



Trouble at Durbenford



A LOCATION AND CAMPAIGN SOURCEBOOK FOR V3.5 ROLEPLAYING



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THIRD EDITION RULES, FIRST EDITION FEEL

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Trouble at Durbenford™

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This product requires the use of the
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published by **Wizards of the Coast®**.

This product utilizes updated material from the v.3.5 revision.



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Table of Contents

Introduction	3
Wilderness Overview	10
Environs of Durbenford	19
Adventures in Durbenford	39
Baldenton & the Chimera's Lair	53
Dyer's Hamlet	60
Kal'Iguas Encounter Areas	69
Entrance Level: Whimpering Depths	72
Level Two: The Middle Chambers	85
Level Three: the Nanoc's Prison	93
Return To Durbenford: Part One	99
Camp of the Loggers	102
Horrors of the Cold, Dark Earth	109
Return to Durbenford: Part Two	129
Under the City and to the Water Falls	140
The Errant Prince	153
Caer Durbenford	158
Confrontation and Final Resolution	166
NPC Appendix	169
New Item Appendix	193
New Monster Appendix	196

Introduction

Trouble at Durbenford is a mini campaign adventure designed for parties of four or more characters of at least 8th level. Inside this text is a blend of all three basic elements of adventure: wilderness, city, and above all dungeons.

While the adventure focuses on sparing Durbenford from the dangers all around it, much of the action occurs in the neighboring areas. Rumors fly everywhere of giant sightings from the frozen lands north of the misty Kal'Iugus Mountains, strange lights have been seen in the ruins of Caer Durben and something stirs in the old sanctuary now known as the Whimpering Depths. To the south, the woodcutters suffer from attacks by mysterious plant creatures, and spreading throughout the smaller communities is an insidious drug known as higidne. To what degree are these things connected? It is up to the heroes to separate the tangled threads to discover the truth about what exactly is behind the trouble in Durbenford.

This module fully details the town of Durbenford and all of its environs. From the ancient dungeon of Whimpering Depths, to the sewers beneath the town, to the crumbling castle atop Mount Rynas, the module details every pertinent locale. By the conclusion of **Trouble at Durbenford**, starting parties of about six 8th-level characters should reach 14th level. Functioning as a stand-alone mega-adventure or in conjunction with many other fine **Necromancer Games** adventures this adventure promises to provide months of exciting game play.

Adventure Background

Legends speak of a time when the world was young, before the seeds of distrust were sown between elves and dwarves, before orcs were condemned to the dark places in the earth, when man first brushed the sand of creation from his eyes and when great Rynas walked the earth. A titan, perhaps, Rynas was more than mortal, but less than a deity. His powers were far beyond the ken of mortals; he could raise mountains, form lakes where none lay before, seed forests and breathe life into the nostrils of the dead. Despite his might, instead of lording over the short-lived races, he chose to guide mortals. He taught them to work metal for tools, the ability to cultivate the land and most notably, to harness fire. Mortals prospered under his fatherly attentions. Art, philosophy and literature flourished. Yet, all empires fall, and though his intentions were noble, he had a flawed understanding of evil's capacity to wreak havoc.

Orcus, the gluttonous demon god of the dead, hated Rynas as the titan's improvements stalled mortal wars, quelled their selfish desires, and ultimately

slowed the number of wicked who would otherwise be condemned to suffer in the burning pits of his subterranean empire. Rynas granted onto mortals a means to improve their fates, to take control of their destinies and to combat the demon's servants. Orcus, in his endless hate of all that is light and good, fashioned a mighty weapon capable of killing his hated foe. Crafted from the bones of angels and quenched in the blood of the first godling he himself had killed, the sword emanated unspeakable sounds, the suffering screams of tormented dead with every swing. The length of the blade was milky white, etched with blasphemous words hateful to the ears of the good and the mighty. Its hilt was the collarbone of a virtuous lillend and he bound the handle in scaly hide of the first couatl. For its pommel, he mounted the perpetually bleeding heart of a wyrmling gold dragon. To complete its unspeakable evil, Orcus encased the sword in a scabbard of coagulated unicorn blood, held in a semi-fluid state by the demon-god's hate.

With the weapon complete, Orcus gave the sword to Mal'Tagrithe, a newborn succubus, eager to please her master. Orcus commanded his servant to carry the sword to the mortal world, for its mere presence would blight the land. In the hands of an evil warlord, he believed, the sword could slay the titan Rynas and send the Material Plane back into the chaotic frenzy of discord and woe as it was before the titan's influence.

Thus went forth the iniquitous Mal'Tagrithe, out of the yawning abyss, accompanied by cacophonous shouts and twittering shrieks of the damned forming an unholy chorus for her flight. On wings of black scales, she rose from the depths and came onto the world of mortals. The entire world was hateful to her. Woodlands grew in perfect symmetry. Races toiled happily and side-by-side, each eager to please the other by offering their natural talents to assist the whole. Rynas, that meddlesome titan, sat atop his mountain content with all he had wrought. When she touched the soil, it burned her. The sun scorched her, its rays a divine blessing. Laughter and joy from content mortal mouths deafened her for the din was awful to her sinful ears. Thus, she fled from the gaze of Rynas to lands beyond his sight to places where creatures forsook the titan's will. Bleak and inhospitable were these lands of loose rock and debris, of stunted trees and choking weeds. In this dismal place, she looked for the champion that would wield Orcus' sword.

In this warped realm of cold suffering was where she found Garathorn. This nefarious ogre bastard

INTRODUCTION

had never before known love; nor was he content to be subject to what he perceived of Rynas' dominion as a tyrannical ruler. Mal'Tagrithe seduced the mortal—it was an easy task—and bade him to raise an army that would blot the light from the sky. He succumbed to her wiles and took up the evil blade, vowing to raze Rynas' lands, despoil his people, and kill the titan himself. Garathorn gathered to himself legions of vulgar fiends. Wicked men, troglodytes, trolls, evil giants and dragons all came to him for the power of the sword made him mighty indeed. In a mere decade, Garathorn gathered a great host around himself, so great, their numbers covered all the lands for miles around, counting more than the stars in the sky. His bleak legions marched onto the lands of Rynas, prepared to destroy the venerable titan, his people, and all his works.

Rynas, blinded by his successes, had failed to foresee Orcus' hatred and the demon god's power to affect the Material Plane. Moreover, his inability to recognize mortal corruption prevented him from anticipating the approaching armies. Thus, when Garathorn invaded, great tears fell from his eyes forming rivers and lakes throughout the lands. His beloved mortals fell like wheat to the scythe. His cities burned, his lands despoiled and his people fled before Garathorn as he cut a swathe through the realm.

Angered by the invasion, Orcus' corruption stirred Rynas to violence. He descended from his mountain home, his steps causing mountains to tremble, rivers to flow backwards,

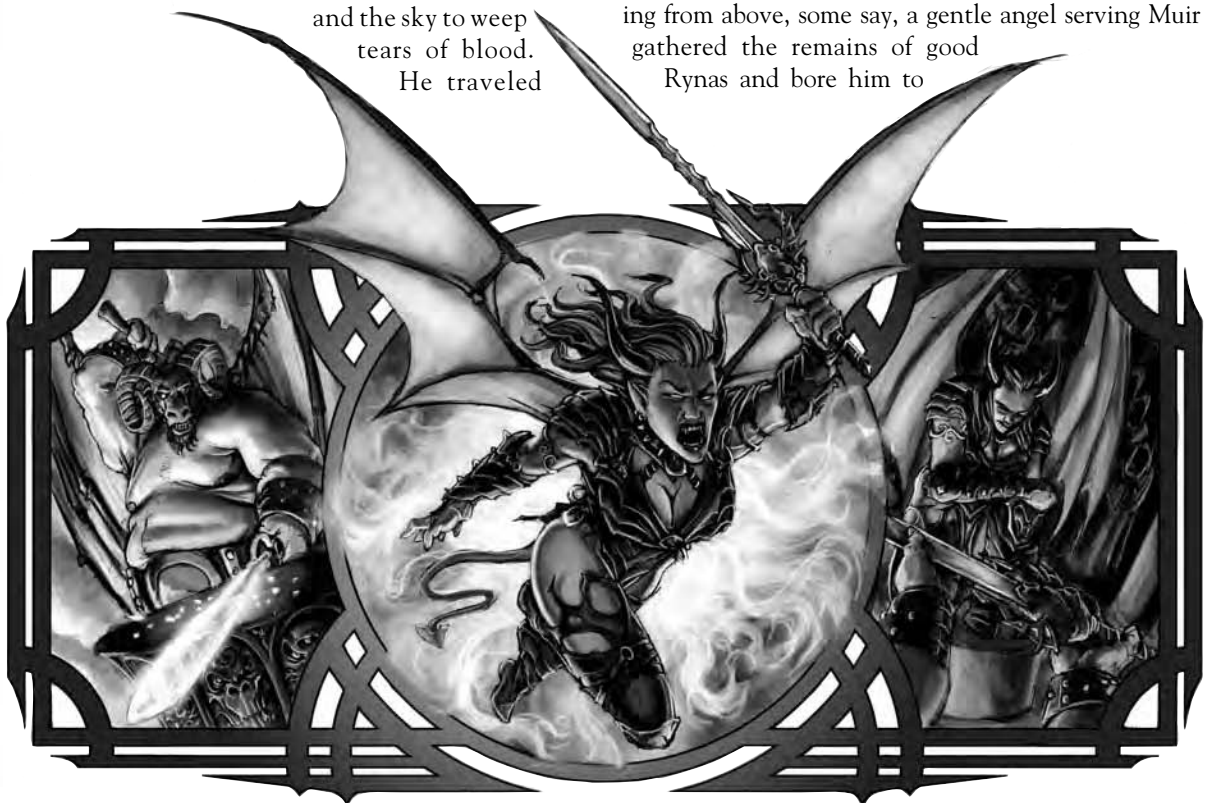
and the sky to weep
tears of blood.

He traveled

through the ruin of his realm and called his subjects to himself, invoking them to ready for war. Dwarves shouldered arms, elves readied bows, and men mounted their mighty steeds. All races serving him grew brave in their hearts as they witnessed their beloved shepherd grow angrier every passing of the sun and each life sold to the thirsty sword of Garathorn. When his numbers almost equaled those of the hateful host, Rynas confronted the wicked Garathorn on the field of battle.

The two armies met with a clash, spilling red and black blood slaking the thirsty earth. Thousands died by the stroke, yet none could defeat Garathorn as long as he bore the evil blade. Rynas waded through Garathorn's servants to cleave to the dark warlord. Mal'Tagrithe, seeing the titan's intent, quit the field of battle to hide from the titan's wrath, fearing her own destruction, but elated by the materialization of Orcus' will. Garathorn, having made a vow to end the titan's reign, met the immortal bravely shouting curses and blasphemous words. With Orcus' sword raised, the ogre charged his foe, yet Rynas met the ogre lord bravely with hands bare. For three years, the two battled while the melee swelled around them. All of creation trembled as they struggled for dominance. On the last day of the third year of conflict, Garathorn thrust the sword into the heart of Rynas, but not before Rynas wrapped his great hands about the ogre's neck, choking the life from his foe. Both dropped to the earth dead, stars dropped from on high, wails of lamentation poured from both of the gathered hosts. Their leaders fallen, the two armies dispersed back to their own homes maddened with horror and fear filling their hearts for what they had wrought. Descending from above, some say, a gentle angel serving Muir gathered the remains of good

Rynas and bore him to



the great mountain of the world. Attempt as she might, she was unable to pluck the sword from the titan's heart. Thus, she fashioned from Rynas' body a vessel in which to contain that evil blade. Once crafted, the body of Rynas formed into an unearthly ark known forever after as the *Nanoc*, the vessel in the Celestial tongue.

Few now know whatever became of the sword or where it finally rested. One possibility is that Muir herself enclosed the wicked blade inside the *Nanoc* and buried the container in a vault at the bottom of the great mountain so named after the former titan. Others claim Orcus himself drew forth the blade and bequeathed it onto a favored general, who lies in wait for Rynas' return. Fewer still claim the giants of the far north inherited the sword, and now stirred to war with the soft humans south of the Kal'lugus to plunge the lands into conflict once again. Regardless of the myths, the true fate of the sword and its vessel had been lost through the ages, until now.

Now, years later, beneath the heights of the Kal'lugus Mountains lies a pristine lake now called Rynas' Tears. Snowmelt waterfalls and an underground sea feed this stretch of water, and in the mists of the spilling cold water are bright rainbows of startling beauty. Overlooking the lake on the southern shore is Durbenford, the center of this adventure, and the home the heroes must save.

Current Developments

The city of Durbenford stands on the fateful land where the titan met the champion of darkness all those eons ago. Once again, the town faces a struggle that threatens to destroy it and all the lands nearby. Thanks to the various power players who have a hand in the disruptions, the battle for the town is a many-fronted one.

Groembu and the Wyld Wood

Durbenford is a good-size community, a large town in fact, but it is only successful due to its extensive logging industry forming the basis of its economy. Despite their longstanding successes, recent disruptions and attacks at the worksites in the Wyld Woods threaten the lifeblood of this town. The mounting costs to maintain the work in the face of these dangers, if unabated will bankrupt the town.

As Durbenford supplies the kingdom with lumber, the ruler, Lord Marcus Durben, fears a royal condemnation and a potential removal from his post for perceived mis-handling of the industry, despite his sparing of no expense to conceal the escalating problem from his betters. Worse yet, King Ulrich's second son, Prince Geoffrey, is due to arrive in a week for reasons unknown; Durben suspects the Lord knows about the failing lumber operations.

What is actually at stake is that a druid, Groembu, dispatches his corrupt minions to wage war on the wood-

cutters, believing, erroneously, that they are stealing his precious supply of higdne. Angered beyond reason, he employs an army of gnolls, nilbogs, and fiendish treants to sabotage the worker's efforts to contain the Wyld Wood. As the attacks increase, the economy grows less stable and chaos begins to take hold throughout the land.

King Ulrich

The good king of the Northern Kingdom recently learned of a very real and dangerous threat to his lands in the form of a vast army of giants and their berserker human warriors. The attack is immanent, but Ulrich does not have the ready resources to mount a suitable defense against the invasion. Driven to desperation to build the necessary resources he sent out his couriers to find a way in secret to gather coin quickly in a reasonable matter. He discounted such ideas of hunting for dragons, battling weird and wealthy cults or any of the other such nonsense. Worse still, if he announced the danger and suddenly raised taxes, merchants would flee back to other lands to ply their trade elsewhere in a friendlier environment.

At wits end, and about out of ideas, Ulrich was ready to increase taxes and do what he wanted to do least, until an agent of a secret society, the Grey Rook Guild, approached him. This agent informed him of a new drug found in the Wyld Wood that boosted the peasants' productivity without adverse physical affects. The increased production leads to increased raw materials that could then be used to meet demands in foreign lands lending to a quick surplus in revenue. Of course, the long-term effects would be damaging, by glutting the market with an overabundance of goods, but Ulrich was more concerned with a short-term increase. In addition, increased productivity supplies more raw materials cheaper and easier to procure, thus lending to cheaper fortifications, siege weaponry, armaments, and food. Ulrich, swallowing his distaste for the threat it placed on the working class, agreed to develop the drug on a trial run basis. If he saw success, then he would agree to distribute the drug throughout his kingdom.

Higdne

Higdne (phonetically: HIG-dih-NAY) is a plant found only in the heart of Wyld Woods. Normally the plant has no effect if eaten other than being a mild stimulant. However, when the root of the plant is treated by fey essence derived from extraction tanks, it changes to a blue color. People who eat this root after it has been infused can work for an exceedingly long periods (in effect conferring the Endurance feat), while gradually eroding their individual wills, draining 1 point of permanent Charisma to a minimum of 3, per week of use. For petty lords with serf populations, the drug is an

incredible asset, for it doubles and even triples the productivity of their workers. Consequently, there is a growing market among the noble classes for use of the drug on their serf populations. Even though these nobles distribute it in secret, and then only in isolated communities due to its unavailability and associated dangers, the drug has seen remarkable success thus far. An example community inundated with higdne is Dyer's Hamlet, a sad town corrupted by a noble's greed.

The Grey Rook Guild

The Grey Rook Guild, through secret negotiation with the "good" King Ulrich IX, now searches for the means to cultivate this plant in areas other than the Wyld Wood, to see its widespread use throughout the kingdom. Considering their monopoly on the commodity, regular demand would make them the most powerful criminal organization in the land. None of this will happen unless the Guild can unlock the secrets of growing the root.

To achieve this information, the Guild purchased all the smaller woodcutter companies in Durbenford and united them under a conglomerate called Udare and Sons to be the loggers' principle management company. While running operations as normal, specially trained infiltrators, called harvesters, can break into Groembu's lair to learn what they can about higdne, while stealing specimens for distribution.

Giants

The giants are indeed a threat to all of the Northern Kingdom, but not as pressing a threat as believed by the king. The giants are mustering their forces to enslave the Northern Kingdom as decreed by their witch doctors. However, they are not to strike until Garathorn, the first giant, returns to them bearing the sword *helring*.

Corrigaz

Another local threat sources from the Fetid Plain, a vast swamp to the east of Durbenford. Deep in the black heart of this land is an ancient evil, Corrigaz, once the greatest druid in the land, now a foul undead overlord. Containing him are three brave rangers, known as the mire wardens. However, Dyers' Stream, a boundary of the swamp, is becoming poisonous, and some believe that the toxins originate from the bog.

Caer Durben

Other folk believe that the problems in Durbenford stem from the old ruins of Caer Durben, sitting high in the mountain peaks. Everyone knows

that the castle is cursed since the old Lady killed the rightful ruler of the land. Legends claim ghosts haunt the citadel and fell things walk unashamed in the light of the son.

The Fat Man

Not all of Durbenford's problems stem from external sources and not all threaten the city. The town is home to many good and just people, but there are a few, including Lord Durben himself, that are as corrupt as can be. The Fat Man has ruled Durbenford's underworld unopposed for years, until the Grey Rook Guild set up shop. Small conflicts have plagued the city since, but nothing too overt. Any thief on the street feels the pressure of the rival guilds and most say war is near. The Fat Man maintains his power by blackmailing Lord Durben about some dark skeletons the lord has in his closet. Thus far, Durben has paid the fees and complied with the Guildmaster's wishes, but his patience is ending.

Lady Alliard

Lord Durben's wife, Lady Alliard, had a bastard son in secret, and has lived with the shame for years. Her marriage to the town's ruler is strained at best, his depraved appetites forming a wedge between the two. After his abuses and his crimes against the populace, Alliard's grief has led her to hire an assassin to kill her husband. What she does not know is that the hired killer has friends who would rule the city themselves.

The Band of the Bloody Moon

Greble, the assassin hired by Alliard, works with an evil adventuring group known as the Band of the Bloody Moon. They have planned on taking over the city. They have not been able to devise a suitable path to achieving their goals until Greble informed them of his newest mark. Now that Durben's life is in jeopardy, the Band believes their ascension to the throne to be at hand.

Other Threats

Aside from the layers of treachery, sins, and intrigues, many other creatures would seize the city for their own dark purposes. A cult recruits new members from the decadent youth of the Nobles' Quarter. The seepage from the Whimpering Depths causes all manner of despicable creatures venture forth from the depths of the Underdark. Grimlocks, aranea and worse spill out from the depths to take hold of new lands. Orcs, feeling threatened by the giants have taken a valley in the Kal'lugus, frost worms venture further south than ever before. Is there no end to the dangers facing Durbenford?

Who is Behind All This?

Mortal races have all but forgotten the wars of their earliest of histories. The name of the titan is nothing more than myth, speculation and the basis of many a legend. However, remaining in the Material Plane is the final witness to those war-torn days. Mal'Tagrithe has waited through the centuries fearing to return to Orcus' realm without his mighty sword. Even she never learned what happened to the blade, and thus she has remained in the mortal world, assuming guise after guise, quietly corrupting and secretly plotting until five years ago, when she met Prince Geoffrey.

Mal'Tagrithe's most recent form is in the guise of a powerful merchant's daughter. The merchant, a dealer in slaves and assassins in a sickened city far to the south, is unaware of his daughter's murder and subsequent replacement by the shape-changing succubus. Power-hungry and corrupted by hidden desires, Jacques Ul'gae, the merchant prince, desired to extend his trading empire into the verdant northlands. Therefore, when Prince Geoffrey arrived, his hopes for expansion seemed to be at hand.

Prince Geoffrey, a scholar of ancient history, had always yearned to be more than just the second son to the good King Ulrich IX. He felt he should be the rightful heir instead of his idiot brother Prince Michael. In his frustration, he turned to knowledge to find a means to assume the throne. His thirst for learning carried him throughout the lands, from exotic desert lands to the Jade Houses in the Far East. He traveled and unraveled many of the mysteries of the universe. Finally, after years of exploration, his travels led him to the bleak lands far to the south near the fabled pits of Rappan Athuk, and to the city Braktu, a place of corruption unlike any other. Braktu allows open temples to Orcus, the Lord of Undeath, where undead serve the living. Life is cheap and meaningless, and pleasure and pain are commodities for sale. Geoffrey came to this place and was enamored by its ability to fulfill any desire, no matter how depraved. After a short time there, he met young Jessica, daughter of the Ul'gae consortium, and secret succubus in disguise.

Their relationship quickly descended into the depths of sickness and vice, where her wiles firmly enchained young Geoffrey. He spoke to her of all he had learned of the history of the world. Normally he bored her, but she was intrigued when he told her of the legends of the Kal'Iugus Mountains, the rumored resting place of the fabled *Nanoc*. She also knew of Geoffrey's quandary about his resentment of his brother and his secret designs to expand his power. Furthermore, her "father" craved the wealth

of the northlands, but feared his style of business would be unwelcome to the lords who ruled there. From these three threads, Jessica devised a plan to retrieve the sword indirectly, gain the throne for Geoffrey and sow enough discord to make way for the merchant prince's designs. She could destabilize the world, return the sword to Orcus, and grow powerful in the dark god's favor.

She explained to Geoffrey that she could grant him the throne in exchange for two things. First, she must bear his child. Geoffrey hesitated at this request, knowing the dangers that a bastard child would pose to his family's dynasty. However, Mal'Tagrithe was an expert at seduction and achieving her goals, so Geoffrey relented and performed the task. Second, he was to retrieve the *Nanoc* from its resting place. Geoffrey, not wanting to soil his hands with such base work as that, planned to hire a band of gullible heroes to retrieve the artifact and bring it to him under the pretense that he was serving the Church and its interests.

Jessica then turned to her father and explained to him that she was pregnant with the young lord's son. The merchant, sensing the fruition of his evil desires at hand, demanded that Geoffrey wed his daughter, thereby assuring the introduction needed to expand his mercantile empire in the Northern Kingdoms. Geoffrey, unable to comply, fled back to his homeland to the safety of his people, but never forgetting the deal he had struck with the succubus. In accordance with her plans, the merchant was outraged and plotted to kill not only Geoffrey, but the father as well. Jessica recommended that the merchant establish assassins in a remote town of Durbenford, for she knew the town was close to the resting place of the *Nanoc* and Geoffrey would eventually make an appearance there. When the prince arrived, they could kidnap the prince thereby luring the king to the town. Once the king had arrived, they kill the king and the prince, and pave the way for the bastard son to rule the northlands.

In addition to the dangers of fulfilling Mal'Tagrithe's goals, Durbenford has other problems that surface if word spreads that Prince Geoffrey is en route. This town is in serious jeopardy. U dare and Sons is a front for the Grey Rook Guild, a widespread criminal organization bent on making a profit by addicting serfs and peasants on a drug known as *higdne*.

The druid Groembu, who is himself addicted to the narcotic and is the only one who knows how to manufacture it, stymied their plans. As the Grey Rook Guild's agents move to infiltrate his holdings, he has responded with violence, by attacking what he erroneously believes is their actual entire

organization: the innocent loggers. Attacks from strange beasts and plant creatures have increased in frequency until it has almost completely stalled the operations. However, it has done little to halt the theft of his specimens. The situation is terribly entrenched, ultimately threatening the prosperity of the town. Worse yet, the Grey Rook Guild is coming closer to unlocking the secret of hignde. If successful, they could open the door to widespread use of this oppressive agent despoiling the lower classes all for a few coins of extra profit. Of course, none of this matters, if the adventurers hand over the *Nanoc* to Prince Geoffrey, which they undoubtedly will.

How to Use This Module

Trouble at Durbenford may appear at first glance to be a difficult adventure to run given the sheer volume of plots and players involved, but with adequate preparation, you should have no trouble in weaving a story that is sure to frustrate and excite any player. The first thing you should do is to familiarize yourself with the book. The latter chapters follow a more linear style of play and so a once over is probably okay. However, the first chapters are event and setting driven. The players may explore and interact with any of the NPCs or encounter areas described therein. Thus, preparedness cannot be understated. It will enhance the enjoyment of yourself and your players.

This adventure, as other adventures of its ilk, assume the world in which the adventurers explore exists apart from the characters, so many locations may prove to be too powerful for the characters to handle, while others may seem to be exceedingly simple. By presenting a diverse palate of encounters and situations, players avoid the humdrum experience of kicking down doors and killing everything in sight. They learn to respect the environment in which they play and develop relationships with the NPCs they meet. If an encounter is too difficult for the heroes, they should retreat and remember the encounter so that when they are better prepared, they can go back when they are ready.

Even though a large portion of this campaign is left to the PCs to explore as they wish, the more they discover the more linear the adventure becomes. They may explore some of the countryside, the smaller towns, become embroiled in the events found in those locations, but ultimately they will return to Durbenford. Once they agree to retrieve the *Nanoc*, situations start to fall in line, and the heroes find themselves in a struggle to beat seemingly inevitable end of the town.

The final piece of advice offered deals with improvisation. Improvising is the secret strength

of all the best DMs. No one can anticipate every character's action. The players may refuse to take the *Nanoc* out from the Whimpering Depths, or once there, given up after they face the deva guarding the sanctuary. Feel free to modify portions of the campaign to suit your needs and demands placed upon you by the ever-unpredictable players. Furthermore, feel free to expand the adventure as you see fit. It is entirely possible that the heroes fail to stop Mal'Tagrithe and Garathorn takes the sword to his waiting legions of giants. A completely new high-level campaign could evolve out of the mistakes made in this adventure. Ultimately, once you run this adventure, the details are yours to adjust and manipulate as you see fit.

Read-Aloud Text

There are very few read-aloud text blocks in this adventure. The reason for this is that it allows you to determine what the party sees and hears based on the circumstances of the encounter. Look for room details in the first paragraph of the encounter descriptions for a paraphrase of what is actually in the area.

Where text boxes are present, they convey important information as told to party by an NPC. Read or paraphrase these boxes as you like, changing tone to fit your conception of the NPC. A way to improve these readings is to affect a certain posture or stance to make the NPC memorable to the players.

Encounter Types

There are three types of encounters in this adventure.

Random Encounters: These encounters enhance play by introducing a non-scripted element to the adventure. You can select or roll randomly these encounters, as you deem appropriate.

Event Encounters: An event encounter occurs at a particular moment in the adventure or when certain conditions have been met. Feel free to modify these conditions as needed, based on the circumstances in the adventure.

Keyed Encounters: These encounters happen at a particular location (such as a room, lair, or an outdoor location), whenever the characters go to that place. Most locations are fully developed, but a few are ambiguous for you to flesh out as needed.

Notation

All of the descriptions in this adventure are titled with either just a number or a letter and number combination that indicates where or when an encounter is to be used. Keyed Encounters include a letter referring to the map key and

a number referring to the area or room within that location. Dungeon levels are noted in a similar manner, except that the first number refers to the level, while the second number, after the dash, refers to the room on that level (i.e. Area 1-4; a location on the first level of the Dungeon, the fourth room). Event encounters always use a number.

Starting the Adventure

Prince Geoffrey draws the heroes into the quagmire of Durbenford's plight, to have them find and retrieve the *Nanoc*. When they succeed, they are to wait for the Prince's arrival in the town. There, they discover problems plaguing the town ranging from frequent attacks at their worksites to the surfacing of some strange narcotic among the commoners. While there in Durbenford, the heroes feel compelled to put the problems of the mountain town to rest before the Prince arrives, lest those with a stake in Durbenford find themselves in a far more damaging situation to their respective positions of power. All of these plots weave together to form a grand adventure spanning from the deepest dungeons to the most intricate of intrigues.

Adapting the Adventure

Against the default party size in the d20 system, **Trouble at Durbenford** recommends parties of 6 or more characters. In first edition, many modules were designed for as many as 8 to 10 characters! In an effort to restore the flavor of those bygone days, this adventure is somewhat more difficult than others are. If the adventuring party has less than 6 characters, or of 6th-7th level, they will need to rest more between encounters. Reduce the likelihood of random encounters, and in some cases, reduce the number of monsters in keyed areas. Adventurers of less than 6th level ought not to attempt the challenges within these pages until they achieve a more suitable level. To supplement deficiencies, encourage characters to take the Leadership feat or hire mercenaries to buttress their weaknesses.

Setting

As with all **Necromancer Games** products, the dungeons, wilderness and city presented here may all be adapted to fit into any existing campaign world with just a little effort. Locations, politics, and timelines are all vague to maximize adaptability to your own personal campaign setting. Feel free to substitute any of your own gods and nations or political back-story for those used in this module.

Vagueness aside, wherever you place this adventure, it is critical to locate Durbenford near a large body of water, a mountain range, a swamp, and a forest. This may be difficult to find such a place in your personal setting of choice. Thus, if the locations are farther apart than those presented in this adventure are, you may need to add a town or two, expand encounter tables, and so on. Regardless, these changes should be minimal and occupy very little of your time.

Monsters and Statistics

Monsters encountered in this module are all located in appendices in an abbreviated "stat block" format, providing the DM with the basic information he or she needs to run the encounter. Unique creatures, such as advanced monsters or those with character levels feature a more substantial statistic block. Refer to the MM or *Tome of Horrors* when more details as needed. New creatures not found in the MM or in the *Tome of Horrors* receive a full entry in the Monster Appendix.

A note on wandering monsters: Wandering monsters are part of the adventuring experience. Players expect to face a random troll when exploring a mountainside, or perhaps a rust monster when plumbing the depths of a cavern system. Use them. However, use them with caution. Wandering monsters should never be more powerful than standard, site-based, or timed encounters. Use wandering monsters with more frequently if the party has less experience points than needed to attempt the next chapter. You should also use them as a means to present a party with a vital piece of equipment or simply to keep them on their toes. Where relevant in this module, frequency and details are included along with the wandering monsters.

Wilderness Overview

The lands surrounding Durbenford are vibrant, filled with industrious loggers, woodsmen and prospectors. There are plenty of monstrous types lurking in the shadows of the Wyld Wood, swimming beneath the cerulean waters of Rynas' Tears and finding purchase in the snow-capped peaks of the Kal'lugus Mountains. It is important to remember Durbenford and its environs are thriving with life and activity. Many wandering creatures roam these lands making much of it unsafe for careless exploration. Other locations, such as those areas lying closer to the towns and hamlets of this frontier land, have a greater number of farms and homesteads with frequent travelers, thereby making these places somewhat tamer than the more brooding and secretive areas.

This chapter outlines and describes all of the important locations surrounding the town from which the adventure gets its name. However, many of the sites noted here receive detail in the succeeding chapters. Though information on the Kal'lugus Mountains is here, the details covering Caer Durben lie in a later chapter. The Logger Camp and the Druids Grove also receive their own sections as the story unfolds.

Encounter Area Overview

The environs of Durbenford feature many exciting locations, ripe for adventure. Some locations fit within the unfolding story as detailed in the Introduction, while others exist as sidetracks, mini-adventures to prepare the heroes for the adventures to come. What follows is a summary of the key areas relevant to the development of **Trouble at Durbenford**. Refer to **Map A** for details on placement of these features.

1. Whimpering Depths (EL 8–10): This location marks the beginning of the **Trouble at Durbenford** campaign. Here is the resting place for the *Nanoc* and the sword it purportedly holds. See *Whimpering Depths* for details on this large dungeon sprawl.

2. Camp of the Bloody Moon (EL 14): The evil adventuring party's encampment and base of operations, where they plot and plan their wicked schemes.

3. Orc Staging Ground (EL 13): Orcs band together here to defend against grimlock and troglodyte incursions. In addition, they ready for war against the giants, whom they suspect plan to invade. Of course, if a few human towns are burned along the way, so much the better.

4. Chimera's Lair (EL 9): The chimera lairs near the Baldenton. Though none of the residents

are aware of it, a foolish youth awakens it from its centuries-long slumber. Now released from its slumber, it finds Durbenford a good place to begin eating.

5. Woodcutters' Camp (EL 10): This is the site of the recent attacks against the forestry company Udare and Sons. Refer to the appropriate chapter for more details on this location.

6. Druid's Grove (EL 11): Home and lair of the despicable Groembu, the corrupted druid who manufactures *higdne* to sate his own perverse desires. This area receives its own chapter, called *Horrors of the Cold Dark Earth*.

7. The Falls (EL 12): The lair of the dragon turtle, Old Gar, and secret hideout for the Grey Rook Guild, the heroes confront their enemy in the chapter detailing Durbenford's sewers and the Falls.

8. Caer Durben (EL 13): The succubus Mal'Tagrithe's lair and base of operations. It is from here that the demoness orchestrates her vile plots. This location is where the final confrontation occurs between the heroes and the shade Garathorn.

Other Significant Wilderness Areas

Villages and Towns

Durbenford: The centerpiece of this mega-adventure, Durbenford is the largest community in the area. As the only mark of civilization in the frontier of the far Northern Kingdom, it is a popular trade hub and economic backbone for the entire area. Udare and Sons, the logging company is a front in this town for the insidious Grey Rook Guild.

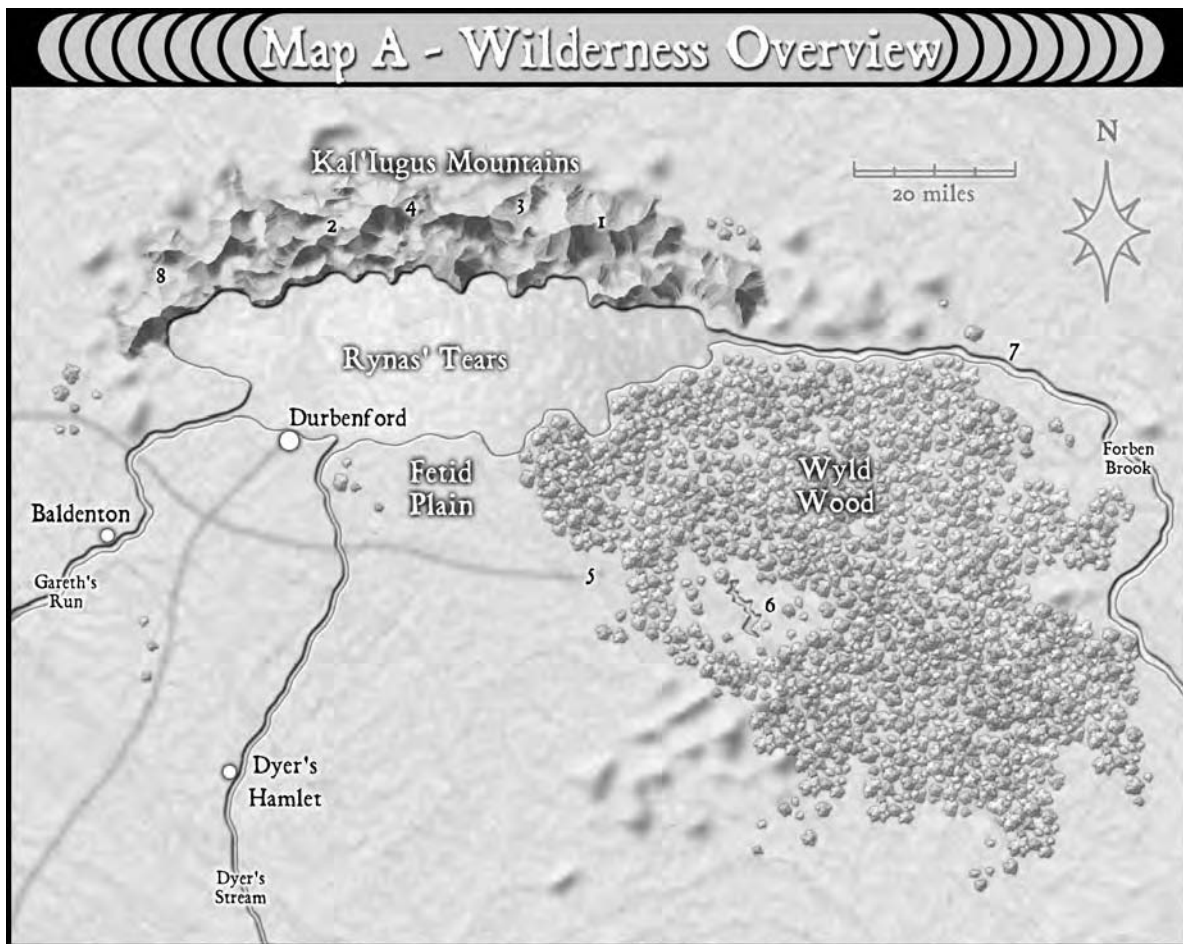
Baldenton: This town is a small community of idyllic farmers, specializing in hardy fruit and vegetables. Even though the Grey Rook guild has spies in this community, it has not yet introduced *higdne* to its population.

Dyer's Hamlet: A filthy hamlet of a declining population, its ruling body is entirely corrupt. The central economy of this bleak place is its one textile factory, whose workers are all addicted to *higdne*. Aside from the thieves of the Grey Rooks, Dyer's Hamlet is home to quite a number of despicable folk.

Rivers

Branching off from Rynas' Tears, the great lake, are three rivers: Gareth's Run, Dyer's Stream and the Forben Brook.

Gareth's Run: Traveling west by southwest, the town Baldenton stands on its shores. This river



flows at a gentle pace, its bed littered with sharp, broken chunks of rock and other less identifiable objects, relics from an older era. Minnows swim in abundance through the waters, while freshwater crayfish harvest the bed for algae, trash and other detritus.

Dyer's Stream: This sluggish river travels to the south. Between Durbenford and Dyer's Hamlet, the water is clean and clear. However, after Dyer's Hamlet, all manner of filth and waste clog the river, making it inhospitable, foul and unfit for consumption by any. Brown weeds grow along the river along with an abundance of cattails and marsh reeds. From time to time, PCs spot the carcass of a creature, poisoned by Dyer's Hamlet's pollution. Several miles after Dyer's Hamlet, the stream clears a bit, but the waters have a decidedly acrid taste. Drinking the water closest to Dyer's Hamlet requires the imbiber to make a Fortitude Save (DC 18) or the water deals 1d2 points of temporary Con damage. The victim must attempt another save in 1 minute against the same DC or the water deals an additional 1d4 points of temporary Con damage. The nature of the poison water is due to the pollutants from the hamlet.

Forben Brook: Running due east and circling the easternmost boundaries of the Wyld Wood, is Forben Brook, a tempestuous stretch of water with

rapids, eddies and being very dangerous for boating. A good size waterfall marks where the Brook makes its way to the southeast, proving to be a danger to careless boatmen. Bear can be seen fishing for the salmon swimming up against the stream during mating season at Aegelof's Falls.

Wilderness Regions

Aside from the specific locations, five basic regions comprise the wilderness surrounding Durbenford: the Farmlands, Rynas' Tears, the Wyld Wood, the Fetid Plain and the Kal'Iugus Mountains. Each region has its own wandering monster table included in its descriptions.

Farmland

The majority of the land south and west of Durbenford is flat and gently rolling farmland. From on high, the hills and lowlands seem to be a patchwork quilt of industry. Most of the trees have been cut in these lands, providing a suitable area for farming, grazing, and cultivation.

Farmers: Most of the people who claim to be farmers live and work on acres of communal farms. Peasants own stretches of farmland, but make use of community barns, silos and stables. Each peasant's livestock bear their

Farmland Wandering Monsters

Day

Roll 1d20 once per day on the following chart.

1.	1d6 King's Guard Patrol
2-3.	1d4 Pilgrims
4-5.	Shepherd and flock
6-9.	Merchant Caravan (Ftr 3, War 1 [x3], Exp 4)
10.	1d6+2 Bandits
11-12.	Herd Animal
13-20.	No Encounter.

Night

Roll 1d20 once a night on the following chart. Encounters can occur 1d4+2 hours past sunset.

1-2.	1d2 shadow mastiffs
3-4.	1d3+1 dire wolves
5-6.	1d6+10 gnolls
7.	1d2 vampire spawn
8.	1d2 trolls
9.	1d8+2 Bandits plus leader
10-20.	No Encounter.

owner's mark; the peasants brand them at the time of purchase. As most peasants are illiterate, the symbols must be creative and distinctive. The nearness and cooperation engendered from such a system encourages teamwork and friendliness between the farmers. When disagreements arise, it is customary for the parties to summon a magistrate of agriculture from a nearby town to resolve their troubles. As his judgments are rarely fair for either side, most disputes are resolved at a local level, but rarely with violence.

Travel: As this area is largely a frontier, there are not many established roads, though many trails and paths crisscross the fields throughout the area, allowing easy travel by foot or by mount. Fishing and merchant vessels travel up and down Dyer's Stream, but rarely Forben's Brook and never Gareth's Run, given how rough the waters. In the case of the former, PCs may purchase passage at a fair price of 2 gp per person and 3 gp per horse. Most boats plying the rivers are little more than skiffs and barges, not suitable for any extended voyage.

Specific Wandering Monsters

King's Guard Patrol: King Ulrich dispatches small bands of guardsmen to patrol the land, maintain law and order and ensure the King's Will is done. When encountered, the King's Guard engages in light conversation, once they establish that the heroes intend no ill will. The King's Guard exchanges news, information and perhaps a few swigs from a wineskin before moving on to survey the land. See the NPC Appendix for details.

Pilgrims: In these dark times, many folk undertake pilgrimages to pay homage to the gods in the hopes of absolution for their sins. Pilgrims, in this area are either

heading towards Durbenford or away from Durbenford (50% chance of either) as their goal is the Temple of the Shattered Sword. Though the pilgrims detailed in the NPC Appendix are commoners, you could include NPCs of any class or levels if the heroes need a fortuitous ally. The pilgrims know the lay of the land and can help lost PCs regain their way.

Shepherd: Overseeing a large flock (1d10+5 sheep), the shepherd is watchful for predators and thieves. He knows quite a bit about the lay of the land, and is a willing guide, if the heroes do not mind the company of a few sheep. See the NPC Appendix for details.

Merchant: This band of travelers is either heads to or from an urban community. Watchful for bandits or monsters, they are defensive and suspicious. If these NPCs head towards a city, they have one wagon full of finished commodities, such as rope, trail rations, lanterns (your choice). If they travel away from an urban center, they carry gold (100 gp). See the NPC Appendix for details.

Bandits: The goblins near Durbenford are especially nasty and organized. Trained by an expatriate noble turned thief, these villains are the bane of the smaller communities. The bandits prey upon merchant caravans; only in the direst of circumstances do they attack farmsteads. See the NPC Appendix for details.

Herd Animal: This encounter can consist of any normal herd animal, such as sheep, horses, cattle or whatever else you may desire. The herd does not attack PCs and likely ignores them.

Shadow mastiffs: Attacking only at night, these foul creatures prey upon wounded travelers. No one knows from where they hail, but the sounds of their baying fills most common folk with fear and dread. See the MM for details.

Dire wolves: This pack prowls the night, scavenging for food. They avoid the shadow mastiffs, as they have learned to respect their power. The only attack if they perceive the party is weakened. See the MM for details.

Gnolls: A small band of gnolls prowls the verdant lands, moving about to avoid attack by a patrol, ambush by the bandits, or vengeful slaughter by hired adventurers. They eagerly attack small parties, but retreat if half of their numbers are slain. See the MM for details.

Vampire spawn: These undead horrors broke free from the perimeter guard of mire rangers, and walk the land in search of fresh blood. Every week of game time after the heroes begin adventuring in this area, their numbers increase by 1d2. Once the pack has been defeated, treat further instances of this encounter as No Encounter. See the MM for details.

Trolls: These trolls hunt for food. Being brutish and warlike, they fight to the death. See the MM for details.

Rynas' Tears

Waterfalls generated by the snowmelt from the mountain heights form this magnificent lake, stretching over twenty miles across and at least 8 miles wide. Smooth stones make up the bed of the lake. Home to several species of fish, otters and waterfowl, it provides a good source of food and raw materials for the people of Durbenford. The water is for the most part clean, as the three watercourses drain off waste and other hazardous contaminants downstream. Reeds and algae clot the wharfs near the town, but the water is cleaner away from shore.

The master of the lake is Old Gar, an ancient dragon turtle, who spends more time hibernating in his lair than much of anything else. The dragon turtle lives in a cave at the base of the mountains at about the center of the chain, a spot where the water is deepest. Old Gar's cavern leads to a system of caverns where the water from the peaks runs through old lava tubes to pour forth from various tunnels to feed the lake itself. The Grey Rook Guild uses these caves as a secret meeting place; details are included in the Chapter entitled **Under the City and to the Falls**. The dragon turtle, good natured and intelligent, if just a bit senile, is not hostile towards the Grey Rook Guild agents. They claim they are explorers and are interested in the caves above, as many interesting geological formations exist there. In exchange for Old Gar's tolerance and permission to enter and leave the caves at their whim, the thieves do not attempt to pilfer from his treasure.

Wandering Monsters

There are no wandering monsters on the lake, though the shores are just as likely to have encounters as anywhere else. Refer to the appropriate location for details on such threats as needed.

Wyld Wood (Avg. EL 7–8)

The Wyld Wood is a verdant stretch of mixed woods. The northern portion of the forest is predominately coniferous, consisting of pine and spruce mostly. As the forest grows further to the south, other deciduous trees grow in dominance. Here oaks, maples, beech and more all grow in profusion.

In the northern bands, there is precious little undergrowth, most of it having been smothered by soft brown needles. Again, the further south, the greater the density of the foliage, until at the very extent of the southern borders, the forest is virtually impassable.

For the most part, the Wyld Wood is flat with only the occasional rise. Bright green ponds, their standing water clogged with algae, dot the forest

throughout, and many of the southern trees have lichens and moss covering much of the ground. Mist persists throughout the woodlands, curling up in tendrils at all but the hottest hours of the day, and always throughout the night. Weirdly, on the western edge of the forest is a thick growth of kudzu, choking the life out of many of the trees. This is the same growth plaguing Durbenford. Stranger still, the insidious vines halt about a quarter of a mile into the woods.

Travel through the woods is at half speed as normal, but if the heroes breach the woods at the south, speed drops to one quarter of normal. Fighting in the woods grants one-quarter concealment to all combatants unless they are engaged in melee, in which case there is no concealment.

Specific Wandering Monster Results

Achaierai: These foul birds migrated from the Lower Planes to the Material Plane at the behest of some weird and powerful magic. They prowl the woodlands for food, bent on spreading mayhem. They do not attack the druid, his minions or the fey the druid's forces hunt. See the MM for details.

Greater Barghest: Drawn by the darkness of Groombu's evil, these creatures have grown powerful by feeding upon many of the creatures of the forest. Avid haters of the achaierai, they hunt these intelligent birds for pleasure. When encountered, the barghests attack, fighting until the PCs destroy half their number. See the MM for details.

Goblins: These goblins scour the woodlands in search of plunder. See the MM for details.

Wolf-In-Sheep's-Clothing: Heroes encounter this bizarre monster just once. In the depths of the forest, it awaits foolish predators to close on its bait (a small squirrel). When its potential victim comes within 10-feet, it strikes. See Monster Appendix for the statistic block. Also, see the Tome of Horrors for more details.

Wyld Wood Wandering Monsters

Roll 1d20 every two hours during the day and every hour at night. Feel free to expand the possible wandering monsters as you see fit, depending on the relative strength of the heroes.

- | | |
|--------|----------------------------|
| 1. | 1d4+1 Achaierai |
| 2. | 1d4 Greater Barghest |
| 3. | 2d6 Goblins |
| 4. | 1 Wolf-in-Sheep's-Clothing |
| 5. | 1d4+5 Hobgoblins |
| 6. | 1d6+3 Nilbogs |
| 7. | 1d3 Chuuls |
| 8. | 1d6+5 Worgs |
| 9. | Trinell and Allies |
| 10-20. | No Encounter. |



Hobgoblins: These brutes hunt for fey creatures. They do not engage a party of well-armed adventurers unless they are sure to win. Captured hobgoblins are free with information, claiming they work for Groembu who commanded them to capture as many fey creatures as possible. These creatures are equipped with nets in addition to their regular equipment. See the MM for details.

Nilbogs: These creatures have the same task as the hobgoblins above. They do not give information easily. They also are armed with nets in addition to their regular equipment. See the Monster Appendix for the statistic block. Also, see the Tome of Horrors for more details.

Chuuls: This brutish pack of monsters scours the forests for fresh meat. When encountered, they have just finished making a meal of some worgs who had the unfortunate bad luck to be their next meal. The chuuls fight to the death. See the MM for details.

Worgs: These creatures prowl the woods in search of flesh. Nearly always hungry, they attack just about anything they encounter. See the MM for details.

Trinell: This half-celestial nymph opposes Groembu and his depredations on her people. Accompanying her are 4 pixies who are protective of the maiden of the wood. When encountered, there is a 50% chance they are fighting some other random monster prowling in the woods. If the PCs come to their aid, or if not in combat, they show they too are fighting Groembu. The sylvan folk tell them Groembu sends out his minions to capture fey to bring back to his lair. The ensuing screams lead them to believe Groembu does something horrible. She and her companions offer to escort the heroes to Druid,

but once they reach the place, the forest folk slip back into the woods to wage their ongoing war with the nilbog and other creatures having fallen under the evil druid's sway. PCs befriending the forest folk receive XP as if they had defeated them in combat. Eventually, Groembu's servants defeat Trinell and their allies, and the echoes of the pixies come to haunt the depths of the underground complex. See the Monster Appendix for details on Trinell, and the MM for details on the pixies.

Fetid Plain (EL 10–11)

In contrast to the austere beauty of Rynas's Tears, with its reflection of the Kal'Iugus Mountains on its surface, the fetid plain is a suppurating fen on the lake's southern shore. Dyer's Stream and the Wyld Wood hedge in this forbidding place, preventing it from spreading much farther than it already does. The Fetid Plain has spongy ground with the occasional bog covered with a thick layer of sediment, leaves and rot. Breaking through the skin of these layers unleashes foul brown marsh gas that smells bad, but is otherwise harmless. Twisted trees of questionable species shelter this place, entrapping the moisture and causing a chill and damp air, perfect for the numerous monsters that battle over the rare scrap of meat, the lost hunter or the foolhardy youth who entered on a dare.

Aside from the natural boundaries containing the swamp, a small band of rangers patrols its borders. Charged with containing the fiends and undead corrupting this bleak place, these men and

Fetid Plain Wandering Monsters

Roll 1d20 every hour regardless of day or night to determine if a wandering encounter occurs. On a result of 1 or 2, roll again for a second encounter. Two groups of monsters are engaged in melee and the unfortunate party has stumbled across them. Reroll until a second monster results.

Day

- | | |
|------|----------------------------------|
| 1-2. | Roll again for second encounter. |
| 3. | 1d4+1 Chuul |
| 4. | 1d6+5 Shocker Lizard |
| 5. | Mire Ranger |
| 6. | 1d6+6 Ghouls |
| 7. | Echoing Mad Laughter |
| 8. | Ghastly Shriek |
| 9. | 1d3+1 Trolls |

Night

- | | |
|------|----------------------------------|
| 1-2. | Roll again for second encounter. |
| 3. | 1d3 Annis Hags |
| 4. | 1 Spider Eater |
| 5. | 1d6+5 Shocker Lizard |
| 6. | 1d3+1 Will-O'-Wisps |
| 7. | Mire Ranger |
| 8. | 1d6+6 Ghosts |
| 9. | 1 Devourer |
| 10. | Corrigaz |
| 11. | Echoing Mad Laughter |
| 12. | Ghastly Shriek |
| 13. | 1d3+1 Trolls |
| 14. | Corrigaz and 1d3+1 Trolls |

As in the case of all wandering monster encounters, you should roll for treasure as appropriate.

woman, known as the Mire rangers, serve their own agenda and almost never assist the local farmers or townsfolk who face everyday dangers. Despite entreaties made by the towns' leaders, the Mire rangers refuse to treat with the communities for reasons of their own. Hence, they have not moved to assist them in the recent developments in the Wyld Wood with Groembu the Druid.

The reason for their reticence stems from a larger threat to the land. A dangerous power bubbles up from the center of the swamp. An ancient vampire and his undead troll minions prowl the swamps, searching for unlife sustaining blood. A powerful druid in his own right, a malicious undead monster ruined his life and claimed his soul 400 years ago. His allies, a circle of druids, hunted down and destroyed the vampire that killed their leader, but they were themselves slain to a man in the battle. Corrigaz, their leader and former archdruid, rose from death as undead, and now knows no end to his torment, existing as a perversion of nature rather than the

champion he once was. As powerful as he is, with his host of trolls, he does not move much farther than the boundaries of the swamp due in part to the river and the presence of Groembu in the Wyld Wood—the only other druid in the vicinity. The rangers, descendants of the original druids, buttress the natural boundaries containing Corrigaz and his minions. These brave souls know the truth of what lurks in the swamp, but none other knows the proximity of the impending threat.

Three rangers make up the mire rangers. Many feel they are too few, but these individuals are mighty indeed, and more than able to halt the threat from the swamp. However, their numbers are far too thin to stop others from entering it. See the **NPC Appendix** for details on the Mire rangers.

Specific Wandering Monster Results

Chuuls: See the Wyld Wood Wandering Monsters, above.

Shocker Lizard: Shocker lizards roam throughout the Fetid Plain. Hunted by the chuul and starving hags, these small creatures have the ability to survive where the typical fauna fails in the face of such a threat. PCs never encounter solitary shocker lizards. These creatures are smart enough to recognize strength in numbers. When encountering the PCs, the lizards swarm the PCs using their lethal shock abilities as often as possible. If a character discharges electricity anywhere in the Fetid Plain, there is a 20% chance the blast draws 1d3+9 more shocker lizards. See the MM for details.

Mire Ranger: Mire rangers may seek PCs if they hear or track the sounds of their passage. If so, they appraise the characters, absorbing such details as mannerisms, stance, weaponry and moral predilections. If the PCs intend no harm, the mire ranger approaches, with weapons sheathed or concealed. He explains the Fetid Plain is no place for idle treks, and urges the party to depart from the swamp. Mire rangers are easily offended and so if the party is rude, uncouth or in any way disrespectful, the warden leaves them to their fates.

Wardens are closemouthed about what dwells in the Fetid Plain and why they patrol its borders and their invested interest in the swamp. PCs pressing too much offends the ranger and warrants results as above. However, if the party persists in pressing forward into the fetid plain, and they get into significant trouble, there is a 50% chance a mire ranger hears the sounds of conflict and arrives in 1d4 minutes to assist. See the **NPC Appendix** for details.

Ghosts and Ghouls: Scavengers no better than the carrion crows perching in the trees, screaming raucous cries, and cackling at those passing nearby, these ghouls hunt for flesh, raw and living. The

ghouls hunt by day and the ghosts hunt by night. See the MM for details.

Echoing Mad Laughter: Sounding from the heart of the swamp is a disturbing burst of barking laughter. The source of the noise is indeterminate, but it panics the horses, requiring a Handle Animal check (DC 20 or 15 if it is war trained) or the mount flees in a random direction.

Ghastly Shriek: Like the laughter above, this shriek is one filled with sorrow and pain, lasting about 15 seconds. Immediately afterward, the sound dies, and marsh birds take to wing from nearby trees.

Trolls: After Corrigaz's fall, he assumed control over the local troll population, by slaughtering their leader and elevating himself above them as their lord and master. These trolls scour the swamp in search for blood for their master, and flesh for themselves, in a place where little of it remains. As they are half starved they are vicious and unrelenting in melee, attacking with no regard for themselves or their allies. See the MM for details.

Annis Hags: The repulsive humanoids form a covey in the heart of the Fetid Plain, lairing in a muddy hut decorated with the bones of murdered children. When encountered, there is a 35% chance all three are foraging for errant young, hopelessly lost. See the MM for details.

Spider Eater: This out of place monster is trapped in a giant web of some enormous spider, now long dead. Characters who free the spider eater and succeed a Handle Animal check (DC 24) may befriend the creature. See the MM for details. Characters who make the spider eater an ally receive XP as if they had defeated it in combat. The heroes may only encounter this creature once.

Will-o'-wisp: These malicious creatures work together to lead PCs to dangerous locations such as to the Hags, a service these creatures have performed many times when luring children to their dooms. Alternatively, they may lead the PCs to Corrigaz, for especially powerful characters. For parties not nibbling at the bait, the will-o'-wisps use their voices to call them deeper into the swamp. See the MM for details.

Devourer: This lone creature wanders through the swamp in search of souls to consume. Having met one of the mire rangers a time or two in the past, this undead horror has learned to steer clear from fighting such opponents. It has devoured a peasant girl from Baldenton who ran away from home. This encounter occurs just once. See the MM for details.

Corrigaz: The party may encounter Corrigaz alone or with his animal companion Crunch, or 1d3+1 trolls. Without Crunch or his troll minions, chances are they may be able to defeat the undying druid. Otherwise, they are in for a serious fight. Corrigaz, in a mockery of his former duties,

walks the swamp as he once did in life. Occasionally, he stands on the back of Crunch and uses the giant alligator almost like a raft. Instead of inspecting the plants and animals dwelling therein, he hunts them to slake his unholy thirst. The vampiric druid has at least 13 lairs to which he returns on the rising of the sun, or if defeated in combat. Feel free to select locations for these "coffins" at your discretion. See the NPC Appendix for details.

Kal'Iugus Mountains (Avg. EL 10)

Towering over the Rynas' Tears and the Wyld Wood is an impressive chain of mountains, its peaks lost behind mist and clouds. Snow blankets the peaks year round. Barren of any foliage beyond a few scraggly trees and brush, not much lives in this inhospitable territory. Small birds, the occasional mountain lion and other appropriate fauna survive despite all odds.

The mountains block much of the cold northern winds from affecting the people below. On the northern face of the slope, the side away from Durbendord is the remains of an ancient glacier. There remorhaz, white dragons and frost worms dwell, and fighting against them are small clans of barbarians, violent and warlike. The lands north of Kal'Iugus are beyond the scope of this adventure, but feel free to reward curious players with violence and death.

South of the mountains is verdant farmland and the setting of this mini-campaign. This area functions as the northern extent of the Northern Kingdom. This side of the mountains is home to large numbers of hostile creatures. Aside from the Wandering Monsters, the Whimpering Depths and Caer Durben (which is described in later chapters), there are four major encounter areas which PCs may explore. It is important to note that PCs exploring the heights of the mountains for 6-hours or more may suffer the effects of being at high altitudes. See **Other Dangers** in the DMG for further details on High Altitude sickness. If the heroes probe Caer Durben before time, roll for wandering monsters for every hour they tarry there. If they search the complex, they are in for a very nasty fight for the succubus, Mal'Tagrithe lairs here, weaving her intricate plots and pulling the strings of countless puppets. The heroes are sure to die if they venture into this area too early.

Environment

Traveling through the mountains is difficult at best and considered as trackless terrain, reducing overland movement to 1/4 speed. You should require an occasional Climb check (DC varies) to reflect the uncertainty of the footing and the natu-

Kal'Iugus Wandering Monsters

Roll 1d20 every three hours the heroes spend in the mountains on the appropriate table below for either day or night.

Day

1. 1d2 Dire Bears
2. Mountain Dwarf Hunters
3. 1d2 Giant Eagles
4. 1d4+1 Hill Giants
5. 1d2+1 Stone Giants
6. 1d6+5 Troglodytes,
1d2 Giant Lizards and
Flanax the foul
7. 1 Frost Worm
8. 1 White Dragon
9. 1 Frost Giant
10. 1 Remorhaz
11. 1d4+1 Winter Wolves
12. Evil Adventuring Party

Night

1. 1d2 Ettins and equal number of Brown Bears
2. 1d2 Dire Bears
3. Mountain Dwarf Hunters
4. 1d4+1 Hill Giants
5. 1d2+1 Stone Giants
6. 1d10+10 Grimlocks, 1 Grimlock Leader,
1 Ogre Mage
7. 1d6+5 Troglodytes, 1d2 Giant Lizards and
Flanax the foul
8. 1 Werewolf
9. 1 Frost Worm
10. 1 White Dragon
11. 1d2 Frost Giants
12. 1d4+1 Winter Wolves
13. Evil Adventuring Party

Encounters should have randomized treasure where appropriate.

ral obstructions interfering with exploration here. Each day the PCs spend in the Kal'Iugus Mountains calls for an Environment check. There is a cumulative 5% chance each day for something to go awry in the environment. If the roll results in an environmental event, roll on the following table. Once the environmental occurrence has transpired, the cumulative chance for the hazard resets to 5%, increasing by 5% each day thereafter until the next occurrence. Of course, check for random weather once per day in addition to the possibility of environmental hazards (*DMG, Weather*).

Environmental Hazards: roll 1d12.

- | | |
|-------|--------------------------------------|
| 1-9 | Cloudburst |
| 10-11 | Wind |
| 12 | Landslide or Avalanche (occurs once) |

Cloudburst: Sleet or snow (depending upon altitude) falls on the mountainside, imposing a -4 visibility penalty to all ranged attacks. See *DMG* for details on **Weather Hazards**.

Wind: Cold winds gust down from the mountaintop. These winds are of variable intensity. Roll 1d10: 1-4 (light wind), 5-7 (moderate wind), 8-9 (strong wind), 10 (wind storm). Consult the *DMG* for further details on **Wind Effects**.

Landslide/Avalanche: Potentially fatal for PCs, a slide of snow and rock can wipe out the party and any combatants they face. In high altitudes, and in loud or destructive combats, roll 1d12+3. On a result of 12 or better, the conflict causes a slide. Otherwise, an avalanche occurs just once. As above, refer to the *DMG* for details on **Avalanches and Landslides**.

Dire Bears: These aggressive bears attack the party in the hopes of a food source. They fight until they have 50% hit points before retreating. Combat with the creatures is avoidable if the PCs offer food and succeed at a Wild Empathy check to improve their normally Hostile attitude to Friendly. Characters without Wild Empathy but with the Animal Affinity feat may make a Charisma check to affect the attitude of the dire bears. If the heroes engage in conversation, these bears are aware of the evil adventuring party. The Band of the Bloody Moon has killed two of the bears' cubs, hence their aggression. If the heroes aid them in defeating or driving off the evil adventurers, the bears accompany the heroes for as long as they explore the mountains. See the MM for details.

Mountain Dwarf Hunters: Patrolling the mountain slopes are dwarven hunters, who search of a band of evil adventures (*ibid*) who raided their stronghold. These dwarves are suspicious of the party, as they are not certain what the interlopers looked like. They do know there was a dark elf among them. If the PCs assist the dwarves in their search, award them XP as if they had defeated the hunters. The PCs encounter these dwarves just once. See the **NPC Appendix** for details.

Giant Eagles: These eagles roost on one of the mountains peaks and they circle over the area in search of food for their young. Old, powerful and more than anything, regal, these magical beasts could prove to be valuable allies. They do not attack or approach the PCs unless attacked. They respond to hails 20% of the time. PCs see the eagles flying overhead. If the PCs destroy them, consider all future rolls resulting in Giant Eagle as No Encounter. See MM for details.

Hill Giants: These giants dwell in the mountains along with many others of their kind. Hungry, they view the PCs as a viable food source. Stupid and monstrous, they fight to the death. See the MM for details.

Stone Giants: As in the case of the hill giants, stone giants make their home in the Kal'Iugus mountain range. These giants recognize the PCs as a food source and treat them such. They fight to the death. See the MM for details.

Troglodytes: Striking out from the Underdark is a small strike force of troglodyte raiders. Twenty strong, and at least half mounted on giant lizards, they plot to raid Dyer's Hamlet, as it is small and thinly defended. A nasty troglodyte, Flranax the Foul, leads this band to fulfill some promise to a dark and nearly forgotten god. An encounter with these creatures suggests the PCs have discovered their staging ground. The troglodytes, unwilling to give up their plans for attacking the human settlement, fight to the death. The troglodytes pursue fleeing PCs until they reach the foot of the mountain. See the MM for details on troglodytes and giant lizards, and the **NPC Appendix** for Flranax.

Frost Worm: This dangerous creature inhabits the snowy heights near the peaks of the mountains. If the PCs are below the snow, on the slopes, this result is no encounter. If engaged, it fights to the death. See the MM for details.

White Dragon: This roaming dragon ventures farther and farther from its lair, seeking a suitable mate. In its search, however, upon seeing a potential meal, it does not hesitate to stop for a snack. The dragon's lair lies beyond the scope of this adventure. Enterprising adventurers may wish to seek out the riches that must undoubtedly lie within its lair. For characters so distracted from the severity of the Durbenford's plight, reward them with the brutality of an arctic clime, along with a frequent frost worm and barbarian attacks... perhaps together. See the **Monster Appendix** for details.

Frost Giants: Explorers from beyond Kal'Iugus, these giants are contemplating an invasion of the soft lands south of mountains. They would subject all of the inhabitants to a reign of cruel slavery. As forerunners for a possible invasion, these giants cannot allow word of their presence to reach the leaders of the Northern Kingdom. These giants fight to the death. See the MM for details.

Remorhaz: This frightening creature hunts frost worms and has been on one's trail for weeks. The remorhaz believes its quarry lurks somewhere in the higher elevations, so ignore this result if the PCs are at lower elevations. See the MM for details.

Winter Wolf Pack: These wicked creatures hunt in these mountains for living flesh. Brutal in their perseverance, they are relentless, fighting until they have sated their hunger. See the MM for details.

Evil Adventuring Party (special): These villains, calling themselves the Band of the Bloody Moon, have no care for whom or what they hurt. They trudge through these barren mountains in search of treasure and conquest. This party should be a foil to the PCs efforts. If the party defeats them, they rid the area of a menace, and the destruction of these villains allows Lord Durben to avoid assassination at their hands (see **Return to Durbenford**). Should the heroes succeed in defeating the Evil Adventuring Party, all future random results of evil adventuring party should result in no encounter. See the **NPC Appendix** for details.

Ettins and Brown Bears: These ettins, argumentative and destructive as normal for their species, roam these mountains in search of food. If encountered, they fight to the death. A pair of loyal brown bears accompanies these monsters. The PCs encounter these ettins just once. See the MM for details.

Grimlocks: Using the mountains as its base of operations, an ogre mage has amassed a small army of grimlocks to slaughter traveling merchants, Baldenton, Dyer's Hamlet and ultimately destroy Durbenford. Not sizeable enough now to be a significant threat, in time the ogre mage may gather an army capable of fulfilling his diabolical wishes. If the party defeats the cult, treat future rolls as no encounter. See the MM for details on grimlocks and the ogre mage, and the **NPC Appendix** for the grimlock leader.

Werewolf: Once a dedicated defender of the innocent, this once human fighter has succumbed to the foul disease of lycanthropy. Now, years after the attack, he revels in his bestial nature and preys upon the sheep herds grazing in the mountains. If hungry enough, and shepherds and their flocks are scarce, he descends into Durbenford under the guise of his human form and devours a maiden under the light of a full moon. Once vanquished, consider all future werewolf results in the Mountains as no encounter. Use the statistics block for the werewolf lord in the MM.

Environs of Durbenford

Overlooking the great lake of Rynas' Tears, the majestic Kal'Iugus Mountains, and in sight of the verdant stretch of the Wyld Wood, lies Durbenford, a large frontier town that stands as a center of civilization in a vast sea of wilderness. Nestled between the Gareth's Run and Dyer's Stream and situated along Lord Haberdon's Highway, Durbenford is an up and coming hub for trade and business. It thrives on its bustling logging industry of which the Wyld Wood supplies. In addition to the commodity trade of such items as raw lumber, finished products such as furniture, doors, house frames and even a couple of booming wagon manufactories, Durbenford has come to be known as the heart of the tree business.

DMs Notes

While the adventure does not have to start here, Durbenford is likely the best location, as it is central to the unraveling of the mystery threading throughout the unfolding story. It is here where Prince Geoffrey's solicitor engages the PCs and hires them to retrieve the *Nanoc* from the Whimpering Depths. It is here where the PCs are to bring the relic back to Geoffrey. Furthermore, as Durbenford is the largest city in the region, it is a prime location to meet important NPCs such as Mother Tara of the Shattered Sword, a 9th-level cleric, has access to *raise dead* and may have more potent magic required to repair and restore damaged or fallen characters in the course of their exploits. Master Gren specializes in manufacturing magic items. Provided the heroes befriend him, he could become a reliable source of equipment in the way of weapons, armor, and wondrous items. He purchases other trinkets to collect and to sell. Aside from these obvious allies, Durbenford teems with excitement and adventure as plots move within deeper plots, all tied to even more insidious developments. By using Durbenford to its fullest potential, you can buttress weakened PCs, or provide necessary XP before moving on to tackle the Groembu and the Logger Camp.

Interaction with the NPCs of Durbenford is critical to uncovering vital information. PCs should spend a few nights in taverns, listening to rumors and tales of the area, interact with important characters, and watch for the subtle clues as they unfold around them. Combat, at least to start with, should occur rarely. Durbenford is a peaceful place for the most part, and the PCs are powerful enough to be free from the thugs and ruffians prowling the streets at night. If the PCs discover the information from the NPCs below, award them XP as if they had defeated those characters in combat. However, feel free to have a few encounters if the party sticks its nose in the

wrong place, maybe a run in with the evil adventuring party who just might come into town for supplies...

Durbenford (Large Town): Non-standard; AL LN; 3,000 gp limit (on average); Assets 75,000 gp; Population 5073 adults and about 2000 children; Mixed (77% human, 9% halfling, 5% elf, 3% dwarf, 2% gnome, 1% half-elf, 1% half-orc, 2% other).

Authority Figure: Lord Durben, male human Ari 7; The Fat Man, male half-orc Rog 11; the Guildmistress, female human Rog 14.

Important Characters: Captain of the Guard Harold Trindel, male human War 11; Lady Alliar, female human Ari 2, Enc 2; Yieria Moonblade, female elf Brd 6; Mother Tara of the Shattered Sword, female human Clr 9; Jonathon Onmykon, male human Com 7; Bevin Nightwind, male half-elf Drd 6; Orin Glamdren, male gnome Exp 13 (alchemist); Shubryn the Loud, male human Exp 7 (bawd); Pink Nelly, female human Exp 7 (harlot); Thasik and Rug, male halflings Rog 5; Juptal, male gold dragon; Master Gren, human Wiz 7; Karl Geroldich, male human Clr 9; the Necromancer, female elf Nec 10.

Others: Town Guards sergeants War 6 [x2], corporals War 3 [x4], watch War 1 [x50]; Adp 4 [x1], Adp 2 [x2], Adp 1 [x24], Ari 4 [x1], Ari 2 [x4], Ari 1 [x24], Bbn 4 [x1], Bbn 2 [x2], Bbn 1 [x4], Brd 3 [x2], Brd 1 [x4], Clr 5 [x2], Clr 3 [x4], Clr 1 [x8], Com 4 [x2], Com 2 [x4], Com 1 [x4428], Drd 3 [x2], Drd 1 [x4], Exp 4 [x4], Exp 2 [x8], Exp 1 [x147], Ftr 2 [x2], Ftr 1 [x4], Mnk 7 [x1], Mnk 3 [x2], Mnk 1 [x4], Pal 5 [x1], Pal 3 [x2], Pal 1 [x4], Rgr 6 [x1], Rgr 3 [x2], Rgr 1 [x1], Rog 3 [x4], Rog 1 [x8], Sor 3 [x2], Sor 1 [x4], Wiz 3 [x2], Wiz 1 [x4], War [x193] (these numbers do not include the members of the Grey Rook Guild).

Layout and Standard Features

Surrounding the land portions of Durbenford are 10-foot high, 3-foot thick walls of stone, reinforced with splays at every 30 feet. Atop the wall is a battlement with a five-foot wide catwalk from which soldiers may defend the town. The battlements provide one-half cover to those fighting behind them. It is uncommon for guards to patrol the walls, for Lord Durben has little to fear in the conquered wilderness.

Hewn Stone Walls: 3 ft. thick; Hardness 8; hp 540; Break (DC 50); Climb (DC 22).

Durbenford is a place of double standards. The richer the neighborhoods the more frequent are the patrols. The Poor Quarter is a place of crime, where every citizen fears for his or her life. Each patrol follows a similar

pattern, walking in a spiral, moving deeper within their respective Quarter, until they reach the center and then work their way back to where they started. Captain Trindel, Durbenford's watch commander, randomizes starting points each day to avoid building a pattern. The only exception to this rule is in the Poor Quarter, where it is too dangerous for the watch to walk. A meager defense cordons off this section of the city throughout the night, but no guards actually enter.

One element transcends class distinctions in Durbenford, and it is the presence of a strange and insidious vine growing rampantly throughout the city. Regardless of station, the intrusion of this plant spreads rapidly, and it is everything people can do to slow its progress. In the Noble's Quarter, very little of the vine is seen, for these citizens spend a good deal of money attempting to cleanse their streets of this infestation. The Poor Quarter, on the other hand, is a sea of green, the problem long out of control without the funds to halt its spread.

Structures throughout the city vary in quality depending on where they are situated. In the Noble's Quarter, houses are large and impressive architectural structures composed mostly of stone. Most buildings feature turrets and short towers, and all are hedged in by walls of stone, 10-feet high. Many of the wealthier employ several guards (statistics identical to the Watch).

In the Residential Quarter, houses are smaller and more modest, comprised of both stone and wood. Usually these buildings have wood shingle roofs, and chimney bristle throughout the skyline. The same is true of the Guild Quarter, where those few homes are similar to those in the Residential Quarter. The difference, however, is that there are many more warehouses and shops than homes.

The Poor Quarter, beneath the profusion of growth, has buildings that are wattle and daub and in poor repair. Given that much of the construction materials here originate from dung and hair, the entirety of the place reeks. Accompanied by the Tanneries and Dyers, this whole section of town is a vile place of despair.

Interior walls, 5-feet high, divide the town's four districts. Along the exterior walls are towers that hold the various members of the watch, when on duty. Atop of each tower is an old and unused ballista, of which only 20% of them are functioning.

As is the case with much of the other conditions in Durbenford, the road system is no different. In the Noble's Quarter, the streets are cobbled and wide with rows of trees planted in the medians. In the Residential Quarter, the streets are also cobbled, but much narrower. The Guild Quarter features wider streets, but dingier, while the Poor Quarter feature mostly muddy streets and open sewers. The major roads travel in a cross-shaped pattern through the city. Three of the major roads lead to one of the three gates (West, South and East) and two smaller roads lead to smaller gates (Merchants Way to

the southwest and Beggars' Gate to the southeast. The last of the major roadways leads to the shore of Rynas' Tears, where rows of shops line the steep drop off to the wharves far below.

Durbenford rests on a bed of granite and hence it is stable despite its proximity to Rynas' Tears. In fact, the elevation increases as one draws closer to the lake, so much so that at the shore there is a sizeable drop to the waters below the town. There, numerous switchback stairs descend to the fisherman's wharves, where a diverse collection of folk and boats of many sizes and shapes moor at the piers, overtop the sewers that spill rainwater and waste into the lake. Small shops, fishmongers for the most part, proclaim fresh catches from the deep and mysterious lake. One might also find an occasional polished stone dealer as the lake is home to the rare Trebolsk rock, a dun stone revealing whorls, and snowflake patterns when wet. When polished, the stones are worth a modest sum, between 1 and 5 gp.

Beneath the city is an extensive sewer system. One of the Durbenford's founders was a fastidious man and hence used the same architect as designed the ones in other cities to build the extensive drainage system below. Unfortunately, few of the noble's successors have shared the same outlook. Now the sewers, while still architecturally impressive, are home to numerous and frightening creatures.

Town's Defense

Marcus Durben understands that his city has not seen a major attack in generations, and so he does not devote much time or energy to seeing to his flagging defenses. He maintains no standing army; he feels his watch and the personal guards employed by the nobles are more than enough to guard his community. If something does arise, King Ulrich is not so far away that he could send a few soldiers his way. In a crunch, he can round up an additional 250 soldiers from the town populace in a matter of hours.

Area Locations

The following section details all of the important locations and NPCs in Durbenford. In every case, the NPCs receive a full stat block in the **NPC Appendix**. Adventures involving these locations follow in the next chapter. Refer to **Map B** for details on Durbenford.

Buying and Selling

The most obvious place to buy and sell in Durbenford is in the Marketplace, where the party may purchase supplies costing no more than 1000 gp. However, not everything the heroes may wish to gain falls under this price. For expensive items exceeding the base price, the PCs must make inquiries throughout the city to see if the item they desire is



even available. A Gather Information check (DC 15) allows the character to discover if the item they seek is present. There is a 20% chance for any item worth 1000gp to 2000gp to be present in the city. There is only a 10% chance for items exceeding 2000gp to be available for purchase. Evil equipment, such as unholy weapons and the like, have only a 5% chance to be present in Durbenford.

Some exceptions do apply. In the Nobles' Quarter, PCs can purchase any equipment valued at 1500 gp or less but at 50% higher than list price. In the Poor Quarter, the gp limit is markedly less, 250 gp.

Br: Watchtowers

Both the watchtowers and the gatehouses have the same features. Each stands 30-feet tall and with open-air platforms covered by a slate roof. These structures, from their tops, have an unimpeded view of the city and the environs in any direction. The interiors of these towers are accessible through a single reinforced door on the interior of the city.

Locked Strong Wooden Doors: 2 in. thick; Hardness 5; hp 20; Break (DC 28); Open Lock (DC 20).

On each of the three floors are two arrow slits facing away from the city. Towers not on the gates are equipped with one ballista. Two guards man each tower at any point during the day or night. After 8 o'clock at night, the guards lower an iron portcullis, and will not reopen it for any reason until dawn.

Iron Portcullis: 2 in. thick; Hardness 10; hp 60; Lift (DC 25).

Thus, heroes approaching after dark must find some other means to breach the city, such as by climbing the walls (DC 20 or 5 with a rope), or enter from the northern shore.

NPCs: Two guards man each tower at any point during the day or night.

Watchmen Male or Female Human War1: CR —; hp 4 each; see the **NPC Appendix** for details.

Development: When the heroes first enter the city, the guards are friendly and welcoming. However, after the heroes return from the Whimpering Depths, the guards assume an air of suspicion, even if they know the heroes personally. Once word gets out that they have defeated the Druid Groembu, they guards become fiercely loyal to the PCs and many would defend them at risk to their own lives.

B2: Lord Durben's Castle

This impressive building features a curtain wall of the same height and design as those protecting the city. Seven towers stand at various points, overlooking the city, bearing fluttering banners depicting the heraldic symbol of House Durben. Over half of the area defended by the walls forms an outer bailey where Durben practices swordplay, containing his parks where he muses, and the servants quarters of whom he cannot bear to let sleep in his house. The inner bailey contains a luxurious manor house, two stories high with thick walls, arrow slits and **12 personal guards** (War 3, see **NPC Appendix** for details).

Lord Marcus Durben spends most of his time here addressing the commoners, when duty demands, from his towering walls with an upraised hand and generous smile. The truth is, he hates the rabble and suffers their stench because it maintains his wealth through revenue generated by their taxes. Hence, he rarely ventures into the city proper and prefers to rule from behind the safety of his walls, except to slake his occasional thirst for hedonist desires.

Durben employs 15 locals (noncombatants, Com 1) to cook, clean, groom and perform a myriad of other tasks necessary to maintain such a keep. All of his servants wear livery displaying his house symbol, a black cypress tree on a crimson field.

Their clothing and personal hygiene are immaculate; the Lord suffers nothing less. They do not speak to the PCs beyond providing them with refreshment and seeing to their needs. Marcus's wife, **Alliara** dwells here too, plotting the death of her husband for his sick infidelities.

Treasure: Marcus Durben has amassed a considerable fortune skimming off the profits from the timber industry. With the recent setbacks in the Wyld Wood, he has had to dip into his savings to save the enterprise. There is a vault beneath his wine cellar, requiring a Search (DC 30) to find, containing a considerable fortune of about 50,000 gp in various coins and gemstones.

NPCs: Marcus Durben, Lady Alliara, Captain Trindel, Greble (Band of the Bloody Moon in secret).

Development: The atmosphere of Lord Durben's castle changes quite a bit throughout the course of the adventure, and much of the changes are sketched out in the succeeding chapters. Initially, Lord Durben has little use for the heroes and may grant them an audience, but only if they really impress him. Once the heroes return to Durbenford with the *Nanoc*, Durben catches wind of Prince Geoffrey's arrival and grows quite nervous. At this point, Marcus Durben's attitude undergoes a complete change and grows quite interested in the party, believing—correctly—that the heroes have something to do with the Prince's arrival. Finally, after the heroes dispatch the Druid, it is very likely that Marcus Durben will be dead, murdered by the Band of the Bloody Moon. This event is detailed in **Return to Durbenford Part 2**.

B3: The Square

The center of Durbenford's commerce is a wonderful blend of colors, smells, and sounds. Just prior to dawn, the merchants erect their tents, lay out their wares, arm their guards, and brace themselves for another busy day at the marketplace. At the perimeter of the square stand a number of restaurants catering to the wealthy, commonly offering warm drinks such as tea and coffee, desserts and spirits in the winter, or cool fruit drinks, ale and light lunches in the spring and summer. Food and drink are always plentiful in the square. Vendors offer rabbit, dove, squirrel, and the occasional shocker lizard at reasonable prices, promising unique and exotic tastes. Local craftsmen often erect temporary booths to advertise their wares. Such goods range from pewter tankards and cutlery, to the finest steel shortsword ever made by dwarven hands.

More important than either food vendors or local eateries and craftsmen are the merchants

who stop here to sell items. Such wares include relics, ancient suits of armor, herbal simples, and cure-alls. PCs can find just about anything. The Square exceeds Durbenford's normal gp limit; items of up to 5,000 gp are available here.

There are always two patrols of guards (War 1) led by a Corporal (War 3) (for details on both, see the **NPC Appendix**) walking the Square in search of the rowdy, drunken or criminal. Of course, no marketplace worth its name is without urchins and thieves. Young boys and girls flock to travelers and newcomers, begging for coin, promising to be guides or messengers for as long as the PCs stay in town. Like any merchant, they negotiate for a fair price (food, water and lodging plus 1 cp per day). If ignored, they resort to thievery to fill their bellies (Sleight of Hand +5).

In addition to the urchins, the Fat Man's filchers survey the market always on the lookout for an easy mark. Characters out of place may have a hard time while in the market, as they are prime targets for the urchins and the **Fat Man's thieves** (see **NPC Appendix** for details on the Fat Man's thieves). Aside from robbing the occasional yokel, the thieves also watch out for other cutpurses operating "illegally" in the Square. Those stealing without the permission from the Fat Man get into big trouble, having some of his enforcers come

along to invite the thief to a meeting. **Thasik** and **Rug** are agents of the Fat Man's, and they are responsible for overseeing operations in the Marketplace by ensuring no thief deprives a victim of all his wealth. Of course, the two, on occasion, make rounds to relieve a few of their customers of their burdens of wealth. They also scout out potential candidates for the Guild.

If the heroes steal indiscriminately and the Fat Man's watchers spot them, one of the twins reports to the Guildmaster. The Guild sends a polite letter asking the character to join the Guild, leave or lose his or her hands. A character can join the Guild by contacting the Thasik or Rug as described above. Character level determines the price of dues, costing 10 gp per level per month. In exchange for this price, the watch ignores a thief's exploits as long as they commit no serious crimes. The candidate can also meet the Fat Man no more than once a month without monetary penalty, though the Fat Man frowns on more frequent meetings, and requires exorbitant bribes in order to secure such extra audiences.

If thieving characters persist in robbing people without the Guild's consent, the Fat Man deals with them personally. If this should occur, he always arrives with two enforcers. After a word of greeting, they fight to subdue the would-be thief before systematically breaking



every bone in the character's body. At the end of the attack, the Fat Man claims the "hand tax" and removes the culprit's hands just below the thumb. The Fat Man and his two ogre guards are detailed in **Return to Durbenford**.

Durbenford's rumormonger and bawd, **Shubryn the Loud** (see the **NPC Appendix**) spends a good amount of time in the Square. Balding, overweight and red in the face, this boisterous man calls out the news of the day, announces notices of employment opportunities and other events occurring in the town. For 3 gp per hour, Shubryn acts as a guide through the town; he is intimately familiar with all of Durbenford's districts. If his employer desires company found in a brothel, Shubryn knows where the best hide. Shubryn knows many secrets of the town and imparts the information for the right price. Each 10 gp given to the rumormonger reduces the Gather Information DC by one. See below for DCs and their corresponding rumors. The party can learn any of the below information from other sources in the city, but the Gather Information DC is 1d4+2 higher than those DCs listed here.

DC	Rumor
DC 10	Watch out for those two halflings! They work for the Fat Man.
DC 15	They say Prince Geoffrey is coming to town. Lord Durben is in for it now, with the problems in the Wyld Wood.
DC 20	Rumor has it that up in those mountains is a hornet's nest of Giants ready to come pouring over our walls and put our town to the torch. Seems good ole' Durben ticked off somebody else. (Partly true, though Durben has nothing to do with the Giants).
DC 22	There is a hermit fellow named Juptal, who lives near the lake. I would say he has been here as long as the town has, but alas, no one believes me. If you are looking for information, he is the one to talk to, if he lets you in.
DC 25	The reason why the Poor Quarter is so out of control is that old Durben has some perverse hungers. They say he is out of control. Methinks the Fat Man has something to do with the surge in crime and the inability of the watch to do much.
DC 28	Old Castle Durben, you say? Well, you best check with Master Orin. Nobody knows the mountains better than he does.
DC 30	I hear the Fat Man has some competition in town. Some thugs known as the Grey Rook Guild have set up shop here.
DC 35	In Dyer's Hamlet the populace is addicted to a drug known as Higdne. I'm not certain what this drug does, but it sure makes the folk work harder.
DC 40	Lady Alllara plots to kill her husband because he prefers the company of adventurous harlots to his frigid and prim wife.

In addition to the other folks at the Square, there is a 5% during the day and a 10% chance at night for Greble, the goblin assassin from Environs of Durbenford Area A1, to be in the town. He notes the heroes if he succeeds a Spot check (DC 15). Upon a successful check, he tails the party, attempting to learn all he can of their plans, troubles, and identities. As stated in the previous chapter, if Greble learns of the *Nanoc*, he reports the information back to his allies in exile. They then formulate a plan to relieve the heroes of their hard won artifact, either through theft or open conflict. Defeating Greble here or elsewhere could save Lord Durben's life.

NPCs: Shubryn the Loud, Thasik and Rug, 1d4 Fat Man's Thieves, 1d2 Grey Rook Guild pushers, plus a 15% chance of any major NPCs in Durbenford.

Development: The marketplace remains a busy place. People shop regardless of the events occurring in or around the city, and almost nothing deters merchants from making a coin. The atmosphere of the place alters, however, when the heroes return to the city with the *Nanoc*. Helring, the blade within, subtly affects the attitudes of those throughout the town, casting a dark pall over everyone and everything. The colorful tents seem muted; the hawkers' cries are less enthusiastic. Tempers run short, and everyone seems on edge. This altered attitude continues until the attempted assassination of King Ulrich. The marketplace remains abandoned until after the conclusion of the adventure.

Noble's Quarter

The Noble Quarter occupies the northeastern portion of the city and is in fact the smallest section of the town. The streets here are clean and free for the most part of simple crime such as theft, burglary and the heinous crimes like rape and murder. Criminal behavior does exist though, but at a refined level. Nobles spy on one another, they trade the lives of their minions and goods, and they commit all sorts of treacherous acts in order to improve their own standing. Lord Durben encourages this contest of duplicity for it pressures them to keep their attentions on each other, instead of him. Moreover, it forces the nobility to vie for his favor, something he greatly enjoys. At night, the streets here are well lit and well patrolled, spaced every 20-feet apart. The watch walks the streets in eight shifts during the evening and four during the day. The northeast quarter houses the wealthier types, such as aristocrats, merchant princes, and even Lord Durben himself.

Development: The Noble's Quarter remains an inhospitable place for the heroes throughout much of their stay in Durbenford. When Marcus Durben is killed, and

Alliara implicated in his murder, the nobles keep their distance from the PCs, lest the heroes uncover some dark secret about their involvements in the criminal elements. Relatively little development occurs in this section of the town, but feel free to develop it further as you need. See *Adventures in Durbenford* for more details on this part of town.

NPCs: Lord Marcus Durben, Lady Alliara Durben, Captain Trindel (rarely), Mother Tara, Master Gren.

Residential Quarter

This Quarter is the home of the middle class. Most buildings here are residences, whose occupants range from the successful merchant to a few retired adventurers. Here, the streets are not as clean as the noble's district, but passable, having access to the extensive drainage system sprawl lying beneath the city. Lamplighters walk the streets at dusk lighting the charcoal and oil lanterns providing some measure of security, spaced at every 50-feet. Watchmen do make rounds throughout the neighborhoods in four shifts throughout the night, and in two shifts during the day.

Development: While many retired adventures live in this Quarter, only the gnome alchemist, Orin Glamdren, is of significant import. When word leaks out about the threat of hidge, the people of the Residential Quarter become unruly and frightened, afraid of how deep the corruption runs through the ruling body of their community. People here are relatively friendly towards the party, more so when word of their exploits gets out.

Guild Quarter

The Guild Quarter occupies the southwestern section of the city. Here traveling merchants may rent shops and storefronts from which they may sell their wares. Several warehouses and mills serve to cut, finish, and manufacture timber derived from the Wyld Wood. The air here smells of sawdust and industry. Crime is worse than in the other two quarters, for the patrols are less frequent and lighting scarce. Lanterns stand every 70- to 80-feet apart and are the last lit in the city, sometimes not being lit until well after sunset. Thus, thieves and killers prowl the streets in the early hours, making dusk until about 8:00 pm the most dangerous times to take an evening stroll. The merchants and businesses complain, but Lord Durben has yet to act on their demands, for the Fat Man's Gang, a small but influential Thieves' Guild, blackmails Lord Durben; they have proof of his sick and perverse carnal fantasies, which he has acted upon from time to time. Having stumbled across a few prostitutes who have served the Lord, their willing-

ness to speak of his curious interests provides a powerful advantage in dealing with the decadent Lord. The Fat Man's Gang has thus far asked Lord Durben not to increase the three evening patrols and the single day patrol and they promise be silent about the Lord's indiscretions.

Development: When the Fat Man's Guild and the Grey Rook Guild go to war in the chapter, **Under the City and to the Falls**, this Quarter sees the most unrest. Thieves fight each other in the streets, rioting and looting run rampant and the merchants and businessmen flee the city. Captain Trindel regains control of this Quarter after the King arrives.

The Poor Quarter

The final Quarter, and by far the most populated, is the Poor Quarter. Here hovels stand leaning against one another, excrement, both human and animal, fill the dirt streets and trash fills every alley. Shops are dingy and disreputable. Adding to the already palpable malaise is the presence of the undesirable businesses such as tanners, dyers and a host of slaughterhouses. Disease is an unfortunate but constant problem, and priests from the Nobles' Quarter once a year embark on a spiritual journey through the sad place to remove disease and heal the injured at no cost. Every contagion imaginable plagues this place, from filth fever to the blinding sickness, from syphilis to the tuberculosis. Some sections of the Poor Quarter house twitching zombies and other grotesque undead experiments animated by a necromancer preying upon the chattel who occupy this section of the town. Lord Durben looks upon the Poor Quarter with shame, but even he realizes he can do nothing about its squalid conditions. Now that the problems have escalated to such a degree, he has no choice but to contain the Quarter. Guards patrol its boundaries at night, bearing torches and bared steel. No one can enter or leave the Poor Quarter from or to the rest of the city, though any who wish may leave through Beggar's Gate. Once leaving the Beggar's Gate (which is manned by a token force), citizens are prevented from entering any other part of the city from 8 o'clock to dawn.

Development: The Poor Quarter, as discussed above, is a significant problem for Marcus Durben. It is dangerous, unruly and completely out of control. This part of town is home to many of the side adventures detailed in the following chapter. Based on the heroes' actions early in the adventure determines how easily they are able to move about in the city.

B4: Watch Headquarters

This large building houses Durbenford's watch as well as the city's finest criminals. Stocks stand out front facing the marketplace for all to see and

Crime and Punishment in Durbenford

Below is a list of significant crimes and their punishments. For more minor crimes, such as blasphemy, public drunkenness, slander and so on, the result is usually a small fine (50 gp or less), a couple of hours in the stocks, or a couple of days in the stocks. It is very rare for public floggings to occur, but it is not unknown.

Crime	Possible Punishments
Arson	Death, Hard Labor (5-20 years), or Fine (90% of victim's worth)
Assault	Mutilation, Hard Labor (1-20 years), or Fine (25-95% of victim's worth)
Fiend Worship	Death, Exile, or Hard Labor (Life)
Blackmail	Death, Exile, Hard Labor (1 year to life), or Fine (60%-95% of victim's worth)
Bribery city official	Hard Labor (1-20 years)
Burglary	Mutilation, Hard Labor (1-8 years), or Fine (25-90% victim's worth)
Counterfeiting	Mutilation, or Hard Labor (1-20 years)
Defiling church property	Exile, or Hard Labor (1-12 years)
Embezzling	Exile, or Hard Labor (1 year to life)
Endangerment	Exile or Fine (90-95% of victim's worth)
Fraud	Exile, Hard Labor (1 year to life), or Fine (60-95%) victim's worth
Impersonation of city official	Hard Labor (1-5 years), or Fine (varies)
Magical misuse	Exile, or Mutilation
Manslaughter	Exile or Hard Labor (1-20 years)
Mass Murder	Death
Murder	Death, or Hard Labor (life)
Perjury	Hard Labor (1-12 years)
Rioting	Exile, Hard Labor (1-5 years), or Fine (25-95% of victim's worth)
Robbery	Mutilation, Hard Labor (1-5 years), or Fine (25-95% of victim's worth)
Sedition	Death, Exile, Mutilation, or Hard Labor (11 years to life)
Tax Evasion	Fine (25-80% total wealth)
Treason	Death
Vandalism	hard Labor (1-4 years) or Fine (25-95% victim's worth)

punish those interred as the community sees fit. Also present is a gallows where Durbenford dispatches the vilest of criminals, murderers, rapists and the rest. Lord Durben believes public execution is the best of the available deterrents. A list of the crimes and the fines or punishments warranted by their occurrence reads on a placard above the door. Most petty crimes result in placement in the stocks, forcing the perpetrator to sit and endure the mockery of his peers. Such crimes warranting the stocks are brawling, adultery, and minor theft (5 gp or less). More severe crimes such as armed assault, theft (10 gp to 200 gp) and destruction of property result in a stay in the dungeon beneath the Watch Headquarters. There the criminal can expect a meal or two a day, no light, terrible disease and the occasional buggery by an aggressive prison mate. Such sentences can last for a couple of weeks to up to a year or more, depending on the crime. Durbenford does not tolerate severe crimes such as murder, rape or the worship of evil gods and demons. Such behavior always results in extended prison time or death by hanging—see sidebar for details on Crime and Punishment in Durbenford.

Captain Harold Trindel takes his job very seriously, despite the limitations placed upon him by Lord Durben. The barracks, comprised by the second and third stories, houses over 200 guards. He commands the entirety of the watch and recruits guards for the city's defense. Trindel has a day and a night sergeant, each of whom oversee the defense of the city in times of trouble and the day-to-day affairs of maintaining an ordered community. Beneath the sergeants, Trindel has four corporals. These men oversee the watch in each of the four quarters. Aside from maintaining law and order, Trindel mounts the occasional press gang to pick up "volunteers" to join the ranks.

Development: The watch headquarters is a key location for the gaining information about the criminal elements of the city. Unfortunately, many members of the watch are on the payroll of one or both of the criminal outfits strangle holding the town. Thus, gaining this information is quite difficult requiring Gather Information checks (DCs below) and bribes (2 gp per point of DC).

DC	Rumor
10	Durbenford's largest criminal organization is led by the Fat Man. Rumor has it that he's over 500 lbs. (Partly true, the Fat Man is actually quite slender). Lord Durben keeps reducing the watch patrols in the Poor Quarter; it seems things are getting out of hand (True).
15	Word has it that there is a new organization in town, one that threatens the Fat Man and his plans (True). Some say that the Fat Man has ties to Marcus Durben (True, the Fat Man blackmails the noble). The two guilds are actually one guild (False).
20	Rumor has it that the Fat Man has free reign in the Guild Quarter. Are budget has been slashed to patrols in that Quarter with no sign of increasing it (True). Juptal, the sorcerer near the shore, worships demons (False). This new concoction is surfacing in the Poor Quarter. No one is sure what it is called, but it does not seem to have many ill effects. It is popular among the commoners, and it makes people work harder.
25	Lady Alliara was spotted talking to a small and disreputable looking fellow. Not sure what it means, but it does not sound good. (True, Lady Alliara hired Greble, the goblin assassin, to kill her husband).

B5: The Ox and Hammer

The Ox and Hammer, a popular inn and tavern, faces the Square. Three stories tall, with the first floor constructed of stone and the upper levels of wood, a sign proclaims that this is the oldest tavern in Durbenford. The Ox and Hammer is always busy holding at least 50 patrons at any time throughout the day and more in the evenings. The menu changes by the season, but always offers fish due to its proximity to the lake. Meals are expensive, 5 gp, but they are the most excellent fare most have ever had the pleasure to enjoy. They sell ale by the pitcher 4 sp, serving five to six glasses each. There is no bench seating. Instead, the dining hall has fifteen tables, each with enough seating to accommodate six to eight patrons comfortably, though multiple tables may be drawn together to accommodate larger parties.

The Ox and Hammer has three types of rooms for let. The common room in the attic features four hearths, 36 cots, each with their own nightstand, washbasin, and clean sheets. It rents for 5 sp a night. The private room rents for 2 gp a night, and features a double bed with clean sheets, a washbasin, fresh water, a private fireplace, and a wardrobe. There are 4 private rooms available at

any time. Last is the personal suite. The proprietor, **Jonathon Onmykon**, rents these apartments for weeklong stays, providing all the amenities of the private rooms, plus a personal bath and toilet, and breakfast for each day. The personal suite (of which there are two) can accommodate 2 guests and rents for 30 gp per week.

Jonathon Onmykon, male human Com7: CR 6; hp 24; see the **NPC Appendix** for details.

Jonathon bought the Ox and Hammer 10 years ago and has thus far made a tidy sum. He employs 14 barmaids, six scullions, eight cooks and four maids (all Com 1, noncombatants). A true entrepreneur, he wants no trouble in his establishment, or any risk of damage to his patrons, so he employs two monks as bouncers.

Jonathon is a good man, keen to retire before 40 years of age. He is well on his way having earned over 1000 gp, which he stores in his root cellar. He is free with rumors and information, and assists paying customers in just about any capacity that he is able. Jonathon knows about the problems with Udare and Sons, but he is more concerned with the Poor Quarter and the adverse effects it might have on his business.

The Ox and Hammer Bouncers, Male Half-Orc Mnk3: CR 3; hp 16; see the **NPC Appendix** for details.

In addition to the staff of the Ox and Hammer, many notable NPCs spend their time here. **Yieria Moonblade** plays her lute for the crowds. She is quite skilled and Jonathon owes a lot of his coin to her performances. She knows a little bit about the town and if befriended, she could serve as an excellent guide. Furthermore, she is good friends with Master Gren, and introduces the PCs, if she feels she can trust them.

Shubryn (above) spends his evening here when not in the employ of another traveler, always mindful of new rumors he overhears. Likewise, **Captain Trindel** also comes in for a performance or two of Yieria's. He is smitten by her, and if the heroes threaten her, he becomes a lifelong enemy. Feel free to allow PCs to meet any other NPCs you desire here, for this is the most popular tavern in all of Durbenford.

NPCs: Jonathon Onmykon, Yieria Moonblade, Shubryn the Loud, Captain Trindel, Master Gren (5% chance he comes to speak with Yieria).

Development: The Ox and Hammer should serve as the heroes' base of operations. The more time they spend here, the more opportunity the party has to meet NPCs, gain news of the city and the environs and form the vital contacts needed to succeed. It is here that the heroes encounter the Seeker in **Return to Durbenford**, discover that someone kidnapped Prince Geoffrey, where they also find the innkeeper's body, foully murdered.

B6: Church Row

Durbenford is a cosmopolitan city, boasting established religions dedicated to Thyr, Muir, Freya, Arden, and even a few secret cults worshipping dark and foul demon gods. Most legal religions have temples and churches on Church Row, a wide thoroughfare sandwiched between Lord Durben's castle and the shore. Most good and neutrally aligned religions enjoy some presence here, each architecturally in line with their geographical origins. Some temples present a Romanesque façade, replete with soaring columns, majestic friezes, and colorful mosaics. Arden's temple décor features sphinxes, sun imagery, and other Egyptian motifs. Most of the clergy working here are commoners, good citizens who have devoted their lives to their respective faiths. Overseeing the flock are just a few priests, none of which are higher than 4th level, as reflected in the Other Characters section of the above town statistic block. Feel free to use faiths common in your setting, or for details on some particular faiths common to the *Necromancer Games* world, see www.necromancergames.com/pdf/gods_and_demons.pdf.

Path of the Shattered Sword

Alignment: Lawful Good

Domains: Good, Healing, Law, Protection, Water

Typical Worshippers: Commoners, pacifists, philanthropists

Favored Weapons: Sap

The Path of the Shattered Sword does not uphold a particular deity as the divine master. Instead, they embrace the power of Good over the weaknesses of mortal failing. Those adhering to this philosophy disdain conflict, death, and violence, seeking peace and accord in its place. Despite their penchant for not venerating a god per se, advocates of the Path gain spells and domain abilities as any other cleric. Their adherence to their philosophy and values empowers their divine energies. Any who seek relief from suffering are welcome in temples devoted to the Shattered Sword. Thus, most of their congregation consists of the sick, disfigured or otherwise injured. People of all alignments and outlooks can find respite in these holy halls. Even though advocates of the Shattered Sword welcome all into their chapels, females exclusively may become clerics of this faith. Those women joining the ranks don flowing robes of silver and blue, trimmed with a platinum thread. Priestesses of this order do not wield edged or piercing weapons, but may use blunt weaponry for purposes of self-defense. The dove is the sacred animal of the Path.

Most notable of all the religions represented here is *The Minster of the Shattered Sword*. This newer faith upholds a tenet of pacifism and peace, focused on healing and the relief of human suffering and sorrow. Their temple is a modest single story structure whose double doors never shut. The buildings white marble blocks are clean and free from the kudzu choking much of the city, though the temple is not wealthy enough to clean away such growth. Due to some strange supernatural effect, the vines never grow here.

Mother Tara, a sainted woman, oversees her followers with devotion and love, embracing all who come into her fold, regardless of class or station, with the basic respect due to any sentient being. Working with her to spread the word of the Shattered Sword are 4 acolytes (Com 1), adolescent youths who strive to become full-fledged priestesses. The initiates are noncombatants.

Development: Mother Tara is aware of the horrible atrocities at work in Dyer's Hamlet, but all of her attempts at infiltrating the populace with her church have come to naught. She distrusts warlike and aggressive PCs, but if they are heroic, noble and dedicated to good, she befriends them, providing them with assistance, as she is able. As a pacifist, she cannot condone any military action against the leadership of Dyer's Hamlet; however, if the heroes do manage to liberate the town from their oppressive masters, she rewards them with 250 gp each and provides free healing (including *raising the dead*) for a year.

B7: The Lake Druid

The northern shore of Durbenford is a steep bluff rising about 100-feet above the lapping waves of Rynas' Tears. Switchback stairs cover much of the cliff face, and fishing boats move in and out of the piers below with the tides. Elaborate systems of ropes and pulleys are used to raise the day's catch to the fishmongers, though there is a brisk business on the wharf below. Overlooking the bustling activity is an old crumbling tower, extending over the waters like an old woman's finger. Living within this unstable structure is **Bevin Nightwind**, a mystic and druid who oversees the health and purity of the lake, and is responsible for the twin rivers, Gareth's Run and Dyer's Stream. The tower itself is unremarkable, aside for its structural integrity, and features a smattering of rooms just as disorganized as the tower itself. On the top floor is a rookery, where Bevin keeps his owls and ravens to dispatch correspondence to his friends in Bard's Gate and other cities.

Development: Whenever the PCs approach Bevin, he is neither helpful nor sociable. It requires a Diplomacy check (DC 20) to get him to open the door. He inures himself to the heroes if they show respect for the natural order of things, and disdain for the innovations of technology, either through a Bluff check (opposed by Bevin's Sense Motive), or the presence of a Druid in the party. Bevin is not

aware of his gnomish nature, and if proof can be shown of its manufacture in the Wyld Wood and its use in Dyer's Hamlet, he abandons his inclinations to join Groembu, and instead aids the party in their efforts to destroy the potent drug, by offering to scribe scrolls for them at cost, and heal them of any ailments such as disease, ability damage or simple injury for free. Bevin knows a great deal about the sewers beneath Durbenford, and volunteers himself as a guide if asked about them. These services may be important if the heroes do not later befriend the Fat Man.

B8: Glamdren's Alchemy

This modest dwelling is a two-storey structure, stone on the bottom floor and timber above and choked with vines all over. This is the home and business of **Orin Glamdren**, a gnomish alchemist (Exp 13, Int 18, Craft (alchemy) +21, N, see DMG for details, noncombatant). While Orin does sell his alchemical creations, alchemist's fire, antitoxins, sunrods and the rest, out of the small shop front just inside the front door, he gives much of his house to his laboratory, which is behind a locked door. Upstairs is his living quarters, consisting of three rooms, a bedroom, kitchen, and sitting room. In addition to the standard array of alchemical concoctions he manufactures, he is also something of a potions expert and purchases potions for study and resale. See the sidebar for the items Orin stocks and the prices for each.

Acid	11 gp
Alchemist's Fire	22 gp
Alchemist's Lab	750 gp
Antitoxin	45 gp
Magnifying Glass	200 gp
Miscellaneous Components	as PHB + 30%
Potions (33% chance)	as DMG + 20%
Smokestick	22 gp
Spell Component Pouch	7 gp
Sunrod	4 gp
Tanglefoot Bag	55 gp
Thunderstone	33 gp
Tindertwig	Orin does not sell this item.

Unlike other gnomes, Orin lacks the capricious and flighty nature of his kin. Instead, his work consumes him, having turned to it after the murder of his family. In the past, he and his family would make treks into the mountains and scavenge for components to make tindertwigs. Considering how inexpensive these items are to make, Orin used these opportunities to picnic in the mountains with his family under the pretense of scavenging. One day, about a year ago, Orin, and his kin embarked on another of their favorite outings. All went as normal until later in the evening, when a band of grimlocks descended upon them. The grimlocks captured or killed his wife and children, leaving him to tell others. He be-

lieves the grimlocks gave his kin to the tentacled monsters dwelling deep below the earth. He has all but given up all hope in finding them. He strives, though, to complete his work in case he ever comes across their remains.

Orin now commits his efforts to restoring life to the dead. Madness undoubtedly, but Orin, having renounced the gods that allowed such a horror to befall him, searches for a secular method to regaining his family. All of his efforts have resulted in failure and mounting frustration. This gnome continues to purchase and sell potions in his shop, and manufactures the standard selection of alchemical goods, though his innovations of the past are now set aside in favor of the opus to which he commits himself.

Development: If the adventurers go to Orin to purchase equipment, to identify a substance or to solve a dilemma only an expert alchemist can solve, Orin is distant and distracted. PCs do not encounter Orin anywhere in the city aside from his home. If approached there, he is welcoming, but his fatigue is apparent. Haggard lines of grief mar his youthful features. He slumps and shuffles from rack to rack, while he searches for the items the PCs request. He does brighten, however, if a gnome numbers among the heroes.

If the heroes, in their exploration of the Kal'lugus, come upon the Orc Encampment, they may discover Orin's family still alive. Should the PCs convince the chieftain to let the slaves go free, they can return them to the alchemist. If the heroes accomplish this feat, Orin is forever after in their service. He gives the heroes a 50% discount on any magical item and can provide free lodging if they need it. They make a permanent friend and ally.

B9: The Silk Purse

The Silk Purse is Durbenford's most prominent brothel. From those seeking companionship to those needing a more basic desire fulfilled, the Silk Purse is the place to go. A tavern and inn, the bottom floor of the building has soft furniture, plenty of waitresses and free flowing alcohol. The interior is often smoky from tobacco or less reputable substances, yet the thick plush carpeting and the furniture scent of jasmine, sandalwood, and other pleasing aromas. Harlots are available at reasonable prices, and only a few carry any pathogens or infestations that might surface later. The upper floor houses 12 rooms rented by the hour.

Pink Nelly (female human Exp 7, Profession [harlot] +12, N; see the DMG for details, noncombatant) is the proprietor and madam of the Silk Purse. A frequent imbibor of youth restorative

concoctions, she appears no older than her mid-twenties, though she is in fact much, much older. Long curly black hair cascades past her shoulders. Beneath lavender eye shadow and long dark lashes, are deep blue eyes, filled with experience, savvy and desire. She wears revealing clothing, which accentuates her flawless figure.

As madam, she is all-professional about her work. While an expert at pleasing her customers, she does not perform in this capacity much anymore, preferring to manage the affairs of her profitable business. Though many of her customers are nobles, more are the loggers who return to Durbenford for their single month furlough per year. Considering the intimacy she and her girls share with their patrons, they are privy to a great deal of information regarding the Logger's Camp. With each appropriate bribe (50 gp), or for every successful Gather Information check (DC 22), Pink Nelly or her girls give the PCs one bit of the following information.

- Three groups of people make up the loggers at Wyld Wood. The first group is the workers, good folk who earn an honest living. The second group consists of the management. These men were brought in from outside by the Udare and Sons. Cruel and malicious, they work the loggers ceaselessly, granting them a furlough once a year. The last group is a bit strange. None of the men talks much about 'em, except to say they have a funny smell, don't associate with the other men, and keep their business to themselves. They call them harvesters, but what they harvest, and why they harvest it are unknown to anyone.
- About a month ago, strange creatures began to attack the camp. The raids always occur at strange hours, morning, middle of the day or at dusk, but never at night, and never at the same time. The men say these creatures ignore weapons and cannot be killed.
- Last week, I heard one former woodsman say that upper management has sent a few of their upper echelon to investigate the matters. They are suspicious of everyone, interrogating all the shifts and crews as if none of them had any rights! One strange thing, though, each of these new fellows had a mark in the palms of their right hands: a black tower.

Bro: Udare and Sons

The office of Udare and Sons is a non-descript building with an attached warehouse. No windows break the blank monotony of the face of the building and a single good quality locked wooden door bars entrance. This location does not feature much activity as Udare and Sons focuses much of its business on acquiring lumber for the trade. Gaining entry into this building is none too easy, aside from a frontal assault. If such brash measures are

used, refer to the chapter entitled, **Return to Durbenford Part 2**, where Udare and Sons receives extensive coverage. Otherwise, Udare and Sons ignore any discrete inquiries into their business; PCs may make an appointment for some time next month (an appointment that is never kept).

Brr: Hermit's House (EL 13)

This shack overlooks the broad expanse of the lake. A two-room building, it features a chimney that smokes even in the peak of summer. The yard is unkempt, filled with fallen branches, old leaves and brown dead grass. A low fence surrounds the plot, barring access to trespassers. Almost all the windows are broken, with hide and cloth stuffed into the holes. The shabby wooden door stands closed.

Against the outward appearances, the interior of this structure is breathtaking, larger on the inside than what the outside suggests. Cavernous rooms extend hundreds of feet in all directions with echoing halls decorated with banners and tapestries from a bygone era. The hangings sway with a scented breeze blowing throughout the complex. The floor is polished travertine reflecting the images of all those who look into the surface. The décor is a mixture of draconic and celestial images mirroring the identity of the House's owner. **Juptal the Sorcerer** dwells here, a strange and enigmatic exile preferring isolation to the corruption of the mortal world.

Despite the dragon's isolationism, he does have a few friends. First, he and Mother Tara of the Shattered Sword are close confidants. Their similar outlooks encouraged their sharing. Juptal visits her at night flying over the city to her temple roof, where he lets himself in to debate theology, philosophy, and share in their fellowship. If Mother Tara accompanies the PCs, Juptal does not hesitate to let them all inside his home and at the very least listens to their requests.

