

R1

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

# SWORD & SORCERY™



## RAPPAN ATHUK™ The Dungeon of Graves: The Upper Levels

by Bill Webb and Clark Peterson

From its nefarious black skeletons to the lair of the lich, Zelkor, and deeper still to its gate to the plane of Hell itself, *Rappan Athuk* is the most famous and feared dungeon in all the lands.

*If you enjoyed this product, look for other exciting products by Necromancer Games and the Sword and Sorcery Studio!*



NECROMANCER GAMES™  
THIRD EDITION RULES, FIRST EDITION FEEL  
[www.necromancergames.com](http://www.necromancergames.com)



# RAPPAN ATHUK

## The Dungeon of Graves: The Upper Levels

### Credits

**Authors**

Bill Webb and Clark Peterson

**Developer**

Ken Cliffe

**Editors**

Ed McKeogh

**Art Director**

Richard Thomas

**Layout and Typesetting**

Matt Milberger

**Interior Artist**

Brian LeBlanc

**Front Cover Art**

John Massé

**Cartography**

Conan Venus

**Front & Back Cover Designer**

Matt Milberger

**Playtesters**

Dale "Flail the Great" Haines, John "Speigel" Murdoch, Ian "Helman" Thompson, C.J. Land, David Peterson, John Ackerman, Mike Weber, Chip Schweiger, Joe Weimortz, Christopher Laurent, Conrad Claus, Timothy Laurent, Karl Harden, Nicolas Laurent, J. P. Johnston, Louis Roberts, Karl Johnson, Jesse Briggs, Jill Johnston and Dan Millikin.

**Special Thanks**

Stephan Wieck and everyone at White Wolf. Ryan Dancy at Wizards of the Coast for pioneering the D20 license, bringing our favorite game back to life and providing third-party publishers an opportunity to support the game we all love. Brad Thompson, John Bacon, Alec Burkhardt, Tim Duggar and everyone on the D20/OGL lists. And most of all, Gary Gygax and Dave Arneson for giving us the idea of a dungeon crawl in the first place.

### Product Update Password for Rappan Athuk—The Dungeon of Graves: The Upper Levels : Zelkor.

**Special Product Update Password:** The keyword for a bonus download from our web site is the name of the main male monster associated with this phrase: "Encounter R2-47." You veterans should know this one....

This product requires the use of the Dungeons and Dragons® Player's Handbook, published by Wizards of the Coast®



NECROMANCER  
GAMES

THIRD EDITION RULES,  
FIRST EDITION FEEL

©2000 Clark Peterson and Bill Webb, Necromancer Games, Inc. All rights reserved. Reproduction without the written permission of the publisher is expressly forbidden. Necromancer Games, Necromancer Games, Inc. and the Necromancer Games logo, Rappan Athuk and The Dungeon of Graves are trademarks of Necromancer Games, Inc. All rights reserved. All characters, names, places, items, art and text herein are copyrighted by Necromancer Games, Inc. "D20 System" and the D20 System logo are trademarks owned by Wizards of the Coast and are used under the terms of the D20 Trademark License contained in Appendix 2. The mention of or reference to any company or product in these pages is not a challenge to the trademark or copyright concerned. Dungeons and Dragons® and Wizards of the Coast® are trademarks of Wizards of the Coast, and are used in accordance with the Open Game and D20 Trademark Licenses contained in Appendix 2. Creature Collection is a trademark of Sword and Sorcery Studio. "Undead Ooze" is copyright 2000 Clark Peterson, Sword and Sorcery Studio, and is used by permission.

This book uses the supernatural for settings, characters and themes. All mystical and supernatural elements are fiction and intended for entertainment purposes only. Reader discretion is advised.

Check out Necromancer Games online at  
<http://www.necromancergames.com>

And check out the Sword and Sorcery Studio online at  
<http://www.swordsorcery.com>

PRINTED IN THE USA.

# Introduction

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

This adventure module pays homage to that original idea. True, there are opportunities for roleplaying, but most of this module is dedicated to "roll playing." Hopefully, while exploring the halls of Rappan Athuk, you will recall the thrill of discovery, the terror in your heart when you fought your first skeleton, the joy of rolling your first natural 20 and the despair you felt when that 1 came up for your poison save. We hope that you find this module as fun and exciting as those hundreds of players who have ventured into (and not as often out of) the endless caverns and mazes of *Rappan Athuk—The Dungeon of Graves*.

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

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

*The evil cult, however, had not been destroyed. The surviving priests and their followers instead settled on a hill near the Forest of Hope, a sylvan woodland near the Coast Road. They found a vast underground complex of caverns and mazes carving out a volcanic intrusion beneath the hill. There, the priests of Orcus found the perfect lair to continue their vile rituals. For many years they carried on in secret, hidden from the light and from the knowledge of men.*

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

*For the last one hundred years, ranks of adventurers swarmed to the newfound dungeon. Many fell prey to bandits and monsters in the surrounding wilderness. Of those adventurers who survived to reach the mausoleum and the sunken graveyard, rumors suggest that most were slain by guardians of green stone before they even entered the dungeon or that they perished on the very first level. Those rare few who return from deeper treks speak of horrible undead and of creatures that cannot be slain. All who have explored Rappan Athuk offer this one universal piece of advice: "Don't go down the Well."*

## The Legend of Rappan Athuk

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

## Rumors about Rappan Athuk

In addition to the above Legend of Rappan Athuk, any character has a chance of knowing up to two rumors about the complex from common legends. Each character can make two Intelligence checks (DC 13). Each success earns the character a rumor. Wizards, clerics and bards (but not sorcerers) can make another Intelligence check (DC 20) modified by the higher of their Intelligence, Wisdom and Charisma bonuses; a success earns the character an additional rumor. Roll for each rumor randomly on 3d10-2 and consult the table below, or select a rumor that seems fitting.

1. Zelkor, the good wizard of old, is now an evil lich living in the upper levels of the dungeon and protecting both the evil temple and the descent into it. (Partially true.)
2. A high priestess of Hecate, the goddess of magic, was turned into a statue of living rock and is entombed in the dungeon. She had a magic ring that allowed her to *shape change*. Her name is Akbeth. (True.)
3. A rich gold mine awaits discovery; locate a cavern with a manmade river channel, and defeat the monsters there. (Mostly true.)
4. The temple of Orcus no longer exists within the dungeon. Its existence is a lie told by adventurers to keep others away. (False.)
5. A great oracle can be found beyond a great cavern. He can tell all to anyone willing to pay his price. (Mostly true.)
6. A large group of dwarves recently went to look for a large gold mine said to be in the dungeon. None of them returned. (True.)
7. When his worshipers built the complex, Orcus cursed it, so that anyone who disturbs his temple will turn evil and become slaves of darkness, never to return. (False.)
8. A great city of goblins lies deep in the complex, and they are followers of Orcus. (True.)
9. The entrance to Hell lies deep within a maze complex. It can be found only by swimming through a pool of water. (True, though only in a figurative sense. The level is called “Hell” by anyone who has been to it.)
10. A great priest was entombed within the complex behind a door sealed with seven seals. If released, the powers of good would be greatly aided. (True.)
11. The dungeon was originally a good fortress built to protect against the advancing hordes of evil. Evil overcame the fortress’ defenders. (False.)
12. Magical black skeletons inhabit the dungeon. They are greatly feared, as clerics cannot turn them. (Partially true. Clerics have a substantially reduced chance to turn them.)
13. A powerful illusionist lives near the surface. Do not believe everything you see. He is cannibalistic and possesses great powers. (Mostly true. The “illusionist” is actually Scramge, a rakshasa.)
14. On the first level resides a monster immune to everything. It is amorphous and smells terrible. The wise man flees from it. (As your party will see, this is very true.)
15. Inside a great labyrinth lies a strange mushroom that can restore youth to a human. They are blue with red spots and grow under a bridge. (Partially true. The mushroom randomly resets a character’s age, which for most adventurers means getting younger.)
16. Some of the tunnels dug by the giant rats of the complex lead to interesting places. Some lead nowhere. (Very true.)
17. The wise man uses the underground rivers to travel through this place, though this is dangerous if the correct channels are unknown. Many men have drowned in them. (True.)
18. Deep in the dungeon is a vast cavern housing monsters of gigantic size. A beholder 20 feet in diameter has been seen. (Partially true. The large cavern does contain gigantic monsters, but the beholder is of normal size.)

19. A magical pool leads to a wishing well. If you cast a magic item into it, you will be granted a wish. (False.)
20. There is a corridor of solid white stone, and it is cursed. Anyone who walks its length is lost forever. (Almost true. Most, but not all, who walk the corridor will die.)
21. On the fourth level, there are no monsters, but wondrous quantities of gems. (False. Give us a break!)
22. The caves are safer than the carved passages. The upper levels are also very tough in the carved areas. (False. The caves are no safer than the carved passages; both are equally dangerous.)
23. As the great mage Speigle said, “Beware of purple worms.” The wise man heeds his advice. (It’s so true, it’s written on the wall on Level 3.)
24. In the lower levels, spells cannot be regained due to the evil powers in this place. Conserve spells on deep treks. (True.)
25. Solid mithril gates bar the way into a vast treasure horde, which is guarded by a lich. If one were to gain access to the cavern, one would be wealthier than an emperor. (Partially true.)
26. Deep within the hill lies a pool of lava guarded by demonic lizards. If one defeats them, pure gold can be distilled from the liquid rock. (Partially true; there are salamanders but no gold.)
27. Giant scorpions guard the way to the tomb of a fell king. (True.)
28. It is said that the great paladin, Bannor, was overcome by a horde of enemies in the dungeon. His mighty holy sword, Gurthdural, is rumored to have been lost in the Hall of the Cyclops King. (Completely false.)

## Room and Level Numbering

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

## Monsters

Wandering monsters are detailed more fully in the Monster Appendix at the end of this module. Unusual creatures that are common in Rappan Athuk, such as the nefarious black skeletons, are detailed in the text in full the first time they are encountered. Thereafter, they are detailed in an abbreviated format with their full statistics presented in the Appendix. Common monsters, such as rats and lesser undead, are always listed in short form in the text of the module with their full statistics detailed in the Appendix. Unique or significant monsters are always fully detailed in the text and are not repeated in the Appendix.



## The Levels of Rappan Athuk

**Ground Level:** The Sunken Graveyard and the Mausoleum

**Level 1:** The Lair of the “Dung Monster”

**Level 2:** Martheke’s Place and Ambro’s Base

**Level 3:** “Beware of Purple Worms!”

**Level 3A:** “The Well”—Zelkor’s Lair

**Level 4:** The Upper Temple of Orcus

**Level 4A:** The Basilisk Caverns

**Level 5:** Banth’s Lair and the Wight Catacombs

**Level 6:** The Maze

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

**Level 7:** The Gates of Hell

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

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

**Level 9:** The Lower Temple of Orcus

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

**Level 9B:** The Well of Agamemnon—Upper Level

**Level 9C:** The Well of Agamemnon—Lower Level

**Level 10:** The Lava Pit

**Level 10A:** The Giant Cavern

**Level 11:** The Waterfall and Akbeth’s Grave

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

**Level 12:** The Slave Pits

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

**Level 13:** The Portal of Darkness

**Level 13A:** The Goblin Barracks

**Level 14:** The Chapel of Orcus

**Level 15:** The Den of the Master

This module details the Ground Level and subterranean Levels 1, 2, 3, 3A and 4A. Module R2—The Middle Levels details Levels 4, 5, 6, 6A, 7, 7A, 8 and 9A. Module R3—the Lower Levels details Levels 9, 9B, 9C, 10, 10A, 11, 11A, 12, 12A, 13, 13A, 14 and 15.

## The Wilderness Surrounding Rappan Athuk

As with any major entrance to the underworld, the wilderness around Rappan Athuk is a dangerous place—popular with bandits, marauding monster bands and worse. Merchants and patrols are quite rare, and the woods and hills surrounding the area are especially wild. The area surrounding Rappan Athuk has attracted various bandit groups. Several of these groups spy on parties entering Rappan Athuk, only to strike at them as they make their way out of the underworld. In addition to bandits, there are a large number of standard monster lairs and encounter areas in the wilderness area surrounding the dungeon.

Feel free to place Rappan Athuk in any appropriate area of your game world and create the bandit encounters and monster lairs to reflect the particular flavor of your campaign. For those desiring the original wilderness map (including a Player’s Map) and notes about the surrounding wilderness areas—to run Rappan Athuk as it was originally intended—they are available as a free download in PDF format from the **Necromancer Games** web site ([www.necromancergames.com](http://www.necromancergames.com)).

## Using Rappan Athuk without the Middle and Lower Levels

The other two “R-series” modules detail the Middle and Lower Levels of this multilevel dungeon. Until you have those products, treat any doors or passages leading to those levels as locked with magical locks (Open Lock DC 40), requiring special keys. Later, once you have the subsequent products detailing the lower levels and PCs experienced enough to survive the challenges therein, have your PCs encounter the corpse of an **acolyte of Orcus**, on which can be found one of the magical keys needed to gain access to the lower levels. Of course, the corpse should also contain a few **burrowing grubs**. We don’t just want to give these magical keys away....

### Introductory Characteristics

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

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

**Entrances:** Details the various entryways into the level.

**Exits:** Details the various exits from the level.

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

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

**Detections:** Details results of general divination spells on the level. All general detections associated with a level are set at DC 10, unless otherwise noted.

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

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

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

# Ground Level: The Sunken Graveyard and the Mausoleum

## Arriving at Rappan Athuk

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

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

There are two primary points of entry into the dungeon. The main entrance is through the crypt structure itself, leading to Level 1. The second entrance is through “the Well” at area G-4, which leads to Level 3A. PCs can also effect an entrance through the rat tunnels at G-3. No other entrance to the upper levels exists.

## G-1. Tombstone and Key

*You see in front of you a life-size statue of a dwarf on a 4 ft x 4 ft stone block. He looks to have been a great warrior. Dwarven runes adorn the front of the pedestal.*

This rather large tombstone, crested with the statue of a dwarf, seems to have been visited frequently. The dwarven runes read “Blessed is he who spares these stones/And

## Ground Level

**Difficulty Level:** 4

**Entrances:** Above ground

**Exits:** Mausoleum to Level 1; “the Well” to Level 3A; rat tunnels to Level 1, room 1-11, and Level 2, rooms 2-10 and 2-20

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

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

**Detections:** Entire level detects faintly of evil

**Standard Features:** Unless otherwise noted, all doors on this level are made of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break DC 18); if described as “locked,” add Open Lock (DC 20).

cursed be the man who moves my bones.” Examination of the base of the statue (Spot check DC 8) reveals a small compartment that may be easily opened. It is not trapped. Inside is the *magical iron key* to Rappan Athuk that opens the doors to the Main Mausoleum at G-6 below. Once used to unlock the doors of the mausoleum, it *teleports* back to this compartment.

## G-2. A Dire Warning

*Nine graves lie filled with fresh earth and makeshift markers. Some of you recognize a few of the famous names, legends of your own time—a grim foreshadowing of things to come. A tenth grave is present as well, only it is empty and freshly dug. Towering over it, a marble gravestone bears your own name.*

### G-3. Rat Tunnels

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

**Normal Rats:** CR 1/8; hp 1 each; SA disease.

**Dire Rats:** CR 1/2; hp 4 each; SA disease.

**Wererats:** CR 1; SZ S Shapechanger; HD 2d8+3; hp 16; Init +3 (Dex); Spd 40 ft, climb 20 ft; AC 18 (+1 size, +3 natural, Dex); Atk +3 melee (1d4, bite), +3 melee (1d6, rapier, crit 18-20) or +3 ranged (1d6, shortbow, crit x3, range 60 ft); SQ scent, damage reduction (15/silver or +1), shape shifting, curse of lycanthropy; ALNE; SV Fort +5, Ref +5, Will +5; Str 10, Dex 17, Con 12, Int 12, Wis 12, Cha 10.

**Skills:** Climb +11, Hide +11, Listen +5, Move Silently +6, Spot +8. **Feats:** Weapon Finesse (bite), Weapon Finesse (rapier).

**Possessions:** Rapier, shortbow with 20 arrows, 2 gems (25 gp each), 3d12 cp, 2d6 sp, 1d8 gp.

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

### G-4. The Well

*An ornately carved well is located on the far end of the sunken graveyard, opposite the mausoleum. The finely crafted artwork of the well is diminished only by the horrific images of demons, devils and undead things that form the bas-relief carvings. Runes and scribbling adorn the spaces around these carvings. As you gaze down inside, you see large, grooved scratches along the interior stones, as if something had tried to claw its way up the sides. The well ends in water some 90 feet below. You believe that the well opens up into a larger cavern at the bottom.*

This well is the entrance to Level 3A of the dungeon. See Level 3A, room 3A-1.

### G-5. Empty Mausoleums

Both of these buildings are made of the same green stone as the main mausoleum, detailed below. They lack the intricate carvings and the green stone gargoyles of that building. The doors on each of these buildings are standard **locked iron doors** (2 in thick; Hardness 10; hp 60; Break DC 28; Open Lock DC 20). The buildings themselves contain numerous destroyed sarcophagi. Roll for a wandering monster when the party enters one of these buildings, ignoring the “gargoyle” result. There is no treasure.

### G-6. The Main Mausoleum

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

This structure is the main mausoleum within the graveyard. It is made of solid granite construction with 4-foot-thick walls, 20 feet tall. The mausoleum itself radiates magic (DC 10 to detect). The walls of the place seem alive. Enchanted, they repair any damage done to them in one day, with stones crawling back into place of their own volition. Stairs carved into the outside earth descend 20 feet to the foot of the mausoleum wall. At the terminus of the stairs, set within the mausoleum wall, is a set of ornately worked iron doors. Ringing the top of the mausoleum are numerous **gargoyles** made of the same green stone as the mausoleum itself. Eight of the gargoyles animate when approached by living creatures or whenever they are touched or attacked.

**Green Guardian Gargoyles of Rappan Athuk:** CR 3; SZ M Magical beast; HD 4d10+16; hp 38; Init +2 (Dex); Spd 20 ft, fly 60 ft flying (average); AC 16 (+4 natural, +2 Dex); Atk +8 melee (1d4+1 [x2], claws), +5 melee (1d6, bite) and +5 melee (1d6, horn); SA hold; SQ damage reduction (15/+1), freeze; ALCE; SV Fort +8, Ref +6, Will +1; Str 13, Dex 14, Con 18, Int 6, Wis 11, Cha 7.

**Skills:** Hide +9, Listen +4, Spot +4. Gargoyles receive a +8 to Hide checks when hiding against a background of worked stone. **Feats:** Multiattack, Weapon Focus (claw).

**SA—Hold (Sp):** If a green guardian gargoyle hits with both claw attacks, the creature struck must make a Will save (DC 17) or be held, as per a *hold person* spell.

The gargoyles are carved of a strange green stone, and each gargoyle has two eyes of jet that an Appraise check (DC 12) reveals to be worth 500 gp each. The eye gems radiate magic and evil. Unless the gems are crushed and disenchanting with both *dispel magic* and *remove curse* spells before the fragments are scattered, they reform as gargoyles of the same type in 1d8+2 days. Even if the gem eyes are carried away, any gargoyles killed are replaced within 1d8 days.

**Tactics:** The gargoyles animate and attack, attempting to hold victims. Once held, the gargoyle attempts to fly off with the victim. One gargoyle can lift a held opponent weighing 150 pounds or less. Two gargoyles working together can lift a held opponent weighing up to 300 pounds. The gargoyles then fly to a height of 60 feet with the held victim and drop him, causing 6d6 additional damage, before returning to fight another opponent. If the party is of very low level, simply have one of the gargoyles animate and fly off to report to some unknown master. Or have less than the full eight gargoyles animate.

## The Front Doors of the Mausoleum

*You descend the stairs and see before you a set of huge steel doors. No rust is visible on the metal, as if time itself stands still here. Built into the doors is an intricate lock—craftsmanship worthy of the most legendary dwarven smith.*

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

**Locked and Trapped Magical Iron Double Doors:** 2 in. thick; Hardness 10; hp 80; Damage Resistance 20/+3; Spell Resistance 16; Break (DC 50); Open Lock (DC 35); Search (DC 35); Disable Device (DC 40).

## G-7. Inside the Main Mausoleum

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

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

**Black Skeleton:** CR 4; SZ M Undead [skeletal]; HD 6d12; hp 42; Init +4 (Dex); Spd 40 ft; AC 20 (+6 natural, Dex); Atk +6 melee (1d8 [x2], longsword, plus strength drain); SA frightful presence, strength drain; SQ undead immunities, turn resistance (+4), damage resistance (15/+1); AL CE; SV Fort +2, Ref +7, Will +2; Str 11, Dex 19, Con —, Int 13, Wis 10, Cha 14.





## GROUND LEVEL: THE SUNKEN GRAVEYARD AND THE MAUSOLEUM

*Skills:* Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7. *Feats:* Ambidexterity, Two-Weapon Fighting, Weapon Focus (longsword).

*SA—Frightful Presence (Ex):* This ability makes the creature's very presence unsettling to foes. When a black skeleton shrieks, which is a free action, opponents within 60 feet must make a Will save (DC 15) or be stricken as per the *fear* spell for 5d6 rounds. Creatures of 7 HD or greater are not affected.

*SA—Strength Drain (Ex):* Good-aligned characters hit by a black skeleton must make a Will save (DC 14) or suffer 1d3 temporary Strength damage.

**Trap:** If the front doors' lock is picked or opened in any way other than with the *magical iron key* from area G-1—including the use of a *knock* spell—the stone floor of the mausoleum slowly begins to rise. It reaches the ceiling in five minutes, crushing all within to a pulp. Because the doors opened inward, when the floor starts to rise, the doors cannot be reopened, as the rising floor bars them. Exit can only be made by *teleporting*, by somehow tunneling through the four-foot-thick walls or by quickly finding the secret door in the floor before it locks. There is no other means of escape. [That's right, the very first trap is an instant-kill trap. Rappan Athuk isn't a dungeon of legend for nothing!] Dwarves and gnomes should be given a Stonework check (DC 18) after one round to notice the shifting floor, even if they are not actively looking for it. Should they fail, the roll should at least indicate that all is not well. Be sure to keep track of time because after one minute of the floor's rising, the secret door is no longer accessible. This mechanism resets itself in two days. Note that up to two PCs of Medium size or three PCs of Small size can take refuge inside the coffin to avoid being crushed. They will have to find a way to survive for two days until the trap resets itself.

**Mausoleum Death Trap:** CR 8; no attack roll necessary; Fortitude save (DC 40) or death; must find secret door or other means of exit to avoid (see above); Search (DC 22) or Stonework (DC 18); Disable Device (DC 40).

**Secret Door:** South of the sarcophagus, between it and the south wall, is a hidden 10-foot-long stone slab, detectable as a normal secret door (DC 15), which may be removed by pulling upward (Strength check DC 22). Below it is a ladder set into the wall of a circular shaft that leads down to a small hallway described at area G-8 below—leading to Level 1 of the dungeon. If more than one minute has passed since the floor started to rise, the mechanism that raises the floor has also inserted a two-inch-thick iron slab over the opening to the shaft, thus barring exit from the room, even if the secret door is found.

### G-8. Hallway to Level 1

*You see a circular shaft descending into the darkness below. The smell of death wafts up from the pit as you descend into oblivion. Maybe you should have stayed at home and raised crops...*

The circular shaft extends 30 feet below the floor of the mausoleum to a dirt-floored hallway. There are bloodstains on the roughly worked stone walls of the hallway, including one rather recent, large, hand-shaped smear of blood on the north wall. The passage leads east and comes to a dead end some 100 feet later. At the end of the passage is an obvious 10-foot-deep, 5 foot x 5 foot pit. There is a rope pegged into the wall that descends into the pit. At the bottom of the pit is a poorly concealed (DC 10), man-sized secret door, leading to room 1-1. The door is set in the wall, starting 3 feet above the floor of the pit, and opens by pulling up and out on a small knob at the bottom of the door.

# Level 1: The Lair of the “Dung Monster”

This dungeon level stinks. Literally. The combined presence of the “dung monster,” the latrines, the rats and the ghost completely fouls the air. Make this clear to the characters upon entering this level by require them to make the Fortitude saves described in “Continuous Effects” in the sidebar.

## Dungeon Level 1

**Level of Difficulty:** 3

**Entrances:** Hallway from Ground Level area G-8

**Exits:** Stairs to Level 2; river to Level 9; rat tunnel to Level 2 and to G-3 on the Ground Level

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

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

**Detections:** Faint evil from the whole place; slightly more to the southeast

**Continuous Effects:** This malodorous level requires all characters to make a Fortitude save (DC 10) upon entering the level and every 30 minutes thereafter; fail the save, and all rolls are at -2 morale penalty due to the distraction caused by the overpowering stench.

**Standard Features:** Unless otherwise noted, all doors on this level are made of iron-reinforced wood (2 in thick; Hardness 5; hp 20; Break DC 18). If doors are described as “locked,” add Open Lock (DC 20).

## 1-1. Entrance Chamber

*Scattered about the room are bits of bone and loose dirt. A cool breeze blows by you, and you think you may hear whispering off in the darkness.*

This room has several small piles of bones looted from the graveyard above. The air is drafty and comparatively fresh. A search of the bones (Search DC 5) reveals a rat corpse that has been eaten away as if by acid, and some residual **green slime** still clings to it.

**Green Slime (CR4):** A single patch of green slime deals 1d6 points of temporary Constitution damage per round while it devours flesh. Extreme cold or heat, sunlight or a *cure disease* spell destroys a patch of green slime.

Against wood or metal, green slime deals 1d6 points of damage per round. It does not harm stone.

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

## 1-2. Empty Room

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

## 1-3. Collapsed Room

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

## 1-4. Viewing Room

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

## 1-5. The Trapped Step

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

**Foot Catcher Trap with Poisoned Spikes:** CR 2; no attack roll necessary (1d6 plus poison); Fortitude save DC 14 negates poison (1d6 temporary Dex/1d6 temporary Dex); Search (DC 20), Disable Device (DC 10).

