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THE DOOM OF LISTONSHIRE

by Ari Marmell

A d20 adventure for 4 or more characters 5th level or higher



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Introduction

The Doom of Listonshire is a multiple-site-based adventure for parties of 4 or more characters, of 5th level or higher. Ideal parties should begin with a total of 20 to 26 levels and be balanced with respect to magic and combat. Much of the adventure takes place outdoors, so wilderness-oriented characters such as rangers and druids should prove useful. A cleric is particularly important to the events of this story, although parties without one can still succeed in accomplishing their objectives. Evil-aligned characters are not appropriate to this tale.

This adventure draws substantially on the creatures from Necromancer Games' *Tome of Horrors*. Use of this book is invaluable and should add substantial enjoyment to the game, but complete monster stats are provided for those who do not have it. See Appendix B: NPCs and Monsters of Listonshire for these entries. The monster stats given in this module may not match those in the *Tome of Horrors* precisely, as they have been updated to revised 3.5 edition rules.

The Duchy of Listonshire, in which the adventure takes place, stands at the edge of civilization, where much of the terrain is still wooded and untamed, and foul creatures lurk out of sight, just beyond the range of the guardsmen's crossbows. The province, and the wilderness surrounding it, can be placed just about anywhere in your own campaign, so long as its position at the very edge of the wilds is maintained. The deity Archeillus is left deliberately vague, so that you may either fit him into your pantheon or easily replace him with a deity of your own choosing. Place names, descriptions and cultural eccentricities can be altered to fit your own setting as needed.

Adventure Background

For generations, the Duchy of Listonshire has functioned, for all practical purposes, as an independent province, a kingdom in miniature. Sitting as it does so far from the heart of civilization, perched at the very edge of man's domain, few kings have ever felt it worth their attention. The duke pays his yearly taxes to his liege lord, and is otherwise left to rule as he will.

It has, for the most part, proven a most equitable arrangement. Listonshire has always been quite prosperous for its size. Its crops are healthy and abundant, providing more than enough to feed the people who live here with a surplus left every year for sale to other, less fortunate territories. The Edriss Mountains in the southwest have always provided adequate veins of ores and repositories of gems to keep mining a worthwhile (if not fabulously enriching) proposition, and the duchy's many forests provide substantial timber for use locally and sale elsewhere. Yes, Listonshire, despite the dangers of the surrounding wilderness, has

always been a good place to live, generous to those who are willing to work for their own betterment, and the betterment of all.

At least, it was. A little over a decade ago, all that changed.

The most recent Duke of Listonshire, a man by the name of Roderick, was a popular man among his people. Wise, kind and just, few who dwelt within his province had reason to complain. As with all just men, however, Duke Roderick made his share of enemies, men and women who have more interest in enriching themselves than in seeing justice done. One of them — not even the wisest wizards or most devout clerics the duke has hired over the years has been able to determine who — took his revenge in a most horrible manner.

Twelve years ago, Roderick was made the subject of a powerful, hideous curse. No minor malady this, but a blight of the worst order. It began small, with a turn of bad luck for the duke and his immediate family, but it did not stop there. In time, the entire duchy began to suffer. For years, the crops have not fared well; grains are sickly, and often refuse to grow at all. The mines of the Edriss Mountains seem to have given up all they intend, and no prospector has found more than the smallest vein of substandard iron in many a year. Accidents and illnesses have swept the duchy as never before in its history, and the people's prosperity has eroded away beneath a wave of misfortune and unforeseen expenses. Worse still, the monsters that were formerly content to remain beyond the borders of Listonshire, leaving the human population largely alone, have migrated inward, drawn by the malevolent power of the curse. Once-safe roads are now beset by humanoid bandits, and more than one of Listonshire's towns has suffered the violent raids of rampaging humanoids. The forests are no longer safe for those who would harvest the trees for timber, as creatures far deadlier than the occasional hungry wolf have appeared therein.

Today, Listonshire is a shadow of its former self. Vast portions of the people have moved to other domains, at times leaving entire abandoned villages behind. Those who remain live in fear and growing poverty, and as popular as the duke is, a creeping resentment spreads through his citizens, who have begun to see him less as the victim of this curse and more as its cause. Most of the soldiers who would normally be patrolling the roadways and doing their best to make the duchy safe once more have instead been recalled to the estates of their various lords and barons — the knights and other landowners who are vassals to Duke Roderick — to defend the homes and lands of the nobility.

INTRODUCTION

Several weeks ago, the curse finally came to a head. The wife of Connor, Baron of the neighboring province of Durneth and one of Roderick's most loyal vassals, gave birth to a child. Duke Roderick and his entire family, traveling from their own estate to Durneth for the infant girl's naming ceremony, were set upon by a band of ogres and slaughtered, leaving the duchy without an heir. Kendrick, Baron of the province of Shrievmar, far and away the most powerful noble of Listonshire beyond the duke's immediate

family, has stepped in. He intends to serve as regent, to keep the duchy running until he can legally be proclaimed the new Duke of Listonshire after a suitable period of mourning. He, his family, his retainers and his soldiers have moved from the Shrievmar estate into Castle Liston, and his own personal priest is handling the funerary affairs for Roderick and his family. For now, the bodies of the duke's family lie in state in the courtyard of Castle Liston — in closed caskets, as the ogres did a handy job of mangling the bodies —



where they will remain until their internment in the estate's family crypt.

Things are not, however, entirely as they seem. Father Barclay, the family priest who has served Kendrick of Shrievmar for many years, is growing concerned. He knows what nobody else outside Kendrick's personal circle knows: Two bodies are missing from the remains of Roderick's family. Neither Lady Darnelle, one of the duchess' maids-in-waiting, nor the Princess Linara, the duke's niece, were found with the others. Even worse, Baron Kendrick has apparently concealed this fact and made no effort to locate the missing, possibly because Linara, though barely more than an infant, would be the rightful heir to the duchy and would thus prevent Kendrick from assuming the title of duke himself.

Father Barclay is at something of a loss. He cannot accuse his lord of deliberate falsehood. Even if he's right — and he's not certain he is — such an accusation with no proof could only bring charges of treason down on his own head. Nor can he trust any of the locals to carry out a search, for he runs the risk of speaking to someone more loyal to Baron Kendrick than to the truth. No, his only recourse is to find outside help, brave men and women who he *knows* have no connection to Kendrick or any other local lord.

A party of traveling adventurers, if they can prove their trustworthiness, might be just what he needs...

DM's Background: What Really Happened

Baron Kendrick's treachery goes far deeper than even Barclay suspects. The ogres who slaughtered Roderick and his family were not random monsters drawn by the power of the curse; rather, Kendrick hired them and arranged for them to massacre the duke's entire traveling party. He knew they would simply be dismissed as another byproduct of the curse, like so many other creatures who have flooded the duchy in recent years, and that few would delve any deeper into the matter.

Also unknown to Barclay, Kendrick does indeed have a search party combing the domain for any sign of Lady Darnelle and Princess Linara. Led by Balthus, one of Kendrick's most trusted men, their objective is not to rescue the fugitives, but to ensure that they join

the duke in the hereafter. Fortunately, they have had, as yet, no luck in locating their quarry.

In point of fact, Lady Darnelle was able to escape the ogre assault, fleeing with the young Linara on a warhorse belonging to a guardsman slain in the initial onslaught. At first, like everyone else, Darnelle assumed the attack was just a tragic culmination of the curse. However, when it became clear that the ogres were staying between her and the road back to the duke's estate, when they continued to pursue her despite her lack of valuables, the sharp-minded maid-in-waiting realized that she — or more likely, Linara — was the true target. Riding hard, she was able to put some distance between her pursuers and herself, but she knew her reprieve was temporary at best. Leaving Linara with a peasant family in the village of Brond, she led the ogres on a long chase through the duke's lands. When they finally caught up with her, she knew beyond doubt that she was dead, but also that she'd successfully led them off Linara's trail. She died in fear and pain, but triumphant nonetheless.

In order to prove completely successful at their own endeavors, then, the heroes must accomplish the following goals:

- Locate the body of Lady Darnelle, the only one who knows where Linara is, and communicate with her spirit (or bring her back to Father Barclay, if they themselves are unable to do so).
- Using the above information, locate and retrieve Princess Linara.
- Locate the enchanted familial signet ring that all members of the duke's family wore. Because the ring's protective qualities (intended to guard against the curse) only function for blood relatives of the duke, the ring can prove that the child is, in fact, Linara — a fact Baron Kendrick certainly disputes when she is returned. Darnelle took the ring when she left Linara in Brond, so it could not be used to identify her to her pursuers, and it was then in turn stolen from her body.
- Learn, either from the ogres or from Balthus' thugs, that Kendrick himself was responsible for the attack on Duke Roderick.
- Finally, using the information gained from all these sources, the party must return Linara to Castle Liston and expose Kendrick's treachery.

Additionally, the party encounters several events and subplots unrelated (or only peripherally related)

Location of Darnelle's body and ring

d10 die roll	Location of Darnelle's body	Location of Signet Ring
1–2	VI–6 (among lacedon refuse)	II–1 (in a dead orc's pouch)
3–4	VII (deep in the well)	IV–1 (on the dead ogre under the water)
5–6	IX–20–B (in a dungeon cell)	VIII–1 (in Rilby's possession)
7–8	X–10 (atop the wooden walkway)	XI–3 (on one of the centaurs)
9–10	XI–2 (in the care of the nereid)	XII–10 (in Lothru's possession)

to their main quest, which they may or may not choose to pursue. These are not integral to finishing the adventure, but they do gain the heroes additional treasure and experience, and may provide information useful for completion of the main story.

Lady Darnelle and the Signet Ring

Unlike most published adventures, *The Doom of Listonshire* allows the DM to take advantage of the fact that random chance played a substantial part in recent events. Lady Darnelle deliberately doubled back and chose random paths when trying to lead the ogres away from the village of Brond. As such, the ogres might have finally caught up with her at any one of several locations.

Similarly, one of several ogres might have stolen Linara's signet ring from Darnelle's body, and might have ended up in various locations, or having met various fates. The ogres have elected to remain in the region now that their "job" is completed, and several have fallen prey to other, stronger monsters.

Before the adventure begins, the DM may either roll twice on the chart below to determine where Darnelle's body and the ring are located, or else choose whichever location he prefers. Roll 1d10 to determine the location of Lady Darnelle's body, and again to determine the location of the ring. The ring and body cannot appear in the same chapter, so reroll one result if they both appear in Chapter XI: The Greentail Wood. (To make the longest potential use of this adventure, and to make things as challenging as possible for the PCs, DMs who decide to place the ring and the body deliberately, rather than rolling, should consider placing the body in the haunted forge in the village of Abrolon, area X-10, and the ring with the ogre mage in area XII-10.

Module Organization

Unlike most site-based adventures, *The Doom of Listonshire* focuses on a great many smaller locations, rather than on one or two larger complexes. The entirety of the lands claimed by the duke's family line — in effect, the single largest duchy in the province — serves as the location for the story. Within that larger framework, the heroes may find their way to a dozen specific sites, each of which can provide some clue, activity or at least excitement. Some are integral to the main story, others are entirely incidental, but all provide opportunities for adventure. Other than the adventure's starting point, the heroes can visit these locations in almost any order.

To facilitate this form of story and make the DM's job as simple as possible, the module is divided into multiple chapters. This Introduction provides the DM with all the necessary background, as well as providing character hooks and means of involving the party

in the events to come. Chapter I: Castle Liston and the Liston Estate through Chapter XII: The Ogres' Cave portray the 12 primary locations the heroes can explore, presented in the same order in which they are numbered on Map One: Liston Estate and Beyond. Chapter XIII: The Conclusion portrays the events that occur once the heroes have returned to Castle Liston. The culmination of the story depends strongly on which of their goals the party did (or did not) meet. Finally, Epilogue: A Parting Gift from the Archfiend, allows the DM to hit the PCs one more time when they least expect it, and to remind them that no good deed goes unpunished — or forgotten.

The DM may wish to consider photocopying Map Two: Liston Estate Players' Map, so that she may hand it out when appropriate.

Treasure

Listonshire is far from civilized lands, and has a rich and troubled history only touched upon in this module. One of the consequences of this isolation is the creation and presence of magic items unknown in other regions. A great many of the magic items appearing in this module are brand new. These are marked with a dagger (†), and are defined in Appendix C: Magic Items of Listonshire.

Character Hooks

DMs should give some thought to providing campaign-related reasons for the PCs to be in, or at least near, Listonshire. Located on the edge of civilization, perhaps the heroes are passing through in search of adventure in the monster-infested wilds. If the DM has the opportunity to introduce Listonshire into her campaign before beginning this story, a PC may have a friend or relative in the area — or even come from here himself — and thus feel the need to pay respects to the deceased duke. Perhaps the PCs are hired as caravan guards or bodyguards for a nobleman or merchant who wishes to travel to Castle Liston and attend Duke Roderick's funeral.

Alternatively, the PCs may be attracted to Listonshire itself, having heard rumors of the foul curse that plagues the duke's family and the monsters that have made their homes here as the result of that curse. Maybe they seek only to slay monsters and make the duchy safer for the common man (and grow wealthy in the process), or perhaps a stout-hearted party actually intends to find some means of breaking the curse itself, a malediction that has withstood the efforts of dozens of hired clerics and wizards to date. If the DM prefers this approach, she should plant rumors of the curse and the monsters in her campaign prior to running this adventure.

Beginning the Adventure

If the heroes have come to pay their respects to the duke and his family, or are accompanying someone who is, they most likely go straight to Castle Liston. Alternatively, if they are staying in a local inn — perhaps the Road's End (Chapter XIII) or the Butter Churn Lodging in the village of Brond (Chapter V) — they may be approached by a stranger who informs them that someone at Castle Liston might be able to use their services, and is willing to pay. If they are interested, they should travel there and pay their respects to the duke, and should say nothing to anyone of their purpose. If they seem suitable to their prospective employer, he contacts them. The stranger does not answer any further questions, and flees if attacked or otherwise confronted. (This is simply a messenger hired by Father Barclay, one of several who are scouring the inns and stops along the road, seeking outside adventurers. Other than the identity of his employer, he has no information of value.)

In any case, the party eventually travels to Castle Liston, where they find themselves speaking with Father Barclay. How long and detailed the journey across Listonshire proves is up to the DM.

The DM may, if she prefers, simply inform the party that they have arrived safely at the castle, after passing through an obviously depressed and impoverished Listonshire. If she'd rather go through specific locations, however, she should consult the appropriate chapters as the party moves up the road through the duchy. The DM should, however, avoid having the PCs involve themselves with any of the module's major encounters until they have accepted Barclay's proposal.

In any event, the adventure truly begins once the party reaches the castle; proceed to Chapter I: Castle Liston and the Liston Estate.

Encounter List

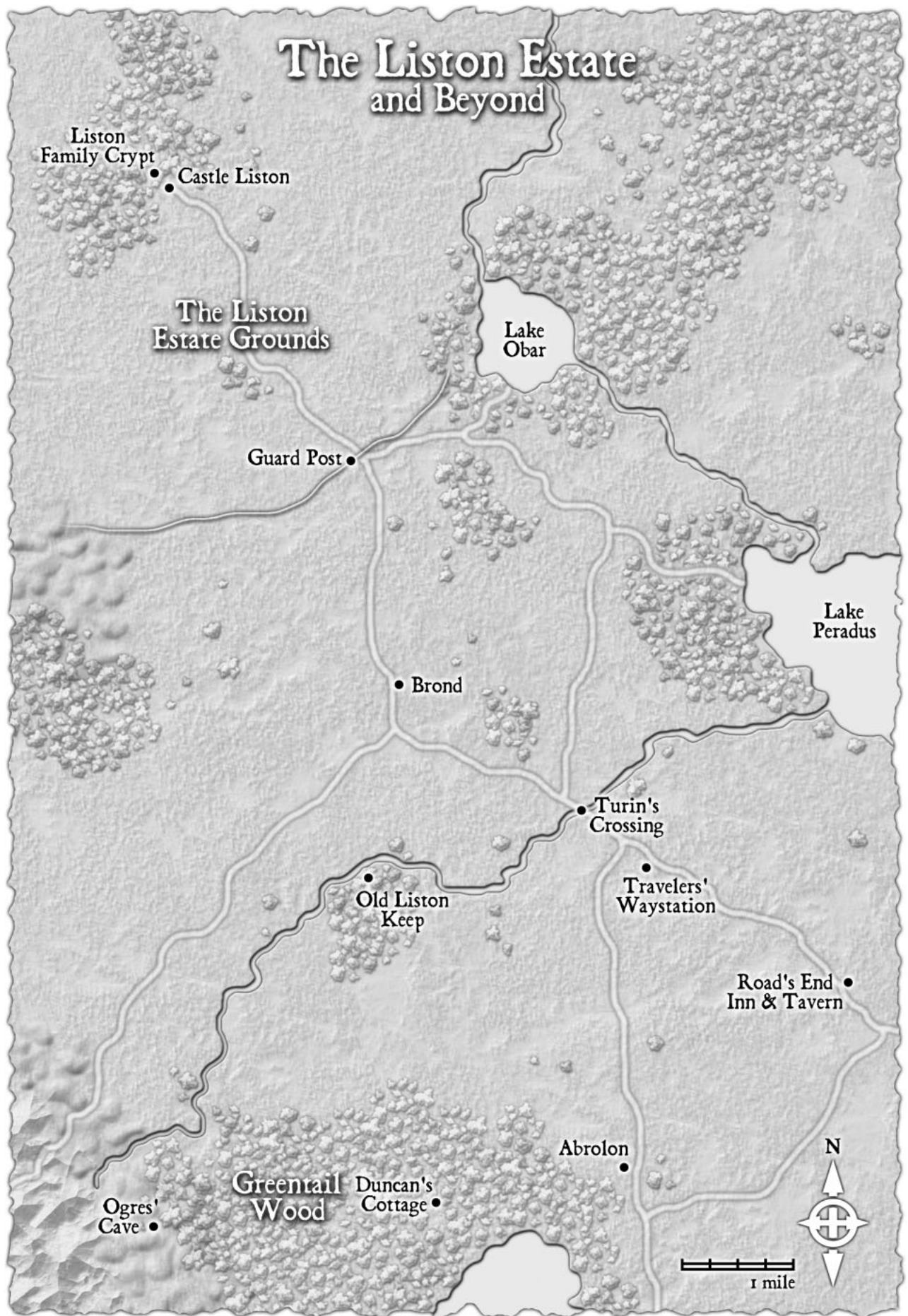
The following table lists the fixed encounters the PCs may run into during their adventures in Listonshire. Note, however, that this chart is not complete. The party almost certainly faces a great many random encounters, that are not accounted for here. Similarly, their own actions may alter the way in which they meet some of these creatures. For instance, several of the battles with the ogres in Chapter XII might occur all at once, for a single larger encounter, rather than a number of small ones. The drench may be encountered in its lair or outside it, changing the EL of the struggle. At the same time, it may be encountered more than once, and the DM may decide not to give full XP for each time after the first until and unless it is permanently destroyed. NPCs and creatures intended as allies or noncombat-

ants are not listed here, as the PCs are not expected to battle them; if an unexpected encounter occurs, the DM should adjudicate it as best he sees fit. The DM should read the module thoroughly, for a better understanding of how these encounters flow.

A party of four characters of 5th level can probably expect to gain three levels over the course of the events of *The Doom of Listonshire*.

Fixed Encounters in Listonshire

Location	Encounter	EL
I-E-2:	2 coffer corpses	5
II-2:	Troll	5
II-4:	3 orcs	2
III-2:	Hangman tree	7
IV-1:	Drench	5
IV-2:	Drench	6
V:	A Hunt in the Woods	3
VI-3:	Decapus	3
VI-4:	Gar	3
VI-5:	Green slime	5
VI-6:	4 Lacedons	4
VII-1:	Mimic	5
IX-Varies:	2 skulk rogues (5 times)	5
IX-Varies:	2 sneakier skulk rogues (3 times)	7
IX-3:	Arrow trap	1
IX-4:	2 skulk rogues	5
IX-5:	Centipede swarm	4
IX-5:	2 sneakier skulk rogues	7
IX-7:	Needle trap	3
IX-7:	2 skulk rogues	5
IX-9:	Centipede swarm	4
IX-17:	4 monstrous spiders	6
IX-18:	Poison dart trap	4
IX-20:	2 skulk rogues	5
IX-21:	Wall blade trap	1
IX-23:	Skulk queen and sneakier skulks rogue	8
IX-25:	2 skulk rogues	5
IX-27:	Black pudding	7
X:	Erland's ghost	8
X:	Greater barghest	5
XI-3:	Quickling and 3 centaurs	6
XI-4:	Fen witch and 3 quicklings	7
XII-1:	2 ogres	5
XII-2:	2 ogres	5
XII-5:	Ogre	3
XII-7:	3 ogres	6
XII-8:	Ogre chieftain and ogre	7
XII-10:	Ogre mage	8
XII-14:	Destruction trap	8
XII-15:	Wraith	5
XII-17:	4 green guardian gargoyles, possibly with illusions	8
XIII:	Encounter with Balthus	8



Chapter I: Castle Liston and the Liston Estate

The grounds of the Liston Estate are substantial, consisting of green grasses, the occasional copse of trees (including that in which Castle Liston was constructed), and thriving patches of cultivated farmland. Still, even casual examination reveals that the estate is not what it once was; many patches of ground lie fallow, some just beside thriving crops. The highway has clearly seen substantial use of late, and many poor vendors, desperate to hawk whatever wares they can to passing travelers, appear here and there beside the main road. The DM should reference Map Three: Castle Liston Grounds, Map Four: Castle Liston, and Map Five: The Liston Family Crypt for this chapter.

I–A: Castle Liston

As the party approaches Castle Liston itself, it becomes obvious that the duchy is deep in mourning. The ensign of Listonshire — a steed rearing upright upon a forest background — now flies second-highest, beneath pennants of solid black. Castle staff are clad in black, and even the guardsman clad in chain wear black sashes across their tabards. Only on the castle's central minaret does a more colorful standard fly: a sil-

ver wolf on deep blue, the ensign of Lord Kendrick, Baron of Shrivemar. If any of the characters are local to Listonshire, a DC 15 Knowledge (local) check is sufficient to identify the various symbols. If none are locals, any of the guards or guests is willing to explain their meaning.

The castle itself is surrounded by a stone curtain wall; the wall occupies seven sides of an octagon, with the wide castle gate occupying the southeastern side. Though built to withstand even a lengthy siege, the thick wooded doors and heavy bronze portcullis now stand wide open, to admit an entire duchy's worth of mourners into the castle courtyard. Steely-eyed guards with halberds and heavy crossbows stand between the two watchtowers, oblivious to the waves of noise that wash constantly over them as people move in and out. The crowds today are far smaller than when the bodies of Duke Roderick and his family were first laid in state, but the courtyard still holds upwards of two dozen mourners at any given time.

Remember that only the courtyard (area A–1) and the pavilion (area A–2) are officially accessible to the public. Should a PC attempt to enter another area without invitation, an escort, or a pass, he is met by



armed guards who inform him, politely but firmly, that entry into the area is prohibited. Most players are probably wise enough not to fight their way in, but should they try, Castle Liston's guards are all 5th level warriors. Over a dozen enter combat from various points in and around the courtyard on the first round, with another 6 sniping from the walls with crossbows. An additional 2d6 guards arrive every round thereafter until the castle's entire complement of guards — 48 of them in all — have arrived. PCs who are arrested are thrown into the dungeons and must either escape or somehow talk their way free, an entirely new challenge beyond the scope of this adventure.

Of course, if the heroes are simply patient, they find their way clear soon enough...

Note that only the first floor of the keep is mapped; the upper floors consist entirely of living quarters, bathing chambers, and the like.

Castle Liston Guards: male or female Human War5; hp 32 (average); see Appendix B: NPCs and Monsters of Listonshire.

Story's End

This chapter, as written, assumes that the PCs are either just beginning, or are still engaged in, the events of this tale. Once they are prepared to end the story, either by confronting Kendrick and returning Princess Linara, or by deciding that they have failed and will be unable to do so, the DM should reference Chapter XIII: The Conclusion, even though the heroes have returned to this location.

A-1: The Courtyard

This wide open space is floored with packed dirt and absolutely covered in hoof- and footprints. Dozens of mourners from all over the duchy flow in and out through the main gates, most of them congregating in the pavilion (A-2). Guards patrol the yard, ensuring that things stay calm and relatively quiet. Additional guards walk the curtain wall, observing those inside and outside the walls with a practiced eye and a loaded crossbow. Every window of the castle that can be seen from the courtyard boasts black curtains. Black roses and other flowers of mourning are strewn about every visible surface. The air smells of loam, roses, and the faintest traces of a distant rain.

In the middle of the courtyard, positioned slightly closer to the front gate than to the inner keep, is a massive pavilion, a silken tent 10 feet by 20 feet. It is open on both its narrower ends, and a slow but steady trickle of mourners and guards walk in and out.

A-2: The Pavilion

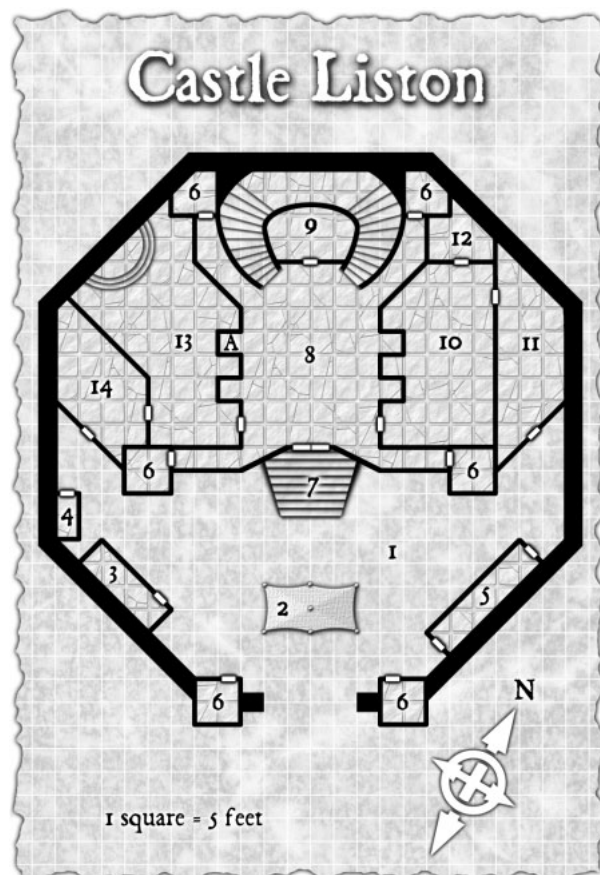
A single sentinel stands at each of the two entrances, but this is apparently an honor guard only, as they are making no effort to keep people out.

Within the pavilion, on a stone bier that occupies all but a small portion of the tent, lie the caskets of Duke Roderick and his family. Due to the damage done to their bodies, the caskets are all closed. The lids are carved to resemble the faces of the deceased, so that all who come can see the noble family one last time. Several guards stand within the tent, to ensure that none of the caskets are disturbed. The caskets are carved of the finest woods; several abstract designs and symbols surround the faces, and these are filigreed in brass. (Tradition states the filigree should be gold, but Listonshire, having suffered for so long under the curse, is no longer rich enough to do so.) Even should the PCs prove gauche enough to disturb the caskets, they are arcane locked at 9th caster level.

Along the southeast wall of the tent is embroidered the holy symbol of the god Archeillus, patron deity of the Liston family.

If this is the party's first visit to the pavilion:

Beneath that symbol stands a man in priestly vestments. His long brown hair is thinning on top, and just beginning to fade to gray, but his voice is as sonorous and carrying as that of a parade marshal. This is



Father Barclay, current priest to the Baron of Shrievmar and his family. Barclay's eyes narrow in thought as he spots the PCs, and he swiftly wraps up his prayers and turns the service over to one of his under-priests. He makes his way through the mourners, blessing each one, and as he reaches the first PC he whispers, "I would speak with you, when you have finished paying your respects."

Once the party steps outside, he waves for them to accompany him and proceeds to his living quarters, area A-4.

If this is not the party's first visit to the pavilion:

Either Barclay (25% chance) or one of his under-priests (75% chance) is conducting the ongoing service of mourning, but they do not react in any special way to the presence of the PCs. Should the party have returned to Castle Liston to speak with Barclay, they must either wait for him to complete his portion of the service (if he is here) or locate him elsewhere.

A-3: The Servants Quarters

Even if the PCs manage to sneak in here, there is little worth noting. Crammed together in this long chamber are the bunks, stacked three high, in which most of the castle's servants sleep. (The remainder, those who serve the ducal family directly, reside on the unmapped second floor of the keep.) During the day, only 1d4 servants are asleep herein; at night, the room is packed. Should the characters really make a concerted effort at robbing the place, they can find a grandiose 2d20 copper pieces, and the equivalent value in goods.

A-4: Father Barclay's Quarters

This tiny room — almost more of a penitent's cell — serves as the sleeping quarters for Father Barclay, chief priest to Lord Kendrick's family and now, if the Baron of Shrievmar has his way, to the new Duke of Listonshire. The room contains nothing but a sleeping cot, a tiny writing desk with an oil lamp, and a single chair.

If the heroes have been invited here by Father Barclay after their first visit to the pavilion:

The aging priest leads the party into the room, squeezing them all in (even if it means pushing furniture to the side, or even stacking it), and shuts the door. "My name is Father Barclay. I apologize profusely for the cramped conditions," he offers, "but I fear this is the only place where it may be safe for us to talk." He squeezes past the PCs and gathers up several old tin cups and a jar of wine, offering them each a drink.

"I am now going to cast a spell," he continues, "that will alert me to any deceptions spoken in my presence. I beg forgiveness if this offends you, but I have little choice. If any of you care to do the same, to ensure mutual honesty, I shall not object."

If the PCs object, Barclay simply refuses to discuss anything further until they change their minds. He is willing to swear that he will ask them no questions that do not directly bear on his current plight, but insists that the spell is essential.

Assuming the PCs eventually acquiesce, Barclay casts *zone of truth*, and grants them a moment to do the same if they so choose. He then looks at them quite seriously, and begins.

"I approached you," he says, "because I know you to be travelers, uninvolved with the politics of Listonshire. Nevertheless, to be absolutely sure, I must ask you in no uncertain terms — do you hold any allegiance to any of the nobles of Listonshire, or their allies?"

Barclay is, of course, attempting to make certain the heroes are not loyal to Lord Kendrick, but he's not willing to just come out and say that until he has their truthful answer to the more general question. If any of the PCs are vassals or subjects of one of Listonshire's barons (if, for instance, the DM has worked Listonshire into the campaign previous to this adventure), Barclay continues to question them indirectly until he's certain they do not serve Kendrick or one of his immediate allies.

Once he's satisfied, Barclay relaxes visibly. "I am glad to see my judgment has not totally abandoned me, though there are days in which I feel as foolish as a newborn. Allow me to tell you, briefly, what has happened here in Listonshire."

At this point, Barclay reveals to the PCs the background information regarding Duke Roderick, the curse, the slow decline of Listonshire, and the final tragic fate of the duke and his family. Read or paraphrase the information provided in the "Adventure Background" section (but *not* the "DM's Background," of course) of the Introduction. *However*, Barclay and the others do not know the duke was slain by ogres, only that *some* sort of raiding party did the deed. Barclay becomes particularly distraught when he repeats his suspicions regarding his lord, Baron Kendrick.

"I have served this man for years," he repeats, his voice quivering. "He is a hard man, I have known that. But this is the first time I have feared him to be an evil one. If Princes Linara and Lady Darnelle yet live, and my lord is covering that fact, it can only be out of ambition, because he seeks the duchy even at the expense of two more innocent lives." He looks at the party with pleading eyes. "I am not a strong man, my friends. I have done much in my life for which my

deity Archeillus will berate me when my time comes to meet him. But I cannot allow a child and an innocent woman to be lost, nor a potential usurper to take the duchy.

“Will you help me? Will you help us?”

If the PCs ask about payment, Barclay tells them, “I can personally offer only a pittance, scrounged together from the meager funds available to me as Kendrick’s head priest. It amounts, I fear, to little more than 200 gold coins for each of you. However, should you succeed in locating and returning Princess Linara — and ensuring her safety from Baron Kendrick — I could then petition to reward you from the duchy’s resources. Listonshire’s treasury is not what it once was, but we could offer you some additional monies, and possibly grants of land.”

Barclay cannot tell the party exactly how much more money they might receive, as he does not know what remains in the treasury, but he assures them it will be as high an amount as he can possibly arrange. No amount of negotiation on the party’s part increases the amount offered; Barclay simply doesn’t have any additional funds. He makes it very clear, however — whether or not the heroes negotiate — that he is willing to help them out magically when possible. He cannot travel with them, but if they wish to return to him for healing or other magical support, he does his best to accommodate them.

Assuming the heroes agree to this task, Barclay supplies the following additional information (which can be either delivered unasked for or drawn out by PC questions).

- Princess Linara is only a few years old, and Baron Kendrick may challenge her identity. She wears, however, a magic ring bearing the stallion seal of the Liston line. Enchanted to provide some protection from the curse, the ring functions only on a member of the Liston family, detecting as powerful abjuration magic when worn by one of them, but only faintly when worn by anyone else. This may be used to prove the princess’ identity.

- The wilds of Listonshire are growing ever more dangerous by the day. It is possible that the curse ended with Duke Roderick’s death, but if so, the monsters have certainly not yet departed. The party can expect to face many dangers if and when they stray from the main road.

- Barclay has no idea where Linara might be. His attempts at various divinations have revealed only a single enigmatic hint. “Look to the departed, both recent and long, for only they can set your feet upon the path.” The priest has already secretly spoken with the bodies of Roderick and the royal family, and they were unable to provide him with any useful information. “I had hoped,” he tells the party, “to sneak into the Liston family crypt, and speak with others long

dead, but that has proven... difficult. One of the many problems we have faced in recent days, as a result of the curse, is a strange haunting of the crypt. Several of my under-priests, and a few servants, have been chased from the crypt by some sort of phantom, and one poor groundskeeper never returned from the crypt at all. The common folk believe that Duke Roderick and his family are lying in state for an unusually long period of time so that all who wish to come and mourn may do so. This is only partly true; in point of fact, my under-priests and I rather fear to enter the crypt. Our normal powers of banishing undead have proven useless against these spirits. We have managed to keep everyone out of the crypt with claims that we are preparing it for Roderick’s burial, but the situation cannot last. I fear that if we are to question ‘the departed’ regarding Princess Linara, you must first find a means of clearing the crypt.” The crypt is located directly west of Castle Liston, some short ways beyond the bounds of Map Three: Castle Liston Grounds. The priests have been keeping the crypt locked, but Barclay is willing to lend the party a key to the main door.

Barclay answers any further questions to the best of his knowledge, but he knows little else of value. Once the heroes are ready to continue, he hands each of them a small ceramic badge with the wolf ensign of Shrievmar embossed into it. “These will grant you passage into and out of Castle Liston, beyond the courtyard, so that you may find me if I am in my quarters, or the temple, or elsewhere than the pavilion. Do not abuse these, however; you will still need to explain your presence wherever you go. The upper levels of the castle contain living quarters for the noble family and their servants; do not go up there, for you can have no valid reason for being there. If questioned, tell Baron Kendrick’s soldiers that I have employed you as messengers and couriers to other temples in the duchy, making last-minute preparations.”

If the party contains a cleric, Barclay also gives them a scroll, containing *cure serious wounds* and two uses of *speak with dead*. “I can cast these spells for you as well, if you can return here,” he tells them, “but this will hopefully save you the time and effort of doing so.

“May Archeillus, and whatever deities you worship, watch over you, my friends. An entire province is counting on you.”

If this is not the party’s first visit with Father Barclay:

During the day, Barclay can be found in his quarters 15% of the time; at night, he is almost always here (90% chance). If present, Barclay gladly aids the party in whatever way he can. If he is not here, the tiny chamber is empty and meticulously neat. Should the

PCs track him down elsewhere in the castle, he arranges to meet them back here as soon as he has fulfilled his current duties. (In an emergency, he may come with the party immediately, but only if someone's life depends on it.)

Father Barclay: male Human Clr5; hp 33; see Appendix B: NPCs and Monsters of Listonshire.

A-5: The Soldiers' Barracks

Much like the servants' quarters (A-3) but larger and more meticulous, this long chamber contains the bunks that house the guards on staff at Castle Liston. Each of the two entrances is manned by a single guard, and no fast-talking on the part of the heroes, even if they have badges from Father Barclay, gains them entry. Should the party fight or sneak their way in, 2d6 guards are asleep here at any given time. The room contains numerous halberds, short swords, crossbows, bolts, and suits of chain mail, but otherwise little of value.

A-6: Guard Towers

Each of these six towers is more or less identical. Ten feet on a side, the bottom level consists of a single room with racks of extra short swords, halberds, heavy crossbows, and bolts. A ladder leads up 40 feet to the roof, where two guards are constantly on watch. The roof contains several yards of canvas, for use as a tarp when it rains, and a powerful lantern. Four of the six towers also provide access to the walkway atop the curtain wall.

A-7: The Main Entry

This wide flight of stone steps leads up to an enormous set of double-doors, carved of oak and bound in bronze. Carved into the doors is the Liston family crest, the rearing steed — and life-sized, no less! Four soldiers stand guard here at all times, and permit the party to pass only if they have badges from Father Barclay, or can otherwise prove that they have official and legitimate business inside the keep.

A-8: Ryan's Hall (The Great Hall)

Named for the first lord of the Liston line, this massive hall is adorned with many fine paintings, sculptures, and tapestries, many of which represent mythological and historical events. The floor is covered in a thick red carpet, and enormous chandeliers hang from the ceiling, blazing day and night. In four alcoves, two on each wall, stand suits of ornate full plate armor. At any given time, one of the suits of armor is actually occupied by a guard, identical to the warriors listed above except clad in full plate rather than chain. When the PCs first enter, the occupied suit is in the alcove marked A, but this can change on future visits.

Inside the Keep

Any time the party is within the keep proper (areas A-8 through A-14, and all but the south-eastern areas labeled A-6), the DM should roll 1d6 every 10 minutes. On a roll of 1, the party encounters a random patrol of 2d4 soldiers. If the party has Barclay's badges or other legitimate reason to be inside, the guards merely examine their credentials, ask if they need directions to a specific location, and allow them to pass. If, on the other hand, the party is inside the inner keep illicitly, they can expect an alarm followed by arrest.

Unless otherwise noted, all doors are constructed of good-quality wood, with hardness 5, hit points 15, break DC 16 (stuck) or 18 (locked).

Remember that he sees everything the PCs may do while in this hall, including possibly breaking into areas they don't belong. Enormous curved stairways, also carpeted in red and with brass banisters, provide access to the (unmapped) second floor. To judge solely by the great hall, one would never guess that Listonshire has suffered a run of bad luck of late.

The leftmost door (to area A-13) is abnormally wide and fairly ornate, though not sufficiently to match the entry to the keep itself. If the heroes are here during the day, the door is open, and voices can be heard from the other side. In the morning and evening, the room is silent, but voices can instead be heard from area A-10.

A-9: Supply Storage

Beyond this locked door (DC 18 Open Locks to pick) lies a room containing all the supplies necessary for the smooth running of a keep. Extra dishes and utensils, cleaning supplies, whetstones, locks and keys, cloth of all sorts, needles, thread, ladders, brooms, buckets, hammers, and other assorted tools and goods are neatly stacked on shelves or sorted into barrels. While the room probably represents hundreds of gold pieces-worth of goods, few single items (with the possible exception of fancy cloths or expensive china) are valuable enough to be worth stealing.

(Incidentally, this room is actually rectangular. The apparent curve shown on the map exists because the room sits beneath the upper portions of the curved staircases. The ceiling is rather low toward the front of the room, but quickly slopes upward to a normal height.)

A-10: The Dining Hall

This enormous hall contains an almost equally enormous table, capable of seating 20 people in luxury or over 40 if they're crammed in. This table serves

both the noble family and their guests, and the soldiers and servants, though never at the same time. In every case, the nobles eat first, receiving the choicest cuts of meat, best breads, and so forth. The soldiers and servants receive leftovers (which are always more than sufficient; the cooks prepare obscene amounts of food to take care of the castle's many occupants). If the PCs are in the castle in the morning or evening, there is a 25% chance that Baron Kendrick, his family, and his advisors are dining. If this is the case, Father Barclay is likely with them, and inaccessible until the meal is complete; no matter what identification they carry, the party is not permitted to interrupt the baron's meal by entering the room.

A-11: The Kitchen

This large room is constantly hot, smelly, and loud, even at night (though somewhat less so). It contains multiple stoves, several large fire pits, hooks and shelves and barrels and cabinets of every description, and anywhere from three to two dozen screaming cooks (male or female human Exp5) and cooks' assistants (male or female human Exp2). There is little the PCs could accomplish here, except get a brief preview of the castle's next meal, and are no doubt shouted out of the room by red-faced cooks within moments of their arrival.

A-12: Dining Hall Storage

This is the pantry in which dishes, glasses, silverware, tablecloths, extra seat cushions, and similar necessities of dining are kept. As with area A-9, the contents of the room added together are rather valuable, but few single items are worth stealing on their own.

A-13: The Audience Chamber

The closest thing Castle Liston has to a throne room, the Duke of Listonshire — or, as things stand at the moment, the Baron of Shrievmar — holds court in this chamber. A thin strip of red carpet runs a crooked course from the door to the dais along the western wall. This raised platform contains a large chair, ornate yet comfortable, wherein the castle's master hears petitions and hands out decrees. Four guards occupy the room at all times — two by the dais, and one in each of the two alcoves along the northeast wall — and a veritable swarm of servants, messengers, and advisor stand by to run errands or answer questions. The room is well lit by hanging chandeliers, and scented with a mild incense. If the heroes arrive during the day, the guards admit them if they have Barclay's icons or other proof of legitimate purpose; otherwise, the guards prevent their entry and attempt to arrest them. Baron Kendrick of Shrievmar spends much of each day holding court here; see

Chapter XIII: The Conclusion for the baron's stats. If Kendrick is holding court, Barclay may also be here (15% chance) as well.