Old Gar, the dragon turtle, is also a dear friend of Juptal's. Their unique forms engendered a fast friendship between the two. Recently, their friendship has strained, as Old Gar allows the humans passage through his lair, endangering both of their lives. In addition, Juptal does not trust humans, so he followed them into the caverns above his friend's lair and up behind the waterfalls. There he learned of their plans to find a way to manufacture hightne in areas other than Durbenford to increase its availability. Juptal discovered that Groembu manufactures the drug for his own nefarious purposes, but the Grey Rook Guild agents raid his stores on behalf of another powerful individual who has an interest in the drug distribution. Unfortunately, he was not able to discern any more information about the conspiracies afoot, as his spells of concealment were near expiration. When he returned to Old Gar and told the dragon turtle of the thieves' plan, the turtle refused to do anything about it. Juptal has not seen the dragon since.



Development: PCs can learn this information from Juptal if they meet the following conditions: Mother Tara accompanies them when they speak to him, or if they succeed a Diplomacy check (DC 30) and are of good alignment. The celestial, disgusted with mortal failings, would rather watch the world collapse around him than intervene on its undeserving behalf.

Also of interest in Juptal's abode is his extensive library. His books cover a range of topics such as archeology, history, and magic. Most important of them all is an ancient journal written thousands of years ago. In it, the author recorded the myths of Rynas and Garathorn and makes mention of Mal'Tagrithe, Helring and the rest. Essentially, this book details all of the adventure background involved with these topics, including the fact that Mal'Tagrithe is doomed to walk the world of mortals until such time as the sword is returned to her lord and master, Orcus (see History in the Introduction for these details). Finding this book before the chapter, **The Errant Prince**, is quite difficult requiring a Search check (DC 32). Otherwise, if the heroes return to Juptal's home after the assassination attempt on the King as detailed there, and explain to the hermit the crux of their difficulties, he gives to them the journal as a gift and suggests the answers they seek may very well lie within the tome.

B12: Master Gren's

Unlike Juptal, who favors a life in isolation, **Master Gren** is the town's most famous and popular celebrity. This wizard has a nice cottage in the Noble's Quarter, whereby his servants—all summoned creatures—tend to his garden, flowers being his favorite flora. Therefore, it

is a common sight to see a formian worker mulching the flowerbeds or an azer burning brush and trash. Though well known throughout the city, he does not take visitors often, not even accepting an apprentice. His dearest friend is Yieria Moonblade, a bard who plays at the Ox and Hammer. The two spend lots of time together, such as enjoying an occasional brunch overlooking his gardens, swapping tales, news, or reminiscing about times past. The surest way for the PCs to gain an audience with Gren is through Yieria; otherwise, they have to rely on luck, perhaps bumping into him in the Square or at the Ox and Hammer at one of Yieria's performances.

Development: Master Gren is important for he is the sole wizard capable of crafting arms, armor, and wondrous items. PCs in need of such equipment had better endear themselves to this eccentric old man, or they will have to look elsewhere, far beyond the confines of this community. Master Gren can construct weapons and armor of up to +2 enchantment and a wide array of wondrous items. There is a 15% chance for items up to 10,000 gp in the DMG being in Master Gren's possession already. Otherwise, he can manufacture said item, provided he meets the prerequisites and the PCs have the cash on hand.

Other Areas of Import

Of course all of the above areas barely scratch the surface of the number of specialty shops, places of interest and sites in the town. **Dugan's Armory** specializes in masterwork weaponry, having a 30% chance to have any weapon listed in the PHB as masterwork on hand. For those looking for armor, **the Steel Warrior** is the place to look. Michael

Lendington is an excellent human armorer and takes commissioned work for 15% above PHB prices. **Ludwig's Lair of General Interest** is a self-inflated general store in the Residential Quarter, carrying all manner of goods. Many more shops await the party's interest. Expand Durbenford in whatever way you wish, use side adventures, or simply just let the heroes explore a bit as needed. Essentially, you should tailor the city to fit your party's needs.

Durbenford Random Encounters

To liven up the city while the heroes explore the myriad of streets in the town, you may wish to use the following random encounter table. This table is more exhaustive than others are in *Trouble in Durbenford*, to reflect the diversity of the city. Roll or choose as needed, during dull moments, to kill some time or to add another thread to the tapestry of intrigue.

1. Patrol: This patrol of 1d6+4 watchmen (War 1, see **NPC Appendix** for details) walk the streets looking for criminals and striving to maintain a semblance of law and order. Law-abiding party members have nothing to fear, and as the campaign progresses, may find a few familiar faces among the watchmen, as friendships deepen and alliances develop.

2. Grey Rook Pusher: This thoroughly disreputable thug (human Ftr1, Rog1, see the **NPC Appendix** for details) spreads higdne throughout the Guild and Poor Quarters to laborers in an attempt to get them hooked on the drug. Attempts have thus not been as successful as in Dyers' Hamlet. The Pusher does not attempt to peddle the drug to the PCs, but the PCs may witness him or her attempting to sell to another commoner. At any sign of violence, the guild agent flees.

3. Fat Man Filcher: This thief (human male or female Rog 2; Sleight of Hand +6, see **NPC Appendix** for details) may attempt to lift an item from an unwary PC. If the PCs capture and take the thief to the authorities, the rogue is freed in 1d2 days, as allies to the guild intervene. Once the heroes befriend the Fat Man, his employees do not harass the heroes. The same is true if the heroes save Helen from the Huge Assassin Vine (see below).

4. Drunkard/Addict: This drunk (Com 1, non-combatant) is offensive and brash, being an all around pest to the heroes. Before the heroes destroy Groembu, the drunkard harasses the heroes, calling them names and being disruptive and of-

fensive. On the other hand, once the party defeats Groembu and the plot of higdne unearthed, the drunkard follows the heroes around, proclaiming their exploits to all who would listen. This NPC does not fight back if attacked, but word of the heroes violent disposition spreads throughout the town and works against them when dealing with people in the Poor and Guild Quarters (-1 circumstance penalty to all Charisma based skill checks) and beneficial to those of the Nobles' Quarter (+1 circumstance bonus to all Charisma based skill checks).

5. Harlot: This streetwalker offers services to any member of the party interested. With a successful Diplomacy or Intimidate check (DC 20) she can be encouraged to impart some useful information. She knows, for example, that there are people in the city who would see the common folk use some strange substance. She believes all of the members are part of a competing Guild and fears a war between the two criminal organizations. The next day, the heroes find her throat slit in an alleyway near their place of lodgings.

6. Beggar: A downtrodden individual with a random affliction (disease, maimed, blinded, etc) begs for coins. If given a gold piece, he tells the heroes that he has noticed that some dangerous men have been asking questions about the PCs, such as whom they are, what they want, and how long they plan to stay. What the beggar does not know is that the people inquiring after the heroes are members of the Fat Man's Guild.

7. Important NPC: Choose an important NPC in the **NPC Appendix**. This character can be anyone from Lord Durben (unlikely) to Master Gren or anyone for that matter. Handle the encounter as you see fit.

8. Pack of Zombies: The Poor Quarter generates all sorts of problems, from ravaging diseases to the occasion batch of undead, animated by an unscrupulous necromancer. The appearance of these zombies suggests how severe the problem really is.

Zombies (1d6+6): CR 1/2; hp 16; these zombies are infected with the shakes; see the MM and DMG respectively for details.

Durbenford Random Shops

Just as it may be necessary to add the occasional encounter to enliven an evening of play the heroes' surroundings may need quick determination for the occasional brawl on the street. Use the **Random Shops** table to determine the types of structures nearby as needed.

Durbenford Random Shops

Type	Noble	Residential	Guild	Poor	Docks
Accountant	01	01	01	—	—
Animal Dealer	02	02	02	01	—
Animal Trainer	03	03	03	—	—
Apothecary	04	04	—	—	—
Bakery	05	05	04	02	—
Bank	06	—	—	—	—
Barber/surgeon	07	06	—	—	01
Bathhouse	08	—	—	—	02
Bindery	09	—	—	—	—
Bordello	10	—	05-07	03-05	03-05
Bowyer	—	—	08	06	—
Brush maker	—	—	09	—	—
Brewer	—	07	10	11	06
Butcher	11	08-10	11	12	07
Carpenter	—	11	12	13	—
Cartographer	12	12	—	—	08
Chandler	13	13	13	14	09
Cheese Shop	14	14	14	—	—
Cobbler	15	15	15	15	—
Cutlery Shop	16	16	—	—	—
Dairy	—	—	16	—	—
Fishmonger	—	—	—	—	10-20
Fletcher	—	—	17	16	—
Florist	17	—	—	—	—
Fortune Teller	18	17	—	17-18	21-25
Furrier	19-20	18	—	—	—
Gambling House	21	—	18	19-25	26-30
Gem Cutter	22	—	—	—	—
Glassblower	23	—	19	—	—
Goldsmith	24	—	—	—	—
Healer	—	19	20	26	31
Hedge Mage	—	—	21	27	32
Herbalist	—	—	—	28	—
Inn	25	20-21	22	29	33
Jeweler	26-28	22	—	—	—
Lamp & Oil	—	23	23	—	34
Leather Worker	—	24	24	30	—
Locksmith	29	25	25	—	—
Lumber	—	—	26-40	31	35
Mason	—	—	41	32	—
Metalsmith	—	—	42	33	—
Mill	—	—	43-44	34	—
Moneychanger	30	26	45	—	—
Music Shop	31	27	—	—	—
Potter	—	—	46	35	—
Rope Maker	—	—	47	36	36
Sage	—	28	48	37	37
Sail Maker	—	—	—	—	38
Scribe	—	—	49	38	39
Shipwright	—	—	50	39	40-42
Silversmith	32	29	—	—	—
Slaughterhouse	—	—	51	40-42	—

Durbenford Random Shops (cont'd)

Soap Maker	—	—	52	43	—
Stable	33	30	53	44	—
Tack Shop	—	31	54	45	—
Tailor	34	32	55	46	—
Tannery	—	—	—	47-49	—
Tavern	35	33	56	50-52	43-50
Thatcher	—	—	57	53	—
Tinker	—	—	58	54	51
Tool Maker	—	—	59	55	52
Trading Post	—	34	60	56	53
Undertaker	—	35	—	—	—
Wainwright	—	—	61	57	—
Warehouse	—	—	62-70	58	—
Weaver	—	36	71	59	—
Weaponsmith	36	37	72	—	54
Wheelwright	—	—	73	—	—
Residence	37-00	38-00	74-00	60-00	55-00

Major NPCs

The following NPCs have an active roll in the daily workings of Durbenford. Whether they function as political figures or simply prominent citizens, it is likely that the heroes would encounter some or all during their exploits in and around Durbenford. Portray these characters as active and dynamic characters going about their business throughout the community, allowing the adventurers to encounter them in a variety of locations. As Durbenford is a large community, feel free to add more NPCs as needed.

Lord Marcus Durben

Marcus is in his early 30's and very well groomed. He keeps his long black hair oiled and tied back in a ponytail. He wears his long moustache twisted and curled and a thin black goatee conceals his weak chin. He favors comfortable, but expensive clothing, having little regard for their cost. He wears a mithral shirt under his noble's outfit.

Five years ago, Marcus Durben inherited the mantle of lord from his father, confirmed by King Ulrich himself. Always eager for the title, he strove to increase his standing with among his rivals, while paying little to no attention to statecraft. Thus far, Marcus has ruled with luck and shrewd cunning, displacing blame from himself onto others.

Lord Marcus Durben, Male Human Ari7: CR 6; hp 46; see the **NPC Appendix** for details.

Personality: Marcus Durben is a very arrogant man. His conceit is limitless. Yet, he hides his black heart behind a quick and diplomatic smile and a well used *ring of mind shielding*. His self-

absorption disallows him from seeing the sorry state of his city, and thereby not recognizing the rot in the Poor Quarter until it is now too late to do much about it. Nor does he see his wife's hatred for his indiscretions. Marcus is a man of the now, taking what he wants, doing what he desires. To the world, he is a shut-in, and only a few harlots and rogues know the truth of his corruption.

The disintegration of the timber industry eats away at Durben's resolve, though he has no idea about hightide, the Grey Rook Guild, or the King's hand in the events. All he knows is that Geoffrey is coming to town, but even in this, he does not know his liege's motives. Knowing the imminence of the Prince's arrival, Marcus suspects it may have something to do with the heroes. If it were not for Prince Geoffrey, he would make them quietly disappear. Yet, the mere possibility of the party's connection forces the lord to preserve them until he can determine whether they do work for Ulrich's son.

Lady Alliarra

Slender and tall, Alliarra is stunning. She has long chestnut colored hair that frames her face in ringlets. Her eyes are deep pools of darkness reflecting her sorrow and lost dreams. She wears dark clothing, almost as a preface for her husband's death. When appearing with her Lord, a rare event indeed, she presents a brave face with ready smiles, gentle laughter at the jests of their guests and acquiescent nods to gifts proffered to her. Beneath the façade of the genteel noble is a well of melancholy. Some former servant claims she weeps throughout the night behind the locked door to her chambers.

Lady Alliarra, Female Human Ari2/Enc2: CR 3; hp 25; see the **NPC Appendix** for details.

Personality: Alliara is a beautiful woman poisoned by hate. She has known for years of her husband's corruption, his evil, and his disdain for his responsibility. She also knows about his disturbed carnal appetite. She has barred him from her chambers ever since their first encounter. Now, he dallies with prostitutes with no regard for the bastards spawned from his indiscretions. She cannot flee from her husband, for he would have her killed. She is neither powerful, nor canny enough herself to kill the man she wed, and considering her position, she has no authority to alert the King of her husband's crimes. Doing so is tantamount to suicide. Instead, she hired an assassin to deal with her problem. With her husband's murder, she inherits the throne, as Marcus has no recognized heirs. While this act eats at her soul, she feels it is the best solution for the people of Durbenford, for the Lord's bastards, and above all, for herself.

The Fat Man

The Fat Man is a slender half-orc of unremarkable features. He managed to avoid inheriting much more than an olive complexion from his Orcish father, and instead gained the good looks of his mother Lady Alliara. She hid her bastard son on the streets in a good, but low home. She has watched after her boy, but always from afar. The Fat Man knows from where he comes, and understands he cannot endanger the estranged woman who cares for him. His devotion to his mother encourages him to exploit his stepfather's indiscretions as a means for revenge against the man who treats his mother so poorly. Lord Durben, on the other hand, is oblivious to the connection between his wife and the powerful criminal leader.

The Fat Man is an expert at blackmail. He began his career as a petty extortionist using the threat of violence to get his way. His skills at manipulating people led to his quick advancement through the Thieves' Guild, until one day he plunged the dagger to the hilt into the Guildmaster's throat. Now, he rules his clan of rogues firmly, but smartly. His goals are to increase his wealth as much as possible, but he realizes thieves unchecked create poor business. Instead, his men and women target the merchants coming to Durbenford, and only the successful ones at that.

The Fat Man, Male Half-Orc Rog 11: CR 11; hp 41; see the **NPC Appendix** for details.

Personality: The Fat Man hides his orcish heritage beneath a veneer of deadly competence, smooth grace, and genteel speech. Despite his estrangement from his mother, he is protective of her and her interests. Make no mistake, while the Fat Man should be an ally, he is evil and selfish, driven to protect his own at whatever cost.

Captain Harold Trindel

Trindel is never without the symbol of House Durben on his surcoat that he wears overtop of his full plate armor. He has long red hair and a pale

freckled complexion. His green eyes seem to catch everything and everyone when he enters a room. Trindel is generous to the commoners, but has no love for disruptive nobility. His primary concerns are with the growing problems of the Poor Quarter, and he contains it as ordered by Lord Durben. Trindel has no love for the ruler, but respects his position and inherited authority, never questioning his commands. Against Lord Durben's orders, though, the watch captain builds a task force, designed to enter the Poor Quarter and clean it up. If word of this reaches the leadership, Lord Durben halts his efforts.

Captain Harold Trindel, Male Human War 11: CR 10; hp 81; see the **NPC Appendix** for details.

Personality/Description: Trindel is polite, but suspicious of the adventurers and their reasons for being in Durbenford. He broaches careful questions about their motives and exploits. Above all else, he assesses their outlooks and attitudes to gauge their tendencies and possible threat level to his city.

Mother Tara

Tara is an attractive woman in her mid-thirties, both in features and form. She always wears the vestments of her order, but without the customary sap. She does not fight, even if facing attackers. She employs healing spells to aid the wounded, and may use some spells to aid in her defense. The spells listed are her common assortment of spells she prepares daily. If approached for healing, she supplies orisons and 1st level spells free, and provides a 10% discount to the normal prices for more potent healing.

Mother Tara, Female Human Clr 9: CR 9; hp 62; see the **NPC Appendix** for details.

Personality: Mother Tara is a good woman dedicated to relieving the suffering of Durbenford's people. Unlike the other churches, she makes frequent forays, with the assistance of Captain Trindel, into the Poor Quarter dispatching undead, eliminating pockets of disease and supplying food to the hungry. For these reasons, neither the Fat Man's men, nor do any other criminals in the city, harass her or members of her faith. Lord Durben tolerates her and her philosophical organization, though just barely.

Adventurers and Mercenaries

Below are the NPCs the party can encounter during the exploration of Durbenford and its environs. Many of these characters play a pivotal roll in the unfolding events in the town such as the Evil Adventuring Party, who has designs on seizing the town for their own dark purposes. Use these characters as much or as little as you desire, but avoid getting them into situations where they die prematurely.

Thasik and Rug

These thugs are the bane of every merchant in the Square, but at the same time, they are a blessing, for they prevent other more serious criminal activity. They steal from unwary shoppers, lifting a dangling purse, a dropped or loose item. These two are the eyes and ears of the Fat Man, the leader of the local Thieves' Guild. For this reason, the watch ignores them and overlooks their much of their thievery. If the PCs run afoul these brothers, they are in for it as they could very well gain the ire of the entire guild. On the other hand, Thasik and Rug can arrange a meeting with the Fat Man, but only if the PCs agree to wear blindfolds and pay 1500 gp each up front. A successful Diplomacy or Intimidate check opposed by the rogues Sense Motive check reduces the bribe to 750 gp each. See *Return to Durbenford Part 2* for details on the Fat Man and his Guild.

Thasik and Rug, Male Halfling Rog5: CR 5; hp 25 each; see the NPC Appendix for details.

Personality: Thasik and Rug are identical twins. Both have short sandy blond hair, and each of the twins has one green eye and another blue. The only thing to distinguish one from the other is the small scar over Rug's left eye where the Fat Man cut him so he could tell the two apart. Both thugs wear nondescript clothing favoring the peasant's outfit when not adorned in their studded leather.

Yieria Moonblade

Durbenford's most beloved minstrel, Yieria Moonblade, plays in Jonathon Onmykon's tavern and inn, the Ox and Hammer for coin and for the pleasure of entertaining. A beautiful woman, she has long honey blond hair, deep sapphire eyes, high eyebrows, and exotic features. She favors her masterwork lute and the songs she plays have stolen the hearts of none to few of her audience.

Yieria Moonblade, Female Elf Brd6: CR 6; hp 21; see the NPC Appendix for details.

Personality: Yieria is kind and friendly, but she resents limitations. She is a carefree spirit, prone to random flights of fancy, undertaking strange quests, interceding on behalf of the poor and innocent and generally being an authority-bucking heroine. She is very interested in magic and gives her whole attention to those who practice the art.

Evil Adventuring Party

Of these characters only Greble is likely to be in Durbenford until they strike against Marcus Durben in *Return to Durbenford Part 2*. However, at your discretion, one or more of the Band of the Bloody Moon may come to town from their encampment

in the Kal'Iugus. For details on the Band of the Bloody Moon, refer to Kal'Iugus Encounter Areas and the NPC Appendix for details on the individual members of the Band. Finally, in *Return to Durbenford Part 2*, the characters in the Evil Adventuring Party have all advanced one level; improved statistics are included in the NPC Appendix.

Ruen Fellblade

Captured in her youth by orc marauders, and made a slave, they subjected her to cruelties unimaginable. When she killed her brutish half-ogre master at age thirteen, she fled into the wilderness, learning swordplay from any who would teach her. Throughout her sad life, she has suffered abuse, torture, and betrayal. Now, she is an accomplished sword fighter, dangerous to the extreme. She allies herself with the mercenary band as a convenience. Thus, she awaits treachery if ever it occurs.

Ruen Fellblade, Human Female Ftr9: CR 9; hp 72; see the NPC Appendix for details.

Description: Standing about five and a half feet tall, she would be considered pretty if not for her incessant brooding and negative outlook. A consummate pessimist, she sees the bad in anyone she meets. She has long chestnut hair, blue eyes, and an unusual scar under her chin, where a metal ring once looped through her flesh when she was a slave. She prefers to fight with Yristra, her +1 bastard sword. When nervous, she strokes her coin purse, made of hairy stitched flesh she claims originated from her former lovers.

A'londra Yt'tonay

A failed priestess formerly devoted to some foul insect goddess, her people cast her out from her Underdark home and took up a life on the surface world. Her inability to serve the drow goddess was not due to temerity or irreverence, instead order and the exploration of magic held a special appeal. The goddess of dark magic claimed her soul. Distance from her people has not made her any less evil. In fact, she is more despicable now than ever. She takes pleasure at watching people squirm under the blade of her knife. Some say she procures trophies of rude men for Ruen.

A'londra Yt'tonay, Female Drow Clr9: CR 10; hp 49; see the NPC Appendix for details.

Description: A'londra is a slight woman, with breathtaking features and exquisite grace. She favors tight-fitting leathers dyed in dark browns and blacks to complement her ebon skin tone. Her long silver hair cascades down her back, but before battle, she prefers to tie it back in a single blade.

Guy de Plaiz

Guy lusts after the drow priestess A'londra. Six months ago, she succumbed to his advances, but she took from him at the conclusion of the tryst an ounce of his flesh that she later devoured. Suspecting he might win her wiles again, he dotes her every want, craving carnal pleasure she slakes so well.

Guy de Plaiz, Male Human Wiz9: CR 9; hp 31; see the NPC Appendix for details.

Description: Short, fat and lascivious, Guy is thoroughly reprehensible. Ruen and the others tolerate his presence because of his significant mastery over arcane magic. Guy dresses in the latest fashion, but it always seems a size too small.

Greble

Alliara, the wife of Lord Marcus Durben, hired this goblin to kill her husband in an effort to be free from Durben's evil. Considering the identity of the mark, Greble allied himself with the Band of the Bloody Moon as a means to learn a bit about the town. He has no loyalties to this adventuring group and bides his time until the proper moment to strike.

Greble, Male Goblin Rog5/Asn4: CR 9; hp 43; see the NPC Appendix for details.

Description: Greble, when moving through the streets of Durbenford, dons a disguise of a disfigured urchin. If he encounters the PCs, he attempts to tail them to determine their purpose. If he is successful, he learns as much as he can. Learning any information about the *Nanoc* causes him to report to the Band, who then attempts to take the item, through either force or guile. Greble tries to kill the mayor in the chapter entitled **Return to Durbenford Part 2**.

Hagal Thunderfist

While as a former slave in a vast and alien subterranean realm, Hagal learned discipline allowing him to survive where others could not. He befriended a human monk, and learned from him martial fighting styles. When Hagal learned all he could, he betrayed his teacher to the masters of the realm and earned his freedom. Now, he roams the surface in search of power and conquest, having no regard for others.

Hagal Thunderfist, Male Derro Mnk9: CR 10; hp 58; see the NPC Appendix for details.

Description: Hagal is a short wiry figure with blue skin, black hair, and white eyes. He dresses in loose fitting clothing, and often binds his hands with black cloth to protect his knuckles when beating his opponents. He enjoys hand fighting and often provokes larger individuals to fight with him.

Sir Tybalt

In his youth, he was an enforcer for the Grey Rooks, breaking the legs of those who ran afoul the infamous Thieves' Guild. However, a cleric came across this poor misguided child, and instructed him in the virtues of Law and Good. He traveled down the road to redemption, reaching the pinnacle of virtue. Though he enjoyed the favor of the good gods, he felt a sense of guilt over the crimes of his youth. He fought to absolve himself of the thorn edged into his faith, but the niggling doubts continued to assail him. Having fought countless battles against the forces of evil, he came onto an altar of Orcus. A vision came to him there, revealing what his life could have been had he continued a life of sin and decadence. Power and wealth would have been his allies; nothing could have stopped his meteoric rise in the ranks of the Guild. The memories of his youthful ambitions were restored by Orcus' honeyed tongue and so the brave champion fell, forever after a thrall of Orcus.

Sir Tybalt, Male Human Rog2/Ex-Pal5/Blk2: CR 9; hp 63; see the NPC Appendix for details.

Description: This anti-paladin spreads discord and woe at every turn, reveling in his gradual accumulation of wealth and influence. He wears burnished black full plate armor decorated with profane runes. His longsword's blade is etched with the same runes, although celestial blood from the first angel he killed fills its channels. Long black hair frames his attractive features, but his hollow grey eyes reveal the depth of his corruption.

Other Characters

Bevin Nightwind

Bevin is a somber man of middle years, his elven heritage clear for all to see. Lack of sleep and too much work shadow his sullen grey eyes. Gaunt to the point of emaciation, his druid's vestments hang from his bones, offering a disconcerting impression to those first meeting him. Despite his skeletal appearance and his melancholy air, he is quite pleasant to those of a similar outlook. He comes to life when immersed in a discussion concerning avian species, the lands surrounding Rynas' Tears, and the trouble with the textile plant in Dyer's Hamlet.

Bevin Nightwind, Male Half-Elf Drd6: CR 6; hp 39; see the NPC Appendix for details.

Personality: Bevin despises the people of the Rynas' Tears. He hates Durbenford and the town's utter disregard for the land, as engendered by the nobility. Moreover,

Bevin would raze Dyer's Hamlet if he were able. The constant abuse inflicted upon the natural order spreads through the land as a cancer, of which Bevin feels helpless to stop. For these reasons, Bevin keeps to himself, sheltered in his crumbling tower, venturing out when he can to stem the tide of the pollution creeping through the southern lands. He does not personally know Groembu, but he supports the violence against the Loggers, and celebrates after a nasty victory on the mad druid's part. He is at a crossroads; he must determine whether he should throw his lot in with the renegade druid, or leave matters alone. Odds are he sides with Groembu, clinching the struggle with Udare and Sons.

Juptal

In human form, Juptal adopts the guise of a careworn fisherman, dressed in a white linen shirt, blue breeches, and no shoes. He wears his long golden hair back in a ponytail, and he has a bushy blonde beard. In this guise, he blends in with most folk, but many, almost all in fact, believe he hides some dark and sinister secret. Thus, he spends much of his time in his "shack," away from the worries of the world. In all, he just wants people to leave him alone, and he takes every precaution to make it so.

Juptal, Young Adult Male Gold Dragon: CR 14; hp 230; see the NPC Appendix for details.

Personality: Juptal does not want to be bothered. He is weary of the world and centuries ago came to Durbenford to die. No one else wants much to do with him either for that matter. Many townsfolk regard him as a figure of vast evil and malevolence, but no one has mustered the courage to confront him. After a lifetime of persecution for his draconic heritage, Juptal spends most of his time aboard his small fishing boat, whiling away his days catching fish and selling the excess under the effect of his polymorph ability to avoid any undue attention.

Master Gren

Pleasant and grandfatherly, Master Gren stands just over five feet tall, and weighs less than 150 pounds. His wispy white hair hangs over hairier ears. His eyes are keen and he hears acutely. As an artificer, his interests lie in his creations. As he is never far from his diagrams and sketches, he always carries a bundle or two of his papers, spilling them out to make a mess at the most inconvenient times.

Gren wears a long leather apron when working around the house; otherwise, he favors colorful robes of shifting

hues. When not overseeing his crews in the garden, he works in the attic of his house enchanting weapons and armor and making magical wonders of which many cannot even conceive. Once a year he leaves Durbenford to "dust off his wands," or so he says, to slay a marauding giant, save a town or random princess, or perhaps even solving a mystery. After the brief adventure, he returns to his work studying the affects of magic on inanimate objects, and conjuring wonderful servants to aid him in his research. In lieu of a familiar, Master Gren created Mr. Femble, his homunculus, to be his friend and servant.

Master Gren, Male Human Wiz7: CR 7; hp 29; see the NPC Appendix for details.

Personality: Master Gren does not know anything about the troubles affecting his town, for his work occupies too much of his attention to notice such minor details. If the PCs implore his assistance to help the community, Gren, if convinced of the severity, may loan a handful of minor wondrous items (at your discretion) for the heroes' use, doing his part, as he says, for the cause and all.

Mr. Femble the Homunculus, Familiar: CR 1; hp 11; see the MM.

Helen Dunsreich

Helen is an attractive woman whose demonic ancestry is not evident when she wears clothing. She has long red hair, bright green eyes, pouting lips and a slender figure. What she hides beneath her clothing are scales that travel up her arms, just past the elbow to her shoulders. Her skin over her torso changes with her moods, from a bright pink when feeling pleasure, to a dark blue when sad, and fiery red when angry.

The heroes first meet Helen when they rescue her from the huge assassin vine in Durbenford. Once saved, she reports to Geoffrey who hides in the city and explains she believes she found the best candidates to procure the *Nanoc*. Geoffrey, trusting her judgment, has her hire the heroes. See **Adventures in Durbenford** for details.

Helen Dunsreich, Female Rog8: CR 8; hp 34; see the NPC Appendix for details.

Personality: Helen works for Prince Geoffrey. She secretly loves the noble, but he rebuffs her advances. She is not aware of his connections with Mal'Tagrithe, or their plans. She simply follows orders.

Adventures in Durbenford

Though **Trouble in Durbenford** is fundamentally a complex intrigue of varied motivations and horrific combats and perilous adventure, there may be call for a few side adventures in the town. Such a need arises when the heroes need a favor from an NPC, snoop in the wrong places, or even simply need a shove in the right direction. Use these sidetracks as much or as little as needed. Each of the adventures, scenarios, or locations receives a small capsule description along with suitable level ranges as listed below. Adjust encounters as necessary to adapt the scenario to your particular party.

Scenarios

The party begins the adventure in Durbenford or on the way to the city. Once there, the PCs may explore the city to their hearts' content. In fact, Durbenford is an ideal location for heroes having just concluded an adventure. They may have a few coins they wish to spend, spells to research or items to create. Allow the heroes the opportunity to explore the city as much as they are inclined. When you feel enough time has passed, use the following events and encounters to propel them forward into this grand adventure. The scenarios included in this chapter are as follows:

1. Stirrings of Evil pits the heroes against a huge assassin vine to save a hapless girl from certain death. However, as they soon discover, the girl is no addlebrained victim, but in fact works for a much more significant individual. Use this scenario as the opening gambit for the adventure.

2. Disturbance at the Silk Purse is a short scene where the heroes have a run-in with a hightone pusher. This scenario is suitable for characters of any level.

3. The scenario, **Prince Geoffrey's Solicitor**, sees the heroes hired to retrieve the *Nanoc* from the Whimpering Depths, thereby placing them in the employment of King Ulrich's son and establishing the tone of the campaign ahead.

4. The Sick Magistrate places the heroes in the role of judges over a dispute between two commoners over the slaughter of cattle, thrusting the PCs into a mystery over who truly is killing the farmer's animals and why. This sidetrack is suitable for 8th level characters.

5. Cult of the Unspeakable takes the heroes into the seedy underworld in the Noble's Quarter, where decadent aristocrats play games with other people's lives, engage morally bankrupt schemes and worship foul gods. Suitable for 8th-9th level characters, this sidetrack explores a darker side of Durbenford.

1: Stirrings of Evil (EL 7)

This scenario foreshadows the threat as posed by the druids Corrigaz and Groembu. The heroes, likely staying at the Ox and Hammer, or some other near the Square are only a few blocks from the Poor Quarter, the section of the city the rampant growth ravages the most. At some point during the day, the heroes hear a scream of abject terror sourcing from a couple of streets. If the heroes react to the noise, and rush to the scene, they discover just how badly this part of the city is covered. On one of the buildings, a tailor's shop, the vines have come to life and snatched a young woman off her feet, the tendrils winding around her waist and neck. It's going to choke the life from her! All around are shocked commoners, some fleeing, others just staring dumbfounded.

The vine is similar in appearance to the growth throughout the city. A nilbog servant secretly planted this assassin vine long ago and commanded it, using *Speak with Plants*, to bide its time until a most opportune moment to attack. In the meantime, he has fed it rats, dogs and small children to slake its unholy thirst. The assassin vine, now quite large and dangerous, has grown weary waiting for the "right time," and snatched what it believed would be a decent meal.

Helen Dunsreich, Female Rog 8: CR 8; hp 34; see the **NPC Appendix** for details.

Advanced Assassin Vine (1): CR 7; hp 114; see the **Monster Appendix** for details.

Tactics: Tired of the infrequent morsels provided by the unreliable nilbog, the assassin vine wants a good meal. Therefore, it focuses its attention on pulping the woman it has snatched. It does not pay a lot of attention to the heroes unless they attack it, at which time it lashes out with a slam attack, while holding on to the girl. As it is not focusing exclusively on its held prey, it suffers a -20 to its grapple checks on the girl, thus it is possible for the girl to escape, for she is no hapless girl snatched by misfortune. She is Geoffrey's solicitor (see Event C). If the girl slips free, the assassin vine uses its *entangle* ability to snag her and possibly the heroes. This creature fights to the death.

Development: If the heroes manage to rescue the solicitor, she introduces herself as Helen Dunsreich (see **NPC Appendix**) and thanks them for their assistance. She explains to the PCs that



she has powerful friends and that she may want to meet with them later, once she has informed her betters of the heroes' heroism. Provided the heroes inform her as to where they are staying, Helen meets with them on the next morning. Furthermore, word of the party's exploits in the poor quarter endears them to the local populace living there. The heroes are free from attacks and thefts by members of the Fat Man's Guild for as long as they remain in the city. Additionally, the heroes receive a 10% discount on any item purchased there, and Mother Tara gives the heroes a 20% discount on any healing spells needed.

On the other hand, their heroic act stirs some rumblings among other citizens. Lord Durben views their intercession as a political move to advance their station among the other people of the city, perhaps to stir unrest among the poor. Captain Trindel is slighted, but thankful that the heroes could intervene when his men could not. Last, Prince Geoffrey believes he has found his fools to snatch a little item from a deep dark hole.

2: Disturbance at the Silk Purse

While not vital to the progression of the story, if one or more of the heroes do not pay a visit to the Silk Purse, it does not matter in the larger picture. Yet, if the heroes do stop by the Silk Purse, either for information or for pleasure, they find out about a new drug coming into the city. While one or more of the PCs are in the central "tavern" room of the Silk Purse, have them make a Spot check (DC 20). Those who succeed notice one of the girls carving a sliver from a blue bulb. She feeds it to her customer, who reclines in a stupor, lazily eating the flesh from the plant.

The girl is a new employee at the Silk Purse and agent for the Grey Rook Guild. Her master ordered her to infiltrate the Silk Purse and distribute hignene to her customers. Thus far she has done so with success, but only a few of her customers have become addicted. If the heroes confront her, she goes on the defensive, feigning ignorance and claiming that the plant is an aphrodisiac. If the heroes press,

using spells, she breaks a false tooth in her mouth and poisons herself. She does not respond to *Speak with Dead*.

Pink Nelly moves to intervene, but too late. If the heroes calm her down, use Bluff or Diplomacy checks (DC 25) and explain what happened, she reveals that she had only recently hired her. She was no expert at love, but she was eager and willing. Moreover, many of her first customers became repeat customers asking for her by name. Pink Nelly has no knowledge of the drug or the fact that the new girl was distributing it. All she knows is her name: Myrellea.

Digging deeper, the heroes can find no one that knows Myrellea, where she came from or how long she has been in the city. In fact, it is though she never existed. The more the heroes question, the more suspicious the Grey Rook Guild becomes. Eventually, if the heroes make a lot of noise about Myrellea, the Grey Rook Guild sends one of their killers, a harvester, after the most vocal characters. The assassin attacks the character when they are least suspecting it and when alone. Use your discretion about the circumstances behind the attack, but remember the Grey Rook is serious about keeping their operations quiet.

Harvester, Male or Female Human Rog3/Drd3/Rgr3/Asn2: CR 11; hp 68; see the **NPC Appendix** for details.

Medium Viper Animal Companion: CR 1; hp 18.

3: Prince Geoffrey's Solicitor

On the morning after the heroes save Helen from the assassin vine, she meets with them as Geoffrey's solicitor in order to hire them to retrieve the relic that propels the action through the rest of the adventure. If the heroes did not intervene, assume Helen escaped, and having dug around a bit, she found the heroes were suitable candidates to undertake the mission to the Whimpering Depths. Once she establishes the worth of the PCs, she goes to meet them where they stay at dawn, knocking on the doors to their rooms. She is persistent, and means to get an audience with the party. Once the heroes let her into their chambers, she explains the following, after thanking them for the opportunity to speak to them.

One week ago, an angel visited Prince Geoffrey, the second son of the good King Ulrich, in a dream and warned him of a danger threatening the whole of the Northern Kingdom. The celestial spoke of a relic's corruption by Orcus' foul will, and the danger its corruption posed to the lands of light. An old sanctuary, deep inside Mount Rynas, houses a relic known as the Nanoc. Some call the place the Whimpering Depths, for the occasional cry or mutter that emanates from the rents on the mountainside. Near these fissures, a pair of golden doors stand closed in the Mountain's face. This sacred item is the remains of holy Rynas, he who gave mortals the means to

better themselves, to bring them out from the darkness of ignorance and into the light of learning. The angel, and Prince Geoffrey believes her, says the Nanoc is in danger of falling into the hands of unspeakable evil. Darkness has overtaken the former sanctuary, and as commanded by his faith, must sequester this relic and place it into the hands of the church. This is no desiccated husk that he wants you to find. In fact, the remains do not even appear to be a body. As far as I know, they were fashioned, reformed perhaps, into the likeness of a long rectangular box.

Geoffrey wants you to retrieve this item and bring it back to Durbenford. Here, the church may find a more fitting place for its keeping. If you agree, you are to travel up the slopes of Mount Rynas, plumb its depths, and find the relic. Once you retrieve it, return here. You are to take every precaution to ensure the Nanoc remains concealed. Make no mistake; there are those who seek to take this item for themselves. One of the Prince's agents will meet you in the town. He should identify himself as a prospective buyer for an interested party. Know him by his dark eyes and blue tattoo of three stars on his upper left cheek. Provided the relic is safe, he will then contact me, and I in turn will contact the Prince, so that he can at once set out to claim the item, and pay you your reward. Once the Nanoc is in the Prince's hands, your business is concluded. In exchange for your efforts, he shall give each of you 5,000 gold pieces and bequeath onto you land grants of an equal value.

Finally, anything encountered in the Whimpering Depths is suspect for the festering evil has seeped throughout the former sanctuary and corrupts everything it touches. Therefore, trust nothing and no one. Orcus' taint can affect anything... even you.

Helen is not lying to her knowledge. Geoffrey imparted all of this information to her and she believed what he said was the truth. If the party demands proof of payment, she gives them half of the promised coin up front. Shrewd negotiators can increase the reward to 7,500 gp each, but no more, as Geoffrey placed 7,500 as the limit.

The nature of this mission seems straightforward, having the perfect ingredients to make a classic tried and true adventure. This, however, is the core of the ruse. Retrieving the *Nanoc* is but one thread through a complicated knot of intrigues that promises to involve the party much more than the standard artifact quest. The very act of stealing the *Nanoc* from the Whimpering Depths begins a chain of events that could shatter the Northern Kingdom. Once Helen hires the heroes, she is no longer present in the remainder of the adventure.

Although the PCs are unaware of the larger implications, they should feel the weight of the Prince's request. Considering the King's reputation, they should have no reason to disbelieve the Prince's words. Characters may learn more

about the *Nanoc* and the history as described in the Introduction by succeeding a Knowledge (ancient history) or Bardic Lore check (DC 27). Knowledge (geography) (DC 20) informs the PCs about the general environs of Kal'Iugus.

4: Sick Magistrate (EL 8)

Background

In the outlying areas of Durbenford beyond its impressive walls are farm communities, where farmers toil the land to grow food, raise cattle and live their lives without the constant pressures of city life. As most folk share the farms in a communal fashion, their situation forces these folk to cooperate if they have hopes of a successful crop. Yet, as is common, disagreements arise, squabbles occur and some fool commits the occasional crime. Normally, these folk employ their own form of justice, for without it, they must rely upon a magistrate to sift through the facts and come to an equitable decision regarding the matter at hand. Most times, no one is happy with the outcome.

What began two weeks ago would have been just another instance of a disagreement over two heads of cattle if it had not turned bloody. Gurlon Ham and Del Mugren, neighbors, have raised cattle side-by-side for twenty years, with no more than a touch of rivalry. A couple of weeks back, Gurlon Ham discovered two of his cows had turned up missing. He searched all of the nearby land, calling on his seven sons to aid him, but he found nothing. Three days later, Del Mugren, who knew about the disappearances of his neighbor's cattle, discovered one of his prize bulls horribly mutilated, it entrails spread over a fifty foot circle. Weirder still was the fact that all of his other cows huddled away from the mess near his house. Mugren, wrongly thinking his neighbor had something to do with his woes, confronted Ham, and heated words were exchanged. So began a feud between the two men and their families, resulting in open fighting, harsh words, and destruction of each other's property.

What neither farmer knows is that an evil and particularly nasty **invisible stalker** resides in the area, only recently broken free from its nefarious master in Durbenford. So thoroughly evil and mischievous, the creature revels in the discord it engenders. Unlike much of its kind, the invisible stalker is chaotic evil, and remains on the Material Plane to torment and destroy the lives of the species that brought him to this Plane. Until the party finds and destroys the elemental, it continues its rampage until all the cattle are dead, before turning on the families themselves.

The escalation of the conflict between the Ham and Mugren families has resulted in the remainder of the other communal farmers to call for a magistrate to come and sort this matter out. Unfortunately, the magistrate is sick, recently come down with a virulent disease, and remains in the care of Mother Tara. Each day of the delay finds more destruction of both farmers' property (now not all caused by the elemental) and a deeper entrenched hatred.

Adventure Hooks

If the heroes do not begin in Durbenford and are on the way to the city, this sidetrack is useful in providing some insight into the workings of Durbenford. The neighbors of Ham and Mugren ask the party to intervene as a neutral party to sort the matter out.

Alternatively, if the party is already in Durbenford, it is possible they have met Captain Trindel. The watch captain asks them as a personal favor to see to the matter because the judge who usually handles such situations is sick and unable to go himself. In exchange for their efforts, Captain Trindel offers to pay the heroes 100 gp each for such a trifling matter.

How to run this scenario

This sidetrack is an alternate means for the PCs to gain entry into Durbenford. The heroes arrive on the property of the two farmers, listen to their stories, and should discover that both speak the truth. After some investigation in the area, a lucky PC finds some strange tracks near the most recent slaying, though the tracks themselves seem to lead to nowhere—the invisible stalker having flown away. When the heroes think to set a trap for the killer, they find they still cannot see the attacker, though its attacks are quite spectacular. The sidetrack concludes when the heroes face down the invisible stalker and mend the friendship of the two neighbors.

Players

What follows is a list of the NPCs involved in this scenario.

Gurlon Ham, Male Human Com 2: hp 4; noncombatant; AL N; see the *DMG* for details

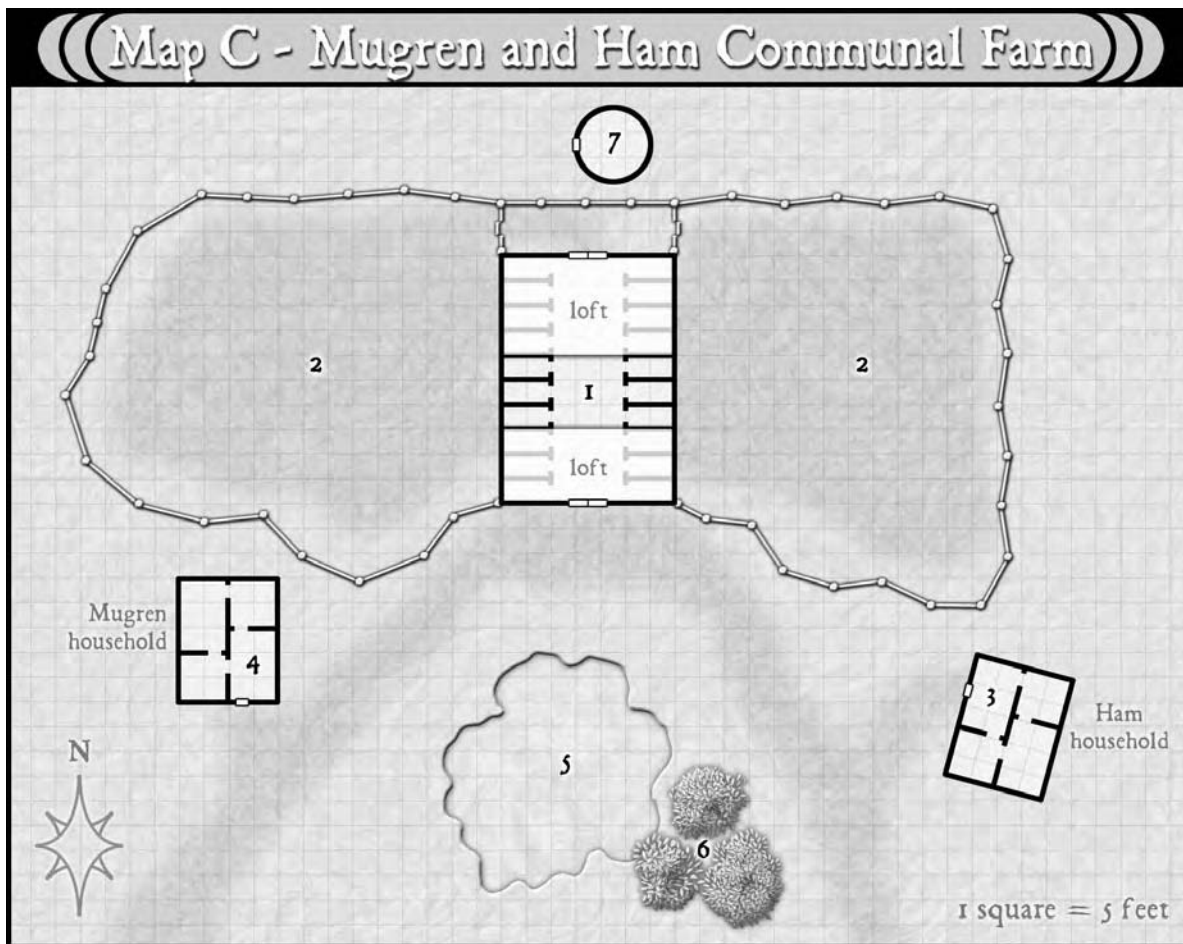
Del Mugren, Male Human Com 2: hp 4; non-combatant; AL N; see the *DMG* for details.

Area Locations

The entirety of the adventure in this scenario takes place on the communal farm jointly owned by the two farmers, which 6 locations comprise. Details such as descriptions, motivations, and reactions are included in each area. In addition, the exact placement of the farm is up to you, though somewhere east of the town would be most suitable.

Area 4: Mugren and Ham Communal Farm

Acres upon acres of communal farmland, shared by individual farming families to maximize space and



resources, surround Durbenford. Lying in the center of some 30 acres of gently rolling hills is one of these communal farmsteads, one with a serious problem. A small dirt road winds through the land, leading to and away from the barn, silo, and two houses. A pond lies in the crotch of the curved road with a small stand of trees providing shelter and an ideal place for respite after a long day of work. All of the buildings here are of simple construction, but clean and well cared for. The only things out of place are a few piles of white bones scattered about the two pens. Refer to **Map C** for details.

Development: When the party arrives, Mugren and Ham are in an intense argument, tossing accusations and threats at one another. Their families (detailed below) are all inside their homes or tending to their remaining animals. It seems the two men are to come to blows.

As soon as Mugren and Ham notice the party, they assume—correctly or otherwise—that they are representatives from the city, here to settle the matter. Both begin speaking at the same time, trying to shout the other out. Once they are settled, requiring a Diplomacy or Intimidate check (DC 20), they each explain the circumstances according to the other. What the heroes learn follows in the boxed text.

Two weeks ago, Gurlon Ham discovered two of his cows missing. After scouring the nearby land, he found no sign of his missing animals. Del Mugren, three days later, found one of his bulls horribly mutilated, disemboweled, its guts spread over a wide area. Mugren believed his rival and neighbor Ham was responsible, thinking back to how closely the other had questioned him. After some shortsighted heated words, both suspected the other and more and more cows disappeared. Neither farmer has actually caught the other in the act, but their ire is so great, they no longer care.

It should become clear that neither man has had anything, or much of anything to do with the destruction. If they go to the scene of the recent attack, where both farmers accompany the party, they may find odd tracks with a successful Survival check (DC 18) that suddenly appear near the carcass and just as quickly disappear. Obviously, from the indentation in the loamy soil, the attacker was not human.

Further interviews yield little more information other than some inventive name calling between the two men. The families of both farmers add little else, except for Ham's youngest girl, Suellin (hp 1; noncombatant). She only tells what she knows if one PC approaches her and

succeeds a Bluff or Diplomacy check (DC 20). Otherwise, she hides, fearing punishment for speaking out of turn.

Suellin, two days ago, could not sleep because of the terrible winds affecting the area lately. She crept to her window and peered outside to see what was going on. The barn doors were open and the cows milled about, probably caused by the winds. However, as she watched, one the cows exploded in a frenzy of blood and bone. The gore from the poor beast coated its attacker, and what she saw was a frightening monster of impossible proportions, vaguely humanoid, but with an insubstantial body, limned by the staining blood. Just as quickly as the thing appeared, it flew away.

C1: Barn

The barn measures 35-feet wide by 50-feet long. An oversized set of doors allows access on either end of the structure. The farmers maintain the whitewashed structure well, with only a few rusty spots where nails are exposed. Tufts of grass grow close to the wall and an old dog rests his head mournfully near the pen.

Inside the building, one can gain access to the second level, a loft really, by ladders on either end of the barn. The second level's floor is open to the ground floor in a space 15-foot by 35. One of the two families, Mugren and Ham, uses each side of the barn for hay, tools, and feed.

Before the cattle attacks, the barn held about twenty cows, but since the attacks, the numbers are significantly smaller, housing only about 6 cows for each family. All of the cattle are nervous and shy from their handlers. For every day that passes, invisible stalker destroys another cow.

Development: A search through this area turns up very little. Aside from a few brown rats, weevils and a surly cat, the barn is as exactly as it seems. A character with the Track feat who succeeds a Survival check (DC 20) notes some odd, oversized humanoid foot prints, muddled by the frequent traffic of the farmers and cows, making this print too distorted for any concrete determinations.

C2: Pens

Mugren or Ham each owns one of these two wide-open areas. A split-rail fence contains the cattle that walk the grounds to feed on the tender shoots of grass growing up out of the mud. Only half-hearted attempts have been made to clean up the messes of the attacks, so a few bones litter the ground.

Development: The prints here are easier to spot, requiring a Track check (DC 10), using either Search or Survival. Otherwise, the pens have little of interest.

C3: Ham Household

This four-room hovel houses Goodman Ham and his family. A modest building of wood with a thatched roof, it is quiet and unassuming. Contained within are a small kitchen, a sitting room and two bedrooms.

C4: Mugren Household

Almost an exact replica of the Ham household, this place is far too small for such a large family as the one living there. All of Ham's sons sleep in the large front room of the building, while Ham and his wife share a small room in the rear of the house. Another room houses Ham's daughters and the other is the kitchen. There is nothing of interest in this house.

C5: Pond

Freshwater fish, frogs, and insects call this pond home. Moored on the north shore is a rowboat. A stand of trees grows to the south, and the water reflects the image of the farms' silo.

Development: The water here is potable and sweet tasting. As long as the heroes keep the pond between them and the stand of trees, they have nothing to worry about from the nearby invisible stalker. One of Ham's sons usually fishes in the pond and can be engaged in conversation, albeit the talk is unproductive.

C6: Stand of Trees (EL 7)

Three large oak trees grow near the water's edge, and smaller bushes and undergrowth fill the gaps left by the trees. Squirrels play in the branches, while robins, cardinals, blackbirds, and blue jays squabble over food. Hiding in the densest section of this copse is the invisible stalker who watches with glee as the families fight.

Invisible Stalker: CR 7; hp 52; AL CE; see the MM for details.

Development: If the heroes approach within 15 feet of the trees, the invisible stalker grows restless, stirring the branches to send the birds fleeing in terror. If the party remains undeterred, it flies straight up into the air only to move towards one of the two households where it begins to attack a family. Assume it kills one member per round. The Ham's total 5 people, while the Mugren total 11. If the heroes try to stop it, it fights them to the death.

C7: Old Silo (EL 4)

The old silo has not seen use in almost 10 years and is now home to quite a number of rats. A door facing east grants entry to the interior. Once the party opens the silo, they see a light spilling into the cylindrical building from numerous cracks and holes. A great pile of old grain lies rotting in the center of the floor. Feral eyes peer out of the gloom at the intruders.

Rats, Brown (32): CR 1/8; hp 1 each; AL N; see the MM for details.

Tactics: These rats are quite bold and possibly dangerous if the heroes tarry long. If the heroes

spend more than 2 rounds searching the silo, 1d8+8 rats attack. Each round thereafter, another 1d8 rats join the fray until all 32 engage the party. Characters using fire risk an explosion due to the amount of dust floating in the air. For every point of damage dealt by fire, there is a 2% chance the air catches fire. If this unfortunate thing occurs, the entire silo explodes into flames, inflicting 3d6 points of damage to all within (no save) and victims must attempt a Reflex save (DC 15) to avoid catching fire.

Resolution

Once the invisible stalker has been successfully defeated, both farmers thank the party, and apologize to one another, forever suspecting the other. If the invisible stalker killed any members of their families, the spared family moves in to help the grieving family. What results from the tragedy is a close relationship between the two men and a profitable relationship in the future. In reward for their efforts, each family gives the party a cow. If the party gives the cows back to the needy families, reward the heroes an additional 100 XP.

5: Cult of the Unspeakable

Background

Behind the beautiful homes, shops, and architecture of the Noble's Quarter is a festering darkness. The idle rich search for way to occupy their time. Even the constant run of parties grows wearisome after a while. As this class is essentially insular and somewhat suspicious of outsiders, the opportunity for new pursuits is slim and often falls short of their ravenous appetite for excitement. While some of the aristocracy is far above the decadent pursuits of their fellows, many are thoroughly corrupt by their hedonistic impulses. When something comes into the circle, promising pleasure, power, wealth and, above all else, excitement, the youth seize upon it quickly and wholeheartedly. Thus the Cult of the Unspeakable was born.

On the surface, most members view the Cult as simply an exotic distraction, pseudo-intellectual religion of possibilities and non-judgmental portal to the fulfillment of any desire. It draws its members from the aristocracy, regardless of age or background, but the youth find the cult the most appealing. The more involved the cultist is in the cult, the more perverse and corrupt he becomes. At the very core of the cult is an evil so insidious and wicked, it blasts the minds of the uninitiated.

The Cult of the Unspeakable began two years before the adventure begins in Durbenford. A noble, Karl Geroldich, received a vision of a distant place beyond the realm of mortals. In this place, all things were organic, assuming a fleshy cast. Trees there were enor-

mous hairs sprouting from a spongy and porous earth. Great insects crawled through these forests of gently waving trees, feasting upon the rich red fluid held in by the ground. The sky coruscated with vibrant purples and orange, blended with a noisome olive hue. Great beads of liquid formed on the ground, tasting of salt and musk. The topography of the place was strange, alien, and utterly maddening. In places, humans gathered, performing strange rituals to some uncaring god. When Karl entered one of the orgiastic rites, he was overcome by the schizophrenia of the place, and he succumbed to the Unspeakable.

When he awoke, the visions obsessed him, and so he searches for a physical return to this place of pleasure and pain. His devotion to his cause spread to others as they too found out about this realm of raw frenetic energies, and soon a cult formed around the Karl's visit to the otherworldly realm.

Now, two years later, Karl is in the center of a web of madness. Around him are sycophants, hungry for a glimpse into the forbidden world. Beyond them are cells of indolent people, all languishing in the over stimulation of their senses. As the Cult gains in power, it captures more of the Upper Class. Until now, no one has noticed the machinations of this new religion, but with recently, its members have gone missing, with no sign of their whereabouts.

Adventure Hooks

There are many ways to involve the party with the Cult of the Unspeakable. Depending on their prominence in the town, the cult may invite one or more of the heroes to join. This occurs only if the PCs in question have showed little to no compassion for the folk of the Poor Quarter, have showed arrogance, excessive wealth and utter disregard for the common person. If the vain hero accepts, he or she enters a world of maddening pleasure, unequivocal pain and a blinding realm of the diseased mind that created this place.

The alternative to the above is that Lady Alliar, Lord Durban's wife, approaches them to enlist their aid in locating a friend's daughter. She explains that word of the party's exploits and valor has reached her ears and she feels that they are noble enough to undertake such a cause, and discrete enough to keep the matter quiet. She relates that the girl, Iresha Croslen, is Baron Croslen of distant Siegren, whose wife, the Baroness was vacationing in the city at the Alliar's invitation. The mother and daughter were to stay for three months before returning home. All was well, and the Baroness and daughter attended many of the festivities, masked balls, and social gatherings common to their station. Iresha made friends quickly, but seemed bored. Last week, Iresha left in the company of a suitor to attend yet another masquerade. The Baroness, though confident in the honor of the

sutor, remained ever watchful of her daughter's virtue and sent a chaperone to accompany the couple. She has not seen her daughter since. Her personal guards have looked into the matter and have found neither Iresha nor her suitor, but they found the chaperone, crucified upside-down, strangled with her own entrails, and left in an alleyway, where hungry dogs worried at the fresh meat.

The Baroness is due to leave to return to her home at the end of the week, but, understandably, she will not leave without her daughter. Furthermore, if harm has befallen the girl, it will surely damage Alliard's reputation and the reputation of the city. Last, the girl is innocent and harmless, and it pains her to see any harm befall the child.

If the heroes accept the mission to find the girl, Lady Alliard rewards them with 700 gp each, all paid up front, as she is unwise in her business ventures. With the coin, she gives the party a detailed description of the missing girl, along with a miniature portrait. Of course, the heroes could renege, and take the money for themselves. If they do something so cruel and base, they gain the enmity of Lady Alliard. She hires Greble to kill the party as well as her husband as detailed in **Return to Durbenford Part 2**.

How to run this scenario

This scenario is a disturbing descent into the depths of Durbenford's depravity. The mystery is not too difficult, and the heroes should find the missing girl easily. Make the PCs work for the mission though, uncovering a little at a time, and play up the horror as much as possible. The Cult of the Unspeakable is evil and its wickedness is sufficient to arouse the PCs to wipe it away.

If the PCs actually join the Cult, skip all of the investigation and start them at the Geroldich house. There, let them explore and see what happens. Though not attacked, they likely see enough awful things to shock even the most jaded player, probably spurring them to action.

Players

What follows is a list of the NPCs involved in this scenario.

Lady Alliard, Female Human Ari2/Enc2: hp 25; see the **NPC Appendix** for details.

Iresha Croslen, Female Human, Ari1: hp 4; non-combatant; see the **DMG** for details.

Karl Geroldich, Male Human Clr9: hp 58; see the **NPC Appendix** for details.

Events and Locations

The first order of business is to determine where the girl was supposed to go. The heroes may use divinations to uncover her location, but most of the spells of use should be beyond their power at the level at which this

scenario is designed. Thus, they may interview some of her friends, witnesses or simply gather information through their contacts. All of their queries avails them little. The only thing they do discover is that the girl had been seen regularly going into the Geroldich house.

The heroes learn after that Geroldich is an eccentric old man that is quite popular in certain social circles. In fact, he is so popular that it seems he has callers at all times through the day and night. When the party goes to investigate the house, they find unspeakable foul horror... things beyond mortal ken.

Crime Scene (EL7)

Lady Alliard directs the hero to the scene of the crime though she assumes someone has already cleaned up the mess and she doubts there is much to see. She is quite wrong. When the heroes go to the alleyway, they find a frightening scene before them. No one has made an effort to remove the chaperone's remains. Even three days later, the dog pack remains near the rotting corpse.

The chaperone still hangs crucified. Disemboweled her entrails now dry lie strewn her face and the cobbled street below her. Her head is a black and swollen a cracked tongue sticking out of a maw of broken teeth. Her features, entirely unrecognizable, appear contorted in agony and fear. The dogs, brown flecks staining their muzzles watch the party with an evil interest, controlled as they are by the chaperone's now malevolent spirit haunting the place. In revenge for their feeding on her, she has cursed them to guard her carcass. There are 6 dire dogs.

Dire Dogs (6): CR 3; hp 25; see the **Monster Appendix** for details.

Tactics: These creatures attack only if the heroes approach. Compelled as they are, wild empathy and Handle Animal checks avail the heroes little. Some foul magic forces the dogs to protect the remains of the chaperone. Thus, if the heroes close, the dogs attack them, and fight to the death.

Development: Once the heroes defeat the dogs, ghostly laughter and strange babbling sounds all around them. Loose papers and bits of debris rattle in the sudden cold wind. The allip, the ghostly remains of the chaperone, wails and speaks to the party, questioning their purpose in her alleyway. A successful Diplomacy check (DC 20) and a promise to give her remains a decent burial gains the heroes some information about what happened the night she died. Read or paraphrase the following text.

The allip laments her deplorable condition. If the PCs consecrate her body and give it a proper burial, award them an addition 300 XP. Otherwise, if the heroes cannot convince the allip to speak with them or do something foolish, it attacks.

Ghostly Chaperone, Allip: CR 3; hp 26; see the **MM** for details.

The foolish girl... I followed her and her beau, though they said nothing of where they were going. It was not the first time she had given me the slip... Oh, her mother never knew... It would have cost me my job! I was determined to keep up with the two this night. Perhaps I should just have let her go.

They followed no path and they spoke with their heads together walking side-by-side, sending mischievous conspiratorial glances my way. In reply, I gave her such a stern look. We made our way down the dim streets, to a part of town I did not recognize. I was about to tell her we had strayed too far, but before I could, these people stepped out of the shadows. They wore the most inappropriate attire, revealing leather, hiding nothing. Worse, each of them were pierced by metal objects, the wounds still bleeding, their eyes glazed with both pain and pleasure.

Anyway, I moved forward to step between them and my mistress, but before I could, one of the stepped forward and slashed at me with a razor, opening my gut. Before I knew it, my insides hit the earth... weird how wet it sounded... They did such terrible things to me... and the girl... she laughed at me...

Interviews

If the heroes wish to question her friends, acquaintances or family members, they discover very little as her friends are tightlipped about what they know, her acquaintances are also silent as they desire entry into the Cult, and her family has no idea as they believe her to be an innocent girl, free of the worldly corruption walking the city streets. Role-play through as many encounters as you wish, but remember, even under pain of death, her friends say nothing.

On the other hand, a general Gather Information check (DC 25) to get the word on the street reveals that many people are seen going to the Geroldich house at all hours of the day and night. What exactly they want there, no one knows. It is not inconceivable that the girl was somehow headed that way. A Gather Information check (DC 30) or Bardic Knowledge check (DC 22) reveals that a secret society socializes in the Nobles' Quarter. This society seems to have a connection to the Geroldich house.

The Geroldich House

This simple and unassuming house sits on a side street in the heart of the Nobles' Quarter on a busy street filled with shops, boutiques, and restaurants. No larger than 40-feet by 35-feet, the house has only one story. Despite its small size, it is expertly crafted, revealing the workmanship in the details, ornate scrollwork, demonic gargoyles vomiting rainwater, dancing angels battling foul demons in bas-reliefs on the stones. Two lightning rods, each spiraling like a

unicorn horn, stand on either end of the sharply peaked roof.

The only entrance to this place is through the front door, a dark wooden door bound in iron. A beatific face adorned with a ring functions as the door's knocker. There are several windows: one faces the street, two on the eastern side and two on the western side. The windows are peaked and gothic in appearance and all are fitted with stained glass featuring chaotic jumbles of colors. A pair of maple trees flanks the house and a hedge wall marks the edge of the property on either side. Refer to Map D for details on the Geroldich's House.

Development: The only viable entry is through the locked door (Open Locks [DC 22]) in the front of the house. Breaking into the windows draws a lot of attention, and if during the day, a guard patrol arrives in 1d6 rounds to investigate, or in 2d10 rounds at night (see **NPC Appendix** for details on Durbenford's Watch). The same is true for the front door, as this is a wealthy neighborhood and people are watchful for robbers. Should the heroes knock on the door, a servant opens the door in 1d3 rounds. The servant is a quasit in the guise of an oriental manservant through its *alternate form* ability.

Quasit: CR 2; hp 13; see MM for details.

Tactics: Unless someone attempts to discern the quasit's true form, it remains content to wait on the party, by supplying food and drinks for the guests. It also asks how it may be of assistance. If the party queries after Iresha, the quasit smiles, bows and leaves the room without another word.

Dr: Foyer

This room features two good wooden doors on either side, another on the wall ahead and a cased opening leading to a study. Small lanterns are placed throughout this comfortable room tastefully, lending a dim light throughout. Oriental rugs cover the cherry wood floor and bookcases line the walls. On the shelves are just as many books as there are strange curiosities—odd statues, miniature portraits, and an occasional knife and cup. This room seems otherwise innocuous.

Development: If the heroes conceal their motives from the quasit, the demon, in its guise as servant, periodically goes to the kitchen (Area D3) to retrieve refreshments and snacks (sweet meats), while engaging them in light conversation about the weather, politics and the trouble with the current generation. If the party attacks the quasit, it flees to warn its master.

Treasure: Contrary to appearances, this room holds little of value. Though the covers of the books suggest interesting topics, they are actually filled with ravings, meaningless diagrams and the

VALPOLE '04



like. Many of the tomes have spattered bloodstains, further reducing their value. The knick-knacks on the shelves are cheap and amateurish, each depicting alien imagery. All told, the contents of the room, if the party finds a buyer (Gather Information [DC 20]) are worth 100 gp.

D2: Study

A fire burns in the brick hearth on the eastern wall. Above it, on the mantle, sit more of the same strange statues as found in the Foyer. These statues are almost fleshy, having fine hair, not quite fur, covering the entirety of the object. Two wingback chairs sit facing the other, and between them is a table on which lies a chessboard, where the silver and iron chess pieces stand in perfect rows and ready for play. A door leads out of this room to the north.

Development: This room is just as it seems, it is a place of respite. Warm and cozy, one could easily relax for a nap if not for the pressing threat of the missing girl. The quasit servant moves in and out of this room to reach the kitchen in Area D3.

Treasure: One of the chess pieces is actually a figurine of wondrous power—silver raven.

D3: Kitchen (EL II)

This obvious kitchen measures 15-feet by 25-feet and candles mounted on chandeliers hanging overhead light it. A wood-burning stove sits unused in the northeastern corner. All along the north wall are cabinets. Hanging overhead from the rafters are haunches of curing meat, herbs and more. Down the center of the kitchen are worktables, where a cook might prepare a meal. However, instead of batter bowls, platters and the like, there is a twitching and rotting zombie tied down onto the table's surface. Standing over him is a great fat woman, likely the cook. She sharpens a carving knife over top the undead and it is now clear from where the sweet meats came. She wears a blood spattered chainmail apron, and she tied her hair back with still wet ligaments torn from the zombie's legs below her. The cook looks up as the party enters, her mouth forming a brown-toothed O, emitting a foul keening noise.

The Enraged Cook, Female Half-Orc Wereboar Bbn8: CR 11; hp 112 (90).

Hybrid Form: CR 8; hp 142 (120); see the NPC Appendix for details.

Medium Zombie: CR ; hp 9 (normally 16); see the MM for details.

Tactics: As soon as the heroes enter the kitchen, the wereboar enters its rage and shifts to its hybrid form. Angry and fearless, it attacks amidst a flurry of squeals. The zombie moans and writhes in torment, but is helpless for as long as it is strapped to the table. If freed, it attacks targets randomly, dragging itself to its target and spilling its remaining guts onto the floor.

Development: Sounds of combat do not attract any attention from the other denizens of the house, as violent noises are common there. In addition, there is nothing of value in the kitchen.

D4: Meat locker

Blocks of ice keep this 5-foot by 15-foot meat locker cold. Hanging on hooks inside are the corpses of 17 townspeople. All of the victims have been stripped of anything of worth and their features have been mutilated to prevent identification. The corpses are nine days old.

Development: The door closes on its own to preserve the cold, so if the PCs are not careful, they may find themselves locked within. Breaking down the door requires a Strength check (DC 28) allowing a maximum of two other party members to aid another. If the heroes are stuck, someone opens the door in 1d8 hours; plenty of time for subdual damage (see *DMG* for details on cold damage). If the party casts *Speak with Dead*, the corpses are unable to reply, lacking mouths.

D5: Bedroom

A four-poster canopy bed dominates this room. There are also a dresser, wardrobe, chair, and a washstand with basin. The hide of a polar bear covers the bed. A wooden chest sits at the end of the bed, bound in iron bands. The room is dark, but fat violet candles sit in an elaborate

candelabrum of twisting human forms, whose overlarge mouths hold the foot of the candles.

Development: The chest is locked (Open Locks DC 20) and holds 400 gp, 3 gems (100 gp, 70 gp and 13 gp respectively) and an odd statue of a contorted vaguely humanoid form, but featuring elements and aspects of various animals. This statuette carries a value of 200 gp, but it does detect as evil.

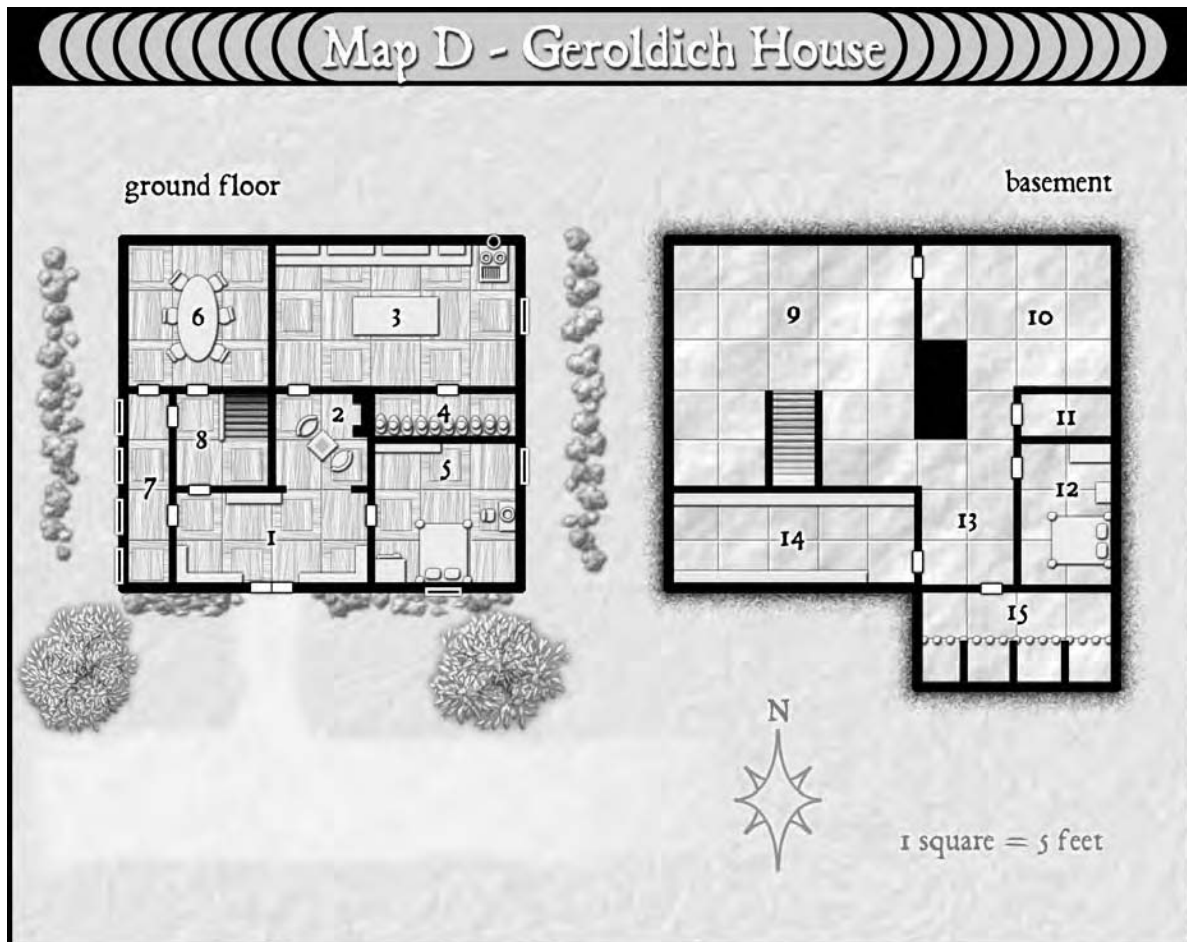
D6: Dining Hall

Measuring 15 ft. by 15 ft., the dining hall holds a large dark stained oak table, the legs of which are nude forms with upraised arms. There are six chairs placed all around the table. A chandelier hangs overhead with 13 unlit black candles. A large black rug with violet trim hides the hardwood floor below.

Treasure: While there are no coins or gems in this room, the various furnishings could bring upwards of 500 gp from the right buyer, though looting a house, regardless of how corrupt the owner is by no means a civilized act.

D7: Hall

A row of stained-glass windows dominates this 20-foot long hallway. Three doors offer additional points of entry or escape. Tapestries hang between the windows depicting disturbing scenes of weird



landscapes, alien skies, and dark fantasies. The wood floor has dark veins running through the boards. The light passing through the windows casts everything here in disconcerting hues lending to the air of something dark and sinister.

An **invisible stalker** lurks in the hall, commanded to maintain a watchful eye for intruders. In exchange for its service, Geldorich feeds it the fresh flesh of disappointing pupils. The stalker is quite efficient, devouring even the bones.

Invisible Stalker: CR 7; hp 56; see the MM for details.

Treasure: Aside from the three tapestries (100 gp each), there is nothing of value in this area.

D8: Central Hall and Stairs (EL 7)

This small hall features three doors and a large stair that descends to a landing and then switches back to a secondary stair leading to the basement. A large porcelain vase sits on an ornate mahogany table. Overhead hangs a chandelier lighting the area with thirteen fitfully burning candles that drip wax with each flicker of the flame. Dancing in the heat of the chandelier are **4 fire mephits** who gleefully attack the party when they enter the chamber.

Fire Mephits (4): CR 3; hp 13; AL CE; see the MM for details.

Tactics: The fire mephits begin combat with vulgar taunts and insults, accompanied by a volley of *magic missiles*. On the second round, two mephits move to opposite sides of the hall and breathe their cones of fire, while the remaining two cast *heat metal* on the armored characters. The mephits continue their verbal and physical assault until the party slays two of their numbers, at which time they flee through the nearest exit, seeking an easier quarry.

Treasure: These mephits have no treasure and the vase is worthless.

D9: Hall of Revelry (EL 8)

The stairs end in the center of large and dark subterranean room. Viscous fluid covers the floor and well near fifty people writhe nakedly in its morass, their eyes open, blankly staring, their mouths agape and drooling. Surveying the disturbing scene is a powerful man dressed in white robes stained brown just past the hem.

The white robed zealot is an **ogre mage** that has been entertained by the human suffering of his charges. Geldorich has negotiated a truce between himself and the monster to watch over the flock. The ogre mage, in accordance with his lawful bent, has no interest in the strange chaotic ener-

gies in the adjacent room, instead exulting in the suffering of Geldorich converts.

Ogre Mage: CR 8; hp 45; see the **Monster Appendix** for details.

Tactics: The ogre mage fights using the cultists to aid him in combat, catching them in his destructive spell-like abilities, grabbing the hapless fools and using them as cover or even just killing them outright. His first action is to release a *cone of cold* on the party as they descend the stair, hoping to catch as many as possible. Afterwards, it attempts to *charm* a character snatching a cultist from the floor for cover (+4 to his AC). Charmed characters are instructed to perform aid another actions to improve the ogre mage's AC. If party deals 25 or more points of damage, the ogre mage assumes *gaseous form* and attempts to flee past the party to freedom.

Development: The cultists are in the throws of madness generated by the vision they received in Area D10. After 24 hours, they regain their faculties, but still crave more of the sights of the other world for 1d3 months afterward. Consider the victims here as noncombatants. If any die in the party's assault, play up the possibility that one of those killed could very well be Iresha.

D10. Oracle of Madness (EL 9)

Beyond the doors to this room is a wall of impenetrable darkness, so bleak *daylight* fails and *dispel magic* functions not at all. After a round, the entrant's eyes adjust and spot strange whorls of purple color swirling in the bleak expanse. Just at the periphery of his or her vision, are grim eyes, watching through the shadows. The floor here is spongy, giving with each footstep. A large stone block stands out from the west wall, its surface smoking with moisture. Otherwise, this room seems to be empty.

This chamber is where the cultists see into the Other Realm, and receive a vision inspiring ecstasy and pain. The chamber is unique, for nowhere else does the Other Realm touch the Material Plane. After 3 rounds, all within the room for the full duration must attempt Will saves (DC 20) or be subject to the corrupting influences of the oracle. Roll 1d8 on the table on the following page to determine the results of failure.

If more than half the party present in the room succeeds their saving throw, the floor comes to life, revealing its awful nature as a **large gibbering mouther**. It attacks any heroes who made their saves, relying on those who failed and were corrupted to aid it in combat. The gibbering mouther fights to the death. The chamber loses its oracular effects upon the destruction of the gibbering mouther.

Advanced Gibbering Mouther: CR: 7; hp 150; see the **Monster Appendix** for details.

Roll	Result
1	Character suffers from nightmares for 1d3 months. Aside from restless sleep, the character suffers no ill in-game effects.
2	The vision deals 1d3 points of temporary Intelligence and Wisdom damage.
3	The vision drains 1d3 points of Intelligence and Wisdom, incurring a permanent loss. This drain can only be cured by <i>restoration</i> or magic that is more powerful.
4	Character's alignment shifts one-step towards chaos. If the character's alignment is already chaotic, then the moral component (good evil) shifts one-step towards evil. If the character is already chaotic evil, the character gains 1000 XP.
5	The vision erases the character's memories draining 1d3 x 1000 XP. In exchange for the loss, the character gains a +1 bonus to a random ability score.
6	The vision corrupts the character's body by polluting it with a disease (no save and DMs choice of type). The disease is especially virulent and only <i>remove disease</i> cast by a 13th level caster cures it. The character gains a +2 bonus to his Wisdom score and becomes evil until he <i>atones</i> . Of course, if the character is immune to disease, treat this result as if the character had rolled a 4.
7	Character loses the last level gained and gains a new level in the cleric class, having access to the Chaos and Evil domains. If the character was already evil, the character gains enough XP to advance him midway to through the next level. If the character has a lawful and/or good component to his alignment, the chaotic energies drain him of 1d6x500 XP.
8	The most awful of the oracle's blessings, the character receives the boon of chaos and is affected as if touch by a chaos beast, gaining corporeal instability. See the <i>MM</i> for details on this creature's touch.

Development: Sounds of combat alert Geldorich to the presence of intruders, though he does not come to investigate until he is able to prepare for a fight. More than likely, the heroes defeat the monster in this room. Assume Geldorich spends six rounds in preparation from the time he hears the sounds of combat in this chamber. Thereafter, the maniac hunts the heroes through the house until he or his opponents are destroyed.

D11. Closet

The door to this closet stands higher than the floor of the basement. Inside is a row of pegs, which holds 12 midnight blue robes. Though there is nothing else of value in the closet, beneath the raised floor (Break DC 20) are the remains of many cultists who have died, deposited here in a mass burial site. Lye coats all the bodies, so most are fairly well decomposed. Undaunted heroes may find 43 gp, 67 sp, 121 cp and a silver pendant worth 150 gp in the mess.

D12. Geroldich's Room (EL 9)

The lunatic, **Geldorich**, spends much of his time here in quiet contemplation amidst the bleakness of this perversely adorned chamber. Dark wall hangings depict scenes of human suffering and sorrow. An extensive collection of torture devices and masochistic pleasure tools clutter the sticky floor. Geldorich is usually here, but if alerted, he makes his last stand in Area D15.

Geldorich, Male Human Clr9: CR 9; hp 58; see the **NPC Appendix** for details.

Tactics: The mad priest likely has time to prepare for combat against the intruders. Assuming this is the case, he casts the following spells in order: *magic circle against law*, *wind wall*, *aid*, *shield of faith*, and *entropic shield*. These spells should provide a suitable defense. Once they are established, he casts *summon monster IV* to call forth 1d3 **fiendish leopards**. Afterwards, he favors a mixture of spells and direct melee attacks, alternating with his *chaotic mace* and *inflict wounds* spells. Geldorich fights to the death.

D13. Nexus (EL 7 or 10)

Lurking in the center of this hall is a chaos beast, a jumble of forms and shapes. Geldorich established the beast here to guard Area D15 and to prevent rescue by would-be heroes. Five doors lead out from the hall. Otherwise, this room is featureless.

Chaos Beast: CR 7; hp 44; see the *MM* for details.

Tactics: The chaos beast does not attack Geldorich, the ogre mage or anyone wearing cultist robes. If the heroes make no precautions, the beast strikes out against arcane spell users, such as bards, wizards and sorcerers, relying on those classes' poor ability to resist its touch of corporeal instability. Due to the cramped environment, the chaos beast has nowhere to flee to, so it fights to the death.

Development: Geldorich responds to sounds of fighting coming from this chamber in as many rounds as it takes to prepare for the conflict. If he does join the melee, the EL of the encounter jumps from 7 to 10 making for a truly difficult fight. However, if the party makes a reasonable attempt to conceal their noises, assume Geldorich fails to notice the battle raging beyond his door.

D14. Dark Library

A long and narrow room, shelves line its walls holding dark tomes of unnatural lore. The spines allude to what foul and vile contents lie waiting to be uncovered. Though neither the books themselves, nor the content within each manual are magical, if one who spends a month studying the lore within gains 2 ranks in Knowledge (arcana) and (the Planes). Ranks gained in this matter cannot exceed the character's maximum ranks due to

class and level. Furthermore, the student must attempt a Will save (DC 22) or have the moral component of his alignment shift one-step towards evil. If the student is already evil, he gains no additional benefit.

The party, if unscrupulous, could sell these books, but in attempting to do so, find that only the most disturbed or despicable have an interest in the lore contained within. Each book (and there are 75 of them) carries a value ranging from (25 to 500 gp). However, selling this book in Durbenford gains the ire of Mother Tara of the Path of the Shattered Sword and any other good-aligned priest in town. Alternatively, award 500 bonus XP to the party for destroying these works instead of circulating them.

D13: The Cells

Before an initiate can gain full access to the Cult of the Unspeakable, they must go through the rites of passage. This initiation requires the candidate to spend a week in isolation without any amenities, light, or food and water and survive placement into a 5 ft. by 5 ft. lead box.

The southern wall of this narrow hallway consists of four valves leading to such iron boxes and where Iresha is interred. The hall itself is clean and free of any inhabitants. The interiors of the cells are accessible only by unscrewing the locking mechanisms keeping the valves in place. The interiors of these small rooms are awful, dung covered, scratched places, reeking of human waste, vomit and fear. No bedding, no food, nothing in fact decorates these darkened pits. The inhabitants of each are outlined below.

D13a: Cell

Iresha lurks in this cell, awaiting the visions and suffering the terrors of the perpetual dark. Depending on how long it takes the party to rescue her determines how far gone she is. After one day, she is somewhat disoriented and hungry, but still sane. After two to three days, she is very hungry, and the lead from the walls has started to take effect. She is intact, but she is forever after somewhat off. After four days, madness sets in. She has scratched away her fingernails in terror, attempting to get free. She is covered in her own wastes, and she is utterly insane. After five days or more, she is crazed and homicidal. She receives her vision from the unspeakable, has devoured her own feces, nearly killing herself, ripped out all of her hair and chewed away some of the flesh from her arm. Her soul is forever

after in the hands of the Unspeakable, and only a wish or miracle restores her to her former innocence.

Iresha, female human Ari 1: CR 1/2; hp 4; AL CN; see the DMG for details.

D13b-c: Cells (EL 3 each)

Though these cells appear empty, 1 **allip** haunts each of them, manifesting only when the doors open. The undead attack the party on sight, and fight until destroyed.

Allip (2): CR 3; hp 26; see the MM for details.

D13d: Consort's Cell (EL 7)

Just as soon as the cultists interred Iresha's beau, the poor man began to scream, faced with an unreasonable fear of tight closed spaces. He died after the first day, having swallowed his tongue in terror. His spiritual remains, a spectre, haunt this cell until someone opens the door.

Spectre (1): CR 7; hp 45; see the MM for details.

Resolution

The timeliness of the heroes' mission determines the success of this sidetrack's outcome. If the heroes fail to find Iresha, the girl falls into the cult completely and becomes Geldorich's lover. In time, Captain Trindel discovers the two, forcing them to flee the city. In the pursuit to know what lies beyond mortal ken, their journey takes them far to the south. These two could become great nemeses for your adventuring party to show up again once the matter at Durbenford has been resolved.

If, however, the heroes do manage to save Iresha before she is utterly insane, she meekly returns to her mother, and leaves the city on time. Lady Alliarra is grateful and may develop a crush on one of the more stalwart heroes. This complicates matters when the Band of the Bloody Moon comes to town to kill Marcus Durben, for clearly Alliarra's lover will have to make a difficult choice in regards to what to do with the woman who hired killers to slay her husband.

The last outcome is if Iresha goes mad before the heroes find her. Insane but free from Geldorich's machinations, Iresha eventually calms down and assumes an air of docility. Alliarra is grateful as above and a possible romance may ensue. However, just after Iresha leaves the town in the carriage with her mother, the willful girl produces a hidden dagger and slaughters her Baroness matron. Alliarra flees to wilderness, where the werewolf eventually finds and eats her.

Baldenton & The Chimera's Lair

On a bluff, overlooking the gentle river Gareth's Run is the village of Baldenton. It sits about 24 miles from Durbenford and 36 miles from Dyer's Hamlet. Baldenton is a sleepy community of farmers and craftsmen, free from the intrigues of Durbenford and from the utter disregard found in Dyer's Hamlet. The streets here are clean and free of debris; an impressive and complex sewage system runs beneath the community, draining out into the waters of the Run. Farmlands fan out from the cluster of buildings at the village's center, each producing grains such as wheat, oats and barley. In addition, one farmer specializes in fruit trees and grows apples, pears and the occasional cherry, when the season holds.

Baldenton (Village): Conventional; AL NG; 200 gp; Assets 6530 gp; Population 653; Mixed (human 79%, halfling 9%, elf 5%, gnome 3%, half-elf 2%, dwarf 1%, half-orc 1%)

Authority Figures: Ulren Appleton, LG human male Ari 2/Pal 1, Constable Tyen Lunris NG female half-elven Ftr 6.

Important Characters: Ollanda Harr, CG human Adp 5 (local witch); Michael the Silver, CN human Brd 5th (minstrel and performer), Goodwife Rebecca, LG human Com 9 (midwife, town elder), Harold Tungunson, NG halfling Drd 2nd, Jiaemen, NE halfling War 5 (mercenary), 6 full-time Guards (War 3 [x2], Ftr 2 [x1], War 1 [x3]; in a pinch the town can conscript an additional 32 more guards in 1d3 hours)

Notes: Adp 3 [x2], Adp 1 [x3], Ari 1 [x3], Brd 3 [x2], Brd 1 [x4], Com 7 [x2], Com 5 [x4], Com 3 [x8], Com 1 [x550], Drd 1 [x2], Exp 3 [x1], Exp 1 [x18], Ftr 4 [x2], Ftr 2 [x3], Ftr 1 [x8], Rog 1 [x1], War 1 [x27].

DM Notes

Though Baldenton is largely exempt from the troubles plaguing Durbenford, as the situation in the larger city worsens then the good people of this community suffer from the reduction in travelers and the threat of the giant invasion from the north beyond the mountains. Yet even as removed as it is, the Grey Rook has positioned an agent here, to sow the seeds of discord amongst the populace. The heroes have little reason to travel here, but if they do, they gain some insight into how insidious the guild really is.

Major Locations and NPCs

The following locations and persons are those most likely to be encountered by the PCs. Refer to **Map E** for details on specific locations.

Ex: Marketplace

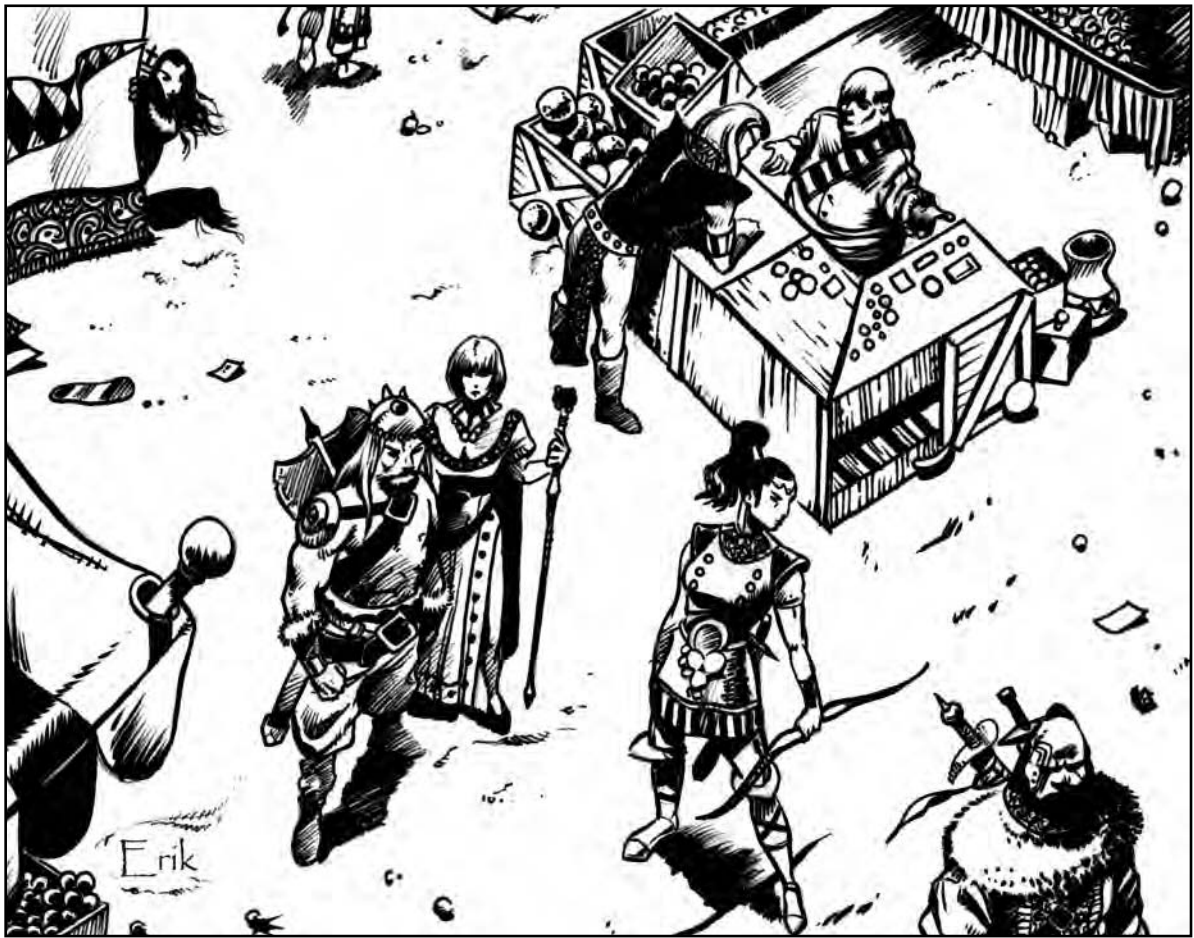
Colorful tents, stalls and booths spread out in the predawn hours, and sell until well after sunset. Most merchants are local citizens who ply a trade and opt to do business in the market rather than maintain the expense of a building. In addition to the locals, traders from beyond the town, sometimes as far as Bard's Gate, sell their wares. PCs can find most items in the *PHB* here, but prices run 25% higher than the listed values.

NPCs: Jiaemen, Michael Silver, Ulren (25%).

E2: The Sugared Apple

The Sugared Apple is a fine inn and tavern capable of seating about 100 people or so. A fresh painted sign hangs over the door proclaiming the name of the establishment, its founding date—20 years ago—and the image of a frosted white apple. There is a large common room inside with hearths at both ends and bench tables sitting in rows. A small stage stands near the door, where there is an old crockery container with "Tips" painted on its cracked and weathered surface. Above is a raftered ceiling, from which hang haunches of dried meats, herbs and small handmade charms to promote good business and luck. Across from the front door is a small bar. Behind it is a small swinging door that leads to the kitchens. Also behind the bar stands a rack holding 6 oversized keys, one for each of the private rooms. There is a common sleeping room, but it is in an adjoining building.

Otto (NG human Com3, Profession (innkeeper) +7) is the owner of this place. A portly man of middle years, red in face, and easy with a laugh, he takes great pride in his deserts for which he is famous. He employs three waitresses, a potboy and three guards. At any given time, two waitresses and Otto are present, with one guard in the bar, and another in front of the door to the common hall where patrons find an inexpensive place to sleep. There is a 25% chance someone of import is also here. At peak business times, such as meal times, all of the employees are present. Meals are 4 sp, deserts 2 sp, cheap ale 2 cp and good ale 4 cp. Other beverages are available upon request and



priced at a premium. A night in the common room costs 2 sp per night, while a private room costs a steep 3 gp.

NPCs: Michael the Silver, any of the townspeople at night (70% chance).

Development: The Sugared Apple is the ideal place to gain information, rumors and supplies. Many of the traveling merchants stay here and can pass along news of any of the outlying areas. Feel free to pepper this inn with a number of rumors relevant to your ongoing campaign.

E3: Lord Urlan Appleson's House

This modest house of stone has five bedrooms, a dining hall, study, kitchens and the usual assortment of rooms and chambers befitting a lord. Not much more than a walled manor house, and mostly left to the handful of servants to care for it as **Urlan** is never home, as he prefers to spend his time among the people, Lord Urlan's manor is a functional and attractive building.

There is a 10% chance he is here during daytime hours and a 40% chance during the early evening hours. He always sleeps here. The three servants (Com 1) have quarters on the main floor behind the kitchens and the rooms are luxurious, having

amenities greater than most merchants do in other cities. Urlan disdains using guards, but in troubled times, four townsfolk volunteer, unasked, to protect their beloved lord.

NPCs: Urlan, Tyen.

E4: The Tap

This bar features a wide assortment of ales, beers and meads from across the lands. Run by **Brewmaster Gregol** (LG male dwarf Com5), the place is clean despite the frequency of the customers. A single story building, its seating accommodates individuals of all shapes and sizes, catering to halfling guests to the rare civilized ogre who might drop in for a pint.

E5: Garrison

This large building is unused except in times of war. As no such crisis has been visited on the community in well near 100 years, Urlen uses it as a warehouse and stable for visiting merchants. Its nearness to the marketplace makes it an ideal location for this purpose. Underneath the building, however, is a vault where metal cisterns hold several tons of water to combat fires, and an extensive armory consisting of 50 chain shirts, 25 short swords, 25 light crossbows and 500 bolts. This building also serves as the offices for the constable, Tyen Lunris.

E6: Ollanda's Simples [Not on the map]

At the edge of town, just out of sight of the most remote homestead claiming to be part of Baldenton, is a small house, encircled by a low hedge and sheltered by old elm trees. The carefully tended garden grows flowers, herbs and some vegetables. She placed stones to form a path threading through the delicate plants to reach her red painted door. Hanging from the lintel, low-lying branches and on the occasional birdhouse are wooden symbols, connoting a devotion to the concept of the natural world, to femininity and the cycle of life.

This is the home of **Ollanda Harr**, a local witch and herbalist, to whom the townspeople go when something ails them. Though some folk distrust her old pagan ways, many revere her for the service she performs in the town. She does not create items, though she can brew potions. For sickened or injured PCs, Ollanda is the person to seek.

Development: Ollanda can provide many services for the party. Primarily, she never charges for healing unless it has to come from her wand, which she charges 25 gp per use. In addition, she can manufacture potions at standard pricing, though she only does so for the most just of causes. Pricing for potions are as listed in the *DMG*. Ollanda also knows the location of the chimera lair, a secret she has tried to forget for as long as she has lived her. The chimera, as she knows, was a minion of a powerful warlord centuries

ago and was placed in a magical containment since the warlord's demise. She stumbled across the place 5 years ago when she was looking for a suitable site for her house. Since then, she patrols the area to make certain no fools tamper with its containment.

Major NPCs

These characters are important to the treachery at work in Baldenton. Just as in Durbenford, allow the NPCs to move about the settlement just as real people would. Though this is a small community, if you need more NPCs to further flesh out the village, feel free to add them as necessary.

Political Figures

Lord Ulren Appleson

Ulren befriends the party quickly, entranced as he is by their exploits. Of course, the tales are fine, but he has no urge to go and adventure himself. He would rather play to his strengths of leadership and help the common man. Ulren welcomes them into his home and offers them shelter there, encouraging them to enjoy his town. When the chimera awakens, Ulren looks to the heroes for help. If the heroes help in defending the town, he regards them as heroes and names them official guardians of Baldenton.



Lord Ulren Appleton, Male Human Ari2/Pal1: CR 2; hp 18; see the NPC Appendix for details.

Description: As the local lord, he manages the good citizens of Baldenton and spends much of his time interacting with his people. Though appointed by the King, he takes his role with gravity and adheres to the maxim: One is a ruler by the consent of the people alone. Hence, he makes rounds with the watch, taverns and restaurants, helps on the numerous farms and orchards, always eager to lend a hand where needed. His readiness to help the common folk has instilled a deep and fierce loyalty. If Ulren is ever threatened, the town rises up and comes to his aid.

Constable Tyen Lunris

As Constable, Tyen Lunris is responsible for maintaining order in the town. When the heroes first arrive, she is suspicious, but friendly. However, if something goes awry in the community, such as the chimera attack or the revelation of Grey Rook spies she reveals the serious side of her personality. Depending on the level of involvement the heroes take in the town's defense determines how close an ally Tyen becomes. The more the heroes assist, the better friend she finds in her.

Constable Tyen Lunris, Female Half-Elf Ftr6: CR 6; hp 37; see the NPC Appendix for details.

Description: Tyen spends a fair amount of time working alongside the other people of Baldenton, never afraid to lend a hand when an extra body could help. She is open-minded and eager to meet travelers. Her interest serves two purposes. First, she learns news of the surrounding lands. Second, she strives to root out troublemakers. Tyen is a young woman, with an easy smile, long blond hair and slightly upswept ears. Attractive, confident and skilled, she is the jewel of Baldenton. Some say she and Ulren are lovers, though they hide any such displays from the public eye.

Other Characters

Jiaemen

Jiaemen spends a good deal of time in the marketplace, ever watchful for instructions from the Grey Rook Guild. When the PCs are present, Jiaemen watches them from afar; allow the heroes a Spot check opposed by her Hide check. If the PCs succeed, they notice she seems to be continually gauging their every move.

Jiaemen, Female Halfling War5: CR 4; hp 33; see the NPC Appendix for details.

Personality/Description: A despicable warrior, Jiaemen has insinuated herself in Baldenton, though she provides no true service, disdaining the local guard, politics and farming. Instead, she seduced the druid Harold in an effort to discover any information about Groembu, working as she does for the Grey Rook Guild. She watches the party with interest, but takes no action against them. She cuckolds Harold with Michael, a fellow agent for the Guild.

Michael the Silver

Whenever the party spends a night in the Sugared Apple, Michael immediately endears himself to the heroes, questioning them about their exploits, their travels and their current quest, all under the pretense of composing an epic for them. Instead, Michael stores the information away for when he next reports to his mistress. If the heroes unmask Michael's halfling accomplice and secret lover, Jiaemen, he heads toward the chimera lair, a place he stumbled across in his eavesdropping and releases the chimera to distract the heroes from his comrade. Finally, Michael releases the chimera after he murders Rebecca to hide the crime. See below for details on this development.

Michael the Silver, Male Human Brd5: CR 5; hp 21; see the NPC Appendix for details.

Personality/Description: A regular performer at the Sugared Apple, the popular tavern in Baldenton, he woos the local ladies, listens for gossip and spreads a bit as well. Not loved, thanks to his capricious rumor mongering, the folk of the community respect his talents as a performer. Michael spies for Mal'Tagrithe, though he is unaware of her true nature.

Best described as a fop, Michael is a well-manicured player, with black hair, grey eyes and a prominent chin. He wears thin moustache and small beard. Thin, handsome and corrupt, what he lacks in scruples, he makes up for in good manners.

Ollanda Harr

A well-meaning person, Ollanda left the suspicion and distrust of civilization to live a life of serenity and peace. Having little use for the trappings of religion, she returned to the simple life of the Old Ways. She is watchful for the occasional inquisitor and ensures she is in Baldenton's favor.

Ollanda Harr, Female Human Adp5: CR 4; hp 20; see the NPC Appendix for details.

Description: Ollanda is a middle-aged, with just the first touches of grey at her temples. She is of average build and sweet disposition, lending to almost a matronly demeanor. Friendly and helpful, she fits in well with this welcoming community.

The Midwife

Having been witness to the birth of almost every individual born in Baldenton in the last three generations, the goodwife Rebecca is in the know about this community. A midwife by profession, excellent cook by hobby, she is the oldest citizen in town. Considering her experience, Ulren respects her influence on the people, and he often consults her before making difficult decisions.

Of all the people to speak to about the secrets of Baldenton, Rebecca is the best fount of information available. She knows Michael the Silver is not what he

seems, and warns the young women of the town to keep clear. She is free with this information, and a simmering hatred between the two has developed over the last few weeks. As soon as the heroes arrive in Baldenton, Michael quietly confronts Rebecca in secret. He demands that the old crone keep her mouth shut, lest he find a more permanent way to achieve this end. Rebecca, non-plussed, ignores the threat.

The heroes can find Rebecca at her house. If they look for information, everyone in the town directs them to the midwife. Rebecca gladly converses with the heroes, and can tell them any information regarding the folks in the town, including the suspected love affair between Ulren and Tyen, Michael's threat, the suspicions about Jiaemen and even some rumors about the happenings in the Wyld Wood.

Goodwife Rebecca, Female Human Com 9 CR 8; hp 16; see the NPC Appendix for details.

Description: Rebecca knows just about everything that goes on in Baldenton. She is not a gossip; she is simply very perceptive. As the town's midwife, she spends a lot of time with young and first time mothers, consoling and giving advice. Her placement allows her to learn snippets of little facts and information about the people she lives with. For these reasons, Ulren consults her before making any sweeping decisions to gauge the mood of his subjects and to anticipate responses.

A stooped old woman, bent with age, Rebecca has long white hair, which she keeps in a braid. She wears simple clothing, homespun garments, whose appearance belies their quality. In fact, Rebecca is a weaver without par, and supplements her income as a midwife with her fine clothing she makes.

The Druid

Though Ollanda fulfills a needed niche as the town's wisdom and healer, the newly arrived Harold Tumgunson presents a bit of competition for her services. This halfling druid, after a strange craving for adventure, found himself in this sleepy town and realized the folly of his heroic dreams. Thus, the young druid settled in to establish himself a warden and assistant on the orchards. Ollanda and Harold have developed a sort of rivalry, but neither is hostile to the other.

While Harold does not attempt to convert souls to his faith, he has gathered a small following of those with similar views. Neither a significant power nor presence, he keeps a low profile in town. Harold does know quite a bit about the lands around Durbenford and makes for an excellent guide. He also knows about the vampiric druid in the Fetid Plain and provides information if requested. If Jiaemen's involvement with Michael becomes public knowledge, Harold sinks into a deep depression. Thereafter, he does nothing to help or hinder the heroes and eventually leaves Baldenton in disgrace.

Harold Tumgunson, Male Halfling Drd2: CR 2; hp 12; see the NPC Appendix for details.

Fleet, wolf animal companion: CR 1; hp 13.

Description: Harold is a shy and unassuming halfling of average height and build. Jiaemen, his girlfriend, hen-pecks him nearly to death. Whenever she speaks, he flinches. He does not know about her allegiance to the Grey Rook Guild, nor does he know about her affair with Michael. His animal companion, Fleet, does not like Jiaemen, and keeps its distance from her, hackles raised.

The Chimera

The heroes' arrival in Baldenton triggers a series of events that threatens to destroy the peaceful community. Many of the individual instances are highlighted in the above descriptions, but it is only when the heroes make their exploits known to Michael or Jiaemen that the Midwife is murdered, the chimera released and the town placed in jeopardy. The following events occur in order beginning when Michael meets the heroes.

1. At the Sugared Apple

When the heroes spend an evening in the tavern, they are witness to Michael the Silver's mastery over his art. His songs, jokes and poems set everyone at ease and laughter and merriment are the tunes to which he plays. At some point during the evening, Michael approaches the heroes, friendly and welcoming. While his conversation lauds the town and its simple pleasures, he undercuts his satisfaction by revealing his boredom and love of adventure. Of course, he claims he is no adventurer himself, but loves to hear the tales of others. Perhaps, if the heroes have a good enough story, he will compose a ballad for them.

Michael probes for information. He wants to know why they are in the town, what their involvement is with the machinations of the guild. If the heroes spill any information regarding higdne, their employment with for the Prince, Lord Durben or anything else regarding their recent adventures, Michael considers them a threat. If so, his fear for what Rebecca knows drives him to a potentially rash action: murder.

2. Murder!

The next day, Michael and Jiaemen, meet for a bit of play and an exchange of information in the loft in a nearby barn. He expresses his concerns about the party and the intrusion into their plans. While the two talk, the midwife Rebecca, enters the barn and overhears them speaking. Horrified, she makes a squeak of fear and tries to back out. Unfortunately, Michael hears her and drops down from the loft to confront the woman. After an angry conversation, Jiaemen joining them, he kills Rebecca in a foolish act of passion. Considering how well known and beloved Rebecca is, the two Guild agents are in trouble.



Michael knows about the chimera thanks to his bardic lore and suggests that if anyone digs too deeply into this murder, that he should release the monster to grant the two a suitable diversion with which they might escape. Knowing the heroes strength from the conversation the night before, he prefers to combat them indirectly rather than straightforward. With the plan established, the two murderers hide Rebecca's body and each tries to resume their lives.

The Sleep Awakens

The following events are quite complicated. Refer to the sidebar for a timeline. The next day, the farm who owns the barn finds the body and reports the find to the Tyen and Ulren. Distraught, Ulren is at a loss for what to do, for he truly loved the old woman. Tyen spends the day interviewing the townspeople and the heroes. She spends a lot of time questioning the whereabouts of the PCs the previous night. Assuming the heroes can come up with a suitable alibi, she relents after several hours of question. Ultimately, her investigations turn up nothing.

That night, Ulren approaches the heroes and asks if the heroes would help apprehend the culprit. The characters are the most powerful individuals in the town, having access to a number of divination spells, possibly even *speak with dead*.

If they agree, they can quickly determine who the killer is, though finding him is another matter entirely.

Michael and Jiaemen, realizing that the heroes would eventually become involved, act on their plan the night Ulren approaches the PCs. The two make their way to the chimera's lair. The only way to release the sleeping monster is through blood sacrifice. Michael pauses in town just long enough to woo a local girl, capture her, bind her, and drag her to the site.

Where the chimera sleeps is in the center of a circle of standing stones. Though the chimera is not visible, the carvings on the menhirs reflect monstrous creatures, vast wars and horrible atrocities. The chimera dreams in a pocket dimension, sealed away throughout the ages. In the center of the circle of standing stones is a slab of black basalt, with channels carved to carry the blood to a reservoir. When someone slaughters an innocent on the altar, a gate opens like an iris, and out roars the chimera.

When Michael arrives, Jiaemen is already present, awaiting her secret lover. Michael takes the frightened girl and lays her upon the altar. With a quick cut of the knife, he opens her throat and the evil magic surges through the stones, releasing the ancient monster.

Timeline of Events

Use the following timeline to monitor events as they transpire in Baldenton. Of course, the heroes may interfere with Michael's plots, and if so, they may be able to save many lives.

Day 1	Heroes arrive
Day 1	Evening Michael approaches the heroes
Day 2	Michael and Jiaemen kill Rebecca
Day 3	
8:00AM	Rebecca's body found
8:30 AM	Farmer informs Ulren and Tyen
8:45AM	Tyen begins investigation
6:30 PM	Jiaemen leaves Harold and goes to the standing stones
7:00PM	Ulren approaches the heroes
7:05 PM	Michael seduces local girl
7:15 PM	Michael arrives at standing stones
7:18 PM	Michael sacrifices the maiden
7:19 PM	Gate opens and out flies the chimera.
7:20 PM	Chimera attacks the Michael and Jiaemen.

The PCs can intervene at any opportunity, perhaps even able to save the girl before she Michael kills her. Heroes discover Michael's actions through interviewing townspeople (Gather Information DC 20) and learn that he was last seen with his arm around a local girl. Following his tracks is difficult while in the city (Survival DC 25), but through the woods, it is much easier (DC 15) as his haste is more important than care.

If the heroes become stuck, Harold and Ollanda step forward and explain, Harold reluctantly, that he believes Jiaemen was having an affair with Michael and that he thinks both were involved in the murder. Ollanda suspects that Michael knows about the standing stones and the monster the stones imprison. She volunteers to lead them to the site. Of course, if the heroes rely on these two coming forward, it is too late for the girl and Michael frees the chimera.

The chimera attacks the two murderers first. If the heroes do not arrive until after Michael releases the chimera, assume the chimera defeats the two villains and leisurely devours their remains. Once the party does arrive, the chimera attacks them.

Advanced Chimera (1): CR 9; hp 147; see the **Monster Appendix** for details.

Tactics: On the first round of combat, the chimera takes to the air, bellowing a cone of fire onto the thickest of the heroes. On the succeeding rounds, it swoops down from above performing flyby attacks. After three rounds and another breath weapon attack, it drops to the ground and confronts the party using full attacks to winnow the weak.

Development: Michael and Jiaemen, if still alive, flee into the woods when the heroes show up. After the conflict, the two murders are easy to track and surrender if found. Ulren sentences them to death for murder and endangering the community, a sentence he himself carries out.

Defeating the chimera here saves the town. The next day is spent mourning the loss of Rebecca and celebrating the victory over evil. Lord Ulren rewards the heroes with 500 gp each from the town's coffers and pays for their room and board in the Sugared Apple for a year.

If the heroes fail to defeat the chimera, or refuse to help Lord Ulren, the chimera begins a terrorist raid on the town, striking randomly, carrying off townspeople, burning orchards and eventually razing the community. Once the monster levels the town, it wings off to make a lair in the Whispering Depths to await the return of its lord and master Garathorn. You may wish to include the chimera in the last scene at the end of the module, where the heroes confront Garathorn's shade and Mal'Tagrithe.

If the party solves the murder and saves the town, award the characters a bonus 250 XP. If they save the girl and prevent the chimera from awakening, award them an additional 250 XP. Finally, if they destroy the standing stones (dismantling being the easiest route to achieve this end) award each of them an additional 250 XP.

Dyer's Hamlet

The reek of harsh chemicals permeates the air of this run-down community. One mill occupies the center of the poor hamlet employing most, if not all, of the people here. Everything carries the stench of lye, inks, and noxious fumes. The mill dumps its waste products into Dyer's Stream, causing damage to the countryside south of the town. People here are weary and disheartened, saddened by their lot, but unable or unwilling to leave. They are bound to service by Lord Berto Blumbalc, who has addicted most of the workers to *higdne*. Opposing the decadent noble is Khazid Blackfinger, a dwarven commoner who rallies the workers to resist the oppression imposed by the ruler.

Dyer's Hamlet (Hamlet): Non-standard; AL N; 100 gp limit; Assets 750 gp; Population 150; Integrated (dwarf 37%, human 20%, halfling 18%, elf 10%, gnome 7%, half-elf 5%, half-orc 3%)

Authority Figure: Lord Berto Blumbalc Ari 10, Khazid Blackfinger Com 9, Lyle Devenson Exp 6, Yuri War 3, 2 guards (Rog 4).

