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# SWORD & SORCERY



## THE VAULT OF LARIN KARR

by W.D.B Kenower

NECROMANCER GAMES

THIRD EDITION RULES, FIRST EDITION FEEL.

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# THE VAULT OF LARIN KARR

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# Introduction

The module you now hold in your hand is probably different than many you have read or run your players through before. *The Vault of Larin Karr* is a mini-campaign setting intended to take characters from 4th to 9th level.

This module is more of a detailed setting than a traditional linear adventure; that is, while there are several story-lines in and beneath the valley, the player characters (PCs) are not expected to “get the sword, kill the wizard, and return the *gem of seeing* to priests of the temple” in that order. Rather, aside from the initial adventure hook used to draw them to the valley, the PCs are free to explore wherever and whatever they want.

As DM, you should encourage your players to do what they want. Let them wander about, meet the locals, converse, and discover adventures on their own. Likewise, let them “stumble” into adventures. Numerous encounter areas are fully detailed in this book, some of which have obvious hooks, all of which can simply be found at random. Remember that “finding” encounter areas lends a sense of fullness to the world: Quail Valley does not exist in a tunnel of predestined events, but rather is a broad, living place ready to be explored whenever chance allows it. The valley and the caverns beneath are a place for your characters to tell their own stories and make their own way into adventure legend. This module—by being a mini-campaign sourcebook in a sense—gives you the ability to handle that flexibility.

One unusual feature of this module is that all of the dungeons are connected to one another via the Underdark, which runs beneath the entire valley. Thus, the PCs may explore the ruins near Twain, descend through the hidden trap door there, and, after a few days of wandering in the Underdark, emerge into the cave of the Troublesome Troll. This “connectedness” is a theme throughout the module. Both the NPCs and the places they inhabit are interconnected; their lives and homes—whether mansions, hovels, or ruined towers—form a web from which no one is free.

## Background: The Vault of Larin Karr

For hundreds of years, the fiercely independent drow rogue-wizard named Larin Karr wandered the Underdark in search of rare and valuable treasures. Eventually, he stored them in a well-hidden, well sealed, and well-protected tomb. He did not seal himself in that tomb, however: he had one more treasure to find. Therefore, he created three keys fashioned from a diamond, a ruby, and an emerald, all cut into hexagonal shapes. The door to his tomb could only be opened with all three keys. He left the keys with three trusted allies . . . or so he thought.

After a year or so, the allies began battling with one another over possession of the keys. None of the three won out, but their efforts to destroy one another left them severely weakened, and in the hostile environment of the Underdark, this proved lethal. Soon, all three key-holders

were dead, and their treasures, including the precious key-gems, were spread throughout the Underdark. And still Larin Karr did not return.

## The “Birds of Prey”

Years passed, and legend of the drow, his treasure, and his tomb gradually spread through the Underdark. Eventually, an adventuring party called the Birds of Prey learned of the tomb and its supposed wealth and came to Quail Valley in search of clues to its whereabouts. The party spent close to a year around the valley and, before long, exploring the Underdark below the valley in search of the keys. They did find all three, but, unfortunately, were wiped out by a bebelith as they were literally on their way to open the door to the tomb. The bebelith left their bodies—and their treasures—where they lay, and once again, as scavengers appeared to pick over the adventurer’s remains, the three keys were spread across the local Underdark.

Five years have passed since the Birds of Prey sought the keys to the Vault of Larin Karr. Their stay in Quail Valley, which served as their home during their many forays into the Underdark, has become a bit of a local legend. Most major NPCs knew of or had dealings with the adventurers and were aware, either specifically or vaguely, of their goal.

## Current Location of the Three Key-Gems

One of the three gem keys (the diamond) found its way up from the Underdark and now rests around the neck of Winifred Baum, the wife of a wine merchant living in Pembrose. Winifred is utterly unaware of the gem’s significance, but totally devoted to it as a piece of jewelry (see *Regis Baum’s Fine Wines*, below). Events may or may not lead the PCs to understand the diamond’s true power. The other two gems remain in the Underdark. The ruby was found by a fire giant cleric of Belphegor who placed it in a statue to his fire god (Area 9E-1). The sapphire was discovered by Klusko, an ogre adept, who keeps it stored with his personal treasure (Area 10C).

## What’s Going On Now

A number of story-lines are in progress in and below Quail Valley. Many of them could, and will, soon threaten the valley’s citizens. Whether or how quickly the PCs become involved is entirely up to them.

## The Hobgoblins and the Orcs

The PCs’ adventures in the Quail Valley are likely to begin when Lord Kyle hires the party to clear some hobgoblins out of a ruined keep near Pembrose. Unbeknownst to Lord Kyle and the residents of Pembrose, the hobgoblins are currently negotiating with a band of well-trained orcs who dwell nearby in the Underdark. The hobgoblins would like to exact revenge on the town of Pembrose, and the orcs want the resulting plunder. The PCs will likely learn about this plan when they explore the keep, but again, whether they act on the information is up to them.

## The Embittered Elves

A group of renegade elves believes the humans of Quail Valley possess half of a sacred elven statue. Sometime after the PCs arrive, the elves begin a campaign of terror, burning barns every fortnight or so. As it turns out, the second half of the statue resides with Lerentiss, a green dragon that has recently arrived in the valley.

## The Dragon

At the time the PCs arrive, Lerentiss, a young adult green dragon, is content to hunt in the areas around his cave in the northern corner of the Forest of Nin. He soon grows restless, however, and begins exploring the surrounding lands. The PCs may be recruited to deal with him. Furthermore, he guards the second half of the elves' statue.

## Larin Karr

Deep beneath Quail Valley lies the hidden tomb of an ancient drow wizard/rogue named Larin Karr. Rumors of his demise, though common, are unfounded. He is very much alive and well. The DM is free to detail whatever subtle plans Larin Karr may have in mind. He is a wild card.

## How To Use This Module

First, you must familiarize yourself as much as possible with all the areas described in the following pages. Since there is no telling which areas the players will decide to explore first, you must be prepared for any eventuality. Read over all three villages particularly carefully; the PCs will be spending a lot of time here, and it is important that you, the DM, make these areas as lively and life-like as possible.

Of course, some areas are more challenging than others. The PCs, if they are wise and depending on their level, will probably have to be willing to "live to fight another day." This is okay. By allowing them to face opponents too strong for them, you create a world that is dangerous and not merely tailored to provide challenging but ultimately survivable encounters. This should prevent the PCs from falling into the pattern of thinking that goes thus: "Just bust down the door already; whatever's there can't be too strong for us. The DM wouldn't do that."

If the PCs are having trouble coming up with adventure ideas, however, you can start dropping clues for them. These clues are provided in most of the encounter areas as adventure hooks. If this is the case, steer them toward level-appropriate encounters. Review the Wilderness Overview and Underdark Overview chapters to get a summary of the difficulty of the various encounter areas both in and below the valley to aid you in guiding the party.

Lastly, do not be afraid to improvise. If the players do something unexpected, you do something unexpected. If you think the valley needs some marauding bugbears, give it some marauding bugbears. If the river needs a flood, make it flood. Since you are not wed to a rigid, linear adventure, take advantage of the detailed but malleable setting provided here and throw in whatever you want whenever you want. This might include extra dungeons, particularly in the Underdark. If you add an aboveground dungeon (say, a

ruined abbey within the Forest of Nin), consider designing an entrance to the Underdark within it.

## Starting the Adventure

As the DM, you may start this adventure however you see fit. You may want the characters just to wander into the valley and see what they bump into. A number of possible story hooks serve to bring the PCs to the valley:

- They have heard of the fabled caves beneath the valley and have heard tales of great adventure;
- They have heard of Larin Karr and his legendary tomb;
- They have heard there is a dragon somewhere in the valley and would like to find its treasure;
- They have heard of the Birds of Prey and their unsuccessful mission to uncover Larin Karr's tomb;
- They are traveling to the valley to meet Crus, a famous local wizard who lives in Twain;
- They have some reason to seek out Lord Kyle or Jeffar or any of the other major NPCs.

Any of these rumors or hooks could have been planted in your own campaign world as you see fit.

If, on the other hand, you are looking for a definite starting point, we recommend beginning with the Hobgoblin Keep. This can be accomplished by either having the PCs brought to the valley specifically by Lord Kyle to clear out the hobgoblins in the keep (See **Lord Kyle**, in the **Pembrose** chapter, and the chapter detailing the **Hobgoblin Keep**); or, once they are in Pembrose for reasons of their own, having them contacted by Lord Kyle as a result of their rising notoriety and asked to clear out the hobgoblins. This particular event works well because it provides an exciting, level-appropriate first encounter and also introduces the PCs to one of the most influential NPCs in the valley.

Visit the Necromancer Games website ([www.necromancergames.com](http://www.necromancergames.com)) for a downloadable table of rumors for the valley and for a downloadable player hand-out letter from Lord Kyle requesting the PCs travel to the valley to aid him in clearing out the keep.

## Continuing the Plot

Depending on the personality of your players, you may or may not have to guide the adventure in a particular direction. If your players are naturally curious and independent, they will likely begin exploring on their own and you will merely have to respond to their choices. This can be a lot of fun and also very dangerous for the PCs—there is no telling what they might stumble into. If you are a kindhearted DM, you can weaken tough encounters so the PCs have a better chance to succeed. If you prefer verisimilitude, you can let the PCs take their chances.

If, on the other hand, your PCs need some guidance, or if you prefer to keep a firmer grip on the flow of your campaign, here is a suggested series of events to follow:

- **The PCs are hired by Lord Kyle.** Not only does this give the PCs a first objective in clearing out the hobgoblins in the keep, it also gives them an oppor-



tunity to meet an important NPC who can, along with hiring them for a job, give them some background on the Valley and its notable citizens. In the course of their meeting, Lord Kyle should mention (A) Crus, the universally respected wizard in Twain; (B) Jeffar, the Priestess of Freya living in Bostwick; and (C) the Birds of Prey.

- **The PCs meet Winifred Baum.** Here they get their first look at one of the “keys.” Although they are unlikely to recognize it for what it is, they might, if they have been to the vault, notice that the gem is the same size and shape as the depressions in the vault’s door.
- **The PCs are hired to investigate the Mysterious Door.** In so doing, they find a map giving some information about the Underdark and, whether they realize it or not, the location of Larin Karr’s vault. It also provides another entrance to the Underdark.
- **The PCs go after the Crushed Skull Orcs.** This will get them into the Underdark.
- **The PCs meet the Minx Brothers.** This friendly pair can provide good information about the valley and might reveal how they found the gem now worn by Winifred Baum.
- **Jeffar asks the PCs to rid the woods outside Bostwick of the Troublesome Troll.** This gives the PCs a useful ally in Jeffar.
- **Harry Jack tries to steal from the PCs, and Mayor Wycheck asks them to find and kill Graylock.** This is a good time to start these story lines.
- **The PCs Meet Crus.** The wizard can give them valuable information about the Underdark. If they found the books in Area A4 and are willing to give them to Crus, they have a very valuable ally.
- **The Embittered Elves begin the Campaign of Terror.** The PCs will be contacted by Lord Kyle and asked to help
- **The PCs explore the Underdark.** By this time, the PCs should be delving into the Underdark regularly.
- **Lerentiss rises up.** If the PCs did not already deal with the dragon (see the Embittered Elves), they must now.
- **The PCs enter the vault.** Hopefully, by this time the PCs have found all three keys.

Again, this outline of events offers but a guide. Even if the guide is used, adventuring will most likely not proceed location by location. The PCs may return to the villages numerous times. They may enter an Underdark location only to retreat due to an obstacle that they cannot overcome at the present time. This is fine. In fact, it is to be encouraged.

## A Note on Maps and Area Numbering

This module is divided into areas in the valley and areas beneath it in the Underdark. The two most important maps are the Wilderness Overview map, which lists most of the valley’s major locations, and the Underdark Overview map, which similarly locates the important areas beneath the valley. Each area also has its own specific map.

Because many of the wilderness locations lead to the Underdark, we have devised an easy way for you to tell whether a referenced location is a Wilderness encounter or an Underdark encounter: if it starts with a letter, it is a Wilderness location; if it starts with a number, it is an Underdark location. Here is how it works:

Wilderness areas are identified by letter on the wilderness map. Any sub-areas are detailed by number. For example, Area B3 is sub-area 3 of Area B, which is the Underdark Entrance from the mausoleum at Wilderness Area B. Area O4 would be sub-area 4 of Area O, which is Gorok’s Cave in the lair of the White Fist Orcs at Area O.

Areas of the Underdark use a reverse system of numbering. Main areas in the Underdark are designated by a number on the Underdark map, with any sub-areas designated by letter. For example, Area 10C is sub-area C of Area 10, which is the lair of Klusko the Ogre Adept in the Caves and Lairs at Underdark Area 10.

## A Note on Monsters

Monsters encountered in this module are detailed in the text in an “abbreviated stat block” format, which is meant to provide the DM with all the information he or she needs to run the encounter. Refer to the **MM** for more details. This module also provides wandering monster tables for a number of wilderness and underground locations. Statistics for wandering monsters are provided in the Monster Appendix. These tables are meant as a guide for possible encounters, reflecting the frequency and type of creatures that can be found roaming a level or an area. You should not allow a random table to dictate your game session. If you feel the result indicated is too challenging for your group, feel free to discard or re-roll the result, or simply decide that the creatures watch the players rather than attack. The tables are provided as an aid, not as a requirement.

# Wilderness Overview

Surrounding the villages of Pembrose, Twain, and Bostwick are a large forest and a wide range of hills. The PCs will spend quite a bit of time traveling in Quail Valley on the Wilderness Map. This chapter provides an overview of the various above ground areas significant to the adventure, many of which lead to the Underdark and its hidden secrets.

**Note on Area Numbering:** Remember, you can always tell whether a referenced location is a Wilderness encounter or an Underdark encounter: if it starts with a letter, it is a Wilderness location; if it starts with a number, it is an Underdark location. Refer to the Introduction for more details.

## Encounter Area Overview

The Quail Valley map contains a number of important locations. They are summarized here, including an average area EL to help you understand how they fit into the story and to gauge their relative difficulty. These specific encounters are detailed more fully in the following chapters.

- A. **The Mysterious Door and Orc Tomb (EL 5):** This location is actually not depicted on the Wilderness Map as it is located in the cellar of The Lonesome Drake Inn and Brewery in Pembrose. See the Pembrose chapter for more details. This is a key area, as it is most likely one of the first entrances to the Underdark the PCs locate.
- B. **Graveyard (EL 6):** This graveyard is across the river from Bostwick and is detailed in the chapter describing that village.
- C. **The Hobgoblin Keep (EL 4):** Currently occupied by a band of hobgoblins, this keep lies near to Pembrose. Because this encounter is so significant to getting the story started, it has its own chapter.
- D. **The Minx Brothers (EL 7):** Two useful allies with lots of knowledge about the local wilderness. They can also provide some history behind Winifred Baum's necklace.
- E. **The Ruined Village (EL 7):** Dominated by a pair of ettins, this area provides another entrance to the Underdark.
- F. **Graylock's Cave (EL 9):** This is the home of the gnoll ranger Graylock. He was hired by Mayor Wycheck to kill Lord Kyle, but is now blackmailing Wycheck.
- G. **Sascha's Hut (EL 8):** A reclusive witch looking for a big strong fighter to charm. Not immediately dangerous, she can provide important information about the elves' missing statue.
- H. **Lerentiss' Lair (EL 10):** This young adult green dragon is one of the toughest foes in the valley. In addition to his treasure hoard, he possesses the second half of the elves' statue.
- I. **Embittered Elves (EL 7):** This band of renegade elves begins a campaign of terror, believing the humans of the valley possess an important statue of theirs. The PCs are hired to handle this problem.
- J. **The Moaning Tree (EL 4):** An entrance to the Underdark guarded by an ettercap.

- K. **Borne Farm and A Troublesome Troll (EL 6):** A troll and his henchmen are bothering the residents of Bostwick. The PCs may be asked to rid the woods of these creatures.
- L. **Thorfax Mines (EL 0):** Where most of the men of Twain are employed. Lord Kyle's brother runs the mine.
- M. **Delvo's Lair (EL 5):** Delvo, an evil halfling cleric, is in search of the *rod of death*, located, unbeknownst to him, in Area B7. He resides here along with his zombies and worgs.
- N. **Wyvern Lair (EL 8):** Two wyverns guard another entrance to the Underdark and a mysterious ancient temple.
- O. **White Fist Orcs (EL 5):** A band of orcs who might be willing to help the PCs battle the Crushed Skull Orcs.

## Other Significant Wilderness Areas

### Villages and Towns

**Pembrose:** Run by Lord Kyle, this is the largest of the three villages in the valley. Its marketplace is also the valley's economic center.

**Bostwick:** A village at the valley's north end, Bostwick is home to Jeffar, priestess of the Church of the Ever-Shining Sun, and the evil and treacherous Mayor Wycheck.

**Twain:** A village at the valley's east end near the Thorfax mines. Although the smallest of three villages, it is home to Crus, the valley's most powerful resident.

### Rivers

**Quail River:** Fed by tributaries running out of the Gaskar Hills, the Quail flows west to east and provides a means of transportation between Pembrose and Twain.

**River Wren:** This river flows south to north and is a thoroughfare between Bostwick and Pembrose.

## Wilderness Regions

In addition to the specific locations detailed above, the wilderness can be divided into three general areas: the Farmlands, the Forest of Nin, and the Gaskar Hills. Each has its own wandering monster tables below.

### Farmland and Riverbeds

In general, the land to the east and west of the River Wren and to the north and south of the Quail River is fertile grassland that is easily farmed and irrigated.

**Farmers:** Most of the farmers live within ten miles of one of the villages, a distance that allows travel to and from the village in one day. These farmers are, by and large, prosperous enough that they sell a portion of their crop for profit within the villages. A number of small farms, however, also dot the length of both rivers. These are farms whose only purpose is to support the farmer and his family. As a rule, these farmers and their families are friendly and eager for



# The Quail Valley



## Farmland and Riverbed Wandering Monsters

### Day

Roll once per day on the following chart.

- 1-2. **Barge** headed downstream, loaded with goods.
- 3-4. **Barge** headed upstream, empty.
- 5-8. **Farmer** on his wagon. Stops to chat if the PCs are so inclined. Assume he has Knowledge (local history) +4 and so might be of some use.
- 9. 1d2+1 **Dire Wolves**
- 10. 1d6+2 **Wolves**
- 11. 2d4 **Water Snakes**
- 12. **Major NPC** (see below)
- 13-20. No Encounter.

### Night

Roll once a night on the following chart. Encounters are assumed to take place 1d4+2 hours after sunset.

- 1-2. 1d3+1 **Ogres**
- 3-4. 1d2+1 **Dire Wolves**
- 5-6. 3d6 **White Fist Orcs** with Leader
- 7. 2d8 **Hobgoblins**
- 8. 1 **Troll**
- 9-20. No encounter.

See the Monster Appendix for statistics of these monsters.

news, stories, or just entertainment, and are likely to give a meal and shelter in exchange for any one of the three.

**Travel:** Dirt roads line both banks of the rivers, allowing easy travel by foot, horse, or cart. Periodically, riverboats and barges make their way along the River Wren and the Quail River. These invariably originate from Pembrose and then head north or south to the neighboring villages. Passage on these vessels may be purchased for 2 gp per person or horse. The barges travel at a rate of 3.5 miles per hour downstream (south on the Wren, west on the Quail), and .5 miles per hour upstream. Typically, the barge captain attempts to travel from Bostwick to Pembrose or from Pembrose to Twain in one day.

### Specific Wandering Monster Results

**Wolves or Dire Wolves:** The wolves creep forward, attempting to Move Silently and Hide for as long as possible before leaping forward and attacking.

**Huge Water Snake:** While watering their horses or resting near the river, the PCs are attacked by a nest of poisonous huge water snakes (treat as Large vipers).

**Major NPC:** Either Crus, Mayor Weycheck, Graylock, Lord Kyle, the Minx Brothers, or Elwynn, depending on which village the PCs are nearest.

**Ogre:** The ogres smell, hear, or see "little people," and they attack as soon as they are within range. They do not think to retreat.

**White Fist Orcs:** The orcs attempt to flank the PCs in their camp, firing on them from a range of 60-90 feet then charging into combat. If half their numbers are lost, or if

the leader falls, the remaining orcs flee. The leader does not hesitate to use his *potion of bull's strength*.

This encounter only occurs if the PCs are travelling along the Quail River or are south of Pembrose; otherwise, treat as no encounter.

**Hobgoblins:** If the hobgoblins outnumber the PCs two to one, they charge directly into the camp, attempting to surprise and overrun the PCs. If their odds are less than two to one, they hurl javelins for a round or two before engaging the PCs. If half their numbers fall, they attempt to flee.

**Troll:** This troll is hungry and anxious for a meal. If possible, he waits until all but one or two of the PCs are asleep before attacking.

## The Forest of Nin (Avg. EL 4-6)

This dense old growth forest is thick with fallen, moss-covered trees and knee-high (or waist-high for halflings and gnomes) underbrush. From spring to fall the high leaf cover shadows the forest floor, providing excellent camouflage for the forest's many denizens. The forest is hilly in places as well, and several caves dot these areas. Travel through the forest is at half the normal rate and must be accomplished on foot, as no paths exist for horses to follow.

### Specific Wandering Monster Results

**Dire Boar:** The boars, always hungry and irritable, charge from the underbrush and attack.

**Owl Bear:** The owlbear crashes through the trees, eager for fresh meat.

**Dire Lion:** This fierce hunter stalks the PCs from a distance before pouncing on them while they are eating or resting.

**Troll:** See Farmland and Riverbed Wandering Monsters, above.

**Hobgoblin:** See Farmland and Riverbed Wandering Monsters, above.

**Ogre:** See Farmland and Riverbed Wandering Monsters, above.

## Forest of Nin Wandering Monsters

Roll twice every 24 hours on the following chart using 1d100. The numbers of creatures listed are merely a suggestion; feel free to add or subtract, depending on the party's strength.

- 1-5. 1d2 **Dire Boars**
- 6-11. 1 **Owlbear**
- 12-18. 1 **Dire Lion**
- 19-23. 1 **Troll**
- 24-29. 3d8 **Hobgoblins**
- 30-33. 1d4+1 **Ogres**
- 34-35. 1d6+1 **Bugbears**
- 36-37. 2 **Dire Tigers**
- 38-40. **Special** (see below)
- 41-00. No encounter

See the Monster Appendix for statistics of these monsters.



## Gaskar Hills Wandering Monsters

Roll once every 12 hours on 1d20; a result of 1-6 indicates some sort of encounter, which should then be determined on the following chart by rolling an additional 1d20.

- |        |  |
|--------|--|
| 1-3.   | 3d8 <b>White Fist Orcs and Leader</b>  |
| 4-5.   | 1d6+1 <b>Ogres</b>   |
| 6-7.   | 2d8 <b>Hobgoblins</b>  |
| 8.     | 1 <b>Wyvern</b>  |
| 9.     | 1 <b>Hill Giant</b>  |
| 10.    | 1d2 <b>Barghests</b>   |
| 11.    | 1d2 <b>Manticores</b>  |
| 12-13. | 1d4+1 <b>Ghasts</b> (night only, otherwise treat as 1d3 <b>Dire Wolves</b> ) |
| 14-15. | 2d3 <b>Dire Wolves</b>   |
| 16.    | 1d2 <b>Cockatrices</b>   |
| 17.    | 1d2 <b>Brown Bears</b>   |
| 18.    | 1d2 <b>Trolls</b>  |
| 19.    | 2d3 <b>Wights</b> (night only, otherwise treat as 1d3 <b>Dire Wolves</b> )   |
| 20.    | 2 <b>Gorgons</b>   |

See the Monster Appendix for statistics of these monsters.

**Bugbear:** If possible, the bugbears set up an ambush for the PCs, attacking them simultaneously from two sides. If half the bugbears are slain, the rest try to flee.

**Dire Tigers:** In a straight-up fight, this is a potentially deadly encounter for the PCs. Thus, the DM should allow the PCs perhaps to Spot the tigers from a distance or come upon them as they devour a recently slain elk. However this encounter is handled, it is not advised that the tigers simply come charging through the trees to attack, unless the PCs have risen to at least 7th or 8th level. Of course, the tigers might decide to stalk the PCs while they remain in the forest. Furthermore, once the PCs do attain a high enough level, they might decide to return to the forest and hunt these fierce foes.

**Special:** If this result occurs, the PCs encounter Graylock, Lerentiss, or Sascha, DM's choice. See areas below for details on how these encounters should be handled.

## Gaskar Hills (Avg. EL 5-8)

The Gaskar Hills are a wide range of lightly wooded slopes. Numerous streams and brooks trickle down out of these hills, feeding both the Wren and Quail rivers. Aside from providing the valley with much fine ore from the Thorfax Mines, the Gaskar Hills are also home to numerous monsters including the nomadic White Fist Orcs.

### Specific Wandering Monster Results

**White Fist Orc:** See Farmland and Riverbed Wandering Monsters, above.

**Ogres:** See Farmland and Riverbed Wandering Monsters, above.

**Hobgoblins:** See Farmland and Riverbed Wandering Monsters, above.

**Wyvern:** The PCs have stumbled into the wyvern's hunting grounds and are, therefore, hunted.

**Hill Giant:** Upon spotting the "little people," the giant hurls one or two rocks then closes with his greatclub. He does not retreat. He possesses 550 sp, 340 gp, and one Minor Magical Item (see *DMG*).

**Barghest:** The barghests lurk in some rocks and spring out at the PCs as they pass by.

**Manticore:** Manticores love humanoid meat. They hungrily hunt the PCs as soon as they spot them.

**Ghast:** These ravenous creatures lunge from the shadows of the party's campfire.

**Dire Wolf:** See Farmland and Riverbed Wandering Monsters, above.

**Cockatrice:** This strange creature leaps from the underbrush and attacks.

**Brown Bear:** If carefully avoided or dealt with by a druid or ranger, the bear need not be a threat.

**Troll:** See Farmland and Riverbed Wandering Monsters, above.

**Wight:** Wights prefer to sneak up on the PCs using their Hide and Move Silently skills.

**Gorgons:** The PCs have accidentally stumbled on the lair of a pair of mated gorgons. Note this area on your map. Surrounding their cave are several statues of orcs, hobgoblins, and even a troll. Like the two dire tigers in the Forest of Nin, the PCs are not expected to slay these two fierce opponents initially. Therefore, give the characters a chance to spot their enemy and slip away. Of course if they want to attack, their fates are their own.

# Pembrose (Including Area A)

Located at the confluence of the Wren and Quail rivers, Pembrose, with its 600-plus residents, is by far the largest settlement in the valley. The fertile riverbed provides excellent farmland; the Forest of Nin supplies lumber; and the two rivers, along with their adjacent roads, provide ample means for shipping goods in and out of the valley. The village borders the River Wren, and there are several docks and warehouses along its banks. A large central market where commoners and adventurers alike can find most anything that they need dominates Pembrose. Lord Kyle's manor sits on the village's northwestern perimeter, surrounded by farmland and his private hunting grounds.

**Pembrose (village):** Conventional; AL NG; 200 gp limit (except Tinker and Odger, see below); Assets 46,250 gp (including Lord Kyle's wealth, otherwise 6,250 gp); Population 625; Mixed (human 80%, elf 5%, halfling 4%, gnome 3%, dwarf 3%, half-elf 3%, half-orc 2%).

**Authority Figure:** Lord Kyle, male human Ari4.

**Important Characters:** Regis Baum, male human Com5 (wine merchant); Tinker, male gnome Brd3/Exp4; Borden Minx, male human Rgr5; Garsen Minx, male human Rgr5; Boris Stenker, male human Com3 (owner of the Lonesome Drake); Wershaw, male half-orc Ftr3 (constable).

**Others:** Town guards, War2 (3), War1 (28); Exp4 (7), Exp2 (14), Exp1 (16); Ari2 (2), Ari1 (2); Adp3 (3), Adp1 (2); Com4 (12), Com2 (24), Com1 (505).

## DM Notes

The PCs will likely start the adventure here, hired by Lord Kyle to clear out the hobgoblins in Area C. Moreover, being the largest village in Quail Valley, Pembrose is also likely to serve as a base of operations. Finally, Winifred Baum lives here. Her prized necklace is one of the three keys to the Vault of Larin Karr.

## Major Locations and NPCs

The following areas are those most likely to be visited by the PCs.

### Lord Kyle's Manor

Situated a quarter-mile northwest of Pembrose, this twelve-room, three-story estate is surrounded by one hundred acres of farmland, private hunting grounds, and an orange grove. Kyle's wealth so outrageously dwarfs that of anyone else's in the valley that he makes a serious effort to appear "common." This is almost impossible, however. At twenty-six, he has known only the finest clothes, food, and private tutors his whole life. The gates to his home are twelve feet high and guarded by two of the six men-at-arms he employs and houses in a separate "barracks." He owns six horses, twenty-five head of cattle, forty to fifty chickens, two suits of plate mail, a suit of chainmail (all

*masterwork*), and a pearl-handled +1 *longsword* that his father bought from Lance Kingman, an aging and destitute adventurer. In addition to the guards, Kyle employs fifteen men and women at the estate, including a cook, a maid, two stable boys, a butler, and farmhands. Kyle is currently engaged to Tabitha Swift, the sixteen-year-old daughter of Lord Swift. Kyle has met his bride-to-be exactly twice; his father arranged the marriage before he died.

**Development:** Assuming the PCs are reasonably well known in your world, Lord Kyle, upon learning of their arrival to the valley, summons them to his manor for some hunting, conversation, and dinner. Kyle likes adventurers and wishes in a vague, unexplored kind of way that he were one himself. He prods the PCs for stories of their exploits and lauds their achievements with grandiose toasts. With a little prodding, he talks about some of the major NPCs in the valley: Crus, "An old adventurer himself. Lives in a tower in Twain. Not a bad fellow, but pretty reclusive."; Jeffar, "Very proper, you know. Kind of a do-gooder, but very respected."; Elwynn, "Quite a story teller! My, my." He also mentions the Birds of Prey, saying, "Oh, they were after some treasure or other, I think. Very brave sorts. Always wondered what happened to them." Finally, at the end of the PCs' stay, he makes them a proposition.

Kyle's father recently passed away, and in going through his effects Kyle discovered that a nearby keep, which had been built long ago to serve as a base for soldiers to protect the valley, is actually *his*—that is to say, the Kyle Family's—property. The keep was abandoned ten years ago, and when Kyle sent a couple of his men-at-arms to explore it, they reported that it was now inhabited by an unfriendly band of hobgoblins. No amount of cajoling could convince his men to brave an assault on the keep. Kyle would very much like to have this structure returned to its former glory, if for no other reason than to say he has done *something* in his not-so-brief life. Therefore, he offers the PCs 300 gp each to clear out the hobgoblins. If this is insufficient, he throws in a +1 *heavy crossbow* that belonged to his great uncle, Cornelius Kyle (Kyle prefers his *heavy composite longbow*).

### The Town Square and Market

The heart of Pembrose is the Town Square and its bustling market. The streets here are cobbled and kept clean of garbage and horse droppings. A 10-foot high statue of Lord Kyle's father, Jeremy Kyle, stands in the middle of the Square. All the village's merchants surround the Square, joined every day by peddlers and farmers who arrive early in the morning with their carts and wagons to hawk their wares. Assume the PCs can buy anything from the **PHB** equipment list that costs less than 200 gp with little problem here in the market.



# Pembrose

Lord Kyle's Manor

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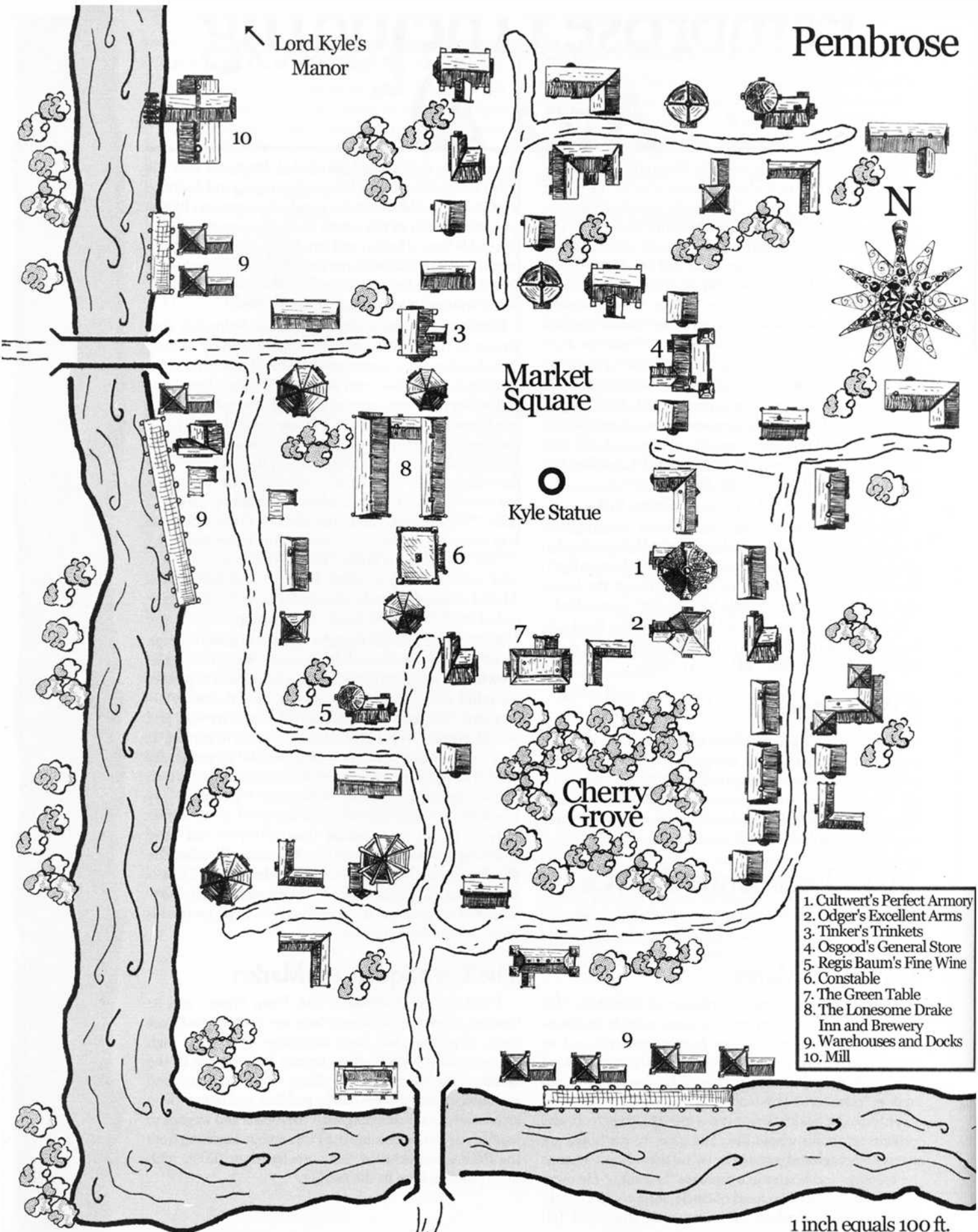
Market Square

Kyle Statue

Cherry Grove

1. Cultwert's Perfect Armory
2. Odger's Excellent Arms
3. Tinker's Trinkets
4. Osgood's General Store
5. Regis Baum's Fine Wine
6. Constable
7. The Green Table
8. The Lonesome Drake Inn and Brewery
9. Warehouses and Docks
10. Mill

1 inch equals 100 ft.





### Culwert's Perfect Armory

**Culwert** (Appraise +11, Craft [armorsmith] +11, Profession [merchant] +8, Sense Motive +8), a venerable dwarf and brother of Odger, who runs the weaponsmithy next door, is the valley's finest armorsmith. His prices are reasonable (-5% to +5% of *PHB*), and he is capable of crafting masterwork armor. Culwert is not fond of talk and works ten hours a day, after which he can be found downing pint after pint at the Lonesome Drake Inn and Brewery.

**Development:** Culwert is aware that his brother forged a fine weapon for one of the members of the Birds of Prey.

### Odger's Excellent Arms

Run by Culwert's younger brother **Odger** (Appraise +10, Craft [weaponsmith] +12, Profession [merchant] +8), the PCs can find any simple or martial weapon here at a reasonable price (-5% to +10% of the *PHB*). Odger is quite capable of forging masterwork weapons, and will do so for the standard price. There is a 10% chance that he already has any given masterwork weapon in stock.

**Development:** Odger is chattier than his brother and if prodded might divulge how he crafted a masterwork greatsword with two pearls inset in the pommel for Myonga, the half-orc fighter and co-leader of the Birds of Prey. Odger believes Myonga intended to find a powerful mage to enchant the weapon, although he does not know whether the half-orc was successful in that endeavor. In fact, Myonga did get the sword enchanted, though it is now in possession of Kersux, the leader of the Crushed Skull Orcs (see Area 5 of the Underdark).

### Tinker's Trinkets

**Tinker**, a red bearded gnome, has run this pawnshop in Pembrose for twenty-five years. Before he opened the shop, he was an adventurer himself (a bard), but he quit that dangerous profession when he realized he enjoyed more haggling with merchants over the price of his booty than he did procuring it. PCs wishing to sell goods will likely do it here, though Tinker drives a hard bargain, typically starting his asking price at about 40% of an item's appraised value. A PC with good Appraise and/or Sense Motive skills will prove helpful in getting a good price from this tight-fisted gnome. The most he can pay for any item is 1,000 gp, and even that he can afford to do only once.

Most of what Tinker has for sale are jewels, baubles, and knick-knacks. He does, however, keep a handful of items stashed away that the PCs might find useful. See the accompanying sidebar.

Tinker knows Tina, the sorcerer and potion maker in Bostwick, and despises her. He calls her The Witch. The reason for their feud goes back years and involves a *wand of Melf's acid arrow* that, for one reason or another, both believed belonged to them. Tina ended up with the wand and now "rents" it from time to time (see Bostwick chapter). If Tinker spies the PCs in possession of the wand, he may (25%) refuse to do business with them for 3-5 days.

**Tinker, Male Gnome Brd3/Exp4 (merchant):** CR 6; SZ S; HD 3d6+6 plus 4d6+8; hp 39; Init +1 (Dex); Spd 20 ft.; AC 13 (+1 size, +1 Dex, +1 ring); Atk +6 melee (1d6, masterwork short sword, 19-20/x2); SA bardic music, spells, spell-like abilities; SQ low-light vision, gnome



### Tinker's Trinkets

Item	Asking Price*
+1 Buckler	1,450 gp
+1 Dagger	2,500 gp
Everburning torch	150 gp
+1 Heavy pick	2,100 gp**
Potion of endurance	500 gp
Potion of hiding	250 gp
Potion of vision	250 gp
Ring of protection +1	2,500 gp
Wand of detect magic (20 charges)	750 gp

\*Tinker sets these prices abnormally high and hopes the buyer will not bother to negotiate down. He is willing to go as low as the **DMG** listed price +5%.

\*\*Tinker wants to get rid of this one—he wishes, in fact, that he had never bought it. He is willing to go as low as 1,900 gp.

traits; AL NG; SV Fort +4, Ref +5, Will +7; Str 10, Dex, 12, Con 14, Int 14, Wis 10, Cha 15.

**Skills:** Appraise +14, Bluff +14, Gather Information +10, Listen +12 (includes racial bonus), Perform (ballad, chant, dance, epic, juggling, limericks, lute, singing, shalm, storytelling) +12, Profession (merchant) +12, Sense Motive +12. **Feats:** Skill Focus (Appraise), Skill Focus (Bluff), Skill Focus (Sense Motive).

**Arcane Spells Known** (cast per day: 3/2; base DC 12 + spell level): 0—detect magic, mage hand, mending, open/close, read magic, resistance; 1st—identify, sleep.

**Spell-Like Abilities:** 1/day—dancing lights, ghost sound, prestidigitation.

**Possessions:** Masterwork short sword, ring of protection +1, masterwork merchant scales, masterwork studded leather armor in locked chest (Open Lock DC 25).

**Note:** Tinker casts *identify* for 50 gp if the PCs can provide the pearl and the owl feather; otherwise, the price jumps to 175 gp.

**Development:** Tinker bought the diamond “key” from the Minx brothers (see Area D) then sold it to Regis Baum. Tinker is just greedy and self-serving enough to require a fee (20 to 35 gp) to divulge this information, claiming disingenuously that he prefers to keep his clients’ identities a secret.

### Osgood's General Store

The PCs can buy all their sundry adventuring supplies here for reasonable prices (-5% to +5% of **PHB**). **Twyla Osgood**, the diminutive (4 ft. 10 in.), gray-haired proprietress (Exp 2 [merchant]; hp 8; non-combatant), is a long-time resident of the valley and a good friend of Jeffar, the Priestess of Freya who lives in Bostwick. She directs the PCs to Jeffar if they express a need for healing or spiritual council.

### Regis Baum's Fine Wines

Pembrose Red, a light, fruity table wine, is bottled, sold, and distributed from this large, two-story building. **Regis** and his wife

**Winifred** live above the wine shop in a comfortable, six-room home. In fact, besides Lord Kyle, the Baums are the most prosperous family in the village. Dylan Boxtoggar, whose vinicultural expertise has as much to do with the wine's success as Baum's ability to drive a hard bargain, harvests the grapes for the wine from the nearby hills. A bottle of Pembrose Red costs 4 gp at the shop, 4 gp 5 sp at the Lonesome Drake Inn and Brewery, and anywhere from 6 to 10 gp elsewhere throughout the valley.

**Development:** At some point, the PCs will meet Winifred Baum. This could occur in the streets, the shop, or at the Lonesome Drake Inn. They see a middle-aged woman in a fine dress and cannot help but notice the stunning diamond pendant that hangs around her neck—her fingers brush it frequently as they watch her.

Six months ago, Winifred discovered that Regis was having an affair with Levina, a barmaid in the village of Bostwick. Desperate to win back his wife's affection and well aware of her love of jewelry, Regis purchased the diamond from Tinker and then had it made into a pendant by Angus, a dwarven jeweler living in the village of Twain (see that chapter). This gift, along with his solemn promise never to stray again, appeased her.

If the PCs have found the door to Larin Karr's vault in Area 13B, they may deduce that Winifred's pendant is, in fact, one of the keys to that fabled tomb. Getting Winifred to give up the pendant, however, will not be easy. It cannot be bought. She has no need for nor interest in cash. Moreover, there are no gems of commensurate size and value anywhere to be found in the valley. If the PCs have found the diamond brooch in Lerentiss' Lair (Area H2) or have the sapphire from the Wyvern Lair (Area N1) made into a necklace, Winifred might be willing to make a trade if a charming PC can make a successful Charisma check (DC 15).

Another option would be to bluff Winifred out of the pendant. This is quite challenging, for although she has only a Wisdom score of 10, she is selfish and petty and will not be wooed by stories of suffering or need. Unless the story is truly spectacular, assign a +15 to +20 bonus to her Sense Motive check. PCs attempting to *charm*, *suggest*, or *dominate* Winifred must be of at least neutral alignment, since the characters are only trying to acquire the diamond for personal profit. If they do successfully relieve Winifred of the pendant by magical means, Regis becomes very suspicious, and the PCs may well have to contend with Wershaw, the village constable.

The last resort, of course, is to steal the pendant. This can be done *only* if the PCs are at least neutral evil, or if they intend to return it once they are done using it—which, of course, they will not be able to do. The pendant is kept in a locked jewelry box (Open Lock DC 15) on Winifred's dresser in the couple's second story bedroom. They have a fenced yard guarded by two large dogs.

If the PCs wish to learn how the diamond found its way from the Underdark to Winifred's neck, they can do so with relative ease. Regis is happy to tell them where he bought the diamond and how much it cost (2,000 gp), and Tinker, as described above, will tell them about the Minx brothers, who are more than happy to describe their encounter with the orcs.



**Guard Dogs (2):** CR 1; SZ S Animal; HD 2d8+4; hp 13; Init +2 (Dex); Spd 40 ft.; AC 14 (+1 size, +2 Dex, +1 natural); Atk +3 melee (1d6+1, bite); SQ scent; AL N; SV Fort +5, Ref +5, Will +1; Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 6.

*Skills:* Listen +6, Spot +6, Swim +5, Wilderness Lore +2\*.  
\*Dogs receive a +8 racial bonus when tracking by scent.

## The Green Table

This is Pembrose's other tavern, aside from the Lonesome Drake (detailed below). Starkly furnished with long tables (which, yes, are painted green) and rough wooden benches, the Table, as the locals refer to it, serves a mutton and potato stew for lunch and breakfast seven days a week (2 sp, including a tankard of ale). It is a simple, one-story building run by a humorless halfling named **Croonles** (Com1; hp 3, non-combatant). Croonles has no rooms to let, but he is happy to let the PCs sleep on the floor of the dining room beside the fire for 5 sp each a night.

## Constable Wershaw and the Militia

**Wershaw** and his small **militia** keep order in Pembrose and the surrounding countryside. Lawbreakers must deal with his swift and formidable punishments, and this seasoned veteran does not tolerate unruly behavior or impudence. His militia is made up of 3 War2 and 10 War1. In an emergency, he can muster as many as 20 War1 from the townsfolk.

**Wershaw, Male Half-Orc Ftr3:** CR 3; SZ M; HD 3d10+6; hp 25; Init +5 (Dex, Improved Initiative); Spd 20 ft. (base 30 ft.); AC 18 (+1 Dex, +5 breastplate, +2 shield); Atk +8 melee (1d10+3, masterwork bastard sword, 19-20/x2) or +4 ranged (1d10, heavy crossbow, 19-20/x2, range 120 ft.); SQ darkvision (60 ft.), orc blood; AL NG; SV Fort +5, Ref +2, Will +1; Str 16, Dex 12, Con 14, Int 10, Wis 10, Cha 9.

*Skills:* Listen +3, Spot +3. *Feats:* Exotic Weapon Proficiency (bastard sword), Improved Initiative, Power Attack, Weapon Focus (bastard sword).

*Possessions:* Masterwork bastard sword, heavy crossbow, 20 bolts, masterwork breastplate, large steel shield.

**Sergeants, Male Human War2 (3):** CR 1; SZ M; HD 2d8; hp 9; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +4 melee (1d8+1, longsword, 19-20/x2) or +3 ranged (1d8, light crossbow, 19-20/x2, range 80 ft.); AL NG; SV Fort +3, Ref +1, Will +0; Str 13, Dex 12, Con 10, Int 10, Wis 10, Cha 9.

*Skills:* Intimidate +2, Listen +3, Spot +3. *Feats:* Power Attack, Weapon Focus (longsword).

*Possessions:* Longsword, light crossbow, 10 bolts, studded leather, large wooden shield.

**Militiaman, Male Human War1 (10 or more):** CR 1/2; SZ M; HD 1d8; hp 5; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +3 melee (1d8+1, longsword, 19-20/x2) or +2 ranged (1d8, light crossbow, 19-20/x2, range 80 ft.); AL NG; SV Fort +2, Ref +1, Will +0; Str 13, Dex 12, Con 10, Int 10, Wis 10, Cha 9.

*Skills:* Climb +5, Listen +2, Spot +2. *Feats:* Power Attack, Weapon Focus (longsword).

*Possessions:* Longsword, light crossbow, 10 bolts, studded leather, large wooden shield.



## The Lonesome Drake Inn and Brewery

This is the largest, cleanest, most reputable inn and eating establishment in the valley. **Boris Stenker**, his wife **Irma**, and their two sons, **William** and **Tommy**, ages 12 and 11 respectively, run the Drake, though they have only done so for the last two years (see below). Irma cooks the meals, Boris runs the bar and is responsible for lodging, William looks after the stable, and Tommy—along with **Bryinna**, a world-weary, forty-five year-old bar maid who worked for fifteen years for the previous owner—helps serve the food. Meals at the Drake average 4 sp, and rooms cost 1 gp per person per night, or 6 gp per person per week.

Nearly any member of the village can be found at the Drake on any given evening. There is always a 10% chance that Elwynn is there “singing for his supper” (see below). In times of strife, it serves as a public gathering place where the villagers can sort out their troubles.

**Development:** Boris has a small problem. Two weeks ago, he discovered a mysterious locked door behind a set of large shelves in his storage cellar. The door is made of solid oak, bound with iron, and secured with a padlock of very good quality. Most disturbing of all, however, is that when Boris discovered the door, it was not only locked but bolted as well, presumably to keep whatever lay beyond it out. He has thus far not located a key to the padlock.

The discovery of the door has dampened the innkeeper's mood considerably. Boris bought the Drake two years ago from Thurman Dyver at what he considered to be an exceptional price. Now, however, he fears there may have been a reason Thurman was willing to sell the inn so cheaply. Not wishing to scare off business, Boris has done nothing about the door yet, reasoning that it sat quietly for two years and may continue to do so indefinitely. Yet Boris feels he is on borrowed time, and when the PCs arrive in town, he sees an opportunity to solve this troubling mystery.

Bryinna has no idea what prompted Thurman to sell the inn so suddenly. If asked, she recalls only that he had been building a wine cellar in his basement and then came up one day white as a ghost and sold the place two months later.

See The Mysterious Door, below, for details on how and when Boris approaches the PCs to solve this “problem.”

### Area A: The Mysterious Door and Orc Tomb

Boris Stenker is correct to assume something unpleasant lies beyond the locked door in his storage cellar. Two years ago, Thurman Dyver decided to expand this part of the inn to include a wine cellar. Upon breaking through the eastern wall, however, he discovered a small tunnel that soon led to an orc burial site. Thurman had seen enough. He built and locked the door, slid a couple of large shelves in front of it, and sold the place to the first sucker to come along (Boris).

Boris approaches the PCs a week or so after their arrival. He explains his dilemma and offers them either free room and board for a year or 50 gp if they can just open the door and see what it leads to. He begs them not to reveal his

problem to anyone else in town. If the PCs balk, he raises his offer to two years room and board or 100 gp. That is as high as he can go.

Interestingly, Larin Karr cleared the entire orc burial sight of treasure long ago. Now, one of its tombs serves a repository for Larin Karr's less valuable books.

#### A1: Storage Cellar

Stacked against the walls are barrels and crates containing various dry goods. The mysterious door is in the east wall.

**Locked Door:** Hardness 6; hp 20; Break (DC 25, 35 if bolt is still in place); Open Lock (DC 30, NA with bolt in place).

#### A2: Rough Tunnel

Though poorly constructed and low (6 feet high), this tunnel nonetheless provides safe travel to and from Areas A3 and A5.

#### A3: Dead End

The passage begins to widen here, but is blocked by a cave-in. The rock pile extends from floor to ceiling and is 5 feet thick. PCs wishing to breach this impasse by non-magical means must spend 10 man-hours digging out the rocks and dirt. Boris is unwilling to help with this in any way—if there is something buried within or beyond the cave-in, he would just as soon leave it buried.

Should the PCs successfully clear away the rocks, they find an *arcane* locked oak door (Break DC 35). Carved in the stone above the door is the word “Turbish.” Any PC capable of reading Orc recognizes this word as a proper name, probably male. The door possesses a traditional lock, but it is unused.

#### A4: Empty Tomb

Hundreds of years ago, this tomb held the remains and treasure hoard of the great orc chieftain Turbish. Now all that is left are an empty stone sarcophagus and, oddly, stacks of leather-bound books against the southern wall. Larin Karr discovered the tomb and added the chieftain's treasure to his own. Once it was cleared out, Karr decided the tomb would make a nice repository for the volumes of historical works he had already committed to memory. He then *arcane* locked the door and never returned.

There are 150 books in all, written primarily in Undercommon, though a few are in Drow, Elven, Dwarven, and even Common. All the books, except for one (see below), deal with the Underdark and its history. Any PC who reads all the books in their entirety — an odious task to be sure, requiring fluency in all the above languages and taking 800 hours minus the PC's Intelligence bonus x 100 to complete — gains the skill Knowledge (Underdark)+8.

Unknown to Larin Karr, he accidentally left one of his journals here amid these dry, historical texts. Discovering the journal among all the books requires a successful Search check (DC 23). Only the first five pages of the journal contain writing; the remaining hundred or so are entirely blank. Written in Drow, the journal talks vaguely





of leaving eventually on “the mission” and of Karr’s concern for his treasure while he is gone. One entry in particular should interest the PCs. It reads:

*I think I could trust Tyra, Elfass, and Ogdin with the keys while I’m on my journey. They’ve done well to help me. I have finally finished that accursed portal. How difficult! Must take the combination with me, though, of course; it’s quite simple once you understand to alternate.*

### A5: Orc Burial Site (EL 5)

An outcropping looks down into this large cavern—20 feet from floor to ceiling. The floor of the cavern is dotted with totems: skulls on spears, necklaces of fangs draped over skeletons, and so on. Though ominous and forbidding, these are harmless symbols of a long extinct tribe of orcs (the Green Eye Orcs). All three doors to this room are ajar. Much debris is scattered about this cave as well—broken pieces of armor and shields, bits of leather, rusted lamps. One piece of trash, a discarded cape in the northeast corner, is something far more sinister.

The cape is, in fact, a **cloaker**, which lies curled in the corner of the cave waiting for unsuspecting passers-by. Recognizing the cloaker as something other than an old cape requires a successful Spot check (DC 30).

**Cloaker:** CR 5; SZ L Aberration; HD 6d8+18; hp 50; Init +7 (Dex, Improved Initiative); Spd 10 ft., fly 40 ft. (average); AC 19 (-1 size, +3 Dex, +7 natural); Atk +8 melee (1d6+5, tail slap) or +3 melee (1d4+2, bite); Reach 10 ft. (5 ft. with bite); SA moan, engulf (grapple bonus

+13); SQ shadow shift; ALN; SV Fort +5, Ref +5, Will +7; Str 21, Dex 16, Con 17, Int 14, Wis 15, Cha 15.

**Skills:** Hide +12, Listen +11, Move Silently +12, Spot +11. **Feats:** Alertness, Improved Initiative.

**Tactics:** The cloaker attacks as soon as the PCs approach within 30 feet. Using its *moan*, it attempts to first cause fear, then nausea, then a stupor. It uses its flying ability and the height of the cave to stay out of combat until the number of active PCs has dwindled to one, at which point it drops down and attempts to *engulf* the lone PC.

**Treasure:** Beneath a rotting, large wooden shield near where the cloaker lies in wait are 435 gp, a garnet ring worth 250 gp, 3 +3 *arrows*, and an iron scroll case. Within the case is a piece of parchment, on one side of which is a note written in Common that reads:

*Roland, please wait at the Drake. Matters to attend to in the south. PS: Sorry to use the map, but Myonga has a copy anyway.*

On the other side is a rough map of the Underdark showing the passages connecting Areas 5, 10, 12 and 13. A large arrow points to Area 13 with a note saying:

LK. 3 “keys.”

Another arrow points to Area 5, with a note saying, *Orcs*. Another arrow points to Area 12, with a note saying, *Lake*. A last arrow points to Area 10, with a note saying, *Pillars? Good resting place*.

### A6: Small Empty Tombs.

Like Area A4, the only remnants of the orc chieftains buried in these tombs are their empty sarcophagi—Larin Karr got here long ago and plundered anything of value.

# Bostwick (Including Area B)

Nestled on the banks of the River Twain, Bostwick is a modest collection of shops and homes whose primary function is to provide for the several hundred farmers that work the fertile riverbed. Its main export is food (grains, corn, livestock), though some of the local merchants sell their goods in Pembrose. In the center of town stands the Church of the Ever-Shining Sun (Freya), its 40-foot-tall, bronze-roofed bell tower rising above the thatched roofs and visible from over a mile away. A low, wooden bridge spans the Wren here. Across the water, atop a small hill, sits the village's graveyard.

**Bostwick (village):** Conventional; AL NG; 200 gp limit; Assets 5,000 gp; Population 500; Mixed (human 85%, elf 5%, dwarf 5%, halfling 2%, half-elf 2%, and half-orc 1%).

**Authority Figures:** Mayor Wycheck, male human Ari8; Jeffar, female human Clr8 (Freya).

**Important Characters:** Elwynn, male half-elf Brd7; Tina, female human Wiz5/Clr1; Tavis, male human Ftr2 (constable); Harry Jack, male halfling Rog5; Arfus Begly, male human Rog4; Angus Begly, male human Ftr4.

**Others:** Village guards War2 (2), War1 (22); Exp4 (8), Exp2 (16), Exp1 (13); Rog2 (3), Rog1 (6); Ari1 (2); Adp1 (2); Com1 (418).

## DM Notes

A number of plot developments are likely to occur in Bostwick. The PCs will probably come in contact with Jeffar, the priestess of Freya who oversees the Church of the Ever-Shining Sun, and may be asked by her to deal with a troll in the nearby forest. Mayor Wycheck might also contact the PCs and ask them to find and kill Graylock; the PCs may learn in turn of Mayor Wycheck's own treacherous plans. Then there is Harry Jack, a halfling peddler/thief who might unburden the PCs of some of their prized magic items, and Elwynn, the tiring half-elf bard who is a good source of information.

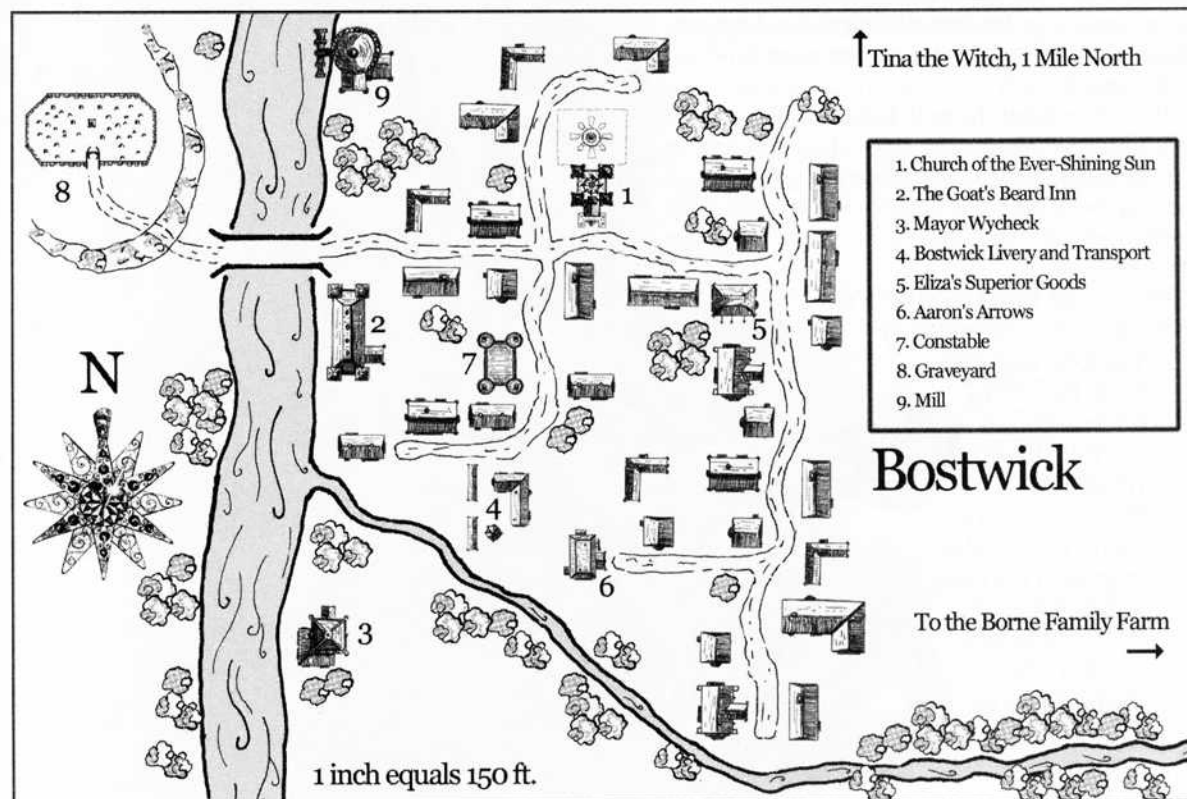
## Major Locations and NPCs

The following areas and persons are those most likely to be visited or encountered by the PCs.

### The Church of the Ever-Shining Sun

This solidly built stone structure is the village's spiritual center. Jeffar, the priestess, oversees weekly worship services (Friday nights) and tends a large herb garden behind the church.

**Development:** Jeffar, a short, stocky woman with a great mane of curly gray hair, could be a valuable ally for the PCs, but her confidence is hard-won. She has lived in the valley





for twenty years and knows much about its history and its residents. She has a low opinion of adventurers and their mercenary ways, and is polite but cool if approached. She has no interest in aiding the PCs unless they prove themselves worthy to her. Specifically, she wants to see them perform a deed for no pay. Even if there is another priest of Freya in the party, Jeffar cannot be convinced to aid the PCs until they have proven themselves to her.

As it happens, Jeffar has a job she would like done. Some of her parishioners whose farms lie near the borders of the Forest of Nin have complained lately about a troll who has apparently taken up residence on the outskirts of the forest. So far, he has mostly frightened the locals and stolen some livestock, but the farmers fear he might do worse. Jeffar has tried to goad Tavis the constable to round up a militia and drive the beast back into the forest, but Tavis will have none of it. Now, Jeffar is preparing to send a message to the Minx brothers near Pembrose asking for their help.

If the PCs approach her for any reason, she asks if they would be willing to take a message to the Minx brothers. If they agree, she explains the situation with the troll, adding that if they—the rangers—cannot help, they should send word back as quickly as possible so that she might begin devising another plan. If the PCs offer to take care of the troll, she replies, “Really? I assumed you wouldn’t be interested. I’m not offering any *pay* for the job.” If they agree to do it anyway, she gives them directions to Noah Borne’s farm (see Area K, **A Troublesome Troll**). If the PCs merely agree to take the message, then the Minx brothers immediately pack up their weapons and ride north to help Jeffar. Should this occur, assume the brothers slay the troll and the orcs, though only after incurring serious wounds, which Jeffar happily cures.

If the PCs defeat the troll, Jeffar is willing to offer any advice or information about the valley and its history that they might seek. She is also willing to cast healing spells, but if the wounds were incurred while “merely adventuring,” she requires payment of 50 gp per spell level.

Here is what Jeffar knows about the valley, its residents, and its history:

- The Kyle family has been the ruling family in the valley for almost 100 years.
- She has heard of a giant, two-headed creature in the ruins outside Twain, but she cannot substantiate this rumor.
- She has heard rumors of a vast network of caves



and tunnels beneath the valley, but she cannot confirm this. (Actually, she can. She tended to the Birds of Prey, and they told her of their journeys to the Underdark. The last thing she wants is bands of adventurers descending on her peaceful valley in search of their fortune, so she does all she can to keep this knowledge a secret.)

- She does not trust Mayor Wycheck. She has caught him in a number of flagrant lies and feels he has done nothing to earn his position besides have the good fortune of being related to Lord Kyle. (See **Mayor Wycheck**, below, for more details on their relationship.)
- The valley used to be home to many evil humanoids, but the Keep's garrison took care of most of them. Lately, however, it seems more and more of these creatures are reappearing.

For any other questions, make a Knowledge (local history) check with an appropriate DC for Jeffar.

**Jeffar, Female Human Clr8 (Freya):** CR 8; SZ M; HD 8d8; hp 33; Init +0; Spd 30 ft; AC 10; Atk +6/+1 melee (1d6, club); SA spells; SQ turn undead; AL NG; SV Fort +6, Ref +2, Will +10; Str 10, Dex 11, Con 10, Int 14, Wis 18, Cha 15.

*Skills:* Diplomacy +13, Heal +19, Knowledge (arcana) +9, Knowledge (local history) +13, Profession (herbalist) +10, Sense Motive +11. *Feats:* Brew Potion, Scribe Scroll, Skill Focus (Heal), Skill Focus (Sense Motive).

*Divine Spells Prepared (6/5/4/4/3; base DC 14 + spell level):* 0—create water, cure minor wounds (x2), detect magic, mending, purify food and drink; 1st—bless water, comprehend languages, detect undead, remove fear, sanctuary; 2nd—animal messenger, consecrate, delay poison, lesser restoration; 3rd—create food and water, remove blindness/deafness, remove curse, remove disease; 4th—discern lies, divination, restoration.

*Domain Spells (Good/Healing):* 1st—cure light wounds; 2nd—cure moderate wounds; 3rd—cure serious wounds; 4th—cure critical wounds.

*Granted Powers:* Clerics of Freya cast healing and good spell at +1 caster level.