If the heroes stay and observe Baron Kendrick in action, it becomes obvious that this is a hard man. Though his dictates are not unnecessarily cruel, he is quite harsh, making his rulings without thought for human weakness or mitigating circumstances. A man accused of theft is punished the same, for instance, whether he stole a pouch of gold from a merchant or a loaf of bread for his hungry children. When two farmers approach the duke to mitigate a dispute over some land that rests between their fields, Kendrick solves the problem by claiming the land for the duchy, granting it to neither. None of his decisions ever cross the line into overt evil, but he is clearly not a kind lord.

If the PCs are in the castle at night, the throne room is empty save for a single guard.

A-14: The Temple of Archeillus

The most notable feature of this room, other than the rows of cushions on which worshippers may sit or kneel, is the enormous stained glass window on the northwest wall. Panes of gold, crimson, and other bright colors form the holy symbol of Archeillus. Of course, the temple abuts the curtain wall of the fortress, and thus this can be no true window; instead, multiple *continual flame* spells cast on the wall behind the window provide the flickering and multicolored illumination. Strong but not overpowering incense fills the room, as does the occasional sound of tiny bells. A small raised podium stands beneath the window, and the other walls contain shelves with scrolls of prayers and hymns so that literate worshippers may follow along. Father Barclay is here much of the time (25% chance), leading a service or delivering a sermon of hope for the future — hope that Barclay himself does not truly feel any longer.

I-B: Groundskeeping Equipment Storage

Though built against the curtain wall, this 5 ft.-by-15 ft. structure is not technically a part of the castle, but rather a separate building entirely. It is filled with the equipment necessary for the various landscapers, gardeners, and other servants to maintain the grounds of the estate. During the day, the party has a 15% chance of encountering one of the groundskeepers (male or female human Exp3 to Exp5). Any of them are glad to talk to the PCs (Diplomacy or Gather Information with a mere DC 10), and speak to them of the curse and other rumors. The PCs can pick up no specific details that Barclay cannot give them, but they may learn that Lady Darnelle (the missing maid-

in-waiting) was very well liked and considered by most to be very intelligent, and that the servants are not especially fond of their new lord (though they won't speak out against him directly).

I—C: The Stables

The horses who serve the masters and servants of Castle Liston are kept and tended here. Mounts belonging to guests are also stabled here, possibly including those of the PCs. The stable itself is a rectangular structure, approximately 25 ft.-by-45 ft., filled with stalls and equipment. The northern portion of the stable, walled off from the rest, contains the ducal carriage. A small two-story structure protrudes from the eastern corner of the stable.

A small family by the name of Abberdine — an old man, his daughter, the daughter's husband, and their children — tend the stable, as their family has done for the Liston line for five generations. None of them (male or female human Exp3 to Exp5) are especially communicative right now, as they are all worried about the new lord, wondering if he is going to turn them out and place his own people in charge of the stables. The family sleeps in the second floor of the small additional structure, using the lower floor for cooking and cleaning.

The fence surrounding the stable is of good quality, and high enough to prevent a horse from jumping it. A pair of guards (identical to the castle guards listed above) always mans the only gate. In addition to any mounts the PCs may have brought with them, the stables contain 2d6 other mounts, including war horses, riding horses, and a few ponies. They are all well-fed, with troughs of oats and grains, and professionally groomed.

A DC 18 Search or Spot check reveals that several stalls have not been used in days, if not weeks. Though the heroes have no way of knowing this, these stalls belong to the horses currently in use by Balthus' search party. If the successfully PCs question the servants tending the stalls (who begin with an indifferent attitude), they can learn that a group of men took the horses out a few days after the attack on the duke's family. They did not know any of the men personally, nor do they know what they're errand might have been.

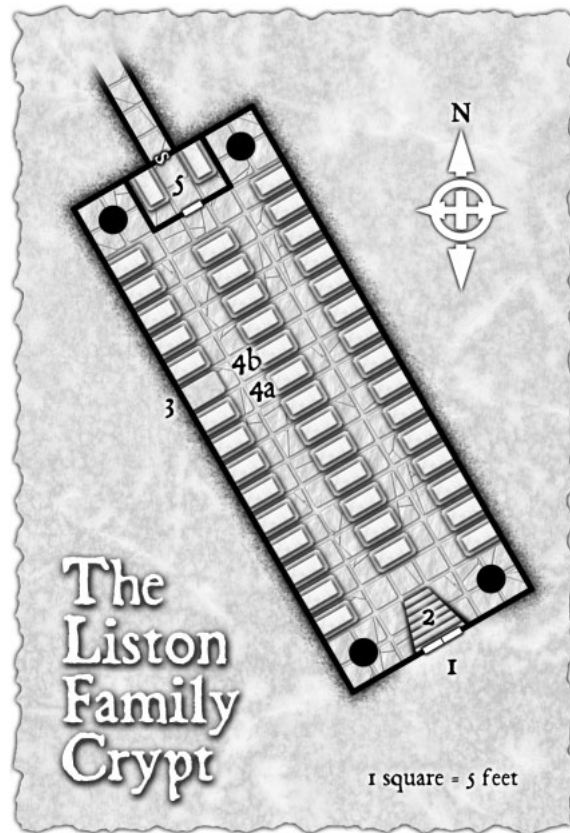
I—D: Guest Cottages

Each of these small houses is more or less identical. Twenty feet on a side, each contains an elaborate bed, several chairs, a table, a small writing desk, and a pull rope that causes a small pennant to flap atop the cottage, signaling servants in the castle that the occupants require something.

Most of Listonshire's noble families came to pay their respects in the first days of Roderick's funeral, and have now returned home to prepare for Kendrick's (supposedly) inevitable coronation. Thus, the guest cottages are all currently unoccupied.

I—E: The Liston Family Crypt

Note: The crypt does not appear on Map Three: Castle Liston Grounds, but rather stands off the map to the west, surrounded by a copse of trees, as shown on Map One: Liston Estate and Beyond. Reference Map Five: The Liston Family Crypt for this section.



E—I: The Crypt Entrance

A narrow but well-worn pathway leads from Castle Liston into a thick copse of trees. Deep within the shadows of the branches and leaves stands a large stone mausoleum. Seventy feet long and almost half that in width, the crypt is covered with carvings of holy symbols, scenes of war and valor, and winged guardians of the departed. The double doors that provide entry are brass over strong wood (hardness 5, hit points 20, break DC 25 when locked, well maintained and never stuck). The lock on the door, if for some reason the PCs are trying to pick it rather than using Barclay's key, is of exceptional quality and is DC 25 to open.

The creatures within the crypt may (25% chance) be active and thus making noise as the party approaches. If so, allow the PCs to attempt a DC 25 Listen check as they first draw near, and a DC 20 listen check just outside the door, to determine if they hear anything. They are not able to make out specific sounds in any event, but only what appears to be muttering or moaning.

The Power of the Grave

Thanks to this particular manifestation of the curse on Duke Roderick and the duchy, any undead in the crypt cannot effectively be turned. All undead within receive Turn Resistance of +4, and even a successful turning attempt only prevents them from approaching the one who turned them; it does not drive them away.

This affect is broken with the destruction of the coffer corpses (see below).

E-2: Stairs (EL 5)

This short flight of broad stone steps leads down into the crypt proper. From here, the party can see four thick stone pillars, one in each corner, inscribed with symbols of multiple deities. Three rows of biers, the majority of which have an ornate sarcophagus or casket on top, extend the length of the room. One row of 10 biers extends along each wall; the row down the center of the room has only eight, to leave room for the stairs. Opposite the entryway is a small chamber; the PCs cannot see into it, as the door is shut.

If the earlier roll indicated that the inhabitants of the crypt were active, whether or not the PCs heard them, the heroes see them now. If the inhabitants were not active, the DM should roll percentile dice every five minutes the party remains in the crypt. With the first roll, the inhabitants have a 25% chance of awakening; each additional roll adds a 5% cumulative chance. If the PCs disturb either of the caskets at the biers marked 4A and 4B, the corpses inside awaken and attack automatically.

The crypt is indeed haunted — but not in the fashion Father Barclay and his priests believe. Two of Roderick's recent ancestors, a husband and wife who died together, did not receive a proper funeral. The service was interrupted by a bad storm and then improperly rushed to completion. Now, corrupted by the curse placed on Duke Roderick, they have arisen generations later as a pair of coffer corpses. Unable to leave the crypt, the coffer corpses have so far slain only one person — the unfortunate groundskeeper who disappeared while sweeping up dust in the crypt. The phantoms that have chased the priests from the crypt are in fact the spirits of other members of the Liston line, who were attempting to warn the priests

of the danger before the coffer corpses rose to attack them.

1d6 rounds before the coffer corpses rise (or on the same round in which they rise, if the PCs disturb their rest), several ghostly shapes rise from among the caskets and begin flitting back and forth. The figures are all translucent and appear decayed, presenting a fairly hideous visage. Incapable of clear speech, they moan loudly and swoop at the PCs, hoping to frighten them into departing. Should a PC succeed in striking a spirit with a magic weapon or spell, the phantom dissipates immediately, only to return several days later. These spirits are harmless, but they can also not be permanently harmed by any means the heroes possess. Only with the destruction of the coffer corpses do these spirits find their rest.

The coffer corpses appear much like zombies, though their claw-like nails suggest they are something more. Once active, they attack the PCs wherever they may be within the crypt, and do not stop until destroyed. If the PCs flee without taking steps to ensure the doors are locked behind them, the coffer corpses escape and begin attacking mourners at the castle.

Coffer Corpses (2): CR 3; hp 24, 20; See the *Tome of Horrors* by Necromancer Games.

Speaking With the Dead

Once the coffer corpses are slain, the phantoms sink back into their caskets. The PCs may then speak with them (or any of the deceased) through the use of *speak with dead*. Alternatively, if they cannot cast the spell themselves, they may return with Father Barclay, who does so.

If the spell is cast upon one of the bodies that manifested a spirit (the PCs must state specifically that they are doing so), the body is unusually cooperative and knowledgeable. While *speak with dead* normally calls upon knowledge imprinted in the corpse, the spirits of these half-dozen bodies are still present and anxious to help. They do not attempt to resist the spell unless the caster is of evil alignment. Unfortunately, the phantoms here do not know where Princess Linara or the ring may be. They can tell the heroes that Lady Darnelle is dead (they have sensed her presence in the afterlife), but that if they can find her body and commune with it as they have with them, she may be able to provide them clues to find the missing princess. Further, if the heroes have already studied the plaque located on the bier marked E-3 and wish to ask for clarification, the corpse can tell them complete story of the bastard Velaugran (see E-3: The Missing Casket). Any other information the dead may offer is up to the DM, but remember they do not know much of current events, and cannot reveal the location of Linara, the ring, or Darnelle's body; nor do they know that Kendrick is behind the Duke's death.

E-3: The Missing Casket

This particular stone bier does not have a casket of any sort atop it. This in and of itself is not unusual — many of the other biers also lack biers, as they await later generations of the Liston line — but all those empty caskets are toward the northwest wall. The biers on either side of this one do indeed have caskets, so why is this one empty?

If the PCs examine it, they find an old copper plaque on the wall above the bier. Though covered in verdigris and dust, the inscription on the plaque is still legible.

“Here would have lain the bastard Velaugran, who allied with the Hellish Lord of Plagues and other dark forces in a villainous attempt to seize the duchy, and from there the throne. His body now rots in unmarked and unconsecrated earth, as warning to all that such treason will not be countenanced, even in the ducal line. May the Blood of Liston run always pure.”

Should the PCs question Father Barclay, or any of the spirits, on this matter, they may learn further details. Some two hundred years ago, Velaugran — the son of the Duke Aldras and his mistress — rose up against the duchy. Attempting to slay his half-siblings, the legitimate children of Aldras and the true heirs, he allied with cultists and worshippers of the dreaded Oinodaemon, fiendish lord of plagues and sickness. Indeed, Velaugran and his allies nearly succeeded in wiping out the Liston line through plague and poison, until they were defeated at the last by, of all things, an alliance of peasants loyal to the duke. Velaugran was slain and buried in unmarked earth, well away from the family crypt. Supposedly, his name is still honored and revered by Oinodaemon cultists, who remember the “good years” when their maimed and decaying lord nearly placed one of the faithful on the throne.

At the time, the ensign of Listonshire was not a horse, as it is now, but a rearing ram. Because Velaugran used the ram with the *bar sinister* across it (in heraldry, a diagonal line that crosses a coat of arms or herald from upper right to lower left, indicating the bearer is a bastard), the symbol was changed to the horse for all following generations, and the ram came to be associated, at least in Listonshire, with the Oinodaemon himself.

E-4: Corrupted Caskets (possibly EL 5)

These two caskets, marked 4-A and 4-B, serve as the resting places for the coffer corpses. If these foul undead have not already risen and attacked the PCs, they certainly do so if either of these caskets are disturbed.

Examination of the caskets, even from a short distance away, clearly shows that they have been opened recently, as the tops are not nearly as dust-covered as the others. (DC 12 Spot check to notice this.)

Because they are only recently risen and have never left the crypt, these coffer corpses do not have any treasure. If the PCs search these caskets, however, they find the rotting remains of the missing groundskeeper stuffed into 4-B.

E-5: The Exalted Chamber

The door to this room is constructed of good-quality wood, with hardness 5, hit points 15, break DC 16 (no lock). The chamber behind it contains two stone biers, each with a casket. This is the resting place of the most recent Duke and Duchess of Listonshire, currently occupied by Roderick’s mother and father. Once Roderick’s own body and family are brought below, these two caskets will be moved to the main room so Roderick and his wife may take their proper places here.

The secret door in the back wall was built so that, in the case of siege or attempted assassination, the Duke or his family could feign death and then escape in the night. It is made of stone, with hardness 8, hit points 60, break DC 28. It is always kept locked, and requires a DC 27 Disable Device check to trigger the hidden catch. Merely finding the secret door requires a DC 25 Search check. The passageway goes back about 100 feet into the copse of trees, where it ends in a ladder that leads up into the bole of a fake tree. (Also Search DC 25 to spot, if for some reason the party is randomly searching the copse for false trees.)

Move On

Once the party has spoken with Father Barclay and learned all they can (admittedly not very much) from the crypt, it should become fairly obvious that the answers they seek lie elsewhere. If questioned about it, Barclay tells them that Lady Darnelle couldn’t possibly have traveled all that far when escaping her attackers, and thus she, Linara, and the ring are almost certainly still somewhere within the vicinity. He is willing to provide the heroes with a rough map of the area, to aid in their search. (This is Map Two: Liston Estate Players’ Map.)

The question is, of course, where do the heroes begin?

Chapter II: Liston Estate Guard Post

The vast grounds of the Liston estate are separated from the rest of Listonshire by barriers both natural and manmade. For much of the property, the river tributaries of Lake Obar and the thickened forests of the region suffice as boundary markers. Where the land is more open and grass the only natural impediment, Duke Roderick's ancestors constructed a long and sturdy wooden fence. Such a fence certainly won't dissuade anyone determined to get past it (DC 15 Climb check), but it does serve as unmistakable notice that one has crossed onto the estate.

The only true road that leads to Liston Estate passes through a sturdy gate in this fence, constantly guarded by the men and women stationed at this guard post. The building itself (see Map Six: The

Guard Post) is relatively small, but is large enough to serve the needs of its inhabitants. The structure has two stories and a small observation tower.

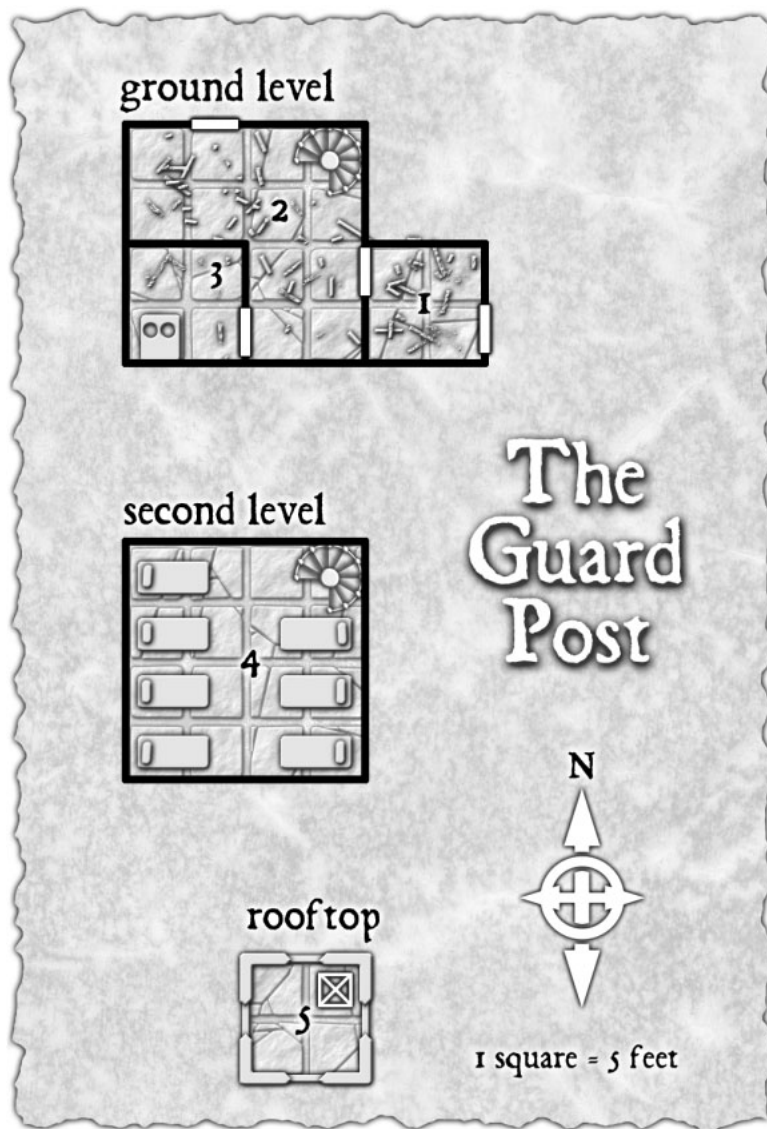
The post is normally manned by a staff of 14 soldiers, who both stand watch and sleep in shifts of seven. Anyone wishing to enter the Liston Estate must convince the guards here that their purposes are legitimate. Under the circumstances, with the Duke's body lying in state, the guards let almost anyone through so that they may mourn. Only someone who looks especially shifty or suspicious is stopped and questioned, and even then it only requires a DC 10 Diplomacy check to pass through. Should passersby (including the PCs) start trouble, however, the guards are not slow to react.

When anyone passes by along the main road, three guards step out onto the road and demand the travelers halt. The guards *always* come out of the guard post, even in inclement weather or late at night. They do the same even if travelers are coming from the estate rather than traveling toward it, just to stop them and ensure that everything is all right.

Three other soldiers, crossbows held ready, watch from atop the roof (area II-5), while the remaining member of the shift awaits within (area II-1), prepared to sound the alarm and rouse those currently asleep in area II-4. It takes 2d6 rounds for sleeping guards to arrive outside, ready to fight (albeit unarmored).

Assuming the travelers give the guards no reason to suspect them of hostile intentions, the soldiers give any cargo a cursory inspection, perhaps exchange a few words regarding conditions on the road and the current state of affairs at the castle, and allow the passersby to continue.

Liston Estate Guards: male or female Human War5; hp 32 (average); see Appendix B: NPCs and Monsters of Listonshire.



The Changing of the Guard

The situation at the guard post changes over the course of the heroes' adventures in Listonshire. The first several times the party passes this area, the guard post is manned as per normal. The soldiers are, though unhappy about the current situation regarding their home and the duke, at least prepared to do their duty. They're certainly all alive.

Eventually, however, a band of roving monsters strikes the guard post. A pack of orcs, accompanied by a few even fiercer allies, are spotted attempting (rather poorly) to sneak past the guard post in the guise of traveling merchants. The soldiers are able to slay most of them, but only at the cost of all their lives. (Such professional soldiers are more than a match for the orcs one-on-one, but the orcs have superior numbers and troll allies.) This event occurs between the PCs' visits, though the heroes may have to deal with the aftermath of the attack.

As DM, you should keep track of what the PCs have done during the adventure. Once the PCs have agreed to Father Barclay's request for help, *and* once they have also explored at least four other locations outside the Liston Estate (that is, any four of locations III through XII), then you may assume that the guard post has been attacked by the next time the heroes pass.

As the heroes first approach the guard post, allow them each to make a DC 10 Spot check. Success indicates that they spot a thin and sporadic plume of smoke from the direction of the guard post. This is not in and of itself unusual — the post has a fireplace, after all — but it seems just a little too thick for a simple wood fire.

Once the party draws nearer, they see the smoldering husk of a large wagon blocking the road; this was the source of the smoke they saw earlier. The guard post is eerily silent, and no soldiers come forth to stop the party as they pass.

Still, the place isn't entirely lifeless. If the party stops for more than a few minutes, they hear what sounds like a faint grunt, and a sudden clattering, from inside the guard post. *Something* is clearly moving around in there!

If the heroes examine the wagon closely before entering the guard post, they find the charred remains of a corpse. It is difficult to tell precisely what it was, but a DC 10 Heal or Knowledge (nature) check reveals that the creature was substantially taller than a human being, with abnormally long limbs. (This was, in fact, one of two trolls who accompanied the orcs. The soldiers managed to set the wagon on fire from a distance and burn the troll to death.)

Note: The following room descriptions are all written under the assumption that the attack has already occurred, as the PCs would have little reason to be inside the guard post so long as the soldiers are alive and well (and they don't tend to welcome travelers into the building anyway). Still, if the PCs do find themselves inside the post before the attack, feel free to modify the room descriptions accordingly. Once the attack has occurred, all the doors in the post are either smashed or at least left open.

II-1: Observation Room

This 10 ft.-by-10 ft. room looks out onto the road and surroundings through numerous windows. It contains nothing but a rack of extra short swords and crossbow bolts, a few chairs, and a loud gong. When the guards here have stopped someone on the road, the soldier who stands back to sound the alarm and wake the second shift normally waits here, observing everything.

Now the room is trashed. The outer door hangs from a single hinge, the inner one has a broken lock. The chairs are overturned and partially splintered, and all but a few of the weapons have been stolen off the rack. Two dead orcs lie in the room. Judging by the patterns of dried blood on the floor, they fell by the door and were shoved out of the way by their brethren trying to enter the guard post behind them. If the PCs search the corpses, they find silver and copper coins totaling 43 sp in value, and a pair of non-magical falchions.

Princess Linara's Ring

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the ring might be found here. If so, it is located in the pouch of one of the dead orcs, along with his coins. In this case, assume that the ogre who stole the ring from Darnelle's body later encountered the orcs, and their troll allies, and was slain and robbed. The orc took the ring despite the fact that it does not, on the surface, appear all that valuable. Perhaps he recognized the ducal seal.

From here, the heroes can definitely hear someone or something moving in the next room. If they call out or otherwise make their presence known (allow the inhabitant of II-2 a Listen check, difficulty dependent on the actions of the players), the noises stop.

II-2: Main Chamber (EL 5)

The main chamber of the guard post, this room used to contain rickety chairs and small tables for eating or playing cards. Every piece of furniture in the room is



now completely trashed, however, pounded into splinters.

During the battle, the second of the two trolls made his way into this room before he was swarmed over by most of the surviving guards. They were able to chop him into bits, but — wounded as they were — were slain by the orcs before they could burn the troll's body. He has spent the last few hours since the attack regenerating, and is in perfect health and a wretchedly foul mood by the time the PCs arrive. He attacks anyone who enters the chamber in the most direct manner possible, with no thought to tactics or consequences.

Because the ceiling in this chamber is rather low for him, the troll suffers a -4 penalty to attack rolls and AC, and can only move at half speed. Still, this may prove a difficult battle for the heroes, since the cramped conditions also make it difficult for them to all bring their spells or weapons to bear at once, and the chamber is too small to allow for many of the standard offensive fire-based spells. The room is also littered with the bodies of soldiers and orcs; anyone attempting to cross the room at a run or a charge must make a DC 15 Balance check or trip and fall prone.

This troll has no treasure (the orcs looted all the bodies here before they left, but missed the two in area II-1 because they left through the other door), and is angry enough that it fights to the death. If the PCs manage to set it alight, it is smart enough to run through the door into the kitchen (area II-3), and attempt to douse itself with the cauldron. (It can, obviously, do this only once.)

The spiral staircase leads up to the barracks (area II-4) and — other than being blocked by yet more corpses — is safe enough to traverse.

Troll: CR 5; hp 76.

II-3: Kitchen

The soldiers used this room to prepare their meals. It has a small wood stove, a large cauldron of water for stews, and a haphazard collection of dishes and utensils. Other than the corpse of a soldier who was apparently overborne and then slaughtered with cooking knives, the room is empty of any unusual features.

II-4: Barracks (EL 2)

The spiral stairs creak a bit with the weight of the party, but are more than sturdy enough to hold. The stairs allow access to the second floor, but also continue up to the roof.

The second floor contains seven cots, each with a pair of small footlockers beside it. Each cot was used by two soldiers, one from each shift. Unlike the lower chambers, the room is empty of corpses, as the soldiers all responded swiftly to the alarm and raced downstairs. It does, however, contain three orcs, who were trapped up here when the troll in area II-2 recovered from his wounds. Unwilling to face their angry former ally, the orcs have been huddled up here debating what to do next. When the party appears, the orcs — convinced the heroes will kill them in retaliation for the raid on the post — attack at once. The room is dim enough, even during the day, that the orcs' light

sensitivity does not come into play. If two of the orcs are slain, the third will attempt to parlay for his life. PCs who question him learn only that he has recently been to the old abandoned keep (see Chapter Nine: The Ruins of Old Liston Keep). He can tell them where it is, and that's occupied by strange creatures who hoard treasure.

Orcs (3): CR 1/2; hp 8, 5, 4.

Possessions: Falchion, studded leather armor. The first orc carries 27 sp and wears a stolen sable stole worth roughly 50 gp. The second carries 9 gp, 11 cp, and a pewter goblet worth 35 gp. The third carries 5 gp, 7 sp, a cracked china dish still worth 75 gp due to the fine ink-work on it, and a silver letter opener worth 20 gp (and which deals 1d2 damage if used as a weapon). He is also wearing an old, ripped tunic with the Liston family seal on it, but in a much older style than that used today. If the PCs ask around at Castle Liston, they learn that the guards used to wear a uniform like that many years ago, when the family ruled from old Liston Keep.

II-5: Rooftop

The spiral stairs finally end in a heavy wooden trapdoor, which is unbolted. This allows access to the observation tower, a platform 10 feet square. The walls are crenellated, granting cover from ground-based missile attacks. Several crossbows, obviously dropped in haste, lend mute evidence to the actions of the soldiers stationed up here, who fired at the orcs until the majority of the enemy were inside, then ran downstairs to fight (and die) with their fellows.

Unless the PCs particularly want to take any of the three heavy crossbows, they find no items of interest here.

Random Encounters

Once the PCs have left the grounds of Liston Estate and passed the guard post, their travels become rather more dangerous. Consult Appendix A: Listonshire Random Encounters.

Chapter III:

Lake Obar

The road to the lakeside cuts through the trees, becoming at times little more than a game trail. In years past, travelers from the south might sail up the local rivers rather than traveling overland, only at the last taking to the road and heading toward the Liston Estate. As the roads grew safer, however, this practice was largely abandoned, and it has not picked up even in the years of the curse, when monsters and bandits stalk the roads.

Still, the trail is used frequently enough, both by animals of the woods and by citizens of Listonshire heading to the lake to fish. Many of those who have come here in recent weeks have not returned, but this is, alas, par for the course in Listonshire in these troubled days.

Amidst the older tracks, however, the party may find evidence that a giant-sized humanoid passed this way relatively recently. It requires a DC 20 Spot check, or a DC 10 Survival check with the Track feat, to pick them out. A DC 12 Knowledge (nature) check reveals that these tracks are of the proper size to indicate the presence of an ogre. (If examined by a ranger with a favored enemy of giants, the roll is only DC 5.)

As the party approaches the lakeshore itself (unmapped), the road splits. The larger game trail leads down to the water's edge (area III-1). The smaller trail parallels the shore, leading deeper into the trees to the east (area III-2). The ogre's footsteps follow this second, smaller trail into the thicker woods. (This area is unmapped.)

The northernmost river flows south into Lake Obar; the other flows southeast, toward Lake Peradus. Both are deep enough for a small rowboat or raft. Any travel on the rivers, however, may attract the drench that dwells in the region. (See area III-1.)

III-1: The Water's Edge (possibly EL 5)

The trail fades away into the dirt and mud at the edge of Lake Obar. The ground here is soft and muddy, with sporadic patches of grass and tendrils of roots protruding at irregular intervals. Any attempt to run or charge within 10 feet of the lake requires a DC 10 Reflex save to avoid tripping.

Scattered about the lakeshore at various points are signs of abandoned camps, and even pieces of shattered fishing boats. Closer examination does not reveal how the boats were destroyed, except to suggest that they were cracked from below by some powerful

force. A DC 15 Spot check reveals a few badly decomposed bodies partially stuck in the mud under the water, some few feet out from shore. If searched, neither the bodies nor the camps contain any valuables.

For every 10 minutes the heroes remain at the lakeshore or on a boat in the water, or for every minute someone is actually in the water (even if only ankle-deep), the DM should roll 1d6. On a roll of 1, the drench who dwells in the region's waters appears and immediately attacks, attempting to drown the PCs as it did the unfortunate fishers and campers. It fights until destroyed, or until the PCs move more than 10 feet from the water (both the lake and the river to Lake Peradus).

See area IV-1, and the drench's entry in Appendix B: Monsters of Listonshire, for more on the drench.

III-2: The Deadly Thicket (EL 7)

The trail thins further, and eventually peters out in the midst of a truly dense thicket of trees. The party can push their way through if they like, though the going is slow; all characters but druids are reduced to one-half normal speed.

Eventually, the party may break through into a small space. It doesn't qualify as a clearing per se, but only as a spot where the trees are somewhat thinner. The penalty to speed still applies here. In the center of the space is a thick-bodied tree, and at the base of the tree lies the partially decomposed corpse of an ogre.

The tree against which the ogre lies is in fact a hangman tree, an evil, predatory plant that attempts to kill anyone who steps within range. It prefers to attack when the party is within its reach, but before they are near enough to strike it with their own weapons. If badly wounded, it may attempt to use its spores so that its attackers leave it alone, but otherwise — unable to flee — it fights to the death.

Any use of fire spell with an area effect (i.e. fireball) has a percent chance equal to the damage it causes to ignite the surrounding area and cause a rather nasty forest fire.

The tree's treasure, as given below, is contained within the trunk, where it digests some of its victims. (Others are left to decompose and nourish the soil in which the tree grows.)

If the PCs examine the body of the ogre (they'll almost certainly have to defeat the tree first), they discover a pouch with 1d10 x10 gp and a platinum

amulet with the Liston family seal on it, worth roughly 300 gp. If they ask around at Castle Liston, they learn that the duke's chief bodyguard wore this amulet, a token of thanks for loyal service. The only the ogre could have this is if the ogres were the ones who attacked the duke's party! The PCs have discovered the culprits behind the assassination.

They also find some leaves stuck in the top of the ogre's boots. This in and of itself isn't unusual, but a DC 7 Knowledge (nature) check reveals that the leaves are not from this particular forest. If the check was greater than DC 10, the character also knows that the trees from which these leaves came grew in much more arid or rocky soil. Though the characters probably have no way of knowing it now, the leaves come from the trees that grow in the hills wherein the ogres are hiding (see Chapter XII: The Ogre Cave). Any character who succeeds on the above check realizes, immediately upon entering the hills around the ogre caves, that the leaves come from that area.

Hangman Tree: CR 7; hp 76; See the *Tome of Horrors* by Necromancer Games.

Into the Woods

If the PCs thoroughly investigate the area, the DM should have them roll a DC 20 Spot or DC 15 Survival check after they've crossed the river and reached the northeast shore. Success indicates that they have found tracks in the muddy earth near the lake. These tracks are clearly not normal. They appear to be hooves, but far larger than even the largest known bovine or deer. Scattered amidst the hoofprints are human-sized footprints. They wander the lakeshore a bit, then lead deep into the woods to the northeast.

If the PCs choose to follow, they have little difficulty in doing so. The tracks are so deep and so many that they require no roll to follow once they have initially been spotted. As the PCs travel through the wood, the DM should roll for a random encounter every hex traveled, or every three hours. In the case of an encounter, roll 1d10 and use the following table, rather than the random encounter chart in Appendix A.

Random Encounters

Roll	Encounter	EL
1–2	2 dire wolves (mated pair)	5
3	2 korreds	6
4–5	2 ettercaps and 4 medium monstrous spiders	6
6–7	1 dire moose	6
8–9	2 dire deer	5
10	Hermit and dire moose*	7

* This encounter occurs only once. See below.

Dire Wolves (2): CR 3; hp 45 (average). The dire wolves may stalk the PCs for a time, if they detect the party before they themselves are detected. If so, they wait until a character is distracted — perhaps asleep, or engaged in battle — before attacking. Otherwise, they attack on sight.

Korreds (2): CR 4; hp 27 (average); see the *Tome of Horrors* by Necromancer Games. These small, heavily bearded fey have come out of the forest to see what's going on in the duchy, as their curiosity has been roused by the power of the curse and the arrival of so many monsters. Though not inherently evil, the korreds are violent and unpredictable, and are likely to attack anyone they come across. This attack is usually straightforward and violent, as the korreds are hardly disciplined enough to make detailed plans.

Ettercaps (2): CR 3; hp 27 (average), and **Medium Monstrous Spiders (4):** CR 1; hp 11 (average). The ettercaps and spiders are ambush hunters. If circumstances allow when and where this encounter is rolled, the arachnids have set up webs to trap wandering creatures (such as the PCs), while the ettercaps and spiders hide in nearby trees. They attempt to attack with surprise. Unlike most ettercaps, these have no treasure, as no humanoids (except the hermit) have come this far into the woods in quite some time.

Dire Deer (2): CR 3; hp 42 (average); see the *Tome of Horrors* by Necromancer Games. Dire deer are enormous creatures, standing almost 6 feet at the shoulder, and with an antler width of 8 feet. They weigh up to half a tone, and an intact hide is worth 50 gp. While most dire deer are not necessarily hostile, these animals consider the woods their territory, and the hermit part of their herd. They fight to the death to protect both. Once the hermit dies, however, the dire deer act more like normal animals, and flee if wounded by more than half their hit points.

Dire Moose: CR 6; hp 94 (average); see the *Tome of Horrors* by Necromancer Games. Over 20 feet long, and with an antler spread of 18 feet, the dire moose is one of the largest creatures to dwell in the region. They are exceptionally belligerent for non-predatory animals. The dire moose behave very much like the dire deer, above, except they are a bit more aggressive even after the hermit is dead. They flee only if reduced to one-quarter hit points.

The Hermit (EL 8)

The deep woods are the home of an old hermit by the name of Gevyd Arynxs (though he hasn't heard his name in so long, he's practically forgotten it). Arynxs is a brown-robed, gray-haired man with a thick beard liberally bedecked with twigs and grease spots from his last meal. Arynxs is a druid who prefers the company of animals — particularly his



carefully bred dire deer and moose — to humans. He's also stark raving mad, the result of the curse of Litsonshire on a mind already predisposed to neurosis.

Regardless of where the PCs are when they encounter Arynxs, they find him standing outside a small wooden hut built against a large tree. (Arynxs packs up and moves his entire house on a regular basis.) Upon first encountering him, the DM should roll 1d6 to determine how the hermit behaves.

Hermit's Behavior

Roll	Behavior
1-2	Friendly and talkative.
3	Friendly and talkative, but speaks gibberish or some language the PCs cannot translate. Magical interpretation proves ineffective.
4-5	Utterly ignores the PCs unless they attack him or one of his deer or moose. He then attacks them immediately.
6	Violent, attacks the PCs immediately.

The DM should reroll every five minutes to determine if the hermit's behavior changes. If, however, he attacks them in self-defense or in defense of his animals, the DM need not roll again. In this case, Arynxs fights to the death.

So long as he is friendly, Arynxs can tell the PCs of many things, if they ask him the right questions. He knows that it was ogres who slew the duke. He knows of the drench that lurks in the rivers. He knows that something has brought evil to the Greentail Wood. However, he will also warn the PCs of phantom dangers, such as a marauding pack of undead satyrs who dwell nearby, a demon who dwells in the clouds that drift over the Edriss Mountains, and an elven enchanter who lives near the abandoned keep who enslaves all who draw near.

He keeps his possessions buried in a rough wooden box beneath the floor of his hut. A DC 10 Search check reveals the recent digging.

Gevyd Arynxs, the Hermit: male Human Drd6; hp 51; see Appendix B: NPCs and Monsters of Litsonshire.

Dire Moose: CR 6; hp 103; see the *Tome of Horrors* by Necromancer Games.

Chapter IV: Lake Peradus

Far larger than Lake Obar, Lake Peradus sees less traffic than its smaller sibling due to its less convenient location. Even back when river travel was prevalent, Lake Peradus was something to be passed through on the way to or from the Liston Estate, rather than a destination in its own right. Only the ubiquitous fisherman, and occasional woodsman seeking game or quality lumber in the surrounding forest, make any practice of coming here now.

Two roads converge on the path that leads into the forests surrounding Lake Peradus, one from the northwest near Lake Obar, one from the south near the Listonshire toll bridge (see Chapter XI: The Bridge). At one point in the past, a small village — little more than a few huts belonging to hunters and fisherman — existed at the intersection of the trails, but no one has lived here in several generations. A few of the huts still stand, however, if the PCs care to make camp in them during their travels.

The trail that cuts through the woods and finally leads to the lakeside is faint, perhaps even more so than that leading to Lake Obar. As on that other path, however, the heroes may — with a DC 8 Spot check, or a DC 8 Survival check with the Track feat — locate a trail of giant-sized footprints, several days old. A DC 12 Knowledge (nature) check reveals that these tracks are ogre-sized, and were probably made by three or four different creatures traveling together. (If examined by a ranger with a favored enemy of giants, the roll is only DC 5.)

Note that, so long as the heroes are passing through these forests on their way to or from Lake Peradus, any random encounters rolled are automatically either with dire wolves or — if the party is near the river — with the drench, rather than with the normal range of creatures given in Appendix A.

Once the party has approached the lake itself (unmapped), they see various wrecked fishing boats and abandoned camps, as at Lake Obar. No valuables remain to be recovered. Small but forceful waves lap regularly against the shore, creating a dull but steady drumming sound. A DC 10 Knowledge (nature) check reveals that neither the prevailing winds nor the flow of the rivers should be causing such a uniform pattern of ripples.

For every 10 minutes the heroes remain at the lakeshore or on a boat in the water, or for every minute someone is actually in the water (even if only ankle-deep), the DM should roll 1d6. On a roll of 1, the drench who dwells in the region's waters appears

and immediately attacks, attempting to drown the PCs as it did the unfortunate fishers and campers. It fights until destroyed, or until the PCs move more than 10 feet from the water (both the lake and the various rivers). Should the PCs reach area IV-2, the drench appears instantly and attacks if it has not already done so.

The heroes find nothing of any value here, unless they make an active effort to search the lakeshore. If they do so, allow them to make a DC 12 Search check as they approach the southeasternmost point of the forest around the lake, just before it meets the river. If the roll succeeds, the heroes discover the bodies at area IV-1.

IV-1: Dead Ogres (possibly EL 5)

A few feet out into the water, their shapes partially concealed by the muck of the lake bottom and the constant rippling of the water, are a trio of dead ogres. PCs must enter the water to examine them (and the DM should roll for the appearance of the drench accordingly). A careful search reveals that two of the ogres each carry a pouch with 4d10 x10 gp. The third carries only 30 gp, but also a gold and electrum necklace, easily worth 250 gp. The largest piece of gold, in the center, is inscribed on the back with "To my beloved Beatrice, whom I will treasure always." A DC 10 Knowledge (local) check, or simply asking anyone in the castle or the village of Brond, reveals that "Beatrice" was the name of the duchess, Roderick's wife. This is yet another clue that it was the ogres who slew the duke and his companions.

Princess Linara's Ring

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the ring might be found here. If so, it is located in the pouch of one of the dead ogres, along with his coins. In this case, assume that the ogre who stole the ring from Darnelle's body was one of those who later wandered into this region and was slain by the drench.

The ogres still have their valuables (and possibly the ring) because the drench has not yet gotten around to collecting them. If the heroes disturb the ogres but are forced to retreat by the drench before they can gather the ogres' valuables, the gold — and



the ring, if it was present — are gone by the time they return, taken by the drench. In this case, the missing goods can be found in area IV–2, along with the drench's other treasure.

If the PCs search along the lakeshore near the dead ogres, they eventually find a wooden bucket in the shallows, jammed into the mud. Examination shows that the bucket has a length of rope tied to it, much like those found on the average well, and that the rope is bloodstained. Although they likely do not realize it now, this is the bucket from the old well (Chapter VII).

The Drench

A foul, evil, and malicious creature of elemental water, the drench is a new inhabitant of the lakes and streams of Listonshire. It manifests as a serpent made of water, and delights in drowning passersby. Because of the high water table and heavy saturation of the region, it can even appear in some wells and ponds

that do not have any obvious connection to the lakes. It normally attacks in the same manner: It waits for someone to enter (or at least draw very near) the water, and then attempts to drag them under and drown them.

Note that only a single drench exists in the region. It is very difficult to slay permanently — but if the PCs manage to do so during a random encounter, it does not appear at any of the lakeshores later on.

Drench: CR 5; hp 27; see *Prisoners of the Maze*, by Necromancer Games.

IV–2: The Lair of the Drench (possibly EL 6)

This small underwater cave, approximately 100 feet out from the shore and 20 feet beneath the surface of the water, is the home of the drench. This is where it stores its ill-gotten treasures. This

cave is actually the source of the ripples that wash against the shore of Lake Peradus, due to a pinhole-sized portal to the Elemental Plane of Water — the drench's original home — that exists within its depths. A DC 15 Survival check allows swimmers or boaters to trace the ripples to the area of the cave. If the PCs enter the cave, the drench manifests and attacks unless it has already been destroyed.

If the party searches the cave, they find scattered coins of all denominations, worth a total of 50 gp, a silver jewelry box worth 100 gp, a pair of matched diamond earrings worth 50 gp each, a *feather token (wheel)*† and a +1 *small wooden shield of expertise*†.

