

Q1
FOR ADVANCED
D&D™ GAME

Dungeon Module Q1

Queen of the Demonweb Pits

by **David C. Sutherland III**
with **Gary Gygax**

AN ADVENTURE FOR CHARACTER LEVELS 10-14



This module is the exciting conclusion of a series of seven AD&D™ modules. It may be played on its own or as the climax of the "Giant" series (G1, G2, and G3) and the "Drow" series (D1, D2, and D3). The persistent adventurers must now face the Demon Queen herself, and on her own plane!

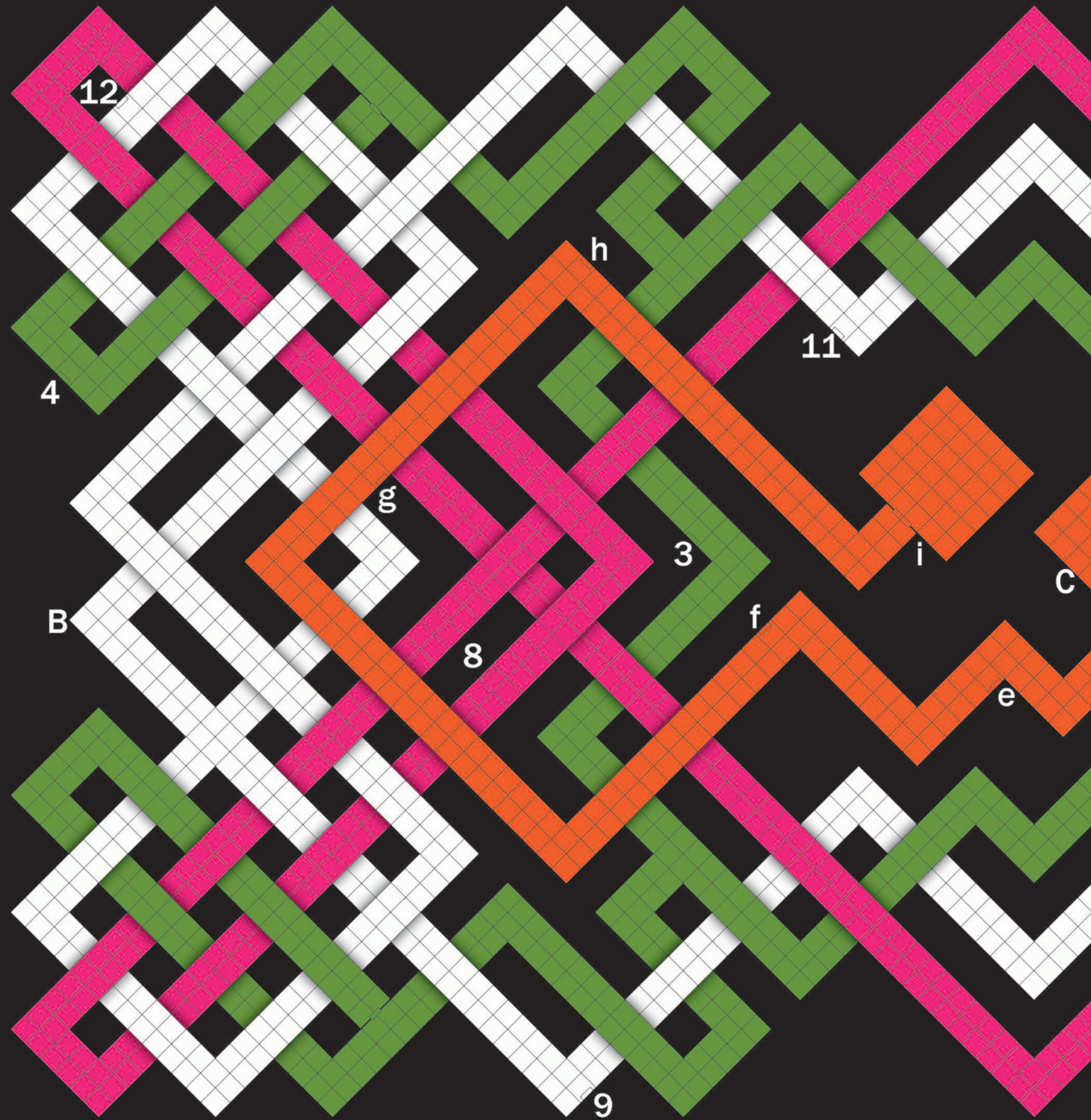
The first of a new series of other-planar adventures, this module includes several new monsters, maps of the Web and lair of Loth, and notes on eight alternate worlds, suitable for expansion and addition to existing AD&D™ campaigns.

If you enjoy this module, watch for future releases in the AD&D™ line from TSR, The Game Wizards.

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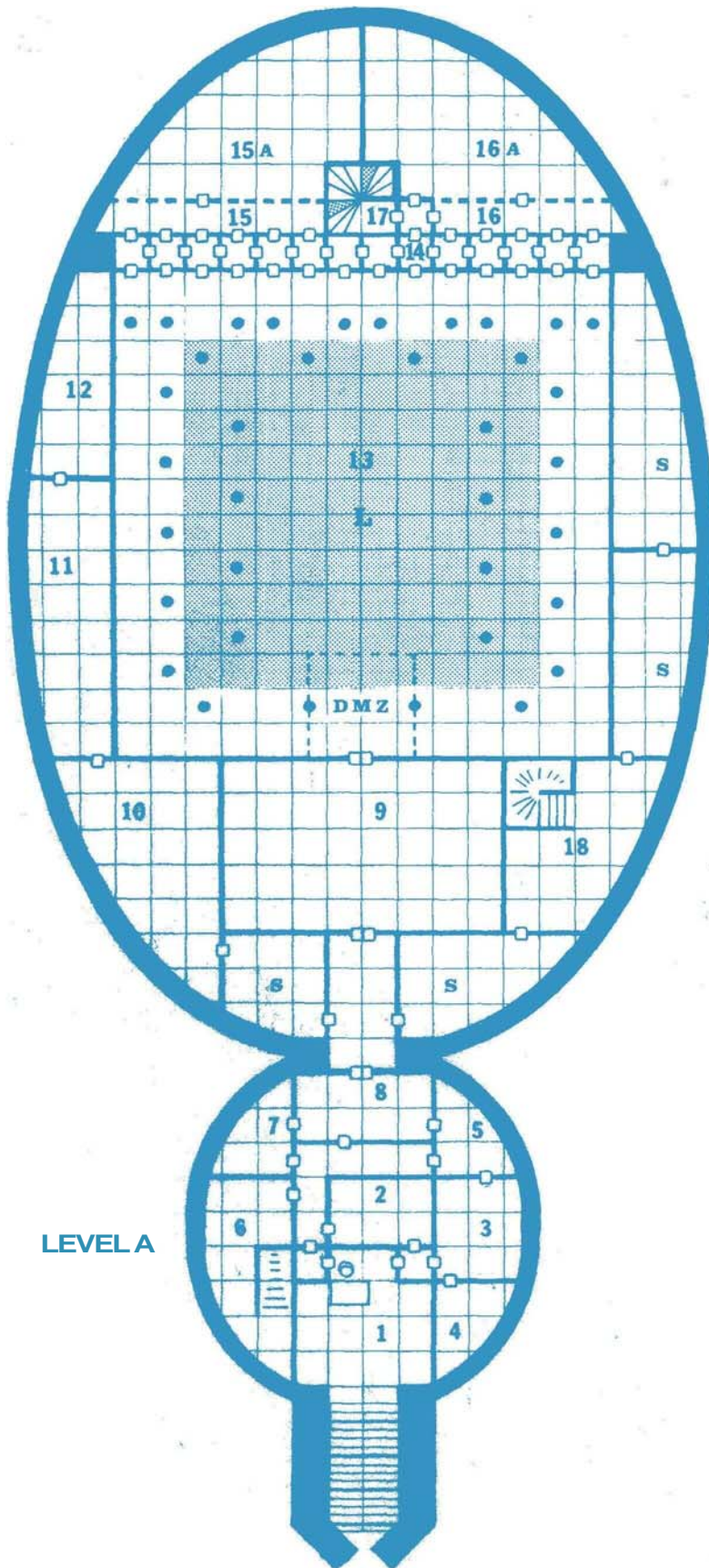