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

## 1-6. Poker Room

*Broken furniture is everywhere, and a skeleton sits in a large chair facing you. Red, poisonous-looking ants crawl all over the skeleton and chair. On the skeleton's lap is a deck of cards. You pause in terror as you hear a tapping sound from the hallway in front of you.*

On the lap of the skeleton is a **trapped** deck of cards. Condensation drips from the ceiling into a tilted metal dish in the hallway leading to area 1-8, right next to the pit at area 1-7, which explains the tapping sound.

**Trap:** The top card is the ace of spades and is coated with contact poison.

**Poison Card Trap:** CR 2; contact poison (1d6 temporary Str/1d6 temporary Str); Fortitude save (DC 12) negates poison; Search (DC 15), Disable device (DC 10 by wiping off, or discarding at DC 3).

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

## 1-7. The Pit

**Trap:** This location is a covered pit that opens when 75 pounds of pressure or more are applied to it. The lid resets itself in 30 minutes.

**Pit Trap (20 Feet Deep):** CR 2; no attack roll necessary (2d6); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

## 1-8. Warning Room

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

**Treasure:** The top drawer of the desk contains six vials: 1 through 3 are full of embalming fluid (poison for temporary loss of 2d6 Con; Fortitude save [DC 12] for half), 4 and 5 are empty and 6 is a wax-sealed bottle of holy water.

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

## 1-9. The Lair of the "Dung Monster"

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

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

**Mutated Killer Mimic ("The Dung Monster"):** CR 6; SZL Aberration; HD 9d8+54; hp 90; Init +1 (Dex); Spd 10 ft, climb 10 ft; AC 17 (+6 natural, Dex); Atk +8 melee (1d8+4, pseudopod, plus adhesive); Reach 10 ft; SA adhesive, engulf, acid; SQ mimic shape, acid immunity, blindsight (90 ft), creeping, ooze, regeneration (5 hp/round), damage resistance (25/+5), spell resistance (SR50); AL NE; SV Fort +5, Ref +3, Will +6; Str 19, Dex 12, Con 22, Int 10; Wis 13; Cha 10.

**Skills:** Climb +9, Disguise +12, Listen +11, Spot +6.  
**Feats:** Skill Focus (disguise).

**SA—Adhesive (Ex):** The dung monster exudes a thick slime that acts like powerful glue. Creatures or items touching it are held fast. Any creature struck by its buffet attack is automatically grappled. Opponents so grappled cannot get free while the mimic is alive without first dissolving the glue, unless it makes a DC 20 Strength check.

Any weapon that strikes the dung monster is also stuck fast unless the wielder makes a DC 16 Reflex save. It takes a DC 16 Strength check to pry off weapons stuck in this manner. The dung monster can make one free buffet attack each round against any creature stuck to it. Alcohol dissolves the glue, and a pint of wine or a similar liquid poured over the monster weakens the glue, though the mimic still gains a +4 to grapple checks. In addition, because of its particular mutation, soap and other cleaning solvents also dissolve the glue. The dung monster can dissolve its glue at will.

**SA—Engulf (Ex):** Any opponent hit by a successful attack may be engulfed the next round. The victim can make an attack of opportunity against the dung monster as

it seeks to engulf. If the victim does not attack, he may instead make a Reflex save (DC 18) to avoid engulfment. If this save is made, the victim is not engulfed though he remains stuck to the adhesive pseudopod.

Engulfed victims are subject to acid damage each round and are considered grappled and trapped within the body of the dung monster. The dung monster is free to make other pseudopod attacks in subsequent rounds, but can only engulf up to three Medium-size creatures.

SA—*Acid (Ex)*: Engulfed creatures suffer 1d8 acid damage per round they are engulfed.

SQ—*Mimic Shape (Ex)*: The dung monster can assume the general shape of any object that fills roughly 150 cubic feet (5 ft x 5 ft x 6 ft). It might take the shape of a massive chest, a stout bed or a wide doorframe—or, its favorite, a latrine. Creatures who examine the monster can attempt a Spot roll (DC 18) to detect the ruse; of course by this time, it is far too late.

SQ—*Creeping (Ex)*: The dung monster can climb any vertical surface and can hang from the underside of any horizontal surface as long as a third of its mass touches a vertical surface. It can pass through any opening through which water could pass.

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

**Treasure:** Latrine number 3, the one covered by the monster in its toilet guise, contains the remains of some of its victims. Halflings, gnomes or small elves may descend through the opening. The PC descending must roll a Fortitude save (DC 26). He must make subsequent Fortitude checks every 2 minutes he remains in the latrine, or suffer the effects as per a *stinking cloud* spell. In the latrine under all the dung, requiring a *detect magic* spell (DC 12) to locate them, are the following: 417 gp in a *bag of holding* of the smallest size, a +3 *dagger* and an *efreeti bottle*. The person coming out of the latrine has a Charisma of 1 for reaction purposes until thoroughly cleansed, and the party never surprises any monster with the Scent special quality. Check for wandering monsters at twice the normal frequency until the person is cleansed.

## 1-10. The Trapped Ghast

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

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

**Ghast:** CR 3; SZ M Undead; HD 4d12; hp 28; Init +2 (Dex); Spd 30 ft; AC 16 (+4 natural, Dex); Atk +1 melee (1d4, claws [x2], plus paralysis) plus +4 melee (1d8+1, bite, plus paralysis); SA paralysis, stench; SQ undead immunities, spawn; AL CE; SV Fort +1, Ref +3, Will +6; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 16.

**Skills:** Climb +6, Escape Artist +8, Hide +8, Intuit Direction +3, Jump +6, Listen +8, Move Silently +7, Search +6, Spot +8. **Feats:** Multiattack, Weapon Finesse (bite).

SA—*Paralysis (Ex)*: Those hit by a ghast attack must succeed at a Fortitude save (DC 14) or be paralyzed for 1d6+4 minutes. Elves are not immune to paralysis from ghosts.

SA—*Stench (Ex)*: The stink of death and corruption surrounding these creatures causes those within 10 feet to make a Fortitude save (DC 15) or be racked with nausea, suffering a -2 morale penalty to all rolls for 1d6+4 minutes.

**Treasure:** In a small chest are 200 cp and 600 gold-covered lead coins. In a secret compartment in the lid of the chest (Search DC 20) is a *scroll of 3 spells* (*jump*, *ventriloquism*, and *stinking cloud*).

## 1-11. The Rat Spies

*The passage opens into a large cavern. Rats are everywhere! A shrill female voice is heard from inside the cavern, crying for help. Someone is obviously being attacked by the hordes in front of you!*

A stream runs through the room and flows two-thirds of a mile through a fairly passable channel (never deeper than five feet and the ceiling never impossibly low) to Level 9. Several rat tunnels lead from this room: one leads outside to the graveyard above ground at G-3, the second leads nowhere, and the third leads to area 1-14. A pile of rubble blocks access to area 1-12. The far southern section of the room beyond the river is scorched, as though a *fireball* spell had previously been cast there.

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

**Normal Rats:** CR 1/4; hp 1 each; SA disease.

**Dire Rats:** CR 1/2; hp 4 each; SA disease.

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

## 1-12. Stairs to Level 12 and the Wererat Ambush

*A large pile of rubble blocks your access to the passage from the rat room. Once the rubble is negotiated, you see that there are stairs beyond. Past the rubble, the walls and floor are covered with spatters of blood, several broken weapons and marrow-sucked bones.*

**Jarvik the Wererat** and three other wererats in hybrid form, as well as **Fiilaar the Female Wererat**, are here, accompanied by 20 dire rats, which Fiilaar normally commands to attack

## LEVEL 1: THE LAIR OF THE "DUNG MONSTER"

the party (see Encounter Modification, below). They attack in four groups of five rats each. The wererats perch in small cubbyholes situated 10 feet up in the wall that are connected to each other by rat tunnels. If they attack, the wererats do so from positions of cover (see the Tactics section, below).

**Fiilaar the Female Wererat:** CR 4; SZ S Shapechanger; HD 3d8+3; hp 18; Init +4 (Dex); Spd 40 ft, climb 20 ft; AC 18 (+1 size, +3 natural, Dex); Atk +5 melee (1d4, bite plus disease), +5 melee (1d6, rapier, crit 18-20) or +5 ranged (1d6, shortbow, crit x3, range 60 ft); SA disease; SQ scent, damage reduction (15/silver or +1), shape shifting, curse of lycanthropy; AL NE; SV Fort +5, Ref +6, Will +5; Str 10, Dex 19, Con 12, Int 14, Wis 12, Cha 14.

**Skills:** Climb +11, Hide +11 (+21 with robe), Listen +5, Move Silently +6, Spot +8. **Feats:** Weapon Finesse (bite), Weapon Finesse (rapier).

**SA—Shape Shifting (Su):** All lycanthropes can shift into animal form. Weretigers, wererats and werewolves can also assume a bipedal form that has opposable thumbs and animalistic features. Changing to or from animal or hybrid form is a full-round action. Upon assuming animal or hybrid form, the lycanthrope regains hit points as if having rested for a day. If slain, the lycanthropic creature reverts to its original form, though it remains dead. A part of the body that is separated from the whole retains its animal form, however.

**SA—Disease (Ex):** Because Fiilaar began life as a rat, she retains her diseased bite as per a dire rat.

**Possessions:** Rapier, pouch with 3 doses of *dust of sneezing and choking*, *lesser robe of blending* (SZ S, +10 to Hide, no change self power).

Fiilaar is a rare form of wererat, having originally been a dire rat before she contracted lycanthropy. As such she has great hatred for humans.

**Jarvik the Wererat:** CR 3; SZ S Shapechanger; HD 3d8+3; hp 25; Init +3 (Dex); Spd 40 ft, climb 20 ft; AC 18 (+1 size, +3 natural, Dex); Atk +4 melee (1d4, bite), +4 melee (1d6, rapier, crit 18-20, plus *purple worm poison*, DC 24, 1d6 Str/1d6 Str) or +4 ranged (1d6, shortbow, crit x3, range 60 ft, plus *purple worm poison*, DC 24, 1d6 Str/1d6 Str); SQ scent, damage reduction (15/silver or +1), shape shifting, curse of lycanthropy; AL NE; SV Fort +5, Ref +5, Will +5; Str 10, Dex 17, Con 12, Int 12, Wis 12, Cha 10.

**Skills:** Climb +11, Hide +11, Listen +5, Move Silently +6, Spot +8. **Feats:** Weapon Finesse (bite), Weapon Finesse (rapier).

**Possessions:** Rapier coated with *purple worm poison* (DC 24, 1d6 Str/1d6 Str), 2 vials with one dose each of *purple worm poison*, shortbow with 20 arrows, 4 arrows coated with *purple worm poison* (DC 24, 1d6 Str/1d6 Str).

**Wererats (3):** CR 2; SZ S Shapechanger; HD 2d8+3; hp 16; Init +3 (Dex); Spd 40 ft, climb 20 ft; AC 18 (+1 size, +3 natural, Dex); Atk +3 melee (1d4, bite), +3 melee (1d6, rapier, crit 18-20) or +3 ranged (1d6, shortbow, crit x3, range 60 ft, plus *purple worm poison*, DC 24, 1d6 Str/1d6

Str); SQ scent, damage reduction (15/silver or +1), shape shifting, curse of lycanthropy; AL NE; SV Fort +5, Ref +5, Will +5; Str 10, Dex 17, Con 12, Int 12, Wis 12, Cha 10.

**Skills:** Climb +11, Hide +11, Listen +5, Move Silently +6, Spot +8. **Feats:** Weapon Finesse (bite), Weapon Finesse (rapier).

**Possessions:** Rapier, shortbow with 20 arrows, 4 arrows coated with *purple worm poison* (DC 24, 1d6 Str/1d6 Str).

**Dire Rats (20):** CR 1; hp 4 each; SA disease.

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

**Encounter Modification:** If the party is of a low experience level, this ambush will destroy them. In that case, the wererats simply spy on the party and follow them, hoping to loot their corpses when they meet their untimely end elsewhere in the dungeon. Fiilaar and Jarvik are intelligent enough not to waste their *dust* and poison arrows on obviously weak parties. If the party is low level but has a large number of humans, Fiilaar orders the wererats to attack with normal arrows, saving their poison arrows and her *dust* for more deserving targets, allowing the 20 dire rats to attack. Her hatred for humans prevents her from allowing them to pass unharmed.

### 1-13. Wererat Den

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

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

### 1-14. The Dire Rat Lair

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

**Dire Rats (12):** CR 1; hp 4 each; SA disease.

# Level 2: Marthek's Place and Ambro's Base

This level is the home of Marthek the madman and Ambro the ogre. The evil priests on Level 4 placed Marthek here. All evil creatures on this level leave him in peace. The level has poor ventilation and smells of smoke and ogre urine. If any characters are wounded and left on this level, Marthek eats them within two days.

## Level 2

**Difficulty Level:** 6

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

**Exits:** Stairs to Level 3 from room 2-7; tunnels to the surface from rooms 2-10 and 2-20; tunnel to Level 4 from room 2-20

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

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

**Detections:** Faint evil from the whole place

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

## 2-1. Entrance

*The air here smells foul, and eight giant rat corpses lie strewn about, as though torn apart by some wild animal. Blood spatters cover the entire area.*

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

## 2-2. Skeleton Surprise

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

**Black Skeletons (6):** CR 3; hp 42 each; one is enchanted with *deeper darkness*; SA frightful presence, strength drain.

## 2-3. The Ball Room

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

**Trap:** The corridor leaves enough room between the wall and the spiked ball for the very brave to attempt passage. The attempt requires a Reflex save (DC 22) or 2d6 damage for 1d3 rounds as the ball crushes the character. In addition, the west wall of the hallway is covered with **brown mold**.

**Rolling Spiked Iron Ball:** CR 2; attempting to pass requires Reflex save (DC 22) or 2d6 damage for 1d3 rounds. Spike Hardness 10; hp 20; Break (DC 40).

**Brown Mold (CR 2):** Brown mold feeds on warmth, drawing heat from anything around it. Living creatures within five feet of it take 3d6 points of cold subdual damage. Fire brought within five feet of the mold causes it to instantly double in size. Cold damage, such as from a *cone of cold*, instantly destroys it.

## 2-4. Crypt

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

If the body or any of the items in the coffin are disturbed, **six burrowing grubs** attack. If the halfling/gnome corpse on the floor beside the coffin is disturbed, **three more burrowing grubs** attack.

## LEVEL 2: MARTHEK'S PLACE AND AMBRO'S BASE

**Burrowing Grubs (CR4):** These diminutive vermin crawl off carrion and infest living hosts. They cause fatal illness unless cured or killed. When first encountered, a Spot check (DC 15) can be made to avoid them entirely. If this save is failed, the grubs have contacted the victim and penetrated his skin. Once this occurs, the victim may make a Wisdom check (DC 15). If successful, he notices strange burrowing below the surface of his skin. Each 10 minutes thereafter, a Fortitude check (DC 17) must be made. If failed, the victim sustains 2d6 Con damage. When the victim reaches 0 Con, he dies. The grubs then look for a new host. During the first 30 minutes, the grubs can be killed by applying flame to or by cutting open the affected skin. The flame or cutting also does 2d6 damage to the victim. If a Heal check (DC 15) is successful, cutting damage can be reduced to 1d6. After the second turn, only a *cure disease* spell will save the victim.

**Treasure:** The body beside the coffin has 120 gp in a rotting pouch inside of a rotting pack. None of the items on the corpse in the coffin is salvageable.

### 2-5. Marthek's Lair

*This room appears to be a campsite of some sort. Bedding and bones litter the floor. A metal spike covered with blood juts out of the wall near the corridor entrance, about four feet above the floor, indicating something must have recently been impaled on it.*

Marthek the madman is here 90% of the time. He is asleep on a 1-2 on 1d6. At "A" is a two-foot-long metal spike protruding from the wall. At "B" is Marthek's nest of furs and some debris.

**Marthek the Insane Guard, Bbn6:** CR 6; SZ M Humanoid; HD 6d12+18 (6d12+30); hp 52 (64); Init +3 (Dex); Spd 40 ft; AC 16/14 (+3 Hide, +3 Dex/when enraged); +14/+9 (+16/+11) melee (1d10+8 [+10], +2 *greatclub*); SA rage (statistics when enraged are in parenthesis); SD insane, fast movement, uncanny dodge; AL CE; SV Fort +8, Ref +5, Will +2 (special); Str 23 (27), Dex 16, Con 16 (20), Int 10, Wis 11, Cha 10.

**Skills:** Climb +12, Jump +12, Listen +11, Spot +6, Swim +2, Wilderness Lore +6. **Feats:** Alertness, Blindfight, Improved Unarmed Strike, Power Attack.

**SD—Insane:** Marthek is completely immune to all mind-affecting spells and effects. No saving roll need be made to these types of effects. Likewise, he must always use his rage ability at the start of any combat.

**Possessions:** +2 *greatclub*, hide armor, loincloth, rat tooth necklace, fleas and the key to the storage room at area 2-6.

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

where he pretends to cower in fear, but then throws jars of green slime at armored characters.

**Green Slime Jars:** 1d6 points of temporary Constitution damage per round. Against wood or metal, green slime deals 1d6 points of damage per round. It does not harm stone.

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

**Treasure:** His nest contains 3 ceramic jars of green slime, various bones, a beaver pelt worth 22 gp, a gold bar worth 400 gp, 62 cp and a spell book with the following spells: *melt*, *grease*, *mending*, *erase*, *hold person*, and a secret page containing *cloudkill*.

### 2-6. Pantry

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

**Dire Rats (16):** CR 1/2; hp 1 each; SA disease.

### 2-7. Forgotten Pantry

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

### 2-8. Storage Room

The door to this room is locked (Open Lock DC 20). The room contains 20 smashed boxes and chests—nothing of apparent value. A *detect magic* (DC 12) reveals a four-dose vial of stone to flesh potion under a pile of rubble.

### 2-9. The Dirt Room

Once the door to this room is opened, read the following:

*Strangely, the walls, ceiling and floor of this room are made of hard-packed earth. As you look up, a slight trickle of loose dirt drifts down from the ceiling.*

This whole room is made of dirt and gives every appearance of gross instability. No dwarf in his right mind would enter, yet alone cross, this room. With each step, more clouds and clumps of dirt fall from the ceiling. Nevertheless, the room is actually completely stable and can withstand even magical assault without collapsing.

## 2-10. Fungus Garden

*Sunlight somehow penetrates the ceiling of this cavern. Innumerable fungi cover the walls and floor. Bats can be seen flitting about the ceiling, and rat squeaks can be heard within the cave. A rotted rat corpse lies a few feet inside.*

Various mosses and plants grow in this room, which is dotted with rat tunnels. There is a 1-in-10 chance per 30 minutes of **1d6 dire rats** showing up if the characters are using light or making noise in this room. The room is rather humid. Most of the fungus is harmless and can be eaten (1-in-10 chance it is poisonous, 1d6 temporary Con/1d6 temporary Con; Fortitude save [DC 15] negates).

**Dire Rats:** CR 1/8; hp 5 each; SA disease.

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

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

**Shriekers:** CR 1; SZ M Plant; HD 2d10+2; hp 13; Init +0; Spd 0 ft; AC 13 (+3 natural); Atk none; SA shriek; AL N; SV Fort +4, Ref —, Will -5; Str —, Dex —, Con 13, Int 1, Wis 2, Cha 1.

SA—**Shriek (Su):** Movement or a light source within 10 feet of a shrieker causes the fungus to emit a piercing sound that lasts for 1d3 rounds. All actions are at -2 during the shriek due to the distraction and pain caused by the shriek.

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

**Yellow Mold (CR 6):** If disturbed, a patch of this mold bursts into a cloud of poisonous spores. All within 10 feet of the mold must make a Fortitude save (DC 15) or take 1d6 points of temporary Constitution damage and another Fortitude save (same DC) one minute later or take 2d6 points of temporary Constitution damage. Fire destroys yellow mold, and sunlight renders it dormant.

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

**Violet Fungi:** CR 6; SZ M Plant; HD 2d10+2; hp 13; Init +0; Spd 10 ft; AC 13 (-1 Dex, +4 natural); Atk +3 melee (1d6+2 [x4], tentacles, plus poison); Reach 10 ft; SA poison; AL N; SV Fort +6, Ref -1, Will +0; Str 14, Dex 8, Con 16, Int 2, Wis 11, Cha 9.

SA—**Poison (Ex):** A successful touch attack with a tentacle causes the victim make a Fortitude save (DC 14) or suffer 1d4 points of temporary Strength damage and 1d4 points of temporary Constitution damage. One minute later, the victim must repeat the save.

## 2-11. Ice Box

The secret door to this room can be detected rather easily because it is noticeably cold (Search DC 15). It opens outward.

*This room radiates cold. A silver sphere rotates slowly in midair in the center of the room. You can feel it draw from you the heat of your body.*

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

## 2-12. The Entrance Chamber to the Tomb of Saracek

When the characters approach this particular door, read the following text:

*This door is different than all the others you have thus far seen in the dungeon. It is finely crafted, made of an ebony wood and accented with solid gold hardware. The door has an obvious internal lock, also of fine quality. Simply looking at the strange runes rudely carved onto the door’s surface makes you uneasy.*

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

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

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

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



## LEVEL 2: MARTHEK'S PLACE AND AMBRO'S BASE

This is the entrance to the tomb of an evil warrior. Along the walls of this anteroom is written a warning, in an ancient runic text (Infernal), indicating that the tomb of Saracek lies beyond and should not be entered. A lengthy description is given of Saracek and his noble lineage.

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

As with the outer door, the interior door is also worth 500 gp intact. But unlike the first, the interior door is rigged with a difficult poison-needle trap.

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

**Difficult Poison Needle Trap:** CR 3; Fortitude save negates (DC 20; 1d4 Str/1d6 Str); Search (DC 25); Disable Device (DC 25).

### 2-13. Saracek's Tomb

*This room and its accoutrements comprise the tomb of a rich man who was, in life, a valiant warrior. The main tomb itself is richly appointed and has never been looted. Once fine tapestries hang on the walls, now mostly reduced to tatters. There are a number of ornate, funereal items of worked gold, including several censers of incense. There is also an intricately carved wooden chair. Once-luxurious rugs lie in generous piles, one atop the other, about the floor. Evil runes besmirch the walls. [If Saracek is here, read the following:] Seated on the great wooden chair is a skeletal figure, seemingly propped against a greatsword, a bejeweled crown resting loosely against a skull-like brow.*

The funerary items are worth a total of 500 gp. The rugs and tapestries can be salvaged for a total of 250 gp, though it would require several pack animals to transport them out of the dungeon. The door leading to area 2-16 is made of ebony wood, identical to the exterior door of the anteroom (2 in thick; Hardness 5; hp 30; Break DC 25; Open Lock DC 30).

If the Shriekers in room 2-10 have shrieked, if significant combat has taken place on this level or if the party is using a great deal of light, Saracek is in this room, seated on his chair. He attacks the party if it is of good alignment. If the party is of evil alignment, he may treat with them and ask of them some boon or request a service. If not alerted as noted above, Saracek molders in his crypt, at area 2-14, detailed below.

**Saracek the Fallen, Skeletal Warrior Ftr8/Blk2:** CR 11; SZ M Undead; HD 1d8+3 plus 10d10+30; hp 100; Init +7 (Improved Initiative, Dex); Spd 30 ft; AC 17 (+4

natural, Dex); Atk +17/+12 melee (2d6+8, +2 *evil greatsword of wounding*, crit 17-20, plus 1 point of bleeding damage per wound per round); SA smite good, sneak attack (+1d6); SQ frightful presence, dark blessing (Cha bonus to saves), spell use, undead immunities, turn resistance (+4), damage resistance (15/+1), spell resistance (SR 25); AL CE; SV Fort +11, Ref +7, Will +5; Str 18, Dex 16, Con 16, Int 12, Wis 12, Cha 12.

**Skills:** Appraise +3, Climb +8, Diplomacy +4, Intimidate +8, Jump +8, Knowledge (religion) +5, Listen +2, Ride +7, Search +2, Sense Motive +3, Speak Infernal, Spot +6, Wilderness Lore +4. **Feats:** Alertness, Cleave, Combat Reflexes, Dodge, Great Cleave, Improved Critical (greatsword), Improved Initiative, Mobility, Power Attack, Sunder, Weapon Focus (greatsword).

**SA—Smite Good (Ex):** Once per day, Saracek may make an attack against a good creature at +1 to hit and +2 damage.

**SA—Frightful Presence (Ex):** This ability makes the creature's very presence unsettling to foes. When Saracek whirls his huge greatsword above his head, which is a free action, opponents within 60 feet must make a Will save (DC 15) or be stricken as per the *fear* spell for 5d6 rounds. Creatures of 10 HD or greater are not affected.

**SQ—Undead Immunities (Ex):** Saracek is 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.

**Unholy Spells (0/2):** Cause fear, doom.

**Possessions:** +2 *evil greatsword of wounding*, jeweled crown worth 250 gp.

Like many of the pursuing army of good, Saracek joined the legions of evil in worshiping Orcus. When he converted, he gained levels as a Blackguard (see the **Dungeon Master's Guide** for more information on this prestige class). He maintains these abilities in death. His utter corruption gives him abilities beyond those of normal skeletal undead. Saracek was the guardian of this level before the coming of Marthek.

### 2-14. Saracek's Crypt

*Beyond the locked entrance lies an ornate crypt. A bronze chest covered with intricate designs sits in front of a large stone sarcophagus. Beside the chest, leaning against a wall of the crypt, rests a steel shield. A large chair is positioned to the left of the crypt.*

If Saracek was not encountered in the tomb (room 2-13), he is here, seated on his chair, looking and acting as detailed above.

**Trap:** The ornate bronze chest is locked (Break DC 20; Open Lock DC 25) and rigged to shoot four small poisoned darts from the front of the chest.

