

Darkwoods' Secret

Instant Adventure for 4–6 characters levels 5–7



The summer squall has passed you by overnight, and you awake to the dull purples of a clearing sky and rising sun. Cool mist brushes past your face as you gather your things and prepare to break camp.

Pressing on you soon find that the plains are coming to an end: A distant range of mountains has risen over the horizon, and the tall grasses soon give way to scrub, and the scrub then gives way to ancient oaks. As you pass beneath the first green leaves, the last of the clouds have been burnt away and a bright sun stands starkly against a clear sky of blue. Your feet seem light upon the earth, and friendly banter soon erupts.

Then, as quickly as the stars had seemed to align themselves in your favor, the moment is shattered: An arrow, straight and true, lodges itself in the dust at your feet.

Instantly you are aware of the figures all about you—figures slim and fair, with slanted features and tapered ears.

“Welcome to the Forest of Athan.”

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LEGENDS
& LAIRS

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INSTANT ADVENTURE



Darkwoods' Secret

by Justin Bacon

Requires the use of the
Dungeons & Dragons® Player's Handbook,
Third Edition, published by
Wizards of the Coast®



Series I

Number 2

How to Use This Product

This adventure takes place in the world of Menarra, the setting of Fantasy Flight's bestselling *Diskwars* fantasy battle game. This provides a convenient frame of reference, but the adventure is specifically designed to be easily incorporated into any existing D&D campaign. Feel free to alter the names of places and characters and customize the details of the adventure to fit your own world.

You should be able to run this adventure in a single game session. You should read it through at least once and study those sections you will need to know well. In particular, you should familiarize yourself with the features and capabilities of new monsters and magic items introduced in the adventure. You may also wish to photocopy the map on pages 8 and 9, both for your own reference and to show to the players, if appropriate.

Dungeons & Dragons®

This adventure requires the use of the *Dungeons & Dragons® Player's Handbook*, Third Edition, published by Wizards of the Coast.® You won't be able to run the adventure without it.

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DARKWOODS' SECRET

By Justin Bacon

DM BACKGROUND

One thousand years ago, the southern reaches of the Forest of Athan were placed under a dark spell, and their corrupted groves have become known as the Darkwoods. For years the elves of Athan fought to cleanse the forest's corruption, and for years they were thwarted by the bloody crusades of the Sidhe Noctur, the Dark Fairies who made the Darkwoods their home. Finally it fell to Lord Aethel'lor of the elves to form the Pact—an agreement that bound the elves to leave the Darkwoods inviolate, so long as the dark fey, in turn, would no longer seek to expand their domain.

For centuries, the Pact remained constant. Fifty years ago, however, it was broken: Seran'thur and Talil'dor, the young sons of Lord Atayl'theran, foolishly ventured into the Darkwoods. When a band of dark fairies detected their presence, Seran'thur abandoned his elder brother and left him there to die. The elves of Athan never knew what happened to the young heir, the years have passed, and now Seran'thur is Lord Seran'thur of Athan.

But Talil'dor did not die. Instead he bargained a shard of his soul away to the dark fairies in exchange for his life—not knowing that it would drive him insane. With his mind crippled, he fled to the caves beneath the hills in the heart of the Darkwoods. He has remained there ever since, enthralled by the spiderous monstrosities that live there.

In the past few weeks, however—perhaps driven by some primal fragment within his shattered mind—Talil'dor has been raiding north into the Forest of Athan. Lord Seran'thur and his elves believe the attacks to be originating from the dark fairies—breaking the ancient Pact of Athan.

THE MEETING

Lord Seran'thur wishes to send an envoy to the dark fairies to discover the reason for their supposed transgression of the Pact. However, he cannot send one of his own elves for fear of breaking the Pact himself. Whether the PCs simply happen to be advantageously passing through the Forest of Athan—or if they are specifically summoned by Lord Seran'thur—the end result is the same: Seran'thur will ask them to travel into the Darkwoods, meet with the Dark Fairies, find out what's going on, and—if possible—put an end to it.

The elves of Athan live in a dozen villages spread throughout the forest—some of them treetop, others located within friendly groves. Seran'thur's Court travels from village to village, visiting all of them in turn over the course of several years. Whether the PCs arrive in Athan by accident or on purpose, they will be asked

to stay the night in one of these villages as a guest of the elves. The next day a guide will lead them through the forest to the village where Seran'thur is currently located.