First Level



Second Level

DECKS A & B



LEVEL B

LEVEL A



DOOR



TABLE



CHAIR



STAIRS DOWN



DOUBLE DOOR



STORAGE



GRAY FLOOR



PILLAR



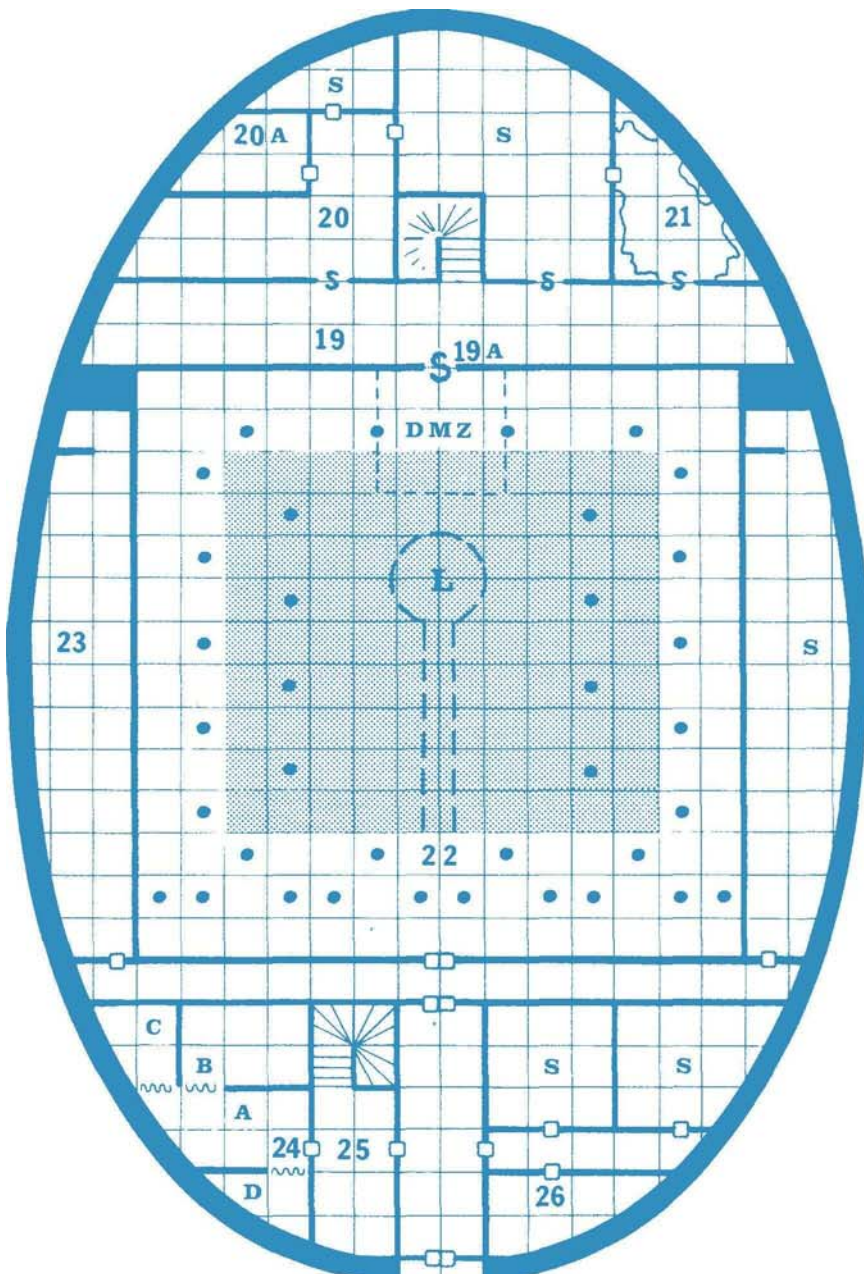
ILLUSIONARY WALL



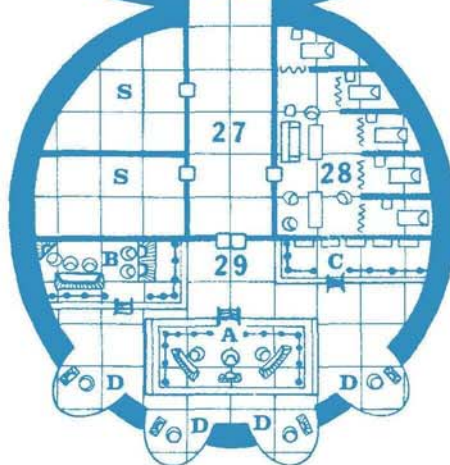
SPIRAL STAIR

DECKS C & D

LEVEL C



LEVEL D



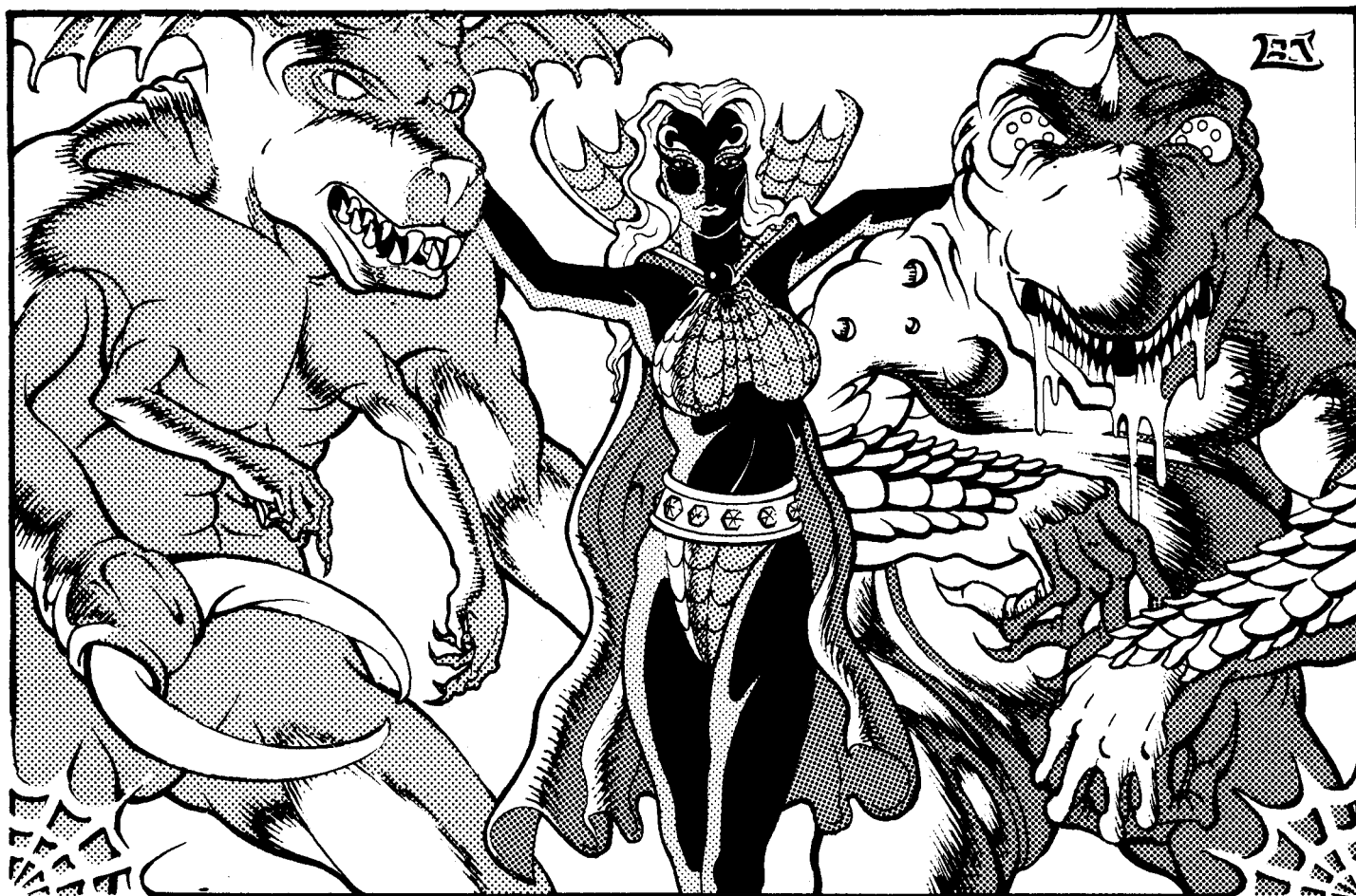
-  RAILING
-  CONSOLE
-  POWER
-  BLISTER WINDOW
-  SECRET DOOR
-  CURTAIN
-  TABLE
-  COUCH
-  BED
-  PLATFORM

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Dungeon Module #Q1

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PREFACE

As this is the last of a series of seven modules, six of which were authored by me, you might well wonder why this one was done by Dave Sutherland. The explanation is simple. About two years ago I laid out the outline of the action for this whole series, and over the next six months wrote as many modules. The last was the crowning piece, of course, and it was left aside until a considerable period of time could be spent addressing it so as to assure that **DEMONWEB** was, in fact, something special. In the meantime, I had to get busy finishing the **DUNGEON MASTERS GUIDE**, already behind schedule because I'd spent time on module design. As I was reviewing my ideas for **DEMONWEB**, it suddenly struck me that what I had sketched out was far too similar to another module 'rough' I was committed to: the **TEMPLE OF ELEMENTAL EVIL**, the final part of the **VILLAGE OF HOMMLET (AD&D™ module T1)**. Now I was faced with a true dilemma!

Finishing a module from an outline is not a difficult task. Creating a whole new setting is, and that was exactly what was required for one or the other of the modules I was committed to. Then one day, as I was talking with Dave, the quandary was resolved. He showed me an idea he had for a "dungeon" level, and what a level! What an idea! This, I told him, was the perfect setting for the **DEMONWEB**, and straightaway placed the entire project into his capable hands. Since then, he has been hard at work developing and perfecting the scenario you now have before you. My only contributions have been some brief notes, a monster, a bit of editing, and this introductory piece. I am