*Possessions:* Club, holy symbol of Freya, gold bracelet (300 gp), 2 potions of cure moderate wounds.

## Mayor Wycheck's Residence

Wycheck lives with his three servants (Winnona, cook and maid; Baylor, butler; and Teelow, a halfling gardener and handyman; all are non-combatant Com1s) in a two-story stone house at the south edge of town. A low iron gate and a well kept flower garden surround the house, and the shutters, roof, and porch are all in good repair.

No other village in the valley has a mayor. Wycheck's uncle, Lord Kyle senior, merely asked him to look after the village and make sure the taxes and fees were collected in a timely manner. Wycheck himself assumed the title of mayor and no one has bothered to question it. Every month the farmers, shopkeepers, and innkeepers pay their tithes to Wycheck, who, after skimming a bit off the top for his coffers, sends the funds along to his cousin.

**Development:** Wycheck is unhappy with his position, especially his subservience to Kyle, a "boy" 15 years his junior. He likewise resents Jeffar, her altruism, and the near-universal respect she garners from the other villagers. Most consider *her* their leader; Wycheck is just the man to whom they must give over their hard-earned money. Yet he has plans to end his dependence on Lord Kyle and free himself of this humiliating position.

On a recent hunting trip in the Forest of Nin, Wycheck met Graylock, the evil gnoll ranger. For reasons he cannot explain to this day, Graylock decided not to kill Wycheck for his purse. Instead, the two got to talking. Wycheck let it be known he would like to see his cousin dead. If Lord Kyle were slain by the gnoll, who would think to blame his cousin? They struck a deal: if Graylock assassinated Kyle, Wycheck would pay him 5,000 gp. Once Kyle is dead, Wycheck can move into his estate and assume the role of leader of the valley—he knows Taylor Kyle, in Twain, has no interest in this position.

Unfortunately for Wycheck, there is no honor among thieves. Graylock has decided it would be more profitable and less dangerous just to blackmail Wycheck. When this happens, Wycheck approaches the PCs, asking them to hunt down and kill the gnoll, who has been "a threat to this countryside for years." He can give them directions to within a few miles of Graylock's cave, and he is willing to pay 1,000 gp for the gnoll's head. The DM may initiate this story line whenever he likes.

**Mayor Wycheck, Male Human Ari8:** CR 7; SZ M; HD 8d8; hp 36; Init +1 (Dex); Spd 30 ft.; AC 17 (+1 Dex, +6 chain shirt); Atk +9/+4 melee (1d6+3, +2 rapier, 18-20/x2) or +7/+2 ranged (1d8+1, mighty composite longbow [Str 13], crit x3, range 110 ft.); AL NE; SV Fort +4, Ref +3, Will +7; Str 12, Dex 12, Con 10, Int 15, Wis 13, Cha 11.

*Skills:* Bluff +13, Diplomacy +11, Gather Information +12, Innuendo +10, Intimidate +11, Knowledge (local history) +11, Ride +9, Sense Motive +11. *Feats:* Great Fortitude, Skill Focus (Bluff), Skill Focus (Intimidate), Skill Focus (Sense Motive).

*Possessions:* +2 rapier, mighty composite longbow (+1), +2 chain shirt, 8,500 gp (in locked safe in basement of house).

## Elwynn

Twenty years ago, Elwynn came to the Quail Valley and decided to make it his more or less permanent residence. For one reason or another, he prefers Bostwick to the other villages in the valley, but he is a wanderer by nature and there is a 30% chance he is staying in Pembrose and a 20% chance he is staying in Twain. Every couple of years he leaves the valley and travels abroad looking for stories and adventures — and for a chance to perform for Kings and Queens. He has just returned from one such jaunt and does not plan to leave again for some time.

**Development:** Elwynn actually knows the valley better than any other resident except Crus. Not afraid to journey into the wilder regions, he has met and duelled with Graylock (he has the scars—which he is more than willing to show—to prove it); he has seen the wyverns in the Gaskar Hills; and he has even ventured into the Underdark, albeit briefly. He has met Sascha the Witch and did not



trust her (he could not be charmed; see **The Hut of Sascha the Witch**, at Area G); he believes a dragon might have recently arrived to the forest of Nin; and he has met with the elves (see **The Embittered Elves**, at Area I), but they were uninterested in his stories and songs, and so he quickly parted company with them. He could and might be willing to guide the PCs to the elves' camp. While in Pembrose, he frequently dines with Lord Kyle, though he avoids Wycheck at all costs ("dullness personified," he explains).

Needless to say, Elwynn is a good source of information about the valley. He is familiar with the legend of Larin Karr; he had spoken with the Birds of Prey about their quest. In fact, Elwynn claims they asked him to join their band, though in truth they merely considered *letting* him join until they realized what a long-winded egomaniac he was. He became interested in the legend of the reclusive drow and learned that Larin Karr had scoured the Underdark for rare treasures, hoarding his booty in a secret, well-guarded lair.

Getting any information from Elwynn, however, requires that the PCs first endure several stories about the half-elf's favorite subject—namely, himself. Elwynn considers himself the most talented, interesting person in the valley. Being a storyteller, he is willing to listen to others' stories if just to increase his repertoire, but he has little patience for it. No one can tell a tale as well as he can, he believes, and it just frustrates him to listen to someone else botch the job.

**Elwynn, Male Half-Elf Brd7:** CR 7; SZ M; HD 8d6; hp 30; Init +2 (Dex); Spd 30 ft.; AC 13 (+2 Dex, +1 ring); Atk +6 melee (1d6+1, +1 rapier, 18-20/x2) or +8 ranged (1d8, masterwork light crossbow, 19-20/x2, range 80 ft.); SA spells, bardic songs; SQ low-light vision, bardic knowledge, half-elf traits; AL NG; Fort +4, Ref +7, Will +6; Str 11, Dex 14, Con 10, Int 14, Wis 13, Cha 19.

**Skills:** Appraise +12, Bluff +14, Knowledge (geography) +12, Knowledge (local history) +12, Perform (ballad, chant, comedy, dance, epic, flute, lute, melody, storytelling, whistling) +16, Use Magic Device +14. **Feats:** Dodge, Great Fortitude, Skill Focus (Perform).

**Arcane Spells Known** (cast per day: 3/4/3/1; base DC 14 + spell level): 0—dancing lights, detect magic, ghost sound, light, prestidigitation, read magic; 1st—cure light wounds, identify, mage armor, sleep; 2nd—blur, cat's grace, invisibility, tongues; 3rd—keen edge, major image.

**Possessions:** +1 rapier, ring of protection +1, masterwork lute, *potion of cure moderate wounds* (7th level, 3 doses), fine traveling clothes, 450 gp.

## Tina the Witch's Cottage

In a small, three-room cottage a mile outside of town, Tina, a wizard alchemist, tends her garden and earns a living selling potions and other minor magical trinkets. PCs can buy potions, scrolls, and perhaps small miscellaneous magical items from Tina, as well as have potions and magic items identified. Her prices are detailed in the sidebar. Tina also has a *wand of Melph's acid arrow* (5th level, 35 charges remaining) that she is willing to "rent" to PCs. To rent the wand, the PCs must leave a deposit in

## Tina's Services

Service	Cost
Identify potion	10 gp
Identify magic item	150 gp*
Brew Potion	Potion cost +10%
Scribe Scroll	Scroll cost + 10%
Craft Wondrous Item	Item cost +10%**

\*75 gp if the PCs have the pearl and the owl feather.

\*\*Assuming she has the required spells.

## Tina's Items For Sale

Tina has the following items for sale:

Item	Cost***
<i>Potion of cure light wounds</i>	65 gp (1st level)
<i>Potion of expeditious retreat</i>	65 gp (1st level)
<i>Potion of spider climb</i>	65 gp (1st level)
<i>Potion of bull's strength</i>	450 gp (3rd level)
<i>Potion of cat's grace</i>	450 gp (3rd level)
<i>Potion of invisibility</i>	450 gp (3rd level)
<i>Potion of resist elements (fire)</i>	450 gp (3rd level)
<i>Potion of fly</i>	1,000 gp (5th level)
<i>Potion of haste</i>	1,000 gp (5th level)
<i>Bracers of defense +1</i>	1,500 gp
<i>Pearl of Power</i> (1st level spell)	1,500 gp
<i>Rent wand of Melph's acid arrow</i>	6,000 gp deposit plus extra (see text)

\*\*\*All potion costs are for one dose.

cash or valuables of not less than 6,000 gp. From this, Tina deducts 25 gp per day plus 25 gp per charge expelled (she uses *identify* to determine the number of charges used).

**Tina, Female Human Wiz5/Clr1** (god of magic): CR 6; SZ M; HD 5d4 plus 1d8; hp 19; Init +1 (Dex); Spd 30 ft.; AC 13 (+1 Dex, ring of protection +2); Atk +2 melee (1d4+1, +1 dagger, 19-20/x2); SA spells; SQ turn undead; AL N; SV Fort +3, Ref +2, Will +6; Str 8, Dex 12, Con 10, Int 16, Wis 12, Cha 11.

**Skills:** Alchemy +13 (includes bonus for alchemist's lab), Appraise +7, Knowledge (arcana) +11, Profession (merchant) +10, Scry +12, Spellcraft +12. **Feats:** Brew Potion, Craft Magic Arms and Armor, Craft Wondrous Item, Empower Spell, Enlarge Spell, Scribe Scroll.

**Arcane Spells Prepared** (4/4/3/2; base DC 13 + spell level): 0—detect magic, mage hand, mending, read magic; 1st—alarm, identify, mage armor, mage armor; 2nd—detect thoughts, locate object, obscure object; 3rd—clairaudience/clairvoyance, tongues.

**Divine Spells Prepared** (3/2; base DC 11 + spell level): 0—create water, cure minor wounds, light; 1st—comprehend languages, cure light wounds.

**Domain Spells (Magic/Trickery):** 1st—Nystul's undetectable aura.

**Granted Powers:** Bluff, Disguise, and Hide are all class skills for clerics of the God of Magic.

**Possessions:** +1 dagger, ring of protection +2, holy symbol of the God of Magic, traveling clothes, 2,500 gp and spell book locked in secret compartment in loose floorboard.

**Spellbook:** All those prepared plus the following: 0—all; 1st—alarm, detect secret doors, expeditions retreat, hold portal, obscuring mist, silent image, sleep, spider climb; 2nd—arcane lock, blur, bull's strength, cat's grace, invisibility, knock, Melf's acid arrow, resist elements; 3rd—dispel magic, explosive runes, fireball, fly.

Tina is willing to trade spells with wizards on a level for level basis. PCs may copy out of her spellbook at a cost of 35 gp per spell per level.

**Development:** Sascha (see Area G) is Tina's cousin. The two hardly speak anymore since Sascha moved to the forest and "got very odd and started keeping some unsavory company." If one of the PCs is charmed, Tina is willing to lend them the *wand of Melf's acid arrow* to help them get their friend back, though she insists they not harm her cousin. "She's not all that bad," she explains. "She's just a little lonely."

## Harry Jack the Peddler

Harry Jack is a rogue peddler who wanders from town to town and from village to village selling his stolen goods. He has recently arrived in Quail Valley and is riding his pony between villages hawking his wares. Currently, he has a room at The Beard. Rumbough allows him to set up "shop" at a table. Harry spreads his wares on a piece of fine red cloth and haggles with anyone interested.

When not selling, he picks pockets and burgles a new set of goods for the next town. Obviously, Harry Jack does not attempt to sell any goods stolen in Quail Valley. He considers adventurers some of the best targets for heists. Thus, when he spies the PCs, he engages them in talk and tries to discern if they have met any luck in their wanderings. If they are staying at The Beard, he attempts to break into their room(s) and lift an item or two. He is careful not to clean them out. His hope is they will not notice an item is missing until after he is far away. When burgling, Harry looks first for gems (like the "keys"), then for platinum, then for gold, and lastly for minor magical items.

If discovered, Harry tries to talk his way out of punishment. He offers the PCs any of his wares—in fact, he will go so far as to offer them *all* his wares to avoid the jail. If the PCs turn him over to the constable, Harry spends a week in the stockade before being kicked out of the valley.

**Harry Jack, Male Halfling Rog5:** CR 5; SZ S; HD 5d6+5; hp 25; Init +4 (Dex); Spd 20 ft.; AC 16 (+1 size, +4 Dex, +1 ring); Atk +9 melee (1d6+1, +1 short sword, 19-20/x2) or +9 ranged (1d4, dagger, 19-20/x2, range 10 ft.); SA sneak attack (+3d6); SQ evasion, uncanny dodge (Dex bonus to AC), halfling traits; AL NE; SV Fort +3, Ref +9, Will +3 (+5 vs. fear attacks); Str 10, Dex 18, Con 13, Int 14, Wis 12, Cha 8.

**Skills:** Appraise +10, Bluff +7, Climb +10, Disable Device +12, Escape Artist +8, Hide +16, Jump +2, Listen +7, Move Silently +14, Open Lock +12, Pick Pocket +12, Search +10. **Feats:** Blind-Fight, Weapon Finesse (short sword).

**Possessions:** +1 short sword, ring of protection +1, masterwork thieves' tools, silk rope (50 feet), black cape, traveling

## Harry's Items For Sale

Item	Cost
Ten gems	50 gp each
Five gold bracelets	75 gp each
Masterwork dagger	275 gp
Hourglass	20 gp
Masterwork flute	80 gp
Magnifying glass	75 gp
Gold hand mirror	50 gp
Pearl-handled hairbrush	45 gp

clothes, pony, saddlebag containing goods for sale (see below), locked steel chest with stolen treasure (see below).

Harry has a number of items for sale (see the sidebox).

**Treasure:** Within a locked steel chest that he keeps stowed beneath a loosened floorboard (Search DC 15), Harry stores the following: a *potion of cure moderate wounds* (3 doses, 5th level), a *potion of invisibility* (2 doses, 3rd level), a *potion of cat's grace* (2 doses, 3rd level), 650 gp, 120 pp, a large diamond worth 800 gp, a silver charm bracelet\* worth 50 gp, and a gold ring inset with three rubies worth 200 gp.

\*Stolen from Levina's chambers. It was a gift to her from Regis and, since she refuses to wear it, she has not noticed it missing yet.

**Locked Steel Chest:** Hardness 5; hp 15; Break (DC 24); Open Lock (DC 25).

**Development:** Eventually, Harry heads south to Pembrose and notices Winifred's necklace (assuming the PCs have not procured it themselves already). Within five days of arriving in Pembrose, Harry successfully steals the necklace and immediately leaves for Twain. The DM is advised to have Harry steal the necklace while the PCs are actually in town, as this gives them a better opportunity to become involved in this story line. Distaught, Regis offers a reward of 200 gp for the safe return of the necklace, no questions asked. If he has made the PCs' acquaintance, he begs them to find the necklace for him. If pressed, he is willing to let them borrow it at some future date.

Harry remains in the valley for two weeks after stealing the necklace, going first to Twain, then back to Bostwick before heading out. Harry does a masterful job in his burglary and leaves no clues. Still, the PCs may deduce that not all of Harry's goods were gotten by legal means and then put two and two together. In any event, for the sake of the adventure, the DM should not let Harry get away with the necklace without giving the PCs some kind of chance to find him.

## The Begly Brothers

Arfus and Angus Begly are a couple ruffians currently staying at the Goat's Beard Inn. They are on the lam from the authorities of Bard's Gate (or a large city of your choosing) and are lying low in Quail Valley. In Bard's Gate, the Begly brothers kidnapped the daughter of a wealthy merchant, but their blackmailing scheme went awry when the wily girl escaped and reported their hideout



to the authorities. Having already burgled, mugged, and extorted numerous citizens, the captain of the guard was eager for their heads. The brothers barely escaped with their scalps.

It was such a close call, in fact, that Angus and Arfus began to entertain the notion of going straight. This lasted until it occurred to them that they had no real skills or the motivation to pursue anything aboveboard. They tried adventuring, but their one foray into a crypt yielded little cash (see below) and nearly saw them turned into a ghoulish breakfast. Thus, running low on funds and growing bored with the life of ordinary travelers, the brothers are once again hatching a scheme.

The only treasure the brothers found in the aforementioned crypt was a *chime of opening*. At first, they thought it nothing more than a useless though ornately decorated musical instrument. After some experimentation, they soon discovered its true use, and, in a moment of unprecedented spirituality, took it as a sign from the heavens that they begin burgling again. Arfus, the rogue brother, had never been a particularly strong lock picker, which had made their previous burgling efforts problematic.

**Development:** Whenever it is convenient for the DM, the brothers begin breaking into homes and businesses throughout the valley. Their first target is Tina the Witch (see above), where they pilfer potions of *bull's strength*, *invisibility*, and *fly*. Next, they head to Twain and hit Angus Carl's Fine Jewelry and come away with 400 gp in cash and 20 diamonds worth a total of 500 gp. Next, they head to Pembrose, where they sell half the diamonds to Tinker and then, the next day, break into his store and steal back the diamonds and a *ring of protection +1*. Tinker is certain the brothers were responsible for the break-in, but is reticent to report it. He was quite aware that the brothers had probably stolen the diamonds from Angus, but he went ahead and bought them anyway. Now, if he were to report the break-in and what was stolen, he might be penalized for buying what he knew were stolen goods.

Once they have knocked off Tinker's Trinkets, the brothers are feeling flush enough to pause in their efforts. They are, however, not above snatching a few goods from unsuspecting PCs if the opportunity presents itself.

Word of the break-ins spreads through the valley, and the constables from each town go on alert. If the PCs can identify and apprehend the thieves, and return the diamonds, Angus rewards the PCs with 200 gp.

**Arfus Begly, Male Human Rog4:** CR 4; SZ M; HD 4d6+4; hp 20; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 leather); Atk +7 melee (1d6+1, masterwork short sword, 19-20/x2) or +4 melee (1d4+1, dagger, 19-20/x2) or +5 ranged (1d8, light crossbow, crit 19-20/x2, range 80 ft.); SA sneak attack (+2d6); SQ evasion, uncanny dodge (Dex bonus to AC); AL NE; SV Fort +2, Ref +6, Will +0; Str 12, Dex 15, Con 13, Int 12, Wis 8, Cha 10.

**Skills:** Appraise +8, Bluff +7, Climb +8, Disable Device +8, Forgery +6, Gather Information +7, Hide +9, Intimidate +7, Move Silently +9, Open Lock +4, Search +7. **Feats:** Dodge, Weapon Finesse (short sword), Weapon Focus (short sword).

**Possessions:** Masterwork short sword; dagger; light crossbow; 15 bolts; leather armor; *chime of opening*; locked

strongbox (Open Lock DC 15, Angus has the key) containing 25 sp, 2 gp, and any of the above listed booty already stolen.

**Angus Begly, Male Human Ftr4:** CR 4; SZ M; HD 4d10+8; hp 34; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +9 melee (1d8+5, masterwork battleaxe, crit x3) or +7 melee (1d6+3, club) or +8 ranged (1d10, heavy crossbow, crit 19-20); AL NE; SV Fort +6, Ref +2, Will +0; Str 16, Dex 13, Con 14, Int 8, Wis 8, Cha 10.

**Skills:** Climb +5, Jump +9. **Feats:** Cleave, Dodge, Improved Initiative, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe).

**Possessions:** Masterwork battleaxe, club, heavy crossbow, 10 bolts, large wooden shield, studded leather armor, pouch with 3 gp, key to strongbox (see above).

## The Goat's Beard Inn

Built on the shores of the River Twain, the Goat's Beard (or merely The Beard, as it is more commonly referred to by the locals) is the village's only tavern. It is a good tavern, clean and well kept, with six rooms on the upper floor that **Rumbough**, the dwarf proprietor, rents for 8 sp per night or 4 gp a week. One pleasant feature of The Beard is the dockside dining available during clement weather. A wide deck with four slips juts out onto the river, and boatmen can pull their craft right up to The Beard, find a seat at one of the many stout tables Rumbough sets out, and order a tankard of ale and a leg of mutton. Meals cost 5 sp.

**Levina** (Int 12, Wis 9, Cha 13; Gather Information +3, Knowledge [Bostwick] +5, Knowledge [Quail Valley] +3) is Rumbough's barmaid and the woman with whom Regis Baum had his affair. She is still bitter about being jilted by her ex-lover. Baum had promised to leave his wife for the younger Levina, and she was happily planning a life as a wealthy merchant's bride. Regis avoids The Beard now whenever he comes to Bostwick for business, and Levina does not recommend Pembrose Red to any of her patrons. If questioned on the matter, Levina reveals that Regis bought his wife some very expensive piece of jewelry when he ended things with her.

If the PCs are looking to find out information about Bostwick and the surrounding area, The Beard is definitely the place to do it. The tables are full every night with locals sharing ale and stories about their day. Moreover, the locals are generally friendly to strangers and eager to hear tales of far-off places. Give PCs a +2 circumstance bonus to all Gather Information checks if attempting them in The Beard.

There is a 50% chance that Elwynn (assuming he is in town, as noted above) can be found at The Beard on any given night.

## Tavis the Constable

Bostwick is by far the quietest of the three villages in Quail Valley. **Tavis**, a rotund, bearded man in his fifties, makes sure to keep it that way. He has a small garrison of men-at-arms who aid him should real trouble — primarily from the Forest of Nin — ever arise. If things ever get too rowdy at the Goat's Beard, Tavis and a few of his men arrive before too long to quiet whoever needs quieting.

**Tavis, Male Human Ftr2:** CR 2; SZ M; HD 2d10+4; hp 18; Init +4 (Improved Initiative); Spd 30 ft.; AC 13 (+3 studded



leather); Atk +7 melee (1d6+4, masterwork quarterstaff) or +2 ranged (1d10, heavy crossbow, 19-20/x2); AL LG; SV Fort +5, Ref +2, Will +1; Str 16, Dex 10, Con 14, Int 11, Wis 12, Cha 12.

*Skills:* Listen +3, Spot +3. *Feats:* Improved Initiative, Lightning Reflexes, Power Attack, Weapon Focus (quarterstaff).

*Possessions:* Masterwork quarterstaff, heavy crossbow, 20 bolts, studded leather armor.

**Elite Guard, Male Human War2 (2):** CR 1; SZ M; HD 2d8; hp 9; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +4 melee (1d8+1, longsword, 19-20/x2) or +3 ranged (1d8, light crossbow, 19-20/x2, range 80 ft.); AL NG; SV Fort +3, Ref +1, Will +0; Str 13, Dex 12, Con 10, Int 10, Wis 10, Cha 9.

*Skills:* Listen +2, Spot +2. *Feats:* Power Attack, Weapon Focus (longsword).

*Possessions:* Longsword, light crossbow, 10 bolts, studded leather, large wooden shield.

**Guard, Male Human War1 (4):** CR 1/2; SZ M; HD 1d8; hp 5; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +3 melee (1d8+1, longsword, 19-20/x2) or +2 ranged (1d8, light crossbow, 19-20/x2, range 80 ft.); AL NG; SV Fort +2, Ref +1, Will +0; Str 13, Dex 12, Con 10, Int 10, Wis 10, Cha 9.

*Skills:* Listen +2, Spot +2. *Feats:* Power Attack, Weapon Focus (longsword).

*Possessions:* Longsword, light crossbow, 10 bolts, studded leather, large wooden shield.

## Other Shops

There are a number of shops the PCs are likely to visit. **Aaron's Arrows**, run by the half-elf Aaron Styles (Craft [fletcher] +12), sells fine archery supplies, including mas-

terwork arrows and crossbows, and mighty composite bows. Eliza, a sixty year-old human, runs **Eliza's Superior Goods**, a general store where there is a 90% chance that any piece of equipment from the Adventuring Gear list in the *PHB* costing less than 200 gp is available. Lastly, **Bostwick Livery and Transport** sells riding horses, light warhorses, carts, and wagons.

## Area B: The Graveyard, Mausoleum, and Temple

A little graveyard surrounded by a low, wrought iron fence sits atop a small hill about a quarter mile west and across the river from Bostwick. Being just a collection of short stone slabs, the cemetery would be unremarkable were it not for a 10-foot by 10-foot mausoleum standing in its center. The mausoleum is older than any human settlement in the valley. It was there when Bostwick was founded, and the residents decided to bury their dead around it. The door to the mausoleum is ajar, and except for an empty, stone sarcophagus against the far wall, there appears to be nothing of interest here—grave robbers cleaned it out long ago. The walls and floors are bare, and there is no indication as to who was buried in it.

A successful Search (DC 20) of the mausoleum's floor, however, reveals a loose stone in the northeast corner. With some work (Strength check DC 15), the stone can be removed, revealing a chute with a set of handholds carved into its eastern wall. The chute descends 20 feet to Area C1.

**Development:** The temple below the mausoleum is yet another entrance to the Underdark. The PCs, out of pure curiosity, may decide to investigate the mausoleum on





their own, or they might stumble upon the temple on their way out of the Underdark. A number of rumors, however, may tempt the PCs into investigating the mausoleum.

- Strange figures have been seen lurking about the graveyard at night. (This is merely people's imagination).
- The last time the Bird's of Prey were seen, they were headed for the mausoleum; they have not been heard from since. (This is true. They entered the Underdark for the final time through the mausoleum.)
- The mausoleum belonged to an ancient king, and his treasure is buried beneath it. (Not true, though there is the temple of Nergal.)

## The Temple of Nergal

### Br: Chute Ladder

Handholds are carved into the eastern wall of the north end of this tunnel forming a ladder that ascends 20 feet to the mausoleum above. The remainder of the corridor has 10-foot high ceilings.

### B2: Open Portcullis

Two rusted portcullises stand half-raised at either end of this corridor. The dull ends of the grates descend to within 2 feet of the floor. Small or Tiny creatures may pass beneath the grate without difficulty; Medium-sized creatures must take a move-equivalent action to crawl beneath the portcullis; Large or bigger creatures require a successful Escape Artist check (DC 15) to negotiate the narrow space. Either portcullis may be raised entirely with a successful Strength check (DC 20), which breaks the raising and lowering mechanism. Once raised, a portcullis drops to the ground upon its release; future attempts to open it require no Strength check.

### B3: Underdark Entrance

The secret door (Hardness 5; hp 60; Search DC 20; Break DC 30) opens into a small, 4-foot high cave. The only exit to the cave besides the secret door is a cliff that drops 150 feet into the darkness to Area B4 below. The face of the cliff is rough and can be scaled with a successful Climb check (DC 15), although it can easily be rappelled down with sufficient rope.

### B4: Gargoyle Roost (EL6)

Two gargoyles roost on ledges 60 feet above the ground on the south wall. Unless a PC is flying and has an excellent light source or darkvision, it is nearly impossible to notice the gargoyles on their roosts (Spot DC 30).

Though they prefer to hunt the Underdark for victims, the gargoyles attack any trespassers without hesitation. Anyone climbing down from Area B3 is attacked while between 50 and 100 feet from the ground. Climbing PCs lose any Dexterity bonus to AC and suffer a -4 circumstance penalty to attack rolls and a -2 circumstance penalty to damage rolls. Furthermore, those PCs struck while climbing must succeed at a Reflex save (DC 5 plus the total damage done that round) or fall to the cave floor, suffering 1d6 points of damage per 10 feet of distance fallen.

If the cave is entered from the eastern tunnel, the gargoyles first wait on their roosts to see if the intruders attempt to climb the cliff. If this occurs, they attack the

climbing PCs as noted above. If either gargoyle is spotted, however, both attack immediately.

**Gargoyles (2):** CR 4; SZ M; HD 4d10+16; hp 35, 40; Init +2 (Dex); Spd 45 ft., fly 75 ft. (average); AC 16 (+2 Dex, +4 natural); Atk +6 melee (1d4 [x2], claws) and +4 melee (1d6, bite) and +4 melee (1d6, gore); SQ damage reduction (15/+1), freeze; AL CE; SV Fort +8, Ref +6, Will +1; Str 11, Dex 14, Con 18, In 6, Wis 11, Cha 7.

**Skills:** Hide +9 (+17 against background of stone), Listen +4, Spot +4. **Feats:** Multiattack, Weapon Finesse (claw, bite, gore).

**Treasure:** Buried in the southern alcove (Search DC 25) is an ornamental dagger made of platinum worth 400 gp and a sack containing 625 gp.

The northeast tunnel winds down to Area 8 in the Underdark.

**Development:** At the DM's discretion, other creatures may find their way to this cave from the Underdark once the PCs kill the gargoyles: perhaps a Gargantuan monstrous spider or a xill or a pair of trolls.

### B5: Temple (EL7)

The double doors to the temple are *arcane locked* and **trapped**. The *arcane lock* can be bypassed via the usual means, but anyone wishing to pass the threshold without suffering the effects of the trap must first utter Nergal's name.

**Double Doors:** 2-inch thick wood; Hardness 8; hp 40; Break (DC 30); *arcane lock* (dispel DC 18).

**Unholy Blight Trap:** CR 4; *unholy blight*; affects any non-evil person or creature crossing the threshold who does not first utter the name of the Death God (**Note:** paladins and other lawful good PCs cannot avoid this trap); Fort save (DC 18) for half effect (see spell); Search (DC 29); Disable Device (DC 29); Dispel (DC 18).

The walls of this ancient temple are adorned with images of death and suffering: skeletons dance on the graves of the innocent; devils fly above the halls of kings; demons roast the damned on skewers. Six stone pews fill the temple's center, and against the north wall, atop a 5-foot high dais, stands a bronze statue of the Death God himself: a skeletal figure in a long robe, a scythe in one hand, his other bony hand extended from beneath the hanging arm of his robe, beckoning. As soon as any non-evil creature enters the temple, 2 **wraiths** rush out of the darkness, seeking to take full advantage of the trap's effects.

**Wraiths (2):** CR 5; SZ M Undead (Incorporeal); HD 5d12; hp 30, 35; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 15 (+3 Dex, +2 deflection); Atk +5 melee (1d4, incorporeal touch plus 1d6 permanent Constitution drain); SA Constitution drain, create spawn; SQ undead, incorporeal, turn resistance (+2), unnatural aura, daylight powerlessness; AL LE; SV Fort +1, Ref +4, Will +6; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

**Skills:** Hide +11, Intimidate +10, Intuit Direction +6, Listen +12, Search +10, Sense Motive +8, Spot +12. **Feats:** Alertness, Blind-Fight, Combat Reflexes, Improved Initiative.

**Treasure:** The bronze statue of the Death God weighs 750 pounds and if somehow brought to the surface might



### Rod of Death

At first glance, this rod appears to be a simple +1 *quarterstaff*, the ends of which are adorned with small, iron skulls. If held by a priest of the Nergal, though, the rod grants the following powers:

- *Animate dead*, once per day.
- *Create undead*, once every other day.
- *Create greater undead*, once per month.
- The wielder may summon and command a total of 50 plus caster level HD of undead.
- A continuous *unhallow* spell surrounds the wielder in a 150-foot radius.

In the hands of someone other than a priest of the Nergal, the rod still functions as a +1 *quarterstaff*.

*Caster Level:* 15th; *Prerequisites:* Craft Rod, *animated dead*, *create greater undead*, *create undead*, *unhallow*, must be a priest of Nergal; *Market Price:* 75,000 gp.

fetch 5,000 gp from an interested buyer, though no such person lives in the valley.

Hidden in a secret compartment in the northwestern most pew (Search DC 18) is an iron key used to move the arms of the statue in Area B6.

### B6: Secret Burial Chamber

Against the southern wall of the chamber is an unopened stone sarcophagus, the lid of which is carved with the image of a bearded man in plate mail, a longsword beneath his crossed hands. Two life-sized bronze statues of warriors holding longspears on 2-foot high pedestals flank the sarcophagus.

Within the sarcophagus is a skeleton in rotting armor. Neither it nor the statues animate. A successful Search check (DC 15) of the eastern statue, however, reveals that both arms appear to be hinged, and that there is a keyhole in the rear of the pedestal. The arms may not be moved unless the key from Area B5 is inserted in the keyhole and turned. Once this is done, the arms maybe lowered, which releases the iron bar from the trapdoor in Area B7 (see below). If the secret door behind the statue (Search DC 25) is open as the arms are lowered, a grating sound can be heard coming from area B7.

### B7: The Rod of Death

This corridor appears to terminate in a dead end. In the ceiling at the north end of the passage, however, is a secret trap door (Search DC 15). The door is shut tight by an iron bar running *through* it (cannot be picked), and except for *transmute stone to flesh*, *stone shape*, or similar magic, there is no way to open or bypass this trap door without lowering the arms of the statue in Area B6.

Beyond the door is a 3-foot by 3-foot crawl space. Lying in the corner of the crawl space is a *rod of death* wrapped in rotting silk.

# Twain

Twain is the smallest of Quail Valley's three villages. Like the other villages, most of its residents are farmers, but the Thorfax Mines located in the Gaskar Hills employs about 40 men and is a good source revenue for the Kyle family (its owner). The village's most renowned resident is Crus, a wizard/lore-master whose 50-foot tall tower stands a half-mile up river from the town, on the northern bank of the Wren. Like Bostwick, Twain mainly serves as a place for the farmers to buy supplies, sell their wares, drink, and gather together when circumstances require. The River Wren may be forded here.

**Twain (village):** Conventional; AL NG; 200 gp limit; Assets 3,500 gp (not including Crus and his tower); Population 350; Mixed (human 75%, dwarf 8%, gnome 5%, halfling 5%, half-elf 3%, elf 3%, half-orc 1%).

**Authority Figure:** Taylor Kyle, male human Ari3.

**Important Characters:** Crus, male human Wiz7/Lor4; Constable Duggin, male human Ftr4; Angus Carl, male dwarf Exp7 (jeweler).

**Others:** Town guards War2 (1), War1 (16); Exp4 (1), Exp2 (2), Exp1 (10); Rog2 (2), Rog1 (4); Com1 (310).

## DM Notes

The PCs will most likely venture to Twain to meet Crus, the venerable wizard who has lived in a tower outside of the village for many years. Moreover, Angus Carl, the dwarven jeweler, fashioned Winifred's necklace from the diamond key, and might be able to provide the PCs with some

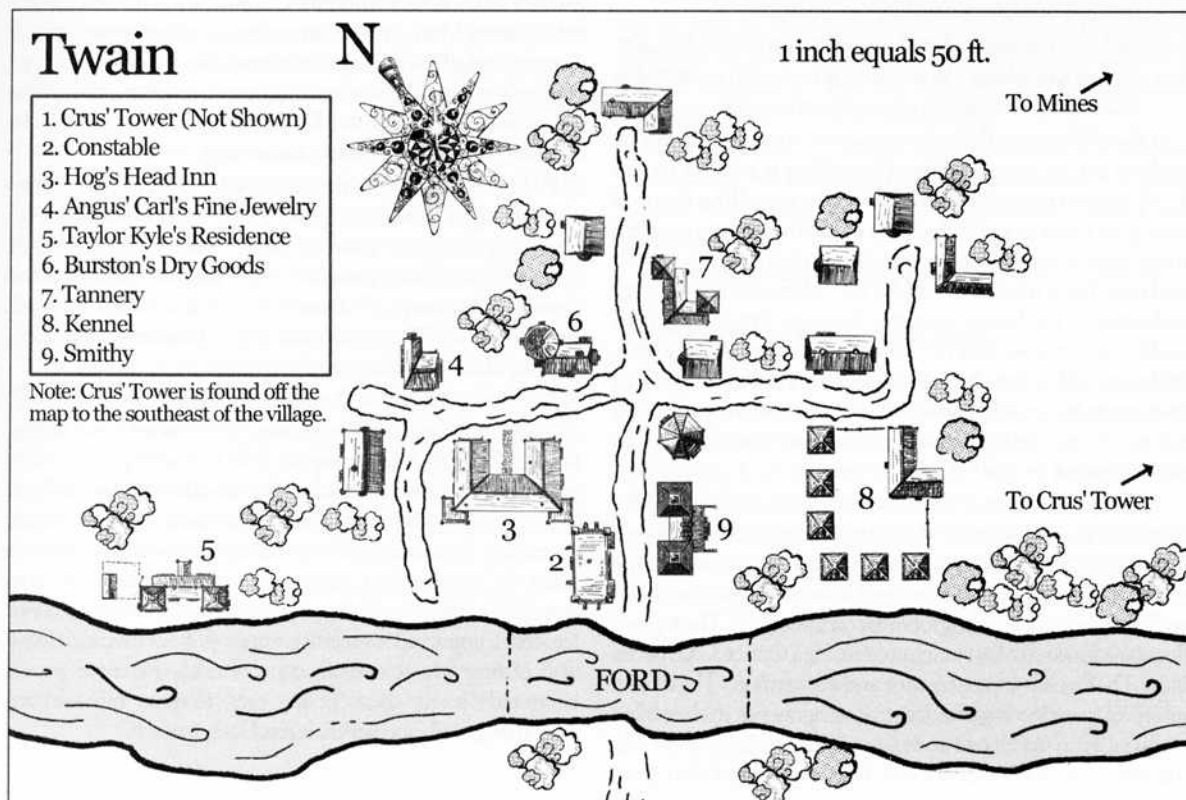
information about it. Finally, the ruined village is a few miles north of Twain, and the PCs will probably use Twain both as source of information about the ruins as well as a base of operations while exploring it.

## Major Locations and NPCs

### Crus' Tower

This six-story (four above ground, two below) tower is the home to Crus, a wizard devoted to research and learning. The tower itself predates Crus and the human settlements by several hundred years. When Crus arrived forty-five years ago, a vampire had taken up residence there. At that time, Crus was a member of The Silver Cross, an adventuring party hired by the locals to drive out the vampire. The Silver Cross slew the creature, and Crus claimed the tower for himself. He promptly retired from adventuring and settled into a life of scholarly research. He has dwelled by the river ever since, occasionally travelling abroad in search of rare books.

**Development:** Crus' primary interest is the Underdark. The Silver Cross made several forays into the world below, and the wizard was fascinated by this dark and terrible place. Furthermore, his tower possesses an entrance to the Underdark, and from time to time Crus travels there alone (albeit invisibly), though he has not done so in over a decade. No one in the valley, or for that matter within 1,000 miles, knows more about the Underdark than Crus.





That said, Crus is not about to divulge all he knows to any stranger that appears at his door. He is only interested in adventurers with some experience under their belt, and he is quick to ask them where they have been, what they done, and what quests they have completed. As well, the PCs must be polite and respectful—the first sign of impudence gains them a gruff dismissal. If word has reached him of any ignoble deeds they may have committed (he keeps in contact with Jeffar, Lord Kyle, and, when he can bare it, Elwynn), he flatly refuses to deal with them.

If the PCs do win his favor, Crus may grant them the following information:

- Larin Karr was a powerful wizard/rogue drow elf obsessed with treasure and highly paranoid. His tomb is rumored to possess a vast treasure trove equal to a great dragon's horde.
- The Birds of Prey mentioned that they had found what they believed to be the door to the tomb somewhere beneath the valley. They would say little else about their quest.
- He can draw a rudimentary map of the Underdark directly beneath the valley, though the layout of those tunnels and caves has changed some over the last ten years. (A copy of a rough sketch map of the Underdark can be found at the Necromancer Games web site: [www.necromancergames.com](http://www.necromancergames.com))
- He has heard of the Crushed Skull Orcs and that they are led by a powerful warrior.
- Lord Kyle has contacted Crus about the elves in the Forest of Nin, but thus far Crus has not become involved.
- He has met Sascha and advises to the PCs to avoid her. He does not trust her.
- He knows of Graylock and considers him a formidable foe.
- Make a Knowledge (local history) check with a reasonable DC for any other information about the valley.

If the PCs haul all the books out of Area B4, they may wish to sell or give them to Crus. Crus is willing to pay 3,000 gp for the books if the PCs insist on selling them. If they give them as a gift, then the wizard insists on repaying them with a *wand of locate object* (30 charges, 7th level), and they have made a friend for life. Henceforth, they are welcome in his home anytime; he casts any spell in his spellbook for free; and he seeks to aid them in any way, including allowing them to enter the Underdark via his basement, but excluding accompanying them on an actual adventure or casting *legend lore* (he has not the time to waste needed to cast it).

**The Tower's Layout:** The tower, 60 feet in diameter and 50-feet-high, is made entirely of mortared stone and capped by a crenellated parapet. A spiral stone staircase winds through the tower's center. His dining room and kitchen are on the first floor, and his bedroom and sitting room are on the second. The top two floors are devoted to his library, containing a total of 2,500 books in all. The first sub-level is his wine and storage room. The second sub-level is used to store his magical components: shelves filled with vial upon vial of odd and exotic fluids and ingredients line the walls. In the center of this floor is a locked iron grate

(Hardness 4; hp 20; Break DC 18; Open Lock DC 20). This leads to a set of stairs that descend 50 feet to a landing with an oak door. Crus keeps this door bolted, *arcane locked*, and *alarmed* at all times (Hardness 5; hp 30; Break DC 35), as it leads to Area 2 in the Underdark.

Should the PCs arrive at Crus' tower for the first time by way of his door to the Underdark, they have some quick explaining to do. He assumes they are residents of that evil place and prepares to deal with them accordingly. Assume they have two to three rounds to explain who they are and how they found his basement before he *summons* help and uses his wand.

**Crus, Male Human Wiz7/Lor4:** CR 11; SZ M; HD 11d4; hp 32; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+1 Dex, +3 cloak); Atk +6 melee (1d6+1, +1 *quarterstaff*) or +8 ranged (1d8+1, masterwork light crossbow with +1 bolts, crit 19-20); SA spells; SQ lore; AL CG; SV Fort +4, Ref +4, Will +12; Str 10, Dex 13, Con 11, Int 21, Wis 14, Cha 12.

**Skills:** Alchemy +18, Concentration +10, Decipher Script +13, Knowledge (arcana) +18, Knowledge (Underdark) +18, Scry +18, Spellcraft +18. **Feats:** Brew Potion, Craft Rod, Craft Wand, Extend Spell, Improved Initiative, Scribe Scroll.

**Loremaster Secrets:** the lore of true stamina, instant mastery (Decipher Script).

**Languages:** Common, Draconic, Drow, Dwarven, Elven, Undercommon.

**Arcane Spells Prepared** (4/6/5/5/4/3/1; base DC 15 + spell level): 0—detect magic, mending, open/close, read magic; 1st—change self, comprehend languages, identify, magic missile, protection from evil, unseen servant; 2nd—alarm (extended), detect thoughts, invisibility, locate object, whispering wind; 3rd—clairaudience/clairvoyance, dispel magic, fireball, stinking cloud, tongues; 4th—arcane eye, detect scrying, locate creature, scrying, summon monster IV; 5th—contact other planes, summon monster V, telekinesis; 6th—globe of invulnerability.

**Possessions:** *Cloak of protection* +3; +1 *quarterstaff*; masterwork light crossbow; 20 +1 bolts; *wand of fireballs* (7th level, 25 charges); *wand of magic missiles* (7th level, 20 charges); *headband of intellect* (+2); *potion of cure moderate wounds* (5th level, 3 doses); numerous scrolls of spells levels 1-4; 1,000 pp and spell book in *arcane locked*, *fire-trapped* chest in bedroom.

**Spellbook** (all those spells prepared plus the following): 0—all; 1st—burning hands, charm person, detect secret doors, feather fall, hold portal, magic weapon, shield, shocking grasp, sleep, spider climb, summon monster I; 2nd—alter self, arcane lock, bull's strength, continual flame, darkvision, knock, levitate, protection from arrows, see invisibility; 3rd—blink, explosive runes, fly, gaseous form, haste, major image, secret page, slow, suggestion, water breathing; 4th—confusion, dimension door, ice storm, improved invisibility, minor globe of invulnerability, wall of fire; 5th—cloudkill, cone of cold, dominate person, Leomund's secret chest, prying eyes, teleport; 6th—analyze dweomer, guards and wards, legend lore, mislead.

## Angus Carl's Fine Jewelry

This cheerful dwarf has run a jewelry shop in Twain for the last twenty years. He has an array of necklaces, bracelets, and rings for sale, though much of his business is done through merchants who travel to Twain to buy his goods then resell them in the large cities at exorbitant prices. Two of Angus' cousins arrive twice yearly to supply him with the raw gold, silver, and gems necessary to craft his jewelry. The cousins, Demitri and Kabus, stay for several weeks, and the dwarves have a merry time drinking and reminiscing.

Angus remembers well the diamond necklace he set for Winifred Baum. The diamond was large, of exceptional quality, and, he believed, magical.

**Angus Carl, Male Dwarf Exp7:** CR 6; SZM; HD 7d6+7, hp 30; Init +1 (Dex), Spd 20 ft.; AC 13 (+1 Dex, +2 leather); Atk +5 melee (1d6, light mace); SQ darkvision (60 ft.), dwarf traits; ALNG; SV Fort +3 (+5 vs. poisons), Ref +4, Will +5; Str 11, Dex 12, Con 13, Int 12, Wis 8, Cha 10.

*Skills:* Appraise +13, Craft (jewelry making) +17, Knowledge (gems) +11, Profession (merchant) +11. *Feats:* Lightning Reflexes, Skill Focus (Appraise), Skill Focus (Craft).

*Possessions:* Light mace, leather armor.

**Note:** Angus' particular stock of gems—and any accompanying protections—is left to the discretion of the DM based on his or her game world.

## Constable Duggin

At first sight, this wiry, middle-aged man does not appear to be someone capable of keeping the peace between the rough and tumble miners of the Thorfax Mines. He is, however, a seasoned veteran who was stationed for several years at the old keep outside of Pembrose. When the force there was disbanded, he took the job as constable in Twain and has remained here ever since. Duggin's primary focus is the Hog's Head Inn, where the miners and a few farmers congregate each evening. He is not afraid to use his club as a sap to quiet unruly guests there, and if the PCs find themselves in a brawl within Twain, Duggin arrives shortly to break it up by any means necessary.

**Constable Duggin, Male Human Ftr4:** CR 4; SZM; HD 4d10+4; hp 30; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+1 Dex, +3 studded leather); Atk +8 melee\* (1d6+5, club) or +9 melee (1d8+3, masterwork longsword, 19-20/x2) or +6 ranged (1d10, masterwork heavy crossbow, 19-20/x2, range 120 ft.); ALNG; SV Fort +5, Ref +2, Will +2; Str 16, Dex 13, Con 12, Int 10, Wis 9, Cha 12.

\*Duggin typically uses the club as a sap to deal subdual damage, for which he suffers a -4 penalty to his attack rolls (see **subdual damage** in the *PHB*).

*Skills:* Climb +10, Gather Information +3, Intimidate +4. *Feats:* Improved Initiative, Iron Will, Power Attack, Weapon Focus (club), Weapon Focus (longsword), Weapon Specialization (club).

*Possessions:* Masterwork longsword, club, studded leather armor, masterwork heavy crossbow, 20 bolts, *potion of cure light wounds* (1 dose, 5th level).

## The Hog's Head Inn

The Hog's Head serves as the main gathering place for the miners and is the town's only inn. Rooms (located upstairs) are 5 sp per person per night, or 3 gp per week. The proprietors, Felix Wurst and his wife Penelope, serve meals each day at 11:00 a.m. and 4:00 p.m., the price for which is 2 sp. Jugs of ale and carafes of Pembrose Red are available from 10:00 a.m. to 12:00 p.m. PCs looking for a fight can find it here, though a "round for the house" can win the party many friends (for one night, anyway).

## Taylor Kyle

Lord Kyle's younger brother oversees the village and, more importantly, the mines. He lives in a six-room, two-story home just north of the village with his servant Otto and his cook Marissa. Taylor collects taxes from the locals and is responsible for the sale of the mine's ore. Typically, the iron ore is shipped via riverboat to the nearest city, but some of it is sold locally.

Taylor has little interest in or need for the PCs. He does not concern himself with much beyond Twain and the mine. If approached, he is willing to chat, but not for long—he is a busy man who considers adventuring an unsavory profession.

**Taylor Kyle, Male Human Ari3:** CR 2; SZM; HD 3d6; hp 12; Init +1 (Dex); Spd 30 ft.; AC 12 (+1 Dex, *ring of protection* +1); Atk +3 melee (1d4, masterwork dagger, 19-20/x2); ALNG; SV Fort +1, Ref +2, Will +4; Str 10, Dex 12, Con 10, Int 13, Wis 12, Cha 10.

*Skills:* Appraise +7, Bluff +6, Diplomacy +6, Gather Information +6, Handle Animal +5, Intimidate +8, Sense Motive +9. *Feats:* Skill Focus (Intimidate), Skill Focus (Sense Motive).

*Possessions:* Masterwork dagger, *ring of protection* +1.

## Other Notable Locations

**Burston's Dry Goods** sells food and some travelling supplies at reasonable prices. **Micky Coops** runs a **tannery** that sells leather or studded leather armor as well as boots and gloves. **Tom Bobswood**, a half-elf, runs a small **kenel** out of his backyard, where hunting or guard dogs may be purchased and occasionally (25%) a riding horse. Finally, **Rodin**, a rotund dwarf, maintains a **smithy** in town and can repair damaged armor.



# Area C: The Hobgoblin Keep

## Background

For years, this small keep—built and paid for by the Kyle family—served as a home base for a garrison of men-at-arms. These soldiers patrolled the valley and gradually rid the hills and forest of the various goblinoids who were both dense and inhospitable when the first human settlements arrived. Eventually, the number of orcs, goblins, hobgoblins, and bugbears had dwindled sufficiently that the Kyle family no longer felt it necessary to support this expensive peacekeeping force, and the garrison was disbanded.

The keep remained empty for years, until recently when a group of hobgoblins moved in, led by Thugler, a barbarian, and Uela, his sorcerer wife. The hobgoblins are quite aware of their proximity to Pembrose and have thus far maintained a low profile. Thugler and Uela are scheming to band together with a clan of orcs in the Underdark (the Crushed Skull Orcs) and sack Pembrose. Orcs are notoriously difficult to negotiate with, and the Crushed Skull's leader, Kersux, is no exception. So far, the hobgoblins have been unsuccessful in arriving at mutually agreeable terms for the splitting of the inevitable plunder. The hobgoblins, however, will soon cave, as their reasons for raiding Pembrose have more to do with retribution (their tribe was one of those hunted by the garrison) than profit.

After Kyle's men were scared off, the hobgoblins went on the alert. First, they dug a pit trap around the front portion of the keep. Next, they secured some flammable oil for the murder holes and made sure the towers were always manned.

## DM Notes

Assaulting this keep is where the adventure will likely start. Once cleared of hobgoblins, Lord Kyle takes it over, employing local men to clean and repair the place. This task takes about a month and includes plugging the well if the PCs have learned that it leads to the Underdark. Note that even if the PCs destroy Vordek, he returns eventually. Thus, the workers are likely to encounter him and be spooked away from working at least once, which might require the PCs being hired all over again to destroy Vordek. Once he was been destroyed a second time, Kyle orders Areas C18 and C19 sealed off.

It is Kyle's hope to man the keep once again with a small force. This takes several months to accomplish. He eventually approaches the PCs with the proposition of them becoming stewards of the place, over-seeing the men and the day-to-day operations. This is not really an adventuring job; the PCs are expected to spend most of their time in or around the keep, so it is unlikely they will want the job. It is also possible that, once they have found Larin Karr's treasure, they could buy the keep from Kyle.

## Upper Level Key

### Hobgoblin Tactics

Thugler and Uela keep their troops on alert. They have also prepared a number of strategies should intruders be spotted.

**Approaching the Keep:** The keep is located in a clearing 150 yards wide. If the PCs take care, they should be able to approach to the edge of the trees without being spotted. Getting closer, however, is difficult, and without magic or stealth the hobgoblins are likely to spot the party. Should the PCs be noticed, the guards give a special bird call that alerts the other guards in the towers as well as the guards in Areas C2a and C2b and any of the courtyard's occupants. Each guard has a different call, so the hobgoblins know from which direction the intruders are approaching.

Once the alarm has been sounded, the hobgoblins take up their positions. Two guards run to the north, south, east, and west walls, where they wait on the parapets with javelins. The six remaining hobgoblins, along with Thugler and Quarant (see Area C10, below), wait in the courtyard to hold the front gate. One guard from Areas C2a or C2b lights the carts, while two more run to Area C4 to ready the oil and the flaming javelins. All this takes 20 rounds from the time the first warning call is given. Uela and her weasels and guards arrive 20 rounds later.

The hobgoblins' goal is to do as much damage with missile weapons as possible. If it is determined that the assault is only coming from one side, then the guards from the sides not being attacked run to join the battle of the side that is being attacked. The guards in the towers stay put, however, until the keep has actually been breached, at which time they run to join the melee.

If the PCs do penetrate the keep without being spotted, they will have a much easier time of it. Except where noted, combat within the upper level of the keep has a 50% chance per round of attracting any hobgoblins within 100 feet, minus 5% for each wall through which the sound of combat must travel. Alerted hobgoblins arrive in 2d6 rounds, not certain if what they are hearing is intruders being fended off or simply another brawl between hobgoblins.

**If the Pit Trap is Sprung:** First, make a Spot check for the hobgoblins in the towers and/or Areas C2a and C2b (if the trap was sprung on the southern side) to determine if they know whether intruders fell into the pit or possibly just a wild animal. If the hobgoblins are uncertain of the pit's contents, two guards from Area C2a go out to investigate, watched closely by the guards in Area C2b and the guards in towers C12c and C12d.

If the keep is already on alert and the trap is sprung in the course of an assault, the hobgoblins do nothing that they would not already be doing.

## C1: The Pit Trap (EL1)

This 10-foot wide, 10-foot deep pit stretches in a "U" around the front of the keep. It is covered in tarps and hides that are themselves covered in a loose coating of dirt. If the pit trap is sprung, hobgoblins in the towers and the guardrooms immediately alert the rest of the hobgoblins (see Hobgoblin Tactics, above).

**Spiked Pit Trap:** CR 2; no attack roll necessary (1d6 points of falling damage), and +10 melee (1d3 spikes for 1d4+4 points of damage per successful hit); Reflex save (DC 20) avoids; Search (DC 12); Spot (DC 25); Disable Device (DC 20).

## C2a and 2b: Guard Room (EL4)

The rooms are essentially bare. Area C2a contains a bucket of water and a ladle; Area C2b has a pile of trash in the southwest corner. Two hobgoblins are always on guard in each of these adjacent rooms.

**Tactics:** If intruders are spotted, one guard from each room runs to the roof to ready the oil, while the other two remain below with heavy crossbows. If the PCs are engaged outside the keep, the hobgoblins remaining in the rooms alternate firing, so that while one shoots, the other reloads. Meanwhile, if the PCs do not attempt to rush the front gate, the hobgoblins on the parapet by the murder holes launch javelins and taunt the PCs in a broken but nonetheless profanity-laced Common.

**Hobgoblins (4):** CR 1/2; SZ M (Goblinoid); HD 1d8+1; hp 5 each; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +1 melee (1d8, longsword,

## Dungeon Features

The keep is one story, with 10-foot high stone walls that are for the most part intact. A crenellated parapet, accessible from Areas C2a and C2b as well as all four towers, rings the keep. All doors are unlocked and made of thick oak (Hardness 5, hp 20).

19-20/x2) or +2 ranged (1d10, heavy crossbow, 19-20/x2, range 120 ft.) or +2 ranged (1d6, javelin); SQ darkvision (60 ft.); AL LE; SV Fort +3, Ref +1, Will +1; Str 11, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

**Skills:** Hide +1, Listen +3, Move Silently +3, Spot +3. **Feat:** Alertness.

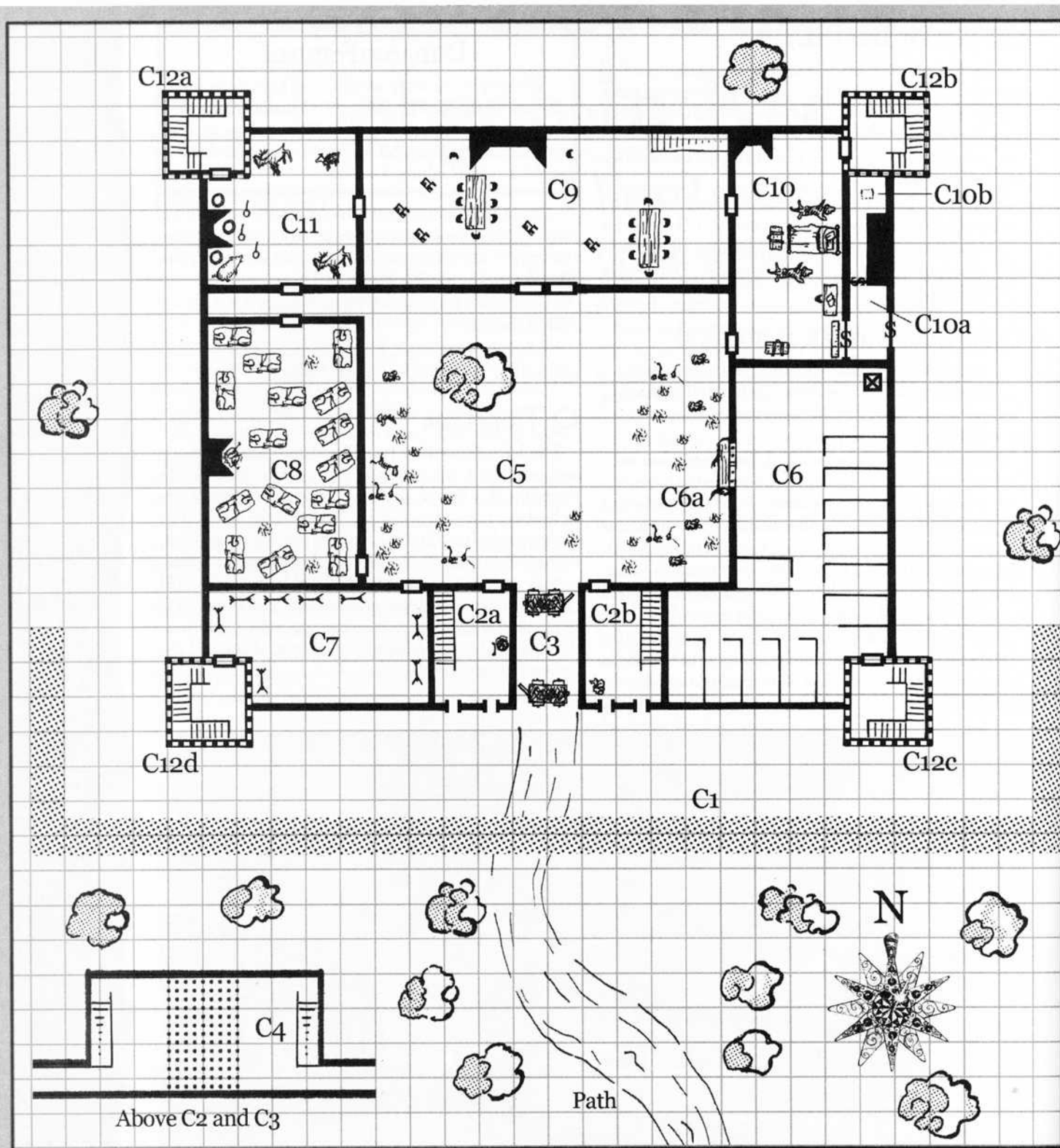
**Possessions:** Longsword, heavy crossbow, 15 bolts, studded leather, large wooden shield, 2-8 gp.

## C3: Front Gate

The hobgoblins filled two dilapidated carts with twigs and oil-soaked rags and positioned them to block the entrance. If a frontal assault is anticipated, one of the hobgoblins from Areas C2a or C2b lights the carts with a hurled torch. Once lit, the carts burn fiercely for one hour, doing 2d6 fire damage to anyone who attempts to climb over or under them. A successful Tumble check (DC 15) clears one cart safely, but positions the unfortunate PC between the burning carts, where he suffers 1d6 heat damage and is vulnerable to the oil from above and the arrows from either side.












-   
Door
-   
Slit
-   
Secret Door
-   
Murder Holes
-   
Secret Floor Panel
-   
Rampart
-   
Stairs Up
-   
Stairs Down
-   
Fireplace
-   
Pit Trap
-   
Trees
-   
Cart
-   
Table and Chairs
-   
Rag Bed
-   
Carcass
-   
Rampart

# Area C (part 1): Hobgoblin Keep

1 Square equals 10 ft.

-   
Invisible Chest
-   
Pots & Pans
-   
Chest
-   
Room Furnishings
-   
Shelf

## C4: Roof and Murder Holes

If the hobgoblins have been alerted, any intruder passing through the front gate is doused with oil through the murder holes. A successful Reflex save (DC 20) avoids the oil. The hobgoblins keep two gallons of highly flammable oil in metal pails on the roof, as well as six javelins, the ends of which have been wrapped in an oil-soaked cloth. If intruders are doused but the carts are for some reason unlit or have been otherwise removed, the hobgoblins attempt to hit any oiled PC with a lit javelin. Because of the heavy rags, the hobgoblins suffer a -1 circumstance penalty on their attack roll; however, they need only score a ranged touch attack to light the PC successfully (of course, if they score a genuine hit, then the javelin does its damage as well). A burning PC should be treated as though affected by a *heat metal* spell, except that the fire lasts 3d10 rounds and does 2d4 fire damage for all but the first two and last two rounds. A burning PC's only hope is either to disrobe (see the *PHB*) or smother the flames with heavy blankets or something similar, which takes 2d4 rounds. Once the fire is out, the armor or clothing must make a successful save (d20 plus the armor's deflection bonus) against a DC equal to the damage done to the PC to be considered useful.

**Note:** If a PC is stuck between the burning carts and hit with oil, he catches on fire immediately and receives an extra 1d6 points of heat damage every round he remains between the carts.

## C5: Courtyard

Because the hobgoblins prefer to spend as little time in daylight as possible, the courtyard is empty during the day. At night, there is a 50% chance that 1-3 hobgoblins from Area C8 are lounging about here. Other than this, the courtyard is unremarkable. The hobgoblins dump much of their refuse here, so piles of bones, broken armor pieces, waste, fur, and so on are scattered about. The tree in the northwest stands twenty feet tall and can be easily climbed (DC 5).

## C6: Stable (EL 5)

The hobgoblins would only eat horses if they had any, so this large room is unused by the keep's new occupants. Two weeks ago, however, a **monstrous gelatinous cube** inched its way up from the Underdark and engulfed one of Uela's dire weasels. The hobgoblins trapped the cube in the stable, where it remains. The double doors marked C6a, which open out into the courtyard, have been barricaded with the thick trunk of a fallen tree and are spiked at the top and bottom (Break DC 25 from within the stable).

The stable is quite dark, and the PCs must make a successful Spot check (DC 20) to notice the cube sliding toward them.

**Monstrous Gelatinous Cube:** CR 5; SZ H Ooze; HD 8d10+52; hp 90; Init -5; Spd 15 ft.; AC 3 (-2 size, -5 Dex); Atk +5 melee (2d6+5, slam plus 1d6 acid); Face/Reach 10 ft. by 10 ft./10 ft.; SA engulf (grapple bonus +15), paralysis (3d6 rounds, Fort DC 18 negates), acid; SQ blindsight (60 ft.), transparent, electricity immunity, ooze; AL N; SV

Fort +7, Ref -4, Will -4; Str 12, Dex 1, Con 19, Int —, Wis 1, Cha 1.

**Treasure:** The gelatinous cube's body holds the following undigested items: 13 cp, 2 sp, 14 gp, and a garnet worth 150 gp. There is also a secret trap door (Search DC 15) in the floor at the spot marked "X." This leads to a 2-foot deep, 3-foot square depression that holds a bone scroll case containing a divine *scroll of hold animal* cast at 6th level.

## C7: Armory (EL 2)

Rows of empty racks line the north, east, and west walls of this room. Nothing of value or interest is in the armory. Four hobgoblins are shirking here, hoping to avoid the mundane tasks Thugler and Uela require of them from time to time.

**Tactics:** If attacked, the hobgoblins defend themselves as best they can (see Hobgoblin Tactics, above, for more details).

**Hobgoblins (4):** CR 1/2; SZ M (Goblinoid); HD 1d8+1; hp 5 each; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, +3 studded leather, +2 shield); Atk +1 melee (1d8, longsword, 19-20/x2) or +2 ranged (1d8, javelin,); SQ darkvision (60 ft.); AL LE; SV Fort +3, Ref +1, Will +1; Str 11, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

**Skills:** Hide +1, Listen +3, Move Silently +3, Spot +3.  
**Feat:** Alertness.

**Possessions:** Longsword, 2 javelins, studded leather, large wooden shield, 2d4 gp.

## C8: Barracks (EL 6)

Once used to house the garrison, the barracks now serve as the living quarters for most of the hobgoblins. Unless alerted (see Hobgoblin Tactics, above), 8 **hobgoblins** lie about here on old mattresses or animal furs, sleeping, relaxing, and arguing. The room contains sixteen "beds"—be they mattresses or otherwise—and scattered debris (broken bottles, twigs, dung, and the like). The fireplace is particularly filthy; one hobgoblin started throwing his bones there after a meal, and the rest just followed suit.