**Poison Dart Trap:** CR2; +8 ranged (1 plus greenblood poison); Search (DC 22); Disable Device (DC 20).



**Treasure:** Inside the chest are 2,500 cp, 3,219 sp and 982 gp, as well as twelve 50 gp gems. Also found inside the chest are a *scroll of protection from elementals*, a *tome of understanding*, and 16 +1 arrows in a rotted leather quiver. Inside a compartment concealed in the lid of the chest (DC 12) are 3 potions: *diminution*, *delusionary cure light wounds* (character believes he is healed for 2d6 hp) and *cure serious wounds*. Next to the chest is a +2 *holy large shield of blinding* that Saracek can no longer use, due to his evil nature.

## 2-15. Rats Nest

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

**Female Dire Rats (3):** CR 1/2; hp 2 each; SA disease.

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

## 2-16. Storage Room

*Piled along the walls are wood and tools, neatly stacked. A large box sits in the center of the room.*

Various carpentry tools and other equipment used in making coffins are stored here, including 120 eight-foot-long 2 x 4s, 3 hammers, 2 saws, 1 axe, a chisel and 10,000 rusty but usable nails in an iron chest.

## 2-17. Broom Closet

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

## 2-18. An Ogre and His Money

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

**Ambro the Ogre:** CR 3; SZL Giant; HD 6d8+12; hp 40; Init -1 (Dex); Spd 30 ft; AC 16 (-1 size, -1 Dex, +5 natural, +3 hide); Atk +10 melee (2d6+7, huge greatclub); Reach 10 ft; AL CE; SV Fort +6, Ref +3, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

**Skills:** Climb +5, Listen +3, Spot +3. **Feats:** Weapon Focus (greatclub).

**Possessions:** Huge greatclub, sack with human skull and hunk of uncooked meat, empty sack that previously held his 300 cp, a 5 sp silver ring and a map to the Stoneheart Mountain Dungeon where his brother Gorbash lives (the Stoneheart Mountain Dungeon and Ambro's

## LEVEL 2: MARTHEK'S PLACE AND AMBRO'S BASE

brother, Gorbash, are detailed in the **Necromancer Games** dungeon module **The Tomb of Abysthor**).

**Ogre (4):** CR 6; SZ L Giant; HD 4d8+8; hp 28; Init -1 (Dex); Spd 30 ft; AC 16 (-1 size, -1 Dex, +5 natural, +3 hide); Atk +8 melee (2d6+7, huge greatclub) or +1 ranged (2d6+7, huge long spear); Reach 10 ft (15-20 ft with long spear); AL CE; SV Fort +6, Ref +3, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

**Skills:** Climb +5, Listen +3, Spot +3. **Feats:** Weapon Focus (greatclub).

**Possessions:** Huge greatclub, huge long spear, 3d12 gp and 4d10 sp each.

### 2-19. Ambro's Base

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

### 2-20. Dirt Cave

*The walls, ceiling and floor of this room are made of hard-packed earth. As you look up, a trickle of loose dirt drifts from the ceiling to the ground. You see two large tunnel entrances on the far wall.*

This room is a boring, featureless dirt cave. The tunnel to the outside is nearly vertical (an 80-degree slope). Unless precautions are taken—such as using a rope—navigating either the passage to the surface or the passage to Level 4 requires a Reflex save (DC 12); otherwise, the passages are treated as slides. The characters will be rudely (and rather noisily) deposited in a cavern on Level 4 or back to this room, depending on which tunnel they chose.

### 2-21. Ghouls and Ghosts

The secret door from the corridor that leads to this series of rooms is not difficult to spot (DC 15) and opens into the corridor. Once the secret door is opened, read the following text:

*As the secret door opens, you smell a horrible stench, as if a gruesome battle had been fought on a hot summer day. You hear chattering coming from deep within the darkened corridor and see bits of bone and flesh littering the way.*

The doors in the triangular room are normal for the level (see “Standard Features,” above).

### 2-22. Star-shaped Room

*This star-shaped room has a pentagram inscribed within a hexagon in the center of the floor. At each point of the star are piled numerous wooden coffins, some obviously broken. You see hunched humanoids in your flickering torchlight.*

This room is the lair of **21 ghouls** and **6 ghosts**. The DM should subtract any slain as “wandering monsters” from this total, though slain ghouls are replaced within one week. These creatures were common soldiers of the army of good, buried within the room and reanimated by the evil presence of the priests of Orcus. They usually remain in this room, venturing forth only when searching for food. They are prevented from attacking Marthek, according to the priests’ orders. These creatures have destroyed most of the low-level parties that have entered Rappan Athuk, and as such have accumulated a great amount of treasure.

**Ghouls (21):** CR 1; hp 14 each; SA paralysis.

**Ghost (6):** CR 3; hp 28 each; SA paralysis, stench.

**Treasure:** Scattered about the opened coffins are 2,301 gp, 4,204 sp and 2,910 cp; all manner of common weapons and armor, including several suits of chainmail, a breastplate, a full suit of dwarf-sized half-plate, two masterwork steel shields (one large and one small), a masterwork heavy mace, a masterwork shortsword, a masterwork morningstar, a silvered dagger, a mighty composite shortbow (+1 Str), 18 +1 arrows, a keen punching dagger, a +1 *keen throwing axe* and a +2 *warhammer*; and three *potions of cure light wounds* and a *potion of cure disease* (Search DC 20 for each item).

# Level 3:

## “Beware of Purple Worms!”

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

### Level 3

**Difficulty Level:** 8

**Entrances:** Stairs from Level 2

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

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

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

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

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

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

### 3-1. Level Entrance

*The tunnel opens into a huge cavern, with dozens of rat-tunnel entrances along the walls and ceiling. The roof of the cave is too high to see clearly, and bats swarm about in your torchlight. The way is rocky, and you hear rushing water in front of you, somewhere off in the distance. In luminous green letters above the tunnel exit glows an inscription: Beware of Purple Worms! — Speigle the Arch Mage.*

If the characters are using light here, immediately make a check for a wandering monster. Monsters have learned a valuable lesson: light means dinnertime....

### 3-2. Cavern

*This cavern is huge and filled with all kinds of fungi. Rats scamper along the walls. Several large heaps of dung left by an enormous creature dot the floor of the cavern. You can hear the sound of an underground river, winding its way through the cavern before flowing deeper into the earth.*

This cavern is filled with stalactites and stalagmites, but surprisingly no piercers. The stream flows 100 yards before splitting right and left. The right passage leads to level 6A. The left leads to Level 3A, room 3A-7. The river between rooms 3-2 and 3A-7 never gets more than 3 feet deep, and the PCs can wade their way there if they try. The left fork of the river, after flowing through level 3A, rejoins the right fork before the river enters Level 6A. The area is choked with fungus; 20% of it is edible, while 10% is poisonous (Fortitude save DC 15 or take 1d6/1d6 temporary Con damage). A Wilderness Lore check (DC 20, DC 14 for gnomes and other underground creatures) lets the characters know which are edible.

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

### LEVEL 3: "BEWARE OF PURPLE WORMS!"

**Purple Worm:** CR 10; SZ G Beast; HD 15d10+105; hp 187; Init -2 (Dex); Spd 20 ft, burrow 20 ft, swim 20 ft; AC 19 (-4 size, -2 Dex, +15 natural); Atk +19 melee (2d8+12, bite, plus grab and swallow whole), +14 melee (2d6+6, sting, plus poison) SA; grab, swallow whole, poison; SD tremorsense (90 ft); AL N; SV Fort +15, Ref +7, Will +4; Str 35, Dex 6, Con 25, Int 1, Wis 8, Cha 8.

*Skills:* Swim +22. *Feats:* None.

SA—*Grab (Ex):* When the worm bites, make a grappling check. If the worm succeeds, its opponent is caught in its maw; bite damage is automatic each round until the opponent escapes or is forced deeper into the creature's gizzard.

SA—*Swallow Whole (Ex):* The worm can swallow creatures of up to Large size. If the worm makes a second successful grappling attack after a grab, it swallows its prey. The opponent is forced into the worm's gizzard. Prey in the gizzard suffers 1d8 points of acid damage plus 2d8+12 points of blunt damage each round. The swallowed opponent can attempt to climb out of the gizzard by winning a grappling check. A successful escape from the gizzard puts the opponent back into the worm's maw, where another successful grappling check is needed to break free. If the worm's opponent has claws or a small or tiny slashing weapon, he can try to cut himself free from the gizzard instead of climbing out. The gizzard is AC 20; 25 points of damage make a hole big enough through which to escape. Once the opponent exits the gizzard, muscle tension closes the hole, so if the worm swallows its opponent again, he must cut his way out again.

SA—*Poison (Ex):* An opponent hit by a sting attack must attempt a DC 24 Fortitude save. If the save fails, the opponent suffers 1d6 points of temporary Strength damage; after 1 minute the opponent must attempt another DC 24 Fortitude save or suffer another 2d6 points of temporary Strength damage.

**Umbur Hulk:** CR 5; SZ L Aberration; HD 8d8+32; hp 68; Init +1 (Dex); Spd 20 ft, burrow 20 ft; AC 17 (-1 size, +1 Dex, +7 natural); Atk +12 melee (2d4+6 [x2], claws) +10 melee (2d8+3, bite); SA confusion gaze; SD tremorsense (60 ft); AL CE; SV Fort +10, Ref +7, Will +6; Str 23, Dex 14, Con 19, Int 9, Wis 11, Cha 13.

*Skills:* Climb +17, Listen +11, Jump +14. *Feats:* Multiattack.

SA—*Confusion Gaze (Ex):* Opponents within 30 feet are affected by the umbur hulk's gaze attack. If the victim fails a Will save (DC 15), he is affected as per a *confusion* spell cast by an 8<sup>th</sup> level sorcerer.

**Troll:** CR 6; SZ L Giant; HD 6d8+36; hp 68; Init +6 (Improved Initiative, Dex); Spd 40 ft; AC 18 (+7 natural, Dex, -1 size); Atk +9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); Reach 10 ft; SA rend; SQ regeneration (5 hp/round), darkvision (90 ft), scent; AL CE; SV Fort +11, Ref +2, Will +4; Str 23, Dex 14, Con 23, Int 6, Wis 10, Cha 6.

*Skills:* Jump +8, Listen +5, Spot +5. *Feats:* Alertness, Improved Initiative, Iron Will, Multiattack.

SA—*Rend (Ex):* If a troll hits with both claw attacks, he latches onto his foe's body and tears the flesh, automatically dealing an additional 2d6+9 points of damage.

**Dire Rats:** CR 1; hp 4 each, SA disease.

**Treasure:** The purple worms leave castings around the cavern (a total of 2d10 such castings), which can be found with a Search check (DC 8). These give a clue as to the type of creature that lives here. They contain various indigestible items—the twisted remains of weapons, armor and equipment. If the PCs dig through them, they might find a valuable object. For each



casting, a successful Search check (DC 12) reveals 1d6 of the following items: 01-35% = 3d6 cp; 36-55% = 3d6 sp; 56-75% = 2d6 gp; 76-85% = 1d6 gems; 86-99% = a fully intact nonmagical medium-size or smaller item resistant to acid, such as a dagger, mace or lantern; 00% = a magic small shield or a medium-size or smaller lesser magic weapon (no greater than +1 in power).

### 3-3. Secret Room on the Rocks

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

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

**Secret Door:** Once at the landing, a successful Search check (DC 30) reveals the secret door. *True sight* allows automatic detection. The door can be opened easily from either side and is not locked. It slides up into a recessed alcove and resets itself after two minutes. The door is lined with lead inside, and magic cannot be cast through the door. The door is **trapped** with a permanent *symbol of insanity*. The *symbol* is scribed on the reverse side of the door. Once the door slides up into the recess, the *symbol* cannot be seen (thus, the near impossible Search check to find the *symbol*). However, passing under the *symbol* triggers it.

**Permanent Symbol of Insanity Trap:** CR 9; all passing through the door and all within a 60-foot radius (up to 150 HD) must make a Will save (DC 28) or be reduced to wild, gibbering subhumans per the *insanity* spell (Int and Wis reduced to 2). This effect is permanent unless cured by *greater restoration*, *wish*, *limited wish* or *miracle*; Search (DC 40); Disable Device (DC 38).

**Interior Room:** This room is totally shielded with lead, and only direct physical entry is possible. Situated inside is the marble casket of an arch-mage. Mystical runes decorate all the walls and the casket. The casket can be opened with a Strength check (DC 20). When the coffin is opened, a flame-jet **trap** engulfs the entire room.

**Flame-Jet Trap:** CR 5; explosive blast of flame engulfs the room (12d6); Reflex save (DC 20) for half damage; Search (DC 30); Disable Device (DC 30).

**Treasure:** Inside the casket on the corpse of an unknown mage lies a *staff of power* with 45 charges, a *gray robe of the arch-magi*, a jeweled bracelet of platinum and emeralds worth 3,000 gp, a mithral ring set with a huge ruby worth 6,000 gp and a *ring of counterspells*. But each of these items bears a horrible curse.

**Curse of the Arch-Mage:** Anyone who leaves the room with any of these items will never be able to touch treasure again. Coins and gems cause one point of damage per 5 gp value as they are transformed into lead and glass. This curse can only be removed by a *dispel magic* spell, followed by a *limited wish*, *wish*, or *miracle* and a *remove curse*. If the curse is removed, the accursed individual is subjected to a *geas* to

destroy the evil temple on Level 12 of Rappan Athuk, which must be completed within a year and a day or the individual begins to incurably lose 1 point of Constitution per month until the individual dies and cannot be raised.

### 3-4. Empty

All rooms marked 3-4 are empty. You should spice each of these rooms up with the presence of a random item. Randomly roll 1d4 items from the Dungeon Dressing—Minor Features and Furnishings table (table 4-6) in the **Dungeon Master's Guide**. You should also roll a wandering monster check each time a room labeled 3-4 is entered.

### 3-5. The Lair of Scramge the Rakshasa

*The air in this area is clear and smells of incense. The floors are free of dust, and it is surprisingly warm.*

This is the lair of **Scramge**, a very old and exceptionally powerful rakshasa. He keeps **six jackalweres** as pets/slaves. Though he does not worship Orcus, he is allowed to remain in the dungeon because of his extremely evil nature. That and the fact that no one wants to be the one to tell him to leave. **Read this encounter very carefully before you attempt to run this portion of the adventure.**

Scramge the rakshasa is aware of the party's arrival because of his magical *mirror* (see room C below). It is assumed that, unless the party used some means of entry other than *teleport*, he has been watching them for some time. Rooms A and B vary in character, depending on the party's power and Scramge's thoughts and desires. Room A is the "setup" room, containing illusions designed to make the encounter in room B more believable. Room B contains the actual encounter with Scramge, wherein he utilizes the illusions detailed below.

**Scramge's Various Illusions:** If the party numbers over seven, Scramge appears in room B as a cleric holding six werewolves at bay behind illusory bars. If the party numbers three to six, he appears in room B as a man chained to a wall and tortured by orcs, who are nothing more than his slaves disguised by the illusion. If the party numbers only one or two adventurers or if they are all of low level (less than 6<sup>th</sup>), he appears in room B as a hospitable oracle, his jackalweres disguised as beautiful maidens. Scramge's alignment registers as either the major alignment of the party or as Lawful Good, due to an *obscure alignment* spell.

#### A. Entryway

This is the "setup" room. There are no occupants in this room, only figures from a *permanent image* illusion to make the party believe that the encounter in the next room is real.

The particular contents of the *permanent image* in this room depend on the various schemes of Scramge, outlined above. Under option No. 1 (cleric and werewolves), there are religious signs, blood spatters, a broken mace with a *magic aura* spell on it, used scroll paper and a dead body dressed for a *raise*

*dead* spell. Under option No. 2 (man tortured by orcs), there are the trappings and furnishing of an orc barracks, a pot of vile stew, chains and manacles on the wall, a tray of torture devices, etc. Under option No. 3 (oracle with maidens), there are silk curtains and plush pillows, various tomes, fine food and music. Scramge's illusion requires a Will save (DC 26) to disbelieve, unless they are simply ignored.

## B. The Trap Room

This room is the culmination of Scramge's illusory setup. In this room, Scramge uses another *permanent image* to create one of the three scenarios outlined above: cleric with werewolves, man with orcs or oracle with maidens. Once the party enters the room, Scramge allows them to interact with his illusion for a few rounds (either to help the cleric or the man or to talk to the oracle). He does this so that he can have a chance to observe the party's cleric, gauging how best to properly imitate him or her. Scramge then springs his trap; read the following text:

*The world seems to swim before your eyes. Dazzling lights flash from all corners, blinding you. With a hiss and a roar, [name a PC cleric] disappears. Across the room, he reappears in front of a huge demon that is fully nine feet tall, with the head of a vulture, huge bat wings, talons like razors and flames licking about its goatlike legs! The [werewolves, maidens, orcs] turn toward you and attack, their forms mutating into that of half-jackal/half-man.*

**Tactics:** At the outset, Scramge is in the room disguised as set above. His trap is an evil one: He puts the illusion of a Type I "Vrock" demon over the party's cleric. He simultaneously covers himself with the illusion of being the party's cleric. He acts as if he is being attacked by the demon. His slaves drop their illusory disguises and attack the party. Scramge's plan is to goad the party into attacking and killing its own cleric (thereby hopefully killing the only PC able to *bless* crossbow bolts, Scramge's special weakness). If the party does not have a cleric, he uses the same tactics against the party's wizard. If there is no wizard, he acts against a paladin. Note that Scramge's illusions also include audio illusions, so any warnings shouted by the real cleric are distorted by Scramge's illusion to sound like demon growls.

During the first round of combat, Scramge's illusory demon appears to slay him with multiple critical-hit attacks. Scramge (as the character) appears to die. The characters can make a Will save (DC 30) at this point to disbelieve the illusion. Scramge turns himself *invisible* and creates an illusion of the dead cleric on the floor. Scramge then picks the next member of the party he wants to kill. He "transforms" the next PC into a "demon" and takes her place in the party. Scramge repeats this trick until everyone in the party is dead. Each time Scramge switches targets in this manner, the party gets a Will save (DC 26) to disbelieve the illusion.

If Scramge's jackalweres are "slain" by nonmagical or silver weapons (they are not Lycanthropes!), they feign

death. Scramge provides illusory gore to help simulate their deaths. Once the party believes the jackalweres to be dead, the jackalweres arise uninjured and continue to attack.

**Running the Encounter:** When the "demon" attacks, you must use the attack and damage numbers for the character beneath the illusion. When actively disbelieved, Scramge's illusions require a Will save (DC 26). Whenever there is a change in the illusion, the Will save is DC 26. At first, it is unlikely the PCs realize that illusions are present. More likely, they kill one of their own. Whenever a character interacts with a pure illusion (such as trying to heal or give first aid to the illusion of the dead cleric), that character gets to make a Will save at a reduced difficulty (DC 20) because of her physical interaction with the illusion.

If Scramge's illusion is ever disbelieved, he casts *mirror image* on himself. If Scramge takes over 45 points of damage, he retreats to room D and disappears through his mirror (see below).

**Note:** It is critical while playing this encounter that the DM not give away the fact that illusory forces are at work. Make rolls in secret or ahead of time so that characters are not given undeserved hints that illusions are involved.

**Scramge the Rakshasa:** CR 12; SZM Outsider [evil]; HD 9d8+27; hp 83; Init +2 (Dex); Spd 40 ft; AC 26 (+14 natural, Dex); Atk +8 melee (1d4+1 [x2], claws) and +3 melee (1d6, bite); SQ detect thoughts, spells, alter self, immune to spells of 8th level or less, vulnerable to *blessed* crossbow bolts, damage reduction (+3/20); AL LE; SV Fort +8, Ref +7, Will +6; Str 12, Dex 14, Con 16, Int 13, Wis 13, Cha 17.

**Skills:** Bluff +16, Disguise +26, Listen +12, Move Silently +11, Perform (acting) +12, Scry +12, Sense Motive +10, Spot +12. A rakshasa gets a +4 to Bluff and Disguise checks; its *alter self* powers give it an additional +10 to Disguise checks. If a rakshasa can read an opponent's mind, it gets an additional +4 on Bluff and Disguise checks. **Feats:** Alertness, Dodge, Multiattack.

**SQ—Detect Thoughts (Su):** A rakshasa has the supernatural ability to read minds. This works like a *detect thoughts* spell cast by an 18th level sorcerer, except it operates continuously. The save DC against this power is 15. The rakshasa can suppress or resume this power as a free action.

**SQ—Spells:** A rakshasa casts spells as a 7th level sorcerer; its spell list can also include 1st level cleric spells.

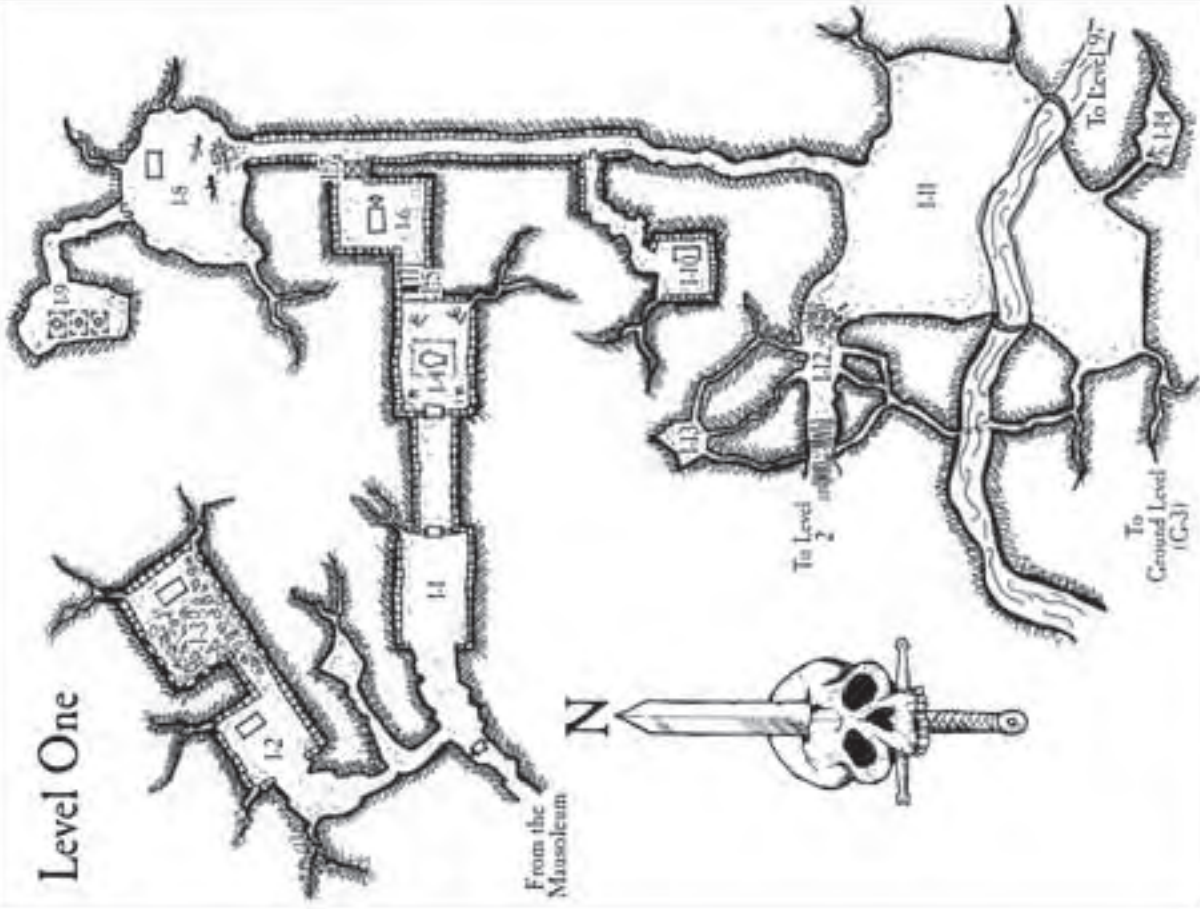
**SQ—Alter Self (Su):** A rakshasa has the supernatural ability to assume the guise of any human or demihuman it wishes. This works like an *alter self* spell cast by an 18th level sorcerer except that, once the rakshasa assumes a guise, it can remain in that form indefinitely. The rakshasa can assume a new guise or return to its own form as a partial action.

**SQ—Illusion (Su):** Scramge can use illusion spells at will. These spells cannot cause damage, but are in every other sense real. All five senses are affected. This is a supernatural ability unique to Scramge. The effects are similar to the *permanent image* and *veil* spells, and Scramge counts as an 11th level caster for purposes of this ability.