certain that you will find **DEMONWEB** to be a superior design, and Dave deserves all the credit. It is a fitting climax of and culmination for the other adventures in the series. **DEMONWEB** is remarkably innovative and imaginative. Take a look now, and see if you don't agree that it is special indeed—guaranteed to give your players unsurpassed challenge. This module is truly for the expert player, and ability—not character level—will be the telling factor. Enjoy!

Gary Gygax
March, 1980

Background: How different things seem now from when you undertook the crushing of a few rebellious hill giants! What seemed a simple adventure has turned into a major expedition. Much time has passed since you discovered the conspiracy that led you to the home of the frost giants and the stronghold of the fire giants. From the **HALL OF THE FIRE GIANT KING** (in Dungeon Module G1, 2, 3), information pointed to the involvement of the long-forgotten Drow. This evil underground race seemed to be plotting the destruction of the human lands. Determined to remove this threat, you followed close behind the fleeing Drow. Traveling through tunnels, guided by a map left hastily behind, you encountered minor outposts of these evil elves and the outposts of mind flayers and wererats in your **DESCENT INTO THE DEPTHS OF THE EARTH** (in Dungeon Module D1, 2). Other races inhabited these tunnels, but they were of little help—being mostly trolls, troglodytes, and unknown fish-men guarding their **SHRINE OF THE KUO-TOA** (in Dungeon Module D1,2).

At last it seemed as if the final goal had been reached, the **VAULT OF THE DROW** (Dungeon Module D3). Hidden in a great chamber under the earth, the Drow nobles were disorganized and feuding. As a band, you were able to use this to your advantage, slipping through the city to the great temple beyond. It seemed that the

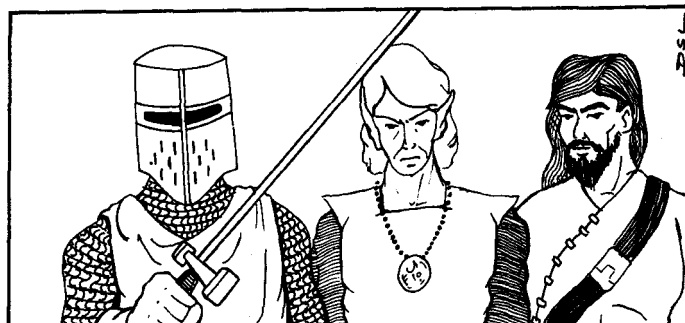
final battle would be here, where the evil priestesses did service to their mentor, the demon queen Lolth. But when all was finished, the last and most dreadful information was learned: even the Drow were directed and controlled! Now it is time to crush the greatest enemy—Lolth, the **QUEEN OF THE DEMONWEB PITS**.