Seran'thur will tell the PCs everything he knows about the situation: specifically, the history of the Pact and a summary of the recent attacks. (He will not, of course, tell them about the dark secret he has kept hidden for so many years.) The PCs will be feted as the heroes they are, and then they will be guided (or given directions) to the Darkwoods. From there, they are on their own.

THE DARKWOODS

As the PCs enter the Darkwoods, read the following to them:

The border of the Darkwoods is unmistakable. At one moment you are walking beneath green boughs that shade you from a noonday sun, and at the next you are shrouded in shadow and the trees all about you are warped and blackened. The corruption that has touched the Darkwoods is palpable and evident in everything around you—from the bulbous distortions that contort the trees, to the strange, seemingly unnatural vegetation of purple, blue, and scarlet. The friendly sounds of a forest at peace have been replaced with an eerie silence, the sickly odor of decay fills your nostrils, and you seem to feel the press of unseen eyes upon your back.

Six encounters have been provided below for use during the PCs' trip through the Darkwoods. These can be used before and after the characters visit the dark fairies, and can either be run as planned encounters (meaning you'll use all of them) or as random encounters. You might also decide to place them on a map of the Darkwoods and run them only if the PCs happen to pass near them.

DARK FAIRY BAND

As you stoop beneath a low-hanging tree branch an inhuman howl of pain pierces the silence of the Darkwoods. A moment passes, and then another cry echoes through the forest.

If the PCs investigate the sounds, read the following:

The cries grow steadily louder as you track them to their source. Then, as you pass through a veil of bluish vines, you find yourself looking down into a slight depression in the forest floor. In the center of this depression, a wild boar heaves mightily against large, entangling spider webs. About the boar a half dozen black-skinned figures—no more than a foot tall each—fly on gossamer wings. As you watch, one of these figures swoops down and—with a dagger no longer than the palm of your hand—stabs the boar. The animal heaves against his bonds to no avail, bellowing with pain.

The dark fairies have trapped the boar using their web abilities, and are now torturing it to a slow death. If the PCs carry Volontur's blessing (see page 6) they will be allowed to pass unmolested. If the characters have not yet visited the dark fairy village, they may be able to convince the dark fairies to take them there. If provoked, the

dark fairies will not hesitate to attack the PCs (who they perceived as trespassers). They will not take kindly to suggestions that they leave the boar alone under any circumstances. See the end of the adventure for the dark fairy statistics.

A TANGLED WEB

You've entered an area of thick vegetation. As you pull aside a patch of thick growth, you are suddenly confronted by a mass of thick web—some of it nearly as thick as your forearms. It stretches between several trees, and its inner portions are entirely concealed from view.

It is relatively simple to bypass the web. The spider that lived here has moved on, but the encounter will foreshadow the presence of monstrous spiders in the area.

ASSASSIN VINES

Read the following to whichever player is in front of the group:

As you pass beneath a vine-laden tree that has been choked almost to death by the thick growth of parasitic plants, several of the vines suddenly began writhing like serpents, slithering toward you and attempting to entwine your arms, legs, and neck.

The PCs are being attacked by three assassin vines, which will also animate the other vines growing on the tree.

Assassin Vines (3): CR 3; SZ L (plant); HD 4d8+12 (hp 29, 30, 32); Init +0; Spd 0 ft.; AC 15 (-1 size, +6 natural); Atk: slam +7 melee (1d6+7); Face 5 ft. by 5 ft.; Reach 10 ft. (20 ft. with vine); SA entangle, improved grab, constrict 1d6+7; SQ camouflage, electricity immunity, cold and fire resistance 20, blindsight; SV Fort +7, Ref +1, Will +2; Str 20, Dex 10, Con 16, Int —, Wis 13, Cha 9; AL N.

WISPS OF THE NIGHT

The thick forest canopy blocks your view of the stars as you travel on into the night. A low-lying fog is beginning to build, reaching to your knees, as the woods become increasingly marshy. As you continue cautiously, you catch flashes of light out of the corner of your eye. You begin to see small spheres of blue and green light bobbing through the trees and in and out of the fog.