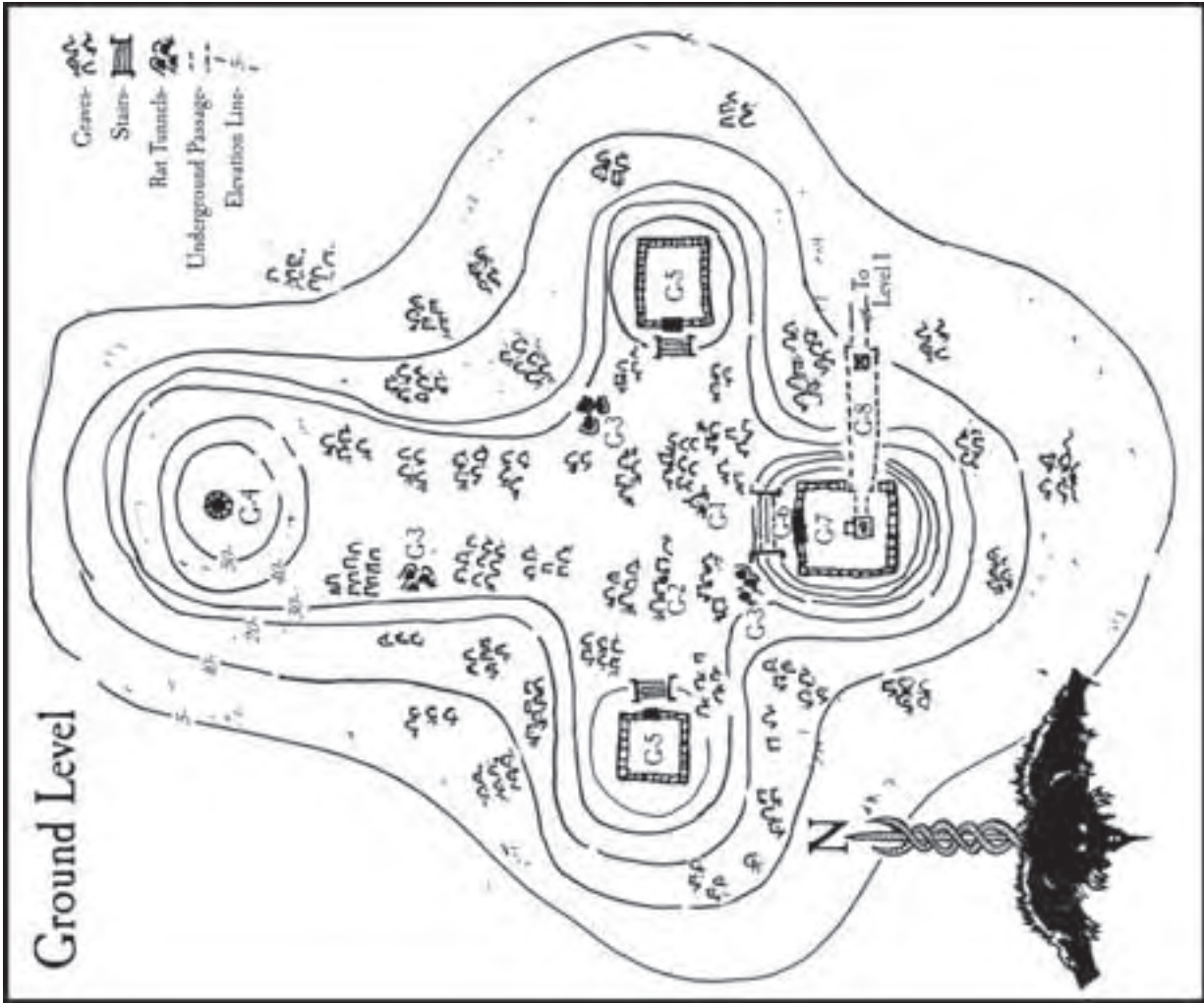
**SQ—Spell Immunities (Ex):** Rakshasas ignore the effects of spells and spell-like abilities of 8th level or less, as though the spellcaster had failed to overcome spell resistance.

**SQ—Vulnerabilities (Ex):** The evil nature of the rakshasa is a weakness that can be exploited by a wise enemy. Any hit scored with a *blessed* crossbow bolt instantly slays the creature.

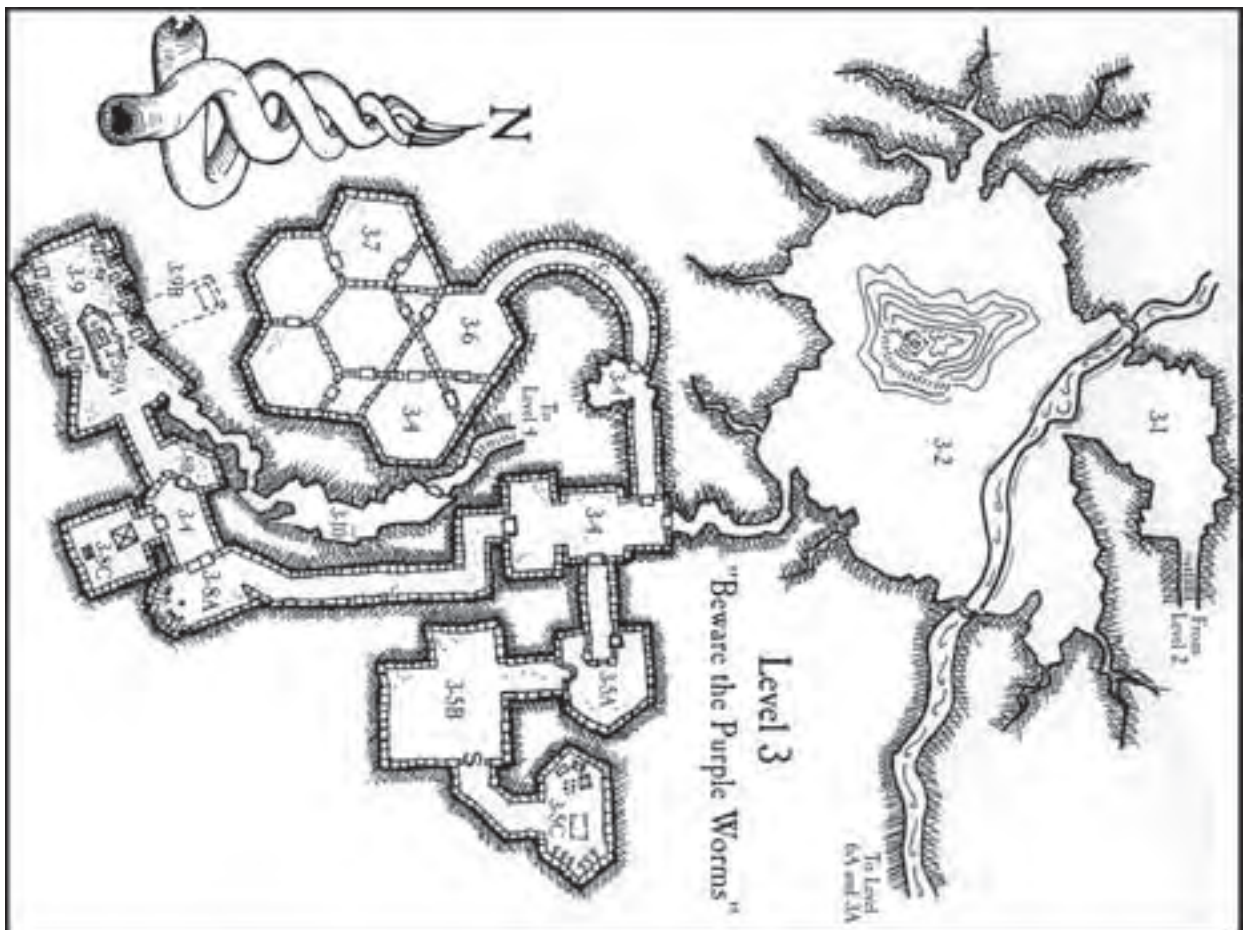
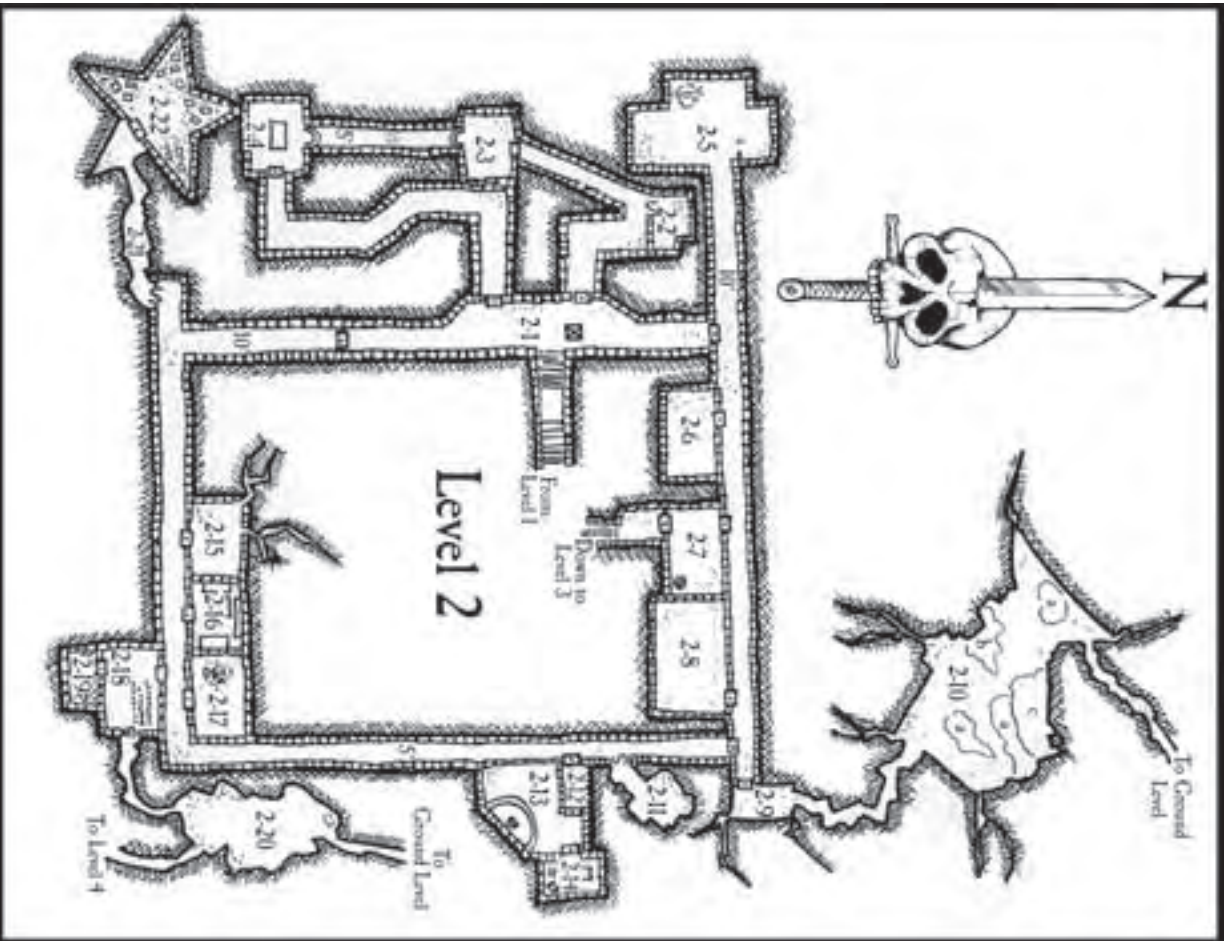
# Level One

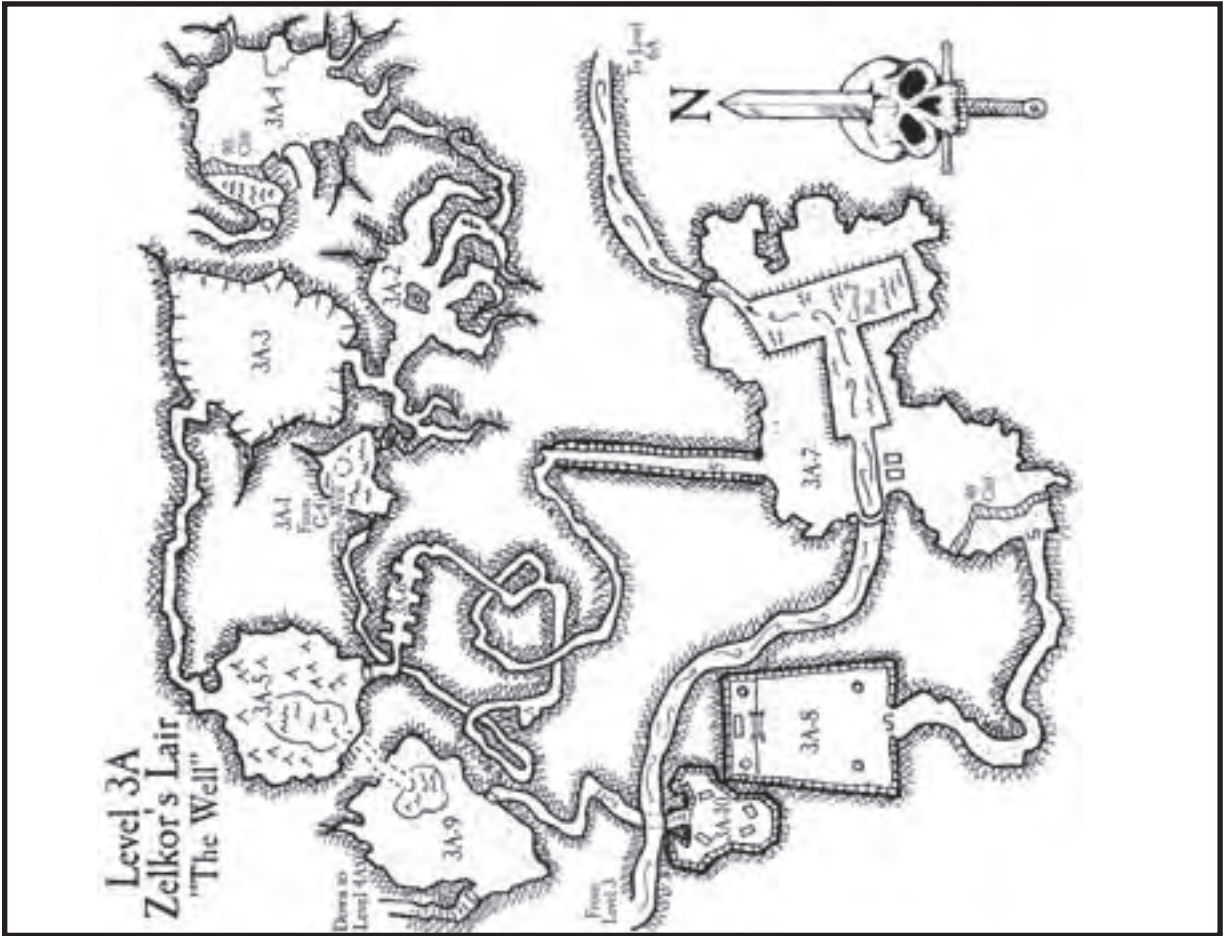


# Ground Level









## LEVEL 3: "BEWARE OF PURPLE WORMS!"

*Arcane Spells Known (cast: 6/6/6/4):* 0—daze, flare, dancing lights, read magic, resistance, detect magic, ghost sound; 1<sup>st</sup>—shield, magic missile, obscuring mist, charm person, bane; 2<sup>nd</sup>—obscure alignment, mirror image, protection from arrows; 3<sup>rd</sup>—displacement, suggestion.

**Note:** Scramge is aware of his weakness to *blessed* crossbow bolts and places a *protection from arrows* on his person before any encounter.

**Jackalweres (6):** CR 2; SZ M Shapechanger; HD 4d8; hp 18; Init +9 (Improved Initiative, Dex); Spd 40 ft; AC 17 (+2 natural, Dex); +4 melee (1d8, longsword, crit 19-20), +2 melee (1d4, bite); SA sleep gaze; SQ darkvision (60 ft), damage resistance (15/iron or +1), shape shift; AL NE; SV Fort +4, Ref +10, Will +7; Str 10, Dex 20, Con 11, Int 10, Wis 16, Cha 14.

*Skills:* Hide +12, Move Silently +12, Listen +12, Spot +10. *Feats:* Alertness, Dodge, Improved Initiative, Run.

SA—*Sleep Gaze (Su)*: The gaze of a jackalwere can cause nonhostile, flat-footed or surprised creatures to fall asleep (as per the *sleep* spell, with no level limit). A Will save (DC 12) negates. A jackalwere can affect one creature per round.

SQ—*Shape Shift (Su)*: Jackalweres can change shape into any humanoid form of its approximate size at will; the shifting process is a full-round action. Upon assuming animal or hybrid form, the jackalwere regains hit points as if having rested for a day. If slain, the jackalwere reverts to its original form, though it remains dead. However, any part of the body separated from the whole retains its animal form.

*Possessions:* Longsword.

### C. The Pantry

*Numerous bodies hang from meat hooks, and a vast heap of treasure is piled in the corner of the room. There are tapestries, coins and three large chests—one of wood and two of bronze.*

This is Scramge's pantry. It contains the corpses of those unlucky enough to have recently encountered him. There are eight fighters, one cleric, and two thieves, all of levels three to six if they are *raised*; they are equipped with reasonable nonmagical armor and weapons.

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

**Treasure:** Three large chests, one made of wood and two of bronze, sit in the north corner of the room. **All three are trapped.** In addition to the chests there are 24,917 sp and 3,833 gp in a large pile.

**Wooden Chest:** The wood chest is very large (eight feet long) and is **trapped**.

**Poison Gas Trap:** CR 8; no attack roll necessary, touching the chest releases burnt othur fumes at everyone within a 20-foot radius (lose 1 Con permanently/3d6 Con); Fortitude save (DC 18) negates; Search (DC 21); Disable Device (DC 25).

The wood chest contains the following: 12,000 cp, 8,000 sp, 6,000 gp, 1,200 pp, 13 gems (100 gp each), 9 pieces of jewelry

(100 gp each) and a silver-decorated teakwood box (Break DC 25; worth 1,200 gp) sealed with an *arcane lock*, containing a strange green, glowing gem. Inside the gem is an imprisoned *faerie dragon*, named Snaggletooth. He accompanies whoever frees him for life and remains very loyal, as long as his liberator is of good alignment. Freeing him requires a *legend lore* or *commune* spell to determine the freeing command word. The Oracle in room 3-7 can reveal the command word.

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

**Snaggletooth, the Faerie Dragon:** CR 2; SZ T Dragon; HD 2d12; hp 22; Init +9 (Improved Initiative, Dex); Spd 10 ft, Fly 60 ft (good); AC 21 (+4 natural, +2 size, Dex); -1 melee (1d6-3, bite plus poison); SA arcane and divine spells, poison; SQ darkvision (90 ft), spell resistance (SR 20); AL NG; SV Fort +7, Ref +5, Will +2; Str 5, Dex 20, Con 10, Int 16, Wis 12, Cha 16.

*Skills:* Hide +12, Move Silently +12, Spot +8. *Feats:* Alertness, Improved Initiative, Flyby Attack.

SA—*Poison (Ex)*: The bite of a faerie dragon is poisonous and requires a Fortitude save (DC 15); otherwise, the subject falls asleep as per a *sleep* spell for 2d6 minutes.

*Arcane Spells (Wizard Level 7; 4/3/3/2/1):* 0—daze, flare, mage hand, prestidigitation; 1<sup>st</sup>—reduce, shield, summon monster I; 2<sup>nd</sup>—mirror image, see invisible, protection from arrows; 3<sup>rd</sup>—non-detection, gaseous form; 4<sup>th</sup>—Emotion.

*Divine Spells (Druid Level 5; 5/3/2/1):* 0—cure minor wounds, light, create water, know direction, purify food and drink; 1<sup>st</sup>—cure light wounds, faerie fire, obscuring mist; 2<sup>nd</sup>—charm person or mammal, summon swarm; 3<sup>rd</sup>—meld into stone.

**Bronze Chest #1:** The first bronze chest is **trapped**.

**Poison Needle Trap:** CR 2; no attack roll necessary (1 hp, plus greenblood poison: 1 Con/1d2 Con; Fortitude save (DC 13) negates); Reflex save (DC 25) avoids needle; Search (DC 22); Disable Device (DC 20).

This chest contains silk, opium and pipes worth 2,000 gp. It has a secret compartment (Search DC 28) containing a *ring of three limited wishes*.

**Bronze Chest #2:** The second bronze chest is **trapped**. When opened, the powers of a globe of cold are released.

**Globe of Cold:** CR 4; 20-foot-radius sphere or hemisphere (5d6); Reflex save (DC 15) avoids; Search (DC 27); Disable Device (DC 25).

The second bronze chest contains 2,000 illusory platinum pieces that dissipate to lead once removed from the room.

### 3-6. Room Complex

These normally barren rooms occasionally contain a party of acolytes led by a priest from the temple of Orcus. They travel here to consult the oracle at the direction of the more powerful priests of the temple. The higher-level priests send acolytes and lower-level priests because they fear the Oracle's wisdom-drain beam. There is a 50% chance that a group of acolytes are within this complex of rooms. If present, roll 1d4 to determine which of the hexagonal rooms the priests are using as their camp, other

than the first hexagonal entrance room and the oracle room. Then determine whether the group's priest has yet consulted the oracle (there is a 50% chance either way). If not, the priest has an item of importance to sacrifice to the oracle; if so, then the priest does not possess the listed special item, having already sacrificed it to the oracle.

**Priest of Orcus, male orc, Cle5 (Orcus):** CR 5; SZ M Humanoid; HD 6d8+18; hp 50; Init +2 (Dex); Spd 20 ft (30 ft base); AC 20 (+5 armor, +3 shield, Dex); Atk +8 melee (1d8+4, +1 *morningstar*) or +7 melee (death touch, target's armor is ignored); SA death touch, increased evil spells; SQ control undead, darkvision (90ft); SV Fort+7, Refl+3, Will+7; AL CE; Str 16, Dex 14, Con 16, Int 16, Wis 16, Cha 16.

*Skills:* Appraise +4, Concentration +8, Diplomacy +5, Heal +6, Intimidate +7, Knowledge (arcana) +6, Knowledge (Rappan Athuk) +7, Knowledge (religion) +11, Scry +4, Search +4, Sense Motive +4, Spellcraft +5, Spot +4. *Feats:* Expertise, Power Attack, Weapon Focus (*morningstar*).

*SQ—Death Touch (Sp):* Once per day, a priest of Orcus can make a melee touch attack against a living opponent. If successful, the priest rolls 5d6. If the total equals or exceeds his opponent's current hit points, his opponent dies. No save.

*SQ—Increased Evil Spells (Su):* A priest of Orcus casts evil spells at a +1 caster level.

*Unholy Spells (5/4/3/2):* 0—cure minor wounds (x3), guidance, resistance; 1<sup>st</sup>—bane, bless, doom, protection from good; 2<sup>nd</sup>—bull's strength, hold person, silence; 3<sup>rd</sup>—contagion, speak with dead.

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

*Possessions:* Masterwork chainmail, +1 *large steel shield*, +1 *morningstar*, holy symbol of Orcus, prayer book, fine black robes emblazoned with the symbol of Orcus and a sack containing special item for sacrifice to Oracle (one of the following: +1 *light mace*, 500 gp gem, *umber hulk heart*, *potion of remove disease*, *potion of protection from fire* or a *potion of nondetection*).

**Acolytes of Orcus, male orcs, Cle2 (Orcus) (3):** CR 2; SZ M Humanoid; HD 2d8+4; hp 18; Init +1 (Dex); Spd 20 ft (30 ft base); AC 17 (+5 armor, +1 shield, Dex); Atk +3 melee (1d8+2, heavy mace) or +3 melee (death touch, target's armor is ignored); SA death touch, increased evil spells; SQ control undead, darkvision (90ft); SV Fort+5, Refl+1, Will+6; AL CE; Str 14, Dex 12, Con 14, Int 12, Wis 16, Cha 12.

*Skills:* Concentration +1, Knowledge (Rappan Athuk) +3, Knowledge (religion) +4, Listen +2, Search +2, Spellcraft +1, Spot +2. *Feats:* Power Attack, Sunder.

*SQ—Death Touch (Sp):* Once per day, an acolyte can make a melee touch attack against a living opponent. If successful, the acolyte rolls 2d6. If the total equals or exceeds his opponent's current hit points, his opponent dies. No save.

*SQ—Increased Evil Spells (Su):* An acolyte casts evil spells at a +1 caster level.

*Unholy Spells (4/3):* 0—cure minor wounds (x3), resistance; 1<sup>st</sup>—bane, doom, protection from good.

*Domain Spells (Death/Evil):* 1<sup>st</sup>—cause fear.

*Possessions:* Heavy mace, chainmail, small steel shield, 3 vials *unholy water*, holy symbol of Orcus, black robes emblazoned with the symbol of Orcus and a small sack with 4d10 gp each.

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

## 3-7. Oracle Room

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

The Oracle—a disembodied human skull—answers one general-knowledge question per week, and it usually answers truthfully, though cryptically. For serious questions, it demands a sacrifice be placed within its pentagram; the item disappears. The Oracle is Neutral Evil. It knows and can reveal all—for a price. It can be fed life levels, attribute points, gems, unique items or magic items. The DM should decide what price is fair. Normally, something with a value of 500 gp is required for answers to simple questions, but for answers to difficult and extremely difficult questions or puzzles, something valued at 1,000 to 5,000 gp, respectively, is required. It can provide the command word to free the **faerie dragon** described above for 2,000 gp or its equivalent. It considers any question about Rappan Athuk a simple question, unless it pertains to a shielded room or item, which it considers a difficult question. There is nothing about Rappan Athuk it does not know. It does not, however, know its own name and fails to function thereafter if asked this question, because it will search forever to find the answer. If attacked, the oracle retaliates. It is seemingly impervious to attack.

**The Oracle:** CR 8; T Outsider [evil]; HD 8d8; hp 50; Init +0; Spd fly 10 ft (poor); AC 20 (+2 size, +8 natural); Atk +10 ranged (1d6 Wis, beam); SA wisdom drain beam; SQ knowledge, damage resistance (15/+5), spell resistance (SR 40); AL NE; SV Fort +5, Ref +3, Will +20; Str 10; Dex 10, Con 10, Int 30, Wis 20, Cha 12.

*Skills:* Knowledge (all) +20. *Feats:* Skill Focus (knowledge—all categories).



## LEVEL 3: "BEWARE OF PURPLE WORMS!"

SA—*Wisdom Drain Beam (Ex)*: The oracle can fire a beam as a standard action, requiring a ranged touch attack against the target. If successful, the target suffers 1d6 Wisdom drain. There is no save allowed. Wisdom drained in this manner can only be restored through magical means.

SQ—*Knowledge (Ex)*: The oracle can contact a greater deity of the outer planes as per a *contact other plane* spell once per week. Any result of "don't know" on the *contact other plane* table becomes "lie."

### 3-8. Traps.

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

#### A. Gold Piece Arrow Trap

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

**Arrow Trap:** CR 1; +10 ranged (1d6 [x6], crit x3, range 60 ft); Search (DC 18); Disable Device (DC 20). Note: Targets are determined randomly from those in its path.