CAUTION: This module, as with all others of this series, has been designed for use by experienced players with high level characters. It demands a great degree of ability from both the DM and the players; inexperienced players, allowed to play with high level characters, cannot be expected to do well. If other modules in the "G" and "D" series have been played, both the DM and the players will know the types of challenges to expect. If for some reason this is the first module for the group, it is recommended that (other than purchasing G1,2,3, D1,2, or D3 to begin with instead) the players be given a chance to survive by observing the following guidelines:

1. The composition of the party must be well-balanced with respect to magic-users and fighters, and at least one thief and two clerics should be along.
2. The average level of the characters should be about 12th, and each character should have magic items appropriate to the level of experience. At least one +3 weapon should be possessed by the party, along with several potions of **healing** and **extra healing**.
3. While in the Web, characters should be allowed to rest and sleep in any room cleared of monsters. Wandering monsters should be checked for each hour. After this rest, magic-users (if they have their spell books) may regain spells and clerics may pray for 1st and 2nd level spells. **HIGHER LEVEL SPELLS MAY NOT BE RECOVERED BY CLERICS IN THE WEB**, although they may be regained normally on any of the alternate worlds (see Web level 4).
4. Once in the Web there is no manner of retreating, for the characters are on another plane. Therefore, the party must be strong enough to face the dangers they will encounter. Eight characters should be considered the minimum number, and ten is usually not excessive.

This module will place great demands on your ability, as Dungeon Master, to run combat and spell casting. It is very important that all monsters herein be played to their best ability for the module to be a challenge to the players. Therefore, you should read the module **thoroughly** before allowing players to adventure in it. If they have not adventured in any of the other modules in the "D" series, they may be unprepared for some of the monsters and situations encountered. You must use your best judgement in deciding what information, if any, they might possess concerning creatures like the Drow.

Complete information on the Drow is contained in Dungeon Module G1,2,3 (**HALL OF THE FIRE GIANT KING**). Sufficient information has been given here to allow you to handle these creatures, should these modules not be available to you.



Start: Play commences in the temple known as the Great Fane of Lolth. (NOTE: This area is **not** shown on the maps in this module. It is mapped in module D3—**VAULT OF THE DROW**—but the following descriptions should prove sufficient.) The characters stand on the first floor. To their rear is a 30' wide passageway out of the temple, flanked on either side by majestic staircases. One leads upwards to the second story, while the other sweeps down to the dungeon level. In front of the party is a 20' wide amber pool in which floats an Image of Lolth. If approached, this Image will rise up until the demon queen is apparently floating in the center of a column that extends from floor to ceiling. Beyond the pool is a mural painted on the wall, flanked by two smoking silver braziers. The painting is of a starry sky with a tunnel of webs stretching into space. The smoke from the braziers drifts to the center of the mural and disappears into it. The wall is solid and has no secret doors.

The play begins with the council of nobles (those good rulers who started this series of adventures by enlisting the aid of the adventurers in fighting the raiding giants; see Dungeon Module G1,2,3-**AGAINST THE GIANTS**) in conversation with the adventurers via the amber pool. This pool apparently acts as a communication device, though none of the characters understands its operation. When the conversation begins, the players will have in hand a platinum EGG about the size of an ostrich egg (5" long and 3" wide). In a previous conversation, the adventurers will have explained about the appearance of the EGG (see Module D3) and will have shown it to the council. After much private discussion, the council has recontacted the players, offering three different opinions concerning the EGG. The majority believe it to be cursed, left by Lolth to wreak vengeance upon her attackers. Some of the older (and perhaps wiser) members believe it to be both a key and a trick to lead and lure intruders somewhere so that Lolth may destroy them. A small majority think that the EGG is a gift from a rival god as a reward for the destruction of Lolth's plans on this world. *All* agree that extreme care should be taken in dealing with the EGG. They also advise the party to investigate the EGG further, possibly casting one or more of the following spells: **augury, commune, remove curse, dispel evil, identify, or dispel magic.**

Notes For The Dungeon Master

The platinum EGG is Lolth's "gift" to the party. It weighs about 60 gp and has no seams, hinges, or other signs of opening. It cannot be opened by hand or force, although it may be dented. It can only be opened by casting a **remove curse** upon it. The person casting the spell will become **cursed** (saving throw applies) to enter the astral gate to Lolth's plane, by running through the amber pool (and the illusion of Lolth) and then through the mural. The character so **cursed** will attempt to retain possession of the EGG. If prevented by other characters, the **cursed** person will either attack or, if outnumbered, bribe the party with the EGG's contents. Inside the EGG are four items: an Iron PYRAMID, a silver SPHERE, an eight-pointed bronze STAR, and a pale blue crystal CUBE. All of these will radiate magic if detected for. They will serve as teleportation keys for rooms on the Web.

To enter the astral gate that will carry the characters to Lolth's plane (the **DEMONWEB**), characters must first walk through the amber pool containing the illusion of Lolth. After doing this, they will be able to step through the mural on the far wall and enter the **DEMONWEB**. The Web is one of the 666 layers of the Abyss. It consists of three interwoven levels, over which floats a fourth level. All levels are dark, but can be illuminated by torches or magical light. The light will not penetrate the fog around the Web's pathways, but the "corridors" can be lit. On each of the three interwoven levels are four doors that lead to rooms on other layers of the Abyss (not shown on the map, as they would clutter it and make it difficult to read). The fourth level has eight doors that lead to alternate worlds of the Prime Material Plane, and one door that leads to the level of the Abyss which contains Lolth's palace.

SPELL ALTERATIONS

Lolth's Web in the Abyss is an environment quite unlike the Prime Material Plane, where most AD&D™ campaigns are run. Because of this, and because of the nature of the Web, many of the spells used by characters on their natural plane will function differently here. It is important to note that some alterations do *not* apply to spell casters who come from the outer planes; they have learned or been taught the way to cast their spells so that they function properly here. Certain spells will not succeed, no matter who the caster is (e.g. **detect evil, conjure animals, etc.**). In all cases, spell casters *encountered* in this region of the Abyss will know the alteration of any spell before casting it.

The following spell lists are arranged according to class: cleric, druid, magic-user, and illusionist spells, arranged alphabetically for each group. **Those spells with an asterisk (*) after them will function normally in the 12 rooms off of the Web and in the palace of Lolth; the noted spell alteration will only apply when used within the Web itself.** A few spells will have different effects depending on where they are cast; these should be carefully noted by the DM. Some spells will NOT be forgotten when cast, and this is noted where the case applies; otherwise, any spell cast *is* used up and forgotten (the normal spell procedure), whether or not it has any effect.

In general, any spell which would contact or open a channel to any other plane of existence will not be successful. Contact with the astral plane (and therefore most other planes) is possible from the first of the 666 layers of the Abyss, but as this is not the location of the **DEMONWEB**, contact may not be made. Of course, if players wish to contact an adjacent layer of the Abyss, that can be accomplished with the proper spell. See **cacodemon** (below) for an example of the results.

CLERICAL SPELLS

It is *very* important to note that while in the Abyss, clerics may not regain spells which must be granted by the deity or agents thereof (i.e., only 1st and 2nd level spells may be relearned). This is due to the fact that the deity will not wish to interfere in the affairs of another plane where such meddling might be seen as offensive to the gods that rule there.

Aerial Servant: This spell will have no effect, as it normally opens a channel to the elemental plane of Air.