These will-o'-wisps make their home in the Darkwoods, feeding upon the pain and fear inflicted by the dark fairies. At the moment they are sated, and the PCs are safe so long as they do not actively raise their ire.

Will-o'-Wisp (6): CR 6; SZ S (aberration); HD 9d8 (hp 40 each); Init +13; Spd fly 50 ft. (perfect); AC 29 (+1 size, +9 Dex, +9 deflection); Atk: shock +16 melee (2d8); Face 5 ft. by 5 ft.; Reach 5 ft.; SQ spell immunity, natural invisibility; SV Fort +3, Ref +12, Will +9; Str —, Dex 29, Con 10, Int 15, Wis 16, Cha 12;

AL CE. Skills: Bluff +11, Listen +17, Search +14, Spot +17.
Feats: Alertness, Blind-Fight, Dodge, Improved Initiative.

TENDRICULOS

The ground beneath your feet is growing spongy—a mass of fallen leaves and vines seems saturated with moisture.

The PCs have stumbled onto a lurking tendriculos. If the characters continue on without investigating, the tendriculos will rise up from beneath them, gaining automatic surprise, which it will use to attempt to grab and then swallow the lead character. If the PCs stop to investigate, the tendriculos will rise up and attack them; run a Spot check to determine if they are surprised. If the PCs immediately retreat, the tendriculos will pursue them; run combat without surprise. If the PCs should, for some reason, immediately stab the “ground,” give them the advantage of surprise.

Tendriculos: CR 6; SZ H (plant); HD 9d8+54 (hp 94); Init -1; Spd 20 ft.; AC 16 (-2 size, -1 Dex, +9 natural); Atk: Bite +13 melee (2d8+9), 2 tendrils +8 melee (1d6+4); Face 10 ft. by 40 ft.; Reach 15 ft.; SA improved grab, swallow whole, paralysis; SQ plant, regeneration 10; SV Fort +12, Ref +2, Will +2; Str 28, Dex 9, Con 22, Int 3, Wis 8, Cha 3; AL N.

THE TREANT OF THE SOUTHERN WOOD

From somewhere off to your left you can hear the sounds of cracking wood, as if something were smashing limbs in twain.

Whether the PCs investigate, ignore, or attempt to escape the sounds, they will draw nearer and it will quickly become apparent that whole trees are being rent asunder. Read the following at the appropriate moment:

A tree is suddenly tossed aside from before you as if it were nothing more than a stick, yet behind where it once stood, you can see nothing except another blackened tree. Then, with a slowly growing horror, you realize that the tree is moving, and its eyes glow bright red as they burrow into your soul.

The Forest of Athan was once home to a grove of treants. Unfortunately, they were within the southern portions of the forest when it became the Darkwoods. Driven insane by the transformation that was forced upon them, they have slowly died over the years. This is the last of them.

Dark Treant: CR 7; SZ H (plant); HD 7d8+35 (hp 52); Init -1; Spd 30 ft.; AC 20 (-2 size, -1 Dex, +13 natural); Atk: slam +12 melee (2d6+9); Face 10 ft. by 10 ft.; Reach 15 ft.; SA: animate trees, trample, double damage against objects; SQ: plant, fire vulnerability, half damage from piercing; SV Fort +10, Ref +1, Will +6; Str 29, Dex 8, Con 21, Int 12, Wis 15, Cha 12; AL NE. Skills: Hide -9, Intimidate +8, Knowledge (Arcane) +8, Listen +9, Sense Motive +9, Spot +9, Wilderness Lore +9. Feats: Iron Will, Power Attack.

THE DARK FAIRIES

A. THE WALL OF BRAMBLES

As you push through a tangled net of vines, you nearly stumble into a thick patch of bramble. The mesh of rough branches and sharp thorns seems to form an impassable barrier before you.

The bramble surrounds the home of the dark fairies (see area B, below). If the PCs attempt to simply push through the brambles, it will take them 1d6+5 rounds to make it through and they will each take 1d4-2 points of damage per round. If they attempt to chop their way through it, it will take 1d6+10 rounds to cut through the thick brambles, but they'll avoid taking damage.

There are also several concealed routes through the brambles. Finding these will require a Search check at DC 25. Dark fairies know of these routes, but—even if they're guiding the PCs—may choose not to reveal them.