Important Characters: Father Simean Clr 2, Gorge Drd 4, Sildik Rog 6.

Notes: Adp 1 [x1], Ari 1 [x1], Com 7 [x2], Com 5 [x4], Com 3 [x8], Com 1 [x92], Drd 2 [x2], Drd 1 [x4], Exp 4 [x2], Exp 2 [x4], Exp 1 [x3], Rog 2 [x4], Rog 1 [x8], Sor 1 [x1], War 1 [x5]. 70% of the Commoners and 40% of the Experts are addicted to *higdne* (having their Charisma scores reduced by 1d12 to a minimum of 3, and all have the Endurance feat in addition to any feats they might already have)

DM Notes

Dyer's Hamlet is isolated from the other locales in *Trouble at Durbenford* in that it is far south of the city and even the logger camp. Given its remoteness, it is free from judgment by the other neighboring communities, and thus is a brooding village of broken people. If the party does go to Dyer's Hamlet, and there are few reasons to do so, the squalid living conditions, the stench, the pollution and the rampant corruption strangling the town assaults them.

There are several ways to use Dyer's Hamlet. If the party needs to regain supplies after a foray into Groembu's Lair, this is the closest center of population to them. You could use the hamlet as a hook to draw the PCs further into the proliferation of *higdne* and the associated dangers of its use. Finally, if the heroes have been unsuccessful in befriending Mother Tara, saving the small settlement from its own corruption endears the party to

her, thereby establishing a valuable relationship down the road.

Major Locations

Refer to Map F for details.

Fr: Blumbalc's Keep

An imposing fortress, despite its small size, Blumbalc's keep is a walled compound with four squat, square towers at each of the four corners. Atop each tower is a guard (male human War1) who stands lookout for his master. Three small buildings stand beyond the walls. The first is Blumbalc's house, a single story manor house made of brick with a slate roof. The second is Blumbalc's guest residence, in which resides Sildik unless an important dignitary comes to town. The last is a small shrine dedicated to the gods of good, though in name only. Beneath the structure, in a subterranean chamber, is a temple dedicated to Orcus, replete with bloodstained walls, iron braziers burning foul incense, the remains of human sacrifice, and a large pentagram etched into the stone floor.

NPCs: Berto Blumbalc, Father Simean.

Development: There is a 70% chance to encounter Lord Blumbalc here and a 10% chance to encounter **Simean** who would be either entering or leaving the shrine. Blumbalc has, hidden in his house, 1000 gp and his *helmet of alignment change* (which he had donned years before, its having changed his alignment to evil).

F2: The Textile Mill

Unholy fumes belch forth from this massive building befouling the air and Dyer's Stream and corrupting the soil all throughout the town. Featureless without windows there is only a single door through which the townsfolk enter and leave. On the dock, there are two oversized doors used for loading the manufactured goods onto riverboats to distribute throughout the lands.

Inside, conditions are deplorable. Commoners stand on rickety walkways with long poles to stir the clothing they dye. Women manufacture rich clothing for lords in Bard's Gate, Alembretia and more.

Development: The air here is poor, and for the newcomer, toxic. Every ten minutes throughout the first hour, PCs must attempt a Fortitude save [DC 15] or the fumes deal 1d2 points of temporary Con damage. After this time, or upon a successful saving throw, PCs are immune to the fumes. At any given time, there is a 5% chance to encounter

Lord Blumbalc, who inspects the progress of his workers. There is also a 70% chance Khazid is here, working with his dye pole. Likewise, Lyle is here 50% of the time overseeing the looms. Yuri patrols the entire plant 80% of the time, and Simean is on hand to repair minor injuries 10% of the time.

F3: Sorrowful Riverman

As the favored taproom of the peasants in Dyer's Hamlet, most congregate here to drink away their soreness and sorrows after a long shift. Not much to look at, the Sorrowful Riverman is a single story mud shack with a roof of straw, it does not even have a front door; they hang a stretch of cowhide to keep out the cold.

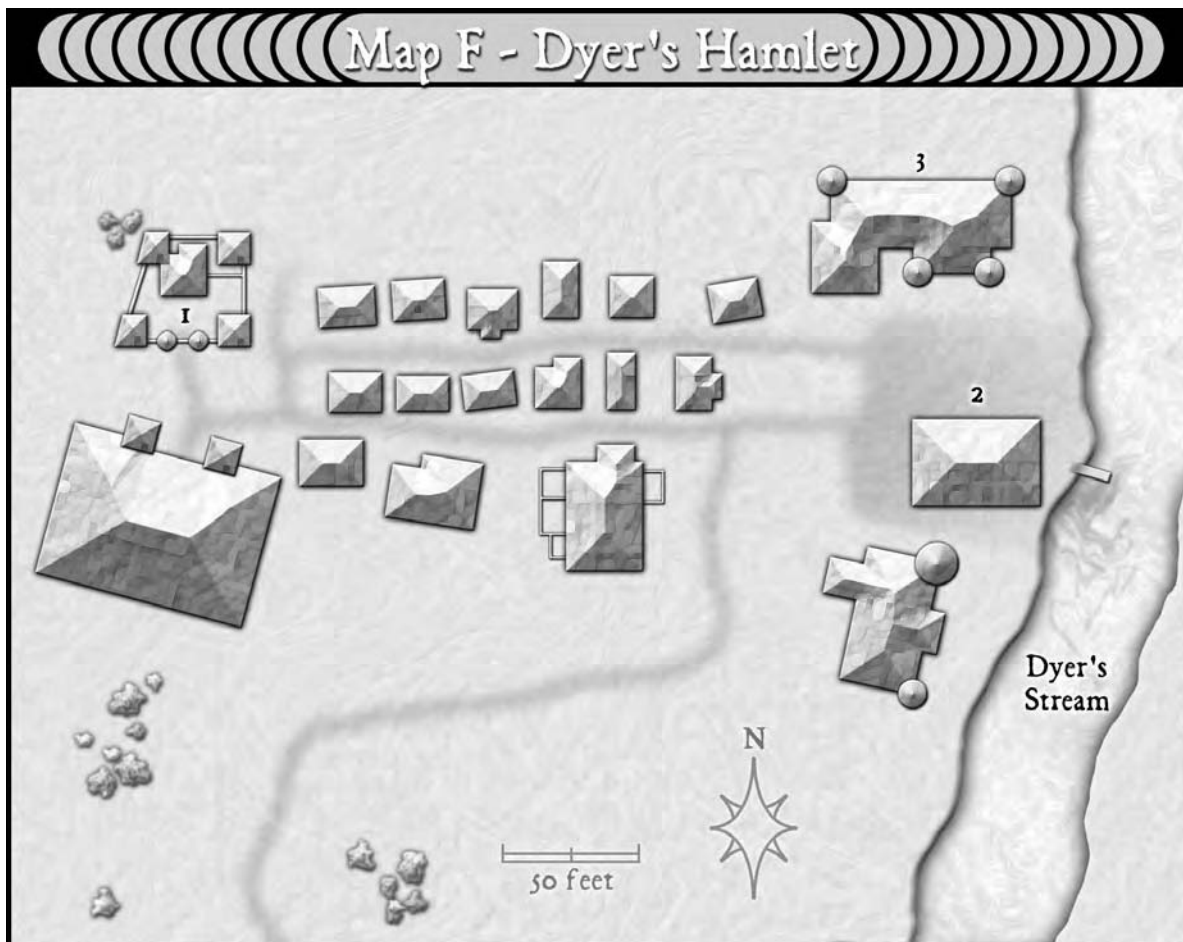
Inside are crude tables and chairs, an open kitchen, and 2d20 stained commoners at any given time. The floor here is filthy a mixture of vomit, dirt, dung and ale, it lends itself to the repulsive miasma, though the locales rarely notice it over the fumes from the nearby plant. The food here is cheap, 1 cp for greasy stew, 2 cp for a meal. Tergen does not offer room and board aside from the four rooms set aside for his employees' customers. **Tergen Meathook** (human Com5, NE; noncomba-

tant) runs the place. His three daughters and his son all serve as both wait-staff and prostitutes for the discerning patron who so desires a particular kind of company. All four of his children have contracted the *shakes* from a disturbed and undiscerning patron a week back. Left untreated, it is likely this plague will spread through town at a frantic pace.

Development: Khazid, here 10% of the time, builds his rebellion here at peak times, spreading dissent and unrest among the citizens. Lyle, his ally, also assists in Khazid's work and is here 15% of the time. Lyle loves Tergen's eldest daughter though he has not yet contracted the *shakes*. Gorge also spends time here (30%), distributing higdne to customers who desire it. PCs can buy a dose for next to nothing (1 cp), as the increase to production offsets any losses. Award PCs curing Tergen's family 200 XP, and an addition 300 XP for halting the plague.

F4: Green Gullet Inn

This inn is a place where the rare traveler may stay. Rooms are dirty and infested with lice, but inexpensive, costing 1 sp per night. Patrons electing to stay there, receive a discount for 1 meal at



half price at the Sorrowful Riverman. Sildik sometimes lurks here, watchful for undesirable nosy types.

Development: If the PCs cause trouble with the operations or investigate the presence of higdne, Berto sends Sildik after them, to hunt them down one by one. Sildik specializes in painful and humiliating deaths, making the victim truly suffer before ending their lives.

Major NPCs

What follows is a list of the NPCs most likely to be encountered in Dyer's Hamlet. Unlike Baldenton and Durbenford, Dyer's Hamlet is unlikely to attract important NPCs. Commoners are by far the most numerous, all of them work in the Plant and all are addicted to higdne. Those rare few that are not slaving away in dyes are the few desperate warriors, street thieves and other vile types that wallow in misery.

Political Figures

Lord Berto Blumbalc

Lord Berto Blumbalc has not always been evil. Once he was a promising young lord and favorite of King Ulrich. In fact, so great was the King's love, the ruler awarded the young lord the rulership of a town at a mere 16 years of age. All went well in Dyer's Hamlet until a young priest, Father Simean, tricked young Berto into donning a *helmet of alignment change*, forever after corrupting the lord with a thirst for power and the ecstasy of evil.

Lord Berto Blumbalc, Male Human Ari10: CR 9; hp 38; see the **NPC Appendix** for details.

Description: Berto is a thin man, hopelessly addicted to opium, which weakens him. Yellow tar stains his fingertips, and he has a throaty cough that plagues him. Thin yellow hair dangles from his skull-like head, his skin parchment thin. Beneath his emaciated exterior, he hides a secret reserve of strength from which he draws to rule with an iron fist.

Father Simean

Father Simean is the hamlet's only priest of note. An unworthy fool and lapdog to Lord Berto, he is a staunch worshipper of Orcus, but lacks the intellect and imagination necessary to be of much value to the demon god. It is through Simean, however, that Berto began such an inhumane enterprise such as it is. Receiving instructions from a variety of demons that possess him from time to time, he concocted an elaborate scheme to increase the amount of human suffering, corrupt a

local lord, setting him on the path of self-destruction.

Father Simean, Male Human Clr 2 of Orcus: CR 2; hp 14; see the **NPC Appendix** for details.

Description: Simean is a short and spiteful man. He is more concerned with everyone else's business than with his own. He favors white robes, trimmed in gold, and professes he is a champion of the people, though he betrays them at every turn to his lord and master, Berto. Simean's favorite pastime is the sacrifice of intelligent humanoids in embarrassing and crude deaths.

Khazid Blackfinger

Khazid leads the quiet resistance movement at work in Dyer's Hamlet. He despises Borto, but also recognizes his nemesis's power and influence. Instead of a direct confrontation, Khazid rallies the other dyers and townspeople in secret to overthrow their corrupt masters.

Jacques Ul'gae sold Khazid to Lord Borto and forced him into a life far less than his potential might suggest. Khazid has labored for his master, crafting objects of breathtaking beauty, armor and weaponry of superior quality. On the side, he has been manufacturing a cache of weapons he plans to distribute among the rebels. He knows about higdne, and its recent introduction into the workforce is eroding his uprising. If the PCs act in a manner suggesting revulsion to the conditions in the Dyer's Hamlet, Khazid approaches them in desperation for help, but only if he thinks he can trust them.

Khazid Blackfinger, Male Dwarf Com9: CR 8; hp 43; see the **NPC Appendix** for details.

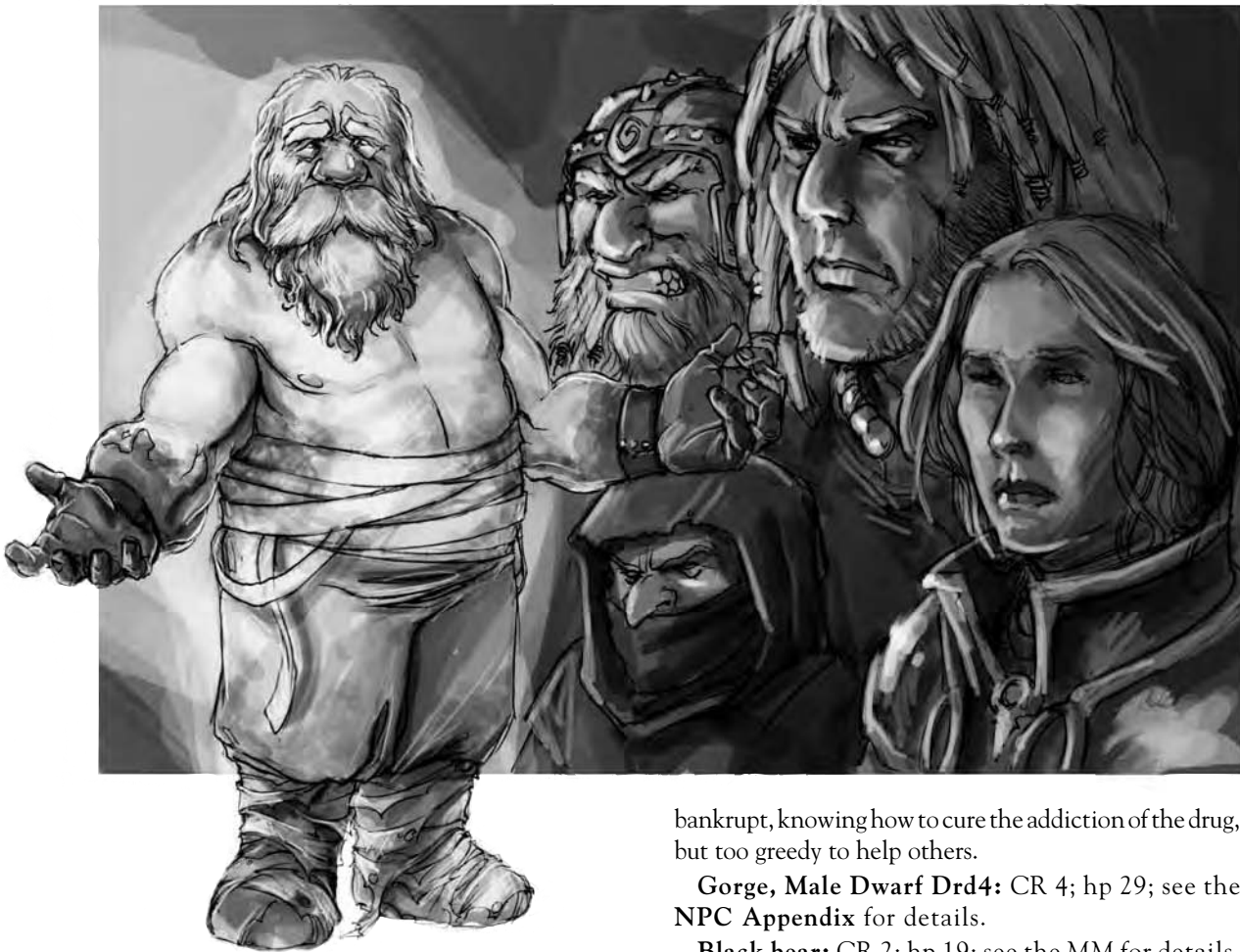
Description: Khazid bears the weight of the people of Dyer's Hamlet, his past and the bleakness of his future. He is stooped and frail, traits uncommon among members of his race. Clothed in stained rags, he personifies poverty. Khazid's hands are permanently stained black from his work in the textile plant.

Yuri

Yuri is Lord Berto's overseer. A monstrous thug, he towers over the hapless peasants who toil long hours in the poorly ventilated textile mill. He enjoys their suffering, and Berto gave to him a whip as a gift to inflict even more pain upon his charges. Yuri has no ambition other than to sate his bestial needs, ravaging local girls and spawning a number of demonic bastards, all of whom quietly disappear.

Yuri, Male Half-Fiend Half-Orc War3: CR 4; hp 26; see the **NPC Appendix** for details.

Description: Standing almost seven feet tall, muscular with twisted porcine features. He wears a rusted chain shirt, and a stiff and filthy cape mottled by his exploits and the blood of his victims. He is never away from his whip, which he has named "emasculator."



Other NPCs

Lyle Devenson

Lyle works with Khazid and he is in a position to facilitate the overthrow of Lord Blumbalc. As lead foreman in the textile manufacturing process, he has the means to recruit revolutionaries and spread word of their revolution. Lyle is suspicious of any overeager rebels, for he fears spies. Circumstance forced him to kill at least three thus far.

Lyle Devenson, Male Human Exp6: CR 5; hp 21; AL NG; see the DMG for details.

Description: Lyle is a middle-aged man in his mid-fifties. He walks with a pronounced limp gained when a too zealous nobleman nearly beat him to death when Lyle had the audacity to meet his gaze. He wears simple peasant clothes stained in a rainbow of colors due to the frequent contact with dye.

Gorge

This grubby dwarf is Lord Berto's contact to procure the drug hignde. This druid established a viable relationship with the Grey Rook Guild and he offers his services to them as a trainer for their harvesters. Gorge is morally

bankrupt, knowing how to cure the addiction of the drug, but too greedy to help others.

Gorge, Male Dwarf Drd4: CR 4; hp 29; see the NPC Appendix for details.

Black bear: CR 2; hp 19; see the MM for details.

Eagle: CR 1/2; hp 5; see the MM for details.

Description: Standing just shy of five feet tall, Gorge is somewhat emaciated, lacking the robust frame of his people. He favors uncured animal hides as armor and bears a wooden shield emblazoned with a stag skull. He is uncouth, ill mannered and a generally unlikable fellow. He sends his eagle animal companion to deliver messages to his allies, and rides his black bear to complete his intimidating portrait.

Sildik

Some believe Sildik does not exist. No one sees Lord Berto's assassin, never heard, and those who do see this passionless killer, never tell the tale, for he is good at his job. Berto bought this rogue from an Underdark slave merchant, who had fled from the vicinity of the *Vault of Larin Karr*. Berto, pleased to have his very own dark elf assassin, gave the drow his freedom in exchange for certain services. The dark elf, trapped in the painful brightness of the surface world, relented and now hunts dissenters in the hamlet.

Sildik, Male Drow Rog4: CR 5; hp 20; see the NPC Appendix for details.

Description: This drow inherited all of the negative traits notorious in his people. His is vain, selfish and an opportunist, ever watchful for the opportunity to better himself. He favors neutral clothing and paralyzing his foes from afar with his hand crossbow; Sildik hates personal confrontation, and so avoids the attention of the light-dwellers, content to be a ghost in their nightmares.

Town Development

The instinct many heroes will face after coming to Dyer's Hamlet is the urge to raze the town, aid Khazid in his quiet rebellion against leadership of the community and clean up the living conditions there. Given the insignificance of the threat posed by these villains, it should be an easy affair to wipe out the ruling class, free the people, and cleanse the land of pollutants. Unfortunately, most of Dyer's Hamlet is addicted to higidne, so wiping out the source of the drug practically guarantees the death of nearly everyone in town. Cleansing Dyer's Hamlet of the evil that has roosted there is of paramount concern, but requires an antidote for the drug, which may be available at the right price.

A. The Underground

Shortly after the party has spent at least a day in Dyer's Hamlet, they may attract the attention of Khazid Blackfinger. The rebel instigator watches for anyone who might have the power to overthrow the tyrants controlling the community. Qualities he spots are disgust for the sights, sounds and smells of Khazid's home, disdain for the totalitarian government in place, and compassion to assist the downtrodden. Should the party, one member or all, reflect these traits, Khazid approaches them at midnight, likely in their encampment or if they braved the sleeping quarters available in the Green Gullet Inn. Any sign of rudeness or hostility dispels any notions of the party's worth to the dwarf and he withdraws. He can be convinced to stay if the heroes succeed a Bluff or Diplomacy check (DC 30).

Assuming the party agrees to meet with the dwarf, he tells them the following.

With a cold appraising eye, the dwarf speaks; his voice is deep, ancient, and sonorous. "I only approach you because you have seen with your own eyes the suffering of my fellow townspeople. We languish beneath the whip of a demonic servant; we eat the table leavings of an ungrateful and unjust lord; we are dying and the king does nothing. Thus, I come to you as a challenge. Do nothing. Fight the urge to combat the lord of this town. I beg you leave enough alone. Why?

If you strike down Lord Berto or any of his cronies, the supply of blue root stops. Without the root, my people begin to die. Do you see? He has us as thralls. There is no changing this. Our town is too small for the great clerics of Durbenford or the high priests of Bard's Gate to relieve our suffering. Without the blue root, we die. So, please, leave this town and remember.

After Khazid finishes, he procures a small bladder and drinks from it. Before offering it to the PCs, he looks at them again, suspicion obvious. Then, he relents, muttering and hands the skin to whomever would take it. Further questions lead Khazid to explain that he has led the resistance movement in Dyer's Hamlet for years, fighting against Lord Berto, but never successfully enough to overthrow him. Several months ago, another dwarf came to the hamlet; he clearly dabbled with the spirits of nature, yet had nothing to share with nature's children. He reserved his healing powers for those who could pay and he never bothered himself with alleviating the suffering in town. Around the same time as this dwarf showed up, many of Khazid's followers stopped coming to the secret meetings. At first, Khazid feared Sildik, Berto's assassin, found them out but the day after, Khazid saw them in the plant. They did not seem to care about anything, their features drawn, their love of life leached. One odd thing Khazid noticed was that their lips were all stained blue.

Weeks passed and his allies dwindled, continuing to the point that only a few remained. More and more people had the telltale stain on their lips. All seemed detached and distant, their former life washed away by the blue stain. We discovered, albeit too late, a link between the blueness and a food supplement distributed to the workers. Those who refused it were beaten and tortured until they would take it, but for some reason they never gave it to Khazid or his closest allies.

Khazid and his comrade Lyle kidnapped a former rebel and forced him to stop taking the supplement. After two weeks of horrific suffering, their liberated friend died in a heaping pile of foul putrescence. They realized they were defeated and that hope had finally died. When the party arrived, Khazid was afraid they would do something rash thus slowing or halting the flow of the drug. If this occurred, everyone in the town would die.

After discussing these details with the adventurers, Khazid leaves their company and makes his way home. Along the way, a drunken Yuri accosts him questioning why the dwarf is out past curfew. An altercation arises and combat ensues. If the heroes follow the dwarf, they may be able to help. Otherwise, assume Yuri brutally kills Khazid. Lacking a place to dispose of the corpse, the half-fiend gleefully devours the remains, and the party never sees the dwarf again.

On the other hand, if the party interferes with the combat between Yuri and Khazid, the outcome of such a conflict is equally dire. Should the PCs manage to route the half-fiend, but not kill him, he flees to Berto and informs the lord of the party's presence and their threat to the ruler. Even if the heroes do kill Yuri, Lord Berto places the blame on the newcomers, as they are the only ones capable of killing the overseer. Berto foolishly gathers a number of guards, Yuri, Simean, and Sildik and sieges the PCs. The heroes should quickly defeat the villains, but Gorge flees town to the Fetid Plain on the next morning. Gorge knows about the antidote; unless the PCs get to him quickly, the townspeople start going through higdne withdrawals. The severity of this passage to being free of the drug claims about 90% of the hamlet's commoner population.

The Dealer

Based on the information gained from the dwarf, the PCs should be able to deduce the obvious connection between Gorge and the manifestation of the drug. Even though the link is clear, finding the dealer is another matter. Recall, if any altercation arises between the leadership of Dyer's Hamlet and the party, Gorge flees to the Fetid Plain. After a week of wandering through that dismal swamp, Corrigaz catches the dwarven druid and transforms him into a vampire.

Even under the best of circumstances, Gorge can sometimes be a difficult person to find. The only place he is known to traffic is the Sorrowful Riverman and even then only 30% of the time. Tracking the renegade druid through the city requires a Gather Information check (DC 20) and 1d6 gp. A successful roll locates the dwarven druid if he is still in the city. If he has already left, another Gather Information check (DC 25) and 2d6 gp reveals the dwarf left in the direction of the Fetid Plain.

Once the party finds the dealer, he surrenders immediately; he is a coward at heart. Gorge divulges that he works for the Grey Rook Guild, who ordered him to distribute a harmless root slivers to the populace of the community. He, and only he, knows of an antidote lying in the Fetid Plain, but what it is he only reveals if the party guarantees his life, believing that this bit of information is his only trump. If the party vows to let the dwarf go, he tells them it lies in the swamp's center, near Corrigaz's lair. There, the heroes will find what they need to defeat higdne's hold on the commoners. Beyond that, he does not know anything.

Enter the Plain

Having ascertained the existence of a cure, the attainment of the boon lies within the great dismal swamp known as the Fetid Plain. For more

information on this area, refer to the *Wilderness Overview*. The Fetid Plain lies a little over 43 miles away from the hamlet. The standard chances for random encounters as described in the aforementioned chapter. Once the heroes arrive at this dark place, they see the plain in all of its horror.

The exact location of Corrigaz's lair is arbitrary as he moves about to any of his many lairs. Of course, the deeper one goes into the swamp, the more trolls and other nightmarish creatures do they encounter. The heroes must travel three days into the swamp, and mapping is useless as the terrain is foul and ever shifting, before reaching their destination. Along the way, the heroes face the standard chances for wandering monsters, but if they meet Corrigaz, allow the vampire to get away. Finally, the party must face three challenges, one for each day of travel. Descriptions for each encounter follows.

1. Mire ranger

Soon after entering the Fetid Plain, one of the swamp's guardians, a mire ranger, approaches them. It does not matter which of the three wardens appears, select one or roll randomly; all have the same statistics. The mire ranger approaches to discern the reason for the party's intrusion into the Fetid Plain and to warn them of the danger of their intended action.

Each mire ranger is an individual with his or her own personality quirks. Their devotion to their cause, however, far outweighs their personal goals and interests. Mire rangers are similarly equipped and they all don similar styles of clothing, favoring such grays, greens and browns in color. Woad obscures their faces, making them seem otherworldly.

Mire Ranger, Male or Female Human Rgr14: CR 14; hp 109 each; see the **NPC Appendix** for details.

Dire bear mounts (3): CR 7; hp 102; see the **MM** for details.

Mire rangers use dire bears as mounts. While not fast, the rangers have developed a deadly fighting style with their ursine allies, relying on the bear's natural attacks to supplement their impressive fighting abilities. In large conflicts, the mire rangers dismount and move to gain flanking attacks with the bears to maximize their combat efficiency.

When the mire ranger approaches, she does so openly, hands raised as a gesture of peace. Her skills are so good she could have overcome just about any PCs Listen or Spot checks with her Hide and Move Silently skills. She intentionally lets the party see herself and her ally to alert them of



her good intentions. If they foolishly attack her, she flees marking them as enemies. She returns later in secret with the other mire rangers, convinced of the party's ill intentions, and pick off one character at a time. When only one remains, the three approach in the open and silently escort the character out of the swamp. When they reach the border, they warn the PC never to return, before they vanish into the swirling mists.

However, provided the party is receptive and recognizes her good intentions, at least on the surface, she looks over each of the PCs before saying anything. Once she is satisfied that they are not imposters (doppelgangers, phasms, et al), she questions why the party would enter such a dismal place. As her duty is to prevent the darkness within the bog from escaping into the neighboring lands, as long as the heroes do not intend to bring anything out of the swamp, the mire ranger does nothing to interfere. Furthermore, the mire ranger does not accompany the party, regardless of their reasons for entry. The mire ranger informs them that beyond the borders, the party is on their own; there is simply too much ground to cover for the rangers to rescue every fool who decides to seek adventure. Abruptly after the warden departs, vanishing into the mists of the fell land. If the party does not instigate a combat with the mire ranger, award the group a bonus 500 XP.

2. Legion (EL 9)

At dusk on the second day of the party's travel into the fetid plain, the souls who have died in the swamp coalesce into the form of a **caller in darkness**, a horrible undead creature out of nightmare. The undead creature's unnatural aura likely alerts the party to the fact that something is amiss. While the heroes look about to discern the cause of the disturbance, the caller strikes.

Caller in Darkness: CR 9; hp 71; see the *Psionics Handbook* for details.

Tactics: As the monster approaches the party, it uses *detect psionics* to search out psionic signatures. The caller in darkness directs its attacks at psionic characters first, attempting to add more essences to its form. If there are no psionic characters in the party, it unleashes a *mind blast* followed by *mass concussion* in

the succeeding round. If the heroes have the means to bypass its incorporeal state, it travels through the ground, using Blind-Fight to attack the heroes blindly. The caller in darkness fights until it has absorbed two essences or until the party destroys it.

Variant: If your group does not use psionics in your campaign, substitute this encounter with 2 spectres.

3. Corrigaz's spawn (EL 9)

This encounter occurs just before dawn on the second night of the heroes travel through the Fetid Plain. The undead minions of the vampire lord prowl through the dismal mist shrouded fens in search of the blood of the living. Numbering amongst the pack are **4 vampire spawn** and a **wraith**.

Vampire Spawn (4): CR 4; hp 29; each of these creatures wears a *diadem of turn resistance** conferring turn resistance +4; see the MM for details.

Wraith (1): CR 5; hp 32; see the MM for details.

Tactics: These creatures attack about 10 minutes before dawn. The wraith flies down from above attacking obviously wounded PCs in the effort to create spawn. Meanwhile the vampire spawn move into position in gaseous form, at four opposite points in the party's camp. When they materialize, they attempt to charm as many PCs as able, ordering them to take aid another actions to boost the vampires' AC. Following the charm attacks, they engage in melee, attempting to grapple weakened and not charmed opponents, while the wraith cleans up the rest.

Treasure: Each of the vampire spawn carries 27 pp and wears a *diadem of turn resistance**.

*see **New Items Appendix** for details.

4. Corrigaz (EL 12 or 15)

At the end of three consecutive days of travel, the party reaches a patch of dry land amidst a sea of brackish water and twisted corrupt trees. The sky above swirls with black clouds leaving purplish streaks in their wakes. In the center of the clearing is a circle of stones, not menhirs—nature has eroded them to mere stubs of moss covered rocks. An impression in the loamy soil sinks to a water-filled hole. A box, about the size of a coffin, lies in the hole partly submerged in the muck. On the exposed side is a small whole, about a tenth of the size of a copper piece (Search check [DC 20] finds it). This is just of many such lairs used by Corrigaz the vampire. If the heroes come during daylight hours, **10 trolls** guard the clearing.

Trolls (10): CR 5; hp 63; see the MM for details.

The trolls do not immediately attack, rather they bark in warning at the approach of the intruders. If the party attempts to parlay, the trolls respond in their own foul tongue, informing the PCs that the great master sleeps and it would be best not to disturb him. They invite the heroes to return after dark when Corrigaz can adequately prepare for them. The trolls' restraint is due in part to the level of domination the vampire lord has over his minions. Trolls who have failed to obey the master have died excruciatingly hideous deaths, legendary for the cruelty, even for trolls. Should the party attack, the trolls respond in kind and fight to the death.

If the party arrives during the night, Corrigaz stands in his clearing alongside his giant alligator animal companion, Crunch. He is impressed by the PCs courage. Normally, Corrigaz would have drained the fools of their blood and hung the corpses in the trees or fed them to Crunch to serve as a warning to those who would come to his home. Instead, Corrigaz keeps Crunch at bay and listens to the party's argument for information on removing the effects of higdne. If the heroes know who manufactures the drug—Groembu—and they know he is a druid, Corrigaz gleefully imparts the knowledge to purify the drug, but only if the party vows to destroy the Groembu first. Corrigaz hates other druids, finding them flawed and weak.

However, if the party does not mention the process, Groembu's involvement, they will have to find some other means to deduce the method of cleansing higdne. A Bluff, Diplomacy, or Sense Motive check opposed by the vampire's Sense Motive is enough to get the vampire to release the information. If role-playing is preferred, the heroes must argue in terms relevant to the druid. Corrigaz cares for plants above all else. He has no interest in the affairs of fauna. The heroes could promise to halt the lumber industry, a promise they could never keep as the Kingdom relies on the trade to fuel its economy. They could vow to reseed the cut trees with new growth. Of course, the mire rangers always trouble Corrigaz. Should they kill them—an evil act surely—Corrigaz would gladly tell them all he knows. Use your judgment, but do not give away the secret too easily.

Of course, the heroes could just attack the vampiric druid. A frontal assault is foolish for a number of reasons. First, Corrigaz and Crunch should be able to rip apart any opponent considering their sheer potency. Second, the cure is knowledge and only Corrigaz knows how to purify the drug. Destroying him destroys the knowledge. If this occurs, a *legend lore* or a *wish* is necessary to deduce the truth, but in any case, such magic should be beyond the grasp of the heroes, at least at this point.

Corrigaz, Male Human Vampire Drd13: CR 15; hp 103; see the **NPC Appendix** for details.

Crunch, Giant Alligator Animal Companion: CR 4; SZ H Animal; HD 11d8+44; hp 93.

Description: Corrigaz is whip thin, pale with long greasy brown hair and white eyes. He wears boiled hardened human skin armor, magically enchanted to buttress its defensive capabilities. A long grey cloak hangs from his shoulders. Around his neck from a leather thong dangles a smooth stone. In combat, he wields a wooden shield, embossed with a troll skull.

Vain and selfish, Corrigaz is the exception rather than the rule. When transformed into a creature of the night, he retained his druid status and abilities, as the corruption only altered his outlook on morality. Thoroughly evil, he has no regard for living creatures, and sees them as a nutrient to survive. On the other hand, he highly regards plants of all types and prunes the bleak swamp, trimming cattails as one might pluck roses from a rosebush. Corrigaz, if encountered, parlays, but only to appraise to the party's strengths and weaknesses. Thereafter, he is a relentless enemy, pursuing them throughout the swamps, but never beyond its borders.

When the heroes convince Corrigaz to impart the necessary knowledge he tells them the following bit of information.

For something such as this to exist, something equally warped must have sired it. Nature does not corrupt Her children. Mutations occur by the natural world acting upon itself. A plant, in order to reach the sun, must grow toward the source; the animal to avoid slaughter by its predators must learn to fight against them. In all cases, one thing causes

another. Only nature can seed something from nothing. To purify hidge, you must find what corrupted it, for it is surely an aberration... a corruption of its once perfect form. Something was either taken from it, or added to it to give it its unusual characteristics. Find the source and the solution will follow. Of course, such a thing would be hidden from view, so look carefully.

Corrigaz is not entirely certain how to remove the taint, though he suspects the cure lies within the plant itself. If one could remove the taint, the plant's restoration to a normal state logically follows. Thus, whatever can purify the plant could purify the user. The actual process to achieve this end is in Groembu's lair, where Mal'Tagrithe hid the Druid's soul. The process for recovery is outlined in **Horrors of the Cold Dark Earth**.

Corrigaz allows the party to leave the vicinity of his lair, but after a day, he considers them fair game and he may encounter them as a wandering monster in the Fetid Plain. As for their next step, it is up to the heroes, for if they return to Dyer's Hamlet, they find that the ringleaders of the underground rebellion all dead or missing, and the rest of the town fully under the control of the insidious drug. The obvious course is to track down the drug. The party may have already determined the source, Groembu, and so they may have to return to the lair to find a clue. If so, feel free to restock the dungeon as much or as little as you like. Of course, if the heroes already found Groembu's soul and exhausted it of its curative magic, then there is no longer a cure. Perhaps other magic may be available to help the poor people of Dyer's Hamlet... then again, perhaps not.

Kal'Iugus

Encounter Areas

See the Wilderness Overview chapter for more details on the mountains. The following areas contain specific encounters and NPCs dwelling or hiding in the mountains. These are living areas and may change over the course of the adventure. Feel free to modify the encounters as needed, increasing or decreasing the difficulty of the encounter as needed.

DM Notes

The Kal'Iugus contains two small scale plot threads potentially revealing important aspects of the adventure, such as the impending giant invasion, which King Ulrich desperately struggles to ready for, the stirrings in the Underdark, and finally the encampment of the Band of the Bloody Moon. Two areas that are more significant also lie in these mountains: the Whimpering Depths and the ruins of Caer Durben. Both of these locations receive their own chapters later in the adventure's progression. The heroes may encounter as many of these locations as you see fit while traveling to the Whimpering Depths.

1: Camp of the Bloody Moon (EL 14)

This group of evil adventurers seeks plunder and wealth above all else. They set up in Kal'Iugus Mountains when Ruen killed a man in Durbenford. Not wanting to tempt the authorities, they took to the mountains to discuss their next step. For now, they are content to raid the occasional farmstead or merchant caravan, but all of the members have greater goals and expectations. If they learn of *Helring*, the sword of Orcus, the Band works to get it from the PCs or from the Whimpering Depths if the heroes have not yet recovered it. Use these villains to keep the PCs on their toes. These opponents opt to "live to fight another day."

Their camp is a simple, hidden by the stunted trees and brush on the lower slopes of the Kal'Iugus Mountains. They have 6 bedraggled **light warhorses** (see MM) cropping at the brown grass, and drinking from the cold waters of Rynas' Tears. Six tents surround a fire pit littered with bones and trash and other disgusting remains. If the PCs stumble across the Band's camp, there is a 25% chance Greble is in Durbenford sizing up his mark. There is a 10% chance the band is away raiding a caravan to the south. Lastly, there is a 5% chance the band is away upslope 1d4 x 1,000 feet, battling another random monster.

Ruen Fellblade, Female Human Ftr9: CR 9; hp 72; see the **NPC Appendix** for details.

A'londra Yt'tonay, Female Drow Clr9: CR 10; hp 49; see the **NPC Appendix** for details.

Guy de Plaiz, Male Human Wiz9: CR 9; hp 31; see the **NPC Appendix** for details.

Greble, Male Goblin Rog5/Asn4: CR 9; hp 43; see the **NPC Appendix** for details.

Hagal Thunderfist, Male Derro Mnk9: CR 11; hp 77; see the **NPC Appendix** for details.

Sir Tybalt, Male Human Rog2/Ex-Pal5/Blk2: CR 9; hp 63; see the **NPC Appendix** for details.

Development: Depending on how the heroes approach the encampment determines the villains' reactions. If the heroes pose as travelers, the Band is generally suspicious. They welcome the heroes to the camp and share a meal, attempting to discern the reason for the PCs to be in the mountains. They also work to learn whether the heroes wish them harm, being in the employ of the mountain dwarf hunters or the city. They explain that they too are a party of adventurers en route to Bard's Gate, but giants sidelined their journey.

If all goes well and no combat erupts the Band does not attempt to molest the well-armed party, but instead secretly decides to follow their passage. They decline any offers to unite, preferring instead to strike against the party when they are least prepared. Thereafter, the Band of the Bloody Moon acts as a foil to the heroes, always following, remaining hidden and dangerous enemies. The final confrontation between the two groups occurs after the heroes defeat Groembu and return to Durbenford.

If the heroes attack the Band, they are in for a serious fight. It is likely that the Band is more powerful and better entrenched than the heroes are able to face, especially at lower levels. The Band eagerly engages the heroes in the hopes of attaining a few choice bits of treasure. Remember to strike any Band members from those who attempt to kill Lord Durben that die in a confrontation with the PCs.

2: Orc Staging Ground

Trapped between the mountains and the towns beyond the great lake, these 100 orcs feel threatened by the encroaching troglodytes and grimlocks emerging from the bowels of the mountains. In response to their diminishing hunting grounds caused by the impending giant invasion, they prepare to go to war with these enemies, and if a few human towns fall to looting and fire, the orcs do

not complain. Their early forays have had marginal success claiming an equal number orcs to their enemies.

Despite their steadily shrinking numbers, the staging ground and attached camp is impressive. Like most orc settlements, it is both foul and filthy, their own wastes mixed with their living spaces. Disease runs rampant here, though just as many die from conflict as from plague. Hidden in a small valley on the western slope of the Kal'Igus Mountains, not too many locals know about their presence, as they do not often raid human settlements. However, the state of things could change, as these humanoids are angry and cornered.

Orcs War1 (100): CR ; hp 5 each; see the MM.

Orc Sergeants War3 (10): CR 2; hp 23; see the NPC Appendix for details.

Orc Lieutenants Brbn5 (5): CR 5; hp 48 each (52)*; see the NPC Appendix for Details.

*While raging.

Targ the Warlord, Male Orc Ftr 7 (1): CR 7; hp 57; see the NPC Appendix for details.

Personality/Description:
Targ hates humans. He hates Durbenford, its inhabitants, and the blight upon what he perceives is his rightful land.

However, with the grimlock forays along with the occasional appearance of troglodytes, Targ must wait for his strike against the humans of the valley until he can first defeat these new threats.

Targ, a very fat orc, prefers to wage battle from atop a horse, but never without the protection afforded by his armor. In battle, he dons a porcine helmet that is legendary and noted as the source of the rumors surrounding his heritage; many claim he comes from a long line of pigs. His banner, always nearby in the hands of an orc lieutenant, is a rotting boar's head pierced by a pike. With flies buzzing and maggots boiling out of its skull, it is a symbol of his hatred towards his enemies.

Heavy Warhorse (1): CR 2; hp 30; Spd 40 ft.; AC 22 (full plate barding), otherwise see MM.

Development: Stumbling across the staging ground could be either a lethal mistake or a huge windfall depending on whether the heroes are either martially or diplomatically inclined. If the PCs charge into the Orc community, the humanoids respond in kind, Targ rallying his forces to cleanse his tribe of the human infestation. However, if the heroes approach the encampment with respect, the orcs do not immediately attack.

Through careful negotiation (through either role-playing or a Bluff/Diplomacy/Intimidate check [DC 25]), the heroes may gain an audience with the chieftain

Targ. The orc leader is suspicious and



condescending (consider him Indifferent), believing the party intends his tribe harm. If the heroes present him gifts, his attitude improves to Friendly and is willing to talk at least. Read or paraphrase the following text as he tells the heroes about the developments in the mountains.

Far to the north, in the lands of perpetual twilight, where winter's grasp clutches the world in a death grip, dwell giant folk, worms of pure ice, dragons, and hateful human tribes of barbarians. Over the generations, we orcs have plundered their tribes for food, much as we have always done. Though we bring death to their frail communities, taking their women and children as slaves, it is the order of things. Three cycles of the moon ago, we made our regular raids, but found no sign of the thorpes we had raided for so long. In their places were the crushed ruins of longhouses, frozen pulped flesh and the bones of the dead. Huge footprints, still not filled with the snow, impressed into the ground. We spoke to the spirits and the god of war, and discovered that the giants were stirring for war. By the next swelling of the moon, even my people were on the run. The giants attacked anything that opposed them, devouring countless warriors of

my tribe. Now, all that is left are the best of my warriors. We will not die like old men. With the blind folk spilling out from under the mountain, we will take the war to these new interlopers. May their blood fill our stomachs, and their bleating cries fill our ears.

Targ speaks the truth about the giant forays pressing south into their hunting grounds, having driven them into the mountains. He also mentions the grimlock cult emerging from the Underdark under the sway of a horrible ogre mage (see Wilderness Overview for details). The orcs plan to fight these creatures to secure their new homeland. What Targ does not tell the PCs is that he plans to wipe out Durbenford and the soft cities once he is done with the grimlock infestation.

Miraculously, the family of Orin Glamdren (the gnomish alchemist in Durbenford) still lives, albeit as slaves, owned by the Orc-Lord Targ. Targ entertains discussion of freeing the slaves, but only for a price, as he spent a lot of gold to acquire them from the race of psionic humans dwelling beneath the crust of the earth. He sells the slaves to the PCs for 600 gp.



Entrance Level:

Whimpering Depths

Background

In the Northern Kingdom there is a mountain range, called the Kal'Iugus. Somewhere amidst the mist-shrouded peaks is an old mountain, Mount Rynas, in which hides the resting place of a fantastic relic from a bygone era. Nearly all have forgotten this artifact; only a few mad sages and the scant record found in a few dusty tomes even mention it. These sources call this thing, ambiguous in form as it is in function, the *Nanoc*. Those same resources claim it lies somewhere deep inside this lost peak in a vault known as the Whimpering Depths.

Some sages speculate that Muir, the goddess of paladins, placed the *Nanoc* inside the Whimpering Depths. They believe she crafted the *Nanoc* from Rynas' remains and established celestial servants to stand guard to protect the world from unleashing the blade's evil once more. While it is nice to think the goddess interceded on the behalf of mortals, the claims are entirely untrue. What actually occurred was that an enclave of clerics devoted to Muir interceded. They took up the body of Rynas and constructed a container for the sword from the titan's bones. Once the clerics had made the vessel, they accessed a pocket dimension just large enough to contain the *Nanoc* and the evil contents his corpse guarded against. Sadly, the evil of the sword has long since seeped past the vessel that was once Rynas and has bled through the gate to contaminate the mountain.

Over the millennia, the mountain has succumbed to winds and rains, the shifting of the tectonic plates and other geothermal activity. Now the mountain is much less impressive than it once was in the time of its former magnificence. The remnants of the mountain contain little more than a few isolated passages and rooms divided by a massive rent down through the center of the mountain, descending to a vast cavern below, some 1000-feet, caused by the evil seepage from the pocket dimension entrapping the relic. Despite the geological instability, many of the rooms and chambers remain intact, albeit with inhabitants far different from those dwelling here now. The evil from the sword corrupts all it touches. Those custodians who once maintained the sanctity of this place have long since succumbed to madness and undeath as evidenced throughout many locations.

DM Notes

Removing the *Nanoc* from its extradimensional prison is a very difficult task. The Gate to the plane is on Level 3, Area 3-2, but it does not open until someone first speaks the three sacred phrases before the portal. Divining the phrases is impossible by any means short of a *wish* or a *miracle* as they themselves are magic items as well as words. However, learning that one needs a series of words to open the portal is another matter entirely, and many spells can provide this information. Alternatively, a character may attempt a Lore, Bardic Lore, or Knowledge (History) check (DC 25) to learn that passage to this plane requires speaking a phrase. PCs may gain the phrases in any order, but they must speak them in the proper sequence.

Learning a Phrase is simple. When a PC encounters the appropriate location bearing the magic script, he or she must simply read the words aloud. Once read, the magic writing vanishes from the writing surface to dwell with the reader's mind, until such time reader utters the words aloud. At this time, the words vanish from the mind of the speaker only to reappear on the original surface on which the words were written. The words of the Sacred Phrases cannot be written down; a special *geas* prevents such action. Anyone who tries to copy the Phrases to some other medium finds himself unable to make the characters even if he is looking directly at them.

Though the above process seems simple, there are a few snags in the otherwise easy task. First, the words are in the Celestial alphabet, and they can be read only through magical means or by a PC knowledgeable in this tongue. Also, the phrases, if spoken aloud, vanish from the reader's mind. So, words spoken at the incorrect location requires the character to venture back to the place where they first encountered the phrase. Worse still, the phrases are not presented in order, so, characters must assemble the phrases in the proper order, most likely through trial and error.

The phrases together and in order read:

*At the dawn of creation
When the world was young
Rynas wept and all was made pure.*

The heroes find the First Sacred Phrase on the cavern wall on Level 3, Area 3-1C, the Second

Entrance Level

Difficulty Level: 8

Entrances: Main entrance at Area 1-1, the Yrthak lair at Area 1-1A and the secret entrance at Area 1-5

Exits: The abyss at Area 1-16A connects many other passageways and corridors and is the road to the *Nanoc* at the bottom of the Whimpering Depths.

Wandering Monsters: A few wandering monsters exist here and most almost never interact with the squatters claiming the various sections of the Whimpering Depths. Roll a wandering monster check on 1d20 once per three hours.

- | | |
|-------|---|
| 1. | 1d3+2 Lantern Archons: CR 2; hp 4; see the MM |
| 2. | 1d2 Hound Archons: CR 4; hp 33; see the MM |
| 3. | 1d10+10 Dire Rats: see the MM |
| 4-20. | No encounter |

Despite the celestials' alignment, they view any mortals encountered within the Whimpering Depths as threats and engage in threatening posture. Their first order of business is to cast *detect evil* on the encroaching party; if the archon detects any evil in the group, however slight, it attacks without mercy until they destroy or rout all of its opponents. Even if no evil is detected, the archon warns away the party, insisting that if they continue into the Whimpering Depths it is bound to try to stop them. Killing a celestial is an evil act and if a paladin does so, he is in danger of violating his code of conduct. The exception to the celestials' standard response is if a lawful and good cleric or paladin brandishes a holy symbol and channels positive energy, much in the same way they would turn undead. This alerts the celestial to the fact that the PC is indeed a servant of the light and thus has the authority to walk through the Whimpering Depths unmolested. Once a PC deters a celestial in this way, consider any other random encounter resulting in celestial (either hound or lantern) results in no encounter.

Detections: Most divination spells, such as the standard assortment of detection spells, function within the Whimpering Depths. Most locations detect as mildly evil due to the evil seepage from the Gate deep in the mountain. The *Nanoc* is not here on the Material Plane. It lies in a special pocket dimension accessible only through a portal at the bottom of the depths and is thereby im-

mune to most detection or location spells. From about halfway across the abyss, PCs may be able to detect moderate to strong evil emanating from the Lich and his retinue.

Continuous Effects: Areas 1-20 and 1-21 are under the effect of a permanent *unhallow* spell.

Standard Features: The majority of the rooms on this level have retained their master craftsmanship. Those areas still intact feature fitted limestone blocks (treat as superior masonry). Many of the walls have spider-webbed cracks and periodically leak fine dust from the ceiling as the mountain shifts under the unbearable weight of the *Nanoc*. Haunting noises echo throughout the corridors and rooms, accompanied by cold spots and odd odors. From time to time, bones fill a corner, mostly intact skeletons of some past fool who had designs on the secret treasures within this dungeon.

Superior Masonry Walls: 1 ft. thick (behind which is hewn stone); Hardness 8; hp 90; Break (DC 35); Climb (DC 20).

The exception to the consistent workmanship is Areas 1-9 through 1-12 and Area 1-15. These rooms and tunnels are not of the original construction and are not much more than crude tunnels worked by careless humanoids. Tired and worn beams at 5-foot intervals support the burden of the ceilings overhead. Pillars reinforce the ceiling supports to prevent cave-ins. These areas have weakened ceilings, thus any damage in excess of 20, or a Strength check (DC 24) causes a cave-in. See DMG for details on cave-ins and collapses.

Square Wooden Pillars: 9 in. thick; Hardness 5; hp 90; Break (DC 24).

Standard ceilings are 20-feet tall, supported by columns built into the walls at 20-foot intervals. In rooms, ceilings rise to 30-feet. In the newly excavated sections, ceilings in both tunnels and chambers are 15-feet in height on the average. Floors, for the most part, are flagstone of good condition. Last, all rooms are dark unless specified in the Area's description.

Most doors throughout are of the strong wooden variety unless otherwise specified. Each door has nested hinges, thereby preventing any external tampering. Iron bands reinforce these doors keeping the individual planks together and to resist swelling and warping.

Strong Wooden Doors: 2 in. thick; Hardness 5; hp 20; Break (DC 23).

Sacred Phrase in the lair of the Lich on Level 1, Area 1–21, and beyond the bound Avoral, they find the Third Sacred Phrase on Level 2, Area 2–15. The process of gaining the phrases can be daunting and frustrating. If so, then the motives of the original custodians have succeeded. PCs are likely to move from one level, back to another. It is possible for the PCs to eliminate all the inhabitants prior to actually gaining the phrases. If the PCs gather all the phrases and open the door successfully, award a bonus 100 xp to each of the players. Refer to **Map G1** for details.

1-1: Entrance

The ascent to the entrance of the Whispering Depths is free of much in the way of danger, though several rents belch plumes of foul-smelling steam, dying and twisted roots snatch at travelers' legs and flocks of carrion birds circle the sky above. Despite the unwholesome atmosphere, the heroes encounter nothing as they climb. About 500 feet from the top of this old mountain is a ledge with gold double doors set into the otherwise blank surface. Evidence of a much grander structure still remains, though only in the ruins of fallen columns, cracked mosaics and the doors themselves. Carved into the doors are intricate bas-reliefs depicting angels bearing flaming swords. A strong gust occasionally disturbs the detritus littering the ground, causing a few scraps of cloth, an odd bone and the nests of some avian predator to shiver and rustle. Far above, the mountain's peak vanishes in a swirling mist. Patches of frozen dung mar the pristine beauty of the mountain's face over much of the upper heights until mists conceal more stains left at higher elevations.

These doors are quite valuable, but removing or defacing them is despicable. Those aberrant PCs who do remove them, and find an interested buyer, discover that a single door brings as much as 500 gp or 1200 gp for an intact set. Examining the doors reveals, with a successful Knowledge (the Planes) check (DC 20), that the celestials depicted are in fact Avorals.

Bronze Doors: 2 in. thick; Hardness 9; hp 60; Break (DC 28), Open Locks (DC 30).

No signs of passage remain on the ledge aside from a nearly intact skeleton. The cause of death, which can be determined by a successful Heal check (DC 20), was likely exposure. A character making a Survival check (DC 22) determines the large droppings are the product of an yrthak. There is nothing of significant value on or about the ledge.

If the heroes spend more than 5 minutes exploring the ledge, or make a considerable amount of

noise, such as a loud spell effect (*shatter*, *fireball*, etc.), a **yrthak**, who lairs some 250 feet above descends to investigate.

Yrthak (1): CR 9; hp 102; see the MM for details.

Tactics: If the PCs make no effort to conceal their sounds (such as by breaking the doors down), the yrthak automatically makes its Listen check. It takes a single round for it to descend. On its first attack action, it begins with a sonic explosion to crumble the ledge. Each explosion destroys 10 square feet if the attack targets the edge of the area. On the subsequent round it attempts to snatch a PC and drop them to the rocks below, pulverizing the helpless hero on the rocks of the mountain slope. A fall from this height deals 20d6 points of damage. The yrthak fights until it has dropped three PCs to the rocks, then descends to feast upon its pulverized meal. If the PCs reduce the creature to 25% hit points or less, it flees to its lair at the top of the mountain. PCs defeating the yrthak receive 10% more XP due to the danger of falling and the difficulty of the wind.

Environment: The strong gusts at this height impose a –2 circumstance penalty on all ranged attacks and Listen checks and the wind knocks down size Tiny or smaller creatures who fail a Fortitude save (DC 10).

1-1A: Yrthak Lair

This location is not pictured on the map, but it lies up the mountain slope some 250 feet. Reaching this location is difficult, requiring *fly*, *teleport* or a series of dangerous Climb checks (DC 25). If the heroes do manage to find where the yrthak roosts, the heroes discover another entrance to the Whispering Depths.

The air at this height is quite thin, endangering those who tarry here too long. The clouds obscure the scenery in every direction, though some details are clear. Those mountains visible above Mount Rynas have icy caps many are dotted with eagles' eyries. PCs making a Spot check (DC 22) notice an impossibly large grey-skinned giant descending through a cloudbank, on the next mountain over. It looks about, but does not see the heroes.

The figure is a **stone giant** scout for the encroaching giant forces beyond the Kal'lugus. Its mission is to gauge the humanoid's defenses and map the region to aid in the invasion forces strategic positioning. It has no interest in fighting the PCs, but defends itself if attacked.

Aside from the stone giant, the top of Mount Rynas features an odd roost, not so much a nest, but more akin to a rent just large enough for the

Map Gr - Whimpering Depths



Entrance Level

yrthak to enter or exit the vast cave below. Shattered bones, twigs and other trash fill much of the cave, and dung spotted from below, contaminates this location. Most of the droppings are closer to the point assent.

If the heroes have not yet encountered the yrthak by the time they reach this location, consider the creature off hunting. A Knowledge (nature) check (DC 20) allows a PC to identify the spore as belonging to a reptilian predator, though the exact type or kind cannot be determined. A closer inspection of the cave reveals that while an entrance, it also serves as nest. The cave is large enough to accommodate a huge creature's passage. Behind the trash is a sizeable shaft, approximately 30-feet in diameter and descending some 100-feet before opening into a larger cavern. This tunnel leads to Area 1-16A. Climbing down the shaft requires a Climb check (DC 25), and if the PC descends to the bottom, they face a dangerous predicament: the arrowhawks and a significant stretch of ceiling before reaching any walls. In any event, there is no treasure in the yrthak's lair. However, enterprising and courageous heroes finding and entering the complex by this route should receive 100 XP bonus award for their ingenuity.

1-2: Angelic Guardian (EL 10)

Beyond the golden doors is a 30-by-90-foot foyer. Pillars line either side of the chamber serving as decoration and supports for the weighty ceiling. Guarding this area is a **monavic deva**, a celestial of significant power and guardian of the Whispering Depths. As soon as the heroes open the doors, she assumes a defensive posture as she attempts to discern the adventurers' intentions. The pillars alight with an inner radiance casting a glow both unearthly and holy.

The deva is beautiful, adorned gleaming plate armor and wielding a flaming longsword. Her long blond hair cascades past her shoulders, the locks of which frame her aquiline features and fierce white eyes. Angelic wings stretch out from her shoulders, and she raises a sword in warning. She is angry at the intrusion and her mood should be perfectly obvious to the intruding heroes.

To whoever speaks first, the deva warns them to return the way they came, and not to venture into the sacred sanctuary, for Muir has deemed it an offense to all that is just and pure.

Many PCs would do well in avoiding a combat with a celestial. Celestials are extremely powerful opponents, plagued as they are by the forces of the Lower Planes. They exceed their physical prowess in goodness, so the indiscriminate slaughter of such a being ought to be anathema to moral minded

adventurers. Considering these reasons, astute players may suspect something amiss with Geoffrey's tale, for why would an angel interfere with their church-endorsed mission? In fact, there are several celestial guardians in this place, muddling further with the heroes sensibilities. Though the prince lied to the heroes, the nature of the ruse delineated in the set-up should assuage most players' misgivings. Geoffrey warned the PCs of everything dwelling within the Depths as suspect, thereby ameliorating any moral dilemma that may arise. If there are any reservations regarding these details, play down inconsistencies, and verbally reward players eager to serve their Prince and nation.

The best course of action is for the party is to avoid fighting the celestial. A successful Bluff check against the deva's Sense Motive allows the access into either the left or the right door. The deva may not leave this room and does not know what lies beyond her area of protection. All she knows is the most direct route to the *Nanoc* was through the double doors behind her. She knows nothing else about the layout or condition of the Whispering Depths, though she believes the remains of Rynas lie somewhere deep inside the complex. She knows nothing of the dimensional pocket that holds the relic or the means to enter it. Clerics dedicated to lawful and good gods can completely bypass the deva by channeling positive energy through their holy symbol as described in the Wandering Monster sidebar. If the PCs find a non-violent solution to defeating this encounter, award them XP as if they had defeated her in combat. For a full description of the monavic deva, refer to the ***Tome of Horrors***.

Movanic Deva: CR 10; hp 68; see the **Monster Appendix** for more details.

Tactics: Despite the monavic deva's displeasure in fighting in melee combat, she does not fight stupidly, nor does she initiate it. As her divine command compels her, she blocks any attempts to breach the double doors. If she does not sense any evil in the party, she fights to drive them from the Whispering Depths using subdual attacks if able. If pressed, though, she fights to the death. The deva makes use of as many defensive abilities as she can prior to engaging in melee. Any attempt to parlay after the combat begins results in a derisive sneer.

On the first round, she flies back to defend the southern door, and casts *spell turning*. Then if allowed to do so, she casts the following spells in order: *protection from arrows*, *aid* and *holy word*. If the PCs engage her in melee, or after she is adequately prepared in her spell-like defenses, she fights defensively maintaining her position before the southern passage.



Treasure: Over the millennia, learned priests who knew of the *Nanoc's* Prison would come here to make offerings to goddess of paladins. The monavic deva has little use for what she perceives as junk, though she does make use of the occasional item such as potions, scrolls and the like. In neat piles in the corners of this chamber are the following items of treasure. Nine gems worth 700 gp, 600 gp, 70 gp, 60 gp, 20 gp, 15 gp, 8 gp and 7 gp respectively.

The side doors are of little interest, being standard portals. The doors to the south are solid iron and stand over 8-feet tall. Intricate carvings decorate the surface mimicking those present on the exterior of the complex. A *forbiddance* spell (DC 20) cast by a 18th level cleric, keyed to lawful good, wards the doors.

Southern Double Doors: 2 in. thick; Hardness 10; hp 60; Break (DC 28).

1-3: Trapped Chamber (EL 7)

This chamber is dark and empty. A trapped door stands on the far wall, and on the southern door, stands another. Both doors are standard, wood, bound with iron. A *disintegration* trap guards the far door. Any attempt at tampering, breaking or merely opening it without a key and proper obsequious blessing to Muir, triggers the trap, targeting the offending intruder. The key to this door is long lost.

Disintegration Door Trap: CR 7; magic device; touch trigger; automatic reset; spell effect (disintegration, 11th level wizard, Fortitude save DC 24 partial, 5d6 points of damage; Search (DC 31); Disable Device (DC 31).

1-4: Spider Nest (EL 9)

This large chamber extends some 40-feet deep and is over 90-feet long. A small door exits on the northwestern wall, with another door on the eastern wall. A passageway opens on the southern side of the eastern wall. Trash and debris fill this room. Cobwebs extend from the 40-foot tall ceiling to connect to the littered floor, filtering the narrow beams of light from a crack overhead in the ceiling.

Scuttling about the large room are uncommonly large and hairy spiders. Lording over the arachnid vermin is the remains of a forgotten guardian, an animated construct of fearful proportions. The guardian is a massive spider-like construct of rusted steel and broken cables. It staggers around the room, three of its eight legs in such bad repair that they no longer function. Any special attacks it may have once had are now non-functional as well.

While the spiders are not too severe of a threat on their own, the animated object makes the combat especially dangerous. So much detritus, leaves, rocks and bits of bone and withered flesh litters the floor that the PCs find it difficult to move through the hazardous footing. Safe movement cannot exceed half-speed. Moving faster requires a Balance check (DC 15), which on a failed check, the PC falls prone. A fall deals 1d2 points of subdual damage.

Large Monstrous Spiders (5): CR 2; hp 22; see the MM for details.

Advanced Animated Object (1): CR 7; hp 148; see the MM and the **Monster Appendix** for details.

Tactics: As all of these creatures lack an Intelligence score, they do not take advantage of flanking attacks or any true combat tactics for that matter, except where they incidentally occur. They simply attack to kill. The animated object fights until destroyed, but the spiders retreat to the ceiling if the PCs kill 3 or more of their numbers. The animated object smacks at opponents with its powerful but rusty legs.

Treasure: Scattered amidst the trash are 180 gp in various coins and denominations, all of which are ancient. Long ago, goat herders would drop coins through the cracks to send wishes to Rynas. This practice ended generations ago. In addition to the coin, searching the southwest corner of the room (DC 18) reveals a small chime, which is in fact an unused *chime of opening*.

1-5: Secret Escape

This narrow passageway extends about 12-feet to the northwest. Light shines through two small holes at the end of the passage. At the end of the corridor is a secret door (Search check [DC 16]). Even if the door is undetected, the shining light emanates from two eyeholes and offering a breathtaking view of the mountains. This is the last entrance (or exit) from the Whimpering Depths.

1-6: Empty Room

A small jagged hole breaks the expanse of the dirty floor in this chamber. Aside from a few old cobwebs in the corners and a door at the opposite end, this room is empty.

1-7: Empty Room

An old crumbled hearth occupies the eastern wall of this empty room. Aside from a few old cobwebs in the corners and a door at the opposite end, this room is empty.

The hearth is nothing more than a simple fire pit; its former glory long since succumbed to the decline of the sanctuary. Its color mosaic tile lies shattered and scattered before it, reflecting evidence of its former beauty. There is a flue, about 9-inches across, but debris, nests and rocks have long since blocked it off. Lighting a fire in this room causes it to fill quickly with smoke in 3 rounds (see DMG for details on suffocation).

1-8: New Tunnels (EL 10)

Despite the swollenness of the door, this room is dry except for a few standing puddles of oily water dotting the floor here and there. At the southeastern end of the room is an excavated tunnel that branches into two more tunnels of similar quality.

Periodically, streams of dust spill from the cracks in the ceiling, suggesting poor and careless construction. Bowed wooden pillars barely support the weight overhead. A statue, a **clay golem** in actuality, stands near the weakened corridors. It appears to be made of terra cotta or some type of red stone, constructed in a manner reminiscent of an Oriental warrior. Fine white dust and partly dried red stains cover the entire floor within 10-feet of the statue.

The powder near the golem is pulverized bone dust and the red smears are blood. The golem does not attack until a PC enters one of the hand-dug passages. Its instructions are very simple: Destroy any invaders. The final caretaker of the sanctuary constructed the golem to prevent intrusions and vandalism from robbers tunneling into the sanctuary from below.

Clay Golem (1): CR 10; hp 90; see the MM for details.

Development: If the combat continues for more than three rounds, and the bugbears in Area 1-9 succeed a Listen check (DC 5) they ready for combat and their chief joins them from Area 1-12 on the following round. Though prepared for battle, they do not join the melee with the clay golem, fearing its relentless destructive ability. On the other hand, combat continuing more than five rounds or after a particularly loud noise, a **slider beetle** from Area 1-10 arrives every round, drawn by the sounds of conflict and potentially a fresh meal.

1-9: Bugbear Warren (EL 8)

This cavern reeks of smoke, dung and filth. Scattered piles of hay and hair serve as bedding for its foul inhabitants. Scratched into the wall in a variety of languages is graffiti, both vulgar and suggestive. A fire pit smokes in the center of cave. Char marks on the ceiling suggest poor ventilation.

Assuming the PCs made an effort to conceal the sound of their battle with the clay golem, these 6 bugbears are in a state of semi-readiness. They are armed, but still subject to a surprise round. There is a 15% chance for the bugbear leader in Area 1-11 to be present, conversing with his minions.

This is the lair of a bugbear expeditionary force. Attracted to its treasure and declining sanctity, these bugbears found their way here by accident, avoiding the dragon lurking in the bowels of the Depths, and climbing into these hand dug tunnels. At this time, the bugbears are undecided about what should be their next step, seeing as how the clay golem annihilated four of their number in Area 1-8.

Bugbear Rog1 (6): CR 3; hp 27; see the NPC Appendix for details.

Tactics: If given the opportunity, one of the bugbears retrieves the necklace of fireballs from the strongbox (see below) and, in accordance with his chaotic alignment, he drops fireballs onto the PCs starting with unarmored foes first and obvious clerics and paladins second. Remember, the ceilings in these areas are potential hazards, needing only 20 points of damage to collapse a 10-foot-by-10-foot section.

Treasure: In addition to what each rogue carries, there are, in an unlocked metal strongbox, 130 pp, ancient bronze crown (600 gp), a string of black pearls (6000 gp), a potion of cure light wounds, and an intact necklace of fireballs (Type V). Each bead on the necklace radiates a fiery glow.

1-10: Den of the Corpse Eaters (EL 7)

This chamber stinks of waste and rot. The walls, as in all of these dangerous tunnels, are irregular and drip water at various points throughout. The partly devoured remains of three beetle-like creatures litter the tunnel, adding to the foul miasma so potent in this place. Accompanying the carcasses are piles of dung, some of which is smeared on the walls.

This is the lair of 3 slicer beetles. Unlike the golem, they no longer threaten the bugbears for the humanoids depleted quite a few of their numbers. The beetles feed upon the bugbears' droppings, leavings and dead. In a twisted way, the slicer beetles have established a sort of symbiotic relationship with those goblinoid explorers and even the aranea deeper within the tunnels. The beetles' relationship with the goblinoids is one in which even they recognize they should not disrupt.

Give the slicer beetles Listen checks opposed by the PCs Move Silently checks to see if they are aware. Recall that the fight with the clay golem may have drawn out one or more of the beetles, thereby exhausting these caves of their presence. Attracted to fresh meat, the sounds of combat are sure to draw them nearer. If any slicer beetles remain, they fight to the death. For a full description of the slicer beetle, refer to the **Tome of Horrors**.

Slicer Beetles (3): CR 4; hp 57; see the Monster Appendix for details.

These slicer beetles have no treasure.

1-11: Corpse Eater Lair (EL 7)

This area is similar to Area 1-10, and serves as the lair for the remaining 3 **slicer beetles**. These vermin act similarly to the others of their kind in Area 1-10. Combat attracts these creatures too, and so it is possible the fight with the clay golem drew them out. If this is the case, and all the slicer beetles have been defeated, consider this room empty.

Slicer Beetles (3): CR 4; hp 47, 52, 49; as Area 1-10.

1-12: Bugbear leader (EL 8)

This is the lair of the **bugbear leader**. If combat occurs with the clay golem, and he hears it, he immediately moves to Area 1-9 to assist with the preparations. Even if he is not aware of the combat, there is a 15% chance for him to be in Area 1-9 conversing with his underlings.

Blaxrul, Male Bugbear Ftr3/Rog3 (1): CR 8; hp 73; see the **NPC Appendix** for more details.

Personality/Description: Blaxrul is a disgusting example of his species. Bloated and covered with suppurating sores, his odor is awful. As leader of the explorers, he does not fear his minions or their unhappiness with their collective predicament. He fears the aranea far more than the lack of loyalty felt by his comrades. Hence, he keeps his men nearby, despite their mockery of his form and stink.

Tactics: Before entering combat, Blaxrul drinks his *potion of haste*. He charges anything or anyone resembling a rogue to reduce the number of sneak attacks useable against his troops, and relies on his allies to eliminate spell-casters from the ranks of the enemy. If reduced to 25% hit points or less, he flees to the aranea lair to beg for their assistance and to warn them of the approaching enemy.

Treasure: Blaxrul in his plundering of the Whimpering Depths found 200 gp and an *arcane scroll* (*displacement, blindness/deafness* and *mel's acid arrow* caster level 5), of which he keeps, despite his inability to use the scroll, in a small locked (Open Locks [DC 18]) chest.

1-13: Resentful Ruins (EL 9)

This room was once something of a formal dining hall. Time claimed most of its finery long ago. The floor and walls of the southwestern corner have given way to a yawning void beyond. Ruins of furniture, paintings, dishes and hangings all lie in heaps about the place. Two doors lead out from this room, one to the west and one to the east.

After the party roots around the room for a few rounds, the **spectre** that claims this chamber as its lair returns from its mad wanderings in the central pit. Allow the spectre a Listen check, opposed by the PCs worst Move Silently roll (against a DC 5 if they do not attempt to conceal their noise at all). If the spectre hears the PCs, it attacks from beneath their feet.

Advanced Small Spectre (1): CR 8; hp 90; see the **Monster Appendix** for details.

Long ago, so long ago that it no longer remembers its name, a foolish goblin penetrated the wards of the Whimpering Depths and bypassed the angel at the gate, intent on finding the treasure haunting his dreams. Before he went too far, a

ghostly inhabitant killed him; it too was the victim of a violent end. Over the centuries, the goblin-spectre has slipped into madness, growing more powerful with every rat or spider he killed. Now, at the height of his undead magnificence, he is insane. This spectre has retained very little of its original form, now nothing more than wisps of white smoke and darkness. When attacking, his twisted, giggling vile features manifest into a revolting and fearful image.

Tactics: The spectre uses its incorporeal quality to its fullest advantage. It hides in the floor, ceiling or walls, preferring to move, attack, and move back into solid rock via its Flyby Attack feat. Its familiarity with its lair prevents the spectre from disorientation while within the walls. Throughout the conflict, the spectre makes odd giggling noises with every successful attack. Its hate and madness drives it to fight until destroyed.

1-14: Chapel

An intricately carved door depicting religious imagery associated with Muir blocks passage into this room. Noble knights astride steeds tilt lances against caricatured villains. Above them, near the top of the door, are the features of beautiful goddess, her expression benevolent and benign. Despite the door's age, it remains intact.

The door to this room is locked, and a *forbiddance* spell just like Area 1-1 bars entry to all but lawful good creatures. Breaking down the door calls attention to the PCs. Roll for a random encounter. If no encounter occurs and the PCs have not encountered the spectre in Area 1-13, it automatically hears the commotion and arrives in 1d4 rounds, though it does not enter the chapel.

Locked Strong Wooden Door: 2 in. thick; Hardness 5; hp 20; Break (DC 25); Open Lock (DC 22).

Beyond the majestic door is a richly appointed room, 20-feet deep by 30-feet wide. Dusty pews rest on either side of a carpeted walk leading to a dais, on which sits an altar. Chandeliers hang from golden chains overhead, spinning slightly. A simple white cloth with threads of gold covers the altar. A goblet and knife rest side-by-side, apparently undisturbed. A mural behind the altar depicts a dark haired beautiful woman adorned in gleaming chainmail. Her features are the same as those on the door. Her hands rest on the pommel of a crimson longsword, its blade pointed down. The room has an air of holiness and purity palpable to any in the chamber.

This room was once the chapel dedicated to Muir. The custodians of the sanctuary came here to worship. Even though Orcus' malevolence has corrupted much of the complex's sanctity, this

chapel remains as a symbol of sanctuary's former glory and purity. No evil creature can approach the chamber, and, assuming there are no evil PCs—they have a hard time bypassing the *forbiddance*—this chapel could be an ideal place to rest and recuperate before trudging deeper into the darkness.

Treasure: Neither the goblet nor the knife are magical. They are, however, worth a considerable amount of gold if returned to an order of paladins. Each object is worth 500 gp. The mural, on the other hand, is priceless, but cannot be removed or transported without destroying it. If the PCs return the objects to a church of the goddess, award the party an additional 500 xp.

1-15: Aranea Coven (EL 9)

Having fled from the Underdark from Svirfneblin attacks, these 6 aranea survived persecution from the many drow hating denizens of the deep earth. Once a flourishing community, these outcasts fought war after war against those who confused them with dark elves and driders. In time, the frequency of attacks threatened to wipe out their city. The wars embittered the survivors. They turned to darkness for release from their woes, and something dark and evil answered their prayers. This darkness beseeched them to journey through the lightless world to come to the source of its power. They debated long and fiercely. In the end, they agreed and departed from their homeland. As they traveled, more of their numbers succumbed to disease, starvation and the myriad of other dangers inherent to the Underdark. Unbeknownst to them, they were changing, growing into twisted and evil parodies of their former selves. They became unwitting servants to a dark lord's design. When they reached their promised land, they found their savior had betrayed them. Instead of a place of safety and security, they arrived at the Whispering Depths, a place of death and horror. Worse yet, those enemies they left behind forever block their passage of escape.

Now, very few remain. Those surviving vowed to destroy anything coming close to their lair. The exception to their xenophobia is in their association with the bugbears. The aranea are subjugating them into a slave force, though none of the bugbears admit this development.

Rotting corpses of all manner of humanoids, mutilated and left in obscene positions, fill both tunnels leading to the lair of the spider-people. The stench and the sights are so horrible anyone viewing them must attempt a Will Save (DC 15) or become shaken, suffering a -2 to attack rolls, saves, and checks for as long as they are in the

tunnels. Last, the tunnels here are unstable and are subject to cave-ins as described in the opening sidebar to this level.

Aranea (6); CR 4; hp 19 each; see the MM for details.

Arcane Spells Known (Cast Per Day: 6/6; save DC 12 + spell level): 0—daze, detect magic, ghost sound, ray of frost, read magic; 1st—magic missile, obscuring mist, true strike.

Development: If prepared for the PCs, the aranea assume their alternate forms, in the attempt to lure the PCs into their lairs. Two of them move into the tunnels to greet the PCs. While not gifted in Bluff or Disguise skills, they attempt to stay in the darkness, feigning susceptibility in the face of bright light. The darkness hides their fangs when they speak and masks any unusual mannerisms providing a +10 circumstance bonus to Disguise checks. Some responses to possible questions follow. The aranea weave truth with falsehood in the attempt to circumvent any divinatory attempts to uncover the dark secret of the true nature. The aranea try to discern the strengths of the PCs through subtle questioning and requests for assistance. Ultimately, they urge the PCs to return to their cave to discuss a possible arrangement between their two groups, all the while plotting the PCs' demise. Use the replies as guidelines for any discourse between the two groups.

What happened in the corridors? We have been waging a long and awful struggle against the bugbears. Those fools employ those slicer beetles, which are stupid and easy to fool with our illusions. When we deceive the idiots, they get quite angry and are capable of hideous displays of violence. (Partly true)

How did you come to be here? We were fleeing from driders living far beneath this mountain. They have raided our people for centuries, and we are on the verge of extinction. As the last of our people, we have come to enlist the assistance of surface dwellers. It seems we have stumbled into a worse situation now, for an evil far greater than what we faced in the vast reaches of the Underdark fills these caverns. (True)

Do you know of the Nanoc, and where it might lie? No, but our leader may be able to shed some insight into your search. Return with us to our camp, where we may offer you respite and a free exchange of information. (False)

Tactics: While shapechanged aranea meet the PCs, the remaining four cast obscuring mist on the first round. When the PCs approach, one of the aranea drinks the potion of jump, while another reads shocking grasp from the scroll. At the start of combat, the aranea are likely to have surprise.

The aranea who drank the potion attempts to jump on the opposite side of the PCs (the ceiling here is 30-feet high) to attack the rear guard and lagging spell-casters. Another engages in melee using shocking grasp and the magic quarterstaff. Meanwhile, the remaining aranea send volleys of magic missiles into the fighter types. If the battle turns against the shapechangers, one flees to enlist the aid of the watchers in Area 1-19. These creatures fight to the death, having little left to live for.

Treasure: The aranea have accumulated a small cache of treasure, all that remains of their people's wealth. They have 1800 gp in a locked (Open Lock [DC 22]) chest. Their other items consist of an arcane scroll (detect undead and shocking grasp caster level 1), a +1 quarterstaff, a potion of wisdom and a potion of jump, all of which are handy for emergencies.

The southeastern part of the cavern features a collapsed tunnel. Clearing the passage requires three days, where four PCs must work eight hours a day. If the PCs have mining tools, such as picks and shovels, they may remove the blockage in half the time. What lies beyond is a narrow winding passageway extending 15 miles into the Underdark. This is a perfect opportunity to connect this module with other possible adventures, but the description of such tunnels is beyond the scope of this adventure. Feel free to link this tunnel to any other fine Necromancer Games products or adventures as you see fit. However, if you choose not to, the tunnel is simply impassible.

I-16: Abrupt Ending

The passage comes to an abrupt end, the floor giving way to a vast chasm. Characters not using a light source or without any means to see in total darkness, such as darkvision, must attempt a Reflex saving throw (DC 15) to avoid taking a tumble into the pit landing in Level 3, Area 3-1, the fall dealing 20d6 points of damage.

I-16A: The Abyss (EL 7)

This area is an enormous abyss of emptiness that stretches over 100-feet across to the opposite side. From one side, with aid of the dim light shining from far above, a human can just make out the presence of a ledge on the opposite side. Caves dot the walls of this pit all the way down into the blackness below. Sounds of muted rumbling echo from the depths accompanied by an occasional shriek.

One can reach this location from any of the following Areas: 1-13, 1-16, 1-17, 1-18 or 1-19. The pit descends 1,000-feet to a large subterra-

nean cave serving as the dragon's lair on Level 3, Area 3-1B, and the Gate to the *Nanoc*. About 200-feet down on the eastern wall is a passageway. Another lies on the western wall, some 400-feet down. One more cave is on the north side of the chasm, also about 400-feet down. Across the pit is a ledge (Area 1-18) leading to the holding place of the Second Phrase to gain entry to the prison. The first phrase lies on Level 2, Area 2-14, and the third in Level 3.

Crossing the Abyss is difficult, but this adventure expects PCs to have access to, and to use, *fly* or similar magic. Climbing along the sides of the chasm requires Climb checks (DC 15-20) and is sure to attract the attention of the **2 arrowhawks** lairing here. Furthermore, if the **2 aranea** in Area 1-19 have not been defeated, and if they Spot the PCs moving across the Abyss, they use their shortbows and *magic missiles* to harass the heroes.

As mentioned above, a pair of arrowhawks lair in the upper reaches of this shaft, having slipped through a breach from the Plane of Air caused by the Prison's instability. They perpetually fly here, surviving on the occasional spider, bird or other unfortunate the Whispering Depths entraps. The arrowhawks attack if they hear or spot the PCs moving across the chasm. Award PCs a 20% bonus for defeating the arrowhawks due to the treacherous terrain.

Arrowhawk, Adult (2): CR 5; hp 43, 48; see the MM for details.

1-17: Breached Corridor

The southern face of this corridor has collapsed into the abyss. From this location, the PCs may attempt an opposed Spot check against the araneas' Hide result at Area 1-19 at a -10 circumstance penalty due to distance. Otherwise, this area is similar to Area 1-16.

1-18: Guardian Ledge (EL 8)

Guarding this ledge are **4 gargoyles** that prevent intruders from gaining entry into the chamber of the Second Sacred Phrase. They use their freeze ability to conceal themselves, springing into the air to attack when PCs approach within 20-feet.

Gargoyles (4): CR 4; hp 35, 42, 38, 48; see the MM.

Tactics: As stated above, these gargoyles wait to attack until the PCs close within 20 feet. As they stand against worked stone, two of the gargoyles gain a +4 circumstance bonus to their Hide skill checks, lurking in the shadows behind the other two "frozen" gargoyles in front. If the PCs are traveling by air, the two frozen gargoyles make charge actions, while the hidden ones remain un-

til PCs land on the ledge. If the gargoyles' flying allies are in serious jeopardy, the hidden ones join the fray, focusing attacks on the party's rear, working to gain flanking attacks where able. These gargoyles fight to the death.

Treasure: The gargoyles have managed to amass a fair bit of treasure. They filched the coins from the dragon's lair below, and the cloak and scroll are the remaining items from a wandering aranea. They have 1200 gp, an *arcane scroll* (*detect secret doors* caster level 1) and a *cloak of arachnida*.

1-19: Watchers (EL 6 each)

This area references two identical locations. Guarding the aranea lair (Area 1-15) and watching out over the chasm are **2 aranea scouts**. They readily shoot or use spells against any PCs spotted crossing or descending into the chasm. The narrowness and strategic qualities of these locations provide cover, improving their AC by +4 and granting a +2 cover bonus to Reflex saves.

Aranea Rog2 (2): CR 5; hp 33 each; see the NPC Appendix for details.

1-20: The Damned (EL 8)

This chamber is both beautiful and awful at the same time. Rich, plush carpet covers the floor, yet it squelches underfoot, forming puddles of viscous black fluid in the footprints. White, blind larva float at the top of the puddles. Defaced images of a goddess portray her in lewd and despicable positions and mar the golden and ivory walls. The ruin of a bed sits in a heap on the western wall. A destroyed writing desk and papers, all ash and grease, lies strewn about the eastern half. The same black fluid leaks from a number of spots in the ceiling, causing a chill and clammy sensation, reeking of both rot and dung.

As mentioned in the sidebar at the beginning of this module, PCs attempting to detect evil or undead find significant presences of both in this room and in the throne room beyond. Lurking in this luxurious space is the former High Priest of the paladin goddess, his spirit corrupted and driven mad by the emanations of Orcus' weapon far down below, and leaking from the pocket dimension. Though he persevered for decades against the demon god's influence, the taint eventually eroded his soul, divorcing him from his goddess. The darkness granted him long life and invoked perverse desires. As the centuries turned to millennia, nothing remained of the priest except for a gray husk of his former self. He became a bodak.

When the PCs open the door, he attacks using his gaze attack. However, he feels caught in his role to protect the integrity of the Second Phrase

of Entry, but overwhelmed by a desire to see the Nanoc's release into the world. His confusion causes him to mutter and shriek throughout the ensuing fight.

The fluid is the result of a thinned veil between the lower planes and this room, a product of Orcus' taint. While neither it nor the maggots are harmful, the experience is disturbing. This area, like Area 1-21, is under the effect of an unhallow spell. The bodak dwelling here fights to the death.

Bodak (1): CR 8; hp 58; see the MM.

Tactics: The former priest cowers before a brandished holy symbol of any lawful good god, muttering apologies and gibbering. If then attacked, the bodak becomes enraged and focuses its assault on the symbol's wielder. Throughout the combat, it mutters conflicting statements about defending the Sacred Phrases and exulting about releasing the evils beneath the complex.

1-21: Chamber of the Second Sacred Phrase (EL 13+)

An audience hall or throne room, it is huge in proportions. Four 10-foot diameter pillars support the ceiling 60-foot above, each inscribed with soft glowing runes. Two chairs sit atop of a dais on the southern wall. One seat is empty. The other holds an emaciated figure, dressed in moldering rags, its skin drawn tight over its bones.

When the PCs enter the room, the lich on the throne raises a skeletal hand and the hollow columns rise into the ceiling, spilling forth their contents, 24 fiendish skeletons. When the skeletons are freed, the ghost who flits near the ceiling wails in sorrow and moves to engage the heroes.

This is a difficult encounter and the PCs should not attempt the room before they complete the Second Level (see Chapter 2). If they do attempt this Area, however, do not pull any punches. Be sure to



read over this encounter several times prior to running it, for the lich is intelligent and deadly, having a wide array of spells at his disposal. He is even more dangerous given the assistance from the ghost and the fiendish skeletons.

Fiendish Skeleton: CR 1/3; hp 6 each; see the **Monster Appendix** for details.

These skeletons are all that remains of the templars dedicated to Muir, who served as guardians in the defense of the Prison. The corruption of the sword bled through the gate and sent the ex-paladin Katharine into a killing frenzy. The skeletons, animated by dark energy of this place, have an eerie intelligence, an awareness of their fate thanks to Orcus' portfolio of the god of Undeath.

Lady Katharine, Female Human Ghost Ex-Pal5: CR 7; hp 32; see the **NPC Appendix** for details.

Personality/Description: When manifested, Katharine appears as a ghostly warrior maiden armored in burnished black plate. Her longsword wails when she swings it and her eyes burn with the hot fires of madness. Katharine, outmatched by Orcus' power, lost her soul early. She seduced each of the templars and murdered them in the heat of passion. Once released from Orcus' hold, she realized what she had done and committed suicide. Now, her cursed spirit haunts the room where she enacted the worst of her crimes.

Kithendrem, Male Human Lich Nec11: CR 13; hp 61; see the **NPC Appendix** for details.

Personality/Description: Another of the damned, Kithendrem is much older than any other denizen is, in the Whispering Depths. He knows the location of the *Nanoc*'s placement, thus he knows that the goddess did not intercede on the behalf of mortals, and it was mortal hubris that tried to lock away the *Nanoc* in a pocket dimension. Though he was a mere apprentice at the time, he assumed responsibility for his masters' foolishness. In his effort to watch over the *Nanoc*, Orcus presented a number of corrupting influences before the young wizard. Preying upon Kithendrem's shame, he aided the young mortal wizard in the process of becoming a lich, to insure the sanctity of the relic—at least this is what the apprentice believed. Instead, Orcus corrupted the youth, causing him to flee into the bowels of the earth only to return once

the evil of the sword full tainted the shrine. Now, he has mastered the ghostly paladin and the fallen templars, and he has established himself as the lord of the Second Sacred phrase.

Tactics: Kithendrem commands his skeletons to attack the PCs, while the ghost focuses her attentions on the arcane spell users. Kithendrem, if allowed the time for preparation, casts a number of defensive spells prior to engaging in combat. Ideally, he casts *stoneskin* first, followed by *displacement*, *protection from arrows* and *see invisibility*. Remember, if there are sounds of combat emanating from Area 1–20, Kithendrem begins spellcasting before the heroes enter. If the PCs are heavy on spellcasters, he readies a *dispel magic* until such time the skeletons are eliminated (which should not be long considering they are skeletons). After which, he unleashes a series of devastating offensive spells.

The skeletons attack using smite good as their first actions and move to gain flanking positions where able. Their actions should be disconcerting to discerning players, who are likely familiar with skeletons and know skeletons have no Intelligence scores. Despite their unusual properties, these undead creatures remain skeletons.

Katharine fights with her ghostly abilities malevolence and frightful moan prior to manifesting. She strikes first with her moaning ability, followed by a malevolence attack against a strong fighter type on the next round. She uses this ability until every PC has successfully saved against it, which at this point she manifests and faces down any remaining warrior-types.

Treasure: In a locked (DC 28) strongbox are 100 pp and nine gems worth 900 gp, 80 gp (x2), 30 gp, 11 gp, 7 gp (x2), 4 gp respectively. In addition, there is a mithral mirror worth 1400 gp, an *arcane scroll* (*locate object* caster level 3), a *divine scroll* (*heat metal*, *summon monster II* and *searing light* caster level 5), a *potion of reduce* (caster level 5), a *wand of cure light wounds* (50 charges), *incense of meditation* and a pair of *gauntlets of ogre power*. Etched along the base of the dais is the Second Sacred Phrase, which is necessary to open the gate to the dimensional pocket. It reads, “*when the world was young...*” Once the phrase is read, it fades from view and is only restored once spoken aloud.

Level Two:

The Middle Chambers

Three sections comprise the Middle Chambers. The first, some 200-feet down from Level 1, is a natural cave formed by the unstable geothermal activity within the mountain. With four chambers, a psychotic Night Hag works a gate to one of the many layers of the Chaos Plane. From the portal, she has accidentally called forth several demons that now plot to fulfill some twisted purpose on the Material Plane.

Of the other two sections, the western system is 400-feet down from the upper level, while the eastern system is 600-feet down. Each section represents the last remaining rooms from when the Whispering Depths was an elaborate mausoleum housing Rynas' remains. Over the millennia less reputable individuals have penetrated into the

depths of the complex and conducted weird and despicable experiments such as the creation of conduits to other Planes, the animation of mechanical and fleshly servants and the transport of demons to the Material Plane. Orcus' taint has driven mad most of the creatures dwelling here, thus these levels are especially dangerous.

PCs should direct their attentions to locating the First Sacred Phrase above all else. Though it is not necessary that they achieve the Phrases in order, they *must* speak them so. A celestial guards the location of the First Phrase, thus combat should be restricted and not lethal. Encourage players to avoid killing good-aligned foes, as rampant destruction of these encounters could have long-standing repercussions. Refer to **Map G2** for details on this level.

The Middle Chambers

Difficulty Level: 9

Entrances: The single entrance to this Level is the chasm beginning on Level 1, Area 1-16.

Exits: Aside from ascending to Level 1, PCs can leave this area by continuing down into the pit to Level 3, Area 3-1.

Wandering Monsters: There are no wandering monsters on this level.

Sounds: A chorus of shrieks and twittering emanates from all around the vast pit, sourcing from the shrieking bats below, to the curses of the night hag. PCs listening hear these odd and disconcerting sounds. Use these weird noises to unsettle the players, making them expect something draws near.

Detections: As in the case of Level 1, divinatory magic is unaffected on this level. Chaos is detectable from Areas 2-1 through 2-4. Evil is present in Area 2-4, 2-5, 2-8, 2-10 and 2-16. Overall, everything detects as moderate evil due to the growing proximity to the Nanoc's resting place.

Continuous Effects: Lawfully aligned PCs suffer a -1 circumstance penalty to all attacks, and Intelligence, Charisma, and Wisdom checks while in Areas 2-1, 2-2, 2-3 and 2-4 due to the warping effects of the Chaos Gate.

Standard Features: As in Level 1, the intact sections of the sanctuary have superior masonry walls, with ceilings stretching to 20-

feet tall. The floors in these areas are in good repair, laid in a flagstone style. As standard, rooms are dark unless specified in the Area's description.

Superior Masonry Walls: 1 ft. thick (behind which is Hewn Stone); Hardness 8; hp 90; Break (DC 35); Climb (DC 20).

The rough sections feature roughhewn walls of stone, with ceiling heights rising to about 10-feet tall on the average. Dust and cobwebs infest these locations along with the occasional harmless spider. As raw chaotic energies bombard these sections, the walls have a tendency to waiver and undulate as if made of flesh. Strange faces appear on the surfaces only to fade upon closer inspection. In combat, there is a 5% chance the floor bucks underneath a random combatant. If this occurs, the combatant must attempt a Balance check (DC 15) in order to retain his or her footing. A failed check results in the character or monster being knocked prone, forcing them to use a move-equivalent action to regain their footing.

The doors on this level are the same as on Level 1, strong and reinforced wooden doors. Craftsmen used nested hinges to prevent any tampering. Iron bands reinforce these doors keeping the individual planks together and to resist swelling and warping.

Strong Wooden Doors: 2 in. thick; Hardness 5; hp 20; Break (DC 23).

2-1: Unwholesome Cavern (EL 10)

This cave mouth is nothing more than a slit on the chasm wall. Foul black liquid leaks from its base, staining the walls below it. Frenetic lights of random hues emanate from somewhere within the tunnel. A sputtering shriek sounds accompanied by high-pitched laughter. Whenever the light flares, silhouettes appear of something large and dangerous capering in an unsettling dance.

This cave mouth is the entrance to the Night Hag's lair. Inside are **2 nerizos**, who dance and gibber to the cacophonous sounds deeper within the tunnels. Called forth by the night hag, they are confused and violent, but are intelligent enough to realize that the Night Hag is the one needed to return them to their native Plane. Thus, they do not attack her. These creatures have no treasure and have nothing to lose. Nerizos are detailed fully in the *Tome of Horrors*.

Nerizo (2): CR 8; hp 68; see the **Monster Appendix** for details.

Tactics: If the PCs enter the cave, the demons attack viciously maneuvering to get a flank if able. They fight at random, befitting their alignment. If reduced to half of their hit points or less, one demon withdraws to summon another nerizo. Otherwise, these creatures fight to the death.

Development: The other denizens in these tunnels expect sounds of conflict considering the regularity of the gate's use. If combat occurs, the demons can expect no help from any thing else in the passageways. If destroyed, two more replace them in one day. If the PCs break off from the attack, both demons attempt to gate in two more nerizos and process to hunt the party for as long as the party is in the Whimpering Depths, attacking at the most inopportune time.

2-2: Discordant Domain (EL 10)

Whenever a creature enters this odd room, the walls shriek as shriekers (see MM entry) for 2 rounds, alerting the **1 bebilith** to the presence of the intruders. Though the arrogant fiend has little desire to assist the demons in Area 2-1, a group of PCs breaching his wards is an offense he feels he must address. This creature has no treasure.

Bebilith (1): CR 10; hp 150; see the MM.

Tactics: The bebilith opens the melee from the ceiling by shooting a web from its abdomen hoping to entangle as many foes as it is able. It uses this ability multiple times until most if not all the PCs are trapped in its web. Thereafter, it slowly rips the characters to pieces, chuckling darkly as it does so. If the PCs avoid the webbing, or are otherwise unaffected by it, the bebilith engages in melee, targeting armored foes first. If reduced to 25% hit points or less, it *plane shifts* away.

2-3: Fetid Cavern (EL 9)

About five feet into the eastern tunnel, the floors, walls and ceilings assume an unwholesome sliminess. Accompanying this new development is a rancid odor, sharp and offensive. A wet noise sounds from ahead, squelching and burbling in its utter foulness. An erratic moan emanates suggesting both agony and pleasure, a sound repulsive and awful.

A particularly offensive **chaos beast** claims this cyst as home. Called forth from some wild Plane of raw chaotic energy, it has overcome its confusion and settled in this cave. Sometimes it ventures out of its lair to feast on whatever the night hag in Area 2-4 pulls from the portal. By the time the PCs meet it, the vile monstrosity is quite large and evil, corrupted by the taint. The sounds heard from this cavern are of its constant shifting of forms, as it seeks the most disgusting combinations of features not even the most raving of lunatics could conceive.

Advanced Chaos Beast (1): CR 9; hp 104; see the **Monster Appendix** for details.

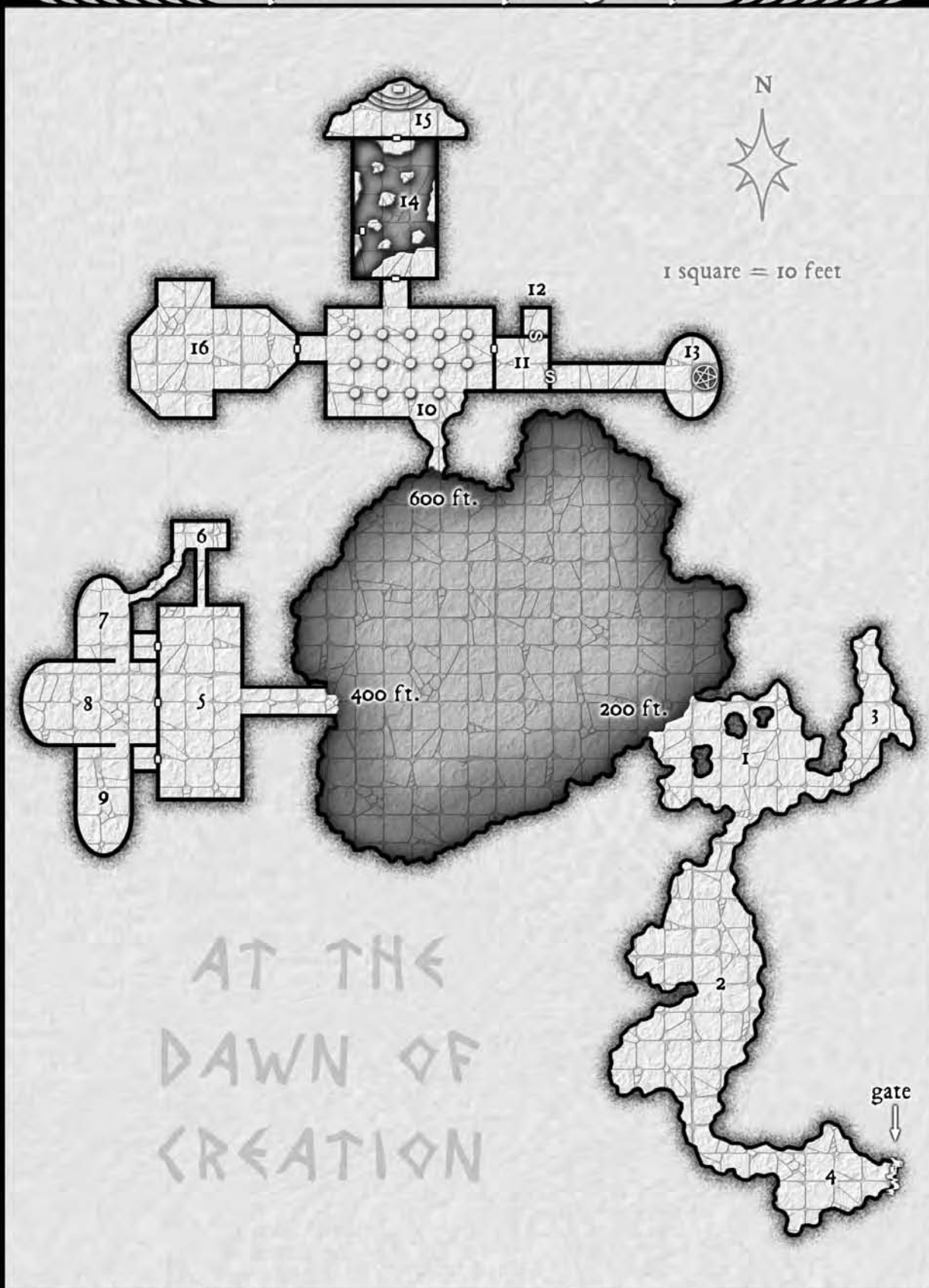
2-4: Gate to the Chaos Plane (EL 9)

The Pulsating lights emitting forth from this grotto creates the silhouette of a hideous woman, standing over seven feet tall. Before her is a shimmering disk, six-feet in diameter, that produces varicolored lights in a random pattern. The glow changes through red, blue, brown, violet, red and black and so on shifting endlessly.

The figure in this cavern is a **night hag** and she is fully engrossed with the task of warping the gate to open to the Lower Planes. She is not aware of the PCs approach unless something obvious occurs, such as collapsing half of the mountain or something similar. Her attention is captivated because she is trapped on the Material Plane, and desires nothing more than to go back to the Lower Planes and resume her business of trading in souls. About six months ago, the wizard from Area 2-16 drew her through this gate. As a night hag was not what he was seeking, he grew bored and abandoned his called creature and the unusual gateway. The thinned barriers between the planes created a semi-permanent warped portal. It links to the Plane of Chaos, but a successful Spellcraft check (DC 36) or Use Magic Device (DC 40) retunes it to a plane of the player's choice, provided they know of another plane.

If the PCs make themselves known to the night hag, consider her attitude Unfriendly. She really has no opinion of the heroes other than the fact that they might restrict her attempts at her return. As she calls a gross amount of creatures from the

Map G2 - Whimpering Depths



Middle Levels

Chaos Plane, she does not really care about the implications or the effect she has the surrounding environment. Frustration is her overriding emotion, and anything to help her in her effort to return to her native plane is met with pleasure and gratitude. In exchange for their efforts to help her, she may impart some vital information. She knows, for example, about the cambion wizard in Area 2-16, and the location of the First Sacred Phrase in Area 2-15. She imparts this information if her attitude improves to Friendly. PCs offering her a magic item (wands are preferred) receive a +6 circumstance bonus to their Diplomacy checks. If they attack, she offers them nothing.

Night Hag (1): CR 9; hp 44; see the MM.

Possessions: The night hag has in her possession 120 pp, an *arcane scroll* (*levitate* caster level 3), another *arcane scroll* (*mirror image*, *flaming sphere*, *jump* caster level 3) and a *heartstone*.

Personality/Description: The night hag is avaricious and thoroughly evil. She aids the PCs provided they give her something in return. However, once the exchange has been made, she uses her *heartstone* to visit any chaotic or evil PCs, which she identifies with her detection spells.

Tactics: If combat occurs, she reads *mirror image* from a scroll and then sends volleys of *magic missiles* into the spellcasters hoping to disrupt their casting. If the PCs outnumber her, or they reduce her to 25% hit points or less, she polymorphs herself into a bat and attempts to flee. She does not fight to the death.

Development: The night hag activates the portal by attempting a Spellcraft check as described above. A failed check results in the release of a random horror from the Plane of Chaos. Therefore, feel free to replace any creatures eliminated in this area at your own discretion. Likewise, if the PCs are far more powerful than anticipated, buttress the hag's defenses with more demons or any other creature with a Chaotic subtype.

2-5: The Lair of the Demon Machine (EL 11)

This chamber holds a trapped retriever that has been here for a very long time. The cambion wizard in Area 2-16, called the demon-construct from the Abyss but, again, he grew bored and left it here. Months later, the cambion has long since forgotten about this horror harbored on this level, and could lose his life if he wanders back into the chamber. As soon as the PCs enter this room, the angry retriever attacks.

Retriever (1): CR 11; hp 135; see the MM.

Tactics: This retriever is angry and lashes out at anything it can. Consequently, the room in which

it dwells is in shambles. Large rents from its claws mar the former beauty of the chamber. Nothing else remains here except for it. The demon construct cannot fit through the hallway out into the chasm beyond the room, nor can it fit into any of the four doorways exiting this room. Hence, the chamber traps it and it is none too happy about its situation. The retriever fights to the death.

2-6: Empty Chamber

This room is empty aside from the tipped and battered urn in the southern corner. Its contents, ash and bits of bone lie spilled on the floor. There is nothing of value in this chamber, it is an ideal location for the party to rest and regain spells. For as long as they stay here, nothing disturbs them.

2-7: Cambion's Creations (EL 9)

The door to this room is locked requiring an Open Locks check (DC 28) to open. Rooting about in this chamber are 2 **flesh golems**. They are violent and confused.

Flesh Golem (2): CR 7; hp 79; see the MM.

These golems were the creation of the cambion before he lost a few levels to the spectre on Level 1, Area 1-13. Their conflict resulted in driving the spectre away for a time, but the cambion lost four levels to his undead nemesis. Fearing he could not control the golems, in his drained state he locked the two creatures inside and forgot about them. The golems do not distinguish PCs from their former master. If the PCs enter this area, the constructs fight to the death. Aside from the two golems, this room is empty.

2-8: Hall (EL 10)

Rows upon rows of seats face a dais at the western end of this chamber. Overhead, weirdly gyrating clouds barely conceal the beams of cherry wood. The source of the steam and smoke is unapparent, as there is no fire and the room is rather chill.

The clouds are 4 **belkers**, horrible elemental smoke creatures. Resentful of their entrapment in the Whimpering Depths, their sole desire is to break free from this chamber. They attack PCs until they can make good their escape. If an opportunity to flee presents itself, they take it. Aside from the seats and monsters, there is nothing else in this room.

Belkers (4): CR 6; hp 38 each; see the MM.

2-9: Teleportation Chamber

Something stripped this room of all décor leaving nothing but dust and a few charred bits of bone. At the south end of the chamber is a her-

metic circle of runes, painted on the floor in golden inks. At all six points are the stubs of candles, long ago burnt out. Otherwise, this room appears empty.

The circle on the floor is in fact a teleportation circle. To use the circle, fresh candles must replace the burnt stubs. If a spellcaster of any type of magic (arcane, divine, or psionic) lights them, the circle activates, causing the candles to spark and smoke forming a golden column. Characters succeeding a Knowledge (arcana) check (DC 24) can identify the teleportation circle for what it is. Stepping into the column transports the character to a small and cramped room at Area 2-12. This is a one-way transporter.

2-10: Pillared Greeting Hall (EL12)

This room houses 16 **dretch demons**, all of which are quite nasty and troublesome. The exact dimensions of this hall are difficult to discern for all of the pillars upholding the ceiling hide its depth and width. Each column is green with violet and dun ribbons running through the stone. The tiles in this chamber are bright orange with black flecks. The scent of dung fills the air, and evidence of inhabitation is apparent from the droppings scattered throughout. The demons scamper to gain a better look at the heroes, and giggle childishly in delight.

Dretch (16): CR 2; hp 13 each; see the MM.

Tactics: These dretch had their vocals altered by the cambion wizard to sound like children's voices. Unswervingly loyal to their master, they fight to the death to prevent entry into Area 2-16. Before attacking, each demon attempts to double their numbers on the first round, which on average should result in five or six more of these demons. On the following round, half use their *scare* abilities, while the other half expel *stinking clouds* creating rather severe fighting conditions. Afterward they swarm the PCs, using the columns for cover. Do not award any XP for summoned dretch as the ability to summon other dretch has been included in the CR of the monster.

2-11: Empty Chamber

This barren 20-by-20-foot room is empty, its original purpose no longer evident due to its lack of furnishings. There are two secret doors here. One of them is on the north wall and leads to a 10-foot square receptacle for travelers using the teleportation circle in Area 2-9. PCs can find this door on a successful Search check (DC 26).

The other secret door, Search check (DC 30) to find, lies undiscovered as of yet by the cambion wizard Kael and leads to a Area 2-13. Beyond the

door guards a stone golem who protects the ancient treasures of the Whimpering Depths. Kael is aware of Areas 2-9 and 2-12, and has used the teleportation circle in the past.

2-12: Receptacle

This is a simple and empty 10-foot square chamber. There is nothing remarkable about this room except that it detects as magic of the Transmutation school. Recall that the teleportation circle is one-way, and PCs are not able to return to Area 2-9 from this room. The exit from within is quite obvious, unlike how it is on the rooms exterior.

2-13: Treasures of the Whimpering Depths (EL11)

Scenes of elves, humans, dwarves and other humanoids working together to build cities, plant forests and tend crops decorate the walls of this 40-foot long corridor. Visible from the door is a statue on a pedestal at the corridor's end depicting a tall and armored woman, who wields a stone greatsword. Lying at her feet are several treasures including a sword, ring, a mummified hand and a rod.

This **stone golem** guards the old sanctuary. The artificers constructed the golem to protect sacred treasures important to the worship of the native religion, if ever the sanctuary fell into ruin. The golem attacks if any PC touches the treasure without first saying a prayer to Muir.

Stone Golem (1): CR 11; hp 107; see the MM.

Treasure: The golem protects a *+1 longsword of spell storing* (currently storing a *hold monster*, caster level 9), a *ring of the ram*, a *hand of glory* and a *rod of cancellation* carved with images of broken weapons, rent armor, and shattered rings. Note the item can close the portal to the Plane of Chaos, but the gate to the *Nanoc* is immune to the effects of such a rod for as long as it holds the artifact.

2-14: Infinite Pit (EL8)

All that remains of the floor in this chamber are a few sections of tiles hanging over an impenetrable blackness. The air in this chamber is chill, and ice clings to the walls in thick slabs with sharp and tinkling icicles. An occasional breeze of rancid air wafts up from the darkness below, scenting of rotten cabbage and festering wounds. On the other side of the room is a narrow space of floor allowing access to a simple wooden door.

The obvious route across this expanse is through the air, via a *fly* spell or similar magic. The floor has indeed given way to a pit of blackness, and what sections of the floor remain appear to be suspended in mid air by some esoteric means.

Leaping from one patch of floor to another is another viable method, but a failed Jump check results in falling into the darkness through an over-large gateway that transports victims to a Plane of pure negative energy. While adventures there could prove to be fascinating, albeit short-lived without some sort of protection, this Plane and its denizens are beyond the scope of this module. Treat fallen PCs as lost, unless the party has some means to *plane shift*. As there is no breathable air in this place, characters so entrapped are in serious trouble. Consult the *DMG* for rules on Suffocation.

The proximity to this gate makes this room even deadlier. Ice covers every spot of floor here, making landing after jumping an adventure in itself. Characters landing from a Jump must attempt a Balance check (DC 15) or fall down. If they fail the Balance check by 5 or more, they slide off the floor into the darkness below them. Also, fighting on icy conditions requires the character to attempt a Balance check (DC 15) each round they move or fight. On a failed roll, they fall prone. If they fail by 5 or more, they slip into the yawning void as described above. Worse yet, inhabiting this chamber, hiding beneath the few tiles and unaffected by the closeness to the portal to the Plane of negative energy is a shadow demon with its shadow allies. Refer to the *Tome of Horrors* for a full description of this monster.

Shadow Demon (1): CR 6; hp 52; see the **Monster Appendix** for details.

Shadows (3): CR 3; hp 19 each; see the MM.

Tactics: The shadows and shadow demon lurk on the underside of the floating sections of floor in wait for any PC happening to light upon a piece of tile close to them. In the event that this occurs, the shadows, which are invisible against the black pit, fly up from underneath to engage an opponent passing within 20-feet of their current locations. Feel free to place the shadows anywhere in the chamber, ideally somewhere in the middle.

The shadow demon, however, lurks underneath the floor by the far door, awaiting a poor adventurer's landing. When an opponent lands in this location, the shadow demon uses its malevolence ability in the attempt to possess the character. If successful, on the next round, it leaps from the ledge as a move-equivalent action, and departs from the host as a standard action, leaving the shadow demon in the room, but sending the PC to their demise in the sprawling Plane of life draining energy. The shadow demon uses this tactic until all PCs have resisted its malevolence ability, after which it attacks until reduced to 25% hit points or less, when it flees through the walls away from Area 2-15. You should award PCs 125% of the normal XP for defeating such a lethal encounter.

2-15: The Sanctuary of the First Sacred Phrase (EL 9)

At the far end of this crescent shaped room is a throne that is elevated on a dais extending out from the wall. Haphazardly placed valuables cover the steps, of which there is a bolt of silk, a fine mask, a delicate glass vial and few other treasures. Inscribed on the back of the steps, and behind the items, are glowing runes written in a delicate script, the First Sacred Phrase. Unlike the location of the Second Sacred Phrase, Level 1, Area 1-21, the guardian of this room is uncorrupted and retains its original outlook and position regarding the matter of the *Nanoc*. Protecting the Phrase is **1 guardinal avoral celestial** who descends from the high ceiling to address those entering the chamber.

Avoral Guardinal (1): CR 9; hp 66; see the MM for details.

Development: When the PCs intrude, the avoral assumes a defensive stance, using a number of its spell-like abilities on the first round starting with *blur* and *magic circle against evil*. The avoral parleys with the PCs if they initiate conversation. Otherwise, it attempts to drive them from the chamber, using subdual damage, if able. Each round of discussion, the avoral uses another spell-like ability to buttress its already impressive defenses. If the heroes attack, the room explodes in a bright explosion of color. PCs with unshielded eyes, suffer a -4 circumstance penalty to all attacks and saves while fighting in these conditions.