Should the PCs make it here without the alarm being sounded, the hobgoblins leap to attack, although 1-3 of them take 1d4 rounds to pull themselves out of sleep and find their weapons and shields. If possible, one hobgoblin runs to get reinforcements from Area A9.

**Hobgoblins (8):** hp 5 each; see Area C7, above.

**Treasure:** There is a loose brick in the floor of the fireplace beneath the rancid pile of trash therein (Search DC 25). The hole left by removing the brick is empty, but a secret compartment on one side (Search DC 20) contains a 2-karat diamond ring in a gold setting (400 gp value) that glows faintly of magic if detected for. The ring once belonged to a soldier who had hoped to use it to woo a young woman with whom he had become smitten. Tinker sold it to the soldier, explaining that the ring had magical properties that would make the wearer unable to resist the person who gave it. This did not turn out to be true; the ring is merely enchanted with a *permanent Nystul's magic aura*.

## C9: Main Hall (EL 4)

The former occupants of the keep left behind two 12-foot long tables and thirty-four wooden chairs. Thus far, the hobgoblins have only burned twelve of the chairs and have left the tables intact though noticeably scarred from their daggers, which they prefer to plunge into the tabletop as a way of staking their "claim" when sitting down to eat. Presently, 6 hobgoblins are here engaged in a game of dice.

**Tactics:** The hobgoblins attack immediately if anyone other than a hobgoblin enters the hall. If combat lasts more than two rounds, Thugler and Quarant emerge from Area C10 and join the fray.

The stairs in the northeast are 10 feet wide and descend to Area C13 below.

**Hobgoblins (6):** hp 5 each; see Area C7, above.

**Treasure:** The winnings from the game of dice total 38 cp, 56 sp, and 22 gp.

## C10: Thugler's Quarters (EL 6)

**Thugler**, the hobgoblins' barbarian leader, has taken this large chamber for himself. It contains an intact four-poster bed piled with furs and blankets, two trunks, a desk, and a chair. Thugler is completely illiterate and has no use for a desk, but the furniture makes him feel important, so he leaves it there.

At the moment, Thugler is entertaining an emissary from the Crushed Skull Orcs. **Quarant**, a half-orc priest of Orcus, is sharing a jug of bitter orc brew with Thugler while the two "discuss" the sacking of Pembrose. If he survives the PCs' attack on the keep, Quarant returns to the Underdark with a message from Uela (see below). Quarant loves a good fight and wants to show Thugler that orcs are just as capable warriors as hobgoblins, so he is quick to join any fray. If possible, the priest casts *bull's strength*, *magic vestment*, and *magic weapon* on himself before entering combat.

**Thugler, Male Hobgoblin Bbn5:** CR 5; SZ M (Goblinoid); HD 5d12+5; hp 40 (50)\*; Init +1 (Dex); Spd 40 ft.; AC 17 (15)\* (+1 Dex, +4 chain shirt, +2 shield); Atk +10 (+12)\* melee (2d4+5 [+8]\*, +1 falchion, 18-20/x2); SA rage (2/day); SQ darkvision (60 ft.), fast movement, uncanny dodge; AL CE; SV Fort +5 (+7)\*; Ref +2, Will +0; Str 16 (20)\*, Dex 13, Con 12 (16)\*, Int 10, Wis 8, Cha 9.

**Skills:** Climb +11, Hide +2, Intimidate +8, Jump +11, Listen +3, Move Silently +6, Spot +3. **Feats:** Alertness, Weapon Focus (falchion).

**Possessions:** +1 falchion, chain shirt, large wooden shield, *potion of cure moderate wounds* (3rd level, 1 dose), iron key (to chest in Area C10b.), map to Underdark showing route from Area 12 to Area 5 in the Underdark.

\*Stats in parenthesis are for when Thugler rages.

**Quarant, Male Half-Orc Clr3 (Orcus):** CR 3; SZ M; HD 3d8+3; hp 18; Init +0; Spd 20 ft.; AC 18 (+6 splint mail, +2 shield); Atk +4 melee (1d6+2, halfspear, crit x3); SA spells, smite good; SQ darkvision (60 ft.), orc blood; SV Fort +4, Ref +1, Will +5; Str 14, Dex 10, Con 12, Int 10, Wis 14, Cha 11.

**Skills:** Concentration +8, Diplomacy +7. **Feats:** Brew Potion, Scribe Scroll.

**Unholy Spells Prepared (5/3/2;** base DC 12 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic; 1st—cause fear, cure light wounds, doom; 2nd—cure moderate wounds, inflict moderate wounds.

**Domain Spells (Destruction/Evil):** 1st—protection from good; 2nd—desecrate.

**Special Domain Abilities:** A priest of Orcus casts evil spells at +1 caster level. They may also use a smite attack once per day (see below).

**SA—Smite Good (Su):** Once per day, a priest of Orcus may make a single melee attack with a +4 attack bonus and a +3 damage bonus.

**Possessions:** Halfspear, splint mail, large wooden shield, holy symbol, *potion of bull's strength* (3rd level, 1 dose), *potion of cure light wounds* (3rd level, 1 dose), sack with one week's rations, belt pouch containing 22 gp.

The secret door leading to Area C10a is located behind an old bookshelf (Search DC 20) and can be opened by releasing a catch on the topmost shelf. Within Area C10a are two more secret doors. If the eastern door is found (Search DC 20), it pivots out by pushing on its southern half. This door is one-way (out). The northern door is harder to find (DC 25), in part because it is so small—a mere 4 feet wide and 3 feet high. It leads to a low, narrow passage of like dimensions that must be crawled through by Medium-sized PCs, but may be traversed normally by Small PCs. The passage opens into a small, square chamber that appears to be empty.

**Treasure:** This area is not, in fact, empty. An *invisible* steel chest *levitates* 8 feet in the air in the center of the room. The chest is locked (see below), though Thugler has the key. The chest can be commanded to lower by uttering the word *thraxon* and then made to rise again with the word *Bainriff*. Besides wrangling this information out of Thugler or Uela (a highly unlikely scenario, to be sure), only a *legend lore* spell reveals the command words. Otherwise, a *dispel magic* against DC 26 (once for the *permanent invisibility*, and once for the *permanent levitate*) or a successful Strength check (DC 30) brings the chest down to the ground. If the PCs lower the chest using brute force, they must maintain their hold on the chest, requiring another Strength check (DC 20—the players have better leverage once it is on the ground) every other round.

**Invisible Steel Chest:** Hardness 10; hp 20; Open Lock DC 25 if the chest has been made visible. If the chest is *invisible*, the lock must first be found (Search DC 12) before it can be picked (Open Lock DC 30). This item is unique and potentially valuable. A merchant or wizard might pay between 600 and 1,000 gp for it, assuming he or she is willing to put in the work necessary to learn the command words, without which it is worth only half as much.

The chest's contents are visible once it is open and consist of the following: 1,250 sp, 750 gp, 50 pp, a gold scepter worth 450 gp, and a *wand of endurance* (18 charges, 7th level). There is also a secret compartment (Search DC 30 if *invisible*, DC 20 if visible) in the chest's lid. This small compartment contains a *pink and green ioun stone* (Cha-



risma). Thugler and Uela are unaware of the secret compartment and its contents.

## C11: Kitchen (EL1)

Four kobold slaves prepare the hobgoblins' food here. The kitchen contains three large iron pots, three skillets, the carcasses of two deer, a pig, and a sheep, and several cleavers that the kobolds employ as weapons if necessary. If confronted, these abused creatures must make a Will save (DC15) or cower and beg for leniency. Otherwise, they pick up the cleavers and defend themselves as best they can.

**Kobold Slaves (4):** CR 1/4; SZ S (Reptilian); HD 1/2 d8; hp 2 each; Init +1 (Dex); Spd 30 ft.; AC 12 (+1 size, +1 Dex); Atk -1 melee (1d6-2, cleaver, crit x3); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +0, Ref +1, Will +2; Str 6, Dex 13, Con 11, Int 10, Wis 10, Cha 10.

**Skills:** Hide +8, Listen +2, Move Silently +4, Search +2, Spot +2. **Feat:** Alertness.

**Development:** If set free, these wretches scuttle away into the woods, glad for their freedom.

## C12a-C12d: Guard Towers (EL1/2)

Stone steps wind along the inner wall from the ground level, past the parapet, and up to a trapdoor in the roof. The towers are 14 feet tall and ringed with crenellations. One hobgoblin armed with eight javelins is always on guard in each tower. (**Note:** at the moment, the hobgoblins access tower C12c by way of the parapet only, due to the gelatinous cube in the stables.)

**Hobgoblin:** hp 5 each, see Area C7, above.

## Lower Level Key

### C13: Stairwell and Landing

The stairs descend to a simple stone passage with three doors, only one of which, the northern, is closed. The sounds of digging can be heard coming from Area C14.

### C14: Storeroom, Unfinished Tunnel, and Well to the Underdark (EL6)

This large chamber once served as the keep's storeroom, and evidence of this still exists in the form of empty shelves on the north and south walls, and piles of empty, broken crates in the northwest. The door on the east is made of solid iron and is securely locked.

**Iron Door:** Hardness 10; hp 60; Break DC 35, Open Lock DC 28.

### Dungeon Features

The walls and floors of the dungeon are made of cut stone, and the ceilings are 10 feet high. All rooms and corridors are unlit, though there are numerous empty sconces. Except where noted, the doors are wooden and unlocked.

In the southwest, oddly, is a 4-foot high stone well with a rolled up rope ladder piled beside it. The builders of the keep stumbled upon an underground stream (Area C23) when constructing the dungeon and decided to take advantage of this by placing a well here. The stream actually leads to the Underdark, and the hobgoblins use the well as a handy access for their occasional forays into the world below.

At the moment, **Uela**, a female goblin sorcerer, her 2 **attendant hobgoblins**, and 2 **pet dire weasels** are overseeing the construction of a tunnel into Area C15 by two captive dwarven brothers, **Korbin and Torbin**. Uela believes that the iron door, which—try as the mighty Thugler may—the hobgoblins have been unable to breach, leads to something valuable. The dwarves are chained together at the ankles and dig with picks and shovels.

**Uela, Female Goblin Sor5:** CR 5; SZ M; HD 5d4; hp 14; Init +1 (Dex); Spd 30 ft.; AC 12 (+1 size, +1 Dex); Atk +2 (1d4+1, masterwork dagger, 19-20/x2); SA spells; SQ darkvision (60 ft.); AL NE; SV Fort +1, Ref +2, Will +5; Str 8, Dex 13, Con 10, Int 12, Wis 12, Cha 15.

**Skills:** Concentration +8, Knowledge (Underdark) +9, Listen +3, Spot +3. **Feats:** Alertness, Scribe Scroll.

**Arcane Spells Known** (cast per day: 6/7/5; base DC 12 + spell level): 0—daze, detect magic, flare, open/close, read magic, resistance; 1st—burning hands, magic missile, ray of enfeeblement, shocking grasp; 2nd—bull's strength, protection from arrows.

**Possessions:** Masterwork dagger, *potion of cure moderate wounds* (5th level, 2 doses), *arcane scroll of magic missile* (x2) and *burning hands* (both at 5th level), gold necklace worth 650 gp, pouch with 150 gp, and key ring with the keys to Area C17.

**Hobgoblins (2):** hp 5 each; see Area C7, above.

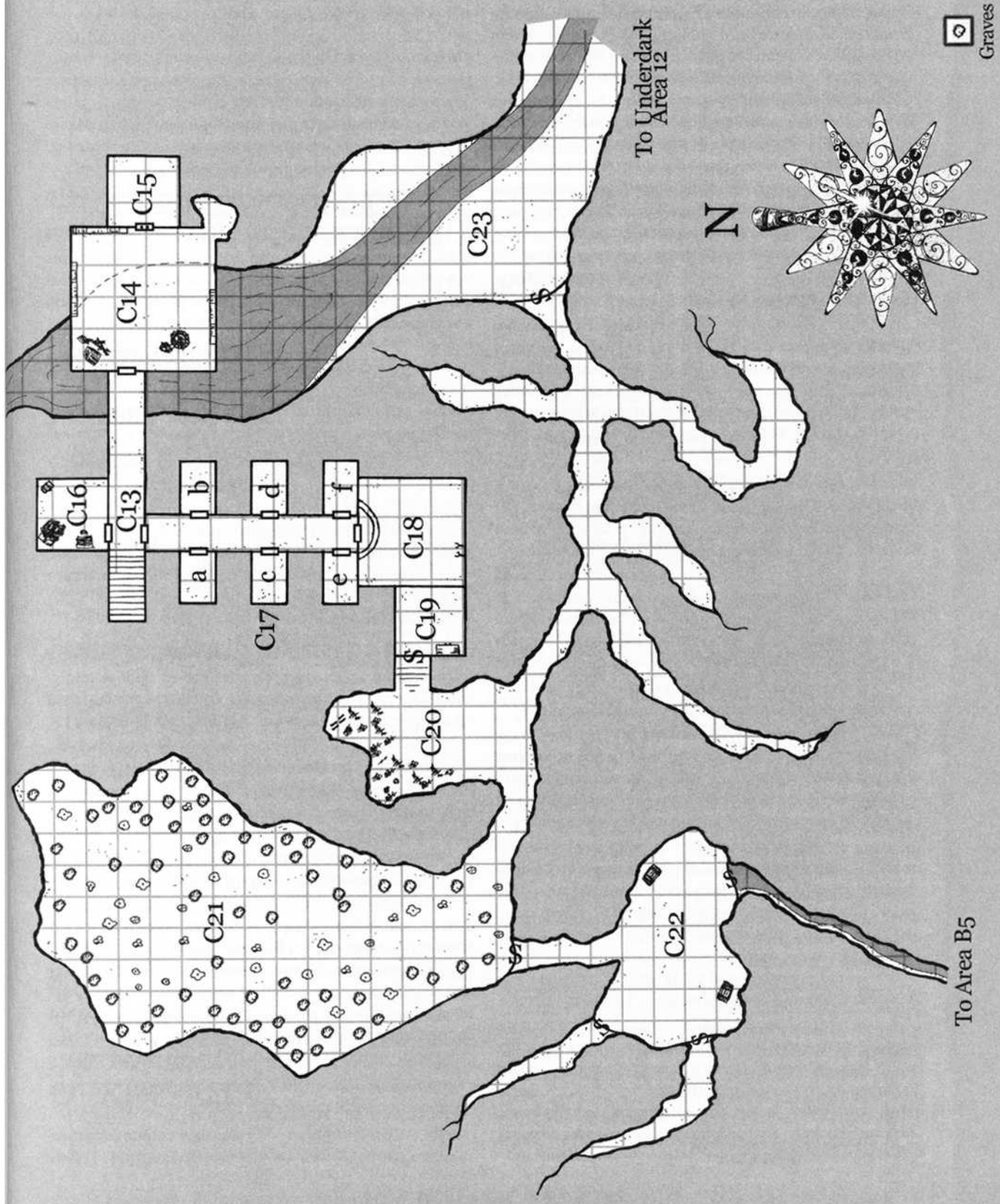
**Dire Weasels (2):** CR 2; SZ M Animal; HD 3d8; hp 14, 16; Init +4 (Dex); Spd 40 ft.; AC 16 (+4 Dex, +2 natural); Atk +6 melee (1d6+3, bite); SA attach, blood drain; SQ scent; AL N; SV Fort +3, Ref +7, Will +4; Str 14, Dex 19, Con 10, Int 2, Wis 12, Cha 11.

**Skills:** Hide +9, Move Silently +10, Spot +5. **Feat:** Weapon Finesse (bite).

**Tactics:** If the PCs descend the staircase baring a light source, Uela, who sits on an overturned bucket against the iron door eating some chicken, becomes suspicious. She wakes her sleeping dire weasels and tells the hobgoblins to be on the ready. If, on the other hand, the PCs approach the room in darkness and in relative quiet (the digging masks most sounds, incurring a -5 circumstance penalty to the hobgoblins' Listen checks), they might surprise the occupants. In any case, as soon as they are spotted, Uela commands the hobgoblins and weasels to attack as she begins casting spells. If she has time, and she believes foes are approaching, Uela casts, in the following order, *protection from arrows* on herself, and then *bull's strength*, on each hobgoblin. Once combat begins, Uela casts her offensive 1st-level spells. The weasels love Uela and fight to the death to protect her.

Although Torbin and Korbin are desperate to escape, they fear Uela and Thugler and do not aid the PCs unless it appears Uela and her cohorts will lose. Once they are

-  Door
-  Iron Door
-  Secret Door
-  Stairs Up
-  Stairs Down
-  Stalactite
-  Stalagmite
-  Steps
-  Desk
-  Chest
-  Well and Rope Ladder
-  Shelf
-  Shackles
-  Cabinet
-  Bones



1 Square equals 10 ft.

# Area C (part 2): Hobgoblin Dungeon



confident of the outcome, however, they grab their picks and join fray.

**Torbin and Korbin, Male Dwarven Exp6:** CR 3; SZ M; HD 6d6+6; hp 26, 24 (currently, 12 each); Init -1 (in chains); Spd 20 ft. (10 ft. in chains); AC 9 (in chains); Atk +5 melee (1d6+1, heavy pick, crit x4); SQ darkvision (60 ft.); AL CG; SV Fort +3 (+5 vs. poison), Ref +2 (+1 in chains), Will +5 (+7 vs. spells); Str 12, Dex 10 (8 in chains), Con 12, Int 14, Wis 12, Cha 9.

**Skills:** Appraise +12, Craft (weaponsmith) +14, Profession (retailer) +12. **Feats:** Skill Focus (Appraise), Skill Focus (Craft [weaponsmith]), Skill Focus (Profession [retailer]).

**Possessions:** Heavy pick, shovel. The rest of their belongings are in Area C16.

**Development:** Torbin and Korbin were captured by the hobgoblins while on their way to Pembrose to set up a weaponsmith shop. If the PCs free them, the brothers—who set up shop a month after their rescue—reward the PCs with two *masterwork* weapons of any kind the PCs desire. In addition, they grant the PCs a lifetime 25% discount at Two Dwarves Fine Weapons.

If Uela, her weasels, and the hobgoblins are forced to join in the keep's defense, Torbin and Korbin are locked in Areas C17a and 17b respectively.

## C15: Empty Treasure Room

Uela was correct to assume that the iron doors were meant to protect something valuable. Unfortunately, the keep's treasure room was cleared out when the garrison vacated—the door was merely left locked. If the PCs are

determined, as Uela was, to gain entrance to this room and cannot open the iron door, the tunnel started by the dwarves can be completed using the picks and shovels after eight man-hours of work.

## C16: Uela's Chamber

This room used to house the dungeon's guard; currently, Uela uses it as her bedchamber (she and Thugler are on the outs). An old mattress covered in animal furs and blankets occupies the northwest corner, and a table and chair are against the west wall. An old, unlocked chest in the northeast contains the dwarven brothers' belongings: clothes, boots, weaponsmith tools, and a locked iron strongbox (Hardness 5; hp 20; Open Lock DC 25) containing 45 pp. The key to the strongbox is in a secret compartment (Search DC 20) in the chest's bottom. Uela knows about the key and the platinum, but has left them both alone for the meantime. If the PCs free the dwarves but refuse to return their treasure, the dwarves, though grateful for their escape, nonetheless report what they consider to be thievery to Constable Wershaw, who demands the PCs return the platinum to the brothers. Failure to do so results in the PCs' arrest and confinement for two weeks as well as banishment from the village.

On the writing table, in a bone scroll case, is a letter from Uela to Kersux. Written in Goblin, it reads as follows:

*Kersux:*

*We have been discovered. If we are to crush the humans, we must do it soon. The Crushed Skull Orcs are mighty, and the humans are no match for what you face every day in the*



## AREA C: THE HOBGOBLIN KEEP

*Underdark. We are willing to split the plunder seven gold for you, three for us. Do you accept? Please decide soon.*

Uela.

### C17a-17f: Dungeon Cells (EL 5)

The doors to cells A, B, C, and F are still intact and can be locked securely with the keys from Uela's key ring (Hardness 5; hp 20; Break DC 23; Open Lock DC 25). These doors also have small slots at their bottoms through which food and water can be slid. Cells A and B might contain the captive dwarves (see Area C14), otherwise A, B, C, E, and F are empty.

Cell D contains 3 dire weasels that attack anyone other than a hobgoblin who passes by.

**Dire Weasels (3):** hp 14 each; see Area C14, above.

### C18: Torture Chamber

Little remains of the keep's torture devices. The rack was long dismantled, as was the iron maiden; only a pair of rusting chains and manacles still hangs from the southern wall. The hobgoblins are superstitious and avoid this room, believing it to have been the site of many of their ancestors' demise.

The secret door can be found with a successful Search check (DC 20) but can only be opened by pressing a small button on the bottom step (Search DC 25).

### C19: Vordek's Room

Not all the members of the garrison were good. Vordek, a human rogue who was given the job of "information acquisition," applied himself to his work with an unhealthy zeal. This secret room contains a small locked cabinet (Open Lock DC 20) with six large glass jars. Each jar holds a fully preserved head of a goblinoid (three goblins, two hobgoblins, one bugbear) floating eerily in a green liquid. The cabinet also contains a small locked strongbox (Hardness 10; hp 10; Open Lock DC 20) with some of Vordek's "tools": scalpels, razors, pincers, and other strange, cruel, and vaguely medical looking instruments.

The secret door in the west can be found with a successful Search check (DC 25). It opens by pushing outward and reveals a short set of stairs descending to Area C20.

### C20: Cave of Bones

Piled along the north and west walls are hundreds of humanoid bones. Most are from goblinoids, but a few are from humans as well. The bones are stacked neatly and grouped by body part—ribs, skulls, shins, hands, and so on. Searching the bones reveals nothing but bones; however, if the bones are disturbed in anyway, Vordek's ghost comes sailing in from Area C21, wailing, "Who's touching my bones?" and attacks.

### C21: Secret Graveyard (EL 6)

Vordek buried his victims here—sixty-five in all—and he is doomed to watch over their remains in his ghostly afterlife. The floor of the cave is of soft earth, with sixty-five small mounds demarcating the graves. Vordek, who has come to view this cave as a holy place that should remain undisturbed for eternity, immediately attacks anyone entering the cave. Vordek's apparition

appears as a man in his thirties or forties, dressed in a long leather coat, with a short sword at his side.

**Vordek, Male Human Ghost Rog4:** CR 6; HD 4d12; hp 26; Init +7 (Dex, Improved Initiative); Spd fly 30 ft. (perfect); AC 15 (+3 Dex, +2 deflection) or 13 (when manifested); Atk +6 melee (1d4, *corrupting touch*) or +6 melee (1d6+2, +1 *ghost touch short sword*, crit 19-20); SA manifestation, corrupting touch, frightful moan (Will DC 14), malevolence (Will DC 17); SQ evasion, uncanny dodge (Dex bonus to AC), undead, incorporeal, turn resistance (+4), rejuvenation; AL LE; SV Fort +1, Ref +7, Will +1; Str 12, Con –, Dex 17, Int 14, Wis 10, Cha 14.

**Skills:** Bluff +9, Forgery +9, Gather Information +9, Hide +18, Intimidate +9, Listen +15, Move Silently +10, Pick Pocket +10, Search +17, Sense Motive +7, Spot +15. **Feats:** Dodge, Improved Initiative, Mobility.

**Tactics:** Vordek employs his *frightful moan* first, attempting to drive away the PCs. Of those that remain, he attempts to gain control of the toughest looking fighter using his *malevolence* ability. Vordek keeps attempting to control one opponent until he runs out of victims, at which point he resorts to his *incorporeal touch*. Even if slain, Vordek rejuvenates in 2d4 days.

### C22: Secret Treasure Room

Each "secret door" leading into and out of this small cave is actually just a narrow, one-and-a-half-foot-wide crack in the cave wall. A successful Spot check (DC 15) is necessary just to notice the cracks; Searching is automatic, although discovery of the fissures merely indicates that the PCs notice a crack in the wall. To determine if the cracks lead anywhere, the PCs must squeeze through them (Escape Artist DC 15 to avoid being stuck for 2d4 rounds).

**Treasure:** The cave contains Vordek's treasure, locked in two, ironbound oak chests (Hardness 6; hp 15; Break DC 25; Open Lock DC 25). The first chest contains 6,750 sp; the second chest is trapped (see below) and contains 532 gp and a gold bracelet worth 250 gp.

**Poison Gas Trap:** CR 9; no attack roll necessary, affects everyone in cave (1d6 temporary Con/2d6 temporary Con); Fort save (DC 20) negates; Search (DC 20); Disable Device (DC 25).

The secret passage in the south eventually opens up to a 10-foot wide, 9-foot high tunnel that winds southwest until it arrives at Area A5. Navigating the first 70 feet of this passage, however, is extremely difficult, as it is no more than 2 feet wide at any point and only 5 feet high. Small PCs may proceed without worry, but Medium-sized PCs must make an Escape Artist check (DC 15) every 10 feet or become stuck for 2d6 rounds.

### C23: Stream

The stream pools out here 8 feet below Area C14. The ceiling of this cave is low (6 feet above water level), but the water is 3 feet deep, so most characters have no trouble standing while in the water. A narrow walkway abuts the stream as it flows south and east and arrives eventually at Area 12 in the Underdark. The stream flows out of a narrow opening in the cave wall in the north; aside from swimming, it is impossible for any PC to proceed that way.

The secret door in the southwest is the same as those in Area C22.

# Forest of Nin

## Encounter Areas (Areas D–K)

See the Wilderness Overview chapter for more details on the forest. The following areas contain specific encounters and NPCs found within the forest. What you are about to read are “snap shots” of those areas. This is a dynamic setting, however, and the DM should feel free to move the monsters and NPCs around as he sees fit.

### DM Notes

The forest contains two major plot developments: **The Embittered Elves** and **Lerentiss the Dragon**. These two story lines are actually linked, as Lerentiss possesses the statue the elves seek. A number of other interesting encounters in the forest provide both combat and roleplaying opportunities.

### Area D: Borden and Garsen Minx (EL 7)

These identical twin brothers, rangers both, live in a log cabin in the woods just north of Pembrose. They are virtually impossible to tell apart, though a close inspection reveals that **Borden**—the older by five minutes, as he is quick to point out—has a small mole below his left ear (Spot check DC 25). The brothers live off the land, care for a large vegetable and herb garden, and spend their spare time hunting orcs, goblins, and hobgoblins. They can be found about once a week at either the Lonesome Drake Inn and Brewery (75%) or The Green Table (25%). Otherwise, they keep to themselves.

**Borden Minx, Male Human Rgr 5:** CR 5; SZ M; HD 5d10+5; hp 36; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +4 chain shirt); Atk +7 melee (+9 if fighting with one weapon) (1d8+3, +1 longsword, 19-20/x2) and +7 melee (1d6+1, masterwork short sword, 19-20/x2) or +6 ranged (1d8+2, mighty composite longbow [Str 15], crit x3, range 110 ft.); SA spells, favored enemy (+2 orcs, +1 giants); AL NG; SV Fort +5, Ref +2, Will +2; Str 15, Dex 13, Con 12, Int 10, Wis 12, Cha 10.

*Skills:* Climb +8, Heal +9, Hide +7, Move Silently +7, Wilderness Lore +11. *Feats:* Skill Focus (Wilderness Lore), Track, Weapon Focus (longsword), Weapon Focus (short sword).

*Divine Spells Prepared* (1; base DC 11 + spell level): 1st—speak with animals.

*Possessions:* +1 longsword, masterwork short sword, mighty composite longbow (+2), 25 arrows, chain shirt, *potion of*

*cure moderate wounds* (5th level, 1 dose), *potion of cat's grace* (3rd level, 1 dose), 80 gp.

**Garsen Minx, Male Human Rgr 5:** CR 5; SZ M; HD 5d10+5; hp 34; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +4 chain shirt); Atk +5 melee (+7 when fighting with one weapon) (1d8+2, +1 longsword, 19-20/x2) and +5 melee (1d6, masterwork short sword, 19-20/x2) or +8 ranged\* (1d8+1\*, mighty composite longbow [Str 13], crit x3, range 110 ft.); SA spells, favored enemies (+2 orcs, +1 giants); AL NG; SV Fort +5, Ref +3, Will +2; Str 13, Dex 15, Con 12, Int 10, Wis 12, Cha 10.

\*+1/+1 within 30 ft. for Point Blank Shot.

*Skills:* Climb +7, Heal +9, Hide +8, Move Silently +8, Wilderness Lore +11. *Feats:* Point Blank Shot, Skill Focus (Wilderness Lore), Track, Weapon Focus (composite longbow).

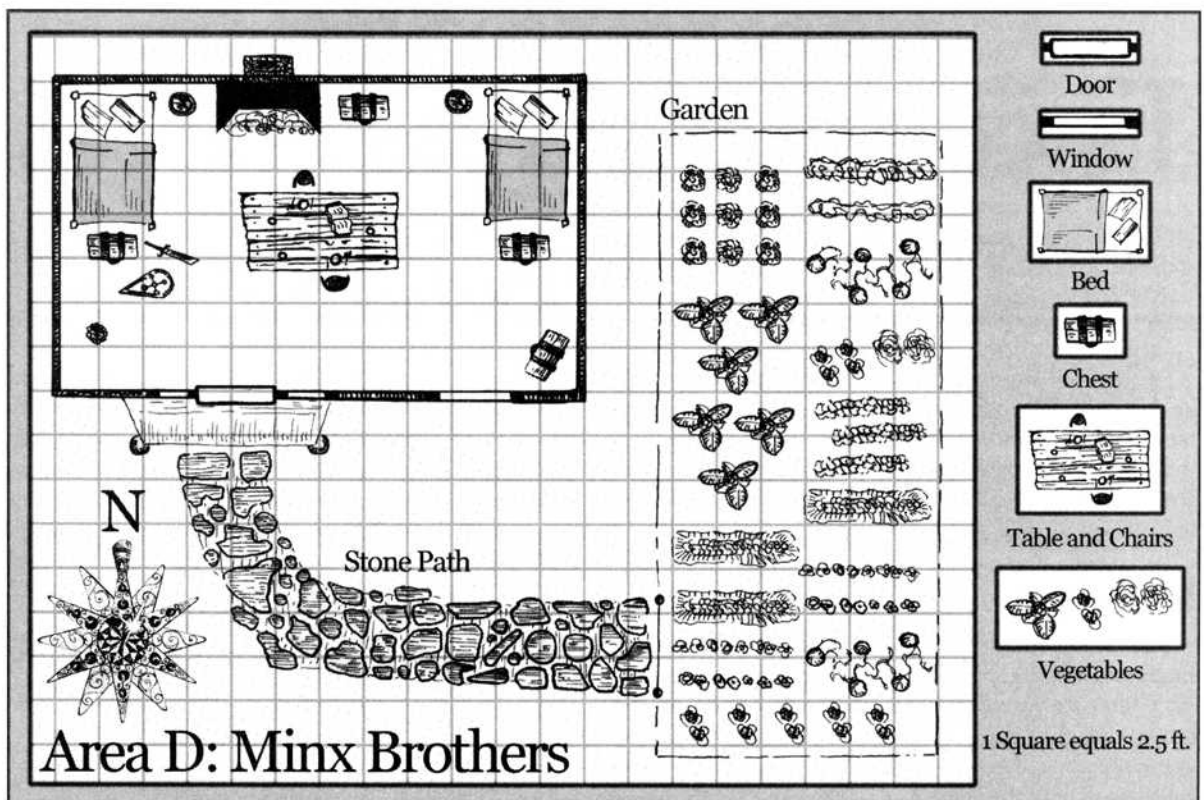
*Divine Spells Prepared* (1; base DC 11 + spell level): 1st—entangle.

*Possessions:* +1 longsword, masterwork short sword, mighty composite longbow (+1), 25 arrows, chain shirt, *potion of cure moderate wounds* (5th level, 1 dose), *potion of endurance* (3rd level, 1 dose), 75 gp.

**Development:** Several months ago, the Minx brothers killed four orcs who had in their possession a hexagonal shaped diamond, which they sold to Tinker for 500 gp (see above). The brothers know orcs well, and they believed from the orcs' dress and shield insignia (a Crushed Skull) that they were from the Underdark. Borden and Garsen are more than happy to share this information about the diamond with the PCs.

It is unlikely these two rangers could be talked into joining an adventure. They like their life in the woods and are not interested in disturbing it. If asked, they discuss what they know about the valley and its non-human denizens. They are aware that a group of hobgoblins has taken up residence in the old keep (see Clearing out the Hobgoblins for details), an eventuality about which they had warned Lord Kyle on numerous occasions. They also know there are some orcs living in the Gaskar Hills. Lastly, they are all too familiar with Graylock, the cunning gnoll ranger. They believe, correctly, that he may reside in the Forest of Nin, but they cannot be certain. They warn the PCs to steer clear of Graylock, for he is dangerous and ruthless.

If the PCs ever find themselves in a perilous situation in the wilderness, the DM might choose to have the brothers show up.



### Standard Features

Except where noted, the walls of the ruined buildings are jagged, made of mortared stone, and between 2 and 5 feet high. A few buildings' roofs are still partially intact; these too are made of stone, and the walls supporting them are 8 feet high. Some of the stone floors of these ancient structures remain, but most do not. The forest has completely overtaken the ruins, and so all the structures, with the exception of Areas E6-E8, are overgrown with vines, weeds, bushes, and grass. There are no signs of what purpose any the ruined buildings may have once served.

There are no wandering monsters per se in the ruins; however, the creatures here are not static. The ettins wander from their home in search of food or excitement, and the beetles and ankhegs must likewise explore the area for food. A "random" encounter with one of these creatures should be a conscious decision by the DM, as opposed to the result of a die roll. If you think it would be more interesting to have the ettins surprise the PCs while they try to dig their way through the stairwell in Area E3, by all means do so. Or the ankhegs could open a new tunnel beneath the PCs' feet. The creatures do, however, avoid one another's areas, so unless the PCs defeat one or more creatures, leave the ruins, and then come back, creatures from other areas will not be found near another monster's lair. Finally, if the DM so chooses, he may roll once or twice from the **Forest of Nin Random Encounter Table** in chapter 4 while the party explores the ruins.

### Area E: The Ruined Village

Approximately ten miles northwest of Twain, at the edge of the southeastern tip of the Forest of Nin, lie the ruins of an old and quite forgotten village. All that remains of this village now are some low, broken, vine-and-moss-covered walls, one story of a tower, and a handful of rusted gates. As often happens, a few creatures have moved into the ruins, including a pair of cruel ettins who have taken up residence in what remains of the tower—the only structure with four intact walls and a ceiling. The ruins also serve as yet another entry point to the Underdark.

### Hooks

There are a number of reasons why the PCs might be induced to explore the ruins. The DM may choose one, or, if he wishes, simply let the PCs stumble upon the ruins either in their aboveground journeys or as they exit the Underdark.

- Eliza Peabody, a huntress (War3), spotted the ettins while stalking an elk. Alarmed, she alerted Constable Duggin, who promptly wondered how the in the world he was going to drive two ettins from the ruins. He was just preparing to assemble a team of locals when the PCs arrived. He convinced Taylor Kyle to pay the PCs 350 gp either to slay or drive off the ettins.
- While drinking at the Hog's Head, the PCs hear a rumor from Seamus Fourtoes, a traveling halfling, that a magic sword is buried in some ruins northwest of Twain. The rumor is false, but Seamus loves to tell interesting stories, and this story is certainly interesting.
- Crus tells the PCs there is an entrance to the Underdark somewhere beneath the ruins.

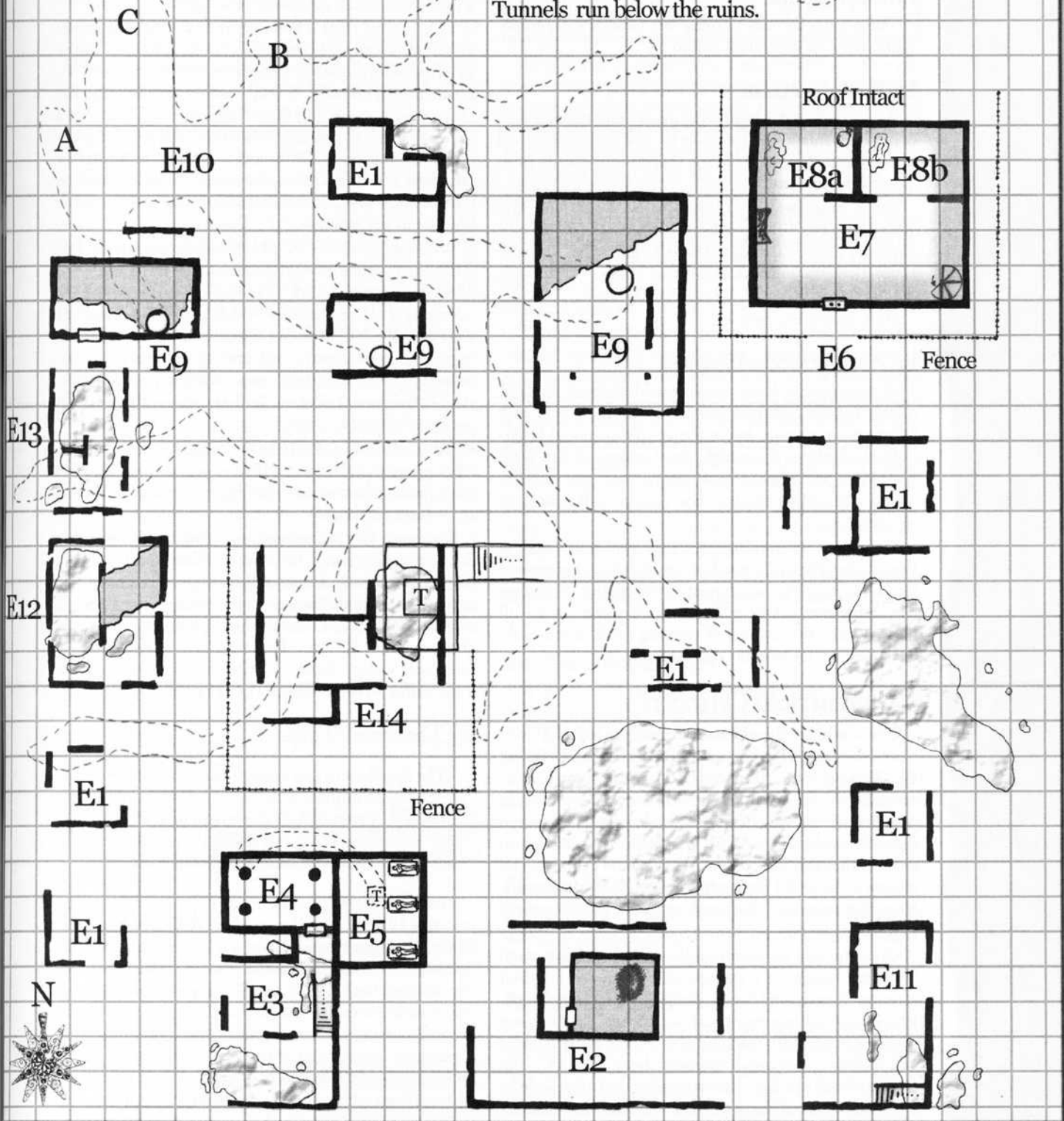


Exits into forest.

# Area E: The Ruined Village

1 Square equals 10 ft.

Tunnels run below the ruins.



Underground Caverns	Roofing	Rubble	Stairs Down	Cylinder	Trap Door	Tomb	Nest	Bed	Ankheg Hole	Sack	Spiral Staircase

- Constable Duggin reports that the Birds of Prey had mentioned some ruins northeast of town they were going to explore.

### E1: Empty Ruins

These areas contain nothing but moss, weeds, empty birds' nests, rat droppings, and so on.

### E2: Beetle Lair (EL 6)

A pair of **giant stag beetles** has made a nest in the corner of this fairly intact structure. The beetles' nest is comprised of large branches and bramble shaped into a wide oval. There is no treasure.

**Giant Stag Beetles (2):** CR 4; SZ L Vermin; HD 7d8+21; hp 56, 50; Init +0; Spd 20 ft.; AC 19 (-1 size, +10 natural); Atk +10 melee (4d6+9, bite); SA trample (2d8+3); SQ vermin; AL N; SV Fort +8, Ref +2, Will +2; Str 23, Dex 10, Con 17, Int —, Wis 10, Cha 9.

*Skills:* Listen +8, Spot +7.

### E3: Partially Blocked Stairwell

A narrow set of stone stairs descends through the floor of this largely destroyed building. The stairs lead to a subterranean passage, but entrance to this tunnel is partially blocked by a 7-foot high pile of stones and dirt. With some effort and a light source, the PCs can peer over the obstruction and see that the short passage ends in a closed wooden door.

Two characters working side-by-side for 1 hour can clear the rubble sufficiently to allow easy access to the passage leading to Area E4. Two characters working for 15 minutes can clear enough of the rubble to climb over it using a full move action; two characters working for 30 minutes reduce this to a move-equivalent action.

### E4: Mysterious Cylinders

The sturdy wooden door to this room is locked (Open Lock DC 20) and swollen shut (Hardness 5; hp 25; Break DC 25 with lock, 20 without). Inside this damp, low-ceilinged (7 feet high) chamber are four large stone cylinders. Each cylinder is 3 feet high, measures 2 feet in diameter, and is capped with a stone lid. The lids rest in grooves that run the circumference of the cylinders and require a successful Strength check (DC 26) to remove. Note that up to four characters may work simultaneously to remove one lid.

Once the caps are removed, the cylinders all appear to be empty except for a strange, oily sheen coating their interiors. A successful Search check (DC 15) of the northwest cylinder, however, reveals a 2-foot by 2-foot square trapdoor, operable by reaching over the side of the cylinder and making a successful Strength check (DC 15). The trapdoor leads to a low, narrow crawl space (3 feet wide by 3 feet high) carved out of the rock and dirt. Small characters must crouch (2/3 normal movement) to travel through the crawl space; Medium-sized characters must crawl (1/4 normal movement), and Large characters cannot access the crawl space at all.

The passage twists to the east, where it terminates beneath a wooden trapdoor leading to Area E5.

### E5: Crypt (EL 7)

Like Area E4, this chamber's ceiling is only 7 feet high. Against the eastern wall are three stone sarcophagi, their stone lids carved with the likeness of a beautiful maiden, a young boy, and a stern-looking knight.

This ancient crypt is haunted by 2 **wraiths** that immediately attack anyone who violates its sanctity. Unless the PCs have means to *teleport*, *transmute rock to mud*, or so on, access to this chamber is only possible via the trapdoor. Only one character may climb through the trapdoor at a time, however, and pulling oneself into the room requires a full-move action. Thus, unless *invisible to undead* or otherwise protected, PCs are attacked by both wraiths as they attempt to enter the chamber, losing any Dexterity bonuses in the process.

**Wraiths (2):** CR 5; SZ M Undead (Incorporeal); HD 5d12; hp 35, 30; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 15 (+3 Dex, +2 deflection); Atk +5 melee (1d4, incorporeal touch plus 1d6 permanent Con drain); SA Con drain (1d6 perm Con drain, Fort 14 negates), create spawn; SQ undead, incorporeal, turn resistance (+2), unnatural aura, daylight powerlessness; AL LE; SV Fort +1, Ref +4, Will +6; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

*Skills:* Hide +11, Intimidate +10, Intuit Direction +6, Listen +12, Search +10, Sense Motive +8, Spot +12. *Feats:* Alertness, Blind-Fight, Combat Reflexes, Improved Initiative.

**Treasure:** Two of the three sarcophagi contain nothing but dust and dry bones; however, the sarcophagus bearing the likeness of a maiden on its lid contains the mummified remains of a female human. Draped around her neck is a star-shaped pendant encrusted with emeralds on a gold chain worth 1,000 gp. This mummy is of the purely inanimate variety. Removing the sarcophagi lids requires a successful Strength Check (DC 12).

### E6: The Broken Tower

The first floor of this square tower, its iron door still intact, stands surrounded by a low, wrought iron fence. A few feet of crumbling wall remains around what was once the second story, and wafting from the windows comes the foul reek of dung and rotting food.

This tower is presently the home of 2 **ettin** brothers. The ceiling is 12 feet high, allowing them to move about fairly easily (both giants are a mere 11 feet tall). While this building serves as their home, they are unlikely to be encountered here. Unless the PCs explore the ruins quietly or head directly for the tower, the ettins will probably become aware of intruders in the ruins and step outside to investigate. In any event, if the PCs poke around the tower for long without taking care to be quiet, the ettins certainly emerge to see who is stupid enough to bother them.

The building may be accessed one of several ways: through the unlocked front door, the chimney (Climb DC 10 for Small characters, 12 for Medium-sized), the windows (move-equivalent action or standard action with a successful Tumble check [DC 15]), or the crumbling remains of the spiral staircase. Scaling the tower's walls requires a successful Climb check (DC 20, or DC 5 with a rope).

**E7: Tower Main Room (EL7)**

Ettins have never been known for their housekeeping, and this room serves as a glaring example. Bones, dung, rotting fruit, animal fur, broken jars, cracked mugs, and mud are everywhere. The fireplace in the west is used occasionally, though not recently, and as such contains the coals of long-dead fires as well as the odd bit of garbage. The stone spiral staircase in the southeast ascends through the roof but no further—the rest was destroyed in what- ever obliterated the tower's top stories.

If not encountered elsewhere, the ettins, Fidge and Deckle, rest here amid their refuse.

**Ettins (2):** CR 5; SZ L Giant; HD 10d8+20; hp 70, 68; Init +3 (Dex, Improved Initiative); Spd 40 ft.; AC 18 (-1 size, -1 Dex, +7 natural, +3 hide); Atk +12/+7 melee (1d10+6 [x2], greatclubs) or +5/+0 ranged (1d8+6 [x2], longspear, crit x3); SA superior two-weapon fighting; SQ darkvision (90 ft.); AL CE; SV Fort +9, Ref +2, Will +3; Str 23, Dex 8, Con 15, Int 6, Wis 10, Cha 11.

**Skills:** Listen +10, Search +0, Spot +10. **Feats:** Alertness, Improved Initiative, Power Attack.

**Possessions:** Two greatclubs, four longspear, hide armor.

**Tactics:** Possessed of good Listen and Spot skills, the ettins, as mentioned above, will likely become aware of the PCs before the party enters Area E7. If so, they approach to within spear range, and each hurls a volley of two spears before charging into combat. Once engaged in melee, the ettins are not afraid to use Power Attack to dispose of opponents as quickly as possible.

**Treasure:** Lying among the refuse (Search DC 12) is a divine scroll of *summon nature's ally V* (10th level). The ettins had planned to use it to start a fire, but lost track of it in the clutter.

**E8: Bedchambers**

A large pile of animal furs in each room serves as a bed for the ettins. Aside from more garbage and the treasure, these areas are otherwise empty.

**Treasure:** In the northeast corner of Area E8a is a large canvas sack containing 3,760 sp and 325 gp. Beneath the furs in Area E8b (Search DC 10) is a small, unlocked wooden strong box containing 22 pp and a jade-handled paring knife worth 450 gp.

**E9: Ankheg Hole**

Each of these ruined structures contains an 8-foot wide hole in the dirt and stone floor. The holes drop about 10 feet to the ankheg tunnels.

**E10: Ankheg Lair (EL7)**

Four ankhegs make their lair beneath the ruins. Their tunnel complex twists this way and that throughout the village, but this area serves as the creatures' nest. Both this cave and the tunnels connected to it are between 4 and 6 feet high. Small characters may travel normally along the tunnels, but Medium-sized characters must drop to a crouch periodically, reducing their movement rate to 2/3.

**Battle Ring**

This ring grants a continual magical +1 deflection bonus to AC and spell resistance of 13.

**Caster Level:** 9th; **Prerequisites:** Forge Ring, shield of faith, spell resistance; **Market Price:** 8,000 gp.

As with the ettins, the DM is encouraged to move the ankhegs about, preferably surprising the PCs from beneath via any one of the many tunnels. If the DM so chooses, though, the ankhegs are resting here, feeding on two does they recently plucked from the surrounding forest.

**Ankhegs (4):** CR 3; SZ L Beast (10 ft. long); HD 3d10+9; hp 25 each; Init +0; Spd 30 ft. burrow 20 ft.; AC 18 (-1 size, +9 natural); Atk +6 melee (2d6+7, bite); SA improved grab, acid, spit acid; SQ tremorsense; AL N; SV Fort +6, Ref +3, Will +2; Str 21, Dex 10, Con 17, Int 1, Wis 13, Cha 6.

**Skills:** Listen +4.

**Treasure:** In the area marked "A" on the map are the skeletal remains of a human male. His bones have been picked clean of flesh, but hidden in the mud of the dirt floor beneath his carcass (Search DC 15) is a gold ring set with a large opal (300 gp). In the area marked "B" on the map are the personal effects of the ankhegs' many victims over the years. Included in this pile are several suits of armor of various types, all ruined by the ankhegs' acid, one short sword, two longswords, a masterwork light mace, a masterwork large steel shield, and an iron scroll case containing a *divine scroll of fire shield* (8th level).

The passage marked "C" winds for several hundred yards north into the forest. Along the way are a half dozen holes spaced intermittently through which the PCs may exit.

**E11: The Collapsed Stairs**

A wide set of stone steps descend 5 feet before being entirely blocked by a pile of dirt, rocks, and bricks. Unlike Area E3, this cave-in is impassable. The debris is some 10 feet deep, and unless the PCs are willing to dedicate 10 man-hours of hard labor (6 man-hours with picks and shovels) or employ the appropriate magic, there is no way to overcome this obstacle. Should the rubble be cleared, the stairs lead to an empty 20-foot by 20-foot cellar.

**E12: Rubble-Filled Ruin**

This area is unremarkable except for the large pile of rubble filling it. Digging through this debris may (Search DC 30) reveal a *battle ring*.

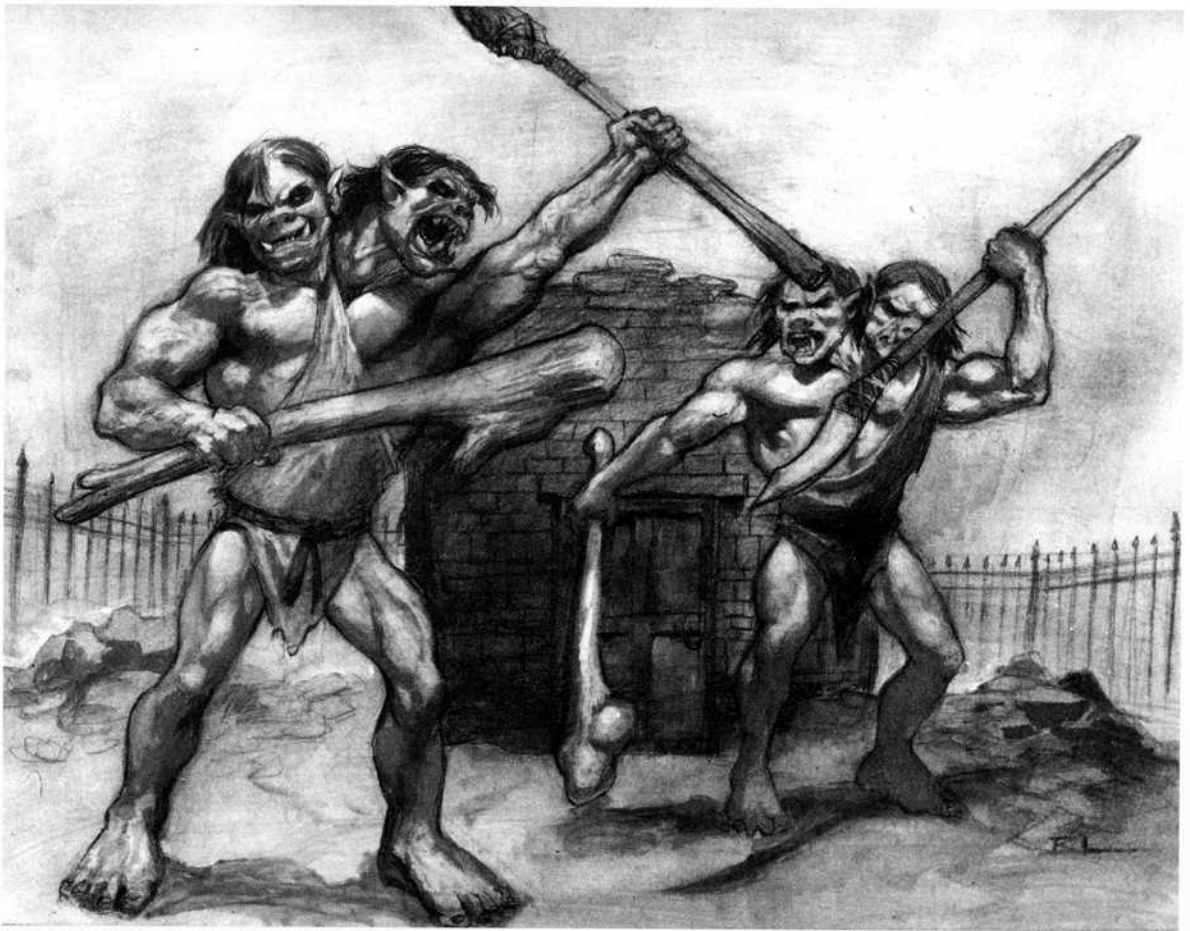
**E13: Rubble-Filled Ruin**

Should the PCs decide to dig through this debris and if the ankhegs are still alive, one of the creatures bursts from its tunnel while the PCs are hard at work. Nothing of interest is in the rubble.

**E14: The Hidden Trapdoor and the Hungry Vines (EL5)**

This is yet another rubble filled ruin. The area containing the rubble is also the home of a **Huge assassin vine**





that attacks anyone passing through or attempting to clear away the rocks and dirt.

**Huge Assassin Vine:** CR 5; SZ H Plant; HD 9d8+27; hp 70; Init +0; Spd 0 ft.; AC 15 (-2 size, +7 natural); Atk +9 melee (1d8+7, slam); Reach 20 ft. (40 ft. with vine); SA entangle, improved grab (grapple bonus +19), constrict (1d8+7); SQ camouflage, electricity immunity, cold and fire resistance (20), blindsight (30 ft.); AL N; SV Fort +9, Ref +3, Will +4; Str 20, Dex 10, Con 16, Int —, Wis 13, Cha 9.

Should the PCs spend 2 man-hours (one with the appropriate tools) clearing away the debris above the spot marked "T," they discover a solid wooden trapdoor in the floor of the ruins.

Opening the trapdoor requires a successful Strength check (DC 18), as it has become swollen shut after years of neglect. The trapdoor leads to a wine cellar, its wooden wine racks still intact but entirely empty. The secret door in the northeast (Search DC 20) leads to a set of stone stairs that descend to Area 1 in the Underdark.

**Note:** If the PCs reach this area for the first time from beneath—that is, on their way out of the Underdark—then opening the trapdoor requires a Strength check (DC 30). Also, although the Birds of Prey explored these ruins, they never did discover this way into the Underdark.

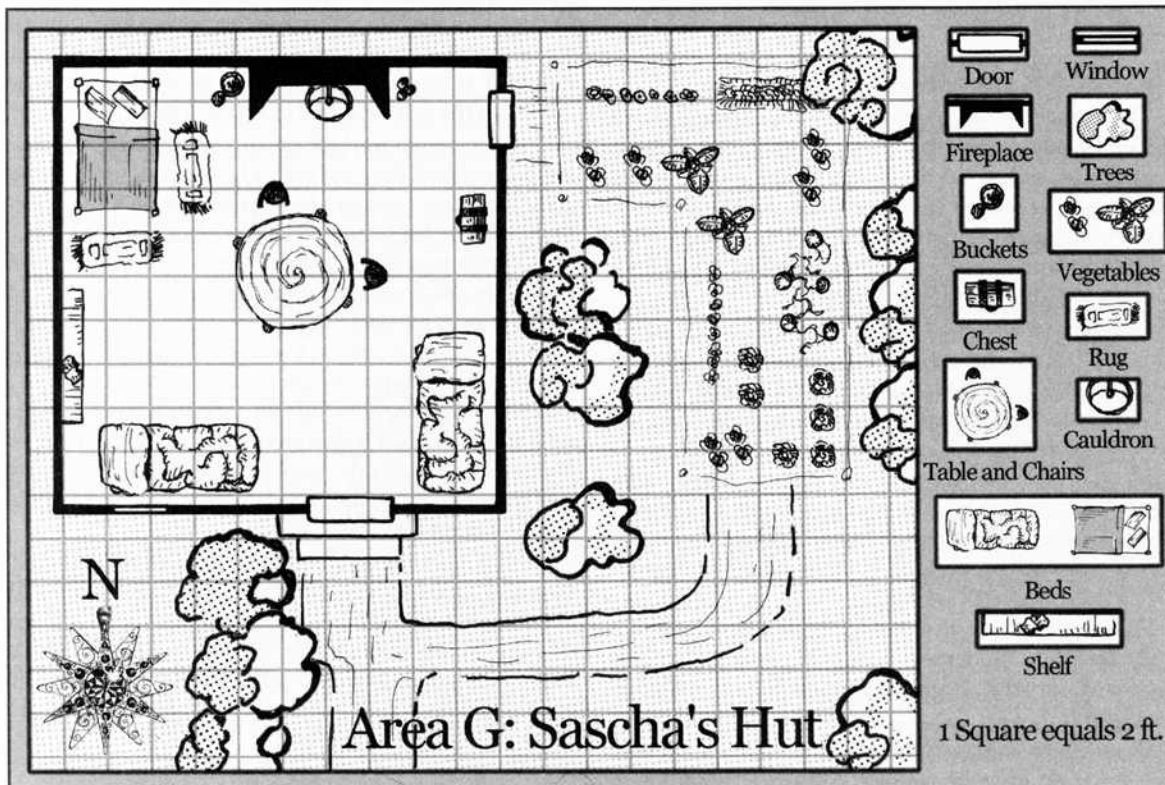
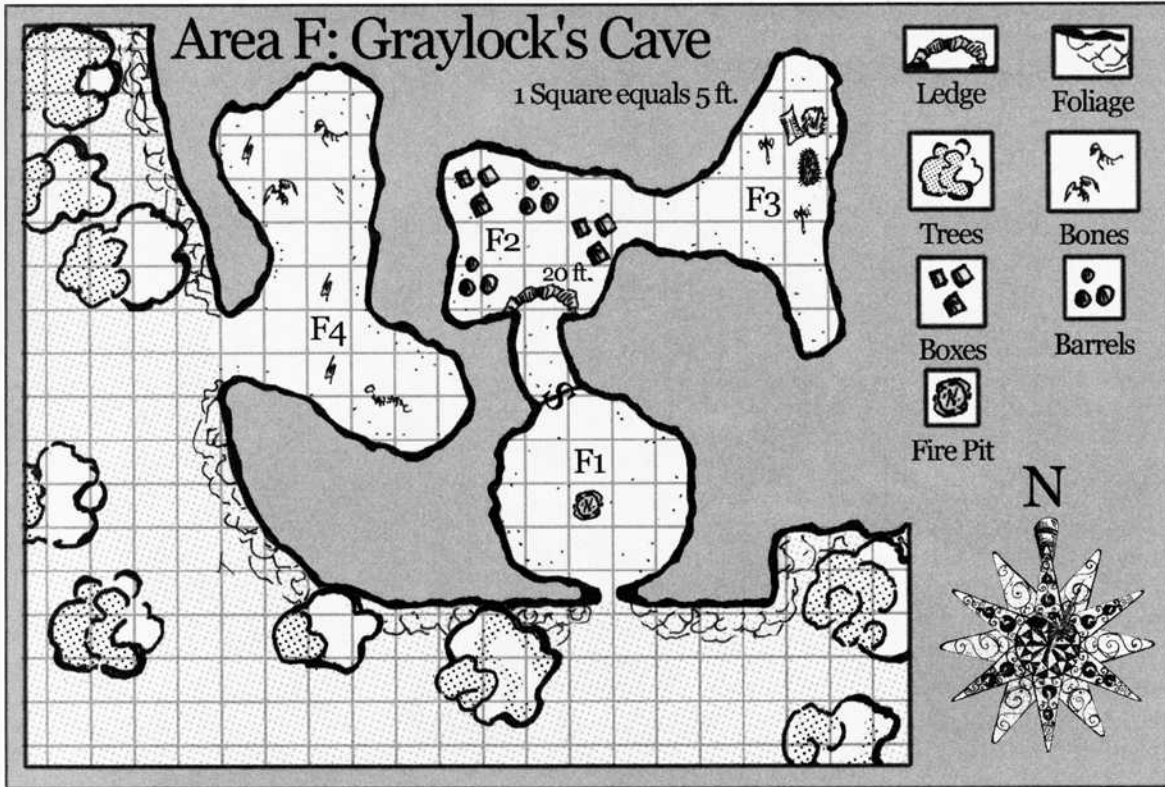
## Area F: Graylock's Cave (EL 9)

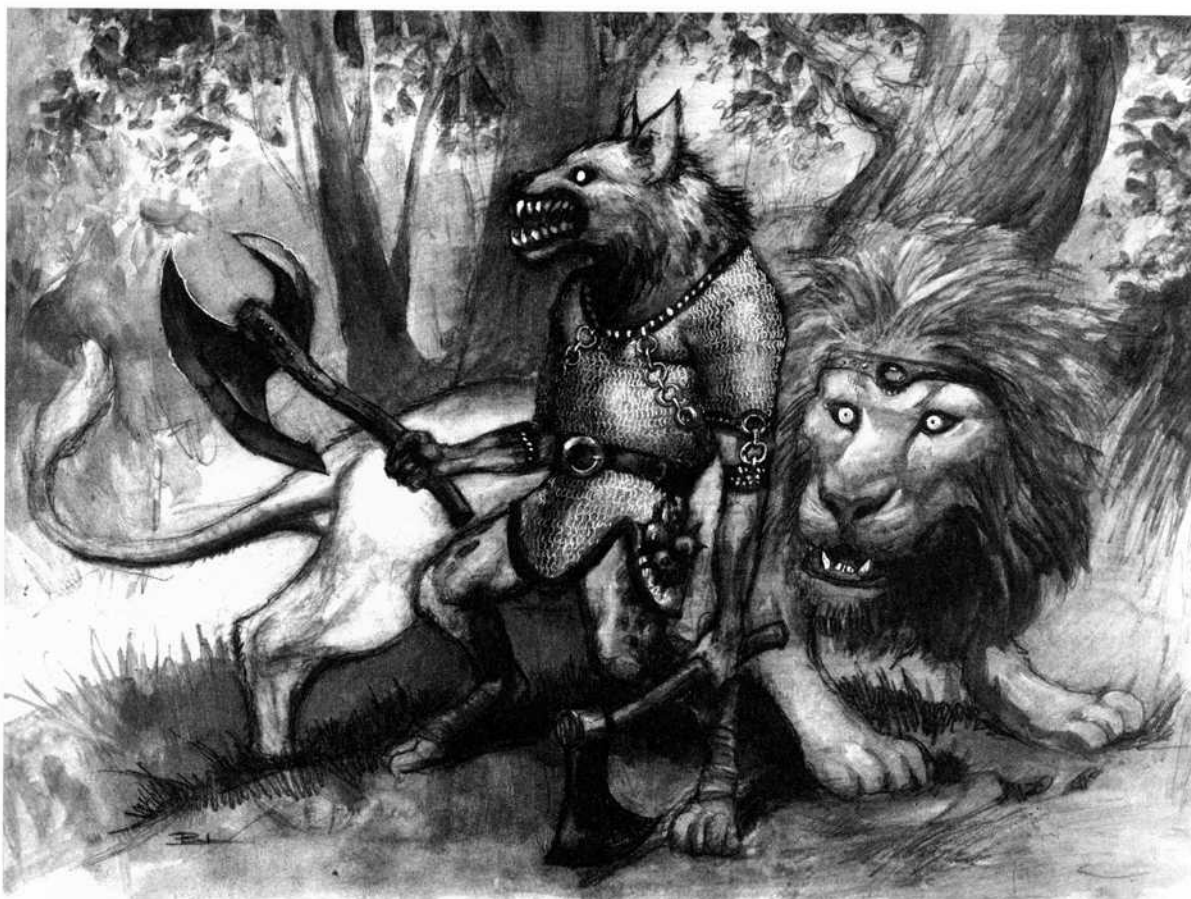
This is the home of Graylock the gnoll ranger.