B. FAIRY HOLLOW

As the last of the brambles fall away behind you, you find yourself looking down into a hollow. The trees here, while no less twisted than those that lie beyond the bramble, seem larger and sturdier. Soft mosses, darkly hued, coat the forest floor, and you see faint twinkling lights below.

This hollow is where the bulk of the dark fairies make their home—more than a hundred of them, in fact. As the characters descend into the hollow, however, the fairies will stay out of sight (even if the PCs are being accompanied by their brethren) until they reach area C, below.

C. HEARTHSTONE

As you reach the center of the hollow you see a large, flat stone, as long as a man is tall. Although the stone is of plain, gray granite, it has been inscribed with runes that glow an unearthly blue. Before you have a chance to inspect it further, however, a great cry from unseen voices rises up throughout the hollow.

Although not all the fairies who live here are currently in the hollow, the PCs are still badly outnumbered, and hopefully commonsense will prevail upon them to seek a diplomatic solution. If dark fairy guides accompany them, this process will be much easier. If they can reason with the dark fairies, they will be taken to Voluntur's Tree (area D, below).

The stone here is one of the nine Hearthstones that reside throughout the Darkwoods. These are the focal points of the enchantment that has corrupted the forest, and a community of dark fairies guards each of them. Beneath this particular Hearthstone lies the shard of Talil'dor's soul. See area 13 (page 13) for further details.

D. VOLUNTUR'S TREE

Following your fairy guides, you are taken to a tree whose trunk betrays its ancient age. Although its leaves appear to be those of an oak, you cannot recognize any remnant of that majestic form within the twisted abomination that stands before you. You see that, within its massive form, a series of chambers and passages have been created, with entrances and exits dotting the huge tree.

This is the home of Voluntur, the putative leader of the dark fairies. He will quickly deny any accusations that his people have broken the Pact. If the PCs describe the recent attacks, however, he will tell them who is responsible: The "Pale One" (Talil'dor) who lives in the caves beneath the hills. He tells the characters that the caves are marked with veins of blue rock and impossible to miss.

Voluntur will also tell the characters that the Pale One has been attacking his people. If they are willing to put a stop to it, Voluntur will grant them safe passage—and guides—through the Darkwoods to accomplish this. He will not, however, permit the elves to enter the Darkwoods to assist them. If the PCs return to Seran'thur, he will ask them to put an end to the threat of the Pale One, and offer whatever further reward is necessary and within his power. Voluntur will not offer the characters any reward.

THE CAVES OF THE PALE ONE

This is where Talil'dor—the Pale One—has made his home for half a century. This particular cave network is one of several that lie beneath the hills in the central Darkwoods. Collectively, these caves serve as the home for several hundred colonies of monstrous spiders and related creatures, and Talil'dor has enslaved many of them using magic derived from his soulstone (see area 13, below).

Two hunting packs of spiders are typically found roaming in these specific caves at any given time. Whenever the PCs enter a new keyed location, there is a 1 in 6 chance that one of these packs will either be there, or appear shortly thereafter (at your discretion).

HUNTING PACK

Monstrous Spiders (6): CR 1; SZ M (vermin); HD 2d8+2 (hp 11 each); Init +3; Spd 40 ft., climb 20 ft.; AC 14 (+3 Dex, +1 natural); Atk: Bite +4 melee (1d6 and poison); Face 5 ft. by 5 ft.; Reach 5 ft.; SA poison (1d4 Str), web; SQ vermin; SV +4 Fort, Ref +3, Will +0; Str 11, Dex 17, Con 12, Int —, Wis 10, Cha 2; AL N. Skills: Climb +12, Hide +18, Move Silently +8, Jump +6, Spot +15. Feats: Weapon Finesse (Bite).

Blood Spiders (4): See end of adventure for stats (page 14).

1. ENTRY CHAMBER

This is clearly the cave that Voluntur described to you—the veins of blue running through the blackish rock are as obvious as they are striking. The opening in the face of the hill narrows rapidly, and the back of the cave is lost in blackness.

2. NEXUS

The blue-veined rock forms a chamber tall and round. Far above, you can see that a natural chimney leads out to daylight. Six separate passages, spread roughly evenly around the circumference, lead away into the darkness.