#### B. One-way Stone Door

The door here is a one-way door. PCs can pass freely through it when heading west, but when they return east, they find the door enchanted with an *arcane lock*, making return passage difficult without the use of magic. The door itself is made of stone two feet thick (Hardness 8; hp 200; Break DC 45).

#### C. Flooding Pit Trap

This pit is 20 feet deep, locking, and filled 10 feet deep with water. Once sprung it immediately locks and can only be opened by a successful Strength check (DC 27 from the inside, DC 20 from the outside) or by destroying the stone lid (Hardness 8; hp 100; Break DC 35). The room floods full of water to the top of the pit in four minutes. As if drowning weren't bad enough, this pit also contains a **black skeleton** that does not chase the characters away. Characters fight at -5 in the water. The **black skeleton** is unaffected by the water. The chest on the far side of the room is empty and was left there to lure adventurers over the pit trap.

**Flooding Pit Trap (20 Feet Deep):** CR 5; no attack roll necessary (1d3); Reflex save (DC 20) avoids; Search

(DC 20); Disable Device (DC 20). Note: Room floods in four minutes (see the drowning rules in the **Dungeon Master's Guide**).

**Black Skeleton:** CR 4; hp 42; SA frightful presence, strength drain; SQ turn resistance.

### 3-9. Burial Room

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

This room is the lair of 12 **ghouls**.

**Ghouls (12):** CR 1; hp 14 each; SA paralysis.

**Treasure:** A Search check (DC 18) reveals a total of 2,055 sp, 451 gp and 19 gems worth 20 gp each. In the most southwesterly alcove are 4 *potions* (*ghoul touch*, *levitate*, *lesser restoration* and *remove paralysis*), a +2 *light-generating longsword* and a +1 *small wooden shield of arrow deflection*.

#### A. Inset Room

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

#### B. Secret Tomb

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

# Level 3A:

## “The Well”—Zelkor’s Lair

There is a reason why adventurers say, “Don’t go down ‘the Well.’” The main inhabitant of this level is Zelkor, the once-good wizard who long ago led the army of light against the fleeing priests of Orcus. He has become a spectre (not a lich, as reported in rumors) and remains extremely powerful. An aura of fear, darkness and dread grips the entire level. See “Continuous Effects” in the sidebar.

### 3A-1. Down “The Well”

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

The well is 10 feet in diameter and descends 90 feet, opening into a small cavern. There is a small, tunnel-like exit at each end about three feet above the waterline. The bottom of the well is submerged under two feet of slimy, green water. Bits of human bones and wood float and bob in the pool. The floor is quite slippery, and footing is treacherous due to all the bones, bits of armor, rusty metal and rotten filth that have settled. Any movement in the cave requires a Reflex save (DC 10), or the character slips and falls into the brackish water, possibly extinguishing torches or light sources. The walls bear deep scratch marks, perhaps clawed by a large monster that had been trying to climb out.

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

### Level 3A

**Difficulty Level:** 9

**Entrances:** Shaft down from “the Well” at area G-4 on the Ground Level; river from Level 3

**Exits:** River to 6A; stairs down from room 3A-9 to level 4A; passage beyond the cliff in room 3A-4 to level 7A

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

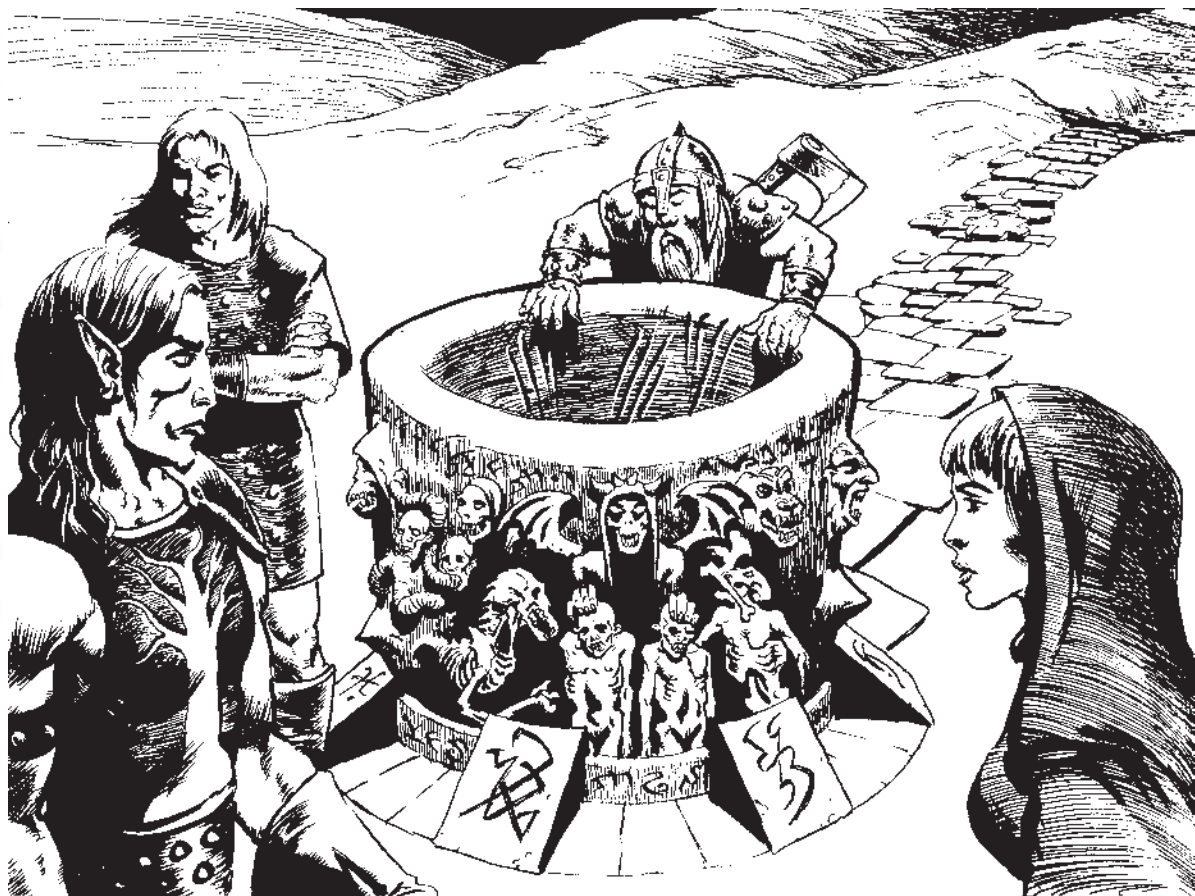
1. 1d8 stirges
2. 1 gas spore
3. 3d6 dire rats
4. 1 undead ooze
5. 1d3 juju zombies that hang upside down from the ceiling and attack from above
6. 1d3 wights
7. 1d2 displacer beasts
- 8-20. No encounter

**Shielding:** Powerful magic shields Room 3A-8 (Zelkor’s lair), preventing detection.

**Detections:** Zelkor becomes immediately aware of anyone opening the secret door on the south side of room 3A-7. Level 3A as a whole radiates evil. It is strongest from the southern half of the map. Because room 3A-8 is shielded, nothing is detectable from that direction.

**Continuous Effects:** This entire level is subject to two magical effects. The first effect mimics on a broad scale a *cause fear* spell. Characters must make a Will save (DC 12) upon entering the level. They must also make a similar save every time they undertake a major action—opening or passing through a door out of or into a numbered area, entering a pool, climbing a cliff, etc. Characters of 9<sup>th</sup> level or higher are unaffected. Failure means that the character is reluctant to take the action (though she will if forced), and all her rolls are at –2. These effect last for the entire time the character remains on the level or until a *remove fear* spell is cast on her. If all characters are afraid, Zelkor dispatches some of his minions (four wights) to kill them. The second effect, a *blanket of darkness* spell, causes all light sources to radiate at half their normal radius. Darkvision is unaffected. Because of this darkness, Hide checks are made at +2 on this level against viewers without darkvision.

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



### 3A-2. The Claw-shaped Cavern

*Numerous side caverns branch off from this cave, creating the shape of a twisted claw stamped into the earth. The room has a large central column. Water drips from the stalactite-covered ceiling. You hear a faint scraping sound from the cave roof.*

This is a large cavern with stalactites, stalagmites and eight piercers. They drop two rounds after the party enters the room.

**Piercers (CR3):** These unintelligent creatures pose as stalactites and “hang” around, waiting for unsuspecting victims to pass beneath them. They are hard to Spot (DC 28), camouflaged amidst the stalactites. They are cold-blooded and are not detectable by darkvision. When they drop, PCs can make a Reflex save (DC 20) to avoid them. Failure results in 1d6 (up to 1d12 for large piercers) plus 2d6 sneak-attack damage, as the piercer impales itself in its victim. After lodging within its victim, the piercer continues to inflict 1d3 damage each round until removed (Strength check, DC equal to 5 plus damage done). Once on the ground, piercers are helpless and can be attacked as a helpless defender. They have AC 18 (+13 natural, -5 Dex) and 8 to 20 hit points, depending on their size.

**Treasure:** Near the secret door in the third “finger” cavern is the corpse of a human. In his backpack are three oil flasks, two vials of holy water, some rotten food, a 60-foot length of silk rope, masterwork thief tools in a puzzle box (Intelligence check DC 25 to open; a rogue can also apply half of his Disable Device skill bonus) and a sack with 36 gp. On his severed left hand, which lays a few feet away from the body, is a ring of swimming.

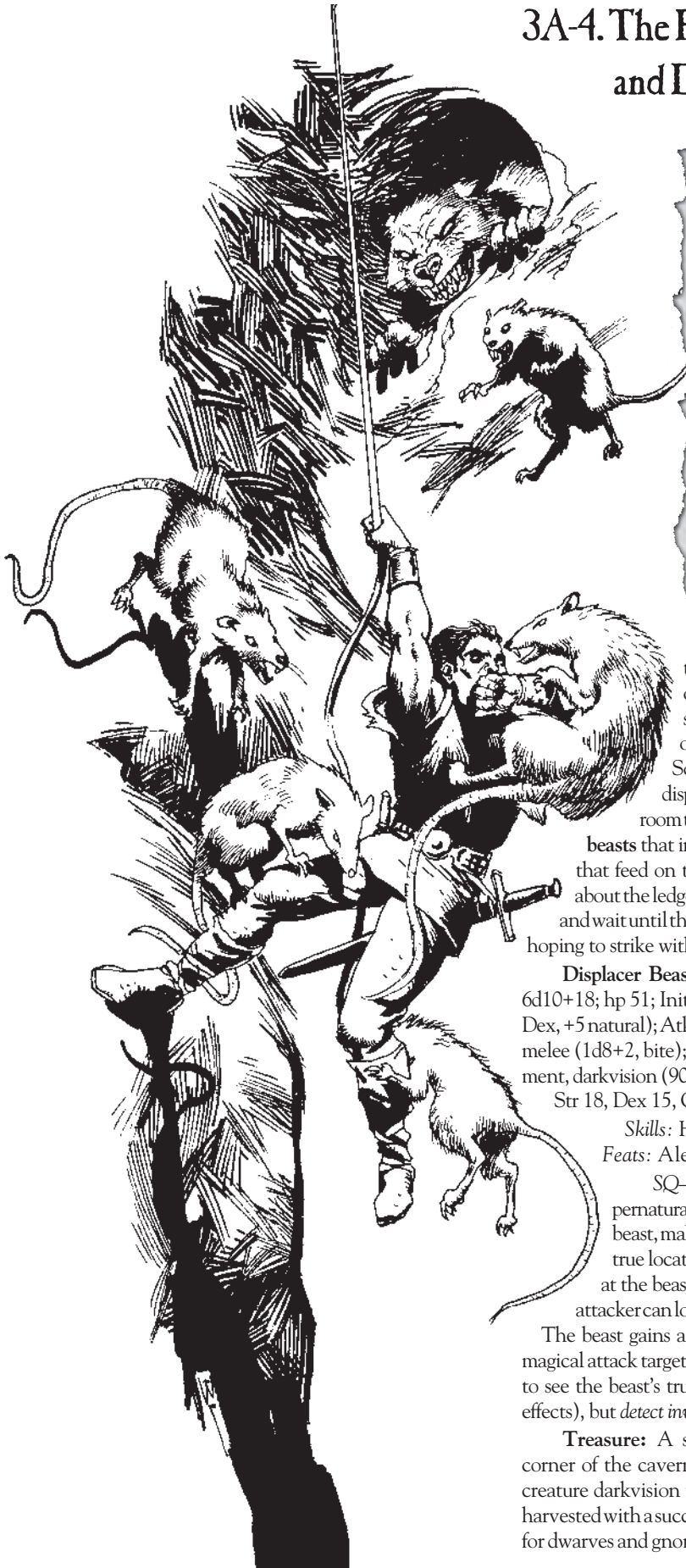
**Secret Door:** The secret door can be found with a standard Search check (DC 20) and, once found, opens easily by pushing a hidden stone that works a counterweight mechanism. Locating the hidden stone requires another Search check (DC 20). Thus, the characters must first find the secret door and then they must find the secret opening stone.

### 3A-3. The Weird Room

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

This cavern has recently been horizontally faulted, so the stalactite and stalagmites jut out from the walls. The room contains no monsters and no treasure. The floor slopes down toward the center of the cavern, because it used to be a wall. If there is a wandering monster encounter in this room, the spikes may be used as weapons. Any creature thrown against them suffers an attack as per a charge attack from a long spear with an automatic critical.

## 3A-4. The Rat Cliff and Displacer Beasts



*This passage opens into a very large cavern with hundreds of stalactites, though comparatively few stalagmites. You hear water lapping against stone off in the distance. You feel as though you are being watched as speckles of light are reflected back to you from the room's walls. Suddenly, several rats scurry by! Off in the darkness, one pair of eyes seems to glow green of its own accord—though you cannot see the creature. You think you hear a purring sound, like that of a cat....*

This room is a large cavern. It contains a cliff that drops 90 feet into 30 feet of water. The cavern itself is filled with stalactites, but houses no piercers. Numerous small caves and tunnels dot the walls.

Some of these interconnect and allow the displacer beasts and rats that inhabit this room to nest. Within the room are **eight displacer beasts** that inhabit the upper portion of the room and that feed on the **hundreds of normal rats** that move about the ledge. The displacer beasts lurk in the shadows and wait until the party is near the ledge before they attack, hoping to strike with surprise from the flank.

**Displacer Beasts (8):** CR 4; SZ L Magical beast; HD 6d10+18; hp 51; Init +2 (Dex); Spd 40 ft; AC 16 (-1 size, +2 Dex, +5 natural); Atk +9 melee (1d6+4[x2], tentacles) and +3 melee (1d8+2, bite); Reach 15 ft with tentacles; SQ displacement, darkvision (90 ft); AL LE; SV Fort +8, Ref +8, Will +5; Str 18, Dex 15, Con 16, Int 5, Wis 15, Cha 8.

*Skills:* Hide +14, Spot +5, Move Silently +8.

*Feats:* Alertness, Multiattack.

*SQ—Displacement (Su):* A light-bending supernatural glamour continually surrounds a displacer beast, making it difficult to determine the creature's true location. Any melee or missile attack directed at the beast has a 50% chance of missing unless the attacker can locate the beast by a means other than sight.

The beast gains a +2 saving throw bonus vs. any spell or magical attack targeted at it. A *true seeing* effect allows the user to see the beast's true position (thus negating the glamour's effects), but *detect invisibility* has no effect.

**Treasure:** A strange fungus grows in the northeast corner of the cavern. When ingested, it gives a humanoid creature darkvision for 4 hours per use. It can be found and harvested with a successful Wilderness Lore check (DC 25, 20 for dwarves and gnomes). There is enough fungus for 16 uses.



## LEVEL 3A: "THE WELL"—ZELKOR'S LAIR

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

**Normal Rats (100+):** CR 2; hp 1 each; SA disease.

**The Bottom of the Cliff:** At the bottom of the cliff is a 30-foot-deep pool of stagnant water, and 30 feet away from the cliff, on the opposite shore, is a sandy beach leading to a door, beyond which is a passage leading to level 7A. Any PC in the water has four rounds to cross it before a **black pudding** attacks, unless she drops into the water courtesy of some industrious rats, in which case this time is halved. If the PC falls from over 20 feet, she is attacked immediately.

**Black Pudding:** CR 5; SZ H Ooze; HD 10d10+40; hp 95; Init +0; Spd 20 ft, Climb 20 ft; AC 14 (-2 Size, +6 natural); Atk +8 melee (2d6+4, buffet, plus acid); SA grab, acid, constrict; SQ blindsight (60 ft), ooze; AL N; SV Fort +7, Ref +3, Will +3; Str 17, Dex 10, Con 19, Int -, Wis 11, Cha 1.

SA—*Grab (Ex)*: A pudding can grab opponents of up to Large size. If a pudding makes a successful attack, it can make a free grappling check without provoking an attack opportunity.

SA—*Acid (Ex)*: The pudding secretes a digestive acid that quickly dissolves organic material and metal. Any successful melee attack inflicts acid damage. The opponent's armor and clothing dissolve and become useless immediately unless she makes Reflex saves (DC 19). The acid can dissolve stone; it inflicts 20 points of damage per round of contact. A metal or wooden weapon that comes in contact with a black pudding also dissolves and becomes useless immediately unless the opponent makes a Reflex save (DC 19).

SA—*Constrict (Ex)*: Opponents successfully grabbed by the pudding automatically suffer buffet and acid damage each round. The opponent's clothing and armor suffer a -4 penalty to Reflex saves against the acid.

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

### 3A-5. Stirge Room

*This room contains a large pool of black water at its center. The cavern is filled with extraordinarily large stalactites and stalagmites, many of which have, over time, joined to form large columns. Water drips into the center pool from the stones above. You hear a horrible whirring noise, like that of gigantic mosquitoes, and several batlike creatures attack!*

This large cavern is festooned with large stalactites and stalagmites, and a pool of dark water at its center quivers with each drop falling from above. The cavern is home to **21 stirges**. However, only 1d6 stirges attack for every 6 rounds the PCs spend in this room, unless they are stirred up or a great

amount of noise is made. The pool is 120 feet deep, with sheer sides, though it has a ledge 10 feet below the waterline on the south end that contains a passage to room 3A-9. This passage can be seen by those examining the pool from the cave on a successful Spot check (DC 22). Anyone attempting to swim from this room to room 3A-9 finds the swim an easy one, requiring a simple Swim check (DC 10). Any character attempting this swim must make a Will save (DC 12) versus *fear* as described under "Continuous Effects" in the sidebar.

**Stirges (21):** CR 1/2; SZ T Beast; HD 1d10; hp 6; Init +4 (Dex); Spd 10 ft, fly 40 ft (poor); AC 16 (+2 size, +4 Dex; AC 12 if attached); Atk +6 melee (1d3, touch, plus attach and blood drain); Face/Reach 2 1/2 ft x 2 1/2 ft/0 ft; SA attach, blood drain; SQ darkvision (200 ft); AL N; SV Fort +2 Refl +6 Will +1; Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6.

**Skills:** Spot +8 (acute sense of smell), Hide +14. **Feats:** Weapon Finesse (touch).

SA—*Attach (Ex)*: If a stirge hits with a touch attack (target's armor bonuses ignored), it uses its eight pincers to latch onto its target's body. A stirge attaches itself with incredible strength and cannot be pulled off. You must kill a stirge to remove it. If an attack is made against an attached stirge, that attack is at -4 because the attacker must be careful not to hit the stirge's victim. The victim does not suffer this penalty. An attached stirge has AC 12.

SA—*Blood Drain (Ex)*: An attached stirge drains blood, dealing 1d4 temporary Constitution damage each round it remains attached. Once it has drained four points of Constitution, it detaches and flies off to digest its meal. Temporary Constitution damage is regained at a rate of one point per day.

**Treasure:** Three totally drained bodies lie near the door on the south side of the room, leading to area 3A-6. The first body is that of a dwarf in chainmail with a pack containing 6 goblin scalps, 11 torches, 2 oil flasks and a case made of iron containing an *arrow of giant slaying*. There is an axe on his belt, and a shattered shortbow rests next to him. The second body is that of a human dressed in leather armor with a bandoleer of 6 daggers and a pack containing a bullseye lantern and 8 candles, 3 large sacks, and 20 feet of silken rope. He wears *boots of the elvenkind*. The last body is that of a human dressed in robes, wearing a pack containing 12 sheets of paper, 2 vials of ink and a *scroll of explosive runes* (CR 3; affects only the reader [4d6]; no save; Search DC 40, Disable Device DC 28). His purse contains 11 gp, a 100 gp pearl and other assorted spell components for first- and second-level spells.

### 3A-6. Undead Menace

*The twisting cavern corridor opens onto a series of small alcoves. Your flickering torchlight cannot penetrate the darkness of these niches. As you draw closer, black skeletons lurch from the alcoves, shrieking in an arcane language as they attack!*

Each alcove contains a **false black skeleton** (eight total), which are simply normal skeletons painted black, with a minor enchantment allowing limited spellcasting. Their attack triggers a *fear* check, as described under "Continuous Effects" in the sidebar.



**False Black Skeletons (8):** CR 1; SZM Undead [skeletal]; HD 2d12; hp 12; Init +5 (Improved Initiative, Dex); Spd 30 ft; AC 13 (+2 natural, Dex); Atk +1 melee (1d6, shortswords or handaxes) or +1 melee (1d4[x2], claws); SQ undead immunities, reduced damage, limited spell use; AL NE; SV Fort +0, Ref +1, Will +2; Str 10, Int -, Wis 10, Dex 12, Con -, Cha 10.

*Skills:* None. *Feats:* Improved Initiative.

*SQ—Reduced Damage (Ex):* Skeletons take one point of damage from piercing weapons (e.g., arrows) and take only half damage from slashing weapons (e.g., swords). They take full damage from bludgeoning weapons (e.g., maces).

*SQ—Limited Spell Abilities (Sp):* These enchanted skeletons can cast one spell each—*silence*, *deeper darkness*, *dispel magic*, *magic missile*, *magic missile*, *protection from good*, *sleep* and *command* (it yells “Die!” at the first person it attacks; though the character only falls for one round, this should scare the characters)—respectively.

*Possessions:* Small shields; shortswords or handaxes.

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

## 3A-7. The Pool Room

This room is composed of dark stone striated with psychedelically colored pegmatite mineral deposits. The minerals are quite worthless (20 sp per ton) though they are rather interesting, as reflected light glimmers with rainbow

hues. The swimming pool is 20 feet deep at the base of the “T” and 40 feet deep at the top of the “T.”

*This cavern is vast. Rushing water can be heard nearby. As you enter, you see a symmetrical pool of water cut into the floor, with a river flowing in one side and out the other. The cavern walls reflect a myriad of dancing, iridescent colors. Across the pool to the south, where the river enters the pool, are two large blue-colored stone platforms, fully 8 feet tall and 12 feet long. Corpses lie on them.*

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

Across the river, near the pool entrance, are the two stone platforms made of blue-streaked black stone. Upon them lie two perfectly preserved bodies of old men with long white hair and beards. Once the room is entered, black mists

## LEVEL 3A: "THE WELL"—ZELKOR'S LAIR

begin to spew from the corpses' mouths. These vaporous clouds are **wraiths**. Because of the evil of the level, both wraiths have turning resistance (+2).

**Wraiths (2):** CR 5; SZ M Undead [incorporeal]; HD 5d12; hp 32; Init +7 (Improved Initiative, Dex); Spd 30 ft, Fly 60 ft (good); AC 16 (+3 natural, +3 Dex); +5 melee (1d4, touch, plus 1d6 Con drain); SA constitution drain; SQ daylight powerlessness, unnatural aura, undead immunities, incorporeal, spawn, turn resistance (+2); ALLE; SV Fort +1, Ref +4, Will +4; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

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

**SA—Constitution Drain (Ex):** Any living creature touched by a wraith must make a Fortitude save (DC 14) or suffer 1d6 points of Constitution drain.

**SQ—Incorporeal (Ex):** Wraiths are incorporeal, having no physical body. Nonmagical matter or energy has no effect on them. They are immune to all nonmagical attack forms, including normal fire, cold and acid. They cannot manipulate objects or exert physical force on objects, though they have a tangible presence allowing touch attacks. Incorporeal creatures can only be harmed by other incorporeal creatures, by +1 or better weapons, or by spells, spell-like or supernatural effects. Even when struck by magic or magic weapons, incorporeal creatures have a 50% chance of ignoring such damage (unless from a force effect, such as *magic missile*). The touch attack of an incorporeal creature ignores all armor, including magic armor, unless that armor is made of force (such as *mage armor* or *bracers of defense*). Incorporeal creatures can move in any direction and through solid objects. They are inaudible unless they desire to make noise.

**Treasure:** One **wraith** wears an *amulet of life protection*.

**Cliff to Doom:** The cliff in the southwest corner of the room drops 40 feet at a 70-degree angle (Climb DC 15). At the base are large chunks of rock permanently enchanted with a *fool's gold* spell (cast by a mage, prior to the Third Edition rule change), which fades if the rocks are exposed to sunlight. The party could literally spend weeks hauling all 14 tons of it out of the dungeon. Zelkor sends his **iron golems** to attack anyone spending over one day in this area.

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

### 3A-8. The Lair of Zelkor

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

**Secret Door to Zelkor's Lair:** A Search check (DC 8) at the end of the corridor reveals a small panel with three holes, each an arm's-width circumference. At the end of each hole is an inset lever. Magical runes (requiring *read magic*) instruct the reader to insert his arm into a hole. They also stipulate that anyone opening this door will have his hand cut off. It requires a *fear* check as described under "Continuous Effects" in the sidebar to place a hand in one of the holes. In addition to the results described in the sidebar, a player failing this save will not put his arm in any of the holes until the *fear* is removed.