Animate Object*: In the Web, this spell will have no effect; the doors, fog, and pathways are parts of Chaos.

Astral Spell: This spell will have no effect.

Commune: Before the spell is cast, the cleric will realize that while in the Abyss, contact cannot be made with the god. If cast anyway, the spell will have no effect.

Conjure Animals: No animals are to be found in the Abyss; the spell will have no effect.

Continual Light*: The light will not illuminate the fog, but will light the paths of the Web as if they were corridors.

Control Weather*: The spell's effect is limited to a 5' radius around the spell caster, and will not affect the maelstrom of wind and fog in any way.

Detect Evil: Everything in the plane radiates evil, no one part stronger than any other.

Detect Magic*: Everything in the Web will radiate magic of equal potency.

Dispel Evil: This spell will only work against creatures summoned from planes other than the Abyss, and is therefore useless against any demon. Other monsters encountered in the plane were not summoned, but entered through the gates, and are therefore unaffected. The reverse of the spell will function normally.

Dispel Magic*: The spell will have no effect if cast on any portion of the Web or into the surrounding maelstrom.

Divination: As this requires advice from a deity's intermediary, the spell will have no effect.

Earthquake* This spell will cause the Web's pathway to buck like a wild pony. All characters must roll a d6; a result of 1 or 2 indicates that the character has been thrown off into the maelstrom, and will be forever lost (unless previous precautions have been taken). After the initial shock, the path will return to normal.

Find The Path: This spell will function properly 65% of the time. A separate check is made for each turn of operation (the spell effect will last for the entire duration, but will probably only function intermittently).

Gate: Any creature **gated** in will instantly know that it is in the Abyss. Creatures **gated** whose relative hit dice, strength, and powers are less than a type IV demon will immediately become frightened, and retreat through the **gate**. Other creatures will only elect to stay 25% of the time, as they do not yet see Lolth as a great threat. If the **gated** creature unbalances the game (i.e. the party will defeat Lolth too easily). Lolth will automatically and immediately summon an equal amount of demonic beings to destroy the **gated** creature (for instance, if a pit fiend were **gated** in, 6 type IV demons would be sent to destroy it).

Holy Word: This spell will not work for any characters, as they are not on their home plane. Its reverse will send lawful good creatures and characters back to their home plane, and will affect other alignments as explained in the **PLAYERS HANDBOOK**.

Insect Plague: There are no insects in the Abyss which will answer a character's summons. The spell *will* work properly for inhabitants of this plane, as small insect-like creatures used to torture lost souls will respond for them.

Light*: See **continual light** (above).

Locate Object*: When used in the Web, the proper direction will be indicated, but each round the spell will randomly point up or down. (Example: "The object you are seeking is in front of you and upwards; no, it's downwards; no, it's upwards ..." and so forth.)

Protection From Evil: Everything around the caster is evil, part of the Abyss; the spell will have no effect.

Raise Dead: There is a 45% chance that the soul of a type I demon (with 32 hit points) will inhabit the body that is being raised. If this occurs, the system shock roll is automatically successful. The player should be secretly told to play the new role. The demon will feign weakness, and will try to lead the party astray or into a deadly situation. It will not attack the party without help. The memories of the victim are not known to the demon.

Regenerate: There is an 80% chance that when this spell OR spell effect (a ring, for instance) is used to regrow a lost body part, the regrowth will occur improperly. The tables below are used to determine possible results:

ARM (d4)

1. animal-like (furry and clawed)
2. insect-like
3. tentacle
4. head and body of a poisonous snake (hostile to players 50% of the time).

LEG (d8)

- | | |
|---|-------------------------------------|
| 1. clawed | 5. bird-like |
| 2. hooved | 6. webbed |
| 3. insect-like | 7. taloned |
| 4. snake-like (may not be used to walk) | 8. suckered (reduce movement by 3") |

HEAD (d6)

- | | |
|----------------|--------------|
| 1. skeletal | 4. faceless |
| 2. frog-like | 5. rat-like |
| 3. insect-like | 6. bird-like |

In all cases where a body part fails to regenerate properly, the charisma of the individual may be affected (at the DM's discretion). Those changes which would give potentially useful abilities (suction cups, claws, etc.) cannot be used during this adventure, as the character must practice with the new ability for at least one month. Certain changes ("faceless", in particular) will result in the character's eventual death unless steps are taken to correct the situation.

Restoration: There is a 10% chance that, if used to restore life levels, the spell or spell effect will unwittingly draw on magical energies from the Abyss, resulting in the loss of another life level from the recipient of the spell. This spell will work normally when used to cure insanity or **feblemind**. It will always function normally in all ways for residents of the Abyss.

Resurrection: There is a 25% chance that the body will be inhabited by a type I demon (see **raise dead**, above).

Speak With Animals: The spell will function correctly with any normal animals brought with the party from the Prime Material Plane; otherwise, as there are no normal, non-fantastic creatures in the Abyss, the spell will have no effect.

Spiritual Hammer: The spell will fail, as the divine aid necessary for the spell's completion will not be given.

Stone Tell*: If cast on the Web's path, the souls trapped therein will begin an uncontrollable noise—pleadings, wild screaming, scorn, mad ravings, life stories, etc.—and will give no useful information.

True Seeing*: The reality of Chaos is impossible to understand by any character in the Web. In one minute of true sight, the cleric will behold the Chaos of the Web: an eye-torturing, blazing tangle of twisted, rope-like objects. The DM must warn the cleric that sanity will be lost if the attempt is continued; the cleric must close his or her eyes immediately, or go raving mad. Loss of sanity will result in the cleric fleeing from the party only to attack them later, or if prevented from flight, immediately attacking. The DM will control the cleric's actions until the cleric is cured by a **heal** spell.

Wind Walk*: The spell will start to fail as soon as the cleric leaves the pathway of the Web, and he or she will spin uncontrollably. The player must declare that he or she is immediately returning to the pathway; if not, the cleric will be hopelessly blown away by the winds of the maelstrom and lost forever.

Word of Recall: The caster will feel queasy and unsteady, but will not teleport to the desired location. The spell will fail due to lack of orientation.

DRUIDICAL SPELLS

Many of a druid's spells involve the conjuration, control, or enchantment of plants or animals. Unfortunately for the druid, none of these spells will work in the Abyss, as there are no normal plants or animals to be found there. The affected spells are **animal summoning I, II, and III, animal friendship, entangle, invisibility to animals, locate animal, locate plant, pass plant, plant growth, and transport via plants**.

Call Lightning: The storms in the Abyss are not the natural type that the druid may call upon, so the spell will have no effect.

Call Woodland Beings: The creatures that the druid may summon are not found in the Abyss, so the spell will have no effect.

Chariot of Sustarre*: The chariot will arrive five minutes after casting. If flown into the maelstrom around the Web, it will be buffeted by winds of hurricane force. Each rider has a 10% chance per turn of being blown off and forever lost in the Abyss. The DM should inform the druid that the horses are not able to keep to the set course. The druid must then turn the chariot back towards the path; if not, it and all its riders will be lost. If turned back, the chariot will return to the pathway in 1-6 turns; the 10% chance per turn of being blown off still applies. Upon returning to the path, the horses, shaken and exhausted, will rest for one hour before pulling the chariot again.