The natural chimney is approximately 30 feet above the floor of the cavern. It is not large enough for Medium-size creatures to pass through, but Small creatures attempting to climb the chimney (in either direction) should make a Climb check against DC 25. The chimney is also home to a swarm of funnelweb spiders, and any action that disturbs the chimney (climbing it, throwing rocks at it), will cause these spiders to pour out of it.

3. ALCOVE

Ahead of you in the narrow passage, you see what appears to be the opening to another tunnel.

Actually, the opening only leads to a small alcove that is currently serving as the lair of a monstrous spider, placed here by Talil'dor as an outer guard for the spring in area 4 (the dark fairies attempted to poison his water supply at one point). If a PC attempts to pass by the alcove, the spider will use its ability to cast its web as a net in an attempt to draw the trespasser into its nest.

Monstrous Spider: CR 4; SZ L (vermin); HD 9d8+4 hp 43; Init +3; Spd 40 ft., climb 20 ft.; AC 14 (–1 size, +3 Dex, +2 natural); Atk: bite +4 melee (1d8+3 and poison); Face 10 ft. by 10 ft.; Reach 5 ft.; SA poison (1d6 Str), web; SQ Vermin; SV Fort +5, Ref +4, Will +1; Str 15, Dex 17, Con 12, Int —, Wis 10, Cha 2; AL N. Skills: Climb +14, Hide +10, Jump +2, Spot +14, Feats: Weapon Finesse (Bite).

4. NATURAL SPRING

The burbling sounds of the natural spring in the far corner of this chamber fill the air.

A water mephit has recently taken up residence in this spring. Talil'dor has allowed him to stay because the creature's antics amuse him. If the PCs don't anger him, the mephit will not attempt to harm them, only amuse.

Water Mephit: CR 4; SZ M (outsider); HD 7d8+3 (hp 31); Init +0; Spd 30 ft., fly 40 ft. (average); AC 16 (+1 size, +5 natural); Atk: 2 claws +10 melee (1d3+8); Face 5 ft. by 5 ft.; Reach 5 ft.; SA breath weapon; spell-like abilities; SQ fast healing 2, damage reduction 5/+1; SV Fort +6, Ref +5, Will +5; Str 14, Dex 10, Con 13, Int 12, Wis 11, Cha 15; AL N. Skills: Bluff +10, Hide +9, Listen +10, Move Silently +6, Spot +9. Feats: Power Attack.



Caves of the Pale One

Scale: One Square Equals 10 Feet



Key



Door



Concealed Door



5. LAIR OF THE PACK

The tunnel opens abruptly upon a roughly circular chamber, the floor of which is a steep-edged pit nearly ten feet below you. Within the pit, upon the ceiling, and along the walls you can see nearly a dozen spider nests. Strands of stray webbing and bone litter the area.

This is the lair of the hunting spider packs (see above).

6. EMPTY CHAMBER

The walls of this barren chamber are covered with a crude, black scrawl.

When Talil'dil first fled to these caves, his madness slowly growing, he vented his anger and frustration at his treacherous brother by scrawling these curses on the wall of this chamber. Phrases such as "Seran'thur's bone shall burn!" are still legible for anyone who can read elvish, but time has worn them to a degree that an appropriate skill check at DC 5 should be required to make them out.

7. PIT TRAP

The tunnel slowly slants downward until it bottoms out on the dirt-packed floor of a roughly square chamber. Two other passages lead out of the cavern.

When Talil'dil first came here, the center of this chamber was a shaft dropping nearly 100 feet into the earth. He has disguised the shaft's presence by covering the floor with packed dirt. The spiders have learned to avoid the pit (which they can do simply enough by crawling across the ceiling), but anyone else risks falling in.

Pit Trap (100 feet deep): CR 5; no attack roll necessary (10d6); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

8A. LAIR OF THE BLOOD SPIDERS

You've entered a long, narrow, north-south cavern. The north wall seems to be some sort of strange, reddish color.

Further investigation will reveal that the north wall is, in fact, covered in reddish spider webs, completely obscuring the true rock face (and the opening to area 8B). This is the lair of the blood spiders, and 12 of them are still found within the webbing. They will not seek a confrontation, but if anyone disturbs the webbing, they will immediately attack everyone in the area.

See the New Monster section for the blood spider stats.

8B. TREASURE CHAMBER

A plain wooden chest lies in the center of this small cave, and the tattered shirt of a young child has been hung upon the wall, apparently for display.