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

**Hand-chopper Trap:** CR 6; no attack roll required, subject's hand is cut off at mid-wrist (4d6), Dex reduced by 4 permanently until limb is restored; Search (DC 24), Disable Device (DC 30; failure means that the person attempting to disable the trap loses his hand, unless attempting to disable the device from the right-hand hole).

Once the secret door is opened and the party has entered the room, read the following text:

*The walls and ceiling are hewn from a glossy black stone. At the far end of the room, white stone stairs descend into a recessed area. You cannot see the floor of the pit from where you are standing. Four 12-foot-tall iron statues of warriors in armor bearing large swords stand guard, posted at the four corners of the room—two in the upper level and two in the lower. The statues are very well made and appear almost alive. The two statues furthest away from you appear somewhat rusty, though the two nearest you show no sign of wear or age. You feel a darkness taking hold of your very soul as the two statues nearest you exhale a greenish gas...*

This area is the lair of **Zelkor**, who was once a Good-aligned arch-mage of some renown. During his quest to drive the evil from this place, Zelkor was captured by evil priests, tortured and eventually slain by **Nodroj the Spectre**, but only after he agreed to worship Orcus. He retains some of his powers, though his alignment has irrevocably shifted to Evil. Zelkor very much enjoys his new life, taking wicked pleasure in using his newly won evil powers. **Read this encounter very carefully before you attempt to run this portion of the adventure.**

The walls, ceiling and floors of this room are glossy black, except for the stairs leading down to the crypt, which are white. The two iron statues closest to the entrance are **iron golems**. These monsters attack as soon as the party enters the room. They radiate magic even before they animate. The other two statues are identical but non-animating. Even worse, once the golems breathe, **Zelkor** begins his attack.

**Tactics:** The golems exhale and attack. **Zelkor** is highly intelligent and does not materialize in spectre form unless his other attacks fail. He *magic jars* the strongest-looking fighter in the party. To avoid being thusly possessed, the victim must

make a Will save (DC 25). Note that if a save is made, that person is thereafter immune to possession by Zelkor's *magic jar* spell. Zelkor commands his golems to attack any character who saves against his *magic jar*. If successful in taking control of someone, Zelkor uses her to attack spellcasters in the party. When the first possessed body dies, he uses his next action to possess another body. One of his favorite tactics is to possess a person, position her before the golems and inhale deeply—subjecting her to the toxic gas and letting the golems destroy her. He tries to kill each character in turn and then returns to his *jar* for another attempt. Only if the party reaches his crystal box and opens it (which is nearly impossible due to the number of traps on the box) does he materialize and attack as a spectre. Since Zelkor's golems are healed by fire, Zelkor enjoys casting a *wall of fire* around the party and the golems so that his golems can move into and out of the wall to be healed at will. Zelkor also casts *fireballs* at the party—simultaneously healing his golems and damaging the party. He may also cast *cloudkill* at the party since his golems are immune. It should be nearly impossible for any but the highest-level party to defeat Zelkor.

**Iron Golems (2):** CR 10; SZ L Construct (12 ft tall); HD 18d10; hp 99; Init -1 (Dex); Spd 20 ft (cannot run); AC 30 (-1 size, +22 natural, Dex); +23 melee (2d10+11 [x2], huge sword); SA breath weapon; SQ magic immunity, damage reduction (50/+3), construct, darkvision (90ft); ALN; SV Fort +6, Ref +5, Will +6; Str 33, Dex 9, Con —, Int —, Wis 11, Cha 1.

SA—*Breath Weapon (Su)*: On the first or second round of combat, an iron golem exhales a cloud of poisonous gas as a free action. It does this automatically, with no regard to the effects it might have. The gas cloud fills a 10-foot cube directly in front of it. The cloud lasts one round. Any creature within the cloud must make a Fortitude save (DC 17) or suffer 1d4 points of temporary Constitution damage; one minute later, the victim must make another Fortitude save (DC 17) or die. Once the golem breathes, it cannot do so again for 1d4+1 rounds.

SQ—*Magic Immunity (Ex)*: Iron golems are immune to all spells, spell-like abilities, and supernatural effects, except as follows: magical lightning or electrical attacks *slow* the golem (as per the spell) for 3 rounds. Magical fire effects break any *slow* effects from which the golem is suffering and cures one point of damage for every 3 points of damage it would otherwise inflict. For example a *fireball* spell that would cause 18 points of damage instead heals the golem for 6 points.

SQ—*Construct (Ex)*: Constructs are not subject to critical hits, subdual damage, ability damage, ability drain or energy drain. They are immune to anything that requires a Fortitude save (unless the effect also works on objects). Constructs are not at risk of death from massive damage, but when reduced to 0 hit points or less, they are immediately destroyed. Constructs cannot be healed by *cure wounds* spells or damaged by *inflict wounds* spells. Since it was never alive, a construct cannot be raised or resurrected. Constructs have darkvision with a range of 90 feet.

**Zelkor the Spectre-Wizard, Wiz9:** CR 13; SZ M Undead [incorporeal]; HD 7d12 plus 9d4; hp 68; Init +7 (Improved Initiative, Dex); Spd 40 ft, fly 80 ft (good); AC 18 (+5 natural, Dex, plus incorporeal, see below); +6 melee (1d8, touch plus energy drain); SA energy drain, magic jar; SQ daylight powerlessness, unnatural aura, undead, incor-

poreal, spawn, turn resistance (+6); AL CE; SV Fort +2, Ref +5, Will +7; Str —, Dex 16, Con —, Int 16, Wis 14, Cha 15.

*Skills*: Hide +11, Intimidate +10, Intuit Direction +10, Listen +12, Search +10, Spot +12. *Feats*: Alertness, Blindfight, Combat Reflexes, Improved Initiative.

SA—*Energy Drain (Ex)*: Zelkor's touch inflicts two negative levels on the opponent. After 24 hours, the victim must make a Fortitude save (DC 15) for each level lost. If the save succeeds, the negative level fades harmlessly; otherwise, the victim loses the level permanently.

SA—*Magic Jar (Su)*: As a gift from Orcus for converting to evil, Zelkor received the ability to *magic jar*, as per the spell, at will. The high priests of Orcus from the lower temple gave Zelkor the peridot gem that he uses as the receptacle for the spell. Using his *magic jar* ability is a full-round action. The room is designed so that anyone within it is automatically within the range of the *magic jar* spell.

SQ—*Incorporeal (Ex)*: Zelkor is incorporeal, having no physical body. Nonmagical matter or energy has no effect on him. He is immune to all nonmagical attack forms, including normal fire, cold and acid. He cannot manipulate objects or exert physical force on objects, though he has a tangible presence allowing touch attacks. Incorporeal creatures can only be harmed by other incorporeal creatures, by +1 or better weapons, or by spells, spell-like or supernatural effects. Even when struck by magic or magic weapons, incorporeal creatures have a 50% chance of ignoring such damage (unless from a force effect, such as *magic missile*). The touch attack of an incorporeal creature ignores all armor, including magic armor, unless that armor is made of force (such as *mage armor* or *bracers of defense*). Incorporeal creatures can move in any direction and through solid objects. He is inaudible unless he desires to make noise.

*Spells Memorized (4/5/5/4/2/1)*: 0—daze, flare, dancing lights, resistance; 1<sup>st</sup>—magic missile (x3), obscuring mist, charm person; 2<sup>nd</sup>—mirror image (x2), glitterdust, spectral hand, blur; 3<sup>rd</sup>—fireball (x4); 4<sup>th</sup>—wall of fire, minor globe of invulnerability; 5<sup>th</sup>—cloudkill.

**Treasure:** In Zelkor's crypt—located in the recessed portion of the room to the north—is a box made of ebony (2 ft x 2 ft x 2 ft) worth 2,200 gp. The box is locked and **trapped** with a poison needle trap and a *cloudkill* trap.

**Locked and Trapped Ebony Box:** 1 in thick; Hardness 5; hp 15; Break (DC 20); Open Lock (DC 30); **Poison Needle Trap:** CR: 3; Fortitude save negates (DC 17; wyvern poison, 2d6 Con/2d6 Con); Search (DC 28); Disable Device (DC 28); **Cloudkill Trap:** CR 5; opening the chest (or breaking it) triggers a *cloudkill* spell as from a 9<sup>th</sup> level spellcaster; Search (DC 28); Disable Device (DC 28).

The ebony box contains 720 pp in a silken bag and a small crystal box worth 2,000 gp. The crystal box is **trapped** with a **chain lightning trap**. The trap is triggered when someone touches the box.

**Crystal Box:** 1/4 in thick; Hardness 1; hp 5; Break (DC 3). **Chain Lightning Trap:** CR 3; affects the person touching the box plus anyone wearing metal armor within 60 feet of the person touching the box (9d6); Reflex save (DC 13) for half; Search (DC 35); Disable Device (DC 30).

The crystal box contains the following items:

- A *potion testing stick* (red equals poison, blue equals magic, white equals neither).

## LEVEL 3A: "THE WELL"—ZELKOR'S LAIR

- A miniature sword (the size of a toothpick) that enlarges to a +2 *keen longsword* when the word "Azathar" is spoken and shrinks again when the word "Torizuth" is spoken.
- Three potions — *elixir of life* (one dose), a *potion of invulnerability* and a *potion of fire breath*.
- Two scrolls — a scroll of 2 *arcane spells* (*stone to flesh* and *power word kill*) and a scroll of 6 *arcane spells* (*slow*, *lightning bolt*, *statue*, *wish*, *clone* and *wall of force*).
- A *crystal ball*.
- A *wand of conjuration* with 42 charges (command word: "Gurth-a'rajur").

Last but not least, there is a beautiful 10,000 gp peridot gem that serves as Zelkor's *magic jar*. If the *magic jar* is destroyed, any soul within is lost forever—irrevocably.

Underneath the crypt are Zelkor's *Spellbooks* (one each of levels 1 through 5) and perhaps two even more important works: a *manual of iron golem creation* trapped with a *delayed blast fireball* (14d6+14) and his *Journal*. Of course, the *fireball* more than likely destroys any books failing a save (DC 18).

His spell books contain all of his memorized spells, plus *summon monster I-VI*, *teleport*, *charm monster*, *arcane eye*, *stoneskin*, *tongues*, *fireball*, *fly*, *phantom steed*, *sepia snake sigil*, *fog cloud*, *deeper darkness*, *glitterdust*, *spectral hand*, *bull's strength*, *knock*, *alarm*, *dancing lights*, *detect undead*, *friends*, *gaze reflection*, *mount*, *spook*, *obscuring mist*, *unseen servant*, *arcane mark* and *read magic*.

Zelkor's *Journal* contains many informative tidbits about Rappan Athuk (roll 10 times on the rumor list). In addition, it tells of the **phase minotaurs** on level 7A and the *confusion* gas in the maze, which he notes is unavoidable. The journal also discusses his plans to capture a **rust monster** and charm it to use against his enemies on a cavernous level nearby. Finally, it details that he was looking for Akbeth so that he can ask her where she hid her ring.

### 3A-9. "Juju" Means "Bad Luck, Mon"

*You break through the surface of the water, and you see six tattooed men huddled in a circle. They seem to be upset about something. As they turn to face you, you see that their eyes, mouths and even ears have been sewn shut. All you can hear now is the mumbled sounds of their speech. They seem to be saying one word over and over, though you cannot tell what it is.*

The creatures are **six juju zombies**. They lament their condition, shouting the word "Pain!" through their forcibly closed mouths. These tortured creatures were warriors of light who refused to join the army of evil. Their mouths and eyes were sewn shut by evil priests while they were alive, before their sacrifice to Orcus. Against their will, they are now evil undead creatures. They attack without hesitation, their tortured consciences suffering with every evil act their uncontrollable bodies commit. They pursue creatures throughout the dungeon and can climb walls with amazing ability, often dropping from above.

**Juju Zombies (6):** CR 2; SZ M Undead; HD 4d12; hp 32; Init +6 (Dex); Spd 40 ft; AC 18 (+2 natural, Dex); Atk +7/+3 melee (1d6+3, 2 fists); SQ undead immunities, damage resistance (15/+1), immune to electricity and *magic missiles*, immune to piercing and crushing weapons, resistant to fire; AL CE; SV Fort +2, Ref +5, Will +2; Str 16, Dex 22, Con —, Int 10, Wis 10, Cha 10.

**Skills:** Climb +20, Escape Artist +10, Hide +10, Intuit Direction +3, Jump +10, Listen +7, Move Silently +10, Search +6, Spot +7. **Feats:** Dodge, Spring Attack, Mobility.

**SQ—Immune to Electricity and Magic Missiles (Ex):** Juju zombies take no damage from electricity of any kind and are completely immune to *magic missiles*.

**SQ—Immune to Piercing and Crushing Weapons:** Juju zombies take no damage from crushing or bludgeoning attacks. All piercing attacks do one point of damage. They take normal damage from slashing attacks, subject to their damage resistance.

**SQ—Resistance to Fire (Ex):** A juju zombie takes half damage from all fire attacks.

**Exits from this room:** The pool of water leads back to room 3A-5; the door on the west wall is ajar and leads to stairs to Level 4A; and the door on the east wall leading to room 3A-10 is locked (DC 25).

### 3A-10. Gatehouse

Four doors float in the air, suspended two feet above the floor, unsupported by any physical means. All of these doors are magic portals. The northeast portal opens to a small grove five miles from Fairhill (see the **Necromancer Games** product, **The Crucible of Freya**) and is one way. The northwest portal leads to an oasis between the two statues of the Numenorean gods, approximately 400 miles to the south in the southern desert; this gate is a two-way portal (and can be used as a means of transport to a future **Necromancer Games** product—**The Sword of Air**). The southeast door is a one-way gate to the Upper Temple of Orcus on Level 4. This portal is a good means of launching a surprise attack on the evil temple on that level. The southwest door leads to Level 6A: Caves and Caverns—The Lair of the Spider Queen. The latter two areas are described in **Necromancer Games' Module R2: Rappan Athuk—The Dungeon of Graves: The Middle Levels**.

# Level 4A: The Basilisk Caverns

This level is full of wandering monsters. Most intelligent denizens of the dungeon avoid this level whenever possible because of the basilisks. The evil denizens of Rappan Athuk maintain a loose alliance among themselves, but no such agreement can be reached with these dangerous reptiles. There are a total of 11 basilisks and 6 rust monsters on this level. Any of these creatures killed as “wandering monsters” should be subtracted from their respective totals.

## Level 4A

**Difficulty Level:** 5

**Entrances:** Stairs from 3A

**Exits:** Rat tunnel to 7A; river to 9A; sinkhole to 7A

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

1. 1d2 basilisks
2. 1d3 carrion crawlers
3. 1d3 rust monsters
4. 2d6 stirges
5. 1d6 piercers
6. 4d6 dire rats
7. The undead ooze from area 4A-3A
8. 1 umber hulk
- 9-20. No encounter

**Standard Features:** There are no doors or secret doors on this level.

## 4A-1. Entrance Cavern

*This large cavern has a relatively low (20-foot) ceiling. The floor is covered with rocks and debris, and you know the going will be tough. Water rushes and gurgles, somewhere off to your left, and a monolithic column rises to merge with the ceiling a few dozen feet ahead.*

This large cavern is littered with rubble, and all movement is at half normal, except for monsters, which are accustomed to the condition. Full movement or running requires a Reflex save (DC 14), or the character falls and takes 1d3 subdual damage. Any wandering monster checks in this room are made at -2. The stream is quite shallow in this area; PCs can easily wade across.

The entrances to large rat tunnels dot the walls of this cavern—large enough for Small creatures to travel normally and for Medium creatures to travel hunched over. Medium-size creatures suffer a -2 to all rolls under these

circumstances and cannot use their Dexterity to aid their AC. It is clear that two of the rat tunnels (those leading to areas 4A-2 and 4A-3) have been enlarged slightly and are traveled by creatures other than rats.

The far northwest spur of the cavern is the lair of **three carrion crawlers**.

**Carrion Crawlers (3):** CR 3; SZ L Aberration; HD 3d8+6; hp 19; Init +2 (Dex); Spd 30 ft, climb 20 ft; AC 17 (-1 size, +2 Dex, +6 natural); Atk +4 melee (no damage [x8], tentacle, plus paralysis), -1 melee (1d4+1, bite); SA paralysis; SD scent; AL N; SV Fort +3, Ref +3, Will +5; Str 14, Dex 15, Con 14, Int 1, Wis 15, Cha 6.

**Skills:** Climb +10, Spot +6. **Feats:** Multiattack.

**SA—Paralyzation (Ex):** Targets hit by a tentacle must make a Fortitude save vs. DC 13 or be paralyzed for 2d6 minutes.

**Treasure:** In the carrion crawler’s lair are the corpses of three half-eaten goblins. All of them were wearing Small-size banded armor, and all of their equipment is gone, except for one +2 dagger in a sheath secreted near the neck of one of the goblins.

**The River:** The river leads to level 9A after one mile of relatively easy swimming. The river is deep but not particularly swift, and a slightly raised ceiling creates an air pocket that runs along the entire length of the river. A Swim check (DC 8) is required to safely navigate the river.

## 4A-2. Basilisk Caverns

All of these caverns (A through D) have low ceilings (less than 20 feet) and are littered with rubble, forcing all movement to be at half the normal movement rate, except for monsters, which are accustomed to the uneven conditions. Full movement or running requires a Reflex save (DC 14), or the character falls and takes 1d3 subdual damage. In all of these caverns, if wandering monsters are indicated, there is an immediate 50% chance that they are 1d3 basilisks. Otherwise, use the result rolled.

**Basilisk:** CR 3; SZ M Magical beast; HD 6d10+12; hp 45; Init -1 (Dex); Spd 20 ft; AC 16 (+7 natural, Dex); Atk +8 melee (1d8+2, bite); SA petrifying gaze; SQ camouflage; AL N; SV Fort +9, Ref +4, Will +3; Str 15, Dex 8, Con 15, Int 2, Wis 12, Cha 10.

**Skills:** Hide +4, Spot +5. **Feats:** None.

**SA—Petrifying Gaze (Su):** Creatures who meet a basilisk’s gaze must make a Fortitude save (DC 13) or turn to stone permanently. A basilisk can petrify creatures in this fashion at a range of up to 30 feet.

**SQ—Camouflage (Ex):** The basilisk’s dull coloration and ability to remain motionless for long periods of time give it an additional +4 modifier to Hide checks in natural settings—an advantage not included in the above numbers.

## A. Fungus Cave

*Large quantities of various fungi grow in this cave. Giant mushrooms, fully eight feet high, tower over you. Bright colors—red, yellow and purple—flare in the light of your torches. Water drips from the ceiling, and the humidity threatens to snuff out your torches. It seems to be very warm in here. . . maybe too warm.*

This cavern is a large, fungi-filled place with various nonharmful (20% edible) fungi sprouting from the walls and floor.

## B. Statuary

*This cavern is as damp and overgrown with fungus as the last. About 60 feet ahead, you see a creature about four feet tall, standing stone-still between two large mushrooms, poised as though ready to hurl his axe!*

This cavern, like its predecessor, has a thick layer of fungal growth. It is, in most respects, identical to area A above. The chief difference is the presence of a statue of a dwarf, poised as though he is about to throw his axe, facing the entrance to area B.

**Treasure:** The dwarf's equipment is intact, though now made of stone, and consists of the following: chainmail, +2 ring of resistance, 3 handaxes, a purse with 6 gp and 23 cp, and 2 days' iron rations in his backpack. If revived, **Giblet**, a 5<sup>th</sup> level fighter, gladly joins the party as its henchman if it is not Evil. Note: His ring, if pried off while still stone, breaks.

**Giblet, Male Dwarf Ftr5:** CR 5; SZ M Humanoid; HD 5d10+20; hp 57; Init +1 (Dex,); Spd 15 ft (20 ft base); AC 17 (+5 armor, +1 shield, Dex); +8 melee (1d10+3, dwarven waraxe, crit x3), +3 missile (1d6+3, throwing axe, range: 10 ft); SQ darkvision, dwarf racial abilities; AL LG; SV Fort +8, Ref +2, Will +1; Str 16, Dex 12, Con 19, Int 11, Wis 11, Cha 8.

**Skills:** Appraise +3, Climb+2, Craft (Weapon) +5.  
**Feats:** Blindfight, Cleave, Exotic Weapon Proficiency (dwarven waraxe), Great Cleave, Power Attack.

**Possessions:** Dwarven waraxe, chainmail, small steel shield, +2 ring of resistance, 3 throwing axes.

## C. Statues and a Hole in the Ground

*This room contains less fungi than the first two caverns. Amidst the growths of mold are a series of beautifully sculpted stone statues. They are all incredibly detailed, even lifelike, as though carved by one of the greatest dwarven artists of the last age!*

This room lacks the choking fungal growth of the previous caverns, but it does host a large sinkhole that dips 40 feet; at its bottom is a tunnel that leads to level 7A. **Sixteen stone statues** stand in various positions around the room. There are nine humans, six dwarves, and a scantily clad elven female. And **1d3 basilisks** always prowl here.

**Basilisks:** CR 3; hp 45 each; SA petrifying gaze; SQ camouflage.

**Treasure:** If revived, these stone adventurers will offer to serve their liberators. Each of the nine humans is a 3<sup>rd</sup> level fighter, except No. 3 who is a cleric of St. Cuthbert. Fighter No. 6 bears a large sack holding 2,000 gp; No. 9 carries six small gems (25 gp each) in his purse. They all have standard dungeon equipment.

All of the dwarves, except No. 3, are outfitted as the humans described above. Dwarf No. 3, a 4<sup>th</sup> level fighter, wears +1 plate mail. And the elf, a 4<sup>th</sup> level wizard, carries a scroll of protection from petrification hidden in her staff.

## D. The Lair of the Basilisks

*This room is nearly devoid of fungus. It does contain several of those eight-legged lizards and more piles of rubble. You look about and see numerous statues of rats, bats and even a giant spider or two, just as the lizards attack you!*

There are **1d4+2 basilisks** here. Remember: there is a maximum of 11 basilisks on this level of the dungeon. If a number of "wandering" basilisks have been killed, the number encountered here may need to be reduced to maintain the cumulative total of 11 on this level. A large number of stone animals (bats, rats, etc.) populate this room, but no adventurers have ever made it this far.

**Basilisks:** CR 5; hp 45 each; SA petrifying gaze; SQ camouflage.

**Treasure:** In the southwest spur of the cavern is a small vein of gold. A dwarf or miner could extract this given four weeks of mining; it would yield ore valued at 40,000 gp. It would take several return visits to carry all of the mined gold out of this cavern.

## 4A-3. Caverns

These caverns are uphill from the 4A-2 caverns detailed above; the air is somewhat drier, and the floor and wall less festooned with fungus. The floors (except in D) are also less congested with rubble, and movement speed can increase to three-quarters normal. Full movement or running still requires a Reflex save (DC 14), or the character falls and takes 1d3 subdual damage.

**Note:** Except for room A, add 1 to any wandering monster check. The basilisks do not venture far into the other caves, which are populated primarily by rust monsters that seem somehow immune to the basilisks' gaze. All caverns, except for C, contain fungi and both stalactites and stalagmites.

## A. Sinkhole Room

*The rubble in this cavern is less obstructive than previously encountered. The cave seems somewhat drier, though little rivulets of water trickle through depressions in the floor before joining and flowing into an abysmal sinkhole in the center of the cave.*

This room contains a large sinkhole that drops 50 feet. It is the normal home of an **undead ooze**. It has no treasure.

**Undead Ooze:** CR 4; SZ H Ooze; HD 6d12; hp 39; Init -2 (Dex); Spd 25 ft, Climb 25 ft; AC 6 (-2 size, -2 Dex); Atk +4 melee (2d8, crush plus SA); Face/Reach 10 ft x 10 ft/10ft; SA engulf, cold, skeletons; SQ blindsight (60 ft), creeping, undead, ooze; AL CE; SV Fort +8, Ref -2, Will +6; Str 10, Dex 7, Con -, Int 8, Wis 14, Chr 1.

*Skills:* None. *Feats:* None.

SA—*Engulf (Ex):* Any opponent hit with a successful crush attack may be engulfed during the next round. The victim can make an attack of opportunity against the ooze as it seeks to engulf him. If the victim does not attack, he may instead make a Reflex save (DC 18) to avoid engulfment. Engulfed victims are subject to cold damage each round and are considered to be grappled and trapped within the body of the ooze. The ooze is free to make other crush attacks in subsequent rounds, but it can only engulf one Medium victim per three HD of the undead ooze (or one Small victim per two HD and one Large victim per four HD).

SA—*Cold (Ex):* Any victim engulfed by the ooze suffers 1d8 cold damage per round.

SA—*Skeletons (Su):* If confronted with multiple enemies, the ooze expels 1d6 skeletons from its mass. These skeletons conform to the stats of standard, Medium-size skeletons and attack any living thing in the area. If no living things remain in the vicinity of the ooze, the skeletons collapse into piles of bone and await reabsorption by the ooze.

SQ—*Creeping (Ex):* The ooze can climb any vertical surface and can hang from the underside of any horizontal surface as long as one-third of its mass touches a vertical surface. It can pass through openings as small as a human head.

**Note:** For more information on the Undead Ooze, see the *Creature Collection* by **Sword and Sorcery Studio**.

## B. Wraith Lair

*Wind seems to be blowing through this long, narrow cave. Lots of wind. You can barely hear the voices of your comrades over the noise.*

The stream can be crossed easily at its shallowest point, which is three feet deep. Moving to within 20 feet of the river disrupts any spells that require material spell components if they could be blown out of the caster's hand. The river is 20 feet wide at the point where it must be crossed to reach the lair of the **wraith**.

At the northern end of the room on the far shore of the river is the lair of the wraith. His gravesite is marked with an "X." His coffin lies buried under four feet of sand. The wraith emerges from his casket through the sand in incorporeal form three rounds after the party sets foot on the northern shore.

**Wraith:** CR 5; hp 32; SA constitution drain; SQ daylight powerlessness, unnatural aura, undead, incorporeal, spawn, turn resistance (+2).

