goblins shoot arrows at the PCs. All goblins flee if attacked with melee weapons. All goblins have cover until approached within 10 feet. They are spread out (more than 20 feet apart) to avoid area-effect spells and grenadelike missiles.

Treasure: In addition to the possessions listed, goblin leader #1 has a *potion of invisibility*, #2 has a *potion of cure serious wounds*, #3 has a *potion of swimming* and #4 has a *potion of bull’s strength*. The DM determines their use. Ubar’s traveling spellbook contains only those spells listed and one additional 5th-level spell: *transmute mud to rock*.

6-17. The Goblin’s Trap (EL 4)

The goblins in area 6-16 set this nasty trap to dissuade monsters and adventurers from approaching their lair. The goblins soaked a spongy patch of lichen and fungus with oil; a flask of *alchemist’s fire* triggers the trap. Triggering the trap alerts the goblins, allowing them to prepare for the party’s arrival. Summoned by the goblin wizard, a large pack of rats rush the PCs from behind.

Goblin Fire Trap: CR 4; mechanical; location trigger; no reset; multiple targets (all targets in adjacent 5 ft. x 5 ft. squares); no attack roll necessary (5d6, fire plus 1d6 fire per round for 1d6 rounds, Reflex save [DC 18] for half damage); Search (DC 20); Disable Device (DC 20).

LEVEL 6A: CAVES & CAVERNS— THE LAIR OF THE SPIDER QUEEN

This cavern connects the upper and lower levels of the Dungeon of Graves, and in most instances, PCs must traverse it to delve deeper into the hill. The cavern consists of several individual cave complexes linked by dire rat tunnels and river channels. The Spider Queen, Aldeth, an evil enchantress obsessed with small, hairy, eight-legged beasts, makes her home high above one cave's floor. The goddess (the demon queen of spiders and goddess of the drow), whom Aldeth worships, has placed a demonic retriever in Aldeth's service. The wererats on Level 1 report any activity to Aldeth. PCs will discover two tombs on this level: one houses the remains of a greedy merchant, and the other is a wizard's crypt, containing a trapped mind flayer. Area 6A-9 represents the lair of particularly large and intelligent trolls who use magic items and are affectionately known as the "naughty" trolls by those few who have survived their encounters. The map of this level is shown in **Map RA-6A**.

6A-1. The Spider's Nest (EL 11)

This cavern serves as a huge nesting area for the monstrous spiders that live on this level. Thus, **2d6 Medium monstrous spiders** attack the party 3 rounds after it emerges from the small tunnel. As usual, the spiders try to ambush the PCs (the spiders' Hide check is opposed by the PCs' Spot check). Every 3 rounds, 1d3 additional spiders join the attack until all spiders are slain. The spiders are spread out over the cavern's entire length, so weapons of mass destruction (e.g., *cloudkill*) won't kill more than 1d6 of them, unless such a spell is cast in dangerously close proximity to the party. Various nests and hundreds of eggs festoon the cavern. One PC working for 2 hours might clean it out; if the cavern is not cleared of eggs, the spider population recovers at a rate of 15 per month. If the nests are cleared, add a story award of 500 XP to the encounter experience.

Development: Clearing out the cavern draws the denizens of areas 6A-3 through 6A-5 to the cavern. The remaining spiders and the retriever (from area 6A-5) attack the PCs while they are burning the nests. The Spider Queen remains in her lair above but supports her attacking spider pets with spells (see below). These spiders have no treasure.

DM Note: PCs can access this level by using the teleportal from Level 3A, area 3A-10.

Medium Monstrous Spiders (35): CR 1; hp 11; see the **MM**.

Tactics: A spider shoots its web, bites its opponent until he drops and then cocoons him. Webbed opponents are left alone until all other opponents are subdued.

6A-2. Empty Caves

The occasional piece of junk or debris litters those areas marked 6A-2. DMs should spice up each area with 1d4 randomly rolled items from the **Dungeon Dressing—Minor Features and Furnishings** in the **DMG**. DMs should also roll a wandering monster check each time PCs enter areas designated "6A-2."

6A-3. The Spider Bridge (EL 8)

This bridge, made of woven spider silk, connects area 6A-4 with 6A-5 and is suspended 80 feet above the cavern floor. Dead stirges and bats decorate the web bridge's sticky exterior. The bridge is defended by **12 Medium monstrous spiders**. These spiders hide on and above the bridge (receiving a +6 circumstance bonus on their Hide checks) until the PCs arrive. Any PC *flying* or *levitating* near them will be webbed and reeled in. Again, these spiders have no treasure. The bridge itself has 30 hp, has been treated with fire-resistant oil (fire resistance 5) and owes its damage resistance (10/magic and slashing) to the retriever's masterful spinning.

Medium Monstrous Spiders (12): CR 1; hp 11; see the **MM**.

Tactics: Any creature of less than Huge size can be partially webbed and pulled to the bridge. Each spider can make a ranged touch attack at +2, using its spinner to snare a creature with a strand of silk. Each silk strand has 6 hp and damage resistance (fire/5). Multiple spiders can attack the same opponent; to avoid being drawn to the bridge area and attacked, a victim must make an opposed Strength check against the attached spiders—the spiders aid each other in making the Strength check (see the Aid Another rules in the **PHB**). Anyone drawn onto the bridge must make an Escape Artist check (DC 20) or a Strength check (DC 26) to avoid being stuck to the bridge. Once in combat, the spiders shoot webs, bite webbed opponents until they fall and wrap them in webs. Any webbed opponents are left alone until all opponents are subdued.

Level 6A

Difficulty Level: 10

Entrances: Rat tunnels from Level 4 and 4A; river tunnel from Level 3

Exits: Stairs to Level 8; river channel to Level 10A

Wandering Monsters: Encounters in caves 6A-1 through 6A-5 are limited to spiders or wererats. When in those areas, check once every 15 minutes on 1d20, with 1-3 resulting in 2d6 Medium monstrous spiders, 4-6 resulting in 2d4 wererats and 7-20 resulting in no encounter. In all other areas of level 6A, check once per hour on 1d20:

1	3d6 normal rats
2	1d6 medium monstrous spiders
3	2d6 dire rats
4	1d3 trolls (not those from area 6A-9)
5	A company of goblin scouts — 2d4 goblins with shortbows, 2d4 with javelins and 2d4 with handaxes; each has a dagger; accompanied by 1d4 goblin leaders (see the Appendix for stats)
6	1d4 wererats
7	2d6 Medium monstrous spiders
8	2d6 stirges
9	1d3 piercers
10-20.	No encounter

Detections: Evil emanates from area 6A-4.

Shielding: The shielding around area 6A-6 allows only astral or ethereal entry.

Standard Features: The floor in these caves is sandy and offers good footing. Walls, columns and so on — unless otherwise noted — have numerous handholds and holes, making them easy to climb, unless they are wet and slippery. Climbing all features requires a successful Climb check (DC 12) unless otherwise noted. Fungus encrusts most surfaces on this level; 20% of the fungus is edible, while 10% is poisonous (Fort save [DC 16] or take 1d6/1d6 Con). A successful Survival check (DC 20, DC 14 for gnomes and other underground creatures) allows PCs to determine which are edible.

Traveling in Small Tunnels: Characters must crawl through a number of tunnels to access various areas of this level. Primary tunnels (dotted lines) are 3 to 5 feet in diameter and can be walked through by Small creatures. Huge creatures cannot navigate these tunnels unless they are long and slender or flexible (spiders are unaffected), and Gargantuan creatures cannot pass at all. Large creatures make all attack rolls at -8, and Medium creatures using all but thrusting weapons attack at -4. All area affect saves are at -10 while in primary tunnels.

Smaller tunnels (solid lines) are less than 3 feet in diameter and require that even Small creatures crawl. Large creatures cannot navigate these tunnels unless they are long and slender or flexible (spiders are unaffected). Huge creatures cannot pass at all. Medium creatures make all attack rolls at -8, and Small creatures using all but thrusting weapons attack at -4. No saves are allowed for area effects in small tunnels.

The River and Swimming: The river channel beyond area 6A-9 is moderately hard to swim. Any creature attempting to swim to Level 10A must succeed on a Swim check (DC 12). Failed checks require a Fortitude save (DC 15); creatures failing this save drown and are dead on arrival at Level 10A.

6A-4. The Lair of the Queen (EL 12, 14 if Boris is present)

This area marks the entrance to the lair of the **Spider Queen, Aldeth**. She does not bargain with intruders, especially those who have slain her pets, whom she considers her children.

Aldeth, a human wizard, has long served the goddess. The Spider-Goddess blessed Aldeth with several mutations, including chitinous skin and a poisonous bite. The Spider Queen employs wererats as spies; they are very loyal to her. She despises all worshipers of Hecate and will preferentially target any PC devoted to that deity. (Hecate cursed and destroyed Aldeth's sister, Akbeth.) Aldeth developed an affinity with

spiders and can communicate with them. All spiders that can hear her voice immediately obey her every command. She is currently tended by 12 **Medium monstrous** spiders. If **Boris the retriever** has not yet been encountered, it enters through the west cave entrance 2 rounds after the PCs land on the bridge. Aldeth hides as the PCs approach, casting spells from her hiding place. Her other servants, 8 **wererats** (in rat form), sneak along the ground until they are in the party's midst, change into hybrid form and attack.

Note: All spiders and wererats are *hasted!*

Aldeth, the Spider Queen, Female Human-Spider Thing, Wiz11 (enchanter): CR 11; hp 49; see the **Appendix**.

Possessions: Robes, spellbook, journal, *cloak of arachnida*, *ring of evasion*, *ring of spell turning*, *potion of oil of etherealness* (2 doses).

Medium Monstrous Spiders (12): CR 1; hp 11; see the **MM**.

Wererats (8): CR 2; hp 16; see the **Appendix**.

Possessions: Rapier, shortbow with 20 arrows, 2 gems (25 gp each), 3d12 cp, 2d6 sp, 1d8 gp.

Tactics: When Aldeth appears, all spells boldfaced in her profile will have been cast before encountering the PCs, if time allows. She *hastes* her servitors, and they begin the attack while she remains hidden. She does not *haste* the retriever. The wererats mutate and attack spellcasters and rogues, while the spiders attack the closest PCs. Aldeth and Boris focus on fighters—she with her spells, he with his eye rays, as described in area 6A-5 below. During the first combat round, Aldeth casts *slow* on the party, followed by *confusion*. She then uses her other enchantment spells to confuse and bewilder the PCs. If discovered and attacked directly, Aldeth uses her evasion ability to run to area 6A-4, protecting her flank with a *solid fog* or *wall of force*. As a final resort, she uses a potion to become ethereal and escape. The wererats and spiders fight to the death. Boris acts as described below.

Treasure: Aldeth's lavish quarters are appointed with silks and tapestries of extraordinary craftsmanship, altogether worth over 30,000 gp in the markets of Bard's Gate or a similarly large city. Much of it spider silk, it is very soft but strong. A set of stone shelves (along area 6A-4's back wall) house stacks of Aldeth's spellbooks. These books contain all the spells that she has memorized, as well as four extra spells of each level from 1 through 5, two of level 6 and two of level 7, as well as a 9th level *wish* spell. All other treasures and items are worn by Aldeth.

6A-5. Demon Spider Nest (EL 11)

The Spider Queen's pet **retriever**, Boris, lives here. It attacks all non-spider, non-wererat, non-Queen beings it sees. It fights until slain or until Aldeth tells it otherwise. Aldeth uses the retriever to keep this area clear of those things that would prey on her pet spiders, and most monsters in the adjacent few levels know this and are afraid.

The retriever cannot leave this area, as it is too large to successfully negotiate any of the exit tunnels.

Boris the Retriever: CR 11; hp 135; see the **MM**.

Tactics: Boris shoots all 4 eye beams (2 per round for rounds 1 and 2) before closing to attack. Boris uses its eye beams every 6th and 7th round thereafter. Anyone grabbed loses all Dexterity and shield bonuses and is attacked with all 4 claws until slain.

6A-6. The Wizard's Crypt and Psychic Surprise (EL 8)

A 20-foot-high pyramid of black stone constitutes the southern portion of this cavern. Runes and writings cover the pyramid's entire surface. The ominous script, written in Draconic, reads as follows:

“Me’Nak has gone into the void
Enter his tomb and be destroyed.
Beware intruders who disturb Me’Nak’s rest;
You are not welcome, do not molest,
Nor enter to respects be paid
You are not welcome at this grave.
Pyramid ensorcelled tomb—
Me’Nak has warned thee of thy doom!”

This pyramid, the crypt of a long-dead wizard, is trapped to prevent theft of the treasures within. Accessing the tomb requires astral or ethereal projection, as there is no mundane entrance. The 3-foot-thick stone of which the pyramid is constructed resists magic and has hardness 15/adamantine and Spell Resistance 30. The crypt's protective features once included a *temporal stasis* spell, but a mind flayer triggered that trap when attempting to enter the tomb astrally and has been stuck in the stasis field ever since. Any PC entering the crypt releases the mind flayer from its confinement. Battle then commences on the ethereal plane.

Note: If a creature ceases to be ethereal when inside the tomb and cannot immediately reassume that state, it is forever trapped within the crypt!

Mind Flayer: CR 8; hp 44; see the **MM**.

Tactics: The mind flayer is just as surprised as the PC who entered the tomb and triggered its release. Locked in stasis for over three years, the mind flayer is caught unaware during the first round of combat. Following the first round, the mind flayer mind blasts every round until all PCs are stunned. It then feeds. If directly engaged in melee, it becomes astral and retreats, repeating the blast/eat scenario. It does not willingly engage an opponent who is not stunned.

Treasure: The tomb contains a gold circlet set with a diamond (worth 3,300 gp), a *robe of eyes*, an *arcane scroll of 5 spells* (16th level; *antipathy*, *dismissal*, *fear*, *reverse gravity* and *wall of iron*), a *book of knowledge* and a *necklace of immunity*. Several of these items are detailed in **Relics & Rituals** published by **Sword and Sorcery Studios**. The



mind flayer carries a journal (written in his native tongue which requires a *comprehend languages* spell to translate) that contains a brief description of Level 6 — providing a clue as to the one-and-only hidden entrance to Level 7. The mind flayer’s alien text can be roughly translated as follows:

“Had wet day after silly swim from home. Found odd fungus things near path over water made by man-things. One was time changer for man-things. Very dangerous. Need new entrance to home to avoid swim wet, but man-things and dead-man-things no find home because of swim wet. Mazes confuse one bunch of man-things, and they swim past ball of light, find home. Brains small, but taste good. No more man-things find home, so me go get some to eat. Find strange man-thing of stone; will look into stone-thing to see power within. Must look inside.”

The rest is either undecipherable code, gibberish or unimportant. DMs should note that the above describes in great detail areas 6-13 through -15. The pool on Level 6, area 6-15, is the only entrance to Level 7.

6A-7. Nadroj’s Tomb (EL 2, unless Nadroj is present)

Though difficult to locate, the secret entrance, if found, leads to a small room containing a stone sarcophagus. The secret door opens by sliding up. Opening the stone sarcophagus requires a successful DC 20 Strength check.

A wealthy and exceedingly evil merchant-prince paid a high price to be entombed here. His soul lingers elsewhere. He is otherwise known as Nadroj the spectre and lives on Level 4 of this dungeon. Other than the difficult-to-find entrance, there are no traps or monsters in this crypt. This should terrify the PCs.

Note: If this tomb is robbed by the PCs, Nadroj will be permanently destroyed if he is subsequently slain on Level 4. Conversely, if Nadroj was previously “slain” by the PCs, he will be here at full strength (see the **Appendix** for his stats).

Secret Trap Door: CR 2; 2 in. thick; Hardness 5; hp 20; Spot (DC 30); Search (DC 20); Break (DC 20); Open Lock (DC 20).

Treasure: Hidden in a secret compartment in the crypt is an *arcane scroll of 3 spells* (*control weather*, *ethereal jaunt* and *prismatic wall*, CL 16). The crypt contains jewelry worth 1,300 gp (a gold with sapphire necklace, a ring and broach). Nadroj’s corpse wears a *Banje’s turban of discernment* (a new magic item, detailed in **Relics & Rituals** published by **Sword and Sorcery Studios**).

Secret Wooden Compartment: CR 2; 2 in. thick; Hardness 5; hp 20; Spot (DC 40); Search (DC 30); Break (DC 20).

6A-8. The Cathedral Cave

This cave has a very high ceiling, arching higher than torchlight can illuminate. The cavern is immense, containing a large lake where a river slows to flow around a central island. From the island, two huge, natural stone

columns, each fully 70 feet thick at the base, ascend into the darkness above. This island (area 6A-9) is home to 3 trolls (see below). The river runs from Level 3 above, down to Level 10A. Any creature attempting to swim to level 10A must succeed on a Swim check (DC 12). Failed checks require a Fortitude save (DC 15); creatures failing this save drown and are dead on arrival at Level 10A.

6A-9. The “Naughty” Trolls (EL 12)

These trolls are very intelligent (as trolls go) and use several magical goodies acquired over the years. These items make them far more dangerous than ordinary trolls.

DM Note: Do not treat these trolls as “normal.” Read their statistics and magic items very carefully before running this encounter. The naughty trolls are old, wise, and very cunning. If overmatched they try to escape to fight later (actually, they will hunt for the party almost anywhere in the dungeon) and neither die stupidly nor fight to the death if they see they are losing.

Gurang the Speedy Troll: CR 8; hp 108; see the Appendix.

Possessions: Boots of striding and springing, ring of great will (+4 on all Will saves).

Warasch the Sneaky Troll: CR 8; hp 101; see the Appendix.

Possessions: Ring of energy resistance (fire, minor; 10 points), cloak of chameleon power (effect is the same as the ring of the same name).

Zoolbing the Scary Troll: CR 9; hp 128; see the Appendix.

Possessions: Tower shield +3, belt of giant strength +4, gauntlet of rust, key to iron box.

Tactics: Gurang immediately engages the PCs at close range using his great speed. He attacks one opponent only until his strong brother Zoolbing catches up and helps him. They then gang-attack one PC until the opponent falls. Meanwhile, Warasch sneaks around behind the PCs and attacks lightly armored individuals, preferentially spellcasters, from the rear. Zoolbing uses his gauntlet and shield against all armored foes, dropping the shield to directly engage those opponents not wearing metal. Any troll severely harmed by fire or acid dives into the river and swims to Level 10A, returning later to exact his revenge!

Treasure: These trolls have acquired quite a hoard. Their hunting has been very successful, and they have developed a good trade relationship with the goblin miners on Level 8. In addition to their personal magic items, they own a large pile of gold ore (weighing 35,000 gp but worth 12,250 gp). At the end of a buried chain on the “west” coast of the island is a locked iron box. This chain can be found by digging through the sandy soil or by PCs searching the shoreline and succeeding on a DC 30 Spot check or a DC 20 Search check. Inside the iron box are 14 alexandrite gems (each worth 500 gp) and a wand of ice storm (22 charges).

Locked Iron Box: 1 in. thick; Hardness 10; hp 15; Break (DC 26); Open Lock (DC 22).

6A-10. The Troll Bridge

Visible just four inches below the water’s surface, large stones look as though someone had deliberately placed them there, creating a path of stepping stones leading to the island. Crossing the stones requires a Dexterity check (DC 5) to avoid falling into the river.



This extraordinarily difficult level houses a clan of mind flayers and its kennel of hell hounds. The level also provides the only entrance to the Portal of Darkness (Level 13), which itself leads to the central power source for the entire dungeon: The Den of the Master (Level 15). As such, Level 7 functions as a testing ground for PCs: no party should proceed deeper into the dungeon if it cannot first survive the Gates of Hell.

The mind flayers use this level's most unique feature, the teleportals, to quickly traverse the area's twisting passages and tunnels. Due to the mind flayers' solitary and secretive nature and because the other dungeon denizens fear these treacherous creatures, many rooms remain empty. The map of this level is shown in Map RA-7.

7-1. Entrance Chamber

Swimming through the pool of water on Level 6, PCs emerge here. This cave's atmosphere is surprisingly warm and dry; a stiff gust of hot air blows from Area 7-3.

7-2. Empty Rooms

The occasional piece of junk clutters the otherwise empty areas marked 7-2. GMs should spice up each of these areas with 1d4 randomly rolled items from the **Dungeon Dressing — Minor Features and Furnishings** table in the DMG. GMs should also roll a wandering monster check each time characters enter a room labeled "7-2."

However, area 7-2a differs from the areas marked 7-2 by having three crawlspaces that diverge from it — each crawlspace no more than three feet high and two feet wide. Small creatures can traverse the narrow passages by crouching or crawling; Medium-size creatures must succeed on a DC 20 Escape Artist check to negotiate the twisting tunnels without getting stuck. Once stuck, the PC may attempt another DC 20 Escape Artist check to become unstuck. A PC can always take 20 to become unstuck; however, should they choose to do so, a few dire rats arrive in the middle of the attempt and begin feeding on the helpless PC. Large creatures cannot pass through the crawlspaces.

7-3. The Warm Room

This room radiates a strange, magical heat, creating the warm breeze felt in area 7-1. A red glow emanates from area 7-4.

Level 7

Difficulty Level: 12 (unless otherwise indicated)

Entrances: Water tunnel from Level 6

Exits: Secret staircase to Level 13; river tunnel to Level 11A; chute to Level 12

Wandering Monsters: Check once every 60 minutes on 1d20:

1	1 gelatinous cube
2-3	2d6 dire rats
4	1d2 mind flayers and 1d4 hell hounds
5-20	No encounter

Detection: Characters will detect great evil in area 7-14 and down the staircase in area 7-18.

Shielding: The crypt in area 7-18 is shielded. No magic, aside from the secret door located there, functions in this area. Due to the inherent evil of this level, clerical spells above 2nd level cannot be recovered while resting.

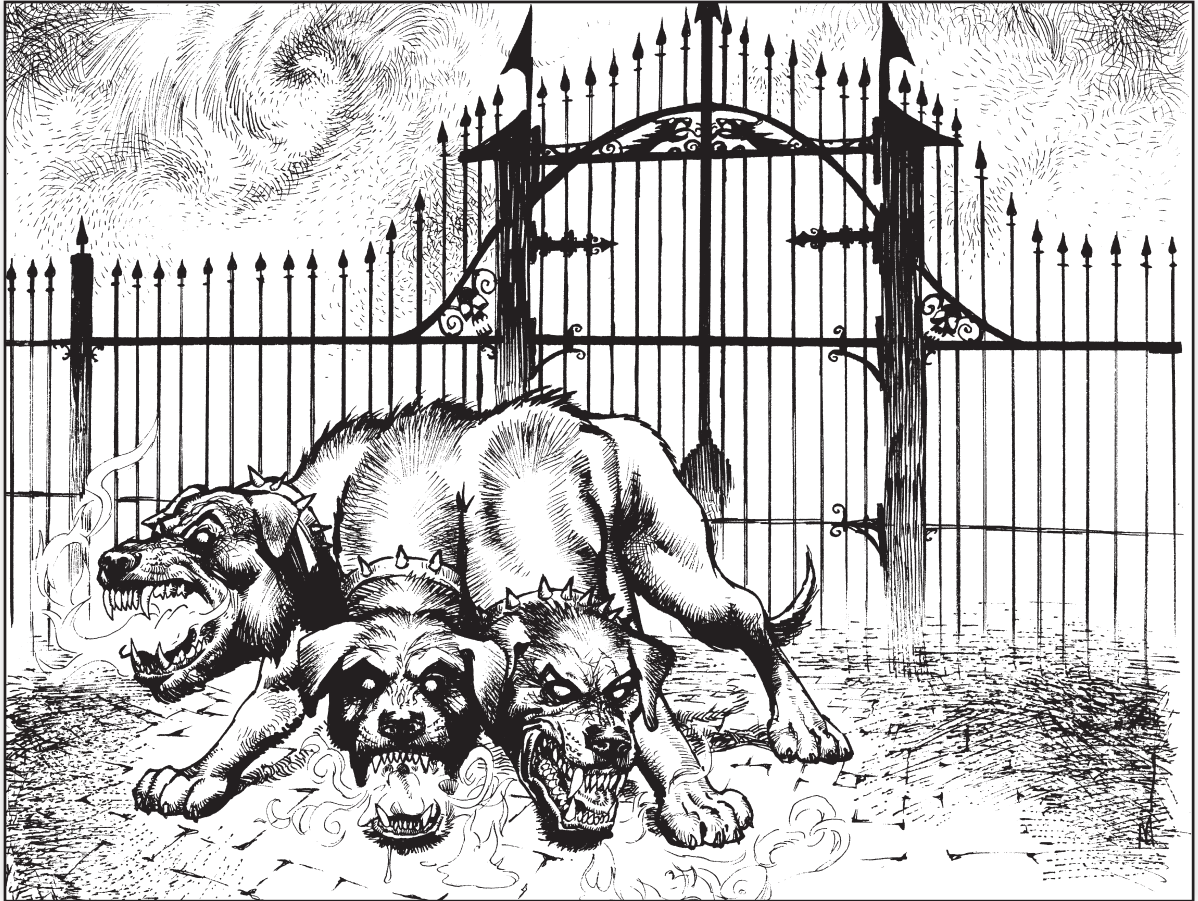
Standard Features: Most surfaces of the level are of cut stone; all the footing, except where noted, is even. Though few creatures from the other levels ever venture to the Gates of Hell, rats are ever-present.

Secret Doors: Unless otherwise noted, all secret doors have a Search check (DC 20).

The River and Swimming: The channel leading to Level 11A is swift and deep, and it is nearly impossible to swim against this current (Swim check [DC 35]). Travel upstream leads to a subterranean river and drops further underground. Running beside the channel, a 3-foot-wide path cut into the rock allows PCs safe, single-file passage.

7-4. The Gates of Hell (EL 16)

A huge iron gate dominates the eastern end of this chamber. The gate is locked; the bars, set three inches apart, are fully 4 inches thick. Carvings of demons and devils and infernal inscriptions appropriately adorn the gate.



Behind the gate, **Revirax the giant abyssal 3-headed hell hound** stands poised to attack anyone other than a mind flayer who approaches within range of his breath weapon. The gate provides improved cover to the hell hound, which fights to the death to prevent passage through the gate. The monstrous hound can open and close the gates by mental command. It pursues those that disturb it, though never straying far from the gates. This beast was created by Orcus' avatar in the dungeon — the Master.

Revirax the Three-Headed Giant Hell Hound: CR 16; hp 240; see the **Appendix**.

Heated Iron Gates of Hell: Hardness 10; hp 60; Break (DC 25); Open Locks (DC 25). In addition, the gates are treated as if under the permanent effects of a *heat metal* spell, inflicting 2d4 points of fire damage per round to all who touch it — including those trying to pick the lock or break the bars. This effect cannot be dispelled.

7-5. Teleportals

The six areas designated 7-5A through -5F are teleportals and can be used to move about the dungeon level. Stepping into any of these areas activates the teleportation, sending the PC (or PCs, if more step through simultaneously) to another designated teleportal area. In some cases, the teleportal's destination varies depending upon the direction from which PCs enter the room.

Objects thrown into the room are teleported as soon as they cross the room's threshold. Stretching an arm

or a leg into the room does not activate the teleportal, but if half a PC's body crosses the threshold (e.g., while flying) or if his foot touches the floor, he is instantly teleported. Only the PC actually stepping into the room is teleported; therefore, PCs linked together by a rope do not teleport simultaneously.

Once teleported, a PC may leave the new teleportal area by any available exit without reactivating the teleport. Re-entering the room, however, activates the teleportal. The following list provides each teleportal's destination area, based on the direction entered:

- 7-5A west leads to 7-5C
- 7-5A east leads to 7-5E
- 7-5B north leads to 7-5D
- 7-5B south leads to 7-5A
- 7-5C north leads to 7-5E
- 7-5C south leads to 7-5B
- 7-5D south leads to 7-5F
- 7-5E northwest leads to 7-5B
- 7-5E southeast leads to 7-5C
- 7-5F southeast leads to 7-5A

7-6. The River Path

This 10-foot-deep river and the 3-foot-wide riverbank path that parallels it wind down several hundred feet to Level 11A. There are no encounters along this footpath, and PCs may pass safely by traveling single file and mov-

ing no faster than a hustle. PCs falling into the water are quickly carried downstream to Level 11A. A PC who is a fantastic swimmer and succeeds on a DC 35 Swim check can reach the shore before being swept away. In any case, PCs succeeding on a DC 20 Fortitude save avoid drowning while being carried along by the current.

7-7. The Mind Flayer Shrine (EL 16)

Black and red veins streak the polished stone that constitutes this large temple's floors and walls. Twelve pillars of the same veined stone display grotesque and abstract carvings. Against the west wall, three wide marble steps lead to a dais that supports a stone pedestal with three gold panels (see **Magic Panel Trap** below). This shrine, sacred to the **mind flayers**, is their unholy place of dark worship. The shrine's iron door is locked — bolted from the inside.

Locked Iron Door: Hp 30; hardness 15; Break (DC 35); Open Locks (DC 40).

Currently, six mind flayers, led by their priest, Gilth, are performing a Ritual of Melding, whereby they commune psychically to enhance their power. Any disturbance outside the door disrupts this unholy ritual, thoroughly enraging the mind flayers who immediately prepare for battle.

Mind flayer (6): CR 8; hp 44; see the **MM**.

Gilth, Male Mind flayer, Clr7: CR 15; hp 81; see the **Appendix**.

Possessions: Holy symbol, gold torque (1,000 gp value), *wand of searing light* (10th level, 15 charges).

Tactics: As soon as the mind flayers detect intruders trying to enter the temple, they position themselves 40 feet from the door. Then, depending on how long it takes the PCs to break through the door, the mind flayers take the following actions:

Round 1: Mind flayers take up position; Gilth casts *shield of faith*.

Round 2: One mind flayer casts *detect thoughts*; Gilth casts *entropic shield*.

Round 3: The mind flayer casting *detect thoughts* determines the number and strength of the minds beyond the door and reports this information telepathically to the other mind flayers; Gilth casts *magic circle against good*.

Round 4: The mind flayer casting *detect thoughts* reads the PCs' surface thoughts, taking note of any tactics they might be planning, and relays this information telepathically to the other mind flayers; Gilth casts *resist energy (fire)*.

When the door opens, assuming that they have prepared themselves as above, the mind flayers hit the PCs with a volley of spells and psychic abilities, as follows:

- Four mind flayers cast *mind blast*.
- One mind flayer casts *suggestion* on the strongest-looking fighter, suggesting this battle is too tough and he should leave.

- One mind flayer casts *charm monster* on a different fighter or any other non-spellcaster.
- Gilth casts *bane*.

For the remainder of combat, the mind flayers keep their distance from the PCs, using their *mind blast* and psionics; Gilth uses his wand and magic for as long as possible. Once the PCs are sufficiently subdued, the mind flayers move in to extract the PCs' brains.

If the PCs penetrate the door without alerting the mind flayers, the mind flayers immediately cast the same spells as listed above, but Gilth first casts *shield of faith*. Mind flayers target fighters and clerics before more lightly armored foes; they consider Joe Platemail III more dangerous than his wizard friends (due to their spell resistance).

Treasure: Each mind flayer carries 10 to 20 pp; Gilth wears his gold torque and carries his *wand of searing light*. Hidden within the pedestal is a *ring of wizardry III*.

Magic Panel Trap: CR 10; magical device; touch trigger; automatic reset; spell-like effect ([see below] target is *stunned*, and must make a Will save (DC 25) or lose 1 point of Intelligence); Search (DC 30), Disable Device, partial (DC 35).

Note: To access the *ring of wizardry III*, PCs must press the three gold panels in the correct order (from left [A] to right [C]): B, A, C, B. Deviating from this order — for instance, pressing panel A first or pressing B then C — triggers a blast of red light from the pedestal. Any PC within 30 feet of the pedestal must succeed on a Will save or fall unconscious for 1d4 hours and lose 1 point of Intelligence permanently. This magical trap cannot be disabled, although a thief may detect the presence of a trap with a successful Search check. Additionally, with a successful Disable Device check, that thief might be able to tell that something very bad will happen if the panels are not pressed in the correct order. Short of a divination spell, there is no way to determine the buttons' correct order. The panels' trap cannot be dispelled.

Should the PCs press the panels in the correct order, the top of the pedestal slides aside revealing a small depression within which the ring is set.

7-8. Secret Staircase

Seemingly a simple, empty room, even the secret door to the west — discovered on a successful Search check (DC 25) — appears ordinary. Once discovered, however, it becomes clear that this is no "ordinary" secret door. Upon finding the door, the PCs discover a secret keyhole, but there is absolutely no way to get this door open without the key from area 7-12. No magic can destroy or bypass this door, and the lock cannot be picked. Once opened, the door reveals a staircase stretching down into the darkness, leading eventually to Level 12, area 12-1.

7-9. The Basin of the Mind

Against the western wall of this otherwise empty chamber is a 10-foot-wide, 5-foot-deep pool of still,

black water. The water gives off a faint, minty odor. PCs touching the water with bare skin will feel a slight burn, as if exposing an open cut to a mildly acidic juice. The water radiates moderate abjuration magic.

Any PC who tastes the water finds it refreshing and delicious and must succeed on a DC 20 Will save to avoid gulping down a full quart of the stuff. Immediately casting either a successful *dispel magic* (15th caster level) or a *remove curse* can cure the afflicted PC of his desire to drink. After consuming the water, the PC must succeed on a DC 25 Fortitude save or be *cursed* with a -4 to all subsequent Will saves. This curse can only be broken with a *remove curse*, *wish*, or *limited wish*.

On the other hand, if a PC removes all armor and/or clothing and immerses himself fully in the stinging water, he receives full immunity to all *mind blast* attacks for the next week. Unaware of this benefit, the PC notices only a strong tingling sensation in his scalp for the next 20 minutes.

7-10. The Kennel (EL 12)

These small, interconnected chambers house the mind flayers' litter of hell hounds. Twenty-one beasts roam the five rooms, attacking anyone who sets foot in the northernmost chamber. The final, southernmost chamber is the lair of the den mother — a large, 8 HD hell hound that only joins combat should it progress beyond the first room.

The hell hounds have no treasure.

Hell Hounds (21): CR 3; hp 22; see the **MM**.

Den Mother Hell Hound: CR 5; hp 60; see the **Appendix**.

7-11. Entrance to the Slave Pits

This room is empty. A half-hexagon shape extends from floor to ceiling along the middle of the north, east and west walls. While there is nothing interesting or special about the north or east walls, the west wall's **trapped secret door** leads to a series of small, hexagonal-shaped rooms, each with its own trapped secret door, as follows:

- When area 7-11A's door is opened, a poisoned crossbow bolt is fired from area 7-11A's eastern wall, striking the first PC in its path.
- When area 7-11B's door is opened, a poisoned crossbow bolt is fired from area 7-11B's southern wall, striking the first PC in its path.
- While area 7-11C's door is not trapped, there is a pressure plate on the floor directly beyond the threshold. When the plate registers 20 foot-pounds of pressure, a poisoned crossbow bolt is fired from the northern wall of area 7-11C, striking the first PC in its path.
- When area 7-11D's door is opened, a deadly, poisonous gas is released.

All the secret doors require a successful DC 25 Search check to discover.

Poisoned Crossbow Bolt Trap: CR 5; mechanical; location trigger; manual reset; Atk +12 ranged (1d8 plus poison, 19-20 x2 crit); poison (purple worm poison, Fort save DC 24 negates, 1d6/1d6 temporary Str); Search DC 25; Disable Device DC 25.

Poison Gas Trap: CR 7; mechanical; location trigger; repair reset; gas; multiple targets (all targets in a 5 ft. by 5 ft. area directly in front of the door); never miss; poison (burnt othur fumes, Fortitude save [DC 18], 1 Con/3d6 Con); Search [DC 25]; Disable Device [DC 25].

Area 7-11D contains an eight-foot-diameter circular chute that descends 40 feet at a 70-degree angle to Area 12-38.

7-12. Pillars of Sacrifice

A PC succeeding on a Search check (DC 25) in this area reveals the secret door leading to area 7-12. This room contains four thick but unremarkable stone pillars. Painted in the center of the floor is a six-foot-diameter yellow circle ringed in red. PCs closely examining the western pillar and succeeding on a DC 20 Search check notice a small, carved relief in the shape of a key.

When PCs enter the painted circle, three *magic mouths* appear, one on each of the northern, eastern, and southern pillars. In clockwise order, the mouths say the following: "Give of your life" (north). "Give of your heart" (east). "Give of your mind" (south). Once the last *magic mouth* has spoken, a glowing-red, one-foot-diameter circle replaces each *mouth* on the pillars. The red circles remain on the pillars until PCs either vacate the room or remove the key from the western pillar. Any PC placing his right hand on any of the glowing red circles loses, respectively, one level of experience (as per *energy drain*; north), one point of permanent Wisdom (east), or one point of permanent Intelligence (south). These losses have no saving throw.

Once a PC has made the necessary sacrifice, a bright yellow light flashes from the western pillar, and the key to the secret door in area 7-8 appears, resting perfectly in the relief. PCs may remove the key without difficulty.

7-13. Doors and Exits

Each of the four, equidistant alcoves in this empty, circular chamber contains a heavy, unlocked iron door, cool to the touch. Listening at the doors, PCs succeeding on a Listen check (DC 15) hear a strange, moaning wind. Opening the doors reveals a curtain of silvery mist. PCs can see nothing beyond the mist. A PC extending his hand or other body part through the ephemeral curtain feels only cool, dry air.

These doorways, one-way teleports that function like those in area 7-5, lead to separate locations, as follows:

- North: To the island lair of the dragon, Aragnak, as described in the wilderness section.
- West: Forty miles into the eastern desert, near the "Pit of Despair" adventure detailed in *Demons and Devils* by Necromancer Games.

- South: To area 3A-10.
- East: To the basement of the Fortune's Fool casino in Bard's Gate, detailed in the upcoming Bard's Gate supplement by Necromancer Games.

7-14. The Hall of the Overmind (EL 15)

PCs can reach the Hall of the Overmind by one of two steep, stone stairwells that ascend through the floor of this enormous, arena-like chamber. The stairwells, 5 feet wide and 20 feet long, end at a landing that is flush with the floor of the hall itself. The ceiling arches 30 feet above the polished, stone floor, and 2 enormous braziers, both 10 feet in diameter, burn brightly at the north end of the great hall. In the center of the chamber, surrounded by 15-foot-high stone pillars, is the pool of the Overmind, the bodiless, sentient "soul" of the mind flayers.

Presently, 10 **mind flayers** and 8 **grimlock** slaves attend to the Overmind's needs. Only mind flayers or their slaves may enter this sacred place. The Overmind automatically recognizes the identity (that is, mind flayer or otherwise) and intent of anyone setting foot on the stairs and immediately warns its minions telepathically of approaching danger. Once alerted, the mind flayers spring into action.

Tactics: First, the grimlocks position themselves, four to a stairwell, to block the chamber's entrances. Meanwhile, the mind flayers, divided evenly, position themselves 30 feet behind the grimlocks. While waiting for the intruders, the Overmind scans the minds of the PCs and relates their strength and numbers to the mind flayers. Once the PCs reveal themselves, the grimlocks attack with their battleaxes, while the mind flayers cast *mind blast*, *suggestion* and *charm monster*. (Grimlocks are immune to the *mind blast*'s effects.) The mind flayers' tactics: keep the grimlocks between themselves and the PCs for as long as possible, and wear the PCs down with wave after wave of *mind blasts* and spells. If necessary, the mind flayers retreat to within the circle of pillars surrounding the Overmind (see **The Overmind** below). Although a mind flayer normally abandons companions and treasure alike if its own life seems threatened, no mind flayer leaves the hall alive until all intruders are slain. Truly — it's a fight to the death!

Mind flayer (10): CR 8; hp 44; see the **MM**.

Grimlocks, Slaves Male Ftr4 (8): CR 4; hp 51; see the **Appendix**.

Possessions: battleaxe, studded leather armor.

The Overmind: Also known as the "elder-brain," the wholly evil Overmind is a five-foot-wide, five-foot-deep pool of briny fluid containing the brains of this community's dead mind flayers. Any non-evil being passing between the pillars that surround the Overmind must succeed on a DC 25 Will save or lose 2 points of Wisdom. These points can be regained either by magical means or with one week's bed rest in a good-aligned

church and a successful DC 25 Will save. In addition to the Wisdom drain, the Overmind emits a powerful *mind blast* that affects anyone within the pillars' perimeter. This attack requires a successful DC 25 Will save, and, unlike a normal *mind blast*, instead of stunning its victims the blast knocks them unconscious for 4d10 minutes.

The Overmind enjoys immunity to fire, electricity, cold, *magic missiles* and acid, and it cannot be harmed by physical attacks. Touching the Overmind conveys a lethal *shocking grasp* attack for 1d8+20 points of electricity damage; DC 20 Fort for half damage. This attack automatically repeats every round that a PC remains in physical contact with the Overmind, no matter how slight.

To fully destroy the Overmind, PCs must secure it, in its entirety, in a solid-gold vessel forged in a *hallowed* smithy. The Overmind must then be transported to a *hallowed* church, where a cleric of no less than 15th level can destroy it with a *holy word*. Should the PCs accomplish this, award them experience for defeating a CR 18 monster. Removing the Overmind from the pool by any other means fails; it automatically *teleports* itself back to its basin after five rounds.

However, casting a *holy word* spell on the Overmind while it rests within its chamber temporarily suppresses all its abilities for 10 rounds — long enough to locate the treasure hidden within it. Finding the treasure requires a successful DC 25 Search check.

Treasure: PCs discover, at the bottom of the Overmind, a silver strongbox inlaid with diamonds (1,500 gp value) containing 5,000 pp; a *major ring of spell storing* currently holding *invisibility*, *fireball* and *magic jar* (CL 12 each); an *amulet of natural armor +5* and a *wand of cure moderate wounds* (CL 7, 35 charges).

7-15. The Ziggurat of Faith (EL 8)

The short passage widens, becoming a narrow chamber, faced on the north by three "steps," each five feet high, five feet wide and of diminishing lengths. On the topmost step, just visible through the gloom at the center of a yellow glow, a pedestal supports a large tome. Carved in the chamber's floor is the legend: "Ziggurat of Faith."

Each step is a test. Only a cleric, druid, or paladin of at least 10th level can attempt the test. PCs of different classes or of insufficient levels suffer enough temporary Strength damage to reduce them to 1 in that attribute upon touching the stone steps — no save. Likewise, all magical attempts to reach the tome (e.g., *dimension door*, *flying*) fail. No magic, except that protecting the tome, functions on or above the steps.

Step One: When an appropriate PC pulls himself onto the step, he hears a voice in his head. (**Note:** Only the player controlling the tested PC should be allowed to hear the voice, for only he can answer the question. If the player attempts to ask for help from his fellow players, the PC is thrown from the steps [see **Wrong Answers**,

below].) The voice asks, “Where is the seat of faith: the mind, the soul, or the sword?” The correct answer is, of course, “the soul.” Speaking the answer aloud permits the PC to scale the next step.

Step Two: Upon reaching this step, the PC again hears a voice. “From whence is the faithful protected: resistance, forgiveness, or acceptance?” The correct answer is “acceptance.” (This step operates exactly as step 1.)

Step Three: The final test! This time the PC hears no voice. Instead, one round after the PC’s arrival at the light-enshrouded pedestal and tome, a skeletal figure wearing chainmail and wielding a black greatsword rises out of the darkness and steps toward the PC. The PC has two chances for success: she can disbelieve the creature if she succeeds on a DC 25 Will save or she can do nothing. If the PC successfully saves, the image disappears. The shimmering light around the pedestal also vanishes, allowing the PC to take the tome. If the PC does nothing, the blade passes harmlessly through her, the skeleton vanishes and she may take the tome. Treat any other response — drawing a sword or casting a spell — as a wrong answer. There is one exception: clerics or paladins may attempt to turn the skeletal figure, as this action requires faith.

Note: PCs attempting to “grab the tome and run” discover that the shimmering yellow light is a protective field. No physical body can pass through it, and no magic (e.g., *telekinesis*) affects the tome inside.

Treasure: +2 *tome of understanding*.

Wrong Answers: The moment a PC delivers a wrong answer, a powerful telekinetic force hurls the PC from the step to the floor below. The PC takes 1d6 hp falling damage per step ascended. Once a PC has given a wrong answer, he may not attempt the Ziggurat of Faith again and is treated as though he were of the wrong class or level when touching the steps.

7-16. Testing Pillars (EL7)

This cave contains nothing but two stone pillars. Carved on the floor in Common, a legend reads as follows: “Whosoever wishes to take the test of strength, pass between the pillars.” Walking around or behind the pillars or examining them closely reveals nothing beyond the fact that they are simple, unadorned stone columns. Any PC who passes *between* the pillars, though, immediately vanishes, and all of his belongings — weapons, armor, supplies, jewelry — Everything! — drops into a heap between the pillars’ bases.

The PC “awakens” in a dreamlike setting. He stands in the middle of a huge amphitheater’s arena. He sees no entrances or exits and thousands of empty seats. He wears only sandals and leather armor and spots a simple wooden club at his feet. Sixty feet away, carrying a greatclub in each hand and glaring with bloodlust in his eyes, stands an ettin. The test is straightforward: Defeat the ettin armed with your club and your wits or perish. No magic of any kind functions within the arena. Should the PC

triumph, he finds himself returned to the cave of the testing pillars — naked and carrying not his club but a *manual of gainful exercise* +2. Any wounds incurred during the battle are quite real and must be healed. Should the PC lose, his body returns to the cave where he may or may not be healed, depending on how deadly was the ettin’s final blow. In any event, *that* PC may not attempt the test of strength again. Another may, but only if the first failed. The pillars “reactivate” exactly a year and a day after someone passes the test.

Ettin: CR 6; hp 70; see the *MM*.

7-17. The Crater Cave (EL12)

Two tunnels terminate in this enormous cavern: the northern tunnel descends from the western staircase in area 7-14, and the western entrance is little more than a crawlspace from area 7-2a. By whichever means they arrive, the PCs are greeted by a staggering sight. Rising 65 feet into the darkness and stretching 60 feet across and 100 feet end-to-end is a massive, oval crater. To reach the crater, however, PCs must first fly up or scale (Climb check DC 18, without rope) the sheer cliff face of the rock formation that contains the crater.

Dark, still water fills the crater, rising to within 20 feet of the crater’s lip. The crater’s interior slopes down sharply to the water and PCs descending without ropes and climbing gear must succeed on a DC 25 Climb or fall into the “lake.” PCs taking the time to investigate might notice, with a successful DC 25 Spot, subtle ripples on the surface of water, betraying the presence of the **dire shark zombie** that protects the secret entrance to area 7-18, located at the base of the lake. The water is 45 feet deep, and there is no hope of either defeating the dire shark zombie or finding the secret entrance without securing a means to breathe underwater. Even then, PCs must succeed on a DC 30 Search check to locate the hidden entrance — beneath a large rock (DC 22 Strength check to lift).

The dire shark zombie attacks PCs 1d3 rounds after they enter the water.

Dire Shark Zombie: CR 12; hp 237; see the *Appendix*.

7-18. Trapped Tunnel, the Stone Crypt and Stairway to Hell

Trapped Tunnel. The twisting tunnel narrows briefly to a width of five feet. The walls of this portion of the tunnel are smooth and manmade. One hundred foot-pounds of pressure, exerted on the floor between the smooth walls, activates this deadly trap: two dozen poisoned spears, 12 from each wall, spring out and impale anyone between the walls!

Poisoned Spear Trap: CR 6; mechanical; location trigger; automatic reset; Atk+20 melee (2-5 short spears, 1d8+3 plus poison, crit x3); poison (deathblade, Fortitude save (DC 20) negates, 1d6/2d6 Con); Search (DC 25); Disable Device (DC 25).

LEVEL 7: THE GATES OF HELL

Crypt Room: Painted images of Orcus and his minions slaying the unfaithful and reigning for an eternity in a fiery abyss adorn the walls of this square chamber. In the center of the room, a square, stone crypt bears a painting of a door on each exterior face. The western painted door resembles a barred gate; the southern painted door, a solid, iron-bound wooden door; the eastern painted door, a stone door; and the northern painted door, an iron door. Inscribed above each door, in Abyssal, is a single word: *Abase* (west), *Thee* (south), *And* (east), *Enter* (north). Should anyone kneel before the northern wall of the crypt and declare his devotion to, reverence for, and awe of Orcus, a light surrounds the painted portal and a secret door swings open. *There is no other way to open this secret door*; it cannot be pried

or jimmied and, as stated earlier, no magic except that of the door functions in this area.

Secret door: Hardness 10; hp 20; Search (DC 20); Open Locks (n/a).

Within the crypt, against the west wall, is a single stone sarcophagus — the likeness of a great demonic warrior carved on its lid. The sarcophagus is entirely empty. In the middle of the floor is a secret trap door, discovered on a successful DC 20 Search check. The handholds for this door, however, have long since worn smooth, so a successful DC 25 Strength check is required to pry it open. The trap door opens to reveal a 5-foot-wide, 50-foot-long sloping passage that ends in a set of rough, carved stairs. Stairs lead to Level 13, area 13-1.

Level 7A: THE HALL OF KAZLETH, THE PHASE MINOTAUR KING

Largely an extension of the primary maze on Level 6 — though the two are not connected — this level combines a large, minotaur-inhabited maze and a goblin outpost from which surface raids are staged. Kazleth, a powerful minotaur — blessed by the evil gods and cursed by the good gods to interesting magical effect — rules this level. Finally, though quite difficult to locate, a well-hidden crypt (area 7A-9) poses a greater danger than does anything else on this level. The map of this level is shown in Map RA-7A.

7A-1. The Entrance

The unlocked and trapless door from Level 3A, room 3A-4, opens into this area.

7A-2. Empty Rooms

The occasional piece of junk or debris litters those rooms marked 7A-2. DMs should spice up each of these

rooms with 1d4 randomly rolled items from the Dungeon Dressing—Minor Features and Furnishings table in the DMG. Also, roll a wandering monster check each time PCs enter a room labeled “7A-2.”

7A-3. The Hall of Kazleth (EL17)

Stalactites and stalagmites accent this large, rubble-filled cavern. PCs falter through at half their normal movement, but monsters move normally, having adjusted to the area's condition. A PC engaging in full movement or running must succeed on a Reflex save (DC 14) or fall and suffers 1d3 points subdual damage. The ceiling is visible, 30 feet overhead, and PCs can navigate the rubble without clearing away any material by following the route highlighted on the map (the dotted line). Finding this route requires that PCs succeed on a Search



Level 7A

Difficulty Level: 10

Entrances: Tunnel from Level 4A, room 4A-C; door from Level 3A, room 3A-4

Exits: Stairs to Level 9A; stairs to Level 10

Wandering Monsters: Check once every 60 minutes on 1d20:

1.	1 gelatinous cube
2-3	2d6 dire rats
4-6	1d3 phase minotaurs (see area 7A-3 for stats)
7	3d6 normal rats
8	A company of goblin scouts — 2d4 goblins with shortbows, 1d4 with javelins and 1d4 with handaxes; all have daggers; accompanied by 1d2 goblin leaders (see the Appendix for stats)
9-20	No encounter

Detections: None.

Shielding: None.

Standard Features: Confusion gas suffuses all maze sections and is unavoidably inhaled by every breathing creature. No save is allowed. Minotaurs enjoy immunity to its effects, however. This gas causes a loss of sense of direction. DMs should randomly reverse the PCs' directions every few turns within a maze. DMs have few opportunities to intentionally mislead PCs in such a malicious way! The confusion gas permeates every room on this level, except the (better-ventilated) exit areas.

The ground, level in all areas, offers good footing. Walls, columns and other features, pockmarked with numerous handholds and holes, are easy to climb; PC need only to succeed on a Climb check (DC 12) to scale them unless otherwise noted. Fungus encrusts this level's natural cavern areas; 20% of the fungus is edible, while 10% is poisonous (Fort save [DC 16] or take 1d6 Con damage/1d6 Con damage). A PC who succeeds on a Survival check (DC 20, DC 14 for gnomes and other underground-dwelling creatures) can determine which are edible. Mazes and manmade corridors are free of fungus.

The River and Swimming: The channel in area 7A-3 runs swift and deep, and no human could possibly swim against this current; a creature in the water must succeed on a DC 35 Swim check to keep above water. PCs wishing to travel upstream (to area 7A-9) must employ some other means (i.e., *water walking* or *flying*). If PCs swim downstream, off the mapped area, they are doomed (unless they can breath water), as the river flows through a subterranean sluice and does not resurface.

check (DC 12). The fallen rubble creates a mazelike effect within the cave.

Kazleth the Phase Minotaur King and 12 **phase minotaur** servitors make this cave their den. The minotaurs attack immediately — neither asking for nor giving any quarter. Kazleth appears two rounds after battle is joined.

Phase Minotaurs (12): CR 5; hp 39; see the **Appendix**.

Possessions: Large greataxe.

Kazleth the Phase Minotaur King: CR 15; hp 195; see the **Appendix**.

Possessions: *Huge vorpal greataxe* +3, ornate golden crown worth 1,500 gp.

Tactics: These vicious minotaurs fight to the death. Their primary tactic is to phase out then reappear a few yards away from their adversary to use their powerful charge attack. They fight normally for one round, and then repeat the process. Typically, they move behind a victim or to his flank, thus avoiding shields and catching opponents flat-footed. Kazleth attacks with his huge axe until he has lost 75% of his hit points, at which time he withdraws to let his servitors bear the brunt of the fighting, stepping in only when he can best avoid counterattacks. Kazleth also fights until slain — though with more cunning and tactical ability than that of his servitors.

Treasure: The minotaurs have situated several bed-down areas throughout the cavern, each having 2d4 items from the *Dungeon Dressing* — *Minor Features* and *Furnishings* table in the *DMG*. Kazleth sleeps near a large throne's base. His bedding of soft debris contains the following: 4,100 gp worth of gold ore and nuggets (weighing 160 pounds); an intricately carved jade statue of a three-eyed frog, fully 1 foot in diameter (worth 3,000 gp); 14 large uncut gems (250 gp value each); and a large ivory drinking horn, set with gold and emeralds (5,000 gp). The throne itself, weighing 1,500 lb., is constructed of fine wood, inlaid with gold filigree and inset with semiprecious gems — its value altogether over 10,000 gp, if it could be transported to the surface.

7A-4. The End of the Maze (EL 3)

This area's maze terminates in a 40-foot-diameter, circular room. Fixed in its ceiling a secret door, which requires a PC to succeed on a DC 20 Search check to discover, offers access to a 60-foot-diameter, circular room with one exit: to the south, which leads to another maze section and eventually to area 7A-7. Three rounds after PCs enter the upper room, a hidden **gelatinous cube** enters and heads for the PCs. It uses no tactics, but PCs may not immediately notice the transparent cube.

Gelatinous Cube: CR 3; hp 54; see the **MM**.

7A-5. The Entrance from Level 4A

This small (3-foot-diameter) tunnel leads from room 4A-2C on Level 4A. The climb to Level 4A is steep, but not too difficult.

7A-6. The Goblin Outpost (EL 11)

Several very confused, very frightened goblins inhabit this area. They had become trapped in the maze and wish only to return to Level 12A. Because the phase minotaurs have eaten several of their comrades, the goblins do not willingly pass through the minotaur lair, even to escape. Nor do they go through Level 10 to return home. Thirteen goblins have survived — 12 rogues and a cleric. If the PCs are using a light source, the goblins become aware of their presence with a successful DC 10 Spot check. The goblins' strategy is to capture a wizard or lightly armored PC using four sneak attacks, then ransom that hostage, demanding proof that the minotaurs are dead. They avoid direct confrontations with PCs. The goblins have no treasure beyond what they carry.

Shana, Female Goblin, Rog7: CR 7; hp 44; see the **Appendix**.

Possessions: Small longsword, *potion of invisibility* (3 doses), *leather armor +2*, *dagger of venom*, pouch with 22 gp.

Oswald, Male Goblin, Clr7 (Orcus): CR 7; hp 62; see the **Appendix**.

Possessions: Heavy mace, half plate, *scroll of 3 divine spells* (CL 14th; *bestow curse*, *slay living*, *greater restoration*), *ring of freedom of movement*, sack with 25 gp.

Goblin Leader, Rog5 (3): CR 5; hp 25; see the **Appendix**.

Possessions: Studded leather armor, small wooden shield, shortbow with 40 arrows, handaxe, dagger, 1d4 sp, 2d4 cp.

Goblin Scouts, Rog3 (8): CR 3; hp 13; see the **Appendix**.

Possessions: Studded leather armor, small wooden shield, shortbow with 40 arrows or javelins (3) or handaxe, dagger, 1d4 sp, 2d4 cp.

Tactics: The four highest-level rogues sneak up on one PC and position their daggers at his throat and other vital areas, taking that PC hostage. If the remaining PCs stop to negotiate, Oswald advances and offers the party a deal. If the PCs can bring him Kazleth's head, the goblins will release their hostage and both sides can go in peace. If the party refuses or attacks the goblins, the hostage suffers a full round of sneak attacks from Shana and three rogue goblins *before* initiative is rolled! They try to finish off the victim while Oswald casts *prayer* then a series of *hold person* and *cause fear* spells, especially targeting fighter types. The lower-level rogues focus their missile fire on mages, closing for combat only after the fighters are *held*. Goblins attacked by an armored fighter

flee. If the PCs slay Oswald and Shana, the troupe scatters, fleeing into the maze.

7A-7. Passage to the Lava Pit

This very warm corridor's temperature increases as the PCs follow it to a locked door (Open Lock [DC 18] check to open) that leads to Level 10.

7A-8. Passage to the Hydra's Lair

This passage, extending 50 feet into eerie darkness, ends at rough-carved stairs that lead down to Level 9A.

7A-9. The Secret Tombs (EL 10)

The party can reach this area only by way of the river channel in area 7A-3. PCs wishing to travel upstream, against the channel's strong current, must employ some means other than swimming (i.e., *water walking* or *flying*). This room contains three sunken crypts, and its floor lies beneath two feet of water. The crypts' lids rise 3 inches above the water line. The crypts, made of common stone, require that a PC succeed on a Strength check (DC 15) to pry open. They contain the remains of an evil sorcerer and his two apprentices. Deviating from standard Rappan Athuk protocol, the wizards are actually dead; they neither reanimate nor attack PCs.

Which is not to say that the crypt is unguarded. A **crimson death** makes this area its home. This very hungry creature has not eaten in some time, enduring only by force of will and supernatural strength. Ravenous, it attacks immediately. The creature is only sated after devouring 24 points of Constitution. After feeding, it moves further upstream and hides underwater.

Also note: In addition to a waterlogged, lifeless corpse, each of the three submerged tombs contains a **water weird**.

Crimson Death: CR 10; hp 71; see the **Appendix**.

Water Weirds (3): CR 4; hp 39; see the **Appendix**.

Tactics for the crimson death: The crimson death waits in silence (using its Hide skill) until the PCs open the crypts. It attacks from the rear, avoiding armored individuals if possible. It attempts to kill one or two people before retreating into the river. If wounded for over half its hit points, it continues its attack only if it has not yet claimed a victim; otherwise it retreats as described above.

Tactics for the water weirds: These creatures act as if they are water until all of the crypts are opened. They attack in unison and fight until slain. Note that, due to the ground's saturated state, they fight as though they were in water (see their "Water Mastery" special quality).

Treasure: Most of the sorcerers' treasures have rotted. A PC succeeding on a DC 25 Search check in the second tomb finds, under several inches of silt, a *bracelet of friends*, 435 gp, and 3 gems (each worth 100 gp).

LEVEL 8: CAVES AND CAVERNS— THE TOMB OF THE EVIL KING

A nexus point in the dungeon, this cavern connects both Levels 6 and 6A with Rappan Athuk's lower reaches. Several individual cave complexes, separated by large river channels, comprise this cavern level. In addition to Goov, the undead king, and Yokim, his concubine, this level contains a mantichore lair, a nest of river trolls and numerous goblins that mine for gold on Level 10A. The goblins know and fear area 8-3, which contains a nest of huge, blind cave scorpions that serve the evil king. A small beholder resides here as well. The map of this level is shown in **Map RA-8**.

8-1. Entrance

The stairs from Level 6 descend into a small cavern. Dozens of rat tunnels dot the walls, running as high as the ceiling. Stalactites and stalagmites grow toward one another, from the roof and floor of the cavern, respectively, in vast numbers. If the PCs are using light, check immediately for a wandering monster. PCs hear running water nearby —time to learn how to deal with the river!

8-2. Empty Caves

The occasional piece of junk or debris litters those caves marked 8-2. GMs should spice up each of these rooms with 1d2 randomly rolled items from the "Dungeon Dressing—Minor Features and Furnishings" table (table 4-6) in *the DMG*. Also, roll a wandering monster check each time PCs enter a cave labeled "8-2." In one of the caves (GM's choice), a Spot check or Search check (DC 25) or more uncovers verse (composed by the famous bard, Gaylon SwordSinger) scratched onto the cavern's wall. The poem, translated from elvish, reads as follows:

Be wary, Travelers, of the scorpions' nest,
And manticores — doth dearly test;
In this cave did Gaylon rest.

Before King Goov's lair to seek,
And past the many-eyed Gundar sneak,
I know neither within this darkened cave
How long I have traveled nor the day.

Horrors I have seen and more,
In search of the fabled Mithril door.

With fearless Bannor and the Bulvieg at my side,
We take a rest that's been long denied.

When we wake we shall proceed
To traverse the darkness of the demon's lair
In hopes that Orcus shall not prevail.

—Gaylon the Sword Singer

8-3. The Scorpion Nest (EL 14)

The white sand of this broad, clean beach reflects torchlight. Numerous cave openings pockmark the east wall of the cliff that towers above the beach. Small footprints, like scratches in the sand, cover the area. As soon as anyone sets foot on the beach, dozens of giant scorpions stream out of the caves.

This beach area, surrounded by caves, forms the nest of **48 large, white, blind, monstrous cave scorpions**. These vermin, drawn here by area 8-15's resident, protect his bride's resting place (area 8-9). Fine swimmers (see below), the scorpions can traverse the water except in area 8-12. They attack until slain and pursue swimmers. After 3d6 scorpions immediately launch the attack, 1d6 more scorpions join the fray every 10 rounds until all are slain. The scorpions add dead PCs to their larder, devouring them in 1 day.

Scorpions, Large Blind White Cave (48): CR 3; hp 40 each; see the **Appendix**.

Tactics: The scorpions swarm the nearest opponent until no more scorpions fit; the remainder move on to the next-closest victim. They concentrate their frenzied attacks due to hunger, not intellect.

Treasure: The scorpions have secreted their egg nest in a cave behind the beach. These eggs look like hard-shelled, oval objects about 1 foot in diameter. *There are hundreds of them.* If this nest is destroyed, scorpion losses are permanent; GMs should award 1,000 XP. If PCs leave the nest intact, scorpions repopulate the area at a rate of 1d6 per week, until reaching a maximum of 48. Several goblin bodies clutter the nest, as do the corpses of a long-dead party of adventurers. Carefully searching the remains (DC 25) reveals intact mundane equipment for a party of 5: two fighters in plate, a priest of Ra in



masterwork chainmail, a rogue in leather armor and a wizard in robes. All wood, paper and other soft material are useless. The wizard's skull still bears a *minor circlet of blasting*.

8-4. The Rope Bridge

Suspended 10 feet above the beach areas that bracket the swift channel, three ropes, tied through iron pitons driven into the cliffs, comprise a makeshift bridge. Goblin miners, intending to cross over to area 8-3, established this crossing but abandoned it when the scorpions killed several workers. The ropes and fixing points — all fully intact — remain quite sturdy. Best of all, being on the bridge puts PCs beyond the scorpions' reach.

8-5. The Cliff Up

This cave entrance opens into a larger passage. The tunnel behind it leads up at a sharp angle but offers enough headspace to walk upright. The cliff itself, merely 20 feet high, is easily climbed (DC 10). The tunnel slopes up for 100 feet and opens into room 8-7.

8-6. The Brick Wall

A shoddy, hastily fashioned brick-and-mortar wall suggests that something had been entombed by a person or persons with limited skills or time! Because it is not really a secret door, opening it means removing bricks. The bricks, layered six feet thick, will take two men three hours' work to clear away. This activity, generating a lot of noise, definitely attracts the beholder from area 8-8. Additionally, GMs should perform wandering monster checks at twice their normal frequency during

de-construction activities. Beyond the wall, a 60-foot, winding tunnel leads to Yokim's tomb (area 8-9).

8-7. The Beholder's Doorstep

On the opposite wall of this rectangular cavern, a cliff leads down. A stone, dire rat statue, poised on the cliff's edge, seems to peer into the darkness. The cliff face — a descent of 40 feet (Climb check [DC 20]) — leads to area 8-8. As all the local denizens know what lives in area 8-8, few monsters willingly wander here.

8-8. The Beholder's Lair (EL 13)

Gundar, a beholder, lurks here. Because King Goov does not get out much, Gundar is by far the most powerful monster on this level. This level's other monsters give Gundar a wide berth. Gundar sometimes bargains and trades with the goblin miners in area 8-13 and remains neutrally disposed toward them — as long as they stay away from his lair! He feeds on scorpions, rats and the occasional, amusing adventurer who crosses his path. Wise in the ways of the world, Gundar usually attacks PCs on sight (and he sees *very* well). If PCs instead pursue a more diplomatic course of action, Gundar may parlay (Diplomacy check [DC 25]). If successful, he allows only one PC to approach within 50 feet. Any proposition must be to his benefit. This encounter offers DMs a good roleplaying opportunity beyond a more typical monster slugfest. Specifically, Gundar wants the PCs to slay the large beholder on Level 10A. This other beholder drove Gundar out of his own lair on that level, and Gundar wants very much to return to it. If this deed can be

Level 8

Difficulty Level: 9

Entrances: Stairs from Level 6; river tunnel from Level 6A

Exits: Stairs to Level 10A

Wandering Monsters: Note: There are only 5 manticores and 1 beholder on this level, but effectively endless quantities of the other monsters. If the PCs slay the beholder and manticores, treat the results for these monsters on the following table as “no encounter.” Check once every hour on 1d20:

1	1 mantichore
2	1 beholder
3	2d6 dire rats
4	1d3 river trolls
5	A company of goblin miners — 2d4 goblins with shortbows, 2d4 with javelins, and 2d4 with handaxes; all have daggers and picks; accompanied by 1d4 goblin leaders
6	1d6 large, monstrous scorpions
7	4d6 normal rats
8	2d6 stirges
9	1d2 manticores
10-20.	No encounter

Detections: Evil emanates from area 8-15's tomb.

Shielding: Lead shields area 8-15 from magical detections and any magical transportation into or out of the area (e.g., *teleportation*).

Standard Features: The ground in this level, though sandy, offers good footing. Walls, columns and other features, though somewhat wet and slippery, are pockmarked with numerous handholds and holes and are easy to climb, requiring a Climb check [DC 12], unless otherwise noted. Fungus encrusts this level's cave areas; 20% of the fungus is edible, while 10% is poisonous (Fortitude save [DC 16] or take 1d6/1d6 Con). A Wilderness Lore check (DC 20, DC 14 for gnomes and other underground-dwelling creatures) allows PCs to determine which are edible.

The River and Swimming

Unless PCs have some way to avoid swimming (e.g., *flying*, *water walking*), they will encounter difficulties navigating this level. For instance, all down-gradient movement (north of area 8-4) will be a lethal, one-way trip. The channel near area 8-12 runs swift and deep, and no human could possibly swim against his current (Swim check [DC 35]). Conversely, PCs can wade through the Level 6A entrance area (to the east) until reaching area 8-10. Also, PCs can easily swim (Swim check [DC 10]) across the wide, slow-current pool between areas 8-10, 8-4, and 8-3. Past area 8-3, to the north, all Swim checks are (DC 22). If PCs swim downstream, off the mapped area, they are doomed (unless they can breath water), as the river flows through a subterranean sluice and does not resurface.

proven, he rewards the PCs with a pair of *wings of flying* from his treasure hoard.

Gundar the Beholder: CR 13; hp 93; see the MM.

Tactics: Gundar typically attacks half of the party when it is descending the cliff, which allows him to use all of his eye rays during each round of action. Gundar uses his fatal rays on fighter types but concentrates his antimagic ray on any obvious spellcasters.

Treasure: Gundar's treasure lies hidden under a 500-pound rock in the cave's north wall, so GMs should treat this rock as a secret door. Moving the rock reveals the following items: a human skeleton wearing a set of *druid's vestments*; a pair of

wings of flying, folded up in a blue silk cloth (worth 500 gp); a small coffer holding 3 *potions (truth, protection from elements [cold] and intelligence)*; a pair of *gauntlets of swimming and climbing* and an ivory scroll case (worth 50 gp) containing a scroll of 3 *arcane spells* (11th level caster: *mind fog, repulsion* and *wall of ice*).

Secret Rock Door: CR 2; 2 in. thick; Hardness 8; hp 160; Roll aside (Str check DC 28); Spot (DC 35); Search (DC 20).

8-9. Yokim's Tomb (EL 8)

Beyond the brick wall, a corridor leads down to a small crypt: Yokim's tomb. The acolytes of Orcus entombed

Yokim, the unwilling elven concubine of King Goov during life, alive — her crypt sealed and walled up so that she could not leave Goov after his undeath. As she starved to death, sealed in her coffin, Yokim transformed into a banshee. Bound by her curse to Goov, she nonetheless hates him and will speak with the PCs unless they immediately attack her. She pleads with them, asking them to free her spirit by destroying Goov, and gives them a key to his underwater door. Though bound to help him when called, she explains, she is unwilling to serve him; she will not use her wailing voice against the PCs if they agree to help her. When called (arriving in 1d6 rounds) to Goov's lair (area 8-15), Yokim attacks physically. Destroying Goov frees Yokim, allowing her to finally die, thus leaving the PCs in peace. If the PCs refuse to help her, she wails twice and attacks them. Full experience for encountering Yokim should be awarded in either case.

Yokim the Banshee: CR 8; hp 80; see the **Appendix**.

Treasure: Yokim's crypt contains rotted finery, a gold ring worth 50 gp (Goov was a notorious cheapskate) and a *potion of charisma*, as well as the key to Goov's tomb (area 8-15).

8-10. The Playground

This sandy beach serves as the primary attack zone of area 8-11's manticores. The beach's condition betrays their presence: piles of bones, disturbed earth and catlike footprints. The manticores favor this spacious area, as it allows them to use their flight and tail-spike-throwing abilities. A steep hill leads to area 8-11. Three rounds after the PCs land on the beach, all living manticores (up to 5) from area 8-11 swoop down to attack.

8-11. The Manticore Nest (EL 10)

The nest houses as many as **1d4+1 manticores** at all times, unless PCs slew one or more as wandering encounters. The manticores attack as soon as the PCs reach the beach. Three are male, two female. They enjoy an uneasy truce with both the goblins and the beholder.

Manticores (5): CR 5; hp 60; see the **MM**.

Tactics: The manticores swoop in and shoot tail spikes. They do not join combat until all but one volley of spikes are exhausted. Then they land and attack. If three are slain and the remaining manticores are wounded over 50%, the survivors fly to area 8-14 and retreat into the vast cavern at Level 10A, returning in two days' time.

Treasure: A pile of debris in the manticore nest contains some valuables: a suit of *masterwork full plate*, a +3 *keen shortsword* and 2,100 gp worth of gold ore stolen from goblins (weighing 4,200 gp). Beneath skeletal remains, PCs will find a magical flute (Search

check [DC 20]). This instrument, when played by a bard (Performance check [DC 20]), casts *hold monster* twice per day.

8-12. The Swift River

The river's current, very strong and fast, makes swimming impossible. Anyone entering the water, voluntarily or otherwise, is in real trouble. PCs might catch land at area 8-2, -3 or -4 with a successful Reflex save of DC 20, DC 12 or DC 24, respectively (area 8-1 is too small and offers no purchase). Failing all saves, waterborne PCs drown, swept downstream. The current also impedes PCs' attempt to recovering their comrades' bodies or belongings.

8-13. The Goblin Camp (EL 15)

Goblins laboring on Level 10A established and populate this mining camp. The goblins — **42 normal goblins** and **7 goblin leaders** — gather ore here, bribe the trolls at area 8-16 to ferry it to Level 6A and then carry it themselves to Levels 4A, 9A and 12A (wherein lies the goblin city!).

Goblin Leader, Rog5 (7): CR 5; hp 26 each; see the **Appendix**.

Goblin Scouts, Rog3 (42): CR 3; hp 14 each; see the **Appendix**.

Tactics: The goblins scatter, negating the effectiveness of area-affect spells, and rain missile fire on their opponents. They do not pursue anyone who leaves them alone. Guarding quite a stash of loot has elevated their morale; they will withdraw only after all of the leaders and over half of the remaining goblins are dead. One leader, using a *ring of swimming*, will travel to and request help from area 8-16's trolls upon the PCs' arrival. The trolls arrive 3d6 rounds after the battle begins. If the PCs try to negotiate, the trolls attack from the river, surprising both the PCs and the goblins (except the goblin leader accompanying the trolls). The next round, the goblins attack. If the PCs leave in peace before the trolls arrive, the trolls swim further, looking for later opportunities to ambush the party.

Treasure: Piled around the goblin camp are 12 man-months' worth of food (edible, but not appetizing), 49 sets of mining tools and 15,600 gp worth of gold ore (weighing 31,200 gp). One goblin leader owns a *ring of swimming*.

8-14. Down, Down, Down You Go

A roughly carved staircase descends for over 100 feet. At its terminus, a landing guides PCs to another set of stairs running switchback and descending another 100 feet. Goblin miners carved these stairs to reach the gold mine on Level 10A. On the switchback, a Spot check (DC 20) reveals a gold nugget worth 22 gp.

8-15. King Goov's Tomb (EL 9, 10 if Yokim fights PCs efficiently)

Forty feet below the pool's surface (Spot DC 30 from above the surface of the water, DC 20 below the surface), a manmade structure, a stone box 10 feet square, seems curiously out of place. An intricate lock and what is obviously a door together adorn one of its faces.

Locked Stone Door: 2 in. thick; Hardness 8; hp 40; Break (DC 25); Open Lock (DC 25).

The door opens into an upward-sloping corridor that terminates in the lair of the greater mummy, King Goov. Egotistical, thoroughly evil but incredibly stupid, King Goov ruled ineffectually. Lacking charisma — owing to his horrible personality and disfigured, pear-like shape — Goov wielded a *rod of rulership* to coerce fealty from his unfortunate subjects and his unwilling concubine, Yokim. Goov made a covenant with Orcus to remain alive after death. In trade, Goov sacrificed 500 young maidens to the evil god, which triggered a revolt among his people, leading to regicide. Honoring his promise, Orcus made Goov undead. Discovering his concubine in a tryst with a halfling named Helman, Goov kidnapped Yokim by the dark of night and whisked her away to Level 4's evil temple.

King Goov the Mummy: CR 9; hp 131; see the Appendix.

Tactics: King Goov, very upset that his rest has been disturbed, attempts to kill all intruders. He begins by using his *rod of rulership*, following with a *symbol of stunning* and *symbol of pain*. After King Goov summons *large scorpions*, he wades into melee. If sorely pressed, he summons his concubine, Yokim, from area 8-9 (she arrives in 1d6 rounds), calling her name in a bellowing voice with a strange and unidentifiable accent.

Treasure: Other than Goov's personal items, his coffin, made of solid stone and weighing 4,500 lb., is worth 20,000 gp. But getting it to the surface may prove an impossible task. Goov's triangular crown, ostentatiously gaudy and worth 2,000 gp, might fetch 3,000 gp if melted down — the pure gold is more valuable than the horrid item created from it!

8-16. The Troll Lair (EL 8)

This is the lair of a new strain of troll. These creatures, **river trolls**, bear some resemblance to normal trolls. While they lack normal trolls' climbing acumen, they are instead fine swimmers. They must also spend at least 4 hours each day in the water; otherwise, they dry out and lose their regenerative abilities. This encounter assumes that the trolls have not helped the goblin miners in area 8-13 or at least have had time to return to their lair.

Trolls, River (3): CR 5; hp 68 each; see the Appendix.

Tactics: Excellent swimmers, these trolls do not fear the swift channel of area 8-12. They typically grab their opponents and either throw them into the river or jump in while grappling them. The latter can be done successfully on an opposed Strength check, but only if the trolls are within 15 feet of shore. This strategy prevents the use of fire against them and simultaneously allows them an opportunity to drown their victims, as it is unlikely that PCs can hold their breath as long as a troll can (amphibious nature). The trolls can swim to area 8-4 without a Swim check. After dispatching their first set of victims, the trolls return to their lair by swimming past area 8-10, wading to the southeast corner of the map and slingshotting back to area 8-12 (and 8-16). This circuitous route takes about 20 minutes. Once they return, the trolls grab 3 additional victims and repeat the process. Corpses are left in the shallows south of area 8-10, in about 3 feet of water. When all the PCs have either died or run away, the trolls then loot the bodies, feasting all the while.

Treasure: These trolls have acquired quite a hoard. Successful hunters, they have also developed a good trade relationship with the goblin miners. Treasure is liberally strewn around their lair in three separate piles:

Pile 1 contains the following: 14,000 gp of fine-grade gold ore (weighing 28,000 gp); 6 gems — a fire opal (worth 1,000 gp), a jet (100 gp), a red spinel (100 gp), a piece of amber (100 gp), a bloodstone (50 gp) and a moss agate (worth 10 gp); and a *+1 keen silver dwarven waraxe*, with garnet studs and gold wire set in the pommel (worth 2,000 gp extra).

Pile 2 contains the following: 8,000 gp worth of ore (weighing 16,000 gp); a jade jewelry box decorated with carved serpents worth 500 gp and containing a pearl necklace worth 2,000 gp, an uncut star sapphire worth 5,000 gp and a *peript of proof against poison*; a suit of *masterwork plate mail*; and a small *bag of holding* (250-pound, 30-cubic-foot limits) containing a *robe of scintillating colors* and a set of *cursed boots of dancing*.

Pile 3 contains the following: 4,400 gp worth of ore (weighing 8,800 gp), a *scroll of 3 divine spells* (*dispel evil*, *healing circle* and *righteous might*, CL 9), a *scroll of 5 arcane spells* (*lesser geas*, *minor image*, *water breathing*, *web* and *vision*, CL 14) and a locked, trapped box containing a *+2 manual of gainful exercise*.

Locked, Poison Needle Trapped Iron Box: CR 3; 1 in. thick; Hardness 10; hp 15; mechanical device; touch trigger; manual reset; Atk +8 ranged (1 plus poison); poison (sassone leaf extract, 2d12 hp/1d6 Con damage, Fortitude save [DC 16] resists); Search DC 22; Disable Device (DC 20); Break (DC 26); Open Lock (DC 22).



LEVEL 8A:

THE TOMB OF THE BEACON

This level is a large, primarily vertical cavern, with a few smaller adjoining cavern and tunnel complexes. At its narrowest point it is about 375 feet in diameter; this increases to over 500 feet in diameter near the top of the cavern, and about 1,000 feet in diameter on the cavern floor. From the center of the ceiling to the lake at the bottom, there is a 1,500 foot drop. This cavern is located in an out-of-the way part of Rappan Athuk, and contains the crypt of a powerful spellcaster. The map of this level is shown in **Map RA-8A**. Detail maps of the upper and lower reaches are depicted in **Map RA-8A Upper and Lower Reaches**, and several key detail sections are shown in **Map RA-8 Detail**.

History

Three centuries ago, when Zelkor led his army of light to Rappan Athuk in pursuit of the followers of Orcus, he had a powerful lieutenant at his side, the **Prator Auris Veng**. Not only was this cleric/sorcerer a formidable spellcaster in his own right, but he controlled an artifact created through a combination of his efforts and divine assistance, called the **Auren Beacon**. This device was of great service in the fight against undead, for it could project sunlight into dark crypts and dungeons, severely weakening or destroying them.

The priests of Orcus decided to set a trap for him. They prepared a shielded crypt in an obscure area of Rappan Athuk, lured him there with the rumor of a powerful undead nemesis, and sealed it off with magic and a curse that prevented his escape—passing the barrier would deactivate an enchantment laid upon him that was keeping him from dying. He was presumed dead by his allies, and the followers of Orcus, having successfully contained him, left him to die alone.

Some years after being imprisoned, a group of unlikely creatures resembling airborne jellyfish known as **flumphs** paid Veng a visit. Over time he developed a means of nonverbal communication with them. He also taught their leader the rudiments of tapping into sorcerous power. Though Veng has long since passed away, the flumphs continue to use his tomb as their home.

Five years ago, a **beholder** named Xulux took up residence here. At first, Xulux regarded the flumphs as

no threat, and boldly tried to seize their lair for his own. After being rendered magically impotent by the antimagic field, stunned by a deluge of flumph sprays, and then swarmed, spiked, and injected with acid, he learned to hate and fear them. He tried snacking on them when they left their protected lair, but repeated sniping with a maximized *wand of magic missiles* (see Area 4 for details) taught him to leave them well enough alone.

About a year ago, a small group of **blood orchids** moved into some caves behind the waterfall. These strange creatures kept to themselves at first, but as they grew in numbers they became increasingly aggressive, until now they pose a major threat to the flumphs, as they are faster, and have many damaging tentacle attacks the antimagic field cannot block. Xulux would normally have scoured these from the cavern, but he hopes that if they destroy the flumphs, he can annihilate the blood orchids and finally gain access to the tomb.

The Inhabitants

The cavern is the home of several groups of beings:

Flumphs: These creatures are the dominant species in the cavern; they nest in the tomb at the top of the cavern (area 4). They are greatly concerned about the blood orchids, and have an uneasy *détente* with Xulux.

The flumph community numbers **36 standard flumphs**, **6 flumph Hunters (Rgr2)**, **5 flumph Protectors (Sor3)**, **a Master Hunter (Rgr4)**, and the **Leader (Sor6)**. Any flumphs killed should be subtracted from those totals; common flumphs are replaced at the rate of one per week; it takes six months per class level to train replacements in the leadership cadre.

Blood orchids: A nest of blood orchids has recently appeared in the cavern, and is steadily gaining in power relative to the flumphs. They nest in area 5, behind the waterfall.

The blood orchid nest houses a total of **15 blood orchids**, plus **2 savants** and a **grand savant**. All blood orchids killed come from these totals; they are replaced at 1 orchid per month, one savant at three months per caster level, and if the grand savant is killed, a savant evolves into a new one as soon as possible. If the grand savant and all lesser savants are killed, any surviving blood orchids flee back into the Underdark.

Level 8A

Difficulty Level: 10

Entrances and Exits: Passage to maze sections in Level 6; underwater passage to Level 13A; tunnel to ceiling of Level 10A; shaft to Underdark.

Wandering Monsters: Check once every two hours on 1d20:

1-3	1d4+2 flumphs , with 30% chance one hunter or one protector (See Areas 3-4)
4-5	1d3 blood orchids (See Area 5)
6	Xulux the beholder (See Area 6B)
7	1d4 cave fishers
8	1d4 albino cave spiders
9-20	No encounter

Detections: Areas 8A-3 and 4 cannot be scried, although detection spells work within these areas.

Shielding: Areas 8A-3 and 4 are shielded with an antimagic effect which blocks magical transport (*teleport*, *ethereal jaunt*, etc.), scrying, summoning of creatures, and communications spells (*commune*, crystal ball use, etc.). Praying for divine spells still works normally. Due to the antimagic effect, spells cast to destroy, alter, or bypass the stone and runes also fail.

Continuous Effects: There are two antimagic wards in Area 8A-3; see that area for details.

The slopes (Area 1): The map of the upper cavern shows contour lines where the ground reaches a certain angle. In the area with a 30 degree inclination, running and charging characters must make Balance checks (DC 10) to avoid slipping and falling. A Dexterity check (DC 10) is allowed to catch oneself once one has fallen; if this fails, the person starts to slide down slope.

The 45 degree slopes are much more dangerous. Simply moving at normal speeds or performing vigorous activities like melee combat on these provokes a Balance check (DC 15), and fallen people must make a Dexterity check (DC 15) to catch themselves; this Dexterity check also applies to people who have fallen and are sliding from upslope.

The 60 degree slopes are too steep to walk on, and require a Climb check (DC 15) to move around. People falling or sliding on these slopes are allowed a final Dexterity check (DC 20) to catch themselves; otherwise, they go over the edge and into the abyss.

Falling: Anyone who goes over the edge plummets down to the bottom of the cavern 200 feet below, and suffers 20d6 points of damage. This applies even if they fall into the lake, as it is too shallow to cushion a fall. Falling PCs are entitled to a single free action to activate a *feather fall* spell or the like, but they do not have time for a standard or partial action.

Aamazd the Roper: This cunning roper lives in the upper part of the cavern (area 1), and feeds off vermin, incautious flumphs, and any adventurers that wander into the cavern.

Xulux the Beholder: This paranoid beholder vari-ant nests in an area off the main cave (area 6A). He is quick to attack and difficult to negotiate with, but flees if he takes much damage, and he has fewer “instant kill” eyestalk powers.

Rats: Numerous regular and dire rats can be found throughout the cavern; they are not included on the wandering monster table because they are so easily found. They leave PCs alone unless cornered or attacked, and so aren’t worth any experience points on their own. They feast on the fungus and insects, and are a major source of food for the cavern’s intelligent species.

Albino cave spiders: These small but nasty spiders lurk among the toadstools and dine chiefly on rats, but they attack anything living that comes within their reach. The other cave inhabitants are wary of them, and always keep a lookout for them.

Cave Fishers: These nest in the many crevices and fissures located in the main cavern walls below the waterfall. They attack anything that comes within range.

Fungus: The cavern floor areas sport a large variety of mold, mushrooms, and other fungi. Fully 30% of these are edible and 10% are poisonous. If a poisonous one is eaten, it does 1d6/1d6 Constitution damage, with a DC 15 Fort save to resist.

8A-1. Great Shaft Upper Reaches

Access to the great shaft is difficult to find. The primary means of entry to the great cave is through one of several passages exiting from the mazes located on Level 6. The passageway from the mazes leads downward a half mile, until it comes out onto a rock shelf in the upper third of the chasm. About 30 feet from the entry, the cavern floor starts sloping down into the pit. During the day, light filters from a hole in the ceiling, illuminating the great cavern. Creatures which look something like airborne jellyfish or floating pies with dangling tendrils drift through the air in the distance. Opposite the entry, on the far wall of the cavern several hundred feet away, water gushes from the stone wall, cascades down a steep slope, and then spills over in a waterfall that plummets into unknown depths. Great stalactites, some taller than a house, hang overhead, though none loom near the recessed area from which the light shines.

On the ledge before the entry, many varieties of fungus up to three feet tall grow in large patches, with stalagmites rising from their midst like monoliths.

8A-1A. Roped Pillar (EL 12)

At 1A stands a 12 foot tall stalagmite, with a grappling hook-equipped rope wrapped around it. The rope, rotting

and frayed but still intact, stretches down the slope from the pillar and over the edge of the pit.

This stalagmite is actually Aamazd the Roper. It devoured the people who set the rope, but decided to leave it as a lure for future adventurers. Besides the rare cave explorer, Aamazd also enjoys dining on the occasional foolhardy flumph that drifts close enough for its sticky tendrils to reach. When looking for a meal, he very carefully sets himself to look like an innocuous stalagmite, effectively taking 20 on a Hide check. Identifying Aamazd as being other than a rock pillar thus requires a successful Spot check versus DC 38.

Aamazd the Roper: CR 12; hp 110; see the *MM*.

Tactics: Aamazd waits until someone comes close to investigate the rope and hook, and then he attacks with all his strands on that person. When their strength has been drained, he releases them and attacks another target. Aamazd understands some Common, and eavesdrops on any conversations he can and adjusts his tactics accordingly. If badly injured, he attempts to negotiate. He can offer them information on the aerial inhabitants of the level; but knows little about the cavern floor.

Treasure: If Aamazd's corpse is cut open, a pair of diamonds can be found lodged in his gullet. One of these is a beautiful specimen worth 5,000 gp, and the other is flawed but still valuable at 2,500 gp.

Development: If the characters manage to kill the roper, the flumphs drifting about the cavern are intrigued, and a few move over to have a closer look at the PCs. See Area 3 for further details regarding interacting with the flumphs.

8A-1B. Sheltered Alcove

This area is one of the few flat locations on the upper portion of the cavern complex. It is empty of all but a few toadstools and a charred fire ring near the back, the spoor of a past adventuring group. Roll a wandering monster check when the PCs arrive here.

8A-2. The Waterfall

Opposite the main entryway, water pours in from an underground passageway in a torrent (swimming up this is nearly impossible, Swim [DC 35]). Upstream, the watery passage goes underground and does not lead anywhere.

Movement within 30 feet of the waterfall is treacherous, due to the slick, mossy coating on the rocks (-6 circumstance penalty to all Balance/Dex checks). Further, the noise of the water muffles sound, imposing a -4 penalty to Listen checks.

8A-3. The Upper Reaches

Where the central cavern arches overhead, the ceiling is festooned with stalactites. However, at the center of the ceiling there is a 40-foot diameter circular opening that has obviously been carved from the native stone. Around the inside circumference of this opening, magical

runes have been carved into the stone, and they radiate a very faint bluish light (Spot check DC 20 to notice these before they activate from farther than 10 feet away; if observers are in melee or otherwise engaged, this DC increases to 30).

The opening goes up into a domed area 20 feet high, and at the center is a ten foot diameter hole from which the light that illuminates the cavern shines. Around the inside circumference of this hole as well there are more magical runes with the same appearance as the ones described above. The shaft leads up 20 feet into Area 8A-4.

The rune circles mark the location of a pair of wards that are triggered whenever a magical device or active spell crosses their threshold. Spells that pass over are instantly nullified as if they had hit an antimagic field, and creatures with magic items or spells in effect (most notably including fly spells) find themselves encased in a blue shimmering aura that acts as an antimagic field, and lasts for three rounds. During this time, no magic or supernatural effects function and spellcasting fails. The typical result of this for an adventurer is a sudden drop to the bottom of the cavern, where he suffers 20d6 points damage and has to make a Fortitude save (DC 20) to avoid dying outright.

There are always at least **6 common flumphs** floating about in the upper cavern, along with at least a **protector** and **2 hunters**. They are wary of strangers, and seek to avoid combat if possible, retreating into the domed area if threatened.

The flumphs are aware of the effects of the magical rune circles, and warn off any approaching adventurers who do not threaten them as best they can; see the sidebar for full statistics and further notes on roleplaying these strange creatures. They only attack directly if attacked themselves, or if they suspect the intruder's intentions are hostile. They also attack anyone trying to enter area 4 without their permission.

Tactics: If the flumphs are attacked, they release their spray of nauseating liquid and move away toward the ceiling, beyond the runic circle. There they gather and wait for pursuers. All flumphs save the Protector blast anything making it past the ward with their nauseating sprays, and follow this up with flanking attacks. If battle takes place for more than two rounds, two of the flumph Protectors from area 4 appear and assist with spells (only targeting those who are above the lower barrier). The Protectors do not cast any defensive spells before arriving to avoid triggering the upper ward. If reduced to one third of their numbers, they retreat again up through the 10 foot opening and seal off the entryway (see Area 4A).

8A-4. The Hidden Tomb (EL 12)

This area, above the doubly-warded "roof" of the cavern, is where Prator Auris Veng was trapped. It is now the home of the flumph colony in the cavern. The entire area is warded against scrying and teleportation/transportation type magics. Also, summoning spells and effects do not work here, as the area has been warded to prevent any sort of magical contact with the world beyond.

Flumphs

A flumph is a flying disc-shaped creature about three feet in diameter. Its body is round and almost flat. The body is flanked by two eyestalks, each about six inches long. Several short tentacles hang from the creature's underside, concealing a mass of small spikes. A flumph is pure white in color with slightly darker tentacles.

Flumphs communicate by means of a combination of body language, chirps and whistles. They can learn other languages, but cannot speak more than a word or two, and that with great difficulty.

In combat, the flumph hovers a few inches above the ground, or hangs motionless in concealment, hunting small creatures such as rats, frogs, and lizards. When it finds a suitable creature, it rises a foot or two, and drops onto its prey, piercing it with its spikes and injecting its acid into the wounds.

If threatened by a larger creature, the flumph attempts to drive it away by squirting a foul-smelling liquid from an orifice along its equator. If this fails, the flumph rises and drops onto an opponent, piercing it with its spikes and injecting its acid into the wounds.

Flumph (36): CR 2; hp 9; see the **Appendix**.

Flumph Hunter Rgr2 (6): CR 4; hp 24; see the **Appendix**.

Flumph Protector Sor3 (5): CR 4; hp 18; see the **Appendix**.

Flumph Master Hunter Rgr4: CR 6; hp 42; see the **Appendix**.

Flumph Leader Sor6: CR 7; hp 36; see the **Appendix**.

Roleplaying the Flumphs

At some point, the party may try communicating with the flumphs. Although they do not speak Common, they do understand it to some degree, as well as a smattering of Goblin and Undercommon. They can gesture and move in response to queries to indicate their understanding (e.g., bobbing up and down for yes, and moving side-to-side for no). PCs can attempt an Intelligence check (DC 15) to understand a simple message from the flumphs, though the DM is encouraged to act out this communication with the players. The Protectors and Leader can also communicate by scribing words into sand or a soft surface with their tentacles, but they are unlikely to expose themselves to possible harm unless they feel it necessary, and the PCs have established their good intentions.

To warn PCs away from the antimagic field, they may try physically blocking travelers, pantomiming falling, etc., working in tandem to build their messages. Have fun with this.

If the PCs do manage to establish communication with the flumphs, a representative may be brought before the flumph leader. This person must weigh less than 200 pounds; 10 flumphs then grab a hold of the emissary and carry him or her up through the antimagic fields and into Area 4, to speak with the flumph leader. Further information on negotiating with the flumph leader are given in the Development section of Area 4D.

8A-4A. The Main Chamber

The 10 foot diameter shaft goes up 20 feet and into a large rectangular room. Two walls have passages leading away from the chamber, and the other two are covered with 5 foot wide niches. On either side of the opening is a pair of semicircular stone slabs on tracks which would cause them to slide down into the opening, sealing it off; a series of small stone wedges easily removable by the flumphs are all that hold it open.

Directly over the entryway shaft, in the ceiling 20 feet above, there is a 10 foot wide circular mirrorlike object inset five feet into the ceiling, held in place by a trio of ebon claws. During daylight hours, this mirror (half of the *Auren Beacon*) sheds light too intense to be looked at directly, bathing the tomb with warmth. At night, it glows dimly, its light increasing and decreasing with the waxing and waning of the moon.

The claws that hold it in place are composed of an evil-enhanced darkness forged of Orcus's will. So long as even one remains, the mirror cannot be budged. In order to remove the

claws, each of the three temples to Orcus in Rappan Athuk must be cleansed, which weakens a corresponding claw, causing it to become brittle and easily shattered.

There are always a **12 or more flumphs** in here, some floating about, others resting in the niches. Further, at least **2 protectors** and **2 hunters** are always present.

Tactics: If battle starts, the flumphs attack en masse, with the protectors entering melee only after their spells have been exhausted. They fight to the death to defend their lair. In addition, the flumph leader and any flumphs with him join in the battle within 1d3 rounds.

8A-4B. Veng's Tomb

This chamber contains a large stone sarcophagus resting in the center of the room. Chiseled upon the lid of the sarcophagus in antiquated Common is "Prator Auris Veng—Here Rests a Pawn of Light." The entire tomb is protected with a *hallow* spell.

Opening the sarcophagus exposes the remains of Veng to view, a mummified corpse clad in a *+4 heavy fortification*

mithril shirt, with a +3 *heavy mace of disruption* and wrapped in a white *robe of the archmagi*. The robe is secured in place with an +5 *amulet of natural armor*. Upon his brow rests a platinum circlet (1,000 gp value) inset with a jewel that functions both as a *gem of brightness* and a +6 *percept of wisdom*. On his feet he wears *winged boots*.

Those looking upon the remains feel a strong sense of being observed. If anyone touches the body or its equipment, a phantasmal figure appears—the spirit of Auris Veng. It warns the PCs that a powerful curse protects his remains, and the only way to avoid it is to discover the fate of the great adventurer Bofred, rescue him if he is somehow still alive, or return his remains to the surface for a proper burial if not. He tells them who he was if asked, and tells them a bit about the Auren Beacon, including how to free it (destroy all three temples to Orcus).

Anyone looting or molesting the body is indeed cursed, losing their sense of sight, hearing, and touch. This curse cannot be removed from the items, but a *remove curse* spell cast by a 19th-level or higher caster will rid someone of its influence. Paladins and good-aligned priests participating in the looting lose their class-granted special abilities until they *atone*.

8A-4C. Veng's study

This room contains a very old wooden desk, along with a pair of wooden chairs and a small table. A bookcase also stands on a wall next to the desk, with several books and scrolls upon it.

During the long years of his imprisonment, Auris Veng spent much time here reading and writing works of philosophy using materials made from the fungal forest below, brought to him by the flumphs. Besides an old, tattered prayer book and several works on magic, there are a half dozen volumes of philosophy and poetry written by the Prator which could be sold to collectors for 100 gp each. Careful study of these works over several weeks should give the reader a fair idea of who Auris Veng was, and what happened to him (as detailed in the history section for this adventure).

Also on the shelf is a collection of old scrolls of divine spells that the flumphs cannot use. All are written at a 10th-level caster ability. They are: *silence*, *dispel magic*, *magic circle against evil*, *remove disease*, *cure critical wounds*, *commune*, *flame strike*, and *healing circle*.

8A-4D. The Flumph Leader's Aerie

This chamber is filled with a rock garden. The floor is buried in a six inch layer of grayish sand, with several interesting-shaped rocks and gleaming crystals thrusting out of it. The sand has abstract patterns traced in it by the flumphs, who find studying such patterns soothing. Against the far wall is an old, ornate-looking chair, with a staff propped against it.

This chamber was once Auris Veng's bedroom, and has since been turned into the private chamber of the **flumph leader**, who rests upon the wooden chair. The leader also always has an entourage of protectors and common flumphs: the colony's **master hunter**, **2 protectors**, and **4 common flumphs**.

Tactics: In the unlikely event that combat breaks out here, the Master Hunter and common flumphs swarm the enemies while the Protectors and Leader stay back and cast protective spells on themselves, followed by offensive spells at any opponents. If he has time, the leader may also use the *wand of mirror image* to further protect himself and his fellows. Any flumphs left in the other areas of this complex come to assist in the battle 1d3 rounds after combat begins. They fight to the death.

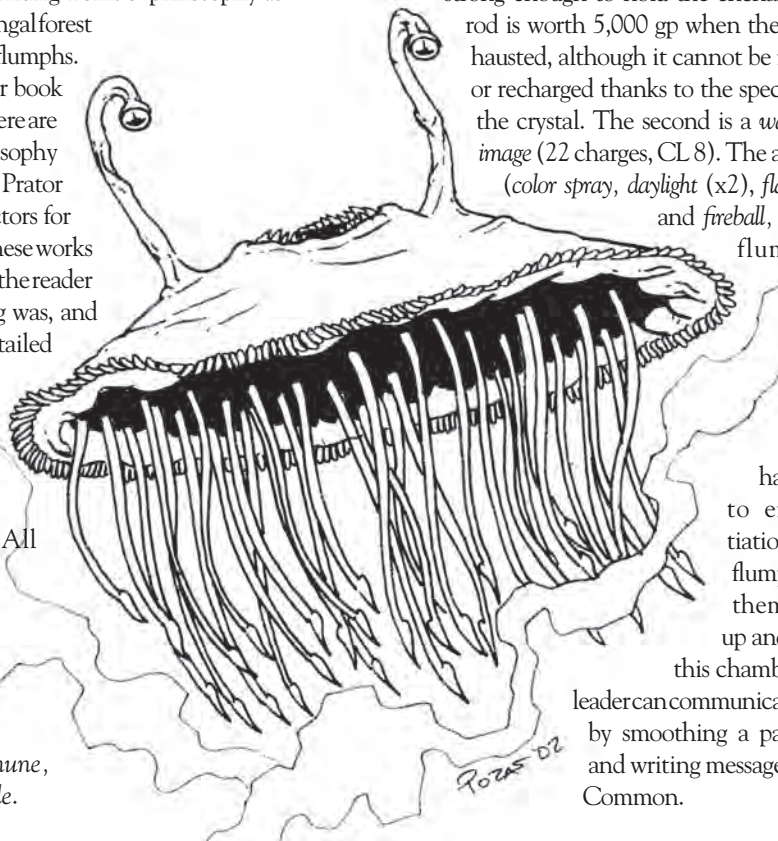
Treasure: The staff propped against the chair is Auris Veng's old *staff of healing* with 24 charges remaining. Also resting on the chair seat are a pair of wands and several scrolls, which the leader wields to defend the lair. The first is a *wand of maximized magic missiles* (5 missiles doing 5 points damage each, 11 charges) fashioned out of a rare crystal whose matrix is

strong enough to hold the enchantment; this rod is worth 5,000 gp when the wand is exhausted, although it cannot be reenchanted or recharged thanks to the special nature of the crystal. The second is a *wand of mirror image* (22 charges, CL 8). The arcane scrolls (*color spray*, *daylight* (x2), *flaming sphere*, and *fireball*, CL 8). The

flumphs have no monetary treasure.

Development:

If the PCs have managed to enter negotiations with the flumphs, one of them is hauled up and escorted to this chamber. Here the leader can communicate with them by smoothing a patch of sand and writing messages to them in Common.



The flumphs would love to have someone eradicate the blood orchids, and they would also be pleased if the beholder were taken care of. If one of these threats is dealt with, they reward the party with the *staff of healing*; if both are taken care of, they also give the PCs the scrolls from Veng's study. If the PCs do take care of both threats, and show respect for the flumphs, they are allowed to shelter in their lair when they come through the cavern complex, which could be quite useful for deep delvings in Rappan Athuk! They inform any who ask that Veng's remains are not to be disturbed.

8A-5. The Blood Orchid Nest (EL 13+)

Located behind the waterfall is a shaft leading upward into the overhanging cliff face. This location is inaccessible without extensive climbing up a difficult rock wall or some means of flying. A small group blood orchids settled here a few years back, having fled here after the destruction of their previous lair in the Underdark. They have been maintaining a low profile until recently, subsisting mostly on cave rats. Now that their numbers have grown to **15 blood orchids**, plus **2 savants** and a **grand savant**, they are getting more aggressive, especially towards the flumphs. Unless something changes the balance of power with the caverns, the orchids clear out the flumphs within six to eight months.

The lair itself is a series of rocky caverns with treacherous floors, and many steep climbs, ledges, and descents. Air is slightly warmer and more humid than the main cavern area, and the air is redolent with the smell of blood, rotting flesh, and compost.

Note: Although this lair looks extremely dangerous, remember to subtract any blood orchids fought elsewhere from the total encountered here. This significantly decreases the threat level of this area. Furthermore, assume that unless alerted of a possible attack, there are only 2/3 of the regular blood orchids here at any given time.

Blood Orchid (15): CR 5; hp 37; see the **Appendix**.

Blood Orchid Savant Sav4 (2): CR 7; hp 60; see the **Appendix**.

Blood Orchid Grand Savant Sav6: CR 11; hp 140; see the **Appendix**.

8A-5A. Entry

This is a 10 foot wide, 15 foot tall cave mouth opening into a passage that slopes up at a 45 degree angle to area B. There is always **1 blood orchid** on lookout here just inside the cave mouth. It drifts down upon any other creatures who enter, hoping to gain surprise.

8A-5B. Intersection

At this point the passage levels off and divides. To the south it continues ascending at a 60 degree inclination, while to the northeast it is level until it passes one of the caverns marked C, at which point it rises again at a 60

degree angle. There is a 25% chance **1-2 blood orchids** lurk here. They attack using standard tactics.

8A-5C. Blood orchid nests

The four chambers marked 5C represent lairs for **3-4 blood orchids** (15 total divided among the four caves). The caves themselves are layered with rotted fungus, soil, and the carcasses of normal and dire rats and the occasional flumph.

Each nest has a 40% chance of being occupied by its tenants, bearing in mind the maximum number of orchids possible for the lair overall. If present, the orchids investigate any unusual activity they sense in nearby passageways, or at the telepathic summons for aid from one of their comrades. They have no treasure.

8A-5D. Vertical shaft

The corridor terminates in a 200-foot-deep shaft. Elevations of passages leading off the shaft are given on the map, relative to the floor of the pit. When PCs reach this point, there is a 30% chance of another encounter with **1-3 blood orchids**. The orchids drop paralyzed victims into the shaft whenever they have the opportunity to do so.

8A-5E. Larder

An eight foot wide slanting crack drops sixty feet into a low (8 foot high ceiling) cavern cluttered with rubble. Currently **12 starved dire rats** scuttle about in here, ready to provide a snack for an indolent blood orchid. The rats gnaw anything edible that comes within reach.

Dire rats (12): CR 1/3; hp 5; see the **MM**.

8A-5F. Cave of the Savants

This large cave has several stony pillars, and is nearly bisected in one point by a deep crevasse. To the north, it narrows at a drop-off, then opens into the **grand savant's** lair. The cavern is also the home of the clan's **2 savants**, who are always here unless out on a specific mission. There are also always **3 or more common blood orchids** here.

Tactics: The savants and grand savant start casting defensive spells at the first sign of trouble. Once intruders are spotted, they switch to offensive spells. The regular blood orchids hover near the ceiling, and attempt to drop on anyone who approaches the spellcasters. Nonflying PCs who get grappled might get dragged to the 60 foot deep pit and dropped there, or may be deposited in the grand savant's lair, where they are subjected to 12 tentacle attacks.

Treasure: The treasure for the blood orchid lair is located beneath the mound of half-digested remains underneath it. It consists of: 2,097 sp, 4,430 gp, 197 pp, five gems (tourmalines worth 500 gp each), a dented jeweled scepter worth 1,000 gp, a large nonmagical adamantine shield, a *light mace* +2, and a cursed *loadstone* (which identifies as a +3 *luckstone*).

8A-6. The winding path

To reach the bottom of the pit without falling or flying, this is the only feasible means of travel, other than simply attempting to climb the walls. This path starts by plunging through solid rock, into a long, winding passage that descends the side of the great cavern. About three quarters of this route is through tunnels, which occasionally have pits opening up to one side or in the center of the passageway (40% of these open back up into the main cavern area).

However, a quarter of the windy path follows ledges on the sides of the cavern walls. These ledges are usually about 10 feet wide, but because the cliff face overhangs the path, travel along these sections can be hazardous for larger creatures. Small sized creatures can move normally, but Medium sized creatures must move at half speed or else prompt a Balance check (DC 10) to avoid falling, with a single Dex check (DC 15) allowed to try catching the edge of the pathway. Large creatures must crawl at quarter speed, and creatures of larger sizes cannot fit on the ledge. These ledges are often inhabited by normal and dire rats, which generally flee any non-rats that approach; they are also frequently scoured by hungry blood orchids, cave fishers, and the beholder as well; a wandering monster check should be made each time they have to progress along a series of ledges.

8A-6A. Entry and Upper Caves

On the south side of the upper part of the great cavern, a recess in the wall opens into a pair of passages. One goes into a series of small caves which are uninhabited, and used by the flumphs for mating. There is a 50% chance that a pair of flumphs can be found here at any time, and they are likely to regard any intrusions unfavorably (probably resulting in a barrage of nauseating sprays, and them fleeing). The other opening is the start of the winding path itself; it levels off, then quickly starts to descend.

8A-6B. Xulux's Lair (EL 13)

The paranoid beholder Xulux has set up a lair about two thirds of the way down the switchbacking trail, in a series of shafts with two points of entry, so he has a direction to flee in. There is a 75% chance that he is cowering in his lair, and if he is, he is asleep 40% of the time.

8A-6B1. Entry Pit

To one side of the main passage a pit opens up, descending into darkness, much like others along the pathway. If Xulux is in his lair and awake, he is allowed an opposed Listen check to hear any travelers.

8A-6B2. Nest

About two thirds of the way down the side of the pit there is an opening in one wall, going into an inclined passage. At the base of this passage, in a bowl-shaped depression, Xulux makes his lair.

Xulux is an unusual specimen for a beholder. He is smaller in diameter than the norm, with somewhat longer eyestalks, and a pebbly dark brown skin with black highlights, much darker than usual. Furthermore, several of his eyestalks are not standard for his species—the usual powers of *disintegration*, *flesh to stone*, and *charm monster* have instead manifested as *enfeeblement*, *repulsion*, and a second *telekinesis* eye. Because of these “deformities”, he is hated by other beholders, who regard him as an abomination of the true beholder form. After narrowly escaping death in his youth, he has become exceptionally paranoid, even for a beholder. This gives him a -2 circumstance penalty against Bluff and Intimidation attempts to cow him.

Xulux has been a resident of this cavern for several years. He generally leaves the flumphs alone, and while he could probably deal with the blood orchids without too much trouble, he has been leaving them alone as well, hoping that they clear the flumphs out for him, and then he can wipe them out at his leisure. That would allow him the opportunity to finally investigate the tomb at the top of the cavern, about which he has a burning curiosity.

It is possible for PCs to enter negotiations with Xulux if they can convince him that they are much stronger than he is. In such a case, the beholder usually talks only until he can escape them. He mentions the presence of the blood orchids, that the flumphs are hiding great treasures, and in general tries to get the PCs more interested in the cavern's other dangerous inhabitants.

Xulux the Beholder: CR 13; hp 100. See the **MM**.

Xulux is a typical beholder except that instead of having a disintegrate eye ray, he has a second telekinesis eye ray. He can combine the effect of these two eyes if used in the same arc to lift up to 650 pounds, provide both eye rays hit and both Will saves are failed, if applicable.

Tactics: When in his lair, if he hears people on the path above, he slowly moves up until he can spot them. Unless they look overwhelmingly powerful, he ambushes them with his eyestalks. He uses his eye powers as follows: *repulsion*—used against melee fighter types over spellcasters and ranged attackers; *slow/finger of death*—used against the most threatening enemies; *charm person*—used on support people, whom he commands to sit out the battle and do nothing; *inflict moderate wounds*—used on arcane spellcasters or those who look badly damaged, to finish them off; *telekinesis*—used to yank foes off ledges and hold back melee fighters; *sleep*—on rogues and other sneaky types; *fear*—on physical melee or ranged attackers; and *enfeeblement*—on anyone who poses a physical threat, especially those who are already moving more slowly due to heavy encumbrance. He uses his *antimagic* eye cone against clusters of spellcasters.

When hunting, Xulux likes to use his *telekinesis* eye rays to seize prey on ledges and throw them off. Xulux finds that the plummet to the bottom of the cavern nicely “tenderizes” his meals for him. If he does achieve such a kill, he ignores the rest of the group and descends to feast. When the open, he targets flying enemies before landbound ones assuming they are of roughly equivalent threat.

Xulux flees if his hit points are reduced to 50% or less. As he goes, he collects his treasure chest and the key.

Treasure: Halfburied among the debris of Xulux's nest is a small (1-1/2 ft. x 3/4 ft. x 3/4 ft.) chest made of teak with gold fittings, and bearing a fine lock (Open Lock DC 30) that is trapped with a poison needle. The chest itself radiates magic if such is detected for. The key for the chest is concealed in a rock crevice 15 feet upslope behind the nest. Note that breaking the chest open destroys its magic.

The chest itself is a variant of a *Heward's Handy Haversack*. Its main compartment can hold up to 80 pounds or 8 cubic feet of material, and the inside of the lid holds two secret compartments (Search DC 20), each of which can hold 2 cubic feet or 20 pounds of weight. Remember that dire consequences result if it is placed inside another extradimensional space. The overall weight of the chest is 10 pounds, empty or full.

Currently the chest holds in its main compartment 86 pp, 103 gp, and 48 sp, along with an onyx statuette of a dog (nonmagical, worth 1,000 gp) and a magical *rope of climbing*. One of the secret compartments holds three gems (a pair of small rubies worth 500 gp each, and a water opal worth 1,000 gp), and the other compartment holds a small wooden box (6 inches x 3 inches x 1 inch) closed with a simple latch, which holds six lozenges in its padded interior. When placed in one's mouth, each of these magic pills produces a different potion effect. There are three white lozenges (*cure serious wounds*), a black lozenge (*sneaking*), a gray lozenge (*neutralize poison*), and a translucent aqua lozenge (*water breathing*). Xulux got these off of a drow he charmed and later ate some time ago in the Underdark. They are water soluble, so immersing them in water ruins them.

Poison Needle Trap: CR 3; mechanical; touch trigger; automatic reset; lock bypass (Open Lock [DC 30]); Atk +17 melee (1 plus poison, needle); poison (shadow essence, Fortitude save [DC 17] resists poison only, 1 Str drain/2d6 Str damage); Search (DC 22); Disable Device (DC 17). Note: This poisoned needle trap is part of the chest's magic; a successful Disable Device roll only allows it to be bypassed one time, and it is self-rearming and self-repairing if broken. If the Disable Device roll beats (DC 27), however, the disabler has figured out how it works and knows the procedure for picking the lock without setting the trap off.

8A-6B3. Shrieker

Up the slope behind the beholder's nest, nestled on a flat ledge, is a shrieker that Xulux brought in with telekinesis from the Underdark, to serve as a warning system in case flying creatures try to approach from the escape shaft. It sounds off as soon as any movement or light comes within ten feet of it.

Shrieker: CR 1; hp 11; see the *MM*.

8A-6B4. Escape Shaft

On the other side of the shrieker, the sloping passage meets another vertical shaft. This shaft descends 60 feet

before opening out into the main cavern. Xulux uses this as his "front door" when he goes off to hunt, and as a means of escape from intruders approaching from Area 8A-6B1.

8A-6C. Exit to Cavern Floor

In the bottom quarter of the winding passage, it moves away from the main cavern and slopes down more steeply to an exit point on the eastern side of Area 7. Traversing this sloping passage requires a successful Balance check (DC 15) or the PC falls en route for 1d6 points of buffeting damage.

8A-7. The Cavern Floor

The base of the cavern is home to a teeming population of rats, spiders, and fungi, with a lake at the center.

8A-7A. Lake

This large lake is quite shallow, ranging from one to four feet deep almost everywhere. Wading through it is very difficult because the lake bed is composed of a series of convoluted ridges, spines, holes, and loose mounds of rubble. Those wading move at quarter speed, and still must make a Balance check (DC 15) every minute to avoid slipping and falling. Where the waterfall meets the lake it is about 12-feet deep, though there is a pile of rubble beneath the falling water itself. The lake is the home of some small fish and crayfish, but no large or dangerous species.

At the bottom of the lake near its center, an underwater shaft drains the lake. This shaft eventually feeds into the river flowing through Level 13A.

8A-7B. Fungus Forest

A profusion of toadstools up to eight feet tall cover the majority of the cavern floor. Where toadstools aren't present, the ground is carpeted in a variety of molds, intercut with game trails left by the many dire rats who feast on the fungus and insects that live here. Albino cave spiders are a particular threat amid the toadstools, and jump out when prey comes within reach. Spotting (DC 28) them before they attack is difficult. On random encounter checks rolled here, treat rolls of 10-11 as spider encounters. Remember that the normal and dire rats normally flee.

8A-7C. Shaft to the Underdark

Partially obscured by the fungus at this location is an open pit 12-feet in diameter (Spot check [DC 15] to avoid walking into it by accident). It descends vertically hundreds of feet before winding its way into the Underdark. It is through this shaft that the blood orchids, beholder, and flumphs all originally immigrated, and all three groups know of its existence.

8A-7D. Rat Warren

To the north and south, the cavern wall has split in numerous places along natural fault lines, and rats

have taken advantages of the many passages now riddling these areas. Because the warrens are naturally formed, their ceiling height ranges from 5 to 15 feet, and width from 5 to 10 feet.

Unlike the rats elsewhere in the cavern, normal and dire rats within the rat tunnels attack anyone who invades their home, and experience should be rewarded for them normally. When characters explore these areas, roll for a rat encounter every five minutes on a d20: 1-6 = a pack of ten standard rats; 7-9 = a

rat swarm; 10-15 = 2d4 dire rats, and 16-20 = no encounter. The rats do not have any treasure.

8A-8. Lower Entry

At the eastern end of the cavern floor, not far from where the windy passage is located, a ten foot wide passage is nestled among a series of rat tunnels. This passage slopes downward, and eventually comes out in the ceiling of Level 10A, The Great Cavern, 80 feet over the southern portion of the central lake.

LEVEL 9: THE LOWER TEMPLE OF ORCUS

This level contains the second of three power centers for the evil temple of Orcus in the dungeon of Rappan Athuk. Just as Zehn rules Level 4 with an iron hand, so does Gudmund rule this level. If the PCs are to have any hope of expunging the evil forces of this place, they must first succeed in the destruction of this temple. Gudmund keeps a stable of servant creatures near the temple. Minotaurs haunt the maze area, and a large pack of displacer beasts are kept fed and happy in the caves. A herd of gorgons lives in yet another area. Worse encounters are hidden in the temple as well. A map of this level is depicted in **Map RA-9**.

9-1. Entrance

This small room contains stairs leading down to Levels 10 and 11A, and up to Level 7A.

9-2. Empty Areas

The occasional piece of junk or debris litters those areas marked 9-2. DMs should also roll a wandering monster check each time PCs enter areas designated "9-2."

9-3. The False Wall

The wall on the north side of this room simply looks fake. It is made of very weak paper and mortar, and can be easily broken down. If this occurs, an alarm is triggered in the evil temple at Area 9-8, and the gorgons are sent to the area by Gudmund from Area 9-7. Other than that, this area is yet another time waster.

9-4. Gathering Ground (EL 9)

This area is used as a base camp for the minotaurs that serve Gudmund. At all times, **12 minotaurs** are present in this area, and a total of 24 are present on this level. Any not here are assumed to be wandering the maze (Area 9-6) or elsewhere. There is a large iron bar across the door to the tunnel complex at Area 9-7. This is to keep the gorgons shut in, as the minotaurs fear them. Strewn about the room are small piles of rubbish that double as the minotaurs' beds (24 separate piles).

Minotaurs (12): CR 4; hp 45 each; see the **MM**.

Tactics: The minotaurs are too chaotic to formulate any real battle plan. They are relentless foes, however,

and track anyone fleeing as long as one side or the other is alive. They fear wizards, and anyone who can be seen casting spells is preferentially targeted. Any non-spellcasters captured are eaten. Captured spellcasters are tossed into the gorgon area beyond the north door (it is bad luck to eat a wizard . . .).

Treasure: Three of the piles have some items of interest. Pile #14 has 1,400 gp in a large locked leather sack. The lock is of fine quality (Open Lock DC 25). Pile #19 has hidden in a pile of vile feces a +3 *shortsword of speed* in a lead sheath (*detect magic* cannot find it). This sword may be found on a Search check (DC 25). Pile #23 contains a small statue of pure adamantite. The statue is of a young man kneeling beside two lions; it is worth 2,500 gp and weighs 2.5 pounds.

9-5. Displacer Beast Caves (EL 10)

Two interconnected areas are labeled as 9-5 on the map. Each serves as the den for a pack of **8 displacer beasts** that are used as guardian animals by Gudmund. These packs do not care for each other. Any combat in one area is only 30% likely to draw additional beasts from the other area. The river in this area can be swam (Swim DC 15), though downstream it leads nowhere. The source of the river is Level 1, Area 1-14. The beasts have no treasure.

Displacer Beasts (8): CR 4; hp 51 each; see the **MM**.

Tactics: These beasts hit and run, avoiding heavily armored opponents until all others have been dealt with. The pack attacks in two groups of four, with each group dedicating all of its attacks on one individual until he falls. If seriously wounded (75% or more of hit points), an displacer beast flees and hides, avoiding further conflict if possible.

9-6. The Maze (EL 8)

This area is a total time-waster and was built to distract invaders while the priests gather their forces to fight them. Hidden throughout the maze are a series of undetectable *glyphs of warding* that do not harm anyone, but instead trigger an alarm in Area 9-9. Once the alarm is triggered, Gudmund

Level 9

Difficulty Level: 12

Entrances: Stairs to Levels 7A, 10, and 11A from Area 9-1. River from Level 1.

Exits: Stairs to Levels 7A, 10, and 11A from Area 9-1.

Wandering Monsters: Check once every hour on 1d20:

1	1d3 Acolytes of Orcus (See Area 9-8, below)
2	1d6 Minotaurs
3	3d6 Dire Rats (cavern areas only, otherwise no encounter)
4-5	1d3 Displacer Beasts
6	A Company of Goblin Scouts—2d4 goblin scouts with shortbows, 1d4 with javelins, 1d4 with handaxes; all have daggers; accompanied by 1d2 goblin leaders (see the Appendix)
7	1d2 Vrocks
8-9	1d3 Piercers (cavern areas only, otherwise no encounter)
10-20	No encounter

Detections: Strong evil emanates from the temple at Area 9-8.

Shielding: None.

Standard Features: Unless otherwise noted, all doors on this level are made of locked, iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 23], Open Lock [DC 20]). All secret doors are made of stone (2 in. thick; Hardness 8; hp 30; Break [DC 25], Open Lock [DC 20], Search [DC 20]).

All attempts to turn undead receive a -4 profane penalty due to the evil temple. No turning is possible in the temple area itself. Areas 9-8 to 9-11 radiate a continuous *dispel good* aura. Fungus encrusts most cave surfaces on this level; 20% of the fungus is edible, while 10% is poisonous (Fortitude save [DC 16] resists, 1d6 Con/1d6 Con damage). A Wilderness Lore check (DC 20, DC 14 for gnomes, dwarves, and other underground creatures) allows PCs to determine which are edible.

releases the gorgons from Area 9-7 into the maze. These beasts track by scent until the PCs are found. Wandering the maze at any given time are **6 Minotaurs**, who feel at home here. There is a 50% chance per 10 minutes of encountering such a wandering group. Once they are slain, no further encounters with minotaurs occur in the maze.

Minotaurs (6): CR 4; hp 45 each; see the **MM**.

Tactics: The minotaurs are too chaotic to formulate any real battle plan. They are relentless foes, however, and track anyone fleeing as long as one side or the other is alive. They fear wizards, and anyone who can be seen casting spells is preferentially targeted. Any non-spellcasters captured are eaten. Captured spellcasters are tossed into the gorgon area.

9-7. Cave of the Gorgons (EL 12)

Only Gudmund himself dares enter this room, as his amulet protects him from the breath of the foul creatures stabled here. This cave complex smells of cow dung and vermin. Careful inspection of the area behind the door (Search check DC 15) reveals a whole troop of small rat statues, 20 in total. Here and there a stone stirge may be found as well. Each minute spent north of the door from Area 9-4 brings a 35% chance of an encounter with **1d3 gorgons**. These beasts are used as a weapon by the evil priests of this level and are kept well fed with slaves, goblin trespassers, and adventurers. The gorgon lair (statuary, really) is in the back corner of Area 9-7. Gudmund removes all treasure.

Gorgons (4): CR 8; hp 85; see the **MM**.

Tactics: Mooooo!!! Charge, breathe, charge, breathe, charge, etc.

Treasure: In a large pile of offal (Search DC 32) is a long lost *iron flask* containing a **vrock**. The command word for the flask is “Muzekseg.”

9-8. The Lower Temple of Orcus (EL 15)

Entrance Portals: The divided corridor leads down an 80-foot hall and ends in a set of huge, carved double doors. Unholy scenes of demonic faces and rites are carved in these bas-relief halls and doors, evidence that something wicked this way comes. The doors are unlocked, and may be opened easily by pulling on their great brass handles. The doors are, of course, trapped.

Stone Double Doors: 3 in. thick; Hardness 8; hp 45; Break (DC 30); Open Locks (30); *glyph of warding* trap.

Glyph of Warding Trap: CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding* [*bestow curse*], 9th-level cleric, -6 Wisdom, Will save [DC 18] negates); multiple targets (all non-evil creatures passing through the portal); Search (DC 28); Disable Device (DC 28).

Beyond the Doors: Inside is the Lower Temple of Orcus, the last of the human-occupied shrines of power dedicated to this evil god. Like the Upper Temple (Level 4), this area is designed to be horribly deadly and should not be taken as “just another encounter” by the DM. It is critical that the PCs destroy this power source if they will have any chance of defeating the evil of Rappan Athuk.

Shrines of Power

The unholy shrines in this dungeon, of which this is the first, provide power to the demon prince Orcus and his avatar the “Master.” To cleanse the area of evil, PCs must destroy and consecrate each unholy shrine. Additionally, destroying the unholy shrines weakens Orcus’ avatar, making it possible for a high-level party to defeat him on Level 15. Note that to access the Chapel of Orcus (Level 14), the PCs must obtain the magical key held by Gudmund. No other means of opening the door at Area 5-11 is available.

The room itself is shaped like a cross, with two large pools of bubbling blood flanking a large altar upon which rests a shimmering globe of scintillating colors. The globe spins wildly along its axis, creating a *blur* effect within 20 feet of the altar. Around the altar is inscribed a pentagram. This pentagram radiates a permanent *unhallow* and *magic circle against good* aura within 120 feet. Remember as well, the entire temple area radiates a *dispel good* effect. In order to destroy this shrine, the PCs must not only deface the temple, but must also destroy the globe, known as the *sphere of souls*.

Like the Upper Temple, an evil priest and his minions guard this shrine. **Gudmund**, a high priest of Orcus, and several attendants oversee this shrine. The demon prince has bequeathed Gudmund an assistant to aid in the

temple’s defense: **Geelzabigth**, a type III glabrezu demon. **Gudmund** has also created a **clay golem** to protect him. Several—if not all—PCs may perish in an attempt to destroy this den of evil. Wise and well versed in combat, the priests never surrender or parley. Anyone captured alive is either immediately killed or sacrificed to Orcus after the battle. Combat such as this is the stuff of which legends are made. DMs should play these NPCs with all their guile and skill.

Magical Protections: The temple is under the effects of permanent *unhallow* and *dispel good* spells. All these spells are as if cast by an 18th-level caster.

Gudmund, Male Human Clr12 (Orcus): CR 12; hp 91; see the **Appendix**.

Geelzabigth the Glabrezu: CR 13; hp 174; see the **MM**.

Clay Golem: CR 10; hp 60; see the **MM**.

Human, Priests of Orcus, Male Clr5 (Orcus) (6): CR 5; hp 50 each; see the **Appendix**.

Human, Acolytes of Orcus, Male Clr2 (Orcus) (12): CR 2; hp 18 each; see the **Appendix**.

Tactics: The priests use fairly simple tactics. Gudmund casts *blade barrier*, *death ward*, *prayer*, *freedom of movement*, and *wind wall*, then uses his *mask of the skull*. He then casts additional spells as seen fit by the DM, aiding his demon and clay golem servitors to slay anyone still standing. He uses the *blur* and *protection from good* areas for any close-in combat he is forced to join, saving his 12d6 death touch for a final moment. If all else fails, he will *word of recall* to Area 9-10 and prepare for a final stand at that location, after healing himself.



The acolytes cast *bane*, *doom*, and *protection from good*, then wade into melee, relying on their god's protection. The priests' actions parallel that of the acolytes, but they also cast *bull's strength* and *bleed* before joining combat, as well as *animate dead*, creating 5 skeletons each from the bones in Area 9-11 (total of 30 skeletons). When the opportunity presents itself, each priest uses his *death touch* ability or his *silence* or *hold person* spell. As befits their chaotic-evil nature, the higher-level priests let the acolytes bear the brunt of combat (e.g., melee with PC fighters). The glabrezu immediately uses its summon ability to attempt to bring in 1d2 vrocks. It casts *mirror image*, followed by *confusion* and *reverse gravity*. It uses its *teleport* ability to stay away from fighter types, using its *burning hands*, *chaos hammer*, and *unholy blight* spell-like abilities until forced to fight hand-to-hand. The clay golem and skeletons simply bash the closest opponent. None of Orcus' minions retreats or gives quarter. Priests sacrifice charmed PCs immediately following combat.

Treasure: Other than the priests' respective treasures, as listed above, the *sphere of souls* appears to be quite valuable (in excess of 10,000 gp). It radiates *non-detection*, and may be simply removed or taken away by unwise PCs. It is the power focus for this evil temple, and unless destroyed, the avatar on Level 15 loses no vitality. The sphere may be destroyed simply by smashing it to bits (hardness 5, hp 10).

9-9. The Priests' Quarters

This room functions as the temple priests' sleeping quarters. The room contains six beds, evenly spaced apart, and six wooden chests, one situated at the foot of each bed. The beds and chests are of simple yet practical construction. The acolytes sleep on the floor. One more bed is hidden, however, in Area 9-10. All of the chests contain various mundane items, unholy writings, black robes, and other minor priestly trappings. Nothing of value is present in this room. The secret door to Area 9-10 is very difficult to find.

Secret Stone Door: 2 in. thick; Hardness 8; hp 30; Break (DC 28); Search (DC 30).

9-10. The Hidden Room (EL 11)

This is Gudmund's room, as well as the treasure room for this temple. It is where his *word of recall* spell returns him should he have need. The room is lavishly furnished and adorned with tapestries, golden idols encrusted with gems, and various magical trophies taken from dead adventurers. Three large chests sit along the south wall, locked with finely crafted locks. Each is trapped.

Chest #1: Poison Needle Trap: CR 5; mechanical; touch trigger; manual reset; Atk +8 ranged (1 plus poison); poison (deathblade, Fort save [DC 20] resists, 1d6 Con/2d6 Con damage); Search (DC 22); Disable Device (DC 20).

Chest #2: Lightning Bolt Trap: CR 4; magic device; touch trigger (*alarm*); automatic reset; spell effect (*lightning bolt*, 5th-level wizard, 5d6 electricity, 5-foot-wide by

50-foot-long, Reflex save [DC 14] halves); Search (DC 28); Disable Device (DC 28).

Chest #3: Trap the Soul Trap: CR 8; magic device; touch trigger (*alarm*); automatic reset (but only until one person is successfully trapped); spell effect (*trap the soul*, 16th-level wizard, Will save [DC 22] resists; soul trapped into a 25,000 gp emerald fully encased within the lock of the chest); disarming the trap or freeing the captured soul destroys the gem, leaving pieces of the gem worth only of 3d6 x 100 gp); Search (DC 33); Disable Device (DC 33, 43 without taking 20 to keep the emerald intact).

Treasure: This room contains the vast wealth of this temple. The tapestries alone are worth over 5,000 gp, though finding buyers of the evil scenes depicted may be difficult. Six large pieces of artwork are present. The first is a silver water fountain enchanted to run water continuously. The fountain is in the shape of a swan in a pool, and the whole is worth 3,000 gp. The second is a large statue of Hecate, made of pure platinum and with emeralds for eyes, worth over 10,000 gp in precious materials alone. This statue is *hallowed*, though its aura is suppressed by the *unhallow* effect of the temple. The third piece of art is a golden flute, inlaid with fine gemstones and of purest quality, worth 1,500 gp. The final two items are a pair of ornamental swords, inlaid with gems and edged with platinum; their hilts are wrapped with mithril. These two swords are worth 6,000 gp as a set. A *bronze horn of Valhalla* rests on the wall. Chest #1 contains 2,800 sp and 3 arcane scrolls. The first arcane scroll contains the spell *stone to flesh*, the second *freedom*, and on the last is inscribed a single *wish*. Chest #2 contains velvet lining and is filled with 8 potions; all potions are unmarked. There are 3 potions of *cure serious wounds*, two of *heroism*, and one each of *tongues*, *haste*, and *wisdom*. The last chest contains a *decanter of endless water*, and a long, thin puzzle box made of adamantite. This box requires an Intelligence check (DC 25) to open (Disable Device skill adds a +2 synergy bonus). The box contains a *wand of ice storm*. Hidden in a secret compartment of this chest is a *pearl of power* (3rd). This compartment is also trapped.

Secret Compartment: 0.5 in. thick; Hardness 10; hp 10; Search (DC 30); Break (DC 28), Open Lock (DC 33).

Poison Gas Trap: CR 10; mechanical; touch trigger (chest); repair reset; gas; multiple targets (all in 20 ft. radius); never miss; onset delay (1 round); poison (burnt other fumes, Fort save [DC 18] resists, 1 Con drain/3d6 Con damage); Search (DC 25); Disable Device (DC 25).

9-11. Land of the Dead

This room is literally piled wall to wall with bones and rotting bodies, all sacrificed to the evil lord of the dead. Nothing of value remains, as the bodies were searched prior to disposal here. This room is used as a resource for animating skeletons to serve in the evil temple.

LEVEL 9A: CAVES AND CAVERNS THE HYDRA'S LAIR

This cavern, a large nexus point in the dungeon, leads to the goblin city on Level 12A and is the only access to the city within the halls of Rappan Athuk. The goblin clergy have set several allied and guardian creatures here (gargoyles, trolls and shadow dragons) to man the gates. A number of other creatures reside on this level, either known to the goblins (e.g., umber hulks and will-o'-wisps) or unknown (e.g., Lord Navarre). The goblins, unable to open the mithril gates, have no idea what lies beyond them. The main cavern requires several days' exploration to fully examine, as it is over 2 miles long and 1/3 mile wide. Numerous support columns stand fast throughout the cavern, and the limestone within the cavern is very much "alive," as evidenced by the thousands of stalactites and stalagmites "growing" from the ceilings and floors, respectively. Blind cavefish populate the rivers in great numbers, and rats, bats and other vermin thrive in the fungus-encrusted gloom. A map of this level is depicted in **Map RA-9A**.

9A-1. Entrance (EL15)

The tunnel opens into a vast cavern; dozens of rat tunnels dot its walls. Stalactites and stalagmites reach toward one another like hundreds of bony fingers. The roof of the cave is too high to see, and bats swarm in the torchlight. The path is smooth and slippery. PCs hear running water somewhere off in the distance. As the PCs enter the cavern, they may hear (Listen check DC 12) an evil chattering — a chilling cacophony comprising dozens of obscene, whispery voices emanating from the **48 gargoyles** that reside in the six caves above the entrance area. Numerous gargoyles immediately attack the PCs (see **Tactics**, below). Immediately check for an additional wandering monster if the PCs are using light to illuminate their path. Monsters equate "light" with "fine dining."

Gargoyles (48): CR 4; hp 41 each; see the **MM**.

Tactics: Immediately, 4d6 gargoyles swoop in, attacking; an additional 1d6 gargoyles join the fray each round until all 48 are involved in the battle. Slaves of the goblin priests on Level 12A, the gargoyles have been *quested* to slay all humans and nongoblin humanoids who enter the cavern through the passage from Level 7A. Gargoyles not swooping in immediately use their freeze ability to appear as stone, thus confusing any attempt to verify their numbers. Attacking from above, the gargoyles try to fly away with grappled

victims, carrying them to the cavern's roof and dropping them from heights of over 60 feet. One gargoyle can lift a held opponent weighing up to 150 pounds. Two gargoyles working together can lift a held opponent weighing up to 300 pounds 20 feet per round.

Gargoyle Caves: The six caves that crown the cavern's entrance contain the gargoyle's nest areas. Because the caves are 40 feet off the ground, PCs must make a Climb check (DC 15) to reach them. Most caves contain little treasure, since the evil priests of Orcus routinely clean them out. However, cave number 4 does contain some **treasure**.

Treasure: Acquired from less-fortunate visitors to the cavern, the stash in cave number 4 contains the following items: 220 gp and 166 sp; a gold music box worth 2,500 gp; 3 uncut pieces of amber worth 200 gp each; a huge golden-yellow topaz worth 1,000 gp; a suit of +2 *slick silent movement leather armor*; potions of *blur*, *water breathing*, *cure serious wounds*, *gaseous form*, *heroism*, *aid* and *neutralize poison*; and a *scroll of three arcane spells* (12th caster level: *legend lore*, *non-detection* and *freedom*). The numerous articles of nonmagical gear include 4 longswords, 2 maces, 6 daggers, 4 oil flasks, 5 vials of holy water, a suit of masterwork chainmail, a masterwork shield, a keen bastard sword, 2 suits of plate mail and holy symbols of Set, Hecate, Cuthbert and Ra. Hidden in one dagger's hilt is a *ring of freedom of movement*. The hidden catch can be found on a Search check (DC 25). The hollow, lead-lined hilt prevents magical detection.

9A-2. The Tomb of Lord Navarre (EL26/30)

Special note to the DM: PCs find this very dangerous and well-hidden lair only by carefully searching below the river's water line, and only then on a successful Spot check (see below). Even if the PCs locate the lair, none will likely survive their encounter with its occupants. In the unlikely event that they triumph, the PCs gain two very powerful magic items. This area is intended for later adventuring or as a set piece for a quest, after high-level PCs hear some legend or consult a sage about Navarre or Deserach.

Four feet below the water's surface, the PCs spy a strange symbol carved on the steep side of the river wall: crossed

swords over a holy symbol of Set. This symbol covers a secret door leading to the long-undisturbed tomb of **Lord Navarre**, a fallen paladin blackguard who has degenerated further, becoming a death knight. Undiscovered for over 500 years, the secret door is trapped with a *symbol of death* (see below). Detecting and opening the door exposes a 60-foot-long underwater passage that leads to an underground grotto featuring a cave opening. Sixty feet through that passage, the PCs enter a 50-foot-diameter cave that contains a single tomb. Opening the secret river door awakens Lord Navarre, and he will be awaiting the PCs' arrival.

Locked, Well-hidden and Symbol of Death-trapped Underwater Stone Secret Door: 1 in. thick; Hardness 8; hp 20; Spot (DC 20 if underwater, DC 40 from the surface); Search (DC 20 if underwater, DC 40 from the surface); Break (DC 30, due to the water pressure); Open Lock (DC 30). **Symbol of Death Trap:** CR 10; spell; spell trigger; manual reset; spell effect (*symbol of death*, 21st-level wizard, Fortitude save [DC 28] negates); multiple targets (up to 150 hit points of creatures in a 60 ft. area); Search (DC 34); Disable Device (DC 34).

Lord Navarre the Death Knight, Ftr 4/Pal 11/Blk 10: CR 26; hp 230; see the **Appendix**.

Glabrezu: CR 13; hp 174; see the **MM**.

Dretches: CR 2; hp 13; see the **MM**.

Tactics: Before the PCs arrive, Navarre *gates* in a type 3 demon (glabrezu) to help him, with a 75% chance of success. Once PCs enter the tomb area, he seals the entrance using his *wall of ice* ability. He then casts *power word kill* on any obvious spellcaster, and coordinates an attack with his demon ally. If not immediately engaged, he casts *symbol of pain*. If surrounded, he casts *fireball* on his position (for 20d6 damage!), trusting his spell resistance and *ring* to protect him. He then lays hands on himself if wounded, or on the closest fighter-type if not, using the full 100 points of healing/damage!!! The glabrezu attempts to *gate* in 4d10 dretches with a 50% chance of success; casts *mirror image* followed by *power word stun* spells, *reverse gravity* spells, *deeper darkness* spells and *confusion* spells; and attacks. Gated dretches attack as a swarm.

Treasure: Only after defeating the monsters may PCs search the lair. Navarre himself wields a poisoned +2 *vorpal greatsword* and wears +3 *plate mail*. He also has a *greater ring of elemental resistance* (fire/30).

Level 9A

Difficulty Level: 12 (unless otherwise indicated)

Entrances: Stairs from Level 7A, river tunnel from Level 4A

Exits: Stairs to Level 12A from room 9A-9; rivers to Level 10A; mithril gates to Level 11. Area 9A-5 leads to Level 9D.

Wandering Monsters: Check once every hour on 1d20:

- | | |
|--------|---|
| 1. | 1 purple worm |
| 2. | 1 umber hulk |
| 3. | 3d6 dire rats |
| 4. | 1d3 trolls |
| 5. | A company of goblin scouts — 4d4 goblin scouts with shortbows, 2d4 with javelins, 2d4 with handaxes; all have daggers; accompanied by 1d4 goblin leaders |
| 6. | 1d6 gargoyles |
| 7. | 1 will-o'-wisp |
| 8. | 2d6 stirges |
| 9. | 1d3 piercers |
| 10-20. | No encounter |

Detections: Strong evil emanates from the shadow dragon lair at area 9A-7.

Shielding: Lead shields Lord Navarre's lair (9A-2) and the mithril gates area, preventing magical detections and any magical means of transport (such as *teleportation*) into or out of them.

Standard Features: Because the ground is slippery and uneven, each round of melee or running requires a Dex check (DC 5). Failure means the PC falls down. Monsters, more familiar with the terrain, enjoy normal movement. Climbing the wet and slippery walls, columns and other cavern features requires a Climb check (DC 15) unless otherwise noted. Mist enshrouds all areas east of the hot springs, limiting vision to 60 feet. The shadow dragons and will-o'-wisps see normally, as they do not need eyes to "see." Monsters automatically surprise PCs using light sources, except for purple worms and umber hulks, which burrow up from below and cannot see the light source. Fungus encrusts most surfaces on this level; 20% of the fungus is edible, while 10% is poisonous (Fortitude save [DC 16] or take 1d6/1d6 Con). A Wilderness Lore check (DC 20, DC 14 for gnomes and other underground creatures) allows PCs to determine which are edible.



PCs discover three large chests in addition to the tomb. The chests hold coins and gems as described below. In chest #3's secret compartment, the PCs discover a *Leomund's chest* containing a terrible monster and a valuable treasure horde. Navarre's corrupter, Deserach the mage (now a demi-lich) placed her soul and her treasure within this chest and trusted the chest to Navarre's keeping. The chest's command word can be obtained by *legend lore*, *limited wish* or *wish* or *miracle*; it is a musical sequence of notes that must be played on a harp by someone of talent (Performance check DC 30). The intricate tune if played even a little improperly has no effect on the chest. When the musical key is properly played, the chest enlarges to full size and opens.

Chest #1: Locked (DC 25), this chest contains 2,200 gp and 16 finely matched rubies worth 20,000 gp if sold as a set or 1,000 gp each if sold individually.

Locked Chest: CR 2; 4 in. thick; Hardness 10; hp 80; Break (DC 45); Open Lock (DC 25).

Chest #2: Locked (DC 25), this chest contains a masterwork harp of silver and gold (worth 12,000 gp), wrapped in a silk blanket. The chest also contains a platinum locket, inside of which is a miniature painting of Deserach playing the harp, worth 2,000 gp (5,000 gp if Deserach is recognized).

Locked Chest: CR 2; 4 in. thick; Hardness 10; hp 80; Break (DC 45); Open Lock (DC 25).

Chest #3: Locked (DC 25) and trapped (see below), this chest contains 5,000 sp and the secret compartment mentioned above.

Locked Chest: CR 4; 4 in. thick; Hardness 10; hp 80; Break (DC 45); Open Lock (DC 25). **Cloudkill Trap:** CR 6; magic device; proximity trigger; spell effect (*cloudkill*, 21st-level caster); multiple targets (all targets in a 20 ft. radius, Fortitude save DC 21); Search (DC 35); Disable Device (DC 35). **Secret Compartment:** CR 1; 2 in. thick; Hardness 5; hp 20; Spot (DC40); Search (DC 30); Break (DC 20).

Deserach's Leomund's Chest: CR 10; 1 in. thick; Hardness 100; hp 10; Break (impossible); Open Lock (impossible). Deserach's chest contains the following:

Spellbooks containing twelve each 1st through 6th-level spells, nine each 7th and 8th-level spells and five 9th-level spells.

The *shadowstaff* (see page 241 of *core rulebook II* for a description of this major artifact).

Four *ioun stones* (pink, +2 Dex; vibrant purple, stores 6 levels of spells; pearly white, regenerate 1 point of damage/hour; and lavender and green, absorbs spells up to 8th level, 32 charges remaining).

A *darkskull*.

Bracers of quickness (+10 ft. base speed, +4 Initiative)

The **skull of Deserach the demi-lich**. [Oops! That's not treasure!]

Deserach the Demi-Lich: CR 30; hp 213, see the **Appendix**.

Tactics: Deserach casts *time stop* immediately upon being brought forth, *teleports* 120 feet away from the PCs and casts *Mord's Disjunction* on the party, then casts

prismatic sphere. If she still has time stopped actions, she uses her *trap the soul* ability until it expires. She then casts empowered *horrid wilting* and *prismatic wall* to maintain her distance and provide barriers between herself and any fighter types. She then attacks spellcasters (and anyone else) with her *trap the soul* until all of her teeth (9) and eyes (2) are full. The DM is free to select any other attacks after this, until all are slain (or, hypothetically, until she is slain).

The Tomb: Navarre's tomb contains nothing of value — rotted material and some burrowing grubs.

Rot Grubs (CR 4): Hazard, see the **Appendix**.

9A-3. The Mithril Gates of Akbeth (EL 13)

As the PCs follow the river, it seems to disappear ahead. Upon investigating this odd phenomenon, the PCs stumble upon a wondrous site. Two huge gates, fully 20 feet tall and half again as wide, block the river's course. A fine-meshed grate allows water to flow beneath the gate. Runes and writing cover the faces of both solid-mithral doors.

Agamemnon the wizard, directed by the goddess Hecate, used mighty magics and built this barrier to imprison Akbeth, betrayer of Hecate. Only a *wish* or *miracle* will open the doors, except as described below. This gateway is the only entrance to Level 11.

Hecate, the lawful evil goddess of magic, accepts only virgin priestesses as her clerics. Hecate's priestesses are always dual-classed female wizard/clerics. Infamous for her strict and very unforgiving nature, Hecate requires that her priestesses dedicate themselves to the quest for knowledge and nothing else. Once a priestess commits any violation of those devotional precepts, she loses one level in each class. Serious transgressions (like those of Akbeth) result in a loss of all powers and other perils (like being turned into a statue). Numerous male wizards worship her, and she sometimes blesses them with knowledge beyond that normally attainable by mortals. Her symbol is a many-headed hydra poised before a flaming sphere.

The door's magically written inscriptions comprise a series of prayers to Hecate. *Read magic* translates them. Most of these prayers are meaningless to the PCs, but one reveals the secret to opening the gates, as follows:

Enchanted water to the goddess feed
 Bring her the blessings to heal her pain
 And pass ye through the mithral fane
 Know ye devout of the goddess the verse
 Ever faithful finds ever cursed



Reciting this prayer will open the gates only if a *healing potion* (of any kind) is spilled into the river or the water is *blessed*. Once the ritual is performed, the gates will slowly slide open of their own accord, revealing the room beyond.

Beyond the mithral gates lurks a **12-headed Lernaean pyrohydra**. Under no circumstances will it leave this room. The river bisects this 60-foot-diameter room, flowing to and exiting on the far side, leading to a shallow river passage (through which the PCs can wade) to the top of the waterfall on Level 11. The pyrohydra will attack all intruders except priestesses of Hecate and can be turned (DC 10) by anyone dramatically wielding a holy symbol of Hecate.

Pyrohydra, Twelve-Headed: CR 13; hp 144; see the **MM**.

Note: Being a pyrohydra, the creature enjoys fire immunity. Thus, acid is the only way to permanently cauterize its severed necks — making a *jug of alchemy* (see below) invaluable.

9A-4. Lair of the Umber Hulks (EL 10)

The cavern's stone changes form as you enter this tunnel. Torchlight gleams and refracts against the quartz crystals that bejewel the corridor. Telling scrape marks on the walls and ceiling suggest that something tore its way into this vein of rock.

Six umber hulks make this area their home. While the rest hunt for food, 2d3-1 umber hulks lurk in the main cave area. They have no treasure; however, a large vein of gold can be seen in the north corner of the room. If mined, it will yield 200,000 gp of raw ore (weighing 10 times as much).

Umber Hulk (6): hp 85, see the **MM**

Tactics: None to speak of. Umber hulks just attack. On a 1 on 1d6, checked once per turn, an additional umber hulk (up to a total of 6) arrives from below. Umber hulks automatically surprise anyone they attack from below.

9A-5. Sixteen Trolls with a Jug of Alchemy! (EL 14)

This cave's floor has collapsed, creating a 60-foot-deep sinkhole. One tunnel along the side of the sinkhole leads to **Area 9D-28**. Its walls are steep but not sheer. Muddy, giant-size footprints cover several rocks on the slope. At the bottom of the sinkhole, the PCs see a 10-foot-diameter cave entrance, from which emanates grunting noises and a terrible smell, like rotting fish.

Sixteen trolls, who guard this cavernous level for the goblin priests on Level 12A, inhabit this cave at any given time, while another 24 roam the level's caves and warrens. Once 40 trolls are slain, no more are found on this level. For each turn PCs spend near this area, there is a 40% chance (1 to 4 on 1d10) that 2d3 trolls either exit or return to the cave. Those trolls leaving the cave head off in a random direction if they do not detect the PCs.

Jug of Alchemy

This magical jug can pour forth various liquids on command. The quantity depends on the liquid summoned. The jug can pour only one kind of liquid, with up to seven decantations of that liquid, on any given day. Possible liquids and their respective daily maximum quantities are as follows:

- Ammonia, 1 quart
- Aqua regia, 8 ounces (a powerful acid causing 2d6 damage per ounce on a direct hit)
- Beer, 4 gallons
- Chlorine, 1 ounce
- Cyanide, 0.5 ounces
- Fresh water, 8 gallons
- Oil, 1 pint
- Pure alcohol, 4 ounces
- Salt water, 16 gallons
- Vinegar, 2 gallons
- Wine, 1 gallon

The cave's 200-foot-diameter interior has various obstacles (e.g., columns, boulders, stalactites) that divide it into numerous interconnected chambers. The trolls bivouac in these chambers and attack all nongoblins who enter the cave or sinkhole area. [Actually, they'll attack anyone.]

Trolls (40 total): hp 63, see the **MM**.

Tactics: Charge! Otherwise, the trolls avoid fire and run if seriously burned by fire or acid (over 70% damage).

Treasure: In the far north end of the cave, small pile of refuse contains bones and twisted pieces of metal. Hidden under over 400 pounds of disgusting filth is a long-lost *jug of alchemy*, requiring a Search check (DC 20) to unearth.

9A-6. The Hot Springs

Clouds of steam billow from the ground ahead, and water gurgles noisily. The air smells sulfurous and gets warmer as PCs approach the pools.

A geothermal pipe from Level 10 feeds a series of pools in this area with hot (110°F), mineral-rich water. Ranging from 5 to 25 feet deep, the pools nurture large colonies of harmless bacteria, and fungus grows opportunistically in the humid environment. While the pools present no inherent danger, vision is obscured within 500 feet of the pools due to steam, limiting visibility to 60 feet. Bats, rats and other small inhabitants of the level frequent this area, feeding off the overabundant fungus.

9A-7. The Shadow Dragon Lair (EL 17)

Torchlight loses some of its vigor, and the hot springs' swirling mists create a surreal effect of shimmering colors



as they reflect the feeble light. A vast darkness can be seen moving against the distant, gloomy background.

The male shadow dragon will inspect the visitors to determine if they are friend (goblins) or food (anyone else). Unless they are disguised as goblins, the PCs get some bad news. The dragon attacks immediately, and his mate joins him 1d6 rounds after the battle begins. These dragons serve the goblin priests on Level 12 as the guardians at the goblin city's gate. They are not *quested* like the gargoyles in area 9A-1, but they are fed well and supplied with treasure by the goblins, to whom the dragons are fairly loyal.

Tactics: The shadow dragons initially breathe on as many opponents as they can. They then cast *stoneskin* and engage opponents in melee. The female flies over the PCs and attacks from the rear, using her snatch and flyby attack abilities; the male holds the front. If severely wounded, the dragons retreat into their cave. Note: the female may use one spell-like ability per round as a free action. If the male is killed, the female retreats into the nest to guard the eggs, where she gains a +4 circumstance bonus on all rolls. If the female is killed, the male goes berserk, fighting until slain, using only breath and melee attacks (abandoning his spells) with a +4 morale bonus.

Mature Male Shadow Dragon: CR 16; hp 316; see the Appendix.

Mature Female Shadow Dragon: CR 12; hp 211; see the Appendix.

Treasure: The shadow dragons maintain their horde in the far reaches of the cavern, having constructed their 60-foot-diameter, bowl-shaped nest from the bones of hundreds of creatures, ranging from human to giant, atop carefully placed objects. The nest's edges are 10 feet high (Climb check [DC 15]). Piled within the nest are the following items:

- Three shadow dragon eggs (to hatch in 1 month)
- Two suits of full plate armor
- One mighty composite longbow (+4 damage)
- Twelve flasks of holy water
- 22,000 gp and 167,000 sp
- Twelve gems (100 gp azurite; 500 gp garnet; 1,000 gp topaz; 1,000 gp emerald; six 100 gp red spinels; 5,000 gp blue diamond and 10,000 gp ruby)
- One fire opal pendant on a gold chain (1,750 gp)
- One platinum cup set with rubies (5,000 gp)
- One silver bracelet with diamonds (1,000 gp)
- 220 pieces of cheap jewelry, semiprecious gems and so on worth an average of 10 gp per item
- One +3 shield of lightning resistance (20)
- One arcane scroll of anti-magic field (CL 18) in a platinum tube (300 gp)
- One ring of djinni summoning
- One rod of lordly might

Note: Some items may require a large amount of time to locate. The magic ring, in particular, can only

be found (using a *detect magic* spell) 5% of the time per 10 minutes of searching. In addition to all this loot, the pile contains numerous less-valuable, mundane objects (such as weapons, armor and packs).

Wandering monsters will approach eight hours after the dragons are slain. Each hour after the first eight that PCs spend here draws a wandering monster at double normal probability.

9A-8. The Will-o'-Wisp Lair (EL9)

The passage narrows and winds — a seemingly endless maze! The slippery ground confounds PCs, who repeatedly lose their footing in foul-smelling mud. When the passage suddenly slopes downward, the PCs take a one-way trip down the slippery slope.

The slide deposits PCs in a natural depression filled with bad air and loose, knee-deep mud. Ascending the 120-foot hill of mud that rises before the PCs requires a Climb check (DC30). The acrid, stagnant air (make a Con check [DC20] each turn, or lose 1d3 temporary Con) and poor footing limit movement to ^o normal rates. One hundred feet past the mud-slide's nadir is a den of 3 will-o'-wisps. Hearing the PCs, they venture out to look for food — though they prefer to have food come to them, dying slowly in the mud and poisoned air! The will-o'-wisps attack as soon as a PC moves to a point about 50 feet between the hill and their lair. Bones and mundane equipment lie buried in the corrosive mud, all of it ruined and beyond use. PCs could spend weeks

searching through the mud and gain nothing of value.

Tactics: The will-o'-wisps do everything within their power to keep PCs in the poisoned air, even gang-attacking those who try to escape while avoiding all the others. Opportunistic, they attack ropes or PCs, sending rope-climbing victims back into the mud. Individually, they bait PCs into the lair area, but fly away once the lair is reached. The will-o'-wisps feed less heartily on creatures they kill than on those that suffocate. If reduced below 5 hp, a will-o'-wisp retreats into its lair and blinks out, not returning to the fight.

Will-o-the Wisp (3 total): CR 6; hp 40; see the MM.

9A-9. Passage to the Goblin City

The once-natural tunnel has been worked and cleared. Lights shine dimly along the way, seemingly radiating from the rocks themselves. The sandy floor reveals evidence of wagon tracks and humanoid footprints. Sloping slightly downward, the passage measures about 100 feet across.

Following this passage for about two miles, PCs discover the goblin city (Level 12). Encounters along this passage are limited to wandering goblin parties, trolls and vermin (see the Wandering Monster encounter table above, ignoring umber hulk, will-o'-wisp and gargoyle results). Other creatures know better than to venture down this road. Permanent *light* spells, cast on rock walls every 100 feet, illuminate the way to the city.

LEVEL 9B: THE WELL OF AGAMEMNON, UPPER LEVEL

This level begins the subplot involving the evil sorcerer Agamemnon. Agamemnon was a servant of Hecate, and servitor of Akbeth, long before the rise of Orcus in the dungeon. He built as his tomb an imprisoning gate that lets intruders in but not out. Only by transversing the entirety of Agamemnon's Well (Levels 9B and 9C), can an adventuring party escape and return to the lands above. In order to escape, the PCs must retrieve the sword of Agamemnon, known as "Butcher," which is kept in his tomb on Level 9C.

The passage from Level 9B to 9C may be this area's most treacherous feature. It consists of a whirlpool covered in an anti-magic field that must be crossed with boats or by swimming. Any lost to the center of the pool are dead and gone. A map of this level is depicted in **Map RA-9B**. The whirlpool is shown on **Map RA-9C**.

9B-1. Entrance

These stairs descend from Level 10A. They are neither trapped nor dangerous in any way. Once the bottom is reached, a plain looking door is present. Once opened, this door causes the stone above to seal while creating an anti-magic field in the stairwell. There is no save, nor can the device be bypassed. The door radiates strange magic—both divine and arcane (thanks to Hecate). The PCs arrive at the room listed as 9B-1 on the map.

9B-2. Empty

Bones and junk litter all rooms and caverns marked 9B-2. DMs should also roll a wandering monster check each time characters enter a room labeled "9B-2."

9B-3. The Entrance Foyer

This room stands as a monument to the sorcerer Agamemnon, and the five pillars along the west wall of the room depict the deeds and fortunes of the great man. Doors lead out to the north and south, and a carved passage leads to the northwest. All the writings inscribed on the columns are in ancient Draconic and require a Decipher Script check (DC 25) to read. Several clues can be gained if the writings are deciphered. Details of the pillars include the following information:

Pillar #1 has writings describing Agamemnon's rise from an apprentice to become the lover and servant of the priestess Akbeth. It tells of superhuman deeds, slaying of dragons, and communing with the great goddess Hecate. It details Agamemnon being granted a divine gift from the goddess, a sword of glowing green metal (this is Butcher, the Sword of Agamemnon).

Pillar #2 has writings describing Akbeth's fall from grace and eventual transmutation by the goddess. It explains how Agamemnon remained true to the goddess, and describes the building of the mithril gates on Level 9A by the sorcerer to guard the remains of his lost love. It tells of terrible conflict in his heart as he was forced to choose between his lover and his goddess.

Pillar #3 has writings describing Agamemnon's quest for immortality and how he searched the world for the secret of it. It tells of his quests and travels, and how finally only divinity or undeath would save him. It is clear that Agamemnon was an avid sailor, and the writings mention that he traveled to legendary lands in the great ships Tarun and Malgedesh (these are the command words for the folding boat in Area 9B-9).