This was the shirt Talil'dor wore on the day that he was abandoned by his brother in the Darkwoods. Anyone with the appropriate Knowledge skill can make a check at DC 10 to know that it bears the seal of Lord Seran'thul's family. A PC may also be able to remember—with a successful Spot check at DC 15—that the symbol is identical to the one that Lord Seran'thul wore (although they may not be aware of its significance).

The chest is where Talil'dor stores all of the valuables that have fallen into his possession over the years. It's protected with a poison needle trap that is triggered by anyone opening the chest without first sliding it to one side (the chest is attached to a switch in the floor). The chest contains: 40 gp, 430 sp, two rubies worth 200 gp each, a silver hair brush worth 100 gp, and a masterwork dagger.

Poison Needle (Chest): CR 2; +8 ranged (1d4 plus spider venom; 1d4 Str initial, 1d6 secondary); Search (DC 22); Disable Device (DC 20).

9. SPIKED PIT TRAP

The passage you've entered declines steeply for several hundred feet before abruptly shifting its angle for another dozen. It emerges into a roughly circular room with a packed dirt floor. Another passage opens on the opposite side of the room from you.

As with area 7 (above), Talil'dor adapted the natural properties of this room into a pit trap and disguised the fact with a packed dirt floor.

Spiked Pit Trap (20 feet deep): CR 3; no attack roll necessary (2d6), +10 melee (1d4 spikes for 1d4+2 points of damage per successful hit); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

10. LARDER

Crude wooden shelves filled with stone containers line the walls of this chamber.

Talil'dor stores a three-month supply of food here. Midway down the passages to the west and southeast there are doors. The one to the left is locked and made of iron (DC 28 to break down) and leads to Talil'dor's personal chamber (see area 13, below). The one to the right is made of plain wood and left unlocked, leading to Kathor's chambers (see area 11, below).

11. KATHOR'S CHAMBER

A number of low wooden tables and chairs, covered with books and what appear to be research materials of various sorts, have been arranged throughout this cave. A crude wooden screen conceals the southern portion of the chamber.

These are Kathor's chambers. Kathor is an aging dark elf wizard who Talil'dor found wandering aimlessly in one of the cave networks. Kathor has his good days and his bad days—this is, fortunately, one of his good days. He's sleeping in a cot to the south, beyond the barrier. He will be defensive if awakened suddenly, but will only attack if directly provoked (or if he truly believes the characters to be a threat).

If the PCs can engage Kathor in conversation, he will be able to tell them pretty much everything they don't already know: the Pale One's true identity and some of the details of how he ended up where he is. Talil'dor's delusional ranting is vivid enough that Kathor has put together most of the pieces.

If the PCs are empathetic, Kathor will become hopeful that they will be able to help Talil'dor in a more meaningful way. He will take them to area 13 via area 10 (he has the key to the iron door).

KATHOR

7th level dark elf Wizard: CR 8; SZ M (humanoid); HD 7d4 (25 hp); Init +0; Spd 30 ft.; AC 10; Atk: dagger +3 melee (1d4); Face 5 ft. by 5 ft.; Reach 5 ft.; SA spells, spell-like abilities (1/day: dancing lights, darkness, faerie fire); SQ elven traits, darkvision 120 ft., immunity to sleep spells, +2 save vs. enchantments; spell resistance 18, light blindness; SV Fort +2, Ref +2, Will +5 (+7 vs. spells and spell-like abilities); Str 10, Dex 12, Con 8, Int 17, Wis 14, Cha 14; AL NG. Skills: Hide, +10, Innuendo +3, Listen +12, Search +5, Sense Motive +8, Spot +18. Feats: Alertness, Brew Potion, Craft Wondrous Item, Summon Familiar, Scribe Scroll, Spell Penetration. Spells: *Dancing Lights*, *Detect Thoughts*, *Dispel Magic*, *Ghost Sound*, *Hold Portal*, *Lightning Bolt*, *Magic Missile*, *Shield*, *Mage Armor*, *Obscuring Mist*, *Summon Monster I*, *Summon Swarm*, *Wall of Fire*, *Web*.

12. KATHOR'S CACHE

The southern wall of Kathor's chamber has apparently suffered a cave-in: A pile of collapsed rock seems to block the way. However, in truth, there is just enough room behind the pile to gain access to this area (a Search check at DC 15 will turn it up easily enough).