### Fr: Entry Cave

A narrow (3 feet wide) opening in the forested hillside, well hidden by over-hanging branches (Spot DC 15), leads to a small, 20-foot by 20-foot cave that appears to be a deserted campsite. A hole has been dug in the center of the cave in which rests the gray remains of a campfire. A few bones and animal skins are strewn about. Otherwise, this cave appears empty.

Graylock purposefully leaves this area looking as though it was recently abandoned. In fact, from time to time he cooks a meal here just to keep the look fresh. The entrance to his true quarters is located in the ceiling in the cave's northern portion. A hole in cave roof is hidden by a thin sheet of rock (Search DC 25 from the ground, 12 if physically examining the ceiling) that can be easily slid aside by someone either climbing the northern wall just below the opening or by a *flying* or *levitating* character. Careful examination of the wall beneath the opening (Search DC 15) reveals what appears to be some evenly spaced handholds in the rock, as if forming a natural ladder up the wall.





Once the rock is slid aside, the PCs may proceed down the narrow passage to Area F2.

If Sheeda is in Area F4 and the PCs spend more than a few minutes here, she comes bounding around the hillside and attacks all intruders.

### F2: Graylock's Den (EL 9)

The passage between Area F2 and Area F1 terminates in the upper portion of this high-ceilinged cave (20 feet). Another set of natural handholds in the southern wall allows easy access to the cave floor. In the cave are numerous boxes and barrels containing dried meats, cheeses, dried fruits, and several jugs of Pembrose Red. If Graylock is in his lair, this is where he will be.

**Graylock, Male Gnoll Rgr8:** CR 9; SZ M; HD 2d8+2 plus 8d10+8; hp 75; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+1 Dex, +1 natural, +6 chain shirt); Atk +12/+7 melee (+14/+9 with only one weapon) (1d8+5, +2 *keen battleaxe*, crit 19-20/x3) and +11 melee (1d6+2, +1 *handaxe*, crit x3) or +10/+5 ranged (1d8+3, mighty composite longbow [Str 17], crit x3, range 110 ft.); SA spells, favored enemy (+2 humans, +1 elves); SQ darkvision (60 ft.); AL LE; SV Fort +12, Ref +5, Will +6; Str 16, Dex 12, Con 13, Int 10, Wis 14, Cha 11.

**Skills:** Hide +13, Listen +6, Move Silently +12, Search +12, Spot +5, Wilderness Lore +16. **Feats:** Alertness, Improved Initiative, Power Attack, Skill Focus (Wilderness Lore).

**Divine Spells Prepared** (2/1; base DC 12 + spell level): 1st—entangle, pass without trace; 2nd—cure light wounds.

**Possessions:** +2 *keen battleaxe*, +1 *handaxe*, mighty composite longbow (+3), 20 arrows, +2 *chain shirt*, *ring of resistance* +2.

**Tactics:** If Sheeda (see Area F4, below) attacks the PCs in Area F1, Graylock scurries to the passage and joins the fray 4 rounds after it commences. If surprised in his den, Graylock retreats to the mouth of Area F3 in hopes of taking on the intruders one or two at a time.

**Development:** Graylock actually spends very little time in his cave; most days and nights he is prowling the forest. As noted above, Graylock is currently blackmailing Mayor Wycheck. He has requested gold or gems worth 500 gp. If he does not receive this in three weeks, he attempts to kill Lord Kyle. He does so by sneaking into his mansion and killing him in his sleep. In this case, the DM should wait until the PCs are nearby so they have a chance to save the young man. Perhaps they are wandering by and notice a dark figure slipping over the wall. Graylock is not going to stick around to duel with a group of adventurers. Instead, he flees into the woods—probably wounded—vowing to seek revenge both on the PCs and Mayor Wycheck (whom he believes set him up).

If the PCs accept Wycheck's offer to hunt down and kill the gnoll, Graylock may decide to bargain for his life. He explains that he was hired by Wycheck to kill Kyle and that the human mayor is the real enemy—he, Graylock, only sought to profit from Wycheck's own greed and evil.



### F3: Graylock's Bedchamber

This cave is scattered with some of Graylock's odd personal belongings: several furs and animal skins, three battleaxes, and a bed of straw in the south. Beneath the straw is a secret ditch (Search DC 18) containing the treasure.

**Treasure:** 1,000 gp, 250 pp, 3 *potions of cure light wounds* (3rd level, 1 dose each), and 14 +1 arrows.

### F4: Sheeda's Cave (EL 5)

Sheeda, Graylocks' befriended dire lion, lives here. Whenever Graylock is present in Areas F2 and F3, Sheeda rests here, ever vigilant for intruders in Area F1. Assume she always takes 10 on her Listen checks, thus giving her a constant score of 14. If she hears intruders in the outer cave, she rushes to attack.

**Sheeda, female dire lion:** CR 5; SZ L Animal (10 ft. long); HD 8d8+24; hp 65; Init +2 (Dex); Spd 40 ft.; AC 15 (-1 size, +2 Dex, +4 natural); Atk +12 melee (1d6+7 [x2], claws) and +7 melee (1d8+3, bite); SA pounce, improved grab (grapple bonus +17), rake (1d6+3); SQ scent; AL N; SV Fort +9, Ref +8, Will +7; Str 25; Dex 15, Con 17, Int 2, Wis 12, Cha 10.

**Skills:** Hide +5\*, Jump +10, Listen +4, Move Silently +9, Spot +4. \*In areas of tall grass or heavy undergrowth, dire lions receive a +4 racial bonus to Hide checks.

The cave contains the bones of her most recent meals, forest animals all.

## Area G: The Hut of Sascha the Witch (EL 8)

An evil cousin of Tina the sorcerer in Bostwick, Sascha lives in a small hut in the middle of the forest, protected and waited on by her 2 **charmed ogres**, Phildun and Croast. Not your typical warts and broomstick witch, Sascha is a handsome woman in her middle years, though her robe, while magical, is a bit worn and muddy.

Her small abode is cramped but tidy, measuring only 20 feet by 20 feet. Within the hut is her bed, a fireplace with a large pot, a table, three chairs, and two piles of furs used as beds by her ogres. Outside the hut are strung numerous animal heads and hides, odd bits of clothing, and unusual paraphernalia deemed useful by the witch. There is also a small herb and vegetable garden beside the hut that Sascha tends faithfully.

**Sascha, Female Human Wiz7 (enchanter):** CR 7; SZ M; HD 7d4+10; hp 28; Spd 30 ft.; Init +1 (Dex); AC 13 (+1 Dex, +2 robe); Atk +3 melee (1d4-1, masterwork dagger, 19-20/x2); SA spells; AL NE; SV Fort +3, Ref +3, Will +5; Str 8, Dex 12, Con 12, Int 16, Wis 11, Cha 12.

**Skills:** Alchemy +13, Concentration +11, Knowledge (herbs) +13, Knowledge (nature) +13, Scry +13, Spellcraft +13. **Feats:** Brew Potion, Craft Wondrous Item, Scribe Scroll, Spell Focus (Enchantment), Spell Penetration, Toughness.

**Arcane Spells Prepared** (cast per day: 5/6/5/4/2; base DC 13 + spell level): 0—arcane mark, daze, detect magic, mending, read magic; 1st—burning hands, cause

fear, charm person, magic missile (x2), sleep; 2nd—alter self, detect thoughts, mirror image, protection from arrows, Tasha's hideous laughter; 3rd—dispel magic, hold person, lightning bolt, suggestion; 4th—bestow curse, charm monster.

**Possessions:** Masterwork dagger, *robe of protection* +2, *wand of hold person* (5th level, 20 charges), *potion of bulls' strength* (3rd level, 1 dose), *potion of cat's grace* (3rd level, 2 doses), *potion of protection from arrows* (3rd level, 1 dose), three *potions of invisibility* (3rd level, 1 dose each), spell book (beneath floorboard under her bed).

**Spell Book** (all those prepared plus the following): 0—all; 1st—change self, hypnotism, shield, spider climb, ventriloquism; 2nd—arcane lock, bull's strength, cat's grace, invisibility, knock, scare; 3rd—fireball, fly, haste; 4th—confusion, emotion, fear.

**Phildun and Croast, Male Ogres:** CR 2; SZ L Giant; HD 4d8+8; hp 26 each; Init -1 (Dex); Spd 30 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 hide); Atk +8 melee (2d6+7, huge greatclub); Reach 10 ft.; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

**Skills:** Climb +4, Listen +2, Spot +2. **Feat:** Weapon Focus (greatclub).

**Possessions:** Huge greatclub, hide armor, one *potion of bull's strength* (3rd level, 1 dose) each.

**Tactics:** If attacked, Sascha sends Phildun and Croast to engage her aggressors while she stands back and attempts to cast the following spells in this order: *mirror image*, *protection from arrows*, *charm monster* (on toughest looking fighter), *lightning bolt*, *magic missile* (x2), *Tasha's hideous laughter*, and *hold person*.

**Development:** Sascha is not looking for a fight. If approached by the PCs, she attempts to cast *detect thoughts* to determine if the PCs have come with harmful intent. If she trusts them, she invites the PCs in for stew and tea. She is a gracious host who tells her guests not to mind the ogres, as they obey her every command and help keep her safe in the dangerous wood. If asked about herself, she explains that she has always been a loner and a lover of the woods. Still, she continues, a good conversation is always pleasant, thus her invitation to the PCs.

Sascha also knows a few things about the Forest of Nin. She knows of and hates the elves in Area I and would be happy to give directions to their whereabouts if the PCs are planning an attack. Furthermore, she knows that Lerentiss the green dragon has moved into a cave in the east and that his cave contains a statue of an elven maid. She is unaware of the elves' demands or desire to retrieve the statue.

In talking, her goal is to determine who would make the best new concubine. She is looking for a big, strong, and preferably not-so-smart fighter type whom she can *charm*. She also attempts to determine which village, if any, the PCs are currently using as their home base. Once she has determined the best candidate, she enacts the following plan. She proceeds to the PCs' village disguised by an *alter self* spell as a beggar woman. Then, once the appropriate PC is away from the rest of the party, she casts *charm monster* and, if the spell succeeded, leads the PC away to her cottage, explaining that the woods are dangerous and

she needs a big strong man (or woman, if so appropriate) to protect her. She explains to the PC he is not to tell his friends where he is going, for that is a secret. This may require an opposed Charisma check. If the PC saves, she drinks an *invisibility* potion and slips away. She repeats the process the next day, changing her disguise to a young boy. She makes three attempts; if all fail, she gives up and returns to her hut. Once the PC is *charmed* and has returned with her to the hut, she uses him for mundane tasks and protection.

There are a number of ways to handle the rescue of the *charmed* PC. As long as the *charm* remains in effect (and Sascha recasts her *charm monster* every seven days to ensure it never runs out), he cannot be talked out of staying with her. The player may roleplay this encounter however he likes, but the PC feels very strongly about remaining by Sascha's side. If the PCs attack Sascha, he should attempt to stop them by any means necessary short of inflicting mortal harm on his comrades.

## Area H: Lerentiss (EL 10)

This **young adult green dragon** is a recent arrival to the Forest of Nin and the Quail Valley, having taken up residence in a large cave within a low hilltop. Thus far, he has mostly kept to himself, flying above the twenty or so miles surrounding his lair. Soon after the PCs arrive, however, he grows restless and begins to assert his authority over the forest and eventually the entire valley.

**Lerentiss, young adult green dragon:** CR 10; SZ L Dragon (10 ft. long); HD 17d12+68; hp 178; Init +4 (Improved Initiative); Spd 40 ft., fly 150 ft. (poor), swim 40 ft.; AC 25 (-1 size, +16 natural); Atk +22 melee (2d6+6, bite) and +22 melee (1d8+3 [x2], claws) and +17 melee (1d8, tail slap) or +17 melee (1d6+3 [x2], wings); Face/Reach 5 ft. by 10 ft./10 ft.; SA breath weapon (cone of gas, 40 ft., 10d6, Ref DC 22 for half), spells, frightful presence (Will DC 19 negates); SQ blindsight (150 ft.), damage reduction (5/+1), keen senses (500 ft.), immunities (sleep, paralysis, acid), SR 17, water breathing; AL LE; SV Fort +14, Ref +10, Will +12; Str 23, Dex 10, Con 19, Int 14, Wis 15, Cha 14.

**Skills:** Bluff +19, Concentration +21, Diplomacy +19, Escape Artist +15, Knowledge (treasures) +19, Listen +21, Search +21, Spot +19. **Feats:** Alertness, Cleave, Flyby Attack, Improved Initiative, Power Attack.

**Arcane Spells Known** (cast per day 6/6; base DC 12 + spell level): 0—dancing lights, daze, detect magic, ghost sound, read magic; 1st—charm person, identify, magic missile. (All spells cast as a 3rd-level sorcerer.)

### Hr: Main Cave

The mouth of this cave is 40 feet wide and arches to a height of 20 feet. The cave within has a massive arched ceiling, stretching 30 feet into the air at its apex. When home, Lerentiss spends much of his time here. Aside from a few scattered bones, the cave contains only an odd shrine in the northeast corner, covered in an old cloth. It is made of gold and silver and depicts an elf maiden, her right hand holding aloft a staff and her left arm outstretched but missing a hand. The statue is exquisite, and the gold and

workmanship alone could fetch the owner some 1,000 gp to an interested collector.

While valuable just for its appearance, the statue has an additional function: any creature *attuned to nature* is calmed and rested when within 100 feet of the statue. Generally, only druids, rangers, and elves are considered *attuned to nature*, but Lerentiss, being a creature of the forest, also receives this benefit. Specifically, if any of the above listed characters spends one minute near the statue, they are affected as if by a *remove fear* spell. If this same character spends an hour by the statue, any harmful mind-affecting spells except a *geas/quest* are *dispelled*. And finally, if the character rests for four hours by the statue, he is healed as if he had rested for eight hours and may memorize or pray for lost spells. Furthermore, the character feels happy, centered, and calm.

Lerentiss found the statue here when he moved into the cave and has grown very fond of it. Though he generally loathes elves, he enjoys the statue's magical benefits, so he has draped a cloth over it so that he is not forced to look continuously upon the elven visage. Unknown to the dragon, the statue's "brother" half resides with a group of renegade elves (see **The Embittered Elves**, below).

**Tactics:** If surprised in his lair, Lerentiss defends his home fiercely. He flies to the top of the cave and from there uses his breath weapon and *magic missiles* before diving down to claw and bite the PCs. If he is aware strangers are near by, he is inclined to dialogue, perhaps using a *charm person* spell to improve the quality of information. If the PCs are willing to leave him alone, he is willing to let them go their way; though with his home discovered, he will eventually need to hunt them down (see **Development**, below).

### H2: Treasure Cave (EL 6)

Knowing he does not wish to spend every waking moment in his cave watching over his treasure, Lerentiss has befriended a **belker** who guards the treasure faithfully while the dragon is away. The belker is a strange little creature that rarely leaves this cave, even if a combat is in progress in Area G1; however, it attacks anyone besides Lerentiss who sets foot in this cave.

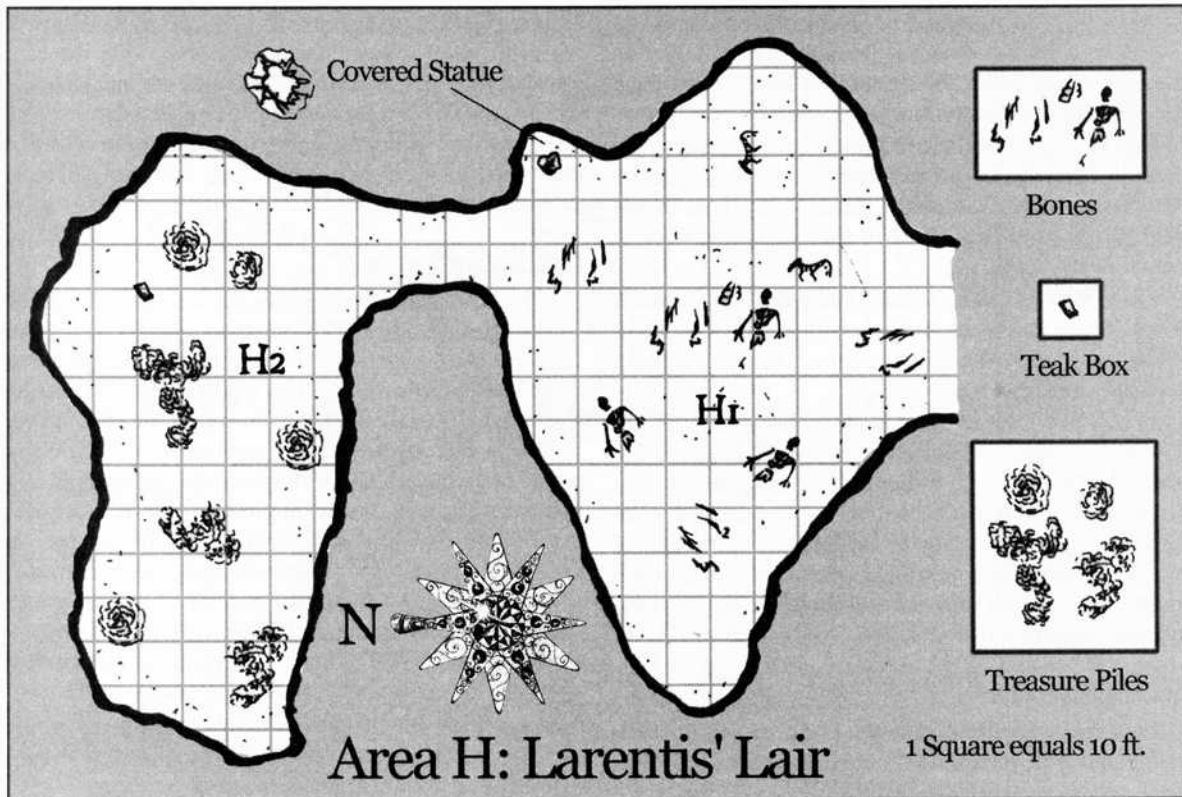
**Belker:** CR 6; SZ L Elemental (Air); HD 7d8+7; hp 40; Init +5 (Dex); Spd 30 ft., fly 50 ft. (perfect); AC 22 (-1 size, +5 Dex, +8 natural); Atk +9 melee (1d6+2 [x2], wings) and +4 melee (1d4+1, bite) and +4 melee (1d3+1 [x2], claws); Reach 10 ft.; SA smoke claws; SQ smoke form; AL NE; SV Fort +3, Ref +10, Will +2; Str 14, Dex 21, Con 13, Int 6, Wis 11, Cha 11.

**Skills:** Listen +9, Move Silently +9, Spot +9. **Feats:** Multiattack, Weapon Finesse (wing).

**Tactics:** The belker prefers to attack in *smoke form*. If it is aware of approaching intruders, it assumes this gaseous state and blends in nicely with the shadowy dimness of the cave (Spot DC 15). It then flies out and attacks the nearest PC, using its *smoke claws* if its victim fails his Fortitude save. If reduced to 10 hp or less, it attempts to flee through Area F1 and then into the forest.

**Treasure:** Piled about the cave are 2,900 gp, 3,400 sp, and 25 gems of rose quartz, zircon, jasper, and moonstone





worth 25-50 gp each. In addition, there is a platinum goblet encrusted with tiny rubies worth 750 gp, a pearl necklace (300 gp), a snake-shaped diamond brooch (900 gp), and a gold crown (200 gp). There is also an arcane scroll of three spells: *fire trap*, *fear*, and *enervation* (all cast at 7th level). Lastly, inside an unlocked teak box (75 gp) is a +2 *morningstar of disruption*.

**Development:** Obviously, Larentiss will be too much of a challenge for the PCs when they first begin exploring Quail Valley. Assume that initially the dragon spends most his time resting in his cave or circling the woods around his lair. Eventually, however, he ventures forth, perhaps stealing livestock or—always hungry for more treasure—terrorizing the occasional merchant caravan. Allow the PCs to reach 7th or 8th level before having the dragon make his impact felt on the countryside. Bartering with or bribing Larentiss only keeps him away for a week or two. He soon returns, wreaking havoc on peasants and nobles alike.

## Area I: The Embittered Elves

Recently, a small band of well trained, highly independent renegade elves made their way to the Forest of Nin. They were in search of a holy item long rumored to be lost somewhere within the forest. This item, a statue depicting an elf maid and a male elf warrior, would grant great power to priests of the Elven God if secure in the sanctity of an elven temple. After much divining and searching, they found it—or half of it. To their horror, the female half of the statue was missing. Elenkar, their priestess, communed with the statue and divined that “humans had sundered” the relic. Furious, Elenkar approached Lord Kyle and demanded the other half. Kyle said he had no idea what she

was talking about. Elenkar left their meeting swearing to extract the elven treasure from the arrogant humans by any means necessary. Knowing their numbers were too small to take on the entire human population, the elves planned a campaign of terror to regain the lost half.

Unfortunately, the sister half of the statue now resides with Larentiss. The divination had been correct in identifying humans as the race responsible for the splitting of the statue, but the humans who had done the sundering were brigands, now long since perished. One way or another, the two sides of the statue found their way to different parts of the forest: the brother half within a hollow tree, the sister half in what is now Larentiss' cave.

**The Camp:** The elves have set up camp in a loose cluster of trees. Their tents are olive green and blend well with the surrounding forest. Always alert, the elves keep four guards posted at the spots marked “X” at all times. As well, Elenkar employs several bird friends to scout the mile or so around the camp to warn of approaching strangers.

### Campaign of Terror

In an attempt to intimidate the humans of the valley into relinquishing the statue's second half, the elves enact a campaign of terror. This should not begin immediately upon the PCs' arrival to the valley. Let the party have an adventure or two. Whenever the DM decides to begin the campaign, it should proceed according to the following timeline:

**First Event: Aldulphous Bragger's barn is burnt to the ground.** In the middle of the night, Aldulphous Bragger, a farmer living near Pembrose, awakens to the sound of fire licking the night sky. His entire barn and much of the livestock therein are destroyed. Pinned by a dagger to a tree



## FOREST OF NIN ENCOUNTER AREAS (AREAS D—K)

near the barn is a note reading, "Leave the statue by the Whispering Rock or more shall follow." The Whispering Rock is a large flat rock about two miles north of the ruined keep (Area C) that seems to whisper when the wind blows.

**Two Weeks Later: Lionel Camp's barn is burnt to the ground.** This event is identical to the first, except that the note reads, "Listen Carefully: Return the statue to the Whispering Rock or more shall follow." Lionel Camp's farm is near Twain.

**Three Weeks Later: Tymoll Fennell's barn is burnt down.** Same as before, only this time the note reads: "Houses are next. Return the statue." Tymoll Fennell's barn is near Bostwick.

By this time, the PCs are likely to become involved. Lord Kyle contacts them and explains what he knows. He offers the PCs 2,000 gp if they can somehow rectify this situation. The valley is becoming very concerned: additional men are rounded up for the militia, and groups of five or six patrol the countryside around the villages each night. The PCs have only two real choices: either find the missing statue or kill all the elves.

### Locating the Elves

Aside from stumbling upon the camp randomly, there are a number of ways the PCs might locate the elves. A *speak with animals* spell cast on a flying woodland creature might give a general direction of where to go. Tracking the elves is also a possibility. Three rangers were sent to burn the barns, though they took care to cover their tracks once

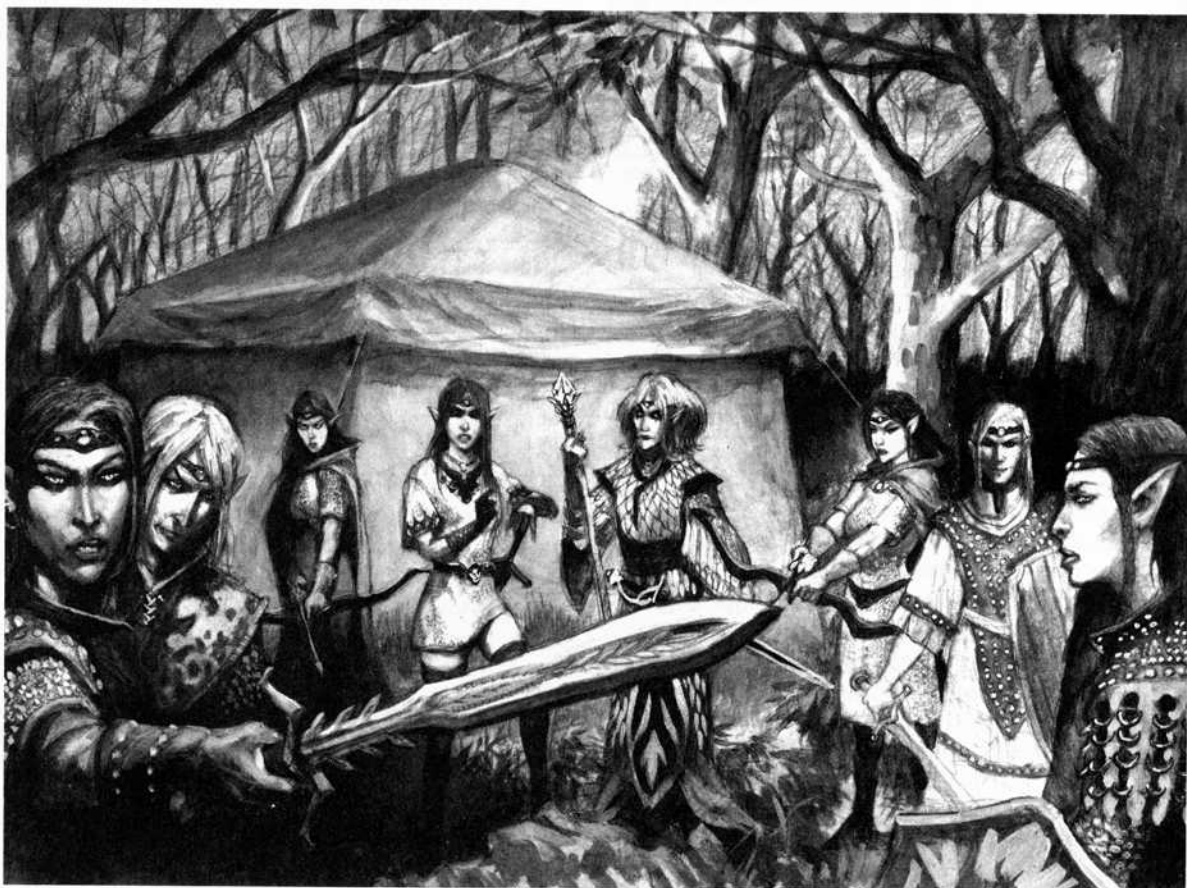
they retreated into the forest. Thus, if the PCs attempt to track the elves the day immediately following the barn burning and there was no rain, the Track attempt has a DC of 19. If the PCs can fly, they might be able to circle above the forest and with some luck spot the camp through the trees (Spot DC 25). Lastly, of course, there are a number of divination spells that might prove useful.

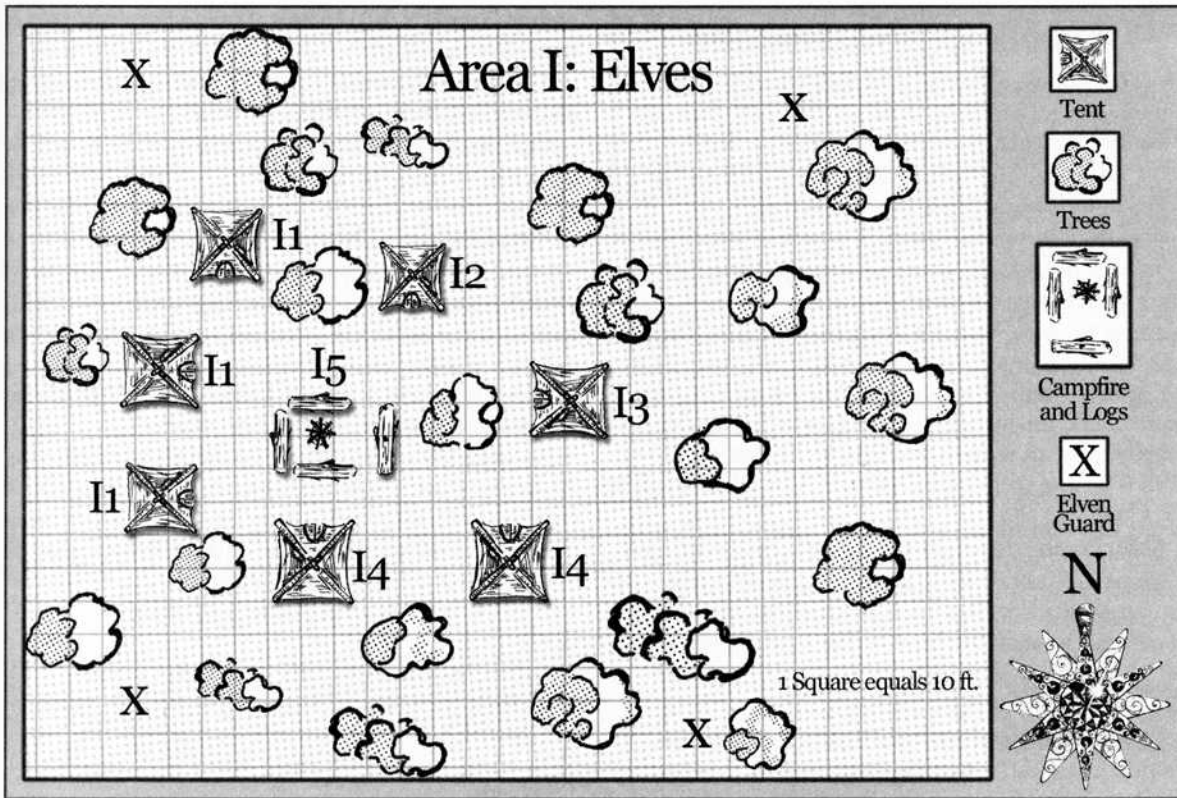
### Getting the Statue

If the PCs can locate the statue but are unable to acquire it, the elves would be glad to help in slaying the dragon. Larentiss absolutely refuses to hand over the statue unless bribed with magic or valuables worth at least 50,000 gp. Even then, a successful Diplomacy check (DC 15) is required. The elves, being suspicious of all non-elves, would prefer to handle the dragon alone, though the PCs could easily talk their way into joining in this effort with a successful Diplomacy check (DC 12). If the elves do attack the dragon alone, assume they succeed, though they suffer 50-75% casualties in the process. Once Larentiss is dead, they take the statue and all her treasure and leave the forest forever. If the PCs join in the attack and Larentiss is slain, the elves demand 50% of the treasure.

It is conceivable that the PCs, out of pure greed, would prefer to attack Larentiss alone. To convince the elves to agree to this, the PCs must succeed at a Charisma check (DC 25) modified by the party's average level. Thus, a bard with an 18 Charisma whose party's average level was 7 would gain a +11 on his Charisma check for this purpose.

If the PCs retrieve the statue and return it, the elves immediately cease any hostilities and return with their





statue to their homeland (the DM should feel free to place this elven homeland in any large forest in his world). Before they leave, Elenkar tells the PCs she is grateful for their honesty and efforts and tells them they are always welcome in her house and temple.

### Elf Tactics

The elves are ever wary of the threats posed by both creatures of the forest and, once they have begun their campaign of terror (see above), humans. Using her *ring of animal friendship* and *helm of speak with animals*, Elenkar keeps a small squadron of 24 ravens at her disposal, all of whom circle the forest for several miles around the camp and report back to her if anything “walking on two legs” is approaching. Assume that unless the party is approaching with extreme caution, the ravens spot them and the elves are prepared for their arrival.

When prepared, the four guards (elven warriors) at the spots marked “X” are on high alert. All other members of the camp are out of their tents and dispersed around the camp sight. The rangers and warriors take up positions by trees around the camp, while Elenkar watches to the north and east, and Frantiss watches to the south and west. If the PCs approach without weapons drawn, the elves are willing to parlay. For the most part, unless the PCs come bearing either the second half of the statue or the location of its whereabouts, the elves have little use for them. They cannot be convinced to cease their hostility. They do not believe or accept that the humans of Quail valley do not know the statue’s location.

If the PCs attempt to attack the camp, and the elves are aware of their approach, the elves take the following actions:

- All but one sniper and two warriors take up defensive positions to defend the camp against whatever direction the attack is directed. Elenkar casts *bull’s strength* on herself, and Frantiss casts *mage armor*. The remaining warriors and sniper watch for sneak attacks from other directions.
- At first sight of danger, the snipers and warriors begin firing their bows. Frantiss casts *slow* and then *lightning bolt*, and Elenkar casts *prayer* and then *hold person* against the first foe she spots.
- In subsequent rounds, the elves use missile weapons for as long as possible before closing with melee weapons. At least one sniper stays out of melee to fire arrows at spellcasters; Elenkar alternates between melee and healing the fighters; Frantiss, after casting *Melf’s acid arrow* at any arcane spellcasters, uses his wand and offensive spells. If threatened by ranged or melee attacks, Frantiss casts *mirror image*.

Any elves surprised in their tent attack immediately, calling loudly for help. Any elves in the camp still living arrive in 4-8 rounds, ready for combat—that is, Frantiss has cast *mage armor*, and Elenkar has cast *bull’s strength* on herself.

### Key to the Elf Encampment

#### I1: Elf Warrior Tent (EL3)

Four elven warriors reside in each tent. During the day, only one or two are typically in the tent resting, restringing their bows, and repairing their armor; the other two are either on guard duty or relaxing in the campsite (Area I5).



### *Helm of Speak with Animals*

This plain steel helmet grants the wearer the ability to speak with any animal, as per the spell *speak with animals*. This ability can be used twice per day.

**Caster Level:** 4th; **Prerequisites:** Craft Wondrous Item, *speak with animals*; **Market Price:** 6,400 gp.

In the tent are four cots and four small trunks containing the warriors' personal effects.

**Elven Warrior, Male Elf War1 (4):** CR 1/2; SZ M; HD 1d8; hp 6 each; Init +2 (Dex); Spd 30 ft.; AC 17 (+2 Dex, +3 studded leather, +2 shield); Atk +3 melee (1d8+1, masterwork longsword, 19-20/x2) or +3 ranged (1d8, longbow, crit x3, range 100 ft.); AL N; SV Fort +2, Ref +2, Will +0 (+2 vs. spells); Str 12, Dex 14, Con 10, Int 10, Wis 11, Cha 12.

**Skills:** Listen +5, Search +5, Spot +5. **Feat:** Alertness.

**Possessions:** Masterwork longsword, dagger, longbow, 20 arrows, studded leather armor, large wooden shield, *potion of cure light wounds* (5th level, 1 dose), pouch with 15 gp.

### **I2: Elenkar's Tent (EL7)**

Elenkar, the elves' priestess, resides here. Elenkar and Frantiss share the leadership responsibilities, but, given Elenkar's high Charisma, the elves tend to defer to the priestess. Normally, she is out in the camp or in Frantiss' tent planning the next raid. If in her tent during the day, she is probably kneeling before the statue that she keeps in the corner of the tent, praying to her goddess.

The tent contains a cot and a chest with her robes and some jewelry (see **Treasure**, below).

**Elenkar, Female Elf Clr7:** CR 7; SZ M; HD 7d8; hp 35; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+1 Dex, +5 chain shirt, +2 shield); Atk +7 melee (1d8+1, +1 longsword, 19-20/x2) or +6 ranged (1d8, longbow, crit x3, range 100 ft.); SA spells; SQ elven traits, protective ward, turn undead; AL N; SV Fort +5, Ref +3, Will +8 (+10 vs. spells); Str 11, Dex 13, Con 10, Int 13, Wis 17, Cha 16.

**Skills:** Heal +13, Knowledge (nature) +11, Listen +5, Search +3, Spot +5. **Feats:** Brew Potion, Improved Initiative, Scribe Scroll, Weapon Focus (longsword).

**Divine Spells Prepared** (6/5/4/3/1; base DC 13 + spell level): 0—cure minor wounds (x2), detect magic, guidance, read magic, resistance; 1st—bless, cure light wounds (x2), divine favor, remove fear; 2nd—bull's strength, cure moderate wounds, hold person, sound burst; 3rd—cure serious wounds, prayer, searing light; 4th—cure critical wounds.

**Domain Spells (Protection/War):** 1st—sanctuary; 2nd—spiritual weapon; 3rd—protection from elements; 4th—divine power.

**Granted Powers:** Once per day, an elven cleric may cast a *protective ward* (see below).

**SQ—Protective Ward:** With a touch, the cleric bestows a resistance bonus equal to her level. This is an abjuration effect that lasts one hour and is a spell-like ability.

**Possessions:** +1 longsword, longbow, 20 arrows, +1 chain shirt, large wooden shield, holy symbol, *potion of cure critical*

*wounds* (7th level, 1 dose), *ring of animal friendship*, *helm of speak with animals*.

**Treasure:** The trunk contains 2,000 gp and various pieces of jewelry worth 450 gp in total.

**The Statue:** This statue functions in all ways like its sister half in Area H1, above.

### **I3: Frantiss' Tent (EL6)**

Like the other tents, Frantiss' is sparsely furnished: a cot; a trunk containing a winter cloak, a pair of boots, and his spell book (see below); the stump of a tree (used as a table); and two wooden chairs. Frantiss and Elenkar do their planning here, and it is possible both are present. If not, Frantiss is resting here or with "the troops."

**Frantiss, Male Elf Wiz6:** CR 6; SZ M; HD 6d4+3; hp 20; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 14 (+2 Dex, +2 robe); Atk +3 melee (1d6-1, masterwork rapier, 18-20/x2) or +5 ranged (1d8, longbow, crit x3, range 100 ft.); SA spells; SQ elven traits; AL N; SV Fort +2, Ref +4, Will +6; Str 8, Dex 14, Con 10, Int 16, Wis 12, Cha 12.

**Skills:** Concentration +11, Knowledge (arcana) +12, Knowledge (nature) +12, Listen +7, Search +5, Spellcraft +14. **Feats:** Craft Wand, Improved Initiative, Scribe Scroll, Skill Focus (Concentration), Skill Focus (Spellcraft), Toughness.

**Arcane Spells Prepared** (4/4/4/3; base DC 13 + spell level): 0—detect magic, light, mending, read magic; 1st—burning hands, mage armor, magic missile, unseen servant; 2nd—Melf's acid arrow, mirror image, see invisibility, web; 3rd—dispel magic, lightning bolt, slow.

**Possessions:** Masterwork rapier; longbow; 20 arrows; *robe of protection* +2; *wand of magic missile* (5th level, 35 charges); *potion of cure serious wounds* (5th level, 1 dose); arcane scrolls of *charm person* (3rd level), *protection from arrows* (3rd level), *fireball* (5th level), and *fly* (5th level); spell book; pouch with 100 gp.

**Spell Book** (all those prepared plus the following): 0—all; 1st—burning hands, charm person, identify, shield, silent image, spider climb; 2nd—arcane lock, bull's strength, daylight, invisibility, knock, protection from arrows, rope trick; 3rd—fireball, fly, haste, summon monster III.

### **I4: Rangers' Tents (EL7)**

**Eight elven rangers**, or **snipers**, are housed here. Normally, only half the rangers are present at one time, with two from each tent out on patrol (see **Campaign of Terror**, above). Each tent contains four cots and four trunks with the elves' personal belongings and the **Treasure**.

**Elven Snipers, Male Elf Rgr3 (8):** CR 3; SZ M; HD 3d10; hp 20 each; Init +2 (Dex); AC 16 (+2 Dex, +4 chain shirt); Atk +3 melee (or +5 with one weapon) (1d6+1, masterwork rapier, 18-20/x2) and +3 melee (1d6, masterwork short sword, 19-20/x2) or +6 ranged\* (1d8+1\*, mighty composite longbow [Str 13], crit x3, range 110 ft.); SA favored enemy (+1 humans); AL NE; SV Fort +3, Ref +3, Will +3 (+5 vs. enchantments); Str 13, Dex 14, Con 10, Int 12, Wis 14, Cha 12.



\*The elves receive a +1 attack bonus and a +1 damage bonus if within 30 feet of a target. The stats listed above assume the elves are outside of Point Blank range.

**Skills:** Hide +8, Listen +10, Move Silently +9, Search +3, Spot +10, Wilderness Lore +9. **Feats:** Far Shot, Point-Blank-Shot, Track.

**Possessions:** Mighty composite longbow (+1), masterwork short sword, masterwork rapier, 15 masterwork arrows, masterwork chain shirt.

**Treasure:** Each trunk contains 50 gp, three +1 arrows, and mundane gear.

### Is: Campsite (EL Varies)

The Elves spend much of their waking time here, gathered around a small fire talking, planning, and passing the time.

## Area J: The Moaning Tree (EL 4)

In the middle of a small clearing stands a 60-foot tall pine tree. Its trunk is massive, fully 6 feet in diameter at its base. When a strong wind blows, this tree creates a low moaning sound like a man in pain.

The base of the tree is in fact hollow. A small secret door (4 feet high) has been carved out of one side (Search DC 18). Inside the tree is a cozy, empty chamber with a 6-foot high ceiling. The walls of the chamber are carved with strange runes, though no magic can be detected. There is a secret trap door in the floor of this area (Search DC 15). The trapdoor leads to a chute, the side of which has been built with solid wooden handholds. The chute descends 40 feet to a small, unlit subterranean room. This room contains a small stone table and a small stone chair, both about the right size for a halfling or gnome. Another small door (4 feet high) leads to a narrow winding passage that twists steadily downward until it arrives in Area 9 in the Underdark.

**Creatures:** An ettercap is currently lairing in a nearby tree. It waits until the PCs are busy examining the Moaning Tree to spring from its hiding spot and attack.

**Ettercap:** CR 4; SZ M Aberration; HD 5d8+5; hp 30; Init +3 (Dex); Spd 30 ft. climb 30 ft.; AC 14 (+3 Dex, +1 natural); Atk +3 melee (1d8, bite plus poison) and +1 melee (1d3 [x2], claws); SA web, poison (Fort DC 14, 1d6/2d6 temporary Dex); SQ low-light vision; SV Fort +2, Dex +4, Will +6; Str 10, Dex 17, Con 13, Int 6, Wis 15, Cha 8.

**Skills:** Climb +8, Craft +2 (any one), Hide +3\*, Listen +10, Spot +10\*. \*In shadows, ettercaps receive a +4 racial bonus to Hide and Spot checks. **Feat:** Multiattack.

**Tactics:** The ettercap uses its web against the biggest, strongest looking PC first. It stays out of melee as long as possible, preferring to immobilize opponents with its web first before moving in to paralyze them with its poison bite.

**Treasure:** Hidden in a web-filled nest high in a nearby tree (Search DC 20 if tree is climbed, 35 otherwise), is a gold armband worth 250 gp and a leather pouch containing six small gems worth 25 gp each.

## Area K: The Borne Farm and A Troublesome Troll

The Borne family—Noah, the father; Lorinda, the mother; Thomas, the teenage son; and Sissy, the young daughter—tends a modest farm near the perimeter of the Forest of Nin. Recently, a troll and three orcs appeared at their gate at dusk, marched into their pigpen, selected four large swine, and carried their haul back into the forest. The Borne family hid in the farmhouse, glad the monsters wanted nothing more than livestock. Noah can point the PCs in the direction the troll and orcs went as they left, and a successful Track check (Wilderness Lore DC 16) easily leads the PCs to the monsters' cave.

### Hooks

The PCs are most likely to be drawn into this small adventure through Jeffar (see The Church of the Ever-Shining Sun in **Bostwick** for details). It is not impossible, however, for the PCs to become involved for other reasons, such as:

- The PCs learn there is a troll harassing the locals and decide to take action. The PCs could hear about the troll at The Goat's Beard or from passersby on the street. A successful Gather Information check (DC 12) reveals that the Borne family was the latest victim.
- Noah Borne approaches the PCs and pleads for their help. He hopes they will do the job for free, but he is willing to give them 50 gp (his life's savings) if they take care of the problem. If Jeffar learns the PCs took Noah's money, she is most displeased; if, on the other hand, she learns the PCs got rid of the troll for free, she deems them worthy of her time and council (see above).
- The PCs stumble on the cave in their wanderings. Treat as a random encounter.

### Troll Cave (EL 6)

Garesh, the troll, and his 3 orc henchmen have taken up residence in a large (50-feet by 50-feet) cave in a hillside about a mile into the woods. The woods are thick and darkly shaded here, allowing the orcs to move about without suffering penalties from the light. During the day, orcs rotate guard duty by the cave's mouth. By dusk, the band is up and about, cutting wood, eating, gambling, arguing, and brawling.

To prevent the guard from being surprised during his watch, the orcs have scattered the bones from their meals across the forest floor in a 30-foot diameter semicircle. Approaching the cave on foot from any direction save above (i.e., down the steep hillside; Climb check DC 15) incurs a -8 circumstance penalty to all Move Silently checks. If intruders are spotted, the orcs and troll immediately prepare themselves for battle.

**Tactics:** If possible, Garesh charges the toughest looking fighter while the two orc warriors engage weaker-looking PCs and Krink attempts to gain a sneak attack on a spellcaster.

It is not impossible to negotiate with Garesh. If the PCs are bold and score a successful Intimidate (DC 18) or Bluff

FOREST OF NIN ENCOUNTER AREAS (AREAS D—K)

Treeline

Moaning Tree

Clearing Width 80 ft.

Moaning Tree Clearing

1 Square equals 2.5 ft.

N

Moaning Tree (Cutaway)

6ft.

40 ft. Shaft To Subterranean Room

To Underdark Area 9

Area J: The Moaning Tree

Stone Table and Chair

Secret Door

Secret Door in Floor

Door

Shed

Main Farmhouse

Cattle Barn

Pigpen

Troll Cave

Approx. 300 ft by 200 ft.

Trees

Bones

Column

Stalactites

Stalagmites

Bed

Rubble

Chest

N

To Underdark Area 11

Troll Cave

Area K: Bourne Farm and Troll Cave

1 Square equals 5 ft.

## THE VAULT OF LARIN KARR

check, they might convince Garesh that it would be in his best interest to leave. If the PCs succeed in a diplomatic approach, Garesh takes his treasure and heads for the forest's interior.

**Garesh, Male Troll:** CR 5; SZ L Giant; HD 6d8+36; hp 65; Init +2 (Dex); Spd 30 ft.; AC 18 (-1 size, +2 Dex, +7 natural); Atk +9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); Reach 10ft.; SA rend (2d6+9); SQ regeneration (5), scent, darkvision (90 ft.); AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

*Skills:* Listen +5, Spot +5. *Feats:* Alertness, Iron Will.

*Possessions:* See **Treasure**.

**Krink, Male Orc Rog3:** CR 3; SZ M; HD 3d6; hp 14; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 leather); Atk +5 melee (1d6+2, short sword, 19-20/x2) or +4 ranged (1d4+2, thrown dagger, 19-20/x2); SA sneak attack (+2d6); SQ darkvision (60 ft.), light sensitivity, evasion, uncanny dodge (Dex bonus to AC); AL CE; SV Fort +1, Ref +5, Will +0; Str 15, Dex 14, Con 11, Int 10, Wis 8, Cha 8.

*Skills:* Climb +8, Hide +8, Intimidate +5, Jump +8, Listen +7, Move Silently +8, Search +6, Spot +7. *Feats:* Alertness, Weapon Focus (short sword).

*Possessions:* Short sword, four throwing daggers, leather armor, 25 gp in leather pouch, and key to the treasure chest hidden in belt (Search DC 20).

**Orcs (2):** CR 1/2; SZ M; HD 1d8; hp 8, 7; Init +0; Spd 20 ft.; AC 14 (+4 scale mail); Atk +3 melee (1d12+3, greataxe, crit x3) or +1 ranged (1d6+2, javelin, range 30 ft.); SQ darkvision (60 ft.), light sensitivity; AL CE; SV Fort +2, Ref +0, Will -1; Str 15, Dex 10, Con 11, Int 9, Wis 8, Cha 8.

*Skills:* Listen +2, Spot +2. *Feat:* Alertness.

*Possessions:* greataxe, 3 javelins, scale mail, 30 sp in pouch.

**Treasure:** In one corner of the cave is a locked, trapped wooden chest containing 1,200 sp, 480 gp, and a gold tiara worth 350 gp.

**Locked Wooden Chest:** Hardness 3; hp 15; Break (DC 15); Open Locks (DC 20).

**Hidden Poisoned Needle Trap:** CR 3; no attack roll necessary (1 hp plus poison; initial 1d4 temp Str, secondary 2d6 temp Str, Fort DC 14); Search (DC 22); Disable Device (DC 20).

**Development:** In the rear of the cave, partially blocked by a pile of rocks, is a small passageway. It is too small (only 4 feet high and 4 feet wide) for Garesh to negotiate, so it has gone uninvestigated. The tunnel winds into the hillside for a hundred yards or so, then takes a sharp drop down, all the while remaining low and narrow. The tunnel continues to wind down for several hundred yards and eventually opens into Area 11 in the Underdark.



# Gaskar Hills Encounter

## Areas (Areas L—O)

See the Wilderness Overview chapter for more details on the hills. The following areas contain specific encounters and NPCs found within the area of the hills. Like the Forest of Nin encounters, what you are about to read are “snap shots” of those areas. This is a dynamic setting, however, and the DM should feel free to move the monsters and NPCs around as he sees fit.

### DM Notes

Except for the Thorfax Mines, the Gaskar Hills are pretty much left alone by the humans of the valley. The Minx brothers make occasional journeys here, but aside from that, the generally inhospitable terrain keeps the humans away. As such, it has increasingly become home to more creatures and goblinoids. The White Fist Orcs dwell in some caves here, as well as the evil and cunning Delvo, the halfling priest of Nergal.

### Area L: Thorfax Mines

Located about six miles southwest of Twain at the foot of the Gaskar Hills, the Thorfax Mines have been a steady supplier of iron ore to the region for over twenty years. The mine typically employs 35-50 men who are housed and fed in a small camp comprised of low, wooden buildings located one mile from the mines. The miners are given one day off a week, during which time they travel into town and get thoroughly drunk at the Hog’s Head Inn.

Three men, Michael Stearns, James Washburn, and Kenny Wonk, oversee the mines’ daily operations and receive orders from Taylor Kyle.

**Taylor Kyle, male human Ari3:** See the Twain chapter.

**Michael Stearns, James Washburn, and Kenny Wonk, Male Human Exp2:** CR 1; SZ M; HD 2d6; hp 7; Init +0; Spd 30 ft.; AC 10; Atk +1 melee (1d4, dagger, 19-20/x2); ALNG; SV Fort +0, Ref +0, Will +4; Str 10, Dex 10, Con 10, Int 11, Wis 12, Cha 10.

**Skills:** Appraise +5, Bluff +5, Gather Information +5, Intimidate +5, Knowledge (mines) +5, Knowledge (mining) +5.

**Possessions:** Dagger, 20 gp.

**Miner, Male Human Com1:** CR 1/3; SZ M; HD 1d4+1; hp 3; Init -1 (Dex); Spd 30 ft.; AC 9 (-1 Dex); Atk +1 melee (1d4+1, light pick, crit x4); ALNG; SV Fort +1, Ref -1, Will -1; Str 12, Dex 8, Con 12, Int 8, Wis 8, Cha 8.

**Skills:** Climb +5, Profession (miner) +3.

**Possessions:** Light pick, 2d6 sp.

The mines have been left unmapped, though the DM should feel free to develop them as he or she sees fit. It is always likely, of course, that the mine will eventually tap into the Underdark, and the PCs might be called in to deal with whatever “comes up.” This is a possible area of expansion for the DM.

### Area M: Delvo’s Lair (EL5)

Delvo, a halfling priest of Nergal, lives here along with his pet worgs. A wretched loner, Delvo keeps to himself, praying to his foul god and hoping one day to raise an undead army to ravage the countryside, whose occupants he loathes. Presently, he is far from powerful enough to see this plan to its fruition, but he is a dedicated little schemer, and with time, experience, and the acquisition of the *rod of death* (see Area B7 in the Bostwick chapter, above) could certainly prove a threat to the valley.

**Dungeon Features:** Areas M2-M8 are lit by wall sconces and crafted from mortared stone, with low, 5-foot high ceilings.

#### M1: Entrance Cave

This low, narrow cave is accessed through a 3-foot high opening. Smoke can be seen rising from two chimneys jutting from the hillside above it.

In the rear of the cave is a low (4 feet high) passage that terminates in a small, stout, round door, immediately recognizable as a halfling door. Carved above the handle is an ornate letter D.

#### M2: Living Room (EL5)

Although the priest of a foul and evil god, Delvo is still a halfling, and his home is predictably cozy and well-appointed. A warm fire burns in the hearth in the south, beside which is a reading chair and a bookshelf. A halfling-sized table and two halfling-sized chairs occupy the northwest corner. Anyone scanning the books in the bookshelf notices that a majority of the titles deal with death, dying, and dismemberment.

Unless the DM prefers otherwise, Delvo is here resting, reading, and smoking his pipe.

**Delvo, Male Halfling Clr5 (Nergal):** CR 5; SZ S; HD 5d8+5; hp 30; Init +2 (Dex); Spd 20 ft.; AC 14 (+1 size, +2 Dex, +1 robe) or 18 (+1 size, +2 Dex, +4 chain shirt, +1 robe); Atk +5 melee (1d6, masterwork light mace) or +6 ranged (1d8, light crossbow, 19-20/x2, range 80 ft.); SA death touch, spells; SQ rebuke undead; ALLE; SV Fort +6, Ref +4, Will +8 (+10 vs. fear); Str 10, Dex 14, Con 12, Int 10, Wis 16, Cha 14.

**Skills:** Climb +2, Concentration +9, Jump +2, Knowledge (religion) +8, Listen +5, Move Silently +4. **Feats:** Craft Wondrous Item, Scribe Scroll.

**Unholy Spells Prepared (5/4/3/2;** base DC 13 + spell level): 0—create water, cure minor wounds, detect magic, mending, read magic; 1st—cure light wounds, detect good, inflict light wounds, sanctuary; 2nd—bull’s strength, hold person, silence; 3rd—contagion, cure serious wounds.

**Domain Spells (Death/Evil):** 1st—cause fear; 2nd—death knell; 3rd—animate dead.



**Granted Powers:** Priests of Nergal cast all evil spells at +1 caster level; in addition, they gain the *death touch* ability (see below).

**SA—Death Touch:** Once per day, this spell-like ability allows the cleric to make a melee touch attack against a living creature. If he succeeds, he rolls 5d6; if the number rolled exceeds the creature's current hit points, it dies.

**Possessions:** Masterwork light mace, light crossbow, 20 bolts, *robe of protection +1*, masterwork chain shirt (not worn currently), *helm of undetectable alignment* (see below), divine scrolls of *gentle repose* (5th level) and *cure moderate wounds* (3rd level).

**Treasure:** Hidden in a hollowed-out book in the bookshelf (Search DC 28) is a *potion of divine power* (9th level).

**Tactics:** Delvo is no fool. He has no interest in taking on a group of well armed adventurers single handedly. Thus, if the PCs come knocking, he shoos them away, explaining that he prefers to be left alone. If the PCs attempt to break down his door or obviously have no interest in talking, he runs to Area M9, if possible snatching the *potion of divine power* from the bookshelf and his chain shirt from Area M7 as he goes. If prevented from running, he tries to talk his way out of a fight.

**Development:** Delvo learned some time ago that a powerful magic item, the *rod of death*, was stored in a secret temple to Nergal somewhere in the valley (Area B). Thus far, he has not been able to locate the temple or the rod. He has made no excursions into the Underdark, although he is aware that entrances to that terrible place abound within the valley. Presently, he is engaged in rounding up as many humanoid corpses as possible from the surround-

ing countryside. Being 5th level, he can still raise three more zombies, which he would like to do as soon as possible.

His greatest desire, however, is to acquire the *rod of death*. How the DM handles Delvo and the *rod* is entirely his choice. If the PCs find the *rod* and return with it to the surface, assume Delvo learns of the discovery and attempts to hire Harry Jack or the Begly Brothers to steal it, or he ambushes the PCs with his worgs and zombies. If, on the other hand, the PCs do not discover the *rod*, and the DM wishes to develop this story line, he has two choices. Either the PCs learn that this curious loner has been asking around about a hidden temple of Nergal and get suspicious, or the DM decides at some point that Delvo has found the *rod* on his own and plans to begin using it. If the DM chooses the latter, then the valley's citizens soon have a very large problem on their hands for which the PCs will, no doubt, be hired or asked to remedy.

### M3: Kitchen

A strong fire burns in the fireplace in the west, within which hangs a cast iron pot. The room contains a table for food preparation and shelves full of herbs and seasonings.

### M4: Pantry

Assorted dried meats, fruits, vegetables, and cheeses are stored here.

### M5: Wine and Spirits

Delvo keeps close to 50 bottles of red and white wine stored here, along with some port, liqueurs, and brandies.

### Helm of Undetectable Alignment

This simple steel helmet prevents the wearer's alignment from being detected through the use of divination, as per the spell *undetectable alignment*.

**Caster Level:** 5th; **Prerequisites:** Craft Wondrous Item, *undetectable alignment*; **Market Price:** 20,000 gp.

#### M6: Bedroom

Delvo's bedroom contains a four-poster bed, an end table, a reading table, and a large fireplace.

**Treasure:** Delvo keeps his treasure hidden beneath a loose floorboard (Search DC 15). In a small locked wooden chest (Hardness 5; hp 25; Break DC 20; Open Lock DC 25) are 1,500 gp and 100 pp.

#### M7: Temple

The secret door to this area is particularly hard to find (Search DC 28). The temple contains a large iron statue to Nergal, a bronze offering dish, and a sacrificial stone stained with blood. A masterwork chain shirt hangs on a rack against the eastern wall.

**Development:** Once a year, Delvo must sacrifice a living human, demi-human, or humanoid to his god. For this act, he gains continued access to his dark master's unholy power and, depending on the strength and "goodness" of the creature sacrificed, greater experience and power. Delvo has tried to keep a low profile, and so thus far has only sacrificed orcs, goblins, and hobgoblins (and then, of course, *raised* them into zombies). At the DM's discretion, Delvo may become bolder and seek out an unsuspecting farmer or (worse) a young child for this dark ritual.

#### M8: Secret Door and Stairs Down

Like the secret door leading to Area M7, this portal is also well hidden (Search DC 28). A short set of stairs descends to the north, and a slight breeze smelling faintly of death wafts from the eastward stretching corridor beyond it. With a successful Listen check (DC 25), the PCs hear a low growling sound echoing on the breeze.

#### M9: Zombie Station (EL 4)

Standing guard against the eastern wall are 7 zombies: 4 orcs, 2 goblins, and 1 human (an ex-frost-bitten nomad). The zombies have been commanded to attack anyone other than Delvo or the worgs who enters the cave, and they do so without hesitation.

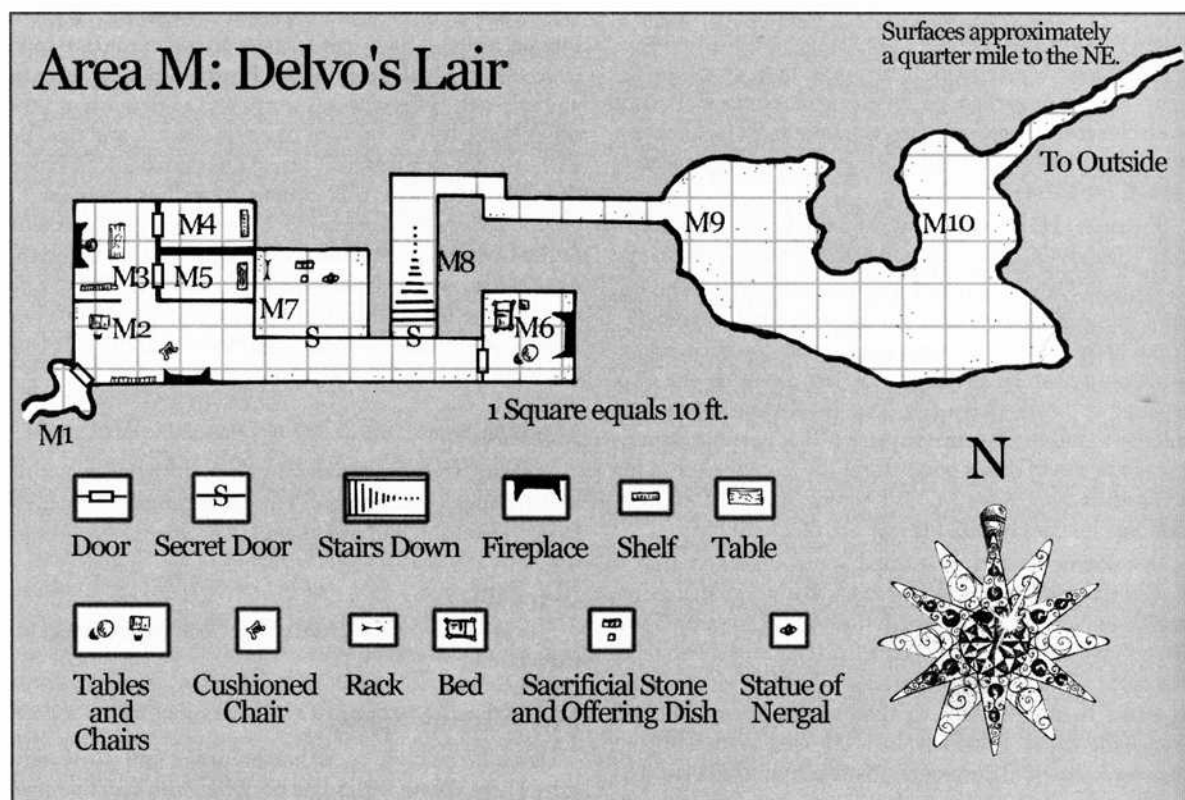
**Zombies (7):** CR 1/2; SZM Undead; HD 2d12+3; hp 16 each; Init -1 (Dex); Spd 30 ft.; AC 11 (-1 Dex, +2 natural); Atk +2 melee (1d6+1, slam); SQ undead, partial actions only; AL N; SV Fort +0, Ref -1, Will +3; Str 13, Dex 8, Con -, Int -, Wis 10, Cha 1.

**Feat:** Toughness.

**Tactics:** If Delvo is present, he sends the zombies ahead to engage the PCs while he calls for the worgs, which arrive in four rounds. Once he has the worgs and the zombies to protect him, Delvo uses his spells for as long as possible before wading into combat with his mace.

#### M10: Worg Warren (EL 6)

Scattered bones and discarded animal, human, and humanoid innards litter this cave. The smell of death from Area M9 wafts through this area and on down the passage to the north.





## THE VAULT OF LARIN KARR

A pack of 8 worgs lairs in this cave, though generally only four or five are here at any one time. Roll 2d4 to determine how many are present, or choose an appropriate number for the encounter (including all eight, if that would be best).

**Worgs (8):** CR 2; SZ M Magical Beast; HD 4d10+8; hp 30 each; Init +2 (Dex); Spd 50 ft.; AC 14 (+2 Dex, +2 natural); Atk +7 melee (1d6+4, bite); SA trip; SQ scent; SV Fort +6, Ref +6, Will +3; Str 17, Dex 15, Con 15, Int 6, Wis 14, Cha 10.

**Skills:** Hide +7, Listen +9, Move Silently +7, Spot +9, Wilderness Lore +2\*. \*Worgs gain a +4 racial bonus to Wilderness Lore checks when tracking by scent. **Feat:** Alertness.

**Tactics:** The worgs attack anyone other than Delvo who enters their lair. If they hear the sounds of combat in Area M9, but do not hear Delvo's voice, they do not go to investigate until the sounds of combat have stopped—the worgs dislike the zombies and would be just as glad to see them slain. If, on the other hand, Delvo calls for them, they run to his assistance.

**Development:** The passage to the north slopes upwards and surfaces about a quarter mile to the northeast. The opening to this passage is low and narrow, just wide enough for a worg to slip through.

### Area N: The Wyvern Lair (EL 8)

A pair of mated wyverns has made this large cave their home. They are unaware of the secret door leading to the hidden temple.