Pillar #4 describes the building of the well. It describes that only with a divine force can the well be exited, and only "with the steel of the gods" may someone open the lock that holds the gate closed. This describes how the exit can be accessed through the center pillar (#3) using the sword as a key.

Pillar #5 shows a slow slip into evil for the old sorcerer, and speaks of his desire to starve any that pillage his resting place. It talks of blood being the key to divinity, and only through consumption of the living can a person achieve godhood (this is a clue that Agamemnon has become a vampire).

9B-4. The Fountain (EL 12)

This room contains an intricately carved fountain in the form of a beautiful woman standing in a circular pool of water. Those who have seen Akbeth's statue—or a form or picture of her—recognize the woman as her. Unfortunately, before the PCs can fully take in the view, they must deal with the **crazed cannibalistic humans** who occupy this room. These men have been stuck in the well for years, subsisting on cavefish and newcomers. They eat the occasional rat

Level 9B

Difficulty Level: 10

Entrances: Secret staircase from Level 10A. This staircase is located beyond the waterfall near the center of the great cavern.

Exits: Whirlpool to Level 9C.

Wandering Monsters: Check once every 12 hours on 1d20:

1-2	1d4 Crazy Humans, Bbn6 (see the Appendix for stats)
3	1d4 Crazy Goblin Scouts (see the Appendix for stats)
4-5	3d6 Dire Rats
5	2d6 Stirges
6:	The Frogman (see the Appendix for stats)
7-20	No encounter

Shielding: The entire level is shielded, and no means of magical transport such as *teleport*, *dimension door*, *plane shift*, *ethereal jaunt*, and so forth functions on this level, except for the teleportals at Areas 9B-15 and 9B-16. In addition, no spells or powers involving extra-planar contact, such as *summoning* or *commune*, operate on this level.

Continuous Effects: No magic of any kind functions in room 9B-26, or in the whirlpool area (9B-27) beyond. The entire level radiates soft light (equal to a *light* spell). Being on this level causes the loss of 1 permanent Wisdom point per day spent here, no save. At Wis 0, a PC is transformed into a crazed cannibal (see Area 9B-4, below). Only a *heal* spell can restore a lost soul affected in this way.

Standard Features: Unless otherwise noted, all doors on this level are made of locked, iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 23], Open Lock [DC 20]). All secret doors are made of stone (2 in. thick; Hardness 8; hp 30; Break [DC 25], Open Lock [DC 20], Search [DC 20]).

The river on this level creates a circular, clockwise route that continuously runs around the level's center portion. The channel is carved and smooth, and the current is swift. Channel depth is approximately 15 feet, and the width varies from 15 to 25 feet across. Swimming with the current (moving 60 ft. per round) is reasonably easy, requiring a Swim check (DC 12). Swimming against the current is more challenging, needing a more challenging Swim check (DC 24).

or stirge to supplement their diet. These men are beyond help, short of a *heal* spell, and fight maniacally until slain. If cured of their insanity, they join the party and aid the

PCs in the quest to get out of the well. Their only tactic is to charge, kill, and eat the PCs.

Crazed Cannibalistic Humans, Bbn6 (8): CR 6; hp 57 (69) each; see the **Appendix**.

Secret Door: The secret door to Area 9B-17 is a trap door in the floor. It is easy (DC 8) to find, as the crazed men who inhabit this room (they are not good about keeping it closed) use it for passage.

9B-5. The Underwater Tunnel

The south door leads to a downward sloping tunnel. The corridor slopes steeply down, enters the water, proceeds 15 feet, then slopes steeply up into Area 9B-19.

9B-6. The Hidden Servant (EL 13, -20% experience)

Waiting patiently in this room is the bound demon, Nargallamar. Nargallamar was bound by Agamemnon to "guard this area"; however, the sorcerer never told him how large the area was, hence he only guards this room. Due to the lack of abilities, the XP for Nargallamar is reduced (he cannot use his normal *teleport* or *summoning* abilities due to the shielding present on this level). He attacks all that remains in this room, but does not pursue out of it.

Nargallamar the Vrock Demon: CR 13 (-20% experience); hp 115; see the **MM**.

Tactics: Nargallamar attacks using his spore cloud every 3rd round as a free action if any targets are in range. He casts *mirror image*, then screeches and attacks, using his *mass charm* ability on even numbered rounds.

Treasure: There are the remains of several adventurers here. Though these adventurers were stripped and devoured, 4 suits of full plate armor are still present here, as is a backpack with 6 sunrods, 3 flasks of acid, and an ivory case (200 gp value) containing an *arcane scroll of legend lore* cast at 14th level.

9B-7. The Pool (EL 7)

A spiral staircase leads down to a large cavern flooded with 5 feet of water. The water is murky and still. Faint ripples can be seen if the water is entered. Three rounds after it is entered, an aquatic **black pudding** attacks. It will not pursue out of the water.

Black Pudding: CR 7; hp 115; see the **MM**.

9B-8. The Cursed Door (EL 2)

This door is obviously not just a normal door. It is covered with runes and writings. If a Decipher Script check (DC 25) is made, it can be determined that there is a great curse upon the door. The curse states that any passing through the portal suffers a "curse of drowning." This is true. Any who pass through the portal must make a Will save (DC 22) or be permanently cursed with a -10 competence penalty on all Swim checks. The door is unlocked and can be easily opened.

9B-9. The Boat Room

This room contains a series of artistically sculpted boats and rafts of all shapes and sizes. All of the boats are old, brittle, and beyond use. Any attempt to use them in the river results in a 50% chance per 10 minutes of use that they will break apart and sink. One exception to this is present. Appearing as a toy boat, about 6 inches long and in the shape of a canoe, is a magical *folding boat*. Use of this boat requires a command word to be determined. The words are “Tarun” (boat) and “Malgedesh” (ship), as noted in Area 9B-3.

9B-10. The Laboratory Entrance (EL 15)

Agamemnon left two nasty guardians to protect his laboratory. He had no reason to let intruders access his private laboratory, and took great pains to prevent entrance. To this end, 2 **iron golems** bar the way to the door to room 9B-11. The door itself is *arcane locked* at 18th level.

Iron Golems (2): CR 13; hp 129; see the **MM**.

Tactics: The golems fight until slain, but do not pursue south of the river crossing.

Arcane Locked Iron Door: 2 in. thick; Hardness 10; hp 60; Break (DC 38), Open Lock (impossible).

9B-11. The Laboratory

This room is obviously a wizard’s laboratory. It contains numerous tables and shelves filled with various powders and liquids. Two half-finished flesh golems molder on a large table, inert and never animated. If materials were recovered from this room, they would fetch over 20,000 gp on the open market. This would require transport of approximately 12 tons of gear to the surface, however. Against the north wall is a secret door. Beyond this door is a storeroom of magical potions. Due to the presence of the iron golems in Area 10, no one has yet looted this storeroom.

Wooden Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 30); Break (DC 20), Open Lock (DC 20).

Potions: Along the shelves in the hidden chamber are the following potions, all unlabeled: *cure light wounds* (x6), *fox’s cunning* (x3), *cat’s grace* (x2), *darkvision* (x3), *levitate*, *invisibility* (x2), *lesser restoration* (x3), *zone of truth* (x2), *water breathing* (x6), *fly* (x2), *gaseous form* (x2) and *remove disease* (x3). There are also 5 vials of magical poison; each registers as magical, but is instead potent venom (Fort save [DC 23], 1d10 Con/1d10 Con damage).

9B-12. The Cannibal Lair (EL 11)

The entrance to this room can only be accessed by grabbing onto an iron bar that juts out of the wall into the space above the river. In the distance, an arched bridge can be seen crossing the river (Area 9B-13). Other than by flight, the only way to grab the bar is to make a successful melee touch attack against AC 20 while passing by it, either swimming or in a boat. Failure indicates that

the bar has been missed and the PC grabbing for it has proceeded down river. Meanwhile, there is a 50% chance that the crazed inhabitants of this room complex attack with missile fire as described in Area 9B-13. The door is standard for this level and is unlocked.

The room beyond the entrance door contains six intact 2-person boats, carved from woodwork within the dungeon and totally functional. It also contains the rough sleeping quarters of 10 **crazed cannibalistic humans**. They inhabit Area 9B-13 and the empty room beyond, though they have not found the secret door to Area 9B-14. If they are present on the bridge, they attack with arrows before coming down the stairs to melee with intruders. They fight maniacally until slain.

Crazed Cannibalistic Human Bbn6 (10): CR 6; hp 57 (69); see Area 9B-4, above.

9B-13. The Great Arched Bridge

This area consists of a 15-foot wide, 40-foot tall arched bridge of magical brickwork. It is inscribed with pictograms and writings. It can withstand any degree of magical assault and is made of stone that resists all blows from many weapons (damage resistance [20/magic and bludgeoning or pick axe like]). There is a 50% chance that the crazed humans described in Area 9B-12 are present on the bridge, and they will fire arrows at the PCs. The bridge itself grants 70% cover to all who are on it. On the underside of the bridge is an inscription of note, written in silver inlaid script. The writings are in ancient Draconic and require a Decipher Script check (DC 25) to read. They read:

To seek the sword,
And freedom find,
Remove the curse of gods gone by,
Purge the doors of sin and blight,
Beyond the wall, of blackest night.

9B-14. The Lost Room

The crazed inhabitants of this area have not yet discovered this secret door. Beyond the door is a small chamber containing an undisturbed library. Bookshelves line the walls, and comfortable yet moldy furniture is scattered about. Most of the 700 books present, while valuable (average 20 gp each), are mundane. Two are of interest and require a thorough Search (DC 28) or a *detect magic* spell to find. The first is a +4 *tome of understanding* while the other is a cursed *vacuous grimoire*.

Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 20); Break (DC 20), Open Lock (DC 20).

9B-15. The Teleportal

This area *teleports* anyone landing on it to Area 9B-16, unless they were teleported from Area 9B-16.

9B-16. The Second Teleportal

This area *teleports* anyone landing on it to Area 9B-15, unless they were teleported from Area 9B-15.

9B-17. The Cannibals' Den

This is the living quarters of the crazed cannibalistic humans encountered in Area 9B-3. If they were not found there, they are here when the PCs arrive (see Area 9B-3). This room contains piles of human bones, musty, rotted pallets of bedding, and an assortment of old equipment.

Treasure: Three suits of rusty but usable plate mail are here, as are 5 longswords, a greatsword, a +3 *composite longbow* (Str +2), a *medallion of thought projection*, 4 packs containing 2,200 gp of gold ore (worth 1,100 gp), 3 jars of alchemist's fire, 2 vials of holy water, a large steel shield, 3 large wooden shields, and a book of elven poetry worth 15 gp.

9B-18. The Boneyard

This room is stacked with piles and piles of bones. Humanoid, fish, rat, and other monster bones lie strewn about in piles. A locked secret door to the south leads to Area 9B-19.

Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 20); Break (DC 30), Open Lock (DC 20).

9B-19. Feet of Clay (EL 10)

The floor of this room is covered in slippery mud and wet clay. Two rounds after it is entered, the ground begins to tremble. Two rounds later, a **clay golem** pulls itself free and attacks. This golem acts as the first line of defense for the priest buried at Area 9B-21. A secret door 6-inches under the mud hides the access to Areas 9B-20 and 9B-21.

Clay Golem: CR 10; hp 60, see the **MM**.

Tactics: The golem fights until slain, but does not pursue out of this room to the north.

Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 30, 15 if area is dug into); Break (DC 30), Open Lock (DC 20).

9B-20. The Pool of Oblivion

Beyond the secret door in Area 9B-19 is a small cavern, dripping with water and covered in stalactites and stalagmites. In the center of the room is a swirling pool of black water, smelly and foul. Ten feet down is a hidden tunnel leading to Area 9B-21. No light source can penetrate the water of the pool, and only careful feeling (while underwater) allows the door to Area 9B-21 to be discovered.

Hidden Door: 2 in. thick; Hardness 5; hp 20; Search (DC 30, when underwater only); Break (DC 20).

9B-21. Underwater Angel

This is the tomb and final resting-place of Nemethiar, a priestess of Hecate and friend of Agamemnon. She is long

dead and cannot trouble the PCs. The entire chamber is underwater, and due to the presence of the black water, no vision is possible here either. The DM should have fun with this. Even with a *water breathing* spell or potion, it is really creepy to be swimming in total darkness. Cold or warm water may pass by the PCs, floating debris may brush against their skin, or other creepy effects; this is all up to the DM to improvise. If multiple PCs are in the water, they may even attack each other in the darkness. No monsters or treasure are present in this room.

9B-22. The Bar Across the River

Across the river, at a height of 3 feet, is a huge steel bar. Passersby in a boat may grab this bar easily. Passing swimmers may grab the bar with a successful Swim check (DC 20). On the south side of the bar is a tunnel entrance leading to Area 9B-25.

9B-23. The Frogman's Lair (EL 6)

This room is the lair of the frogman, a reasonably tough creature of unknown origin. The frogman is not necessarily unfriendly and can be bargained with, even befriended if approached properly. He feeds exclusively on cave fish and bugs, and is not predatory to humans.

Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 30); Break (DC 20). The secret door to his lair is hard to find, though it is possible that wet footprints may lead the PCs to his lair if they either encounter him as a wandering monster or if they are in dire need of a little "DM intervention" to cross the whirlpool in Area 9B-29.

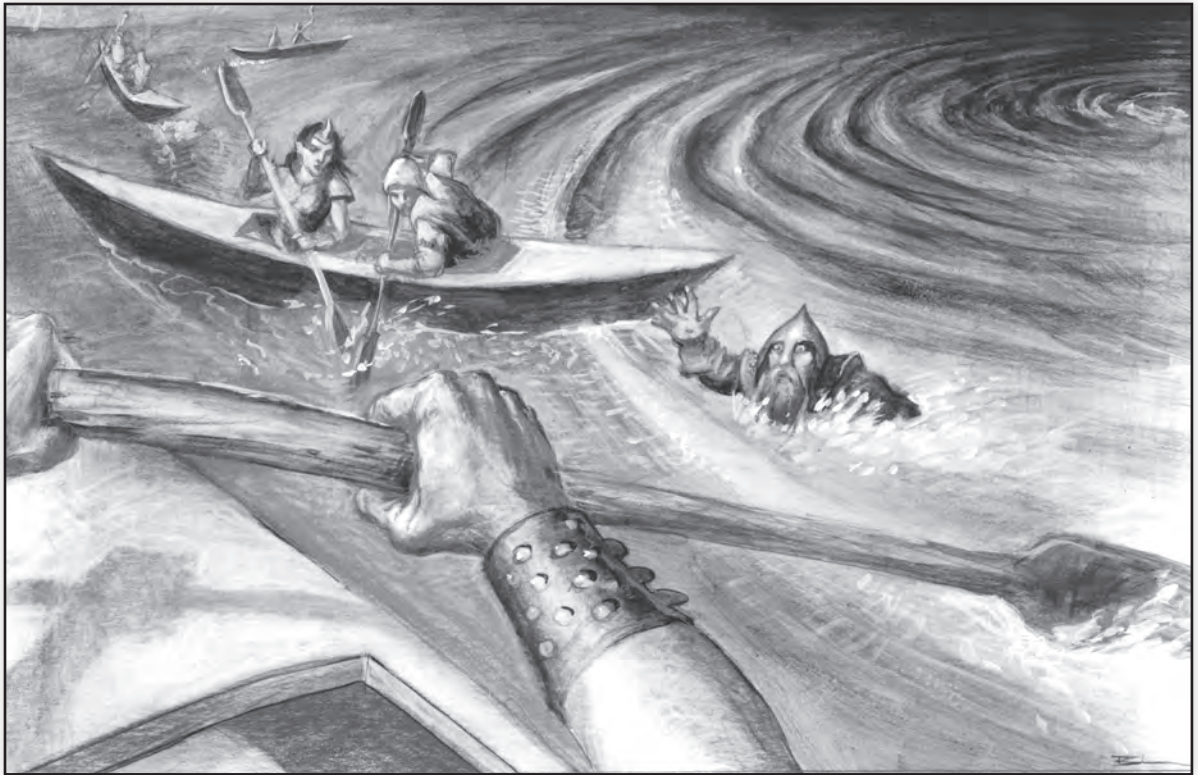
When the frogman is encountered, he will cautiously await the PCs reaction, diving into the river to escape if they appear hostile. He appears as a bulbous-eyed, green-skinned humanoid, about six feet tall, and with webbed feet. If he can be communicated with (*tongues*, *speak with animals*), he may assist the PCs in crossing the whirlpool area or in other waterborne adventuring.

The Frogman: CR 6; hp 62; see the **Appendix**.

9B-24. The Food Cave (EL 4)

This cavern is fungus-filled and contains a biomass greater than most swamps. Hundreds of types of fungi are present here: 20% of the fungus is edible while 10% is poisonous (Fortitude save DC 16 or take 2d6 Con/2d6 Con). A Wilderness Lore check (DC 20, DC 14 for gnomes and other underground creatures) lets the characters tell which are edible. There is enough material here to sustain a party of 12 PCs indefinitely. There are 2 other inhabitants of the cavern as well. These look like beholders, but are in reality 2 **gas spores**.

Gas Spore (2): CR 4; Hazard; see the **Appendix**.



9B-25. Down, Down, Down You Go, Where You Stop, No One Knows...

This nondescript room contains very little in the way of interest, except for a bas-relief of a demonic face on the floor leading to Area 9B-26. The mouth of the four-horned, red-faced demon is 10 feet in diameter and provides access to the watercourse leading to Level 9C, 20 feet below.

9B-26. Passage to the Whirlpool

This area leads to the whirlpool and eventually to Level 9C. The water in the baffled area is only 3-feet deep and provides stability for those wishing to load boats or to rest before trying to make the trip across the whirlpool. No magic functions in this area. The passage leads 200 feet south, gradually deepening to a maximum of 20 feet at the outlet to Area 9B-27.

9B-27. The Whirlpool (EL 12)

This area leads either to death or to Level 9C, depending on the fortunes of those attempting to cross it. For this area, use the separate map provided (Whirlpool Map). No magic functions in this area. The only exception is the druid ability to change form to a flyer. This ability is natural and thus functions normally. The cavern itself is vast (300 feet in diameter) and is totally water-filled. In the center of the cavern is a

suction funnel of water leading into an abysmally deep underground lake with no air source and no escape. The only method of passage is to stay as far from the center as possible, be a strong swimmer or boater, and have good luck. Anyone lost in the whirlpool is dead and gone and can only be brought back by a *wish* or *miracle*. There are four zones present in this water. Difficulties and result of success and failure for those trying to cross the pool are as follows:

Zone 1: Swim (DC 20), Boat (Str check [DC 15]). Success indicates a full move is made at the rate of the swimmer/boater and that he remains in this zone. Failure means that the PC in question moves to Zone 2, and moves 1/2 the desired distance toward the targeted destination.

Zone 2: Swim (DC 25), Boat (Str check [DC 20]). Success indicates a full move is made at the rate of the swimmer/boater and that he remains in this zone, or he may move 1/2 and return to Zone 1. Failure means that the PC in question moves to Zone 3 and moves 1/2 the desired distance toward the targeted destination.

Zone 3: Swim (DC 30), Boat (Str check [DC 25]). Success indicates a full move is made at the rate of the swimmer/boater and that he remains in this zone, or he may move 1/2 and return to Zone 2. Failure means that the PC in question moves to Zone 4.

Zone 4: Cannot swim or boat in. The other PCs watch helplessly as the victim is slowly drawn into a death spiral.

Entrance to Level 9C: The entrance to Level 9C lies across the cavern, in an area of still water some 300 feet away.

LEVEL 9C: THE WELL OF AGAMEMNON, LOWER LEVEL

Level 9C

Difficulty Level: 12

Entrances: Whirlpool from Level 9B.

Exits: None.

Wandering Monsters: Check once every 12 hours on 1d20:

1-2	1d4 Crazy Humans, Bbn6 (see the Appendix for stats)
3	1d4 Crazy Goblin Scouts (see the Appendix for stats)
4-5	3d6 Dire Rats
5	2d6 Stirges
6	1 Black Pudding (see Level 9B, Area 9B-7)
7-20	No encounter

Detections: None.

Shielding: The entire level is shielded as is Level 9B, and no means of magical transport such as *teleport*, *dimension door*, *plane shift*, *ethereal jaunt*, and so forth functions. In addition, no spells or powers involving extra-planar contact, such as *summoning* or *commune*, operate on this level.

Continuous Effects: The entire level radiates soft light (equal to a *light* spell). This level, like Level 9B, causes the loss of 1 permanent Wisdom point per day spent here, no save.

Standard Features: Unless otherwise noted, all doors on this level are made of locked, iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 18], Open Lock [DC 20]). All secret doors are made of stone (2 in. thick; Hardness 8; hp 30; Search DC 20; Break DC 22, Open Lock DC 20).

This level is the final resting place of the great wizard Agamemnon and holds the key to escaping from the Well. Having passed the whirlpool, the party now confronts the wizard in the form of a vampire. In order to gain their freedom, the PCs must defeat him and obtain his sword. A map of this level is depicted in **Map RA-9C**.

9C-1. Entrance

The sandy shore at the opposite side of the whirlpool is safe for landing. The observant (Spot check [DC 12]) can see a few footprints. These footprints look like bare human feet and can be tracked to Area 9C-2, where they disappear.

9C-2. Underwater Passage

Spiral stairs lead down to a water-filled passage. This passage is 60 feet long and ends in another set of spiral stairs leading up to the dry corridor above. Swimming through this passage requires a Swim check (DC 15). Failure indicates that the PC begins to drown.

9C-3. The Hanging Door

This door hangs in mid-air and is similar to those on Level 3A and Level 7. Writing above the door reads, in Elven, "Only with Butcher may the Faithful open." The door cannot be opened in any way, unless the person opening it holds the magic sword from Area 9C-19. The door opens easily for anyone holding the sword. It is a one-way door, and PCs cannot travel back into the dungeon through this door. Those attempting to do so are stranded on the astral plane. This one-way door leads to a cave on the ground level outside the dungeon, over a mile away from the main entrance. The cave entrance is covered with a *permanent image* and a permanent *screen* spell, hiding it from detection. The PCs may rest here without fear of detection.

9C-4. The Stirge Cavern (EL 10)

This cavern contains **21 stirges**, having flown in from the area beyond the whirlpool. They are quite hungry, subsisting so far on only those lucky enough to get here and the few dire rats on this level. They attack en masse as soon as the bottom of the spiral stairs is reached. They have no treasure.

Stirges (21): CR 1; hp 6; see the **MM**.

9C-5. The Floor of Mud

This area contains 4 feet of soft, slippery mud. This poses no real hazard to anyone taller than 5 feet, though all movement in this area is at 1/8th speed. At the far end of the room, the floor rises up slowly and exits the mud at the intersection.

9C-6. The Cursed Door of Agamemnon

This column-lined hall is filled with 8 feet of water except on the path between the columns. A curse is inscribed in ancient Draconic upon each pair of columns, each curse more terrible than the first, though none have any power, magical or otherwise. All warn intruders that to disturb the rest of Agamemnon is to invite plague, ill fortune, and death. At the end of the hall is a set of large stone steps made of pure white marble. At the top of the steps is a huge set of double doors, made of red stone and having no noticeable means of egress. The doors can only be opened by the casting of a *remove curse* spell, at which point they begin to bleed human blood, pouring pints of it all over the staircase and into the water. The bleeding doors are quite creepy, though the blood has no actual game effect. The doors then swing open, allowing entrance in to Area 9C-9. The doors cannot be bypassed by any other means.

9C-7. Leeches Don't Suck, They Bite (EL 2)

This room lies at the bottom of a 40-foot spiral staircase. Muddy water 3 feet deep covers the entirety of the room. A stairwell leading up to Area 9C-8 lies at the south side of the room. In the muddy water are several hundred leeches. Each round spent in the water draws attack by 2d6 leeches per person. These nasties cause no pain when they attack, and armor does nothing to protect an individual. Unless the PCs inspect themselves after exiting the water, they take 1 point of temporary Constitution damage each 10 minutes per 6 leeches attached. Anyone bitten by leeches must make a Fortitude save (DC 15) or contract *filth fever*. Leeches may be safely removed by heat or spell. Pulling them off ends the Constitution damage, but it causes the Fortitude save to suffer a -5 penalty.

9C-8. The Star Room

This room radiates starlight, and the ceiling looks like the outdoor area surrounding the dungeon at night. Grass grows all over the ground, and trees dot the landscape. Birds and small animals scurry about, and berries grow on bushes. This room in all ways appears as if it were truly outdoors at night. This is in reality a powerful *permanent image*, placed as if by an 18th-level sorcerer. The PCs



could actually wander for years in this room, traveling for miles, only to have it remain continually night. The animals are part of the illusion, and cannot be caught or conversed with in any way. Plants or berries picked can be eaten, but they provide no nourishment. It is possible that monsters may wander in here from time to time, as the aesthetics of this room fool them as well. In that case, the PCs may interact with the monsters (or the other way around, of course). The DM is encouraged to make the players believe they are outside, though their wanderings never seem to lead anywhere.

9C-9. The Hall of Agamemnon

This huge hall depicts the major life events of the great wizard prior to his turn to evil. There are scenes of Agamemnon fighting dragons, summoning angels, fighting demons, slaying evil priests, and so on all over the walls and ceiling of this room. The workmanship of the painter (Agamemnon himself) is astounding. The room is otherwise featureless, save for a round pedestal 30 feet across, upon which sits a large pyramid of opaque black obsidian.

9C-10. The Black Pyramid (EL 2 or 11)

Faint light can be seen within the pyramid, and ghostly white figures can be seen periodically pressing their faces against the sides. There is no obvious means of opening the pyramid, though it can be bashed in (Hardness 8, hp 30). If this happens, 3 **groaning spirits** are released and attack immediately. At the far south point of the pyramid is a secret latch. This latch must be carefully searched for by hand, and no means of magical detection discovers it. If it is found, it can be sprung, and the north-facing wall sinks into the slab, revealing an opening to the inside of the pyramid. If the pyramid is opened in this fashion, the banshees do not attack, but instead become ethereal and leave the PCs in peace.

Secret Latch: CR 2; Spot (DC 40); Search (DC 25).

Groaning Spirits (3): CR 8; hp 56; see the **Appendix**.

Inside the Pyramid: Within are three preserved bodies of beautiful women, in life the concubines of Agamemnon. They are dressed in royal finery and gold jewelry and preserved with a permanent *gentle repose* spell. The woman in the center was particularly favored and still wears a large gold medallion (worth 500 gp) with the crest of Agamemnon inscribed upon it. This medallion is the key to the crypt of Agamemnon himself and is the only means for the PCs to find a way out of this level. If the bodies are molested in any way, or if a *raise dead* spell or similar magic is used, the banshees re-materialize and attack. If the medallion is taken, no harm comes to the party, but the corpses wither away to dust in 10 minutes.

9C-11. Stasis Chamber (EL 12)

This room contains a horrible trap as well as an illusory pile of treasure against the far wall to the south. Ten rounds after the room is entered, a *temporal stasis* trap is triggered. This trap is triggered by opening the door, and hence has no chance of being disarmed. An Intelligence check (DC 34, reduced by 1 per level a PC has as a spell caster) detects that some form of magical trap has gone off and allows retreat from the room in time to avoid its effects. The effects of this spell are permanent until a successful *dispel magic* (vs. 18th level) is made.

Temporal Stasis Trap: CR 12; spell; spell trigger; automatic reset (1 week); spell effect (*temporal stasis*, 18th-level wizard, Intelligence check [DC 34, -1 per spell caster level of the target] avoids, no Fortitude save); multiple targets (all in the room); Search (DC 100); Disable Device (DC 100).

9C-12. The Mummies' Tomb (EL 10)

This room contains 12 empty sarcophagi, tops torn off and piles of silver and cheap jewelry strewn about. Four rounds after the PCs enter the room, a strong breeze blows through it. This wind seems to stir up dust in the shape of twelve forms. Two rounds later, each dust form materializes and creates a total of 12 **mummies**, which all attack! They fight until slain. These are the remains of servants of Agamemnon, bound here for all eternity to serve him after death. They attack and follow the PCs mercilessly until all are killed.

Mummies (12): CR 5; hp 55; see the **MM**.

Treasure: There are 14,000 sp strewn about the room, as well as 1,500 gp worth of semi-precious stone jewelry.

9C-13. The Egg Stone

There is a great treasure hidden inside a stone block. Four inches inside the outer covering of stone is a solid gold ingot weighing 200 pounds. The stone must be physically chopped away to reveal the gold, and there is no obvious way to detect it. Magical detection must be able to penetrate the outer rock coating. It is highly unlikely that this will ever actually be discovered. The stone has hardness 8, and takes 20 hp to uncover a glint of metal. It takes 300 points of damage to free the gold completely from the rock.

9C-14. The Door to the Inner Sanctum

This secret door is extraordinarily well hidden in the floor. It cannot be magically detected nor opened. An anti-magic ward has been placed on the door area

(like a permanent *antimagic field*), covering an area within 10 feet of the door. Somehow noticing this antimagic area—and thus tipping the PCs off that something in the corner of this room is unusual—is most likely the only way their attention is drawn to the door. Otherwise, it requires a very difficult Search check to locate the door. Remember that because of the *antimagic field*, magic will not locate the door.

Reinforced Wood Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 40); Break (DC 20), Open Lock (DC 20).

9C-15. The Unmoving Stone (EL 2)

This hallway is blocked by a large boulder of blue stone, far different in texture from the corridor itself. In order for the party to pass the stone, it must be moved or destroyed. The stone is not magical, nor is there any easy way to move it. Many spells may be used to move it (such as *rock to mud*, *stone to flesh*, *disintegrate*, and others), or it can be simply battered through.

Stone Boulder: Hardness 8; hp 500; Strength check (DC 30) to move.

9C-16. The Weird Hall

Ten rounds after this seemingly non-descript tomb is entered, the secret door to the north slams shut, held with an *arcane lock* at 18th level. At this point, a *weird* spell trap goes off, covering the entirety of the hall. The secret door to Area 9C-18 is fairly difficult to find and is located in the floor of this room.

Weird Trap: CR 9; spell; spell trigger; automatic reset (1 hour); spell effect (*weird*, 18th-level wizard, effects as per the spell, Fortitude save [DC 34] for partial damage); multiple targets (all who enter the room); Search (DC 34); Disable Device (DC 34).

Reinforced Wood Secret Door: 2 in. thick; Hardness 5; hp 20; Search (DC 30, floor only); Break (DC 20); Open Lock (DC 20).

9C-17. False Tomb

This room contains a huge ornate crypt, carved of marble in the shape of a wizard. The crypt itself is worth over 10,000 gp for precious materials and workmanship alone. The top of the crypt is heavy (Strength check [DC 22] to remove). Inside is the decayed skeleton of a man in wizard's robes. Across his chest is a long, thin bastard sword made of a strange green metal. It radiates a strong aura of enchantment magic. The sword is a *-5 cursed sword* and will not open the door in Area 9C-3 to allow escape. The sword remains attached to the hand of whoever grabs it and requires a *remove curse* spell to remove.

9C-18. The Passage to the Crypt

This passage appears to reach a dead-end in a rubble wall. The rock must be cleared slowly (there is 2,000 pounds of it) in order to continue on. This takes 3 hours if 4 or more characters work in tandem removing rock from the tunnel. Subtract 1 hour if 2 or more characters have *stonecunning*, or if 2 additional PCs join the effort. Any more people simply get in the way.

9C-19. The Inner Crypt

This is the lair of Agamemnon, the Vampire-Wizard. The room appears to be an empty circular chamber, carved and painted in intricate relief with horrific images of blood sacrifice and murder. In the center of the chamber is an inlaid tile depression, bearing the trademark seal of Agamemnon. Unsurprisingly, the golden amulet from Area 9C-10 fits snugly inside. When it is placed within the depression, the center 20 feet of the circle begin to rise, reaching the ceiling in 2 rounds. At this point, a *phase door* opens on the north side of the room and out steps Agamemnon, bearing a long, green sword. Agamemnon briefly taunts the intruders and then unleashes their doom upon them. He fights until slain to protect his immortality.

Exception: If a high priestess of Hecate is present, Agamemnon may be reasoned with, only if he is immediately commanded to cease and desist, and only if he is not attacked. In this case, he will not surrender Butcher to the PCs, but will instead escort them to Area 9C-3 and open the door to let them out.

Agamemnon, Male Human Vampire, Wiz16 (Diviner): CR 18; hp 82; see the **Appendix**.

Tactics: This should not be too hard. Agamemnon cast spells until engaged, then fights using his slam attacks until he spawns 1-2 new vampires. He then teleports away and resumes his spell attacks. If finally cornered, he casts *haste* and *Tensor's transformation* and fights using *Butcher* or his slam attacks until slain.

Minor Artifact: Agamemnon's Sword, "Butcher"

Butcher is a sword of immense power, given to Agamemnon by the goddess of magic herself. Only a non-good person may wield Butcher. It confers a +4 enhancement bonus to attack and damage rolls, as well as a +4 luck bonus to AC. In addition, it acts as a permanent *minor globe of invulnerability* for the wielder only. Finally, it is the key to escape from this level of the dungeon.

The Legend of Agamemnon

Agamemnon was an 18th-level wizard who quested for immortality. To this end, as his life drew to a close, he willingly became a vampire, summoning and dominating a member of the undead to do his will. Using a *wish* spell, he devised a ritual that destroyed his creator after he was transformed, making him free to roam and do as he pleased without a controlling maker. Sadly, this process caused him to lose 2 levels of experience; hence, now Agamemnon is only a 16th-level wizard. He roamed the world for many years, eventually becoming bored, and returned here to guard his crypt and seek to recover his lost priestess. After many years, he gave up trying to save her, and as the evil blood finally completed its work, he became a lost soul, seeking only to destroy the living and drink their blood.

Earlier in life, Agamemnon was the lover of Akbeth and a faithful servant of Hecate, goddess of magic. He remained faithful to the goddess even when she destroyed his mate, and as a reward he was given a powerful magic sword, known as Butcher.

LEVEL 9D: THE BLOODWAYS

Beyond the Temple of Final Sacrament, at the bottom of the great shaft at its center, a passage leads off, slanting downwards deeper underground. This leads into the heart of the fallen Duke Aerim's domain—the mist choked halls of the Bloodways. A map of this level is depicted in **Map RA-9D**.

Running the Bloodways

Mapping

The Bloodways is a seemingly endless tangle of passageways, with occasional rooms encountered within the maze. Because of the confusion effect present within the maze, combined with frequently shifting walls in the corridors, no map is provided of the maze itself. Instead, the DM is encouraged to indulge himself when drawing passageways. Progress through the Bloodways is measured on the Bloodways Flowchart.

Four Sublevel Maps (for **Sublevels 9D-I through IV**) have been provided. Further, an additional 41 encounter areas are detailed (9D-29 through 70) which briefly summarize additional areas found on the four-sublevel labyrinth maps. Note that using these supplemental maps and areas may seriously prolong a party's sojourn in the Bloodways, particularly if teleportation areas are liberally employed.

Alternately, the additional encounter areas and the corresponding maps can be broken apart and used elsewhere in Rappan Athuk, to provide additional small lairs and encounter areas.

Keyed Entry Map Notations: Each keyed entry provided below includes a reference to one of the Detail Maps (**9D-A through N**) where appropriate, as well as the Sublevel Map (**9D-I through IV**), to aid the DM in locating it when sublevel maps are employed.

Using the Bloodways Flowchart

When PCs enter the labyrinth, they travel for approximately 1d20 minutes before encountering any of the keyed areas. To determine what area they reach, roll 1d6 on the table below. If they go through the area and exit using a different passage, check that entry off on the chart, and when that number is rolled again, move to the next entry. Some areas are marked on the flowchart more than once, as PCs stumble back upon old areas they have explored earlier.

A note on the maps: Several locations are keyed to use the same map. This is because there are several similar-looking locations throughout the Bloodways, and the characters might well confuse one for another.

Describing the Halls

When describing the corridors, free reign is given to the DM to make the party's progress vivid and provocative.

First, remind the players frequently of the mist, describing how it moves, how warm or cold it is, how dense, its smell, and the like. Remember that the density of the mist affects the distance characters can see.

Second, consider any sounds the characters might hear, particularly if you determine a wandering monster approaches. This may include splashing or squelching noises if there is a layer of water on the floor, or the distant sounds of scales rasping against stone. Also, be sure to keep the players informed of any noises their characters make—how loud they are, whether they echo, and so on.

Bloodways Flowchart					
1	2	3	4	5	6
2. Fresco Room #1	3. Chaos' Den	4. Looted Crypt	5. Mimic's Crypt	6. Fresco Room #2	7. Charred Room
8. Corrupted Pool	9. Abandoned Lair	1. Entry	10. Healing Spring	11. The Floodgate	12. Obligatory Chess Room
13. Fresco Room #3	5. Mimic's Crypt	14. Goblin Outpost	15. River Crossing	16. The Chute and the Pit	17. The Throne of Minos
11. The Floodgate	7. Charred Room	18. Pause and Reflect	19. Abandoned Throne	20. Talon of Orcus	21. Red Vortex
22. Goblins and Bloodwraith	24. Fresco Room #4	17. The Throne of Minos	23. Orcus's Hall	25. Water, Water Everywhere	22. Goblins and Bloodwraith

Level 9D

Difficulty Level: 10

Entrances: Passage from Level 1A in Area 9D-1; passage from Level 9A in Area 9D-28.

Exits: Connections to Levels 10B and 10C at Areas 9D-14 and 20, respectively. Waterways lead into Underdark.

Wandering Monsters: See the separate Wandering Monsters section, below.

Detection: Divination spells reveal a general aura of necromantic and enchantment magic, and a dim but pervasive evil aura.

Shielding: All attempts to teleport to a location within the Bloodways without a definite fixed point automatically results in a “false destination” result, depositing the victim at some random location in the maze. Teleportation out of the Bloodways is not impeded. Scrying spells do not penetrate the Bloodways from outside, though once one is within the Bloodmists, they function normally.

Continuous Effects: The Bloodways are saturated with a mild confusion effect that causes corridor lengths to subtly distort, skews sense of direction, and fosters errors in mapping.

Standard Features: While the tunnels lacing the Bloodways are highly variable in width and height, rooms within the complex are 15-foot-high unless noted otherwise. The stone in the corridors was partially smoothed and dressed long ago when the maze was initially constructed, so some passages are fully finished, while others have never been touched by mallet or chisel. There are numerous branches, stairwells, and empty mist-choked galleries. The passages are also subject to a direction confusion effect as mentioned above, which makes reliable mapping impossible, even magically. The walls have a tendency to shift, to the dismay of PCs relying on string or dropped pebbles to retrace their steps. Shifting stonework occurs regularly, and dwarves and others with stonemasonry should receive rolls to detect these. They are triggered randomly, or sometimes by the opening of doors, and have no independent triggering mechanism unless the DM wishes to provide one.

Doors: The doors in the maze are made from unadorned granite slabs, unless described otherwise. They

have a hardness of 8 and 60 hit points. They have a base Break (DC 28). Each door has gaps at the top and bottom one inch high between the door itself and the floor and ceiling, sufficient to allow gaseous creatures and most oozes to pass through.

In addition, each door has holes in the top and bottom between the gaps, into which steel bars extend when an accompanying door to a particular room is opened, thus preventing more than one door to be open at once. This mechanism is not difficult to spot, but is hard to disable—Search (DC 18) with the door closed, (DC 12) with it open; Disable Device (DC 30) to prevent activation. When all exterior doors to a room are closed, none of the bars are extended. Catching the sound of the bars retracting or extending from other doors in the room requires a successful Listen check (DC 15). Assuming the stone door is dismantled, the bars have Hardness 10 and 30 hit points each. Tiny creatures can fit between them; small creatures require at least one bar to be removed to pass, medium creatures require two, and large creatures require three. There are a total of six steel bars that extend from the top and bottom, meeting in the middle of the doorway.

The Bloodmists: The entire labyrinth is filled with a swirling crimson mist. Its consistency and movement vary. In some places, it fills the halls in thick billows, while in others it flows along the floor in a swift current. Temperature varies from bone cold to clammy to slightly sticky warmth. The coloration of the mists is caused by an algae which feeds off the magical emanations of the Bloodways. It has a tendency to condense on creatures, and those who spend much time in the passages look as though they have been doused with blood or red dye. This red pigmentation is difficult to wash out. The mists have a coppery reek, similar to blood, with an undercurrent of vinegar and rotting flesh, the latter a legacy of past victims rather than a property of the mists themselves. Despite their ominous appearance, they are not in and of themselves harmful.

The bloodmists do obscure vision, however, reducing maximum visibility to a distance of 30 to 60 feet, depending on how dense the mist is at any given point. Creatures within the last third of this range have 20% concealment due to the mist.

Third, while it is a good idea to vary the style of the passages the characters encounter, consider creating a gradual but definite progression as they proceed through the Bloodways. This gives them the sense they are making headway, even while they remain utterly lost.

Fourth, you can always spice things up with special magical effects: dim lighting, strange persistent noises, an area saturated

with an antimagic field, or perhaps where magical lighting does not work, an area filled with an *unhallow* effect and lurking undead from the random encounter tables, and the like.

Here are some suggestions of possible passageway styles the group might run into:

- A 15-foot-wide smooth-walled passage with the floor coated in an inch of blood-red liquid

- A shaft leading upward from a corridor; investigation reveals it to end at the underside of a pit trap door.
- A set of spiral stairs leading up and down, with passages leading outward at irregular intervals; there may also be secret doors or openings on the inward side of the curve that open into a narrower set of stairs spiraling in the opposite direction. An entire session could be spent exploring interconnected spiral staircases.
- A straight set of stairs with a dropoff into darkness on either side. 10 feet from the top is a pressure plate that causes a boulder to fall from the ceiling at the top of the stairs and roll down them. Exploring where the boulder came from reveals a shaft to a chamber holding more boulders, along with shafts to trapdoors in other passageways.
- A passage opens out on the side of a cavern wall, with a dropoff to the left or right. It might also arc through the middle of the chamber in a natural or constructed bridge or archway—always a good place for a random encounter check.
- A series of 15-foot-diameter circular chambers with passages leading to other identical chambers; each time one is entered, characters experience a sense of vertigo, and are no longer sure which passage they just came from.
- Some smoothed natural passages floored in blood-red sand or silt, with the sound of water flowing in the distance; as they travel, characters may come across enigmatic footprints left in the sand by shadow hunter snakes, the Fire Hawks, or wandering monsters of the Bloodways.
- A 20-foot-wide hallway lined with graceful fluted pillars; the walls of the hall are carved with demonic and skeletal faces that leer out at the PCs from the shadows cast by the pillars.
- A tangle of interconnected natural passages, with a path marked through them in chalk; this could lead to the next encounter area, to the hungry maw of a random monster, or in circles.
- A natural passage with a low ceiling that continues to get lower as the party continues, until they are all worming along on their bellies. An unstable ceiling or ominous noises in the distance should serve to heighten the claustrophobia.
- Cylindrical passages arranged in a network, created centuries ago by a long-dead beholder.
- A half-flooded passage; the surface of the water is agitated by strange currents and ripples, as of unseen creatures moving beneath.

Wandering Monsters

Blood Golem: This slithery horror tries to ambush the PCs in an intersection or from a hidden crevice in the stonework. It fights until dead. It resembles a 10-foot-long

Wandering Monsters

Roll or select from the table below once an hour.

Die Roll	Result
01-03	Blood Golem (1-3)—EL 7-10
04-06	Crimson Jelly (2-4)—EL 8-10
07-08	Devouring Mist (1-2)—EL 9-11
09-11	Gelatinous Cube (1)—EL 3
12-13	Invisible Stalker (3)—EL 10
14-19	Meat Puppet (Human) (8-12)—EL 10-11
20-22	Meat Puppet (Umbra Hulk) (1-2)—EL 10-12
23-25	Shadow Hunter (1-3)—EL 8-11
26-27	Mordnaissant (2-3)—EL 9-10
28-30	Vampire Spawn (8-12)—EL 10-11
31-33	Will-o'-Wisp (4)—EL 10
34-36	Goblin Patrol
37-39	Priest of Orcus Patrol
40-44	Pit in the Floor
45-48	Signs of Battle
49-53	Strange Noises
54-56	Teleporter
57-00	No encounter

crimson-colored slug-like creature with two long, spindly arms protruding from its sides, and a toothy, sphincter-shaped maw. It is essentially living blood animated by the influence of the Bloodwraith. **Treasure:** None.

Crimson Jelly: This ooze seeps from cracks or tries dropping from above onto unsuspecting characters. It fights until destroyed. It resembles a giant, dark red amoeba. Its stats are identical to those of the standard ochre jelly in the **MM**. **Treasure:** None.

Devouring Mist: A fearful exhalation of the Bloodwraith, the devouring mist seeks only to feed its insatiable hunger for blood. It slips up to the group concealed by the mists, then tries to latch onto one victim and drain him completely if it can. It fights to the death. **Treasure:** None.

Gelatinous Cube: Mindless sweepers of the dungeon such as this use no tactics against PCs. The Spot check to notice one gains a +4 circumstance bonus due to the fact that there is no mist where they are; accordingly, they are best placed in pits and around blind corners. **Treasure:** Standard, but inorganic treasure only, suspended within its mass.

Invisible Stalker: These creatures were actually summoned by the priests of Orcus to patrol the halls and keep the mists flowing evenly, as well as to do battle to intruders. They fight to the death, though it is possible for one to be questioned if a PC speaks Auran. **Treasure:** None.

Meat Puppet (human): These loathsome, twitching undead either descended from the Temple of Final Sacrament, or arose spontaneously from the corpses of

victims slain within the Bloodways. They fight to the death. **Treasure:** None.

Meat Puppet (umber hulk): Some years back a colony of umber hulks bored into the Bloodways, only to fall victim to its malign influence. Now the remains of these long-dead creatures roam the halls, attacking any living creature they come upon. **Treasure:** None.

Shadow Hunters: A loneshadow hunter may try to ambush the PCs; two or three instead stalk the party, cornering them, and then striking from several directions, or one may drive the characters toward a location where another lies in wait. **Treasure:** Standard, located in slimy or crusty piles where it was disgorged during the digestion process.

Mordnaissant: A rare but deadly creature, the mordnaissant attempt to ambush any intruders within the Bloodways, though they retreat if outmatched, using small passageways to their advantage to evade pursuit. **Treasure:** None.

Vampire Spawn: These debased vampires are constantly hunting for fresh, warm blood. They attack swiftly and voraciously. **Treasure:** Double standard.

Will-o'-Wisp: These fey creatures lure victims into pits or other hazards. Or they may simply attack. Unlike most other creatures of the Bloodways, they retreat if they suffer more than half their hit points in damage, or over half are slain. **Treasure:** None.

Goblin Patrol: A patrol of goblins from the nearby Goblin Outpost, Level 10B. The patrol consists of 7 goblin lieutenants led by Morask, a goblin Rog10. The goblins are observing the conditions in the labyrinth, and keeping an eye out for unusual developments or intruders. For stats and treasure carried, see the Appendix section for **Level 10B**.

Priest of Orcus Patrol: A patrol of four acolyte Clr3 and eight priest Clr5, led by Hesperix, male human Clr13, from the Talon of Orcus (Level 10C). They are in the process of surveying the maze and performing maintenance on the fresco rooms, traps, and the like. For stats and treasure carried, see the Appendix section for **Level 10C**.

Pit in the Floor: This drops 1d6 x 10 feet, and requires a Reflex save (DC 15) to avoid. A Search check (DC 20) locates it, and a Disable Device check (DC 20) disarms it. The DM may wish to place a wandering monster or minor treasure and remains at the bottom, particularly of the deeper pits. There may also be passages opening off from the bottom, or the pit may empty into a chute that leads to another corridor elsewhere in the complex. **Treasure:** roll 1d20: 1-8 = 2d100 gp in treasure, 9-12 = random minor magic item; 13-20 = no treasure.

Signs of Battle: Bloodstains, possibly dried, on the walls, floor, and/or ceiling; body parts or even whole corpses of creatures. The bodies are too fragmented for raising or speaking with the dead to work. **Treasure:** roll 1d20: 1-4 = 2d100 gp in treasure, 5-6 = random minor magic item; 7-20 = no treasure.

Strange Noises: A distant screaming or howling; sounds of battle that stop quickly; the rasping of scales

on stone; the sound of footfalls following the party that stop and do not resume. This is intended to keep the PCs guessing.

Teleporter: Walking through an opening, stepping on a section of floor, part of a stair, etc. activates a teleport to some other random corridor in the dungeon. Roll a Reflex save (DC 15) for each PC in the marching order to determine who steps on it (first one who fails does). You may wish to place a wandering encounter creature at the other end of the teleport, especially if the others in the group don't immediately follow. Teleportation is almost always one-way.

9D-1. Entry (9D-II)

(Sublevel 9D-II)

The shaft from Level 1A drops several hundred feet, then opens into a passage which slopes down. Reddish mist starts to coil at the feet of the adventurers as they continue. After traveling 500 feet, the passageway opens up into a large, red mist-filled cavern, with many passages branching off from the cave. Most of the passage mouths look unremarkable, but carvings of people being tortured and bled are chiseled into the stone around the passage through which the PCs enter.

This cave marks the start of the Bloodways. It does not matter down which passage the party travels, as all lead into the maze. If they somehow make their way back here, the exit passage is at least clearly marked, so they may flee if they wish.

9D-2. Fresco Room 1

(Sublevel 9D-I; Detail Map 9D-A)

This is the first of four chambers decorated with frescoes. Each depicts a scene from the history of this dungeon, particularly as it relates to the followers of Orcus.

The stone door opens into a cross-shaped room with a door at the end of each arm. The floor is tiled with a mosaic of black and gray tiles, clearly visible as the red mist is very thin here. At the inward corners of the cross, there is a concave alcove in each corner; these areas seem to be decorated with some sort of fresco, though detail is impossible to make out due to the accumulation of dust and grime upon them.

The curved sections of this chamber hold frescoes depicting the settling of the Bloodways by the original followers of Orcus. There are depictions of cult members descending into a dungeon complex with another army in pursuit. The Orcus forces are depicted as noble and vibrant even after all this time, with the demon prince's holy symbol prominently displayed on banners. The figures of those that hunt them look misshapen, hard and cruel. In the rearguard of the fleeing army, a figure in blood red is displayed in each fresco, cutting down pursuers who come too close.

9D-3. Chaos' Den (EL 11)

(Sublevel 9D-II; Detail Map 9D-B)

This 20-foot diameter circular chamber looks like an abattoir—chunks of flesh and bone lie strewn about the floor, and the entire area is thick with the stench of blood. Even the ceiling is covered with thick clots of meat, dangling intestines, and other less identifiable things. The air is hot and acrid, searing the nostrils even over the stench of death saturating the room. The bloodmists are particularly thick in here, almost as if they are feeding on the unwholesome remains, filling the air with a thick, roiling haze.

Examination of the remains produces indeterminate results—there are definitely some humanoid remains, along with those of other creatures, but from the few fragments of bones, loose organs, and shredded muscle tissue it is impossible to determine exactly what creatures these once were.

Clinging to the ceiling of this room is a **chaos beast**—all that remains of Aaban Bonegnasher, one-time leader of the Talon of Orcus, Level 20C. During a battle with adventurers several months ago, a magical mishap transformed Aaban into his present form.

Chaos Beast (advanced): CR 11; hp 150; see the **Appendix**.

Tactics: The beast takes advantage of the obscuration of the mists to hide from intruders (Spot DC 30). It tries to attack with surprise, going for a random target within range each round. It fights to the death for as long as the PCs remain in the room, but does not give chase more than 30 feet outside the room.

Treasure: A single *bracer of armor +4* lies amid the carnage. Although its mate has been destroyed, a new one could be manufactured to match it for half the cost of making a standard set of *bracers of armor +4*.

9D-4. Looted Crypt

(Sublevel 9D-II; Detail Map 9D-M)

This hallway is obviously a crypt. Upright sarcophagi stand facing each other across the hall, with red mist swirling at their feet. The sarcophagi depict warriors with a sword in one hand and a shield in the other. All look to be in fairly good condition.

The crypt has been thoroughly looted. A few scraps of cloth and bone fragments remain within each, but items of value—including the corpses—were stolen away long ago. However, this is a good time to roll for wandering monsters.

9D-5. The Mimic's Crypt (EL 10)

(Sublevel 9D-II; Detail Map 9D-M)

This hallway is obviously a crypt. Upright sarcophagi stand facing each other across the hall, with red mist swirling at their feet. The sarcophagi depict warriors with a sword in one hand and a shield in the other. All look to be in fairly good condition.

The crypt has also been looted; however, one of the sarcophagi is actually a **huge mimic** named Gaeleron that attacks when the best opportunity presents itself.

Gaeleron, Advanced Mimic: CR 10; hp 200; see the **Appendix**.

Tactics: Gaeleron is familiar with the Dung Monster of Level 1, and capitalizes on its reputation to dissuade intelligent creatures. When he first attacks, he releases a flood of fecal material and rotted flesh from a pocket within his mass, producing a horrible stench reminiscent of his distant cousin. Characters who have encountered the Dung Monster and are familiar with it may notice, however, that while foul-smelling, Gaeleron's stench and appearance do not match those of the Dung Monster. Kindly DMs may allow characters observing the beast an Intelligence check (DC 15) to realize this.

Treasure: Gaeleron's treasure is contained in a compartment in its body, and can be found only through a thorough search (DC 20) of its remains. It has 278 gp, two opals worth 500 gp each, and a plain ebony baton that is actually a *wand of darkness* with 31 charges remaining.

Development: If reduced to below 20 hp, Gaeleron attempts to surrender, offering information or valuables in exchange for his poor, miserable existence. While he has not explored the labyrinth extensively, he does know of many of the creatures that roam its halls, and may therefore be a valuable source of information. He never encountered the Fire Hawks, and has had no dealings with the clerics of Orcus or the goblins in their nearby outpost, except to snack on their patrols.

9D-6. Fresco Room 2 (EL 9)

(Sublevel 9D-I; Detail Map 9D-A)

This is the second of four chambers decorated with frescoes. Each depicts a scene from the history of this dungeon, particularly as it relates to the Cult of Orcus.

The stone door opens into a cross-shaped room with a door at the end of each arm. The floor is tiled with a mosaic of black and gray tiles, clearly visible as the red mist is very thin here. At the inward corners of the cross, there is a concave alcove in each corner; these areas seem to be decorated with some sort of fresco, though detail is impossible to make out due to the accumulation of dust and grime upon them.

The curved corners of this chamber hold frescoes depicting people from a pursuing army (see **Fresco Room 1**) invading Rappan Athuk and getting slaughtered by Orcus cultists, monsters, and other gruesome but not readily identifiable means. Many of the depictions are rather graphic.

However, before they have a chance to do much examining, the PCs are likely to trigger the **trap**. Any pressure on the frescoed walls, including trying to brush off accumulated cobwebs and dust, triggers four pistons in the ground right in front of the frescoed areas. These pistons slam up into the ceiling, taking anyone standing

near the frescoes with them. All four are triggered simultaneously, so if the party tries studying several sections at once, it is possible that several people may be nabbed. Those hit are pinned to the ceiling until they can win free against the pillar trap's grapple score of +20, and sustain 1d6 points of crushing damage each round until they do. The pillars remain raised for one hour before they retract and the trap resets. While they are up, the bulk of the frescoes cannot be seen.

Slamming pillar trap: CR 9; mechanical, touch trigger; automatic reset; Reflex save (DC 23) avoids; ceiling slam (10d6); ceiling pin (grapple +20, 1d6 per round); Search (DC 28); Disable Device (DC 30).

9D-7. Charred Room

(Sublevel 9D-I; Detail Map 9D-B)

The floors, walls, and vaulted ceiling of this circular room look heavily charred, like the area was the site of a massive conflagration. A faint odor of charcoal and cooked flesh still lingers in the air. The chamber is free of mist, except for that which swirls in when any of the doors are opened.

The stench of burned flesh increases slightly as PCs explore the room, kicking up ash and bits of bone. Those studying the ground notice numerous unidentifiable tracks throughout the chamber, with the heaviest concentrations going from one door to another.

9D-8. Corrupted Pool

(Sublevel 9D-III; Detail Map 9D-C)

A two-foot wide channel bisects this kite-shaped chamber, running from a raised area holding a pool at one end to a large algae-shrouded grate at the other. Water gurgles from the pool, through the channel, and empties into the damp grating. Two doors face each other at either side of the chamber. A current of cool air keeps the blood-tinged mists to a minimum.

This room is one of several pool rooms throughout the Bloodways. The water comes from one of the local rivers. There is a faint, foul smell like stagnation, emanating from the water. Inspection of the five foot deep pool reveals the source: the bloated body of a human in plate armor lies curled on the bottom. These are the remains of **Marsenter**, male human Ftr6 and one time member of a band of adventurers called the Fire Hawks. After becoming separated from his comrades, he took shelter from his pursuers in this pool. He relied on his *ring of water breathing* to stay alive. Unfortunately, the ring did not protect against the cold and blood loss, so eventually Marsenter fell sleep and died of hypothermia. His rotting remains now contaminate the water: anyone who drinks from it is subjected to a particularly virulent form of filth fever (Fort [DC 16], onset 1 day, doing 1d4 Dex/1d4 Con per failed check).

Searching the body reveals the following arsenal: +1 full plate armor, +2 bastard sword, 286 gp, 178 pp, 2 gems worth 100 gp each, four empty potion flasks, and standard

adventuring gear that has been exposed to water for a long period of time.

9D-9. Abandoned Lair

(Sublevel 9D-II; Detail Map 9D-G)

The passageway opens onto a small cave coated with a thick layer of yellow-tinged ooze. A headless skeleton lies half-immersed within this foulness, and the glint of coin can be made out amid the foul-smelling slime as well. The red mist saturates the air in a thin haze.

This chamber was once the lair of a colony of mustard jellies; destroyed recently by a band of adventurers. One of their number fell to the jellies, and it is his headless skeleton which now reclines within the mustard jelly remains. The remaining coins scattered beneath the dead jellies are the leftover coins the adventurers did not bother taking, and which other wandering creatures have been unwilling to go fishing for: 1,063 cp and 5 sp.

A thorough Search (DC 20) turns up one other item: buried beneath the slime and jammed into a crack is a magical charm bracelet (see sidebar). The bracelet is wedged in tightly, requiring a Disable Device check (DC 25) or some excavation to dislodge.

Handy Charm Bracelet

This piece of jewelry is a platinum or gold chain festooned with tiny charms, objects that bear a resemblance to mundane items. When a charm is pulled from the bracelet, it transforms into a permanent, nonmagical object. As long as at least one charm remains on the bracelet, it regenerates one charm per day. Removing a random charm is a free action; removing a specific one is a move-equivalent action that does not provoke an attack of opportunity. Either action requires a free hand to pluck loose the charm.

Bracelets come with six charms maximum, and always regenerate the same charms they had when they were first created. Possible charms include: a tiny mug (produces a frosty mug of decent quality ale), a scroll (produces a blank parchment scroll, a vial of ink, and a quill pen), a lantern (produces a lit standard lantern filled with lamp oil), a ladder (produces a 15 foot long wooden ladder), a coil of rope (produces a 50 foot length of rope with a grappling hook attached to one end), or a dagger (produces a steel dagger). The DM is free to improvise items, but they should have a market value of less than 25 gp, should not be masterwork, and should not be magical.

Caster Level: 8th; *Prerequisites:* Craft Wondrous Item, *fabricate*, *shrink item*; *Market Price:* 10,000 gp; *Weight:* —.

Any loud digging doubles the frequency of wandering encounter checks.

9D-10. Healing Spring

(Sublevel 9D-III; Detail Map 9D-C)

A two-foot wide channel bisects this kite-shaped chamber, running from a raised area holding a pool at one end to a large algae-shrouded grate at the other. Water gurgles from the pool, through the channel, and empties into the damp grating. Two doors face each other at either side of the chamber. A current of cool air keeps the blood-tinged mists to a minimum.

This room's pool of water is quite refreshing, and the water within the basin radiates strong transmutation magic. Those who drink from it feel refreshed, as if they had spent a full day resting. Hit points, ability score points, etc. return as per a full day of rest, and spells can be memorized. A person gets this benefit only once per week. The process also ages the drinker one day, which may affect secondary poison saves and disease checks. The duration of magical effects, such as spells previously cast on the imbiber, do not change.

This area is also quite popular with maze inhabitants; while in this room, the frequency of wandering monster encounters is tripled.

9D-11. The Floodgate (EL 9)

(Sublevel 9D-IV; Detail Map 9D-E)

Traveling downward through some especially convoluted passages, the PCs come out to a sandy shore bordering a small underground river. The river disappears beneath the walls to the left and right. It is swift-flowing, deep, and about eight feet wide. Opposite the shore is another clear area, at the back of which stands one of the dungeon's stone doors. Because of the river, the area is fairly free of the bloodmist, so visibility is good.

The door is part of a trap. Actually, there is nothing unusual about the door itself; it even has gaps at the top and bottom similar to the other stone doors. However, behind the door is an area that holds an offshoot of the river, and when opened, the door lets loose a deluge of water which may well sweep characters into the river itself, requiring a Reflex save (DC 20) if within a direct line between the door and the river. All remaining characters on that shore, including those who made their initial save, must then make a Balance check (DC 15) to avoid losing their footing on the loose sand and again being dumped in the river.

Those who end up in the river are sucked beneath the south wall and swept into the area immediately downstream, getting buffeted for 2d6 points of damage in the process. The river then widens and slows, and it is not difficult to catch oneself and climb ashore (Strength check DC 10). If a PC fails the strength check, however, he has one final chance to grasp the edge of the cavern ceiling before being swept beneath it (Strength check

DC 12). If he fails this, the river carries him off to the river crossing (Area 9D-15) after five minutes.

Once the door has opened and the initial flood passed, the passageway beyond can be accessed. This leads up a slippery shaft into a smaller chamber, where an offshoot of one of the rivers gushes from a crack in the wall. Another passageway to the south leads off, returning to the river near the southern landing area. With the door open, the water flow is diverted from this passageway, and it may be traversed fairly safely.

The southern landing is inhabited by three ochre jellies, which enjoy snacking on people who get caught by the door trap. Party members separated from the rest of the group by the trap may find themselves in dire straits.

Ochre Jellies (3): CR 5; hp 60 each. See the **MM**.

9D-12. Obligatory Chess Room

(Sublevel 9D-II; Detail Map 9D-K)

The door opens into a rough-hewn room filled with a fine red haze, and lit by some dim unseen ruby glow, washing over the chamber like old wine. About 30 feet before you, the chamber narrows, and its floor is covered with a checkerboard pattern. Curiously, the mist does not drift over this surface like it does elsewhere; instead, it looms in dusky columns over the darker squares. Mounted on the floor just in front of the black and white squares is some sort of metal plaque on a low stone pedestal.

The worshippers of Orcus can have a strange sense of humor, as witnessed by this chessboard trap. It is designed solely to torment overly clever adventurers while priests of Orcus scry the room remotely from the Talon of Orcus (Area 10C-9) and observe the would-be tomb raiders perform for their amusement. The Seer, who oversees all scrying from that location, has managed to pierce the veil that protects this part of the Bloodways from remote visualization.

The plaque on the floor is a message to explorers to encourage them to experiment with the floor. Though it contains cryptic-seeming clues, these ultimately have no meaning. The plaque is made of oily-looking steel, and reads as follows:

Life is a dirge of shadow and light
 A terrible chore 'ere blessed sleep
 Resting in peace of eternal night
 A knightly prize for those who would leap
 Into the fray knowing their right
 A foolish whim whose meaning is deep
 Fraught with the force of clerical might
 A bound to the left and so we shall reap
 Yet stay the true course in blooded sight
 A castle falls east in a weatherworn heap
 Then comes freedom to victors of peril-fraught fight
 And journey continues with prize one can keep.

Area 9D-12 (Chess Room) Glyph Chart

Note: All save DCs are 18 unless otherwise noted, and have a caster level of 16. Further, effects target the victim and everyone else in the square's area whenever a glyph is triggered. If no save is specified, there is none for the effect.

8	<i>Inflict serious wound</i> (Fort half)	<i>Deafness</i> (Fort neg.)	5d8 acid damage (Ref half)	Teleport to start location	All hair falls out (Will neg.)	1d4+1 Cha damage	Curse: -4 to all rolls (Will neg.)	1d4+1 Dex damage (Fort neg.)
7	No effect	Curse: 50% no action (Will neg.)	Receive 1 negative level	Skin color becomes ebon black	5d8 acid damage (Ref half)	Silence* (Will neg.)	<i>Blindness</i> (Fort neg.)	No effect
6	1d4+1 Cha damage (Will neg.)	5d8 sonic damage (Ref half)	<i>Fear</i> : flee for 1d4 rds (Will neg.)	1d4+1 Dex damage (Fort neg.)	Comatose slumber ## (Will neg.)	5d8 fire damage (Ref half)	PRIZE/ Harm	1d4+1 Wis damage (Will neg.)
5	Teleport to start	1d4+1 Int damage (Will neg.)	Permanent <i>slow</i> effect (Will neg.)	Mummy rot (Fort neg.)	Unholy insight @@	Speak in gibberish (Will neg.)	<i>Inflict serious wounds</i> (Fort half)	5d8 cold damage (Ref half)
4	1d4+1 Str damage (Fort neg.)	Limb goes numb** (Fort neg.)	5d8 electric damage (Ref half)	1d4+1 Int damage (Will neg.)	5 magic missiles (victim only)	No effect	1d4+1 Str damage (Fort neg.)	Curse: 50% no action (Will neg.)
3	<i>Fear</i> : flee for 1d4 rds (Will neg.)	Silence* (Will neg.)	No effect	Abyssal chanting @ (Will neg.)	Speak in gibberish (Will neg.)	Receive 1 negative level	5d8 sonic damage (Ref half)	Emotion: calm # (Will neg.)
2	5d8 cold damage (Ref half)	1d4+1 Wis damage (Will neg.)	<i>Blindness</i> (Fort neg.)	Area <i>dispel magic</i>	<i>Deafness</i> (Fort neg.)	Limb goes numb** (Fort neg.)	1d4+1 Con damage (Fort neg.)	Mummy rot (Fort neg.)
1	Curse: -4 to all rolls (Will neg.)	5 magic missiles (victim only)	1d4+1 Con damage (Fort neg.)	5d8 fire damage (Ref half)	Permanent <i>slow</i> effect (Will neg.)	Strobe light glow*** (Ref neg.)	Area <i>dispel magic</i>	5d8 electric damage (Ref half)
	a	b	c	d	e	f	g	h

* Silence: One foot radius around victims; permanent until dispelled. Otherwise acts as a *silence* spell.

** Limb goes numb: One random arm or leg becomes senseless and useless. Effect removable by successful *dispel* or *remove curse*.

*** Strobe light glow: Bodies of all effected emit a bright, flashing light illuminating a 30-foot radius. Until this effect is removed, all wandering monster encounters happen at double frequency, and Hide attempts fail.

@ Abyssal chanting: Dire chanting in Abyssal, reciting psalms to Orcus, follows victim wherever he goes. This gives foes a +10 circumstance bonus to Listen checks to hear the person, and the victim must make a Concentration check (DC 18) whenever casting spells to avoid disruption, unless the caster is a worshipper of Orcus. Orcus followers actually gain the effects of protection from good for as long as this is active. *Remove curse* or successful dispelling removes the effect.

@@ Unholy insight: Gain an insight into the next puzzle or dilemma (information determined by DM, but should be equivalent to a divination spell in quality, with no chance of failure). This knowledge comes at a price—good creatures who gain the insight are confused for 1d4+1 rounds; neutral creatures are stunned 1d4+1 rounds, and evil creatures suffer no adverse effect. These penalties apply when the insight is gained. The insight cannot be used for this encounter area.

Calmness: While under the effect of the calming emotion, the victim receives a +4 bonus to all other spells and effects that generate emotional reactions (*fear*, *emotion*, etc.); however, the victim cannot use emotion-induced special abilities, most notably barbarian raging.

Comatose slumber: This sleep lasts indefinitely until dispelled. If the victim is damaged, he is allowed another Will save with a DC of 24 minus the damage inflicted.

PRIZE: Whoever steps on this square first gains a permanent +1 inherent bonus to all ability scores. This is a one-time benefit; after it has been triggered, if it is activated again it produces a harm effect, no save.

Seek the prize within the eightfold field.
 Orcus watches and cheers the struggle.

Also written in chalk at the base of the statue is some sort of inscription in common. Most of it has been subsequently erased, but a successful Decipher Script check (DC 20) reveals the inscription to read:

.....false.
true line.....
 follow.....not.....

Every minute the PCs are in the room there is a cumulative 5% chance that a priest of Orcus from the Talon of Orcus responds to a chime and scribes out this room. Though they may be watched, the observers do not interfere in any way with what occurs in this room. (Actually, they place bets on how the party handles the puzzle; as it is a great source of entertainment for them.)

Crossing the Chessboard

Examination of the board itself yields the following information: The entire area radiates magic, centered on the tiles of the board. The tiles are separated from each other by a six inch wide decorative border of bloodstone, inlaid with gold images of demons eating mortals.

In fact, each of the tiles of the chessboard is trapped with a variant *glyph of warding*, set off if anyone steps on a tile or tries to cross over a tiled space by means other than walking. The effects of each tile on the chessboard are given on the flowchart in the Appendix. Once a person has triggered a tile, they may move about on it safely, but if they leave it and then return to it, it triggers again. The glyphs affect everyone standing on or moving over the tile, not just the person who triggered it.

There are several ways past the chessboard. *Teleport* and *dimension door* spells work just fine to shuttle PCs across or the walls could be tunneled through to bypass the board. A simpler method is to walk across on the six inch border between tiles. To do this, eight Balance checks be made (DC 12) to avoid inadvertently stepping on a tile. Characters may Take 10 on these checks, but cannot Take 20. A *find the path* spell reveals that this is the most direct way to cross. If twelve tiles are triggered (see below), a one-round window of opportunity occurs for people to move across the board safely. Characters could send summoned monsters or animated dead across the board until enough tiles are triggered to allow this. A *stone tell* spell could also be used to read the erased warning, which originally stated: *The poem above is entirely false. Walk the true lines between squares; follow these and do not step on the tiles.* This was written by Azarthraine, leader of the Fire Hawks adventuring group; Marsenter (Area 9D-8) could also state what it said if he were somehow put to the question.

In addition to the traps sprung when stepping on a tile, there are additional effects that occur depending upon how many are trod upon:

- Four tiles triggered: All white squares turn blood-red, a transformation taking 1 round. This has no effect on the functioning of the other trapped tiles.
- Eight tiles triggered: The entire board turns jet black for 3 rounds; during this time, anyone stepping onto the board or traveling over it (including on the borders) must make a Fortitude save (DC 18) or die; those who save take 3d8•15 points of damage instead. People already standing on the board are safe as long as they do not move during this period. After 3 rounds, the tiles resume their previous blood red and black coloration
- Twelve tiles triggered: The blood red tiles turn black, and the black tiles turn blood red, in a transformation taking one round to complete. The mist held in place over the black tiles is freed during this time, until it gets sucked into the area above the newly formed black squares at the end of the round. More importantly, while this transfer is taking place, all glyphs on the board are deactivated, and tiles can be freely moved across without marking them off against the tile count.
- Sixteen tiles triggered: All blood-red tiles turn white in a transformation taking one round. At the end of this, the board should look like a mirror image of its first appearance when the PCs entered the room. The count also resets at this point.

Ad hoc XP adjustment:

If PCs show ingenuity in getting across this chamber, award them experience for defeating a CR 12 creature, but drop this CR by 1 point for every three tiles they themselves trigger (as opposed to remotely triggering by summoned creatures, captives, etc.).

9D-13. Fresco Room 3 (EL 11)

(Sublevel 9D-II; Detail Map 9D-A)

This is the third of four chambers decorated with frescoes. Each depicts a scene from the history of this dungeon, particularly as it relates to the Cult of Orcus.

The stone door opens into a cross-shaped room with a door at the end of each arm. The floor is tiled with a mosaic of black and gray tiles, clearly visible as the red mist is very thin here. At the inward corners of the cross, there is a concave alcove in each corner; these areas seem to be decorated with some sort of fresco, though detail is impossible to make out due to the accumulation of dust and grime upon them.

The curved corners of this chamber hold frescoes depicting shadowy forces building and consecrating tombs, digging graves, chiseling tombstones, and interring creatures (people who saw the previous two frescoed areas recognize many of the figures being buried as members of the pursuing army). There are no traps or guardian beasts in this room, though the DM is free to roll a wandering encounter check just the same.

9D-14. Entrance to Goblin Outpost

(Sublevels 9D-III and IV)

The passageway leads into **Level 10B: The Goblin Outpost**. To progress further through the Bloodways on the flowchart requires passing through that level and exiting back into the Bloodways by another passageway.

9D-15. River Crossing

(Sublevel 9D-IV; Detail Map 9D-L)

This river crossing should be located at a low point within the Bloodways. Be sure to have characters descend before arriving at this point.

The mists of nearby passages move forward, flowing out onto an underground river. The water is wide and deep and dark, with crimson mist dancing over its surface.

Characters with sufficient light or visual capabilities may be able to make out the opposite shore 25 feet away. It is up to them to determine how to cross the water. Those who fall in run the risk of being swept southward into a submerged passage, which flows into the Underdark after leaving the Bloodways.

A Search check (DC 15) of the opposite shore reveals a grappling hook embedded in the stone near the southern end of the shore, at the waterline. Attached to the hook is a *rope of climbing*, which is currently submerged. It was abandoned by a group of adventurers some years back when they were being pursued by a trio of devouring mists, and did not have time to retrieve it.

9D-16. The Chute and the Pit (EL 10)

(Sublevels 9D-I through III; Detail Maps 9D-B and F)

This round room is dank, with moss growing on the floor, and trailers of slimy fungus dangling from the ceiling, dripping water. The red mist trails through the room in thin streamers, like the fingers of a hungry beast.

The chamber is normally unlit, but if examined without light sources, millions of glowworms can be seen festooning the walls and ceiling, giving the place the feeling of an observatory.

The entire floor of this room is the lid to a pit trap; it is activated if more than 500 pounds of weight is applied to the floor. Because of the moss on the floor, it is especially difficult to detect. However, there are a couple telltale signs to its presence: there are no clumps of larger fungi on the ground, the water dripping from the ceiling is not pooling up anywhere; and a successful Spot check (DC 25) or a Survival tracking check (DC 10) reveals that there are no obvious footprints of creatures in the room, but there are a few scuffed areas. For each of these facts the PCs discover, subtract 5 from the DC of the trap search check.

If the trap is triggered, the floor swings down in eight pie-shaped wedges, dumping everyone in the room into a 15' diameter chute which slopes down steeply, dumping victims into a lower cavern (see below). Although the chute is 65 feet long, most of it is sliding (not falling), so falling damage is only 2d6. The sides of the chute are slick with water and slimy moss, making Climb checks difficult (DC 30). While sliding, victims are allowed a single free action before reaching the cavern below.

Chute trap: CR 4; mechanical; location trigger; automatic reset; DC 20 Reflex save avoids; 120 foot deep slide (2d6, fall); Search DC 30; Disable Device DC 25.

If any PCs fall through the chute, they see a cavern filled with bones, garbage, feces, and other debris. A sharp, sour stench predominates, with the gagging odor of rotted flesh beneath that. The debris is mounded particularly thickly against the center of the northwest wall. Anyone entering by way of the chute gets dumped atop the refuse pile.

The room is home to a trio of particularly large carrion crawlers. The crawlers attack all who enter. They get most of their nourishment from the chute trap, and come scurrying the moment they hear it open.

As if the carrion crawlers weren't bad enough, the refuse pile is also riddled with vile crimson worms two inches long, laced with pulsing black veins; these are **rot grubs**, which infest anyone who comes in contact with them. Anyone who falls through the chute onto the pile is automatically exposed and infested by the grubs; those who come through but do not land on the pile have a chance of seeing them before coming into contact with the worms. The carrion crawlers secrete an enzyme which makes their flesh unpalatable to the grubs, and so they are safe from them.

Buried in the refuse pile among the burrowing grubs, rotting flesh, offal, and rusted bits of metal is a *wand of magic missiles*, cast at 5th level (3 missiles per charge), with 33 charges remaining. The wizard who enchanted this wand attempted to cut costs in the enchantment process, and in the stress of use a nasty quirk has developed: each time this wand is used, there is a 30% chance that the wand fires off an additional volley of magic missiles, one charge per round, for the next 1d4+1 rounds. Each missile fired off is directed at a random target within 60 feet of the wand, provided the target can be hit (e.g., is not behind a closed door or other barrier that the missile cannot move around). There is no way to remove this flaw from the wand without destroying it, short of a *wish* or *miracle* spell.

Rot Grubs (hazard): CR 4; see the **Appendix**.

Carrion Crawlers (advanced) (3): CR 6; hp 90, 88, 70; see the **Appendix**.

9D-17. Throne of Minos (EL 7)

(Sublevel 9D-II; Detail Map 9D-D)

What maze would be complete without a minotaur? Unfortunately, this particular labyrinth is currently short of the beasts. Fortunately, this room helps balance the situation.



This large, rectangular chamber is dominated at one end by a great stone throne. The wall behind the throne is decorated with a huge bas relief of a minotaur flexing its thews and bellowing furiously. A pair of wooden doors flanks the throne. Red mist crawls across the floor in slow, lazy curls a foot deep.

If magic is detected for, the throne radiates moderate transmutation and enchantment magic. Anyone with any sense should know better than to sit upon the throne; adventurers being what they are, however, one of them likely tries out the granite seat. Doing so activates its magic. If someone sits voluntarily to “see what happens,” there is no save or spell resistance. However, if they are forced struggling into the chair, give them a Reflex save (DC 20) against the effect.

Whoever sits on the throne is instantly transformed into a minotaur, with all its special attacks and qualities. Further, the victim is filled with a frenzied rage. The transformed person immediately attacks anyone it sees. This rage is intrinsic to the transformation, and cannot be removed until someone dispels it (a caster level 14 effect).

The rage provides benefits similar to that of a barbarian’s rage: +4 bonus to strength, constitution, and +2 morale bonus to Will saves, and a –2 AC penalty; these bonuses have been calculated into the stat block below.

Note also that this transformation causes all of the victim’s items to merge with the form, and so be unusable. However, the minotaur gains the use of a huge greataxe; this weapon has the same special qualities as the victim’s primary weapon. Finally, the transformation process heals the victim as if he or she rested a full day.

Killing the minotaur returns the character to his or her natural form (dead), as does any other means that annuls *polymorph* spells and effects.

Minotaur (raging): CR 4; hp as PC; see the **Appendix**.

If the PCs are driven off, the transformed creature makes this chamber its lair, and starts to roam the maze, looking for prey.

If searched, the throne contains a secret compartment under its seat. This holds 88 gp and 220 gp.

Throne trap: CR 7; magic device; proximity trigger (alarm); automatic reset; spell effect (*baleful polymorph*, *emotion*, 14th level wizard); Reflex save (DC 20) avoids if being forced, otherwise none; Search (DC 29); Disable Device (DC 40).

9D-18. Pause and Reflect (EL 10)

(Sublevel 9D-III; Detail Map 9D-N)

This large, square room is dominated by the statue of a skeletal figure at its center, lit from above by a lurid green

glow that endows the thin wisps of red mist in here with a truly diseased coloration. The statue stands ten feet tall, and seems to be that of a large humanoid with large, bony hooks mounted where hands should be, not unlike the claws of a preying mantis. Despite its skeletal appearance, it appears to be made out of metal, not bone.

In addition to the central figure, the walls are mounted with large mirrors on all the walls of the chamber, barring only the center point of each wall where another door stands.

Once the PCs have entered the room the statue activates, sending a strange aspect of itself forth to slay the intruders. This aspect is not the statue, but rather its reflection, and can only be seen in the mirrors.

Due to the peculiar enchantments of this figure, it cannot be attacked directly; doing so strikes only air. Instead, a person must look into the mirrors and fight it while keeping his eyes fixed on the creature's reflection; only then shall his weapons strike home. Attacking in this fashion incurs a -4 circumstance penalty to attack rolls and a -2 penalty to armor class. Further, the reaper reflection gets concealment the further away from the mirrors one is: 20% if 10 feet away, 30% if 15 feet, and 40% if 20 feet or more away. The bone reaper reflection cannot leave the room.

The statue is surrounded by a solid, permanent *forcecage*. If this barrier is somehow bypassed and the statue within damaged, the reflected statue is likewise damaged. However, if all the mirrors in the room are destroyed, removed, or covered, the reaper becomes unable to attack the PCs, though it is not destroyed. Creatures that are invisible or otherwise do not reflect cannot be struck by the bone reaper, since they have no reflections for it to attack. Shattering the mirrors does not stop it, as it can still attack reflections viewed in the shards. The mithral statue has Hardness 15, and this must be penetrated before any damage is inflicted on the statue (or the image).

Examination of the mirrors reveals them to be nonmagical. Each one has Hardness 1 and 5 hit points.

Bone Reaper Reflection: CR 10; hp 90; see the **Appendix**.

Treasure: The statue is partly constructed of mithral. Once the reflected bone reaper is destroyed, it can be harvested for 10,000 gp worth of the silvery metal.

9D-19. The Abandoned Throne

(Sublevel 9D-I; Detail Map 9D-D)

A great stone throne dominates one end of this large rectangular chamber. Badly scarred and chiseled bas reliefs encrust the wall behind the throne, and a pair of wooden doors flanks it. A uniform thickness of red mist a foot deep obscures the floor.

If magic is detected for, the throne radiates moderate transmutation and enchantment magic. The magical emanation is from a *magic aura* spell, and has no adverse effects.

The seat of the throne holds a concealed compartment (Search DC 25) which is empty. This compartment is in the same location as the one at the Throne of Minos (Area 9D-17), and if one is found, the other can be automatically located and opened, no Search check required.

The wooden doors lead to a pair of small antechambers. The left one is empty, but the right one holds the desiccated corpses of half a dozen goblins that a devouring mist feasted upon some time ago. Each room also holds a secret door (Search DC 25) opening on a connecting passage. Within this passage are the remains of another dead goblin; it carries studded leather armor, a short bow, 13 arrows, a handaxe, 3 sp, 5 cp, a *potion of rage*, and a rough semitranslucent gemstone that looks like an agate worth 10 gp, which a successful Appraise check (DC 17) reveals to be an uncut diamond worth 5,000 gp.

9D-20. Entrance to the Talon of Orcus

(Sublevel 9D-IV)

The passageway leads into **Level 10C: The Talon of Orcus**. To progress further through the Bloodways on the flowchart requires passing through that level and exiting back into the Bloodways by another passageway.

9D-21. Red Vortex (EL 10)

(Sublevel 9D-I through IV)

As the PCs draw near this cavern they hear a distant roaring sound, as of high winds or a waterfall, and the mist around them starts flowing in a breeze in the same direction they are traveling. 100 feet further on the passageway opens into a large cavern.

The roaring sound resolves into a whirl of red vapor, propelled into a swirling cone in a funnel-shaped chamber. The mist is being drawn around and downward to a dark, narrow opening far beneath. Openings of other passages from this chamber beckon, accessed by a network of one foot wide ledges that web the walls of this cave. The wind plucks at garments and gear, tugging anyone near the edge toward the dark abyss, and the sound of the wind seems to echo in the characters' ears in mocking laughter.

This funnel-shaped cave has a domed ceiling, and is 80 feet wide near the ceiling, narrowing down to a diameter of only 8 feet at the base, 100 feet from the ceiling. A total of 12 passages open into the room, accessed by ledges. Without the wind, land-bound folk need to make a Climb check (DC 5) or Balance check (DC 12) to traverse the ledges safely, with failure resulting in a fall of 10-60 feet before landing on another ledge, or disappearing through the opening at the bottom. With the gusty wind, add +4 to the DC of these checks. The wind remains as long as the room's occupant is alive to move them.

The winds in this cave are propelled by a **huge air elemental** named Shreee, of particularly malicious disposition, who enjoys tormenting fleshy mortals before

Tooth of Emergency Air

This looks like a normal human or humanoid tooth. When placed in the socket of a freshly-removed tooth, it grafts itself in place, and assumes a form in harmony with the teeth around it. Thereafter, whenever the creature with the tooth bites down upon it (a free action), it provides one minute of breathable air, protecting against vacuum, drowning, and poisonous fumes for the duration. Once the tooth has been activated, or when it is first emplaced, it requires one hour to charge itself before it can function again.

Caster Level: 12th; *Prerequisites:* Craft Wondrous Item, *water breathing*; *Market Price:* 15,000 gp; *Weight:* —.

disposing of them. If addressed in Auran, Shreee responds to their inquiries, but fully intends to play with and kill its new toys no matter what is discussed.

While it dwells in this chamber the elemental is able to remain in whirlwind form indefinitely, thanks to special enchantments placed upon the cavern.

Passages opening out from this chamber lead to other parts of the Bloodways. Those falling through the bottom shaft fall 100 feet before landing on a pile of rocks and debris in the middle of a small cavern with other exits; the cave around the debris pile is covered with a 2-foot-deep layer of foul water.

Shreee, Huge Air Elemental: CR 9; hp 200; see the MM.

Tactics: The elemental assumes its whirlwind form and delights in snatching up targets, battering them a bit, then tossing them against walls, only to snatch them up again. If seriously threatened it focuses on killing off one opponent at a time, favoring targets that seem most susceptible to its attacks.

Treasure: Lodged high in a crack in the wall near the ceiling of this chamber are the splintered remains of the top third of a gnome adventurer, requiring a Search check (DC 20) to find. If his corpse is pried loose, a search of it reveals a silvered dagger whose hilt has been coated with *terinav root contact poison* (Fort DC 16, 1d6/2d6 Dex). This item belonged to a glove-wearing assassin who used it as a lure for his prey, whom he would kill once the poison did its work. The body also carries in a leather pouch at its hip, a collection of teeth from various creatures. Amid the dross are three capped with gold, worth 1 gold piece each; a hollow tooth filled with blue liquid (a false tooth that can be placed in an empty tooth socket, and when bit upon it releases an ingested poison; used by assassins on suicide missions). The blue liquid is a form of cyanide (Fort save DC 20, initial damage 2d6 Con, secondary damage 3d6 Con). Another tooth, actually a half-orc tusk, is scrimshawed with delicate patterns and worth 10 gp. Finally, one tooth is a *tooth of emergency air*.

9D-22. Lair of the Bloodwraith (EL 13)

(Sublevel 9D-III; Detail Map 9D-J)

This is a roughly square chamber crowded with sarcophagi. A door stands at the center of each wall, flanked by a pair of upright sarcophagi carved to resemble warriors wielding a variety of different weaponry. The central portion of the room is raised slightly, and a ring of six sarcophagi surround a seventh, which is slightly larger and raised above the others at the center of the room. The six encircling sarcophagi depict warriors with greatswords lying upon their bodies.

The air in this room is very cold, and the ubiquitous red mist is particularly thick in here. Condensation of the mist coats the walls and sarcophagi, giving them the appearance of being coated in a layer of fresh-spilled blood.

The sarcophagi in this chamber are all occupied by undead tenants. Any attacks that damage the sarcophagi or any attempts to open them result in their arising. **Eight bone warriors** stand within the upright sarcophagi near the doors; **six greatsword-wielding wights** lie in the sarcophagi surrounding the centermost one, which holds the remains of **Duke Aerim, the Bloodwraith**.

Bone Warriors, Ftr4 (8): CR 5; hp 40; see the Appendix.

Sword Wights (6): CR 6; hp 58; see the Appendix.

Duke Aerim, the Bloodwraith: CR 9; hp 100; see the Appendix.

Tactics: In the first round of being awakened, the Bloodwraith leaves its enclosure and attacks the nearest living creature, while the other undead use full round actions to open their containers and arise. The next round, the undead begin their assault, not stopping until everyone in the room is slain.

Treasure: The outlying sarcophagi contain nothing of value beyond the items carried by their tenants, but the central sarcophagus is another story. It is magically trapped with a curse that affects anyone opening the sarcophagus, or assisting in its opening (see below).

Within the sarcophagus lie the remains of the Bloodwraith, which bear the following: a robe fashioned of cloth-of-gold (*cloak of resistance +4*), a golden circlet about its brow that provides a +4 enhancement bonus to Strength and Charisma, a +2 *ghost touch greatsword*, and a suit of +1 *mithral full plate armor of spell resistance (SR 18)*. These items are clad on the physical remains of Duke Aerim, once a male human Ftr15 centuries ago.

Development: The Bloodwraith may be defeated, but it manifests 1d4 days later until its essence is purged. It can manifest anywhere within 50 feet of the crypt, its body, or any of the items upon the body. This means that if Duke Aerim's sarcophagus is looted, the characters have to deal with the Bloodwraith again and again until laid to rest (see sidebar).

Laying the Duke to rest

In order to permanently lay Duke Aerim's spirit to rest, the following must be done:

1. Before anything else, the body must be properly buried in a sanctified ceremony at the graveyard of a good-aligned deity.
2. Each of the items need to be taken on a quest and *blessed* after a specific deed has been performed:
 - The circlet must be placed upon the brow of Damien, now a lich in the service of Orcus at a location of the DM's choosing.
 - The sword must be touched by the tears of Duke Aerim's mother. Her body currently resides in the demon- and undead-haunted cellars in the crumbling ruins of Duke Aerim's ancestral home; her spirit needs to be contacted there to perform this service. When done, the sword permanently gains the holy property.
 - The armor must be worn by a devout worshipper of Muir, Thyr, or another lawful good deity in a battle where a priest of Orcus of at least 15th level is defeated. If the wearer of the armor acquits himself particularly well, the armor gains the benefit of granting its wearer a damage reduction of 5/•1.
 - The cloak must be worn by a demon who repents of his evil ways, and throws himself at the mercy of good-aligned outsiders for redemption.

The DM should feel free to substitute quests of his own design in place of these to properly fit in with his campaign.

Heightened *bestow curse* trap: CR 7; magic device; touch trigger; no reset; spell effect (*bestow curse*, 18th level cleric, DC 20 Will save negates); Search DC 31; Disable Device DC 31. The victim of the curse suffers a -4 penalty on attack rolls, saving throws, ability checks, and skill checks.

9D-23. Orcus's Hall

(Sublevel 9D-III; Detail Map 9D-H)

A 20-foot-tall statue of Orcus dominates the angle of this L-shaped hall. The statue is hewn from black marble with virulent red veins running through it like a disease, seeming to pulse with unholy vibrancy beneath the unpolished black surface. Before the statue is an oval altar of the same stone, about five feet wide and 15 feet long. Billows of mist hang about the hall near the doorways, but the area around the statue and altar is free of vapors.

The surface of the altar is covered with bloodstains, some old and crusty, others fairly new. On close inspection, flecks of gold can also be made out amid the bloodstains.

Aside from their menacing appearance, no harm comes to the PCs here unless they (a) desecrate the statue or altar, or (b) offer up a sacrifice. If desecration occurs, the DM is left to determine what sort of punishment, if any, would be appropriate, depending on how serious the desecration is (ranging from disparaging remarks, to pouring holy water on the altar, to urinating/defecating on the altar, to trying to destroy the altar or statue). On the other hand, parties can benefit from a sacrifice: for each sentient creature slain on the altar and dedicated to Orcus, or for every 5,000 gp in treasure that is offered up, one room (rolled randomly on the **Bloodways Flowchart** in the **Appendix**) should be marked as having been explored. This benefit can be gained for no more than three rooms. Any subsequent desecration immediately negates this benefit.

9D-24. Fresco Room 4

(Sublevel 9D-I; Detail Map 9D-A)

This is the fourth of four chambers decorated with frescoes. Each depicts a scene from the history of this dungeon, particularly as it relates to the Cult of Orcus.

The stone door opens into a cross-shaped room with a door at the end of each arm. The floor is tiled with a mosaic of black and gray tiles, clearly visible as the red mist is very thin here. At the inward corners of the cross, there is a concave alcove in each corner; these areas seem to be decorated with some sort of fresco, though detail is impossible to make out due to the accumulation of dust and grime upon them.

The curved corners of this chamber hold frescoes depicting creatures sculpting, reinforcing, and designing passageways in an underground labyrinth. Unlike the previous frescoes, some effort has gone into making these passageways realistic in outline.

Anyone studying the maps for a half hour or so gets a general idea of the overall layout of Rappan Athuk, and the Bloodway's location within its overall structure. The maps are not complete, so feel free to hold back any areas the players should not know about at this stage of their exploration. This is also a good place to plant directions to specific hidden locations, such as the secret entrance to Level 7 located in Area 6-15.

9D-25. Water, Water Everywhere

(Sublevel 9D-III; Detail Map 9D-C)

A two-foot wide channel bisects this kite-shaped chamber, running from a raised area holding a pool at one end to a large algae-shrouded grate at the other. Water gurgles from the pool, through the channel, and empties into the damp grating. Two doors face each other at either side of the chamber. A current of cool air keeps the blood-tinged mists to a minimum.

This room is one of several pool rooms throughout the Bloodways. Close investigation of the pool reveals that it descends into cool blue darkness. With a successful Spot check (DC 12), viewers notice a stone box with a closed, locked lid protruding from the wall at the back of

the pool, about two feet beneath the surface. But before they can do anything about this, they are attacked!

The top of the pool is actually **Agoragia, a huge water elemental** that monitors the flow of water through the room. It attacks anyone who comes within five feet of it, probably with surprise (DC 30 to spot without magical assistance). When it does so, it no longer controls the flow of the water from the pool, releasing a geyser of water that shoots to the ceiling.

This release also eases pressure off a trigger mechanism 60 feet down the shaft, causing the stone doors to close unless previously blocked open. In addition, steel bars extrude from the floor and ceiling in the doorways, entering shafts in the top and bottom of each door. Once activated, the only way to reverse this is to either wait for the trap to run its course or else descend 60' into the shaft, search for the trigger, (DC 15), and then attempt to disable it (DC 20). Alternately, the characters can try to smash through the doors (Break DC 25, Hardness 8, 60 hit points). If the stone doors are smashed or if they had been previously spiked, the characters must still penetrate the steel bars blocking the doorway (Break DC 30, Hardness 10, 30 hit points per bar).

Meanwhile, a trapdoor beneath the drainage grate closes when the geyser begins, and the room starts to flood. The water level in the room rises at the rate of 1 foot per round until the chamber is entirely flooded (in 15 rounds). Of course, characters may be preoccupied the first few rounds due to the rampaging elemental.

Agoragia, Huge Water Elemental: CR 9; hp 210; see the **MM**.

Tactics: The elemental attacks until reduced to 25 hit points or less, at which point it retreats down the shaft of the well. If the water flooding the room reaches a depth of 10 feet before this happens, the elemental creates a vortex.

Ten minutes after the room floods, assuming no outlet is found for the water, the trapdoor and grate at the drainage area both swing open and the water leaves the room in a rush. Unsecured characters are allowed a Reflex save (DC 20) to grab onto something before they are swept away; characters with *freedom of movement* in effect receive a +5 bonus to this roll, but still must check. Those who fail their saves get swept down a winding underwater channel and dumped into Lake Sunset after a 6 minute journey.

The stone box within the pool shaft is locked (DC 25 to disable, Break 30) but untrapped. It contains a small, locked, watertight steel box that can be picked (DC 30) or smashed open (Break DC 35). The steel box contains *magical pearl* that allows the wielder to summon a small water elemental to do his bidding for up to one hour; it can be used once per day.

9D-26. The Square Room

(Sublevel 9D-II; Detail Map 9D-N)

This fifty foot square room has a door on the center of each wall. Running diagonally along the floor from each corner of the room to its opposite is a glowing line of runes, which

causes the hip-deep fog in the room to glow with a fiery light. The floor is otherwise smooth and seamless.

The runes radiate strong enchantment and necromantic magic auras if such are checked for, and throb ominously whenever a living creature comes within five feet of them.

Despite the foul appearance of these rune lines, they are completely harmless. Have anyone fooling with the runes or crossing over them roll bogus Fortitude or Will saves, then make some "secret notes" like you are recording the hidden results. If the party spends too much time poking around in here, roll for wandering monsters.

9D-27. The Naga's Den (EL 18)

(Sublevel 9D-I; Detail Map 9D-C)

A two-foot wide channel bisects this kite-shaped chamber, running from a raised area holding a pool at one end to a large algae-shrouded grate at the other. Water gurgles from the pool, through the channel, and empties into the damp grating. Two doors face each other at either side of the chamber. A current of cool air keeps the blood-tinged mists to a minimum.

This room is one of several pool rooms throughout the Bloodways. The water in the pool is water from one of the local rivers.

Beneath the grate at the opposite end of the room is the lair of a large water naga named Moigil, who takes great pleasure in eating intruders.

The naga's lair is an underwater cave located beneath the grate, about 25 feet in diameter. Water flows from the cavern back into the underground river system.

Moigil, Water Naga Sor14: CR 18; hp 100; see the **Appendix**.

Tactics: Moigil casts *mage armor* on herself before leaving her lair; she then lurks just below the grating (which can easily and silently be lifted upwards on recessed hinges). When an opportune moment presents itself, she starts casting spells augmented with the Silent Spell feat. She likes using *fear* to thin a party's numbers, or *confusion* to distract them. She follows with *feeblemind* on spellcasters and *hold monster* on fighter types once she deems them sufficiently "softened." If her presence is detected, she fights until reduced to 30 hit points or less, and then retreats into her lair. If pursued there, she continues to fight until dead.

Treasure: Within Moigil's lair is her treasure: 870 gp, 1,623 sp, a *potion of truth*, a *potion of detect thoughts*, and a silver-chased ivory scroll tube (value 100 gp) containing a scroll that has become waterlogged and useless. There is also a dismembered hand wearing two rings—a plain platinum band (worth 50 gp), and a *ring of counterspells*, currently uncharged.

9D-28 Exit

(Sublevel 9D-III)

There is no map for this area. Eventually the Bloodways open out into another natural cavern. Much like the entry (Area 1), many similar-looking corridors open into this

chamber. The red mist fills the bottom three feet, swirling around in a great pool that drains into a pit in the room's center. Beyond the pit, a set of stone stairs ascend eight feet to an opening on one wall, which is surrounded by etchings of people being bled and tortured. Beyond this lintel, a passageway leads to the surface 3 miles to the south—or to whatever other destination the DM prefers.

The sinkhole tunnel from **Area 9A-5** leads to this location, day-lighting some 40 feet above an underground river, a sheer drop. Investigation of the shaft reveals the distant sound of rushing water. The pit descends 80 feet before opening into a swiftly-flowing underground river. Those who fall in are swept back into the Bloodways and deposited at whatever point the DM wishes—but only after an airless seven minute ride.

Supplemental Areas for Level 9D

The following encounter areas are designed for use with the Bloodways Sublevel Maps, though they can easily be cannibalized and used elsewhere in the Bloodways using the flowchart method, or even placed in other parts of Rappan Athuk.

9D-29 Beholder Haunts

(Sublevel 9D-I through IV)

These tunnels are composed of smooth circular 10 foot wide passages disintegrated out of the stone, with numerous circular chambers for nesting, storage of loot or prisoners, or

keeping trophies. Vertical shafts lead up and down between levels, connecting them. The beholder itself is long gone, but its passages remain. In a rectangular trophy chamber on the lowest level, a number of petrified victims still stand as a memorial to the long departed terror.

9D-30 Worked Passages

(Sublevel 9D-I)

This area is webbed with 10-foot wide worked stone corridors, with ceilings 15 feet high. A couple passages end in small, identical room suites of unknown purpose. These halls are highly susceptible to moving stone blocks and intermittent teleportation fields.

9D-31 Long Hall

(Sublevel 9D-I)

This long passage is 20 feet wide. Its walls are carved to resemble pillars supporting an ornate ceiling, while the areas between these false pillars depict a weathered but beautiful landscape. These images, a memorial to Duke Aerim, are depictions of the landscape around his ancestral home, long ago. No specific landmarks are shown, unless you choose otherwise.

9D-32 Hunting Grounds

(Sublevel 9D-I)

This large natural cave has a ceiling up to 60 feet high, and is filled with stalagmites and stalactites. Water flows in from the west, enters a large central



basin, then flows out through a crudely carved channel into the north wall, where it eventually curves around to Area 9D-33. Because of its size and water supply, it is a frequent hunting grounds for creatures of the Bloodways—wandering monsters should be checked for at double the standard frequency.

9D-33 Waterfall

(Sublevel 9D-I)

Water from Area 9D-32 flows into an open cavern where the water eventually plunges over a precipice to Area 9D-49. A ledge runs along the north wall near the plunge, where those in the water might try to pull free before going over. There is also a two foot wide crack in the south wall that opens into a passage leading southward. Getting from one to the other would require much skill and effort without magical aid.

West of the waterfall there is one other point where the ceiling of the submerged river hits an air pocket. At this point, a bridge built long ago arches over the flow, with passages exiting north and south.

9D-34 Snake Warrens

(Sublevels 9D-I through IV)

Tangled passages like these are preferred hunting grounds for shadow hunter snakes, who use the interconnecting corridors to surround prey and come at it from different directions. There is a 50% chance 1d3 snakes inhabit the warren, and if so, a 30% chance they have 1d6 hatchlings as well.

The warren near the center of Sublevel 9D-IV is larger than the others, and contains 3 shadow hunters and 1d4+6 hatchlings, which live in the northern cavern attached to the warrens.

9D-35 Circle Maze

(Sublevel 9D-I)

This area is filled with identical 20-foot diameter circular rooms, interconnected by plain stone archways. Ceilings are domed, and rise up 30 feet at their apex.

9D-36 Cave-in

(Sublevel 9D-I)

The earth collapsed here long ago, bisecting a once larger cavern. The blockage is impassible without serious earth-moving efforts, and even then there is a significant risk of further collapse.

9D-37 Teleporter

(Sublevel 9D-I)

A network of passages surround a central point that ironically cannot be accessed from them. The chamber at the center of the web holds a teleportation device resembling a swirling helix of air, made visible by the

bloodmist. It has four settings, which change randomly every 12 hours: 1 (clockwise helix)—transport to random point of DM's choice in labyrinth; 2 (counterclockwise helix)—transport to Entry (Area 9D-1); 3 (clockwise double helix)—transport to distant location on surface of DM's choice; 4 (counterclockwise double helix)—transport to the Healing Spring chamber (Area 9D-10).

9D-38 Chasm

(Sublevels 9D-I through IV)

This great rift runs through all four sublevels of the Bloodways. Near the top, a few ledges open out from it, revealing the yawning gulf below. On Sublevel 9D-II, a natural stone bridge connects two of these levels. On Sublevel 9D-III, the majority of the chasm ends where it connects with the Purple Worm Complex (Area 9D-50), though a final fissure continues deeper into the nest on Sublevel 9D-IV. The total height, top to bottom, of this chasm is roughly 350 feet. Feel free to stock the chamber with flight-capable wandering creatures, like dire bats or devouring mists.

9D-39 Upper Chasm

(Sublevel 9D-I)

Separated from Area 9D-38 by an earthquake millennia ago, this chamber has a ceiling reaching up 100 feet.

9D-40 Geodes

(Sublevels 9D-I and II)

These spherical caverns were created through volcanic activity eons ago. Once lined with thousands of beautiful amethyst crystals, the geodes were harvested long ago by priests of Orcus for their coffers. However, the smallest geode, 40C, still has about a third of its crystals left unmined—mostly on the ceiling. The exact quantity and value, and difficulty in harvesting these gem deposits, is left for the DM to determine. 9D-40C is also the only one to reach down as far as the level below.

9D-41 Blood Liquid Reservoir

(Sublevels 9D-I to III)

This cavern was dammed to the north by priests of Orcus, and now contains a vast quantity of blood-red liquid—condensed bloodmist. The liquid spills through channels atop the dam and into Area 54 on Sublevel 9D-III. Several nearby chambers were carved out for monitoring of the dam and reservoir, but these have been abandoned and stripped of contents long ago. A ledge to the south on Sublevel 9D-I provides one of the few access points to the Forgotten Tombs (Area 9D-56).

9D-42 Double Spiral Stairs

(Sublevels 9D-I through IV)

Stairs have been carved into two passages that spiral downwards from the top of the complex to the bottom. The inward spiral moves down counterclock-

wise, while the outer spiral travels downward in the opposite direction. Interestingly, there is no direct connection between the two staircases.

9D-43 Grand Halls of Blood

(Sublevel 9D-II)

This 20-foot wide corridor moves through much of the northern half of Level Two. The floor is coated with a two-inch-deep layer of blood-red liquid (condensed bloodmist), which imposes a penalty on moving quietly through it, as well as serving to conceal a pit trap at an intersection to the northeast, that drops 60 feet to Sublevel 9D-III. The Grand Halls are also filled with a large concentration of moving stone walls that seal and unseal sections, so while the halls themselves cover a large area, PCs may only be able to explore one segment at any time.

9D-44 Stream Cave

(Sublevel 9D-II)

This cavern is not particularly notable, except for a small stream that seeps out of the rocks in the ceiling, flows along a channel on the northern wall, and empties through a hole in the floor, dumping the water eventually in a pool in Area 9D-50A. Noises of the purple worms that live down there might drift up through this hole, and heard by the attentive (Listen DC 15).

9D-45 Symbol Room

(Sublevel 9D-II)

This large hall has the symbol of Orcus carved into the floor at its center. It is impossible to get from one end of the hall to the other without traversing it. The symbol radiates evil and magic if checked, and has the following effects: devout followers of Orcus are blessed; good-aligned beings must make a Will save (DC 18) or be struck by a doom effect that lasts 12 hours. Caster level for the effect is 18. Award good PCs who deface the symbol a suitable XP bonus.

9D-46 Pit

(Sublevel 9D-II)

Attached to Area 9D-3 of the Bloodways, one of the doors leading from that room opens directly into an open 70 foot deep pit. Because the door opens outward, the person opening it must make a Reflex save (DC 15) to avoid falling into the pit.

9D-47 Narrow Fissure

(Sublevel 9D-II)

This one-foot wide passage worms between two larger corridors. Small creatures may get stuck within it, and Medium or larger creatures cannot pass through without

serious risk of getting stuck. Details of how likely this occurs are left to the sadism of the DM.

9D-48 Boulder Bait and Switch

(Sublevels 9D-II through IV)

The east-west passage on Sublevel 9D-II slopes down noticeably to the east. Those approaching the west end of the hall note a large boulder, held in check only by a set of rusty iron rods. In the floor 20 feet west of the trapdoor in the floor to the east (the trapdoor is marked on the map with an X) triggers this fiendish device. Those in the hall hear a rumbling sound, of stone rolling on stone, coming from the west and getting louder! This is in fact an illusion, designed to encourage victims to flee eastward, and fall through the now active pit trap.

The pit plunges down two sublevels (120 feet) to Sublevel 9D-IV. To make matters worse, there is a pressure plate in the floor at the base of the pit that causes a boulder to come rocketing through a side passage on Sublevel 9D-III (from Area 9D-53), right onto the heads of anyone unlucky enough to fall through the pit! The DM may wish to locate some valuables from past victims at the bottom of the pit, though if he is feeling particularly cruel, he may put a devouring mist down there as well, ready to feed on the carcasses of anyone who falls prey to this deathtrap.

9D-49 The Water Pillar

(Sublevel 9D-II)

Water flows from Area 9D-33, over a waterfall, and into a large chamber. At the center of the chamber is a massive stalagmite 20 feet in diameter at its base, and stretching up 35 feet. Water from above strikes the stalagmite dead center, and flows around it into the chamber below, where it swirls and foams violently, then travels through a passage westward, bound for Sublevel 9D-IV. Anyone falling from above risks impalement on the stalagmite (4d10 damage, +1d10 every round until dead and ripped apart, or a Strength check DC 15 is made to pull oneself free), and those who escape impalement still must deal with the falling damage (6d6) and the high risk of drowning in the turbulent waters. Several passages slope upward from the chamber floor, leading to other parts of the complex.

9D-50 Purple Worm Haven

(EL 12+)

(Sublevels 9D-II through IV)

Stretching from a single cavern on Sublevel 9D-II, down through a network of tunnels on Sublevels 9D-III and IV, these 20 to 30-foot-wide tunnels have been bored out by purple worms, who use this area for nesting and breeding. As such, purple worms are encountered in frequency here.

At the point marked 9D-50A, water flows in from a crack in the ceiling (from Area 9D-44) and into a large

pool that fills most of the chamber. This area is particularly likely to hold purple worms involved in mating rituals.

Purple Worm: CR 12; hp 200; see the **MM**.

9D-51 Damned With Faint Praise

(Sublevel 9D-II)

These interconnected rooms are coated with stucco, over which a thousand maledictions against Duke Aerim were inscribed long ago. Over time, the stucco has been damaged, but a few months ago it was fully repaired, so the writings have a fresh, well-maintained look.

9D-52 Approaches to the Bloodwraith's Lair

(Sublevel 9D-III)

These long corridors are decorated with bas-reliefs depicting humans locked in mortal combat with other humans, demons, and other fell beasts; in general, the demons and their allies are depicted as winning. Two small chambers to the north, flanking the entrance to Area 9D-22, are lined with small stone sarcophagi, each stuffed with a long-dead corpse. Ceiling height is 20 feet in the passages and chambers.

9D-53 Where the Boulders Come From

(Sublevel 9D-III)

This circular chamber holds a half dozen smooth stone boulders 8 feet in diameter, set in a massive stone bin over a switching mechanism at the center of the room. When a trap is activated, the mechanism swivels, and directs a boulder down the appropriate passage. The swiveling mechanism broke long ago, however, so now all boulders travel northeast, to Area 9D-48. The southwest passage slopes down to a cave-in that occurred long ago, while the eastern passage curves around to a ceiling panel at 9D-53A; though the trap there no longer functions, a PC who gains access to this forgotten part of the dungeon may still make use of it in their explorations. Because the chamber sees so little use, roll wandering encounters at one third the usual frequency.

9D-54 The Atomizer

(Sublevel 9D-III)

Blood liquid from the reservoir in Area 41 flows through a passage into a large chamber where it is churned up into a mist and dispersed throughout the complex via a powerful magical effect. This effect has very unfortunate consequences on other items brought in as well. Anything entering the cavern is subject to a disintegrate effect, cast at 12th level, with a DC 16 Fort save to resist. Disintegrated matter is actually spread throughout the complex, where it joins the existing gore and debris that gives the Bloodways its pleasant ambiance.

9D-55 Dire Rat Nest (EL 8)

(Sublevel 9D-III)

This small section of the Bloodways is the home of a large nest of **dire rats**, which have inexplicably managed to survive in the face of ever-hungry devouring mists and other creatures. Over 60 of the beasts dwell in these caves.

A passage leading northeast of the breeding cave ends in a cave-in, where it once attached to one of the boulder room traps.

Dire Rats (60+): CR 1/3; hp 5 each; see the **MM**.

9D-56 The Forgotten Tombs (EL 15-19)

(Sublevels 9D-III and IV)

In this isolated portion of the Bloodways, tombs were consecrated long ago when the Bloodways were first founded, and they have not been visited since. As such, the original wards and contents of these tombs are undisturbed.

On Sublevel 9D-III, two 3 foot high, 3 foot wide side passages lead to 20 x 30 foot tombs, each holding a large stone sarcophagus. Within each sarcophagus is a **mummy lord**, which rouses if either chamber is entered, or the guardians on Sublevel 9D-IV are aroused.

On Level 9D-IV, the stairs connecting these areas end at a 10 foot wide hall connecting two additional tombs, each 40 feet square, with the sarcophagus located on a dais at the far end of the chamber. Entering either tomb alerts the guardians who defend this area—the two mummy lords on Sublevel 9D-III (which take 1 minute to open their sarcophagi, descend the stairs, move down the hall and enter the violated chamber), and a pair of demons, one per chamber, summoned straight from the Abyss. The western chamber summons a **marilith**, while the eastern crypt summons a **nalfeshnee**.

The mummy lords on Sublevel 9D-III, and two buried individuals in the tombs on Sublevel 9D-IV, should be interred with valuables and magic equivalent to about 80,000 gp value. The exact identity of the fellows buried here and their treasure is left for the DM to determine.

Mummy Lords (2): CR 15; hp 97 each; see the **MM**.

Demon, Marilith: CR 17; hp 216; see the **MM**.

Demon, Nalfeshnee: CR 14; hp 175; see the **MM**.

9D-57 Teleport Chambers

(Sublevel 9D-III)

These three rooms are all identical (two located at the north end of the level, one in the middle of the eastern end); they are 20 feet deep and 30 feet wide, and featureless. However, at random intervals every 1d20 rounds, all within are teleported to one of the other two chambers. This teleport produces no discernible phenomena, so victims will only begin to suspect what happened if they happened to be detecting for magic at the time it occurs, or once they leave the chamber and continue to explore.

9D-58 Whirlpool and Golem (EL 11)

(Sublevel 9D-III)

Water from the water pillar chamber (Area 9D-49) flows westward and downward at a slant, eventually emptying into a roughly 40 x 80 foot cavern, with a whirlpool at the southwest end. Anything entering the whirlpool is sucked down to Area 9D-65, taking 6d6 points of falling damage in the process.

A small ledge beyond the whirlpool leads to a north-traveling passage that connects to the old beholder lair (Area 9D-29) before turning west and ending in a cavern filled with natural stone pillars.

Long ago, a **stone golem** was teleported into this chamber through a magical mishap from the Talon of Orcus (Area 9D-20). They never have found it, and in the absence of orders, the golem continues with its last instructions: to fight anyone not wearing vestments of Orcus priesthood, and obey the orders anyone wearing such vestments until instructed otherwise. In the unlikely case that a PC wears such garments, and can find a way to get the golem out of this isolated region, they could take the golem along with them as a useful ally, at least until it receives orders to the contrary from a legitimate Orcus priest!

9D-59 Stair Trap

(Sublevel 9D-III)

At a landing on a stairwell, a standard issue pit trap dumps anyone unlucky enough to trigger it down an 80 foot shaft to a rough stone cavern on Sublevel 9D-IV. After activating, the stone lid closes and locks shut, and does not reset until an hour has passed.

9D-60 The Grand Basin

(Sublevel 9D-III)

This large, worked stone chamber is dominated by an actual, working fountain. On a stone platform to the southwest, a 20 foot tall statue of a pit fiend stands clutching a pair of human figures; blood-red liquid gushes from their mouths, ears, and rents in their sides, filling the pool with the foul stuff. This liquid is condensed bloodmist, identical to that found in Areas 9D-41 and 43 (see above), and apart from its color and foul taste, is harmless. Behind the statue, a passage leads southwest to Area 9D-42.

Ceiling height in this chamber is 40 feet; the blood liquid filling the pool is only 2 feet deep. This is a popular location for **blood golems**, which feel soothed by the liquid, and there is an 80% probability 1-2 of them are present, sloshing about in the liquid.

9D-61 Fungus Caverns

(Sublevel 9D-IV)

A large colony of pallid white toadstools sprout from the rocky floor in this large cavern. Dire rats can occasionally

be found here, along with more deadly creatures hunting them. Double the frequency of wandering encounters.

9D-62 Gallery and Fighting Pit

(Sublevel 9D-IV)

This 40 foot tall, 80 foot diameter chamber was once considered for use as a fighting pit for goblins before the complex became the tomb of Duke Aerim. A gallery for spectators 30 feet deep runs along the eastern wall, 10 feet above the pit floor.

9D-63 Unfinished Construction

(Sublevel 9D-IV)

Like Area 9D-62, this chamber is the legacy of an early intent to convert this part of the labyrinth into a home for the faithful of Orcus. When the Duke was interred here and made his influence known, they ended up moving elsewhere. This chamber was being excavated when that long ago decision was made; a few ancient picks with hafts rotted away still lie near the southern wall.

9D-64 Waterfalls

(Sublevel 9D-IV)

Two streams merge in a natural cave; the one from the west falls over a 20 foot drop, while the smaller stream from the north drops 40 feet. Water then flows southward and back underground.

9D-65 Sluice

(Sublevel 9D-IV)

Water and other materials sucked through the whirlpool on Sublevel 9D-III (Area 9D-58) is flushed through a long, smooth passageway eastwards to where it joins up with another river flowing in from the north. At the point marked 9D-65A, a smooth bore leads straight up to the Bloodways exit cavern (Area 9D-28). Mist drains down through it and merges with the water here. Swim checks against the current have a DC of 35.

9D-66 Cavern of Fissures

(Sublevel 9D-IV)

This large cavern is split by numerous fissures, running north to south. Some are little more than cracks in the floor, while others are large enough to swallow an ogre whole. They range in depth from 10 to 50 feet. Moving around requires a Balance or Climb check (DC 15), and if anyone falls into a crack, they take falling damage and are 75% likely to get stuck, requiring a Strength check (DC 25) to get back out.

Note that two of the fissures on the southern end of the cavern actually widen into southward-running passages 20 feet beneath the cavern's floor. Locating these without falling into them requires a Search check (DC 20).

9D-67 Mordnaissant Lair (EL12)

(Sublevel 9D-IV)

A nest of 6 **mordnaissants** have formed an alliance of pain, and have taken over these six caves as their domain. Should one be disturbed, its cries bring the others in 1d4 rounds.

Mordnaissant (6): CR 7; hp 59; see the **Appendix**.

9D-68 Crystal Obelisk

(Sublevel 9D-IV)

Tucked away off the shadow hunters' largest lair is a 50-foot diameter cavern with a strange obelisk of pale blue crystal at its center. The crystal has Hardness 10 and 100 hit points. The exact meaning of this obelisk is left to the DM, though here are a few suggestions:

- The crystal has grown from a gem set in a major magic item; if the crystal is shattered, the item can be retrieved, though it will need repair work equal to 1/4 its market value to be rendered functional.
- The crystal marks the final resting place of a fallen druid with close ties to the elemental plane of Earth; damaging or breaking the crystal summons 2 elder earth elementals to defend the grave.
- The obelisk is actually a mutated crystalline roper, with all the stats of a standard roper save that it has DR 10/bludgeoning and magic, 100 hp, and CR 13; shards of the roper's body can be sold for up to 15,000 gp.

9D-69 The Lake

(Sublevel 9D-IV)

The southeastern portion of the lowest level of the Bloodways labyrinth is dominated by a large subterranean lake. Water from several streams, many of which have descended from higher sublevels, ultimately lead here. The lake is teeming with blind freshwater fish, along with any other aquatic predators you see fit to provide.

9D-69A Upstream

(Sublevel 9D-IV)

Three submerged streams empty into this arm of the lake; ledges to the northeast and southwest overlook the area, each 15 feet above the surface of the water. The current flows southwest, over a waterfall that drops 15 feet, with a massive stone dividing the falls into two

smaller offshoots. Past this, the lake flows to 9D-69B, with the only other opening being a small, sandy beach to the northeast.

69B Main Lake

(Sublevel 9D-IV)

This immense cavern has a ceiling 30-60 feet high, and a depth of up to 80 feet. Several massive pillars help support the ceiling, and a lone rocky island (Area 9D-70) provides footing in the lake. There is an opening to the north leading to 9D-69D, and one in the southwest leading to 9D-69C. Water exits this cavern through 9D-69C and through a submerged passage to the southwest, which leads out of the Bloodways and eventually into the Underdark.

9D-69C Downstream

(Sublevel 9D-IV)

A long arm of the lake travels westward, with a single opening on the southern wall set 30 feet above the water level. Eventually the lake comes to another waterfall, this one only 8 feet high, and thence into a pool at the edge of the purple worm caverns (Area 9D-50). From this final point, a vertical shaft at the bottom of the lake drains water downward into the Underdark. There is one additional passage leading off here, to the south of the waterfall, on a low, rocky ledge. Swimmers heading for the falls can make an easy Swim check (DC 10) to end up here instead.

9D-69D Cathedral of Water

(Sublevel 9D-IV)

This northern antechamber of the lake is populated by a number of natural stone pillars 10-20 feet in diameter. Symbols of Orcus and other graffiti have been chiseled onto these in a few locations. There are a number of ledges and passages leading off near the edge of this cavern.

9D-70 The Lonely Isle

(Sublevel 9D-IV)

This 20-foot diameter knob of rock seems completely desolate, as in fact it is, save for the permanent teleportation zone at its center. Anyone coming within the centermost 10 feet of the island is whisked away to a distant location on the surface; the exact location changes at midnight every day, and is never the same twice.

LEVEL 10: THE LAVA PIT

This level contains a huge lava pit, directly connected to a subterranean magma chamber linked to the Elemental Plane of Fire. Due to this link, numerous fire creatures live or visit this area. Great heat emanates from all corners of this complex, as well as to adjoining levels (the tar pits of Level 10A, the hot springs of Level 9A). The area is ruled by a pack of salamanders, evil elemental creatures that serve the demon god Orcus. There are an infinite number of salamanders available for the PCs to encounter, as the magma chamber of this level is linked to the Elemental Plane of Fire. The DM should note that a large amount of treasure is present on this level, and should be very careful about letting PCs run off with any of it. Only very clever PCs should be able to escape with any of the gold found here, due to the inherent problems associated with the heat. A map of this level is depicted in **Map RA-10**.

10-1. Entrance from Level 9

These stairs lead from Level 9. As the bottom of the stairs is reached, it becomes apparent that great heat permeates all of this level. See “Continuous Effects,” above.

10-2. Empty Rooms

The occasional piece of junk or debris litters those areas marked 10-2. Only heat tolerant items are found. Paper, wood, and the like have long been destroyed. For such items, treat random items as “ash” or “nothing found.” DMs should also roll a wandering monster check each time PCs enter areas designated “10-2.”

10-3. The Bone Room

Piles of human and humanoid bones, charred and blackened from the heat, are piled knee-deep all over the room. There is nothing of value or interest here. All souls once found in the bones have been devoured (through demonic sacrifice). Hence, *Speak with Dead* and other like spells automatically fail.

10-4. The Cool Room

This room and this room alone is not affected by the *heat metal* effect of this level. Behind the secret door, fixed in mid air, is a permanent *Otluke's freezing sphere*. This was placed here so that priests of Orcus could move through this level without dying from the heat during their travels from Level

Level 10

Difficulty Level: 12

Entrances: Stairs from Levels 7A and 9.

Exits: Stairs to Level 13A.

Wandering Monsters: Check once every 12 hours on 1d20:

1-2	1d4 salamanders (see Area 10-7)
3	1d4 goblin scouts — 2d4 goblins with shortbows, 1d4 with javelins, 1d4 with handaxes; all have daggers; accompanied by 1d2 goblin leaders — hurrying along their way to avoid the heat (see side box)
4-5	3d6 magmin
5	1d6 acolytes of Orcus (see the Appendix for stats)
6	1d3 thoqqua (see Area 10-9, below)
7-20	No encounter

Detections: None.

Shielding: None.

Continuous Effects: The entire level (except Area 10-4) radiates extreme heat (equal to a *heat metal* spell, with damage taken in minutes rather than rounds), making metal items largely unusable, and requiring Constitution checks once per 10 minutes (DC 12 +1/10 minutes) to prevent the temporary loss of 2 Strength, 2 Dexterity, and 2 Constitution. Resting here is impossible.

Standard Features: Unless otherwise noted, all doors on this level are locked and made of iron (2 in. thick; Hardness 10; hp 60; Break DC 28, Open Lock DC 20). All secret doors are made of iron (2 in. thick; Hardness 10; hp 60; Break DC 28, Open Lock DC 20, Search DC 20, Spot DC 30).

9. It is far too cold to sleep here; however, spending a few minutes in this room can allow a minute for minute prevention of the heat effects for up to 5 minutes.

10-5. The Shifting Wall

This hallway is initially open from the north to the south. If a character makes a careful examination of the floor and succeeds at a DC 30 Search check, she discovers scrapings and detects the shifting wall. The wall cannot be triggered nor prevented from triggering in this room. If any of the pit traps (see Areas 10-6 and 10-8) are triggered, the corridor shifts, closing off the northern exit. It remains closed off for 2 weeks, then resets.

10-6. Traps and Heat (EL 3)

This room contains many things that could cause the PCs to waste time and get overheated. Numerous alcoves contain loose bricks and stones, but none contain secret doors or exits. Two large pit traps are on the floor.

Pit Traps (30 ft. deep): CR 2; mechanical; location trigger; manual reset (lids); Reflex save DC 20 avoids; 30 ft. deep (3d6, fall); Search (DC 20); Disable Device (DC 20).

10-7. The Salamander Cavern (EL 14)

This cavern contains a huge pit of lava and radiates even more heat than the surrounding areas (*heat metal* effect is in rounds, not minutes for Areas 10-10, 11,

13, and 14). It is excruciatingly hot in here. There are **15 salamanders** in this cavern. These creatures are thoroughly evil and attack anyone who enters the cavern area. They have no treasure (though Area 10-15 has some). They will also get help from those salamanders present in Area 10-16.

Salamanders (15): CR 6; hp 38; see the MM.

Tactics: The salamanders attack as a group, pairing off to attack each PC until all have at least one attacker. If three or more can manage to attack a single PC, they will attempt to grapple and “swim” with their victim in the magma. They fight until reduced to 10 or fewer hp, at which point they jump into the lava and return to their home plane. Each 10 minutes, 1d3 salamanders arrive from the Elemental Plane of Fire to replace losses and/or patrol the cavern. They are neither particularly bright nor organized.

Magma: Anyone falling or being pushed into the magma takes 20d6 points of fire damage per round immersed, continuing to take fire damage for 2 rounds after being removed. Anything flammable coming within 5 feet of the magma must succeed on a DC 15 item Fortitude save or be ruined (ignite, melt, boil away, etc.).

Gate to the Plane of Fire: In this cavern, 40 feet under the magma surface is a *gate* to the Elemental Plane of Fire. If the DM desires the PCs to adventure there, this access point is available; however, no details are provided here.



10-8. The Pits of Death (EL 6)

These pit traps are similar to those in Area 10-6; however, instead of emptying into a pit, they cause freefall into the lava pit (Area 10-7)

Lava Filled Pit Trap (30 ft. deep): CR 7; mechanical; location trigger; automatic reset (lid); Reflex save DC 20 avoids; 30 ft. deep into lava (3d6, fall and see note below); Search (DC 20); Disable Device (DC 20). *Note:* Pit is filled with lava: 20d6 fire damage per round of immersion. See the **DMG**.

10-9. Thoqqua Surprise (EL 5)

This small cavern radiates heat as does the rest of the level. Attracted to the heat are 6 thoqqua, who burrow periodically into the magma to “keep warm.” They are relatively mindless vermin and fight until slain. They have no treasure.

Thoqqua (6): CR 2; hp 22; see the **MM**.

10-10. The Chute to the Goblin Barracks (EL 3)

This pit trap is similar to those from Areas 10-6 and 8. Instead of being a damaging trap, it simply opens into a slide that deposits the victims into Area 13A-2 on Level 13A, the Goblin Barracks, where the PCs encounter some very surprised goblin guards.

Pit Trap: CR 3; mechanical; location trigger; automatic reset (lid); Reflex save (DC 20) avoids; slide 200 feet to Area 13A-10 (no damage); Search (DC 20); Disable Device (DC 20).

10-11. The Infernal Bridge

This carved and beautiful bridge spans the cavern and passes over the magma pit detailed in Area 7. It appears to be made of solid gold (it is). The bridge is magically enchanted to resist all forms of fire and heat, and it cannot be melted by anything short of divine power. The bridge weighs over 200,000 pounds and is worth millions of gold pieces. Anyone taking it away will draw the enmity of the ruler of the Elemental Plane of Fire. This huge treasure, thus, is for show only. It is unlikely that the PCs will be capable of moving this bridge.

10-12. The Salamander Treasure House (EL 10)

Behind this secret door (2 in. thick; Hardness 10; hp 30; Break DC 28; Search DC 25; Open Lock DC 30) is a vast horde of monetary wealth. The room is filled with gold and silver bullion, dozens of gems, and other pretties. The only catch is that all of this material is superheated. If placed in any flammable container the material must succeed on a DC 22 item Fortitude save or ignite (or melt). Likewise, handling any of the material deals 1d6 points of fire damage to any exposed flesh it touches each round. This effect is treated as magical fire, so unseen servants and other summoned helpers not

immune to fire are damaged as well. The treasure cannot be cooled while it remains on this level. If any material is actually taken out of the room, 2 **efreeti guards** are called forth from the Elemental Plane of Fire to slay the intruders.

Efreeti (2): CR 8; hp 95; see the **MM**.

Tactics: The efreeti first call for help from Area 10-7 and then commence their attacks. The efreeti create *walls of fire* in front of the treasure, and then use *pyrotechnics* to blind all within the area of effect with the smoke. One then wades into melee with a spellcaster, while the other summons aid from the numerous salamanders on this level.

Treasure: This room contains a total of 28,000 sp; 11,000 gp; and 76 gems of various shapes, sizes, and makes worth approximately 140,000 gp.

10-13. The Island of Heat

This island in the center of the lava pool contains the magical treasures of the salamanders. Anyone approaching the island within 20 feet (assumed to be flying) is affected as if they were inside a *wall of fire* spell cast at 12th level. On the island are several magical treasures for those who can brave the heat. These treasures, while very potent, should be almost impossible to retrieve.

Treasure: On the island in plain sight are a +4 *flaming greatsword*, a *suit of +3 chainmail of fire resistance (15)*, and a *rod of meteor swarm* (12 charges, CL 20) constructed of red dragon bone.

10-14. The Farthest Shore (EL 11)

This area contains a rocky beach along the shore of the lava lake, where 2d6 **salamanders** sun themselves and practice combat. At any time, there are 2d6 salamanders present. They will aid those normally found in Area 10-7.

Salamanders (varies): CR 6; hp 38; see the **MM**.

Secret Door: There is a secret door leading to Area 10-16; 2 in. thick; Hardness 10; hp 60; Break DC 28, Open Lock DC 20, Search DC 20, Spot DC 30.

10-15. The Secret Passage

In the floor of this chamber is a secret back door to the beach and surrounding areas. If the floor is searched, a passage may be discovered leading to Area 10-19.

Secret Door: 2 in. thick; Hardness 10; hp 60; Break DC 28, Open Lock DC 20, Search DC 20 (floor only), Spot DC 30.

10-16. The Salamander Guardians (EL 12)

This room contains the temple guardians. These 2 **noble salamanders** prevent entry by any that would disturb Areas 10-18 and 19. They will always fight to the death, never asking for nor giving quarter. A large brass

gong hangs from a rack in the center of the room. The first action taken by either salamander is to ensure that this gong is rung, warning the priests and sorcerer in the temple area. These salamanders have no treasure.

Noble Salamanders (2): CR 10; hp 112; see the **MM**.

Secret Door: There is an stone secret door leading to/from Area 10-14; 2 in. thick; Hardness 10; hp 60; Break DC 28, Open Lock DC 20, Search DC 20, Spot DC 40.

10-17. The Back Door (EL 6)

This room provides a secret entrance to the inner areas of the Salamander Temple. The door is locked — requiring a successful DC 35 Open Lock check to open — and trapped.

Delayed blast fireball Trap: CR 8; magic device; touch trigger; no reset; spell effect (delayed blast fireball, 20th level wizard, Reflex save DC DC 20 for half damage, creates a *delayed blast fireball* spell in the whole of Area 10-19, 20d6 fire damage); Search (DC 33); Disable Device (DC 33).

10-18. The Hall of the Salamanders

The secret door leading to this area is relatively easy to find. Once located, the hall may be entered.

Secret Door: 2 in. thick; Hardness 10; hp 60; Break DC 28, Open Lock DC 20, Search DC 20, Spot DC 30.

Inside, the PCs encounter a strange and terrible sight: bas-relief carvings of demonic fire creatures cover the walls and floors. Stale air and baking hot breezes waft through the room, smelling of sulfur and brimstone. If the gong from Area 10-16 has been sounded, the salamander priests and sorcerer attack the party here (see Area 10-19).

10-19. The Salamander Temple (EL 22)

This is a temple dedicated to an evil fire god. Orcus tolerates its presence, as he and the fire god are sometime

allies. In any case, the minions worshipping here also pay homage to the Lord of the Dead and serve to protect his interests as well. This room houses the leaders of the elemental forces present on this level. Inside this temple are **4 noble salamanders**, **3 noble salamander priests**, and **Irtuk the salamander sorcerer**. These creatures all fight to the death to protect the altar of their god, though Irtuk will temporarily flee to arrange aid if the battle looks like it is lost.

In the center of the chamber is a large block of gravity defying molten metal; seemingly held up by some strange force field. This altar is in reality a *planar gate* to the Elemental Plane of Fire. Anyone touching it must succeed on a DC 22 Will save or be transported to that plane. The DM can either continue the adventure there (not described further in this text) or assume anyone transported is simply dead and gone. Anyone succeeding at the save takes 6d6 fire damage from contact with the molten metal and must succeed on a DC 30 Fortitude save or permanently lose the use of the body part with which they touched the altar. The form and substance of this elemental worship is impossible for mortals to understand, though any prisoners captured are cast onto the altar and either burned alive or sent to the Elemental Plane of Fire. The only treasure present is the personal magic items of Irtuk.

Irtuk, Noble Salamander Sor12: CR 22; hp 207; see the **Appendix**.

Noble Salamander Priests, Clr5 (3): CR 15; hp 152; see the **Appendix**.

Noble Salamanders (4): CR 10; hp 112 each; see the **MM**.

Tactics: The salamanders fight to the death. Irtuk first casts *mirror image*, followed by *shield*. The priests use *resist energy (cold)*, *bull's strength*, and *protection from good* spells before wading into melee. Both the priests and Irtuk use *shatter* on opponents' melee weapons. If The PCs appear to be using a great deal of magic, Irtuk casts *haste* on one of the priests, then uses *teleport* and *antimagic field* and attacks the party mages. The elite salamanders simply attack, trying to keep the PCs away from the spellcasters until they are ready to join the fray.



LEVEL 10A: THE GREAT CAVERN

This level is comprised of one enormous cavern and numerous side caves, and is home to a wide variety of monsters, including goblins, giant ants, a massive purple worm, undead, and shambling mounds. Wandering monsters, however, are perhaps the greatest threat, as the PCs are going to spend most of their time in the “open” where the sound of their combat is likely to attract other creatures. A map of this level is depicted in **Map RA-10A**. Several areas are more finely mapped in **RA-10 Detail Maps 1-2**.

10A-1. Tomb Entrance (EL 2)

The door to this side cave is locked. The ceiling here is low—only 4 1/2 feet tall—forcing Medium creatures to crouch, reducing their movement by a third and incurring a -2 circumstance penalty to their AC. Large creatures must crawl (half movement and -5 circumstance penalty to AC). Huge creatures cannot enter this cave. Small creatures are unaffected.

Sharp Drop: The floor in the south drops down 20 feet to a large pit filled with sharp rocks. Unless the PCs’ light source is equal to daylight, they must succeed at a Spot check (see below) or stumble down the steep slope.

20 ft. Drop: CR 1; mechanical; location trigger; no reset; Reflex save DC 18 or Spot check DC 15, 20 without proper lighting avoids; 20 ft. drop (2d6, fall); Search DC 15, 20 without proper lighting; Disable Device n/a.

Open Pit: There is also a 10-foot-deep pit against the southern wall near the entrance. The PCs must succeed at a Spot check (see below) or fall into the hole. The pit is 5 feet square.

Open Pit: CR 1; mechanical; location trigger; no reset; Reflex save DC 18 or Spot check DC 15, 20 without proper lighting avoids; 20 ft. drop (1d6, fall); Search DC 15, 20 without proper lighting; Disable Device n/a.

Secret Door: There is a stone secret door (2 in. thick; Hardness 8; hp 40; Break DC 22, Open Lock DC 20, Search DC 20) on the southern wall of the pit that leads to the tunnel to Area 10A-2.

10A-2. The Guarded Tomb (EL 11)

Three unmarked sarcophagi sit against the western wall of this cave. A stone golem, placed here centuries ago to guard the tomb’s unnamed occupants, attacks anyone who enters.

Stone Golem: CR 11; hp 110; see the MM.

All three sarcophagi contain nothing but the bones of long-dead humans and dust.

Secret Compartment: The middle sarcophagus has a secret compartment, discoverable on a DC 25 Search check. Unfortunately, opening this compartment causes the ceiling to collapse, burying the sarcophagi and everyone within 5 feet of them in rocks. Once the trap has been triggered, the sarcophagi and any PCs who fail their saving throws are trapped beneath a pile of rocks that takes one hour to clear. The secret compartment contains the treasure.

Falling Rock Trap: CR 5; mechanical; location trigger; manual reset; Atk +15 melee (6d6, crushing); multiple targets (All characters within 1 square of the sarcophagus); Search (DC 23); Disable Device (DC 25).

Treasure: 2,600 gp; a silver box inlaid with gems worth 2,000 gp; 3 gold cat figurines with diamond eyes worth 750 gp each.

10A-3. River Entrance and Beholder Chasm (EL 14)

The chasm, whose steep rocky walls are 30 feet high and require a successful DC 15 Climb check to descend, is home to a large beholder named Villix. Villix defends his chasm fiercely and attacks anyone attempting to climb into it (see **Tactics** below).

Villix is looking for someone or something to do a job for him. This beholder is a sworn enemy of Gundar, the beholder on Level 8, Area 8-8. Recently, Gundar sent four high-level goblins to the great cave to slay Villix. They failed and have since been devoured, but Villix himself was nearly killed in the combat and wants revenge. Thus, if he spies the PCs near his chasm, he flies up and offers them the following deal: for the eyes of Gundar (as proof of his death), he rewards the PCs with a *wand of ice storm* (see **Treasure**, below). If the PCs accept, Villix is true to his word and rewards them with the wand. If the PCs refuse, he leaves them alone, but warns them not to venture into this chasm.

Villix, The Large Beholder: CR 14; hp 136; see the **Appendix**.

Level 10A

Difficulty Level: 12

Entrances: River channel from Levels 6, 6A, 9A; stairs from Level 8.

Exits: Tar pit ladder to Level 12; river to Level 11; secret passage to Level 9B; river passage to surface (Area 10).

Wandering Monsters: Wandering monsters are a constant threat in the Great Cavern. Roll every 30 minutes on 1d20 and consult the following chart. If combat occurs in the open—that is, not behind a closed door or in a side cave—the DM should roll again on the same chart after five rounds of combat to see if the noise attracts other creatures.

1	1d2 Umber hulks
2	1d3+1 Trolls
3-6	3d6 Worker Ants and 2d4 Soldier Ants
7	1 Will-O'-Wisp
8	2d4 Gargoyles
9	3d6 Ghouls
10	2d6 Stirges
11	1 Xorn
12	2d4 Goblin Miners and 1 Goblin Leader (see the Appendix for stats)
13-20	No encounter

Detection: Great evil is detectable in Areas 10A-12 and 10A-19.

Standard Features: In general, the roof of this enormous cavern is anywhere from 80 to 90 feet high, except where noted and in the side caves. Fungus encrusts most surfaces on this level; 20% of the fungus is edible, while 10% is poisonous (DC 16 Fortitude save or take 1d6 Con damage/1d6 Con damage). A Survival check (DC 20, DC 14 for gnomes and other underground creatures) allows PCs to determine which are edible.

Unless otherwise noted, all secret doors are made of stone (2 in. thick; Hardness 8; hp 40; Break DC 22, Open Lock DC 20, Search DC 20).

The River and Swimming: Unless PCs have some way to avoid swimming (e.g., *flying*, *water walking*), they will encounter difficulties navigating this level. For instance, all down-gradient movement (north of Area 8-4) is a lethal, one-way trip. The channel near Area 10A-3 runs swift and deep, and no human could possibly swim against this current (DC 35 Swim check). This is the entrance area from Level 6A. The river entrance from Level 6 is less hazardous and can be navigated with a DC 15 Swim check, as the water stagnates and becomes fairly shallow near Area 10A-5. The river from Level 7A is also located here. The river passage from Level 9A is similarly easy to swim and can even be waded in many places. The river passage to Level 11 flows from the huge central lake south and out of the cavern. It follows a relatively deep yet slowly flowing passage leading to the bottom of the lake in the center of Level 11 (Area 11-7). The final 200 yards of this passage are underwater, requiring a DC 30 Swim to survive.

All other exits off the mapped area cannot be navigated and do not exit nor have adequate breathing space. If any PCs exit down one of these tunnels they are doomed (unless they can breath water), as the river flows through a subterranean sluice and does not resurface.

Tactics: Villix attempts to attack intruders as they are making their way into the chasm. He is quite vicious and uses his *disintegrate*, *finger of death*, and *sleep* rays first. If possible, of course, Villix positions himself so that all ten rays can be used simultaneously. If Villix is reduced to half his hit points or loses three or more eye stalks, he attempts to flee. If unable to flee, he bargains for his life, offering the **Treasure** in exchange for quarter. If no quarter is given, he fights to the death.

Treasure: Villix stored the goblins' more precious items in a nook in the northern wall of the chasm, discoverable

on a DC 15 Search check. Here can be found two small suits of masterwork chainmail, a small suit of masterwork studded leather armor, four masterwork light crossbows, sixty masterwork crossbow bolts, three masterwork shortswords, a +1 *shortsword*, a +1 *steel buckler*, and a *wand of ice storm* (CL 7, 18 charges).

10A-4. Umberhulk Lair (EL7+)

As the PCs near Area 10A-4A they notice an umberhulk pacing back and forth in front of a cave entrance. The umberhulk attacks anyone who approaches within

30 feet, but ignores anyone who keeps their distance and takes no hostile action. The umber hulks are afraid of Villix (as are most of the other denizens of this level), and so do not guard the two cave entrances near his chasm.

Umbur hulk: CR 7; hp 71; see the *MM*.

Lair: The lair itself is a huge cavern with 40-foot-high ceilings. Two rock formations—one 35 feet tall, the other 20 feet tall—and a 40-foot-deep sinkhole dominate the center of the cave. Anyone falling into the sinkhole suffers 3d6 points of falling damage.

Inside the cave are a total of 13 umber hulks, including the one stationed at the door at Area 10A-4A. They are scattered throughout: one umber hulk at B, four at C, four at D, and three at E. If attacked, the umber hulks let out a high moaning sound that alerts the other hulks that intruders have entered the cave. Once the alarm has been given, reinforcements arrive in 4 to 8 rounds, depending on how far they are from the sight of the combat.

Umbur hulk (12): hp 71 each; see the *MM*.

10A-5. River Entrance

PCs exiting Levels 6 and 7A via the river channel are deposited here.

10A-6. Mithral Vein (EL 7 to 11, depending on number of Umbur hulks)

Both entrances to these veins are hidden, requiring a successful DC 15 Search to discover. In both locales can be found 1,000 pounds of 50%-grade mithral ore (25 gp value per pound). There is a 60% that 1-4 umber hulks from Area 10A-4 are here. They love the ore and attack anyone who enters.

Umbur hulks: hp 71 each; see the *MM*.

10A-7. Chasm and Bridge

The river, 8 to 15 feet deep at this point, flows through a channel cut between mountainous rock formations. The rock formations rise 30 to 40 feet into the darkness, and the western formations have steep ledges dropping 15 feet. The chasm is 200 feet deep, and its walls are smooth and damp. A successful DC 20 Climb check is required to navigate these cliffs.

Stone Bridge and Illusion: There is a well-made stone bridge that spans the chasm; however, a 5-foot-wide portion in the middle of the bridge is actually illusory. Anyone unfortunate enough to fall through this section of the bridge drops 200 feet to the river below, suffering 20d6 points of falling damage; a successful DC 18 Reflex save halves the damage. Like the spell *illusory wall*, the nature of the floor becomes apparent once the PCs interact with it, though they continue to see the illusion unless they succeed at a DC 17 Will save.

10A-8. Gargoyle Ledge (EL 13, if all gargoyles attack simultaneously)

A high ledge (25 feet) is home to a flock of 30 gargoyles, although only 20 to 25 (1d6+19) of them are ever present at one time. If the PCs pass within 30 feet of the ledge at ground level, 2d4 gargoyles swoop down and attack. If the PCs prove too difficult (one or two gargoyles killed in the first three rounds), the monsters retreat to the ledge and warn the remaining gargoyles of the potential threat. All the gargoyles attack anyone attempting to scale the ledge walls (a DC 20 Climb check) or flying within 20 feet of the ledge.

Gargoyles (25): CR 4; hp 37; see the *MM*.

Treasure: A character that succeeds on a DC 12 Search check finds, squeezed between a pile of rocks in the northwest, the body of human priest of a neutral good Sun God. The gargoyles have not gotten around to eating this poor fellow, though they will soon. He wears a suit of masterwork plate mail, has a masterwork heavy steel shield, a +1 *morningstar*, and, in his backpack, a small wooden box. The box is locked, and requires a successful DC 20 Open Lock check to get into. It contains 110 gp and a *potion of protection from elements (fire)* (CL 5, one dose).

10A-9. Entrance from Level 8

These stairs lead down from Level 8 above. They are neither trapped nor dangerous in any way.

10A-10. Devil Horns

Both of these short passages are covered in hieroglyphs and paintings depicting devils and demons engaged in unspeakable atrocities. Though harmless, the PCs get a dark and unsettling feeling while viewing these hideous images.

10A-11. The Mother of All Purple Worms (EL 15)

This wide tunnel stretches north 100 feet before opening into a huge cavern (200 ft. x 300 ft.), wherein lives a **purple worm** of massive proportions. If the worm bothers to notice the PCs, it attacks immediately. More than likely, though, it cannot be bothered with something as small as humanoids.

Purple Worm, Massive: CR 15; hp 432; see the *Appendix*.

10A-12. The Mummies' Crypts (EL 17 or 19)

Thirty feet up on the northern wall is a ledge beyond which is a large cave. Unless they are *flying*, PCs must succeed on a DC 30 Spot check to discover the ledge and cave in normal

lighting. In daylight-equivalent lighting the DC is 25. The cave itself, in addition to being quite large (15-foot-high ceiling), also appears to contain nothing but bones and dung—possibly from bats or stirges.

Secret Doors: There are, in fact, two secret doors (2 in. thick; Hardness 8; hp 40; Break DC 22, Open Lock DC 25, Search DC 28). Both are very hard to detect, locked, and trapped (see below).

Secret Door A, Poison Gas Explosion: CR 5; mechanical; location trigger; manual reset; gas; multiple targets (all targets in the 2 squares directly in front of the door); never miss; poison (no attack roll necessary, affects everyone within 20 feet of the door (Fortitude save DC 18 resists, 1d6/1d6 Con); Search DC 25; Disable Device DC 25).

Secret Door B, Fireball Trap: CR 4; magical device; location trigger; automatic reset; spell effect (*fireball*, 10th level wizard, 10d6 fire damage, Reflex save DC 14 for half damage, centered on door); Search (DC 29); Disable Device (DC 29).

Inner Crypts: Beyond the secret doors lie two crypts, both homes to powerful **mummies**. The crypts are more or less identical: a stone sarcophagus on a raised marble platform, and smooth stone walls painted with swirls of red and black. A mummy rises from its sarcophagus and attacks as soon as its crypt is entered. Furthermore, when one crypt is entered the other mummy rises and joins the combat, probably surprising the PCs from the rear.

DM Note: each mummy is able to open and close the door to his crypt without setting off the trap.

The mummy in Area 12A is **Plethor**, who was in life a 12th-level cleric; the mummy in Area 12b is **Xillin**, who was in life a 12th-level wizard.

Plethor the Mummy, Clr12 (Orcus): CR 17; hp 172; see the **Appendix**.

Possessions: +1 chain shirt, +2 shortspear, wand of hold person (CL 6, 21 charges).

Xillin the Mummy, Wiz12: CR 17; hp 160; see the **Appendix**.

Possessions: +2 robe of protection, wand of magic missiles (CL 7, 27 charges), ring of evasion.

Tactics: What spells the mummies choose to cast depends greatly on which secret door is opened first. In general, Plethor attempts to cast *desecrate*, *protection from energy (fire)*, *summon monster VI*, *spell immunity (fireball)*, and *bull's strength* before casting his offensive spells. Plethor prefers spells to melee, but if engaged uses his shortspear over his slam attack. Xillin attempts to cast *protection from energy (fire)*, *summon monster V*, *lesser globe of invulnerability*, and *slow* before casting his offensive spells and using his wand. If engaged, and unable to cast spells, Xillin uses his slam attack.

10A-13. The Door to Nothing

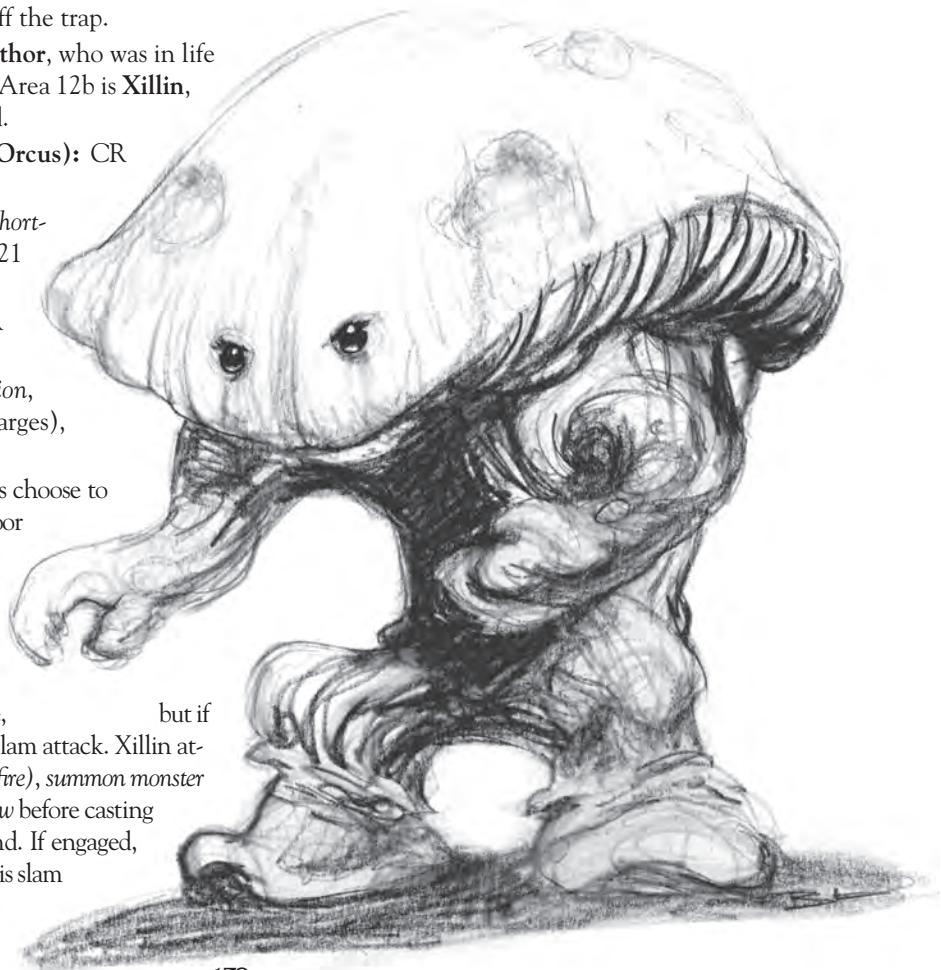
A large shelf-cave lies 25 feet up on the southern wall of this wide tunnel. On the southern wall of the cave is a pair of iron double doors set into a finely made stone wall. The room beyond the doors was once a vault that housed a fortune in mithral. Unfortunately, all of the mithral was eaten by a Xorn. The vault is entirely empty now.

Locked Iron Double Doors: 6 in. thick; Hardness 10; hp 200; Break DC 35; Open Lock DC 35.

10A-14. Fungus Garden and Fungus Man Colony (EL 10)

A large fungus garden, spanning both sides of the river, grows in this corner of the Great Cavern. All varieties of bizarre, Underdark fungus can be found here, most of which are edible, some of which are even tasty. If the PCs decide to experiment on their own with the fungus, assume there is a 10% chance every time they try a new variety that the mushroom is poisonous (DC 15 Fort save; initial 1d6 Str damage, secondary 1d6 Str damage).

There is also a small colony of **fungus men** living here—75 common fungus men plus their king. See the **Monster Appendix** for more details on these creatures. As the PCs approach the garden, a dozen or so of the fungus men come



shambling out to the perimeter of the fungus. The fungus men are not aggressive, and only attack if threatened or if the fungus garden is damaged. The fungus men have no known spoken language and do not understand Common or Undercommon, but they can communicate with crude hand gestures or via a *Speak with Plants* spell.

Fungus Men (75): CR 2; hp 14; see the **Appendix**.

Fungus Man King: CR 4; hp 39; see the **Appendix**.

Treasure: Hidden in this fungus grove (Search DC 20) are several trinkets special to the king: three potions of plant growth, a +2 dagger, and a velvet bag containing seven diamonds worth 100 gp each. In addition, the king wears a gold necklace inset with various gems worth 500 gp.

Development: If the PCs have the means to communicate with the fungus men, the fungus men are happy to tell them what they know. They warn the PCs not to cross the rope bridge to the north, and that there is a powerful “eye creature” living nearby. They also warn of an enormous worm to the northeast.

10A-15. Rope Bridge (EL 2)

A rickety rope bridge spans the river. There is a 50% chance every round that if more than 150 pounds is placed on the bridge that it collapses, sending all those on it into the river. Those who succeed at a DC 18 Reflex save may grab onto the broken strands of the rope bridge. Otherwise, they suffer 1d6 points of falling damage and must succeed at a DC 14 Swim check or be swept along in the current.

10A-16. Heat Rift (EL 2)

A deep fissure continuously issues forth a hot mist. The rift is 30 feet deep and gives way to a heated underground river. Those falling into the rift take 3d6 points of falling damage plus 1d6 points of fire damage every round they remain in the water. Climbing out of the rift requires a successful DC 18 Climb check.

10A-17. Glop Lake (EL 10)

This large subterranean lake bowls down to a depth of 100 feet and is fed from a high waterfall in the south (see Area 10A-18). The water is cool, with a gentle current that flows north to the river. Should the PCs be inclined to swim or bathe in the waters of Glop Lake, they are likely (75%) to be attacked by 2-4 **giant gars** that hunt these waters. As blood fills the waters, another gar arrives every six rounds after the first blow is landed.

Giant Gars (12): CR 2; hp 38; see the **Appendix**.

10A-18. Waterfall

A loud waterfall tumbles over a high cliff (30 ft., DC 15 Climb check). PCs caught beneath the churn of the fall must succeed at a DC 15 Swim check or be pinned beneath the water. A PC pinned beneath the water may make an additional Swim check every round, although

the DC increases by 1 every 2 rounds. A narrow ledge runs behind the waterfall. It is smooth and extremely slippery, and a PC must succeed at a DC 15 Balance check to traverse it. A failed Balance check prevents movement for that round; a failed check by 5 or more means the PC falls into the surging waterfall. The wall of the cliff behind the waterfall is likewise smooth.

Two Secret Doors: A stone secret door (2 in. thick; Hardness 8; hp 40; Break DC 22, Open Lock DC 20, Search DC 20) that is extremely well hidden and arcane locked (Dispel DC 29) leads to a narrow set of stairs that wind down to the south. Another secret door, which is somewhat easier to find (Search DC 25), is present on the other side of the waterfall. It leads to Level 9B.

10A-19. Tomb of Slavish, the Arch-Lich

The Door to the Tomb

The stairs terminate in what appears to be a solid stone wall crudely painted with the image of a set of double doors. No amount of searching, however, detects any seam or hinges. A *detect secret doors* spell reveals that a portal exists where one is painted on the wall, but there appears to be absolutely no way to open it. A *see invisibility* or *true seeing* spell, though, reveals the following words written in Draconic above the image of the door: “Speak His Name and Enter.” The name the PCs must speak is “Slavish.” How they come to learn this is up to the PCs or the DM. A *legend lore*, *limited wish*, *wish*, or *miracle* spell would work. A high-level bard, with a successful DC 30 Bardic Knowledge check might also know about the powerful lich entombed beneath a waterfall in a giant cavern. Alternately, Villix, the beholder in Area 10A-3, might, at the DM’s discretion, know the name of the Lich and, as payment for slaying his nemesis, be willing to part with the information. The PCs might also choose to consult The Oracle in Area 3-7 in *Rappan Athuk—The Upper Levels*. Lastly, destroying the lich and/or procuring his considerable fortune might be a quest the PCs took on before entering the Dungeon of Graves, perhaps after acquiring a map with the word “Slavish” scrawled across it. In any case, there is absolutely no way to open this portal without uttering the lich’s name. The door is unbreakable, and *transmute rock to mud*, *stone to flesh*, *pass wall*, or similar magic do not work on this door. Additionally, the chamber beyond is warded so that it may not be entered by *teleportation* or by astral or ethereal creatures.

Once the PCs speak the word “Slavish,” the painted doors glow with a red light, seams appear where none had been, and the doors swing open, revealing the tomb of the arch-lich.

The Tomb (EL 20)

This small square chamber contains an open stone sarcophagus, and, in the south, three tall brass urns

Staff of Harming

This black, iron staff, the antithesis of a staff of healing, allows the user the following spells: *contagion* (1 charge), *inflict serious wounds* (1 charge), *blindness/deafness* (1 charge).

CL: 7th; Prerequisites: Craft Staff, *contagion*, *inflict serious wounds*, *blindness/deafness*; Market Price: 25,000 gp.

overflowing with gems and gold. As the doors to the crypt swing open, the lich, covered in dust and cobwebs, rises from the sarcophagus and says, "Who sent you?"

Slavish, an 18th-level Sorcerer-Lich, is entombed here behind the falls. Slavish—though a lich—is not a friend of Orcus. Slavish is just powerful enough that Orcus takes this rivalry reasonably seriously. Slavish knows this, and does not to the deity's patience. Thus, he remains hidden here surrounded by his fortune, safe, for the moment, from Orcus' considerable wrath.

Slavish, Male Human Lich Sor18: CR 20; hp 158; see the **Appendix**.

Possessions: +2 *robe of protection*; +2 *ring of protection*; *brooch of shielding*; *wand of cone of cold* (CL 12, 32 charges); *staff of harming* (30 charges, see side box for description); *cloak of charisma* +2; phylactery—small metal box (hardness 10; hp 40), locked (Open Locks DC 30, no key), containing strips of parchment inscribed with magical runes. The phylactery is attached to Slavish's belt with a leather strap.