Kathor keeps a number of precious magical items concealed here, including a *cloak of arachnida*, an *eversmoking bottle*, four *neutralize poison* potions, three potions of *cure serious wounds*, two potions of *remove disease*, a potion of *hiding*, a potion of *cat's grace*, and a potion of *truth*.

13. THE PALE ONE

The passage opens into the largest chamber you have entered so far. Its dim recesses are utterly beyond the reach of your torches, and the glistening surface of stalactites and stalagmites flash back from your torchlight. There is a deathly stillness about this place, which hangs for a long moment until, suddenly, a voice echoes out of the darkness:

"Why have you come here?"

This is where Talil'dor lives. Near the back of the chamber is his small cot and assorted personal belongings (all of them worthless and worn). He is currently wearing a *ring of invisibility*, which he will keep on until he feels he can trust the PCs. Two monstrous spiders—enthralled, like all the rest, to his will—lurk in the corners, ready to strike upon his command.

If Kathor is present, talking with Talil'dor will be easier. His madness is currently in a paranoid state, but he knows Kathor well enough to trust him—to a certain point. He will be suspicious of the PCs no matter what the case and will attack them on the slightest provocation (if this happens while Kathor is present, he will do his best to end the combat without any bloodshed).

Talil'dor wears his soulstone around his neck. The dark fairies used a variant of a trap the soul spell to bind his soul to a diamond, and then struck off a sliver from the diamond to keep for themselves. The soulstone has granted Talil'dor the power to force his will upon the spiderous creatures of this place, and if it were to be destroyed, his powers of control would cease.

TALIL'DOR

7th level elf Fighter: CR 7; SZ M (humanoid); HD 7d10+21 (56 hp); Init +7; Spd 30 ft.; AC 17 (+3 Dex, +4 chain shirt); Atk: longsword +9/+3 melee (1d8+5); SQ elven traits, low-light vision, immunity to sleep spells, +2 save vs. enchantments; SV Fort +5, Ref +2, Will +2; Str 16, Dex 16, Con 17, Int 14, Wis 12, Cha 16; AL N (LG when sane). Skills: Handle Animal +3, Diplomacy +5, Hide +10, Leadership +12, Listen +2, Search +2, Spot +10. Feats: Dodge, Improved Initiative, Power Attack, Weapon Focus (Longsword), Weapon Specialization (Longsword).

Monstrous Spiders (2): CR 4; SZ H (vermin); HD 10d8+10 (hp 55, 58); Init +3; Spd 40 ft., climb 20 ft.; AC 16 (-2 size, +3 Dex, +5 natural); Atk: bite +9 melee (2d6+6 and poison); Face 15 ft. by 15 ft.; Reach 10 ft.; SA poison (1d8 Str), web; SQ vermin; SV Fort +8, Ref +6, Will +3; Str 19, Dex 17, Con 12, Int —, Wis 10, Cha 2; AL N. Skills: Climb +16, Hide +2, Jump +10, Spot +15.

CONCLUDING THE ADVENTURE

There are two directions the end of the adventure can take:

The simplest conclusion to the adventure is that the PCs simply exterminate the Pale One, putting an end to the threat that he represents. Without their unnatural leader, the monstrous spiders will presumably return to their normal hunting patterns, becoming a manageable threat in the process (and one contained to the Darkwoods in any case).

Perhaps the more desirable conclusion, however, is that the PCs learn the true nature of the Pale One. With the proper planning, they should be able to return to the fairy hollow, steal the shard of Talil'dor's soul that is held there, and restore his sanity (bringing the diamond shard in contact with the rest of the diamond will cause them to be magically rejoined). Once he has been made whole again, Talil'dor will be able to return home and confront his brother with what was done so many years ago. Seran'thul, of

course, will probably not step down lightly, and the fact that Talil'dor, deranged or not, has been sending spiders to attack the elven settlements will probably add an interesting dynamic to the resulting conflict.

And the Dark Fairies? When Talil'dor's shard is stolen from them, they will decide that the Pact has been broken, renewing their threat to the Forest of Athan. Whether the PCs are an integral part of what will undoubtedly be a quest to destroy the Darkwoods Hearthstones once and for all is, ultimately, a question left to you and your players.