### Nr: Wyvern Cave (EL 8)

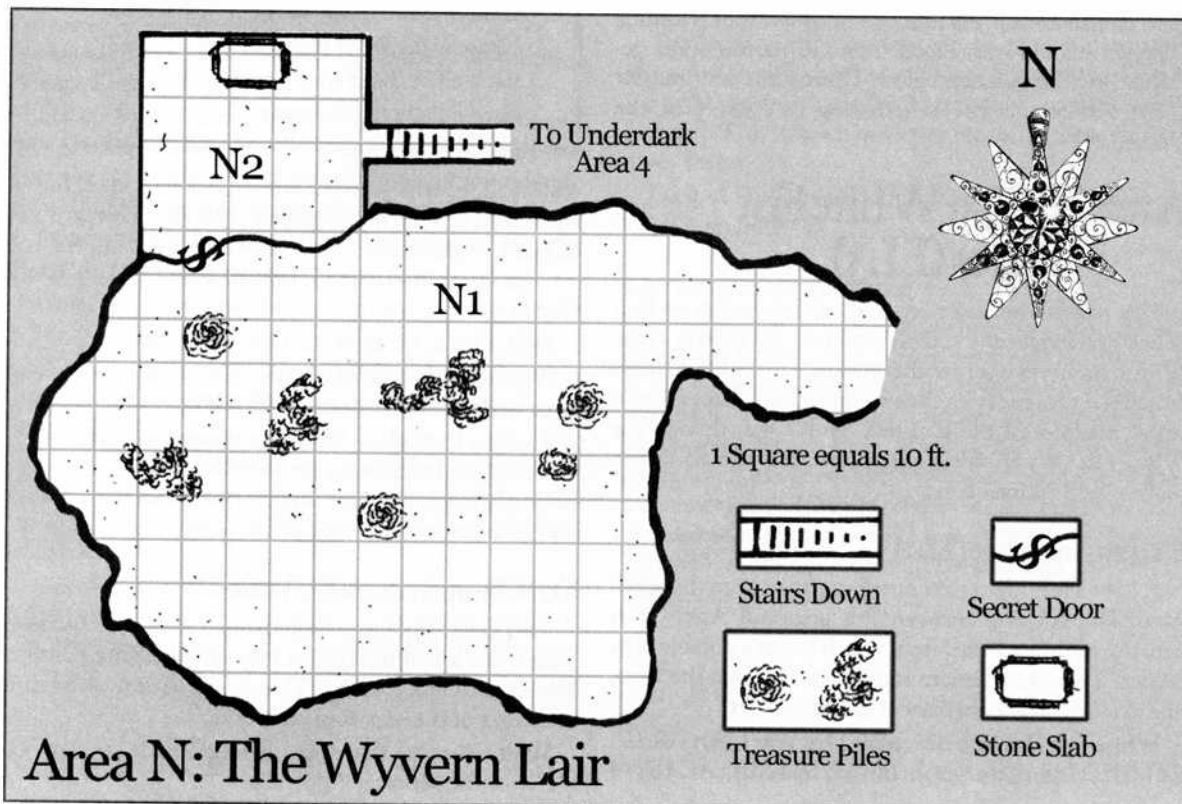
Years ago, this cave served as a temple for a violent and primitive religion, and the walls still bear numerous crude paintings depicting animal and human sacrifices. The secret door in the north is unlocked and can be found with a successful Search check (DC 20). The door opens on hidden hinges and swings in toward Area N2. When not out hunting, 2 wyverns lair here. (**Note:** these wyverns are in no way related to the wyverns listed in the Wandering Monster table. Do not deduct wyverns killed in a random encounter from those listed here.)

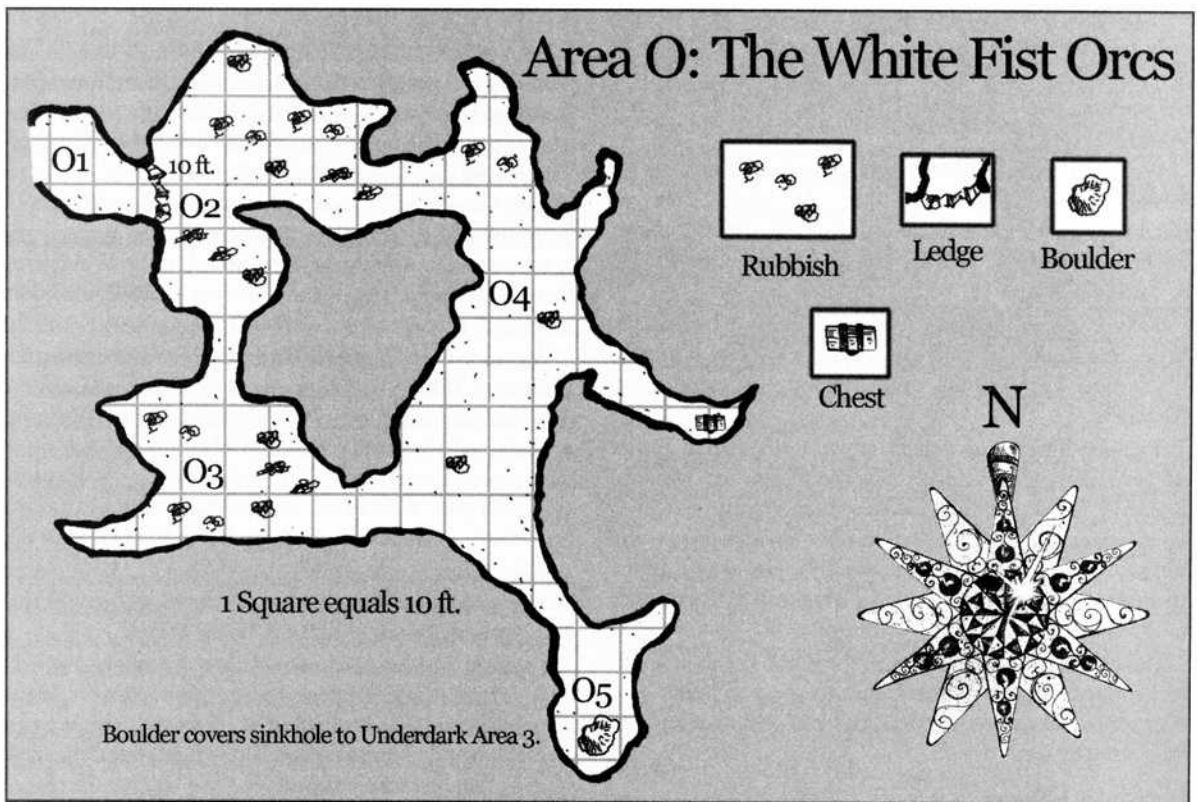
**Wyverns (2):** CR 6; SZ H Dragon; HD 7d12+14; hp 63, 55; Init +1 (Dex); Spd 20 ft., fly 60 ft. (poor); AC 17 (-2 size, +1 Dex, +8 natural); Atk +9 melee (1d6+4, sting plus poison) and +4 melee (2d8+2, bite) or +9 melee (1d6+4 [x2], claws); Face/Reach 10 ft. by 20 ft./10 ft.; SA poison, improved grab, snatch; SQ scent; AL N; Fort +7, Ref +6, Will +6; Str 19, Dex 12, Con 15, Int 6, Wis 12, Cha 9.

**Skills:** Listen +13, Move Silently +9, Spot +13\*. \*Wyverns receive a +3 racial bonus to Spot checks when flying during daylight hours. **Feats:** Alertness, Flyby Attack.

**Tactics:** The wyverns attack any intruders immediately. There is a 50% chance one is prowling around the cave entrance. At the first sight of danger, this wyvern gives a call and takes to the air. Two rounds later, the mate appears and also takes to the air. The wyverns prefer to attack by swooping down on their opponents, striking with their stingers, then flying back out of melee range. If the PCs have powerful ranged attacks, however, or attempt to enter the cave, the wyverns are quick to land and take on the PCs in hand-to-hand combat.

**Treasure:** Strewn about the cave are 2,600 sp, 245 gp, 12 pp, an onyx ring worth 250 gp, a leather belt studded with gems and secured with a gold fastener worth 200 gp,





a large sapphire worth 600 gp, and a pair of *boots of levitation*.

### N2: Secret Temple

Like the wyvern's cave, this area is decorated with paintings of human and animal sacrifices. The walls here, though, were cut smoothly from the rock and seem to be of good craftsmanship. Against the northern wall is a stone platform stained with blood. A set of narrow stairs descends into the darkness below. These stairs continue for about 300 feet before terminating in Area 4 in the Underdark.

## Area O: The White Fist Orcs (EL 5)

This band of nomadic orcs has recently taken up residence in a small cave complex deep in the Gaskar Hills. Within the caves is yet another entrance to the Underdark, which the orcs use from time to time. These orcs are also sworn enemies of the Crushed Skull Orcs, though the White Fist Orcs know their numbers are too small to take on that well-trained band.

### O1: Entrance Cave (EL 2)

A low (3 feet high) cave opening gives way to this small cave. The opening between this area and Area O2 is actually a 10-foot ledge, from which hangs a durable rope ladder. Two orc warriors stand guard outside the cave, and 2 more orcs lounge about inside.

**White Fist Orc Warrior, Male Orc War1 (4):** CR 1/2; SZM; HD 1d8+1; hp 5 each; Init +0; Spd 20 ft.; AC 16 (+4

### Joining Forces with the Orcs

To convince the White Fist Orcs to join with the PCs to defeat the Crushed Skull Orcs, the PCs must make a successful Diplomacy check (DC 18) with the following modifications:

Situation	Modifier
Each half-orc in the party	+2
Negotiating PC is fluent in Orc	+2
Each elf or dwarf in the party	-2
Each paladin in the party	-1

scale mail, +2 large wooden shield); Atk +3 melee (1d8+2, battle axe, crit x3) or +1 ranged (1d6, shortbow, crit x3); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +3, Ref +0, Will -1; Str 15, Dex 10, Con 12, Int 9, Wis 8, Cha 9.

**Skills:** Listen +2, Spot +2. **Feat:** Alertness.

**Possessions:** Battleaxe, shortbow, 10 arrows, scale mail, large wooden shield, pouch with 3d6 sp.

**Tactics:** If attacked, these orcs attempt to hold the cave entrance while shouting for reinforcements. If they can hold off intruders for five rounds, one leader from Area J4 and 10 warriors from Area J2 arrive to help.

### O2: Common Area (EL Varies)

This cave is home to approximately 40 orc warriors (less those killed in random encounters in the Forest of Nin or the Gaskar Hills). The cave is strewn with refuse and reeks of the orcs' foul body odor.

**White Fist Orc Warriors (40):** hp 5 each; see Area O1 above or the Monster Appendix.

## THE VAULT OF LARIN KARR

**Tactics:** The warriors attack any intruders, though powerful magic (such as a well-placed *fireball*) easily frightens and demoralizes them. If their numbers are quickly cut in half (especially by magic) and/or Gorok is slain, they break and run or cower.

### O3: The Women and Children

Twenty non-combatant female orcs and 50 non-combatant orc children live here. Though ugly, no XP should be awarded for slaughtering these creatures.

**Female Orcs (20):** hp 3 each, non-combatant.

**Orc Children (50):** hp 1 each, non-combatant.

### O4: Gorok's Cave (EL 9)

Gorok, the chieftain, his 4 lieutenants (leaders), and Elzar, his shaman, reside here. This cave is kept somewhat cleaner than the other caves, though the usual refuse is strewn about.

**White Fist Orc Lieutenants (Leaders), Male Orc Ftr2 (4):** CR 2; SZ M; HD 2d10+2; hp 15; Init +0; Spd 20 ft.; AC 16 (+6 splint mail); Atk +7 melee (1d12+4, masterwork greataxe, crit x3); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +4, Ref +1, Will +0; Str 16, Dex 10, Con 13, Int 10, Wis 8, Cha 9.

**Skills:** Listen +4, Spot +4. **Feats:** Alertness, Power Attack, Weapon Focus (greataxe).

**Possessions:** Masterwork greataxe, splint mail, gold torque (350 gp), and *potion of bull's strength* (3rd level, 3 doses).

**Elzar the Shaman, Male Orc Clr3/Ftr1:** CR 4; SZ M; HD 3d8+3 plus 1d10+1; hp 23; Init +0; Spd 30 ft.; AC 19 (+7 splint mail, +2 shield); Atk +7 melee (1d6+3, +1 halfspear, crit x3); SA spells, feat of strength; SQ darkvision (60 ft.), light sensitivity, rebuke undead; AL LE; SV Fort +6, Ref +1, Will +5; Str 14, Dex 10, Con 12, Int 9, Wis 14, Cha 10.

**Skills:** Listen +5, Spot +5. **Feats:** Alertness, Brew Potion, Weapon Focus (halfspear).

**Unholy Spells Prepared (4/3/2; base DC 12 + spell level):** 0—cure minor wounds (x2), detect magic, inflict minor wounds; 1st—cure light wounds, inflict light wounds, protection from good; 2nd—cure moderate wounds, hold person.

**Domain Spells (Strength/War):** 1st—endure elements (fire); 2nd—bull's strength.

**Granted Powers:** Once per day, an orc cleric may perform a feat of strength.

**SQ—Feat of Strength (Su):** As a free action, an orc cleric gains an enhancement bonus to his Strength equal to his level (+3).

**Possessions:** +1 halfspear, +1 splint mail, large wooden shield, holy symbol, *potion of bull's strength* (3rd level, 1 dose), *potion of cure moderate wounds* (3rd level, 1 dose), gold necklace worth 500 gp.

**Gorok, Chieftain, Male Orc Ftr4:** CR 4; SZ M; HD 4d10+4; hp 30; Init +4 (Improved Initiative); Spd 20 ft.; AC 16 (+6 chainmail); Atk +9 melee (1d12+7, +1 greataxe,

crit x3); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +5, Ref +1 Will +0; Str 16, Dex 10, Con 13, Int 9, Wis 9, Cha 10.

**Skills:** Listen +5, Spot +5. **Feats:** Alertness, Improved Initiative, Power Attack, Weapon Focus (greataxe), Weapon Specialization (greataxe).

**Possessions:** +1 greataxe, +1 chainmail, *potion of bull's strength* (3rd level, 1 dose), *potion of cure moderate wounds* (3rd level, 1 dose).

**Tactics:** The chieftain and all his subordinates join any combat in the cave complex. If somehow surprised here, the leaders and Gorok charge into melee, while Elzar casts *bull's strength* and *protection from good* before joining the combat. If his warriors break and run, Gorok still attempts to defeat intruders with his leaders and shaman.

**Development:** Being sworn enemies of the Crushed Skull Orcs, it is possible Gorok could be talked into joining forces with the PCs for the purpose of defeating their mutual enemy.

If Gorok can be convinced to help the PCs, he sends along two of his lieutenants and 10 warriors. He informs his lieutenants to follow the PCs' orders as long as they are reasonable. The orcs do not allow themselves be used for cannon fodder, however. If they feel they are being asked to take on more than their share of danger, they leave and return to the surface.

Gorok is also amenable to the idea of letting the PCs take on the orcs by themselves, figuring that even if they fail, their attempt might weaken the Crushed Skulls enough to allow him to swoop in afterward and clean up what the PCs started. Thus, if the PCs are looking for information about the Crushed Skull Orcs, Gorok is happy to give them directions to their caves if the PCs can succeed in a Diplomacy check (DC 15) with the same modifiers as listed above. Also, if captured and questioned, both Gorok and Elzar are happy to give up the location of the Crushed Skull Orcs if they think it will save their lives.

**Treasure:** At the eastern tip of the southern most alcove is a small locked chest (Gorok has the key) containing 1,000 gp and a small gold statue of an elven warrior (300 gp). This statue is in no way related to the embittered elves' statue.

**Locked Wooden Chest:** Hardness 5; hp 20; Break (DC 18); Open Lock (DC 20).

### O5: Underdark Entrance

In the southern end of this small cave is an 8-foot diameter sinkhole. A 60-foot coil of knotted hemp rope lies by the hole. A chute descends 40 feet from the sinkhole to Area 3 in the Underdark. The orcs are not interested in being surprised by someone sneaking in their back door and so keep the hole plugged with a large boulder. Moving the boulder from above requires a successful Strength check (DC 20), though up to four creatures may help in this effort. Moving it from below is virtually impossible, requiring a successful Strength check (DC 30). The rock weighs 700 pounds.



# Underdark Overview

Beneath Quail Valley and, for that matter, much of the known world, lies a series of caverns and twisting tunnels called the Underdark. Home to all manner of foul creatures, the Underdark is not a place for inexperienced adventurers to travel, for the forces of good are sorely under-represented here. Unless the PCs are at least 6th level, they are unlikely to survive long in this subterranean landscape. This chapter provides an overview of adventuring in the caves beneath the valley. Specific encounter areas are detailed in the following chapter, culminating in the Vault of Larin Karr, which is detailed in its own chapter.

As seen below, the Underdark connects to many aboveground locations. Thus, the Underdark is like one continuous dungeon that connects to many of the dungeons described in valley. In this way, although each area is described separately, ultimately they are all one. It is possible, given infinite resources, for the PCs to explore dungeon after dungeon without a break. This is, of course, unlikely. The PCs will probably delve into the Underdark in short forays, returning frequently to the villages for rest and provisions. Similarly, the PCs may encounter an area that presents too great a challenge for them and return to that location at a later time.

**Note on Area Numbering:** Areas in the Underdark are identified by a number followed by a letter for any sub-areas. Refer to the Introduction for more details.

## Entrances to the Underdark

Listed here are the encounter areas from the valley above that lead directly to the Underdark map.

- Following the stream from Area C23 in the **Hobgoblin Keep** leads to Underdark Area 12, The Dark Lake.
- Area E, **The Ruined Village**, leads to Underdark Area 1, The Cave of the Roper.
- **Crus' Tower** in Twain connects to Underdark Area 2, The Locked Door.
- Area O5 in the **White Fist Orcs** cave complex leads to Underdark Area 3, The Large Cavern.
- Area N2, the secret temple in the **Wyvern Lair**, leads to Underdark Area 4, The Temple.
- Area B4 in the **Graveyard and Temple** in Bostwick leads to a winding tunnel that connects with Underdark Area 8, The Filthy Cave.
- The **Moaning Tree** at Area J connects to Underdark Area 9, The Fire Giant and his Friends.
- Area K, **The Troublesome Troll**, leads to Underdark Area 11, The Abandoned Lair.

## The Underdark Map

Only the main locations in the Underdark are detailed here. Throughout the area are numerous small caves and side passages too small to depict. Assume that the PCs encounter at least one small side cave or dead-end tunnel every few miles they travel.

The Underdark certainly does not end with this map. DMs should feel free to expand the Underdark map,

leading to locations of their own design. Several such areas could be a warren of troglodytes, a den of mind flayers, the lair of a lich, an underground lake, a kuo-toan temple, a drow elf city, or a giant cave containing a vast fungus garden. The possibilities are endless.

## Travel in the Underdark

Passageways in the Underdark fall into three types: Primary, Secondary, and Tertiary. Each passage type has its own encounter table, detailed below. Footing in the Underdark is treacherous for surface dwellers. Cave and passage floors are usually wet or covered with lichen. Passages abound with stalactites and stalagmites, except in the most traveled Primary passages. The passages themselves are often filled with small rock slides, shifted floors, small crevasses, or other such obstructions hampering movement.

The three different types of passages are identified on the Underdark map. **Primary** passages tend to be between 15 and 30 feet wide and up to 20 feet tall. **Secondary** passages are between 10 to 20 feet wide and normally 10 feet tall. **Tertiary** passages are normally 5 to 10 feet wide and rarely more than 8 feet tall. Primary passages have fewer stalactites and stalagmites, and many of the more common obstacles have been cleared. Secondary and Tertiary passages are more likely to have such obstacles.

Sample maps for each of the three types of passages as well as sample side caves and obstacles are provided. DMs should feel free to expand on these maps and create their own as they see fit.

**Light:** Unless otherwise noted, all areas of the Underdark are unlit.

**Sound:** Due to the nature of sound in the constricted passages, denizens of the Underdark gain a +2 circumstance bonus on all Listen checks to detect movement by groups unaccustomed to moving in the Underdark, unless proper precautions are taken, magical or otherwise.

## Underdark Movement

Movement in the Underdark is difficult: footing is hazardous, surfaces are often slippery, and passages are frequently blocked or have other hazards that hamper movement. Movement in the Underdark follows the Overland Movement rules in the *DMG*. Replace the Terrain and Overland Movement Table from the *DMG* with the following modifiers:

### Terrain and Overland (Underdark) Movement

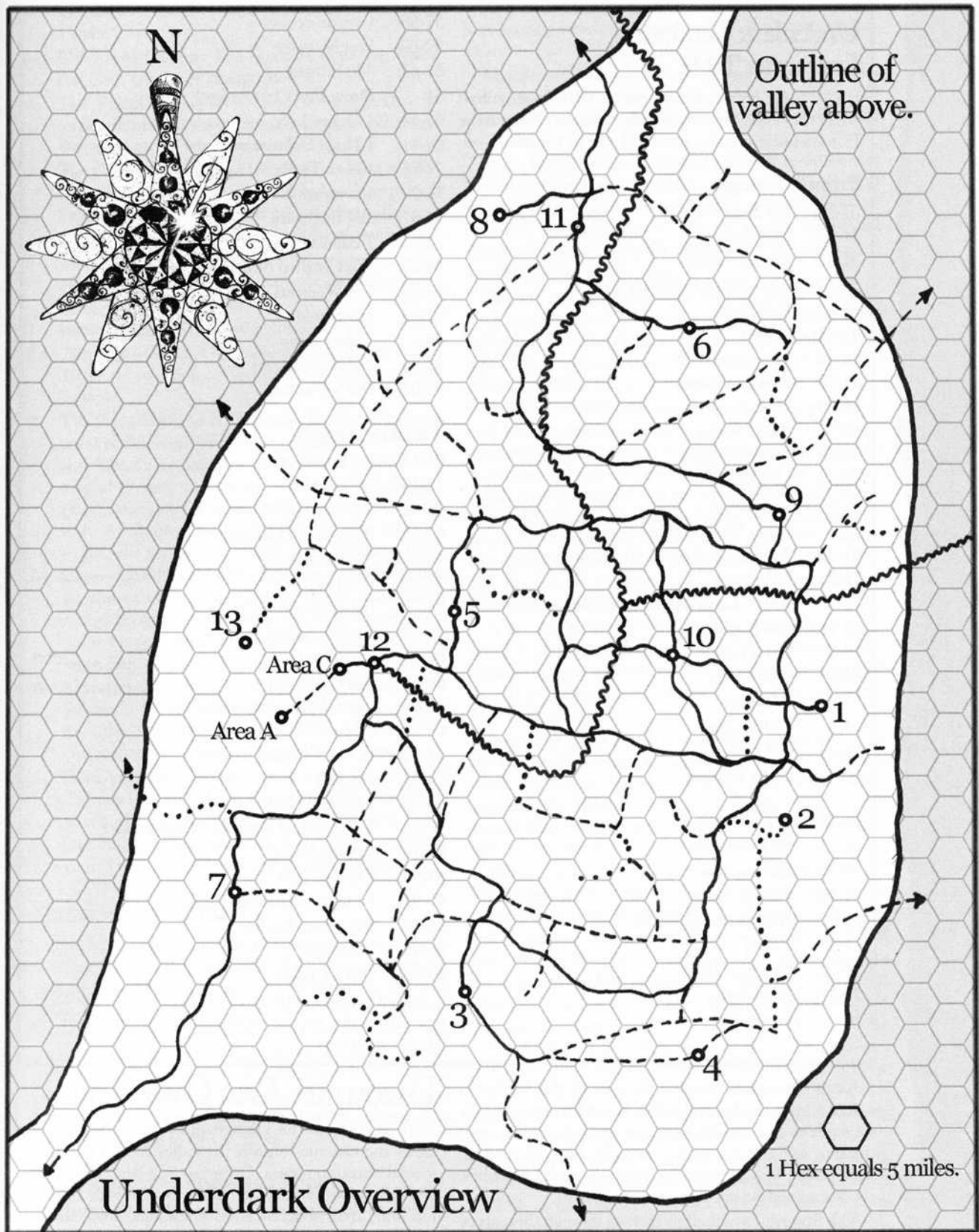
#### Passage Movement Modifier

**Primary:** x1/2

**Secondary:** x1/3

**Tertiary:** x1/4

**Mounds:** Because of cramped conditions, normal mounds cannot be used in Secondary or Tertiary passages. Normal mounds may be used in Primary passages, though at half their normal movement rate.



- |  |                   |  |                  |  |  |
|--|-------------------|--|------------------|--|--|
|  | Primary Passage   |  | Tertiary Passage |  | Underground River<br>(20 ft. to 220 ft.) |
|  | Secondary Passage |  | Encounter Area   |  |  |

## Underdark Random Encounter Table

Roll 1d100 once every six hours on the following chart while the PCs are traveling in the tunnels. (Note: If the PCs are using a light source, add +10 to the roll.)

### Primary Passages

01-20:	No Encounter
21-30:	Obstruction
31-33:	Strange Noise
34-38:	Abandoned Campsite
39-40:	Rock Fall
41-43:	Geyser
44-46:	Dangerous Cliff
47-50:	Swarm of Bats
51-55:	Dead Body
56:	Battle Scene
57-58:	Cryptic Scrawl
59-60:	Lost Monster
61-63:	4d6 Stirges
64:	Drow Elves (see below)
65-70:	5d4 Crushed Skull Orcs and Leader
71-73:	2d4 Ogres
72-75:	1d6+1 Large Monstrous Spiders
76-78:	3d4 Bugbears
79-83:	1d4 Trolls
84-90:	3d8 Gnolls
91-92:	1 Bulette
93:	1 Hill Giant
94-99:	1d3 Wraiths
00:	DM's Choice

### Secondary Passages

01-15:	No Encounter
16-30:	Obstruction
31-35:	Strange Noise
36-40:	Abandoned Campsite
41-43:	Geyser
44-50:	Swarm of Bats
51-55:	Dead Body
56:	Battle Scene

57-58:	Cryptic Scrawl
59-60:	Lost Monster
61-63:	4d6 Stirges
64:	Drow Elves (see below)
65-68:	1 Ochre Jelly
69-71:	1 Huge Gelatinous Cube
72-75:	1d4+1 Trolls
76-79:	1 Average Xorn
80-81:	3d4 Bugbears
82-83:	1 Basilisk
84-87:	3d6 Crushed Skull Orcs and Leader
88-91:	2d4 Wererats
92-93:	2d3 Shadows
94:	1 Ogre mage
95-96:	2d4 Troglydtes
97-00:	DM's Choice

### Tertiary Passages

01-15:	No Encounter
16-35:	Obstruction
36-42:	Strange Noise
43-45:	Abandoned Campsite
46-51:	Swarm of Bats
52-53:	Dead Body
54:	Battle Scene
55-59:	Cryptic Scrawl
60-63:	2d4 Ghasts
64-66:	1d6+1 Wraiths
67-68:	Drow Elves (see below)
69-70:	1 Spectre
71-72:	1d4+1 Vampire Spawn
73-75:	1d2 Xill
76-78:	1 Umber Hulk
79-85:	3d6 Crushed Skull Orcs and Leader
86-88:	3d4 Bugbears
89-90:	1 Ochre Jelly
91-93:	1 Huge Gelatinous Cube
94-95:	1d2 Phase Spiders
96-98:	2 Otyugh
99-00:	DM's Choice

Rolled results are detailed below. Consult the Monster Appendix or the MM for full statistics of the various monsters.

**Intuit Direction Checks:** Because of the confusing nature of travel in the Underdark, Intuit Direction checks are made at a -2 penalty by all persons not familiar with travel in such conditions. For example, dwarves, gnomes, and drow elf PCs are most likely familiar with Underdark conditions and do not receive this penalty.

**The Rivers:** Two small rivers flow through this part of the Underdark. Both these rivers are cold and swiftly flowing and between 5 and 20 feet deep. Except where they cross the tunnels, these rivers are almost entirely underground.

## Encounter Area Overview

In addition to the Underdark's general dangers, the caves and caverns beneath the valley have a number of special encounter areas. Once the PCs descend into the Underdark, you should familiarize yourself with all of the following areas of significance. These areas are detailed in full in the following chapters.

1. **Cave of the Roper (EL 10):** A hungry roper guards this cave. This area is connected to Area E, **The Ruined Village**.



## THE VAULT OF LARIN KARR

2. **The Locked Door:** This area leads to **Crus' Tower** in **Twain**.
3. **The Large Cavern:** The sinkhole from the **White Fist Orcs** (Area O) emerges here.
4. **The Temple (EL Varies):** An evil temple that attracts undead. This area connects to Area N2 in the **Wyvern Lair**.
5. **The Crushed Skull Orcs (EL 5):** This band of well-trained orcs is plotting with the hobgoblins to sack **Pembrose**. If the hobgoblins are wiped out, the orcs attempt to team up with the **Gnoll Band** (see below).
6. **The Gnoll Band (EL 6):** This tough band of gnolls may join forces with the **Crushed Skull Orcs** if the hobgoblins are wiped out.
7. **Behir Lair (EL 10):** Two behirs lair here.
8. **The Filthy Cave:** A large cave cluttered with debris. This Area connects to Area B4 in the **Graveyard and Temple**.
9. **The Fire Giant and His Friends (EL 7):** A fire giant priest of **Belphegor** has built a small fort here. Lairing with him are two salamanders, some fire mephits, and a band of very well-trained goblins. **Gorl**, the fire giant, possesses the **ruby key** to the Vault of Larin Karr. A winding passage near the northern entrance to the area connects to Area J, **The Moaning Tree**.
10. **Caverns and Lairs (EL 6):** This area of the Underdark is home to a band of ogres, a red dragon, a xill, and a renegade ogre rogue. **Klusko**, the leader of the ogres, has in his possession the **sapphire key** to the Vault of Larin Karr.
11. **Abandoned Lair:** At first, this area is empty. Upon returning, however, the PCs encounter a creature from the **Wandering Monster Table**. This area also connects to Area K, **The Troublesome Troll**.
12. **The Dark Lake:** A huge body of water frequented by denizens of the Underdark for its potable water. This area connects with Area C23 in the **Hobgoblin Keep**.
13. **The Vault of Larin Karr (EL 8+):** The final destination. The vault is detailed in its own chapter.

## Random Encounters

Wandering monsters and random encounters are a constant threat in the Underdark. If the PCs spend significant time in the Underdark, they most likely come into contact with one of its evil denizens. Use the **Random Encounter Table** in the sidebar to aid you in determining appropriate random Underdark encounters. Note that the encounter tables are separated depending on the type of passage in which the PCs are traveling. If an encounter occurs, use one of the **Sample Underdark Passage map portions** provided in this module.

## Specific Random Encounter Results

**Obstruction:** The players encounter one of a number of possible obstacles: a great mass of stalactites and stalagmites, a small chasm, a shifted floor requiring climbing, a large sink hole, a collapsed section of rubble requiring climbing or clearing, or any other appropriate obstruction.

**Strange Noise:** Somewhere in the distance, the PCs hear hooting, howling, growling, chittering, squawking, or whatever else the DM can dream up.

**Abandoned Campsite:** The remains of a meal—some bones and perhaps a bent knife or fork—and the cold embers of a fire. Improvise, expand, or ignore at the DM's discretion.

**Rock Fall:** The roof overhead suddenly trembles and lets fall a brief flurry of stones, inflicting 3d6 crushing damage. PCs who succeed at a **Reflex save** (DC 18) take only half damage. (**Note:** Dwarves should receive an automatic **Search check** [DC 20] to see if they notice the unsafe rocks before the fall.)

**Geyser:** A 2- to 4-foot wide hole in the floor issuing forth hot, steamy air. Characters entering the geyser suffer 1d6 points of heat damage every round they remain in the hole. The geysers descend 20 to 50 feet into the earth before emptying into a superheated hot spring.

**Dangerous Cliff:** The tunnel floor suddenly narrows to only 1 foot in width for a length of 10d10 yards. The tunnel itself remains its normal width, only where once there was floor, now a chasm drops 40 to 50 feet to a bed of jagged rocks. Negotiating the cliff requires a successful **Balance check** (DC 12, due to small rocks and other debris) every 10 yards. Those falling down the cliff suffer 6d6 crushing damage upon impact. PCs succeeding at a **Reflex save** (DC 15) are able to grab hold of the ledge after slipping. Climbing the cliff face has a DC 15.

A successful **Search** (DC 14) of the chasm floor might result in some treasure. There is a 25% chance that the remains of some unfortunate lies mangled in the rocks. If so, roll once for a 2nd-level treasure on chart 7-4: **Treasure** in the **DMG**.

**Swarm of Bats:** The PCs suddenly find themselves in the middle of an enormous swarm of bats. These creatures, while startling, are harmless. The PCs need not know this immediately, however, and they should be given full opportunity to waste spells and other resources trying to defend themselves.

**Dead Body:** A fairly common occurrence in the Underdark. Roll 1d100 to determine body type: 01-10 human, 11-25 orc, 26-40 goblin, 41-60 gnoll, 61-65 ogre, 66-75 bugbear, 76-80 drow elf, 81-90 hobgoblin, 91-98 half-orc, 99-00 other creature (kuo toa, hill giant, ogre mage, etc. at the DM's discretion). There is a 15% chance that this body has not yet been looted. If so, roll once for a 3rd-level treasure on chart 7-4: **Treasure** in the **DMG**.

**Battle Scene:** The PCs come upon the remains of a combat. 1d6 fallen bodies lie sprawled about. Roll twice on the **Dead Body** chart, above, to determine the two types of combatants. All valuables, including arrows and bolts, have been stripped from the bodies.

**Cryptic Scrawl:** Written on the cave wall in Undercommon (25%), Orc (25%), Draconic (15%), Drow (20%), or Common (15%) is a cryptic message such as *Lotus must perish* or *The South! The South! or the darkness creeps*, or some other similar cryptic gibberish of your own invention.

**Lost Monster:** The PCs encounter a single, low-level humanoid (roll 1d20: 1-6 orcs, 7 kobold, 8 gnome, 9 dwarf,

## UNDERDARK OVERVIEW

10-13 goblin, 14-15 bugbear, 16-18 hobgoblin, 19 drow elf, 20 kuo-toa) who is lost, unarmed, hungry, and thirsty. How he came to this miserable state is up to the DM. In any event, he begs to be spared, and, if fed, offers to serve the PCs in anyway possible. Should the PCs agree to take him on and treat him well, he has an "alignment conversion" to NG and serves them faithfully the rest of his life. (**Note:** if the PCs indenture the monster, this encounter should not occur again.)

**Drow Elves:** Roll on the following chart to determine the composition of this band of evil drow elves:

<u>1d20</u>	<u>Group Composition</u>
1-6	<b>Priests:</b> 1 female Clr6 with 4 female Clr2
7-10	<b>Patrol:</b> 1 male Ftr4, 1 male Ftr3, 6 male Ftr2, and 1 male Wiz5
11-16	<b>Scouts:</b> 1 male Ftr4 with 3 male Rog4
17-19	<b>War Band:</b> 1 male Ftr4, 1 female Clr6, 8 male Ftr2, 2 female Clr2, and 3d6 bugbear slaves.
20	<b>Adventuring Party:</b> 1 male Wiz5, 1 male Ftr4, 1 male Rog4, 1 male Ftr3, and 1 female Clr6

It is possible the dark elves might attempt to parlay, especially if surprised and if they perceive the party to be powerful. If they ever become outnumbered by more than 2-1, the remaining drow attempt to flee. See the Monster Appendix for details of the various possible drow elves listed above.

**Crushed Skull Orcs:** The Crushed Skull Orcs have few allies in the Underdark and on sight assume the PCs to be enemies. They attack first with a volley or two of arrows before closing with melee weapons. If they lose half their numbers before at least two PCs fall, they break and run.

**Large Monstrous Spiders:** A colony of monstrous spiders waits high overhead in their webs. The spiders lurk there until the PCs pass underneath, then drop down on web strands, attacking from above. Noticing the webs before the spiders drop requires a successful Spot check (DC 15).

**Ghouls:** This pack of ghouls crouches in a small cave and pounces on the PCs as they pass.

**Spectre:** This spectre is doomed for one reason or another to haunt this portion of the Underdark. There is an opportunity for roleplaying here. The DM is free to concoct a backstory for the spectre.

**Bulette:** Lurking beneath the ground, the bulette bursts through the cave floor and attacks the PCs until it is dead.

**Hill Giant:** Upon spotting the "little people," the giant hurls one or two rocks then closes with his greatclub. He does not retreat.

**Gray Render:** The render fears nothing but the two behirs in Area T. It attacks without hesitation and fights until slain.

**Average Xorn:** If the PCs are carrying enough precious gems or minerals, the xorn attacks, hungry for this "food." Otherwise, it ignores the PCs, though it defends itself if attacked.

**Wraith:** This band of wraiths is always looking to add more spawn to their group. They hide in the shadows then spring out at the PCs.

**Bugbears:** Normally spies or slaves of the dark elves, these bugbears prefer to flee rather than fight.

**Wererats:** These creatures are most likely spies for the more intelligent Underdark races such as mind flayers or drow. They rarely attack.

**Ogre Mage:** This creature is seeking a suitable place to create his lair.

**Troglodytes:** This is a war band that has come from a nearby cave complex that is a warren for these creatures (not detailed herein; DM to expand if desired).

**Kuo-Toa:** These creatures are a scouting party from a nearby underground lake and temple (not detailed herein; DM to expand if desired). They seek to capture humanoids to use as sacrifices to their goddess.

**Vampire Spawn:** These evil creatures attack on sight.

# Underdark Encounter Areas (Areas I—12)

The following chapter details the all the specific encounter areas shown on the Underdark Map, except the Vault of Larin Karr, which has its own chapter. Again, the DM should feel free to add lairs and warrens to those detailed here—there is always room for more monsters in the Underdark.

## DM Notes

As with other areas, what you see here is a snapshot of the Underdark. Remember, however, that it is a living place, and creatures in the Underdark are always in search of safe and defensible lairs. Thus, if one lair is cleared of monsters, eventually another monster will move in. The PCs will likely begin their forays into the Underdark with an attack on the Crushed Skull Orcs. Unless they have risen to 6th level, however, they are likely to find the Underdark a very dangerous place. This is good. Let them be afraid of it; let it be something for which they know they must get stronger to conquer.

## Area I: Cave of the Roper (EL 10)

The wide, east-west passage ends in a large, stalagmite-filled cave. There is a 10-foot wide stone staircase at the

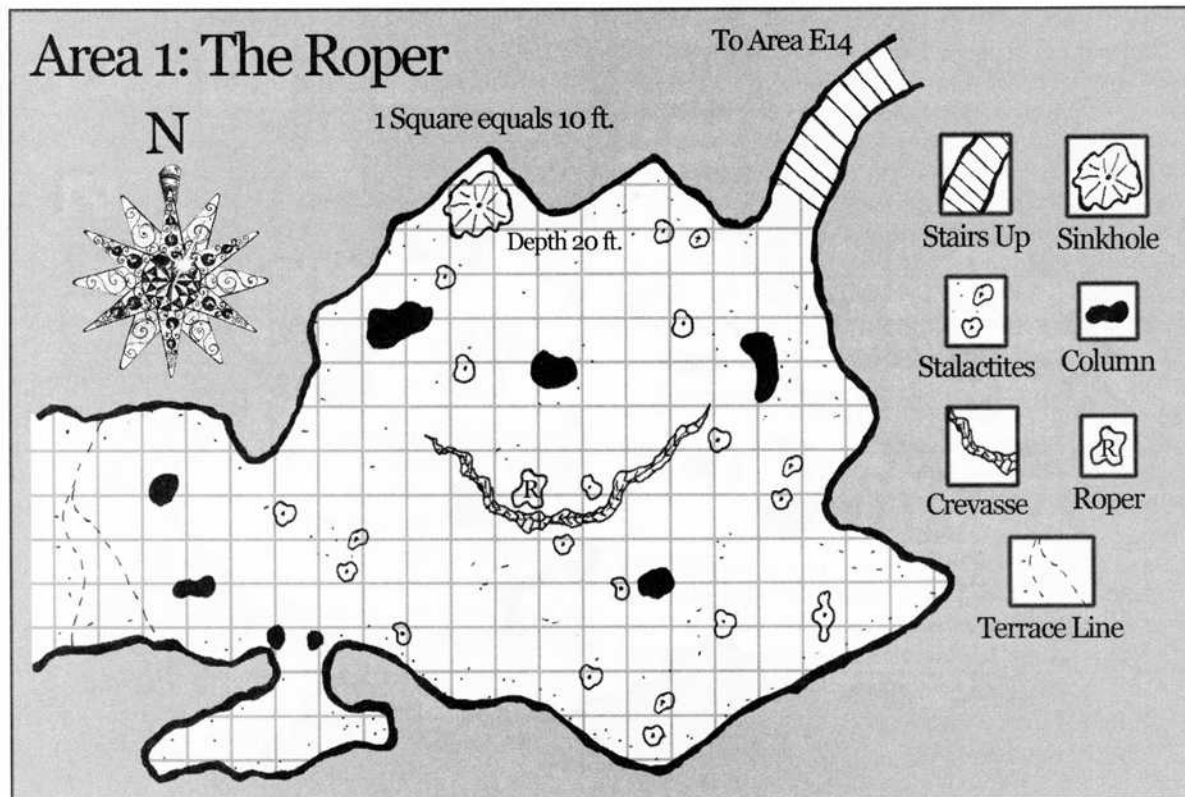
eastern end of the cave on the northern wall that ascends 200 yards to Area E14.

A **roper** has disguised itself among the stalagmites. It waits until the PCs are within range of its strands and then attacks. Many of the local denizens know about the roper and avoid this cave. It is therefore quite hungry.

**Roper:** CR 10: SZ L Magical Beast; HD 10d10+30; hp 85; Init +5 (Dex, Improved Initiative); Spd 10 ft.; AC 24 (-1 size, +1 Dex, +14 natural); Atk +11 ranged (strand [x6] plus weakness) and +8 melee (2d6+2, bite); Reach 10 ft. (50 ft. with strand); SA strands, attach, weakness; SQ electricity immunity, cold resistance (30), fire vulnerability, SR 28; AL CE; SV Fort +10, Ref +8, Will +8; Str 19, Dex 13, Con 17, Int 12, Wis 16, Cha 12.

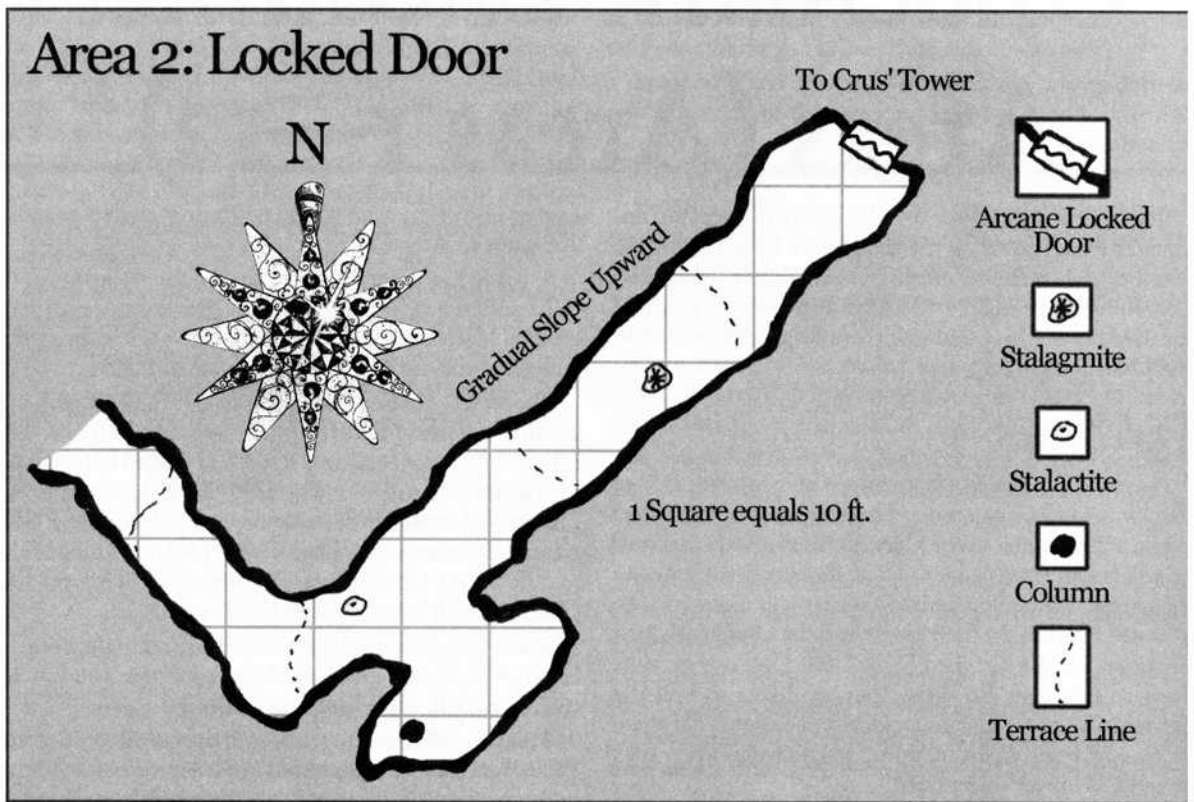
**Skills:** Climb +7, Hide +10 (+18 amid stalagmites), Listen +13, Spot +13. **Feats:** Alertness, Improved Initiative, Iron Will, Weapon Focus (strand).

**Treasure:** Hidden in a crevasse in the cave floor (Search DC 20) are some of the remains of the roper's past victims: two masterwork short swords, a masterwork breastplate, a pouch with 14 emeralds worth 100 gp each, and a divine wand of charm monster (19 charges, 9th-level caster).

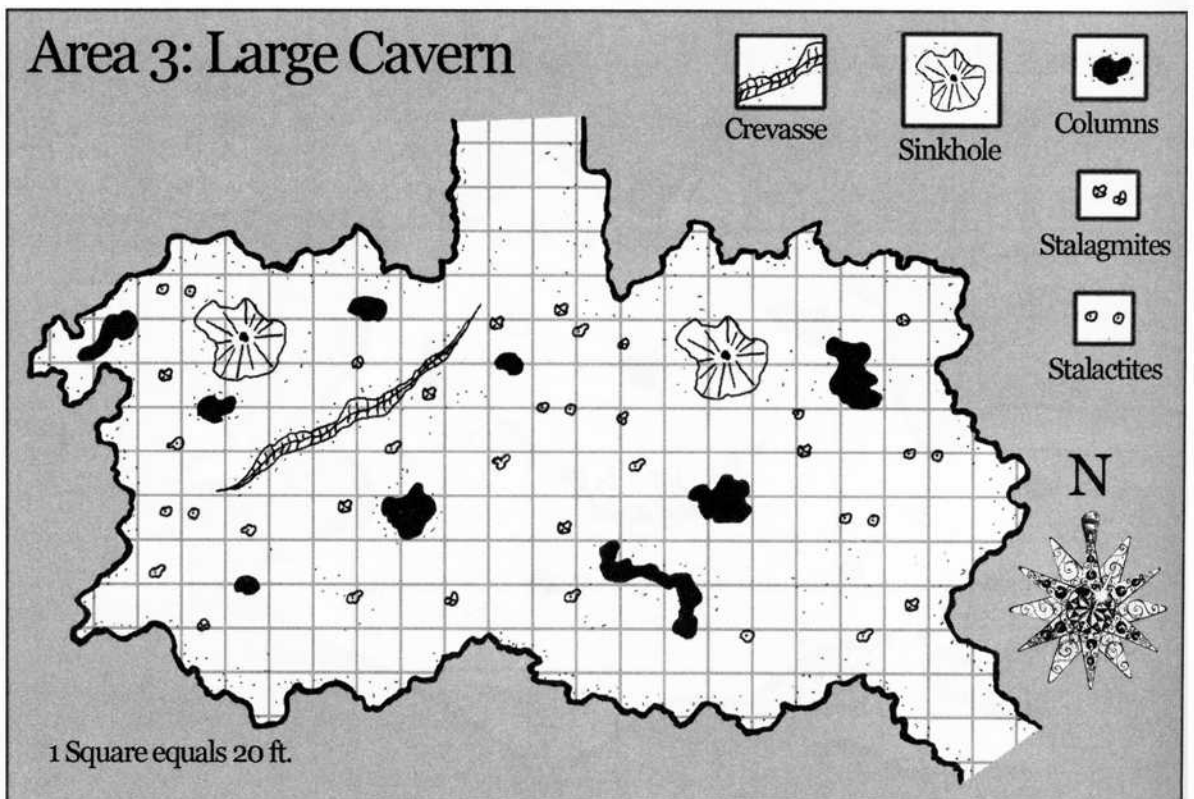


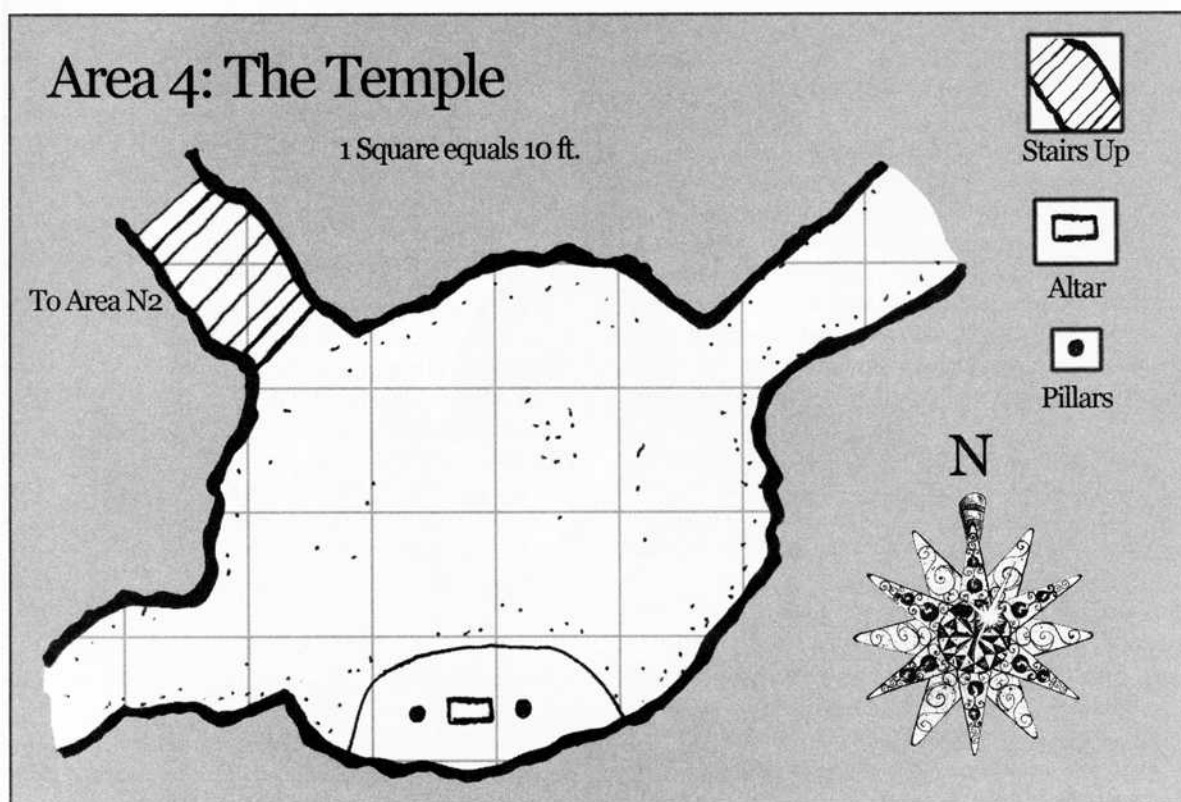


## Area 2: Locked Door



## Area 3: Large Cavern





## Area 2: The Locked Door

This tunnel slopes gradually upwards and then ends in an *arcane locked* oak door. See **Crus' Tower**, in the Twain chapter.

## Area 3: Large Cavern

This is yet another very large cavern (100 feet by 200 feet) filled with stalagmites and stalactites. The sink hole in Area O5, above, deposits anyone passing through it here. The sinkhole's shaft is 100 feet long, with a Climb DC of 15. The ceiling of this cave is quite high (30 to 40 feet), and in the darkness the exit hole of the shaft is hard to notice (Spot DC 25, Search DC 15). Two wide tunnels exit this cavern: one in the north, the other in the southeast.

## Area 4: The Temple (EL Varies)

This 40-foot by 40-foot cave appears to bear the ancient remains of a temple devoted to the same dark god worshiped in Area N, above. The walls of the cave have been partially built out with mortared stone and covered in murals painted in red depicting numerous sacrifices. A stone staircase in the northwest ascends 300 feet to Area N2 above, and two wide tunnels — one in the west, the other in the northeast — exit the cave as well. The entire cave is unholy ground, and all those present are effected as if by an *unhallow* spell.

Against the southern wall is a raised dais, atop which stands a sacrificial altar flanked by two wide stone

pillars. If any good-aligned creature touches the altar, it must succeed a Will save (DC 15) or suffer 1d4 permanent Wisdom drain. Evil-aligned creatures touching the stone are *blessed*, as if by the spell, for 24 hours. The altar has Hardness 10, hp 120, and an unholy damage reduction (15/+1). If the altar is physically destroyed, the entire cave begins to tremble for three rounds, after which the roof caves in. All those within the cave suffer 10d6 crushing damage unless they succeed at a Reflex save (DC 20), in which case the damage is halved. Those failing their save are considered trapped under the rubble and must be dug out.

A good-aligned priest may counter the altar's evil effects with a *dispel evil*, *hallow*, or *miracle* spell. A priest dispelling the evil of the temple receives 1,000 XP.

**Creatures:** Because of the evil nature of this place, there is a 25% that some undead are present (roll 1d10: 1-5, 2d4 ghouls; 6-9, 1d3 wraiths; 10, 1 spectre).

**Ghoul:** hp 13 each; see the Monster Appendix.

**Wraith:** hp 32; see the Monster Appendix.

**Spectre:** hp 45; see the Monster Appendix.

## Area 5: The Crushed Skull Orcs (EL 5)

This band of orcs, led by their ferocious leader, Kersux, is particularly well-trained and organized. The veterans of several Underdark wars, Kersux's warriors are much better fighters than the average orc. He and his troops know this, and they are immensely proud of their ability.

Recently, a dark elf wizard, Phren, took up residence with the orcs. An emissary from the Underdark drow city of Ferdozan, Phren believes the Crushed Skull Orcs

## UNDERDARK ENCOUNTER AREAS (AREAS 1-12)

would make good shock troops for an upcoming offensive against a neighboring stronghold of duergar. Thus, he is attempting to win their confidence by helping in their various campaigns.

Kersux is in the process of negotiating an alliance with the hobgoblins near Pembrose. If the hobgoblins there are slain, he turns his attention to the band of gnolls living in the Underdark 50 miles or so to the north (Area 6).

**Running the Orcs:** When this cave complex is first entered, the areas are as described above. It is unlikely, however, that the PCs can wipe out these orcs in one assault. Therefore, for two days after the first attack, the orcs go into a heightened state of readiness, which is as follows:

- Four guards are kept in Areas 5A and 5I at all times. These guards never leave their posts and are very alert (take 10 on all Listen and Spot checks). They immediately attack anyone or anything that is not a Crushed Skull Orc.
- Two additional guards are stationed at the northern and southern entrances of Area 5E. Their job is to watch for any action in Areas 5A and 5I and alert Kersux immediately.
- Kersux wanders from Area 5A to 5I.
- All orcs are assumed to be dressed in their armor and ready for combat.
- Both Quarant (if alive) and Phren are assumed to have their defensive spells already cast.

Once two days have passed and no further attacks have come, the orcs return to their previous state of readiness.

**If the Orcs Attack:** It is possible the PCs will either not wipe out the hobgoblins or never go after the Crushed Skull Orcs. Should this happen, the orcs and either the

hobgoblins or the gnolls attack Pembrose. The simplest way to handle this is to have the orc raid happen while the PCs are elsewhere. Pembrose is basically razed: Kyle's manor and nearly every building in town are burned to the ground; half the population is killed or taken into slavery.

If the PCs are present, then they may take part in the village's defense. The DM will have to ad lib this combat.

### 5A: Southern Entrance (EL 2)

Two orc warriors stand guard here at all times. They are extremely suspicious of strangers and are ready for a fight from anyone other than an orc. A large brass gong stands in the northwest part of this intersection.

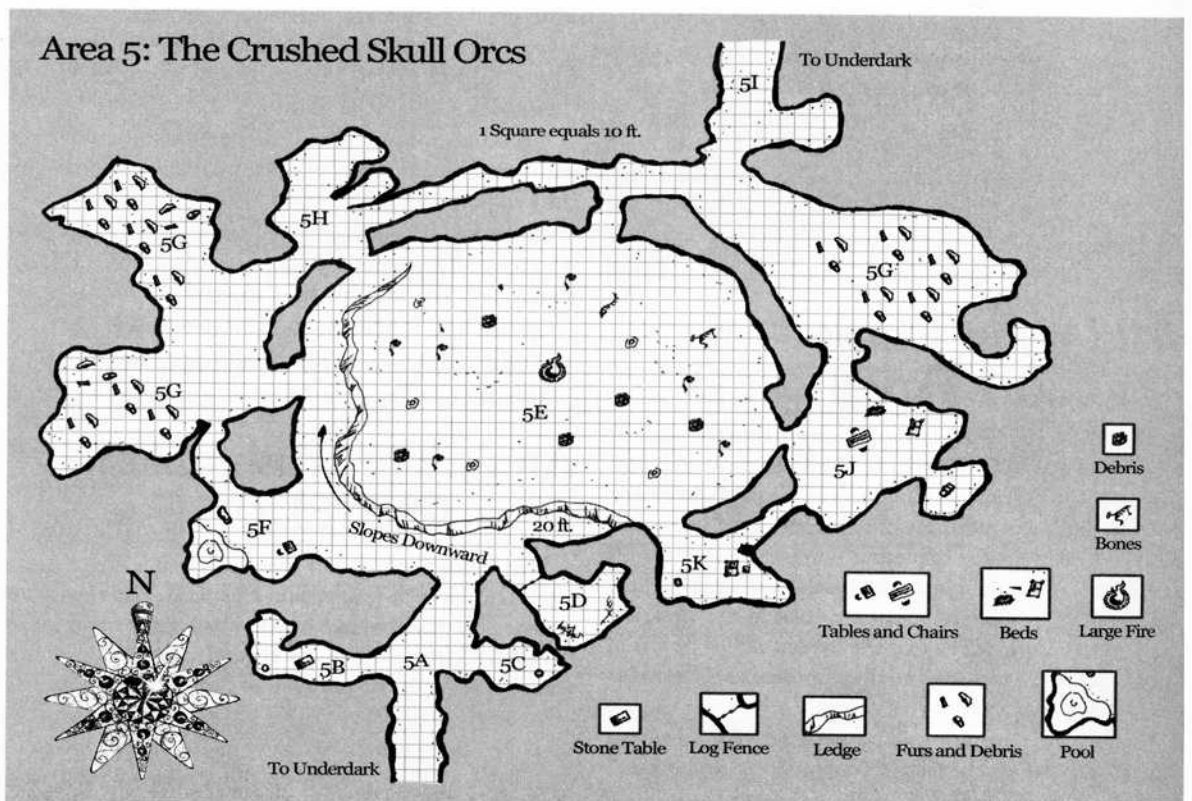
**Crushed Skull Orc Warrior, Male Orc War2 (2):** CR 1; SZ M; HD 2d8; hp 12 each; Init +0; Spd 20 ft.; AC 16 (+4 scale mail, +2 shield); Atk +5 melee (1d8+3, morningstar) or +2 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ darkvision (60 ft.), light sensitivity; AL CE; SV Fort +3, Ref +0, Will -1; Str 16, Dex 11, Con 11, Int 8, Wis 9, Cha 9.

*Skills:* Listen +3, Spot +3. *Feat:* Alertness.

*Possessions:* Morningstar, shortbow, 12 arrows, scale mail, large wooden shield, 1d8 gp.

**Tactics:** At the first sign of trouble, one orc begins firing his bow (if possible) while the other strikes the gong. If the gong is struck, the occupants of Areas 5B and 5C arrive in two rounds, and 15 warriors and two leaders from Area 5E arrive in six rounds. The orcs hold the neck of the intersection for as long as possible. If things are going poorly, they attempt to fall back to Area 5E, where they can be reinforced.

If melee commences here but the gong is not struck, the occupants of Areas 5B and 5C arrive two rounds after the







start of combat. If possible, they strike the gong; if not, and if they are being overwhelmed, they attempt to fall back to Area R5.

**Development:** It is possible that the PCs might try to bluff their way past the guards. It is not completely unheard of for evil humans or demi-humans to parlay with Kersux, so if the PCs can convince the guards they have business with the clan's leader, they might be let through (see the sidebar). If the PCs succeed in their Bluff attempt, they are escorted to Area R5 to meet with Kersux. They are not allowed to "show themselves in."

### 5B: Guard Room (EL 2)

Two orc warriors lounge here, backups for those guards in Area R1. The cave contains a low flat rock used as a table, upon which are six knucklebones (used as dice) and two empty flagons, and a barrel containing fifteen arrows in the west corner.

**Crushed Skull Orc Warrior, Male Orc War2 (2):** hp 12; see Area 5A, above, or the Monster Appendix.

**Tactics:** If attacked, these orcs defend themselves and shout for help immediately. If they hear combat in Areas 5A or 5C, they run to investigate.

### 5C: Guard Room (EL 2)

Two more orc warriors stand guard here. The cave contains nothing but a barrel holding 10 arrows and an extra morningstar leaning against the east wall.

**Crushed Skull Orc Warrior, Male Orc War2 (2):** hp 12; see Area 5A, above, or the Monster Appendix.

**Tactics:** If attacked, these orcs defend themselves and shout for help immediately. If they hear combat in Areas 5A or 5B, they run to investigate.

### 5D: "The Barn" (EL 1)

The orcs keep a small stable of livestock penned up in the eastern portion of this cave. Currently, 6 pigs, 1 cow, and 12 chickens mill about. They are underfed and the perpetual darkness is crushing what remains of their spirits. The pen is made of logs tied together with leather and stretched across the mouth of the cave. The gate to the pen is tied closed with rope.

One orc warrior stands guard here.

**Crushed Skull Orc Warrior, Male Orc War2:** hp 12; see Area 5A, above, or the Monster Appendix.

**Tactics:** This orc defends himself if attacked. If he hears combat in Area R5, he goes to investigate.

### 5E: Great Cave (EL 10)

The ceiling of this mammoth cave stretches 50 feet into the darkness. A wide ledge, 20 feet above the floor at its southernmost point, runs along the south and west walls, sloping gradually downwards to the floor as it travels north. A large fire burns in the center of the cave, over which roasts two large pigs. The smoke from the fire drifts up through natural vents in the ceiling. The cave is filthy, filled with the debris of thousands of orc meals: bones, fesses, bits of animal flesh, pools of urine, and so on.

Currently, 20 orc warriors, 4 leaders, and Kersux, the chieftain, rest here, awaiting the completion of their dinner. Three female orcs tend to the roasting pigs.

### Bluffing the Orcs

Since Kersux and Phren are usually careful to tell the guards if emissaries are expected, these orcs start with an automatic +10 to their Sense Motive roll. This is modified by the following factors:

Factor	Modifier
The PCs use Kersux's name	-10
The PCs use Phren's name	-8
The PCs speak Orc	-5
The PCs speak Undercommon	-3
The PCs are disguised as orcs	-10
The PCs are disguised as half-orcs	-5
The PCs are all human, dwarf, and elf	+5

**Crushed Skull Orc Warrior, Male Orc War2 (20):** hp 12; see Area 5A, above, or the Monster Appendix.

**Crushed Skull Orc Leaders, Male Orc Ftr2 (4):** CR 2; SZ M; HD 2d10+2; hp 15; Init +1 (Dex); Spd 20 ft.; AC 17 (+1 Dex, +6 splint mail); Atk +6 melee (1d12+4, greataxe, crit x3) or +3 ranged (1d8, longbow, crit x2, range 100 ft.); SQ darkvision (60 ft.), light sensitivity; AL CE; SV Fort +4, Ref +1, Will +1; Str 16, Dex 12, Con 12, Int 8, Wis 9, Cha 8.