Chapter V:

The Village of Brond

Sitting just north of a major intersection of roads, Brond is the largest surviving community in the vicinity of Liston Estate. Consisting of roughly 200 souls, Brond struggles to eke out a living on what crops grow in the muddy fields, and what livestock can graze on the sickly grass. (Reference Map Seven: The Village of Brond.) The people here are restless and angry about the curse, but they are mostly kindly, good-hearted folk who remain loyal to the deceased Duke Roderick and his line.

It was with one family in Brond, by the name of Cheston, that Lady Darnelle left Princess Linara. Ressa and Eldry Cheston already have two children of their own, so Linara does not stand out to strangers. Only a few in the village know of Linara's presence, and they do not speak of it to strangers.

If the PCs arrive unaware that Linara is here, perhaps simply passing through Brond on their way to other locations, they uncover absolutely no hint of her presence. Life here is hard, and the people of Brond may initially seem suspicious of the PCs, but they are certainly not hostile. The party may purchase food, drink and a night's sleep at the Butter Churn Lodging, basic equipment at the general store, and so forth. At no point do they meet any of the Chestons, who remain in their home (as do many other citizens of Brond) when strangers pass through.

Casual conversation with villagers may yield the PCs a few clues, assuming they manage to obtain a friendly result. The people of Brond have it bad these days, but they know of others who have it worse. The PCs can learn the following rumors in Brond:

- The bridge at Turin's Crossing is haunted. (Not exactly true, but close.)
- The village of Abrolon has things even worse than Brond. (True; it's now abandoned, and it is haunted.)
- Travelers in the region have recently been terrorized by wandering bands of ogres, far tougher than the other humanoids drawn by the curse. (True.)

If, however, the PCs have learned that Linara is present — presumably by locating and speaking with the corpse of Lady Darnelle — circumstances change. Most of the villagers grow suspicious (indifferent attitude) if strangers begin asking after the Cheston family. After all, what could a bunch of newcomers want with a potter and his wife? If the PCs ask one of the locals who knows that Cheston is holding Princess Linara, they grow unfriendly. The NPCs who know

the truth are Olven, (see area V-6), Willa (see area V-2), the midwife and healer Arla (NG female half-elf Exp4), Brother Abram (see area V-5), and of course the Chestons themselves (see area V-8).

In any case, substantial role-playing and Diplomacy checks can win the NPCs over (DC based on the character's starting attitude). Alternatively, though it won't win them any friends, the PCs might Bluff or Intimidate the locals into helping. In either case, the PCs can eventually persuade someone to lead them to the Cheston home.

(Note: If the PCs successfully return the town's missing member, all further Diplomacy checks with townsfolk enjoy a +5 circumstance bonus, and starting attitudes begin one step closer to friendly. See "A Hunt in the Woods, below.")

It is highly unlikely that any combat occurs in the village of Brond. The town has 10 fulltime militia men (LG and LN male and female human War3), and is otherwise made up of aristocrats, commoners and experts. The only inhabitant of town with any levels in an adventuring class is Brother Abram. The townsfolk are harmless, and no non-evil party should have reason to attack them. If the party does turn hostile, everyone in town eventually gangs up to fight them, and when the numbers turn to the hundreds, even low-level NPCs can prove daunting. The PCs should gain no experience for any townsfolk they attack (and should, in fact, probably suffer penalties for acting outside their alignments).

Brond (hamlet): Conventional; AL NG; Population 217; 25 gp limit*; Assets 271.25 gp; Isolated (96% human, 2% elven, 1% half-elven, 1% other). *The gp limit is lower than normal, due to the town's current impoverished state.

V-1: The General Store

This establishment is built of solid wood, and smells of dried meats and polishing oils. Shelves divide the store into half a dozen aisles, and the walls are loaded almost to collapse with hooks and shelves. The proprietor, Urald (male human Com3) is a jovial man with a bald pate and a beard to shame the average dwarf. He is happy to make any of his customers "a deal they can't refuse." PCs in need of equipment can buy any simple weapon or any piece of adventuring gear, so long as its list price is 10 gp or less. Urald charges only 80 percent of the costs listed in the *Players Handbook*.

V-2: The Butter Churn Lodging

Known throughout Listonshire and beyond for its dairy products and sweetbreads, the Butter Churn Lodging was, in brighter days, a popular destination for travelers. Now, like the rest of Brond, it struggles merely to survive under the weight of Roderick's curse.

The Butter Churn is a T-shaped stone building, a single story in height. The easternmost wing consists of over a dozen small but comfortable sleeping chambers; the westernmost, a large common room with numerous tables and a bard; and the southern wing is the kitchen and storage. All manner of drink and foodstuffs are available here. Most cost only 80 percent of standard cost, but any dairy product or sweetbread costs 110% of normal.

The proprietress and owner, Willa (NG female half-elf Exp5), is a statuesque blonde who appears to be approaching middle age. She is friendly but guarded around strangers, and grows alarmed if they ask after the Chestons.

V-3: Bertram's Forge

The town blacksmith, Bertram (LN male human Exp5), can make or repair any metal tools or equipment at standard prices. He can repair armor and weapons, but does not normally consent to make new ones for anyone but the town guard. At any given time, 4d10 gp-worth of metal tools and equipment

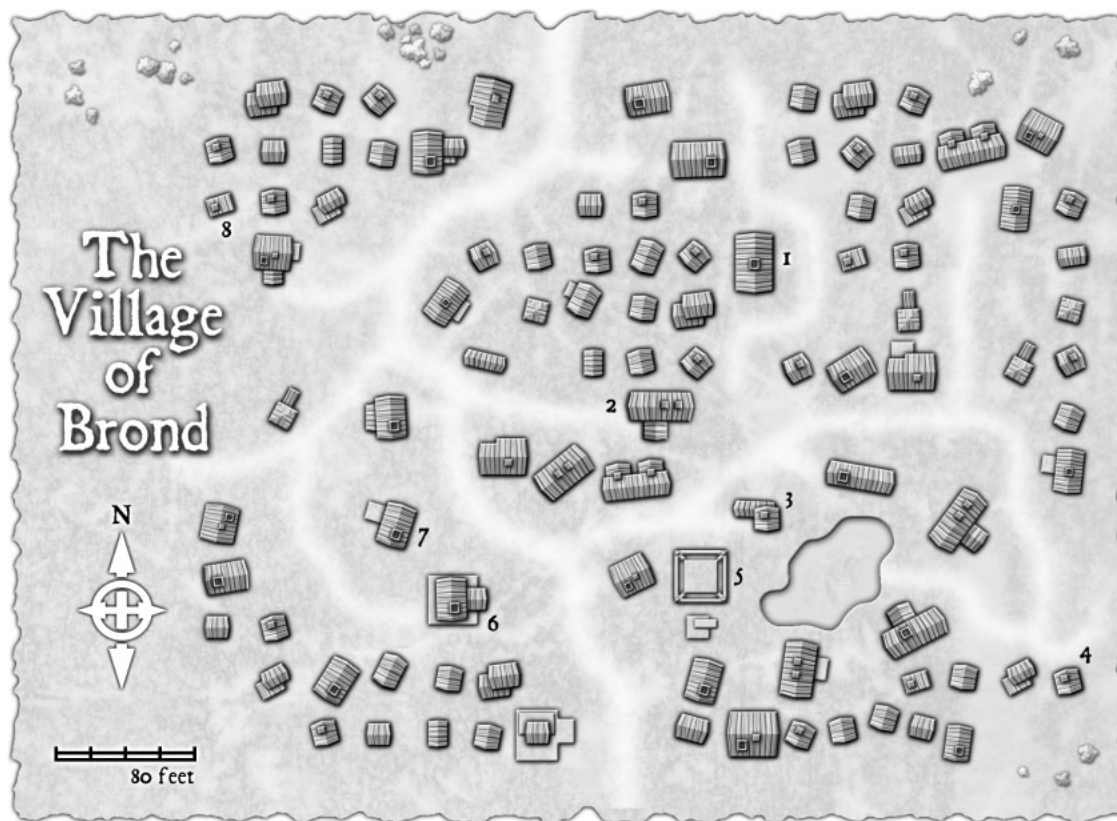
hangs on his walls or lies in a neat pile beside the forge.

V-4: Calli's Leather Working

The fact that this establishment is located near the edge of town, and the horrid scents of the tanning process that assault anyone who approaches, should be sufficient to tell the PCs that this is the shop of a leatherworker. A tanned wolf pelt hangs from a stick above the door, however, just in case the other clues aren't sufficient. Calli (N female human Exp4) is willing to repair or make any leather goods for standard cost, but she does not work on armor.

V-5: The Temple of Archeillus

The heart of this large chapel is made of stone, but the small building was later expanded with wooden walls. It is, like much else in Brond, extremely simple, with a raised altar, a mural of Archeillus symbol on the wall behind it, and several rows of moth-eaten cushions on which worshippers can sit or kneel. The town's only priest is young Brother Abram (LG male human Clr3). If the PCs convince him that they have only the best interests of Listonshire and its people at heart, he offers to aid them with cure spells and the like whenever they pass through town. As a third-level cleric, Abram cannot offer much in that regard, but what he can do, he will. He is also willing to fight in defense of Linara and the Chestons, if the PCs force him to do so.



V-6: Town Hall

The so-called town hall is very obviously an old store converted to official use. It consists of little more than half a dozen haphazardly connected rooms, each of which serves as an office. As Brond isn't very large, most of these positions are volunteer posts that serve only for a portion of the year; for instance, the tax collector is employed only for the few weeks it requires him to go house to house and determine what, if anything, the family owes for the village's upkeep.

At this point in time, only a single office is in regular use: that of Olven, the town reeve (LN male human Ari3). This clean-shaven, stooped old man handles all the administrative details of Brond, as well as mediating disputes between neighbors. Olven knows of the presence of Linara in the Cheston home. He's not happy about it, being a firm believer of the "keep your nose out of trouble and trouble won't come to you" school of thought. Still, these are his people, and he protects them as best he can.

Olven's office has nothing valuable, unless the PCs want to acquire the various birth and tax records of the town. The town "treasury" — a whopping 17 gp, 1,843 sp, 247 cp, and a tarnished copper plate worth 5 gp — is contained in a safe hidden behind a secret trapdoor in one of the unused offices. (Search DC 20 to locate, Open Locks DC 20 to open, hardness 8, hit points 25, break DC 20.)

The stocks used to hold those who break various ordinances stand just outside the town hall, to the east. They aren't meant to hold anyone longer than a few hours, or days on the outside. Brond simply isn't accustomed to dealing with more serious lawbreakers. Anyone who requires a long prison sentence is turned over to the duke.

V-7: Guard Post

The ten members of Brond's full-time militia operate from this squat stone building. At any given time, two of the guards are wandering the town on patrol, two are on duty in the main room of the post, two are sleeping in the bedroom, and the remaining four are living at home elsewhere in the town, off active rotation. (Pairs of guards rotate in and out of active duty every day.)

The post itself consists of a single large room, where two guards "man the desk" at all hours; a small sleeping chamber; and a closet for storing weapons and equipment. Five horses are tethered outside, saddled and ready to go should the guards be needed anywhere.

V-8: The Cheston Home

This typical, slightly rundown wooden home and storefront is the dwelling place of Ress Cheston (NG male human Exp3), one of Brond's potters. He lives here with his wife, Eldry (NG female human Com3), their two daughters and — for the moment — the child princess Linara. The princess is kept inside at almost all times, and swaddled in the rags of a peasant infant. Unless the PCs literally go door-to-door, they do not encounter the Chestons if they are randomly passing through town, as the family is keeping to their home these days. Those in town who know of their new burden bring them food and supplies every few days.

The Chestons are determined to keep Linara safe, for Lady Darnelle impressed upon them the gravity of the situation. They lie to outsiders if confronted, claiming that the third child is their own daughter. They are even willing to fight to protect her, their hands shaking but their eyes steady.

Fortunately, it shouldn't come to that. Though they are suspicious at first, the PCs should be able to eventually convince them that they are on the same side. (Diplomacy checks may be required; the Chestons begin as unfriendly.)

Once the PCs have won them over, the Chestons tell them the full tale. They can provide the following pieces of information, either in response to player questions or more conversationally.

- Lady Darnelle arrived on horseback several weeks ago, on the night of the duke's murder. She was filthy, exhausted, and clearly frightened. She told the Chestons — the first people she ran into, as they happened to be out doing some late-night shopping at the general store — that the duke and his family had been murdered. Further, she explained that the ogres had pursued her, suggesting that this was more than a simple bandit attack. She begged the couple to take the child while she led the ogres away, and the Chestons couldn't find it in them to refuse.

- The Chestons know about the ring, and that it may be needed to prove the girl is actually Princess Linara. However, they do not have the ring, and do not know what Darnelle might have done with it.

- The PCs have not been the only party to come through the region in the past weeks, searching for "a lost woman and her child." Another group arrived and departed some days ago, but they were rude and sinister, so all the villagers who knew the truth either avoided or misled them. The leader of this band was a large man who called himself Balthus.

The Chestons do not know that the ogres were hired by Baron Kendrick. They do not trust him, however, due to his reputation for harshness, and thus

have not yet informed him that they have the missing princess.

If the PCs have not located the ring already, the Chestons strongly suggest that the child remain with them until the heroes do so, as it would be far too dangerous for the party to carry an infant with them. If the PCs do have the ring, however, the Chestons turn Linara over to them if the heroes assure them that they intend to return both to Castle Liston, and ensure that Linara is safe there.

A Hunt In the Woods (EL 3)

Once the PCs have been in town for a few hours and proved themselves non-hostile — whether or not they have spoken to the Chestons, or have any idea Linara is even here — either Willa or Brother Abram approaches them and begs a moment of their time. (If they are in or near the Butter Churn, the petitioner offers them a round of drinks and a loaf of egg bread while they speak.)

“These are hard times for everyone,” the party’s host begins once they are settled. “Brond has it no worse than anyone else, but that’s still more than bad enough. We persevere, but it is difficult. And, well... Sometimes, we have problems that we simply don’t know how to deal with on our own.”

“Several days ago, one of our citizens — a young carpenter, by the name of Adrol — simply wandered off from his home and shop. His tracks lead very clearly to the southeast, roughly paralleling the main road. There’s really nothing in that direction except the woods. Adrol is a carpenter, but he’s never collected his own materials before, and besides, how much workable wood can one man carry without mount or wagon? And anyway, none of us are foolish enough to wander far beyond town unescorted; all manner of beasts and bandits plague Brond these days.

“We are unsure how to proceed. Several search parties have scoured the borders of the wood, and found nothing. Most of us fear to go too deeply into those woods without large numbers of our fellows, and we cannot afford to send too many away, for fear of leaving Brond defenseless should the bandits attack us.

“I know that you have other, greater affairs in which you are involved, and we can offer you little enough in the way of payment. Still, I must ask — would you be willing to spend just a bit of time searching the woods for poor Adrol? The wood is thick, but not large, not even a mile across. It would not take long at all for those of your abilities. Will you help?”

Should the PCs refuse, their host nods sadly. “I understand. You have your own tasks. I shall not trouble you again.” Any further Diplomacy checks made in Brond suffer a –5 circumstance penalty.

If the PCs agree, their petitioner is profusely grateful, and offers to show them to the southeast side of town, where Adrol disappeared. Because someone can show the heroes where to find the tracks, and because the weather of late has not been rainy, it requires only a DC 10 Spot or Survival check to follow them. Someone with Track need make only a DC 5 Survival check.

The trail continues until the PCs arrive at the edge of the wood — really little more than a large but thick copse of trees — a bit over half a mile from town. The foliage grows thickly here. Anyone more than 20 feet away is considered to have both soft cover and concealment, and movement is reduced to half for everyone but druids.

The copse of trees is not specifically mapped. If the PCs search for at least three hours, a dryad abruptly steps out of a large oak nearby. She is tall and statuesque, with abnormally bright (for a dryad) blonde hair. She instantly focuses on the male PC with the highest Charisma (preferring elves, half-elves and humans, in that order, if two characters tie for highest).

“Good day, travelers. My, but you’re a handsome one, aren’t you? Have you come to visit me?”

The dryad, named Aphshawnee, is only too happy to talk with her chosen PC; she treats anyone else who speaks with her as an annoyance, rolling her eyes and heaving great, bored sighs in their direction. She knows of the influx of monsters into the area, but as none of them have bothered her, she considers it of little import.

If asked about the missing carpenter, her face brightens. “Oh, Adrol! He’s so sweet! Why, just this morning he picked me a whole bunch of flowers.” Any PC with Knowledge (arcana) or Knowledge (nature) need make only a DC 5 check to figure out that Aphshawnee has doubtlessly charmed the young (and handsome) carpenter. The dryad intends him no harm; she’s simply so flighty, even for a fey, that it never even occurred to her that others might miss him. She is, however, reluctant to give him back.

The resolution of this particular dilemma depends entirely on the actions of the PCs. They *can* attack Aphshawnee, who has no real means of fighting back against so powerful a group, but she simply shrieks and flees back into her tree. A threat to cut down her oak or a successful Intimidate check causes her to sullenly produce Adrol (N male human Exp2) from a hidden hollow inside the tree. (DC 25 to locate, if the PCs manually search the tree.) Adrol himself is still under the effects of the dryad’s *charm*, and doesn’t wish to leave. Aphshawnee returns to her tree and refuses to speak to the adventurers any further.

If the PCs are hard-hearted enough to kill the dryad or destroy her tree, Adrol attacks them with his bare



hands. (And the DM should consider shifting their alignments away from good.)

It is just possible, however, that PCs may be able to convince Aphshawnee to return Adrol without threats. Appealing to her own attraction to Adrol and the PC on who she has focused, and explaining that Adrol has people waiting at home who feel the same way, might open her mind a bit. The PCs can also suggest that if the villagers grow angry or scared enough at Adrol's disappearance, they might come in force and damage the wood. Such arguments, plus Diplomacy checks (Aphshawnee begins as indifferent on this matter, and relents if she becomes friendly), might convince the dryad to let her "paramour" go.

If the PCs depart on friendly terms, Aphshawnee offers a bit of parting information that they might find

extremely helpful later on. She mentions to them that the trees have been "whispering" of large, destructive beings holed up in the hills near the southwestern edge of the southern forest. (If a forward thinking character collected the leaves from the boot of the dead ogre found in area III-2, Aphshawnee can confirm that these come from the southern wood.) This is the party's first hint as to the location of the ogres who slew the duke.

The dryad's *charm* wears off eventually, and the people of Brond are delighted to have Adrol back safe. As mentioned previously, any future Diplomacy rolls in the town gain a +5 circumstance bonus.

Dryad: CR 3; hp 14.

Chapter VI: The Bridge at Turin's Crossing

In the days of greater travel through Listonshire, Turin's Crossing was a well-known landmark on the journey through the duchy. The only way to cross the River Eiber without hunting for a low-water ford, the old but sturdy wooden bridge saw substantial amounts of foot-traffic, of hooves, and of wagon and carriage wheels. The guard post beside it was manned and alert at all times, the soldiers unfailingly polite to passersby, but always ready for the slightest sign of bandits, smuggling or other malfeasance.

Like the rest of the duchy, it is today a shadow of its former self. The post is long abandoned, the soldiers reassigned to more vital positions. Traffic passes unimpeded — not that it matters, as so little traffic passes at all.

As the party approaches, the air becomes heavy with the stench of mold and the thick, clinging mud that makes up the banks of the river, and the rushing waters resound in their ears. Any Listen checks in this area suffer a -2 circumstance penalty.

So long as any PC stands within the river itself, the DM should roll 1d10. A result of 1 indicates the drench (see area IV-3) appears, if it has not already been destroyed. This is calculated independently of standard wandering monster checks, which also might result in an appearance by the drench.

VI-1: The Bridge

The bridge is sturdy but simple, a series of thick wooden planks on a heavy framework. The guard rails stand slightly over waist-high on an average human. The planks reverberate dully when stepped upon, and a few creak slightly, but the entire structure seems more than solid enough. The bridge is covered in dust, suggesting it hasn't been used much, but scuffed tracks in the dust suggest that someone — probably a small human or elf — crossed it within the last several days. (A DC 15 Survival check, made by someone with Track, reveals that the most recent tracks are three to four days old.)

Anyone who succeeds in a DC 18 Listen check (remember the penalty for the rushing water) hears a strange sound from beneath the bridge. It sounds like a strange, hollow lapping sound, as though the river were running against an opening. Anyone who stands on the southeast side of the bridge may make a DC 20 Spot check, or a DC 15 Search or Survival check if actively searching, to note signs of disturbance down by the river. It appears as though someone passed

through here, trampling some of the grasses and reeds into the mud, where they stuck. The tracks lead along the river bank, under the bridge.

A colony of bats lives beneath the bridge. They are asleep during the day, and ignore anyone passing beneath them. If they are disturbed, however, they panic and disperse, disorienting anyone under the bridge (-2 circumstance penalty to all attacks, saves and checks, and requiring a Concentration check to cast spells) for 2d4 rounds. The mud of the banks is thick and clinging, reducing movement by 10 feet.

From beneath the bridge, the heroes can see three mud-coated passages leading into the earth beside the river. The passages exist on both banks; characters who wish to reach both must either swim the river or go back up, across the bridge, and down the other side. The opening in the northwest bank leads to area VI-3. One opening on the southeast bank leads to area VI-4 and VI-5, the other to VI-6. If the decapus in VI-3 hears the PCs, it mimics the sounds of someone crying for help. The cries are loud enough that the PCs need only succeed at a DC 10 Listen check to hear them. These cries also draw the lacedons from area VI-6 in 2d6 rounds.

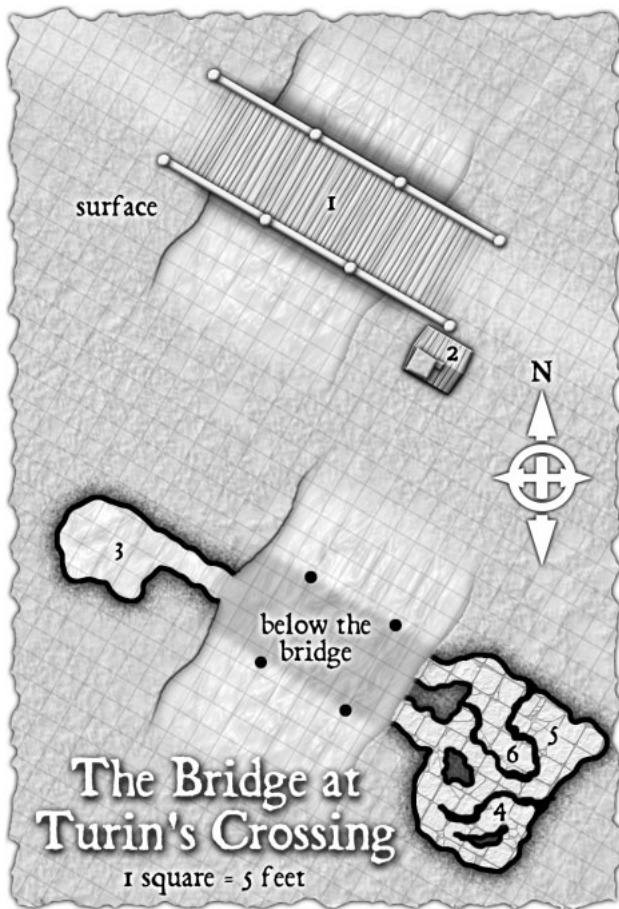
If the PCs remain under the bridge for more than 10 minutes and the lacedons have heard them, they emerge to attack. Combat beneath the bridge always disturbs the bats.

VI-2: The Abandoned Post

This small stone building has clearly seen better days. The wooden doors are partly rotted away, and in some cases hanging off their hinges. Tattered curtains hang in the windows, spitting puffs of dust when the wind catches them just right. That selfsame dust coats the walls, and provides a visible carpet for the stone floor. Old straw mattresses rot away inside, and old bloodstains — long since dried into the stone — mar the walls.

There is nothing of any worth inside the old guard post. If the PCs choose to explore it, use the same general floor plan as the guard post in Chapter II: Liston Estate Guard Post, but without area II-1, as this post lacks the protruding room.

Anyone between the guard post and the river may make a DC 20 Spot check, or a DC 15 Search or Survival check if actively searching, to note the same signs of disturbance mentioned above.



VI-3: Lair of the Decapus (EL 3; 5 if lacedons arrive while decapus lives)

A narrow, mud-slick passage leads forward and slopes slightly downward. Although the mud here isn't thick enough to cling to the PCs' feet, it does make the passage slick. Anyone moving faster than half normal speed must succeed on a DC 15 Balance check or fall prone. These conditions apply in the main chamber as well.

The main chamber is formed of rough-hewn rock, roughly 15 feet by 20 feet. A decapus — a spheroid creature, with ten octopus-like tentacles, milky eyes, and a mouth with yellowed fangs — dwells within. What the PCs experience when they first enter depends entirely on whether the decapus has heard them coming.

If the decapus knows the party is coming: Flickering torches light the chamber, one on each wall. In the center of the room stands a cracked stone altar, on which is embossed the rotted ram's head symbol of the Oinodaemon. Chained to the altar is a young woman, clad in tatters and bloodied by numerous wounds. An entire swarm of tiny, rodent-like humanoids sways around her as though caught in the throes of some religious trance; every few seconds, one

of them rakes its claws across her exposed flesh. The young woman is shrieking for help.

The above is entirely an illusion, created by the decapus, a large, tentacled predator that enjoys feasting on humanoid flesh. Anyone interacting with it receives a DC 14 Will save to recognize it as false, but they may not have the chance. The instant the party approaches the scene, the decapus attacks from the ceiling above, most likely with surprise. (While the decapus has no functional Hide score, part of the illusion consists of a lower stone ceiling between the creature and the party. This grants it a +20 circumstance bonus to its check under these precise conditions.)

If the party arrives unexpectedly: The decapus clings tightly to the ceiling, hoping to remain undetected. The heroes only see it if they look up, but if so, its poor Hide modifier means they likely spot it. It attacks from surprise if possible, but attacks regardless. It sets up a shriek, imitating a woman calling for help, knowing that this draws the lacedons. (The decapus dislikes sharing its meals with the undead, but prefers that to being slain by adventurers.)

In either event, the lacedons arrive 2d6 rounds after the decapus begins calling, if they have not already been destroyed. See area VI-6 for their stats.

If the decapus is winning and the party attempts to flee, it follows them out under the bridge (though it must slow down to squeeze through the passage). This automatically disturbs the bats described in VI-1.

The chamber itself is bare rock, coated in mud, and littered with the bones of past meals. Others than the decapus' meager treasure, hidden behind a rock (DC 8 Search check) along the far wall, there is nothing of value here.

Decapus: CR 4; hp 33; See the *Tome of Horrors* by Necromancer Games.

VI-4: Damp Cave (EL 3)

The passages on this side of the bank are lower than the decapus' lair, and a trickle of water flows constantly in from the river. In the entryway, the water is perhaps an inch deep. As the heroes progress deeper into area VI-4, the water deepens, to a total depth of two feet. The walls of the cave glisten with mold, and enormous insects scuttle across its surface.

A small school of alligator gars lurk in the depths of the water, but they attack only if the PCs progress all the way into VI-4. Beneath the water is a broken skeleton, long-since calcified. Any possessions it might once have had are long gone, except for a simple scroll case. It requires a DC 15 Search check to

locate the case, as it is easily mistaken for one of the bones. This is a scroll case of preservation†.

Gar (10): CR 1/4; hp 4 (average); See the *Tome of Horrors* by Necromancer Games (these gar use the stats for the small barracuda).

VI-5: Slime Cavern (EL 4)

The walls of this wide cavern are covered in slimes and molds, more so than any other chamber here. The water grows deeper, to three feet in the center of the room.

While most of the slime is harmless, a patch in the center, beneath the water, is in fact green slime. Anyone stepping on the slime suffers damage normally, but must also make a DC 15 Balance check or slip, falling under the water. The presence of the water makes it all but impossible to attack the green slime directly with fire, and attempts to burn the slime off a victim have only a 50 percent chance of success unless the fire is magic.

Green Slime: CR 4

A single patch of green slime deals 1d6 points of temporary Constitution damage per round while it devours flesh. On the first round of contact, the slime can be scraped off a creature (most likely destroying the scraping device), but after that it must be frozen, burned, or cut away (applying damage to the victim as well). Extreme cold or heat, sunlight, or a remove disease spell destroys a patch of green slime. Against wood or metal, green slime deals 2d6 points of damage per round, ignoring metal's hardness but not that of wood. It does not harm stone.

VI-6: Lair of the Lacedons (EL 4)

For a time, the decapus used this chamber to store any bodies it did not immediately consume, allowing the water — three feet deep at the end farthest from the entrance — to soften corpses up a bit. Eventually, however, the power of the curse on Duke Roderick and his duchy animated the waterlogged corpses as aquatic ghouls. These lacedons now compete with the decapus for what food comes by; they have learned that the decapus uses the cries of a tormented woman to attract prey, and frequently move into its lair when they hear it. If the PCs have not already encountered the lacedons under the bridge at VI-1, or in the decapus' lair at VI-4, they automatically encounter them here. The lacedons' favored tactic is to paralyze someone and then push them under the water to drown.

What remains of the lacedons' victims — not much, really — is piled in a heap under the water in the deepest portion of the room.

Lacedons (4): CR 1; hp 19, 17, 12, 11; Lacedons appear under the "Ghoul" entry in the MM.

Lady Darnelle's Body

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the body might be found here. If so, it is located among the remains of the lacedons' victims. The PCs can see with only casual observation that one of the bodies is fresh; it still has flesh, and it's dressed in rags that still bear the rearing steed ensign of Duke Roderick's house. In this case, assume Lady Darnelle was overtaken and slain on the bridge, then thrown into the river where the lacedons claimed her body.

If the PCs speak with Darnelle's body via *Speak with Dead*, she can inform them:

- The ogres pursued her, clearly suggesting the attack was not random.
- That she left Linara with a family named Cheston in the village of Brond.
- That she had the princess' ring with her when she died; if it is not on her now, it must have been taken by one of her killers, or someone who came along afterward.

Lady Darnelle does not know who was behind the attack, or that Baron Kendrick wants the princess dead. She can, if asked, express her suspicions that the killing may have had political motivations, and that only the ring will suffice to prove Linara's identity.

Chapter VII:

The Old Well

During the days of greater travel, this squat stone well existed for the comfort and convenience of travelers along the main highway. Those traveling south or southeast could acquire all the water they required, without having to slide down to the muddy banks of the river by the bridge at Turin's crossing. Those coming from the south had the same advantage, while those coming from the southeast would not have to draw upon the resources of the Road's End Inn. (This had the added benefit of preventing Dobban, the proprietor of the Road's End, from charging travelers for water, something that irked Dobban himself but made everyone else quite happy.)

The well still stands today, but only a few people use it. It is an unusually large well, consisting of a circular wall of stones nearly 10 feet in diameter, and covered by a conical wooden roof. The wood has begun to rot in a few places, and the winch used to raise and lower the water bucket squeals with rust. The rope hanging from that winch is frayed, but that hardly matters, as the bucket is long gone. (Characters who found the old bucket floating in Lake Peradus should have little difficulty in realizing that it came from here.) The water in the well is still fresh, however, and accessible to travelers who have either their own vessel to lower into the well, or who are willing to make the climb into its depths.

Anyone at the well may make a DC 15 Spot check — or, if actively searching, a DC 10 Search or Survival check — to notice an oddity in the grasses at the well. Due to the high groundwater, the earth is a bit muddy here, thus preserving the tracks of those who come to draw water. The tracks also show signs of a recent struggle, and evidence that someone who approached the well never left. Due to the depth of the well and the water at the bottom, it is impossible to see what (if anything) might be present in its depths. The well is unmapped, as it consists of only a single chamber.

VII-1: The Depths of the Well (EL 5)

The interior of the well is rough and uneven stone, which would normally be an exceptionally easy climb. The molds, mildews and grime that coat the stones, however, make the attempt rather more precarious. The well itself is 5 feet from the ground, and continues another 15 feet beneath the ground. It requires a DC 15 Climb check to descend into the well using

only one's hands. A rope can make the task substantially easier, but characters who anchor a rope to the winch — or, even worse, use the rope already present — are courting disaster. The rope is so frayed, it has a mere DC 10 break DC; the winch has DC 15. For every climber placing weight on one (or both) of these items, the DM should roll a D20, adding a +1 modifier for every 20 pounds of weight. (Don't forget equipment.) If the roll exceeds the item's break DC, it snaps. Assume the breakage occurs roughly halfway down, dropping the character 10 feet. The water at the bottom is roughly 5 feet deep.

Once they've reached the base of the well, and assuming the PCs have a light source or darkvision, they find themselves in an uneven chamber actually a bit larger than the well itself. Since it's unlikely the well-diggers broke into a pre-existing underground chamber in such soft earth, they must have chosen to make the bottom of the well wider than the top. Whatever reason they might have had for such an odd decision is not immediately clear. The chamber is roughly circular, and 15 feet in diameter. The masonry is worn here, and in several places large chunks of stone have fallen to lie in the water, exposing the packed earth behind them. The wooden water bucket, cracked where it hit a stone in its fall, also lies here, a bit of frayed rope still tied to it.

The floor is uneven here, partly due to those fallen stones. Anyone moving more than half-speed must make a DC 12 Balance check or fall.

The largest chunk of masonry and stone is not really stone at all; it's a mimic that has set up shop in the well and, on occasion, climbs partway up the wall and drags in passersby. It was content to ignore a well-armed adventuring party so long as they remained up top, but it strikes (likely with surprise) as soon as the first character reaches the bottom. Because it is partly submerged, the mimic has a +2 circumstance bonus to AC against ranged attacks, and to saves against fire-based attacks. This, combined with the fact that the little space remains for the PCs to maneuver or even stand in — even leaning partly against the wall, the mimic takes up over half of the available 15 feet — raises the EL of the encounter by 1, to a total of 5 as noted above. The mimic often attempts to drown enemies it has successfully grappled.

Once the mimic is slain, a simple search of the well turns up a relatively fresh, waterlogged, partly-eaten corpse. If Lady Darnelle's body is not here, this is simply the corpse of an unfortunate passer-by. She carries

a waterlogged bill of sale from the brewer in Brond, to be delivered to Dobban at the Road's End Inn. Otherwise, see below.

Mimic: CR 4; hp 52.

Possessions: Various coins (mostly silver and copper) worth 5 gp, a tiny lapis lazuli butterfly pin worth 40 gp, a rusty but salvageable masterwork short sword.

For every 10 full minutes the PCs remain in contact with the water, the DM should roll 1d10. On a result of 1, the drench appears unless it has already been destroyed (see area IV-3). However, the drench does not attack unless the mimic has already been slain. The EL listed above is for the mimic only.

Lady Darnelle's Body

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the body might be found here. If it is, she is the corpse on which the mimic has been feeding. The PCs can recognize her easily, as she is dressed in rags that still bear the rearing steed ensign of Duke Roderick's house. In this case, assume Lady Darnelle was overtaken and slain here, and the ogres dumped her body down the well, where the mimic claimed it.

See area VI-6 for a rundown of the information Darnelle can provide under the influence of *Speak with Dead*.

Chapter VIII: The Road's End Inn and Tavern

One of the few establishments in Listonshire still doing reasonable business, though it can certainly not be said to thrive, is the well known and well respected Road's End Inn. A stopover point for almost all travelers on the most widely traveled route into and out of the lands surrounding Liston Estate itself, the Road's End is also a popular destination in its own right. Dobban, the proprietor, brews his own ales and meads, and his chef is a genius with even the most pathetic cuts of meat. Those who would not dream of approaching Castle Liston under current circumstances still travel out of their way to visit the Road's End. They cast dark glances at the roads leading northwest from their comfortable tables by the window, and try hard to ignore the stories of the curse and of horrid monsters that circulate amongst the usual tavern rumors.

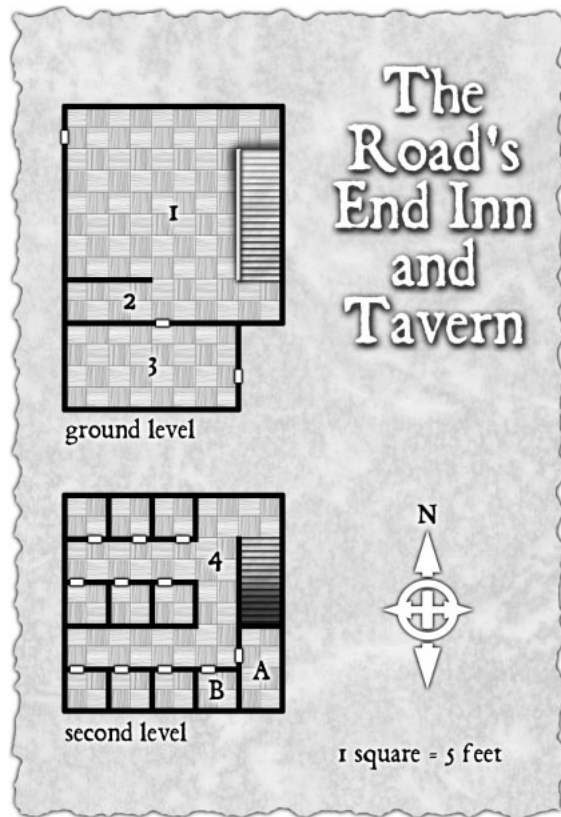
From outside, the Road's End looks like a traditional tavern. A two-story wooden structure, it is clearly old and well used, but still in excellent repair. Two chimneys, side by side, belch thin columns of smoke into the air. Above the main door facing the highway, a wooden sign hangs on squeaky, swaying chains, picturing a road leading up to a homey-looking cottage. Scrawled beneath it in common is "Road's End Inn and Tavern: The Best Home You Don't Live In." And beneath that, in much smaller letter, "No violence permitted." Reference Map Nine: The Road's End.

Beginning the Journey

It's entirely possible that the PCs stop at the Road's End before ever reaching Castle Liston, at the start of the adventure. The general atmosphere of the place is the same, but Rilby and Junda are not present until after the PCs have visited with Father Barclay, and thus no encounter with them can occur at this time. Otherwise, everything written below applies.

The tavern is run by a grizzled, bearded man named Dobban, a retired adventurer (N male human Ftr5/Exp4). He works all day, every day, serving as both chief bartender and bouncer. His employees consist of an exceptional cook named Urud Firemountain (LG female dwarf Exp 7), an assistant barkeep named Tamra (NG female human Com 2), several servers (male and female human Com 1), and the night manager Callan (N male human War2/Exp3). Any food or drink can be purchased here for standard prices, or patrons can order the House Special meads or ales, which cost 120% of normal but are of exceptional quality. Patrons can also request lodgings for the night, at the standard costs for a common inn.

Should a brawl or other violence break out in the Road's End, Dobban and Urud step in to stop it, as does a bleary Callan after 3d4 rounds. (If the fight happens at night, Callan reacts immediately, and



Dobban and Urud arrive after 3d4 rounds.) Additionally, any patrons in the taproom not actively engaged in the violence move to aid the barkeep. If violence occurs upstairs, it takes all three of them 3d4 rounds to arrive.

XIII—I: The Taproom

Once the PCs pass through the main door, they find themselves in a room roughly 20 feet on a side. (The true dimensions are actually closer to 30, but the presence of the bar and the staircase render much of that space inaccessible.) Small round tables and old but sturdy chairs are scattered haphazardly about the room, failing utterly to make efficient use of the space.

Several large windows allow daylight (or moonlight) access to the room. The air is filled with a combination of scents, the strongest consisting of mead, roasting meats, fresh sawdust and just a hint of traveler's sweat. A bar, behind which stands a grizzled old man serving drinks and several barrels of various potables, occupies much of the south wall. The door behind it appears to lead to the kitchen, judging from the sounds and smells emanating from it. Servers glide back and forth from the bar and kitchen to various tables, either delivering food, clearing dishes, or simply straightening up. A small fireplace stands beside the front door, warming the room.

At any given time during the day, Dobban and Tamra stand behind the bar or in the kitchen, Urud works in the kitchen, and the servers can be found all over. 4d4 patrons, most of whom are low-level commoners, experts or warriors, enjoy a meal or drink. Most of these have come to the Road's End specifically, and have no intention of traveling closer to Castle Liston, but a few are on their way to or from paying their respects to the deceased Duke. At night, only 1d4 patrons can be found here, chatting with Callan or munching on the day's leftovers.

It is entirely possible that the PCs may attempt to dig up some information while they're here. This requires a Gather Information check; the degree of success indicates the sort of information they find. However, some of the rumors making the rounds are only partly accurate, or entirely false. Some number ranges grant more than one possible rumor; the DM should roll randomly on the table at the bottom of the page to determine which one a given PC hears.

Once the party has been asking around for a few minutes (and assuming they have already been to Castle Liston, and thus Rilby and Junda are both present), allow each PC to make two DC 15 Spot checks. Success on the first indicates that the character notices a curly-haired halfling (Rilby) watching them from one of the tables. Success on the second indicates they notice a scarred, leather-clad woman with

Check Result	Information/Rumor Obtained
5–10	The entire duchy is laboring under a curse placed on Duke Roderick. Monsters have come from everywhere, and the duke's recent death was the final culmination of that curse. (Only partly true; the duke's death was not actually a result of the curse.)
Or	All the monsters and bad luck we'd have had lately are a deliberate invasion from one of the other nearby provinces, who want to move in and take Listonshire for their own! (False.)
Or	The town of Abrolon was abandoned because it's haunted! (True.)
11–15	Baron Kendrick is likely to assume the Dukedom of Listonshire, once the appropriate mourning period has passed. (True.)
16–20	A strange group of travelers has been scouring the countryside, looking for someone. I think there may have been a survivor from the attack on the duke! (True; it's possible the PCs may, depending on what's happened so far, think the rumor refers to them, but it actually refers to Balthus' party.)
Or	A lot of travelers have reported attacks by ogres recently. (True.)
21+	Listonshire was once plagued by a cult devoted to an ancient evil fiend, the lord of plagues. Perhaps all our troubles indicate a resurgence of the cult! (Partly true; a cult to the Oinodaemon did once thrive here, and in fact a shrine to the plague lord still exists in the caves the ogres have taken for their own, but the cult itself has not returned in any force.)

rough, short hair (Junda) also watching them from a different table.