Bargaining with the celestial is of little help, for it has no intention in allowing the PCs access to the Sacred Phrase. However, while it realizes its responsibility, it is not stupid and realizes that it could quickly be overpowered. If it finds it is in danger of losing the combat, it quickly reads the phrase causing it to disappear from view. On the following round, it beats a hasty retreat attempting to safeguard the phrase from the heroes forever after. If the avoral is destroyed, the phrase reappears where it was originally inscribed.

Even though the celestial is initially hostile, the heroes may be able to improve its attitude through careful diplomacy and negotiation. If the heroes gain the celestials trust before attempting to gain the phrase, such as if the heroes have a good cleric or paladin among them, the avoral is happy to divulge what it knows about the complex, the history of the place and the means to gain entry. An opposed Bluff or Diplomacy check against the avoral's Sense Motive check is needed to convince the celestial of the party's good intentions, and only if they improve the angel's attitude to Help-

ful. If they succeed, the celestial allows the heroes access to the Sacred Phrase, but for one day only.

On the other hand, the most direct route to gain the Sacred Phrase is through the defeat the celestial. Again, slaughtering celestials is not something good-aligned PCs should opt to do, but they could battle the creature just long enough for another PC to read the Phrase aloud, thereby causing the script to fade, and allowing the PCs the ability to utter the magical words to open the gate to the *Nanoc* at the bottom of the chasm.

Finally, the celestial relents in its tireless defense if a cleric of lawful and good alignment is present and channels positive energy through her holy symbol. If done, the celestial bows and returns to its native plane allowing the PCs to gain the sacred words. Award XP as if the PCs defeated the celestial in combat, if they are good aligned and devised a way to achieve the Sacred Phrase without destroying the outsider.

Treasure: Inside the room are a number of fine treasures. First is an exquisite mandolin of masterwork quality (500 gp) with a stamp of its maker, Ketra Moonbow, a master artisan and bard. In addition, there is a tapestry depicting angels defeating demons (500 gp), a delicate and cracked ceramic mask with silver swirls (100 gp), a bolt of fine blue silk (100 gp) and a scepter constructed of solid electrum (70 gp). In addition, there is a *potion of vision* and an *arcane scroll* (*summon swarm* caster level 3rd). Inscribed on the dais in Celestial script is the First Sacred Phrase reading: *At the dawn of creation...*

2-16: Troublesome Mage (EL II)

This large room extends 60-feet back to the west and at its widest point, is 50-feet wide. The ceiling, some 60-feet overhead arches in a dome and is painted with disturbing murals of gateways, graffiti, and twisted organic things. Filling the chamber are the accoutrements of a wizard. At the far end of the room is a large worktable laden with alchemical equipment ranging from tubes of varicolored liquids, beakers, jars, dried herbs, and small burner, fire alit. In the northern wing is a simple bed and table cluttered with books, papers and the odd bit of arcane junk. In the southern wing are cages, empty for the most part. A few contain moving forms of elemental matter. Protean shapes, they change from fire to water to earth and back again. Other strange specimens include odd hybrid creatures, bird/insect crosses, plant/humanoid and a myriad of others. All are in a great deal of pain.

Overseeing this lab is **Kael**, a **cambion conjurer** of great power. Tall and whip-thin, he has arched eyebrows

and small horns protruding from his skull. He favors long grey robes, and is never far from his staff, on which coils a small black and red-scaled dragon. Sprouting from his back are enormous black wings.

Regardless of what happens beyond the confines of this room, the conjurer is here only 85% of the time. He is oblivious to any sounds of conflict outside of his chambers. On the off chance that he is not present, he is on Level 3, negotiating with the hags at Area 3-3 for slaves, or attempting to hire the driders to destroy the demonic infestation on Level 2, Areas 2-1 and 2-2.

Kael is utterly insane with only a tenuous grip on reality. One of Orcus' many bastards, he was born in the Whimpering Depths and his gibbering shrieks and long life have given the sanctuary of the *Nanoc* its current moniker. He spends most of his time experimenting. He constructed the gate to the Chaos Plane, summoned the night hag, battled the dragon in the depths, and waged a long war with the elusive spectre inhabiting Level 1. Though he avoids the celestials roaming the upper levels, he has managed to kill quite a few of them.

He cobbled his lair from the spoils of the various ruins throughout the sanctuary, ranging from the lost spellbook, the scroll or even the contents of his laboratory. He found that the Conjunction school provides him with excellent companionship, and hence focuses his studies in this field. Considering his dislike of isolation, he does not attack the party at once like so many of the other inhabitants of the Whimpering Depths. Instead, he would rather talk. If the PCs inform him of their quest, he is more than willing to assist, even to the extent of battling the lich on Level 1 and facing the dragon on Level 3. Kael would see the *Nanoc* in his own hands, but the celestial in Area 2-15 prevents him from doing so.

An unusual madness afflicts the conjurer. The taint from the *Nanoc* prevents him from recalling what he sets out to do beyond a single day. Hence, he is to blame for the difficulties of the Chaos Gate, the summoning of the retriever, belkers and the many other denizens on Level 2. His memory problems will be the likely cause of his death on some future day, because he calls creatures from their native planes with no regard for his own safety. A *heal* spell can cure him of this affliction, but it is in the PCs best interest not to do so.

If the heroes ask for his help, Kael volunteers his assistance to help them gain one of the Sacred Phrases before losing interest. In all likelihood, the Lich on Level 1, Area 1-21, has given them the most trouble. Kael joins them to destroy his rival. If Kael learns the PCs are after the *Nanoc*, he strives to gain it for himself. Kael knows everything about the Whimpering Depths and can

provide the PCs with details about any location they wish.

Instead of a standard familiar, Kael has one of the dragon's demonic spawn (from Level 3, Area 3-1A) as an ally. In exchange, the dragon and the cambion have an uneasy truce allowing for a peaceful coexistence. The dragon is in a position of great power as it reminds Kael of forgotten tasks in line with its own machinations.

Kael, Male Half-Fiend Human Con7/Lor2 (1): CR 11; hp 60; see the **NPC Appendix** for details.

Gulosk, Black Dragon Wyrmling (1): CR 3; hp 30; see the **NPC Appendix** for details.

Description: Though technically not a familiar, this wyrmling is the only surviving dragon of the original hatchlings from Level 3. When its mother was brutalized by a balor, her spawn from that encounter devoured her other young. In a rare act of compassion, or perhaps a deeper and more primitive motivation, she lent the aid of her last hatchling to Kael, thereby keeping the small creature safe from the depredations of its much more depraved half-brothers and sisters.

Tactics: Kael is intelligent and fights with guile and ability. If the PCs outnumber him, he teleports to Area 2-10, where he casts *haste* and then summons wave after wave of servants through spells, scroll or wand. On his hasted action, he casts *stoneskin*, *protection from arrows* and other defensive spells. He then sends these forces against the PCs until a few of the defenders remain. When

suitably whittled down, he slaughters the remaining few with flame arrow spells and his more potent minions.

Treasure: In addition to his personal belongings, he has acquired a collection of treasure from his exploration of the Whimpering Depths. His alchemical equipment is worth 5,000 gp if the PCs have some means to transport it with care. He has 10 tomes (valued at 500 gp), each detailing a different Plane of existence. He has 11,000 gp in loose coins, stacked in bags and coffer underneath his bed. He also has a *rod of metal and mineral detection*, which has aided him in the acquisition of his significant horde.

2-17: The Chasm Descends

At this point, the cavern ceiling appears to be not much more than a collection of lights, akin to stars, in a sea of blackness. Bats flutter throughout, adding to the strangeness of the Depths. Below, the shaft continues down. Those looking down the shaft can just make out some details on the floor such as stalagmites and a few bones. It is too dark for them to see much else. Characters succeeding a Listen check (DC 10) hear thick huffs and groans sounding from below. Accompanying the guttural sounds, there are creaking noises and high girlish laughter. The chasm descends from here to Level 3, Area 1, and grants access to Level 1 above. Otherwise, this area conforms to Level 1, Area 16A.

Level Three:

The Nanoc's Prison

This is the final level of the Whimpering Depths. It is here, some 1,000 feet below the point of entry, the PCs find the gate to the pocket dimension housing the remains of Rynas and its prisoner sword. This level is all one giant chamber, unlit, and filled with dark and nasty evils. Most notable of all of the denizens is the black dragon who rests in her damp grotto, her newly hatched wyrmlings in a nest on the opposite side. Unlike much of the other two levels, things here can quickly escalate and get out of hand. Combat attracts the attention of the other denizens lurking here. For example, a combat with the annis hags at Area 3-3 is sure to attract their enemies, the drider hunting party, at Area 3-4, who fight both the hags and the PCs. Fighting the hatchling dragons is sure to draw the attention of the mother dragon, which is dreadful indeed.

Considering the delicate atmosphere, PCs should take precautions to insure they are neither spotted nor heard. They should take the approach of quiet guerillas moving in a hostile environment. Perceptive players, whose PCs scout out the chamber, may discern some of the tensions existing between various inhabitants. For example, the driders hate the annis hags, and they just arrived from the bowels of the Underdark in search of the aranea. If they spot the hags, they attack to destroy. Likewise, the roper in Area 3-5 is hungry, but fears the dragon. Only occasionally does it venture out into the chasm, lest it become a meal for the omnivore. Finally, the hatchlings, half-demons themselves, are feisty and rambunctious, looking for a fight and for something to carve up for their pleasure. Drawing the disparate groups into a conflict allows the PCs to get the Third Sacred Phrase at Area 3-1C and move unmolested across the chamber to Area 3-2

the Gate. However, once they return with the *Nanoc*, they have a significant fight on their hands, as the dragon should be very aware of the breach in the defenses.

This level is difficult for novice players, and DMs should keep this fact in mind. Remember, retrieving the *Nanoc* is the beginning of this tale, and is integral to the plots and activities later in the adventure. In some cases, it may be necessary to ignore a foolish action. Do so, for the enjoyment of the later adventure rests here on the PCs successes. However, despite this warning, PCs should not gain entry to the pocket dimension without speaking the Three Sacred Phrases in the proper order before the gate. PCs may have to journey to the depths first, and backtrack. If this occurs, tailor the adventure as needed. Refer to **Map G3** for details.

3-1: Cavern of Infinite Sighs (EL varies)

This is a cold and wet cavern of immense proportions. Great columns connect the floor to ceiling, with creeping blind spiders moving throughout. Inordinately large earthworms writhe about the floor, burrowing into the slippery mud. The cavern is alive with sound, from the deep rumbling breathing to the west, squeaks and sounds of scaled movement from the north and disheartening clicking noises to the south. A blanket of bats covers the ceiling overhead, raining guano upon the foul floor.

The rent in the mountain's center tapers until it breaches the ceiling of this vast realm. The open size of this area has three sections and four satellite rooms. The floors and walls are alive with insects, drawn to the evil

The Nanoc's Prison

Difficulty Level: 10

Entrances: The entrance to this Level is the chasm opening from Level 2, Area 2-17.

Exits: Aside from the Chasm entrance, there are no other exits from this chamber.

Wandering Monsters: There are no wandering monsters on this level, although it is quite probable (25% per hour) one of the monsters from a random location on this level mills about looking for trouble. If this occurs, refer to the entry for details.

Detections: Everything detects as strong evil due to the proximity to the *Nanoc*'s prison.

Continuous Effects: There are no continuous effects on this level.

Standard Features: The walls of this cavern are roughhewn stone, with ceiling heights rising to about 100-feet tall at the center and 20-feet in the side grottos. Everything here is wet and dripping due to the leakage from the *Nanoc*'s prison. The floors here are slippery and in combat require Balance checks (DC 5) to retain footing unless the PC slows to half speed. The footing is more treacherous as one gets closer to Area 3-2 (DC 10) as the floor there is sodden with slippery black mud. There are no doors on this level, and unless otherwise noted, all locations are dark.

influence of the *Nanoc* and serving as a food source for the bats, who in turn feed the dragon wyrmlings. If the PCs tarry a bit, they hear the shriek of pain coming from the north. The sound continues for a minute before it abruptly ends. If they watch the section of the cavern, they see a reptilian form streak up towards the ceiling to snatch a bat, only to return to the floor accompanied by terrible sounds of torment. The cycle continues until the PCs or their light is spotted. On the ceiling are over **100 bats** that supply the caverns inhabitants with a food source.

Bat, Single: CR 1/4; hp 1; see the MM.

Bat Swarm: CR 2; hp 13; see the MM.

Tactics: These creatures do not attack even if provoked, but make a lot of noise and draw the attention of everything in the complex. A foolish PC attacking the bats overhead causes 2d20 of their number to flutter about and screech. Allow every denizen on Level 3 a Listen check (DC 10) to hear the commotion. There is a 50% chance for the dragon to investigate. There is a 25% chance of any other creature here to arrive as well.

The bats swarm the PCs in a cloud. As long as there are 10 or more bats in the swarm, PCs in the area are subject to the bat swarm's distraction special attack.

3-1A: Devilish Spawn (EL 8)

Here is the nest of the dragon's young, **4 half-fiend black dragon wyrmlings**. The black dragon matron, in Area 3-1B, cannot bear to look on her distorted and twisted young, but will not destroy these abominations. The product of a balor and black dragon union, these monstrosities have an anthropomorphic appearance, being humanoid in shape, but having gross and twisted draconic features. Cruel, these young are bored torturing bats and rodents, and the prospects of fresh intelligent flesh thrills them.

Four empty leathery black shells lie about this area. Carcasses of hundreds of bats lie in various states of decomposition, ranging from piles of moldering bones to the horrible twitching remains of a disemboweled specimen. Amidst the ruin, several small humanoid creatures, parodies of dragons in form, have scaly hides that glisten red and black hues and lord over the corpses. Their manes of stringy black hair shake with their despicable activities.

Half-fiend Black Dragon Wyrmlings (4): CR 4; hp 30; see the **Monster Appendix** for details.

Tactics: As evident in the area's description, these dragons work to surround their opponents prior to attacking. Once they surround the PCs, two cast *darkness* on a pebble and move to combat their opponents, making use of their Blindsight ability, while the other two vomit acid in a line targeting spellcasters first. The dragons then alternate breath weapons to ensure one breathes a line each round, attacking spellcasters and then rogues. Remember, this cavern is huge and combat

attracts the notice of its inhabitants. The dragon at Area 3-1B rouses to fight 3 rounds after the combat begins. The hags arrive in 4 rounds, with the drider ambushing the hags on round 6. The roper, creeps out of Area 3-5 and skirts the easternmost wall, looking for an opportunity to snag a meal with a tendril before retreating to its lair.

Treasure: The wyrmlings' matron has allowed them to gather a small horde of treasure as she attempts to reinforce their draconic heritage. Thus far, they have collected 11,000 cp, which they have strewn throughout a 40-foot square area. In addition, they claim 6 gems worth 130 gp, 100 gp, 40 gp (x2), 13 gp and 9 gp respectively. The true treasure of their nest is a *harp of charming*, stolen from their mother.

3-1B: Dragon's Lair (EL 10)

In one of the more boggy parts of this cavern lies the great dragon **Alcraustruth**. She nurses her hate for the Balor who sired her four children and killed all but one of her former brood. This last dragon she has given to Kael to serve as his companion, sparing her young from the tortures of her half-demon children. She came to the Whimpering Depths from her place of birth, a vast bog of poisonous water, at the behest of her master to spread darkness and evil, as she was able, and to be a beacon to draw the foolish who just might find the *Nanoc* to release upon the world once more. Alcraustruth can leave her lair through the rent in the ceiling and up through the pit to the top of the mountain. The yrthak, see Level 1, Area 1-1, knows to be scarce at her arrival, as it has no intention on being the dragon's next meal. Despite the easy exit and entrance to the Depths, the dragon does not often leave as she has plenty of bats on which she may feed. She hates humanoids, especially humans for they built her prison, and strikes against them first.

Alcraustruth, female adult black dragon (1): CR 11; hp 199; see the **Monster Appendix** for details.

Tactics: While this dragon is just as cruel and wicked as any other dragon, it does not exhibit the depraved characteristics of her demonic spawn in Area 3-1A. Her tactics are rather simple. If aware of the PCs, she casts *mage armor* and *jump*, and then scrambles up the walls with her impressive Climb skill. Afterwards she waits until the frontline fighters pass beneath her position. From her roost, she vomits a line of acid attempting to catch as many PCs as she can. On the subsequent rounds, she jumps to engage the unarmored foes in melee combat, until she is flanked. When this occurs, she leaps back into the air, flying around the ceiling dropping *magic missile* spells at her leisure, until her breath weapon recharges. If reduced to 25% hit points or less, she flees the cavern up through the pit to freedom outside. She exhibits no special loyalty to her spawn, so if pressed, she abandons her demonic children.

Development: The dragon fears her master Orcus. Hence, she watches over the Portal to the *Nanoc*, and never lets her guard down. She allows, in accordance with her master's wishes, evil PCs to gain the Third Sacred Phrase and their eventual entry into the portal as releasing the *Nanoc* into the world to wreak havoc should please the god of undeath. However, allowing the *Nanoc* to fall into good hands is unforgivable. As the dragon does not have the ability to *detect thoughts* or *detect good*, she fights first and asks questions later.

If conversation does occur, she may be convinced to impart some information. She does not know the means of entry to the *Nanoc* and is no help in this manner. She is aware of the roper on the other side of the cavern, but has no immediate designs against it. As for the hags and the driders, she knows very little, except for the increased traffic as of late.

Treasure: Alcazustruth has acquired a significant horde of treasure, though she has little practical use for much of it. Of coins, she has 6,000 sp and 130 pp on which she sleeps. She has also acquired 7 gems, worth 450 gp, 300 gp [x2], 120 gp, 7 gp [x3] mixed in with the coins. Concealed by the mounds of coins is a *vibrant purple prism ioun stone*, a small *potion of speak with animals*, a *wand of shatter* (50 charges), an *arcane scroll* (*raise dead*, caster level 9) and a *+1 mighty cleaving ghost touch shortsword* that sheds light when held.

3-1C: The Third Sacred Phrase

Scribbled on the wall, in glowing runes, is the Third Sacred Phrase. The writing is in Celestial script and reads, *Rynas wept and all was made pure*. Once a character reads the words aloud, the runes fade from sight and are "stored" within the PC intoning the words. As in the case of the Phrases, speaking aloud the words again, removes them from the character and restores them to their respective locations.

3-2: The Prison

Waves of invisible energies ripple through air, gaining in frequency the closer the darkened hole that serves





as the portal to the *Nanoc*. Faint tendrils of color leak out of the cave, but offer only the dimmest of lights. The floor here is wet and slippery, making the footing uncertain at best. The wall of darkness that is the portal occupies the terminus of the cave. Up close it serves as a mirror reflecting the all the immediate surroundings near its surface, like a solid wall of polished obsidian.

This is the gate leading to the pocket dimension and prison of the *Nanoc*. Characters with stored Phrases feel a kind of psychic pull towards the barrier. When a character speaks the words before this gate, they form on its surface, glowing stronger and brighter with each syllable. When the last speaker utters the final word of the last phrase, the words on the wall coalesce into a shimmering portal of white light and energy. PCs are then able to walk through the portal. The portal remains open until the last PC to enter returns through the portal. Hence, it is impossible for the dimension to trap a character.

Traveling through the gate is simple, requiring one to walk through it. On the other side is a vast plane of shifting shadows and corruption. Fountains of black blood, crusty with amber crystals, bubble up from an expanse of viscous slime. About 50-feet from the portal is a slab of white stone,

stained brown from the effluvium, on which rests a long and narrow box, about the size of a bastard sword. Delicate creatures, perhaps manifestations of the evil spirit filling this place, caress the fine material of the container, their forms spindly and translucent. The elemental creatures disperse into wispy clouds of smoke on the round after the PCs make their presence known.

The smoke creatures are phantoms that have no power to affect material entities or objects. Their presence should unsettle the PCs and make them wary of what it is they are about to do. Nothing prevents the PCs from gaining the *Nanoc*, the wards long since eroded by the sword's corruption.

Development: If the PCs take the *Nanoc* as Prince Geoffrey instructed, they may be tempted to open it and retrieve the sword from within. The *Nanoc* seems constructed of an indeterminate material, bone white in color, with silver striations running through it. Though it is too soft to be stone, it is too hard to be bone. Fingers slide across its surface making it difficult to hold unless grasped with a firm hand. The *Nanoc* opens easily, a testament to the blade's powers of corruption. Inside is a cloud of noxious fumes, turning the stomach but having no ill effects. Beneath the foul cloud is Orcus' sword, *Helring*, in all of its hideous glory. See the **Introduction** and **New Magic Items** for details on this weapon.

3-3: Travelers from the Bazaar of Obal'Drin (EL II)

Hiding out in this narrow cavern are 2 **annis hags** from the Underdark city, Obal'Drin, a subterranean metropolis catering to many of the denizens of the sunless world. Slavers out seeking merchandise, these hags were part of an entourage until a band of *svirfneblin* attacked them. Most of their numbers fell to crossbow bolt and hooked hammer, but these two, in accordance with their depthless cowardice, fled the scene of battle with their **minotaur** pleasure slave and made for some place of safety. Instead, they found the Whimpering Depths. Along the way, they conflicted with a band of drider hunters, and have played a cat and mouse game ever since. They suspect the hunters are near, so they have hidden in this chamber to make their final stand.

Annis Hag Wiz3 (2): CR 9; hp 58; see the **NPC Appendix** for details.

Minotaur (1): CR 4; hp 39; see the **MM** for details.

Development: Neither hag has a familiar. Craven and despicable, these hags lost their third member of their covey while being hunted by the driders. The last thing they want to do is to attract the attention of their pursuers. If the fight goes against them, they surrender, fearing the PCs less than the driders. After four rounds of combat, allow the driders a Listen check (DC 10) to hear the sounds. If they succeed, they arrive with entourage in 1d3 rounds.

Years of slavery and abuse corroded the minotaur's mind, so much so it is fanatically loyal to the hags. Consequently, he fights to protect them from harm. If a PC kills a hag, the minotaur flies into a rage and engages the "murderer".

Tactics: The hags order the minotaur to attack the forerunners of the PCs, giving them enough time for one to cast *fog cloud*, while the other casts *ghoul touch*. On the next round, provided the minotaur still lives, the first hag reads her scroll, while the other engages in melee, lending support to the likely besieged minotaur. Thereafter, the hags rotate out, allowing the other hag to read from her scroll and drop a *fireball* on any PCs apart from the melee.

3-4: Underdark Entrance (EL II)

Coming up through the narrow, twisting cavern are a pair of **driders** and a troupe of 12 **medium-size monstrous spiders** on the lookout for the aranea and any incidental gnome they might come across. These vicious killers have no regard for any living thing, just tolerating one another. This encounter occurs whenever the PCs

pass within 10-feet of the cave entrance. One of the driders is a sorcerer and the other is a cleric as noted in their spellcasting capacities.

Driders (2): CR 7; hp 45 each; see the **Monster Appendix** for details.

Monstrous Medium Web-spinning Spiders (12): CR 1; hp 12 each; see the **MM**.

Development: The driders look for the aranea first. So when these monsters encounter the PCs, they check for gnomes as the aranea adopt this form from time to time. If there is a gnome in the party, the driders grow suspicious. Otherwise, the drider are uninterested in fighting a well-armed group of adventurers and attempt to parlay rather than battle them. However, the driders resist bellicose heroes, should the heroes attack first.

The driders, new to the Whimpering Depths, do not know anything about the *Nanoc* or the complex containing it. They are familiar with the Underdark passages, but do not offer any insight as to navigating the labyrinth of passages. In fact, the driders are more interested in finding their quarry and are willing to pay (up to 200 pp) for information regarding the whereabouts of the aranea. If the PCs have already dispatched the aranea, the driders demand evidence or at the very least, the location where the bodies are located. Despite their willingness to negotiate, they also know drow pay well for slaves. They strike out against the party if they seem weak or injured.

Tactics: If the PCs appear underpowered or injured, the drider hunting party allows the PCs to depart, but follows along until the right moment to strike, using subdual damage and the webs from their hunting pack to capture as many PCs as possible, hoping to gain as many potential slaves as they can. On the first round, half of the driders' spiders shoot webbing at different PCs, while the other half attempts to bite the entangled victims, thus draining their strength and making for easier prey.

The drider sorcerer casts *haste* on himself, the cleric, and 4 of the spiders first. On the succeeding round, he casts *blur* on himself, while allowing the spiders to keep the party busy and defending himself with *magic missile*. Afterwards he casts *haste* on the cleric followed by *bear's endurance* the following round. This drider establishes himself as support for the cleric and his spider minions.

The cleric relies on *bless*, *aid* and *prayer* to buttress the spider minions for as long as she is able. Once *hasted*, she casts *silence* to suppress spellcasting on the part of the PCs. Then, she boosts her allies with *bull's strength*. If any casters move beyond the *silence* effect, she maneuvers herself to cast *sound burst* or *dispel magic* if the

former is impossible. Both driders prefer to let their spiders withstand the worst of the attack, while working in the background to offer magical support. If PCs manage to kill the majority of the spiders, the driders, likely still *hasted*, jump into the fray, fighting to kill instead of subdue.

3-5: Side Chamber (EL 10)

A **roper** dwells in this spacious cavern. It is fearful of the dragons and so does not often hunt beyond the confines of this chamber. Stalagmites and stalactites fill this natural grotto, thirty feet long and twenty feet wide. Bones litter much of the area, accompanied by an odor of something sweet blended with dung. A few devoured rats in various states of decomposition lie about the room. All is still and all is quiet except for the dripping of water, unseen in the shadows.

Roper (1): CR 12; hp 85; see the MM.

Tactics: The roper, lurking at position X, waits until the PCs explore the room, entering at least 15-feet inside its lair. If the PCs do not enter, it waits until one PC remains at the entry to the chamber and then attacks with its strands.

If faced with multiple opponents, it divides its strand attacks among as many as it can, attempting to weaken the characters. The roper fears the dragon, so if a lot of noise is made it flees back into the shadows, attempting to hide when the dragon comes to investigate.

Development: As described above, a large combat alerts the dragon who is aware of the roper's presence. It comes to investigate 2 rounds after a large noise develops (such as a *fireball*, *lightning bolt* or 5 rounds of melee combat). The roper hides, fearing for its life and waits to pick up the scraps left by the dragon.

Treasure: This roper has no treasure in its gullet as it feeds on rats and bats native to the caverns.

Return to Durbenford: Part I

This chapter outlines the events following the successful acquisition of the *Nanoc* from the depths of Mount Rynas. Characters may return to Durbenford prior to the retrieval of the relic as many times as they need to reequip rest or raise a fallen comrade. Should this occur, Durbenford remains unchanged from its original description and refer to the section detailing the city as necessary.

DM Notes

Once the PCs have freed the *Nanoc* from its prison in the Whispering Depths, they should bring the item to the town and wait until contacted by the “prospective buyer” as delineated in the first chapter. This agent does not arrive immediately, so players should have the time to explore the city, interact with the NPCs, and uncover some of the darkness at work within this town.

The following events are timed encounters. To avoid confusion with locations, timed encounters use letters for notation rather than numbers. Each occurs with enough time between the encounter to allow the party to explore a bit of Durbenford, gather some vital information and refill depleted stores. Characters desire some lodging. While many taverns and inns do a brisk business, these adventurers have earned the best, so encourage them to stay at the Ox and Hammer. This tavern situated as it is to the Square allows them to meet the rumormonger and determine the layout of the city. Feel free to offer glimpses of the Fat Man’s men, though avoid encounters at this stage. Therefore, a mugging in an alley could be a fantastic way for the adventurers to meet any of Durbenford’s notables, but allow the criminals to escape. Remember, Durbenford is a city with a living and breathing population. Add more NPCs as you see fit, or take a few away. Present Durbenford as a hub of activity, a place worthy of adventure, just as the darkest and scariest of dungeons.

1: Returning With the Nanoc

The party can enter through any of the gates, if they attempt to do so sometime after dawn and before 8 o’clock at night. The guards ask the usual questions of travelers, but do not waste too much time, as the lines to enter the city are long. They ask all weapons be peace bound, as is customary in these lands. If asked about an individual matching

the description of the prospective buyer, no guard has seen such a person.

Once inside, the heroes may notice the town has grown more ominous than before. The vines that grow over everything seem more insidious. Lamps are not lit as quickly as before, and the watch patrols seem farther and farther apart. Few townspeople spare a glance for the returning heroes and everyone seems to be on edge.

This new develop is caused by the *Nanoc*’s influence. *Helring*, the sword contained within, casts a pall over everything near it. Animals act strangely, moods sour, and the blade leeches the color from everything.

2: Bad Feeling

After one day of being in the city, the character holding the *Nanoc* experiences a sudden chill, a feeling that something watches him, something hunts, plotting to kill and eat the character. Just as soon as the sensation is felt, it vanishes.

Helring, free of its shackles likes to stretch its legs from time to time. While this has no in-game effect, it should instill an uncomfortable feeling in the player carrying the object. Use similar descriptions when appropriate to encourage a sense of paranoia in the player.

3: A Prospective Buyer (EL 13)

After the characters have had a day or two to explore the city and reequip, they are met by Geoffrey’s Agent. This encounter should occur at night. Sometime in the middle of the night, the PC or PCs protecting the *Nanoc* hear a knock on their door. The sound can be heard clearly over the din of merriment in the common room below. If no one opens the door, the person knocks again, once more and then quiets. An investigation of the hallway results in it being empty due to the *Seeker*’s *invisibility* spell.

If a PC opens the door after or during the knocking, the sounds of the laughter are somewhat louder, but somewhat muted than just a few moments before. A squeal of laughter echoes through the corridor, a tavern wench the likely recipient of a pinch, but the hall itself is empty... empty until a figure materializes, his body becoming visible as if stepping out from a wall of water, with bits of nothingness coalescing into human form. The fig-

ure appears, having abandoned its *invisibility* spell and pushes forward into the room, eyes searching.

The intruder is nondescript, of medium height, average build covered by normal clothing, with short brown hair and dark eyes. His face is weathered, lines and creases controlling more than the scarce smooth stretches of his skin. Three small blue stars glow with an inner luminescence, and then fade to a light blue as the individual walks into the room, uninvited. His blue eyes scan the chamber, searching for something. Unsatisfied, he turns to the room's occupant, eyes flashing cold death, and demands, "Do you have it? The Box?" His voice lowers to a whisper, "The *Nanoc*?"

This is and it is not the prospective buyer Prince Geoffrey sent. Rude and demanding, he has no interest in making a sale. He wants a confirmation the box is here. Arrogant PCs may bristle at his coarseness, but you should remind them, as a voice of wisdom, if they wish to be free and receive their reward they should cooperate. Sometimes, however, wisdom is not enough, and brash heroes may lash out against the agent. This is confirmation enough for the Seeker, and he fights the character for 2 rounds before retreating to report to Mal'Tagrithe, instead of Geoffrey, as the doppelganger killed Geoffrey's original agent.

The Seeker, Half-Fiend Doppelganger Rog1/Asn6: CR 13; hp 82; see the **NPC Appendix** for details.

Tactics: The Seeker can be a significant threat to a solitary party member. So severe, its presence is an omen of what is to come. If a single PC guards the *Nanoc*, do not let the fight continue more than two rounds. If it wins initiative, it lashes out with its claws, intending to inflict sneak attack damage. Otherwise, it moves back if pressed and casts *blasphemy* (as the Material Plane is its home plane). On the second round, it plunges the room in *darkness*, and moves out into the hall. On the third round, it alters its appearance to that of the innkeeper and flees when the opportunity presents itself relying on its high Bluff and Disguise score to avert any suspicions.

If more than one PC guards the *Nanoc*, which should be the case, and if the heroes attack, the seeker employs tactics similar to the above. The seeker flees if seriously outnumbered changing shape while moving. Yet, if its flight is prevented, it carves a hole through the PCs using *unholy blight*, *poison*, and *contagion* if it must. The seeker should not die here, for he appears at the conclusion of the adventure. Should the PCs manage to kill the seeker assume Mal'Tagrithe employs more than one of these foul minions.

Development: Otherwise, if the PCs are peaceable, the seeker looks the *Nanoc* over and informs the PCs that the Prince shall attend them in two weeks. If asked about the delay, he responds by cocking his head and reminding them that he is merely the servant and not privy to such information. If the PCs ask why this Seeker did not approach them in a more subtle way he responds the situation has changed and Prince Geoffrey ordered him



to find the item in a more direct manner. The Seeker has already cast the following spells prior to knocking on the door: *undetactable alignment* and *nondetection*.

If the PCs do not answer the door, the seeker returns on the next night. Not opening the door again results in the Seeker breaking into the room late while the character sleeps to confirm the *Nanoc* is indeed present and then to report back to the Mal'Tagrithe. The succubus, once apprised, dispatches a message alerting the PCs that Prince Geoffrey will arrive in two weeks.

4: Summons

After the PCs have encountered the Seeker, the next day perhaps, a messenger wearing Lord Durben's livery greets them at the tavern in which they stay. He claims he bears an invitation to meet with Lord Durben, an honor indeed, at his castle for lunch. The messenger, a boy no older than 13 with tousled hair and eyes evidencing the excitement of youth, hands them the invitation and waits for a tip. If a tip is not offered, he gives the PCs a dark and rather wicked smile before departing. He, of course, reports the PCs to the Fat Man, potentially hindering them later.

The PCs have two choices: dine with the Lord and discover what it is he wants, or refuse him and pursue their own interests. The lunch with the Lord is the hook to get the PCs involved in the next step of the adventure, but it is not necessary for the party to treat with the noble in order for them to move in the correct direction. Plenty of other opportunities exist within Durbenford for the PCs to learn about the trouble at the Logging Camp. The Silk Purse has regular contact with the loggers and if the right incentives provide themselves, they people there can inform the PCs of the troubles affecting the woodcutters. Likewise, a discussion with the local Druid, Temple of the Shattered Sword, or even the Rumormonger can all provide the appropriate hooks to snare the party. Refer to the appropriate sections where each are detailed for more information as to what these NPCs know and are willing to share.

If the PCs accept the invite, they find their way to the Lord's Castle with ease, where polite and efficient servants greet them revealing to them a beautiful décor and a sumptuous banquet. Attending the lunch is the Lord, Lady Alliard and the Captain of the Guard, Trindel. The Lord is generous and affable, but it is a mask he wears to hide his hatred for the PCs. He believes they have placed him in an awkward position thanks to the impending arrival of the Prince. Lady Alliard is detached, but pleasant, engaging in small talk throughout the meeting. Captain Trindel is quiet and confused about why he is even there.

After lunch, Lord Durben dismisses Captain Trindel and later raises his glass to toast the party's exploits and informs them Prince Geoffrey is due to arrive in a week

or so. He waits before continuing to gauge their responses, as he believes the Prince is coming because of the PCs for some such reason. Though curious as to the real reason for the Prince's visit, he is more concerned with his current predicament. If any PCs reveal they know of his imminent arrival, Durben presses them for reasons why. If they do not offer any, he dismisses the cause as if never mentioned and explains that because of the Prince's visit he is now in a rather difficult position. His title and lands are in jeopardy if the Prince discovers the problems with the lumber industry. Now he must redouble his efforts to unearthing the mystery of the Logger's Camp and the Wyld Wood. He asks the PCs to investigate the problems there and to put a stop to the raids. The cost to the operation could bankrupt the town, thrust the kingdom into disarray and claim the lives of countless innocents. If they refuse because they are to meet with the Prince, the Lord smiles with their confirmation of his suspicions. He then says the Prince is not due for another week or two so they had better get moving. Otherwise, they have larger problems than being late for their meeting. In exchange for their help, Durben offers to cover any expenses in lodging at the Ox and Hammer and promises them a total reward of 10,000 gp total if they halt the raiding.

Astute characters may notice the tension between husband and wife (a Sense Motive check [DC 20]). Refer to Area 2 in this chapter for more details on the strains to their relationship. Lord Durben's reasons for Captain Trindel's invitation were to provide a witness of their presence there if anything went wrong during the lunch. If the heroes do not agree to the terms, the Lord asks them to leave his home.

On the other hand, should the party agree to the noble's terms, they ought to do something with the *Nanoc*. If they take it with them, they risk losing it. If they leave it in the town in the wrong hands, they could also lose it. PCs not comfortable with taking the *Nanoc* with them on this investigation can leave the artifact with Mother Tara, Juptal or in the care of the Ox and Hammer. These individuals protect the item with their lives provided the heroes have made an effort to befriend them.

Of course, the PCs could refuse to investigate the matter of the Wyld Wood. At this point, you have a couple of options. The PCs could strike out for Dyer's Hamlet to await Prince Geoffrey. There, they are exposed to the horrors of hightide, and may be moved to uncover the mystery, though plenty of other hooks within Durbenford exist to propel the PCs forward. Perhaps the Seeker returns to steal the relic from the PCs making it clear the item is not safe even in Durbenford. Regardless of the means, you should steer the party to uncover the intrigue of the Wyld Wood before moving onto the chapter, **Return to Durbenford Part 2**.

Camp of the Loggers

The Camp of the Loggers describes the conditions and events occurring when the party moves to investigate the disruptions in the work of the tree cutters. This chapter presents full descriptions for the Wyld Wood including the random encounters and the necessary information needed to travel from the logging camp to the Druid's Grove. By the conclusion of this interlude, the heroes learn of the two competing forces struggling for control over higidne. Refer to **Map H** for details.

DM Notes

Udare and Sons control the tree cutters. The company is a consortium of smaller companies consolidated by the Grey Rook Guild. Two years ago, Udare and Sons bought out all the smaller mills and embarked on a major operation to find, harvest and transport the plant known as higidne, a drug notorious for its potency in boosting a user's endurance and making them more pliable. Behind this façade of a prosperous lumber industry, Guild agents are able to mount expeditions into the wood to gather the specimens of the drug. The plan has worked remarkably up until about a year ago. From deep within the Wyld Wood, creatures stirred and lashed out against the loggers. While attacks have always been a part of logging this ancient woodland, none had been as severe as the ones lately. Despite the established camp's defenses—patrols, distributing arms and so on—the woodcutters have not been able to prevent the destruction of their camp, equipment and lives, for the raids come sporadically and during the day when the loggers are most active. Lord Durben demanded that the company allow independent investigators, adventurers perhaps, to examine the situation and put a stop to the raids thereby restoring the profitability of the enterprise. However, his commands were ignored, for the Guild works for the King and they cannot allow anyone to pry into their business lest word of the drug and its uses spread throughout the land. Now Prince Geoffrey travels to these lands from distant capital city, Silencia, presumably to inspect the operation. With the approach of his ruler, Durben has little choice but to intervene. The presence of the PCs and their prospective meeting has forced his hand against the Guild and thus he dispatches the PCs to the camp to find out what is at work in the Wyld Wood.

There are three factions among the tree cutters. The first are the workers themselves. They number 40 strong and are generally harmless folk (Com1)

and all strive to make a living. They cut the trees and haul the trunks back to the camp where other workers prepare the timber for shipping back to Durbenford. As the largest group, they have suffered a staggering number of casualties; their attackers are not so selective of whom they kill. As a result, the constant attacks have eroded many workers' will to continue, and so many have abandoned Udare and Sons leaving the others to die instead. A few of the more bold loggers have banded together and set out into the forest to find the source of the attacks seeing as how no one else seems to do anything about it. None of the mobs have returned, all claimed by Groembu's minions. Leading the workers is Carl Smithson (male human Exp 4, NG). A big sandy haired man, he has a perpetually red face, and huge hands. He has refused furlough until his fellow workers are safe again. For these reasons, the other men are staunchly loyal and see him as a rallying point to ensure that the foremen meet their demands.

Overseeing the work force are the foremen (male human War3, N). Udare and Sons selected and hired these hard men, though none of these leaders knows for whom they really work. As the management responsible for maintaining productivity, efficiency and quality, tensions between them and the tree cutters is on the rise. Despite their authority, they are harmless for the most part, but feel threatened by the growing unrest in their work force caused by the threat posed by the forest creatures.

The foremen wield clubs and protect themselves with studded leather armor. The work crews outnumber these five men and could be a threat to their control, but the leaders' arms and their capacity to shoulder some of the workload helps to prevent such an uprising. Lawrence (male human Ftr1/Exp1, NG, see DMG for details) leads the crews and the rest of the foremen. Though he was respected and like, the trust his workers once felt flags with each death.

The last group in the camp consists of the harvesters, seven reclusive individuals who make forays into the forests under the pretense they are looking for suitable sites for tree cutting. Recent arrivals to the camp, they came in six months after Udare and Sons took over. In all, these individuals have a high casualty rate, but their bodies are lost in the woods, in Groembu's lair or are devoured by ravaging monsters. The harvesters are the elite Grey Rook Guild agents and bear the responsibility of filching higidne from the druid Groembu. Guild leaders select harvesters from the regular ranks, but only those of great promise. Once cho-



sen, they undergo intense training in the druidic arts and learn the ways of the ranger to enhance their military prowess. At any given time, there are two harvesters present at the camp, none of which fraternizes with the other men. There is no individual leader among the harvesters; they receive their orders from Durbenford via raven courier. If they have the opportunity, one of the harvesters assumes *tree shape* to watch and assess the strengths and the weaknesses of the PCs. If an astute PC detects the faux tree, the second harvester creates a distraction to allow its ally to beat a hasty retreat. Harvesters all have the same statistic as listed below.

Harvesters, Male or Female Human Rog3/Drd3/Rgr3/Asn2: CR 11; hp 68 each; see the NPC Appendix for details.

Medium Viper Animal Companion: CR 1; hp 18.

Tactics: PCs should not encounter more than two harvesters at once, as these villains work alone or, at most, in pairs. Given the danger of sneaking into Groembu's lair, stealing his drugs, and sneaking back out, a good many of these agents perish or must spend time recuperating after their exploits. Each harvester prepares spells

to avoid the standard woodland denizens. They prefer ambush and treachery to direct conflicts, though they are able to withstand many opponents. If possible, they use *tree shape* to study their opponents dropping the spell to make a death attack when the opportunity presents itself. The combination of druid and rogue abilities makes them deadly combatants to fight in the wilderness.

The Camp

The journey to the Loggers' Camp should be an uneventful three days by foot, though by 10th level characters likely have secured other more efficient means of travel. Speed is of the utmost importance as Geoffrey is due to arrive within two weeks from the moment the false Seeker confirms the *Nanoc* is in reach and reports to the succubus, only then sending word to Prince Geoffrey. Consequently, given their varied means of travel and their impetus for haste, they should have no trouble getting from Durbenford to the Loggers' Camp.

The Loggers' Camp lies at the edge of the Wyld Wood, situated amidst the stumps of many trees. Comprised by a collection of log buildings, all covered in the telltale vines that seem to overrun these lands. At the perimeter of the work site is a

deep trench, recently dug, as evidenced by the dark earth piled on the inside of the circle. The trees beyond seem angry, violent and twisted with hate for these foresters. Their branches stretch over the buildings, shadows of the gnarled trunks dance on the ground with the whisper of the wind.

The layout of the camp is simple. Five unimpressive small buildings, each facing the other in a haphazard circle stands at the center of the camp. On the northern side stands a larger two-story structure, its numerous chimneys venting thin streams of wood smoke. Another large building sits at the far end. The sounds of cutting, hammering, and the other noises of labor fill the air. Large flatbed wagons, drawn by waiting draft horses, await their loads, some holding stripped trunks, others empty and in queue. A few men and even fewer women move about the place, eyes trained on the vengeful forest. Upon a loud noise, many workers jump; with an eerie sound, all turn their heads to find its source; an exclamation, moans of lamentation rise from their numbers.

H1: Workers Barracks

Every woodsman lives in this sizeable building. Two stories high and constructed of logs with their gaps packed with mud and dung, the barracks are large enough to accommodate up to 150 workers. However, given the depleted laborers, the building seems overlarge, a grandiose waste. The upstairs holds the woodcutters' sleeping quarters, essentially a long hallway featuring large hearths at both ends, and cots along the northern and southern walls. Next to each cot is a washbasin and chamber pot. It is each worker's responsibility to empty his pot each morning.

The ground floor contains a large kitchen and dining hall. The men draw lots at the end of every meal to determine who cooks next. In addition, there is a storeroom containing such things as beans, wheat, barley and other grains, dried meats and vegetables. Herbs hang from overhead to dry. There is an indoor well in the kitchen allowing easy access. A large dining hall rounds out the rooms of the Workers Barracks. Aside from a few incidental trinkets and scattered coins, there is nothing of value in this building.

H2: Management Cabins

These three buildings house the foremen of the logging camp. The four lesser managers divide two of the buildings between them. Lawrence has one all to himself. The smaller structures are similar to the woodcutters' barracks, log construction cemented with mud, but smaller, housing four people each. A cabin has four bedrooms, a latrine, and a

study to allow for the management duties required such as reading reports and dispatches, inventory control and equipment maintenance. Foremen take their meals in the Workers Barracks along with the rest of the people here, except they never make the meals. Like everyone else, though, they are responsible for their own chamber pots and laundry. There is nothing of significant value in either of the shared cabins, but Lawrence keeps a small jade statue of Freya (value 800 gp) to which he prays every night.

H3: Harvesters' Quarters

The final two buildings of the central cluster are the harvesters' quarters. Identical in form and function to the Management Cabins, they were offices until the Udare and Sons deployed the harvesters. Now these buildings are under heavy locks (Open Lock [DC 26], Break [DC 28]), protecting any potential information from leaking out to the rest of the camp. These buildings feature the same layout as Area 2, but they include a makeshift kitchen, for these villains dine apart from the rest of the camp. This converted room has a hearth with an iron pot on a hanger. The harvesters divide themselves between the two buildings.

Aside from the usual miscellaneous items people accumulate, there is nothing of value in the easternmost cabin. However, in the westernmost cabin, a harvester has hidden a missive from the Grey Rook Guild. Characters succeeding a Search check (DC 24) discover the letter.

Symbols, pictograms and letters from almost every alphabet known clutter this crumpled piece of parchment. As this letter is written in code, requiring a Decipher Script check (DC 30) to translate, it renders *comprehend languages* ineffectual. When and if the heroes make a suitable translation, read or paraphrase the following text.

The collection of specimens is of no assistance when every one of them dies within a fortnight. You must dig deeper into the secrets of the sinkhole, you must pry from the damnable druid's grip what it is that allows the root to grow, what concoction, what blend of fertilizers is needed to make these plants thrive. This endeavor is too costly without the aid of our wealthy benefactor, and delays try his and our patience. The Guild demands results, quickly.

The Grey Rook Guild has thus far been unable to determine the secret to growing hignene. The harvesters, all devoted to unearth this answer, have met with failure at every attempt. Every time one of the agents gets close, they disappear, leaving no trace of their passage, not even their bones.

The wealthy benefactor mentioned in the letter is the King, whose patience dissolves as his conscious begins to assert greater control. Harvesters, if not stopped, learn the secret of higdne, but the truth is too terrible to believe.

H4: Sawmill

This complex is a squat building choked with clouds of sawdust and smoke. Here, laborers strip the trees of limbs and leaves, preparing the trunks for transport back to Durbenford. During daylight hours, about 10 workers toil in the building, while the remaining workers load wagons or bring more trees from the Wyld Wood.

In addition to its function as a place for preparation, the mill also houses stables, a workshop to fix wagons, and a silo for holding horse feed. There are always 12 heavy horses here as well as 4 flatbed wagons. Aside from large quantities of tools, equipment and hordes of brown rats, this place has nothing of value and is of little interest.

H5: Ruins

Two locations in the camp now stand in crumbled vine choked ruin, caused by the attacks from the forest creatures. Crumbled stone foundations serve to remind the workers of the nearness of death and the degree of destruction their enemies are capable. Most of the fearful workers avoid these two sites, even if it means taking a longer route.

The northeastern ruin was once a chapel dedicated to the god of industry and hard work, but nothing remains of the holy site, not even its cleric. Since everyone avoids this site, much of the rubble remains as it did four weeks past, except layers upon layers of vines burying anything secrets below. Sifting through the rubble may provide valuable results. The exact discoveries vary with the success of the Search check. A Search check (DC 15) results in finding the corpse of the cleric, Phillip, whose body is now not much more than rotten husk, though his clothing and equipment are all intact. The body has nothing of value, but a careful inspection of the corpse, requiring a Search check (DC 25), reveals a small tattoo of Hel, the goddess of evil druids and pestilence.

A Search check (DC 30) uncovers, some fifteen feet away from the corpse, a small pouch containing a shriveled blue root the size of a child's fist. It smells sweet, harboring the odor of a spring dawn and honey. This is about 500 gp worth of higdne, enough for 50 doses. See **New Item Appendix** for details on this drug.

The corpse is in poor condition, deteriorated beyond any particulars, though the tattoo is recognizable after close examination. The carcass lacks

an intact skull, so *speak with dead* does not work, as it is not capable of speaking. If the heroes attempt to *raise dead* or *resurrect* the corpse, the cleric is grateful to be free from the horrors of the afterlife. His name is Paulus and admits he worships Hel. He found the higdne root on the corpse of a slain harvester. Curious, he took the specimen back to his chapel to inspect it. Before he could ascertain its properties, an attack on the camp claimed his life.

Though Paulus is evil, he repents his sinful life and joins the path of the Shattered Sword. Until he receives an atonement spell and gains acceptance in the order, he is a 5th level ex-cleric. Feel free to detail this character as needed.

H6: Cemetery

Superstition and outright fear prevent most of the forester's from idle walks through this graveyard. Small and unimpressive, measuring no more than 30-feet across and 30-feet long, this place features over 100 headstones, each commemorating fallen workers who died or went missing in the line of duty. A casual inspection of the markers reveals over 80% of those who inhabit the shallow graves died in the last nine months. Vines, fallen branches and leaves clog the aisles, adding to the forbidding nature of this mournful plot. Contrary to appearances, though, no undead inhabit this place, and nor is there any treasure to be found. Immoral PCs who opt to dig up the dead find moldering bones draped in tattered scraps of cloth. Moreover, the workers initial reactions all drop one-step due to the impropriety, regardless of how well the intentions, of plundering the dead.

Events

I: Arrival

As soon as the heroes arrive, a door to one of the smaller central cabins opens and out walks a sanguine featured man, with large hands, clothed in a tan linen shirt, dark breeches and dull brown boots. His thin brown hair lifts with the breeze, sending the wisps into tangles. He walks towards the heroes, his hands clenching and unclenching, finally resting at his sides when he gets close enough for conversation. 'You sent here by Lord Durben? If so, you can turn right around. Unless we get more help here, you are not going to get much more in the way of lumber. You'll get more dead men than wood, I would say.'

Lawrence, the man who greets the PCs, is the head foreman here at the logger's camp, and he believes, at least at first, the PCs have come to improve productivity. Of course, once he learns

the heroes have come to help, he apologizes, and offers them anything at his disposal. Lawrence gives the following information if asked.

- *Casualties? Heck, I've lost over two-thirds of my work force, including foremen. Do you see those ruins there? Our cleric died first in what is left of our chapel. The other was our mess hall. Not too many of us are left now.*
- *The raids started back about two years ago. Mind you, they were nothing to speak of then, nothing we could not handle. Seems to me, now that I think about it, that the raiding started when Udare and Sons bought out all the smaller logging companies. Nah, I do not think any of those little guys have the ability or expertise to pull off attacks like these. Heck, most of us are those little guys.*
- *The attacks happen throughout the day. Sometimes, nothing happens for a month. Other times, we get four attacks in a week. It's like a war zone here. None of the attacks happens at night though, at least none happening at the camp. Some of our wandering folk have fallen victim to the things prowling in the woods.*
- *Weird things come out of these woods. If I were not more afraid of Udare and Sons, I would have left a year ago. Strange plant creatures, monsters and none too few invincible goblins boil out of the forest. They attack with precision and strategy, slaughtering a work crew before anyone has time to yell.*
- *You should fear Udare and Sons too. They send those harvesters in to the Wyld. What they do, I have no idea. When they first came here, they claimed to be scouting new areas of old growth, prime for cutting. Since then, they have rooted out only one or two spots. Now they do not even make the effort to lie; they just go into the woods at night, sometimes returning in a day, sometimes a couple of weeks. Many of those fool have to have died, but the company keeps sending more of them our way.*
- *The harvesters have squatters rights on those two cabins there. They never share our meals, tales or anything else to help. A few of the workers tried to rough them up a bit, but we have not seen those bravos since.*

Lawrence offers them lodging in the main workers hall (as described above), and the PCs may partake of any provisions or supplies available. Lawrence is very competent and aware of what is going on in his camp. Hence, PCs interviewing other workers or foremen do not learn much more than what Lawrence tells them. Carl Smithson, the de facto leader of the foresters knows a bit more. He does not trust the PCs and is Unfriendly. Getting information out of him requires a Diplomacy or Intimidation check (DC 25) to improve his attitude to Friendly (see the DMG for influ-

encing NPC attitudes). If convinced, or frightened for his life, he reveals what he knows.

- *I spotted one of those harvesters returning one night, about a week ago. I do not know how I did it; he moved like water through the shadows, nearly invisible! Anyway, he skulked back into the camp after midnight, when I was making water on the old ruin of the chapel. Damned gods don't do anything for us, and I'm not afraid of ghosts or any such nonsense. Well, this sneaky fellow crept from shadow to shadow, and I guess he did not see me. I noticed he was carrying a big black bag, stuffed near to bursting. I watched him go towards his cabin, and curious, and on behalf of my comrades of course, I thought I would go and look. Well, he walked into his cabin, and so I peered through a crack in the door. Another one of them harvesters was there watching and fawning over the bag. They emptied the big sack, and all these blue roots fell out onto the table. I could not hear much, but I swear they said something about hig-duh-nah. I suppose I made a sound; the two looked out the door and back at themselves. I thought it best to head back to bed before something happened to me. Next day, though, we had the worst raid I can remember. Those bastards in the woods claimed 15 of my men, good men too.*

PCs can explore as much or as little of the camp as they wish. Note the two harvesters watch the PCs, hiding when able, assuming tree shape when necessary. They do not make themselves available for interviews. Their suspicions stem from the fact they never received word of these guests from their masters at Udare and Sons. Hence, they expect trouble. Later that night, one of the harvesters returns with another bag of higidne. Watchful PCs may be able to spot the lone harvester, but against his Hide check and other spells are likely to be in place. The three harvesters confer over the arrival of the heroes, and determine that on the next night, that two should eliminate the threat (see Event C), while the third harvester returns to Durbenford to report back to Udare and Sons and by extension, the Grey Rook Guild.

2: Raid (EL 12)

On the following morning, Groembu, responding to the theft of more of his higidne, dispatches more of his minions to attack the camp. Groembu orders his raiders to kill 5 workers and to destroy the mill. Once the strike force fulfills the mission requirements, they withdraw and return to their master. The strike force consists of **1 fiendish treant** and **5 nilbogs** mounted on **worgs**. The *Tome of Horrors* details nilbogs and should be referenced for more information.

Fiendish Treant: CR 8; hp 66; see the **Monster Appendix** for details.

Nilbog Clr1 (5): CR 3; hp 8; see the **NPC Appendix** for details.

Advanced Worgs (5): CR 2; hp 45; see the **Monster Appendix** for details.

Tactics: The raiders have two goals as described above. First, they are to destroy the mill; second kill five workers. On the first round, the treant moves and animates a tree from the forest. On the second round, the treant closes the gap with the mill, while animating a second tree. During this time, the first animated tree uproots itself. On the third round, the treant commands the animated trees to assist in the destruction of the mill, taking eight rounds to do. If attacked by the PCs, the treant commands its servants to continue to batter the mill, while it attempts to vanquish the heroes. If pressed, it pulls one or both of the animated trees away from their task to assist it in defending itself. The fiendish treant opens with a smite attack on a good-aligned PC (clerics and paladins are its preferred targets), and then focuses its attacks on fighters.

Meanwhile, the nilbog worg riders pour through the camp, seeking five workers to kill (they count fallen PCs as workers). The nilbogs target workers with *cause fear* on the first round, and pursue the fleeing victims, where they can kill them one at a time. They try to save their *inflict light wounds* spells to heal themselves after the battle on the

rare chance that they are injured, but if pressed into melee they use them to damage their opponents as well. They attempt to kill their quarry until they slaughter the fifth worker. Afterwards, they return to defend the treant while it destroys the mill. They use aid another tactics to help the treant's AC, and move to gain flanking positions. They leave fallen comrades to die where they fall. These creatures fight to the death, fearing Groembu more than death at the hands of the loggers.

Development: After the melee, if the raiders are successful, they return the way they came to report their successes to their master. Following the raiders should be simple for skilled trackers, (DC 6). If the PCs slay all the raiders, their markings through the woods are clear (DC 9). The trail leads back to Groembu's lair.

Capturing the treant or the worgs offers no information to interrogating PCs, but the nilbogs, cowardly and disloyal, may provide some details about the raids. The nilbogs know Groembu attacks the camp because the loggers steal something precious to their master. They do not know what was stolen, but they know it makes him angry. Every time there is a theft, the master sends out raiders to exact a price for what the harvesters stole.

The nilbogs, if queried about Groembu, inform the heroes he is a Druid of great and fell power, capable of commanding all the creatures of the woodlands. They also recognize his lips carry a



blue stain, but they are unsure as to the reason why. He orders his servants to capture sprites, pixies and other fey creatures for some dark and insane purpose; they hear their screams from miles away. The nilbogs, even under duress, do not lead the heroes to Groembu's lair, nor do they speak of the lair itself; they have never been inside. They know that something large and violent guards the sinkhole entrance.

3: Assassins

If the heroes remain in the camp for another night prior to following the trail of the raiders, a number of events unfold. First, given that Groembu's raiders have not returned, he alerts his entire lair and readies them for attack. This degree of preparation continues for a week. At the end of the time, Groembu himself, *wildshapes* into robin and flies to the Logger's camp to see what is in fact happening. If he discovers nothing, he returns to his lair, and sends forth raiders as above, but of double the numbers with orders to raze the entire camp and slaughter its inhabitants to the last man.

Later that night, the night after the attack, the harvesters, who remain hidden throughout the day studying the heroes to provide death attacks, strike against the PCs when they are least prepared. If the heroes set forth after the attack, either in pursuit of the raiders or to find the lair, the harvesters attack them at the most inopportune time, such as in the heat of another combat, but not close to Groembu's lair. See the DM's notes in this chapter for details such as the statistic block and tactics for these assassins.

If the heroes defeat the harvesters, they may discover some important information regarding their operation, such as through *Speak with Dead* or an Intimidation check (DC 25). Upon a successful interrogation, either through magic or negotiation, the harvester can reveal the following information.

- Udare and Sons is a front for a powerful guild of thieves known as the Grey Rook Guild (see below). They use the company to put them in a position to steal the drug *higdne* from the druid. The guild trains new harvesters in Durbenford, teaching them the druidic arts, knavery and wilderness skills.
- The guild has thus far been unsuccessful in transplanting the drug to grow it in areas other than Groembu's lair. The harvesters have been at-

tempting to uncover this mystery, but all they find is death. They believe it has something to do with Groembu's captured fey.

- The harvesters do not know what the properties of *higdne* are, though the Guild instructed them not to consume any of it.
- A powerful noble funds the Grey Rook Guild's activities, but none of the harvesters knows the identity of the person. They know the noble is not in Durbenford.

After the assassination attempt, the heroes must face a difficult decision. They should realize they ought to stop Udare and Sons and confront the Grey Rook Guild to uncover the identity of the noble who funds the operations. However, they should not leave the Logger's Camp to return to Durbenford until they stop Groembu, or else the rest of the camp may be in serious jeopardy. The choice is theirs; however, defeating the druid ought to be of a higher priority as the danger to the loggers is imminent. Players may be tempted to return to Durbenford to put a stop to the Guild, but an attempt does nothing to stop the Druid and his minions. If the heroes remain undecided, urge them to protect the loggers first, and then deal with the Guild, stressing how the Druid may strike against the camp in revenge for the losses of his forces.

To Groembu's Lair

If the heroes follow the tracks to Groembu's lair, they enter a more inhospitable place the closer they get to the druid. It is necessary for the PCs to travel through the woods, for they cannot see the tracks from the air. The forest exudes malevolence, a seemingly deep-seated hatred of the humanoids that plunder it for wood. The trees appear ominous and tower over the party, and as they draw closer to the lair, the denizens of the wood prowl the forest, hunting for warm and living flesh on which they might sup. The lair is 12 miles to the northeast, which at 1/2 movement (the woods are trackless); they should reach the sinkhole in about 10 hours. The first half of their trek should be uneventful and they should encounter nothing more than a few birds and game. Afterwards, however, roll random encounters on 1d20 every hours. If combat persists more than 5 rounds or is noisy (*fireballs*, *call lightning*, or the like), roll for another wandering monster encounter. See Wilderness Entry on the Wyld Wood for details on wandering monsters.

Horrors of the Cold, Dark Earth

This chapter details the confrontation with the mad Druid and progenitor of the drug hignde. Refer to **Maps I 1-3** for details on this complex.

DM Notes

After trekking through the Wyld Wood for 10 hours or so, the heroes, perhaps after following signs left by the nilbog raiders, come upon a bleak clearing, shadowed by

ancient trees on all sides. This chapter takes the adventurers past the guardians at the mouth of Groembu's Lair, and down into the lightless world of the mad druid's machinations. The heroes should be at least 10th level prior to attempting to face Groembu, and preferably somewhere between 10th and 11th. If the heroes are short on experience, introduce a side encounter or some combats to strengthen them. Also, allow characters to advance if they gain enough XP prior to descending to Area 42.

Entrance Level

Difficulty Level: 10

Entrances: Sinkhole in area 1 leads down a vine choked shaft, where the heroes descend into the first level of Groembu's Lair.

Exits: The only exit from the lair aside from the one entered is through a narrow hole in Area 22, high in the ceiling. The density of the vines conceals this passage, requiring a Search check (DC 32) to find.

Wandering Monsters: Once every 6 hours after the PCs defeat the guardians at Area 1, roll 1d20 to check for Wandering Monsters.

- | | |
|--------|---|
| 1-2: | Nilbogs (1d6+4): CR 2, hp 4 each; see the Monster Appendix for details. |
| 3: | Black Pudding (1): CR 7; hp 115; refer to the MM for details. |
| 4-5: | Phase Spiders (1d4+1): CR 5, hp 42 each; see the MM for details. |
| 6: | Shadows (1d6+5): CR 3, hp 19 each; see the MM for details. |
| 7-10: | Minotaurs (1d4+1): CR 4, hp 39 each; see to the MM for details. |
| 11-20: | No encounter |

Detections: The entire complex detects as moderate evil. The emanations are due to the Druid's evil practices, such as the growth of the drug and the extraction of the fertilizer. Additionally, detect magic reveals currents of bleak unholy energies traveling along the walls of the corridors.

Shielding: None (but see below).

Continuous Effects: Unless specified otherwise, this entirety of the lair is under the effects of a permanent *dimensional anchor* tied to an *unhallow* spell extending to all locations in the complex. While the *unhallowed* affect may be suppressed by a *hallow* spell, the corruption of the druid's practices has gained him favor by the dark gods. Thus, all turning attempts suffer a -4 profane penalty and all undead gain turn resistance +4.

Standard Features: All but areas 18, 19, 20 have natural earthen walls, floors and ceilings, packed tightly and held in place by white roots undulating in strange wormlike motions. Black beetles, centipedes and other vermin infest the corridors. They are horrific, but harmless. Corridors vary from 5-feet wide to 20-feet or more. Ceilings rise overhead 8-feet in passages, and reach 25-feet in caverns. Many of the tunnels here overlap, crisscrossing each other at various intervals. A Stonecunning check (DC 15) in these areas reveals an intersecting corridor beneath. Inventive PCs may excavate these areas with a little work, such as by digging, or through magic, such as *passwall* or *stoneshape*. Notate on the map where such holes have been dug, for they are sure to attract the notice of a wandering monster.

Floors at intersecting passages: 1 ft. thick; Hardness 8; hp 90; Break (DC 35).

Groembu relies on poisonous luminescent fungi to light the corridors. Bright vibrant colors offer a dim glow throughout (one-quarter concealment: 10% miss chance). While unsuitable for consumption, its mere presence can sicken those who spend time here. Groembu, of course, is immune to its effects, like most creatures here, but PCs, never having been exposed to it before, are required to make a Fortitude save (DC 15) each hour or become fatigued (-2 penalty to Strength and Dexterity). Characters failing a total of three Fortitude saves become exhausted (half speed, -6 penalty to Strength and Dexterity) and begin losing 1d2 Con per hour for as long as the character remains exposed to the fungus. Characters succeeding three successive Fortitude saves are forever after immune to the effects of the sickening moss. The damaging effects of the moss heal as normal, but not until the affected character escapes from its effects for at least 1 day. *Remove disease* halts the damaging effect caused by the moss, but does not remove the fatigued or exhausted conditions, neither does it restore Con damage. Sonic attacks destroy the moss, clearing 1 square foot of area per point of damage.



1r: The Clearing (EL 13)

The short trek through the woods, following the trail of Groembu's raiders, leads to a small clearing in the forest. The nilbogs' tracks continue across the muddy ground, weaving through a dense patch of sharpened stakes, coated with a dark viscous paste, towards the crotch of two trees at the opposite side of the glade. Puddles of brackish water glisten like obsidian pools of blackness absorbing the muted light from overhead, but reflecting nothing around them. Before the two trees stand large spikes, on which are impaled all manners of sylvan creatures. Pixies, nixies, grigs, brownies, even a leprechaun, all in various degrees of rot, reveal the agonies of their deaths. All is quiet. All is still. The scent of musk fills the air, but nothing in the woods moves.

Good heroes should feel disgust by the display before them, all good creatures murdered in horrible manners. After the ambiguity of their actions in the Whimpering Depths, their choices here should be clear. The carcasses of the victims may prompt rash action. If so, they meet an overlarge **tendriculos**, bred in Hell, and living in the sinkhole proper. Groembu raised the creature from a mere sprig, feeding it blood and humanoid flesh. Now, it lodges itself in a narrow spot in the sinkhole (marked A), awaiting those who would

seek entry into its master's pit. Unfortunately for the heroes, the muddy path through which the nilbogs traveled is in fact an amorphous **mire brute**, a horrible atrocity from a strange and distant Plane. This creature is the second guardian of Groembu's lair. It lies in wait at the spot marked B.

Advanced Tendriculos (1): CR 8; hp 224; see the **Monster Appendix** for details.

Mire Brute (1): CR 13; hp 199; see the **Monster Appendix** for details.

Tactics: Whether the heroes skirt the patch of mud or walk through it, the mire brute waits until the heroes fight the tendriculos at the entrance to the Druid's Lair. The tendriculos, lazy and sated, receives a Listen check if the PCs make an inordinate amount of racket, such as dismantling the spears on which the fey rot, get into conflict with the mire brute or something of the kind. Assuming the PCs are in a stealthy mode, the heroes should gain surprise on the tendriculos. The exception is if more than one day has passed since the raid on the Logger Camp. If this is the case, then Groembu has roused the sleeping creature and demands vigilance from it in watching for intruders.

On the first full round of combat, presumably after the surprise round, the tendriculos uses the cover (+4 to AC, +2 to Reflex saves) it has within the sink hole, snapping with its bite attacks and attempting to occupy the party's attention. Meanwhile, the mire brute forms behind the

heroes (Spot DC 15, unless they are watching behind them), and disgorges its vermin to target the rear members of the PCs avoiding the tendriculos if possible. On the subsequent rounds, the two creatures press the attack, the former leaving its hole to pursue withdrawing characters, the later mopping up those affected by its spray. These creatures fight to the death. If the heroes defeat these monsters, award them an additional 20% due to the severity of the encounter.

Development: This is a lethal encounter, and for swaggering heroes thinking they face a mere band of nilbogs, a handful of treants and some crazy old druid, they are in for a nasty surprise. It is possible one or more of the party falls, or even dies, but considering their levels, they should have the means to restore fallen comrades. For these reasons, the PCs may wish to withdraw. Let them. While they are away, Groembu discovers the attack and readies his lair for future assaults, whereby all of the denizens are watchful for the heroes. If more than a week passes before they return, he relaxes his guard and his minions return to a lax attitude. During their respite, feel free to roll for Wandering Encounters, as the Wyld Wood is no gentle place for weak to relax.

I2: Beneath the Sinkhole

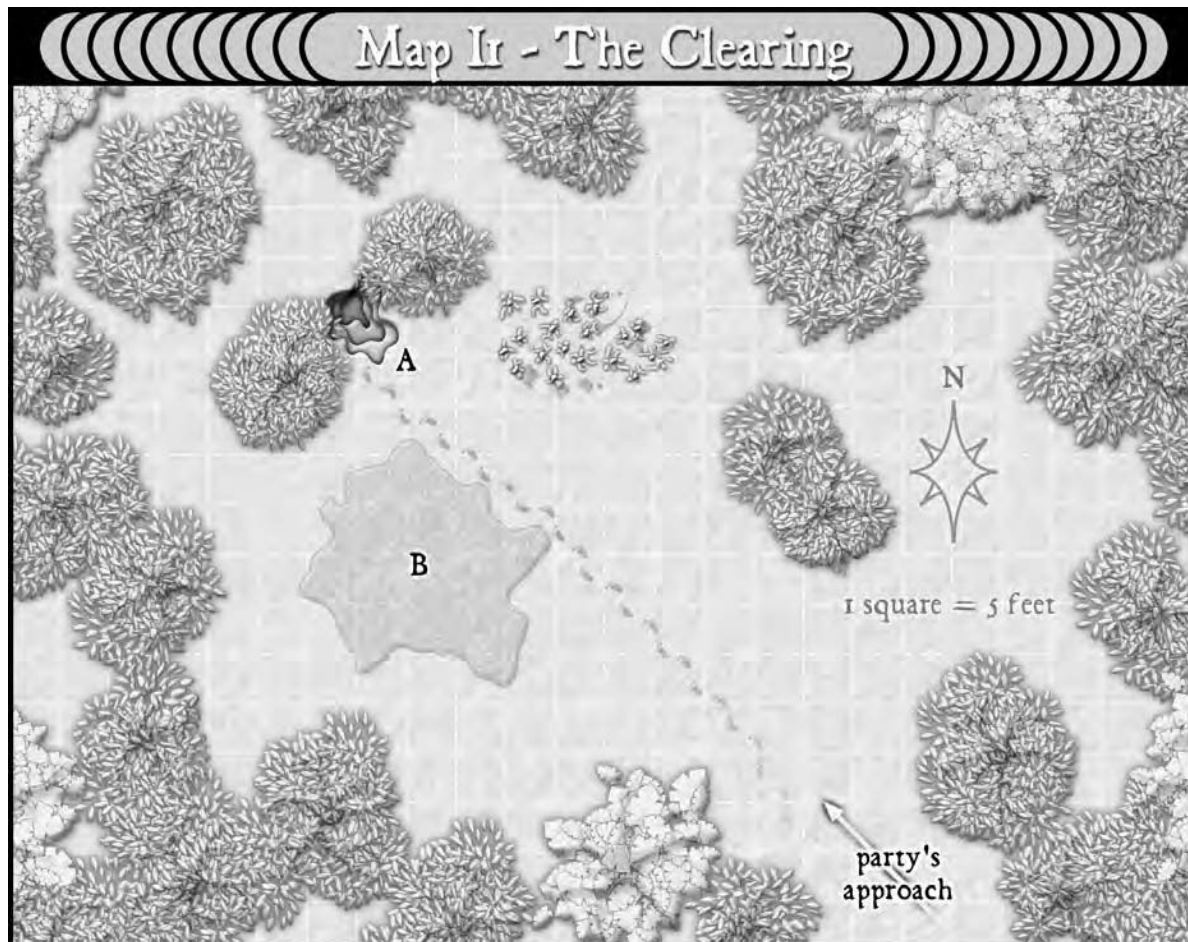
Once the heroes have dislodged the tendriculos, they are free to descend the 30 feet into the sinkhole to the

soft and muddy ground below the forest floor. A shaft of light, sourcing from the hole above, reveals the details of this subterranean chamber. The floor is soft stinking mud, a foul mixture of feces and rot. Bones, leaves, and scraps of flesh litter the ground. Growing on the walls of this natural cavern are streaks of vibrant colored and glowing mosses and molds. From violet to fiery orange, almost every color is represented in the growth. Two corridors branch off from the southeast corner of the chamber. One heads to the northeast. The other leads south.

I3: Shelf and Descent (EL 10)

The tunnel opens into a sizeable cavern that drops off to open air about halfway across the cave. The floor is a mixture of sandy soil, bone fragments and small stones. Impressions, likely tracks, reveal that this place has seen a lot of traffic, though not recently. A Survival check (DC 20) reveals that large arachnids likely made these markings.

In fact, this cavern is the hunting grounds for 5 **phase spiders**. They prey upon the rare bold adventurers who sometimes slip past the plant horror above, or the fleeing denizen, seeking liberation in the upper world. At the sounds of the heroes' approach, the spiders slide into the Ethereal Plane



Map I2 - Entrance Level



until such time their prey comes within reach. The dimensional anchor effect does not function in this Area.

Where the floor gives way a pit descends down into darkness, ending about 400 feet below where the chasm opens into an even larger chamber and a deep underground lake. The spiders cling to the cliff face on western wall. If they hear the PCs approach, they move toward the lip of the chasm and enter the Ethereal Plane. About 20-feet across the gulf and 30-feet down on the opposite side is another smaller cave. The cave is no more than 5-five wide and 5-feet tall, and it is hard to see in the gloom, requiring a Spot check (DC 20) to notice it. If the PCs get close enough to look at the other cave, the phase spiders attack. These creatures fight until the heroes slay half their number, and then retreat to the Ethereal Plane to await more easy prey.

Phase Spiders (5): CR 5; hp 42 each, see the MM for details.

I4: A Dire Warning (EL 7 or 11)

This cave connects to Area 5, and lurking here is a **groaning spirit**, condemned to dwell here as she betrayed her companion who now resides in the gullet of the devourer in the adjoining room. In exchange for her companion's soul, the devourer simply killed the selfish elf. For a full description of a groaning spirit, refer to the **Tome of Horrors**. Groembu allows these undead to dwell here as they do not interfere with him or his minions, and, in fact, deter the curious from investigating his too closely.

The sounds of sorrow, weeping are readily apparent to any who approach, as the groaning spirit laments her fate. Searches, at first, are fruitless for the undead conceals herself from the intruders. Once the heroes are fully in the chamber, she unleashes her keening attack.

Groaning Spirit: CR 7; hp 45; see the **Monster Appendix** for details.

Tactics: The groaning spirit opens the melee with a keening attack provided it is night outside. If not, she steps free from the wall, relying on her fear aura to disperse the intruders. Her keening attack alerts the devourer in Area 5 to the presence of intruders. Despite her ability to make the devourer flee, she refuses to risk her friend whose soul is trapped in the devourer's gullet. The devourer attacks on the round after the melee begins. Both creatures fight to the death.

Treasure: Scattered on the floor are 40 pp, an *arcane scroll (flaming sphere, suggestion and summon monster II, all at CL 5)* and a pair of *bracers of armor*

+2. These items are the remains of the groaning spirit's possessions she had in life.

I5: Maw of Eternal Torment (EL 11)

This bleak chamber houses a **devourer**, the tormentor of the groaning spirit in Area 4. Utterly malevolent, it exults in the pain it inflicts on its captive spirit inside him and the resulting horror and insanity he visits on the elven maiden who betrayed her friend decades ago. The devourer has avoided using its spell-like abilities to prolong the agony of his prisoner. Aside from the stone chair that this undead creature sits and basks in its own evil, this room is an empty cave.

Devourer (1): CR 11; hp 78; see the MM for details.

I6: Bleak Arbor (EL 8)

Groembu planted this **scythe tree** as a symbol of peace between himself and the gnoll tribe he allowed to settle and help defend his lair. Now, years later, this vicious plant snatches an occasional rat or escaped pixie, and crunches upon their bones and flings ropes of blood about itself. When the PCs approach, roosting in the tree's branches are 12 stirges.

Upon a successful Spot check (DC 18), character sees bones instead of branches scattered about the earthy ground. As they draw closer to the scythe tree the ground turns spongy, wells of blood form in the impressions they leave behind them. Hidden amongst the detritus covering the floor of this area are the remains of the scythe trees victims: sliced up chunks of flesh, drained of all blood by the stirges. Full details on the scythe tree are located in the **Tome of Horrors**.

Scythe Tree (1): CR 6; hp 51; see the **Monster Appendix** for details.

Stirges (12): CR 1/2; hp 5 each; see the MM for details.

Treasure: There are 600 gp, which the nilbogs leave as offerings to the tree to ensure their safe passage, though whether or not this works consistently is up to the scythe tree.

I7: Corpse

Behind this natural column, hides the remains of a nymph that tried to escape Groembu's mad designs. Recently dead, the carcass is intact. If inspected, one can see round black markings on either side of her head and at her navel. Bruises, these wounds are filled with blood and swollen. Something disfigured the nymph's face, probably to diffuse her unearthly beauty. Aside from a normal dagger, there is nothing of interest here.



18-14: Tribe of the Pol'Nak (EL 14)

Down the three shelf steps, each 20 feet tall, the cavern ends in an enormous area, choked with smoke, hanging meats, fire pits and the like. Gathered here is a small community of gnolls, where fighting, laughter and anger swirl about in a frenetic frenzy of chaos. Gnolls of all shapes and sizes struggle to survive in this brutal world. Over **100 gnolls** live here, each devoted to their master Groembu, who provides them with food, hide and supplies. Most of the humanoid gathered here are of the common variety, overseen by a few sergeants, who are in turn supervised by two lieutenants. The lieutenants answer to their chieftain (in Area 9) and report to him twice a day. The gnolls also keep **10 dire lions** here (Area 10) to serve as mounts, pets and companions. The gnoll tribe has subjugated 3 rock trolls to serve as their slaves, and more importantly as their guards. Finally, Areas 13 and 14 are set aside for food storage. Here, all manner of fey, elves, halflings, and humans are kept in squalid conditions. Most are naked, fraught with disease and malnourished. Every day, two rock trolls take 5-10 of their captives and rip them to pieces before the other prisoners. The trolls then distribute the bloody haunches of flesh amongst the tribe for food. The gnolls, aware their food supply could thin, make frequent forays into the woods to capture more

victims. Fey captives are first taken to Groembu for extraction, and are then returned to the gnolls for feeding. At any given time, 20 gnolls, 2 dire lions and 1 sergeant are out raiding. If the PCs approach from the south, they encounter the gnoll sentry at Area 15.

Many things offer some insight as to what lies ahead for the heroes who creep forward in secrecy. Such things include the stench of fresh blood, the screams of the dying and sound of industry. Coarse laughter echoes throughout the place.

If the PCs continue to watch the activities of the encampment, they spot a few dire lions prowling amidst the gnolls, equipped with saddles. A few minutes later, a pair of brutish looking trolls emerges from a side cavern carrying still steaming haunches of flesh dripping bright crimson spots on their upturned faces. The gnolls converge on the fresh meat, crazily devouring the flesh, fighting amongst each other for the choicest bit of flesh.

Parlaying with the gnolls, at least for good characters, is nigh impossible as the gnolls are unabashedly wicked, supping on the flesh of intelligent creatures, defending the practices of a madman and endorsing his activities in exchange for other commodities. Even evil PCs may have a difficult time, as the gnolls are devoted to the Druid. PCs attempting to negotiate past these evil

creatures likely find themselves joining the fey as a meal.

The characters may attempt to sneak past the gnolls. This is a foolhardy venture at best as the magical field is prohibitive towards transportation spells. Descending the steps places the heroes in direct view of the watching gnolls, and an individual gnoll is sure to spot them as they climb and alert the rest of the tribe. For these reasons, players may opt to avoid this encounter area altogether and for good reason. However, the clue at Area 7 ought to encourage them to investigate the camp. Reward enterprising characters 500 XP for infiltrating the gnoll camp. Reward an addition 1000 XP if the heroes attempt a rescue of the lost souls gathered in the food pens.

Gnolls (80): CR 1; hp 11 each; see the MM for details.

Gnolls noncombatants (80): CR N/A; hp 3 each.

Note: All gnolls here are addicted to Higdne and thus gain Endurance as a bonus feat, but using the drug reduces their Cha scores by 2d4.

Tactics: The gnolls are confident that no one would attack an enclave of this size. Their sheer numbers could easily overrun almost any hamlet. Hence, they are not looking for an attack. Despite their complacency, there are so many of them that one is bound to look up to the stairs from which a party might descend. Assume the gnolls are taking 10 on their Spot check and have the heroes attempt to beat the result if they choose this method of travel.

If confronted head on in combat, the gnoll combatants rush forward to greet the challengers. Meanwhile, noncombatants flee to the officers, release the dire lions (in Area 10) and then hide. The rock trolls, from Area 12, sensing an opportunity, begin attacking whatever is near them, their masters included, until they are themselves destroyed. The trolls' chaotic attack could provide enough of a distraction to allow the PCs a chance either to get past the villains or to adjust their position to withstand the bulk of the conflict. On the following round, the gnoll officers and leader pour out of their respective caves to mount the dire lions. Thereafter, the entire tribe fights until reduced to one-third of their original number, or their leader killed, at which time, they scatter, as best they can. Half of those escaping venture deeper into the complex to join with Groembu on the second level; the remainder head for the surface.

Treasure: Scattered throughout the gnoll camp are thousands of gold coins, and a handful of valuable gems. Searching through all of the camp requires 2 hours of careful investigating to un-

cover the 2000 gp and 8 gems worth 700 gp, 600 gp, 300 gp, 200 gp, 130 gp, 60 gp, 20 gp and 7 gp respectively. For every fifteen minutes the heroes make an effort to search the cavern, they find one-eighth of the treasure or 250 gp and a random gem.

19: Chieftains Cave

This cave is a filthy den of wicked impulses and fiendish desires. At the base of the northern wall is a large flea-ridden heap of furs reeking of sweat, feces and other even less pleasant odors. A throne, made of human skulls, sits in the alcove on the western wall. The walls, floor and ceiling are all sprayed with fresh crimson droplets, released from the neck of a once beautiful Nereid who lies crumpled in a heap on the floor.

Lairing here is Yegnun, champion of the god of slaughter and Chieftain of the Pol'nak tribe. Intelligent, obese, diseased, and one of the most evil creatures in Groembu's service, Yegnun takes gross and wicked pleasure in killing fey. It is his personal goal to have them wiped from the Material Plane. In addition, Yegnun's two wives, Atasa and Ixne, act his lieutenants. When Yegnun is not tormenting them with his fetishistic desires, they are commanding the gnoll tribes, overseeing the care and feeding of their people, and devising new ways to increase their food stores. Neither the Yegnun nor his wives are addicted to higdne.

Yegnun, Male Gnoll Clr2/Rgr4/Blk2: CR 9; hp 100; see the **NPC Appendix** for details.

Personality/Description: Yegnun is a towering figure of enormous girth and frightful filth. The hair of fey he has killed holds together his scale mail armor. Sprouting from his helmet are the horns of a satyr, and a cloud of flies are never far from his unwashed form. He always wears a long cloak of cured human hide. Devoid of compassion, he exults in slaughter, sending more souls to their screaming fate in Hell with every stroke of his unholy axe. Yegnun despises most animals and has little need for companionship, and has not yet bothered to call an animal companion.

Atasa, Female Gnoll Sor6: CR 7; hp 56; see the **NPC Appendix** for details.

Personality/Description: Atasa is Yegnun's first wife and closest advisor. Well-formed for a gnoll, every gnoll warrior lusts after her, and she basks in the attention, never afraid thanks to her position of power. She wears scant clothing, designed to accentuate her physique. Desiring to seize control of the tribe, she does not hesitate to bargain, for she has no loyalty to the druid. If she survives a direct conflict between the tribe and the heroes, she shows the way to Groembu's lair.

Ixne, Female Gnoll Ftr6: CR 7; hp 66; see the **NPC Appendix** for details.

Personality/Description: Ixne is a brute, both evil and selfish. She cuckolds the chief as often as she can, gaining something of a reputation among the tribe. Despite her misbehavior, she is both loyal to Groembu and her clan and does nothing to endanger the integrity of her people. She is tall, well built and vicious in combat. If the tribe is attacked, she leads a spearhead of lion riders to engage the interlopers.

Treasure: In addition to what the lieutenants and chieftain carry, there is a locked (DC 26) chest buried under extra furs, trash and the like. Inside is 6,000 sp, 6 gems worth 600 gp, 110 gp [x2], 50 gp [x3].

I10: Dire Lion Pens

In stark contrast to the remainder of the camp, the gnolls do a fair job maintaining the lion pens. The gnolls remove cracked bones of past meals every day, and they supply a fresh slave in the mornings for their beloved lions, keeping them hungry enough to be fierce, but strong enough to fight. Shrieks and screams are heard throughout the day from this cave, as the lions have learned cruelty and like to keep their meals alive as long as possible. There is nothing of value here.

Dire Lions (8): CR 5; hp 60 each; see the **MM** for details.

I11: Sergeants Quarters

The sub-leaders of the tribe gather in a cyst connecting two passages. None too clean, it is serviceable for their purposes. Filthy cots of matted fur and straw provide little comfort for these bestial humanoids. Discarded bits of bone and waste occupy the cracks and breaches in the earthen walls. Aside for what these leaders carry, there is nothing of value here.

Gnoll Sergeants, Male Gnoll Rgr3 (4): CR 4; hp 30; see the **NPC Appendix** for details.

I12: Lair of the slave keepers

This cave holds 3 **rock trolls**, whose responsibility is to tend to the captured fey and humanoids that are used for the tribe's food, and makes the rest of the chambers appear sanitary. Smeared all over the floor and walls is troll dung, lending to the foul miasma haunting the poor air here. Half-eaten carcasses rest in disturbing piles, heaped on top of the still living without regard. Those slaves still living in this cave have long since deteriorated into madness. The trolls nibble on these victims, reducing them to unconsciousness and leaving them to die over the course of many days.

When the party enters this chamber, there are 1d3-1 living slaves all insane and unconscious. Fey creatures have been stripped of their powers but may impart valuable information (see area 14). For a full description of the rock troll, consult the **Tome of Horrors**. As stated above, if combat breaks out in the main hall, the rock trolls go berserk killing as many gnolls as they are able, sensing their escape. These creatures are just as likely to attack the heroes as their captors.

Rock Trolls (4): CR 6; hp 92; see the **Monster Appendix** for details.

Treasure: The trolls harbor a small cache of treasure, secreted away from their gnoll overseers. They have thus far stolen 100 pp, 1000 gp and 1,000 sp from the tribe. They keep the coins buried under a heap of bones, (Spot [DC 18] to notice; Search [DC 16] if actively searching).

I13: Food Stores, Dry Goods

This cave holds grains, dried meats, vegetables and other foodstuffs stolen from travelers and the rare forest community. There is enough food here to feed the tribe for 2 months. Three cisterns hold a limitless supply of water, refilled by rainwater from the surface. Otherwise, this room is empty.

I14: Food Stores, Fresh

Exploring these tunnels rewards the heroes with sounds of moaning, weeping and the occasional hitched breath, all sounds of hopeless sorrow. The ground here is sodden with urine, blood, bones and rent pieces of flesh, eyes, ears and the occasional foot all left discarded in the hall leading up to a the darkened cave ahead. The moss recedes the closer one draws to the cell. There is no light here. Wooden bars, with a gate in the middle allowing access, hedge in the forty to fifty people of all shapes and sizes. It is difficult to make out details due to the meager lighting, but numbering among the suffering slaves are humans and elves in minority, and more fantastic creatures such as nymphs, sickened dryads, pixies and other sprites. All huddle in filthy clumps lending comfort and warmth to their fellow prisoner. Those fey creatures once able to fly seem to have had their wings clipped. The vaunted magical prowess of the creatures seems to avail them little now.

These victims are the chattel collected by the gnoll raiders. As mentioned above, all fey are given over to Groembu for his extracting the needed fertilizer and then returned to the gnolls for food once Groembu is done. All fey here feature the tell-tale circular bruising common to those used up by Groembu. Almost all of those captured

are listless and confused, having long given up hope for rescue.

Wooden Bars: 3 in. thick; Hardness 5; hp 30; Break (DC 25), Open Locks (DC 20).

If freed, the slaves are grateful and wait for the PCs to escort them out of the complex when they are able. These creatures are too brutalized to be of any assistance whatsoever. If interviewed about what is happening in this place, a proud satyr, his fingers shattered and his horns broken, steps forward and tells all. Read or paraphrase the following text when the heroes inquire about the details of Groembu's foul plan.

Ten years ago, the druid Groembu hopped upon a sacred grove where the seelie and the unseelie fought a fierce war, claiming the lives of many faerie. Their blood spilled upon the land, their essence trapped in the violence of the conflict. Though a place of peace and reflection, it also was forever tainted by the war between faerie kin. Groembu found this place, accidentally, and fell asleep there. Our people claim that a beautiful woman visited him in his dreams and informed him of a plant growing there... a very rare and wonderful plant. She convinced him to eat of the plant's root, whereby he would receive wonderful insight into the secret workings of nature. Convinced, believing this woman was Nature personified, he dug up the root the next morning. What he did not realize then, was that the essence of fey magic infused it. The blood and the loss of life in the ancient war bled into the thirsty roots of this strange and accursed plant, infusing it with odd properties. Those who eat of it have limitless resources when fighting, laboring, and performing any other physical activity. Moreover, the root fulfils the imbibor with a sense of heady ecstasy, a pleasure unmatched by mortal design.

When he pried the first bulb of higdne out from the ground and cut a piece to consume, he gave his soul over to evil. In his daze of pleasure, he wandered away from the grove, his mind filled with wondrous visions, just as the woman promised. However, when he came out of his stupor, all he had learned in his trance left his memory. Worse, higdne filled his heart with an insatiable craving for more. Frustrated, he scoured the woodlands, unable to find the sacred glen where he slept and where the root grew. He felt himself growing sicker, weaker and his sanity was beginning to slip, for he was addicted to the effects of higdne. When he believed all hope was lost, the woman returned to him, this time during wakefulness. She maintained the illusion she

was the personification of the druid's desires and informed him that she could procure more of the root, if and only if, he would swear fealty to her. The druid, thinking she was Nature, vowed to serve her in all things. It was at this time she revealed herself to the Druid in her true form. Still a beautiful woman, but corrupt in her wickedness, she was a demoness, straight up from the pits of eternal torment. Mal'Tagrithe, a succubus in service to Orcus, instructed her newest servant as she handed him a bulb of higdne, untainted by the essence of faeries, how to infuse the root so as to confer the same properties and to quell his unholy hunger for more. By extracting the essence of the fey people, and letting their fluidic spirit inundate the plant, the magical properties manifest. Horrified by what he had to do, Groembu begged release from her hold, but his vow held him more than the most secure prison.

Groembu took the bulb back to his grove and planted it into the blessed soil. He captured a korred, a nasty creature who enjoyed tormenting travelers and extracted its essence. The kored shrieked and pleaded to be free, but Groembu's need outweighed the sylvan's discomfort. Once he did the deed, he strangled the fey with his bare hands to conceal the evil of the act, as the creature was too weak and forlorn to fight back. He poured the fluid onto the soil, which drank up the fey's soul. The bulb sprouted, growing quicker than any plant the druid had seen. Thus fell Groembu.

At first he scoured the forests for evil fey creatures, justifying to himself his actions as cleansing his forest of darkness's taint. But soon, there were no evil fey left, and with each dose of the higdne, the more addicted he became. He collected other fey spirits, good and virtuous. Soon, he killed and destroyed anything that interfered with his need. His once beautiful grove sunk into the earth, dragging the druid with it. With the vacuum left by the depletion of the good faerie folk, fell creatures seized the woods. Many formed pacts with Groembu, others exist independently. Now, very few faerie remain. Those who have helped us have joined us in torture and in death. That is the story of Groembu, may he writhe in eternal agony in the burning wastes of hell.

Everything the satyr says is true, though he does not know what prompted Mal'Tagrithe to corrupt the druid aside from simple malevolence. The succubus believed that by harvesting the plant higdne, as only a druid could, she could have a ready source of a destabilizing substance danger-

ous to the integrity of the Northern Kingdom, provided she could find someone to distribute it among the common people. As the drug is of a limited supply—there are just so many fey—the end result would cause widespread civil unrest and death, paving the way for the decadent southern kingdoms to infiltrate and corrupt the peoples here for all time. Her plots have worked well, revealing the drug's existence to the Grey Rook Guild, who in turn exposed it to the King. Now a secret industry corrupts the land, destroying lives, the land, and the sanctity of the Northern Kingdom. When Prince Geoffrey informed her that the *Nanoc* lay within the Whimpering Depths, she saw the fruition of a thousand plots coming together, preparing the way for the King's murder, and the seizure of all the northland for her mortal adopted father, the merchant prince Jacques Ul'gae.

Drained fey lose all spell-like and supernatural abilities, though they retain any extraordinary abilities if they had any. Furthermore, they suffer 3d6 Cha damage, 1d6 Con damage and 1d6 Str damage. Details on essence extraction can be found Area 42. Beyond information, these creatures have nothing of value.

I15: Gnoll Sentry (CR 5)

A **gnoll sentry** and his **dire lion** mount guard this section of the tunnel. If he detects someone or a group approaching, he suspects they are normal inhabitants of Groembu's underworld kingdom. If still unsure of their intentions, he calls out to them in coarse Common, demanding they state their business. If the lair is alerted to intruders or potential intruders, he rejoins the tribe to warn them. Sounds of conflict with the tribe draw the sentry away from his post in 1d3 rounds. The sentry has no treasure.

Gnoll (1): CR 1; hp 11; see the MM for details.

Dire Lion (1): CR 5; hp 60; see the MM for details.

I16: Nexus

This cavern serves as a nexus point in the complex, as adjoining passages branch off from this chamber in five different directions. Like all the rest of the tunnels, this place has luminescent moss growing on the walls and ceiling. An obelisk stands at about the center of the cavern. On all four sides is a bas-relief carving of an attractive bat-winged woman, who peers down at the PCs with a look of utter contempt. Cut into its base, written in Druidic Script, is the following statement: *Though tricked and damned, let this marker serve to underscore my oath of fealty to the demon-witch, Mal'Tagrithe.* Allow the lamia from Area 21 to make a Listen check based upon the level of noise the heroes make. Also,

allow the same for the green dragon in Area 22. If the lamia succeeds, she moves to Area 16 to investigate. If the dragon hears, it prepares itself by casting spells and clinging to the cavernous ceiling in wait for the bold adventurers.

I17: Hall of Worked Stone

The rough earthen walls with their sickening moss growth gives way to a corridor of worked stone featuring carvings of strangely shaped humanoid doing battle with even stranger monsters. The floor tiles here are all of varied colors including puce, dun, ochre, cerulean, crimson, saffron, turquoise, pearl, chocolate and more. Each tile is a different color, with no color repeated, stretching the length of corridor. The effect of the clashing hues is nauseating and disturbing, but seems to hold no power or an increase in the lair's ambient malevolence.

When the elves first brushed the dust of creation from their eyes, this temple was ancient. Constructed by a species long forgotten, the weight of millennia had buried the structure. Groembu was drawn to this place as the forest above resonated with something magical, but fleeting and evading detection. After his grove sunk beneath the ground, he discovered it and set his minions to excavate it. No sooner than they had cleared away a couple of chambers, they uncovered an ancient and terrible extraplanar monstrosity. Several of Groembu's trusted minions fell to the creature's wrath, but eventually, after Groembu himself intervened, was the creature contained. The evil druid opted not to destroy it, as he believed it could be of some value to him later. Of course, if the monster kills the heroes, then he was correct in his assumption. In Area 19, Groembu had opened a gate and called forth a swarm of *varguilles*. He used them once to assist in killing a purple worm burrowing through his complex, but has not needed to use them since. He keeps them stored there, but he is unsure as to what he ought to do with them now that he has them.

I18: Imprisoned Monstrosity (EL 10)

Two traps ward this locked iron door. On either side of the door are two columns of white veined obsidian. Overtop of the door is a grinning inhuman face, leering down at the heroes as they approach the structure. Note Groembu heightened the *firetrap* to 7th level.

Locked Iron Door: 2 in. thick; Hardness 10; hp 60; Break (DC 28), Open Locks (DC 32).

Glyph of Warding (Blast): CR 4; spell; spell trigger; no reset; spell effect (glyph of warding [blast], 14th level cleric, 5d8 sonic, Reflex save for

half damage (DC 19); Search (DC 29), Disable Device (DC 29).

Heightened fire trap: CR 8; spell; spell trigger; no reset; spell effect (fire trap, 14th level druid, 1d4+14 points of fire damage, Reflex save for half damage (DC 25); Search (DC 33); Disable Device (DC 33).

Lurking inside this odd room is **1 tarry demodand**, a seven-foot tall, gray skinned humanoid with dull green eyes and long black claws. Great black wings unfold from its back, and a froglike head perches on top of its many flabby oozing chins. The Tarry Demodand receives a full description in the **Tome of Horrors**. Reference the book as needed. This is the creature Groembu's minions discovered. When the heroes open the door, the creature is overjoyed to be released, and fights to pass the heroes.

Tarry Demodand: CR 10; hp 93; see the **Monster Appendix** for details.

Tactics: If the heroes trigger the trap, the demodand casts *magic circle against good* on the round preceding their entry. If they delay another round before opening the door, the demodand readies a charge for when the door opens. When combat is joined, the demodand fights to pass the heroes and to kill Groembu before its escape into the world to kill and destroy as much as possible. If the heroes contain it, the demodand casts *chaos hammer* hoping to drive them back. If, however, it flies into a rage, it trains its attacks on destroying the heroes. This creature does not attempt to *summon demodands* as doing so binds it to those he calls.

Treasure: This room housed the primogenitor species' treasure of which the demodand now guards. There are 600 pp in a beautifully crafted ceramic pot affixed with a shard of amber (worth 160 gp), a *wand of charm person* (12 charges, CL 1) with the command word (klex) etched along the length of the wood and a *bag of tricks* (gray).

I19: Octagonal Prison (EL 9)

A lock bars entry through this door (see Area 18 for details on the door, but it is not trapped). As mentioned above, Groembu called a swarm of **11 varguoilles** from the lower planes. After their assistance in the purple worm, he has been at a loss as to what he should now do with them. So, he imprisoned them in this odd chamber, mere feet from the room in which he summoned them (Area 20). They set upon any who opens the door. Heroes of 10th level or higher gain no experience points for defeating creatures of CR 2 or lower. This room contains nothing else.

Varguoilles (11): CR 2; hp 5 each; see the **MM** for details.

I20: Summoning Room

Though locked (see Area 18 for details), the door is not trapped. This room features bright red walls, so bright it seems painful to look too closely. Etched into the floor is a pentagram, with grooves running away from the circle on the floor. Characters possessing Knowledge (arcana or religion) and succeeding a check (DC 12) realize this is a summoning room. The grooves are in fact channels to carry excess blood from sacrifices to a hidden reservoir below the floor. The room also detects as strongly evil, so because of the foul practices performed. A *detect magic* along with a Spellcraft check (DC 18) reveals this room boosts Conjunction magic, improving the CL by +2 and providing a +2 circumstance bonus to all Knowledge (Arcana and Religion) checks made here. Otherwise, this room is empty.

I21: Lair of the she-devil (EL 10)

This cave houses a foul creature of evil and lover of Groembu. As the druid has no place in his heart for compassion, he houses this concubine in these bleak quarters. The lamia does not mind, for she realizes she consorts with greatness. The lamia investigates sounds of conflict, so it is possible for the heroes to encounter her outside of her lair. If so, and they defeat her, she is not again encountered here.

Serenica, Advanced Female Lamia Ftr4 (1): CR 10; hp 143; see the **NPC Appendix** for details.

Tactics: As mentioned above, it is more likely than not for the lamia to investigate unusual sounds rather than letting the heroes come to her. If the heroes are embroiled in combat, she moves to assist the party's opponent, using *suggestion*, *charm monster*, and *major image* where appropriate. Of course, if the opportunity presents itself, she springs into the thick of melee, using her Wisdom draining touch attack to erode the heroes' resolve before retreating to use her spell-like abilities.

If Serenica does not hear sounds of fighting, heroes approaching her lair must attempt opposed Move Silently checks against the her Listen check. Success indicates the lamia is unaware, allowing the heroes to get the jump on her. Otherwise, she drinks her *potion of invisibility*, and follows by casting *major image* creating the illusion of a blank stone wall at the entrance to her lair, through which she watches the heroes and gauges their strengths and weaknesses. If the heroes bypass the room, the lamia follows the heroes after a round, and waits to attack when most inconvenient for the party, such as when facing the dragon (Area 22), the gnolls (Areas 8) or against any other nasty creature. She has no treasure apart from her possessions.

I22: Dragon's Lair (EL 12)

Thin shafts of light break through the earthen ceiling far above, some 30-feet, revealing the floating motes of dust and debris as it sails through the acrid air. Extending over 120 feet ahead and 60-feet wide, this place is enormous. Great mounds of earth stand in piles here and there breaking up the view of the immense cave. Characters can just make out another cavern providing egress at the opposite side of the corridor. To the south, strangely, there is a wooden door set into the natural wall. Echoing from ahead are crunching noises, wet sounds mixed with breaking noises, akin to the sounds of snapping wood.

This vast hall contains the lair of Ytrinaxthrus, an **adult green dragon**, whom Groembu befriended in his early gathering of faeries for the cultivation of hight. Groembu promised the dragon dominion over his followers, his lair and in all things relating to the grove except for Groembu himself. Hence, Ytrinaxthrus rules the caverns of the Druid's Grove. There is a 25% chance for the dragon to be prowling beyond the caverns, hunting for food, treasure or sowing discord and destruction in the lands above. Otherwise, it is here, crunching through the bones of a gnoll explorer.

The dragon eats a gnoll at the spot marked X, and does not anticipate any intruders, having grown complacent in his magnificence. Allow the dragon to attempt a Listen check if the heroes make an inordinate amount of noise. If it succeeds, it moves ahead, surprised more than angered. When it spots the intruders, Ytrinaxthrus greets them in a gravelly voice. Provided they do not attack, he questions them about their purpose here. He reveals nothing about the Druid's work, his corruption or any details about the complex. If the party is polite and well mannered, Ytrinaxthrus lets them go back the way they came, with a warning not to disturb him again. Otherwise, if attacked, he is vicious and destructive, fighting until reduced to 10% hit points or until the heroes surrender, at which time they make a nice meal.

Ytrinaxthrus, adult green dragon (1): CR 13; hp 230; see the **Monster Appendix** for details.

Personality: Vain and arrogant, Ytrinaxthrus believes, and rightly so, he is the most powerful denizen in Groembu's caverns. As undisputed master of all creatures in the Grove, he does not feel threatened by intruders and is instead curious about humanoids. He has conducted extensive interviews with the humanoids inhabiting the complex, but has grown weary of the gnoll and nilbogs infesting this place. Consequently, he is excited by the arrival of the heroes and entreats them to

explain their presence, their exploits, and other confrontations with others of their kind. The dragon allows the heroes to withdraw if they display good manners, but they attack or are rude, it does not hesitate to destroy them.

Tactics: If forced to fight, it breathes a cloud of corrosive acid, inundating the heroes as best he can. Thereafter, it takes to the air and retreats to the opposite side of the cavern. On the following round, it suggests the party to inaction, while waiting for his breath weapon to recharge. Ytrinaxthrus prefers to erode opponents with his breath weapon rather than engaging in hand to hand combat. If necessary, he *blurs* himself or even uses *invisibility* depending on the level of threat posed to his person, though he would rather his opponents see him and fear him than to attack from a position of secrecy.

Treasure: Like all dragons, Ytrinaxthrus has gathered a small horde of treasure, which he guards to the same degree of avarice as any other of his kind. The horde, organized in neat piles and coffers, includes 6,000 gp, 11 gems worth 1,200 gp (emerald and star sapphire) [x2], 700 gp (deep blue spinel), 600 gp (black pearl), 400 gp (black pearl), 300 gp [x2] (golden yellow topaz), 100 gp (jade), 80 gp (sard), 60 gp (bloodstone), 10 gp (moss agate), a *potion of vision*, a *potion of wisdom*, an *arcane scroll* (*enlarge, locate object*, CL 3), an *arcane scroll* (*haste, suggestion*, CL 5), an *arcane scroll* (*change self*, CL 5), a *wand of ghoul touch* (37 charges) and a set of *eyes of the eagle*. The *wand* is a length of bone carved with 50 ghouls. Only thirty-seven of the ghouls have small red lights for eyes. The *potion of vision* bears a label in Elven identifying the item for what it is.

I23: Bone Filled Cavern

This chamber has a vaulted ceiling, about 30-feet high. Bleached white bones cover the floor of the cave, concealing whatever might lurk below their surface. All is still here. There are a total of three exits, including the one through which the heroes entered.

There is nothing in this chamber beyond the mounds of bones. Moving through the bones requires a Balance check (DC 20) for every 30 feet moved. A failed check indicates the character falls onto the sharpened edges dealing 1d4 points of damage. For each fall, allow the bugbear fighters in Area 24 a Listen check against a DC 15, unless the heroes have some means to negate sound. If they succeed, they arrive in 1d3 rounds to investigate. Also, allow the destrachan in Area 33 a Listen check against a DC 20. If either of the pair succeeds, they arrive in 1d4 rounds.

I24: Mercenaries (EL 10 or 12)

These 4 **bugbear fighters** have come to Groembu to sell their services to the Druid in his efforts to capture faeries. Heartless and traitorous mercenaries, the terms of their agreement has not yet been finalized, so they have claimed this cavern until such time as it is. Their leader, the **hill giant** in Area 26 arrives

in 1d2 rounds to investigate to join the combat. As these are mercenaries, they may be willing to sell their services to the heroes. As a group, they work for 100 gp per day. A successful Diplomacy check against a DC 20 reduces this cost to 50 gp per day. The bugbears and giant are untrustworthy. If they are pressed or if the circumstances are advantageous, they betray the heroes. See Area 26 for details on Tactics.

Bugbear Ftr 4 (4): CR 6; hp 49 each; see the NPC Appendix for details.

I25: Dead End

The bugbears and the giant use this sizeable cavern to dispose of their wastes and scraps of food. Thus, this room has a pungent aroma, requiring those searching to attempt a Con check (DC 15) to avoid emptying their stomachs. There is nothing of value here, nor does it contain any creatures.

I26: Mercenary Captain

Leading the band of mercenaries is **Hugh, a hill giant fighter**. Grotesque and repugnant, he carries a distinctive odor of ham. When not bullying his bugbear followers, he sits in his cave gorging himself on what he finds—usually unfortunate gnolls. He has thus far waited a week, and now grows a bit frustrated and bored. If left to his own devices, he and his men begin a campaign of terror in Groembu's stronghold until such time they are defeated or defeat the dragon. He discusses terms of employment with the heroes (see Area 24) if they are interested, but he is quick to betray them when an opportunity presents itself.

Hugh, Male Hill Giant Ftr3 (1): CR 10; hp 162; see the NPC Appendix for details.

Tactics: Hugh rarely fights without his bugbear mercenaries. When engaged, the bugbears fan out as widely as possible to thwart spells with large burst radii. Remaining behind his front line fighters, Hugh peppers the heroes with boulders for as long as he is able. If the heroes close on him he hurls his remaining boulders and hefts his greatclub for close fighting, relying on his reach to keep distance between himself and his opponents. Meanwhile, his bugbears move to gain flanking positions after running through as many javelins as they have. Hugh flees, or surrenders if unable to flee, if the heroes slay all of his henchmen or if the heroes reduce him to 20 hp or less.

I27: Bodies

This cavern houses the remains of the 10 goblins the bugbears and giant killed out of boredom. Their carcasses are strewn about the place, but their remains are so foul not even the giant would eat them. Their belongings have been plundered by the denizens here, so nothing of value remains. This chamber is otherwise empty.

I28: More bones

Like many other chambers in this vast complex, this chamber is empty aside from several piles of intact skeletons, victims of the **7 cloaklers** nearby in Area 29. The cause of their deaths may become apparent if the cloaklers realize the presence of the heroes. These odd creatures enter the chamber once every 10 rounds as they flutter about seeking more flesh to eat. Roll 1d10 when the PCs enter this cavern. The die result indicates how many rounds remain before the next visit by the cloaklers. A roll of a 10 results in the immediate presence of the creatures. Nothing of value remains here and the room is otherwise empty.

I29: Cloaker Lair (EL II)

A flock of **7 cloaklers** lair here, venturing out into the complex to hunt for flesh. They have no connection to the druid aside from the allure presented by a place such as this in its distinct absence of goodness. Preying upon nilbogs, gnolls and the occasional fleeing fey, these creatures assault any who venture too near their lair.

Cloakers (7): CR 5; Hp 45 each; see the MM for details.

Tactics: These creatures, if encountered in their lair, lie in what seems like heaps of clothes, scattered throughout the cave. They wait for the heroes to enter within 30-feet of their position before moaning using the stupor effect. Those succeeding their saves, face a fear moan on the succeeding round. On the third round, for every PC affected by the stupor effect, a cloaker engulfs the victim. The remaining cloaklers use a combination of unnerve, nausea and stupor effects to target the remaining PCs, flying up to the 20-foot tall ceiling. When the heroes close on their positions, they fight using their shadow shifting abilities, especially employing dancing images.

Treasure: 220 pp, +1 chain shirt and a *potion of endurance*.

I30: Chamber

Aside from a dusty old nest of hair and bones, this room is empty and contains nothing of value. A Search (DC 10) of the nest reveals a few old scales of something reptilian. There are obvious tracks leading out of this chamber, but fading just outside.

I31: Intersection (EL I2)

Guarding this intersection are **4 minotaur barbarians** who serve Groembu in all things. They prevent entry to the plantings in Area 32, and further entry into the complex. They do not nego-

tiate and they attack anything and anyone they do not recognize as an ally. These creatures fight to the death.

Minotaur Bbn4 (4): CR 8; hp 93 (113)*; see the **NPC Appendix** for details.

Development: If these minotaurs manage to rout the heroes, they do not pursue them, but instead send one of their numbers to alert the guards at Area 38, who in turn alert Groembu of intruders. Groembu uses *scrying* to find the heroes, while readying for an attack. He has a 25% per hour of locating the heroes. If so, he comes up from the lower level, with the guards from Area 31 and 38 and attacks the heroes. See Area 42 for details on Groembu. The planters in Area 32 do not react to sounds of combat and for the most part ignore any developments outside of their chamber.

132: Higdne Plantings (EL 13)

A central pillar supports this enormous cavern stretching 60-feet wide and over 70-feet deep. The column itself measures 20-feet in diameter. Emanating from the support is more of the same odd glow, providing dim light for workers tending rows upon rows of plantings. Each of the **32 vegpeygm workers**, humanoid in form with green skin, rakes the earth with their sharpened claws where they pour a bluish fluid from bladders into the root system of each plant. Tendrils protrude from vari-

ous places on their bodies, from the shoulders, midribs, arms and legs. Their faces are featureless, consisting of a central slash for a mouth and great golden orbs for eyes. Each worker wears his brown hair in a topknot.

Overseeing the workers are **5 vegpeygm guards** and **10 thornies**, odd plant dog creatures. Overlooking them all is a bored looking regent, **subchief**, of a similar appearance to the others, but sitting on a throne constructed of a gnarled wood. On his head is a crown of ivy, drooping off to one side.

When the PCs enter the room, they see two vegpeygm guards drag a nearly unconscious young woman with dark skin, long chestnut hair and frail form, to one of the **4 patches of russet mold**. Before the PCs can act, the guards drop her into the pile, causing the heap to explode in a cloud of spores. After just a moment, with choking screams and twitching body, the girl's jerks and writhes as some foul transformation begins.

This is where Groembu grows higdne. Groembu charged the vegpeygmies, small plant creatures created by russet mold, to work in the gardens. The **Tome of Horrors** describes each of these monsters; refer to this book for more details.

Half of the fey creatures drained by Groembu to extract the fertilizer go to the gnolls for food, while the rest come to the planting chamber where the mold transforms them into vegpeygmies. The



creatures here defend the plantings at any cost, as they fear the repercussions from their Druid Lord. If and when the PCs make their presence known, the workers shield the plants with their bodies, while the subchief leads a phalanx of guards, bodyguards, and thornies to dispatch the interlopers. If able, they attempt to subdue the heroes to generate new workers for the higdne.

Thornies (10): CR 2; hp 26 each; see the **Monster Appendix** for details.

Vegepygmy Bodyguard: CR 3; hp 26; see the **Monster Appendix** for details.

Vegepygmy Guards (5): CR 2; hp 16 each; see the **Monster Appendix** for details.