**Treasure:** The wraith's coffin, buried in the sand, contains (under the bones) a suit of solid bronze +1 plate mail studded with 12 sapphires (100 gp each) and a necklace of missiles (5 stones).

**Swimming Downstream:** Anyone swimming downriver must roll a Fortitude save (DC 15; persons in armor suffer their armor check penalty on this roll) or begin to drown. Survivors—or bodies—are washed up on level 9A in approximately 20 minutes.

## C. Hide the Fighters!

*The walls of this cavern appear to be corroded as if by acid. The walls themselves appear to be composed of alternating bands of red and silver stone. The silver portions have an outer coating of red flakes resembling rust. Bounding toward you are (1-3) creatures, the likes of which you have never seen. They look like strange red crabs lacking pincers but wagging long, wavy tails. The creatures approach quickly, with all the enthusiasm of puppies.*

This room is situated within a large vein of iron that has been gnawed at and consumed by the **1d3 rust monsters** that live here. There are a total of six such creatures in the caves.

**Rust Monster:** CR 1; SZ M Aberration; HD 5d8+5; hp 27; Init +3 (Dex); Spd 40 ft; AC 18 (+3 Dex, +5 natural); Atk +3 melee (touch [x2], antennae plus rust), -2 melee (1d3, bite); SA rust; SD scent; AL N; SV Fort +2, Ref +4, Will +5; Str 10, Dex 17, Con 13, Int 2, Wis 13, Cha 8.

*Skills:* Listen +9, Spot +9. *Feats:* Alertness.

SA—*Rust (Su):* A successful touch attack causes the target metal to corrode and rust, immediately falling to pieces, useless. The size of the object is immaterial—a full suit of armor rusts away as quickly as a sword. Magical armor and weapons and other enchanted items made of metal must make an item save (DC 20) including any applicable enchantment bonus. These creatures target the largest metal object available, striking first at armor, then shields, weapons and smaller items. It prefers ferrous metals (steel, iron, etc.) to precious metals (gold, silver, etc.), but it will devour the latter if given the opportunity. A metal weapon that inflicts a damaging attack on a rust monster also immediately corrodes and becomes useless. Wooden and stone weapons and weapons made of nonmetallic materials are unaffected.

SQ—*Scent (Ex):* A rust monster can scent metal objects up to 90 feet away and will dash toward the source in an attempt to strike it with its antennae. The creature is relentless in its pursuit of metal, chasing adventurers for long



distances if they still possess intact metal objects. But the creatures often cease their attacks to devour freshly rusted metal. A clever (or desperate) adventurer can often distract a hungry rust monster by tossing it some metal objects, then fleeing out of range when the creature stops to consume them.

## D. Death from Above!

*Fresh heaps of rubble indicate that the ceiling has recently caved in. Large stalactites cover the intact ceiling areas, and weird, glowing lichens illuminate the room with an eerie, unnatural light.*

This room contains a great deal of rubble, and movement is reduced to one-quarter normal. Dangling above the horseshoe-shaped pile are **three large piercers**, which drop on unsuspecting PCs who do not make a successful Spot check (DC 28). These particular piercers have 20 hp.

**Piercers (CR3):** These creatures are hard to Spot (DC 28). They are not detectable by darkvision. When they fall, a Reflex save (DC 20) can be made to avoid them. Failure results in 1d12 plus 2d6 sneak-attack damage as the piercer impales its victim. Once they have lodged within their victims, piercers continue to inflict 1d3 damage each round until removed (Strength check DC equal to 5 plus damage done). Once on the ground, piercers are helpless and can be attacked as a helpless defender. They have AC 18 (+13 natural, -5 Dex).

**Treasure:** At the end of the northeast rat tunnel is the corpse of a dire rat with a human finger in its maw. On this finger is a *ring of mind shielding*.

**Exits from this cavern:** The northwest tunnel opens into the bottom of a 50-foot-deep sinkhole. Climbing out of the sinkhole (Climb check DC 14) reveals a tunnel leading to level 6A.

## E. Deadly Fungus

*As you enter the tunnel, you notice it slopes downward; the water flow parallels the descent. The temperature increases a few degrees as you proceed along this passage, and fungi once again cover the floors and walls. You reach the entrance to a grand cavern, with gypsum flowers and calcite crystals growing everywhere.*

**Traps:** Several traps have been placed in this room. The first is a large patch of **yellow mold**, positioned at mouth of the grand cavern. Only the lead character can noticed it on a successful Spot check (DC 15). If the mold is not detected, read the following:

*As you move forward, the ground feels squishy, and the air around you clouds over with yellow spores!*

**Yellow Mold (CR 6):** If disturbed, a patch of this mold bursts into a cloud of poisonous spores. All characters within 10 feet of the mold must make a Fortitude save (DC 15) or take 1d6 points of temporary Constitution damage and another Fortitude save (DC 15) within one minute or take another 2d6 points of temporary Constitution damage. Fire destroys yellow mold, and sunlight renders it dormant.

Also present in the room is a 20 ft x 20 ft **pit**, 20 feet deep and filled with spiked sticks.

**Spiked Pit Trap (20 Feet Deep):** CR 1; no attack roll necessary (2d6 falling damage) plus +10 melee (1d4 spikes for 1d4+2 points of damage per successful hit); Reflex save (DC 20) avoids the pit; those falling in can make a Reflex save (DC 20) to reduce the damage from the spikes by half; Search (DC 20); Disable Device (DC 20).

There is also a **tripwire** strung across the tunnel leading to 4A-3F, which dumps the lead character onto his face and makes a clang.

**Tripwire Trap:** CR 1; no attack roll necessary; lead character stunned for 1d3 rounds if a Reflex save (DC 20) missed; Search (DC 20); Disable Device (DC 5).

If the party is extremely noisy or of a large number or uses light, the goblins detailed below are alert and ready.

## F. Lost Goblins

There are **six goblins** trapped here; they came up from Level 12A via Level 7A and are afraid to go back because of the basilisks. They fight only if the party refuses to negotiate with them. If the PCs try to parlay, the goblins can be persuaded to leave in peace, but they must be assured that the basilisks are gone.

**Tactics:** These goblins are wise and cunning and are only trapped here as a result of a bad encounter with the basilisks. **Gurran** has one *scroll* with which to save a comrade, but is currently in search of a safer way out for them all. The goblins are very well prepared to encounter the PCs if any of their alarm traps were triggered. The goblins have already cast the spells underscored in their respective spell lists. Unless the party negotiates immediately, the goblins attack using summoned monsters (including **three dire rats** from the *giant vermin* spell, a **fiendish dire rat**, **two fiendish dire weasels** and a **fiendish griffin**) and a magical barrage, including **Zagros'** *scroll of blade barrier*. Gurran, the leader, uses his Diplomacy skill to negotiate safe passage if the party makes the first move. He is far more concerned with escape than with fighting a well-armed group.

The goblins' basic battle tactics include artillery spells and backstabs. None of the goblins seeks a melee (except when he outflanks his opponent). **Org** acts as a bodyguard for Gurran, and **Ostler** sneaks in and uses his *lions* to attack from behind, saving his potion for escapes. **Zim** is very dangerous, seeking to kill PC spellcasters first; his *displacement* ability and *potion of heroism* combined with the *improved invisibility* spell cast on him by Gurran give him a decided advantage against a PC wizard. Zagros uses his *scroll* only in a dire emergency and otherwise stays close to and defends Gurran. Gurran use his *wand* every round unless there is a good reason not to, such as the likelihood its use would injure his comrades.

**Gurran, Male Goblin, Wiz9:** CR 9; SZ M Humanoid; HD 9d4+18; hp 46; Init +2 (Dex); Spd 30 ft; AC 18 (+6 bracers, Dex); Atk +5 melee (1d4+1, dagger); SQ darkvision (90 ft); AL NE; SV Fort +5, Ref +5, Will +10; Str 13, Dex 15, Con 15, Int 18, Wis 14, Cha 13.

*Skills:* Alchemy +16, Concentration +14, Diplomacy +7, Escape Artist +8, Knowledge (arcana) +16, Scrye +16, Spellcraft +16. *Feats:* Combat Casting, Iron Will, Maximize Spell, Scribe Scroll, Silent Spell, Spell Mastery (4), Still Spell.

*Spells Prepared (5/6/6/5/4/2):* 0—*flare, resistance* (expires in 6 rounds), *daze, dancing lights, read magic*; 1<sup>st</sup>—*magic missile* (x2), *summon monster I* (expires in 6 rounds), *spider climb, change self, color spray*; 2<sup>nd</sup>—*Melf's acid arrow* (x2), *invisibility, see invisible* (expires in 89 minutes), *mirror image* (expires in 8 minutes), *protection from arrows* (expires in 89 minutes); 3<sup>rd</sup>—*suggestion, summon monster III* (expires in 7 rounds), *haste, displacement, tongues* (expires in 88 minutes); 4<sup>th</sup>—*fire shield, wall of fire, stonewall* (expires in 24 hours), *improved invisibility* (expires in 8 minutes, cast on Zim); 5<sup>th</sup>—*summon monster V* (expires in 9 rounds), *cloudkill*.

*Possessions:* Robes, spellbook, dagger, *wand of lightning* (22 charges), +6 bracers of deflection, ring of fire resistance, scroll of four spells (*forcecage, stone to flesh, phase door, mass haste*), sack with 11 gp.

**Zagros, Female Goblin, Cle7 (Orcus):** CR 7; SZ M Humanoid; HD 7d8+21; hp 58; Init +0; Spd 40 ft (magical boots); AC 21 (+7 armor, Dex); Atk +8 melee (1d8+2, heavy mace); SA death touch; SQ darkvision (90 ft), increased evil spells; AL CE; SV Fort +8, Ref +2, Will +11; Str 13, Dex 11, Con 17, Int 12, Wis 18, Cha 12.

*Skills:* Concentration +11, Heal +14, Hide -2, Knowledge (religion) +11, Spot +3. *Feats:* Weapon Focus (heavy mace), Iron Will, Maximize Spells, Run.

SA—*Death Touch (Su):* Once per day, Zagros can make a melee touch attack against a living opponent. If successful, she rolls 7d6. If the total equals or exceeds her opponent's current hit points, her opponent dies. No save.

SQ—*Increased Evil Spells (Su):* Zagros casts evil spells at a +1 caster level.

*Unholy Spells Prepared (6/5/4/3/2):* 0—*resistance* (x2) (expires in 5 rounds), *light, cure minor wounds* (x3); 1<sup>st</sup>—*cure light wounds* (x3), *cause fear* (x2); 2<sup>nd</sup>—*silence, hold person, death knell, spiritual weapon*; 3<sup>rd</sup>—*deeper darkness, prayer* (expires in 8 rounds), *summon monster III* (expires in 7 rounds); 4<sup>th</sup>—*giant vermin* (expires in 8 minutes), *cure critical wounds*.

*Domain Spells (Death/Evil):* 1<sup>st</sup>—*protection from good*; 2<sup>nd</sup>—*death knell*; 3<sup>rd</sup>—*animate dead*; 4<sup>th</sup>—*unholy blight*.

*Possessions:* +1 heavy mace, plate mail, scroll of 3 spells (*blade barrier, dispel magic, summon monster VII* [summons a dire tiger]), boots of speed, 125 gp.

**Ostler, Male Goblin, Rog7:** CR 7; SZ M humanoid; HD 7d6+14; hp 48; Init +8 (Dex, Improved Initiative); Spd 30 ft; AC 18 (+4 armor, Dex); Atk +6 melee (1d8+1, longsword); SA sneak attack (+2d6); SQ darkvision (90 ft); AL LE; SV Fort +4, Ref +9, Will +2; Str 12, Dex 19, Con 14, Int 14, Wis 11, Cha 10.

*Skills:* Balance +2, Disable Device +12, Escape Artist +11, Hide +11, Jump +8, Listen +10, Move Silently +11, Pickpocket +11, Sense Motive +10, Spot +10, Tumble +11, Use Magic Device +9. *Feats:* Alertness, Dodge, Improved Initiative, Mobility, Spring Attack, Sneak Attack +4d6, Evasion, Uncanny Dodge (Dex bonus to AC), Uncanny Dodge (can't be flanked), Set Traps.

*Possessions:* Longsword, *potion of invisibility* (3 doses), +2 leather armor, *figurine of wondrous power* (2 golden lions), small sack with 2 gp.

**Zim, Male Goblin, Ftr4/Rog3:** CR 7; SZ M Humanoid; HD 3d6+6 plus 4d10+8; hp 43; Init +3 (Improved Initiative, Dex); Spd 30 ft; AC 13 (Dex; note that all attacks miss 50% of the time); Atk +13/+9 melee (1d6+7, +3 shortsword), +11 melee (1d6+4, shortsword in off hand); SA sneak attack (+2d6); SQ evasion, uncanny dodge (Dex Bonus to AC), set traps, darkvision (90 ft); AL LE; SV Fort +7, Ref +7, Will +2; Str 18, Dex 16, Con 14, Int 11, Wis 10, Cha 8.

*Skills:* Hide +13, Move Silently+13, Search +4, Sense Motive +5, Spot +5, Swim +12, Tumble +13. *Feats:* Ambidexterity, Weapon Focus (shortsword), Two-weapon Fighting, Improved Two-weapon Fighting.

*Possessions:* +3 shortsword, shortsword, *potion of heroism, cloak of displacement, gold and ruby necklace* (800 gp value).

**Org, Male Goblin, Ftr5:** CR 5; SZ M Humanoid; HD 5d10+15; hp 55; Init +7 (Dex, Improved Initiative); Spd 20 ft (30 ft base); AC 23 (+7 armor, +2 shield, Dex); Atk +8 melee (1d8+3, battle axe, crit x3); SQ darkvision (90 ft); AL LE; SV Fort +7, Ref +5, Will +2; Str 17, Dex 18, Con 17, Int 10, Wis 12, Cha 7.

*Skills:* Climb +8, Swim +8, Craft (trapmaking) +8, Spot +4. *Feats:* Alertness, Combat reflexes, dodge, expertise, Improved Initiative, Power Attack.

*Possessions:* Battleaxe, plate mail, large wooden shield, *ring of warmth, potion of gaseous form, 22 gp, key to large box.*

**Treasure:** In the northeast corner of the room is a large box containing four weeks' iron rations, a *magical water skin* that refills itself once every 12 hours, and a locked strongbox holding 400 gp (Org has the key).

# Appendix: Monsters

This appendix includes statistics on monsters found in and around Rappan Athuk not keyed to a particular encounter location, such as wandering monsters or monsters so commonly encountered as to be ubiquitous.

**Basilisk:** CR 3; SZ M Magical beast; HD 6d10+12; hp 45; Init -1 (Dex); Spd 20 ft; AC 16 (+7 natural, Dex); Atk +8 melee (1d8+2, bite); SA petrifying gaze; SQ camouflage; AL N; SV Fort +9, Ref +4, Will +3; Str 15, Dex 8, Con 15, Int 2, Wis 12, Cha 10.

*Skills:* Hide +4, Spot +5. *Feats:* None.

**SA—Petrifying Gaze (Su):** Creatures who meet a basilisk's gaze must make a Fortitude save (DC 13) or turn to stone permanently. A basilisk can petrify creatures in this fashion at a range of up to 30 feet.

**SQ—Camouflage (Ex):** The basilisk's dull coloration and ability to remain motionless for long periods of time give it an additional +4 modifier to Hide checks in natural settings—an advantage not included in the above numbers.

**Burrowing Grubs (CR4):** These diminutive vermin crawl off carrion and infest living hosts. They cause a fatal illness unless cured or killed. When first encountered, a Spot check (DC 15) can be made to avoid them entirely. If this save is failed, the grubs have contacted the victim and penetrated his skin. Once this occurs, the victim may make a Wisdom check (DC 15). If successful, he notices strange burrowing below the surface of his skin. Each turn thereafter, a Fortitude save (DC 17) must be made. If failed, the victim sustains 2d6 Con damage. When the victim reaches 0 Con, he dies. The grubs then look for a new host. During the first two turns, the grubs can be killed by applying flame to or by cutting open the affected skin. The flame or cutting also does 2d6 damage to the victim. If a Heal check (DC 15) is successful, cutting damage can be reduced to 1d6. After the second turn, only a *cure disease* spell will save the victim.

**Carrion Crawlers:** CR 3; SZ L Aberration; HD 3d8+6; hp 19; Init +2 (Dex); Spd 30 ft, climb 20 ft; AC 17 (-1 size, +2 Dex, +6 natural); Atk +4 melee (no damage [x8], tentacle, plus paralysis), -1 melee (1d4+1, bite); SA paralysis; SD scent; AL N; SV Fort +3, Ref +3, Will +5; Str 14, Dex 15, Con 14, Int 1, Wis 15, Cha 6.

*Skills:* Climb +10, Spot +6. *Feats:* Multiattack.

**SA—Paralyzation (Ex):** Targets hit by a tentacle must make a Fortitude save vs. DC 13 or be paralyzed for 2d6 minutes.

**Displacer Beast:** CR 4; SZ L Magical beast; HD 6d10+18; hp 51; Init +2 (Dex); Spd 40 ft; AC 16 (-1 size, +2 Dex, +5 natural); Atk +9 melee (1d6+4[x2], tentacles) and +3 melee (1d8+2, bite); Reach 15 ft with tentacles; SQ displacement, darkvision (90 ft); AL LE; SV Fort +8, Ref +8, Will +5; Str 18, Dex 15, Con 16, Int 5, Wis 15, Cha 8.

*Skills:* Hide +14, Spot +5, Move Silently +8. *Feats:* Alertness, Multiattack.

**SQ—Displacement (Su):** A light-bending supernatural glamour continually surrounds a displacer beast, making it difficult to determine the creature's true location. Any melee or missile attack directed at the beast has a 50% chance of missing unless the attacker can locate the beast by a means other than sight. The beast gains a +2 saving throw bonus vs. any spell or magical attack targeted at it. A *true seeing* effect allows the user to see the beast's true position (thus negating the glamour's effects), but *detect invisibility* has no effect.

**Gas Spore:** CR 1; SZ M Plant; HD 1d2; hp1; Init +0; Spd 10 ft, fly 10 ft (poor); AC 10; Atk +0 melee (1d3, touch, poison rhizomes); SA explode, poison; SQ mimic beholder; SV Fort +0 Ref +0 Will +0; AL N; Str 3, Dex 10, Con 10, Int —, Wis 12, Cha 1.

*Skills:* Spot +8.

**SA—Poison Rhizomes (Ex):** Any mammal touched by a gas spore is infected with seedpods and begins to gestate infant gas spores. A Fortitude save (DC 12, +2 DC per additional day until cured) must be made every day until a *cure disease* spell is cast on the afflicted mammal. Any failure results in the temporary loss of 1d6 Constitution. Once the victim's Constitution is reduced to 0, the host mammal dies, and the now-viable gas spores burst from their host. If cured, a Fortitude save (DC 10) must be made for each Constitution point lost after the third day of infection. If saves are failed, the Constitution point is lost permanently.

**SA—Explode (Ex):** If a gas spore is damaged, it explodes doing 6d6 damage to everything within a 30-foot radius.

**SQ—Mimic Beholder (Ex):** These creatures closely resemble beholders; there is a 90% chance that, on initial glance, they will be mistaken as such.

**Gelatinous Cube:** CR 3; SZ H Ooze; HD 4d10+36; hp 76; Init -5 (Dex); Spd 15 ft; AC 3 (-2 size, Dex); Atk +1 melee (1d6+4, slam, plus 1d6 acid); Face/Reach 10 ft x 10 ft/10 ft; SA engulf, paralysis, acid; SQ blindsight (60 ft), transparent, electricity immunity, ooze; AL N; SV Fort +5, Ref -4, Will +1; Str 10, Dex 1, Con 19, Int —, Wis 11, Cha 1.

**SA—Engulf (Ex):** Although it moves slowly, a gelatinous cube can engulf Large-size or smaller creatures as a standard action. It may not make a slam attack during the same round it engulfs. The engulf attack effects any creatures the cube moves over. The victim can make an attack of opportunity against the cube as it seeks to engulf her. If the victim does not attack, she may instead make a Reflex save (DC 13) to avoid engulfment. A successful save means the victim is pushed aside or forward. Persons engulfed are subject to paralysis and acid attacks and are considered to be grappled and trapped within its body.

**SA—Paralysis (Ex):** A target slammed or engulfed must make a Fortitude save (DC 16) or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent.

**SA—Acid (Ex):** Any melee success by the cube, including engulfing, deals acid damage. If the victim is engulfed, she sustains damage every round of engulfment.

*SQ—Transparent (Ex)*: Cubes are difficult to see, requiring a Spot check (DC 15) to notice one, even under ideal conditions. Creatures who fail to see a cube might walk right into it and become automatically engulfed.

**Ghast**: CR 3; SZ M Undead; HD 4d12; hp 28; Init +2 (Dex); Spd 30 ft; AC 16 (+4 natural, Dex); Atk +1 melee (1d4, claws [x2], plus paralysis) plus +4 melee (1d8+1, bite, plus paralysis); SA paralysis, stench; SQ undead immunities, spawn; AL CE; SV Fort +1, Ref +3, Will +6; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 16.

*Skills*: Climb +6, Escape Artist +8, Hide +8, Intuit Direction +3, Jump +6, Listen +8, Move Silently +7, Search +6, Spot +8. *Feats*: Multiattack, Weapon Finesse (bite).

*SA—Paralysis (Ex)*: Those hit by a ghast attack must succeed at a Fortitude save (DC 14) or be paralyzed for 1d6+4 minutes. Elves are not immune to paralysis from ghosts.

*SA—Stench (Ex)*: The stink of death and corruption surrounding these creatures causes those within 10 feet to make a Fortitude save (DC 15) or be racked with nausea, suffering a -2 morale penalty to all rolls for 1d6+4 minutes.

**Ghoul**: CR 1; SZ M Undead; HD 2d12; hp 14; Init +2 (Dex); Spd 30 ft; AC 14 (+2 natural, Dex); Atk +3 melee (1d6+1, bite, plus paralysis) plus +0 melee (1d3, claws [x2], plus paralysis); SA paralysis; SQ undead immunities, spawn; AL CE; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 16.

*Skills*: Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7. *Feats*: Multiattack, Weapon Finesse (bite).

*SA—Paralysis (Ex)*: Those hit by a ghoul attack must succeed at a Fortitude save (DC 14) or be paralyzed for 1d6+2 minutes. Elves are immune to paralysis from ghouls.

**Goblin Leader, Rog5**: CR 4; SZ S Humanoid; HD 1d8+1 plus 5d6+5; hp 26; Init +2 (Dex); Spd 15 ft (20 ft base); AC 16/17 (+1 size, Dex, +3 armor/with shield); Atk +3 melee (1d6, handaxe, crit x3), +3 melee (1d4+1, dagger, crit 19-20), +6 ranged (1d6+1, +1 shortbow, crit x3, range 60 ft); SA sneak attack (+3d6); SQ evasion, uncanny dodge, traps, darkvision (90 ft); AL NE; SV Fort +3, Ref +10, Will +2; Str 10, Dex 14, Con 12, Int 11, Wis 11, Cha 10.

*Skills*: Appraise +4, Balance +6, Bluff +1, Climb +4, Decipher Script +2, Diplomacy +1, Disable Device +4, Disguise +2, Escape Artist +6, Hide +16, Intimidate +2, Intuit Direction +2, Jump +2, Listen +10, Move Silently +12, Open Lock +5, Pick Pocket +6, Search +5, Sense Motive +1, Spot +9, Tumble +6, Use Magical Device +2, Use Rope +5. *Feats*: Dodge, Mobility.

*Possessions*: Studded leather armor, small wooden shield, +1 shortbow with 40 arrows, handaxe, dagger, 1d4 sp, 2d4 cp.

**Goblin Scouts, Rog3**: CR 2; SZ S Humanoid [goblinoid]; HD 1d8 plus 3d6; hp 14; Init +1 (Dex); Spd 15 ft (20 ft base); AC 15/16 (+1 size, Dex, +3 armor/with shield); Atk +1 melee (1d6-1, handaxe, crit x3), +1 melee (1d4-1, dagger, crit 19-20), +1 melee (1d6-1, javelin) or +2 ranged (1d6-1, javelin, range 30 ft), or +2 ranged (1d6,

shortbow, crit x3, range 60 ft); SA sneak attack (+2d6); SQ evasion, uncanny dodge, traps, darkvision (60 ft); AL NE; SV Fort +1, Ref +7, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

*Skills*: Appraise +2, Balance +5, Bluff +0, Climb +2, Disable Device +3, Disguise +0, Escape Artist +4, Hide +13, Intuit Direction +1, Jump +1, Listen +7, Move Silently +10, Open Lock +3, Pick Pocket +3, Search +2, Spot +5, Tumble +5, Use Rope +3. *Feats*: Dodge, Mobility.

*Possessions*: Studded leather armor, small wooden shield, shortbow with 40 arrows or javelins (3) or handaxe, dagger, 1d4 sp, 2d4 cp.

**Green Slime** (CR4): A single patch of green slime deals 1d6 points of temporary Constitution damage per round while it devours flesh. Extreme cold or heat, sunlight or a *cure disease* spell destroys a patch of green slime. Against wood or metal, green slime deals 1d6 points of damage per round. It does not harm stone.

**Juju Zombie**: CR 2; SZ M Undead; HD 4d12; hp 32; Init +6 (Dex); Spd 40 ft; AC 18 (+2 natural, Dex); Atk +7/+3 melee (1d6+3, 2 fists); SQ undead immunities, damage resistance (15/+1), immune to electricity and *magic missiles*, immune to piercing and crushing weapons, resistant to fire; AL CE; SV Fort +2, Ref +5, Will +2; Str 16, Dex 22, Con —, Int 10, Wis 10, Cha 10.

*Skills*: Climb +20, Escape Artist +10, Hide +10, Intuit Direction +3, Jump +10, Listen +7, Move Silently +10, Search +6, Spot +7. *Feats*: Dodge, Spring Attack, Mobility.