If the PCs approach Junda, she won't say much. She simply claims to have been curious about a group of armed strangers asking questions, and does not speak to the party further. Any attempt to force her causes her to petition Dobban to chastise the "troublemakers." Should the PCs somehow manage to subtly force her (perhaps through charm person), she reveals that she's working for someone named Balthus, that

Princess Linara's Ring

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the ring might be found here. If it is, it's in Rilby's possession. He found it on the body of a dead ogre, apparently slain by one of the other roaming monsters. Rilby tells the PCs "I have something else, something a *lot* more valuable than that information." He tries to negotiate without telling them what he's got, but he reveals the truth if they seem unwilling to proceed. "It's a ring," he says, "a ring with Roderick's ducal seal. That's gotta be worth something to you, right?" He begins asking for a whopping 1,000 gp, but can be talked down to 200 gp through Diplomacy or Intimidate. He does not have the ring on him, but rather hid it in a small box which he buried behind the Road's End. Once he and the PCs reach an agreement, he takes them to retrieve it.

they're seeking a missing girl, but that she doesn't know any further details beyond that. She also admits that she's supposed to do whatever she can, up to and including killing, to keep anyone else from finding the girl.

If the PCs approach Rilby, he smiles and invites them to join him. If they do not he eventually stands and approaches them. In either case, he begins the conversation with, "Hello, folks. My name's Rilby, and I couldn't help but overhear some of your conversation. I think I may have some information of value to you."

The information that Rilby (N male halfling Rog3; Bluff +7, Diplomacy +7) offers, at least at first, is that someone has indeed been searching the region for a missing girl — and that "That scary-looking woman over there," he says, while gesturing subtly at Junda, is one of them. It's vaguely possible the PCs know this already, but if not, this information can be useful. However, Rilby does not share the information for free. He asks for 50 gp up-front, but he can be talked down as low as 20, half up front, half afterwards, with a successful Diplomacy or Intimidate check.

It's possible that this is all Rilby has to offer — but he just may have a lot more.

XIII-2: The Bar

This area is where Dobban keeps all the various drinks and liquors, where he takes orders, and where he keeps the cashbox, a small wooden chest. Should the PCs somehow get their hands on it, it requires a DC 15 Open Locks check to pick, has a hardness of 5, 1 hit point, and a break DC of 17. It contains 11 gp, 103 sp, and 46 cp. Dobban and the others fight to protect it.

XIII-3: The Kitchen

Several wood-burning stoves, rotating spits and hanging cauldrons occupy the kitchen. During the day, Urud stands in the center of it, shouting alternately at the servers or the food itself. The door in the east wall leads to the backyard and the compost heap.

XIII-4: The Second Floor (possibly EL 4)

Nothing but sleeping quarters occupy the second story. Only those actually staying the night technically have any business up here. The larger chamber, labeled A, is shared by the servants here. Dobban, Urud and Callan share the chamber marked B in shifts.

Each room is more or less identical, containing a single bed with a straw mattress, a small chest as a footlocker, and rack for cloaks and coats, and a window. The door to each room requires a DC 10 Open Locks check to pick, hardness 5, 10 hp, and a break DC of 13. The window can be picked on a DC 12 Open Locks roll.

If the PCs stay the night, Junda attempts to sneak into one of their rooms and kill at least one character in his sleep. If she is defeated but not slain, she can be coerced or *charmed* into revealing the information presented previously. She has no means of contacting Balthus, or leading the PCs to him; he was to contact her at a time of his choosing, and that could be days or weeks away.

Remember that staff may arrive to break up the fight in 3d4 rounds. Junda attempts to Bluff her way out, claiming the PCs attacked her, but given her lack of related skills and her presence in the PC's room (which grants her a -5 circumstance penalty to the check), it shouldn't be difficult for the PCs to convince Dobban of the truth.

If Junda survives and the PCs turn her over to Dobban, he agrees to hold her until soldiers can be summoned to arrest her.

Junda: female Human Rog4; hp 26; see Appendix B: NPCs and Monsters of Listonshire.

Chapter IX: The Ruins of Old Liston Keep

Listonshire was not always ruled from Castle Liston. Many centuries ago, when the duchy was little more than untamed wilderness, the Liston family ruled from Liston Keep. A much smaller and more martial bastion than Castle Liston, Liston Keep served as the center of power for many years, until a previous Duke of Listonshire moved his family and his capital north and west, to a much larger castle on whom his grandfather had begun construction. For a time, both structures remained in operation, with Liston Keep becoming purely a military bastion. As the region's primary roads and trade routes were established, however, Liston Keep grew obsolete. Finally, when the shifting and soft grounds near the river caused several sections of the keep to collapse, the ruling Liston family decided to abandon it, rather than spend resources on costly repairs to a fortress they hardly used anyway. By the modern day, the keep is a crumbling, run-down shell of its former self. (Reference Map Ten: The Ruins of Old Liston Keep.)

Portions of it remain sturdy, however, and under the effects of Roderick's curse, the keep has not remained abandoned. A small clan of skulks, cowardly but murderous humanoids capable of blending into any environment, have made their home in the surviving rooms of the keep. Several of their more mechanically minded members have used timber cut from the surrounding wood to shore up some of the shakier rooms; they have also riddled the keep with traps, for protection against intruders. Using a makeshift bridge and the surviving trails, they ambush occasional travelers on the main roads, slaughtering them and stealing any goods they might have. Because game is somewhat scarce, due to the presence of many monsters in the region, the skulks, not normally a cannibalistic species, have taken to consuming the flesh of some of those they kill.

Anyone making even a casual examination of the roadway that leads to the keep — it intersects the main road between Brond (V) and the Turin's Crossing Bridge (VI) on the map — need only succeed at a DC 15 Spot or DC 10 Survival check to notice signs of use on the path. Although it is overgrown, suggesting infrequent use, that growth has been pushed aside or trampled down recently, suggesting that someone has passed this way. Footprints, hoofprints and even wagon tracks lead southwest. These, though the players do not know this, represent the various goods and people the skulks have taken

from the main road. Because the tracks remain on the old road, no check is required to follow them.

Once the PCs reach the river, they see a stack of planks on the far bank — the skulks lay these out when they wish to cross — but no means of crossing from the north side, on which the PCs' stand. They must find their own way across, perhaps swimming or making use of various magics. If they choose to swim, and remain in the water for more than 10 minutes, the DM should roll 1d10. On a result of 1, the drench appears (see area IV-3) if it has not already been destroyed.

A pair of sentries, stationed at the top of the only tower still standing in its entirety (area IX-7), watches the road constantly. (Assume they take 10 on all Spot checks, for a total of 16). Unless the PCs all manage to remain very effectively hidden (or perhaps *invisible*), the skulks detect their approach, spotting either the party or, if they are traveling at night, their light sources. This indicates that all the skulks are prepared for the party's arrival.

While many of the encounters in the ruins of old Liston Keep are fixed, attached to a given location in the standard fashion, a great many are not. The skulks move about the castle most of the time, setting up ambushes wherever they may be as soon as they hear word of intruders. Any time the PCs enter a numbered area that does not already have a creature described within, the DM should roll 1d10 and consult the following chart.

Roll	Inhabitants of Room
1-4	None, as written
5-8	A pair of skulk rogues (EL 5)*
9-10	A pair of sneakier skulk rogues (EL 7)**

**This encounter can occur only five times before all the wandering skulk rogues are slain. If rolled again after five such encounters, treat as a roll of 9-10.*

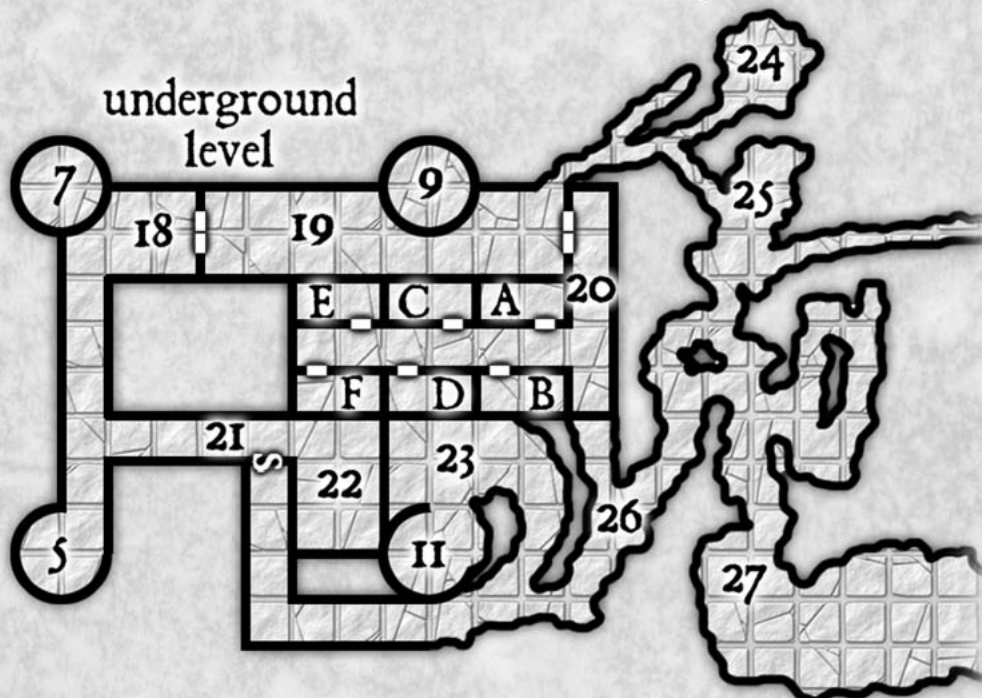
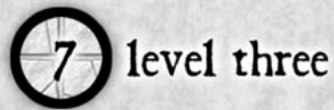
***This encounter can occur only three times before all the wandering sneakier skulk rogues are slain. If rolled again after three such encounters, treat as a roll of 5-8.*

Remember, such an encounter can occur in any room that does not already have an inhabitant described in its entry. (Rooms that have traps described, but no creatures, may have skulks within.) If the skulks are aware the party is present, either because their sentry warned them or because they hear the party coming, they are all hidden throughout

The Ruins of Old Liston Keep



one square = five feet



the room, in the most advantageous position possible for ambush. If the skulks are surprised, they are not hidden, but they always attempt to flee and sound the alarm. A skulk reduced to one-quarter hit points attempts to flee, departing the keep entirely and not returning. If the DM wishes to assume the skulks take 10 on Hide checks when preparing, the skulk rogues have a total Hide result of 35, and the sneakier skulk rogues have a total Hide result of 36, due to their chameleon abilities.

Skulk Rogues: male or female Skulk Rog2; CR 3; hp 20 (average); see the *Tome of Horrors* by Necromancer Games.

Sneakier Skulk Rogues: male or female Skulk Rog4; CR 5; hp 29 (average); see the *Tome of Horrors* by Necromancer Games.

The First Floor

The main level of old Liston Keep is still relatively intact, with only a few exterior walls crumbled away here and there. Doors and stairs creak alarmingly, but are in no danger of collapsing. Any attempt to Move Silently while passing through a door or up those stairs suffers a -5 circumstance penalty; the skulks, however, have learned how to edge the doors open or avoid the creaky stairs, and thus do not suffer this penalty.

Unless stated otherwise, all doors on this level have hardness 5, 15 hit points, and a break DC of 18. If locked, they require a DC 15 Open Locks check to pick.

IX-1: The Main Entryway

A large wooden door grants entry into the keep's main hall. It might once have proved a formidable barrier to entry, but now it simply a slab of rotting wood and old bronze, hanging loosely from a single hinge.

IX-2: The Main Hall

An old carpet, once deep red but now browned by age, dirt and mold runs the length of the hall, from the front door to the stairs at the east end. An old chandelier, all the crystal long since removed, dangles precariously from an old, rusty chain at the intersection of the two halls; the chain then runs to an anchor point on the wall between the doors to areas IX-4 and IX-6. The smaller doors leading into the adjoining chambers are closed, and in far better repair than the main portal.

The stairs lead up to the main hallway on level two.

If the PCs encounter any skulks in this area, and any of the PCs is standing beneath the chandelier, a skulk may attempt to whip the chain off the anchor

point, thus dropping the chandelier on the character. (The chandelier is quite large, and threatens anyone in the shaded area.) The falling chandelier does 2d6 points of damage, and the character is pinned beneath a large mass of old metal unless he's strong enough to move it, or lithe enough to escape it (DC 15 Strength or Escape Artist check). A DC 10 Reflex save avoids the falling chandelier.

IX-3: Hole in the Wall (EL 1)

The shifting of the earth and crumbling of portions of the wall has left a gap in the stone here, roughly 3 feet wide and 5 feet in height. PCs can squeeze through here if they wish, making use of this alternate entrance or exit. However, the skulks have set up an arrow trap here, just to harry those who would attempt to sneak in or out of their home.

Basic Arrow Trap: CR 1; mechanical; proximity trigger; manual reset; Atk +10 ranged (1d6/x3, arrow); Search DC 20; Disable Device DC 20. *Market Price:* 2,000 gp.

IX-4: The Barracks (EL 5)

The old bunks lining this room suggest that it was once the barracks of the Liston Keep soldiers. The wood is old, and the old mattresses have long since rotted away and been replaced by heaps of straw. Footlockers and chests stand at the foot of each bed, but they have long since been emptied of anything of value.

A pair of skulk rogues wait in this room. If the party has somehow gone undetected, they are asleep in two of the beds, but otherwise they are hidden and waiting in ambush. (Remember that, as a fixed encounter, these skulks do not count against the limits given for the random encounters above.)

The door in the northwest wall, leading to area IX-5, is locked. It has a better lock than others on this level (DC 18 to pick), but is otherwise identical to the other doors.

Skulk Rogues: male or female Skulk Rog2; CR 3; hp 24, 16; see the *Tome of Horrors* by Necromancer Games.

IX-5: The Northwest Tower (EL 4 and EL 7)

<n>One of the four guard towers of Liston Keep, this one has clearly seen better days. The main chamber (on level one) is filled with dust and broken stone. It contains an old wooden table with a few broken chairs, a weapons rack (empty), and a spiral staircase leading both upward and downward. A DC 15 Spot check or DC 10 Survival (Track) check reveals footprints going both up and down the stairs. (The PCs

have no way of knowing it, but the footsteps leading up were placed deliberately to mislead intruders.)

Climbing up the stairs (to level two) takes the PCs to a chamber with a partially collapsed wall and ceiling. The floor is covered in bird droppings and mold caused by centuries of rain. Half the floor is hidden by the rubble of the collapsed wall.

Due to the precarious and unstable nature of the partly collapsed wall, the PCs may risk causing further collapse. The use of any direct-damage-dealing area effect, such as a spell or the like, has a percent chance equal to the damage dealt of causing a partial collapse. Rocks fall from the ceiling and the wall, doing 2d8 points of damage to everyone in the room (DC 14 Reflex for half.) The collapse is, in itself, considered an area effect that might cause a second collapse. If three such collapses occur, this entire level of the tower is blocked off, and the PCs are forced back into the stairwell leading down.

If the PCs disturb the rubble, or remain in the room for more than 1d4 rounds, a centipede swarm bubbles out of the pile of rock and attacks. The swarm pursues the party to the first floor if they attempt to flee, but does not go down to the underground level, nor does it leave the tower.

Centipede Swarm: CR 4; hp 30.

If the PCs progress downward, to the portion of the tower that extends to the underground level of Liston Keep, they find themselves in the lowest level of the tower. This circular chamber appears to be empty, except for the two hidden skulks standing guard within. (As a fixed encounter, these skulks do not count against the limits given for the random encounters.)

The passageway leading out of area IX-5's lowest level is stone, but close examination reveals many cracks in the brick, and thick-packed mud behind it. In many places, the mud has oozed directly through the bricks, to leave sticky, stagnant-smelling spots on the floor.

Sneakier Skulk Rogues (2): male or female Skulk Rog4; CR 5; see the *Tome of Horrors* by Necromancer Games.

IX-6: The Audience Chamber

The Liston Dukes presumably held their audiences and assemblies in this chamber, back when Liston Keep was their seat of power. Several old chairs stand around the perimeter of the room. Against the east wall, between the curved tower wall and the corner, stands a brass throne. It was once upholstered in velvet and boasted a few jewels along the top — the empty niches are still visible — but these were either taken when the capital was moved, or else stolen by later residents of the “abandoned” keep. Behind the throne stands an old candelabra, nearly six feet high. Although it is not clear from a casual glance, close

examination reveals that it is actually constructed of fine-quality steel, not simple iron, and is weighted strangely. In fact, though it serves perfectly well as a candelabra, it is also a masterwork greatclub, meant as an emergency weapon for the duke if he was ever attacked in session. The skulks never recognized it for what it was, and so it remains here.

IX-7: The Northeast Tower (EL 3 and 5)

The only tower left completely intact as the years wore away at the keep, this is the skulks' sentry post. The door from area IX-6 is trapped; opening the door without successfully disarming the trap causes the individual standing before the door, and the person to his immediate right, to be showered with needles launched from above the door. The tower is utterly empty on the ground floor (and the basement level, which was once a storage chamber), save for the stairs leading up. On the second floor, several sheets of canvas are stacked messily beside the stairs; the sentries use them for shelter when it rains. The stairs end here, in a trap door leading to the roof (same stats as other doors on the first and second floors of the keep).

The top level of the tower protrudes ten feet above the rest of the keep, and it is from here the skulks keep watch (and most likely spotted the PCs arriving). The edge of the wall boasts crenellations, and rusty bolts in the floor suggest that a ballista or other siege weapon was one mounted here.

If the PCs somehow managed to avoid being spotted by the sentries on their way in, have not allowed any skulks to escape and warn the others, and managed to keep silently up the stairs (remember the -5 circumstance penalty), they catch the sentries just lazing about, unprepared. Otherwise, the skulks are hidden and waiting in ambush. If possible, they attack the instant a PC is halfway through the trapdoor, allowing them to strike at him without his companions striking back. (As a fixed encounter, these skulks do not count against the limits given for the random encounters.)

Hail of Needles Trap: CR 3; mechanical; location trigger; manual reset; Atk +20 ranged (2d4); Search DC 22; Disable Device DC 22. *Market Price:* 5,400 gp.

Skulk Rogues: male or female Skulk Rog2; CR 3; hp 21, 20; see the *Tome of Horrors* by Necromancer Games.

IX-8: The Dining Chamber

The table that takes up most of the center of the room suggests that this was once the dining chamber. Clearly the soldiers and inhabitants of Liston Keep ate in shifts, as this room could not possibly hold all of the population at once. The table does not appear to

have been used in quite some time, and the cushioning on the chairs is long rotted away.

IX-9: The Southeast Tower (EL 4)

This tower doesn't appear to have seen much use recently. The door is slightly ajar, the stairs are dusty. The lower level, formerly a storage area, is empty, and the outer wall on the second floor has partly collapsed, allowing the elements to wreak havoc here even as they have in area IX-5.

Due to the precarious and unstable nature of the partly collapsed wall, the PCs may risk causing further collapse. The use of any direct-damage-dealing area effect, such as a spell or the like, has a percent chance equal to the damage dealt of causing a partial collapse. Rocks fall from the ceiling and the wall, doing 2d8 points of damage to everyone in the room (DC 14 Reflex for half.) The collapse is, in itself, considered an area effect that might cause a second collapse. If three such collapses occur, this entire level of the tower is blocked off, and the PCs are forced back into the stairwell leading down.

As with the northwest tower, a swarm of centipedes dwells in the rubble on the second floor, and attacks under the same circumstances.

Centipede Swarm: CR 4; hp 34.

IX-10: The Kitchen

Unlike the dining room, this area appears frequently used. The pots are relatively clean, the stoves loaded with fresh wood, and several buckets of clean water stand in the northwest corner. Several chests contain various preserved rations (presumably stolen from travelers), and several strips of smoked meat hang from hooks (presumably the travelers themselves). It requires a DC 10 Craft (cooking), Heal or Profession (chef) check, or a DC 15 Intelligence check, to recognize the meat as human.

If the PCs really want to take the time, a DC 10 Search check eventually reveals 2d12 sp-worth of various utensils.

IX-11: The Southwest Tower

This tower has suffered the most of the four, and exists as little more than a door leading into a pile of rubble. If the PCs can uncover the stairs and head down, they find nothing but a storage room, half-buried in rock, with nothing useful left in it. However, a DC 14 Search check reveals an opening in the wall, partly covered in rubble, that leads to area IX-23. While the rain has created many pockets of mold and numerous insects flit in and out, this tower is not host to a swarm as are IX-5 and IX-9.

Although this area does not have a keyed encounter, do not roll to see if any skulks are present.

They avoid this tower, as it has nothing to offer and they fear that it might someday collapse completely.

The Second Floor

The upper level of the keep is less stable even than the first. Due to squeaking planks, rusty hinges and shifting stones, the -5 circumstance penalty to Move Silently applies everywhere on this floor, rather than merely at doors or staircases. Again, the skulks have had sufficient practice that they may ignore this penalty. The main hall of this floor, like the one below, is lined in old, moldy carpeting, and mildew has formed all over thanks to the intrusion of the elements.

IX-12: Storage Closet

This tiny room that backs up to the wall of the northeast tower holds a few empty barrels, shelves and hooks, all dusty. Whatever was once stored here, it is long gone.

If the DM rolls a random skulk encounter here, only one of the skulks waits within the room, and attacks the moment the door is opened. The second skulk lurks about 20 feet down the hallway (toward area IX-16), using his chameleon ability to hide.

IX-13: The Ducal Servants' Quarters

In the days when the Liston family occupied the keep, their favored servants slept here, rather than in the barracks with the soldiers. Two small but good-quality beds lie against the north and east walls of this room; a large wardrobe stands against the west. All show signs of recent use, unlike the furniture in many of the other chambers. A pair of small bells hang in the room, one in the southwest corner, one in the northwest. The pull ropes are long rotted away, but a DC 15 Spot or DC 10 Search check reveals small holes in the walls by the ceilings. Apparently, the bells were meant to be rung by the people in rooms IX-14 and 15.

IX-14: The Children's Room

This room is set up in much the same fashion as IX-13, save that the beds are smaller and a few rotted stuffed toys still linger in the footlockers. A hook on the wall marks the location of the bell-pull, before the rope rotted away.

IX-15: The Duke's Bedchamber

Although this room has only a single, large-sized bed against the north wall, it is otherwise similar to the previous two bedrooms. Again, a metal hook sug-

gests the former presence of a bell-pull to summon the servants from IX-13. And again, anything of value has long since been stripped from the room.

IX-16: The Broken Hall

Whatever this hall might once have led to is completely inaccessible. The southern wall has utterly collapsed, leaving a pile of rubble to block the party's progress. (Should a character somehow enter the rubble, perhaps with a *gaseous form* spell, he finds himself on a surviving portion of the ceiling of the first floor. A few holes allow him to peer into the kitchen.)

If the DM rolls a random skulk encounter here, one is hiding camouflaged against the rubble, and the other at the far end, in the broken areas near the wall of the northwest tower.

Due to the precarious and unstable nature of the partly collapsed wall, the PCs may risk causing further collapse. The use of any direct-damage-dealing area effect, such as a spell or the like, has a percent chance equal to the damage dealt of causing a partial collapse. Rocks fall from the ceiling and the wall, doing 2d8 points of damage to everyone in the room (DC 14 Reflex for half.) The collapse is, in itself, considered an area effect that might cause a second collapse. If three such collapses occur, this entire stretch of hallway is blocked off, and the PCs are forced back into the hall with the bedrooms.

IX-17: The Great Hall (EL 6)

This hall was used for formal occasions, meals at which foreign dignitaries were hosted, assemblies that called for more space than area IX-4 allowed, and so forth. The chamber was once richly adorned, as the tattered remnants of tapestries on the wall show. Now, it is devastated, with much of the room collapsed due to years of neglect and pounding by storms.

The skulks avoid this chamber like the plague, and with good reason. Fortunately, the PCs should have some warning of what's to come; a large portion of the collapsed wall is covered in thick webbing. If the PCs depart immediately, they are safe. After 1d6 rounds, however, the four monstrous spiders who inhabit the room slip from various secure tunnels in the rubble and attack. They do not pursue the PCs out of the room.

Due to the precarious and unstable nature of the partly collapsed wall, the PCs may risk causing further collapse. The use of any direct-damage-dealing area effect, such as a spell or the like, has a percent chance equal to one-half the damage dealt of causing a partial collapse. Rocks fall from the ceiling and the wall, doing 2d8 points of damage to everyone in the room (DC 14 Reflex for half.) The collapse is, in itself, considered an area effect that might cause a second col-

lapse. If three such collapses occur, this entire level of the tower is blocked off, and the PCs are forced back into the stairwell leading down.

Monstrous Spiders (4): CR 2; hp 31, 29, 20, 18.

Possessions: Hidden within the webs, on the corpses of previous victims (including a few skulks who wandered too close) are a variety of coins worth a total of 27 gp, a silver bracelet in the shape of a serpent worth 50 gp, a velvet skullcap with finely wrought gold wires in a starburst pattern worth 75 gp, a masterwork but nonmagical chain shirt worth 250 gp, and a pair of *cestuses of pugilism*†.

Beneath Old Liston Keep

This “basement” level of the keep was carved out of the soft earth, and then reinforced with stone walls and load-bearing beams. The engineering was a work of genius, as most of this level has survived over the years, despite the shifts in the surrounding earth due to the nearby river. Only in the southwest corner of the dungeon have any major collapsed occurred, and these lead into a pre-existing series of caves carved through an area of natural stone — perhaps a distant relation to the foothills in the southwest corner of the Liston Estate region. (Had the engineers known of it, they doubtlessly would have built Liston Keep atop it, for additional support.)

The stones of the floors are relatively solid, though mud seeps in through various cracks in the floors and walls. The Move Silently penalty of the upper levels does not apply here. Because the skulks do not have darkvision, this level is lit by torches in sconces on the walls, approximately every 20 feet. The air is smoky and unpleasant, but not dangerous.

All doors on this level are tougher than those on the floors above. They have hardness 5, 20 hit points, and a break DC of 23. If locked, they require a DC 18 Open Locks check to pick.

Any surviving groups of rogues and sneakier rogues not yet encountered as per the random encounter chart are encountered here. The DM should place any remaining groups deliberately, rather than rolling randomly, to ensure the PCs meet up with all of them. Remember not to place them in areas with specific keyed encounters.

IX-18: The Dungeon Entrance (EL 4)

In years gone by, lawbreakers and prisoners of war were kept here, in the dungeon beneath Liston Keep. This open chamber housed the desk sergeant, whose job it was to record the arrival of prisoners and monitor who went in and out. The desk still sits along the east wall, against the curved side of the tower, and a

large peg protrudes from the wall beside it, but any keys it might have held are absent.

The door to area 19 is trapped; opening it without the key causes a barrage of poisoned darts to fire from the west wall, targeting everyone in the four squares directly before the door. (Due to the angle of the darts, however, anyone sitting at the desk has full cover, and cannot be hit.)

Poisoned Dart Trap: CR 4; mechanical; location trigger; manual reset; Atk +15 ranged (1d4+4 plus poison, dart); multiple targets (1 dart per target in a 10-ft.-by-10-ft. area); poison (Small monstrous centipede poison, DC 10 Fortitude save resists, 1d2 Dex/1d2 Dex); Search DC 21; Disable Device DC 22. *Market Price:* 12,090 gp.

IX-19: The Hall of Shame

This long stone hall is bare of any decoration and furniture; nothing except the curve of the wall to allow for the southeast tower breaks the austere uniformity of the passage. When prisoners were brought to the dungeon cells in area 20, they were marched through this hall as armed guards lined up on either side. This was both a demonstration to the prisoners that escape was futile, and an opportunity for many of the guards to see the prisoner's face, that they might recognize him at a later date if he were to escape or, after release, return to a life of crime.

Unless the DM rolls or places a skulk encounter here, the long hall is empty. The door at the far end is locked. A small crack in the southeast wall, opened years ago by shifting earth, leads into a natural corridor only three feet in width. Small and Medium creatures must squeeze to enter it (and Thraug, if he is with the party, cannot enter at all). The walls are natural stone, slick with condensation.

IX-20: Prison Cells (EL 5)

This final hall allows access to the cells themselves. A small stone desk sits in the niche at the west end of the corridor. Close examination of the desk (DC 15 Search check) reveals that it has a false front, and a heavy crossbow hidden inside. However, the PCs are unlikely to have the opportunity to examine it. A pair of skulk rogues wait here, guarding the prisoner in cell 20-D. One hides behind the desk, and initiates combat by firing the heavy crossbow. The other lurks in the hall with the cells, and attempts to flank the party.

Note that this encounter accounts for the encounter level of this area in and of itself. The prisoner in 20-D is considered a separate encounter; see below.

Each of the doors to the cells marked A through F are locked.

Skulk Rogues: male or female Skulk Rog2; CR 3; hp 30, 15; see the *Tome of Horrors* by Necromancer Games.

20-A: Empty Cell

The floor of this 5-by-10 stone room is covered in old, moldy straw through which numerous insects and arachnids scuttle.

20-B: Possibly Empty Cell

Under most circumstances, this cell is identical to area 20-A.

Lady Darnelle's Body

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the body might be found here. If she is, she is chained to the back wall of 20-B, badly beaten. Assume that Darnelle attempted to hide from the ogres in the keep, and was imprisoned by the skulks instead. They have since traded away her ring, perhaps back to the ogres who attacked her.

See area VI-6 for a rundown of the information Darnelle can provide under the influence of *speak with dead*.

20-C: Empty Cell

Except for the addition of an old skeleton, collapsed into numerous pieces on the floor, this cell is identical to area 20-A.

20-D: Occupied Cell (Possible EL 4)

This is the only cell containing a living prisoner. Chained to the south wall with heavy manacles (hardness 10, hit points 5, break DC 26, Open Locks DC 15) is Thraug, a minotaur. The bestial giant was drawn to the region by Roderick's curse, as with most of the other monsters, but came into conflict with the skulks when he attempted to claim the keep as his own. Those he slew many, he was eventually overcome. The skulks have locked him here while they determine if he can be of any value to them. Thraug has no equipment, and is practically mad with hunger and rage. He is initially hostile to anyone who enters, but the PCs may be able, through the use of Diplomacy, to talk him down before they approach. If they can attain a result of indifferent, Thraug agrees not to attack them if they free him, and if they attain a result of helpful or friendly, he offers to ally with them against the skulks. Should the PCs refuse his offer, he either leaves (if he was friendly) or grows enraged and attacks (if he was helpful). This agreement lasts until the PCs, with Thraug beside them, either find treasure worth more than 20 gp, or until

Thraug is injured beyond half his hit points. At that point, he either turns on the party (if he believes he has a solid chance of escaping with the treasure), or simply flees.

Remember that Thraug currently lacks equipment, and suffers a -4 to attacks and AC, and moves at half his rate, when squeezing through corridors only 5 feet in width.

Minotaur (Thraug): CR 4; hp 43.

20–E: Empty Cell

This cell is identical to area 20–C.

20–F: Empty Cell

Except for the human merchant's corpse lying sprawled in the hay, where he appears to have lain for some days, this cell is identical to area 20–A. The merchant wears formerly fine furs, now ruined by the various rot and bodily fluids that have leaked onto them. Anything else of value he might have possessed is gone.

IX–21: Secret Door (EL 1)

Just before the hallway opens into area 22, a secret door stands in the wall. It requires a DC 18 Search check to locate. Opening the door causes a blade to slice out from the east wall, attacking anyone directly before the door, or standing one square north of the door. If the DM rolls or places a skulk encounter here, they are lurking behind the secret door, and attack only if the PCs open it. (If the PCs approach from the other side, perhaps having reached this level via IX–11, the skulks do their best to hide in the corridor, but have far less chance of surprising the PCs.)

Wall Blade Trap: CR 1; mechanical; touch trigger; automatic reset; hidden switch bypass (Search DC 25); Atk +10 melee (2d4/x4, scythe); Search DC 22; Disable Device DC 22. *Market Price:* 2,500 gp.

IX–22: Storage Chamber

An emergency storage room in the days when the Liston family occupied the keep, the skulks have turned this into their primary warehouse. Shelves line the walls, and numerous barrels and chests stand haphazardly throughout the room. If the PCs wish to search the room and equip themselves, they can find the following items (all nonmagical and non-masterwork, unless stated otherwise):

- 7 light crossbows
- 10 short swords
- 3 longswords
- 6 spears
- 8 boxes of crossbow bolts, 20 bolts in each
- 1 masterwork glaive
- 2 greatclubs
- 1 masterwork greataxe
- 1 +1 necrotic ranseur†
- 3 heavy wooden shields
- 1 light wooden shield
- 1 heavy steel shield
- 16 days worth of rations
- 250 ft. of rope in 50-ft. increments
- 2 tents
- 7 waterskins
- 2 sets of flint and steel



- 1 spellbook with all cantrips, *grease*, *magic missile*, and *unseen servant*
- 2 backpacks
- 3 bedrolls
- 1 cast iron skillet
- Trapmaking tools and supplies, sufficient to construct 3 needle traps, 2 dart traps, and 1 arrow trap

If the DM rolls or places a skulk encounter here, they may attempt to use the stored equipment to their advantage, possibly pushing it down to trip the PCs, prevent charges, and the like. The skulks do not make use of the magic ranseur, as none of them are proficient in its use.

IX-23: The Throne of the Skulk Queen (EL 8)

This chamber, previously smaller than the store-room (area IX-22), was enlarged by the collapse of some of the walls. It now serves as the “audience chamber” for the leader of this clan of skulks, who calls herself their queen. Her throne, a wooden chair with small jewels gaudily glued to the wood, sits on the north wall. The queen herself is always accompanied by her bodyguard and consort, a sneakier skulk rogue. This is a very difficult fight for PCs of the party’s assumed level, and they may well be forced to retreat. Remember that the opening into the southwest tower is blocked by rubble, unless the PCs have cleared it out from within.

The queen may pretend to parlay with the PCs, acting the part of a noble, but in truth she simply wishes to distract them and keep them off balance, until she and her consort can strike or, if the PCs just seem far too powerful to defeat, escape. The party must appear very powerful for her to consider flight, however, as her innate avarice makes her loathe to leave behind her treasures.

If her bodyguard is slain and the queen is reduced to one-quarter her hit points, she offers to surrender and take her clan far from Listonshire. Despite her chaotic nature, she honors any such agreement she strikes with the PCs, out of fear. As time passes, however, she grows angry at her humiliation, and may return in later months or years (and later adventures) to harass the PCs who defeated her.

The skulk queen’s treasure, other than the jewels on the throne, is on her person at all times.

Skulk Queen: female Skulk Rog6; CR 7; hp 38; See the *Tome of Horrors* by Necromancer Games.

Sneakier Skulk Rogue: male Skulk Rog4; CR 5; HP 34; See the *Tome of Horrors* by Necromancer Games.

IX-24: Natural Spring

The corridor leading into this area slopes downward, ending roughly 10 feet below the level of the other natural areas. This roughly circular natural chamber is cool but humid, and is ankle-deep in water. A small spring bubbles up through the cracks in the stone, presumably from the nearby river. The skulks come here to restock their water supply, rather than going overland to the river. They know better than to wait here for long, though. For every 10 full minutes someone remains in contact with the water, the DM should roll 1d10. On a result of 1, the drench appears (see area IV-3), if it has not already been destroyed.

IX-25: Guard Post (EL 5)

Although the corridor snaking off toward the south into the unknown is tiny, narrowing enough that not even a halfling could squeeze through it, the skulks are taking no chances that something that might sneak through to attack them. A pair of skulk rogues remain here at all times, watching for invaders. (As a fixed encounter, these skulks do not count against the limits given for the random encounters.)

Skulk Rogues: male or female Skulk Rog2; CR 3; hp 24, 16; See opening to this chapter.

IX-26: Forked Passage

<n>There is nothing particularly special about this intersection. However, if any of the skulks presented on the random chart are still alive by the time the heroes reach this area, a pair of them almost certainly wait in ambush here, one attacking from each direction. Note that the eastern passage ends in the wall of area IX-20; it does not go through.

IX-27: Garbage Disposal (EL 7)

A black pudding dwells in the large, southern portion of this chamber. The skulks, after losing several members of their clan to the horrific ooze, decided to make use of it. For the past months, they have dumped all their organic garbage and the uneaten remains of their victims into the pudding. Further, they have coated the black pudding with bucketfuls of rock dust. While the motion of the ooze means the coat isn’t even, it does help conceal it against the rocky floor and walls of the cavern. PCs must succeed in a DC 14 Spot check to notice the black pudding before it starts to move, and they risk accidentally stepping into it if they are truly careless.

The pudding is a dangerous encounter, but the PCs always have the option of retreat. It does not pursue beyond the bounds of area 27.

Black Pudding: CR 7; hp 115.

Chapter X:

The Abadoned Village

In happier days, Abrolon was a thriving town, far more prosperous than Brond, or anything else within many days' ride. Abrolon was not a huge town, nor was it exceedingly wealthy. It was, however, very well known for its forge. The Abrolon forge not only produced some of the finest tools and weapons in all Listonshire, it was here that much of the iron ore dug from the nearby Edriss Mountains was smelted and processed. Even though the ore had to travel south (beyond the map) and then back north, rather than cutting through the woods, Abrolon was still, by far, the closest community that could handle the smelting. As good as the tools produced in Abrolon were, the forge — and thus, the town — earned more from churning out raw but workable iron than it ever did from producing finished products. At its height, the forge had a staff of over a dozen men and women, and they often worked well into the night. The owner of the forge, the blacksmith Erland Duxley, was the envy of the entire craftsman community in Listonshire.

With the possible exception of the Liston family itself, nobody was hit harder by the curse laid on Duke Roderick than was Abrolon. The monsters drawn by the curse set up shop in the woods, ambushing travelers to and from the Edriss Mountains, and also in the caves of the mountains themselves. Abrolon's economic lifeblood ceased to flow long before anyone in the town itself actually encountered a monster.

But the monsters did eventually come in person, in the form of a band of rampaging orcs. They looted much of the town, slaughtering many of its inhabitants and burning over half its buildings to the ground. They raided Erland's forge, and in a fit of horrific cruelty, slew the blacksmith himself by feeding him, slowly and feet first, into one of his own smelting vats.

It was the last mistake the orcs made. The pain and rage Erland felt as he died prevented him from moving on into the afterlife. His spirit swept through the forge that had been his in life, permeating the entire building with his essence, though it remained focused in the vat in which he died. Although Erland is technically a ghost, he does not normally manifest as do other undead. Rather, the forge and everything in it are controlled by his malevolent will. The orcs were quickly slaughtered, attacked by tools and weapons and chain pulleys, but Erland's rage did not remain focused. Any who entered the forge suffered the same fate, meeting all manner of horrible fates.

This was the last straw, and the survivors of Abrolon pulled up stakes and departed, barely taking time to pack.

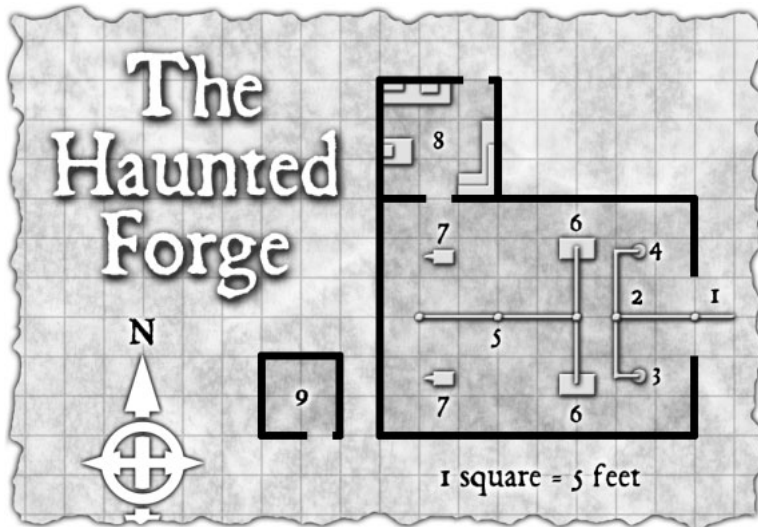
This was but a couple of years ago, yet the town looks as if it has been abandoned for decades. Passing travelers have looted or destroyed many of the buildings; the town itself is now little more than a few dilapidated homes, and the forge itself. Nothing of value remains anywhere in the town, except possibly within the walls of Erland's old workshop. (It would not be inappropriate for the DM to decide that one of the groups of bandits roving the region have taken shelter in one of the few surviving houses. See Appendix A.)

The village of Abrolon itself is unmapped, as the only standing structure of any significance is the forge, and one particular house. For the forge itself, reference Map Eleven: The Haunted Forge.

The Haunted Forge (EL 8)

The main structure of the forge is little more than a giant shed. The walls are made of wooden slats, and look more like fences than actual walls. Air flows through the forge constantly, a necessity in the days when open furnaces, molten metal and dozens of sweaty workers occupied the building at all hours.

From the instant the PCs enter the main forge itself (areas X-8 and X-9 excluded), they are under constant attack. Erland's ghost uses his control over the forge to telekinetically hurl tools, weapons and lumps of metal at the characters, or else to attempt to entangle them in the various chains of the forge's pulley system. Erland can hurl 12 items in a given round, and must wait 1d4 rounds before attacking again. Rather than determining precisely what items and tools Erland has picked up in a given round, assume that in any given round, five items deal 1d4 points of damage, five items deal 1d6 points of damage, and two items deal 1d8 points of damage. Alternatively, he may attempt to entangle a character in the chains instead of hurling items that round. This requires Erland to succeed in a ranged touch attack against his target. If he succeeds, the target is entangled by the chains and hoisted along the ceiling, where he is eventually dropped either into the smelting vats, or the firepits beside the anvils, depending on which chain grabbed him. The drop occurs on the round immediately following the successful attack. The chains have a hardness of 10, 5 hit points, and a break DC of 26.



However, a character wrapped in the chains can free himself with a DC 20 Escape Artist check. See areas X-3 and X-7 to determine how much damage the character suffers, should this occur.

Only a few select ways of defeating Erland exist. Should the players determine that they are, in fact, facing an undead spirit, they may attempt to turn him. Success does not actually cause Erland to flee — he is bound to the forge — but it does force him to manifest, appearing out of the vat at X-3. The PCs still have to use magic weapons and spells to hit him, and Erland certainly fights back, but they may be able to destroy him in this fashion. Erland remains manifest for 10 rounds before returning to his normal state.

Any threat to destroy the forge itself, or the vat in which Erland died, may also cause him to manifest. The PC making the threat should roll either a Bluff or Intimidate check, opposed by Erland's Sense Motive. If the PC wins, Erland manifests for 1d6 rounds and attempts to destroy that character in particular.