Vegepygmy Subchief: CR 4; hp 32; see the **Monster Appendix** for details.

Vegepygmy Workers (32): CR 1; hp 11 each; see the **Monster Appendix** for details.

Russet Mold (4): Hazard CR 6; 5-foot diameter; approach within 5-feet causes the mold to release spores in a 5-foot radius. All in area must attempt a Fort save [DC 15] or the mold deals 2d6 points of temporary Con damage. The victim must attempt another save in 1 minute to avoid another 2d6 temporary Con damage. Those killed by russet mold rise as vegepygmies in 1d4+20 hours. Russet mold is immune to fire and cold. Acid, alcohol (1 gallon per foot), *continual flame* or *remove disease* spells destroy russet mold.

Development: While the vegepygmies are not themselves evil, their actions support a vile act, create the possibility for the distribution of the drug, and serve an evil master. PCs should do their best to eradicate the pygmies and the higdne, even though they could receive a fortune for the drug. There is a 30% chance 2 **harvesters** lurk nearby, waiting to steal another couple of plants to return to the Grey Rook Guild. If the PCs hesitate in destroying the drug, the chance for encountering the harvesters increases to 100% to remind the PCs of the threat that higdne poses. See Camp of the Loggers for details on harvesters. Destroying the harvest of higdne is easy, requiring a simple fire or the like. Cleansing the cavern of higdne rewards an XP bonus of 1,000 to each player. A Search (DC 10) of the cavern rewards inquisitive characters with the clothing of previous harvesters who thought to raid Groembu's lair. While none of their equipment remains, there is a scrap of parchment with the following words legible: *Grey Rook Guild, Durbenford ...and sons*. Destroying the harvest has a 70% chance of drawing the attention of Groembu and his minotaur servants. If so, he arrives in 1d6 minutes with the guards from Area 38 and fights to the death.

Treasure: These creatures have nothing of value aside from the priceless quantities of higdne.

Secret Door: Nothing more than a narrow crack, PCs searching may find this hairline fracture on a Search check (DC 30). Finding this location does not provide entry. There is no mechanical means to enter Area 39. Characters must rely on other means of transportation to reach this location.

133: Destrachan Lurkers (EL 11)

Groembu employs 4 **destrachan** as guards against intruders in his lair. Stranger still, he uses these creatures to protect his harem of medusas in Area 34 and 35. He is overprotective of these lovers unlike his lamia in Area 21.

In addition to his uneasiness towards others contaminating his lovers, he is curious about the effects of sound on living tissue. Consequently, mounds of jellied flesh stand rotting in piles throughout the chamber. The destrachans attack anything except the minotaurs, Groembu, or the vegepygmies. A harvester has killed one of the destrachan, so three remain. These creatures fight to the death.

Destrachan (3): CR 8; hp 60 each; see the MM for details.

Development: The sound of conflict is sure to draw the medusas from Areas 34 and 35, and the minotaur guards from Area 38. Unless the PCs have care, they could face a significant combat as these creatures work together. In any event, outmatched as they are, if they retreat to regroup, Groembu discovers their presence and responds as described in Area 31.

134: Groembu's Concubines (EL 12 or 13)

Though a cave, this chamber is a strange juxtaposition standing as evidence of Groembu's madness. Lairing in this room are 2 gorgons along with two medusa riders. If readied for combat, the medusas are already mounted. Otherwise, the medusas lounge around in their soft cushions, drinking expensive wines, each eating succulent portions of fey flesh, while being no farther than 20 or so feet from the gorgons' and their own filth.

Medusas (2): CR 7; hp 33 each; see the MM for details.

Gorgon Steeds (2): CR 8; hp 68; see the MM for details.

Development: As mentioned in Area 33, sounds of combat with the destrachan alerts the medusas to the heroes' presence. On the first round after hearing the fighting, the medusas mount the gorgons, while calling for the greater medusa in

Area 35. On the following round, they ride forward to Area 33 to aid the destrachan in their conflict with the heroes. They use their gaze attacks in conjunction with the gorgons' breath weapon attacks, making for a deadly combination. Heroes resisting or trumping the gaze attacks, receive a barrage of arrows instead. These creatures fight to the death.

Treasure: The medusas have gathered an impressive collection of treasure including 400 pp, 21,000 gp, 4 gems worth 110 gp (white pearl), 70 gp (pink pearl), 50 gp (rock crystal), 40 gp (citrine), +1 *large metal shield*, *oil of timelessness*, a *potion of endurance*, a *potion of charisma*, +2 *longsword*, and a *wand of cure moderate wounds* (32 charges).

I35: Groembu's Heart (EL 8)

This small chamber is heart-shaped. A sumptuous bed of silks rests in the left alcove, while in the right lays the molted skin of some horrific monster. Statues of nilbogs and gnolls stand in various poses of fear. A chest sits at the foot of the bed.

In a much cleaner cave than in Area 34, there lives a **greater medusa**, Groembu's true love. This dangerous monster rules over the other two medusas and hates her rival, the lamia, who dwells in Area 21. She prefers to avoid conflict, though if Groembu is threatened she assists the others in 1d6 rounds. After the PCs have defeated these enemies, read or paraphrase the following text. For a full description of Greater Medusas, refer to the *Tome of Horrors*.

Greater Medusa (1): CR 8; hp 52; see the *Monster Appendix* for details.

Treasure: Contained within the locked and trapped chest are the following items: 150 pp, 500 gp, 3 gems worth 900 gp (emerald), 400 gp (violet garnet), and 60 gp (rose quartz) respectively.

Trapped Chest (CR 5): This unassuming chest is constructed from fine wood and bound in brass. A quality lock prevents entry. If the trap is not disabled, opening the chest causes a block to fall onto two spaces in front of the chest, covering a 5 ft. by 10 ft. area.

Chest: 1 1/2 in. thick; Hardness 5; hp 15; Open Locks (DC 25).

Falling Block Trap: CR 5; mechanical; touch trigger; manual reset; Atk +15 melee (6d6); Multiple targets (can strike all characters in two adjacent specified squares); Search (DC 20); Disable Device (DC 25).

I36: Pool

This empty chamber contains a deep pool housing a good number of subterranean crawfish, blind minnows and other strange creatures. The medusas

jealously guard this excellent source of water, as evidenced by the statue of a nilbog sipping at the water. There is a 10% chance of encountering one of the medusas here if not already encountered. Furthermore, roll for wandering monsters whenever the heroes approach this cave.

I37: Minotaur Guards (EL 12)

Guarding this entrance to Area 32 are 4 **minotaur guards** identical to those in Area 31. These minotaurs prevent entry to the aforementioned chamber from Area 16. They investigate unusual noises from Area 32, 50% of the time.

Minotaur Bbn4 (4): CR 8; hp 93 (113)* each; see Area 31 for details.

I38: More Guards (EL 12)

The natural tunnel opens into a wider hall, where stand 4 **minotaur guards** adorned in breastplates and hefting huge greataxes. Each of the minotaurs has black fur and black noses. The air here is colder than anywhere else, and plumes of steam puff from the monsters' nostrils. Behind the guards is a single staircase set into the floor and ringed by heavy stones.

Groembu uses these minions as his last line of defense before reaching the stairs to his personal chamber. These minotaur guards have the same statistics as those guarding Area 31, and they fight in a similar manner. These minotaurs are not open to parlay and attack intruders on sight.

Minotaur Bbn4 (4): CR 8; hp 93 (113)* each; see Area 31 for details.

Development: Odd noises prompt one of the minotaurs to move forward to investigate, while another moves towards the stairs ready to summon their master. If combat erupts, three move forward to halt the heroes' progress, while the remaining minotaur moves down the stairs to call for Groembu. Groembu arrives in 1d4 rounds.

I39: Groembu's Soul

Reachable through some fantastic means such as *gaseous form*, *ectoplasmic form*, or *passwall*, this small chamber houses Mal'Tagrithe's secret: Groembu's Soul.

The source of the bright light filling this hidden room originates from a column of watery fluid traveling from the floor up through the ceiling. This iridescent liquid chimes with beautiful sounds of children's joy, the chirping of birds and the sound of a light spring rain. The scent the fleeting odors of just baked bread, dew evaporating in the morning sun, spiced wine and hundreds of other pleasing aromas fill the air. Shapes dart back and

forth from the column, appearing and vanishing as they come. What purpose this place serves is unknown, but it is a place of utter tranquility.

Even Groembu does not know of this chamber. This cyst in the earth houses his soul, stolen from him by Mal'Tagrithe and contained just beyond his grasp. It is far too late for Groembu to receive redemption, but this is a safe location for heroes to rest from their many battles, as none of the inhabitants know of it. Furthermore, drinking from the fountain heals 3d10 points of damage and restores 1d4 points of temporary ability damage. Also, it grants the imbiber a +1 insight bonus to all attack rolls against Groembu for 24 hours. The effects of the column gained by drinking function just once. Multiple uses have no additional effect. The column can be used a total of 8 times before plunging the room into darkness, Groembu's soul forever after erased.

Wise players may attempt to divine the nature of the column prior to any experimentation. *Detect good* reveals a strong good presence. Other divinatory magic such as *augury*, *divination*, *commune* or *contact other plane* may reveal the column is actually Groembu's soul at your discretion. Rejoining Groembu's soul with his mortal form is no longer possible for his name is written in the books of the damned. Consuming his soul spares him of that fate.

Groembu's soul has one last function in the campaign. If someone collects his essence in a sanctified vessel, such as the *Nanoc*, and the ichor is poured into the root system of a *higdne* plant, the healing powers of the spirit cleanse the plant. If left alone, the healing effect spreads to all nearby *higdne* plants within 10 feet. This effect continues until there are no more *higdne* plants within 10-feet of the most recently purified plant. Once this is done, if the plant's bulb may be eaten. If someone addicted to *higdne* eats a piece of the bulb, all effects of *higdne* are erased and the eater is forever after immune to the effects of the drug.

I40: Empty Cave

This chamber houses nothing more than dirt, cobwebs and a few bones. The air here is foul and noxious. Harmless, it carries the scent of death, eliciting feelings of discomfort in those who linger here too long.

I41: Xill (EL II)

This magical door to this natural cavern is locked, featuring entwined grinning demons on the lintel. The ward on the door detects as Abjuration magic. The magical lead of the door lines the interior of this cavern, trapping inside 5 *xill*. Likewise, the effect of the lead prevents others from using any

form of magic to transport within, such as *teleport*, *dimension door* and so on, though conceivable, one could breach the door via *gaseous form* or other such means of transport. The lead also prevents *scrying* and *clairvoyance/clairaudience* attempts. Dispelling the ward on the door (DC 21) opens the door and allows the *xill* to exit. Opening the door allows them to break free, which they very much want to do. As soon as door opens, the creatures spring forward and attack. Note, this area is also affected by the dimensional anchor plaguing the entire complex.

Magical Lead Door: 2 in. thick; Hardness 10; hp 60; Break (DC 28); Open Locks (DC 35). This door extends to the Ethereal Plane.

Beyond the iron door is a gruesome scene, carcasses fill the chamber, and it appears something has eaten its way out the insides of the remains. Hovering overtop the bodies are five red scaled horrors, with ragged bony horns protruding from their bodies. They sway with the anticipation of their release. As you consider what to do next, they spring forward to attack.

These creatures made the mistake of trying to infiltrate Groembu's lair, drawn as they were to the powerful evils within. Unfortunately for them, Groembu made short work of his "guests" but decided they might be useful in some future experiment. Groembu gave the *xill* a number of bodies for them to implant, and when the new creatures spawned, Groembu killed all but the original five that he ensnared. Now, desperate to escape, these creatures are nearly mad in their frustration.

Xill (5): CR 6; hp 32 each; see the MM for details.

Tactics: They attack to implant their eggs in their victims as a measure of thanks for their release. They move to achieve flanking attacks, in order to make this happen. Once they have implanted at least one egg, they attempt to planewalk—provided the *dimensional anchor* effect has been defeated—to the Ethereal to beat a hasty retreat out of Groembu's complex. They do not tarry long, as escape is more important than implanting eggs.

I42: Groembu's Lair

The stairs down are nothing more than tangled roots providing the only avenue of descent. Roots hang from above, caressing helmets and hair with a lover's touch. The air here is moist and the sounds of dripping water add to the foreboding feeling. The stairs descend over 100-feet down past worn steps and into the bowels of the earth. Near the bottom, a shriek of pain sounds, high and



girlish, amidst the mutters of a deep voice, too muted to discern what is said. Accompanying the disturbing sounds is a hum, low and constant. The shriek sounds again, this time for a longer stretch until it silences abruptly with a strangled choking sound.

The stairs lead to a well-lit chamber far below the surface of the earth. Three subsections make up this kidney shaped room, and each are detailed below. This is the finale to this section of the adventure, so be certain to read each section carefully. Groembu lurks in subsection C. If he hears the PCs descend the steps, he waits for them in subsection A.

A: Living Quarters (EL II)

Five brass braziers hang from the ceiling spewing sickly sweet incense. The smoke from the braziers remains in the room and hangs heavily about the floor, sending grey curls into the air. Through the soup, an area rug is visible atop dense tangles of white roots. A bed stands on the southern wall between two bookcases. Movement and more mutters echo eerily from the chamber beyond.

Swirling in the mists of the floor are 4 **pixie fey echoes** created from the pixie guerrillas the heroes

may have encountered en route to Groembu's lair. Groembu's thralls captured Trinnel and her pixie companions and transported the valiant fey to the druid after the heroes descended into his lair. He interrogated these creatures, and in his frustration, extracted so much magic from them, he destroyed their corporeal bodies. Now all that remains are the disembodied forms of their former selves, fanatically and madly loyal to the druid who destroyed them, and thirsty for the personalities of their victims to be. The extraction process killed Trinnel, not a true faerie, thanks to her celestial blood.

Pixie Fey Echoes (4): CR 6; hp 6 each; see the **Monster Appendix** for details.

Tactics: If the heroes had befriended these pixies while they were alive, the fey echoes delight in the mischief they are about to cause. As they are naturally invisible, they giggle and chuckle while attacking, commenting on their recent meeting, blaming the heroes for Trinnel's demise, targeting the heroes with incorporeal touch attacks bestowing *confusion*. Unlike standard pixies, these creatures intend to render the heroes comatose allowing their new master the means to have his way with them. These creatures fight until de-

stroyed. Groembu makes no effort to assist the fey echoes; he is too engrossed in his current project.

B: Laboratory

This alcove contains a workbench holding several beakers, vials, burners and other equipment befitting an alchemist. Also here, are several doses of higdne, scattered about the table haphazardly. Groembu has been attempting to synthesize higdne to stop the destruction of the fey creatures. Thus far he has been unsuccessful. The lab, if the heroes disassemble it and find a safe means to transport it away from the lair, is worth 1,000 gp to any Alchemist.

C: Extraction Chambers (EL 14)

A female corpse lies on the floor in front of one of the eight extraction tanks. The mad druid is an emaciated figure cloaked in animal hides, pacing before eight six-foot tall glass containers. About 10 feet away from the grumbling man—clearly a man for his deep and sonorous voice—great green eyes peer out from the shadowy darkness. These eyes are those of a white tiger of enormous size. The tiger makes no noise, but watches with enigmatic eyes. The glass vessels each have doors of the same material allowing access to the interior of the chamber. Hanging from above each container are bundles of tubes, threaded through a

number of drilled holes and dangling in the interior of the chamber proper. The tubes are spiral, like springs. At the end of each tube is a concave metal disc, hollow in their centers. One of the containers contains a small naked man with a white beard and glazed eyes. Somehow, something unseen suspends him inside the tank, and the tubes and their attachments have found purchase at various points on his body. As the container hums, a bluish fluid travels up through the tubes and out into a smaller beaker. As the machine works, the small figure begins to shrivel.

Groembu is quite insane. He has no intention of talking, his guilt being too great. The corpse is Trinnel's, the half-celestial, half-nymph. The druid fights to the death to protect his drugs, his secret and to continue to slake his thirst for the dark energies eating at his soul.

Groembu, Male Human Drd14: CR 14; hp 80; see the **NPC Appendix** for details.

Personality/Description: A terrible and vain man, Groembu was seduced by Mal'Tagrithe to eat the root of the higdne plant, forever after condemning his soul to a hunger for more of the narcotic, as is described in the satyr's tale in Area 14. A rational individual might produce small quantities of the substance, for his exclusive use, but Groembu is without a shred of rationality. His addiction manifests as a compulsion to produce as much of the drug as possible, fearing theft by his peers,



the ever-present harvesters, or even Mal'Tagrithe herself. Years of higidne production and consumption have taken their toll on this once virtuous man. His energy seems endless, but his appearance is shattered. Now, rail thin, with wispy hair, and sunken eyes, he is hideous to behold. Self-centered and self-possessed, he fails to recognize the suffering he has caused, the destruction he has sown, and the evil he generates. Groembu carries himself as a disinterested scientist, examining his specimens with a cold and passionless eye.

Groembu, his grove sunk beneath the earth, stocked the now subterranean complex with all manner of frightening monstrosities, from the gnoll squatters, to the minotaur guards to even the imprisoned xill. His minions are tools to use, to exploit and to serve his needs. The exception is the greater medusa. In her, he sees Mal'Tagrithe, the succubus that stole his soul.

Groembu harbors no exceptional feelings for his white dire tiger, of which he has never deigned to give it a name. In exchange for a diet of fresh meat and a life of comfort, the beast serves its druid master. The tiger defends his master if attacked, but if the master is killed, it retreats as best as it is able.

Dire Tiger: CR 8; hp 120; see the MM for details.

Tactics: If the heroes expect pleas or a grand speech from this druid, they are in for disappointment. Groembu, his personality so eroded, has little use for speech now. Instead, once the shock of the violation of his innermost sanctuary passes, he orders his dire tiger to attack the invaders, and then casts *transport via plants*, entering the root structure running throughout the complex, and appearing in the roots above at the top of the stairs. On the following round, he casts *creeping doom* down the stairs, which he hopes destroys the heroes, and if the swarm destroys his dire tiger, so be it.

Afterwards, he moves to Area 32, to assess the damages, if any, to his higidne plantings. If the heroes have not yet despoiled the crop, he makes his stand here among the vegiepygmy workers. Otherwise, he returns to his Laboratory to mop up whatever characters remain. If he discovers any characters there, he attacks using *summon nature's ally*, *flame strike* and *ice storm*, relying on spells and distance to assist him. Groembu allows characters not having damaged his extraction tanks to flee. However, those who destroy his laboratory and his plantings are met with merciless attacks, designed to humiliate and then to destroy.

Return to Durbenford: Part Two

The druid Groembu destroyed, his minions dispersed and the process of creating higdne erased, the heroes are free to return to Durbenford to meet Prince Geoffrey and gain their reward. Below outlines a series of events that should occur as soon as the heroes return.

DM Notes

By this point, the heroes should have a good idea what is happening in and around Durbenford. First, they have learned Udare and Sons is a conglomerate logging syndicate and a front for a powerful criminal organization known as the Grey Rook Guild. This outfit infiltrates the lair of a fallen druid, named Groembu, where special operatives, known as harvesters, steal specimens of an insidious plant called higdne. The harvesters then sell the pilfered drug to corrupt lords at extreme prices so they may distribute it to their peasants, or the harvesters send the higdne back to the Udare and Sons complex in Durbenford for study to see if they can replicate its manufacture. Worse, a powerful noble supplies the Grey Rook Guild's operation.

When the heroes attack Groembu's lair, they discover, from speaking with a bold satyr, a demoness named Mal'Tagrithe seduced the druid and addicted him to the root of the plant. Forced by his cravings to grow more to slake his unnatural thirst for the stuff, he scoured the forests of the Wyld Wood to capture many fey creatures to extract their essence needed to unlock the plant's narcotic benefits. With the raids on his lair by the harvesters, and in his madness, Groembu increased production so he can never run out of his precious drug. Perceiving the attacks are from a nearby logger camp, he dispatches his minions to collect "payment" from the robbers in the form of death and destruction. Now, with the harvesters' and their masters' plot mostly uncovered, and with the production of higdne destroyed, the heroes returning to Durbenford should confront the Grey Rook Guild to discover who is in fact funding the distribution of the drug to the good folk of the land.

Of course, throughout all of this, there is the matter of the *Nanoc*. Prince Geoffrey is due to arrive any day, and with him comes release from the burden of the artifact for the last time. However, things are about to take a turn for the worse.

The waters have grown somewhat muddier in Durbenford, since the heroes left to investigate the raids from the Wyld Wood. As mentioned in the **Environs of Durbenford** chapter, Lady Alliarra hired the goblin assassin Greble to kill her husband due to his perversions, his corruption, and the abuse inflicted by his hand. Greble, having no true allegiance to the Band of the Bloody Moon, had planned on striking out on his own to slay the Lord, but Ruen, the band's leader, uncovered his plot. Through extortion, she managed to convince the goblin to allow the band to accompany him on his mission. The day the party returns to Durbenford, the Band descends from the mountain to make good their promise to kill Lord Durben. When the heroes go to report to Lord Durben, they interrupt the assassination attempt, and face a dangerous conflict with the evil adventuring party the Band of the Bloody Moon.

Having uncovered the Grey Rook's Plot in the Druid's Lair, the heroes have a number of options open to them upon returning to the city. They may wish to relax for a couple of days at the Ox and Hammer, visit with old friends from their previous visit, manufacture some potions or scrolls or perform any number of other mundane tasks. Let them, and adjust the timetable. You should urge them to root out the Grey Rook Guild as soon as they can. They also have completed a large portion of their mission and may wish to report to Lord Durben the extent of their progress. Having spent a session or two in the depths of Groembu's lair deserves some idleness prior to tackling the next stage of the adventure. Despite all else, defeating the Grey Rook Guild should be in queue for what the heroes do next.

As the order of events in this chapter are in the hands of the heroes, insofar as what they deem is their next step, what follows are several possible encounters and events designed to accommodate the heroes' possible actions. There is no way to anticipate their actions in situations such as these, so the exact nature of the events is left to you. Use all, some or none of these threads as you see fit. When you are comfortable, and the heroes are ready, encourage them to strike against the Grey Rook Guild, using NPC allies they have made to convey the necessity of such an attack.



1. Innocent Questions

The heroes may probe around the town when they return and attempt to determine if anything unusual occurred while they were gone. They may look for the rumormonger, or perhaps they may make some discrete inquiries at the Silk Purse. What they discover is that nothing odd has occurred. The company still receives shipments of wood from the camp as normal, which is to say, less than in the past. No word of the occurrences at the Logging Camp has reached the

town. Prince Geoffrey has not yet arrived, though his impending visit is the talk of the town. A Gather Information check against the listed DCs reveals some other interesting tidbits. Through casual inquiries with the locals, patrons drinking at the Ox and Hammer, customers of the Silk Purse, or simple merchants at the Marketplace, PCs gain the following rumors. These rumors mention the Band of the Bloody Moon and Jacques Ul'gae, who readies himself for King Ulrich. Further inquiries to this gossip results in no new information.

DC	Information
15	Its no secret Lady Alliara and Lord Durben share separate rooms. As far as I know, they never consummated their marriage in fact. Strange romance that one.
18	Rumor has it Durben slips into the poor quarter. The people there are desperate enough to do just about anything for a coin. Sure, he probably has some bones in his closet, but I never heard of anything other than a few scrapes and bruises on a few of the girls there.
20	You folks were not the first group of "adventurers" to come to town. There was this other group, real mean and nasty. They all kept to themselves for the most part. I think they left rather quickly, right before you came here.
22	The other group of adventurers left quickly because one of them killed a man who got a little to friendly with his hands if you know what I mean. I cannot say I have seen them since, though.
25	Strange things have been going on here since you left. At night, there have been outings to the other side of the lake. I spotted a couple of robed folk heading that way. Did not see them come back though.
30	I saw this odd dwarf the other day in the marketplace. He had blue skin and bright white eyes. He sweated a lot, and tried to cover himself when the sun came out from behind the clouds. Then this real pretty warrior maiden snatched him up. Haven't seen him or her since.
35	There were some new merchants in the marketplace. They set up a stall two days ago, but they were not selling anything. They just sat there watching the crowd. No one approached their booth; those folks had a real mean look about them. The next day they were gone.

2: The Fat Man (EL 12)

This event occurs the night the heroes return to Durbenford. At some point, somewhere in the city, the Fat Man and his thugs confront one or more of the heroes. This encounter does not have to end in violence, for the Fat Man is not the key enemy. Instead, he may be a valuable ally in overthrowing the Band of the Bloody Moon or better still, the Grey Rook Guild.

The Fat Man chooses his target carefully, finding the most ideal time and place for such a confrontation. He prefers to engage a lone PC, out and about the city streets. As the Fat Man owns many of the town's guards, he does not fear their interference with such a meeting. When the time is right, he steps out from an alley way, flanked by two imposing ogre guards.

The slender speaker is indeed the Fat Man, a misnomer he created to divert attention from himself. The Fat Man fears the heroes' interference with his monopoly of crime, but he respects them enough not to confront them as a group, preferring to face them individually. With the street abandoned, the Fat Man opens discussion, having no fear of eavesdroppers.

The Fat Man, Male Half-Orc Rog 11: CR 11; hp 41; see the **NPC Appendix** for details.

The Fat Man's Muscle, Male Ogres Ftr 5 (2): CR 8; hp 79; see the **NPC Appendix** for details.

Development: As stated above, the reason for the meeting is determine the party's motives. The Fat Man is reasonable and curious; he does not intend to fight the characters. If they deal with him honestly—his Sense Motive skill is quite high—he is quite amenable to a business relationship. He harbors no love for the Grey Rook Guild as their intrusion into his city threatens to destabilize his control over crime. He has entertained notions of attacking them himself, but he fears they are too well equipped to deal with any threats he or his men would be able to throw at them. Thus, he has bided his time, sending small disruptions through the Grey Rook Guild's network, ambushing harvesters, killing their informants and being all around pests. He is aware of *higdne*, but sees no long-term profit from its use. Furthermore, he is a sort of champion of the people, at least people of his choosing, and the drug's distribution targets those he protects. He has thought about alerting Lord Durben, but fears the noble would use the drug on the people himself, blackmail or no.

The Fat Man, now aware of what the heroes are up to, promises to prevent the Grey Rook Guild from interfering with an attack on the main complex, provided that the heroes do not mention

higdne to Lord Durben and take a vow to protect Lady Alliard regardless of the outcome. Provided they agree, they have made a very useful ally in helping against the Grey Rook Guild.

3: Murder (EL 13)

The heroes should attempt to speak with Lord Durben after they have returned to Durbenford, for he has promised a reward for their efforts in uncovering the raids in the Wyld Wood. At the same time as they are to meet the Lord, killers, hired by Lady Alliard, strike against him. Enter the Band of the Bloody Moon. Having spent a considerable amount of time in the Kal'Iugus Mountains after their last foray into Durbenford (see **Environs of Durbenford**), this group of evil adventurers uncovered the contract between Lady Alliard and Greble to eliminate the ruling noble of the town. Sensing a greater reward gained by eliminating the lord, the Band of the Bloody Moon has designs to infiltrate the town and murder Marcus Durben, setting up Lady Alliard as a puppet ruler with their influence dominating the city. Their rule seems assured in that if Alliard resists them, they have the contract she signed to kill her husband standing as evidence of her complicity in the crime. Through blackmail and coercion, the evil adventurers believe they stand to gain an entire city to do with as they wish, and with none to stop them.. For full descriptions of the Band of the Bloody Moon and Lady Alliard, refer to **Environs of Durbenford**.

The encounter begins whenever the heroes agree to meet with Lord Durben, by either dropping in on him, or by sending courier to announce their intentions to report on their findings in the Wyld Wood. Lord Durben desires to keep the heroes' successes secret from the other nobles in the city, so he might gain an advantage at some later point by the restoration of Durbenford's lumber profits. So, ever suspicious of his wife, he keeps her uninformed as to the meeting. Fortunately, whenever the heroes arrive to collect their rewards is the time the Band of the Bloody Moon decides to strike. When the heroes arrive at Lord Durben's manor, regardless of whether they arrive announced or unannounced, the following events occur.

An unassuming servant answers the door when the heroes knock. She leads the PCs through a labyrinthine house, up two flights of stairs to the Lord's office on the third floor of the manor house. The mahogany door is just the start of the house's wealth. Marble tiles of emerald hue cover the floor, while columns reflecting a similar color support the frescoed ceilings above. The grand staircase leads to a balcony overlooking the vast foyer some fifteen feet below. An adjoining stair leads to the noble's offices, which ornate double doors bar the entrance.

Once at the Lord's quarters, the servant knocks, but there is no answer. With a quiet sigh, she knocks again. On the second knock, the party hears something strange from within, a stifled moan and the sound of a blade piercing cloth, metal and flesh.

Inside are Lady Alliard, the Band of the Bloody Moon and a dying Lord Durben, bleeding to death from a nasty death attack. The Band gained entrance to his room through a *teleport* scroll provided by Lady Alliard, and through a careful insinuation into the house over the last two days. A'londra, Hagal and Greble snuck into the manor house and killed any servant who came upon them. Lord Durben, in his arrogance, never noticed the missing servants. Just before the heroes arrive at the door, the Band attacks. A'londra silences Lady Alliard, and Greble makes the killing blow. See **Map J** for details.

Ruen Fellblade, Female Human Ftr9: CR 9; hp 72; see the **NPC Appendix** for details.

A'londra Yt'tonay, Female Drow Clr9: CR 10; hp 49; see the **NPC Appendix** for details.

Guy de Plaiz, Male Human Wiz9: CR 9; hp 31; see the **NPC Appendix** for details.

Homunculus familiar (1): CR 1; hp 15; see the MM.

Greble, Male Goblin Rog5/Asn4: CR 9; hp 43; see the **NPC Appendix** for details.

Hagal Thunderfist, Male Derro Mnk9: CR 11; hp 77; see the **NPC Appendix** for details.

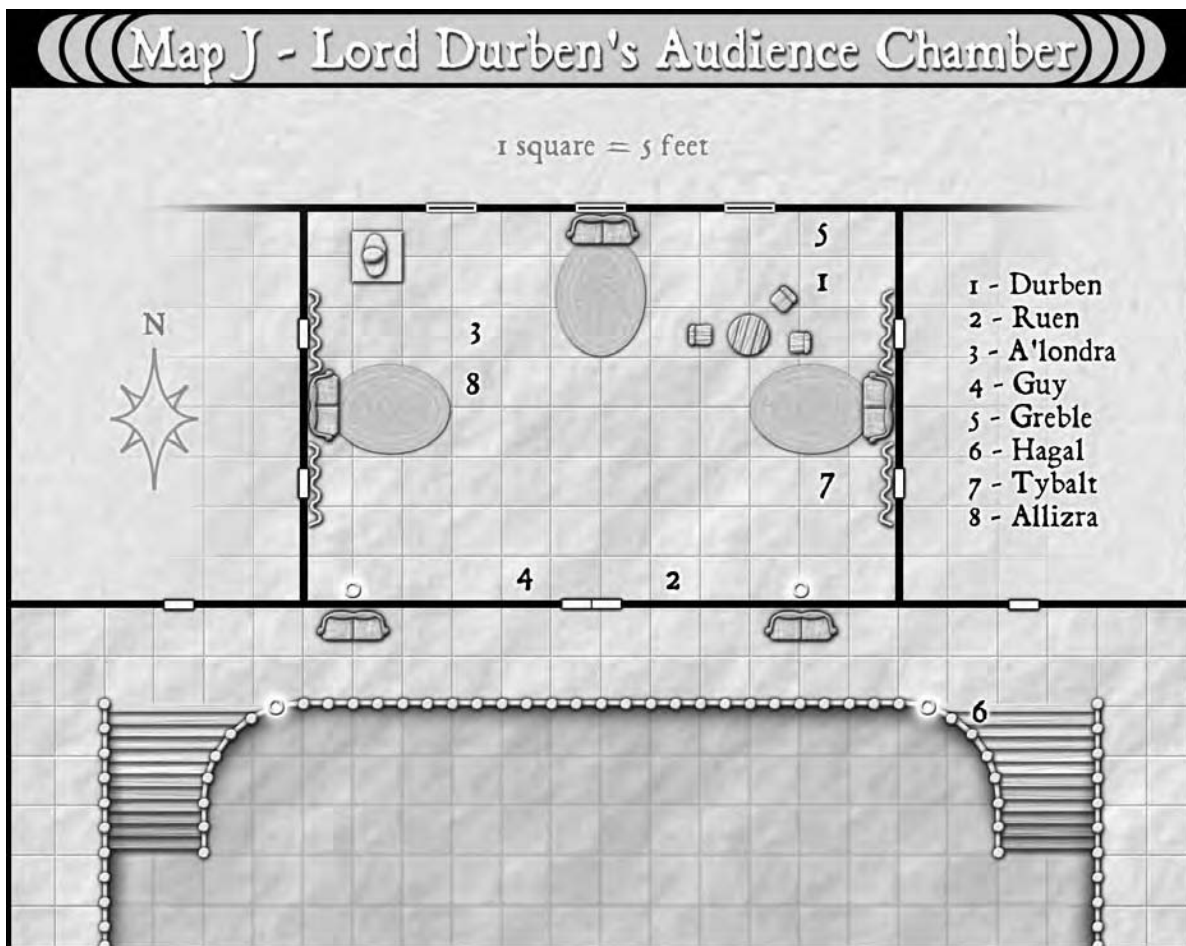
Sir Tybalt, Male Human Rog2/Ex-Pal5/Blk2: CR 9; hp 63; see the **NPC Appendix** for details.

Lady Alliard, Female Human Ari2/Enc2: CR 3; hp 25; see the **NPC Appendix** for details.

Tactics: Any members of the Band of the Bloody Moon slain in the mountains or elsewhere should not be present in this combat. Assuming every member of the Band still lives, each villain, including Lady Alliard and the dead Lord Durben, have their starting positions noted on the map of the Audience chamber. Hagal is aware of the heroes, the heroes are aware something foul is afoot in the Audience Chamber, and Band of the Bloody Moon is unaware of the heroes. Hence, the heroes gain surprise on the Band, but Hagal gains surprise on the heroes. Hagal begins by readying a charge on the heroes when they open the door to the audience chamber, once the heroes do so, he leaps into combat, focusing his attack on the least armored PC in the group.

On the succeeding rounds, the servant flees screaming, while Alliard falls to the floor in a faint. Ruen, waiting on the right side of the door moves to engage any large fighter types, while Guy moves towards the statue in the corner to gain some degree of cover. Once there, he casts *haste* on A'londra, who moves and casts *circle of doom*. Greble drinks his *potion of haste* and leaps into melee via spring attack, attempting to gain flanking and thereby sneak attack his enemies. Tybalt attempts to smite any paladins or clerics, working with Ruen to maximize their positioning.





On succeeding rounds, Guy maintains his position casting offensive spells like *empowered magic missile* and *summon monster V*, while alternating with defensive spells such as *displacement* and *protection from arrows*. If the combat turns against the Band, with half of numbers fallen, Guy attempts to grab A'londra and teleport away. The drow priestess focuses on buttressing her own abilities through *divine power*, *summon* spells and uses *flame strike* to winnow her enemies.

Ruen on the other hand, makes use of Power Attack and Cleave, positioning herself where she can inflict the greatest amount of damage. Working with Tybalt, the two fighter-types should be able to deal a lot of damage. Both Ruen and Tybalt fight to the death.

Hagal strives to eliminate spellcasters, rogues, and bards, and fights alongside Greble to achieve flanking on the PCs, making for easier use of stunning attack, sneak attack and ultimately the erosion of the heroes' defenses. If Ruen falls in combat, Hagal beats a hasty retreat, leaving the rest of the Band to their own resources. Greble on the other hand, flees out of a window if two or more of his allies fall or retreat. He is not a member of the Band, and has no loyalty to them at all.

This combat should be deadly, but the Band's willingness to flee ought to improve the heroes' odds of survival in the conflict. If the battle turns against them, through bad rolls or poor decisions, you could allow one of the heroes' allies to arrive and add to their firepower. If you must resort to helping them out of this bind, have the NPC play a demonstrably smaller roll in the conflict, such as healing, aid another in combat and the like. The NPCs of Durbenford are not adventurers themselves, or else they would have eliminated Groembu on their own.

Development: When the dust settles, and the conflict concludes, Lady Alliara lets loose a shriek and crab crawls back behind the statue, fearful for her life. Marcus Durben is, without a doubt, dead. Attempts to revive him fail, as he does not want to be beholden to any of the heroes, nor does he wish to offer payment for their help. Lord Durben is just as foolish and arrogant in death as he was in life. Characters of this level very likely have the means and wealth to *discern lies* and so questions of Lady Alliara are fruitful. After discovering she cannot evade the truth, she reveals all the details of her sordid plan and all of her justifications for said act. She does not know anything about the Band of the Bloody Moon, or anything of the Grey Rook Guild.

She hired Greble, but was surprised to see he did not come alone. She knows nothing of the other deaths in the manor house, nor much of the heroes' mission in the Wyld Wood. In all, she throws herself at their mercy. What the PCs do with Lady Alliara is up to them, though if they have met the Fat Man, they may have made a bargain to protect her life. If they are at a loss, suggest to them Prince Geoffrey is due to arrive, but even that is no guarantee of her safety. Captain Trindell, who arrives 5 minutes after the combat, once he assesses the situation, and has been informed of the plots behind the death of the town's ruler, places the Lady under house arrest until someone of rank arrives to determine the line of succession for rulership over Durbenford and the neighboring areas. A Search (DC 30) of the house reveals the hidden vault, where Marcus Durben hid his fortune. Unfortunately, the Band of the Bloody Moon also found the stash, and relieved the Lord of his burden.

4: Prince Geoffrey

Prince Geoffrey arrives the day after Lord Durben's death. It does not matter where the heroes are staying or are, for that matter, as the word of his arrival spreads through the streets. If the heroes are not staying at the Ox and Hammer, have them make a Listen check (DC 15) check around 9 o'clock in the morning. If no one succeeds, have them make another each hour thereafter, but reduce the DC by 2 for each additional hour. On a successful check, the heroes determine the Prince is at the Ox and Hammer with his retinue. For details on Prince Geoffrey's statistics, see the **NPC Appendix**.

Prince Geoffrey, when the PCs approach him, is in deep discussion with another man. He is young, no older than his late twenties. Dressed in blue brocaded silks, with pearls sewn into the material, one smooth hand rests on the pommel of his jeweled rapier at his side, while the other grips a pair of snow-white gloves, his fist crushing the delicate material. His sandy blond hair is curled and oiled, pulled taught into a tight ponytail falling to the middle of his back. His blue eyes are animated and merry, and he sports a friendly smile while talking. He reaches forward, claps the conversant on the shoulder, and says something in a low voice, his lips concealed behind the other figure. When his companion stands and departs with a bow, the prince leans back into his chair and notices the heroes for the first time. Confusion, hope and surprise pass through his features as quick as a summer storm. He stands and smiles warmly. "Friends, welcome and be seated." He turns, "Bar-keep, wine for all my comrades, this is a day of

celebration..." but in a lower voice, his features grim, he adds, questioningly, "I hope."

The heroes, by this point, ought to have a lot of information to impart to the Prince, though all of it, unbeknownst to them, gets reported to Mal'Tagrithe. The adventurers may wish to inform him everything from the death of Lord Durben to the proliferation of higdne. Prince Geoffrey is very interested in the developments in the area, but his overarching concern is for the *Nanoc* and its delivery into his hands. Of the developments the heroes have faced thus far, he responds as follows.

If asked to who it was he was speaking: He replies, "Why, just an old friend. I believe you may have met him. He was the agent I sent to verify your success in regaining the glorious item."

A group of villains has murdered Lord Durben: Geoffrey grieves the loss of such an esteemed member of the nobility. He believes Durben was devoted to the good of his people, and shares in their mourning at his passing. With this development, Geoffrey must send word to his father, King Ulrich IX, to alert his liege of the vacancy. As there is no clear line of descent and no present heir, Ulrich decides to journey to Durbenford with the crown prince Michael to look through Lord Durben's personal memoirs in an effort to identify who stands to succeed the fallen lord. Of course, Ulrich's real motive is to see about the higdne extraction and ensure the proper steps are taken to conceal the underpinnings of his plans. Prince Michael has no designs of his own and accompanies his father at his own insistence to see the land and its people. Ulrich and his son arrive in two days by magical means.

Lady Alliara hired the killers to do away with her husband: At this news, Prince Geoffrey appears shaken and declares there is no crime more heinous than when a trusted spouse kills her own husband, even when performed by another's hand. He passes judgment on her that day, declaring her life forfeit and she is to die by decapitation before all the women of the city, to show them the consequences of a wife's treachery.

Driven by his own misgivings of Jessica's (i.e. Mal'Tagrithe) motives, he is severe in his judgment and the haste of its passing. Fortunately for Lady Alliara, the Fat Man himself rescues her from the dungeons under the watch headquarters. Afterwards, he sneaks her out of the city to Baldenton, where she awaits passage out of the kingdom. Geoffrey is gone, "abducted," by the time Ulrich arrives to chastise his son for his breach of station, as the King has the sole authority to pass judgment on the noble born.

Higdne, the Grey Rook Guild and Groembu:

Upon hearing this tale, Geoffrey applauds their actions and heroism and promises titles for each of them. He asserts this Guild must indeed be powerful to snatch such items from under the nose of a mighty druid. Of course, the heroes must be of a greater strength as they defeated the druid outright. If asked who could fund such an undertaking, Geoffrey is at a loss; he does not know who is behind such a plan.

Geoffrey is not at all interested in higdne, nor the danger posed to the people of the land. As soon as the conversation shifts to something else, Geoffrey forgets about this aspect of the interview until he mentions it in passing to Mal'Tagrithe. The succubus grows angry over this and dispatches her minions to destroy the heroes (see last encounter in **The Errant Prince**).

When the heroes present the *Nanoc* to Prince Geoffrey, read the following text.

When the PCs hand over their burden to the prince, they immediately feel a sensation of relief. The prince maintains a blank expression as he handles the box. First, he turns it one way, then another. He seems to be looking for something. Then he nods, smiles, and nods again.

"Thank you. I did... the church did not believe this artifact could be regained. Your efforts may have saved us all. Truly, you are heroes of legend reborn." He then turns and calls for a steward, who comes bearing an overlarge chest. The servant sets the chest on the floor near the table. "Inside," draws the Prince, "is what I promised, lacking only the proper documentation for the land grants. A courier shall deliver them here on the morrow. Thank you again, and may the goddess watch over you. Unless there is anything else, I plan to await here for my father's arrival." With that, Geoffrey rises, shaking each of your hands, and then departs.

5: Against the Guild of Thieves

The heroes eventually strike out against the Grey Rook Guild, though preferably, after they have spoken to Prince Geoffrey. Casual questioning about Udare and Sons results in curious looks and restatements of how the company bought out all of the small lumber mills and gained a monopoly on the trade. No one has been inside the complex, though everyone strangely seems to know somebody who has. The collective expression of knowing someone who knows is the result of careful suggestions spread throughout the city by Guild Agents. Everyone does know where Udare and Sons' complex is in the city and just about anyone would be pleased to assist them, seeing as how the heroes are friends with the Prince.

Udare and Sons

The Grey Rook Guild may be aware of the happenings in the Wyld Wood depending on how much time they are allowed before the heroes strike. There is a 10% cumulative chance each day for a returning harvester to alert the Guild to the disaster in the forest. An overt assault sends the Guild into a frenzy of activity. If alerted, and allowed time to escape, the Guild destroys almost all of their records, plant samples and flees through the trapdoor in Area E6 to the sewers, then across Rynas' Tears and into their den in the Kal'lugus Mountains. The Guild is unwilling to abandon their outpost here forever, as they believe they are close to unlocking the secrets of the drug. Thus, they hole up in their mountain lair, behind the formidable defense of Old Gar, the dragon turtle. Otherwise, if the Guild remains oblivious to the threat of the heroes, they operate as normal. If caught unaware, the PCs actions alert the complex, so assume all of the Guild Leaders escape.

The lot on which Udare and Sons sits holds huge piles of lumber, silos, stables and warehouses containing equipment. The building closest to the street is a long flat building without any décor, without any sign of its purpose. Constructed of fitted stone, this building seems almost a fortress instead of a place of business. Even the vines covering everything in this city seem daunted by the bleakness of such a place. One door grants access to the interior. It stands closed, and there is not much, if any activity on the compound.

There is no sign of life anywhere in compound aside from the nickering of some horses in the stables (Area E2) and the scampering of a few bold brown rats. The lack of activity is due in part to the slowed production due to the raiding, but moreover, because Udare and Sons is a front for an organization that gains profits from criminal activity more than legal ones. Use **Map K** for this location.

K1: Silos

Grain fills about half of each of these wooden silos. Rats, weevils and other scavengers feast upon food stores undeterred. This place holds nothing of interest, and the grain is too far gone to be of any worth.

K2: Stables (EL 11)

Quiet, aside from the sounds of the horses, the stable is 30-foot-by-30-foot and is unremarkable. Large double doors grant access to the stable's interior. Weeds grow all along the edge of the building lending to an appearance of disarray. A strong stench of animal wastes is stronger the closer you are, even from the street the stench is noticeable.

Development: Two orphan boys do a poor job maintaining the Guild's stables. Disobedient and anarchic, they sneer at authority and pretty much have the run of

the place. The thing they do respect is strength and pain. Their aggressive behavior stems from the disease they carry. Both of the boys are wererats. If a group of armed adventurers arrives, they panic and switch to their animal forms and flee. The horses are accustomed to the scent of the lycanthropes and the wererats' transformation does not panic them.

If alerted, the Guild leaders, having little love for the two ruffians, demand on threat of death that they wait in the barn to ambush any nosy folk coming around. When engaged in combat, they call their massive dire rat minions into the fight. The wererats fight until either falls to 25% hit points or less, at which time they flee or surrender, as they are able. Neither knows anything about the interior of the building. They do know they work for the Grey Rook Guild, but they exhibit no special loyalty. These two boys command the rats lurking in the silos and the stable to attack any intruders.

Human Wererat Com3/Rog3 (2): CR 6; hp 25 each; see the **NPC Appendix** for details on the wererats and their advanced dire rat minions.

Advanced Dire Rats (20): CR 2; hp 36 each.

Light Warhorses (10-12): CR 1; hp 22 each; see the MM.

K3: Entryway (EL 10)

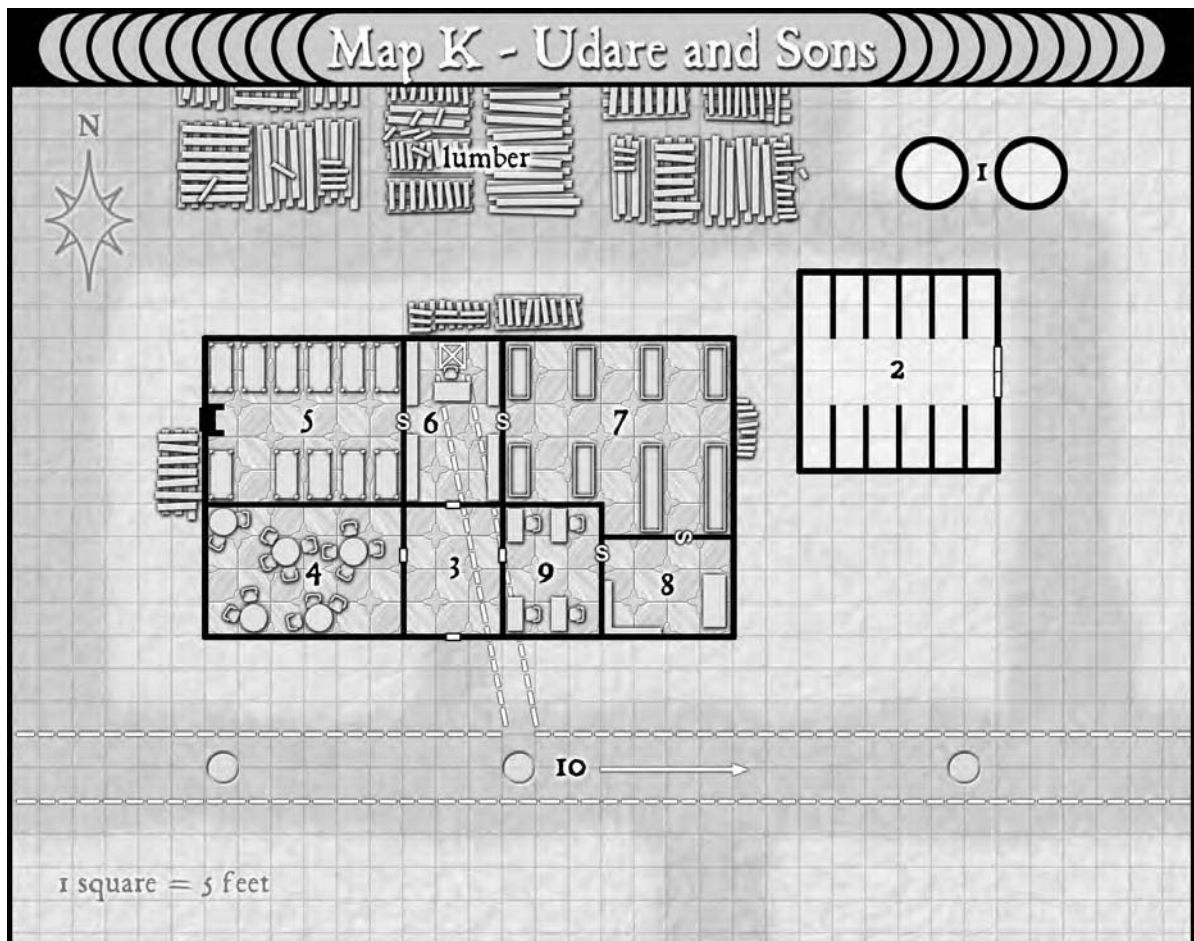
The door to this area is locked. A strong wooden door, it is fitted with three complex and trapped locks. Other than the brass fittings to this portal, the door appears to be unremarkable. Each lock contains a trap. Attempting to open the door by any other means aside from a key triggers the trap, and alerts the entire complex. Knocks on the door receive no answers.

Locked and Trapped Strong Wooden Door: 2 in. thick; Hardness 5; hp 20; Break (DC 25); Open Locks (DC 24), (DC 28) and (DC 30).

Hail of Needles: CR 3; mechanical; touch trigger; manual reset; Atk +20 ranged (2d4); Search (DC 22), Disable Device (DC 22).

Poison Gas Cloud: CR 5; mechanical; location trigger; manual reset; gas, multiple targets (all targets in a 10 ft. by 10 ft. area); never miss; poison (inhaled; Fortitude save [DC 18] 1 permanent Con/3d6 Con); Search (DC 21); Disable Device (DC 21). Fumes disperse after 2 rounds.

Poison Needle Trap: CR 2; mechanical; touch trigger; repair reset; lock bypass (Open Lock DC 30); Atk +8 ranged (1+ poison, needle); poison (Fortitude save DC 20, 1d6 Con/2d6 Con); Search (DC 22); Disable Device (DC 21).



Past the door is a small waiting room of sorts, 15-feet across and 20-feet deep. The floor of this room is a beautiful lacquered cherry hardwood laid in a complex pattern of intersecting and overlapping boards. The effect is dizzying, pulling your eyes to trace the maze of the pattern. A simple wooden door stands closed on either side. Another door opposite of the entrance stands open, just so. Aside from a few average paintings hanging on the walls in gilt frames, the room is empty.

This room serves as a foyer. There is nothing magical about the pattern in the wood, just superior craftsmanship. The paintings are average and in some cases amateurish, none of which are worth more than 1d4 gp. Otherwise, this room is empty.

K4: Mess (EL 8-II)

During times when the complex is not alert, 1d4+1 guild enforcers are here relaxing and swapping tales. If the complex is alert, this room is empty, the inhabitants having regrouped to make a stand elsewhere, or fled to the waterfalls (see next chapter). In this case, tables and chairs lie overturned, or jarred, lending to a sense that the inhabitants hastily abandoned this place. Broken crockery, overturned tankards and a few scraps of food all add to the feeling. On one intact table, a plate sits filled with food, and a half-filled mug of ale. A mess hall, now nothing moves in this room.

A secret door (Search DC 24) stands on the north wall, granting access to Area E5. A search of this room finds nothing of interest. However, unwise characters may be tempted to sample the food from the plate, or wine from the goblet. Being wicked and devious, the thieves poisoned the drink and the wine in the off chance some fool would have a bite or a sip.

Poisoned Food and Drink: no attack roll necessary; poison (ingested; Fortitude save [DC 18] 2d6 Con/1d6 Con + 1d6 Str); Search (DC 18); Disable Device (n/a).

If the guild is not alert, the inhabitants of this room regard the PCs with suspicion, though no one approaches them. They monitor the heroes and their actions. If nothing happens, they relax, suspecting the heroes are supposed to be there, perhaps new harvesters. Any hostile action made on the part of the PCs, draws the thieves into combat, one of their number fleeing through the secret door to the north to alert the complex.

Guild Enforcers, Male or Female Human Rog3/War4 (1d4+1): CR 6; hp 38 each; see the NPC Appendix for details.

Tactics: As stated above, if combat occurs, one of the enforcers departs through the secret door to alert the rest of the complex, while the remaining

villains fight to contain the party. They position themselves to gain flank attacks, and fight defensively using Expertise, thus granting them an AC 25. They realize their lives are forfeit and so combat the heroes to stall them. These characters fight to the death.

K5: Barracks

This area is the complex's barracks, with bunks to house 22 people. On the west wall is a fireplace, stoked and maintained by the inhabitants. Regardless of whether the complex is alert or not this room is always empty. The fleeing enforcer runs through this chamber and exits through the secret door on the east wall. A search check (DC 30) reveals a hidden stone in the fireplace. Behind it is a 2,000 gp diamond of exquisite beauty.

K6: Reception Room

A representative of Udare and Sons works in this room. He responsible for handling all new contracts for unfinished wood and products made of wood. As business is always arranged by appointment, this chamber is typically empty.

This room is beautiful, with walls of polished chestnut and a floor to match, the craftsmanship of the woodworking puts the foyer to shame. A desk of mahogany stands at the far end of the chamber, free of clutter, and empty aside from a paperweight and a candelabrum sporting six fat wax candles. Bookshelves line the walls, broken at the midpoints of each by fine paintings depicting historical scenes of Durbenford. An area rug of oriental design protects the floor beneath it.

If by some means the heroes have an appointment, a representative (male human Exp4, AL N, Diplomacy +8; noncombatant) sits behind the desk and is prepared to discuss the arrangements of a wood purchase. A shrewd negotiator, he ferrets out quantities, pricing and the like. He is unaware that he works for the Grey Rook Guild and laughs away any suspicions posited to him. If he has no pending appointment, he is never in the building.

The books here all detail different species of wood, their uses and extraction. Among the texts are a few treatises on conservation, travelogues of different lands and the like. Most of these texts are technical in nature and valuable to an expert in such subjects. Each book—and there are 200 collected here—has a value of 2d20 gp.

A search of the desk uncovers nothing more than contracts with various citizens throughout the city, the outlying areas, extending to even the more remote location in the Northern Kingdom. All of the documents suggest legitimate business transactions.

There are several secret doors in this room. On either side of the room, there are doors. The door to the west (Search DC 22) leads to the barracks, while the door to the east (Search DC 30) leads to the planting rooms. The final door is a trapdoor beneath the chair behind the desk (Search DC 24). Designed as an escape route for the important members of the complex, it leads down to Area E10, into the sewer and drainage system of Durbenford. If the complex is alerted, the top agents flee through this trapdoor.

K7: Planting Room (EL 13)

Penetrating this far into the complex ensures the Guild's awareness of the invasion, given the level of secrecy surrounding the confines of this chamber. However, through guile, magic or other means it is possible for the heroes to gain access without alerting everyone else.

During normal hours of operation, this large room features two rows of planting beds, each with stunted or mutated higidne plants. The range of the deformities is far reaching, from different colored leaves to a host of blights and parasites running rampant over the specimens. White-robed lab workers, sit before each bed, analyzing and recording every detail on their great sheaves of paper. Patrolling the aisle is a beast of a man, always angry, at the edge of violence.

If the complex is alert, the room is in total disarray. Planting beds lie overturned, their contents spread all over the floor. Unrecognizable plants, shredded and destroyed lay scattered in the mess. Blackened pieces of parchment, in various states of burning, smolder in the room. Everything carries a scent of smoke and something else, something reminiscent of Groembu's lair. The same angry man burns more papers. When he notices the invaders, he drops his assumed guise and springs forward to attack.

The overseer of the operations here is Faqui, a huge man purportedly hired by the Guild for his expertise in botanical matters. In fact, Faqui is an **ice devil** spy in service to the Dark Lord of Hell as the evil of higidne has attracted even his attention. Faqui killed the druid originally hired by the Guild and assumed his form through a *polymorph* spell. Frustrated by the heroes meddling in this matter, he remained behind to ensure their deaths, and to destroy evidence of the guild's complicity in this matter. Regardless of their level of alertness, if he determines the heroes are not guild agents, he abandons his disguise and attacks the PCs in his true form.

Faqui, Ice Devil: CR 13; hp 147; see the **Monster Appendix** for details.

Tactics: On the first round of combat, the ice devil creates a *wall of ice* to give it time to summon 1d6 bearded devils, which it attempts on the following round. If the wall collapses before it has the chance to bring in some allies, it unleashes a cone of cold in an effort to eliminate its foes. For as long as it is able, it attempts to *charm* the heroes into aiding in its defense. It plays this game of cat and mouse as long as it is able, before wading into combat with its enormous scimitar. The ice devil fights until reduced to 20% hit points before teleporting away.

Development: Sounds of fighting here alert the rest of the complex, sending any important characters into the tunnels to the waterfalls beyond. Note: Technicians are here if the complex is unaware of an intrusion or threat of an intrusion. The Guild instructed the technicians (Exp 1; hp 4; Knowledge [nature] +5) to record information about the plant samples. None of them knows the significance of the root, nor do they know what the long-term implications of their work suggest. Hardly innocent, they are ignorant of their actions, but they do know they work for a criminal organization. The technicians are no match for the heroes and surrender.

A secret door (Search DC 20) stands on the south wall. Characters, who Listen (DC 18) at the door, hear a mewling sound of someone or something being tormented.

K8: Interrogation Chamber

This chamber reeks of fear. Implements of torture are the only contents of the chamber aside from a few corpses left to rot where they lay. Among the bodies is a raving nilbog strapped to a table, still alive despite the exposure of his innards to a cloud of biting flies. The goblinoid mutters and writhes in the agony of wounds that should have killed him.

A pair of harvesters captured this nilbog on a recent foray into Groembu's lair. Learning of the creature's bizarre resiliency to damage, they tortured it to extract information about the drug. The nilbog, nothing more than a pawn, knows nothing of the process of fertilization. In the harvesters' frustration, they have toyed with the creature, inflicting grievous wounds and violating the creature in every way imaginable with a wand of *cure moderate wounds*. Now, the nilbog's sanity has long since eroded. If questioned, he screams obscenities repeatedly, interspersed with invocations to "the king". The nilbog overheard two harvesters discussing their revelation about the benefactor of the Guild: King Ulrich IX.

Aside from a clue as to who funds the Guild and a wand of *cure moderate wounds* with only 1 charge

remaining, this room contains nothing of value. PCs attempting to help the nilbog should earn an additional 200 XP for their compassion. Putting the poor creature (Nilbog; hp 3) out of its suffering is the surest means to achieve this end.

Two secret doors (Search DC 22 and DC 20 respectively) lie on north and west walls.

K9: Offices

This room serves to continue the illusion that Udare and Sons is a legitimate business. When a customer makes an appointment, the Guild staffs these rooms with rogues instructed to look busy. Each desk holds a ledger, pot of ink, a bag of sand

for drying the ink, and three to five quills. The ledgers hold nothing but gibberish and idle doodles, for the representative handles all the real work in managing the company in Area E6. This room contains nothing else of value or interest.

K10: Sewers

If the heroes open the trapdoor in Area E6, they find a metal ladder descending into darkness. The sounds (Listen DC 10) of water are evident and there is a foul odor wafting from the hole. Climbing down the ladder takes the courageous individual far below the level of the street and into a connecting tunnel leading to the main sewer system.



Under the City and to the Waterfalls

With U dare and Sons exposed, the heroes discover a trapdoor in the floor in the central office. There, they discover the signs of flight left by fleeing Guild Agents in an effort to avoid capture or death at the heroes' hands. Having decided to destroy the guild and its operatives, the heroes brave the dangers of Durbenford's sewers to find the Grey Rook Guild's ringleader. Their exploration of the sewer system and the trail they follow leads them north to the fishmonger village below the city, where Rynas' Tears meets the land. There the heroes quickly notice boats heading toward the mountains, the Guild's Thieves fleeing to some secret compound. Snatching a few boats of their own, they cross the lake, following the enemies. Past the dragon turtle guardian and up through the lava tubes, braving deadly combats with rogues and assassins, the heroes face the leader of the Guild and learn the awful truth of King Ulrich's involvement behind the proliferation of higdne.

While the heroes infiltrate U dare and Sons, the Fat Man and his Guild wage a secret war with the Grey Rook Guild, stretching throughout the city. Innocuous people are found murdered, the Silk Purse shut down and beneath the city, open war rages unchecked. True to his word, the Fat Man aids the heroes in their efforts against his rival criminal organization, but at the expense of his own. By the conclusion of the war, no later than dawn the next morning, very little remains of either side of the conflict, their hatred too fierce to allow quarter.

DM Notes

When running this section of the adventure, it is important to convey a sense of urgency. You should compel the players to press forward, find the fleeing thieves and defeat them. Furthermore, defeating the Guild is the only way for the heroes to uncover whom it is that funds the extraction of higdne from the Wyld Wood. If the heroes succeed, the problems of higdne fade like a bad dream, only to awaken to an even worse nightmare leading up to this campaign's conclusion.

The structure of this chapter is broken into three subsections. The first is the journey through the sewers. The second is the passage over the lake. The third is the confrontation in the mountain hideout at the Waterfalls. By this point, heroes should be 12th level or higher before attempting

to finish off the Guild. If heroes are of a lower level, allow the heroes to meet Juptal (see Durbenford for details) either in the sewers or on the lake. If they explain their circumstances, Juptal volunteers to accompany them in their efforts to defeat the guild and to save his friend Old Gar.

I: The Sewers

The sewers under Durbenford are a vast place filled with danger and strange curiosities. A veritable dungeon in its own right, it extends a ways in every direction. Considering its size, exploration of the sewers' entirety is far beyond the scope of this module, so use the provided clues to keep the heroes on track. If the heroes persist in exploring unmapped portions of the sewer, use wandering monsters to deter them, thieves working for the Fat Man to persuade them, or simply have them circle back to another portion of the map. Use **Map L** for this Location.

L1: Tunnel

The ladder leads to a narrow slippery stone tunnel connecting to the sewers. The air here is quite foul, filled with noxious fumes from the rotting sludge staining the walls and floor of this hall. The passageway continues ahead 20-feet and ends at a stone wall.

This is the escape route for the Guild. Tracking here is possible, provided the characters have some means to see in the dim environs. A Survival check (DC 22) discovers the prints left by careful humanoids moving this way a couple of hours ago. The end of the tunnel features a not-so-secret door requiring a Search check (DC 10) to locate it. On the other side, however, locating this door requires a Search check (DC 30).

L2: The Fat Man returns

As soon as the heroes open the secret door, the heroes find the Fat Man waiting for them in a perpendicular tunnel. A steady stream of sludge and water flows along the passage, and a walkway allows travel. The water increases speed from the south to the north and pours over a fall some 25-feet away to spill out into a vast cistern. Upstream, a dim corridor stretches beyond the limits of vision, though across the stream, there are a couple of narrow side passageways leading away.

The Sewers

Difficulty Level: 12

Entrances: The key entrance to the sewers, at least as it is applicable to the PCs, is from Area 1. Other entrances to the sewers are from the manhole covers scattered throughout the city. Their numbers, too many to count, allow entry and easy exit to and from this sprawling drainage system.

Exits: Just as there are too many entrances to count, there are an equal number of exits. All sewage and water flow to the north portion of the city and drain out into Rynas' Tears. As it applies to the heroes, Area 8 is the key exit.

Wandering Monsters: Durbenford's Sewers are home to quite a variety of nasty and hungry creatures. Grown strong from the regular supply of food from above, these creatures prowl the filthy tunnels for trinkets, treasure and warm living flesh. Check for wandering monsters once per hour by rolling 1d20. Most smaller and otherwise minor creatures inhabiting the sewers avoid the fighting, by hiding until the combats between the Guilds cease.

- | | |
|-------|---|
| 1. | Clash between agents of the Fat Man's Guild and of the Grey Rook Guild. (see below) |
| 2. | A floating corpse. |
| 3. | 1d4+1 Chuuls: CR 7; hp 93 each; see the <i>MM</i> . |
| 4. | 1d4+4 Dire Bats: CR 2; hp 30 each; see the <i>MM</i> . |
| 5. | 1d12+4 Gargoyles: CR 4; hp 38 each; see the <i>MM</i> . |
| 6. | 1d2+2 Mohrgs: CR 8; hp 91 each; see the <i>MM</i> ; and 1d4+6 Medium Zombies: CR —; hp 16 each; see the <i>MM</i> . |
| 7-20. | No Encounter. |

A clash between the two guilds is always between two groups of 1d4+4 4th-level rogues battling one another. See *DMG* for stats on these opponents. Both groups are so embroiled, they do not notice the heroes at all. If the PCs try to intervene, both groups flee.

Detections: Detections in the sewers result in nothing out of the ordinary.

Continuous Effects: There are no continuous effects in the sewers.

Standard Features: The sewer tunnels vary in size from two-and-a-half to ten-feet in width. All are wet and slippery due to the frequency of the filth deposits and the nearly constant streams of water. Traveling through the sludge reduces movement to half-speed when moving against the flow (note the arrows indicating the movement of the water). Moving with the

flow does not add anything to speed, but a Balance check (DC 18) is required to maintain footing if the individual moves faster than half-speed. For every size smaller than Medium, the character suffers a -2 circumstance penalty to their Balance checks. A failed Balance check results in the character slipping and falling into the muck, carried away at a speed of 30 feet downstream. A Swim check (DC 15) allows the character to regain his or her footing.

In most of the 5-foot wide and larger tunnels are walkways suspended over the moving sludge. These walkways are only 2-feet wide. The walkways are not too hazardous unless the water level rises above them which if this is the case, conditions are as above. Unfortunately, these paths are not consistent in their placement; in some areas, it may be necessary to drop into the water to move forward.

The tunnels have variable heights. The smallest tunnels, those 2 1/2-feet wide are equally tall, serving as drainage tubes. Five-foot wide tunnels extend to seven-foot heights. Ten-foot wide tunnels have 15-foot tall ceilings. The walls here are solid rock.

Grates are present at various locations throughout the sewers. These iron bars serve two purposes. First, they catch large objects, preventing most from disposing of bodies in the sewers. Second, the bars prevent entry and exit from the city via this route.

Grates: 2 in. thick; hardness 10; hp 60; bend bars (DC 25).

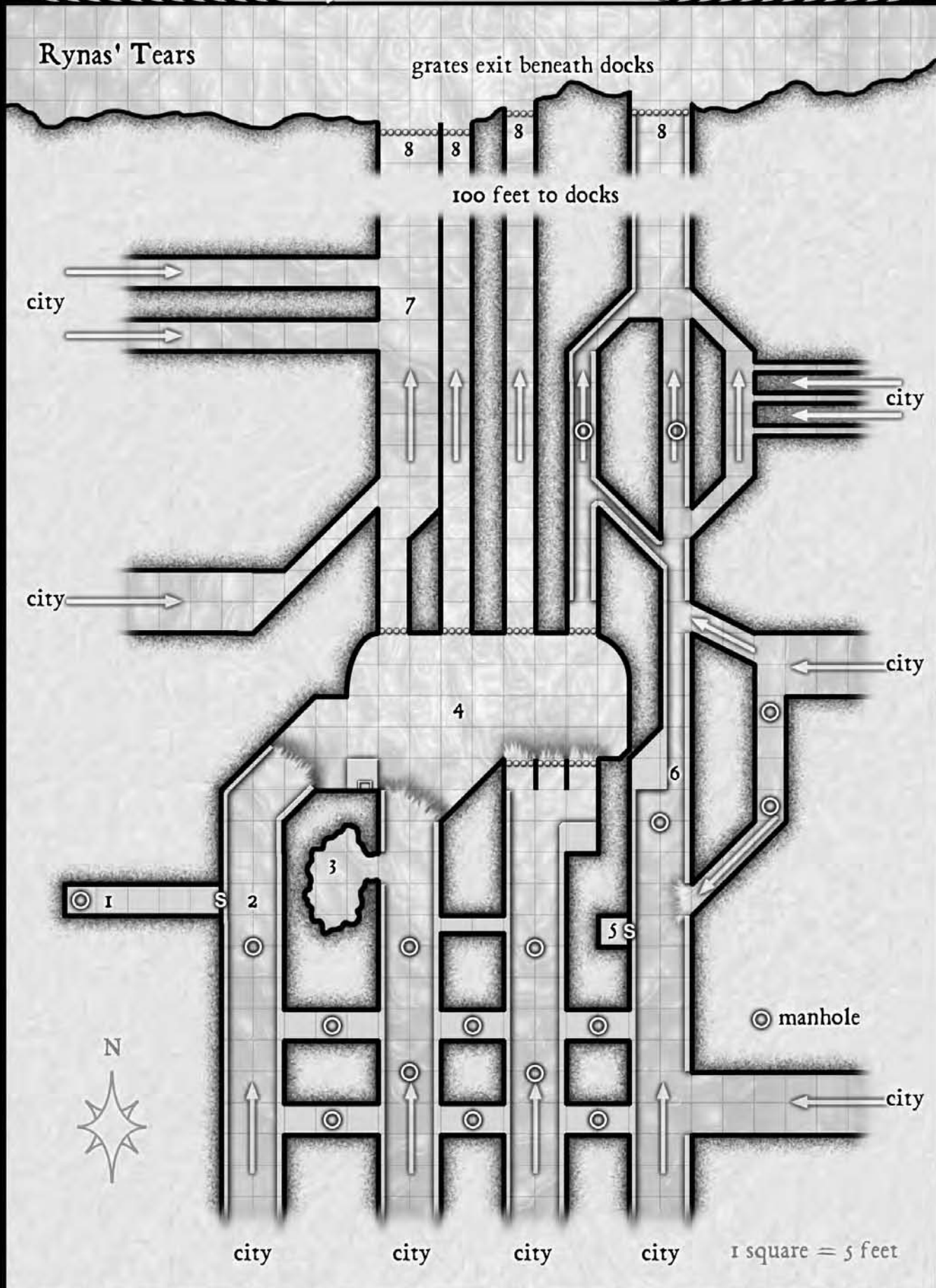
At certain locations throughout the sewers, stand iron ladders affixed to the walls. These ladders allow access to the higher up drainage tubes for maintenance and access to lower levels of the sewers.

Iron Ladders: 1 in. thick; hardness 8; hp 40; break (DC 22).

Each round while moving through the murk, characters have a 5% chance of exposure to a random and nasty disease. Roll 1d% each round for submerged or partially submerged characters to determine if any come into contact with a pathogen. If so, consult the following table and see the *DMG* for particulars for each disease.

Roll 1d6	Disease
1	Mind Fire
2-3	Shakes
4-5	Slimy doom
6	Cackle Fever

Map L - Under the City





The Fat Man he carries a dagger in his left hand, darkened with fresh blood. His face is grim, hinting at the orc blood of his heritage, and he stops about fifteen feet away from the heroes on the opposite side of the tunnel saying, "I have kept my word, though it is costing me more of my people than I ever thought. Now it is time for you to make good on your own. The Grey Rooks are heading towards the docks, that way," he points down to the waterfall. "Though, you may have to find another way down. Good-bye and good luck." With that, he turns back, running low along the walkway to disappear into a side passage.

The heroes have no hope of pursuing the Fat Man. He departs to kill more Grey Rooks. They may meet the Fat Man later, but at his discretion only. Change the above text if the heroes are significantly underpowered, and allow the Fat Man to accompany them through the rest of the sewers.

L3: Sewer Lord (EL 13)

This is the lair of a **froghemoth**, a vile and disgusting creature, similar to an overly large frog, but equipped with tentacles for arms. A vicious and dangerous monster, it is one of the undisputed masters and predators of the sewers. For a full description of this creature, refer to the *Tome of Horrors*.

Froghemoth (1): CR 13; hp 152; see the **Monster Appendix** for details.

Tactics: The froghemoth lies in wait until something passes before the entrance to its burrow. It then strikes out to attempt to swallow whole its target. This creature fights to the death.

Treasure: In the creature's burrow, it is some incidental treasure. It has collected 1,000 gp, a +2 *heavy steel shield*, and +1 *mighty cleaving heavy mace*.

L4: Reservoir (EL 11)

Compared to the rest of the tunnels, this chamber is vast and impressive. Waterfalls pour from three tunnels above the chamber, filling the reservoir below. Yellowish foam bubbles up from where the water cascades. Floating in the reservoir is a thick layer of scum, bones, feces, an arm, and more. Four metal grates to the north bar access to the overflow lines, and consequently, a great deal of trash has accumulated in front of them.

This large chamber contains much of the wastes transported by the sewer lines. When it overflows, due to rainwater or flooding, the water level rises and drains out the four overflow lines to the north. This controls the amount of sewage flowing out into the lake. Three major tunnels allow access to this reservoir, all of which pour down from overhead. From the main lines, the chamber drops to about 20 feet to the water level. Below the water level, the bottom of the chamber is some 100-feet down. In a strange way, this cavern is quite impressive despite the floating trash and filth forming a scum on the waters

below. A ladder near the central falls allows access to a platform overlooking the water.

Lurking underneath the scum is a band of foul predators including **4 scrag**s and **8 merrow**s. Scrag are aquatic versions of trolls and merrows are an aquatic breed of ogre. These creatures feast on the occasional corpse that floats their way, many of the rats and best of all the foolish and unwary. The arrival of the PCs is too good of an opportunity for them to pass up, so they fight to the death, attempting to grapple their opponents until they drown.

Loud combats gain the attention of the harvester sentries in Area A7. Refer to that location for details.

Scrag (Trolls) (4): CR 5; hp 63 each; see the MM.

Merrows (Ogres) (8): CR 3; hp 29 each; see the MM.

Treasure: At the bottom of the reservoir buried amidst the sediment are 26,000 gp, 9 gems worth 400 gp [x4], 80 gp [x3] and 16 gp respectively, and an *amulet of undead turning*. Finding these treasures is difficult requiring 10 minutes of careful searching (DC 26) to recover 10% of the coins and a random gem on every dive, only finding the magic item last. The heroes are likely to be in too much of a hurry to tarry here for long.

L5: Secret Chamber

This small room is one of many such chambers throughout the sewers functioning as a cache of equipment for thieves in hiding. Discovering the chamber requires a Search check (DC 25). This 5-foot-by-5-foot room features a single shelf holding the following equipment: a bedroll, 4 torches, flint and steel, Tanglefoot bag, 50 ft. of silk rope, hammer, chisel, 10 pitons, grappling hook and a *potion of cure moderate wounds*.

L6: Breeders (EL 13)

An expeditionary force of **4 xill** and **1 xill cleric** gathers here to plan a raid into the city above. As the city is soft and in disarray, the xill plot to move quickly, implant as many eggs as they can and then return to the sewers. Once there, they can move to another part of the city, come up from below, implant more eggs, and then move to another part of the city through the subterranean network of tunnels. In time, the xill hope to implant much if not all of the city, preparing the way for some alien overlord and his retinue.

Xill (4): CR 6; hp 32 each; see the MM.

Xill Clr5 (1): CR 11; hp 78; see the NPC Appendix for details.

Tactics: The xill have just arrived to the Material Plane when the PCs encounter them. It is possible for some of these creatures to be those encountered in Groembu's lair. If this is the case, these xill return the favor of their release with an implanted egg or two.

On the first round of combat, the four xill engage the heroes, fighting defensively, especially against a formidable force, thereby boosting their AC to 23 due to their high Tumble modifier. Meanwhile, the xill cleric casts *expeditious retreat* to enhance his mobility.

On the successive rounds, two xill take total defense actions, while their allies maneuver themselves into flanking positions, priming their targets for their bite attacks. The cleric heals seriously injured allies, or uses *bleed* to offset the penalties for fighting defensively.

The xill fight until they have bitten four heroes or until the heroes kill half of their number. If the heroes defeat the xill cleric, the remaining xill flee via their planewalk ability. Invariably, these creatures do not fight to the death, even preferring to flee on foot if *dimensionally anchored*.

L7: Harvester Rear Guard (EL 13)

Guarding the retreat of their allies and the Guildmaster are **2 harvesters** blocking access to the docks beyond.

Harvesters, Male or Female Human Rog3/Drd3/Rgr3/Asn2: CR 11; hp 68 each; see the NPC Appendix for details.

Tactics: The harvesters investigate sounds of combat in Areas A4 or A8, peppering their opponents with arrows, relying on their sneak attack abilities to complicate matters for the heroes. Otherwise, they attempt to hide in the sludge, using their cloaks to avoid notice. If the heroes walk past the two assassins, they strike at the rear guard, attempting sneak attacks, or death attacks if they are able. As their masters charged them to prevent any passage through the tunnel, and they fight to the death, loyal as they are to their Guild.

L8: Sewer Grates

There are three areas denoted by this number. At the end of the appropriate tunnel, excess water flows through the iron bars, eroding the solids collected at the tunnels end, and spilling out into Rynas' Tears. Through the bars, wooden supports holding up the docks are visible. About a foot below the grate is the surface of the lake itself, covered in floating filth from the sewers, lending to an oily appearance. Voices sound from above, and beyond the docks can be seen several boats rowing away into the mists.

The boats hold several of the fleeing thieves making a hasty escape across the lake. Of the three areas marked 8, only the easternmost grate sports an area of dry ground underneath for the characters to climb. Furthermore, the grates here are already broken, allowing passage of one Medium creature per round, or two Small size or smaller characters per round. The other two grates over the water are intact. See the sidebar opening this section for details on the sewer grates. Once on the scarp below the eastern grate, the heroes are able to spot a rope ladder leading up to the docks.

L9: Docks

The docks stretch out from a wharf all along the northern shore of Durbenford. Unlike times in the past, the docks are frenzied with the exodus of people from beneath the city, stealing boats of all sizes and shapes and retreating to the distant mountains some two miles across the lake. Unfortunately, no guildsmen are left, and the only people still here are shouting curses at the departing rogues, or lamenting the loss of their livelihoods. Not all is lost though, a sizeable keelboat just moored on a wharf by a surprised captain and a crew of 12 fishermen.

As the only remaining watercraft, the keelboat may be an attractive choice for the heroes in pursuit of the fleeing thieves. If asked, the captain agrees on a successful Bluff, Diplomacy or Intimidate check (DC 10) to help his fellow fishermen and the heroes by aiding in the capture of the thieves and the stolen boats. No one on the docks knows where the fleeing villains could be heading, but a Gather Information check (DC 20) reveals a story told by one grizzled old man, who lives in an old shack nearby. If they succeed this check, read or paraphrase the following text.

Oh, I'd say, about once a week or so, I seen a bunch of hooded folks push off from the dock and make their way out into the lake. Never thought much about it... perhaps some over eager fishermen. But, heck, when they return, they don't have nothing. Well, one time, it was a clear night and the moon was full, I spied 'em going all the way across the Lake, to the falls on the other side. Long way to boat, let me tell ya. Well, Clervis, an old friend of mine, he has this old spyglass. I was curious, so I filched it, may the lady of luck ever watch over me. I gave it back as soon as I was done with it, have no fear. Anyway, so I looked through the spyglass, and I saw the mysterious boatmen make for a small covey at the foot of the mountain. They were there for a while, never saw 'em come back or out of the hole. Some say, that hole is the cave of the dragon of the lake! Guess its true, huh?

All of the information here is true, except for the spyglass. The old fisherman never returned it. The dragon of the lake is Old Gar, and as mentioned in the chapter, the *Environs of Durbenford*, he has developed a friendly relationship with the thieves, much to the gold dragon Juptal's, sorrow.

2: Lake (EL 12)

The lake should not be much of an obstacle for heroes of 11th to 12th level. Through spells such as *fly*, *teleport*, *polymorph* and others, the heroes should have little difficulty in crossing two miles of water. However, natural conditions hinder many magical means to bypass the lake. The mist rising from the lake conceals the passage of the boats from overhead, making flying journeys difficult to follow their quarry. Characters flying overhead must attempt a Spot check (DC 8 +2 for every 10 feet overhead) each minute to track the Grey Rooks' passage. Furthermore, the mist provides concealment for as long as they are in it.

Attempting to divine the caverns across the lake are difficult. *Scrying* proves tough, as the opponents are unknown to the heroes insofar as identities are concerned. Though the Grey Rooks have tangential connection to the adventurers, a *scry* spell is required to spy on the guild agents but does not identify the exact location. You as DM should determine the modifiers to the Will saves of the various members of the Grey Rooks depending on how much or how little the PCs have interacted with them during the course of this adventure. The lake trumps *locate creature* spells, and many of the guild agents are under the effect of *nondetection*, hence eliminating the threat of *clairaudience/clairvoyance*. Of all the magical means to locate the cave, *find the path* is the surest method to reaching the Waterfalls.

If the heroes choose to follow the retreating Grey Rooks via a commandeered boat, such as the keelboat, they can easily follow the wakes left by their enemies' crafts. Assume the PCs are 2 minutes behind the villains. All of the guild leaders are already entrenched in the Waterfalls, so those agents on the lake are lesser rogues and operatives.

This keelboat is 55-feet long and 15-feet wide. Eight men (Com 1; hp 3 each; noncombatants) crew this craft, and there is plenty of room for the heroes. Keelboats travel an average of 1 mile per hour; so unimpeded, they should reach the cove in about 2 hours. However, along the way, one of the Grey Rook's craft slows to battle the heroes. The Grey Rooks pilot another keelboat of similar size. Assume each craft has 20 hp per five-foot section and a hardness of 5. Attacks made against the ship's sections succeed on any roll but a "1." De-

Nautical Combat Rules

Ship to ship combat can be fun and exciting, adding a new dimension to combat and adventuring. While *Trouble at Durbenford* features the possibility of an extensive battle on the Lake, it assumes characters of 11th-12th level have the means to bypass most if not all of an extensive fight. However, circumstances may lend to a demand for more concrete rules than the crutch presented above. There are plenty of great rules for naval combat in the d20 system, from **Mongoose Publishing's** *Seas of Blood* to **Fantasy Flight Games' Seafarer's Handbook**. There are even rules for vehicles in an official **Wizards of the Coast** product. If you deem it necessary to expand the lake combat, refer to these or other sources to flesh out the mechanics.

stroying a two sections of the hull, causes the ship to sink in 1d6 minutes. Each additional section destroyed reduces the sink time by 1 minute. Each ship moves 10 feet per round. Each vessel moves last in the round, and heroes and their opponents may act normally.

Manning the other ship are **8 Grey Rook** agents. Their diversity is their strength. As their responsibility is to halt the PCs approach to the cove, they fight to the death.

Guild Thief, Male or Female Human Rog5/Asn1 (7): CR 6; hp 28; see the **NPC Appendix** for details.

Guild Mage, Female Human Sor6: CR 6; hp 25; see the **NPC Appendix** for details.

Tactics: These Grey Rooks fight to halt the progress of the heroes as they cross the lake. If the heroes choose an aerial route, the rogues focus on ranged attacks, while the sorcerer lobs fireballs into the air, hoping to distract the heroes long enough to let her allies get away. If the fight occurs between the two craft, the rogues drink their *potions of haste*, and send volleys of arrows at the crew and heroes, while the sorcerer attempts to inflict structural damage to the rigging, and then hull of the other craft.

3: Waterfalls

Having crossed Rynas' Tears, the final confrontation with the Grey Rook Guild lies before the bold heroes, a battle deadly, but for a cause most noble. As described in the *Environs of Durbenford*, the Grey Rook Guild uses the lava tubes behind Old Gar's lair as a secret gathering place, to plot and plan, to train, and finally, to function as a

haven if their stronghold in the city falls. Their friendly relationship with Old Gar allows them to pass unmolested by the dragon turtle, and thus have nothing to fear from him. Old Gar is not evil, nor does he claim to be in service to his friends, aside from what one friend would do for another. Unfortunately, he does not see the thieves' evil nature, which has driven a wedge between him and his oldest friend Juptal. In this section, the heroes must confront the ancient dragon turtle, either as friend or as foe, and penetrate the tunnels behind, and ultimately search and destroy the leadership of the Grey Rook Guild. Refer to **Map M** for details.

The Waterfalls

Difficulty Level: 12

Entrances: The entrances to the Grey Rook Guild's hideout are through Area M1, leading to the dragon turtle's lair, Areas C9, behind the waterfalls, or Area M12, the water's edge. Areas marked as C9 are 150 feet above the lake, and require a Spot check (DC 35) to notice. Area M12 is also 150 feet up, but better concealed, requiring a Spot check (DC 40) to notice.

Exits: There are no other exits aside from the entrances listed above.

Wandering Monsters: The waterfalls do not feature much in the way of wandering monsters, though several guild agents patrol the tunnels, searching for any undesirable visitors. Every 15 minutes the heroes spend here, roll 1d20 on the table below.

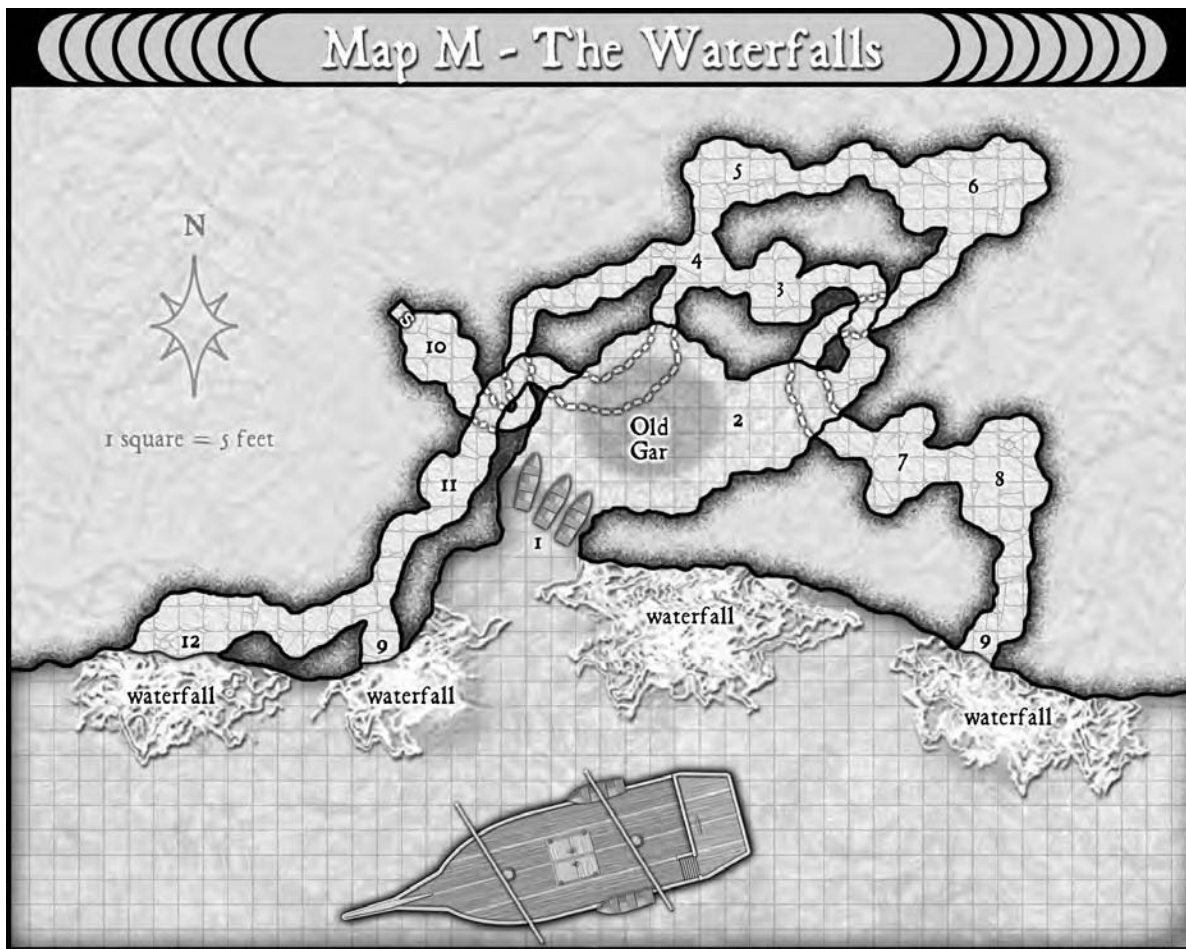
1-5.	Guild Patrol (7 thieves, 1 sorcerer; as Area B, the Lake)
6.	1d2 Harvesters (as Area A7, the Sewers)
7.	1 Demon: Vrock (CR 9; hp 115; see the <i>MM</i> for details)
8-20.	No Encounter.

Detections: Detections in areas beyond C1 and C2, detect as mildly Chaotic and Evil.

Continuous Effects: There are no continuous effects in the Waterfalls.

Standard Features: The lava tubes are typically seven-feet wide, with ceiling rising to seven-feet as well. All tunnels are wet and slippery from the snowmelt draining from the heights. Running requires the hero to make a Balance check (DC 10) or slip and fall prone to the floor.

The tunnels open into cysts in the mountains. These caverns are always as tall as their widest dimension. Thus, Area M10 measures 12-feet by 15-feet, so its ceiling rises to 15-feet tall. The walls in both the tubes and the cysts are smoothed solid rock (Climb DC 35) unless otherwise noted.



Mr: Moored Ships

As the heroes draw near the cove, they are nearly deafened by roar of the waterfall, its beauty belying the danger ahead. Rainbows arc in the mist, reflecting the light of the distant sun. The mist thickens here, casting everything in a surreal realm of dreams. Rocks jut out from the churning, foaming waters, sharp despite the constant flow of waters from high above you. Ships of various sizes moor near an inlet. The turbulent water flows inside probably deep enough to draw close. Weirdly, none of the ships appears to be inhabited and no sounds emerge over the incessant tumult created by the waterfalls.

Indeed, all of the rogues and agents abandoned their craft here at the beach when they arrived. There are well near 30 vessels gathered either in the cove or anchored out in the lake. Some careless rogues left their stolen boats to the crushing effects of the waterfalls. The heroes may spot some floating spars or remnants of the destroyed vessels floating here and there.

Searching the intact vessels yields nothing beyond the normal equipment found on boats such as belaying pins, rope, food and fresh water. None of the craft here contains any treasure, nor are there any inhabitants beyond a few water rats.

Just inside the cove is a beach of crushed gravel and sand. Four smaller boats moor here, their course halted on the beach. If Juptal is with the heroes, he warns them Old Gar rests just beyond the shore.

M2: Old Gar (EL 11)

The dragon turtle, **Old Gar**, dwells in this large cave. Half buried in the sand, he rests his head on a rock, snoozing lightly. Given the activity of his "friends," he does not pay too much attention to the heroes as they come onto the beach. Though, when they draw nearer, within say 10 feet, he scents them, and learns they are not allied with the other Grey Rooks as each of the thieves carries a particular scent the dragon turtle recognizes.

This large chamber stretches deep within the mountain, its ceiling towering overhead. In the center of the room the PCs see an enormous mound, seemingly of stone, growing on which are freshwater plants, barnacles, and urchins. A few crustaceans crawl over its back, plucking at unseen creatures and small plants. Sand buries much of the mound with piles of the stuff displaced into the corners. Suddenly, a goodly sized boulder comes to life, twin holes sucking in the air. At that, two

orbs snap open. One eye is milk white, while the other is a glassy green. The boulder moves, lifted on a scaly leathery neck, and lifting out of the sand are clawed flippers, some missing talons, others exceedingly long and razor sharp. The mouth opens, a reptilian tongue darting, and a deep baritone voice echoes from within, “Whaaat haaave weee heeere?” Its head cocks to the side, as a dog might when faced with something strange.

If Juptal is here, he steps forward and tells the dragon turtle his friends are due to meet their reckoning; they have committed crimes against nature and their wicked plans are to end. He asks the heroes to explain what it is the Guild has been after. The dragon turtle has none of this unless the heroes buttress the words of the gold dragon by making a Bluff, Diplomacy or Intimidation check against the dragon turtle’s Sense Motive (+1). If they succeed, the dragon turtle lets out a wail and slips into the lake, where he capsizes the stolen fishing boats in anger.

If Juptal is not with heroes, the dragon turtle is Indifferent. He lets the heroes pass if they improve his attitude to Helpful. If they achieve Friendly attitude, he explains his friends asked him not to let anyone pass except for them, and though the heroes seem nice enough, he supposes they do not qualify to pass, if the dragon turtle was to follow

the spirit of the request. If the heroes attack the dragon turtle, it fights back in surprise, shock, and finally anger.

Old Gar, Advanced Dragon Turtle (1): CR 11; hp 331; see the **Monster Appendix** for details.

Personality/Description: Old Gar knows nothing of the plots of the Grey Rook Guild. He does recognize the gifts they provide including an occasional tasty treat, usually a cow, sheep or goat. Gar appreciates their attention, for he is quite lonely. For these reasons, Gar allows the thieves free access to the tunnels above his lair.

Gar is quite old. A number of horny protuberances, small plants and fresh water crustaceans feed upon the algae growing on his back. Blind in one eye and enormous in proportion, Gar has given more than one fisherman a heart attack by the sight of him alone. Unlike other dragon turtles, Gar never preys on boaters due in part to the friendship he has developed with the agents of the Guild. Yet, the legends of dragon turtles prevail and when he does come to the surface, word spreads throughout the community. Old Gar occasionally allows a lone fisherman to catch sight of him whenever he wants a little attention. When he surfaces, he makes some noise, releases his breath weapon into the air, and normally scares the wits out of any witnesses. Afterwards, he returns to his



cavernous lair. Every time Gar has a little fun, hordes of sages, wizards and other scholarly types flock to the lake in a vain attempt to catch sight of this magnificent creature. Gar enjoys the game, but likes to remain hidden from view, preferring anonymity to the business end of an adventurer's sword or the wand of an evoker.

Treasure: Old Gar scours the bottom of the lake for oddities washed up from the underground sea. Thus far, he has accumulated 56,000 gp, a silver necklace (800 gp), a tarnished silver mirror (400 gp), a golden tiara (1,000 gp), a silvered longsword bedecked with gemstones (500 gp), an ivory statue of Muir (300 gp), a carved bronze breastplate (150 gp), 2 jade statuettes of commoners (100 gp each), a brass tankard (75 gp), a silver platter (40 gp), a silver ewer (20 gp), seven gems worth 1,000 gp, 160 gp, 120 gp (x2), 70 gp, 50 gp and 6 gp respectively, a *divine scroll* (delay poison CL 3), a *divine scroll* (freedom of movement CL 7), a *wand of mel's acid arrow* (21 charges), a *wand of silence* (13 charges), a *staff of life* (6 charges), and a +1 net. The *wand of mel's acid arrow* is a narrow glass container filled with bubbling green liquid. Etched into the glass is the word *acerbus*, which is the wand's command word.

Tactics: The dragon turtle, if forced into combat, opens with his breath weapon, hoping to winnow the heroes' numbers with a cloud of stinging hot sand. Afterwards, it fights defensively using a full-attack routine. If reduced to 50 hp or less, it surrenders, offering his treasure and passage to spare his life. If the heroes bypass Old Gar through non-violent means, award them XP +10% as if they had defeated it in combat.

The tunnel in the eastern wall leads to a steep twisting tunnel. Ascent here is difficult and slow going, reducing movement to 1/4 speed. Climbing this passage takes the heroes into the tunnels far above the dragon turtle's lair.

M3: Guards (EL 13)

Guarding this cyst are 6 **guild thieves** and 1 **harvester**. One of the guild thieves stands at position "x" watching for intruders and listening for the sounds of combat. As soon as he spots the heroes, he calls back to the rest of the guards. One of the other guild thieves runs to Area M6, while the rest drink their *potions of haste*, and the harvester drinks his *potion of invisibility*.

Harvester, Male or Female Human Rog3/Drd3/Rgr3/Asn2 (1): CR 11; SZ M; hp 68; see the **NPC Appendix** for details.

Guild Thief, Male or Female Human Rog5/Asn1 (6): CR 6; hp 28 each; see the **NPC Appendix** for details.

Tactics: As mentioned above, provided the guards have the time to prepare, they drink the potions listed above and await the approaching heroes. On the first round of combat, the harvester studies a divine magic oriented character for 3 rounds as long as the guild thieves can hold off the heroes. After that time, he strikes attempting to use his death attack ability. The guild thieves fight defensively, using *Combat Expertise* to boost their ACs. When able, they move to flank, and use their *Improved Trip* attacks to knock down their opponents, all to give the harvester the time to strike. These guards fight to death, asking for no quarter and giving none.

M4: Crossroads

At this intersection, the ceiling here rises to a little over 10-feet, but the connecting tunnels feature the standard seven-foot tall heights. The smooth stone floor offers no insight as to where the thieves are hiding, though the sounds of the waterfalls echo loudly from the southern passage. There is nothing unusual or of interest in this area.

M5: Chamber (EL 9)

Allow the **vrock** a Listen check opposed by the heroes worst Move Silently check to determine if the creature hears the PCs approach. If it succeeds, it attempts to summon another vrock and then casts *mirror image* and then *darkness* if it is able to do so. When the PCs close, it emits its stunning screech ability, just prior to closing.

Demon: Vrock: CR 9; hp 115; see the **MM** for details.

Tactics: Once combat begins in earnest, the demons—if more than one—combine their spore attacks to injure their opponents. Otherwise, the single vrock fires off his spores every three rounds. Vrocks snag fleeing PCs by *telekinesis* and the demons drag them back to their deaths. These vrock flee by *greater teleport*, if reduced to 20 hp or less. Note that sounds of combat are sure to draw the Guild Conjurer from Area M6 in 1d3 rounds.

Treasure: This vrock has no treasure.

M6: Guild Wizard

This chamber houses the guild wizard, a powerful spellcaster and deadly opponent. If he hears sounds of fighting from Area M5, he casts a number of spells, detailed in *Tactics*, before moving to close with his opponents.

Guild Wizard, Male Human Wiz12: CR 13; hp 58; see the **NPC Appendix** for details.

Tactics: The Guild Wizard has slitted, cat-like eyes, sharp teeth, and a reddish tinge to his skin. These features betray his otherwise human ap-

pearance. The guild wizard's success depends on his ability to prepare spells ahead of time, thus it relies on the sounds of conflict with the vrock in Area M5 to warn him of trouble. The guild wizard casts the following spells in preparation in this order for as long as he is able to do so, *shield*, *greater invisibility*, *expeditious retreat*, and *protection from arrows*. Thereafter, he *summons* a **fiendish rhinoceros** to charge into the fray. On the succeeding rounds, he unleashes *chain lighting*, *ice storm* and then uses his *wand*. When the rhino dies, he reads *acid fog* from his scroll, hoping to finish off any stragglers. If brought to 10 hit points or less, he reads *teleport* from his scroll and flees.

M7: Cyst (EL13)

Guarding this room are **1 harvester** and **6 guild thieves**. They attack any individuals they do not recognize; this includes any wearing the clothing of a Guild Agent, but with unfamiliar features.

Harvester, Male or Female Human Rog3/Drd3/Rgr3/Asn2 (1): CR 11; SZ M; hp 68; see the **NPC Appendix** for details.

Guild Thief, Male or Female Human Rog5/Asn1 (6): CR 6; hp 28 each; see the **NPC Appendix** for details.

Aside from their equipment, these thieves have no additional treasure. The room contains a table, on which rests playing cards, a small keg and four tankards. Two cots lie on the northern wall of this chamber. Otherwise, the room is empty. Sounds of combat attract the attention of the Guild Enforcer in Area M8.

M8: Lair of the Guild Enforcer (EL13)

This chamber houses Kasha the **Guild Enforcer**, a very dangerous female ogre mage monk whose corruption is greater than most devils. Recruited from far to the east, in the verdant realms of the mystery, this creature is devoted to the Guild's cause. She does not negotiate and fights to the death.

Guild Enforcer Kasha, Female Ogre Mage Mnk5: CR 13; hp 88; see the **NPC Appendix** for details.

Tactics: Regardless of whether the heroes' actions alert Kasha to the sounds of combat in Area M7, or the PCs stumble upon her, she opens combat by drinking her *potion of cat's grace*, while positioning herself for the best effect for her *cone of cold* ability on the succeeding round. Afterwards, she turns *invisible* to regenerate any damage inflicted on her by the heroes. Once she heals her subdual damage, she drops *darkness* on the PCs and springs back into combat, using her huge katana to cut down the heroes where they stand. Kasha,

unlike her cowardly peer in Area M6, fights to the death.

M9: Waterfall (EL6)

A single **guild thief** at each location watches for the heroes approach. While the waterfalls prevent accurate ranged attacks, the sentries, if they spot anyone approaching alert the Guild Enforcer at Area M8, or the Guildmaster at Area M12, depending on their positions. These sentries have the same stats as the Guild Thieves at Area M3.

Guild Thief Sentry (1 at each location): CR 6; hp 28 each; see the **NPC Appendix** for details.

Aside from a breathtaking view of the lake and the falls, these areas harbor nothing of interest or of value.

M10: Empty Room? (EL5)

This chamber appears essentially as an empty cyst, but in fact holds critical evidence as to who funds the Grey Rook Guild. A Search check (DC 30) reveals a locked and trapped Secret Door in the northwestern corner of the chamber.

Poison Spear Door Trap: CR 5; mechanical; touch trigger; manual reset; Atk +20 ranged (1d4 spears per person, 1d8 plus poison); deathblade poison, Fortitude save DC 20, 1d6 Con/2d6 Con); multiple targets (all targets in a 5 ft. wide direct line away from door); Search (DC 33); Disable Device (DC 30). Note: Activation of this trap causes the top-half the door to fold downward and firing a volley (1d4 per person) of poisoned spears into everyone standing in a direct line in front of the door.

Beneath the spear trap is a secret compartment holding a number of correspondences between the Guildmaster and King Ulrich IX. The details of the letters reveal Ulrich is furious with their slow progress in replicating higdne. In addition, there are letters of credit signed by the king himself, affixed with his seal provided the Guild a proverbial blank check. This is all the evidence the heroes need to destroy the King and his plans. Disreputable characters may be tempted to blackmail the king, but his wealth ensures he can scrounge up another batch of even more despicable villains to endanger the heroes if they attempt such a base act. These letters of credit have been cashed in for their worth (50,000 gp), and only have value as evidence. For more details as to what the heroes may do with this information, see the next chapter entitled **the Errant Prince**. There is nothing else of value in this room.

M11: Guards (EL13)

Guarding this room are **1 harvester** and **6 guild thieves**. They attack any individuals they do not

recognize, this includes any wearing the clothing of a Guild Agent, but with unfamiliar features.

Harvester, Male or Female Human Rog3/Drd3/Rgr3/Asn2 (1): CR 11; SZ M; hp 68; see the **NPC Appendix** for details.

Guild Thief, Male or Female Human Rog5/Asn1 (6): CR 6; hp 28 each; see the **NPC Appendix** for details.

Aside from their equipment, these thieves have no additional treasure. The room contains a table, on which rests playing cards, a small keg and four tankards. Two cots lie on the northern wall of this chamber. Otherwise, the room is empty. Sounds of combat attract the attention of the Guild Enforcer in Area M8.

Mr2: Final Confrontation (EL 14)

The Guildmistress does not react to the sounds of combat in Area M11. She waits for the heroes to approach. This large cavern features a couple of stone benches, an oiled vellum map spiked onto the stone wall and several sconces holding torches that burn fitfully in the moist air. To the south rains a curtain of water and the floor before it is wet. The guildmistress stands before the curtain, her back towards the heroes. The sound of the water rushing past this cave is nearly deafening, yet when she speaks, her honeyed words carry past the din clearly. When the heroes enter the room, she speaks.

“You have ruined me, but I suppose you know this given your efforts to halt our venture. I presume you know we operate with the King’s assent, but again, you mavericks follow your own rules. I respect you and your efforts...” She then turns to face you, revealing stunning beauty, her golden hair framing her face. Queerly, she seems just like the angel you met guarding the Whimpering Depths, but it cannot be...

The guildmistress is under the effects a *change self* spell, the resemblance between the guildmaster and the deva are coincidental. She has no real interest in facing a band of well armed dangerous heroes, but also realizes she is cornered. She tries to talk her way out of danger, but if the heroes attack, she defends herself to the best of her ability.

Maegena, Guildmistress of the Grey Rook Thieves’ Guild, Female Human Rog14: CR 14; hp 79; see the **NPC Appendix** for details.

Personality/Description: The guildmistress, her real name is Maegena, killed the previous Guildmaster in a bloody duel before all the heads of the respective cities throughout the land. The fight was fair until, until he used a wand in a vain attempt to polymorph her. She evaded the attack and plunged her shock rapier through his left eye. Since then, she changes her appearance through



disguise or magic, always evading those who would have her position and eminence. She has little interest in hagdne, though she enjoys the coins the king is willing to spend. She now regrets ever getting involved as the effort in training harvesters and extracting the drug is expensive in costs to both life and coin. Even if the heroes do not defeat her, she stops pursuing hagdne soon after Udare and Sons is uncovered in Durbenford.

Tactics: If forced into combat, the guildmistress drinks her *potion of haste* and activates her *ring of greater invisibility*, before jumping into the heart of the heroes, but only if there is an unoccupied space for her to jump. On the subsequent round, she whirlwind attacks all opponents within 5-feet, gaining sneak attack damage on every successful hit due to her invisibility. With her *hasted* action,

she attempts an improved trip attack against the weakest of the heroes, before taking her free five-foot adjustment. She continues this tactic until all of the heroes are dead, or until her *haste* runs its course. If the PCs deal enough damage to reduce her hit point total to 30 or less, she leaps from the ledge using her *ring of feather falling* to slow her fall to the water below, where she swims away to a safe place to hide. If she flees, she does not bother the heroes anymore for the duration of this adventure, though she could be an excellent villain for future games. Itching for revenge, she makes a pact with the Prince of Lies to form an army of fiends to kill her new archenemies. On the other hand, perhaps, she must seek out the heroes to stop an even greater threat endangering all the land and people. The Guildmistress could prove to be a dangerous enemy or an invaluable ally.

The Errant Prince

The trouble with Durbenford seems nearly concluded once the *Nanoc* is “safely” in Prince Geoffrey’s hands, with the destruction of the Grey Rook Guild assured and King Ulrich soon to be exposed for his crimes. However, the feelings of completeness evaporate quickly once the heroes return to Durbenford to collect their payment. It seems, while they were off battling the Grey Rooks, someone took the *Nanoc* and the Prince, for there is no sign of them anywhere. Worse yet, King Ulrich is due to arrive in a day or so, and having Prince Geoffrey at hand would support their claims for when they present the evidence of the King’s culpability in the plot to distribute the drug. Now, with no Prince, no *Nanoc* and last, a King due to arrive to settle the matter of succession, the heroes are about to embark on the final journey to settle the troubles afflicting this community.

DM Notes

This chapter bridges the final events at Caer Durben to the disparate threads of the previous chapters. In this chapter, the heroes must determine what happened to Prince Geoffrey and the *Nanoc*, confront King Ulrich for his wicked plotting, uncover a new threat in Jacques Ul’gae and finally face the demons sent by Mal’Tagrithe. These encounters should all occur in the order in which they appear. If, however, the heroes opted not to confront the Grey Rook Guild, the Fat Man presents them with documents implicating the King, but he sells them for 15,000 gp and the security of his mother, Lady Alliar.

I. The *Nanoc* and Prince Geoffrey Missing!

After defeating the Grey Rook Guild, the heroes are armed with a most vital commodity: information. Nevertheless, when they return to collect their promised land grants, and to inform Prince Geoffrey of his father’s crimes, they find that he is gone. A search of the city proves fruitless; it is as if he just disappeared.

However, the heroes get a clue when they go to the Ox and Hammer. Jonathon Onmykon, the innkeeper, approaches them meekly. A Sense Motive check (DC 24) allows the character succeeding the check to sense his trepidation. As he draws nearer, he wrings his hands and mops his brow with an old washrag he keeps in his back pocket. After clearing his throat three times, he says, “Friends, this was left for you, by a most unfriendly chap. It’s a message, see.” He hands the party leader a smooth scroll case of black leather. Fitting each end of the scroll is a mithril cap. The expensive tube bears no markings. After Jonathon hands them the scroll, he bows deeply and returns to the bar to watch.

Jonathon, if asked, says the person who delivered the message wore outlandish clothing, wide breeches and shoes curled at the toe. He also wore a vest with nothing underneath. A wide saber hung from his belt along with an oddly curved knife. He was swarthy skinned with long black hair and a handlebar moustache. His accent was strange and unfamiliar, but he had no manners, treating him as if he were but a servant.

Detection spells reveal nothing of the scroll, nor is the scroll trapped. Once opened, the scroll features pictographic writing in an ancient tongue, a language long dead. To read the text, a character must succeed a Decipher Script check (DC 30) or use some type of magic to read the text. If the heroes translate the scroll, read the following text.

With deepest respect and humility, I do greet you. The prince sends his regrets that he was not able to meet you after your foray with those despicable thugs, but would send congratulations, if he could, for your victory and triumph over evil. Duty prevents your Prince from honoring you in person, for to me he owes his greatest debt. For you see, while guest in my house in the peerless city of Braktu, he brought shame to my family through an embarrassing tryst with my daughter Jessica. When he learned she was with child, he fled to his father, quickly forgetting the responsibility owed to my despoiled child and my ruined name. Now is the time for him to make amends. Of course, considering your influence with the royal family, perhaps you might pressure good King Ulrich to arrange a suitable marriage between our two families, thereby erasing the stain on my family and allowing the restoration of his son to the arms of his doting father. To ensure the survival of young Prince Geoffrey, the King must announce to all of Durbenford, before all the gathered people that his son, Prince Geoffrey shall wed my beautiful daughter Jessica Ul’gae within a fortnight on his honor. Failing this, Geoffrey shall indeed be returned, but only his extremities, for I shall keep him alive to torment for the rest of his natural life, slicing bits of his flesh to send back to his adoring father. I thank you in the name of He who watches us in life and death, and who punishes us for our mortal failings. I know you shall do the right thing.

*Best wishes to you and yours,
Jacques Ul’gae.*

This letter, while on the surface, is simply a ransom, it actually reveals quite a bit of the plots at work. Studying the letter and making a variety of Knowledge, Gather Information or Bardic Lore checks can deduce many of the clues present in the text. Bards may use their Bardic Lore ability in substitution of any of the required knowledge checks, but the DC is 2 higher than listed.

First, a Knowledge (geography) check (DC 20) reveals the tone of the letter is customary of desert cultures and southern merchants, who employ obsequious formality when greeting a customer. Another check (DC 25), using the same skill, results in identifying Braktu, a mysterious city far to the south, reputed for its debauchery and wickedness.

A Knowledge (religion) check (DC 27) made in conjunction with the aforementioned geography check reveals citizens in Braktu openly worship Orcus. A Knowledge (local) or Gather Information check (DC 18) confirms Geoffrey did travel extensively until he returned abruptly. Another check (DC 24) reveals a rumor that Geoffrey returned physically scarred and somewhat changed in respect to his mannerisms and bearing. He has not been as ambitious as he once was. Another Knowledge (religion) check (DC 21) reveals the invocation at the end of the letter is one commonly used in worship of Orcus. Last, a successful Bardic Lore or Knowledge (the Planes) check (DC 30) on the name "Jacques Ul'gae" reveals that to be the alias of a notorious merchant prince and planar refugee from a land known as Khemit. Although the actual location of Khemit is unknown, it is believed to be an exotic land that exists in a concordant plane (see *Necropolis* by *Necromancer Games* for more information on the land of Khemit). In this plane, Jacques is known (DC 32) for his dealings in slaves, drugs and murder.

The truth of the matter, though, is that Jacques Ul'gae did not write this letter. Mal'Tagrithe wrote it to subject the King to her. She hides in the city, waiting to kill the King. Jacques knows Prince Geoffrey is "missing," and knows nothing of his captors. Mal'Tagrithe killed the innkeeper and assumed his identity to deliver the fabricated message. Once the heroes are engrossed in the letter, she slips away unnoticed. When the heroes discover Jonathon gone, and if they search for him, they find his corpse nailed to the ceiling in his personal chambers, his entrails exposed incidentally granting access to a swarm of hungry flies. The succubus killed the man and stored his body there. There is no sign of the succubus or of Geoffrey.