Tactics: Unless the PCs are extremely high-level, and somehow fully rested after fighting their way through ten levels of the Dungeon of Graves, they have no hope of defeating the lich. Slavish is aware of the PCs' presence once they approach his door and immediately begins casting the following spells in this order: *minor globe of invulnerability*, *protection from arrows*, *protection from spells*, and *haste*. As stated above, once the PCs enter his chamber, Slavish rises from his sarcophagus and asks who sent them. Slavish assumes no mortal would be so foolish as to challenge him. Thus, he does not attack immediately, choosing instead to question the PCs. He is specifically interested in determining if the PCs are agents of Orcus or, he hopes, agents sent to seek help from him to destroy Orcus. He is not willing to talk long, however; he wants to act before his *haste* wears off. If the PCs are somehow able to convince him they have been sent or are aiming to kill Orcus, he tells them how they can reach Level 15. He may even provide them with *Demonbane* (see below and side box). Otherwise, he attacks.

Once combat has begun, Slavish prefers to cast two *summon monster VI* spells first, calling forth a bearded devil and an erinyes to engage the PCs while he casts more

Demonbane (Major Artifact)

Demonbane was forged with one purpose in mind: to kill demons, specifically Orcus. Strangely, *Demonbane* was created not by paladins or clerics of good, but rather by the arch-devil, Baalzebul, who purposed to overthrow the Lord of the Undead. Because of their mutual evil alignments, the sword focuses on law versus chaos. Also, because the arch-devil did not particularly care who used the sword against Orcus, he made it lawful neutral, rather than lawful evil.

Powers: This sword functions as a +3 *cold iron axiomatic keen bastard sword*: Int 14, Wis 14, Cha 18, Ego 24; Alignment: LN; telepathy; Primary Powers: *detect chaos* (at will); *bull's strength* (30 minutes, 1/day); *dictum* (1/day); wielder gains a +4 insight bonus on all saves against attacks from demons; the sword automatically ignores the damage reduction of any demon it strikes; and the wielder of *Demonbane* is immune to the wand of Orcus. If used against a devil (or any other Lawful Evil Outsider), the sword becomes powerless and non-magical for 24 hours.

Method of Destruction: The sword melts into gold upon delivering the killing blow to Orcus; otherwise, there is no way to destroy *Demonbane*.

Once in the possession of a lawful-aligned PC, the sword urges its wielder toward that end. It knows Orcus is "near" and can guide the PC by letting him know if he is getting closer or further away from the Demon Prince. If the wielder does not proceed directly toward Orcus, *Demonbane* asks (it speaks Common and Draconic) to be handed over to a more dedicated warrior. If this fails, it attempts to control the PC (DC 24 Will save resists). A controlled PC follows *Demonbane's* directions and is allowed an additional saving throw every 24 hours.

spells. He wants to dispose of his adversaries quickly, so he casts *power word, kill* (targeting magic users) and then *delayed blast fireball*. How he proceeds after this depends greatly on the PCs. If there are powerful clerics and magic users, he casts *feblemind* and *mind fog*. He might also attempt a *mass charm* and a *dominate person* on a powerful fighter. Remember, he is clever and ruthless. If the PCs want to take him on, they do so at their own peril.

Treasure: The urns contain 150,000 gp in gems, jewels, and assorted coins. In addition, there are a handful of minor magical rings: a +1 *ring of protection*, a *ring of water walking*, and a *ring of jumping*. Lastly, Slavish possesses *Demonbane*—a powerful artifact. It is the fact that Slavish possesses *Demonbane* why he and Orcus currently are not on friendly terms.

10A-20. Huge Fungus Garden

All varieties of small and large exotic subterranean fungi grow here. All movement through the fungus is at half normal rate, owing to the density of the growth and the soft damp ground. Seventy-five percent of the fungi are edible; the other 25% are poisonous (DC 15 Fort save or 1d6/1d6 points of Constitution damage). Scattered among the harmless fungi are 12 **shriekers** which sound their alarm as the PCs approach. Roll once every minute that the shriekers are shrieking for a wandering monster, with this exception: a roll of 18-20 results in 2-5 **shambling mounds** from Area 10A-21 lumbering over to investigate.

Shriekers (12): CR 1; hp 11; see the **MM**.

10A-21. Shambling Mound Lair (EL 14)

Nesting in this corner of the cave are 8 **shambling mounds**. They attack en masse anyone wandering nearby. They have no treasure.

Shambling Mounds (8): CR 6; hp 60; see the **MM**.

10A-22. Goblin Mining Camps (EL 9)

A tribe of goblins mines a number of different areas within the Great Cavern. Each site is worked by 10 **goblin miners** and 1 **goblin leader**. The goblins are more interested in harvesting gold and mithral than fighting, but they do protect themselves if attacked.

The goblins have not been mining long, so their veins are still relatively small: assume a tunnel 30 ft. wide and 100 ft. long (except where noted on the map).

Miners, Male Goblin Rog2 (10): CR 2; hp 9; see the **Appendix**.

Possessions: Masterwork morningstar, leather armor, mining equipment, 2 flasks of oil, 3d6 sp.

Leader, Male Goblin Rog5: CR 5; hp 20; see the **Appendix**.

Possessions: Masterwork morningstar, masterwork light crossbow, 20 bolts, masterwork studded leather armor, *potion of cure moderate wounds* (CL 5, 3 doses), *potion of cat's grace* (CL 3, 2 doses), 3 flasks of oil, 3d8 gp.

Treasure: Stored in locked wooden boxes (Open Lock DC 20) are that day's harvest: 200 gp worth of 50%-grade mithral and gold ore (25 gp value per pound of ore).

10A-23. Large Gold Vein (EL 6+, depending on how many goblins arrive)

Yet another goblin tribe mines this hillside. This vein is quite large—200 feet deep and 40 feet wide, with two branches, both 30 feet wide and 60 feet long—and lucrative. These goblins are understandably paranoid about attack and

are therefore appropriately armed and prepared for combat. Although all the goblin miners are digging in the vein, their melee weapons are always at their side and their missile weapons are never far off. Furthermore, the entrance to the mine is guarded by two tough goblin guards, who sound the alarm if intruders are spotted.

Miners (30): CR 2; hp 9 each; see the **Appendix**.

Leaders (3): CR 5; hp 20 each; see the **Appendix**.

Guards, Male Goblin Ftr4 (2): CR 4; see the **Appendix**.

Possessions: +1 *dagger*, +2 *chainmail*, masterwork short sword, 3 javelins coated in large scorpion venom (DC 18 Fort save or 1d6/1d6 points of Strength damage), *potion of cure critical wounds* (CL 7, 1 dose), 4 flasks of oil.

Tactics: At the first sign of trouble, the guards sound the alarm and two leaders and 10 miners arrive five rounds later. The goblins look to strike from afar first, firing poison bolts, throwing poison javelins, and lobbing burning oil. Once engaged, or if it appears their opponents are formidable, the third leader and the rest of the miners are called for. These reinforcements arrive in 1d4+1 rounds. While in melee, the leaders and the miners attempt to flank their opponents and gain a sneak attack whenever possible.

DM Note: If the goblins have a chance to use their poison and flaming oil, add 20% to the XP awarded in this encounter.

Treasure: As stated earlier, this is a very lucrative mine. Currently, there are dozens of wheelbarrows full of gold ore stored near the rear of the vein. In all, there is 10,000 gp worth of ore, weighing over 2,000 pounds. The ore is guarded at all times by one of the leaders. This leader only leaves his post at the ore if there is significant trouble at the entrance (see above).

10A-24. Huge Tar Pit (EL 5+)

This massive, 40-foot-deep crater is filled with bubbling, steaming tar. A thin coating of water covers the tar, disguising its true nature somewhat—at first glance it appears to be a large lake, somehow superheated from below. The tar smell, however, is ripe in the air, and anyone investigating the water quickly learns what lies beneath it.

A tribe of 25 **tar mephits** (treat as **ooze mephits** from the **MM**, with changes detailed in stat block below) inhabits the crater. The mephits are protective of their tar, and any creature attempting to enter it or spending an inordinate amount of time investigating it (5 minutes or more) is attacked by 2d6 mephits (up to 25 total).

Tar Mephits (25): CR 3; hp 16; see the ooze mephit in the **MM**.

Spell-like Abilities (Sp): Once per hour a tar mephit can fire a steaming bolt of tar that functions like a *Mel's acid arrow* cast by a 3rd level sorcerer, though it deals fire damage instead of acid damage. Once per day it can create a mass of rancid fog that duplicates the effect of a *stinking cloud* cast by 6th-level sorcerer.

The Tar Pit Ladder

Hidden at the bottom of the tar pit is a secret channel leading to Level 12, Area 12-23. Should the PCs be inclined to dive into the tar, they suffer the following effects: 1/2 normal swim movement; 1d4 heat damage per round and zero visibility. The mephits, of course, suffer none of these effects. Magic, such as *freedom of movement*, *water breathing*, *endure*, *resist*, or *protection from energy (fire)* and *true seeing* can all help while within the tar. Finding the channel requires a successful DC 35 Search check due to lack of visibility. Once discovered, it is a quarter mile swim to Level 12, with no chance for breathing. Obviously, only PCs endowed with *water breathing* and *protection from energy (fire)* have any hope of successfully completing this journey.

10A-25. The Mausoleum (EL 10)

Atop this small hill stands a solid stone mausoleum. It is square, 20 feet by 20 feet, and 10 feet-high. The doors to the mausoleum are made of iron and arcane locked. The doors are also trapped. If they are opened without the word “Arkbannon” being uttered first, a *meteor swarm* centered on the 5 feet directly in front of the doors to the mausoleum rains down on the hilltop.

Arcane Locked Iron Doors: 5 in. thick; Hardness 10; hp 200; Break DC 40; Dispel DC 23.

Meteor Swarm Trap: CR 10; magic device; location trigger; automatic reset; spell effect (*meteor swarm*, 17th level wizard, small sphere box within diamond pattern, Reflex save DC 21 for half damage, must save against each sphere); Search DC 34; Disable Device DC 34.

Treasure: Within the mausoleum is a stone sarcophagus containing the remains of long-dead warrior. On the skeleton’s right index finger is a *ring of feather falling*. In his bony hands is clutched a +2 *longsword*, and he wears a suit of +3 *splint mail of fire resistance*.

10A-26. The Cursed Tomb (EL 11)

On top of this short hill is a hidden, locked trapdoor (DC 25 Search check to discover and a DC 20 Open Locks check to open). Once opened, it reveals a narrow set of stairs that descends 20 feet to a paved stone landing and an iron bound oak door. Written in Undercommon across the top of the door are the words, “Those Who Enter Will Someday Return.”

Beyond the door is a tomb, 30 feet square, containing 4 spectres who attack immediately. Anyone who crosses the threshold of the tomb is instantly *cursed* (no saving throw; see below). While there are many open chests, sarcophagi, and urns throughout the chamber, all are empty.

DM Note: The spectres cannot leave the tomb.

Spectres (4): CR 7; hp 45; see the MM.

The Curse

A cursed PC is doomed to one day return to the tomb as a specter. When that PC dies, he is immediately transformed into a specter and begins journeying back to the tomb to guard it against intruders. A cursed PC who dies cannot be aided by a *raise dead* or *resurrection* spell. Moreover, a cursed PC cannot remove the curse, either on himself or another, with a *remove curse* spell; only a non-cursed cleric can do so. A cursed PC is not aware of his affliction while alive except that once a year, on the anniversary of the day he was cursed, the PC is overwhelmed with a sense of doom and hopelessness. The feeling passes the next day. Powerful divination magic is necessary to determine the source of this annual ennui.

10A-27. Umberhulk Lair (EL 9+, depending on number of umber hulks present)

The areas marked “27” are home to a group of 12 umber hulks. Each of the chambers contains the following:

27A: 2 umber hulks.

27B: 4 umber hulks.

27C: 2 umber hulks.

27D: 1 umber hulk.

27E: 3 umber hulks.

27F: 50%-grade gold ore, worth 500 gp, piled about.

27G: 100 ft.-deep sinkhole; 10d6 points of falling damage to anyone falling or thrown into hole; DC 15 Climb check to escape.

Sinkhole Pit Trap (100 ft. Deep): CR 5; mechanical; location trigger; no reset; Reflex save DC 20 avoids; 100 ft. deep (10d6, fall); Search DC 20; Disable Device DC 20.

Umbur hulks (12): hp 68 each; see the MM.

Tactics: The umber hulks attack intruders immediately. Hulks in adjacent chambers arrive 1d4 rounds after the start of combat.

10A-28. River Entrance from Level 9A

Anyone swimming from the river from Level 9A arrives here.

10A-29. Giant Ant Anthill (EL Variable)

A large colony of **giant ants** (400+) works this area of the Great Cavern. The anthill is a 20-foot-tall cone of dirt and gravel. The hill is guarded by four soldier ants, which oversee the constant flow of worker ants going in and out of the hill (assume 2d6 worker ants on or near the hill at one time). The worker ants do not attack except to defend themselves; the soldier ants, however, attack all non-ants who attempt to enter the anthill.

The ants pay no attention to anyone or anything unless they are on the anthill itself, so the PCs can simply pass by the ant colony without incident. If they decide to enter the anthill, they find themselves in a labyrinthine series of tunnels and chambers all filled with busy ants. The tunnels are approximately 5-feet high and 5-feet wide, and so can be traversed easily by most PCs, though the constant comings and goings of the ants slows movement to 1/2 in most areas. Ninety percent of the ants are workers who ignore the PCs unless attacked. The remainder are soldier ants, who attack immediately and give off a burst of pheromones that attracts an additional 2d6 soldiers within 3 rounds. There is a 25% chance every minute the PCs are in the anthill that 1-2 soldier ants are encountered.

Fighting in the anthill is a little difficult. PCs using two-handed slashing or bludgeoning weapons suffer a -4 circumstance penalty to attack rolls and a -2 circumstance penalty to damage rolls. PCs using one-handed slashing or bludgeoning weapons suffer a -2 circumstance penalty to attack rolls and a -1 circumstance penalty to damage rolls. Light weapons, ranged weapons, and piercing weapons suffer no penalties.

The ant colony connects with Area 10A-30. If the DM wishes, he may draw a rough map of the passages and chambers, or, if he prefers, simply let the PCs wander and fight until he decides they come across the passage to Area 10A-30.

Giant Ant, Workers (350+): CR 1; hp 9; see the MM.

Giant Ant, Soldiers (50): CR 2; hp 11; see the MM.

Treasure: In their wanderings, the worker ants have picked up a number of small magical items. Once it was determined these could not be used to further the colony, they were discarded. There is a 10% chance every 10 minutes the PCs are in the colony that they come across something valuable (DC 15 Spot check). If so, roll on the following chart:

1-3	Scroll (roll on minor scroll charts in the DMG)
4-6	Potion (roll on minor potion chart in the DMG)
7	+1 dagger
8	+1 ring of protection
9-10	Masterwork short sword
11-14	+1 arrow
15-16	+1 bolt
17	+2 ring of protection
18	Potion of <i>cat's grace</i> (CL 5, 1 dose)
19	+2 short sword
20:	Scroll of lightning bolt (CL 7)

10A-30: Giant Ant Anthill (EL 12)

This area is similar to Area 10A-29, with the following exceptions: tunnels within the colony connect to Areas

10A-29 and 10A-33, and the queen ant resides in the lowest chamber of this colony. The Queen Ant's chamber is 20 ft. square and is guarded at all times by 10 soldier ants.

Giant Ant, Queen: CR 2; hp 22; see the MM.

Giant Ant, Soldiers (10): CR 2; hp 11; see the MM.

10A-31. Fungus Garden (EL 2)

This huge fungus garden is similar to Area 10A-20, except the shriekers here do not attract any umber hulks. As well, the ants from Areas 10A-29 and 30 frequent the garden, as the fungi herein are a source of food. Assume there are always 2d4 worker ants harvesting fungus at any one time. The ants know to avoid the shriekers.

Shriekers: hp 11 each; see the MM.

Worker Ants: hp 9 each; see the MM.

10A-32. Tar Pits

These two craters contain pits of steaming tar similar to Area 10A-25, except that there are no tar mephits nor is there a subterranean passage to another level of Rappan Athuk. There are, however, several dead or dying giant ants stuck on the surface of the tar pit.

10A-33. Giant Ant Anthill (EL varies)

This area is similar to Area 10A-29.

10A-34. Lake (EL 4+)

This lake bowls down to a depth of 70 feet and has a gentle current that flows from west to east. Should the PCs decide to swim or bathe in the lake, they are 75% likely to be attacked by 2-4 of the giant gars that hunt these waters. As blood fills the waters, another gar arrives every 6 rounds after the first blow is landed.

Giant Gars (12): hp 38 each; see the Appendix.

10A-35. Goblin Mining Camps (EL 4)

These camps are similar to Area 10A-22, except that the goblins here are quite scared of the giant ants and are therefore more prepared for combat. One goblin guard patrols each mine, and the remaining goblins respond quickly to sounds of combat (1-3 rounds).

Goblin Guards, Ftr4: hp 30 each; see Area 10A-23, above.

10A-36. False Mithral Gates

The river widens somewhat as it flows through what appears to be a set of mithral gates. These gates are similar to those on Level 9A, Area 9A-3. They stretch to the ceiling of the cave (now only 30 feet from the cave floor), and a fine meshed grate allows the water to flow beneath the gates (the mesh extends through the water

to the floor of the riverbed, so swimming beneath the gates is not an option). Unlike the portal on Level 9A, these doors are merely iron with mithral plating. They are, however, virtually indestructible (hardness 20, hp 400) and locked with powerful magic—only a wish or a miracle opens them, except as described below.

The gates are inscribed with ancient and obscure runes. A read magic or comprehend languages spell translates these phrases, although what results is just about as incomprehensible as before.

The poem inscribed on the gates is as follows:
 My life as a wanderer has met its end.
 Doom—begetting a faithful friend—
 Awaits the turns of the untraveled course. Now
 Me and mine and upon a lame horse
 Beyond the shadow of the rising dawn—
 These arms, these eyes, are tired and drawn, these
 Gates are empty; all hope is gone.

The poem is meaningless and meant to confuse those wishing to enter. If, however, the first word of each line is recited in order, *My doom awaits me beyond these gates*, the portals open.

10A-37. The Cursed Island (EL 12)

The river flows around a small island. There is a rectangular stone structure on the island and a dock with one rowboat moored to it. The structure is 15 feet wide, 20 feet long, and 12 feet high. There is a wooden door on the north face of the building, and it is ajar. In the building reside 3 **gorgons**, and they attack anyone who attempts to land on the island.

Gorgons (3): CR 8; hp 68; see the **MM**.

Hecate's Curse: Anyone setting foot on the island is afflicted with a terrible curse. Within two weeks, a cursed PC begins to have trouble remembering simple things: what day it is, if he ate breakfast, where he left his coin purse. Soon, however, it gets worse. The cursed victim can remember little beyond his own name, and that only on a good day. A DM who doesn't mind a little bookkeeping can simulate this curse by decreasing all of the cursed character's skills by 1 rank every other day. The character suffers a -1 penalty on attack rolls per week as he forgets how to fight. A DM who wants to be particularly cruel can start removing 1 feat per week as well, or reduce a wizard's spell-casting ability by 1 level per week. Only a *remove curse* cast by someone other than a similarly cursed spell caster restores the victim's memory. Note: priestesses of Hecate will not cure this curse. Likewise, priestesses of Hecate are not affected by the curse.

10A-38. Will-O'-Wisp Lair (EL 10)

Down this gently sloping side tunnel lies the lair of 3 will-o'-wisps. PCs lured into this dark crevasse by the lamp-like glow of these foul creatures are attacked immediately.

Will-O'-Wisps (3): CR 6; hp 40; see the **MM**.

10A-39. Roper Lair (EL 14 in passage, 18 in main cave)

A series of cliff face "steps," each 10 feet higher than the next, ascends into the darkness. Each step contains a cave opening that leads via a rough natural passage to a large cave that is home to 12 **ropers**. Two ropers guard each passage leading to the cave; the remaining six await their victims in the main chamber.

Ropers (12): CR 12; hp 85; see the **MM**.

Tactics: In the passages, the two ropers are adjacent to one another and attack in tandem. In the main chamber, once combat has begun, the ropers attempt to position themselves so they are all within strand-range of the PCs. The ropers do not pursue the PCs out of the cave.

Treasure: The bones of three dead goblins can be found in the northeast corner of the cave. Piled among the bones are three change purses, each containing 50 pp. One skeleton wears a +2 *light steel shield*, and another wears a +2 *amulet of health*.

10A-40. Fungus Garden

This large fungus garden contains no shriekers. There is a 50% chance, however, that some creature is here, eating or looking for prey (roll once on wandering monster chart, treating a result of "no encounter" as being 2d8 **dire rats**).

10A-41. River Out

These narrow rivers flow in a generally easterly direction for 5 miles before emptying out in a deep river canyon. The walls of this canyon are 250 feet high, requiring a DC 15 Climb check to scale. Both branches of the river have banks that can be walked. This is a long way in or out of Rappan Athuk, but PCs not wishing to fight their way back up to get out, or back down to return, might want to take advantage of this exit/entrance.

10A-42. Phosphorescent Pool

The water of this large pool glows brightly in the dark of the cave. The pool contains no harmful creatures, and the water is potable, although the imbiber's urine has an eerie glow to it for 24 hours after consumption. If removed from the pool, the water continues to glow for 2-9 days.



LEVEL 10B: THE GOBLIN OUTPOST

The followers of Orcus have a vested interest in this portion of Rappan Athuk, both to monitor activity in and around the Bloodways, and because it has access to an alternate adit to the surface world. To look over their interests, a small fortress was therefore constructed and manned by goblins. A map of this level is depicted in Map RA-10B.

Running the Outpost

Inhabitants

Normally the goblin outpost is manned by **48 scouts**, **16 lieutenants**, and are led by **Morask** and his aide, **Kamlyss**. Due to recent activity within Rappan Athuk, an additional contingent of **10 goblin berserkers** led by the goblin **Oolarg** have been stationed here. Significant tension exists between Oolarg's band and the other goblins, and this has led to occasional fistfights. Nevertheless, the goblins work together to repel any intruders.

In addition to the goblins, **1 priest** and **3 acolytes** from the Talon of Orcus (Level 10C) are stationed here to keep an eye on things.

There is currently an uneasy three-way alliance between Kamlyss and the scouts, who report to Morask in Grezneck; Oolarg and his berserkers, a band of swaggering braggarts who regard the scouts stationed here with disdain, and are out to make a name for themselves; and Mesifin Styx, the priest of Orcus stationed here, who is looking out for the interests of Hesperix, as well as his own. It is possible that PCs may be able to get these groups to fight against one another, particularly if characters are captured or the outpost is infiltrated.

Goblin Scout, male goblin Rog3 (48): CR 3; hp 14; see the **Appendix**.

Goblin Lieutenant, male goblin Rog5 (16): CR 5; hp 26; see the **Appendix**.

Goblin Berserker, male goblin Bbn2/Rog2 (10): CR 4; hp 36 (44 in rage); see the **Appendix**.

Acolyte of Orcus, male human Clr3 (Orcus) (3): CR 3; hp 25; see the **Appendix**.

Mesifin Styx male human Clr6 (Orcus): CR 6; hp 50; see the **Appendix**.

Level 10B

Difficulty Level: 12

Entrances: Passages from Level 9D in Area 10B-1; staircase to surface in Area 10B-8.

Exits: Passage to Levels 10C and 12A in Area 10B-14.

Wandering Monsters: There are no wandering monsters within the outpost so long as the goblins maintain a presence here. If they are eradicated, then standard wandering monsters from neighboring levels may be encountered except for undead, unless one of the symbols in Area 10B-1 has been effaced or dispelled.

Detection: None.

Shielding: None, save for the glyphs at Area 10B-1 which ward out undead.

Continuous Effects: None.

Standard Features: Unless noted otherwise, all doors are of wood and are unlocked but can be barred (Hardness 5, hp 20, Break 20). The entire area is unlit, except where indicated. Areas 10B-4, 5, 6, 7, 8, and 13 all have 8 foot high ceilings; Areas 10B-9, 10, 11, and 14 have 12 foot high ceilings. All construction is of magically hollowed out stone that has been finished with tools.

Oolarg, male goblin Bbn4/Rog4: CR 8; hp 94 (110 in rage); see the **Appendix**.

Kamlyss, male goblin Rog8: CR 8; hp 53; see the **Appendix**.

Morask, male goblin Rog10: CR 10; hp 50; see the **Appendix**.

Troop Layout

Although individual areas are described below, attention should be paid to the overall layout of the complex and the general tactics the goblins employ. The goblins run the complex in three eight-hour shifts.

Usually there are 14 goblin scouts on duty at any time, with 14 more sleeping in Area 10B-2, and the last 14 carousing in Area 10B-9, or wandering through the

complex. Those on duty are stationed as follows: three at each of the entrances to the Bloodways (Level 9D), with two on the battlements and one behind each gate; three in Area 10B-8, with a view throughout the complex; and two in Area 10B-13, guarding the connecting passage to Levels 10C and 12A.

There are normally three goblin lieutenants on duty at a time as well, with one on the battlements (Area 10B-2), one wandering between Areas 10B-7, 8, 9, and 13, and one that could be anywhere in the complex.

The priest and acolytes keep to their room in Area 10B-5, though they may be found leading services or administering punishment elsewhere in the complex.

Oolarg and his berserkers have taken over Area 10B-10, and about half can be found there or in Area 10B-9 at any time, with the rest wandering the complex.

Morask often leads patrols of 7 lieutenants into the Bloodways to keep an eye on things there. There is a 30% chance such a patrol is taking place when the outpost is first assaulted.

Tactics

If an assault occurs, one goblin rushes to sound the alarm while those remaining attempt to stall their aggressors. Mesifin Styx and his acolytes respond 1d3 rounds after an alarm has been sounded, Oolarg and his band take 2d6 rounds to organize and move out, the goblins in Area 10B-9 take 1d4+1 rounds to ready themselves, and the sleeping goblins in Area 10B-4 take 1d8 rounds, though they do not take the time to put on armor.

If given time to position themselves, Oolarg and his berserkers attempt to attack intruders directly, while the scouts stay back and provide missile support. They also make sure that each of the other points of entry into the lair has a pair of alert goblins standing by in case of a flanking attack. The goblin berserkers' traditional melee tactic is to fly into a berserk rage and charge, with a Power Attack 4. In subsequent rounds, they then use Tumble to move into flanking positions; their subsequent Power Attacks depend on how good their opponent's defenses are. Oolarg initially directs his berserkers, and then charges into battle using his *rhino hide armor* to advantage. In subsequent rounds he uses Tumble to move back far enough to perform another partial charge.

When Mesifin is alerted to trouble, he immediately casts the following spells on himself: *assassin's senses*, *guidance*, and *resistance*. His acolytes meanwhile cast *bear's endurance*, *resistance*, and *protection from good*. He then leads them out to the source of the commotion. Mesifin initially stays back and casts *prayer*, *doom*, or *magic circle against good*, followed by *command*, *shockwave strike*, or *hold person*. When foes come close enough to engage in melee, he casts *divine raiment* on himself and moves into battle, seeking to flank with goblin rogues if he can, and entrusting his spell to shield him from harm. He also uses his death touch against moderately wounded opponents if he gets the opportunity.

Morask and Kamlyss, assuming both are present, move to the source of the disturbance and use their stealth abilities and magic items to make as many sneak attacks as they can.

Reinforcements

PCs may engage in a preliminary assault, and then come back later for additional attacks on the outpost. This is fine, but the goblins receive reinforcements at regular intervals to shore up their numbers, so long as the passage to Grezneck and the Talon of Orcus remains open. Reinforcements arrive in the following sequence:

- 8 hours after any assault—replacement for the priest and acolytes of Orcus, though the priest is only replaced once and the acolytes twice at a maximum; equipment and supplies are also replenished at this point
- 12 hours after any assault—enough goblin scouts and lieutenants to replace any that have fallen—including any goblins from reinforcements listed below
- 12 hours after second assault—an additional force of **5 lieutenants** and **30 scouts** to shore up the defenses; these only show up if at least 20 scouts or 8 lieutenants in total have been killed
- 12 hours after third assault—a force of **12 ogres** led by an **ogre Bbn6** arrive to reinforce the outpost; these only show up if at least 30 scouts or 12 lieutenants have been killed, or if Oolarg and his band have been wiped out
- 24 hours after fourth assault—a large expeditionary force of **100 goblin War1**, led by a **6 priests** (Clr6 of Orcus) arrive to deal with the problem; these only show up if at least 60 goblin scouts, 20 lieutenants, or half the ogres are killed

10B-1. Bloodways Approaches

The primary point of defense for the outpost is against these three passages, each of which leads directly into Level 9D, the Bloodways. Due to the number of hostile creatures that come wandering down this way, and the relative security of the other entrances, most attention toward possible invasion is directed at these areas.

Sixty feet down the passage from the outpost's three gates, a symbol of Orcus is engraved into the stone floor. This symbol has two effects: first, it commands any undead not accompanied by a priest of Orcus to go back; treat this as a rebuke/command attempt made by a 15th level cleric with a Charisma of 18. Second, the symbol acts as a barrier against the red mist of the Bloodways.

At the entrance to the outpost, the three passages open out into a large, 70 x 90 foot diameter cavern. Further progress is blocked by a 12-foot-high wall with crenellations at the top. The last 10 feet of the passage forms a stone bridge over a chasm 50 feet long. Set into the wall is a stout, iron-reinforced gate barred from within. The gate and the wall to either side are fitted with arrow slits, so goblins in the courtyard (Area 10B-3) can fire directly out at intruders.

The cavern beyond the wall has a large domed ceiling about 50 feet high at its apex. A 20-foot wide column rises up through the center of the cavern and meets the ceiling. An area near the top (Area 10B-8) is riddled with arrow slits as well, which allow goblins there to fire down into the approaches to the outpost, although anyone within 10 feet of the wall has total cover against this missile fire.

Just inside each gate there is a lever that causes the floor in the 10 feet closest to the gate to drop suddenly, dumping anyone standing there who fails a Reflex save (DC 20) into the snake run (Area 10B-12). The goblins direct their fire preferentially at those more than 10 feet from the gate, to encourage them to move onto the trapped section. They then dump victims into the snake run, hoping to separate intruders and allow them time to get their forces into position. The goblins also have access to tanglefoot bags and thunderstones, and use them liberally on intruders to divide them and hinder spellcasters. The alchemist's fire is saved for use against creatures particularly susceptible to or fearful of fire.

Steel-Reinforced Wood Gates: Hardness 5, hp 80, Break DC 30.

10B-2. Battlements

Behind the 12-foot high wall, a ledge 5 feet wide and 10 feet above the courtyard runs around the interior periphery of the wall. Where this connects with rooftops it opens out into a larger area where troops can marshal. A trapdoor in the northwest corner opens into stairs in Area 10B-4.

Goblins are positioned as described in the tactics section on this wall. In addition to them, the area over each gate is stocked with the following items: 3 replacement shortbows, 120 arrows in six quivers, 6 flasks of alchemist's fire, 5 tanglefoot bags, and 3 thunderstones.

10B-3. Courtyard

A central courtyard connects the three gateways; there are usually 2d4 scouts and 1d4 berserkers wandering around in here at any time, with an 80% chance of 1-2 lieutenants and a 30% chance of Oolarg, Mesifin Styx, or Kamlyss (roll separately for each).

The courtyard is composed of flagged stone, to allow purchase for running goblin feet. There are three low (10' high) buildings, opening into Areas 10B-4, 10B-5, and 10B-6. In addition, there is a heavily reinforced wooden door that opens into the central stairwell at Area 10B-7. The walls of this central pillar are studded with both shackles embedded in the stone and arrow slits for missile fire from Area 10B-7. Corporal punishment of goblins takes place here, witnessed by the majority of the goblins in the outpost.

10B-4. Barracks

The goblin scouts normally maintain their bedrolls here; the entire place is infested with fleas, lice, and the ripe stench of unwashed goblin. With Oolarg's arrival,

the goblin lieutenants who normally live in Area 10B-10 have been forced to relocate here. There is no significant wealth to be had. In the northwest corner, a set of stairs ascends to a trapdoor that leads to the battlements.

10B-5. Shrine of Orcus

The door to this room is locked but untrapped. Use of a key or a successful Open Locks check (DC 20) bypasses the lock.

The priest Mesifin Styx and his three acolyte aides dwell here. Mesifin made the mistake of killing a torture victim prematurely a few months ago, and as punishment his superior appointed him as the current liaison between the Talon of Orcus (Level 10C) and the outpost. This has sat poorly with the ambitious Mesifin. He spends an equal amount of time scheming his revenge and whining to his acolytes, who in turn have little love for the egotistical priest.

10B-6. Storage Room (EL 1)

This room holds several weeks' worth of rations for the goblins—mushroom paste, pickled and preserved meats, and two tuns of Crack-Snout, a potent goblin ale. A pair of cages in the southern end of the room holds three kobold slaves used to perform menial work. The keys to the cages hang on a hook on the north wall.

Kobold slaves (3): CR 1/4, hp 4 each; see the **MM**.

10B-7. Bunker

This room is accessed by a stout, iron-reinforced door, and its walls are riddled with arrow slits. The door has no lock, but can be triple-barred from the inside. In the southwest corner a set of spiral stairs lead up and down, to Areas 10B-8 and 10B-9, respectively. Arrows are located in small bins along the walls of the hall, and additional weapons stand in small racks against the walls in several places. When the outpost is not on alert, the sounds of merriment can be heard drifting up from the stairs below.

In case of an assault, the goblins retreat to this chamber and try to bar and hold the door as long as they can, while comrades use the arrow slits to riddle opponents with holes.

Iron-reinforced wooden door: Hardness 6, hp 60, Break DC 28.

10B-8. Upper Aerie

The stairs from Area 10B-7 spiral up about 30 feet through solid rock before opening into this chamber. It is outfitted much like the room below, with weapon racks, arrow bins, and the like. There are always several goblins on guard here.

The spiral stairs continue up and end at a large wooden trapdoor that is kept barred from within. On the far side of this trapdoor, the stairs continue, traveling upward several hundred feet before emerging into the back of a small cave that opens out onto a thorn-choked defile located several miles north of Rappan Athuk's main entrance; see Area 11 in the Wilderness for details.

Iron-reinforced wooden trapdoor: Hardness 6, hp 60, Break DC 28.

10B-9. Common Room

This area sees constant use by goblins in the outpost; there are a number of tables, fires with pots, and piles of rubbish and dubious refuse piled around the room. Goblins here gamble, beat each other up, engage in contests of arms, and perform other such activities to unwind. A thorough search through the refuse would take some time, and would turn up approximately 50 gp worth of valuables.

Spiral stairs enter the room in the middle of the western wall from Area 10B-7 above, and continue down to Area 10B-13 below. In addition, there are a pair of wooden doors: one to Area 10B-10, where the goblin lieutenants normally live (currently occupied by Oolarg and his berserkers), and the other a locked wooden door opening into Morask's personal quarters (Area 10B-11).

Kamlyss is most often found here, keeping an eye on things and trying to calm down any confrontations between his scouts and the berserkers led by Oolarg. In addition, **2d6 scouts** and **1d4 lieutenants** lounge here at any given time unless an alarm has been called out.

10B-10. Lieutenant's Quarters

The goblin lieutenants once laired here, but it has been taken over by Oolarg and his band. Half of this group of goblin barbarian/rogues can be found here at any time, with the others in small gangs of three or four wandering elsewhere in the outpost, bullying scouts. The once neatly-arranged beds in the area are now scattered about and in bad shape thanks to the depredations of the berserkers.

10B-11. Morask's Room (EL 7)

This chamber is set aside for Morask, leader of the outpost. The door is kept locked. The room itself holds a bed, a large, locked chest, a small table and chair, and a cabinet holding several handcasks of dwarven ale.

In the southern part of the western wall there is also a secret door, accessed by pressing a pair of stones in the wall just north of it. This goes into a small closet where the outpost's funds and most valuable equipment are kept. To guard the treasury, a pair of black skeletons has been placed within; they leap out and attack anyone in the room unless the secret door is knocked upon thrice before opening it.

Locked wooden door: Hardness 5, hp 20, Break 25; Open Locks 20.

Stone secret door: Hardness 8, hp 60, Break 28; Search 22.

Locked wooden chest: Hardness 5, hp 20, Break 27; Open Locks 20.

Skeleton, Black: CR 5; hp 40 each; see the Appendix.

Treasure: Inside the chest are Morask's extra clothes, along with a diamond-studded tiara worth 2,500 gp. The secret chamber holds 32 gp, 283 sp, 130 cp, 20 flasks of fire oil, 15 thunderstones, 8 tanglefoot bags, 4 potions of cure moderate wounds, 2 potions of invisibility, and an arcane scroll with *haste*, *slow*, and *confusion* cast at 10th level.

10B-12. Snake Run (EL 10)

This circular passageway has no exits except through the three openings 20 feet up. Some time ago the goblins lured a pair of shadow hunter serpents into this area, and here they remain, prowling the passage, and feeding on anyone dumped into their lair.

In addition to the snakes, the area is filled with the bones of digested victims that litter the floors, sometimes in drifts. The area is regularly harvested of loot soon after a feeding, when the snakes are sluggish as they digest, so there are no valuables to be found down here.

In case a PC is dropped into this area from above, they sustain 2d6 points of falling damage and attract the two serpents in 1d6 rounds (roll separately for each).

Shadow Hunters (2): CR 8; hp 72 each; see the Appendix.

10B-13. Lower Bunker

The spiral stairs end in this room, located some 30 feet below the common room (Area 10B-9). This room contains a 2-foot diameter well that descends a further 50 feet to an underground stream, a small cart 8 feet long and 4 feet wide, and a stout, iron-reinforced door that can be barred from either side. There is also a lever in this room that collapses a 40 foot section of passage in Area 10B-14.

Iron-reinforced wooden door: Hardness 6, hp 30, Break 28.

10B-14. Access Tunnel

This 10-foot wide passage runs north and south. To the north the passage descends, and winds down into the earth until it connects with the goblin city of Grezneck (**Level 12A, Area 12A-12A**); this is a 15-minute journey by foot at Speed 30 ft. To the south, the passage travels 300 feet on the level before coming to the entrance to the Talon of Orcus (Level 10C).

The passage to Grezneck is trapped, though this trap can only be activated by pulling a lever in Area 10B-13 or a lever on the left hand wall 60 feet down the passage. Pulling the lever collapses the ceiling in the first 40 feet of corridor north of the entrance to 10B-13. This serves to seal off access to Grezneck in case of dire need.



LEVEL 10C: THE TALON OF ORCUS

NOTE: This is a large and complex location; the DM should familiarize himself with the entire area before running it.

To support the nearby Goblin Outpost (level 10B) and keep an eye on the Bloodways (level 9D), a small temple to Orcus was established some years past. Over time, as the Bloodwraith's influence in the Bloodways has grown, the temple has been enlarged and expanded. A map of this level is depicted in **Map RA-10C**.

Inhabitants

The Talon of Orcus is overseen by Hesperix, a cleric of Orcus. Day to day activities are overseen by several 5th level clerics of Orcus, and run by a larger number of 3rd level acolytes. In addition, the Talon is also the home of the Seer, a wizard specializing in scrying magic.

Human, Priest of Orcus (Acolyte), Male Clr3 (12): CR 3; hp 25; see the **Appendix**.

Human, Priests of Orcus, Male Clr5 (8): CR 5; hp 50; see the **Appendix**.

Hesperix, Male Human Clr13: CR 13; hp 128; see the **Appendix**.

The Seer, Male Human Wiz13: CR 13; hp 65; see the **Appendix**.

Troop Layout and Tactics

The various priests can be encountered throughout the complex. They are most often located around their quarters (Areas 10C-4 to 6), in the Shrouded Shrine conducting services (Area 10C-3), or torturing a prisoner in Area 10C-11. However, they can be encountered almost anywhere except the Seer's lair (Areas 10C-9 and 10) and Hesperix's lair (Areas 10C-14 to 16). They may also be encountered in the Bloodways nearby, or in the passage running between this area and the Goblin Outpost (Level 10B).

When intruders are discovered, the priests raise an alarm immediately if they can, and fight defensively, using their environment as best they can to protect

Level 10C

Difficulty Level: 12

Entrances: Passages from Level 9D in Area 10C-1.

Exits: Passage to Levels 10B and 12A in Area 10C-2.

Wandering Monsters: There are no wandering monsters within the talon so long as the clerics of Orcus control it. Should the regular staff be eradicated, and not replaced, use the encounter tables for Level 9D: The Bloodways, with the exception that no undead are encountered unless the wards in Area 10C-1 have been disrupted.

Detection: None, thanks to a continuous *nondetection* effect (see below).

Shielding: None, save for the glyphs at Area 10C-1 which ward out undead.

Continuous Effects: The entire area is protected by an *unhallow* effect, coupled with a *nondetection* spell.

Standard Features: Unless noted otherwise, all doors are of stone and are lockable (Hardness 6, hp 40, Break 25). All priests and acolytes possess keys as listed in the various area descriptions. The talon has been hollowed out from the native stone with both magic and tools. Ceiling height is 15 feet throughout, except in Areas 10C-2, 3, and 9, where it rises to 20 feet.

themselves, until help arrives. This aid arrives within 1-3 rounds from just about anywhere in the complex. When it comes, the acolytes switch to a more offensive role, while their superiors stay behind the front lines, protecting them and casting spells to weaken the enemy. The Seer does not respond to any alarms, contenting himself with scrying the combat from afar and casting preparation spells if he thinks his sanctum may soon be violated. Hesperix, should he be present in the complex,

takes advantage of his underling's holding action to buff himself and summon allies, then blasts the enemy with his most potent spells.

Because of the number of clerics occupying the Talon, such a pitched battle almost certainly spells doom for the PCs. Parties should be prepared to retreat if they wish to survive.

The Talon of Orcus receives reinforcements at the rate of two acolytes and one priest per day. The Seer, his apprentice, and Hesperix are not replaced. The temple is only abandoned if the Seer and all priests over 5th level are slain.

There is a 15% chance at any given time that Hesperix is away from the lair, either patrolling Level 9D with 4 priests and 8 acolytes, or visiting one of the other goblin or priestly complexes in Rappan Athuk.

10C-1. Bloodways Entrances

The doors swing open from the Bloodways proper into each of these ten foot wide hallways. Just above the lintel inside the door, a symbol is carved into the stone. This symbol acts as a *forbiddance* spell, but only with regard to undead and mist. Intelligent undead receive a Will save (DC 20) to bypass it, but once they fail the save they are unable to make another attempt. It takes 10 points of damage (hardness 8) to destroy the symbol.

The walls of the hall are decorated in frescoes, similar in style to the frescoes seen in the various Fresco Rooms of the Bloodways, but in much better repair. They depict undead of all types cowering before shadowy men wielding holy symbols of Orcus. Three wall sconces line each wall, though they are empty, and the hall is unlit.

These corridors are used as direct accessways to the Bloodways. The priests of Orcus only use them when conducting expeditions into the Bloodways (maybe only once every two to three weeks), and they are otherwise largely unused.

10C-2. Hall of Chains (EL 9)

This hall connects the passage leading to the Goblin Outpost (Level 10B) and Grezneck (Level 12A) with the Talon of Orcus. It is designed to intimidate goblin petitioners and terrify prisoners.

The hall is 20 feet wide, and the walls are stained with layers of blood and gore, so thick that it is sometimes difficult to discern the wall frescoes beneath it depicting goblins being tortured and sacrificed on altars. Chains, many ending in barbed hooks, dangle from the 20 foot high ceiling, reaching down as far as 15 feet in places. The chains are coated with gore, and gobbets of flesh still adhere to some of the hooks. There are also a dozen bodies attached to chains and hooks suspended overhead, constantly writhing and moaning softly in agony. Their motions keep the chains gently swinging and clinking against one another. These are **goblin juju zombies** (see the *Tome of Horrors* by **Necromancer Games**), and are incapable of freeing themselves. The hallway is unlit.

These zombies serve both to intimidate visitors to the Talon, and as a means of defense. If called upon by any cleric of Orcus, they pull themselves down and attack any intruders, wielding spiked chains still embedded within their flesh.

Juju Zombies, Goblin (12): CR 2; hp 16; see the **Appendix**.

10C-3. Shrouded Shrine

This large square room is shrouded in perpetual gloom, save for certain key areas that are magically lit.

There is a 50% chance each of 1d6 acolytes and 1d3 priests being in this room at any given time, performing maintenance, praying before the altar, or just passing through. There's also a flat 5% chance that a ceremony is underway, involving rituals that require all the priests and acolytes in the temple to be in attendance.

The doors to 10C-1 and 2 are flooded with a faint, nauseous yellow radiance. Before the door to Area 10C-2, this glow extends forward into the room, and illuminates a 10 foot diameter pit filled with a roiling deep red slime, like semi-congealed blood. At the far end of the room stands the Talon's main shrine, illuminated with a hellish red light emanating from an unseen point just over the altar, casting lurid shadows on the statues behind it, and throwing the wall behind the statues into darkness.

The unlit areas are filled with magical shadow that provides 40% concealment and a -10 circumstance penalty to all Spot checks. The darkness is considered a 5th level effect cast by a 16th level priest for the purposes of dispelling or negating it.

There are four doorways leading out from the corners of the room, which require a Spot check DC 25 to notice. In addition, hidden in the darkness at areas indicated on the map are patches of caltrops, designed to be a simple defense against intruders. These caltrops are moved about regularly, and always are after any assault. Finally, there is a set of three steps leading from the area of the pit up to the location of the altar, and if these steps are not noticed, a person moving past them in the gloom must make a Reflex save (DC 15) or stumble and fall, sustaining 1d6 points of subdual damage. The Spot check to notice the stairs is DC 25, and to notice the caltrops is DC 30.

The pit near the southern end of the chamber is filled with a red gelatinous substance that is harmless, but lurking beneath the surface are **two blood golems**, whose movements cause the surface of the pool to roil. The golems are under the control of the priests of the temple, and are under orders to attack anyone who comes within 5 feet of the edge of the pit, or emerge and attack if commanded by any of the priests. The pit itself is 6 feet deep, filled nearly to the brim with red slime and the blood golems. There is no treasure within it.

The altar is made of obsidian, rough hewn on the side but sharpened into many razor-edged spikes on top. The top is also liberally stained with blood and other exudates

from sacrificed creatures, and reeks with a foul charnel smell. Behind the altar, looming 17 feet tall (nearly to the ceiling) is a great statue of Orcus, carved of granite. Flanking the statue of Orcus is a pair of human-sized cowed statues bearing scythes; the faces within the cowls are skeletal. Despite their ominous appearance, neither the statues nor altar have any unusual magical properties.

Behind the statue of Orcus a cunningly hidden and locked sliding secret door allows access to the Seeing Room, Area 10C-9. The convoluted metal key found on Hesperix and the priests serves to open this door.

Secret Door: Search DC 24, Hardness 7, 60 hp, Break DC 25; Open Lock DC 25.

Blood Golems, Advanced (2): CR 7; hp 93 each; see the **Appendix**.

Caltrops: Anyone moving through an area of caltrops is subjected to an attack with a +0 bonus, but bypassing the victim's shield, armor, and deflection bonuses. The person does get a +2 AC bonus if wearing shoes or boots. If the attack hits, the person takes 1 point of damage and their speed is reduced by half until the wound is healed, one day passes, or a successful Heal check (DC 15) is made. A person can pick his way through caltrops at half speed by shuffling his feet if he so desires.

10C-4. Hall of Victories (EL 8)

Running from a door in the southeast corner of the Shrouded Shrine is a five-foot wide hallway decorated with more frescoes, these depicting images of victories won by the followers of Orcus. Villages are sacked, paladins and clerics of good gods sacrificed, and exultant priests receive blasphemous blessings from Orcus. The hall is lit by three lanterns with red-tinted glass hoods hanging from hooks in the walls.

The door at the end of the hall opens onto another corridor, decorated with more of the frescoes, but these depict priests engaging in foul acts with various corpses, demons, and undead. The hall is lined with small, elegant tables carved with screaming faces, expensive gold lamps with tinted red hoods and engraved with leering demons, and other valuable but grim furnishings weighing a total of 1,000 pounds and worth 5,000 gp to a collector who would be interested in buying such dubious items.

Doors in the south side of that hall lead into the priests' quarters (Area 10C-6). All these doors are locked, and only the priests and Hesperix possess keys to them. The doors also bear *glyphs of warding*.

Glyph Traps: Each trap goes off if the lock is touched or the door is opened without using the key. Caster level 5; save DC 16; Search (DC 28); Disable Device (DC 28).
—*West door:* Blast of cold (2d8 damage); Reflex save half.
—*Central door:* Blast of electricity (2d8 damage); Reflex save half.
—*East door:* Contagion (cackle fever); Fort save negates.

10C-5. Acolytes' Quarters

Tiers of bunks line the eastern wall of this room, and the center is taken up by several tables and chairs. Oil lanterns on the north and south walls produce a steady light. Near the southwest corner lies a small, covered circular well; the key to the lid hangs on a hook on the wall next to it.

In front of the bunks stand a total of 20 wooden chests. The chests are all unlocked, and contain garments and other relatively valueless items.

Unless a ceremony or a pitched battle is taking place in the temple complex, there are always at least **2d4 off duty acolytes** in here, sleeping, studying chapbooks of occult lore, or engaging in discussion with one another.

10C-6. Priests' Quarters

The doors to these rooms are locked and warded with magical glyphs (see Area 10C-4 for details). Within, each chamber holds two sets of bunk beds, a table, chest of drawers, and a small scroll rack cluttered with writings on Orcus, occult lore, and other unsavory topics. Each room is lit by a standard oil lamp hanging from a hook by the doorway. There is a 70% chance each room contains **1d4 priests**, unless an alarm has been sounded elsewhere or a ceremony is taking place. A scroll in the rack in the western chamber contains a *divine scroll of raise dead* (caster level 9), while the rack in the eastern chamber holds a *cursed scroll* (caster level 13) that steals the voice of whoever opens it; a Will save (DC 20) evades the effect. The rooms otherwise contain little of value.

10C-7. Maintenance Wing (EL 3)

This area has been undergoing recent expansion. The door from the Shrouded Shrine opens into a ten foot wide hallway that runs about 45-50 feet before ending at an area of construction. There is a door on the western wall, and an opening further south that leads to another room undergoing construction.

In the southern end of this corridor, a total of **7 skeletons** and **8 zombies** stand side by side, awaiting orders from the priests or acolytes. The zombies hold mining picks (treat as heavy picks), while the skeletons wield large hammers (treat as mauls). None attack unless commanded by a priest of Orcus, or unless attacked themselves.

Medium Skeletons (7): CR 1/3; hp 6 each; see the **MM**.

Medium Zombies (8): CR 1/2; hp 16 each; see the **MM**.

10C-8. Storeroom

This 20 foot square room is lined with shelves, and a cluster of barrels stands in the northwest corner. The shelves contain jars and crates of food, construction and

maintenance equipment, 28 flasks of lamp oil, 4 extra lamps, and any other mundane supplies you may wish to include here. In the center of the southern wall stands a half-finished stone statue of what appears to be a skeletal figure, being carved from red marble.

10C-9. The Seeing Room (EL 14)

This room is well-lit thanks to *continual flame*-lit torches lining the east and west walls. The room is divided into two portions. The entire area is shrouded with a permanent *nondetection* effect that prevents scrying into or within the room, but does not prevent scrying out of the room.

The southern part of the room is 15 feet deep and 20 feet wide. The east and west walls hold three niches, each containing a mummified body with gems where its eyes should be. At the center of the northern wall, a series of three stone steps lead up into a 10 foot square alcove, holding a basin resting atop a stone altar draped with gold cloth. Behind the altar loom two fat statues of Orcus, each clutching a wand in one hand and a humanoid skull in the other.

Hesperix, the priests, and the Seer use this room for scrying, as the unholy water font can also be used as a *crystal ball with clairaudience* by worshippers of Orcus. The room is well defended, however, by both the two Orcus golems and by the Seer, who resides in this area. Though he does not take part in conflicts in the main temple, any intruders here must face him, and suffer his wrath if they prove hostile.

Orcus Statues (2): CR 6; hp 54; see the **Appendix**.

The Seer, male human Wiz13: CR 13; hp 65; see the **Appendix**.

Tactics: If the Seer is attacked, or feels an attack is a foregone conclusion, he immediately calls the Orcus golems to his aid and positions himself behind the holy water font, using it as cover while he casts spells at the party. The golems use their dimension door ability to flank wizards or other weak-looking opponents that the Seer designates, though if he is reduced to half his hit points he commands them to return and move between any melee attackers and himself. If reduced to less than 15 hit points, he *dimension doors* to 20J, gathers his possessions as quickly as possible, murders his apprentice, and teleports away.

The mummified bodies are simply corpses, not undead. The gems can be pried from their eyes; each is a black opal worth 50 gp, and there are 12 in all.

In the northwest corner of the room there is a cunningly concealed secret door that leads to the Seer's personal quarters. Note that because of the *nondetection* effect, magical means of finding the door do not function. The secret door is locked but untrapped, and only the Seer has the key.

Secret Door: Search DC 28, Hardness 7, hp 60, Break DC 35; Open Lock DC 30. This door is also *arcane locked*

by the Seer; the Break DC drops to 25 if this effect is dispelled.

10C-10. The Seer's Retreat

Past the locked secret door in Area 10C-9, a crude passage descends via rough stone steps down to a roughly 15 foot diameter cave. The cave contains a large, iron-framed bed, a table, several shelves of books with a fresh skull resting atop it, a small lab table, and a woman in a torn smock chained to the foot of the bed.

The chained woman is Zatalya, the Seer's current apprentice, whom he is still in the process of breaking and molding to suit his needs. She has considerable native talent, but has been reduced to a fearful, cringing wretch, and does little to protect herself other than curl into a fetal ball. Killing her should earn good-aligned PCs an XP penalty, and freeing her should earn them a reward.

If Zatalya is freed and calmed, a charismatic character may be able to get some information from her about the Seer. She does not know his name, but does know that he has only come here within the last month or so, muttering something about a staff.

Zatalya, female human Wiz1: CR1; hp 4; see the **Appendix**.

Treasure: The books on the shelves deal primarily with scrying, divination, and prophecy. They would be worth 2,000 gp to a collector. The Seer's spellbooks are also on one of the shelves, and contains all the spells listed in his repertoire, along with any others the DM sees fit to provide. The skull atop the bookcase is that of Azarthraine, former leader of the Fire Hawks. In addition, the lab table contains 1,000 gp worth of chemicals and reagents, though these are in fragile containers and weigh 20 pounds.

10C-11. Torture Room

The rack, dangling chains, straps, and racks of sharpened blades, pokers, clamps, and other devices all attest to this room's purpose as a torture chamber. Four *continual flame*-lit torches set in sconces on the walls produce a blood-red flame, lending the chamber an infernal look. In the north wall four small, barred windows open into cells in Area 10C-13, and the sounds of screaming, sobbing, or insane laughter may be heard from beyond.

The priests of Orcus use this room daily, both for religious observances and for pleasure. Prisoners that enter this room and the prison beyond do not leave the area alive.

10C-12. Vestry

Accessed from the western wall of the torture chamber, this room holds religious paraphernalia, including incense, ceremonial knives, candles, candleholders, and similar regalia. A locked ironbound door to the north opens into the prison block; the steel keys to this door and the cells beyond are attached to a key ring hanging from a hook just east of the door.

Iron-bound Wood Door: Hardness 5, hp 25, Break 25, Open Lock 25.

10C-13. Prison

This prison block is rank with the stench of voided bowels and despair. There are a total of nine cells. The first eight are ten foot cube stone rooms accessed by locked iron doors; the ninth is used for special prisoners, and is 20 feet square with a steel door.

Iron Doors to cells 10C-13a-h: Hardness 10, hp 60, Break 28, Open Lock 22.

Steel Door to cell 10C-13i: Hardness 12, hp 80, Break 32, Open Lock 30.

The contents of the cells are as follows:

10C-13a: Mezuryk, a 12th level human male rogue and once a member of an adventuring group called the Fire Hawks, sits huddled in the corner of this cell, naked save for a thin flea-infested blanket. His body is criss-crossed with lesions and scars, both fresh and old, from his time as a prisoner. Mezuryk immediately rushes over and begs for freedom once he realizes it is not priests of Orcus at the door. He is as informative and helpful as possible, and if healed and equipped, offers to aid the party as best he can.

In fact, Mezuryk has been tortured and broken by the priests of Orcus, resulting in a split personality. The following are some of the initial personalities he may exhibit:

- **Helpful Mezuryk:** This is his initial personality; it is neutral-good in alignment, and endeavors to be as helpful and useful as possible. As time progresses, this personality becomes increasingly eager to please, until it is little more than a cringing sycophant, eagerly obeying any order given.
- **Demented Mezuryk:** In this state, Mezuryk initially behaves with the intellect of a five-year-old child; he has an alignment of neutral, and an effective Intelligence of 3. Over time the mental deterioration continues, his intellect drops, until finally he is a drooling vegetable.
- **Berserk Mezuryk:** This personality is most likely to manifest in battle. He flies into a barbarian rage (as the barbarian ability) that lasts until there are no more enemies within view. Unfortunately, he has trouble distinguishing friend from foe in this state, and needs to roll a Will save (DC 12) to pick the correct target once his current opponent drops. Once all enemies have died, a final Will save is required to avoid continuing to attack allies, and coming out of the rage. Over time, the DC for the Will save increases as Mezuryk's mind continues to disintegrate. Mezuryk the berserk is chaotic neutral.
- **Gretalla the Great, Bard to Kings:** Mezuryk always had a fondness for music, and with this personality his love for music has been twisted so that he believes he is a world-famous female elven bard;

he speaks grandiloquently, affecting a husky voice, and flirts outrageously with charismatic male PCs. As the mental deterioration continues, the Gretalla personality becomes less coherent, with songs blending one into another or being sung with nonsense words. Gretalla has a true neutral alignment.

- **Mezuryk the psychopath:** Hidden beneath all the other personalities is this one, a lurking monster that maintains a low grade awareness even when other personalities manifest. It possesses a hatred for everyone, and delights in slaying anyone it can get a drop on. Due to Mezuryk's rogue abilities, this makes him very dangerous when the psychopathic personality comes to the fore. Over time, this personality becomes stronger, able to seize control from another personality. Mezuryk must make a Will save DC 15 initially, dropping over time, or the psychopath comes to the fore. The psychopath is chaotic evil.

Other personalities may appear or disappear, but the above represents the dominant personalities contained within his skull. To cure this insanity, a heal or greater restoration spell is required.

Mezuryk, male human Rog12: CR 12; hp 68 (currently 13); see the **Appendix**.

10C-13b: Empty.

10C-13c: Holds the corpse of a goblin prisoner, once a confidante of the goblin Morask. After being tortured of what he knows of Morask's treachery, he was locked in this cell and forgotten. The body has not risen as an undead—yet.

10C-13d: Empty.

10C-13e: Empty.

10C-13f: Contains a **goblin scout** that has only begun to be tortured. Nonetheless, the fear of pain has driven him insane, and he now spends most of his waking time shrieking in terror.

Goblin Scout, male goblin Rog3: CR 3; HD 3d6; hp 14; see the **Appendix**.

10C-13g: Empty.

10C-13h: A dark-skinned humanoid lies huddled against the far wall of this room, sobbing in fear and pain. The floor of the cell is thick with dirt and debris. This is actually a **vampire spawn**, captured by the priests in the Bloodways, who have stored it here to keep it out of trouble. The cell serves as the vampire spawn's coffin.

Vampire Spawn: CR 4, hp 32; see the **MM**.

10C-13i: Unlike the other cells, this one is currently furnished with a hard wooden bed covered with a thin straw mattress and a blanket. Lying tied and gagged on the bed is a brown-skinned half-elf who appears asleep or possibly dead.

This man is **Setiathet**, a priest of the evil god Set. He has traveled from a far land, hoping to set up contact and possibly an alliance with the church of Orcus; unfortunately for him, the priests of Orcus had

little desire for an alliance with some distant power, and so he was imprisoned. However, they have not yet started an interrogation by torture, as they wish to flush out any hidden allies that Setiathet may have. In point of fact, Setiathet is operating alone, and faces a grim death at the hands of the priests of Orcus if fate does not intervene.

Although he is evil, he does his best to cut a deal with any rescuers, promising to assist them in dealing with the temple of Orcus if need be in exchange for his freedom—and he sticks to the letter of any bargains he agrees to. He is only too happy to proselytize his faith if there are any sympathetic people in the group who share a similar world view as he.

Setiathet, male half-elf Clr9 (Set): CR 9; hp 78 (currently 73); see the **Appendix**.

10C-14. Sitting Room (EL9)

This sitting room serves as an antechamber and guard room for Hesperix's private domain. Light floods the chamber from a pair of lanterns containing continual flame hanging from brass hooks on the north wall. A black carpet edged in gold covers nearly the entire floor. Against the east wall is an ottoman, in front of which is a low table. A cabinet holding high-quality liquor stands in the southwest corner.

The stone door on the western wall is locked, and only Hesperix possesses the key to it. The Open Lock DC is 30. It also has three traps upon it.

Poison needle trap: CR 2; mechanical; touch trigger; repair reset; lock bypass (Open Lock DC 30); Atk +17 melee (1 plus poison, needle); poison (medium spider venom; DC 14 Fortitude save resists [poison only], 1d4 Str/1d4 Str); Search DC 22; Disable Device DC 17.

Burnt othur vapor trap: CR 7; mechanical; location trigger; repair reset; gas; multiple targets (all within Area 10C-14); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fortitude save resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

Bestow curse trap: CR 5; magic device; touch trigger (*detect evil*—triggered when door is touched by non-evil targets); automatic reset; spell effect (*bestow curse*, 14th level cleric, DC 17 Will save negates); Search DC 28; Disable Device DC 28. The victim of the curse suffers a -4 penalty on attack rolls, saving throws, ability checks, and skill checks.

The room also holds **4 black skeletons**, lined up along the north wall, each bearing a pair of forward-curved daggers across its body in a ceremonial posture. They attack anyone not wearing an Orcus priest's robe, and otherwise obey only the direct orders of Hesperix.

Skeletons, Black (kukri armed) (4): CR 5; hp 40; see the **Appendix**.

10C-15. Hesperix's Bedroom

A great four-poster bed dominates the western end of this 30 x 40 foot chamber. The walls to the north and south are lined with bookshelves, a wardrobe, and several tapestries, one depicting the symbol of Orcus, another a detailed anatomical study of a dissected human, and a third showing a pastoral surface scene. The floor is covered with wolf pelts to ward away the chill of the stone floor. A small table with a chair stands in the northeast corner, and to the southeast stands an empty manikin of the type used to display armor.

A thorough search of the room turns up 1,000 gp in knickknacks, furnishings, and the like, weighing a total of 250 pounds. The bookshelves primarily contain tomes dealing with necromancy, anatomy, and pro-Orcus doctrine, though one shelf does have a copy of *Pirates of the Purple Dawn*, a lurid tale of romance and adventure on the high seas. The wardrobe contains spare clothes for Hesperix.

Behind the tapestry displaying the symbol of Orcus on the north wall, one section of stone has been replaced with a smooth, nonreflective jet black surface. Those touching the surface feel a mild electrical jolt (dealing 1d4 points of damage per round of direct contact). This black surface blocks access to Area 10C-16. The key to pass this barrier is the black energy blade of Hesperix's scythe Dacris. When it comes into contact with the black surface, the barrier melts away, forming a steep set of stairs leading up to Area 10C-16. This opening lasts for one minute before resealing.

The black barrier cannot be dispelled, though it can be bypassed or destroyed in the same manner as a *wall of force*. Even if it is destroyed, the black barrier returns in exactly one minute.

10C-16. The Vault

This chamber contains the treasury of the Talon of Orcus, along with any valuable possessions looted from captives that has not been sent on to temples deeper within Rappan Athuk. The chamber is 20 feet square, with half the southern wall being a black surface that bars access to Area 10C-15. The rest of the walls are lined with shelves, and a pair of chests sits on the floor in the western part of the room.

The first chest is unlocked and untrapped, and holds the Talon's funds: 863 gp, 1,043 sp, and 163 cp. The second chest is likewise unlocked and untrapped, and holds funds set aside to be transported to other strongholds of Orcus: 93 gp, 200 sp, 83 sp, five 50 gp amethysts, and four 100 gp pearls.

The shelves hold the following:

- 20 vials of unholy water, all clearly stamped with the symbol of Orcus
- a small rack containing a dozen potions: three *cure moderate wounds*, one *bull's strength*, two *haste*, one

fly, one *gaseous form*, two *invisibility*, one *remove blindness/deafness*, and one *neutralize poison*; all potion flasks are engraved with symbols that identify their contents to Hesperix's eyes

- another rack holding 14 scrolls, each containing one spell at the minimum required caster level unless otherwise noted: *cure critical wounds* x3, *dispel good*, *dispel magic* (CL 10) x2, *lesser restoration* x3, *magic circle against good*, *remove disease*, *remove curse*, *restoration*, and *speak with dead* (CL 10)
- a trio of wands in a small rack: a *wand of cure light wounds* (32 charges, CL 5), a *wand of endurance* (16 charges, CL 6), and a *wand of slow* (6 charges, CL 5)
- a weapon rack holding five masterwork heavy maces, three *+1 heavy maces* and an *unholy +1 morningstar*
- a set of magical boots resting near one of the chests; these identify as *boots of striding and springing*, but are actually cursed *boots of dancing*
- a magical lute that provides a +5 competence bonus to Perform checks made while playing upon it
- a bundle containing some of Mezuryk's equipment: a *+3 mithral chain shirt*, a set of masterwork thieves'

tools, a *ghost touch +1 short sword*, and a *+3 short sword*; the rest of his equipment has been filed elsewhere in this room, claimed by other priests of the Talon, or sent elsewhere in Rappan Athuk

- another bundle containing the remains of Setiathet's gear: a suit of *+2 half plate armor*, a *+1 large steel shield*, two unmarked vials containing unholy water, a holy symbol of Set, a magical small golden statuette of Set that serves as a *phylactery of faithfulness* for worshippers of Set only, and a *rod of the viper*
- a third bundle composed of items stripped from another NPC fighter: a suit of *banded mail of luck*, a *+1 flaming greataxe* that can cast *bull's strength* on its user once per day as a standard action, lasting one hour, a masterwork mighty (+2) composite longbow, 40 masterwork arrows, and 7 *+2 arrows*.

Note: Although the contents of this treasury are quite valuable, and may seem overbalancing, be sure to have Hesperix make use of these items liberally when defending the Talon or stalking the PCs within the Bloodways. Further, if Mezuryk or Setiathet is freed, they insist on regaining their equipment.

This chamber is a good location to place maps, diaries, or other hooks for possible future adventures.

LEVEL 11: THE WATERFALL AND AKBETH'S GRAVE

This level contains the final resting place of Akbeth, high priestess of Hecate, who offended her goddess and was transformed into a statue of magical metal, known to the dwarves as *living rock*. The passage to this area is through the mithril gates from Level 9A, leading from the river to a huge waterfall and finally into a vast underground lake. The area is filled with vermin, as well as the odd troll that gets washed down some uncharted waterway (they cannot be drowned permanently). A nest of phase spiders finds good hunting here as well. The principle inhabitant of this level is a large beholder, who feeds on the local vermin. Only one adventuring party ever found its way into these caves, and it never left. The remains of these individuals make up the only treasure present here, except the statue of Akbeth herself, of course. A map of this level is depicted in **Map RA-11**.

11-1. Entrance

This area leads from the mithril gates (Level 9A, Area 9A-3). It consists of a deep, swiftly flowing river leading to Area 11-3. Swimming the river requires a Swim check (DC 25) to avoid being swept over the falls.

11-2. Empty Cavern

These caves contain little of interest: a rat skull here, a beetle carcass there, etc. A check for wandering monsters should be made each time an area marked "11-2" is entered.

11-3. The Waterfall

This waterfall is an incredibly impressive structure, towering over the lake below. It consists of a 220-foot drop from Area 11-1 into a pool of water over 100 feet deep. Anyone swept over the edge takes 20d6-10 points of damage, and must succeed at a Swim check (DC 25) or be drowned by the weight of water pounding down from above. The pool of water spreads out to fill the cavern, becoming less deep and more still as one moves away from the falls. Vision within 100 feet of the bottom of the falls is limited to 20 feet. Note that non-magical light sources will not remain lit within 100 feet of the bottom of these falls, due to the

Level 11

Difficulty Level: 9

Entrances: Waterfall from Level 9A.

Exits: Underwater passage to Level 10A, passage to surface in Area 11-8C.

Wandering Monsters: Check once every hour on 1d20:

1-2	1d6 Fire Beetles (Giant Crawfish in the Wet Caverns)
3	1d4 River Trolls (see Area 11-8B, below)
4-5	3d6 Dire Rats
5	2d6 Stirges
6	1 Beholder (see Area 11-4, below)
7	1d3 Phase Spiders
8-20	No encounter

Detections: None.

Shielding: None.

Continuous Effects: None.

Standard Features: Because the ground is slippery and uneven, each round of melee or running requires a Dexterity check (DC 5). Failure means the PC falls down. Monsters, more familiar with the terrain, enjoy normal movement. Climbing the wet and slippery walls, columns, and other cavern features requires a Climb check (DC 15) unless otherwise noted. Fungus encrusts most surfaces on this level; 20% of the fungus is edible, while 10% is poisonous (Fortitude save [DC 16] resists, 1d6/1d6 Con damage). A Wilderness Lore check (DC 20, DC 14 for gnomes and other underground creatures) allows PCs to determine which are edible.

spray of water and misty conditions. Anyone inquiring about the area behind the falls should be told that there is a recessed ledge behind the waterfall, leading from shore to shore behind it, but should not be told of the entrance (see below) unless *flying* or climbing.

Cave Entrance: Approximately 40 feet up, behind the falls (which can be flown to and/or climbed behind), is a small cave entrance (6 feet in diameter) leading to Area 11-4. Climbing the cliff behind the falls requires a Climb check (DC 25). Failure results in a fall of 30 feet (3d6-3 points of falling damage) and drowning, as above. The cave entrance may only be noticed on a successful Spot check (DC 25) within 20 feet.

11-4. The Hidden Lair of Zaggothma the Beholder (EL 11)

The cave entrance from Area 11-3 leads to the lair of **Zaggothma the beholder**. Any time someone comes to the area behind the waterfall, Zaggothma can make a Spot or Listen check to notice and ambush the intruder. If he fails these checks, he is either in his lair (1-4 on 1d6) or out hunting (5-6 on the 1d6 roll). If he is out, there is a 1-2 chance on a 1d6 of him returning every 10 minutes. Zaggothma is the undisputed king of this level and all other creatures avoid him. He selected this lair due to the natural advantages it affords him, and he uses the terrain effects to his advantage. He is a cunning fighter and will even let the PCs pillage his lair to gain the advantage of the narrow tunnel and steep drop. The cave itself is a narrow (12-foot wide), flat passage, sloping slightly toward the entrance. It provides no cover for those inside, creating a sort of "shooting gallery" for the beholder floating outside the cave, using his eye rays on the "fish in a barrel" PCs.

Zaggothma the Beholder: CR 13; hp 123; see the MM.

Tactics: The beholder levitates 40 feet above the entrance (vision is limited to 20 feet, due to the waterfall) and allows the PCs to enter and loot the lair. He then floats down to the cave entrance, staying 15 feet back, and shoots eye rays down the tunnel. This allows him to use 4 of his eye rays during each round of action, all the while keeping the PCs in his anti-magic cone. He avoids close combat at all costs, levitating above the ground and avoiding Joe Platemail's sword. Zaggothma uses his fatal rays on fighter types, focusing on those with missile weapons, but concentrates his anti-magic ray on any obvious spellcasters, especially those who are flying or levitating, plunging them into the waterfall below. He also uses his *disintegrate* ray to break ropes or other climbing devices in order to drop PCs into the water below.

Treasure: In the cave lair of Zaggothma are the bodies of six adventurers who long ago found this lair and passed the mithril gates using a holy symbol of Hecate to turn the hydra aside. The beholder is a poor housekeeper and merely leaves this stash lying all over the cave floor. The hoard contains 2 suits of full plate, rusty, but restorable; 1 gold holy symbol of Hecate, worth 120 gp; 1 suit of +3 leather armor; 2 potions of heroism; 1 adamantite shield; 1 ring of force shield; 1 set of vestments of faith; 220 gp, 122 sp, and 5 small garnets worth 25 gp each; miscellaneous adventuring gear (ropes, spikes, etc.); and *Demonclaw* (see sidebox).

Demonclaw

Demonclaw is a +3 *anarchic thundering greatsword*, +6 vs. *lawful outsiders*. Demonclaw is an intelligent weapon, and as such will either select or reject a bearer based on alignment (it will only accept a chaotic bearer). The sword appears as a greatsword made of rune encrusted superior quality metal, with a hilt made from the hand of a demon, withered and dried from age. It has the primary powers of granting the wielder *spell turning* ability vs. *lawful outsiders* only, grants the bearer virtual use of the Improved Initiative feat, allows the bearer to rage as a barbarian of equivalent level, and has the extraordinary power of *true seeing*. Its special purpose is to slay *lawful outsiders*, and each successful hit on a *lawful outsider* reduces the creature's natural AC by 1 point permanently. The sword is Chaotic Neutral, with Int 11, Wis 12, and Cha 16. It communicates by speech and telepathy. Its ego is 21. The only drawback to wielding Demonclaw is that once grasped, it bonds to the left hand of the bearer and cannot be removed by any means short of a *limited wish*, *wish*, or *miracle*. It also compels (Will save [DC 21] to avoid) the bearer to attack immediately any *lawful outsider* he encounters.

11-5. The Great Lake

This huge lake dominates much of this level. Numerous underground springs and river flows lead into and out of it. The lake is alive with fish and crustaceans, all blind and accustomed to the dark cave. Despite the usual Rappan Athuk tradition, most of these creatures are harmless. The one risk of being near the lake is that the trolls, beetles, and other predators present on this level feed here. Wandering monster checks are made every 10 minutes while within 30 feet of the lake. On the south side of the lake, a subsurface channel leads to level 10A. This channel looks like all of the others (there are 12 total) and cannot be distinguished except by magic. Traversing this channel requires a Swim check (DC 20). Failure requires a Fortitude save (DC 20), failure of which indicates death upon arrival at Level 10A.

11-6. The Isle of Akbeth

In the center of the great lake is a small island made of rough stone. The island measures 40 feet in diameter and is adorned with a single feature. The statue of Akbeth stands in the very center of the island.

The Statue of Akbeth

The statue stands nearly 6 feet tall and is composed of ruby-red rock that appears as a sort of rough gemstone material. This material resists in any attempts to harm or enchant (e.g., *teleport*) it. The statue is a perfect image of a

30-ish woman, with long flowing hair and a well-proportioned body. She wears long, flowing robes and has a holy symbol of Hecate dangling from a fine chain around her neck. On her left hand is a large ring of gold set with a huge (100,000 gp) square cut emerald. The ring, seemingly, is the only part of the statue not made of the strange rock. It is highly magical.

The statue itself is the once-living form of Akbeth, the high priestess of Hecate. She was cursed by her goddess for some long-forgotten transgression and polymorphed into this statue of *living rock*. This material is effectively 100% magic resistant (spell resistance 50), and can only be cut by adamantine slashing weapons of +3 or greater enchantment. Anything cutting this material must make an item Fortitude save (DC 22) or be destroyed in the process. A new save must be made each round of cutting. The ring is a highly magical ring, allowing the wearer to *shapechange* at 22nd level once per day. Anyone attempting to cut the ring off the statue (requires 2 rounds of cutting) or to harm it in any other way must make a Will save (DC 30) or be *disintegrated*. This last effect is a divine curse on any that would disturb the priestess or the divine judgment laid upon her by Hecate.

11-7. The Nexus Cavern

This cavern provides access to the remainder of this level. Long tunnels lead from the lake-shore to caverns containing vermin and other denizens. This nexus looks like the entrance into a maze, as it contains many exits. Most of these are dead ends; however, three lead to areas of interest.

11-8. The Spider Caves

Examination of this area reveals that no beetle or rat tracks are present in the vicinity. This cave area contains a nest of **phase spiders**. There are finely strung webs covering the entrance to Area 11-8B.

11-8A. Greetings at the Gate (EL 12)

The webs can be seen prior to entry into the first cave on a successful Spot check (DC 22). If they are not spotted, anyone entering this area trips on them, alerting the 12 **phase spiders** within. All 12 immediately attack. They have no treasure, though many hours could



be spent searching through their nests and webs, which contain only rat and beetle corpses.

Phase Spiders (12): CR 5; hp 50 each; see the MM.

11-8B. The Nest (EL 5)

This area contains numerous caches of spider eggs and mummified corpses of rats and beetles. One cocoon contains a very sick yet still living troll, kind of a renewable resource for the spiders, who continue to feed on the trapped beast, even as he continues to regenerate. If freed, the troll, mad with the torture of being constantly fed upon, attacks with great rage (+4 on all attack and damage rolls; -2 AC). There is no treasure here, though 1d6 baby spiders hatch each week to replace losses unless this nest is destroyed.

Troll, River: CR 5; hp 68 each; see the Appendix.

11-8C. The Hidden Exit

Hidden behind all the nasty webbing and egg nests is a large boulder. If this boulder is moved, a long, winding tunnel may be found. This tunnel leads for about two miles, winding endlessly, becoming thin and difficult to pass through, and even looking like a dead end on several occasions. If the PCs are persistent and follow it to its end, they will find themselves outdoors in a small clearing in a woods, a mile from the dungeon.

11-9A. The Beetle Caverns (EL 1)

These caverns contain numerous fire beetles, fire beetle nests, and fire beetle eggs. They are filled from wall to wall with the fungus on which these critters feed, and an eerie red light emits from this area from the glowing glands in the beetle's heads. Once every 10 minutes, 1d3 **giant fire beetles** attack anyone near these caves.

Giant Fire Beetles (varies): CR 1/3; hp 6 each; see the MM.

11-9B. Bugs! (EL 10)

This room contains much fungus and many vermin. Dozens of **giant fire beetles** swarm all over this cave, nibbling at the fungus and hoping for some more "fleshy" morsels. There are a total of 80 beetles here, though only 2d12 attack every 10 minutes, the others are busy feasting. If beetle bodies (or any other bodies for that matter) are left here, they will be devoured in 3d6 minutes. There is no treasure here.

Giant Fire Beetles (80): CR 1/3; hp 6 each; see the MM.

11-9C. The Crystal Cave

This cavern is filled from floor to ceiling with a vast array of growing, reflective crystals of all shapes, colors,



and sizes. The light of the PCs' torches reflects weird patterns off all the walls, creating a rainbow hue of colors throughout the area. None of these are particularly valuable, netting anyone trying to market these stones around 5 gp per pound of material. The trolls living on this level find this room disturbing and will not willingly enter it. Likewise, if the beholder attacks while the PCs are in this room, any eye ray misses are reflected at another random target (including the beholder itself).

11-9D. The Lost Altar of Hecate

This area was once the private shrine of Akbeth. In the far corner of the cavern is a fungus covered, brilliantly carved altar dedicated to the goddess of magic. It will not be noticed unless someone makes a successful Spot check (DC 20) within 20 feet due to the current state of disuse. The altar is carved from a block of pure white marble, inlaid with gold and silver. It stands 8 feet tall and is 20 feet wide along the rear of this cave. A large symbol of a many-headed hydra is etched into the back plate above the altar stone.

If the altar is cleaned and restored, the goddess blesses all who participate, causing them to make automatically their next saving throw against any magical effect. The next spell cast by any spellcaster participating automatically has maximum effect. Each of these effects occurs only once for each individual. If a worshipper of Hecate of any class is involved with restoring this altar, that individual gains 1 level of experience as well. Likewise, anyone defacing the altar (e.g., prying out the 200 gp worth of precious metals, etc.) suffers the reverse fate (automatically misses next save, next spell is minimum effect, loses 1 level).

11-10A. The Wet Caverns (EL 8)

These caverns are either partially or totally flooded, depending on the season. For purposes of the adventure, the DM should make them accessible the first time they are encountered. At the entrance to these caves lives a small group of 3 **river trolls**. These trolls like the steady food source in these caves and will fight off any intruders. They will not pursue anyone retreating away from these caves, however, as they have easy prey here and do not desire to fight to get food. They have no treasure.

River Trolls (3): CR 5; hp 68 each; see the **Appendix**.

Tactics: These trolls, unlike most of the denizens of this level, actually employ a battle strategy when they fight. They fight until severely wounded, then retreat into the pool at Area 11-10C. The fish and the trolls have an uneasy truce: it bites hard, yet it is afraid of them as well (and they taste terrible). The trolls will not fight to the death unless cornered. Under no circumstances will they pursue opponents out of these caves, unless they may remain in a water area and retain the advantage. They typically grab their opponents and either throw them into the water or jump in while grappling them. The latter can

be done successfully on an opposed Strength check. This strategy prevents the use of fire against them and simultaneously allows them an opportunity to drown their victims, as it is unlikely that PCs can hold their breath as long as a troll can (Con 23).

11-10B. Crawfish Boil (EL 8)

This area contains a warm, bubbling fumerole that jets hot water from Level 10. The high water temperature results in numerous minerals being deposited along the walls and floor of these pools. It also creates a warm, happy living area for a group of 10 **giant crawfish**. These critters are always hungry, mindlessly attacking any that enter the cave.

Crawfish, Giant (10): CR 2; hp 30 each; see the **Appendix**.

11-10C. Big Fish, Little Fish (EL 3)

When this area is reached, the tunnel floor drops down and the water deepens to 20 feet. During periods of flooding, this area connects to the lake itself. Also during these periods, some critters normally living in the lake migrate here, only to become trapped later when the water level falls. Recently, a **giant gar** traveled from Level 10A to this level and became trapped when the water level declined. It is well fed (from crawfish and smaller prey), though anyone swimming in this murky water is immediately attacked. The giant gar retreats if wounded for over 50% of its hit points, hiding in an underwater cave jutting back 30 feet under the northern lip of the pool.

Gar, Giant: CR 3; hp 38; see the **Appendix**.

11-10D. The Beach (EL 7)

This sandy area rises up from Area 11-10C to form a shallow water beach area, no more than 2 feet deep with water at any point. Most of the area is covered with large, clear eggs. Guarding these eggs are 6 **giant crawfish**. If the eggs are not destroyed, crawfish are replaced at a rate of 10 per month, though most are eaten while still juveniles by the giant fish at Area 11-10C. The crawfish attack any that invade their nest.

Giant Crawfish (6): CR 2; hp 30 each; see the **Appendix**.

11-10E. The Vein of Mithril (EL 5 to 10)

A very careful search of this cave wall reveals a vein of pure mithril along a seam in the wall. This vein contains 12 pounds of pure mithril, enough to make 3 small, 2 medium, or 1 large weapon. There are also 3d6 **dire bats** here at all times.

Dire Bats (varies): CR 2; hp 30 each; see the **MM**.

LEVEL 11A: THE GATES TO THE GOBLIN CITY & THE VAMPIRE LAIR

This level contains a lost vampire lair, with a family of vampires imprisoned by the forces of good that attacked this complex many years ago. The entrance to their lair has been warded by the minions of Orcus with two major encounter areas: a corridor trapped to allow swarms of undead to be unleashed upon the party; and a trapped gate, set to release two demons. Finally, this level contains a long-unused back gate to the Goblin City on Level 12A. A map of this level is depicted in **Map RA-11A**.

11A-1. The Roper Cavern (EL 15)

This cavern appears to be just another of many located in the depths of Rappan Athuk. Numerous stalactites and stalagmites cover the floors and ceiling, and cave critters scurry about. Fungus grows on many surfaces and the damp stench of decay fills the air. The river flows underground from Level 7 and leads nowhere. The one exception to the norm is that **3 ropers** have made this out of the way cavern their home. They have little competition for the rats and bats that inhabit their cave, though they are always on the lookout for larger prey. All three hide among the stone garden of stalactites, making them virtually impossible (Spot DC 40) to detect until they attack. Their usual location is near the river, in the southern half of the cavern, by the exit to Area 11A-3. They attack as soon as over half the party is in range.

Ropers (3): CR 12; hp 102 each; see the **MM**.

Tactics: The ropers each select one victim and attack with all 6 strands, hoping to incapacitate one person each before attacking again. Once a victim falls (Strength 0), they abandon that victim and attack another. Once all are drained of Strength, they drag each victim into their maws and devour it. They are too slow to run away, so they fight to the death. They do not pursue if the PCs flee, as they have no real hope of catching anything that can run.

Treasure: Each roper has 4d10 pp and 3d6 100 gp gems in its gullet.

11A-2. Empty Room

The occasional piece of junk or debris litters those areas marked "11A-2." DMs should also roll a wandering monster check each time PCs enter areas designated "11A-2."

Level 11A

Difficulty Level: 15

Entrances: River tunnel from Level 7.

Exits: Huge iron gate to Level 12A.

Wandering Monsters: Check once every 12 hours on 1d20:

1-2	1d4 Human Acolytes of Orcus
3	2d4 Goblin Scouts
4-5	2d6 Dire Rats
5	1d6 Stirges
6	1d4 Trolls
7-20	No encounter

Detections: None.

Shielding: None.

Continuous Effects: None.

Standard Features: Unless otherwise noted, all doors on this level are made of locked, iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 18], Open Lock [DC 20]). All secret doors are made of stone (2 in. thick; Hardness 8; hp 30; Break [DC 22]; Open Lock [DC 20]; Search [DC 20])

11A-3. The Demon Gate (EL 10, 17 if demons are summoned)

The passage from Area 11A-1 leads down a stone corridor and ends in a gate. This gate is forged of solid steel and is adorned with grotesque carvings of demonic figures and faces. It is also locked and trapped. Once opened, the area to the south may be accessed.

Locked Iron Gate: 2 in. thick; Hardness 10; hp 60; Break (DC 25); Open Lock (DC 30).

Gate Trap: CR 10; magic device; proximity trigger (*alarm*); automatic reset; spell effect (*gate*, pulled to a location; Will [DC 23] to resist); multiple targets (all within a 20 ft radius); Search (DC 24); Disable Device (DC 24).



Gate Trap: CR 10; if the gate is opened, a *gate* spell is triggered, summoning forth 2 **glabrezus** (demons), which attack immediately; Search (DC 34); Disable Device (DC 34).

Glabrezus (2): CR 13; hp 174 each; see the *MM*.

Tactics: They cast *mirror image*, followed by *confusion* (one) and *reverse gravity* (two). They use their *teleport* ability to stay away from fighter types, using their *burning hands*, *chaos hammer*, and *unholy blight* abilities until they are forced to fight hand-to-hand. They fight until slain.

11A-4. The Hall of Heroes (EL15)

This long hallway appears to be made of brilliant red tiles contrasting with polished granite walls and blue stone columns. Along a central path are inscribed runes that seem to be in some sort of code (actually gibberish), leading between two sets of 20 columns. The hallway leads 200 feet to a dead end. Each 10 feet on either side of a central walkway are two pillars. As long as the PCs head south (toward the dead end), nothing happens. Once they begin to walk back toward the door, however, a terrible event happens. When passed from south to north, each column emits a **wraith** that attacks. If a PC tries to escape by running away, it is possible that up to 40 of these horrors could be faced at once. There is no treasure. The wraiths fight until destroyed.

Wraiths (40): CR 5; hp 32; see the *MM*.

11A-5. The Keys to the Kingdom

Hidden behind a secret panel (Search DC 30; Open Lock DC 25) in this otherwise nondescript room (treat as if this were another Area 11A-2) is the means of finding the lairs of the vampires in Area 11A-6. This panel is warded with a *antipathy* spell (Will save DC 33 to open) and was placed here by the great cleric Bofred to prevent access to the vampire lairs in Area 11A-6. Once the panel is accessed and opened, a small coffer can be found beyond. This coffer contains four small objects: a silver spoon, a jade carving of a cat, a lapis earth-mother figurine, and a miniature mithril sword. None are magical.

11A-6. The Vampire Lair (EL17)

This room appears to be a simple rectangular room, with no apparent exits other than the corridor leading in. The walls and ceiling are made of simple stone and mortar, crudely finished and indistinguishable from other walls of the dungeon. In the center of the floor is a faded painting of a holy nature, showing deeds of good and law and with an artist's signature reading "Bofred." There are four small depressions in this painting, which can only be found if the dirt and dust are swept away. Each depression fits perfectly the silver spoon, the jade carving of a cat, the lapis earth-mother figurine, and the miniature mithril sword found in Area 11A-5. If all four objects are placed in the depressions, four panels slide aside, and the **vampires** hidden in the alcoves (A-D) spring forth.

“The Glutton”

“The Glutton” is a +3 *keen wounding longsword*. It transmits touch attacks such as vampiric level drain as if it were an extension of its wielder's body. It has the following statistics and powers: Int 12, Wis 13, Cha 13, Semi Empathy, Alignment CE. Any blood spilled upon the blade soaks into the sword like a sponge.

They have been imprisoned for nearly 3 centuries (the ward placed by Bofred) and are very hungry.

Trezelle, Male Human Vampire, Ftr14: CR 16; hp 146; see the **Appendix**.

Mhao, Male Human Vampire, War8: CR 10; hp 76; see the **Appendix**.

Itara, Female Human Vampire, Sor12: CR 14; hp 108; see the **Appendix**.

Swoana, Female Human Vampire, Com3: CR 4; hp 26; see the **Appendix**.

Vampire Personalities and Tactics

General Tactics: The vampires are hungry and happy to be free. There is no real bargaining with them, though Itara may pretend to call a truce if she is the only one left, slowly using her spells and powers to confuse, charm, and destroy the PCs. If any vampires are slain in their corporeal form, they are forced into a sleep state in their crypts. Here they can be destroyed as usual. Sadly, they have no “hidden” lair to return to and hide if killed.

Grezell is a former warrior of great renown. He wears full plate armor and normally fights with a greatsword. If either Itara or Swoana are killed, he becomes absolutely berserk, fighting at +4 to attack and damage but with a -2 penalty to AC for the remainder of the combat. He appears as a holy knight, wearing symbols of the god of justice and looking like a paladin with blond hair, blue eyes, and an air of nobility about him. Grezell immediately attacks the closest fighter, attempting to drain and slay with reckless abandon.

Mhao was Grezell's squire in life. He is far too mad with thirst to do anything but attack at once. He wears chainmail and is otherwise a common appearing man. He has reddish blond hair and brown eyes.

Itara was Grezell's wife in life, a sorceress of some power. She alone retains the will to think rather than just attack. She will select spells according to what is happening, beginning with a haste spell on Grezell. She alone will use her dominate person ability, saving hand-to-hand fighting as a last resort. She is beautiful,

looking the part of the noblewoman she was, with light gray eyes and jet-black hair. She wears fine silks and jewels, and only her fangs and pale skin show that she is undead. If Swoana is threatened, she rages and attacks as Grezell above.

Swoana was a common human child before her family was changed to vampires. She has the mind of a ten-year old girl and is too hungry to do any thinking; she attacks at once, searching out the smallest victim possible. She looks like Shirley Temple with fangs, dressed in a child's dress and carrying her teddy bear.

In each alcove is a simple coffin, made of stone and containing the remains of each vampire.

Alcove A

This alcove contains the remains of the head male vampire, Grezell. In addition to his personal magic items, there are 4 large pieces of jewelry worth 2,800 gp total, as well as an iron bound +1 *manual of gainful exercise* hidden in his coffin.

Alcove B

This alcove contains the remains of a male servitor vampire of Grezell's, named Mhao. He prefers to fight using his bare hands and leaves the spear in place while he attacks.

Alcove C

This alcove contains the remains of Itara, Grezell's mate and lover. Itara wears 12,000 gp of fine jewelry and leaves nothing in her coffin as she attacks.

Alcove D

This alcove contains the remains of Grezell and Itara's young daughter vampire Swoana. Swoana has a teddy bear that is enchanted to radiate *unhallow* and *desecrate* spells in a 100-foot radius. There is no treasure in her crypt.

11A-7. The Gates to the Goblin City

This room contains a secret hidden gate to the Goblin City. It is barred from the side of Level 12A with a 2-foot-thick stone slab. This gate cannot be opened from this side, though this room could be accessed from Level 12A if the PCs find the gate from the other side. The gate radiates a permanent *protection from undead* aura. Likewise, spells such as *passwall* or *ethereal jaunt* allow PCs to pass through this gate in either direction. It opens into Area 12A-29, the Hall of the Titan Cyclops. This gate is never used by the goblins, as the goblin priests fear the vampires living on this level and have warded the gates against their intrusion.

LEVEL 12: THE SLAVE PITS

There may not be a more wretched and unfortunate place for a stranded adventurer to end up than here. Indeed, death in battle would be preferable to the future that awaits a slave of the powerful goblins that inhabit this level. Perhaps slaves is a misnomer, however, as these prisoners are asked to perform no labor; instead, they serve as guinea pigs in the goblins' diabolical experiments in torture, and, eventually, are sacrificed to Orcus himself. The goblins and their human priests are interested in torturing powerful creatures and so most of the slaves are captured adventurers awaiting their ignominious end. The PCs themselves could conceivably be brought to this level as slaves, particularly if they made dreadful mistakes on Level 12A.

There are two very powerful slaves currently in captivity (see Areas 12-21M and 21R). Freeing one or both of these men might serve as a quest for the PCs. A map of this level is depicted in **Map RA-12**.

12-1. Entrance Chamber (EL 14)

Slaves are brought to the pits via the trapdoor leading to Level 7 and the long twisting passage (Area 12-24) to Level 12A. In the northeast corner of the chamber is a wide spiral staircase set in the floor, from which wafts a putrid odor. Prisoners are led directly down these stairs and to their cell. The guards, **4 trolls**, are stationed here at all times. The trolls immediately attack anyone not accompanied by goblins or priests of Orcus.

Troll Guards, Ftr5 (4): CR 10; hp 120; see the **Appendix**.

Possessions: Masterwork greatsword, chain shirt, heavy iron shield, pouch with 100 pp.

12-2. Curtain of Evil

On the northern wall of this corridor is a 10-foot wide shimmering black curtain of energy. The curtain emanates evil and strong necromantic magic. Anyone may pass through the energy field, but good-aligned PCs must succeed at a DC 20 Will save or lose 2,500 XP from the shock of evil. A *dispel evil* cast upon a PC allows him to pass through the curtain without harm.

Level 12

Difficulty Level: 13

Entrances: Spiral staircase from Level 7; twisting tunnel from Level 12A; tar pit ladder from Level 10A.

Exits: Stairs to Level 14.

Wandering Monsters: Check once every 30 minutes on 1d20 in the following areas only: 12-1, 12-2, 12-7 through 12-16, and 12-18 through 12-20.

1-2	4 Troll Fighters (see Area 12-1).
3-4	1d4+1 Goblin Guards (see Area 12-5).
5	2 Goblin Slavers (see Area 12-21A) leading 2 human War2 slaves.
6	1 Torturer (see Area 12-8).
7-20	No encounter.

Detections: Great evil emanates from Areas 12-2, 12-17, and 12-25; moderate evil emanates everywhere else.

Spell Recovery: Clerics of any deity other than Orcus cannot recover spells while on this level.

Standard Features: The walls and floor are cut from the natural rock and are smooth and even. All doors, unless otherwise noted, are iron-bound wooden doors (2 inches thick; Hardness 5; hp 20; Break DC 23). Locked doors, unless otherwise noted, require an Open Lock check at DC 25. The locks to the Slave Pits (Areas 12-21D through 21R) are exceptional (Open Locks DC 30).

Light: All areas except 12-5, 12-6, 12-17, and 12-25 are unlit.

Narrow Tunnel: The tunnel connecting Areas 12-17 and 12-23 is 3 feet wide. Small and Medium creatures can crawl through this passage; larger creatures cannot navigate this tunnel unless they are long and slender or flexible, and Huge creatures cannot pass at all. Medium-sized creatures suffer a -8 penalty to all attack rolls, and Small creatures using all but thrusting weapons suffer a -4 penalty to attack. No Reflex saves are permitted for area spells in this tunnel.

New Magic Item: Claw of Orcus

A claw of Orcus is a small gold pendant in the shape of a clenched claw. If a devoted worshiper of Orcus wears the pendant, he or she is granted a +4 enhancement bonus to his or her Strength. Non-believers wearing a claw suffer 1d6 temporary Strength loss for as long as it remains around their neck. Unfortunately, these PCs must succeed at a DC 18 Will save or refuse to remove the claw, believing it is granting them great power.

12-3. Small Worship Area

Within the curved northern wall are set three statues of Orcus, each 2 feet high. The statues are secured on cylindrical axes that descend into the wall, making removing them very difficult (Strength check DC 28). Rotating the statues is possible, however, and is, in fact, the only way to open the secret door in the east (Search DC 20). If the leftmost statue is turned to face west, the middle is turned to face north (that is, 90 degrees), and the right is turned to face east, a clicking sound is heard and the secret door may be opened. There is no other way to open this door aside from powerful magic (e.g., *stone to mud* and such spells).

12-4. Guard Room (EL 12)

Standing watch over the entrance to the Viewing Area are 6 **goblin guards**. Only High Priests are allowed beyond the doors in the north. PCs disguised as goblins are told to leave, and non-goblins are attacked immediately.

The iron-bound wooden double doors are locked and very sturdy (2 in. thick; Hardness 8; hp 20; Break DC 22; Open Lock DC 20).

Goblin Guards, Ftr6 (6): CR 6; hp 44; see the **Appendix**.

12-5. The Viewing Area

The double doors in the south open to reveal a chamber in which the northern portion is blocked by a portcullis. Beyond the portcullis is the Viewing Area: a platform with five high-back chairs set facing out onto Area 12-6. The portcullis can only be raised by uttering the words *culminus ovari*, succeeding at a DC 28 Strength check, or by casting a *knock* spell.

The actual viewing area stands 5 feet above the chamber that surrounds it. Sconces in the walls contain *everburning torches*; Area 12-6 is likewise lit.

If the occupants of Area 12-6 see anyone other than the high priests enter Area 12-5 they immediately spring into action (see Area 12-6 for details).

12-6. Sacrifice Chamber (EL 13)

This ghastly room contains the means by which good-aligned men and women are put to death to feed Orcus' evil. Attached to the northern wall are three sets of manacles. Each set of manacles is placed such that a Small, Medium, and Large sized humanoid could be chained spread-eagle to the wall. Also by the north wall is a steel table containing several cruel-looking knives, needles, razors, and prongs. All these instruments, as well as the floor surrounding the manacles, are bloodstained. Within the chamber are the executioner, the overseer, and 3 enforcers.

The Executioner, Male Hobgoblin Rog5/Asn5: CR 10; hp 55; see the **Appendix**.

Possessions: +2 keen rapier, +3 leather armor, +2 ring of protection, +1 light crossbow, 20 +1 bolts coated in poison (Fortitude save DC 18, 1d6/1d6 temporary Dexterity loss).

The Overseer, Male Goblin Wiz10 (Necromancer): CR 10; hp 30; see the **Appendix**.

Possessions: +2 *amulet of natural armor*; +3 *ring of protection*; +2 *dagger*; *wand of magic missiles* (CL7, 29 charges); *scroll with telekinesis*, *Bigby's interposing hand*, and *fireball*, all at CL9.

The Enforcers, Male Goblin Ftr8 (3): CR 8; hp 80; see the **Appendix**.

Possessions: +1 longsword, +2 chainmail, six masterwork javelins, *claw of Orcus* (see Area 12-4), *potion of bear's endurance* (CL 3, 2 doses).

Tactics: If the PCs attempt to enter the Sacrifice Chamber via Area 12-5, its occupants take the following actions:

First, if they are aware of the PCs before the portcullis is raised, the Executioner fires his poisoned bolt, the Overseer casts *lesser globe of invulnerability*, and the Enforcers take up positions by the viewing area and swallow their *potions of bear's endurance*. As long as the PCs remain trapped behind the portcullis, and no more than two of the monsters are killed, the Executioner continues to fire his crossbow and the Enforcers hurl javelins while the Overseer casts the following spells: *shield*, *spectral hand*, *ice storm*, and then other offensive spells. What spells the Overseer actually casts may depend upon what actions the PCs take. If the PCs magic and ranged weapons capabilities are such that it appears the monsters are likely to lose even while the portcullis remains closed, they retreat to Area 12-7 to regroup.

Once the PCs have raised the portcullis, the Executioner casts *invisibility* and, assuming there are enough Enforcers left standing to protect the Overseer, attempts to observe a PC (whichever has been dealing the most damage to that point) and then deliver his death attack. If he does not have time for the death attack, he simply attempts to sneak attack a tough-looking fighter. In any event, whenever possible, the Executioner always attempts to flank an opponent. The Overseer uses his

prepared *magic missiles* before his wand. If engaged by a fighter, he attempts to use his *Bigsby's interposing hand* scroll.

There is a 15% chance per round that the occupants of Areas 12-8 and 12-12 (assuming they are still alive) hear the combat in the Sacrifice Chamber and hurry to investigate (roll separately for each area).

If the chamber is entered via Areas 12-7, 12-10, or 12-13, the Enforcers rush to form a line of defense while the Executioner casts *invisibility* and so on. The Overseer prefers to cast *lesser globe of invulnerability*, *shield*, and *spectral hand* before casting offensive spells, but he may not have that luxury depending on how the combat progresses.

Treasure: The execution tools are finely crafted and could fetch around 1,000 gp. Good-aligned PCs who destroy these, however, gain a 500 XP bonus.

About the Entrance Rooms

There are three entrance chambers described below, each adversely affecting different character classes. If a PC is multiclassed, the class in which he has the most levels should be used to determine which room affects him. If his levels are evenly distributed, then, unfortunately, he must save for each room in which he has levels, unless, of course, he has levels in fighter and ranger or wizard and sorcerer. Monks, rogues, and bards are exempt from all the rooms.

12-7. Arcane Torture

Chamber Entrance (EL 4)

This simple room appears to be nothing more than an antechamber between Area 12-6 and Areas 12-8 and 12-9; however, the entire chamber radiates magic. Any wizard or sorcerer who sets foot in this chamber must succeed at a DC 20 Will save or suffer 1d6+2 Constitution damage. An arcane spell caster who makes the save must continue to make saves each successive time he or she enters this area. A wizard or sorcerer can only suffer the effects of this chamber once per day, however, so once he has failed, that spell caster is safe to pass through this chamber without further harm.

DM Note: Worshipers of Orcus are immune to the effects of this area.

12-8. Wizard Torture Chamber (EL 12)

The goblins and High Priests are interested in whether clerics, arcane spell casters, and warriors succumb to torture differently. Thus, they have built separate torture chambers for each class. This room is dedicated to the torture of wizards. Aside from an iron maiden, rack, and whipping post, there is a bench containing alchemy paraphernalia, and a locked hutch (see **Treasure**). The **torturer**, a goblin rogue6/wizard6, concocts evil brews

to torment wizards and sorcerers. There is only one completed brew on the table: a small vial containing a grayish liquid. An arcane spellcaster who consumes this vile potion must succeed at a DC 18 Fortitude save or go mad, suffering 2d6+2 points of Intelligence drain.

Torturer, Male Goblin Rog6/Wiz6: CR 12; hp 40; see the **Appendix**.

Possessions: +2 Small short sword, 2 +1 Small daggers, +2 *amulet of natural armor*, *potion of bull's strength* (CL5, 2 doses).

Tactics: If intruded upon, the torturer casts the following spells: *invisibility*, *haste*, *mage armor*, *cat's grace*, and *keen edge*, and then swallows his *potion of bull's strength*. If the party seems sufficiently weakened, he casts *slow*, and then attempts a sneak attack. If the PCs appear very strong, the torturer casts *alter self* and takes the form of a crippled halfling wizard left here to die. He keeps this ruse up for as long as possible, accepting healing and so on, and even giving false details about the slave pits. If asked, he agrees to accompany the PCs, but, of course, looks to escape or sneak attack the first chance he gets.

If the torturer joins the combat in Area 12-6, he prefers to casts *haste*, *cat's grace*, and *keen edge* on himself first. Once in combat, he uses his *slow* spell, and then attempts to sneak attack.

Treasure: The hutch (1 inch-thick wood; Hardness 2; hp 10; Break DC 12, see below; Open Lock DC 20) holds a variety of potion-making ingredients contained in small glass vials and jars. In total, there are 40 vials and 22 jars. Each vial weighs about a quarter of a pound, and each jar weighs a pound. These ingredients are worth 2,500 gp altogether. Also, there is a 50% chance that the ingredients for any 1st to 3rd-level arcane potion can be found in these containers. If the hutch is broken into by force, however, half the ingredients are lost, the value drops in half, and the chance to find the necessary ingredient for any potion drops to 25%.

12-9. Sorcerer Torture Chamber

This room contains an iron maiden, rack, and whipping post but nothing else.

12-10. Entrance to Fighter Torture Chamber

This chamber is similar in all ways to Area 12-7 except that fighters, rangers, paladins, and barbarians must succeed at a DC 20 Will save or suffer 1d6+2 Constitution damage.

12-11. Ranger and Paladin Torture Chamber (EL 12)

This room is identical to Area 12-8, but with the following exception: the torturer here has prepared a special brew for Sir Kingsly (see Area 12-21R). On the table is a vial containing a green liquid. If consumed, the imbiber

must succeed at a DC 25 Fortitude save or suffer 1d6+2 Wisdom damage and 1d6+2 Charisma damage.

Torturer, Male Goblin Rog6/Wiz6: hp 40 each; see Area 12-8, above.

Treasure and Tactics: As per Area 12-8, above.

12-12. Fighter and Barbarian Torture Chamber

This room is similar in all ways to Area 12-9, with one exception: there is a dead fighter strapped to the whipping post whom the torturers have not yet disposed of. This poor man is stripped to the waist, his back and legs horribly scarred from the lash. A *Speak with Dead* spell reveals the following: his name is Clafford; he has been dead two days; he was blindfolded when led from the slave pits to the torture chamber; there are human priests somewhere nearby and the goblins obey them; there is at least one powerful human slave he believes he is still alive.

12-13. Entrance to Divine Spell Caster Torture Chamber

This room is identical to Area 12-7 except that clerics and druids must succeed at a DC 20 Will save or suffer 1d6+2 Constitution damage.

12-14. Cleric Torture Chamber

This chamber is identical to area 12-8 except that there is no torturer present, and there is a dead cleric on the rack. If a *Speak with Dead* spell is cast, Sephron, the cleric, reveals the same information as Clafford in Area 12-12, with the following additions: he has been dead one day; clerics of good-aligned faiths cannot regain spells on this level of the dungeon; good-aligned humanoids are sacrificed nearby to feed Orcus' strength and evil.

Treasure: Same as Area 12-8.

12-15. Druid Torture Chamber

This room is identical to Area 12-9 except that it is covered in dust. The goblins do not see many druids.

12-16. Guard Post (EL 9)

Three goblin guards are stationed here at all times. If the PCs enter via Area 12-14, one guard attempts to run for reinforcements from Area 12-18; if the PCs enter via the door in the north, one guard attempts to run for reinforcements from Area 12-14 and Area 12-6.

Goblin Guards, Ftr6 (3): hp 44 each; see the Appendix.

12-17. Cursed Hall

This long, wide hall leading to the temple has been painted with swirls of red and black and is lit by everburn-



ing torches. Good- or neutral-aligned creatures crossing the spot marked “A” on the map must succeed at a DC 20 Will save or be overcome with a sense of doom and suffer 1d6+1 Wisdom damage. *Dimension door*, *teleport*, or similar magic avoids this effect; *flying* does not.

12-18. Goblin Chamber (EL 13)

The goblin guards and their priest are housed here. There are enough beds and footlockers for 12 guards, though at the moment only 6 guards and the priest are present.

Goblin Guards, Ftr6 (6): hp 44 each; see the **Appendix**.

Goblin Priest, Male Goblin Clr10 (Orcus): CR 10; hp 60; see the **Appendix**.

Tactics: Very simply, the guards do everything they can to protect the priest, who casts the following spells in this order (if possible): *magic circle against good*, *darkness*, *bane*, *summon monster IV*, *hold person*, *doom* (against whichever PC is doing the most damage), and finally *bull's strength* on himself in anticipation of joining melee. The priest prefers to stand back and use his *wand of searing light*, but if combat is going poorly he steps in and casts *slay living*, *mass inflict light wounds*, *poison*, and then his *inflict wounds spells*, starting with *critical* and working his way down to *light*.

Treasure: The footlockers (20 in all) contain the goblin guards' personal effects and a total of 5,700 gp. There is also a locked iron chest that belongs to the priest (see Chest and Trap below). The chest contains 3,800 gp, a gold drinking cup worth 2,000 gp, and a necklace of adaptation.

Locked Iron Chest: Hardness 5; hp 40; Break DC 25; Open Locks DC 23.

Glyph of Warding Trap: CR 4; spell; spell trigger; no reset; spell effect (glyph of warding[hold person], 5th level cleric, Will save DC 14 negates); Search DC 28; Disable Device DC 28.

12-19. Human Priests' Chambers

Both doors leading to this well-appointed room are locked. There is a four-poster bed, a nightstand, an armoire, and a locked, ironbound chest containing the treasure. The walls are decorated with three paintings plundered from the palaces of kings (see treasure below).

Treasure: The locked chest contains 7,450 gp, a diamond encrusted gold torque worth 4,500 gp, and a scroll of three divine spells: *greater restoration*, *create greater undead*, and *firestorm*, all CL16 (a gift from the high priest). Each painting could fetch between 2,500-5,000 gp, if an appropriate buyer was found, but their dimensions (4 ft. by 6 ft.) make transporting them difficult. Removing the paintings from their heavy, silver frames (100 gp value) requires a successful DC 25 Disable Device check to avoid damaging the paintings and thereby

diminishing the value by 10% for every point by which the roll was failed.

Locked ironbound chest: Hardness 3; hp 20; Break (DC 20); Open Lock (DC 23).

12-20. Lower Human Priests' Chambers

Both doors to this chamber are locked. There are four nice beds—two in the north and two in the south—four chests, four nightstands, and a table with four chairs in the center of the room. The chests are unlocked and contain various personal effects of the lower priests and the treasure.

Treasure: 4,000 gp, and 7 gems worth 200 gp each.

12-21. The Slave Pits

This small sub-level—really just Level 12's basement—contains the slave pits themselves. It is reached via the spiral staircase in Area 12-1.

12-21A. The Slavers (EL 13, 14 if 4th Slaver is present)

Three out of the four slavers who oversee the slave pits are lounging here playing cards around a circular wooden table. The room contains only the table and chairs, and a small side table upon which rests a jug of wine and four goblets (see treasure below).

Slavers, Male Hobgoblin Ftr5/Clr5 (Orcus) (3): CR 10; hp 65; see the **Appendix**.

Possessions: +1 longsword, +1 chainmail, heavy steel shield, masterwork heavy crossbows, 20 masterwork bolts, pouch with 100 gp.

Tactics: If the slavers hear the PCs in Area 12-21C, they prepare themselves for combat with the following spells: *bull's strength*, *protection from good*, and *divine favor*. They alert the fourth slaver patrolling the slave cells, and then, if the PCs are still in Area 12-21C, attempt to surprise them. If possible, the slavers start by casting *doom* (two slavers) and *hold person* (the other two slavers). If surprised, the slavers attempt to cast *bull's strength* during the first round of combat. Once in melee, the hobgoblins, using the defensive casting option, alternate between sword attacks and offensive spells.

If combat occurs in Area 12-21A, the fourth slaver arrives four rounds after combat starts, having already cast *bull's strength* and *protection from good*.

Treasure: The kitty for the card game totals 250 gp. The wine is of no value, but the four goblets are made of gold and worth 200 gp each.

12-21B: Slavers' Chambers

Within the room are four sturdy beds; four locked, iron trunks containing the treasure; and a small iron statue of Orcus against the east wall.

Treasure: Besides the slaver's personal effects, the trunks contain 6,500 gp, and three *scrolls* containing one divine spell each, all CL16: *righteous might*, *animate objects*, and *spell immunity*.

12-21C: The Mass Grave (EL 2)

Piled within this large, 15-foot deep, L-shaped pit are the bodies of fallen slaves. There are far too many to count, but the putrid stench attests to the volume and longevity of the decay. PCs entering this area must succeed at a DC 15 Fortitude save or become nauseous and suffer 1d6+3 Strength damage. The nausea lasts for as long as the PCs remain in Area 12-21C and for 1d6 rounds thereafter.

DM Note: The Slavers are immune to the nausea.

12-21D through 21Q: The Slave Cells.

Each cell door is made of iron and well locked. A Slaver, who patrols this hall at all times, possesses a ring that holds the keys to each cell. All prisoners are chained to the wall of their cells. The Slaver's key ring also holds the key to the chains.

Slaver, Male Hobgoblin Ftr5/Clr5 (Orcus): hp 65; see the **Appendix**.

Cell Door: Hardness 5; hp 60; Break DC 28; Open Locks DC 30.

Tactics: If the patrolling Slaver is surprised in this area, he attempts to cast *bull's strength* and *protection from good* before attacking.

12-21D: Empty Cells

If the PCs are thrown into the slave pits, each winds up in one of these cells, chained to the wall.

12-21E: Mind flayer (EL 10)

This cell contains 3 **mind flayers**, each at reduced hit points and Constitution due to torture.

Mind Flayers (3): CR 8; hp 12 (normally 44); see the **MM**.

Development: Although mind flayers would normally shun or attempt to kill the PCs, they are smart enough to aid them for as long as it takes for them to escape the Slave Pits. If healed, they agree to help in the assault on the temple (Area 12-12A), although they flee this or any other combat if their hit points are reduced to half. They know quite a bit about the Underdark and Rappan Athuk and are willing to trade this knowledge for their freedom. If the PCs attack, of course, they defend themselves as best they can.

DM Note: If the PCs slay the mind flayers while they are still in their chains, award no XP.

12-21F: Thiris, Elven Fighter (EL 4)

This cell contains a wounded fighter.

Thiris, Male High Elf Ftr4: CR 4; hp 8 (normally 25); see the **Appendix**.

Development: If healed and provided with weapons and armor, Thiris gladly helps the PCs in any way he can. Otherwise, he wishes to be returned to the surface as quickly as possible.

12-21G: Dryot, Gnome Illusionist (EL 3)

This cell contains a wounded gnome.

Dryot, Male Gnome Ill3: CR 3; hp 2 (normally 11); see the **Appendix**.

Development: Dryot's spellbook has been destroyed. Without it, he is of little use to the PCs.

12-21H: The Fallen Goblins (EL 1)

This cell contains 6 goblins who have been declared traitors.

Goblins (6): CR 1/4; hp 1 (normally 4); see the **MM**.

Development: These poor souls were once residents of Grezneck (Level 12). Now they have been left here to rot and die. If freed, they ask to be returned to the surface.

12-21I: Gabriel, human priest of the neutral good god of the sun.

This cell contains a captured cleric.

Gabriel, Male Human Clr6 (Sun): CR 6; hp 10 (normally 28); see the **Appendix**.

Development: If freed and taken from this level, Gabriel immediately prays for spells (his domains are Healing and Strength), heals himself (if the PCs have not already), and, if equipped with a weapon and armor, is quite willing to return to the pits to aid in the assault. Otherwise, he wishes to return to the surface as quickly as possible. Remember that he cannot regain spells as long as he remains on this level.

12-21J: Zildjin, Human Wizard (EL 5)

An imprisoned wizard languishes in this cell.

Zildjin, Male Human Wiz5: CR 5; hp 3 (normally 17); see the **Appendix**.

Development: Zildjin's spellbook has been destroyed. He lives in Bard's Gate (or a major city of the DM's choice), however, and his master is a Wiz14 who gladly rewards the PCs with either a *wand* of a 4th-level spell, or the opportunity for a PC wizard to copy spells from his spellbook.

12-21K: Barthum Cobb, Half-Orc Barbarian (EL 4)

This cell is the prison of a half-orc barbarian.

Barthum Cobb, Male Half-Orc Bbn4: CR 4; hp 25 (normally 40); see the **Appendix**.

Development: If the PCs can furnish Barthum with a weapon (preferably a greataxe) and armor, this half-orc gladly helps them in the attack on the temple.

12-21L: Silas Barnes, Diamond Exporter (EL2)

This cell contains a non-adventurer, captured in a surface raid.

Silas Barnes, Male Human Exp6 (diamond merchant): CR 5; hp 4 (normally 15); AL NG.

Development: Silas is of little help to the PCs in the dungeon, but if returned to his home in Bard's Gate (or a large city of the DM's choosing), he gladly rewards each PC with a diamond worth 500 gp.

12-21M: Elgar, Human Wizard (EL10)

A heavily-chained wizard resides in this cell.

Elgar, Male Human Wiz10: CR10; hp 12 (normally 38); see the **Appendix**.

Development: Although Elgar's spellbook was destroyed, his two Spell Mastery metamagic feats allow him to have spells available at every level. His mastered spells are: *mage armor*, *magic missile*, *mel's acid arrow*, *dispel magic*, *fireball*, *fly*, *dimension door*, *hypnotic pattern*, *cone of cold*, and *summon monster V*. The Slavers are wary of this cagey old wizard and never permit his hands to go unchained at any time. Elgar is itching to exact revenge on his captors and, once healed, gladly joins the PCs in their assault on the slave pits. Afterwards, however, he is eager to return to the surface.

12-21N: Craven, human rogue (EL3)

An unwilling rogue occupies this cell.

Craven, Male Human Rog3: CR 3; hp 4 (normally 15); see the **Appendix**.

Development: Even fully healed and equipped with a rapier and armor, Craven is unwilling to aid in the assault; he knows he is in over his head, and he is a bit of a coward any way.

12-21O: Commoners

This cell contains common slaves.

Human Com1 (8): CR 1/2; hp 1 (normally 1).

Development: The Slavers do not consider these poor men worth sacrificing or torturing. Thus, they are probably just going to be left in their cells to die of thirst and starvation.

12-21P: Dwarven Warriors

This cell contains a pair of dwarven warriors.

Male Dwarf, War1 (2): CR 1/2; hp 2 (normally 10); see the **Appendix**.

Development: These two brothers are far too weak, even fully healed and equipped with weapons and armor, to be of service to the PCs. If returned to the dwarven kingdom from which they were snatched (DM's choice), however, their king rewards the PCs with a +2 large steel shield.

12-21Q: Sir Kingsly (EL12)

This cell houses a valiant paladin.

Sir Kingsly, Male Human Pal12: CR 12; hp 85; see the **Appendix**.

Development: Sir Kingsly is a recent arrival to the slave pits. Because of his *lay on hands* ability, he is still at full strength (starvation and dehydration have not yet begun to deteriorate his Constitution). Needless to say, if the PCs free and arm Sir Kingsly, he gladly joins them in their efforts against the priests and slavers; in fact, he considers it his holy duty to wipe out this evil cult, and if the PCs are not up to the job, he returns to the surface in search of brave companions who are. Sir Kingsly, though not a man to grow attached to earthly possessions, is nonetheless curious as to the whereabouts of his sword, which, he says, "Cannot be held by evil hands" (it is, in fact, hidden in Area 12-22).

Freeing the Slaves

Obviously, if the PCs kill the Slavers and get their hands on the keys to the doors and chains, they will have a crowd of tired, hungry men and possibly mind flayers on their hands. As noted above, some are willing—eager, even—to join in the assault against the occupants of this level. One strategy the PCs might pursue is to "store" the weaker freed slaves somewhere relatively safe clear out the rest of the level with the stronger NPCs. This is probably the best strategy. The slaves are weak, however, and in some cases frightened, wishing to be brought to the surface as quickly as possible. A slave that is freed and brought successfully to the surface world is worth half his CR in experience points with a minimum of 100 XP. If the PCs merely free the slaves and leave them to their own devices—i.e., let them try and escape Rappan Athuk on their own—not only should the DM not award any experience, it is advised that good-aligned PCs suffer a loss of 100 XP per slave allowed to fend for himself in the Dungeon of Graves. As a cruel alternative, the DM may turn slaves freed in this manner into undead and send them at the party—requiring PCs to confront their mistake face-to-face.

12-22. High Priest's Chambers (EL11)

This lavishly adorned chamber contains a mahogany four-poster bed and nightstand, a teak armoire, and a solid oak desk and chair. The western door is flanked by two thick stone pillars carved with images of demons, dying virgins, decapitated kings, impaled paladins, and so on. Standing beside the bed is a **stone golem**, which animates and attacks anyone other than a priest of Orcus who enters the room.

Both doors to this chamber are locked.

Stone Golem: CR 11; hp 80; see the **MM**.

Treasure: Hidden in a secret compartment in the nightstand (Search DC 23) is a black velvet bag containing 100 pearls worth 100 gp each. In addition a secret compartment in the desk, discoverable with a successful DC 20 Search check, contains a scroll inscribed with five divine spells, all at CL16: *antimagic field*, *destruction*, *earthquake*, *repulsion*, and *resurrection*.

Lastly, beneath the bed is a secret trap door discoverable on a successful DC 20 Search check. Under the trap door is a narrow depression containing Sir Kingsly's sword: a +2 *holy longsword*. The sword was taken and hidden here after Kingsly was imprisoned. The priest is searching for a way to destroy it and is contemplating throwing it into the lava pits on Level 10.

12-23. The Tar Pits and Home of Eloh, the Mad Storm Giant (EL 13)

This large cave is home to several pits of stinking, bubbling black tar, as well as Eloh, a mad, corrupted storm giant. How Eloh lost his mind and came to be evil is not known exactly. Once the change occurred, however, the giant sought out like-minded souls and ended up here in Rappan Athuk. The priests and goblins leave Eloh alone, although he does go to worship at the temple from time to time. If the temple comes under attack, it is possible that Eloh senses this (25%) and goes to aid the priests. If, on the other hand, Eloh is attacked here in the tar pits, the priests do *not* come to his aid—frankly, the giant worries them. He is a little crazy, and they are not entirely certain that he will not view them as enemies some day.

Though mad and evil, Eloh is not immediately hostile to intruders. Part of his insanity is the belief—well grounded, of course—that he is invincible. Thus, he does not rush to attack the PCs. Instead, he waits to see why they have come to pay him homage. Being a storm giant, the PCs should not automatically assume he is a potential threat. Have fun roleplaying this encounter. Eloh is crazy but lucid; he sees nothing odd about being deep beneath the earth surrounded by high-level worshipers of Orcus. He might decide to ask the PCs who they are and how they got here. He might grow bored and dismiss them. Of course, any hostile move on the PCs' part draws his immediate wrath.

Eloh, Male Storm Giant: CR 13; hp 200; see the **MM**.

Possessions: Gargantuan greatsword, Gargantuan composite longbow (Str +14), breastplate.

The Tar Pits: Anyone thrown into the tar pits suffers 1d6 fire damage every round spent in the tar. Once out of the tar, they continue to suffer 1d6 points of subdual damage every round from the heat until stripped of their armor or clothing for 1d3 rounds after they are out of the tar.

Treasure: A narrow, 5-foot deep stream flows through the eastern tip of the cave. Sunken at the bottom of the stream is a steel chest containing 7,568 sp, 2,500 gp, 300 pp, a silver box (150 gp) containing two emeralds worth 450 gp each, a small gold statue of a mermaid riding a dolphin (700 gp), a *potion of heal*, a *potion of owl's wisdom*, and an +2 *amulet of health*. Lifting the chest out of the water requires a successful Strength check (DC 25).

This cave may be reached via the "tar pit ladder" in the northern corner (see Area 10A-24 on Level 10A).

12-24. Tunnel from Level 12A

Slaves are led to the slave pits from Grezneck by way of a narrow winding tunnel that terminates in a small square chamber. Here they are blindfolded and led down the stairs to Area 12-1, and then into the pits themselves.

12-25. The Temple (EL 18)

A set of wide marble steps ascends 10 feet to a large, black dais dominated by an enormous (15-foot high) statue of Orcus. Three tiers of bronze "steps" ring the front of the dais on either side of the marble stairs. Within the temple are five human priests of Orcus, four standing atop the dais, and one—either Tibor, Relnek, or Phesor—at the bottom of the steps keeping watch on Area 12-17. These powerful clerics spend their days devoutly worshiping the dark god and attending the occasional sacrifice in Area 12-5. For the most part, the priests are too busy to bother with any disturbances beyond the temple, but if a significant clamor is raised in Areas 12-1, 12-2, or 12-17, Theron sends Tibor, Relnek, or Phesor to investigate.

Theron, Male Human Clr16 (Orcus): CR 16; hp 125; see the **Appendix**.

Possessions: +3 *flaming heavy mace*, +1 *full plate*, +2 *heavy steel shield*, +2 *ring of protection*, *rod of flame strike* (CL10, 18 charges).

Celleen, Female Human Clr14 (Orcus): CR 14; hp 80; see the **Appendix**.

Possessions: +2 *heavy mace*, +1 *chainmail*, +1 *heavy steel shield*, *ring of freedom of movement*.

Tibor, Relnek, and Phesor, Male Human Clr12 (Orcus): CR 12; hp 65; see the **Appendix**.

Possessions: +1 *heavy mace*, +1 *chainmail*, *heavy steel shield*, *potion of cure critical wounds* (CL10).

Priest Tactics

If surprised in their temple, Celleen and Theron each *cast summon monster VII*, calling forth a bebilith and a fiendish dire tiger, respectively. Meanwhile, the three lower-level priests cast *bull's strength* on themselves. Then, while the two summoned monsters engage the PCs, the priests cast the following spells:

Theron: Casts *unholy aura*, *spell resistance*, *death ward*, *bull's strength*, *endurance*, *disintegration*, *blasphemy*, and then *flame strike*, using his memorized spells first and then the wand. Once he moves into combat, Theron casts *blade barrier* and then his offensive touch spells first in this order: *harm* (twice), *slay living*, *poison*, and then his *inflict wounds spells*, starting with critical and working his way down.

Celleen: Casts *protection from good*, *spell resistance*, *death ward*, *bull's strength*, *endurance*, *disintegrate*, *blasphemy*, and *flame strike*. Once in combat, Celleen uses her offensive touch spells first in this order: *harm* (twice), *slay living*, *poison*, and then her *inflict wounds spells*, starting with critical and working her way down.

Tibor, Relnek, and Phesor: Cast *bear's endurance*, *death ward*, *protection from good*, *bane* (one priest) or *doom* (the other two), and *flame strike*. Once in melee, they use their touch spells first in this order: *slay living*, *poison*, and then their *inflict wounds* spells, starting with critical and working their way down.

This, of course, is only a general plan. These priests are smart and adjust quickly to different situations. If the summoned monsters are doing poorly, for instance, Theron sends one or two of the lower priests into the melee while he and Celleen begin casting *flame strikes*. The DM should look over the spell lists carefully and try to make the best choices possible for a given round of combat.

If the priests are aware that the PCs are on their way (if they have been spotted in Area 12-17, for instance), then, if possible, they cast all their defensive spells first and wait for the PCs to arrive before summoning the monsters.

It is possible the priests could be made aware of disturbances outside the temple and Area 12-17. For the most part, the monsters in the slave pits do not bother the priests unless absolutely necessary. If the PCs attack the slave pits, do significant damage, and then retreat

to rest and regain spells, the priests summon a balor (see below), whom they put on guard in Area 12-1.

Summoning the Balor

If necessary, the priests, while in their temple, have the unique ability to summon a balor to aid them. This balor is a gift directly from Orcus, and the summoned demon obeys the priests faithfully until discharged, although he does not remain at their beck and call for more than three days. The priests are wary not to overuse this privilege and, whether they wish to or not, they cannot summon the balor more than once a month. To perform this ritual, three of the five priests must join hands beside the statue of Orcus, each casts planar ally, and then the trio begins a series of chants and prayers that lasts five minutes. At the end of this ritual, the balor arrives.

Balor: CR 18; hp 110; see the **MM**.

Stairs to Level 14

Within the left leg of the statue of Orcus is a secret compartment (Search DC 25) that contains a small lever. If pulled, the lever opens a trapdoor behind the statue, revealing a set of spiral stairs descending far into the darkness.



LEVEL 12A: GREZNECK

The goblin city this chapter details is unusual for The Dungeon of Graves in that it is not necessarily a dangerous place for the PCs to explore. In fact, depending upon how the PCs decide to deal with the locals, it could serve as a place to rest, prepare spells, and even trade in some hard-won treasures. Should the PCs grow hostile, however, Grezneck, like all of Rappan Athuk, quickly becomes inhospitable and deadly. This is a roleplaying level. If the PCs take the time to get to know the natives, they may learn of a curse that has befallen the city. A pyrohydra, sent by the goddess Hecate, has taken up residence in the northernmost cavern. Slaying this beast endears the PCs to the goblin clerics and the citizenry of Grezneck. A map of this level is depicted in **Map RA-12A**.

There are no wandering monsters in Areas 12A-37 through 12A-45.

Detection: Evil in temple (Areas 12A-37 to 12A-39), Area 12A-7, Area 12A-43, and on the Unholy Island (Area 12A-45).

Standard Features: Unless otherwise noted, all doors on this level are assumed to be made of wood (2 inches thick; Hardness 3; hp 20, Break DC 15). If doors are described as “locked,” a character must succeed on a DC 20 Open Locks check to open them. For the most part, secret doors require a successful DC 20 Search check and rotate on a central axis. Except where specified, all areas are unlit.

Water: In general, the river is between 8 and 12 feet deep, cold, and swiftly flowing (requiring a successful DC 12 Swim check to navigate). Where the river does not pass through caves, assume there is between 6 inches and 2 feet separating the water’s surface and the top of the channel.

Running Grezneck

The main consideration when running this level—at least the southern half—is that it is a city, and that its residents assume that if PCs are in the city then they were meant to be there. While the PCs will probably receive some sideways glances or overhear muttered insults, the locals should merely be considered unfriendly (see “NPC attitudes,” in the *DMG*). Those PCs attempting to improve upon a goblin’s attitude with a Charisma or Diplomacy check receive an added +4 to their roll if they speak Goblin.

Common Goblins

This cave contains hundreds of common goblins, most carrying short swords or javelins. Their stats are as follows:

Goblin War1: CR 1/3; hp 4; see the **MM**.

Possessions: Studded leather, Small shortsword, Small light wooden shield, 3 Small javelins, Small dagger, 1d4 sp, 2d4 cp.

The above assumes, however, that the PCs are human, halfling, or half-orc. Elves, half-elves, gnomes, or dwarves are automatically considered a threat to the citizens of Grezneck. Only a successful DC 25 Diplomacy or Bluff check by a human, halfling, or half-orc can convince a patrol or guard that the aforementioned PCs can be trusted. Clerics of any good religion who display their holy symbols are likewise considered a threat — and no amount of diplomacy or bluffing can convince a patrol that a good cleric can be trusted.

Of course, should the PCs successfully make their way into Grezneck, there is no guarantee that some brave or hot-headed gang of goblins might not decide to pick a fight, nor that a goblin patrol might not decide to single the PCs out and give them a hard time. By and large, most of the locals, even a patrol of guards, will not pose much of a threat to the PCs. Yet should the PCs kill a large number of goblins—even in self-defense—they are in risk of turning the city hostile (see “If Things Go Wrong” for details). The following groups could pose problems for the PCs:

Goblin Thugs

These ruffians may decide to challenge the PCs, even if the city is generally friendly toward the characters, since challenging “foreigners” is a sign of strength.

Goblin, War2 (8): CR 1; hp 11; see the **Appendix**.

Goblin Patrols

Goblin patrols consist of 6 guards and a leader, and are often accompanied by several worgs.

Level 12A

Difficulty Level: 12

Entrances/Exits: Stairs from level 9A; entrances to Underdark in Areas 12A-1 and 12A-32; winding tunnel to Level 12 (Area 12A-22A). A tunnel leads to Levels 10B and 13A from area 12A-12. A Locked Mithral door leads to Level 11A.

Wandering Monsters: In the southern part of the city (Areas 12A-1 to 12A-20), goblins are so ubiquitous as to not even be counted as wandering monsters (see side box). Assume that, unless a keyed area states otherwise, there are always *at least* 6 normal goblins within earshot of the PCs. The wandering monsters for the southern city, then, are unique NPC goblins, higher-level goblins, or creatures present in addition to the low-level goblins. Roll once every 30 minutes on 1d20 in the southern half of the city.

- | | |
|------|---|
| 1 | 10 Ogres (see the MM), trading bowls, cups, and silverware they plundered from a human town, perhaps one of the PCs' hometown. This encounter occurs only once; otherwise treat as no encounter. |
| 2 | 1 Fire Giant (see the MM) with four human slaves (3 Ftr1 and a Rog1; hp 12, 10, 10, and 6 respectively; but all with only 2 hp currently). This encounter occurs only once; otherwise treat as no encounter. |
| 3 | Knoob Chimneybuckles (see Area 12A-10, below) out walking his dire wolves . If dead, treat as no encounter. |
| 4 | A hobgoblin Rog7 , with a cargo of fresh fruit (a rarity this far below ground) to sell. This encounter occurs only once; otherwise treat as no encounter. |
| 5 | 2d8 Goblin thugs looking for a fight (see "Running Greznek," below). |
| 6-7 | A goblin patrol looking for suspicious characters (see "Running Greznek," below). |
| 8 | 2 underpriests (see Area 12A-37, below) looking for infidels. |
| 9-20 | No encounter. |

There are fewer wandering monsters in the northern part of the city (Areas 12A-21 to 12A-46). Check once every 30 minutes on the following chart:

- | | |
|------|---|
| 1-2 | 1d4+1 Hobgoblin Ftr3 (see Area 12A-24, below). |
| 3 | Goblin underpriest (see Area 12A-22, below). |
| 4-5 | Ogre guard (see Area 12A-36, below), |
| 6-20 | No encounter. |

There are no wandering monsters in Areas 12A-37 through 12A-45.

Detection: Evil in temple (Areas 12A-37 to 12A-39), Area 12A-7, Area 12A-43, and on the Unholy Island (Area 12A-45).

Standard Features: Unless otherwise noted, all doors on this level are assumed to be made of wood (2 inches thick; Hardness 3; hp 20, Break DC 15). If doors are described as "locked," a character must succeed on a DC 20 Open Locks check to open them. For the most part, secret doors require a successful DC 20 Search check and rotate on a central axis. Except where specified, all areas are unlit.

Water: In general, the river is between 8 and 12 feet deep, cold, and swiftly flowing (requiring a successful DC 12 Swim check to navigate). Where the river does not pass through caves, assume there is between 6 inches and 2 feet separating the water's surface and the top of the channel.

Goblin Guards, Ftr2 (6): CR 2; hp 11; see the **Appendix**.

Goblin Leader, Ftr4: CR 4; hp 30; see the **Appendix**.

Worgs (2): CR 2; hp 30; see the **MM**.

If Things Go Wrong

When the PCs enter Grezneck—assuming they are in human or demi-human form—the city's residents

and patrols are considered unfriendly. A number of factors, however, can change this attitude for better or for worse. PCs score points for different actions, and these accumulated points determine the locals' general attitude toward them. See "Influencing the Goblins," in the side box. The PCs have 10 points when they enter the city.

If the goblins' attitude improves to indifferent, then the PCs are treated as if they were goblins themselves—which is nothing to be sought after, but better still than where

Influencing the Goblins

Goblin reactions are based on “points” accumulated by the PCs. When they enter the city, they have 10 points, and goblins are “unfriendly.” The chart below details what actions modify the party’s points and what reaction level the goblins have to the PCs.

DM Note: Regardless of points, elves, dwarves, and clerics displaying symbols of good deities always earn a “hostile” reaction.

Points	NPC Attitude
Less than 5	Hostile
5 to 14	Unfriendly
15 to 24	Indifferent
25 to 39	Friendly
40+	Reverent

Adjust the PCs’ score according to the following actions or situations:

Action/situation	Adjustment
Each good cleric in party	-10 points
Each elf, dwarf, or gnome in party	-5 points
PCs overheard speaking disparagingly about goblins	-1 per 5 goblins who overheard remarks
PCs are known to have killed a goblin	-2 per goblin killed
PCs attack a goblin patrol	-20
PCs kill a high-level goblin	-25
PCs insist on speaking Common	-2 points
Each PC who speaks Goblin	+2 points
PCs change an individual goblin’s attitude to friendly	+2 per goblin
PCs change an individual goblin’s attitude to helpful	+4 per goblin
PCs defeat the hydra in Area 12A-32	+15
PCs are disguised to look like goblins	+10 (though no bonus for speaking Goblin)

they started. Should the goblins’ attitude improve to friendly, the PCs are bought rounds in drinking establishments, given advice, perhaps offered a daughter as a wife. Finally, if the goblins are *reverent*, then the PCs are treated like heroes and all but handed a key to the city.

If, on the other hand, the goblins become *hostile*, then the PCs are marked targets. In general, the low-level goblins do not attempt to harass the PCs—in fact, they avoid them. Word travels fast through the city, however, and unless the PCs are in hiding, two patrols seek out the PCs with the intention of killing them or bringing them to the slave pits (via Area 12A-22A). If these goblins fail, three patrols search the PCs out. If these fail, the clerics are sent for. Depending on the severity of the PCs’ actions and the perceived threat they pose, the clerics either round up the hobgoblins from Area 12A-24 or summon the glabrezu and awaken the Titan Cyclops (see below for details).

12A-1. Entrance Cavern

A wide set of stone stairs from Level 9A descends to a large cave bordered by a stream; the roof arches 18 feet above the cave floor. Across the water, a 12-foot high cliff face rises into the darkness. Characters attempting to scale the cliff must succeed at a DC 15 Climb check.

Debris is scattered everywhere: shield straps, bones, offal, sword pommels, broken cups, twisted wire, and cracked helmets. With every step the PCs take, something old and forgotten crunches under foot.

There are two doors leading out of the cave. The eastern door opens into the cave and leads to a tunnel that slopes down at a sharp angle. This natural passage winds downward for approximately half a mile before joining up with Underdark. The DM is free to design the portion of the Underdark to which it is connected, or, if he prefers, simply to omit the door entirely.

The second door is made of iron and locked (Hardness 10; hp 40; DC 28 Break, DC 25 Open Locks). There is, however, a large, brass knocker placed squarely in the center of the door. Engraved in Goblin above the knocker are the words, *strike thrice to enter*. Three evenly spaced knocks signals the goblin guards in Area 12A-3A to unlock and open the doors. Should the PCs make any effort to open the door without knocking, a small slot below the knocker slides open and one of the guards peeks out and calls (in Goblin), “Oy! What ya’ doin’? Can’t ya’ read? Ya want a mouth full o’ me axe?” and so on. If the PCs attack or continue to attempt to open the door, a patrol is summoned (-10 points on the “Influencing the Goblins” chart, above).

12A-2. The Low-Roofed Cave (EL10)

The cave's ceiling is a mere 6 feet high, forcing most PCs to crouch as they explore. Small weapons can be used without penalty here, but the use of Medium weapons incurs a -2 circumstance penalty on attack and damage rolls, and Large and bigger weapons are entirely useless.

The southern portion of the cave is home to **3 Huge monstrous scorpions**, all of which attack if the PCs approach within 20 feet.

Huge Monstrous Scorpions (3): CR 7, hp 75; see the MM.

12A-3. The Great Cavern (ELVaries)

This huge cavern serves as both Market Square and gathering place for the citizenry of Grezneck. Denizens of the Underdark and Rappan Athuk itself travel here to buy, sell, and trade their wares. Because it is forever midnight in the Underdark, the market stays open continuously, with one goblin merchant closing down his stall only to be quickly replaced by another. When needed, the great cavern is cleared of merchants' stalls and "foreigners," and all the residents of Grezneck gather here to solve problems or, more likely, receive instructions from Tribitz.

Typically, there are approximately 125 goblins circulating within this cave, 30 to 40 of whom are merchants. In addition, there are 25 to 50 "foreigners," made up primarily of **orcs, goblinoids, giants, and ogres**. There is a 25% chance that **1d3 drow** are present, a 15% chance for the same number of **derro** or **duergar**, and a 5% chance for a band of **humans**, typically (80%) **necromancers** or **clerics of Orcus**.

Barter here is done in Undercommon or Goblin, though some (10%) of the merchants speak Common (though see above). Most goods from the PHB equipment list are for sale here, though at a 20-50% markup (even more for "foreigners," meaning non-goblins). PCs are free to sell their wares as well, although unless they succeed at a DC 18 Charisma check, they typically receive only 40% of the listed value instead of the customary 50%. Fresh fruit and vegetables, good wine, livestock, and items made entirely of wood are either not for sale at all (90%) or available at exorbitant prices (+200-300%). Should the PCs possess any of the above items, they could, with a successful DC 15 Charisma check, receive upwards of 150% of the item's listed value. Also for sale are such goblin treats as dried human head, dog's liver, cat eyes, xorn tongue, rat teeth necklaces, mouse stew, bat wing berets, and so on. The DM is free to invent whatever prices he or she wishes for these items, should the PCs express an interest.

The area is guarded by **2 goblin patrols** (see "Running Greznek," above) at all times. At the first sign of



significant trouble, the guards in Areas 12A-3A, 12A-3B, and 12A-3E also bolt their doors (+10 to Break DC) and come running.

A number of points of interest are within the cave, all of which are described below.

3A. Guard Post (EL 5)

Two well-armored elite goblin guards stand watch at one of the two main entrances. Anyone wishing to leave Grezneck may do so without question (assuming the city is not hostile toward them), but a price of 1 gp per non-goblin must be paid to enter. The guards keep a locked iron strongbox (Hardness 10; hp 30; DC 18 Break, DC 20 Open Locks) by their side, into which they deposit the entrance fees through a small slot. Needless to say, attempting to steal the strongbox (which contains between 50-100 gp) incurs the wrath of the goblin patrols and a -10 penalty on the Influencing the Goblins chart, above.

Elite Guards, Male Goblin Ftr4 (2): CR 4; hp 25; see the **Appendix**.

3B. Guard Post (EL 6)

Similar in all ways to Area 12A-3A except that there are 3 elite goblin guards and the strongbox contains 100-200 gp.

Elite Guards, Male Goblin Ftr4 (3): hp 25 each; see the **Appendix**.

3C. The Raised Sepulcher (EL 6)

Atop this 15-foot tall mound stands a 6-foot long, 3-foot high stone block carved with various images of Orcus in all his bestial glory. Within the top of the block is a curved depression in which rests a gold offering bowl. Goblins, or anyone else who so chooses, may climb the mound and place their offering to Orcus in the bowl. A **hobgoblin fighter/cleric** stands guard over the offering bowl at all times. Every 12 hours another hobgoblin arrives to relieve the first, who takes that shift's haul to the clerics in Area 12A-37. Making an offering of more than 25 gp to Orcus gains the PCs a +2 bonus on the Influencing the Goblins chart, above. Good-aligned clerics or paladins who make such an offering, however, must succeed at a DC 20 Will save or lose 5,000 XP. An atonement spell reverses the effects of this curse.

Hobgoblin, Offering Guard, Male Ftr3/Clr3 (Orcus): CR 6; hp 36; see the **Appendix**.

The guard only leaves his post if a significant disturbance occurs in the cave below. Needless to say, stealing or attempting to steal from the offering bowl is an unpardonable, capital offense.

3D. The Amphitheater

In this corner of the cave, a raised stone dais looks out over three rows of stone benches. Whenever Tribitz wishes to address the goblins of Grezneck, he does so from this vantage point. During "business hours," this area remains

more or less ignored, although some goblin children can be found scampering between the benches. The dais, however, remains conspicuously unoccupied. Anyone seen mounting the dais is asked to leave it immediately by the patrol. Failure to obey this command results in the use of force by the patrol and an immediate loss of 10 points on the Influencing the Goblins chart, above.

3E. Locked Door

This door is ironbound and well-locked (Hardness 5; hp 20; DC 23 Break, DC 28 Open Locks). Only the clerics of Orcus possess keys to this door. Anyone else seen attempting to gain entrance here is arrested by the patrol and made to fight Droog in Area 12A-17.

3F. Fissures

Throughout the cave, a number of long, narrow fissures issue forth hot, dimly glowing steam. These crevasses are between 2 and 3 feet wide and 10 to 15 feet deep. The source of the steam is a heated underground lake that roils and steams beneath the cave. Anyone unfortunate enough to fall or be cast into a fissure suffers 2d6 points of falling damage, and 1d6 points of fire damage each round spent in the super-heated waters. Climbing out is possible; doing so requires a successful DC 25 Climb check due to the wetness of the stone. Anyone climbing the wall takes 1d6 points of nonlethal damage per round spent in the crevasse.

12A-4. Weapons Cache

The goblins store hundreds of rudimentary weapons here in case the city is attacked. In all, there are 75 light maces, 35 short swords, 150 javelins, 80 light wooden shields, 30 light crossbows, 20 shortbows, 200 bolts, and 150 arrows piled about the cave. Most of these are Small sized, but there are also many Medium weapons as well (for the hobgoblins). The patrols attempt to apprehend anyone seen trying to enter this area.

12A-5. Magic Weapons Cache

The goblins keep a small number of magic weapons stored here. These include 12 +1 *light maces*, 4 +1 *short swords*, 8 +1 *javelins*, and 10 +1 *light wooden shields*. Most of these are Small sized, but there are also many Medium weapons as well (for the hobgoblins). As always, attempting to enter this room draws the immediate attention of the patrols.

12A-6. The Cave of the Hermit

A narrow cave opening abuts the river, before which the current swirls and eddies, allowing a vessel time to moor or a swimmer to climb ashore.

Lothum, a half-goblin rogue and outcast of Grezneck, occupies the cave. His meager belongings are strewn about: a lidless chest containing scraps of rags, ratty pants, tattered shirts, broken jewelry, four pairs of boots, fish bones. If Lothum hears anyone in or near the cave

mouth, he immediately Hides and tries to determine the strength and identity of the intruders. The half-goblin is a *persona non grata* in Grezneck, and he lives in fear that certain higher powered goblins might find and kill him. He believes his predicament is entirely the work of one goblin, Knoob Chimneybuckles, and Lothum dreams of the day he can exact his revenge.

This pathetic creature is absolutely uninterested in combat, though if only one intruder finds his way into the cave, Lothum attempts, briefly, to scare him off with wild, and ultimately empty, threats. He quickly abandons this ploy, however, if it appears to have no effect or if it elicits a threatening response. If he cannot scare off a lone intruder, or if he is beset by more than one, Lothum pleads for his life and asks to be left alone. If the PCs leave him be, he makes them an offer. He tells them he possesses a powerful magic item that he will gladly hand over as payment for the head of Knoob Chimneybuckles. On his right thumb he wears a *ring of water walking*, which has come in very handy while at his current residence, but which he would gladly trade for the death of his nemesis. Lothum is unwilling to show the PCs the ring before they have completed their mission, though if pressed he does describe its properties. If the PCs question Lothum about what Knoob has done to warrant assassination, the half-goblin is vague. “Lied and cheated,” he responds. “Smeared my good name!” He is no more exact than this.

Should the PCs agree to the quest, he tells them that Knoob lives alone in a small cave in the southern corner of Grezneck and that he is, much to Lothum’s chagrin, very well-liked among the residents.

If the PCs are successful, Lothum happily gives them the ring. He is also willing to tell them what he knows about the layout of the Grezneck, which is as follows:

- There is a temple near the Great Lake where the clerics all live. The clerics are very powerful and rule the city.
- A hydra has recently moved into the northernmost caves.
- There is a chamber near the barracks where the clerics all go with gold and gems.

Lothum, Male Half-Goblin Rog3: CR 3; hp 12; see the **Appendix**.

Possessions: Small dagger, leather armor, *ring of water walking*, 14 gp in belt pouch.

12A-7. Unholy Bath (EL 12)

Whenever a cleric of Orcus is plagued by good or pure thoughts, he comes to this chamber to cleanse himself and return to a state of utter evilness and impurity. The pool is fed by an underground stream and is 12 feet deep. Any paladin or good-aligned cleric who enters the water must succeed at a DC 20 Will save or gain one negative level. Only *atonement* or *restoration* can return a lost level. The cave is guarded by 2 clay golems, which attack any non-cleric who enters.

Clay Golems (2): CR 10; hp 70; see the **MM**.

Swimming the narrow channel from the river to the pool requires a successful DC 20 Swim check. Yet should the chamber be entered via the pool, as before, all paladins and good-aligned clerics must succeed at a Will save or gain one negative level.

12A-8. Empty Caves

These caves contain nothing of interest. As always, the ubiquitous goblin garbage litters the floor, but no amount of searching turns up anything of value. There is a 10% chance that **1d3 common** goblins are here rummaging about looking for odds and ends.

Common Goblins: hp 4 each; see the “Common Goblins” side box, above.

12A-9. Communal Living Areas

Goblins know nothing of privacy. They live like rats or worms, sprawling beside one another amid their trash and fetid smell. Occasionally, the odd goblin will employ a blanket or bedroll of some kind, but more often they simply lie down on the cave floor wherever there is a free spot.

Each cave houses 70 to 80 **common goblins** (except the areas marked “9A,” which house only 25 to 40), half of whom are present in the living areas at any given time. It is unusual to see non-goblins in these caves, so the PCs are likely to garner a number of curious looks and perhaps a comment or two—but nothing more.

The goblins have learned it is wisest to keep their valuables with them at all times. Thus, they sleep with their coins in their pockets, and their weapons on their belts.

Common Goblins: hp 4 each; see the “Common Goblins” side box, above.

12A-10. Knoob Chimneybuckles’ Cave (EL 7)

This well-respected **sorcerer** lives alone with his 2 **dire wolf** pets. There is a 50% chance that Knoob is in his living quarters; otherwise, he can be found in Area 12A-3 selling potions (usually, *bull’s strength*). The cave contains a small cot, a locked chest with his belongings (see **treasure**, below), and a small table with his potion-making supplies. There is nothing else of value here.

If the PCs seek to act as diplomats rather than murderers, they might attempt to talk to Knoob about Lothum. Sadly, Knoob has no recollection of the half-goblin. “Who?” he croaks. “Luthum? Lobum? Oh, Lothum. Never heard of him. What does he want, a potion? Well, tell him he has to pay like everyone else.” If the PCs explain that Lothum feels Knoob is responsible for his exile, the sorcerer merely shakes his head.

Although Knoob lives alone, the passageways adjacent to his cave are well traveled. Sounds of combat here at-

tract the attention of nearby goblins who immediately alert the patrol. Knoob, of course, protects himself as best he can if the PCs attempt to carry out Lothum's paranoid scheme.

Knoob makes a decent living selling potions. If the PCs visit him, he assumes they are prospective buyers and immediately begins quoting them prices: *disguise self* (1st level), 50 gp; *bull's strength* (3rd level), 150 gp. At the moment Knoob only has three potions of *bull's strength*. If the PCs would like either more *bull's strength* potions or *disguise self* potions, the goblin requires a 50% down payment and, of course, time to prepare the potions.

Knoob Chimneybuckles, Male Goblin Sor6: CR 6; hp 19; see the **Appendix**.

Dire Wolves (2): CR 3; hp 40; see the **MM**.

Treasure: 1,500 gp, 3 *potions of bull's strength* (CL 3, 1 dose), 2 emeralds worth 250 gp each, all in a locked wooden chest.

Wooden Chest: Hardness 2; hp 20; Break (DC 18); Open Lock (DC 20).

12A-11. Kennel (EL 10)

Two dozen worgs are kept and fed here. They growl menacingly at any non-goblin who enters and then attack as a pack if the intruders remain for more than two rounds. Any combat here draws the attention of the guards in Area 12A-12.

Worgs (24): hp 30 each; see the **MM**.

12A-12. Barracks (EL 12)

The goblin guards and patrol leaders are stationed here. There are 40 cots along the north and east walls for the guards, and another dozen cots along the south wall for the patrol leaders. At any time, half the **guards** (20) and **patrol leaders** (6) are on duty patrolling the city, while the other half remain here, sharpening their weapons and fixing their armor. **Trillok**, the captain of the guard, is also stationed here. His quarters, Area 12A-12A, contain a cot, a locked chest (see below), a small table, and a stool.

Only members of the guard or clerics are allowed in the barracks. Anyone else is considered an intruder and given 2 rounds to vacate. The passage to the north leads to **Level 10B, Area 10B-14, with a side tunnel leading to Level 13A**, after 400 yards.

Goblin, Guards Male Ftr2 (20): hp 11 each; see the **Appendix**.

Goblin, Patrol Leaders, Male Ftr4 (6): hp 25 each; see the **Appendix**.

Trillok, Captain of the Guard, Male Goblin Ftr8: CR 8; hp 60; see the **Appendix**.

Possessions: +2 chain shirt, +1 Small light steel shield, +2 Small short sword.

Treasure (in chest): 250 gp; *potions of bull's strength* (CL5, 3 doses), *potions of cure serious wounds* (CL10, 3 doses).

Chest: Hardness 2; hp 20; Break (DC 18); Open Locks (DC 20).

12A-13. Guard Post (EL 5)

Two elite guards are stationed here at all times. No one other than a member of the guard or a cleric is allowed east of this area. Any combat here attracts the attention of the occupants of Area 12A-12, who arrive in 3 rounds.

Goblin, Elite Guards, Male Ftr4 (2): hp 25 each; see the **Appendix**.

12A-14. Teleportation Waters (EL 4)

The door to this chamber is made of iron and securely locked (2 in. thick; Hardness 10; hp 60; DC 28 Break, DC 25 Open Locks). An elite guard stands outside at all times. Only clerics possessing a key to the door are allowed to enter this area.

Goblin, Elite Guard, Male Ftr4: hp 25; see the **Appendix**.

The chamber contains two pools of water, one larger, one smaller, and a small table, upon which is laid a single gold amulet. Donning the amulet (see Area 12A-38, below) and fully immersing oneself in the larger pool *teleports* the wearer to Area 12A-15. Entering the smaller pool wearing the amulet or entering the larger pool without the amulet does nothing. Only one person may be *teleported* at a time; holding hands with or climbing on the back of the person wearing the does not work.

12A-15 Arrival Point

An individual teleported from Area 12A-14 arrives here.

12A-16. Treasure Vault (EL 10)

The clerics hide their most valuable plundered works of art and jewelry in Area 12A-16B. Area 12A-16A, however, contains a **bebilith**, on loan from Orcus himself, which attacks any non-cleric who enters.

Bebilith: CR 10; hp 150; see the **MM**.

Piled around Area 12A-16B are hundreds of works of art and pieces of jewelry: framed paintings, gold vases, onyx statues, gem encrusted daggers, silver bowls, and so forth. Nothing is magical. In all, there are 350 works of art and 470 pieces of jewelry. The DM should roll on table 7-6: Art Objects in the DMG for the value of any given item, ignoring, however, results over 90.

A PC wishing to leave the treasure vault must possess the amulet from Area 12A-38. If the wearer of the amulet proceeds down the narrow passage to Area 12A-16C, and there, at its terminus, intones the name of the Orcus, he is instantly teleported to the small pool of water in Area 12A-14. Aside from a *greater teleport*, *limited wish*, *wish*, or similar magic, there is no way to leave the Treasure Vault without the amulet.

12A-17. The Fight Circles (Variable)

Distributed throughout this large cave are four “Fight Circles,” actually just a series of stakes hammered into the cave floor in the form of a circle. A favorite past time for the goblins of Grezneck—perhaps, in fact, the only past time for the goblins of Grezneck—is the blood sport called “Circle Fighting.” Two contestants are placed—usually by choice—within the circle of stakes, each is handed a club, and the combatants then proceed, cheered on by spectators who wager the fights’ outcome, to slug it out until only one is left standing. The winner is given a purse of 5 gp, dispersed by a **hobgoblin Ftr4** who serves as a kind of ringmaster, and the loser is dragged from the ring and piled in Area 12A-17A where he is left to live or die, depending on his luck and constitution.

Usually, only two or three Circles are in use at one time, though occasionally all four see action simultaneously. A typical fight has 12 to 25 spectators, normally 100% goblins. No goblin willingly steps into the ring with a non-goblin. Only **Droog**, the **ogre Ftr5** in Area 12A-17B challenges humanoids. Certain offenses, such as insulting goblins as a race or petty theft, might result in the perpetrator having to face Droog in a blood match. Droog—or conceivably his opponent, though Droog has never lost—receives a purse of 15 gp.

DMNote: Droog is permitted to use his large greatclub, while his opponent is given a standard club.

Ringmaster, Male Hobgoblin Ftr4: CR 4; hp 32; see the **Appendix**.

12A-17A. “Recovery” Room

The bodies of two to five losers can be found here at any one time, one to three of which are dead; the rest are seriously wounded.

12A-17B. Droog’s Cave (EL6)

This ogre makes a living demolishing the odd opponent in a fight circle. The cave contains a pile of furs and skins in one corner (his bed), and bones and refuse everywhere else.

Droog, Male Ogre Ftr5: CR 7; hp 80; see the **Appendix**.

12A-18. Cave of the Dire Tigers (EL 11)

These large, jagged caves are home to **Grimb**, a goblin ranger, and his 3 **dire tiger** pets. There is a 25% chance that Grimb and one of his tigers are out hunting, that is, scouring the Underdark for food—derro, orcs, driders, hell hounds, and so on—for the tigers. Grimb and his pets are given high status in Grezneck, though the reclusive goblin rarely makes use of it; in fact, he shuns all contact with other goblins, greatly preferring the company of his tigers. Should the city come under at-

tack, however, Grimb and the dire tigers join the defense, presenting an awesome foursome. The clerics have been trying to convince Grimb to take his tigers and assault the hydra in Area 12A-32, but thus far they have been unsuccessful.

Strangers, aside from clerics, are absolutely not permitted here. Grimb gives intruders a brief warning, and then sics the tigers on them. If Grimb is out of the cave, the tigers attack without hesitation.

Grimb, Male Goblin Rgr7: CR 7; hp 42; see the **Appendix**.

Dire Tigers (3): CR 8; hp 120; see the **MM**.

Treasure: Hidden beneath a stone in the area marked 18A (Search DC 15) is a sack containing 370 pp and 10 diamonds worth 250 gp each.

12A-19. Guard Post (EL4)

Two goblin guards are positioned here at all times. Non-goblins wishing to proceed beyond this point, either through the door or into Area 12A-17, must first answer a brief series of questions: “Who are you? Where are you from? Why are you coming here?” and, “How long will you stay?” Basically, the goblins expect to hear that the PCs have come to trade with the goblins and then leave. Of course, if the PCs have other answers, the DM is free to roleplay this encounter however he wishes.