*SQ—Immune to Electricity and Magic Missiles (Ex)*: Juju zombies take no damage from electricity of any kind and are completely immune to *magic missiles*.

*SQ—Immune to piercing and crushing weapons*: Juju zombies take no damage from crushing or bludgeoning attacks. All piercing attacks do one point of damage. They take normal damage from slashing attacks, subject to their damage resistance.

*SQ—Resistance to Fire (Ex)*: A juju zombie takes half damage from all fire attacks.

**NPC Party**—The DM should use the *Dungeon Master's Guide* to create an NPC group. This group can be hostile or friendly as the DM sees fit. They should be of the same approximate level as the PCs and could be in search of Rappan Athuk or on the way to town. This encounter can also be used as a lead-in for side adventures involving monster lairs or bandit monsters. Unless the DM is feeling particularly bloodthirsty, this encounter should be used to develop plot threads or provide an opportunity to hear rumors. Or it can be used as a combat encounter.

**Ogre**: CR 2; SZ L Giant; HD 4d8+8; hp 28; Init -1 (Dex); Spd 30 ft; AC 16 (-1 size, -1 Dex, +5 natural, +3 hide); Atk +8 melee (2d6+7, huge greatclub); Reach 10 ft; AL CE; SV Fort +6, Ref +3, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

*Skills*: Climb +5, Listen +3, Spot +3. *Feats*: Weapon Focus (greatclub).

*Possessions*: Huge greatclub, sack with a hunk of uncooked meat, 4d10 gp, 3d12 sp, 10 gp gem or piece of jewelry.



**Piercers (CR3):** These creatures pose as stalactites and hang about, waiting for unsuspecting victims. They are hard to Spot (DC 28). They are not detectable by darkvision. When they fall, a Reflex save (DC 20) can be made to avoid them. Failure results in 1d6 (up to 1d12 for large piercers) plus 2d6 sneak attack damage, as the piercer impales its victim. Once lodged in their victim, piercers continue to inflict 1d3 damage each round until removed (Strength check DC equal to 5 plus damage done). Once on the ground, piercers are helpless and can be attacked as a helpless defender. They have AC 18 (+13 natural, -5 Dex) and 8 to 20 hit points, depending on their size.

**Rats, Dire:** CR 1/2; SZ S Animal; HD 1d8+1; hp 4; Init +3 (Dex); Spd 40 ft, climb 20 ft; AC 15 (+1 size, +1 natural, Dex); Atk +3 melee (1d4, bite plus disease); SA disease; SQ scent; AL N; SV Fort +3, Ref +5, Will -1; Str 5, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

**Skills:** Climb +11, Hide +11, Listen +1, Move Silently +6. **Feats:** Weapon Finesse (bite).

**SA—Disease (Ex):** A successful bite attack forces the victim to make a Fortitude save (DC 12) or suffer *filth fever*; incubation period 1d3 days, damage 1d3 Dex and 1d3 Con.

**Rats, Normal:** CR 1/8; SZ D Animal; HD 1d3; hp 1; Init +4 (Dex); Spd 30 ft, climb 20 ft; AC 18 (+4 size, Dex); Atk -2 melee (1d3-1 plus disease); SA disease; AL N; SV Fort +2, Ref +4, Will +0; Str 6, Dex 18, Con 14, Int 1, Wis 12, Cha 4.

**Skills:** Climb +11, Hide +15, Move Silently +10. **Feats:** None.

**SA—Disease (Ex):** A successful bite attack forces the victim to make a Fortitude save (DC 11) or be infected with a plaguelike disease that incubates in 1d3 days; initial damage is one point of temporary Constitution damage, and subsequent damage is one point of temporary Dexterity damage and one additional point of temporary Constitution damage.

**Rust Monster:** CR 1; SZ M Aberration; HD 5d8+5; hp 27; Init +3 (Dex); Spd 40 ft; AC 18 (+3 Dex, +5 natural); Atk +3 melee (touch [x2], antennae plus rust), -2 melee (1d3, bite); SA rust; SD scent; AL N; SV Fort +2, Ref +4, Will +5; Str 10, Dex 17, Con 13, Int 2, Wis 13, Cha 8.

**Skills:** Listen +9, Spot +9. **Feats:** Alertness.

**SA—Rust (Su):** A successful touch attack causes the target metal to corrode and rust, immediately falling to pieces, useless. The size of the object is immaterial—a full suit of armor rusts as quickly as a sword. Magical armor and weapons and other enchanted items made of metal must make an item save (DC 20), applying any enchantment bonus. These creatures target the largest metal object available, striking first at armor and then shields, weapons and smaller items. It prefers ferrous metals (steel, iron, etc.) to precious metals (gold, silver, etc.), but it will devour the latter if given the opportunity. A metal weapon that inflicts a damaging attack on a rust monster also immediately corrodes and becomes useless. Wooden, stone and other nonmetallic weapons are unaffected.

**SQ—Scent (Ex):** A rust monster can scent metal objects up to 90 feet away; it will dash toward the source

and attempt to strike it with its antennae. The creature is relentless in its pursuit of metal, chasing adventurers for long distances if they still possess intact metal objects. But the creatures often cease their attacks to devour freshly rusted metal. A clever (or desperate) adventurer can often distract a hungry rust monster by tossing it some metal objects and then fleeing while the creature stops to consume them.

**Shriekers:** CR 2; SZ M Plant; HD 2d10+2; hp 13; Init +0; Spd 0 ft; AC 13 (+3 natural); Atk none; SA shriek; AL N; SV Fort +4, Ref —, Will -5; Str —, Dex —, Con 13, Int 1, Wis 2, Cha 1.

SA—*Shriek (Su)*: Any movement within 10 feet or a light source within 30 feet of a shrieker causes the fungus to emit a piercing sound that lasts for 1d3 rounds. All actions are at -2 during the shriek, due to the distraction and pain caused by its volume and pitch.

**Skeleton:** CR 1/2; SZ M Undead [skeletal]; HD 1d12; hp 8; Init +5 (Improved Initiative, Dex); Spd 30 ft; AC 13 (+2 natural, Dex); Atk +0 melee (1d6, shortsword or handaxe) or +0 melee (1d4 [x2], claws); SQ undead immunities, reduced damage; AL NE; SV Fort +0, Ref +1, Will +2; Str 10, Int -, Wis 10, Dex 12, Con -, Cha 10.

*Skills:* None. *Feats:* Improved Initiative.

SQ—*Reduced Damage (Ex)*: Skeletons take one point of damage from piercing weapons (like arrows) and take only half damage from slashing weapons (like swords). They take full damage from bludgeoning weapons (like maces).

*Possessions:* Small shield, shortsword or handaxe.

**Skeleton, Black:** CR 3; SZ M Undead [skeletal]; HD 6d12; hp 42; Init +4 (Dex); Spd 40 ft; AC 20 (+6 natural, Dex); Atk +6 melee (1d8 [x2], longsword, plus strength drain); SA frightful presence, strength drain; SQ undead immunities, turn resistance (+4), damage resistance 15/+1; AL CE; SV Fort +2, Ref +7, Will +2; Str 11, Dex 19, Con -, Int 13, Wis 10, Cha 14.

*Skills:* Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7. *Feats:* Ambidexterity, Two-weapon Fighting, Weapon Focus (longsword).

SA—*Frightful Presence (Ex)*: This ability makes the creature's very presence unsettling to foes. When a black skeleton shrieks, which is a free action, opponents within 60 feet must make a Will save (DC 15) or be stricken as per the *fear* spell for 5d6 rounds. Creatures of 7 HD or greater are not affected.

SA—*Strength Drain (Ex)*: Good-aligned characters hit by a black skeleton must make a Will save (DC 14) or suffer 1d3 temporary Strength damage.

**Stirge:** CR 1; SZ T Beast; HD 1d10; hp 6; Init +4 (Dex); Spd 10 ft, fly 40 ft (poor); AC 16 (+2 size, +4 Dex; AC 12 if attached); Atk +6 melee (1d3, touch, plus attach and blood drain); Face/Reach 2 1/2 ft x 2 1/2 ft/0 ft; SA attach, blood drain; SQ darkvision (200 ft); AL N; SV Fort +2 Refl +6 Will +1; Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6.

*Skills:* Spot +8 (acute sense of smell), Hide +14. *Feats:* Weapon Finesse (touch).

SA—*Attach (Ex)*: If a stirge hits with a touch attack (target's armor bonuses ignored), it uses its eight pincers to latch on to its target's body. A stirge attaches itself with incredible strength and cannot be pulled off. You must kill a stirge to remove it. If an attack is made against an attached stirge, that attack is at -4 because the attacker must be careful not to hit the stirge's victim. The victim does not suffer this penalty. An attached stirge has AC 12.

SA—*Blood Drain (Ex)*: An attached stirge drains blood, dealing 1d4 temporary Constitution damage each round it remains attached. Once it has drained four points of Constitution, it detaches and flies off to digest its meal. Temporary Constitution damage is regained at a rate of one point per day.

**Troll:** CR 5; SZ L Giant; HD 6d8+36; hp 68; Init +6 (Improved Initiative, Dex); Spd 40 ft; AC 18 (+7 natural, Dex, -1 size); Atk +9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); Reach 10 ft; SA rend; SQ regeneration (5 hp/round), darkvision (90 ft), scent; AL CE; SV Fort +11, Ref +2, Will +4; Str 23, Dex 14, Con 23, Int 6, Wis 10, Cha 6.

*Skills:* Jump +8, Listen +5, Spot +5. *Feats:* Alertness, Improved Initiative, Iron Will, Multiattack.

SA—*Rend (Ex)*: If a troll hits with both claw attacks, he latches onto his foe's body and tears the flesh, automatically dealing an additional 2d6+9 points of damage.

**Umbur Hulk:** CR 7; SZ L Aberration; HD 8d8+32; hp 68; Init +1 (Dex); Spd 20 ft, burrow 20 ft; AC 17 (-1 size, +1 Dex, +7 natural); Atk +12 melee (2d4+6 [x2], claws) +10 melee (2d8+3, bite); SA confusion gaze; SD tremorsense (60 ft); AL CE; SV Fort +10, Ref +7, Will +6; Str 23, Dex 14, Con 19, Int 9, Wis 11, Cha 13.

*Skills:* Climb +17, Listen +11, Jump +14. *Feats:* Multiattack.

SA—*Confusion Gaze (Ex)*: Opponents within 30 feet are affected by the umbur hulk's gaze attack. If the victim fails a Will save (DC 15), he is affected as per a *confusion* spell cast by an 8<sup>th</sup> level sorcerer.

**Undead Ooze:** CR 4; SZ H Ooze; HD 6d12; hp 39; Init -2 (Dex); Spd 25 ft, Climb 25 ft; AC 6 (-2 size, -2 Dex); Atk +4 melee (2d8, crush plus SA); Face/Reach 10 ft x 10 ft/10 ft; SA engulf, cold, skeletons; SQ blindsight (60 ft), creeping, undead, ooze; AL CE; SV Fort +8, Ref -2, Will +6; Str 10, Dex 7, Con -, Int 8, Wis 14, Chr 1.

*Skills:* None. *Feats:* None.

SA—*Engulf (Ex)*: Any opponent hit by a successful crush attack may be engulfed in the next round. The victim can make an attack of opportunity against the ooze as it seeks to engulf. If the victim does not attack, it may instead make a Reflex save (DC 18) to avoid engulfment. Engulfed victims are subject to cold damage each round and are considered grappled and trapped within the body of the ooze. The ooze is free to make crush attacks in subsequent rounds, but can only engulf one Medium-size

## APPENDIX: MONSTERS

victim for every three HD of the undead ooze (or one small victim for every two HD or one large victim per four HD).

**SA—Cold (Ex):** Any victim engulfed by the ooze suffers 1d8 cold damage per round.

**SA—Skeletons (Su):** If confronted with multiple enemies, the ooze expels 1d6 skeletons from its mass. These skeletons conform to the stats of standard, medium-size skeletons and attack any living thing in the area. If no living things remain in the vicinity of the ooze, the skeletons collapse into piles of bones and await reabsorption by the ooze.

**SQ—Creeping (Ex):** The ooze can climb any vertical surface and hang from the underside of any horizontal surface as long as a third of its mass touches a vertical surface. It can pass through openings as small as a human head.

**Note:** For more information on the Undead Ooze, see the *Creature Collection* by **Sword and Sorcery Studio**.

**Violet Fungi:** CR 6; SZ M Plant; HD 2d10+2; hp 13; Init +0; Spd 10 ft; AC 13 (-1 Dex, +4 natural); Atk +3 melee (1d6+2 [x4], tentacles, plus poison); Reach 10 ft; SA poison; AL N; SV Fort +6, Ref -1, Will +0; Str 14, Dex 8, Con 16, Int 2, Wis 11, Cha 9.

**SA—Poison (Ex):** A successful touch attack with a tentacle forces the victim to make a Fortitude save (DC 14) or suffer 1d4 points of temporary Strength damage and 1d4 points of temporary Constitution damage. One minute later, the victim must repeat the save.

**Wererats:** CR 2; SZ S Shapechanger; HD 2d8+3; hp 16; Init +3 (Dex); Spd 40 ft, climb 20 ft; AC 18 (+1 size, +3 natural, Dex); Atk +3 melee (1d4, bite), +3 melee (1d6, rapier, crit 18-20) or +3 ranged (1d6, shortbow, crit x3, range 60 ft); SQ scent, damage reduction (15/silver or +1), shape shifting, curse of lycanthropy; AL NE; SV Fort +5, Ref +5, Will +5; Str 10, Dex 17, Con 12, Int 12, Wis 12, Cha 10.

**Skills:** Climb +11, Hide +11, Listen +5, Move Silently +6, Spot +8. **Feats:** Weapon Finesse (bite), Weapon Finesse (rapier).

**SA—Shape Shifting (Su):** All lycanthropes can shift into animal form. Weretigers, wererats and werewolves also can assume a bipedal form that has opposable thumbs and animalistic features. Changing to or from animal or hybrid form is a full-round action. Upon assuming animal or hybrid form, the lycanthepe regains hit points as if having rested for a day. If slain, the lycanthropic creature reverts to its original form, though it remains dead. However, a body part separated from the whole retains its animal form.

**Possessions:** Rapier, shortbow with 20 arrows, 2 gems (25 gp each), 3d12 cp, 2d6 sp, 1d8 gp.

**Wight:** CR 3; SZ M Undead [corporeal]; HD 4d12; hp 32; Init +1 (Dex); Spd 30 ft; AC 15 (+4 natural, Dex); Atk +3 melee (1d4+1, buffet plus level drain); SA level drain; SQ undead immunities, spawn, turn resistance (+1); AL LE; SV Fort +1, Ref +2, Will +5; Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 15.

**Skills:** Climb +5, Hide +8, Listen +8, Move Silently +16, Search +7, Spot +8. Wights receive a +8 bonus to Move Silently checks. **Feats:** Blindfight.

**SA—Level Drain (Ex):** Every successful hit by a wight inflicts one negative level on a living creature. After 24 hours, the afflicted creature must make a Fortitude save (DC 14) to recover the level lost or it is lost permanently.

**Wraith:** CR 4; SZ M Undead [incorporeal]; HD 5d12; hp 32; Init +7 (Improved Initiative, Dex); Spd 30 ft, Fly 60 ft (good); AC 16 (+3 natural, Dex); +5 melee (1d4, touch, plus 1d6 Con drain); SA constitution drain; SQ daylight powerlessness, unnatural aura, undead, incorporeal, spawn, turn resistance (+2); AL LE; SV Fort +1, Ref +4, Will +4; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

**Skills:** Hide +11, Intimidate +10, Intuit Direction +6, Listen +12, Search +10, Spot +12. **Feats:** Alertness, Blindfight, Combat Reflexes, Improved Initiative.

**SA—Constitution Drain (Su):** Any living creature a wraith touches must make a Fortitude save (DC 14) or suffer 1d6 points of Constitution drain.

**SQ—Incorporeal (Ex):** Wraiths are incorporeal, having no physical body. Nonmagical matter or energy has no effect on them. They are immune to all nonmagical attack forms, including normal fire, cold and acid. They cannot manipulate objects or exert physical force on objects, though they have a tangible presence allowing touch attacks. Incorporeal creatures can only be harmed by other incorporeal creatures, by +1 or better weapons, or by spells, spell-like or supernatural effects. Even when struck by magic or magic weapons, incorporeal creatures have a 50% chance of ignoring such damage (unless from a force effect, such as *magic missile*). The touch attack of an incorporeal creature ignores all armor, including magic armor, unless that armor is made of force (such as *mage armor* or *bracers of defense*). Incorporeal creatures can move in any direction and through solid objects. They are inaudible unless they desire to make noise.

**Yellow Mold (CR 6):** If disturbed, a patch of this mold bursts into a cloud of poisonous spores. All characters within 10 feet of the mold must make a Fortitude save (DC 15) or take 1d6 points of temporary Constitution damage and another Fortitude save (DC 15) within one minute or take 2d6 points of temporary Constitution damage. Fire destroys yellow mold, and sunlight renders it dormant.

# RAPPAN ATHUK—THE DUNGEON OF GRAVES: THE UPPER LEVELS

This printing of *Rappan Athuk—The Dungeon of Graves: The Upper Levels* is done under the Open Game License version 1.0 and a draft version of the D20 System Trademark License by permission from Wizards of the Coast. Once finalized, subsequent printings of this book will incorporate final versions of both licenses.

This publication contains Open Game Content, as defined below. Open Game Content may only be used under and in accordance with the terms of the Open Game License as fully set forth in this Appendix.

**Designation of Product Identity:** The following items are hereby designated as Product Identity in accordance with Section 1(e) of the Open Game License, version 1.0: All Necromancer Games logos and identifying marks and trade dress, including all Necromancer Games Product and Product Line names including but not limited to The Wizard's Amulet, The Crucible of Freya, The Tomb of Abysthor, Bard's Gate, Rappan Athuk and The Dungeon of Graves; all Sword and Sorcery Studios logos and identifying marks and trade dress, including all Sword and Sorcery Product and Product Line names; all artwork, illustration, graphic design, maps and cartography; the story, storyline, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations contained herein; the proper names of all characters and creatures and their descriptions and other accompanying text, though not their stat blocks; and all text and description, including but not limited to Zelkor, the Forest of Hope, the city of Tsar, Bofed, "The Well", Marthek, Saracek, Akberth, Black skeletons, Scramge, the mushroom of youth, Speigle, the mithril gates, Bannor, the Hall of the Cyclops King, Ambro, Banth, Kazleth, the Phase Minotaur King, The Well of Agamemnon, burrowing grubs, Green Guardian Gargoyles, The Dung Monster, Filaar, Jarvik, the Stoneheart Mountain Dungeon, Gorbash, Horsefly Swamp, Dragonmarsh Lowlands, Wild Edge River, Coast Road, "Beware of Purple Worms," Snaggletooth the Faerie Dragon, False Black Skeletons, Nodrojo the Spectre, The Crucible of Freya, The Sword of Air, Giblet, Gurran, Zagros, Org, Ostler and Zim. In addition, the creature name "Undead Ooze," though not its stat block, is used by permission from the Sword and Sorcery Studio and is hereby designated as Product Identity. The above Product Identity is not Open Game Content, and reproduction without the written permission of the copyright holder is expressly forbidden, except for the purposes of reviews.

**Designation of Open Game Content:** The following material is hereby designated as Open Game Content and may be used pursuant to the terms of the Open Game License: all creature, character, item, spell, town, deity and trap "stat blocks", though not the accompanying names of any such creatures, characters, items, spells, towns, deities and traps original to this adventure module these are specifically designated as Product Identity.

OPEN GAME LICENSE Version 1.0.

PERMISSION TO DISTRIBUTE THIS LICENSE IS MADE BY WIZARDS OF THE COAST.

The following text is the property of Wizards of the Coast, Inc. and is Copyright © 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product Identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc. Rappan Athuk—The Dungeon of Graves: The Upper Levels Copyright 2000, Bill Webb and Clark Peterson, Necromancer Games, Inc. Creature Collection Copyright 2000, Clark Peterson, Sword and Sorcery Studio.

## D20 SYSTEM TRADEMARK LICENSE

Draft Version 0.4. The following text is Copyright © 1999 Wizards of the Coast. All Rights Reserved.

### 1. Definitions.

1.1. "License" means this document.

1.2. "Publication" means any distribution of material under the terms of this License.

1.3. "D20 System Trademarks" means the words "D20 System", and the D20 System logo.

1.4. "D20 System Reference Document" means the copyrighted work owned by Wizards of the Coast identified by that name.

1.5. Each licensee is addressed as "You".

2. The License.

2.1 Offer and Acceptance: Wizards of the Coast offers You the right to Accept the terms of this License.

You are permitted to use the D20 System Trademarks only in compliance with this License. Use of the Trademarks under any other circumstances is permissible only with explicit written permission from Wizards of the Coast. Distribution of any Publication which uses the D20 System Trademarks indicates your acceptance of the terms of this License.

2.2 Consideration: In consideration for agreeing to use this License, Wizards of the Coast hereby grants You a world-wide, royalty-free, non-exclusive license to use the D20 System Trademarks as described in this License.

### 3. Terms and Conditions.

#### 3.1 Limitation of License

3.1.1. No Publication distributed under the terms of this License may contain information creating characters compatible with the D20 System Reference Document v0.0.

3.1.2. No Publication distributed under the terms of this License may contain information explaining the effects on characters of earning experience or advancing in "level" as that term is defined in the D20 System Reference Document v0.0.

3.1.3. The document known as the D20 System Reference Document v0.0 contains a section titled "Restricted Terms and Definitions". You may not use any term described in that section in any way other than as described in that section in a Publication covered by this License. If the D20 System Reference Document is revised by Wizards of the Coast, you may use any version of the "Restricted Terms and Definitions" section of any version of the D20 System Reference Document issued by Wizards of the Coast.

#### 3.2. Required Notices

3.2.1. You must include a copy of this License with every Publication covered by this License that you distribute.

#### 3.3. Wizards of the Coast Logos and Trademarks.

3.3.1. You may place a notice in the Publication that reads: "Requires the use of the Dungeons & Dragons(R) Player's Handbook, Third Edition, published by Wizards of the Coast(R)." If typography permits, the "(R)" indicia should be converted to the recognized "circle R" character.

3.3.2. If you use the provisions in 3.3.1, you must attach the following notice to the Publication: "Dungeons & Dragons(R) and Wizards of the Coast(R) are Registered Trademarks of Wizards of the Coast, and are used with Permission." If typography permits, the "(R)" indicia should be converted to the recognized "circle R" character.

3.3.3. You may not use the Dungeons & Dragons(R) or Wizards of the Coast(R) trademarks in advertising or in any material separate from the Publication, or in any other way other than that described in Section 3.3.1 and 3.3.2.

#### 3.4. Use of the D20 System Logo

3.4.1. If the Publication is not an electronic file, You must include on the either the front, spine, or back cover of a Publication distributed under the terms of this License the graphical icon known as the "D20 System" logo, which must appear at a size no smaller than .5 (one half) inches by .5 (one half) inches.

3.4.2. If the Publication is an electronic file, the "D20 System" logo must appear in the first area of the Publication displayed when a user views the Publication under normal conditions. The logo must not be smaller than .5 (one half) inches by .5 (one half) inches.

3.4.3. If an Electronic Publication cannot reproduce a graphic element (for example, an ASCII text file), the file must contain the text "This file contains material based on the D20 System. The D20 System and the D20 System logo are trademarks owned by Wizards of the Coast and used under the terms of the D20 Trademark License."

3.4.4. The logo may not be obscured by any other graphic element.

3.4.5. No other alterations of the "D20 System" logo are permissible.

#### 3.5. Permission to use the D20 System Trademarks

3.5.1. You are granted permission to use the "D20 System" Trademarks in advertising connected with a Publication distributed under the terms of this License.

3.5.2. You are granted permission to use the D20 System Trademarks in advertising copy and package copy to describe any Publication distributed under the terms of this License.

3.5.3. You are prohibited from claiming ownership or Trademark interest in the "D20 System" logo, or the "D20 System" trademarks.

3.5.4. You are prohibited from using the "D20 System" logo or the "D20 System" Trademarks in association with a Publication that does not include content derived at least in part from the D20 System Reference Document.

#### 4. Inability to Comply Due to Statute or Regulation.

If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Covered Materials due to statute, judicial order, or governmental regulation then You may not Publish any Covered Material so affected.

#### 6. TERMINATION.

This License and the rights granted hereunder will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses to the Covered Materials which are properly granted shall survive any termination of this License. Provisions which, by their nature, must remain in effect beyond the termination of this License shall survive.

#### 7. MISCELLANEOUS.

If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.



# RAPPAN ATHUK™

## The Dungeon of Graves: The Upper Levels

### Enter the World's Most Legendary Dungeon!

From the nefarious black skeletons to the lair of the arch-lich, Zelkor, Rappan Athuk is the most famous and feared dungeon in all the lands. Do you seek the mithril gates, adventurer? Or perhaps the ring of the sorcerer, Akbeth? Does your quest take you to Hell itself? Then you have come to the right place. A pity you won't be staying long....

### Death and Despair

The first in the "R" series of D20 System dungeon modules by Necromancer Games, **Rappan Athuk—The Dungeon of Graves: The Upper Levels** is the grand-daddy of all dungeon crawls! This dungeon of caverns, passages, traps and hidden chambers defies even the most experienced adventurer to travel its halls. This module features six levels of this evil, multilevel dungeon, including monsters your characters have never imagined in their worst nightmares. Rappan Athuk awaits!

Fantasy—Swords and Sorcery  
Adventure (Dungeon)  
Core D20 System



©2000, Clark Peterson and Bill Webb,  
Necromancer Games, Inc.  
[www.necromancergames.com](http://www.necromancergames.com)

ISBN 1-58846-156-4  
WW8360 \$9.99 U.S.



9 781588 461568