Finally, if the PCs do destroy the vat in which Erland died, his spirit begins to dissipate permanently. (This is, in fact, the only sure way to lay Erland to rest, given the ghost's ability to reform days after being "destroyed.") Erland does not go swiftly or happily, however; though part of him longs for the release of death, his rage is still too great to willingly let go. When the vat is destroyed, and in every following round, Erland loses 1d12 hit points. When he reaches 0 hit points after the vat has been destroyed — whether through this process of attrition or combat with the PCs — he dissipates permanently. Erland manifests to protect the vat, focusing all his attention on the characters trying to destroy it, and continues to attack those characters in particular until he fades away.

Of course, if the PCs do not think to destroy the vat and cannot cause Erland to manifest, they can simply flee the forge, but then they gain no experience for

overcoming the challenge. Although Erland is only Challenge Rating 7, the encounter is EL 8, due to the difficulties involved in battling the ghost.

Erland Duxley: Ghost (formerly male human) Exp6; HD 6d12; hp 57; see Appendix B: NPCs and Monsters of Listonshire.

Items in the forge: All manner of tools and weapons hang on the walls of the forge, ready to be moved into the shop (X-8). Assume that if the PCs search, they can find three of any simple weapon that has metal components, two of every martial weapon that has metal components, and four of

every tool that has metal components and is worth less than 20 gp. Even if Erland has hurled these about at the PCs, they always return to the walls eventually; the ghost still prefers to keep his workspace neat.

X-1: Entryway

The main ingress to the forge itself, this is simply a wide opening in the slatted wall of the structure. Once, a pair of wooden gates hung here, a section cut out to leave room for the chain-and-pulley system, but they are long gone.

When the forge was operating, wagons full of raw ore would arrive at this gate. The pulley extended five feet beyond the door, allowing drivers to hook barrels of the powder up to be hauled back inside.

Once the PCs step through the doorway, they are fair game for Erland's attacks, as described above.

X-2: Chain and Pulley

From several large wooded posts, a wooden track extends in three directions, looming above most of the east portion of the forge. The track is old, the chains that run across it coated in rust, but the pulleys still turn, shrieking like the cries of the damned as they do so.

One of two complex pulley systems, the chains here run along a track that forms a rough T-shape. It can lift a barrel (or similar item) from just outside the main entrance, and eventually drop or tilt it into either of the smelting vats (areas X-3 and X-4). The system is supported by four posts, one just inside the doorway, one ten feet in, and one beside each vat.

The pulley is operated from a series of chains hanging beside the post by the door, though Erland can operate it telekinetically. Anyone whom Erland successfully entangles with the chains on this pulley can be dropped into either of the vats.

X-3: Erland's Vat

Before the coming of the orcs, this vat was an identical twin to the other (X-4). A hardened ceramic container roughly three feet across and nearly twice as deep, it stands above a recessed firepit. Into this vat was poured barrells of raw iron ore for smelting; the heat of the process caused the iron to liquefy, while the impurities and other materials with a higher melting point sank to the bottom and were collected in a small trap. The vat is built on a fulcrum, so that it can tilt over and pour the molten metal into the ceramic molds (X-6). Although the fires beneath the vats have not been tended in years, the power of Erland's presence and rage keeps them burning at full capacity. Climbing out is a full-round action.

Now, this vat is the receptacle of Erland's spirit. His body has long since been destroyed by the blazing heat, but his restless soul dwells here, above all other places in the forge. Destroying the vat destroys Erland, as described above, but he does not simply stand by and let it happen.

The vat registers a mild necromantic aura to detect magic, and a faint evil aura to *detect evil*. It is exceedingly difficult to destroy, even without Erland's interference, as the ghost's presence has toughened the vat beyond even its normal parameters. The vat has a hardness of 10, 100 hit points, and a break DC of 36. Further, it is immune to fire and electricity, and has acid resistance 10. It takes double damage from good-aligned weapons and divine energy (such as that contained in the *flame strike* spell) if called by a good-aligned source.

Anyone dropped or thrown into the vat suffers 3d6 points of fire damage per round.

X-4: The Other Smelting Vat

Physically, this vat is identical to the other, though it does not register as magic or evil. It has hardness 10, 20 hit points, a break DC of 22, and fire resistance 15. Destroying the vat has no effect on Erland, except possibly to make him even angrier. Anyone dropped or thrown into the vat suffers 3d6 points of fire damage per round.

X-5: The Second Pulley

This larger chain-and-pulley system is much like the previous one (X-2). It is designed to lift molds of freshly smelted iron from area X-6, and deliver them either to the anvils so they can be worked (area X-7), or to the west end of the forge where they can be stored until they are sold to other towns and communities for their own smiths. This system has five support posts: one beside each mold (X-6), and three along its main length at 10-foot intervals. Anyone

whom Erland grabs with one of these chains is dropped into the open furnaces beside the anvils.

X-6: The Molds

Two large ceramic molds stand here, one at each location marked X-6. A long sluice leads from beside the vats into these molds, which are carved with numerous rectangular indentions. Molten iron poured into the sluice flowed into the indentions, and hardened into simple iron bars. The molds were then carried by the pulley system to the west end of the forge, the bars were removed, and the molds were carried back.

The dust in the molds indicates that they have not been used in quite some time.

X-7: The Forges

Two large, use-scarred anvils stand on the west end of the structure, each with a furnace blazing away beside it. Here, the many tools and weapons of Abrolon were hammered into shape. Now, the anvils sit unused, covered in dust. The furnaces, however, still burn brightly, fueled by the same supernatural rage that keeps the smelting vats hot. Anyone dropped into one of these furnaces by the chains suffers 2d6 points of damage per round.

A door once stood in the wall between the northernmost anvil and the shop at X-8, but that door is long gone, leaving only an open doorway.

X-8: The Shop

Here, in this room added on after the forge itself was constructed, Erland and his assistants sold their wares to the townsfolk. It was a simple enough shop, full of racks and shelves of weapons and tools. The racks are now empty and splintered, and both doors into the shop missing from their hinges. A DC 12 Search check reveals a small coin box amidst the wreckage, containing 17 gp, 183 sp, and 74 cp — money leftover from the days of the forge's operation.

X-9: The Storeroom

This separate shack, behind the main building, was used to store coal and other necessities for the forge's operation. Amidst the piles of coal, the PCs can find the long-decayed bodies of some of the townsfolk; the orcs tossed them in here before attacking Erland the forge itself. The PCs may mistake these bodies for the source of the ghostly events in the main building, if they haven't yet discovered Erland's vat.

X-10: Walkway (not shown on map)

Roughly 10 feet above the ground is a precarious wooden walkway. Five feet in width, it runs along the north, south and west walls, and also crosses the room in the center. This was used by workers to maintain the pulley systems, replacing or untangling chains, repairing wheels, and the like.

Lady Darnelle's Body

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the body might be found here. If she is, she lies in a heap atop the walkway in the northwest corner. Assume that the ogres overtook Darnelle in Abrolon and, after slaying her, tossed her body into the nearest convenient building, which happened to be the forge. Erland knew Darnelle from before his own death, for she would often come to Abrolon to negotiate prices for the duke's estate to purchase iron. Although Erland's fury as a ghost is strong enough that he was willing to slay any who entered his forge, even if they were friends or loved ones, the fact that Darnelle was already dead stayed his rage. Rather than destroying her, he simply put her body aside where it would not clutter the floor of the forge.

See area VI-6 for a rundown of the information Darnelle can provide under the influence of *speak with dead*.

The House of Forgotten Sins (EL 5)

From the outside, there is nothing particularly remarkable about this house. Standing perhaps halfway across town from the forge, toward the east end, it appears just like any of the other dilapidated, half-standing structures of Abrolon. It's possible, even likely, that the PCs will just pass it by. If so, so be it. If not, however, they stand to learn just a bit more about the horrors that have infested Listonshire.

The PCs can become aware of this house's unusual nature in one of two ways. First, if they are particularly thorough, they might be actively searching every standing structure remaining in Abrolon. Since there are fewer than a dozen, this isn't an unreasonable undertaking. Alternatively, after their encounter in the forge, they might be examining the area with magics such as *detect magic* or *detect evil*. The house registers as moderate abjuration and illusion to the former, and something within radiates strong evil to the latter.

Should the PCs enter the house, the sight that appears before them is practically unbelievable. Although the outside of the structure is in a state of collapse, the inside is still as well tended and maintained as ever. An old but plush bearskin carpet covers the hardwood floor in the center of the room. A sofa stands against the far wall, a hardwood table before it, and four small wooden chairs scattered around. The fireplace is clean and well stocked with logs, and several landscape paintings hang on brightly colored walls. Two doors lead out of the room, one to the left, one straight ahead.

If the PCs have detected the presence of illusion magic, they almost certainly know that what they see is not real. Even if they have not, it isn't a hard conclusion to reach. Successfully disbelieving or dispelling the illusion reveals a room of disturbing contrasts. The furniture is real, but it is actually as run-down as the rest of the town. Still, at least the items appear somewhat homey. The walls, floor, and ceiling are a dull gray, and all are covered in profane runes. A DC 15 Knowledge (religion) check reveals the presence of symbols of the Oinodaemon among the runes. If the PCs know that the Plague Lord once had a cult in this area, it is a logical assumption that this was one of their lairs. Abrolon has been abandoned only recently, but the cult has been gone for many years. The PCs may wonder why the house's true nature was never discovered. In point of fact, the family that lived here never had the slightest reason to suspect that the cheerful hue of their walls, or the hardwood of their floor, were mystical images designed to hide the building's dark secret.

The kitchen behind the left door, and the bedroom behind the other, are in shambles, much as the main room should look. Because only the main room had the unholy runes, only it was cloaked in permanent illusion. A DC 20 Search check in the kitchen reveals that the stove slides across the floor, revealing a narrow staircase leading down into a basement.

Beneath the house, the cultists held their dark ceremonies. Here is a desk, on which the priest composed his sermons, and a black altar in which is carved the Plague Lord's symbol. The cult's last intended victim is still chained to the altar, where he has lain for generations, and he is not happy. Not all the cult's intended sacrifices were human, and the death of this greater barghest was intended to symbolize the Oinodaemon's superiority over all other fiends. The abjurations laid on the house prevent it from breaking the chains and thus leaving the basement by physical means, or transporting itself away through mystical ones, and the illusions above prevented it from being heard. The creature is starving, but its fiendish nature has prevented it from dying. It has, however, managed to work its chains free of all but one of their brackets, giving it free run of the room. The instant it senses

mortal prey, it attacks, concerned with nothing but feeding.

Greater Barghest: CR 5; hp 63.

If the PCs search the ancient parchments in the desk, they learn little more than the fact that the cult once had a great presence in Listonshire. They do, however, find the name Velaugren mentioned as a favored servant of the Oinodaemon — a reminder of the information gleaned from the Liston Family Crypt, and useful later on — and also mention of the

name Sherzal Ghoraian. This was, in fact, the Oinodaemon's high priestess in the region. The name does the PCs little good during the events of *The Doom of Listonshire*, but if the DM wishes to utilize the Oinodaemon or his cult as adversaries later in the campaign, the PCs might be able to use knowledge of her name to track her movements after the cult was driven from Listonshire, and perhaps thus learn the current whereabouts of its nearby factions.



Chapter XI:

The Greentail Wood

Once the source of much lumber and hunted meats for Abrolon and other communities, the Greentail — so named because it seems to protrude from the Edriss Mountains — is now as dangerous and horror-filled as anyplace else in the vicinity of the Liston Estates. In fact, the Greentail may be even more horrific, because many of its inhabitants are not evil, but rather are forced to do evil by a monstrous intruder. The Silvermane tribe of centaurs (creatures half man, half horse) dwelt deep in these woods, remaining largely aloof from the nearby human communities, until the fen witch Ersula appeared with her quickling minions. (Quicklings are small fey capable of great speeds and even greater cruelty. Their skin is tinted blue, their hair light, and their ears pointed.) Cowed by her ability to slay with a word, and watched almost constantly by invisible quicklings, the centaurs have been forced to do Ersula's bidding. They have fanned out throughout the forest, slaughtering fey and other good creatures of the wood, allowing other monsters to move in. In a matter of months, perhaps weeks, they intend to move onto the roads, ambushing passersby and adding yet another major hazard to travel and commerce through Listonshire.

Fortunately, the Greentail is not completely devoid of those who would see Ersula's evil ended, and the PCs may well encounter this potential ally in their travels.

The trees in the Greentail grow thick. While PCs may move at their normal rate, they cannot run, and any ranged combat beyond 50 feet is impossible.

Greentail Random Encounters

Do not use the main random encounter table so long as the PCs are in the Greentail. Instead, for every 500 yards of travel (one hex on Map Twelve: The Greentail Wood), the DM should roll 1d10. On a result of 1, an encounter occurs. Roll 1d10 again and consult the following table.

Roll	Encounter	Encounter Level
1–2	Centaur hunting pack (1d2+1 centaurs)	5 or 6
3–5	Dire boars (1d2)	4 or 6
6–8	Dire wolves (1d3)	3, 5 or 6
9–10	Quickling pack (1d2+1 quicklings)	5 or 6

Special: No encounter occurs with 500 yards (one hex) of Duncan's home (area XI-1), unless the DM decides the PCs have run into Duncan himself.

Any encounter that occurs within 500 yards of the centaur camp (area XI-3) is with either centaurs or quicklings; reroll any result of a dire animal.

Any encounter that occurs within 500 yards of Ersula's hut (area XI-4) is with quicklings; no roll required.

Centaur: CR 3; hp 26 (average). If at all possible, they pretend not to notice the party, casting fearful glances at the PCs. (They are afraid of Ersula, not the characters.) If they cannot feign ignorance, however, they charge the PCs from as far away as possible, hoping the heroes will flee before they reach them.

Possessions: Large longsword, large composite longbow (+4 Str)

Dire Boar: CR 3; hp 52 (average). The dire boars are made even more ill-tempered than normal by the curse, and attack on sight.

Dire Wolf: CR 3; hp 45 (average). The dire wolves may stalk the PCs for a time, if they detect the party before they themselves are detected. If so, they wait until a character is distracted — perhaps asleep, or engaged in battle — before attacking. Otherwise, they attack on sight.

Quicklings: CR 3; hp 7 (average); see the *Tome of Horrors* by Necromancer Games. The quicklings attack on sight, but if they appear to be losing, one of them attempts to flee and warn Ersula of the party's presence.

Getting the Party Into the Greentail

Technically speaking, the party could bypass the Greentail entirely. After all, they have no reason to believe they should go in; even travel to the Edriss foothills can be accomplished via various trails, or the open plains. The PCs could miss out not only on opportunity for adventure and experience, but also — depending upon the location of Lady Darnelle or

Linara's signet ring — a necessary item to the success of their endeavors.

It is therefore incumbent on the DM to include various signs, hints that something is happening within the forest, plot hooks that entice the party to investigate. Any of these can be placed at any point along the border of the forest, so long as the PCs are near enough to see it — perhaps just after they have completed their adventure in the abandoned village of Abrolon.

- The PCs observe a wolf watching them from just inside the forest. Rather than attacking or running, it simply sits and observes. If the PCs approach, the wolf runs into the forest, but stops and looks back, as though encouraging them to follow. This is Belgar, the animal companion of the druid Duncan. If the PCs follow, Belgar leads them Duncan's home, area XI-1.

- The PCs come across a series of tracks (DC 12 Spot or DC 10 Survival). The trail suggests that someone ran into the woods some days ago, pursued by much larger creatures. This could indicate the presence of Darnelle's body, or it may simply be the unfortunate final testament to some other poor traveler attacked by roving monsters. The tracks fade out at the edge of the lake (XI-2), washed away by high tides.

- Near the edge of the woods, the PCs find the body of a young centaur. Investigation does not reveal how he died, but his tracks suggest he was fleeing something within the woods. Although the PCs do not know it, this centaur attempted to flee his tribe's forced servitude to Ersula, and was slain by her "death speak" ability.

XI-1: Duncan's Cottage

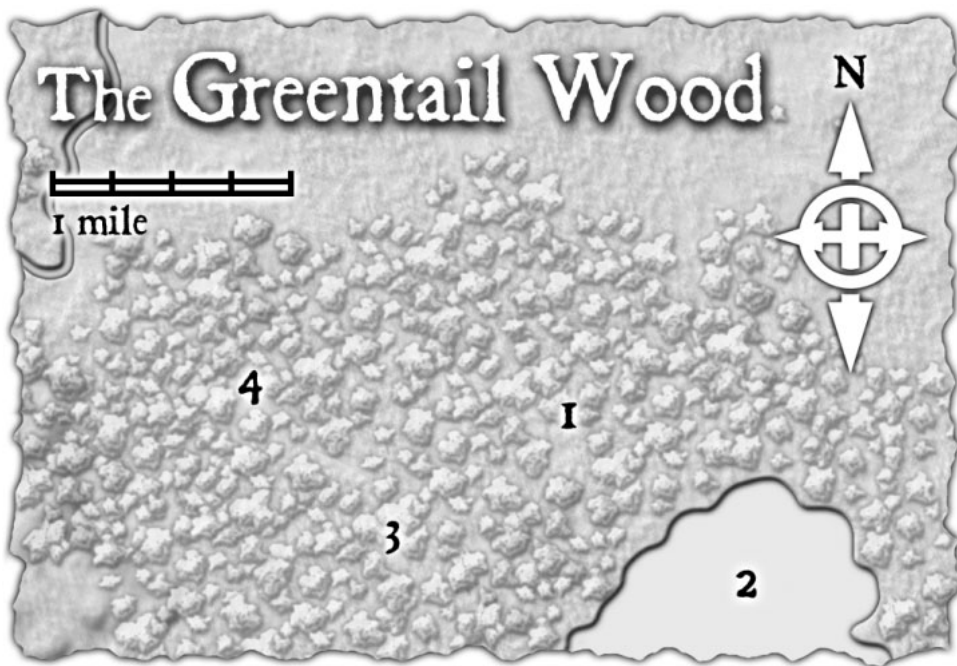
In the center of a small clearing stands a cottage out of a fairy tale. The walls are white, the roof neatly thatched, the chimney red brick, and a small garden of vegetables stands out back. Closer examination reveals that the windows are broken, the door propped up in its frame, and the garden overgrown with weeds.

Unless the PCs are so secretive that even the forest ani-

mals remain unaware of their approach, Duncan himself knows they are coming, due to his careful observation of animal behavior. He observes the party briefly in the form of a small wolf, or perhaps a large hawk. When he's certain that they are not servants of Ersula, he appears to them in person. As he approaches, he holds his arms out to his sides, in a sign of peaceful intentions. Duncan is a middle-aged man with dark hair and a beard, clad in leathers and a heavy wool cloak. Belgar accompanies him.

Assuming the PCs are not immediately hostile, Duncan invites them into his home. Inside, the furniture is in poor shape, but still serviceable. The floor is stone, with a large rectangular hole in the center. The druid explains that he uses *stone shape* to close the hole over him at night, so he may sleep without being caught by the centaurs and quicklings who occasionally attack his home.

Whether or not the PCs agree to step inside, Duncan explains to them what's been happening in the Greentail. He explains that something — he's not certain what — has taken over the formerly peaceful centaur tribe, and that this being is served by a number of quicklings as well. They and the centaurs have been slaughtering the wood's fey, and even many of its animals. They have poisoned the lake, harming someone who dwells nearby. Duncan refers to her only as "a friend of mine." He listens if the PCs choose to explain their own task, and expresses his suspicion that the creature who now rules the centaur was drawn here by the curse. He offers the party a deal; if they do what they can to free the centaurs from their new leader, he will scout the region and speak with local animals, in search of information that can aid the PCs. He also offers them a more substantial



reward: their choice of any one of his own magic items.

Duncan: male Half-elf Drd6; hp 39; see Appendix B: NPCs and Monsters of Listonshire.

Belgar (wolf): Medium Animal (enhanced); hp 43; see Appendix B: NPCs and Monsters of Listonshire.

XI-2: The Poisoned Lake

This apparently serene lake is fed by underground tributaries of the region's rivers. Normally serene and crystal blue, it now bares an unhealthy greenish tinge. Numerous dead fish and forest animals bedeck the shoreline, victims of the poisoned waters. Anyone considering entering or drinking from the lake may make a DC 12 Spot check or a DC 10 Survival check to note that the water appears unhealthy. Anyone who drinks from the water must make a DC 17 Fortitude save or be poisoned (1d4 points Con damage primary and secondary). Anyone entering the water but not drinking it must succeed on a DC 14 Fortitude save, and the damage is only 1d2 points of Con damage.

If the PCs remain near the lake for more than five minutes, they may (DC 10 Listen check) hear a faint whimpering further along the shoreline. If they follow, they find what appears to be a young woman sprawled on the shore, halfway in the water. She is clad only in a shawl, wrapped partly around her shoulders; her hair is golden blonde, her skin pearly white. A DC 14 Knowledge (nature) check reveals this be a nereid, a fey creature that dwells in bodies of water.

Closer examination reveals the nereid is clearly unhealthy. Her skin has a sallow tint to it when viewed up-close, and she has bags under her eyes. If the party approaches, she tenses as though to flee, but appears too weak to actually move. If the PCs express any sympathy or ask what happened, she tells them, in a weak voice, "The centaurs have poisoned my lake. Please help me."

While the lake is far too extensive for the PCs to magically cleanse it, they can help the nereid in any number of ways. Either neutralize poison or purify food and drink (as the nereid is a creature of water) restores her to at least some semblance of health. Duncan has performed this service for her multiple times, but is unaware she had fallen ill again so soon.

If the PCs choose not to aid her, or for some reason choose to attack her, the nereid begins to cry. After 1d4 rounds of concentration (if she still lives), she shifts into her water form and vanishes into the corrupted lake. The DM should consider docking the players XP if they act in such a vicious, cold-hearted manner as to attack her.

If the party does aid her, she gains sufficient strength to speak with them, and thanks them profusely for their aid. She can give them all the infor-

mation offered by Duncan, if they have not already spoken to them. Additionally, she can tell them that the being who has enslaved the centaurs dwells in the northwestern portion of the Greentail. Finally, if the drench still lives (perhaps because the PCs do not know how to permanently kill it), she tells them of its spell-related weaknesses.

Lady Darnelle's Body

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the body might be found here. If she is, she is buried amidst a particular grove of trees, just beside the lake. Assume that the ogres overtook Darnelle in the Greentail and left her body where it fell. The nereid, even sick as she was, was too kind-hearted simply to let the body lie there, and used her control over water to dig out a grave during high tide. If the party has helped her, she mentions to them that they were not the first outsiders to enter the woods recently, and describes the woman to them. If the PCs express an interest, she shows them where Darnelle is buried.

See area VI-6 for a rundown of the information Darnelle can provide under the influence of speak with dead.

Tressia (nereid): CR 4; hp 22 (6 while poisoned); see the *Tome of Horrors* by Necromancer Games.

XI-3: Centaur Camp (EL 6)

Note: All that follows assumes the PCs find the camp before they have defeated Ersula. If this is not the case, the centaurs are not hostile and the quickling is not present.

This is the centaurs' base camp, the home away from home for all the various hunting parties wandering the Greentail. (Their actual home is a large village several miles to the south, off the map.) The camp consists of little more than a fire pit and several yards of canvas stretched over nearby branches to provide shelter when it rains. Most of the centaurs are out on patrol; only three remain at the camp, watched over by an invisible quickling.

The instant the PCs arrive, the centaurs move to attack; the quickling holds off for 1d3 rounds, waiting until the PCs are fully engaged with the centaurs before attacking from behind with surprise.

Once combat begins, allow the PCs a DC 10 Spot check to notice that one of the centaurs is attempting to communicate, speaking almost silently to his opponent. (If a particular PC is engaged in melee with that centaur, she gains a +2 circumstance bonus to her Spot check.) It is practically impossible to hear the centaur over the commotion of battle. Any PC who

notices that he is speaking, however, may attempt a DC 18 Listen check to really focus on what he's saying. (Again, if the PC engaged in melee with that centaur is attempting to Listen, she gains a +2 circumstance bonus.) If a PC succeeds in this check, or otherwise manages to interpret what the centaur is saying, she learns that the centaur is repeating, over and over, "I'm sorry. I'm so sorry. But they're watching us!"

If the quickling is slain while any centaurs still stand, the centaurs immediately lower their weapons. "We have no time!" one of them whispers. "We *believe* he was the only one watching us, but we can never be certain. You must go! Ersula, the one who has enslaved us, dwells to the northwest, but you must go the other way, for she can slay with a word!" If the PCs do not immediately leave, the centaurs raise their weapons and — with obvious reluctance — attack once more, terrified that if they do not, Ersula will learn of their disobedience.

Throughout this fight, the centaurs take any excuse they can to cease fighting if it does not endanger them with Ersula. For instance, a centaur who is badly injured (fewer than 10 hit points) might act as though the wound is worse than it is, and collapse. A centaur trapped by spells such as *entangle* or *web* fakes his struggles to escape, but does not actually make any real attempt to do so. The PCs may notice this with DC 10 Spot checks (the centaurs are not skilled deceivers). Because the centaurs are eager to cease fighting, particularly if the quickling is slain, the EL of this encounter is 6, even though the accumulated Challenge Ratings suggest an EL of 7.

Centaurs (3): CR 3; hp 29, 25, 19.

Quickling: CR 3; hp 8.

Princess Linara's Ring

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the ring might be found here. If so, it is located in the possession of one of the centaurs, who took it from an ogre the centaurs slew after he intruded on the Greentail. If the PCs are forced to slay all three centaurs here, they find the ring on one of the bodies. If the centaurs survive and the PCs later slay Ersula, the centaurs offer it to the PCs, as a token of their thanks

XI-4: Ersula's Home (EL 7)

Something is clearly wrong here even to the least experienced woodsmen in the party. As the PCs approach this particular grove, they see a circle of dead trees, slain by no apparent cause. Brown grasses

and undergrowth stand limply between them, and all manner of molds and fungi grow on the dead trunks.

This is the home of Ersula, a fen witch drawn here by Roderick's curse. She has grown comfortable here, despite woodlands not being her favored environment, and enjoys the power she and her quicklings wield over the local centaurs. That she has corrupted generally good creatures into doing evil is delightful in her eyes. She dwells in this grove, protected at all times by three invisible quicklings. Unless the entire party manages to escape their detection, the quicklings warn Ersula of their approach.

The fen witch wastes no time in discussion or negotiation. As soon as the PCs appear, she steps into view from a hollow in a large dead tree, letting her horrific appearance take its toll. The PCs see a female humanoid with tattered robes, unkempt hair, blazing red eyes, a single nostril, and webbed, taloned fingers. During this first round, the quicklings attack from multiple directions, and Ersula uses her mind probe on one of the party so that she might use her death speak ability next round. Unless circumstances dictate otherwise, the quicklings focus their attacks on obvious spellcasters, while Ersula focuses her own abilities on fighters. All fight until slain.

Even though neither Ersula nor the quicklings can take much damage, this is an extremely dangerous encounter, perhaps one of the most dangerous in The Doom of Listonshire, and a real possibility for PC death exists. The DM may, if he feels the battle was too hard on the party, include a single scroll of raise dead among Ersula's possessions. Perhaps she kept it in hopes of trading it to someone at a later date, allowing her to use her death speak as a bargaining tool even after she's already slain someone. In any event, Father Barclay can use the scroll if nobody else in the party can, though he must make a DC 10 Caster Level check to activate it, as it is a higher-level spell than he can normally cast.

Ersula (fen witch): CR 5; hp 33; see the *Tome of Horrors* by Necromancer Games.

Quicklings (3): CR 3; hp 9, 7, 5.

Gratitude

Once the PCs have slain Ersula, the centaurs seek them out before they leave the forest, perhaps finding them at Duncan's home. Although they have little of value, they offer their eternal gratitude (and possibly Linara's ring). They offer the PCs a token, made up of twisted iron and the hair of a centaur's tail. They explain that if the PCs present this token to any centaur tribe within a thousand miles, it identifies them as "centaur friend" and entitles the PCs to a single (reasonable) favor.

Duncan fulfils his obligation and offers the PCs any one of his magic items. He also explains that he and his animal scouts have located an enclave of ogres dwelling in the foothills of the Edriss Mountains. He gives the PCs precise directions to the caves described in Chapter XII.



Chapter XII:

The Ogre's Cave

Either by following the clues provided in other areas, or through simple exploration, the heroes find themselves now in the foothills of the Edriss Mountains. (They might recognize the leaves they found on the dead ogre around Lake Obar, in Chapter III.) While footing here is slightly precarious, PCs need worry about it only if they try to move swiftly. Any attempt to run while in the foothills requires a DC 12 Balance check.

Several caves dot these foothills (and may have random encounters lairing within, at the DM's discretion). A DC 15 Spot check, or DC 10 Knowledge (nature) and Track check, reveals the footprints of many large humanoids in this area. Some are very recent, whereas others are many days old. The characters can backtrack them to a common source: One particularly large cave in a hillside. (Reference Map Thirteen: The Ogres' Cave for everything within.)

So long as the PCs remain within the hills, they are far more likely to encounter ogres than any other danger. Any time the dice indicate a random encounter (as per Appendix A), she should roll 1d6 before consulting the standard random encounter chart.

Edriss Foothills Encounters

Roll	Result
1-3	A party of four ogres, as though the DM had rolled 7-9 on the random encounter chart.
4	1 wightlein (see below)
5-6	Roll on the standard random encounter chart.

In the hills not far from the ogre cave, in the depths of an abandoned mine (unmapped), lives a small clan of wightlein. These shy, hideous little fey are considered to be evil in folklore and old wives' tales, but in fact they are good-hearted, helpful creatures. None have been seen since the curse fell upon Listonshire, as they have been hiding from the newly arrived monsters. They keep an eye on the ogres, hoping the giants will simply leave.

Their attitude has changed recently, however. Although their precognitive abilities are not powerful enough to tell them of the heroes' arrival, they are sensitive enough to nature to know that something has changed. When the PCs enter this area, they recognize that these adventurers may be their best chance of getting rid of the ogres. If any PCs are

injured, the wightlein will show them into hidden branches of the mine, where they can hide unmolested until they heal. If confronted outside their mine, wightlein attempt to flee, but if the PCs corner one, or convince it they mean no harm, it will show them the exact location of the ogre caves, and reveal that the ogres are indeed responsible for the assault on the duke. (They know this from observing the ambush party's return, and listening to them brag.) They fight only in self-defense, if cornered and if the PCs insist on attacking them.

Wightlein (1 outside, 4 within the mine): CR 4; hp 23, 20, 17, 13; see Appendix B: NPCs and Monsters of Listonshire.

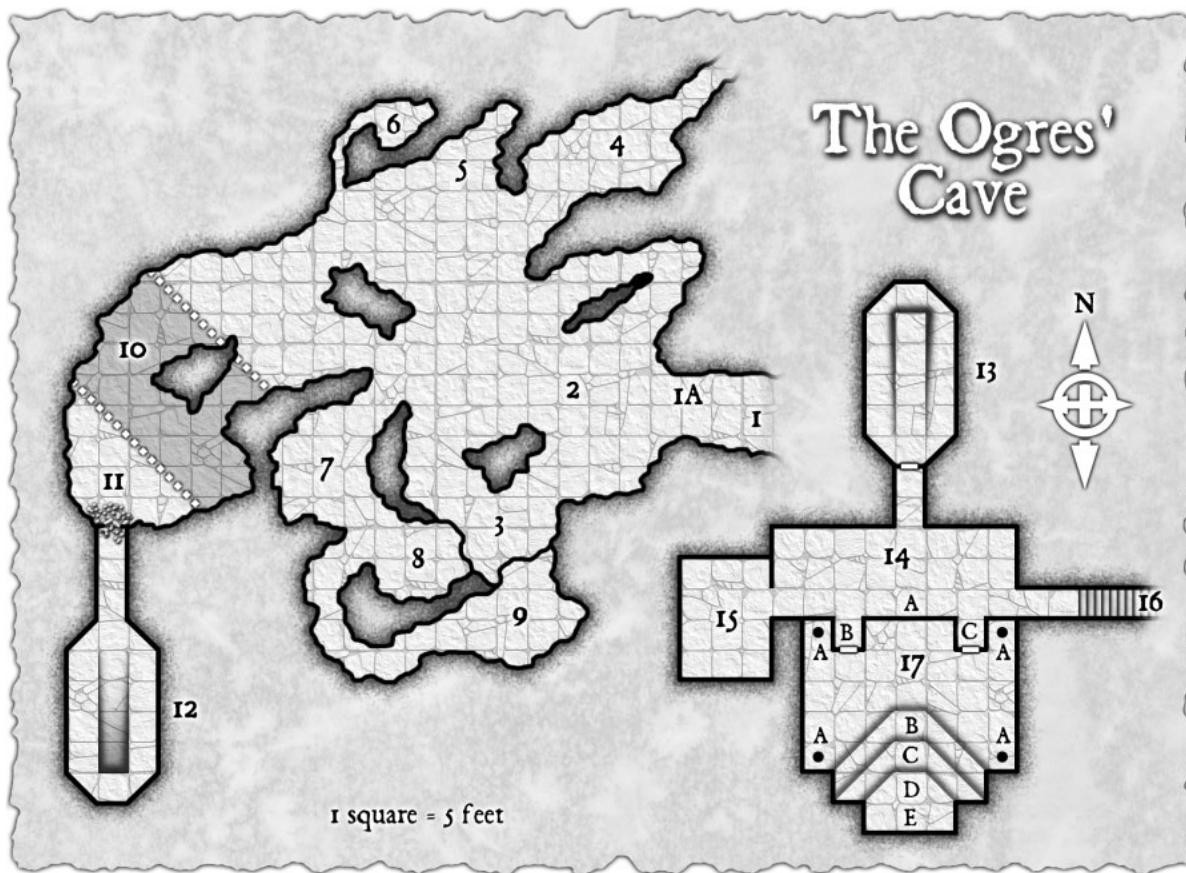
Danger!

This area, both the caves and the hills around it, is exceptionally dangerous. If the PCs attempt to brave the caves early in their explorations, before gaining experience for other encounters, they are very likely to wind up dead. The DM should strongly hint at the dangerous nature of the area, perhaps allowing the PCs to stumble upon the bodies of a great many soldiers or even another adventuring party.

The PCs may also acquire some valuable information here. Should they manage to question any of the ogres — either by taking one alive, or making use of *speak with dead* — they can learn that it was Baron Kendrick who hired them to slaughter Roderick and his family, hoping that the curse would take the blame. The ogre can tell the PCs that they stole one of the baron's signet rings from one of his messengers, just so they'd have proof in case he turned on them in the future. It is buried beside a small tree near the entrance to the ogre's caves. With this, the PCs have, if not proof of Kendrick's complicity, at least enough evidence to cast his claim to the ducal throne into doubt.

Upper Level: The Caverns

Unless otherwise stated, all these areas are naturally occurring cave formations. The floor and walls are stone, and many stalactites — some broken off where ogres have bumped into them — hang from the ceilings. The height of the caves varies, but is usually



between 12 and 15 feet. While the ambient light from outside is enough to illuminate areas XII-1, 2, and parts of 3 and 5, the PCs must provide their own light source for traveling deeper into the caverns (or if they are here at night).

XII-1: The Yawning Cave (EL 5)

The cave mouth through which most of the tracks pass gapes open in a hillside. Fifteen feet in width at the outside, it narrows to 10 just before it opens up into the main cavern (area XII-2).

It is exceptionally difficult for the PCs to enter the cave undetected. Two ogre guards stand, one behind the other, at the very end of the cave (the point marked A on the map), and they are quite alert. They hear anyone coming down the passage who does not succeed in a DC 13 Move Silently check. It requires a DC 13 Hide check to reach the ogres without being spotted, and it's simply not possible to move past them into the main cavern without the aid of magic. The instant the ogres detect anyone, they both shout an alarm to their companions elsewhere in the caves. The remainder of this chapter, as written, assumes that the ogres are aware of the PCs. If this is not the case, the DM should assume that the ogres encountered beyond this point are surprised, but in each

combat the ogres attempt to shout an alarm. Once this happens, no further ogres can be surprised.

Ogres (2): CR 3; hp 29, 24.

Possessions: Large greatclub, large javelins, large hide armor, 20 gp. The first ogre has a finely crafted silk scarf tied around his left wrist; if cleaned and repaired, it is worth 100 gp. The second has a thin gold chain around his neck, with the holy symbol of Archeillus, worth 200 gp; the chain is clearly salvaged, as it is too small for the ogre (held together with a length of twine), and the holy symbol is on upside-down.

XII-2: The Main Cavern (EL variable [5+])

Dozens of enormous sleeping bags, some piled on heaps of straw, lay scattered about the room. Huge sacks, small chests, and various holes filled with rotting ogre waste fill in many of the gaps. This is clearly the home of a large clan of the brutes; fortunately, most of them are off wandering the countryside of Listonshire.

At any given time, two ogres remain here. They are usually asleep, but the shouting from the guards in the entryway has awakened them by the time the PCs arrive. (If the PCs managed to prevent such an alarm,

they can catch the ogres sleeping, but this is unlikely.) This is not the worst fight the heroes have faced — but it's going to get worse! Other ogres from the complex come this way, joining the battle as it progresses. In most instances, the DM should treat them as multiple encounters, for purposes of experience points, as the ogres are unlikely to arrive before those who came before are dead, or at least badly wounded. In fact, if the heroes are close to being overrun, the DM may wish to allow a few extra rounds before the next wave arrives, to give them a chance to catch their breath, and perhaps enjoy a few *cure* spells. (If the DM would rather treat it as one large encounter, however, the lot of them together come to an EL 9!) The initial two ogres account for the EL 5 encounter.

Ogre Reinforcements

Time Elapsed Since

Combat Began	Arriving Ogres	EL
4 rounds	1 ogre from area XII-5	3
6 rounds	3 ogres from area XII-7	6
10 rounds	Karnash, from area XII-8	6

It is entirely possible that the PCs may find themselves overwhelmed. If so, they can always flee, either back through the entryway into the wilderness, or through the tiny passage into area XII-6, where the ogres cannot follow. (It requires a DC 15 Spot check to notice this passage in the midst of combat.) If the party does retreat, the ogres only pursue as far as the edge of the foothills. The PCs won't want to take too long to make a second (and presumably better-planned) attempt. The ogres replenish their numbers at the rate of three per day, in the form of returning hunting parties.

On the other hand, if the PCs slaughter the first two ogres swiftly, they may be able to move into the areas mentioned above before the ogres begin moving. As such, the other encounters may occur in their respective chambers, rather than here.

Ogres (2): CR 3; hp 33, 24.

XII-3: Communal Storage

This alcove behind a large column of stone appears to be where the ogres store their gear. Dozens of large greatclubs, javelins, pieces of hide armor and various traveling sacks lay scattered about the floor and in ungainly heaps. A few extra sleeping bags and the like are here as well. None of it is actually worth much.

XII-4: The Garbage Heap

Even before the party enters, it's clear the ogres have been using this cave as a garbage dump. The reek is enough to overpower even the primitive ogre

latrines scattered about the main cavern. Rotten food, body parts, waste, and the like all sit here in a steaming pile. Anyone who enters this chamber risks contracting filth fever. The disease normally requires injury to spread, so anyone who is already wounded, or suffers injury, in this chamber must succeed on a DC 12 Fortitude save to avoid. The sickness is so virulent here, however, that even uninjured characters who spend more than five minutes here must make a DC 8 Fortitude save or grow sick. The ogres know better than to linger in this chamber, though they pursue fleeing characters here. See Table 8-2: Diseases in the DMG for more on filth fever.

Anyone willing to dig through the pile of filth — requiring 2d4 man-hours, with another Fortitude save each half hour — eventually uncovers a small tunnel leading northeast. After several hundred yards, it opens up in a small hill near the Greentail Wood. At several points, the cave narrows to less than 5 feet in width, preventing the ogres from using it.

Filth Fever: Infection injury 12 (or long-term exposure 8); incubation 1d3 days; damage 1d3 Dex, 1d3 Con

XII-5: The Stone of Discipline (possibly EL 3)

Karnash keeps his soldiers remarkably disciplined — so far as ogres go, at any rate. One of his favored means of punishment is the Stone of Discipline. A thin stone column, probably formed by a stalactite and stalagmite growing together, stands in this nook. A fire pit has been built around it, and the flames are tended night and day, to ensure they never go out, but also never grow too large. These heat the column, not enough to do true damage, but enough that it is extremely painful to hold. For each minute of sustained contact, an individual must succeed in a DC 12 Fortitude check or suffer 1d4 points of nonlethal damage from the heat and pain. Currently, a single ogre who disobeyed a recent order stands here, sweating, left hand on the pillar. He has taken no damage so far. If combat erupts in area 2, he leaves the Stone and moves to help. Only if this has not happened is he encountered here.

Ogre: CR 3; hp 28, 26.

XII-6: Side Chamber

The passage leading into this small, irregularly shaped room is only about 2 feet wide, forcing even medium-sized creatures to squeeze. The ogres themselves cannot possibly fit through and, after satisfying themselves that the crevice didn't provide a way for creatures into the caves, promptly forgot about it. It

makes a good hiding place for PCs to recover after battle with the ogres, but they cannot remain here forever. Assuming the ogres saw the PCs scamper into the passage, they party has only 1d4 hours before the ogres think to light a fire at the entrance and attempt to smoke them out. (The long-dead body of a gnome, sprawled out on the floor, attests to the effectiveness of this technique.) Smoke inhalation in a confined space such as this is similar to drowning, and PCs who refuse to leave should follow the standard drowning rules to determine how long they can survive.

The gnome's equipment — a small short sword and small leather armor — is mundane, but he does carry a single dose of *oil of magic weapon*.

XII-7: Whack-a-Gnome (possibly EL 6)

This chamber is the “playroom” of the ogres, and it's a grisly game they play. Along the room's western wall stands a large wooden box, with six holes in the top (in two rows of three), and a foot pedal on the bottom. Pressing the foot pedal releases a spring, which causes a wooden platform inside the box to briefly shoot upward, hitting the top of the box, and then immediately sink back down.

Into this box, the ogres place small individuals. (They favor gnomes and halflings, as these are greater challenges, but they'll settle for human children.) They usually put in only one at a time. The individual scuttles around inside the box. If he does not stand under one of the holes, he is crushed when the platform shoots upward. However, he may also be crushed if he *does* pop out of one of the holes, as the ogres take turns attempting to smash the poor individual with a warhammer each time he pops up from a random hole.