Commune With Nature: The spell will have no effect; nature, as the druid understands it, does not exist on this plane.

Conjure Elemental (Earth or Fire): The druid cannot open a channel to the required plane, so the spell will have no effect.

Control Weather*: As the clerical spell.

Control Winds*: The maelstrom around the Web is a greater force than the druid can control; the spell will have no effect.

Creeping Doom: The insect-like creatures on this plane will not respond to the druid's summons, though they *will* respond to the residents of the Abyss. Therefore, when cast by a character, the spell will have no effect.

Detect Magic*: As the clerical spell.

Dispel Magic*: As the clerical spell.

Heat Metal: Note that Lolth's palace is not made of a ferrous-based metal; otherwise, the spell functions normally.

Insect Plague: As **creeping doom**, above.

Predict Weather: Any prediction will be totally confused, chaotic, and worthless.

Reincarnation: The spell will work, but with adjustments. The table of chaotic evils (below) is used to determine the new form. In all cases, the person reincarnated must have living conditions appropriate to the new form (e.g., *ixitxachitl* must find water, salamanders great heat, etc.); failure to do so will result in death at some point. Furthermore, as the new form was supplied from a chaotic evil plane, the character will discover his personality gradually fading away, to be replaced by the new monster personality. Eventually, he or she will think as the monster thinks, hate what it normally hates, etc. The DM must decide how long this process will take; one hour per level of experience (or some method depending on the strength of will of the original character) is recommended.

CHART OF CHAOTIC EVIL MONSTERS

01-06 Bugbear	53-56 Ogre
07-10 Chimera	57-60 Peryton
11-16 Gargoyle	61-66 Quasit
17-20 Giant, Frost	67-70 Roper
21-24 Giant, Hill	71-72 Salamander
25-28 Groll	73-78 Spicier, Giant
29-32 Hieracosphinx	79-80 Spirit Naga
33-34 Intellect Devourer	81-84 Troglodyte
35-36 Ixitxachitl	85-88 Troll
37-40 Jackalwere	89-92 Umber Hulk
41-44 Lamia	93-94 Water Weird
45-48 Leucrotta	95-98 Werewolf
49-52 Minotaur	99-00 Will-o-wisp

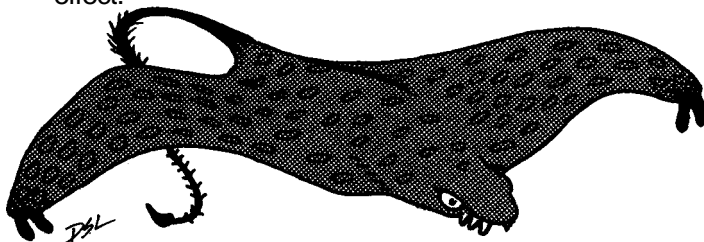
Stone Shape*: The material of the pathways of the Web is not real stone, and is therefore unaffected. If used to open a hole in a wall of one of the rooms off of the Web, the spell will work, revealing a view of the maelstrom.

Summon Insects: As **creeping doom**, above.

Transmute Rock To Mud*: This spell will cause the material of the Web's pathways to become soft and soggy. Human figures will try to heave themselves out of the material, and a great struggle will appear to be going on. In two rounds, however, the path will become solid once again; the struggle falls, as does the spell.

Warp Wood*: If used on a door of the Web, an effect identical to that described in **transmute rock to mud** (above) will be produced; the spell will fail.

Weather Summoning: The forces of weather in the Abyss are beyond the comprehension of the druid; the spell will have no effect.



MAGIC-USERS' SPELLS

Blink*: The DM should take great care in determining the destination of the magic-user. When **blinking** off of the Web pathway, the character will be lost in the maelstrom.

Cacodemon: Any conjured demon will attempt to summon demonic aid (50% effective) to attack the conjurer. The effectiveness of its summons is increased by 10% if it is a type V, and by 20% if type VI or better. To determine the demons responding to its summons, roll percentile dice:

01-70 type I demons (3)
71-90 type II demons (2)
91-00 type III demon (1)

Charm Plants: There are no normal, charmable plants in the Abyss. Plant-like creatures may be affected.

Clairaudience*: Every door on the Web leads to another plane, which is beyond the range of the spell.

Clairvoyance*: As **clairaudience**, above.

Conjure Elemental: The spell will have no effect, as the channel to the elemental plane cannot be opened.

Contact Other Plane: Due to the remote location of the caster (see the diagram of the Known Planes of Existence in the **PLAYERS HANDBOOK** or **DEITIES & DEMIGODS™** Cyclopedica), any plane contacted should be treated as "9 or more removed".

Control Weather: The spell will have no effect, as the weather of the Abyss is beyond the control of any mortal being.

Detect Evil: The entire Abyss is evil; one part is not detectable as *more evil* than any other.

Detect Magic*: The entire Web will radiate equally potent magic. In other areas, the spell functions normally.

Dig*: The spell is ineffective in the Web, as no earth, sand, or mud is present.

Dimension Door*: In the Web, the *maximum* distance will be moved, and in a random direction. The DM should carefully note the destination; if off of the Web's pathway, the caster will be lost in the maelstrom.

ESP*: As **clairaudience**, above.

Feather Fall*: The spell will have no noticeable effect on a character in the maelstrom around the Web.

Find Familiar: The spell will have no effect unless the caster is chaotic evil; if so, and if the summons is answered, it will be by a quasit.

Fly*: If cast in the Web, the spell will not take effect, but will *not* be forgotten, and may be used at a later time.

Gate: As the clerical spell.

Imprisonment: This spell will work, but its reverse will have no effect. Anyone or anything imprisoned in the Abyss will be forever lost in the maelstrom.

Invisibility*: In the Web, any creature encountered can sense the invisible person's location by vibrations, and can attack with only a -2 penalty on the "to hit" roll.

Jump*: Within the Web, any vertical jump will stop at the height of six feet; relatively horizontal jumps will function normally.

Legend Lore: The spell will not take effect, but will not be cast or forgotten.

Levitate*: Apply the same restrictions as on **jump** (above).

Locate Object*: As the clerical spell.

Magic Jar: There is a 30% chance per turn that a lost soul will inhabit the caster's body while vacant. The body will leap up, dance about, and cry about its new-found freedom and home. It will cooperate with anyone willing to lead it out of the Abyss, but knows nothing of Lolth. It will be very possessive of its new body, will flee at any sign of treachery, and will always attempt to protect the body from harm (doing nothing to endanger it). The lost soul may *not* be forced out by the magic-user alone; a clerical **exorcise** is needed to remove it.

Mass Invisibility*: As **invisibility** (above).

Maze*: The spell will last for one round, during which the recipient will behold the Chaos of the Web and do nothing but watch it.

Protection from Demons: This scroll is not powerful enough to function in the Abyss.

Rings: All rings will either function properly or function as a spell effect or protective device (with the listed restrictions), with the following exceptions:

Djinn Summoning: The required channel to the elemental plane cannot be opened, so the ring will be useless.