Absolutely no non-goblins are permitted into Area 12A-20. A skirmish here draws the attention of that area’s occupants.

Goblin Guards, Male Ftr2 (2): hp 11; see the **Appendix**.

12A-20. The Flames of Orcus (EL13)

This cavern contains six 3-foot wide circular openings in the cave floor. Each opening belches forth a jet of flames every 4 to 5 minutes; thus, because the holes are on different schedules, one of the six holes is “flaming” about every 45 seconds. The holes lead to 3-foot diameter chutes that drop 30 feet to molten lava. Anyone falling into the lava 20d6 points of fire damage per round unless protected from the fiery rock by some magical means.

Posted here at all times are 2 **goblin clerics** and 4 **elite hobgoblin guards**. This cave is a holy place to goblins, and the clerics chant a sacred prayer to Orcus every hour on the hour. Intruders are told to leave; failure to do so immediately results in a swift attack from the goblins and hobgoblins. The only exception to his rule would be if the PCs have been hired to kill the hydra in Area 12A-32, in which case one of the hobgoblins brings them to Area 12A-22, where they are then escorted to the hydra.

Clerics, Male Goblin Clr9 (Orcus) (2): CR 9; hp 39, 35; see the **Appendix**.

Hobgoblin Elite Guards, Male Ftr6 (4): CR 6; hp 45; see the **Appendix**.

Tactics: The hobgoblins rush to engage the PCs while the clerics cast spells in this order: *bull's strength* (on themselves), *spell resistance* (on themselves), *summon monster IV*, *blindness* (on toughest looking fighters), and *hold person*. When engaged, the clerics look first to use their *inflict wounds* spells, starting with the most powerful and then working down. If the clerics get time to prepare, they cast spells in this order: *bull's strength*, *spell resistance*, and *entropic shield*.

12A-21. The Steppingstones

Water from the river flows between a row of steppingstones into the Unholy Lake. Crossing the stones requires a successful DC 20 Dexterity or Balance check to avoid falling into the swiftly flowing water and, unless a successful DC 12 Swim Check is made, being carried out into the lake. If a rope can be strung across the rocks and secured in Area 12A-22, then the Dexterity or Balance check DC drops to 10, with a DC 15 Reflex save permitted to determine if the PC who slipped was able to grab the rope before falling into the water.

Unless the PCs are accompanied by a hobgoblin from Area 12A-20, the goblins in Area 12A-22 fire on the PCs as they attempt to cross the rocks. If the PCs are accompanied by a hobgoblin, one of the fighters from Area 12A-22 paddles across with a boat to ferry the PCs to shore.

12A-22. The Docks (EL 11, 14 with hobgoblins from Area 12A-24)

This cave is guarded at all times by 1 **goblin cleric** and 8 **goblin fighters**. The western edge of the chamber is open and faces out to the lake. Two rowboats are tied to a stone dock that juts off this side of the cave. A 10-foot high natural rock platform stands in the southwestern portion of the cave. Two rope ladders are hung on the north and east faces of the platform, allowing for easy access to its top.

As stated above, unless the PCs are accompanied by a hobgoblin guard from Area 12A-20, attempts to cross the steppingstones or gain access to this chamber in any way results in an immediate attack from its occupants. Should the PCs have been sent this way to slay the hydra in Area 12A-32, then one of the guards directs them to Area 12A-31.

Melee in this chamber gains the attention of the hobgoblins in Area 12A-24, who join the combat in 1-3 rounds.

Goblin, Cleric Male Clr8 (Orcus): CR 8; hp 41; see the **Appendix**.

Goblin, Guards Male Ftr4 (8): CR 4; hp 28; see the **Appendix**.

Tactics: Four goblins are stationed at all times atop the platform. If intruders are spotted crossing Area 12A-21, the goblins on the platform sound the alarm while they

begin firing. The remaining four guards take up positions at the entrance to the cave, at the northern end of the steppingstones, and begin firing as well. The cleric casts *bull's strength*, *spell resistance*, and *entropic shield*, then moves forward to join the goblins on ground level. If the combat is joined in Area 12A-22, the hobgoblins from Area 12A-24 arrive in 1-3 rounds.

DM Note: The secret door on the northern wall has been arcane locked (Break DC 28) by Teran from Area 12A-30. The goblins are not yet aware of this.

12-22A. Tunnel to Level 12

This winding passage descends for about a quarter mile until terminating at Level 12, Area 12-24.

12A-23. Sloping Passage

These narrow winding passages slope down at a dramatic angle of nearly 30 degrees away from Area 12A-22. As well, these passages are damp and littered with loose stones. Characters attempting to run down these tunnels must succeed at a DC 15 Dexterity or Balance check to avoid falling. Movement up these tunnels is reduced by one third.

12A-24. Hobgoblin Cave (EL 13)

A small **band of hobgoblins**—devout worshipers of Orcus all—has taken up residence here. These warrior pilgrims traveled to Grezneck when their leader, Purbok, received a message in a dream from his dark master to serve the goblin clerics. This the hobgoblins now do without question.

In all, this elite band is made up of 15 **War2**, 10 **Ftr3**, 5 **Ftr4**, 2 **Ftr5** (captains), and **Purbok**, a **Ftr8/Clr3**. Purbok and his two captains camp in Area 12A-24A, while the rest of hobgoblins are stationed in the main cave.

Hobgoblin, Foot Soldiers, Male War2 (15): CR 1; hp 11; see the **Appendix**.

Hobgoblin, Elite Foot Soldiers, Male Ftr3 (10): CR 3; hp 24; see the **Appendix**.

Hobgoblin, Lieutenants, Male Ftr4 (5): CR 4; hp 31; see the **Appendix**.

Hobgoblin, Captains, Male Ftr5 (2): CR 5; hp 37; see the **Appendix**.

Purbok, Male Hobgoblin Ftr8/Clr3 (Orcus): CR 11; hp 100; see the **Appendix**.

Development: If asked by the high priest, Purbok would willingly lead his troops against the hydra. He fears, rightfully, that doing so would result in the loss of most, if not all, of his foot soldiers. The PCs might be able to convince Purbok and his captains to join in their attack on the hydra. Were Purbok to agree, however, he would insist on being the leader of the assault and that, once slain, the hydra's treasure be given to the temple of Orcus.

12A-25. Empty Caves

These caves are empty except for a few bones and the odd copper piece scattered here and there.

12A-26. Hall of Pillars

This long hall is lined with thick stone pillars carved with images of Orcus. At the end of passage are a set of locked double doors (Hardness 5; hp 20; Break DC 21; Open Locks DC 25) and an ironbound, bolted door (standard door; Break DC 35 from Area 12A-31).

12A-27. Trapped Hall (EL 8)

This hallway appears to be empty and to terminate in a dead end. A deadly trap, however, is set 10 feet from the double doors. If even 20 pounds of pressure is placed on the floor, dozens of poisoned spears spring from both walls, impaling the victim from head to toe.

Hail of Poisoned Spears: CR 7; mechanical; location trigger; automatic reset; Atk +20 ranged (1d8 and poison, spear, crit x3); multiple targets (all targets in 4 adjacent squares directly in front of doors); poison (Large monstrous scorpion venom (Fortitude DC 18 resists, 1d6/1d6 Strength damage); Search (DC 24); Disable Device (DC 20).

At the far end of the passage is a hidden trap door, discovered with a successful DC 25 Search check. It has no hinges, however, and lifting the heavy stone out of the floor from its resting place requires a successful DC 22 Strength check. **Note:** up to two PCs may aid the PC trying to lift the door.

Once open, the trapdoor appears to give way to an abyss. In fact, it is a 65-foot drop from the trap door to the cave floor in Area 12A-25, but, without proper lighting, there is no way to determine this.

12A-28. Cave of the Xorns (EL 10)

A mated pair of elder xorns has taken up residence in this large cavern. They burrow to and fro beneath the cave floor, feasting on the rock and, in general, enjoying their time on the Prime Material plane. If the PCs possess more than 2,000 coins of any kind between them, the Xorns smell the potential food and surprise the PCs from below.

Elder Xorn (2): CR 8; hp 130; see the **MM**.

Note: The secret door in the southern wall has been sealed with an *arcane lock* spell (Break DC 28) by Teran of Area 12A-30.

12A-29. Hall of the Titan Cyclops (EL 16)

At the northern end of the large-roofed cavern (25 feet) stands an 18-foot tall statue of a cyclops. Strong Alteration magic emanates from the statue if detected. On the eastern side of the cave is a 15-foot tall cliff leading to a natural rock shelf dotted with stalagmites.

The statue remains inanimate unless awakened by the high priests (see Area 12A-45) or attacked in any way. Once it comes to life, it wrenches stalagmites from the cave shelf (a move-equivalent action) and hurls them like huge spears.

Titan Cyclops Statue, Greater Stone Golem: CR 16; hp 200; see the **MM**.

12A-30. Strangers in a Strange Land (EL 12)

Several days ago, a failed experiment in *teleportation* landed 4 **unfortunate drow** in this cavern. Preliminary scouting by Vertek, their rogue, revealed that they were pinned between the xorns (with a pocketful of coins, he narrowly avoided being devoured), and the goblins in Area 12A-22. Further investigation by Teran, using her *arcane eye*, confirmed what she had already suspected—that they were trapped in Grez-neck, the infamous goblin city. Because Zerna worships the demon queen of spiders, a sworn enemy of Orcus, the drow believe there is little hope of parlaying with the goblins. Thus, Teran sealed the three secret doors leading to this cavern with *arcane lock* spells, and the drow remain where they are, camped in this large cave, deciding whether they should fight their way back to the Underdark.

Zerna, Female Drow Clr 8 (demon queen of spiders): CR 9; hp 41; see the **Appendix**.

Possessions: +2 *chain shirt*, +2 *large mace*, heavy steel shield, hand crossbow, 20 bolts coated in *sleep* poison, a *divine scroll of cure critical wounds* (CL7), a *potion of bull's strength* (CL3), a pouch with 100 pp and four rubies worth 300 gp each.

Filtau, Male Drow Ftr 7: CR 8; hp 47; see the **Appendix**.

Vertek, Male Drow Rog 8: CR 9; hp 32; see the **Appendix**.

Teran, Female Drow Wiz 7: CR 8; hp 23; see the **Appendix**.

Sleep poison: DC 17 Fortitude save or fall unconscious. After 1 minute, the subject must succeed at another Fortitude save or remain unconscious for 2d4 hours.

Development: If it would gain their freedom, the drow might be talked into joining the PCs in their battle against the hydra, or, possibly, an attack on the city itself. They are suspicious of good characters, of course, so a high Diplomacy check (suggested DC 25), or expert roleplaying, is required to convince the drow that the PCs can be trusted. Indeed, just gaining entrance to the cave without a fight is not easy. The drow are paranoid and on edge, and if the PCs just burst in, they are greeted by a volley of poisoned bolts and *lightning bolts*.

12A-31. Cave of Carnage

This cave contains the bloodied remains of the unfortunate goblins who came to investigate the strange sounds heard coming from Area 12A-32. The hydra devoured its victims once it slew them, but there are a few fingers, toes, eyeballs, teeth, and bits of armor scattered about. A character succeeding at a DC 15 Search check discovers scorch marks on the walls. The doors to Area 12A-32 are ajar.

12A-32. Hydra Lair (EL 15)

A 12-headed pyrohydra has taken up residence here. It wandered up via the northern passage, which stretches north for several miles before it connects with a long, wide, east-west tunnel in the Underdark. The hydra was sent by

Hecate, the lawful evil goddess of magic, as a curse against the Orcus clerics for corrupting Phalen, one of her prized disciples (see Area 12A-33, below). The beast can just fit through the double doors in the south, so sustained noise in Area 12A-31 draws its attention. In general, however, the hydra is content to let its victims come to it.

12-headed Pyrohydra: CR 13; hp 130; see the **Appendix**.

Treasure: Piled about the cave are 7,000 gp, 800 pp, various gems and trinkets worth 12,000 gp, a +2 *greataxe*, a +2 *tome of understanding*, and a *wand of haste* (CL5, 22 charges).

Development: Since the hydra has only taken up residence in the city's outskirts and does not threaten Grezneck directly, the clerics are, so far, unwilling to awaken the Titan Cyclops or summon the demons.

12A-33. Large Burial Chamber (EL 12)

Non-clerical goblins of some renown are buried in small, unmarked graves throughout this large cavern. The goblins bury nothing of value with their dead, so if the PCs are of a mind to rob graves, they will be sorely disappointed.

Hovering nearby, however, is Phalen, the ghost of an evil elven wizard. Once a devout worshiper of Hecate, Phalen was corrupted by the Orcus clerics and damned to guard their burial grounds for eternity. The ghost immediately attacks anyone other than a cleric of Orcus seen attempting to use the secret door, or anyone other than a goblin or hobgoblin entering the burial chamber.

Phalen, Male Elven Ghost Wiz10: CR 12; hp 70; see the **Appendix**.

Tactics: First, Phalen withers the PCs with his corrupting gaze; next, he attempts to control the strongest-looking fighter using his malevolence power; then, if unable to possess a PC, or if the PC so possessed is subdued or killed, Phalen begins using his spells. If possible, he prefers to cast the following spells in this order: *fireball* (empowered), *summon monster V* (an achaierai), *mirror image*, *lesser globe of invulnerability*, *feeblemind*, *bestow curse*, and then *fireball*. This sequence might have to be changed depending on the circumstances.

If the PCs flee back down the narrow passage to Area 12A-24, Phalen does not follow. If, on the other hand, the PCs attempt to flee through the secret door leading to Area 12A-34, Phalen pursues until destroyed.

12A-34. Sacred Burial Chamber

Fifteen goblin-sized stone sarcophagi fill this large cavern, the lids of which are carved with images of goblins adorned in religious vestments. The western secret door is particularly difficult to find; a character must succeed at a DC 28 Search check to find it.

Should the sarcophagi be disturbed in anyway, a thin black mist begins to form near the cave's ceiling. Unless a PC actually states he or she is looking up while the sarcophagi are being tampered with, the black mist goes undetected. Even a PC looking up requires a successful DC 15 Spot check to notice the mist against the blackness of the ceiling. The mist,

which radiates evil and cannot be harmed in anyway, swirls overhead for 5 rounds and then descends. Any PC caught within the mist must succeed at a DC 18 Will save or become chaotic evil. PCs who become chaotic evil do not announce their alignment change; instead, these PCs wait until the proper moment to backstab their good- or neutral-aligned companions. Only an *atonement*, *remove curse*, *limited wish*, or *wish* spell can reverse the effects of this terrible curse.

Treasure: Fourteen of the sarcophagi are empty; one, however, contains a secret compartment (DC 20 Search check) that holds a *wand of neutralize poison* (CL9, 18 charges).

12A-35. Barrows (EL 8)

These small burial caves each contain the graves of lower-level clerics. No treasure is buried with these ex-goblins, but a **powerful wraith** guards each cave against intruders.

Wraith, Advanced: CR 8; hp 65; see the **Appendix**.

12A-36. Bridge with Guards (EL 12, 13 with clerics)

A sturdy rope bridge spans the river here. Stationed on the east side of the bridge at all times are **2 ogre guards**. The guards attack anyone not accompanied by a cleric of Orcus. Should combat in a barrow cave last more than two rounds, one of the ogres goes to investigate. If he spots the PCs in any of the chambers, he returns immediately to the bridge. The two guards then cross to the western side of the bridge and ready their longspear while calling for help from the clerics in Area 12A-37. The clerics arrive in 2-6 rounds.

Ogre, Bridge Guards, Male Ftr8 (2): CR 10; hp 102; see the **Appendix**.

Possessions: Large greatsword, 2 Large longspear, chainmail, heavy steel shield, pouch with 400 gp.

12A-37. Outer Temple (EL 11, 14 with Tribitz and fourth cleric)

In the center of this room is a small (3-foot high) bronze shrine of Orcus, attended to by **3 goblin underpriests**. If the ogres in Area 12A-36 summon the clerics, two join the combat and the remaining cleric fetches the goblin high priest in Area 12A-38. The occupants of Area 12A-38 quickly join the underpriests if the outer temple is attacked.

Underpriests, Male Goblin Clr8 (3): CR 8; hp 41 each; see Goblin, Cleric Male Clr8 in the **Appendix**.

12A-38. Inner Temple (EL 12)

Tribitz, the high priest, and **1 underpriest** perform sacred rituals around a massive replica of Orcus. This 12-foot tall stone statue is carved with incredible detail, and its eyes seem to follow one about the room. The statue radiates evil, but,

surprisingly, it cannot be animated. In fact, the only interesting aspect of the statue is a secret compartment (DC 25 Search check) in the neck containing the magic amulet that grants exit from Area 12A-16. The door to Area 12A-39 is locked, and Tribitz carries the key with him.

Tribitz, Male Goblin Clr12: CR 12; hp 60; see the **Appendix**.

Possessions: +2 *unholy morningstar*, +2 *full plate*, +1 *light steel shield*, masterwork light crossbow, 20 bolts, holy symbol of Orcus, *peript of wisdom* +2, *potion of cure critical wounds* (CL9, 3 doses), key to Area 12A-39 on chain around neck.

Underpriest, Male Goblin Clr8: CR 8; hp 41; see *Goblin, Cleric Male Clr8* in the **Appendix**.

Tactics: If possible, Tribitz casts the following spells before entering combat: *divine power*, *spell resistance*, and *entropic shield*. Once in combat, Tribitz uses *unholy blight*, *flame strike*, *greater command*, *slay living*, *harm*, and *inflict critical, serious, and moderate wounds* before attacking with his *unholy morningstar*.

Development: Tribitz is eager to be rid of the hydra in Area 12A-32. Although it poses no real threat to the city, its presence erodes somewhat the goblins' confidence in their leader. If no other options present themselves, Tribitz eventually commands the hobgoblins, accompanied by two underpriests, to attack the hydra.

If word reaches Tribitz that the PCs are willing to attempt to slay the hydra, he sends for them. One underpriest searches them out and leads them to Area 12A-12A. Here, Tribitz, surrounded by 6 elite guards and 2 underpriests, conducts a serious interview. He has little trust of humans and their allies, and he wants to determine their motivation for slaying the hydra. Tribitz's primary concern is that in order to attack the hydra, the PCs must first pass through several "off-limits" areas, namely Areas 12A-22 and 12A-26. Access to these areas is not granted to just anyone. Therefore, when talking to the PCs, Tribitz is trying to determine if these adventurers have ulterior motives. If Tribitz decides he does not trust the PCs, he thanks them for their offer but explains that this is a goblin problem and should be solved by goblins.

Tribitz accepts the explanation that they are adventurers and would like the opportunity to plunder the hydra's treasure. If the PCs are able to convince the high priest that they are worshipers of Orcus and that it is their sacred duty to protect this holy city against an intruder, he requires them to tithe 50% of the treasure to the temple.

12A-39. Tribitz's Chambers

This small room contains a bed, a dresser, and a locked chest (see below). In a secret compartment (DC 20 Search check) in the dresser are four keys: one to the door leading to Area 12A-41, one to the door leading to Area 12A-42, one to Area 12A-14, and one to the chest.

Treasure: The chest contains 2,500 gp, 500 pp, and an onyx scepter that is actually a *wand of restoration* (CL9, 15 charges).

Wooden Chest: Hardness 5; hp 15; Break (DC 15); Open Lock (DC 25). The chest is trapped with a glyph

of warding.

Glyph of Warding [Blast]: CR 4; spell; spell trigger; no reset; spell effect (glyph of warding [blast], 5th level cleric, 5d8 points of sonic damage to all within 5 feet, Reflex save DC 14 for half damage); Search DC 28; Disable Device DC 28.

12A-40. Underpriests' Chambers

Each of these small, hidden rooms contains 2 beds, 2 trunks, and a small stone statue of Orcus. The trunks contain the underpriests' personal effects. There is nothing of value here.

12A-41. The House Guests (EL16)

Three days ago 3 **yuan-ti halfbloods** arrived in Grezneck and were immediately granted special status by Tribitz. The high priest is hoping these cunning creatures might be willing to take on the hydra if treated well enough. Thus he has supplied them with fine beds and three meals a day. The yuan-ti have no intention of fighting the hydra, but they are tired and in need of a rest.

This evil threesome recently fled their home city deep in the Underdark. They despise humans and their close kin, but are in need of help that the PCs might be willing to provide. The yuan-ti are hoping to find their way to the surface and then to a yuan-ti colony (somewhere in a large forest of the DM's choice). These refugees are willing to swap knowledge about the Underdark for information about Rappan Athuk and the world above. A character with an Intelligence of 14 or greater who sits down and talks with the yuan-ti may purchase skill ranks in Knowledge (Underdark) the next time she levels up without having to do any special studying or research. She may purchase 1 rank in the skill per hour she spent talking, up to the maximum allowable by her class level.

Quanall, Female Yuan-ti Halfblood Sor8: CR 13; hp 64; see the **Appendix**.

Possessions: Masterwork scimitar, composite longbow (Str +1), 20 masterwork arrows, *wand of magic missiles* (CL7, 29 charges), *arcane scroll with rainbow pattern* (CL7), gold necklace with 8 rubies worth 3,500 gp, and a pouch containing 200 pp.

Thorillith, Male Yuan-ti Halfblood Rgr9: CR 14; hp 88; see the **Appendix**.

Possessions: +2 *scimitar*, +1 *short sword*, composite longbow (Str +3), 20 masterwork arrows, +2 *studded leather armor*, pouch with 400 pp.

Pandoran, Male Yuan-ti Halfblood Clr8 (Set): CR 13; hp 80; see the **Appendix**.

Possessions: +1 *scimitar*, composite longbow (Str +2), 20 masterwork arrows, +1 *leather armor*, *wand of cure serious wounds* (CL5, 20 charges), *divine scroll of raise dead* (CL12), pouch with 500 pp.

12A-42. Cave of the Undead Army (EL18+)

Tribitz is gradually assembling a large, unusually skilled undead army. The skeletons and zombies are "stationed"

here until needed. In all, there are **100 zombies** and **85 skeletons**, packed together in tight, even rows. Anyone entering the chamber who is not a cleric of Orcus or is not accompanied by such a cleric is attacked.

In the eastern corner of the cave is a 5-foot high statue of Orcus. This idol permits Tribitz to cast a special and very powerful permanent desecrate spell. All checks made to turn undead within the cave suffer a -12 profane penalty. Furthermore, any skeleton or zombie created within the cave receives triple its hit dice (to a maximum of 20 HD for skeletons and 10 HD for zombies), a +4 profane bonus to AC, and a +6 profane bonus to attack, damage, and saving throws (these bonuses are incorporated into the stats below). Without the idol, however, the undead return to their normal state. The small statue is made of solid gold and weighs 50 pounds (2,500 gp value if the desecrate is dispelled). Anyone other than a cleric of Orcus who touches the idol must succeed at a DC 19 Fortitude save or suffer 1d6 Strength damage; protection from evil grants a +2 save bonus. Simply removing the statue from the cave, however, is not sufficient to de-power the undead, as the skeletons and zombies pursue the idol to the best of their ability. As long as they are within 50 yards of the statue, the undead retain their heightened power. A typical *consecrate* spell does not counter this *desecrate* spell, but *dispel magic* cast by a good-aligned cleric of at least 12th level cancels the idol's power.

Enhanced Skeletons (85): CR 3; hp 26; see the **Appendix**.

Enhanced Zombies (100): CR 4; hp 48; see the **Appendix**.

12A-43. The Falls of Hell

The narrow tunnel opens onto a damp precipice standing 30 feet above the Unholy Lake. A steam flows swiftly over the precipice, forming a waterfall that plummets onto jagged rocks below. A devout worshiper of Orcus who immerses himself in the stream and is carried over the waterfall is *teleported* to the Unholy Island (Area 12A-45) before he strikes the rocks below. Anyone else attempting this feat suffers 6d6 points of falling damage when striking the rocks and must succeed at a Fortitude save (DC equal to the damage taken) or be knocked unconscious and drown.

12A-44. Unholy Lake

This large body of water is 40 feet deep. It is fed from four sources, including the waterfall and an underground stream in the north. The water flows out through a wide channel in the southwest and anyone in the water must succeed at a DC 12 Swim check to avoid being carried off by the current. PCs unlucky enough to be swept away in the channel with no means of breathing water

eventually drown, as the channel is 10 miles long and has several stretches of more than two miles where there is no headspace to permit breathing.

12A-45. Unholy Island (EL 17 with glabrezus)

At the east end of this circular island are three red pedestals, one large and two smaller. Should Grezneck come under attack, Tribitz and two of his underpriests teleport themselves to this island, where they perform a special summoning ritual. While standing atop the pedestals, the clerics chant complex incantations for 10 rounds, after which **4 glabrezus** appear and defend the city to the death, and the **Titan Cyclops** awakens. These demons have been sent by Orcus himself, and obey the high priest without question.

To leave the island, the clerics leap into the pool of water in its center and are *teleported* to Area 12A-43; the glabrezu know to do this as well. Note: only demons and clerics of Orcus can teleport themselves from the island in this manner.

Glabrezus (4): CR 13; hp 170; see the **MM**.

12A-46. Hobgoblins (EL 13)

This cave houses all the elite hobgoblins that perform the special services for the clerics throughout the city. In all, **12 Ftr4**, **10 Ftr6**, and **8 Ftr3/Clr3** call this cave home, though only half are ever present here at one time. There are 30 bedrolls, 30 trunks or small chests containing personal belongings, and, in the eastern corner of the cave, a small silver statue of Orcus (see treasure below).

Hobgoblin Fighters, Male Ftr4 (6): CR 4; hp 32 each; see Hobgoblin Lieutenant, Male Ftr4 in the **Appendix**.

Hobgoblin, Elite Hobgoblins, Male Ftr6 (5): CR 6; hp 45 each; see the **Appendix**.

Hobgoblin, Offering Guards, Male Ftr3/Clr3 (4): CR 6; hp 36 each; see the **Appendix**.

Tactics: The hobgoblins are alert. If intruders are spotted, the fighters quickly form a battle line at the narrow entrance to the cave, while the enforcers take up position behind to cast spells and cure the fighters.

Treasure: Searching all the trunks and trash in the cave nets 3,450 gp and 240 pp. The silver statue is worth 1,000 gp, but radiates powerful chaos; however, if *dispel chaos* is cast upon it, the statue undergoes a transformation: it quickly takes the shape of Hecate and grants the owner one *wish*. Whoever cast *dispel chaos* is contacted telepathically by the statue and told of this powerful boon. As well, if there are any lawful- or neutral-aligned (but not chaotic) clerics, wizards, or sorcerers in the party, these PCs gain a +4 insight bonus to their Spellcraft checks while in possession of the statue. Once transformed, the idol is worth 2,500 gp.

LEVEL 13: THE PORTAL OF DARKNESS

This level provides access to the final encounter with the “Master” on Level 15. No other point of access is available to PCs. While not extensive, there are several key encounters found here, as well as several very nasty traps. The party will need to dig deep into their moral and religious values if they are to have any chance of defeating Orcus on this plane of existence. Travel here is not for the weak willed or weak hearted, and only the bravest and most powerful have any hope of survival. Once traversed, they will know that the end of their descent into Rappan Athuk, one way or another, is imminent. A map of this level is depicted in **Map RA-13**.

13-1. The Guardian at the Gates (EL 14)

These stairs descend from Level 7. They are neither trapped nor dangerous in any way. All of the walls, floor, and ceiling are made of seamless white stone. The staircase opens into a 60- by 40-foot room, of the same white stone as before. In the room are two huge pillars, carved in the shape of demons, as well as piles of moldering bones and rusted metal. A wicked looking set of double doors stands before the party, etched with horrific scenes of demons, slaughter, and blood sacrifices to the demon prince, Orcus. Mithril runes are inlaid into the doors in magical script.

Two rounds after the PCs enter the room, the **ghost of Ingi**, a paladin, appears. Ingi has been cursed to slay any that try to open the doors. He appears and attempts to converse with the PCs, begging them to leave this evil place. He is forbidden to describe the area behind the gates, as well as the gates themselves; he does not attack unless the party persists in trying to open the gates. If the gates are touched in any way, Ingi attacks, sobbing and apologizing all the while. He begins by using his *horrific appearance*, followed by three rounds of *corrupting gaze*. Then he materializes and attacks using his sword. He can be laid to rest only if the avatar of Orcus (on Level 15) is slain on this plane. To date, Ingi is the person who has come the closest to defeating the avatar of Orcus. When Orcus defeated him, he concocted this particularly cruel undead for Ingi.

Ingi, Male Human Ghost Pal12: CR 14; hp 107; see the **Appendix**.

Level 13

Difficulty Level: 15

Entrances: Secret staircase from Level 7.

Exits: Magical portal to Level 15.

Wandering Monsters: None.

Detections: The entire area radiates magic, evil, and chaos. No pinpointing of sources is possible on this level.

Shielding: The entire level is shielded, and no means of magical transport such as *teleport*, *dimension door*, *plane shift*, *ethereal jaunt*, and so on functions, though these spells can be used normally as long as no walls or doors are bypassed. In addition, no divine spells involving extra-planar contact of the higher planes, such as *summoning* or *commune*, operate on this level. Contact with the lower planes of Evil is allowed, however, placing good-aligned PCs at a distinct disadvantage.

Continuous Effects: No divine spells may be recovered while resting on this level, due to the proximity to the portal and Level 15. All divination spells register as ambiguous due to the chaos aura of the place.

Standard Features: Unless otherwise noted, all doors on this level are made of stone and locked (3 in. thick; Hardness 8; hp 35; Break [DC 28], Open Lock [DC 20]). All secret doors are made of stone (3 in. thick; Hardness 8; hp 45; Break [DC 22], Open Lock [DC 20], Search [DC 20]).

13-2. The Demon Gate (EL 15)

These doors appear as an artistic marvel of depravity. No scene of terror is spared in the carvings and inlays on these doors. Hearts are ripped out of living victims, demons devour babies, men are impaled on spikes, women are dismembered, and other scenes too grisly to describe are carved in detail from floor to ceiling. The doors are not locked, but they are trapped. The mithril inlay is a set of magical runes. If *read magic* is used to view the runes, they say:

Beware the crossing,
For those who disturb the Master's rest
Gain only eternal torment

Anyone passing through the doors is subjected to a curse equivalent to an *imprisonment* spell cast by a 27th-level wizard. Those failing the Will save (DC 24) are trapped in one of the pillars in Area 13-4 until released by a *freedom* spell or its equivalent. When the doors are opened, its 2 **glabrezu** guardians awake and step out of the two demonic pillars in front of the door.

Glabrezu (2): CR 13; hp 174 each; see the **MM**.

Tactics: Each demon immediately uses its summon *tanar'ri* ability to attempt to bring in 1d2 vrocks demons. They cast *mirror image*, followed by *confusion* (one) and *reverse gravity* (two). They use their *teleport* ability to stay away from fighter types, using their *burning hands*, *chaos hammer*, and *unholy blight* abilities until they are forced to fight hand-to-hand. They fight until slain.

13-3. War and Peace

The corridor beyond the demon gate is set with bricks of pure white on the right side and of glossy red brick on the left. The dividing line running between the two is made of a 2-foot wide strip of strange greenish metal. Painted on the right wall are pastoral scenes, happy times

on the farm, and other peaceful tidings. Painted on the left wall are scenes of war and destruction, fighting and killing. Inscribed on the floor of the room, immediately beyond the demon gate, is the following magical text:

The struggles of life for the good are many,
for the evil are few and dictate the path chosen.
War and peace, one and the same,
To fail in war is to lose peace, and war the way
to win it. 'Tis a fine line the good men walk.

Anyone crossing the room must choose to cross on the left, the right, or on the centerline. Anyone who crosses the room on the red (war) side, is immediately faced in battle by themselves, equipped and with spells prepared exactly the same. This effect is similar to a *mirror of opposition*. Anyone who crosses on the white side (peace), is affected by a curse of non-violence. A Will save (DC 40) avoids the curse. Anyone so cursed cannot do violence until the curse is removed. They are not immediately aware of this situation, however, and should not be told anything other than they feel at peace, with a sense of safety and contentment, until battle begins. Anyone who crosses along the center path (the green metal), is unaffected by the curses.

The double doors at the north end of the hall are typical for this level.



13-4. The Chamber of the Portal

This 200-foot diameter room is lit with an eerie golden glow. It contains numerous huge pillars that hold tortured souls imprisoned by the gate passing described in Area 13-2. Twelve individuals, as well as any PCs so imprisoned, are present in the pillars. The horrible sight of men in pain, trapped inside the columns, is enough to bring tears to even the eldest dwarf's eyes. These individuals can be seen moving and writhing within the stone, but no means short of a *freedom*, *wish*, or *miracle* spell frees them. Any NPCs freed from the pillars are assumed to be good-aligned characters of 12-15th level (companions of Igni, for instance), and may join or serve the PCs as a reward for being freed. The DM can generate these NPCs as needed. The remaining pillars are empty of souls and are merely nicely carved stone. In the center of the room is a reflective black circular pit, and in front of it lies an altar covered in blood, with several sponges, knives, and bowls atop its black stone exterior.

13-5. The Altar of Blood

This altar consists of a solid black piece of rock about 6-feet-long and 2-feet-wide, with one shelf-like protrusion on the south side. On the shelf are three silver

bowls, completely coated in dried blood, three sharp knives made of obsidian, and three sponges stained with the blood of men. The altar is inscribed with words in Common. They read:

To pass the portal of oblivion
One must cover themselves for the dark god
in only a coat of his own crimson.

If anyone bleeds himself into one of the silver bowls and then coats his naked body with his own blood, he may pass through the portal unharmed (taking his equipment with him, if desired), and thus pass into Level 15, Area 15-1, where the Master awaits. If the blood of another is used, or if passage is attempted without a blood coating, the PC attempting to pass is destroyed utterly as if by a *sphere of annihilation*. Blood loss inflicts 1d4 temporary Constitution damage in order to generate sufficient quantities for the coating.

13-6. The Portal of Darkness

This pure black circle shimmers and reflects back all light that touches it. As mentioned above, those who coat their naked bodies with their own blood may pass through the portal unharmed and thus pass into Level 15, Area 15-1, where the Master awaits.

LEVEL 13A: THE GOBLIN BARRACKS

This small level contains additional barracks for the goblins of Grezneck. Within it are a large number of low-level goblin warriors; a handful of elite goblin fighters; Herzord, the Captain of the guard—a ruthless half-hobgoblin with high ambitions; as well as his hobgoblin lieutenants. The PCs may approach this level in one of two ways: hack-and-slash or roleplaying. Obviously, they can simply attempt to storm the barracks and let the goblin blood flow. On the other hand, Herzord has designs on Grezneck's throne, and who better to carry off this coup d'état than the PCs? A map of this level is depicted in **Map RA-13A**.

13A-1. Stairs from Level 12A

The steep stairs from Level 12A terminate in a landing blocked by a solid iron portcullis (Hardness 10; hp 100; Break [DC 30]).

13A-2. Chute from Level 10

The chute from Level 10 empties out into this small cavern. A set of stairs leads up to Area 13A-1.

13A-3. Portcullis and Guard (EL5)

One elite guard stands watch on the north side of the portcullis at all times. The winch and pulley for the portcullis are on the eastern wall just south of the door to Area 13A-4. At the sound of approaching footsteps, the guard readies his heavy crossbow and prepares to alert the guards in Area 13A-4. If the creatures approaching the portcullis are not immediately hostile, he waits to learn why they have come. The guard speaks Goblin and Undercommon, but prefers Goblin (+2 to Bluff checks if spoken to in Goblin). If the PCs have disguised themselves as goblins and have a reasonably plausible explanation as to why they need to enter the barracks, they might be able to bluff their way through. PCs not disguised as goblins will face a harder time (-5 circumstance penalty to Bluff checks), but still might be able to convince the guard they have business here. If they mention Herzord by name or that they have some business with the captain, they receive a +8 or +4 circumstance bonus respectively to their Bluff checks. Remember, however, that elves,

Level 13A

Difficulty Level: 12

Entrances: Chute from Level 10; from level 12A.

Exits: None

Wandering Monsters: There are no wandering monsters in the barracks, though goblin warriors are common throughout (see side box).

Standard Features: Most of the rooms on this level are made of cut stone. These areas have 12-foot high ceilings and smooth walls. The caves are rough-hewn (Climb check [DC 20]) and the ceilings are 8-15 feet high. Because Herzord has only low-light vision and not darkvision, all areas, except the caves, are lit by *everburning torches* secured in sconces. All doors are made of solid wood and are iron bound (2 in. thick; Hardness 5; hp 20; Break [DC 25]). Secret doors have a Search DC of 20.

The River: This river is particularly swift, deep (15 ft.), and cold. Anyone falling into the river must succeed at a Swim check (DC 15) or be swept downstream. The river channel has only minimal headroom, and soon after exiting the map there is none at all. A PC carried that far can be presumed dead unless possessed of a means to breathe under water.

gnomes, and dwarves are not allowed into the barracks under any circumstances.

Goblin, Elite Guard, Male Ftr5: CR 5; hp 40; see the **Appendix**.

Tactics: If the PCs are trying to storm the gates, the elite guard and the two goblin fighters from Area 13A-4 attempt to hold off the intruders with their crossbows while they call for help from Area 13A-5. The occupants of Area 13A-5 arrive in 1d4+1 rounds, but not before

Goblin Warriors

This level contains a large number of low level goblin warriors.

Goblins, War2: CR 1; hp 11; see the **Appendix**.

sending one of their numbers to warn Herzord, his lieutenants, and the goblin warriors. If the combat is going poorly, or if the intruders are capable powerful ranged attacks, the goblins take up defensive positions in Area 13A-5, using over-turned tables as cover.

13A-4. Guard Rooms (EL 5)

Each room contains a small table, a stool, and a barrel holding 50 normal crossbow bolts. **Two goblin fighters** armed with heavy crossbows stand guard here. The goblin fighters are not particularly alert, however, and so take 10 on all their Listen checks. If either goblin hears the sounds of combat in Area 13A-3, they immediately investigate. If there is trouble at the portcullis, and intruders are still on the south side of the gate, the goblins fire their crossbows through the arrow slits until the enemy is out of range, at which point they head for Area 13A-3.

Goblin, Guards Male Ftr3 (2): CR 3; hp 24 each; see the **Appendix**.

13A-5. Elite Common Room (EL 10)

This large room serves as a gathering place for the elite members of the barracks. There are four long wooden tables, dozens of wooden chairs, and a keg of ale and several pewter mugs on a wooden table in the northeast. Currently, **8 goblin fighters** and **1 hobgoblin lieutenant** are lounging about here, drinking ale and belching. They are not particularly alert (assume a 5 for all Listen checks), but are fully armored and capable of being ready for combat in 3 rounds. If combat is joined here, they call for help from Areas 13A-6, 13A-7, and 13A-8, and attempt to alert Herzord.

Goblin, Guard Male Ftr3 (8): CR 3; hp 24 each; see the **Appendix**.

Lieutenant, Male Hobgoblin Ftr8: CR 8; hp 65; see the **Appendix**.

13A-6. Goblin Fighters' Chambers (EL 10)

Twenty goblin fighters are housed here. There are 20 cots, 20 trunks, two small tables, and trash everywhere. Currently 12 goblin fighters are resting in this chamber. They are unarmored at the moment (AC 12) and require one minute to don their chainmail hastily.

Goblin, Guard Male Ftr3 (8): CR 3; hp 24 each; see the **Appendix**.

Treasure: Most of the trunks contain only personal belongings and a spare dagger here and there. One, however, has a false bottom (Search DC 15) and contains a gold necklace with a jade tiger pendant worth 1,000 gp.

13A-7. Elite Guards' Chambers (EL 8)

This room houses 4 elite guards. There are four cots, four trunks, and a table with four chairs. Currently **3 elite**

guards relax here. They are fully armored, however, and can be ready for combat in three rounds. They are not, however, particularly alert (5 on all Listen checks).

Goblin, Elite Guards, Male Ftr5 (3): CR 5; hp 40 each; see the **Appendix**.

13A-8. Lieutenants' Chambers (EL 10)

Herzord's three lieutenants are housed here. The room contains three beds, three locked iron trunks (Open Locks DC 20, Break DC 25; each lieutenant has a key), a table with a jug of wine and three goblets upon it, and three wooden chairs. At the moment, **2 lieutenants** are relaxing here. They are fully armored, however, and can be ready for combat in 3 rounds.

Hobgoblin, Lieutenants, Male Ftr8 (2): CR 8; hp 65 each; see the **Appendix**.

Treasure: The iron trunks contain the lieutenants' personal belongings. In one trunk is a winter cloak, in the pocket of which is a diamond ring worth 2,500 gp (Search DC 15).

13A-9. Armory

The door to this chamber is locked (Open Locks DC 20, Break DC 25). The room contains spare weapons and armor stored on racks, in crates, or just piled about. In all there are 15 short swords (one of which is a *+1 short sword*), 50 morningstars, 250 javelins, 4 masterwork heavy crossbows, 300 crossbow bolts, 25 *+1 crossbow bolts*, 2 small breastplates, 3 small suits of chainmail, 40 small suits of leather armor, 3 small steel shields, and two large steel shields.

13A-10. Herzord's Office (EL 12)

Herzord keeps the door to his office locked (Open Locks DC 25, Break DC 25) when he is away and unlocked when he is present. This room serves as an office and meeting area, and it contains a wooden table (Herzord's desk), a lamp, and five wooden chairs. A whip hangs on a hook on the western wall, directly behind the desk. Herzord makes frequent use of the whip when patrolling the ranks, and it is entirely possible the PCs might come upon the captain in the midst of disciplining a foot soldier. On the table are a quill pen and several sheets of vellum with information about the troops and their general state of readiness. Although statistics for Herzord are given here, it is not necessary he remain in his chambers while the PCs explore the barracks. Herzord is an active leader and likes to wander among his troops, sniffing out slackers, instilling discipline, and even, from time to time, attempting to keep up morale.

Herzord, Male Half-Hobgoblin Ftr12: CR 12; hp 95; see the **Appendix**.

Development: As stated earlier, Herzord has ambitions to assume the seat of power in Grezneck. He despises and distrusts Tribitz, and is himself revered by most of



the citizenry of the city. Unfortunately for Herzord, his troops, including his lieutenants, do not share his distrust of Tribitz. In fact, the high priest is viewed with a kind of divine awe by the goblins in the barracks, which only incites Herzord further. It is well known that the quickest way to taste Herzord's whip is to sing Tribitz's praises within earshot of the Captain.

Herzord would like to see Tribitz dead. If the high priest and several of his underpriests were to meet an untimely end, Herzord would be the natural successor to the throne of Grezneck. Since his troops are loyal to Tribitz, he cannot do this himself. If, on the other hand, some adventurers were to take on the job, he would be blameless and free to assume power. Thus, if possible, Herzord (who speaks Common, Goblin, and Undercommon) seeks to parlay with the PCs, assuming—since they have made it this deep into Rappan Athuk—that they are quite powerful. This exchange occurs in private, in Area 13A-10. Herzord offers the PCs a deal: for the head of Tribitz and his underpriests, he will reward them 1,000 pp and a *staff of fire*.

If the DM wishes, Tribitz might feel similarly toward Herzord. Although the Captain's might and authority are useful for maintaining a ready fighting force, Tribitz senses Herzord's treachery and knows that he must strike first. Thus, Tribitz could hire the PCs to slay Herzord, for which he would reward them with a *pearl of power* (4th level) and a pair of +4 *gloves of dexterity*. Both of these items would be in area 12A-16B, if Tribitz were interested in offering this deal. Otherwise, the room's contents would be as written.

Tactics: Herzord will not likely face the PCs on his own. Should this occur, however, he fights ferociously, making full use of his *potions of bull's strength* and *cure critical wounds*. If he is reduced to half his hit points, he attempts to drink his *potion of invisibility* and escape. If encountered with his troops, no goblin or hobgoblin flees the combat, no matter how dire the odds, until Herzord himself is dead.

13A-11. Herzord's Bedchamber

This room contains a four-poster bed, a nightstand, an armoire, and an oak trunk. On the walls are tapestries depicting goblinoids felling scores of men in battle. The trunk is locked (Open Locks DC 25; Herzord has the key) and holds many fine winter cloaks, fine leather boots, a dress sword (masterwork rapier), and several nice wool hats. The armoire holds three capes, a suit of masterwork chainmail, a masterwork halberd, and a masterwork heavy crossbow.

13A-12. Herzord's Treasure Room (EL 10)

The door to this secret room is locked (Open Lock DC 25, Break DC 25; Herzord has the key). It is also **trapped** (see below). The room contains only the **treasure**.

Poison Gas Trap: CR 7; mechanical; touch trigger (door); repair reset; gas; multiple targets (all within 20 ft. of the door); never miss; poison (burnt othur fumes, Fort save [DC 18] resists, 1 Con drain/3d6 Con damage); Search (DC 20); Disable Device (DC 22).

Treasure: A small unlocked iron chest containing 3,500 gp, 1,000 pp, and a *staff of fire* (40 charges).

13A-13. The Bridge and River

A solid stone bridge spans the river, connecting the two portions of the barracks. While unlikely to break, the bridge is without sides or handrails and slightly damp. Anyone attempting to run on the bridge must succeed at a Balance check (DC 15) or slip and fall into the water.

13A-14. Common Room (EL Varies)

The mass of goblin warriors gather here to eat, argue, brawl, and complain. There are two dozen long wooden tables and over a hundred small wooden stools scattered about this large chamber. At present, **100 goblin warriors** engaged in all the above listed activities. The place is foul smelling and utterly filthy. From time to time, Herzord or one of his lieutenants comes through and commands the warriors to clean the place up, but this has not happened recently.

The goblins here do not automatically assume the PCs are hostile. They grow suspicious, however, if the PCs attempt to enter Area 13A-16, and a band of twenty or so quickly demand some explanations. If, however, the PCs simply poke their heads into the common room to investigate, the goblins take notice but ignore them.

Goblin, Male War2 (100): hp 11 each; see the **Appendix**, but with the following possessions.

Possessions: morningstar, studded leather armor, 2 javelins, pouch with 3d6 sp.

Tactics: Without a leader to rally or guide them, the warriors really have no battle plan. If attacked, they charge their assailants. If the PCs prove too formidable, they retreat to the caves, where they are joined by the rest of the warriors and stage a last defense.

DMNote: the wholesale slaughter of low-level goblins by high-level PCs should not be rewarded with a pile of experience points. Use your discretion.

If the goblins hear the sounds of combat in Area 13A-5, a group of 20 goes to investigate. These warriors are not very alert, however, and so take 5 on their Listen checks, thus requiring a very loud combat to draw their attention.

13A-15. Kitchen

The food for the entire barracks is prepared here by **6 common goblins** (hp 4 each, non-combatants; see the **MM**). The room contains a large fireplace with an enormous pot suspended over it, a wide wooden table for cutting and chopping, and several cleavers and chef's knives hung on the wall. These goblins have absolutely no interest in fighting and cower in the corner if they hear any trouble in Area 13A-14.

13A-16. The Warriors' Caves (EL Varies)

Both these large caves house the barracks' 200 goblin warriors. Presently, **50 goblin warriors** are relaxing in each cave. These areas are unlit and are scattered with debris and piles of cloth and hides that might or might not be bedding. The goblins, as they are wont to do, simply lay down wherever seems comfortable at the time. As in Area 13A-14, these goblins are not alert, although they question anyone they do not recognize. Unless successfully bluffed, they become hostile. If attacked, they defend themselves as best they can. If combat breaks out in Area 13A-14, 4d6 of these goblins grab their weapons and run to investigate. The rest arrive 10 rounds later, if combat continues.

Goblin, Male War2 (50): hp 9 each; see the **Appendix**.

LEVEL 14: THE CHAPEL OF ORCUS

This level contains the last of three power centers for the evil temple of Orcus in the dungeon of Rappan Athuk. If the PCs are to have any hope of expunging the evil forces of this place, they must first succeed in the destruction of this place. The power of this final temple is far greater than that of the two above. Note that this level may only be accessed by the secret door on Level 5, and that that door may only be opened by the key held by the high priest on Level 9. A map of this level is depicted in **Map RA-14**.

14-1. Entrance

This steep drop from Level 5 seems to go on forever. The ladder descends fully 90 feet into a foul smelling black pit of a room, reeking of decay and filth. As the ladder is descended, the air warms then suddenly cools, as alternating currents of hot and cold air waft about. The tunnel continues to Level 12.

14-2. Empty Areas

The occasional piece of junk or debris litters those areas marked 14-2. DMs should also roll a wandering monster check each time PCs enter areas designated "14-2."

14-3. The Great Golden Idol

This room contains a huge statue, made of solid gold, in the form of a two-headed, tentacle-armed demon (Demogorgon). The statue radiates evil to such a degree that anyone attempting to use a spell or ability to detect such on it must make a Will save (DC 20) or be stunned for 2d4 hours from sheer mental overload. The statue itself is all but indestructible (damage reduction 50/epic), and anyone successfully damaging it is cursed (Will save [DC 32] to avoid) with a curse of rotting similar to mummy rot, but removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. Even paladins are affected. This statue allows evil priests and demons to *commune* with Demogorgon in cases where a "second opinion" is needed. Aid from this demon prince was needed to seal the crypt of Bofred. This vile deed required the powers of both avatars (Orcus and Demogorgon). If the statue is somehow disenchanting or destroyed, a story award of 10,000 XP should be awarded. The gold in the statue carries the curse as well (permanently), so while worth almost 1 million gp, it is truly of no value.

Level 14

Difficulty Level: 15

Entrances: Staircase from Level 5, Area 5-11, and from Level 12, Area 12-25 (co-located entrance).

Exits: None.

Wandering Monsters: Check once every hour on 1d20:

1	2d3 Human, Acolytes of Orcus Clr2 (See Area 14-8, below)
2	1d6 Shadows
3	1d6 Wraiths
4-5	1d3 Human, Priests of Orcus Clr5 and 1d4 Human, Acolytes of Orcus Clr2 (See Area 14-8, below)
6	1d2 Vrock Demons
7-20	No encounter

Detections: Strong evil emanates from the whole level.

Shielding: None.

Standard Features: Unless otherwise noted, all doors on this level are made of locked, iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break [DC 23], Open Lock [DC 20]). All secret doors are made of stone (2 in. thick; Hardness 8; hp 30; Break [DC 22], Open Lock [DC 20], Search [DC 20], Spot [DC 30]).

All attempts to turn undead suffer a -4 profane penalty due to the evil temple. No turning is possible in the chapel area itself. The entire level radiates a continuous *dispel good* aura.

Humanoid bones litter all halls and rooms as well, crushed and gnawed on by some evil being.

14-4. The Seven Seals (EL 12)

When the demon princes finally defeated Bofred, the high priest of Cuthbert, they created a nearly impenetrable set of wards to prevent his escape. Bofred was an extraordinarily powerful priest (26th level!), and while neither avatar could alone defeat him, Orcus and Demogorgon were able finally to entrap and imprison him behind seven binding seals, breakable only by members of

diverse classes and alignments. Bofred remained alive for many years in this prison, finally succumbing to old age and joining his god in the Seven Heavens. Writing on the floor provides some clue as to the opening of each seal. Written in fine lettering along the edges of the room in silver script is the following:

The first is passed by the quick and disorderly, self-ish in his own right

The second by the seer who has studied the books to pass the colors, yet only through order and self may the colors be faded

The third may be broken asunder by the wildman in a rage. Only a good man may succeed.

The fourth barrier may only be crossed by the unstudied mage. He alone may pass the fires of hell with a mere touch of his hand.

The muse of no allegiance may sunder the fifth seal; only his harp may quiet the waves of chaos

The sixth seal is broken by the humble hands of the willing servant of his god and of humankind. Only through slavery to his principles may a man break this seal

The last may be crossed by the blood of its creator's servants

The Seals

Each seal detects as a specific alignment if *true sight* is used. Each seal has an area behind it leading into the stone that can be safely passed into once the curse is triggered. Each curse may affect each individual once. No method of bypassing the seals is allowed, due to the power of the binding put down by the demon lords. Remember, these seals contained a 26th level priest! Not even a *miracle* spell worked to bypass them. The seven seals' effects and methods of breaking are as follows:

Seal 1: The first seal is a door with a lock, warded to allow only a rogue of chaotic neutral alignment to open by picking it with an Open Lock check (DC 25). Anyone else of an alternate class or alignment crossing the seal is cursed (Will save [DC 32] avoids) with weakness (-6 Strength), removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. This seal detects as chaotic neutral.

Seal 2: The second seal is a *prismatic wall* warded to allow only a lawful neutral wizard to cast the counterspells to bring it down. Anyone else of an alternate class or alignment crossing the seal is cursed (Will save [DC 32] avoids) with a curse of stupidity (-6 Intelligence) removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. This curse is in addition to the effects of the wall. This seal detects as lawful neutral.

Seal 3: The third seal is a simple fence created from wood, which allows only a barbarian of chaotic good alignment to chop down safely. Anyone else of an alternate class or alignment crossing the seal is cursed (Will save [DC 32] avoids) with clumsiness (-6 Dexterity), removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. This seal detects as chaotic good.

Seal 4: The fourth seal is an *illusion* of a wall of fire, which can only be passed by a sorcerer of any alignment. Having

the sorcerer simply touch the wall of fire, dispelling it, can do this. Anyone else of an alternate class or alignment crossing the seal is cursed (Will save [DC 32] avoids) with ugliness (-6 Charisma), removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. This seal has no alignment.

Seal 5: The fifth seal is a wall of rushing air, creating a loud noise. Only a bard of neutral alignment playing loudly may break a hole in this wall of sound on a Perform check (DC 25). Anyone else of an alternate class or alignment crossing the seal is cursed (Will save [DC 32] avoids) with illness (-6 Constitution), removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. This seal detects as neutral.

Seal 6: The sixth seal is a wall of stone, with bricks set without mortar. Only a lawful good priest may dismantle the wall and cross the threshold. This is easy and takes about 20 minutes. Anyone else of an alternate class or alignment crossing the seal is cursed (Will save [DC 32] avoids) with foolishness (-6 Wisdom), removable only by a *heal*, *wish*, *limited wish*, or *miracle* spell. This seal detects as lawful good.

Seal 7: The seventh seal is a cloth curtain of pure white. It can only be passed by soiling it with the blood of a chaotic evil creature. Anyone attempting to pass the curtain finds themselves transported to the Astral plane (Will save [DC 32] avoids, but does not allow passage), with no way to return. If the cloth is coated in evil blood, it may be easily passed, and Area 14-6 accessed. This seal detects as chaotic evil.

14-5. Shadow Boxing (EL 12)

This room contains many niches and wall cracks. The walls and ceilings look unstable and the occasional trickle of loose dirt falls from the roof. The room is unnaturally dim and shadowy, partly from the inherent darkness of the cave-like setting, but mostly from the presence of the **24 shadows** that inhabit this area. These creatures attack immediately. Remember, turning undead suffers a -4 profane penalty on this level. They have no treasure.

Shadows (24): CR 3; hp 19 each; see the **MM**.

Tactics: These nasties are trained by their masters to attack in groups. Six will attack one individual, attempting to drain that person prior to attacking someone else. They will fight until slain, only retreating in the face of a *daylight* spell or its equivalent. If forced to flee, the shadows hang on the edges of the light effect, waiting until the spell wears off before resuming the attack.

14-6. Bofred's Tomb

This room contains the final resting place of Bofred, the high priest of Cuthbert who led the mighty army of good to destroy this place. Bofred nearly succeeded in this feat. He was imprisoned by the combined demonic forces of Demogorgon and Orcus, his tomb sealed by the wards described in Area 14-4. The room is simple, containing only a pile of moldering bones, some rusty metal, and dust. Hidden in the room, and warded with a *forbiddance* spell (affects all non-lawful good individuals from touching it), is *the mace of Cuthbert* (see the **DMG**), a powerful artifact. Only a lawful good individual may

ever use the mace. Bofred has been dead for many years, his soul happily at peace at the right hand of his god. *Speak with dead* spells fail, though *commune* spells allow contact with this great priest. If contacted, he warns the party of the Avatar of Orcus present on Level 15, and also warns that only by praying to the fell god may one enter into his abode and finally slay the demon on this plane (see Level 13).

14-7. Transport to the Stoneheart Mountain Dungeon

The wall on this corridor shimmers with a silvery light. The surface appears to be polished steel, and little flashes of electric energy pulse constantly over the mirror. This wall is in reality a teleportal to Level 5, Area 27 of the Stoneheart Mountain Dungeon, detailed in module **D1: The Tomb of Abythor** by **Necromancer Games**. Anyone touching the wall is instantly *teleported* to that location. The priests of Orcus from Rappan Athuk have expansion plans, and are seeking a great power contained in the Stoneheart Mountain Dungeon: a black monolith of ancient evil. They have sent a delegation there through this teleportal. See that module for more details.

14-8. The Chapel of Orcus (EL20+)

The final temple to Orcus in Rappan Athuk is manned by one of his demonic lieutenants, **Maphistal** and his retinue of demons, undead, and priests. There are a total of **8 wraiths, 12 shadows, 8 acolytes, 4 priests, 2 9th-level priests (Wharaz and Gernaldra), and 2 mariliths** here. Unlike the other temples, the entrance to the Chapel of Orcus appears unguarded, and no gates or doors prohibit entrance into it. It appears to be a 40-foot deep room, ending in an ornate altar to Orcus. This is a *permanent image*. The room is in fact a 200-foot by 100-foot long hall, ending in a vast onyx altar coated with blood and gore. The altar is flanked by pillars of pure bronze, and the tile inlaid floor contains scenes of horror and malaise, evil deeds beyond comprehension.

If the room is entered, the shadows and wraiths attack—appearing to come right through the back wall—giving the priests and demons a few rounds to cast spells. Then evil priests and demons seem just to appear from nowhere, passing through the illusory walls to attack.

Magical Protections: The chapel is under the effects of *unhallow* and *dispel good* spells. Each pillar radiates an *unholy aura*, as does the altar itself and the statue of Orcus. In addition, the room is guarded with a *forbiddance* spell, preventing access by non-evil creatures. All these spells are as if cast by an 18th-level cleric.

Maphistal, Greater Demon: CR 18; hp 184; see the **Appendix**.

Wraiths (8): CR 5; hp 32 each; see the **MM**.

Shadows (12): CR 3; hp 19 each; see the **MM**.

Wharaz, Male Human Clr9 (Orcus): CR 9; hp 91; see the **Appendix**.

Gernaldra, Female Human Clr9 (Orcus): CR 9; hp 88; see the **Appendix**.

Human, Priests of Orcus, Male Clr5 (Orcus) (4): CR 5; hp 50; see the **Appendix**.

Human, Acolytes of Orcus, Male Clr2 (Orcus) (8): CR 2; hp 18; see the **Appendix**.

Mariliths (2): CR 17; hp 216; see the **MM**.

Tactics: All priests and demons summon undead to delay and hamper PCs, focusing on spellcasters. Maphistal avoids combat until all his servitors are slain, summoning a balor as a last resort if it appears they might lose. He uses *blasphemy*, *chain lightning*, and other spells from behind the illusory wall until he is discovered. The priests cast spells as needed, using all their protective and enhancement spells before entering combat if possible. They use their death touch ability on severely wounded foes. The acolytes cast *bane*, *doom*, and *protection from good*, then wade into melee, relying on their god's protection. The priests' actions parallel that of the acolytes, but they also cast *bull's strength* and *bless* before joining combat, and *animate dead* (creating 5 skeletons each from the bones ever present on this level, for a total of 20 skeletons). When the opportunity presents itself, each priest uses his death touch ability or his *silence* or *hold person* spells. As befits their chaotic evil nature, the higher-level priests let the acolytes bear the brunt of combat (e.g., melee with PC fighters). The mariliths use spells as well, but are careful with their *cloudkill* spells to avoid slaying their own priests. They only use this spell if they can position it to include only demons and undead in its area of effect. They also may summon vorks or dretches to assist in the combat. Only after the PCs are all engaged do they enter combat. The wraiths and shadows simply attack until slain. None of the creatures in this room offers quarter or retreats. They all fight to the death. Remember, undead creatures cannot be turned or rebuked in this room.

The True Altar: At the end of the long hall is a 20-foot by 20-foot block of solid onyx carved to contain a 2-foot deep basin. This basin is 5 feet in diameter and is filled with hot, bubbling blood. Inscribed above the basin is the following: "*Pure food for the great god.*" The only way that this shrine may be destroyed is for a lawful good priest to cast *purify food and drink* on the blood and then *consecrate* and *hallow* on the altar. If this is done, Orcus' avatar will be weakened as described below.

Treasure: Other than the priests' equipment, there is no real treasure here. All magical items are sacrificed to Orcus or used by the priests. Mundane items, if desired, may be found in relative abundance, though most are worn and useless.

Shrines of Power

The unholy shrines in this dungeon, of which this is the first, provide power to the demon prince Orcus and his avatar, the "Master." To cleanse the area of evil, PCs must destroy and consecrate each unholy shrine. Additionally, destroying the unholy shrines weakens Orcus' avatar, making it possible for a high-level party to defeat him on Level 15.

LEVEL 15: THE DEN OF THE MASTER

This level is the final page of adventure within the halls of Rappan Athuk. In 25 years of DMing and playtesting, it has never been reached, let alone conquered. This level should be treated as the epic finale of many years of play. It is neither forgiving nor fair. Here in this small pocket plane, connected to both the Prime Material plane and the Abyss itself, the party will encounter the avatar of a demon prince with its full powers and many servants. This level is incredibly dangerous, and no one may survive travel here even without encountering Orcus himself. Remember, this is not a computer roleplaying game. There are no cheat codes to kill Orcus. The PCs are not *supposed* to win. If they have survived this far, they are powerful and foolhardy. Yet Orcus' avatar should prove more than a match for them. This is the end. Good luck! A map of this level is depicted in **Map RA-15**.

15-1. The Maze

The teleportal from Level 13 deposits PCs on a flat stone pathway. Before them stretches a vast, flat maze. The pathway is the top of the maze walls, and the sides of the pathway drop down into utter darkness and oblivion. The screams and shrieks of the damned fill the sulfurous, hot air. Any good-aligned PCs are immediately stricken as per a *blasphemy* spell cast by a 26th-level cleric.

No sign or means of return is present. Only by defeating the demon prince's avatar may the PCs return to the world above. As noted above, anyone falling off the sides of the maze path is lost forever (transported to eternal torment in the Abyss). Note the spell restrictions from above regarding travel within the maze. Along the back edge of the maze are several paths that may be taken into it. Only one leads anywhere.

While in the maze area, PCs are treated to random evil events. See the side bar.

Glabrezu: CR 13; hp 174; see the **MM**.

Tactics: The demon immediately uses its *summon tanar'ri* ability to attempt to bring in 1d2 vrocks. It casts *mirror image*, followed by *confusion* and *reverse gravity*. It uses its *teleport* ability to stay away from fighter types, using *burning hands*, *chaos hammer*, and *unholy blight* until forced to fight hand-to-hand.

Shadows (12): CR 3; hp 24 each; see the **MM**.

Level 15

Difficulty Level: All But Impossible (20+)

Entrances: Teleport from Level 13.

Exits: None.

Wandering Monsters: None.

Detections: The entire area radiates magic, evil, and chaos. No pinpointing of sources is possible on this level.

Shielding: The entire level is shielded, and no means of magical transport such as *teleport*, *dimension door*, *ethereal jaunt*, and so forth functions at all, though this does not apply to demons! Magical flight and levitation likewise do not function in any form. The only exception is the druidic ability to change form to a flying creature, as this ability is attuned to nature and thus functions normally.

Continuous Effects: No divine spells may be recovered while resting on this level. All divination spells register as ambiguous due to the chaos aura of the place. The entire area acts as if *unhallow* and *dispel good* spells are constantly in effect.

Standard Features: All floors are made of smooth, seamless stone. All walls drop off into the Abyss. Anyone falling off a wall to the maze below is lost forever. No ceiling can be seen, as the entire level exists in an alternate plane. All is shadowy, with vision limited to half normal distances.

15-2. The Demon Greeting (EL19)

At the end of the maze, two of Orcus' marilith consorts confront the party, teleporting in to attack as soon as the threshold is crossed at the maze exit. They do not fight to the death, as their only purpose is to "soften up" the PCs before the final encounter. **Note that these demons are already here, and do not count toward Orcus' *summon demon* ability for the day!** These ladies wade into combat, casting *cloudkill* spells on themselves as they do so. When wounded over 50% of their hit points, they teleport to their lord's side and prepare for the final battle. Once these demons are defeated, the area may be examined. The entrance to Area 15-3 is a long corridor, filled

Random Evil Events

While in the maze, there is a 66 percent chance (1–4 on 1d6) each hour that a random evil event occurs. If one does occur, roll 1d10 on the following table:

- | | |
|----|---|
| 1 | A random member of the party must make a Will save (DC 25) or lose 1 point of Wisdom permanently. |
| 2 | The entire party is affected by great despair. Each must succeed at a Will save (DC 25) or suffer a –2 morale penalty to all attacks, damage, saving throws, and skill checks for 2 days. |
| 3 | A glabrezu is gated in and attacks the PCs (see statistics below). |
| 4 | The party is affected by a reverse <i>find the path</i> spell. A Will save (DC 30) avoids this. The DM should give false directions (left=right, and so on) to all affected. |
| 5 | The entire party is <i>teleported</i> to the initial entrance area. |
| 6 | The party is again subjected to the effects of a <i>blasphemy</i> spell. Reroll on this table. |
| 7 | One randomly determined party member must make a Will save (DC 25) or be affected by a <i>confusion</i> spell. |
| 8 | A skeleton with a vial of <i>oil of slipperiness</i> appears in front of the party and breaks the vial on the pathway. Anyone attempting to cross the area must make a Dexterity check (DC 20) or slide off the side if attempting to cross it. The skeleton slides off screaming in demonic glee after them. |
| 9 | The entire party must make a Will save (DC 31) or be affected by a <i>symbol of discord</i> . |
| 10 | Twelve shadows attack the party, rising up from the pits along the corridor. They are unturnable (see statistics below). |

Glabrezu: CR 13; hp 174; see the **MM**.

Tactics: The demon immediately uses its summon *tanar'ri* ability to attempt to bring in 1d2 vrocks. It casts *mirror image*, followed by *confusion* and *reverse gravity*. It uses its *teleport* ability to stay away from fighter types, using *burning hands*, *chaos hammer*, and *unholy blight* until forced to fight hand-to-hand.

Shadows (12): CR 3; hp 24 each; see the **MM**.

with thousands of bones, crushed and powdered with age and abuse. Moldering corpses and rusty, rotted gear of all kinds litters the hallway. It leads 400 feet to the final room.

Mariliths (2): CR 17; hp 216 each; see the **MM**.

15-3 The Den of the Master (EL Yes)

This is it, the final encounter. The DM should very carefully prepare for this battle prior to initiating combat. Even if the PCs have destroyed all three shrines, it is highly unlikely that they will defeat the demon prince. This room is a huge shrine, dedicated to all that is dark and evil. It is the den and living quarters for the most foul presence of the **Avatar of Orcus** himself. See the Monster Appendix for a full description of the demon prince's avatar. His stats are summarized below.

In addition to the Avatar of Orcus, the room also contains **2d6 skeletons**, **1d8 zombies**, **1d6 ghouls**, **1d3 ghasts**, **1d6 shadows**, **1d3 wights**, and **1d2 spectres**.

Ghasts (varies): CR 3; hp 51 each; see the **MM**.

Ghouls (varies): CR 1; hp 24 each; see the **MM**.

Shadows (varies): CR 3; hp 36 each; see the **MM**.

Skeletons (varies): CR 1/3; hp 12 each; see the **MM**.

Spectres (varies): CR 7; hp 84 each; see the **MM**.

Wights (varies): CR 3; hp 48 each; see the **MM**.

Zombies (varies): CR 1/2; hp 27 each; see the **MM**.

DM Note: these undead minions cannot be turned or destroyed by turn checks while in the presence of Orcus.

The room itself is huge, fully 200 feet in diameter, with an evil, pulsating altar of the demon lord in its center, carved of entwined bones and in the shape of a throne. The throne itself seems to scream and writhe as if in pain.

Treasure is heaped about in piles, and the bones of previous victims are liberally strewn among piles of weapons, armor, and gold.

Consequences: Now the fight begins! If the PCs lose, their souls are devoured and they are forever dead. If, on the other hand, they win, Orcus will be banished from the Prime Material plane for 666 years. The DM should take care with this, as all priests of Orcus will lose their ability to cast spells of 7th to 9th level for 666 years! This event will have a dramatic effect on global politics and power struggles. Who is kidding whom, though, Orcus will destroy them all!

Magical Protections: The den is under the effects of *unhallow* and *dispel good* spells. The altar radiates an *unholy aura*, as does Orcus himself. This affect is not calculated into his stats below.

Special Note To The DM: If the PCs are to have any chance, they must have destroyed the evil temples on Levels 4, 9, and 14. If they have not, the avatar has his full powers and is absolutely unbeatable. For each shrine destroyed, the demon prince is weakened, and his ability to hold mortal form and fight the PCs is diminished. Four sets of monster statistics are given for Orcus. The first represents Orcus at his full potential, with all three evil shrines intact. The second is for use when one shrine has been destroyed, the third for two shrines destroyed, and the last is if the PCs destroyed all three shrines to Orcus within the dungeon. As you will note, only if all three shrines were destroyed is there really any hope of the PCs ridding the planet of this evil god.



Tactics: Orcus spends 2 rounds taunting the PCs. The other demons and undead attack immediately. The tactics used by the demons are too variable to list; however, it is unlikely that they simply dash into combat. All will summon additional help as their first action, then use their spells and abilities before finally closing to finish off PCs. Orcus prefers to summon shadows, as he can summon a large number of them and they are unturnable and can gang up on his enemies and drain Strength. He also likes to summon vampires (Ftr18, with appropriate equipment such as +3 *armor* and +3 *weapons*; or Clr16, with similar equipment). If pressed, he summons a balor or mariliths, though he is loath to do so.

Orcus' Stats

See the Monster Appendix for a full description of the Demon Prince. Orcus's avatar is considerably stronger than normal when temples dedicated to him in Rappan Athuk remain functioning. His statistics and abilities—depending on the number of shrines destroyed—are as follows:

Orcus (unweakened): CR 41; hp 1575; see the **Appendix**.

Orcus (one shrine destroyed): CR 39; hp 1311; see the **Appendix**.

Orcus (two shrines destroyed): CR 37; hp 1071; see the **Appendix**.

Orcus (three shrines destroyed): CR 35; hp 855; see the **Appendix**.

Treasure: If you are reading this, ask yourself . . . did I give this away too easily. If the answer is no, well then, its time to reward the PCs and realize you are kidding yourself. Orcus' lair contains a vast hoard. In addition to the *wand of Orcus*, it contains the following: 2,500,000 gp in various coins; 1,200,000 gp worth of gemstones of various shapes, sorts, and sizes; 200,000 gp worth of objects of art and jewelry of various sorts and sizes; a suit of +5 *full plate of brightness*; a *staff of the magi*; the *Sword of Kass* (another extraordinarily powerful major artifact, the **DMG**; how Orcus got it is another story); a *book of infinite spells*; 12 randomly determined +1 to +3 weapons and armor, no special abilities; an *apparatus of Kwallish*; and a *planar gate*, which allows transport back to the Portal of Darkness, Level 13, Area 13-4. The *planar gate* cannot be moved. It is positioned at the far end of the den, behind the main altar. Good luck getting to it with Orcus around!

Experience: It is left to the individual DM to award experience for this encounter as there are too many variables. Needless to say, encountering Orcus, even if the PCs flee through the *planar gate*, should be worth enough experience to gain a level.



BOOK TWO:

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appendix a: MONSTERS

Amalgamation: CR 20; SZ G Construct; HD 30d10+40; hp 250; Init +9 (Dex); Spd 10 ft., fly 50 ft. (perfect); AC 25 (-4 size, +9 Dex, +10 deflection), touch 25, flat-footed 16; BAB/Grp +22/+41; Atk +25 melee or +27 ranged (by weapon); Full Atk +25 melee or +27 ranged (by weapon, up to five weapons); Space/Reach 20 ft./15 ft.; SA item use, swarm attack (10d6); SQ blindsight (100 ft.), construct traits, DR (10/—), immunities, multiattack; AL N; SV Fort +10, Ref +19, Will +15; Str 24, Dex 28, Con —, Int —, Wis 20, Cha 1. See the New Monsters section for details on its special abilities, and Area 3B-18 for a listing of what items it has at its disposal.

Location(s): Level 3B

Barrow Wight: CR 4; SZ M Undead; HD 6d12; hp 39; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +5 natural), touch 11, flat-footed 15; BAP/Grapple +3/+5; Atk +5 melee (1d4+3 plus energy drain, slam); SA create spawn, energy drain, insanity gaze; SQ undead traits, turn resistance (+2); AL CE; SV Fort +2, Ref +3, Will +6; Str 14, Dex 12, Con —, Int 11, Wis 13, Cha 16.

Skills: Climb +8, Hide +7, Listen +9, Move Silently +15, Search +6, Spot +9. *Feats:* Alertness, Blind-Fight, Power Attack.

Create Spawn (Su): A humanoid slain by a barrow wight becomes a barrow wight in 1d4 rounds. Spawns are under the command of the barrow wight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a barrow wight's slam attack gain one negative level. The Fortitude save to remove the negative level has a DC of 16. For each such negative level bestowed, the barrow wight gains 5 temporary hit points.

Insanity Gaze (Su): Anyone with 30 feet that meets the barrow wight's gaze is affected as if by an *insanity spell* (CL 9th). A successful Will save (DC 16) negates the effects.

Skills: Barrow wights have a +8 racial bonus on Move Silently checks.

Barrow Wight, Advanced: CR 6; SZ M Undead; HD 12d12; hp 96; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), 30 ft. base; AC 24 (+1 Dex, +5 natural, +8 armor),

touch 11, flat-footed 23; BAP/Grapple +6/+8; Atk +8 melee (1d4+3 plus energy drain, slam); SA creates spawn, energy drain (Fort DC 20), insanity gaze (Will DC 20); SQ undead traits, turn resistance (+2); AL CE; SV Fort +4, Ref +5, Will +9; Str 14, Dex 12, Con —, Int 11, Wis 13, Cha 18.

Skills: Climb +10, Hide +9, Listen +13, Move Silently +17, Search +10, Spot +13. *Feats:* Alertness, Cleave, Blind-Fight, Improved Initiative, Power Attack.

Skills: Barrow wights have a +8 racial bonus on Move Silently checks.

Possessions: chainmail.

Location(s): Level 5

Disruption Field (Su): As a full round action, this beholder can focus all its innate magical energy into one intense burst of antimagic through its center eye. This has the effect of a *Morden's disjunction* spell, cast at 20th level, save that it has no chance to affect artifacts or epic-level items. If the beholder uses this power, it cannot use its antimagic field ability that round. It must then wait 1d4+1 rounds before it can use this power again.

Location(s): Level 3B

Blood Orchid: CR 5; SZ L Aberration; HD 5d8+15; hp 37; Init +1 (Dex), Spd 5 ft., fly 30 ft (good); AC 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/Grp +3/+9; Atk +5 melee (1d3+2 plus poison, tentacle); Full Atk +5 melee (1d3+2 plus poison [x8], tentacles); Space 10 ft.; SA blood drain (1d4 Con damage/round), improved grab, poison (coma 1d6 minutes [no secondary effect], Fort DC 15 resists); SQ all-around vision, darkvision (60 ft.), energy resistance (10), sonic immunity, telepathic bond (20 ft.); AL LE; SV Fort +4, Ref +4, Will +5; Str 15, Dex 12, Con 16, Int 11, Wis 12, Cha 13.

Skills: Hide +1, Listen +8, Search +4, Spot +10. *Feats:* Lightning Reflexes, Weapon Focus (tentacle).

Location(s): Level 8A

Blood Orchid, Savant Sav4: CR 9; SZ L Aberration; HD 5d8+15 plus 4d4+12; hp 60; Init +5 (Dex, Improved Initiative), Spd 5 ft., fly 30 ft (good); AC 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/Grp +5/+11; Atk +7 melee (1d3+2 plus poison, tentacle);

Full Atk +7 melee (1d3+2 plus poison [x8], tentacles); Space 10 ft.; SA blood drain (1d4 Con damage/round), improved grab, poison (coma 1d6 minutes [no secondary effect], Fort DC 15 resists); SQ all-around vision, darkvision (60 ft.), energy resistance (10), sonic immunity, special casting, spells, telepathic bond (20 ft.); AL LE; SV Fort +5, Ref +5, Will +9; Str 15, Dex 12, Con 16, Int 12, Wis 12, Cha 15.

Skills: Concentration +10, Hide +1, Knowledge (arcana) +7, Listen +8, Search +7, Spellcraft +7, Spot +10. *Feats:* Extend Spell, Improved Initiative, Lightning Reflexes, Weapon Focus (tentacle).

Arcane Spells Known (cast per day 6/7/4; base DC 13 + spell level): 0—daze, dancing lights, detect magic, flare, light, mage hand, resistance; 1st—cause fear, detect animals or plants, endure elements, hypnotism, protection from good, shield; 2nd—barkskin, blur, cure light wounds, hold animal, hypnotic pattern, resist elements, scare, see invisibility.

Location(s): Level 8A

Blood Orchid, Grand Savant Sav6: CR 14; SZ H Aberration; HD 10d8+40 plus 6d4+24; hp 140; Init +2 (Dex, Improved Initiative), Spd 5 ft.; AC 17 (-2 size, -2 Dex, +9 natural, +2 deflection), touch 8, flat-footed 17; BAB/Grp +10/+24; Atk +15 melee (1d4+6 plus poison, tentacle); Full Atk +15 melee (1d4+6 plus poison [x12], tentacles); Space/Reach 15 ft./15 ft. SA blood drain (1d6 Con damage/round), improved grab, poison (coma 1d6 minutes [no secondary effect], Fort DC 20 resists); SQ all-around vision, darkvision (60 ft.), energy resistance (15), sonic immunity, special casting, spells, telepathic bond (20 ft.); AL LE; SV Fort +10, Ref +5, Will +13; Str 23, Dex 6, Con 20, Int 14, Wis 13, Cha 18.

Skills: Concentration +17, Hide -6, Knowledge (arcana) +12, Listen +19, Search +10, Spellcraft +13, Spot +19. *Feats:* Extend Spell, Improved Initiative, Lightning Reflexes, Spell Penetration, Weapon Focus (tentacle).

Arcane Spells Known (cast per day 6/7/6/4; base DC 14+spell level): 0—daze, dancing lights, detect magic, flare, light, mage hand, resistance; 1st—cause fear, detect animals or plants, endure elements, hypnotism, protection from good, shield; 2nd—barkskin, blur, cure light wounds, hold animal, hypnotic pattern, resist elements, scare, see invisibility; 3rd—cure moderate wounds, dispel magic, dominate animal, hold person, slow, stinking cloud.

Possessions: The grand savant wears a silver +2 ring of protection on one of its many eyestalk tendrils. Finding it without using *detect magic* requires a successful Search check (DC 20).

Location(s): Level 8A

Bone Crawler (armored): CR 12, SZ H Aberration; HD 12d8+60; hp 114; Init +3 (Dex); Spd 20 ft. (armor), 30 ft. (base), climb 10 ft.; AC 18 (-2 size, +10 natural armor), touch 8, flat-footed 18; BAB/Grp +9/+25; Atk +16 melee (1d8+8, bone blade), or +15 melee (1d4+8,

whipfrond); Full Atk +16 melee (1d8+8 [up to x12, -1 per 10 damage to bone armor], bone blade), and/or +15 melee (1d4+8 [x12], whipfrond) {maximum number of attacks equals number of HD}; Space/Reach 10 ft./5 ft.; SA bone blades, whipfronds, whirling frenzy (5 ft. range, Ref DC 19 avoids, 1d8+5 per 3 bone blades); SQ blindsight (60 ft.), bone armor (hardness 10; hp 130), heightened fortitude, SR (24); SV Fort +15, Ref +7, Will +10; Str 26, Dex 16, Con 21, Int 9, Wis 15, Cha 9.

Location(s): Level 1A

Skills: Climb +14, Disguise +6. *Feats:* Cleave, Multi-attack, Multiweapon Fighting, Power Attack, Weapon Focus (bone blade).

Bone Crawler (unarmored): CR 12, SZ H Aberration; HD 12d8+60; hp 114; Init +3 (Dex); Spd 30 ft., climb 10 ft.; AC 11 (-2 size, +3 Dex), touch 11, flat-footed 8; BAB/Grp +9/+25; Atk +15 melee (1d4+8, whipfrond); Full Atk +15 melee (1d4+8 [x12], whipfronds); Space/Reach 10 ft./5 ft. (10 ft. with whipfronds); SA whipfronds; SQ blindsight (60 ft.), heightened fortitude, SR (24); SV Fort +15, Ref +7, Will +10; Str 26, Dex 16, Con 21, Int 9, Wis 15, Cha 9.

Skills: Climb +24, Disguise +6. *Feats:* Cleave, Multi-attack, Multiweapon Fighting, Power Attack, Weapon Focus (bone blade).

Location(s): Level 1A

For more information on bone crawlers, see the listing in the **New Monsters Appendix**.

Bone Reaper Reflection: CR 10; SZ L Construct; HD 11d10+30; hp 90; Init +2 (Dex); Spd 40 ft. (can't run); AC 20 (-1 size, +2 Dex, +9 natural), touch 11, flat-footed 18; BAB/Grp +8/+17; Atk +13 melee (1d8+5, claw rake, crit x4); Full Atk +13 melee (1d8+5 [x2], claw rake, cri. x4); Space/Reach 10 ft./10 ft.; SQ construct traits, DR (15/adamantine), darkvision (60 ft.), immunities, low-light vision, reflection, rust vulnerability; AL N; SV Fort +3, Ref +5, Will +3; Str 20, Dex 14, Con —, Int —, Wis 11, Cha 1.

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

Immunities (Ex): Fire damage heals the reaper one hit point for every 3 points of damage inflicted, and breaks any *slow* effects. Electrical damage *slows* it for a round. It is immune to all other spells and effects not specifically targeted at golems.

Reflection (Su): The bone reaper can only be directly attacked by viewing its reflection and striking blindly at where it would be from that view. This incurs a -4 circumstance penalty to hit, a -2 penalty to AC, and a possibility of concealment depending on how far one is from the mirror. The reaper can attack directly, however. In addition, if the reaper statue is damaged, the reflected reaper takes a like amount of damage. Note that this is not invisibility, and see

invisible or even *true seeing* does not reveal its true location, for it is not really there, but rather exists in reflections. If no mirrors or reflective surfaces are present, the bone reaper cannot attack, since it actually strikes against the reflections of its adversaries, not the creatures themselves.

Rust vulnerability (Ex): The bone reaper reflection is affected by rust attacks normally.

Location(s): Level 9D

Bone Warriors, Ftr4: CR 5; SZ M Undead; HD 1d12 plus 4d10; hp 40; Init +5 (Dex, Improved Initiative); Spd 20 ft (armor), base 30 ft; AC 20 (+1 Dex, +2 natural, +5 chainmail, +2 shield); BAB/Grp +4/+6; Atk +8 melee (see below); SQ DR (5/bludgeoning), darkvision (60 ft.), fighter qualities, immunity to cold, turn resistance (+4), undead traits; AL N; SV Fort +4, Ref +2, Will +3; Str 14, Dex 12, Con —, Int —, Wis 10, Cha 11.

Skills: None. *Feats*: Exotic Weapon Proficiency (weapon), Improved Initiative, Weapon Focus (weapon), Weapon Specialization (weapon).

Fighter Qualities (Ex): As part of their creation from experienced fighters, they retain their known feats despite losing all intelligence. They do not, however, retain the skills they had when alive. They also retain their fighter hit dice, base attack bonus and saves.

Possessions: The bone warriors each wear ancient but serviceable chainmail armor and a heavy steel shield. All but one wears a golden circlet set with a ruby worth 250 gp (the last circlet was looted long ago, and can now be found in the Bloodways as random treasure). Each bears a different masterwork quality weapon, for which it has exotic weapon proficiency, weapon focus, and weapon specialization. Those fighter skeletons not using exotic weapons do not have an alternate feat. Weapons are as follows:

#1-2: Bastard sword (1d10+4, crit 19-20) #3-4: Dwarven waraxe (1d10+4, crit x3) #5-6: Scimitar (1d6+4, crit 18-20) #7-8: Morning star (1d8+4, crit x3)

Location(s): Level 9D

Bonesuckers: CR 7; SZ L Aberration; HD 8d8+24; hp 60; Init +1 (Dex); Spd 20 ft.; AC 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/grapple +6/+14; Atk +9 melee (1d4+4 plus ability score damage, tentacle); Full Atk +9 melee (1d4+4 and ability score damage [x4], tentacles); SA ability score damage, constriction, improved grab; SQ all-around vision, DR (10/magic), darkvision (90 ft.); AL NE; SV Fort +5, Ref +5, Will +7; Str 18, Dex 13, Con 17, Int 10, Wis 12, Cha 13.

Skills: Hide +2, Listen +7, Move Silently +5, Search +9, Spot +11. *Feats*: Alertness, Dodge, Lightning Reflexes.

Improved Grab (Ex): To use this ability, a bonesucker must hit an opponent of Large size or smaller with a tentacle attack. If it gets a hold, it can constrict.

Constrict (Ex): A bonesucker deals 1d4+4 points of damage with a successful grapple check against large or smaller creatures.

Ability Score Damage (Ex): A bonesucker that has successfully grappled an opponent deals 1d2 points of Strength and 1d2 points of Dexterity damage to an opponent as long as the hold is maintained.

All-Around Vision (Ex): A bonesucker's symmetrically placed eyes allow it to look in all directions, bestowing a +4 racial bonus to Spot and Search checks. Bonesuckers cannot be flanked.

Locations: Level 1A

For more details on bonesuckers, see the *Tome of Horrors*, by *Necromancer Games*.

Bugbear Ravagers, Male Bugbear Bbn3: CR 5; SZ M; HD 3d8+9 plus 3d12+9; hp 52 (64); Init +1 (Dex); Spd 40 ft.; AC 17 (15) (+1 Dex, +3 natural, +2 leather, +1 shield, [-2 rage]), touch 11 (9), flat-footed 16 (14); BAB/Grp +5/+10; Atk +12 (+14) melee (1d8+5 [1d8+7], masterwork morningstar) or +7 ranged (1d6+5 [1d6+7], javelin, range 30 ft.); SA rage (1/day, 8 rounds); SQ darkvision (60 ft.), fast movement, illiteracy, scent, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CE; SV Fort +7 (+9), Ref +6, Will +3 (+5); Str 20 (24), Dex 14, Con 17 (21), Int 8, Wis 13, Cha 8. Value in parenthesis/braces are while raging.

Skills: Climb +7 (+9), Hide +3, Listen +3, Move Silently +10, Search +1, Spot +4, Survival +2. *Feats*: Alertness, Power Attack, Weapon Focus (morningstar).

Languages: Common, Goblin.

Possessions: Masterwork morningstar, leather armor, light wood shield, 2d6 gp, 3d6 sp.

Note: Values while raging are separated by parenthesis or braces.

Location(s): Wilderness

Carrion Crawlers (advanced): CR 6; SZ H Aberration; HD 9d8+36; hp 72; Init +1 (Dex); Spd 30 ft., climb 15 ft.; AC 19 (-2 size, +1 Dex, +10 natural), touch 9, flat-footed 18; BAB/Grp +6/+20; Atk +11 melee (paralysis, tentacle); Full Atk +11 melee (paralysis [x8], tentacles) and +9 melee (1d6+3, bite); SPACE/REACH 15 ft./10 ft.; SA paralysis (Fort DC 18, 2d6 minutes); SQ darkvision (60 ft.), scent; AL N; SV Fort +7, Ref +4, Will +8; Str 22, Dex 13, Con 18, Int 3, Wis 15, Cha 6.

Skills: Climb +18, Listen +8, Spot +8. *Feats*: Alertness (b), Combat Reflexes, Improved Natural Armor, Track, Multiattack.

Location(s): Level 9D

Cave Fisher: CR 2; SZ M Vermin; HD 3d8+9; hp 22; Init +1 (Dex); Spd 10 ft., climb 10 ft.; AC 16 (+1 Dex, +5 natural), touch 11, flat-footed 15; BAB/Grp +2/+6; Atk +3 ranged touch (drag, 60 ft. reach), or +6 melee (1d4+4, claw); Full Atk +3 ranged touch (drag, 60 ft. reach), and +6 melee (1d4+4 [x2], claws); SA adhesive, filament, drag (10 ft./round, Escape Artist [DC 19], or Strength [DC 15] to escape); SQ darkvision (60 ft.), vermin traits; AL N; SV Fort +6, Ref +2, Will +1; Str 18, Dex 12, Con 16, Int —, Wis 10, Cha 4.

Skills: Climb +12.

Drag (Ex): If a cave fisher hits with its filament attack, the filament latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 19 Escape Artist check or a DC 15 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A cave fisher can draw in a creature within 5 feet of itself and attack with its claws with a +4 attack bonus in the same round. The filament has 10 hit points and can be attacked by making a successful sunder attempt. However, attacking a cave fisher's filament does not provoke an attack of opportunity. If the filament is currently attached to a target, the cave fisher takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing the filament deals no damage to a cave fisher.

An application of liquid with high alcohol content dissolves the adhesive and forces the cave fisher to release its hold (though it may strike again normally with it on its next turn). An application of the universal solvent likewise forces a cave fisher to release its grip.

Filament (Ex): Most encounters with a cave fisher begin when it fires its strong, sticky filament. The creature can strike up to 60 feet away (no range increment). If the filament is severed, it grows back within 1 hour.

Skills: A cave fisher has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

For more information on cave fishers, see the *Tome of Horrors* by Necromancer Games.

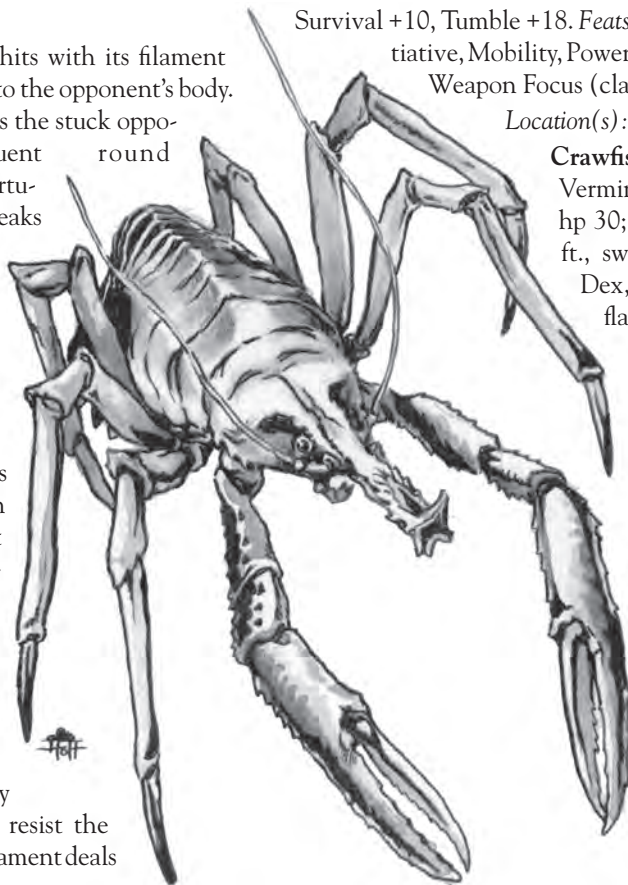
Location(s): Level 8A

Chaos Beast (advanced): CR 12; SZ L Outsider (chaotic); HD 16d8+64; hp 166; Init +5 (Dex, Improved Initiative); Spd 20 ft.; AC 17 (-1 size, +1 Dex, +7 natural), touch 10, flat-footed 16; BAB/Grp +16/+26; Atk +22 melee (1d4+6 and corporeal instability, claw); Full Atk +22 melee (1d4+6 and corporeal instability [x2], claws); Space 10 ft.; SA corporeal instability (Fort DC 22 resist, Cha check DC 15 regains form); SQ darkvision (60 ft.), immune to critical hits and transformation, SR (15); AL CN; SV Fort +14, Ref +11, Will +10; Str 22, Dex 13, Con 18, Int 10, Wis 10, Cha 10.

Skills: Climb +20, Disguise +8, Escape Artist +20, Hide +16, Jump +12, Listen +19, Search +10, Spot +19,

Survival +10, Tumble +18. *Feats:* Dodge, Improved Initiative, Mobility, Power Attack, Spring Attack, Weapon Focus (claw).

Location(s): Level 9D



Crawfish, Giant: CR 2; SZ M Vermin (aquatic); HD 4d8+8; hp 30; Init -1 (Dex); Spd 20 ft., swim 40 ft.; AC 16 (-1 Dex, +7 natural), touch 9, flat-footed 15; BAB/Grp +3/+7; Atk +7 melee (1d6+4, claws); Full Atk +7 melee (1d8+4 [x2], claws); SA improved grab, constrict (1d4+1); SQ darkvision (60 ft.), vermin traits, water dependency; AL N; SV Fort +8, Ref +0, Will +1; Str 19, Dex 8, Con 15, Int —, Wis 10, Cha 11.

Skills: Climb +6, Spot +4, Swim +12.

Water Dependency (Ex): Giant crawfish can survive out of the water for 1 hour per point

of Constitution (after that, refer to the drowning rules in the DMG).

Location(s): Level 11

Crazed Cannibalistic Humans, Bbn6: CR 6; SZ M; HD 6d12+18 (6d12+30); hp 57 (69); Init +3; Spd 40 ft.; AC 16; +12/+7 (+14/+9) melee (1d10+6 [1d10+8], greatclub); SA rage (2/day, 8/rounds, statistics when enraged are in parenthesis); SQ fast movement, insane, illiteracy, improved uncanny dodge, uncanny dodge, trap sense (+2); AL CE; SV Fort +8 (+10), Ref +5, Will -3 (see below); Str 23 (27), Dex 16, Con 16 (20), Int 10, Wis 1, Cha 10.

Skills: Climb+12, Jump +12, Listen +11, Spot +6, Swim +2, Wilderness Lore +6. *Feats:* Alertness, Blind-Fight, Improved Unarmed Strike, Power Attack.

Insane (Ex): These men are completely immune to all mind-affecting spells and effects. All effects that alter the Wisdom of their target are also ineffective. No saving throw need be made for these types of effects. Likewise, they must always use their rage ability at the start of any combat.

Possessions: Greatclub, hide armor, loincloth, bone trinkets, ear collections, teeth collections, and so on.

Location(s): Level 9B, Level 9C

Crazed Goblin Scouts, Rog3: CR 3; SZ S; HD 3d6 (3d6+12); hp 14 (26); Init +1 (Dex); Spd 30 ft.; AC 16

(+1 size, +1 Dex, +3 armor, +1 shield, [-2 rage]), touch 12, flat-footed 15; BAB +2/-2 (+0); Atk +2 (+4) melee (1d4-1 [1d4+1], small handaxe, crit x3) or +2 (+4) melee (1d3-1 [1d3+1], dagger, crit 19-20) or +4 ranged (1d4-1, small javelin, range 30 ft.), or +4 ranged (1d4-1 [1d4], shortbow, crit x3, range 60 ft.); SA rage (as per Barbarians, 1/day, 5/rounds, statistics when enraged are in parenthesis), sneak attack (+2d6); SQ darkvision (60 ft.), evasion, insane; AL NE; SV Fort +1 (+3), Ref +4, Will -4 (see below); Str 8 (12), Dex 13, Con 11 (15), Int 10, Wis 1, Cha 8.

Skills: Balance +4, Climb +2 (+4), Disable Device +3, Escape Artist +4, Hide +10, Listen +0, Move Silently +6, Open Lock +3, Sleight of Hand +3, Spot +0, Tumble +4, Use Rope +3. *Feats:* Dodge, Mobility.

Insane (Ex): These goblins are completely immune to all mind-affecting spells and effects. All effects that alter the Wisdom of their target are also ineffective. No saving throw need be made for these types of effects. Likewise, they must always use their rage ability at the start of any combat.

Possessions: Small studded leather armor, small light wooden shield, small shortbow with 40 arrows or small javelins (3) or small handaxe, dagger, 1d4 sp, 2d4 cp.

Location(s): Level 9B, Level 9C

Crimson Death: CR 10; SZ M Aberration (incorporeal); HD 13d8+13; hp 71; Init +9 (Dex, Improved Initiative); Spd 60 ft., 30 ft. after feeding; AC 19 (+5 Dex, +4 deflection), touch 19, flat-footed 14, or 11 (+5 Dex, -4 circumstance), touch 11, flat-footed 6 after feeding; BAB/Grp +9/—; Atk +14 melee touch (fluid drain, incorporeal touch); SA fluid drain, grab; SQ darkvision (60 ft.), incorporeal traits, weakened; AL NE; SV Fort +7, Ref +11, Will +11; Str —, Dex 20, Con 13, Int 18, Wis 16, Cha 18.

Skills: Hide +21*, Listen +21, Search +20, Sense Motive +19, Spot +21, Survival +19 (+21 following tracks). *Feats:* Alertness, Great Fortitude, Improved Initiative, Lightning Reflexes, Weapon Finesse.

Fluid Drain (Ex): A crimson death deals 1d6 points of Constitution damage to a grabbed opponent each round it maintains the hold.

Grab (Ex): A crimson death that hits an opponent up to one size larger has wrapped its incorporeal tendrils around the opponent. The opponent is considered grappled (grapple bonus +11) and is subjected to the crimson death's fluid drain each round the hold is maintained.

Incorporeal Traits (Ex): Can be harmed only by other incorporeal creatures, magic weapons or creatures that strike as magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source (except positive energy, negative energy, and force effects such as *magic missile*); can pass through solid objects at will, and own attacks pass through armor; cannot make trip or grapple attacks and cannot be tripped or grappled; do not set off traps triggered by weight; always moves silently

and cannot be heard with Listen checks unless it wants to be; can move at full speed even when it cannot see.

Weakened (Ex): After draining its victim's Constitution, the crimson death, sated from its feeding, moves at one-half its normal speed, loses the incorporeal subtype, loses its racial bonus to Hide checks, and suffers a -4 circumstance penalty to AC. These effects last for 1 hour.

Skills: *A crimson death has a +8 racial bonus on Hide checks in smoky, foggy, misty areas.

Location(s): Level 7A

Demilich: CR 29; SZ D Undead; HD 21d12; hp 130; Init +7 (Dex, Improved Initiative); Spd fly 180 ft. (perfect); AC 43 (+4 size, +3 Dex, +5 natural, +21 insight), touch 38, flat-footed 40; BAB/Grp +10/-2; Atk +35 touch (10d6+20 plus paralyzing touch); SA fear aura, paralyzing touch, perfect automatic still spell, spell-like abilities, spells, trap the soul; SQ DR (15/epic and bludgeoning), immunity (cold, electricity, mind affecting, polymorph), magic immunity, phylactery transference, resistance (acid 20, fire 20, sonic 20), summon familiar, turn resistance (+20), undead traits; AL LE; SV Fort +10, Ref +12, Will +17; Str 10, Dex 16, Con —, Int 38, Wis 24, Cha 20.

Skills: Concentration +25, Craft (alchemy) +34, Hide +35, Knowledge (arcana) +34, Knowledge (history) +26, Knowledge (the planes) +26, Listen +27, Move Silently +23, Search +34, Sense Motive +27, Spellcraft +36, Spot +27. *Feats:* Automatic Quicken Spell (0-3rd), Blinding Speed, Brew Potion, Combat Casting, Craft Wondrous Item, Enlarge Spell, Heighten Spell, Improved Initiative, Improved Spell Capacity (10th), Lightning Reflexes, Maximize Spell, Quicken Spell Scribe Scroll, Spell Penetration, Tenacious Magic (any).

Fear Aura (Su): Demiliches are shrouded in a dreadful aura of death and evil. Creatures of less than 5 HD in a 60-foot radius that look at the demilich must succeed at a Will save (DC 19) or be affected as though by *fear* as cast by a 21st-level caster. The DC is Charisma-based.

Magic Immunity (Ex): Demiliches are immune to all magical and supernatural effects, except as follows. A *shatter* spell affects a demilich as if it were a crystalline creature, but deals half the damage normally indicated. A *dispel evil* spell deals 3d6 points of damage (Fort save for half damage). *Holy smite* spells affect demiliches normally.

Paralyzing Touch (Su): Any living creature a demilich touches must succeed at a Fortitude save (DC 36) or be permanently paralyzed. *Perfect Automatic Still Spell (Ex):* A demilich can cast all the spells it knows without gestures.

Phylactery Transference (Su): Headbands, belts, rings, cloaks, and other wearable items kept in close association with the demilich's phylactery transfer all their benefits to the demilich no matter how far apart the demilich and the phylactery are located. The standard limits on types of items utilized simultaneously still apply.

Remove paralysis or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a demilich seems dead, though a successful Spot check (DC 20) or Heal check (DC 15) reveals that the victim is still alive.

Spell-Like Abilities: At will—*alter self*, *astral projection*, *create greater undead*, *create undead*, *death knell*, *enervation*, *greater dispel magic*, *harm* (usually used to heal itself), *summon monster I–IX*, *telekinesis*, *weird*; 2/day—*greater planar ally*. Demiliches use these abilities as casters of a level equal to their spellcaster level, but the save DCs are all 36. The DC is Charisma-based.

Trap the Soul (Su): A demilich can trap the souls of up to eight living creatures per day. To use this power, it selects any target it can see within 300 feet. The target is allowed a Fortitude saving throw (DC 36). If the target makes its saving throw, it gains four negative levels (this does not count as a use of trap the soul). If the target fails its save, the soul of the target is instantly drawn from its body and trapped within one of the gems incorporated into the demilich's form. The gem gleams for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molders in a single round, reduced to dust. If left to its own devices, the demilich slowly devours the soul over 24 hours—at the end of that time the soul is completely absorbed, and the victim is forever gone. If the demilich is overcome before the soul is eaten, crushing the gem releases the soul, after which time it is free to seek the afterlife or be returned to its body by the use of either *resurrection*, *true resurrection*, *clone*, or *miracle*. A potential victim protected by a *death ward* spell is not immune to trap the soul, but receives a +5 bonus on its Fortitude saving throw and is effective against the level loss on a successful save. The DC is Charisma-based

Arcane Spells Prepared (4/8/8/7/7/7/6/6/6/3; base DC 24 + spell level): 0—detect magic, mage hand (x2), read magic; 1st—charm person, erase, magic missile (x5), shocking grasp; 2nd—arcane lock, cat's grace, fog cloud, gust of wind, invisibility, mirror image, see invisible, spectral hand; 3rd—dispel magic, displacement, fireball (x2), lightning bolt, slow; 4th—charm monster, detect scrying, dimensional anchor, enervation, fire shield, greater invisibility, phantasm killer; 5th—baleful polymorph, break enchantment, cloudkill, cone of cold (x2), flesh to stone (x2), teleport; 6th—bigby's forceful hand, chain lightning, greater dispel magic, planar binding, true seeing (x2), wall of iron; 7th—delayed fireball blast, finger of death, greater teleport, power word blind (x2), reverse gravity; 8th—greater invisibility (quicken), greater prying eyes, horrid wilting, mass charm monster, maze, prismatic wall; 9th—cone of cold (quicken), Morden's disjunction, power word kill, shapechange, teleport (quicken), timestop; 10th—chain lightning (quicken), chain lightning (maximized), shapechange (silenced).

Possessions: Material components enough to cast all its spells.

Devouring Mist: CR 9; SZ L Undead; HD 14d12; hp 91; Init +4 (Dex); Spd fly 40 ft. (perfect); AC 13 (-1 size, +4 Dex), touch 13, flat-footed 9; BAB/Grp +7/—; Atk +11 melee (1d6 plus blood drain, slam); Full Atk +11 melee (1d6 plus blood drain [x2], slams); Space 10 ft.; SA blood drain (1d4 Con damage), engulf; SQ blow evasion, create spawn, dark vision (60 ft.), DR (10/magic), gaseous, SR (24); AL NE; SV Fort +4, Ref +8, Will +12; Str 11, Dex 19, Con —, Int 8, Wis 16, Cha 16.

Skills: Hide +20 (+30 in bloodmists), Knowledge (Bloodways) +4, Listen +20, Spot +20. **Feats:** Alertness, Combat Reflexes, Dodge, Mobility, Weapon Finesse.

Location(s): Level 9D

Note: see the **Appendix** for more details on Devouring Mist.

Dragon, Shadow, Adult Female: CR 12; SZ L Dragon; HD 19d12+57; hp 211; Init +7 (Dex, Improved Initiative); Spd 80 ft., fly 150 ft. (poor); AC 34 (+3 Dex, +22 natural, -1 size), touch 12, flat-footed 31; BAB/Grp +19/+27; Atk +22 melee (2d6+4, bite); Full Atk +22 melee (2d6+4, bit), +20 melee (1d8+2 [x2], claws), +20 melee (1d6+2 [x2], wings), and +20 melee (1d8+6, tail slap); Space/Reach 10 ft./5 ft. (10 ft. with bite);

SA breath weapon (3 level drain, 40 ft. cone, Ref DC 24 half, Fort DC 24 recovers), frightful presence (Will DC 22), spells; SQ blindsense (60 ft.), DR (5/magic), darkvision (120 ft.), immunities (energy drain, *sleep*, paralysis), keen senses, low-light vision, scent, shadow blend, spell-like abilities, SR (22); AL CE; SV Fort +14, Ref +11, Will +16; Str 19, Dex 16, Con 17, Int 24, Wis 22, Cha 25.

Skills: Bluff +29, Concentration +25, Craft (alchemy) +29, Diplomacy +33, Escape Artist +25, Gather Information +29, Hide +21, Intimidate +31, Jump +45, Knowledge (arcana) +29, Listen +28, Move Silently +25, Search +29, Sense Motive +28, Spellcraft +29, Spot +28, Tumble +27.

Feats: Ability Focus (breath weapon), Alertness, Brew Potion, Flyby Attack, Improved Initiative, Multiattack, Quicken Spell-like Ability (dimension door).

Arcane/Divine Spells Known (spells per day: 6/8/6; base DC 17 + spell level; as a 5th—level sorcerer): 0—detect magic, detect poison, mage hand, mending, prestidigitation, read magic; 1st—bane, charm person, magic missile, shield; 2nd—detect thoughts, resist energy.

Breath Weapon (Su): A shadow dragon's breath weapon is a cone of billowing, smoky shadows, with an energy drain effect. Creatures within the cone gain a number of negative levels shown in their description; the saving throw to remove the negative level also appears there as well. A successful Reflex save (in stat blocks) reduces the number of negative levels by half (round down).

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

Languages: Abyssal, Common, Draconic, Goblin, Infernal, Orc, Terran, Undercommon.

Location(s): Level 9A

Dragon, Shadow, Mature Male: CR 16; SZ L Dragon; HD 24d12+120; hp 316; Init +4 (Improved Initiative); Spd 80 ft., fly 150 ft. (poor); AC 34 (-1 size, +25 natural), touch 9, flat-footed 34; BAB/Grp +24/+36; Atk +31 melee (2d6+8, bite); Full Atk +31 melee (2d6+8, bite), +29 melee (1d8+4 [x2], claws), +29 melee (1d6+4 [x2], wings), and +29 melee (1d8+12, tail slap); Space/Reach 10 ft./5 ft (10 ft. with bite); SA breath weapon (4 level drain, 40 ft. cone, Ref DC 27 half, Fort DC 27 recovers), frightful presence (Will DC 27), spells; SQ blindsense (60 ft.), DR (10/magic), darkvision (120 ft.), immunities (energy drain, *sleep*, paralysis), keen senses, low-light vision, scent, shadow blend, spell-like abilities, SR (25); AL CE; SV Fort +17, Ref +12, Will +16; Str 26, Dex 10, Con 21, Int 20, Wis 18, Cha 21.

Skills: Bluff +32, Concentration +32, Diplomacy +36, Escape Artist +27, Hide +23, Intimidate +34, Jump +52, Knowledge (arcana) +25, Knowledge (history) +17, Listen +31, Move Silently +27, Search +32, Sense Motive +32, Spellcraft +31, Spot +31.

Feats: Alertness, Cleave, Flyby Attack, Great Cleave, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack, Wingover.

Arcane/Divine Spells Known (spells per day: 6/8/7/5; base DC 15 + spell level; as a 7th—level sorcerer): 0—detect magic, detect poison, mage hand, mending, message, prestidigitation, read magic; 1st—alarm, bless, charm person, magic missile, shield; 2nd—bear's endurance, resist energy, silence; 3rd—dispel magic, wind wall.

Languages: Common, Draconic, Dwarven, Goblin, Terran, Undercommon.

Spell-Like Abilities: 3/day—*mirror image*; 2/day—*dimension door*.

Location(s): Level 9A

Dwarf, Male War1: CR 1/2; SZ M; HD 1d8+2; hp 2 (normally 10); Init +0; Spd 20 ft.; AC 10, touch 10, flat-footed 10; BAB/Grapple +1/+3; Atk +3 melee, or +1 ranged; Full Atk +3 melee, or +1 ranged; SQ dwarven traits; AL CG; SV Fort +3 (with reduced Con); Ref +0, Will +0; Str 14, Dex 10, Con 14 (normally 12), Int 10, Wis 10, Cha 8.

Skills: Climb +6, Jump +6. *Feats:* Weapon Focus (battleaxe).

Location(s): Level 12

Flumph: CR 2; SZ S Aberration; HD 2d8; hp 9; Init +3 (Dex); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +1/-3; Atk +5 ranged touch (sickened, nauseating spray) or +5 melee (1d6 plus 1d4 acid, spikes); SA acid; SQ darkvision (60 ft), low-light vision; AL LG; SV Fort +0, Ref +3, Will +5; Str 10, Dex 16, Con 11, Int 10, Wis 14, Cha 10.

Skills: Hide +9, Listen +4, Move Silently +5, Search +2, Spot +4. *Feats:* Weapon Finesse.

Acid (Ex): A flumph that hits an opponent with its spikes injects acid into the wound, dealing 1d4 points of acid damage. The acid damage continues for the next 2d4 rounds. Immersion in running water or a DC 15 Heal check stops the acid damage.

Nauseating Spray (Ex): A flumph's nauseating spray is a 20-foot line that it can fire once every 1d4 rounds. A creature hit must make a DC 11 Fortitude save or be sickened for 5 rounds. Creatures that successfully save cannot be affected by the same flumph's nauseating spray for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from the sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

The odor from this spray lingers in the area (and on any creature hit) for 1d4 hours and can be detected to a range of 100 feet. Creatures that come within 100 feet of an affected area or creature during this time must succeed on a DC 11 Fortitude save or become sickened for 5 rounds.

Location(s): Level 8A

Flumph, Hunter, Rgr2: CR 4; SZ S Aberration; HD 2d8+2 plus 2d8+2; hp 24; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +3/-1; Atk +7 ranged touch (sickened, nauseating spray) or +7 melee (1d6 plus 1d4 acid, spikes); SA acid; SQ combat style (far shot*), darkvision (60 ft), favored enemy (vermin), low-light vision, track, wild empathy; AL LG; SV Fort +4, Ref +6, Will +5; Str 10, Dex 16, Con 12, Int 10, Wis 14, Cha 10.

Skills: Hide +9, Listen +4, Move Silently +5, Search +2, Spot +4. *Feats:* Improved Initiative, Weapon Finesse.

*Because they cannot use their nauseating spray more than once a round, the flumph hunter gains the Far Shot bonus feat instead of Rapid Shot in its ranged combat style at 2nd level.

Location(s): Level 8A

Flumph, Protector Sor3: CR 5; SZ S Aberration; HD 2d8 plus 3d4; hp 18; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +2/-2; Atk +6 ranged touch (sickened, nauseating spray) or +6 melee (1d6 plus 1d4 acid, spikes); SA acid, spells; SQ darkvision (60 ft), low-light vision; AL LG; SV Fort +1, Ref +4, Will +8; Str 10, Dex 16, Con 11, Int 10, Wis 14, Cha 14.

Skills: Concentration +2, Hide +9, Knowledge (arcane) +2, Listen +4, Move Silently +5, Search +2, Spellcraft +2, Spot +4. *Feats:* Weapon Finesse.

Arcane Spells Known (cast per day 6/6; base DC 12 + spell level):

Protector #1: 0—daze, flare, mage hand, ray of frost, resistance; 1st—color spray, shield, unseen servant.

Protector #2: 0—daze, flare, prestidigitation, ray of frost, resistance; 1st—color spray, magic missile, shield.

Protector #3: 0—daze, detect magic, mage hand, ray of frost, read magic; 1st—burning hands, sleep, shield.

Protector #4: 0—daze, flare, mage hand, ray of frost, read magic; 1st—cause fear, magic missile, shield.

Protector #5: 0—dancing lights, detect magic, flare, mage hand, prestidigitation; 1st—color spray, magic missile, ray of enfeeblement.

Location(s): Level 8A

Flumph, Master Hunter Rgr4: CR 6; SZ S Aberration; HD 2d8+2 plus 4d8+4; hp 42; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +5/+2; Atk +9 ranged touch (sickened, nauseating spray) or +9 melee (1d6+1 plus 1d4 acid, spikes); SA acid; SQ animal companion, combat style (far shot*), darkvision (60 ft), endurance, favored enemy (vermin), low-light vision, track, wild empathy; AL LG; SV Fort +5, Ref +7, Will +6; Str 13, Dex 16, Con 11, Int 10, Wis 14, Cha 10.

Skills: Hide +11, Listen +8, Move Silently +7, Search +4, Spot +8, Survival +8. *Feats:* Alertness, Eschew Materials (b), Improved Initiative, Weapon Finesse.

*Because it cannot use its nauseating spray more than once a round, the flumph master hunter gains the Far Shot bonus feat instead of Rapid Shot in its ranged combat style at 2nd level.

Divine Spells Prepared: (cast per day 1; base DC 12 + level) 1st—magic fang.

Location(s): Level 8A

Flumph, Leader Sor6: CR 8; SZ S Aberration; HD 2d8+2 plus 6d4+6; hp 36; Init +7 (Dex, Improved Initiative); Speed fly 20 ft (average); AC 20 (+1 size, +3 Dex, +6 natural), touch 14, flat-footed 17; BAB/Grp +4/+0; Atk +8 ranged touch (sickened, nauseating spray) or +8 melee (1d6 plus 1d4 acid, spikes); SA acid, spells; SQ darkvision (60 ft), low-light vision; AL LG; SV Fort +5, Ref +5, Will +10; Str 10, Dex 16, Con 12, Int 12, Wis 14, Cha 16.

Skills: Concentration +7, Hide +10, Knowledge (arcana) +7, Listen +5, Move Silently +6, Search +3, Spellcraft +9, Spot +5. *Feats:* Alertness, Eschew Materials (b), Great Fortitude (b), Improved Initiative, Weapon Finesse.

Arcane Spells Known (cast per day 6/7/6/4; base DC 13 + spell level): 0—daze, flare, light, mage hand, ray of frost, read magic, resistance; 1st—burning hands, color spray, magic missile, shield, unseen servant; 2nd—blindness/deafness, hypnotic pattern, mirror image; 3rd—slow.

Location(s): Level 8A

Fungus Man: CR 2; SZ M Plant; HD 3d8+1; hp 14; Init -1 (Dex); Spd 20 ft.; AC 14 (-1 Dex, +5 natural),

touch 9, flat-footed 14; BAB/Grp +2/+3; Atk +3 melee (1d6+1, slam) or +3 melee (1d6+1, shortspear); SA spore cloud; SQ darkvision (90 ft.), plant traits; AL N; SV Fort +4, Ref +0, Will +1; Str 12, Dex 8, Con 12, Int 10, Wis 10, Cha 10.

Skills: Hide +7, Move Silently +7, Profession (gardener) +7. *Feats:* Improved Natural Weapon, Skill Focus (Profession [gardener]).

Spore Cloud (Ex): 3/day—20 ft. radius. All those caught within the cloud must succeed at a Fort save (DC 12) or become totally passive, unwilling to take any aggressive action unless attacked. This affect lasts for 1d6 hours.

Location(s): Level 10A

Fungus Man, King: CR 4; SZ M Plant; HD 6d8+12; hp 39; Init -1 (Dex); Spd 20 ft.; AC 18 (-1 Dex, +9 natural), touch 9, flat-footed 18; BAB/Grp +4/+6; Atk +6 (1d6+3, slam) or +3 melee (1d6+2, shortspear); SA spore cloud, hallucination cloud; AL N; SV Fort +7, Ref +1, Will +3; Str 14, Dex 8, Con 14, Int 12, Wis 12, Cha 10.

Skills: Hide +12, Move Silently +12, Profession (gardener) +13. *Feats:* Ability Focus (spore cloud), Improved Natural Weapon, Skill Focus (Profession [gardener]).

Hallucination Cloud (Ex): 3/day—20-foot radius, and all those caught within the cloud must succeed at a Fort save (DC 15) or behave as affected by a *confusion* spell. This effect lasts for 10 rounds.

Spore Cloud (Ex): 3/day—20 ft. radius. All those caught within the cloud must succeed at a Fort save (DC 17) or become totally passive, unwilling to take any aggressive action unless attacked themselves. This affect lasts for 1d6 hours.

Location(s): Level 10A

Gar, Giant: CR 2; SZ L Animal (aquatic); HD 7d8+7; hp 38; Init +2 (Dex); Spd swim 60 ft.; AC 15 (-1 size, +2 Dex, +4 natural), touch 11, flat-footed 13; BAB/Grp +5/+12; Atk +8 melee (1d8+4, bite); Space/Reach 10 ft./5 ft.; SQ low-light vision, scent; AL N; SV Fort +6, Ref +4, Will +3; Str 17, Dex 15, Con 13, Int 1, Wis 12, Cha 2.

Skills: Listen +8, Spot +8, Swim +11. *Feats:* Alertness, Power Attack, Weapon Focus (bite).

Location(s): Level 10A, Level 11

Gargoyles, Green Guardians of Rappan Athuk: CR 4; SZ M Magical Beast (Earth); HD 4d10+19; hp 41; Init +2 (Dex); Spd 40 ft., fly 60 ft. (average); AC 16 (+4 natural, +2 Dex), touch 12, flat-footed 14; BAB/Grp +4/+7; Atk +7 melee (1d4+3, claw); Full Atk +7 melee (1d4+3 [x2], claws), +5 melee (1d6+1 melee), and +5 melee (1d6+1, gore); SA hold; SQ damage reduction (10/magic), darkvision (60 ft.), freeze, low-light vision, reanimation; AL CE; SV Fort +8, Ref +6, Will +1; Str 17, Dex 14, Con 18, Int 6, Wis 11, Cha 7.

Skills: Hide +7*, Listen +4, Spot +4. Gargoyles receive a +8 to Hide checks when hiding against a background

of worked stone. *Feats*: Multiattack, Weapon Focus (Claw). * Against a background of stone, the Hide bonus increases by +8.

Hold (Sp): If a green guardian gargoyle hits an opponent with both claw attacks, that opponent must succeed on a DC 16 Fortitude save or be held for 4 rounds as if by a *hold person* spell (caster level 6th).

Unlike the *hold person* spell, a held creature does not receive a new save each round to break the effects.

Reanimation (Ex): Green guardians automatically reanimate in 1d8+2 days unless the eye gems are crushed and disenchanting with both *dispel magic* and *remove curse*.

Description: The gargoyle is carved of a strange green stone and has two eyes of jet (500 gp each). The eyes radiate magic and evil if detected. Green guardians speak Common and Terran.

Location(s): Ground Level

Gas Spore (Hazard CR 4)

From a distance greater than 10 feet, the gas spore is likely to be mistaken for a beholder (Spot check DC 30 to notice the difference). The gas spore is not related to the beholder, but uses its mimicry to lure would-be victims to their doom. The gas spore moves at the rate of 10 feet per round. Any creature touching it (or if it touches a living foe; requiring a touch attack, +6 bonus), it injects poisonous rhizomes into the victim. Each day thereafter, an infected creature must make a Fortitude save (DC 12, +1 per additional day) or take 1d6 points of temporary Constitution damage. At Constitution 0, the victim dies and 2d4 gas spores emerge from its body. A *remove disease* spell cast on an affected creature before it dies destroys the rhizomes and prevents any further Constitution damage.

If the gas spore is struck for a single point of damage, it explodes in a violent blast of gas that deals 6d6 points of damage to all creatures within 30 feet. A Reflex save (DC 15) halves the damage.

For further details on gas spores, see the *Tome of Horrors* by **Necromancer Games**.

Location(s): Level 9B

Goblin, Berserker Male Bbn2/Rog2: CR 4; SZ S; HD 2d12+6 plus 2d6+6; hp 36 (44); Init +2 (Dex); Spd 30 ft.; AC 16 (14) (+1 size, +2 Dex, +3 armor, [-2 rage]), touch 13 (11), flat-footed 14 (12); BAB/Grapp +3/+2 (+4); Atk +8 (+10) melee (1d4+4 [1d4+7], masterwork heavy pick, crit x4), or +6 ranged (1d4+3 [1d4+5], javelin, crit x3, range 30 ft.); SA berserker rage (2/day, 7 rounds), sneak attack (+1d6); SQ darkvision (60 ft.), evasion,

fast movement, illiteracy, trapfinding, uncanny dodge (Dex bonus to AC); AL CE; SV Fort +6 (+8), Ref +5, Will +1 (+3); Str 16 (20*), Dex 14, Con 17 (21*), Int 8, Wis 12, Cha 8.

Values in parenthesis/braces are while raging.

Skills: Climb +8 (+10), Hide +11, Intimidate +5, Listen +7, Move Silently +9, Spot +4, Survival +5, Tumble +7. *Feats*: Combat Reflexes, Power Attack.

Berserker rage: 2/day, for 9 rounds, can enter a rage as a barbarian, gaining +4 to Strength and Constitution, +2 to Will saves, and a -2 AC penalty. However, if no enemies are left standing within visual range, the berserker goblin must

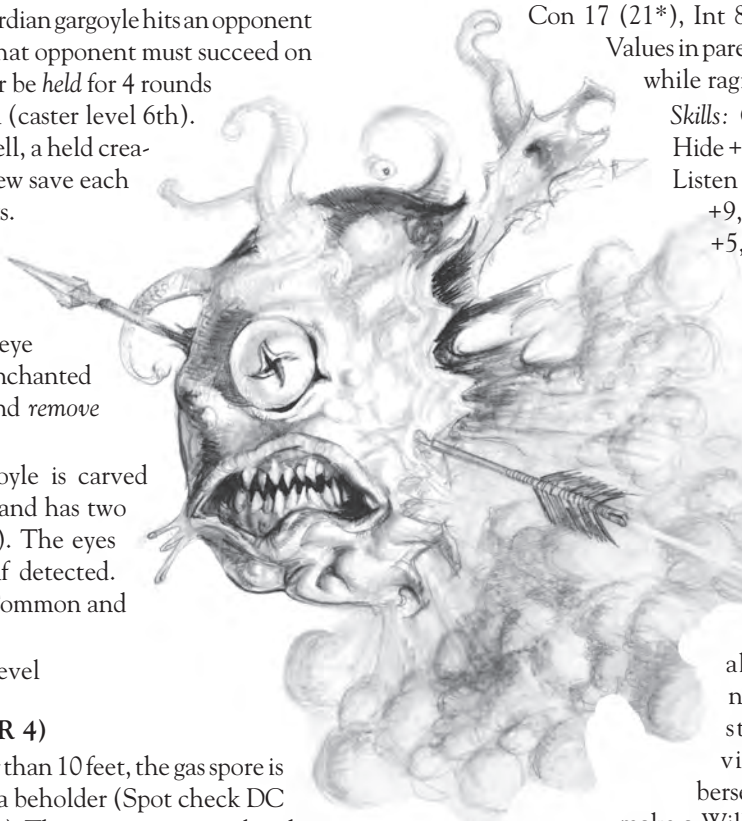
make a Will save (DC 15) or attack an ally. The berserker goblins are trained not to attack each other or their commander, Oolarg, but any other goblin or priest of Orcus is fair game. In addition, the post-rage fatigue penalties are doubled. The berserker goblin can rage one additional time per day, and the rage lasts for one more round than that of a traditional barbarian of comparable level (4 + new Con bonus).

Possessions: Masterwork studded leather armor, small masterwork heavy pick, 3 small javelins, *potion of cure serious wounds*, *potion of bull's strength*, 1d10 pp, 2d10 gp, 1d10 sp, 1d6-1 gems worth 10 gp each.

Location(s): Level 10B

Goblin, Cleric Male Clr8 (Orcus): CR 8; SZ S; HD 8d8; hp 41; Init +1 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 20 (+1 size, +1 Dex, +7 armor, +1 shield), touch 12, flat-footed 19; BAB/Grapple +6/+2; Atk +10 melee (1d6+2, +2 *small morningstar*) or +9 ranged (1d6, small masterwork light crossbow, crit 19-20, range 80 ft.); Full Atk +10/+5 melee (1d6+2, Small +2 *morningstar*) or +9 ranged (1d6, small masterwork light crossbow, crit 19-20, range 80 ft.); SA rebuke undead (3/day, +2 synergy), smite; SQ aura, darkvision (60 ft.), increased evil spells; AL CE; SV Fort +8, Ref +3, Will +9; Str 10, Dex 13, Con 10, Int 12, Wis 17, Cha 11.

Skills: Concentration +11, Heal +14, Knowledge (religion) +12, Listen +5, Move Silently +5, Spot



+5. *Feats*: Alertness, Great Fortitude, Weapon Focus (morningstar).

Unholy Spells Prepared (6/5/4/4/2; save DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds, doom, entropic shield; 2nd—bull's strength, cure moderate wounds, hold person, inflict moderate wounds; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds; 4th—inflict critical wounds, summon monster IV.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +8 damage bonus; Evil—Cast evil spells at a +1 caster level.

Languages: Dwarven, Goblin.

Possessions: +2 *small chainmail*, small light steel shield, +2 *small morningstar*, 1 *potion of cure serious wounds* (CL6, 3 doses), pouch with 80 pp.

Location(s): Level 12A

Goblin, Cleric Male Clr9 (Orcus): CR 9; SZ S; HD 9d8; hp 40; Init +1 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 size, +1 Dex, +7 armor, +2 shield), touch 12, flat-footed 19; BAB/Grapple +6/+2; Atk +10 melee (1d6+2, +2 *small morningstar*); Full Atk +10/+5 melee (1d6+2, +2 *small morningstar*); SA rebuke undead (3/day, +2 synergy), smite; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +4, Will +9; Str 10, Dex 13, Con 10, Int 12, Wis 17, Cha 11.

Skills: Concentration +12, Heal +15, Knowledge (religion) +13, Listen +5, Move Silently +5, Spot +5. *Feats*: Alertness, Great Fortitude, Scribe Scroll, Weapon Focus (morningstar).

Unholy Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds, doom, entropic shield; 2nd—bull's strength, cure moderate wounds, hold person, inflict moderate wounds, sound burst; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds; 4th—inflict critical wounds, summon monster IV; 5th—spell resistance.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight; 5th—dispel good.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +9 damage bonus; Evil—Cast evil spells at a +1 caster level.

Languages: Abyssal, Goblin.

Possessions: +2 *small chainmail*, +1 *small light steel shield*, +2 *small morningstar*, 1 *potion of cure serious wounds* (CL9, 3 doses), pouch with 100 pp.

Location(s): Level 12A

Goblin, Elite Guards, Male Ftr4: CR 4; SZ S; HD 4d10; hp 25; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 15; BAB/Grapple +4/+1; Atk +8 melee (1d6+3, masterwork small battleaxe, crit x3); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 12, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +1, Listen +5, Move Silently +1, Spot +5. *Feats*: Alertness, Dodge, Improved Initiative, Weapon Focus (battleaxe), Weapon Specialization (battleaxe).

Possessions: Masterwork small chainmail, masterwork small battleaxe.

Location(s): Level 12A

Goblin, Elite Guard, Male Ftr5: CR 5; SZ S; HD 5d10+10; hp 40; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 19 (+1 size, +1 Dex, +5 armor, +2 shield), touch 12, flat-footed 18; BAB +5/Grapple +3; Atk +10 melee (1d4+5, +1 *small short sword*, crit 19-20) or +8 ranged (1d8+1, small masterwork heavy crossbow and +1 bolts, crit 19-20, range 120 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +2, Will +1; Str 14, Dex 13, Con 14, Int 10, Wis 10, Cha 8.

Skills: Hide +4, Listen +4, Move Silently +8, Sense Motive +2, Spot +4. *Feats*: Alertness, Improved Initiative, Point Blank Shot, Weapon Focus (short sword) Weapon Specialization (short sword).

Possessions: +1 *short sword*, masterwork heavy crossbow, +1 bolts (x10), breastplate, +1 *light steel shield*, *potion of cure moderate wounds* (CL 5, 2 doses), pouch with 25 pp.

Location(s): Level 13A

Goblin Guard, Ftr2: CR 2; SZ S; HD 2d10; hp 11; Init +5; Spd 30 ft.; AC 16 (+1 size, +1 Dex, +3 armor, +1 shield), touch 12, flat-footed 15; BAB/Grapple +2/+4; Atk +4 melee (1d4, masterwork small short sword, crit 19-20); SQ darkvision (60 ft.); AL CE; SV Fort +3, Ref +1, Will +0; Str 10, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +4, Listen +4, Move Silently +4, Spot +5; *Feats*: Alertness, Improved Initiative, Weapon Focus (Short Sword).

Possessions: Studded leather armor, small light wooden shield, masterwork small short sword.

Location(s): Level 12A

Goblin, Guard Male Ftr3: CR 3; SZ S; HD 3d10+3; hp 24; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 16; BAB/Grapple +3/+0; Atk +7 melee (1d6+1, small masterwork morningstar) or +7 ranged (1d8+1, small masterwork heavy crossbow and +1 bolts, crit 19-20, range 120 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 12, Dex 13, Con 12, Int 10, Wis 10, Cha 8.

Skills: Hide +4, Listen +4, Move Silently +8, Ride +5, Spot +4. *Feats*: Alertness, Improved Initiative, Point Blank Shot, Weapon Focus (morningstar).

Possessions: small masterwork morningstar, small masterwork heavy crossbow, +1 bolts (x10), small chainmail, pouch with 150 gp.

Location(s): Level 13A

Goblin, Guard Ftr4: CR 4; SZ S; HD 4d10+4; hp 30; Init +5(Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 19 (+1 size, +1 Dex, +7 *chainmail*), touch 12, flat-footed 18; BAB/Grp +4/+2; Atk +9 melee (1d4+4, masterwork small shortsword, crit 19-20), or +6 ranged (1d6+2 plus poison, masterwork javelin, range 30 ft.); Full Atk +7 melee (1d4+4, masterwork small shortsword, crit 19-20) and +7 melee (1d3+3, +1 *small dagger*, crit 19-20), or +6 ranged (1d6+2 plus poison, masterwork javelin, range 30 ft.); SA poison; SQ darkvision (60 ft.); SV Fort +5, Ref +2, Will +0; Str 14, Dex 13, Con 12, Int 10, Wis 8, Cha 8.

Skills: Climb +5, Jump +5, Move Silently +1, Ride +5. *Feats:* Improved Initiative, Two-Weapon Fighting, Weapon Focus (dagger), Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +1 *small dagger*, +2 *small chainmail*, masterwork small short sword, 3 small javelins coated in large scorpion venom (DC 18 Fort save or 1d6/1d6 points of Strength damage), *potion of cure critical wounds* (CL 7, 1 dose), 4 flasks of oil.

Location(s): Level 10A, Level 12A

Goblin, Guard (goblin city), Male Ftr4: CR 4; SZ S; HD 4d10; hp 28; Init +5; Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 15; BAB/Grapple +4/+2; Atk +9 melee (1d6+4, small masterwork morningstar) or +7 ranged (1d4+2, small composite shortbow [Str +2], crit x3, range 70 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 14, Dex 13, Con 11, Int 8, Wis 10, Cha 8.

Skills: Climb +4, Listen +2, Move Silently +0, Spot +2. *Feats:* Alertness, Improved Initiative, Weapon Focus (shortbow), Weapon Focus (morningstar), Weapon Specialization (morningstar).

Possessions: Masterwork small morningstar, small composite shortbow (Str +2), small chainmail, pouch with 35 gp.

Goblin, Guard Ftr6: CR 6; SZ S; HD 6d10+6; hp 44; Init +5 (Dex); Spd 20 ft. (armor), base 30 ft. base; AC 22 (+8 full plate, +1 Dex, +1 size, +2 shield), touch 12, flat footed 21; BAB/Grapple +6/+6; Atk +13 (1d4+7, +1 *small shortsword*, crit 19-20); Full Atk +13/+8 (1d4+7, +1 *small shortsword*, crit 19-20); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +5, Will +4; Str 18 (with *claw of Orcus*), Dex 13, Con 13, Int 9, Wis 10, Cha 10.

Skills: Hide +0, Listen +4, Move Silently -1, Ride +5, Spot +4. *Feats:* Alertness, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +1 *small short sword*, small full plate, +1 *small light steel shield*, *claw of Orcus* (see side box).

Location(s): Level 12

Goblin, Leader Rog5: CR 5; SZ S; HD 5d6+5; hp 26; Init +2 (Dex); Spd 30 ft.; AC 17 (+1 size, +2 Dex, +3 studded leather, +1 shield), touch 13, flat-footed 15; BAB/Grp +3/-1; Atk +4 melee (1d4, small handaxe, crit x3), or +4 melee (1d3, small dagger, crit 19-20), or +5 ranged (1d4, small shortbow, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge; AL NE; SV Fort +3, Ref +7, Will +2; Str 10, Dex 14, Con 12, Int 13, Wis 11, Cha 10.

Skills: Appraise +4, Balance +5, Bluff +5, Climb +4, Decipher Script +2, Disable Device +4, Disguise +2, Escape Artist +5, Hide +12, Listen +8, Move Silently +12, Riding +6, Search +3, Spot +8, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility.

Languages: Common, Gnome, and Goblin.

Possessions: Masterworks small studded leather armor, small buckler, small shortbow, arrows (x40), small handaxe, small dagger, mining tools, thieves' tools, 2d4 sp, 2d4 cp.

Location(s): Level 2, Level 3, Level 6, Level 6A, Level 7A, Level 8, Level 9, Level 9A, Level 10A, Level 10B

Goblin, Leader (wilderness) Rog5: CR 5; SZ S; HD 5d6+5; hp 26; Init +2 (Dex); Spd 30 ft.; AC 17 (+1 size, +2 Dex, +3 armor, +1 shield), touch 13, flat-footed 15; BAB/Grp +3/-1; Atk +6 melee (1d4, small rapier, crit 18-20), +6 melee (1d3, small dagger, crit 19-20), or +7 ranged (1d4+1, small shortbow with +1 *arrows*, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge; AL NE; SV Fort +2, Ref +6, Will +2; Str 10, Dex 14, Con 12, Int 13, Wis 11, Cha 10.

Skills: Appraise +4, Balance +5, Bluff +5, Climb +4, Decipher Script +2, Disable Device +4, Disguise +2, Escape Artist +5, Hide +12, Listen +8, Move Silently +12, Riding +6, Search +3, Spot +8, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility.

Languages: Common, Gnome, and Goblin.

Possessions: Masterworks small studded leather armor, small buckler, small shortbow, arrows (x40), +1 *arrows* (x10), small handaxe, small dagger, mining tools, thieves' tools, 2d4 sp, 2d4 cp.

Location(s): Wilderness

Goblin, Miners Rog2: CR 2; SZ S; HD 2d6; hp 9; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 size, +1 Dex, +2 armor), touch 12, flat-footed 13; BAB/Grp +1/-4; Atk +2 melee (1d6-1, masterwork small morningstar); SA sneak attack (+1d6); SQ darkvision (60 ft.), evasion, trapfinding; AL NE; SV Fort +0, Ref +4, Will +0; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +1, Balance +4, Bluff +0, Climb +2, Disable Device +2, Disguise +0, Escape Artist +3, Hide +13, Jump +1, Listen +2, Move Silently +13, Open Lock +3, Ride +5, Search +2, Sleight of Hand +3, Spot +2, Tumble +5, Use Rope +3. *Feats:* Dodge.

Possessions: Masterwork small morningstar, small leather armor, mining equipment, 2 flasks of oil, 3d6 sp.

Location(s): Level 10A

Goblin, Patrol Leader, Male Ftr4: CR 4; SZ S; HD 4d10; hp 25; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 17 (+1 size, +1 Dex, +5 armor), touch 12, flat-footed 15; BAB/Grapple +4/+1; Atk +8 melee (1d6+3, masterwork small battleaxe, crit x3); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +2, Will +1; Str 12, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +1, Listen +5, Move Silently +1, Spot +5. *Feats:* Alertness, Dodge, Improved Initiative, Weapon Focus (battleaxe), Weapon Specialization (battleaxe).

Possessions: Masterwork small chainmail, masterwork small battleaxe.

Location(s): Level 12A

Goblin, Priest, Male Clr10 (Orcus): CR 10; SZ S; HD 10d8+10; hp 60; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+7 armor, +2 shield, +1 Dex, +1 size), touch 12, flat-footed 20; BAB/Grapple +7/+3; Atk +11 melee (1d4+2, +2 small light mace); Full Atk +11/+6 melee (1d4+2, +2 small light mace); SA rebuke undead (5/day, +2 synergy), smite, spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +4, Will +11; Str 10, Dex 13, Con 12, Int 11, Wis 18, Cha 14.

Skills: Concentration +11, Knowledge (religion) +6, Listen +6, Spellcraft +10, Spot +6. *Feats:* Alertness, Combat Casting, Improved Initiative, Weapon Focus (light mace).

Unholy Spells Prepared (6/5/5/4/4/2; save DC 14 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cure light wounds, divine favor, doom, sanctuary; 2nd—bull's strength, cure moderate wounds, darkness, hold person, spiritual weapon; 3rd—animate dead, cure serious wounds, desecrate, dispel magic; 4th—cure critical wounds, divine power, poison, summon monster IV; 5th—mass inflict light wounds, slay living.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—desecrate; 3rd—magic circle against good; 4th—unholy blight; 5th—dispel good.

Domain Abilities: Destruction—Once per day a priest of Orcus may make a single melee attack with a +4 attack bonus and a +10 damage bonus; Evil—Cast evil spells at +1 caster level.

Possessions: +2 small light mace, +2 small chainmail, +1 light steel shield, wand of searing light (CL8, 30 charges).

Location(s): Level 12

Goblin, Scout Rog3: CR 3; SZ S; HD 3d6; hp 14; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 size, +1 dex, +3 armor, +1 shield), touch 12, flat-footed 15; BAB/Grap +2/-3; Atk +2 melee (1d4-1, small handaxe, crit x3), +2 melee (1d3-1, small dagger, crit 19-20), or +4 ranged (1d4-1,

small javelin, range 30 ft.), or +4 ranged (1d4, small shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1); AL NE; SV Fort +1, Ref +4, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +2, Balance +3, Climb -1, Disable Device +3, Hide +9, Listen +6, Move Silently +9, Open Lock +3, Riding +5, Search +2, Sleight of Hand +1, Spot +5, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility.

Possessions: Small studded leather armor, small buckler, small shortbow, arrows (x40) or small javelins (x3), or small handaxe, dagger, mining tools, thieves' tools, 1d4 sp, 1d4 cp.

Location(s): Level 2, Level 3, Level 6, Level 6A, Level 7A, Level 8, Level 9, Level 9A, Level 10B, Level 10C, Level 11A

Goblin, Scout (wilderness) Rog3: CR 3; SZ S; HD 3d6; hp 14; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 size, +1 dex, +3 armor, +1 shield), touch 12, flat-footed 15; BAB/Grap +2/-3; Atk +4 melee (1d4-1, small rapier, crit 18-20), +4 melee (1d3-1, small dagger, crit 19-20), or +4 ranged (1d4-1, small shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1); AL NE; SV Fort +1, Ref +4, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +2, Balance +3, Climb -1, Disable Device +3, Hide +9, Listen +6, Move Silently +9, Open Lock +3, Riding +5, Search +2, Sleight of Hand +1, Spot +5, Tumble +5, Use Rope +3. *Feats:* Dodge, Weapon Finesse.

Possessions: Small studded leather armor, small buckler, small shortbow, arrows (x40), small rapier, small dagger, thieves' tools, 1d4 sp, 1d4 cp.

Location(s): Wilderness

Goblins, War2: CR 1; SZ S; HD 2d8; hp 11; Init +1 (Dex); Spd 30 ft.; AC 15/16 (+1 size, +1 Dex, +3 armor, +1 shield), touch 12, flat-footed 14/15; BAB/Grap +2/-3; Atk +2 melee (1d6-1, small morningstar), +4 ranged (1d4-1, small javelin, range 30 ft.) or +4 ranged (1d8, small light crossbow, crit 19-20, range 80 ft.); SQ darkvision (60 ft.); AL NE; SV Fort +3, Ref +1, Will +0; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Climb +1, Hide +6, Listen +3, Move Silently +8, Spot +3. *Feat:* Alertness.

Possessions: Small studded leather, small morningstar, (small light wooden shield and 2 small javelins, or small light crossbow), 20 bolts, 3d4 sp, 4d4 cp.

Location(s): Level 12A, Level 13A

Golem, Blood (advanced): CR 7; SZ H Aberration; HD 12d8+27; hp 93; Init +0; Spd 30 ft.; AC 17 (-2 size, +9 natural), touch 8, flat-footed 17; BAB/Grap +9/+29; Atk +17 melee (2d6+7 and blood consumption, slam); Full Atk +17 melee (2d6+7 and blood consumption [x2],

slam); Space/Reach 15 ft./10 ft.; SA blood consumption, cell division; SQ DR (10/magic and bludgeoning), fast healing (3), fire resistance (10), immunities (mind-influencing spells and effects), tremorsense (60 ft.), vulnerabilities (slowed by cold-based attacks for 1 round per 6 points damage dealt; purify food and drink cast on golem slays it if Fort save failed); AL N; SV Fort +8, Ref +4, Will +8; Str 25, Dex 10, Con 14, Int 2, Wis 11, Cha 1.

Skills: Listen +11, Spot +8. **Feats:** Alertness, Diehard, Endurance, Great Fortitude, Weapon Focus (claws).

Blood Consumption (Su): When a blood golem hits a living creature with its slam attack, it gains hit points equal to the damage inflicted. These hit points are added even above its normal maximum, up to the maximum allowed for its hit dice (123 hit points). If a blood golem hits with both slams in one round on one creature, it must make a Fortitude save (DC 23) or suffer catastrophic blood expulsion; this save is Strength-based. This expulsion drains the victim of a percentage of its current hit points equal to 10% times 1d4 plus the amount by which the save was failed. The blood golem is healed by the same amount, subject to the limitation above. If this puts it at maximum, it undergoes cell division.

Cell Division (Ex): When a blood golem absorbs enough hit points to raise it to the maximum allowed for its hit dice (120 hit points), it splits into two equal blood golems, each with one-half the total hit points as the original. It can only use this ability if it is draining blood from the same opponent each round.

Vulnerabilities (Ex): A blood golem is *slowed* (as the spell) for 1d4 rounds by any cold-based attacks or effects. A *purify food and water* spell instantly slays a blood golem if it fails a Fortitude save.

Location(s): Level 10C

For further details on blood golems, see the *Tome of Horrors* by Necromancer Games.

Groaning Spirit: CR 7; SZ M Undead (Incorporeal); HD 7d12; hp 45; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14; BAB +3/—; Atk +6 melee touch (1d8 plus Str drain, incorporeal touch); SA chill touch, fear aura, keening; SQ darkvision (60 ft.), immunity (cold, electricity), incorporeal

traits, sense living, SR (20), turn resistance (+4), undead traits, unnatural aura, vulnerability; AL CE; SV Fort +2, Ref +5, Will +8; Str —, Dex 17, Con —, Int 16, Wis 18, Cha 18.

Skills: Bluff +14, Hide +13, Intimidate +14, Listen +15, Search +13, Sense Motive +13, Spot +15. **Feats:** Ability Focus (keening), Alterness (b), Blind-Fight, Improved Initiative.

Chill Touch (Su): Damage caused by the groaning spirit's touch attack is considered negative energy and afflicts the target with a chilling cold. Any creature touched must make a successful DC 17 Fortitude save or suffer 1 point of Strength drain. Groaning spirits are the bane of other undead, and any undead (except other groaning spirits) they touch must make a successful DC 17 Will save or flee in fear for 2d6 rounds.

Fear Aura (Su): Anyone viewing a groaning spirit must make a successful DC 17 Will save or flee in terror for 1d6+4 rounds. Whether or not the save is successful, a creature is immune to the fear aura of that groaning spirit for one day.

Keening (Su): Once per day, at night only, a groaning spirit can release a death wail audible to a range of 1 mile. All creatures within 30 feet that hear this must make a successful DC 19 Will save or be affected as per the *wail of the banshee* spell. Those that make their save still take 3d6+7 points of damage.

Sense Living (Su): A groaning spirit can sense all living creatures up to 5 miles away.

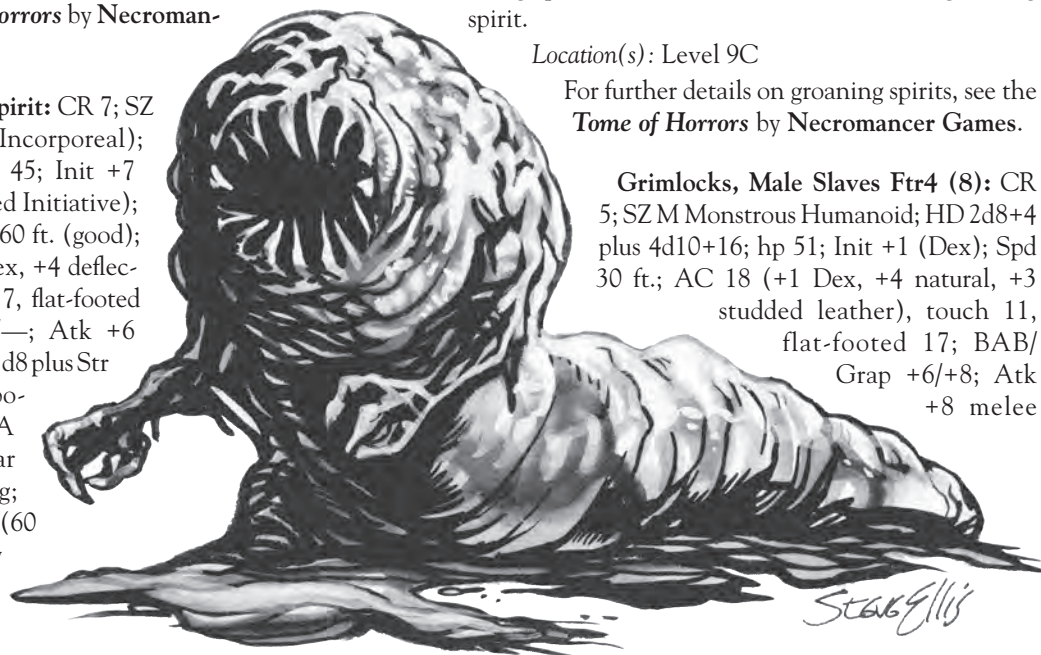
Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a groaning spirit at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Vulnerability (Ex): A *dispel evil* deals 1d6 points of damage per caster level (maximum 10d6) to a groaning spirit.

Location(s): Level 9C

For further details on groaning spirits, see the *Tome of Horrors* by Necromancer Games.

Grimlocks, Male Slaves Ftr4 (8): CR 5; SZ M Monstrous Humanoid; HD 2d8+4 plus 4d10+16; hp 51; Init +1 (Dex); Spd 30 ft.; AC 18 (+1 Dex, +4 natural, +3 studded leather), touch 11, flat-footed 17; BAB/Grp +6/+8; Atk +8 mele



(1d8+3, battleaxe, crit x3); Full Atk +8/+3 melee (1d8+3, battleaxe, crit x3); SQ blindsight (40 ft.), immunities, scent; AL NE; SV Fort +6, Ref +5, Will +3; Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 6.

Skills: Climb +8, Hide +4, Listen +5, Spot +4. *Feats:* Alertness, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe), Track (b).

Possessions: battleaxe, studded leather armor.

Location(s): Level 7

Hobgoblin, Captain, Male Ftr5: CR 5; SZ M; HD 5d10+10; hp 37; Init +7 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+3 Dex, +5 armor, +3 shield), touch 13, flat-footed 18; BAB/Grapple +5/+8; Atk +10 melee (1d8+6, +1 longsword, crit 19-20) or +8 ranged (1d6+3, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +5, Ref +3, Will +2; Str 17, Dex 17, Con 13, Int 12, Wis 13, Cha 10.

Skills: Climb +2, Hide -2, Jump +2, Listen +6, Move Silently +4, Spot +4. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Languages: Goblin, Undercommon.

Possessions: +1 longsword, +1 heavy steel shield, chainmail, 4 javelins, pouch with 50 gp.

Location(s): Level 12A

Hobgoblin, Elite Foot Soldiers, Male Ftr3: CR 3; SZ M; HD 3d10+6; hp 24; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +4 armor, +1 shield), touch 12, flat-footed 15; BAB/Grapple +3/+5; Atk +6 melee (1d8+2, longsword, crit 19-20) or +4 ranged (1d6+2, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +5, Ref +3, Will +1; Str 15, Dex 14, Con 14, Int 10, Wis 10, Cha 10.

Skills: Hide +2, Listen +3, Move Silently +6, Spot +3. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (longsword).

Possessions: Longsword, 4 javelins, chain shirt, light wooden shield, pouch with 15 gp.

Location(s): Level 12A

Hobgoblin, Elite Guards, Male Ftr6: CR 6; SZ M; HD 6d10+6; hp 45; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 20 (+1 Dex, +7 armor, +2 shield), touch 11, flat-footed 18; BAB/Grapple +6/+9; Atk +11 melee (1d8+6, +1 longsword, crit 19-20) or +8 (1d6+3, javelin); Full Atk +11/+6 melee (1d8+6, +1 longsword, crit 19-20) or +8/+3 (1d6+3, javelin); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +4, Will +2; Str 17; Dex 15, Con 12, Int 10, Wis 10, Cha 10.

Skills: Listen +5, Climb +0, Spot +5. *Feats:* Alertness, Cleave, Dodge, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 longsword, +1 banded mail, heavy steel shield, 2 javelins, pouch with 50 pp.

Location(s): Level 12A

Hobgoblin, Foot Soldiers, Male War2: CR 1; SZ M; HD 2d8+2; hp 11; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +3 armor, +1 shield), touch 11, flat-footed 14; BAB/Grapple +2/+3; Atk +3 melee (1d8+1, longsword, crit 19-20) or +3 ranged (1d6+1, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +1, Will +0; Str 13, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

Skills: Hide +2, Listen +3, Move Silently +6, Spot +3. *Feats:* Alertness.

Possessions: Longsword, studded leather, 4 javelins, light wooden shield, pouch with 10 gp.

Location(s): Level 12A

Hobgoblin, Lieutenant, Male Ftr4: CR 4; SZ M; HD 4d10+4; hp 31; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 Dex, +4 armor, +2 shield), touch 13, flat-footed 16; BAB/Grapple +4/+7; Atk +9 melee (1d8+5, masterwork longsword, crit 19-20) or +7 ranged (1d6+3, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +5, Ref +2, Will +2; Str 16, Dex 16, Con 13, Int 10, Wis 12, Cha 10.

Skills: Hide +2, Listen +4, Move Silently +8, Spot +4. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: Masterwork longsword, 4 javelins, chain shirt, heavy steel shield, pouch with 20 gp.

Location(s): Level 12A

Hobgoblin, Lieutenant, Male Ftr8: CR 8; SZ M; HD 8d10+16; hp 65; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 20 (+2 Dex, +5 armor, +3 shield), touch 12, flat-footed 18; BAB/Grap +8/+11; Atk +13 melee (1d8+6, +1 longsword, crit 17-20), or +10 ranged (1d10, masterwork heavy crossbow, crit 19-20, range 120 ft.); Full Atk +13/+8 melee (1d8+6, +1 longsword, crit 17-20), or +10 ranged (1d10, masterwork heavy crossbow, crit 19-20, range 120 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +8, Ref +3, Will +4; Str 16, Dex 15, Con 14, Int 10, Wis 10, Cha 8.

Skills: Hide +2, Listen +8, Move Silently +5, Spot +8. *Feats:* Alertness, Cleave, Improved Critical (longsword), Improved Initiative, Iron Will, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 longsword, masterwork heavy crossbow, 10 bolts, breastplate, +1 heavy steel shield, *potion of cure moderate wounds* (CL 5, 2 doses), *potion of bull's strength* (CL 5), pouch with 100 pp.

Location(s): Level 13A

Hobgoblin, Offering Guard, Male Ftr3/Clr3 (Orcus): CR 6; SZ M; HD 3d10+3 plus 3d8+3; hp 40; Init +1 (Dex); Spd 20 ft. (4 squares) (in armor, 30 ft. base); AC 18 (+1 Dex, +5 armor, +2 shield), touch 11, flat-footed 17; BAB/Grapple +5/+8; Atk +10 melee (1d8+4, +1 battleaxe, crit x3); SA rebuke undead (3/day), smite,

spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +7, Ref +3, Will +6; Str 16, Dex 13, Con 12, Int 10, Wis 14, Cha 10.

Skills: Concentration +7, Intimidate +3, Jump +2, Knowledge (religion) +6, Listen +4, Spellcraft +6, Spot +4. *Feats:* Alertness, Combat Casting, Cleave, Power Attack, Weapon Focus (Battleaxe). Jump skill reduced by a -4 armor check penalty.

Unholy Spells Prepared (4/3/2; save DC 12 + spell level): 0—detect magic, guidance, cure minor wounds, resistance; 1st—bane, cause fear, shield of faith; 2nd—bull's strength, cure moderate wounds.

Domain Spells (Destruction, Evil): 1st—protection from good; 2nd—desecrate.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +3 damage bonus; Evil—Cast evil spells at a +1 caster level.

Possessions: +1 battleaxe, breastplate, heavy steel shield, holy symbol (Orcus).

Location(s): Level 12A

Human, Acolytes of Orcus, Male Clr2 (Orcus): CR 2; SZ M; HD 2d8+4; hp 18; Init +1 (Dex); Spd 20 ft. (armor), 30 ft. base; AC 17 (+1 Dex, +5 armor, +1 shield), touch 11, flat-footed 16; BAB/Grp +1/+3; Atk +3 melee (1d8+2, heavy mace) or +3 touch (death touch); SA death touch, rebuke undead (4/day), spells; SQ aura, increased evil spells, spontaneous casting; SV Fort +5, Ref +1, Will +6; AL CE; Str 14, Dex 12, Con 14, Int 12, Wis 16, Cha 12.

Skills: Concentration +7, Knowledge (religion) +5, Listen +4, Search +2, Spellcraft +6, Spot +4. *Feats:* Improved Sunder, Power Attack.

Unholy Spells (4/3; save DC 13 + spell level): 0—cure minor wounds (x3), resistance; 1st—bane, doom, protection from good.

Domain Spells (Death/Evil): 1st—cause fear.

Domain Abilities: Death—Death Touch; 1/day, roll 2d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal and Common.

Possessions: Heavy mace, chainmail, light steel shield, vials of unholy water (x3), unholy symbol of Orcus, black robe emblazoned with the symbol of Orcus, a small sack with 4d10 gp.

Location(s): Level 4, Level 9, Level 10B, Level 11A, Level 14

Human, Brigand Rog3: CR 3; SZ M; HD 3d6; hp 15; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +3 armor, +1 shield), touch 11, flat-footed 14; BAB/Grp +2/+2; Atk +3 melee (1d6, rapier, crit 18-20) or +3 melee (1d4, dagger, crit 19-20) or +3 ranged (1d6, shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ evasion, trapfinding,

trap sense (+1); AL NE; SV Fort +1, Ref +4, Will +1; Str 10, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Appraise +2, Balance +3, Bluff +0, Climb +0, Disable Device +3, Escape Artist +3, Hide +5, Jump -1, Listen +6, Move Silently +5, Open Lock +3, Search +2, Sleight of Hand +1, Spot +6, Tumble +5, Use Rope +3. *Feats:* Dodge, Mobility, Weapon Finesse.

Possessions: Studded leather armor, light wooden shield, shortbow with 40 arrows, rapier, dagger, 1d4 sp, 2d4 cp.

Location(s): Wilderness

Human, Brigand Leader Rog5: CR 5; SZ M; HD 5d6+5; hp 26; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 armor, +1 shield), touch 12, flat-footed 14; BAB/Grp +3/+3; Atk +5 melee (1d6, rapier, crit 18-20), +5 melee (1d4, dagger, crit 19-20), or +6 ranged (1d6+1, shortbow with +1 arrows, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ evasion, trapfinding, trapsense (+1), uncanny dodge; AL NE; SV Fort +2, Ref +6, Will +1; Str 10, Dex 14, Con 12, Int 11, Wis 11, Cha 10.

Skills: Appraise +5, Balance +2, Bluff +1, Climb +3, Decipher Script +2, Diplomacy +1, Disable Device +4, Escape Artist +5, Hide +9, Intimidate +2, Jump +1, Listen +8, Move Silently +9, Open Lock +5, Search +5, Sleight of Hand +5, Spot +8, Tumble +5, Use Rope +4. *Feats:* Dodge, Mobility, Weapon Finesse.

Possessions: Masterwork studded leather armor, light wooden shield, shortbow with 40 arrows, 10 +1 arrows, rapier, dagger, 1d4 sp, 2d4 cp, *potion of healing*.

Location(s): Wilderness

Human, Brigand Warlock Wiz9: CR 9; SZ M; HD 9d4+18; hp 40; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +4/+5; Atk +5 melee (1d4+1, dagger, crit 19-20), or +6 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA spells; SQ summon familiar; AL NE; SV Fort +7, Ref +5, Will +10; Str 13, Dex 15, Con 15, Int 16, Wis 14, Cha 13.