**Skills:** Listen +3, Spot +3. **Feats:** Alertness, Iron Will, Weapon Focus (greataxe).

**Possessions:** Greataxe, longbow, 12 arrows, splint mail, 2d8 gp.

**Kersux, Male Orc Ftr7:** CR 7; SZ M; HD 7d10+14; hp 60; Init +4 (Improved Initiative); Spd 20 ft.; AC 19 (+9 half-plate); Atk +14/+9 melee (2d6+10, +2 greataxe, 19-20/x2) or +7/+2 ranged (1d8+4, mighty composite longbow [Str 18], crit x3, range 110 ft.); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +7, Ref +2, Will +3; Str 18, Dex 11, Con 14, Int 10, Wis 9, Cha 10.

**Skills:** Listen +6, Spot +6. **Feats:** Alertness, Cleave, Improved Initiative, Iron Will, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

**Possessions:** +2 greataxe\*, mighty composite longbow (+4), 20 arrows, +2 half-plate, *potion of cure serious wounds* (5th level, 1 dose), key to chest in Area R10.

\*This greataxe has pearls inset in the pommel. It once belonged to Myonga, the half-orc barbarian and member of the Birds of Prey.

**Female Orcs (3):** hp 3 each; non-combatants.

**Tactics:** If attacked from the north, the orcs pick up their weapons and rush straight into combat. Kersux has absolutely no fear and takes the lead in melee. If Kersux falls and all the orcs' opponents are still standing, the remaining orcs scatter, demoralized—they had come to believe their leader was invincible.

If attacked from the south, Kersux commands two of his leaders and ten of the warriors to remain in Area 5E and fire arrows at the enemy on the ledge for as long as possible. Meanwhile, Kersux and the remaining orcs and leaders head to Area 5H and then 5G, where they gather up the remainder of their forces, if these troops have not attacked the PCs already (see Area 5G, below). His goal is either to engage the PCs on the ledge where he can

attempt to bull rush a few opponents and send them over the edge, or, barring this, engage them in melee while his troops on the floor of Area 5E continue to rain missile fire on enemy archers and spellcasters. If the PCs disappear into one of the side caves on the ledge (5F or 5G), the orcs on the ground rush to the ledge to join in the combat. At no point do the orcs consider retreating as long as Kersux is standing.

**Development:** If the PCs attempt to parlay with Kersux, they must do some fast-talking. He does not know them and does not trust them. He cannot be intimidated, though he is open to bribes. If the PCs attempt to bribe him out of attacking the village of Pembrose, he takes the offering then attacks anyway.

### 5F: Quarant's Quarters (EL 4, if Quarant is present)

This cave contains a straw mattress in one corner, a wooden table and a chair in another corner, and a large pool of water in the southwest. The pool is fed from cracks in the cave wall and is 7 feet deep. The water is potable, and the orcs use it for cooking and drinking. A small statue of Orcus stands next to the pool.

If Quarant survived the PCs' attack on the keep, he is here.

**Quarant, Male Half-Orc Clr3 (Orcus):** 18 hp; see Area C10 of The Hobgoblin Keep chapter.

**Tactics:** If attacked in his chambers, Quarant defends himself as best he can, shouting for help loudly as he does so. If he hears combat in Areas R5 or R7, he runs to investigate.

**Treasure:** If Quarant is still alive, three gems worth 200 gp each and a *potion of endurance* (3rd level, 1 dose) are hidden under the mattress (Search DC 15). If Quarant has been dead longer than three weeks, then Kersux has appropriated this treasure for himself (add it to his treasure in Area 5J).

### 5G: Warriors' Caves (EL 8)

Each of these caves contains piles of furs and copious amounts of garbage and debris. Twenty-five warriors and two leaders are housed in each cave, though currently only 15 orc warriors are present. They are resting and out of their armor, and require five rounds to be ready. If attacked here, these orcs first attempt to flee to area 5E to warn the others. If this is not possible, they defend themselves as best they can and shout loudly to warn those around them.

**Crushed Skull Orc Warrior, Male Orc War2 (15):** hp 12; see Area 5A, above, or the Monster Appendix.

**Note:** If these orcs are surprised in their chambers, award only 1/2 XP.

### 5H: Orc Women and Children (EL 0)

Thirty orc women and 20 orc children are housed here. These creatures are non-combatants. They scream loudly for help if attacked.

**Orc Women:** hp 3; non-combatants.

**Orc Children:** hp 1; non-combatants.

## THE VAULT OF LARIN KARR

### 5I: North Entrance (EL 2)

Three Orc Warriors stand guard here at all times. As with Area 5A, there is a large brass gong nearby. These orcs behave and respond identically to the guards in Area 5A.

**Crushed Skull Orc Warrior, Male Orc War2 (3):** hp 12; see Area 5A, above, or the Monster Appendix.

### 5J: Kersux's Quarters

This large cave is appointed with a steel frame bed and straw mattress, a long wooden table, and two chairs. The alcove in the southeast contains a large wooden chest.

Kersux sleeps and plans here. He prefers to be in and among his troops, so he spends little time in this cave. The chest is locked (he has the key) and contains his **Treasure**.

**Locked Wooden Chest:** Hardness 5; hp 20; Open Lock (DC 20).

**Treasure:** 1,000 gp, a statue of Orcus inlaid with gems (worth 500 gp to an interested buyer, though such a person would be hard to find), and a gold necklace with a platinum spider pendant (a gift from Phren) worth 450 gp.

### 5K: Phren's Cave (EL 6)

The dark elf emissary has been given this cave as his temporary home. There is a bed and mattress, a flat rock used as a table or nightstand, and, in one corner, a crystal decanter and two crystal goblets. Unlike the rest of these caves, this area is clean and free of debris.

Phren spends most of his time here, preferring not to associate with the orcs. From time to time he visits with Kersux to help him plan.

**Phren, Male Drow Elf Wiz5:** CR 6; SZ M; HD 5d4+3; hp 18; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex); Atk +2 melee (1d4, dagger, 19-20/x2) or +4 ranged (1d4, hand crossbow plus sleep poison, crit x3, range 30 ft.); SA spells, spell-like abilities, sleep poison; SQ darkvision (120 ft.), light blindness, SR 16; AL CE; SV Fort +1, Ref +3, Will +5 (+7 vs. spells and spell-like abilities); Str 10, Dex 14, Con 11, Int 17, Wis 12, Cha 12.

**Skills:** Concentration +12, Knowledge (Underdark) +11, Listen +7, Search +5, Spellcraft +11, Spot +7. **Feats:** Combat Casting, Craft Wand, Scribe Scroll, Toughness.

**Arcane Spells Prepared (4/4/3/2;** base DC 13 + spell level): 0—detect magic, mage hand, ray of frost, read magic; 1st—expeditious retreat, mage armor, magic missile (x2); 2nd—cat's grace, invisibility, protection from arrows; 3rd—lightning bolt, slow.

**Spell-Like Abilities:** 1/day—dancing lights, darkness, faerie fire. Phren casts these spells as a 5th-level sorcerer.

**Sleep Poison:** Fort save (DC 17) or fall unconscious. After 1 minute, the subject must succeed at another Fort save (DC 17) or remain unconscious for 2d4 hours.

**Possessions:** Dagger, hand crossbow, 12 bolts coated in sleep poison, *potion of cure moderate wounds* (3rd level, 2 doses), arcane scrolls of *fly* and *endurance* (both 5th level), a *wand of summon monster III* (5th level, 12 charges), 30 pp.





**Tactics:** Phren is neither a hero nor a fool. If combat is joined in Area 5E, he immediately casts *mage armor*, *cat's grace*, and *protection from arrows*. Only then does he join the fray, casting *slow*, *lightning bolt*, both *magic missiles*, and then using his wand once or twice. After this, he prefers to use his crossbow. If badly injured, or if the combat seems to be going against the orcs, he casts *invisibility*, *expeditious retreat*, and *fly* (from his scroll) and flees the scene as quickly as possible.

**Development:** If cornered, Phren attempts to convince his captors that he was being kept here against his will by the orcs. If this does not work, he bribes the PCs with whatever information he has about the local area. He knows a fire giant cleric lives to the northwest and that he has acquired some powerful allies. He knows two behirs block passage to other areas in the Underdark to the west. He has heard of Larin Karr and his fabled treasure and believes his tomb is somewhere nearby, though he has never seen it himself. He also knows there is a large body of water not far to the southeast.

**Treasure:** Hidden in the southeast corner of the room (Search DC 15) is a small box containing 12 gems worth 50 gp each (bribes for the orcs or other monsters) and Phren's spellbook. The crystal decanter contains a strong drow brandy. The decanter is worth 75 gp, and each goblet is worth 25 gp.

**Spellbook** (all those spells prepared plus the following): 0—all; 1st—burning hands, charm person, identify, shield, sleep, spider climb, true strike; 2nd—alter self, darkness, endurance, mirror image; 3rd—dispel magic, fly, haste, summon monster III.

## Area 6: The Gnoll Band (EL 6)

This small band of gnolls has taken up residence in facing caves along this major east-west tunnel. They are suspicious of most everyone, though they have formed a tentative alliance with the Crushed Skull Orcs.

### 6A: Guards (EL 2)

Two gnolls stand guard at each of these points. Their job is to warn the other gnolls immediately of approaching danger. At the first sign of someone or something coming, one guard runs to Area 6B while the other stays and tries to defend the tunnel. Four rounds later, the first gnoll returns with six more gnolls and Telluk, who prepares to greet/fight whoever is approaching. If battle is joined here, the occupants of Areas 6D and 6B come to investigate.

**Gnolls (2):** CR 1; SZ M; HD 2d8+2; hp 11; Init +0; Spd 20 ft.; AC 17 (+1 natural, +4 scale mail, +2 shield); Atk +3 melee (1d8+2, battleaxe, crit x3) or +1 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +0, Will +0; Str 15, Dex 10, con 13, Int 8, Wis 11, Cha 8.

**Skills:** Listen +3, Spot +3. **Feat:** Power Attack.

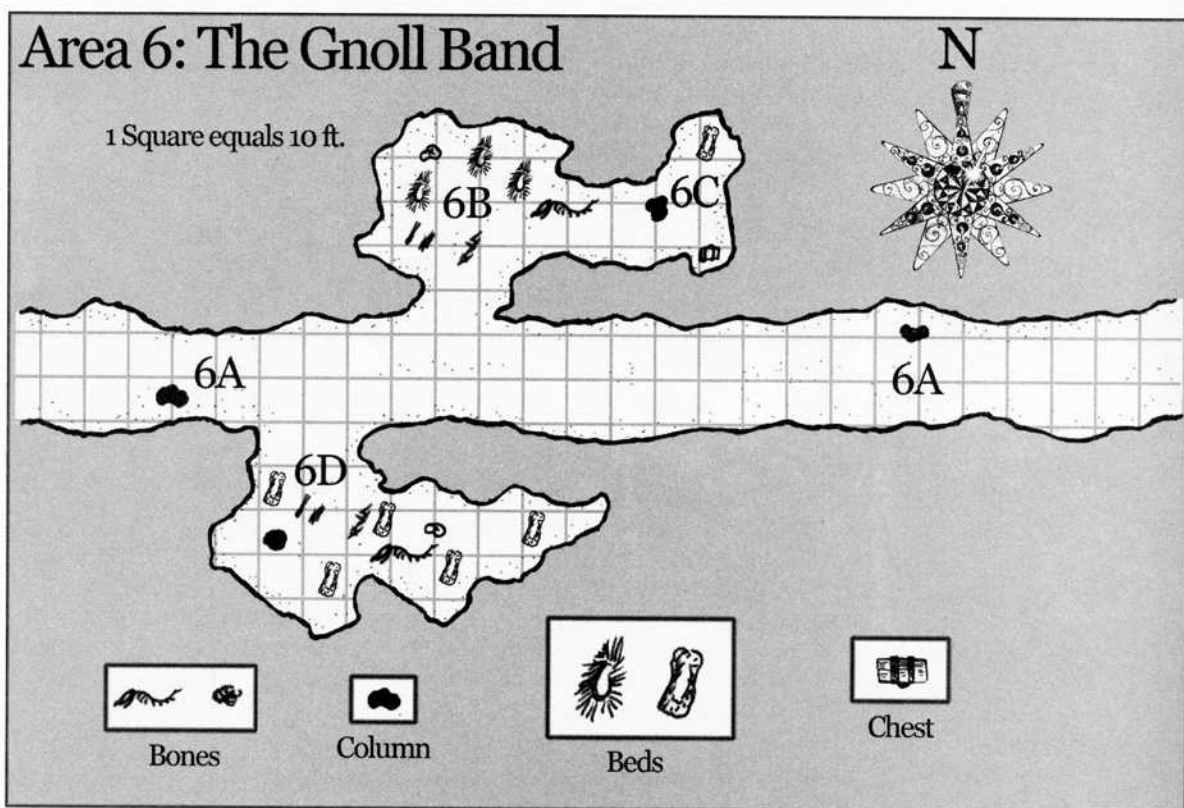
**Possessions:** Battleaxe, scale mail, large steel shield, shortbow, 15 arrows, 1d10 gp.

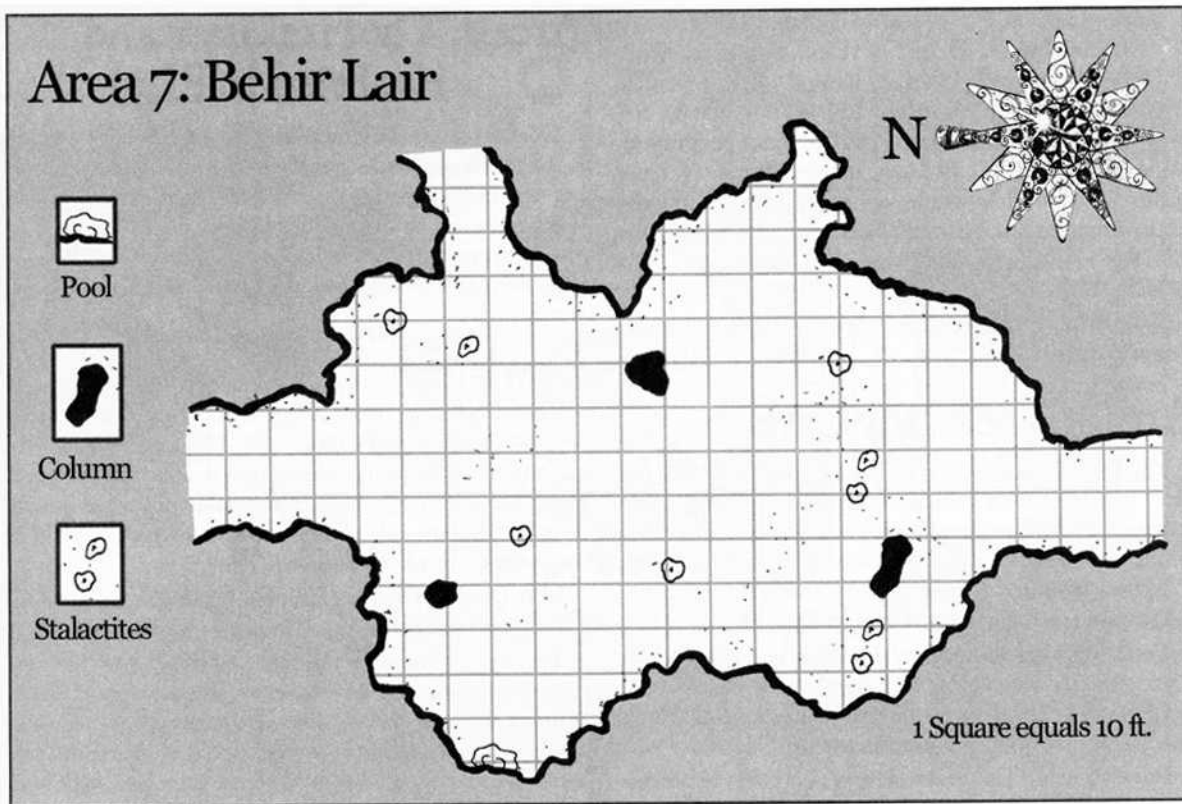
### 6B: First Common Area (EL 8)

Twelve gnolls and Telluk, the second-in-command, are here. The room is filled with furs and straw used for beds, plus many bones and the remnants of meals.

**Gnolls (12):** hp 11; see Area 6A, above.

**Telluk, Male Gnoll Ftr 1:** CR 2; SZ M; HD 2d8+2 plus 1d10+1; hp 18; Init +1 (Dex); Spd 20 ft.; AC 18 (+1





natural, +1 Dex, +4 scale mail, +2 shield); Atk +6 melee (1d8+2, masterwork battleaxe, crit x3) or +3 ranged (1d6+2, mighty composite shortbow [Str 15], crit x3, range 70 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +6, Ref +1, Will +0; Str 15; Dex 12, Con 13, Int 8, Wis 11, Cha 8.

**Skills:** Listen +4, Spot +4. **Feats:** Power Attack, Weapon Focus (battleaxe).

**Possessions:** masterwork battleaxe, mighty composite shortbow (+2), 15 arrows, scale mail, large steel shield, 50 gp.

**Tactics:** At the first sound of trouble in Areas 6A or 6D, one gnoll runs to get Vrog, while Telluk and the other gnolls go to investigate. If attacked in this cave, their tactics are pretty straightforward: they fight until dead.

### 6C: Vrog's Cave (EL 5)

Vrog, the clan's chieftain, resides here. A large pile of straw and fur in the northeast serves as a bed. In the southeast corner is a simple locked wooden chest (Vrog has the key) containing the **Treasure**.

**Vrog, Male Gnoll Ftr4:** CR5; SZ M; HD 2d8+4 plus 4d10+8; hp 45; Init +5 (Dex, Improved Initiative); Spd 20 ft.; AC 19 (+1 natural, +1 Dex, +4 scale, +3 shield); Atk +10 melee (1d8+6, +1 battleaxe, crit x3) or +6 ranged (1d6+3, mighty composite shortbow [Str 16], crit x3, range 70 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +9, Ref +2, Will +1; Str 16, Dex 12, Con 14, Int 9, Wis 11, Cha 10.

**Skills:** Listen +6, Spot +6. **Feats:** Cleave, Improved Initiative, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe).

**Possessions:** +1 battleaxe, mighty composite shortbow (Str 16), scale mail, +1 large steel shield.

**Tactics:** If combat is joined in Area 6B, Vrog goes immediately to join the fray and command his troops. If somehow surprised in his quarters, he defends himself to the death.

**Locked Wooden Chest:** Hardness 3; hp 15; Open Lock (DC 20).

**Treasure:** The chest contains 300 gp, 12 pp, a carved figurine of a nymph inlaid with gems worth 200 gp, and a wand of *bless* (5th level, 25 charges).

**Development:** If the hobgoblins are wiped out, Kersux approaches Vrog with the proposition of sacking Pembrose. Vrog eventually agrees, but it takes months of negotiating, so the PCs will have quite a bit of time. If either the Crushed Skull Orcs or the gnolls are defeated, Pembrose is safe.

### 6D: Second Common Area (EL 8)

**Fifteen gnolls** call this area home. The cave is identical in appearance to Area 6B, above.

**Gnolls (15):** hp 11; see Area 6A, above.

**Tactics:** If attacked, these gnolls respond fiercely, calling loudly for help from Area 6B. If they hear the sounds of combat in Areas 6A or 6B, they rush to investigate.

## Area 7: Behir Lair (EL 10)

This large cave (roughly 80 feet by 100 feet) serves as a convergence for north-south and east-west tunnels, and as the only exit out of this part of the Underdark (the southern exit). It is also home to 2 behirs.

The cave has a few stalagmites and also a pool of water, 4 feet wide and 2 feet deep, fed from cracks in the rock wall. The water is potable.

**Behirs (2):** CR 8; SZ H Magical Beast (Electricity); HD 9d10+45; hp 94, 99; Init +1 (Dex), Spd 40 ft., climb 15 ft.; AC 16 (-2 size, +1 Dex, +7 natural); Atk +15 melee (2d4+8, bite) and +10 melee (1d4+4 [X6], claws); SA breath weapon (line of lightning, 20 ft., once per minute, damage 7d6, Ref DC 19 half), improved grab (grapple bonus +19), swallow whole, constrict 2d8+8; SQ electricity immunity, scent, can't be tripped; AL N; SV Fort +11, Ref +7, Will +5; Str 26, Dex 13, Con 21, Int 7, Wis 14, Cha 12.

**Skills:** Climb +18, Hide +5, Spot +7. **Feats:** Cleave, Power Attack.

## Area 8: The Filthy Cave

This large cavern (70 feet by 100 feet, with a 30-foot tall roof) is littered with garbage: bones of every imaginable species, fur, broken armor, broken weapons, discarded lamps, shovel, picks, and so on. How all these things came to be here is unclear. A narrow, 5-foot wide tunnel in the western part of the cave winds up to Area B4.

**Treasure:** One of the many discarded bones is actually a *wand of fear* (7th level, 8 charges) made of a human shinbone. The wand can be found with a successful Search check (DC 30) or with a *detect magic* spell.

**Development:** The first time the PCs come upon this cave, it should be as described above. The next time, however, roll on the **Underdark Random Encounter Table**, in the Underdark Overview chapter, ignoring any result under 59.

## Area 9: The Fire Giant and His Friends (EL 7)

**Gorl**, a fire giant cleric of Belphegor, has built a small home for himself and some of his "friends." Though not as big as most fire giants, he is a crafty opponent who has survived in the Underdark due in large part to his wits. It also happens that Gorl placed one of Larin Karr's keys—the ruby—in the right eye of a statue to the fire god he worships daily.

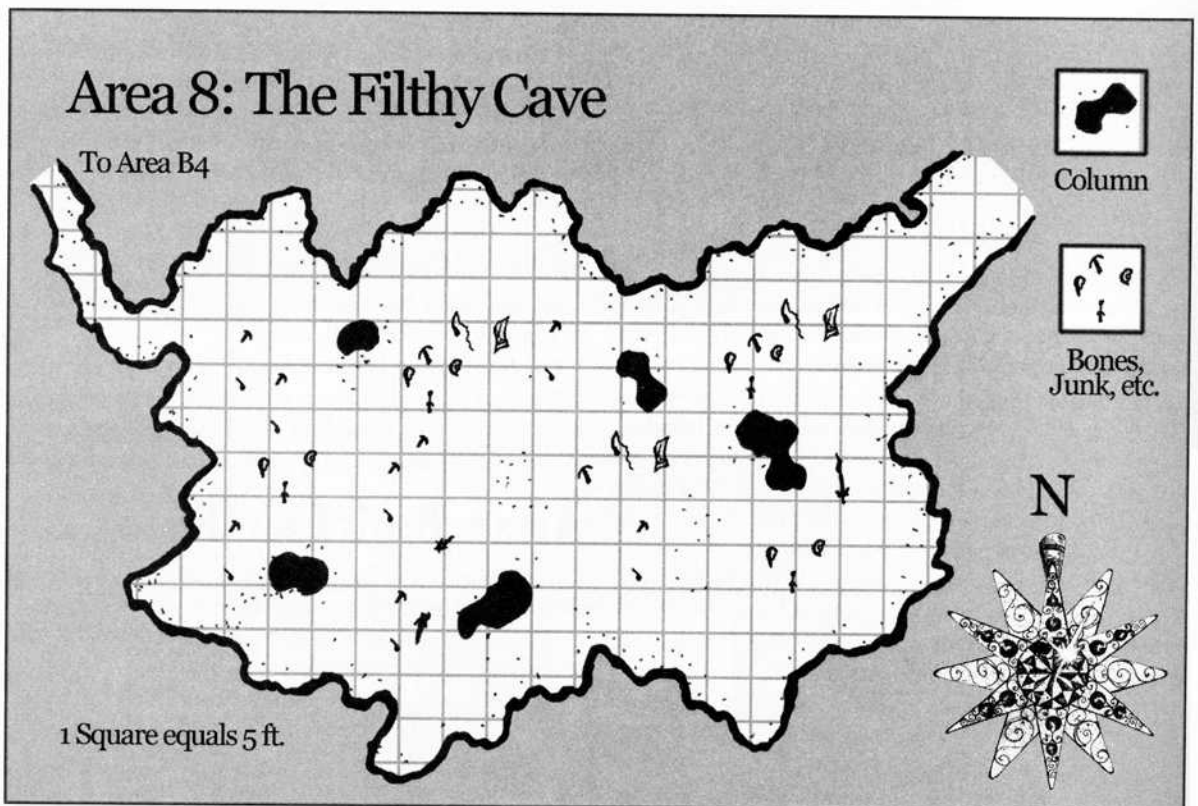
### The Wall (EL 8)

The wide tunnel opens into a large cavern that crests to a height of 25 feet and is bisected by a 12-foot high wall. In the middle of the wall is a set of iron double doors flanked by two 15-foot tall towers. The double doors are bolted from the eastern side. There is a narrow passage on the southern wall that winds up to Area J.

**Iron Double Doors:** Hardness 10; hp 60; Break (DC 35); Open Lock NA.

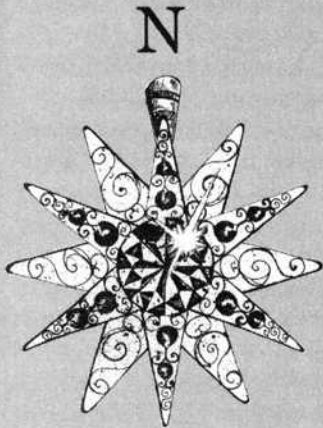
The towers and wall are made of solid, 3-inch thick stone. The towers are accessed by wooden doors at the base of the eastern side, which give way to stone steps that wind around the outside of the tower until they reach the top level. This area is an 8-foot wide circular room with four arrow slits, two on the northwest and two more on the southeast. When firing through these holes, archers receive 90% cover. Scaling the wall or towers requires a successful Climb check (DC 20, 5 with a secured rope).

Each tower is manned by 2 **goblin bowmen**. Gorl pays these goblins well to watch the entrance to his home, and they fire at any intruders who do not immediately state their business as they approach.





1 Square equals 10 ft.



To Underdark

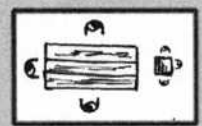


Table and Chairs



Keg and Stand



Rubbish



Tower



Iron Double Doors



Door



Molten Rock Pit



Ledge



Curtain



Idol



Chest



Bed



Bones

# Area 9: The Fire Giant and His Friends

## Area 9: Dungeon Features

Except for a few passages, the walls and ceilings of Gorg's lair are of rough, natural stone. The ceilings are 15 to 20 feet high, except Areas 9I-9O (see below). All the giant-sized areas (9A-9H) are lit by torches secured by wall sconces. Areas 9I-9O are unlit.

Because of the fiery pits in Areas 9B, 9C, and 9F, Areas 9B-9F are quite hot. After 10 minutes in these areas, all characters must succeed at a Fortitude save (DC 15) or suffer 1d6 points of subdual damage; characters must make additional saves every 5 minutes thereafter. Physical exertion such as combat that lasts greater than 10 rounds also induces a Fortitude save.

**Goblin Bowman, Male Goblin Ftr2 (4):** CR 2; SZ S; HD 2d10+2; hp 14 each; Init +2 (Dex); Spd 30 ft.; AC 16 (+1 size, +1 Dex, +3 studded leather); Atk +3 melee (1d6, masterwork short sword, 19-20/x2) or +6 ranged\* (1d8\*, masterwork light crossbow, 19-20/x2, range 80 ft.); SQ darkvision (60 ft.); SV Fort +4, Ref +2, Will +0; Str 10, Dex 14, Con 12, Int 11, Wis 10, Cha 8.

\*+1 to hit and +1 damage when target is within 30 feet.

**Skills:** Listen +4, Spot +4. **Feats:** Alertness, Point Blank Shot, Weapon Focus (light crossbow).

**Possessions:** Masterwork short sword, masterwork light crossbow, 20 bolts, studded leather armor, 20 gp.

**Tactics:** The goblins begin firing as soon as targets are within sight, unless they recognize those approaching or the strangers attempt to parlay. The goblins know if Gorg is expecting guests, but from time to time old friends come by to visit. They are suspicious, however, as there are few allies in the Underdark. Thus, they receive an automatic +10 to all Sense Motive checks.

If they are engaged in combat, the goblins use their position to their best advantage for as long possible, firing at arcane spellcasters and other archers first. If it appears the wall or door will be breached, the goblins attempt to leave the towers and run to Area 9A and bolt it. If the wall or doors are breached, the two goblins race down to engage the intruders, while two more, one in each tower, remain above to continue firing their crossbows.

### 9A: The Front Door

This large iron door can be bolted from the eastern side. The door is hot to the touch, and carved in the rock above in Infernal are the words, *Fire: She Who Sustains and Quenches*.

**Large Iron Door:** Hardness 10; hp 60; Break DC 30 (if bolted); Open Lock NA.

### 9B: Smokey Room (EL 5)

This large cave is lit and heated by a pit that burns continuously, fed from below by a stream of molten rock. Although the smoke finds its way out of the caves through many small cracks in the ceiling and walls, the rooms is still quite thick with smoke, limiting visibility to 30 feet and forcing all those within it to make a Fortitude save (DC 15) every minute or suffer 1d6 points of subdual damage and begin coughing. A coughing PC suffers a -4 penalty on all

attack, damage, and Dexterity based skill rolls, and must succeed at a Concentration check with a DC equal to 10 plus the amount of subdual damage taken to cast a spell. Anyone thrown into the fiery pit suffers 2d6 points of fire damage each round. (**Note:** the goblins know to cover their mouths and hurry through this room.)

The cave is watched by 2 **fire mephits**, who linger in the fiery pit in the northeast. If strangers enter, or the goblins from Area 9A are forced to bolt the front door, one mephit runs to warn Gorg in Area 9E, while the other remains hidden in the fire, watching the intruders. If the interlopers proceed through this area, the remaining mephit attempts to follow them at a discreet distance. Then, if the PCs become engaged in a combat with either Gorg or the salamanders or the goblins, the mephit aids in the combat with his magic.

**Tactics:** If attacked, the mephits use their spells first, their breath weapon second, and their claws last.

**Fire Mephit (2):** CR 3; SZ S Outsider (Fire); HD 3d8; hp 15, 13; Init +5 (Dex, Improved Initiative); Spd 30 ft., fly 50 ft. (average); AC 16 (+1 size, +1 Dex, +4 natural); Atk +4 melee (1d3 [x2], claws plus 2 fire); SA breath weapon (cone of fire, 15 ft., every 1d4 rounds, damage 1d8, Ref DC 12 half), spell-like abilities, summon mephit; SQ fire subtype, fast healing (2), damage reduction (5/+1); AL NE; SV Fort +3, Ref +4, Will +3; Str 10, Dex 13, Con 10, Int 12, Wis 11, Cha 15.

**Skills:** Bluff +5, Hide +11, Listen +6, Move Silently +7, Spot +6. **Feat:** Improved Initiative.

**Spell-Like Abilities:** 1/hour—*magic missile* as cast by a 3rd-level sorcerer; 1/day—*heat metal*, as cast by a 6th-level sorcerer.

### 9C: Belphegor Temple

A bright red curtain emblazoned with a burning eye has been strung across this cave's entrance. Inside, a pit of burning fire similar to that in Area 9B crackles in the north, though its smoke ascends through a natural flue in the ceiling directly above it. Anyone thrown into the fiery pit suffers 2d6 points of fire damage each round. In the southeast, a large bronze altar to Belphegor (a twisting flame) stands atop a stone pedestal. Gorg comes here to pray twice a day. The statue is non-magical though of fine craftsmanship and is worth 1,500 gp. It is quite heavy, however, weighing in at 500 pounds.

Aside from the statue, there is nothing of value in this room.

### 9D: Giant Steps

Three 4-foot tall natural steps ascend to Area 9E. Medium-sized characters may pull themselves up one step as a move-equivalent action; Small characters must take a full move. Large characters need only expend an extra 5 feet of their movement allowance to move upwards from one square to another. Small and Medium-sized characters may move down each step as a move-equivalent action, unless they succeed at a Tumble check (DC 15), in which case they suffer no penalties. Large characters may move down the steps normally.



**Development:** Unless the PCs take great care to be silent as they ascend these steps, Gorgl is likely to hear them and come to investigate.

### 9E: Gorgl's Chambers (EL 10)

This massive cave (30-foot high ceilings) serves as a bedroom and meeting area for Gorgl. A long, giant-sized wooden table with three giant-sized wooden chairs fills the center of the cave. There is a smaller, human-sized table with four human-sized chairs near the head of the larger table. An elaborate gold candelabrum sits atop the large table, and the walls are decorated with tapestries celebrating the curative and destructive power of fire. Against the southern wall is a large keg atop a stone pedestal; and a long wooden hutch on which sits several crystal decanters filled with red, white, and brownish liquids, and a dozen crystal goblets. Both doors are unlocked.

Gorgl spends most of his time here. When he has guests, be they giantish or otherwise, he receives them here.

**Gorgl, Male Fire Giant** Clr3: CR 10; SZ L Giant; HD 12d8+48 plus 3d8+12; hp 125; Init -1 (Dex); Spd 30 ft.; AC 21 (-1 size, -1 Dex, +8 natural, +5 chainmail); Atk +18/+13 melee (2d8+10, huge morningstar) or +10/+5 ranged (2d6+7, rocks); Reach 10 ft.; SA spells, rock throwing, smite good; SQ command fire creatures, rock catching, fire subtype; AL NE; SV Fort +15, Ref +3, Will +9; Str 25, Dex 8, Con 19, Int 12, Wis 14, Cha 17.

**Skills:** Concentration +12, Climb +9, Jump +5, Spot +5.

**Feats:** Cleave, Combat Casting, Power Attack, Scribe Scroll, Weapon Focus (huge morningstar).

**Divine Spells Prepared** (4/3/2; base DC 12 + spell level): 0—create water, cure minor wounds, detect magic, read magic; 1st—cure light wounds, divine favor, magic weapon; 2nd—bull's strength, cure moderate wounds.

**Domain Spells (Destruction/Fire):** 1st—burning hands; 2nd—produce flame.

**Granted Powers:** A priest of Belphegor may command fire creatures 7 times per day; he may also make a smite attack (see below) once per day.

**SA—Smite Good (Su):** Once per day, a cleric of Belphegor gains a +4 attack bonus and a +3 damage bonus to one attack against good-aligned creatures.

**Possessions:** Huge morningstar, chainmail, holy symbol, bag of four rocks, *divine scroll of cure moderate wounds* (3rd level) and *resist elements* (3rd level).

**Tactics:** If surprised in his chambers, Gorgl attempts to cast bull's strength on himself before engaging his attackers. He fights to the death without any thought of retreating. If his servants warn him of intruders, or if he hears suspicious noises in any of the adjoining caves, Gorgl casts all of his defensive spells before going to investigate. If possible, he also rounds up a couple hell hounds from Area 9G first. Gorgl cannot be talked into giving up the large ruby in Area 9E-1.

**Treasure:** The candelabrum is worth 150 gp; the decanters (four in all, filled with red and white wine and brandy) and goblets are worth 450 gp all together. The hutch, which is unlocked, contains plates, bowls, forks, spoons, and knives (both giant and human-sized) for six; these are of no particular value.

**9E-1:** This alcove contains another small statue to Belphegor. The twisting flame in this statue, however, is topped by a large, hexagonal-shaped ruby that can be removed with a successful Disable Device check (DC 20). This is another key to the door to Larin Karr's vault (see Area 13B, below).

**9E-2:** This second alcove serves as a bedchamber. A giant-sized mattress heaped with furs is set against the north wall, and an iron trunk wrapped in chains and padlocked is pushed up against the south wall. The trunk contains the Treasure.

**Locked Iron Trunk:** Hardness 10; hp 30; Open Lock (DC 25); Break (DC 30 with chains).

**Treasure:** Two large sacks, one containing 3,850 sp and the other containing 1,750 gp; a small pouch holding 10 gems worth 100 gp each; three smokesticks; a tanglefoot bag; a masterwork mighty composite shortbow (+2); a *potion of darkvision*; a *potion of water breathing*; and a pair of *boots of speed*.

### 9F: Salamander Cave (EL 7)

Gorgl befriended 2 average salamanders who have taken up residence in this fiery cave. A pit of molten rocks dominates this area, in which the salamanders spend much of their time. Anyone thrown into the lava suffers 2d6 points of fire damage each round they remain in the pit.

Gorgl and the salamanders carved the passage between this area and Area 9E from the rock. Its floor and walls are smooth and polished.

**Average Salamanders (2):** CR 5; SZ M Outsider (Fire); HD 7d8+7; hp 38, 40; Init +1 (Dex); Spd 20 ft.; AC 18 (+1 Dex, +7 natural); Atk +9/+4 melee (1d8+2, longspear plus 1d6 fire, crit x3) and +7 melee (2d6+1, tail slap plus 1d6 fire); SA heat, constrict (2d6+1 plus 1d6 fire); SQ fire subtype, damage reduction (10/+1); AL LE; SV Fort +6, Ref +6, Will +7; Str 14, Dex 13, Con 12, Int 14, Wis 15, Cha 13.

**Skills:** Craft (metalworking) +16, Escape Artist +11, Hide +11, Listen +14, Move Silently +11, Search +12, Spot +14. **Feats:** Alertness, Multiattack.

**Possessions:** Longspear.

**Tactics:** The salamanders attempt to constrict their opponents and drag them into the lava. If they hear combat in Area 9E, they hurry to investigate.

**Ad Hoc XP:** Because of the threat of the lava, award a bonus 10% XP if the salamanders are fought in this cave.

### 9G: Kennel (EL 7)

This cave serves as a home to 4 hell hounds. These beasts serve Gorgl faithfully, often accompanying him on his sojourns into the surrounding Underdark. The cave is strewn with bones and fur. The hell hounds attack on sight anyone other than Gorgl, a goblin, a salamander, or a fire mephit.

**Hell Hounds (4):** CR 3; SZ M Outsider (Evil, Fire, Lawful); HD 4d8+4; hp 22 each; Init +5 (Dex, Improved Initiative); Spd 40 ft.; AC 16 (+1 Dex, +5 natural); Atk +5 melee (1d8+1, bite); SA breath weapon (cone of fire, 30 ft., 1d4+1 every 2d4 rounds, Ref DC 13 half); SQ scent, fire



## UNDERDARK ENCOUNTER AREAS (AREAS 1-12)

subtype; AL LE; SV Fort +5, Ref +5, Will +4; Str 13, Dex 13, Con 13, Int 6, Wis 10, Cha 6.

*Skills:* Hide +11, Listen +5, Move Silently +13, Spot +7\*, Wilderness Lore +0\*. \*Hellhounds receive a +8 racial bonus to Spot and Wilderness Lore checks when tracking by scent. *Feats:* Improved Initiative, Track.

### 9H: Back Door (EL 8)

This area is similar in most ways to Area 9A. The towers are both manned by 2 goblin bowmen and are accessible from wooden doors on their north face. The iron double doors are bolted from the north side, and the northern door can be bolted (also from the north side) if necessary.

**Iron Double Doors:** Hardness 10; hp 60; Break (DC 35); Open Lock NA.

**Goblin Bowman, male goblin Ftr2 (4):** hp 14 each; see The Wall, above.

## The Goblin Caves

A small band of elite goblins have taken up with Gorl. Their leader, Tribbin, a cleric of Belphegor, has made a disciple of Gorl, and the two spend much time conversing and praying together.

These goblins spend most of their time in the caves described below, as the rest of Gorl's lair is too hot for them. Gilk, their second in command, has recently surmised that the gem in Area 9C is one of the keys to Larin Karr's tomb. He is considering filching it if he can discover the whereabouts of the other two keys.

**Tactics:** All the goblins respond to the sounds of combat in nearby caves. Assume combat that lasts more than two rounds automatically gains the attention of neighboring goblins, who arrive 1d6 rounds later.

**Dungeon Dressing:** These caves are truly fit for a goblin. The ceilings are all between 5 and 6 feet high; filth, waste, and trash are everywhere; rats scurry about, staying well fed from the goblins' debris. None of the chambers are lit.

### 9I: Empty Cave

The goblin caves are accessed via a 10-foot high ledge. The goblins keep a rope ladder secured here at all times. Should the ladder be destroyed or removed, the ledge can be ascended or descended with a successful Climb check (DC 15).

The roof of this cave is only 4 feet high. Small characters may move through it normally, but Medium-sized characters must stoop, reducing their movement by 1/3; Large creatures must crawl (for this reason, Gorl never enters the goblin caves).

The floor of the cave is scattered with the usual goblin trash. The southern alcove appears to have been turned into a dumping ground—mounds of trash are piled several feet high.

**Treasure:** One goblin was careless when throwing his trash here. A successful Search check (DC 30) of the refuse uncovers a white gold ring with a platinum band inset worth 150 gp.

### 9J: Common Goblins (EL 2)

Eight goblins have been consigned to this small cave. These creatures are being trained by the other goblins, and may, in time, ascend to the ranks of Warrior or Bowman. Until then, however, they crouch here, arguing among themselves over who is most likely to "make it."

**Goblins (8):** CR 1/3; SZ S (Goblinoid); HD 1d8; hp 4 each; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 size, +1 Dex, +3 studded leather); Atk +1 melee (1d8-1, morningstar) or +3 ranged (1d6-1, javelin, range 30 ft.); SQ darkvision (60 ft.); SV Fort +2, Ref +1, Will +0; Str 8; Dex 13, Con 11, Int 10, Wis 11, Cha 8.

*Skills:* Hide +6, Listen +3, Move Silently +4, Spot +3. *Feats:* Alertness.

*Possessions:* Morningstar, 4 javelins, studded leather armor, 1d6 gp.

**Tactics:** These goblins are not interested in fighting anyone capable of breaching the fire giant's defenses. If cornered, they attempt to beg for their lives, offering what information they can about Gorl and his lair. They are aware that a large ruby is in Area 9E-1, and they can easily give directions to it.

### 9K: Goblin Warriors (EL 8)

Six goblin warriors are housed in this cave. These creatures were trained, disciplined, and armed by Tribbin and Gilk and are quick to defend their leaders and their caves. This area contains six piles of furs used as beds, beside each of which are two sacks containing the warriors' belongings and the **Treasure**.

**Goblin Warriors, Male Goblin Ftr2 (6):** CR 2; SZ S (Goblinoid); HD 2d10; hp 11 each; Init +5 (Dex, Improved Initiative); Spd 20 ft.; AC 17 (+1 size, +1 Dex, +5 breastplate); Atk +7 melee (1d8+2, masterwork morningstar) or +4 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ darkvision (60 ft.); SV Fort +3, Ref +1, Will +0; Str 14, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

*Skills:* Hide +2, Listen +4, Move Silently +0; Spot +4. *Feats:* Alertness, Improved Initiative, Weapon Focus (morningstar).

*Possessions:* Masterwork morningstar, shortbow, 12 arrows, breastplate.

**Tactics:** If intruders are spotted in Areas 9I or 9J, four warriors run to engage the enemy in those areas, while one goblin runs to Area 9M to fetch Tribbin and another runs to Area 9O to get Gilk.

**Treasure:** In addition to the warriors' belongings, the bags contain a total of 450 gp, one garnet worth 75 gp, and a *potion of Charisma*. In addition, hidden beneath a pile of discarded furs in one corner of the cave (Search DC 15) is a +1 *large steel shield*. This item is too big for the goblins to use, but they intend to barter with it in the near future.

### 9L: More Garbage

This dead-end tunnel is currently serving as a garbage dump for the goblins. It reeks of rotten food and bodily waste. This odor does not particularly bother the goblins.

**9M: Tribbin's Chamber (EL 5)**

**Tribbin**, a 5th-level cleric of Belphegor and leader of these goblins, lairs here. The cave contains a bed of furs, a small oak trunk secured with a padlock that is also trapped with a *glyph of warding*, a wooden chair, and a small wooden table. The entrance to the eastern alcove is 1.5 feet wide, and Medium-sized creatures must succeed at an Escape Artist check (DC 20) to avoid getting stuck; Large creatures cannot pass through this narrow crevasse.

**Tribbin, Male Goblin Clr5 (Belphegor):** CR 5; SZ S (Goblinoid); HD 5d8; hp 28; Init +1 (Dex); Spd 20 ft.; AC 18 (+1 size, +1 Dex, +5 breastplate, +1 shield); Atk +4 melee (1d6, +1 *light mace*) or +5 ranged (1d8, light crossbow, crit 19-20); SA smite good, spells; SQ darkvision (60 ft.), command fire creatures; AL LE; SV Fort +4, Ref +2, Will +6; Str 9, Dex 13, Con 11, Int 12, Wis 15, Cha 13.

**Skills:** Concentration +8, Listen +8, Spot +8. **Feats:** Alertness, Scribe Scroll.

**Divine Spells Prepared (5/4/3/1; base DC 12 + spell level):** 0—cure minor wounds, detect magic, guidance, mending, read magic; 1st—bane, cause fear, cure light wounds, sanctuary; 2nd—bull's strength, cure moderate wounds, hold person; 3rd—summon monster III.

**Domain Spells (Destruction/Fire):** 1st—burning hands; 2nd—produce flame; 3rd—contagion.

**Granted Powers:** A priest of Belphegor may command fire creatures 4 times per day; he may also make a smite attack (see below) once per day.

**SA—Smite Good (Su):** Once per day, a cleric of Belphegor gains a +4 attack bonus a +5 damage bonus to one attack against a good-aligned creature.

**Possessions:** +1 *light mace*, light crossbow, 20 bolts, small steel shield, breastplate, *divine scroll of cure serious wounds* (5th level), holy symbol.

**Locked Wooden Chest:** Hardness 4; hp 20; Open Lock (DC 25); Break (DC 20).

**Glyph of Warding Trap:** CR 3; fire blast (3d8) to all within 5 feet of the chest unless the words "fire consumes the unfaithful" are uttered; Search (DC 28); Disable Device (DC 28); Dispel (DC 16).

**Tactics:** If surprised in his chamber, Tribbin immediately casts *summon monster III*. He then attempts to cast *bull's strength* on himself before engaging in hand-to-hand combat. If summoned or responding to combat nearby, Tribbin casts *bull's strength* on himself before investigating. When in combat with the other goblins, he casts his offensive spells first before wading into melee with his mace.

**Treasure:** Within the chest, in addition to Tribbin's personal belongings, are 1,200 gp and six rubies worth 75 gp each. In addition, the eastern alcove contains small idol to Belphegor.

**Development:** Tribbin is likely to be found in the company of Gorr in Areas 9C or 9E. Being a priest of the Belphegor, Tribbin can endure the high temperatures longer than the average goblin.

**9N: Goblin Bowmen (EL 4)**

This cave is home to 10 goblin bowmen. Presently, only 2 bowmen are lounging here, the rest are on duty at the

towers. There are 10 beds of furs and mud and 10 small boxes or sacks containing the goblins' mundane personal items and the Treasure. These goblins attack without hesitation anyone they do not recognize.

**Goblin Bowmen, Male Goblin Ftr2:** hp 11 each; see The Wall, above.

**Treasure:** In all, the sacks and boxes contain 600 gp, 25 pp, and a rose-shaped pendant encrusted with gems worth 300 gp.

**9O: Gilk's Cave (EL 6)**

The band's second in command, **Gilk**, has claimed this cave as his own. There is a frame bed with a straw mattress against the north wall, beneath which is a locked, iron moneybox (Search DC 10).

**Gilk, Male Goblin Rog6:** CR 6; SZ S (Goblinoid); HD 6d6; hp 24; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+1 size, +3 Dex, +3 studded leather); Atk +11 melee (1d4+2, +2 *dagger*, 19-20/x2) or +8 ranged (1d8, light crossbow, 19-20/x2, range 80 ft.); SA sneak attack (+3d6); SQ darkvision (60 ft.), evasion, uncanny dodge (Dex bonus to AC, can't be flanked); AL LE; SV Fort +2, Ref +8, Will +2; Str 10, Dex 16, Con 11, Int 12, Wis 10, Cha 8.

**Skills:** Climb +9, Disable Device +10, Escape Artist +12, Gather Information +8, Hide +14, Listen +11, Move Silently +7, Open Lock +12, Search +10, Spot +3, Tumble +12. **Feats:** Alertness, Weapon Finesse (*dagger*), Weapon Focus (*dagger*).

**Possessions:** +2 *dagger*, light crossbow, 20 bolts, masterwork studded leather armor, *ring of cold* (treat as *ring of warmth*, but allows wearer to endure heat), *potion of cure light wounds* (3rd level, 3 doses).

**Treasure:** The moneybox is locked (Open Lock DC 30) and Gilk has the key tucked in his boot (Search DC 15). It contains 500 gp, a masterwork dagger, alchemist's fire, a magnifying glass, and a set of masterwork manacles and their key.

**Tactics:** Gilk did not rise to 6th level by getting into head-to-head melee. Using his Hide and Tumble skills, he always seeks to use his sneak attack. Moreover, if alone, he avoids combat altogether. If somehow surprised in his chamber, he bargains first and fights second. When bargaining, he offers his knowledge of Gorr's gem, then his *ring of cold*. If neither of these succeeds in securing his safety, he attempts to flee or, if necessary, fights.

**Development:** Unbeknownst to his fellow goblins, he has recently acquired a *ring of cold*, which enables him to explore Gorr's cave comfortably. He periodically ventures into the Underdark by himself in search of the other two gems, but, thus far, has found no success in locating them.

**Area 10: Caverns and Lairs (EL 6)**

This area of the Underdark is home to a band of ogres, a red dragon, a xill, and a renegade ogre rogue.

**Dungeon Features:** Except where noted, all the areas described below are natural caves and caverns whose height varies from cave to cave.

### 10A: Ogre Cave (EL 4)

Piled about this cave are the bones of many an ogre meal. There are a few rusted buckets, a broken pick, a torn backpack, and, oddly, a dilapidated bed frame. Presently, 2 ogres mull about here, keeping a lazy watch on the passage to the north.

**Ogres (2):** CR 2; L Giant; HD 4d8+8; hp 26 each; Init -1 (Dex); Spd 30 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 hide); Atk +8 melee (2d6+7, Huge greatclub) or +1 ranged (1d8+5, shortspear, range 20 ft.); AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

**Skills:** Climb +4, Listen +2, Spot +2. **Feat:** Weapon Focus (greatclub).

**Possessions:** Huge greatclub, 3 shortspears, hide armor, 3d6 gp.

**Treasure:** Within a secret lining in the torn backpack (Search DC 25) is a *pearl of power* (3rd level).

**Tactics:** These ogres' main concern is the dragon in Area 10I. As such, their attention on the passage to the north is loose at best—assume they roll a 5 on their Listen and Spot checks, giving them a total of 7 on both. If attacked, they attempt to hurl their shortspears first before engaging with their huge greatclubs. If they hear combat in any neighboring areas, one ogre runs to investigate while the other remains behind to keep watch.

### 10B: Klusko's Pet (EL 4)

The western half of this cave is strewn with the gnawed bones of animals and humanoids. The eastern portion contains a large nest of dirt, rags, and fur.

**Chester,** Klusko's pet **dire wolverine**, lairs here.

**Chester, Male Dire Wolverine:** CR 4; SZ L Animal; HD 5d8+20; hp 45; Init +3 (Dex); Spd 30 ft., climb 10 ft.; AC 16 (-1 size, +3 Dex, +4 natural); Atk +8 melee (1d6+6, 2 claws) and +3 melee (1d8+3, bite); SA rage; SQ scent; AL N; SV Fort +8, Ref +7, Will +5; Str 22, Dex 17, Con 19, Int 2, Wis 12, Cha 10.

**Skills:** Climb +14, Listen +9, Spot +8.

**Tactics:** Chester is vicious, attacking anyone other than Klusko entering the cave—which has from time to time included other ogres, who have learned to steer clear of this area. The wolverine is uninterested in what occurs in Area 10A, but if he hears his master engaged in combat in Area 10C, he rushes to assist.

**Treasure:** The ogres and Chester are not the first creatures to have made a home of these caves. Years ago, some duergar lived here. Buried in the north (Search DC 28) of the eastern half of the cave is a small wooden box containing a pouch with 40 pp.

### 10C: Klusko (EL 7)

This cave is cluttered with odd, vaguely ritualistic paraphernalia. Hung from or nailed to the walls are shrunken human and demi-human heads, strips of cloth, dried vegetation, bones, and twigs fashioned into pentagrams and other unholy shapes. An old mattress topped with animal furs sits in the southeast corner, and a padlocked wooden chest sits next to it.

The ogres' leader, **Klusko**, an **ogre adept**, has claimed this cave for himself.

**Klusko, Male Ogre Adp6:** CR 7; SZ L Giant; HD 4d8+8 plus 6d6+12; hp 64; Init -1 (Dex); Spd 30 ft.; AC 18 (-1 size, -1 Dex, +5 natural, +3 hide, +2 shield); Atk +10 melee (1d10+4, huge morningstar); SA spells; AL CE; SV Fort +8, Ref +4, Will +7; Str 19, Dex 8, Con 15, Int 8, Wis 14, Cha 8.

**Skills:** Climb +3, Concentration +15, Listen +4, Spot +4. **Feats:** Brew Potion, Combat Casting, Lightning Reflexes, Weapon Focus (huge morningstar).

**Divine Spells Prepared (3/3/2; base DC 12 + spell level):** 0—cure minor wounds, detect magic, ghost sound; 1st—bless, burning hands, cure light wounds; 2nd—bull's strength, cure moderate wounds.

**Possessions:** Huge morningstar, large wooden shield, hide armor, *potion of cure moderate wounds* (5th level, 1 dose), *potion of bull's strength* (3rd level, 1 dose).

**Tactics:** If possible, Klusko drinks his *potion of bull's strength* before entering combat, preferring to save the spell for one of his warriors. He fights bravely, using *burning hands* first and pausing if necessary to heal himself or his comrades.

**Treasure:** The chest is sealed with a good padlock (Open Lock DC 25; Break DC 20) and contains 600 gp; three masterwork daggers wrapped in fine silk (50 gp); a masterwork Small-sized chain shirt; and, in a leather pouch, a large, hexagonal-shaped sapphire—the third and final key to the Vault of Larin Karr (see Area 13B, below).

### 10D: Ogre Common Room (EL 7)

This oddly shaped cavern contains ten piles of furs and rags. Against the western wall is a 4-foot high bronze statue of a dwarf holding a battleaxe. The pedestal-like base of the statue descends into the earth.

When not on patrol or guard duty, the ogres stay here. Currently, 5 ogres are present.

**Ogres (5):** hp 26 each; see Area 10A, above.

**Tactics:** The ogres attack intruders immediately unless accompanied by Klusko or another ogre. If they hear sounds of combat in Area 10A, they rush to assist.

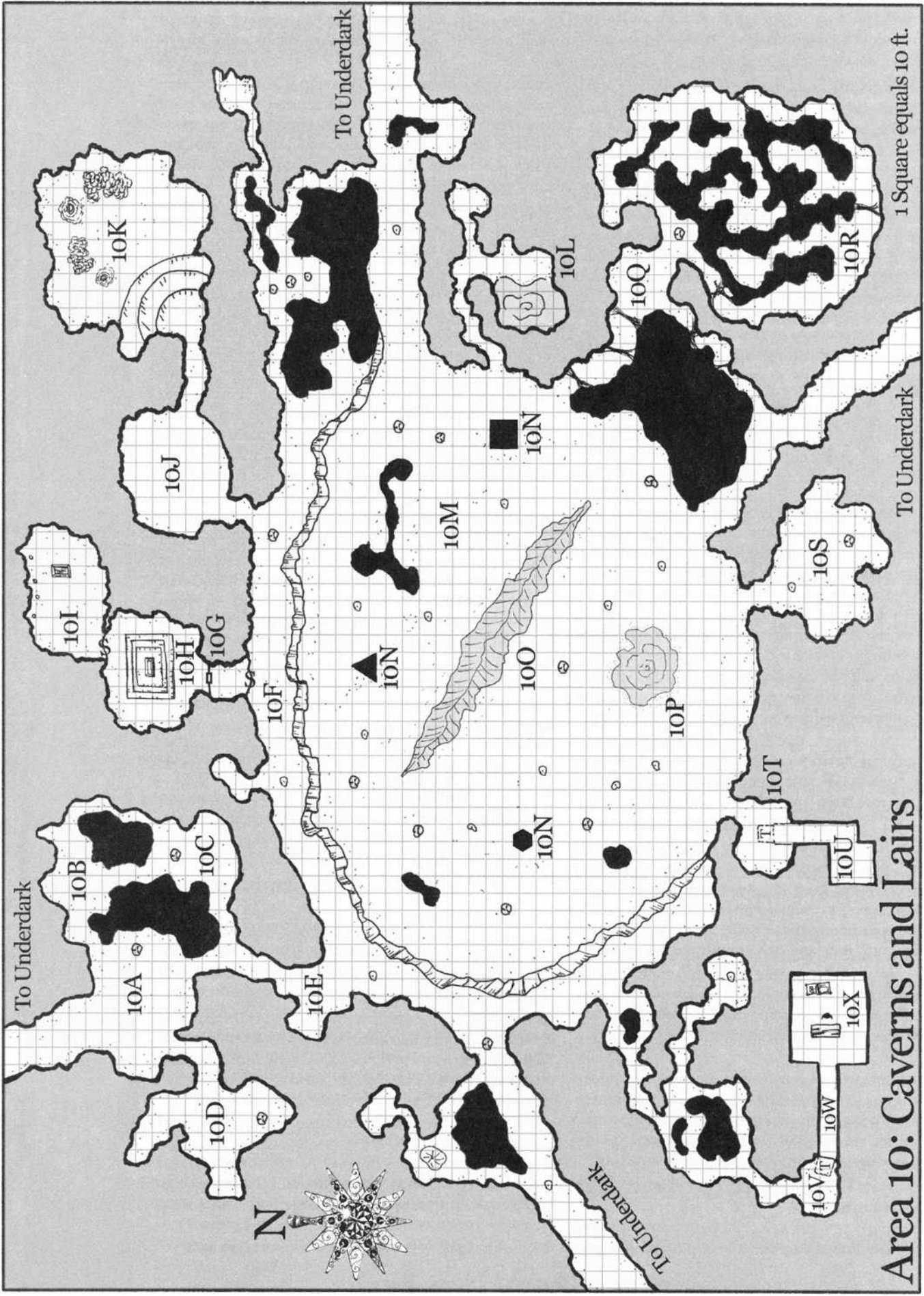
**Treasure:** A thorough Search (DC 15) of the bedding uncovers 69 sp, 78 gp, 2 pp, and an ornamental dagger with gems inset in the pommel (500 gp).

**The Statue:** The statue of the dwarf is ancient, and the ogres hate it. Unfortunately, they can neither remove it nor destroy it—its pedestal base is buried 5 feet deep in the ground and secured there with mortar. Written in dwarven on the base of the pedestal are the words, *the power of the earth is enduring*. Anyone kneeling before the statue and uttering this phrase—in Dwarven—is *blessed*, as per the spell, and has his Constitution increased by one point for one week.

### 10E: Lookout Cave (EL 4)















This small area serves as a lookout for 2 ogres. They keep a careful watch on the great cavern, especially any activity to the east.





1 Square equals 10 ft.

# Area 10: Caverns and Lairs

-  Door
-  Secret Door
-  Sinkhole
-  Crevasse
-  Ledge
-  Pool
-  Stalactites
-  Stalagmites
-  Column
-  Raised Dais and Crpt
-  Glass Coffin
-  Cobwebs
-  Steps
-  Treasure Piles

**Ogres (2):** hp 26 each; see Area 10A, above.

**Tactics:** If attacked, these ogres attempt to retreat to Area 10A, where they are joined by all the ogres in the nearby caves. If surprised or unable to retreat, they fight bravely and loudly.

### 10F: Ledge (EL 2)

A wide ledge runs the northern circumference of this enormous cavern. The ledge is 30 feet above the cavern floor, but still 40 to 30 feet below the cavern roof that stretches into the darkness above. A rope ladder lays curled near Area 10F.

**One ogre** from Areas 10A-10E patrols the ledge at all times. His job is not to fight but to run and alert his fellow ogres at the first sign of trouble.

**Ogre:** hp 26; see Area 10A, above.

### 10G: Locked Iron Door

A wall of solid masonry inset with a large, iron door has been constructed within this natural tunnel. The door is locked. Written in Infernal above the door are the words, *Blessed are the weak, for they shall feed my fires.*

**Locked Iron Door:** Hardness 10; hp 60; Open Lock (DC 30).

The secret door leading to this area has a Search DC of 25.

### 10H: Crypt (EL 8)

The walls and floors of this cave are smooth and painted with swirls of red and black. Empty torch sconces line the walls. In the center of the cave sits a polished, ebony sarcophagus atop a three-stepped, blood red platform. The secret door (Search DC 25) is locked. There is no keyhole, however, and it cannot be picked. The only means of gaining access to Area 10I, aside from magic, is by pressing the button in the sarcophagus (see below).

**The Steps and Sarcophagus:** Any good-aligned character touching the steps feels a preternatural chill course through his veins and must succeed at a Will save (DC 18) or leave the crypt immediately, unable and unwilling to return again. Only a *remove curse* or *remove fear* negates this fear effect. Any good-aligned character touching the sarcophagus must succeed at a Fortitude save (DC 20) or collapse immediately and remain comatose for 2d4 days. Opening the sarcophagus requires a successful Strength check (DC 22), although up to three characters may assist in this endeavor.

As soon as the lid of the sarcophagus is removed, a burst of cold air erupts from within. Any good-aligned character on the stairs must succeed at a Fortitude save (DC 22) or collapse, suffering 2d4 temporary Strength loss. This is not a trap: opening the lid releases a blast of pure evil. For a moment, a ghostly figure, wraith-like in appearance, swirls about the room, and then a moment later is gone. Any good-aligned character who looks at the swirling figure must succeed at a Will save (DC 20) or suffer 1d4 temporary Wisdom loss.

The sarcophagus contains only dust. A secret compartment (Search DC 20), however, contains a small

button; if pressed, it releases the lock to the secret door in the north.

### 10I: The Second Crypt (EL 9)

The walls and floors of this cave are similar to those in Area 10H. A perfectly transparent glass coffin sits in the center of the cave in which rests the skeletal remains of a man in long red robes, his arms crossed over his chest. In the northern alcove are a number of urns containing the **Treasure**.

The coffin and treasure are guarded by **6 Large zombies**. The raised bodies of ogres, these are no ordinary zombies. They were imbued with special powers by their creator and are formidable opponents indeed.

**Special Large Zombies (6):** CR 3; SZ L Undead; HD 6d12+3; hp 42 each; Init +3 (Dex, Improved Initiative); Spd 40 ft.; AC 18 (-1 size, -1 Dex, +10 natural); Atk +7 melee (1d8+6, slam); SQ *hasted* (as per spell), undead; Reach 10 ft.; AL N; SV Fort +1, Ref +0, Will +4; Str 21, Dex 8, Con -, Int -, Wis 10, Cha 1.

**Feats:** Improved Initiative, Toughness.

**SQ—Hasted (Su):** Not only are these zombies not penalized with the traditional partial action only, but they have are permanently *hasted*, receiving an *extra* partial action each round.

**The Coffin:** The glass of the coffin is incredibly durable, with Hardness 10 and 30 hp. There is no lid or obvious way to open the coffin—it must be destroyed if its contents are to be reached. The skeleton within is non-magical and completely harmless. Its garments turn to dust as soon as they are exposed to the air outside the coffin. Destroying the coffin, however, inflicts a terrible curse on whoever delivered the final blow. Exactly one week later, the character begins losing Charisma at the rate of one point per week. This continues until a *remove curse*, *limited wish*, *wish*, or *miracle* spell is cast on him. A character with a zero Charisma is too hideous to behold, inspiring fear, revulsion, or both in every human or demi-human that sets on eyes on him.

**Treasure:** The urns contain quite a treasure trove: 9,600 sp, 2,890 gp, and 70 gems worth 25 gp each. There is also a +1 *bastard sword* and a *ring of water breathing*.

### 10J: Fire Temple

This roughly circular cave was once a temple to Belphegor. All religious paraphernalia has long since been removed, but the walls are still painted with images of fire raging across the earth and consuming all in its path. Thuskamasker enjoys the fiery imagery and often comes here to contemplate its beauty. Except for a few bones, the cave is empty.

### 10K: Thuskamasker's Lair (EL 9)

The bottom of this huge cave is reached by descending three large ledge-steps, each one approximately 10 feet high. The roof arches 20 feet above the entrance to the cave and 50 feet above its floor.

The northeastern corner of the cave is piled with copper, silver, and gold coins, atop which sits Thuskamasker, a **juvenile red dragon**.