Regeneration: The ring will function normally when restoring lost hit points; when restoring lost limbs, the tables given in the clerics' spell **regeneration** are used.

Rods, Staves, and Wands: When producing a spell effect, any restrictions noted in the spell will apply. Otherwise, these items will function normally except as noted below:

Rod of Rulership: This device is not powerful enough to be effective in the domain of Loth. **No** creatures of the Abyss will be affected by it.

Wand of Metal and Mineral Detection*: Note that areas behind the doors in the Web lead to places beyond the range of the wand.

Miscellaneous Magic Items: The restrictions noted in the spell lists will apply to any spell effects produced. Certain items will malfunction in the Web, but elsewhere will work normally; these are the **arrow of direction**, **boots of levitation**, **boots of striding and springing**, **broom of flying**, **carpet of flying**, all **crystal balls**, and **wings of flying**. See the magic-users' spell **jump** in the list of spell alterations for restrictions on these items.

Numerous items will not function in the Abyss. Many depend on contact with another plane for their operation, and some simply are not powerful enough to affect the home of Chaos. These non-functioning items include:

Book of Infinite Spelts
(if left on another plane)
Any item which summons elementals
(bowl, brazier, censer, stone)

Candle of Invocation
Helm of Teleportation
Horn of Collapsing

Horn of Valhalla
Incense of Meditation
Lyre of Building
Mattock of the Titans
Maul of the Titans
Necklace of Prayer Beads
Spade of Colossal Excavation

A few items will have an effect entirely different from that described in the **DUNGEON MASTERS GUIDE**:

Horn of Blasting: This item retains its 'stun' capacity, but cannot weaken or destroy any structure found in the Abyss.

Iron Flask: Demons cannot be captured by this item when used in the Abyss. It functions normally against any other creature (or character).

Portable Hole: This will create an extradimensional space identical to the magic-users' spell **rope trick** (see the explanation of spell alterations).

Talisman of Pure Good: The victim is allowed a saving throw. If successful, the user of the item will be sent back to his or her home plane; otherwise, the victim will be lost in the Abyss.

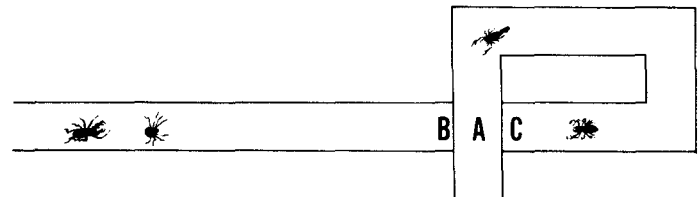


DETAILS ON THE WEB

Any pathway of the Web is 20' wide and appears to be made of some type of polished stone. Close examination will reveal, however, that there is a slight movement in it. If characters study it further, this movement will resolve itself into the bodies and faces of distorted humans; these are the lost souls of the Abyss, trapped in this material as their punishment. There are no walls or ceilings around the pathways; instead, there is a billowing, greyish, repulsive-smelling fog. This fog stays at the edge of the pathways and forms a ceiling 10' above, making a corridor of sorts. If explored with some caution, characters reaching into the fog will discover that there is nothing beyond the mist, in any direction, to see or touch. Furthermore, due to the billowing fog, vision is reduced to a maximum of 60' and a minimum of 10', varying with the changes in the fog. Neither infravision nor ultravision can penetrate the fog. Anyone reaching over the edge of the path will discover that the pathway itself is only three inches thick. All pathways are separated by 40', no matter what level the characters are on nor what level the underpass or overpass is.

One of the unusual properties of the Web is that no matter how many times a pathway is crossed, or crosses over itself or another path, it always remains completely level. There are no ramps, slopes, stairs, or inclines anywhere in the Web. Impossible on the Prime Material Plane, it exists here simply because Loth wills it. Loth has also placed a permanent **feather fall** on the underpasses and overpasses of the Web. When characters step off the path, one of two things will happen: if there is a pathway under the characters, they will float gently down to it; if not, they will be swept away in the howling winds of the Abyss, to be forever lost.

Overpasses And Underpasses



If the party is at point A, then points B and C are below point A, hence B to C is an underpass. Points B and C are 40 feet below point A. Remember that throughout the Web, a permanent **feather fall** will take effect whenever any creature or thing drops toward an underpass. This spell has the effect of an invisible elevator that slowly lowers any object down to the pathway below. This spell effect cannot be cancelled by the party.

If the party is at point B, then point A is above point B and is therefore on an overpass. Point A is 40 feet above point B. Throughout the Web, Loth has cast powerful permanent magic which will limit or cancel the effects of many spells, mainly those having to do with flying, levitating, and teleporting. Loth does not permit adventurers to zoom up to the fourth level and gain easy access to her palace. She does not, however, disapprove of physical climbing. Characters may therefore use physical means to climb up to the overpasses (i.e. rope and grapnel, a ladder, etc.). Of the many possible magical items, only a **rod of lordly might** or a **rope of climbing** will help in climbing up to an overpass.

Overpasses and underpasses generally will not be seen by the party because of the swirling fog that surrounds the Web. If the party states that they are looking for an underpass or overpass alongside the pathway, the chance of discovery is found on the following chart:

Movement rate	Chance to see	(per turn)
Running	0%	
Normal	25%	
Standing still	60%	
ADJUSTMENTS		
Elf	+15% to chances	
Half-elf	+ 5% to chances	

Wandering Monsters

Wandering monsters may be encountered on the three interwoven levels of the Web. The DM should check every 3 turns; there is a 1 in 6 chance of encountering a wandering monster. Whenever characters pass below an overpass, an additional check is made. Note that encounters at overpasses are determined using the chart for the level of the overpass, *not* the level that the adventurers are on. No wandering monster encounters will occur on the fourth level of the Web.

To determine the type of wandering monster, the DM should roll a d4 (for the first level) or a d10 (for the second and third levels) and consult the appropriate chart below. The number of monsters appearing is given after each type. Complete descriptions of the monsters are given at the end of the module.

	Die roll	Monster	Number appearing
Level 1: (d4)	1	Large pedipalpi	(1-4)
	2	Large scorpions	(1-4)
	3	Large solifugids	(1-4)
	4	Large spiders	(2-20)
Level 2: (d10)	1	Driders	(1-2)
	2-3	Huge pedipalpi	(1-4)
	4-5	Huge scorpions	(1-4)
	6-8	Huge solifugids	(1-4)
	9-10	Huge spiders	(1-12)
Level 3: (d10)	1-2	Driders	(1-4)
	3-4	Giant pedipalpi	(1-2)
	5-6	Giant scorpions	(1-4)
	7-8	Giant solifugids	(1-2)
	9-10	Giant spiders	(1-8)

Note that any monster encountered at an overpass will silently float down from above (due to the permanent **feather fall**); the DM should adjust the chances for surprise accordingly. The wandering monsters that survive the initial conflict may (at the DM's discretion) attempt to disengage from melee and retreat along the pathway. They will find the nearest **underpass** that will return them to their normal level, and will jump off, floating back down to it.