Skills: Concentration +12, Craft (alchemy) +6, Hide +8, Knowledge (arcana) +15, Knowledge (geography) +10, Knowledge (local) +14, Knowledge (nature) +8, Spellcraft +17. *Feats:* Combat Casting, Extend Spell, Great Fortitude, Iron Will, Scribe Scroll, Silent Spell, Still Spell.

Arcane Spells Prepared (5/6/6/5/3/2; base DC 13 + spell level): 0—dancing lights, daze, detect magic, flare, prestidigitation; 1st—charm person (silenced), color spray, endure elements, magic missile (x2), shield; 2nd—expeditious retreat (extended), invisibility, mage armor (extended), mirror image, protection from arrows, see invisibility; 3rd—displacement, fly, heroism, lightning bolt, rage; 4th—charm monster, confusion, dimension door; 5th—hold monster, waves of fatigue.

Spellbook: 0—all in PHB; 1st—alarm, charm person, color spray, endure elements, expeditious retreat, mage armor, magic missile, shield, sleep; 2nd—arcane lock,

fox's cunning, invisibility, knock, mirror image, protection from arrows, see invisibility; 3rd—deep slumber, dispel magic, displacement, fireball, fly, heroism, lightning bolt, rage, tongues; 4th—charm monster, confusion, dimension door, greater invisibility, phantasmal killer; 5th—cone of cold, hold monster, waves of fatigue.

The DM is encouraged to modify each brigand wizard's spell list, spellbook contents, and other stats to personalize him.

Languages: Common, Draconic, Elven, Goblin.

Possessions: Robes, spellbook, dagger, light crossbow, *wand of detect magic* (2d10 charges), *potion of cure serious wounds*, 2 other potions of the DM's choice, 4d10 pp, 5d10 gp, 3d10 sp.

Location(s): Wilderness

Human, Footman Ftr2: CR 2; SZ M; HD 2d10+2; hp 14; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+1 Dex, +3 armor, +1 shield), touch 11, flat-footed 14; BAB/Grp +2/+3; Atk +4 melee (1d8+1, longspear, crit x3), +3 melee (1d6+1, short sword, crit 19-20), or +3 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL NG; SV Fort +4, Ref +1, Will +0; Str 12, Dex 12, Con 12, Int 10, Wis 10, Cha 10.

Skills: Climb +3, Jump +2, Ride +2, Spot +2, Swim +2. *Feats:* Improved Initiative, Quick-Draw, Run, Weapon Focus (longspear).

Possessions: Studded leather armor, light wooden shield, surcoat bearing the insignia of their ruler, longspear, short sword, light crossbow, 20 bolts, 3 gp, 12 sp.

Location(s): Wilderness

Human, Knight Ftr4: CR 4; SZ M; HD 4d10+8; hp 34; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft., 40 ft. (mounted); AC 19 (+2 Dex, +5 armor, +2 shield), touch 12, flat-footed 17; BAB/Grp +4/+7; Atk +8 melee (1d8+3, lance, crit x3) or +8 melee (1d8+3, longsword, crit 19-20); Reach 10 ft. (lance); AL NG; SV Fort +6, Ref +3, Will +2; Str 16, Dex 14, Con 14, Int 10, Wis 12, Cha 12.

Skills: Handle Animal +8, Ride +8, Spot +4, Swim -10. *Feats:* Improved Initiative, Mounted Combat, Ride-By Attack, Spirited Charge, Weapon Focus (lance), Weapon Focus (longsword).

Possessions: Chainmail, heavy wood shield, full helm, surcoat bearing the insignia of their ruler, lance, longsword, 10 gp, 46 sp.

Location(s): Wilderness

Human, Pirate Captain, Male Ftr4/Rog5: CR 9; SZ M; HD 5d6+5 plus 4d10+4; hp 55; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 armor), touch 13, flat-footed 13; BAB/Grp +7/+9; Atk +12 melee (1d6+3, +1 rapier, crit 18-20) or +11 melee (1d4+3, +1 dagger, crit 19-20) or +11 ranged (1d8, light crossbow with masterwork boltsm, crit 19-20, range 80 ft.); Full Atk +10/+5 melee (1d6+3, +1 rapier, crit 18-20) and +9 melee (1d4+3, +1

dagger, crit 19-20), or +11 ranged (1d8, light crossbow with masterwork boltsm, crit 19-20, range 80 ft.); SA sneak attack (+3d6); SQ evasion, trapfinding, trap sense (+1), uncanny dodge; AL LE; SV Fort +6, Ref +8, Will +3; Str 14, Dex 17, Con 12, Int 13, Wis 12, Cha 13.

Skills: Appraise +10, Balance +8, Bluff +12, Climb +12 (+14 climbing ropes/riggings), Diplomacy +9, Escape Artist +5, Hide +5, Intimidate +12, Jump +12, Knowledge (local seas) +8, Move Silently +5, Profession (sailor) +7, Search +5, Spot +5, Swim +9, Tumble +12, Use Rope +8. *Feats:* Acrobatic, Dodge, Improved Initiative, Leadership, Quick-Draw, Two-Weapon Fighting, Weapon Finesse, Weapon Focus (rapier).

Languages: Common, Aquan.

Possessions: Masterwork studded leather armor, +1 rapier, +1 dagger, light crossbow with 20 masterwork bolts, *potion of cure moderate wounds* x2, *potion of cat's grace*, 4d6 gp, 2d6 sp.

Location(s): Wilderness

Human, Pirate Mate, Male Ftr2/Rog3: CR 5; SZ M; HD 3d6+3 plus 2d10+2; hp 30; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 armor), touch 12, flat-footed 12; BAB/Grp +4/+5; Atk +7 melee (1d6+1, cutlass, 19-20) or +6 melee (1d4+1, dagger, crit 19-20) or +7 ranged (1d8, light crossbow with masterwork bolts, crit 19-20, range 80 ft.); SA sneak attack (+2d6); SQ evasion, trapfinding, trap sense (+1); AL NE; SV Fort +5, Ref +5, Will +1; Str 13, Dex 14, Con 12, Int 10, Wis 11, Cha 8.

Skills: Appraise +4, Balance +8, Bluff +5, Climb +7, Diplomacy +2, Escape Artist +3, Hide +3, Intimidate +8, Jump +10, Move Silently +3, Profession (sailor) +5, Search +2, Spot +4, Swim +6, Tumble +11, Use Rope +7. *Feats:* Acrobatic, Dodge, Quick-Draw, Weapon Finesse, Weapon Focus (cutlass).

Possessions: Leather armor, cutlass (treat as short sword), light crossbow with 20 masterwork bolts, dagger, 2d4 gp, 3d4 sp, 2d4 cp.

Location(s): Wilderness

Human, Pirate Priest, Male Clr6 (Sea God): CR 6; SZ M; HD 6d8+12; hp 42; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 Dex, +3 armor), touch 11, flat-footed 13; BAB/Grp +4/+5; Atk +6 melee (1d8+2, +1 returning harpoon, crit x3), +6 ranged (1d8+2, +1 returning harpoon, crit x3, range 20 ft.), or +6 melee (1d4+1, masterwork punching dagger, crit x3); SA rebuke undead (4/day), rebuke water creatures, turn fire creatures, spells; SQ aura, feat of luck (allows reroll 1/day, luck domain), spontaneous casting; AL CN; SV Fort +7, Ref +3, Will +7; Str 12, Dex 13, Con 14, Int 10, Wis 15, Cha 12.

Skills: Concentration +9, Diplomacy +4, Heal +7, Knowledge (arcana) +1, Knowledge (religion) +5, Profession (sailor) +7, Spellcraft +1. *Feats:* Combat Casting, Dodge, Endurance, Silent Spell.

Divine Spells Prepared (5/4/4/2; save DC 12 + spell level): 0—create water x2, detect magic, detect poison, guid-

ance; 1st—bless, cure light wounds, divine favor, endure elements; 2nd—calm emotions, cure moderate wounds, hold person, make whole; 3rd—daylight, prayer.

Domain spells (Luck, Water): 1st—entropic shield; 2nd—fog cloud; 3rd—water breathing.

Domain Abilities: Luck—1/day reroll one result before DM declares whether the roll is successful; Water—rebuke water creatures, turn fire creatures.

Possessions: Masterwork studded leather armor, +1 returning harpoon (treat as spear), masterwork punching dagger, silver holy symbol of Sea God, 4 vials holy water, 3d6 gp, 3d6 sp.

Location(s): Wilderness

Human, Pirate Ruffian, Male Rog3: CR 3; SZ M; HD 3d6; hp 14; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 armor), touch 12, flat-footed 12; BAB/Grp +2/+2; Atk +4 melee (1d6, cutlass, crit 19-20) or +4 melee (1d4, dagger, crit 19-20) or +4 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA sneak attack (+2d6); SQ evasion, trapfinding, trap sense (+1); AL CE; SV Fort +1, Ref +5, Will +1; Str 10, Dex 14, Con 10, Int 10, Wis 11, Cha 8.

Skills: Appraise +4, Balance +7, Bluff +5, Climb +5, Diplomacy +2, Escape Artist +4, Hide +4, Intimidate +4, Jump +9, Move Silently +4, Profession (sailor) +5, Spot +4, Swim +3, Tumble +12, Use Rope +7. *Feats*: Acrobatic, Dodge, Weapon Finesse.

Possessions: Leather armor, cutlass (treat as short sword), light crossbow with 20 bolts, dagger, 1d4 sp, 2d4 cp.

Location(s): Wilderness

Human, Priest of Orcus (Acolyte), Male Clr3: CR 3; SZ M; HD 3d8+6; hp 25; Init +1 (Dex); Spd 20 ft (armor), base 30 ft; AC 17 (+1 Dex, +5 chainmail, +1 shield), touch 11, flat-footed 16; BAB/Grp +2/+4; Atk +5 melee (1d8+2, heavy mace); SA death touch, spells; SQ increased evil spells, spontaneous casting, rebuke undead (3/days, +2 synergy); AL CE; SV Fort +5, Ref +2, Will +6; Str 14, Dex 12, Con 14, Int 13, Wis 16, Cha 10.

Skills: Concentration +7, Heal +7, Knowledge (history) +4, Knowledge (religion) +6, Search +3, Spellcraft +4. *Feats*: Combat Expertise, Power Attack, Weapon Focus (heavy mace).

Unholy Spells Prepared (4/3/2, save DC 13 + spell level): 0—cure minor wounds (x2), guidance, resistance; 1st—bane, command, cure light wounds; 2nd—endurance, hold person.

Alternate Unholy Spells Prepared (4/3/2, base DC 13 + spell level): 0—cure minor wounds (x3), resistance; 1st—bane, doom, hide from undead; 2nd—bull's strength, hold person.

Domain spells (Death, Evil): 1st—protection from good; 2nd—death knell.

Domain Abilities: Death—Death Touch; 1/day, roll 3d6, if that total is equals or is greater than the opponent's

hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common.

Possessions: Heavy mace, chainmail, light steel shield, 3 vials of unholy water, holy symbol of Orcus, 3d10 gp, lantern, 3 flasks oil, flint and steel, and an iron key to Area 10B-5.

Location(s): Level 10, Level 10C

Human, Priests of Orcus, Male Clr5: CR 5; SZ M; HD 5d8+15; hp 50; Init +2 (Dex); Spd 20 ft. (armor), 30 ft. base; AC 19 (+2 Dex, +5 armor, +2 shield), touch 12, flat-footed 17; BAB/Grp +3/+6; Atk +8 melee (1d8+4 plus 2d6 vs. good, +1 *unholy morningstar*), or +6 melee touch (death touch); SA death touch, rebuke undead (6/day, +2 synergy bonus), spells; SQ aura, increased evil spells, spontaneous casting; SV Fort +7, Ref +3, Will +7; AL CE; Str 16, Dex 14, Con 16, Int 16, Wis 16, Cha 16.

Skills: Appraise +4, Concentration +11, Diplomacy +5, Heal +7, Intimidate +7, Knowledge (arcana) +11, Knowledge (religion) +11, Search +4, Sense Motive +4, Spellcraft +11, Spot +4. *Feats*: Combat Expertise, Power Attack, Weapon Focus (*morningstar*).

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resistance; 1st—bane, bless, doom, protection from good; 2nd—bull's strength, hold person, silence; 3rd—contagion, dispel magic.

Domain Spells (Death/Evil): 1st—cause fear, 2nd—death knell, 3rd—bestow curse.

Domain Abilities: Death—Death Touch; 1/day, roll 5d6, if that total equals or is greater than the opponent's current hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common, Infernal, and Orc.

Possessions: Masterwork chainmail, heavy steel shield, +1 *unholy morningstar*, unholy symbol of Orcus, prayer book, fine black robe emblazoned with the symbol of Orcus.

Location(s): Level 4, Level 10C, Level 13A

Human, Priests of Orcus (Level 10C), Male Clr5: CR 5; SZ M; HD 5d8+10; hp 40; Init +1 (Dex); Spd 20 ft (armor), base 30 ft; AC 18 (+1 Dex, +5 chainmail, +2 shield), touch 11, flat-footed 17; BAB/Grp +3/+5; Atk +7 melee (1d8+3 plus 2d6 vs. good, +1 *unholy morningstar*); SA death touch, rebuke undead (3/day, +2 synergy), spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +6, Ref +2, Will +7; Str 14, Dex 12, Con 14, Int 13, Wis 16, Cha 11.

Skills: Concentration +9, Heal +9, Knowledge (history) +6, Knowledge (religion) +7, Search +3, Spellcraft +5. *Feats*: Combat Expertise, Power Attack, Weapon Focus (*morningstar*).

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resis-

tance; 1st—bane, command, cure light wounds, doom; 2nd—hold person, shield other, silence; 3rd—contagion, dispel magic.

Domain spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—magic circle against good.

Domain Abilities: Death—Death Touch; 1/day, roll 3d6, if that total is equal or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common.

Possessions: Masterwork chainmail, heavy steel shield, +1 *unholy morningstar*, unholy symbol of Orcus, prayer book, 1d6 pp, 5d10 gp, a platinum ring (worth 50 gp), small gold key Area 10C-6, convoluted steel key to Area 10C-9, and a fine black robe emblazoned with the symbol of Orcus.

Location(s): Level 10C

Human, Sheriff Ari2/Ftr3: CR 4; SZ M; HD 2d8+2 plus 3d10+3; hp 36; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 armor, +1 shield), touch 12, flat-footed 14; BAB/Grp +4/+5; Atk +6 melee (1d8+1, masterwork longsword, crit 19-20); AL LG; SV Fort +4, Ref +3, Will +5; Str 12, Dex 14, Con 12, Int 14, Wis 12, Cha 14.

Skills: Diplomacy +11, Gather Information +7, Handle Animal +7, Knowledge (local) +7, Ride +7, Search +6, Sense Motive +8, Spot +7, Swim +3. *Feats*: Alertness, Dodge, Combat Expertise, Mounted Combat, Negotiator.

Languages: Common, Dwarven, Elven.

Possessions: Masterwork studded leather, masterwork light steel shield, full helm, surcoat bearing the insignia of their ruler, masterwork long sword, *potion of cure serious wounds* (2 doses), writ of authority, five 20 gp gems, 22 gp, 12 sp.

Location(s): Wilderness

Jackalweres, Jackal Form: CR 2; SZ M Magical Beast (Shapechanger); HD 3d8+6; hp 18; Init +3 (Dex); Spd 40 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grp +2/+3; Atk +4 melee (1d6+1, bite); SA sleep gaze; SQ alternate form, DR (5/magic or cold iron), darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +6, Will +2; Str 13, Dex 17, Con 15, Int 12, Wis 12, Cha 12.

Skills: Jump +9, Listen +8, Spot +8, Survival +5. *Feats*: Alertness, Track (b), Weapon Focus (bite).

Location(s): Level 3

Jackalweres, Human Form: CR 2; SZ M Magical Beast (Shapechanger); HD 3d8+6; hp 18; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; BAB/Grp +2/+3; Atk +3 melee (1d8+1, longsword, crit 19-20); SA sleep gaze; SQ alternate form, DR (5/magic or cold iron), darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +6, Will +2; Str 13, Dex 17, Con 15, Int 12, Wis 12, Cha 12.

Skills: Jump +9, Listen +8, Spot +8, Survival +5. *Feats*: Alertness, Track (b), Weapon Focus (bite).

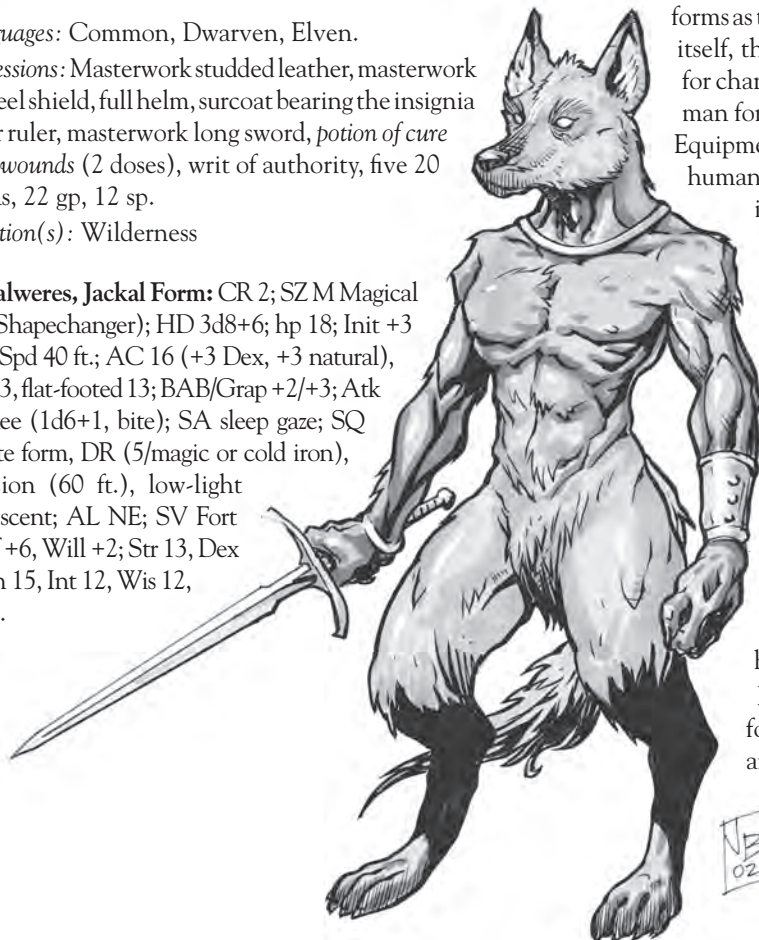
Jackalweres, Hybrid Form: CR 2; SZ M Magical Beast (Shapechanger); HD 3d8+6; hp 18; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; BAB/Grp +2/+3; Atk +3 melee (1d8+1, longsword, crit 19-20) and -1 melee (1d6+1, bite); SA sleep gaze; SQ alternate form, DR (5/magic or cold iron), darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +6, Will +2; Str 13, Dex 17, Con 15, Int 12, Wis 12, Cha 12.

Skills: Jump +9, Listen +8, Spot +8, Survival +5. *Feats*: Alertness, Track (b), Weapon Focus (bite).

Alternate Form (Su): A jackalwere's natural form is that of a jackal. It can shift into two other forms as though using the *polymorph* spell on itself, though it does not regain hit points for changing forms, and only a specific human form or hybrid form can be assumed. Equipment carried by the jackalwere in human or hybrid form shifts with it and is absorbed into its animal form. Magic items do not function while in this form. When a jackalwere shifts back into human or hybrid form, equipment (including magic items) returns to normal and function normally.

A jackalwere's first form is that of a human. A jackalwere always assumes the same appearance and traits in human form. In this form, it cannot use its natural weapons or any extraordinary special attacks. It can wield weapons and wear armor however.

Its second form is a bipedal hybrid form with prehensile hands and animalistic features. The jackalwere retains its natural attacks and extraordinary special attacks in this form, and can also wield weapons or wear armor.



Changing forms is a standard action. A slain jackalwere reverts to its animal form, although it remains dead. Separated body parts retain their human or hybrid form, however.

Sleep Gaze (Su): Any creature within 30 feet that meets the jackalwere's gaze falls asleep for 3 minutes if it fails a DC 12 Will save. This ability functions as the *sleep* spell (caster level 3rd), but there is no HD limit to the number of creatures it can affect. The save DC is Charisma-based.

Possessions: Longsword.

Location(s): Level 3

Juju Zombies: CR 4; SZ M Undead; HD 4d12+3; hp 32; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 natural, +2 Dex, +4 armor), touch 12, flat-footed 17; BAB/Grp +2/+6; Atk +6 melee (1d6+3, slam); SQ DR (5/magic and slashing), immune (cold, electricity, and *magic missiles*), resistant to fire (10), turn resistance (+2); AL CE; SV Fort +1, Ref +3, Will +4; Str 18, Dex 14, Con —, Int 4, Wis 10, Cha 10.

Skills: Climb +10, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Search +8, Spot +8. *Feats*: Dodge, Improved Initiative, Mobility, Spring Attack, Toughness.

Skills: Climb +20, Escape Artist +10, Hide +10, Intuit Direction +3, Jump +10, Listen +7, Move Silently +10, Search +6, Spot +7. *Feats*: Dodge, Spring Attack, Mobility.

Resistance to Fire (Ex): A juju zombie takes one-half damage from all fire attacks.

Possessions: Chain shirt.

Location(s): Level 3A, Level 10C

Juju Zombie, Goblin: CR 2; SZ S Undead; HD 2d12+3; hp 16; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12; BAB/Grp +1/-1; Atk +3 melee (1d6+2, small spiked chain); Reach 10 ft. (spiked chain); SQ DR (5/magic and slashing), darkvision (60 ft.), immunity (cold, electricity, *magic missile*), fire resistance (10), undead traits; AL NE; SV Fort +0, Ref +2, Will +4; Str 15, Dex 14, Con —, Int 4, Wis 10, Cha 10.

Skills: Climbing +10, Hide +8, Listen +7, Spot +7. *Feats*: Alternance, Improved Initiative, Toughness.

Location(s): Level 10C

Meat Puppet (Human): CR 4; SZ M Undead; HD 4d12+6; hp 32; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +2/+5; Atk +5 melee (1d6+3, slam); Full Atk +5 melee (1d6+3 [x2], slams); SA improved grab, throttle (suffocation); SQ DR (5/slashing or piercing); darkvision (60 ft.), fleshknit (1), undead traits; AL NE; SV Fort +1, Ref +3, Will +6; Str 17, Dex 14, Con —, Int 3, Wis 14, Cha 3.

Feats: Toughness (x2).

Location(s): Level 1A, Level 9D.

For more information on the meat puppet template, see the **New Monsters Appendix**.

Meat Puppet (Umbur Hulk): CR 10; SZ L Undead; HD 16d12+18; hp 122; Init +3 (Dex); Spd 20 ft.; AC 12 (-1 size, +3 Dex), touch 12, flat-footed 9; BAB/Grp +8/+21; Atk +16 melee (1d8+9, slam); Full Atk +16 melee (1d8+9 [x2], slam); Space/Reach 10 ft./10 ft.; SA improved grab, throttle; SQ darkvision (60 ft.), DR (5/slashing or piercing), fleshknit (4), undead traits; AL NE; SV Fort +5, Ref +8, Will +10; Str 29, Dex 17, Con —, Int 3, Wis 14, Cha 3.

Feats: Toughness (x6).

Location(s): Level 9D

Memory Moss (Hazard CR 5)

Memory moss appears as a 1-foot square patch of black moss. It grows in temperate or warm climates and is sometimes encountered in subterranean realms (though not often). Memory moss cannot abide the cold or the arid climate of the desert and is never encountered in such environments.

When a living creature moves within 60 feet of a patch of memory moss, it attacks by attempting to steal that creature's memories. It can target a single creature each round. A targeted creature must succeed on a DC 16 Will save or lose all memories from the last 24 hours. This is particularly nasty to spellcasters, who lose all spells prepared within the last 24 hours. (Only those spells actually prepared in the last 24 hours are lost; spells prepared longer than 24 hours ago are not lost.)

Once a memory moss steals a creature's memories, it sinks back down and does not attack again for one day. Any creature who loses its memories to the memory moss acts as if affected by a *confusion* spell (caster level 8th) for the next 1d4 hours. Lost memories can be regained by eating the memory moss that absorbed them. Doing so requires a DC 13 Fortitude save, with failure resulting in the creature being nauseated for 1d6 minutes and suffering 1d4 points of Constitution damage.

A creature that eats the memory moss temporarily gains the memories currently stored therein (even if they are not the creature's own memories). Such creatures can even cast spells if the memory moss has stolen these from a spellcasting creature. Any non-spellcaster that attempts to cast a spell gained in this way must succeed on a Concentration check (DC 10 + spell level) or the spell fizzles away. After 24 hours, the memories fade (including any spells not yet cast). Creatures eating the memory moss to regain their own lost memories do not lose them after 24 hours. Fire and cold kills a single patch of memory moss.

When first encountered, there is a 25% chance that the memory moss has eaten within the last day and does not attack by stealing memories. In such a case, the moss contains 2d4 spells determined randomly (use the arcane or divine spell scroll tables in the *DMG*). When a living creature moves within 60 feet of a sated memory

moss, it assumes a vaguely humanoid form and casts the stolen spells at its targets. The moss casts these spells as a sorcerer of the minimum level necessary to cast the stolen spell (save DC 10 + spell level).

Location(s): Level 1A

Minotaur (raging*): CR 4; SZ L Monstrous Humanoid; HD as PC; hp as PC; Init +0; Spd 30 ft.; AC 12 (-1 size, +5 natural, -2 raging), touch 7, flat-footed N/A; BAB/Grp +6/+16; Atk +11 melee (3d6+9, greataxe, crit x3) or +11 melee (1d8+6, gore); Full Atk +11/+6 melee (3d6+9*, greataxe, crit x3) and +6 melee (1d8+3, gore); Space/Reach 10 ft./10 ft.; SA powerful charge (+11 melee, 4d6+9); SQ darkvision 60 ft., natural cunning, scent; AL as PC; SV Fort +8, Ref +5, Will +7 (plus PC's Wis adjustment); Str 23, Dex 10, Con 19; mental stats are as PC.

Skills: As PC, adjusted for physical stat changes and rage. *Feats*: Great Fortitude, Power Attack, Track.

* Values for minotaur's perpetual raging to stats, saves, and AC are already calculated in.

Possessions: Large greataxe.

Location(s): Level 9D

Minotaurs, Phase: CR 5; SZ L Monstrous Humanoid; HD 6d8+12; hp 39; Init +0; Spd 30 ft. (6 squares); AC 14 (-1 size, +5 natural), touch 9, flat-footed —; BAB/Grp +6/+14; Atk +9 melee (3d6+6, Large greataxe, crit x3) or +9 melee (1d8+4, gore); Full Atk +9/+4 melee (3d6+6, Large greataxe, crit x3) and +4 melee (1d8+2; gore) Space/Reach 10 ft./10 ft.; SA powerful charge (4d6+6); SQ darkvision (60 ft.), ethereal jaunt, natural cunning, scent; AL CE; SV Fort +6, Ref +5, Will +5; Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8.

Skills: Intimidate +2, Listen +7, Search +2, Spot +7. *Feats*: Great Fortitude, Power Attack, Track.

Ethereal Jaunt (Su): Phase minotaurs shift from the ethereal plane to the material plane as a free action, shifting back again as a move-equivalent action. The ability is otherwise identical to ethereal jaunt as cast by a 15th level sorcerer.

Powerful Charge (Ex): A phase minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

Skills: Phase minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

Possessions: Large greataxe.

Location(s): Level 7A

Mordnaissant: CR 7; SZ T Undead; HD 9d12; hp 58; Init +6 (Dex, Improved Initiative); Spd 5 ft. (cannot run), fly 50 ft. (perfect); AC 14 (+2 size, +2 Dex), touch 14, flat-footed 12; BAB/Grp +4/-8; Atk +0 melee (1d2-4, claw) or +7 ranged touch (varies, ray); Full Atk

+0 melee (1d2-4 [x2], claws) or +7 ranged touch (varies, ray); Space/Reach 2-1/2 ft./0 ft.; SA death curse, *lash of fury* (2d8+9 inflict moderate wounds, 1d4+1 Int damage, or stunned 1d4+1 rounds, Fort DC 19 half), pain wail (Will DC 17 + 1/5 damage); SQ darkvision (60 ft.), turn resistance (+2), undead traits; AL NE; SV Fort +3, Ref +5, Will +10; Str 3, Dex 14, Con —, Int 7, Wis 18, Cha 17.

Skills: Hide +16, Listen +15, Spot +15. *Feats*: Ability Focus (*lash of fury*), Alertness, Improved Initiative, Weapon Focus (ray).

Locations: Level 1A

Note: see the **Appendix** for more information.

Mummy Guardians, Ftr10: CR 15; SZ M Undead; HD 8d12+10d10; hp 130; Init +7 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 28 (+3 Dex, +5 armor, +10 natural), touch 13, flat-footed 25; BAB/Grp +14/+21; Atk +24 melee (2d4+12, masterwork khopesh, crit 15-20); Full Atk +24/+19/+14 melee (2d4+12, masterwork khopesh, crit 15-20); SA despair, mummy rot; SQ DR (5/—), darkvision (120 ft.), immunity (fire), turn resistance (+4), undead traits; AL LN; SV Fort +11, Ref +8, Will +14; Str 24, Dex 16, Con —, Int 6, Wis 16, Cha 15.

Skills: Hide +4, Jump +8, Listen +10, Move Silently +4, Spot +11. *Feats*: Alertness, Combat Reflexes, Dodge, Great Fortitude, Greater Weapon Focus (khopesh), Improved Critical (khopesh), Improved Initiative, Iron Will, Mobility, Toughness, Weapon Focus (khopesh), Weapon Specialization (khopesh).

Possessions: Fire-retardant bandaging (provides mummies fire immunity), masterwork khopesh (as falchion), mithral breastplate.

Location(s): Level 3B

Mustard Jelly: CR 7; SZ L Aberration; HD 7d8+45; hp 76; Init +0; Spd 30 ft.; AC 9 (-1 size), touch 9, flat-footed 9; BAB/Grp +5/+11; Atk +7 melee (2d4+3 plus 1d4 acid, slam); Space: 10 ft.; SA acid, constrict (2d4+3 plus 1d4 acid), improved grab, poison aura; SQ blindsight (60 ft.), DR (5/magic), divide, energy absorption, resistance (cold 10) SR (13); AL N; SV Fort +8, Ref +2, Will +2; Str 15, Dex 10, Con 22, Int 10, Wis 10, Cha 10.

Skills: Hide +6, Listen +2, Move Silently +10, Spot +2. *Feats*: Alertness, Toughness, Weapon Focus (slam).

Acid (Ex): A mustard jelly secretes a digestive acid that dissolves only flesh. Any melee hit deals acid damage.

Blindsight (Ex): A mustard jelly's entire body is a primitive sensory organ that can ascertain prey by scent and vibration within 60 feet.

Constrict (Ex): A mustard jelly deals automatic slam and acid damage with a successful grapple check.

Divide (Ex): A mustard jelly can, as a standard action, split itself into two identical jellies, each with half of the original's current hit points (round down). A jelly with

10 hit points or less cannot divide itself. When divided, each jelly moves faster than the original (base speed 40 feet per round).

Energy Absorption (Ex): A mustard jelly is immune to electrical effects and *magic missiles*. If affected by such, the mustard jelly gains temporary hit points equal to the amount of damage it would have otherwise sustained. These temporary hit points last for 1 hour.

Improved Grab (Ex): To use this ability, a mustard jelly must hit an opponent with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the mustard jelly establishes a hold and can constrict.

Poison Aura (Ex): The mustard jelly exudes an aura in a 10-foot radius centered on it that *slows* (as the *slow* spell) any creature within or coming within the area. A creature affected must succeed on a Fortitude save (DC 19) to negate the effects. The save must be made each round a creature is within 10 feet of the mustard jelly.

Location(s): Level 6

Ogre, Bridge Guards, Male Ftr8: CR 11; SZ L Giant; HD 4d8+12 plus 8d10+28; hp 102; Init +3 (Improved Initiative); Spd 30 ft. (armor), base 40 ft.; AC 21 (-1 size, +5 natural, +5 armor, +2 shield), touch 9, flat-footed 21; BAB/Grapple +11/+23; Atk +19 melee (2d6+10, greatsword [one-handed], crit 17-20) or +9 ranged (2d6+8, large spear, crit x3, range 20 ft.); Full Atk +19/+14 melee (2d6+10, greatsword [one-handed], crit 17-20) or +9 ranged (2d6+8, large spear, crit x3, range 20 ft.); AL CE; SV Fort +12, Ref +2, Will +3; Str 26, Dex 11, Con 16, Int 6, Wis 10, Cha 7.

Skills: Climb +12, Listen +4, Spot +4. *Feats:* Alertness, Cleave, Great Cleave, Improved Initiative, Improved Critical (greatsword), Improved Shield Bash, Improved Sunder, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Possessions: greatsword, 2 large spears, chainmail, large iron shield, pouch with 400 gp.

Location(s): Level 12A

Ooze, Ebon: CR 9; SZ H Ooze; HD 8d10+60; hp 104; Init +2 (Dex, Improved Initiative); Spd 20 ft.; AC 6 (-2 size, -2 Dex), touch 6, flat-footed 6; BAB/Grap +6/+18; Atk +11 melee (3d6+6 plus 2d6 acid, slam); Space/Reach 15 ft./10 ft.; SA acid (2d6), engulf (Ref DC 19 avoids); SQ blindsight, immunities, ooze traits; AL NE; SV Fort +9, Ref +2, Will +6; Str 18, Dex 7, Con 20, Int 8, Wis 14, Cha 3.

Skills: Listen +10, Spot +9. *Feats:* Alertness, Improved Initiative, Weapon Focus (slam).

Locations: Level 1A

Note: see the **Appendix** for more information.

Ooze, Undead: CR 6; SZ H Ooze; HD 6d12; hp 39; Init -5 (Dex); Spd 20 ft., climb 20 ft.; AC 3 (-2 size, -5 Dex), touch 3, flat-footed 3; BAB/Grap +4/+13; Atk +2

melee (2d4+1 plus 1d6 cold, slam); Face/Reach 10ft. by 15 ft./10 ft.; SA cold, engulf, skeletons; SQ blindsight (60 ft.), ooze traits, undead traits; AL CE; SV Fort +8, Ref -2, Will +6; Str 12, Dex 1, Con —, Int 8, Wis 14, Cha 10.

Skills: Climb +9. *Feats:* None.

Cold (Ex): The undead ooze constantly emits an aura of cold around it. Any melee hit deals cold damage.

Engulf (Ex): Although it moves slowly, an undead ooze can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The undead ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the ooze, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 15 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the ooze moves forward. Engulfed creatures are subject to the ooze's cold damage, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Skeletons (Su): As a full-round action, an undead ooze can expel 1d6 skeletons from its mass. Skeletons can act in the round they are expelled, and each skeleton conforms to the basic statistics for its size (see the **MM**). Slain skeletons are engulfed by the undead ooze and can be reanimated and expelled again in 1d2 hours.

A Huge undead ooze's form holds up to 10 skeletons; a Gargantuan undead ooze holds a maximum of 20 skeletons.

Skills: Undead oozes have a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Location(s): Level 4A

Orc, Acolytes of Orcus, Male Clr2 (Orcus): CR 2; SZ M; HD 2d8+4; hp 16; Init +1 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 17 (+5 armor, +1 shield, +1 Dex), touch 11, flat-footed 16; BAB/Grap +1/+3;

Atk +4 melee (1d8+2, heavy mace) or +3 melee (death touch); SA death touch, rebuke undead (6/day), spells; SQ aura, darkvision (60 ft.), increased evil spells; AL CE; SV Fort+5, Ref+1, Will+6; Str 14, Dex 12, Con 14, Int 12, Wis 16, Cha 12.

Skills: Concentration +5, Knowledge (Rappan Athuk) +3, Knowledge (Religion) +4, Listen +3, Search +2, Spellcraft +4, Spot +3. *Feats:* Power Attack, Sunder.

Unholy Spells (4/3; save DC 13 + spell level; save DC 13 + spell level): 0—cure minor wounds (x3), resistance; 1st—bane, doom, protection from good.

Domain Spells (Death/Evil): 1st—cause fear.

Domain Abilities: Death—Death Touch; 1/day, roll 2d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, and Common.

Possessions: Heavy mace, chainmail, light steel shield, vials of unholy water (x3), unholy symbol of Orcus, black robe emblazoned with the symbol of Orcus, a small sack with 4d10 gp.

Location(s): Level 3

Orc, Priest of Orcus, Male Clr5 (Orcus): CR 5; SZ M; HD 5d8+15; hp 41; Init +2 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 20 (+5 armor, +3 shield, +2 Dex), touch 12, flat-footed 18; BAB/Grp +3/+6; Atk +8 melee (1d8+4, +1 *morningstar*) or +6 melee (death touch); SA death touch, rebuke undead (6/day, +2 synergy), spells; SQ aura, increased evil spells, darkvision (60 ft.), spontaneous casting; AL CE; SV Fort +7, Refl +3, Will +7; Str 16, Dex 14, Con 16, Int 16, Wis 16, Cha 16.

Skills: Concentration +10, Diplomacy +5, Heal +7, Intimidate +7, Knowledge (arcana) +10, Knowledge (religion) +10, Sense Motive +4, Spellcraft +10, Spot +4. *Feats:* Cleave, Power Attack, Weapon Focus (*morningstar*).

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resistance; 1st—bane, bless, doom, protection from good; 2nd—bull's strength, hold person, silence; 3rd—contagion, dispel magic.

Domain Spells (Death/Evil): 1st—cause fear, 2nd—death knell, 3rd—bestow curse.

Domain Abilities: Death—Death Touch; 1/day, roll 5d6, if that total equals or is greater than the opponent's current hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Languages: Abyssal, Common, Goblin, and Orc.

Possessions: Masterwork chainmail, +1 *heavy steel shield*, +1 *morningstar*, holy symbol of Orcus, prayer book, fine black robes emblazoned with the symbol of Orcus and a sack containing special item for sacrifice to Oracle (one of the following: +1 *light mace*, 500 gp gem, umber hulk heart, *potion of remove disease*, *potion of protection from fire* or a *potion of nondetection*).

Location(s): Level 3

Orcus Statues*: CR 6; SZ M Construct; HD 6d10+20; hp 54; Init -1 (Dex); Spd 20 ft. (can't run); AC 18 (-1 Dex, +9 natural), touch 9, flat-footed 18; BAB/Grp +4/+9; Atk +9 melee (1d8+5, stone mace); SQ

construct, see invisibility (as spell, always active; if negated, can renew as a free action on its next turn), dimension door (as spell, at will, as a move action), resistance (cold 5/fire 5/electricity 5); AL N; SV Fort +2, Ref +1, Will +2; Str 21, Dex 9, Con —, Int —, Wis 11, Cha 1.

*These statues are variants of the Stone Guardian Golem found in the *Tome of Horrors* by Necromancer Games.

Location(s): Level 10C

Piercers (Hazard CR 1 or 2 each)

Piercers resemble 1-foot long stalactites and are found underground in caves and caverns hanging from the ceiling waiting for living creatures to pass underneath. Those viewing a piercer must make a Spot check (DC 20) to discern its true nature; else it is overlooked and mistaken for a normal stalactite. Piercers gather in clusters of up to 20 creatures.

When a living creature stands in a square directly below a piercer, it drops and attempts to impale the unsuspecting foe. The creature can make a Reflex save (DC 15) to avoid the piercer's attack. If the save fails, the target sustains 1d6 points of piercing damage. If the save succeeds, the piercer misses its target and may not attack again until it climbs back into position. (Piercers move 5 feet per round). A piercer on the ground is easily dispatched, though touching or attacking it unarmed or

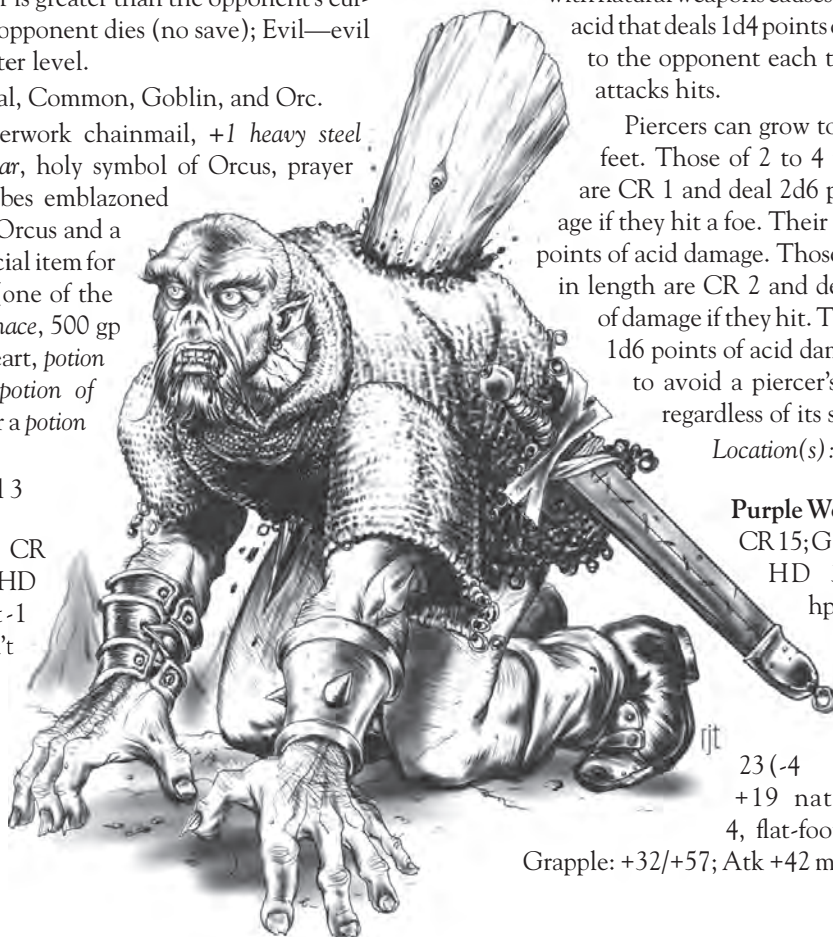
with natural weapons causes it to secrete an acid that deals 1d4 points of acid damage to the opponent each time one of its attacks hits.

Piercers can grow to a length of 6 feet. Those of 2 to 4 feet in length are CR 1 and deal 2d6 points of damage if they hit a foe. Their acid deals 1d6 points of acid damage. Those of 5 to 6 feet in length are CR 2 and deal 3d6 points of damage if they hit. Their acid deals 1d6 points of acid damage. The DC to avoid a piercer's attack is 15, regardless of its size.

Location(s): Level 3A

Purple Worm, Massive:

CR 15; G Magical Beast; HD 32d10+256; hp 432; Init -2 (Dex); Spd 20 ft., burrow 20 ft., swim 10 ft.; AC 23 (-4 size, -2 Dex, +19 natural), touch 4, flat-footed 23; BAB/Grapple: +32/+57; Atk +42 melee (3d8+13,



bite, crit 19-20); Full Atk +42 melee (3d8+13, bite, crit 19-20), and +37 melee (3d6+6 plus poison, sting, crit 19-20); Space/Reach 20 ft./15ft.; SA improved grab, swallow whole, poison (Injury, Fort DC 36 resists, 1d6/2d6 Str damage); SQ tremorsense (60 ft.); AL N; SV Fort +26, Ref +16, Will +9; Str 37, Dex 6, Con 27, Int 1, Wis 8, Cha 8.

Skills: Climb +29, Listen +18, Swim +21. *Feats:* Ability Focus (poison), Awesome Blow, Cleave, Improved Bull Rush, Improved Critical (bite), Improved Critical (sting), Improved Natural Weapon (bite), Improved Natural Weapon (sting), Power Attack, Weapon Focus (bite), Weapon Focus (sting).

Location(s): Level 10A

Pyrohydra, Twelve-Headed: CR 13; SZ H Magical Beast [fire]; HD 12d10+63; hp 129; Init +1 (Dex); Spd 20 ft., swim 20 ft.; AC 22 (-2 size, +1 Dex, +13 natural), touch 9, flat-footed 21; BAB/Grp +12/+26; Atk +17 melee (2d8+6 [x12], bite); Face/Reach 15 ft./10 ft.; SA breath weapon (3d6 fire, Ref DC 21 half, jet 20 ft long by 10 ft by ft); SQ darkvision (60 ft.), fast healing (22), immunity (fire), low-light vision, scent; AL N; SV Fort +13, Ref +9, Will +6 (each head gets a separate save); Str 23, Dex 12, Con 20, Int 2, Wis 10, Cha 9.

Skills: Listen +9, Spot +10, Swim +14. Note: Each head makes its own Listen and Spot checks. *Feats:* Blind-fight, Combat Reflexes (special), Improved Natural Attack (bite), Iron Will, Toughness, Weapon Focus (bite).

Location(s): Level 9A

Ravager Spawn (crawler form): CR 20; SZ H Magical Beast; HD 16d10+160; hp 248; Init +5 (Dex); Spd 40 ft., burrow 10 ft.; AC 27 (-2 size, +5 Dex, +24 natural), touch 13, flat-footed 22; BAB/Grp +16/+33; Atk +23 melee (3d8+9, bite, crit x3); Full Atk +23 melee (3d8+9, bite, crit x3) and +21 melee (2d8+4 [x4], claws, crit 18-20); Space/Reach 15 ft./10 ft.; SQ DR (16/epic), darkvision (120 ft.), death resistance, energy resistance (5), form-shifting, low-light vision, magic disruption (5%), regeneration (5), scent, tremorsense (60 ft.), vampiric healing; AL N; SV Fort +22, Ref +15, Will +14; Str 28, Dex 20, Con 30, Int 5, Wis 25, Cha 18.

Skills: Listen +16, Spot +17. *Feats:* Cleave, Combat Reflexes, Great Fortitude, Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack.

Location(s): Level 3B

Rot Grubs (Hazard CR 4)

These diminutive vermin crawl off carrion and infest living hosts. They cause a fatal illness unless cured or killed. When first encountered, a DC 15 Spot check can be made to avoid them entirely. If this check is failed, the grubs have contacted the victim and penetrated the skin. Once this occurs, the victim may make a DC 15 Wisdom check. If successful, he notices strange burrowing below

the surface of his skin. Each round thereafter, a DC 17 Fortitude save must be made. If failed, the victim sustains 2d6 points of Constitution damage. At Constitution 0, the victim dies. The grubs then look for a new host. During the first two rounds, the grubs can be killed by applying flame to or by cutting open the affected skin. The flame or cutting does 2d6 points of damage to the victim. If a DC 15 Heal check is successful, cutting damage can be reduced to 1d6. After the second round, only a *remove disease* spell can save the victim.

Location(s): Level 2, Level 9A, Level 9D

Salamander, Nobled Priest Clr5: CR 15; SZ L Outsider (extraplanar, fire); HD 15d8+45 plus 5d8+15; hp 152; Init +1 (Dex); Spd 20 ft.; AC 18 (-1 size, +1 Dex, +8 natural), touch 10, flat-footed 17; BAB/Grp +18/+28; Atk +26 melee (1d8+12 plus 1d8 fire, +3 *longspear*, crit x3); Full Atk +26/+21/+16/+11 melee (1d8+12 plus 1d8 fire, +3 *longspear*, crit x3) and +21 melee (2d8+3 plus 1d8 fire, tail slap); Space/Reach 10 ft./10 ft. (20 ft. with tail or *longspear*); SA command/rebuke fire creatures and undead (5/day, +2 synergy bonus), constrict (2d8+3 plus 1d8 fire), death touch, heat, improved grab, spell-like abilities, spells, turn/destroy water creatures; SQ aura, DR (15/magic), darkvision (60 ft.), immunity to fire, spontaneous casting, vulnerability to cold; AL CE; SV Fort +16, Ref +11, Will +16; Str 22, Dex 13, Con 16, Int 16, Wis 17, Cha 15.

Skills: Bluff +19, Concentration +12, Craft (blacksmithing) +25, Diplomacy +4, Hide +15, Intimidate +4, Knowledge (religion) +11, Listen +13, Move Silently +17, Spellcraft +11, Spot +13. *Feats:* Alertness, Cleave, Dodge, Great Cleave, Multiattack, Power Attack, Skill Focus (Craft [blacksmithing])

Unholy Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resistance; 1st—bane, bless, doom, protection from good; 2nd—bull's strength, shatter, silence; 3rd—dispel magic (x2).

Domain Spells (Death, Fire): 1st—cause fear; 2nd—produce flame; 3rd—resist elements.

Domain Abilities: Death—Death Touch; 1/day +23 melee touch attack; roll 5d6, if that total is greater than the opponent's hit points the opponent dies (no save); Fire—Rebuke/Command fire creatures as an evil cleric rebukes undead, turn/destroy water creatures as a good cleric turns undead.

Spell-Like Abilities: 3/day—*burning hands* (DC 13), *fireball* (DC 15), *flaming sphere* (DC 14), *wall of fire* (DC 16); 1/day—*dispel magic*, *summon monster VII* (huge fire elemental). Caster level 15th.

Possessions: +3 *large metal longspear*.

Location(s): Level 10

Scorpions, Large Blind White Cave: CR 3; SZ L Vermin; HD 5d8+10; hp 40; Init +0; Spd 50 ft., swim 20 ft.; AC 14 (-1 size, +7 natural), touch 9, flat-footed 16; Atk +6 melee (1d6+4, claws); BAB/Grp +3/+11; Full

Atk +6 melee (1d6+4 [x2], claws) and +1 melee (1d6+1 plus poison, sting); Space 10 ft.; SA constrict (1d6+4), improved grab, poison (Fort DC 14 resists, 1d4/1d4 temp. Con damage); SQ darkvision (60 ft.), tremorsense (60 ft.), vermin traits; AL N; SV Fort +6, Ref +1, Will +1; Str 19, Dex 10, Con 14, Int —, Wis 10, Cha 2.

Skills: Climb +8, Hide +0, Spot +4, Swim +12.

Location(s): Level 8

Shadow Hunter: CR 8; SZ H Magical beast; HD 8d10+32; hp 76; Init +2 (Dex); Spd 30 ft, climb 20 ft, swim 30 ft; AC 18 (-2 size, +2 Dex, +8 natural), touch 10, flat-footed 16; BAB/Grp +8/+23; Atk +13 melee (1d8+10 plus poison, bite); Space/Reach 15 ft./10 ft.; SA improved grab, poison (2d6/2d6 Con damage, Fort DC 20 resists); SQ hunt by smell (track by scent, using Spot in place of Survival), shadowblend (40% concealment outside of bright light, such as *daylight* spell), scent, tremorsense (60 ft.); AL N; SV Fort +10, Ref +8, Will +4; Str 24, Dex 15, Con 19, Int 5, Wis 14, Cha 3.

Skills: Balance +10, Climb +15, Hide +14*, Listen +12, Spot +12. *Feats:* Alertness, Skill Focus (Hide), Track (b).

*The shadow hunter receives a +8 circumstance bonus to Hide checks in dark or shadowy environments, due to the light-absorbing properties of its scales.

Note: see the **New Monster Appendix** for more details.

Location(s): Level 10B

Skeleton, Black: CR 5; SZ M Undead; HD 6d12; hp 39; Init +4 (Dex); Spd 40 ft.; AC 20 (+6 natural, +4 Dex), touch 14, flat-footed 16; Atk +8 melee (1d6 plus strength damage, short sword, crit 19-20) or +7 melee (1d4 plus strength damage, claw); Full Atk +8 melee (1d6 plus strength damage [x2], short sword, crit 19-20), or +7 melee (1d4 plus strength damage [x2], claw); SA frightful presence, strength damage; SQ damage reduction (10/bludgeoning and magic), darkvision (60 ft.), turn resistance (+4), undead traits; AL CE; SV Fort +2, Ref +6, Will +5; Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14.

Skills: Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6. *Feats:* Two-Weapon Fighting, Weapon Finesse, Weapon Focus (short sword).

Frightful Presence (Ex): The mere presence of a black skeleton is unsettling to foes, especially when the skeleton shrieks. Creatures within 60 feet and with less HD than the black skeleton that hear it must make a successful Will save (DC 15) or become panicked for 4d6 rounds. If the save succeeds, that creature is immune to the frightful presence of that black skeleton for one day.

Strength Damage (Su): Good-aligned creatures hit by a black skeleton (either by a weapon or natural attack) must make a successful Fortitude save (DC 15) or take 1d3 points of Strength damage. This effect is a function of the black skeleton itself, not its short swords.

Feats: Because of the black skeleton's magical nature, its Two-Weapon Fighting feat allows it to attack with both weapons at no penalty.

Location(s): Ground Level, Level 2, Level 3, Level 10B

Skeleton, Black (kukri armed): CR 5; SZ M Undead; HD 6d12; hp 40; Init +4 (Dex); Spd 40 ft; AC 20 (+4 Dex, +6 natural), touch 14, flat-footed 16; BAB/Grp +3/+3; Atk +9 melee (1d4 plus Strength drain, masterwork kukri, crit 18-20), or +7 melee (1d4 plus strength damage, claw); Full Atk kukris +9 melee (1d4 plus Strength drain[x2], masterwork kukris, crit 18-20), or +7 melee (1d4 plus strength damage [x2], claw); SA frightful presence, strength drain; SQ DR (10/bludgeoning and magic), darkvision (60 ft.), turn resistance (+4), undead traits; AL CE; SV Fort +2, Ref +6, Will +5; Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14.

Skills: Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6.

Feats: Two-Weapon Fighting, Weapon Finesse, Weapon Focus (kukri).

Possessions: 2 masterwork kukris.

Location(s): Level 10C

Skeletons, Enhanced: CR 3; SZ M Undead; HD 3d12+6; hp 26; Init +5 (Dex, Improved Initiative); Speed 30 ft.; AC 17 (+1 Dex, +2 natural, +4 profane*), touch 15, flat-footed 16; BAB/Grp +1/+1; Atk +7* melee (1d4+6*, claw); Full Atk +7* melee (1d4+6[x2], claws); SQ DR (5/bludgeoning), darkvision (60 ft.), immunity to cold, undead traits; SV Fort +7*, Ref +8*, Will +9*; Str 10, Dex 12, Con —, Int —, Wis 10, Cha 11. * profane bonus already added in.

Feat: Improved Initiative.

Location(s): Level 12A

Skeleton, False Black: CR 2; SZ M Undead; HD 4d12; hp 25; Init +5 (Improved Initiative, Dex); Spd 30 ft.; AC 13 (+2 natural, +1 Dex), touch 11, flat-footed 12; BAB/Grp +2/+2; Atk +2 melee (1d6, short swords or hand axes) or +2 melee (1d4, claws); Full Atk +2 melee (1d6, short swords) or +2 melee (1d4 [x2], claws); SQ DR (5/bludgeoning); immunity to cold, turn resistance (+2), undead traits; AL NE; SV Fort +1, Ref +2, Will +4; Str 10, Dex 12, Con —, Int —, Wis 10, Cha 10.

Skills: None. *Feats:* Improved Initiative.

Possessions: Light wooden shield and shortsword.

Location(s): Level 3A

Spider, Albino Cave: CR 1/2; SZ T Vermin; HD 1/2 d8; hp 2; Init +4 (Dex); Spd 20 ft., climb 10 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +0/-11; Atk +6 melee (1d3-3 plus poison, bite); Space/Reach 2-1/2 ft./0 ft.; SA poison (1d4 Con damage, Fort DC 12 resists); SQ darkvision (60 ft.), tremorsense (60 ft.), vermin traits; AL N; SV Fort +2, Ref +4, Will +0; Str 4, Dex 18, Con 10, Int —, Wis 10, Cha 3.

Skills: Climb +12, Hide +16, Jump +6, Spot +12. *Feats:* Weapon Finesse (b).

Location(s): Level 8A

Stone Treants: CR 14; SZ H Elemental (Earth); HD 21d8+210; hp 320; Init -1 (Dex); Spd 30 ft., burrow 5 ft.; AC 22 (-2 size, -1 Dex, +25 natural), touch 7, flat-footed 21; BAB/Grp +15/+35; Atk +26 melee (3d8+12, slam); Full Atk +26 melee (3d8+12 [x6], slams); Space/Reach 15 ft./15 ft.; SA acidic blood (5d4, Reflex [DC 20] half), trample (3d8+18, Reflex [DC 32] half); SQ DR (10/slash and adamantine), darkvision (60 ft.), elemental traits, radial symmetry, SR (31), tremorsense (120 ft.); AL N; SV Fort +22, Ref +8, Will +12; Str 35, Dex 8, Con 30, Int 10, Wis 16, Cha 12.

Skills: Hide +14*, Listen +24, Move Silently +12. *Feats:* Cleave, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Stealthy, Weapon Focus (slam).

*Increased by +6 racial due to environment, and +4 circumstance due to the area where it is encountered.

Location(s): Level 3B

Troll, Guards Ftr5: CR 10; SZ L Giant; HD 6d8+36 plus 5d10+30; hp 120; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 23 (-1 size, +3 Dex, +5 natural, +4 chain shirt, +2 shield), touch 12, flat-footed 20; BAB/Grapple +9/+21; Atk +18 melee (2d6+8, masterwork greatsword [used one-handed], crit 19-20), or +16 melee (1d6+8, claw); Full Atk +18/+13 melee (2d6+8, masterwork greatsword [used one-handed], crit 19-20) and +14 melee (1d6+4, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+12); SQ darkvision (90 ft.), low light vision, regeneration (5), scent; AL CE; SV Fort +15, Ref +6, Will +4; Str 26, Dex 16, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +7, Spot +7. *Feats:* Alertness, Cleave, Great Cleave, Improved Initiative, Iron Will, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Possessions: Masterwork greatsword, chain shirt, heavy iron shield, pouch with 100 pp.

Location(s): Level 12

Troll, River: CR 5; SZ L Giant (amphibious); HD 6d8+36; hp 68; Init +2 (Dex); Spd 30 ft., swim 40 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +4/+14; Atk +9 melee (1d6+6, claw); Full Atk +9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+9); SQ amphibious, darkvision (90 ft.), low-light vision, regeneration (5), scent; AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 10, Cha 6.

Skills: Listen +6, Spot +7, Spot +14. *Feats:* Alertness, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the

stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Location(s): Level 8, Level 11

Water Weird: CR 4; SZ L Elemental (water); HD 6d8+12; hp 39; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (-1 size, +3 Dex, +5 natural), touch 12, flat-footed 14; BAB/Grp +4/+10; Atk +6 melee (1d8+3, slam); Space/Reach 10 ft./5 ft.; SA control water elemental, drench, improved grab; SQ DR (5/bludgeoning), darkvision (60 ft.), elemental traits, resistance (fire 10), reform body, transparency, vulnerabilities, water mastery; AL CE; SV Fort +7, Ref +5, Will +4; Str 15, Dex 17, Con 14, Int 12, Wis 14, Cha 11.

Skills: Hide +5, Listen +10, Move Silently +11, Spot +10. *Feats:* Alertness, Improved Initiative, Weapon Finesse.

Control Water Elemental (Ex): The water weird has the ability to take control of a water elemental (only an actual water elemental, not any elemental with the water subtype) that is within 30 feet by succeeding on a Intelligence check (DC 10). If the elemental is being controlled by another creature, the water weird and current controller make opposed Intelligence checks with the one rolling highest gaining control of the elemental for that round.

Drench (Ex): A water weird's touch puts out torches, campfires, exposed lanterns, and other open flames of non-magical origin if these are of Medium size or smaller. The creature can dispel magical fire it touches as *dispel magic* (caster level equals the water weird's HD).

Improved Grab (Ex): To use this ability, the water weird must hit a creature up to one size larger with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the water weird establishes a hold and drags the victim underwater where it attempts to drown it.

Elemental Traits (Ex): Immune to poison, *sleep*, paralysis, and stunning. Not subject to critical hits; cannot be flanked; cannot be raised or resurrected, though a *limited wish*, *wish*, *miracle*, or *true resurrection* spell can restore it to life.

Reform Body (Ex): When reduced to 0 hit points or less, the water weird collapses back into the water. Two rounds later, it reforms at full strength (minus any damage suffered from a *purify food and drink* spell).

Transparency (Ex): A water weird is effectively invisible in water until it attacks.

Vulnerabilities (Ex): Cold-based effects *slow* the water weird as the spell of the same name for a number of rounds equal to the caster's level. A *purify food and drink* spell deals 1d4 points of damage per caster level (maximum 10d4) to the water weird. These hit points are not regained when the water weird reforms.

Water Mastery (Ex): A water weird gains a +1 bonus on attack and damage rolls if both it and its opponent

are touching water. If the opponent or water weird is touching the ground, the water weird suffers a -4 penalty on attack and damage. (These modifiers are not included in the statistics block.)

Location(s): Level 7A

Wererat (Natural), Human War1: CR 2; SZ M (Shapechanger); HD 1d8+1 plus 1d8+2; hp 16; Init +1 (Dex); Spd 30 ft.; AC 13 (+1 Dex, +2 natural), touch 11, flat-footed 12; BAB/Grp +1/+2; Atk +2 melee (1d6, rapier, crit 18-20), or +2 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ alternate form, rat empathy, low-light vision, scent; AL NE; SV Fort +5, Ref +3, Will +5; Str 13, Dex 12, Con 12, Int 12, Wis 12, Cha 10.

Skills: Climb +5, Handle Animal +4, Hide +2, Jump +5, Listen +5, Spot +5, Swim +5. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Wererat (Natural), Dire Rat War1: CR 2; SZ S (Shapechanger); HD 1d8+1 plus 1d8+2; hp 4; Init +4 (Dex); Spd 40 ft., climb 20 ft.; AC 18 (+1 size, +4 Dex, +3 natural), touch 15, flat-footed 14; BAB/Grp +1/-2; Atk +6 melee (1d4+1 plus disease, bite); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex & 1d3 Con); SQ alternate form, DR (10/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +5; Str 13, Dex 18, Con 14, Int 12, Wis 12, Cha 10.

Skills: Climb +16, Handle Animal +4, Hide +9, Jump +5, Listen +5, Spot +5, Swim +16. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Wererat (Natural), Hybrid War1: CR 2; SZ M (Shapechanger); HD 1d8+1 plus 1d8+2; hp 4; Init +4 (Dex); Spd 30 ft.; AC 17 (+4 Dex, +3 natural), touch 14, flat-footed 13; BAB/Grp +1/+2; Atk +5 melee (1d6, rapier, crit 18-20), or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); Full Atk +5 melee (1d6, rapier, crit 18-20) and +0 melee (1d6 plus disease, bite), or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 13, incubation 1d3 days, 1d3 Dex & 1d3 Con); SQ alternate form, DR (10/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +5; Str 13, Dex 18, Con 14, Int 12, Wis 12, Cha 10.

Skills: Climb +16, Handle Animal +4, Hide +5, Jump +5, Listen +5, Spot +5, Swim +8. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Languages: Common and Goblin.

Possessions: Rapier, shortbow, arrows (x20), 2 gems (25 gp each), 3d12 cp, 2d6 sp, 1d8 gp. (those on Level 1 each have 4 arrows coated with purple worm poison (Fortitude DC 24 resist; 1d6/2d6 Strength damage).)

Location(s): Wilderness, Level 1, Level 6A

Witchlights, Elder: CR 1/4; SZ F Fey; HD 1d6; hp 6; Init +4 (Dex); Spd 1 ft., fly 30 ft. (perfect); AC 21 (+8 size, +3 Dex), touch 21, flat-footed 18; BAB/Grp +0/-

21; Atk +11 melee touch (hand); Space/Reach 0 ft./0 ft.; SA spell-like abilities; SQ glimmer, low-light vision; AL CN; SV Fort -2, Ref +5, Will +3; Str 1, Dex 16, Con 6, Int 3, Wis 13, Cha 12.

Skills: Hide +19, Listen +4, Spot +4. *Feats:* Alertness.

Spell-Like Abilities (Sp): The elder witchlights have the following spell-like abilities at their disposal, usable at will. Save DC is 11 where applicable.

Elder Witchlight #1 (Ebb; pale orange with a reddish tinge): *cure minor wounds* 1/minute; *daze* and *light* at will.

Elder Witchlight #2 (Flow; lavender): *dancing lights*, *ghost sound*, and *virtue* at will.

Elder Witchlight #3 (Dropsy; lemon yellow): *daze* and *flare* at will; *purify food and drink* 1/hour.

Location(s): Wilderness

Wight, Sword: CR 6; SZ M Undead; HD 8d12; hp 58; Init +1 (Dex); Spd 20 ft (chainmail), base 30 ft; AC 20 (+1 Dex, +4 natural, +5 chainmail); BAB/Grp +4/+5; Atk +6 melee (2d6+1, greatsword, crit 19-20); SA create spawn, energy drain; SQ cold immunity, darkvision (60 ft.), turn resistance (+4), undead traits; AL LE; SV Fort +2, Ref +3, Will +7; Str 12, Dex 12, Con -, Int 11, Wis 13, Cha 15.

Skills: Climb +1, Hide +7, Listen +10, Move Silently +12, Search +6, Spot +10. *Feats:* Alertness, Blind-Fight, Weapon Focus (greatsword).

Energy Drain (Su): Living creatures struck by the sword wight's weapon in hand or unarmed attack receive one negative level. The Fortitude save to remove the negative level has a DC of 16.

Turn Resistance (Ex): So long as the Bloodwraith survives and the sword wight does not leave the crypt chamber, it gains a +4 bonus to its hit dice against turning attempts.

Skills: Sword wraiths receive a racial bonus of +8 to all Move Silently checks.

Possessions: Ancient but serviceable chainmail armor and bear greatswords. In addition, each wears a golden circlet set with a sapphire, worth 1,000 gp each.

Location(s): Level 9D

Wraith, Advanced: CR 7; SZ M Undead (incorporeal); HD 10d12; hp 65; Init +8 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 16 (+4 Dex, +2 deflection), touch 16, flat-footed 12; BAB/Grp +5/—; Atk +9 melee touch (1d4 plus Constitution drain, incorporeal touch); SA Constitution drain (Fort DC 14 resists, 1d6 Str drain), create spawn; SQ daylight powerlessness, incorporeal, turn resistance (+2), undead, unnatural aura; AL LE; SV Fort +3, Ref +6, Will +11; Str —, Dex 18, Con —, Int 14, Wis 14, Cha 15.

Skills: Diplomacy +13, Hide +15, Intimidate +14, Listen +15, Search +13, Sense Motive +13, Spot +15,

Survival +2. *Feats:* Alertness (b), Blind-Fight, Combat Reflexes, Dodge, Improved Initiative (b), Iron Will.

Location(s): Level 12A

Zombie, Brine: CR 1; SZ M Undead (aquatic); HD 4d12+3; hp 29; Init -1 (Dex); Spd 30 ft., swim 30 ft.; AC 13 (-1 Dex, +4 natural), touch 9, flat-footed 13; BAB/Grp +2/+4; Atk +4 melee (1d6+2, cutlass, crit 19-20) or slam +4 melee (1d6+2); SQ darkvision (60 ft.), fire resistance (10), partial actions only, undead traits; AL NE; SV Fort +1, Ref +0, Will +4; Str 14, Dex 8, Con —, Int —, Wis 10, Cha 1.

Feats: Toughness.

Possessions: Rusty but serviceable cutlass (treat as short sword).

Location(s): Wilderness

For more information on brine zombies, see the *Tome of Horrors* by **Necromancer Games**. Note that the stats presented here have been updated to 3.5 Edition rules.

Zombie, Dire Shark: CR 12; SZ H Undead (Aquatic); HD 36d12+3; hp 237; Init +1 (Dex); Spd swim 60 ft.; AC 20 (-2 size, +1 Dex, +11 natural), touch 9, flat-footed 19; BAB/Grp +18/+33; Atk +23 melee (2d8+7, bite) or +23 melee (2d6+, slam); Space/Reach 15 ft./10 ft.; SA improved grab, swallow whole; SQ single action only;

AL N; SV Fort +12, Ref +13, Will +20; Str 25, Dex 13, Con —, Int —, Wis 10, Cha 1.

Feats: Toughness.

Location(s): Level 7

Zombies, Enhanced: CR 4; SZ M Undead; HD 6d12+9; hp 48; Init -1 (Dex); Spd 30 ft. (can't run); AC 15 (-1 Dex, +2 natural, +4 profane), touch 13, flat-footed 15; BAB/Grp +3/+4; Atk +10* melee (1d6+7*, slam); SQ DR (5/slashing), darkvision (60 ft.), single actions only, undead traits; SV Fort +8*, Ref +7*, Will +11*; Str 13, Dex 8, Con —, Int —, Wis 10, Cha 1. * profane bonus already added in.

Feat: Toughness.

Location(s): Level 12A

Zombies in Plate Mail: CR 1/2; SZ M Undead; HD 2d12+3; hp 16; Init +0; Spd 20 ft.; AC 19 (-1 Dex, +2 natural, +8 armor), touch 9, flat-footed 19; BAB/Grp +1/+2; Atk +2 melee (1d10+1, halberd); SQ DR (5/slashing), darkvision (60 ft.), single actions only, undead traits; AL N; SV Fort +0, Ref +0, Will +2; Str 13, Dex 10, Con —, Int —, Wis 10, Cha 11.

Feats: Toughness.

Location(s): Level 5



appendix b: NPCs OF RAPPAN ATHUK

Aaphia, Crypt Thing, Sor5: CR 10; SZ M Undead; HD 11d12; hp 75; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +5 natural), touch 12, flat-footed 15; BAB/Grp +5/+6; Atk +7 melee (1d6+1, claw); Full Atk +7 melee (1d6+1 [x2], claws); SA spells, teleport other; SQ DR (10/magic and bludgeoning), darkvision (60 ft.), summon familiar, turn resistance (+4), undead traits; AL N; SV Fort +3, Ref +5, Will +11; Str 12, Dex 14, Con —, Int 12, Wis 14, Cha 16.

Skills: Bluff +7, Concentration +9, Diplomacy +7, Intimidate +10, Listen +13, Move Silently +7, Search +7, Sense Motive +7, Spellcraft +7, Spot +13. **Feats:** Ability Focus (*teleport other*), Alertness, Eschew Materials, Improved Initiative, Weapon Finesse.

Teleport Other (Sp): All creatures within a 50-foot range that fail a Will save (DC 18) are teleported into sarcophagi in the Crypt of the Damned (Area 1A-10). A creature that succeeds at its save is unaffected by Aaphia's *teleport other* ability for 24 hours.

Arcane Spells Known (cast per day: 6/7/5; base DC 13 + spell level): 0—acid splash, detect magic, mage hand, prestidigitation, read magic, resistance; 1st—charm person, ray of enfeeblement, shield, unseen servant; 2nd—scorching ray, Tasha's hideous laughter.

Possessions: Aaphia wears an amulet that afflicts *inflict serious wounds* (3d8+15, CL 15) up to three times per day on whoever wears it, on command as a special ability; she uses this to heal damage she sustains. She also bears the key to the vault door on a thin steel chain around her neck, beneath her tattered robes.

Locations: Level 1A

For more information on crypt things, see the *Tome of Horrors*, by **Necromancer Games**.

Agamemnon, Male Human Vampire, Div16: CR 18; SZ M Undead; HD 16d12; hp 82; Init +9 (Dex, Improved Initiative); Spd 30 ft.; AC 30 (+5 Dex, +6 natural, +5 deflection, +4 luck), touch 24, flat-footed 25; BAB/Grp +8/+12; Atk +12 melee (1d3+4 plus level drain, slam, crit 19-20) or +16 (1d8+8, +4 longsword, crit 19-20) or +14 melee (1d6+6, *staff of power*); Full Atk +12 melee (1d3+4 plus level drain, slam, crit 19-20) or +16/+11 (1d8+8, +4 longsword, crit 19-20) or +14/+9 melee (1d6+6, *staff of power*); SA blood drain (1d4 Con drain),

domination (range 30 ft., Will DC 19 resists), energy drain (2 negative energy levels, Fort DC 19 recovers), spells; SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, summon familiar, turn resistance (+4), undead traits; AL NE; SV Fort +7, Ref +14, Will +16; Str 18, Dex 20, Con —, Int 22, Wis 18, Cha 12.

Skills: Bluff +12, Craft (alchemy) +25, Concentration +21, Escape Artist +10, Hide +13, Knowledge (arcana) +25, Knowledge (history) +25, Knowledge (religion) +25, Listen +12, Move Silently +13, Search +14, Sense Motive +12, Spellcraft +27, Spot +17. **Feats:** Alertness (b), Brew Potion, Combat Reflexes (b), Craft Staff, Craft Wondrous Item, Dodge (b), Expertise, Improved Critical (unarmed strike), Improved Initiative (b), Improved Trip, Improved Unarmed Strike, Leadership, Lightning Reflexes (b), Scribe Scroll (b).

Arcane Spells Prepared (4+1/6+1/6+1/5+1/5+1/5+1/4+1/3+1/2+1; Divination specialty; prohibited schools: Enchantment and Illusion; save DC 16 + spell level): 0—light, *detect magic*, flare, ray of frost, read magic; 1st—change self, magic missile (x4), shield, *true strike*; 2nd—cat's grace, darkness, *detect thoughts*, fog cloud, protection from arrows, see invisibility, web; 3rd—blink, dispel magic, fireball, haste, slow, *tongues*; 4th—*arcane eye*, fire shield, lesser globe of invulnerability, scrying, solid fog, stonewall; 5th—cloudkill, cone of cold, magic jar, *prying eyes*, teleport, wall of force; 6th—chain lightning (x2), repulsion, Tensor's transformation, *true seeing*; 7th—forcecage, phase door, soulstrike*, *vision*; 8th—*discern loction*, horrid wilting, widdershins*; divination school spells are in italics.

Note: Spells marked with * are found in **Relics & Rituals** from **Sword and Sorcery Studio**. DMs without access to this source should replace these spells with selections from the **PH**.

Languages: Abyssal, Common, Dwarf, Infernal, Giant.

Possessions: Robes, spellbooks, +5 bracers of deflection (as a ring of protection), ring of elemental command (*water*), +4 longsword "Butcher," and a staff of power.

Location(s): Level 9C

Aldeth, the Spider Queen, Female Human-Spider Thing, Wiz11: CR 11; SZ M; HD 11d4+22; hp 49; Init +3 (Dex); Spd 30 ft.; AC 18 (+3 Dex, +5 natural), touch 13, flat-footed 15; BAB/Grp +5/+5; Atk +8 melee (1d4, bite plus poison); Full Atk +8 melee (1d4, bite plus poison); SA poison; SQ DR (5/magic), summon familiar; AL NE; SV Fort +8, Ref +7, Will +8; Str 10, Dex 17, Con 14, Int 18, Wis 13, Cha 17.

Skills: Concentration +16, Craft (alchemy) +18, Hide +8, Knowledge (arcana) +18, Knowledge (religion) +18, Listen +5, Spellcraft +20, Spot +6. *Feats:* Brew Potion, Combat Casting, Greater Spell Focus (Enchantment), Quicken Spell, Scribe Scroll, Spell Focus (Enchantment), Spell Mastery (4), Weapon Finesse.

Poison (Ex): Injury (bite); Fort save (DC 17); initial and secondary damage 1d3 Constitution damage.

Spider Skin (Ex): Blessed with a thick, chitinous hide, Aldeth adds +5 to her natural AC and has DR 5/magic due to demon queen of spider's blessing.

Arcane Spells Prepared (4/5/5/5/4/2/1; base DC 14 + spell level; Enchantment base DC 16 + spell level): 0—dancing lights, *daze*, read magic, **resistance**; 1st—*charm person*, disguise self, obscuring mist, ray of enfeeblement, **shield**; 2nd—darkness, invisibility, **protection from arrows**, see **invisible**, web; 3rd—**displacement**, gaseous form, **haste**, slow, stinking cloud; 4th—*confusion*, **greater invisibility**, solid fog, **stoneskin**; 5th—*dominate person*, wall of force; 6th—declaration of death*. The spells in *italics* are from the Enchantment school.

Possessions: Robes, spellbook, journal, *cloak of arachnida*, *ring of evasion*, *ring of spell turning*, *potion of oil of etherealness* (2 doses).

Location(s): Level 6A

Note: One of Aldeth's spells (*declaration of death*) is detailed in **Relics & Rituals** by **Sword and Sorcery Studios**. If this volume is unavailable to the DM, replace it with others from the PHB (*circle of death* is sufficiently nasty!).

Ambro the Ogre, Ftr4: CR 7; SZ L Giant; HD 4d8+24 plus 4d10+24; hp 94; Init +6 (Dex, Improved Initiative); Spd 30 ft. (armor), base 40 ft.; AC 19 (-1 size, +2 Dex, +5 natural, +3 hide), touch 11, flat-footed 17; BAB/Grp +7/+18; Atk +14 melee (2d8+12, huge greatclub); Full Atk +14/+9 melee (2d8+12, huge greatclub); Space/Reach 10 ft./10 ft.; AL CE; SV Fort +14, Ref +3, Will +2; Str 24, Dex 12, Con 23, Int 8, Wis 10, Cha 7.

Skills: Climb +7, Listen +4, Spot +4. *Feats:* Cleave, Improved Initiative, Power Attack, Toughness, Weapon Focus (greatclub), Weapon Specialization (greatclub).

Possessions: Large greatclub, large hide armor, sack with human skull and hunk of uncooked meat, empty sack which previously held his 300 cp, a 5 sp silver ring and a map to the Stoneheart Mountain Dungeon where his brother Gorbash lives (the Stoneheart Mountain Dungeon and Ambro's brother Gorbash are detailed in the **Necromancer Games** dungeon module **The Tomb of Abysthor**).

Location(s): Level 2

Amurru: CR 23; SZ M Undead; HD 6d12+18d8; hp 160; Init +7 (Dex, Improved Initiative); Spd 40 ft.; AC 27 (+3 Dex, +10 armor, +10 natural, +4 deflection), touch 17, flat-footed 24; BAB/Grp +16/+23; Atk +28 melee (1d6+12, +5 *defending light mace*); Full Atk +28/+23/+18/+13 melee (1d6+12, +5 *defending light mace*); SA spells, teleport other; SQ blindsight 120 ft., damage reduction 10/—, true seeing (60 ft.), turn resistance (+4), undead traits; AL LN; SV Fort +11, Ref +12, Will +30; Str 24, Dex 16, Con —, Int 18, Wis 30, Cha 22.

Skills: Bluff +15, Concentration +23, Decipher Script +14, Diplomacy +22, Intimidate +17, Knowledge (arcana) +19, Knowledge (ancient history) +13, Knowledge (nature) +19, Listen +21, Move Silently +6, Search +13, Sense Motive +37, Spellcraft +21, Spot +21.

Feats: Ability Focus (teleport other), Alertness, Craft Wondrous Item, Eschew Materials, Great Fortitude, Improved Initiative, Quicken Spell, Scribe Scroll (b), Silent Spell, Still Spell.

Teleport Other (Sp): All creatures within a 50-foot range that fail a Will save (DC 29) are teleported to a random location within the complex (roll 1d6: 1 = 3B-8; 2 = 3B-14; 3 = 3B-15; 4 = 3B-1; 5 = middle of the maze, 3B-17; 6 = 3B-1). Roll randomly for each creature that fails its save. A creature that succeeds at its save is unaffected Amurru's *teleport other* ability for one day. The effect is equivalent to a 7th level spell; the save DC is Wisdom-based.

Spells: Amurru casts divine spells as an 18th-level cleric, which can be chosen from the cleric, druid, and wizard spell lists. However, she does not gain access to clerical domains, cannot spontaneously convert her spells, and has no power to turn or control undead.

Divine Spells Prepared (6/8/8/7/7/6/6/4/4/3; base DC 20 + spell level) 0—detect magic, guidance, inflict minor wounds, message, prestidigitation, read magic; 1—burning hands, magic missile x2, obscuring mist, sanctuary x2, ray of enfeeblement, shield; 2—calm emotions, desecrate, glitterdust, hold person, invisibility, mirror image, resist energy, silence; 3—deeper darkness, fireball x2, haste, heroism, magic circle against chaos, protection from energy; 4—crushing despair, Evar's black tentacles, fear, fire shield, freedom of movement, greater invisibility, inflict critical wounds; 5—cone of cold, greater command, mind fog, spell resistance, wall of stone, waves of fatigue; 6—antilife shell, greater dispel magic, harm x3, mass bull's strength; 7—blink (quicken), displacement (quicken), mass inflict serious wounds, summon nature's ally VII; 8—greater dispel magic (silent/still), greater spell immunity, mass inflict critical wounds, power word stun; 9—meteor swarm, time stop, wish.

Possessions: +3 dragonhide half-plate armor of acid, fire, and sonic resistance 10, +5 *defending light mace*, +4 ring of protection, ring of counterspells (greater dispel magic), +4 robes of resistance, scroll of harm, mass inflict critical wounds (x2), scroll of banishment, scroll of greater invisibility.

Location(s): Level 3B

Aragnak, Male Adult Red Dragon: CR 15; SZ H Dragon (fire); HD 22d12+110; hp 292; Init +0; Spd 40 ft., fly 150 ft. (poor); AC 29 (-2 size, +21 natural), touch 8, flat-footed 29; BAB/Grp +22/+41; Atk +31 melee (4d6+11, bite); Full Atk +31 melee (4d6+11, bite), +26 melee (2d6+5 [x2], claws), +26 melee (1d8+5 [x2], wings), and +26 melee (2d6+16, tail slap); SA breath weapon (cone, 50 ft. range, 12d10 fire, DC 25 Reflex half), crush (15 ft. x 15 ft. area, small or smaller opponents take 2d8+15 damage, Ref DC 25 avoids, pinned), frightful presence (180 ft. radius, HD 21 or less, Will DC 24 negates), snatch (against small or smaller creatures, bite for 2d8+11/round or claw for 2d6+5/round), spell-like abilities (6/day—locate object, as 7th level sorcerer), spells; SQ blindsense (60 ft.), DR (5/magic), darkvision (120 ft.), immunity (fire, magic sleep effects, and paralysis), keen senses, low-light vision, SR (21), vulnerability to cold; AL CE; SV Fort +18, Ref +13, Will +17; Str 33, Dex 10, Con 21, Int 16, Wis 19, Cha 16.

Skills: Appraise +20, Bluff +19, Concentration +24, Diplomacy +20, Gather Information +14, Hide -8, Intimidate +11, Jump +37, Knowledge (arcana) +18, Knowledge (local) +18, Listen +26, Search +25, Sense Motive +10, Spellcraft +15, Spot +25. **Feats:** Alertness, Cleave, Flyby Attack, Hover, Improved Natural Attack (bite), Power Attack, Snatch, Wingover.

Arcane Spells Known (cast per day 6/7/7/5; save DC 13 + spell level): 0—arcane mark, detect magic, detect poison, mage hand, prestidigitation, read magic, resistance; 1st—alarm, divine favor, entropic shield, protection from good, shield, 2nd—detect thoughts, lesser restoration, see invisibility; 3rd—cure serious wounds, protection from energy.

Languages: Common, Draconic, Dwarven, Giant, Ignan.

Possessions: Though Aragnak carries no treasure on him, he still harbors a deep wound—and a secret—in his chest. Several months back a paladin struck him with a +2 *greater dragon slaying* arrow, and while Aragnak shook off the death effect, the arrow buried itself deep beneath his scales, and continues to bother him, slowly working its way deeper into his flesh. So long as it remains within him, his maximum current hit point total continues to slowly drop.

Should someone lend aid to Aragnak in removing it, the act requires a Heal check (DC 25) to perform. In return for the service, Aragnak magnanimously agrees to spare the person who did the deed, and grant him safe passage and freedom from molestation. He even keeps his word—for a week or so.

Alternately, should the dragon be slain, a successful Spot check (DC 30) reveals the old wound, and thoughtful looters who dig into his flesh can retrieve the arrow. Doing so still requires a Heal check (DC 20), or the arrow breaks and is worthless. Otherwise, with a bit of repair work, requiring access to a fletcher's shop and 1000 gp worth of materials, the arrow could be made serviceable again.

Location(s): Wilderness

Banth, Male Human, Tra11: CR 11; SZ M; HD 11d4+33; hp 59; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 bracers), touch 12, flat-footed 13; BAB/Grp +5/+5; Atk +5 melee (1d4, dagger, crit 19-20), or +7 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA spells; AL NE; SV Fort +6, Ref +5, Will +8; Str 10, Dex 14, Con 16, Int 18, Wis 13, Cha 9.

Skills: Concentration +17, Craft (alchemy) +18, Craft (leatherworking) +14, Escape Artist +7, Heal +6, Knowledge (arcana) +18, Knowledge (local) +6, Spellcraft +20, Spot +6. **Feats:** Combat Casting, Craft Construct, Craft Wand, Empower Spell, Improved Initiative, Scribe Scroll, Quicken Spell, Spell Mastery (4).

Arcane Spells Prepared (4+1/5+1/5+1/5+1/4+1/2+1/1+1; Transmutation specialty, prohibited schools: Conjuraton and Necromancy; save DC 14 + spell level): 0—dancing lights, daze (x2), flare, read magic; 1st—change self, expeditious retreat, mage armor, magic missile (x2), shield; 2nd—darkness, invisibility, mirror image, protection from arrows, rope trick, see invisibility; 3rd—dispel magic, displacement, fireball, gaseous form, haste, slow; 4th—crushing despair, greater invisibility, phantasmal killer, polymorph, stonkskin; 5th—baneful polymorph, cone of cold, wall of force; 6th—repulsion, Tensor's transformation.

Possessions: Robes, spellbook, journal, daggers (x2), masterwork crossbow, bolts (x12), *wand of baleful polymorph* (32 charges), +3 *bracers of armor*, *ring of protection from petrification* (wearer gains a +10 resistance bonus on all saves vs. *polymorph* and *stone to flesh* spells and effects), *potion of cure serious wounds*, *potion of invisibility*, 2 *potions of bull's strength*, 4 white mice (3 are *polymorphed* cockatrices, 1 is a *polymorphed* human monk Socrates below), pouch with 11 gp.

Location(s): Level 5

Barthum Cobb, Male Half-Orc Bbn4: CR 4; SZ M; HD 4d12+8; hp 25, 40* (41, 56*); Init +2 (Dex); Spd 40 ft.; AC 12 (10) (+2 Dex, [-2 rage]), touch 12 (10), flat-footed 10 (8); BAB/Grapple +4/+8 (+10); Atk +8 (+10) melee, or +6 ranged; SA rage (2/day, 6 [7*] rounds); SQ darkvision (60 ft.), illiteracy, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CN; SV Fort +5 (with reduced Con), Ref +3, Will +0 (+2); Str 18 (20), Dex 14, Con 12 14* (16, 18*), Int 8, Wis 9, Cha 8. * Due to Constitution loss. Values in parenthesis/braces are while raging.

Skills: Climb +11 (+13), Jump +15 (+17), Survival +6. **Feats:** Power Attack, Weapon Focus (greataxe).

Location(s): Level 12

Bugjuice, Female Human Bbn3: CR 3; SZ M; HD 3d12+6; hp 28; Init +3 (Dex); Spd 40 ft.; AC 13 (11) (+3 Dex, [-2 rage]), touch 13 (11), flat-footed 10 (8); BAB/Grp +3/+7 (+9); Atk +7 (+9) melee (2d6+6 [2d6+9], greatsword, crit 19-20) or +6 ranged (1d8+4, mighty composite longbow, crit x3); SA rage (1/day, 7

rounds); SQ fast movement, illiterate, trap sense +1, uncanny dodge; AL CG; SV Fort +5 (+7), Ref +4, Will +2 (+4); Str 18 (22), Dex 16, Con 14 (18), Int 10, Wis 12, Cha 16.

Skills: Climb +10 (+12), Intimidate +9, Jump +14 (+16), Listen +7, Survival +7. *Feats:* Point Blank Shot, Precise Shot.

Possessions: Greatsword, polished composite longbow (Str +4) (her prized possession), 6 sp, 12 cp.

Location(s): Wilderness

Celleen, Female Human Clr14 (Orcus): CR 14; SZ M; HD 14d8+14; hp 80; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 20 (+1 Dex, +6 armor, +3 shield), touch 11, flat-footed 19; BAB/Grapple +10/+11; Atk +14 melee (1d8+3, +2 heavy mace); Full Atk +14/+9 melee (1d8+3, +2 heavy mace); SA rebuke undead (5/day, +2 synergy), smite, spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +10, Ref +5, Will +14; Str 13, Dex 13, Con 12, Int 13, Wis 20, Cha 15.

Skills: Concentration +18, Knowledge (Religion) +18, Listen +11, Spellcraft +18, Spot +11. *Feats:* Alertness, Brew Potion, Combat Casting, Improved Initiative, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/7/6/5/5/4/3/2; save DC 15 + spell level): 0—cure minor wounds, detect magic, guidance, mending, read magic, resistance; 1st—bane, case fear, cure light wounds, detect good, divine favor, doom, endure elements (lightning); 2nd—bull's strength, cure moderate wounds, death knell, endurance, hold person, inflict moderate wounds; 3rd—cure serious wounds, dispel magic, inflict serious wounds, invisibility purge, searing light; 4th—cure critical wounds, death ward, divination, inflict critical wounds, poison; 5th—flame strike, mass inflict light wounds, slay living, spell resistance; 6—greater dispelling, planar ally, heal; 7th—blasphemy, summon monster VII.

Domain Spells (Destruction, Evil): 1st—protection from good; 2nd—desecrate; 3rd—contagion; 4th—inflict critical wounds; 5th—dispel good; 6th—harm; 7th—disintegrate.

Domain Abilities: Destruction—Once per day, Celleen may make a single melee attack with a +4 attack bonus and a +14 damage bonus; Evil—Cast evil spells at +1 caster level.

Possessions: +2 heavy mace, +1 chainmail, +1 heavy steel shield, ring of freedom of movement.

Location(s): Level 12

Corinaria the Succubus: CR 7; SZ M Outsider [Chaos, Evil]; HD 6d8+6; hp 41; Init +1 (Dex); Spd 30 ft., fly 50 ft. (average); AC 20 (+1 Dex, +9 natural), BAB/Grap +6/+7; Atk +7 melee (1d6+1, claws); Full Atk +7 melee (1d6+1 [x2], claws); SA energy drain (Fort DC 21 recovers), spell-like abilities, summon demon; SQ DR (10/cold iron or good), immunity (electricity and poison),

resistance (cold 20, fire 20), SR (18), telepathy (100 ft.), tongues; AL CE; SV Fort +6, Ref +6, Will +7; Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 26.

Skills: Bluff +19, Concentration +10, Diplomacy +12, Disguise +17*, Escape Artist +10, Hide +10, Intimidate +10, Knowledge (demons) +12, Listen +19, Move Silently +10, Search +12, Spot +19. *Feats:* Dodge, Mobility. *Corinaria gains a +10 bonus on Disguise checks while using her polymorph ability.

Possessions: Chaos diamond.

Location(s): Level 4A

Corrak, Female Doppelganger Rog8: CR 11; SZ M Monstrous Humanoid (shapechanger); HD 4d8+4 plus 8d6+8; hp 55; Init +4 (Dex); Spd 30 ft.; AC 20 (+4 Dex, +2 armor, +4 natural), touch 14, flat-footed 18; BAB/Grap +10/+12; Atk +15 melee (1d6+3, +1 keen rapier, crit 15-20), +12 melee (1d6+2, slam), or +14 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); Full Atk +15/+10 melee (1d6+3, +1 keen rapier, crit 15-20), +12 melee (1d6+2, slam), or +14 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA detect thoughts, sneak attack (+4d6); SQ change shape, immunity (sleep and charm effects), evasion, trapfinding, trap sense (+2), uncanny dodge, improved uncanny dodge; AL NE; SV Fort +6, Ref +14, Will +9; Str 14, Dex 18, Con 12, Int 17, Wis 16, Cha 18.

Skills: Appraise +8, Balance +7, Bluff +17*, Climb +6, Diplomacy +12, Disable Device +9, Disguise +19*, Escape Artist +11, Forgery +7, Gather Information +10, Hide +11, Intimidate +8, Jump +4, Listen +8, Move Silently +12, Perform (stringed instruments) +13, Sense Motive +13, Sleight of Hand +9, Spot +8, Swim +4, Use Rope +6. *Feats:* Alertness, Dodge, Endurance, Great Fortitude, Weapon Finesse.

*Corrak receives a +10 circumstance bonus to Disguise checks when using his change shape ability, and a further +4 circumstance bonus to Disguise and Bluff if he can detect his target's thoughts.

Languages: Common, Giant, Orc, Undercommon.

Possessions: Leather armor, +1 keen rapier, light crossbow, 40 bolts, 8 +1 bolts, backpack, thieves' tools, 50 feet silk rope, grappling hook, 2 flasks acid, 1 tanglefoot bag, 3 thunderstones, *potion of cat's grace*, 129 gp, 308 sp, 12 gems (worth 1,650 gp total).

Location(s): Wilderness

Craven, Male Human Rog3: CR 3; SZ M; HD 3d6+3; hp 4 (normally 15); Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +2/+3; Atk +3 melee, or +4 ranged; SA sneak attack (+2d6); SQ evasion, trap finding, trap sense (+1), uncanny dodge (Dex bonus to AC); AL CN; SV Fort +0 (with reduced Con), Ref +5, Will +0; Str 12, Dex 15, Con 11 (normally 13), Int 14, Wis 11, Cha 8.

Skills: Appraise +8, Climb +7, Decipher Script +8, Disable Device +8, Forgery +8, Hide +8, Jump +7, Listen

+6, Move Silently +8, Open Locks +8, Search +8. *Feats:* Dodge, Improved Initiative, Weapon Finesse.

Languages: Common, Orc, Undercommon.

Location(s): Level 12

Daarog, Male Half-Orc Bbn8: CR 8; SZ M; HD 8d12+16 (+32); hp 77 (93); Init +1 (Dex); Spd 40 ft.; AC 17 (15) (+1 Dex, +4 armor, +2 shield, [-2 rage]), touch 11 (9), flat-footed 16 (14); BAB/Grp +8/+12 (+14); Atk +13 (+15) melee (1d6+4 (1d6+6), masterwork shortspear), +13 (+15) melee (1d4+4 (1d4+6), masterwork spiked gauntlet), +9 ranged (1d8, composite longbow, crit x3, range 110 ft.), Or +10 ranged (1d6+4 (1d6+6), masterwork shortspear, range 20 ft.); Full Atk +13/+8 melee (1d6+4, masterwork shortspear), +13/+8 melee (1d4+4, masterwork spiked gauntlet), +9/+4 ranged (1d8, composite longbow, crit x3, range 110 ft.), Or +10 ranged (1d6+4, masterwork shortspear, range 20 ft.); SA rage (3/day, 7 rounds); SQ darkvision (60 ft.), DR (1/—), fast movement, illiteracy, trap sense (+2), improved uncanny dodge (Dex bonus to AC, not flankable); AL NE; SV Fort +8 (+10), Ref +3, Will +0 (+2); Str 19, Dex 12, Con 14, Int 5, Wis 7, Cha 13. Values in parenthesis are during raging.

Skills: Handle Animal +2, Hide +1, Intimidate +3, Listen +0, Move Silently +1, Ride +7, Spot +0. *Feats:* Alertness, Power Attack, Quick-Draw.

Languages: Common, Orc.

Possessions: Masterwork chain shirt, masterwork heavy steel shield, masterwork spiked gauntlet, masterwork shortspear, composite longbow, 40 arrows, 6 +2 arrows, 3 flasks fire oil, 2 tanglefoot bags, *potion of enlarge* (CL 5), heavy warhorse “Crusher”, 211 pp, 4817 gp, 700 gp black pearl, 5 gems (325 gp total value).

Location(s): Wilderness

Den Mother, Hell Hound: CR 5; SZ L Outsider (evil, extraplanar, fire lawful); HD 8d8+24; hp 60; Init +4 (Improved Initiative); Spd 40 ft.; AC 16 (-1 size, +7 natural), touch 9, flat-footed 16; BAB/Grp +8/+17; Atk +12 melee (2d6+7 plus 1d6 fire, bite); SA breath weapon, fiery bite; SQ darkvision (60 ft.), immunity to fire, scent, vulnerability to cold; SV Fort +9, Ref +6, Will +6; Str 21; Dex 11, Con 17, Int 8, Wis 10, Cha 6.

Skills: Hide +12, Intimidate +3, Jump +20, Listen +11, Move Silently +16, Spot +11, Survival +11. *Feats:* Improved Initiative, Power Attack, Run, Track (b).

Breath Weapon (Su): 15 ft. cone, once every 2d4 rounds, damage 3d6 fire, Ref save (DC 17) for half.

Location(s): Level 7

Deserach the Demi-Lich Wiz22: CR 30; SZ D Undead; HD 22d12; hp 213; Init +15 (Dex, Improved Initiative, *bracers*); Spd 0 ft., fly 190 ft. (perfect); AC 52 (+4 size, +7 Dex, +5 nat, +22 insight, +4 deflection*), touch 25, flat-footed 45; BAB/Grp +11/-1; Atk +37 melee touch (10d6+20 plus paralyzing touch), or +44 range

touch (spells); Space/Reach 1 ft./0 ft.; SA fear aura, paralyzing touch, perfect automatic still spell, spell-like abilities, spells, trap the soul; SQ darkvision (60 ft.), DR (15/epic and bludgeoning), immunity (cold, electricity, polymorph, and mind-affecting attacks), magic immunity, phylactery transference, resistance (acid 20, fire 20, sonic 20), summon familiar, turn resistance (+20), undead traits; AL NE; SV Fort +10*, Ref +19*, Will +25*; Str 10, Dex 25*, Con —, Int 44*, Wis 28*, Cha 27.

Skills: Concentration +33, Craft (alchemy) +42, Hide +47, Knowledge (arcana) +42, Knowledge (history) +42, Knowledge (religion) +42, Knowledge (the planes) +42, Knowledge (Rappan Attuk) +42, Listen +37, Move Silently +35, Search +45, Sense Motive +36, Spellcraft +44, Spot +37. *Feats:* Augmented Summoning, Automatic Quicken Spell (x3) (b*), Combat Casting, Empower Spell, Eschew Material, Heighten Spell, Improved Initiative, Improved Spell Capacity (10th), Lightning Reflexes, Maximize Spell, Quicken Spell-like Ability (*summon monster*), Scribe Scroll, Silent Spell, Spell Penetration, Tenacious Magic (b), Widen Spell.

Arcane Spells Prepared (4/9/8/8/8/8/7/7/7/7/3; base DC 27 + spell level): 0—detect magic, mage hand, open/close, read magic; 1st—charm person, magic missile (x2), obscuring mist, protection from good, ray of enfeeblement, shield, sleep, unseen servant; 2nd—blur (x2), darkness (x2), scorching ray (x2), touch of idiocy (x2); 3rd—clairaudience/clairvoyance, dispel magic, fireball (x2), lightning bolt, slow, suggestion, stinking cloud; 4th—confusion, Evar’s black tentacles, dimension door, fire shield, greater invisibility, ice storm (x2), lesser globe of invulnerability; 5th—baneful polymorph, cloudkill, cone of cold (x2), dominate person, feeblemind, teleport, wall of force; 6th—acid fog, chain lightning (x2), flesh to stone, greater dispel magic (x2), mislead; 7th—Bigsby’s grasping hand, delayed blast fireball (x2), finger of death, greater teleport, mass hold person, reverse gravity; 8th—charm monster, greater shout, horrid wilting, polar ray, polymorph any object, power word stun, prismatic wall; 9th—morden’s disjunction (x2), power word kill, prismatic sphere, time stop, wish; 10th—delay blast fireball (empower, silent), horrid wilting (empower), ethrealness (silent).

Blessing of Orcus (Ex): During Deserach’s conversion to a demilich, her patron Orcus granted her several special favors. Several magic items Deserach used regularly were combined into her phylactery, granting her permanent use of them as long as her phylactery remains whole (similar to the phylactery transference below). Further special abilities are detailed below. All characteristic and other changes are already figured into her stats, usually noted with an * symbol.

Fear Aura (Su): Deserach is shrouded in a dreadful aura of death and evil. Creatures of less than 5 HD in a 60-foot radius that look at Deserach must succeed at a Will save (DC 22) or be affected as though by *fear* as cast by a 21st-level caster.

Magic Immunity (Ex): Deserach is immune to all magical and supernatural effects, except as follows. A *shatter* spell affects a demilich as if it were a crystalline creature, but deals half the damage normally indicated. A *dispel evil* spell deals 3d6 points of damage (Fort save for half damage). *Holy smite* spells affect demiliches normally.

Paralyzing Touch (Su): Any living creature a demilich touches must succeed at a Fortitude save (DC 40) or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by Deserach seems dead, though a successful Spot check (DC 20) or Heal check (DC 15) reveals that the victim is still alive.

Perfect Automatic Still Spell (Ex): Deserach can cast all the spells she knows without gestures.

Phylactery Transference (Su): Headbands, belts, rings, cloaks, and other wearable items kept in close association with the demilich's phylactery transfer all their benefits to the demilich no matter how far apart the demilich and the phylactery are located. The standard limits on types of items utilized simultaneously still apply. This ability also permits the use of the *staff of shadows* by Deserach.

Spell-Like Abilities: At will—*alter self*, *astral projection*, *create greater undead*, *create undead*, *death knell*, *enervation*, *greater dispel magic*, *harm* (usually used to heal herself), *summon monster I–IX*, *telekinesis*, *weird*; 2/day—*greater planar ally*. Deserach uses these abilities a caster of a level equal to her spellcaster level, but all are save (DC 36).

Trap the Soul (Su): Deserach can trap the souls of up to eight living creatures per day. To use this power, it selects any target it can see within 300 feet. The target is allowed a Fortitude save (DC 40). If the target makes its saving throw, it gains four negative levels (this does not count as a use of trap the soul). If the target fails its save, the soul of the target is instantly drawn from its body and trapped within one of the gems incorporated into Deserach's form. The gem gleams for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molds in a single round, reduced to dust. If left to its own devices, Deserach slowly devours the soul over 24 hours—at the end of that time the soul is completely absorbed, and the victim is forever gone. If Deserach is overcome before the soul is eaten, crushing the gem releases the soul, after which time it is free to seek the afterlife or be returned to its body by the use of either *resurrection*, *true resurrection*, *clone*, or *miracle*. A potential victim protected by a *death ward* spell is not immune to trap the soul, but receives a +5 bonus on its Fortitude saving throw and is effective against the level loss on a successful save.

True Seeing (Su): Deserach, by a special bestowing from Orcus on his faithful servant, has the supernatural power of *true seeing*. This works as per the spell cast by a 22nd-level wizard, but it functions continuously.

Spells: Deserach can cast any spells she could cast previous to becoming a demilich. The last three spell slots are 10th-level slots and available for 0–9th level metamagic spells.

Languages: Abyssal, Common, Celestial, Draconic, Infernal.

Possessions: those item in her chest in location 9A-2.

Location(s): Level 9A

Droog, Male Ogre Ftr5: CR 7; SZL Giant; HD 4d8+8 plus 5d10+10; hp 80; Init +3; Spd 30 ft. (armor), base 40 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 armor), touch 8, flat-footed 17; BAB/Grapple +8/+18; Atk +14 melee (2d8+11, large greatclub); Full Atk +14/+9 melee (2d8+11, large greatclub); Space/Reach 10 ft./10 ft.; AL CE; SV Fort +10, Ref +1, Will +2; Str 22, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +11, Listen +4, Spot +4. *Feats*: Alertness, Cleave, Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (greatclub), Weapon Specialization (greatclub).

Possessions: Large greatclub, large hide armor, 175 gp (in belt pouch).

Location(s): Level 12A

Dryot, Male Gnome Ill3: CR 3; SZ S; HD 3d4+3; hp 2 (normally 11); Init +1 (Dex); Spd 20 ft.; AC 12 (+1 Dex, +1 size), touch 12, flat-footed 10; BAB/Grapple +1/-3; Atk +2 melee, or +3 ranged; SA spells; SQ gnome traits, summon familiar; AL CG; SV Fort +0 (with diminished Constitution), Ref +2, Will +3; Str 10, Dex 12, Con 10 (normally 12), Int 15, Wis 10, Cha 11.

Skills: Concentration +7, Craft (Alchemy) +10, Listen +5, Spellcraft +8. *Feats*: Brew Potion, Combat Casting, Scribe Scroll.

Arcane Spells Prepared (4/4/3; save DC 12+spell level; Illusion save DC 13 + spell level): None currently memorized.

Spell-Like Abilities (Sp): 1/day—dancing lights, ghost sound, prestidigitation, and speak with (burrowing) animals.

Location(s): Level 12

Drusilla, Female Human Dru13: CR 13; SZ M; HD 13d8+39; hp 119; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +2 armor, +1 deflection), touch 14, flat-footed 13; BAB/Grap +9/+10; Atk +13 melee (1d6+4 plus 1d6 fire, +3 *flaming club*) or +12 ranged (1d4, sling, range 50 ft.); Full Atk +13/+8 melee (1d6+4 plus 1d6 fire, +3 *flaming club*) or +12 ranged (1d4, sling, range 50 ft.); SA spells; SQ a thousand faces, nature sense, resist nature's lure, spontaneous casting, trackless step, venom immunity, wild empathy, wild shape (4/day: tiny, small, medium, or large - animal or plant creature; duration 13 hours maximum), woodland stride; AL N; SV Fort +11, Ref +7, Will +12; Str 13, Dex 16, Con 16, Int 14, Wis 18, Cha 15.

Skills: Concentration +17, Handle Animal +18, Heal +18, Knowledge (nature) +16, Listen +20, Spot +20, Survival +18, Swim +15. *Feats*: Alertness, Brew Potion, Improved Initiative, Natural Spell, Silent Spell, Spell Penetration.

Divine Spells Prepared (6/6/6/5/5/3/2/1; save DC 14 + spell level): 0—cure minor wounds (x2), detect magic, flare, light, purify food and drink; 1st—calm animals, cure light wounds, entangle, faerie fire, obscuring mist, speak with animals; 2nd—barkskin, heat metal, hold animal, owl's wisdom, summon swarm, tree shape; 3rd—call lightning, quench, speak with plants, spike growth, water breathing; 4th—air walk, flame strike, freedom of movement, spike stones; 5th—animal growth, cure critical wounds, insect plague; 6th—antife shell, call lightning storm (silenced); 7th—creeping doom.

Languages: Common, Aquan, Druidic, Sylvan.

Possessions: Ring of regeneration, +1 ring of protection, +3 flaming club, staff of control weather (as spell, CL 13) (16 charges), cube of force, divine scroll Of greater dispel magic, sling, 20 bullets, leather armor.

Location(s): Wilderness

Drusilla's animal companion, Sheiju, Male Wolf: CR —; SZ M Magical Beast; HD 10d8+20; hp 80; Init +4 (Dex); Spd 50 ft.; AC 24 (+4 Dex, +10 natural), touch 14, flat-footed 20; BAB/Grp +7/+10; Atk +10/+5 melee (1d6+4, bite); SA trip; SQ devotion, evasion, link, low-light vision, scent, share spells; AL N; SV Fort +9, Ref +11, Will +4; Str 17, Dex 19, Con 15, Int 2, Wis 12, Cha 6.

Skills: Hide +5, Listen +5, Move Silently +6, Spot +3, Survival +5 (+9 when tracking). *Feats*: Diehard, Endurance, Run, Track (b), Weapon Focus (bite).

Tricks Known: Attack (all creature types), Come, Defend, Down, Fetch, Guard, Heel, Seek, Stay, Track.

Location(s): Wilderness

Duke Aerim, the Bloodwraith: CR 9; SZ M Undead (incorporeal); HD 12d12; hp 100; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14; BAB/Grp +6/—; Atk +9/+4 melee touch (1d4 plus constitution drain, incorporeal touch); SA constitution drain, creates spawn; SQ incorporeal, turn resistance (+2), unnatural aura, undead traits, daylight powerlessness; AL LE; SV Fort +4, Ref +7, Will +12; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 19.

Skills: Diplomacy +16, Hide +18, Intimidate +18, Listen +16, Search +14, Sense Motive +17, Spot +16. *Feats*: Alertness, Blind-Fight, Combat Reflexes, Improved Initiative, Iron Will.

Create Devouring Mist (Ex): As a move equivalent action that provokes an attack of opportunity, the Bloodwraith can cough up a devouring mist. It can do this up to three times a day, but must wait one minute after so doing before it can produce another.

Create Spawn (Su): The any creature slain by the Bloodwraith rises as a sword wight in 1d4+1 rounds (see the monster section of the **Appendix**). Spawn are under the command of the Bloodwraith and remain enslaved until its death. They do not possess any of the abilities they had in life.

Constitution Drain (Su): Living creatures hit by the Bloodwraith's incorporeal touch attack must succeed at a Fortitude save (DC 20) or suffer 1d4 points of permanent Constitution drain. On each such successful attack, the Bloodwraith gains 5 temporary hit points.

Daylight powerlessness (Ex): The Bloodwraith is utterly powerless in natural sunlight (not merely a daylight spell).

Unnatural aura (Su): Both wild and domesticated animals can sense the unnatural presence of the Bloodwraith at a distance of 50 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Location(s): Level 9D

Elgar, Male Human Wiz10: CR10; SZ M; HD 10d4+13; hp 12 (normally 38); Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +5/+5; Atk +5 melee, or +7 ranged; SA spells; SQ summon familiar; AL CG; SV Fort +3 (with reduced Con), Ref +5, Will +8; Str 10; Dex 14, Con 10 (normally 12), Int 20, Wis 13, Cha 9.

Skills: Concentration +13 (with reduced Con), Craft (Alchemy) +18, Decipher Script +18, Knowledge (Arcana) +18, Knowledge (the Planes) +18, Listen +9, Spellcraft +20, Spot +9, Survival +1 (+3 on other planes). *Feats*: Alertness, Brew Potion, Combat Casting, Craft Wand, Scribe Scroll, Spell Mastery (x2, see below), Toughness.

Spells Prepared (4/6/5/4/4/3; save DC 15 + spell level): 0—none prepared; 1st—mage armor, magic missile (x5); 2nd—Mel's acid arrow (x5); 3rd—dispel magic (x2), fireball (x2), fly; 4th—dimension door (x2), hypnotic pattern (x2); 5th—cone of cold (x2), summon monster V.

Languages: Common, Celestial, Elven, Giant, Ignan.

Location(s): Level 12

The Enforcers, Male Goblin Ftr8: CR 8; SZ S; HD 8d10+16; hp 80; Init +6 (Dex, Improve Initiative); AC 20 (+7 armor, +2 Dex, +1 size), touch 13, flat footed 18; BAB/Grapple +8/+8; Atk +16 (1d6+10, +1 small longsword [used two-handed], crit 17-20), or +12 (1d4+5, masterwork small javelin, range 30 ft.); Full Atk +16/+15 (1d6+10, +1 small longsword [used two-handed], crit 17-20), or +12/+7 (1d4+5, masterwork small javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +8, Ref +4, Will +5; Str 20*, Dex 14, Con 14, Int 10, Wis 10, Cha 9.

Skills: Hide +3, Listen +7, Spot +6. *Feats*: Alertness, Cleave, Improved Critical (longsword), Improved Initiative, Iron Will, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 small longsword, +2 small chainmail, six masterwork small javelins, *claw of Orcus (see Area 12-4), *potion of bear's endurance* (2 doses).

Location(s): Level 12

Erika Thistledown, Female Pixie: CR 4; HD 1d6; hp 5; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16

(+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +0/-6; Atk +5 melee (1d4-2, small shortsword, crit 19-20) or +5 ranged (1d6-2, small longbow, crit x3, range 100 ft.); SA special arrows, spell-like abilities; SQ DR (10/cold iron), greater invisibility, low-light vision, SR (15); AL NG; SV Fort +0, Ref +6, Will +4; Str 7, Dex 18, Con 11, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +4, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. *Feats:* Dodge (b), Weapon Finesse.

Languages: Common, Auran, Elven, Giant, Sylvan.

Possessions: Small short sword, small longbow, 2 memory loss arrows, 4 sleep arrows, 20 normal arrows.

Location(s): Wilderness

Erlin and Gortizin, Male Half-Orc Ftr3: CR 3; SZ M Humanoid (human, orc); HD 3d10+9; hp 36, 34; Init +1 (Dex); Spd 20 ft. (base 30 ft.); AC 17 (+1 Dex, +4 armor, +2 shield), touch 11, flat-footed 16; BAB/Grp +3/+7; Atk +8 melee (1d8+4, longsword, crit 19-20) or +4 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SQ darkvision 60 ft.; AL NE; SV Fort +6, Ref +2, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 9, Cha 12.

Skills: Intimidate +3, Hide -1, Listen +1, Spot +1. *Feats:* Alertness, Combat Reflexes, Power Attack, Weapon Focus (longsword).

Languages: Common, Orc.

Possessions: Scale mail, longsword, heavy steel shield, light crossbow, 40 bolts, 3d20 gp.

Location(s): Wilderness

The Executioner, Male Hobgoblin Rog5/Asn5: CR 10; SZ M; HD 5d6+5 plus 5d6+5; hp 55; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 11 (+5 armor, +4 Dex, +2 deflection), touch 16, flat-footed 17; BAB/Grp +6/+8; Atk +12 melee (1d6+4, +2 keen rapier, crit 15-20), or +12 ranged (1d8+2 plus poison, +1 light crossbow with adamantine bolts, crit 19-20, range 80 ft.); Full Atk +12/+7 melee (1d6+4, +2 keen rapier, crit 15-20), or +12 ranged (1d8+2 plus poison, +1 light crossbow with adamantine bolts, crit 19-20, range 80 ft.); SA death attack, poison, sneak attack (+6d6), spells; SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge (can't be flanked); AL CE; SV Fort +3 (+5 vs. poison), Ref +12, Will +2; Str 14, Dex 18, Con 12, Int 16, Wis 10, Cha 11.

Skills: Balance +13, Climb +15, Disguise +13, Escape Artist +12, Gather Information +8, Hide +17, Intimidate +8, Listen +12, Move Silently +22, Open Locks +12, Search +16, Spot +10. *Feats:* Alertness, Dodge, Mobility, Weapon Finesse.

Arcane Spells Known (cast per day 4/3/1; save DC 13 + spell level): 1st—disguise self, feather fall, obscuring mist, true strike; 2nd—cat's grace, invisibility, spider climb; 3rd—deep slumber, nondetection.

Languages: Common, Dwarf, Goblin, Orc.

Possessions: +2 keen rapier, +3 leather armor, +2 ring of protection, +1 light crossbow, 20 adamantine bolts coated in poison (Fortitude save [DC 18], 1d6/1d6 Dexterity damage).

Location(s): Level 12

Fedorla, Female Troll Clr9 (Bowbe): CR 14; SZ L Giant; HD 6d8+36 plus 9d8+54; hp 174; Init +2 (Dex); Spd 30 ft.; AC 21 (-1 size, +2 Dex, +5 natural, +5 armor), touch 11, flat-footed 19; BAB/Grp +10/+20; Atk +17 melee (1d10+7, +1 great hammer), +16 melee (1d8+6, large masterwork shortspear), +15 melee (1d6+6, claw), or +12 ranged (1d8+6, large masterwork shortspear, range 20 ft.); Full Atk +17/+12 melee (1d10+7, +1 large great hammer) and +15 melee (1d6+6, claw), or +16/+11 melee (1d8+6, large masterwork shortspear) and +15 melee (1d6+6, claw), or +15 melee (1d6+6 [x2], claws), or +12 ranged (1d8+6, large masterwork shortspear, range 20 ft.; Space/Reach 10 ft./10 ft.; SA rend (2d6+9), death touch (1/day, 9d6), rebuke undead, spells; SQ aura, darkvision (90 ft.), low-light vision, regeneration (5), scent, spontaneous casting; AL CE; SV Fort +17, Ref +9, Will +13; Str 23, Dex 14, Con 23, Int 10, Wis 16, Cha 12.

Skills: Concentration +12, Knowledge (religion) +6, Listen +14, Spellcraft +6, Spot +14. *Feats:* Alertness, Brew Potion, Combat Casting, Lightning Reflexes, Iron Will, Track, Weapon Focus (great hammer) (b).

Divine Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—create water, detect magic, detect poison, guidance, resistance (x2); 1st—bless, command, cure light wounds, divine favor, entropic shield; 2nd—cure moderate wounds, desecrate, hold person (x2), resist energy; 3rd—blindness/deafness, dispel magic, prayer, protection from energy; 4th—cure critical wounds, spell immunity; 5th—slay living.

Domain spells (Death, War): 1st—cause fear; 2nd—death knell; 3rd—animate dead; 4th—death ward; 5th—flame strike.

Domain Abilities: Death—Death Touch; 1/day +15 melee touch attack; roll 9d6, if that total is greater than the opponent's hit points the opponent dies (no save);

Possessions: +1 great hammer (large warhammer), *potion of cure moderate wounds*, *potion of invisibility*, *potion of fly*, *potion of mirror image*, *scroll of 2 divine spells* (*ethereal jaunt* and *silence*, CL 14), large masterwork shortspear, large masterwork chainmail, wooden holy symbol of Bowbe, silver bracelet (50 gp), sack holding 300 gp, twenty 25 gp onyx gems (for *animate dead* spell), fish bones, and a chunk of meat.

Location(s): Wilderness

Fiilaar the Wererat (Inflicted), Human Rog2: CR 4; SZ M (Shapechanger); HD 2d6+2 plus 1d8+2; hp 22; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; BAB/Grp +1/+2; Atk +4 melee (1d6+1, rapier, crit 18-20), or +4 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ alternate form, low-light vision, rat empathy, scent; AL NE; SV Fort +3, Ref +8, Will +6; Str 13, Dex 16, Con 12, Int 14, Wis 14, Cha 10.

Skills: Climb +3, Control Shape +8, Escape Artist +9, Hide +19, Listen +10, Move Silently +9, Search +8, Sense Motive +4, Sleight of Hand +9, Spot +10, Swim +3. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Fiilaar the Wererat (Inflicted), Dire Rat Rog2: CR 4; SZ S (Shapechanger); HD 2d6+2 plus 1d8+2; hp 22; Init +6 (Dex); Spd 40 ft., climb 20 ft.; AC 20 (+1 size, +6 Dex, +3 natural), touch 17, flat-footed 14; BAB/Grp +1/-2; Atk +8 melee (1d4+1 plus disease, bite); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex and 1d3 Con); SQ alternate form, DR (5/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +4, Ref +11, Will +6; Str 13, Dex 22, Con 14, Int 14, Wis 14, Cha 10.

Skills: Climb +16, Control Shape +8, Escape Artist +12, Hide +26, Listen +10, Move Silently +12, Search +8, Sense Motive +4, Sleight of Hand +12, Spot +10, Swim +16. *Feats:* Alertness, Dodge, Iron Will (b), Weapon Finesse (b).

Fiilaar the Wererat (Inflicted), Hybrid Rog2: CR 2; SZ M (Shapechanger); HD 2d6+2 plus 1d8+2; hp 22; Init +6 (Dex); Spd 30 ft.; AC 19 (+6 Dex, +3 natural), touch 16, flat-footed 13; BAB/Grp +1/+2; Atk +7 melee (1d6+1, rapier, crit 18-20), or +7 ranged (1d6, shortbow, crit x3, range 60 ft.); Full Atk +7 melee (1d6+1, rapier, crit 18-20) and +2 melee (1d6+1 plus disease, bite), or +7 ranged (1d6, shortbow, crit x3, range 60 ft.); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 13, incubation 1d3 days, 1d3 Dex & 1d3 Con); SQ alternate form, DR (5/silver), rat empathy, low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +5; Str 13, Dex 22, Con 14, Int 14, Wis 14, Cha 10.

Skills: Climb +8, Control Shape +8, Escape Artist +12, Hide +26, Listen +10, Move Silently +12, Search +8, Sense Motive +4, Sleight of Hand +12, Spot +10, Swim +8. *Feats:* Alertness, Iron Will (b), Weapon Finesse (b).

Languages: Common, Goblin, and Orc.

Possessions: Rapier, shortbow, 20 arrows, pouch with 3 doses of *dust of sneezing and choking*, *lesser robe of blending* (SZ M, +10 to Hide, no *disguise self* power).

Location(s): Level 1

Note: Fiilaar is a rare form of wererat, having originally been a dire rat before she contracted lycanthropy. As such she has great hatred for humans.

Filtau, Male Drow Ftr7: CR 8; SZ M; HD 7d10; hp 47; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 24 (+3 Dex, +7 armor, +4 shield), touch 13, flat-footed 21; BAB/Grapple +7/+10; Atk +13 melee (1d6+7, +2 *short sword*, crit 19-20) or +11 ranged (1d4+1 plus poison, +1 *hand crossbow*, crit 19-20, range 30 ft.); Full Atk +13/+8 melee (1d6+7, +2 *short sword*, crit 19-20) or +11 ranged (1d4+2 plus poison, +1 *hand crossbow*, crit 19-20, range 30 ft.); SA poison (drow poison, Fort

DC 13 resists, unconsciousness/unconscious 2d4 hours), spell-like abilities; SQ darkvision (120 ft.), SR (18), light blindness; AL LE; SV Fort +5, Ref +5, Will +2 (+4 vs. spells and spell-like abilities); Str 16, Dex 16, Con 10, Int 10, Wis 10, Cha 11.

Skills: Climb +12, Jump +12, Listen +2, Search +2, Spot +2. *Feats:* Cleave, Dodge, Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Spell-Like Abilities (1/day; save DC 11): dancing lights, darkness, and faerie fire.

Possessions: +3 *chain shirt*, +3 *buckler*, +2 *short sword*, +1 *hand crossbow*, 20 bolts coated in sleep poison, *potion of bear's endurance* (CL5, 3 doses), pouch with 200 pp.

Location(s): Level 12A

Felrara, Female Human Ftr6: CR 6; SZ M; HD 6d10+12; hp 60; Init +1 (Dex); Spd 20 ft. (base 30 ft.); AC 17 (+1 Dex, +6 armor), touch 11, flat-footed 16; BAB/Grp +6/+9; Atk +11 melee (1d12+7, +1 *keen greataxe*, crit 19-20/x3) or +9 ranged (1d6+3, +1 *composite shortbow* [Str +2], crit x3, range 70 ft.); Full Atk +11/+6 melee (1d12+7, +1 *keen greataxe*, crit 19-20/x3) or +9/+4 ranged (1d6+3, +1 *composite shortbow* [Str +2], crit x3, range 70 ft.); AL NE; SV Fort +7, Ref +3, Will +1; Str 17, Dex 12, Con 14, Int 15, Wis 8, Cha 9.

Skills: Climb +10, Craft (woodworking) +8, Diplomacy +2, Handle Animal +7, Jump +7, Swim +2. *Feats:* Blind-fight, Endurance, Leadership, Quick-Draw, Skill Focus (climb), Weapon Focus (greataxe), Weapon Specialization (greataxe), Weapon Focus (longbow).

Languages: Common, Giant, Halfling.

Possessions: Masterwork banded mail, +1 *keen greataxe*, +1 *composite shortbow* [Str +2], 40 arrows, five +1 *flaming burst arrows*, surcoat bearing the insignia of her ruler, 303 gp, 106 sp.

Location(s): Wilderness

The Frogman: CR 6; SZ M Aberration; HD 6d8+36; hp 62; Init +6 (Dex, Improved Initiative); Spd 40 ft., swim 60 ft.; AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; BAB/Grp +4/+5; Atk +5 melee (1d3+1, claws); Full Atk +5 melee (1d3+1 [x2], claws) and +0 melee (1d4, bite); SQ darkvision (90 ft.), regeneration (5), scent; AL N; SV Fort +8, Ref +4, Will +5; Str 12, Dex 14, Con 23, Int 14, Wis 10, Cha 9.

Skills: Hide +11, Jump +9, Listen +5, Move Silently +10, Spot +5, Swim +14. *Feats:* Alertness, Dodge, Improved Initiative.

Location(s): Level 9B

Gaeleron, Mimic (advanced): CR 9; SZ H Aberration (shapechanger); HD 18d8+108; hp 218; Init +5 (Dex, Improved Initiative); Spd 10 ft.; AC 17 (-2 size, +1 Dex, +8 natural), touch 9, flat-footed 16; BAB/Grp +13/+31; Atk +22 melee (2d6+10, slam); Full Atk +22 melee (2d6+10 [x2], slam); Space/Reach 15 ft./15 ft.;

SA adhesive (Str check DC 25); SQ darkvision (60 ft.), immunity (acid), mimic shape (6 x 6 x 10 ft. mass); AL N; SV Fort +12, Ref +9, Will +12; Str 30, Dex 12, Con 23, Int 10, Wis 13, Cha 9.

Skills: Climb +16, Disguise +19, Listen +18, Spot +14.
Feats: Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Skill Focus (Disguise), Weapon Focus (slam).

Location(s): Level 9D

Gabriel, Male Human Clr6 (Sun): CR 6; SZ M; HD 6d8; hp 10 (normally 28); Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; BAB/Grapple +4/+6; Atk +6 melee, or +4 ranged; Full Atk +6 melee, or +4 ranged; SA feat of strength, spells, turn undead (5/day, +2 synergy); SQ aura, increased healing spells, spontaneous casting; AL CG; SV Fort +6, Ref +2, Will +8; Str 14, Dex 11, Con 8 (normally 10), Int 9; Wis 16, Cha 15.

Skills: Heal +11, Knowledge (Religion) +4, Spellcraft +7.
Feats: Brew Potion, Great Fortitude, Scribe Scroll, Skill Focus (Heal).

Divine Spells Prepared (5/4/4/3; save DC 13 + spell level): None currently prepared.

Domain Spells (Healing, Strength): None currently prepared.

Domain Abilities: Healing—Casts healing spells at +1 caster level; Strength—Once per day, for one round, Gabriel gains a +6 enhancement bonus to his Strength.

Location(s): Level 12

Gernaldra, Female Human Clr9 (Orcus): CR 9; SZ M; HD 9d8+18; hp 88; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 Dex, +8 armor, +2 shield), touch 11, flat-footed 20; BAB/Grap +6/+8; Atk +12 melee (1d8+6, +4 heavy mace); Full Atk +12/+7 melee (1d8+6, +4 heavy mace); SA death touch, rebuke undead (5/day, +2 synergy), spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +5, Will +11; Str 14, Dex 14, Con 15, Int 11, Wis 16, Cha 15.

Skills: Concentration +11, Heal +7, Knowledge (arcana) +2, Knowledge (religion) +10, Spellcraft+10.
Feats: Blind-Fight, Combat Casting, Improved Initiative, Improved Sunder, Iron Will.

Unholy Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—bane, cause fear, cure light wounds (x3); 2nd—bull's strength, hold person (x2), inflict moderate wounds, silence; 3rd—bestow curse, deeper darkness, dispel magic, prayer; 4th—freedom of movement, cure critical wounds; 5th—true sight.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living.

Domain Abilities: Death—Death Touch; 1/day, roll 9d6, if that total is equals or is greater than the opponent's

hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +4 heavy mace, full plate, heavy steel shield, wand of domination (15 charges, CL 14), mantle of spell resistance (12), gold unholy symbol (grants permanent prayer spell to bearing servant of Orcus), potion of cure critical wounds.

Location(s): Level 13A

Giblet, Male Dwarf Ftr5: CR 5; SZ M; HD 5d10+20; hp 57; Init +1 (Dex,); Spd 20 ft.; AC 17 (+5 armor, +1 shield, +1 Dex), touch 11, flat-footed 16; BAB/Grap +5/+8; Atk +9 melee (1d10+3, dwarven waraxe, crit x3), or +3 ranged (1d6+3, throwing axe, range 10 ft.); SQ darkvision (60 ft.), dwarf racial abilities; AL LG; SV Fort +10, Ref +4, Will +3; Str 16, Dex 12, Con 19, Int 11, Wis 11, Cha 8.

Skills: Appraise +3, Climb+2, Craft (Weapon) +5.
Feats: Blindfight, Cleave, Great Cleave, Power Attack, Weapon Focus (dwarven waraxe).

Possessions: Dwarven waraxe, chainmail, light steel shield, +2 ring of resistance (as a cloak of resistance), 3 throwing axes.

Location(s): Level 4A

Gilth, Male Mind Flayer, Clr7: CR 15; SZ M Aberation; HD 8d8+8 plus 7d8+7; hp 81; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; BAB/Grap +11/+12; Atk +13 (1d4+1, tentacle); Full Atk +13 (1d4+1 [x4], tentacles); SA extract, improved grab, mind blast, psionics, spells, rebuke undead (6/day, +2 synergy); SQ aura, increased evil spells, spontaneous casting, telepathy; SR (30); AL LE; SV Fort +7, Ref +4, Will +11; Str 12, Dex 14, Con 12, Int 19, Wis 20, Cha 17.

Skills: Bluff +11, Concentration +21, Diplomacy +5, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (arcana) +14, Knowledge (the planes) +14, Knowledge (religion) +14, Listen +13, Move Silently +10, Sense Motive +9, Spellcraft +14, Spot +13.
Feats: Brew Potion, Combat Casting, Dodge, Improved Initiative, Mobility, Weapon Finesse.

Unholy Spells Prepared (6/6/4/3/2; base DC 15 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cure light wounds (x3), entropic shield, shield of faith; 2nd—cure moderate wounds, darkness, hold person, resist energy; 3rd—bestow curse, cure serious wounds, dispel magic; 4th—cure critical wounds, poison.

Domain Spells (Evil/Destruction): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight.

Domain Abilities: Destruction—Smite; 1/day; +4 to attack roll, +7 to damage; Evil—evil spells cast at +1 caster level.

Possessions: Holy symbol, gold torque (1,000 gp value), wand of searing light (CL 10, 15 charges).

Location(s): Level 7

Ghotan, Male Bugbear Ftr4/Bbn4: CR 10; SZ M; HD 3d8+12 plus 4d10+16 plus 4d12+16; hp 125 (147); Init +6 (Dex, Improved Initiative); Spd 40 ft.; AC 20 (18) (+2 Dex, +3 natural, +2 armor, +1 shield, [-2 rage]), touch 12 (10), flat-footed 18 (16); BAB/Grp +10/+15; Atk +16 melee (1d8+8 [1d8+10], +1 *morningstar of speed*) or +12 ranged (1d6+5 [1d6+7], javelin, range 30 ft.); Full Atk +16/+16/+11 melee (1d8+8 [1d8+10], +1 *morningstar of speed*) or +12 ranged (1d6+7, javelin, range 30 ft.); SA rage (2/day, 9 rounds); SQ darkvision (60 ft.), scent, fast movement, illiteracy, trap sense (+1), uncanny dodge (Dex bonus to AC); ALCE; SV Fort +12, Ref +7, Will +4 (+6); Str 20 (24), Dex 14, Con 18 (22), Int 13, Wis 13, Cha 11. Values in parenthesis/braces are while raging.

Skills: Climb +12 (+14), Hide +6, Intimidate +10, Listen +6, Move Silently +12, Spot +3, Survival +6, Swim +12. *Feats*: Alertness, Combat Reflexes, Improved Initiative, Power Attack, Weapon Focus (morningstar), Weapon Specialization (morningstar).

Languages: Common, Goblin.

Possessions: +1 *morningstar of speed*, +2 *leather armor*, light wood shield, *necklace of fireballs* (IV), 2 *potions of shield of faith* (+5 deflection to AC), 38 gp, 23 sp.

Location(s): Wilderness

Grimb, Male Goblin Rgr7: CR 7; SZ S; HD 7d8+7; hp 42; Init +4 (Dex); Spd 30 ft.; AC 21 (+1 size, +4 Dex, +6 armor), touch 15, flat-footed 17; BAB/Grapple +7/+4; Atk +13 melee (1d4+2, +1 *small short sword*, crit 19-20) or +13 ranged (1d4+2, +1 *small composite shortbow* [Str +1], crit x3, range 70 ft.); Full Atk +13/+8 melee (1d4+2, +1 *small short sword*, crit 19-20), or +11/+6 (1d4+2, +1 *small short sword* two-weapon primary, crit 19-20) and +11/+6 melee (1d3+1, +1 *small dagger* two-weapon secondary, crit 19-20), or +13/+8 ranged (1d4+2, +1 *small composite shortbow* [Str +1], crit x3, range 70 ft.); SA spells; SQ animal companion, darkvision (60 ft.), favored enemy (magical beast +4, and vermin +2), wild empathy, woodland stride; AL NE; SV Fort +6, Ref +9, Will +4; Str 12, Dex 18*, Con 13, Int 11, Wis 14, Cha 10.

Skills: Climb +7, Handle Animal +7, Heal +9, Hide +14, Listen +12, Move Silently +14, Spot +11, Survival +13. *Feats*: Alertness, Endurance (b), Improved Two Weapon Fighting (b), Skill Focus (Survival), Track (b), Two Weapon Fighting (b), Weapon Finesse.

Ranger Spells Prepared (2; save DC 12 + spell level): 1st—alarm, speak with animals.

Possessions: +2 *small chain shirt*, +1 *small short sword*, +1 *small dagger*, +1 *small composite short bow* [Str +1], 20 arrows, **gloves of dexterity* (+2), *potion of cure moderate wounds* (CL7, 3 doses).

Location(s): Level 12A

Grawlic, Male Dwarf Rog6: CR 6; SZ M; HD 6d6+12; hp 31; Init +4 (Dex); Spd 20 ft.; AC 17 (+4

Dex, +3 armor), touch 14, flat-footed 13; BAB/Grp +4/+4; Atk +8 melee (1d6, light mace) or +8 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA sneak attack (+3d6); SQ darkvision 60 ft., dwarf traits, evasion, trapfinding, trap sense (+2), uncanny dodge; AL LN; SV Fort +4, Ref +9, Will +2; Str 10, Dex 18, Con 14, Int 11, Wis 11, Cha 6.

Skills: Appraise +2, Craft (weaponsmith) +9, Diplomacy +7, Handle animal -1, Hide +4, Jump +6, Knowledge (nature) +1, Listen +4, Move Silently +12, Search +8, Sleight of Hand +12, Spot +8, Tumble +7. *Feats*: Blind-fight, Run, Weapon Finesse.

Languages: Common, Dwarven.

Possessions: Studded leather, light crossbow, 40 bolts, 10 bolts coated with shadow essence poison (Fort DC 17 resists, 1 Str drain/2d6 Str damage), light mace, *potion of cat's grace*, *potion of delay poison*, backpack, small sack, thieves' tools, 303 gp, 5 gems (each worth 50 gp).

Location(s): Wilderness

Gudmund, Male Human Clr12 (Orcus): CR 12; SZ M; HD 12d8+12; hp 91; Init +3 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 26 (+11 armor, +1 Dex, +4 shield), touch 11, flat-footed 25; BAB/Grp +9/+11; Atk +12 melee (1d8+3, +1 *heavy mace*); SA death touch, rebuke undead (4/day, +2 synergy); Full Atk +12/+7 melee (1d8+3, +1 *heavy mace*); SA death touch, rebuke undead (4/day, +2 synergy); SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +7, Will +13; Str 14, Dex 17, Con 13, Int 13, Wis 21, Cha 13.

Skills: Craft (alchemy) +16, Hide +3, Knowledge (religion) +16, Listen +7, Move Silently +3, Profession (alchemist) +20, Search +1, Spellcraft +16, Spot +7. *Feats*: Alertness, Brew Potion, Combat Casting, Enlarge Spell, Leadership, Scribe Scroll.

Unholy Spells Prepared (6/7/5/5/4/4/2; save DC 15 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—bane, bless, cause fear, cure light wounds (x3), obscuring mist; 2nd—aid, hold person, silence (x2), spiritual weapon; 3rd—deeper darkness, invisibility purge, magic circle against good, protection from energy, wind wall; 4th—freedom of movement, cure critical wounds, death ward; 5th—dispel good, greater command, spell resistance, summon monster V; 6th—blade barrier, heal.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living; 6th—create undead.

Domain Abilities: Death—Death Touch; 1/day +11 melee touch attack; roll 12d6, if that total is greater than the opponent's hit points the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 *heavy mace*, +3 *full plate*, +2 *heavy steel shield*, *mask of the skull*, magic key to the secret door in Area 5-11, gold unholy symbol (grants permanent prayer spell to bearer if a servant of Orcus – not added in above), *amulet of protection from petrification* (+4 resistance

bonus on saves against petrification), divine scroll (*word of recall, heal, and harm*), *potions of cure critical wounds and invisibility*.

Location(s): Level 9

Gurang the Speedy, Male Troll Ftr3: CR 8; SZ L Giant (aquatic); HD 6d8+36 plus 3d10+18; hp 108; Init +7 (Dex, Improved Initiative); Spd 40 ft., swim 40 ft.; AC 17 (-1 size, +3 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +7/+17; Atk +12 melee (1d6+6, claw); Full Atk +12 melee (1d6+6 [x2], claws) and +7 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+9); SQ amphibious, darkvision (90 ft.), low-light vision, regeneration (5), scent; AL CE; SV Fort +14, Ref +5, Will +8; Str 23, Dex 15, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Intimidate +4, Jump +15, Spot +6, Swim +14. *Feats*: Alertness, Cleave, Improved Initiative, Iron Will, Power Attack, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Possessions: *Boots of striding and springing* (note movement and jump skill above), *ring of great will* (+4 on all Will saves).

Location(s): Level 6A

Gurran, Male Goblin Wiz9: CR 9; SZ S; HD 9d4+18; hp 46; Init +2 (Dex); Spd 30 ft.; AC 18 (+1 size, +5 deflection, +2 Dex), touch 18, flat-footed 16; BAB/Grp +4/+1; Atk +5 melee (1d3+1, small dagger, crit 19-20) or +6 ranged (1d3+1 small dagger, range 10 ft.); SA spells; SQ darkvision (60 ft.), summon familiar; AL NE; SV Fort +5, Ref +5, Will +8; Str 13, Dex 15, Con 15, Int 18, Wis 14, Cha 13.

Skills: Concentration +14, Craft (alchemy) +16, Diplomacy +7, Escape Artist +8, Knowledge (arcana) +16, Spellcraft +18. *Feats*: Combat Casting, Iron Will, Scribe Scroll, Silent Spell, Spell Mastery (fire shield, greater invisibility, cloudkill), Still Spell.

Arcane Spells Prepared (5/6/6/5/4/2; save DC 14 + spell level): 0—dancing lights, daze, flare, read magic, resistance (expires in 6 rounds); 1st—color spray, disguise self, magic missile (x2), spider climb, summon monster I (expires in 6 rounds); 2nd—invisibility, melf's acid arrow (x2), mirror image (expires in 8 minutes), protection from arrows (expires in 8 hours and 59 minutes), see invisible (expires in 89 minutes); 3rd—displacement, haste, suggestion, summon monster III (expires in 7 rounds), tongues (expires in 88 minutes); 4th—fire shield, greater invisibility (expires in 8 rounds, cast on zim), stonkskin (expires in 89 minutes), wall of fire; 5th—cloudkill, summon monster V (expires in 9 rounds).

Possessions: Robes, spellbook, small dagger, *wand of lightning* (22 charges), +5 *bracers of deflection* (as a ring of protection), *ring of minor energy resistance* (fire), *arcane scroll of four spells* (*forcecage, stone to flesh, phase door, mass haste*), sack with 11 gp.

Location(s): Level 4A

Herzord, Male Half-Hobgoblin Ftr12: CR 12, SZ M; HD 12d10+24; hp 95; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 22 (+1 Dex, +9 armor, +2 deflection), touch 13, flat-footed 21; BAB/Grp +12/+16; Atk +20 melee (2d6+12, +2 *greatsword*, crit 17-20), or +16 ranged (1d8+5, +1 *composite longbow* [Str +4], crit x3, range 110 ft.); Full Atk +20/+15/+10 melee (2d6+12, +2 *greatsword*, crit 17-20), or +16/+11/6 ranged (1d8+5, +1 *composite longbow* [Str +4], crit x3, range 110 ft.); SQ low-light vision; AL CE; SV Fort +10, Ref +5, Will +3; Str 18, Dex 14, Con 14, Int 14, Wis 9, Cha 12.

Skills: Climb +14, Jump +14, Listen +7, Spot +7. *Feats*: Cleave, Dodge, Improved Critical (*greatsword*), Greater Weapon Focus (*greatsword*), Greater Weapon Specialization (*greatsword*), Improved Initiative, Mobility, Power Attack, Spring Attack, Weapon Focus (*greatsword*), Weapon Focus (*composite longbow*), Weapon Specialization (*greatsword*).

Languages: Common, Dwarven, Goblin, Infernal.

Possessions: +2 *greatsword*, +1 *composite longbow* (Str +4), quiver with 20 arrows, +1 *full plate*, +2 *cloak of protection*, *potion of cure critical wounds* (CL 9, 3 doses), *potion of invisibility* (CL 5, 2 doses), *potion of bull's strength* (CL 5, 3 doses), key ring with four keys.

Location(s): Level 13A

Hesperix, Male Human Clr13: CR 13; SZ M; HD 13d8+39; hp 128; Init +0; Spd 20 ft. (armor), base 30 ft.; AC 15 (+5 armor), touch 10, flat-footed 15; BAB/Grp +9/+12; Atk +15 melee (2d4+6 plus 2d6 vs. good, *Dacris* (scythe), crit x4, target's armor and shield bonuses ignored); Full Atk +15/+10 melee (2d4+6 plus 2d6 vs. good, *Dacris* (scythe), crit x4, target's armor and shield bonuses ignored); SA death touch, increased evil spells, rebuke undead (5/day, +2 synergy), spells; SQ aura, spontaneous casting; AL CE; SV Fort +10, Ref +5, Will +14; Str 16, Dex 10, Con 16, Int 14, Wis 18, Cha 14.

Skills: Appraise +4, Concentration +12, Diplomacy +6, Heal +9, Knowledge (history) +6, Knowledge (religion) +7, Search +4, Sense Motive +6, Spellcraft +5, Spot +5. *Feats*: Combat Casting, Iron Will, Martial Weapon Proficiency (scythe), Power Attack, Scribe Scroll, Weapon Focus (scythe).

Unholy Spells Prepared (6/6/6/5/5/3/2/1; save DC 14 + spell level): 0—cure minor wounds (x3), guidance, light, resistance; 1st—bane, cure light wounds (x2), doom, protection from good, sanctuary; 2nd—bull's strength, cure moderate wounds, hold person, lesser restoration, owl's wisdom, silence; 3rd—cure serious wounds, dispel

magic, prayer, protection from energy, speak with dead; 4th—cure critical wounds, divine power, freedom of movement, neutralize poison, restoration; 5th—flame strike, greater command, righteous might; 6th—harm, planar ally; 7th—summon monster VII.

Domain Spells Prepared (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—magic circle against good; 4th—unholy blight; 5th—slay living; 6th—create undead; 7th—blasphemy.

Domain Abilities: Death—Death Touch; 1/day, roll 13d6, if that total is equal or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: Masterwork chainmail, *Dacris* (see below), unholy symbol of Orcus, five vials *unholy water*, 75 gp and 3 pp, a platinum ring (worth 50 gp), *divine scrolls of greater dispel magic*, *heal*, and *antilife shell* (CL 13), ornate iron key to Area 10C-9, finely worked copper key to Area 10C-15, and a fine black robe emblazoned with the symbol of Orcus.

Dacris is a +2 *unholy dark energy scythe*. It functions like a brilliant energy weapon, bypassing nonliving matter, but it has a blade of smoking, inky darkness instead. *Dacris* is also imbued with two special blessings by Orcus: first, when its owner calls it, it teleports to his hand once per day, no matter where it is; second, it grants the wielder the ability to use *word of recall* 1/day; this use may be set to automatically activate if a specific contingency occurs, such as death or permanent incapacitation. Hesperix currently has it set to transport his remains to the altar at Area 10C-3 should he be slain or incapacitated.

Location(s): Level 10C

Ingi, Male Human Ghost Pal12: CR 14; Size M (incorporeal); HD 12d12+3; hp 107; Init +5 (Dex, Improved Initiative); Spd fly 30 ft. (perfect); AC 26 (incorporeal) / 21 (materialized) (+1 Dex, +5 deflection, +8 armor, +2 shield), touch 16/11, flat-footed 25/20; BAB/Grp +12/—; Atk +14 melee touch (1d6+2 or 1d6+1, corrupting touch), +18 melee (1d8+6, +4 *longsword*, crit 19-20), or +15 ranged (1d8+2, +2 *longbow*, crit x3, range 100 ft.); Full Atk +14 melee touch (1d6+2 or 1d6+1, corrupting touch), +18/13/8 melee (1d8+6, +4 *longsword*, crit 19-20), or +15/+10/+5 ranged (1d8+2, +2 *longbow*, crit x3, range 100 ft.); SA corrupting gaze, horrific appearance (60 ft. range, 1d4 Str/Dex/Con damage), smite evil (3/day, +5 to hit, +12 damage), turn undead (8/day, +2 synergy); SQ aura of courage, aura of good, DR (15/magic and evil, when corporeal)*, detect evil, divine grace, diving health, incorporeal, lay hands (60 hp/day), manifestation, turn immunity*, remove disease (3/week), rejuvenation, SR (25)*, undead traits; AL LG; SV Fort +8, Ref +5, Will +5; Str 15, Dex 12, Con —, Int 14, Wis 13, Cha 20. * Additional special abilities Igni possesses.

Skills: Bluff +7, Concentration +12, Craft (sculpture) +13, Handle Animal +20, Heal +16, Hide +1, Knowledge (religion) +19, Listen +9, Sense Motive +9, Search

+10, Spot +9. *Feats*: Endurance, Improved Initiative, Power Attack, Run, Skill Focus (Knowledge [religion]), Toughness.

Paladin Spells Prepared (2/1/1; save DC 11 + spell level): 1st—divine favor, endure elements; 2nd—delay poison; 3rd—prayer.

Possessions: +4 *longsword*, +2 *longbow*, full plate, heavy metal shield, and 12 arrows (a side effect of Igni transformation affected all of these possessions, bringing them to the ethereal plane – giving them ghost touch ability while in Igni's possession, requiring also anyone wishing to recover the items also to be ethereal).

Location(s): Level 13

Irtuk, Noble Salamander Sor12: CR 22; SZL Outsider (extraplanar, fire); 15d8+45 plus 12d4+36; hp 207; Init +1 (Dex); Spd 20 ft.; AC 18 (-1 size, +1 Dex, +8 natural), touch 10, flat-footed 17; BAB/Grp +21/+31; Atk +29 melee (1d8+12 plus 1d8 fire, +3 *large longsword*, crit x3); Full Atk +29/+24/+19/+14 melee (1d8+12 plus 1d8 fire, +3 *large longsword*, crit x3) and tail slap +24 melee (2d8+3 plus 1d8 fire); Space/Reach 10 ft./10 ft. (20 ft. with tail or longsword); SA constrict (2d8+3 plus 1d8 fire), heat, improved grab, spell-like abilities; SQ DR (15/magic), darkvision (60 ft.), immunity to fire, vulnerability to cold; AL CR; SV Fort +16, Ref +14, Will +19; Str 22, Dex 13, Con 16, Int 16, Wis 15, Cha 18.

Skills: Bluff +36, Concentration +18, Craft (blacksmithing) +25, Diplomacy +6, Hide +15, Intimidate +6, Knowledge (arcana) +18, Listen +13, Move Silently +17, Spellcraft +20, Spot +13. *Feats*: Alertness, Cleave, Craft Ring, Dodge, Great Cleave, Mobility, Multiattack, Power Attack, Skill Focus (Craft [blacksmithing]), Spring Attack.

Spell-Like Abilities: 3/day—*burning hands* (DC 15), *fireball* (DC 17), *flaming sphere* (DC 16), *wall of fire* (DC 18); 1/day—*dispel magic*, *summon monster VII* (huge fire elemental). Caster level 15th.

Arcane Spells Known (cast per day 6/7/7/7/5/3; save DC 14 + spell level): 0—dancing lights, detect magic, disrupt undead, ghost sound, light, mage hand, prestidigitation, ray of frost, read magic; 1st—grease, magic missile, ray of enfeeblement, shield, true strike; 2nd—bull's strength, darkness, mirror image, see invisibility, shatter; 3rd—*dispel magic*, dragon's breath*, haste, vampiric touch; 4th—bottomless pit*, fire shield (cold), lesser globe of invulnerability; 5th—telekinesis, teleport; 6th—antimagical field.

Possessions: +3 *large longsword*.

Location(s): Level 10

Note: Spells marked with * are found in *Relics & Rituals* by **Sword and Sorcery Studio**.

Itara, Female Human Vampire, Sor12: CR 14; SZ M Undead; HD 12d12; hp 108; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 23 (+3 Dex, +6 natural, +4 armor), touch 13, flat-footed 20; BAB/Grp +6/+10; Atk

+10 melee (1d6 +4 plus energy drain, slam), or +10 melee (1d4+4, dagger, crit 19-20), or +9 ranged (1d4+4, dagger, range 10 ft.); Full Atk +10 melee (1d6 +4 plus energy drain, slam), or +10/+5 melee (1d4+4, dagger, crit 19-20, or +9 ranged (1d4+4, dagger, range 10 ft.); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 22 resists), energy drain (2 negative energy levels, Fort DC 22 recovers), spells; SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, summon familiar, turn resistance (+4), undead traits; AL CE; SV Fort +6, Ref +9, Will +15; Str 19, Dex 16, Con —, Int 15, Wis 20, Cha 22.

Skills: Bluff +14, Concentration +18, Craft (calligraphy) +11, Forgery +5, Hide +10, Knowledge (arcana) +12, Listen +20, Move Silently +10, Search +10, Sense Motive +13, Spellcraft +19, Spot +20. **Feats:** Alertness (b), Combat Reflexes (b), Dodge (b), Improved Initiative (b), Iron Will, Lightning Reflexes (b), Mobility, Quickened Spell, Silent Spell, Skill Focus (Spellcraft), Spring Attack, Spell Focus (Evocation).

Arcane Spells Known (cast per day: 6/8/8/7/7/6/4; save DC 16 + spell level, Evocation save DC 17 + spell level): 0—dancing lights#, detect magic, disrupt undead, ghost sound, light, mage hand, prestidigitation, ray of frost#, read magic; 1st—mage armor, magic missile#, ray of enfeeblement, shield, true strike; 2nd—alter self, darkness#, mirror image, spectral hand, web; 3rd—dispel magic, dar'tan's shadow bolt*, haste, hold person; 4th—charm monster, lesser globe of invulnerability, shadow shield*; 5th—curtain of darkness*, teleport; 6th—monster summoning VI.

Note: Spells marked with * are found in **Relics & Rituals** by **Sword and Sorcery Studio**. Those marked with # are evocation school spells.

Languages: Common, Ignan.

Possessions: +4 bracers of armor, ring of spell turning, +2 amulet of resistance (as a cloak of resistance), dagger.

Location(s): Level 11A

Jarvik the Wererat (Natural), Human Ftr2: CR 4; SZ M (Shapechanger); HD 2d10+8 plus 1d8+5; hp 34; Init +4 (Improved Initiative); Spd 30 ft.; AC 12 (+2 natural), touch 10, flat-footed 12; BAB/Grp +2/+4; Atk +5 melee (1d6+2 plus purple worm poison, rapier, crit 18-20) or +2 ranged (1d6 plus purple worm poison, shortbow, crit x3, range 60 ft.); SQ alternate form, low-light vision, rat empathy, scent; AL NE; SV Fort +9, Ref +4, Will +5; Str 15, Dex 11, Con 18, Int 12, Wis 12, Cha 10.

Skills: Climb +7, Craft (carpenter)+4, Handle Animal +5, Hide +1, Jump +4, Listen +4, Move Silently +1, Spot +3, Swim +7. **Feats:** Alertness, Improved Initiative, Iron Will (b), Lightning Reflexes, Weapon Finesse (b), Weapon Focus (rapier).

Jarvik the Wererat (Natural), Dire Rat Ftr2: CR 4; SZ S (Shapechanger); HD 2d10+8 plus 1d8+5; hp 34;

Init +7 (Dex, Improved Initiative); Spd 40 ft., climb 20 ft.; AC 17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14; BAB/Grp +2/+0; Atk +6 melee (1d4+2, bite); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex and 1d3 Con); SQ alternate form, DR (10/silver), low-light vision, rat empathy, scent; AL NE; SV Fort +10, Ref +7, Will +5; Str 15, Dex 17, Con 20, Int 12, Wis 12, Cha 10.

Skills: Climb +16, Craft (carpenter)+4, Handle Animal +5, Hide +8, Jump +5, Listen +4, Move Silently +4, Spot +3, Swim +16. **Feats:** Alertness, Combat Expertise, Improved Disarm, Iron Will (b), Lightning Reflexes, Weapon Finesse (b), Weapon Focus (rapier).

Jarvik the Wererat, Ftr2: CR 4; SZ M (Shapechanger); HD 2d10+8 plus 1d8+5; hp 34; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grp +2/+4; Atk +6 melee (1d6+2 plus purple worm poison, rapier, crit 18-20) or +5 ranged (1d6 plus purple worm poison, shortbow, crit x3, range 60 ft.); Full Atk +6 melee (1d6+2 plus purple worm poison, rapier, crit 18-20) and +1 melee (1d6+2 plus disease, bite), or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); SA curse of lycanthropy (Fort DC 15), disease (Filth fever; Fort DC 12, incubation 1d3 days, 1d3 Dex and 1d3 Con); SQ alternate form, DR (10/silver), low-light vision, rat empathy, scent; AL NE; SV Fort +10, Ref +7, Will +5; Str 15, Dex 17, Con 20, Int 12, Wis 12, Cha 10.

Skills: Climb +8, Craft (carpenter)+4, Handle Animal +5, Hide +4, Jump +5, Listen +4, Move Silently +4, Spot +3, Swim +8. **Feats:** Alertness, Combat Expertise, Improved Disarm, Iron Will (b), Lightning Reflexes, Weapon Finesse (b), Weapon Focus (rapier).

Possessions: Rapier coated with purple worm poison (Fort DC 24, 1d6/2d6 Str damage), 2 vials with one dose each of purple worm poison, shortbow, 20 arrows, 4 arrows coated with purple worm poison.

Location(s): Level 1

Jel, Female Half-Orc Rgr6: CR 6; Size M; HD 6d8+6; hp 40; Init +2 (Dex); Spd 30 ft.; AC 18 (+2 Dex, +4 armor, +2 natural), touch 12, flat-footed 16; BAB/Grp +6/+8; Atk +9 melee (1d8+3, masterwork orc double axe, crit x3), or +9 ranged (1d6+1, +1 shortbow, crit x3, range 60 ft.); Full Atk +7/+7/+2/+2 melee (1d8+2, masterwork orc double axe, crit x3), or +9/+4 ranged (1d6+1, +1 shortbow, crit x3, range 60 ft.); SQ animal companion, darkvision (60 ft.), favored enemy (humans +4, elves +2), wild empathy, half-orc traits; AL CE; SV Fort +6, Ref +7, Will +1; Str 15, Dex 14, Con 12, Int 10, Wis 9, Cha 10.

Skills: Climb +1, Handle Animal +1, Heal +1, Hide +9, Jump +2, Knowledge (geography) +2, Knowledge (nature) +2, Listen +5, Move Silently +9, Ride +4, Search +5, Spot +5, Survival +8, Swim +0. **Feats:**

Alertness, Cleave, Endurance (b), Power Attack, Two-Weapon Fighting (b), Improved Two-Weapon Fighting (b), Track (b).

Languages: Common, Orc.

Possessions: Chain shirt, masterwork orc double axe, +1 shortbow, 40 arrows, 3 +2 arrows, +2 amulet of natural armor, potion of cure light wounds, 3 gems (10, 50 and 125 gp), backpack with rope, torches, flint and steel, bedroll, 3 small sacks.

Location(s): Wilderness

Kamlyss, Male Goblin Rog8: CR 8; SZS; HD 8d6+16; hp 53; Init +7 (Dex, Improved Initiative); Spd 20 ft.; AC 19 (+1 size, +3 Dex, +4 armor, +1 shield), touch 14, flat-footed 16; BAB/Grp +6/+2; Atk +8 melee (1d4, small masterwork handaxe, crit x3) or +11 ranged (1d4+1 plus 1d6 cold, small masterwork shortbow with +1 frost arrows, crit x3, range 60 ft.); Full Atk +8/+3 melee (1d4, small masterwork handaxe, crit x3) or +11/+6 ranged (1d4+1 plus 1d6 cold, small masterwork shortbow with +1 frost arrows, crit x3, range 60 ft.); SA sneak attack (+4d6); SQ darkvision (60 ft.), evasion, improved uncanny dodge, trapfinding, trap sense (+2), uncanny dodge; AL LE; SV Fort +4, Ref +9, Will +3; Str 11, Dex 17, Con 15, Int 14, Wis 13, Cha 14.

Skills: Appraise +8, Balance +8, Bluff +10, Climb +11, Disable Device +7, Escape Artist +11, Hide +16, Listen +11, Move Silently +14, Open Lock +7, Search +7, Spot +9, Tumble +14, Use Magic Device +13. *Feats:* Improved Initiative, Point Blank Shot, Precise Shot.

Languages: Common, Goblin, Orc.

Possessions: +1 small studded leather armor, small masterwork buckler, small masterwork shortbow, arrows (x50), *+1 frost arrows (x10), short sword, wand of improved invisibility (7 charges, CL 10), wand of expeditious retreat (18 charges, CL 7), potion of cure serious wounds, 18 gp, 24 sp, two aquamarines worth 100 gp each, a platinum ring worth 80 gp, and an amber scarab worth 250 gp.

Location(s): Level 10B

Kazleth the Phase Minotaur King, Ftr10: CR 15; SZL Monstrous Humanoid; HD 6d8+24 plus 10d10+40; hp 195; Init +0; Spd 30 ft. (6 squares); AC 14 (-1 size, +5 natural), touch 9, flat-footed —; BAB/Grp +16/+28; Atk +25 melee (4d6+17, +3 huge vorpal greataxe, crit 19-20/x3) or +18

melee (1d8+8, gore); Full Atk +25/+20/+15/+10 melee (4d6+17, +3 huge vorpal greataxe, crit 19-20/x3) and +18 melee (1d8+2; gore); Space/Reach 10 ft./10 ft.; SA powerful charge (4d6+12); SQ darkvision (60 ft.), ethereal jaunt, natural cunning, scent; AL CE; SV Fort +15, Ref +8, Will +9; Str 27, Dex 10, Con 18, Int 10, Wis 12, Cha 14.