Several pulped gnome corpses (taken from the same ill-fated caravan as the dead body in area XII-6) are piled up beside the machine. The ogres, irritated that they have no more gnomes to play with, have been making due with small forest animals, even though most are too stupid to avoid getting crushed by the rising platform.

If the PCs have somehow managed to avoid combat in area 2, or have otherwise avoided drawing attention, three ogres are here, taking turns at the game. Otherwise, the ogres have likely been encountered already in the main cavern. Other than the large warhammer, there is nothing of any potential value here (except to some truly depraved individuals).

Ogres (3): CR 3; hp 31, 28, 24.

XII-8: The Chieftain's Chamber (EL 3 or 7)

This spartan and relatively small chamber (at least by ogre standards) is the sleeping area of Karnash, the chieftain of this ogre band and the one who led the attack on Duke Roderick. He dwells here with his concubine, a ravishing beauty (also by ogre standards) who is the equal of any of Karnash's warriors. The room consists of little more than a few stolen mattresses laid together to provide an ogre-sized bed.

It is possible that the PCs have already encountered Karnash as part of the large brawl in the main cavern. If so, only the concubine is here. Otherwise, they are both here, and both fight. One of them attempts to move into one of the passages, so they are not crowding one another.

Karnash: male ogre Rgr3; CR 6; hp 68; see Appendix B: NPCs and Monsters of Listonshire.

Ogre (Concubine): CR 3; HP 37.

XII-9: The Treasure Chamber

In this cave, Karnash keeps the accumulated loot acquired by his ogres during their depredations through Listonshire. Contained in a number of moldy sacks and old wooden boxes are 1,012 cp, 1,228 sp, 107 gp, 17 pp, 30 gp-worth of various rations and dried meats, a set of silver spice shakers worth 50 gp, a gem-hilted magnifying glass with a broken lens (but still worth 60 gp for the gems), a collection of three bloodstones worth 50 gp each, and a *ring of eldritch defense†*. (There used to be a block of *incense of meditation*, but Karnash's concubine liked the smell, so she burned it.)

XII-10: The Other Cavern (EL 8)

This rear cavern, partly isolated from the main cavern by several large columns of stone, seem abnormally dark even for a cave. A sense of palpable cold and evil sweeps over the PCs as they approach, and the light of their torches or spells dims. The area between the dotted lines on the map is under the effect of multiple darkness spells, granting every melee or ranged attack a 20% miss chance.

This cavern is the home of Lothru, shaman and advisor to Karnash and the *true* leader of the tribe, though she allows Karnash to think he's in charge. Lothru dwells here, and remains even if she hears the sound of combat elsewhere. She prefers to let the enemy come to her. Her home is completely unfurnished; she owns a small rug on which she sleeps, and the possessions she carries on her. She prefers the dark, and normally sleeps in the southeast corner of

the *darkened* area. Once she knows intruders are present, however, she lurks near the rubble pile (area XII-11), and waits to attack anyone the instant they appear at the edge of the *darkness*. If they emerge in a group, Lothru leads with her *cone of cold*. She prefers hit and run tactics in melee, using *fly* to attack from above, then moving away and turning *invisible* the next round. Lothru is perhaps the single most powerful foe the PCs are likely to face in Listonshire, and they must use all their resources to defeat her.

If Lothru believes she is in real danger of dying — for instance, if the PCs have cost her over half her hit points and are making use of fire or acid attacks — a panicked look comes over her face. She glances back at the rubble pile with a look of fear, and then shifts to *gaseous form* and flies through the rubble. If this happens, the PCs face her again — wounded or not — in area XII-14. She does not go any further into the abandoned shrine, and fights to the death.

Lothru: female Ogre Mage, CR 8; hp 44.

Possessions: Large greatsword, large longbow, large chain shirt, a fire opal worth 900 gp, a platinum comb worth 550 gp, a scroll of dimension door and wall of fire, and a *staff of ensnarmen*t† (but only 4 charges remain)

Princess Linara's Ring

If you chose to roll randomly for the location of Darnelle's body and Princess Linara's ring, it is possible the ring might be found here. If it is, it is in Lothru's possession, inside one of her pouches. In this case, assume that the ogre who stole the ring from Darnelle's body later offered it up to the ogre mage, who kept it as a keepsake and to study its magical properties.

XII-11: Pile of Rubble

A small heap of rocks stands against this wall. A DC 12 Knowledge (architecture and engineering) or Search (with Stonecunning) check reveals that the pile is a recent edition, and that the rocks were smashed from the walls and ceiling deliberately.

Clearing the rocks requires 1d2+1 hours of heavy physical labor. Reduce the time by 10 minutes for each person beyond the first working on the attempt, and by 5 minutes for each total point of Strength bonus among the workers; ignore negative Strength modifiers. For instance, if a party of four characters works at clearing the rock, this saves half an hour (10 minutes for the second, third and fourth characters). If the four people have Strength scores of 18, 16, 13 and 9, that adds up to a total 8; 4 for the 18, 3 for the

16, and 1 for the 13. (The 9 is ignored). This saves another 40 minutes. Thus, the party may subtract a total of 70 minutes from the total length of time determined by the DM. Note, however, that the endeavor requires 30 minutes minimum, no matter how strong the party members may be.

Behind the rocks is an incredibly old stone door, standing in a doorway that was clearly carved out of the stone, rather than occurring naturally as have all the caves to this point. The door has a pair of spirals carved into; standing 20 feet or more back from the door reveals the spirals to be abstract drawings of horns. The door is heavy (DC 14 Strength check to open), but is neither locked nor trapped. The dust on the door suggests it has not been opened for quite some time. The feeling of cold and palpable evil the PCs felt upon entering area XII-10 grows stronger here, and anyone with the ability to *detect evil* gains a faint result from the very stones beyond the door. The passage beyond is neatly carved out of the rock by expert hands. A DC 12 Knowledge (architecture and engineering), Craft (stoneworking) or Search (with Stonecunning) check suggests the passage has been here for hundreds of years, and is probably of human design.

XII-12: The Descent

This large chamber, vaguely gem-shaped, is perfectly pristine and neat. Not a single fallen pebble or cracked stone mars its off-white walls. A rough-hewn ramp leads downward in the center of the room. The PCs begin to notice their breath steaming visibly as they descend, and they become uncomfortably — but not hazardously — cold. The sound of dripping waters echoes up from somewhere below, but not even the most alert listener or astute tracker can determine the precise direction.

The Lower Level: The Shrine

The ogres didn't realize until after they'd chosen the caves above for their homes that there was something else beneath them, that the caverns they'd selected had been used by others in the past. None of them have explored beyond the doorway at area 11; rather, they simply collapsed the stones to cover it up and ignored it. Lothru remained curious, though no less afraid, and made her home where she could concentrate on the emanations coming up from below.

The lower level is an abandoned shrine to the Oinodaemon, supreme among daemons and lord of disease. It was here the bastard Velaugran plotted with other cultists of the Plague Lord to usurp the throne

of Listonshire. (See area I-E-3 in Chapter I: Castle Liston and the Liston Estate.) When Velaugran died, the cult in the region slowly fell apart, but the shrine was not completely forgotten. If the PCs search, they may find at least part of the answer to the question that has lingered over Listonshire and the ducal family for years.

The enduring evil of the shrine causes a variety of mystical effects. The temperature here remains consistently cold, except for the main shrine (area XII-17), which is terribly warm and humid. The entire region radiates a faint evil. Further, upon entering the lower level, all living beings must make a DC 13 Fortitude save or contract the Shakes. (It is also the presence of the shrine that makes the filth fever in the refuse pit, above, so virulent.)

The Shakes: Infection contact 13; incubation 1 day; damage 1d8 Dex

XII-13: The End of the Descent

The ramp from above ends in a room almost identical to the one in which they began. The door in the south wall has the same abstract horns carved on it, and requires the same DC 14 Strength check to open.

XII-14: The Central Chamber (EL 8)

The passage leading from area 13, and the walls, ceiling, and floor of this chamber, are covered in very light, fine carvings, so faint that they are visible only when looked at directly. Each carving shows a humanoid creature wracked with pain, thrashing about, or clearly dying, and each is in the throes of some horrific disease. A DC 15 Heal check can actually identify which disease is depicted, so perfectly detailed are the images. The walls radiate moderate necromancy, if detected for. If anyone touches one of the images with bare skin for longer than a single round, he risks contracting the disease. (See “Diseases” in Chapter Eight of the DMG for details on various diseases.)

Remember that if Lothru escaped above, she attacks the party here, using her favored tactics of *flight* and *invisibility*. She fights to the death. Her possible presence is not factored into the room’s EL above, and should be considered a separate encounter from the traps described later.

The chamber itself is enormous; the ceiling is a good 20 feet high, and voices echo eerily. The sound of dripping water is louder here, but still untraceable. Along the south wall, marked A on the map, is an enormous embossed carving, almost a statue emerging from the wall. The figure is enormous, reaching floor

to ceiling. It is a humanoid figure, clad in heavy robes. Its head is that of a diseased ram, with patches of flesh falling from it, its horns twisted at discomfiting angles. His hands stretch out to either side, as though indicating the two doors (marked B and C). A simple DC 14 Knowledge check (either Arcana, the Planes, or Religion will do) reveals that this is a representation of the Oinodaemon, the Plague Lord himself.

Should anyone approach either the statue or one of the two doors, the statue speaks. “Speak ye the name of my favored one, thy rightful liege, and follow in his footsteps.”

The answer is Velaugran, the conspirator from so many generations ago. If the players have put real effort into solving the puzzle but still seem stumped (or if it’s simply been several sessions since the party explored the Liston family crypt), the DM might permit a DC 15 Intelligence check to remember the story of the bastard Velaugran.

Of course, that only solves part of the riddle; the PCs still must “follow in his footsteps.” Velaugran was a bastard, and wore the bar sinister on his standard, so the proper door is the left one. Speaking the name “Velaugran” aloud deactivates the trap on the left door (B), but not the right. In fact, the door labeled C is a false door, opening onto a blank wall. Both doors are thin stone, and neither is locked.

Opening B without speaking the name or manually disarming the trap, or attempting to open C without manually disarming the trap, triggers a nefarious supernatural effect. The individual opening the door is instantly subject to a *destruction* spell.

Destruction Trap: CR 8; magic device; touch trigger (*alarm*); automatic reset; spell effect (*destruction*, 13th-level cleric, DC 20 Fortitude save for 10d6 damage); Search DC 32; Disable Device DC 32. Cost: 45,500 gp, 3,640 XP.

XII-15: The Cloak Room (EL 5)

A series of numbered shelves, the writing almost but not entirely faded, lines the north wall, and the northern half of the west wall, of this rectangular chamber. Along the remainder of the walls stand dozens of hooks on which numerous cloaks hang. Each is a dull gray or sickly brown in hue, and all are tattered and worn with age. Here, during the heyday of the Plague Lord’s cult, worshippers would leave their own clothes and possessions on the shelves and don the ceremonial robes for hideous rites conducted in the main shrine (area XII-17).

The room is not without its hazards, however, for one of the “cloaks” is not truly a cloak at all, but the dark, misty manifestation of a wraith, one of the cultists who died during a particularly dark ceremony.

1d4 rounds after the PCs have entered the room, allow them to attempt a DC 21 Spot check. Those who succeed see the cloak begin to rustle and sway before it flies to the attack, and may act normally in the first round of combat; all others are surprised. The wraith fights to the death, and pursues the PCs anywhere in the lower level, and up the stairs into area XII-12, but not beyond.

Wraith: CR 5; hp 32.

XII-16: The Endless Stair

This narrow hall leads to a staircase carved of stone, leading down and to the east. The steps are shallow, and seem to progress indefinitely into the distance. Dust on the stairs shows that they have not been used in sometime, abandoned far longer even than the rest of the shrine.

Exactly where the stairs lead is up to the DM. Perhaps they eventually bring explorers to another dungeon, one the DM himself has prepared, or perhaps presented in another module. (As a particularly vicious trick, the DM might determine that they lead to one of the levels of *Rappan Athuk*, though he'd have to come up with a reason for a shrine to the Oinodaemon to link up with a dungeon dedicated to the demon prince Orcus.) Whatever the case, the location to which the stairs lead is not directly related to the events of *The Doom of Listonshire*, and the DM can simply have the stairs blocked by some impassible barrier (such as a thick rockfall or the like) if the PCs appear likely to become sidetracked.

XII-17: The Shrine of the Plague Lord (EL 8)

This enormous chamber was the heart of the Oinodaemon's worship in years past, and it still possesses a malignant aura. Unlike the rest of the lower level, this room is uncomfortably hot, and as humid as any swamp. Anyone stepping inside must succeed in a DC 14 Fortitude save or contract Slimy Doom.

Slimy Doom: Infection contact 14; incubation 1 day, damage 1d4 Con (when first contracted, character must succeed on another saving throw or 1 point of damage is permanent drain instead)

The echoing sound of dripping water is loudest here, but there is still no sign of its source. The floor of the shrine boasts the same carved figures as the main chamber, but they are far more obvious, and more deeply carved into the stone. This makes footing a bit precarious; characters attempting to run must succeed on a DC 12 Balance check or fall prone.

The shrine has a number of unusual features. Four large stone columns (marked A on the map) stand in

the corners of the room. Each of these columns has multiple fiendish faces and images carved into them, and is made up of stones of multiple hues. If the PCs detect for magic, the columns radiate faint transmutation.

At the south end of the room, a three-tiered dais leads up to the wall. (The tiers are labeled as B, C, and D.) Each step radiates faint transmutation.

On the south wall stands a carved image of the Oinodaemon. It is identical to the one at area XII-14-A in most respects, save that the arms extend forward from the wall, rather than reaching to the sides. The hands hold a platform of marble between them, which once served as an altar. Scraps of old parchment lie on the altar, and a long-desiccated corpse is slumped on the floor beside it.

Although they register only as faint auras now, the magics in this room were created with an artifact-level of power. No attempt to dispel them can be successful, though the PCs might be clever enough to avoid activating some of them.

The exact sequence of events in this room depends on the actions of the PCs.

Attempting to damage one of the columns (A), or so much as touching the first step of the dais (B) causes four green guardian gargoyles to emerge from the columns, one from each. These appear like normal gargoyles, save that they seem carved of green stone, and their eyes are jet. The gargoyles are invisible when they first emerge, due to the magics that kept them within, and remain so until they attack. They do not attack immediately, however, as they prefer to wait until the PCs have activated some of the other magics.

Touching the second step of the dais (C) activates an *illusion*. Two serpentine fiends, with clawed hands and enormous wings, seem to slither forth from the image of the Oinodaemon (E). These illusions are utterly realistic, including sound and even scent. They spread out and move to attack the PCs from the south. Once the PCs have interacted with the illusions, they may attempt a DC 18 Will save to recognize them as false. The gargoyles prefer to attack once the illusions have appeared. If circumstances permit, two of the gargoyles attempt to attack from inside the illusions, causing the images to do real damage. This raises the DC of the Will save to detect the illusion to 20. Once the illusions are clearly no longer fooling the PCs, and the gargoyles have become visible, they attack from above while flying.

If the PCs bypass the steps (perhaps through spells such as *fly*) and go straight to the top level (D), they can avoid the *illusion* trap. The gargoyles still emerge from their columns, but not for 1d6 rounds. Touching

anything on the upper step or the altar starts the countdown; the PCs need not physically touch the step.

The corpse on the top step has apparently been dead for several years. A strange magical aura, similar but not quite like any necromantic effect any of the PCs have ever seen, emanates from the body. No attempt at communication (such as *Speak with Dead*) or divinations of any sort have any effect on it; it's as though the body does not exist where most magics are concerned. A DC 20 Knowledge (arcana) or Knowledge (religion) check suggests that this individual must have literally sold his soul to some malevolent power — almost certainly the Oinodaemon, under the circumstances — and when his soul was taken, all traces of his identity and existence went with it. It's possible that high-level magics might penetrate the veil, but nothing of which the PCs themselves are capable grants any further information about the corpse.

What he was doing here, however, is far easier to determine. Examination of the parchments on the altar reveals pages of paeans and prayers to the Oinodaemon, and requests for vengeance, all written in blood. On the last page, toward the very bottom, is scribed Duke Roderick's name, as well as that of the Liston family. The details of the requests for vengeance reveal that this can only be the font of all the trouble that has plagued Listonshire for so many years. This is the source of the curse! A DC 18 Knowledge (arcana) or Knowledge (religion) check

indicates that removing the parchment from the altar, and then consecrating the writing through positive energy (such as *dispel evil* or *consecrate*) should break the curse. It is, of course, too late for Roderick himself, but it would protect Princess Linara and future generations from sufferings its effects.

Green Guardian Gargoyles (4): CR 4; hp 46, 43, 34, 31; see the *Tome of Horrors* from Necromancer Games.



Chapter XIII:

The Conclusion

Assuming the PCs have survived, the end of the story comes when the PCs return to Castle Liston, not merely to meet with Father Barclay, but to reveal all that they have found. Presumably they have Princess Linara and her signet ring, and they may have obtained some evidence of Baron Kendrick's involvement from the ogres. On the other hand, it's possible that they have failed to find either Linara or the ring, and are returning with only one, hoping to make do.

Encounter on the Road (EL 8)

In either event, the return trip is not uneventful. As the PCs draw near the border of the Liston estate, a group of armed men and women on horseback approach them. The leader of the group is a burly man with close-cropped, spiky hair, clad in chain. This is Balthus, the man who has been conducting Kendrick's own search for Linara and the ring.

(Note: This encounter assumes the PCs have Princess Linara. If they do not, or if they have somehow hidden her so fully that nobody can tell they have a child with them, Balthus gives them a suspicious glance, but passes by. Although the PCs have technically bypassed the encounter, they do not gain full experience, because they did not bypass it due to actions taken specifically for this encounter. Give the PCs experience equal to one-third the encounter's worth.)

Once Balthus and his party approach near enough to spot Princess Linara, Balthus immediately demands the PCs turn the child over to him. He claims that he is searching for a missing girl, and must determine if this child is her or not. Even if the PCs claim Linara is one of their own, Balthus insists on examining her for a moment, to be sure.

It's unlikely the PCs agree to give up the baby, but if they do, Balthus' men immediately attack while Balthus himself — or whichever one of his soldiers took the child — immediately races off at full gallop toward Castle Liston. If the PCs do not stop him before he gets out of sight, he attempts to leave the road somewhere and slay the child. The PCs have 10+1d10 rounds from the moment he leaves their sight to the moment Princess Linara dies at his hands.

Assuming the PCs do not turn over the child, Balthus and his men attack. The PCs may be slightly hampered by the need to protect Linara, as the attackers devote all their efforts toward acquiring the child, focusing on the rest of the party only as much as is

necessary to defend themselves. Again, if one of the attackers gains hold of the child, he flees while the others attempt to stop the PCs from pursuing. The warhorses do not serve merely as mounts, but as active combatants.

In addition to the various possessions listed below, the PCs find one other item of great import if they carefully search the saddlebags of their defeated foes. Although these men attempted to remove all evidence that they worked for Baron Kendrick before embarking on this mission, one of the soldiers missed a scrap of parchment among his possessions. A DC 12 Search check finds it lodged in the folds of the saddlebag. It is torn, old and ratty, but it still very clearly shows part of Kendrick's seal in melted wax.

If the PCs take any of these men alive, mystical interrogation or particularly successful Intimidate checks may force them to reveal that they work for Kendrick.

Balthus: male Human Ftr6; hp 64; see Appendix B: NPCs and Monsters of Listonshire.

Toughs: male or female Human War5; hp 32 (average); see Appendix B: NPCs and Monsters of Listonshire.

Heavy Warhorse (3): CR 2; hp 34, 29, 27.

Return to Castle Liston

If the heroes believe Baron Kendrick to be behind the attack on Duke Roderick, they may be hesitant to enter the castle grounds. If they do not, it should not prove difficult for them to find a willing messenger — perhaps one of the citizens of Brond — to go and bring Father Barclay to them. If they do enter the castle grounds, one of Barclay's under-priests intercepts them immediately, and takes them to meet the priest.

In either event and in either location, Barclay joyfully confirms, through the use of the ring and *detect magic*, that the child is indeed Princess Linara. (This, of course, assumes the PCs have both; see below for alternatives.) He explains to the PCs that the only way to expose the baron is to do so swiftly and surely, and offers to call a great meeting in the castle's audience chamber.

Once there, under the eyes of Baron Kendrick but also a great many guards still loyal to the Liston Family, the PCs can present their evidence.

If the PCs Have the Ring, the Princess and Evidence of Kendrick's Treachery:

There is little Kendrick can do to refute their claims. Any argument that the girl is not the princess

is belied by the ring. Any argument that the ring is faked can be disproved by his own priest. And while evidence collected from the ogres who slew Roderick, or from a band of bandits on the road, is not in and of itself enough to convict Kendrick of treason and regicide, it is more than enough to convince the others here, and the other barons of Listonshire, that an investigation must be undertaken. Guards loyal to the Liston family take Kendrick into custody — his own guards are unwilling to fight under the circumstances, as most of them are not evil men — and Father Barclay is declared Linara's caretaker until he and other barons of Listonshire can work together to choose a new, more trustworthy regent to hold the throne until Linara comes of age.

As promised by Barclay, the PCs receive an additional reward from the duchy's treasury, in the amount of an additional 1,000 gp each. Further, should the PCs express interest, Barclay offers to put in a word with the new regent about granting them their own lands. This eventually results in the PCs being granted a small province, little more than a few square miles, to do with as they please.

If the PCs Have the Ring and the Princess, but No Evidence

Baron Kendrick pretends to be overjoyed at the discovery of Princess Linara, safe and sound. He congratulates the heroes on a job well done, and promises them that Linara will be well cared-for until the day she is old enough to reclaim the duchy's throne.

Kendrick is lying, of course. It would be too suspicious to move against Linara immediately, but she most certainly dies in an "accident" some time before her 10th birthday, unless something happens in the intervening years to prevent it. The PCs might, at Barclay's request, set out to find evidence against Kendrick, which could lead to an entirely new story.

Kendrick offers the PCs a reward of 500 gp each for the safe return of the princess. They can expect to find assassins on their tail for many years, as Kendrick seeks to eliminate those who may know the truth of what happened.

If the PCs Have the Ring or the Princess, but Not Both

They have, despite their best efforts, failed in their objectives. The ring, or so Kendrick claims, only proves that the ogres robbed the bodies, as well as mutilating them. The child could be anyone, without the ring to prove it, though he offers her a home among the servants of the castle until and unless someone comes forth to identify her. Any evidence the PCs may have regarding Kendrick's complicity in the death of the Liston family is, under these circumstances, insufficient to have him removed from the throne, as the presence of Princess Linara would provide a powerful rallying point for the Liston family soldiers. Without her, they are unwilling to confront their new liege, though they remain suspicious of him for some time. The PCs are given a reward of 100 gp

each for their efforts, and told to leave. Again, they can expect to be hounded for years to come.

Further Adventures

Even if Kendrick is removed from the throne and Linara returned home, Listonshire offers plenty of opportunity for adventure. The PCs may not have discovered the shrine beneath the ogres' cave, in which case the curse still stands. The duchy needs monster hunters to protect it, and brave adventurers to seek out the cause of the curse.

If the PCs *did* discover the shrine, they may have broken the curse, but the monsters do not just up and leave. The new regent needs someone to help clear the monsters from the area, and to protect caravans and merchants until commerce returns to normal. Further, nobody present has any greater luck learning the identity of the corpse found in the shrine than the PCs did. Who was this man? What grudge did he hold that was so strong, he sold his soul to the Oinodaemon in order to curse the Liston family? A new line of investigation now exists, and the PCs might be asked to follow it up.

What of the cult itself? While the Plague Lord's sect vanished from Listonshire long ago, it still flourishes in other parts of the world. The only surviving member of the Ducal family is a child, and any regent the barons select from among their own number will be new to the post. The opportunity is ripe for the cult to regain their foothold in Listonshire, and the shrine — or one just like it — may soon echo with renewed paeans to the Oinodaemon.

Finally, it's just possible that the PCs' actions in Listonshire, particularly if they invaded the sanctuary beneath the ogres' caves, may have drawn the attention of the Oinodaemon himself. See Epilogue: A Parting Gift from the Archfiend.

Story-Based Experience Awards

The DM should award the players the following bonuses based on their actions, in addition to XP gained for overcoming specific challenges throughout *The Doom of Listonshire*.

Accomplishment	Bonus XP
Breaking the curse	750
Destroying Ersula and freeing the centaurs	300
Finding evidence to remove Kendrick	500
Giving Darnelle a proper burial after questioning her remains	250
Permanently destroying Erland's ghost	400
Permanently slaying the drench	400
Rescuing Adrol from the dryad	150
Returning Linara	750
Returning the signet ring	750

Epilogue: A Parting Gift from the Archfiend

This has been a story of mortal adversaries and all-too-human villains, of long-dead men who called down powerful curses, of vicious ogres and ambitious nobles. Thus, once all such adversaries have been accounted for, the PCs may understandably feel that the trials and travails of Listonshire are behind them, that while other adventures remain to be had, this particular tale is told.

They would be wrong. For while it is true that all the primary players in this piece are mortal enough, there is one who is most assuredly not:

The Oinodaemon himself.

Precisely what the Plague Lord's interest in Listonshire might be is a subject for debate. It's possible that he had no true interest in the region at all, other than the fact that he once had a cult of devout worshippers dwelling within. Whatever the case, it was within his shrine that the curse was invoked, and it was his power that spawned the malediction, the fiendish might he granted his petitioner that permeated Listonshire and transformed it into the wretched and monster-plagued domain the PCs recently explored. He has become aware, at least in some small part, of this upstart band of heroes moving through Listonshire. If they have simply interfered in the events described herein, he likely considers them pests. If they invaded his sanctum, abandoned though it may have been, he considers them intruders. And should they have managed to break the curse itself, the Oinodaemon may well consider them a potential threat.

In any case, if the DM wishes to hit the party with one last Listonshire-related encounter, or if he wishes to introduce the notion of the Oinodaemon's grudge — an excellent plot hook for future tales! — this is the way to do it. He may decide to have the events described in this Epilogue occur almost immediately after the completion of *The Doom of Listonshire*, but it might prove more effective, and more disturbing to the players, to wait for a time, to have the Oinodaemon's wrath rise up and menace them when they least expect it. (Be sure to advance the Oinodaemon's agent in terms of hit dice and power, if you choose to wait more than a few games. Otherwise, it may not be potent enough to provide the party with much of a challenge.)

The following encounter can occur any time the party approaches or enters a small village of roughly 100 people or so. It has added impact if the campaign setting already includes such a town that the DM is

willing to sacrifice to the encounter, but if not, any such community will do.

Village of the Dead (EL 9)

As the party approaches the village, they may attempt DC 15 Listen or Spot checks to notice that something seems ever so slightly off. No voices rise from the market and shops during the day, nor from the homes at night. During the day, no farmers work the fields, and the one or two columns of smoke rising toward the sky are thin and weak, clearly the results of untended fires burning down to embers. At night, few fires burn in the windows, and those that do are old and feeble.

As the PCs enter town, a heavy stench hits them like a palpable force. Rot. Decay. This is a dead place, and recently dead at that.

All around, the streets are lined with corpses. All are clearly diseased, but while most appear to have died of their sickness, a few show signs of beating or other violence. A DC 10 Heal check reveals that this is not the work of any single plague, but that over half a dozen diseases are represented among the dead. Upon entering the town, all the characters must make a DC 12 Fortitude save or contract mindfire. (See Table 8–2: Diseases in the *DMG* for more on this disease.) Something bad happened here, and it happened quite recently.

The PCs may be tempted to leave, of course, but things aren't that simple. After spending just a few moments in the town, they begin to hear cries (no Listen checks required). Scattered in various houses throughout the town are a handful of survivors, common folk who are deathly ill but have not yet died. If the heroes leave them here, they are sure to perish, and no non-evil party can simply walk away from something like that. Presumably, the PCs make at least some effort to rescue the survivors.

It's exactly what the one responsible for the carnage was waiting for.

Hidden among the bodies is a pestilential cadaver, a foul creation of the cult of the Oinodaemon. It was sent here to intercept the PCs, and teach them the error of meddling in the Plague Lord's affairs.

The pestilential cadaver attacks with surprise if at all possible, attempting to infect as many of the PCs as it can. An artificial construct of magic and sickness, it is intelligent, and quite cunning. It will not face the party in a stand-up fight, unless they succeed in cor-

nering it. Rather, it battles them for a round or so, and then flees into the nearby streets or buildings, hiding among the corpses again if necessary. When not in combat, it uses every available moment to heal itself of damage by absorbing the flesh of the many bodies scattered about, enabling it to come back at the party numerous times. It might attack from an alley here, a closet there, a pile of bodies across the street. It knows where the survivors are — it left them alive deliberately, after all — and knows the best places to strike from ambush. It is this knowledge, and its tactics of hit-and-run and constant replenishment, that raise this encounter to an EL 9.

The pestilential cadaver pursues the PCs if they leave the village, though it still tries to wait for opportune moments to strike from surprise. Should they foolishly travel to another populated area before permanently dealing with it, it wreaks havoc there, causing all manner of plague.

When the party finally manages to destroy the pestilential cadaver, it instantly rots into a heap of black, putrescent slime, which swiftly leaches into the ground and disappears. Just as it does so, it briefly forms the shape of the Oinodaemon's unholy symbol, a warning to the heroes that they have not been forgotten...

Appendix A: Listonshire Random Encounters

Once the PCs have left the grounds of Liston Estate and passed the guard post, their travels become rather more dangerous. While on the road or crossing open

lands between locations on the map, the DM should roll 1d10 every five hours. If the result is 1, roll 1d20 and consult the following random encounter table.

Listonshire Random Encounters

Roll	Encounter	Encounter Level
1	4 bandits (male and female Human War2)	4
2	4 orcs	3
3	4 bandits mounted on warhorses (male and female Human War2)	6*
4	4 doppelgangers (1 cleric) masquerading as religious pilgrims	7** †
5–6	4 goblins mounted on worgs	6*
7–9	3 ogres	6
10–11	2 dire wolves (mated pair)	5
12	drench*** †	5
13	troll	5
14–15	2 korredst†	6
16	wyvern	6
17	2 ghosts and 7 ghouls††	8
18–19	4 tougher bandits (male and female Human War5)	8
20	young adult green dragon†	11

* If the PCs can position themselves to reduce the effectiveness of the mounts (finding cover, rough terrain, etc.), reduce the EL of these encounters by 1 or 2, depending on how thoroughly the PCs render the mounts ineffective. If all the bandits are slain, the warhorses cease fighting unless the PCs continue to attack them (hence the lowered EL), but the same does not hold true of the orcs and the worgs.

** This occurs on the roads only. If this result is rolled elsewhere, replace it with a mounted bandits encounters.

*** This occurs near water only, be it a well, a river, or one of the lakes. If this result is rolled elsewhere, replace it with a troll encounter.

† This occurs near forests only. If rolled elsewhere, replace it with an ogre encounter.

† † This occurs at night only. If rolled during the day, replace it with the tougher bandits encounter.

† This particular creature (or group) is unique. If the PCs destroy them in one encounter, they cannot then be encountered later. Treat any such duplicate roll as if no random encounter had been indicated.

Bandits

Highwaymen and criminals, these bandits have few goals save to take as much of value as they can from anyone they encounter. Because pickings have been slim (they've had to compete with the monsters, after all), the bandits are willing to take risks they would normally avoid — such as attacking a band of adventurers. They first attempt to threaten, bluff, and intimidate money out of passersby, attacking only if these tactics fail.

Bandits (4): CR 1; male or female Human War2; HD 2d8+4; hp 13 (average); Init +2; Spd 20 ft.; AC 17 (+2 Dex, +5 chain mail, +1 small steel shield), touch 12, flat-footed 15; BAB/Grap +2/+4; Atk +4 melee (1d8+2, longsword, 19–20) or +4 melee (1d8+2, lance [double damage on charge], x3) or +4 ranged (1d8, light crossbow); AL NE or CE; SV Fort +5, Ref +2, Will +1; Str 14, Dex 14, Con 14, Int 10, Wis 12, Cha 8.

Skills: Climb –1, Intimidate +2, Jump –1, Listen +2, Ride +3, Spot +2; **Feats:** Mounted Combat

Possessions: Longsword, light crossbow, quiver w/50 bolts, chain mail, small steel shield; if mounted, also: lance, saddle, 4d10 sp each.

Heavy Warhorse (4): CR 2; hp 30 (average).

Orcs

Like the bandits, the orcs have few motivations in Listonshire save to steal valuables. Drawn here by the power of the curse on Duke Roderick, they have formed numerous raiding parties, and while some are

larger and organized enough to attempt such activities as the assault on the guard post, most simply act as bandits and attack random travelers. They prefer to operate at night, but (unfortunately for them), most travelers are on the road during the day only. Thus, they are willing to attack during daylight hours. If possible, they would rather ambush travelers or attack sleeping campsites, engaging in open melee only if these opportunities do not arise.

Orcs (3): CR 1/2; hp 5 (average).

Possessions: Falchion, studded leather armor, about 40 sp-worth of coins.

Doppelgangers

Many leagues south of Listonshire, perhaps a week's travel off the map, stands Sursborough Abbey. Standing atop a hill and surrounded by gardens, this cloister is home to a community of monks (the robed religious variety, not the martial arts-practicing class of the same name). Sursborough is known for its wine and its healing herbs. Its monks are easily recognized, for they wear wine-purple shoulder mantles over their traditional brown robes.

These four doppelgangers are masquerading as monks of Sursborough. Clad in robes, they wander the roads of Listonshire, chanting a repetitive, droning paean. They claim to be praying for Listonshire and the souls of the ducal family, and eagerly await the day the curse is lifted. In truth, these doppelgangers worship the Oinodaemon, and they know that the power of their fiendish lord is behind the curse. (They do not, however, know who first called down the curse,



or why.) Their true purpose here is to offer reverence to the Oinodaemon, to gain wealth from travelers they can ambush, and to stop any who might attempt to lift that curse. When they first meet the PCs, they are friendly and talkative, but should their ruse be detected, or should the party express any desire to lift the curse, the doppelgangers attempt to slay them.

Alert players may wonder whether the doppelgangers ambushed a lone band of holy pilgrims, or whether the abbey itself might be infested. Should they choose to investigate after their duties here are complete, this can form the springboard for a new story. (If they seem inclined to go immediately, however, the DM should remind them that they have responsibilities here, and the journey to the abbey is one of many days.)

Ruttu Thundos: male Doppelganger Clr3; hp ??; see Appendix B: NPCs and Monsters of Listonshire.

Doppelgangers (3): CR 3; hp 22 (average).

Goblins and Worgs

Drawn by the same curse that drew so many of the monsters, the goblins swiftly realized that they were simply not strong enough to compete with the other new inhabitants of the region. Fortunately, they had an ace up their dirty sleeves — the worg mounts who traveled with them. In Listonshire, goblins are never encountered without their lupine companions. The presence of the words has made the goblins overconfident, and they attack immediately. If all the worgs are slain, the remaining goblins scatter in panic.

Goblins (4): CR 1/3; hp 5 (average).

Possessions: Small morningstar, small javelins, small lance, leather armor, 1d4 x10 gp each.

Worgs (3): CR 2; hp 30 (average).

Ogres

All the ogres in Listonshire are part of the band ruled by Chief Karnash, who brought them here at the behest of Baron Kendrick in order to slay Duke Roderick and his family. Though the deed is done, Karnash and his ogres have not yet received their final payment. For this reason, and also in hopes of ambushing some important (and rich) folks on their way to mourn, Karnash and the others have chosen to remain in the area. Karnash himself, and his ogre mage advisor and mistress Lothru, tend to remain in the caves they have taken as a temporary home (see Chapter XII: The Ogre Caves), but many of their minions wander the duchy, seeking prey. The ogres have yet to encounter foes strong enough to threaten them, and thus have no compunctions about attacking openly. Still, if the opportunity presents itself, they stage ambushes and surprise attacks against potential prey.

Ogres (3): CR 3; hp 29 (average).

Possessions: Greatclub, javelins, hide armor, 4d10 x10 gp.

Dire Wolves

Unlike many of the other monsters now roaming Listonshire, the dire wolves were not drawn by the power of the curse. In fact, a small population of dire wolves has dwelt in the nearby woods for generations, causing sporadic problems for the citizenry. Now, with other monsters competing for space, the dire wolves have been driven from the depths of the forest, and have been forced to seek space and prey elsewhere — including on the roads. The dire wolves may stalk the PCs for a time, if they detect the party before they themselves are detected. If so, they wait until a character is distracted — perhaps asleep, or engaged in battle — before attacking. Otherwise, they attack on sight.

Dire Wolves (2): CR 3; hp 45 (average).

Drench

A foul, evil, and malicious creature of elemental water, the drench is a new inhabitant of the lakes and streams of Listonshire. It manifests as a serpent made of water, and delights in drowning passersby. Because of the high water table and heavy saturation of the region, it can even appear in some wells and ponds that do not have any obvious connection to the lakes. It normally attacks in the same manner: It waits for someone to enter (or at least draw very near) the water, and then attempts to drag them under and drown them.

Note that only a single drench exists in the region. It is very difficult to slay permanently — but if the PCs manage to do so during a random encounter, it does not appear at any of the lakeshores later on.

Drench: CR 5; hp 27; see *Prisoners of the Maze*, by Necromancer Games.

Troll

Not all the trolls who have come to the region chose to ally with the orcs, and even many of those who did have since wandered off on their own. This is a lone troll, out seeking whatever prey it may be able to find. It has no real grasp of tactics, though it is smart enough to attack from surprise if at all possible.

Troll: CR 5; hp 76.

Korreds

These small, heavily bearded fey have come out of the forest to see what's going on in the duchy, as their curiosity has been roused by the power of the curse and the arrival of so many monsters. Though not inherently evil, the korreds are violent and unpredictable, and are likely to attack anyone they come

across. This attack is usually straightforward and violent, as the korreds are hardly disciplined enough to make detailed plans.

Korreds (2): CR 4; hp 27 (average); see the *Tome of Horrors* by Necromancer Games.

Wyvern

This beast, one of a small flight that has moved into the region answering the curse's call, is simply out seeking prey. The party looks as tasty as anything else, really.

Wyvern: CR 6; hp 59.

Ghasts and Ghouls

So dreadful was the curse laid upon Roderick and his people that not even the deceased are completely free from its touch. In addition to the coffer corpses in the royal crypt, several of the more recently buried corpses throughout the lands have risen as ghouls or ghasts to feed upon the flesh of the other dead — and of the living. Fortunately, only a single band of such horrors roams the duchy, so if the PCs destroy them, they are well and truly gone. (At least until and unless the curse awakens more of the deceased...)

Ghasts (2): CR 3; hp 34, 26.

Ghouls (7): CR 1; hp 19, 17, 17, 13, 11, 10, 8 (average).

Tougher Bandits

Not all the highwaymen on the roads of Listonshire are pushovers, even for adventurers as experienced as the PCs. The truth is, many of the weaker bandits have been slain by monsters far nastier than they; those that survive, however, have grown skilled enough to present even the party with a real challenge. As with their weaker counterparts, they prefer to threaten and intimidate, but they engage in combat to acquire their ill-gotten riches if words do not suffice.

Tougher Bandits: male or female Human War5; HD 5d8+10; hp 32 (average); Init +2; Spd 20 ft.; AC 17 (+2 Dex, +5 chain mail), touch 12, flat-footed 15; BAB/Grp +5/+7; Atk: +8 melee (1d8+3, battleaxe, x3) or +7 melee (1d6+2, short sword, 19–20) or +7 ranged (1d6, shortbow, x3); AL NE or CE; SV Fort +6, Ref +3, Will +2; Str 15, Dex 14, Con 14, Int 10, Wis 12, Cha 8.

Skills: Climb +0 (+5 unarmored), Intimidate +3, Jump +0 (+5 unarmored), Knowledge (royalty and nobility) +2, Listen +6, Ride +6, Spot +6; **Feats:** Alertness, Mounted Combat, Weapon Focus (Battleaxe).

Possessions: Battleaxe, shortbow, short sword, quiver w/50 arrows, chain mail, pouch of 1d4 x100 gp-worth of various coins.

Beyalavanthus, Young Adult Green Dragon

Not every creature drawn by the curse is even vaguely in the heroes' league, and not every threat lurking in the wilds is one over which they can triumph. Beyalavanthus is a terror against which the PCs have little chance of survival, let alone victory; his presence in the random encounter chart is meant to drive home the point to the players that not every problem can be solved with the swing of a sword or the tossing of a fireball. On the road, an encounter with the dragon indicates the PCs are likely to see him flying overhead, and — unless they foolishly draw his attention — can probably take cover until he passes. In the forest, they may encounter him on the ground, but they still most likely see or hear him coming. In fact, the DM is encouraged to give the PCs ample warning, unless he wants to force a confrontation the party most likely cannot win. If the PCs do stumble across the dragon (or vice-versa), he likely demands a bribe to allow them to pass. The dragon knows the people around here aren't rich, so he doesn't expect the PCs to have much on them. (Of course, if they are flashing their wealth, he realizes they are better off than most.) In general, his asking price shouldn't be much more than 20% of the PCs' total worth.

Beyalavanthus, Young Adult Green Dragon: CR 10; hp 187.

Possessions (In lair hidden deep in the forests off the southern edge of Map One): 1,700 sp, 180 gp, a woven-copper bird's nest with blue agate eggs worth a total of 500 gp, small jade alligator worth 300 gp, a silver crown worth 100 gp, a leather-bound blank book with pressed silver pages worth 200 gp, +1 longbow of force†, +1 chain shirt of dexterous maneuvering†.

Appendix B: NPCs and Monsters of Listonshire

This Appendix details all the NPCs presented in this module, as well as all monsters that come from sources other than the MM. Unless stated otherwise, all monsters can be found in the *Tome of Horrors*, by Necromancer Games, and have been updated to the revised edition.

Balthus: male Human Ftr6; HD 6d10+12; hp 64; Init +1; Spd 30 ft. (20 in armor); AC 18 (+1 Dex, +5 breastplate, +2 large steel shield), touch 11, flat-footed 17; BAB/Grp +6/+10; Atk +12 melee (1d10+7, +1 thundering bastard sword, 19–20); Full Atk +12/+7 melee (1d10+7, +1 blazing bastard sword, 19–20); AL LE; SV Fort +7, Ref +3, Will +1; Str 18, Dex 12, Con 15, Int 10, Wis 8, Cha 10.