2: King Ulrich and Prince Michael

Sometime the next day, King Ulrich and the Crown Prince Michael arrive via a wizard's *teleport* spell. Ulrich discovered from his son that Geoffrey had hired a group of adventurers to uncover a magic sword from the Whispering Depths, and so not finding his son, he seeks the

heroes. At some point during the day, they find the heroes if they still reside in the city. If PCs left for other reasons, Jacques and his men succeed. Should this regretful turn of events succeed, skip event 3.

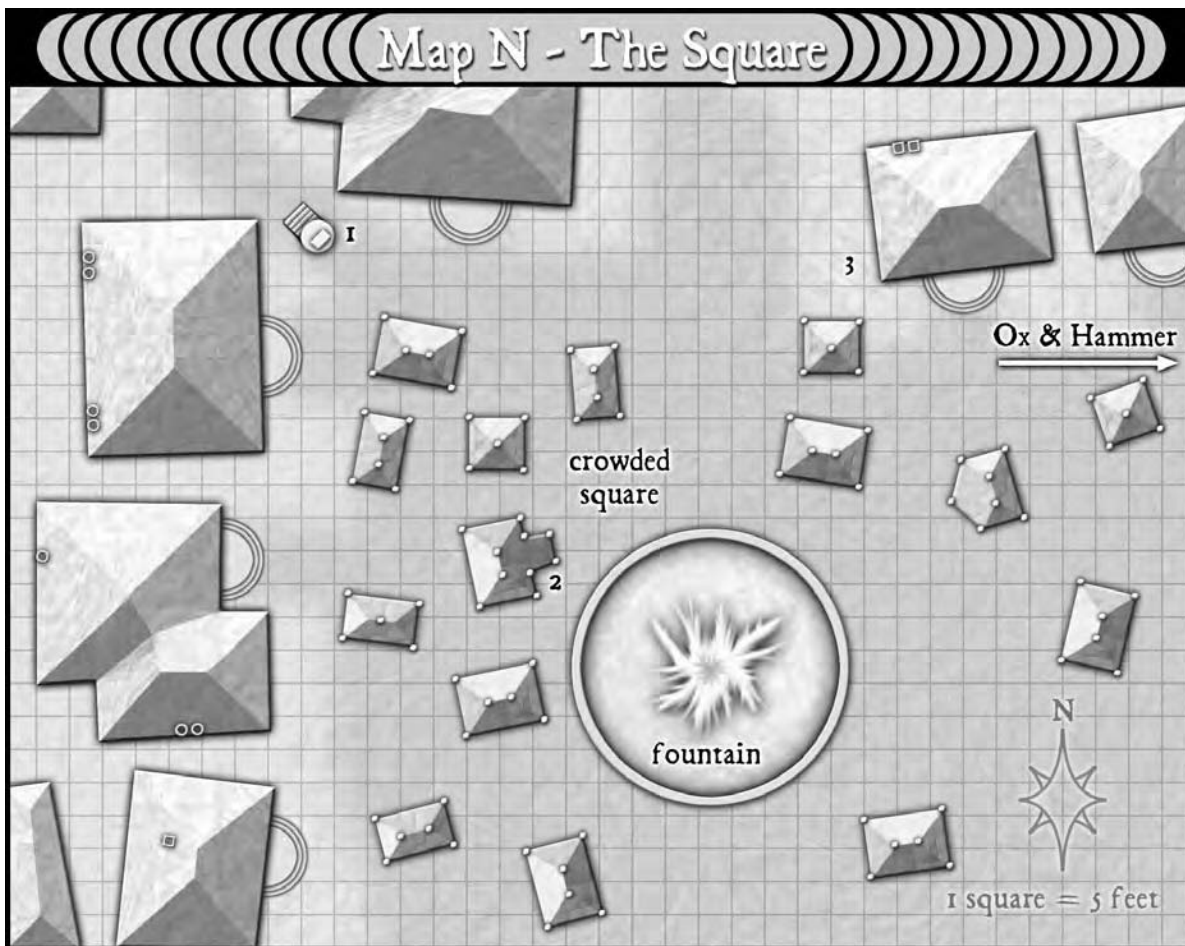
When the king and his son approach the heroes, he first asks about his son. Of course, the heroes likely do not yet know where he is, though they may have hunches. More importantly, this is the opportunity to reveal to the king the evidence they have of his complicity in the Higdne plot. When they confront the king and his son, read or paraphrase the following text.

King Ulrich, a man in his middle years, with long wavy blonde hair, touched with grey at temples, retains the build of his youth. Standing just over six-feet tall, he is well muscled and his bearing is confident. Sharp blue eyes meet your own when you confront him in his role in the Grey Rook Guild's crimes. For the first time since you met Ulrich, it seems his confidence wavers. He asks, "Have you proof... of course you have proof, without it, you would be the greatest fools this kingdom has ever seen. Perhaps you are anyway. It makes no difference now, though. Allow me to explain, if you please..."

You notice Prince Michael, a thin man, with thin hair, gaunt features, and tired eyes, does not appear surprised by his father's crimes. The only evidence of his shock is in his sudden standing, kicking the chair behind him accidentally.

"Higdne. So innocent, so profitable, but since I embarked on this venture, I have been met with sorrow and destruction at every turn. Yes, I funded the Guild's operation. My coin bought out the lumber businesses in Durbenford. It was an investment, one that required so little capital, yet promised great gains. As the lords grew richer off increased profits from their peasants' labor, the kingdom, in turn, would see increased tax revenue supporting our effort to defend the country from the threat of war posed by the aggressive giants to the north. My spies have informed me that giant expeditionary forces are probing the northern borders. A war against those forces requires funds even I could not generate without making some hard decisions. I would rather save my people in whatever way I could, rather than see them condemned to death at the hands of monsters. It is no excuse, and I suppose it no longer makes a difference, for now Higdne is lost, costing me more gold than the profits would have otherwise earned. Now, I fear, all hope is lost.

Though the threat of war does nothing to absolve the King of his guilt, the kidnapping of his son has a higher priority than his abdication of the throne, which he promises to do once the kidnappers return his son. Before proceeding with demands delineated in the letter, he believes the crown prince is in danger as well, and feels his son, who had nothing to do with Higdne, must go into



hiding. PCs can choose whatever options they desire to achieve this end, but if they are at a loss, the Fat Man may be a good choice, or better still Old Gar if he still lives. Regardless of where Michael goes, he is safe throughout the remainder of the adventure.

King Ulrich agrees to the terms, for he sees little alternative especially if the heroes have already made a search of the city, and dispatches criers to announce to the town the King shall speak at dawn in the Square the following morning. Ulrich is prepared to meet the demands of Jacques, unfortunately, Jacques has not himself made any demands, and when the king appears before the people, he attacks (see Event 3).

3: Enter Jacques (EL 15)

In the city, news of King Ulrich's address spreads quickly. The King is a popular man among the citizens of the Northern Kingdom. Thus, well before dawn, the Square is full of eager people, gossiping, listening to rumors spread by Shubryn the Loud. It seems everyone knows Ulrich is to speak, but no one knows what about.

At dawn, Durbenford's citizens fill the square in expectation of the King's announcement. From haughty nobles to the lowliest of beggars, it seems as though everyone has turned out for the event. Food vendors start early, offering sausages, fresh muffins and more, all at slightly inflated prices, bilking the populace for as much

as they are able. Ulrich looks nervous as he walks through the crowd. The sun just crests the eastern horizon, and the crowds divide providing passage for their beloved king. Ulrich climbs the few steps to the podium, where he is to announce the wedding of Jessica Ul'gae to his son, Prince Geoffrey. He rubs his hands together, his features are haggard, but he begins to speak calmly until Jacques Ul'gae's minion attacks. Before the heroes can act, the creature throws its head back and howls, while grabbing a hapless and terrified commoner and thrusting the lost soul into its maw. Chewing noisily, it moves towards the podium.

Jacques Ul'gae, of course, caught wind of the some pronouncement and quickly spread word to his daemon binder, calling forth the dreaded **cacodaemon** to strike against the King and gain his revenge. Remember, Jacques did not kidnap Geoffrey, nor did he write the letter. This stage is Mal'Tagrithe's carefully orchestrated plan, to eliminate the King and prepare the way for her bastard son.

King Ulrich addresses the people in accordance with the letter from position 1. Overlooking the Square is an evil cleric in Jacques' employ, whom he hired to call a cacodaemon, timed to appear at first light. Jacques paid the summoner to call the daemon and then leave, allowing the creature to wreak as much havoc as possible and given Jacques

the time to disintegrate the King. The cacodaemon appears at position 2. Jacques watches from position 3, and awaits the appearance of the cacodaemon prior to casting *disintegrate*. Follow the order of events in the tactics section as closely as possible to ensure Mal'Tagrithe's plan to come to fruition. The cacodaemon's full stat block appears in the **Tome of Horrors**. Refer to that book for more details. See **Map N** for details on the Square.

King Ulrich, Male Human Ari12: CR 11; hp 81; see the **NPC Appendix** for details.

Cacodaemon: CR 13; hp 93; see the **Monster Appendix** for details.

Jacques Ul'gae, Male Human Rog2/Clr7/Blk4: CR 13; hp 84; see the **NPC Appendix** for details.

Personality/Description: Jacques Ul'gae is a lean man, with chiseled features and casual bearing. He has short black hair peppered with grey. At the time of the assassination attempt, he wears baggy black breeches, a green shirt and a fox-fur cloak.

"Jacques" is a merchant prince and secret cultist of Orcus. He is a refugee from Khemit who long ago fled his native land and his native plane after making too many powerful enemies. Using his demonic contacts, he came to this plane and took the name Jacques Ul'gae to begin anew. (See **Necropolis** by **Necromancer Games** for more information on the land of Khemit).

He now hungers for revenge for what he perceives is the soiling of his daughter. Though he does not realize Mal'Tagrithe murdered and replaced his real daughter well before the conception of his grandson, revealing this fact to him does nothing to sway him from his course of action, his greed runs too deeply for him to care much about trifles of his daughter's legitimacy. In fact, he likely would perceive the crime as a blessing from his foul lord, Orcus. Above all else, Jacques wants to expand his trade in murder, drugs and slaves into the North Kingdom, believing the lands ripe for profits in a business such as he traffics.

Tactics: As soon as the cacodaemon appears, the combat follows a strict order of events. Follow the events as closely as you are able. However, as PCs have a tendency to act outside of the DMs expectations, feel free to alter the course of the fight as needed.

Round 0: Jacques' cleric calls the cacodaemon from a concealed position. The appearance of such a creature panics the crowd, eliciting screams and confusion. Jacques reads the *scroll of disintegrate* and targets Ulrich.

Round 1: The cacodaemon, somewhat surprised at the surplus of viable food in commoners, kills as many people as possible. Assume it kills one per

attack. If the *disintegration* succeeded, Jacques casts *shield of faith* and moves to leave the Square. If the initial attack failed, he reads *implosion* from a *scroll*, again targeting the King, who if still alive, draws his sword and moves to engage the daemon. The summoner *ethereal jaunts* away. The commoners flee, making it difficult to reach Jacques (characters can only move at half-speed).

Round 2: If the initial attack succeeded, Jacques casts *divine power* and continues to move away from the Square. If *implosion* succeeded, Jacques performs the action listed in Round 1. However, if his second attempt failed, he moves toward the King and casts *deeper darkness*, hoping to kill the king by hand. The cacodaemon gleefully engages the King, and if under the effects of magical darkness, it fights using its Blind-Fight feat.

Round 3 and onward: The cacodaemon fights to the death. Jacques fights until three or more heroes engage him, or his hit points fall to 25% of normal. If unable to escape Jacques surrenders and tells all he knows (see below).

If the heroes capture Jacques, he tells the heroes his name, but denies having kidnapped Prince Geoffrey. Though it was his original plan to capture the errant prince, he could not find him in the city. Hearing the King was to speak, he devised a plan to kill the King in revenge for his family's misfortune. He readily describes his homeland, the business he is in, and his plans for the Northern Kingdom. He begs for his life, though if he was successful in killing the King, the people of North Kingdom, and the newly anointed King Michael, demand his life as payment for regicide.

At this point, the heroes have lost the *Nanoc*, Prince Geoffrey and perhaps the King as well. With the Crown Prince Michael safe and in hiding, the heroes must determine who the true enemy is. From speaking with Jacques, the heroes may discover Jessica Ul'gae is involved herself, having urged her father to get vengeance for her and her child. Yet even he does not know her current whereabouts. Likely having achieved 13th-level, the heroes have several magical options available to them. Through such spells as *commune*, *contact other plane*, *legend lore* and others may provide the solution if the correct questions are asked. Of course, in the unlikely event they lack these spells, the heroes could research Juptal's library, as mentioned in **Environs of Durbenford**, where they find the necessary clues to determine who truly is behind the troubles at Durbenford.

Once the heroes discover Mal'Tagrithe is behind the plots, it is a matter of simple deduction to find where she lairs. She must be in or near the city as she or one of her agents delivered the ransom letter to the heroes. When the PCs determine she

is not in the city, which the Fat Man confirms, if he is still alive and within the city. They can use the aforementioned spells to narrow their search. Alternatively, they could question Shubryn the Loud or the fishermen, who all claim to have seen or heard tell of strange lights and sounds emanating from the ruin of old Caer Durben up in the Kal'Iugus. If the heroes probed this location at an earlier point, they are likely to connect the dots, and deduce the key to everything rests there. If the heroes are stumped and spend an inordinate amount of time in frustration, for the sake of the campaign, you may want to recap the major plots as they have transpired thus far. If the players still cannot identify the identity and location of their enemy, you may have to give a few more hints, perhaps in the form of letters written from Jessica to Jacques, prodding by their NPC allies, or even more overt tactics such as weird explosions sounding from the castle on high. If the heroes uncover the plots on their own without DM involvement, award the party a bonus 3,000 XP. If they save the King, award an additional party award of 500 XP.

4: Mal'Tagrithe's Revenge (EL 14)

If the assassination attempt fails, Mal'Tagrithe is quite frustrated indeed. Though she retains Prince Geoffrey and the *Nanoc*, she fears the heroes' interference with the artifact's return to Orcus and the ascent of her cambion son to the throne of

the Northern Kingdom. Seeing one of her most powerful thralls, Jacques Ul'gae, fall to the heroes compels her to send some minions to deal with the irksome adventurers. This is her first mistake.

Six hours after the assassination attempt, Mal'Tagrithe dispatches a squad of **6 half-fiend half-minotaur barbarians** to slaughter the heroes. Watchful PCs may see the squad flying from Caer Durben on a successful Spot check (DC 30). Otherwise, use normal Spot rules for encounters as found in the *DMG*. This attack can happen anywhere in the city.

Half-Fiend Minotaur Bbn3 (6): CR 9; hp 87 (107)*; see the **NPC Appendix** for details.

Tactics: Bred in the depths of the Abyss, these foul demons descend from the sky using their charge attacks from overhead. They have no regard for their own safety, bent on destroying the heroes as they are. If they face flying opponents, they descend to fight from the ground, as they lack the ability to hover and are not as agile in aerial fighting. They fight using group tactics, double-teaming lightly armed characters, focusing on spell-casters before fighter-types.

Development: If the heroes have yet to determine where they should venture next, the appearance of these creatures should be a good clue and motive for exploring Caer Durben. Even if the heroes did not spot the flying minotaurs, at least one witness did. The goal now should be clear, Caer Durben lies ahead.

Caer Durben

After intense investigation, an attack on the King and bombardment by a wing of demonic minotaurs, the heroes determine that the source of the trouble at Durbenford, the location of the *Nanoc* and Prince Geoffrey lies in the ruins of old Caer Durben high in the Kal'lugus. Use **Map O** for this level.

DM Notes

Traveling to the castle is simple or dangerous depending on what method of transportation the heroes use. *Teleportation*, *fly* and other methods should be available to the heroes, but if not, an overland trek is possible, if a bit daunting. The plateau is about 6 miles away.

Caer Durben sits on a plateau some 500-feet above arduous and trackless mountain terrain of boulders, rock falls and defiles. Movement through the lowland terrain is at 1/4 Speed. Chances for Wandering Monsters are the same in this stretch of the range as described in **Environs of Durbenford** chapter. However, for encounters with creatures previously defeated or listed as encountered once, replace them with a wing of half-fiend minotaur barbarians. Use the statistics listed in the previous chapter for these meetings.

Once the characters reach the base of the rise, they face a dangerous ascent, extending upwards almost 500-feet. Climbing the face of the rise requires Climb checks (DC 15). Every hundred feet the heroes ascend, roll

Entrance Level

Difficulty Level: 13

Entrances: The most obvious entry point to this level is through Area 1. However, characters could go over the exterior walls to Areas 28 or 29, thereby gaining access to the rest of the complex.

Exits: There is one entrance to the dungeons and it is down the Warded Stairs at Area 27.

Wandering Monsters: Check once every 20 minutes on 1d20.

1-2.	1d4+2 half-fiend minotaurs (see the NPC Appendix for details).
3-4.	1 retriever demon (see the <i>MM</i> for details)
5-6.	1d2 vrock demons (see the <i>MM</i> for details)
7.	1 hezrou demon (see the <i>MM</i> for details)
8-20.	No encounter

Detections: Everything here detects as mildly evil and chaotic. Area 27 detects as overwhelmingly chaotic and evil. Otherwise, there are no unusual detections.

Shieldings: Area 27 and the Dungeon beneath are shielded with an extraplanar barrier preventing magical travel.

Continuous Effects: The proximity to the gate to Orcus' realm and the vile energies at work beneath the castle causes a strange warping effect on all those who come onto the complex grounds. Characters of Lawful and/or Good alignments suffer a -1 circumstance penalty on all Charisma checks. Additionally, all undead here gain a +4 turn resistance, and all dice to resolve turning damage are at -2 per die rolled (minimum of 1).

Standard Features: Exterior walls, including the walls of the castle proper, are four- to five-feet thick and made of magically treated hewn stone. Plinths,

adding 5 to the Break DC, reinforce the outer walls. Mal'Tagrithe buttressed the walls with fell runes and obscene energies.

Magically treated Exterior Walls: 5 ft. thick; Hardness 16; hp 1,800; Break (DC 85); Climb (DC 20).

Interior walls are not quite as strong as the exterior ones. These walls are magically treated reinforced masonry. Every 10-feet or so are blasphemous markings and eldritch diagrams etched or painted in blood on their surfaces.

Magically treated Reinforced Masonry: 1 ft. thick; Hardness 16; hp 360; Break (DC 65); Climb (DC 15).

Ceilings throughout this level are 20-feet tall, featuring columns built into the face of the walls to lend support overhead. Harmless stone gargoyles grin on top of every lintel, and perch along all the walls. The same abyssal graffiti decorating the walls extends to the floors and ceilings presenting a ghastly image to behold.

Skulls with *continual flame* are mounted on old iron sconces and light all rooms. The flames emitted by these light sources are sputtering green fire. The eerie light cast by these torches imposes a -2 circumstance penalty on all Spot checks. All areas feel cold, and there is a sickening stench of rotting viscera throughout.

Doors are stone and are unlocked unless otherwise specified. Each door is enchanted with a *magic mouth* (*dispel* DC 18). Unless an outsider with the evil subtype opens the door, the *magic mouth* shrieks a string of 25 foul and blasphemous profanities. Affixed to every door is a rotting tongue. When the *magic mouth* discharges, the tongue falls to the floor.

Stone Door: 4 in. thick; Hardness 8; hp 60; Break (DC 28).

1d20. On a roll of 1-5, another wing of half-fiend minotaurs attacks while the heroes climb. See *PHB* for rules on climbing, and *DMG* for falling rules.

Caer Durben is a crumbling fortress of stone. An intact 20-foot high wall bars entry to the outer bailey, reinforced with plinths and splays at regular intervals. Though the towers now stand no taller than rest of the castle, they too remain intact near the base. The walls begin at the mountain behind the complex serving as a backdrop for this precipice and meet at two towers conjoined by a rusted portcullis, a sort of barbican. Ancient pine trees, stubbly grass and rubble clutter the place, making it seem undisturbed, forgotten and dead. Yet, despite the stillness, there is a feeling of coldness, of ancient evil stirring, and a wrongness that you cannot identify. Through the old bars, you see more evidence of ruin inside the inner bailey, as weeds and rocks cover the floor.

O1. Portcullis

Barring entry to the core of the castle is an old and rusted portcullis. Coating the bars of this gate is dragon bile (contact poison; Fort [DC 26] 3d6/0). Through the bars, a character can see ahead through the gauntlet into the courtyard beyond. Above the yard is a crumbling bridge that stretches overtop.

Iron Portcullis: 2 in. thick; Hardness 10; hp 45 (rusted); Lift (DC 25); Break (DC 26).

O2. Gauntlet

Beyond the iron bars is a tunnel leading to an inner courtyard. Overhead are grates from which defenders likely poured burning oil on their foes centuries ago. Now, aside from the bars of light pouring down through the murder holes, the tunnel is dark and there is no sign of movement. The ground here is stone cobbles, and dead weeds rot between the stones. A door stands on either side of this 15-foot wide passage, some 20-feet inside.

The murder holes are not dangerous, merely disconcerting. Tiny characters can squeeze between the grates 20-feet overhead leading to open air above, the upper level long since ruined. However, these bars, like those of the portcullis are also covered in dragon bile (see Area 1 for details). Both of the doors in the gauntlet are locked, requiring an Open Locks check (DC 30) to bypass.

O3: Courtyard(EL 13)

The courtyard here is a wide-open space, featuring a crumbling bridge overhead spanning the length of the yard. On the eastern wall stands a stone structure, though its roof has long since caved in. A doorframe, the door long since rotted

away, allows access to the ruin. A stone door stands on the north wall. Disturbingly, foul graffiti painted in blood mars the portal, but worse still is the blackened tongue of unknown origin nailed in its center.

Buzzing around the bridge above are 2 **stirge demons**. Full details on stirge demons are in the *Tome of Horrors*. Refer to that book for full a full entry. Once the characters emerge from the gauntlet, the stirge demons attack.

Stirge Demons (2): CR 11; hp 52; see the **Monster Appendix** for details.

Tactics: Most likely, the stirge demons have surprise, though even if they do not, they follow the same attack pattern. On the first round of combat, call for Will saves to resist the sound of the stirge demons buzzing. Afterwards, the stirge demons use their fear aura as a free action. Then, one descends engaging an unarmored foe. The other attempts to use *telekinesis* on an armored foe, lifting the hapless PC from the ground, moving him over the edge of the cliff to let him fall to his doom once the PC is suspended above the drop.

On the following round, the stirge demon chooses a new target if the first succeeds his or her saving throw, while the second demon uses *darkness* on the characters below. They follow these tactics until all of the heroes have either resisted or succumbed to their *telekinesis* attack. Sleeping characters are set upon and drained of their blood.

Treasure: These creatures have no treasure.

There is nothing of value here, though tampering with the southern door triggers the magic mouth, unless the opener is an outsider with the chaotic or evil subtype.

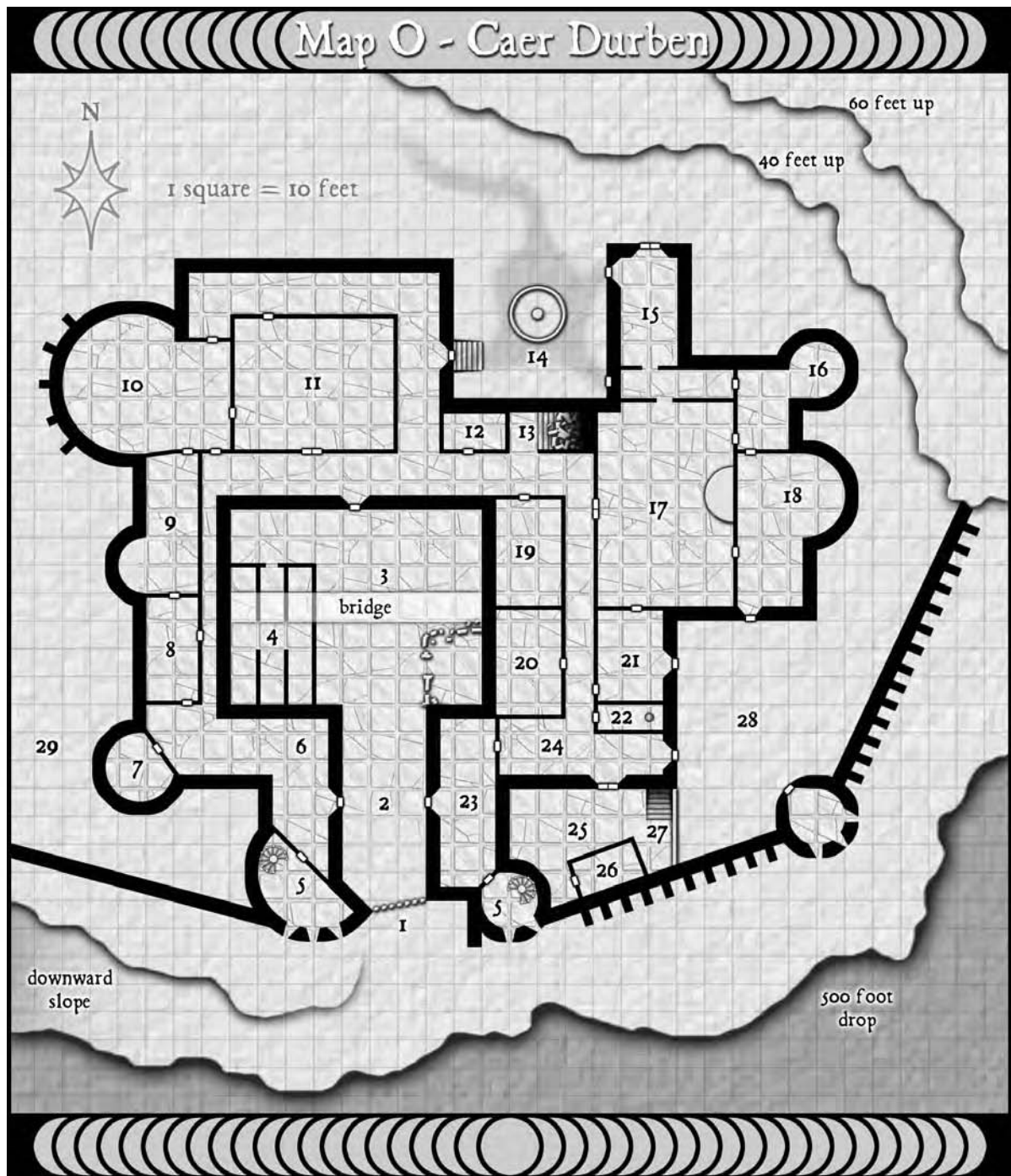
O4. Stable

The Characters gain entry to this ruin through the top or through the doorframe. Inside they find motes of dust filling the ruins of this former stable. Despite the exposure to the elements and the sorry state of this area, this place still carries the stench of a stable. Mixed with the fallen timbers are bleached white bones, animal, but a humanoid skull stares with empty sockets.

A casual searching the room uncovers nothing. However, if the heroes make a concerted effort, excavating the chamber, an action requiring 1d4 hours, the heroes find buried under the largest section of rubble a *stone horse* of the *courser* variety.

O5: Barbican

This area reflects two identical locations. Each of the northern guard towers guard the gate and primary means of entry into the fortress. Both feature arrow slits facing to the south, granting a great deal of defense to those



standing in them. The means of entry to either of these towers are through single stone doors on their northern walls. Both feature spiral stairs leading to open air, as the upper levels have long since crumbled away. Aside from a few bits of trash, an arrowhead or two, these rooms are both empty.

O6: Hall (EL 14)

The Seeker, Mal'Tagrithe's personal assassin, lurks in this hallway. This malevolent creature patrols all of Area 6 and responds to any unusual noises, such as the magic mouth trigger on any

doors, or loud combats. It moves to investigate any such sounds emanating on this floor, but does not investigate any weirdness from the second floor or the dungeon.

The Seeker, Half-Fiend Doppelganger Rog1/Asn6: CR 13; hp 82; see the NPC Appendix for details.

Tactics: Though the Seeker is a significant threat, he does not stand a chance in toe-to-toe combat with a party of vengeful heroes. Instead, when the Seeker hears an unusual sound, he creeps towards the source. Using his significant Hide and

Move Silently skills, he converges on the spot. If he hears voices or anything unusual, he drinks his *potion of invisibility*, at which time he follows and studies the heroes, attacking when it is least convenient for them, such as when they combat another creature. When melee erupts, he casts *greater invisibility*, and studies his opponent for three rounds, opening with a death attack. While still *invisible*, he showers the heroes with flaming arrows, gaining sneak attack damage due to his invisible state. Just before his *invisibility* runs out, he casts *invisibility* before retreating. The Seeker assumes other likenesses if it is convenient to do so, but does not expose himself to undue harm. He does not follow heroes to the Dungeons below.

O7: Armory (EL12)

This room holds 1 **half-fiend blood reaper**, ripped from its native world and forced to serve Mal'Tagrithe. For a blood reaper's full statistics, refer to the *Creature Collection II*, by Sword and Sorcery Studios.

This dusty room holds several racks of weapons and armor, ranging from greatswords and flails to moldering suits of leather armor and tarnished plate. Standing in the center of the room is a huge faceless monstrosity with four arms ending in long razor sharp blades. Its carapace suggests coagulated blood, and it covers the entirety of the creature including the insect head. With the heroes open the door, it lurches from its torpid state, scenting the air with its antennae. It fights to the death to slake its unholy thirst for blood. Sounds of combat here are certain to alert the Seeker.

Half-Fiend Blood Reaper (1): CR 12; hp 126; see the **Monster Appendix** for details.

Tactics: When the door opens, the blood reaper sniffs the air for its quarry. If it detects living flesh nearby, it utters *blasphemy* and springs forward to engage an arcane spell user or cleric. On the following round, it directs all four of its razor attacks at one PC, ignoring all others, and then positions itself to avoid receiving flank attacks. On the next round, it springs back and uses its blood fire ability, intending to incapacitate the target. Thereafter, it uses its darkness ability to improve its defenses, and flenses as many heroes as it is able to before it dies.

Treasure: There is no worthwhile treasure in this chamber. Corrosion pits all of the swords and the armor falls apart to the touch. Time has taken its toll here.

O8: Barracks

This room was once a barracks. Now, aside from a few moldering cots and a swarm of moths, this room is empty. The door on the northern wall is locked, requiring an Open Locks check (DC 20) to bypass.

O9: Servants' Quarters

This room housed the servants when the Durben family lived here. Now, this room is empty, except for dust and a few impressive cobwebs. The door on the southern wall is locked, requiring an Open Locks check (DC 20) to bypass.

O10: Kitchens (EL13)

A Listen check (DC 5) made before any of the doors leading to this room reveals a lot of noise coming from within this chamber. Inside play 12 **mephits** of every type, swarming about and tormenting a captured avoral celestial. Thus far, they have severed its wings, and are working towards disemboweling it. Overseeing their work is a laughing **abyssal fire giant**, exulting in the evil they work.

Not much remains in this ancient kitchen, aside from a few bits of broken crockery and a flaming hearth. Tied and hanging upside down is the angelic being, though much abused. Swarming about the poor creature are the mephits. Two of the impish creatures struggle with the hanging creature's innards, as they pull and tug to unravel the guts packed tightly in the abdomen of the tortured woman. Slapping his hand to his knee, and turning his mammoth head, confusion dawning on his still smiling face is a fire giant, though rows of mottled brown horns decorate his skull.

Assuming the heroes have gained surprise, they should have the opportunity to save the celestial. If they do manage to save the avoral, the celestial accompanies them through the remainder of the adventure.

Air Mephit (1): CR 3; hp 13; see the MM for details.

Dust Mephit (1): CR 3; hp 13; see the MM for details.

Earth Mephit (1): CR 3; hp 19; see the MM for details.

Fire Mephit (3): CR 3; hp 13; see the MM for details.

Ice Mephit (1): CR 3; hp 13; see the MM for details.

Magma Mephit (1): CR 3; hp 13; see the MM for details.

Ooze Mephit (1): CR 3; hp 19; see the MM for details.

Salt Mephit (1): CR 3; hp 19; see the MM for details.

Steam Mephit (1): CR 3; hp 13; see the MM for details.

Water Mephit (1): CR 3; hp 13; see the MM for details.

Fiendish Fire Giant: CR 14; hp 142; see the **Monster Appendix** for details.

Llywecla, female Avoral: CR 9; hp 66; see the MM.

Personality/Description: Llywecla came to the Material Plane to investigate the removal of the Nanoc from the Whimpering Depths, but when

she arrived at the massive dungeon, Mal'Tagrithe's agents attacked her. These fiends were there to confirm the *Nanoc's* release. The prospect of capturing a celestial after they had destroyed the guardian at the entrance was too thrilling of an opportunity to pass up. Thus, the fiends captured her after delivering a sound beating. They affixed her with a *collar*, and over the last few weeks, have subjected her to tortures conceivable only in Hell. If freed from the collar of null magic, she vows to assist the heroes in overthrowing Mal'Tagrithe, her machinations and razing Caer Durben. Llywecla knows, from overhearing the succubus that she intends to summon the shade of Garathorn in the bowels of the castle, to restore the sword to his rightful hand, as so ordered by Orcus. What the demoness intends after, the avoral does not know.

This avoral would be beautiful beyond compare if it were not for the blasphemous carvings in her flesh by the magma mephit's knife. They sheared her long auburn hair to stubble and the torturers removed her left eye. The final affront is that the fire giant clipped her wings, making her unable to fly unless *healed* or *regenerated*.

Possessions: Llywecla wears, against her will, a *collar of null magic*. See **New Item Appendix** for details. Otherwise, she has no equipment.

Treasure: The fire giant carries 4,000 gp in a sack along with some assorted objects of value, including a brooch with an onyx setting (1000 gp), crystal goblet (900 gp), silver necklace (400 gp), and an ornamental knife (50 gp). Hidden (Search check [DC 24]) beneath the hearth, behind a loose stone are three forgotten potions. The glass vials are not labeled, though all three are well sealed. Considering their great age, each potion is somewhat more powerful and confers a longer duration of +25%. For example, the *potion of swimming* confers its benefits for an hour and 15 minutes. Included among the vials are a *potion of delay poison*, a *potion of hiding* and a *potion of swimming*. The magma mephit carries a +1 *unholy dagger*, with which he carves up the celestial.

Or1: Feast Hall (EL13)

This large room is in shambles, wooden tables and benches lie overturned, skeletons littering the entirety of the floor. Double doors lead out of the room to the south, while a single door stands on the eastern wall and two doors to the south. An archway leads to a hallway to the west. Three vast hearths, large enough for a man to walk inside, grace each wall but the southern one. All is quiet in this chamber and nothing moves. The sky is visible through the timbers overhead.

This room was once a feast hall, but no one has dined here since the keep fell 300 years ago. It was in this room that old Baron Durben fell to his

mother's garrote, and where her men poured into the room killing his loyal sycophants and hanger-on's. The skeletons of the murdered lay where they fell, but thieves and would-be adventurers have long since stolen almost anything of value. There is one item of interest remaining here. The baron's sword still lies under its corpse, though his **ghost** protects it still. Finding the sword requires a Search check (DC 22) near the northern fireplace. If a PC finds the sword and touches it, the ghost attacks.

Old Baron Durben, Male Human Ghost Ftr 11: CR 13; hp 76; see the **NPC Appendix** for details.

Description: When the Baron manifests, he appears as an attractive man in his middle thirties. His long brown hair cascades past his shoulders, and his eyes are somewhat piercing. The disturbing factor, however, is that his throat is cut, and leaking from the ghastly wound is ectoplasmic ooze.

Tactics: The Baron manifests as soon as someone touches his sword, revealing his horrific appearance. Heroes could negotiate with the Baron, swearing to avenge his death, by combating the evils in his home. The Baron, as vain as his descendant, is convinced on a Bluff or Diplomacy check (DC 20). If swayed to aid the PCs, he "lends" them his sword on the condition that they bury his remains when they have completed their quest.

Rubble, trash and a few nests fill each of the fireplaces and are otherwise inaccessible.

Or2: Study

This small chamber contains a collapsed desk, long a supply of food for termites. The remains of old books lie scattered about, near the ruins of shelves or half-buried under trash and refuse. Water puddles the room throughout. Everything smells of mildew.

This room is devoid of anything of substantial interest. Searching the room is to no avail, the books have long since deteriorated and the desk holding nothing other than vermin. This room is empty.

Or3: Stairs

The stairs, once impressive, now stand ruined, with great blocks of stone filling all but the bottom few steps. This stairway leads nowhere.

Or4: Garden

Vines and weeds choke the remains of what was a beautiful garden. An old fountain stands in the center with paths leading up to it. The fountain, a construction of stone, features a white dragon rampant that once spat water. Now, green clumps of algae clog the rainwater-

filled basin, with horrible slimy things swimming through the fluid.

The creatures in the fountain are mutated frogs. The warping effects of Orcus' influence have corrupted them, causing them to mutate. Despite their horrific appearance, they are in fact quite harmless.

Or15: Chapel (EL 13)

It is clear that this was once a chapel, thanks to the evidence of paraphernalia like vestments, broken holy symbols, and aspergillums and so on, all shattered in pieces and resting on the ceiling. Accompanying the remains of the chapel are the altar, the pews and other miscellaneous items all pressing into the ruined filigreed ceiling above. Pools of water collect there, creating an odd feeling of vertigo. Most disturbing of all are the nine well-preserved corpses of clerics nailed to the floor and disemboweled, their guts extending from floor to ceiling, creating a surreal forest of glistening flesh. The same blasphemous graffiti decorating the castle covers the walls here too.

Once a church dedicated to good, this room is now the most profane place in the entire complex. Inside lurk 9 spectres, twisted remnants of the original priests who once worshipped here. The door to this chamber is stuck (DC 28 to open). Note, a *permanent reverse gravity* affects this entire room. Finally, a *permanent gentle repose* affects each of the corpses.

After one round, the spectres emerge from the bodies to attack the heroes. Characters are subject to the reverse gravity effect as soon as they enter the chapel, taking 2d6 points of falling damage when they hit the ceiling (20-foot tall) and 1d6 points of damage from the collected detritus gathered there on a failed Reflex save (DC 15). Fighting on the ceiling strewn with debris requires the character to attempt a Balance check (DC 15) or fall prone. In addition, this room is *unhallowed* with the *bane* effect (DC 20). If the heroes defeat the spectres, award them a +10% XP bonus.

Spectres (9): CR 7; hp 45 each; see the MM for details.

Tactics: The spectres divide into two groups, the first flies at the heroes, while the second travels through the floor to attack from below. These creatures, having no cares for themselves, fight to the death.

Or16: Suite

Aside from a fresh pile of dung in the center of this room, the chamber appears to be empty. The western wall curves and even the profanities scribbled on the walls do nothing to conceal the beautiful mural on wall's surface, depicting an angel carrying the body of a haloed man to a vast sanctuary high in the mountains. The

detail is exquisite, depicting a foul sword through the heart of the good soul. Below, on the slopes, gathers a multitude of weeping people of every race, all bearing candles, which they partly cover with their hands to shield it from the winds.

This room is empty. A locked door to the south prohibits entry to the chamber beyond. The dung was left by a destrachan.

Or17: Throne Room

This large room was once a throne room. Two thrones lie toppled atop of a dais on the western wall. Water puddles throughout the chamber. Several doors and one archway lead out. Nothing else remains here, except for the foul tongues wagging on each of the doors, and a feeling of chill in the air. This room is empty.

Or18: Counsel Chamber (EL 14)

The Baron's advisor once counseled his lord in these rooms. The Baron's mother was able to murder her son by seducing the young knight and locking him in the counsel chamber. Unable to break free from the room, near starved, the Baron's mother sold her knight to Orcus who crafted a golden circlet to house the advisor's soul. Now a **skeleton warrior**, he is an utter thrall to Orcus, yet he does not follow Mal'Tagrithe's orders. Hence, he spends his eternity trapped in this room, mad with rage and frustration for his fate. Full details on the skeleton warrior template are available in the *Tome of Horrors*.

This intact chamber's floor is an oversized map of the lay of the land, as it was some 300 years ago. A mahogany desk with crumbling plush chair sits in a large alcove surrounded by books. Other chairs and shelves line the walls. The skeleton warrior attacks all who enter.

Skeleton Warrior, Ftr10/Blk2 (1): CR 14; hp 83; see the **NPC Appendix** for details.

Tactics: The skeleton warrior obeys the compulsion to attack all intruders, though it takes no initiative to cleave to combatants beyond the audience chamber. Hence, it tries to remain within the room while fighting the heroes, though it closes with archers, whom he feels are cowardly. The skeleton warrior fights in a straightforward manner, making good use of his combat feats, both defensive and offensive. It fights to slow the heroes, for every 5 rounds of combat with the skeleton warrior, roll for wandering monsters drawn by the sounds of combat.

Or19: Waiting Room

The sky is visible through the collapsed ceiling. The shell of the room above remains, but a few crumbled walls still stand. For the most part, trash and debris fill the chamber, making footing precarious. This former waiting room contains nothing of value and even less of interest.

O20: Room

Two toppled pillars lie shattered on the floor. This room is quiet and free of the usual debris filling this place. Blood, and not paint, covers the walls. The original purpose of this room has been lost.

O21: Library (EL 11)

A **hezrou demon** explores and reads the crumbling books in this room. So engrossed as it is in the texts, he ignores all but the loudest of noises. Piles of its droppings stain the moldering rugs, and many of the shelves have collapsed. Books it has completed lay ruined in a heap. Light shines from the numerous cracks in the ceiling.

The demon searches for a magical tome that may improve one or more of its attributes, thereby advancing his position amongst the other demons. It searches for such a manual, but has not yet found one. In its searches, it has learned quite a bit about history and magic. If the heroes attack the demon, it drops the book in anger and frustration, lashing out against its attackers.

Hezrou: CR 11; hp 138; see the MM for details.

Tactics: If faced by a large party, the demon assumes *gaseous form* and moves to Area 24, near the eastern door. There it readies a *chaos hammer* for when the heroes round the corner. On the following round, it tries to keep some distance between it and the adventurers. Note the heroes must attempt to resist its stench ability for it is quite mad when interrupted. The hezrou, if dealt half its hit points of damage, *teleports* away to summon another hezrou before going back to hunt down the hateful intruders.

O22: Water Closet

This small chamber features a crumbling wooden bench with a hole cut into the center. It has been so long since it was used the room carries just the faintest odors of its original purpose. The hole drops down to 10-foot deep pit, dark, moldy and foul smelling. Otherwise, this room is empty.

O23: Guard Hall (EL 13)

This is the lair of 8 **athach guards**, bound to serve the succubus. However, they are lazy and do not respond to any sounds of conflict. Much of their chamber stands in ruins, the ceiling long since given way to the weight of time. One of the athach tears strips of flesh away from the soft underbelly of a mountain goat, while others sup upon other still living victuals, all bleating or screaming in panic.

The attach guards are thrilled by the prospect of doing something as they have guarded this room

for far too long, venturing out to snatch a halfling, ram or mountain goat. They have no interest in talking and fight until five or more of their numbers fall, at which time they flee through the door (breaking it if necessary) to Area 2.

Athach (8): CR 8; hp 133; see the MM.

Treasure: Remarkably, these athach have no treasure and are destitute having given over their belongings and treasure to their mistress Mal'Tagrithe.

O24: Trophy Hall

Trash and debris fill this former trophy hall. Moldering stuffed heads lie broken on the floor, their original forms and features long since gone to rats' gullets. Bits of armor, a buckle and a broken sword add to the disarray. What was once an impressive room is now nothing more than a heap of forgotten memories.

This hall was indeed once magnificent; it displayed the exploits of the old Baron, but time has stolen its wonder. Not much left remains of any value, but a Search check (DC 24) uncovers a pair of *gauntlets of ogre power* near the western window.

O25: Prison Yard (EL 14)

Guarding this prison yard are 6 **half-fiend half-minotaur barbarians**. When the heroes enter this area, whether from over the wall or through the northern door, the minotaurs attack. The statistics below assume the monsters are enraged.

Half-Fiend Minotaur Bbn3 (6): CR 9; hp 87 (107)*; see the **NPC Appendix** for details.

Tactics: On the first round of combat, the minotaurs enrage and press for the attack. They fight with no regard for their own safety and divide their numbers to engage as many PCs as possible, each desiring its own kill. If the heroes make for Area 27, the minotaurs abandon their current opponent to block their descent. Whenever a minotaur defeats an opponent, it sets upon the dying PC, eating the hero alive.

Development: Sounds of combat alert the guards in the Dungeon, Area 1 of the next chapter. They in turn warn Mal'Tagrithe and Prince Geoffrey of the invaders, who begin summoning the horrible shade of Garathorn. The entire complex below embeds itself in preparation for combat.

O26: Torture Chamber

Unlike much of this castle, this small room is intact. Instruments of torture, iron maidens, racks, thumb-screws and worse stand rusting. Bones litter the corners and old stains cover the floors and walls. The air carries a scent of fear and death, old but palpable.

All of the equipment here works, but so corroded, it does not transport well. Mal'Tagrithe has yet to make use of this place, though she has entertained notions of letting Geoffrey be her first subject. Aside from its macabre appearance, this room contains nothing of value or interest.

O27: Warded Stair

This wide stair blackens the ground all around it. Its red stone blocks feature foul and moving runes on their surface. A thin mist of black water vapor hangs in the air, and you feel a powerful sense of evil emanating from it.

The stairs lead to the old dungeons and the locations described in the next chapter. Warding the stairs is a constant *suggestion* (Will DC 16) for all those who would enter to turn back. The heroes detect the sound of ghostly voices begging for release, urging the heroes to flee, and beckoning them to descend. The contradictions should be disturbing to those determined to see the end of the quest. Otherwise, the stairs have no special features and descend 70-feet to the Dungeon below.

O28: Old Vegetable Garden

This area is a weed-choked garden overrun by small scrubby plants, thistles and morning glories. In former times, this was a well cared for vegetable

garden that fed the people of the keep. Aside from a few scurrying rodents and large insects, this garden has nothing of interest.

O29: Grazing Yard (EL 14)

In a weird mockery of a farmyard scene, skeletal cows attempt to crop at the dead brown grass. Over 50 such creatures wander about, lowing silently and rubbing against one another creating an eerie din of clattering bones. The undead animals pay no heed to watchers, and are content in their mimicry of their former lives.

This area once housed the keep's milk and beef cows, goats and chickens. Now, the corrupt energies unleashed by Mal'Tagrithe animated these beasts. They are harmless for the most part and pose no significant threat to the PCs unless attacked.

Skeletal Cows (52): CR 2; hp 13; see the **Monster Appendix** for details.

If the heroes attack the skeletal cattle, they fight or flee (50% chance of either). Those fighting use head butt attacks. They do not fight intelligently. Note that heroes do not gain any XP for defeating such a weak encounter, however if they do destroy the skeletal infestation, reward the heroes with 200 XP each.



Confrontation and Resolution

As the final chapter in *Trouble at Durbenford*, it is here that the heroes confront Mal'Tagrithe, learn of her wicked plots, halt the restoration of Garathorn and ultimately save Durbenford from the impending invasion by the giants from beyond the mountains. Use Map P for this level.

DM Notes

If the heroes bungled the situation at Baldenton, it is likely that the huge chimera is in Area 3. However, if the party is quite powerful and you feel that the final confrontation is not severe enough, feel free to include this monster among Mal'Tagrithe's forces. This chapter is exceedingly difficult and demands excellent play and strategy to defeat Mal'Tagrithe. However, if the heroes overcome the demon and thwart Orcus, they truly are made of the stuff of heroes.

P1: Dungeon (EL 13)

The red stone steps descend down a the long and winding stairway, it seems the designers had no conception of order. No two steps share the same height and the ceiling overhead has an occasional spur, from which you must duck to avoid. Every twenty feet or so, an iron sconce holds a grinning skull that spits green fire just like the level above. The air cools the lower one travels.

At the bottom, the stairs end in a large stone chamber with cells occupying its center. Spilling out from the cells are 5 **vampire spawn** and 6 **abyssal wights**. Commanding these forces is a **daraka demon**, whose full statistics are detailed in the *Tome of Horrors*. Mal'Tagrithe commanded these creatures to delay the heroes until the shade of Garathorn manifests.

Vampire spawn (5): CR 4; hp 29; see the MM.

Abyssal Wights (6): CR 3; hp 26; see the **Monster Appendix** for details.

Demon, Daraka (1): CR 12; hp 150; see the **Monster Appendix** for details.

The daraka demon already attempted and failed to summon a marilith, so it does not attempt to summon any other allies. Instead, on the first round of combat, it casts *chaos hammer* on the PCs, while its undead minions close to fight in melee. On the following round, the daraka uses its *unholy aura* and *mirror image* abilities before closing with the heroes. The daraka cannot use its *teleportation* ability due to the Transmutation shielding affecting the whole level. As the creatures have been commanded to defend the inner sanctuary, they fight to the death.

Development: While the walls throughout this area are worked stone, there is a break in its continuity at about the center of the northern wall, where it appears that someone excavated a tunnel. A Survival check (DC 15) discovers tracks—boot prints—leading off into darkness. Prince Geoffrey, who waits at Area 2, does not assist the demon in his fight against the party.

Treasure: The daraka demon has amassed a small horde of treasure as corrupt mortals sometimes pay tribute and sacrifice to him. In the cell marked A, he has 2,000 pp, a silver crown (1,000 gp), a small ivory idol depicting Beluri in a seductive pose (700 gp) and a *divine scroll* (*heal* [x2], CL 12).

P2: Prince Geoffrey (EL 14)

Prince Geoffrey hides in the darkness of the tunnel, now fully insane and a shell of his former charming self. At his feet sits his wickedly smiling two-year old son.

Dungeon

Difficulty Level: 14

Entrances: The only entrance to the Dungeon is down the stairs from Area 27 of Caer Durben.

Exits: There are no exits aside from the entrance.

Wandering Monsters: There are no wandering monsters on this level.

Detections: Everything here detects as overwhelmingly chaotic and evil.

Shielding: An extra dimensional barrier prevents Transmutation spells granting travel, such as *teleport*, from functioning here.

Continuous Effects: The proximity to the gate to Orcus' realm and the vile energies at work beneath the castle causes a strange warping effect on all those who come onto the complex grounds. Characters of Lawful and/or Good alignments suffer a -2 circumstance penalty on all Charisma checks. Additionally, all undead here gain a +4 turn resistance, and all dice to resolve turning damage are at -2 per die rolled (minimum of 0).

Standard Features: Unless otherwise noted, all the walls here are solid rock. There are no doors. Ceilings in Area 1 and 2 are 20-feet tall. In Area 3, the ceiling extends to 60-feet. The cells in Area 1 are not locked.

Geoffrey holds a knife in a trembling hand, unsure of what to do. When the party approaches, Geoffrey looks up, confusion and fear warring on his features.

The prince realizes what he has done, what he has become and what Mal'Tagrithe is about to do. Now, in a vain effort to redeem himself, knowing his life is forfeit, he decided to steal his son, to destroy the evil he has wrought with his lust. However, now that he broke free from the succubus, Geoffrey found he could not kill his own child, no matter how evil. Therefore, when the party finds him, he just realizes he is doomed and the world with him.

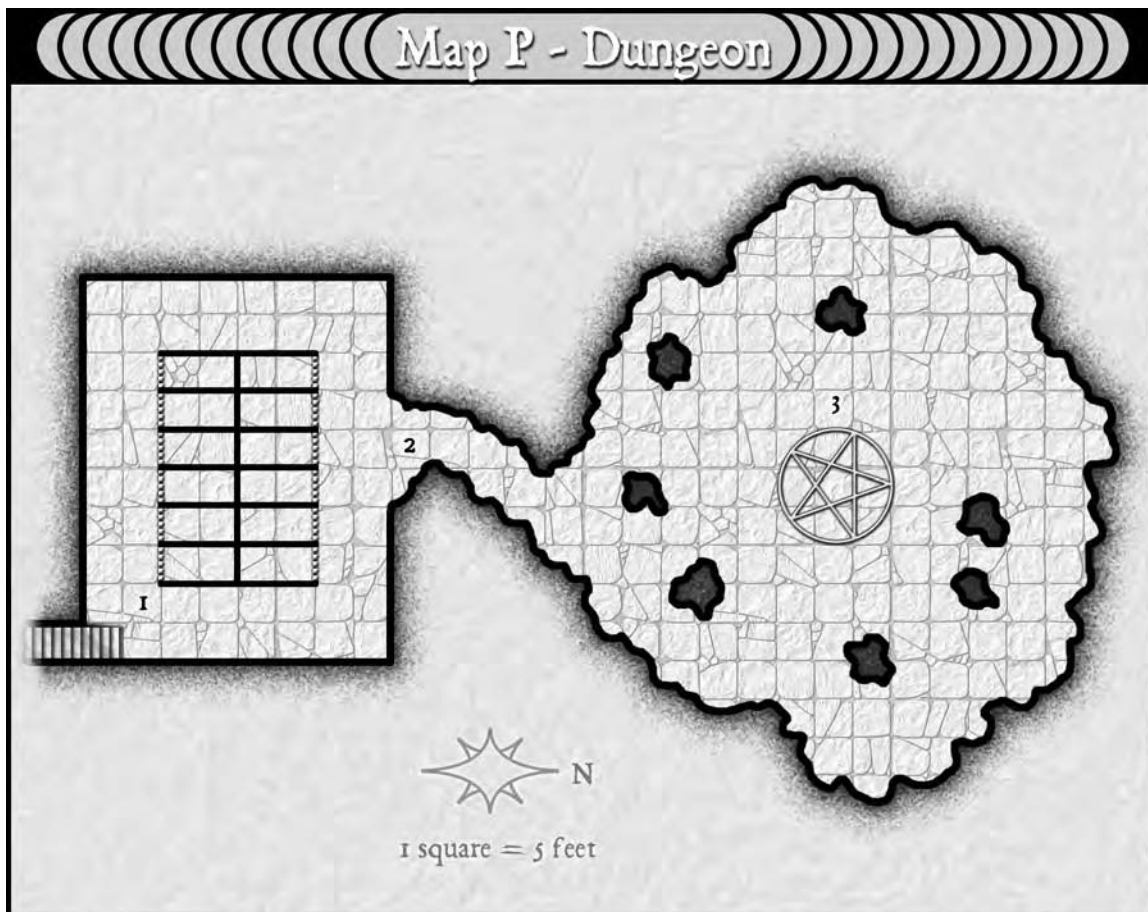
Upon encountering Geoffrey, provided the heroes do not attack him, he sighs in relief and tells them that it is too late. Read or paraphrase the following text, if they allow Geoffrey to speak.

It is too late. Mal'Tagrithe has called forth Garathorn from Helring. The end is nigh, and it is entirely my fault. I cannot even destroy the thing that I have spawned. My friends, this is my son, but he is no mortal, for the blood of demons flows through his veins. You see, he is how she stole my soul. She tempted me with her body. She seduced me with promises of power, a throne, limitless wealth and anything I might desire. She only wanted a son in exchange. Like a fool, I gave her one. She wanted the Nanoc, for what lay inside. She does not care about

the container; she wants Helring, Orcus' sword. See, she failed her master. Though her champion slew Rynas, she did not succeed in making a place for the demon-god. Now she intends to complete her ancient task... to create a place on this world of utter horror, to prepare it for her master Orcus.

Geoffrey now tells the truth. Mal'Tagrithe, while desiring to restore the sword to Orcus' hand, she truly wants to give her master the sword on the Material Plane, to rise to be worthy of his bride. So, the final plot is revealed. To do so, she must restore the blade to her champion, Garathorn, who would lead the fell forces from beyond the mountains of Kal'Iugus and descend onto the lands of Rynas' children, creating a place of utter despair and destruction. Mal'Tagrithe has negotiated with the giants' tribal leaders and has reached an agreement. If she can bring Garathorn, their ancient hero, back from the dead, they will invade. It is for these reasons several expeditionary forces of giants breached the mountains to assess the humanoid lands. In the next chamber, Mal'Tagrithe just finished the ritual extracting the Garathorn's spirit from *Helring*. Her mission complete, she plans to depart from the castle and thrust all the Material Plane into war unimagined.

If asked, Geoffrey accompanies the heroes to confront Mal'Tagrithe and Garathorn, but he is unstable and



untrustworthy. In addition, there is the question of what to do with his demon-child. The cambion infant is no immediate threat to the heroes, and dealing with this problem may be awkward. If the avoral is with the heroes, she volunteers to resolve the problem of the creature and its inherited malevolence, once they stop Mal'Tagrithe.

Prince Geoffrey, Male Human Ari15: CR 14; hp 86; see the NPC Appendix for details.

P3: Chamber of Infinite Damnation (EL17)

Foul and disturbing energies cast this enormous cavern is a ghastly light. The illumination sources from a fifteen-foot wide pentagram flaming in burning blood. Corpses of a myriad of creatures cover the floor, their blood fueling the unholy magic of the circle. Carved into the many columns of this cavern are images of Orcus, whose grotesque girth seems to writhe with trapped victims just beneath the skin. Nearer the ceiling flit wraiths, their shadowy forms difficult to track as they fly in frenetic patterns. Rising from the heart of the profane circle is an enormous shadow, a giant of pure hate, whose insubstantial form tapers into streams of heavy smoke. Its pale white eyes coalesce, as it grows aware of its surroundings. A nude woman, visible beyond the caverns, grins wickedly. Her large bat wings flex in the hot currents of abyssal winds. Long auburn hair streams in the gusts. In her hands, she bears a sword of awful proportion, sheathed in wet blood, with a pulsing heart for a pommel. She hands the blade to the giant, and as she does so, it extends in length, fitting its hand perfectly.

In this room, **Mal'Tagrithe** summons **Garathorn**, who in undeath has become a **nightwalker**, while **5 wraiths** fly about near the ceiling. Mal'Tagrithe bequeaths **Helring** to the nightshade of Garathorn. When the heroes make themselves known, the succubus laughs hysterically, calling for her undead servants to dispatch the PCs.

Wraiths (5): CR 5; hp 32 each; see the MM for details.

Nightshade: Nightwalker (1): CR 16; hp 178; see the MM for details.

The nightshade wields **Helring** (see the **New Item Appendix**) in melee, after it resizes to fit its hands. When attacking with the artifact, use the following information: +28/+23 melee (3d8+14 plus 2d6 to good creatures, *Helring*, critical 19-20).

Mal'Tagrithe (Jessica Ul'gae), Advanced Succubus Asn4/Sor2: CR 15; hp 76; see the NPC Appendix for details.

Tactics: This is the last combat of the campaign, so it should be epic in its unfolding. On the first round of combat, the wraiths descend from the ceiling to combat the heroes. Meanwhile, Garathorn levels his evil gaze at the heroes, catching as many as it is able. Mal'Tagrithe casts *expeditious retreat* in order to improve her movement.

On the next round, the nightshade summons a spectre. Mal'Tagrithe focuses her attacks on the avoral first, then Prince Geoffrey if the avoral is dead or not present. She favors her *ray of enfeeblement* and *wand of magic missiles*.

By this time, the heroes have probably have battled past the wraiths, and are prepared to combat the larger threats in the room. Mal'Tagrithe attempts to summon a Balor. Failing that, she uses *unholy blight* and *darkness* when she is able, seeking cover from behind the columns. The nightwalker *hastes* itself and combines spell attacks with melee attacks.

On subsequent rounds, the nightwalker uses its spell-like abilities such as *cloudkill*, *hold person*, and *confusion*, while making a melee attack with its *hasted* action. Recall that *Helring* provides a 30-foot spread of darkness making the combat all the more dangerous. It and whatever undead it managed to summon fight to the death.

Mal'Tagrithe, as mentioned above, focuses the bulk of her attacks at the heroes' allies, such as Prince Geoffrey and the celestial. If the battle turns against her, she begs for help from Orcus. Not listening to her cries, she is left to die by the heroes' sword.

Treasure: Mal'Tagrithe's treasure represents her financial bargaining power to manipulate mortals. She has 12,000 gp in various chests and trunks, 16 gemstones (each worth 500 gp), a *lion's shield of sonic resistance* and the slender white box that once bore Orcus' blade lies in pieces, shattered.

Aftermath

With the collapse of Mal'Tagrithe's plans, the giant invasion disbands and all of the Northern Kingdoms are again secure. Prince Michael proves to be a capable, if not a bit young, ruler and he has need of valuable advisors. Heroes so inclined find a place in his court, with lands awarded to them and honors bestowed. For their efforts, he names them heroes of the realm and grants them each a magic item of their choosing of up to 15,000 gp in value. King Michael pardons Lady Alliara and she rules the town justly. Udare and Sons collapses without the Grey Rook Guild and smaller companies of tree-cutters fill the vacuum. After several grand parties, parades and happy farewells, everything quiets down once again to be the simple idyllic community around Rynas' Tears. If the avoral survived, to her dismay, the cambion child is gone, but accepts the evil artifact to see to its destruction. Geoffrey goes into exile, forever after bearing the guilt of his crimes.

The campaign need not end here though. Plenty of opportunities await the heroes if they have the mettle to press forward. Perhaps demons ambushed and killed the avoral, freeing *Helring* once more. There is the matter of Geoffrey's son. What designs does the young half-demon plot? What evil awaits the heroes?

NPC Appendix

As Trouble at Durbenford features a diverse cast of important NPCs, it often becomes necessary to reference each character quickly and efficiently. What follows is a complete presentation of the important characters in the adventure, organized by the chapter in which they appear.

Wilderness Overview

Bandit Leader, Male Half-Elf Ari3/Rog3: CR 5; SZ M; HD 3d8 plus 3d6; hp 27; Init +7; Spd 30 ft.; AC 17 (+3 Dex, +4 mithral chain shirt), touch 13, flat-footed 14; BAB/Grp +4/+5; Atk +8 melee (1d6+1, masterwork rapier, crit 18-20) or +8 ranged (1d8+1, masterwork composite [Str +1] longbow, masterwork arrows, crit x3, range 110 ft.); SA sneak attack (+2d6); SQ evasion, Half-Elf traits, trap sense (+1), trapfinding; AL LE; SV Fort +3, Ref +8, Will +4; Str 13, Dex 16, Con 10, Int 14, Wis 8, Cha 12.

Skills: Bluff +10, Diplomacy +11, Gather Information +9, Hide +6, Intimidate +10, Jump +4, Knowledge (local) +8, Listen +9, Move Silently +6, Search +6, Spot +3, Tumble +6, Use Magic Device +4; **Feats:** Dodge, Improved Initiative, Weapon Finesse.

Possessions: Mithral chain shirt, masterwork rapier, masterwork composite [Str +1] longbow, 20 masterwork arrows, *potion of darkvision*, 2 vials of bloodroot poison (injury [DC 12] 0/1d4 Con + 1d3 Wis), *potion of cure serious wounds*, *potion of haste*, *cloak of resistance* +1.

Bandits, Male or Female Goblin Rog2: CR 2; SZ M [Goblinoid]; HD 2d6+4; hp; Init +3; Spd 30 ft.; AC 17 (+1 size, +3 Dex, +3 studded leather), touch 14, flat-footed 14; BAB/Grp +1/-3; Atk +3 melee (1d4, masterwork small short sword, crit 19-20) or +6 ranged (1d6, masterwork small light crossbow, masterwork bolts, crit 19-20, range 80 ft.); SA sneak attack (+1d6); SQ darkvision (60 ft.), evasion, trapfinding; AL NE; SV Fort +2, Ref +6, Will +0; Str 11, Dex 17, Con 14, Int 12, Wis 10, Cha 6.

Skills: Climb +5, Escape Artist +8, Hide +12, Jump +7, Listen +5, Move Silently +12, Ride +7, Search +6, Spot +5, Tumble +10, Use Rope +3 (+5 with bindings); **Feats:** Dodge, Mobility.

Possessions: Masterwork studded leather, masterwork small short sword, masterwork small light crossbow, 20 masterwork bolts, 4 *potions of cure light wounds*, *potion of neutralize poison*.

Flranax the Foul, Male Troglodyte Sor8: CR 9; SZ M [Reptilian]; HD 8d4+24+3 plus 2d8+6; hp 65; Init +5; Spd 30 ft.; AC 19 (+1 Dex, +6 natural, *bracers of armor* +1, *ring of protection* +1), touch 18,

flat-footed 18; BAB/Grp +5/+4; Atk +4 melee (1d8-1, shortspear) or +4 melee (1d6-1, claw) or +8 ranged (1d8, light crossbow, range 80 ft); Full Atk +4 melee (1d8-1, shortspear) or +4 melee (1d6-1 [x2], claws) or +8 ranged (1d8, light crossbow, range 80 ft); SA spells, stench (30 ft., Fort save [DC 14] or be sickened for 10 rounds); SQ darkvision (90 ft.); AL CE; SV Fort +9, Ref +4, Will +8; Str 8, Dex 12, Con 17, Int 8, Wis 12, Cha 17.

Skills: Hide +8 (+12 in rocky or underground surroundings), Listen +3, Spellcraft +7; **Feats:** Combat Casting, Improved Initiative, Multiattack (b), Toughness, Weapon Focus (light crossbow).

Arcane Spells Known (*Cast per Day*: 6/7/7/6/3; save DC 13 + spell level): 0—*daze*, *detect magic*, *detect poison*, *light*, *open/close*, *ray of frost*, *read magic*, *resistance*; 1st—*enlarge person*, *magic missile*, *spider climb*, *summon monster I*, *true strike*; 2nd—*blur*, *bull's strength*, *web*; 3rd—*dispel magic*, *fireball*; 4th—*stoneskin*.

Possessions: Shortspear, masterwork light crossbow, 10 masterwork bolts, *potion of cure serious wounds*, *arcane scroll* (*charm monster*, CL 8), *bracers of armor* +1, *cloak of resistance* +1, *ring of protection* +1, *wand of magic missile* (CL 9, 50 charges).

Grimlock Leader, Male Grimlock Rgr5: CR 6; SZ M Monstrous Humanoid; HD 2d8+2 plus 5d8+5; hp 43; Init +1; Spd 30 ft.; AC 18 (+1 Dex, +4 natural, +3 studded leather), touch 11, flat-footed 17; BAB/Grp +7/+10; Atk +12 melee (1d12+4, greataxe, crit x3); Full Atk +12/+7 melee (1d12+4, greataxe, crit x3); SA combat style (two-weapon), favored enemies (elves +2, humans +4); SQ animal companion, blindsight (40 ft.), immunities (gaze attacks, visual effects, illusions), scent, wild empathy; AL NE; SV Fort +5, Ref +8, Will +3; Str 16, Dex 13, Con 13, Int 10, Wis 8, Cha 6.

Skills: Climb +4, Hide +3 (+13 in mountain or underground settings), Knowledge (nature) +6, Listen +4, Move Silently +7, Search +6, Spot +9, Survival +5; **Feats:** Alertness, Endurance (b), Power Attack, Track (b), Weapon Focus (greataxe).

Possessions: +1 greataxe, +1 studded leather armor.

Badger animal companion: CR 1/2; SZ S Animal; HD 1d8+2; hp 6; Init +3; Spd 30 ft.; AC 15 (+1 size, +3 Dex, +1 natural), touch 14, flat-footed 12; BAB/Grp +0/-5; Atk +4 melee (1d2-1, claw); Full Atk +4 melee (1d2-1 [x2], claw), -1 melee (1d3-1, bite); SA rage; SQ link, low-light vision, scent, share spells; AL N; SV Fort +4, Ref +5, Will +1; Str 8, Dex 17, Con 15, Int 2, Wis 12, Cha 6.

Skills: Escape Artist +7, Listen +3, Spot +3; **Feats:** Track (b), Weapon Finesse.

King's Guard Patrolman, Male or Female Human Ftr4: CR 4; SZ M; HD 4d10+8; hp 34; Init +2; Spd 20 ft. in armor (30 ft. base); AC 21 (+1 Dex [max], +8 full plate, +2 heavy steel shield), touch 11, flat-footed 20; BAB/Grp +4/+6; Atk +8 melee (1d8+4, heavy lance, crit x3, x2 damage on a charge) or +6 melee (1d8+2, longsword, crit 19-20); AL LN; SV Fort +6, Ref +3, Will +1; Str 15, Dex 14, Con 14, Int 8, Wis 10, Cha 12.

Skills: Handle Animal +8, Ride +11 (+9 without military saddle); **Feats:** Mounted Combat, Ride-By Attack, Spirited Charge, Trample, Weapon Focus (lance), Weapon Specialization (lance).

Possessions: Heavy steel shield, full plate, masterwork heavy lance, longsword, *potion of cure moderate wounds*, *potion of endurance*, military saddle, heavy warhorse with chain barding (AC 18, see the MM).

Merchant, Male or Female Human Exp5: CR 4; HD 4d6; hp 14; Init +0; Spd 30 ft.; AC 12 (+0 Dex, +2 leather), touch 12, flat-footed 12; BAB/Grp +3/+3; Atk +4 melee (1d6, masterwork light mace) or +4 ranged (1d8, light crossbow, masterwork bolts, crit 19-20, range 80 ft.); AL LN; SV Fort +2, Ref +2, Will +6; Str 10, Dex 11, Con 10, Int 14, Wis 12, Cha 14.

Skills: Appraise +10, Bluff +13, Decipher Script +10, Diplomacy +12, Gather Information +10, Intimidate +12, Listen +7, Profession (merchant) +13, Sense Motive +9, Spot +7; **Feats:** Alertness, Skill Focus (Bluff), Skill Focus (Profession).

Possessions: Masterwork leather armor, masterwork light mace, light crossbow, 20 masterwork bolts, 4 *potions of cure light wounds*, *potion of neutralize poison*, *potion of glibness*, *cloak of resistance* +1, wagon, 2 heavy horses, 100 gp.

Merchant Sergeant, Male or Female Human Ftr3: CR 3; HD 3d10+6; hp 21; Init +1; Spd 20 ft. (30 ft. base); AC 21 (+1 Dex, +2 shield, +8 full plate), touch 11, flat-footed 20; BAB/Grp +3/+5; Atk +6 melee (1d8+2, warhammer, crit x3); or, +4 ranged (1d8+3, composite [Str +2] longbow, crit x3, range 110 ft.); AL LN; SV Fort +5, Ref +2, Will +2; Str 15, Dex 12, Con 14, Int 10, Wis 13, Cha 8.

Skills: Climb +0, Jump -3, Ride +9 (+7 without military saddle), Swim -11; **Feats:** Cleave, Endurance, Point Blank Shot, Power Attack, Weapon Focus (warhammer). Climb and Jump skills reduced by a -8 armor check penalty. Swim skill reduced by a -16 armor check penalty.

Possessions: Heavy steel shield, full plate, masterwork warhammer, composite [Str +2] longbow, 20 arrows, *potion of cure moderate wounds*, *potion of endurance*, heavy warhorse, military saddle.

Merchant Warrior, Male or Female Human War1: CR ; HD 1d8; hp 4 each; Init+0; Spd 30

ft.; AC 13 (+3 studded leather), touch 10, flat-footed 13; BAB/Grp +1/+1; Atk +2 melee (1d10, glaive, crit x3, reach 10 ft.) or +1 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL N; SV Fort +2, Ref +0, Will +0; Str 11, Dex 10, Con 11, Int 10, Wis 10, Cha 10.

Skills: Climb +3, Jump +3, Ride +4; **Feats:** Toughness, Weapon Focus (glaive). Climb and Jump checks reduced by a -1 armor check penalty.

Possessions: Light crossbow, 10 bolts, studded leather armor, glaive.

Mountain Dwarf Hunters, Male or Female Dwarf Ftr1/Rgr3/Rog2: CR 6; HD 1d10+2 plus 3d8+6 plus 2d6+4; hp 38; Init +3; Spd 20 ft.; AC 16 (+3 Dex, +4 studded leather), touch 13, flat-footed 14; BAB/Grp +5/+7; Atk +8 melee (1d8+2, masterwork battleaxe, crit x3) or +10 ranged (1d8, masterwork repeating crossbow, range 80 ft.); Full Atk +8 or +6 melee (1d8+2, masterwork battleaxe, crit x3), +6 melee (1d6+1, masterwork hand axe, x3) or +10 or +8/+8 ranged (1d8, masterwork repeating crossbow, range 80 ft.); SA combat style (two-weapon), favored enemy (giants [+2]), sneak attack (+1d6); SQ dwarven traits, evasion, trapfinding, wild empathy; AL LN; SV Fort +7, Ref +9, Will +2; Str 14, Dex 16, Con 14, Int 10, Wis 13, Cha 6.

Skills: Balance +5, Climb +5, Escape Artist +6, Hide +21 (+11 without *cloak*), Knowledge (nature) +2, Jump -3, Listen +6, Move Silently +10, Spot +11 (+6 without *eyes of the eagle*), Survival +9; **Feats:** Endurance (b), Exotic Weapon Proficiency (repeating crossbow), Point Blank Shot, Rapid Shot, Track (b), Weapon Focus (repeating crossbow). Dwarf Hunters can use the Two-Weapon Fighting feat if wearing light armor or no armor.

Possessions: Masterwork battleaxe, masterwork handaxe, masterwork repeating crossbow, +1 *studded leather armor*, 3 repeating crossbow clips, 3 *potions of cure light wounds*, *eyes of the eagle*, *cloak of elvenkind*.

Pilgrim, Male or Female Human Com2: CR 1; SZ M; HD 2d4; hp 5; Init +0; Spd 30; AC 10, touch 10, flat-footed 10; BAB/Grp +1/+1; Atk +1 melee (1d6, quarterstaff); AL LG; SV Fort +0, Ref +0, Will +1; Str 11, Dex 11, Con 11, Int 10, Wis 12, Cha 10.

Skills: Climb +5, Craft or Profession (any one) +8, Listen +3, Spot +8; **Feats:** Alertness, Skill Focus (Craft or Profession).

Possessions: Commoner's outfit, backpack, sacred text, wooden holy symbol, quarterstaff, 2d4 gp.

Shepherd, Male or Female Human Exp1: CR 1/2; SZ M; HD 1d6; hp 3; Init +0; Spd 30; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grp +0/+0; Atk +0 melee (1d6, quarterstaff) or +1 ranged (1d4, sling, range 50 ft.); AL NG; SV Fort +0, Ref +1, Will +3; Str 10, Dex 13, Con 11, Int 11, Wis 12, Cha 11.

Skills: Balance +5, Handle Animal +4, Hide +5, Listen +7, Move Silently +5, Profession (shepherd) +5, Spot +7; **Feats:** Alertness, Dodge.

Possessions: Commoner's outfit, backpack, quarterstaff, sling, 10 stones, 1d4 gp.

Durbenford

Lord Marcus Durben, Male Human Ari7: CR 6; SZ M; HD 7d8+7; hp 46; Init +1 (Dex); Spd 30 ft.; AC 20 (+1 Dex, +5 chain shirt, +2 shield, +1 ring, +1 amulet), touch 12, flat-footed 19; BAB/Grp +5/+5; Atk +7 melee (1d8+1, +1 keen longsword, crit 17-20), or +7 ranged (1d8+1, +1 composite longbow, crit x3, range increment 110 ft.); AL LE; SV Fort +4, Ref +4, Will +7; Str 11, Dex 12, Con 12, Int 12, Wis 8, Cha 13.

Skills: Bluff +11, Diplomacy +15, Handle Animal +11, Intimidate +13, Knowledge (nobility) +11, Listen +1, Ride +13, Spot +1; **Feats:** Alertness, Dodge, Iron Will, Weapon Focus (longsword).

Possessions: +1 mithral chain shirt, +1 light steel shield, +1 keen longsword, +1 composite longbow, 20 silver arrows, ring of mind shielding, +1 cloak of resistance, +1 ring of protection, +1 amulet of natural armor.

Lord Durben's Personal Guard, Male Human War3: CR 2; SZ M; HD 3d8+6; hp 19; Init +1; Spd; AC 19 (+1 Dex, +8 full plate), touch 11, flat-footed 18; BAB/Grp +3/+5; Atk +7 melee (2d4+2, masterwork guisarme, crit x3, reach 10 ft.) or +4 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL LN; SV Fort +5, Ref +2, Will +1; Str 14, Dex 12, Con 14, Int 10, Wis 10, Cha 8.

Skills: Climb +2, Intimidate +5, Jump +2; **Feats:** Cleave, Power Attack, Weapon Focus (longsword). Climb and Jump skills reduced by a -6 armor check penalty.

Possessions: Full plate, masterwork guisarme, light crossbow, 10 bolts, 10 silver bolts, *potion of cure moderate wounds*, *potion of endurance*.

Watchman, Male Human War1: CR 1/2; SZ M; HD 1d8; hp 4; Init +0; Spd 20 ft.; AC 17 (+5 armor, +2 shield), touch 10, flat-footed 17; BAB/Grp +1/+1; Atk +3 melee (1d8, masterwork longsword, crit 19-20), or +2 ranged (1d8+1, light crossbow, crit 19-20, range 80 ft.); AL LN or LG; SV Fort +2, Ref +0, Will +0; Str 11, Dex 10, Con 11, Int 10, Wis 11, Cha 10.

Skills: Climb -3, Intimidate +4, Jump -3; **Feats:** Point Blank Shot, Weapon Focus (longsword). Climb and Jump skills reduced by a -7 armor check penalty.

Possessions: Chainmail armor, heavy steel shield, masterwork longsword, light crossbow, 10 bolts, *potion of cure light wounds*.

Watch Corporal, Male Human War3: CR 2; SZ M; HD 3d8+6; hp 19; Init +1; Spd 20 ft.; AC 18 (+1 Dex, +5 armor, +2 shield), touch 11, flat-footed 17; BAB/Grp +3/+5; Atk +7 melee (1d8, masterwork longsword, crit 19-20), or +7 ranged (1d8+1, masterwork light crossbow with masterwork bolts, crit 19-20, range 80 ft.); AL LN or LG; SV Fort +6, Ref +3, Will +2; Str 15, Dex 12, Con 14, Int 12, Wis 11, Cha 10.

Skills: Climb +3, Intimidate +6, Jump +3, Ride +7; **Feats:** Mounted Combat, Point Blank Shot, Weapon Focus (longsword). Climb and Jump skills reduced by a -5 armor check penalty.

Possessions: Masterwork chainmail armor, masterwork heavy steel shield, masterwork longsword, masterwork light crossbow, 10 masterwork bolts, 10 silver bolts, *potion of cure moderate wounds*, *potion of endurance*, cloak of resistance +1.

Watch Lieutenant, Male Human War6: CR 5; SZ M; HD 6d8+12; hp 38; Init +1; Spd 20 ft.; AC 19 (+1 Dex, +6 armor, +2 shield), touch 11, flat-footed 18; BAB/Grp +6/+9; Atk +11 melee (1d8, masterwork longsword, crit 19-20), or +9 ranged (1d8+1, masterwork light crossbow with masterwork bolts, crit 19-20, range 80 ft.); Full Atk +11/+6 melee (1d8, masterwork longsword, crit 19-20), or +9 ranged (1d8+1, masterwork light crossbow with masterwork bolts, crit 19-20, range 80 ft.); AL LN or LG; SV Fort +8, Ref +4, Will +3; Str 16, Dex 12, Con 14, Int 12, Wis 11, Cha 12.

Skills: Climb +6, Intimidate +10, Jump +6, Ride +10; **Feats:** Mounted Combat, Point Blank Shot, Power Attack, Weapon Focus (longsword). Climb and Jump skills reduced by a -6 armor check penalty.

Possessions: Masterwork banded mail armor, masterwork heavy steel shield, masterwork longsword, masterwork light crossbow, 10 masterwork bolts, 10 silver bolts, *potion of cure moderate wounds*, *potion of endurance*, cloak of resistance +1.

Lady Alliar, Female Human Ari2/Enc 2: CR 3; SZ M; HD 2d8+2 plus 2d4+2; hp 25; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 12 (+1 Dex, +1 bracers), touch 11, flat-footed 11; BAB/Grp +2/+3; Atk +3 melee (1d4+1, dagger, crit 19-20), or +3 ranged (1d4+1 dagger, crit 19-20, range 10 ft.); SA spells; SQ summon familiar; AL N; SV Fort +1, Ref +1, Will +6; Str 12, Dex 13, Con 12, Int 14, Wis 11, Cha 14.

Skills: Bluff +7, Concentration +3, Craft (alchemy) +4, Diplomacy +11, Disguise +7 (+9 in character), Gather Information +7, Hide +1, Knowledge (arcana) +4, Knowledge (nobility and royalty) +4, Listen +5, Move Silently +1, Sense Motive +5, Spellcraft +4, Spot +5; **Feats:** Combat Expertise, Improved Initiative, Scribe Scroll, Spell Focus (Enchantment).

Arcane Spells Prepared (4/3; base DC 12 + spell level, Enchantment DC 13 + spell level): 0—*detect magic*, *ghost sound*, *mending*, *read magic*; 1st—*charm person*, *color spray*, *disguise self*.

Specialist Spells Prepared (Enchantment; prohibited schools: Abjuration, Evocation): 0—*daze*; 1st—*sleep*.

Possessions: Dagger, sapphire necklace (300 gp), *arcane scroll (dispel magic)*, *arcane scroll (fly)*, *potion of invisibility*, *potion of cure moderate wounds*, +1 bracers of armor, *wand of charm person*.

Thasik and Rug, Male Halfling Rog5: CR 5; SZ S; HD 5d6+5; hp 25 each; Init +4 (Dex); Spd 20 ft.; AC 18 (+4 Dex, +3 armor, +1 size), touch 15, flat-footed 14; BAB/Grp +3/-2; Atk +4 melee (1d4-1, masterwork dagger, crit 19-20), or +10 ranged (1d4-1, dagger, crit 19-20, range 10 ft.); SA halfling traits, sneak attack (+3d6); SQ evasion, halfling traits, trap sense +1, trapfinding, uncanny dodge (Dex bonus to AC); AL CN; SV Fort +4, Ref +10, Will +2; Str 8, Dex 18, Con 12, Int 14, Wis 8, Cha 10.

Skills: Climb +9, Disable Device +12, Hide +16, Jump +9, Listen +9, Move Silently +14, Open Lock +12, Search +10, Sleight of Hand +12, Spot +7; *Feats*: Dodge, Mobility.

Languages: Common, Halfling, Gnome, Undercommon.

Possessions: Masterwork studded leather armor, masterwork daggers [x4 each], *potion of darkvision*, 6 *potions of cure light wounds*, 2 *potions of neutralize poison*, *cloak of resistance* +1.

Fat Man's Thief, Male or Female Human Rog2: CR 2; SZ M; HD 2d6; hp 7; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 leather), touch 12, flat-footed 12; BAB/Grp +1/+1; Atk +2 melee (1d4, masterwork dagger, crit 19-20); SA sneak attack (+1d6); SQ evasion, trapfinding; AL CN; SV Fort +0, Ref +5, Will +0; Str 10, Dex 15, Con 10, Int 12, Wis 10, Cha 12.

Skills: Bluff +6, Hide +7, Intimidate +2, Jump +5, Listen +5, Move Silently +7, Open Lock +9, Search +6, Sense Motive +3, Sleight of Hand +9, Spot +5; *Feats*: Combat Reflexes, Dodge.

Possessions: Masterwork dagger, leather armor, masterwork thieves' tools, 1d12 gp.

Grey Rook Guild Pushers, Human Rog1/Ftr1: CR 2; HD 1d6+1 plus 1d10+1; hp 11; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 studded leather, +1 buckler), touch 12, flat-footed 14; BAB/Grp +1/+1; Atk +5 melee (1d6+2, masterwork shortsword, crit 19-20) or +4 ranged (1d8, light crossbow w/masterwork bolts, crit 19-20, range 80 ft.); SA sneak attack (+1d6); SQ trapfinding; AL NE; SV Fort +3, Ref +4, Will +0; Str 14, Dex 15, Con 13, Int 8, Wis 10, Cha 12.

Skills: Bluff +4, Climb +3, Disguise +4, Hide +4, Intimidate +4, Jump +3, Listen +2, Move Silently +4, Open Locks +4, Sleight of Hand +4, Spot +2, Use Rope +4; *Feats*: Alertness, Dodge, Weapon Focus (shortsword)

Possessions: Masterwork studded leather armor, masterwork buckler, masterwork shortsword, light crossbow, 10 masterwork bolts, *potion of glibness*, 1d6 doses of *higdne*, 2d20 gp.

Shubryn the Loud, Human Exp7 (guide, rumormonger): CR 6; HD 7d6; hp 24; Init +0; Spd 30 ft.; AC 12 (+2 leather armor), touch 10, flat-footed 12; BAB/Grp +5/+5; Atk +5 melee (1d6, club); AL N; SV Fort +2, Ref +2, Will +5; Str 10, Dex 11, Con 10, Int 14, Wis 10, Cha 12.

Skills: Bluff +11, Diplomacy +3, Gather Information +18, Hide +0, Knowledge (local) +15, Listen +12 (+22 eavesdropping), Move Silently +0, Profession (guide) +12, Search +12, Sense Motive +10, Sleight of Hand +10, Spot +10, Survival +0 (+2 following tracks); *Feats*: Alertness, Skill Focus (Knowledge [local]), Run.

Languages: Common, Dwarven, Elven.

Possessions: Leather armor, club, *ring of eavesdropping* (see **New Items Appendix** for details).

Captain Harold Trindel, Male Human War11: CR 10; SZ M; HD 11d8+22; hp 81; Init +1 (Dex); Spd 20 ft. in armor, 30 ft. (base); AC 25 (+1 Dex, +10 armor, +3 shield, +1 ring), touch 12, flat-footed 24; BAB/Grp +11/+13; Atk +16 melee (1d10+4, +2 bastard sword, crit 19-20); Full Atk +16/+11/+6 melee (1d10+4, +2 bastard sword, crit 19-20); AL LN; SV Fort +11, Ref +6, Will +6; Str 14, Dex 13, Con 14, Int 10, Wis 12, Cha 13.

Skills: Climb +10, Hide -5, Intimidate +15, Listen +1, Move Silently -5, Ride +15, Spot +1; *Feats*: Cleave, Exotic Weapon Proficiency (bastard sword), Power Attack, Weapon Focus (bastard sword). Climb skill reduced by a -6 armor check penalty.

Possessions: +2 full plate armor, +1 heavy steel shield, +2 bastard sword, *potion of cure moderate wounds*, *potion of bear's endurance*, +2 *cloak of resistance*, +1 *ring of protection*.

Jonathon Onmykon, Male Human Com7: CR 6; SZ M; HD 7d4+7; hp 24; Init +0; Spd 30 ft.; AC 11 (+0 Dex, +1 padded armor), touch 10, flat-footed 11; BAB/Grp +3/+3; Atk +4 melee (1d8, masterwork longsword, crit 19-20); AL NG; SV Fort +3, Ref +2, Will +2; Str 10, Dex 11, Con 12, Int 12, Wis 10, Cha 12.

Skills: Gather Information +3, Hide +0, Knowledge (local) +11, Listen +12, Move Silently +0, Profession (innkeeper) +14, Spot +12; *Feats*: Alertness, Martial Weapon Proficiency (longsword), Light Armor Proficiency, Skill Focus (Profession [innkeeper]).

Languages: Common, Sylvan.

Possessions: Masterwork padded armor, masterwork longsword, 3,000 gp stored in his basement.

The Ox and Hammer Bouncers, Male Half-Orc Mnk3: CR 3; SZ M; HD 3d8+3; hp 16; Init +2; Spd 40 ft.; AC 15 (+2 Dex, +2 Wis, +1 *amulet*), touch 14, flat-footed 13; BAB/Grap +2/+4; Atk +4 melee (1d6, unarmed); Full Atk +4 melee (1d6, unarmed) or +2/+2 melee (1d6, unarmed flurry of blows); SA flurry of blows, unarmed attack; SQ evasion, Half-Orc traits, still mind; AL LN; SV Fort +4, Ref +5, Will +5; Str 15, Dex 14, Con 12, Int 8, Wis 15, Cha 6.

Skills: Balance +10, Jump +10, Tumble +10; *Feats:* Combat Reflexes, Deflect Arrows (b), Dodge, Stunning Fist (b).

Possessions: *Potion of cat's grace*, *potion of cure moderate wounds*, *amulet of natural armor* +1.

Yieria Moonblade, Female Elf Brd6: CR 6; SZ M; HD 6d6; hp 21; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+3 Dex, +3 studded leather, +1 *amulet*), touch 13, flat-footed 14; BAB/Grap +4/+3; Atk +4 melee (1d8-1, masterwork longsword, crit 19-20) or +8 ranged (1d6-1, masterwork shortbow w/silver arrows, crit x3, range 60 ft.); SA spells; SQ bardic music, bardic knowledge (+7), elf traits, immunity to sleep, low-light vision; AL CG; SV Fort +2, Ref +8, Will +5; Str 8, Dex 16, Con 10, Int 13, Wis 10, Cha 16.

Skills: Bluff +9, Concentration +9 (+13 defensive, grapple, or pinned), Diplomacy +16, Hide +12, Listen +8, Move Silently +3, Perform (string) +12 (+14 lute), Sense Motive +3, Spot +5; *Feats:* Combat Casting, Improved Initiative, Spell Focus (Enchantment).

Bard Spells Known (cast per day: 3/4/3; base DC 13 + spell level, Enchant DC 14 + spell level): 0—*daze*, *detect magic*, *mage hand*, *open/close*, *prestidigitation*, *read magic*; 1st—*charm person*, *expeditious retreat*, *hypnotism*, *ventriloquism*; 2nd—*detect thoughts*, *enthrall*, *mirror image*.

Languages: Common, Elven, Draconic.

Possessions: Masterwork studded leather armor, masterwork longsword, masterwork shortbow, 20 silver arrows, 3 *potions of cure moderate wounds*, *potion of glibness*, 2 *potions of Charisma*, +1 *amulet of natural armor*, masterwork lute, *dust of illusion*, *wand of detect magic* (25 charges), *arcane scroll* (dispel magic), *arcane scroll* (blur).

Mother Tara, Female Human Clr9: CR 9; SZ M; HD 9d8+18; hp 62; Init +0; Spd 30 ft.; AC 12 (+1 *ring*, +1 *amulet*), touch 11, flat-footed 12; BAB/Grap +6/+6; Atk +6melee (1d3\$, unarmed); Full Atk +6/+1 melee (1d3\$, unarmed); SA spells, turn undead (9/day); SQ aura; AL LG; SV Fort +9, Ref +4, Will +12; Str 10, Dex 10, Con 14, Int 13, Wis 17, Cha 15. § non-lethal.

Skills: Concentration +8, Diplomacy +8, Heal +18, Hide +0, Listen +3, Move Silently +0, Profession (herbalist) +15, Spellcraft +13, Spot +3; *Feats:* Brew Potion, Extra Turning, Iron Will, Scribe Scroll, Skill Focus (Heal).

Divine Spells Prepared (6/5/5/4/2/1): 0—*cure minor wounds*, *detect magic*, *light*, *mending*, *read magic*, *virtue*; 1st—*bless*, *command*, *cure light wounds*, *remove fear*, *sanctuary*; 2nd—*aid*, *consecrate*, *cure moderate wounds*, *lesser restoration*, *remove paralysis*; 3rd—*cure serious wounds*, *remove blindness/deafness*, *remove curse*, *remove disease*; 4th—*cure critical wounds*, *death ward*; 5th—*raise dead*.

Domain Spells (Good, Healing): 1st—*cure light wounds*; 2nd—*cure moderate wounds*; 3rd—*cure serious wounds*; 4th—*cure critical wounds*; 5th—*mass cure light wounds*.

Granted Domain Abilities: Cast Good spells at +1 level; Casts Healing spells at +1 level.

Languages: Common, Dwarven.

Possessions: 2 *divine scroll* (*raise dead*), *divine scroll* (*ethereal jaunt*), *potion of spider climb*, *potion of fly*, *potion of heroism*, +1 *cloak of resistance*, +1 *ring of protection*, *wand of cure moderate wounds*, +1 *amulet of natural armor*.

Bevin Nightwind, Male Half-Elf Drd6: CR 6; SZ M; HD 6d8+6; hp 39; Init +1 (Dex); Spd 20 ft. in armor, 30 ft. (base); AC 17 (+1 Dex, +4 *hide*, +2 shield), touch 11, flat-footed 16; BAB/Grap +4/+5; Atk +5 melee (1d6+1, scimitar, crit 18-20), or +6 ranged (1d4+1, sling w/masterwork bullets, range 50 ft.); SA spells; SQ animal companions, nature sense, resist nature's lure, trackless step, wild shape (2/day), wild empathy (+7), woodland stride; AL N; SV Fort +6, Ref +5, Will +7; Str 12, Dex 13, Con 12, Int 14, Wis 14, Cha 12.

Skills: Concentration +10, Handle Animal +10, Hide -2, Knowledge (nature) +11, Listen +10, Move Silently -2, Spellcraft +11, Spot +9, Survival +11 (+13 natural above ground areas); *Feats:* Alertness, Lightning Reflexes, Scribe Scroll.

Divine Spells Prepared (5/4/4/2; base DC 12 + spell level): 0—*cure minor wounds*, *detect magic*, *flare*, *read magic*, *resistance*; 1st—*calm animals*, *cure light wounds*, *detect animals or plants*, *obscuring mist*; 2nd—*animal messenger*, *charm person or animal*, *fire trap*, *lesser restoration*; 3rd—*dominate animal*, *summon nature's ally III*.

Languages: Common, Druidic, Elven, Sylvan.

Possessions: +1 *hide armor*, heavy wooden shield, scimitar, sling, 10 masterwork sling bullets, 2 *divine scrolls* (*call lightning*, CL 6), 2 *divine scrolls* (*neutralize poison*, CL 6), 2 *divine scrolls* (*protection from elements*, CL 6), 2 *divine scrolls* (*speak with plants*, CL 6), *wand of cure light wounds* (36 charges),

2 feather tokens—bird, phylactery of faithfulness, gray bag of tricks, 2 potions of cure moderate wounds.

Animal Companions: 12 ravens and 3 owls; see the MM.

Juptal, Young Adult Male Gold Dragon: CR 14; SZ H Dragon (fire); HD 20d12+100; hp 230; Init +4; Spd 60 ft., fly 200 ft. (poor), swim 60 ft.; AC 30 (-2 size, +19 natural, +1 ring, +2 bracers); BAB/Grp +20/+38; Atk +28 melee (2d8+10, bite), or +26 melee (2d6+5, claw), or +28 melee (2d8+15, crush); Full Atk +28 melee (2d8+10, bite) and +26 melee (2d6+5 [x2], claw) and +26 melee (1d8+5 [x2], wings) and +23 melee (2d6+15, tail slap), or +28 melee (2d8+15, crush); Space/Reach 15 ft./10 ft. (15 ft. w/bite); SA breath weapon (10d10 fire, 50 ft. cone, Ref save [DC 25] for half; or weakening gas, 50 ft. cone, Fort save [DC 25] negates, 5 temp. Str damage), frightful presence (DC 24), spell-like abilities; SQ alternate form, blind sense (60 ft.), damage reduction (5/magic), immunity (fire, paralysis, and sleep), keen senses, SR (21), vulnerability to cold, water breathing; AL LG; SV Fort +18, Ref +13, Will +17; Str 31, Dex 10, Con 21, Int 18, Wis 19, Cha 18.

Skills: Bluff +27, Concentration +28 (+32 defensive, grapple, or pinned), Diplomacy +29, Escape Artist +23, Knowledge (arcana) +27, Listen +27, Profession (fisherman) +27, Search +27, Spellcraft +29, Spot +27; **Feats:** Combat Casting, Combat Expertise, Dodge, Improved Initiative, Multiattack, Silent Spell, Snatch.

Arcane Spells Known (cast per day 6/7/5; base DC 14 + spell level; CL 5): 0—arcane mark, dancing lights, daze, detect magic, mage hand, read magic; 1st—change self, magic missile, shocking grasp, silent image; 2nd—blur, scare.

Spell-Like Abilities: 3/day—bless.

Possessions: Potion of cure moderate wounds, +1 cloak of resistance, +1 ring of protection, +2 bracers of armor, bead of force, wand of lightning bolt (21 charges), arcane scroll (invisibility and protection from arrows, CL 5), Ketra's Immediate Mansion*.

*see **New Items Appendix** for details.

Master Gren, Male Human Wiz7: CR 7; SZ M; HD 7d4+7; hp 29; Init +1 (Dex); Spd 30 ft.; AC 13 (+1 Dex, +1 bracers, +1 ring), touch 12, flat-footed 12; BAB/Grp +3/+2; Atk +3 melee (1d6-1, masterwork quarterstaff); Full Atk -1/-5 melee (1d6-1, masterwork quarterstaff); SA spells; SQ summon familiar; AL CG; SV Fort +4, Ref +4, Will +5; Str 9, Dex 13, Con 12, Int 17, Wis 9, Cha 14.

Skills: Concentration +11, Craft (armorsmithing) +13, Craft (weaponsmithing) +13, Knowledge (arcana) +13, Knowledge (history) +13, Spellcraft +15; **Feats:** Craft Magic Arms and Armor, Craft

Wand, Craft Wondrous Item, Scribe Scroll, Spell Focus (Conjuration), Spell Mastery (summon monster I, II, III).

Arcane Spells Prepared (4/5/4/3/1; base DC 13 + spell level, Conjuration DC 14 + spell level): 0—arcane mark, detect magic, prestidigitation, read magic; 1st—enlarge person, mount, reduce, summon monster I, unseen servant; 2nd—knock, locate object, magic mouth, summon monster II; 3rd—tongues, summon monster III; 4th—polymorph.

Spellbook: As above, plus all cantrips; 1st—charm person, message; 2nd—mirror image, spectral hand; 3rd—fireball, haste; 4th—arcane eye, improved invisibility.

Possessions: Masterwork quarterstaff, 2 arcane scrolls (hold person, CL 7), arcane scroll (lightning bolt, CL 7), +1 bracers of armor, +1 cloak of resistance, +1 ring of protection, wand of web (16 charges). Note these items reflect Gren personal equipment. He may have other magic items he is willing to sell, as above described. In lieu of a standard familiar, Gren manufactured a homunculus named **Mr. Femble**.

Helen Dunsreisch, Female Human Rog 8: CR 8; SZ M Outsider; HD 7d6+7; hp 34; Init +4; Spd 30 ft.; AC 19 (+2 buckler, +4 Dex, +2 bracers, +1 ring), touch 15, flat-footed 15; BAB/Grp +6/+6; Atk +11 melee (1d6, masterwork rapier, crit 18-20), or +10 ranged (1d4, hand crossbow w/masterwork bolts, crit 19-20, range 30 ft.); Full Atk +11/+6 melee (1d6, masterwork rapier, crit 18-20), or +10 ranged (1d4, hand crossbow w/masterwork bolts, crit 19-20, range 30 ft.); SA darkness (1/day, CL8), sneak attack (+4d6); SQ darkvision (60 ft.), evasion, trap finding, trap sense (+2), uncanny dodge; AL CN; SV Fort +4, Ref +11, Will +4; Str 10, Dex 18, Con 13, Int 14, Wis 12, Cha 16.

Skills: Bluff +19, Disguise +14 (+16 in character), Gather Information +14, Hide +17, Listen +12, Move Silently +15, Search +13, Sense Motive +12, Spot +12, Use Magic Device +14; **Feats:** Exotic Weapon Proficiency (hand crossbow), Skill Focus (Bluff), Weapon Finesse.

Languages: Common, Draconic, Halfling, Infernal.

Possessions: +1 buckler, masterwork rapier, hand crossbow, 10 masterwork bolts, potion of gaseous form, 2 potions of neutralize poison, potion of cure serious wounds, potion of haste, +1 cloak of resistance, +2 bracers of armor, +1 ring of protection.

Adventures in Durbenford

Harvester, Male or Female Human Rog3/Drd3/Rgr3/Asn2: CR 11; SZ M; HD 3d6+6 plus 3d8+6 plus 3d8+6 plus 2d6+4; hp 68; Init +8; Spd 30 ft.; AC 18 (+4 Dex, +4 *studded leather*), touch 14, flat-footed 14; BAB/Grap +8/+10; Atk +11 melee (1d8+3, +1 *longsword*, crit 19-20), or +13 ranged (1d8+3, +1 *composite [Str +2] longbow*, crit x3, range increment 110 ft.); Full Atk +11/+6 melee (1d8+3, +1 *longsword*, crit 19-20), or +9/+4 melee (1d8+3, +1 *longsword*, crit 19-20), +9 melee (1d6+2, +1 *shortsword*, offhand, crit 19-20), or +13/+8 ranged (1d8+3, +1 *composite [Str +2] longbow*, crit x3, range increment 110 ft.); SA combat style (two-weapon), death attack, favored enemy (+2 humans), poison use, sneak attack (+3d6); SQ animal companion, evasion, nature sense, +1 save vs. poisons, trap sense +1, trapfinding, wild empathy, woodland stride, trackless step, uncanny dodge (Dex bonus to AC); AL NE; SV Fort +9, Ref +14, Will +6; Str 14, Dex 18, Con 14, Int 12, Wis 12, Cha 8.

Skills: Balance +9, Concentration +5, Disable Device +7, Disguise +5, Escape Artist +7, Gather Information +1, Heal +4, Hide +23 (+13 without cloak), Jump +13, Knowledge (local) +7, Knowledge (nature) +9, Listen +7, Move Silently +23 (+13 without boots), Open Lock +12, Search +12, Sleight of Hand +10, Spot +7, Survival +7 (+9 in aboveground natural environments or following tracks), Tumble +11, Use Rope +6; **Feats:** Combat Reflexes, Dodge, Endurance (b), Improved Initiative, Mobility, Spring Attack, Track (b). Harvesters may use the Two-Weapon Fighting feat if they wear light armor or no armor.

Divine Spells (4/3/1; save DC 11 + spell level): 0—*detect magic, detect poison, guidance, resistance*; 1st—*entangle, faerie fire, obscuring mist*; 2nd—*flame blade*.

Assassin Spells (2; save DC 11 + spell level): 1st—*change self, spider climb*

Possessions: +1 *studded leather*, +1 *longsword*, +1 *shortsword*, +1 *composite longbow [Str +2]*, 20 normal arrows, *goggles of minute seeing, cloak of elvenkind, potion of endurance, gloves of dexterity* +2, *boots of elvenkind*.

Medium Viper Animal Companion: CR 1; SZ M Animal; HD 4d8; hp 18; Init +4; Spd 20 ft., climb 20 ft., swim 20 ft.; AC 19 (+4 Dex, +5 natural), touch 14, flat-footed 15; BAB/Grap +3/+3; Atk +7 melee (1d4 plus poison, bite); SA poison (Fort save [DC 12], 1d6/1d6 temporary Con); SQ evasion, link, scent, share spells; AL N; Fort +4, Ref +8, Will +2; Str 10, Dex 18, Con 11, Int 1, Wis 12, Cha 2.

Skills: Balance +11, Climb +11, Hide +14, Listen +7, Spot +7, Swim +7; **Feats:** Alertness, Weapon Finesse.

The Enraged Cook, Female Half-Orc Wereboar Bbn8: CR 11; SZ M humanoid (shapechanger); HD 8d12+32 (+16) plus 3d8+12 (+6) plus 3; hp 112 (90); Init +1; Spd 40 ft.; AC 16 (18) (+1 Dex, [-2 rage], +7 *chainmail*); Atk +18/+13 melee (1d6+8 plus 2d6 unholy, +2 *unholy cleaver*, crit x3); SA rage (3/day); SQ alternate form, darkvision, fast movement, low-light vision, lycanthropic empathy, scent, uncanny dodge (Dex bonus to AC, can't be flanked); AL CE; SV Fort +13, Ref +6, Will +9; Str 23 (19), Dex 13, Con 18 (14), Int 6, Wis 14, Cha 8.

Skills: Intimidate +11, Listen +4, Spot +7, Survival +13; **Feats:** Alertness, Cleave, Great Cleave, Iron Will, Power Attack, Toughness.

Hybrid Form: CR 8; SZ M humanoid (shapechanger); HD 8d12+56 (+40) plus 3d8+21 (+15) plus 3; hp 142 (120); Init +1; Spd 40 ft.; AC 16 (18) (+1 Dex, [-2 rage], +7 *chainmail*); Atk +20/+15 melee (1d6+10 plus 2d6 unholy, +2 *unholy cleaver*, crit x3), +13 melee (1d6+3, bite); SA curse of lycanthropy (DC 15), rage (3/day); SQ alternate form, damage reduction (10/silver), fast movement, low-light vision, lycanthropic empathy, scent, uncanny dodge (Dex bonus to AC, can't be flanked); AL CE; SV Fort +16, Ref +6, Will +7; Str 27 (23), Dex 13, Con 24 (20), Int 6, Wis 14, Cha 8.

Skills: Intimidate +11, Spot +5, Survival +13; **Feats:** Cleave, Control Shape, Iron Will, Power Attack, Toughness.

Possessions: +2 chainmail apron, +1 unholy cleaver.

Geldorich, Male Human Clr9: CR 9; SZ M; HD 9d8+18; hp 58; Init +0; Spd 30 ft.; AC 20 (+0 Dex, +6 *chain*, +3 *heavy steel shield*, +1 *ring*), touch 10, flat-footed 20; BAB/Grap +6/+9; Atk +11 melee (1d8+4 plus 2d6 chaotic, +1 *chaotic heavy mace*); Full Atk +11/+6 melee (1d8+4 plus 2d6 chaotic, +1 *chaotic heavy mace*); SA rebuke undead (5/day), spells; SQ aura; AL CE; SV Fort +8, Ref +3, Will +11; Str 16, Dex 11, Con 14, Int 9, Wis 20, Cha 14.

Skills: Knowledge (arcana) +7, Knowledge (the Planes) +10, Knowledge (religion) +7; **Feats:** Cleave, Combat Casting, Power Attack, Skill Focus (Knowledge [the Planes], Weapon Focus (heavy mace)).

Possessions: +1 *chain armor*, +1 *heavy steel shield*, +1 *chaotic heavy mace*, +1 *ring of protection*, 2 *potions of cure moderate wounds* and long black robes.

Divine Spells Prepared (6/5/5/4/3/2; save DC 15 + spell level): 0—*detect magic, detect poison, guidance, inflict minor wounds, read magic, virtue*; 1st—*bane, cure light wounds, doom, entropic shield*,

shield of faith, summon monster I; 2nd—aid, cure moderate wounds, darkness, shatter, sound burst; 3rd—deeper darkness, dispel magic, invisibility purge, wind wall; 4th—dismissal, poison, summon monster IV; 5th—flame strike, insect plague.

Domain Spells (Chaos, Evil) (1/1/1/1/1): 1st—protection from law; 2nd—desecrate; 3rd—magic circle against law; 4th—chaos hammer; 5th—dispel law.

Baldenton

Lord Ulren Appleton, Male Human Ari2/Pal1: CR 2; SZ M; HD 2d8 plus 1d10; hp 18; Init +0; Spd 20 ft. in armor, 30 ft. (base); AC 19 (+2 heavy metal shield, +7 half-plate), touch 10, flat-footed 19; BAB/Grp +2/+2; Atk +3 melee (1d8, masterwork longsword, crit 19-20), or +2 ranged (1d10, heavy crossbow, crit 19-20, range 120 ft.); SA smite evil (1/day, +2 to hit, +1 damage); SQ aura of good, detect evil; ALLG; SV Fort +4, Ref +2, Will +7; Str 11, Dex 10, Con 11, Int 10, Wis 18, Cha 14.

Skills: Diplomacy +13, Handle Animal +7, Hide -8, Knowledge (nobility and royalty) +1, Listen +11, Move Silently -8, Profession (farmer) +3, Ride +3, Sense Motive +6, Spot +7, Survival +6; *Feats:* Alertness, Mounted Combat, Skill Focus (Diplomacy).

Possessions: Heavy metal shield, masterwork half-plate, masterwork longsword, heavy crossbow, 10 bolts, 4 *potions of cure light wounds*, heavy warhorse (AC 17, see **MM** for details), bit and bridle, military saddle, saddlebags, studded leather barding.

Constable Tyen Lunris, Female Half-Elf Ftr 6: CR 6; SZ M; HD 6d10; hp 37; Init +2 (Dex); Spd 30 ft.; AC 20 (+2 Dex, +2 shield, +6 *elven chain*), touch 12, flat-footed 17; BAB/Grp +6/+8; Atk +10 melee (1d8+4, masterwork longsword, crit 19-20) or +10 ranged (1d8+2, masterwork composite longbow [Str 14], crit x3, range 110 ft.); Full Atk +10/+5 melee (1d8+4, masterwork longsword, crit 19-20) or +10/+5 ranged (1d8+2, masterwork composite longbow [Str 14], crit x3, range 110 ft.); SQ half-elf traits, low-light vision; AL NG; SV Fort +6, Ref +5, Will +2; Str 14, Dex 14, Con 10, Int 13, Wis 8, Cha 15.

Skills: Climb +8, Hide -1, Jump +8, Listen +0, Move Silently -1, Ride +11, Spot +0; *Feats:* Dodge, Expertise, Mobility, Point Blank Shot, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword). Climb, Hide, Jump, and Move Silently skills reduced by a -3 armor check penalty.

Languages: Common, Elven, Orc.

Possessions: Masterwork longsword, masterwork heavy metal shield, +1 *elven chain*, masterwork composite longbow [Str 14], 20 arrows, *potion of cure moderate wounds*, *potion of endurance*, +1 *cloak of resistance*.

Jiaemen, Female Halfling War5: CR 4; SZ S; HD 5d8+5; hp 33; Init +4 (Dex); Spd 20 ft.; AC 19 (+4 chain shirt, +4 Dex, +1 size), touch 15, flat-

footed 15; Atk +11 melee (1d4+1, masterwork rapier, crit 18-20), +11 ranged (1d6, masterwork light crossbow, crit 19-20); SQ halfling traits; AL NE; SV Fort +6, Ref +6, Will +1 (+3 vs. fear); Str 12, Dex 18, Con 13, Int 12, Wis 8, Cha 10.

Skills: Climb +7, Handle Animal +5, Hide +12, Intimidate +4, Jump +1, Listen +1, Move Silently +5, Spot -1; *Feats:* Dodge, Weapon Finesse. Climb, Hide, and Jump skills reduced by a -1 armor check penalty.

Languages: Common, Dwarven, Halfling.

Possessions: Masterwork chain shirt, masterwork rapier, masterwork light crossbow, 10 bolts, *potion of cure light wounds*, *potion of bear's endurance*.

Michael the Silver, Male Human Brd5: CR 5; SZ M; HD 5d6; hp 21; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +3 studded leather, +1 *amulet*), touch 12, flat-footed 14; BAB +3/+4; Atk +5 melee (1d8+1, masterwork longsword, crit 19-20) or +6 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); SQ bardic knowledge (+6), bardic music (5/day), countersong, fascinate, inspire courage (+1), inspire competence; AL CN; SV Fort +1, Ref +4, Will +4; Str 12, Dex 14, Con 10, Int 13, Wis 8, Cha 16.

Skills: Bluff +11, Gather Information +13, Hide +10, Knowledge (local) +9, Listen +7, Move Silently +10, Perform (sing) +14, Spot +7; *Feats:* Combat Reflexes, Dodge, Skill Focus (Perform [sing]).

Arcane Spells Known (cast per day: 3/4/2; base DC 13 + *spell level*): 0—daze, detect magic, flare, mage hand, prestidigitation, read magic; 1st—charm person, expeditious retreat, unseen servant, ventriloquism; 2nd—cure moderate wounds, enthrall, tongues.

Languages: Common, Halfling.

Possessions: Masterwork studded leather armor, masterwork longsword, masterwork light crossbow, 10 normal bolts, *potion of Charisma*, *potion of tongues*, 3 *potions of cure moderate wounds*, *potion of glibness*, *potion of fly*, *wand of summon monster I* (12 charges), +1 *amulet of natural armor*.

Ollanda Harr, Female Human Adp5: CR 4; SZ M; HD 5d6+5; hp 20; Init +0; Spd 30 ft.; AC 10 (+0 Dex), touch 10, flat-footed 10; BAB/Grp +2/+1; Atk +2 melee (1d6, masterwork club) or +3 ranged (1d4-1, sling with masterwork bullets); SA spells; SQ summon familiar; AL CG; SV Fort +2Ref +1, Will +7; Str 8, Dex 10, Con 13, Int 14, Wis 16, Cha 12.