Skills: Intimidate +17, Jump +18, Listen +6, Search +3, Spot +6. *Feats:* Cleave, Great Cleave, Great Fortitude, Greater Weapon Focus (greataxe), Improved Bull Rush, Improved Critical (greataxe), Improved Overrun, Improved Sunder, Power Attack, Track, Weapon Focus (greataxe), Weapon Specialization (greataxe).

Ethereal Jaunt (Su): Kazleth can shift from the ethereal plane to the material plane as a free action, shifting back again as a move-equivalent action. The ability is otherwise identical to ethereal jaunt as cast by a 15th level sorcerer.

Powerful Charge (Ex): Kazleth typically begins a battle by charging at an opponent, lowering his head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +25 attack bonus that deals 4d6+12 points of damage.

Possessions: +3 huge vorpal greataxe*, ornate golden crown worth 1,500 gp. * Note: Kazleth fights at -2 with his huge vorpal greataxe due to its size, already calculated in.

Location(s): Level 7A

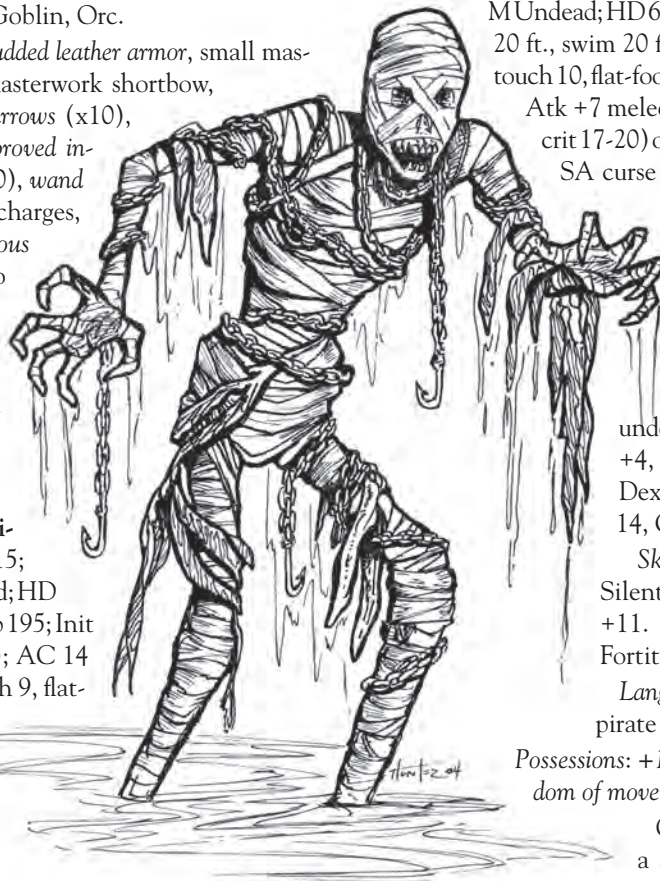
Killbessa, Mummy of the Deep: CR 4; SZ M Undead; HD 6d12+3; hp 42; Init +0; Spd 20 ft., swim 20 ft.; AC 20 (+10 natural), touch 10, flat-footed 20; BAB/Grp +3/+6; Atk +7 melee (1d6+5, +1 keen cutlass, crit 17-20) or +6 melee (1d6+4, slam); SA curse of the deep, despair, improved grab; SQ control water (1/day, as 8th level sorcerer), DR (5/—), darkvision (60 ft.), fire resistance (10), resistant to blows, damage reduction (5/+1), undead traits; AL NE; SV Fort +4, Ref +2, Will +7; Str 17, Dex 10, Con —, Int 6, Wis 14, Cha 15.

Skills: Listen +10, Move Silently +6, Spot +10, Swim +11. *Feats:* Alertness, Great Fortitude, Toughness.

Languages: Common (in thick pirate dialect).

Possessions: +1 keen cutlass, ring of freedom of movement.

Curse of the Deep (Su): On a successful grapple check



against a creature up to its size, a mummy of the deep presses its lips against the opponent's and causes the creature's lungs to quickly fill with water.

Each round thereafter, for the next 10 rounds, the victim must make a DC 15 Fortitude save or take 1d4 points of damage that round. An affected creature can take no actions other than to defend itself (whether the Fortitude save is successful or not). At 0 or less hit points, the victim falls unconscious. In the next round, he drowns. The save DC is Charisma-based.

Holding one's breath does not prevent drowning (water is already in the lungs). A *remove curse*, *heal* spell, or successful DC 20 Heal check halts the damage if applied before the creature reaches 0 or less hit points.

Despair (Su): On a successful grapple check against a creature up to its size, a mummy of the deep presses its lips against the opponent's and causes the creature's lungs to quickly fill with water.

Each round thereafter, for the next 10 rounds, the victim must make a DC 15 Fortitude save or take 1d4 points of damage that round. An affected creature can take no actions other than to defend itself (whether the Fortitude save is successful or not). At 0 or less hit points, the victim falls unconscious. In the next round, he drowns. The save DC is Charisma-based.

Holding one's breath does not prevent drowning (water is already in the lungs). A *remove curse*, *heal* spell, or successful DC 20 Heal check halts the damage if applied before the creature reaches 0 or less hit points.

Control Water (Su): Once per day, a mummy of the deep can *control water* (as the spell, caster level 8th).

Location(s): Wilderness

For more information on mummies of the deep, see the *Tome of Horrors* by **Necromancer Games**. Note that the stats presented here have been updated to 3.5 Edition rules.

King Elmander, Male Pixie: CR 6; SZ S Fey; HD 3d6+6; hp 20; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 19 (+1 size, +3 Dex, +1 natural +4 luck), touch 18, flat-footed 16; BAB/Grapple +1/-5; Atk +8 melee (1d4-2, +3 *small alchemical silver short sword*, crit 19-20); SQ DR (10/cold iron), greater invisibility, low-light vision, spell-like abilities (including *Oto's irresistible dance*), SR (15); AL NG; SV Fort +6, Ref +11, Will +10; Str 7, Dex 16, Con 12, Int 16, Wis 17, Cha 16.

Skills: Bluff+9, Concentration +4, Diplomacy +10, Escape Artist +8, Hide +8, Knowledge (local) +5, Listen +9, Move Silently +9, Ride +8, Search +9, Sense Motive +8, Spot +9. *Feats*: Dodge (b), Toughness, Weapon Finesse.

Languages: Common, Aquan, Elven, Sylvan, Terran.

Possessions: +3 *small alchemical silver short sword*, *scepter of the fey kings* (acts as a *rod of wonder*, except in the hands of a fey king, who can choose which effect results with each charge; it regains 1 charge every night at midnight while in a fey king's possession), *mothwing*

cloak (provides +4 luck bonus to all saves and AC, but only when worn by pixies; if it is taken from an unwilling owner, it disintegrates within 1 hour).

Location(s): Wilderness

King Goov the Mummy: CR 9; SZ M Undead; HD 16d12+3; hp 131; Init +1 (Dex); Spd 15 ft. (armor), 20 ft. base; AC 29 (+12 Dex, +10 natural, +8 plate), touch 11, flat-footed 28; BAB/Grapple +8/+17; Atk +17 melee (1d6+13 plus mummy rot, slam); SA despair (Will DC 14 resists, fear 1d4 rounds), mummy rot (Fort DC 16 resists, incubation 1 minute, 1d6 Con and 1d6 Cha damage), spell-like abilities; SQ damage reduction (5/-), darkvision (60 ft.), SR (25), turn resistance (+4), undead traits, vulnerability to fire; AL CE; SV Fort +8, Ref +9, Will +14; Str 28, Dex 12, Con —, Int 8, Wis 14*, Cha 3. * Magic item bonus is already included.

Skills: Concentration +11, Hide +12, Listen +17, Move Silently +12, Spot +17. *Feats*: Ability Focus (mummy rot), Alertness, Armor Proficiency (light, medium, and heavy) (b), Cleave, Great Fortitude, Lightning Reflexes, Power Attack, Toughness.

Spell-Like Abilities (Su): Twice per day, King Goov can cast *symbol of pain*, *fear* or *stunning*. Once per day, King Goov can *summon large scorpions*; 2d4 scorpions arrive in 1d6 rounds. Finally, he can exhale a swarm of insects as a free action once every 4 rounds (as an *insect swarm* spell). All spell-like abilities are cast at 14th level.

Possessions: Full plate, *rod of rulership* (65 minutes), *pale lavender ioun stone* (absorbs up to 4th level spells), *incandescent blue ioun stone* (+2 Wis), *pink ioun stone* (+2 Con).

Location(s): Level 8

Knoob Chimneybuckles, Male Goblin Sor6: CR 6; SZ S; HD 6d4+3; hp 19; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 size, +1 Dex, +2 deflection), touch 14, flat-footed 13; BAB/Grapple +3/-2; Atk +4 melee (1d4, +1 *small shortspear*, crit x3) or +6 ranged (1d4, +1 *small shortspear*, range 20 ft.); SA spells; SQ darkvision (60 ft.), summon familiar; AL CE; SV Fort +2, Ref +3, Will +5; Str 8, Dex 13, Con 10, Int 12, Wis 10, Cha 16.

Skills: Concentration +9, Craft (alchemy) +10, Listen +2, Move Silently +5, Spellcraft +10, Spot +2. *Feats*: Alertness, Brew Potion, Toughness.

Arcane Spells Known (cast per day: 6/7/6/4; save DC 13 + spell level): 0—dancing light, daze, detect magic, detect poison, flare, mending, read magic; 1st—disguise self, magic missile, ray of enfeeblement, shocking grasp; 2nd—bull's strength, Mel's acid arrow; 3rd—lightning bolt.

Possessions: +2 *ring of protection*, +1 *small shortspear*, *arcane scroll* (CL7, *dispel magic*).

Location(s): Level 12A

Kor, Ghost Storm Giant: CR 15; SZ H Undead (Incorporeal); HD 19d12; hp 208; Init +2 (Dex); Spd

50 ft., swim 40 ft. base, fly 50 ft. (perfect); AC 14 (-2 size, +2 Dex, +4 deflection), touch 14, flat-footed 12; or vs. ethereal opponents AC 29 (-2 size, +2 Dex, +12 natural, +7 breastplate), touch 10, flat-footed 27; BAB/Grp +14/— (+40 vs. ethereal opponents); Atk +33 melee touch (4d6+30, *mattock of the titans*); Full Atk +33/+28/+23 melee touch (4d6+30, *mattock of the titans*); SA corrupting gaze (30 ft., Fort DC 23 resists, 2d10 damage plus 1d4 Cha damage), frightful moan (30 ft., Will DC 23 resists, panic 2d4 rounds), horrific appearance (60 ft., Fort [DC 23] resists, 1d4 Str/Dex/Con damage), manifestation, storm giant spell-like abilities, telekinesis (every 1d4 rounds, CL 19); SQ freedom of movement, immunity to electricity, incorporeal, low-light vision, malevolence (*magic jar*, Will [DC 19] resists, CL 19), manifestation, rejuvenation, rock catching, turn resistance (+4), undead immunities, unnatural aura, water breathing; AL CG; SV Fort +17, Ref +8, Will +13; Str 47, Dex 14, Con —, Int 16, Wis 16, Cha 19.

Skills: Climb +28, Concentration +26, Craft (stone carving) +13, Diplomacy +4, Hide +2, Intimidate +12, Jump +32, Listen +23, Perform (sing) +12, Search +11, Sense Motive +15, Spot +23, Swim +30. **Feats:** Awesome Blow, Cleave, Combat Reflexes, Improved Bull Rush, Improved Sunder, Iron Will, Power Attack.

Spell-Like Abilities (Sp): 1/day—call lightning (DC 15), chain lightning (DC 18). Caster level 15th. 2/day—control weather, levitates. Caster level 20th.

Skills: Kor's swimming skill, while unused of late, receives all the normal considerations as a normal storm giant does (his racial bonus is already added in above).

Languages: Celestial, Common, Draconic, and Giant.

Possessions: *Mattock of the titans*, +2 *huge breastplate*, +8 *huge belt of titan strength* (as a belt of giant strength, already added into his Strength score above).

Note: within the crypt, Kor's *Mattock* has ghost touch abilities and his unusual flying speed and fast rejuvenation and manner that stops his rejuv, alter special belt description that it takes up both the armor and belt slots of the wearer if smaller than huge size.

Location(s): Level 6

Krrk'a Tink, Female Grig: CR 1; HD 1/2 d6+2; hp 4; Init +4 (Dex); Spd 20 ft., fly 40 ft. (poor); AC 18 (+2 size, +4 Dex, +2 natural), touch 16, flat-footed 16; BAB/Grp +0/-11; Atk +6 melee (1d3-3, tiny short sword, crit 19-20) or +6 ranged (1d4-3, tiny longbow, crit x3, range 100 ft.); SA spell-like abilities, fiddle; SQ DR 5/cold iron, low-light vision, SR 17; AL NG; SV Fort +2, Ref +6, Will +3; Str 5, Dex 18, Con 14, Int 10, Wis 13, Cha 16.

Skills: Craft (string instruments) +4, Escape Artist +8, Hide +14, Jump +3, Listen +3, Move Silently +8*, Perform (string instruments) +11, Search +2, Spot +3. **Feats:** Dodge (b), Weapon Finesse.

Languages: Common, Sylvan.

Possessions: Tiny short sword, tiny longbow, master-work fiddle.

Location(s): Wilderness

Kupra, Female Human, Tra3: CR 3; SZM; HD 3d4+6; hp 17; Init +3 (Dex); Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +1/+2; Atk +2 melee (1d4+1, dagger); AL LN; SV Fort +3, Ref +4, Will +5; Str 13, Dex 16, Con 15, Int 16, Wis 14, Cha 17.

Skills: Concentration +8, Craft (alchemy) +9, Gather Information +6, Heal +5, Knowledge (arcana) +9, Spellcraft +11. **Feats:** Combat Casting, Empower Spell, Scribe Scroll, Spell Mastery (3).

Arcane Spells Prepared (4+1/3+1/2+1; Transmutation specialty, prohibited schools: Conjunction and Necromancy; save DC 13 + spell level): 0—dancing lights, daze (x2), flare, read magic; 1st—change self, color spray, expeditious retreat, spider climb; 2nd—darkness, invisibility, rope trick.

Languages: Common, Draconic, Elven, and Orc.

Possessions: Robes, spellbook, daggers (x2), silver dagger, pouch with 22 gp.

Location(s): Level 5

Lord Navarre the Undead Demonic (Death) Knight of Orcus, Ftr4/Pal10/Blk10: CR 26; SZM Undead; HD 24d12; hp 230; Init +10 (Dex, Superior Initiative); Spd 30 ft. (unaffected by weight of armor); AC 29 (+6 natural, +11 *full plate*, Dex), touch 12, flat-footed 27; BAB/Grp +22/+30; Atk +32 melee (2d6+16 plus poison, +2 *vorpal greatsword*, crit 17-20); Full Atk +32/+27/+22/+17 melee (2d6+16 plus poison, +2 *vorpal greatsword*, crit 17-20); SA poisoned weapon (deathblade, Fort DC 20 resists, 1d6/2d6 Con damage), smite good (5/day, +5 to hit, +20 damage), sneak attack (+4d6), spell-like abilities, spells; SQ aura of evil, aura of despair, command undead (18th level, +2 to turn checks), darkvision (60 ft.), DR (15/magic and blunt), dark blessing, detect good, fear, fiendish servant (not called), gate demons, immunities (cold, electricity, polymorph), lay of hands, poison use, SR (36), spell turning, turn immunity, undead traits; AL CE; SV Fort +23, Ref +19, Will +18; Str 26, Dex 14, Con —, Int 18, Wis 21, Cha 20.

Skills: Concentration +26, Diplomacy +26, Disguise +8, Forgery +6, Handle Animal +10, Heal +15, Hide +7, Intimidate +15, Knowledge (demonology) +7, Knowledge (religion) +18, Move Silently +10, Ride +20, Sense Motive +6, Search +6, Spot +8. **Feats:** Blind-Fight (b), Cleave, Epic Reflexes, Great Cleave, Improved Critical (greatsword), Improved Initiative, Improved Sunder, Power Attack, Superior Initiative, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Aura of Despair (Su): All enemies within 10 feet suffer a -2 morale penalty to all saves.

Breath of Unlife (Su): Once every 1d4 rounds, Navarre can exhale a blast of negative energy in a 10-foot cone. Creatures in the area must succeed on a Reflex save (DC

27) or take 2d4 points of Strength damage. A creature reduced to Strength 0 by a Navarre dies.

Create Spawn (Su): Any humanoid slain by Navarre's breath of unlife becomes a shadow demon (see that entry) in 2d4 rounds. Spawn are under the command of the demonic knight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Dark Blessing (Su): In addition to the normal benefits blackguards receive, the blessing bestowed on Navarre by Orcus permits Navarre to wear any type of armor without the normal associated movement and AC modifier penalties.

Fear (Su): Navarre generates fear with but a word. Those within 30 feet that hear the knight speak must succeed on a Will save (DC 27) or flee in terror for 2d4 rounds. A creature that makes a successful save is immune to the fear effect of that demonic knight for one day.

Gate Demons (Sp): Once per day Navarre can gate in 4d10 dretches or 1d4 hezrous with 100% chance of success. He may instead attempt to gate either a glabrezu or a nalfeshnee, but there is a 75% chance regarding these types.

Lay of Hands (Sp): Navarre may use his lay on hands ability as he was able to as a paladin, combining his levels as a blackguard with those as a paladin. Thanks to the power granted him by Orcus, Navarre can treat any or all of the 100 hit points he can use per day as either *inflict* or *cure* type energy, thus allowing himself to heal his undead body, cure the damage done to his allies, and as an offensive weapon versus those that disturb his slumber.

Spell-Like Abilities (Sp): As a favored demonic knight of Orcus, Navarre can cast the following spells as a 20th level sorcerer: at will—*detect magic*, *see invisible*, *wall of ice* (DC 19); 2/day—*dispel magic*; 1/day—*fireball* (DC 18), *power word kill*, *summon monster I* (fiendish only), *symbol of pain* or *fear* (DC 20), *symbol of fear* (DC 21).

Spell Turning (Su): Spells not resisted by Navarre have a 55% chance of being reflected back at the caster. Unlike a *ring of spell turning*, the entire spell is reflected back at the caster.

Unholy Spells (4/3/3/2): 1st—doom (x2), inflict light wounds (x2); 2nd—bull's strength, death knell, eagle's splendor; 3rd—contagion, deeper darkness, summon monster III*; 4th—monster summon IV*, freedom of movement. * evil creatures only

Languages: Abyssal, Common, Infernal, Terran, Undercommon.

Possessions: +3 *full plate*, +2 *vorpal greatsword* (poisoned), *greater ring of elemental resistance* (fire/30).

Location(s): Level 9A

Lothum, Male Half-Goblin Rog3: CR 3; SZ S; HD 3d6; hp 12; Init +2 (Dex); Spd 30 ft.; AC 15 (+1 size, +2 Dex, +2 armor), touch 13, flat-footed 12; BAB/Grapple +2/-3; Atk +2 melee (1d3-1, small dagger, crit 19-20) or

+4 ranged (1d3-1, small dagger, range 10 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+1), uncanny dodge (Dex bonus to AC); AL NE; SV Fort +1, Ref +5, Will +1; Str 8, Dex 14, Con 10, Int 12, Wis 10, Cha 9.

Skills: Bluff +5, Climb +5, Escape Artist +8, Gather Information +5, Hide +15, Jump +5, Listen +6, Move Silently +12, Search +7, Spot +4. **Feats:** Alertness, Skill Focus (Hide).

Possessions: Small dagger, small leather armor, *ring of water walking*, 14 gp in belt pouch.

Location(s): Level 12A

Maphistal, Greater Demon: CR 21; SZ L Outsider (Chaos, Evil, Extraplanar); HD 20d8+220; hp 310; Init +11 (Dex, Improved Initiative); Spd 40 ft., fly 80 ft. (good); AC: 39 (-1 size, +7 Dex, +15 natural, +8 profane), touch 24, flat-footed 32; BAB/Grp +20/+37; Atk +35 melee (2d6+17 plus bone knit, +3 *large unholy crushing heavy mace*) or +32 melee (1d8+13, claw); Full Atk +35/+30/+25/+20 melee (2d6+17 plus bone knit, +3 *large unholy crushing heavy mace*) and +30 melee (1d8+6 plus disease, bite), or +32 melee (1d8+13 [x2], claws) and +30 melee (1d8+6 plus disease, bite); Space/Reach 10 ft./10 ft.; SA bone knit, disease, spell-like abilities, summon demons, summon undead; SQ DR (20/cold iron and good), dark vision (60 ft.), immunity (electricity and poison), outsider traits, resistance (acid 10, cold 10, fire 10), SR (29), telepathy (100 ft.); AL CE; SV Fort +23, Ref +19, Will +21; Str 36, Dex 25, Con 33, Int 25, Wis 25, Cha 26.

Skills: Balance +30, Bluff +31, Climb +34, Concentration +34, Diplomacy +31, Intimidate +33, Knowledge (arcana) +30, Knowledge (the planes) +30, Listen +38, Move Silently +30, Search +30, Sense Motive +30, Spellcraft +32, Spot +38, Use Magical Device +30. **Feats:** Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Iron Will, Multiattack, Power Attack.

Bone Knit (Su): Each time a living creature is hit by Maphistal's mace, it must succeed on a DC 25 Fortitude save or take 1d4 points of Dexterity damage as its bones fuse together. Creatures without bones or skeletal structures (such as oozes and plants) are unaffected by this attack.

Disease (Ex): Bite—*demon fever*, Fortitude DC 31, incubation period 1 day, damage 1d6 Constitution. The save DC is Constitution-based.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 25), *create undead*, *detect magic*, *detect good*, *desecrate*, *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *power word stun*, *suggestion* (DC 21), *telekinesis* (DC 23), *tongues* (self only), *unhallow*, *unholy aura* (DC 26), *unholy blight* (DC 22); 3/day—*create greater undead*; 1/day—*circle of death* (DC 24), *fire storm* (DC 26). Caster level 20th. The save DCs are Charisma-based.

Summon Demons (Sp): Once per day, Maphistal can automatically summon 4d10 dretches, 1d4 hezrous, or

one nalfeshnee, glabrezus, marilith, or balor. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): Once per day, Maphistal can automatically summon 3d10 zombies or skeletons, 2d6 ghouls, 2d4 ghaunts, 1d6 wraiths or wights, or 1d4 spectres. This ability is the equivalent of a 9th-level spell.

Skills: Maphistal has a +8 racial bonus on Listen and Spot checks.

Unholy Crushing Heavy Mace: Maphistal's +3 *heavy mace* is imbued with the *unholy* and *crushing* special qualities. The *unholy* special quality makes the weapon evil-aligned and thus bypasses the corresponding damage reduction. It deals an extra 2d6 points of damage against all of good alignment. It bestows one negative level on any good creature attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way (including *restoration* spells) while the weapon is wielded.

Further, upon a roll of natural 20 (followed by a successful roll to confirm the critical hit), the weapon crushes the opponent's skull (if it has a head). Some creatures, such as many aberrations and all oozes, have no heads (or skulls). Others, such as golems and undead creatures (including vampires) are not affected by the *crushing* special quality. Most other creatures, however, die when their skull is crushed. The DM may have to make judgment calls about the weapon's effect.

Location(s): Level 13A

Marmtroth, Female Sea Hag Wiz3: CR 7; SZ M Monstrous Humanoid (aquatic); HD 3d8+3d4+12; hp 28; Init +1 (Dex); Spd 30 ft., swim 40 ft.; AC 15 (+1 Dex, +3 natural, +1 deflection), touch 12, flat-footed 14; BAB/Grp +4/+8; Atk +8 melee (1d4+4, claw), +9 melee (1d6+6, masterwork shortspear), +8 melee (1d4+4, dagger, crit 29-20), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); Full Atk +8 melee (1d4+4 [x2], claw), or +9 melee (1d6+6, masterwork shortspear) and +8 melee (1d4+4, claw), or +8 melee (1d4+4, dagger, crit 29-20) and +8 melee (1d4+4 claw), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); SA horrific appearance (2d6 Str damage, DC 13 Fort save resists), evil eye (3/day, 30 ft. range, target dazed 3 days, DC 13 Will save resists); SQ amphibious, SR 14; AL CE; SV Fort +3, Ref +5, Will +7; Str 19, Dex 12, Con 12, Int 14, Wis 13, Cha 14.

Skills: Concentration +5, Knowledge (arcana) +9, Hide +4, Listen +6, Spellcraft +10, Spot +6, Swim +12. *Feats*: Alertness, Scribe Scroll, Silent Spell, Toughness.

Arcane Spells Prepared (4/3/2; save DC 12 + spell level): 0—daze (x2), flare, light; 1st—mage armor, magic missile (x2); 2nd—charm person (silenced), flaming sphere.

Spellbook (in addition to those prepared): 0—all in **PHB**; 1st—chill touch, ray of enfeeblement.

Languages: Common, Abyssal, Aquan, Giant.

Possessions: +1 ring of protection, masterwork shortspear, dagger.

Location(s): Wilderness

Marthek the Insane Guard, Male Human Bbn6: CR 6; SZ M; HD 6d12+18 (6d12+30); hp 66 (78); Init +3 (Dex); Spd 30 ft. (armor), base 40 ft.; AC 16 (14) (+3 Hide, +3 Dex, [-2 rage]), touch 13 (11), flat-footed 13 (11); BAB+6/+12 (+14); Atk+14 (+16) melee (1d10+11 (1d10+14), +2 *greatclub*) or +12 (+14) melee (1d3+6 (1d3+8), unarmed); Full Atk +14/+9 (+16/+11) melee (1d10+11 (1d10+14), +2 *greatclub*) or +12/+7 (+14/+9) melee (1d3+6 (1d3+8), unarmed): SA rage (2/day, 8 rounds); SD fast movement, improved uncanny dodge, insane, trap sense (+2), uncanny dodge; AL CE; SV Fort +8 (+10), Ref +5, Will +2 (special); Str 23 (27), Dex 16, Con 16 (20), Int 10, Wis 11, Cha 10. While raging, use the values in parenthesis.

Skills: Climb +12 (+14), Jump +12 (+14), Listen +11, Spot +7, Survival +6, Swim -4. *Feats*: Alertness, Blindfight, Improved Unarmed Strike, Power Attack.

Insane (Ex): Marthek is completely immune to all mind affecting spells and effects. No saving roll need be made to these types of effects. Likewise, he must always use his rage ability at the start of any combat.

Possessions: +2 *greatclub*, hide armor, loincloth, rat tooth necklace, fleas and the key to the storage room at area 2-6.

Max the Otyugh: CR 5; SZ L Aberration; HD 6d8+15; hp 46; Init +2 (Dex); Spd 20 ft.; AC 19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17; BAB/Grp +4/+8; Atk +4 melee (1d6, tentacle); Full Atk +4 melee (1d6 [x2], tentacles) and -2 melee (1d4, bite); Space/Reach 10 ft./10 ft. (15 ft. with tentacle); SA constrict (1d6), disease (Filth fever, Fort DC 14, incubation 1d3 days, 1d3 Dex plus 1d3 Con damage), improved grab; SQ darkvision (60 ft.), scent; AL N; SV Fort +3, Ref +2, Will +6; Str 11, Dex 14, Con 15, Int 14, Wis 12, Cha 6.

Skills: Hide +7*, Listen +12, Search +11, Spot +12. *Feats*: Alertness, Toughness, Weapon Focus (tentacle). *Max has a +8 racial bonus on Hide checks when in its lair, due to its natural coloration.

Languages: Common, Goblin, and Undercommon.

Location(s): Level 4

Mezuryk, Male Human Rog12: CR 12; SZ M; HD 12d6+12; hp 68 (currently 13); Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+4 Dex), touch 14, flat-footed 10; BAB/Grp +9/+11; Atk +11 melee, +13 melee (finesse weapon), or +13 ranged; Full Atk +11/+6 melee, +13/+8 melee (finesse weapon), or +13/+8 ranged; SA sneak attack (6d6); SQ crippling strike, evasion, improved uncanny dodge (), trapfinding, trap sense (+4); AL LN (see above); SV Fort +5, Ref +12, Will +6; Str 14, Dex 19, Con 13, Int 15, Wis 14, Cha 11.

Skills: Appraise +12, Balance +11, Bluff +15, Climb +8, Craft (jewelry) +7, Disable Device +18, Escape Artist

+10, Hide +19, Listen +6, Move Silently +19, Open Lock +14, Search +17, Sleight of Hand +10, Spot +16, Tumble +16, Use Magic Device +15. *Feats*: Combat Expertise, Combat Reflexes, Improved Critical (rapier), Improved Feint, Improved Initiative, Weapon Finesse.

Possessions: None. When fully equipped, Mezuryk preferred using a rapier in melee, and a shortbow for ranged attacks.

Location(s): Level 10C

Mesifin Styx, Male Half-Orc Clr6 (Orcus): CR 6; SZ M; HD 6d8+18; hp 50; Init +0; Spd 20 ft.; (base 30 ft.); AC 17 (+5 chainmail, +2 shield), touch 10, flat-footed 17; BAB/Grp +4/+8; Atk +10 melee (1d8+5 plus 2d6 vs. good, +1 *unholy morningstar*); SA death touch (6d6+6), increased evil spells (+1 level); SQ aura, darkvision (60 ft.), rebuke undead (4/day), spontaneous casting; AL CE; SV Fort +8, Ref +2, Will +9; Str 17 (19*), Dex 11, Con 16, Int 12, Wis 18, Cha 12.

Skills: Concentration +12, Diplomacy +4, Heal +10, Knowledge (history) +2, Knowledge (religion) +5, Spellcraft +6. *Feats*: Blind-Fight, Combat Casting, Weapon Focus (morningstar).

Unholy Spells Prepared (5/4/4/3; base DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, resistance; 1st—bane, command, cure light wounds, shockwave strike*; 2nd—assassin's senses*, cure moderate wounds, hold person, sound burst; 3rd—dispel magic, divine raiment*, prayer.

Domain spells (Death, Evil): 1st—cause fear; 2nd—death knell; 3rd—magic circle against good.

Possessions: Masterwork chainmail, heavy steel shield, +1 *unholy morningstar*, wand of cure light wounds (18 charges), scroll of lesser restoration (x2) and neutralize poison (x2) (CL 7), scroll of endurance, remove paralysis, and resist elements (CL 5), scroll of animate dead, enthrall, and obscuring mist (CL 5), *gauntlets of demonic strength (provide +2 enhancement bonus to Strength and +1 point per die when death touch ability is used, already calculated in above), unholy symbol of Orcus, prayer book, 18 pp, 43 gp, a sapphire (150 gp), a platinum ring (worth 50 gp), a fine black robe emblazoned with the symbol of Orcus, an iron key to Area 10B-5, and a small gold key to Area 10C-6 in the Talon of Orcus.

*The spells *divine raiment*, *assassin's senses*, and *shockwave strike* all come from **Relics & Rituals** by **Sword & Sorcery Studios**. If the DM does not have access to this book, appropriate spells should be substituted.

Location(s): Level 10B.

Mhao, Male Human Vampire, War8: CR 10; SZ M Undead; HD 8d12; hp 76; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 29 (+4 Dex, +7 armor, +8 natural), touch 14, flat-footed 25; BAB/Grp +8/+14; Atk +14 melee (1d6+6 plus energy drain, slam) or +18 melee (1d8+9, +3 *shortspear*, range 20 ft.); Full Atk +14 melee (1d6+6 plus energy drain, slam) or +18/+13 melee

(1d8+12, +3 *shortspear*, range 20 ft.); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 17 resists), energy drain (2 negative energy levels, Fort DC 17 recovers); SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL CE; SV Fort +6, Ref +8, Will +3; Str 23, Dex 18, Con —, Int 12, Wis 12, Cha 16.

Skills: Balance +8, Bluff +11, Craft (armor smithing) +3, Heal +5, Hide +11, Listen +11, Move Silently +11, Open Locks +5, Perform (acting) +4, Ride +13, Search +9, Sense Motive +9, Spellcraft +2, Spot +12. *Feats*: Alertness (b), Combat Reflexes (b), Dodge (b), Improved Initiative (b), Improved Unarmed Strike, Lightning Reflexes (b), Mounted Combat, Trample, Weapon Focus (shortspear).

Possessions: +3 *chain shirt*, +3 *shortspear*, +2 *amulet of natural armor*, thieves' tools; a red diary of the 200 years of hunger that the vampires have faced, bound in human skin and penned in the blood of Mhao.

Location(s): Level 11A

Moigil, Water Naga Sor14: CR 18; SZ L Aberration (aquatic); HD 7d8+28 plus 4d4+16; hp 100; Init +3 (Dex); Spd 30 ft, swim 50 ft; AC 15 (-1 size, +1 Dex, +5 natural), touch 10, flat-footed 14; BAB/Grp +7/+14; Atk +9 melee (2d6+4 and poison, bite); Space 10 ft; SA poison (1d8/1d8 Con damage, Fort DC 17 resists), spells; SQ darkvision (60 ft.); AL NE; SV Fort +7, Ref +8, Will +12; Str 16, Dex 16, Con 18, Int 11, Wis 17, Cha 18.

Skills: Concentration +14, Knowledge (arcana) +5, Listen +7, Spellcraft +11, Spot +7, Swim +11. *Feats*: Alertness, Combat Casting, Eschew Materials (b), Lightning Reflexes, Silent Spell.

Arcane Spells Known (cast per day 6/7/7/7/4; base DC 14 + spell level): 0—daze, detect magic, disrupt undead, flare, mage hand, open/close, ray of frost, read magic, resistance; 1st—charm person, mage armor, magic missile, ray of enfeeblement, shield; 2nd—blur, Mel's acid arrow, mirror image, see invisibility, web; 3rd—deep slumber, dispel magic, slow, stinking cloud; 4th—confusion, Evar's black tentacles, fear; 5th—feeblemind, hold monster.

Location(s): Level 9D

Morask, Male Goblin Rog10: CR 10; SZ S; HD 10d6+10; hp 50; Init +3 (Dex); Spd 20 ft.; AC 22 (+1 size, +3 Dex, +6 armor, +2 shield), touch 14, flat-footed 19; BAB/Grp +7/+4; Atk +10 melee (1d4+1, small masterwork handaxe, crit x3), or +12 ranged (1d4+1 plus 1d6 cold, +1 *small frost shortbow w/ +1 keen arrows*, crit 19-20/x3, range 60 ft.); Full Atk +10/+5 melee (1d4+1, small masterwork handaxe, crit x3), or +12/+7 ranged (1d4+1 plus 1d6 cold, +1 *small frost shortbow w/ +1 keen arrows*, crit 19-20/x3, range 60 ft.); SA sneak attack (+5d6); SQ darkvision (60 ft.), evasion, skill mastery (Hide, Move Silently, Tumble), trapfinding, trap sense

(+3), uncanny dodge; AL NE; SV Fort +4, Ref +10, Will +4; Str 12, Dex 17, Con 12, Int 11, Wis 13, Cha 10.

Skills: Appraise +4, Balance +6, Bluff +5, Climb +4, Decipher Script +2, Diplomacy +5, Disable Device +4, Escape Artist +8, Hide +17, Intimidate +4, Jump +8, Listen +10, Move Silently +16, Open Lock +6, Search +5, Sleight of Hand +8, Sense Motive +6, Spot +10, Tumble +18, Use Magic Device +2, Use Rope +5. *Feats:* Dodge, Point Blank Shot, Precise Shot, Rapid Shot.

Possessions: +3 small studded leather armor, +1 small buckler, +1 small frost shortbow, +1 keen arrows (x20), masterwork small handaxe, *potion of invisibility*, *potion of cure critical wounds*, and 6,000 gp in gems.

Location(s): Level 10B

Mutated Killer Mimic (“The Dung Monster”): CR 6; SZ L Aberration (Shapechanger); HD 10d8+60; hp 140; Init +1 (Dex); Spd 10 ft., climb 10 ft.; AC 18 (-1 size, +8 natural, +1 Dex), touch 10, flat-footed 18; BAB/Grp +7/+15; Atk +12 melee (1d8+5 plus 1d8 acid plus adhesive, pseudopod); Full Atk +12 melee (1d8+5 [x2] plus 1d8 acid plus adhesive, pseudopod); Space/Reach 10 ft./10 ft.;

SA acid, adhesive, engulf; SQ blindsight (90 ft.), creeping, DR (25/magic), mimic shape, immunity to (acid, cold, electricity, fire, paralysis, poison, polymorph, sleep effects, sonic, stunning), immunity (all mind effects), immunity (critical hits, nonlethal damage, ability damage and drain, energy drain, fatigue, exhaustion), no run, regeneration (25), rejuvenation, SR (100); AL NE; SV Fort +9, Ref +6, Will +8; Str 21, Dex 12, Con 22, Int 10; Wis 13; Cha 10.

Skills: Climb +10, Disguise +13, Listen +8, Spot +8. *Feats:* Alertness, Lightning Reflexes, Weapon Focus (slam).

Acid (Ex): The dung monster’s acid does 1d8 damage with each successful hit and per round to any creature engulfed.

Adhesive (Ex): The Dung monster exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that touch it. The adhesive-covered Dung monster automatically grapples any creature it hits with its slam attack. Opponents so grappled cannot get free while he lives without removing the adhesive first.

A weapon that strikes an adhesive-coated mimic is stuck fast unless the wielder succeeds on a DC 21 Reflex save. A successful DC 20 Strength check is needed to pry it off.

Strong alcohol dissolves the adhesive, but the dung monster still can grapple normally. A mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature dies.

Creeping (Ex): The dung monster can climb any vertical surface and can hang from the underside of any horizontal surface as long as a third of its mass touches a vertical surface. It can pass through any opening through which water could pass.

Crush (Ex): The dung monster deals 1d8+5 points of damage with a successful grapple check.

Engulf (Ex): Although it moves slowly, the dung monster can simply mow down Medium or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The dung monster merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the dung monster, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 20 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent’s choice) as the dung monster moves forward. Engulfed creatures are subject to the dung monster’s acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based.

The dung monster, as a free action, may engulf one previously grappled opponent a round. The target of engulfing resists being engulfed if they succeed in a Strength DC 20 check.

Immunities (Ex): The dung monster is immune to every negative effect known.

Mimic Shape (Ex): The dung monster can assume the general shape of any object that fills roughly 150 cubic feet (5 feet by 5 feet by 6 feet), such as a massive chest, a stout bed, or a wide door frame. The creature cannot substantially alter its size, though. The dung monsters’ body is hard and has a rough texture, no matter what appearance it might present. Anyone who examines the dung monster can detect the ruse with a successful Spot check opposed by the mimic’s Disguise check. Of course, by this time it is generally far too late.

No Run (Ex): The dung monster is unable to run.

Rejuvenation (Ex): Even if the dung monster is somehow destroyed, trapped, transported away, or otherwise rendered inert, it returns to roam Level 1 (and any other level the DM chooses) after 1d4 days.

Skills: The dung monster has a +8 racial bonus on Disguise checks.

Location(s): Level 1

Nadroj the Spectre-Wizard, Wiz7: CR 9; SZ M Undead (incorporeal); HD 7d12; hp 58; Init +7 (Dex, Improved Initiative); Spd 40 ft., fly 80 ft. (perfect); AC 15 (+3 Dex, +2 deflection), touch 15, flat-footed 12; BAB/Grp +3/—; Atk +6 melee touch (1d8 plus energy drain, touch); SA create spawn, energy drain (2 levels, Fort DC 15 to recover), spells; SQ darkvision (60 ft.), incorporeal traits, summon familiar, sunlight powerlessness, turn resistance (+2), undead traits, unnatural aura (30 ft.); AL CE; SV Fort +2, Ref +5, Will +7; Str —, Dex 16, Con —, Int 16, Wis 14, Cha 15.

Skills: Hide +13, Intimidate +12, Knowledge (arcana) +8, Listen +14, Search +12, Spellcraft +10, Spot +14. *Feats:* Alertness, Blind-Fight, Eschew Materials, Improved Initiative, Scribe Scroll.

Skills: Hide +13, Intimidate +12, Knowledge (religion) +12, Listen +14, Search +12, Spot +14, Survival +2. *Feats:* Alertness, Blind-Fight, Eschew Materials, Improved Initiative, Scribe Scroll.

Arcane Spells Prepared (4/5/4/3/1; save DC 13 + spell level, as a 7th-level Wizard): 0—dancing lights, daze, flare, resistance; 1st—magic missile, obscuring mist, shield, shocking grasp, silent image; 2nd—glitterdust, mirror image, scorching ray, web; 3rd—displacement, magic circle against good, slow; 4th—confusion.

Languages: Abyssal, Common, Infernal, and Ignan.

Location(s): Level 4

Oolarg, Male Goblin Bbn4/Rog4: CR 8; SZ S; HD 4d12+24 plus 4d6+24; hp 94 (110); Init +1 (Dex); Spd 40 ft.; AC 17 (15) (+1 size, +1 Dex, +5 armor, [-2 raging]), touch 12 (10), flat-footed 16 (14); BAB/Grp +7/+7 (+8); Atk +14 (+16) melee (1d4+7 [1d4+10], +1 *small keen heavy pick* (two-handed), crit x4) or +9 ranged (1d4+4 [1d4+6], small javelin, range 30 ft.); Full Atk +14/+9 (+16/+11) melee (1d4+7 [1d4+10], +1 *small keen heavy pick* (two-handed), crit x4) or +9 ranged (1d4+4 [1d4+6], small javelin, range 30 ft.); SA rage 2/day, 11 rounds), sneak attack (+2d6); SQ darkvision (60 ft.), evasion, fast movement, illiteracy, trapfinding, trap sense (+1), uncanny dodge (Dex bonus to AC); AL NE; SV Fort +11 (+13), Ref +6, Will +4 (+6); Str 18 (22), Dex 13, Con 22* (26*), Int 10, Wis 14, Cha 13. Parenthetical/brace values indicate changes to stats when in berserk rage.

Skills: Appraise +4, Climb +10 (+12), Hide +10, Intimidate +12, Listen +10, Move Silently +9, Sense Motive +6, Spot +5, Survival +8, Tumble +10. *Feats*: Combat Reflexes, Power Attack, Weapon Focus (heavy pick).

Possessions: Rhino hide armor, +1 *small keen heavy pick*, 3 small javelins, boots of striding and springing, 3 potions of cure moderate wounds, *spiked collar of Constitution (+4), 23 pp, 36 gp, mithral baton worth 500 gp.

Location(s): Level 10B

“The Oracle”: CR 5; T Outsider (evil); HD 8d12; hp 96; Init +4 (Dex); Spd fly 10 ft. (poor); AC 20 (+2 size, +8 natural), touch 12, flat-footed 18; BAB/Grp +8/+0; Atk +10 ranged (*wisdom drain*, beam); SA wisdom drain beam; SQ immunity to ability loss; knowledge, DR (15/epic), SR (40); AL NE; SV Fort +6, Ref +3, Will +20; Str 10; Dex 10, Con 10, Int 30, Wis 20, Cha 12.

Skills: Knowledge (all) +20. *Feats*: Flyby Attack, Hover, Improved Initiative.

Immunity (Ex): The Oracle is immune to all natural and magical forms of ability drains and damage.

Knowledge (Ex): The oracle can contact a greater deity of the outer planes as per a *contact other plane* spell once per week. Any result of “don’t know” on the *contact other plane* table becomes “lie.” The Oracle’s also has knowledge that permits it the equivalent of +20 with all Knowledge skills (including all bonuses).

Wisdom Drain Beam (Ex): The oracle can fire a beam as a standard action, requiring a touch attack against the target. If successful, the target suffers 1d6 Wisdom drain. There is no save allowed. Wisdom drained in this

manner can only be restored through magical means of *greater restoration*, *wish*, or *miracle*.

Location(s): Level 3

Orcus (fully enhanced, no temples destroyed): CR 41; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 63d8+1575; hp 1311; Init +16 (Dex, Improved Initiative); Spd 40 ft., fly 60 ft. (average); AC 67 (-2 size, +12 Dex, +26 natural, +9 insight, +12 profane), touch 41, flat-footed 55; BAB/Grp +63/+89; Atk +86 melee (2d8+25 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +86/+81/+76/+71 melee (2d8+25 plus slaying, *Wand of Orcus* [one-handed]) and +79 melee (2d4+10 plus poison, tail sting), or +81 melee (2d6+20, slam) and +79 melee (2d4+9 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 58), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision (60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (63), telepathy (100 ft.); AL CE; SV Fort +45, Ref +40, Will +39; Str 50, Dex 34, Con 45, Int 28, Wis 28, Cha 34.

Skills: Bluff +78, Concentration +83, Diplomacy +76, Escape Artist +39, Gather Information +61, Intimidate +78, Knowledge (arcana) +75, Knowledge (history [Abyss]) +75, Knowledge (the planes) +75, Knowledge (religion) +75, Knowledge (undead) +75, Listen +71, Move Silently +76, Search +75, Sense Motive +68, Spellcraft +75, Spot +83, Survival +75. *Feats*: Automatic Quicken Spell (0-9th), Blind-Fight, Cleave, Combat Casting, Craft Epic Wand, Craft Wand, Craft Wondrous Item, Create Epic Wand, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Planar Turning, Power Attack, Quicken Spell, Superior Initiative, Undead Mastery, Zone of Animation.

Orcus (one shrine destroyed): CR 39; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 57d8+855; hp 1311; Init +14 (Dex, Improved Initiative); Spd 40 ft., fly 60 ft. (average); AC 63 (-2 size, +10 Dex, +24 natural, +9 insight, +12 profane), touch 39, flat-footed 53; BAB/Grp +57/+81; Atk +78 melee (2d8+23 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +78/+73/+68/+63 melee (2d8+23 plus slaying, *Wand of Orcus* [one-handed]) and +71 melee (2d4+9 plus poison, tail sting), or +73 melee (2d6+18, slam) and +71 melee (2d4+8 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 53), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision (60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (57), telepathy (100 ft.); AL CE; SV Fort +45, Ref +40, Will +39; Str 46, Dex 30, Con 41, Int 28, Wis 28, Cha 34.

Skills: Bluff +72, Concentration +75, Diplomacy +72, Escape Artist +34, Gather Information +58, Intimidate

+72, Knowledge (arcana) +69, Knowledge (history [Abyss]) +69, Knowledge (the planes) +69, Knowledge (religion) +69, Knowledge (undead) +69, Listen +65, Move Silently +68, Search +69, Sense Motive +62, Spellcraft +69, Spot +77, Survival +69. *Feats*: Automatic Quicken Spell (0-6th), Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Planar Turning, Power Attack, Quicken Spell, Superior Initiative, Undead Mastery, Zone of Animation.

Orcus (two shrines destroyed): CR 37; SZH Outsider (Chaotic, Evil, Extraplanar); HD 51d8+663; hp 1071; Init +16 (Dex, Superior Initiative); Spd 40 ft., fly 60 ft. (average); AC 59 (-2 size, +8 Dex, +22 natural, +9 insight, +12 profane), touch 37, flat-footed 51; BAB/Grp +51/+73; Atk +70 melee (2d8+21 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +70/+65/+60/+55 melee (2d8+21 plus slaying, *Wand of Orcus* [one-handed]) and +63 melee (2d4+8 plus poison, tail sting), or +65 melee (2d6+16, slam) and +63 melee (2d4+8 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 48), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision (60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (51), telepathy (100 ft.); AL CE; SV Fort +40, Ref +35, Will +36; Str 42, Dex 26, Con 37, Int 28, Wis 28, Cha 34.

Skills: Bluff +66, Concentration +67, Diplomacy +66, Escape Artist +29, Gather Information +52, Intimidate +66, Knowledge (arcana) +63, Knowledge (history [Abyss]) +63, Knowledge (the planes) +63, Knowledge (religion) +63, Knowledge (undead) +63, Listen +59, Move Silently +60, Search +63, Sense Motive +56, Spellcraft +63, Spot +71, Survival +63. *Feats*: Automatic Quicken Spell (0-3rd), Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Power Attack, Quicken Spell, Superior Initiative, Undead Mastery, Zone of Animation.

Orcus (three shrines destroyed): CR 35; SZ H Outsider (Chaotic, Evil, Extraplanar); HD 45d8+495; hp 855; Init +10 (Dex, Improved Initiative); Spd 40 ft., fly 60 ft. (average); AC 55 (-2 size, +6 Dex, +20 natural, +9 insight, +12 profane), touch 35, flat-footed 49; BAB/Grp +45/+67; Atk +62 melee (2d8+19 plus slaying, *Wand of Orcus* [one-handed]); Full Atk +62/+57/+52/+47 melee (2d8+19 plus slaying, *Wand of Orcus* [one-handed]) and +55 melee (2d4+7 plus poison, tail sting), or +57 melee (2d6+14, slam) and +55 melee (2d4+7 plus poison, tail sting); Space/Reach 15 ft./15 ft.; SA command/rebuke undead, spell-like abilities, spells, fear aura, poison (Fort DC 43), *summon demons*, *summon undead*, *Wand of Orcus*; SQ DR (25/epic and good and cold/iron), darkvision

(60 ft.), immunity (electricity and poison), resistance (acid 10, cold 10, fire 10); outsider traits, speak with dead, SR (45), telepathy (100 ft.); AL CE; SV Fort +35, Ref +30, Will +33; Str 38, Dex 22, Con 33, Int 28, Wis 28, Cha 34.

Skills: Bluff +60, Concentration +59, Diplomacy +60, Escape Artist +24, Gather Information +49, Intimidate +60, Knowledge (arcana) +57, Knowledge (history [Abyss]) +57, Knowledge (the planes) +57, Knowledge (religion) +57, Knowledge (undead) +57, Listen +53, Move Silently +52, Search +57, Sense Motive +50, Spellcraft +57, Spot +65, Survival +57. *Feats*: Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Epic Spellcasting, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Multispell, Power Attack, Quicken Spell, Undead Mastery, Zone of Animation.

In All Forms: Orcus has the following abilities regardless of his condition:

Command/Rebuke Undead (Su): Orcus can command or rebuke undead as a 15th-level cleric. Because of his Undead Mastery feat, Orcus can command up to 150 HD worth of undead at one time.

Fear Aura (Su): Orcus can radiate a 60-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 44 Will save or be affected as though by a fear spell (caster level 35th). A creature that successfully saves cannot be affected again by Orcus's fear aura for one day. The save DC is Charisma-based.

Poison (Ex): Orcus delivers an extremely virulent poison with a successful tail sting. The save DC is Constitution-based.

Orcus's Tail Sting Poison: Injury, Fortitude DC as indicated in the stat block, initial and secondary damage 3d6 Constitution.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 29), *charm monster* (DC 26), *deeper darkness*, *desecrate*, *detect good*, *detect magic*, *detect thoughts* (DC 25), *fear* (DC 26), *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *lightning bolt* (DC 28), *polymorph*, *read magic*, *suggestion* (DC 28), *symbol of death* (DC 30), *symbol of pain* (DC 27), *tongues* (self only), *true seeing*, *unhallow*, *unholy aura* (DC 30), *unholy blight* (DC 26), *wall of fire*; 1/day—*feeblemind* (DC 29). Caster level 35th. The save DCs are Charisma-based.

Spells: Orcus casts spells as a 20th-level necromancer and a 15th-level cleric. His opposed schools are the schools of enchantment and illusion. He has access to the domains of Death, Destruction, and Evil. The save DCs are Intelligence-based (for his necromancer spells) and Wisdom-based (for his cleric spells).

Typical Necromancer Spells Prepared (5/8/7/7/7/6/6/6/6; save DC 19 + spell level): 0—acid splash, arcane mark, dancing lights, disrupt undead, touch of fatigue; 1st—cause fear, chill touch, grease, hold portal, obscuring mist, ray of enfeeblement (x3); 2nd—false life, flaming sphere, ghoul

touch, gust of wind, scare, scorching ray, spectral hand; 3rd—gaseous form, gentle repose, halt undead, haste, ray of exhaustion (x2), vampiric touch; 4th—animate dead, bestow curse, enervation (x2), ice storm, shout, wall of fire; 5th—blight, cloudkill (x2), cone of cold, magic jar, symbol of pain, waves of fatigue; 6th—acid fog, circle of death (x2), create undead (x2), eyebite; 7th—control weather, finger of death (x2), spell turning, waves of exhaustion, limited wish; 8th—create greater undead, horrid wilting (x3), polar ray, iron body; 9th—energy drain (x2), meteor swarm, soul bind, wail of the banshee, wish.

Unholy Cleric Spells Prepared (6/8/7/7/6/6/4/3/2; save DC 19 + spell level): 0—create water, guidance, inflict minor wounds, light, resistance, virtue; 1st—bane, command, detect undead, doom, entropic shield, inflict light wounds (x3); 2nd—bull's strength, death knell, inflict moderate wounds (x3), shatter, silence; 3rd—bestow curse (x2), blindness/deafness, contagion, inflict serious wounds (x2), protection from energy; 4th—death ward, dimensional anchor, divine power, inflict critical wounds (x2), spell immunity; 5th—break enchantment, dispel good, dispel law, slay living (x2), scrying; 6th—geas/quest, harm, mass inflict moderate wounds (x2); 7th—mass inflict serious wounds, repulsion, word of chaos; 8th—cloak of chaos, mass inflict critical wounds.

Domain Spells (Death, Destruction, Evil): 1st—cause fear; 2nd—animate dead; 3rd—magic circle against good; 4th—death ward; 5th—dispel good; 6th—create undead; 7th—destruction; 8th—create greater undead.

Epic Spells (4/day; save DC 29): Mummy dust, peripety, ruin.

Summon Demons (Sp): Three times per day, Orcus can automatically summon one balor, 1d3 nalfeshnees, or 1d4 mariliths. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): As their prince, Orcus can automatically summon up to 100 HD of any type of undead each day. This ability is the equivalent of a 9th-level spell.

Speak with Dead (Su): Orcus can *speak with dead*, as the spell (caster level 35th). This ability is always active and can be negated or dispelled, but Orcus can restart it again as a free action on his next turn.

Skills: Orcus has a +8 racial bonus on Listen and Spot checks.

Wand of Orcus: Mighty Orcus wields a huge black skull-tipped rod that functions as a Large +5 *unholy greatclub*. It slays any living creature it touches if the target fails a DC 40 Fortitude save. Orcus, can at will, shut this ability off so as to allow his wand to pass into the Material Plane (and usually into the hands of one of his servants). Further, the *Wand* has the following powers: 3/day—*animate dead*, *deeper darkness*, *desecrate*, *fear*, and *unhallow*; 2/day—*blasphemy* and *unholy aura*. Caster Level 20th; save DC 25 + spell level.

Location(s): Level 15

Org, Male Goblin Ftr5: CR 5; SZ S; HD 5d10+15; hp 55; Init +8 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 size, +5 armor, +2 shield, +3 Dex), touch 14, flat-footed 18; BAB/Grp +5/+4; Atk +8 melee (1d6+3, small battle axe, crit x3); SQ darkvision (60 ft.); AL LE; SV Fort +7, Ref +5, Will +2; Str 17, Dex 18, Con 17, Int 10, Wis 12, Cha 7.

Skills: Climb +4, Craft (trapmaking) +6, Listen +3, Spot +4, Swim +4. *Feats*: Alertness, Combat Reflexes, Dodge, Expertise, Improved Initiative.

Possessions: Small battleaxe, breastplate, heavy wooden shield, *ring of warmth*, *potion of gaseous form*, 22 gp, key to large box.

Location(s): Level 4A

Ostler, Male Goblin, Rog7: CR 3; SZ S; HD 7d6+14; hp 48; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+1 size, +4 armor, +4 Dex), touch 15, flat-footed 15; BAB/Grp +5/+2; Atk +6 melee (1d6+1, small longsword, crit 19-20); SA sneak attack (+4d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+2), uncanny dodge; AL LE; SV Fort +4, Ref +9, Will +2; Str 12, Dex 19, Con 14, Int 14, Wis 11, Cha 10.

Skills: Balance+2, Disable Device+12, Escape Artist +11, Hide +11, Jump +8, Listen +10, Move Silently +11, Pickpocket +11, Sense Motive +10, Spot +10, Tumble +11, Use Magic Device +9. *Feats*: Alertness, Dodge, Improved Initiative, Mobility, Spring Attack, Sneak Attack +4d6, Evasion, Uncanny Dodge (Dex bonus to AC), Uncanny Dodge (can't be flanked), Set Traps.

Possessions: Small longsword, *potion of invisibility* (3 doses), +2 *small leather armor*, *figurine of wondrous power* (2 golden lions), small sack with 2 gp.

Location(s): Level 4A

Oswald, Male Goblin, Clr7 (Orcus): CR 7; SZ S; HD 7d8+21; hp 62; Init +0; Spd 20 ft. (armor), base 30 ft.; AC 21 (+1 size, +7 armor), touch 11, flat-footed 21; BAB/Grp +5/+2; Atk +8 melee (1d6+2, small heavy mace); SA death touch, rebuke undead (4/day, +2 synergy), spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +2, Will +11; Str 13, Dex 11, Con 17, Int 12, Wis 18, Cha 12.

Skills: Concentration +9, Heal +14, Hide -3, Knowledge (religion) +7, Move Silently -3, Ride +4, Spot +5, Spellcraft +7. *Feats*: Iron Will, Silent Spell, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/5/4/3/2; base DC 14 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—cause fear (x2), cure light wounds (x3); 2nd—hold person (x2), silence, spiritual weapon; 3rd—deeper darkness, dispel magic, prayer; 4th—cure critical wounds, discern lies.

Domain Spells (Death/Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight.

Domain Abilities: Death—Death Touch; 1/day +7 melee touch attack; roll 7d6, if that total is greater than

the opponent's hit points the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: Small heavy mace, half plate, *scroll of 3 divine spells* (CL 14th; *bestow curse, slay living, greater restoration*), *bracers of freedom of movement* (as a ring of freedom of movement), sack with 25 gp.

Location(s): Level 7A

The Overseer, Male Goblin Nec10: CR 10; SZ S; HD 10d4+3; hp 30; Init +1 (Dex); Spd 30 ft.; AC 21 (+4 mage armor, +2 natural, +3 deflection, +1 Dex, +1 size), touch 15, flat footed 20; BAB/Grapple +5/+0; Atk +7 melee (1d3+1, +2 *small dagger*, crit 19-20), or +9 ranged (1d3+1, +2 *small dagger*, range 10 ft.); SA spells; SQ darkvision (60 ft.), summon familiar; AL CE; SV Fort +5, Ref +4, Will +10; Str 9, Dex 13, Con 10, Int 19, Wis 13, Cha 10.

Skills: Concentration +17, Craft (alchemy) +17, Decipher Script +17, Hide +10, Listen +9, Move Silently +13, Spellcraft +17. *Feats:* Combat Casting, Great Fortitude, Iron Will, Scribe Scroll, Spell Focus (Necromancy), Spell Mastery (*read magic, magic missile, ghoul touch, vampiric touch*), Toughness.

Arcane Spells Prepared (4/5/5/4/4/2; save DC 14 + spell level; Necromancy save DC 15 + spell level): 0—daze, detect magic, disrupt undead, read magic; 1st—mage armor (already cast), magic missile (x2), shield, ray of enfeeblement; 2nd—ghoul touch, glitterdust, hypnotic pattern, mirror image, spectral hand; 3rd—dispel magic, lightning bolt, slow, vampiric touch; 4th—enervation, fear, ice storm, lesser globe of invulnerability; 5th—animate dead, cone of cold.

Languages: Common, Draconic, Goblin, Giant, Orc.

Possessions: +2 *amulet of natural armor*, +3 *ring of protection*, +2 *dagger*, *wand of magic missiles* (CL7, 29 charges), *arcane scroll of 3 spells* (CL9, *telekinesis, Bigsby's interposing hand, and fireball*).

Location(s): Level 12

Pandoran, Male Yuan-ti Halfblood Clr8 (Set): CR 13; SZ M Monstrous Humanoid; HD 7d8+7 plus 8d8+8; hp 80; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+1 Dex, +4 natural, +3 *armor*), touch 11, flat-footed 17; BAB/Grapple +13/+15; Atk +17 melee (1d6+3, +1 *scimitar*, crit 18-20), or +15 ranged (1d8+2, composite longbow [Str +2] with masterwork arrows, crit x3, range 110 ft.); Full Atk +17/+12/+7 melee (1d6+3, +1 *scimitar*, crit 18-20), or +15/+10/+5 ranged (1d8+2, composite longbow [Str +2] with masterwork arrows, crit x3, range 110 ft.); SA death touch, poison (Fort DC 14 resists, 1d6/1d6 Con damage), produce acid (3d6 acid touch, 5d6 acid grapple), rebuke undead (7/day, +2 synergy), spells, spell-like abilities; SQ alternate form, aura, chameleon power, darkvision (60 ft.), detect poison, scent, SR (16), spontaneous casting; AL NE; SV Fort +9, Ref +8, Will +16; Str 15, Dex 13, Con 13, Int 18; Wis 20; Cha 18.

Skills: Concentration +21, Heal +15, Hide +11, Knowledge (Underdark) +19, Knowledge (religion) +19, Listen +18, Spellcraft +14, Spot +17. *Feats:* Alertness (b), Blind-Fight (b), Combat Expertise, Dodge, Power Attack, Improved Initiative, Scribe Scroll, Weapon Focus (scimitar).

Unholy Spells Prepared (6/6/4/4/3; save DC 15 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds (x2), doom, entropic shield; 2nd—bull's strength, cure moderate wounds, hold person, inflict moderate wounds; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds; 4th—cure critical wounds, divine power, inflict critical wounds.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—desecrate; 3rd—magic circle against good; 4th—unholy blight.

Domain Abilities: Death—Death Touch; 1/day +5 melee touch attack; roll 8d6, if that total is greater than the opponent's hit points the opponent dies (no save); Evil—Cast evil spells at +1 caster level.

Spell-Like Abilities (save DC 14 + spell level): 3/day—animal trance, cause fear, entangle; 1/day—deeper darkness, neutralize poison, and suggestion.

Possessions: +1 *scimitar*, composite longbow (Str +2), 20 masterwork arrows, +1 *leather armor*, *wand of cure serious wounds* (CL5, 20 charges), *divine scroll of raise dead* (CL12), pouch with 500 pp.

Location(s): Level 12A

Phalen, Male Elven Ghost Wiz10: CR 12; SZ M Undead (incorporeal); HD 10d12; hp 70; Init +2; Spd fly 30 ft. (perfect); AC 14 (12 while ethereal) (+2 Dex, +2 deflection), touch 14 (12), flat-footed 12 (10); BAB/Grapple +5/+4; Atk +7 melee (1d4 plus corruption, incorporeal touch), +6 melee (1d4+1, +2 *dagger*, crit 19-20, against ethereal opponents only), or +9 ranged (1d4+1, +2 *dagger*, against ethereal opponents only, range 10 ft.); SA corrupting gaze (Fort DC 17 resists), corrupting touch, malevolence (Will DC 17 resists), manifestation, spells; SQ incorporeal, rejuvenation, turn resistance (+4), summon familiar; AL LE; SV Fort +3, Ref +5, Will +8; Str (8), Dex 14, Con —, Int 20, Wis 12, Cha 14.

Skills: Concentration +15, Decipher Script +9, Hide +16, Knowledge (arcana) +18, Listen +17, Search +23, Spellcraft +23, Spot +17. *Feats:* Brew Potion, Craft Rod, Craft Wand, Craft Wondrous Item, Empower Spell, Eschew Material (b), Scribe Scroll, Skill Focus (spellcraft).

Arcane Spells Prepared (4/6/5/4/4/3; save DC 15 + spell level): 0—dancing lights, daze, detect magic, flare; 1st—cause fear, magic missile (x3), shield, ray of enfeeblement; 2nd—blindness/deafness, detect thoughts, Mel's acid arrow, mirror image, see invisibility; 3rd—dispel magic, fireball, magic missile (empowered), slow;

4th—bestow curse, fear, minor globe of invulnerability, solid fog, 5th—fireball (empowered), feeblemind, summon monster V.

Location(s): Level 12A

Plethor the Mummy, Clr12 (Orcus): CR 17; SZ M Undead; HD 20d12+3; hp 172; Init +0; Spd 20 ft.; AC 25 (+5 *chain shirt*, +10 natural), touch 10, flat-footed 25; BAB/Grp +13/+20; Atk +20 melee (1d6+10 plus mummy rot, slam), +22 melee (1d6+9, +1 *shortspear*), or +15 ranged (1d6+9, +1 *shortspear*, range 20 ft.); Full Atk +20 melee (1d6+10 plus mummy rot, slam), +22/+17/+12 melee (1d6+11, +1 *shortspear*), or +15 ranged (1d6+8, +1 *shortspear*, range 20 ft.); SA despair (paralyzed with fear, 1d4 rounds, Will DC 16 resists), mummy rot (Fort DC 16 resists, 1d6 Con/1d6 Cha), rebuke undead (5/day), smite (1/day, +4 to hit, +12 damage), spells; SQ aura, damage reduction (5/-), darkvision (60 ft.), increased evil spells, spontaneous casting, undead traits, vulnerability to fire; AL CE; SV Fort +12, Ref +6, Will +18; Str 24, Dex 10, Con —, Int 6, Wis 19, Cha 15.

Skills: Concentration +6, Hide +7, Knowledge (religion) +2, Listen +10, Move Silently +7, Spellcraft +2, Spot +10. *Feats*: Alertness, Combat Casting, Great Fortitude, Lightning Reflexes, Power Attack, Toughness, Weapon Focus (shortspear).

Unholy Spells Prepared (6/6/5/5/3/3/2; save DC 14 + spell level): 0—detect magic, guidance, inflict minor wounds (x2), read magic, resistance; 1st—bane, cause fear, divine favor, entropic shield, inflict light wounds (x2); 2nd—bull's strength, hold person, inflict moderate wounds (x2), silence; 3rd—bestow curse, deeper darkness, dispel magic, inflict serious wounds, protection from energy (fire); 4th—inflict critical wounds, poison, spell immunity; 5th—flame strike, slay living (x2); 6th—greater dispel magic, summon monster VI (bearded devil).

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—desecrate; 3rd—magic circle against good; 4th—inflict critical wounds; 5th—circle of doom; 6th—harm.

Domain Abilities: Destruction—Once per day, Plethor may make a single melee attack with a +4 attack bonus and a +12 damage bonus; Evil—Casts evil spells at +1 caster level.

Possessions: +1 *chain shirt*, +2 *shortspear*, *wand of hold person* (CL 6, 21 charges).

Note: Plethor differs in constructed style from the sample mummy lord in the **MM**.

Location(s): Level 10A

Purbok, Male Hobgoblin Ftr8/Clr3 (Orcus): CR 11; SZ M; HD 8d10+16 plus 3d8+6; hp 100; Init +6 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 26 (+2 Dex, +10 *armor*, +4 *shield*), touch 12, flat-footed 24; BAB/Grapple +10/+13; Atk +17 melee (1d8+8, +3 *longsword*, crit 17-20) or +12 ranged (1d8+3, composite

longbow [Str +3], crit x3, range 110 ft.); Full Atk +17/+12 melee (1d8+8, +3 *longsword*, crit 17-20) or +12/+7 ranged (1d8+3, composite *longbow* [Str +3], crit x3, range 110 ft.); SA spells, smite, feat of strength, rebuke undead (4/day); SQ aura, darkvision (60 ft.), spontaneous casting; AL CE; SV Fort +11, Ref +5, Will +7, Str 16, Dex 15, Con 14, Int 11, Wis 14, Cha 12.

Skills: Concentration +7, Knowledge (religion) +2, Listen +9, Spot +9. *Feats*: Alertness, Cleave, Combat Casting, Improved Critical (*longsword*), Improved Initiative, Power Attack, Scribe Scroll, Weapon Focus (*longsword*), Weapon Specialization (*longsword*).

Unholy Spells Prepared (4/3/2; save DC 12 + spell level): 0—cure minor wounds, detect magic, guidance, resistance; 1st—cure light wounds, divine favor, doom; 2nd—cure moderate wounds, inflict moderate wounds.

Domain Spells (Destruction, Strength): 1st—inflict light wounds; 2nd—bull's strength.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +3 damage bonus; Strength—Once per day, a cleric of Orcus may, as a free action, gain a +3 enhancement bonus to his Strength.

Possessions: +3 *longsword*, +2 *full plate*, +2 *heavy steel shield*, composite *longbow* (Str +3), holy symbol, *potion of cure serious wounds* (CL 7, 3 doses), pouch with 300 pp.

Location(s): Level 12A

Queen Kaja, Female Pixie: CR 6; SZ S Fey; HD 2d6-2; hp 9; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +1/-5; Atk +6 melee (1d4-2, small short sword, crit 19-20) or +7 ranged (1d6-2, small masterwork *longbow*, crit x3, range 100 ft.); SA special arrows; SQ DR (10/cold iron), greater invisibility, low-light vision, spell-like abilities (including *Otto's irresistible dance*), SR (15); AL NG; SV Fort -1, Ref +7, Will +5; Str 7, Dex 19, Con 9, Int 16, Wis 14, Cha 19.

Skills: Bluff +9, Concentration +3, Escape Artist +9, Hide +8, Knowledge (nobility) +5, Listen +9, Move Silently +9, Ride +8, Search +9, Sense Motive +6, Spot +9. *Feats*: Dodge (b), Weapon Finesse.

Languages: Common, Aquan, Elven, Goblin, Sylvan.

Possessions: Small short sword, small masterwork *longbow*, 10 memory loss arrows, 10 sleep arrows, 20 normal arrows.

Location(s): Wilderness

The Ravager (crawler form): CR 30; SZ G Magical Beast; HD 30d10+540; hp 705; Init +7 (Dex); Spd 50 ft., burrow 20 ft.; AC 45 (-4 size, +7 Dex, +32 natural), touch 13, flat-footed 28; BAB/Grp +30/+57; Atk +41 melee (6d6+15, bite, crit x3); Full Atk +41 melee (6d6+15, bite, crit x3) and +39 melee (4d6+7, claws, crit 18-20); S/R 20 ft/15 ft.; SA trample (4d6+22, DC 40 Reflex half); SQ DR (30/epic), darkvision (120 ft.),

death resistance, energy resistance (20), form-shifting, low-light vision, magic disruption (20%), regeneration (20), scent, tremorsense (60 ft.), vampiric healing; AL N; SV Fort +45, Ref +24, Will +19; Str 40, Dex 24, Con 46, Int 6, Wis 25, Cha 24.

Skills: Listen +20, Spot +27. *Feats:* Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Natural Armor (x4), Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack.

Location(s): Level 3B

Revirax the Three-Headed Giant Hell Hound: CR 16; SZ H Outsider (native, evil, fire, lawful); HD 32d8+64; hp 240; Init +5 (Dex, Improve Initiative); Spd 60 ft.; AC 23 (-2 size, +1 Dex, +14 natural), touch 9, flat-footed 22; BAB/Grapp +32/+48; Atk +38 melee (2d8+8 plus 2d6 fire, bite); Full Atk +38 melee (2d8+8 [x3] plus 1d10 fire, bite); SA breath weapon, fiery bite; SQ DR (15/good and magic), darkvision (60 ft.), immunity (fire), scent, vulnerability (cold); SR 18; AL LE; SV Fort +20, Ref +19, Will +18; Str 26, Dex 13, Con 14, Int 6, Wis 10, Cha 6.

Skills: Hide +22, Intimidate +16, Listen +18, Move Silently +24, Spot +22, Survival +22. *Feats:* Cleave, Great Cleave, Improved Initiative, Improved Sunder, Power Attack, Track (b).

Breath Weapon (Su): Once every 2d4 rounds, cone of fire 30 feet long; 3d8+8 points of fire damage; Reflex save (DC 28) for half damage. The fiery breath ignites any flammable materials within the cone.

Fiery Bite (Su): Revirax deals an extra 2d6 points of fire damage every time he bites an opponent, similar in nature as does a flaming weapon.

Skills: Revirax receives a +5 racial bonus to Hide and Move Silently checks. He also receives a +4 racial bonus to Spot checks and a +8 racial bonus to Survival checks when tracking by scent, due to his keen sense of smell.

Location(s): Level 7

Ringmaster, Male Hobgoblin Ftr4: CR 4; SZ M; HD 4d10+4; hp 32; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+1 Dex, +3 armor), touch 11, flat-footed 13; BAB/Grapple +4/+7; Atk +8 melee (1d10+6, heavy flail, crit 19-20), +7 melee (1d4+3, dagger, crit 19-20), or +5 ranged (1d4+3, dagger, range 10 ft.); AL CE; SV Fort +5, Ref +2, Will +1; Str 16, Dex 12, Con 13, Int 9, Wis 10, Cha 9.

Skills: Climb +8, Listen +2, Spot +2. *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Focus (Heavy Flail), Weapon Specialization (Heavy Flail).

Possessions: Heavy flail, dagger, studded leather, 125 gp, in leather pouch (for purses).

Location(s): Level 12A

Rylshhna, Female Sea Hag Wiz5: CR 9; SZ M Monstrous Humanoid (aquatic); HD 3d8+6 plus 5d4+10; hp

34; Init +1 (Dex); Spd 30 ft., swim 40 ft.; AC 14 (+1 Dex, +3 natural), touch 11, flat-footed 13; BAB/Grapp +5/+9; Atk +9 melee (1d4+4, claw) or +7 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.);

Full Atk +9 melee (1d4+4 [x2], claw) or +7 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); SA horrific appearance (2d6 Str damage, Fort DC 13 resists), evil eye (3/day, 30 ft. range, dazed 3 days, Will DC 13 resists), spells; SQ amphibious, SR (14), summon familiar; AL LE; SV Fort +3, Ref +5, Will +8; Str 19, Dex 12, Con 12, Int 16, Wis 13, Cha 15.

Skills: Craft (alchemy) +9, Concentration +9, Knowledge (arcana) +9, Hide +4, Listen +6, Spellcraft +13, Spot +6, Swim +12. *Feats:* Alertness, Craft Wand, Craft Wondrous Item, Scribe Scroll, Toughness.

Arcane Spells Prepared (4/4/3/2; save DC 13 + spell level): 0—dancing lights, daze, flare, resistance; 1st—magic missile (x2), ray of enfeeblement, shocking grasp; 2nd—blur, invisibility, Mel's acid arrow; 3rd—blink, lightning bolt.

Spellbook (in addition to those prepared): 0—all in **PHB**; 1st—grease, true strike; 2nd—darkness; 3rd—fireball.

Languages: Common, Aquan, Draconic, Giant, Infernal.

Possessions: *arcane scroll of fireball* (x2), *wand of ray of enfeeblement* (14 charges), masterwork light crossbow, 20 bolts.

Location(s): Wilderness

Quanall, Female Yuan-ti Halfblood Sor8: CR 13; SZ M Monstrous Humanoid; HD 7d8+7 plus 8d4+8; hp 64; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+2 Dex, +8 natural), touch 12, flat-footed 14; BAB/Grapple +11/+12; Atk +13 melee (1d6+1, masterwork scimitar, crit 18-20) or +14 ranged (1d8+1, composite longbow [Str +1] with masterwork arrows, crit x3, range 110 ft.); Full Atk +13/+8/+3 melee (1d6+1, masterwork scimitar, crit 18-20), or +14/+9/+4 melee (1d8+1, composite longbow [Str +1] with masterwork arrows, crit x3, range 110 ft.); SA poison (Fort DC 14 resists, 1d6/1d6 Con damage), produce acid (3d6 acid touch, 5d6 acid grapple), spells, spell-like abilities; SQ alternate form, chameleon power, darkvision (60 ft.), detect poison, scent, SR (16), summon familiar; AL CE; SV Fort +5, Ref +9, Will +15; Str 13, Dex 15, Con 13, Int 18, Wis 18, Cha 18.

Skills: Concentration +22, Hide +13, Knowledge (underdark) +19, Knowledge (arcana) +20, Listen +16, Spellcraft +23, Spot +16. *Feats:* Alertness (b), Blind-Fight (b), Combat Expertise, Dodge, Empower Spell, Improved Initiative, Scribe Scroll, Spell Focus (Evocation).

Arcane Spells Known (cast per day 6/7/7/6/4; save DC 14 + spell level, Evocation save DC 15 + spell level): 0—dancing lights*, daze, detect magic, detect poison, flare*, ghost sound, read magic, resistance; 1st—burning hands*, disguise self, magic missile*, shield, true strike; 2nd—hypnotic pattern, levitate, Mel's acid arrow;

3rd—haste, lightning bolt*; 4th—dimension door. * Evocation spell.

Spell-Like Abilities (spell save DC 14 + spell level): 3/day—animal trance, cause fear, entangle; 1/day—deeper darkness, neutralize poison, and suggestion.

Possessions: Masterwork scimitar, composite longbow (Str +1), 20 masterwork arrows, *wand of magic missiles* (CL7, 29 charges), *arcane scroll with rainbow pattern* (CL7), gold necklace with 8 rubies worth 3,500 gp, and a pouch containing 200 pp.

Location(s): Level 12A

Saracek the Fallen, Human Skeletal Warrior Ftr8/Blk2: CR 12; SZ M Undead; HD 10d12; hp 100; Init +7 (Improved Initiative, Dex); Spd 30 ft.; AC 17 (+4 natural, +3 Dex), touch 13, flat-footed 14; BAB/Grp +10/+16; Atk +19 melee (2d6+13, +2 *unholy wounding greatsword*, crit 17-20); Full Atk +19/+14 melee (2d6+13, +2 *unholy wounding greatsword*, crit 17-20); SA darkvision (60 ft.), fear aura, smite good (1/day, +2 to hit, +2 damage), spells; SQ aura of evil, dark blessing, detect good, DR (10/magic and bludgeoning), poison use, SR (25), turning immunity, undead traits; AL CE; SV Fort +11, Ref +7, Will +6; Str 22, Dex 16, Con —, Int 13, Wis 14, Cha 14.

Skills: Appraise +3, Climb +14, Diplomacy +5, Hide +8, Intimidate +14, Jump +14, Knowledge (religion) +5, Listen +4, Ride +7, Sense Motive +8, Speak Language, Spot +10, Survival +5. *Feats*: Alertness, Cleave, Combat Expertise, Combat Reflexes, Great Cleave, Improved Critical (greatsword), Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Fear Aura (Su): Saracek is shrouded in an aura of fear. Creatures with less than 5 HD and in a 30-foot radius must succeed on a Will save (DC 17) or be affected as though by *fear* cast by a sorcerer of 10th-level.

Unholy Spells (0/2): cause fear, doom.

Languages: Celestial, Common, and Infernal.

Possessions: +2 *unholy wounding greatsword*, jeweled crown worth 250 gp (*skeleton warrior's circlet*).

Location(s): Level 2

Scar1, Male Bugbear Clr5 (Orcus): CR 7; SZ M; HD 8d8+24; hp 65; Init +0; Spd 30 ft.; AC 18 (+3 natural, +3 armor, +2 shield), touch 10, flat-footed 18; BAB/Grp +5/+8; Atk +9 melee (1d8+3, morningstar) or +5 ranged (1d6+3, javelin); SA spells, rebuke undead; SQ aura, darkvision (60 ft.), increased evil spells, scent, spontaneous casting; AL CE; SV Fort +8, Ref +4, Will +8; Str 17, Dex 10, Con 16, Int 10, Wis 16, Cha 10.

Skills: Concentration +8, Heal +6, Hide +2, Knowledge (religion) +2, Listen +5, Move Silently +10, Spot +5. *Feats*: Alertness, Combat Casting, Run, Weapon Focus (morningstar) (b).

Divine Spells Prepared (5/4/3/2; save DC 13 + spell level): 0—cure minor wounds (x3), guidance, resis-

tance; 1st—bane, cause fear, magic stone, shield of faith; 2nd—cure moderate wounds, hold person, silence; 3rd—prayer, wind wall.

Domain spells (Evil, War): 1st—magic weapon; 2nd—spiritual weapon; 3rd—magic circle against good.

Domain Abilities: Evil—casts evil spells at +1 caster level.

Languages: Common, Goblin.

Possessions: Masterwork morningstar, studded leather armor, heavy wood shield, *wand of cure light wounds* (13 charges), *potion of owl's wisdom*, steel holy symbol of Orcus, 2d6 gp, 3d6 sp.

Location(s): Wilderness

Scramge the Greater Rakshasa, Sor5: CR 16; SZ M Outsider (native); HD 7d8+35 plus 5d4+25; hp 123; Init +4 (Dex, Improved Initiative); Spd 40 ft.; AC: 25 (+4 Dex, +11 natural), touch 14, flat-footed 21; BAB/Grp +10/+12; Atk +12 melee (1d4+1, claws); Full Atk +12 melee (1d4+1 [x2], claws) and +7 melee (1d6, bite); SA detect thoughts (Will DC 20), spells; SQ change shape, DR (20/good and piercing), darkvision (60 ft.), illusions, SR (35); AL LE; SV Fort +5, Ref +5, Will +5; Str 14, Dex 19, Con 20, Int 18, Wis 17, Cha 24.

Skills: Bluff +26*, Concentration +15, Diplomacy +21, Disguise +26*, Intimidate +19, Knowledge (arcana) +9, Listen +18, Move Silently +15, Perform (oratory) +17, Search +14, Sense Motive +18, Spellcraft +16, Spot +18. *Feats*: Alertness, Combat Casting, Dodge, Eschew Material (b), Improved Initiative, Spell Focus (Illusion).

Skills: Scramge has a +4 racial bonus on Bluff and Disguise checks, already factored in above. * When using change shape, Scramge gains an additional +10 circumstance bonus on Disguise checks. If reading an opponent's mind, its circumstance bonus on Bluff and Disguise checks increases by a further +4.

Damage Reduction & Spell Resistance: Scramge's advanced power and life experiences have bolstered his damage reduction and spell resistance to heights seldom attained by other members of his race.

Illusion (Su): Scramge can use illusion spells at will as a free action. These spells cannot cause damage, but are in every other sense real. All 5 senses are affected. This is a supernatural ability unique to Scramge. The effects are similar to the *permanent image* and *veil* spells (Will DC 24), and Scramge counts as an 12th level caster for purposes of this ability.

Arcane Spells Known (cast per day: 6/8/8/8/7/6/4; save DC 17 + spell level, Illusion save DC 18 + spell level): 0—daze, dancing lights, detect magic, flare, ghost sound*, mage hand, message, read magic, resistance; 1st—charm person, magic missile, obscuring mist, shield, ventriloquism*; 2nd—mirror image*, misdirection*, protection from arrows, see invisible, undetectable alignment (as Brd/Clr/Pal version); 3rd—displacement*, major image*, suggestion, summon monster III; 4th—charm monster, confusion, invisibility (greater)*; 5th—false

vision*, persistent image*; 6th—programmed image*.
* illusion spell.

Languages: Abyssal, Common, Elven, Ignan, Infernal, Terran.

Possessions: jade dust (originally worth 800 gp).

Location(s): Level 3

The Seer, Male Human Wiz13: CR 13; SZ M; HD 13d4+13; hp 65; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 deflection), touch 15, flat-footed 13; BAB/Grp +6/+6; Atk +6 melee (1d4, adamantine dagger, crit 19-20); Atk +6/+1 melee (1d4, adamantine dagger, crit 19-20); SA spells; SQ summon familiar; AL LE; SV Fort +7, Ref +6, Will +10; Str 11, Dex 15, Con 13, Int 24*, Wis 14, Cha 19*.

Skills: Bluff +9, Concentration +19*, Craft (alchemy) +13, Craft (jewelry) +10, Diplomacy +8, Knowledge (arcana) +20, Knowledge (history) +17, Knowledge (the planes) +13, Knowledge (underdark) +17, Sense Motive +10, Spellcraft +22, Spot +10. *Feats:* Craft Wondrous Item, Great Fortitude, Improved Initiative, Quicken Spell, Scribe Scroll, Silent Spell, Spell Focus (Divination), Spell Mastery (detect scrying, dimension door, dispel magic, magic missile, scry), Spell Penetration.

Contingency: If hit points drop to less than 20, *stoneskin* on self, providing DR 10/adamantine until it absorbs 130 hp of damage.

Arcane Spells Prepared (4/6/6/6/5/4/3/2; save DC 17 + spell level, Divination save DC 18 + spell level): 0—daze, detect magic, disrupt undead, mage hand; 1st—mage armor, magic missile (x2), obscuring mist, protection from good, shield; 2nd—detect thoughts (x2), endurance, mirror image, see invisibility, web; 3rd—clairaudience/clairvoyance, dispel magic (x2), lightning bolt, slow, stinking cloud; 4th—charm monster, detect scrying, dimension door, scrying, stoneskin; 5th—cone of cold, dominate person, prying eyes, teleport; 6th—chain lightning, globe of invulnerability, true seeing; 7th—dispel magic (quicken), limited wish.

Possessions: Adamantine dagger, wizard's robes, spell component pouch, **headband of spiritual focus*, +3 *ring of protection*, scroll of *forcecage*, scroll of *legend lore*, scroll of *analyze dweomer*, scroll of *wall of force*, scroll of *dismissal*, scroll of *improved invisibility*, scroll of *greater dispelling*, scroll of *polymorph other*, scroll of *remove curse* (all scrolls at CL 13th); he also carries a long, thin golden key that unlocks the secret door to Area 10C-10.

*The *headband of spiritual focus* provides a +4 enhancement bonus to Intelligence, a +2 enhancement bonus to Charisma, and a +5 insight bonus to Concentration checks.

Location(s): Level 10C

Setiathet, Male Half-Elf Clr9 (Set): CR 9; SZ M; HD 9d8+27; hp 78 (currently 73); Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grp +6/+6; Atk +6 melee, or +7 ranged; Full Atk +6/+1

melee, or +7/+2 ranged; SA smite 1/day (+4 to hit, +9 damage), rebuke undead (6/day), spells; SQ half-elven traits, increased evil spells, low-light vision, spontaneous casting; AL LE; SV Fort +9, Ref +4, Will +12; Str 10, Dex 13, Con 16, Int 11, Wis 19, Cha 17.

Skills: Concentration +15, Diplomacy +17. *Feats:* Extra Turning, Iron Will, Scribe Scroll, Spell Focus (necromancy).

Unholy Spells Prepared (6/5/5/4/3/1; save DC 14 + spell level, Necromancy save DC 15 + spell level): 0—detect poison; 1st—*none*; 2nd—darkness, zone of truth; 3rd—prayer; 4th—dismissal, tongues; 5th—*none*.

Domain spells (Destruction, Evil): 1st—protection from good; 2nd—*none*; 3rd—*none*; 4th—*none*; 5th—*none*.

Domain Abilities: Destruction—Smite; 1/day; +4 to attack roll, +9 to damage; Evil—evil spells cast at +1 caster level.

*Due to his captivity, Setiathet has fewer than his maximum number of spells memorized, and has been prevented from praying or resting to regain spells. He needs a full eight hours of rest, access to his holy symbol, and an hour of prayer to Set before he can again gain spells.

Possessions: None.

Location(s): Level 10C

Shana, Female Goblin, Rog7: CR 7; SZ S; HD 7d6+14; hp 44; Init +4; Spd 30 ft.; AC 19 (+1 size, +4 Dex, +4 armor), touch 15, flat-footed; BAB/Grp +5/+2; Atk +8 melee (1d3+2 plus *poison*, *dagger of venom*, crit 19-20), or +7 melee (1d6+1, small longsword, crit 19-20); SA sneak attack (+4d6); SQ darkvision (60 ft.), evasion, poison (Fort DC 14 resists; 1d10/1d10 Con damage), trapfinding, trap sense (+2), uncanny dodge; AL LE; SV Fort +4, Ref +9, Will +2; Str 12, Dex 19, Con 14, Int 14, Wis 11, Cha 10.

Skills: Balance +6, Disable Device +10, Escape Artist +12, Hide +18, Jump +11, Listen +10, Move Silently +18, Ride +8, Sleight of Hand +12, Sense Motive +8, Spot +8, Tumble +12, Use Magic Device +8. *Feats:* Dodge, Mobility, Spring Attack.

Languages: Abyssal, Common, Goblin.

Possessions: Small longsword, *potion of invisibility* (3 doses), +2 *leather armor*, *small dagger of venom*, pouch with 22 pp.

Location(s): Level 7A

Shekahn, Male Human Vampire Ftr8: CR 10; SZ M Undead; HD 8d12; hp 72; Init +8 (Improved Initiative, Dex); Spd 30 ft.; AC 20 (+6 natural, +4 Dex), touch 14, flat-footed 16; BAB/Grp +8/+20; Atk: +21 melee (1d10+13, +3 *halberd*, crit x4) or +16 melee (1d6+8 plus energy drain, slam); Full Atk: +21/+16 melee (1d10+13, +3 *halberd*, crit x4) or +16 melee (1d6+8 plus energy drain, slam); SA blood drain (1d4 Con drain), children of the night, dominate (Will DC 17), create spawn, energy drain (1/round, 2 negative levels, Fort DC 17 regain); SQ

alternate form, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL CE; SV Fort +6, Ref +7, Will +5; Str 26, Dex 19, Con —, Int 13, Wis 16, Cha 16.

Skills: Bluff +10, Climb +12, Hide +12, Jump +16, Listen +15, Move Silently +16, Search +9, Sense Motive +15, Spot +15. *Feats:* Alertness (b), Combat Expertise, Combat Reflexes (b), Dodge (d), Greater Weapon Focus (halberd), Improved Critical (halberd), Improved Grapple, Improved Initiative (b), Lightning Reflexes (b), Mobility, Spring Attack, Weapon Focus (halberd), Weapon Specialization (halberd), Whirlwind Attack.

Possessions: *Bag of tricks* (tan), *chime of interruption*, +2 *cloak of resistance* (from the treasure hoard), +3 *halberd* (also from the hoard).

Location(s): Level 4A

Sheriff Ostland, Male Half-Elf Ari2/Ftr4: CR 5; SZ M; HD 2d8+2 plus 4d10+4; hp 42; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 armor, +1 shield), touch 12, flat-footed 14; BAB/Grp +5/+6; Atk +7 melee (1d8+1, masterwork longsword, crit 19-20); SQ low-light vision, half-elf traits; AL LG; SV Fort +5, Ref +3, Will +5; Str 12, Dex 14, Con 12, Int 14, Wis 12, Cha 14.

Skills: Diplomacy +11, Gather Information +8, Handle Animal +6, Knowledge (local) +6, Listen +4, Ride +7, Search +7, Sense Motive +7, Spot +8, Swim +4. *Feats:* Alertness, Dodge, Combat Expertise, Mounted Combat, Negotiator.

Languages: Common, Elven, Goblin, Orc.

Possessions: Masterwork studded leather, masterwork light steel shield, full helm, surcoat bearing the insignia of his ruler, masterwork long sword, *potion of cure serious wounds* (2 doses), writ of authority, five 20 gp gems, 134 gp, 12 sp.

Location(s): Wilderness

Shralynn, Female Sea Hag Wiz3: CR 7; SZ M Monstrous Humanoid (aquatic); HD 3d8+3d4+12; hp 26; Init +1 (Dex); Spd 30 ft., swim 40 ft.; AC 14 (+1 Dex, +3 natural), touch 11, flat-footed 13; BAB/Grp +4/+8; Atk +8 melee (1d4+4, claw), +9 melee (1d6+6, masterwork shortspear), +8 melee (1d4+4, dagger, crit 19-20), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); Full Atk +8 melee (1d4+4 [x2], claw), or +9 melee (1d6+6, masterwork shortspear) and +8 melee (1d4+4, claw), or +8 melee (1d4+4, dagger, crit 19-20) and +8 melee (1d4+4, claw), or +6 ranged (1d6+4, masterwork shortspear, range 20 ft.); SA horrific appearance (2d6 Str damage, Fort DC 13 resists), evil eye (3/day, 30 ft. range, dazed 3 days, Will DC 13 resists); SQ amphibious, SR (14); AL NE; SV Fort +3, Ref +5, Will +7; Str 19, Dex 12, Con 12, Int 14, Wis 13, Cha 14.

Skills: Concentration +5, Knowledge (arcana) +9, Hide +4, Listen +6, Spellcraft +10, Spot +6, Swim +12. *Feats:* Alertness, Combat Casting, Scribe Scroll, Toughness.

Arcane Spells Prepared (4/3/2; save DC 12 + spell level): 0—daze, detect magic, flare, light; 1st—chill touch, mage armor, magic missile; 2nd—blindness/deafness, flaming sphere.

Spellbook (in addition to those prepared): 0—all in *PHB*; 1st—charm person, shield.

Languages: Common, Aquan, Draconic, Giant.

Possessions: *Wand of burning hands* (22 charges), masterwork shortspear, dagger.

Location(s): Wilderness

Simrath, Male Human Vampire Ftr8: CR 10; SZ M Undead; HD 8d12; hp 72; Init +9 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 25 (+1 Dex, +6 natural, +8 armor), touch 11, flat-footed 24; BAB/Grp +8/+14; Atk +14 melee (1d6+6 plus energy drain, slam) or +17 melee (1d10+13, +2 *bastard sword* [two-handed], crit 19-20); Full Atk +14 melee (1d6+6 plus energy drain, slam) or +17/+12 melee (1d10+13, +2 *bastard sword* [two-handed], crit 19-20); SA blood drain (1d4 Con drain), children of the night, dominate (Will DC 15), create spawn, energy drain (1/round, 2 negative levels, Fort DC 15 regain); SQ alternate form, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead; AL CE; SV Fort +8, Ref +7, Will +7; Str 22, Dex 20, Con —, Int 12, Wis 16, Cha 12.

Skills: Bluff +9, Climb +7, Handle Animal +6, Hide +6, Intimidate +6, Jump +7, Listen +13, Move Silently +6, Ride +9, Search +9, Sense Motive +11, Spot +13, Swim +2. *Feats:* Alertness (b), Blind-Fight, Combat Reflexes (b), Dodge (b), Exotic Weapon Proficiency (bastard sword), Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes (b), Weapon Focus (bastard sword), Mobility, Weapon Specialization (bastard sword).

Languages: Common (archaic), Celestial.

Possessions: Masterwork full plate, +2 *bastard sword*.

Location(s): Wilderness

Sir Kingsly, Male Human Pal12: CR 12; SZ M; HD 12d10+12; hp 85; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grapple +12/+15; Atk +15 melee, or +13 ranged; Full Atk +15/+10/+5 melee, or +13/+8/+3 ranged; SA smite evil (3/day, +4 to attack, +12 damage), spells; SQ aura of courage, detect evil, divine grace, divine health, lay on hands (48 hp/day), remove disease (3/week), turn undead (7/day); AL LG; SV Fort +13, Ref +9, Will +11; Str 16, Dex 12, Con 12, Int 9, Wis 16, Cha 18.

Skills: Heal +18, Ride +16. *Feats:* Cleave, Improved Critical (longsword), Improved Initiative, Leadership, Power Attack, Weapon Focus (longsword).

Divine Spells Prepared (2/2/2; save DC 13 + spell level): None currently prepared.

Location(s): Level 12

Slavers, Male Hobgoblin Ftr5/Clr5 (Orcus): CR 10; SZ M; HD 5d8+5 plus 5d10+5; hp 65; Init +5 (Dex,

Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 19 (+6 armor, +1 Dex, +2 shield), touch 11, flat-footed 18; BAB/Grapple +8/+10; Atk +13 melee (1d8+6, +1 longsword, crit 17-20), or +11 ranged (1d10, masterwork heavy crossbow with adamantine bolts, crit 19-20, range 120 ft.); Full Atk +13/+8 melee (1d8+6, +1 longsword, crit 17-20), or +11 ranged (1d10, masterwork heavy crossbow with adamantine bolts, crit 19-20, range 120 ft.); SA rebuke undead (4/day), smite, spells; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +2, Will +8; Str 16; Dex 13, Con 12, Int 11, Wis 16, Cha 12.

Skills: Concentration +9, Listen +8, Spellcraft +8, Spot +7. *Feats:* Alertness, Combat Casting, Dodge, Improved Critical (longsword), Improved Initiative, Weapon Focus (longsword), Weapon Specialization (longsword).

Unholy Spells Prepared (5/4/3/2; save DC 13+ spell level): 0—cure minor wounds (x2), guidance, resistance, virtue; 1st—cure light wounds, divine favor, doom, protection from good; 2nd—bull's strength, cure moderate wounds, hold person; 3rd—cure serious wounds, dispel magic.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—contagion.

Domain Abilities: Evil—Cast evil spells at +1 caster level; Destruction—Once per day, a priest of Orcus may make a single melee attack with a +4 attack bonus and a +5 damage bonus.

Possessions: +1 longsword, +1 chainmail, heavy steel shield, masterwork heavy crossbows, 20 adamantine bolts, pouch with 100 gp.

Location(s): Level 12

Slavish, Male Human Lich Sor18: CR 20; SZ M Undead; HD 18d12+3; hp 158; Init +2 (Dex); Spd 30 ft.; AC 21 (+2 Dex, +7 natural, +2 deflection), touch 14, flat-footed 19; BAB/Grap +9/+9; Atk +9 melee touch (1d8+5, [Will DC 25 halves], negative energy touch); SA fear aura (60 ft., Will DC 26 resists), paralyzing touch (Fort DC 26 resists), spells; SQ damage reduction (15/bludgeoning and magic), immunities (cold, electricity, polymorph, and mind-affecting attacks), summon familiar, turn resistance (+4), undead traits; AL LE; SV Fort +6, Ref +10, Will +14; Str 10, Dex 14, Con —, Int 16, Wis 16, Cha 24.

Skills: Concentration +25, Knowledge (arcana) +24, Knowledge (the planes) +24, Listen +23, Spot +24, Spellcraft +26, Survival +3 (+5 on other planes). *Feats:* Combat Casting, Craft Staff, Craft Wand, Craft Wondrous Item, Great Fortitude, Lightning Reflexes, Scribe Scroll, Toughness.

Arcane Spells Known (cast per day: 6/8/8/8/7/7/7/5/3; save DC 17 + spell level): 0—arcane mark, dancing lights, daze, detect magic, detect poison, mage hand, mending, open/close, read magic; 1st—burning hands, identify, magic missile, ray of enfeeblement, sleep; 2nd—invisibility, Mel's acid arrow, mirror image, protection from arrows, see invisibility; 3rd—dispel magic, haste, lightning bolt, slow; 4th—fire shield (cold), lesser globe of invulnerability,

rainbow pattern, wall of ice; 5th—cone of cold, dominate person, feeblemind, mind fog; 6th—circle of death, disintegrate, summon monster VI; 7th—delayed blast fireball, finger of death, power word (blind); 8th—greater shout, incendiary cloud, mass charm monster, protection from spells; 9th—power word (stun).

Languages: Common, Draconic, Elvish, Gnome, Infernal.

Possessions: +2 robe of protection (as amulet of natural armor); +2 ring of protection; brooch of shielding; wand of cone of cold (CL 12, 32 charges); staff of harming (30 charges, see side box for description); cloak of charisma +2; phylactery—small metal box (hardness 10; hp 40), locked (Open Locks [DC 30], no key), containing strips of parchment inscribed with magical runes. The phylactery is attached to Slavish's belt with a leather strap.

Location(s): Level 10A

Snaggletooth, the Faerie Dragon: CR 5; SZ T Dragon; HD 4d12+4; hp 41; Init +9 (Dex, Improved Initiative); Spd 10 ft., fly 60 ft. (good); swim 30 ft.; AC 20 (+2 size, +5 Dex, +3 natural), touch 15, flat-footed 15; BAB/Grap +3/-5; Atk +10 melee (1d2, bite); Space/Reach 2-1/2 ft./0 ft.; SA breath weapon, spells; SQ darkvision (60 ft.), dragon traits, invisibility, low-light vision, SR (19), telepathy; AL NG; SV Fort +5, Ref +9, Will +8; Str 11, Dex 21, Con 12, Int 16, Wis 19, Cha 18.

Skills: Concentration +6, Hide +19, Knowledge (nature) +8, Listen +13, Move Silently +15, Search +13, Spot +13, Survival +6, Swim +12. *Feats:* Hover, Flyby Attack, Improved Initiative, Weapon Finesse.

Arcane Spells Known (8th-level sorcerer; cast per day 6/7/7/6/4; save DC 14 + spell level): 0—daze, detect poison, detect magic, flare, mage hand, message, prestidigitation, ray of frost; 1st—charm person, magic missile, reduce person, shield, summon monster I; 2nd—mirror image, see invisible, protection from arrows; 3rd—gaseous form, nondetection; 4th—greater invisibility.

Druid Spells (8th-level druid; 6/5/4/4/2; save DC 13 + spell level): 0—create water, cure minor wounds, detect magic, know direction, purify food and drink, read magic; 1st—cure light wounds, entangle, faerie fire, hide from animals, obscuring mist; 2nd—cat's grace, fog cloud, summon swarm, warp wood; 3rd—cure moderate wounds, meld into stone, snare, water breathing; 4th—dispel magic, scrying.

Breath Weapon (Su): Cone, 5 feet, once every 1d4 rounds; Reflex save DC 13 or wander aimlessly in a state of euphoric bliss for 2d6 rounds (similar to a *confusion* effect). Creatures so affected can take no action other than a move action and lose their Dexterity bonus to AC.

Invisibility (Sp): Snaggletooth can become invisible at will as if using the *greater invisibility* spell (caster level 6th). This effect can be dispelled, but the faerie dragon can create it again as a free action on its next turn.

Telepathy (Su): Faerie dragons can communicate telepathically with one another with a range of 2 miles.

Skills: Faerie dragons have a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Languages: Common, Draconic, Elven, Sylvan.

Possessions: small pouch (spell components).

Location(s): Level 3

Note: Snaggletooth is a rare type of faerie dragon, one whom can use both sorcerer and druid spells.

Socrates, Male Human, Mnk5: CR 5; SZ M; HD 5d8+10; hp 17; Init +3 (Dex); Spd 40 ft.; AC 16 (+2 Dex, +1 monk, +3 Wis), touch 16, flat-footed 14; BAB/Grp +3/+6; Atk +6 melee (1d8+3, unarmed strike); Full Atk +5/+5 melee (1d8+3, flurry of blows); SA flurry of blows, unarmed strike; SQ evasion, still mind, *ki* strike (magic), purity of body, slow fall (20 ft.); AL LG; SV Fort +6, Ref +6, Will +7; Str 16, Dex 15, Con 14, Int 13, Wis 17, Cha 12.

Skills: Balance +10, Escape Artist +7, Hide +10, Jump +13, Listen +11, Move Silently +10, Spot +5, Tumble +10. **Feats:** Deflect Arrows (b), Dodge, Mobility, Run, Stunning Fist (b), Slow Fall (20 ft.).

Possessions: Robes, worry stone, cubes of incense (x3).

Location(s): Level 5

Swoana, Female Human Vampire, Com3: CR 4; SZ M Undead; HD 3d12; hp 26; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+2 Dex, +9 natural), touch 12, flat-footed 19; BAB/Grp +1/+3; Atk +3 melee (1d6+2 plus energy drain, slam); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 15 resists), energy drain (2 negative energy levels, Fort DC 15 recovers); SQ alternate form, children of the night, create spawn, DR (0/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL CE; SV Fort +1, Ref +5, Will +9; Str 14, Dex 15, Con —, Int 13, Wis 18, Cha 18.

Skills: Bluff +12, Disable Device +4, Hide +10, Intimidate +7, Jump +8, Listen +12, Move Silently +10, Search +9, Sense Motive +12, Spot +12, Use Rope +4. **Feats:** Alertness (b), Combat Reflexes (b), Dodge (b), Improved Initiative (b), Iron Will, Lightning Reflexes (b), Skill Focus (Move Silently).

Possessions: +3 *amulet of natural armor*, *unhallowed doll* (radiates an *unhallow* and *deseccate* spells in a 100-foot radius).

Location(s): Level 11A

Teran, Female Drow Wiz7: CR 8; SZ M; HD 7d4+3; hp 23; Init +1 (Dex); Spd 30 ft.; AC 13 (+1 Dex, +2 deflection), touch 13, flat-footed 12; BAB/Grapple +3/+2; Atk +4 melee (1d4+1, +2 *keen dagger*, crit 17-20) or +4 ranged (1d4 plus poison, hand crossbow, crit 19-20,

range 30 ft.); SA spells, spell-like abilities, poison (drow poison, Fort DC 13 resists, unconsciousness/unconscious 2d4 hours); SQ darkvision (120 ft.), light blindness, SR (18), summon familiar; AL LE; SV Fort +2, Ref +3 Will +6 (+8 vs. spells and spell-like abilities); Str 8; Dex 13, Con 10, Int 18, Wis 12, Cha 12.

Skills: Concentration +10, Knowledge (arcana) +14, Knowledge (Underdark) +14, Listen +7, Move Silently +3, Search +10, Spellcraft +16, Spot +3. **Feats:** Combat Casting, Craft Wand, Dodge, Quickened Spell, Scribe Scroll, Toughness.

Spell-Like Abilities (1/day; save DC 12): dancing lights, darkness, and faerie fire.

Arcane Spells Prepared (4/5/4/3/2; save DC 14 + spell level): 0—detect magic, daze, read magic, resistance; 1st—charm person, magic missile (x2), mage armor (already cast), shield; 2nd—invisibility, levitate, Mel's acid arrow, mirror image; 3rd—dispel magic, fireball, fly; 4th—arcane eye, rainbow pattern.

Spellbook (containing all those spells above plus the following): 0—all; 1st—alarm, cause fear, color spray, hold portal, identify, shocking grasp, sleep; 2nd—arcane lock, cat's grace, knock, protection from arrows; 3rd—lightning bolt, major image, slow; 4th—dimension door.

Languages: Draconic, Dwarf, Elven, Goblin, Undercommon.

Possessions: +2 *ring of protection*, +2 *keen dagger*, *wand of lightning bolts* (27 charges), hand crossbow, 20 bolts coated in sleep poison, *arcane scroll* (magic missile [CL5], shield [CL3], *cat's grace* [CL5], and *slow* [CL5]), spellbook.

Location(s): Level 12A

Theron, Male Human Clr16 (Orcus): CR 16; SZ M; HD 16d8+32; hp 125; Init +5 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 26 (+9 armor, +1 Dex, +4 shield, +2 deflection), touch 13, flat-footed 25; BAB/Grapple +12/+14; Atk +18 melee (1d8+5 plus 1d6 fire, +3 *flaming heavy mace*); Full Atk +18/+13/+8 melee (1d8+5 plus 1d6 fire, +3 *flaming heavy mace*); SA rebuke undead (5/day, +2 synergy), smite, spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +12, Ref +8, Will +16; Str 14, Dex 13, Con 14, Int 13, Wis 22, Cha 15.

Skills: Concentration +21, Knowledge (religion) +20, Knowledge (the Planes) +20, Listen +8, Spellcraft +20, Spot +8, Survival +6. **Feats:** Alertness, Combat Casting, Improved Initiative, Lightning Reflexes, Scribe Scroll, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/7/7/6/5/5/4/3/2; save DC 16 + spell level): 0—cure minor wounds, detect magic, guidance, mending, read magic, resistance; 1st—bane, cause fear, cure light wounds, detect good, divine favor, doom, endure elements (lightning); 2nd—bull's strength, cure moderate wounds, death knell, bear's endurance, hold person, inflict moderate wounds, silence; 3rd—bestow curse, cure serious wounds, dispel magic, inflict serious wounds, invisibility purge, searing light; 4th—cure critical

wounds, death ward, divination, inflict critical wounds, poison; 5th—commune, flame strike, mass inflict light wounds, slay living, spell resistance; 6th—blade barrier, greater dispelling, planar ally, harm, heal; 7th—blasphemy, repulsion, summon monster VII; 8th—mass cure critical wounds, unholy aura.

Domain Spells (Destruction, Evil): 1st—protection from good; 2nd—desecrate; 3rd—contagion; 4th—inflict critical wounds; 5th—dispel good; 6th—harm; 7th—disintegrate; 8th—unholy aura.

Domain Abilities: Destruction—Once per day, Theron may make a single melee attack with a +4 attack bonus and a +16 damage bonus; Evil—Cast evil spells at +1 caster level. He may make a smite attack once per day (see below).

Possessions: +3 flaming heavy mace, +1 full plate, +2 heavy steel shield, +2 ring of protection, wand of flame strike (CL10, 18 charges).

Location(s): Level 12

Trezelle, Male Human Vampire, Ftr14: CR 16; Size M Undead; HD 14d12; hp 146; Init +8 (Dex, Improved Initiative); Spd 20 ft. (armor), base 30 ft.; AC 32 (+1 Dex, +6 natural, +11 armor, +4 shield), touch , flat-footed ; BAB +14/+21; Atk +26 melee (1d8+14 plus wounding and energy drain, *The Glutton*, crit 17-20) or +22 melee (1d6+9 plus energy drain, unarmed attack); Atk +26/+21/+16 melee (1d8+14 plus wounding and energy drain, *The Glutton*, crit 17-20) or +22/+17/+12 melee (1d6+9 plus energy drain, unarmed attack); SA blood drain (1d4 Con drain), domination (range 30 ft., Will DC 21 resists), energy drain (1/round, 2 negative energy levels, Fort DC 21 recovers); SQ alternate form, children of the night, create spawn, DR (10/silver and magic), fast healing (5), gaseous form, resistance (cold 10, electricity 10), spider climb, turn resistance (+4), undead traits; AL LE; SV Fort +9, Ref +10, Will +6; Str 24, Dex 19, Con —, Int 14, Wis 15, Cha 16.

Skills: Bluff +11, Climb +13, Craft (alchemy) +4, Craft (weapon smithing) +18, Handle Animal +17, Hide +12, Knowledge (nature) +3, Listen +12, Move Silently +12, Ride +21, Search +10, Sense Motive +10, Speak Language, Spot +12. *Feats:* Alertness (b), Blind-Fight, Cleave, Combat Reflexes (b), Dodge (b), Greater Cleave, Greater Weapon Focus (longsword), Greater Weapon Specialization (longsword), Improved Initiative (b), Improved Trip, Improved Unarmed Strike, Lightning Reflexes (b), Mounted Combat, Power Attack, Weapon Focus (longsword), Weapon Focus (unarmed strike), Weapon Specialization (longsword), Weapon Specialization (unarmed strike).

Languages: Common, Draconic, Infernal.

Possessions: +3 full plate, +3 longsword: “*The Glutton*” (see side box on Level 11A), +2 heavy steel shield (casts protection from good once per day).

Location(s): Level 11A

Tribitz, Male Goblin Clr12 (Orcus): CR 12; SZ S; HD 12d8; hp 60; Init +1 (Dex); Spd 20 ft.; AC 24 (+1 size, +1 Dex, +10 armor, +2 shield.), touch 12, flat-footed 23; BAB/Grapple +9/+5; Atk +13 melee (1d6+2 plus 2d6 vs. good, +2 small unholy morningstar) or +12 ranged (1d6, masterwork small light crossbow, crit 19-20, range 80 ft.); Full Atk +13/+8 melee (1d6+2 plus 2d6 vs. good, +2 small unholy morningstar) or +12 ranged (1d6, small masterwork light crossbow, crit 19-20, range 80 ft.); SA rebuke undead (5/day, +2 synergy), spells, smite; SQ aura, darkvision (60 ft.), increased evil spells, spontaneous casting; AL CE; SV Fort +10, Ref +7, Will +13; Str 10, Dex 13, Con 10, Int 12, Wis 20*, Cha 14.

Skills: Concentration +15, Heal +19, Knowledge (religion) +7, Listen +7, Sense Motive +10, Spot +7. *Feats:* Alertness, Combat Casting, Great Fortitude, Lightning Reflexes, Weapon Focus (morningstar).

Unholy Spells Prepared (6/7/5/5/4/4/2; save DC 15 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cause fear, cure light wounds, divine favor, doom, entropic shield, sanctuary; 2nd—cure moderate wounds, darkness, hold person, inflict moderate wounds, silence; 3rd—blindness/deafness, cure serious wounds, dispel magic, inflict serious wounds, prayer; 4th—cure critical wounds, divine power, inflict critical wounds, summon monster IV; 5th—flame strike, greater command, slay living, spell resistance; 6th—greater dispelling, harm.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—unholy blight; 5th—circle of doom; 6th—create undead.

Domain Abilities: Destruction—Once per day, a cleric of Orcus may make a single melee attack with a +4 attack bonus and a +12 damage bonus; Evil—Casts evil spells at a +1 caster level.

Possessions: +2 small unholy morningstar, +2 small full plate, +1 small light steel shield, masterwork small light crossbow, 20 bolts, holy symbol of Orcus, *periapt of wisdom* (+2), *potion of cure critical wounds* (CL9, 3 doses), key to Area 12A-39 on chain around neck.

Location(s): Level 12A

Thiris, Male High Elf Ftr4: CR 4; SZ M; HD 4d10; hp 8 (normally 25); Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +4/+6; Atk +6 melee, or +6 ranged; SQ elf traits; AL LN; SV Fort +3 (with diminished Constitution), Ref +3, Will +1; Str 14, Dex 14, Con 8 (normally 11), Int 11, Wis 11, Cha 13.

Skills: Listen +4, Search +4, Spot +5. *Feats:* Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Location(s): Level 12

Thorillith, Male Yuan-ti Halfblood Rgr9: CR 14; SZ M Monstrous Humanoid; HD 7d8+7 plus 9d8+9; hp 88;

Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+2 Dex, +4 natural, +5 *armor*), touch 12, flat-footed 19; BAB/Grapple +16/+19; Atk +22 melee (1d6+5, +2 *scimitar*, crit 18-20) or +20 ranged (1d8+3, composite longbow [Str +3] with masterwork arrows, crit x3, range 110 ft.); Full Atk +22/+17/+12/+7 melee (1d6+5, +2 *scimitar*, crit 18-20), or +20/+15/+10/+5 melee (1d6+5, +2 *scimitar*, crit 18-20) and +20/+15 melee (1d6+4, +1 *short sword*, crit 19-20), or +20/+15/+10/+5 ranged (1d8+3, mighty composite longbow [Str +3] with masterwork arrows, crit x3, range 110 ft.); SA favored enemies (elf +4, magical beasts +2), poison (Fort DC 14 resists, 1d6/1d6 Con damage), produce acid (3d6 acid touch, 5d6 acid grapple), spells, spell-like abilities; SQ alternate form, animal companion, chameleon power, darkvision (60 ft.), detect poison, evasion, scent, SR (16), swift tracker, woodland stride, wild empathy; AL CE; SV Fort +9, Ref +9, Will +12; Str 16, Dex 14, Con 13, Int 18, Wis 18, Cha 16.

Skills: Climb +15, Concentration +11, Hide +23, Knowledge (Underdark) +21, Knowledge (religion) +21, Listen +28, Search +21, Spot +28, Survival +19. *Feats:* Alertness (b), Blind-Fight (b), Combat Expertise, Dodge, Endurance (b), Improved Initiative, Improved Two-Weapon Fighting (b), Mobility, Skill Focus (Survival), Spring Attack, Two-Weapon Fighting (b), Weapon Focus (scimitar), Track (b).

Ranger Spells Prepared (2/1; save DC 14+ spell level): 1st—alarm, pass without trace; 2nd—detect good.

Spell-Like Abilities (spell save DC 13 + spell level): 3/day—animal trance, cause fear, entangle; 1/day—deeper darkness, neutralize poison, and suggestion.

Possessions: +2 *scimitar*, +1 *short sword*, composite longbow (Str +3), 20 masterwork arrows, +2 *studded leather armor*, pouch with 400 pp.

Location(s): Level 12A

Thub Dourberry, Male Pixie: CR 4; HD 1d6-1; hp 2; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grapple +0/-6; Atk +5 melee (1d4-2, small short sword, crit 19-20) or +5 ranged (1d6-2, small longbow, crit x3, range 100 ft.); SA special arrows, spell-like abilities; SQ DR (10/cold iron), greater invisibility, low-light vision, SR (15); AL NG; SV Fort -1, Ref +6, Will +4; Str 7, Dex 18, Con 9, Int 16, Wis 14, Cha 16.

Skills: Bluff +7, Concentration +3, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. *Feats:* Dodge (b), Weapon Finesse.

Languages: Common, Aquan, Auran, Draconic, Sylvan.

Possessions: Small short sword, small longbow, 2 memory loss arrows, 4 sleep arrows, 20 normal arrows.

Location(s): Wilderness

Tibor, Relnek, and Phesor, Male Human Clr12 (Orcus): CR 12; SZ M; HD 12d8+12; hp 65; Init +1,

Spd 20 ft. (armor), base 30 ft. base; AC 19 (+1 Dex, +6 armor, +2 shield); BAB/Grapple +9/+10; Atk +12 melee (1d8+2, +1 *heavy mace*); Full Atk +12/+7 melee (1d8+2, +1 *heavy mace*); SA smite, spells, rebuke undead (5/day, +2 bonus); SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +5, Will +12; Str 13, Dex 13, Con 12, Int 13, Wis 18, Cha 14.

Skills: Concentration +16, Knowledge (religion) +16, Listen +13, Spellcraft +16, Spot +14. *Feats:* Alertness, Brew Potion, Combat Casting, Scribe Scroll, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/6/5/5/4/3/2; save DC 14 + spell level): 0—cure minor wounds, detect magic, guidance, mending, read magic, resistance; 1st—bane, cause fear, cure light wounds, divine favor, doom, endure elements (lightning); 2nd—bull's strength, cure moderate wounds, endurance, hold person, inflict moderate wounds; 3rd—cure serious wounds, dispel magic, inflict serious wounds, invisibility purge, searing light; 4th—cure critical wounds, death ward, inflict critical wounds, poison; 5th—flame strike, mass inflict light wounds, slay living; 6th—heal, planar ally.

Domain Spells (Destruction/Evil): 1st—protection from good; 2nd—desecrate; 3rd—contagion; 4th—inflict critical wounds; 5th—dispel good; 6th—harm.

Domain Abilities: Destruction—Once per day, a priest of Orcus may make a single melee attack with a +4 attack bonus and a +12 damage bonus; Evil—Cast evil spells at +1 caster level.

Possessions: +1 *heavy mace*, +1 *chainmail*, heavy steel shield, *potion of cure critical wounds* (CL10).

Location(s): Level 12

Torturer, Male Goblin Rog6/Wiz6: CR 12; SZ S; HD 6d6 plus 6d4+3; hp 40; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 20 (+2 *amulet*, +4 *mage armor*, +3 Dex, +1 size), touch 14, flat-footed 17; BAB/Grapple +7/+3; Atk +13 melee (1d4+2, +2 *small short sword*, crit 19-20) or +12 ranged (1d3+1, +1 *small dagger*, range 10 ft.); Full Atk +13/+8 melee (1d4+2, +2 *small short sword*, crit 19-20) or +12/+7 ranged (1d3+1, +1 *small dagger*, range 10 ft.); SA sneak attack (+3d6), spells; SQ darkvision (60 ft.), evasion, summon familiar, trap finding, trap sense (+2), uncanny dodge (Dex bonus to AC, cannot be flanked); AL CE; SV Fort +4, Ref +10, Will +7; Str 10, Dex 16, Con 11, Int 16, Wis 11, Cha 12.

Skills: Balance +14, Bluff +10, Concentration +9, Craft (Alchemy) +14, Diplomacy +5, Gather Information +10, Hide +15, Jump +2, Intimidate +12, Knowledge (arcana) +12, Listen +11, Move Silently +16, Sense Motive +9, Sleight of Hand +5, Spellcraft +14, Spot +11, Tumble +12, Use Rope +12. *Feats:* Alertness, Brew Potion, Dodge, Scribe Scroll, Skill Focus (Craft [Alchemy]), Toughness, Weapon Finesse.

Arcane Spells Prepared (4/4/4/3; save DC 13 + spell level): 0—daze, detect magic, ghost sound, resistance; 1st—burning hands, mage armor (already cast), magic

missile, spider climb; 2nd—alter self, cat's grace, invisibility, mirror image; 3rd—haste, keen edge, slow.

Languages: Abyssal, Common, Dwarf, Goblin.

Possessions: +2 *small short sword*, +1 *small daggers* (x2), +2 *amulet of natural armor*, *potion of bull's strength* (CL5, 2 doses).

Location(s): Level 12

Trilok, Captain of the Guard, Male Goblin Ftr8: CR 8; SZ S; HD 8d10+8; hp 60; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+1 size, +2 Dex, +6 armor, +2 shield), touch 13, flat-footed 19; BAB/Grapple +8/+6; Atk +14 melee (1d4+6, +2 *small short sword*, crit 17-20); Full Atk +14/+9 melee (1d4+6, +2 *small short sword*, crit 17-20); SQ darkvision (60 ft.); AL CE; Fort +7, Ref +4, Will +2; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 11.

Skills: Climb +10, Jump +12, Listen +2, Move Silently +5, Spot +7. *Feats:* Alertness, Cleave, Dodge, Improved Critical (short sword), Improved Initiative, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +2 *small chain shirt*, +1 *small light steel shield*, +2 *small short sword*.

Location(s): Level 12A

Turane, Male Human Wiz9: CR 9; SZ M; HD 9d4+18; hp 46; Init +2 (Dex); Spd 30 ft.; AC 15 (+2 Dex, +3 deflection), touch 15, flat-footed 13; BAB/Grap +4/+5; Atk +5 melee (1d4+1, dagger, crit 19-20); SA spells; AL NE; SV Fort +5, Ref +5, Will +10; Str 13, Dex 15, Con 15, Int 18, Wis 14, Cha 13.

Skills: Concentration +14, Craft (alchemy) +16, Hide +8 (+18 with ring), Knowledge (arcana) +16, Knowledge (geography) +12, Knowledge (local) +12, Knowledge (nature) +12, Spellcraft +18. *Feats:* Brew Potion, Combat Casting, Iron Will, Scribe Scroll, Silent Spell, Spell Focus (enchantment), Still Spell.

Arcane Spells Prepared (5/6/6/5/4/2; save DC 14 + spell level; Enchantment DC 15 + spell level): 0—dancing lights, daze*, detect magic, flare, read magic; 1st—color spray, mage armor, magic missile (x2), shield, sleep*; 2nd—invisibility (x2), Mel's acid arrow, mirror image, protection from arrows, see invisibility; 3rd—deep slumber*, displacement, fly, lightning bolt, tongues; 4th—charm monster*, confusion*, dimension door, stonesskin; 5th—dimension door (silenced), dispel magic (silenced/stilled).

Spellbook (in addition to those prepared): 0—all in PHB; 1st—alarm, comprehend languages, ray of enfeeblement; 2nd—arcane lock, fox's cunning, knock; 3rd—dispel magic, fireball, heroism*; 4th—fire trap, phantasmal killer; 5th—cone of cold, dominate person*, waves of fatigue.

Languages: Common, Draconic, Giant, Goblin, Infernal.

Possessions: Robes, spellbook, dagger, *wand of hold person* (12 charges remain), +3 *ring of protection*, *ring of*

chameleon power, *potion of cure serious wounds* (x2), *potion of invisibility* (x2), *potion of fly*, *potion of mage armor*, *potion of protection from arrows*, and 1,000 gp in diamond dust (the component for stonesskin x4). He also carries folded in his spellbook a map to a fire-trapped chest containing 1,100 gp.

Location(s): Wilderness

Ubar, Male Goblin, Wiz9: CR 9; SZ S; HD 9d4+18; hp 42; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+1 size, +4 Dex), touch 14, flat-footed 11; BAB/Grap +4/+1; Atk +5 melee (1d3+1, small dagger, crit 19-20), or +8 ranged (1d3+1, dagger, range 10 ft.); SQ darkvision (60 ft.), summon familiar; AL NE; SV Fort +5, Ref +7, Will +10; Str 13, Dex 19, Con 15, Int 18, Wis 14, Cha 13.

Skills: Craft (alchemy) +16, Concentration +14, Diplomacy +7, Escape Artist +10, Knowledge (arcana) +16, Spellcraft +18, Use Rope +4 (+6 with bindings). *Feats:* Combat Casting, Dodge, Improved Initiative, Iron Will, Scribe Scroll, Spell Mastery (4).

Arcane Spells Prepared (5/6/6/5/4/2; save DC 14 + spell level): 0—daze, detect magic, flare, read magic, resistance; 1st—color spray, mage armor, magic missile (x2), shield, shocking grasp; 2nd—invisibility (x2), Mel's acid arrow, mirror image, protection from arrows, see invisibility; 3rd—blink, dispel magic, haste, lightning bolt, slow; 4th—fear, greater invisibility, ice storm, stonesskin; 5th—summon monster V, transmute rock to mud.

Languages: Common, Draconic, Goblin, Terran, Undercommon.

Possessions: Robes, spellbook, small dagger, *wand of cone of cold* (11 charges), *pipes of the sewers*, *scroll of two arcane spells* (maze and freedom of movement), sack with 19 gp.

Location(s): Level 6

Villix, The Large Beholder: CR 14; SZ L Aberration; HD 16d8+64; hp 136; Init +6 (Dex, Improved Initiative); Spd 5 ft., fly 20 ft. (good); AC 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16; BAB/Grap +12/+16; Atk +13 ranged touch ([x10] eyes rays) and +7 melee (2d4, bite); SA eye rays (save DC 23); SQ all-around vision, antimagic cone, darkvision (60 ft.), flight; SV Fort +11, Ref +7, Will +14; Str 10, Dex 14, Con 18, Int 17, Wis 15, Cha 21.

Skills: Hide +17, Knowledge (arcana) +22, Listen +23, Search +26, Spot +27, Survival +2. *Feats:* Ability Focus (eye rays), Alertness (b), Flyby Attack, Great Fortitude, Improved Initiative, Iron Will, Shot on the Run.

Location(s): Level 10A

Vorlak, Male Ogre: CR 3; SZ L Giant; HD 4d8+11; hp 30; Init -1 (Dex); Spd 30 ft. (armor), base 40 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 armor), touch 8, flat-footed 16; BAB/Grap +3/+12; Atk +8 melee (2d8+7, large greatclub), +7 melee (1d10+7, large longspear, crit

x3), +8 melee (1d4+6, +1 *keen silver dagger*, crit 17-20), or +1 ranged (1d8+5, javelin, range 30 ft.); Space/Reach 10 ft./15 ft. (longspear); AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +5, Listen +2, Spot +2. *Feats:* Toughness, Weapon Focus (greatclub).

Possessions: Large greatclub, large longspear, 4 large javelins, hide armor, sack containing a hunk of uncooked meat, 31 gp, 28 sp, +1 *keen silver dagger*.

Location(s): Wilderness

Warasch the Sneaky, Male Troll Rog3: CR 8; SZ L Giant (aquatic); HD 6d8+36 plus 3d6+18; hp 101; Init +6 (Dex, Improved Initiative); Spd 30 ft., swim 40 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +6/+16; Atk +11 melee (1d6+6, claw); Full Atk +11 melee (1d6+6 [x2], claws) and +6 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+9), sneak attack (+2d6); SQ amphibious, darkvision (90 ft.), evasion, low-light vision, regeneration (5), scent, trap finding, trap sense (+1), trapfinding; AL CE; SV Fort +12, Ref +7, Will +4; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Hide +4 (+14 with *cloak*), Intimidate +4, Listen +8, Spot +9, Swim +14. *Feats:* Alertness, Improved Initiative, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Possessions: *Ring of energy resistance* (fire, minor; 10 points), *cloak of chameleon power* (effect is the same as the *ring* of the same name).

Location(s): Level 6A

Xillin the Mummy, Wiz12: CR 17; SZ M Undead; HD 20d12+3; hp 160; Init +0; Spd 20 ft.; AC 22 (+2 *robe*, +10 natural), touch 12, flat-footed 22; BAB/Grp +11/+18; Atk +18 melee (1d6+10 plus mummy rot, slam); SA despair (paralyzed with fear for 1d4 rounds, Will save DC 17 resists), mummy rot (Fort DC 16 resists, 1d6 Con/1d6 Cha), spells; SQ damage reduction (5/-), darkvision (60 ft.), evasion, summon familiar, undead traits, vulnerability to fire; AL CE; SV Fort +8, Ref +6, Will +16; Str 24, Dex 10, Con —, Int 20, Wis 14, Cha 15.

Skills: Concentration +17, Craft (alchemy) +10, Hide +7, Knowledge (arcana) +20, Listen +8, Move Silently +7, Spellcraft +22, Spot +8. *Feats:* Alertness, Combat Casting, Great Fortitude, Iron Will, Lightning Reflexes, Maximize Spell, Quicken Spell, Scribe Scroll, Spell Focus (Evocation), Toughness (b).

Arcane Spells Prepared (4/5/5/5/4/3/2; save DC 15 + spell level): 0—daze, detect magic, read magic, resistance;

1st—magic missile (x2), ray of enfeeblement, shocking grasp, true strike; 2—darkness, invisibility, Mel's acid arrow (x2), mirror image; 3rd—dispel magic, lightning bolt (x2), protection from energy, slow; 4th—fear, ice storm, lesser globe of invulnerability, rainbow pattern; 5th—cone of cold, feeble mind, summon monster V (fiendish giant constrictor snake); 6th—circle of death, disintegrate.

Possessions: +2 *robe of protection* (as *ring of protection*), *wand of magic missiles* (CL 7, 27 charges), *ring of evasion*.

Note: Xillin differs in constructed style from the sample mummy lord in the **MM**.

Location(s): Level 10A

Vertek, Male Drow Rog8: CR 9; SZ M; HD 8d6; hp 32; Init +4 (Dex); Spd 30 ft.; AC 19 (+4 Dex, +5 *armor*), touch 14, flat-footed 15; BAB/Grapple +6/+6; Atk +11 melee (1d6+1, +1 *rapier*, crit 18-20) or +10 ranged (1d4 plus poison, hand crossbow, crit 19-20, range 30 ft.); Full Atk +11/+6 melee (1d6+1, +1 *rapier*, crit 18-20) or +10 ranged (1d4 plus poison, hand crossbow, crit 19-20, range 30 ft.); SA sneak attack (+4d6), spell-like abilities, poison (drow poison, Fort DC 13 resists, unconscious/unconscious 2d4 hours); SQ darkvision (120 ft.), evasion, light blindness, SR (19), trap finding, trap sense (+2), uncanny dodge (Dex bonus to AC; can't be flanked); AL LE; SV Fort +2, Ref +10, Will +3; Str 10, Dex 18, Con 11, Int 14, Wis 12, Cha 8.

Skills: Appraise +13, Balance +15, Climb +11, Disable Device +15, Escape Artist +15, Hide +15, Listen +14, Move Silently +15, Open Lock +15, Search +9, Spot +7, Tumble +6, Use Rope +4. *Feats:* Dodge, Mobility, Weapon Finesse (rapier).

Spell-Like Abilities (1/day; save DC 9): dancing lights, darkness, and faerie fire.

Possessions: +2 *studded leather*, +1 *rapier*, hand crossbow, 20 bolts coated in sleep poison, masterwork thieves' tools, *potion of cat's grace* (CL5, 2 doses), sack with 500 sp, 1,500 gp, and 45 pp.

Location(s): Level 12A

Wharaz, Male Human Clr9 (Orcus): CR 9; SZ M; HD 9d8+27; hp 91; Init +4 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 25 (+1 Dex, +8 armor, +6 *shield*), touch 11, flat-footed 24; BAB/Grp +6/+8; Full Atk +9/+4 melee (1d8+3, heavy mace); SA death touch, rebuke undead (4/day, +2 synergy), spells; SQ aura, increased evil spells, spontaneous casting; AL CE; SV Fort +9, Ref +7, Will +11; Str 14, Dex 18, Con 16, Int 11, Wis 16, Cha 12.

Skills: Concentration +11, Heal +11, Knowledge (arcana) +2, Knowledge (religion) +10, Spellcraft +8. *Feats:* Blind-Fight, Combat Casting, Expertise, Improved Disarm, Iron Will.

Unholy Spells Prepared (6/5/5/4/2/1; save DC 13 + spell level): 0—cure minor wounds (x3), light, resistance

(x2); 1st—bane, cause fear, cure light wounds (x3); 2nd—bull's strength, hold person (x2), shatter, spiritual weapon; 3rd—blindness (x2), dispel magic, meld into stone; 4th—cure critical wounds, poison; 5th—righteous might.

Domain Spells (Death, Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living.

Domain Abilities: Death—Death Touch; 1/day, roll 9d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 heavy mace, masterwork full plate, +4 heavy steel shield, ring of spell turning, gold unholy symbol (grants permanent *prayer* spell to bearer if a servant of Orcus), *potion of cure critical wounds* (2 doses).

Location(s): Level 13A

Willow Clouddancer, Male Pixie: CR 4; HD 1d6+1; hp 5; Init +4 (Dex); Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +0/-6; Atk +5 melee (1d4-2, small short sword, crit 19-20) or +5 ranged (1d6-2, small longbow, crit x3, range 100 ft.); SA special arrows, spell-like abilities; SQ DR (10/cold iron), greater invisibility, low-light vision, SR (15); AL NG; SV Fort +1, Ref +6, Will +4; Str 7, Dex 18, Con 12, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +5, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. *Feats*: Dodge (b), Weapon Finesse.

Languages: Common, Auran, Elven, Goblin, Sylvan.

Possessions: Small short sword, small longbow, 2 memory loss arrows, 4 sleep arrows, 20 normal arrows.

Location(s): Wilderness

Yokim the Groaning Spirit: CR 8; SZ M Undead (Incorporeal); HD 10d12; hp 80; Init +9 (Dex, Improved Initiative); Spd 30 ft., Fly 60 ft. (good); AC 19 (+5 Dex, +4 deflection), touch 19, flat-footed 14; BAB/Grp +5/—; Atk +10 melee touch (1d8 plus chill touch, incorporeal touch); SA chill touch, fear aura, keening; SQ darkvision (60 ft.), immu-

nity (cold, electricity), incorporeal traits, turn resistance (+4), sense living, SR (20), undead traits, unnatural aura, vulnerability; AL LE; SV Fort +3, Ref +6, Will +10; Str —, Dex 20, Con —, Int 16, Wis 16, Cha 20.

Skills: Bluff +16, Hide +15, Intimidate +14, Listen +14, Search +13, Sense Motive +13, Spot +15. *Feats*: Ability Focus (keening), Alertness (b), Blind-Fight, Improved Initiative.

Chill Touch (Su): Damage caused by Yokim's touch attack is considered negative energy and afflicts the target with a chilling cold. Any creature touched must make a successful Fortitude save (DC 20) or suffer 1 point of Strength drain. Yokim is the bane of other undead, and any undead (except other groaning spirits) they touch must make a successful Will save (DC 20) or flee in fear for 2d6 rounds.

Fear Aura (Su): Anyone viewing Yokim must make a successful Will save (DC 20) or flee in terror for 1d6+4 rounds. Whether or not the save is successful, a creature is immune to the fear aura of that groaning spirit for one day.

Incorporeal Traits (Ex): Can be harmed only by other incorporeal creatures, magic weapons or creatures that strike as magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source (except positive energy, negative energy, and force effects such as *magic missile*); can pass through solid objects at will, and own attacks pass through armor; cannot make trip or grapple attacks and cannot be tripped or grappled; do not set off traps triggered by weight; always moves silently and cannot be heard with Listen checks unless it wants to be; can move at full speed even when it cannot see.

Keening (Su): Once per day, at night only, Yokim can release a death wail audible to a range of 1 mile. All creatures within 30 feet that hear this must make a successful Will save (DC 22) or be affected as per the *wail of the banshee* spell. Those that make their save still take 3d6+7 points of damage.



Sense Living (Su): Yokim can sense all living creatures up to 5 miles away.

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of Yokim at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Vulnerability (Ex): A *dispel evil* deals 1d6 points of damage per caster level (maximum 10d6) to Yokim.

Languages: Common, Elven, Gnome, and Goblin.

Location(s): Level 8

Note: Groaning spirits are from Necromancer Games product *Tome of Horrors*.

Zagros, Female Goblin Clr7 (Orcus): CR 4; SZ S; HD 7d8+21; hp 58; Init +0; Spd 20 ft. (armor), base 30 ft.; AC 18 (+1 size, +7 armor), touch 11, flat-footed 18; BAB/Grp +5/+2; Atk +8 melee (1d8+2, +1 *small heavy mace*); SA death touch, rebuke undead (4/day, +2 synergy), spells; SQ aura, darkvision (60 ft.), death touch, increased evil spells, spontaneous casting; AL CE; SV Fort +8, Ref +2, Will +11; Str 13, Dex 11, Con 17, Int 12, Wis 18, Cha 12.

Skills: Concentration +11, Heal +14, Hide -2, Knowledge Religion +11, Listen +4, Move Silently -7, Spot +4. *Feats*: Iron Will, Maximize Spell, Weapon Focus (heavy mace).

Unholy Spells Prepared (6/5/4/3/2; save DC 14 + spell level): 0—resistance (x2) (one expires in 8 rounds), light, cure minor wounds (x3); 1st—cure light wounds (x3), cause fear (x2); 2nd—silence, hold person, death knell, spiritual weapon; 3rd—deeper darkness, prayer (expires in 6 rounds), summon monster III (expires in 7 rounds); 4th—giant vermin (expires in 8 minutes), cure critical wounds.

Domain Spells (Death/Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight.

Domain Abilities: Death—Death Touch; 1/day, roll 7d6, if that total is equals or is greater than the opponent's hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 *small heavy mace*, small half-plate, scroll of 3 *divine spells* (*blade barrier*, *dispel magic*, *summon monster VII* [summons a **dire tiger**]), *boots of speed*, 125 gp.

Location(s): Level 4A

Zanaphia, Female Half-Elf Wiz6: CR 6; SZ M; HD 6d4+18; hp 31; Init +0; Spd 30 ft.; AC 10 (+0 Dex), touch 10, flat-footed 10; BAB/Grp +3/+4; Atk +4 melee (1d6, club); SA spells; SQ low-light vision, half-elf traits, summon familiar; AL CN; SV Fort +5, Ref +2, Will +5; Str 13, Dex 11, Con 16, Int 15, Wis 10, Cha 7.

Skills: Appraise +5, Concentration +9, Decipher Script +6, Diplomacy +0, Knowledge (arcana) +7, Knowledge (nature) +4, Knowledge (nobility/royalty) +4, Listen +1,

Search +3, Spellcraft +9, Spot +4. *Feats*: Enlarge Spell, Extend Spell, Run, Scribe Scroll, Spell Penetration.

Arcane Spells Prepared (8/4/4/2; save DC 12 + spell level): 0—daze, detect magic, flare, ghost sound, light, mage hand, prestidigitation, read magic; 1st—feather fall, identify, shield, sleep; 2nd—alter self, invisibility, mage armor (extended), mirror image; 3rd—fireball, haste.

Spellbook (in addition to those prepared): 0—all in PHB; 1st—burning hands, chill touch, mage armor, summon monster I; 2nd—blindness/deafness, ghoul touch, knock, Mel's acid arrow; 3rd—dispel magic, slow.

Languages: Common, Draconic, Elven, Giant.

Possessions: Robe, club, *ring of wizardry 0* (doubles cantrips); *potion of delay poison*, *wand of charm person* (16 charges), small pouch with components, backpack, five 100 gp pearls, 295 gp.

Location(s): Wilderness

Zatalya, Female Human Wiz1: CR 1; SZ M; HD 1d4; hp 4; Spd 30 ft.; AC 12 (Dex), touch 12, flat-footed 10; BAB/Grp +0/-1; Atk -1 melee (1d3-1 subdual, unarmed); SA spells; SQ summon familiar; AL N; SV Fort +0, Ref +2, Will +4; Str 9, Dex 15, Con 10, Int 17, Wis 17, Cha 13.

Skills: Alchemy +7, Appraise +4, Concentration +4, Decipher Script +5, Knowledge (arcana) +7, Knowledge (history) +4, Profession (baker) +4, Spellcraft +7. *Feats*: Endurance, Extend Spell, Scribe Scroll.

Arcane Spells Prepared (3/2; save DC 13 + spell level): 0—detect magic, mending, read magic; 1st—comprehend languages, identify.

Languages: Common, Draconic, Elven, Ignan.

Possessions: None.

Location(s): Level 10C

Zehn, Male Human Clr9 (Orcus): CR 9; SZ M; HD 9d8+27; hp 81; Init +0; Spd 20 ft. (armor), 30 ft. base; AC 20 (+8 armor, +2 shield), touch 10, flat-footed 20; BAB/Grp +6/+8; Atk +10 melee (1d8+3, +1 *heavy mace*); Full Atk +10/+5 melee (1d8+3, +1 *heavy mace*); SA death touch, rebuke undead (6/day, +2 synergy bonus), spells; SQ aura, increased evil spells, spontaneous casting; SR (21); AL CE; SV Fort +9, Ref +4, Will +12; Str 14, Dex 10, Con 15, Int 11, Wis 16, Cha 9.

Skills: Concentration +12, Heal +11, Knowledge (arcana) +3, Knowledge (religion) +11, Spellcraft +9. *Feats*: Blind-Fight, Combat Casting, Extra Turning, Iron Will, Quicken Spell.

Unholy Spells Prepared (6/5/4/3/2/1; save DC 13 + spell level): 0—cure minor wounds (x3), light, resistance (x2); 1st—bane, cause fear, cure light wounds (x3); 2nd—hold person (x2), silence, spiritual weapon; 3rd—deeper darkness, prayer, wind wall; 4th—freedom of movement, cure critical wounds; 5th—mass inflict light wounds.

Domain Spells (Death/Evil): 1st—protection from good; 2nd—death knell; 3rd—animate dead; 4th—unholy blight; 5th—slay living.

Domain Abilities: Death—Death Touch; 1/day, roll 9d6, if that total equals or is greater than the opponent's current hit points, the opponent dies (no save); Evil—evil spells cast at +1 caster level.

Possessions: +1 *heavy mace*, full plate, heavy steel shield, *ring of teleporting* (12 charges, allows the wearer to use *teleport*), *mantle of spell resistance* (SR 21), gold unholy symbol (grants permanent *prayer* spell to bearer if a servant of Orcus, +1 luck bonus to all attacks, saves, and skill checks; already included in the stat block), *potion of cure critical wounds*.

Location(s): Level 4

Zelkor the Spectre-Wizard, Wiz9: CR 11; SZ M Undead (incorporeal); HD 9d12; hp 82; Init +7 (Improved Initiative, Dex); Spd 40 ft., fly 80 ft. (good); AC 15 (+3 Dex, +2 deflection), touch 15, flat-footed 12; BAB/Grp +4/—; Atk +7 melee (1d8 plus energy drain, touch); SA create spawn, energy drain (2 levels, Fort DC 17 to recover), magic jar, spells; SQ darkvision (60 ft.), incorporeal traits, summon familiar, sunlight powerlessness, turn resistance (+6), undead traits, unnatural aura (30 ft.); AL CE; SV Fort +3, Ref +6, Will +8; Str —, Dex 16, Con —, Int 19, Wis 14, Cha 17.

Skills: Hide +15, Intimidate +15, Knowledge (arcana) +14, Listen +16, Search +16, Speak Language (x2), Spell Craft +18, Spot +16. *Feats:* Alertness, Blindfight, Combat Reflexes, Eschew Materials, Improved Initiative, Scribe Scroll, Spell Mastery (*dispel magic*, *fireball*, *magic missile*, *mirror image*).

Magic Jar (Su): A gift from Orcus on converting to evil, Zelkor was given the ability to *magic jar* as per the spell at will. The high priests of Orcus from the lower temple gave Zelkor the peridot gem that he uses as the receptacle for the spell. Using his magic jar ability is a full round action. The room is designed so that anyone within the room is within the range of the *magic jar* spell.

Turn Resistance: An additional effect from the gift of Orcus increases Zelkor's turn resistance to +6.

Arcane Spells Prepared (4/5/5/4/3/1; save DC 14 + spell level): 0—daze, flare, dancing lights, resistance; 1st—charm person, magic missile (x3), obscuring mist; 2nd—blur, glitterdust, invisibility, mirror image (x2); 3rd—dispel magic, fireball (x3); 4th—minor globe of invulnerability, wall of fire; 5th—cloudkill.

Languages: Abyssal, Celestial, Common, Draconic, Elven, Infernal, and Sylvan.

Location(s): Level 3A

Zerna, Female Drow Clr8 (demon queen of spiders): CR 9; SZ M; HD 8d8; hp 41; Init +1 (Dex); Spd 30 ft.; AC 19 (+1 Dex, +6 armor, +2 shield), touch 11, flat-footed 18; BAB/Grapple +6/+6; Atk +8 melee (1d8+2, +2 *heavy mace*) or +7 ranged (1d4 plus poison, hand crossbow, crit 19-20, range 30 ft.); Full Atk +8/+3 melee (1d8+2, +2 *heavy mace*) or +7 ranged (1d4, hand crossbow plus poison, crit 19-20, range 30 ft.); SA rebuke undead (6/day, +2 synergy), spells,

spell-like abilities, poison (drow poison, Fort DC 13 resists, unconsciousness/unconscious 2d4 hours), smite; SQ darkvision (120 ft.), increased evil spells, light blindness, SR (19), spontaneous casting; AL LE; SV Fort +6, Ref +3, Will +10 (+12 against spells and spell-like abilities); Str 10, Dex 13, Con 10, Int 13, Wis 18, Cha 16.

Skills: Concentration +11, Heal +13, Knowledge (religion) +12, Listen +7, Search +3, Spot +6. *Feats:* Brew Potion, Combat Casting, Scribe Scroll.

Unholy Spells Prepared (6/5/4/4/3; save DC 14 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bane, cure light wounds, divine favor, doom, entropic shield; 2nd—augury, bull's strength, cure moderate wounds, hold person; 3rd—create food and water, cure serious wounds, dispel magic, inflict serious wounds; 4th—cure critical wounds, divination, inflict critical wounds.

Domain Spells (Destruction, Evil): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against good; 4th—inflict critical wounds.

Domain Abilities: Destruction—Once per day, a cleric of the demon queen of spiders may make a single melee attack with a +4 attack bonus and a +8 damage bonus; Evil—Casts evil spells at a +1 caster level.

Drow Spell-like Abilities (1/day; save DC 14): dancing lights, darkness, and faerie fire.

Possessions: +2 *chain shirt*, +2 *heavy mace*, heavy steel shield, hand crossbow, 20 bolts coated in sleep poison, a *divine scroll of cure critical wounds* (CL7), a *potion of bull's strength* (CL3), a pouch with 100 pp and four rubies worth 300 gp each.

Location(s): Level 12A

Zildjin, Male Human Wiz5: CR 5; SZ M; HD 5d4+3; hp 3 (normally 17); Init +2, Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grapple +2/+1; Atk +1 melee, or +4 ranged; Full Atk +1 melee, or +4 ranged; SA spells; SQ summon familiar; AL CG; SV fort +0 (with reduced Con); Ref +3, Will +5; Str 8, Dex 14, Con 8 (normally 11), Int 16, Wis 12, Cha 9.

Skills: Concentration +7 (with reduced Con), Craft (Alchemy) +11, Decipher Script +14, Listen +5, Knowledge (arcana) +11, Spellcraft +13. *Feats:* Brew Potion, Combat Casting, Scribe Scroll, Skill Focus (Decipher Script), Toughness.

Arcane Spells Prepared (4/4/3/2; save DC 13 + spell level): None currently prepared.

Languages: Common, Draconic, Elven, Gnome.

Location(s): Level 12

Zim, Male Goblin Ftr4/Rog3: CR 7; SZ S; HD 3d6+6 plus 4d10+8; hp 43; Init +7 (Improved Initiative, Dex); Spd 30 ft.; AC 13 (+1 size, +3 Dex), touch 14, flat-footed 11; BAB/Grp +6/+6; Atk +14 melee (1d4+9, +3 *small short sword*, crit 19-20); Full Atk +12/+7 melee (1d4+9, +3 *small short sword*, crit 19-20) and +9/+4 melee (1d4+4, *small short sword*); SA sneak attack (+2d6); SQ darkvi-

sion (60 ft.), evasion, trap finding, trap sense (+1); AL LE; SV Fort +7, Ref +7, Will +2; Str 18, Dex 16, Con 14, Int 11, Wis 10, Cha 8.

Skills: Hide +17, Move Silently +13, Search +4, Sense Motive +5, Spot +9, Swim +12, Tumble +13. *Feats:* Improved Initiative, Improved Two Weapon Fighting, Two Weapon Fighting, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +3 *small shortsword*, small shortsword, *potion of heroism*, *small cloak of displacement*, gold and ruby necklace (800 gp value).

Location(s): Level 4A

Zoolbing the Scary, Male Troll Ftr3: CR 9; SZ L Giant (aquatic); HD 9d8+36 plus 3d10+18; hp 128; Init +6 (Dex, Improved Initiative); Spd 30 ft., swim 40 ft.; AC 23 (-1 size, +2 Dex, +5 natural, +7 shield), touch 11, flat-footed 21; BAB/Grp +9/+21; Atk +16 melee (1d6+8 plus rust, claw); Full Atk +16 melee (1d6+8 plus rust, claw) and +11 melee (1d6+4, bite), or without shield +16 melee (1d6+8 [x2] (one plus rust), claws) and +11 melee (1d6+4, bite); Space/Reach 10 ft./10 ft.; SA rend (2d6+12); SQ amphibious, darkvision (90 ft.), low-light vision, regeneration (5), scent; AL CE; SV Fort +14, Ref +5, Will +8; Str 27, Dex 15, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Intimidate +4, Spot +6. *Feats:* Alertness, Cleave, Improved Initiative, Iron Will, Power Attack, Track.

Regeneration (Ex): Fire and acid deal normal damage to a river troll. If a river troll loses a limb or body part, the lost portion grows back in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump. For four hours each day, a river troll must immerse itself in water or it loses its regenerative capability.

Possessions: +3 *tower shield*, +4 *belt of giant strength*, *gauntlet of rust*, key to iron box.

Location(s): Level 6A

Zorzunar, Male Half-Orc Clr8 (Orc God): CR 8; SZ M; HD 8d8-8; hp 38; Init +3 (Dex); Spd 20 ft. (armor), base 30 ft.; AC 17 (-1 Dex, +8 armor), touch 9, flat-footed 17; BAB/Grp +6/+8; Atk +10 melee (1d8+2, masterwork longsword, crit x3) or +5 ranged (1d10, heavy crossbow, crit 19-20, range 120 ft.); Full Atk +10/+5 melee (1d8+2, masterwork longsword, crit x3) or +5 ranged (1d10, heavy crossbow, crit 19-20, range 120 ft.); Reach 10 ft. (longsword); SA spells, rebuke undead (2/day); SQ aura, darkvision (60 ft.), feat of strength, spontaneous casting; AL LE; SV Fort +5, Ref +1, Will +8; Str 15, Dex 8, Con 9, Int 9, Wis 17*, Cha 8.

Skills: Concentration +4, Heal +5, Knowledge (religion) +1, Spellcraft +1. *Feats:* Combat Casting, Improved Initiative, Scribe Scroll, Weapon Focus (longsword) (b).

Divine Spells Prepared (6/5/5/4/2; save DC 12 + spell level): 0—cure minor wounds (x2), detect magic, guidance (x2), resistance; 1st—bless, command, cure light wounds, obscuring mist, shield of faith; 2nd—cure moderate wounds, death knell, hold person, lesser restoration, shatter; 3rd—dispel magic, invisibility purge, prayer, speak with dead; 4th—cure critical wounds, greater magic weapon.

Domain Spells (Strength, War): 1st—enlarge person; 2nd—bull's strength; 3rd—magic vestment; 4th—divine power.

Domain Abilities: Strength—1/day, +8 Str, 1 round.

Languages: Common, Orc.

Possessions: +1 *half-plate*, masterwork longsword, heavy crossbow, 20 bolts, *potion of delay poison*, *scroll of flame strike* (CL 10), *scroll of spiritual weapon*, *inflict moderate wounds*, *remove curse* (CL 5), +2 *periapt of wisdom*, silver holy symbol of Orc God, 12 vials of unholy water, priestly vestments, 12 gp, 1 gem (12 gp value).

Location(s): Wilderness

appendix c:

NEW MONSTERS & RULES

Albino Cave Spider

Tiny Vermin

Hit Dice:	1/2 d8 (2 hp)
Initiative:	+4
Speed:	20 ft., climb 10 ft.
AC:	17 (+2 size, +4 Dex, +1 natural armor), touch 16, flat-footed 13
Base Attack/Grapple:	+0/-11
Attack:	bite +6 melee (1d3-3 plus poison)
Full Attack:	bite +6 melee (1d3-3 plus poison)
Space/Reach:	2 1/2 ft./0 ft.
Special Attacks:	Poison
Special Qualities:	Darkvision 60 ft., tremorsense 60 ft., vermin traits
Saves:	Fort +2, Ref +4, Will +0
Abilities:	Str 4, Dex 18, Con 10, Int -, Wis 10, Cha 3
Skills:	Climb +12, Hide +16, Jump +6, Spot +12
Feats:	Weapon Finesse (bonus)
Environment:	Underground temperate
Organization:	Solitary or cluster (2-5)
Challenge Rating:	1/2
Treasure:	None
Alignment:	Always neutral
Advancement:	—
Level Adjustment:	—

This tiny-sized hunting spider is about the size of a man's fist. It is pallid white, often with irregular light brown blotches on its abdomen, which helps it blend in with the toadstools and fungal environment which is its home.

Combat

The albino cave spider is a hunting spider, preferring to lurk on the tops and sides of toadstools and leaping or dropping onto prey. It then injects its venom, and scurries away, waiting for it to do its work. Once the victim has been turned into glowing ooze, it returns to feed. The albino cave spider normally feeds on normal and dire rats, but it attacks anything that comes within range.

Poison (Ex): The albino cave spider has a dangerous venom that shares certain properties with green slime. The poison does 1d4 points Constitution damage per failed save. Further, if either the initial or secondary Fortitude saves (DC 12) fail, the venom has established a foothold in the victim's system, and continues to require saves indefinitely until cured (either *neutralize poison* or *cure disease* do this), taking an additional 1d4 points Con damage with each failed save. What the poison does is convert living tissue into a phosphorescent blue puslike substance. Victims whose Constitution scores reach 0 die, and the metabolic process accelerates until the entire body save the bones and a thin shell of skin remain. Infected body parts have a strange, squishy feeling, and pressing on infected wounds draws forth a minty, blue-glowing goo. The cave spiders are attracted to the odor of this goo, for it is the substance that they subsist on; typically, an infected victim draws more spiders from the surrounding environment, which wait until the victim succumbs before moving in and feasting.

Amalgamation

Gargantuan Construct

Hit Dice:	30d10+40 (205 hp)
Initiative:	+9
Speed:	10 ft., fly 50 ft. (perfect)
AC:	25 (-4 size, +9 Dex, +10 deflection), touch 25, flat-footed 16
Base Attack/Grapple:	+22/+41

Attack:	Slam +25 melee (2d6+7) or by weapon +25 melee (by weapon), or by weapon +27 ranged (by weapon)
Full Attack:	Up to five attacks: slam +25 melee (2d6+7) or by weapon +25 melee (by weapon), or by weapon +27 ranged (by weapon)
Space/Reach:	20 ft./15 ft.

Special Attacks:	Item use, swarm attack 10d6
Special Qualities:	Blindsight 100 ft., construct traits, damage reduction 10/—, immunities, multiat- tack (no penalty wielding weapons/items)
Saves:	Fort +10, Ref +19, Will +15
Abilities:	Str 24, Dex 28, Con —, Int —, Wis 20, Cha 1
Skills:	—
Feats:	—
Environment:	Any
Organization:	Solitary
Challenge Rating:	20
Treasure:	See below
Alignment:	Always neutral
Advancement:	—
Level Adjustment:	—

A large collection of items rise up, forming into a swirling chaos that is the body of this being. The items move about throughout its bulk, somehow not touching one another in their mad dance.

The amalgamation is a special creation used by certain ancient spellcasters to defend their hordes and treasure vaults—for even should the guardian fall, most of the items being guarded would be destroyed, and hence not fall into enemy hands.

The creature is composed of a large number of magical and mundane items, and it can use any of them to attack. Because of its magical nature, the amalgamation can even wield magic items such as wands without penalty.

The amalgamation resembles a vortex or cloud of items 20 feet in diameter, swirling within a shimmering field of energy. The precise appearance of the construct depends on the items that comprise its bulk.

Combat

The amalgamation attacks any it is tasked to do, using the various items that comprise its bulk randomly. The exact nature of these attacks depends upon the items composing its mass, as per its item use ability listed below. As a mindless construct, the amalgamation continues fighting until destroyed.

Item Use (Su): The amalgamation can use any of the items contained within its bulk to use, and it can activate and use up to five items per round. It can therefore attack with weapons, activate magic items, hurl alchemical items like thunderstones, or slam random objects against opponents.

When activating magic items, it is considered to be using them as if a person of the required class,

with a 20 in any relevant ability scores (or its natural scores, whichever are better). Furthermore, because of its innate magical nature, the save DC against any effects produced by magic items is 2 greater than normal. Finally, it can wield weapons and items as if it were of the appropriate size class for their type, so it suffers no hit penalties for being a gargantuan-sized construct with such items.

Unless instructed otherwise, the amalgamation uses items at random from its bulk. However, it does not target them randomly—it uses them with care and precision, as if it had an 18 Intelligence.

Items with limited uses, such as scrolls and wands, are expended normally.

Swarm Attack (Ex): The amalgamation can move over enemies and damage them with the flying weapons and objects composing its bulk. It does this simply by moving over its victims, who are allowed either a Reflex save (DC 34) or an attack of opportunity against the amalgamation, at their option.

Anyone within the amalgamation takes 10d6 points of damage per round, with a Reflex save (DC 34) allowed for half. This is not considered an area effect for the purposes of evasion and similar abilities. The damage inflicted by the amalgamation overcomes all forms of damage reduction except epic. The save DC for both Reflex saves is Dexterity-based. Further, this damage is considered continuous for the purposes of determining if it disrupts spellcasting, concentration and the like.

Immunities (Ex): The amalgamation is immune to all spells, spell-like abilities and supernatural powers except the following: *dispel magic* and *greater dispel magic* can be used to deactivate magic items, as per a targeted item dispel; *Morden's disjunction* causes it to subside into quiescence for 1d4+1 rounds, during which time it is considered helpless.