**Thuskamasker, Male Juvenile Red Dragon:** CR 9; SZ L Dragon (10 ft. long); HD 16d12+64; hp 170; Init +4 (Improved Initiative); Spd 40 ft.; fly 150 ft. (poor); AC 24 (-1 size, +15 natural); Atk +24 melee (2d6+9, bite) and +19 melee (1d8+4 [x2], claws) and +19 melee (1d6+4 [x2], wings) and +19 melee (1d8+13, tail slap); Reach 10 ft.; SA breath weapon (cone of fire, 40 ft., every 1d4 rounds, damage 8d10, Ref DC 22 half), snatch, spells; SQ fire subtype, locate object; AL CE; SV Fort +14, Ref +10, Will +12; Str 29, Dex 10, Con 19, Int 12, Wis 13, Cha 12.

**Skills:** Bluff +17, Concentration +19, Jump +25, Knowledge (Underdark) +17, Listen +17, Search +17, Spot +17. **Feats:** Cleave, Flyby Attack, Improved Initiative, Power Attack, Snatch.

**Arcane Spells Known** (cast per day 6/6; base DC 11 + spell level): 0—dancing lights, daze, detect magic, flare, read magic; 1st—alarm, identify, magic missile. All spells are cast as if by a 3rd-level sorcerer.

**Tactics:** Thuskamasker tolerates no intruders to his abode and attacks without hesitation. If the PCs make any amount of noise while they are in Area 10J, the red dragon is likely to hear them. If possible, he traps the intruders in the passage between Areas 10J and 10K, using his breath weapon as often as possible. If his inner sanctum is breached, he flies to the top of the cave and uses his breath weapon and *magic missiles* before diving down and engaging the PCs in hand-to-hand combat. Once in melee, Thuskamasker likes to Snatch his opponents, fly to the top of the cave, and drop them.

**Development:** Thuskamasker, a recent arrival to his cave, is currently the unchallenged king of Area 10. Though he knows he could defeat the ogres to the west, he fears, rightly, that in so doing he would be too badly injured to protect himself and his treasure hoard properly in the unforgiving environment of the Underdark. He likes to hover about in Area 10M, roaring at the ogres just to remind them who is king. He loves human flesh, and if he sees the PCs exploring the area, he is sure to attack. As noted above, however, he is not foolish enough to engage in a fierce pitched battle as long as the ogres are still around. He knows a group of well-equipped adventurers could weaken him enough to make him an easy target for the ogres. If a battle in Area 10M does not go well for him immediately, he retreats to his cave and uses his *potions of cure moderate wounds*.

**Treasure:** Thuskamasker's hoard, piled in the northeast corner, is as follows: 25,000 cp, 12,600 sp, 2,200 gp, 35 gems worth 10 gp each, and 9 gems worth 100 gp each. In addition, there are 4 *potions of cure moderate wounds* (5th level, one dose each), a *potion of invisibility* (3rd level, one dose), and a +2 *light crossbow*.

### 10L: Cave of the Fetid Pool

Stretching across the western portion of this cave is a large pool of stagnant, murky, foul-smelling water. The odor is noticeable from the mouth of the cave and becomes nearly intolerable once inside. All creatures who remain within 10 feet of the pool for more than one minute must succeed at a Fortitude save (DC 16) or become nauseous,

retching loudly and suffering a -4 penalty to their Dexterity and Constitution until they have been away from the pool's odor for 30 minutes. A *remove disease* or *heal* spell cures the effect immediately. The pool itself is 12 feet deep and filled with an unidentifiable, viscous scum. Anyone entering the water must succeed at a Fortitude save (DC 20) or become nauseous, as described above.

At the sport marked "X" against the western wall are the skeletal remains of a humanoid covered in the same scum that fills the pool. The skeleton is dressed in rusted chainmail, carries a light mace, and has a backpack strapped to his shoulders. The backpack is filled with a lot of ruined adventuring gear, but a thorough Search (DC 20) of it uncovers a secret compartment containing an arcane *scroll of protection from spells* (15th level). Anyone touching the scum-covered skeleton must succeed at a Fortitude save (DC 20) or become nauseous.

### 10M: Main Cave

This massive cavern is 70 feet from floor-to-ceiling and ringed by a wide ledge along its northern face (see Area 10F). The floor of the cave is littered with a few bones and the occasional broken weapon or rusted shield.

Due to the small pond in the south (Area 10P), it is not uncommon for wandering creatures from the Underdark to come here in search of water. As such, roll once on the **Underdark Random Encounter Chart (Primary Passage)** the first time the characters enter this area, ignoring results of less than 61. Roll again once every three hours.

The sound of combat in this area attracts the attention of the nearby monsters. If the PCs are weakened after the combat, they are attacked by Thuskamasker, the ogres, the carrion crawlers, or the xill depending on which monsters are still alive.

### 10N: Mysterious Pillars

Three geometrically shaped pillars tower into the darkness. Each pillar is 40 feet tall and appears to have been carved from the cave rock itself—there is no seam between the base of the pillar and the cave floor.

Carved on each pillar are some ancient runes, decipherable only through the use of a *comprehend languages* spell. The runes cover all three pillars in their entirety. If read in clockwise order, starting with the triangular pillar in the north and ending with the hexagonal pillar in the southwest, the reader receives a +1 bonus to his Intelligence. This endeavor takes six hours, however, and requires that the character be able somehow to access the runes at the top of the pillars. Furthermore, he cannot be interrupted during the reading. If forced to stop and fight or cast spells, he must start again. Once per hour, however, he may attempt an Intelligence check (DC 20) with an additional bonus of +1 per uninterrupted hour of reading; if he succeeds, he understands the purpose of the runes and what he must do to receive the boon.

### 10O: Crevasse (EL 6)

A 20-foot wide crevasse stretches across the center of cavern. It is 30 feet deep, and its walls have a Climb DC of 20.



## UNDERDARK ENCOUNTER AREAS (AREAS 1-12)

Lurking at the bottom of the crevasse are 2 **carriion crawlers**.

**Carriion Crawlers (2):** CR 4; SZ L Aberration (10 ft. long); HD 3d8+6; hp 22, 18; Init +2 (Dex); Spd 30 ft., climb 15 ft.; AC 17 (-1 size, +2 Dex, +6 natural); Atk +3 melee (tentacles [x8] plus paralysis) and -2 melee (1d4+1, bite); SA paralysis (Fort DC 13, 2d6 minutes); SQ scent; AL N; SV Fort +3, Ref +3, Will +5; Str 14, Dex 15, Con 15, Int 1, Wis 15, Cha 6.

**Skills:** Climb +15\*, Listen +6, Spot +6. **Feat:** Alertness.

\*Having spent most of their lives at the bottom of this crevasse, these carriion crawlers have become particularly adept at climbing.

**Tactics:** The carriion crawlers like to attack by surprise, preferably while a character is climbing down the crevasse. If the PCs spend more than 15 minutes in Area 10M, or if there is a combat in that area, the carriion crawlers scurry up the crevasse wall to investigate.

**Treasure:** A Search (DC 25) of the crevasse floor uncovers 45 cp, 89 sp, 12 gp, 1 pp, a large pearl worth 100 gp, and a masterwork small steel shield.

### 10P: Pond

This large pond is fed from an underground spring. It is 25 feet deep at its center, and its water is entirely potable.

### 10Q: Cobweb-Filled Tunnels

These twisting tunnels are choked with cobwebs, limiting vision to 10 feet until they have been entirely cleared. Fire or one round of hacking clears a 20-foot by 20-foot portion.

### 10R: Buried Corpse and Spiders (EL 6)

The ground of this passage is soft and muddy. Lying on the passage's floor half buried in the muddy ground (Spot DC 18) is a leather-bound book. A skeletal hand protrudes from the mud beside the book.

Lurking on the ceiling high above the book and the hand are 12 **Small monstrous spiders**, which drop on any unsuspecting prey.

**Small Monstrous Spiders (12):** CR 1/2; SZ S Vermin; HD 1d8; hp 4 each; Init +3 (Dex); Spd 30 ft., climb 20 ft. (40 ft., climb 30 ft. in web); AC 14 (+1 size, +3 Dex); Atk +4 melee (1d4-2, bite plus poison); SA poison (1d3/1d3 temp Str, Fort DC 11), web; SQ vermin; AL N; SV Fort +2, Ref +3, Will +0; Str 7, Dex 17, Con 10, Int -, Wis 10, Cha 2.

**Skills:** Climb +10, Hide +14, Jump -2, SpOt +7. **Feat:** Weapon Finesse (bite).

**Tactics:** The spiders' goal is to drop on the backs and necks of those below them. Unless spotted, they attack with surprise. They prefer to attack those not wearing bright, shiny armor, so those PCs wearing leather armor, hide armor, or no armor are attacked first.

**The Book:** This book is the last journal of Zildjun, wizard of the Birds of Prey. Much of the pages are filled with notes on various spells he was researching at the time, but the following entries might be of interest to the PCs:

- We have tried the second gem—the ruby—and it does indeed fit. So perilous coming down here over and over, but we all feel it will be worth it in the end. Now the third.
- What a battle! Defeated the vampire in his wretched hole of a lair. And he did indeed have the diamond! He had it! Now a quick rest back in Pembrose and it's off to the tomb. I will dine on lamb tonight.
- We leave this morning for the Tomb. We will go by way of the old cemetery. I think this is foolish. Why travel all that way north just to go south again, and in the Underdark no less? Well, Lance could not be dissuaded. Why listen to the wizard, after all? What does he know?
- Traveling in the Underdark is such a tiresome business. The darkness creeps into my soul. I long to see the light of day again. Myonga is complaining, but what's new?
- We are nearly there. I feel we have been followed. Perhaps it is my paranoia. Perhaps it is not. We are so close. I will be on my watch. I will be listening. The elf is keeping his ears pricked up. As well he should. I feel a presence watching us. The darkness feels full of eyes.

**The Hand:** The hand is attached to a skeletal corpse buried up to its right wrist in the mud. Rotted chainmail and bits of flesh still cling to this ex-human. His boots, however, appear to be in good condition. They are, in fact, *boots of dancing* (disguised as a pair of *boots of elvenkind*).

### 10S: Xill Cave (EL 6)

This large cave is scattered with broken bones, old pots and pans, and several empty chests. Fraxel, a halfling, lies bound and gagged in the eastern alcove.

A **xill** lurks in the southeast corner of this cave. If the PCs approach stealthily from the south, they discover him fussing over his prisoner. If, however, they spent any time in Area 10M or if there was a combat anywhere in the Main Cave, then the xill is aware of their presence and has been watching them closely from the ethereal plane and is prepared for their arrival.

**Xill:** CR 6; SZ M Outsider (Evil, Lawful); HD 5d8+10; hp 38; Init +7 (Dex, Improved Initiative); Spd 40 ft.; AC 20 (+3 Dex, +7 natural); Atk +9 melee (1d6+4, +2 *short sword*, 19-20/x2) and +8 melee (1d6+2, masterwork short sword, 19-20/x2) and +2 melee (1d4+1 [x2], claws); SA improved grab (grapple bonus +9), paralysis (Fort DC 14, 1d4 hours), implant; SQ SR 21, planewalk; AL LE; SV Fort +6, Ref +7, Will +5; Str 15, Dex 16, Con 15, Int 12, Wis 12, Cha 11.

**Skills:** Escape Artist +11, Intuit Direction +6, Listen +9, Move Silently +11, Spot +9, Tumble +11. **Feats:** Improved Initiative, Multidexterity, Multiweapon Fighting.

**Possessions:** +2 *short sword*, masterwork short sword.

**Tactics:** If surprised, the xill immediately slips into the ethereal plane and then maneuvers behind its opponents. If reduced to less than 12 hit points, the xill attempts to flee, preferring to do so in the ethereal plane. If aware of the PCs before they reach its lair, the xill throws a sack over the

halfling in the hopes he will go unnoticed, then waits in the ethereal plane until the PCs are near, at which point it springs out and attacks.

**Treasure:** Buried in the southeast corner (Search DC 25) is a small wooden box containing Fraxel's spellbook (see below) and a small pouch with 45 gems worth 15 gp each.

**Development:** Fraxel, a 3rd-level wizard, was foolish enough to venture into the Underdark by himself (via the troll's cave just prior to that monster moving in). He promptly got lost and then, sadly, was found by the xill, which proceeded to implant him with an egg. This was two months ago. The xill has been keeping the halfling alive, though just barely. Fraxel does not know the doom that awaits him, but he has a feeling that the xill "has done something awful, something unspeakable" to him. If saved and cured, he returns to the surface and takes up residence in Pembrose and remains a friend of the PCs forever. If healed and his spellbook is returned to him, Fraxel is willing to accompany the PCs for a time in the Underdark, but he is eager to see the light of day again and to find out what the xill did to him.

**Note:** Jeffar can and will heal Fraxel, if only to prevent another xill from entering the world. Needless to say, she disapproves of the manner in which his state came about.

**Fraxel, Male Halfling Wiz3:** CR 3; SZ S; HD 3d4+6; hp 13 (currently 3); Init +2 (Dex); Spd 20 ft.; AC 13 (+1 size, +2 Dex); Atk +1 melee or +4 ranged (+5 with thrown missiles); SA spells; AL NG; SV Fort +3, Ref +4, Will +3 (+5 vs. fear); Str 8, Dex 15, Con 12, Int 15, Wis 8, Cha 13.

**Skills:** Alchemy +8, Climb +1, Concentration +7, Jump +1, Knowledge (arcana) +8, Listen +1, Move Silently +4, Spellcraft +8. **Feats:** Craft Wondrous Item, Scribe Scroll, Toughness.

**Arcane Spells Prepared** (4/3/2; base DC 12 + spell level): None currently.

**Spellbook:** o—all; 1st—burning hands, charm person, expeditious retreat, hold portal, mage armor, magic missile, silent image, sleep, summon monster I; 2nd—invisibility, mirror image, summon swarm, web.

### 10T: Abandoned Campsite and Trapdoor

This area appears to be an empty cave used in the past as a campsite. The cold remains of a campfire sit in the middle of the cave floor surrounded by discarded bones, a broken bowl, and a bent fork. Beneath the campfire, however, is buried a secret trapdoor (Search DC 20). The trapdoor leads to a 10-foot wide passage that stretches 30 feet to the south before opening up into a small chamber.

### 10U: Empty Storage Area

The walls and floor of this chamber, as well as the passage leading to it, are of worked stone. The stuffy room contains empty broken crates, a table missing two legs, a broken chair, and a rusty hooded lantern. This chamber is an ideal place for the PCs to rest and recuperate.

**Treasure:** Hidden in a secret depression in the northwest corner (Search DC 20) is a divine *scroll of holy smite* (7th level).

### 10V: Secret Door

This appears to be nothing more than a small, empty cave. There is, however, a secret door in the southeast (Search DC 25). A successful Track check of the cave floor (Wilderness Lore DC 14) reveals a set of large humanoid footprints going to and from the secret door.

### 10W: Trapdoor (EL2)

The secret door opens to a 10-foot wide passage stretching to the east. The walls of the tunnel are smooth and even, and the ceiling is firmly supported by wooden beams.

Gurnosh dug a pit in the western portion of this passage and covered it in tarp and loose dirt. It can be avoided by moving along the northern edge of the passage.

**10-Foot Deep Pit Trap:** CR 2; no attack roll necessary (1d6 falling), plus +10 melee (1d6 [x2d4], wooden spikes; crit 19-20, x3); Search (DC 12); Disable Device (see above).

### 10X: Gurnosh's Chambers (EL6)

Like the corridor to the west, this room is made of smooth, worked stone, and its roof is supported by stout beams. A wooden table and a wooden chair are in the middle of the chamber, and an old mattress covered in some moldy blankets lies in the east.

This area is the home of **Gurnosh**, an **ogre rogue**.

**Gurnosh, Male Ogre Rog4:** CR 6; SZ L Giant; HD 4d8+4 plus 4d6+4; hp 40; Init +2 (Dex); Spd 30 ft.; AC 17 (-1 size, +2 Dex, +5 natural, +1 ring); Atk +10/+5 melee (1d8+4, masterwork longsword, crit 19-20) or +7/+2 ranged (1d10, heavy crossbow, 19-20/x2, range 120 ft.); Reach 10 ft.; SA sneak attack (+2d6); SQ evasion, uncanny dodge (Dex bonus to AC); AL N; SV Fort +6, Ref +7, Will +2; Str 18, Dex 14, Con 13, Int 10, Wis 10, Cha 7.

**Skills:** Balance +9, Climb +11, Hide +8, Jump +11, Listen +9, Move Silently +9, Search +7, Spot +9. **Feats:** Alertness, Weapon Focus (longsword).

**Possessions:** Masterwork longsword, heavy crossbow, 25 bolts, *ring of protection* +1, *potion of invisibility* (1 dose, 3rd level).

**Tactics:** If attacked in his lair, Gurnosh fights fiercely to protect himself, swallowing his *potion of invisibility* if necessary.

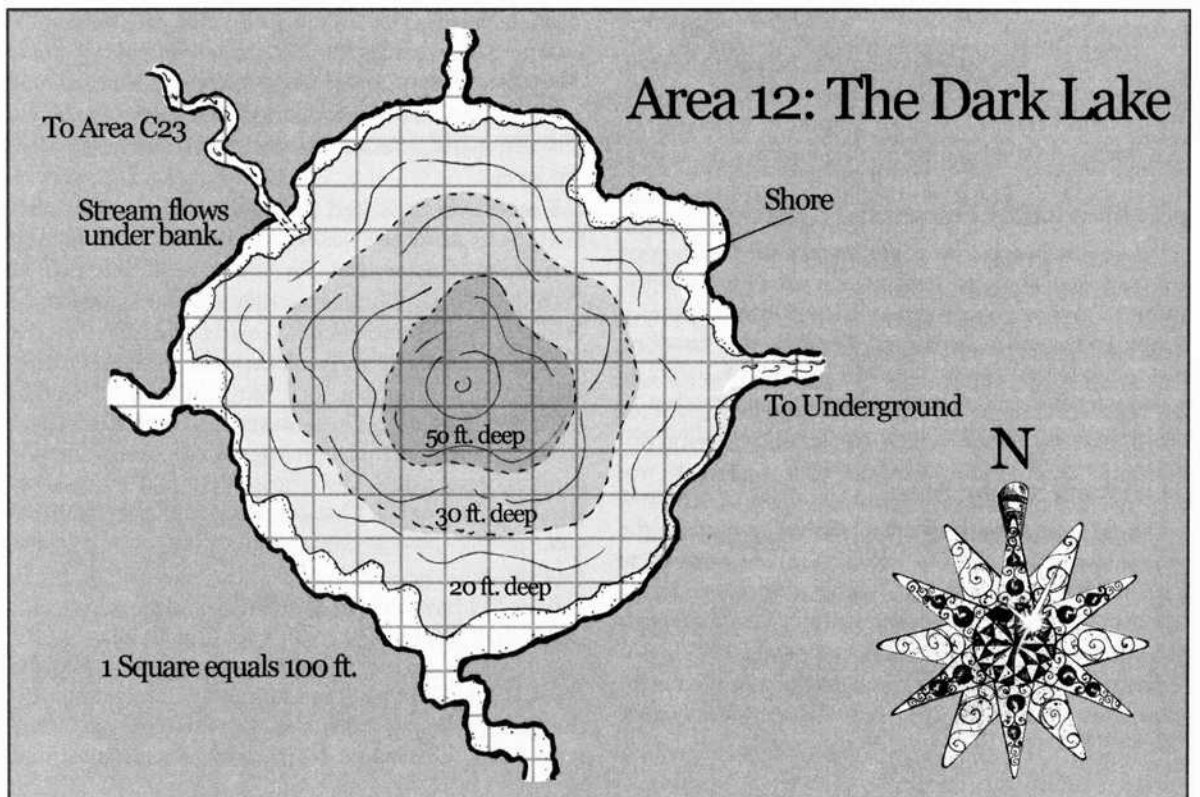
**Development:** Gurnosh is Klusko's cousin (see Area 10C, above). Gurnosh, like his cousin, is smaller than the average ogre, though much quicker and a good deal smarter. He is not, it turns out, evil like Klusko or the other followers. For a time, Gurnosh traveled with Klusko and the other ogres, but their differing philosophies eventually came to be too much. Their separation, while mutual, was anything but cordial. Gurnosh discovered this small, secret hideaway, and has been planning his cousin's demise ever since.

If the PCs have already slain Klusko and the other ogres, Gurnosh, if it is brought to his attention, thanks them. If they have not, he suggests they work together to slay the ogres. While Gurnosh is not interested in traveling with the PCs, he knows much about Area 10 as well as the surrounding Underdark. He is aware, for instance, that

## Area 11: Abandoned Lair



## Area 12: The Dark Lake





## THE VAULT OF LARIN KARR

Klusko recently came into the possession of a large, interestingly cut sapphire that he found in one of the nearby caves (Area 10R). He is quite aware of the arrival of Thuskamasker, but wants nothing do with fighting the fearsome wyrm. He keeps far away from the xill in Area 10S, though he feels bad for the halfling trapped there and has considered trying to rescue him.

As for the Underdark, he knows a fire giant has a well-protected lair about two days journey to the northeast and that a particularly well-trained band of orcs, calling themselves the Crushed Skull Orcs, are about the same distance away to the west. He has never seen, though he has heard of, the Vault of Larin Karr.

### Area 11: Abandoned Lair

This small 30-foot by 30-foot cave appears to have once been a lair. Bones and the old remains of numerous campfires are spread about the place. There is a secret chamber (Search DC 20) in the north containing three skeletons chained to the wall. One skeleton wears a gold pendant worth 225 gp.

In addition to the two wide passages going north and south, there is a smaller tunnel winding upward to the northwest that arrives after several hundred yards in the

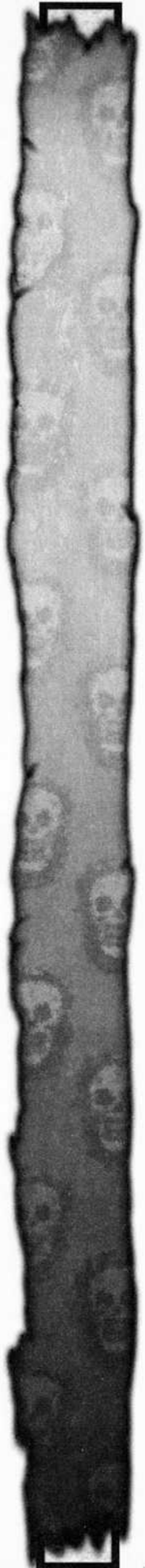
cave of **The Troublesome Troll** (see Area K, in the **Forest of Nin Encounter Areas**, above).

**Development:** The first time the PCs come upon this cave, it should be as described above. The next time, however, roll on the **Underdark Random Encounters Table** (see Underdark Overview Chapter), ignoring any result under 59.

### Area 12: The Dark Lake

The stream from Area C23 in the **Hobgoblin Keep** empties out into a large lake in a huge, roughly circular cavern about a quarter-mile in diameter. The lake bowls down quickly to a depth of 50 feet at its center and is surrounded by a wide "shore" that varies in width between 10 and 100 feet. A river flows out of the lake and the cavern through a narrow channel to the east, and three wide tunnels exit the cave in the south, west, and east.

The water of the lake is potable and as such draws many visitors from the surrounding Underdark. Roll three times on the **Underdark Random Encounters Table** (see Underdark Overview chapter), ignoring any result under 59. If three monsters result, spread them around the lake at even intervals.



# Area 13: The Vault of Larin Karr

Larin Karr was a veteran adventurer and treasure hunter. Therefore, he designed his tomb with the psychology of the typical adventurer in mind. The tomb is an exercise in deception, pointing the adventurers one way while the true tomb lies elsewhere. If he could not kill the interlopers with traps or monsters, Karr planned to fool them into believing they had found his treasure (which was not really a treasure) or that the treasure had already been found.

## Key to the Vault of Larin Karr

### 13A: The Cave (EL 0 or 8)

The first time the PCs reach this area (assuming they do not already have all three keys), they see three polished stone steps leading to a pair of iron doors. There appear to be markings above and on the door; the stairs are also inscribed with these same strange runes. The door, the stairs, and the runes are detailed below.

Should the PCs ever arrive with all three keys, the ground erupts beneath their feet, and they are attacked by an enormous xorn.

**Elder Xorn:** CR 8; SZL Outsider (Earth); HD 15d8+60; hp 130; Init +0; Spd 20 ft., burrow 20 ft.; AC 22 (-1 size, +13 natural); Atk +21 melee (4d8+7, bite) and +19 melee (1d6+3 [x3], claws); Face/Reach 10 ft. by 10 ft./10ft.; SA burrow; SQ xorn qualities; AL N; SV Fort +13, Ref +9, Will +9; Str 25, Dex 10, Con 19, Int 10, Wis 11, Cha 10.

**Skills:** Hide +14, Intuit Direction +18, Knowledge (minerals) +12, Listen +18, Move Silently +18, Search +22, Spot +22. **Feats:** Cleave, Great Cleave, Multiattack, Power Attack.

The three gems exude such a powerful aura that the xorn attacks voraciously. If the PCs are desperate to escape, they can always feed the keys to the xorn, who retreats happily sated thereafter, but their hopes of ever finding Larin Karr's treasure are lost forever.

### Dungeon Features

Except for Area 13M, the entire vault is forged from the rocky earth. The walls are smooth and even.

**Doors:** All the doors in the tomb are made of iron and locked (Hardness 10; hp 60; Open Lock DC 25), except where noted. Secret doors have their Search DC listed in their respective areas.

**Wandering Monsters:** There are no wandering monsters in the Vault of Larin Karr.

### 13B: The Steps and Door

The steps are made of polished stone, and the iron doors seem impenetrably sturdy. And indeed they are. There is absolutely no way to pass through these doors and into the Vault of Larin Karr without inserting all three gems into the "key holes" (see below). In fact, the runes inscribed on the doors and steps form a special and powerful *antimagic field*. Absolutely no magic, except that of the keys and the magic securing the doors, functions within 10 feet of the doors. Likewise, magic may not be cast through the antimagic area. The doors cannot be damaged by physical means, nor can they be forced open with brute strength. In short, there is no way of getting beyond this portal without the use of the gems.

Once the PCs draw closer to the doors, they see three hexagonal depressions aligned one on top of the other down the seam between the two doors. The gem-keys fit exactly into the depressions and can be placed in any order. Once the third gem is inserted, the doors part, severing the gems perfectly in half as they do.

### 13C: The Hall of Eyes

As the doors groan apart, a wide hallway stretches ahead of the PCs. The walls and floor of the hall are made of perfectly polished stone, gleaming like some kind of dark mirror. Perhaps it was just the breeze gusting from the long-dormant tomb, but as the PCs step into the hall, they hear a voice moaning in the distance.

**The Seeing Walls:** As the PCs enter the hall, they begin to have the sensation that they are being watched. Close examination of the well-polished walls reveals what appear to be hundreds of eyes shifting in and out of view, watching and then disappearing as they blink. Looking at the wall of eyes has a transfixing effect: anyone who studies the walls for more than 2 turns must succeed at a Will save (DC 17) or become immobilized as if by a *hypnotic pattern* spell. Once transfixed, the character gets another saving throw every minute, though the DC increases by one with each missed roll. The DC does not increase once it reaches 30, but at this point the character is only allowed a Will save once every hour. Once transfixed, blindfolding a character does not help; he can still see the eyes in his imagination, and he must overcome their strange lure himself. A *dispel magic* (DC 20) cast on the character allows him to break free of the trance. Once a character has successfully saved against the eyes, he does not need to do so again.

**The Apparition:** Once the PCs enter the hall, an apparition of a dark elf dressed in a black robe with a short sword at his side appears in the middle of the passage, 10 feet from the west wall. The apparition does not move or speak; it only watches the PCs. The apparition cannot be





interacted with in anyway, although a *dispel magic* (DC 22) cast upon it makes it disappear for two rounds.

**The Secret Doors:** The secret doors in the north and west each have a Search DC of 30. Moreover, searching for the doors requires a successful Will save (if not done so already) against the eyes, as the characters must study the walls intently to find the doors. Once found, the portals can be opened inwards on concealed hinges. The secret door in Area 13E is described in detail below.

### 13D: Release Mechanism

Against the northern wall of this small room is an odd contraption. Constructed of some kind of light but sturdy metal, it stands 3 feet high, is 4 feet wide, and is box-like in shape with an upwards-sloping top. Inset in the top are three levers, beneath each of which is a fist-sized, hexagonal-shaped glass. Each lever has four “positions”: off, or up (1); and then white (2); blue (3); and red, or down (4). Currently, all the levers are set to off (position 1), and the glass is blank. If set to position 2, the glass shines with a bright white light; the glass turns blue on the third setting, and red on the fourth and last setting. If the lights are set, left to right, in the same order as the gems were inserted (top to bottom) into the door in Area 13B, the secret door in Area 13E opens (see below for details). If the secret door leading to this area was left ajar, once the last lever is put into its correct setting, a soft and brief groaning sound can be heard coming from Area 13E.

### 13E: The Very Secret Secret Door

The only way this door can be found without first correctly setting the release mechanism in Area 13D is by use of a *true seeing* spell. Even then, it is only known that a secret door exists here. In fact, the hinges and seams of the door lie just beneath the surface of the wall—in essence, there really is no door here at all. Once the mechanism is set, however, that thin layer of wall “evaporates” and the door appears, swinging gently open. The magic concealing the door cannot be *dispelled*, and the door is immune to *transmute rock to mud* or similar magic.

### 13F: The Wraiths and the Sword (EL 7)

Standing in the center of this room is a life-sized statue of a drow elf female dressed in chainmail and holding an actual—non-stone—greatsword. The statue is of expert craftsmanship, and close examination (Search DC 15) reveals she also wears a bracelet with the word “Dorian” (written in Undercommon) inscribed on it. Furthermore, inscribed in Undercommon on the statue’s pedestal are the words, *Speak her name and receive a great boon*.

**Two wraiths** have been consigned to haunt this chamber. They rush out of the darkness as soon as the room is entered.

**Wraiths (2):** CR 5; SZ M Undead (Incorporeal); HD 5d12; hp 30, 35; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); Atk +5 melee (1d4, incorporeal touch plus 1d6 permanent Constitution drain); SA Constitution drain, create spawn; SQ undead, incorporeal, turn resistance (+2), unnatural aura, daylight powerlessness; AL LE;



SV Fort +1, Ref +4, Will +6; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

**Skills:** Hide +11, Intimidate +10, Intuit Direction +6, Listen +12, Search +10, Sense Motive +8, Spot +12.  
**Feats:** Alertness, Blind-Fight, Combat Reflexes, Improved Initiative.

The sword clasped in the statue's stone hands is a *berserker sword*. Larin Karr purposefully made it easy to acquire the sword, and so the characters need only speak the name *Dorian* (in Undercommon) and the statue's hands animate and release the weapon. It is also possible to force the sword out of the statue's hands (Strength check DC 30), break the hands away (Hardness 10, hp 30), or use magic such as *transmute rock to mud* or *stone shape* to release the sword. If some method other than speaking the statue's name is used, however, the statue's eyes glow blue momentarily and seem to stare menacingly at the characters. This effect is pure show, intended to spook the PCs.

### 13G: The Wretched Tome (EL 2)

Against the eastern wall is a 5-foot high pedestal, upon which rests a large book inscribed with a conspicuously magical looking sigil. The floor directly in front of the pedestal is trapped. Anyone standing on the area marked in gray on the map is plunged into a spike-filled pit.

**20-foot Deep Pit Trap:** CR 2; no attack roll necessary (2d6), +10 melee (1d6 spikes for 1d4+4 points of damage per successful hit); Reflex save (DC 15) avoids; Search (DC 15); Disable Device (20).

This rudimentary trap is not truly intended to protect the enticing book—any thief worth his weight can easily avoid the pit. Once reached, the book, which is actually a *vacuous grimoire*, can easily be lifted from its resting place.

### 13H: The First False Tomb

After descending a short set of stone steps, the east-west passage opens into a room lined with four stout pillars and, resting on a dais in the east, a beautifully carved stone sarcophagus. Inscribed in Undercommon on the wall above the tomb are the words:

*Here lies the body of Larin Karr. Look ye not upon his fearful visage or be cursed forever with hideous knowledge.*

Within the sarcophagus are the skeletal remains of a dark elf dressed in a tattered, ceremonial robe. Once the lid is lifted, the skeleton's eyes glow red, and anyone who meets his stare must succeed at a Will save (DC 25) or feel a sudden, staggering doubt. The effect lasts only a few moments and has no lasting consequence beyond this—the PCs are left to wonder what hideous knowledge awaits them.

A *Speak with Dead* spell cast upon the skeleton quickly reveals these are not the remains of Larin Karr but of a drow rogue name Lushin whom Larin Karr caught snooping around the tomb's perimeter.

There are two secret doors in this chamber; both can be found with a successful Search check (DC 25). The door in the south, however, is one-way.

### 13I: The First Fake Treasure Room

Rumors of Larin Karr's wealth appear to have been well founded. Spread out before the PCs is an immense treasure hoard. A mountain of silver and gold coins fills the northeast of the chamber; in the west, urns overflow with jewels and gems, and the hilts of swords, their pommels encrusted with precious stones, protrude from the glittering mounds.

Alas, this spectacular treasure is yet another ruse. The coins are real, but they are all copper pieces enchanted with a clever illusion to appear like silver and gold (25,000 sp, 8,000 gp, if the PCs should bother to count). This illusion wears off exactly 24 hours after the coins are removed from the vault. Likewise, the gems and jewels are all fakes, made of glass and, like the coins, enchanted to appear precious and beautifully crafted. There are 500 gems appearing to be worth 50 to 100 gp each, and 150 necklaces, tiaras, bracelets, brooches, and the like appearing to be worth 100 to 500 gp each. The swords—four long, two bastard, three short, and one two-handed—are ordinary weapons imbued with a clever *dweomer* that makes them appear magical. As well, the gems encrusted in their pommels are glass, but, like the coins, have been enchanted to appear more valuable. (Note: the special illusion is immune to *detect magic*.)

It is possible for a character with a very advanced Appraise skill to see through the "disguise." A successful Appraise check (DC 30) indicates that the character believes there is "something fishy" about the gems, jewels, or swords, though he cannot say exactly what. Although in all respects they *seem* valuable, the weight seems just a bit off, or the way they reflect light is a little odd.

### 13J: The Chamber of Many Caskets

This low-ceilinged (5 feet high) chamber contains 10 closed wooden caskets, each on a 2-foot high stone block. Each casket contains a humanoid skeleton (most likely drow elf from its size and skull shape) lying on a bed of loosely packed dirt. The room is cool and musty smelling. The skeletons are entirely ordinary.

The caskets are firmly adhered to the stone blocks. Only a successful Strength check (DC 30), *stone shape*, or *transmute rock to mud* spell can remove the caskets from their bases. Four of these caskets contain secret trap doors beneath the skeletons and dirt (Search DC 20). The bottoms of the caskets lift up revealing a short set of stone stairs descending to a narrow passage. The western passage leads to the one-way secret door in Area 13H; the southern and eastern passages feed around into one another (see Area 13L, below), and the northern passage is described in Area 13K, below. There is nothing else of interest in this room.

### 13K: The Tunnel to Nowhere

This long, narrow, winding tunnel is meant to infuriate and confuse the PCs. In addition to being only about 3 feet wide, it is also a little less than 5 feet high, making travel difficult and uncomfortable, though not impossible. It slopes down gradually where indicated, passing under the secret corridor between Areas 13H and 13J.



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What is most confusing about this area are the locations marked "A" and "B" on the map. These are both one-way *illusionary walls*. That is, they only appear to be walls from one side: the spot marked A appears real from the south side only, and the spot marked B appears real from the north side only. When the gray area on the map north of spot A is passed through, the illusionary wall at A goes away for two minutes; likewise, when the gray area south of spot B is passed through, the illusionary wall at B disappears for two minutes (thus, the PCs do not pass through what appears to be a T in the passage, only to turn around and see a wall has formed behind them). Regardless of how long it has been since the gray areas were passed through, the illusionary walls are *never* visible from their non-illusionary side (north for A; south for B).

### 13L: Trapdoor in the Ceiling

The dimensions of this passage are similar to those in Area 13K: 3 feet wide and a little less than 5 feet high. A secret trapdoor in the ceiling (Search DC 20) may be opened by simply pushing a loose block of stone out of its resting place in narrow grooves.

### 13M: The Golem Guard (EL 7)

Standing guard 15 feet south of the trapdoor in Area 13L is a **flesh golem**. He shambles forward to attack anyone climbing through the floor in the north.

**Flesh Golem:** CR 7; SZ L Construct; HD 9d10; hp 50; Init -1 (Dex); Spd 30 ft. (can't run); AC 18 (-1 size, -1 Dex, +10 natural); Atk +10 melee (2d8+5 [x2], slams); Reach 10 ft.; SA berserk; SQ construct, magic immunity, damage reduction (15/+1); AL N; SV Fort +3, Ref +2, Will +3; Str 21; Dex 9, Con -, Int -, Wis 11, Cha 1.

**Possessions:** Three keys (see **Treasure**, below).

**Tactics:** The golem is programmed to attack any and all intruders until he or they are dead. Given the corridor's dimensions, the golem proves a formidable opponent; in addition to being immune to all magic, unless someone is able to Tumble behind him, only one character may attack him at a time.

**Treasure:** The golem wears a gold necklace (100 gp) upon which hang gold, silver, and bronze keys.

**Note:** Due to the fact that the golem attacks the PCs as they are coming out of the trapdoor and so cannot be surrounded, add 20% XP for this encounter.

### 13N: The Collapsing Cave (EL 3)

The east-west passageway ends in a narrow ledge overlooking a huge cave. The floor of the cave is 30 feet below the ledge, and the roof of the cave stretches another 20 feet above. The cave floor is strewn with loose stones and small stalagmites, and small pebbles and dust drop from the ceiling.

Against the western wall is a large copper basin filled with a greenish liquid. The basin is 6 feet across and 2 feet deep. A careful Search (DC 20) of the bottom of the basin reveals a metal pull handle about 2 inches in diameter. The handle is attached to a 4-inch diameter circular plug with a small notch in it that can be rotated clockwise to one of four positions: 12 o'clock, 3 o'clock, 6 o'clock, and 9

o'clock. The notch indicates the setting, which is currently 12 o'clock. 12 o'clock and 6 o'clock are "locked" positions—the plug cannot be removed. If the plug is removed while in the 9 o'clock position, the water does not drain out. If, however, the plug is removed while in the 3 o'clock position, the water does drain out and the walls and ceiling of the cave begin to shake. One round later, large rocks begin to fall from the ceiling for the next six rounds.

**Falling Rock Trap:** CR 3; no attack roll necessary (3d6 [x1d4 per round], falling rocks); Reflex save (DC 18) avoids, although PCs must save against *each* rock; Search (DC 30); Disable Device (DC 30).

It takes one full round for the water to drain. If the PCs reinsert the plug before half the water has drained, then nothing happens. Use your discretion when determining how quickly the PCs returned the plug. If one or several players immediately says, "I put the plug back in!" then assume they got it back in time. If they are indecisive or sluggish in their response, then say something to the effect of, "Well, you put the plug back in just before the last bit drains out. Unfortunately, you hear what sounds like the beginnings of an earthquake all around you."

Be sure to keep track of what the PCs do with the plug, as it is the key to the secret door in Area 13O, below.

### 13O: The Summoning Doors (EL 7)

Two secret doors lead to and from this plain square chamber. The northern door has Search DC of 20 and opens to a 5-foot square chute that drops 20 feet to and through the ceiling of the chamber. Affixed to the western face of the chute are a series of handholds, making climbing in and out of the room simple (Climb DC 5).

The southern secret door is much harder to locate (Search DC 30). Furthermore, it is securely locked and cannot be opened by a *knock* spell or similar magic, nor can it be picked. In fact, a successful search only reveals a 4-inch diameter indentation in the wall about 4 feet from the floor. The plug from Area 13N, if inserted at a 12 o'clock position (see above), fits perfectly into the hole. If rotated to the 6 o'clock position, the secret door opens.

Like all portals in the tomb, the three doors in this chamber are solidly locked. Each handle, however, appears to be made of a different metal: north, gold; east, silver; south, bronze. The doors can be opened either by magic or an Open Lock check (DC 25), or by inserting the proper key taken from the flesh golem in Area 13M (gold for the gold handle, and so on).

Regardless of how the doors are unlocked, once they are opened a monster is summoned somewhere nearby. Yet the summoning is on a time delay: the monster(s) does not appear until three rounds after the door is opened. The monsters summoned are as follows: north door, 1 **umber hulk** at A; east door, 1 **phase spider** at each B; south door, 1 **winter wolf** at each C.

**Umbur Hulk:** CR 7; SZ L Aberration; HD 8d8+32; hp 68; Init +1 (Dex); Spd 20 ft., burrow 20 ft.; AC 17 (-1 size, +1 Dex, +7 natural); Atk +11 melee (2d4+6 [x2], claws) and +9 melee (2d8+3, bite); Reach 10 ft.; SA confusing gaze; SQ tremorsense; AL CE; SV Fort +6; Ref +3, Will +6; Str 23, Dex 13, Con 19, Int 9, Wis 11, Cha 13.



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*Skills:* Climb +17, Jump +14, Listen +11. *Feat:* Multiattack.

**Phase Spiders (3):** CR 5; SZ L Magical Beast; HD 5d10+15; hp 42 each; Init +7 (Dex, Improved Initiative); Spd 40 ft., climb 20 ft.; Atk +7 melee (1d6+4, bite plus poison); Face/Reach 10 ft. by 10 ft./5 ft.; SA ethereal jaunt, poison (2d6/2d6 temp Con, Fort DC 15); AL N; SV Fort +7, Ref +7, Will +2; Str 17, Dex 17, Con 16, Int 7, Wis 13, Cha 10.

*Skills:* Climb +12, Move Silently +11, Spot +9. *Feat:* Improved Initiative.

**Winter Wolves (3):** CR 5; L Magical Beast (Cold); HD 6d10+18; hp 51 each; Init +5 (Dex, Improved Initiative); Spd 50 ft.; AC 15 (-1 size, +1 Dex, +5 natural); Atk +9 melee (1d8+6, bite); Face/Reach 5 ft. by 10 ft./5 ft.; SA breath weapon (cone of cold, 15 ft., every 1d4 rounds, damage 4d6, Ref DC 16 half), trip; SQ scent, cold subtype; AL NE; SV Fort +8, Ref +6, Will +3; Str 18, Dex 13, Con 16, Int 9, Wis 13, Cha 10.

*Skills:* Hide +6, Listen +9, Move Silently +7, Spot +9, Wilderness Lore +1. *Feats:* Alertness, Improved Initiative.

This area could quickly become deadly if the PCs start opening a lot of doors in a short period of time. To give them a fighting chance, the character who actually opens the door feels a tingling sensation in his body for a moment. As well, when the monsters appear, the PCs hear a quick popping sound from the direction of the summoning.

(**Note:** if the PCs go through a door and close it behind them then open it again as they re-enter the room, then, yes, another monster is summoned. Likewise, if the PCs open, say, the northern door and then close it behind them after entering the hall, then the umber hulk, as he pursues them, summons yet another umber hulk when he opens the door. Again, this area is very dangerous.)

**Tactics:** Once summoned, the monsters either attack or begin searching for the PCs immediately. The summoning lasts only 15 rounds, so it is possible for the monsters to disappear before they are defeated. If more than one type of monster is operative at once, they attack the PCs simultaneously, though not in tandem—that is, they do not work together. The monsters never attack each other, nor do they leave the immediate area (the room and the hall).

### 13P: Hall of the Hanged Men (EL 8)

The ceiling to this chamber is particularly high: 40 feet, in fact. Dangling from ropes 10 feet from the ceiling are the bodies of six men, their faces obscured in the inky darkness. The floor beneath their feet is stained a reddish brown.

All three secret doors, including the secret trap door, have a Search DC of 25. If any of the wall secret doors are opened, the bodies are suddenly released from their nooses and dropped to the floor. Anyone standing in the area outlined in gray on the map must succeed at a Reflex save (DC15) or take 3d6 subdual damage from the falling bodies. One round after dropping, the bodies, actually 6 **juju zombies**, rise and attack anyone in the room.

**Juju Zombies (6):** CR 3; SZ M Undead; HD 3d12+3; hp 21; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 Dex, +3 natural); Atk +4 melee (1d6+4, slam) or +4 melee (1d8+3, longsword, 19-20/x2); SQ undead, damage reduction (10/+1), weapon resistances, immunities, fire resistance, turn

resistance (+4); AL NE; SV Fort +1, Ref +2, Will +3; Str 17, Dex 13, Con —, Int 4, Wis 10, Cha 1.

*Skills:* Hide +7, Listen +5, Spot +5. *Feat:* Toughness.

SQ—*Weapon Resistances (Ex):* Juju zombies take one-half damage from all piercing and blunt weapons. Apply this effect before damage reduction.

SQ—*Immunities (Ex):* Immune to electricity and cold.

SQ—*Fire Resistance (Ex):* Juju zombies take one-half damage from all fire effects. If a save is allowed for half damage, the juju zombie suffers no damage on a successful save.

**Note:** Attacking the zombies in any way while they are still in stasis has the same effect as opening a secret door: they are dropped from their nooses and attack. If the PCs fly into the rafters to examine the zombies while still suspended, they appear to be men dressed in rags, their faces hideously swollen and purple.

See the Monster Appendix for more details on these monsters.

### 13Q: Library

The walls of this long narrow chamber are lined with bookshelves, and *everburning torches* in wall sconces light the room. In the center of the chamber are two wooden chairs with padded seats and a long wooden table, upon which sits a candelabra with four *everburning candles* in it.

This is Larin Karr's actual library. Over 500 volumes are here, written almost entirely in Undercommon, Drow, or Draconic. A dozen books are written in the duergar tongue, four in Dwarven, two in Elven, and exactly one book written in Common. Most deal with magical history or theory, although about forty or fifty are concerned with Underdark politics, particularly dark elf politics. If you are planning further Underdark adventures for your party, place a clue or two here amid these tomes. An arcane spellcaster who spends 20 hours studying any of the books on magic here may, with a successful Intelligence check (DC 12), gain a +2 insight bonus to his Spellcraft skill.

**Treasure:** Larin Karr hid his backup spellbook here behind three fake binders (Search DC 20).

**Larin Karr's Spellbook:** This book contains the following spells: 0—all; 1st—alarm, animate rope, burning hands, cause fear, charm person, chill touch, color spray, comprehend languages, detect secret doors, detect undead, erase, expeditious retreat, hold portal, identify, mage armor, magic missile, ray of enfeeblement, shield, shocking grasp; 2nd—arcane lock, blur, bull's strength, cat's grace, continual flame, darkness, endurance, hypnotic pattern, invisibility, levitate, locate object, magic mouth, Melf's acid arrow, minor image, mirror image, scare, see invisibility, spectral hand; 3rd—clairaudience/clairvoyance, dispel magic, explosive runes, fireball, fly, greater magic weapon, halt undead, haste, hold person, illusory script, keen edge, lightning bolt, major image, secret page, slow, suggestion, summon monster III, vampiric touch; 4th—arcane eye, charm monster, confusion, detect scrying, dimension door, fear, fire shield, ice storm, illusionary wall, improved invisibility, locate creature, rainbow pattern, remove curse, scrying, stonewall, wall of fire; 5th—animate dead, cloudkill, cone of cold, dismissal, feeblemind, magic jar, passwall, permanency, stone shape, summon monster V,

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telekinesis, teleport, transmute rock to mud, transmute mud to rock; 6th—analyze dweomer, antimagic field, chain lightning, circle of death, contingency, disintegrate, legend lore, summon monster VI, true seeing; 7th—control undead, delayed blast fireball, finger of death, greater scrying, statue, teleport without error, vision; 8th—clone, discern location; 9th—wish.

### 13R: Map Room

The walls of this room are lined with dozens of cubby-hole like cubicles, each containing a map—some as large 4 feet on a side, others no more than 6 inches by 6 inches. Almost all the maps are to locations in the Underdark. There is one map of Quail Valley showing the three villages and the two rivers, but the details are fairly sparse. A quick examination of the maps reveals that most were drawn by the same hand (Larin Karr's). The DM is free to handle this room however he feels best suits his campaign. If he wishes, these maps can be to lands and dungeons far off, never to be traveled to or explored by the PCs. Or, if he prefers, some can be to locations within reach. If the PCs keep the maps, they can sell them to Crus or another interested buyer. There are a total of 40 maps in all, worth between 5 and 50 gp to whoever is interested. If the DM wishes, Crus might be able to recognize some of the locations and send the PCs on a quest. (Note: conspicuously missing from these maps are Karr's designs for this tomb.)

### 13S: Ceiling Trap (EL 10)

Larin Karr installed a rudimentary falling block trap here to make it appear as though he was trying to protect Area 13T. Anyone stepping on the area marked T triggers a 10-foot by 10-foot granite block to drop from the ceiling.

**Falling Block Trap:** CR 10; no attack roll necessary (20d6 crushing damage); Ref save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

### 13T: Second False Tomb (EL 4)

The walls, ceiling, and floors of this room have all been painted with elaborate swirls and starbursts of purple, red, green, and silver. Several *everburning torches* in wall sconces light the room, and the effect of the painted walls in the flickering torchlight is hypnotic. Against the far wall is a 3-foot high dais, painted similarly to the walls and floors, upon which sits a sarcophagus that appears to be made entirely of silver.

The painted walls, floors, and ceiling are actually enchanted. Anyone stepping into the room must succeed at a Will save (DC 16) or faint and remain unconscious for 2d10 hours. While unconscious, however, the character *appears* dead—his pulse and breathing are so faint that only a successful Heal check (DC 20) reveals that the character is still alive. Even then, the character certainly seems near to death. A *heal* spell wakes the victim, as does *remove curse* or *break enchantment*.

Written in Draconic upon the lid of the sarcophagus is the following:

*After centuries of struggling life against death, he laid himself down for his eternal sleep.*

The sarcophagus is protected by a *permanent fire trap* spell.

**Fire Trapped Lid:** CR 5; no attack roll necessary (1d4+15 fire damage); Search (DC 29); Disable Device (DC 29); Dispel (DC 26); the *fire trap* resets itself after 1 hour.

Within the sarcophagus are the jumbled drow elf skeletal remains: the head and one arm have been removed from the body, the feet are turned backwards, and two ribs are shattered. It appears someone has ransacked the sarcophagus and taken whatever valuables may have once been here. A *speak with dead* spell, however, reveals these are actually the remains of a dark elf wizard named Fisslerath. An old nemesis, Larin Karr saved his body after slaying him in a duel.

A secret compartment on the outside of the sarcophagus (Search DC 25) hides a small button that if pressed opens the secret door on the north wall. The secret door can be found with a successful Search check (DC 25), although it can only be opened with the button.

### 13U: Second False Treasure Room

Upon opening the door, the PCs are met with a depressing sight: scattered everywhere within this small chamber are empty chests, boxes, trunks, sacks, scroll cases, and scabbards. A handful of coins, coppers, and silver all lie scattered about the floor.

Larin Karr had hoped to make it appear his treasure has been looted. One of the chests even has a secret compartment (Search DC 20) containing an actual *wand of major image* (6th level, 5 charges). Otherwise, the room is completely empty.

### 13V: The Trapped Hall (EL 4)

Each lettered square in this twisting passage is rigged with a poison arrow trap. Any weight placed upon the squares triggers the traps. The arrows are fired from different directions for each square. The directions are as follows: A, west wall; B, north wall; C, west wall; D, east wall; E, east wall; F, west wall; G, north wall; H, north wall. Note that the wall listed refers to the wall closest to that square from that compass direction. Thus, the west wall for A is the wall 10 feet to the west where the passage turns north, and the west wall for C is the wall 20 feet to the west where that passage turns north.

**Poison Arrow Traps:** CR 2; +10 ranged (1d6 plus poison, crit x3); Search (DC 20); Disable Device (DC 20).  
**Poison:** 1d6/1d6 temporary Con; Fort save (DC 18).

The two secret doors each have a Search DC of 25.

### 13W: The Transit Room (EL 9)

A wide stone step leads to this rectangular chamber. In the middle of the west wall is an iron door, and a red circle is painted in the center of the floor. The room is otherwise empty.

Upon closer examination, it is seen that the door is inscribed with six faintly glowing rune images. The first image is of a brightly burning flame; the second image is of a pair of devil-horns; the third image is of a curled snake; the fourth image is of a skull; the fifth image is of a sword across a chest; the last image is of a heart. If a living hand is passed over a rune—without touching it—the rune glows brighter. Touching the runes has various effects (see below).



## THE VAULT OF LARIN KARR

The door, as indicated on the map, is not actually a door; there are no hinges and it cannot be opened.

Touching the runes in a specific order has different results. They are as follows:

- 4, 1, 5, 2, 6, 3: The circle in the center of the room begins to glow. Two rounds later, anyone or anything in the circle is teleported to Area 13X.
- 5, 1, 6, 2, 4, 3: The same as above, except the occupants of the circle are teleported to Area 13Y.
- 6, 1, 4, 2, 5, 3: The same as above, except the occupants of the circle are teleported to Area 13AA.
- 1: If this image is touched first, the circle glows red and a noble salamander appears in it one round later and attacks the room's occupants.
- 2: Same as above, except 2 barbazu are summoned.
- 3: Same as above, except a spirit naga is summoned.

**Noble Salamander:** CR 9; SZ L Outsider (Fire); HD 15d8+45; hp 112; Init +1 (Dex); Spd 20 ft.; AC 18 (-1 size, +1 Dex, +8 natural); Atk +23/+18/+13 melee (2d8+9, +3 Huge longspear plus 1d8 fire, crit x3) and +15 melee (2d8+3, tail slap plus 1d8 fire); Reach 10 ft.; SA heat, constrict 2d8+3 plus 1d8 fire, spell-like abilities; SQ fire subtype, damage reduction (20/+2); AL LE; SV Fort +12, Ref +10, Will +11; Str 22, Dex 13, Con 16, Int 15, Wis 15, Cha 15.

**Skills:** Bluff +11, Diplomacy +13, Escape Artist +19, Hide +15, Listen +20, Move Silently +17, Search +20, Sense Motive +12, Spot +20. **Feats:** Cleave, Great Cleave, Multiattack, Power Attack.

**Possessions:** +3 huge longspear.

**Spell-like Abilities** (all cast as if by a 15th-level sorcerer; DC 12 + spell level): 3/day—burning hands, fireball, flaming sphere, and wall of fire; 1/day—dispel magic and summon monster VII (Huge fire elemental).

**Barbazus (2):** CR 7; M Outsider (Baatezu) (Evil, Lawful); HD 6d8+6; hp 33; Init +4 (Improved Initiative); Spd 40 ft.; AC 17 (+7 natural); Atk +8/+3 melee (1d10+3, glaive plus wounding) or +8 melee (1d4+2 [x2], claws); SA wounding, beard, battle frenzy, summon baatezu; SQ damage reduction (10/+1), SR 23, baatezu qualities; AL LE; SV Fort +6, Ref +5, Will +5; Str 15, Dex 11, Con 13, Int 6, Wis 10, Cha 10.

**Skills:** Concentration +7, Hide +6, Listen +6, Move Silently +6, Sense Motive +6, Spot +6. **Feats:** Cleave, Improved Initiative.

**Spirit Naga:** CR 9; SZ L Aberration; HD 9d8+36; hp 76; Init +1 (Dex); Spd 40 ft.; AC 16 (-1 size, +1 Dex, +6 natural); Atk +9 melee (2d6+9, bite plus poison); Reach 10 ft.; SA poison (1d8/1d8 temp Con, Fort DC 18), charming gaze (30 ft., Will DC 17), spells; AL CE; Fort +7; Ref +6, Will +9; Str 18, Dex 13, Con 18, Int 12, Wis 17, Cha 17.

**Skills:** Concentration +13, Listen +15, Spellcraft +10, Spot +15. **Feats:** Alertness, Lightning Reflexes.

**Arcane Spells Known** (cast per day: 6/7/7/5): 0—dancing lights, daze, detect magic, flare, ghost sound, read magic; 1st—command, doom, magic missile, protection from good, random action; 2nd—cat's grace, cure moderate wounds, mirror image; 3rd—haste, lightning bolt.

Once one of the monsters is summoned, the door resets—meaning that should the players decide to do so, they could summon multiple monsters. These monsters do not attack one another.

If one of the last three images are pressed first (the teleporting images), the runes glow yellow. As long as the PCs continue to follow one of the three combinations, the runes continue to glow yellow. Once a wrong rune is touched, however, the runes glow blue and the door resets. (**Note:** monsters are only summoned if the door is reset and their image is the first to be touched.)

### 13X: The True Tomb

This small square chamber contains a wide stone block upon which sits a gray sarcophagus, its lid lying on the block beside it. The sarcophagus is entirely empty.

A red semi-circle has been painted on the floor in the southeast corner of the room. On the wall above the semi-circle is a rune image of a door. Touching the image teleports everyone and everything in the semi-circle back to Area 13W.

When and if Larin Karr ever dies, he will be buried in this chamber. He is still very much alive, however, and so this room is unused.

### 13Y: Two Doors (EL 10)

Larin Karr has a few more traps to thwart would-be tomb raiders. This chamber contains what appears to be a solid iron door in the middle of the west wall. It is locked (Open Lock DC 25) and trapped. Opening it releases a powerful poison gas, affecting everyone in the chamber. The door, however, is false, leading to nothing but a blank stone wall.

**Poison Gas Trap:** CR 10: no attack roll necessary (burnt other fumes, 1 permanent Con/3d6 temporary Con, Fort save [DC 18]); Search (DC 22); Disable Device (DC 25).

The secret door in the north has a Search DC of 30.

### 13Z: The Treasure of Larin Karr (EL 10)

The door to this room is more securely locked than other doors (Open Lock DC 30). It is also trapped with another deadly poison; anyone in the passage or Area 13Y is affected once the gas is released.

**Poison Gas Trap:** CR 10: no attack roll necessary (1 Dex/3d6 temporary Dex, Fort save [DC 18]); Search (DC 22); Disable Device (DC 25).

**Treasure:** Larin Karr's treasure, neatly organized in chests and boxes, is as follows:

- A huge trunk containing an exquisite painting of a fairy landscape with a gold frame (3,000 gp); a marble statue of a unicorn with diamonds in its eyes (2,500 gp); a gold goblet set with rubies (6,000 gp); a velvet eye patch with emeralds (1,000 gp); a gold comb shaped like a dragon with white fire opals in the handle (5,000 gp); a pearl choker (3,500 gp); a set of ruby earrings (1,500 gp).
- A huge chest containing 25,000 gp and 10,000 sp.
- Two coffers, each containing 250 gems worth 100 gp each.





- On a shelf at the north wall are the following items: a *folding boat*, *bracers of armor +2*, a *bag of holding* (bag 2), *necklace of prayer beads (karma)*, a pair of *winged boots*, a *druid's vestment*, and a *cloak of Charisma (+2)*.
- Inside a small locked strongbox (Open Lock DC 30) is a huge garnet worth 20,000 gp. The gem is roughly circular, flat on one side, convex on the other, and about 3 inches in diameter. If detected, it radiates strong transmutation magic.

Furthermore, against the east wall are the following weapons and armor. Each item is displayed on a rack, beneath which is a gold plaque with an inscription.

- A +3 *bastard sword*. The plaque reads: "From the hand of Theron the Good."
- A +2 *mighty composite longbow (+4)*. The plaque reads: "Never more shall Thelusion send his shafts."
- A suit of +2 *full plate*. The plaque reads: "From the Paladin Mervon."
- A +3 *large steel shield*. The plaque reads: "Vorden the Defender dropped it as he fell."

Obviously, Larin Karr took a number of his most valuable magic items with him, so missing from this trove are his magic robes, amulets, and staves. Note that the garnet is necessary to access area 13CC (see below).

There is a red semi-circle painted on the floor in the northwest corner of the room with a rune-image of a door inscribed above it. This functions exactly like the red semi-circle in Area 13X.

### 13AA: The Laboratory

This room contains two long wooden tables filled with beakers, vials, measuring devices, and other scientific paraphernalia. These items weigh a total of 50 pounds and are worth 500 gp. Larin Karr created his clone here. The secret door in the east has a Search DC of 30.

A red semi-circle is painted on the floor in the northeast corner of the room with a rune-image of a door inscribed above it. This functions exactly like the red semi-circle in Area 13X.

### 13BB: Reading Room (EL 3)

Against the north wall is a table and chair. Upon the table are a candelabrum with four unlit candles in it and a large, leather-bound tome. The cover of the book is inscribed with *explosive runes* that detonate as soon as they are read.

**Explosive Runes Trap:** CR 3; no attack roll necessary (6d6 fire damage); Reflex save (DC 21) halves for those within 10 ft. (anyone close enough to read the runes does not receive a saving throw); Search (DC 28); Disable Device (DC 28); Dispel (DC 26).

If the trap is sprung, the book is entirely destroyed. The book, written in Drow, describes a method by which a body may be kept in stasis for several hundred years. The book is extremely technical and dense and completely incomprehensible to anyone without an advanced Spellcraft skill (+25 or higher) or capable of casting the arcane spell *clone*. Crus would gladly pay 500 gp for this tome.

The secret door in the east has a Search DC of 30.

**13CC: The Gem Door**

In the middle of the east wall is a formidable set of iron double doors. The doors appear similar in many ways to the double doors in Area 13B: they are inscribed with runes and there is a 3-inch wide depression bisected by the seam of the two doors. An *antimagic field*, identical to the antimagic field in Area 13B, surrounds the door—only the magic locking the door and the magic in the gem function within this sphere. The doors open normally from the east, but from the west it is absolutely impossible to open or in anyway pass through this portal without the use of the garnet from Area 13Z. If the flat side of the garnet is place in the depression, the gem immediately fuses with the doors, and a moment later the portal swings open. Once used in this fashion, the gem is utterly destroyed.

**13DD: Larin Karr's Last Resort**

In the center of this small square chamber is what looks like an iron casket. The casket, upon closer examination, hums quietly and vibrates gently. If detected for, it radiates powerful necromantic energy.

The casket is bolt locked from the inside. It cannot be picked, although the lid could be ripped off with a mighty Strength check (DC 30); a *knock* spell also opens the casket.

Inside the casket, surrounded in a shimmering blue light, is the inert clone of Larin Karr. The shimmering blue light not only maintains the body but also protects it. Magic cannot pass through the blue field, except for the effects of a *wish* or *miracle*. Missile weapons bounce harmlessly off the light as well. The only way to harm the body is with a magic melee weapon with a +2 or greater enhancement bonus—even then, the wielder must first make a Will save (DC 20) or lose 2 energy levels and henceforth be unable to attempt to harm the clone. If the PCs succeed in decapitating or otherwise significantly mutilating the clone (such as plunging a sword into the heart), the energy field dissipates, and Larin Karr's last resort is eliminated.

**Aftermath**

If the PCs succeed in finding the treasure of Larin Karr, you, the DM, suddenly have yourself a very wealthy adventuring party. This can be handled in a number of ways. If you are kindhearted, you can let the PCs travel to the nearest large city and go on a wild spending spree. Then again, Larin Karr's treasure was legendary, and if the PCs spend months or even a year poking around the valley inquiring into the legend of Larin Karr and the Bird's of



## AREA 13: THE VAULT OF LARIN KARR

Prey, cutthroats and thieves may learn of the PCs' quest and be lurking about like vultures. Perhaps the PCs emerge from the Underdark and their struggles in the vault badly injured and depleted of spells, only to be greeted by a gang of bandits. Perhaps some Underdark denizens, such as a band of drow, have been patiently waiting for someone foolhardy enough to explore the legendary tomb and are lurking outside the entrance. Wealth has its price, and fame and fortune always attract their share of leeches and scoundrels.

And then, of course, there is Larin Karr himself. Obviously, the tomb is as of yet unoccupied, meaning, of course, that he is still alive. If the PCs do not locate or destroy the clone, then, at the DM's discretion, Karr may finally pass away wherever it is he is exploring, only to rise again in clone form and discover his great treasure stolen. Or, perhaps he returns at last from his journey and finds his tomb raided and plundered. In any case, Larin Karr possesses powerful divination magic, and he certainly employs it to discover the culprits who defiled his tomb. Furthermore, if the PCs do not find the clone, and Larin Karr the First returns, it is possible they must kill him *twice*! Remember, however, that Larin Karr is a very powerful adversary and should not reappear until the PCs have reached at least 12th level, preferably 14th or 15th. That is, unless you want him simply to demand repayment of what was stolen from him. He is an adventurer, after all, and part of him respects anyone capable of surviving all his traps and detours. If the PCs fail to destroy the clone, and they found both Larin Karr's spellbook and the tome in Area 13BB, Crus might suggest that he has a clone in stasis somewhere that needs to be destroyed. Lastly, not liking the sunlight, Larin Karr might have to send some less powerful minions to find his treasure.