Skills: Craft (alchemy) +10, Concentration +5, Handle Animal +5, Heal +14, Hide +0, Listen +3, Move Silently +0, Profession (herbalist) +10, Spellcraft +6, Spot +5 (+8 in shadows), Survival

+7; *Feats*: Brew Potion, Endurance, Skill Focus (Heal).

Divine Spells Prepared (3/3/2; base DC 13 + spell level): 0—*cure minor wounds*, *detect magic*, *purify food and drink*; 1st—*bless*, *cure light wounds*, *detect evil*; 2nd—*bull's strength*, *cure moderate wounds*.

Languages: Common, Elven, Goblin.

Possessions: Masterwork club, sling, 10 masterwork bullets, *divine scroll* (lightning bolt, CL 7), *divine scroll* (invisibility, CL 5), *potion of blur*, *wand of cure light wounds* (20 charges).

Owl Familiar: CR —; S T Animal; HD 1d8 (use 5 HD for effects); hp 10; Init +3 (Dex); Spd 10 ft., fly 40 ft. (average); AC 20 (+2 size, +3 Dex, +5 natural), touch 15, flat-footed 17; BAB —; Atk +5 melee (1d4-3, claws); Space/Reach 2 ft./0 ft.; SA deliver touch spells; SQ empathic link, improved evasion, low-light vision, share spells, speak with master; AL CG; SV Fort +2, Ref +5, Will +6; Str 6, Dex 17, Con 10, Int 8, Wis 14, Cha 4.

Skills: Hide +3, Listen +16, Move Silently +17, Spot +8 (+16 in shadowy illumination); *Feats*: Alertness, Weapon Finesse.

Goodwife Rebecca, Female Human Com9: CR 8; SZ M; HD 8d4-8; hp 16; Init -2 (Dex); Spd 30 ft.; AC 8 (-2 Dex), touch 8, flat-footed 8; BAB/Grp +4/+3; Atk +4 melee (1d4, +1 dagger, crit 19-20); AL LG; SV Fort +2, Ref +1, Will +9; Str 8, Dex 7, Con 8, Int 16, Wis 19, Cha 14.

Skills: Craft (weaving) +15, Handle Animal +8, Knowledge (local) +10, Listen +18, Profession (midwife) +18, Spot +18, Survival +10, Swim +5, Use Rope -1; *Feats*: Alertness, Iron Will, Skill Focus (Craft [weaving]), Skill Focus (Knowledge [local]), Skill Focus (Profession [midwife]).

Languages: Common, Elven, Halfling.

Possessions: +1 dagger.

Harold Tumgunson, Male Halfling Drd2: CR 2; SZ S; HD 2d8; hp 12; Init +3; Spd 15 ft. in armor, 20 ft. (base); AC 17 (+3 Dex, +3 hide, +1 size), touch 14, flat-footed 14; BAB/Grp +1/-3; Atk +3 melee (1d4, masterwork sickle) or +6 ranged (1d3, dart, range 20 ft.); SA spells; SQ animal companion, halfling traits, nature sense, woodland stride; AL NG; SV Fort +4, Ref +4, Will +6; Str 11, Dex 16, Con 10, Int 8, Wis 15, Cha 12.

Skills: Heal +7, Hide +4, Listen +4, Move Silently +2, Profession (farmer) +4, Spellcraft +4, Spot +2; *Feats*: Scribe Scroll. Hide and Move Silently checks reduced by a -3 armor check penalty.

Divine Spells Prepared (4/3; base DC 12 + spell level): 0—*detect poison*, *guidance*, *know direction*, *purify food and drink*; 1st—*calm animals*, *cure light wounds*, *goodberry*.

Possessions: Hide armor, masterwork sickle, 5 darts, 2 *divine scrolls* (endure elements, CL 2), *divine*

scroll (heat metal), *potion of blur*, *wand of cure light wounds* (41 charges).

Fleet, Wolf Animal Companion: CR 1; SZ M Animal; HD 2d8+4; hp 13; Init +2 (Dex); Spd 50 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12; BAB/Grp +1/+2; Atk +3 melee (1d6+1, bite), SA trip; SQ link, low-light vision, scent, share spells; AL N; SV Fort +5, Ref +5, Will +1; Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 6.

Skills: Hide +2, Listen +3, Move Silently +3, Spot +3, Survival +1 (+5 when tracking by scent); *Feats*: Track (b), Weapon Focus (bite).

Dyer's Hamlet

Lord Berto Blumbalc, Male Human Ari10: CR 9; SZ M; HD 10d8-10; hp 38; Init +0; Spd 20 ft. in armor, 30 ft. (base); AC 23 (+10 full plate, +3 shield), touch 10, flat-footed 23; BAB/Grp +7/+8; Atk +10 melee (1d8+2, +1 longsword, crit 19-20), or +10 ranged (1d8+2, +1 light crossbow w/+1 bolts, crit 19-20, range 80 ft.); Full Atk +10/5 melee (1d8+2, +1 longsword, crit 19-20), or +10 ranged (1d8+2, +1 light crossbow w/+1 bolts, crit 19-20, range 80 ft.); AL LE; SV Fort +3, Ref +4, Will +10; Str 12, Dex 10, Con 8, Int 14, Wis 14, Cha 16.

Skills: Appraise +12, Bluff +15, Diplomacy +17, Forgery +15, Gather Information +10, Intimidate +21, Knowledge (nobility and royalty) +9, Listen +6, Ride +3, Sense Motive +12, Spot +5; *Feats*: Combat Expertise, Mounted Combat, Skill Focus (Intimidate), Weapon Focus (light crossbow), Weapon Focus (longsword).

Languages: Abyssal, Common, Orc.

Possessions: +2 full plate, +1 large metal shield, +1 longsword, +1 light crossbow, 20 +1 bolts, *potion of cure moderate wounds*, *potion of Charisma*, +1 cloak of resistance.

Father Simean, Male Human Clr2 (Orcus): CR 2; SZ M; HD 2d8+2; hp 14; Init +0; Spd 20 ft. in armor, 30 ft. (base); AC 19 (+0 Dex, +7 armor, +2 shield), touch 10, flat-footed 19; BAB/Grp +1/+3; Atk +4 melee (1d8+2 plus poison, masterwork morningstar); SA poison (small centipede, Fort. [DC 11] resists, 1d2/1d2 temp. Dex damage), spells; SQ aura, rebuke undead (5/day); AL CE; SV Fort +4, Ref +0, Will +5; Str 15, Dex 10, Con 12, Int 8, Wis 15, Cha 14.

Skills: Concentration +5, Diplomacy +4, Knowledge (religion) +2, Spellcraft +1; *Feats*: Scribe Scroll, Weapon Focus (morningstar).

Unholy Spells Prepared (4/3): 0—*detect magic*, *guidance*, *read magic*, *virtue*; 1st—*cause fear*, *curse water*, *random action*.

Domain Spell (Chaos, Evil): 1st—*protection from good*.

Granted Domain Abilities: cast Chaos spells at +1 level; cast evil spells at +1 level.

Possessions: Half-plate, heavy metal shield, masterwork morningstar, *divine scroll* (protection from elements, CL 2), 3 *divine scrolls* (cure light wounds, CL 2), *potion of blur*, vial of small centipede poison.

Khazid Blackfinger, Male Dwarf Com9: CR 8; SZ M; HD 9d4+30; hp 56; Init -1 (Dex); Spd 20 ft.; AC 9 (-1 Dex), touch 9, flat-footed 9; BAB/Grp +4/+5; Atk +5 melee (1d6+1, club); SQ darkvision (60 ft.), dwarf traits; AL NG; SV Fort +6, Ref +2, Will +6; Str 13, Dex 8, Con 16, Int 10, Wis 16, Cha 13.

Skills: Craft (weaponsmith) +14, Listen +10, Profession (smith) +11, Spot +7; *Feats:* Alertness, Endurance, Skill Focus (Profession [smith]), Toughness.

Possessions: Club.

Yuri, Male Half-Fiend Half-Orc War3: CR 3; SZ M; HD 3d8+9; hp 26; Init +3 (Dex); Spd 30 ft., fly 30 ft. (average); AC 20 (+3 Dex, +4 armor, +2 shield, +1 natural), touch 13, flat-footed 17; BAB/Grp +3/+8; Atk +9 melee (1d10+5, masterwork bastard sword, crit 19-20), or +5 melee (1d3+5\$, masterwork whip), or +7 ranged (1d8+2, masterwork composite longbow [Str 14], crit x3, range increment 110 ft.); Reach 5 ft./15 ft (whip); Full Atk +9 melee (1d10+5, masterwork bastard sword, crit 19-20) and +3 melee (1d4+2, bite), or +5 melee (1d3+5\$, masterwork whip), or +7 ranged (1d8+2, masterwork composite longbow [Str 14], crit x3, range increment 110 ft.); Reach 5 ft./15 ft (whip); SA smite good (1/day, +3 damage), spell-like abilities; SQ damage reduction (5/magic), darkvision (60 ft.), immunity to poison, orc blood, resistance to acid/cold/electricity/fire (10), SR (13); AL NE; SV Fort +6, Ref +4, Will +1; Str 21, Dex 17, Con 16, Int 10, Wis 10, Cha 12. \$ non-lethal, see the PHB for more details.

Skills: Climb +5, Intimidate +7, Hide +1, Listen +0, Move Silently +1, Ride +5, Spot +0, Swim +5; *Feats:* Exotic Weapon Proficiency (bastard sword), Power Attack. Climb, Hide, and Move Silently skills reduced by a -4 armor check penalty. Swim skill reduced by a -8 armor check penalty.

Spell-Like Abilities: 3/day—darkness; 1/day—desecrate; CL 3.

Possessions: Masterwork chain shirt, masterwork heavy metal shield, masterwork bastard sword, masterwork composite longbow [Str 14], 20 arrows, masterwork whip, *potion of cure moderate wounds*, *potion of endurance*.

Gorge, Male Dwarf Drd4: CR 4; SZ M; HD 4d8+8; hp 29; Init +1 (Dex); Spd 20 ft.; AC 16 (+1 Dex, +3 armor, +2 shield), touch 11, flat-footed 15; BAB/Grp +3/+5; Atk +6 melee (1d6+2, masterwork scimitar, crit 18-20), +4 ranged (1d4, sling with masterwork stones, range increment 50

ft.); SQ animal companion, dark vision (60 ft.), dwarf traits, nature sense, resist nature's lure, trackless step, woodland stride, wild empathy (+3); AL CN; SV Fort +6, Ref +2, Will +6; Str 14, Dex 12, Con 14, Int 10, Wis 15, Cha 8.

Skills: Concentration +5, Diplomacy +1, Handle Animal +2, Heal +6, Knowledge (nature) +7, Profession (herbalist) +11, Spellcraft +3, Survival +5; *Feats:* Brew Potion, Skill Focus (Profession: Herbalism).

Divine Spells (5/4/3; base DC 12 + spell level): 0—*detect poison*, *flare*, *guidance*, *light*, *read magic*; 1st—*cure light wounds*, *entangle*, *faerie fire*, *summon nature's ally I*; 2nd—*animal messenger*, *barkskin*, *fog cloud*.

Possessions: Hide armor, heavy wooden shield, masterwork scimitar, sling, 10 masterwork sling stones, *divine scroll* (heat metal, CL 4), 2 *divine scrolls* (barkskin, CL 4), 2 *divine scrolls* (flaming sphere, CL 4), *divine scroll* (warp wood, CL 4), *potion of blur*, *wand of cure light wounds* (32 charges), 4 tinctures of hignene.

Sildik, Male Drow Rog4: CR 5; SZ M; HD 4d6+4; hp 20; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+3 Dex, +3 armor, +1 shield), touch 13, flat-footed 14; BAB/Grp +3/+3; Atk +4 melee (1d6, masterwork rapier, crit 18-20), or +7 ranged (1d4 plus poison, masterwork hand crossbow, crit 19-20, range 30 ft.); SA poison (medium-sized spider venom, Fort [DC 14] resists, 1d4/1d6 temp. Str damage), sneak attack (+2d6), spell-like abilities; SQ darkvision (120 ft.), drow traits, evasion, light blindness, SR (15), uncanny dodge; AL CE; SV Fort +3, Ref +8, Will +3; Str 10, Dex 17, Con 12, Int 16, Wis 12, Cha 6.

Skills: Balance +12, Bluff +5, Decipher Script +10, Disable Device +10, Hide +10, Jump +9, Listen +10, Move Silently +10, Open Lock +10, Search +12, Spot +3, Tumble +12; *Feats:* Combat Reflexes, Improved Initiative.

Languages: Common, Elven, Gnome, Goblin, Orc, Undercommon.

Possessions: Masterwork studded leather armor, masterwork buckler, masterwork rapier, masterwork hand crossbow, 10 masterwork bolts, 4 *potions of cure light wounds*, 2 vials of medium-size spider venom, *potion of neutralize poison*, +1 *cloak of resistance*.

Mire Wardens (Jeric, Micah, and Alledia), Human Rgr14: CR 14; HD 14d10+28; hp 109 (each); Init +4 (Dex); Spd 30 ft.; AC 21 (+4 Dex, +5 studded leather, +1 ring of protection, +1 amulet of natural armor), touch 15, flat-footed 17; BAB/Grp +14/+15; Atk +16 melee (1d8+2, +1 *undead bane longsword*, crit 19-20), or +21 ranged (1d8+4, +2 *composite longbow* [Str 12], crit x3, range 110

ft.); Full Atk +14/+11/+6 melee (1d8+2, +1 *undead band longsword*, crit 19-20) and +14/+11/+6 melee (1d6+1, +1 *short sword*, crit 19-20), or +16/+11/+6 melee (1d8+2, +1 *undead bane longsword*, crit 19-20), or +21/+16/+11 ranged (1d8+4, +2 *composite longbow* [Str 12], crit x3, range 110 ft.), or +19/+19/+14/+9 ranged (1d8+4, +2 *composite longbow* [Str 12], crit x3, range 110 ft.); SA favored enemy (giants +4, orcs +2, undead +4), spells; SQ animal companion, camouflage, evasion, swift tracker, wild empathy (+13), woodland stride; AL LN; SV Fort +11, Ref +8, Will +8; Str 13, Dex 18, Con 14, Int 10, Wis 18, Cha 8.

Skills: Hide +31, Knowledge (nature) +17, Listen +21, Move Silently +21, Ride +21, Spot +26, Survival +21 (+23 natural above ground); **Feats:** Dodge, Endurance, Greater Two-Weapon Fighting, Improved Two-Weapon Fighting, Point Blank Shot*, Rapid Shot, Shot on the Run, Track, Two-Weapon Fighting Style. Notes: * point blank shot has not been factored into any of the above attack values.

Ranger Spells Prepared (3/2/2/1; base DC 14 + spell level): 1st—*detect snares and pits*, *magic fang*, *summon nature's ally I*; 2nd—*animal messenger*, *cure light wounds*; 3rd—*tree shape*, *water walk*; 4th—*polymorph self*.

Possessions: +2 studded leather armor, +1 *undead bane longsword*, +1 *shortsword*, +2 *composite longbow* [Str 12], 20 arrows, *eyes of the eagle*, *cloak of elvenkind*, *bag of holding (I)*, +2 *gauntlets of Dexterity*, +1 *amulet of natural armor*, *greater bracers of archery*, +1 *ring of protection*, +2 *periapt of Wisdom*.

Corrigaz, Male Human Vampire Drd13: CR 15; SZ M Undead; HD 13d12; hp 103; Init +7; Spd 30 ft.; AC 27 (+3 Dex, +6 natural, +4 hide, +3 shield, +1 ring), touch 14, flat-footed 24; BAB/Grp +9/+14; Atk +15 melee (1d6+5 and energy drain, slam); SA wildshape (4/day, Tiny, plant); SQ a thousand faces, animal companion, nature sense, resist nature's lure, trackless step, venom immunity, wild empathy, woodland stride; AL NE; SV Fort +10, Ref +11, Will +15; Str 20, Dex 16, Con —, Int 13, Wis 20, Cha 18.

Skills: Bluff +13, Concentration +21, Handle Animal +20, Hide +8, Knowledge (nature) +18, Listen +24, Move Silently +8, Search +10, Sense Motive +14, Spellcraft +18, Spot +24, Survival +22; **Feats:** Alertness, Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Mobility, Scribe Scroll, Spring Attack, Weapon Focus (slam). Hide and Move Silently skills reduced by a -4 armor check penalty.

Divine Spells Prepared (6/7/5/5/4/4/2; save DC 15 + spell level): 0—*detect magic*, *flare*, *guidance*, *know direction*, *read magic*; 1st—*endure elements*,

entangle, *faerie fire*, *hide from animals*, *obscuring mist* [x2], *pass without trace*; 2nd—*animal trance*, *heat metal*, *hold animal*, *resist energy*, *tree shape*; 3rd—*contagion*, *dominate animal*, *poison*, *snare*, *spike growth*; 4th—*dispel magic*, *flame strike*, *ice storm*, *spike stones*; 5th—*baleful polymorph*, *unhallow*, *wall of fire*, *wall of thorns*; 6th—*antilife shell*, *greater dispel magic*.

Possessions: +1 *hide armor*, +1 *heavy wooden shield*, 2 *divine scrolls* (*reincarnate* CL 7), *divine scroll* (*antilife* CL 12), *divine scroll* (*summon nature's ally VI* CL 12), *wand of inflict light wounds* (23 charges), *ring of protection* +1, *periapt of wisdom* +2, *druid's vestments*, *stone of good luck*, *cloak of resistance* +1.

Crunch, Giant Alligator Animal Companion: CR 4; SZ H Animal; HD 11d8+44; hp 93; Init +1; Spd 20 ft., swim 30 ft.; AC 21 (-2 size, +2 Dex, +11 natural), touch 10, flat-footed 19; BAB/Grp +8/+25; Atk +15 melee (2d8+13, bite, crit 19-20), or +15 melee (1d12+13, tail slap); Space/Reach 15 ft./10 ft.; SA improved grab; SQ devotion, evasion, hold breath, low-light vision, link, share spells; AL N; SV Fort +11, Ref +9, Will +4; Str 29, Dex 14, Con 19, Int 2, Wis 12, Cha 2.

Skills: Hide +4 (+8 in water, +14 in water with only eyes and nostrils showing), Listen +7, Spot +6, Swim +17; **Feats:** Alertness, Endurance, Improved Crit (bite), Skill Focus (Hide).

Kal'Iugus Encounter Areas

Orc Sergeants War3: CR 2; SZ M; HD 3d8+6; hp 23; Init +1; Spd 20 ft.; AC 16 (+1 Dex, +5 masterwork chainmail), touch 11, flat-footed 15; BAB/Grp +3/+7; Atk +9 melee (1d12+6, masterwork greataxe, crit x3) or +4 ranged (1d6+4, javelin, range 30 ft.); SQ darkvision (60 ft.), light sensitivity; AL CE; SV Fort +5, Ref +2, Will +1; Str 19, Dex 13, Con 14, Int 8, Wis 10, Cha 6.

Skills: Climb +2, Jump +2, Swim -2; **Feats:** Power Attack, Weapon Focus (greataxe). Climb and Jump skills reduced by a -4 armor check penalty. Swim skill reduced by a -8 armor check penalty.

Possessions: Masterwork greataxe, masterwork chainmail.

Orc Lieutenants Bbn5: CR 5; SZ M; HD 5d12+10; hp 48 each (52)*; Init +2; Spd 30 ft. in armor (40 ft. base); AC 18 (+2 Dex, +6 *breastplate*), touch 12, flat-footed 16; BAB/Grp +5/+10; Atk +11 melee (+13 melee)* (1d12+7 [1d12+10]*, masterwork greataxe, crit x3) or +8 ranged (1d8+3, composite longbow [Str +3], crit x3, range 110 ft.); SA rage (2/day); SQ darkvision (60 ft.), light sensitivity, trap sense +1, uncanny dodge (Dex bonus to AC, can't be flanked); AL CE; SV Fort +6, Ref +3, Will +1 (+3)*; Str 20

(28)*, Dex 14, Con 14 (18)*, Int 8, Wis 10, Cha 6.

Skills: Climb +6, Intimidate +1, Jump +6, Listen +4, Ride +6, Swim +1, Survival +3; **Feats:** Cleave, Power Attack. Climb and Jump checks reduced by a -3 armor check penalty. Swim checks reduced by a -6 armor check penalty.

*Reflects the ability while Raging.

Possessions: +1 breastplate, masterwork greataxe, composite [Str +3] longbow, 20 masterwork arrows, 3 *potions of cure moderate wounds*, 1 *potion of neutralize poison*, 2 *potions of lesser restoration*, climber's kit, silver dagger, 3 flasks of alchemist fire.

Band of the Bloody Moon

Ruen Fellblade, Female Human Ftr9: CR 10; SZ M; HD 10d10+20; hp 72; Init +5 (Dex, Improved Initiative); Spd 20 ft. in armor, 30 ft. (base); AC 23 (+1 Dex, +9 *full plate*, +3 *heavy metal shield*), touch 11, flat-footed 22; BAB/Grap +9/+12; Atk +14 melee (1d10+6, +1 *bastard sword*, crit 17-20) or +12 ranged (1d8+5, +1 *composite longbow* [Str +3] w/+1 arrows, crit x3, range 110 ft.); Full Atk +14/+9 melee (1d10+6, +1 *bastard sword*, crit 17-20) or +12/+7 ranged (1d8+5, +1 *composite longbow* [Str 16] w/+1 arrows, crit x3, range 110 ft.); AL NE; SV Fort +9, Ref +5, Will +5; Str 17, Dex 13, Con 14, Int 10, Wis 12, Cha 8.

Skills: Climb +9, Hide -5, Jump +3, Listen +1, Move Silently -5, Ride +13, Spot +1; **Feats:** Cleave, Dodge, Exotic Weapon Proficiency (bastard sword), Great Cleave, Improved Crit (bastard sword), Improved Initiative, Point Blank Shot*, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword). * not calculated into the attack values above. Climb, Hide, Jump, and Move Silently skills reduced by a -6 armor check penalty.

Possessions: +1 *full plate armor*, +1 *heavy steel shield*, +1 *bastard sword*, +1 *composite longbow* [Str +3], 25 +1 arrows, *potion of cure moderate wounds*, *potion of bear's endurance*, +1 *cloak of resistance*.

A'londra Yt'tonay, Female Drow Clr9: CR 10; SZ M; HD 9d8+9; hp 49; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+2 Dex, +5 *mithral shirt*, +2 *buckler*, +1 *ring*, +1 *amulet*), touch 13, flat-footed 19; BAB/Grap +6/+5; Atk +6 melee (1d4, +1 *dagger*, crit 19-20), or +10 ranged (1d4 plus poison, masterwork hand crossbow, crit 19-20, range 30 ft.); Full Atk +6/+1 melee (1d4, +1 *dagger*, crit 19-20), or +10 ranged (1d4 plus poison, masterwork hand crossbow, crit 19-20, range 30 ft.); SA spell-like abilities, spells; SQ aura, darkvision (120 ft.), drow traits, light blindness, rebuke undead (5/day), SR (20); AL LE; SV Fort

+9, Ref +6, Will +12; Str 8, Dex 15, Con 12, Int 12, Wis 19, Cha 14.

Skills: Concentration +13, Hide +1, Knowledge (religion) +12, Listen +7, Move Silently +1, Spellcraft +12, Spot +6; **Feats:** Dodge, Extra Turning, Mobility, Improved Initiative.

Unholy Spells Prepared (6/5/5/4/2/1; base DC 13 + spell level): 0—*detect magic*, *guidance*, *inflict minor wounds*, *read magic*, *resistance*, *virtue*; 1st—*bane*, *command*, *cause fear*, *doom*, *shield of faith*; 2nd—*aid*, *bull's strength*, *death knell*, *desecrate*, *hold person*; 3rd—*blindness/deafness*, *deeper darkness*, *magic vestment*, *summon monster III*; 4th—*divine power*, *freedom of movement*; 5th—*flame strike*.

Domain Spells (Knowledge, Magic): 1st—*detect secret doors*; 2nd—*detect thoughts*; 3rd—*dispel magic*; 4th—*imbue with spell ability*; 5th—*true seeing*.

Granted Domain Abilities: Divination spell at +1 level. Can use spell completion and spell trigger activations like that of a wizard of 4th level.

Languages: Abyssal, Common, Elven, Undercommon.

Possessions: 3 doses of drow poison (Fort save [DC 13] resists, fall unconscious for 1 minute/remain unconscious 2d4 hours), +1 *mithral shirt*, +1 *buckler*, masterwork hand crossbow, 10 bolts, +1 *dagger*, 2 *potions of cure moderate wounds*, +1 *ring of protection*, *divine scroll* (*bull's strength*, *heat metal*), *wand of magic missiles* (25 charges, CL 3)*, +1 *amulet of natural armor*, +1 *cloak of resistance*, *wand of cure light wounds* (50 charges). * useable because of access to Magic domain.

Guy de Plaiz, Male Human Wiz9: CR 9; SZ M; HD 9d4+9; hp 31; Init +2 (Dex); Spd 30 ft.; AC 15 (+2 Dex, +1 *ring*, +2 *bracers*), touch 13, flat-footed 13; BAB/Grap +4/+4; Atk +5 melee (1d6, masterwork quarterstaff) or +7 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); Full Atk +1/-3 melee (1d6, masterwork quarterstaff), +5 melee (1d6, masterwork quarterstaff), or +7 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); SA spells; SQ summon familiar; AL CE; SV Fort +5, Ref +6, Will +9; Str 10, Dex 14, Con 12, Int 17, Wis 13, Cha 8.

Skills: Concentration +13 (+17 w/defensive casting, grapple, or pin), Craft (alchemy) +15, Craft (masonry) +9, Hide +2, Knowledge (arcana) +15, Knowledge (religion) +9, Knowledge (the Planes) +15, Listen +3, Move Silently +2, Spellcraft +17, Spot +3; **Feats:** Alertness (b), Combat Casting, Combat Expertise, Craft Wondrous Item, Empower Spell, Scribe Scroll, Silent Spell, Still Spell.

Arcane Spells Prepared (4/5/5/4/2/1; base DC 13 + spell level): 0—*daze*, *detect magic*, *read magic*, *resistance*; 1st—*burning hands*, *cause fear*, *enlarge person*, *magic missile*, *message*; 2nd—*blur*, *invisibil-*



ity, mirror image, protection from arrows, charm person (still); 3rd—dispel magic, displacement, magic missile (empowered), haste; 4th—shout, dispel magic (silent); 5th—teleport.

Languages: Abyssal, Common, Draconic, Ignan.

Possessions: Masterwork quarterstaff, masterwork light crossbow, 2 potions of cure moderate wounds, potion of invisibility, +1 ring of protection, arcane scroll (mind fog), arcane scroll (haste, fireball), arcane scroll (invisibility), arcane scroll (improved invisibility), wand of magic missiles (25 charges, CL 3), +2 bracers of armor, +1 cloak of resistance, spellbook with all of the above prepared spells plus all cantrips; 1st—alarm, hold portal, mage armor, shocking grasp, sleep; 2nd—darkness, darkvision, bear's endurance, scare; 3rd—fireball, gaseous form, keen edge; 4th—arcane eye, summon monster V; 5th—mind fog.

Grebbe, Male Goblin Rog5/Asn4: CR 9; SZ S; HD 5d6+5 plus 4d6+4; hp 43; Init +4 (Dex); Spd 30 ft.; AC 22 (+1 size, +4 Dex, +4 studded leather, +2 buckler, +1 amulet), touch 15, flat-footed 18; BAB/Grp +6/+3; Atk +9 melee (1d4+2, +1 short sword, crit 19-20) or +12 ranged (1d3+1, +1 hand crossbow, crit 19-20, range 30 ft.); Full Atk +9/+3 melee (1d4+2, +1 short sword, crit 19-20) or +12 ranged (1d3+1, +1 hand crossbow, crit 19-20, range 30 ft.); SA death attack (DC 15), poison use,

sneak attack (+5d6), spells; SQ darkvision (60 ft.),

evasion, improved uncanny dodge, save against poison (+2), trap sense (+1), uncanny dodge; AL NE; SV Fort +3, Ref +12, Will +2; Str 12, Dex 19, Con 12, Int 13, Wis 10, Cha 6.

Skills: Balance +10, Climb +9, Disable Device +9, Disguise +4, Hide +18, Listen +4, Move Silently +19, Open Locks +12, Ride +8, Search +9, Sleight of Hand +12, Spot +8, Tumble +13, Use Magic Device +4; *Feats:* Dodge, Exotic Weapon Proficiency (hand crossbow), Mobility, Spring Attack.

Assassin Spells Prepared (4/1; base DC 11 + spell level): 1st—disguise self, jump (x2), obscuring mist; 2nd—darkness.

Languages: Common, Giant, Goblin.

Possessions: +1 buckler, +1 studded leather, +1 short sword, +1 hand crossbow, 10 bolts, 2 potions of neutralize poison, potion of cure serious wounds, potion of haste, +1 cloak of resistance, +1 amulet of natural armor, and a disguise kit.

Hagal Thunderfist, Male Derro Mnk9: CR 11; SZ S Monstrous Humanoid; HD 3d8+6 plus 9d8+18; hp 77; Init +7 (Dex, Improved Initiative); Spd 50 ft.; AC 22 (+1 size, +3 Dex, +3 Wis, +1 Mnk, +2 bracers, +1 ring, +1 amulet), touch 19, flat-footed 19; BAB/Grp +9/+6; Atk +11 melee (1d8+1, unarmed strike) or +12 melee (1d4+2, +1

kama); Full Atk +11/+11/+6 melee (1d8+1, unarmed strike) or +12/+12/+7 melee (1d4+3, +1 *kama*); SA ki strike (magic), poison use, sneak attack (+1d6), spell-like abilities (DC 11 + spell level); SQ darkvision (60 ft.), improved evasion, purity of body (immune non-magical disease), slow fall (40 ft.), SR (15), still mind (+2 save vs. enchantments), vulnerability to sunlight, wholeness of body (heal 20/day); AL LE; SV Fort +10, Ref +13, Will +13; Str 12, Dex 17, Con 14, Int 10, Wis 17, Cha 12.

Skills: Balance +14, Bluff +3, Hide +13, Jump +20, Listen +7, Move Silently +21, Spot +3, Tumble +14; **Feats:** Blind-Fight, Combat Reflexes, Deflect Arrows, Dodge, Improved Initiative, Improved Trip, Improved Unarmed Strike, Mobility, Spring Attack, Stunning Fist.

Possessions: +1 *kama*, *potion of heroism*, *potion of cure moderate wounds*, +2 *bracers of armor*, +1 *cloak of resistance*, +1 *ring of protection*, +1 *amulet of natural armor*.

Sir Tybalt, Male Human Rog2/Pal5/Blk2: CR 9; SZ M; HD 2d6+4 plus 5d10+10 plus 2d10+4; hp 63; Init -1 (Dex); Spd 20 ft. in armor, 30 ft. (base); AC 22 (-1 Dex, +9 *full plate*, +3 *shield*, +1 *ring*), touch 10, flat-footed 22; BAB/Grp +8/+11; Atk +13 melee (1d8+4, +1 *longsword*, crit 19-20), or +8 ranged (1d8+2, masterwork composite longbow [Str 14], crit x3, range 110 ft.); Full Atk +13/+8 melee (1d8+4, +1 *longsword*, crit 19-20), +8/+3 ranged (1d8+2, masterwork composite longbow [Str 14], crit x3, range 110 ft.); SA poison use, smite good (3/day—against a good foe, +2 to hit, +2 damage), sneak attack (+2d6); SQ dark blessing, *detect good* (at will), evasion (not usable w/ plate), lay on hands (self or fiendish servant only [10 points]), rebuke undead, trap finding; AL CE; SV Fort +11, Ref +5, Will +4 Str 16, Dex 8, Con 14, Int 10, Wis 12, Cha 14.

Skills: Bluff +7, Concentration +7, Diplomacy +13, Disguise +7 (+9 act in character), Forgery +5, Handle Animal +4, Hide -2, Intimidate +12, Knowledge (Religion) +5, Listen +6, Move Silently -2, Ride +3, Sense Motive +6, Spot +1; **Feats:** Cleave, Great Cleave, Improved Sunder, Power Attack, Weapon Focus (longsword). Hide and Move Silently skills reduced by a -6 armor check penalty.

Unholy Spells Prepared (2; base DC 11 + spell level): 1st—*cause fear*, *cure light wounds*.

Possessions: +1 *longsword*, masterwork composite longbow [Str 14], 20 arrows, 2 *potions of cure light wounds*, 2 *potions of cure serious wounds*, 2 *divine scrolls (magic weapon)*, 2 *divine scrolls (protection from good)*, +1 *ring of protection*, 2 *javelins of lightning*, +1 *full plate*, +1 *heavy metal shield*.

Targ the Warlord, Male Orc Ftr7: CR 7; SZ M; HD 7d10+14; hp 57; Init -1 (Dex); Spd 20 ft. (armor); 30 ft. (base); AC 20 (-1 Dex, +9 *full plate*, +2 *heavy steel shield*), touch 9, flat-footed 20; BAB/Grp +7/+13; Atk +14 melee (1d10+8 plus 1d6 fire, +1 *flaming bastard sword*, crit 19-20); Full Atk +14/+9 melee (1d10+8 plus 1d6 fire, +1 *flaming bastard sword*, crit 19-20); SQ darkvision (60 ft.), light sensitivity; AL CE; SV Fort +8, Ref +2, Will +3; Str 23, Dex 8, Con 14, Int 10, Wis 10, Cha 11.

Skills: Climb +4, Intimidate +4, Hide -8, Jump +4, Listen +0, Move Silently -8, Ride +7, Spot +0; **Feats:** Cleave, Exotic Weapon Proficiency (bastard sword), Mounted Combat, Power Attack, Ride-By Attack, Spirited Charge, Trample. Climb, Hide, Jump, and Move Silently skills reduced by a -7 armor check penalty.

Possessions: +1 *full plate*, *heavy steel shield*, +1 *flaming bastard sword*, *potion of cure moderate wounds*, *potion of endurance*, +1 *cloak of resistance*, military saddle, heavy warhorse.

Whimpering Depths: Level 1

Bugbear Rog1: CR 3; M Humanoid (Goblinoid); HD 3d8+6 plus 1d6+2; hp 27; Init +7; Spd 30 ft.; AC 19 (+3 Dex, +3 studded leather, +3 natural), touch 13, flat-footed 16; BAB/Grp +2/+5; Atk +6 melee (1d8+3, masterwork morningstar) or +6 ranged (1d6+1, masterwork composite shortbow [Str +1]); SA sneak attack (+1d6); SQ darkvision (60 ft.) scent; AL CE; SV Fort +3, Ref +8, Will +0; Str 16, Dex 17, Con 15, Int 14, Wis 8, Cha 8.

Skills: Appraise +4, Climb +8, Disable Device +4, Hide +8, Listen +6, Move Silently +12, Open Lock +5, Search +4, Spot +5, Use Magic Device +1; **Feats:** Alertness, Improved Initiative.

Possessions: Masterwork studded leather, masterwork morningstar, masterwork composite [Str +1] shortbow, 20 masterwork arrows, 2 *potions of cure light wounds*, a *potion of hiding*, a *potion of sneak* and 2 *potions of spider climb*.

Blaxrul, Male Bugbear Ftr3/Rog3: CR 8; HD 3d10+9 plus 3d6+9 plus 3d8+9; hp 73; Init +9; Spd 30 ft.; AC 20 (+4 Dex, +3 masterwork studded leather, +3 natural), touch 14, flat-footed 16; BAB/Grp +7/+13; Atk +15 melee (1d12+9, masterwork greataxe, crit X3) or +12 ranged (1d6+1, masterwork composite [Str +1] shortbow, crit x3, range 60 ft.); Atk +15/+10 melee (1d12+9, masterwork greataxe, crit x3) or +12/+7 ranged (1d6+1, masterwork composite [Str +1] shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ darkvision (60 ft.), evasion, trap sense +1,

trapfinding; AL NE; SV Fort +9, Ref +12, Will +6; Str 22, Dex 20, Con 16, Int 12, Wis 10, Cha 11.

Skills: Balance +9, Bluff +4, Climb +12, Disable Device +5, Hide +9, Intimidate +6, Jump +10, Listen +6, Move Silently +13, Search +4, Spot +5, Swim +10, Tumble +9; **Feats:** Alertness, Dodge, Improved Initiative, Iron Will, Mobility, Weapon Focus (Greataxe)

Possessions: Masterwork studded leather, masterwork greataxe, masterwork composite [Str +1] shortbow, 20 masterwork arrows, 2 *potions of neutralize poison*, *potion of cure serious wounds*, *potion of haste*, *potion of cure moderate wounds* and a *cloak of resistance* +1.

Aranea Rog2: CR 5; M Shapechanger; HD 3d10+6 plus 2d6+4; hp 33 each; Init +6; Spd 50 ft., climb 25 ft.; AC 13 (+2 Dex, +1 natural), touch 12, flat-footed 11, with cover AC 17, touch 16, flat-footed 15; BAB/Grp +4/+4; Atk +6 melee (1d6 plus poison, bite) or +6 ranged (entangle, web) or +8 ranged (1d6, masterwork shortbow, crit x3, range 60 ft.); SA poison (Fortitude [DC 13] 1d6 temporary Str/2d6 temporary Str), sneak attack (+1d6), spells (DC 12 + spell level), web (Escape Artist [DC 13] or Strength [DC 17]); SQ alternate form (svirfneblin), darkvision (60 ft.), evasion, trapfinding; AL NE; SV Fort +5, Ref +8 (+10 with cover), Will +4; Str 11, Dex 15, Con 14, Int 14, Wis 13, Cha 14.

Skills: Climb +15, Concentration +8, Craft (weaving) +7, Escape Artist +6, Hide +7, Jump +14, Listen +7, Move Silently +7, Search +3, Spot +6; **Feats:** Improved Initiative, Iron Will (b), Weapon Finesse.

Arcane Spells Known (*Cast Per Day*: 6/6; save DC 12 + spell level): 0—*daze*, *detect magic*, *ghost sound*, *ray of frost*, *read magic*; 1st—*magic missile*, *obscuring mist*, *true strike*.

Possessions: Each carries a masterwork shortbow, 20 masterwork arrows, and 1 *potion of cure light wounds*.

Lady Katharine, Female Human Ghost Ex-Pal5: CR 7; SZ M Undead [Augmented Humanoid, Incorporeal]; HD 5d12; hp 32; Init -1; Spd 20 ft. or fly 30 ft. (perfect); AC 13 (-1 Dex, +4 deflection), touch 14 flat-footed 14, or 19 (vs. ethereal) (-1 Dex, +8 full plate, +2 masterwork heavy steel shield), touch 9, flat-footed 19; BAB/Grp +5/+7; Atk +9 melee (1d8+3, +1 *ghost touch longsword*, crit 19-20) or +7 melee (1d4 [+2 vs. ethereal], incorporeal corruption touch); SA corrupting touch, frightful moan (DC 16), malevolence (DC 19), manifestation; SQ incorporeal traits, rejuvenation, turn resistance (+4), undead traits; AL CE; SV Fort +4, Ref +2, Will +3; Str 14, Dex 8, Con —, Int 10, Wis 14, Cha 19.

Skills: Concentration +6, Heal +9, Hide +7, Knowledge (religion) +8, Listen +10, Ride (horse) +6, Search +8, Spot +10; **Feats:** Lightning Reflexes, Mounted Combat, Weapon Focus (longsword). When fighting opponents on the Ethereal Plane, reduce her Hide skill by a -6 armor check penalty.

Possessions: Full plate, masterwork heavy steel shield, +1 *ghost touch longsword*.

Kithendrem, Male Human Lich Nec11: CR 13; SZ M Undead; HD 9d12+3; hp 61; Init +6; Spd 30 ft.; AC 20 (+2 Dex, +1 ring, +2 bracers, +5 natural), touch 13, flat-footed 18; BAB/Grp +5/+5; Atk +5 melee (1d6, quarterstaff) or +5 melee (1d8+5, touch, Will save [DC 15] for half), +4 ranged (1d8, light crossbow); SA fear aura (DC 15), paralyzing touch (DC 15), spells (DC 14 + spell level); SQ damage reduction (15/bludgeoning and magic), immunities (cold, electricity, polymorphing, mind-affecting), turn resistance (+4), undead traits; AL CE; SV Fort +4, Ref +8, Will +10; Str 10, Dex 14, Con 13, Int 19, Wis 14, Cha 10.

Skills: Concentration +14, Craft (alchemy) +18, Decipher Script +18, Hide +10, Knowledge (arcana) +18, Knowledge (the planes) +18, Knowledge (religion) +18, Listen +10, Move Silently +10, Search +12, Sense Motive +10, Spellcraft +20, Spot +10, Survival +2 (+4 on other planes); **Feats:** Brew Potion, Combat Casting, Improved Initiative, Lightning Reflexes, Scribe Scroll, Silent Spell, Toughness.

Arcane Spells (4/5/5/5/4/2/1; save DC 14 + spell level): 0—*arcane mark*, *daze*, *detect magic*, *read magic*; 1st—*cause fear*, *color spray*, *ray of enfeeblement*, *shield*, *true strike*; 2nd—*blur*, *flaming sphere*, *protection from arrows*, *see invisibility*, *spectral hand*; 3rd—*dispel magic*, *displacement*, *fireball*, *hold person* (x2), *lightning bolt*; 4th—*animate dead*, *fear*, *stoneskin*; 5th—*cone of cold*, *feeblemind*; 6th—*circle of death*.

Specialist Spells Prepared (Necromancy; prohibited schools: Conjuratation and Transmutation): 0—*ray of frost*; 1st—*chill touch*; 2nd—*ghoul touch*; 3rd—*vampiric touch*; 4th—*enervation*; 5th—*waves of fatigue*; 6th—*circle of death*.

Possessions: Quarterstaff, masterwork light crossbow, 10 masterwork bolts, *scroll of summon monster IV* (8th-level caster), *cloak of resistance* +1, *ring of protection* +1, *wand of magic missiles* (9th-level caster), *bracers of armor* +2.

Whimpering Depths: Level 2

Kael, Male Half-Fiend Half-Human Cjr7/Lor2: CR 11; SZ M Outsider (native); HD 7d4+28 plus 2d4+8; hp 60; Init +3 (Dex); Spd 30 ft., fly 30 ft. (average); AC 16 (+3 Dex, +1 natural, +2 bracers), touch 14, flat-footed 13; BAB/Grp +4/+6; Atk +6 melee (1d4+2, claw), or +9 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); Full Atk +6 melee (1d4+2 [x2], claw) and +1 melee (1d6+1, bite), or +9 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); SA spell-like abilities, spells; SQ damage reduction (5/magic), darkvision (60 ft.), familiar, immune to poison, resistance acid/cold/electricity/fire (10), secret knowledge of avoidance, lore (+6), smite good (1/

day, +11 damage vs. good), SR (19); AL CE; SV Fort +7, Ref +8, Will +12; Str 14, Dex 16, Con 18, Int 18, Wis 16, Cha 12.

Skills: Appraise +7, Concentration +14, Craft (alchemy) +7, Decipher Script +7, Hide +8, Knowledge (arcana) +14, Knowledge (the Planes) +16, Listen +5, Move Silently +8, Search +9, Spellcraft +16 (+18 decipher scrolls or learn Conjunction spells), Spot +5, Use Magic Device +10 (+12 w/ scrolls); **Feats:** Alertness*, Craft Wand, Scribe Scroll, Silent Spell, Skill Focus (Knowledge [the Planes]), Spell Focus (Conjunction), Spell Penetration, Still Spell. * from familiar.

Spell-like abilities: 3/day—darkness and poison (DC 15); 1/day—contagion (DC 14), desecrate, and unholy blight (DC 15); CL 9.

Arcane Spells (4/5/5/4/3/1; base DC 14 + spell level; Conjunction DC 15 + spell level); 0—*arcane mark, detect magic, read magic, resistance*; 1st—*burning hands, enlarge person, mage armor, obscuring mist, ray of enfeeblement, shield*; 2nd—*cat's grace, bear's endurance, protection from arrows, see invisible, web*; 3rd—*blink, dispel magic, flame arrow, haste*; 4th—*Evar's black tentacles, solid fog, stonewall*; 5th—*teleport*.

Specialist Spells Prepared (Conjunction; prohibited schools: Illusion, Necromancy): 0—*acid splash*; 1st—*mage armor*; 2nd—*Mel's acid arrow*; 3rd—*summon monster III*; 4th—*summon monster IV*; 5th—*summon monster V*.

Possessions: Masterwork light crossbow, 10 bolts, *arcane scroll* (summon monster IV, CL 8), *potion of cure serious wounds*, +1 cloak of resistance, wand of *summon monster I* (CL 9), +2 bracers of armor, spellbook (contains all of the prepared spells, plus all cantrips, 1st—*charm person, grease, identify, mount*; 2nd—*glitterdust, locate object, see invisible*; 3rd—*displacement, sleet storm, tongues*; 4th—*confusion, fire shield, scrying*; 5th—*wall of iron*; 6th—*planar binding**), and the key to Area 2-7.

*Kael is diminished in power due to a combat with spectre's on the level above. The inclusion of the 6th-level spell in his spellbook reflects a spell he no longer has access.

Gulosk, Black Dragon Wyrmling: CR 3; SZ T Dragon; HD 4d12+4; hp 30; Init +0; Spd 60 ft., fly 100 ft. (average), swim 60 ft.; AC 17 (+2 size, +5 natural), touch 12, flat-footed 15; BAB/Grp +4/-4; Atk +6 melee (1d4, bite); Full Atk +6 melee (1d4, bite), +4 melee (1d3, [x2] claws); Face/Reach 2 1/2 ft. /0 ft.; SA breath weapon (line of acid 2d4, Reflex [DC 13], range 30m ft); SQ; blindsight, darkvision (60 ft.), immunities (acid, sleep, and paralysis), keen senses, resistance (cold and fire, 10), water breathing; AL CE; SV Fort +5,

Ref +4, Will +4; Str 11, Dex 10, Con 13, Int 10, Wis 11, Cha 8.

Skills: Bluff +6, Climb +7, Diplomacy +1, Escape Artist +7, Intimidate +1, Listen +7, Search +7, Spot +7, Survival +0 (+2 following tracks), Use Rope +0 (+2 with bindings); **Feats:** Flyby Attack, Multiattack.

Whimpering Depths: Level 3

Annis Hag Wiz3: CR 9; SZ L Monstrous Humanoid; HD 7d8+14 plus 3d4+6; hp 58; Init +1; Spd 40 ft.; Hag #1: AC 21 (-1 size, +1 Dex, +10 natural, +1 ring), touch 11, flat-footed 20; Hag #1: AC 21 (-1 size, +1 Dex, +10 natural, +1 bracers), touch 10, flat-footed 20; BAB/Grp +8/+19; Atk +14 melee (1d6+7, claw); Full Atk +14 melee (1d6+7 [x2], claws), +9 melee (1d6+3, bite); Face/Reach 10 ft./10 ft.; SA improved grab, rake (1d6+7), rend (2d6+10), spell-like abilities (3/day, *disguise self, fog cloud*), spells; SQ DR (2/bludgeoning), darkvision (60 ft.); SR 19; AL CE; SV Fort +7, Ref +7, Will +9; Str 25, Dex 12, Con 14, Int 13, Wis 13, Cha 10.

Skills: Bluff +8, Concentration +5, Diplomacy +2, Disguise +0 (+2 acting), Hide +5, Intimidate +2, Knowledge (arcana) +4, Listen +10, Spellcraft +4, Spot +10; **Feats:** Alertness, Blind-Fight, Combat Casting, Great Fortitude, Scribe Scroll.

#1 **Arcane Spells Prepared** (4/3/1; save DC 11 + spell level): 0—*daze, detect magic, ghost sound, mage hand*; 1st—*charm person, mage armor, magic missile*; 2nd—*fog cloud*

#2 **Arcane Spells Prepared** (4/3/1; save DC 11 + spell level): 0—*daze [x2], detect magic, open/close*; 1st—*shield, shocking grasp, true strike*; 2nd—*ghoul touch*

Possessions: One hag has an *arcane scroll* (summon monster IV, CL 8), *potion of cure serious wounds* and a *ring of protection +1*. The other has an *arcane scroll* (fireball, CL 10), a *potion of haste* and bracers of armor +1.

Return to Durbenford Part I

The Seeker, Half-Fiend Half-Doppelganger Rog1/Asn6: CR 13; SZ M Outsider [Native, Shapeshifter]; HD 4d8+4 plus 1d6+6 plus 6d6+6; hp 82; Init +10 (Dex, Improved Initiative); Spd 30 ft., fly 30 ft. (average); AC 24 (+6 Dex, +5 natural, +2 bracers, +1 ring), touch 17, flat-footed 18; BAB/Grp +8/+11; Atk +11 melee (1d6+3, slam) or +16 ranged (1d6+4, +1 composite shortbow [Str 14] w/+1 arrows, crit x3, range 70 ft.); Full Atk +11 melee (1d4+3 [x2], claw) and +9 melee (1d6+1, bite), or +16/+11 ranged (1d6+4, +1 composite shortbow [Str 14] w/+1 arrows, crit x3, range 70 ft.); SA death attack (DC 22), detect thoughts (DC 18), poison use, smite good (1/day, +11 damage vs. good), sneak attack (+4d6), spell-like

abilities; SQ change shape, damage reduction (5/magic), darkvision (60 ft.), immunities (charm, poison, *sleep*), improved uncanny dodge, resistance to acid/cold/electricity/fire (10), save against poison (+3 if immunity is negated), SR(21), trapfinding, uncanny dodge; AL NE; SV Fort +5, Ref +18, Will +8; Str 16, Dex 22, Con 12, Int 22, Wis 18, Cha 17.

Skills: Balance +15, Bluff +20, Climb +10, Decipher Script +15, Diplomacy +14, Disable Device +15, Disguise +30 (+32 w/acting in character), Escape Artist +15, Gather Information +12, Hide +14, Intimidate +12, Listen +13, Move Silently +14, Open Lock +15, Search +12, Sense Motive +11, Spot +13, Use Magic Device +6; **Feats:** Alertness, Dodge, Improved Initiative, Multiattack.

Assassin Spells Prepared (6/6/4; base DC 16 + spell level): 1st—*feather fall*, *ghost sound*, *obscuring mist*, *sleep*, *true strike* (x2); 2nd—*darkness*, *fox's cunning*, *invisibility*, *pass without trace*, *spider climb*, *undetectable alignment*; 3rd—*deeper slumber*, *magic circle against good*, *misdirection*, *nondetection*.

Spell-Like Abilities: 3/day-darkness and poison (DC 17); 1/day-blashemy (DC 20), contagion (DC 16), desecrate, and unholy blight (DC 17); CL 11.

Languages: Auran, Common, Dwarven, Elven, Gnome, Halfling, Giant, Terran.

Possessions: +1 composite shortbow [Str 14], 10 +1 arrows, *potion of cure serious wounds*, *potion of haste*, +1 cloak of resistance, +2 bracers of armor, +1 ring of protection, deep red ioun stone.

Camp of the Loggers

Nilbog Clr1: CR 3; SZ S; HD 1d8; hp 8; Init +1; Spd 30 ft., mounted 50 ft.; AC 14 (+1 size, +1 Dex, +2 armor), touch 12, flat-footed 13; BAB/Grp +0/-5; Atk +1 melee (1d6-1, masterwork morningstar), or +2 ranged (1d4-1, javelin, range increment 30 ft.); SA rebuke undead (2/day), spatio-temporal reversal (affects all within 20 feet as if by a *confusion* spell, Will save [DC 9] negates)*; SQ aura, damage reversal (all damage inflicted onto a nilbog instead adds hit points to their totals, to a maximum of twice their hit points; only damaged by curative magic such as any spell, spell-like ability, or magic item with cure in its title), darkvision (60 ft.); AL NE; SV Fort +2, Ref +1, Will +4; Str 8, Dex 13, Con 11, Int 10, Wis 14, Cha 8.

Skills: Concentration +2, Hide +5, Knowledge (arcana) +2, Knowledge (religion) +2, Listen +4, Move Silently +5, Ride +7, Spellcraft +2, Spot +4; **Feats:** Alertness.

*This power has been slightly altered to adjudicate the combat more simply.

Divine Spells Prepared (3/1; save DC 12 + spell level): 0—*guidance*, *resistance*, *virtue*; 1st—*cause fear*, *inflict light wounds*.

Domain Spells (*Evil and Trickery*) (1): 1st—*protection from good*.

Possessions: Each carries a masterwork morningstar, 3 javelins, a holy symbol dedicated to their evil god, and a *divine scroll* (*protection from elements*, CL 1). They wear studded leather armor, and they employ military saddles (+2 to ride checks, already calculated into their Ride skill above) while riding their worgs.

Horrors of the Cold Dark Earth

Yegnum, Male Gnoll Clr2/Rgr4/Blk2: CR 9; SZ M; HD 2d8+10 plus 2d8+10 plus 4d8+20 plus 2d10+10; hp 100; Init +0; Spd 20 ft. (in armor, base speed 30 ft.); AC 16 (+0 Dex, +5 *scale mail*, +1 natural), touch 10, flat-footed 16; BAB/Grp +8/+13; Atk +14 melee (1d8+6 plus 1d6 fire, +1 *flaming battleaxe*, crit x3); Full Atk +12/+7 melee (1d8+6 plus 1d6 fire, +1 *flaming battleaxe*, crit x3), +12 melee (1d4+3, +1 *light pick*, crit x4); SA combat style (two-weapons), detect good, 1st favored enemy (+2, fey), poison use, rebuke undead (4/day), smite good (1/day: +1 Atk, +2 damage), spontaneous casting, two-weapon style; SA spells (DC 12+spell level); SQ aura, darkvision (60 ft.), afflicted with filth fever, wild empathy; AL CE; SV Fort +19, Ref +7, Will +7; Str 21, Dex 10, Con 20, Int 12, Wis 15, Cha 13.

Skills: Concentration +7, Handle Animal +5, Hide +3.5, Intimidate +6, Jump -1, Knowledge (religion) +4, Listen +10, Move Silently +0, Ride +2, Spellcraft +3, Spot +10, Survival +6; **Feats:** Cleave, Endurance (b), Improved Sunder, Lightning Reflexes, Power Attack, Track (b). Hide, Jump, and Move Silently checks reduced by a -3 armor check penalty. Jump skill further reduced by a -6 Speed penalty.

Blackguard Spells (2; save DC 12 + spell level): 1st—*doom*.

Divine Spells (4/3; save DC 12 + spell level): 0—*detect magic*, *detect poison*, *guidance*, *read magic*; 1st—*bleed*, *cure light wounds*.

Domain Spells (*Evil, Trickery*): 1st—*protection from good*

Ranger Spells (1; save DC 12 + spell level): 1st—*resist elements*

Possessions: +1 *scale mail*, +1 *flaming battleaxe*, +1 *light pick* and a *potion of endurance*.

Atasa, Female Gnoll Sor6: CR 7; SZ M; HD 2d8+8 plus 6d4+24; hp 56; Init +2; Spd 30 ft.; AC 14 (+2 Dex, +1 natural, +1 bracers), touch 12, flat-footed 12; BAB/Grp +4/+8; Atk +9 melee (1d8+6, masterwork battleaxe, two handed, crit x3); SA spells; SQ darkvision (60 ft.); AL CE; SV Fort +10, Ref +5, Will +7; Str 18, Dex 14, Con 19, Int 14, Wis 12, Cha 16.

Skills: Concentration +10, Intimidate +7, Knowledge (arcana) +8, Listen +6, Spellcraft +10, Spot +6, Survival

+3; *Feats*: Combat Casting, Improved Initiative, Spell Focus (Evocation).

Arcane Spells Known (Cast Per day 6/7/6/4; save DC 13 + spell level [+1 for Evocations]): 0—*arcane mark*, *detect magic*, *detect poison*, *flare*, *ghost sound*, *mending*, *read magic*; 1st—*enlarge person*, *mage armor*, *magic missile*, *ray of enfeeblement*; 2nd—*bull's strength*, *invisibility*; 3rd—*fly*.

Possessions: Masterwork battleaxe, 2 *potions of cure moderate wounds*, *arcane scroll* (*magic missile*, CL 6), *bracers of armor* +1, *cloak of resistance* +1, *necklace of fireballs* (type III), *arcane scroll* (*mount*, CL 1), *arcane scroll* (*summon swarm*, CL 3), *arcane scroll* (*enlarge, detect thoughts*, CL 3).

Ixne, Female Gnoll Ftr6: CR 7; SZ M; HD 2d8+6 plus 6d10+18; hp 66; Init +1; Spd 20 ft.; AC 22 (+1 Dex, +1 natural, +9 *full plate*, +2 shield), touch 11, flat-footed 21; BAB/Grp +7/+13; Atk +15 melee (1d6+8, masterwork heavy pick, crit x4), or +8 ranged (1d8+4, masterwork composite [Str +3] longbow, crit x3, range 110 ft.); Full Atk +15/+10 melee (1d6+8, masterwork heavy pick, crit x4), or +8/+8/+3 ranged (1d8+4, masterwork composite [Str 16] longbow, crit x3, range 110 ft.); SQ darkvision (60 ft.); AL CE; SV Fort +12, Ref +4, Will +4; Str 22, Dex 12, Con 17, Int 9, Wis 12, Cha 9.

Skills: Climb +2, Listen +4, Ride +4, Spot +3; *Feats*: Cleave, Mounted Combat, Point-Blank Shot, Power Attack, Rapid Shot, Weapon Focus (heavy pick), Weapon Specialization (heavy pick). Climb skill reduced by a -7 armor check penalty.

Possessions: +1 *full plate*, heavy steel shield, masterwork heavy pick, masterwork composite [Str +3] longbow, 20 normal arrows, *potion of cure light wounds*, *potion of bull's strength* and a *cloak of resistance* +1.

Gnoll Sergeants, Male Gnoll Rgr3: CR 4; SZ M; HD 2d8+2 plus 3d8+6; hp 30; Init +0; Spd 20 ft.; AC 16 (+1 natural, +5 *scale mail*, +2 shield), touch 10, flat-footed 16; BAB/Grp +4/+7; Atk +8 melee (1d8+3, battleaxe, crit x3) or +4 ranged (1d6, shortbow, crit x3, range 60 ft.); SA combat style (two-weapon), favored enemy (fey, +2); SQ darkness (60 ft.), wild empathy; AL CE; SV Fort +7, Ref +3, Will +1; Str 16, Dex 10, Con 13, Int 8, Wis 11, Cha 8.

Skills: Listen +5, Ride +4, Spot +5, Survival +6; *Feats*: Cleave, Endurance (b), Power Attack, Track (b). These gnoll rangers have access to the Two-Weapon Fighting feat when wearing light armor or no armor. Clad in scale mail, they cannot use this feat.

Possessions: +1 *scale mail*, masterwork heavy steel shield, masterwork battleaxe, 3 *potions of cure light wounds*.

Serenica, Advanced Female Lamia Ftr4: CR 10; SZ L Magical Beast; HD 13d10+39 plus 4d10+12; hp 143; Init +2; Spd 60 ft.; AC 19 (-1 size, +2 Dex, +7 natural, +1 *bracers*), touch 11, flat-footed 17; BAB/Grp +17/+25; Atk +21 melee (1d4 Wis drain, touch) or +22 melee (1d4+4,

+1 *dagger*, crit 19-20); Full Atk +21 melee (1d4 Wis drain, touch) or +22/+17/+12/+7 melee (1d4+4, +1 *dagger*, crit 19-20); Space/Reach 10 ft./5 ft.; SA spell-like abilities (1/day—*charm person*, *major image*, *mirror image* and *suggestion*, as 9th-level sorcerer [DC 11 + spell level]), wisdom drain; SQ darkvision (60 ft.), low-light vision; AL CE; SV Fort +17, Ref +11, Will +9; Str 18, Dex 14, Con 16, Int 13, Wis 15, Cha 12.

Skills: Bluff +17, Concentration +15, Diplomacy +3, Disguise +1 (+3 acting), Hide +14, Intimidate +10, Jump +21, Spot +14; *Feats*: Combat Expertise, Dodge, Great Fortitude, Iron Will, Mobility, Power Attack, Spring Attack, Weapon Focus (dagger), Weapon Focus (touch).

Possessions: *Bracers of armor* +1, +1 *dagger*, *potion of invisibility*, and a *potion of cure moderate wounds*.

Bugbear Ftr4: CR 6; SZ M; HD 3d8+9 plus 4d10+12; hp 49 each; Init +1; Spd 30 ft.; AC 22 (+1 Dex, +3 natural, +3 masterwork studded leather, +3 shield), touch 11, flat-footed 21; BAB/Grp +6/+11; Atk +13 melee (1d8+7, masterwork morningstar) or +8 ranged (1d6+4, masterwork javelin); SQ darkvision (60 ft.); Full Atk +13/+8 melee (1d8+7, masterwork morningstar) or +8/+3 ranged (1d6+4, masterwork javelin); SQ darkvision (60 ft.), scent; AL CE; SV Fort +8, Ref +5, Will +3; Str 20, Dex 12, Con 16, Int 8, Wis 13, Cha 10.

Skills: Climb +5, Hide +2, Jump +8, Listen +4, Move Silently +5, Spot +4; *Feats*: Alertness, Cleave, Great Cleave, Power Attack, Weapon Focus (morningstar), Weapon Specialization (morningstar). Climb, Hide, Jump, and Move Silently skills reduced by a -1 armor check penalty.

Possessions: Each wears a suit of masterwork studded leather armor, a +1 *heavy steel shield*, a masterwork morningstar, 3 masterwork javelins, a *potion of cure moderate wounds*, a *potion of endurance* and a pouch containing 1d20 gp.

Hugh, Male Hill Giant Ftr3: CR 10; SZ L Giant; HD 12d8+72 plus 3d10+18; hp 162; Init +4; Spd 40 ft.; AC 18 (-1 size, +9 natural), touch 9, flat-footed 18; BAB/Grp +11/+24; Atk +21 melee (2d6+13, huge greatclub) or +12 ranged (2d6+10, rock); Full Atk +21/+16/+11 melee (2d6+13, huge greatclub) or +12/+7/+2 ranged (2d6+10, rock); Space/Reach 10 ft./10 ft.; SA rock throwing; SQ rock catching; AL CE; SV Fort +17, Ref +5, Will +4; Str 29, Dex 10, Con 22, Int 9, Wis 8, Cha 6.

Skills: Climb +17, Jump +18, Spot +4; *Feats*: Cleave, Great Cleave, Improved Initiative, Point Blank Shot, Power Attack, Rapid Shot, Weapon Focus (greatclub), Weapon Focus (rock).

Possessions: Masterwork huge greatclub, 2,200 gp in a sack and 15 boulders in another sack.

Minotaur Bbn4: CR 8; SZ L Monstrous Humanoid; HD 6d8+24 plus 4d12+16; hp 93 (113)*; Init +1; Spd 30 ft.; AC 20 (-1 size, +1 Dex, +5 natural, +5 masterwork breastplate), touch 10, flat-footed 19; BAB/Grp +10/+21 (+10/+23)*; Atk +18 melee (+20 melee)* (2d8+10 [2d8+13], huge greataxe, crit x3); Full Atk +18/+13 melee (+20/+15 melee)* (2d8+10 [2d8+13], huge greataxe, crit x3), +12 melee (+14 melee)* (1d8+7 [1d8+9], gore); Space/Reach 10 ft./10 ft.; SA powerful charge (4d6+6), rage (2/day); SQ darkvision (60 ft.), natural cunning, scent, trap sense +1, uncanny dodge (Dex bonus to AC); AL NE; SV Fort +12 (+14)*, Ref +7, Will +6 (+8)*; Str 24 (28), Dex 13, Con 18 (24), Int 8, Wis 10, Cha 6.

Skills: Intimidate +7, Jump +7, Listen +5, Search +4, Spot +5, Survival +6; **Feats:** Great Fortitude, Improved Bullrush, Power Attack, Weapon Focus (greataxe). Jump skill reduced by a -3 armor check penalty.

*Reflects the ability while Raging.

Possessions: Each minotaur has a masterwork breastplate, a masterwork huge greataxe and 3 *potions of cure moderate wounds*.

Groembu, Male Human, Drd14: CR 14; SZ M; HD 14d8+14; hp 80; Init +2 (Dex); Spd 20 ft. in armor, 30 ft. (base); AC 19 (+2 Dex, +5 hide, +1 ring, +1 amulet), touch 13, flat-footed 13; BAB/Grp +10/+10; Atk +13 melee (1d6+1, +1 keen scimitar, crit 15-20); Full Atk +13/+8 melee (1d6+1, +1 keen scimitar, crit 15-20); SA animal companions, wild shape (5/day; large, plant, and tiny); SQ a thousand faces, nature sense, resist nature's lure, trackless step, venom immunity, wild empathy (+15), woodland stride; AL NE; SV Fort +12, Ref +8, Will +15; Str 10, Dex 14, Con 13, Int 12, Wis 22, Cha 3 (12 before his *higdne* addition).

Skills: Craft (alchemy) +20, Knowledge (nature) +22, Profession (herbalist) +23, Spellcraft +20, Survival +23 (+25 natural above ground), Swim +15; **Feats:** Brew Potion, Combat Casting, Dodge, Endurance*, Natural Spell, Scribe Scroll, Weapon Focus (scimitar). *gained through *higdne*.

Divine Spells Prepared (6/7/7/5/5/4/4/2; base DC 16 + spell level): 0—*cure minor wounds*, *detect magic*, *guidance*, *light*, *read magic*, *resistance*; 1st—*cure light wounds* [x2], *endure elements*, *entangle*, *faerie fire*, *long strider*, *obscuring mist*; 2nd—*chill metal*, *flame blade*, *heat metal*, *resist energy*, *summon swarm*, *tree shape*, *warp wood*; 3rd—*cure moderate wounds*, *meld into stone*, *plant growth*, *protection from energy*, *spike growth*; 4th—*dispel magic*, *flame strike*, *freedom of movement*, *ice storm*, *scrying*; 5th—*baneful polymorph*, *transmute rock to mud*, *tree stride*,

wall of thorns; 6th—*antilife shell*, *greater dispel magic*, *transport via plants*, *wall of stone*; 7th—*creeping doom*, *transmute metal to wood*.

Languages: Common, Druidic, Sylvan.

Possessions: +2 hide armor, +1 keen scimitar, *divine scroll* (fire storm, CL 14), *divine scroll* (heal, CL 14), *wand of cure light wounds* (32 charges), +1 ring of protection, +1 amulet of natural armor, stone of good luck, +4 *periapt of Wisdom*, pale green ioun stone.

Return to Durbenford Part 2

The Fat Man, Male Half-Orc Rog11: CR 11; SZ M; HD 11d6; hp 41; Init +3 (Dex); Spd 30 ft.; AC 16 (+3 Dex, +2 bracers, +1 ring), touch 14, flat-footed 13; BAB/Grp +8/+9; Atk +10 melee (1d4+2 plus poison, +1 dagger of venom, crit 19-20, 1/day—poison as spell [DC 14]) or +12 ranged (1d4+2 plus poison, +1 dagger of venom, crit 19-20, range 10 ft., 1/day—poison as spell [DC 14]); Full Atk +10/+5 melee (1d4+2 plus poison, +1 dagger of venom, crit 19-20, 1/day—poison as spell [DC 14]), or +12 ranged (1d4+2 plus poison, +1 dagger of venom, crit 19-20, range 10 ft., 1/day—poison as spell [DC 14]); SA sneak attack (+6d6); SQ improved evasion, improved uncanny dodge, orc blood, uncanny dodge, trap finding, trap sense (+3); AL NE; SV Fort +4, Ref +11, Will +5; Str 12, Dex 16, Con 10, Int 13, Wis 12, Cha 12.

Skills: Bluff +15, Decipher Script +15, Diplomacy +19, Disguise +15 (+17 acting in character), Forgery +15, Gather Information +17, Intimidate +17, Knowledge (local) +15, Sense Motive +15; **Feats:** Dodge, Expertise, Leadership, Mobility.

Languages: Common, Goblin, Orc.

Possessions: +1 dagger of venom, a *potion of neutralize poison*, a *potion of cure serious wounds*, a *potion of haste*, a +1 cloak of resistance, +2 bracers of armor and a +1 ring of protection.

The Fat Man's Muscle, Male Ogre Ftr5: CR 8; SZ L Giant; HD 4d8+16 plus 5d10+20; hp 79; Init +0; Spd 30 ft. in full plate (base speed 40 ft.); AC 25 (+5 natural, +8 armor, +2 shield), touch 10, flat-footed 25; BAB/Grp +8/+20; Atk +18 melee (2d6+10, *longsword*, crit 17-20); Full Atk +18/+13 melee (2d6+10, *longsword*, crit 17-20); Space/Reach 10 ft./10 ft.; AL NE; SV Fort +12, Ref +4, Will +4; Str 26, Dex 11, Con 18, Int 8, Wis 10, Cha 6.

Skills: Climb +4, Jump +2, Listen +3, Spot +3; **Feats:** Cleave, Improved Crit (greatsword), Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (longsword), Weapon Specialization (greatsword). Climb and Jump skills reduced by a -8 armor check penalty.

Possessions: Heavy steel shield, full plate, +1 large longsword, *potion of cure moderate wounds*, and a *potion of endurance*.

Human Wererat Com3/Rog3: CR 6; SZ M/S Humanoid [Shapechanger]; HD 3d4 plus 3d6 plus 1d8+1; hp 25 each; Init +6, +9 (rat or hybrid); Spd 30 ft., or 40 ft., climb 20 ft. (rat); AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12, or 19 rat (+1 size, +5 Dex, +3 natural), touch 16, flat-footed 14, or 18 hybrid (+5 Dex, +3 natural), touch 15, flat-footed 13; BAB/Grp +3/+3 or +3/-1 rat; Atk Human form +8 melee (1d6+1, +1 *shortsword*, crit 19-20); Atk rat form +8 melee (1d4+1 plus disease, bite); Atk hybrid form +8 melee (1d6+1, +1 *shortsword*, crit 19-20); Full Atk hybrid form +8 melee (1d6+1, +1 *shortsword*, crit 19-20), +3 melee (1d6+1 plus disease, bite); SA curse of lycanthropy (hybrid or rat form only), disease (filth fever, Fort save [DC 14] resists), sneak attack (+2d6); SQ alternate form, damage reduction (10/silver in hybrid or rat form only), evasion, rat empathy, low-light vision, scent, trap sense +1, trapfinding; AL CE; SV Fort +4/+5 hybrid or rat, Ref +10/+13 hybrid or rat, Will +7; Str 10, Dex 14 (20 hybrid or rat), Con 10 (12 as hybrid or rat), Int 9, Wis 13, Cha 12.

Human form Skills: Bluff +4, Climb +1, Escape Artist +5, Handle Animal +3, Hide +7, Intimidate +6, Jump +5, Listen +8, Move Silently +7, Profession (stable hand) +2, Sleight of Hand +5, Spot +5.

Rat form Skills: Bluff +4, Climb +9, Escape Artist +8, Handle Animal +3, Hide +14, Intimidate +6, Jump -1, Listen +8, Move Silently +10, Profession (stable hand) +2, Sleight of Hand +8, Spot +5.

Hybrid form Skills: Bluff +4, Climb +1, Escape Artist +8, Handle Animal +3, Hide +10, Intimidate +6, Jump +5, Listen +8, Move Silently +10, Profession (stable hand) +2, Sleight of Hand +8, Spot +5.

Feats: Alertness, Dodge, Improved Initiative, Iron Will (b), Lightning Reflexes, Weapon Finesse (b).

Possessions: +1 *shortsword*, *ring of jumping*.

Advanced Dire Rat: CR 2; SZ M Animal; HD 6d8+6; hp 36 each; Init +3; Spd 40 ft., climb 20 ft.; AC 14 (+3 Dex, +1 natural), touch 13, flat-footed 11; BAB/Grp +4/+4; Atk +7 melee (1d6 plus disease, bite); SA disease (bite; filth fever, Fort save [DC 16] resists); SQ scent; AL N; SV Fort +6, Ref +8, Will +6; Str 10, Dex 17, Con 12, Int 2, Wis 12, Cha 4.

Skills: Climb +11, Hide +6, Listen +4, Move Silently +7, Spot +4, Swim +11; **Feats:** Ability Focus (disease), Alertness, Dodge, Weapon Finesse (b).

Guild Enforcers, Male or Female Human Rog3/War4: CR 6; SZ M; HD 3d6+3 plus 4d8+4; hp 38 each;

Init +3; Spd 30 ft.; AC 17 (+3 Dex, +3 masterwork studded leather armor, +1 masterwork buckler), touch 13, flat-footed 14; BAB/Grp +6/+8; Atk +9 melee (1d8+1 plus poison, masterwork longsword, crit 19-20) or +10 ranged (1d8+1, masterwork composite [Str +1] longbow, crit x3, range 110 ft.); Full Atk +9/+4 melee (1d8+1 plus poison, masterwork longsword, crit 19-20), or +10/+5 ranged (1d8+1, masterwork composite [Str +1] longbow, crit x3, range 110 ft.); SA poison (Fortitude [DC 18] 1d6 Dex/1d6 Dex), sneak attack (+2d6); SQ evasion, trapfinding, trap sense +1; AL; SV Fort +7, Ref +8, Will +3; Str 14, Dex 16, Con 13, Int 12, Wis 10, Cha 8.

Skills: Balance +11, Climb +12, Escape Artist +8, Hide +9, Intimidate +9, Jump +14, Listen +6, Move Silently +9, Ride +10, Swim +6, Tumble +11, Use Rope +3 (+5 with bindings); **Feats:** Combat Expertise, Combat Reflexes, Dodge, Mobility.

Possessions: Masterwork studded leather, masterwork buckler, a masterwork longsword, a masterwork composite [Str +1] longbow, 20 masterwork arrows, a *potion of darkvision*, 2 *potions of neutralize poison*, a *potion of cure serious wounds*, a *potion of haste*, a *cloak of resistance +1* and 1 vial of giant wasp poison.

Under the City

Xill Clr5: CR 11; SZ M Outsider [Extraplanar]; HD 5d8+15 plus 5d8+15; hp 78; Init +7; Spd 40 ft.; AC 22 (+3 Dex, +7 natural, +2 *bracers*), touch 13, flat-footed 19; BAB/Grp +8/+11; Atk +12 melee (1d6+3, masterwork shortsword, crit 19-20), +11 melee (1d4+1, claw) or +13 ranged (1d8, longbows, crit x3, range 110 ft.); Full Atk +10/+10/+5 melee (1d6+3 [x2], masterwork shortswords, crit 19-20), +9 melee (1d4+1 [x2], claws) or +13/+8 ranged (1d8 [x2], longbows, crit x3, range 110 ft.); SA improved grab, feat of strength (+5 for 1 round), implant, paralysis, rebuke undead (3/day, with +2 synergy bonus), spells; SQ freedom of movement (5 rounds/day), planewalk; SR 21; AL LE; SV Fort +11, Ref +10, Will +12; Str 17, Dex 20, Con 16, Int 12, Wis 18, Cha 10.

Skills: Balance +15, Climb +11, Concentration +8, Diplomacy +2, Escape Artist +15, Intimidate +8, Jump +9, Knowledge (religion) +6, Listen +12, Move Silently +13, Sense Motive +12, Spellcraft +6, Spot +12, Tumble +13, Use Rope +5 (+7 with bindings); **Feats:** Combat Casting, Combat Reflexes, Improved Initiative, Multiattack (b), Multiweapon Fighting.

Divine Spells Prepared (5/4/3/2; save DC 14 + spell level): 0—*cure minor wounds*, *detect magic*, *guidance*, *read magic*, *resistance*; 1st—*bless*, *divine favor*, *entropic shield*, *shield of faith*; 2nd—*bear's endurance*, *cure moderate wounds*, *sound burst*; 3rd—*bestow curse*, *dispel magic*.

Domain Spells Prepared (1/1/1) (Strength, Travel): 1st—*longstrider*; 2nd—*bull's strength*; 3rd—*fly*.

Possessions: 2 masterwork shortswords, *bracers of armor* +2.

Guild Thief, Male or Female Human Rog5/Asn1: CR 6; SZ M; HD 5d6+5 plus 1d6+1; hp 28; Init +3; Spd 30 ft.; AC 18 (+3 Dex, +4 *studded leather*, +1 masterwork buckler), touch 13, flat-footed 18; BAB/Grp +3/+5; Atk +6 melee (1d6+2, masterwork rapier, crit 18-20) or +7 ranged (1d6+1, masterwork composite [Str +1] shortbow, crit x3, range 70 ft.); SA death attack, poison use, sneak attack (+4d6), spells (DC 11 + spell level); SQ evasion, trap sense +1, trapfinding, uncanny dodge (Dex bonus to AC); AL NE; SV Fort +3, Ref +10, Will +2; Str 14, Dex 16, Con 13, Int 13, Wis 10, Cha 8.

Skills: Balance +14, Bluff +8, Disable Device +9, Disguise +7 (+9 acting), Hide +12, Jump +12, Move Silently +12, Open Locks +7, Search +10, Sleight of Hand +9, Tumble +14; *Feats:* Combat Expertise, Dodge, Improved Trip, Mobility.

Assassin Spells Prepared (1): 1st—*spider climb*.

Possessions: +1 *studded leather*, masterwork buckler, masterwork rapier, masterwork composite [Str +1] shortbow, 20 masterwork arrows, *potion of cure serious wounds*, *potion of haste*, *cloak of resistance* +1.

Guild Mage, Female Human Sor6: CR 6; SZ M; HD 6d4+9; hp 25; Init +6; Spd 30 ft.; AC 13 (+2 Dex, +1 *bracers*), touch 12, flat-footed 11; BAB/Grp +3/+2; Atk +2 melee (1d8-1, morningstar) or +6 ranged (1d8, masterwork light crossbow, crit 19-20, range 80 ft.); SA spells; SQ summon familiar; AL CE; SV Fort +4, Ref +5, Will +6; Str 8, Dex 14, Con 13, Int 12, Wis 10, Cha 16.

Skills: Concentration +10, Hide +4, Knowledge (arcana) +10, Move Silently +5, Spellcraft +9; *Feats:* Combat Casting, Improved Initiative, Scribe Scroll, Toughness.

Arcane Spells Known (Cast per Day: 6/7/6/4; save DC 13 + spell level): 0—*daze*, *detect magic*, *flare*, *open/close*, *read magic*, *resistance*, *ray of frost*; 1st—*jump*, *magic missile*, *obscuring mist*, *shield*; 2nd—*blur*, *bull's strength*; 3rd—*fireball*.

Possessions: Morningstar, masterwork light crossbow, 10 masterwork bolts, *potion of cure moderate wounds*, 2 *arcane scrolls* (*invisibility*, caster level 6), *arcane scroll* (*hold person*, caster level 6), *bracers of armor* +1, *cloak of resistance* +1, *wand of magic missile* (24 charges, 5th level caster).

Guild Wizard, Male Human Wiz12: CR 13; SZ M Outsider [Native]; HD 12d4+27; hp 58; Init +7; Spd 30 ft.; AC 18 (+3 Dex, +1 *ring*, +1 *amulet*, +3 *bracers*), touch 14, flat-footed 15; BAB/Grp +6/+6; Atk +6 melee (1d6, quarterstaff) or +10 ranged (1d8, masterwork light crossbow with masterwork bolts, crit 19-20, range 80 ft.); Full Atk +6/+1

melee (1d6, quarterstaff) or +10 ranged (1d8, masterwork light crossbow with masterwork bolts, crit 19-20, range 80 ft.); SA *darkness* (1/day), spells; AL NE; SV Fort +7, Ref +10, Will +10; Str 10, Dex 16, Con 14, Int 21, Wis 12, Cha 8.

Skills: Bluff +1, Concentration +17, Hide +5, Knowledge (arcana) +20, Knowledge (local) +20, Knowledge (nature) +20, Knowledge (the Planes) +20, Spellcraft +20; *Feats:* Brew Potion, Combat Casting, Heighten Spell, Improved Initiative, Lightning Reflexes, Quicken Spell, Scribe Scroll, Toughness.

Arcane Spells Prepared (4/6/5/5/4/4/2; save DC 15 + spell level): 0—*detect magic*, *light*, *read magic*, *resistance*; 1st—*expeditious retreat* [x2], *magic missile* [x3], *ray of enfeeblement* [x2], *shield*, *silent image*; 2nd—*blur*, *invisibility*, *protection from arrows*, *pyrotechnics*, *web*; 3rd—*dispel magic*, *displacement*, *flame arrow*, *lightning bolt*, *slow*; 4th—*greater invisibility*, *ice storm*, *mnemonic enhancer* (cast), *solid fog*; 5th—*dominate person*, *quicken magic missile*, *summon monster V*, *transmute rock to mud*; 6th—*chain lightning*, *quicken invisibility*.

Possessions: Quarterstaff, masterwork light crossbow, 10 masterwork bolts, *arcane scroll* (*teleport*, CL 12), *arcane scroll* (*acid fog*, CL 12), *cloak of resistance* +1, *ring of protection* +1, *amulet of natural armor* +1, *bracers of armor* +3, *headband of intellect* +2, *wand of lightning bolt* (31 charges, CL 12), dagger, spell component pouch, spellbook (containing all prepared spells plus: all cantrips, 1st—*alarm*, *change self*, *charm person*, *message*, *mount*, *summon monster I*; 2nd—*detect thoughts*, *locate object*, *minor image*, *rope trick*; 3rd—*haste*, *fireball*, *fly*; 4th—*enervation*, *phantasmal killer*; 5th—*animate dead*, *seeming*; 6th—*circle of death*, *flesh to stone*).

Guild Enforcer Kasha, Female Ogre Mage Mnk5: CR 13; SZ L Giant; HD 5d8+20 plus 5d8+20; hp 88; Init +5; Spd 50 ft., fly 40 ft. (good); AC 22 (+1 Dex, +5 natural, +1 monk, +4 Wis, +1 *bracers*), touch 16, flat-footed 21; BAB/Grp +6/+17; Atk +15 melee (2d8+12, +1 *huge katana*, crit 19-20) or +13 melee (2d6+7, unarmed); Full Atk +15/+10 melee (2d8+12, +1 *huge katana*, crit 19-20) or +13 melee (2d6+7, unarmed) or +12/+12 melee (2d6+7, flurry of blows); Space/Reach 10 ft./10 ft.; SA flurry of blows, ki strike (magic), spell-like abilities (at will—*darkness*, *invisibility*; 1/day—*charm person* [DC 14], *cone of cold* [DC 18], *gaseous form*, *polymorph* and *sleep* [DC 14], as CL 9 sorcerer), unarmed strike; SQ darkvision (60 ft.), evasion, low-light vision, purity of body, regeneration (5), slow fall (20 ft.), still mind; SR 19; AL LE; SV Fort +12, Ref +6, Will +9; Str 25, Dex 13, Con 18, Int 12, Wis 19, Cha 16.

Skills: Balance +3, Concentration +15, Jump +17, Listen +15, Sense Motive +9, Spellcraft +7, Spot +15, Tumble +6; **Feats:** Blind-Fight, Combat Expertise, Deflect Arrows (b), Exotic Weapon Proficiency (katana), Improved Initiative, Stunning Fist (b), Weapon Focus (katana).

Possessions: +1 huge katana, *potion of cat's grace*, *potion of cure moderate wounds*, *bracers of armor* +1.

Maegena, Guildmistress of the Grey Rook Thieves' Guild, Female Human Rog14: CR 14; SZ M; HD 14d6+14; hp 79; Init +5; Spd 40 ft. with boots (30 ft. base); AC 19 (+5 Dex, +2 bracers, +1 ring, +1 amulet), touch 16, flat-footed 19; BAB/Grp +10/+12; Atk +16 (1d6+3 plus 1d6 electricity, +1 *shock rapier*, crit 18-20); Full Atk +16/+11 melee (1d6+3 plus 1d6 electricity, +1 *shock rapier*, crit 18-20); SA sneak attack (+7d6); SQ evasion, improved uncanny dodge (Dex bonus to AC, cannot be flanked), special ability (bonus feat, crippling strike), trap sense +4, trapfinding; AL LE; SV Fort +8, Ref +17, Will +9; Str 14, Dex 20, Con 13, Int 18, Wis 15, Cha 16.

Skills: Balance +14, Bluff +18, Decipher Script +12, Diplomacy +14, Disable Device +17, Disguise +15, Escape Artist +13, Gather Information +15, Hide +22, Intimidate +19, Jump +30 (+21 without boots), Knowledge (local) +12, Listen +16, Move Silently +22, Search +18, Sense Motive +11, Spot +16, Tumble +23, Use Magic Device +6 (+8 with scrolls), Use Rope +4 (+6 with bindings); **Feats:** Combat Expertise, Dodge, Improved Trip, Mobility, Spring Attack, Weapon Finesse, Whirlwind Attack.

Possessions: Ring of greater invisibility, +1 *shock rapier*, *potion of haste*, 1 *potion of cure serious wounds*, *potion of feather fall*, *potion of change self* (consumed), *bracers of armor* +2, ring of protection +1, *amulet of natural armor* +1, *cloak of resistance* +3, *gloves of dexterity* +2, *boots of striding and springing*, *brooch of shielding* (45 points).

The Errant Prince

King Ulrich, Male Human, Ari12: CR 11; SZ M; HD 12d8+24; hp 81; Init +1 (Dex); Spd 30 ft.; AC 17 (+1 Dex, +5 *mithral shirt*, +1 ring), touch 12, flat-footed 16; BAB/Grp +9/+12; Atk +15 melee (1d8+5, +2 *longsword*, crit 19-20); Full Atk +15/+10 melee (1d8+5, +2 *longsword*, crit 19-20); AL LN; SV Fort +8, Ref +7, Will +11; Str 16, Dex 12, Con 14, Int 11, Wis 8, Cha 16.

Skills: Bluff +18, Diplomacy +27, Hide +0, Intimidate +20, Knowledge (nobility and royalty) +15, Listen +1, Move Silently +0, Sense Motive +14, Spot +1; **Feats:** Alertness, Iron Will, Leadership, Quickdraw, Skill Focus (Diplomacy), Weapon Focus (longsword).

Possessions: Ulrich is quite rich, but he did not come to Durbenford prepared for a fight. Therefore, he equips only the following items. He has a +2 *longsword*, +1 *mithral shirt*, a *potion of cure moderate wounds*, +2 *cloak of resistance*, +1 ring of protection and gauntlets of ogre power.

Jacques Ul'gae, Male Human, Rog2/Clr7/Blk4: CR 13; SZ M; HD 2d6+2 plus 7d8+7 plus 4d10+4; hp 84; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+4 Dex, +3 shield, +2 bracers, +2 ring), touch 16, flat-footed 18; BAB/Grp +10/+11; Atk +16 melee (1d6+3, +2 *rapier*, crit 18-20), or +11 ranged (1d4+2, +1 *hand crossbow w/ +1 bolts*, crit 19-20; range 30 ft.); Full Atk +16/+11 melee (1d6+3, +2 *rapier*, crit 18-20), or +11 ranged (1d4+2, +1 *hand crossbow w/ +1 bolts*, crit 19-20; range 30 ft.); SA death touch, poison use, smite, smite good (+2 to hit, +4 damage), sneak attack (+2d6), spells; SQ aura, aura of despair (10 ft., -2 morale penalty to enemies saves), aura of evil, dark blessing, detect good, evasion, rebuke undead; AL CE; SV Fort +14, Ref +14, Will +15; Str 13, Dex 18, Con 13, Int 10, Wis 20, Cha 14.

Skills: Appraise +5, Bluff +7, Concentration +13, Diplomacy +18, Forgery +5, Hide +9, Intimidate +9, Knowledge (religion) +4, Knowledge (arcana) +7, Listen +5, Move Silently +4, Profession (merchant) +13, Sense Motive +10, Spellcraft +9 (+11 decipher scrolls), Spot +5, Use Magic Device +7 (+9 w/scrolls); **Feats:** Blind-Fight, Cleave, Improved Initiative, Improved Sunder, Power Attack, Weapon Finesse.

Unholy Spells Prepared (6/6/4/3/2; save DC 15 + spell level): 0—create water, detect magic, guidance, light, read magic, resistance; 1st—bane, cause fear, divine favor, entropic shield, shield of faith; 2nd—aid, cure moderate wounds, death knell, sound burst; 3rd—deeper darkness, dispel magic, wind wall; 4th—divine power, poison.

Domain Spells Prepared (Death, Destruction): 1st—inflict light wounds; 2nd—death knell; 3rd—animate dead; 4th—inflict crit wounds.

Blackguard Spells Prepared (3/2; save DC 15 + spell level): 1st—cause fear, cure light wounds, doom; 2nd—bull's strength, darkness.

Granted Domain Abilities: Death touch 1/day, melee touch (kills target if amount rolled on 7d6 exceeds remaining hit points); Smite 1/day, +4 attack bonus, +7 damage.

Possessions: +2 buckler, +2 *rapier*, +1 *hand crossbow*, +1 bolts (x10), *divine scroll* (disintegrate*, CL 13), *divine scroll* (implosion), +2 *bracers of armor*, +2 ring of protection, *amulet of proof against detection and location*, +2 *cloak of resistance*, +2 *periapt of Wisdom* +2.

*Jacques can use this scroll for his domain grants access to *disintegrate*.

Half-Fiend Minotaur Bbn3: CR 9; SZ L Outsider [Native]; HD 6d8+24 plus 3d12+16; hp 87 (107)*; Init +1; Spd 30 ft., fly 30 ft. (average); AC

16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15; BAB/Grp +9/+20 (+8/+22)*; Atk +17 melee (+19 melee)* (2d8+10 [2d8+13], huge greataxe, crit x3) or +16 melee (+18 melee)* (1d6+7 [1d8+9]*, claw); Full Atk +17/+12 melee (+19/+14 melee)* (2d8+10 [2d8+13], huge greataxe, crit x3), +11 melee (+14 melee)* (1d8+7 [1d8+9], gore) or +16 melee (1d6+7 [1d6+9]* [x2], claws), +11 melee (1d8+3 [1d8+4]*, bite); Space/Reach 10 ft./10 ft.; SA powerful charge (4d6+6), rage (1/day), smite good (1/day, +6 hp against good creatures), spell-like abilities (3/day, darkness, poison; 1/day, contagion, desecrate, unholy blight); SQ darkvision (60 ft.), DR (5/magic), natural cunning, immunity (poison), resistances (acid, cold, electricity, and fire 10), scent, trap sense +1, uncanny dodge (Dex bonus to AC); SR 19; AL NE; SV Fort +11 (+13)*, Ref +7, Will +6 (+8)*; Str 24 (28), Dex 13, Con 18 (24), Int 8, Wis 10, Cha 6.

Skills: Climb +8 (+10)*, Intimidate +10, Jump +14 (+16)*, Listen +16, Move Silently +5, Search +12, Sense Motive +4, Spot +13; **Feats:** Flyby Attack, Great Fortitude, Power Attack, Weapon Focus (greataxe).

*Reflects the ability while Raging.

Possessions: Huge greataxe.

Caer Durben

Old Baron Durben, Male Human Ghost Ftr11: CR 13; SZ M Undead [Augmented Humanoid, Incorporeal]; HD 11d12; hp 76; Init -1; Spd 30 ft., fly 30 ft. (perfect); AC 12 manifested (-1 Dex, +3 deflection), touch 12, flat-footed 12; AC 9 vs. ethereal opponents; BAB/Grp +11/+14; Atk +10 melee (1d4, corrupting touch) or +16 melee (1d8+7, +2 *keen longsword*, crit 17-20) vs. ethereal opponents; Full Atk +10 melee (1d4, corrupting touch) or +16/+11/+6 melee (1d8+7, +2 *keen longsword*, crit 17-20) vs. ethereal opponents; SA corrupting touch, horrific appearance (Will save [DC 18]), manifestation, telekinesis (as 12th-level Sor); SQ incorporeal traits, rejuvenation, turn resistance +4, undead traits; AL LE; SV Fort +7, Ref +2, Will +5; Str 16, Dex 8, Con —, Int 10, Wis 14, Cha 16.

Skills: Diplomacy +12, Hide +7, Knowledge (nobility) +7, Listen +10, Ride +13, Search +8, Spot +10; **Feats:** Cleave, Great Cleave, Leadership, Mounted Combat, Power Attack, Quick Draw, Ride-by Attack, Spirited Charge, Trample, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 ghost touch *keen longsword*.

Skeleton Warrior, Ftr10/Blk2: CR 14; SZ M Undead [Augmented Humanoid]; HD 12d12; hp

83; Init +1; Spd 30 ft. in armor with *boots* (30 ft. base); AC 25 (+1 Dex, +4 natural, +1 ring, +10 *full plate*), touch 12, flat-footed 24; BAB/Grp; Atk +21 melee (1d10+6 [1d10+10 two-handed] plus 1d6 cold, +2 *frost keen bastard sword*, crit 17-20); Full Atk +21/+16/+11 melee (1d10+10 [1d10+10 two-handed] plus 1d6 cold, +2 *frost keen bastard sword*, crit 17-20); SA fear aura (30 ft. radius, affects 5 HD or less, Will save [DC 20] resists), poison use, smite good (1/day, +4 to hit, +2 damage vs. good), spells; SQ detect good (at will), damage reduction (5/magic), dark blessing, darkvision (60 ft.), find target, turning immunity; SR 22; AL LE; SV Fort +16, Ref +10, Will +12; Str 22, Dex 13, Con —, Int 13, Wis 16, Cha 18.

Skills: Climb +11, Hide +1, Intimidate +20, Jump +16 (+11 without *boots*), Knowledge (nobility) +3, Knowledge (geography) +4, Knowledge (religion) +3, Ride +9, Sense Motive +9, Spot +11; **Feats:** Cleave, Combat Expertise, Dodge, Exotic Weapon Proficiency (bastard sword), Great Cleave, Improved Crit (bastard sword), Improved Sunder, Improved Trip, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword). Climb, Hide, and Jump skills reduced by a -5 armor check penalty.

Blackguard Spells Prepared (2; save DC 13 + spell level): 1st—doom, inflict light wounds.

Possessions: +2 *full plate*, +2 *keen frost bastard sword*, cloak of resistance +2, ring of protection +1, boots of striding and springing.

Confrontation and Resolution

Prince Geoffrey, Male Human Ari15: CR 14; SZ M; HD 15d8+15; hp 86; Init +7; Spd 30 ft.; AC 17 (+3 Dex, +3 *bracers*, +1 *amulet*), touch 13, flat-footed 14; BAB/Grp +11/+15; Atk +18 melee (1d6+6, +2 *rapier of puncturing*, crit 15-20) or +18 melee touch (1d6 temp. Con damage, *rapier of puncturing*, 3/day); Full Atk +18/+13/+8 melee (1d6+6, +2 *rapier of puncturing*, crit 15-20) or +18/+13/+8 melee touch (1d6 temp. Con damage, +2 *rapier of puncturing*, 3/day); AL NE; SV Fort +8, Ref +12, Will +10; Str 18, Dex 16, Con 12, Int 16, Wis 8, Cha 14.

Skills: Bluff +20, Diplomacy +22, Gather Information +20, Hide +2, Intimidate +22, Knowledge (arcana) +21, Knowledge (geography) +21, Knowledge (local) +21, Listen -1, Move Silently +2, Ride +21, Spot -1; **Feats:** Combat Reflexes, Dodge, Expertise, Improved Crit (rapier), Improved Initiative, Lightning Reflexes, Weapon Focus (rapier).

Languages: Common, Elven, Infernal.

Possessions: +2 *rapier of puncturing*, +3 *bracers of armor*, +1 *amulet of natural armor*, +2 cloak of

resistance, +4 girdle of giant strength, +2 gloves of dexterity, and an +2 amulet of health.

Mal'Tagrithe (Jessica Ul'gae), Advanced Succubus
Asn4/Sor2: CR 15; SZ M Outsider [Chaotic, Evil, Extraplanar]; HD 8d8+8 plus 4d6+4 plus 2d4+2; hp 76; Init +3; Spd 30 ft., fly 50 ft. (average); AC 29 (+3 Dex, +9 natural, +3 bracers, +4 ring), touch 17, flat-footed 26; BAB/Grp +12/+13; Atk +15 melee (1d4+3 plus poison, assassin's dagger, crit 19-20) or +13 melee (1d6+1, claw); Full Atk +15/+10/+5 melee (1d4+3 plus poison, assassin's dagger, crit 19-20) or +13 melee (1d6+1 [x2], claws); SA energy drain, spell-like abilities (at will—*charm monster* [DC 24], *ethereal jaunt*, *polymorph*, *suggestion* [DC 23]) as cast by a 12th-level sorcerer, spells, summon demon (30% chance, 1 vrock); SQ DR (10/cold iron or good), darkvision (60 ft.), immunities (poison, electricity), resistances (acid, cold, and fire 10), telepathy (100 ft.), tongues; SR 18; AL CE; SV Fort +8, Ref +13, Will +13; Str 12, Dex 16, Con 13, Int 18, Wis 16, Cha 30.

Skills: Balance +7, Bluff +25, Concentration +14, Craft (alchemy) +6, Decipher Script +8,

Diplomacy +12, Disguise +25 (+27 acting), Escape Artist +14, Forgery +8, Gather Information +21, Hide +18, Intimidate +12, Knowledge (arcana) +8, Knowledge (history) +15, Listen +22, Move Silently +18, Ride +14, Search +15, Spellcraft +8, Spot +26, Survival +3 (+5 following tracks), Use Rope +3 (+5 with bindings); **Feats:** Combat Expertise, Combat Reflexes, Dodge, Mobility, Spring Attack.

Arcane Spells (Cast per Day 6/6, save DC 20 + spell level): 0—*dancing lights*, *daze*, *mage hand*, *prestidigitation*, *read magic*; 1st—*expeditious retreat*, *ray of enfeeblement*.

Assassin Spells Prepared (2/1; save DC 14 + spell level): 1—*obscuring mist*, *spider climb*; 2nd—*undetectable alignment*.

Possessions: Assassin's dagger, 2 potions of invisibility, wand of magic missiles (50 charges, CL 9), bracers of armor +3, ring of protection +4, and a cloak of charisma +4.

New Items Appendix

Higdne

Using a secret process known only to a rare few, Groembu, the mad druid of the Wyld Wood, grows a strange plant called higdne. While the plant itself is harmless, the root is highly addictive and those who consume it gain the ability to do physical activities for long periods.

A higdne specimen features four green slender leaves tapering slightly as they approach the root. Blue bands stripe each leaf in diagonal rows, much like tiger striping. The space between the stripes decreases closer to the root, until the leaves are solid blue. This plant never flowers. When the leaves are broken free from the root, a sweet smell emanates from the breaks.

The root, a bulb really, is the valuable portion of the plant. Measuring some three to five inches in diameter, it fits neatly into the palm of one's hand. When a user shaves away some of the skin of the root and consumes it raw, the individual must attempt a Will save (DC 22) or become addicted to the substance. Thereafter, the victim must consume a new sliver once per week or suffers the effects of the withdrawals, which deal 1d4 Constitution damage at the end of each week. This damage is not permanent, but it does not heal. The damage continues until either the victim is dead, or until he consumes more of the substance, at which point the Constitution damage begins to heal as normal (i.e. 1 point per day).

In exchange for the addiction, the imbibor gains use of the Endurance feat. If the character already has the Endurance feat, he gains a +1d2 bonus to his Constitution score. This is not an inherent bonus; his Constitution just gets bigger. Last, consuming higdne drains 1d3 Charisma per week to a minimum of 3, as the drug ravages both body and spirit until the user becomes a shell of his former self.

Breaking free of higdne's hold requires no little effort. The individual must halt consumption of the drug for four weeks, whereby the victim must survive the Constitution damage and succeed a Will save (DC 18) at the end of each week. If at any point during the recovery, the victim fails the saving throw, they must start the process of recovery all over again. For these reasons, not many survive higdne without the assistance of magical healing, such as the *heal* spell or more powerful magic.

Helring, the sword of Orcus

Orcus constructed *Helring* from the bones of angels and quenched in the blood of the first godling he killed. When swung, this blade emanates unspeakable sounds, the suffering screams of tormented dead. The length of the sword is milky white, etched with blasphemous words hateful to the ears of the good and the mighty. Its hilt is the collarbone of a lillend, and its handle Orcus

bound in couatl scales. The pommel is the petrified heart of a wyrmling gold dragon. To complete its unspeakable evil the god of Undeath encased his blade in a scabbard constructed of coagulated unicorn blood, held in a semi-fluid state by his hate.

Good characters cannot bear to touch the sword, which deals 6d6 points of negative energy damage. Half of this damage is permanent drain, restored only through a *restoration* spell or greater magic. Worse, once an individual touches the blade, the sword draws the character to touch it again, the result being an obsession with the blade. Each day after the character first touched of the blade, she must attempt a Will save (DC 22) or be drawn to touch the blade again, suffering the damage stated above with each successive touch. Three successful saves against the sword's corrupting influence makes the character forever after immune to its allure. If by some fortuitous means the character survives three touches of the blade, his alignment shifts one-step towards evil. After three more touches, he becomes evil.

Neutral characters are not as affected by the darkness of the sword. Instead, the sword deals 3d6 points of damage, none of which is permanent. They resist the blade's lure with a Will save (DC 18), but they must make four successful saves in a row to gain the immunity to the sword's corrupting influence. Two failed saves in a row cause the character's alignment to shift towards evil.

The sword grants to any evil user the Exotic Weapon Proficiency (bastard sword) feat. Additionally, the sword functions as a +4 *unholy titan bane bastard sword*. When grasped, it emits *darkness* in a 30-foot spread, but otherwise as per the spell of the same name. This sword possesses a devious cunning, but is subject to all the flaws of the most dangerous psychopath such as indefatigable arrogance and a perverted lust for inflicting pain and suffering on the weak. The sword has the following attributes: Int 22, Wis 12, Cha 24, Ego 20; it may speak Common, Draconic, Infernal, Abyssal, Celestial, Giant, Auran and Terran; telepathy; it grants its wielder the ability to use Blind-Fight, Mobility and Improved Initiative and may generate a *lightning bolt* (8d6 damage, range: 200 ft, Reflex [DC 13] for half) once per day.

Its powers and malignant personality are suppressible if placed inside the *Nanoc*, the physical remains of the titan Rynas. Despite its ability to contain the powers and drawbacks of the sword, the *Nanoc* is unable to contain Orcus' seething hatred, which affects the immediate vicinity of the sword over a long space of time. If the sword rests undisturbed, it pollutes its environment after a period of one year.

Destroying this potent weapon is no small act. He who would rid the world of this weapon must first cast a heightened (to 9th level) *bless* spell on the sword. Next,

the destroyer must expose the sword to seven songs sung by seven solars in Celestial, celebrating the Seven Cardinal Virtues. The would-be destroyer must then replace one of the spokes in the wheels of the chariot drawing the sun through the heavens. On the seventh day, the sword dissolves into a nurturing rain showering the world and healing and restoring health and hope to the sick and downtrodden.

Caster Level: 20th. Helring is a unique artifact; only Orcus knows the process of its creation.

Extraction Tanks

These glass containers stand just over six-feet tall, with a valve of the same material set into the face of the vessel. A large cylinder, the bottom and top of the vessel features grating. The bottom grate is for the waste products expelled by the victim during the painful extraction process. The upper grate allows spring-like tubes which attach to the fey victim placed within by means of sucker like extensions at the ends of the hoses. These hoses extract a liquid form of the fey's spell-like abilities, removing the ability to use these features from the fey forever after. The liquid is pulled through the hoses and deposited in a containment valve near the top of the machine. The extracted essence serves no practical purpose beyond retarding feys' magic abilities and fertilizing the hignde plant.

The process of extraction takes about 1 hour for every point of CR of the victim. In addition, each hour of extraction drains 3d6 points of Charisma and 1d4 points of Strength and Constitution damage to the victim within the extraction tank. Overzealous users of the tank kill many of their victims, attempting to suck every last drop of magical energy from these creatures. Those creatures who survive the process of extraction, aside from the Constitution drain and loss of abilities, are despondent and suffer black scars from the tubes' effect. It is unknown whether the tanks can be adjusted to accommodate other creatures such as dragons or outsiders, or what the effects of such an extraction would be. Though using this magic item is an evil act, it is not itself evil.

Only Mal'Tagrithe and Groembu know the process for creating these tanks. If both villains are destroyed, the

knowledge is forever lost on the Material Plane.

Extraction Tank: 3 in. thick; Hardness 1; hp 3; Break (DC 18).

Caster Level: 14th; **Weight:** 70 lbs.

Ketra's Immediate Mansion

Like an *instant fortress*, *Ketra's immediate mansion*, when not activated, appears to be an innocuous item of little import. It appears normally to be a small ball of copper with a crude engraving on its face, depicting a small fishing hovel. When activated, by speaking the command word and casting the ball to the ground, the item flashes a red-brown light. After the light dies, a shack appears patched and worn with a stout door barring access. Also like an *instant fortress*, the door opens whenever the owner commands it to do so.

The hovel acts as a gateway to a pocket dimension, much in the same way as the effect generated by a *rope trick*. Inside the hovel is a vast space of 10,000 square feet, divided in a number of rooms fitting the owner's desire. Hence, no two *immediate mansions* are the same as the owners design their own layouts. Good quality items such as beds, furniture, throw rugs and the like are included upon activation of the item, though the items removed vanish once outside the confines of the space. Equipment may be stored in the mansion, but it is a full-round action to activate this item, and the item does not function if commanded to open into a space not large enough to contain a 10-foot-by-10-foot hovel. Individuals standing on or near the spot where the mansion manifests suffer no harm as do those near a manifesting *instant fortress*. Instead, the hovel's appearance pushes them outside of its area. Characters remaining inside the mansion when deactivated suffer 5d10 points of damage and the mansion shunts them into the Ethereal Plane.

This item functions on the Material Plane and nowhere else.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *hallucinatory terrain*, *morden's magnificent mansion*; **Market Value:** 50,000 gp.

Ring of Eavesdropping

A small band of copper, appearing cheap and gaudy, stains the wearer's finger green.

The ring activates passively, shedding a purplish light whenever someone speaks within 10 feet, conferring a +10 insight bonus to all Listen checks. The ring always grants a +5 competence bonus to all Gather Information checks.

Caster Level: 12th; **Prerequisites:** Alertness, Forge Ring; **Market Value:** 15,000 gp.



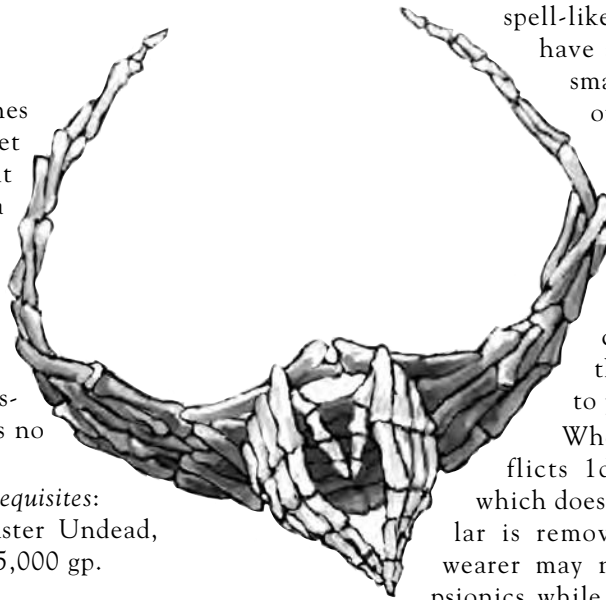
Diadem of Turn Resistance

Crafted of the finger bones of elven children, this circlet has a ghastly appearance. At the front of the diadem is a pair hands pressed together and pointed downward, almost an inversion of prayer. If an undead creature dons the headgear, the magic item confers +4 turn resistance. This magic item has no effect on the living.

Caster Level: 10th; *Prerequisites:* Craft Wondrous Item, Caster Undead, unhallow; *Market Value:* 25,000 gp.

Collar of Null Magic

Crafted of cold-forged iron in the heart of the abyss, these unusual items were designed to render celestials impotent, disallowing them access to their spell-like abilities, though the effects of the collar affect any creature capable of using magic or



spell-like abilities. All collars have a dull iron sheen with small studs on the inside of the ring. Etched onto the exterior surface of the names of all of the good gods spelled backwards, written in the Abyssal tongue. A hidden clasp (Search check [DC 26]) opens the collar for removal or to place upon a victim.

When worn, the collar inflicts 1d4 points of damage, which does not heal until the collar is removed. In addition, the wearer may not cast spells or use psionics while wearing it. Additionally, the wearer loses access to all spell-like abilities. The collar affects just the wearer and does not hamper the user's ability to wield magic items.

Caster Level: 12th; *Prerequisites:* Craft Wondrous Item, *anti-magic field*, evil alignment; *Market Price:* 72,000 gp.

Monster Appendix

The following monsters can be encountered in this module.

Daemon, Cacodaemon

Medium Outsider (Evil, Extraplanar)

Hit Dice: 11d8+44 (93 hp)
Initiative: +4
Speed: 30 ft. (6 squares)
Armor Class: 26 (+4 Dex, +12 natural), touch 14, flat-footed 22
Base Attack/Grapple: +11/+16
Attack: +1 longsword+18 melee (1d8+6) or claw+16 melee (1d6+5)
Full Attack: +1 longsword+18/+13/+8 melee (1d8+6) or 2 claws +16 melee (1d6+5)
Space/Reach: 5 ft./5 ft.
Special Attacks: Rend 2d6+7, spell-like abilities, summon daemons
Special Qualities: Alter self, damage reduction 10/cold iron or silver, darkvision 60 ft., immune to acid, immune to poison, outsider traits, resistance to cold 10, resistance to electricity 10, resistance to fire 10, telepathy 100 ft., SR 24
Saves: Fort +11, Ref +11, Will +9
Abilities: Str 20, Dex 18, Con 18, Int 14, Wis 14, Cha 15
Skills: Climb +19, Gather Information +16, Intimidate +16, Jump +13, Knowledge (the planes) +16, Listen +16, Move Silently +15, Search +16, Sense Motive +16, Spot +16, Survival +11 (+13 on other planes, +13 following tracks)
Feats: Blind-Fight, Cleave, Power Attack, Weapon Focus (longsword)
Environment: Gehenna, Hades, or Tarterus
Organization: Solitary, team (2-4), or squad (6-10)
Challenge Rating: 13
Treasure: Standard plus +1 longsword
Alignment: Always neutral evil
Advancement: 12-16 HD (Medium); 17-33 HD (Large)
Level Adjustment: —

This creature is a tall, sleek, ebony humanoid with long thick arms that end in powerful claws. Its head is sleek and hairless. Its eyes are bright fiery red, and its mouth is lined with sharpened teeth and fangs.

The dreaded and feared cacodaemons are employed as guards and soldiers in the Oinodaemon's palace. A select few are used as the Oinodaemon's personal assassins and can be found wandering the planes (usually on a mission for the Oinodaemon). Cacodaemons are completely loyal to the Oinodaemon and never question their position or authority; they do not take orders from any other daemon. Even the mighty arcanadaemons hold no power over the cacodaemons.

A cacodaemon is a 7-foot tall sleek, ebony humanoid with long thick arms ending in powerful claws.

Cacodaemons speak Abyssal, Infernal, and Common.

Combat

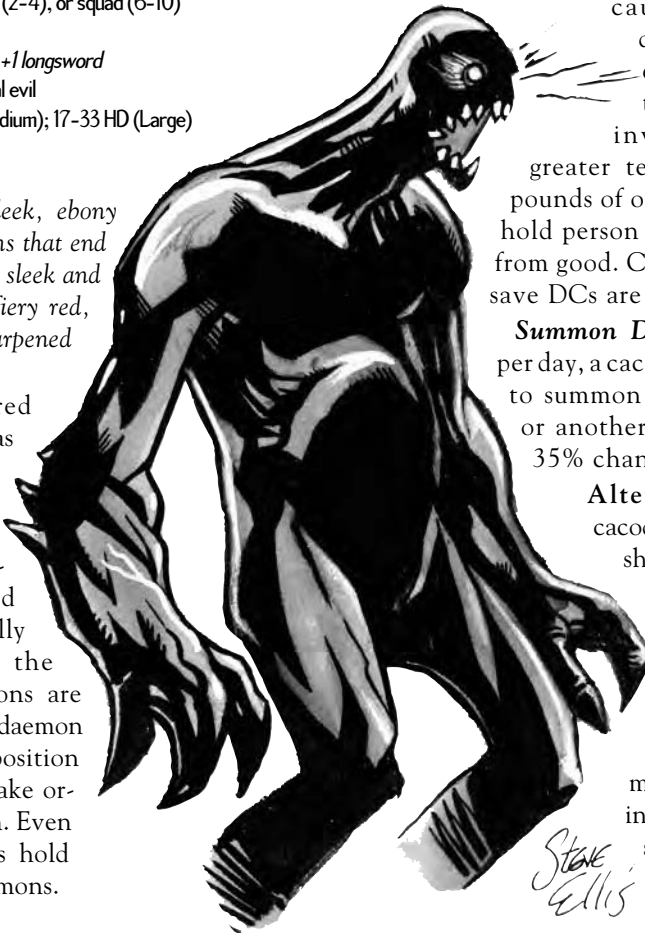
Cacodaemons are relentless combatants and never back down from a fight. They often begin combat by changing forms and appearing as a race friendly to their potential opponents. Once an opponent is lured close to the cacodaemon, it changes to its natural form and attacks. Opponents are first subjected to the cacodaemon's *hold person* ability and held opponents are coup-degraced. An unarmed cacodaemon attacks with its claws. They do not hesitate to summon other daemons to their aid if needed.