Treasure: An amalgamation should incorporate at least one magic item per hit die, and the total value of the items forming it should be at least 100,000 gp. Once it is destroyed, there is a flat 70% chance that a given item has been destroyed or disenchanting—assuming the item was not already expended in battle.

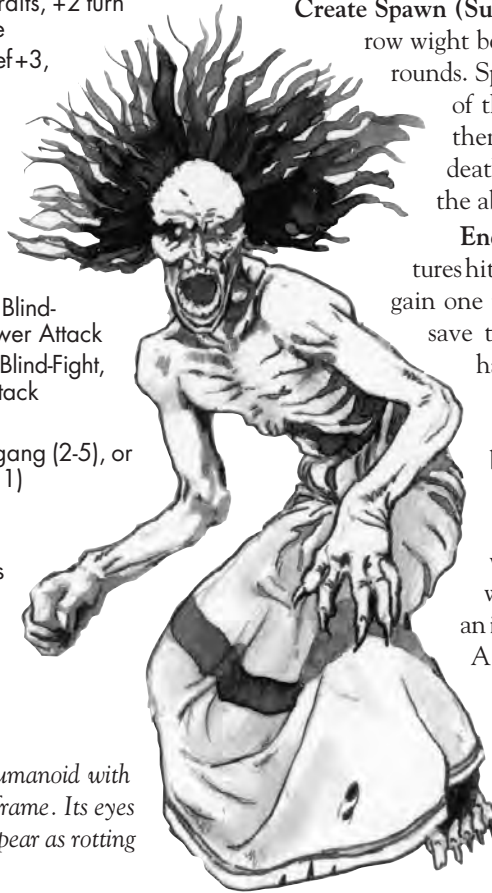
Construction: The creation of an amalgamation is a process lost to time. In addition to the 100,000-plus gold piece value of magic items listed in the treasure section above, another 100,000 gp in components must be expended to summon the necessary binding forces, and multiple *wish* or *miracle* spells are required to anchor the forces together.

Barrow Wight

Medium Undead

Hit Dice:	6d12 (39 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	16 (+1 Dex, +5 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+3/+5
Attack:	Slam +5 melee (1d4+3 plus energy drain)
Full Attack:	Slam +5 melee (1d4+3 plus energy drain)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Create spawn, energy drain, insanity gaze
Special Qualities:	Undead traits, +2 turn resistance
Saves:	Fort+2, Ref+3, Will+6
Abilities:	Str 14, Dex 12, Con —, Int 11, Wis 13, Cha 16
Skills:	Alertness, Blind-Fight, Power Attack
Feats:	Alertness, Blind-Fight, Power Attack
Environment:	Any
Organization:	Solitary, gang (2-5), or pack (6-11)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	7-12 HD (Medium)
Level Adjustment:	—

This creature appears as a rotting humanoid with leathery, gray skin drawn tight over its frame. Its eyes glow crimson. The creature's clothes appear as rotting and tattered rags.



Barrow wights are undead creatures akin to normal wights, but they are always found in or near barrows, usually guarding the treasure contained therein. They hate living creatures and attempt to destroy anyone who invades their resting place.

A barrow wight is a twisted, insane creature standing about 6 feet tall.

Combat

A barrow wight attempts to use its gaze attack on the A barrow wight attempts to use its gaze attack on the closest creature to it when it is first encountered. Creatures not affected by its gaze are pummeled with its fists.

Create Spawn (Su): A humanoid slain by a barrow wight becomes a barrow wight in 1d4 rounds. Spawn are under the command of the barrow wight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a barrow wight's slam attack gain one negative level. The Fortitude save to remove the negative level has a DC of 16. The save DC is Charisma-based. For each such negative level bestowed, the barrow wight gains 5 temporary hit points.

Insanity Gaze (Su): Anyone with 30 feet that meets a barrow wight's gaze is affected as if by an insanity spell (caster level 9th). A successful DC 16 Will save negates the effects. The save DC is Charisma-based.

Skills: Barrow wights have a +8 racial bonus on Move Silently check

Blood Orchid

Large Aberration

Hit Dice:	5d8+15 (37 hp)
Initiative:	+1 (Dex)
Speed:	5 ft., fly 30 ft (good)
Armor Class:	16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15
Base Attack/Grapple:	+3/+9
Attack:	tentacle +5 melee (1d3+2 plus poison)
Full Attack:	8 tentacles +5 melee (1d3+2 plus poison)
Space/Reach:	10 ft./5 ft.

Special Attacks:	Blood drain, improved grab, poison
Special Qualities:	All-around vision, energy resistance 10, sonic immunity, telepathic bond
Saves:	Fort +4, Ref +4, Will +5
Abilities:	Str 15, Dex 12, Con 16, Int 11, Wis 12, Cha 13
Skills:	Hide +1, Listen +8, Search +4, Spot +10
Feats:	Lightning Reflexes, Weapon Focus (tentacle)
Environment:	Any underground

Organization:	Solitary, brood (3-8), or colony (9-20)
Challenge Rating:	5
Treasure:	Standard
Alignment:	Always lawful evil
Advancement:	6-8 HD (Large) or by class
Level Adjustment:	—

The blood orchid is an intelligent creature with certain qualities of both animal and plant. It has three downward-curving “petals” of flesh with a dark, pebbly outer hide and a pallid whitish underside. The petals end with split tip, and converge at the blood orchid’s center. On its underside at the center dangle a swarm of writhing pallid tentacles: 16 manipulator arms and eight thinner tendrils with red eyes at the ends. At the center of these tentacles is a sphincter-shaped mouth at the end of a flexible trunk one foot long and six inches in diameter. At the apex of the blood orchid there is another cluster of eye tendrils. The blood orchid can close its outer petals downward and rest on the ground, where it resembles a rocky nodule or fungus of some kind. Despite their plantlike appearance, blood orchids are quite intelligent and ruthless.

Blood orchids feed in two ways: they can draw nutrients from soil and organic matter by settling atop it and burrowing their tentacles in like roots, and they can attach their mouths to living creatures with blood and drain blood from them. Both forms of feeding are required for the blood orchid to remain healthy.

Communication for blood orchids is through a means of empathy/telepathy. They have no sense of hearing, which helps render them immune to sonic effects.

Blood orchids are territorial, xenophobic, and possessive. They rarely form alliances with other creatures, as their alien mindset keeps them from forming any common ground. They regard other races as aberrant and not to be trusted, even other lawful creatures.

Combat

Blood orchids can attack with up to eight of their 16 tentacles at a time. Tentacles that hit inject a euphoria-inducing venom through spines on their sides. They will grapple helpless opponents and then feed off them with their blood-draining mouth. One favorite tactic of blood orchids is to drain almost all the victim’s blood (leaving 1 Con point left), then wait until the euphoria venom wears off before draining that final point, savoring the terror in the mind of its victim as it does

so. When attacked by superior numbers, blood orchids will seek to paralyze as many people as possible before feeding, and will flee if outmatched.

Poison (Ex): Spines on the sides of the tentacles can inject a euphoria-inducing venom which fills a victim who fails a Fortitude save (DC 15) with a sense of ecstasy. On a failed save the target is effectively comatose for 1d6 minutes. The save DC is Constitution based.

Improved Grab (Ex): To use this ability, the blood orchid must hit with at least two of its tentacle attacks. If it gets a hold, it can blood drain its opponent.

Blood Drain (Ex): A blood orchid that gets a hold can pull its foe to the mouth on its underside as a free action that does not provoke an attack of opportunity. This mouth latches on and drains blood from the victim, inflicting 1d4 points of Constitution damage each round.

All-Around Vision (Ex): Due to its many fine eyestalks, the blood orchid can see in all directions. This grants them a +4 racial bonus on Spot and Search checks, and they can’t be flanked.

Sonic Immunity (Ex): Blood orchids are immune to all sonic effects due to a combination of their deafness and innate resistance.

Energy Resistance (Ex): Blood orchids have a resistance to all forms of energy attack. They subtract the first ten points of all such damage done in a round (excluding sonic attacks, to which they are immune).

Telepathic Bond (Ex): Blood orchids communicate through a nonmagical telepathic bond. They can sense emotions in other blood orchids at a distance of 100 feet or less, and emotions in other creatures at a range of five feet. They can communicate mentally with each other through full telepathy at a distance of 20 feet or less, and can share knowledge very rapidly when touching each other.

Blood orchid savants and grand savants: Particularly promising members of an orchid community bloom in ability and become blood orchid savants, a special prestige class available only to this race. When their abilities have reached a certain level, they can evolve into a grand savant. Normally each colony of blood orchids is led by a single grand savant, and another cannot evolve while one is present. Typically, a blood orchid savant ready to become a grand savant will leave the colony with a few followers, and set out to establish a new brood elsewhere.

Bone Crawler

Huge Aberration

Hit Dice:	12d8+60 (114 hp)
Initiative:	+3 (Dex)
Speed:	30 ft. (6 squares) or 20 ft. (4 squares) in bone armor, climb 10 ft. (2 squares)
Armor Class:	11 (-2 size, +3 Dex), touch 11, flat-footed 8; or 18 (-2 size,

Base Attack/Grapple:	+9/+25
Attack:	Bone blade +16 melee (1d8+8) or whipfrond +15 melee (1d4+8)
Full Attack:	Up to 12 bone blades +16 melee (1d8+8) and whipfronds +15 melee (1d4+8)

Space/Reach:	10 ft./5 ft.
Special Attacks:	Bone blades, whipfronds, whirling frenzy
Special Qualities:	Blindsight, bone armor, heightened fortitude, spell resistance 24
Saves:	Fort +15, Ref +7, Will +10
Abilities:	Str 26, Dex 16, Con 21, Int 9, Wis 15, Cha 9
Skills:	Climb +14 (+24 without bone armor), Disguise +6.
Feats:	Cleave, Multiattack, Multiweapon Fighting, Power Attack, Weapon Focus (bone blade)
Environment:	Underground
Organization:	Solitary
Challenge Rating:	12
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	13-16 HD (Huge); 17-36 HD (Gargantuan)
Level Adjustment:	—

Unarmored, the bone crawler is a fleshy disc-shaped lump approximately six feet in diameter, with a slightly concave top. The bottom curves downward, and ends with a circular mouth at its nadir. From the central mass sprout several dozen tentacles, each specialized to perform different functions; stubby muscular ones provide movement, thin graceful tendrils are tipped with sensory organs, and the long, limber whipfronds are used as a means of attack and manipulation. The flesh of a bone crawler ranges from olive green to slate grey to jet black.

When it is encased in bone armor, the bone crawler appears much different. When still, it resembles a 15 foot diameter mound of bones, piled haphazardly together. A successful Spot check (DC 15) allows one to note tendrils or roots growing among the mass. Once it begins to move, the armored crawler is a whirling nightmare of interlinked bones forming a 15 foot diameter central mass, with bony tentacles extending out from it in all directions.

The bone crawler is an unusual aberration that girds itself with steel-hard bones, fused together and manipulated by tentacular limbs called whipfronds, to serve as both a weapon and a defense.

Many centuries ago a lich created the first bone crawler, as a means of removing stray bones and other clutter from his lair, and putting this refuse to good use in defending his lair. The bone crawler bred true, was exchanged with allies of the long-dead lich, and now they can be found scattered around in ancient crypts and lairs, and roaming obscure corners of deep halls beneath the earth.

Bone crawlers exist by attacking and killing just about anything it can come to grips with. It feasts upon the flesh of its enemies, and integrates the remaining skeleton into its mass, repairing any damage to the bone armor. Independent

bone crawlers have also been known to seek out crypts and graveyards, exhuming bodies for their bones.

Combat

The bone crawler usually masquerades as a pile of bones until enemies draw near. If it is discovered or attacked, it springs into action, closing as fast as it can and attacking with as many of its bone blades as it can bring to bear. If surrounded, it will unleash its whirling frenzy. Bone crawlers were bred to have little fear of death, so they usually fight until killed unless ordered otherwise.

Bone Blades (Ex): The bone crawler has a number of bony limbs that it can manipulate with its whipfronds. When attacking with these, it gains its full attack bonus thanks to its Multiattack and Multiweapon Fighting feats, as well as its innate racial ability. The bone crawler can only attack a single five foot square with a maximum of four bone blades at once.

Whipfronds (Ex): The bone crawler's primary attacking tentacles are called whipfronds; it has one of these per hit die. Whipfronds have a reach of 10 feet, or 5 feet when encased with bone blades. A whip frond can be severed with a successful Sunder attack with a slashing weapon that inflicts, in a single blow, a number of hit points of damage equal to its hit dice. The bone crawler can regenerate one whipfrond per day. Whipfronds cannot be sundered so long as they are encased in bone armor; sunder attacks rolled against them instead deal damage to the bone armor itself, with any sundering damage in excess of 10 hp lost in the blow. As with the bone blades, the bone crawler can only attack a single 5 foot square area and its contents with up to four whipfronds at a time, no more.

Whirling Frenzy (Ex): As a full round action the bone crawler may whirl its bone blades around it in a swirling storm of sharpened edges. This attack inflicts 1d8+5 points of damage per three bone blades used (round down) on anyone within normal reach of its bone blades. A Reflex save (DC 10 + 1/2 HD + Dex modifier) is allowed to avoid taking damage from this attack.

Blindsight (Ex): Due to its many sensory organs, a bone crawler has blindsight to a range of 60 feet, and cannot be flanked.

Bone Armor (Ex): The bone crawler is surrounded with a shell of iron-hard bones. This shell has a Hardness of 10 and hit points equal to 10 x (HD + 1). Bone armor weighs one pound per hit point. It can take damage like any object, though it receives the bone crawler's saving throws and spell resistance. Unlike carried objects, area of effect attacks require the bone crawler to roll a separate saving throw for its bone armor, even if it makes the saving throw itself. Spell resistance is checked just once for the overall creature, however. While it bears bone armor, the bone crawler receives no bonus to AC for its Dexterity.

After the first 10 hit point, very 10 hit points' worth of bone armor provides the bone crawler with one bone

blade that it can use in melee as described above. As its armor receives damage, it likewise loses these bone blades. The last 10 points of bone armor represent those protecting the main body itself; until they are destroyed, the central body is considered to have total cover.

The bone crawler can repair its armor by absorbing new bones into its mass. This requires a 24-hour period while enzymes secreted by specialized tendrils harden the bone. The number of hit points gained depends on the size of the skeleton or bone collection absorbed: a tiny skeleton repairs 1 hit point, a small skeleton 1d4 hit points, a medium skeleton 2d4 hit points, and larger

skeletons 4d4 hit points. Note that skeletons of huge size and larger contain many bones that are too large for the bone crawler to absorb effectively into its mass, which is why the hit points gained do not increase after large size.

Spell Resistance (Su): Bone crawlers have a spell resistance score equal to double their hit dice.

Heightened Fortitude (Ex): Bone crawlers are highly resistant to effects that alter their physical substance, and thus receive a +6 bonus to all Fortitude saves.

Skills: The bone crawler receives a -10 armor check penalty to Climb checks while wearing bone armor.

Crimson Death

Medium Aberration (Incorporeal)

Hit Dice:	13d8+13 (71 hp)
Initiative:	+9
Speed:	60 ft. (10 squares), 30 ft. after feeding
Armor Class:	19 (+5 Dex, +4 deflection), touch 19, flat-footed 14; or 11 (+5 Dex, -4 circumstance), touch 11, flat-footed 6 after feeding
Base Attack/Grapple:	+9/—
Attack:	Incorporeal touch +14 melee (fluid drain)
Full Attack:	Incorporeal touch +14 melee (fluid drain)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Fluid drain, grab
Special Qualities:	Darkvision 60 ft., incorporeal traits, weakened
Saves:	Fort +7, Ref +11, Will +11
Abilities:	Str —, Dex 20, Con 13, Int 18, Wis 16, Cha 18
Skills:	Hide +21*, Listen +21, Search +20, Sense Motive +19, Spot +21, Survival +19 (+21 following tracks)
Feats:	Alertness, Great Fortitude, Improved Initiative, Lightning Reflexes, Weapon Finesse
Environment:	Temperate marshes
Organization:	Solitary
Challenge Rating:	10
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	14-30 HD (Medium); 31-39 HD (Large)
Level Adjustment:	—

Combat

A crimson death attacks from ambush, usually hiding in naturally occurring fog and waiting for potential prey to wander close. Often times, a crimson death uses sound (imitating cries for help, for example) in an attempt to lure a victim into its grasp.

Fluid Drain (Ex): A crimson death deals 1d6 points of Constitution damage to a grabbed opponent each round it maintains the hold.

Grab (Ex): A crimson death that hits an opponent up to one size larger has wrapped its incorporeal tendrils around the opponent. The opponent is considered grappled (grapple bonus +11) and is subjected to the crimson death's fluid drain each round the hold is maintained.

Incorporeal Traits (Ex): Can be harmed only by other incorporeal creatures, magic weapons or creatures that strike as magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source (except positive energy, negative energy, and force effects such as *magic missile*); can pass through solid objects at will, and own attacks pass through armor; cannot make trip or grapple attacks and cannot be tripped or grappled; do not set off traps triggered by weight; always moves silently and cannot be heard with Listen checks unless it wants to be; can move at full speed even when it cannot see.

Weakened (Ex): After draining its victim's Constitution, the crimson death, sated from its feeding, moves at one-half its normal speed, loses the incorporeal subtype, loses its racial bonus to Hide checks, and suffers a -4 circumstance penalty to AC. These effects last for 1 hour.

Skills: *A crimson death has a +8 racial bonus on Hide checks in smoky, foggy, misty areas.

Demon: Maphistal

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	20d8+220 (310 hp)
Initiative:	+11
Speed:	40 ft. (8 squares), fly 80 ft. (good)
Armor Class:	39 (-1 size, +7 Dex, +15 natural, +8 profane), touch 24, flat-footed 32
Base Attack/Grapple:	+20/+37
Attack:	+3 <i>unholy crushing heavy mace</i> +35 melee (2d6+17 plus bone knit) or claw +32 melee (1d8+13)
Full Attack:	+3 <i>unholy crushing heavy mace</i> +35/+30/+25/+20 melee (2d6+17 plus bone knit) and bite +30 melee (1d8+6) or 2 claws +32 melee (1d8+13) and bite +30 melee (1d8+6)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Bone knit, disease, <i>summon demons</i> , <i>summon undead</i>
Special Qualities:	Damage reduction 20/cold iron and good, darkvision 60 ft., immunity to electricity and poison, outsider traits, resistance to acid 10, cold 10, and fire 10, SR 29, telepathy 100 ft.
Saves:	Fort +23, Ref +19, Will +21
Abilities:	Str 36, Dex 25, Con 33, Int 25, Wis 25, Cha 26
Skills:	Balance +30, Bluff +31, Concentration +34, Diplomacy +35, Disguise +31, Intimidate +33, Knowledge (arcana) +30, Knowledge (the planes) +30, Listen +38, Move Silently +30, Search +30, Sense Motive +30, Spellcraft +32 (+34 scrolls), Spot +38, Use Magic Device +30 (+32 scrolls)
Feats:	Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Iron Will, Multiattack, Power Attack
Environment:	The Abyss
Organization:	Solitary or troupe (Maphistal plus 2-16 skeletons and zombies and 1-4 wights or 1-4 spectres and 1-8 wraiths)
Challenge Rating:	21
Treasure:	Double standard, plus +3 <i>unholy crushing heavy mace</i>
Alignment:	Always chaotic evil
Advancement:	—
Level Adjustment:	—

A stinking aura of death and decay lingers in the air around this feral-looking humanoid. Two great horns protrude upward from its oval head. Huge leathery, bat-like wings sprout from its shoulders, and its lower torso sports two massive legs that end in soot-colored hooves. Short, coarse black hair covers its entire body, except its face and clawed hands.

Maphistal is a lieutenant in the employ of Orcus, Demon Prince of the Undead. He makes his home on a stinking, smoldering layer of the Abyss and commands his troops from his great castle, *Maalstege* (The Keep of Bones, so called because it is believed to be constructed from the skeletal remains of those slain by Maphistal). He is loyal to no one but Orcus. He does not trust Sonechard, the General of Orcus's undead legions, and seeks to discredit him at any opportunity, though he does not do this openly for fear of rebellion by his troops or punishment by Orcus. His machinations against Sonechard are primarily through his agents and spies in Sonechard's camps.

Maphistal stands 9 feet tall and weighs 1,200 pounds. He speaks Abyssal, Celestial, Common, Draconic, Giant, Goblin, Ignan, and Infernal.



Combat

Maphistal is rarely, if ever, encountered alone, and usually has a retinue of undead with him. When he enters combat, he usually opens with his spell-like abilities, immediately using his *circle of death* ability to affect as many targets as possible. In melee, he batters an opponent with his mace. An opponent whose skull is destroyed (and who is therefore slain) or an opponent brought to Dexterity 0 (and not rescued by his comrades) is carried back to the Keep of Bones where it undergoes transformation into an undead creature and is either placed in Maphistal's legions or becomes part of the Keep itself.

Maphistal's natural weapons, as well as any weapons he wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Bone Knit (Su): Each time a living creature is hit by Maphistal's mace, it must succeed on a DC 25 Fortitude save or take 1d4 points of Dexterity damage as its bones fuse together. Creatures without bones or skeletal structures (such as oozes and plants) are unaffected by this attack.

Disease (Ex): Bite—*demon fever*, Fortitude DC 31, incubation period 1 day, damage 1d6 Constitution. The save DC is Constitution-based.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 25), *create undead*, *detect magic*, *detect good*, *desecrate*, *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *power word stun*, *suggestion* (DC 21), *telekinesis* (DC 23), *tongues* (self only), *unhallow*, *unholy aura* (DC 26), *unholy blight* (DC 22); 3/day—*create greater undead*; 1/day—*circle of death* (DC 24), *fire storm* (DC 26). Caster level 20th. The save DCs are Charisma-based.

Summon Demons (Sp): Once per day, Maphistal can

automatically summon 4d10 dretches, 1d4 hezrous, or one nalfeshnee, glabrezus, marilith, or balor. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): Once per day, Maphistal can automatically summon 3d10 zombies or skeletons, 2d6 ghouls, 2d4 ghosts, 1d6 wraiths or wights, or 1d4 spectres. This ability is the equivalent of a 9th-level spell.

Skills: Maphistal has a +8 racial bonus on Listen and Spot checks.

Unholy Crushing Heavy Mace: Maphistal's +3 *heavy mace* is imbued with the *unholy* and *crushing* special qualities. The *unholy* special quality makes the weapon evil-aligned and thus bypasses the corresponding damage reduction. It deals an extra 2d6 points of damage against all of good alignment. It bestows one negative level on any good creature attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way (including *restoration* spells) while the weapon is wielded.

Further, upon a roll of natural 20 (followed by a successful roll to confirm the critical hit), the weapon crushes the opponent's skull (if it has a head). Some creatures, such as many aberrations and all oozes, have no heads (or skulls). Others, such as golems and undead creatures (including vampires) are not affected by the *crushing* special quality. Most other creatures, however, die when their skull is crushed. The DM may have to make judgment calls about the weapon's effect.

Devouring Mist

Large Undead

Hit Dice:	14d12 (91 hp)
Initiative:	+4 (Dex)
Speed:	Fly 40 ft (8 squares) (perfect)
AC:	13 (-1 size, +4 Dex), touch 13, flat-footed 9
Base Attack/Grapple:	+7/—
Attack:	Slam +11 melee (1d6 plus blood drain)
Full Attack:	2 slams +11 melee (1d6 plus blood drain)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Blood drain, engulf
Special Qualities:	Blow evasion, create spawn, damage reduction 10/magic, darkvision 60 ft., gaseous, spell resistance 24
Saves:	Fort +4, Ref +8, Will +12
Abilities:	Str 11, Dex 19, Con —, Int 8, Wis 16, Cha 16
Skills:	Hide +20*, Knowledge (Bloodways) +4, Listen +20, Spot +20
Feats:	Alertness, Combat Reflexes, Dodge, Mobility, Weapon Finesse

Environment:	Underground
Organization:	Solitary
Challenge Rating:	9
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	15-16 HD (Large), 17-24 HD (Huge)
Level Adjustment:	—

These drifting nightmares resemble clouds of dark red vapor, normally about 10 feet in diameter, though they can reshape their body and slip through even the smallest of cracks with ease.

Spawned of the dreams of the Bloodwraith, devouring mists are undead composed of equal parts blood and malice, wedded together by negative energy. They drift the halls of the Bloodways, looking for living prey to feed on and torment. When they strike, they engulf their enemies and draw the blood from their bodies.

Devouring mists cannot speak, or produce any sounds at all, but they do understand Common.

Combat

The devouring mist uses the red vapors of the Bloodways to its advantage to slip up next to a group of victims and

engulf them, preferably with surprise. It seeks to draw all of its victims' blood out as rapidly as it can, using its Combat Reflexes feat to gain attacks of opportunity on any who try to flee.

Blood Drain (Ex): On a successful slam attack, the devouring mist deals 1d4 points of temporary Constitution damage as it pulls the blood out of its victim's body through the skin. For every point so drained, the devouring mist regains 5 hit points. Creatures without blood are immune to blood drain.

Blow Evasion (Ex): The devouring mist is able to use its vaporous state to its advantage to minimize damage from weapon attacks. This allows it to subtract the first five points of physical damage from any weapon attack, though it cannot reduce damage from other sources such as holy or energy damage. This ability does not stack with its damage reduction.

Engulf (Ex): A devouring mist can move over Large or smaller-sized creatures with its body as a standard action. It cannot make a slam in the same round it engulfs. It simply moves over the area where the foes are. Foes are entitled to either an attack of opportunity (against which it gains its Mobility feat AC bonus) or a Reflex save to

avoid it (DC 20), but not both. Engulfed creatures are not considered grappled, and may freely attack or exit the area, though all squares within the engulfed area are considered threatened. The devouring mist can engulf as many creatures as it can fit within its space. The devouring mist may direct its slam attack against foes that are trapped within it with no penalty.

Gaseous (Ex): A devouring mist can pass through small areas, such as cracks under doors, but it cannot pass through solid matter. It cannot enter water or other liquid. Winds or other forms of moving air may push the devouring mist in their direction if they exceed 30 miles per hour, but the wind does no damage to it, and cannot disperse it. Devouring mists are utterly silent.

Create Spawn (Ex): If a victim's Constitution is reduced to 0 due to the devouring mist's ability drain, the blood from the victim's body forms into a new devouring mist in 1d4 rounds. Further, the victim's corpse arises as a vampire spawn in 1d4 days, unless the remains are *blessed* prior to this rising.

Skills: The devouring mist receives a +10 circumstance bonus to Hide checks while immersed in the red mist of the Bloodways.

Dragon, Faerie

Tiny Dragon

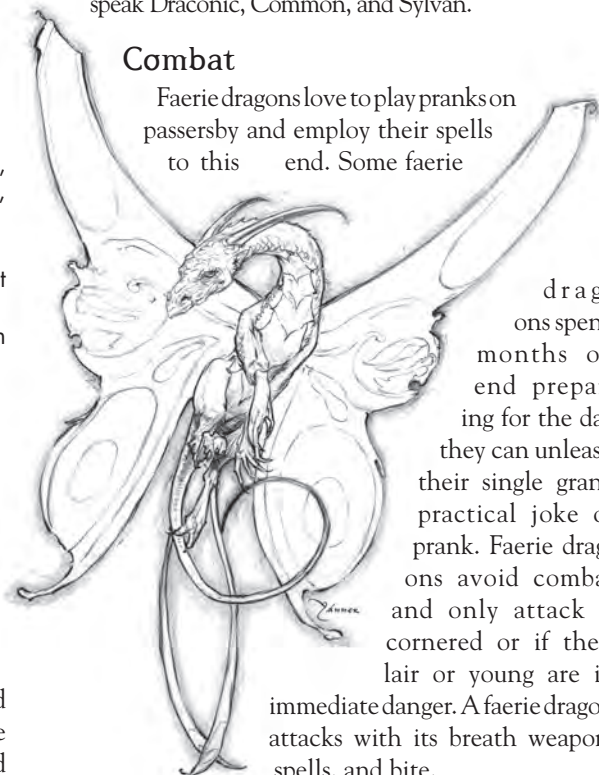
Hit Dice:	2d12+2 (13 hp) +0
Initiative:	+0
Speed:	10 ft. (2 squares), fly 60 ft. (good), swim 30 ft.
Armor Class:	15 (+2 size, +3 natural), touch 12, flat-footed 15
Base Attack/Grapple:	+2/-6
Attack:	Bite +4 melee (1d2)
Full Attack:	Bite +4 melee (1d2)
Space/Reach:	2-1/2 ft./0 ft.
Special Attacks:	Breath weapon, spells
Special Qualities:	Darkvision 60ft., dragon traits, invisibility, low-light vision, spell resistance, telepathy
Saves:	Fort +4, Ref +3, Will +7
Abilities:	Str 11, Dex 11, Con 13, Int 16, Wis 16, Cha 16
Skills:	Hide +12, Listen +8, Search +7, Spot +8, Swim +16
Feats:	Hover
Environment:	Temperate and warm forest
Organization:	Solitary or clan (3-6)
Challenge Rating:	2
Treasure:	Double standard
Alignment:	Always chaotic good
Advancement:	3-5 HD (Tiny); 6 HD (Small)
Level Adjustment:	—

Faerie dragons are chaotic members of the dragon family and are believed to be distant cousins of the pseudodragon. Faerie dragons resemble tiny 1-2 foot long dragons with delicate and

brightly colored butterfly wings and a long, thin prehensile tail. Their scales are smooth and range in color from red to purple, with all colors of the spectrum falling in between. Their eyes are blue or green, and their backward curving horns are gold or silver. Female faerie dragons have a golden sheen to their coloring while males have a silver sheen. Faerie dragons speak Draconic, Common, and Sylvan.

Combat

Faerie dragons love to play pranks on passersby and employ their spells to this end. Some faerie



dragons spend months on end preparing for the day they can unleash their single grand practical joke or prank. Faerie dragons avoid combat and only attack if cornered or if their lair or young are in immediate danger. A faerie dragon attacks with its breath weapon, spells, and bite.

Breath Weapon (Su): Cone, 5 feet, once every 1d4 rounds; Reflex save (DC 12) or wander aimlessly in a state of euphoric bliss for 2d6 rounds (similar to a *confusion* effect). Creatures so affected can take no action other than a move action and lose their Dexterity bonus to AC.

Spells: A faerie dragon can replicate arcane (65% chance) or divine spells (35% chance) as a sorcerer or druid with a caster level equal to 2 per HD it possesses. For example, a 2 HD faerie dragon can replicate spells as a 4th-level caster while a 6 HD faerie dragon can replicate spells as an 12th level caster. The DC for the faerie dragon's spells is 13 + spell level.

Invisibility (Sp): The faerie dragon can become invisible at will as if using the *improved invisibility* spell

(caster level 6th). This effect can be dispelled, but the faerie dragon can create it again as a free action on its next turn.

Dragon Traits (Ex): Immunity to *sleep* and paralysis.

Spell Resistance (Ex): A faerie dragon has spell resistance 15 + 1 per HD.

Telepathy: Faerie dragons can communicate telepathically with one another with a range of 2 miles.

Skills: Faerie dragons have a +8 racial bonus on Swim checks to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Gargoyle

	Four-Armed Medium Magical Beast (Earth)	Green Guardian Medium Magical Beast (Earth)	Margoyles Medium Magical Beast (Earth)
Hit Dice:	4d10+19 (41 hp)	4d10+19 (41 hp)	6d10+27 (54 hp)
Initiative:	+2	+2	+2
Speed:	40 ft. (8 squares), fly 60 ft. (average)	40 ft. (8 squares), fly 60 ft. (average)	40 ft. (8 squares), fly 60 ft. (average)
Armor Class:	16 (+2 Dex, +4 natural), touch 12, flat-footed 14	16 (+2 Dex, +4 natural), touch 12, flat-footed 14	18 (+2 Dex, +6 natural), touch 12, flat-footed 16
Base Attack/Grapple:	—	+4/+6	+4/+7 +6/+9
Attack:	Claw +6 melee (1d4+2)	Claw +7 melee (1d4+3)	Claw +9 melee (1d6+3)
Full Attack:	4 claws +6 melee (1d4+2) and bite +4 melee (1d6+1) and gore +4 melee (1d6+1)	2 claws +7 melee (1d4+3) and bite +5 melee (1d6+1) and gore +5 melee (1d6+1)	2 claws +9 melee (1d6+3) and bite +7 melee (1d6+1) and gore +7 melee (1d6+1)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	—	Hold	—
Special Qualities:	Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision, reanimation	Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision	Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision
Saves:	Fort +8, Ref +6, Will +1	Fort +8, Ref +6, Will +1	Fort +9, Ref +7, Will +3
Abilities:	Str 15, Dex 14, Con 18, Int 6, Wis 11, Cha 7	Str 17, Dex 14, Con 18, Int 6, Wis 11, Cha 7	Str 17, Dex 15, Con 19, Int 8, Wis 12, Cha 8
Skills:	Hide +7*, Listen +4, Spot +4	Hide +7*, Listen +4, Spot +4	Hide +9*, Listen +5, Spot +5
Feats:	Multiattack, Toughness	Multiattack, Toughness	Multiattack, Power Attack, Toughness
Environment:	Any	Any	Any
Organization:	Solitary, pair, or wing (5-16)	Solitary, pair, or wing (5-16)	Solitary, pair, or wing (1-2, plus 4-6 gargoyles)
Challenge Rating:	4	4	5
Treasure:	Standard	Standard	Standard
Alignment:	Always chaotic evil	Always chaotic evil	Always chaotic evil
Advancement:	5-6 HD (Medium); 7-12 HD (Large)	5-6 HD (Medium); 7-12 HD (Large)	7-9 HD (Medium); 10-18 HD (Large)
Level Adjustment:	—	—	—

With the exceptions noted below, each of the gargoyle varieties above resembles the standard gargoyle (see the MM).

Four-Armed Gargoyle

The four-armed gargoyle has four long arms, each ending in a sharp talon. It otherwise resembles a normal gargoyle.

Green Guardian

The gargoyle is carved of a strange green stone and has two eyes of jet (500 gp each). The eyes radiate magic and evil if detected. Green guardians speak Common and Terran.

Reanimation (Ex): Green guardians automatically reanimate in 1d8+2 days unless the eye gems are crushed and disenchanting with both *dispel magic* and *remove curse*.

Hold (Sp): If a green guardian gargoyle hits an opponent with both claw attacks, that opponent must succeed on a DC 16 Fortitude save or be *held* for 4 rounds as if by a *hold person* spell (caster level 6th). Unlike the *hold person* spell, a held creature does not receive a new save each round to break the effects. The save DC is Constitution-based.

Margoyale

A margoyale is a slightly larger version of the standard gargoyle. It is meaner, more evil, and deadlier than the normal gargoyle. Margoyales are most often encountered in subterranean regions and often have a pack of gargoyles with them. In such cases, the margoyale is looked upon as the master or leader of the group.

Margoyales speak Common and Terran.

Combat

Gargoyles either remain still and then suddenly attack, or they dive into their prey. Green guardians attempt to *hold* their victims and then fly off with them. A group of margoyales and/or gargoyles works in unison to bring down its opponents.



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

Skills: Gargoyles have a +2 racial bonus on Hide, Listen, and Spot checks. *Against a background of stone, the Hide bonus increases to +8.

Juju Zombie

Juju zombies' hatred of living creatures and the magic that created them are what hold them to the world of the living. When a humanoid or monstrous humanoid is slain by an *energy drain*, *enervation*, or similar spell or spell-like ability, it may rise as a juju zombie.

Juju zombies are hideous humanoid-shaped creatures. Their bodies are decayed, gray in color, and have the feel of hardened leather. Their clothes are the same as they wore at the time of their death, but hang in rags about their body. A juju zombie's eyes are small pinpoints of crimson fire. Juju zombies exude a strong odor of death.

Creating a Juju Zombie

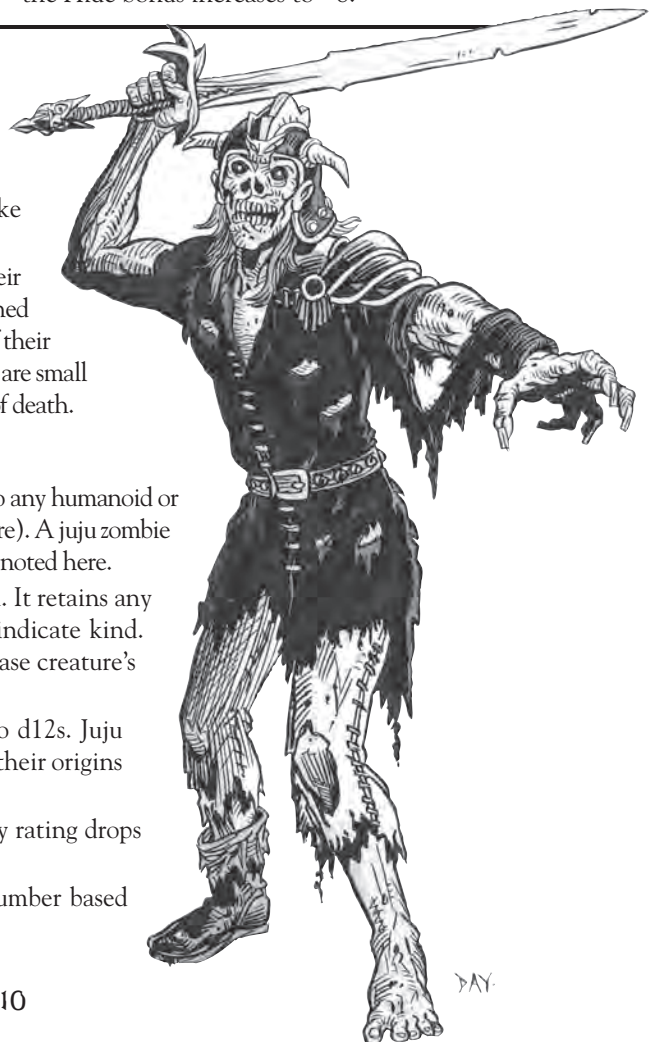
"Juju zombie" is an acquired template that can be added to any humanoid or monstrous humanoid (referred to hereafter as the base creature). A juju zombie uses all of the base creature's statistics and abilities except as noted here.

Size and Type: The creature's type changes to undead. It retains any subtypes except alignment subtypes and subtypes that indicate kind. It does not gain the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here.

Hit Dice: Increase all current and future Hit Dice to d12s. Juju zombies cannot be made using the *animate dead* spell (as their origins lie with energy draining spells and effects).

Speed: If the base creature can fly, its maneuverability rating drops to clumsy.

Armor Class: Natural armor bonus increases by a number based on the zombie's size



Size	Natural AC Bonus
Tiny or smaller	+1
Small	+2
Medium	+3
Large	+4
Huge	+5
Gargantuan	+7
Colossal	+12

Base Attack: A juju zombie has a base attack bonus equal to 1/2 its Hit Dice.

Attacks: A juju zombie retains all the natural weapons, manufactured weapon attacks, and weapon proficiencies of the base creature. A juju zombie also gains a slam attack if it did not already have one.

Damage: Natural and manufactured weapons deal damage normally. A slam attack deals damage depending on the juju zombie's size. (Use the base creature's slam damage if it's better.)

Size	Damage
Fine	1
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: A juju zombie loses all of the base creature's special attacks. It retains any extraordinary special attacks that improve its melee or ranged attacks.

Special Qualities: A juju zombie loses most special qualities of the base creature. It retains any extraordinary special qualities that improve its melee or ranged attacks. A juju zombie gains the following special qualities.

Damage Reduction (Ex): A juju zombie has damage reduction 5/magic and slashing (if HD 10 or less) or 10/magic and slashing (if HD 11 or more). A juju zombie's natural weapons are treated as magic weapons for the purposes of overcoming damage reduction.

Immunity to Electricity (Ex): Juju zombies are immune to all electricity effects.

Immunity to Cold (Ex): Juju zombies are immune to all cold effects.

Immunity to Magic Missile (Ex): Juju zombies are immune to the *magic missile* spell (including any spell-like ability that mimics the spell).

Resistance to Fire (Ex): Juju zombies have resistance to fire 10.

Turn Resistance (Ex): A juju zombie has +4 turn resistance.

Saves: Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

Abilities: A juju zombie's Strength increases by +4, its Dexterity increases by +2, it has no Constitution, its Intelligence changes to 4, its Wisdom changes to 10, and its Charisma changes to 10.

Skills: Juju zombies retain all the skills of the base creature (adjusted for its modified ability scores) and gain a +8 racial bonus on Climb checks.

Feats: A juju zombie retains all the feats of the base creature and gains Improved Initiative and Toughness as bonus feats.

Environment: Any land and underground.

Organization: Any.

Challenge Rating: HD 5 or less, as base creature; HD 6 to 10, as base creature +1; HD 11 or more, as base creature +2.

Treasure: None.

Alignment: Any evil (usually neutral or lawful).

Advancement: —.

Level Adjustment: —.

Meat Puppet (Template)

Meat puppets are boneless, skinless corpses reanimated after being exposed to necromantic energies.

Creating a meat puppet

"Meat puppet" is an acquired template that can be added to any corporeal creature (other than an undead) that had a skeletal system at one point, but had its bones extracted or completely crushed (referred to hereafter as the base creature).

Size and Type: The creature's type changes to undead. It retains any subtypes except alignment subtypes and subtypes that indicate kind. It does not gain the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here.

Hit Dice: Drop any Hit Dice from class levels (to a minimum of 1), double the number of Hit Dice left (minimum 4 Hit Dice, maximum 30 Hit dice), and raise them to d12s.

Speed: The base creature loses fly and burrow speeds, but retains land, swim, and climb speeds, if any.

Armor Class: The meat puppet lacks skin or hide, and thus has no natural armor class. It tends to shed any possessions it had in life, and so is only 5% likely to be encountered wearing any armor it once had.

Base Attack: A meat puppet has a base attack bonus equal to 1/2 its Hit Dice.

Attacks: A meat puppet gains one slam attack for every non-locomotive appendage it possesses, and loses

	Gnome Commoner	Human Commoner	Umber Hulk
	Meat Puppet	Meat Puppet	Meat Puppet
	Small Undead	Medium Undead	Large Undead
Hit Dice:	4d12+6 (32 hp)	4d12+6 (32 hp)	16d12+18 (122 hp)
Initiative:	+2	+2	+3
Speed:	20 ft. (4 squares)	30 ft. (6 squares)	20 ft. (4 squares)
Armor Class:	13 (+1 size, +2 Dex), touch 13, flat-footed 11	12 (+2 Dex), touch 12, flat-footed 10	12 (-1 size, +3 Dex), touch 12, flat-footed 9
Base Attack/Grapple:	+2/+1	+2/+5	+8/+21
Attack:	Slam +6 melee (1d4+3)	Slam +5 melee (1d6+3)	Slam +16 melee (1d8+9)
Full Attack:	2 slams +6 melee (1d4+3)	2 slams +5 melee (1d6+3)	2 slams +16 melee (1d8+9)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	10 ft./10 ft.
Special Attacks:	Improved grab, throttle	Improved grab, throttle	Improved grab, throttle
Special Qualities:	Darkvision 60 ft., DR 5/slashing or piercing, fleshknit 1	Darkvision 60 ft., DR 5/slashing or piercing, fleshknit 1	Darkvision 60 ft., DR 5/slashing or piercing, fleshknit 4
Saves:	Fort +1, Ref +3, Will +6	Fort +1, Ref +3, Will +6	Fort +5, Ref +8, Will +10
Abilities:	Str 17, Dex 15, Con —, Wis 14, Cha 3	Str 17, Dex 14, Con —, Int 3, Wis 14, Cha 3	Str 29, Dex 17, Con —, Int 3, Wis 14, Cha 3
Skills:	—	—	—
Feats:	Toughness x2	Toughness x2	Toughness x6
Environment:	Any	Any	Underground
Organization:	Any	Any	Any
Challenge Rating:	4	4	10
Treasure:	5% chance of standard goods	5% chance of standard goods	5% chance of standard goods
Alignment:	Always neutral evil	Always neutral evil	Always neutral evil
Advancement:	None	None	None
Level Adjustment:	—	—	—

any claw or bite attacks it once had. It retains all weapon proficiencies of the base creature, but as with armor is only 5% likely to be encountered with a weapon in hand.

Damage: Natural and manufactured weapons deal damage normally. A slam attack deals damage depending on the meat puppet's size. (Use the base creature's slam damage if it's better.)

Fine	1
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: A meat puppet retains none of the base creature's special attacks. However, it gains the improved grab and strangle special attacks:

Improved Grab (Ex): When a meat puppet hits with a slam attack, it can immediately attempt to grab its opponent without making a separate attack

roll, and without provoking an attack of opportunity. This grapple is otherwise conducted normally.

Throttle (Ex): As one of its grapple options, the meat puppet may attempt to wrap one of its boneless limbs around the neck of its opponent and strangle them. This requires a successful grapple check to perform. If it succeeds, the victim takes normal grapple damage and cannot breathe. Opponents can hold their breath for a number of rounds equal to their Fortitude save. Once this time has elapsed, the victim suffocates as per the rules in the DMG. Breaking the strangle hold can be accomplished with a successful grapple check on the part of the victim, though a separate check is then needed to break completely free of the meat puppet's grasp.

Special Qualities: A meat puppet loses most special qualities of the base creature. It retains any extraordinary special qualities that improve its melee or ranged attacks. A meat puppet gains the following special qualities: Damage reduction 5/slashing or piercing, and fleshknit.

Fleshknit (Su): The meat puppet heals damage done to it at a rate of 1 hit point per round per five hit dice it possesses (rounded up). It continues to heal damage even if reduced below 0 hit points, or

disintegrated. Only damage from cold iron, holy, and epic sources is not mended.

Saves: Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

Abilities: A meat puppet's Strength increases by 6, its Dexterity increases by 4, it has no Constitution score, its Intelligence changes to 3, its Wisdom changes to 14, and its Charisma changes to 3.

Skills: A meat puppet has no skills.

Feats: A meat puppet loses all feats of the base creature and gains Toughness every time it would be entitled to a feat by its hit dice.

Environment: Any land and underground.

Organization: Any.

Challenge Rating: Depends on Hit Dice, as follows:

Hit Dice	Challenge Rating
4	4
6	5
8–10	6
12–14	8
15–17	10
18–20	12
21–24	14
25–27	16
28–30	18

Treasure: 5% chance of standard goods.

Alignment: Always neutral evil.

Advancement: As base creature, but double Hit Dice (maximum 20), or — if the base creature advances by character class.

Level Adjustment: —.

Minotaur, Phase

Large Monstrous Humanoid

Hit Dice:	6d8+12 (39 hp)
Initiative:	+0
Speed:	30 ft. (6 squares)
Armor Class:	14 (–1 size, +5 natural), touch 9, flat-footed — (see text)
Base Attack/Grapple:	+6/+14
Attack:	Greataxe +9 melee (3d6+6/x3) or gore +9 melee (1d8+4)
Full Attack:	Greataxe +9/+4 melee (3d6+6/x3) and gore +4 melee (1d8+2)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Powerful charge 4d6+6
Special Qualities:	Darkvision 60 ft., ethereal jaunt, natural cunning, scent
Saves:	Fort +6, Ref +5, Will +5
Abilities:	Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8
Skills:	Intimidate +2, Listen +7, Search +2, Spot +7
Feats:	Great Fortitude, Power Attack, Track
Environment:	Underground
Organization:	Solitary, pair, or gang (3–4)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Usually chaotic Evil
Advancement:	By character class
Level Adjustment:	+3

A phase minotaur stands more than 7 feet tall and weighs about 700 pounds.

Phase minotaurs speak Giant.

Combat

Phase minotaurs prefer melee combat, where their great strength serves them well.

Powerful Charge (Ex): A phase minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

Ethereal Jaunt (Su): A phase minotaur can shift from the Ethereal Plane to the Material Plane as a free action, and shift back again as a move action (or during a move action). The ability is otherwise identical with *ethereal jaunt* (caster level 15th).

Natural Cunning (Ex): Although phase minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

Skills: Phase minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

Phase Minotaurs As Characters

Phase minotaur characters possess the following racial traits.

— +8 Strength, +4 Constitution, –4 Intelligence (minimum 3), –2 Charisma.

—Large size. –1 penalty to Armor Class, –1 penalty on attack rolls, –4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters.

—Space/Reach: 10 feet/10 feet.

—A phase minotaur's base land speed is 30 feet.

—Darkvision out to 60 feet.

—Racial Hit Dice: A phase minotaur begins with six levels of monstrous humanoid, which provide 6d8 Hit Dice, a base attack bonus of +6, and base saving throw

bonuses of Fort +2, Ref +5, and Will +5.

—Racial Skills: A phase minotaur's monstrous humanoid levels give it skill points equal to 9 x (2 + Int modifier, minimum 1). Its class skills are Intimidate, Jump, Listen, Search, and Spot. Phase minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

—Racial Feats: A phase minotaur's monstrous humanoid levels give it three feats.

—Weapon Proficiency: A phase minotaur is proficient with the greataxe and all simple weapons.

— +5 natural armor bonus.

—Natural Weapons: Gore (1d8).

—Special Attacks (see above): Powerful charge.

—Special Qualities (see above): Ethereal jaunt, natural cunning, scent.

—Automatic Languages: Common, Giant. Bonus Languages: Orc, Goblin, Terran.

—Favored Class: Barbarian.

—Level adjustment +3.

Mordnaissant

Tiny Undead

Hit Dice:	9d12 (58 hp)
Initiative:	+6 (+2 Dex +4 Improved Initiative)
Speed:	5 ft (1 square), fly 50 ft (10 squares) (perfect) (cannot run)
Armor Class:	14 (+2 size, +2 Dex), touch 14, flat-footed 12
Base Attack/Grapple:	+4/-8
Attack:	Claw +0 melee (1d2-4) or ray +7 ranged touch
Full Attack:	2 claws +0 melee (1d2-4) or ray +7 ranged touch
Space/Reach:	2-1/2 ft./0 ft.
Special Attacks:	Death curse, lash of fury, pain wail
Special Qualities:	Darkvision 60 ft, turn resistance +2, undead traits
Saves:	Fort +3, Ref +5, Will +10
Abilities:	Str 3, Dex 14, Con —, Int 7, Wis 18, Cha 17
Skills:	Hide +16, Listen +15, Spot +15
Feats:	Ability Focus (lash of fury), Alertness, Improved Initiative, Weapon Focus (ray)
Environment:	Any
Organization:	Solitary, twins, or litter (3-8)
Challenge Rating:	7
Treasure:	None
Alignment:	Always neutral evil
Advancement:	None
Level Adjustment:	—

The mordnaissant appears as a shriveled fetus that floats within a translucent sphere of black energy. Though capable of crawling, it prefers flight. The glitter of its jet-black eyes denotes a limited but hostile intellect lurking behind them.

Occasionally when a pregnant mother dies violently in a place infused with unholy or negative energies, the unborn child within her does not simply perish, but instead continues to grow, vitalized by dark power, until it is capable of clawing its way free from its dead mother. This horrible creature, known as a mordnaissant, lives an existence of eternal pain, loneliness and suffering, relieved only by its ability to inflict harm on those around

it. Mordnaissants avoid bright light if they can, though they suffer no ill effects from it.

Combat

The mordnaissant attacks any living creatures it encounters, wailing in pain and lashing out with dark energy. It only uses its claw attacks as a last resort, such as if grappled, or if no enemies are mobile enough to oppose it.

Pain Wail (Su): At will, as a free action, the mordnaissant can produce a terrible, befuddling wailing sound that mirrors the pain its very existence brings it. All living creatures within 20 feet must make a Will save each round the wailing continues or be dazed (as the spell produced by a 9th level caster) for one round. The base DC for this save is 17, and for every 5 points of damage the mordnaissant suffers, the DC of the save increases by 1. If the damage is subsequently healed, the save DC drops commensurately.

Lash of Fury (Su): The mordnaissant can lash out with its negative energy powers and directly attack the vitality of living creatures. This is a ranged ray touch attack that requires a standard action to perform. If the ray hits, the victim must make a Fortitude save (DC 19) for half damage or duration, as appropriate.

There are three possible lashes the mordnaissant can use. It can *whip the flesh*, which inflicts 2d8+9 points of *inflict moderate wounds* type damage; it can *whip the mind*, which causes 1d4+1 points of temporary Intelligence damage; or it can *whip the soul*, which stuns the victim for 1d4+1 rounds. A critical hit with the ray attack doubles the damage dice rolled (or duration dice, if the soul is lashed).

Death Curse (Su): As a final cruel jest to the individual that puts a mordnaissant out of its misery, the slayer must make a Will save (DC 17) or suffer from a terrible curse that reduces all subsequent XP rewarded by 20%. This curse may only be removed by a *remove curse* or *break enchantment* spell with a successful caster level check versus (DC 20), or with the application of a *limited wish*, *miracle* or *wish*.

This appendix lists the statistics for a new creature, as well as stats for all nonstandard creatures listed in the text. For the stats of standard monsters, refer to the **MM**.

Mustard Jelly

Large Ooze

Hit Dice:	7d10+45 (83 hp)
Initiative:	+0
Speed:	30 ft. (6 squares)
Armor Class:	9 (-1 size), touch 9, flat-footed 9
Base Attack:	+5/+11
Attack:	Slam +7 melee (2d4+3 plus 1d4 acid)
Full Attack:	Slam +7 melee (2d4+3 plus 1d4 acid)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Acid, constrict 2d4+3 plus 1d4 acid, improved grab, poison aura
Special Qualities:	Amorphous, blindsight 60 ft., damage reduction 5/magic, divide, energy absorption, resistance to cold 10, SR 13
Saves:	Fort +8, Ref +2, Will +2
Abilities:	Str 15, Dex 10, Con 22, Int 10, Wis 10, Cha 10
Skills:	Hide +6, Listen +2, Move Silently +10, Spot +2
Feats:	Alertness, Toughness, Weapon Focus (slam)
Environment:	Temperate marshes
Organization:	Solitary
Challenge Rating:	7
Treasure:	None
Alignment:	Always neutral
Advancement:	8-10 HD (Large); 11-21 HD (Huge)

Mustard jelly appears to be a yellowish-brown form of the ochre jelly and is thought to be a distant relative of said creature. However, the mustard jelly is far more dangerous than its relative for it is intelligent.

The mustard jelly gives off a faint odor of mustard plants to a range of 20 feet.

Combat

A mustard jelly attacks by forming a pseudopod from its body and either slashing or enveloping its foes.

Acid (Ex): A mustard jelly secretes a digestive acid that dissolves only flesh. Any melee hit deals acid damage.

Blindsight (Ex): A mustard jelly's entire body is a primitive sensory organ that can ascertain prey by scent and vibration within 60 feet.

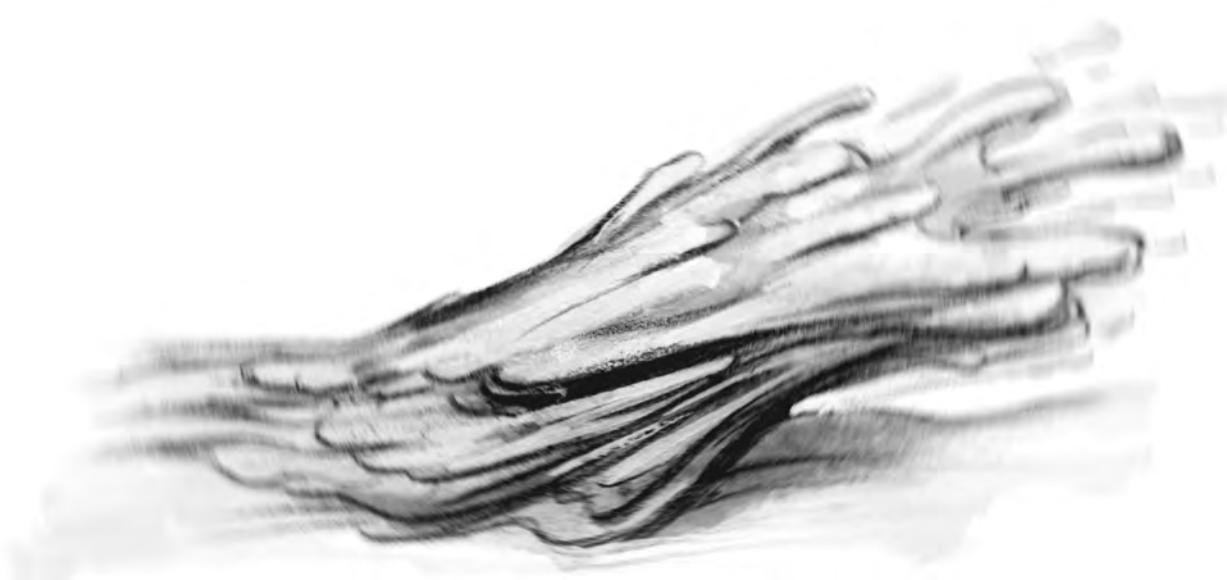
Improved Grab (Ex): To use this ability, a mustard jelly must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the mustard jelly establishes a hold and can constrict.

Constrict (Ex): A mustard jelly deals automatic slam and acid damage with a successful grapple check.

Divide (Ex): A mustard jelly can, as a standard action, split itself into two identical jellies, each with half of the original's current hit points (round down). A jelly with 10 hit points or less cannot divide itself. When divided, each jelly moves faster than the original (base speed 40 feet per round).

Energy Absorption (Ex): A mustard jelly is immune to electrical effects and *magic missiles*. If affected by such, the mustard jelly gains temporary hit points equal to the amount of damage it would have otherwise sustained. These temporary hit points last for 1 hour.

Poison Aura (Ex): The mustard jelly exudes an aura in a 10-foot radius centered on it that *slows* (as the *slow* spell) any creature within or coming within the area. A creature affected must succeed on a DC 19 Fortitude save to negate the effects. The save must be made each round a creature is within 10 feet of the mustard jelly.



Ooze, Ebon

Huge Ooze

Hit Dice:	8d10+60 (104 hp)
Initiative:	+2 (-2 Dex +4 Improved Initiative)
Speed:	20 ft. (4 squares)
Armor Class:	6 (-2 size, -2 Dex), touch 6, flat-footed 6
Base Attack/Grapple:	+6/+18
Attack:	Slam +11 melee (3d6+6 plus 2d6 acid)
Full Attack:	Slam +11 melee (3d6+6 plus 2d6 acid)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Acid, engulf
Special Qualities:	Blindsight, immunities, ooze traits
Saves:	Fort +9, Ref +2, Will +6
Abilities:	Str 18, Dex 7, Con 20, Int 8, Wis 14, Cha 3
Skills:	Listen +10, Spot +9
Feats:	Alertness, Improved Initiative, Weapon Focus (slam)
Environment:	Underground
Organization:	Solitary
Challenge Rating:	9
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	9-16 HD (Huge); 17-24 HD (Gargantuan)
Level Adjustment:	—

This loathsome mass of black gelatinous substance bears a close resemblance to its cousin, the black pudding, and is often mistaken for one. It is a jet-black blob that tends to stay in a single, rounded mass save when it lashes out with a pseudopod or attempts to engulf a target.

The ebon ooze, though resembling and distantly related to the black pudding, actually has more in common with

a gray ooze. It has an affinity for negative energy, and often seeks out or is born in places where large numbers of undead dwell. Unlike most oozes, the ebon ooze is intelligent, and takes great pleasure in stalking and devouring living creatures. Although it is not adversely affected by sunlight, the ebon ooze finds it painful, and so usually takes shelter by day if outdoors.

Combat

The ebon ooze prefers to attack by ambush, and uses terrain to its advantage. Though not an especially brilliant thinker, it does devote a lot of time to hunting and killing prey, and is unusually good at it. If it feels it clearly outmatches its prey, it stalks and torments its food rather than simply killing it.

Acid (Ex): The acid of the ebon ooze dissolves only living flesh. The bones and even skin of the victim are discarded when it has finished consuming a meal.

Engulf (Ex): Those hit by a successful crush attack may be engulfed in the same round. The victim can make an attack of opportunity against the ooze as it seeks to engulf. If the victim does not attack, it may instead make a Reflex save (DC 19) to avoid being engulfed. Those engulfed are subject to cold damage each round and are considered grappled and trapped within the body of the ooze. The ooze is free to make other crush attacks in subsequent rounds, and can engulf up to six Medium-Size creatures, or four Large-Size or nine Small-Size creatures.

Immunities (Ex): Immune to acid and sonic damage, and to disease and any poison not specifically designed to affect oozes. Cold-based attacks stun the ebon ooze for one round per ten points of damage they would have inflicted, rounded down (minimum 0). Fire and force-based attacks do normal damage.

Orcus (Demon Prince of Undead)

Huge Outsider (Chaotic, Evil, Extraplanar)	Special Attacks:	Command/rebuke undead, spell-like abilities, spells, fear aura, poison, <i>summon demons</i> , <i>summon undead</i> , <i>Wand of Orcus</i>
Hit Dice:	45d8+495 (855 hp)	
Initiative:	+10	
Speed:	40 ft. (8 squares), fly 60 ft. (average)	
Armor Class:	55 (-2 size, +6 Dex, +20 natural, +9 insight, +12 profane), touch 35, flat-footed 49	Special Qualities:
Base Attack/Grapple:	+45/+67	Damage reduction 25/epic and good and cold iron, darkvision 60 ft., immunity to electricity and poison, resistance to acid 10, cold 10, and fire 10, outsider traits, speak with dead, SR 45, telepathy 100 ft.
Attack:	<i>Wand of Orcus</i> +62 melee (2d8+19) or slam +57 melee (2d6+14)	Saves:
Full Attack:	<i>Wand of Orcus</i> +62/+57/+52/+47 melee (2d8+19) or 2 slams +57 melee (2d6+14) and tail sting +55 melee (2d4+7 plus poison)	Fort +35, Ref +30, Will +33
Space/Reach:	15 ft./15 ft.	Abilities:
		Str 38, Dex 22, Con 33, Int 28, Wis 28, Cha 34
		Skills:
		Bluff +60, Concentration +59, Diplomacy +60, Escape Artist +24, Gather Informa-

tion +49, Intimidate +60, Knowledge (arcana) +57, Knowledge (history [Abyss]) +57, Knowledge (the planes) +57, Knowledge (religion) +57, Knowledge (undead) +57, Listen +53, Move Silently +52, Search +57, Sense Motive +50, Spellcraft +57 (+59 to learn necromancy spells), Spot +65, Survival +57 (+59 on other planes)

Feats:

Blind-Fight, Cleave, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Great Cleave, Heighten Spell, Improved Initiative, Multiattack, Power Attack, Quicken Spell

Epic Feats:

Epic Spellcasting, Multispell, Undead Mastery, Zone of Animation

Environment:

The Abyss

Organization:

Solitary or troupe (Orcus plus 1-2 mariliths, 1-3 glabrezus, and 4-20 zombies or shadows)

Challenge Rating:

35

Treasure:

Triple standard, plus *Wand of Orcus*

Alignment:

Always chaotic evil

Advancement:

—

Level Adjustment:

—

This demonic humanoid is squat and bloated, standing nearly three times as tall as a normal human. Its goat-like head sports large, spiraling ram-like horns. Its legs are covered in thick brown fur and end in hooves. Large powerful arms wield a wicked skull-tipped wand. Two large, black, bat-like wings protrude from its back and a long, snake-like tail, tipped with a sharpened barb, trails behind it.

Orcus is one of the strongest (if not the strongest) and most powerful of all demon lords. He fights a never-ending war against rival demon princes that spans several Abyssal layers. From his great bone palace he commands his troops as they wage war across the smoldering and stinking planes of the Abyss. Orcus spends most of his days in his palace, rarely leaving its confines unless he decides to lead his troops into battle (which has happened on more than one occasion). Most of the time though, he is content to let his generals and commanders lead the battles.

When not warring against rival demon princes, Orcus likes to travel the planes, particularly the Material Plane. Should a foolish spellcaster open a *gate* and speak his name, he is more than likely going

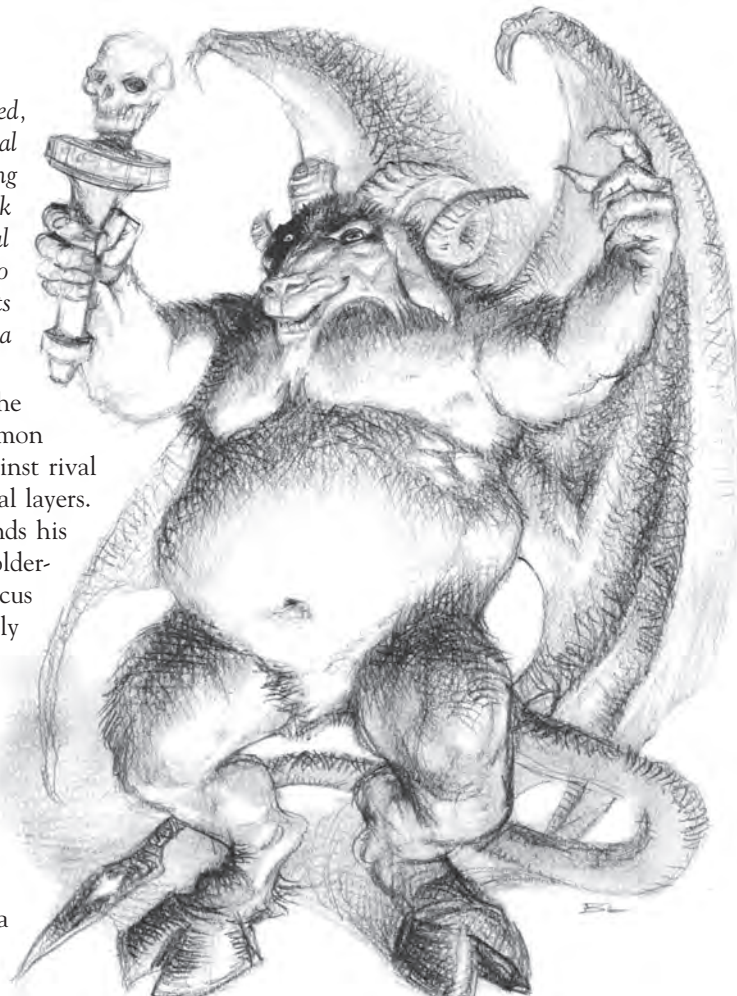
Orcus is the Prince of the Undead, and it is said that he alone created the first undead that walked the worlds.

to hear the call and step through to the Material Plane. What happens to the spellcaster that called him usually depends on the reason for the summons and the power of the spellcaster. Extremely powerful spellcasters are usually slain after a while and turned into undead soldiers or generals in his armies.

Orcus stands 15 feet tall and weighs nearly 6,000 pounds. He speaks Abyssal, Celestial, Common, Draconic, Giant, Goblin, Ignan, Infernal, and Sylvan.

Combat

Orcus prefers to conduct battles using his *Wand* or natural weapons (tail and fists). Generally he avoids direct combat with powerful foes preferring to hang back and pepper them with an array of spells and effects. If pressed into melee, he uses his tail sting against the strongest opponent while focusing his fear gaze on the spellcasters. When given the chance, he summons demons and undead to aid him. If combat goes against him, he uses his *greater teleport* ability to escape, leaving a retinue of demons and undead monsters to deal



with the interlopers.

Orcus's natural weapons, as well as any weapons he wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction. His natural weapons are also treated as epic weapons for the purpose of overcoming damage reduction.

Command/Rebuke Undead (Su): Orcus can command or rebuke undead as a 15th-level cleric. Because of his Undead Mastery feat, Orcus can command up to 150 HD worth of undead at one time.

Fear Aura (Su): Orcus can radiate a 60-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 44 Will save or be affected as though by a fear spell (caster level 35th). A creature that successfully saves cannot be affected again by Orcus's fear aura for one day. The save DC is Charisma-based.

Poison (Ex): Orcus delivers an extremely virulent poison with a successful tail sting. The save DC is Constitution-based.

Orcus's Tail Sting Poison: Injury, Fortitude DC 43, initial and secondary damage 3d6 Constitution.

Spell-Like Abilities: At will—*animate dead*, *blasphemy* (DC 29), *charm monster* (DC 26), *deeper darkness*, *desecrate*, *detect good*, *detect magic*, *detect thoughts* (DC 25), *fear* (DC 26), *greater dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *lightning bolt* (DC 28), *polymorph*, *read magic*, *suggestion* (DC 28), *symbol of death* (DC 30), *symbol of pain* (DC 27), *tongues* (self only), *true seeing*, *unhallow*, *unholy aura* (DC 30), *unholy blight* (DC 26), *wall of fire*; 1/day—*feblemind* (DC 29). Caster level 35th. The save DCs are Charisma-based.

Spells: Orcus casts spells as a 20th-level necromancer and a 15th-level cleric. His opposed schools are the schools of enchantment and illusion. He has access to the domains of Death, Destruction, and Evil. The save DCs are Intelligence-based (for his necromancer spells) and Wisdom-based (for his cleric spells).

Typical Necromancer Spells Prepared (5/8/7/7/7/6/6/6/6; save DC 19 + spell level): 0—*acid splash*, *arcane mark*, *dancing lights*, *disrupt undead*, *touch of fatigue*; 1st—*cause fear*, *chill touch*, *grease*, *hold portal*, *obscuring mist*, *ray of enfeeblement* (x3); 2nd—*false life*, *flaming sphere*, *ghoul touch*, *gust of wind*, *scare*, *scorching ray*, *spectral hand*; 3rd—*gaseous form*, *gentle repose*, *halt undead*, *haste*, *ray of exhaustion* (x2), *vampiric touch*; 4th—*animate dead*, *bestow curse*, *enervation* (x2), *ice storm*, *shout*, *wall of fire*; 5th—*blight*, *cloudkill* (x2), *cone of cold*, *magic jar*, *symbol of pain*, *waves of fatigue*; 6th—*acid fog*, *circle of death* (x2), *create undead* (x2), *eyebite*; 7th—*control weather*, *finger of death* (x2), *spell turning*, *waves of exhaustion*, *limited wish*; 8th—*create greater undead*, *horrid wilting* (x3), *polar ray*, *iron body*; 9th—*energy drain* (x2), *meteor swarm*, *soul bind*, *wail of the banshee*, *wish*.

Unholy Cleric Spells Prepared (6/8/7/7/6/6/4/3/2; save DC 19 + spell level): 0—*create water*, *guidance*, *inflict*

minor wounds, *light*, *resistance*, *virtue*; 1st—*bane*, *command*, *detect undead*, *doom*, *entropic shield*, *inflict light wounds* (x3); 2nd—*bull's strength*, *death knell*, *inflict moderate wounds* (x3), *shatter*, *silence*; 3rd—*bestow curse* (x2), *blindness/deafness*, *contagion*, *inflict serious wounds* (x2), *protection from energy*; 4th—*death ward*, *dimensional anchor*, *divine power*, *inflict critical wounds* (x2), *spell immunity*; 5th—*break enchantment*, *dispel good*, *dispel law*, *slay living* (x2), *scrying*; 6th—*geas/quest*, *harm*, *mass inflict moderate wounds* (x2); 7th—*mass inflict serious wounds*, *repulsion*, *word of chaos*; 8th—*cloak of chaos*, *mass inflict critical wounds*.

Domain Spells (Death, Destruction, Evil): 1st—*cause fear*; 2nd—*animate dead*; 3rd—*magic circle against good*; 4th—*death ward*; 5th—*dispel good*; 6th—*create undead*; 7th—*destruction*; 8th—*create greater undead*.

Epic Spells (4/day; save DC 29): *Mummy dust*, *peripety*, *ruin*.

Summon Demons (Sp): Three times per day, Orcus can automatically summon one balor, 1d3 nalfeshnees, or 1d4 mariliths. This ability is the equivalent of a 9th-level spell.

Summon Undead (Sp): As their prince, Orcus can automatically summon up to 100 HD of any type of undead each day. This ability is the equivalent of a 9th-level spell.

Speak with Dead (Su): Orcus can *speak with dead*, as the spell (caster level 35th). This ability is always active and can be negated or dispelled, but Orcus can restart it again as a free action on his next turn.

Skills: Orcus has a +8 racial bonus on Listen and Spot checks.

Wand of Orcus: Mighty Orcus wields a huge black skull-tipped rod that functions as a Large +5 *unholy greatclub*. It slays any living creature it touches if the target fails a DC 40 Fortitude save. Orcus, can at will, shut this ability off so as to allow his wand to pass into the Material Plane (and usually into the hands of one of his servants). Further, the *Wand* has the following powers: 3/day—*animate dead*, *deeper darkness*, *desecrate*, *fear*, and *unhallow*; 2/day—*blasphemy* and *unholy aura*. Caster Level 20th; save DC 25 + spell level.

Servants of Orcus

The followers of the Prince of Undead are clerics and adepts that venerate death, sorcerers and wizards fascinated with death, and half-fiend variants of the aforementioned creatures. His followers are most often clerics, necromancers, and sorcerers. Followers of Orcus are known as Disciples of Orcus and must sign a pact of evil. Disciples of Orcus can receive spells from Orcus and are granted access to the domains of Chaos, Death, Destruction, Evil, and War (a cleric can choose any two of these domains).

The Ravager

	Ravager Spawn (crawler) Huge Magical Beast	Ravager Spawn (brawler) Huge Magical Beast	Ravager Spawn (flier) Huge Magical Beast
Hit Dice:	16d10+160 (248 hp)	16d10+112 (200 hp)	16d12+112 (200 hp)
Initiative:	+5	+5	+8
Speed:	40 ft. (8 squares), burrow 10 ft.	50 ft. (10 squares)	20 ft. (4 squares), fly 100 ft. (good)
Armor Class:	27 (-2 size, +5 Dex +24 natural), touch 13, flat-footed 22	27 (-2 size, +5 Dex +24 natural), touch 13, flat-footed 22	30 (-2 size, +8 Dex +24 natural), touch 16, flat-footed 22
Base Attack/Grapple:	+16/+33	+16/+36	+16/+33
Attack:	Bite +23 melee (3d8+9/x3)	Bite +26 melee (3d6+12/x3)	Bite +23 melee (3d6+9/x3)
Full Attack:	Bite +23 melee (3d8+9/x3), 4 claws +21 melee (2d8+4/18-20)	Bite +26 melee (3d6+12/x3), 2 claws +24 melee (1d12+6/15-20)	Bite +23 melee (3d6+9/x3), 2 claws +21 melee (1d12+4/18-20)
Space/Reach:	15 ft./10 ft.	15 ft./15 ft.	15 ft./10 ft.
Special Attacks:	—	—	—
Special Qualities:	Damage reduction 16/epic, darkvision 120 ft., death resistance, energy resistance 5, form shifting, low-light vision, magic disruption 5%, regeneration 5, scent, tremorsense 60 ft., vampiric healing	Damage reduction 16/epic, darkvision 120 ft., death resistance, energy resistance 5, form shifting, low-light vision, magic disruption 5%, regeneration 5, scent, vampiric healing	Damage reduction 16/epic, darkvision 120 ft., death resistance, energy resistance 5, form shifting, low-light vision, magic disruption 5%, regeneration 5, scent, vampiric healing
Saves:	Fort +22, Ref +15, Will +14	Fort +19, Ref +15, Will +14	Fort +19, Ref +18, Will +14
Abilities:	Str 28, Dex 20, Con 30, Int 5, Wis 25, Cha 18	Str 34, Dex 20, Con 24, Int 5, Wis 25, Cha 18	Str 28, Dex 26, Con 24, Int 5, Wis 25, Cha 18
Skills:	Listen +16, Spot +17	Listen +16, Spot +17	Listen +16, Spot +17
Feats:	Cleave, Combat Reflexes, Great Fortitude, Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack	Awesome Blow (b), Cleave, Combat Reflexes, Great Fortitude, Improved Critical (claw) (b), Iron Will, Multiattack, Power Attack	Cleave, Combat Reflexes, Flyby Attack (b), Great Fortitude, Hover (b), Iron Will, Multiattack, Power Attack
Environment:	Any		
Organization:	Solitary or brood (2-8)		
Challenge Rating:	20		
Treasure:	None		
Alignment:	Always neutral		
Advancement:	17-29 HD (huge)		
Level Adjustment:	—		

The ravager has three possible forms, and corresponding descriptions:

Crawler: *This enormous creature stands 18 feet high at the shoulders and has a body 30 feet long. Its body is long and narrow, with eight stubby legs ending in ebon claws the size of large falchions. Its mouth is filled with sharp black teeth, and its eyes are jet-black orbs the size of dinner platters, set above a delicate muzzle like that of a bulldog. The body is hairless, covered with a thick, leathery crimson hide.*

Brawler: *Towering 35 feet high is a massive, apelike creature, resting on two sets of powerfully muscled legs. A third set of arms, thick and corded with muscle, bulges out from its massive shoulders, ending with massive black claws. The mouth is filled with jagged black teeth, and glistening black eyes are set over a wide muzzle. Its skin is deep red, somewhat lighter on the underbelly.*

Flier: *With a crack and boom, this creature spreads a pair of great leathery wings over 50 feet in span. Its body is lean*

and covered with rippling muscle beneath a thick, leathery crimson hide. Its claws and teeth are black, as are its eyes.

The Ravager was created eons ago by a primeval race of beings who believed in the unity of three forces: body, mind, and spirit. In their ongoing war with another race of savages, they created several weapons of terrible power. The greatest of these is the living beast known only as the Ravager.

This beast was given incredible vitality, and the power to manipulate its own body to assume a form most advantageous to it: a crawling weasel-like form that can burrow, a hulking apelike humanoid form with greater reach and strength, and a winged form to allow it greater mobility and agility.

After being used once or twice on the battlefield, those who created it realized its awesome danger and contained it in the strongest prison they could devise, suspended in time until it would once again be needed.

	Ravager (crawler) Gargantuan Magical Beast	Ravager (brawler) Gargantuan Magical Beast	Ravager (flier) Gargantuan Magical Beast
Hit Dice:	30d10+540 (705 hp)	30d10+330 (495 hp)	30d12+330 (495 hp)
Initiative:	+7	+7	+14
Speed:	50 ft. (8 squares), burrow 20 ft.	70 ft. (14 squares)	20 ft. (4 squares), fly 140 ft. (good)
Armor Class:	45 (-4 size, +7 Dex +32 natural), touch 13, flat-footed 38	45 (-4 size, +7 Dex +32 natural), touch 13, flat-footed 38	52 (-4 size, +14 Dex +32 natural), touch 20, flat-footed 38
Base Attack/Grapple:	+30/+57	+30/+62	+30/+57
Attack:	Bite +41 melee (6d6+9/x3)	Bite +46 melee (3d8+12/x3)	Bite +41 melee (3d8+9/x3)
Full Attack:	Bite +41 melee (6d6+15/x3), 4 claws +39 melee (4d6+7/18-20)	Bite +46 melee (3d8+20/x3), 2 claws +44 melee (2d8+10/15-20)	Bite +41 melee (3d8+15/x3), 2 claws +39 melee (2d8+7/18-20)
Space/Reach:	20 ft./15 ft.	20 ft./20 ft.	20 ft./15 ft.
Special Attacks:	Trample 4d6+22	Trample 2d8+30	Snatch (as feat)
Special Qualities:	Damage reduction 30/epic, darkvision 120 ft., death resistance, energy resistance 20, form shifting, low-light vision, magic disruption 20%, regeneration 20, scent, tremorsense 60 ft., vampiric healing	Damage reduction 30/epic, darkvision 120 ft., death resistance, energy resistance 20, form shifting, low-light vision, magic disruption 20%, regeneration 20, scent, vampiric healing	Damage reduction 30/epic, darkvision 120 ft., death resistance, energy resistance 20, form shifting, low-light vision, magic disruption 20%, regeneration 20, scent, vampiric healing
Saves:	Fort +47, Ref +24, Will +19	Fort +40, Ref +24, Will +19	Fort +40, Ref +31, Will +19
Abilities:	Str 40, Dex 24, Con 46, Int 6, Wis 25, Cha 24	Str 50, Dex 24, Con 32, Int 6, Wis 25, Cha 24	Str 40, Dex 38, Con 32, Int 6, Wis 25, Cha 24
Skills:	Listen +20, Spot +27	Listen +20, Spot +27	Listen +20, Spot +27
Feats:	Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Natural Armor x4, Improved Natural Attack (bite) (b), Improved Natural Attack (claw) (b), Iron Will, Multiattack, Power Attack	Awesome Blow (b), Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Critical (claw) (b), Improved Natural Armor x4, Iron Will, Multiattack, Power Attack	Cleave, Combat Reflexes, Flyby Attack (b), Great Cleave, Great Fortitude, Hover (b), Improved Natural Armor x4, Iron Will, Multiattack, Power Attack
Environment:	Any		
Organization:	Solitary		
Challenge Rating:	30		
Treasure:	None		
Alignment:	Always neutral		
Advancement:	31-44 HD (gargantuan), 45+ HD (colossal)		
Level Adjustment:	—		

However, due to the subsequent influence of Orcus near the vault where the Ravager was contained, the wards were damaged, and a taint of evil infected its quarantine. This has resulted in it reproducing asexually, and has granted the ravager an astonishing capacity for growth. For every week that it lives, it permanently gains 1 hit die. There is no known limit to how far this advancement can go before it either devastates the planet it lives on or collapses under its own weight.

Combat

The ravager has a simple agenda when entering battle—inflict the maximum amount of damage on its enemies in the shortest amount of time. It relies on its incredible healing powers to protect it from any damage it receives. The Ravager is intelligent enough to target those individuals capable of hurting it, and to flee if badly injured in a manner it cannot easily recover from.

Trample (Ex): Reflex save DC 40 half in crawler form, DC 45 in brawler form. The save DC is Strength-based. The ravager gains its vampiric healing ability on this damage where appropriate.

Damage Reduction (Ex): Only artifacts and epic-level weapons can bypass the ravager's damage reduction.

Death Resistance (Ex): The ravager possesses an innate resistance to effects that would kill or permanently incapacitate it, including petrification and imprisonment. Against such effects it is considered to automatically make any required saving throws. It is also immune to all energy level damage and drain.

Energy Resistance (Ex): The ravager possesses energy resistance against all forms of energy attack (fire, cold, electricity, acid, and sonic).

Form-Shifting (Ex): The ravager can physically alter its physiology to take on one of the three listed forms: the crawler, the brawler, or the flier. Doing so takes one minute, and during this period it cannot take any other actions, though it is not considered helpless.

Magic Disruption (Su): Every time the ravager comes into contact with a spell or spell-like or supernatural effect, there is a percent chance as indicated above that the magic does not affect it. In the case of ongoing effects, a new check is made each round.

Regeneration (Ex): The ravager and its brood treat all damage as subdual, except damage from epic-level weapons and artifacts.

Vampiric Healing (Su): Whenever the ravager hits with a melee attack, it is healed hit points equal to half the damage it inflicts on its opponent. This ability cannot

heal it above its natural maximum hit points. This ability extends to its trample special attack, where applicable.

Ravager's Spawn

The juvenile form of the Ravager possess many of the abilities of their parent, but are far weaker and smaller. Nevertheless, they are fearsome opponents.

Shadow Hunter

	Hatchling Large Magical Beast	Adult Huge Magical Beast
Hit Dice:	5d10+10 (37 hp)	8d10+32 (76 hp)
Initiative:	+3 (Dex)	+2 (Dex)
Speed:	30 ft., climb 30 ft., swim 30 ft.	30 ft., climb 20 ft., swim 30 ft.
Armor Class:	17 (-1 size, +3 Dex, +5 natural)	18 (-2 size, +2 Dex, +8 natural)
Base Attack/Grapple:	+5/+12	+8/+23
Attack:	Bite +7 melee (1d6+4 plus poison)	Bite +13 melee (1d8+10 plus poison)
Full Attack:	Bite +7 melee (1d6+4 plus poison)	Bite +13 melee (1d8+10 plus poison)
Space/Reach:	10 ft./5 ft.	15 ft./10 ft.
Special Attacks:	Improved grab, poison	Improved grab, poison
Special Qualities:	Scent, tremorsense, hunt by smell, shadowblend	Scent, tremorsense, hunt by smell, shadowblend
Saves:	Fort +6, Ref +7, Will +3	Fort +10, Ref +8, Will +4
Abilities:	Str 16, Dex 17, Con 15, Int 5, Wis 14, Cha 3	Str 24, Dex 15, Con 19, Int 5, Wis 14, Cha 3
Skills:	Balance +11, Climb +11, Hide +7*, Listen +8, Spot +12	Balance +10, Climb +15, Hide +8*, Listen +8, Spot +12
Feats:	Ability Focus (poison), Alertness	Ability Focus (poison), Alertness, Skill Focus (Hide)
Environment:	Underground	Underground
Organization:	Solitary or nest (2-12)	Solitary, pair or trio
Challenge Rating:	5	8
Treasure:	Standard	Standard
Alignment:	Always neutral	Always neutral
Advancement:	6-7 HD (Large)	9-14 HD (Huge)
Level Adjustment:	—	—

The shadow hunter is a great, dark serpent that dwells in the deep caverns beneath the earth, where it hunts drow and other medium to large-sized creatures. An adult specimen is over 40 feet long and nearly five feet thick in its midsection. In full light it is covered with nonreflective black scales, and its underbelly is the dark red of clotted blood. Shadow hunters have the ability to blend into shadows, to protect themselves from molestation while digesting a meal, and to more successfully stalk prey. Unlike normal snakes, shadow hunters often work in groups of two or three to corner prey in passages.

Combat

Shadow hunters are sly but aggressive hunters, scenting prey and then stalking it. They usually know the region where they live fairly well, and often work with other shadow hunters to pin down prey. They are particularly fond of drow, but eat any small to large-sized creature as long as it is living, organic, and animal-based (i.e., not plant or fungus). When they attack, they strike and envenom their prey, holding on and chewing their poison

into their foe until it stops struggling. If there is more than one foe present, they instead release the poisoned prey and lash out at anyone else who attacks them, returning to eat when they have driven off their disturbers.

Improved grab (Ex): A shadow hunter that strikes in combat may make a grapple check. This grapple does not provoke an attack of opportunity. If they hit they can hold on, doing bite damage and injecting their venom each round.

Poison (Ex): Fort save DC 16 (hatchling) or 20 (adult); initial damage 2d6 Con and distress (if the optional snake venom rules from the *Tome of Horrors* by *Necromancer Games* are employed); onset time 1 minute; secondary damage 2d6 Con.

Shadowblend (Su): When in any lighting conditions less than full daylight (or a *daylight* spell), the shadow hunter can blend in with surrounding shadows, giving it 40% concealment.

Hunt by smell (Ex): The shadow hunter can Track by scent as if it had that feat, but uses its Spot score in place of Survival when tracking.

Skills: Shadow hunters receive a +8 racial bonus to Balance, and a +4 racial bonus to Hide, Listen and Spot skills. Due to its natural Climb speed it also receives a +8 racial bonus to Climb.

*The shadow hunter receives a +8 circumstance bonus to Hide checks in dark or shadowy environments, due to the light-absorbing properties of its scales.

Skeleton, Black

Medium Undead

Hit Dice:	6d12 (39 hp)
Initiative:	+4
Speed:	40 ft. (8 squares)
Armor Class:	20 (+4 Dex, +6 natural), touch 14, flat-footed 16
Base Attack/Grapple:	+3/+3
Attack:	Short sword +6 melee (1d6, 19-20/x2 plus see below) or claw +7 melee (1d4 plus see below)
Full Attack:	2 short swords +6 melee (1d6, 19-20/x2 plus see below) or 2 claws +7 melee (1d4 plus see below)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Frightful presence, Strength damage
Special Qualities:	Damage reduction 10/bludgeoning and magic, darkvision 60 ft., +4 turn resistance, undead traits
Saves:	Fort +2, Ref +6, Will +5
Abilities:	Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14
Skills:	Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6
Feats:	Two-Weapon Fighting, Weapon Finesse, Weapon Focus (short sword)
Environment:	Underground
Organization:	Any
Challenge Rating:	5
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	7-9 HD (Medium); 10-18 HD (Large)
Level Adjustment:	—

Black skeletons were first encountered in Rappan Athuk (see the modules, *Rappan Athuk* from *Necromancer Games*). Much more powerful than standard skeletons, these minions of evil are often employed as guardians or protectors to keep sealed some ancient knowledge best left undiscovered. They are intelligent monsters and are not subject to the mindless commands that can be given to such undead as skeletons or zombies. They have a clear mind, and sometimes go against the commands and wishes of those they serve, if it benefits the black skeleton in question.

Black skeletons are the remnants of living creatures slain in an area where the ground is soaked through with evil. The bodies of fallen heroes are contaminated and polluted

by such evil and within days after their death, the slain creatures rise as black skeletons, leaving their former lives and bodies behind. Black skeletons are intelligent and do maintain some memories of their former lives.

A black skeleton is a 6-foot tall skeleton with glistening, black bones, seemingly constructed of blackened steel. Small red pinpoint of light burn in its hollowed eye sockets. Black skeletons wear any clothes or armor they had in life, and some still carry their gear or weapons (most discard their weapons in favor of two short swords as soon as they can).

Black skeletons speak Common and Abyssal (leading some to believe that the evil that first created these creatures was the product of the demon prince Orcus).

Combat

Black skeletons attack with two short swords in battle with little more than the intention of cutting their foes to pieces. They are intelligent opponents and will use tactics during battle, often sending several of their number against a foe's front, while the others move into position to flank their adversaries. Black skeletons are smart enough to know when the battle is lost and withdraw from combat, though rarely. Most simply fight to the death, driven by some unseen hatred for the living. (Black skeletons suffer a -2 penalty to their primary hand and offhand weapon for fighting with two weapons; the penalty is already included in the statistics block above.)

Frightful Presence (Ex): The mere presence of a black skeleton is unsettling to foes, especially when the skeleton shrieks. Creatures within 60 feet and with less HD than the black skeleton that hear it must make a successful Will save (DC 15) or become panicked for 4d6 rounds. If the save succeeds, that creature is immune to the frightful presence of that black skeleton for one day. The save DC is Charisma-based.

Strength Damage (Su): Good-aligned creatures hit by a black skeleton (either by a weapon or natural attack) must make a successful Fortitude save (DC 15) or take 1d3 points of Strength damage. The save DC is Charisma-based. This effect is a function of the black skeleton itself, not its short swords.

Undead Traits (Ex): Immune to mind-influencing effects (charms, compulsions, phantasms, patterns, and morale effects), poison, *sleep*, paralysis, stunning, disease, and death effects. Not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, death from massive damage, exhaustion, fatigue, or any effect that requires a Fortitude save (unless the effect works on objects). Cannot heal damage on its own if it has no Intelligence score; can be healed by negative energy. Cannot be raised or reincarnated, resurrection works if the creature is willing.

Stone Treant

Huge Elemental [earth]

Hit Dice:	21d8+210 (304 hp)
Initiative:	-2
Speed:	30 ft., burrow 5 ft.
AC:	21 (-2 size, -2 Dex, +25 natural), touch 6, flat-footed 21
Base Attack/Grapple:	+15/+35
Attack:	slam +26 melee (3d8+12)
Full Attack:	6 slams +26 melee (3d8+12)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Acidic blood, trample (3d8+18)
Special Qualities:	Damage reduction 10/slashing and adamantine, darkvision 60 ft., elemental traits, radial symmetry, spell resistance 31, tremorsense 120 ft.
Saves:	Fort +22, Ref +7, Will +12
Abilities:	Str 35, Dex 6, Con 30, Int 10, Wis 16, Cha 12
Skills:	Hide +2*, Listen +24, Move Silently +10.
Feats:	Blind-Fight, Cleave, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Stealthy, Weapon Focus (slam).
Environment:	Underground
Organization:	Solitary or grove (2-16)
Challenge Rating:	14
Treasure:	Standard
Alignment:	Always neutral
Advancement:	22-26 HD (huge); 27-35 HD (gargantuan)
Level Adjustment:	—

This creature looks much like an animated sculpture of a tree. It has a thick, corrugated hide of barklike stone, with many thick branches. It travels along on clusters of humping and twining stone roots. It possesses no discernible face.

The stone treant is a variant of the treant native to the elemental plane of earth. They are very rare even there, located in isolated pockets in the plane where they tend groves of crystals and natural gem outcroppings. Knowledge of their existence has been all but lost, as has the ritual of summoning and binding them into service.

A stone treant stands 20-30 feet tall, with a trunk about 4 feet in diameter. It weighs close to 10,000 pounds.

Stone treants are intelligent, and speak Terran. They generally do not bother to communicate with non-earth elemental beings, however.

Combat

The stone treant typically charges into melee, trampling opponents on its first rush, then flailing about with its stone branches until cut down.

Acidic Blood (Ex): Anyone striking the stone treant with a piercing or slashing attack and inflicting damage releases a gout of acidic blood, which causes 5d4 points of acid damage to the person who struck it. A Reflex save (DC 20) reduces this damage by half. The blood becomes inert one round after leaving the elemental's body.

Trample (Ex): Reflex half DC 32. The save DC is Strength-based.

Radial Symmetry (Ex): Because of its shape, the stone treant can bring no more than four of its slam attacks to bear on any one target. However, it also perceives the area around it equally well, and thus it cannot be flanked.

Skills: *Stone treants gain a +6 racial bonus on Hide checks in stony underground areas.

Water Weird

Large Elemental (Water)

Hit Dice:	6d8+12 (39 hp)
Initiative:	+7
Speed:	30 ft. (6 squares)
Armor Class:	17 (-1 size, +3 Dex, +5 natural), touch 12, flat-footed 14
Base Attack/Grapple:	+4/+10
Attack:	Slam +6 melee (1d8+3)
Full Attack:	Slam +6 melee (1d8+3)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Control water elemental, drench, improved grab
Special Qualities:	Damage reduction 5/bludgeoning, darkvision 60 ft., elemental traits, resistance to fire 10, reform body, transparency, vulnerabilities, water mastery
Saves:	Fort +7, Ref +5, Will +4
Abilities:	Str 15, Dex 17, Con 14, Int 12, Wis 14, Cha 11

Skills:	Hide +5, Listen +10, Move Silently +11, Spot +10
Feats:	Alertness, Improved Initiative, Weapon Finesse
Environment:	Any aquatic
Organization:	Solitary or gang (2-4)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	4-7 HD (Large); 8-9 HD (Huge)
Level Adjustment:	—

The water weird is an evil watery, snake-like creature summoned to the Material Plane by an evil spellcaster. They are often employed as guards to watch over the spellcaster or his belongings. When summoned, a water weird appears in a large pool of water where it makes its lair. It cannot leave this pool.

The water weird appears as a 10-foot long (or longer) snake-like creature composed entirely of water. Other than its snake-like body, its only distinguishing features are its slitted eyes and its large mouth.

Water weirds hate all living non-water-based creatures and attack them on sight. Though intelligent, water weirds never speak, at least to those of any other race. Whether they communicate with one another is completely unknown.

Combat

A water weird lies in wait in its pool, waiting for its prey to pass by. When a potential target comes within range, the water weird lashes out, attempting to wrap itself around its prey and drag it into its pool where it attempts to drown its foe.

Control Water Elemental (Ex): The water weird has the ability to take control of a water elemental (only an actual water elemental, not any elemental with the water subtype) that is within 30 feet by succeeding on a DC 10 Intelligence check. If the elemental is being controlled by another creature, the water weird and current controller make opposed Intelligence checks with the one rolling highest gaining control of the elemental for that round.

Drench (Ex): A water weird's touch puts out torches, campfires, exposed lanterns, and other open flames of nonmagical origin if these are of Medium size or smaller. The creature can dispel magical fire it touches as *dispel magic* (caster level equals the water weird's HD).

Improved Grab (Ex): To use this ability, the water weird must hit a creature up to one size larger with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the water weird establishes a hold and drags the victim underwater where it attempts to drown it.

Elemental Traits (Ex): Immune to poison, *sleep*, paralysis, and stunning. Not subject to critical hits; cannot be flanked; cannot be raised or resurrected, though a *limited wish*, *wish*, *miracle*, or *true resurrection* spell can restore it to life.

Reform Body (Ex): When reduced to 0 hit points or less, the water weird collapses back into the water. Two rounds later, it reforms at full strength (minus any damage suffered from a *purify food and drink* spell).

Transparency (Ex): A water weird is effectively invisible in water until it attacks.

Vulnerabilities (Ex): Cold-based effects *slow* the water weird as the spell of the same name for a number of rounds equal to the caster's level. A *purify food and drink* spell deals 1d4 points of damage per caster level (maximum 10d4) to the water weird. These hit points are not regained when the water weird reforms.

Water Mastery (Ex): A water weird gains a +1 bonus on attack and damage rolls if both it and its opponent are touching water. If the opponent or water weird is touching the ground, the water weird suffers a -4 penalty on attack and damage. (These modifiers are not included in the statistics block.)

Witchlight

Fine Fey	
Hit Dice:	1/2 d6-2 (1 hp)
Initiative:	+3 (Dex)
Speed:	fly 30 ft. (perfect)
AC:	21 (+8 size, +3 Dex), touch 21, flat-footed 18
Base Attack/Grapple:	+0/-21
Attack:	+11 melee touch (0 damage)
Full Attack:	+11 melee touch (0 damage)
Space/Reach:	0 ft./0 ft.
Special Attacks:	Spell-like abilities (elders only)
Special Qualities:	Low-light vision, glimmer
Saves:	Fort -2, Ref +5, Will +3
Abilities:	Str 1, Dex 16, Con 6, Int 1, Wis 13, Cha 12
Skills:	Hide +19, Listen +4, Spot +4
Feats:	Alertness
Environment:	Temperate and warm forests
Organization:	Solitary, cluster (2-6), or swarm (7-30)
Challenge Rating:	0 common, 1/4 elder
Treasure:	None

Alignment:	Always neutral (or usually neutral for Int3 elder witchlights)
Advancement:	1 HD Elder (Fine)
Level Adjustment:	—

These fey, when young, resemble caterpillars or worms 1/2 inch long with miniscule elven faces. Once they mature they resemble tiny elves no larger than a fat housefly, with mothlike wings on their backs. They emit a beautiful pastel glow, and when doing so at night they appear to be no more than bobbing globes of soft light.

Witchlights are a race of diminutive fey that are raised and bred by pixies and other sylvan creatures to provide illumination and atmosphere to their events.

Witchlights are born in midsummer in a larval state, and subsist on plantlife. In autumn they spin cocoons for themselves in which they ride out the winter, hatching in early spring in their adult form. As adults, their beating wings release thousands of tiny spores, which must come into contact with collected flower pollen and moonbeams to germinate into eggs. Adult witchlights have little defense against cold,

however, and in all but the warmest climes they die once autumn begins.

Fey creatures often breed witchlights, dusting their spores with various pollen types to produce witchlights of different hues. As germinated pollen glows with tiny pinpricks of light, fey may also do this to create an enchanting glow or glittering effect on plants in their forests and meadows.

Combat

Witchlights have no combat capabilities whatsoever, and so are very skittish around strangers. If a potentially hostile creature approaches, they will extinguish their lights and hide. Many fey use them in this manner as guards.

Glimmer (Su): Witchlights produce a luminance in their larval stage equal to a candle in brightness; in their adult form, this light is of half torch strength, illuminating up to a 10-foot radius. Witchlights can produce or extinguish this light as a free action, once per round, and may control the strength of the light as well. The glimmer is a steady, soft glow, and may be silvery-white or just about any color, though the fey that raise them favor soft pastel shades. Each witchlight has its own unique color, which it cannot change.

Elder Witchlights

Occasionally fey will shelter an adult witchlight that they favor throughout the winter; or in tropical climates, they may survive naturally on their own. In any case, a witchlight that sees its second year of adulthood becomes an elder, becoming a full 1 HD fey, and gaining 1 hit point for each additional year it lives until it reaches the maximum allowed by its hit dice. In addition, elder witchlights have an Intelligence of 2, and this increases again to 3 when their hit points reach maximum. The most intelligent elder witchlights have limited sentience, are able to understand fey, and may even be capable speaking a few words of it.

For every point of intelligence an elder witchlight has, it gains the ability to produce one of the following spells at will unless otherwise noted as a spell-like effect as a first level sorcerer. Spell save DC is 11 against these effects. Choose from *cure minor wounds* (once per minute only), *dancing lights*, *daze*, *flare*, *ghost sound*, *light*, *prestidigitation*, *purify food and drink* (once per hour only), or *virtue*.

Witchlight Familiars: An elder witchlight may be taken as a familiar by one with the Improved Familiar feat. The minimum level to take an elder witchlight familiar is 3rd. Elder witchlights do not gain additional spells for having their intelligence raised due to their status as a familiar.

New Prestige Class

Blood Orchid Savant

Certain blood orchids have the innate ability to channel magical energies for their own use. These creatures become known as savants, and use this prestige class to advance in their abilities. When they have reached a certain point in advancement (Level 4) they can only advance if the colony has no current grand savant.

Requirements

Race: Blood orchid

Charisma: 13+

Game Rule Information

Abilities: Charisma determines how powerful a spell a blood orchid savant can cast, how many spells it can cast per day, and how hard those spells are to resist. To cast a spell, the savant must have a Charisma score of 10 plus the level of the spell. The savant gets bonus spells based on Charisma. The difficulty class of a saving throw against a savant's spells is 10 plus the spell's level plus the savant's Charisma modifier. The savant also benefits from high Dexterity and Constitution scores.

Alignment: Any (lawful evil)

Hit Die: d4

Class Skills

The savant's class skills (and the key ability for each skill) are Appraise (Int), Concentration (Con), Hide

(Dex), Intuit Direction (Wis), Knowledge (arcana) (Int), Knowledge (underground) (Int), Spellcraft (Int), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier

Class Features

Weapon and Armor Proficiency: The blood orchid savant gains no weapon or armor proficiencies of any kind.

Spells: The savant casts arcane spells in a fashion similar to sorcerers. Unlike sorcerers, however, the blood orchid savant has a set list of spells to choose from, similar to a cleric's, and must pick its spells from this list. The list provided below represents the standard savant spells; it is possible for a particular colony to have a list that varies somewhat. However, the same list is used for all savants of a single colony or brood. All spells in a particular colony's spell list are known and available to all savants within that colony (the number known does not conform to the usual number for sorcerers of the same level).

Blood Orchid Savant Spell List

0—*daze*, *dancing lights*, *detect magic*, *flare*, *light*, *mage hand*, *resistance*.

1st—*cause fear*, *detect animals or plants*, *endure elements*, *hypnotism*, *protection from good*, *shield*.

2nd—*barkskin*, *blur*, *cure light wounds*, *hold animal*, *hypnotic pattern*, *resist elements*, *scare*, *see invisibility*.

Blood Orchid Savant Prestige Class

Level	BAB	Fort	Ref	Will	Special	Spells Per Day					
		Save	Save	Save		0	1	2	3	4	5
1	+0	+0	+0	+2	Special Casting	5	3	—	—	—	—
2	+1	+0	+0	+3		6	4	—	—	—	—
3	+1	+1	+1	+3		6	5	—	—	—	—
4	+2	+1	+1	+4		6	6	3	—	—	—
5	+2	+1	+1	+4	Grand Savant	6	6	4	—	—	—
6	+3	+2	+2	+5		6	6	5	3	—	—
7	+3	+2	+2	+5		6	6	6	4	—	—
8	+4	+2	+2	+6		6	6	6	5	3	—
9	+4	+3	+3	+6		6	6	6	6	4	—
10	+5	+3	+3	+7		6	6	6	6	5	3

3rd—cure moderate wounds, dispel magic, dominate animal, hold person, slow, stinking cloud.

4th—confusion, cure serious wounds, emotion, fear, repel vermin, scrying, stonkskin.

5th—cloudkill, dominate person, hold monster, prying eyes.

Special Casting: Blood orchid savants do not cast spells in the same way most creatures do. Their spells require no verbal or material components to be cast, though somatic components (tentacle writhing) is still required.

Grand Savant

To advance beyond fourth level involves a major change in the savant's physiology. This only occurs if the blood orchid colony does not already have a grand savant.

On advancing to fifth level the blood orchid undergoes the following changes to its base stats (these include the five levels of savant):

Size—becomes Huge

Hit Dice—racial hit dice advance to 10d8 + Con modifier

Speed—becomes 5 ft., and cannot fly

AC—adds -1 to size penalty, and +3 to natural armor bonus; also adjusted for new Dexterity (see below)

Attacks—gains full use of all tentacles in melee, giving it 12 tentacle attacks in a full attack action; base damage die size increases to 1d4

Space/Reach—becomes 15 ft./15 ft.; its elongated tentacles grant it a greater reach than a creature of its size would normally possess

Special Attacks—Poison save and grapple checks should be modified for the savant's new size, ability scores, and racial hit dice; the ability damage done by its blood drain attack increases to 1d6 points per round

Special Qualities—Energy resistance increases to 15

Saves—Saves improve based on its new ability scores and racial hit dice

Abilities—The grand savant receives +8 Str, -2 Dex, and +4 Con from its size increase, and +2 Int, +2 Cha, and a further -4 Dex penalty as part of the metamorphosis. If Dexterity should drop below 4 due to these modifiers during the actual transformation, the grand savant dies.

Challenge Rating—Now 8 plus its prestige class level

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SWORD & SORCERY

BOOK THREE:
PATHWAYS TO
DAMNATION



RAPPAN AT'HUK
RELOADED



RAPPAN ATHUK RELOADED™

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Bigger, better and tougher than before. This dungeon is the real deal. From the nefarious black skeletons to the lair of the lich Zekkor to its gate to the Abyss itself, Rappan Athuk is the most famous and feared dungeon in all the lands. This huge multi-level dungeon is the grand-daddy of all dungeon crawls. Not some simple grid of square rooms and straight corridors that conveniently fit on a page of graph paper, this dungeon of caverns, passages and hidden chambers defies even the most experienced adventurers to travel its halls.

You Got the Largest, Now Get the Best!

With 9 new levels and expansions of the original 26, Rappan Athuk is back in all its deadly glory. With a vastly expanded wilderness section detailing the lairs and bandits of the countryside, now it is possible to die before you even enter the dungeon. This boxed set contains three booklets, one detailing the dungeon, one containing stats for the monsters and NPCs and one compiling all the maps. Rappan Athuk Reloaded is so challenging, it includes monsters your characters have never imagined in their worst nightmares.

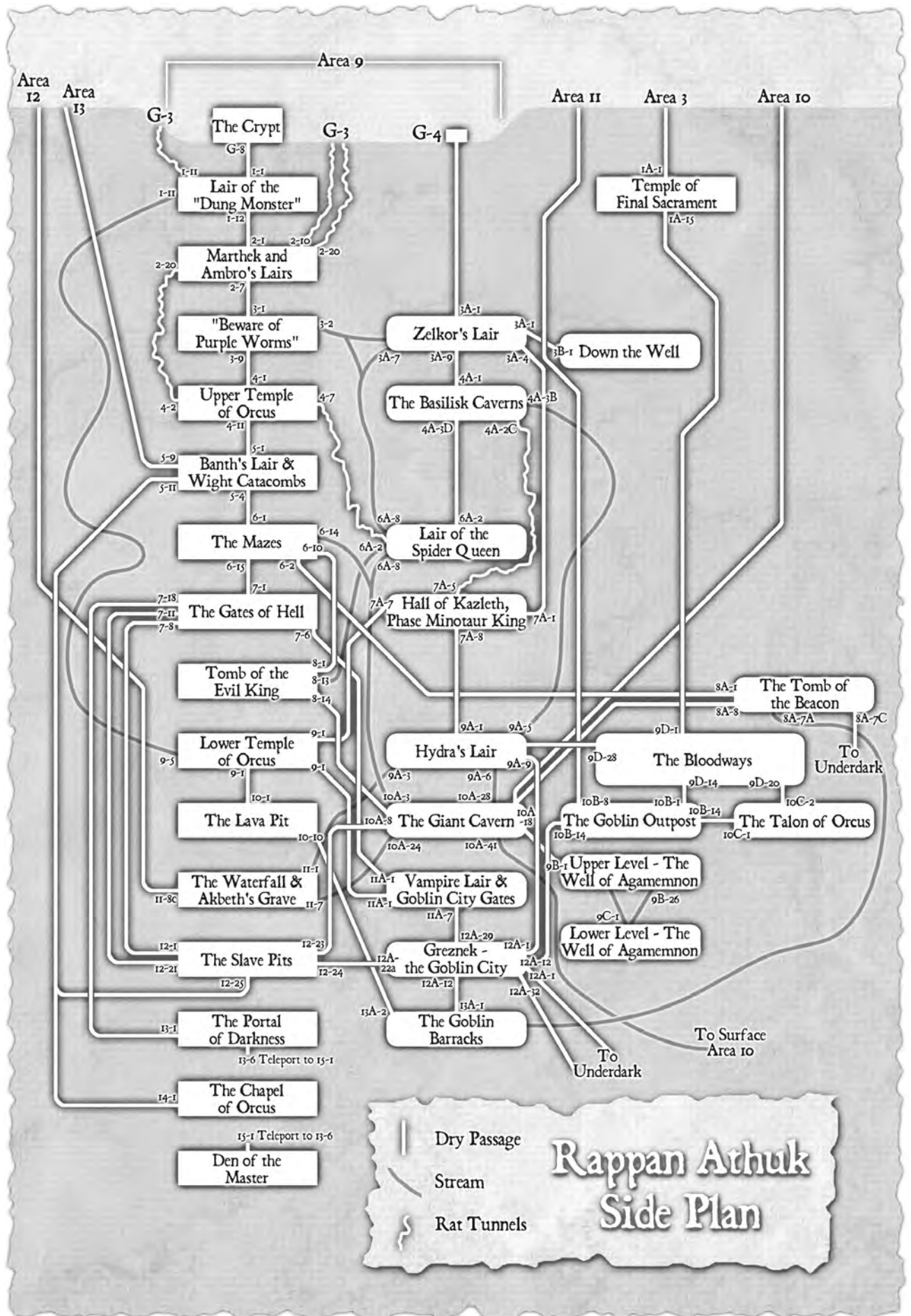
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This book contains the maps that every DM will need to guide their party to almost certain doom. Use this information at your own risk.

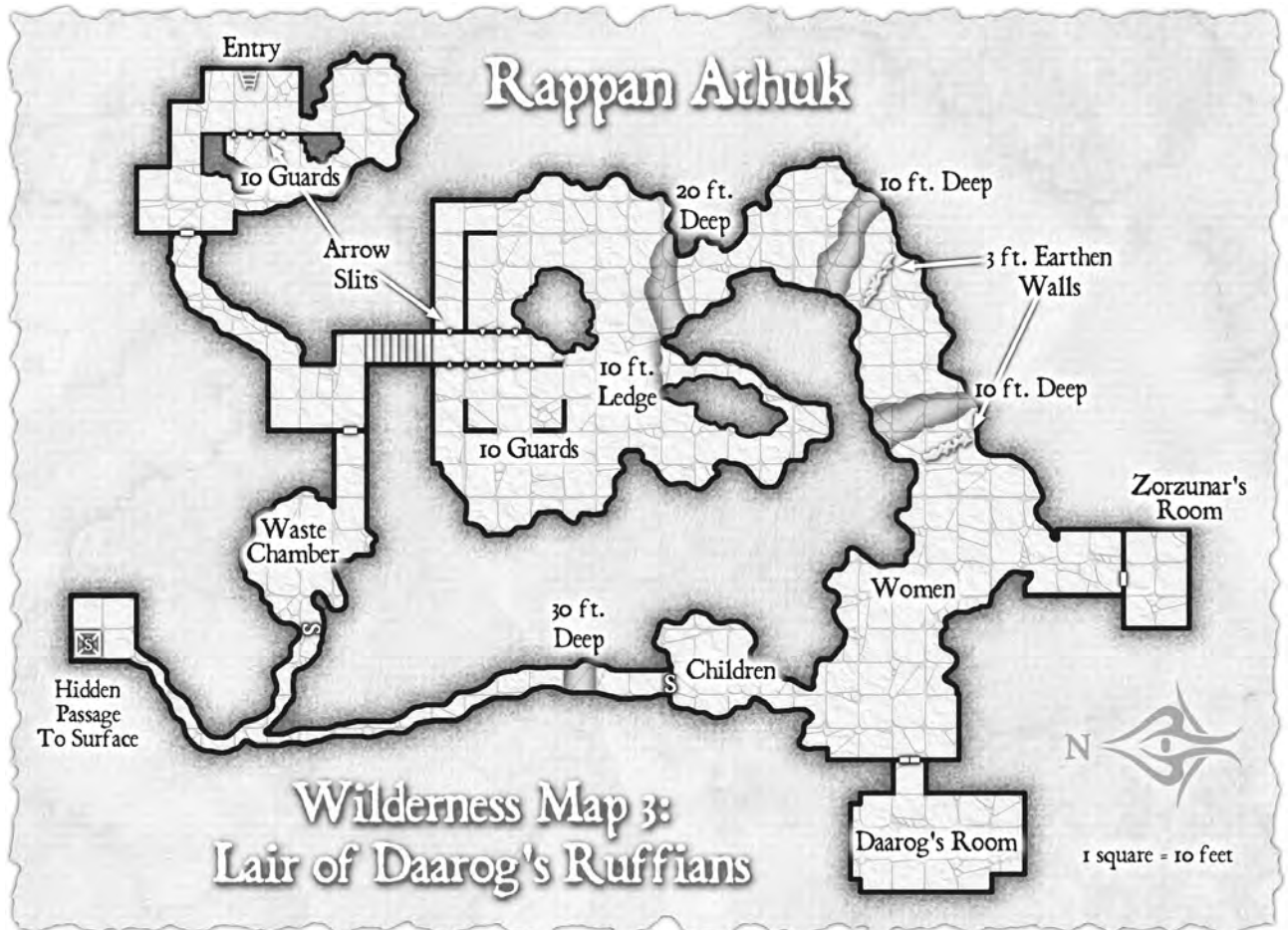
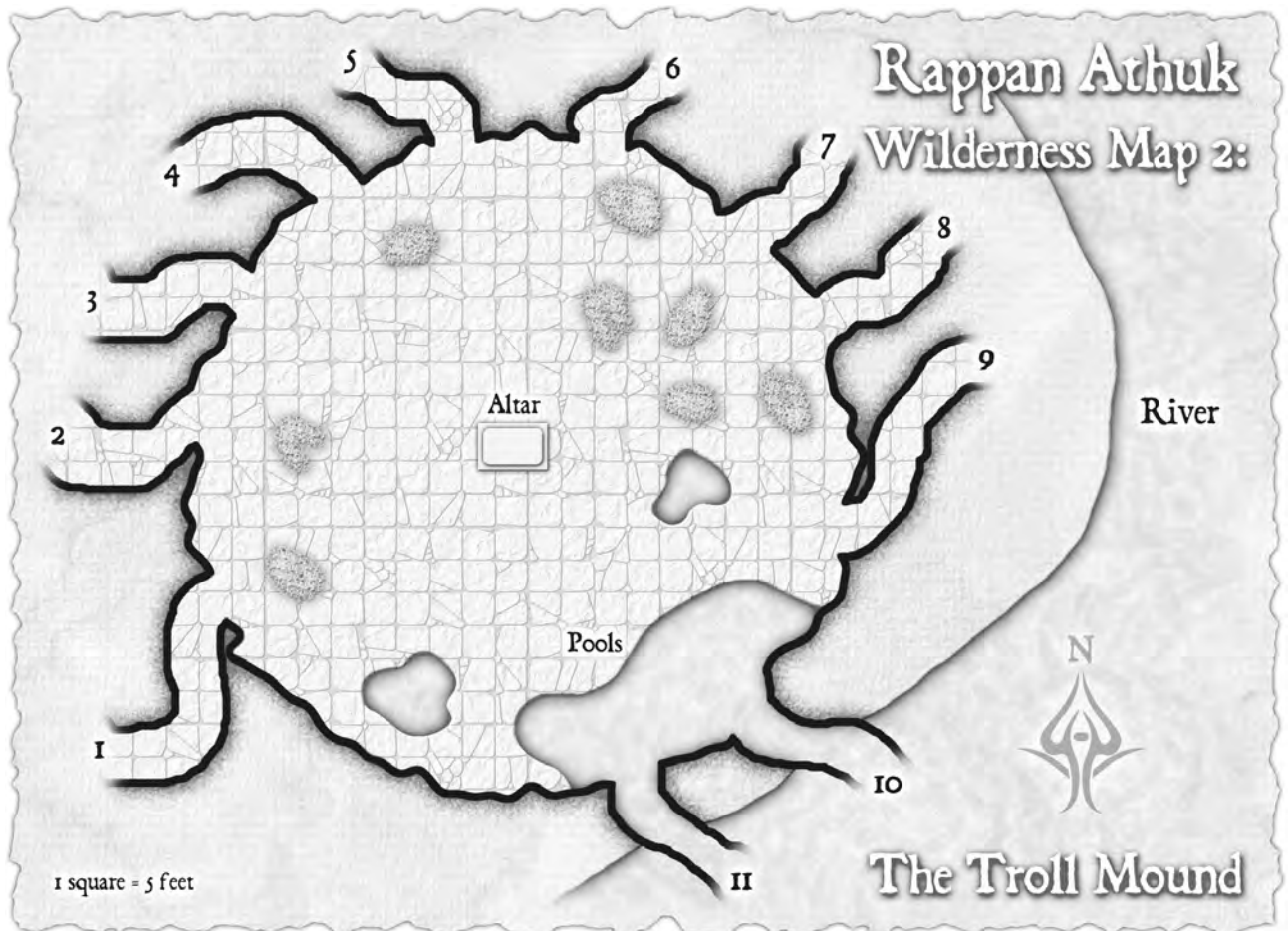


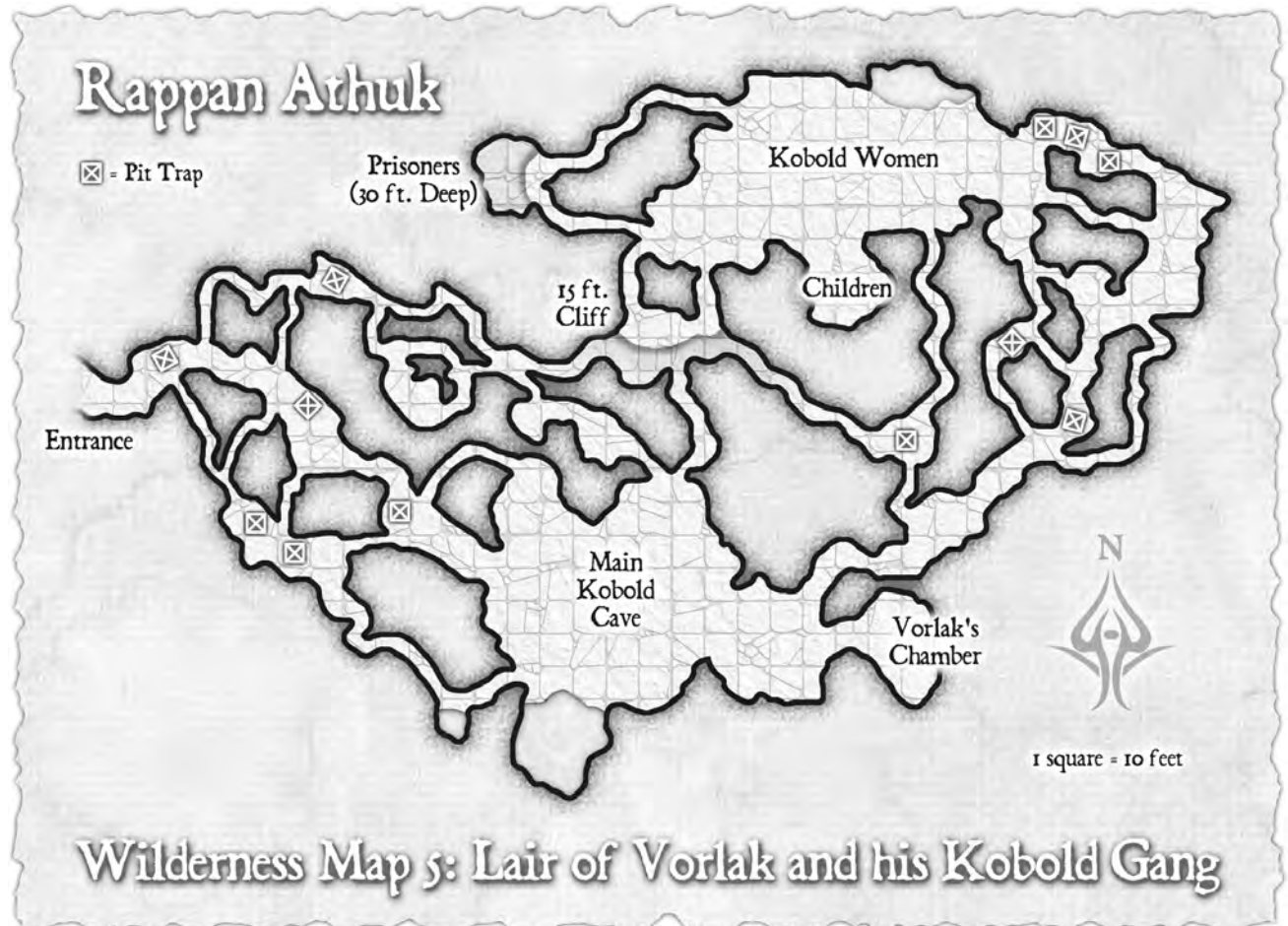
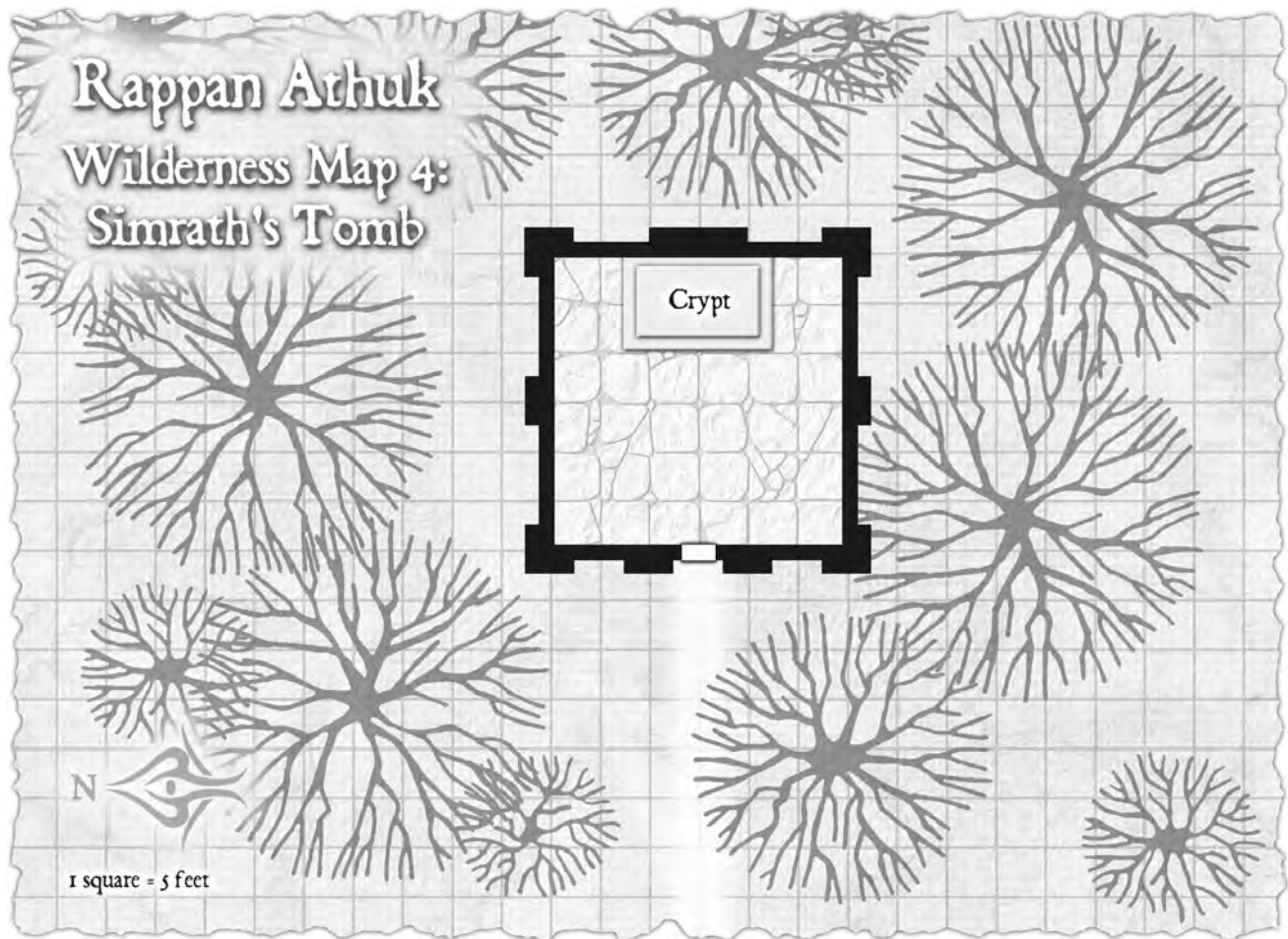
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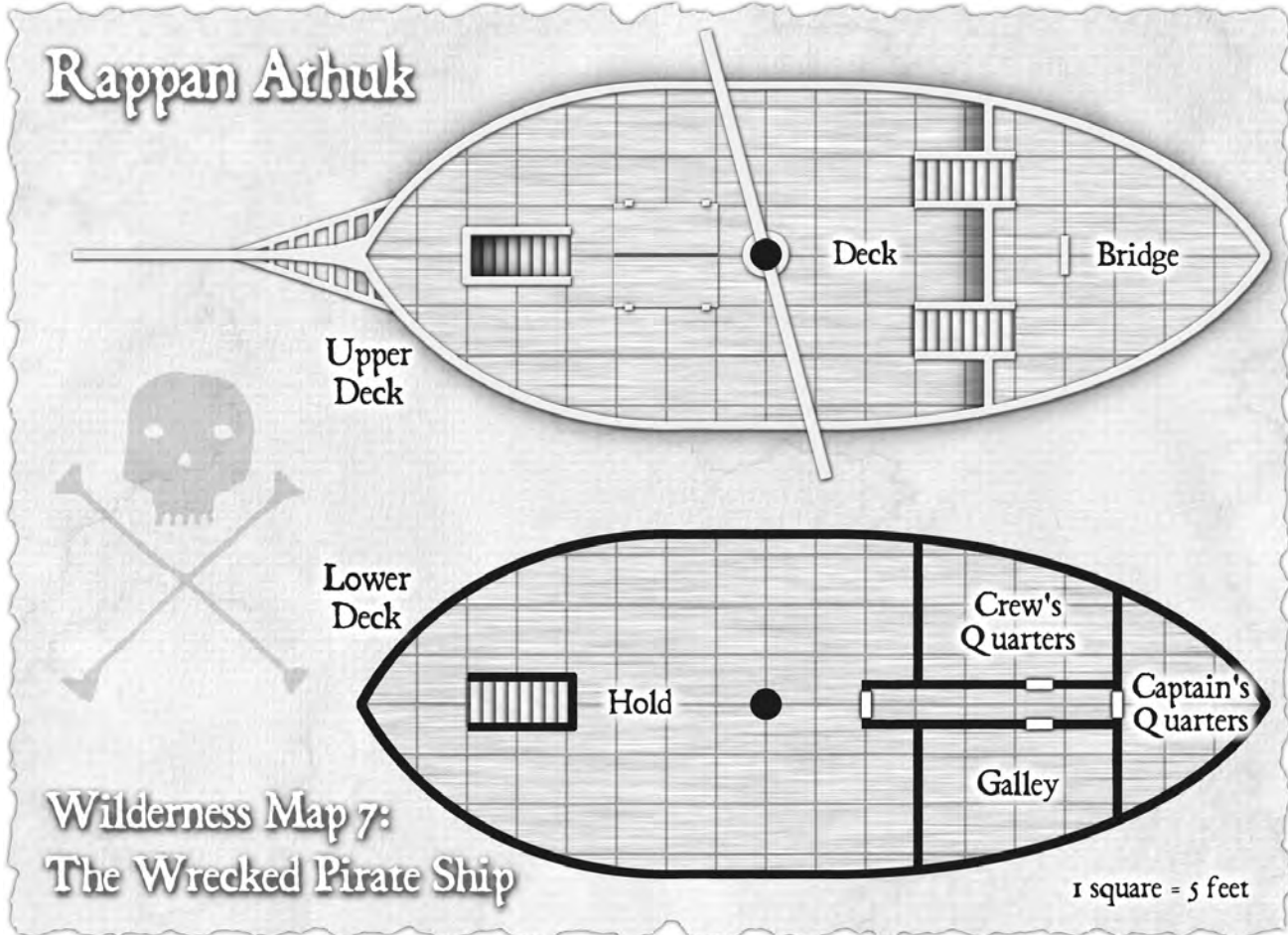
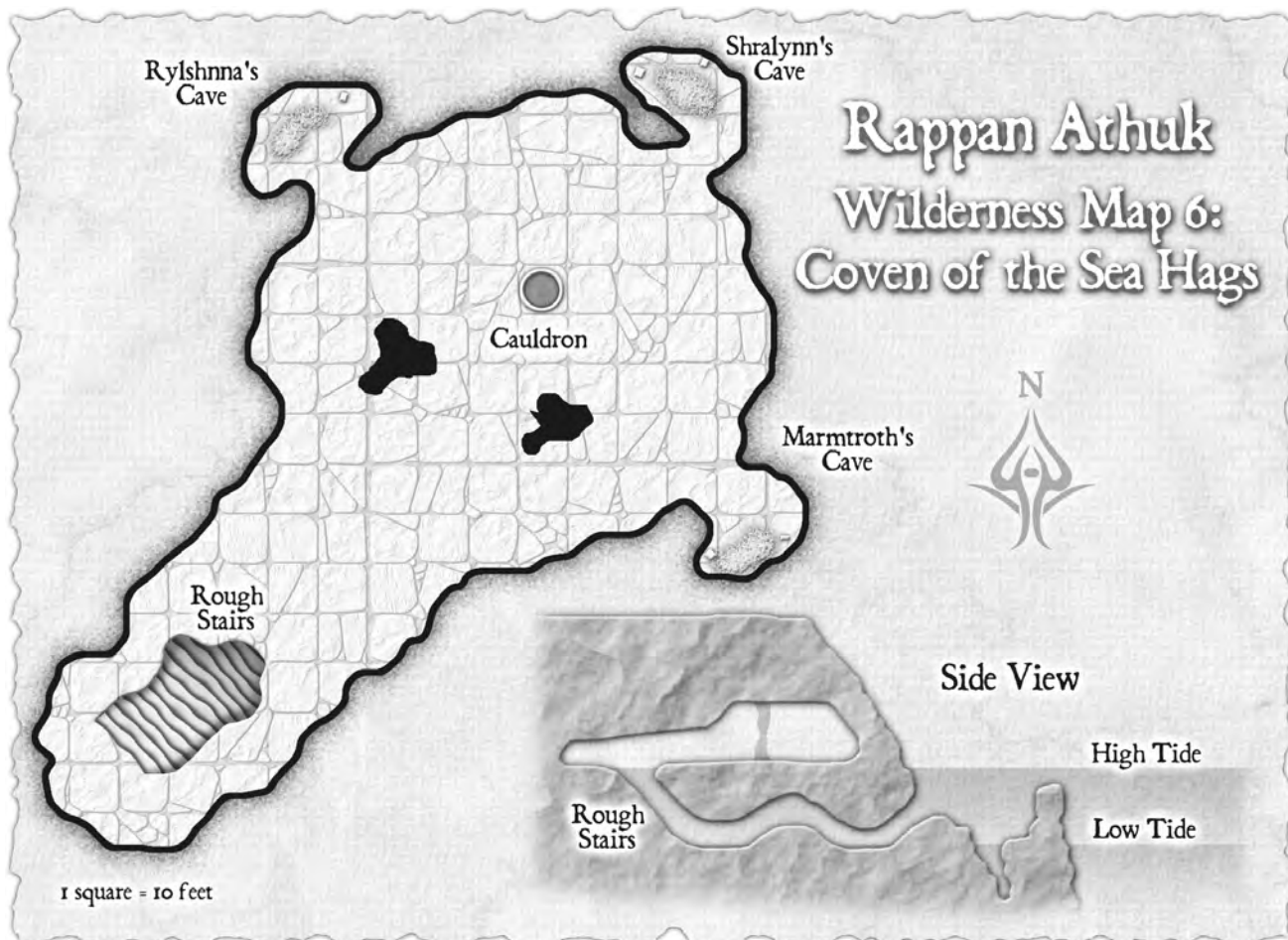


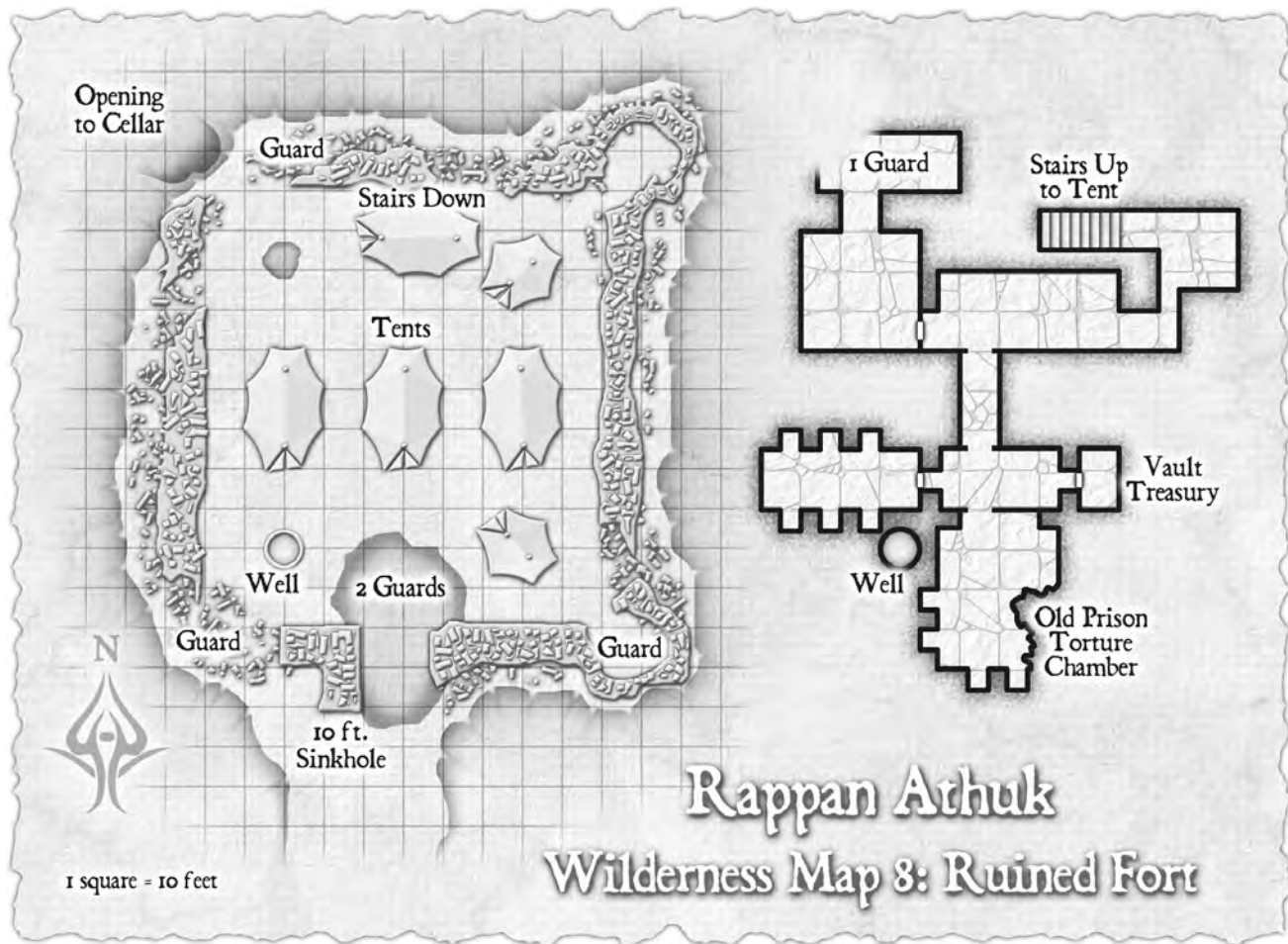




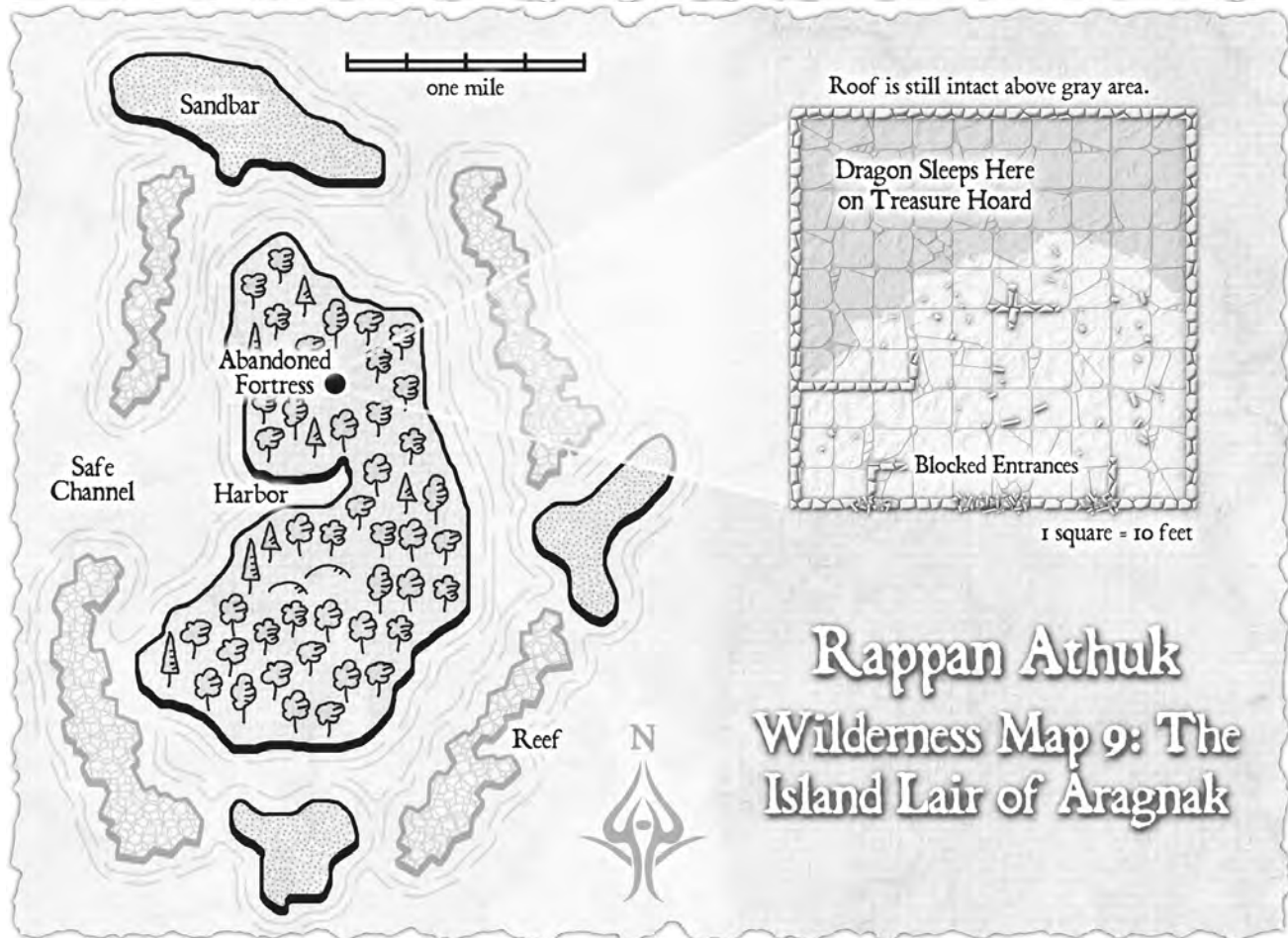








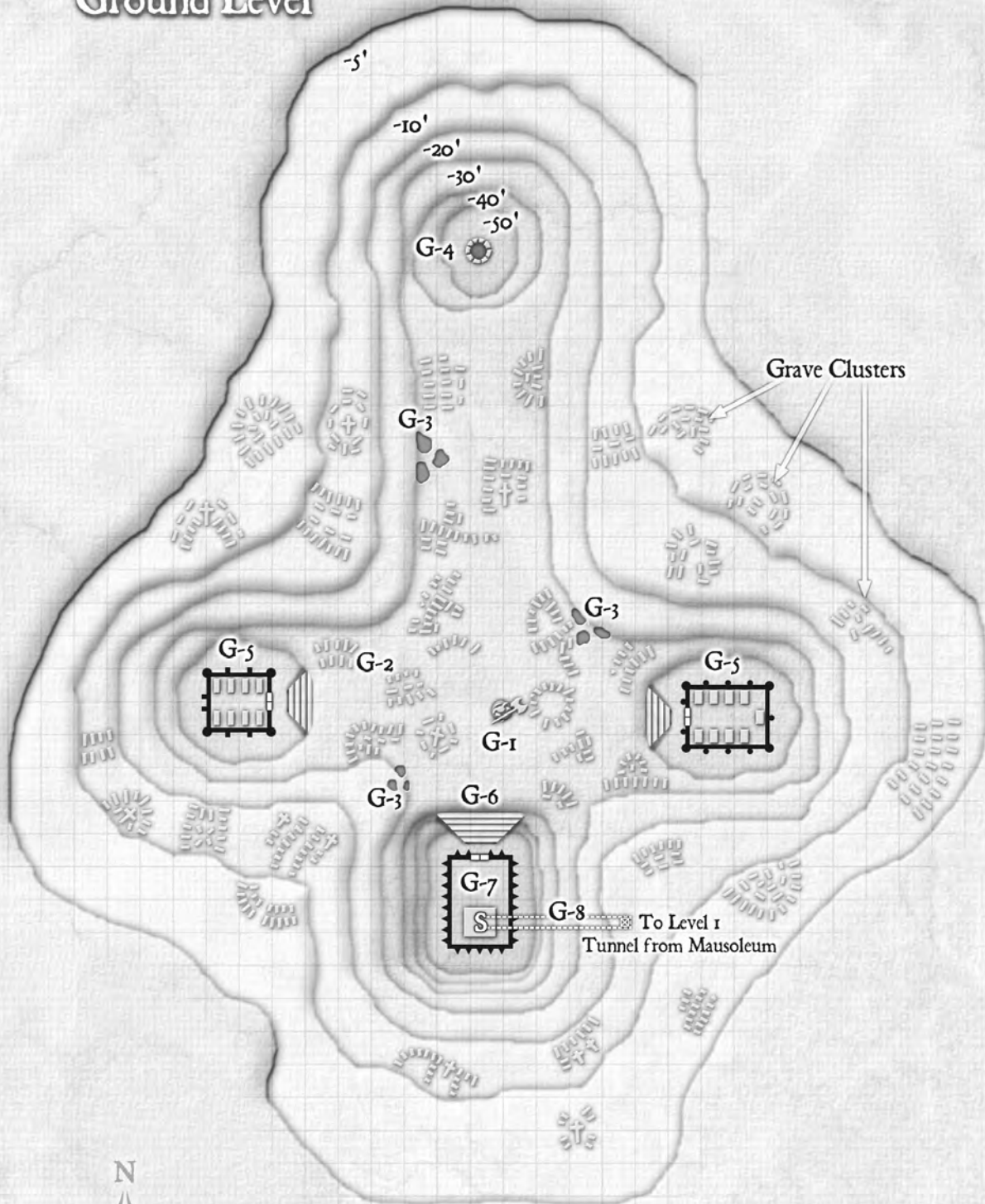
Rappan Athuk Wilderness Map 8: Ruined Fort



Rappan Athuk Wilderness Map 9: The Island Lair of Aragnak

Rappan Athuk

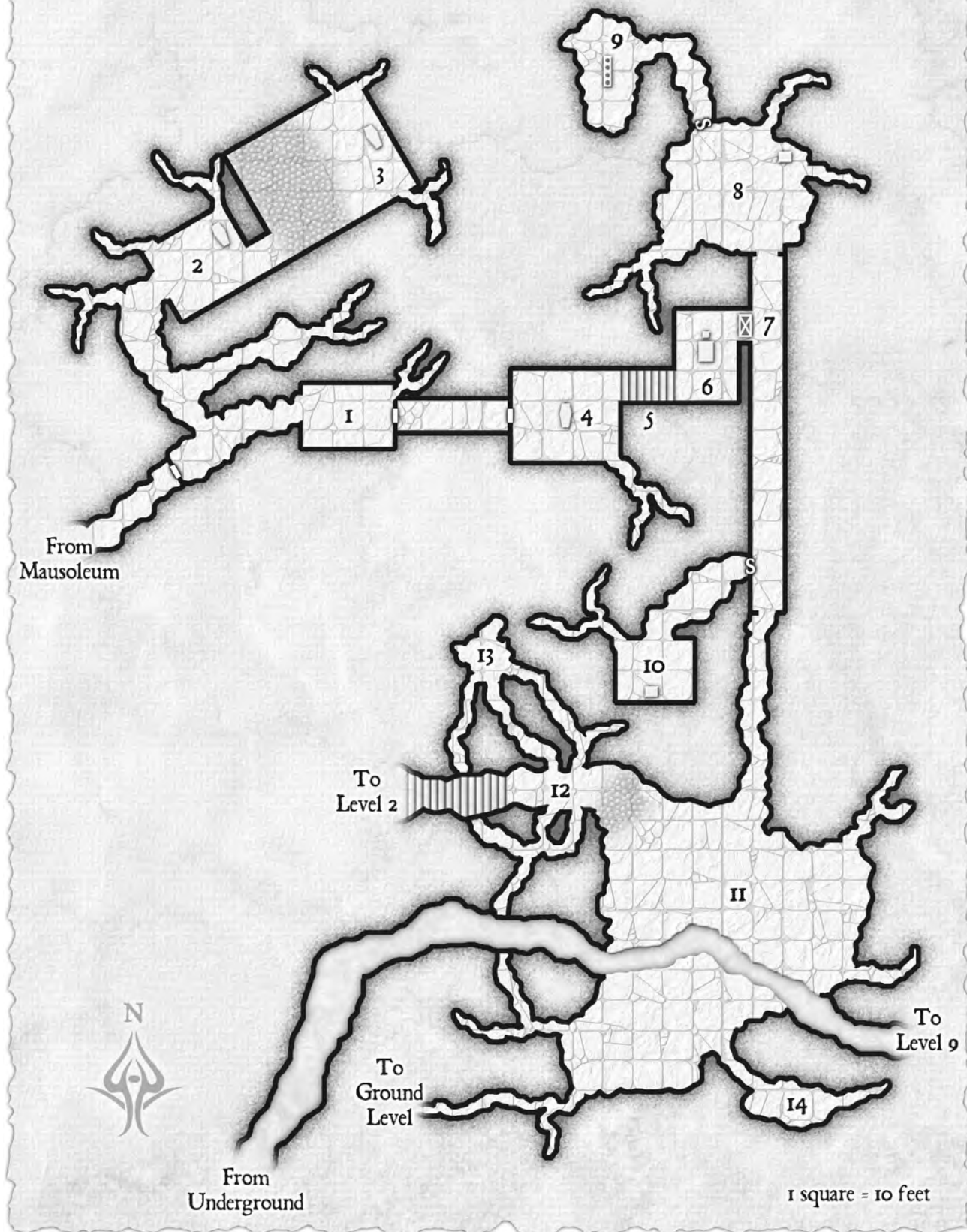
Ground Level



1 square = 20 feet

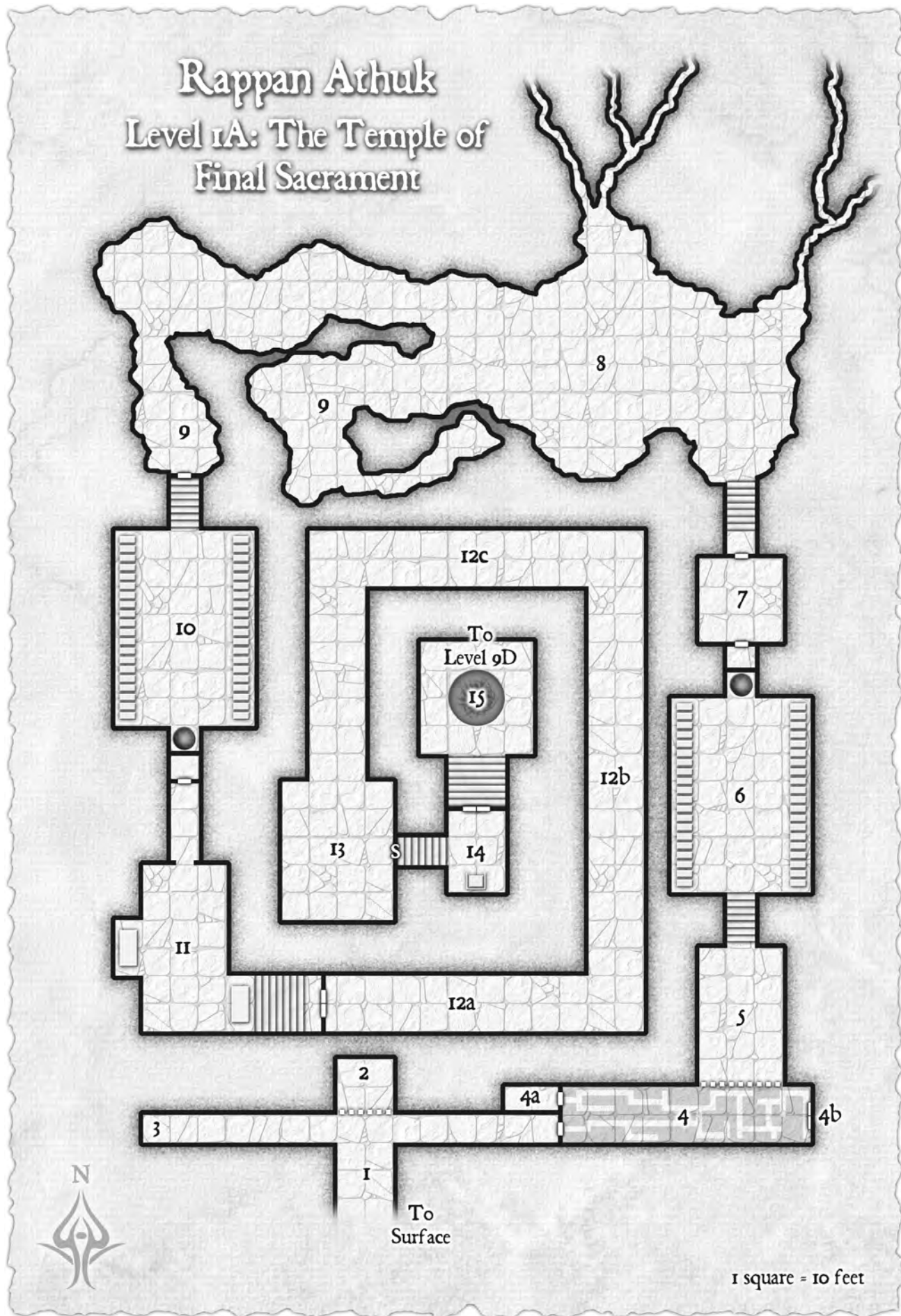
Rappan Athuk

Level 1: The Lair of the "Dung Monster"