Should Larin Karr return to reclaim his treasure, his stats are as follows. These numbers assume he has returned with all his accoutrements. If his clone arises, he will, naturally, need to go in search of new gear. This you may assign however you like.

**Larin Karr, Male Drow Elf Wiz15/Rog5:** CR 21; SZ M; HD 15d4 plus 5d6; hp 66; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+4 Dex, +4 ring, +3 robe); Atk +18/+13 melee (1d6+4, +4 *short sword*, 19-20/x2) or +16/+11 ranged (1d4+2, +2 *hand crossbow* plus poison, 19-20/x2, range 30 ft.); SA sneak attack (+3d6), spells, spell-like abilities; SQ darkvision (120 ft.); drow traits, evasion, light blindness, SR 31, uncanny dodge (Dex bonus to AC); AL CE; SV Fort +6, Ref +13, Will +11 (+13 vs. spells); Str 10, Dex 18, Con 10, Wis 12, Int 24, Cha 13.

**Skills:** Alchemy +19, Appraise +17, Balance +5, Bluff +3, Climb +8, Concentration +20, Decipher Script +13, Disable Device +12, Gather Information +6, Hide +9, Intuit Direction +6, Knowledge (arcana) +26, Knowledge (great treasures) +26, Knowledge (Underdark) +26, Listen +10, Move Silently +9, Open Lock +9, Scry +26, Search +14, Spellcraft +26, Spot +10, Swim +2. **Feats:** Alertness, Brew Potion, Craft Magic Arms and Armor, Craft Staff, Craft Wand, Craft Wondrous Item, Forge Ring, Improved Initiative, Scribe Scroll, Skill Focus (Appraise), Weapon Finesse (short sword).

**Arcane Spells Prepared\*** (4/6/6/6/5/5/4/3/1; base DC 17 + spell level): 0—detect magic, mage hand, open close, read magic; 1st—burning hands, expeditious retreat, identify, magic missile (x2), shield; 2nd—cat's grace, hypnotic pattern, invisibility, Melf's acid arrow, see invisibility; 3rd—dispel magic, fly, fireball (x2), haste, slow; 4th—detect scrying, dimension door, improved invisibility, scry, stonework; 5th—cone of cold, cloudkill, summon monster V (x2), teleport; 6th—chain lightning, circle of death, disintegrate, summon monster VI; 7th—delayed blast fireball, finger of death, greater scrying; 8th—discern location.

\*This assumes Larin Karr is prepared for a fight. Feel free to adjust his spells however you see fit (see his spellbook in Area 13Q, above).

**Spell-Like Abilities (each usable 1/day):** dancing lights, darkness, faerie fire.

**Possessions:** +4 *short sword*, +2 *hand crossbow*, 20 bolts covered in sleep poison, *ring of protection* +4, *robe of natural armor* +4, *headband of intellect* +3, *wand of magic missiles* (7th level, 25 charges), *wand of lightning bolts* (9th level, 30 charges), *staff of frost* (32 charges), numerous arcane scrolls (pick 10 to 15 from spellbook), masterwork thieves' tools, spellbook (see Area 13Q, above).

**Sleep Poison:** Fortitude save (DC 17) or fall unconscious. After 1 minute, the subject must succeed at another Fortitude save (DC 17) or remain unconscious for 2d4 hours.



# Monster Appendix

The following monsters can be encountered in this module.

## New Monster

### Medium Juju Zombie

Medium-Size Undead

<b>Hit Dice:</b>	3d12+3 (21 hp)
<b>Initiative:</b>	+1 (Dex)
<b>Speed:</b>	30 ft
<b>AC:</b>	14 (+1 Dex, +3 natural)
<b>Attacks:</b>	Slam +4 melee; or longsword +4 melee
<b>Damage:</b>	Slam 1d6+4; or longsword 1d8+3
<b>Face/Reach:</b>	5 ft. by 5 ft./5 ft.
<b>Special Qualities:</b>	Undead, damage reduction 10/+1, weapon resistances, fire resistance, immunities, turn resistance +4
<b>Saves:</b>	Fort +1, Ref +2, Will +3
<b>Abilities:</b>	Str 17, Dex 13, Con —, Int 4, Wis 10, Cha 1
<b>Skills:</b>	Hide +7, Listen +5, Spot +5
<b>Feats:</b>	Toughness
<b>Climate/Terrain:</b>	Subterranean
<b>Organization:</b>	Single, cluster (2-8), gang (6-12)
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Chaotic Evil
<b>Advancement:</b>	4-8 HD (Medium-sized), 9-12 HD (Large).

Juju zombies' hatred of living creatures and the magic that created them are what holds them to the world of the living. When a living creature is slain as the result of an *energy drain*, *enervation*, or similar spell or spell-like ability, it may rise as a juju zombie.

Juju zombies are hideous humanoid 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.

#### Combat

Juju zombies attack using their fists or using weapons (usually a longsword, short sword, or greatsword depending on the size of the zombie).

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage. Juju zombies have darkvision to a range of 60 feet.

**Weapon Resistances (Ex):** Juju zombies take one-half damage from all piercing and blunt weapons. Apply this effect before damage reduction.

**Immunities (Ex):** Immune to electricity and cold.

**Fire Resistance (Ex):** Juju zombies take one-half damage from all fire effects. If a save is allowed for half damage, the juju zombie suffers no damage on a successful save.

## Wandering Monsters

**Barghest:** CR 4; M Outsider (Evil, Lawful); HD 6d8+6; hp 33; Init +6 (Dex, Improved Initiative); Spd 30 ft. or 60 ft.; AC 18 (+2 Dex, +6 natural); Atk +9 melee (1d6+3, bite) and +4 melee (1d4+1 [x2], claws); SA spell-like abilities, feed; SQ damage reduction (15/+1), scent, alternate form; AL LE; SV Fort +6, Ref +7, Will +7; Str 17, Dex 15, Con 13, Int 14, Wis 14, Cha 14.

**Skills:** Bluff +11, Hide +11 (+15 in wolf form), Intimidate +11, Jump +12, Listen +11, Move Silently +10, Spot +11.  
**Feats:** Combat Reflexes, Improved Initiative.

**Spell-Like Abilities:** At will—levitate, misdirection, and project image; 1/day—charm monster, charm person, dimension door, and emotion. These spells are as cast by a 6th-level sorcerer (save DC 12 + spell level).

**Basilisk:** CR 5; SZ M Magical Beast (Reptilian); HD 6d10+12; hp 45; Init -1 (Dex); Spd 20 ft.; AC 16 (-1 Dex, +7 natural); Atk +8 melee (1d8+3, bite); SA petrifying gaze (turn to stone, Fort DC 13); AL N; SV Fort +9, Ref +4, Will +3; Str 15, Dex 8, Con 15, Int 2, Wis 12, Cha 10.

**Skills:** Listen +7, Spot +7. **Feats:** Alertness, Great Fortitude.

**Brown Bear:** CR 4; SZ L Animal (10 ft. long); HD 6d8+24; hp 51; Init +1 (Dex); Spd 40 ft.; AC 15 (-1 size, +1 Dex, +5 natural); Atk +11 melee (1d8+8 [x2], claws) and +6 melee (2d8+4, bite); SA improved grab (grapple bonus +16); SQ scent; AL N; SV Fort +9, Ref +6, Will +3; Str 27, Dex 13, Con 19, Int 2, Wis 12, Cha 6.

**Skills:** Listen +4, Spot +7, Swim +14.

**Bugbear:** CR 2; SZ M (Goblinoid); HD 3d8+3; hp 17; Init +1 (Dex); Spd 30 ft.; AC 17 (+1 Dex, +3 natural, +2 leather, +1 shield); Atk +4 melee (1d8+2, morningstar) or +3 ranged (1d6+2, javelin, range 30 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis, 10, Cha 9.

**Skills:** Climb +2, Hide +3, Listen +3, Move Silently +6, Spot +3. **Feats:** Alertness.

**Possessions:** Morningstar, 3 javelins, leather armor, small wooden shield, pouch with 2d12 gp.

**Bulette:** CR 7; SZ H Beast; HD 9d10+45; hp 95; Init +2 (Dex); Spd 40 ft., burrow 10 ft.; AC 22 (-2 size, +2 Dex, +12 natural); Atk +12 melee (2d8+8, bite) and +7 melee (2d6+4 [x2], claws); Face/Reach 10 ft. by 20 ft./10 ft.; SA leap; SQ scent, tremorsense (60 ft.); AL N; SV Fort +11, Ref +8, Will +4; Str 27, Dex 15, Con 20, Int 2, Wis 13, Cha 6.

**Skills:** Jump +12, Listen +6.

**Cockatrice:** CR 3; SZ S Magical Beast; HD 5d10; hp 25; Init +3 (Dex); Spd 20 ft., fly 60 ft. (poor); AC 14 (+1 size, +3 Dex); Atk +4 melee (1d4-2, bite); SA petrification (turn to stone, Fort DC 15); SQ petrification immunity; AL N; SV Fort +4, Ref +7, Will +2; Str 6, Dex 17, Con 11, Int 2, Wis 13, Cha 9.

**Skills:** Listen +7, Spot +7. **Feats:** Alertness, Dodge.

**Crushed Skull Orc Warrior, Male Orc War2:** CR 1; SZ M; HD 2d8; hp 12 each; Init +0; Spd 20 ft.; AC 16 (+4 scale

## MONSTER APPENDIX

mail, +2 shield); Atk +5 melee (1d8+3, morningstar) or +2 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +3, Ref +0, Will -1; Str 16, Dex 11, Con 11, Int 8, Wis 9, Cha 9.

*Skills:* Listen +3, Spot +3. *Feats:* Alertness.

*Possessions:* Morningstar, shortbow, 12 arrows, scale mail, large wooden shield, 1d8 gp.

**Crushed Skull Orc Leader, Male Orc Ftr2:** CR 2; SZ M; HD 2d10+2; hp 15; Init +1 (Dex); Spd 20 ft.; AC 17 (+1 Dex, +6 splint mail); Atk +6 melee (1d12+4, greataxe, crit x3) or +3 ranged (1d8, longbow, crit x2, range 100 ft.); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +4, Ref +1, Will +1; Str 16, Dex 12, Con 12, Int 8, Wis 9, Cha 8.

*Skills:* Listen +3, Spot +3. *Feats:* Alertness, Iron Will, Weapon Focus (greataxe).

*Possessions:* Greataxe, longbow, 12 arrows, splint mail, 2d8 gp.

**Destrachan:** CR 8; SZ L Aberration (10 ft. long); HD 8d8+24; hp 60; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (-1 size, +1 Dex, +6 natural); Atk +9 melee (1d6+4 [x2], claws); SA destructive harmonics, reverberating harmonics; SQ blindsight, protection from sonics; AL NE; SV Fort +5, Ref +3, Will +10; Str 18, Dex 12, Con 16, Int 12, Wis 18, Cha 12.

*Skills:* Hide +7, Intuit Direction +10, Listen +25, Move Silently +10. *Feats:* Dodge, Improved Initiative.

**Dire Bear:** CR 7; SZ L Animal; HD 12d8+48; hp 102; Init +1 (Dex); Spd 40 ft.; AC 17 (-1 size, +1 Dex, +7 natural); Atk +18 melee (2d4+10 [x2], claws) and +13 melee (2d8+5, bite); Face/Reach 10 ft. by 20 ft./10 ft.; SA improved grab; SQ scent; AL N; SV Fort +12, Ref +9, Will +9; Str 31, Dex 13, Con 19, Int 2, Wis 12, Cha 10.

*Skills:* Listen +7, Spot +7, Swim +13.

**Dire Boar:** CR 4; SZ L Animal (10 ft. long); HD 7d8+21; hp 52; Init +0; Spd 40 ft.; AC 15 (-1 size, +6 natural); Atk +12 melee (1d8+12, bite); SA ferocity; SQ scent; AL N; SV Fort +8, Ref +5, Will +6; Str 27, Dex 10, Con 17, Int 2, Wis 13, Cha 8.

*Skills:* Listen +9, Spot +8.

**Dire Lion:** CR 5; SZ L Beast (10 ft. long); HD 8d8+24; hp 60; Init +2 (Dex); Spd 40 ft.; AC 15 (-1 size, +2 Dex, +4 natural); Atk +12 melee (1d6+7 [x2], claws) and +7 melee (1d8+3, bite); SA pounce, improved grab (grapple bonus +12), rake 1d6+3; SQ scent; AL N; SV Fort +9, Ref +8, Will +7; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

*Skills:* Hide +5 (+9 in forest), Jump +10, Listen +4, Move Silently +9, Spot +4.

**Dire Tiger:** CR 8; SZ H Animal; HD 16d8+48; hp 120 each; Init +2 (Dex); Spd 40 ft.; AC 16 (-2 size, +2 Dex, +6 natural); Atk +18 melee (2d4+8 [x2], claws) and +13 melee (2d6+4, bite); Face/Reach 10 ft. by 30 ft./10 ft.; SA pounce, improved grab (grapple bonus +28), rake (2d4+4); SQ scent; AL N; SV Fort +13, Ref +12, Will +11; Str 27, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

*Skills:* Hide +4, Jump +11, Listen +3, Move Silently +13, Spot +3, Swim +11.

**Dire Wolf:** CR 3; SZ L Animal (10 ft. long); HD 6d8+18; hp 45 each; Init +2 (Dex); Spd 50 ft.; AC 14 (-1 size, +2 Dex, +3 natural); Atk +10 melee (1d8+10, bite); SA trip; SQ scent; AL N; SV Fort +8, Ref +7, Will +6; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

*Skills:* Hide +5, Listen +6, Move Silently +5, Spot +6, Wilderness Lore +1.

**Gelatinous Cube:** CR 3; SZ H Ooze; HD 4d10+36; hp 58; Init -5 (Dex); Spd 15 ft.; AC 3 (-2 size, -5 Dex); Atk +1 melee (1d6+4 and 1d6 acid, slam); Face/Reach 10 ft. x 10 ft./10 ft.; SA engulf, paralysis, acid; SQ blindsight, transparent, electricity immunity, ooze; AL N; SV Fort +5, Ref -4, Will -4; Str 10, Dex 1, Con 19, Int —, Wis 1, Cha 1.

**Ghast:** CR 3; SZ M Undead; HD 4d12; hp 26; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +4 natural); Atk +4 melee (1d8+1, bite plus paralysis) and +1 melee (1d4 [x2], claws plus paralysis); SA stench, paralysis (1d6+4 minutes, Fort DC 15), create spawn; SQ undead, turn resistance (+2); AL CE; SV Fort +1, Ref +3, Will +6; Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 16.

*Skills:* Climb +6, Escape Artist +8, Hide +8, Intuit Direction +3, Jump +6, Listen +8. *Feats:* Multiattack, Weapon Finesse (bite).

**Ghoul:** CR 1; SZ M Undead; HD 2d12; hp 13; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 natural); Atk +3 melee (1d6+1, bite plus paralysis) and +0 melee (1d3 [x2], claws plus paralysis); SA paralysis (1d6+2 minutes, Fort DC 14), create spawn; SQ undead, turn resistance (+2); AL CE; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 16.

*Skills:* Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7. *Feats:* Multiattack, Weapon Finesse (bite).

**Gnoll:** CR 1; SZ M; HD 2d8+2; hp 11; Init +0; Spd 20 ft.; AC 17 (+1 natural, +4 scale, +2 shield); Atk +3 melee (1d8+2, battleaxe, crit x3) or +1 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +4, Ref +0, Will +0; Str 15, Dex 10, Con 13, Int 8, Wis 11, Cha 8.

*Skills:* Listen +3, Spot +3. *Feat:* Alertness.

*Possessions:* Battleaxe, shortbow, 15 arrows, scale mail, large steel shield, 1d8 gp.

**Gorgon:** CR 8; SZ L Magical Beast (10 ft. long); HD 8d10+24; hp 68; Spd 30 ft.; AC 18 (-1 size, +9 natural); Atk +12 melee (1d8+7, gore); SA breath weapon (cone, 60 ft., turn to stone, every 1d4 rounds [5x per day max]), Fort DC 17; trample (1d8+7); SQ scent; AL N; SV Fort +9, Ref +6, Will +3; Str 21, Dex 10, Con 17, Int 2, Wis 12, Cha 9.

*Skills:* Listen +8, Spot +8. *Feats:* Alertness, Improved Initiative.

**Gray Render:** CR 8; SZ L Beast; HD 10d10+70; hp 125; Init +0; Spd 30 ft.; AC 19 (-1 size, +10 natural); Atk +12 melee (2d6+6, bite) and +7 melee (1d6+3 [x2], claws); Reach 10 ft.; SA improved grab (grapple bonus +16), rend (3d6+9); SQ scent; AL N; SV Fort +14, Ref +7, Will +4; Str 23, Dex 10, Con 24, Int 3, Wis 12, Cha 8.

*Skills:* Hide +7, Spot +8.

**Hill Giant:** CR 7; SZ L Giant; HD 12d8+48; hp 100; Init -1 (Dex); Spd 40 ft.; AC 20 (-1 size, -1 Dex, +9 natural, +3 hide); Atk +16/+11 melee (2d6+10, huge greatclub) or +8/+3 ranged (2d6+7, rocks); Reach 10 ft.; SA rock throwing; SQ rock catching; AL CE; SV Fort +12, Ref +3, Will +4; Str 25, Dex 8, Con 19, Int 6, Wis 10, Cha 17.

*Skills:* Climb +9, Jump +9, Spot +4. *Feats:* Cleave, Power Attack, Weapon Focus (greatclub).

*Possessions:* Greatclub, hide armor, bag with three throwing rocks and 450 gp plus a 50% chance of one Minor Magical Item (see DMG).

**Hobgoblin:** CR 1/2; SZ M (Goblinoid); HD 1d8+1; hp 5 each; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +3 studded



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leather, +1 shield); Atk +1 melee (1d8, longsword, 19-20/x2) or +2 ranged (1d6, javelin, range 30 ft.); SQ darkvision (60 ft.); AL LE; SV Fort +3, Ref +1, Will +0; Str 11, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

**Skills:** Hide +1, Listen +3, Move Silently +3, Spot +3.  
**Feat:** Alertness.

**Possessions:** Longsword, studded leather armor, small wooden shield, 3 javelins, pouch with 2d6 gp.

**Kuo-Toa:** CR 2; SZ M Monstrous Humanoid (Aquatic); HD 2d8+2; hp 11; Init +0; Spd 20 ft., swim 50 ft.; AC 18 (+6 natural, +2 shield); Atk +3 melee (1d8+1, spear) and -2 melee (1d4, bite); SA lightning bolt, pincer staff; SQ keen sight, slippery, adhesive, immunities, electricity resistance 30, light blindness, amphibious; AL NE; SV Fort +3, Ref +3, Will +5; Str 13, Dex 10, Con 13, Int 13, Wis 14, Cha 8.

**Skills:** Escape Artist +18, Knowledge or Craft (any one) +6, Listen +9, Move Silently +3, Search +10, Spot +11.  
**Feats:** Alertness, Great Fortitude.

**Manticore:** CR 5; SZ H Magical Beast; HD 6d10+24; hp 60; Init +2 (Dex); Spd 30 ft., fly 50 ft. (clumsy); AC 16 (-2 size, +2 Dex, +6 natural); Atk +9 melee (2d4+5 [x2], claws) and +7 melee (1d8+2, bite) or +6 ranged (1d8+2 [X6], spikes); Face/Reach 10 ft. by 20 ft./10 ft.; SA spikes; SQ scent; AL LE; SV Fort +9, Ref +7, Will +3; Str 20, Dex 15, Con 19, Int 7, Wis 12, Cha 9.

**Skills:** Listen +9, Spot +9 (+13 during daylight). **Feat:** Multiattack.

**Large Monstrous Spider:** CR 2; L Vermin; HD 4d8+4; hp 22; Init +3 (Dex); Spd 30 ft. (40 ft. on web), climb 20 ft.; AC 14 (-1 size, +3 Dex, +2 natural); Atk +4 melee (1d8+3, bite plus poison); Face/Reach 10 ft. by 10 ft./5 ft.; SA poison (1d6/1d6 temporary Str, Fort DC 16), web; SQ vermin; AL N; SV Fort +5, Ref +4, Will +1; Str 15, Dex 17, Con 12, Int -, Wis 10, Cha 2.

**Skills:** Climb +14, Hide +6, Jump +8, Spot +15.

**Ochre Jelly:** CR 5; SZ L Ooze (10 ft. long); HD 6d10+27; hp 60; Init -5 (Dex); Spd 10 ft., climb 10 ft.; AC 4 (-1 size, -5 Dex); Atk +5 melee (2d4+3 and 1d4 acid, slam); Reach 10 ft.; SA improved grab (grapple bonus +10), acid, constrict (2d4+3 and 1d4 acid); SQ blindsight, split, ooze; AL N; SV Fort +4, Ref -3, Will -3; Str 15, Dex 1, Con 15, Int -, Wis 1, Cha 1.

**Ogre:** CR 2; SZ L Giant; HD 4d8+8; hp 26; Init -1 (Dex); Spd 30 ft.; AC 16 (-1 size, -1 Dex, +5 natural, +3 hide); Atk +8 melee (2d6+7, Huge greatclub) or +1 ranged (1d8+5, shortspear, crit x3, range 20 ft.); Reach 10 ft.; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

**Skills:** Climb +4, Listen +2, Spot +2. **Feat:** Weapon Focus (greatclub).

**Possessions:** Huge greatclub, shortspear, hide armor, sack containing three days' rations (though hardly appetizing to humanoids), and various trinkets and coins worth 100-200 gp.

**Ogre Mage:** CR 8; SZ L Giant; HD 5d8+15; hp 37; Init +4 (Improved Initiative); Spd 30 ft., fly 40 ft. (good); AC 18 (-1 size, +5 natural, +4 chain shirt); Atk +7 melee (2d8+7, Huge greatsword, 19-20/x2) or +2 ranged (2d6, Huge longbow, crit x3, 100 ft.); SA spell-like abilities; SQ regeneration (2), SR 18; AL LE; SV Fort +7, Ref +1, Will +3; Str 21, Dex 10, Con 17, Int 14, Wis 14, Cha 17.

**Skills:** Concentration +6, Listen +5, Spellcraft +4, Spot +5. **Feat:** Improved Initiative.

**SA—Spell-Like Abilities:** At will—darkness and invisibility; 1/day—charm person, cone of cold, gaseous form, polymorph self, and sleep. These abilities are as the spells cast by a 9th-level sorcerer (save DC 13 + spell level).

**Otyugh:** CR 4; SZ L Aberration; HD 6d8+6; hp 33; Init +0; Spd 20 ft.; AC 17 (-1 size, +8 natural); Atk +3 melee (1d6 [x2], tentacle rakes) and -2 melee (1d4, bite); Reach 10 ft. (15 ft. with tentacle); SA improved grab (grapple bonus +7), constrict (1d6), disease; SQ scent; AL N; SV Fort +3, Ref +2, Will +6; Str 11, Dex 10, Con 13, Int 5, Wis 12, Cha 6.

**Skills:** Hide +5\*, Listen +6, Spot +9. \*An otyugh receives a +8 racial bonus to Hide checks when in its lair due to its coloration. **Feat:** Alertness.

**Owl Bear:** CR 5; SZ L Beast; HD 5d10+20; hp 47; Init +1 (Dex); Spd 30 ft.; AC 15 (-1 size, +1 Dex, +5 natural); Atk +7 melee (1d6+5 [x2], claws) and +2 melee (1d8+2, bite); Face/Reach 5 ft. by 10 ft./5 ft.; SA improved grab (grapple bonus +12); SQ scent; AL CE; SV Fort +8, Ref +5, Will +2; Str 21, Dex 12, Con 19, Int 5, Wis 12, Cha 10.

**Skills:** Listen +8, Spot +7.

**Phase Spider:** CR 5; SZ L Magical Beast; HD 5d10+15; hp 42; Init +7 (Dex, Improved Initiative); Spd 40 ft., climb 20 ft.; AC 15 (-1 size, +3 Dex, +3 natural); Atk +7 melee (1d6+4 and poison, bite); Face/Reach 10 ft. x 10 ft./5 ft.; SA ethereal jaunt, poison (2d6/2d6 temp Con, Fort DC 15); AL N; SV Fort +7, Ref +7, Will +2; Str 17, Dex 17, Con 16, Int 7, Wis 13, Cha 10.

**Skills:** Climb +12, Move Silently +11, Spot +9. **Feat:** Improved Initiative.

**Spectre:** CR 7; M Undead (Incorporeal); HD 7d12; hp 50; Init +7 (Dex, Improved Initiative); Spd 40 ft., fly 80 ft. (good); AC 15 (+3 Dex, +2 deflection); Atk +6 melee (1d8, incorporeal touch plus energy drain); SA energy drain (2 negative levels, Fort DC 15), create spawn; SQ undead, incorporeal, turn resistance (+2), unnatural aura, sunlight powerlessness; AL LE; SV Fort +2, Ref +5, Will +7; Str -, Dex 16, Con -, Int 14, Wis 14, Cha 15.

**Skills:** Hide +13, Intimidate +12, Intuit Direction +10, Listen +13, Search +10, Spot +13. **Feats:** Alertness, Blind-Fight, Combat Reflexes, Improved Initiative.

**Stirge:** CR 1/2; SZ T Beast; Init +4 (Dex); Spd 10 ft., fly 40 ft. (average); AC 16 (+2 size, +4 Dex); Atk +6 melee (1d3-4, touch); Face/Reach 2 1/2 ft. by 2 1/2 ft./0 ft.; SA attach, blood drain; AL N; SV Fort +2, Ref +6, Will +1; Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6.

**Skills:** Hide +14. **Feat:** Weapon Finesse (touch).

**Troll:** CR 5; SZ L Giant; HD 6d8+36; hp 65; Init +2 (Dex); Spd 30 ft.; AC 18 (-1 size, +2 Dex, +7 natural); Atk +9 melee (1d6+6 [X2], claws) and +4 melee (1d6+3, bite); Face/Reach 5 ft. by 5 ft./10 ft.; SA Rend (2d6+9); SQ regeneration (5), scent, darkvision (90 ft.); AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

**Skills:** Listen +5, Spot +5. **Feats:** Alertness, Iron Will.

**Possessions:** Gold bracelet (250 gp), two diamond stub earrings (150 gp each).

**Umbur Hulk:** CR 7; SZ L Aberration; HD 8d8+32; hp 68; Init +1 (Dex); Spd 20 ft., burrow 20 ft.; AC 17 (-1 size, +1 Dex, +7 natural); Atk +11 melee (2d4+6 [x2], claws) and +9 melee (2d8+3, bite); Reach 10 ft.; SA confusing gaze; SQ tremorsense; AL CE; SV Fort +6, Ref +3, Will +6; Str 23, Dex 13, Con 19, Int 9, Wis 11, Cha 13.



## MONSTER APPENDIX

*Skills:* Climb +17, Jump +14, Listen +11. *Feat:* Multiattack.

**Vampire Spawn:** CR 4; SZ M Undead; HD 4d12; hp 26; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 natural); Atk +5 melee (1d6+4 and energy drain, slam); SA charm (Will DC 14), energy drain (remove DC 14), blood drain (1d4 Con/round); SQ undead, turn resistance (+2), damage reduction (10/silver), resistances (cold and electricity resistance 10), gaseous form, spider climb, fast healing (2); AL CE; SV Fort +1, Ref +5, Will +5; Str 16, Dex 14, Con —, Int 13, Wis 13, Cha 14.

*Skills:* Bluff +8, Climb +8, Craft (any one) or Profession (any one) +10, Hide +10, Jump +8, Listen +11, Move Silently +11, Search +8, Sense Motive +11, Spot +11. *Feats:* Alertness, Improved Initiative, Lightning Reflexes, Skill Focus (any Craft or Profession).

**Water Snake, Huge:** CR 2; SZ L Animal; HD 3d8; hp 13 each; Init +3 (Dex); Spd 20 ft., climb 20 ft., swim 30 ft.; AC 15 (-1 size, +3 Dex, +3 natural); Atk +4 melee (1d4, bite plus poison); Reach 10 ft.; SA poison (1d6/1d6 temporary Con, Fort DC 11); SQ scent; AL N; SV Fort +3, Ref +6, Will +2; Str 10, Dex 17, Con 11, Int 1, Wis 12, Cha 2.

*Skills:* Balance +11, Climb +11, Hide +8, Listen +9, Spot +9. *Feat:* Weapon Finesse (bite).

**Wererats (Com1):** CR 2; SZ M/S Shapechanger; HD 1d8+1; hp 5; Init +0, +3 as rat; Spd 30 ft. or 40 ft., climb 20 ft. as rat; AC 12 (+2 natural) or 16 as hybrid (+3 Dex, +3 natural) or 17 as rat (+1 size, +3 Dex, +3 natural); Atk +0 melee (1d3 subdual, unarmed), or +3 melee (1d6, rapier, 18-20/x2) and +1 melee (1d4, bite) as hybrid, or +4 melee (1d4, bite) as rat; SA curse of lycanthropy; SQ rat empathy, scent, damage reduction (15/silver); AL LE; SV Fort +5, Ref +5, Will +4; Str 10, Dex 17, Con 13, Int 10, Wis 10, Cha 10 as rat or hybrid.

*Skills:* Climb +14, Hide +11 as rat or +7 as hybrid, Listen +8, Move Silently +6, Search +8, Spot +8. *Feats:* Multiattack, Weapon Finesse (bite), Weapon Finesse (rapier) as rat or hybrid.

**White Fist Orc Warrior, Male Orc War1:** CR 1/2; SZ M; HD 1d8+1; hp 5 each; Init +0; Spd 20 ft.; AC 16 (+4 scale, +2 shield); Atk +3 melee (1d8+2, battle axe, crit x3) or +1 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +3, Ref +0, Will -1; Str 15, Dex 10, Con 12, Int 9, Wis 8, Cha 9.

*Skills:* Listen +2, Spot +2. *Feats:* Alertness.

*Possessions:* Battleaxe, shortbow, 10 arrows, scale mail, large wooden shield, pouch with 3d6 sp.

**White Fist Orc Leader, Male Orc Ftr2:** CR 2; SZ M; HD 2d10+2; hp 15; Init +1 (Dex); Spd 20 ft.; AC 16 (+6 splint mail); Atk +7 melee (1d12+4, masterwork greataxe, crit x3); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +4, Ref +1, Will +0; Str 16, Dex 10, Con 13, Int 10, Wis 8, Cha 9.

*Skills:* Listen +4, Spot +4. *Feats:* Alertness, Power Attack, Weapon Focus (greataxe).

*Possessions:* Masterwork greataxe, splint mail, gold torque (350 gp), and *potion of bull's strength* (3 doses, 5th level).

**Wight:** CR 3; SZ M Undead; HD 4d12; hp 26 each; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +4 natural); Atk +3 melee (1d4+1, slam plus energy drain); SA energy drain (Fort DC 14), create spawn; SQ undead; AL LE; SV Fort +1, Ref +2, Will +5; Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 15.

*Skills:* Climb +5, Hide +8, Listen +8, Move Silently +16, Search +7, Spot +8. *Feats:* Blind-Fight.

**Wraith:** CR 5; SZ M Undead (Incorporeal); HD 5d12; hp 32; Init +7 (Dex, Improved Initiative); Spd 30 ft., fly 60 ft. (good); AC 15 (+3 Dex, +2 deflection); Atk +5 melee (1d4, incorporeal touch plus Con drain); SA Con drain (1d6 perm Con, Fort DC 14), create spawn; SQ undead, turn resistance (+2), unnatural aura, daylight powerlessness; AL LE; SV Fort +1, Ref +4, Will +6; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

*Skills:* Hide +11, Intimidate +10, Intuit Direction +6, Listen +12, Search +10, Sense Motive +8, Spot +12. *Feats:* Alertness, Blind-Fight, Combat Reflexes, Improved Initiative.

**Wyvern:** CR 6; SZ H Dragon; HD 7d12 +14; hp 59; Init +1 (Dex); Spd 20 ft., fly 60 ft. (poor); AC 17 (-2 size, +1 Dex, +8 natural); Atk +9 melee (1d6+4, sting plus poison), +4 melee (2d8+2, bite), or +9 melee (1d6+4 [x2], claws); Face/Reach 10 ft. by 20 ft./10 ft.; SA poison (2d6/2d6 temp Con, Fort DC 17), improved grab (grapple bonus +21), snatch (Tiny or smaller creatures); SQ scent; AL N; Fort +7, Ref +6, Will +6; Str 19, Dex 12, Con 15, Int 6, Wis 12, Cha 9.

*Skills:* Listen +13, Move Silently +9, Spot +13 (+16 while flying during the day). *Feats:* Alertness, Flyby Attack.

**Xill:** CR 6; SZ M Outsider (Evil, Lawful); HD 5d8+10; hp 32; Init +7 (Dex, Improved Initiative); Spd 40 ft.; AC 20 (+3 Dex, +7 natural); Atk +7 melee (1d6+2 [x2], short swords) and +2 melee (1d4+1 [x2], claws), or +8 ranged (1d8, longbow, crit x3, range 100 ft.); SA improved grab (grapple bonus +7), paralysis (Fort DC 14, 1d4 hours), implant; SQ SR 21, planewalk; AL LE; SV Fort +6, Ref +7, Will +5; Str 15, Dex 16, Con 15, Int 12, Wis 12, Cha 11.

*Skills:* Escape Artist +11, Intuit Direction +6, Listen +9, Move Silently +11, Spot +9, Tumble +11. *Feats:* Improved Initiative, Multidexterity, Multiweapon Fighting.

**Xorn, Average:** CR 6; SZ M Outsider (Earth); HD 7d8+14; hp 45; Init +0; Spd 20 ft., burrow 20 ft.; AC 22 (+12 natural); Atk +10 melee (4d6+3, bite) and +8 melee (1d4+1 [x3], claws); SA burrow; SQ xorn qualities; AL NE; SV Fort +7, Ref +5, Will +5; Str 17, Dex 10, Con 15, Int 10, Wis 11, Cha 10.

*Skills:* Listen +10, Move Silently +10, Search +10, Spot +14. *Feats:* Multiattack, Power Attack.

## Drow Elves

**Female Drow Elf Clr6 (Spider Goddess):** CR 7; SZ M; HD 6d8; hp 37; Init +1 (Dex); Spd 20 ft. (base 30 ft.); AC 17 (+1 Dex, +6 chainmail); Atk +8 melee (1d6+4, short sword, 19-20/x2) or +5 ranged (1d4, hand crossbow plus poison, crit 19-20, range 30 ft.); SA spell-like abilities (1/day: *dancing lights*, *darkness*, *faerie fire*); SQ drow traits, SR 17, darkvision (120 ft.), light blindness; AL CE; SV Fort +5, Ref +3, Will +9; Str 16, Dex 12, Con 11, Int 10, Wis 19, Cha 15.

*Skills:* Diplomacy +10, Hide +1, Knowledge (religion) +4, Listen +6, Move Silently +1, Scry +6, Search +2, Spot +6. *Feats:* Craft Wand, Empower Spell, Leadership.

*Cleric Spells Per Day (5/4/4/3; base DC 14 + spell level):* 0—detect magic, guidance, light, mending, read magic; 1st—bane, curse water, doom, magic weapon; 2nd—bull's strength, enthrall, inflict moderate wounds, resist elements; 3rd—bestow curse, blindness/deafness, dispel magic.

*Domains (Chaos/Evil):* 1st—protection from law; 2nd—desecrate; 3rd—magic circle against good.

*Possessions:* +1 short sword, ring of invisibility, *potion of cure moderate wounds* (6th level, 1 dose), +1 chainmail, longbow, 20 bolts, 10 poisoned bolts (Fort DC 17 or fall unconscious);

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after 1 minute, Fort DC 17 or remain unconscious for 2d4 hours).

**Female Drow Elf Clr2 (Spider Goddess):** CR 3; SZ M; HD 2d8+2; hp 18; Init +2 (Dex); Spd 30 ft.; AC 17 (+2 Dex, +5 chainmail); Atk +4 melee (1d8+3, longsword, 19-20/x2) or +3 ranged (1d4, hand crossbow plus poison, crit 19-20, range 30 ft.); SA spell-like abilities (1/day: *dancing lights, darkness, faerie fire*); SQ drow traits, SR 17, darkvision (120 ft.), light blindness; AL CE; SV Fort +4, Ref +2, Will +6; Str 17, Dex 14, Con 12, Int 10, Wis 16, Cha 13.

**Skills:** Concentration +4, Knowledge (religion) +4, Listen +5, Search +2, Spellcraft +3, Spot +5. **Feats:** Scribe Scroll.

**Cleric Spells Per Day (4/3; base DC 13 + spell level):** 0—detect magic, detect poison, inflict minor wounds, virtue; 1st—cause fear, entropic shield, magic weapon.

**Cleric Domains (Evil/Trickery):** 1st—change self.

**Possessions:** Chainmail, longsword, longbow, 20 bolts, 10 poisoned bolts (Fort DC 17 or fall unconscious; after 1 minute, Fort DC 17 or remain unconscious for 2d4 hours).

**Female Drow Elf Wiz5:** CR 6; SZ M; HD 5d4+3; hp 17; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex) or 16 (+2 Dex, +4 mage armor); Atk +2 melee (1d4-1, masterwork dagger, crit 19-20) or +4 ranged (1d4, hand crossbow plus poison, crit 19-20, range 30 ft.); SA spells, spell-like abilities (1/day: *dancing lights, darkness, faerie fire*), sleep poison; SQ darkvision (120 ft.), drow traits, SR 16, light blindness; AL CE; SV Fort +1, Ref +3, Will +4; Str 8, Dex 15, Con 11, Int 17, Wis 10, Cha 12.

**Skills:** Concentration +12, Knowledge (arcana) +11, Listen +8, Search +5, Spot +8, Spellcraft +11. **Feats:** Alertness, Combat Casting, Scribe Scroll, Toughness.

**Arcane Spells Prepared (4/4/3/2; base DC 13 + spell level):** 0—detect magic, flare, mage hand, read magic; 1st—burning hands, mage armor, magic missile, shield; 2nd—levitate, Melf's acid arrow, mirror image; 3rd—lightning bolt, summon monster III.

**Possessions:** Masterwork dagger, hand crossbow, 10 bolts coated in sleep poison (Fort DC 17 or fall unconscious; after 1 minute, Fort DC 17 or remain unconscious for 2d4 hours), 3 arcane scrolls of magic missile (5th level), arcane scroll of invisibility (3rd level), arcane scroll of glitterdust (3rd level), spellbook (see below), pouch with 250 gp.

**Spellbook** (all those spells prepared plus the following): 0—all; 1st—charm person, color spray, identify, ray of enfeeblement, spider climb; 2nd—cat's grace, darkness, glitterdust, invisibility; 3rd—fly.

**Male Drow Elf Wiz2:** CR 3; SZ M; HD 2d4+2; hp 8; Init +3 (Dex); Spd 30 ft.; AC 13 (+3 Dex); Atk +3 melee (1d6, quarterstaff); SA spell-like abilities (1/day: *dancing lights, darkness, faerie fire*); SQ drow traits, SR 17, darkvision (120 ft.), light blindness; AL CE; SV Fort +1, Ref +3, Will +5; Str 14, Dex 17, Con 13, Int 18, Wis 15, Cha 11.

**Skills:** Concentration +2, Escape Artist +5, Forgery +6, Hide +5, Knowledge (arcana) +8, Knowledge (religion) +5, Listen +4, Move Silently +3, Scry +6, Search +6, Spot +4, Tumble +4, Wilderness Lore +4. **Feats:** Scribe Scroll, Silent Spell.

**Arcane Spells Prepared (4/3; base DC 14 + spell level):** 0—detect magic, flare, ray of frost; 1st—mage armor, spider climb, summon monster I.

**Possessions:** Quarterstaff, 2 daggers, pouch containing spell components, spellbook.

**Male Drow Elf Ftr4:** CR 5; SZ M; HD 4d10+4; hp 27; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 Dex,

+4 chain shirt, +2 shield); Atk +8 melee (1d6+7, +1 short sword, 19-20/x2) or +8 ranged (1d4, masterwork hand crossbow, 19-20/x2, range 30 ft.); SA sleep poison, spell-like abilities (1/day: *dancing lights, darkness, faerie fire*); SQ darkvision (120 ft.), drow traits, light blindness, SR 15; AL CE; SV Fort +5, Ref +4, Will +0; Str 14, Dex 16, Con 12, Int 11, Wis 8, Cha 12.

**Skills:** Listen +6, Spot +6. **Feats:** Alertness, Improved Initiative, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

**Possessions:** +1 short sword, masterwork hand crossbow, 15 bolts coated in sleep poison (Fort DC 17 or fall unconscious; after 1 minute, Fort DC 17 or remain unconscious for 2d4 hours), masterwork chain shirt, large steel shield, pouch with 400 gp.

**Male Drow Elf Ftr3:** CR 4; SZ M; HD 3d10+3; hp 21; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+2 Dex, +4 chain shirt, +2 shield); Atk +7 melee (1d6+3, +1 short sword, 19-20/x2) or +6 ranged (1d4, masterwork hand crossbow, 19-20/x2, range 30 ft.); SA sleep poison, spell-like abilities (1/day: *dancing lights, darkness, faerie fire*); SQ darkvision (120 ft.), drow traits, light blindness, SR 14; AL CE; SV Fort +4, Ref +3, Will +1; Str 14, Dex 15, Con 12, Int 11, Wis 11, Cha 10.

**Skills:** Listen +6, Spot +6. **Feats:** Alertness, Improved Initiative, Power Attack, Weapon Focus (short sword).

**Possessions:** +1 short sword, masterwork hand crossbow, 15 bolts coated in sleep poison (Fort DC 17 or fall unconscious; after 1 minute, Fort DC 17 or remain unconscious for 2d4 hours), masterwork chain shirt, large steel shield, pouch with 250 gp.

**Male Drow Elf, Ftr2:** CR 3; SZ M; HD 2d10+2; hp 17; Init +2 (Dex); Spd 30 ft.; AC 18 (+2 Dex, +5 chainmail, +1 shield); Atk +6 melee (1d8+3, longsword, 19-20/x2) or +4 ranged (1d4, hand crossbow, 19-20/x2, range 30 ft.); SA spell-like abilities (1/day: *dancing lights, darkness, faerie fire*); SQ drow traits, SR 17, darkvision (120 ft.), light blindness; AL CE; SV Fort +4, Ref +2, Will +0; Str 17, Dex 14, Con 12, Int 16, Wis 10, Cha 7.

**Skills:** Balance +4, Climb +6, Craft +7, Disguise +0, Hide +2, Jump +8, Listen +2, Move Silently +2, Search +5, Spot +2, Swim +8. **Feats:** Combat Reflexes, Point Blank Shot, Weapon Focus (longsword).

**Possessions:** Chainmail, small steel shield, hand crossbow, 10 bolts coated in sleep poison (Fort DC 17 or fall unconscious; after 1 minute, Fort DC 17 or remain unconscious for 2d4 hours), *potion of cure light wounds* (3rd level, 1 dose).

**Male Drow Elf Rog4:** CR 5; SZ M; HD 4d6; hp 17; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 studded leather); Atk +7 melee (1d6, masterwork short sword, 19-20/x2) or +6 ranged (1d4, hand crossbow plus poison, 19-20/x2, range 30 ft.); SA sneak attack, sleep poison, spell-like abilities (1/day: *dancing lights, darkness, faerie fire*); SQ darkvision (120 ft.), drow traits, evasion, light blindness, uncanny dodge, SR 15; AL CE; SV Fort +1, Ref +7, Will +2; Str 10, Dex 17, Con 10, Int 14, Wis 12, Cha 8.

**Skills:** Climb +7, Disable Device +9, Escape Artist +10, Hide +10, Listen +10, Move Silently +10, Open Lock +10, Pick Pocket +10, Search +11, Spot +10. **Feats:** Improved Initiative, Weapon Finesse (short sword).

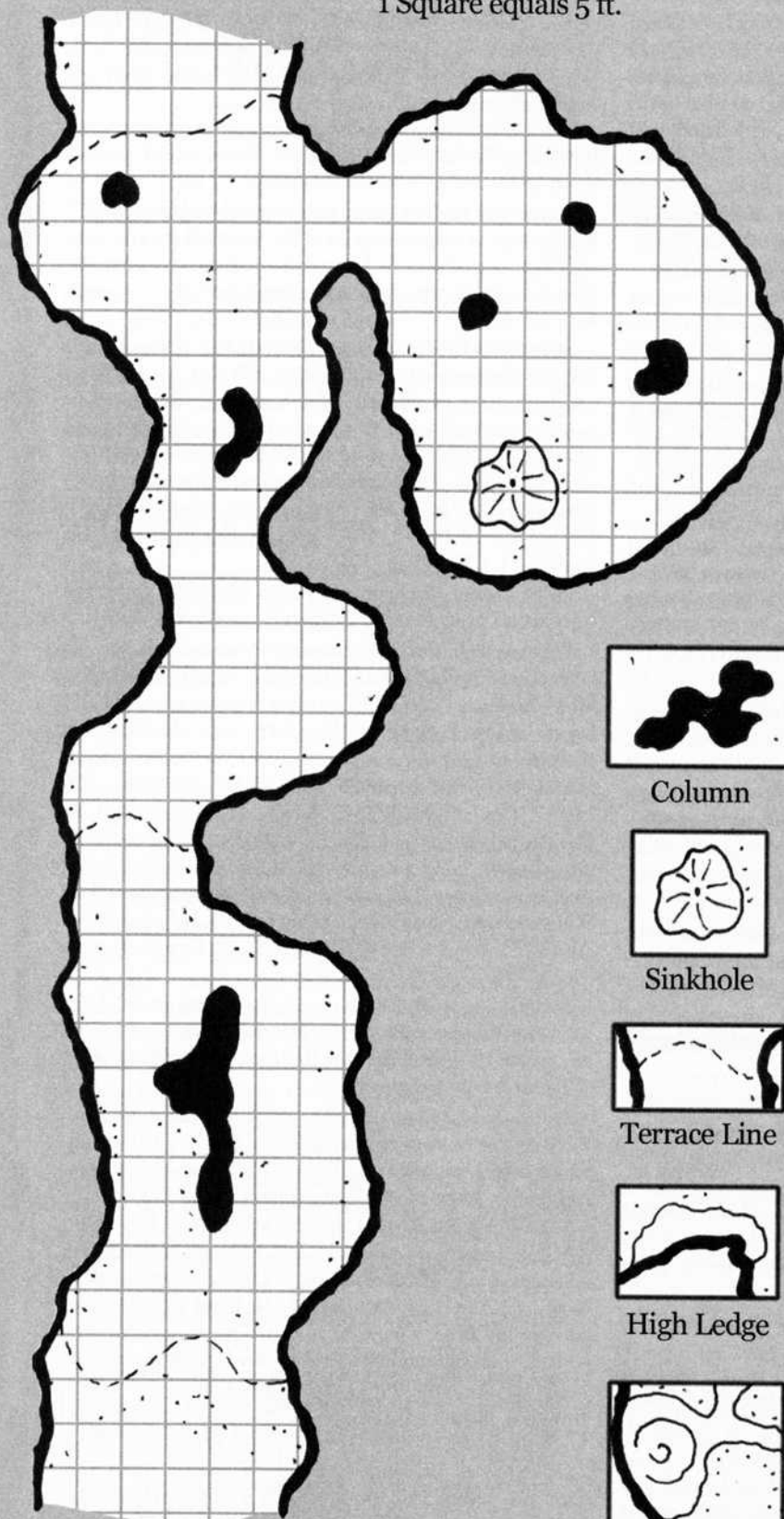
**Possessions:** Masterwork short sword, hand crossbow, 15 bolts coated in sleep poison (Fort DC 17 or fall unconscious;



# Sample Passages

1 Square equals 5 ft.

Orientation left to  
DM decision.



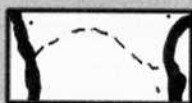
Sample Passage  
with Side Cave



Column



Sinkhole



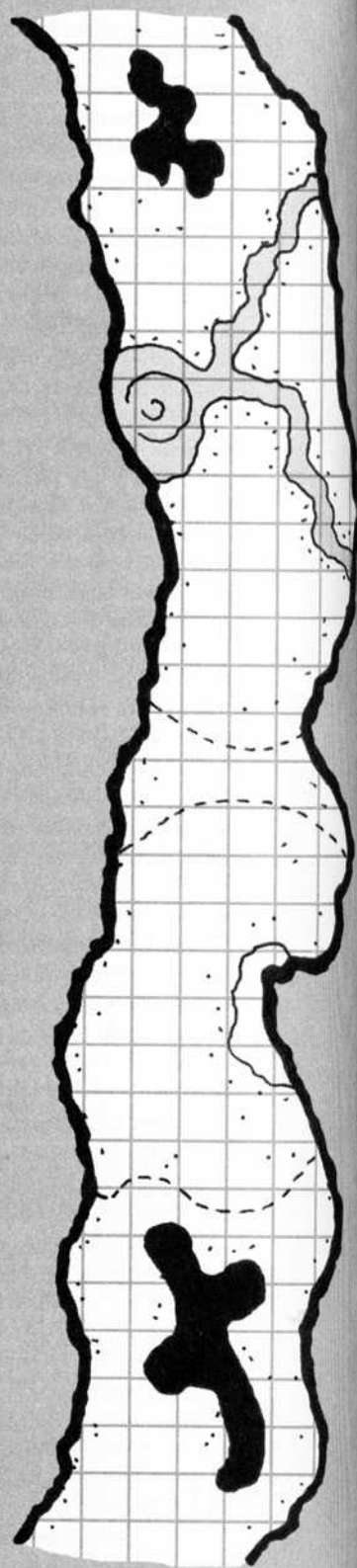
Terrace Line



High Ledge



Pool and Streams



Sample Passage



# Sample Primary Passages

1 Square equals 5 ft.



Columns



Stalactites



Stalagmites



Terrace Line



Rubble



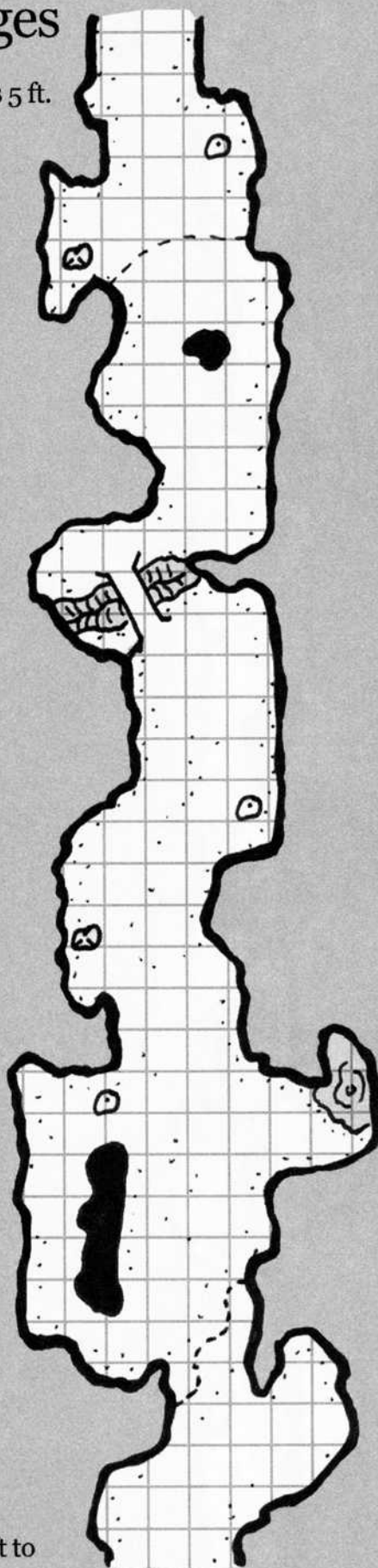
Crevasse



Bridge



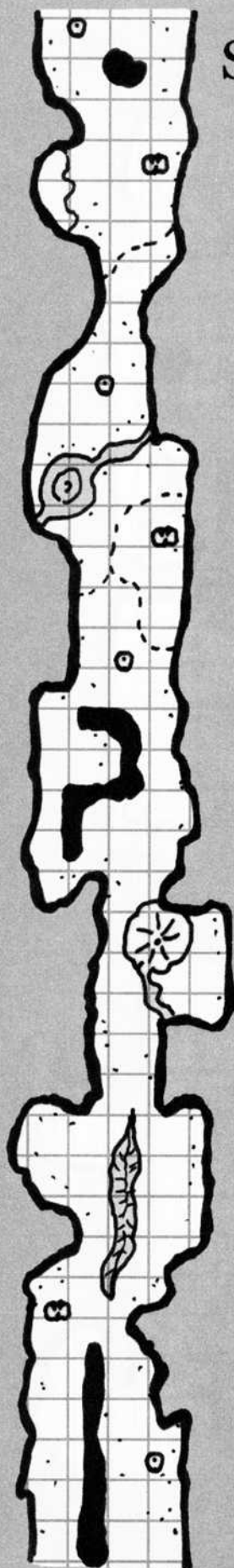
Pool



Orientation left to  
DM Decision

# Sample Secondary Passages

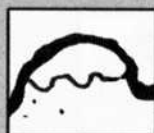
1 Square equals 5 ft.



Columns



Crevasse



High Ledge



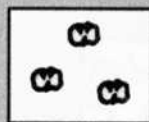
Pool with Stream



Rubble



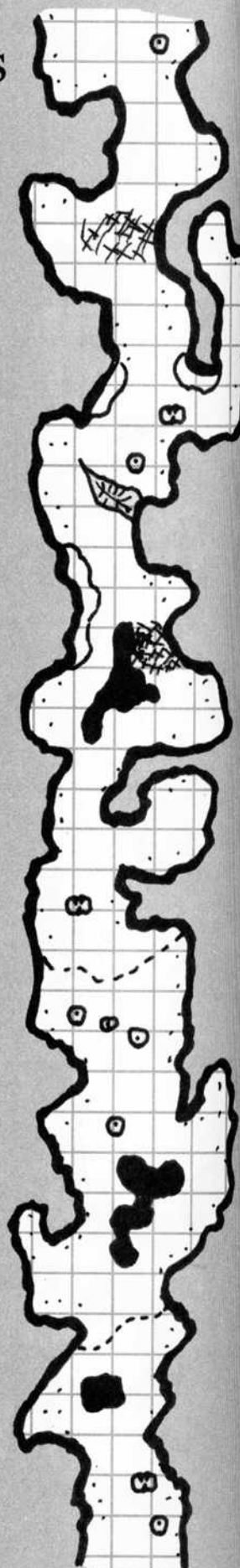
Stream into Sinkhole



Stalagmites



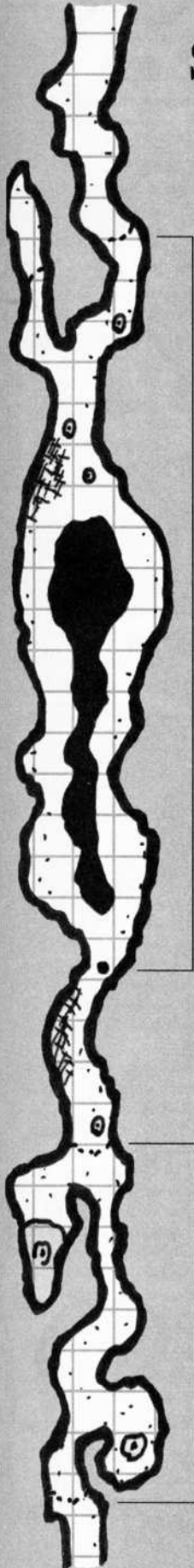
Stalactites



Orientation left to  
DM decision.

# Sample Tertiary Passages

1 Square equals 5 ft.



Falling Debris Zone

3 foot ceiling



Rubble



Terrace Line



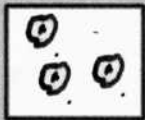
Pool



Sinkhole



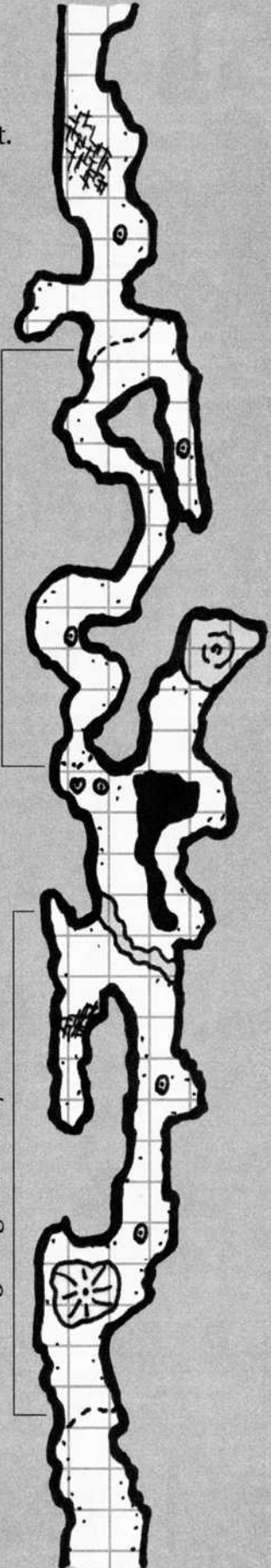
Stream



Stalactites



Columns



3 foot ceiling

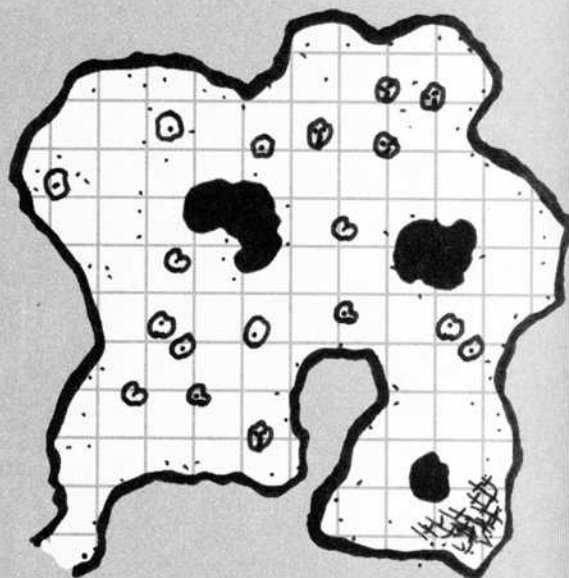
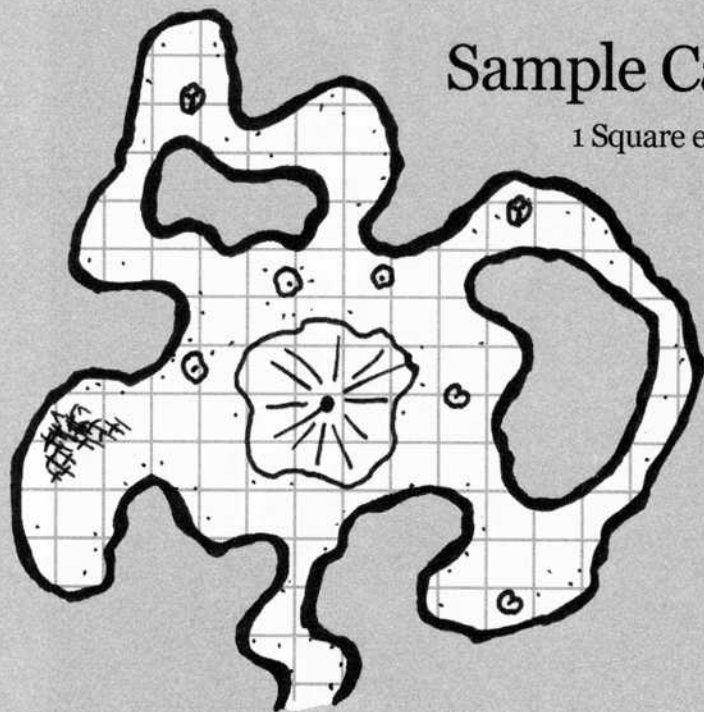
30 degree incline/decline

Orientation left to DM decision.



# Sample Caves

1 Square equals 5 ft.



Sinkhole



Columns



Rubble



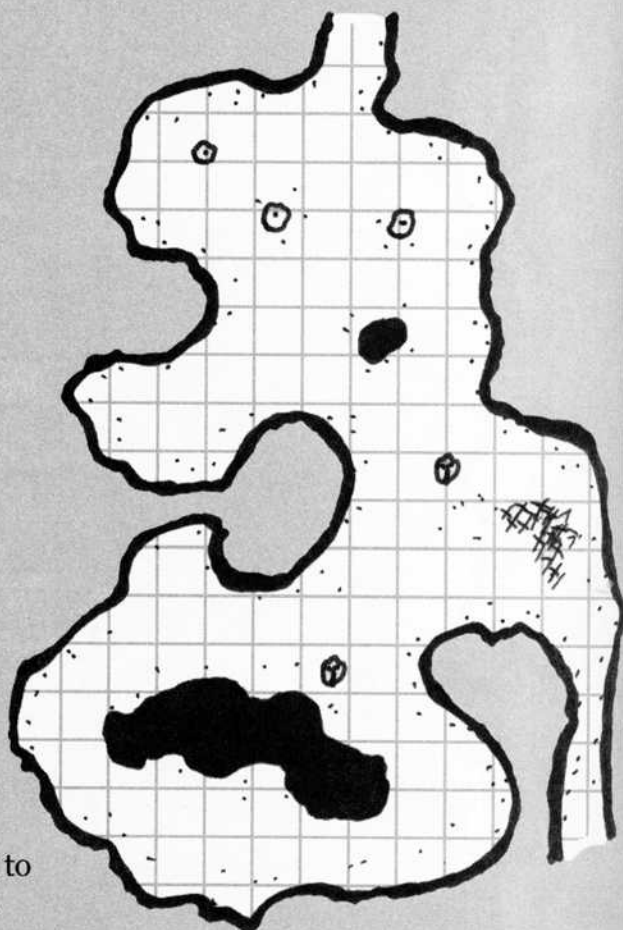
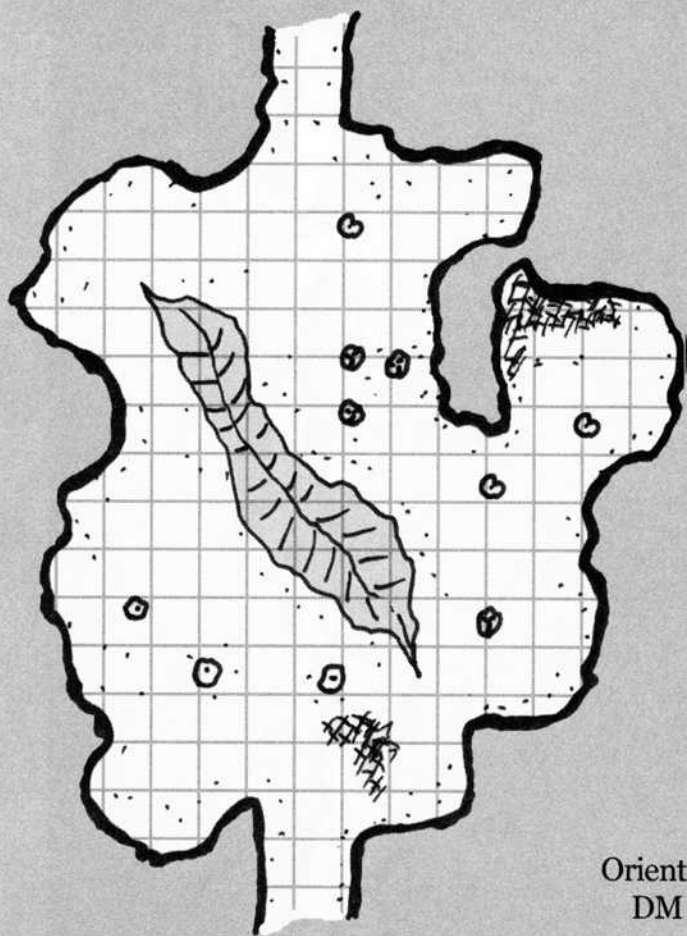
Crevasse



Stalactites



Stalagmites



Orientation left to  
DM decision.

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