Skills: Climb +2, Jump +2, Intimidate +6, Ride +7, Spot +1; **Feats:** Cleave, Exotic Weapon Proficiency (bastard sword), Improved Sunder, Mounted Combat, Power Attack, Ride-By Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword)

Possessions: +1 *blazing bastard sword*†, breastplate, large steel shield, short sword, 30 gp-worth of various coins, a finely worked electrum hair clip worth 100 gp, a wolf pelt coat worth 100 gp, and a silver wire necklace with wolves' teeth worth 75 gp.

Belgar (wolf): Medium Animal (enhanced); HD 6d8+12; hp 43; Init +3; Spd 50 ft.; AC 19 (+3 Dex, +6 natural), touch 12, flat-footed 12; BAB/Grp +4/+6; Atk +6 melee (1d6+2, bite); face/reach 5 ft./5 ft.; SA Trip; SQ Low-light vision, scent; AL N; SV Fort +7, Ref +8, Will +3; Str 15, Dex 17, Con 15, Int 2, Wis 12, Cha 16.

Skills: Hide +2 (3 ranks, –4 size +3 Dex), Listen +4 (3 ranks +1 Wis), Move Silently +3 (3 Dex), Spot +3 (2 ranks +1 Wis), Survival +2* (1 rank +1 Wis); **Feats:** Run, TrackB, Weapon Focus (bite)

Trip (Ex): A wolf that hits with a bite attack may attempt to trip the opponent (+1 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wolf.

Skills: A wolf has a +4 racial bonus on Survival checks when tracking by scent.

Castle Liston/Liston Estate Guards: male or female Human War5; HD 5d8+10; hp 32 (average); Init +2; Spd 20 ft.; AC 17 (+2 Dex, +5 chain mail), touch 12, flat-footed 15; BAB/Grp +5/+7; Atk +8

melee (1d10+3, halberd, x3) or +7 melee (1d6+2, short sword, 19–20) or +7 ranged (1d10, heavy crossbow, 19–20); AL LG, LN, or LE; SV Fort +6, Ref +3, Will +2; Str 15, Dex 14, Con 14, Int 10, Wis 12, Cha 8.

Skills: Climb +0 (+5 unarmored), Intimidate +3, Jump +0 (+5 unarmored), Knowledge (royalty and nobility) +2, Listen +6, Ride +6, Spot +6; **Feats:** Alertness, Rapid Reload, Weapon Focus (Halberd).

Possessions: Halberd, heavy crossbow, short sword, quiver w/50 bolts, chain mail, ducal tabard.

Coffer Corpse: CR 3; Medium Undead; HD 2d12+3; hp 16; Init +1; Spd 20 ft.; AC 14 (+1 Dex, +3 natural), touch 11, flat-footed 13; BAB/Grp +1/+4; Atk +4 melee (1d4+4, slam); Full Atk +4 melee (1d4+4, slam); SA Death grip 1d4+4, fear, improved grab; SQ Damage reduction 5/magic and bludgeoning, darkvision 60 ft., deceiving death, +2 turn resistance (+6 in Liston Family crypt), undead traits; AL CE; SV Fort +0, Ref +1, Will +3; Str 16, Dex 12, Con —, Int 6, Wis 13, Cha 14.

Skills: Intimidate +5, Hide +2, Listen +4, Spot +3; **Feats:** Toughness

Death Grip (Ex): A coffer corpse deals 1d4+4 points of damage per round with a successful grapple check. Because the coffer corpse grasps the victim's throat, a creature in its grasp cannot speak or cast spells with verbal components. A coffer corpse gains a +4 racial bonus to grapple checks because it holds on with such tenacity. This bonus is already included in the Base Attack/Grapple line above.

Fear (Su): A creature viewing a coffer corpse rise after it uses its deceiving death ability (see below) must succeed on a DC 13 Will save or become panicked for 2d4 rounds. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, a coffer corpse must hit an opponent of its size or smaller with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can use its death grip ability.

Deceiving Death (Ex): In any round in which a coffer corpse is struck for 6 or more points of damage (whether the damage bypasses the creature's damage reduction or not), the creature slumps to the ground, seemingly destroyed. If it has fastened its death grip on a victim, it releases its hold when it falls. A character viewing the coffer corpse's destruction can make

a DC 20 Sense Motive check to see through the ruse. Necromancers get a +2 competence bonus on their check.

On its next turn, the coffer corpse rises again as if reanimated. A creature viewing this “reanimation” is subject to the coffer corpse’s fear effect (see above).

Credit: Author Scott Greene, based on original material by Simon Eaton.

Decapus: CR 3; Large Aberration; HD 4D8+8; hp 26; Init +1; Spd 10 ft.; Climb 30 ft.; AC 15 (+1 Dex, +4 natural), touch 11, flat-footed 14; BAB/grap +3/+5; Atk +5 melee (1d6+2, tentacle); Full Atk +5 melee (1d6+2, 9 tentacles); 5 ft./5 ft. (10 ft. with tentacles); SA: Improved grab, constrict 1d4+2; SQ Brachiation, darkvision 60 ft., illusion; AL CE; SV Fort +3, Ref +2, Will +4; Str 14, Dex 13, Con 15, Int 10, Wis 11, Cha 12.

Skills: Climb +13, Listen +6, Move Silently +4, Spot +6; **Feats:** Alertness, Power Attack

Brachiation (Ex): A decapus can move through trees at its base climb speed (30 feet per round) by using its tentacles to swing from tree to tree. Trees used by the decapus in this manner can be no further than 10 feet apart.

Constrict (Ex): A decapus deals tentacle damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a decapus must hit a creature of any size with its tentacles. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and automatically deals tentacle damage.

Illusion (Su): At will, a decapus can create an effect identical to the minor image spell (caster level 5th). Creatures that make a DC 13 Will save see through the illusion. The save DC is Charisma-based.

Sound Imitation (Ex): A decapus can mimic any creature it has previously encountered with near total accuracy, though it cannot mimic humanoid speech longer than two or three words at a time. A DC 13 Will save detects the ruse. The save DC is Charisma-based.

Skills: A decapus has a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Credit: Author Scott Greene, based on original material by Jean Wells.

Dire Deer: CR 3; Large Animal (dire); HD 5d8+20; hp 42; Init +2; Spd 50 ft.; AC 16 (–1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +3/+14; Atk +9 melee (1d8+7, gore) or +9 melee (1d6+7, hoof); Full atk +9 melee (1d8+7, gore) or +9 melee (1d6+7, 2 hooves); face/reach 10 ft./5 ft.; SQ

Low-light vision, scent; AL N; SV Fort +8, Ref +6, Will +6; Str 24, Dex 15, Con 18, Int 2, Wis 14, Cha 7.

Skills: Hide +2*, Listen +5, Move Silently +7, Spot +5, Swim +11; **Feats:** Alertness, DodgeB, Mobility, RunB

Skills: Dire deer have a +4 racial bonus on Hide, Move Silently, and Swim checks. *In forested areas, the Hide bonus improves to +8.

Credit: Author Erica Balsley.

Dire Moose: CR 6; Huge Animal (dire); HD 9d8+54; hp 94; Init +1; Spd 40 ft.; AC 18 (–2 size, +1 Dex, +9 natural), touch 9, flat-footed 17; BAB/Grp +6/+29; Atk +15 melee (2d6+10, head butt, 19–20); Full atk +15 melee (2d6+10, head butt, 19–20) and +9 melee (1d8+5, 2 hooves); face/reach 15 ft./10 ft.; SQ Low-light vision, scent; AL N; SV Fort +14, Ref +7, Will +7; Str 30, Dex 12, Con 22, Int 2, Wis 12, Cha 12.

Skills: Hide –3*, Listen +6, Move Silently +6, Spot +4, Swim +22; **Feats:** Alertness, Great Fortitude, Improved Critical (head butt), Weapon Focus (head butt)

Skills: A dire moose has a +2 racial bonus on Hide and Move Silently checks, and a +4 racial bonus on Swim checks. *In forested areas, the Hide bonus improves to +4.

Credit: Author Scott Greene.

Doppelganger, Rutto Thundos: male Doppelganger Clr3; CR 6; HD 7d8+14; hp 49; Init +0; Spd 30 ft. (20 in armor); AC 20 (+6 +1 breastplate, +4 natural), touch 10, flat-footed 20; BAB/Grp +6/+8; Atk +9 melee (1d8+4, +1 heavy mace); Full Atk +9 melee (1d8+4, +1 heavy mace); SA Detect thoughts, rebuke undead, SQ Change shape, domain abilities (death, destruction), immunity to sleep and charm effects; AL NE; SV Fort +6, Ref +5, Will +13; Str 14, Dex 10, Con 15, Int 12, Wis 19, Cha 16.

Skills: Bluff +13, Concentration +8, Diplomacy +9, Disguise +13, Intimidate +9; **Feats:** Iron Will, Silent Spell, Still Spell

Divine Spells Prepared (4/3/2; save DC 14 + spell level): 0 — *detect magic, light, virtue*; 1st — *bane, command, shield of faith*; 2nd — *silence, undetectable alignment*.

Domain Spells (Death, Destruction): 1st — *cause fear*; 2nd — *death knell*.

Possessions: +1 heavy mace, +1 breastplate, tarnished silver holy symbol, wand of soundburst (24 charges)

Drench: CR 5; Large Elemental (water); HD 4d8+4; hp 22; Init +6 (+2 Dex, +4 Improved

Initiative); Spd swim 50 ft.; AC 16 (–1 size, +2 Dex, +5 natural), touch 10, flat-footed 14; BAB/Grap +3/+11; Atk +6 melee (1d8+4, slam); face/reach 10 ft./5 ft.; SA Improved grab, drown, water mastery, drench; SQ Damage reduction 5/—, resistance acid 10, cold 10, transparency, reform body, control elementals, vulnerabilities; AL CE; SV Fort +6, Ref +3, Will +1; Str 18, Dex 15, Con 15, Int 12, Wis 12, Cha 9.

Skills: Hide +4 (+24), Listen +9, Move Silently +9, Spot +9; **Feats:** Alertness, Improved Initiative

Possessions: None if encountered randomly; the drench's treasure is in its underwater lair, at Lake Peradus (area IV–3).

Improved Grab (Ex): A drench may use this ability if it strikes a Medium or smaller opponent with its slam attack.

Drown (Ex): A drench that successfully grapples a foe will drag it under the water and attempt to drown it, using its speed and water mastery to prevent the victim from escaping. See Drowning under “The Environment” in Chapter 8 of the DMG.

Water Mastery (Ex): A drench gains a +1 to all attack and damage rolls if both it and its foe are touching water. If either the opponent or the drench are on land, the drench suffers –4 to attack and damage.

Drench (Ex): A drench's touch puts out torches, campfires, exposed lanterns and other non-magical flames of Medium or smaller size. Its touch can extinguish magical flame as per dispel magic cast by a sorcerer of a level equal to the drench's hit dice.

Control Elemental (Ex): The drench can take control of any water elemental within 30 ft. by making a DC 10 Intelligence check (if the elemental is uncontrolled), or DC 10 + Intelligence modifier of the caster/controller (if the elemental is currently under someone's control).

Vulnerabilities (Ex): Fire-based spells do not harm the drench, but they do slow it for 1 round/caster level (no save). They also heat its body for the same duration, however, granting it a +1 to damage with its slam, and causing 1 point of damage per round to any creature in contact with it (including grappled victims). *Purify food and drink* deals 2 points of damage per caster level, and *bless water* and *control water* deal 3 points of damage per caster level, with no save. Damage caused by these three spells is not restored when the drench reforms (see below), and in fact these spells represent the only known way to permanently destroy the drench.

Reform Body (Ex): When reduced to zero or fewer hit points, the drench reverts to its base water form and recuperates. It regains its attack form 2 rounds later, fully healed.

Transparency (Ex): A drench is practically invisible (+20 to Hide checks) in water until it attacks.

Credit: Author Robert J. Kuntz.

Special Note: The drench originally appeared in *Prisoners of the Maze*, by Necromancer Games.

Duncan: male Half-elf Drd6; HD 6d8+12; hp 39; Init +0; Spd 30 ft.; AC 14 (+3 +1 leather armor, +1 natural), touch 10, flat-footed 13; BAB/Grap +4/+4; Atk +4 melee (1d6, scimitar, 18–20); SQ: Immune to sleep, +2 to saves against enchantment, low-light vision, nature sense, wild empathy, woodland stride, trackless step, resist nature's lure, wild shape 2/day; AL NG; SV Fort +7, Ref +2, Will +11; Str 11, Dex 11, Con 15, Int 13, Wis 19, Cha 14.

Skills: Concentration +10, Diplomacy +12, Handle Animal +9, Knowledge (nature) +12, Listen +13, Profession (herbalist) +11, Spellcraft +9, Spot +13, Survival +15. **Feats:** Endurance, Iron Will, Natural Spell.

Druid Spells Prepared (Drd 5/4/4/3; save DC 14 + spell level): 0 — *create water*, *detect poison*, *mending*, *purify food and drink*, *resistance*; 1st — *charm animal*, *entangle*, *produce flame*, *speak with animals*; 2nd — *barkskin*, *flaming sphere*, *fog cloud*, *tree shape*; 3rd — *neutralize poison*, *stone shape* (x2).

Possessions: Scimitar, +1 leather armor, amulet of natural armor +1, key of security†, stone salve.

Father Barclay: male Human Clr5; HD 5d8+5; hp 33; Init +0; Spd 30 ft. (20 in armor); AC 10 (15 w/masterwork breastplate), touch 10, flat-footed 10 (15); BAB/Grap +3/+2; +3 melee (1d6, +1 light mace); SA Turn undead, SQ Domain abilities (healing, protection); AL LN; SV Fort +5, Ref +1, Will +7; Str 8, Dex 11, Con 13, Int 15, Wis 16, Cha 15.

Skills: Concentration +6, Diplomacy +9, Heal +9, Knowledge (arcana) +4, Knowledge (history) +4, Knowledge (religion) +10, Profession (Scribe) +6, Sense Motive +5, Spellcraft +7; **Feats:** Extra Turning, Scribe Scroll, Silent Spell.

Possessions: +1 light mace, masterwork breastplate (which he rarely wears unless actively expecting trouble), silver holy symbol, cleric's vestments, scroll of *cure serious wounds* and *speak with dead* (x2) which he may give the PCs.

Cleric Spells Prepared (5/4/3/2; save DC 13 + spell level): 0 — *detect magic*, *detect poison*, *light*, *mending*, *purify food and drink*; 1st — *command*, *comprehend languages*, *protection from evil*, *sanctuary*; 2nd — *gentle repose*, *lesser restoration*, *zone of truth*; 3rd — *dispel magic*, *speak with dead*.

Domain Spells (Healing, Protection): 1st — *cure light wounds*; 2nd — *cure moderate wounds*; 3rd — *cure serious wounds*.

Fen Witch, Ersula: CR 5; Medium Monstrous Humanoid; HD 6d8+6; hp 33; Init +1; Spd 30 ft.; AC 14 (+1 Dex, +3 natural), touch 11, flat-footed 13; BAB/grap +6/+19; Atk +9 melee (1d4+3, claw); Full Atk +9 melee (1d4+3, 2 claws); SA Death speak, horrific appearance, mind probe; SQ Darkvision 60 ft., SR 15, telepathy; AL CE; SV Fort +5, Ref +6, Will +7; Str 17, Dex 12, Con 13, Int 10, Wis 14, Cha 15.

Skills: Craft (alchemy) +3, Hide +4, Intimidate +8, Listen +7, Spot +7; **Feats:** Alertness, Blind-Fight, Great Fortitude

Possessions: Various coins totaling 50 gp-worth, a silk teddy (worn under her raggedy robe) worth 75 gp if washed, silver buckles on her shoes worth 30 gp each, an amber necklace worth 115 gp, *potion of lesser restoration*, *needle of mending*†, possible scroll of *raise dead* (DM's prerogative).

Death Speak (Su): If the fen witch speaks the true name of an individual and the individual hears it, that creature must make a successful DC 15 Will save or die. Note that the fen witch does not need to speak a language the creature understands in order to affect it. If the save succeeds, that creature cannot be affected again by the same fen witch's death speak for one day. The save DC is Charisma-based. The fen witch can use this ability three times per day.

Whether the fen witch's death speak ability is successful or not, the target's name remains fresh in her mind for one day. After that, she must use her mind probe ability again to retrieve a creature's true name.

Horrific Appearance (Su): The sight of a fen witch is so revolting that anyone who sets eyes upon one must succeed on a DC 15 Fortitude save or instantly be weakened, taking 1d8 points of Strength damage. This ability loss cannot reduce a victim's Strength score to 0, but anyone reduced to Strength 0 is helpless. Creatures that are affected by this power or that successfully save against it cannot be affected again by the same fen witch's horrific appearance for one day. The save DC is Charisma-based.

Mind Probe (Su): As a standard action, a fen witch can peer into the mind of a living creature within 60 feet in an attempt to extract the creature's true name. The target can resist the mental trespassing by succeeding on a DC 15 Will save. If the save fails, the fen witch has learned the creature's true name and can use her death speak ability. Creatures with an Intelligence score of 2 or less and creatures with no Intelligence score are immune to this ability. Psionic creatures can use defense modes or other psionic abilities to counter this probe. A creature that successfully saves cannot be affected again by the same fen witch's mind probe for one day. The save DC is Wisdom-based.

Telepathy (Sp): The fen witch can communicate telepathically with any creature within 100 feet that has a language.

Credit: Author Scott Greene.

Gevyd Arynxs, the Hermit: male Human Drd6; HD 6d8+24; hp 51; Init +1; Spd 30 ft.; AC 14 (+1 Dex, +3 studded leather armor), touch 11, flat-footed 13; BAB/Grap +4/+5; Atk +6 melee (1d4+2, +1 dagger, 19–20); SQ: Nature sense, wild empathy, woodland stride, trackless step, resist nature's lure, wild shape 2/day; AL CN; SV Fort +9, Ref +3, Will +9; Str 13, Dex 12, Con 18, Int 10, Wis 18, Cha 11.

Skills: Concentration +12, Handle Animal +10, Knowledge (nature) +9, Listen +11, Ride +5, Spot +11, Survival +12 (+14 aboveground); **Feats:** Animal Affinity, Endurance, Natural Spell, Track.

Druid Spells Prepared (Drd 5/4/4/3; save DC 14 + spell level): 0 — *create water*, *detect poison*, *light*, *purify food and drink*, *resistance*; 1st — *charm animal*, *cure light wounds*, *entangle*, *speak with animals*; 2nd — *barkskin*, *bear's endurance*, *resist energy*, *warp wood*; 3rd — *call lightning*, *dominate animal*, *neutralize poison*.

Possessions: +1 dagger, studded leather armor (studded with hardwood, not metal; worn beneath robe), *ring of protection* +1, *potion of invisibility*, 164 sp, and 31 gp.

Ghost, Erland Duxley: Ghost (formerly male human) Exp6; HD 6d12; hp 57; Init +1; Spd fly 30 ft. (perfect); AC 15 (+1 Dex, +4 deflection), touch 15, flat-footed 14; BAB/Grap +4/— ; +5 incorporeal touch (1d4 ability damage, draining touch); SA Draining touch, manifestation, telekinesis; SQ Darkvision 60 ft., rejuvenation, turn resistance +4, undead traits, incorporeal traits; AL CE; SV Fort +2, Ref +3, Will +6; Str 17, Dex 13, Con —, Int 15, Wis 12, Cha 19.

Skills: Appraise +11, Bluff +13, Craft (armor-smithing) +14, Craft (blacksmithing) +14, Craft (weaponsmithing) +14, Diplomacy +13, Disable Device +11, Knowledge (architecture and engineering) +14, Sense Motive +10; **Feats:** Skill Focus (Craft [armor-smithing]), Skill Focus (Craft [blacksmithing]), Skill Focus (Craft [weaponsmithing]), Skill Focus (Knowledge [architecture and engineering])

Draining Touch (Su): A ghost that hits a living target with its incorporeal touch attack drains 1d4 points from any one ability score it selects. On each such successful attack, the ghost heals 5 points of damage to itself. Against ethereal opponents, it adds its Strength modifier to attack rolls only. Against nonethereal opponents, it adds its Dexterity modifier to attack rolls only.

Manifestation (Su): Every ghost has this ability. A ghost dwells on the Ethereal Plane and, as an ethereal creature, it cannot affect or be affected by anything in the material world. When a ghost manifests, it partially enters the Material Plane and becomes visible but

incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon (see Ghostly Equipment, below). A manifested ghost remains partially on the Ethereal Plane, where it is not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane.

A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extraplanar when on either of these planes.

Telekinesis (Su): A ghost can use telekinesis as a standard action (caster level 12th or equal to the ghost's HD, whichever is higher). When a ghost uses this power, it must wait 1d4 rounds before using it again.

Rejuvenation (Su): In most cases, it's difficult to destroy a ghost through simple combat: The "destroyed" spirit will often restore itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. A ghost that would otherwise be destroyed returns to its old haunts with a successful level check (1d20 + ghost's HD) against DC 16. Erland can be destroyed permanently only by destroying the vat in which he died.

Possessions: All manner of tools and weapons hang on the walls of the forge, ready to be moved into the shop (X-8). Assume that if the PCs search, they can find three of any simple weapon that has metal components, two of every martial weapon that has metal components, and four of every tool that has metal components and is worth less than 20 gp. Even if Erland has hurled these about at the PCs, they always return to the walls eventually; the ghost still prefers to keep his workspace neat.

Green Guardian Gargoyles (4): Medium Monstrous Humanoid (Earth); CR 4; HD 4d10+19; hp 41; Init +2; Spd 40 ft., fly 60 ft. (average); AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; BAB/grap +4/+7; Atk +7 melee (1d4+3, claw); Full Atk +7 melee (1d4+3, 2 claws) and +5 melee (1d6+1, bite) and +5 melee (1d6+1, gore); SA Hold; SQ Damage reduction 10/magic, darkvision 60 ft., freeze, low-light vision, reanimation; AL CE; SV Fort +8, Ref +6, Will +1; Str 17, Dex 14, Con 18, Int 6, Wis 11, Cha 7.

Skills: Hide +7*, Listen +4, Spot +4; **Feats:** Alertness, Multiattack, Toughness

Possession: The jet eyes of a green guardian are worth 500 gp each, or 300 gp each after being crushed.

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

Reanimation (Ex): A green guardian gargoyle reanimates in 1d8+2 days at full strength unless its eye gems are crushed and disenchanting with both dispel magic and remove curse.

Hold (Sp): If a green guardian gargoyle hits an opponent with both claw attacks, that opponent must succeed on a DC 16 Fortitude save or be held for 4 rounds as if by a hold person spell (caster level 6th). Unlike the hold person spell, a held creature does not receive a new save each round to break the effects. The save DC is Constitution-based.

Skills: Gargoyles have a +2 racial bonus on Hide, Listen, and Spot checks. *The Hide bonus increases by +8 when a gargoyle is concealed against a background of stone.

Credit: Authors Scott Greene and Clark Peterson, based on original material by Gary Gygax.

Hangman Tree: CR 7; Huge Plant; HD 8d8+40; hp 76; Init +3; Spd 10 ft.; 20 (-2 size, -1 Dex, +13 natural), touch 7, flat-footed 20; BAB/grap +6/+22; Atk +12 melee (1d6+8, vine); Full Atk +12 melee (1d6+8, 4 vines); face/reach 15 ft./15 ft.; SA Constrict, improved grab, swallow whole; SQ Blindsight 60 ft., hallucinatory spores, plant traits, SR 19, vulnerabilities; AL NE; SV Fort +11, Ref +1, Will +5; Str 27, Dex 8, Con 20, Int 6, Wis 12, Cha 10.

Skills: Hide -6*, Listen +7, Spot +7; **Feats:** Alertness, Improved Initiative, Iron Will

Possessions: 100 gp in various coins, a gold-wrapped sword hilt worth 60 gp (the blade is broken off and long lost), a rotted leather belt with a silver buckle worth 50 gp, a pearl necklace worth 200 gp (though the clasp is broken), a black opal worth 900 gp, and a small flask containing oil of levitation.

Constrict (Ex): A hangman tree deals 1d6+8 points of damage with a successful grapple check against an opponent one size smaller. Because it seizes its victims by the neck, a creature in the hangman tree's grasp cannot speak or cast spells with verbal components.

Improved Grab (Ex): To use this ability, the hangman tree must hit an opponent with a vine attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If the hangman tree wins the grapple check, it establishes a hold and can constrict or attempt to swallow its prey.

A vine has 10 hit points and can be attacked by making a successful sunder attempt. Attacking a

hangman tree's vine does not provoke an attack of opportunity. If the vine is currently grappling a target, the hangman tree takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing a vine deals no damage to a hangman tree.

Swallow Whole (Ex): A hangman's tree can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 2d6+8 points of crushing damage per round from the hangman tree's trunk. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the trunk (AC 16). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Huge hangman tree's interior can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Blindsight (Ex): Hangman trees have no visual organs but can ascertain all foes within 60 feet using sound, scent, and vibration.

Hallucinatory Spores (Ex): As a standard action, a hangman tree can release a cloud of spores in a 50-foot radius spread. Creatures in the area must succeed on a DC 19 Will save or believe the tree to be of some ordinary sort (or to be a treant or other such friendly tree creature). The save DC is Constitution-based.

An affected creature becomes passive for 2d6 minutes and refuses to attack the hangman tree during this time. This is a mind-affecting compulsion effect. An affected creature can attempt a new Will save (DC 19, +1 per previous save) each round. A creature that makes its save cannot be affected by the hallucinatory spores of that hangman's tree for one day.

Vulnerabilities (Ex): A hangman tree takes half again as much (+50%) damage as normal from electricity, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Cold-based effects paralyze a hangman tree as if by a hold person spell. Spells that generate darkness (such as *darkness* or *deeper darkness*) slow the hangman's tree (as the *slow* spell) for 1 round per caster level.

Skills: *A hangman tree has a +16 racial bonus on Hide checks made in forested areas.

Credit: Author Scott Greene, based on original material by Gary Gygax.

Junda: female Human Rog4; HD 4d8+4; hp 26; Init +3; Spd 30 ft.; AC 16 (+3 Dex, +3 masterwork studded leather), touch 13, flat-footed 13; BAB/Grp +3/+4; Atk +7 melee (1d6, masterwork rapier, 18–20); AL NE; SV Fort +2, Ref +7, Will +1; Str 12, Dex 16, Con 13, Int 10, Wis 11, Cha 10.

Skills: Climb +8 (7 ranks +1 Str), Disable Device +7 (7 ranks), Hide +12 (7 ranks +3 Dex +2 feat),

Listen +7 (7 ranks), Move Silently +12 (7 ranks +3 Dex +2 feat), Open Locks +10 (7 ranks +3 Dex), Search +7 (7 ranks), Spot +7 (7 ranks), Tumble +10 (7 ranks +3 Dex); **Feats:** Stealthy, Weapon Finesse

Possessions: Masterwork rapier, masterwork studded leather, thieves' tools, 27 gp.

Korreds (2): CR 4; Small Fey; HD 6d6+6; hp 27; Init +2; Spd 30 ft.; 15 (+1 size, +2 Dex, +2 natural); BAB/grp +3/+3; Atk +8 melee (1d2+4, slam) or +8 melee (1d4+4, shears) or +8 melee (1d4+4, club) or +6 ranged (2d6+4, rock); Full Atk +8 melee (1d2+4, slam) or +8 melee (1d4+4, shears) or +8 melee (1d4+4, club) or +6 ranged (2d6+4, rock); SA Animate hair, laugh, rock throwing, spell-like abilities; SQ Damage reduction 10/cold iron, low-light vision, SR 16; AL CN; SV Fort +3, Ref +7, Will +7; Str 19, Dex 15, Con 12, Int 12, Wis 14, Cha 13.

Skills: Bluff +10, Hide +15, Listen +13, Move Silently +11, Perform (dance) +10, Search +10, Spot +13; **Feats:** Alertness, Dodge, Mobility

Animate Hair (Su): A korred can weave its hair (contained in its pouch) into animated ropes that can entangle foes. The time it takes to weave enough hair to entangle one foe is dependent on the size of the creature as follows:

Size	Time
Up to Tiny	1 round
Small or Medium	2 rounds
Large	3 rounds

A korred cannot entangle an opponent of greater than Large size. This ability otherwise is similar to the animate rope spell (caster level 15th).

Rock Throwing (Ex): A korred can hurl rocks weighing 40 to 50 pounds each (Small objects) up to five range increments. A korred has a range increment of 20 feet.

Spell-Like Abilities: At will — *animate objects* (rock only), *shatter* (rock only, DC 13), *stone door* (functions as *tree stride*, but maximum distance moved is 30 feet), *stone shape*, *stone tell*, *transmute rock to mud* (DC 16). Caster level 8th. The save DCs are Charisma-based.

New Weapon

Korred Shears: Light Exotic Melee weapon, cost cannot be bought, damage 1d4 (S)/1d6 (M), critical x3, weight 1 lb., slashing.

Credit: Author Scott Greene, based on original material by Gary Gygax.

Nereid, Tresia: Medium Fey (water); CR 4; HD 4d6+8; hp 22; Init +2; Spd 30 ft., swim 40 ft.; AC 16 (+2 Dex, +4 deflection), touch 16, flat-footed 14; BAB/Grp +2/+2; Atk +5 ranged touch (poison spittle); Full Atk +5 ranged touch (poison spittle); SA Beguilement, kiss, poison spittle, spell-like abilities; SQ Change shape, damage reduction 10/cold iron, low-light vision, natural grace, SR 18, transparency, vulnerability; AL CN; SV Fort +5, Ref +6, Will +5; Str 11, Dex 14, Con 14, Int 12, Wis 12, Cha 18.

Special Note: While poisoned, Tressia (the nereid in this adventure) has only 6 hit points, Fort save +1, and Con 6. Her alignment leans toward Chaotic Good.

Skills: Bluff +10, Craft (any one) or Knowledge (any one) +7, Escape Artist +9, Hide +8, Listen +7, Move Silently +5, Sense Motive +4, Spot +7, Swim +14; **Feats:** Great Fortitude, Weapon Focus (spittle)

Beguilement (Su): A creature of the opposite sex viewing a nereid must make succeed on a DC 16 Will save or be instantly smitten and beguiled. This effect is similar to an enthrall spell (caster level 10th) but does not require the nereid to sing or speak and lasts as long as the nereid is in view. The save DC is Charisma-based. Females viewing a nereid in male form gain a +2 bonus on their Will save.

Kiss (Su): Any creature meeting the lips of a nereid must succeed on a DC 14 Fortitude save or take 1d4 points of damage as the nereid floods the creature's lungs with sea water. Each round thereafter, for the next 10 rounds, the victim must make a DC 14 Fortitude save or take 1d4 points of damage. Three consecutive successful saves means the character has coughed up enough water to shake the effects of this attack and takes no further damage. An affected creature can take no actions other than to defend itself in any round it takes damage from this ability. At 0 or less hit points, the victim falls unconscious. In the next round, he drowns. The save DC is Constitution-based.

Holding one's breath does not prevent drowning (water is already in the lungs). A *dispel magic*, *break enchantment*, *remove curse*, *heal* spell, or successful DC 20 Heal check halts the damage if applied before the creature reaches 0 or less hit points.

Nereids are not prone to giving kisses. An opponent that attempts to force a kiss must succeed on a successful grapple check against the nereid.

Poison Spittle (Ex): Once per round, a nereid can spit a stream of watery poison at an opponent within 20 feet (no range increment). A successful ranged touch attack is required to hit. A target hit must succeed on a DC 14 Fortitude save or be blinded (as the spell) for 2d6 rounds. A character can take a full-round action to wash away the poison using water (or similar liquid). The save DC is Constitution-based.

Spell-Like Abilities: At will — *control water*, *shape water* (see below). Caster level 10th.

A nereid can form a volume of water within 30 feet into the shape of a Medium serpent formed of water. A watery serpent is about 6 feet long. It has the same number of hit points as the nereid who created it, and its AC is 15 (+5 natural). Its attack bonus is equal to the nereid's base attack bonus + her Cha modifier. The watery serpent deals 1d6 points of damage on each successful attack against an opponent.

A nereid need not concentrate to maintain the watery serpent. She can direct it to a new target as a move action if she wishes. At hit points 0, the serpent collapses into normal water. A nereid can only have one such watery serpent in existence at a given time. The watery serpent lasts until destroyed or until the nereid dismisses it or dies.

Change Shape (Su): A nereid can assume the shape of either a male or female Medium humanoid (and almost always assumes a female form unless encountering an all-female party of adventurers) as a standard action. In humanoid form, she can use any of her special attacks and special qualities and can wield weapons and wear armor (though a nereid rarely ever does). In her water form, she cannot use any of her special attacks or special qualities (except as noted below).

A nereid in water form moves at her swim speed (40 feet per round) and can flow through cracks, under doors, and through small openings. In this form she retains her damage reduction and AC (including her deflection bonus to AC), and gains immunity to poison and critical hits.

Natural Grace (Su): A nereid adds her Charisma modifier as a deflection bonus to her AC. (The statistic block above includes this bonus.)

Transparency (Ex): A nereid is effectively invisible in water until she assumes humanoid form.

Vulnerability (Ex): The nereid's shawl (hardness 2, hp 6) contains a portion of her life force. If it is ever destroyed, the nereid to which it belongs immediately and forever dissolves into formless water.

Skills: A nereid has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. She can always choose to take 10 on a Swim check, even if distracted or endangered. She can use the run action while swimming, provided she swims in a straight line.

Credit: Author Scott Greene, based on original material by Gary Gygax.

Ogre, Karnash: male ogre Rgr3; CR 6; HD 4d8+11 plus 3d8+6; hp 68; Init +1; Spd 40 ft.; AC 18 (–1 size, +1 Dex, +3 masterwork studded leather, +5 natural), touch 10, flat-footed 17; BAB/Grp +6/+15; Atk +11

melee (2d6+5, masterwork longsword, 19–20); Full Atk +9/+4 melee (2d6+5, masterwork longsword, 19–20) and +8 melee (1d8+2, light mace); face/reach 10 ft./10 ft.; SA Favored enemy (humans) +2; SQ Wild empathy; AL CE; SV Fort +9, Ref +5, Will +3; Str 21, Dex 12, Con 15, Int 10, Wis 13, Cha 10.

Skills: Climb +13 (8 ranks + 5 Str), Knowledge (nature) +6 (6 ranks), Listen +9 (6 ranks +1 Wis +2 feat), Spot +9 (6 ranks +1 Wis +2 feat), Survival +7 (6 ranks +1 Wis); **Feats:** Alertness, EnduranceB, Toughness, TrackB, Two-Weapon FightingB, Weapon Focus (longsword)

Possessions: Large masterwork longsword, large light mace, large masterwork studded leather armor.

Quickklings: CR 3; Small Fey; HD 2d6; hp 7; Init +8; Spd 120 ft.; AC 19 (+1 size, +7 Dex, +1 natural), touch 18, flat-footed 12; BAB/grap +1/–4; Atk +9 melee (1d3–1, dagger, 19–20); Full Atk +9 melee (1d3–1, dagger, 19–20); SA Poison, spell-like abilities; SQ Blur, damage reduction 5/cold iron, evasion, natural invisibility, low-light vision, uncanny dodge; AL CE; SV Fort +0, Ref +10, Will +5; Str 8, Dex 24, Con 11, Int 15, Wis 15, Cha 14.

Skills: Bluff +7, Concentration +4, Craft (any one) +6, Escape Artist +12, Hide +15*, Listen +8, Move Silently +11, Search +7, Spot +8, Survival +5; **Feats:** Dodge, MobilityB, Spring AttackB, Weapon FinesseB

Poison (Ex): Quickklings (usually only leaders of 3 or 4 HD) often employ daggers lined with poison extracted from kava plants. This poison induces sleep in its victims.

Kava Leaf Poison: Ingestion or injury, Fortitude DC 15; initial damage is sleep for 1 hour (as the spell of the same name); no secondary damage.

When a quickling coats a weapon with this poison, the poison lasts for 1 minute or until it is touched or scores a successful hit. The quickling may coat a single weapon with poison as a standard action.

Spell-Like Abilities: 1/day — *dancing lights*, *flare* (DC 12), *levitate*, *shatter* (DC 14), *ventriloquism* (DC 13). Caster level 6th. The save DCs are Charisma-based.

Blur (Ex): A quickling that takes any action (other than a free action) in a round appears as a blur. This grants the quickling concealment (20% miss chance).

Evasion (Ex): A quickling's rapid agility and speed allows it to avoid even magical and unusual attacks. If it makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save (such as a red dragon's fiery breath or a fireball), it instead takes no damage. This ability only functions if the quickling is wearing light or no armor. A helpless quickling does not gain the benefits of evasion.

Natural Invisibility (Ex): A quickling is effectively *invisible* (as the spell) when standing motionless. It loses this invisibility and remains visible (though blurred, see above) in any round in which it takes any action other than a free action.

Uncanny Dodge (Ex): A quickling retains its Dexterity bonus to AC even if it is caught flat-footed or struck by an invisible attacker. This ability stacks with any other uncanny dodge the quickling may have (such as that gained from the rogue class).

Skills: Quickklings have a +2 racial bonus on Listen, Search, and Spot checks. *They gain a +8 racial bonus on Hide checks in their natural environment.

Credit: Author Scott Greene, based on original material by Gary Gygax.

Skulk Rogues: male or female Skulk Rog2; CR 3; HD 2d8+2 plus 2d6+2; hp 20; Init +6; Spd 30 ft.; AC 13 (+2 Dex, +1 natural), touch 12, flat-footed 11; base BAB/grap +2/+2; Atk +4 melee (1d6, short sword, 19–20) or +4 ranged (1d6, light crossbow, 19–20); Full Atk +4 melee (1d6, short sword, 19–20) or +4 ranged (1d6, light crossbow, 19–20); SA Sneak attack +2d6; SQ Evasion, trapfinding, Untrackable; AL CE; SV Fort +1, Ref +7, Will +1; Str 10, Dex 14, Con 12, Int 10, Wis 12, Cha 6.

Skills: Climb +2, Craft (trapmaking) +4, Hide +22, Move Silently +17, Spot +5, Tumble +6; **Feats:** Improved Initiative, Weapon Finesse

Sneakier Skulk Rogues: male or female Skulk Rog4; CR 5; HD 2d8+2 plus 4d6+4; hp 29; Init +6; Spd 30 ft.; AC 13 (+2 Dex, +1 natural), touch 12, flat-footed 11; base BAB/grap +4/+4; Atk +6 melee (1d6, short sword, 19–20) or +6 ranged (1d6, light crossbow, 19–20); Full Atk +6 melee (1d6, short sword, 19–20) or +6 ranged (1d6, light crossbow, 19–20); SA Sneak attack +3d6; SQ Evasion, trapfinding, trap sense +1, uncanny dodge, untrackable; AL CE; SV Fort +2, Ref +9, Will +2; Str 10, Dex 15, Con 12, Int 10, Wis 12, Cha 6.

Skills: Climb +4, Craft (trapmaking) +5, Hide +25, Move Silently +20, Spot +8, Tumble +10; **Feats:** Dodge, Improved Initiative, Weapon Finesse

Skulk Queen: female Skulk Rog6; CR 7; HD 2d8+2 plus 6d6+4; hp 38; Init +6; Spd 30 ft.; AC 16 (+2 Dex, +3 bracers of armor, +1 natural), touch 12, flat-footed 14; base BAB/grap +5/+5; Atk +9 melee (1d6+1, +1 short sword, 19–20) or +8 ranged (1d6, light crossbow, 19–20); Full Atk +9 melee (1d6+1, +1 short sword, 19–20) or +8 ranged (1d6, light crossbow, 19–20); SA Sneak attack +4d6; SQ Evasion, trapfinding, trap sense +2, uncanny dodge, untrack-

able; AL CE; SV Fort +3, Ref +11, Will +3; Str 10, Dex 16, Con 12, Int 10, Wis 12, Cha 6.

Skills: Climb +7, Craft (trapmaking) +5, Hide +29, Move Silently +24, Spot +11, Tumble +15; **Feats:** Dodge, Improved Initiative, Weapon Finesse

Possessions (Skulk Queen Only): +1 short sword, light crossbow, bracers of armor +3, fine fur cloak worth 100 gp, various coins worth 175 gp, 16 gold, silver, and platinum rings bedecking all her fingers (worth a total of 400 gp), and a thin tapestry of a charging knight in front of a castle (rolled tightly and kept in a scroll case) worth 200 gp if first carefully cleaned of mildew. The jewels on the throne are worth another 825 gp if removed intact.

Sneak Attack (Ex): Any time an opponent would be denied his Dexterity bonus to AC or when the skulk flanks its victim, the skulk deals an extra +1d6 points of damage per attack. This is a racial ability that does not increase with class level but does stack with the sneak attack ability of the rogue class.

Untrackable (Ex): Skulks can pass through forest and subterranean settings almost without a trace (double the DC for any tracking attempt).

Skills: Skulks have a +8 racial bonus on Move Silently checks and a +15 racial bonus on Hide checks (because of their ability to change their skin color).

Credit: Author Scott Greene, based on original material by Simon Muth.

Toughs: male or female Human War5; HD 5d8+10; hp 32 (average); Init +2; Spd 20 ft.; AC 17 (+2 Dex, +5 chain mail), touch 12, flat-footed 15; BAB/Grap +5/+7; Atk: +8 melee (1d8+3, battleaxe, x3) or +7 melee (1d6+2, short sword, 19–20) or +7 ranged (1d6, shortbow, x3); AL NE or CE; SV Fort +6, Ref +3, Will +2; Str 15, Dex 14, Con 14, Int 10, Wis 12, Cha 8.

Skills: Climb +0 (+5 unarmored), Intimidate +3, Jump +0 (+5 unarmored), Knowledge (royalty and nobility) +2, Listen +6, Ride +6, Spot +6; **Feats:** Alertness, Mounted Combat, Weapon Focus (Battleaxe).

Possessions: Battleaxe, shortbow, short sword, quiver w/50 arrows, chain mail, pouch of 1d4 x100 gp-worth of various coins.