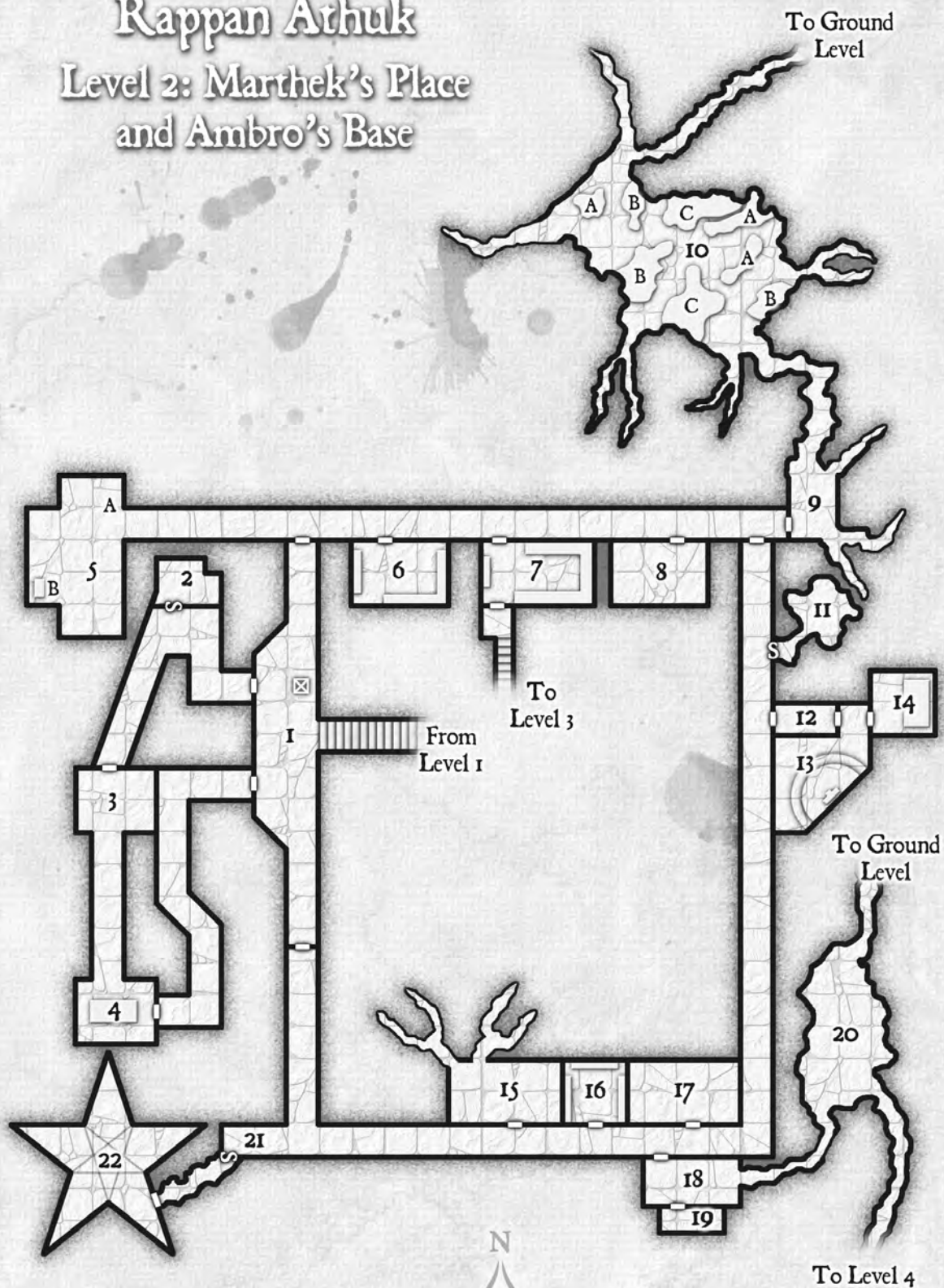
Rappan Athuk

Level 1A: The Temple of Final Sacrament

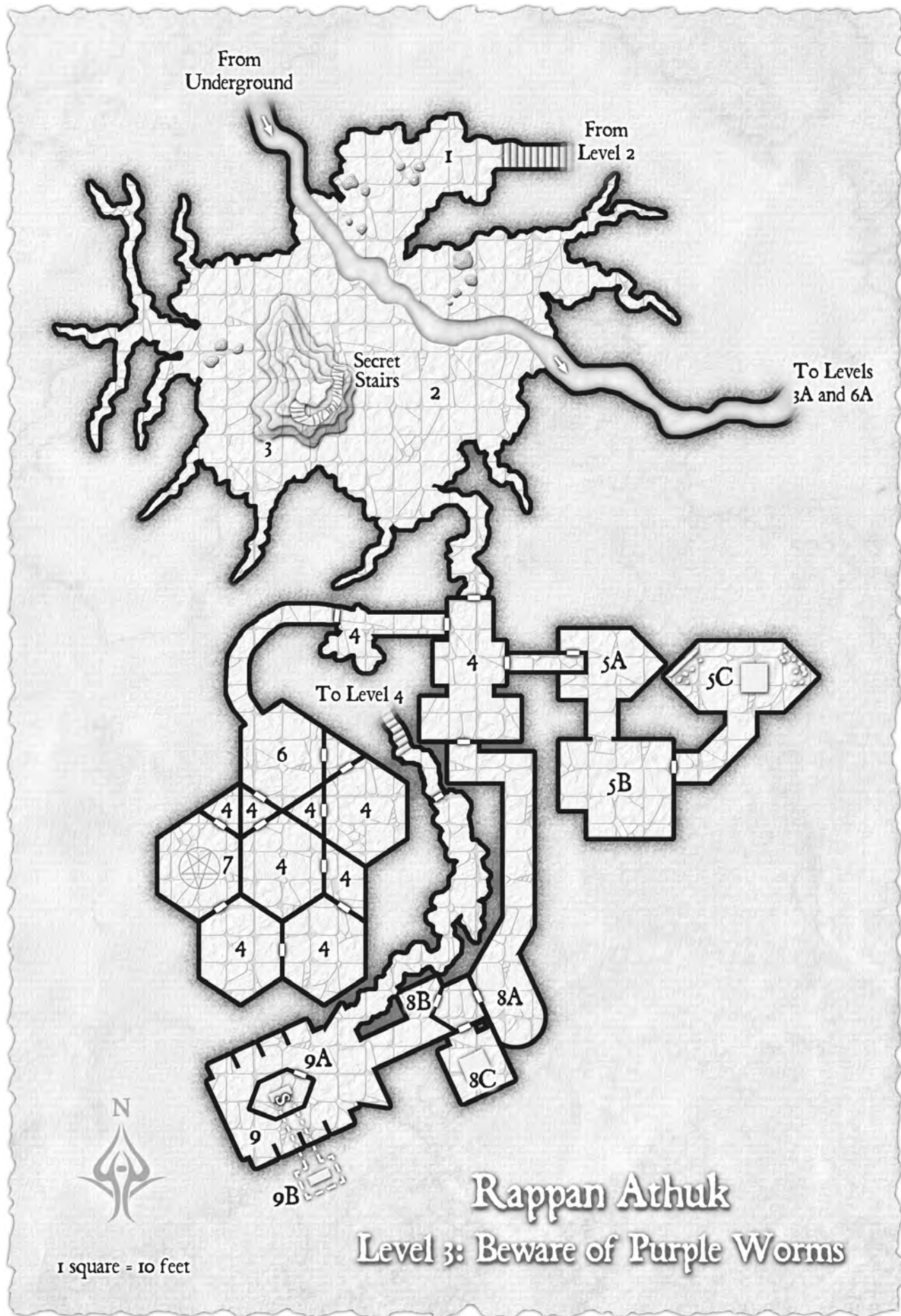


Rappan Athuk

Level 2: Marthek's Place and Ambro's Base



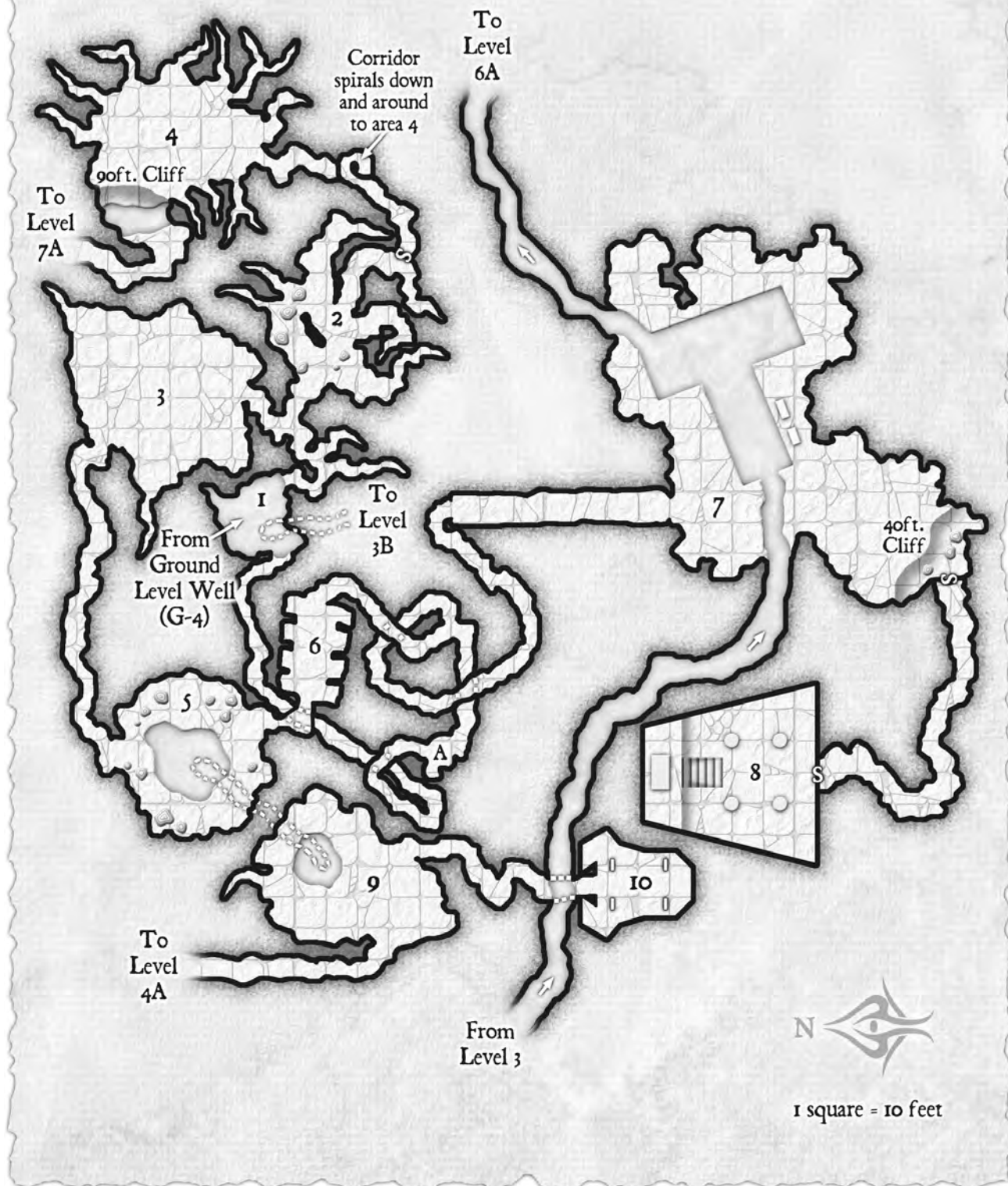
1 square = 10 feet

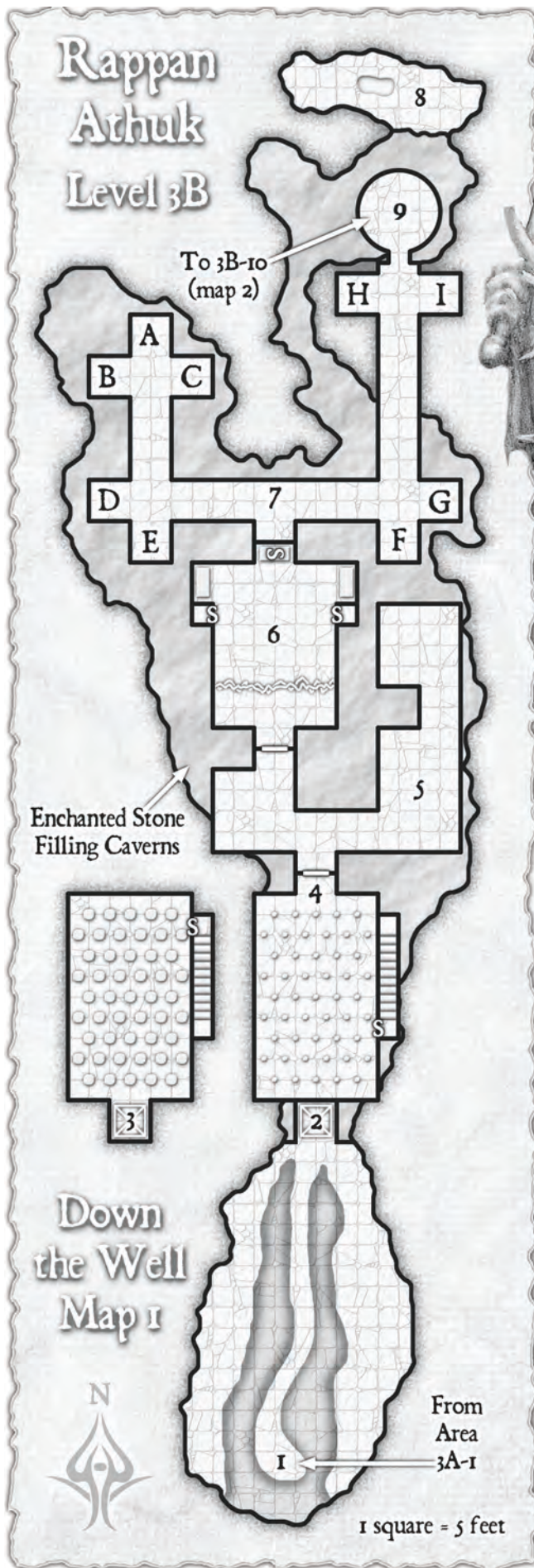


Rappan Athuk

Level 3A: Zelkor's Lair

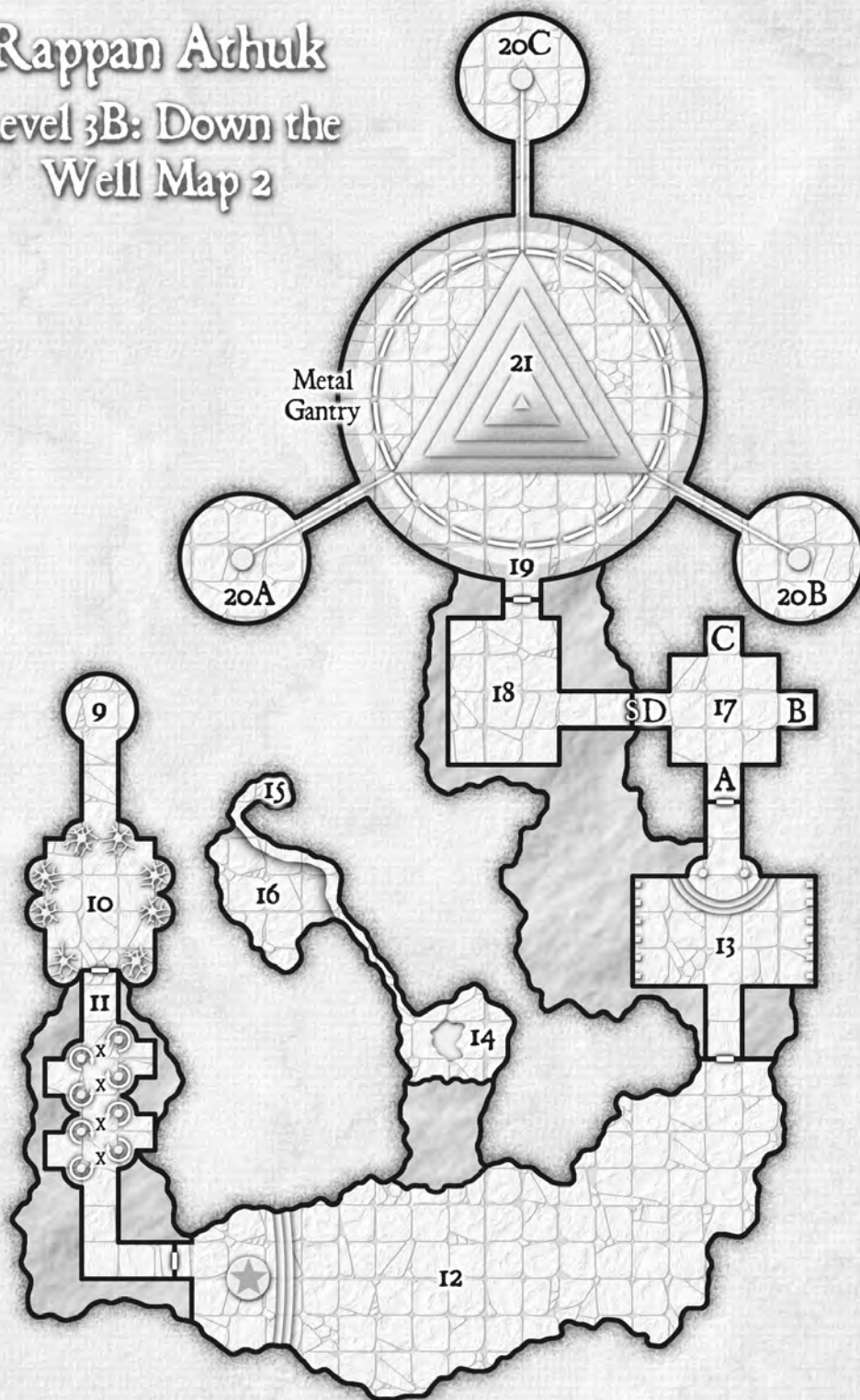
"The Well"





Rappan Athuk

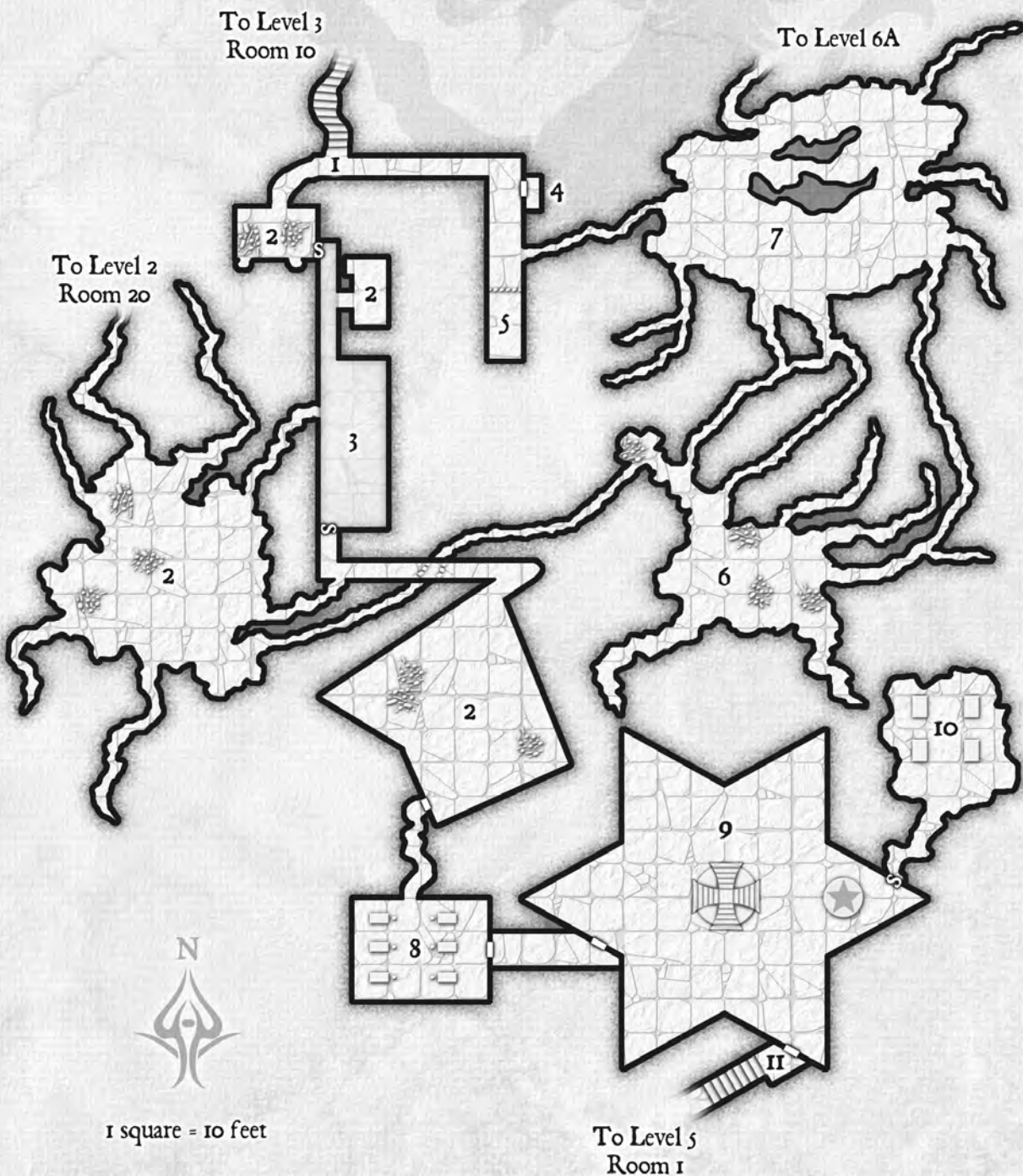
Level 3B: Down the Well Map 2

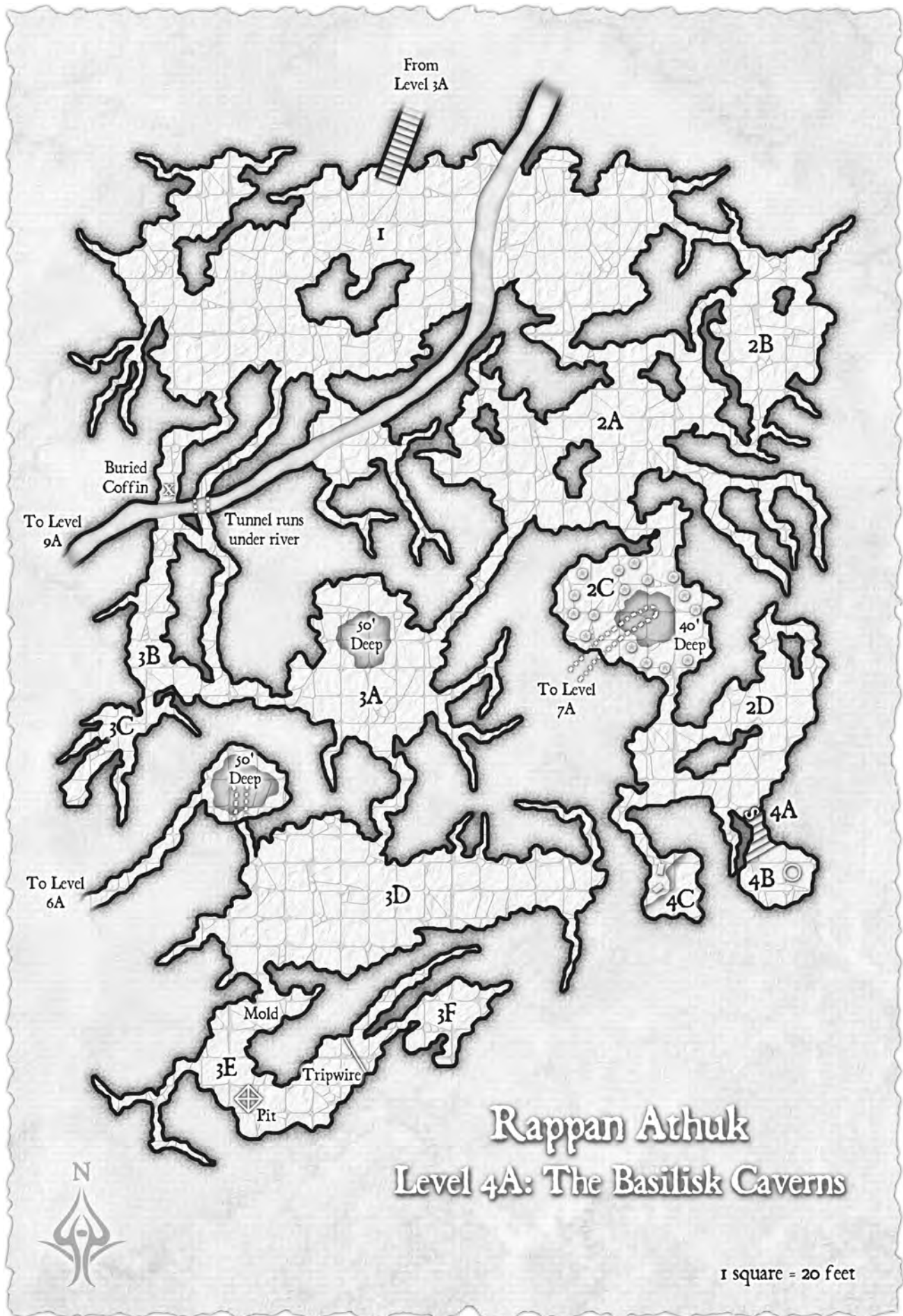


1 square = 10 feet

Rappan Athuk

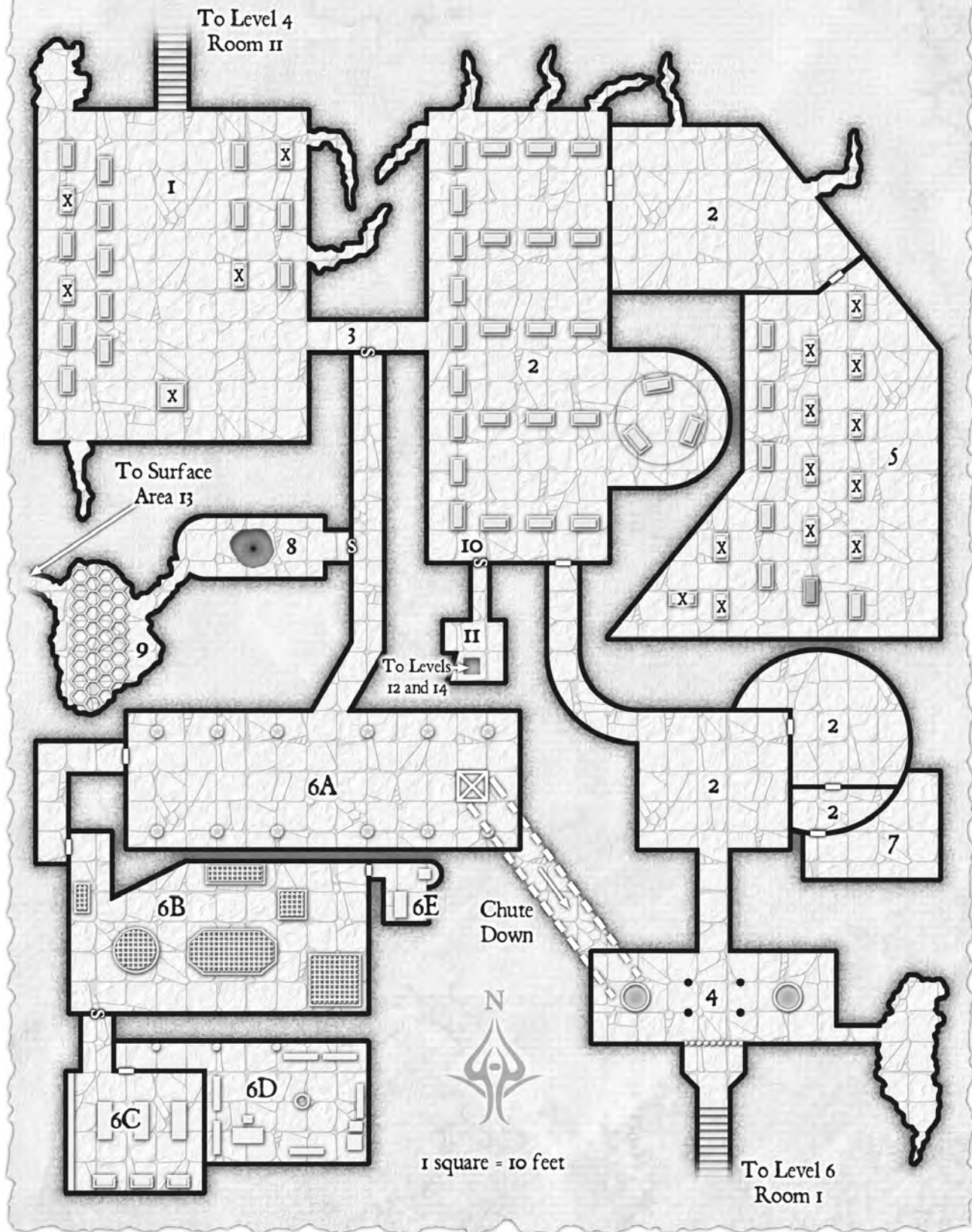
Level 4: The Upper Temple of Orcus





Rappan Athuk

Level 5: Banth's Lair and the Wight Caracombs



Rappan Athuk

Level 6: The Maze

To Level 8
Room 1

100 ft.
drop

10

9

To Level 7

To Level
10A

80 ft.
drop

4

14

25 ft.
drop

12

To Level
8A

2

16

From
Underground
Stream

3

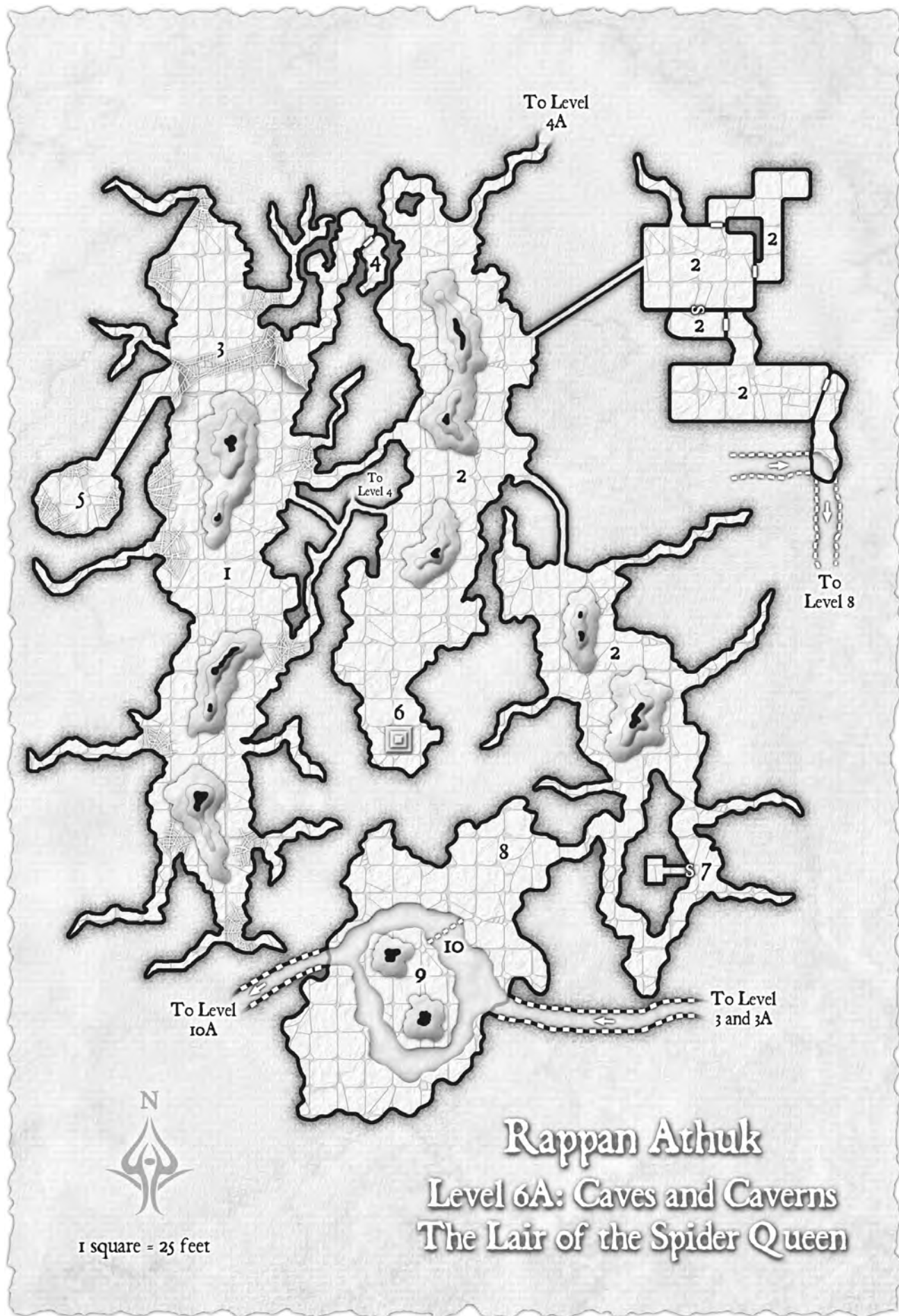
17

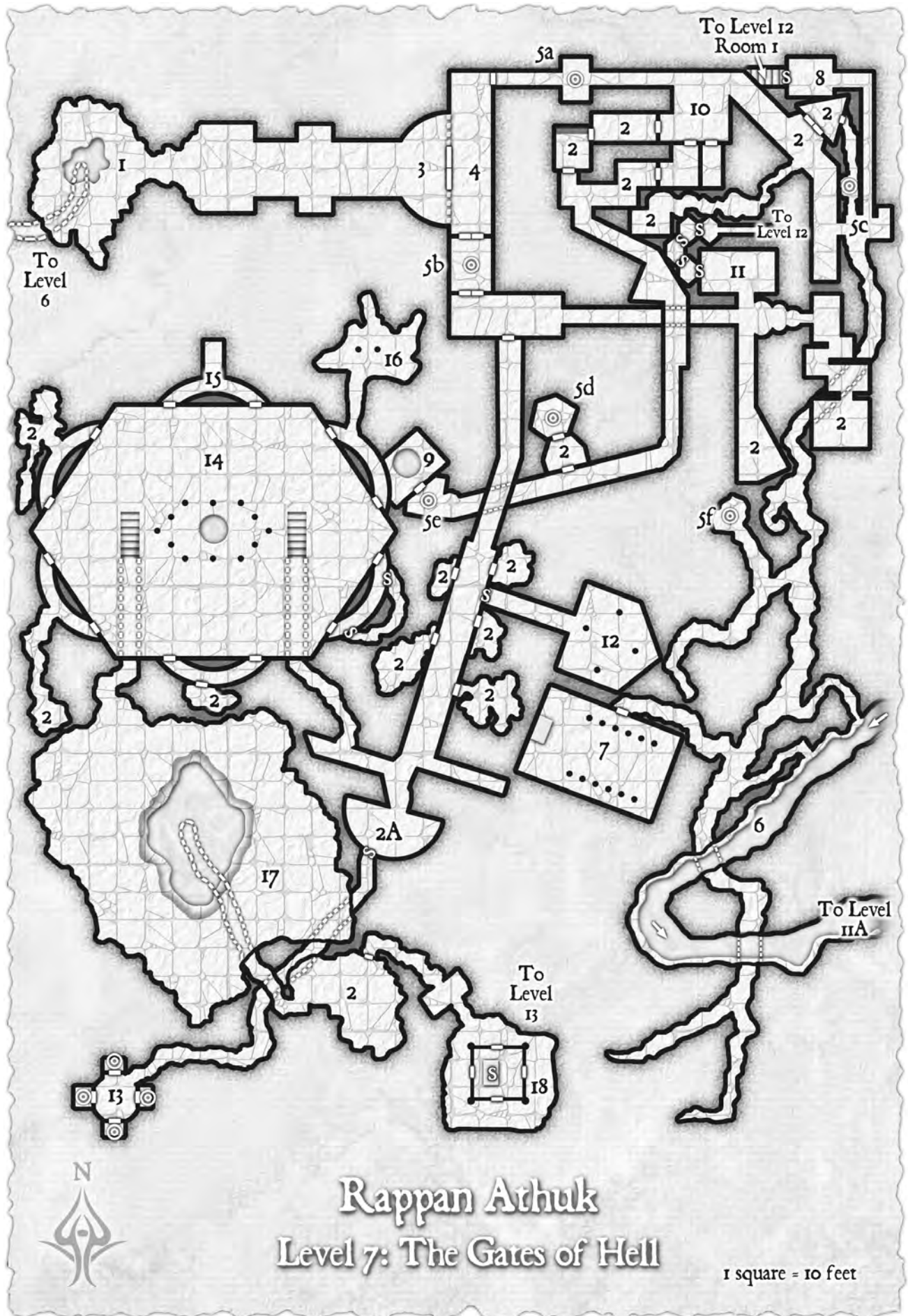
To Level 5
Room 4



1 square = 10 feet

Note: Actual mazes (2)
are larger than the
indicated areas.

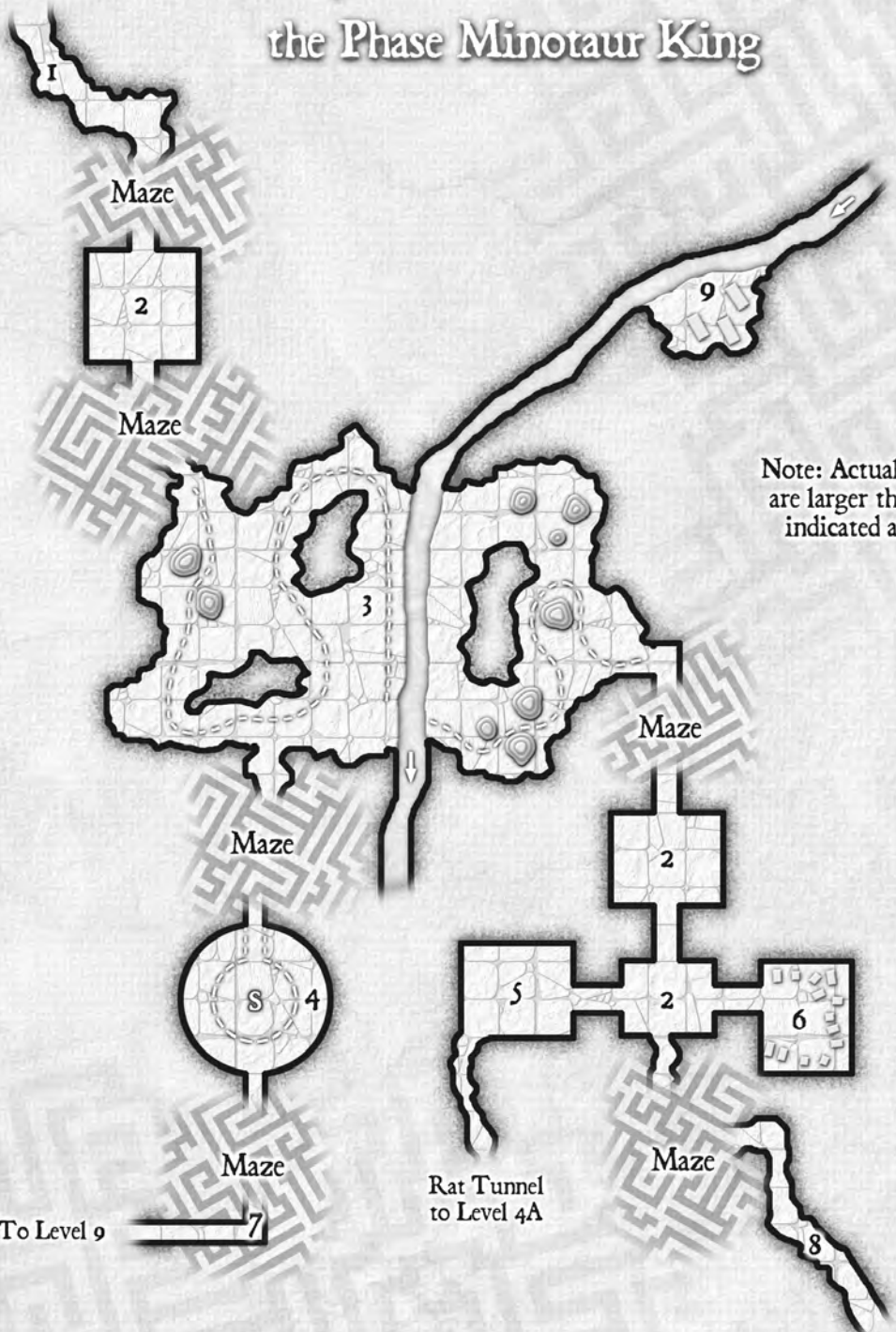




Rappan Athuk

Level 7A: The Hall of Kaleth, the Phase Minotaur King

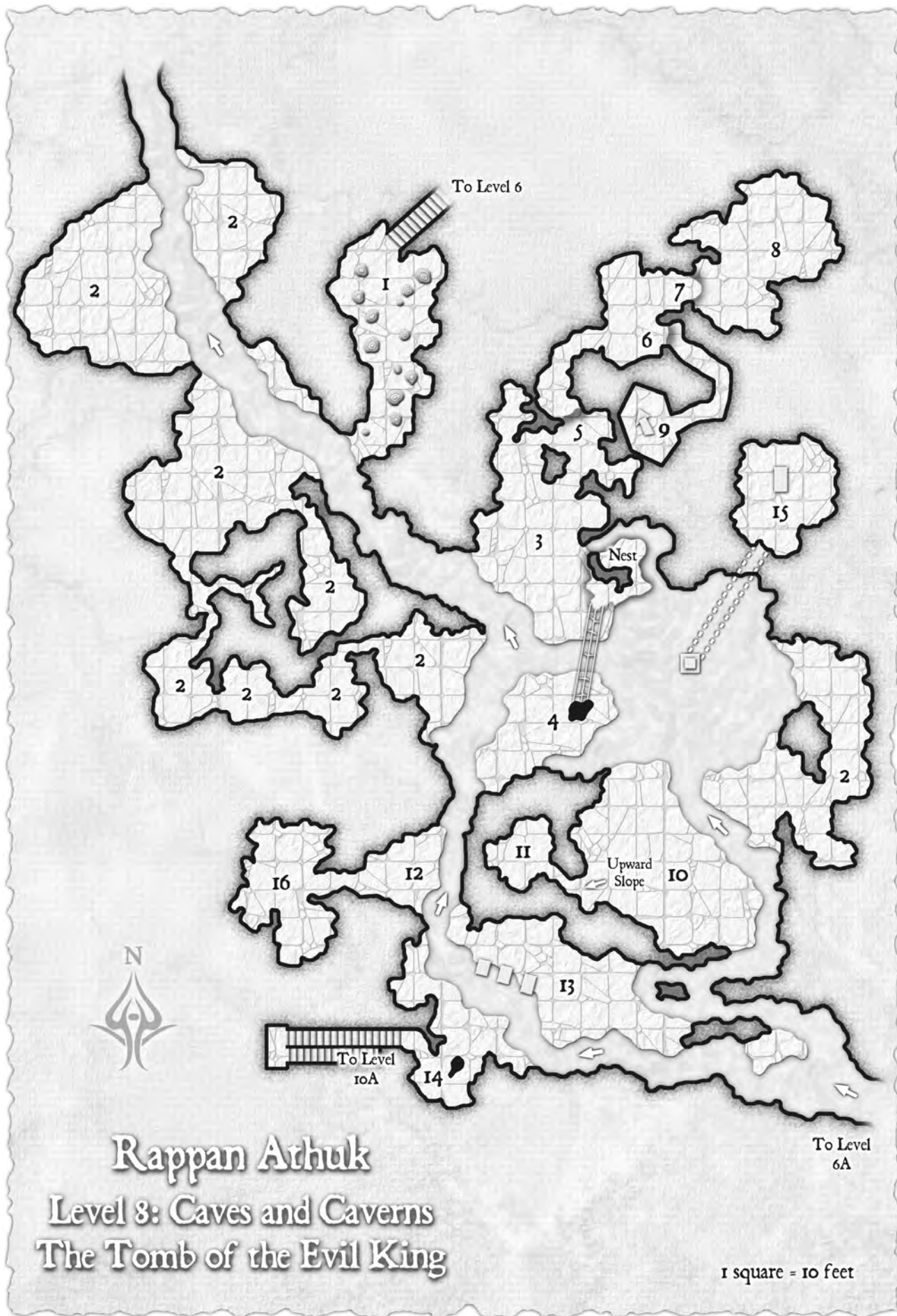
To Level 3A
Room 4



Note: Actual mazes are larger than the indicated areas.



1 square = 20 feet



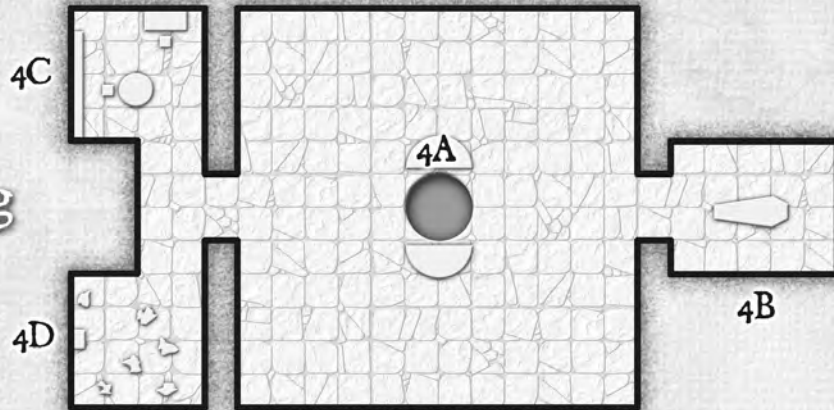
Rappan Athuk

Level 8: Caves and Caverns

The Tomb of the Evil King

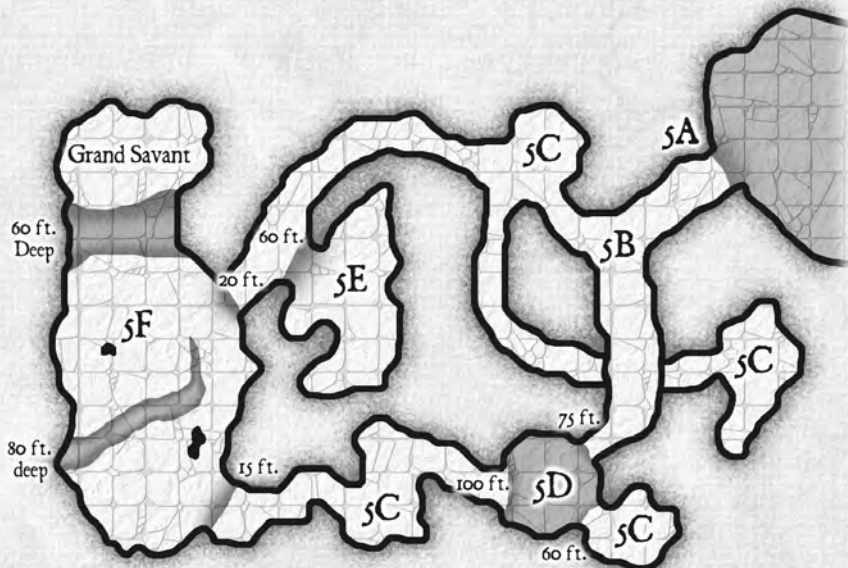
1 square = 10 feet

The Tomb of Auris Veng (Area 8A-4)



1 square = 5 feet

Blood Orchid Nest (Area 8A-5)

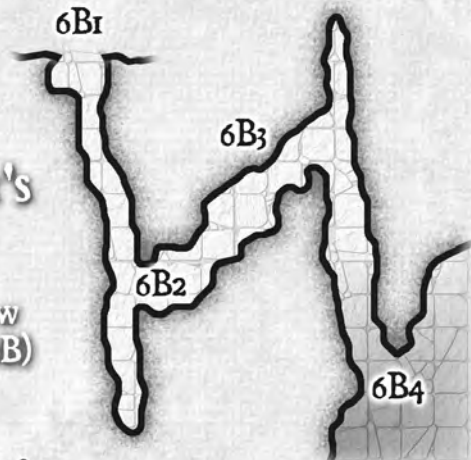


1 square = 10 feet

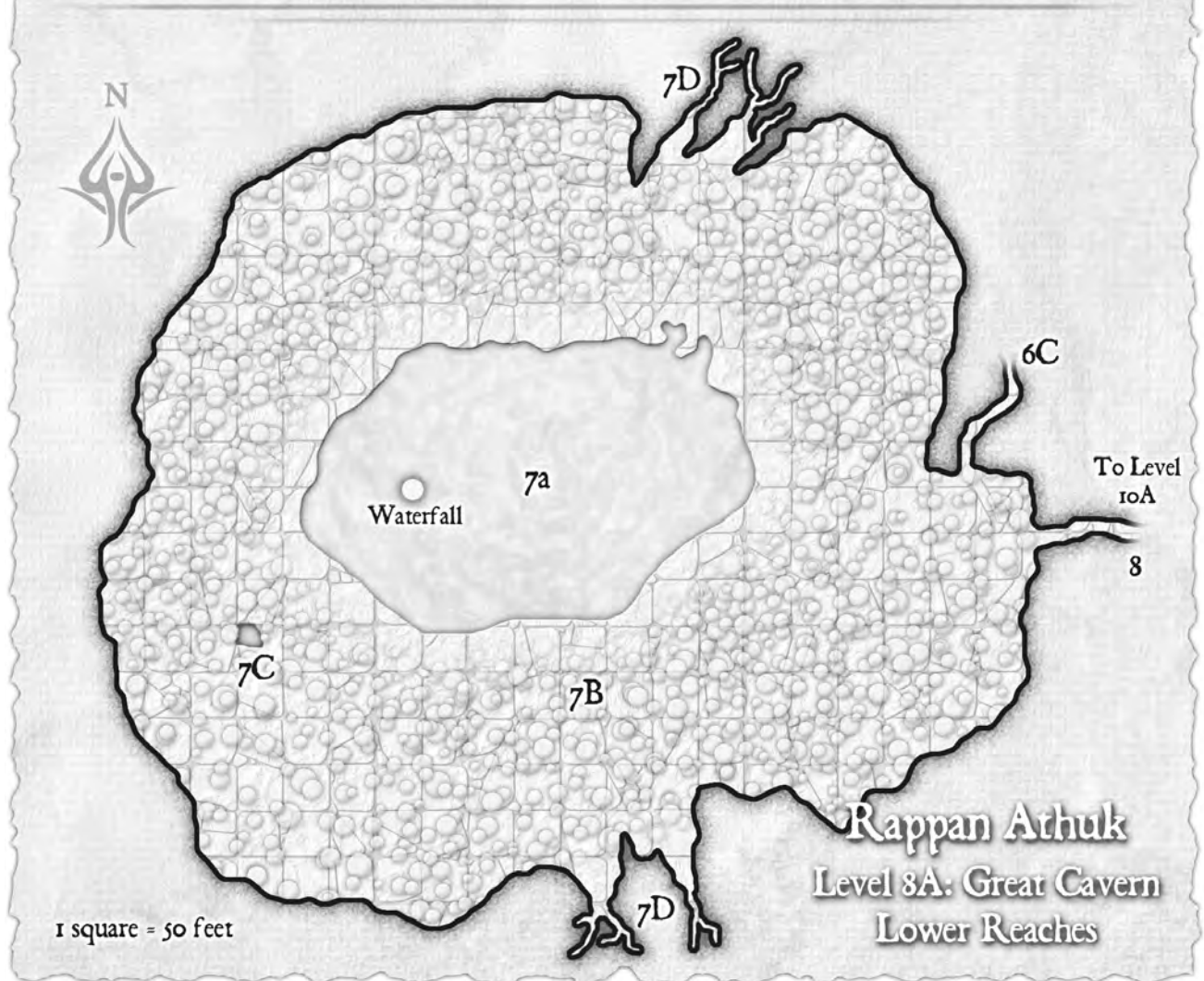
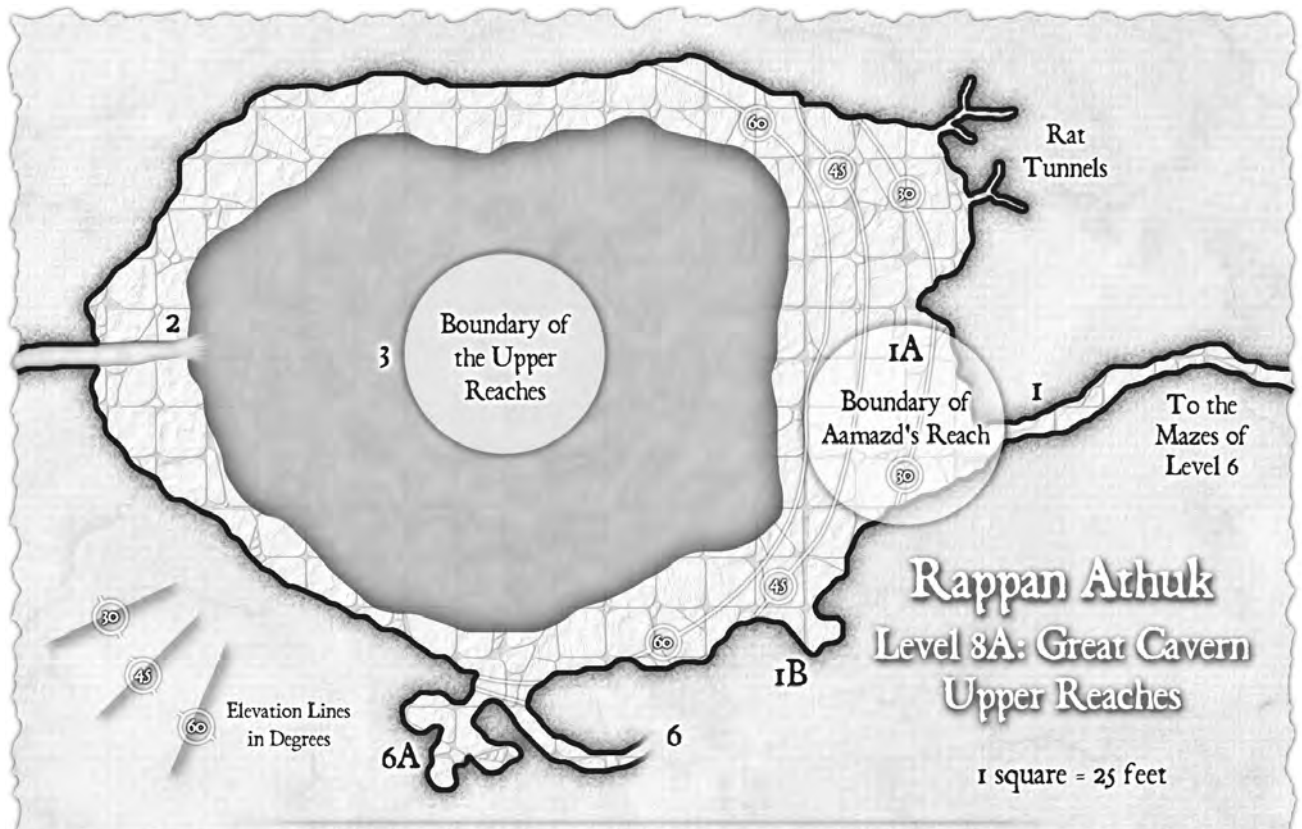
Rappan Athuk Level 8A: Tomb of the Beacon



Xulux's Lair (Side View Area 8A-6B)

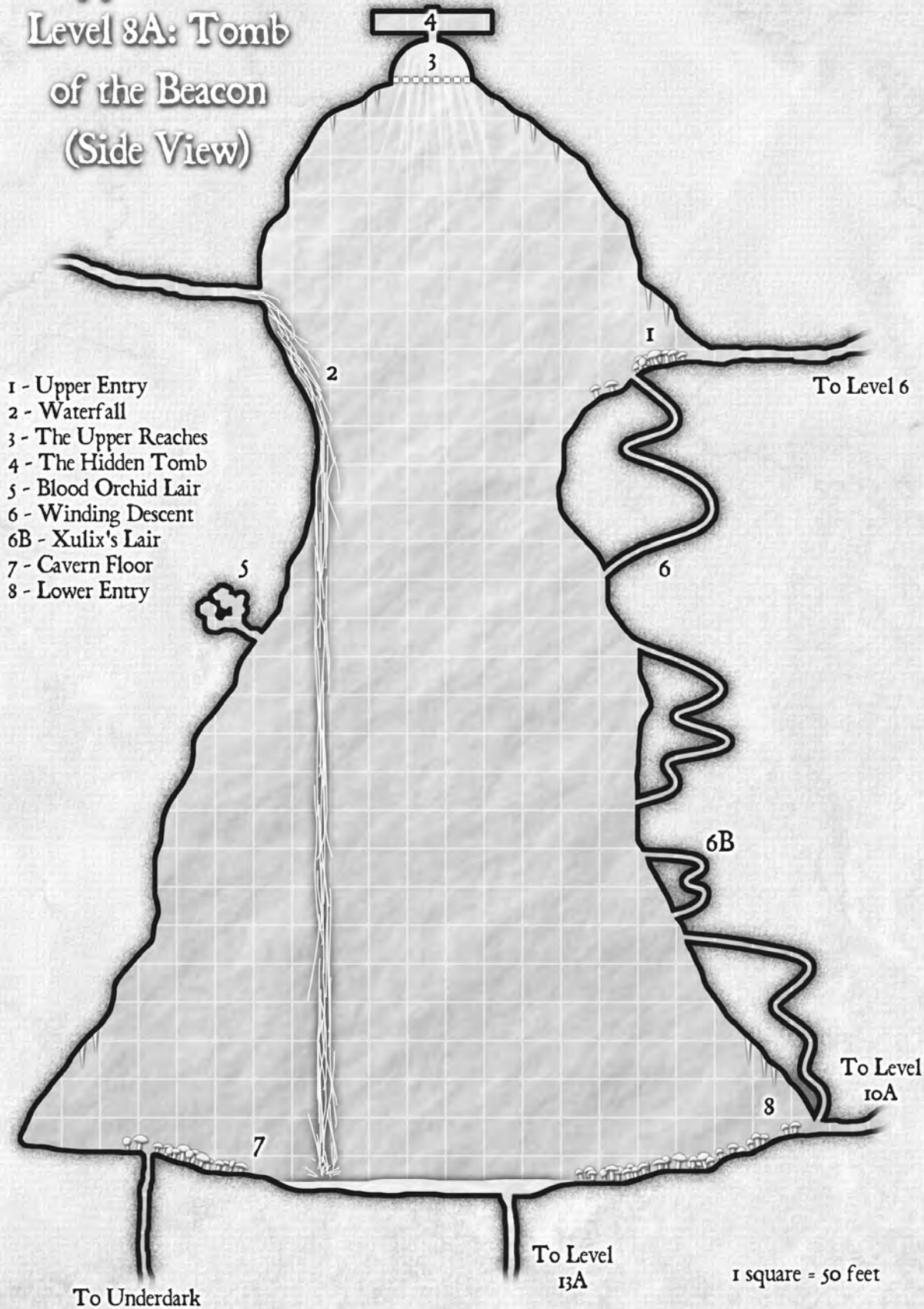


1 square = 10 feet



Rappan Athuk

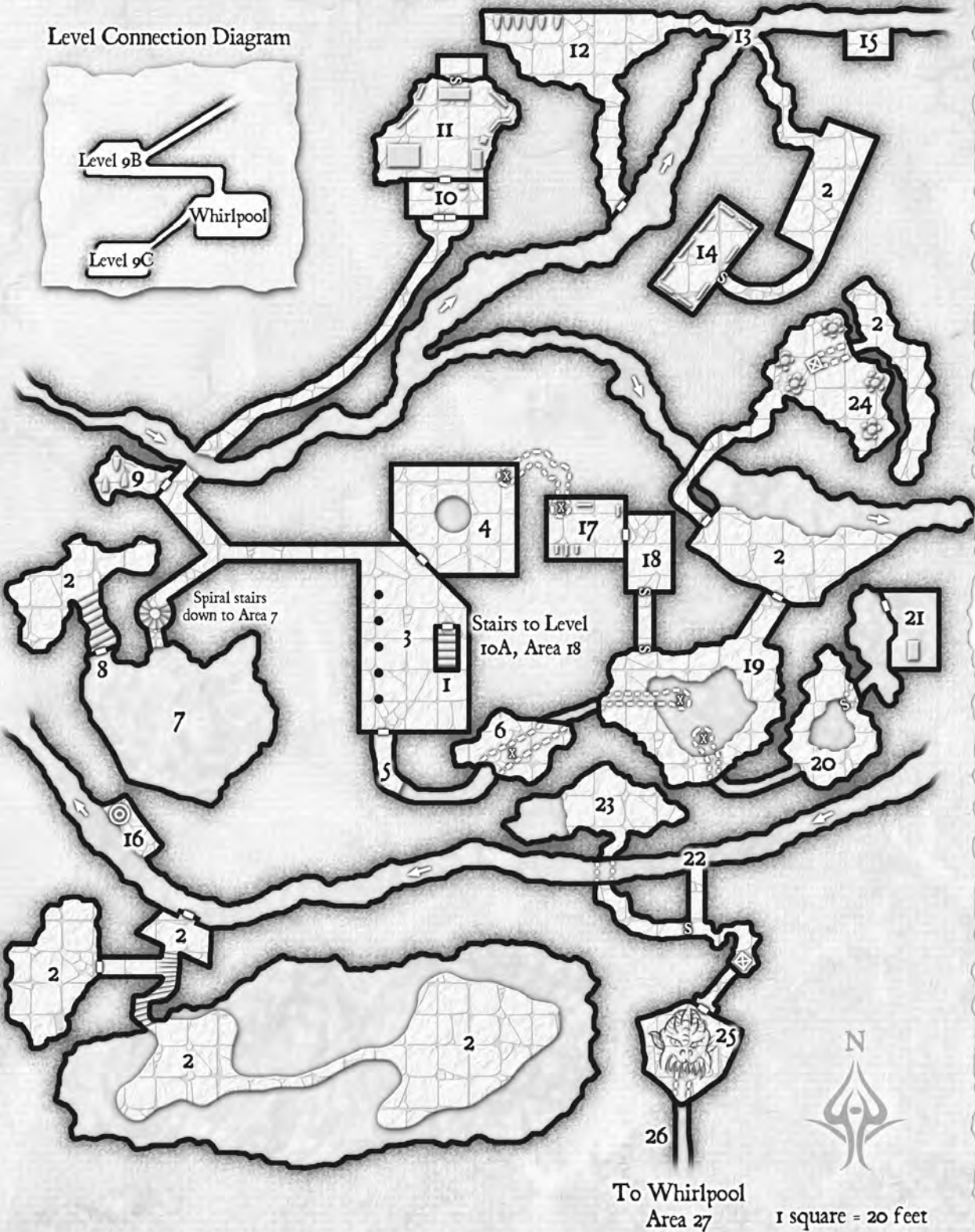
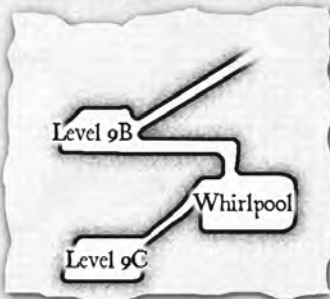
Level 8A: Tomb of the Beacon (Side View)

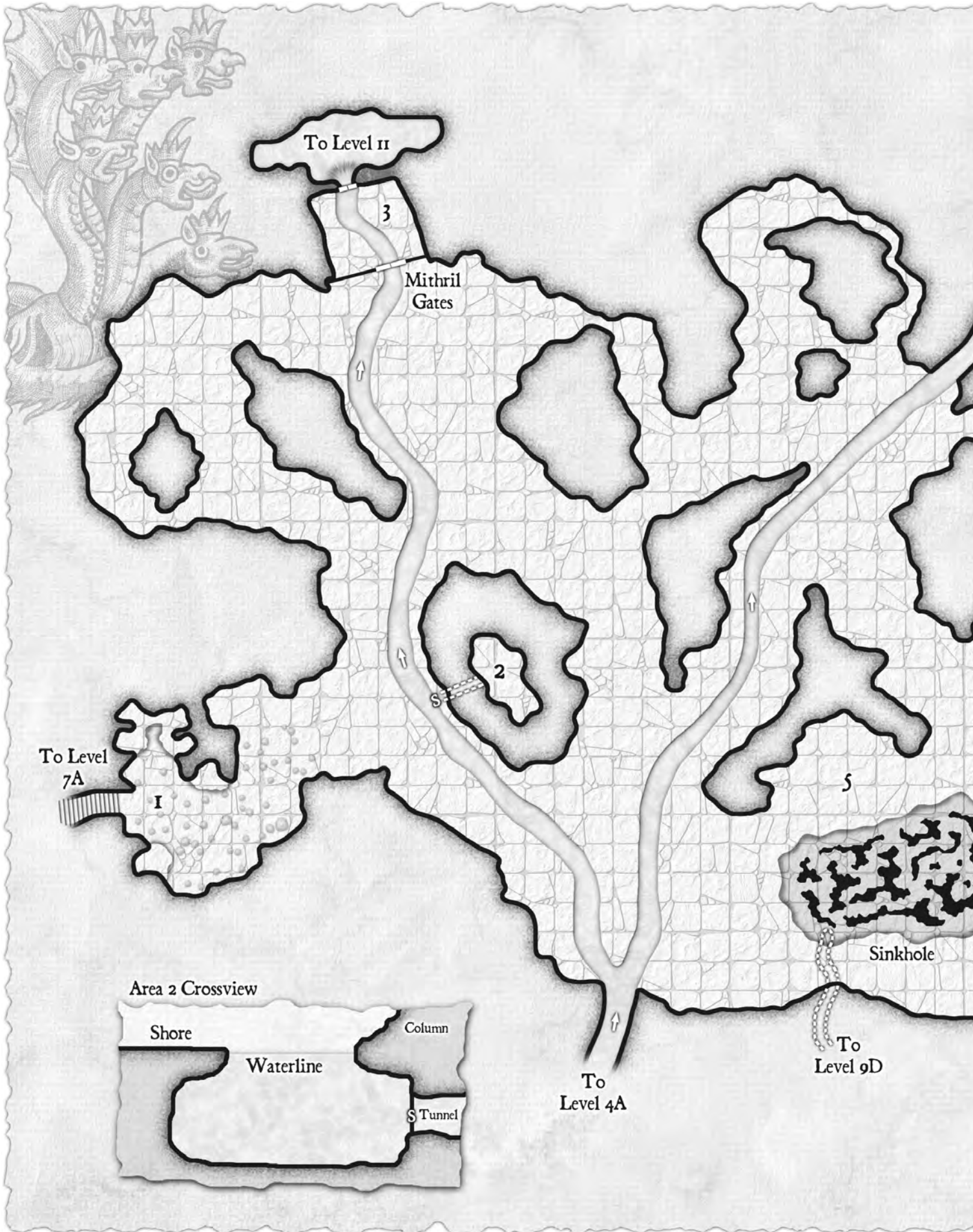


Rappan Athuk

Level 9B: The Well of Agamemnon - Upper Level

Level Connection Diagram





Rappan Athuk

Level 9A: Caves and Caverns -

The Hydra's Lair



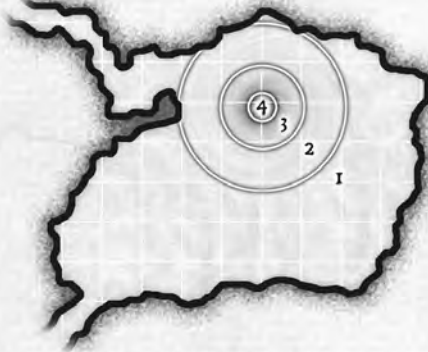
Rappan Athuk

Level 9C: The Well of Agamemnon - Lower Level

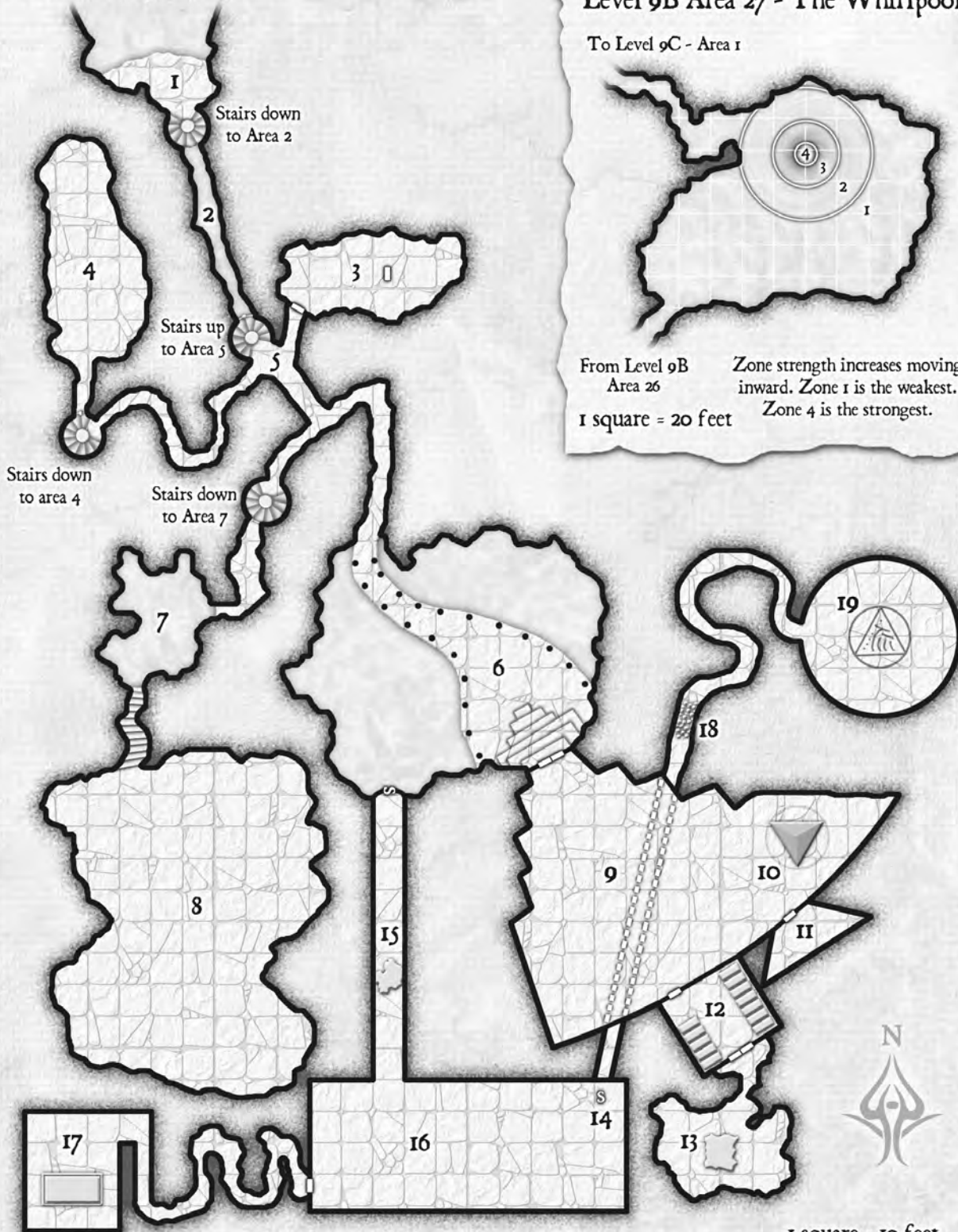
From Whirlpool - 9B-27

Level 9B Area 27 - The Whirlpool

To Level 9C - Area 1



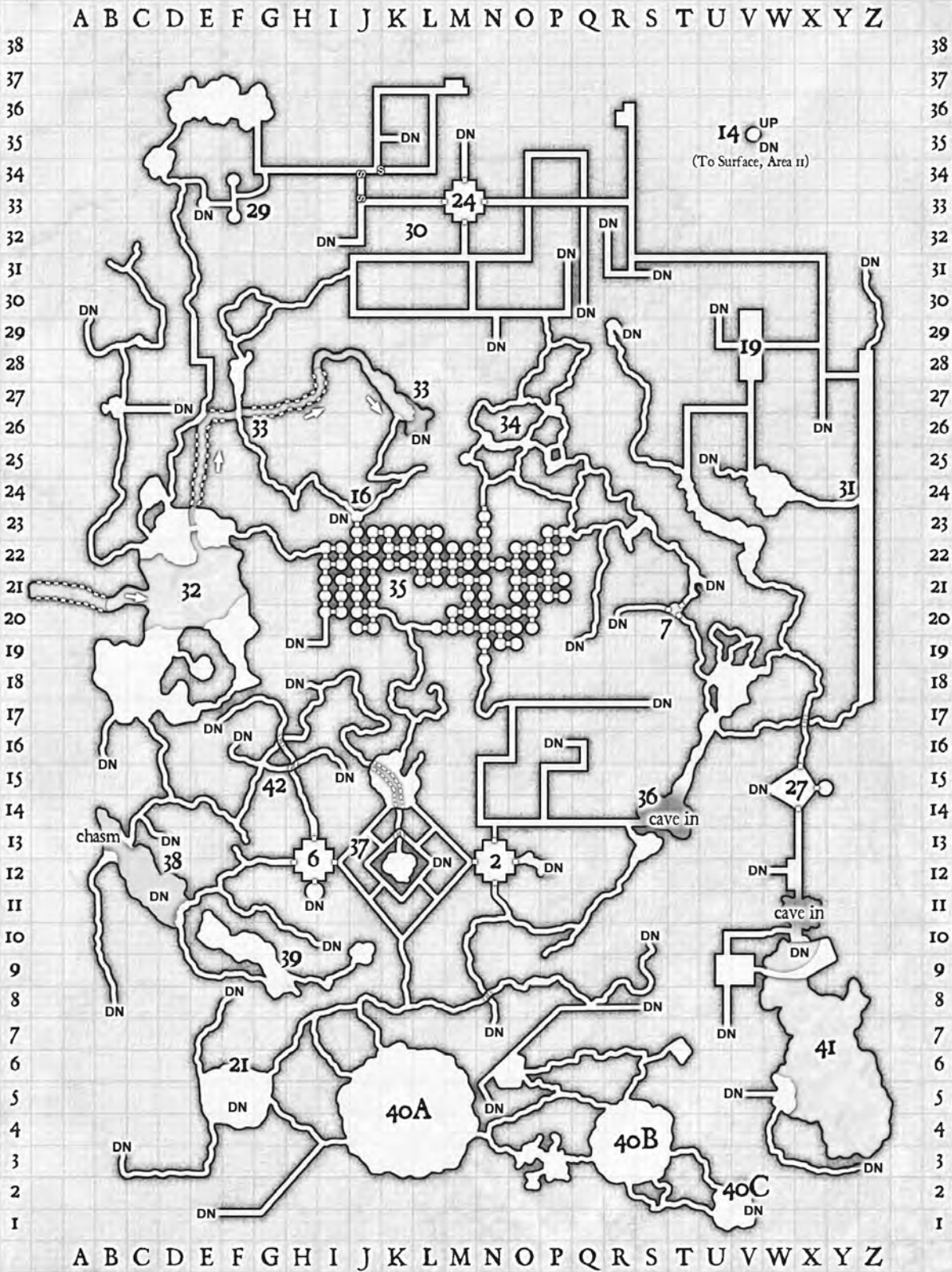
From Level 9B Area 26
 Zone strength increases moving inward. Zone 1 is the weakest. Zone 4 is the strongest.
 1 square = 20 feet



1 square = 10 feet

Rappan Athuk

Level 9D: The Bloodways - Level I



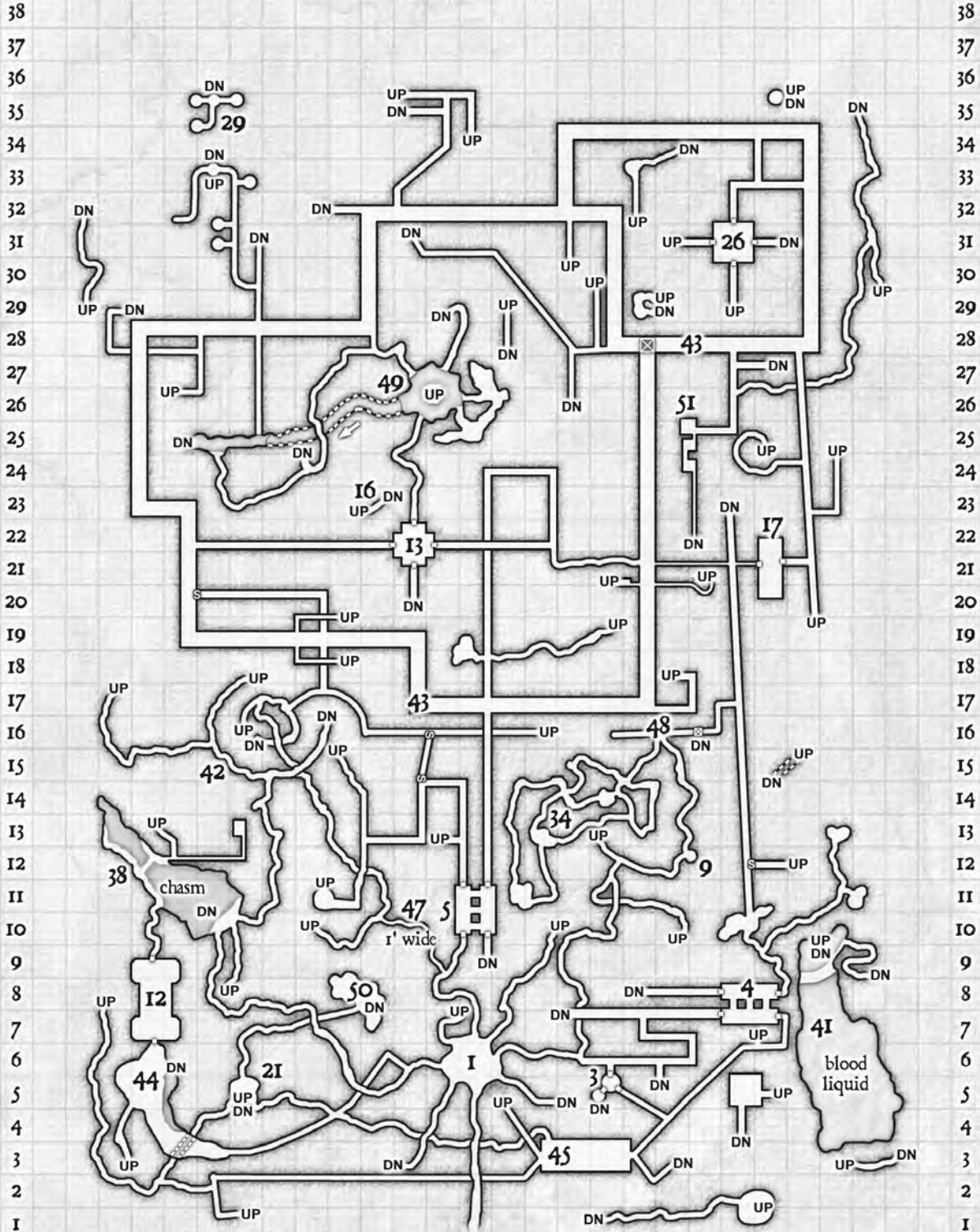
1 square = 40 feet

Rappan Athuk

Level 9D: The Bloodways - Level 2



A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

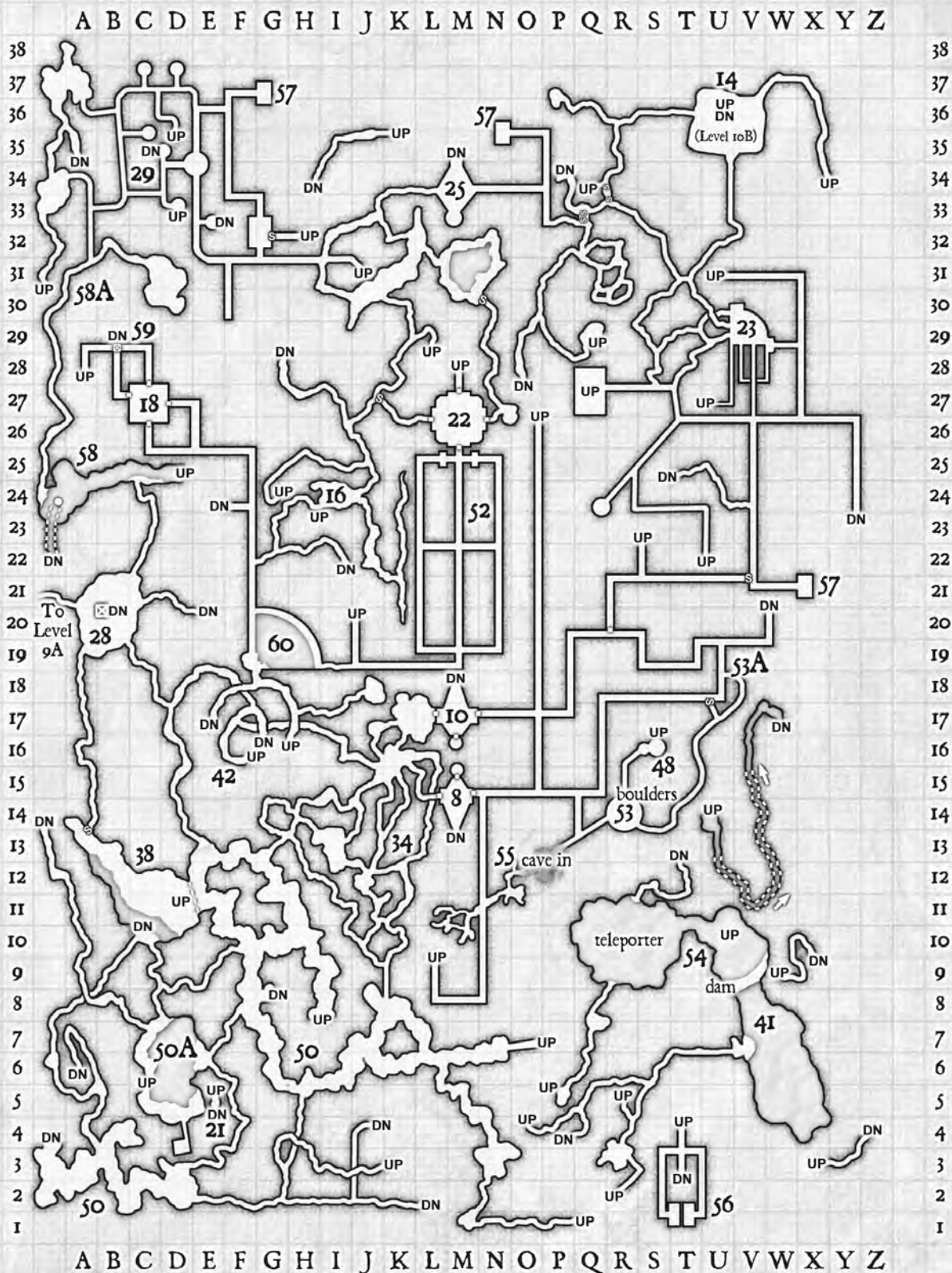


A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

1 square = 40 feet

Rappan Athuk

Level 9D: The Bloodways - Level 3



1 square = 40 feet

Rappan Athuk

Level 9D: The Bloodways - Detail Maps

Map 9D-A

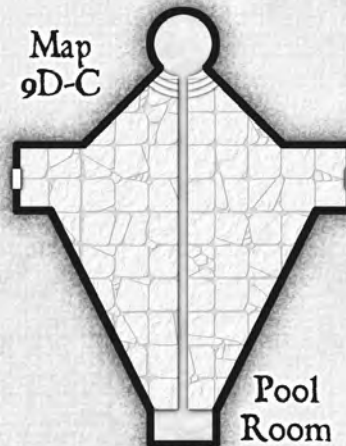


Map 9D-B



Round Den

Map 9D-C



Map 9D-D



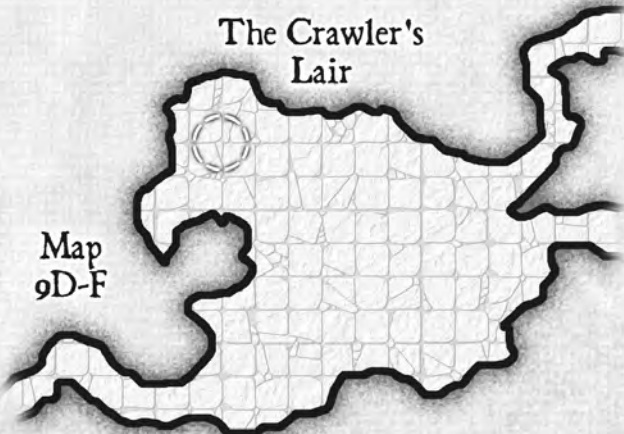
PCs Enter Here

Ooze Room

Map 9D-E

The Floodgate

Map 9D-F



Old Lair

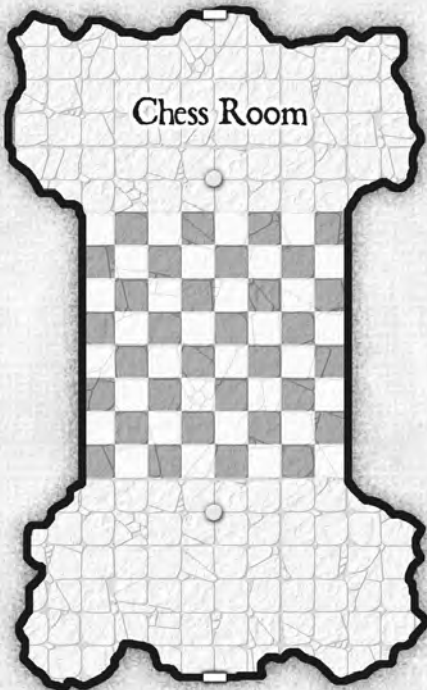
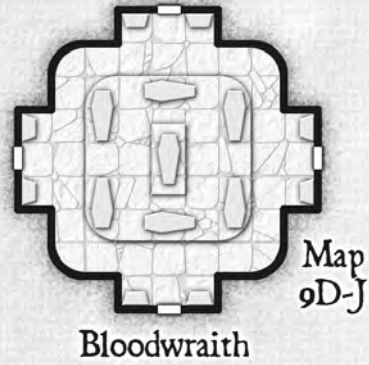
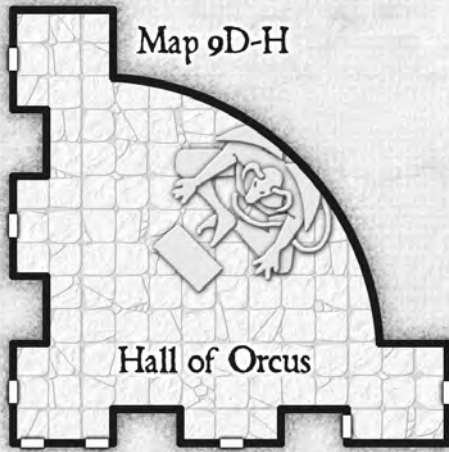
Map 9D-G



1 square = 5 feet

Rappan Athuk

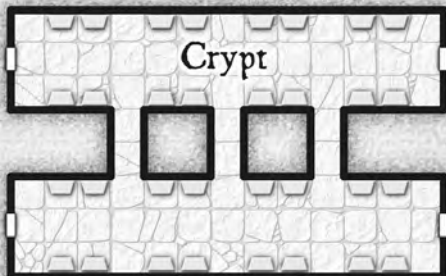
Level 9D: The Bloodways - Detail Maps



Map 9D-K
Chess Room Detail



Map 9D-M



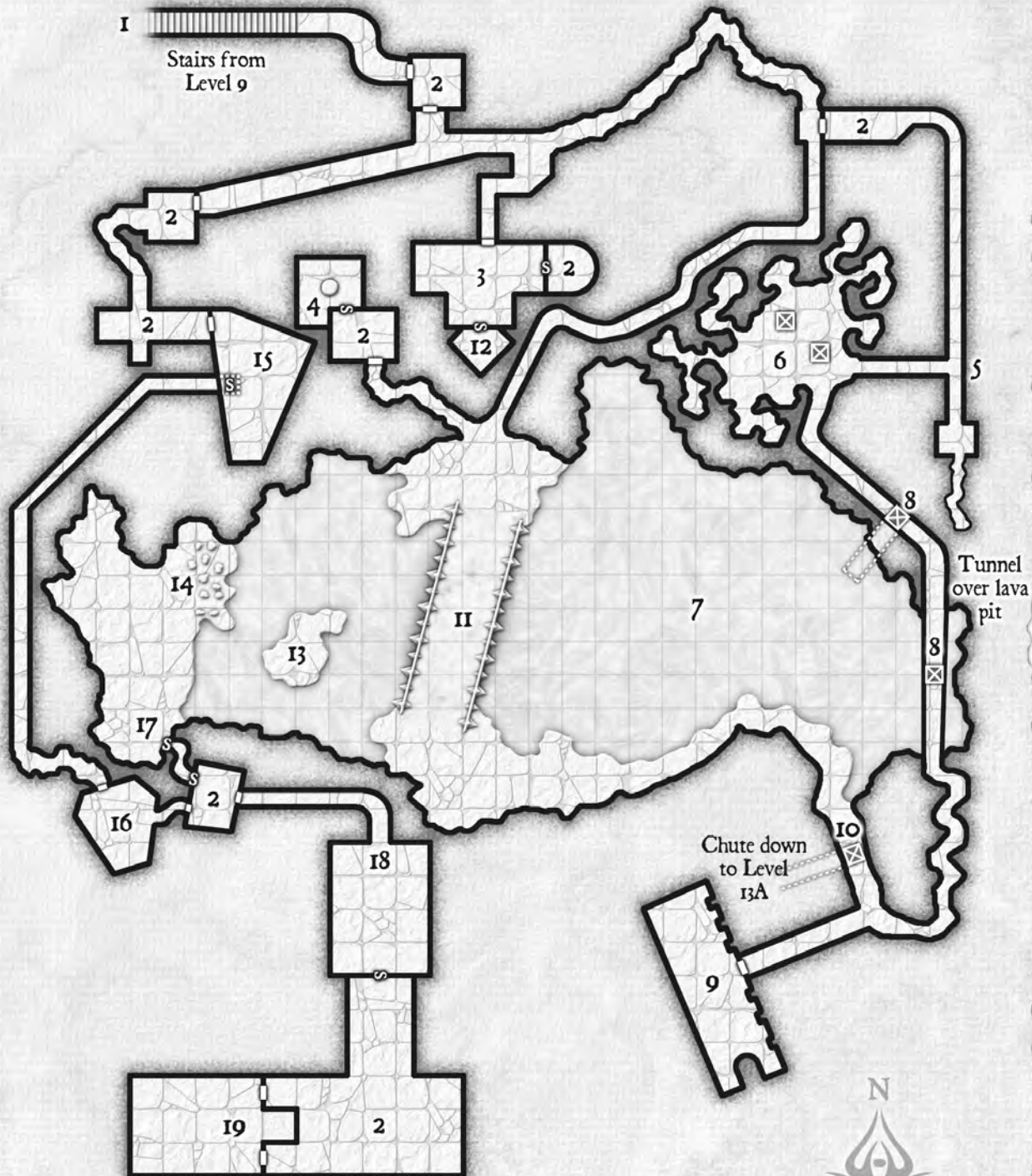
Map 9D-N



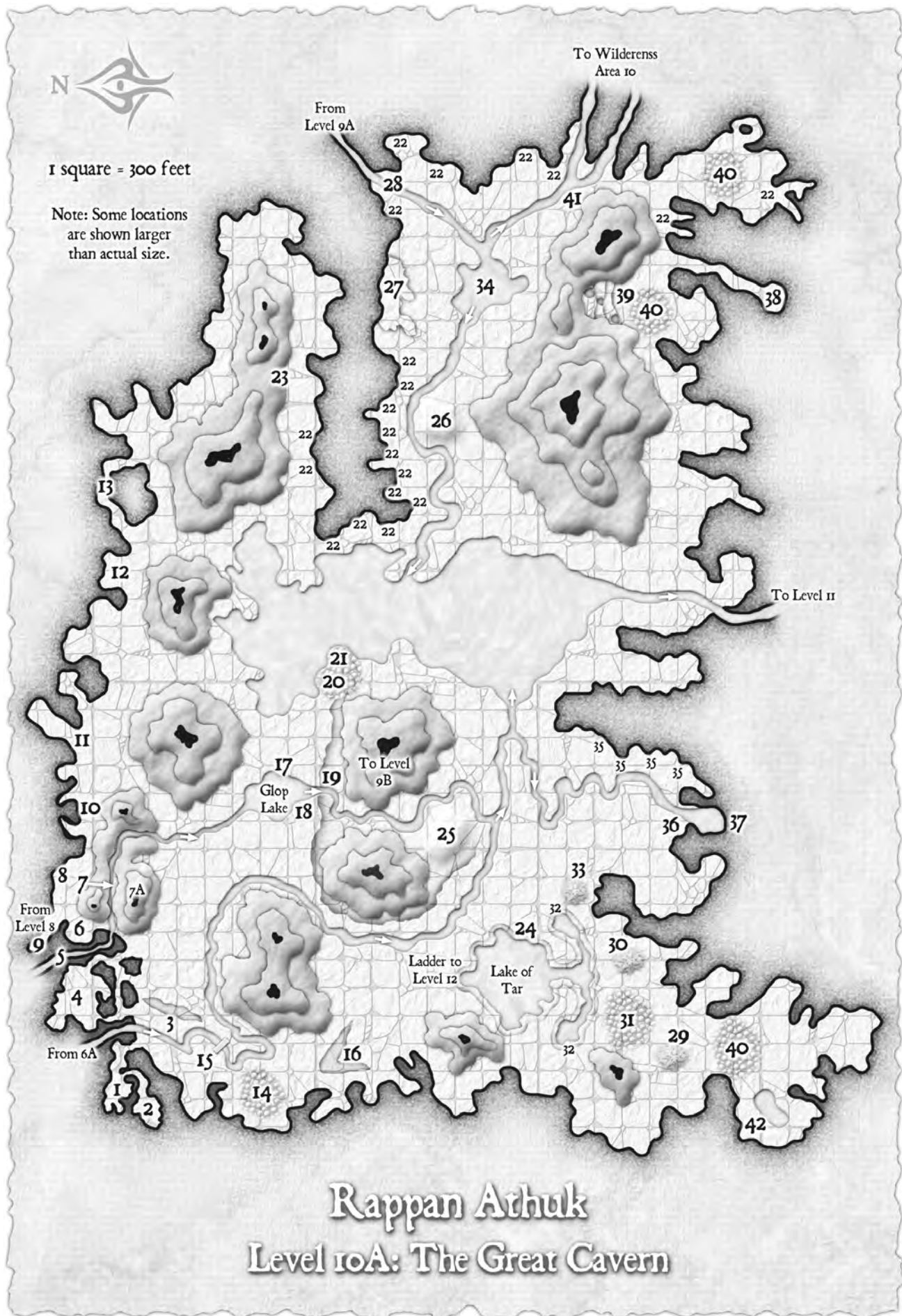
1 square = 5 feet

Rappan Athuk

Level 10: The Lava Pit



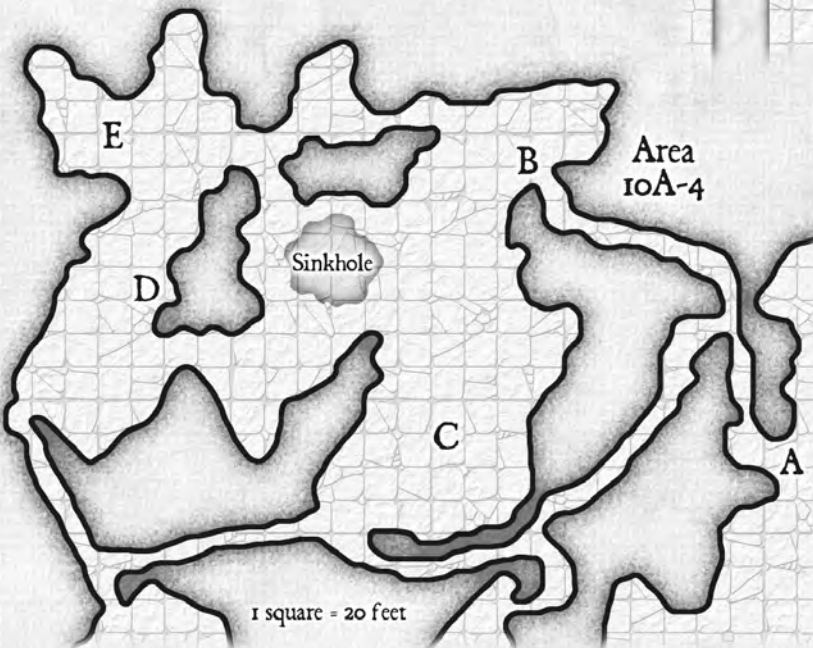
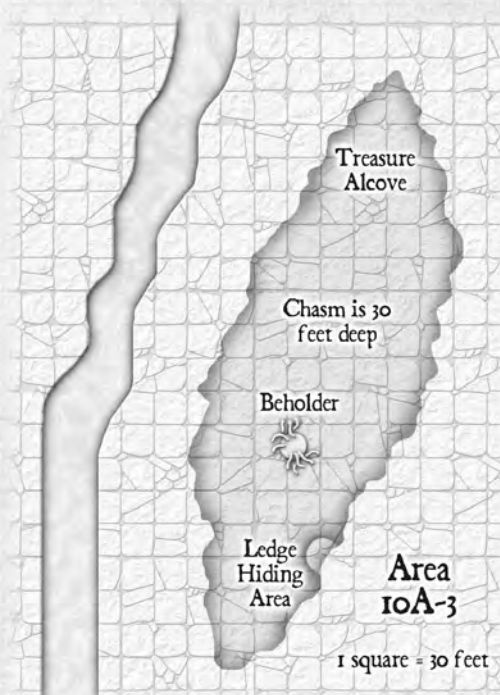
1 square = 20 feet

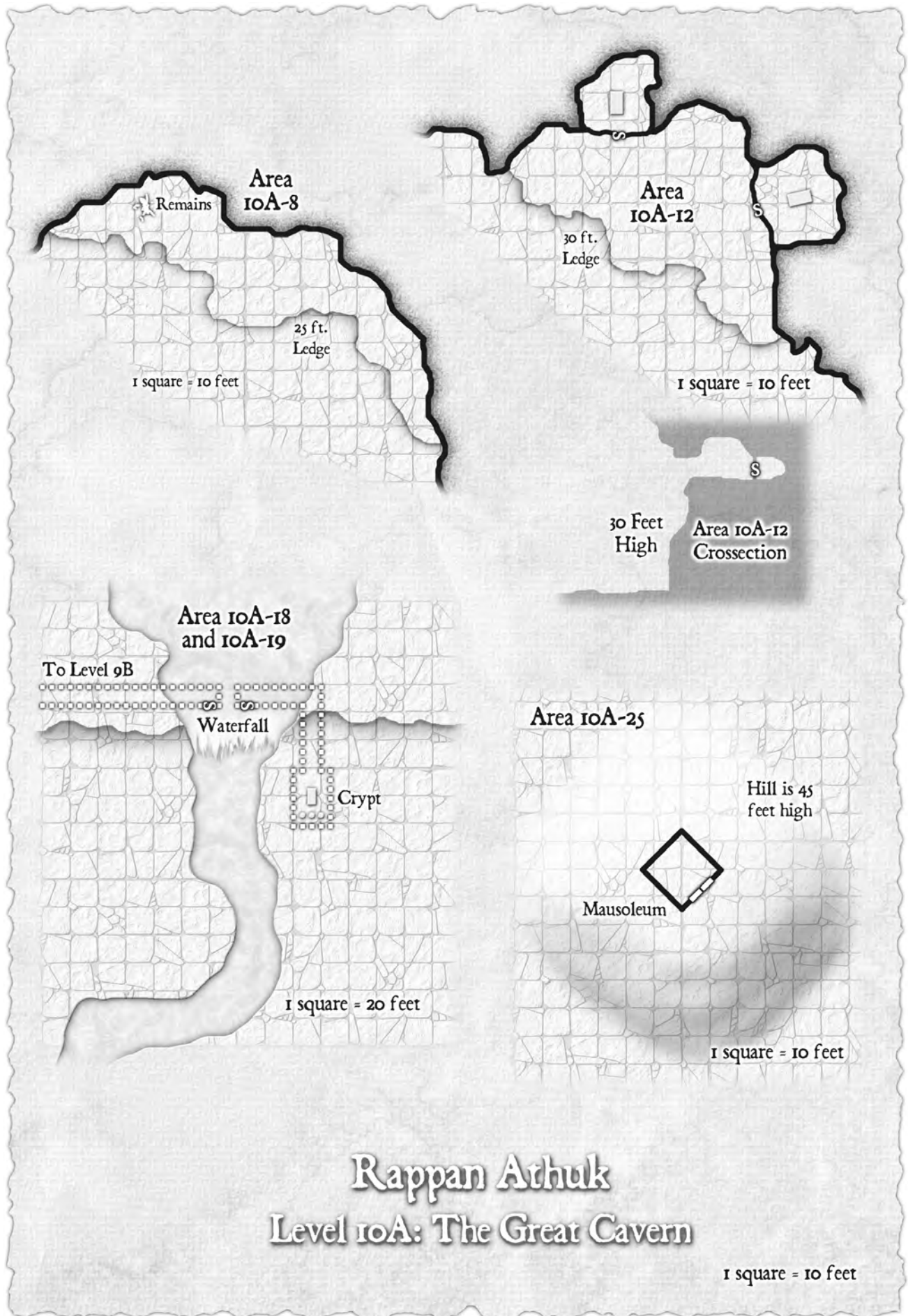


Rappan Athuk

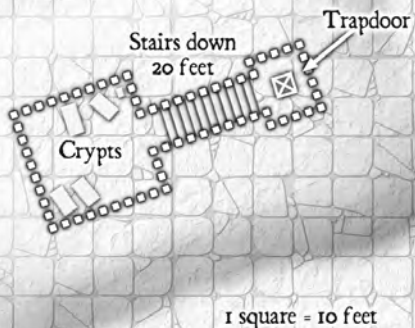
Level 10A: The Great Cavern

1 square = 10 feet



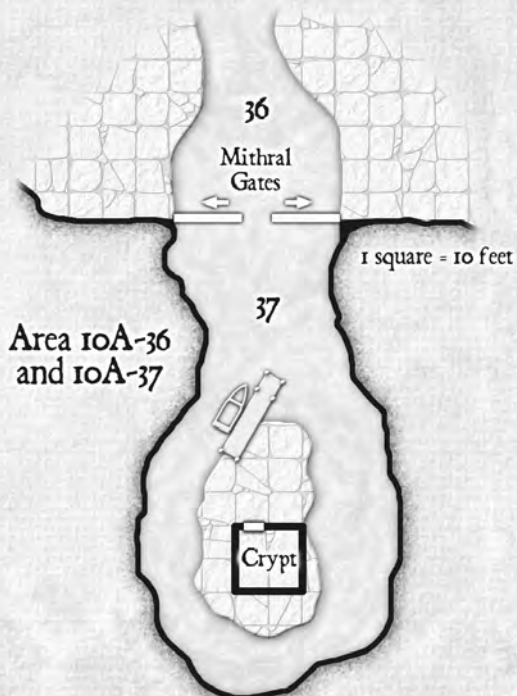
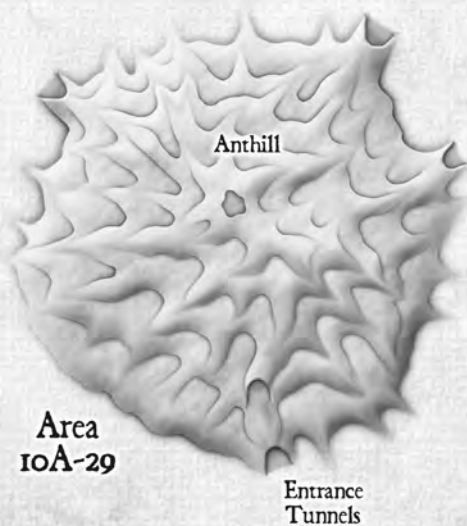
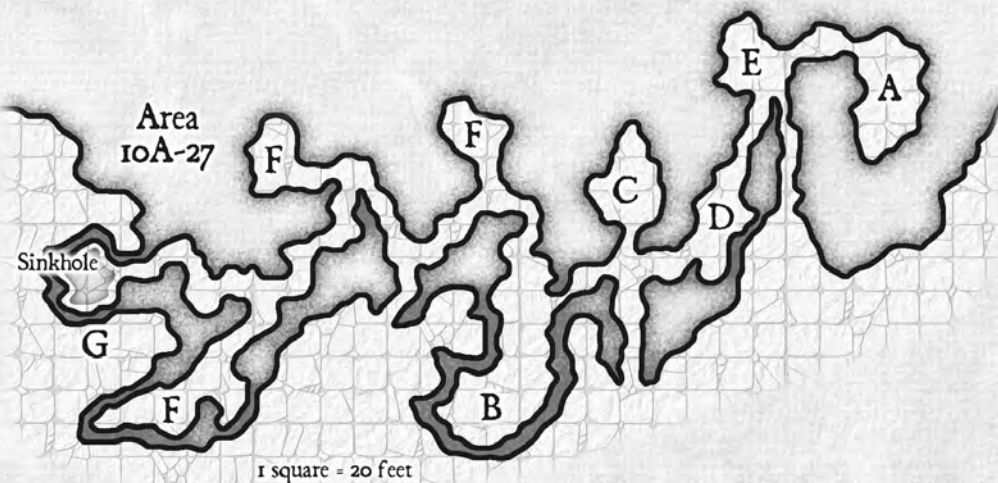


Area
10A-26



Rappan Athuk

Level 10A: The Great Cavern

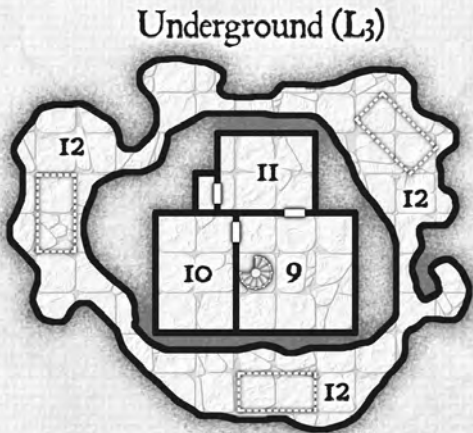
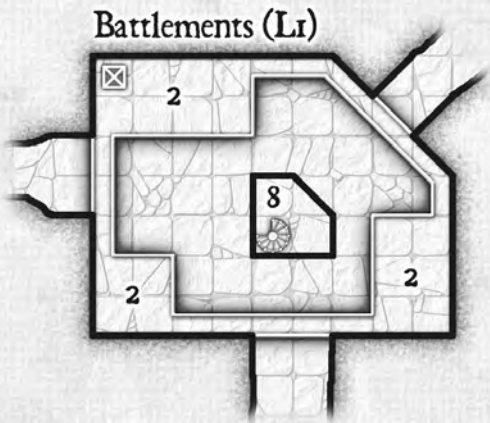
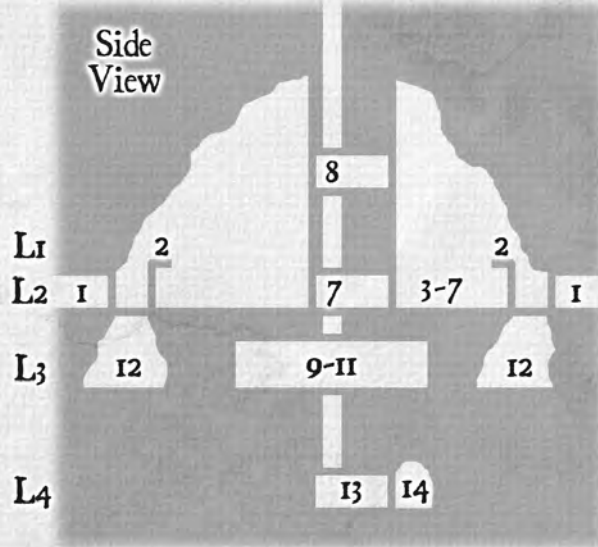


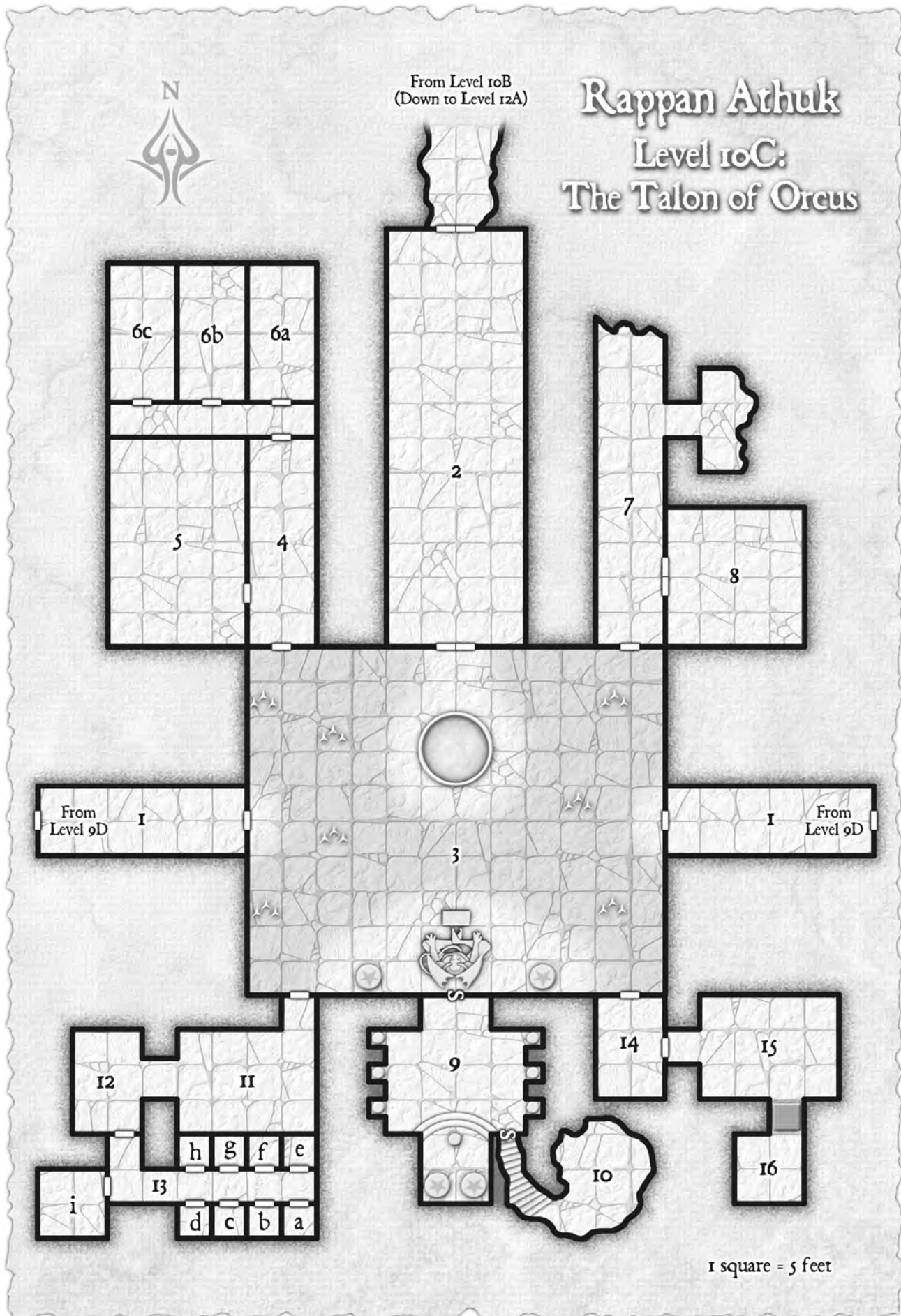
Rappan Athuk

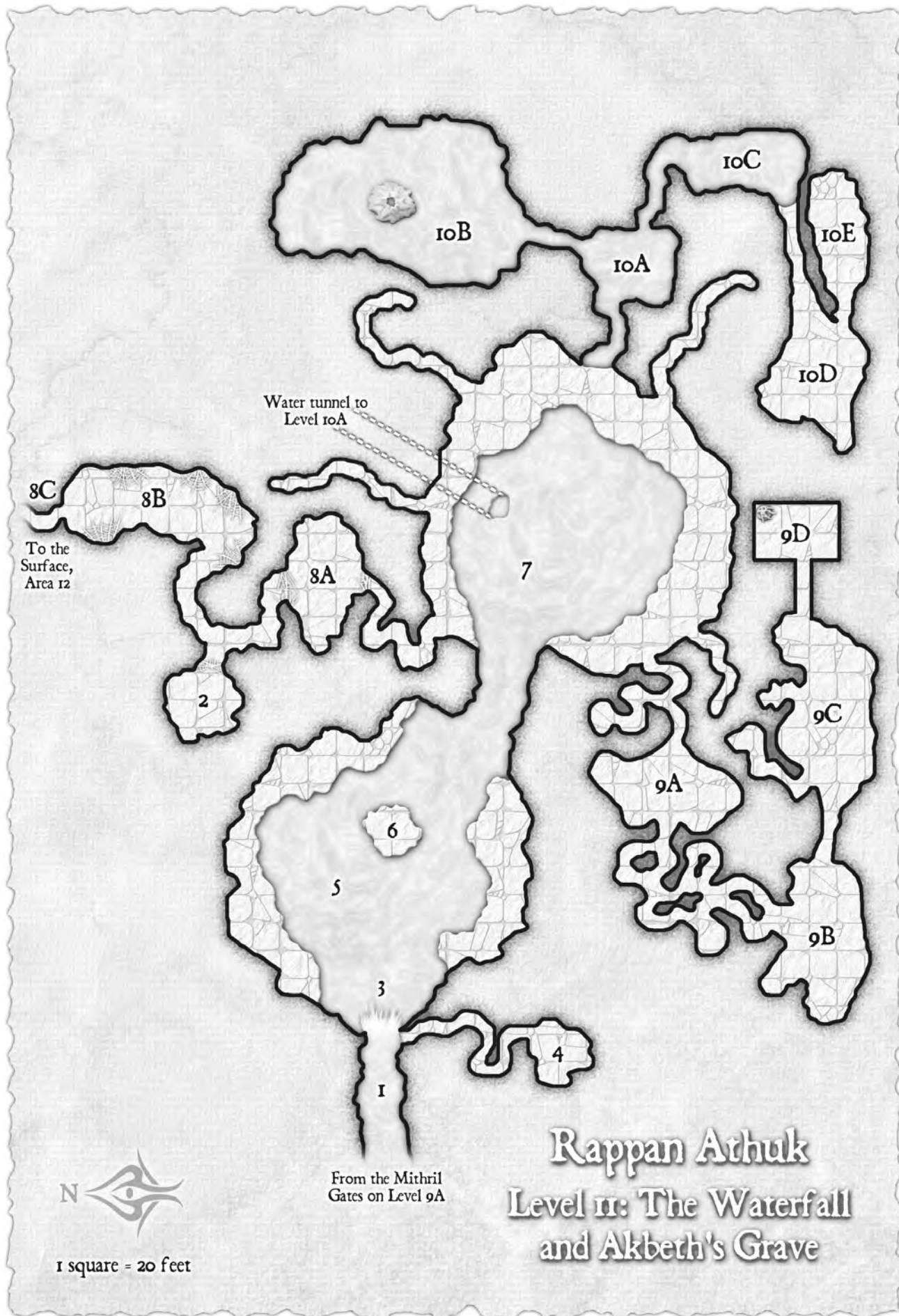
Level 10B: The Goblin Outpost



1 square = 10 feet

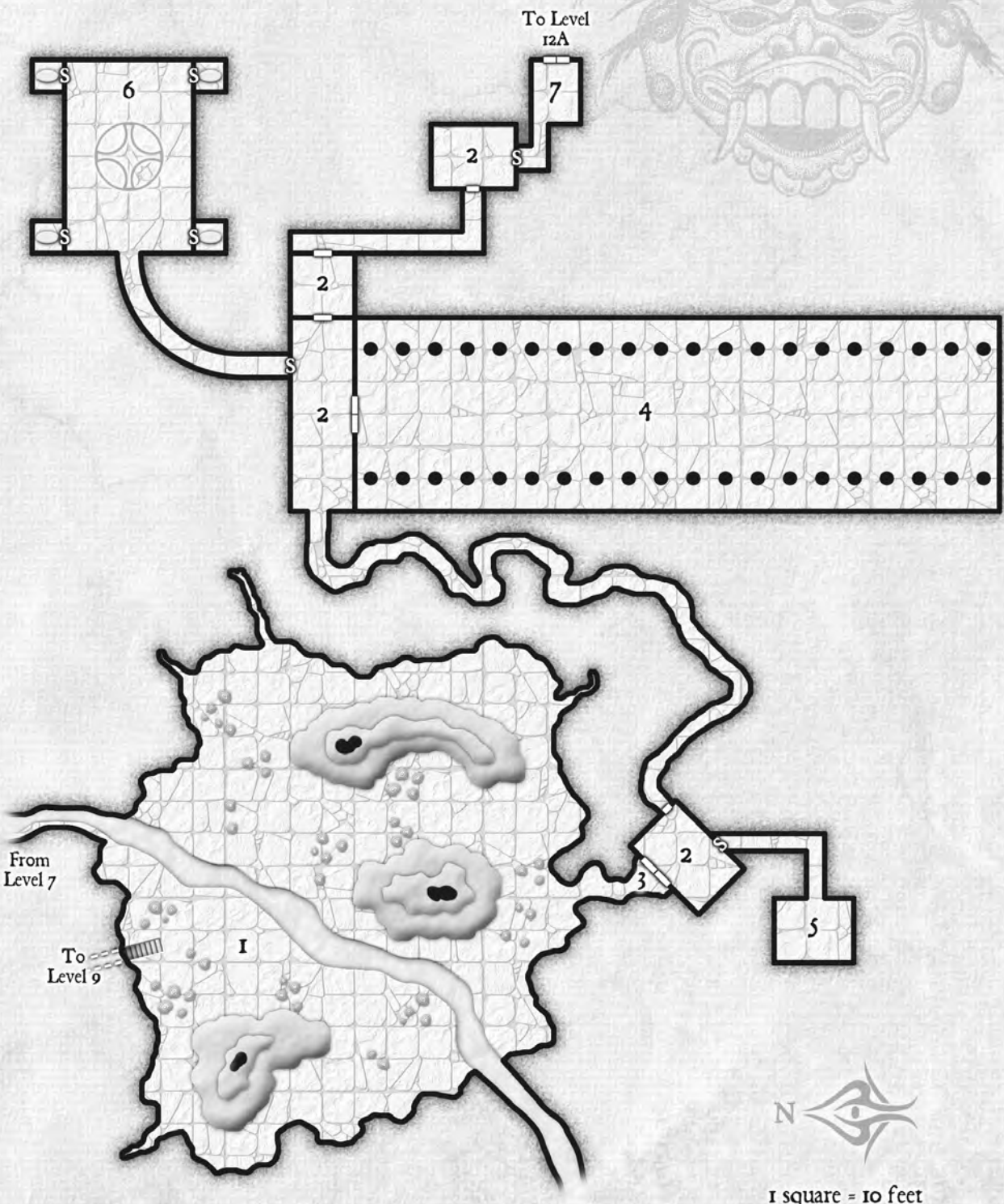


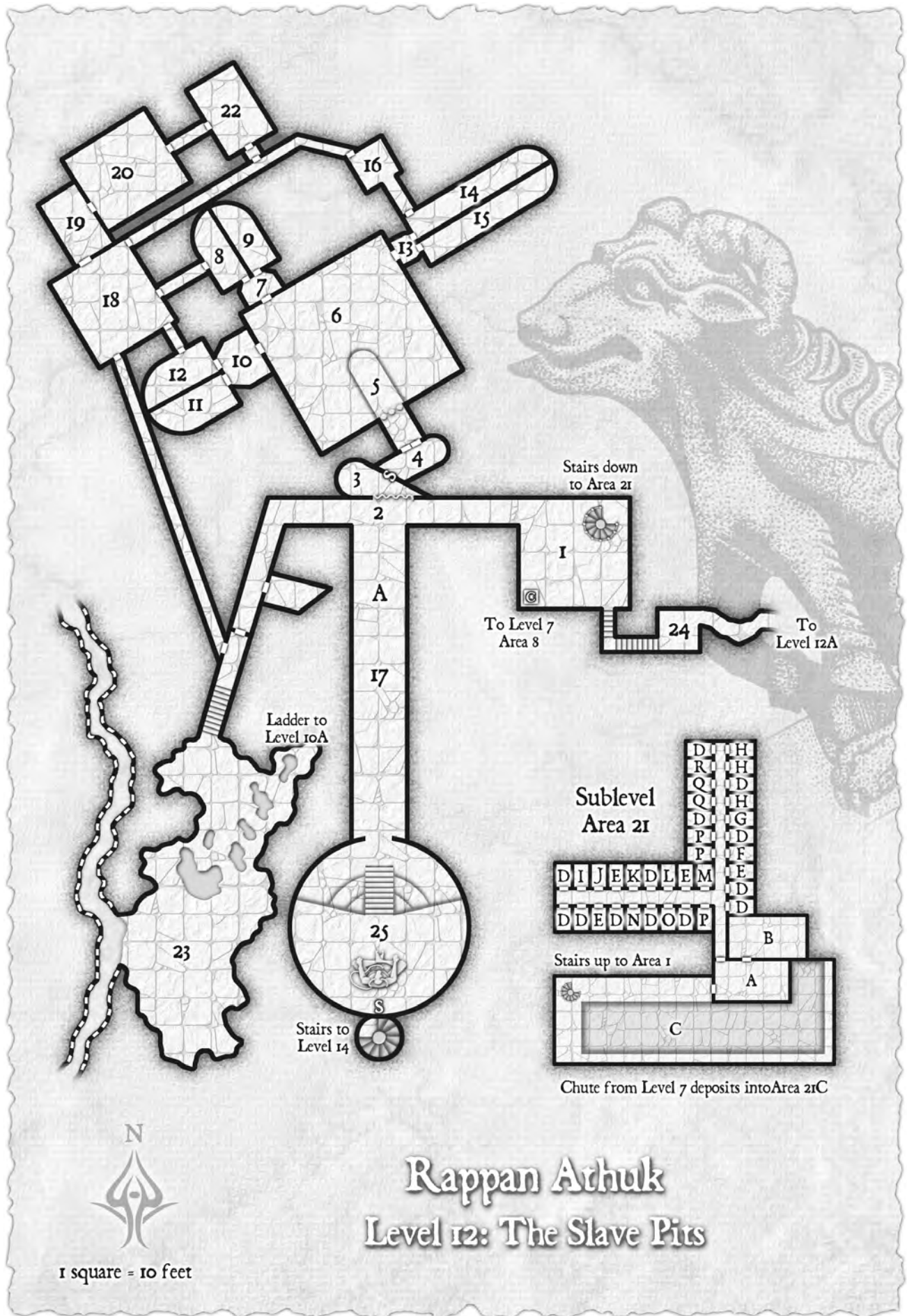




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Level 11A: The Gates to the Goblin City and the Vampire Lair

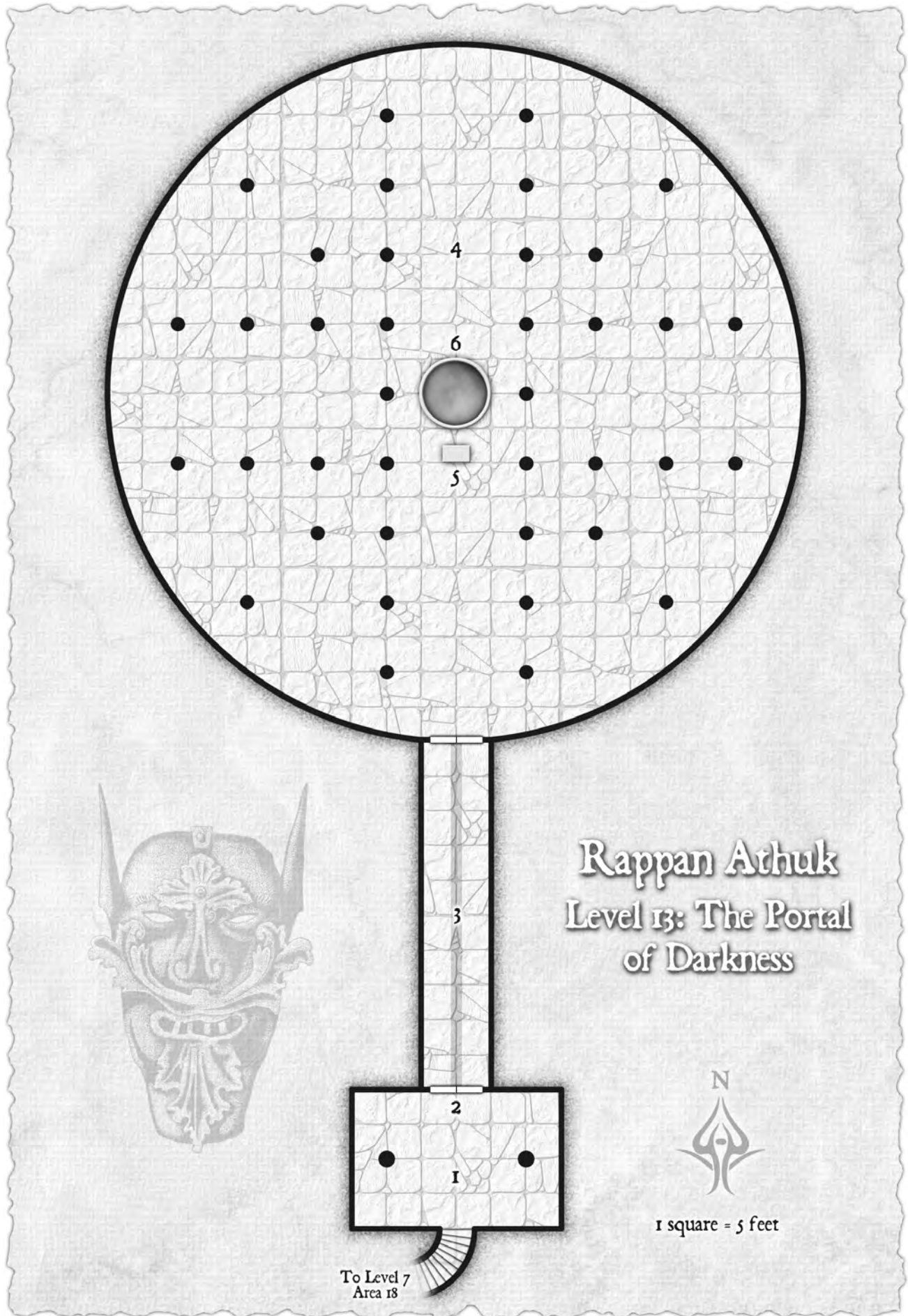




N
1 square = 10 feet

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Level 12: The Slave Pits



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Level 13: The Portal of Darkness

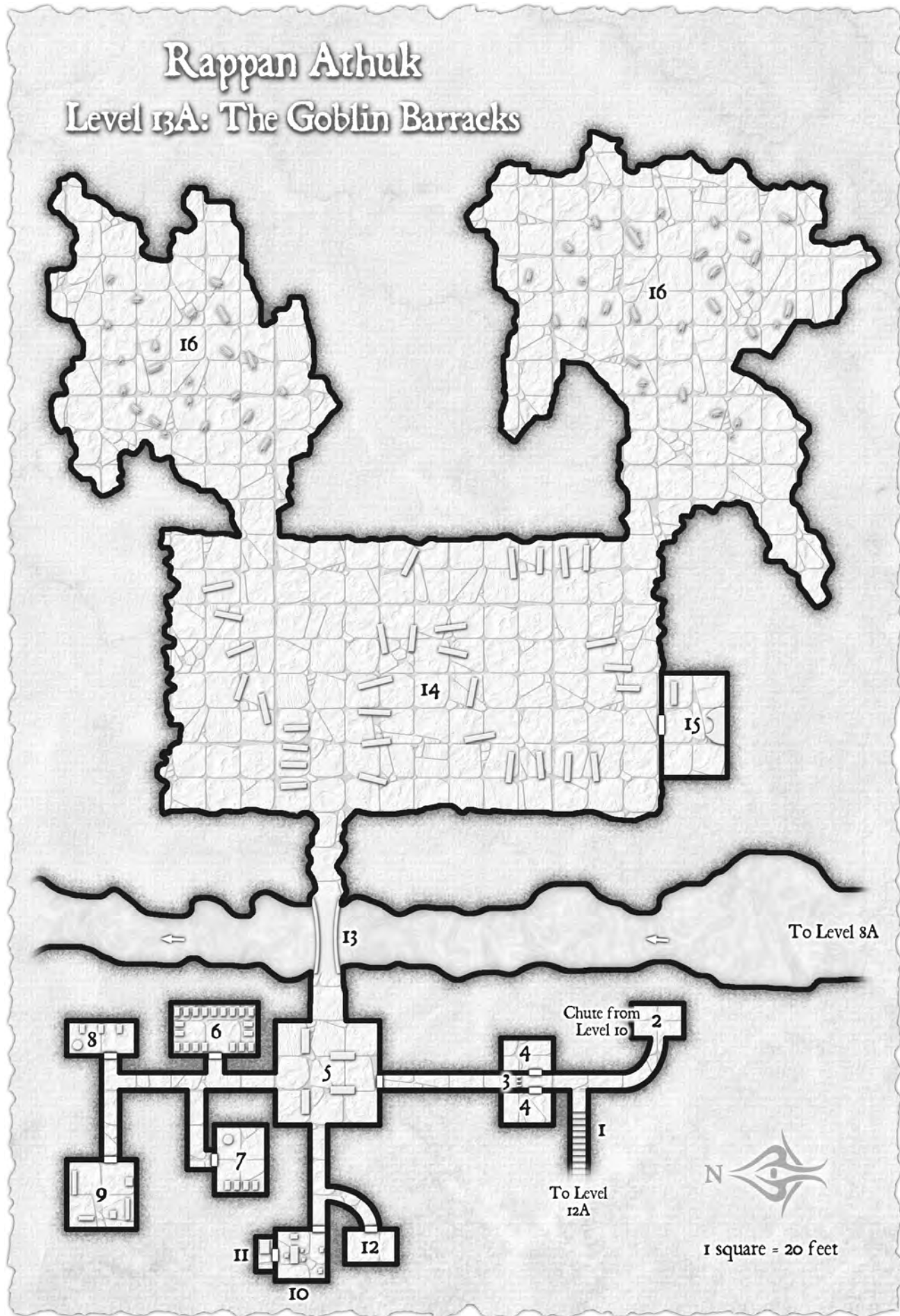


1 square = 5 feet

To Level 7
Area 18

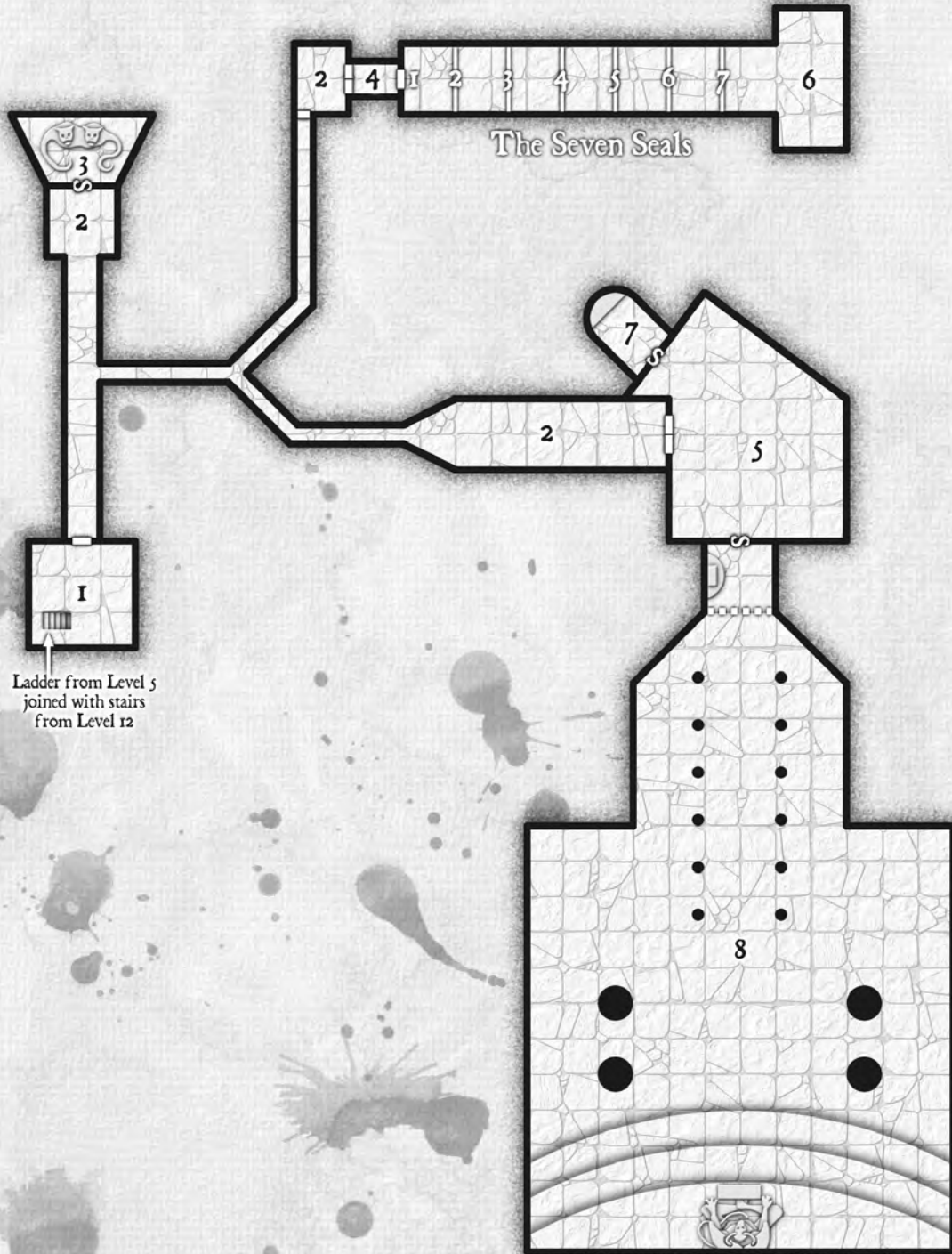
Rappan Athuk

Level 13A: The Goblin Barracks



Rappan Athuk

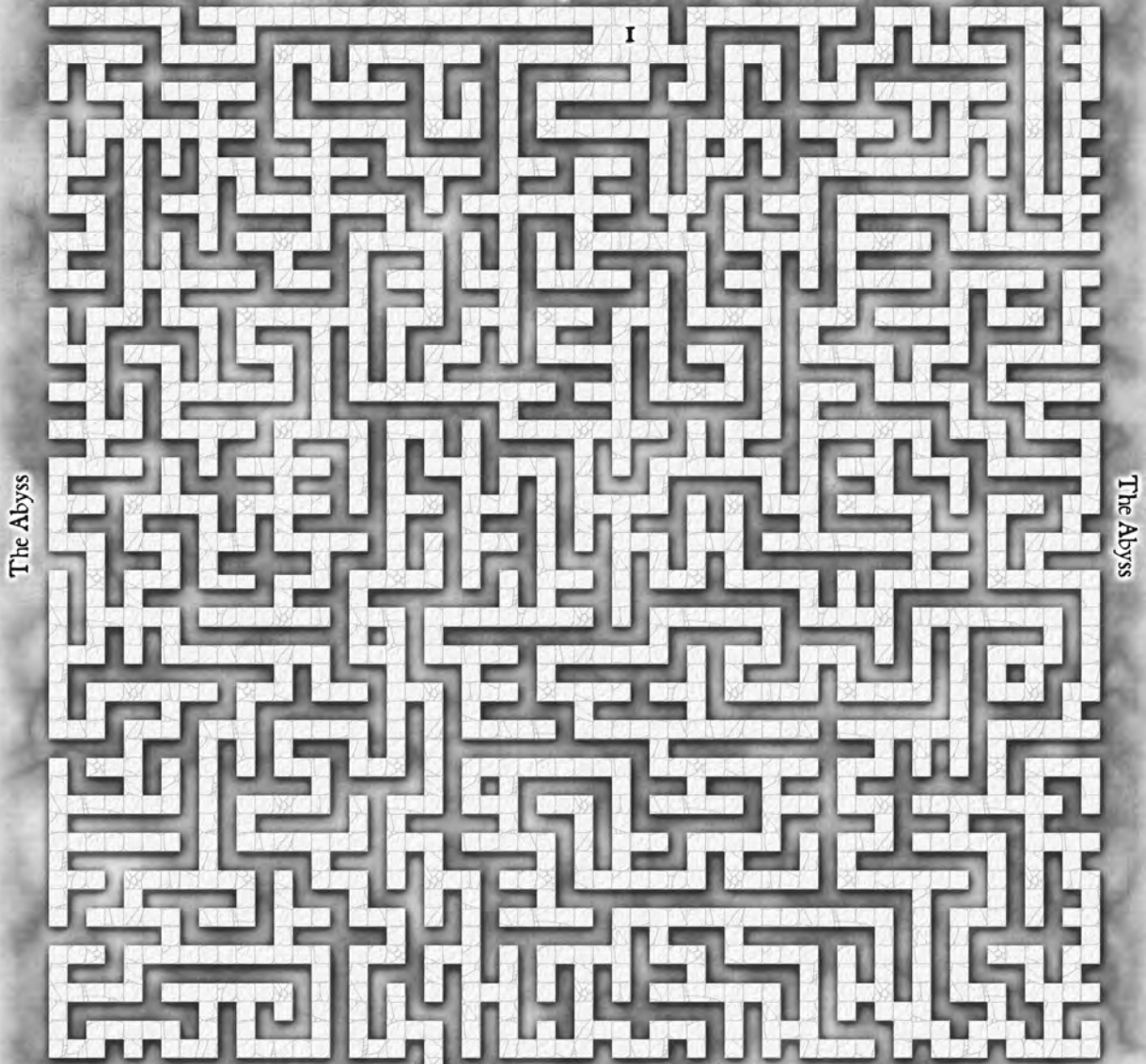
Level 14: The Chapel of Orcus



Rappan Athuk

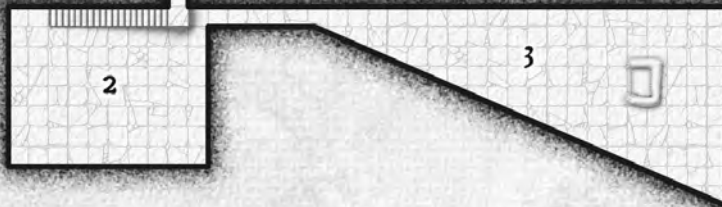
Level 15: The Den of the Master

Teleport from Level 13



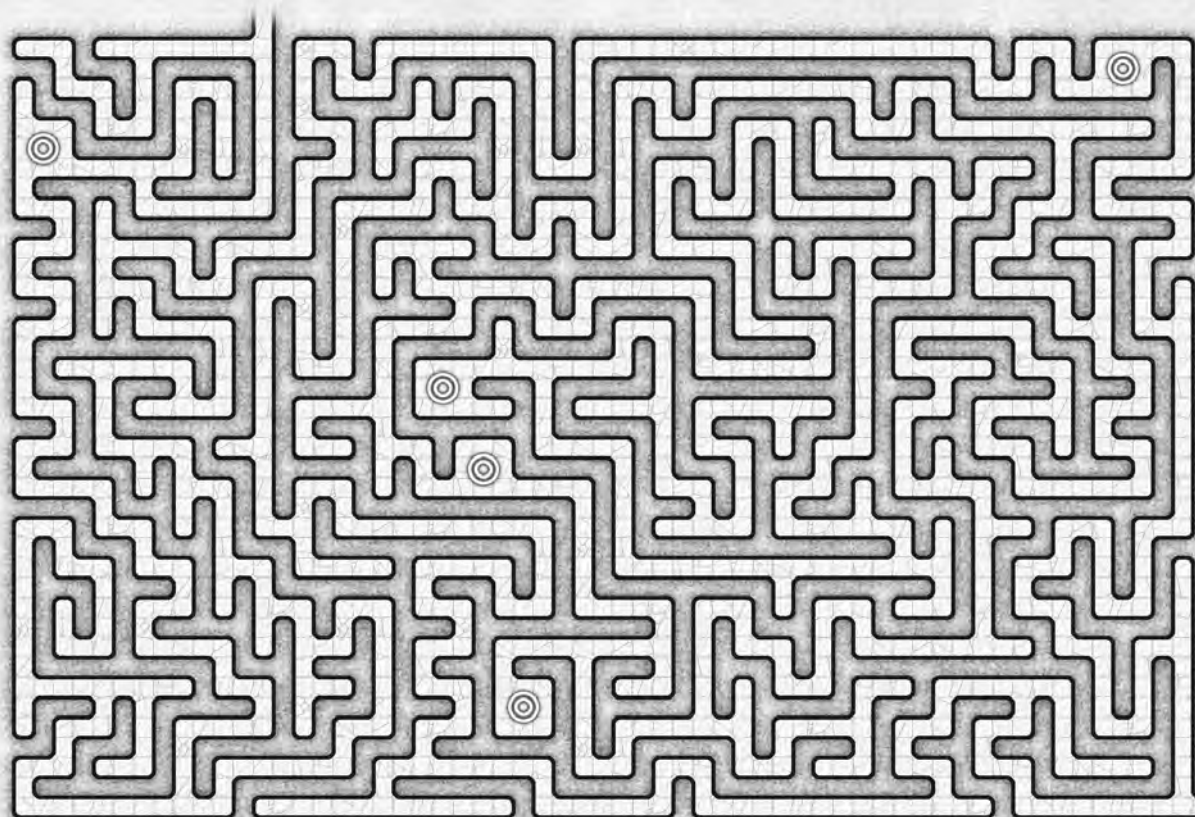
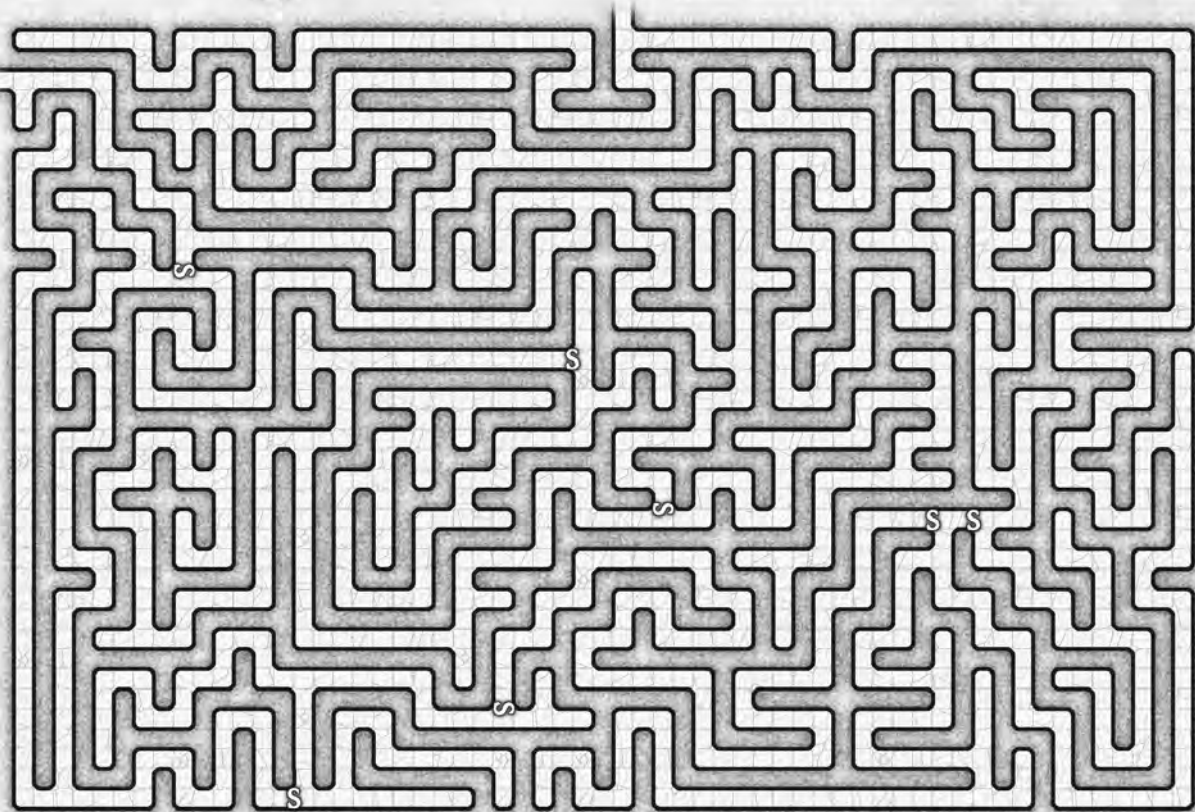
The Abyss

The Abyss

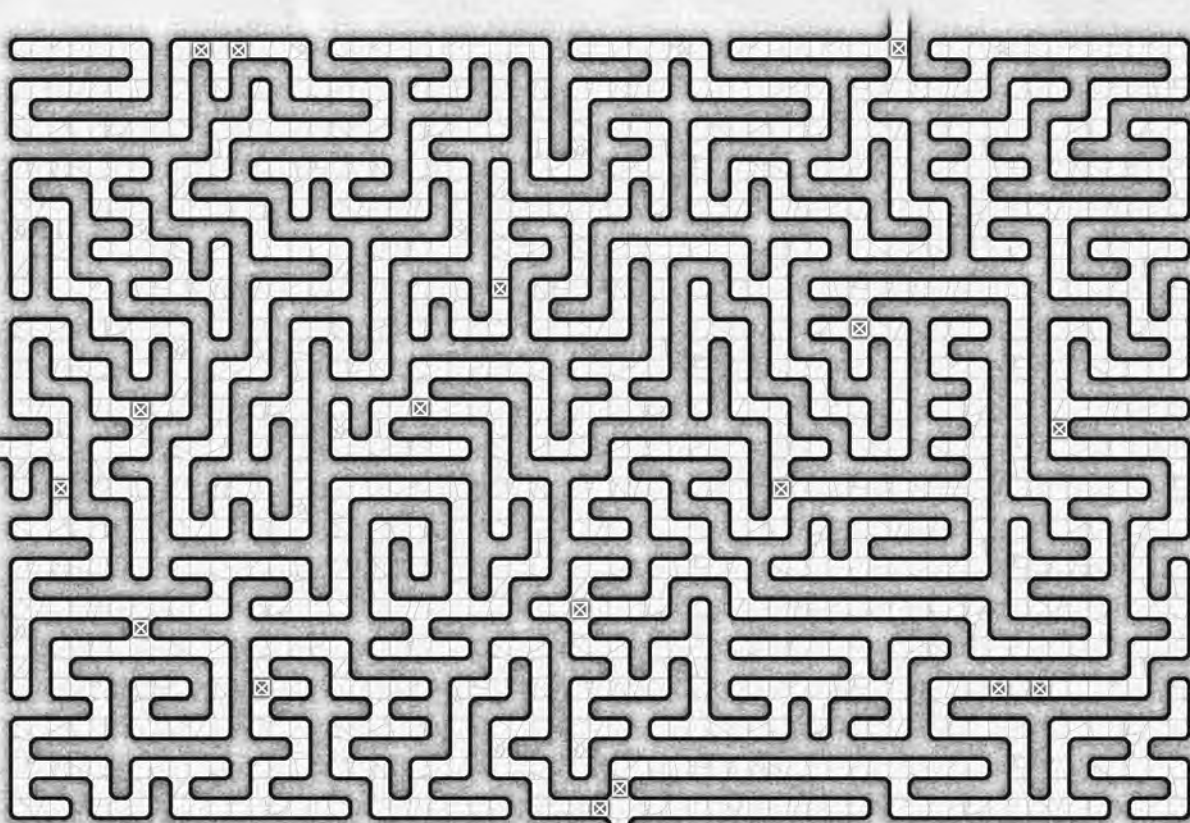
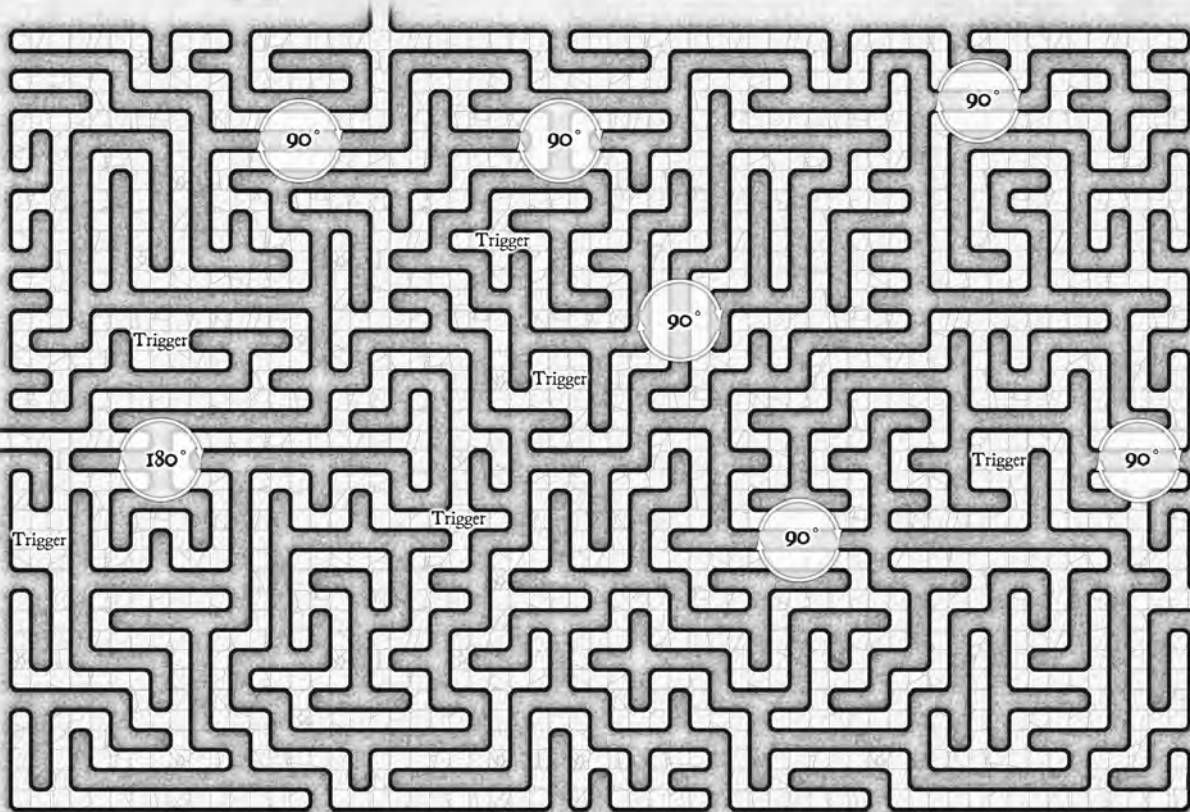


1 square = 25 feet

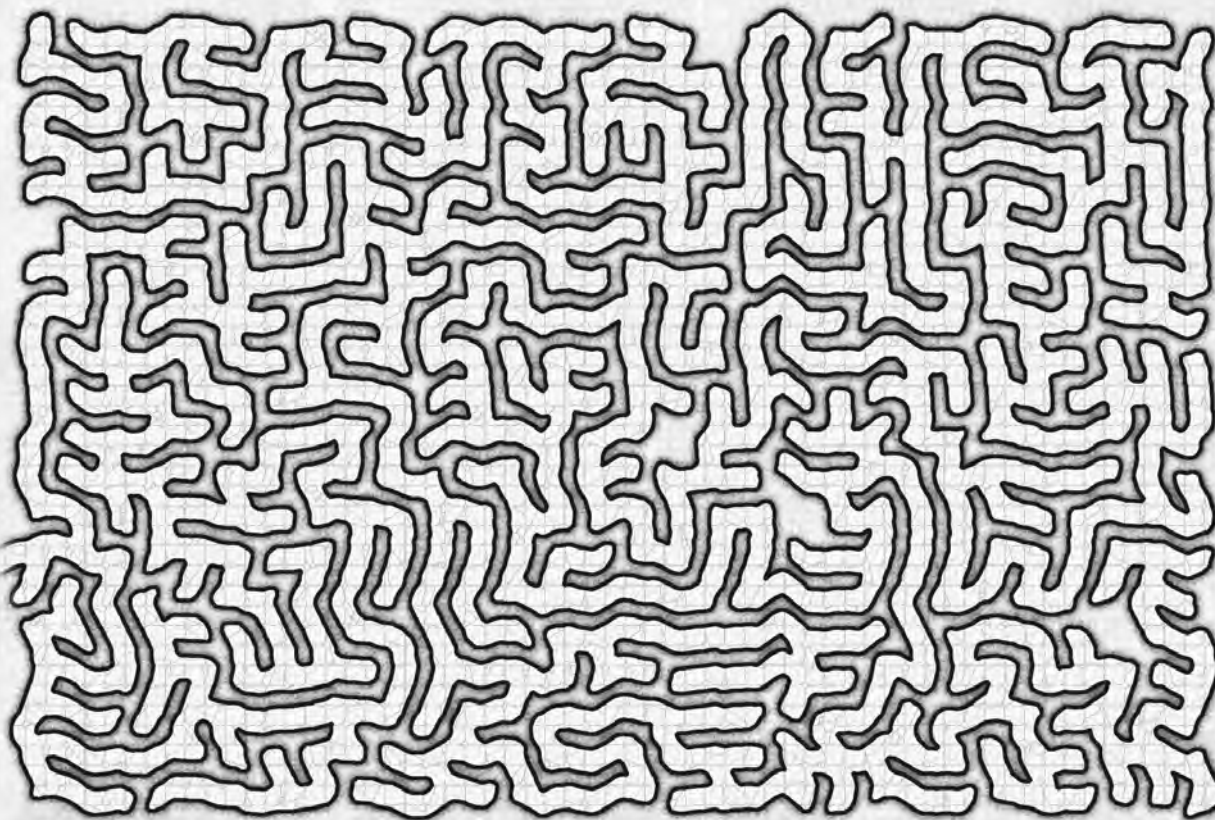
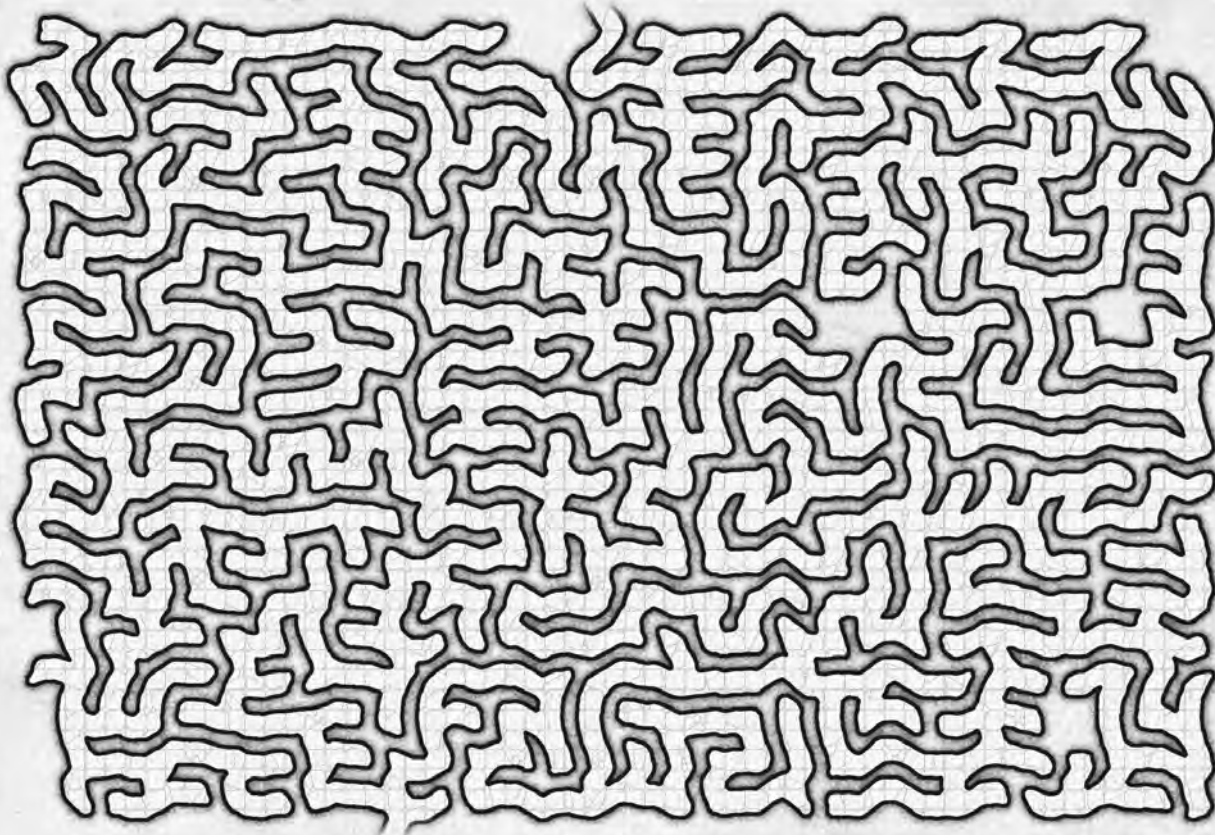
Rappan Athuk - Sample Mazes - Map I



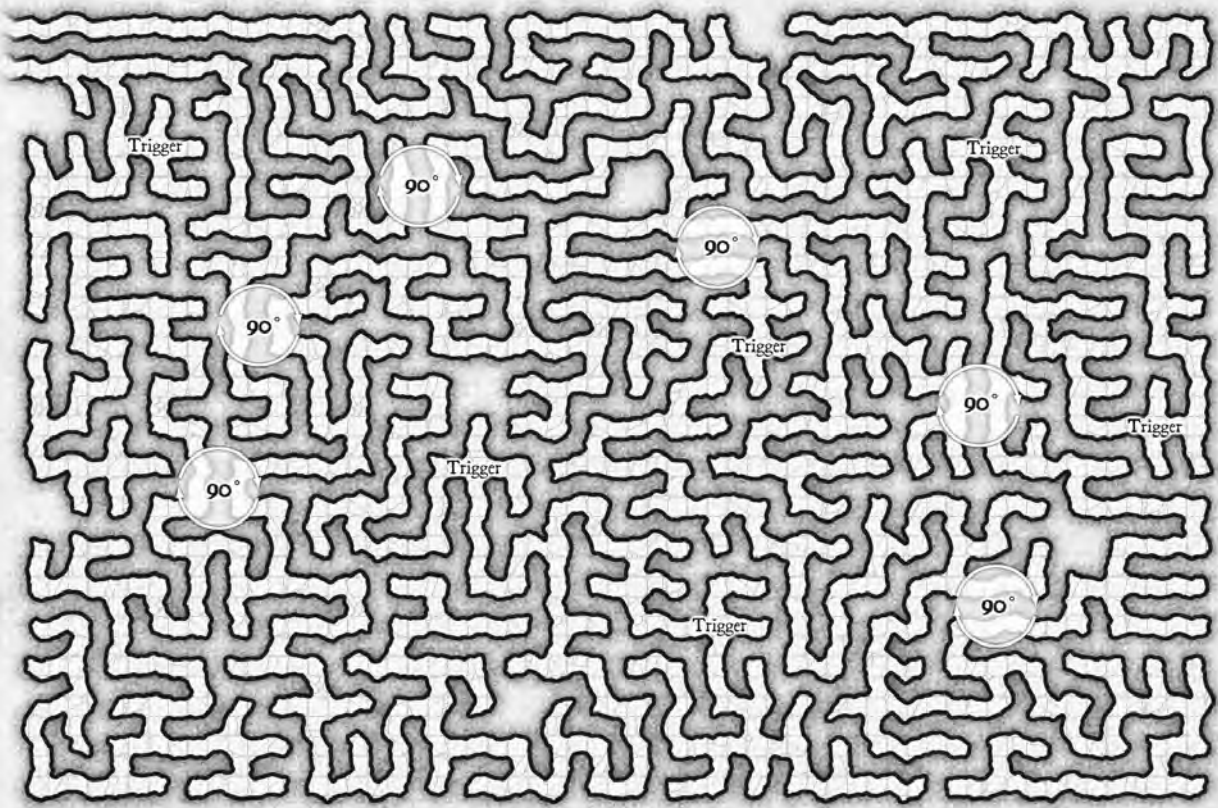
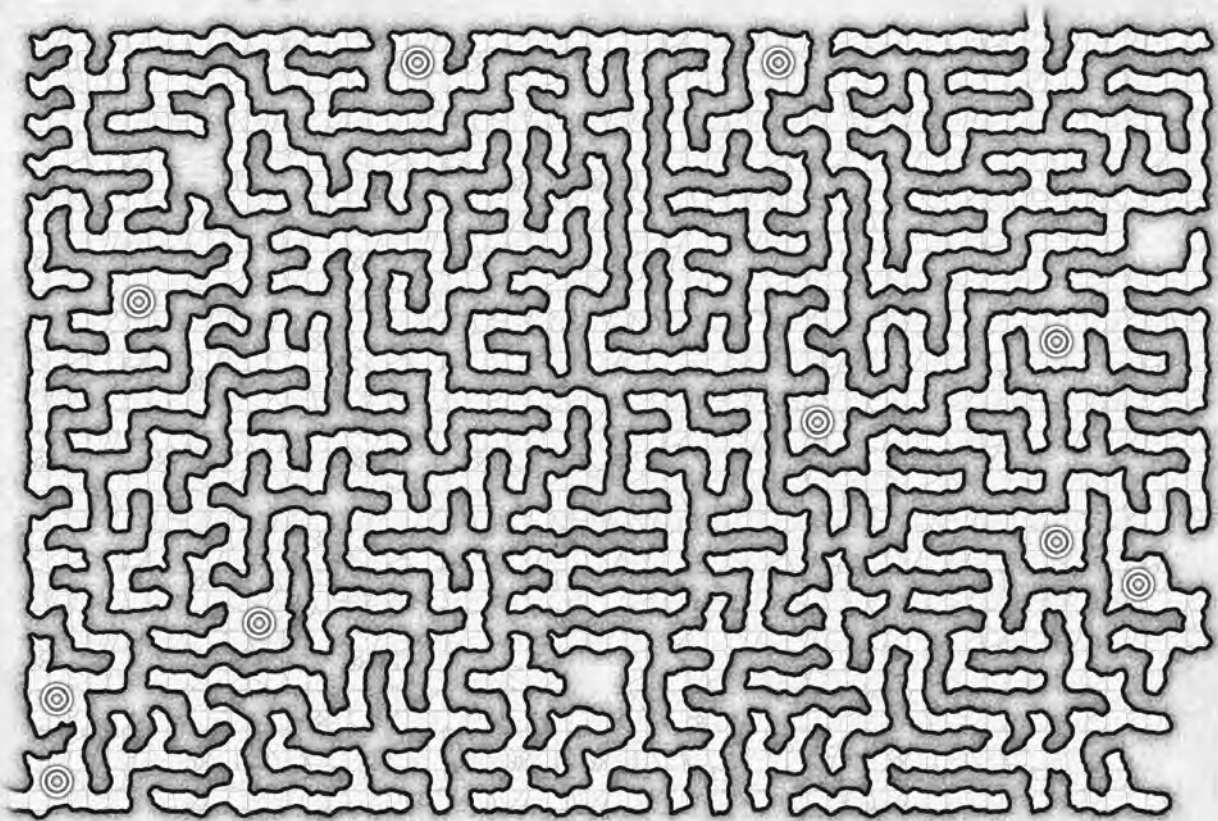
Rappan Athuk - Sample Mazes - Map 2



Rappan Athuk - Sample Mazes - Map 3



Rappan Athuk - Sample Mazes - Map 4



Rappan Athuk - Sample Mazes - Map 5