Rend (Ex): If a cacodaemon hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+7 points of damage.

Spell-Like Abilities: At will—cause fear (DC 13), deeper darkness, desecrate, detect thoughts (DC 14), see invisibility; 3/day—greater teleport (self plus 50 pounds of objects only); 2/day—hold person (DC 15), protection from good. Caster level 11th. The save DCs are Charisma-based.

Summon Daemons (Sp): Once per day, a cacodaemon can attempt to summon 1d3 derghodaemons or another cacodaemon with a 35% chance of success.

Alter Self (Su): A cacodaemon can assume the shape of any Small or Medium humanoid. This supernatural ability works like the alter self spell (caster level 11th), but the cacodaemon can remain in the chosen form indefinitely. It can assume a new form or return to its own as a standard action.



Demon, Daraka

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	12d8+96 (150 hp)
Initiative:	+0
Speed:	40 ft. (8 squares)
Armor Class:	27 (-1 size, +18 natural), touch 9 flat-footed 27
Base Attack/Grapple:	+12/+25
Attack:	Claw +20 melee (1d8+9)
Full Attack:	2 claws +20 melee (1d8+9) and bite +18 melee (2d6+4) or scorpions +11 ranged (1d6 plus poison)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Poison, spell-like abilities, scorpions, summon demons
Special Qualities:	Damage reduction 10/good, darkvision 60 ft., demon traits, outsider traits, SR 20
Saves:	Fort +16, Ref +8, Will +12
Abilities:	Str 28, Dex 11, Con 27, Int 18, Wis 18, Cha 20
Skills:	Climb +24, Concentration +23, Hide +11, Intimidate +20, Knowledge (arcana) +19, Knowledge (any one) +19, Listen +27, Move Silently +10, Search +19, Sense Motive +14, Spellcraft +19, Spot +27, Survival +14 (+16 following tracks)
Feats:	Blind-Fight, Cleave, Great Cleave, Multiattack, Power Attack
Environment:	Abyss
Organization:	Solitary or gang (2-4)
Challenge Rating:	12
Treasure:	Standard coins; double goods; standard items
Alignment:	Always chaotic evil
Advancement:	13-20 HD (Large); 21-36 HD (Huge)
Level Adjustment:	—

This creature is a tall black-skinned humanoid. Its head is that of a black-furred ram with downward curving horns. Its body appears to be a mass of writhing flesh.

Darakas act as guards to the greater demons or as shock troops in the demonic armies of the Abyss. Being intelligent, they are often used as commanders or leaders, with each daraka having a battalion of minor demons at its command.

A daraka's skin is leathery and oily. From a distance greater than 10 feet, its body appears to be a mass of writhing flesh. Closer inspection reveals thousands of tiny scorpions swarming its flesh. They constantly skitter across the daraka's body—into and out of its mouth, ears, and nose. The daraka doesn't even seem to notice them.

Daraka speak Abyssal, Common, and at least three other languages.

Combat

Darakas aggressively assault any creature that stands in their way. They usually open combat by slinging scorpions at their opponents and using chaos hammer against lawful-aligned opponents. Against an enemy wizard, a daraka uses its feeblemind ability as soon as it can. The remainder of the combat sees the daraka slash with its claws and bite with its terrible fangs. If it can, a daraka likes to grapple a foe and let the scorpions on its body bite the grabbed opponent.

A daraka's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Spell-Like Abilities: At will—*chaos hammer* (DC 19), *deeper darkness*, *detect good*, *dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *invisibility* (self only), *unholy aura* (DC 21); 3/day—*chill touch* (DC 16); 1/day—*feeblemind* (DC 20), *shatter* (DC 17). Caster level 12th. The save DCs are Charisma-based.

Poison (Ex): The body of a daraka is swarming with thousands of scorpions that deliver a debilitating poison each time they bite. The save DC is Constitution-based.

Daraka Scorpion Poison: Injury, Fortitude DC 24, initial and secondary damage 1d6 Strength.

Scorpions (Ex): A daraka's body is swarming with thousands of tiny scorpions. Creatures attacking a daraka unarmed or with natural weapons are automatically bitten for 1d6 points of damage and suffer the effects of the scorpion's poison (see Poison, above).

Alternately, a daraka can sling scorpions from its body to a range of 20 feet. This



is a standard action that provokes an attack of opportunity. A creature hit takes 1d6 points of damage from the biting and stinging scorpions and is subjected to their poison.

A grappled creature is likewise subjected to the biting of a daraka's scorpions just as if it had attacked the daraka unarmed (see above).

A daraka has an unlimited supply of scorpions. As fast as it uses them, its body generates more.

Summon Demons (Sp): Once per day, a daraka can attempt to summon 4d10 dretches or 1d2 vrockes with a 50% chance of success, or another daraka with a 20% chance of success.

Skills: Darakas have a +8 racial bonus on Listen and Spot checks.

Demon, Nerizo

Medium Outsider (Chaotic, Evil, Extraplanar)

Hit Dice: 10d8+70 (115 hp)
Initiative: +2
Speed: 40 ft. (8 squares)
Armor Class: 22 (+2 Dex, +10 natural), touch 12, flat-footed 20

Base Attack/Grapple: +10/+16
Attack: Claw +16 melee (1d4+6)
Full Attack: 2 claws +16 melee (1d4+6) and tail sting +14 melee (1d6+3 plus poison)

Space/Reach: 5 ft./5 ft. (10 ft. with tail)
Special Attacks: Poison, spell-like abilities, spit acid, summon demons

Special Qualities: Damage reduction 10/good, darkvision 60 ft., demon traits, outsider traits, scent, SR 18

Saves: Fort +14, Ref +9, Will +9
Abilities: Str 23, Dex 15, Con 25, Int 12, Wis 14, Cha 16

Skills: Climb +19, Concentration +20, Hide +15, Listen +15, Move Silently +15, Search +14, Sense Motive +15, Spot +14, Survival +15* (+17 following tracks)

Feats: Cleave, Multiattack, Power Attack, Track

Environment: The Abyss
Organization: Solitary or pack (2-5)

Challenge Rating: 9
Treasure: Standard
Alignment: Always chaotic evil
Advancement: 11-15 HD (Medium); 16-30 HD (Large)

Level Adjustment: —

This man-sized feral-looking creature has dark bluish-black skin. Its arms end in sharpened claws and its feet are splayed hooves. A long, snake-like barbed tail trails behind it. Its hairless head is long and oval and its eyes are large and crimson.

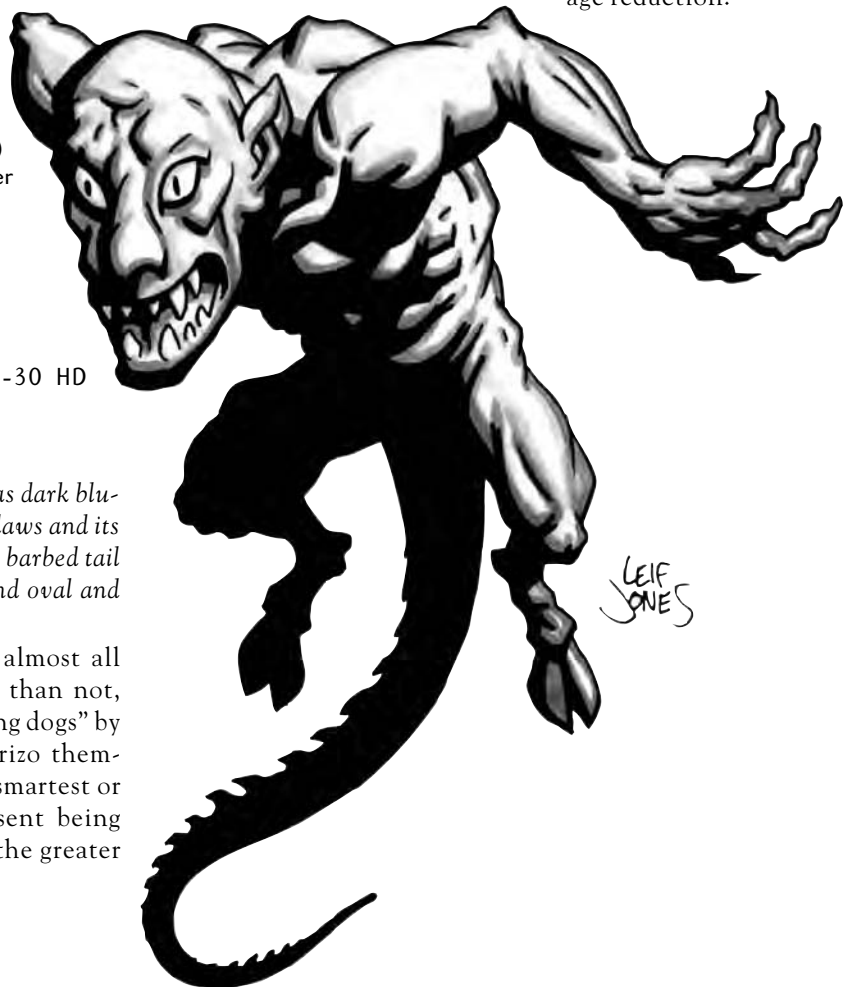
The bestial nerizo can be found on almost all planes of the Abyss. More animalistic than not, the nerizo are sometimes used as "hunting dogs" by the greater demons and lords. The nerizo themselves realize that they may not be the smartest or strongest of the demons, but they resent being relegated to common hunting dogs for the greater demons.

Nerizo can speak Abyssal but rarely do so. They do not possess the telepathic ability of other demons.

Combat

The nerizo prefers to attack from surprise, leaping to attack its foes when they are within range. A nerizo attacks using its tail sting and claws. Slain creatures are dragged away and devoured at a later time. If in the employ of a greater demon, the nerizo follows the commands of its "master." Nerizo are known to stalk their prey for up to one week before attacking.

A nerizo's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.



Poison (Ex): Nerizo deliver a debilitating poison with a successful tail sting. The save DC is Constitution-based.

Nerizo Venom: Injury, Fortitude DC 22, initial and secondary damage 1d6 Strength.

Spell-Like Abilities: *At will*—darkness, detect good, greater teleport (self plus 50 pounds of objects only); *1/day*—confusion (DC 16). Caster level 12th. The save DC is Charisma-based.

Spit Acid (Ex): Once every 1d4+1 rounds, a nerizo can spit a glob of stomach bile in a 10-foot line. A creature hit takes 4d6 points of acid damage. A successful DC 22 Reflex save halves the damage. The save DC is Constitution-based.

Summon Demons (Sp): Once per day, a nerizo can attempt to summon another 2d10 drretches or nerizo with a 35% chance of success.

Skills: Nerizo have a +8 racial bonus on Listen and Spot checks. *They gain a +4 racial bonus on Survival checks when tracking by scent.

Demon, Shadow Demon

Medium Outsider (Chaotic, Evil, Extraplanar, Incorporeal)

Hit Dice: 7d8+21 (52 hp)

Initiative: +7

Speed: Fly 40 ft. (perfect) (8 squares)

Armor Class: 15 (+2 Dex, +3 deflection), touch 15, flat-footed 13

Base Attack/Grapple: +7/—

Attack: Incorporeal claw +10 melee (1d6)

Full Attack: 2 incorporeal claws +10 melee (1d6) and incorporeal bite +5 melee (1d8)

Space/Reach: 5 ft./5 ft.

Special Attacks: Pounce, rake 1d6, spell-like abilities

Special Qualities: Darkvision 60 ft., immune to poison, immune to electricity, incorporeal traits, leap, outsider traits, resistance to acid 10, resistance to cold 10, resistance to fire 10, quick sprint, shadow blend, sunlight powerlessness

Saves: Fort +8, Ref +8, Will +7

Abilities: Str —, Dex 17, Con 17, Int 14, Wis 14, Cha 16

Skills: Bluff +13, Hide +13, Intimidate +15, Jump +24, Knowledge (any one) +12, Knowledge (the planes) +12, Listen +14, Search +12, Sense Motive +12, Spot +14, Survival +12 (+14 on other planes, +14 following tracks)

Feats: Alertness, Blind-Fight, Improved Initiative

Environment: Abyss

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always chaotic evil

Advancement: 8–11 HD (Medium); 12–21 HD (Large)

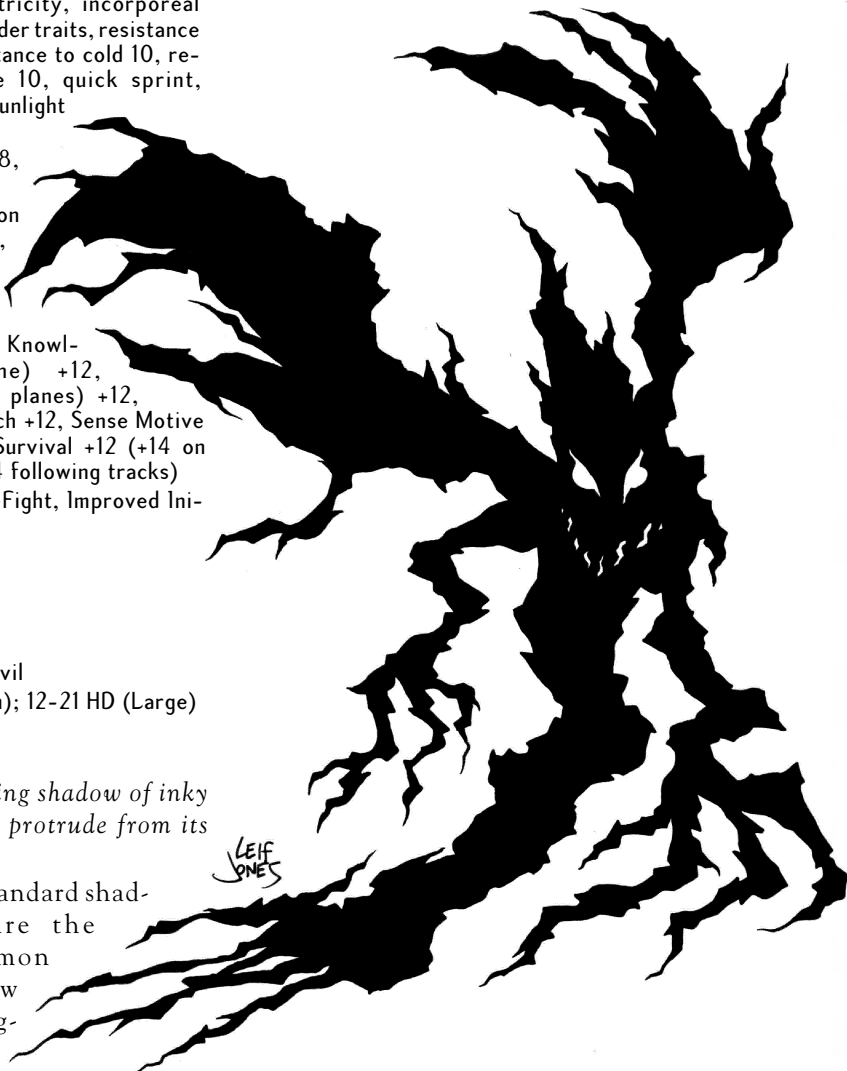
Level Adjustment: —

doing. If anything can release a demon trapped in shadow form, only the dukes, princes, and lords of the Abyss know such secrets. As a result of their new form, shadow demons are malign and evil, destroying all life they encounter.

Shadow demons speak Common, Abyssal, and at least two other languages, though most choose not to converse with those they encounter.

This creature resembles a living shadow of inky darkness. Large bat-like wings protrude from its form.

Shadow demons resemble standard shadows with wings. They are the incorporeal form of a demon trapped in the form of a shadow as punishment for some wrong-



Combat

A shadow demon lurks in dark places, waiting for its prey to pass nearby. Often before leaping to attack, it uses its *deeper darkness* to gain the advantage. It then leaps from the shadows and attacks with its incorporeal attacks. It selects the most powerful foe in a group and uses its *magic jar* against it.

A shadow demon's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Pounce (Ex): If a shadow demon charges a foe, it can make a full attack, including two rakes.

Rake (Ex): A shadow demon that charges, can rake with its hind-claws (+10 melee) for 1d6 points of damage each.

Spell-like Abilities: 1/day—*deeper darkness*, *fear* (DC 17); 1/week—*magic jar* (DC 18). Caster level 10th. The save DCs are Charisma-based.

Leap (Ex): The incorporeal wings of a shadow demon grant it a +20 racial bonus on Jump checks. This bonus is already included in the statistics block.

Quick Sprint (Ex): Once per minute, a shadow demon may rapidly beat its incorporeal wings. This allows it to move at six times its normal speed (240 feet) for one round.

Shadow Blend (Su): During any conditions other than full daylight, a shadow demon can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability; a *daylight* spell, however, will.

Sunlight Powerlessness (Su): Shadow demons are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A shadow demon caught in sunlight cannot attack and can take only a single move or attack action.

Demon, Stirge Demon

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	8d8+48 (94 hp)
Initiative:	+2
Speed:	20 ft. (4 squares), fly 60 ft. (good)
Armor Class:	23 (-1 size, +3 Dex, +11 natural), touch 12, flat-footed 20
Base Attack/Grapple:	+8/+18
Attack:	Claw +15 melee (2d4+4 plus wounding)
Full Attack:	2 claws +15 melee (2d4+4 plus wounding) and bite +10 melee (2d6+2)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Blood drain, drone, fear aura, spell-like abilities, summon demons, wounding
Special Qualities:	Damage reduction 10/good, darkvision 60 ft., demon traits, outsider traits, SR 18, spider climb
Saves:	Fort +12, Ref +9, Will +8
Abilities:	Str 22, Dex 17, Con 23, Int 14, Wis 14, Cha 15
Skills:	Bluff +10, Climb +17, Concentration +14, Escape Artist +6, Hide +14, Intimidate +15, Listen +21, Move Silently +14, Search +12, Sense Motive +11, Spot +21, Survival +9 (+11 following tracks)
Feats:	Cleave, Multiattack, Power Attack
Environment:	Abyss
Organization:	Solitary, gang (2-4), or squad (5-6)
Challenge Rating:	10
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	9-14 HD (Large); 15-24 HD (Huge)
Level Adjustment:	—

The creature is a loathsome cross between a human, a stirge, and an abyssal fly. It stands on four stirge-like hind legs and grasps with its humanlike forelimbs, which end in chitinous claw-like fingers. It has the wings of a stirge, though wrinkled and seemingly useless. Its stirge-like head has distinctly human features and is topped with a bristled, backswept mane.

Its mouth is tiny and filled with fangs, though its nose is long and sharp and is used to pierce and draw blood.

One of the most foul and despicable of all demonkind, the stirge demon hates all other demonic races and usually attacks them on sight. It savors the blood of vrocks and hezrous, but generally avoids any more powerful demonic races. Stirge demons play no role in the Abyssal armies as most demon lords and princes find them hard to control. Other demons loathe them as well, and usually attack them when they are encountered.

Combat

Stirge demons enter combat and attempt to drone as many of their opponents to sleep as they can. Creatures that resist are attacked with claws and bite. Once the stirge demon has droned all its opponents to sleep, or they have fled, it feasts on any sleeping creatures, draining their blood. If outnumbered or overmatched, a stirge demon does not engage an enemy. If confronted by foes more powerful than it, the stirge demon uses its *greater teleport* to escape.

A stirge demon's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Blood Drain (Ex): A stirge demon can drain blood from a living creature by making a successful grapple check. If it pins its foe, it drains blood, dealing 1d4 points of Constitution drain each round the pin is maintained. Once the stirge demon has drained 4 points, it flies off to digest its meal. The stirge demon rarely uses this against an

awakened foe. It usually saves this attack for opponents it has droned to sleep.

Drone (Su): At all times, save when using any spell-like abilities, the stirge demon drones and buzzes like a fly. All creatures within a 60-foot spread that hear it must succeed on a DC 19 Will save or fall into a comatose sleep for 1d4 hours. There is no HD limit for this effect and it otherwise functions as the *sleep* spell (caster level 10th). Note, the stirge demon can drain blood from a sleeping creature without automatically waking it up. In such an event, the sleeping creature receives a new Will save (same DC) each round the stirge demon drains blood. The save DCs are Constitution-based.

Fear Aura (Su): Stirge demons can radiate a 20-foot radius fear aura as a free action. A creature in the area must succeed on a DC 16 Will save or be affected as though by a *fear* spell (caster level 10th). A creature that successfully saves cannot be affected again by the same stirge demon's fear aura

for one day. Other demons are immune to the aura. The save DC is Charisma-based.

Spell-Like Abilities: At will—*darkness*, *dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *see invisibility*, *telekinesis* (DC 17). Caster level 10th. The save DC is Charisma-based.

Summon Demons (Sp): Once per day, a stirge demon can attempt to summon 2d8 dretches or another stirge demon with a 35% chance of success.

Wounding (Ex): A stirge demon's claw attack deals 1 point of Constitution damage from blood loss when it hits a creature. A critical hit does not multiply the Constitution damage. Creatures immune to critical hits (plants, constructs) are immune to the stirge demon's wounding ability.

Spider Climb (Ex): Stirge demons can walk on walls, floors, ceilings, and other such surfaces at their normal movement rate. This is an inherent ability and cannot be dispelled or negated.

Skills: Stirge demons receive a +8 racial bonus on Listen and Spot checks.



Fey Echo (Template)

Created from the spirits of fey who die in Groembu's extraction process, fey echoes are malevolent manifestations of violent and angry energy. Driven insane by their cruel treatment, they cling to their makers, desperate for attention and affection, like so many other abused creatures fawn over their wicked masters. These creatures always dwell in the places of their corporeal destruction, prevented from ever venturing more than 50-feet away.

Nymph Fey Echo

	Medium Undead (Augmented, Incorporeal)
Hit Dice:	6d12 (39 hp)
Initiative:	+3 (Dex)
Speed:	Fly 30 ft. (perfect)
AC:	19 (+3 Dex, +6 deflection), touch 19, flat-footed 13
Base Attack/Grapple:	+3/—
Attack:	Incorporeal touch +7 (1d4 Charisma drain)
Full Attack:	Incorporeal touch +7 (1d4 Charisma drain)
Space/Reach:	5 ft. /5 ft.
Special Attacks:	Blinding beauty, spells, spell-like abilities, stunning glance
Special Qualities:	DR 10/cold iron, low-light vision, unearthly grace, wild empathy
Saves:	Fort +8, Ref +14, Will +14
Abilities:	Str —, Dex 17, Con —, Int 16, Wis 17, Cha 23
Skills:	Bluff +14, Concentration +15, Diplomacy +8, Escape Artist +12, Handle Animal +15, Heal +12, Hide +20, Listen +12, Move Silently +12 (not used due to incorporeality), Ride +5, Sense Motive +12, Spot +12, Use Rope +3 (+5 with bindings)
Feats:	Combat Casting, Dodge, Weapon Focus (incorporeal touch)
Environment:	Any land and underground
Organization:	Solitary
Challenge Rating:	9
Treasure:	None
Alignment:	Always chaotic evil
Advancement:	—
Level Adjustment:	+7

Blinding Beauty (Su): This ability operates continuously, affecting all humanoids within 30 feet of the nymph fey echo. Those who look directly at the nymph must succeed on a DC 19 Fortitude save or be blinded permanently as though by the *blindness* spell. The nymph can suppress or resume this ability as a free action. The save DC is Charisma based.

Spell-Like Abilities: 1/day—*dimension door*. Caster level 7th.

Spells: A nymph fey echo casts divine spells as a 7th level druid.

Stunning Glance (Su): As a standard action, a wrathful nymph fey echo can stun a creature within 30 feet with a look. The target creature must

succeed on a DC 19 Fortitude save or be stunned for 2d4 rounds. The save DC is Charisma based.

Unearthly Grace (Su): A nymph fey echo adds her Charisma modifier as a bonus to all her saving throws, and as a deflection bonus to her Armor Class.

Wild Empathy (Ex): This power works like the druid's wild empathy class feature, except that a nymph fey echo has a +6 racial bonus on the check.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Creating a Fey Echo

"Fey echo" is a template that can be added to any fey creature that experiences a particularly vile death, such as in the case of Groembu's extraction machines. The creature (referred to hereafter as the "base fey") must have had a Charisma score of at least 10. The creature's type changes to Undead and it gains the Augmented and Incorporeal subtypes, but otherwise uses all the base fey's statistics and special abilities except as noted here.

Hit Dice: Change to d12.

Speed: A fey echoes has a fly speed equal to 30 feet or that of the base fey, whichever is greater. The fey echo has perfect maneuverability.

AC: A fey echo loses any natural armor bonuses, but gains a deflection bonus equal to its Charisma modifier or +1, whichever is greater.

Attacks: A fey echo loses all attacks of the base fey and gains an incorporeal touch using its base attack modifier plus its Dexterity bonus and any other relevant bonuses. Feats providing a bonus to attack change to benefit their incorporeal touch attack. For example, of the base fey had Weapon Focus (longsword), the feat changes to Weapon Focus (incorporeal touch).

Damage: On a successful attack against a living opponent, the incorporeal touch of a fey echo drains 1d6 points of Charisma. Opponents reduced to 0 Charisma is unconscious until at least 1 point is restored.

Special Attacks: The fey echo retains any special attacks of the base fey. Some special abilities may no longer function the fey is now undead.

Hence, spell-like abilities such as *polymorph* no longer function as undead cannot be the target of such a spell. In these and other similar instances strike this ability from the base fey's normal assortment of spells derived from spell-like abilities. Additionally, the fey echo receives one special attack for every two points of Charisma bonus. Fey echoes may choose from the special attacks available to ghosts, though they may not take *manifestation*. See the **MM** for details on the ghost's special abilities.

Special Qualities: Fey echoes retain all the special qualities of the base fey and gain the undead type and the augmented and incorporeal subtypes.

Incorporeal Traits (Ex): Can be harmed only by other incorporeal creatures, magic weapons or creatures that strike as magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source (except positive energy, negative energy, and force effects such as magic missile); can pass through solid objects at will, and own attacks pass through armor; cannot make trip or grapple attacks and cannot be tripped or grappled; do not set off traps triggered by weight; always moves

silently and cannot be heard with Listen checks unless it wants to be; can move at full speed even when it cannot see.

Turn Resistance (Su): Fey echoes have turn resistance +4.

Undead Traits (Ex): Immune to mind-influencing effects, poison, sleep, paralysis, stunning, disease, and death effects. Not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, death from massive damage, or any effect that requires a Fortitude save (unless the effect works on objects); cannot be raised, resurrection works if the creature is willing; darkvision with a range of 60 feet.

Saves: Same as the base fey

Abilities: Fey echoes do not have a Strength or Constitution score, and their Charisma increases by +4.

Skills: Fey echoes receive a +8 racial bonus on Bluff and Hide checks.

Feats: Same as the base fey

Environment: Any land or underground

Organization: Solitary, gang (2-6), or mob (7-12)

Challenge Rating: Same as the base fey +2

Treasure: None

Alignment: Always evil

Advancement: Same as the base fey

Level Adjustment: Same as the base fey



Froghemoth

Huge Aberration

Hit Dice:	16d8+83 (155 hp)
Initiative:	+1
Speed:	20 ft. (4 squares), swim 30 ft.
Armor Class:	16 (-2 size, +1 Dex, +7 natural), touch 9, flat-footed 15
Base Attack/Grapple:	+12/+24
Attack:	Tentacle +14 melee (1d6+4)
Full Attack:	4 tentacles +14 melee (1d6+4) and tongue +12 melee (1d6+2) and bite +12 melee (4d6+2)
Space/Reach:	15 ft./10 ft. (20 ft. with tongue)
Special Attacks:	Improved grab, swallow whole
Special Qualities:	Darkvision 60 ft., electricity vulnerability, resistance to fire 10
Saves:	Fort +10, Ref +6, Will +11
Abilities:	Str 19, Dex 13, Con 20, Int 2, Wis 12, Cha 11
Skills:	Hide +2*, Listen +9, Spot +9, Swim +17
Feats:	Alertness, Cleave, Multiattack, Power Attack, Skill Focus (Hide), Toughness
Environment:	Temperate marsh
Organization:	Solitary
Challenge Rating:	13
Treasure:	Standard
Alignment:	Always neutral
Advancement:	17-30 HD (Huge); 31-48 HD (Gargantuan)
Level Adjustment:	—

This gigantic creature resembles a giant frog with 4 large tentacles in place of its front legs. A single eyestalk juts from the top of its head. Its underbelly is yellow, its body is green, and its tentacles and legs are mottled green.

The froghemoth is a weird aberration that swells in marshes and swamps. Its tongue is 10 feet long and it uses it to capture its prey. The froghemoth is a carnivore and feeds on various swamp-dwellers.

Combat

The froghemoth attacks using its tentacles and tongue to grab opponents. Grabbed opponents are shoved into the froghemoth's mouth.

Improved Grab (Ex): To use this ability, a froghemoth must hit with its tongue 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 estab-

lishes a hold and can attempt to swallow the foe the following round.

Swallow Whole (Ex): A froghemoth can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 2d8+4 points of crushing damage plus 8 points of acid damage per round from the froghemoth's digestive juices. A swallowed creature can climb out of the froghemoth's stomach with a successful grapple check. This returns it to the froghemoth's mouth, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out using a light piercing or slashing weapon to deal 20 points of damage to the froghemoth's stomach (AC 13). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

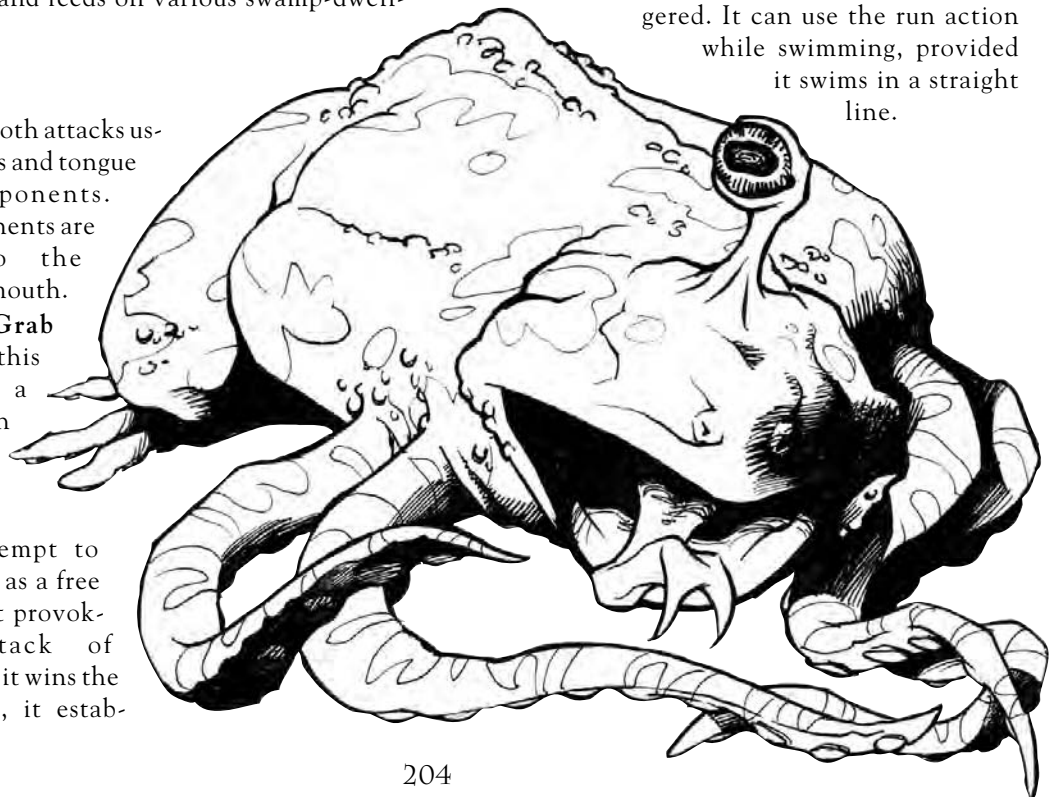
A Huge froghemoth's stomach can hold 2 Small, 8 Tiny, 16 Diminutive, or 32 Fine or smaller opponents.

Electricity Vulnerability (Ex): The froghemoth takes no damage from electricity effects, but is instead slowed for one round.

Skills: A froghemoth has a +4 racial bonus on Listen and Spot checks.

*Due to its coloration, a froghemoth has a +4 bonus on Hide checks in its natural environment.

A froghemoth has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.



Groaning Spirit

Medium Undead (Incorporeal)

Hit Dice: 7d12 (45 hp)
Initiative: +7
Speed: 30 ft. (6 squares)
Armor Class: 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14
Base Attack/Grapple: +3/—
Attack: Incorporeal touch +6 melee (1d8 plus Str drain)
Full Attack: Incorporeal touch +6 melee (1d8 plus Str drain)
Space/Reach: 5 ft./5 ft.
Special Attacks: Chill touch, fear aura, keening
Special Qualities: Darkvision 60 ft., immunity to cold, immunity to electricity, incorporeal traits, +4 turn resistance, sense living, SR 20, undead traits, unnatural aura, vulnerability
Saves: Fort +2, Ref +5, Will +8
Abilities: Str —, Dex 17, Con —, Int 16, Wis 16, Cha 18
Skills: Bluff +14, Hide +13, Intimidate +14, Listen +15, Search +13, Sense Motive +13, Spot +15
Feats: Ability Focus (keening), Alertness (b), Blind-Fight, Improved Initiative
Environment: Any
Organization: Solitary
Challenge Rating: 7
Treasure: Standard
Alignment: Always chaotic evil
Advancement: 8–21 HD (Medium)
Level Adjustment: —

This translucent figure resembles a beautiful elven female with delicate features. Her eyes burn with a crimson flame and her hair is a tangled mess of its former beauty.

The groaning spirit is the malevolent spirit of a female elf that is found haunting swamps, fens, moors, and other desolate places. Groaning spirits hate the living and seek to destroy whomever they meet. A groaning spirit appears as a translucent image of her former self.

Combat

A groaning spirit's primary attack is her keening. If a creature survives the keening attack, the groaning spirit attacks with her incorporeal touch.

Chill Touch (Su): Damage caused by the groaning spirit's touch attack is considered negative energy and afflicts the target with a chilling cold. Any creature touched must make a successful DC 17 Fortitude save or suffer 1 point of Strength drain. Groaning spirits are the bane of other undead, and any undead (except other groaning spirits) they touch must make a successful DC 17 Will save or flee in fear for 2d6 rounds.

Fear Aura (Su): Anyone viewing a groaning spirit must make a successful DC 17 Will save or flee in terror for 1d6+4 rounds. Whether or not the save is successful, a creature is immune to the fear aura of that groaning spirit for one day.

Keening (Su): Once per day, at night only, a groaning spirit can release a death wail audible to a range of 1 mile. All creatures within 30 feet that hear this must make a successful DC 19 Will save or be affected as per the wail of the banshee spell. Those that make their save still take 3d6+7 points of damage.

Sense Living (Su): A groaning spirit can sense all living creatures up to 5 miles away.

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a groaning spirit at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Vulnerability (Ex): A dispel evil deals 1d6 points of damage per caster level (maximum 10d6) to a groaning spirit.



Medusa, Greater

Large Monstrous Humanoid

Hit Dice: 8d8+16 (52 hp)
Initiative: +1
Speed: 30 ft. (6 squares)
Armor Class: 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15
Base Attack/Grapple: +8/+14
Attack: Composite shortbow +8 ranged (1d6+2, crit x3) or dagger +7 melee (1d4+2, 19-20/x2) or snakes +9 melee (1d4 plus poison)
Full Attack: Composite shortbow +8/+3 ranged (1d6+2, crit x3); or dagger +7/+4 melee (1d4+2, 19-20/x2) and snakes +4 melee (1d4 plus poison)
Space/Reach: 10 ft./10 ft.
Special Attacks: Petrifying gaze, poison, poisonous blood
Special Qualities: Darkvision 60 ft.
Saves: Fort +4, Ref +7, Will +7
Abilities: Str 14, Dex 12, Con 15, Int 12, Wis 13, Cha 15
Skills: Bluff +9, Disguise +8 (+10 acting), Intimidate +9, Move Silently +8, Spot +7
Feats: Point Blank Shot, Precise Shot, Weapon Focus (snakes)
Environment: Temperate marshes
Organization: Solitary or covey (greater medusa, plus 1-2 medusas)
Challenge Rating: 8
Treasure: Double standard
Alignment: Usually lawful evil
Advancement: By character class
Level Adjustment: —

This creature appears as a large female with glistening green scales, snakes for hair, and the lower torso of a giant snake.

The greater medusa is a rare form of the normal medusa. They are very solitary creatures and dwell far from civilization, rarely leaving their lairs. In all other respects, they behave as the normal medusa (see the MM).

Combat

A greater medusa attempts to disguise itself until its prey is within range. It then unveils its face and attempts to petrify its chosen victim. Creatures that avert their eyes are attacked with the greater medusa's snakes and weapons.

Petrifying Gaze (Su): Turn to stone permanently, 30 feet, Fortitude DC 16 negates. The save DC is Charisma-based.

Poison (Ex): Snakes; injury, Fortitude DC 16, initial damage 1d6 Strength, secondary damage 2d6 Strength. The save DC is Constitution-based.

Poisonous Blood (Ex): The blood of a greater medusa is highly poisonous even to the touch. A creature contacting the blood must succeed on a DC 16 Fortitude save or take 2d6 points of Strength damage. One minute later, another Fortitude save (same DC) must be made to avoid another 2d6 points of Strength damage. The blood loses its potency one hour after being exposed to air.



Mire Brute

Huge Elemental (Earth, Water)

Hit Dice: 21d8+105 (199 hp)
Initiative: -1
Speed: 20 ft. (4 squares), swim 60 ft.
Armor Class: 17 (-2 size, -1 Dex, +10 natural), touch 7, flatfooted 17

Base Attack/Grapple: +15/+30

Attack: Slam +21 melee (2d6+7 plus 1d4 stakes plus poison, crit 19-20)

Full Attack: 2 slams +21 melee (2d6+7 plus 1d4 stakes plus poison, crit 19-20)

Space/Reach: 15 ft./15 ft.

Special Attacks: Disgorge vermin, drench, improved grab, poison, push, stakes

Special Qualities: Blindsight 60 ft., cold resistance 20, damage reduction 10/magic, elemental traits, fire immunity

Saves: Fort +19, Ref +6, Will +9

Abilities: Str 25, Dex 8, Con 21, Int 6, Wis 11, Cha 10

Skills: Hide -3*, Listen +8, Spot +8, Swim +21

Feats: Alertness, Cleave, Great Cleave, Great Fortitude, Improved Critical (slam), Iron Will, Power Attack, Weapon Focus (slam)

Environment: Temperate to warm marsh

Organization: Solitary

Challenge Rating: 13

Treasure: None

Alignment: Always neutral evil

Advancement: —

Level Adjustment: —

Conceivably more of these foul creatures exist, but none have been spotted before and it is believed that this monster is unique. Normally this creature appears to be nothing more than a stretch of mud, about 40-feet in diameter, bristling with sharpened stakes. When it assumes a vaguely humanoid form, its surface glistens with slime and detritus, the stakes pointing outward at odd angles. Lacking any sensory organs, it shambles about, looking to kill. Towering over 12-feet tall, and of an instable structure, it lurches about, on thick featureless legs, dripping muck over the battlefield.

Mire brutes understand Aquan and Terran, though they speak neither language.

Combat

Mire brutes, when dormant, appear as large stretches of mud bristling with wooden stakes. It lies in wait for lone or distracted targets, at which time it rises up (move-equivalent action)

and attacks. Thereafter it charges. Stupid and destructive, it fights blindly, targeting whatever comes within its reach. The most repellant attack form available to the mire brute is its ability to unleash a slough of putrid fluid, squirming insects and worms.

Disgorge Vermin (Ex): 1/day as a move action, the mire brute vomits forth a spray or fetid water in a 30-foot cone. All opponents in the area must make a Reflex save (DC 25) or be covered by the morass. The water contains insects and worms, which deal 1 hit point of damage per round to the effected target if he does nothing else but fight off the swarm. If the target ignores the vermin, the vermin deal 1d4 hit points of damage per round. The vermin attack the affected target for 1d6 rounds. During that time, spellcasting is impossible. Cold or fire damage targeting the victim destroys these pernicious vermin, but damage dealt to the swarm also affects the victim of the swarm.

Drench (Ex): The mire brute may extinguish torches, campfires, exposed lanterns and other open flames of a non-magical origin that are of a Large or smaller size. Mire brutes may dispel magi-



cal fire as dispel magic cast by a sorcerer of a level equal to the brutes HD total.

Improved Grab (Ex): To use this ability, a mire brute must hit an opponent up to one size smaller with its slam attack. It can then start a grapple check as a free action without provoking an attack of opportunity.

Poison (Ex): While nearly any injury poison could coat the mire brute's stakes, the expense of covering it entirely precludes some of the more exotic poison varieties available. Thus, inexpensive venom, harvested from spiders or centipedes is the preferred choice. Small centipede poison is the most common (Injury; Fort save [DC 10]; 1d2/1d2 Dex).

Push (Ex): Mire brutes can start bull rush maneuvers without provoking attacks of opportunity.

Stakes (Ex): Peppering the mire brutes body are sharpened stakes, bristling not unlike a porcupine. The brute's master normally coats the stakes in

poison (see above). On a successful slam attack, the brute inflicts the listed damage. If the brute gets a hold, the victim is automatically pierced by 1d4 stakes, each dealing 1d4 points of damage as normal and potentially poisoning the victim.

Elemental Traits (Ex): Immune to poison, sleep effects, paralysis, an stunning. Not subject to critical hits or flanking. Spells that restore souls to their bodies, such as *raise dead*, *reincarnate*, and *resurrection*, don't work on an elements. Only a *limited wish*, *wish*, *miracle*, or *true resurrection* can restore it to life. Darkvision out to 60 ft.

Skills: *Mire Brute receive a +8 racial bonus to Hide checks when inert in a swamp or marsh environment. A mire brute has a +8 racial bonus on Swim checks to perform some special attack or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Nilbog

Nilbog, 1st-Level Warrior

Small Humanoid (Goblinoid)

Hit Dice:	1d8+1 (5 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	15 (+1 size, +1 Dex, +3 studded leather armor), touch 12, flat-footed 14
Base Attack/Grapple:	+1/-3
Attack:	Morningstar +2 melee (1d6) or javelin +3 ranged (1d4)
Full Attack:	Morningstar +2 melee (1d6) or javelin +3 ranged (1d4)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Spatio-temporal reversal
Special Qualities:	Damage reversal, darkvision 60 ft.
Saves:	Fort +3, Ref +1, Will -1
Abilities:	Str 11, Dex 13, Con 12, Int 10, Wis 9, Cha 6
Skills:	Hide +5, Listen +2, Move Silently +5, Ride +2, Spot +2
Feats:	Alertness
Environment:	Temperate plains and underground
Organization:	Gang (4-9), band (10-100 plus 100% non-combatants plus 1 3rd-level sergeant per 20 adults and 1 leader of 4th-6th level), warband (10-24 with worg mounts), or tribe (40-400 plus 100% noncombatants plus 1 3rd-level sergeant per 20 adults, 1 or 2 lieutenants of 4th or 5th level, 1 leader of 6th-8th level, 10-24 worgs, and 2-4 dire wolves)
Challenge Rating:	1
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	By character class
Level Adjustment:	+4

This creature resembles a small humanoid with a flat face, broad nose, pointed ears, wide mouth, and small, sharp fangs. It walks upright, but its arms hang down almost to its knees.

The nilbog is a goblin afflicted with a strange space-time reversal disease known as Nilbogism. The disease appears to occur when overly heavy use of magic strains the fabric of the space-time continuum and leads to some very strange localized events. The disease only affects goblins and is not transmitted by them. Nilbogs resemble goblins in appearance and are indistinguishable from them. Most nilbogs encountered outside their lair are warriors; the information in the statistics block is for one of 1st level.

Combat

The nilbog favors ambushes, dirty tricks, and overwhelming odds to a fair fight. It moves within range of a foe so as to affect the creature with its spatio-temporal reversal ability.

Spatio-Temporal Reversal (Ex): A nilbog constantly emanates an aura of confusion in a 20-foot-radius. A creature in the area must succeed on a DC 11 Will save or be affected as if by a confusion spell (caster level 4th). The save DC is Constitution-based.

Damage Reversal (Ex): When struck by any attack that would normally damage the nilbog, it actually gains hit points equal to the damage the attack would have otherwise dealt. A nilbog gains any extra hit points above its normal total as

temporary hit points, though it can never gain more than twice its normal hit points.

The nilbog can only be damaged through the use of curative magic and effects (cure light wounds and healing potions, for instance). Curative magic deals damage equal to the amount it would normally heal.

Skills: Nilbogs have a +4 racial bonus on Move Silently checks.

Nilbogs as Characters

A nilbog's favored class is rogue; nilbog leaders tend to be rogues or fighter/rogues. Nilbogs worship various goblin gods of evil and can choose two of the following domains: Chaos, Evil, and Trickery. Most nilbog spellcasters, however, are adepts. Nilbog adepts favor spells that fool or confuse enemies.

- Nilbog characters possess the following racial traits.

- -2 Strength, +2 Dexterity, -2 Charisma.
- Small size: +1 bonus to Armor Class, +1 bonus on attack rolls, +4 bonus on Hide checks, -4 penalty on grapple checks, lifting and carrying limits 3/4 those of Medium characters.
- A nilbog's base land speed is 30 feet.
- Darkvision out to 60 feet.
- Special Attacks (see above): Spatio-temporal reversal.
- Special Qualities (see above): Damage reversal.
- +4 racial bonus on Move Silently checks.
- Automatic Languages: Common, Goblin. Bonus Languages: Draconic, Elven, Giant, Gnoll, Orc.
- Favored Class: Rogue.
- Level Adjustment: +4.

The nilbog warrior presented here had the following ability scores before racial adjustments: Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.



Thorny

Medium Plant

Hit Dice:	4d8+8 (26 hp)
Initiative:	+2
Speed:	50 ft. (10 squares)
Armor Class:	17 (+2 Dex, +5 natural), touch 12, flat-footed 15
Base Attack/Grapple:	+3/+5
Attack:	Bite +5 melee (1d6+2)
Full Attack:	Bite +5 melee (1d6+2) and 1d3 thorns +0 melee (1d6+1)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Thorns, trip
Special Qualities:	Low-light vision, plant traits
Saves:	Fort +6, Ref +3, Will +2
Abilities:	Str 14, Dex 15, Con 14, Int 2, Wis 12, Cha 6
Skills:	Hide +7*, Listen +9, Move Silently +8, Spot +9
Feats:	Alertness, Combat Reflexes
Environment:	Warm forests
Organization:	Solitary or pack (3-8)
Challenge Rating:	3
Treasure:	None
Alignment:	Always neutral
Advancement:	5-9 HD (Medium); 10-12 HD (Large)
Level Adjustment:	—

This creature resembles a hunting dog constructed of tangled briars, vines, leaves, and sticks. Its entire body is covered with small, sharp thorns.

Thornies are the pets and companions of the vegpepgmies. They are rarely encountered outside of a vegpepgmy tribe or hunting party. Vegpepgmies often use them to hunt prey.

Thornies reproduce by planting egg-like seeds (that the female lays) in the ground. Three to six months later, a small tree sprouts, buds, and from these buds are born the thornies. An average thorny tree is capable of producing 1d6+4 thornies. The tree dies once it buds and the thornies “hatch.”

Combat

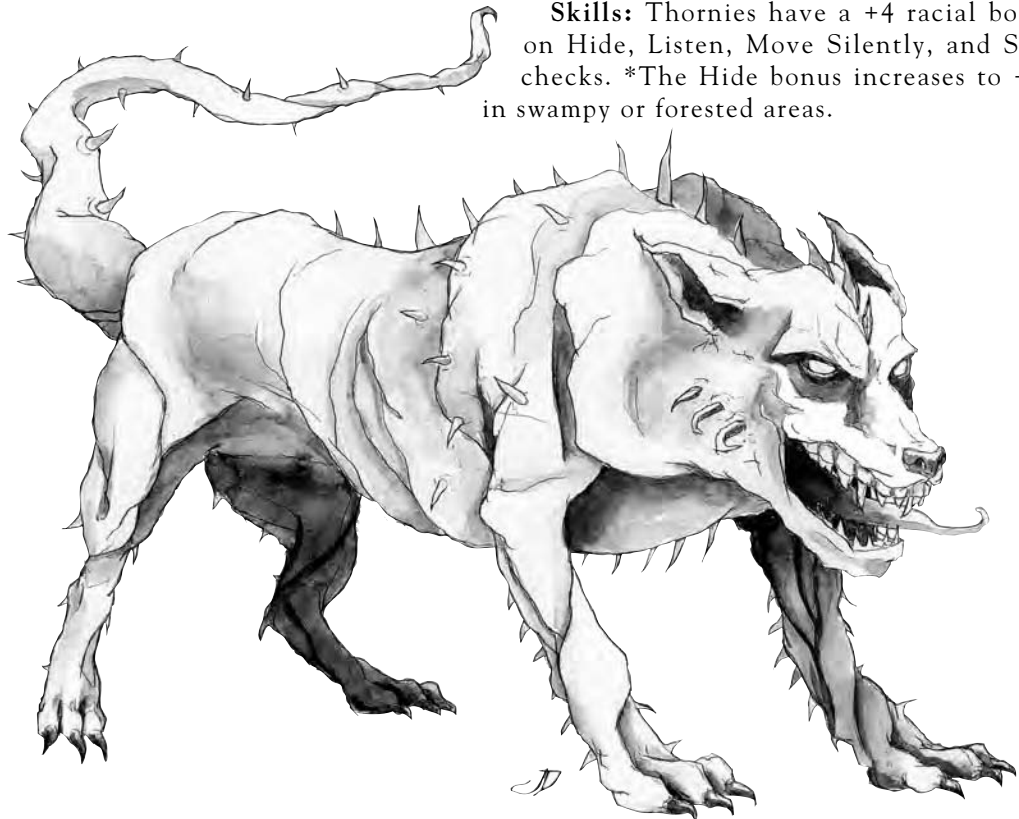
A thorny attacks with its bite, and if an opponent moves close enough, it attacks with its thorns.

Thorns (Ex): A thorny’s body is covered with sharp wooden thorns. While biting, the creature thrashes about, striking with 1d3 thorns. An opponent hit by a thorny’s thorn attack must succeed on a DC 14 Reflex save or take an additional 1d6+1 points of damage.

An opponent striking a thorny unarmed or with a natural weapon must succeed on a DC 14 Reflex save each time one of their attacks hits or take the same 1d6+1 points of damage from the thorns. The save DCs are Constitution-based.

Trip (Ex): A thorny that hits with a bite attack can attempt to trip the opponent (+2 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 thorny.

Skills: Thornies have a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks. *The Hide bonus increases to +12 in swampy or forested areas.



Troll, Rock

Large Giant (Earth)

Hit Dice: 8d8+56 (92 hp)
Initiative: +1
Speed: 30 ft. (6 squares), burrow 20 ft.
Armor Class: 20 (-1 size, +1 Dex, +10 natural), touch 10, flat-footed 19

Base Attack/Grapple: +6/+17

Attack: Claw +12 melee (1d6+7)

Full Attack: 2 claws +12 melee (1d6+7) and bite +10 melee (1d6+3)

Space/Reach: 10 ft./10 ft.

Special Attacks: Rend 2d6+10

Special Qualities: Darkvision 60 ft., fast healing 5, low-light vision, scent, vulnerability to sunlight

Saves: Fort +13, Ref +3, Will +1

Abilities: Str 25, Dex 12, Con 25, Int 4, Wis 9, Cha 6

Skills: Listen +7, Spot +6

Feats: Alertness, Multiattack, Power Attack

Environment: Underground

Organization: Solitary or gang (2-4)

Challenge Rating: 6

Treasure: Standard

Alignment: Always chaotic evil

Advancement: By character class

Level Adjustment: +5

This giant creature stands nearly twice as tall as a normal man. Its hide is earth-colored and its hair is dark. Its eyes are deep brown. The creature's arms and legs are long and thin and end in sharpened talons. Its feet end in three-toed feet.

Rock trolls are relatives of the normal troll and make their lairs deep within the subterranean realms of the earth. Most underground creatures avoid rock trolls, as they are completely malign and evil, attacking any living creature, especially when hungry. They are quite fond of human and halfling flesh.

Rock trolls are 10 feet tall and weigh about 600 pounds. They resemble their smaller relatives in most respects. The rock troll's hide is stone gray or

brown, its hair is black or brown, and its eyes are dull brown.

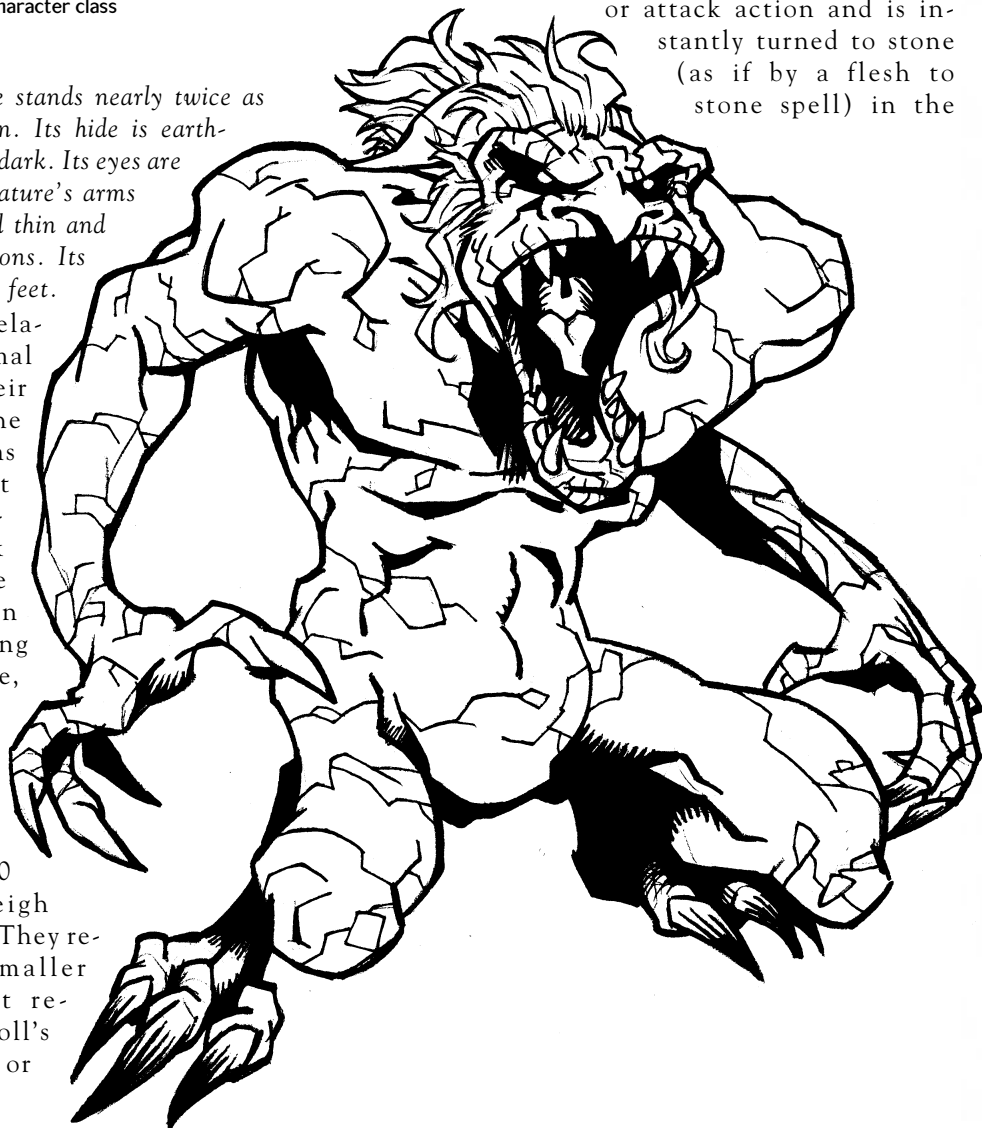
Combat

Rock trolls attack any living thing that enters their territory, usually doing so for food. They have no strategy or organization in their attacks; a rock troll flails relentlessly at its foes with its powerful claws until either it or its opponent is dead.

Rend (Ex): If a rock troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+10 points of damage.

Fast Healing (Ex): A rock troll heals only if it is underground and touching dirt or earth.

Vulnerability to Sunlight (Ex): A rock troll exposed to sunlight (not merely a daylight spell) can only take a single move or attack action and is instantly turned to stone (as if by a flesh to stone spell) in the



next round if it fails a DC 17 Fortitude save. This effect is permanent, but can be dispelled if the rock troll is removed from the source of the sunlight and stone to flesh is cast on it. A rock troll must make a new saving throw each round it remains in sunlight.

Rock Trolls as Characters

Rock troll characters possess the following racial traits.

- +14 Strength, +2 Dexterity, +14 Constitution, -6 Intelligence (minimum 3), -2 Wisdom, -4 Charisma.
- Large size. -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters.
- Space/Reach: 10 feet/10 feet.
A rock troll's base land speed is 30 feet. Its burrow speed is 20 feet.

- Darkvision out to 60 feet and low-light vision.
- Racial Hit Dice: A rock troll begins with eight levels of giant, which provide 8d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +6, Ref +2, and Will +2.
- Racial Skills: A rock troll's giant levels give it skill points equal to 11 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: A rock troll's giant levels give it three feats.
- +10 natural armor bonus.
Natural Weapons: Claw (1d6) and bite (1d6).
- Special Attacks (see above): Rend, damage 2d6 + 1-1/2 times Str modifier.
- Special Qualities (see above): Fast healing 5, scent, vulnerability to sunlight.
- Automatic Languages: Giant. Bonus Languages: Common, Orc.
- Favored Class: Fighter.
- Level adjustment +5.

Vegepygmy

	Commoner	Worker	Guard
	Small Plant	Small Plant	Small Plant
Hit Dice:	1d8 (4 hp)	2d8+2 (11 hp)	3d8+6 (19 hp)
Initiative:	+2	+2	+2
Speed:	30 ft. (6 squares)	30 ft. (6 squares)	30 ft. (6 squares)
Armor Class:	16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14	16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14	16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14
Base Attack/Grapple:	+0/-4	+1/-3	+2/-1
Attack:	Claw +1 melee (1d4) or longspear +1 melee (1d6, crit x3)	Claw +2 melee (1d4) or longspear +2 melee (1d6, crit x3)	Claw +4 melee (1d4+1) or longspear +4 melee (1d6+1, crit x3)
Full Attack:	2 claws +1 melee (1d4) or longspear +1 melee (1d6, crit x3)	2 claws +2 melee (1d4) or longspear +2 melee (1d6, crit x3)	2 claws +4 melee (1d4+1) or longspear +4 melee (1d6+1, crit x3)
Space/Reach:	5 ft./5 ft. (10 ft. with longspear)	5 ft./5 ft. (10 ft. with longspear)	5 ft./5 ft. (10 ft. with longspear)
Special Qualities:	Damage reduction 5/slashing or bludgeoning, immunity to electricity, low-light vision, plant traits	Damage reduction 5/slashing or bludgeoning, immunity to electricity, low-light vision, plant traits	Damage reduction 5/slashing or bludgeoning, immunity to electricity, low-light vision, plant traits
Saves:	Fort +2, Ref +2, Will +0	Fort +4, Ref +2, Will +0	Fort +4, Ref +3, Will +2
Abilities:	Str 11, Dex 14, Con 11, Int 6, Wis 10, Cha 10	Str 11, Dex 14, Con 12, Int 8, Wis 11, Cha 10	Str 12, Dex 14, Con 13, Int 10, Wis 12, Cha 11
Skills:	Hide +11*, Listen +3, Move Silently +7, Spot +3	Hide +12*, Listen +3, Move Silently +7, Spot +3	Hide +13*, Listen +6, Move Silently +9, Spot +6
Feats:	Alertness	Alertness	Alertness, Toughness
Environment:	Underground	Underground	Underground
Organization:	Gang (2-5) or work force (4-7)	Gang (2-5) or work force (4-7)	Solitary, pair, gang (2-5), or patrol (3-6)
Challenge Rating:	1/2	1	2
Treasure:	Standard	Standard	Standard
Alignment:	Always neutral	Always neutral	Always neutral
Advancement:	—	—	—
Level Adjustment:	—	—	—

Bodyguard**Small Plant**

Hit Dice:	4d8+11 (29 hp)
Initiative:	+2
Speed:	30 ft. (6 squares)
Armor Class:	16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 14
Base Attack/Grapple:	+3/+1
Attack:	Claw +6 melee (1d4+2) or longspear +6 melee (1d6+3, crit x3)
Full Attack:	2 claws +6 melee (1d4+2) or longspear +6 melee (1d6+3, crit x3)
Space/Reach:	5 ft./5 ft.
Special Attacks:	—
Special Qualities:	Damage reduction 5/slashing or bludgeoning, immunity to electricity, low-light vision, plant traits
Saves:	Fort +6, Ref +3, Will +2
Abilities:	Str 14, Dex 14, Con 14, Int 10, Wis 13, Cha 12
Skills:	Hide +14*, Listen +6, Move Silently +10, Spot +6
Feats:	Alertness, Toughness
Environment:	Underground
Organization:	Solitary, pair, gang (2-5), or patrol (4-7)

Subchief**Medium Plant**

Hit Dice:	5d8+10 (32 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	16 (+1 Dex, +5 natural), touch 11, flat-footed 15
Base Attack/Grapple:	+3/+6
Attack:	Claw +6 melee (1d4+3) or longspear +7 melee (1d8+4, crit x3)
Full Attack:	2 claws +6 melee (1d4+3) or longspear +7 melee (1d8+4, crit x3)
Space/Reach:	5 ft./5 ft. (10 ft. with longspear)
Special Attacks:	—
Special Qualities:	Damage reduction 10/slashing or bludgeoning, immunity to electricity, low-light vision, plant traits
Saves:	Fort +6, Ref +2, Will +3
Abilities:	Str 16, Dex 12, Con 15, Int 11, Wis 14, Cha 14
Skills:	Hide +9*, Listen +6, Move Silently +9, Spot +6
Feats:	Alertness, Weapon Focus (longspear)
Environment:	Underground
Organization:	Solitary, gang (1 plus 2-4 bodyguards), or band (1 plus 2 bodyguards, 2-5 guards, 4-7 workers, and 6-11 commoners), or war band (1 plus 2-8 bodyguards, 6-11 guards, 20-40 workers, 1-4 thornies)

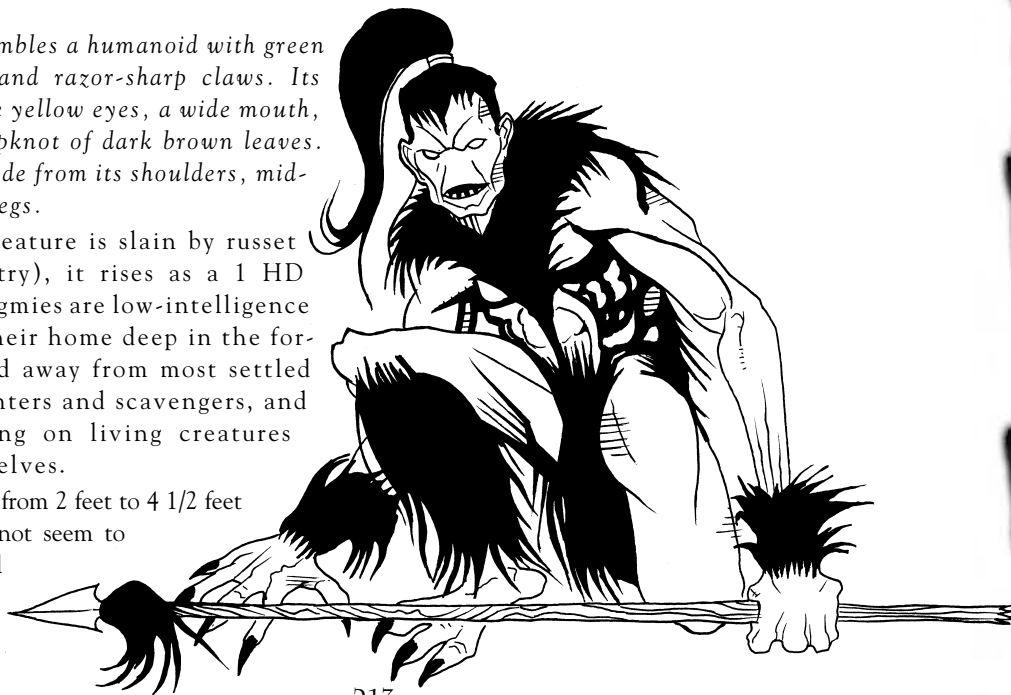
Chief**Medium Plant**

Hit Dice:	6d8+21 (48 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
Armor Class:	17 (+1 Dex, +6 natural), touch 11, flat-footed 16
Base Attack/Grapple:	+4/+8
Attack:	Claw +8 melee (1d4+4) or longspear +9 melee (1d8+6, crit x3)
Full Attack:	2 claws +8 melee (1d4+4) or longspear +9 melee (1d8+6, crit x3)
Space/Reach:	5 ft./5 ft. (10 ft. with longspear)
Special Attacks:	Spores
Special Qualities:	Damage reduction 10/slashing or bludgeoning, immunity to electricity, low-light vision, plant traits
Saves:	Fort +8, Ref +3, Will +4
Abilities:	Str 18, Dex 12, Con 16, Int 12, Wis 15, Cha 16
Skills:	Hide +11*, Listen +11, Move Silently +12, Spot +11
Feats:	Alertness, Toughness, Weapon Focus (longspear)
Environment:	Underground
Organization:	Band (1 plus one subchief, 2-8 bodyguards, 4-7 guards, 6-11 workers) or tribe (30-300 commoners plus 2-8 guards, 2-8 bodyguards, 1 subchief per 50 commoners, 1 chief per 100 commoners, 10-24 thornies, 1-3 shriekers)
Challenge Rating:	3
Treasure:	Standard
Alignment:	Always neutral
Advancement:	—
Level Adjustment:	—

This creature resembles a humanoid with green vegetable-like skin and razor-sharp claws. Its head sports two large yellow eyes, a wide mouth, inset nose, and a topknot of dark brown leaves. Leafy tendrils protrude from its shoulders, midsection, arms, and legs.

When a living creature is slain by russet mold (see that entry), it rises as a 1 HD vegpepygmy. Vegpepygmies are low-intelligence plants that make their home deep in the forests or underground away from most settled areas. They are hunters and scavengers, and carnivorous, preying on living creatures weaker than themselves.

A vegpepygmy ranges from 2 feet to 4 1/2 feet tall. Though they do not seem to have ears, it is well known that vegpepygmies can hear.



Vegepygmies do not speak, but communicate with others of their kind by thumping their chest or rapping their spears on rocks, earth, or some other solid surface. It is not known if or how they communicate with other creatures.

Combat

Vegepygmies attack using either their claws or weapons; usually a long spear or club. They prefer to ambush opponents, using their coloration to blend with their natural surroundings.

Spores (Ex): The chief is the only vegepygmy with a spore attack. As a standard action, a chief vegepygmy can release a cloud of spores in a 40-foot spread. A living creature caught within

the cloud must succeed on a DC 16 Fortitude save (DC 16) or be paralyzed for 2d6 rounds. After the paralysis wears off, the character must succeed on another DC 16 Fortitude save or take 3d6 points of Constitution damage. The save DCs are Constitution-based.

At Constitution 0 a creature dies, and rises as a 4 HD vegepygmy bodyguard in one day. If a remove disease spell is cast on a paralyzed victim before the paralysis wears off, he does not have to attempt the second Fortitude save and takes no Constitution damage.

Skills: Vegepygmies have a +4 racial bonus on Hide and Move Silently checks. *The bonus to Hide checks increases to +12 in swampy or forested areas.



Wolf-In-Sheep's-Clothing

Medium Aberration

Hit Dice:	9d8+18 (58 hp)
Initiative:	+4
Speed:	5 ft. (1 square)
Armor Class:	15 (+5 natural), touch 10, flat-footed 15
Base Attack/Grapple:	+6/+9
Attack:	Tentacle +10 melee (1d4+3) or bite +9 melee (2d4+3)
Full Attack:	7 tentacles +10 melee (1d4+3) and bite +4 melee (2d4+1)
Space/Reach:	5 ft./5 ft. (10 ft. with tentacle)
Special Attacks:	Constrict 1d4+3, improved grab
Special Qualities:	All-around vision, darkvision 60 ft., lure-growth
Saves:	Fort +5, Ref +5, Will +8
Abilities:	Str 17, Dex 10, Con 15, Int 6, Wis 14, Cha 8
Skills:	Hide +4*, Listen +6, Search +4, Spot +12
Feats:	Alertness, Lightning Reflexes, Improved Initiative, Weapon Focus (tentacle)
Environment:	Temperate forests
Organization:	Solitary
Challenge Rating:	8
Treasure:	None
Alignment:	Always neutral
Advancement:	10-16 HD (Medium); 17-27 HD (Large)
Level Adjustment:	—

Before you stands a grayish-brown tree stump about 3-4 feet in diameter. Sitting atop the tree stump is a small white-furred rabbit.

The wolf-in-sheep's clothing is perhaps the single strangest monster sages have cataloged to date. It appears as a gray-brown tree stump about 3-4 feet in diameter. Two 10-foot long eyestalks protrude from the creature's base. Each eyestalk is brownish-green in color and is topped by a violet flower-like eye. Seven to ten root tentacles, black-brown in color, give the monster its means of locomotion. Its mouth is located on its trunk-like body and appears to be nothing more than a deep scar, except when the creature opens it. The mouth is lined with razor-sharp and jagged greenish-white teeth. Its strangest and perhaps deadliest characteristic is its ability to "sprout" a growth on its top that resembles a small furry animal (such as a rabbit or squirrel). The wolf-in-sheep's clothing uses this ability to lure in its prey, when it strikes with deadly force and aim.

Combat

The wolf-in-sheep's clothing uses its lure-growth ability to draw in prey. When a creature moves within 10 feet of the wolf-in-sheep's clothing, it lashes out with a tentacle. If it hits, it drags the prey to its mouth and bites until the creature dies.

Constrict (Ex): A wolf-in-sheep's clothing deals 1d4+3 points of damage with a successful grapple check.

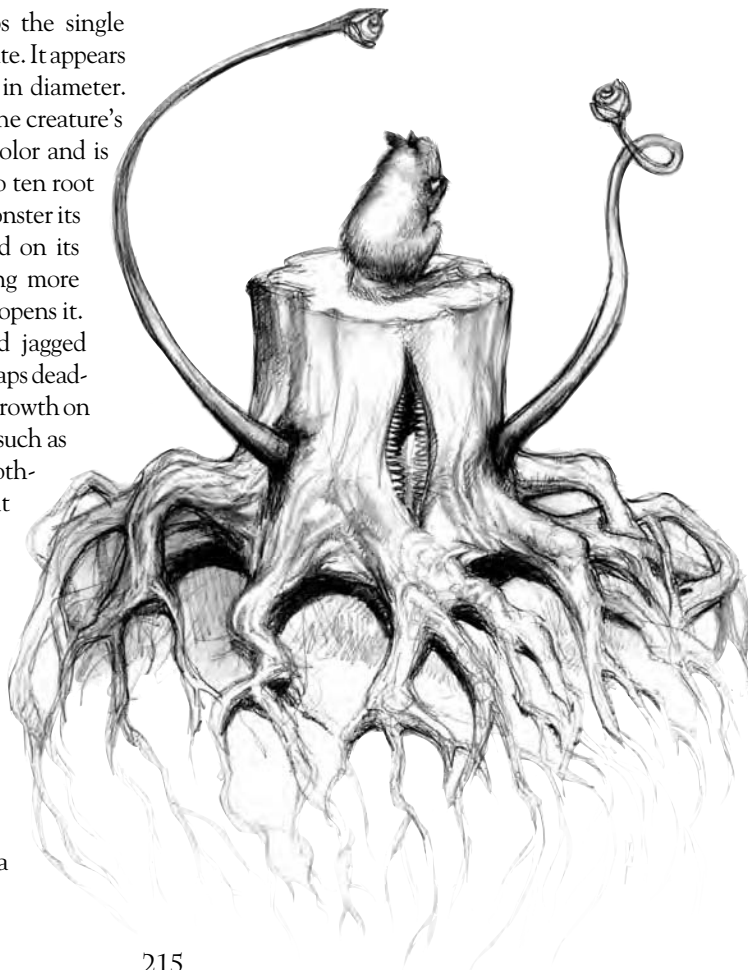
Improved Grab (Ex): To use this ability, a wolf-in-sheep's clothing must hit an opponent up to one size larger with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict or pull its opponent in for a bite attack.

A tentacle has 10 hit points and can be attacked by making a successful sunder attempt. However, attacking a wolf-in-sheep's clothing's tentacle does not provoke an attack of opportunity. If the tentacle is currently attached to a target, the wolf-in-sheep's clothing takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing a tentacle deals no damage to a wolf-in-sheep's clothing. Severed tentacles grow back in 1d4 weeks.

All-Around Vision (Ex): The wolf-in-sheep's clothing's 7-foot long eyestalks allow it to look in any direction, thereby granting it a +4 racial bonus on Search and Spot checks. A wolf-in-sheep's clothing cannot be flanked.

Lure-Growth (Ex): A wolf-in-sheep's clothing can sprout a small furry animal from its stump as a free action. It uses this ability to lure potential prey into range where it then attacks with its tentacles. A creature viewing the lure-growth must succeed on a DC 16 Wisdom check to detect the deception. The check DC is Constitution-based.

Skills: *A wolf-in-sheep's clothing has a +8 racial bonus on Hide checks when in forested surroundings.



Other Monsters

Below are the other monsters that the PCs may encounter in this adventure.

Abyssal Wight: CR 3; SZ M Undead [Extraplanar]; HD 4d12; hp 26; Init +1; Spd 30 ft.; AC 15, touch 11, flat-footed 14; BAB/Grp +2/+3; Atk +3 melee (1d4+1 plus energy drain, slam); SA create spawn, energy drain, smite good (+4 hp); SQ DR (5/magic), darkvision (60 ft.), resistances (cold and fire, 5), undead traits; SR 9; AL LE; SV fort +1, Ref +2, Will +5; Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 15.

Skills: Hide +8, Listen +7, Move silently +16, Spot +7; *Feats:* Alertness, Blind-Fight.

Advanced Animated Object: CR 7; SZ G Construct; HD 16d10+60; hp 148; Init -2; Spd 30 ft.; AC 12 (-4 size, -2 Dex, +8 natural), touch 4, flat-footed 12; BAB/Grp +12/+31; Atk +15 melee (2s8+10, slam); Space/Reach 20 ft./15 ft.; SQ construct traits, darkvision (60 ft.), low-light vision; AL N; Fort +5, Ref +3, Will +0; Str 24, Dex 6, Con —, Int —, Wis 1, Cha 1. See the MM for details.

Advanced Assassin Vine: CR 7; SZ H Plant; HD 12d8+60; hp 114; Init -1 (Dex); Spd 0 ft.; AC 16 (-2 size, -1 Dex, +9 natural), touch 7, flat-footed 16; BAB/Grp +9/+26; Atk +17 melee (1d8+13, slam); Space/Reach 15 ft./15 ft. (30 ft. with vine); SA constrict (1d8+13), entangle, improved grab; SQ blindsight (30 ft.), camouflage, electricity immunity, resistance (cold and fire 20); AL N; SV Fort +13, Ref +3, Will +5; Str 28, Dex 8, Con 20, Int —, Wis 13, Cha 9.

Advanced Chaos Beast: CR 9; SZ L Outsider [Chaotic, Extraplanar]; HD 16d8+32; hp 104; Init +5; Spd 20 ft.; AC 17 (-1 size, +1 Dex, +7 natural), touch 10, flat-footed 16; BAB/Grp +16/+26; Atk +22 melee (1d3+6 and corporeal instability, claw); Full Atk +22 melee (1d3+6 and corporeal instability, [x2] claws); Space/Reach 10 ft./10 ft.; SA corporeal instability (Fortitude save [DC 18]); SQ darkvision (60 ft.), immune to critical hits, immune to transformation; SR 15; AL CE; SV Fort +13, Ref +11, Will +12; Str 22, Dex 13, Con 17, Int 10, Wis 10, Cha 10.

Skills: Balance +3, Climb +25, Escape Artist +20, Hide +16, Jump +21, Listen +19, Search +19, Spot +19, Tumble +20, Use Rope +1 (+3 with bindings); *Feats:* Dodge, Improved Initiative, Iron Will, Mobility, Spring Attack, Weapon Focus (claws).

Advanced Chimera: CR 9; SZ H Magical Beast; HD 14d10+70; hp 147; Init +0; Spd 30 ft., fly 50 ft. (poor); AC 20 (-2 size, +12 natural), touch 8, flat-footed 20; BAB/Grp +10/+26; Atk +16 melee (3d6+8, bite); Full Atk +16 melee (3d6+8, bite), +14 melee (2d6+4, bite), +14 melee (2d6+4, butt),

+14 melee (1d8+4, claws [x2]); Space/Reach 15 ft./15 ft.; SA breath weapon (cone of fire, once/1d4 rounds, Reflex [DC 17] halves, 3d8 points of damage); SQ darkvision (60 ft.), low-light vision, scent; AL CE; SV Fort +14, Ref +9, Will +7; Str 27, Dex 11, Con 21, Int 4, Wis 13, Cha 10.

Skills: Hide -3 (+1 in scrubland or brush), Listen +11, Spot +11; *Feats:* Alertness, Flyby Attack, Hover, Iron Will, Multiattack.

Advanced Dragon Turtle (Old Gar): CR 11; SZ G Dragon [Aquatic]; HD 25d12+175; hp 331; Init +0; Spd 20 ft., 30 ft.; AC 27 (-4 size, +21 natural), touch 6, flat-footed 27; BAB/Grp +25/+49; Atk +33 melee (6d6+12, bite); Full Atk +33 melee (6d6+12, bite), +31 melee (3d8+6, claws [x2]); Space/Reach 20 ft./20 ft.; SA breath weapon (20 ft. by 25 ft. by 50 ft., every 1d4 rounds, 20d6 damage, Reflex [DC 29] half), snatch, capsize; SQ darkvision (60 ft.), immunities (fire, sleep, paralysis), low-light vision, scent; AL NG; SV Fort +23, Ref +14, Will +15; Str 35, Dex 10, Con 25, Int 12, Wis 13, Cha 12.

Skills: Diplomacy +3, Hide +16 (+20 submerged), Intimidate +29, Listen +31, Search +29, Sense Motive +29, Spot +31, Survival +29 (+31 following tracks), Swim +20; *Feats:* Alertness, Blind-Fight, Cleave, Endurance, Great Fortitude, Improved Bull Rush, Improved Natural Attack (bite), Power Attack, Snatch.

Advanced Gibbering Moulder: CR: 7; SZ L Aberration; HD 12d8+96; hp 150; Init +4; Spd 10 ft., swim 20 ft.; AC 19 (-1 size, +0 Dex, +10 natural); BAB/Grp +9/+17; Atk +13 melee (1d2+4, bite), or +8 ranged touch (1d4 acid plus blindness, spittle); Full Atk +13 melee (1d2+4, [x6] bite); Space/Reach 10 ft./10 ft.; SA blood drain, engulf, gibbering, ground manipulation, improved grab, spittle (see MM for details); SQ amorphous (see MM for details); SV Fort +12, Ref +4, Will +9; Str 18, Dex 11, Con 26, Int 4, Wis 13, Cha 13.

Skills: Listen +10, Spot +15, Swim +12; *Feats:* Alertness, Improved Initiative, Power Attack, Weapon Finesse, Weapon Focus (bite).

Advanced Small Spectre: CR 8; SZ S Undead [Incorporeal]; HD 14d12; hp 90; Init +7; Spd 40 ft., fly 80 ft. (good); AC 16 (+1 size, +3 Dex, +2 deflection), touch 16, flat-footed 13; Atk +11 melee (1d8 and energy drain, incorporeal touch); SA create spawn, energy drain (Fortitude save [DC 19] to remove); SQ darkvision (60 ft.), incorporeal traits, turn resistance (+2), sunlight powerlessness, undead traits, unnatural aura; AL LE; SV Fort +4, Ref +7, Will +12; Str —, Dex 16, Con —, Int 14, Wis 16, Cha 15.

Skills: Hide +20, Intimidate +19, Knowledge (religion) +19, Listen +22, Search +19, Spot +22, Survival

+3 (+5 following tracks); *Feats*: Alertness, Blind-Fight, Combat Reflexes, Flyby Attack, Improved Initiative.

Advanced Tendriculos: CR 8; SZ G Plant; HD 18d8+144; hp 224; Init -1; Spd 20 ft.; AC 18 (-4 size, -1 Dex, +13 natural), touch 5, flat-footed 18; BAB/Grp +13/+38; Atk +22 melee (3d8+13, bite, crit 19-20); Full Atk +22 melee (3d8+13, bite, crit 19-20), +17 melee (1d8+7, tendrils [x2]); Space/Reach 20 ft./20 ft.; SA improved grab, paralysis (swallowed creatures; Fort save [DC 25] 3d6 rounds; 2d6 acid/round), swallow whole (Huge or smaller); SQ low-light vision, plant traits, regeneration (10, blunt and acid deal normal); AL NE; SV Fort +21, Ref +5, Will +5; Str 36, Dex 9, Con 26, Int 3, Wis 8, Cha 3.

Skills: Hide +10, Listen +1, Move Silently +1, Spot +1; *Feats*: Alertness, Cleave, Improved Critical (bite), Iron Will, Great Fortitude, Power Attack, Stealthy.

Advanced Worg: CR 2; SZ M Magical beast; HD 6d10+12; hp 45; Init +2; Spd 50 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12, BAB/Grp +6/+9; Atk +9 melee (1d6+4, bite); SA trip; SQ darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +7, Ref +7, Will +4; Str 17, Dex 15, Con 15, Int 6, Wis 14, Cha 10.

Skills: Hide +4, Listen +6, Move Silently +6, Spot +6, Survival +2 (+6 tracking by scent); *Feats*: Alertness, Skill Focus (Move Silently), Track.

Black Dragon, Adult Female (Alcraustruth): CR 11; SZ L Dragon [Water]; HD 19d12+76; hp 199; Init +0; Spd 60 ft., fly 150 ft. (poor), swim 60 ft.; AC 27 (-1 size, +18 natural), touch 9, flat-footed 27; BAB/Grp +19/+29; Atk +24 melee (2d6+6, bite); Full Atk +24 melee (2d6+6, bite), +19 melee (1d8+3, claws [x2], critical 19-20), +19 melee (1d6+3, wings [x2]), +19 (1d8+9, tail slap); Face/Reach 10 ft./5 ft. (10 ft. with bite); SA breath weapon (12d4, Reflex [DC 25] for half, range 80 ft.), frightful presence (DC 20), spells (as 3rd level sorcerer, DC 11 + spell level), spell-like abilities (3/day—darkness, 1/day—corrupt water); SQ blindsight, darkvision 60 ft., DR (5/magic), immunities (acid, sleep, and paralysis), keen senses, water breathing; SR 18; AL CE; SV Fort +15, Ref +11, Will +12; Str 23, Dex 10, Con 19, Int 12, Wis 13, Cha 12.

Skills: Bluff +20, Climb +25, Diplomacy +3, Intimidate +, Jump +37, Listen +20, Search +20, Spellcraft +20, Spot +20; *Feats*: Ability Focus (breath weapon), Cleave, Flyby Attack, Great Cleave, Improved Critical (claws), Hover, Power Attack.

Arcane Spells Known (Cast per day: 6/6; save DC 11 + spell level): 0—detect magic, ghost sound,

mage hand, open/close, read magic; 1st—jump, mage armor, magic missile.

Dire Dog: CR 3; SZ M Animal [Dire]; HD 3d8+12, hp 25; Init +3; Spd 50 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grp +2/+6; Atk +7 melee (1d6+6, bite); SQ low-light vision, scent; AL N; SV Fort +7, Ref +6, Will +4; Str 19, Dex 17, Con 19, Int 2, Wis 12, Cha 6.

Skills: Jump +14, Listen +5, Spot +5, Survival +1 (+5 tracking by scent); *Feats*: Alertness, Track (b), Weapon Focus (bite).

Drider: CR 7; SZ L Aberration; HD 6d8+18; hp 45 each; Init +2; Spd 30 ft., climb 15 ft.; AC 19 (-1 size, +2 Dex, +6 natural, +2 bracers), touch 11, flat-footed 17; BAB/Grp +4/+10; Atk +6 melee (1d6+3, +1 short sword); Full Atk +6 melee (1d6+3, [x2] +1 short sword) or +4/+4 melee (1d6+3, [x2] +1 short sword); Space/Reach 10 ft./5 ft.; SA spells, spell-like abilities (1/day—dancing lights, darkness, detect chaos, detect evil, detect good, detect law, detect magic, faerie fire and levitate; the drider cleric has the following abilities: 1/day—clairaudience/clairvoyance, discern lies, dispel magic and suggestion; all as 6th-level caster; DC 13 + spell level), poison (bite, Fort [DC 16] negates, 1d6 temporary Str/1d6 temporary Str); SQ darkvision (60 ft.); SR 17; AL CE; SV Fort +6, Ref +5, Will +9; Str 15, Dex 15, Con 16, Int 15, Wis 16, Cha 16.

Skills: Climb +14, Concentration +9, Hide +10, Listen +9, Move Silently +12, Spot +9; *Feats*: Combat Casting, Two-Weapon Fighting, Weapon Focus (bite).

Arcane Spells Known (Cast Per Day: 6/7/6/4; save DC 12 + spell level): 0—arcane mark, daze, ghost sound, light, ray of frost, read magic, resistance; 1st—jump, mage armor, magic missile, magic weapon; 2nd—blur, bear's, endurance; 3rd—haste.

Unholy Spells Prepared (5/4/4/3; save DC 13 + spell level): 0—cure minor wounds, guidance, light, read magic, resistance; 1st—bless, cure light wounds, divine favor, doom; 2nd—aid, bull's strength, silence, sound burst; 3rd—dispel magic, invisibility purge, prayer.

Domain Spells (Chaos, Destruction): 1st—inflict light wounds; 2nd—shatter; 3rd—magic circle against law.

Possessions: Each drider wields two +1 short swords. The drider sorcerer carries an *arcane scroll* (summon monster I, CL 1) and another *arcane scroll* (unseen servant and hold person, caster level 5). The drider cleric carries a *divine scroll* (cure light wounds, augury and dispel magic, CL 5) and another *divine scroll* (doom and silence, CL 3). In addition, each carries *potion of lesser restoration*, wears *bracers of armor* +2 and *cloaks of resistance* +1. Finally,

between the two of them, they have 210 pp, 3,750 gp in various pouches and small chests.

Fiendish Fire Giant: CR 14; SZ L Giant [Extraplanar, Fire]; HD 15d8+75; hp 142; Init -1; Spd 30 ft. in half-plate, base Spd 40 ft.; AC 23 (-1 size, -1 Dex, +8 natural, +7 half-plate), touch 8, flat-footed 23; BAB/Grp +11/+25; Atk +20 melee (3d6+15, greatsword) or +20 melee (1d4+10, slam) or +10 ranged (2d6+10 plus 2d6 fire); Full Atk +20/+15/+10 melee (3d6+15, greatsword) or +20 melee (1d4+10, slam) or +10 ranged (2d6+10 plus 2d6 fire); Space/Reach 10 ft./10 ft.; SA rock throwing; SQ DR (10/magic), darkvision (60 ft.), immunity to fire, low-light vision, resistances (cold 10), rock catching, smite good (+15 hp), vulnerability to cold; SR 20; AL LE; SV Fort +14, Ref +4, Will +9; Str 31, Dex 9, Con 21, Int 10, Wis 14, Cha 11.

Skills: Climb +9, Craft (armorsmith) +6, Intimidate +6, Jump +9, Spot +14; *Feats:* Cleave, Great Cleave, Improved Overrun, Improved Sunder, Iron Will, Power Attack.

Fiendish Skeleton: CR 1/3; SZ M Undead [Extraplanar]; HD 1d12; hp 6 each; Initiative +5; Spd 20 ft. in banded mail, 30 ft. base speed; AC 21 (+1 Dex, +2 natural, +6 banded mail, +2 heavy steel shield), touch 11, flat-footed 20; BAB/Grp +0/+1; Atk +1 melee (1d8+1, longsword) or +2 melee (1d4+1, claw); Full Atk +1 melee (1d6+1, longsword), +0 melee (1d4+1 [x2], claws); SA smite good (+1 hp); SQ DR (5/bludgeoning), darkvision 60 ft. immunity to cold, resistance (fire 5) undead traits; SR 6; AL NE; SV Fort +0; Ref +1, Will +2; Str 13, Dex 13, Con —, Int —, Wis 10, Cha 11.

Feats: Improved Initiative.

Possessions: Longsword, banded mail armor, large steel shield.

Fiendish Treant: CR 8; SZ H Plant [Extraplanar]; HD 7d8+35; hp 66; Init -1; Spd 30 ft.; AC 20 (-2 size, -1 Dex, +13 natural), touch 7, flat-footed 20; BAB/Grp +5/+22; Atk +12 melee (2d6+9, slam); Full Atk +12 melee (2d6+9, [x2] slams); Space/Reach 15 ft./15 ft.; SA animate trees, double damage against objects, smite good (1/day, +7 hp vs. good creatures), trample (2d6+13, Ref save [DC 22] half damage); SQ DR (10/slashing), low-light vision, plant traits, resistances (cold and fire, 5), vulnerability to fire; SR 12; SV Fort +10, Ref +1, Will +7; Str 29, Dex 8, Con 21, Int 12, Wis 16, Cha 12.

Skills: Diplomacy +3, Hide -9 (+7 in forest), Intimidate +6, Knowledge (nature) +6, Listen +8, Sense Motive +8, Spot +8, Survival +8 (+10 aboveground); *Feats:* Improved Sunder, Iron Will, Power Attack.

Froghemoth: CR 13; SZ H Aberration; HD 16d8+80; hp 152; Init +1; Spd 20 ft., swim 30 ft.; AC 16 (-2 size, +1 Dex, +7 natural), touch 9, flat-footed 15; BAB/Grp +12/+24; Atk +15 melee (1d6+4, tentacle); Full Atk +15 melee (1d6+4, [x4] tentacles), +12 melee (1d6+2, tongue), +12 melee (4d6+2, bite); Space/Reach 15 ft./10 ft.; SA improved grab, swallow whole; SQ darkvision (60 ft.), electricity resistance (slows for one round), fire resistance (10); AL N; SV Fort +12, Ref +6, Will +11; Str 19, Dex 13, Con 20, Int 2, Wis 12, Cha 11.

Skills: Hide +0, Listen +9, Spot +9; *Feats:* Alertness, Cleave, Great Fortitude, Multiattack, Power Attack, Weapon Focus (tentacle).

Green Dragon, Adult Male (Ytrinaxthrus): CR 13; Huge Dragon [Air]; HD 20d12+100; hp 230; Init +0; Spd 40 ft., swim 40 ft., fly 150 ft.; AC 27 (-2 size, +19 natural), touch 8, flat-footed 27; BAB/Grp +20/+36; Atk +26 melee (3d8+8, bite); Full Atk +26 melee (3d8+8, bite), +21 melee (2d6+4, [x2] claws), +21 melee (1d78+4, [x2] wings), +21 melee (2d6+12, tail slap); Space/Reach 15 ft./10 ft. (bite 15 ft.); SA breath weapon (cone of acid, 12d6, Ref save [DC 25] for half damage), crush (2d8+12), frightful presence (Will save [DC 23], spell-like abilities, spells; SQ DR (5/magic), darkvision (120 ft.), immunities (acid, sleep, and paralysis), low-light vision, water breathing; SR 21; AL LE; SV Fort +17, Ref +12, Will +15; Str 27, Dex 10, Con 21, Int 16, Wis 17, Cha 16.

Skills: Bluff +20, Concentration +15, Diplomacy +13, Hide +0, Intimidate +25, Knowledge (arcana) +18, Knowledge (nature) +18, Listen +25, Move Silently +20, Search +23, Sense Motive +11, Spellcraft +25, Spot +25, Swim +16; *Feats:* Alertness, Cleave, Flyby Attack, Hover, Improved Natural Attack (bite), Power Attack, Wingover.

Arcane Spells Known (Cast per Day: 6/7/5; save DC 13 + spell level): 0—arcane mark, daze, detect magic, detect poison, mage hand, read magic; 1st—hypnotism, jump, shield, spider climb; 2nd—blur, invisibility.

Groaning Spirit: CR 7; SZ M Undead [Incorporeal]; HD 7d12; hp 45; Init +7; Spd 30 ft.; AC 17 (+3 Dex, +4 deflection), touch 13, flat-footed 14; BAB/Grp +3/—; Atk +6 melee (1d8, incorporeal touch); SA chill touch (1 point Str drain, Fort save [DC 17] resists), fear aura (flee 1d6+4 rounds, Will save [DC 17] resists), keening; SQ darkvision (60 ft.), detect living, immunity (cold and electricity), incorporeal, turn resistance (+4), undead, unnatural aura, vulnerability; SR 20; AL CE; SV Fort +2, Ref +5, Will +8; Str —, Dex 17, Con —, Int 16, Wis 16, Cha 18.

Skills: Diplomacy +6, Hide +13, Intimidate +14, Knowledge (history) +13, Listen +15, Search +13, Sense Motive +13, Spot +15, Survival +3 (+5 following tracks); **Feats:** Ability Focus (keening), Alertness, Improved Initiative.

SA—Keening (Su): 1/day, night only, 30 ft. radius, Will save DC 17 spell or be affected by *wail of the banshee*. Even on a successful save, opponents take 3d6+7 damage.

Half-Celestial Nymph (Trinell): CR 9; SZ M Outsider [Augmented Fey]; HD 6d6+18; hp 39; Init +3; Spd 30 ft., fly 60 ft. (good), swim 20 ft.; AC 19 (+4 Dex, +1 natural, +4 deflection), touch 19, flat-footed 15; BAB/Grp +3/+5; Atk +7 melee (1d4+2, dagger, crit 19-20); SA blinding beauty (Fort save [DC 19] or be blinded), smite evil (1/day, +6 hp to evil creatures), spells, spell-like abilities (at will—daylight, 1/day—aid, bless, cure serious wounds, detect evil, dimension door, neutralize poison, 3/day—protection from evil), stunning glance (Fort save [DC 19] or be stunned 2d4 rounds); SQ darkvision (60 ft.), DR (10/cold iron), immune to disease, low-light vision, resistances (acid, cold, electricity 10), unearthly grace, wild empathy (+6 racial bonus); SR 16; AL CG; SV Fort +11 (+15 vs. poison), Ref +15, Will +16; Str 14, Dex 19, Con 16, Int 18, Wis 21, Cha 23.

Skills: Concentration +12, Diplomacy +13, Escape Artist +13, Handle Animal +13, Heal +14, Hide +13, Listen +14, Move Silently +13, Ride +15, Sense Motive +14, Spot +14, Swim +10, Use Rope +13 (+15 with bindings); **Feats:** Combat Casting, Dodge, Weapon Finesse.

Possessions: Dagger.

Half-Fiend Black Dragon Wyrmling: CR 4; SZ T Outsider [Native]; HD 4d12+4; hp 30; Init +0; Spd 60 ft., fly 100 ft. (average), swim 60 ft.; AC 18 (+2 size, +6 natural), touch 12, flat-footed 16; BAB/Grp +4/-4; Atk +6 melee (1d4, bite); Full Atk +6 melee (1d4, bite), +4 melee (1d3, [x2] claws); Face/Reach 2 1/2 ft. /0 ft.; SA breath weapon (line of acid 2d4, Reflex [DC 13], range 30 ft.), smite good (1/day, +4 to damage against good creatures); SQ; blindsight, DR (5/magic), darkvision (60 ft.), immunities (acid, sleep, paralysis, and poison), keen senses, resistance (acid, cold, electricity, and fire, 10), spell-like abilities (3/day, *darkness*; 1/day, *desecrate*), water breathing; SR 14; AL CE; SV Fort +5, Ref +4, Will +4; Str 11, Dex 10, Con 13, Int 10, Wis 11, Cha 8.

Skills: Bluff +6, Climb +7, Diplomacy +1, Escape Artist +7, Intimidate +8, Knowledge (nature) +2, Listen +7, Search +7, Spot +7, Survival +7 (+9 following tracks), Use Rope +0 (+2 with bindings); **Feats:** Flyby Attack, Multiattack.

Half-Fiend Blood Reaper: CR 12; SZ L Outsider [Native]; HD 12d8+72; hp 126; Init +13; Spd 60 ft., fly 60 ft. (average); AC 29 (-1 size, +9 Dex, +11 natural), touch 18, flat-footed 20; BAB/Grp

+9/+21; Atk +16 melee (1d8+8, razor) or +16 melee (2d6+8, slam); Full Atk +16 melee (1d8+8 [x4], razors) or +16 melee (2d6+8, slam) or +16 melee (1d8+8 [x4], razors), +11 (1d8+4, bite); Space/Reach 10 ft./10 ft.*; SA blood loss (if all 4 razors hit the same target, that target bleeds for 1 point of Constitution damage per round, a Heal check [DC 15] or healing spell negates), blood fire (Fort save [DC 22] or be stricken with wracking pain and incapacitated for 1d6 rounds), smite good (+12 to damage against good opponents), spell-like abilities; SQ darkvision (60 ft.), DR 10 (magic), resistances (acid, cold, electricity and fire 10), immune to poison, scent; SR 22; AL NE; SV Fort +10, Ref +13, Will +7; Str 26, Dex 29, Con 22, Int 17, Wis 8, Cha 10.

*This blood reaper has a greater reach than normal.

Skills: Balance +11, Climb +15, Escape Artist +16, Hide +20, Intimidate +7, Jump +29, Listen +14, Move Silently +16, Search +10, Sense Motive +2, Spot +14, Survival +14 (+16 following tracks), Tumble +18, Use Rope +9 (+11 with bindings); **Feats:** Dodge, Improved Initiative, Mobility, Spring Attack, Track.

SA—Spell-Like Abilities (Sp): 3/day—*darkness*, *poison*; 1/day—*desecrate*, *unholy blight*, *contagion*, *blasphemy*; all as 12th-level Sor DC 10 + spell level).

Ice Devil (Faqui): CR 13; SZ L Outsider [Evil, Lawful]; HD 14d8+84; hp 136; Init +5; Spd 40 ft.; AC 32 (-1 size, +5 Dex, +18 natural), touch 14, flat-footed 27; BAB/Grp +14/+24; Atk +23 melee (1d8+9 plus 1d6 cold, +2 *large scimitar*, critical 15-20) or +19 melee (1d10+6, claw; Full Atk +23/+18/+13 melee (1d8+9 plus 1d6 cold, +2 *large scimitar*, critical 15-20), +14 melee (2d6+3, bite), +14 melee (3d4+3 and cold, tail) or +19 melee (1d10+6 [x2], claws), +14 melee (2d6+3, bite), +14 melee (3d4+3 and cold, tail); Space/Reach 10 ft./10 ft.; SA fear aura (Will save [DC 20] avoids), slow (tail, Fort save [DC 23] or *slow* as the spell for 1d6 rounds), spell-like abilities, summon demons (2d10 lemures or 1d6 bearded devils or 2d4 bone devils 50% chance, another ice devil 20% chance); SQ DR (10/good), darkvision (60 ft.), immunities (fire, poison), resistances (acid, cold 10), regeneration (5), see in darkness, telepathy (100 ft.); SR 25; AL LE; SV Fort +15, Ref +14, Will +15; Str 23, Dex 21, Con 23, Int 22, Wis 22, Cha 20.

Skills: Bluff +22, Climb +23, Concentration +23, Diplomacy +9, Disguise +5 (+7 acting), Intimidate +24, Jump +24, Knowledge (any three) +23, Listen +25, Move Silently +22, Search +23, Sense Motive +23, Spellcraft +23, Spot +25, Survival +6 (+8 following tracks); **Feats:** Alertness, Cleave, Combat Reflexes, Power Attack, Weapon Focus (scimitar).

Possessions: +2 *Large keen frost adamantite scimitar*.

Movanic Deva: CR 10; M Outsider [Angel, Extraplanar, Good]; HD 8d8+32; hp 68; Init +8; Spd 40 ft., fly 60 ft. (good); AC 26 (+4 Dex, +12 natural), touch 14, flat-footed 22; BAB/Grp +8/+12; Atk +13 melee (2d6+7 plus 1d6 fire, +1 *flaming greatsword*); Full Atk +13/+8 melee (2d6+7 plus 1d6 fire, +1 *flaming greatsword*); SA spell-like abilities; SQ DR (10/evil), darkvision (60 ft.), immunities (acid, cold, energy drain, and petrification), resistance (electricity and fire 10), low-light vision, nature's impassivity (animals and plants won't attack unless forced magically), protective aura, tongues; SR 26; AL LG; SV Fort +10 (+14 vs. poison), Ref +10, Will +10; Str 18, Dex 18, Con 18, Int 18, Wis 18, Cha 18.

Skills: Concentration +14, Diplomacy +17, Escape Artist +14, Hide +14, Intimidate +15, Knowledge (any one) +13, Knowledge (the planes) +15, Jump +16, Listen +21, Move Silently +15, Sense Motive +12, Spot +21, Survival +15 (+17 on other planes), Use Rope +4 (+6 with bindings); **Feats:** Alertness, Improved Initiative, Power Attack.

SA—Spell-Like Abilities (Sp): At will—*aid*, *continual flame*, *detect evil*, *discern lies* (DC 18), *dispel evil* (DC 19), *dispel magic*, *holy aura* (DC 22), *holy smite* (DC 18), *invisibility (self only)*, *plane shift* (DC 21), *polymorph (self only)*, *remove curse* (DC 17), *remove disease* (DC 17), *remove fear* (DC 15); 7/day—*cure light wounds*; 3/day—*antimagic field*; 1/day—*protection from arrows*. Caster level 8th. The save DCs are Charisma-based.

SQ—Protective Aura (Su): +4 deflection bonus to AC and +4 resistance bonus on all saves vs. attacks by evil creatures to all within 20 ft. Otherwise, as *magic circle against evil* and *lesser globe of invulnerability*.

Possessions: +1 *flaming greatsword*.

Ogre Mage: CR 8; SZ L Giant; HD 5d8+15; hp 45; Init +4; Spd 30 ft., fly 40 ft. (good); AC 20 (-1 size, +5 natural, +4 chain shirt, +2 ring), touch 11, flat-footed 20; BAB/Grp +3/+12; Atk +8 melee (1d8+6, +1 *large scimitar*, crit 18-20); Space/Reach 10 ft./10 ft.; SA spell-like abilities (see the **MM** for details); SQ darkvision (60 ft.), low-light vision, regeneration (5); SR (19); SV Fort +7, Ref +1, Will +3; Str 21, Dex 10, Con 17, Int 14, Wis 14, Cha 17.

Skills: Concentration +11, Listen +10, Spellcraft +10, Spot +10; **Feats:** Combat Expertise, Improved Initiative.

Possessions: Chain shirt, +1 *large scimitar*, +2 ring of protection, and 2 potions of cure moderate wounds.

Pixie Fey Echo: CR 6; SZ S Undead [Augmented Fey, Incorporeal]; HD 1d12; hp 6 each; Init +4; Spd fly 60 ft. (perfect); AC 20 (+1 size, +4 Dex, +5 deflection), touch 20, flat-footed 16; BAB/Grp +0/—; Atk +6 melee (1d6 Charisma drain, incorporeal touch); SA corrupting gaze, corrupting touch, spell-like abilities; SQ DR (10/cold iron), greater invisibility, incorporeal traits, low-light vision, turn resistance +4, undead traits; SR 15; AL NE; SV Fort +2, Ref +6, Will +4; Str —, Dex 18, Con —, Int 16, Wis 15, Cha 20.

Skills: Bluff +15, Concentration +9, Escape Artist +8, Hide +16, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8; **Feats:** Dodge (b), Weapon Focus (incorporeal touch).

SA—Spell-Like Abilities (Sp): 1/day—*lesser confusion* (DC 16), *dancing lights*, *detect chaos*, *detect good*, *detect evil*, *detect law*, *detect thoughts* (DC 17), *dispel magic*, *entangle* (DC 16), and *permanent image* (DC 21; visual and auditory only) as 8th-sorcerer.

Scythe Tree: CR 6; SZ H Plant; HD 6d8+24; hp 51; Init +3; Spd 20 ft.; AC 20 (-2 size, -1 Dex, +13 natural), touch 7, flat-footed 20; BAB/Grp +4/+20; Atk +11 melee (2d4+12, branch, critical 19-20); Full Atk +11 melee (2d4+12, [x4] branches, critical 19-20); Space/Reach 15 ft./15 ft.; SA improved critical (branches); SQ blindsight, DR (5/blunt or slashing), low-light vision, fire vulnerability (double damage), plant traits; AL CE; SV Fort +9, Ref +3, Will +1; Str 27, Dex 8, Con 19, Int 12, Wis 12, Cha 12.

Skills: Hide +0 (+12 in forested areas), Listen +10, Spot +10; **Feats:** Improved Initiative, Lightning Reflexes, Weapon Focus (branch).

Sheep: CR 1/4; SZ M Animal; HD 2d8+2; hp 11; Init +1; Spd 30; AC 13 (+1 Dex, +2 natural), touch 11, flat-footed 12; BAB/Grp +1/+1; Atk +1 melee (1d4, bite); AL N; SV Fort +4, Ref +1, Will +0; Str 10, Dex 13, Con 12, Int 1, Wis 11, Cha 4.

Skills: Listen +5, Spot +4; **Feats:** Alertness.

Skeletal Cow: CR 2; SZ L Undead; HD 2d12; hp 13; Init +5 (+1 Dex, +4 Improved Initiative); Spd 40 ft.; AC 12 (-1 size, +1 Dex, +2 natural), touch 10, flat-footed 11; BAB/Grp +1/+9; Atk +4 melee (1d8+6, head butt); Space/Reach 10 ft./5 ft.; SQ DR (5/bludgeoning), immunity to cold, undead traits; AL NE; SV Fort +0, Ref +0, Will +3; Str 18, Dex 12, Con —, Int —, Wis 10, Cha 1.

Feats: Improved Initiative.

Slicer Beetle: CR 4; SZ L Vermin; HD 6d8+18; hp 57; Init +0; Spd 20 ft.; AC 17 (-1 size, +8 natural), touch 9, flat-footed 17; BAB/Grp +4/+14; Atk +9 melee (2d8+9, bite, critical 19-20); Space/Reach 10 ft./10 ft.; SA improved critical (bite), vorpal bite (on critical hit, the beetle severs one of the opponent's extremities [1d4, 1 = right leg; 2 = left leg; 3 = right arm; 4 = left arm]); SQ darkvision (60 ft.), vermin traits; AL N; SV Fort +8, Ref +2, Will +2; Str 23, Dex 10, Con 17, Int —, Wis 10, Cha 9.

Skills: Listen +4, Spot +4. A slicer beetle has a +4 racial bonus on Listen and Spot checks.

Tarry Demodand: CR 10; SZ M Outsider [Chaotic, Evil, Extraplanar]; HD 11d8+44; hp 93; Init +9; Spd 40 ft., fly 60 ft. (average); AC 27 (23)* (+5 Dex, +12 natural), touch 15 (11)*, flat-footed 22 (18)*; BAB/Grp +11/+18 (+13/+20)*; Atk +19 (+21)* melee (1d6+7 [1d6+9]*, claw); Full Atk +19 (+21)* melee (1d6+7 [1d6+9]* [x2], claws), +16 (+19*) melee (1d8+3 [1d8+4]*, bite); SA adhesion, rage (+4 Str, -4 AC),

spell-like abilities, *summon demodands* (1-3 tarry demodands, 35%); SQ DR (10/good and magic), darkvision (120 ft.), immunities (acid, poison, mind-influencing effects and fear effects), resistances (cold and fire, 10), scent, tongues; SR 22; AL CE; SV Fort +11, Ref +12, Will +8; Str 24 (28)*, Dex 20, Con 19, Int 12, Wis 12, Cha 16.

Skills: Bluff +12, Climb +18 (+20)*, Concentration +14, Hide +14, Intimidate +12, Knowledge (arcana) +6, Knowledge (the planes) +12, Listen +14, Move Silently +11, Search +9, Sense Motive +12, Spot +14, Survival +12 (+14 on other planes, +14 following tracks); **Feats:** Improved Initiative, Multiattack, Power Attack, Weapon Focus (claw).

*While raging.

SA—Adhesion (Ex): Automatically grapples any creature it hits with a claw attack. Grappled opponents can make an opposed grapple check to get free; the tarry demodand gets a +8 bonus to its grapple check. Can make two automatic claw attacks each round against any creature stuck to it. A weapon that strikes a tarry demodand is also stuck; Reflex save (DC 19) avoids. A successful Strength check (DC 24) is needed to pry it off. Alcohol dissolves the adhesive. A pint of wine or a similar liquid weakens it, but the tarry demodand still has a +4 bonus to grapple checks. A tarry demodand can dissolve its adhesive at will, and the substance breaks down 1 minute after the creature dies.

SA—Spell-Like Abilities (Sp): At will—*detect good*, *detect magic*, *detect thoughts* (DC 15), *fear* (DC 17), *invisibility (self only)*, *magic circle against good*, *see invisibil-*

ity, *tongues*; 3/day—*dispel magic*, *fog cloud*, *ray of enfeeblement*; 1/day—*chaos hammer* (DC 17 partial). Caster level 11th. The save DCs are Charisma-based.

White Dragon, Mature Adult Male: CR 11; SZ H Dragon [Cold]; HD 21d12+105; hp 241; Init +4; Spd 60 ft., burrow 30 ft., fly 200 ft. (poor), swim 60 ft.; AC 28 (-2 size, +20 natural), touch 8, flat-footed 28; BAB/Grp +21/+37; Atk +27 melee (2d8+8, bite); Full Atk +27 melee (2d8+8, bite), +22 melee (2d6+4 [x2], claws), +22 melee (1d8+4 [x2], wings), +22 melee (2d6+12, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA crush (2d8+12), breath weapon (7d6, Reflex [DC 27] for half; 50 ft. long cone), spells (DC 11 + spell level), spell-like abilities (3/day—*fog cloud*, *gust of wind* [DC 11 + spell level]); SQ cold subtype, icewalking, damage reduction (10/magic), immunities (cold, sleep, and paralysis), blindsight, keen senses, dragon fear (Will [DC 21]), vulnerability to fire; SR 20; AL CE; SV Fort +17, Ref +12, Will +13; Str 27, Dex 10, Con 21, Int 12, Wis 13, Cha 12.

Skills: Bluff +22, Concentration +26, Diplomacy +3, Escape Artist +21, Intimidate +13, Jump +31, Listen +22, Search +22, Spellcraft +22, Spot +22, Survival +1 (+3 following tracks), Use Rope +0 (+2 with bindings); **Feats:** Ability Focus (breath weapon), Cleave, Flyby Attack, Hover, Improved Initiative, Power Attack, Quicken Spell-Like Ability, Snatch.

Arcane Known (Cast per day 6/6): 0—*daze*, *detect magic*, *flare*, *read magic*, *resistance*; 1st—*chill touch*, *mage armor*, *ray of enfeeblement*.

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