New Monsters

The following creatures appear in neither the core rules nor any previous Necromancer Games product.

Pestilential Cadaver

Medium Construct

Hit Dice:

8d10+20 (64 hp)

Initiative:

+1

Speed:

30 ft. (6 squares)

AC:

19 (+1 Dex, +8 natural), touch 11, flat-footed 18 +6/+9

Base Attack/Grapple:

Attack:

Slam +9 melee (2d6+3 and sickening touch) or touch +9 melee (sickening touch)
2 slams +9 melee (2d6+3 and sickening touch) or 2 touches +9 melee (sickening touch)

Full Attack:

Face/Reach:

5 ft./5 ft.

Special Attacks:

Special Qualities:

Disease, sickening touch
Absorb flesh, construct traits, damage reduction 5/adamantine and slashing, darkvision 60 ft., immunity to magic, low-light vision
Fort +2, Ref +3, Will +2
Str 16, Dex 12, Con —, Int 10, Wis 10, Cha 12

Saves:

Abilities:

Skills:

Disguise +7*, Hide +11, Listen +6, Move Silently +11, Spot +6

Feats:

Ability Focus (disease), Alertness, Stealthy

Environment:

Any land

Organization:

Solitary (possibly unique)

Challenge Rating:

8

Treasure:

None

Alignment:

Always neutral evil

Advancement:

9+ HD (Medium)

Level Adjustment:

—

What first appears to be an animated corpse is revealed, on closer inspection, to consist of mismatched body parts. Each oozes pus and corruption, with worms and maggots writing from copious open sores and lesions.

The pestilential cadaver is literally a walking disease, a construct formed from the bodies of those who died of plague and fever. It is ever active, seeking to spread its contagion to all who live. It rots constantly, losing flesh to decomposition, but gaining material from those it slays.

Although it moves awkwardly, in fits and jerks, the pestilential cadaver is as swift and dexterous as a healthy man, even capable of running (though it rarely does so). It stands just under 6 feet in height, and weighs roughly 150 pounds. The pestilential cadaver understands Common, Abyssal, and Infernal, but never speaks.

Combat

The pestilential cadaver engages in combat primarily as a means of infecting new victims and absorbing their diseased remains. It is a straightforward combatant, deadly even to those it does not touch



Disease (Ex): Anyone within 30 feet of the pestilential cadaver must make a DC 17 Fortitude save every minute or contract one of the diseases below, determined randomly. (This save DC is Charisma-based.) Note that the 30-foot range of this ability can change depending on prevailing winds and other factors. Once a given character has successfully saved, he is unaffected by further exposure to that disease for 24 hours. He may still be infected by other diseases, or by the cadaver's sickening touch.

Roll 1d8 and consult the following table to determine which disease(s) each character is exposed to. The animating magic of the cadaver makes all these diseases contagious both through inhalation and contact, though any creature exposed to a character who has contracted the disease (rather than to the cadaver directly) makes a Fortitude save against the normal DC for the disease in question, not the cadaver's disease ability DC.

See Table 8-2: Diseases in the DMG for the specific symptoms and effects of these diseases.

Roll	Disease
1	Blinding sickness
2	Cackle fever
3	Filth fever
4	Mindfire
5	Red ache
6	Shakes
7	Slimy doom
8	Roll twice, ignoring any further results of 8

Sickening Touch (Su): Any time a character is touched by the pestilential cadaver, she must make a DC 15 Fortitude save or be sickened for 2d6 rounds. (This save DC is Charisma-based.) Further, the DM should roll on the table for the cadaver's disease ability, and the character must make a save or contract that disease (DC 17). Failure indicates not only that the character has caught the disease, but that it takes effect immediately, with no incubation period.

Characters immune to disease are immune to this ability.

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

A magical effect that deals fire damage dazes the cadaver for 3 rounds, with no saving throw.

A magical effect that inflicts disease affects the cadaver as if it were a cure wounds spell of the same level, or as a heal spell if 6th level or higher.

Heal effects the plague golem as if it were a *harm* spell.

Remove disease deals 1d6 points of damage per caster level (maximum 10d6); Fortitude save for half.

Absorb Flesh (Su): Portions of any corpse within 30 feet of the pestilential cadaver begin to rot away, so long as that individual recently died of disease. The same portions of the cadaver swell and fill out. This process cures the cadaver of 5 hit points of damage for every ability point that the deceased lost to the disease that eventually killed him. This requires one full round for every 5 hit points so absorbed, and the golem may only absorb health from one corpse at a time. This is a free action.

The cadaver seeks to absorb diseased bodies even if it is not currently wounded, and will attack any creature that attempts to come between it and its next "meal." Although the pestilential cadaver prefers to hunt and feed in areas already ravaged by disease, it will start its own plague and wait for people to start dying if there is no convenient epidemic.

Skills: The pestilential cadaver has a +4 racial bonus on Hide and Move Silently checks. * It has a +10 racial bonus on Disguise checks when posing as a typical humanoid beggar, or masquerading as a dead body.

Wichtlein

Tiny Fey (Earth)

Hit Dice:

3d6+9 (19 hp)

Initiative:

+3 (Dex)

Speed:

20 ft., stone-walk 40 ft.

AC:

17 (+2 size, +3 Dex, +2 natural), touch 15, flat-footed 14

Base Attack/Grapple:

+1/-7

Attack:

Tiny pickaxe (heavy pick) +1 melee (1d3/x4) or slow touch +4 melee (slow)

Full Attack:

Tiny pickaxe (heavy pick) +4 melee (1d3/x4) or slow touch +4 melee (slow)

Face/Reach:

2-1/2 ft./0 ft.

Special Attacks:

Slow touch, fear

Special Qualities:

DR 10/cold iron, stone-walk, limited precognition, low-light vision, darkvision 60 ft., stonecunning, spell resistance 15

Saves:

Fort +4, Ref +6, Will +5

Abilities:

Str 10, Dex 16, Con 17, Int 9, Wis 14, Cha 8

Skills:

Hide +11*, Knowledge (architecture and engineering) +5, Knowledge (dungeoneering) +5, Listen +10, Profession (miner) +8, Spot +10, Survival +3*

Feats:

Alertness, Weapon Finesse

Environment:

Any underground

Organization:

Solitary, gang (2-5), or team (5-25)

Challenge Rating:

4

Treasure:

Standard

Alignment:

Usually neutral good

Advancement:

4-6 HD (Tiny), 7-9 HD (Small)

Level Adjustment:

+5



The creature sliding out of the stone appears to be a tiny man with ugly, bulbous features, dull gray skin, and gemstone teeth. It is clad in dirty overalls and wears a floppy cap on its head.

Wichtlein are a race of shy yet helpful fey who dwell primarily in mines, caves, and other underground locations. Although they prefer not to be seen, they are well known for warning miners and

explorers of coming dangers, such as cave-ins or approaching monsters. Some communities believe the wichtlein are bad omens, actually causing the disasters about which they warn others, but this is a myth. Wichtlein are about the size of halflings, and are occasionally mistaken for such until the viewer draws near enough to recognize how truly ugly the wichtlein is.

Unfortunately, while helpful, wichtlein are not especially bright, and usually fail to convey the sort of danger approaching. Most of the time, wichtlein simply pound on nearby rock and stone to indicate coming danger, a sign that miners are wise to heed — when they can hear it over their own noises.

Individual wichtlein occasionally leave their mines to dwell in and under the homes of humans or other humanoids. This happens when a wichtlein becomes smitten with a human of the opposite gender, something which occurs rather more frequently than might be expected. These “house wichtlein” maintain the home, cleaning and repairing to the best of their ability while their beloved is away. Such “relationships” most frequently end when the wichtlein finally reveals itself to the object of its affections, and is usually rejected (and often feared). Some wichtlein, despite their generally good alignment, wreak havoc on the home of the one who rejected it before returning, dejected, to the mine and their family.

Combat

Wichtlein dislike confrontation, and prefer to flee when possible. If they have no opportunity to run, and cannot create such an opportunity with their slow and fear abilities, they try to bribe their attackers with knowledge of the local mines and caves. (Wichtlein almost always know where to find gems and valuable metals.) Only if all else fails do they engage in combat.

Fear (Su): Wichtlein are fairly ugly to begin with. By scrunching up their face and concentrating, they can make themselves absolutely hideous. *Fear*, as the spell; Will DC 15 negates, equivalent caster level 5. Unlike most supernatural abilities, the save DC is Wisdom-based. This ability does not function on creatures with more than twice the wichtlein’s hit dice.

Limited Precognition (Ex): Wichtlein are immediately aware of upcoming dangers, so long as those hazards are not deliberately created by intelligent beings. Thus, they can sense a coming cave-in, or the approach of a bestial monster, but not a raiding party of drow or a miner planning a murder. They sense this danger 3d10 minutes before it occurs, and always attempt to warn any other intelligent beings within the danger zone.

Slow Touch (Su): *Slow*, as the spell; Fortitude DC 15 negates, equivalent caster level 5. Unlike most supernatural abilities, the save DC is Wisdom-based.

Stone-walk (Ex): Wichtlein can move through stone as easily as most creatures wade through water. They can activate this ability at will, and actually move faster through stone than they do through air. The wichtlein cannot, however, pick up or carry anything they find within the stone; thus, they still spend a great deal of their time mining.

Stonecunning (Ex): Wichtlein share stonecunning ability of dwarves.

Skills: *A wichtlein has a +8 racial bonus to Hide and Survival checks, but only in an underground or otherwise stone-surrounded environment.

Wichtlein as Characters

Wichtlein very rarely become adventurers, as they feel out of place in the open air, and even more so away from their brethren. Only the most unusual of wichtlein ever take up an occupation besides mining. Occasionally, wichtlein fall in love with mortals and move into the earth beneath their “beloved’s” home, but these are rarely any more adventurous than their brethren. Those very few wichtlein who do take up levels of an adventuring class prefer nature-oriented classes, such as druid or ranger, with a cavernous rather than wilderness slant.

Wichtlein characters possess the following traits:

- +6 Dex, +6 Con, –2 Int, +4 Wis, –2 Cha
- Tiny size. +2 bonus to Armor Class, +2 bonus on attack rolls, +8 bonus to Hide checks, –8 penalty to grapple checks, lifting and carrying capacity 1/2 those of Medium creatures.
- A wichtlein’s base land speed is 20 feet. It can move through earth and stone, without leaving a trail or tunnel, at 40 feet.
- Low-light vision, darkvision 60 feet.
- Skills: Wichtlein have a +8 racial bonus to Hide and Survival checks, but only in an underground or otherwise stone-surrounded environment.
- +2 natural armor bonus.
- Special attacks (see above): *Slow touch*, *fear*.
- Special qualities (see above): DR 10/cold iron, limited precognition, stone-walk, stonecunning, spell resistance 15 + class levels.
- Automatic Languages: Common, Undercommon; Bonus Languages: Dwarf, Gnome, Goblin, Sylvan.
- Favored Class: Druid.
- Level Adjustment: +3.

Appendix C: Magic Items of Listonshire

Presented herein are a number of new items and item qualities, unique to this region.

New Magic Armor and Shield Abilities

These can be applied to magic armor or shields, just as those presented in the core rules.

Dexterous Maneuvering: This armor seems especially light, and shifts of its own accord to assist the wearer's own movements. It provides a +5 competence bonus to its wearer's Tumble checks. (The armor's armor check penalty still applies normally.)

Faint transmutation; CL 5th; Craft Magic Arms and Armor, *cat's grace*; Price +3,750 gp.

Dexterous Maneuvering, Improved: As dexterous maneuvering, except it grants a +10 bonus on Tumble checks.

Moderate transmutation; CL 10th; Craft Magic Arms and Armor, *cat's grace*; Price +15,000 gp.

Dexterous Maneuvering, Greater: As dexterous maneuvering, except it grants a +15 bonus on Tumble checks.

Moderate transmutation; CL 15th; Craft Magic Arms and Armor, *cat's grace*; Price +33,750 gp.

Expertise: This shield allows the wearer to sacrifice his offensive capabilities for added defense, as if he had the Combat Expertise feat. If he already possesses Combat Expertise, his bonus to AC equals twice the amount subtracted from his attack. (For example, if he subtracts 3 from his attack, he gains +6 to AC for the round.) He may still subtract no more than 5 from his attack.

Faint abjuration; CL 5th; Craft Magic Arms and Armor, *shield*; Price +2 bonus.

New Weapon Abilities and Specific Weapons

Listonshire was not the safest of places even before the curse. This explains the prevalence of weapon-related magics.

Magic Weapon Special Abilities

These weapon enhancements were developed for the skilled soldiers of Listonshire.

Blazing: A blazing weapon creates a brilliant flash of light and heat upon striking a successful critical hit. The luminous energy does not harm the wielder. A blazing weapon deals an extra 1d8 points of heat damage on a successful critical hit. If the weapon's critical multiplier is x3, add an extra 2d8 points of heat damage instead, and if the multiplier is x4, add an extra 3d8 points of heat damage. Bows, crossbows, and slings so crafted bestow the heat energy upon their ammunition. Subjects dealt a critical hit by a blazing weapon must make a DC 14 Fortitude save or be blinded permanently.

Faint necromancy; CL 5th; Craft Magic Arms and Armor, *blindness/deafness*; Price +1 bonus.

Necrotic: This weapon is capable of dealing extra damage against undead when a critical hit is confirmed, despite their normal immunity to critical hits. It is not any more likely to deliver a critical hit; this ability merely means it is capable of doing so.

Faint necromancy; CL 5th; Craft Magic Arms and Armor, *disrupt undead*; Price +1 bonus.

Self-Loading: This special ability can only be placed on bows and crossbows. If the bow is loaded normally, it functions as a standard magic bow of its enhancement bonus. If, however, the bow is knocked with no arrow, a normal, arrow or bolt appears in place, ready to fire. The arrow thus created cannot benefit from spells such as magic weapon, but the bow or crossbow does bestow upon it any enhancement bonuses or other abilities, as always. The arrow disappears one round after leaving the weapon.

Faint universal; CL 5th; Craft Magic Arms and Armor, *prestidigitation*; Price +2,000 gp.

Specific Weapons

Although this style of weapon has fallen out of common use, it is still a favorite among the tradition-conscious nobility and their guards.

Cestus of Pugilism: These mystical gauntlets come in pairs, and only work when worn together. They grant the wielder the Improved Unarmed Strike feat, as well as the ability to use the Stunning Fist feat once per day.

Faint transformation; CL 5th; Craft Magic Arms and Armor, *bull's strength*; Price 2,000 gp.

Other Magic Items

Listonshire's spellcasters are not concerned only with combat. In addition to the above weapons and armor, they are responsible for the creation of a great many other magic items.

Feather Token (Wheel): This item appears to be a small feather. When placed on a wheeled vehicle — a wagon, cart, chariot, and the like — it causes the vehicle to halt immediately. Only a creature strong enough to drag four times the vehicle's weight can cause it to move, and even then the wheels do not turn; the vehicle must be dragged as though it were a solid object. This effect lasts for 12 hours. The feather token may be used only once.

Moderate conjuration; CL 12th; Craft Wondrous Item, *major creation*; Price +50 gp.

Key of Security: This magical key fits inside any nonmagical lock. It cannot actually be used to operate the specific mechanism, but if turned a full 360 degrees inside the lock, it casts *arcane lock* on the portal in question.

Faint abjuration; CL 3rd; Craft Wondrous Item, *arcane lock*; Price 12,000 gp; weight 1/2 lb.

Needle of Mending: When placed against any nonmagical broken or torn object weighing one pound or less, this silver needle instantly fixes the item.

Faint transmutation; CL 1st; Craft Wondrous Item, *mending*; Price 1,000 gp.

Ring of Eldritch Defense: This ring is a mithril band, bedecked by ruby slivers. Once per day, the wearer may attempt to counter any spell cast on him, as per the "counterspell" option of *dispel magic*. Under most circumstances, this requires readying an action, just as normal counterspelling does.

Faint abjuration; CL 5th; Forge Ring, *dispel magic*; Price 6,000 gp.

Scroll Case of Preservation: This simple scroll case is lightly enchanted to protect the scroll inside it. The scroll (and the case as well) have resistance 10 to all energy types, and gain a +3 resistance bonus to all saves to avoid damage.

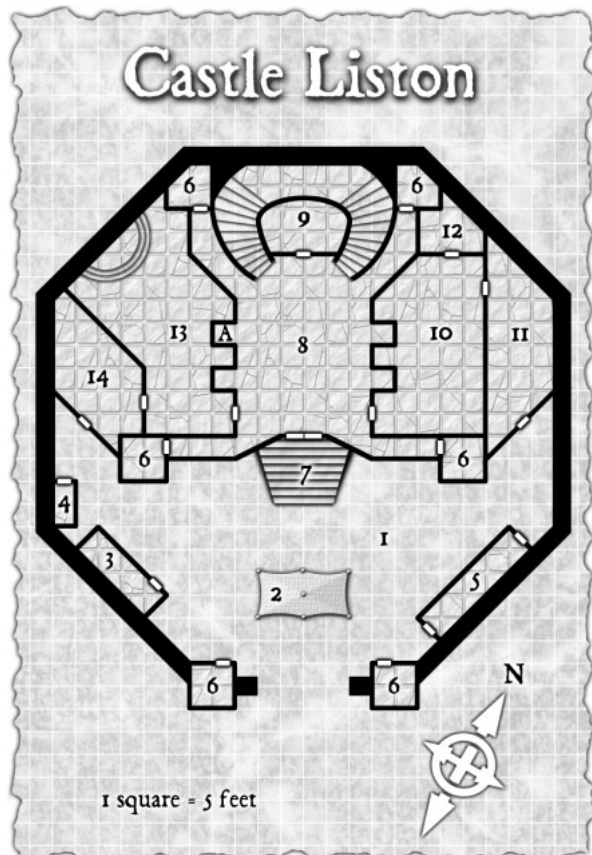
Faint abjuration; CL 5th; Craft Wondrous Item, resistance, *resist energy*; Price 2,900; Weight 1 lb.

Staff of Ensnarement: This staff is carved of hardwood, with a wrought-iron design, in the form of a thin chain, winding its way around the staff from top to bottom. It allows the use of the following spells:

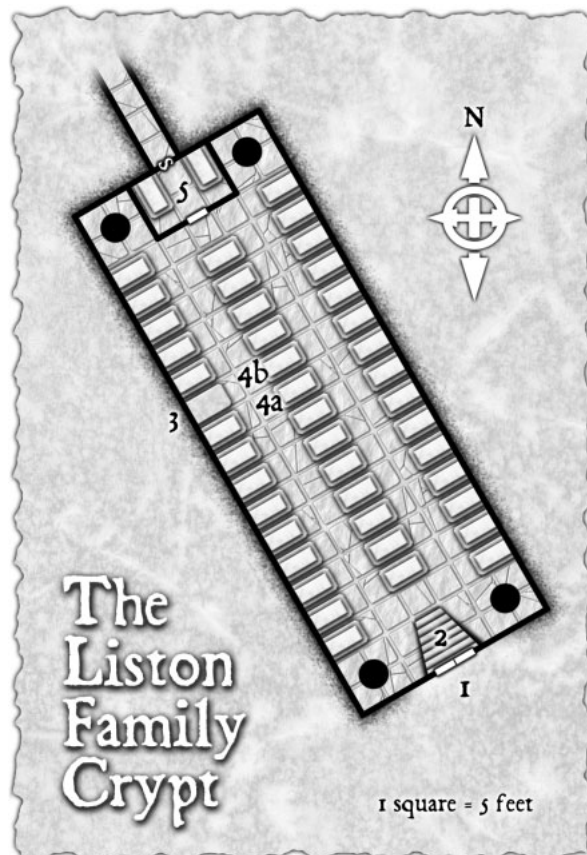
- *Evar's black tentacles* (1 charge)
- *Solid fog* (1 charge)
- *Wall of stone* (2 charges)



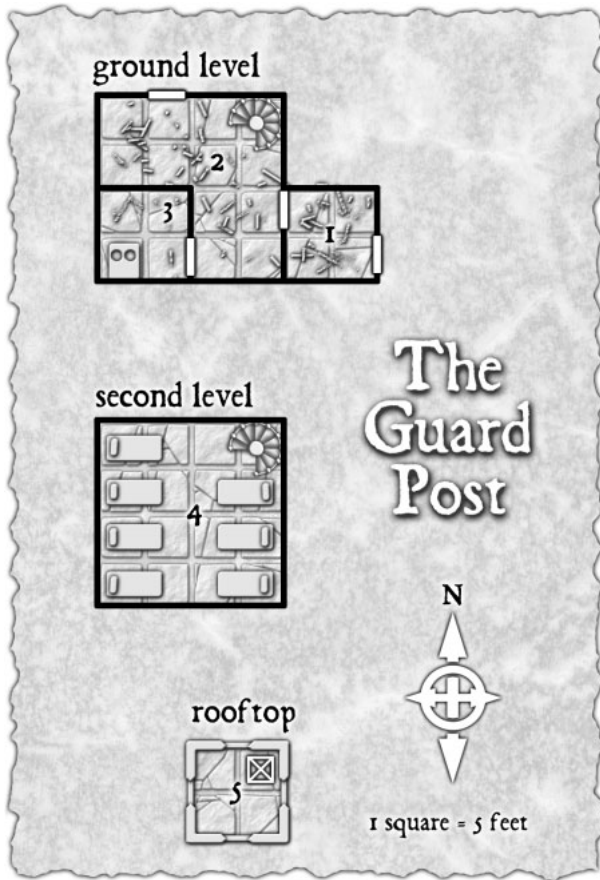
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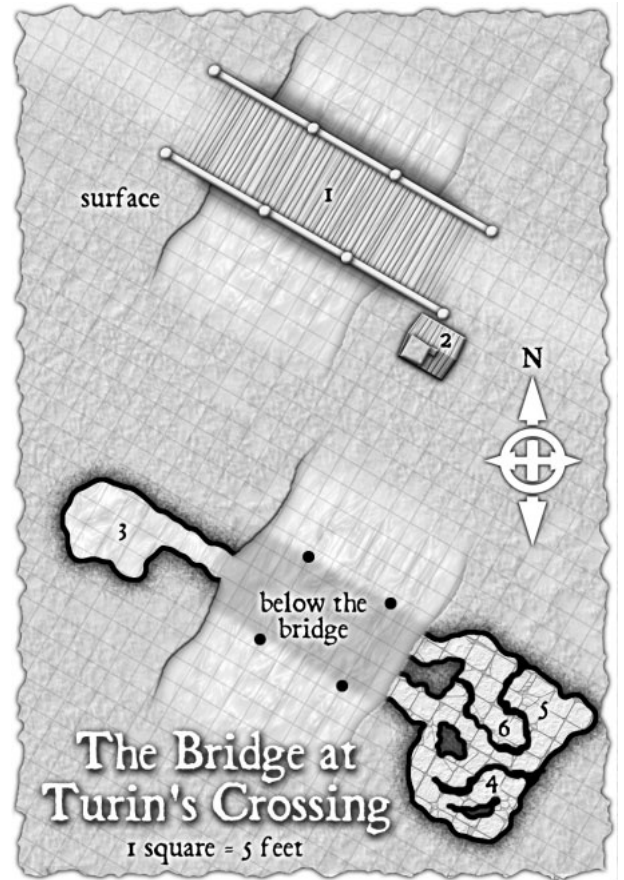
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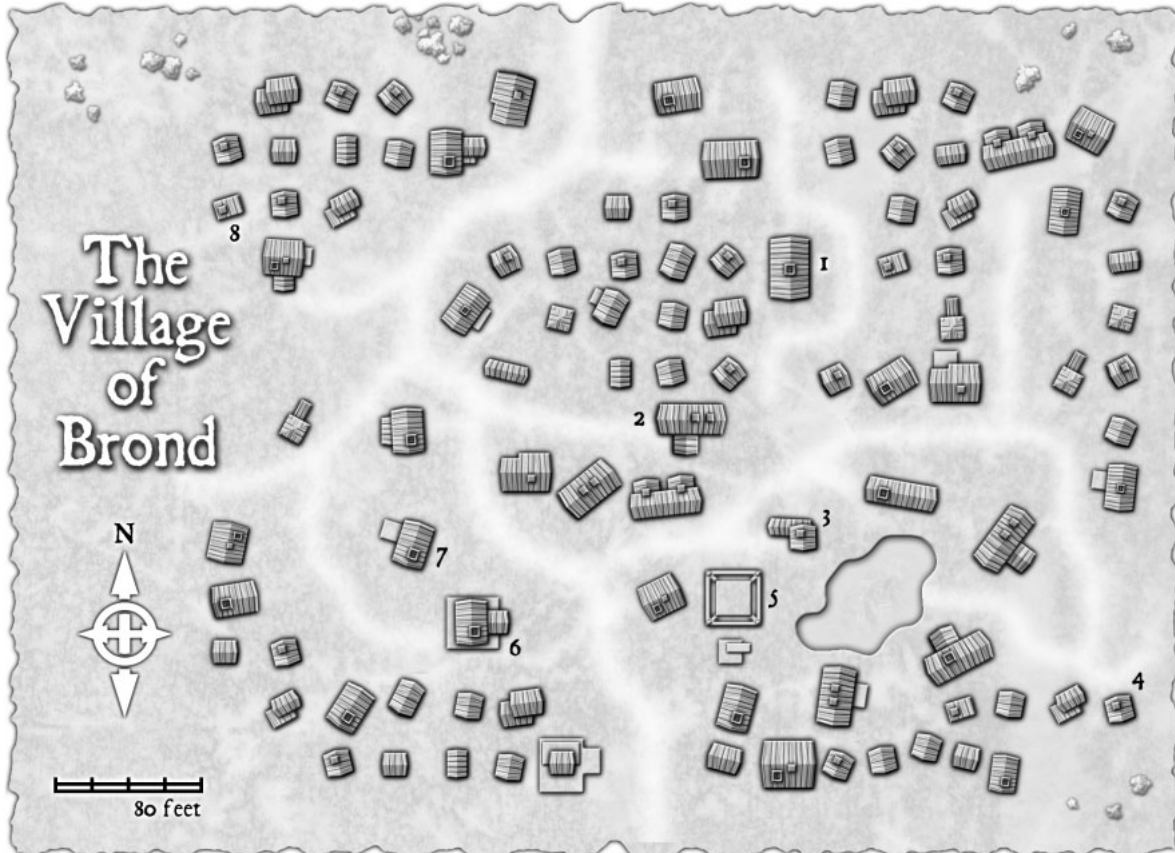
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for use with Chapter 2: Liston Estate Guard Post

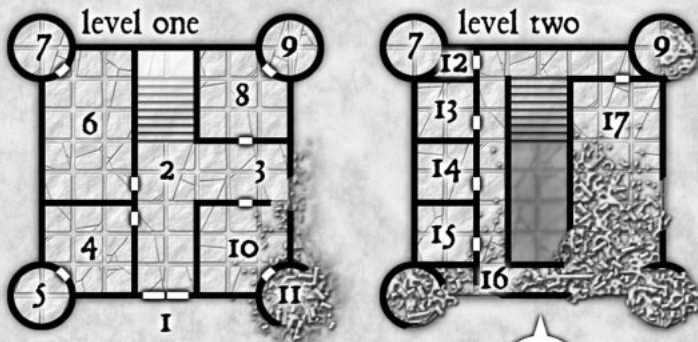


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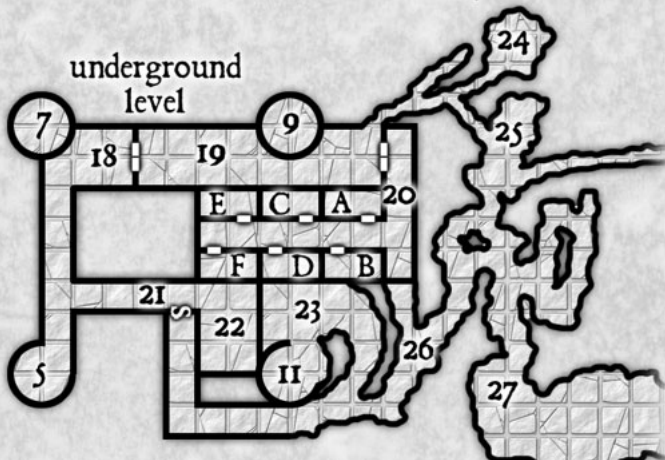


for use with Chapter 5: The Village of Brond

The Ruins of Old Liston Keep

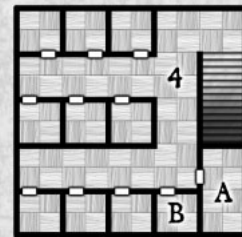
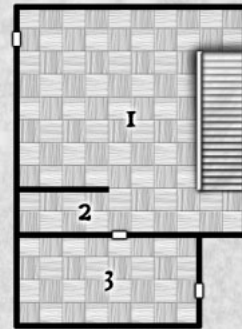


level three



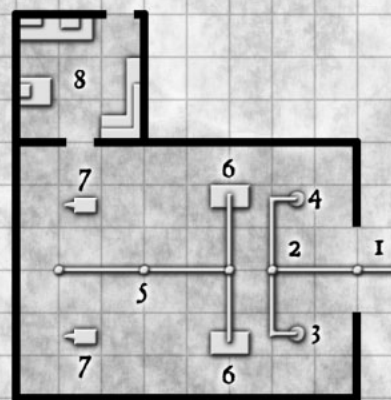
for use with Chapter 9: The Ruins of Old Liston Keep

The Road's End Inn and Tavern

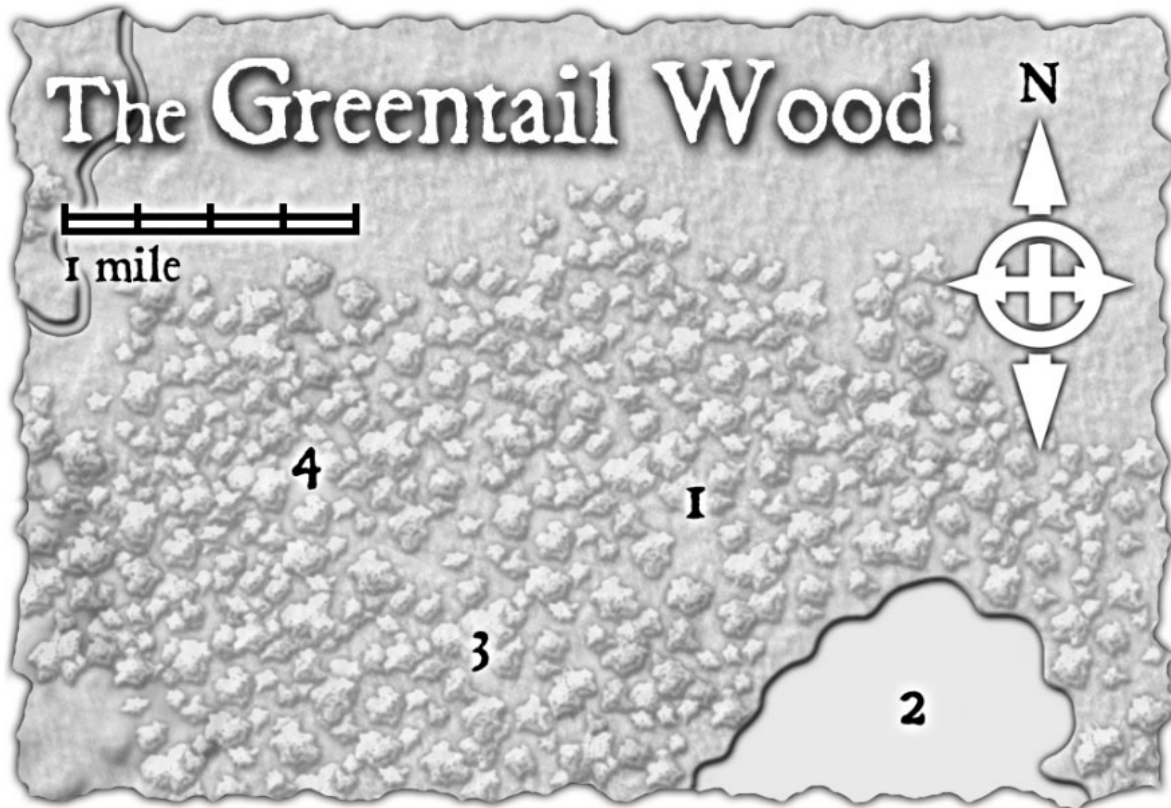


for use with Chapter 8: The Road's End Inn and Tavern

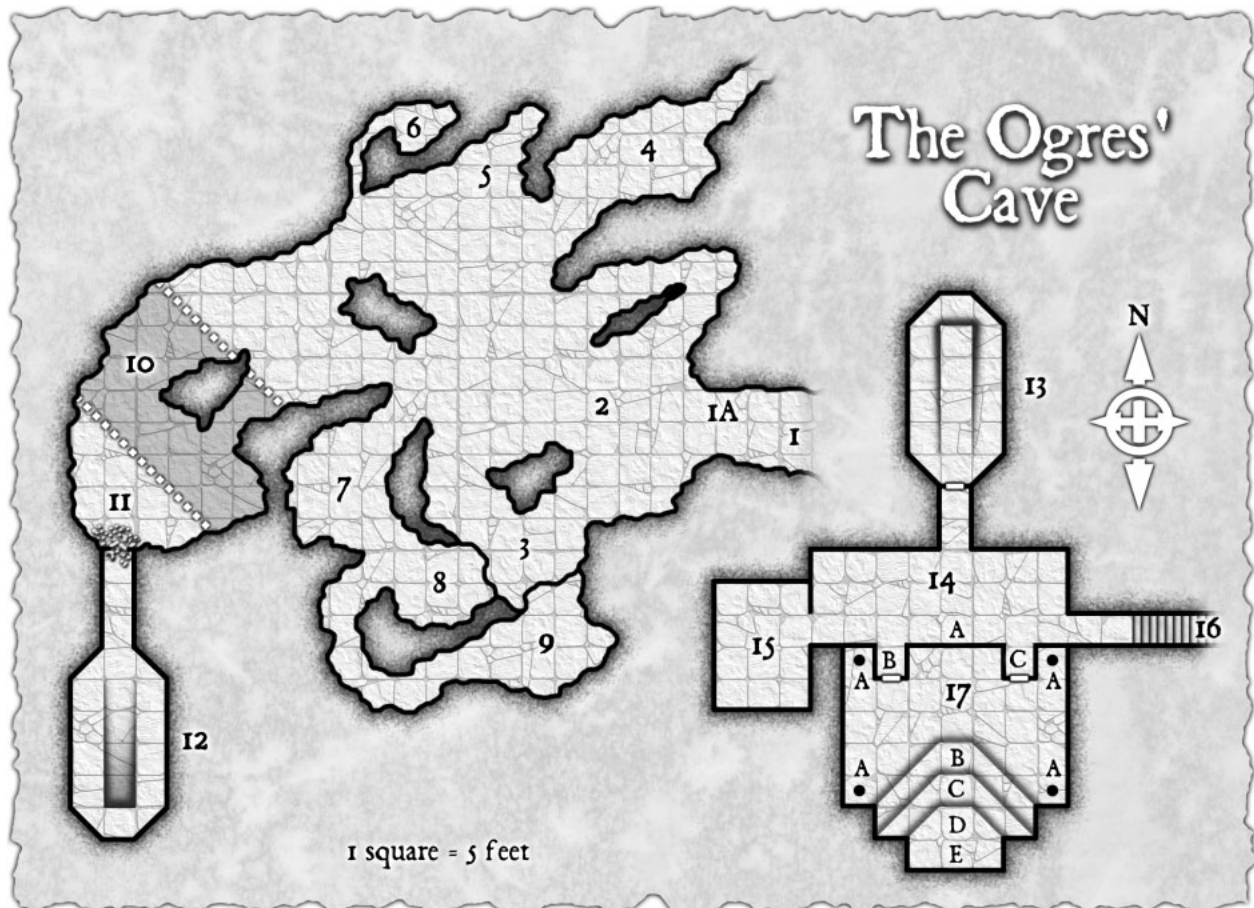
The Haunted Forge



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Kingdoms of Kalamar

Official Dungeons & Dragons® campaign setting supplement: *The Kingdoms of Kalamar™* Player's Guide

July 27

Once again, half the party was killed trying to cross the Kurgo River outside the abandoned keep in Tarisato. That petty warlord's really becoming a thorn in our side. Whenever we take action, he uses his political connections to thwart us. It's so real; it's like the setting is alive. We definitely need an edge.

July 29

Stopped by the game store today and saw the Kingdoms of Kalamar Player's Guide had arrived. I looked through it in the store and was very impressed. I picked up a copy and I think this might be the answer to all our problems.

August 3

The Player's Guide rules. There are a bunch of new official D&D classes and prestige classes. My new character is going to be a Thokki Shaman from Torakk named Thokken. The Shaman class ROCKS! He gets to choose an animal for his totem— then he can shapechange into that animal. I'm still undecided on my feats and skills; there are over seventy new ones. On top of it all, there are a bunch of new spells, new equipment and new armor. The best part is that every word is OFFICIAL Dungeons & Dragons so I can use this book in my Forgotten Realms and Greyhawk campaigns as well. Bonus!

August 17

Victory for the Crusaders of the Eagle's Nest! I finally decided on the Eagle as my totem, and it saved the day. Thokken flew ahead of the party and created a diversion, allowing everyone else to make it across the bridge in safety. Once there, we circled to surprise the enemy and win the day. Without my shaman, the others' new feats and spells would not have been nearly as effective. Thokken rules!

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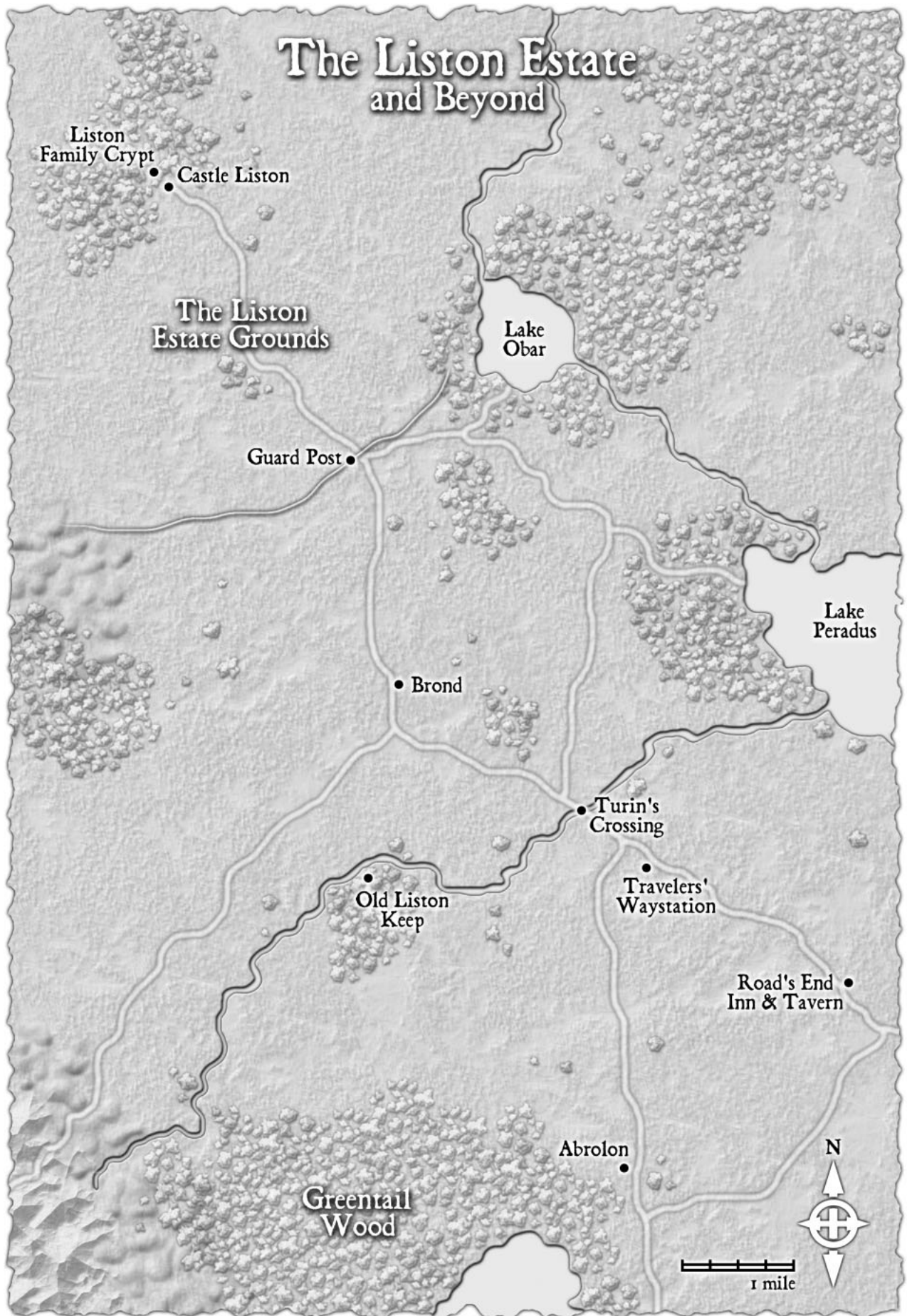
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The Duke is Dead. Can You Save the Duchy?

A distant province on the frontier of civilization, Listonshire mourns a beloved leader, cut down by a dark curse that bedevils the region with ill luck, misery, an ambitious baron and all manner of hideous monsters. Its people stay in their homes, and trade has ground almost to a halt. Only a few know the truth: That one of the duke's heirs survives, and can prevent the treacherous baron from taking the throne. Only these few dare speak up and call for help. They only await stalwart heroes to answer them.

An Unpredictable Quest in a Dozen Parts

Listonshire is designed as the ultimate adventuring ground. A dozen different locations, wilderness and dungeon, full of conversation and combat, stand between the heroes and success. To restore the ducal family to power, they need find not merely the missing heir, but proof of her right to rule, and evidence of the baron's deceit. They must comb tree and hillside, lake and catacomb; face monsters both familiar and utterly alien; and survive the wrath of the being from whose power the curse is drawn: The Oinodaemon, Lord of Plagues.

The Doom of Listonshire contains a simple system of random determination, allowing the DM to place the party's goals in various locations, making this a different adventure each time it's played!

Designed for use with the Third Edition Revised rules.

Fantasy Adventure
(Wilderness, City, Dungeon)
Core d20 System



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