NEW MONSTERS

BLOOD SPIDER

Small Vermin

Hit Dice: 2d8 (8 hp)

Initiative: +3 (Dex)

Speed: 30 ft., climb 20 ft.

AC: 14 (+1 size, +3 Dex)

Attacks: Bite +4 melee

Damage: Bite 1d4-2 and blood drain

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Blood drain, web

Special Qualities: Vermin

Saves: Fort +2, Ref+3, Will +0

Abilities: Str 8, Dex 17, Con 10, Int—, Wis 10, Cha 2

Skills: Climb +10, Hide +14, Jump +6, Spot +10

Feats: Weapon Finesse (bite)

Climate/Terrain: Temperate and warm land and underground

Organization: Colony (2-5) or swarm (6-11)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: —

Blood spiders, at first glance, appear to be nothing more than reddish spiders of monstrous size—a perception compounded by the fact that they are typically found running in packs with other spiders. However, these creatures are actually scavengers, benefiting from the kills made by other spiders.

COMBAT

Blood spiders will defend themselves if necessary, but will generally keep their distance from potential threats. A blood spider will wait until a victim has been badly damaged and/or trapped by another spider, and then attack with their blood drain ability. Blood spiders have also been known to prey upon those unfortunate enough to fall asleep near their lairs.

Blood Drain (Ex): A successful bite attack by a blood spider will cause it to become attached to its victim. Once attached, it will deal 1d4 points of temporary Constitution damage each round until it has drained 4 points of Constitution (at which point it will disconnect and move off to digest its meal). Removing the blood spider requires a contested Strength check. A blood spider that is draining blood has an AC of 11.

Web (Ex): Blood spiders will often use the webs of the spiders with which they roam, but are also capable of spinning their own. A single strand is strong enough to support the spider and one creature of the same size. They are not able to cast their webs as a net like other monstrous spiders.

Vermin: Immune to mind-influencing effects

DARK FAIRY

Tiny Fey

Hit Dice: 2d6+6 (13 hp)

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 20 ft., 60 ft. fly (good)

AC: 18 (+2 size, +4 Dex, +2 natural)

Attacks: Dagger +6 melee, composite shortbow +6 ranged

Damage: Dagger 1d4, composite shortbow 1d4

Face/Reach: 2 1/2 ft. by 2 1/2 ft./0 ft.

Special Attacks: Spell-like abilities, dark faerie fire

Special Qualities: SR 20, natural invisibility, low-light vision

Saves: Fort +1, Ref +3, Will +3

Abilities: Str 8, Dex 19, Con 11, Int 16, Wis 13, Cha 16

Skills: Search +2, Spot +2, Listen +2, Hide +5

Feats: Toughness (2), Weapon Finesse (dagger), Improved Initiative

Climate/Terrain: Any forest

Organization: Gang (2-4), band (6-11), or tribe (20-80)

Challenge Rating: 4

Treasure: No coins; 50% goods; 50% items

Alignment: Usually lawful evil

Advancement: 3-6 HD; by character class

The Sidhe Noctur, or Dark Fairies, are servants of the Nether Gods, and stand as protectors over those places which have been corrupted by the touch of evil. They are cruel, capricious entities that delight in pain and misery.

COMBAT

Dark fairies will defend themselves physically only as a last resort. Instead, they prefer to rely upon their sorcerous abilities, striking as groups from a distance.

Natural Invisibility (Su): A dark fairy can turn invisible at will for 1d4 rounds as a free action. The dark fairy will remain invisible even while attacking. After using the ability, the fairy will be unable to use it again for another 1d4 rounds.

Dark Faerie Fire (Su): At will, a dark fairy can surround itself with dark faerie fire. While under the effects of dark faerie fire, a dark fairy will be limned in darkness so deep and palpable that the utter lack of light seems to glow. This unnatural sight twists the eye, and the dark fairy will gain the benefits of a blur spell (granting the dark fairy a one-half concealment/20% miss chance).

Spell-Like Abilities: 2/day — *chain lightning, chill touch, dancing lights, darkness, detect good, detect thoughts, dispel magic, forbiddance, haste, hold person, obscuring mist, sleep, web, wood shape*. These abilities are as spells cast by a 12th level sorcerer.