KEY TO THE TWELVE ROOMS ON LEVELS 1-3

Please note that the number of the level does not refer to elevation, but only to the progression (by way of the teleportation rooms) from the starting level of the Web to the final level. The twelve rooms are located on different levels of the Abyss; they are noted, but not placed on the map, to remind the DM of this fact. The doors and their frames are normal in appearance (9' tall), have no locks, and *do* exist on this plane, serving as gates to the other planes. The only strange aspect of the doors is their apparent lack of firm support; they each stand upright on the edge of the pathway, set into an insubstantial "wall" of fog. However, even though only four inches thick, the doors and frames cannot be dislodged by any force available to a party. Characters may peer around them, and may even examine the backs of them, but the rooms described below can only be seen (and reached) by opening the door in the normal **AD&D** manner.

WEB LEVEL ONE

1. CHAMBER OF THE TROLLGUARDS

This is a dank, dark, 30' x 30' room. Piles of rubbish and trash may be seen near the back walls of the room. Once the door has been opened, the party will become aware of the dreadful stench inside, and will know immediately that monsters live here.

Ten trolls (AC 4, MV12", HD 6+6, hp 47,45,38,36,35,34,30,30,26,23, #AT 3, D 5-8/5-8/2-12, **regenerate** 3 hp per round 3 rounds after being wounded) are in the room. When the door opens, the two largest trolls will leap out of the darkness (surprising on 1-3), and with both hands will grab at those characters who opened the door. If a hit is scored, the target will be flung into the room, to be attacked in following rounds by the other trolls. Characters whose strength is 17 or greater may resist being thrown in by grappling with the trolls; the DM should consider the hit points of the trolls involved when determining their grappling statistics. The two trolls by the door will try to throw two or three characters into the room and then melee with the rest of the party, blocking the doorway. Characters thrown into the room will be fighting in near-darkness, so unless they possess infravision, their chances to hit should be adjusted by -2. Coordinated attacks will not be possible by characters thrown into the dark room.

Buried under the trash are 900 gp and 3 pieces of jewelry (5000 gp, 4000 gp, and 2000 gp),

2. THE STRONGHOLD OF TROSE

The door opens into a 10' x 10' cubicle, completely bare and with no apparent exits. In the wall opposite the entrance is a secret door, which leads to one corner of a 40' x 40' room. A 10' square area just beyond the secret door has a **glyph of warding** on it; if triggered, all within 5' must save vs. fear at -4 on the roll. Those affected will flee the area and not want to return.

The room is lit by two guttering lamps. The last 10' of the room is blocked by bars, apparently being a large cell. Five women, once glamorous but now ragged, are caged within; dirty straw and scraps of food litter the floor. Their guard is an unkempt man in plate mail, bearing a mace; about him are many bits of dried food and several pieces of broken furniture, poorly repaired. Several battered weapons hang on one wall.

The man is Trose, a cleric (AC 2, Lv19, hp 59, AI CG, S 13, I 11, W 16, D15, C 14, Ch 15; +2 mace-NSA (no special abilities), **amulet of protection from werewolves**—4 charges; acts as a **protection from werewolves scroll** for one turn per charge), who has managed to capture five werewolves (AC 5, MV 15", HD 4+3, hp 33, 30,26,23,19, #AT 1, D 2-8, silver or magic weapon needed to hit) in the mad hope that he can use them to bargain his escape from Lolth. Trose has the following spells:

First level: **command** (x2, C 1s, R 10'), **cure light wounds** (x2, C 5s), **cause light wounds*** (C 5s), **protection from evil** (C 4s, DR 27r)

Second level: **hold person** (x2, C 5s, R 60', DR 13r), **know alignment** (C 1r, R 10', DR 1t), **silence, 15' radius** (x2, C 5s, R 120', DR 18r), **spiritual hammer** (C 5s, R 30', DR 9r)

Third level: **dispel magic** (C 6s, R 60')

Fourth level: none

Fifth level: **cure critical wounds** (C 8s)

Abbreviations used above include * (spell is reverse of normal), C (casting time), R (range in feet), DR (duration), s (segments), r (rounds), and t (turns).

When characters enter the room, Trose will attempt to discover their alignments through spell casting. Should he find the party to be generally good, he will warn them about the "dangerous creatures" he has behind bars. Meanwhile, the werewolves (in their attractive female forms) will attempt to convince the party that Trose is a dangerous madman and an agent of Lolth. If attacked, Trose will fight to the best of his ability. Should the party attempt to free the werewolves, Trose will attack those who try. If Trose is killed, the werewolves will beg to be freed; if they are, each will revert to true form and attack. If not freed, there is a 75%

chance that they will be able to bend the bars in their fury to escape; if free, they will attack the party.

Beneath his makeshift cot, Trose has managed to collect 2000 gp, a scroll of three spells (all **cure serious wounds**), and a **crystal ball**. If asked to join the party, he will offer the use of the **ball** along with his services (though the item will not function in the Abyss).



3. GNOLL BARRACKS

This 100' x 100' room is well-lit by some magical means (which cannot be destroyed). The rear half of the room is obviously a barracks, filled with battered cots, rickety tables and benches, and other heavy and worn pieces of furniture. The front half of the room is clear of obstructions. There are 66 gnolls (AC 5, MV 9", HD 2, hp 13 each, #AT 1, D 2-8 or by weapon type, each is armed with a sword — D1-8 — and 2 javelins — D1-6) and 3 minotaurs (AC 6, MV 12", HD 6+3, hp 43,40,41, #AT 2, D 2-8/2-8 or 1-4/3-12 only surprised on a 1) with great battle axes, in the rear half of the room. Lolth uses these as a guard force. They are eating, drinking, gambling, fighting, and so forth. If not surprised, 33 gnolls will scatter about the edges of the room and try to pin the party down with missile fire (javelins). The minotaurs and the remaining gnolls will overturn furniture to form a barricade across the center of the room, spread out behind it, and assist in missile fire. The furniture gives the gnolls 50% cover (+4 on AC and saving throws for frontal attacks). If these tactics should fail to drive away intruders, the minotaurs will order a mass charge against the party and initiate melee. The gnolls will obey any minotaur. If a party retreats, the minotaurs will assemble all remaining gnolls and divide them into equal groups. Each minotaur will track the party (50% chance of success) while leading a group; if the tracking is successful, the party will be found in 1-3 turns; however, the gnolls will *not* enter any other room. Tracking chances are determined separately for each group.

Each gnoll carries 10 sp hidden on its person. If all the beds are searched (requiring 3 turns), 2000 gp will be found. In the living space are three large locked chests. The first contains three pieces of jewelry (5000 gp, 2000 gp, and 100 gp); the second contains 10 gems (each worth 2d4 x 100 gp) and a **rope of climbing**. The last chest is trapped with a poison needle in the lock, and contains 4 potions (**treasure finding**, **poison**, **gaseous form**, and **invulnerability**).

4. FIRST TELEPORTATION ROOM

There is no light in the room. The room is 70' x 70', and is 110' high. There is a door-sized opening in the center of the far wall. The floor is littered with bones and refuse. In each of the four corners of the room, 90' off the ground, is a 5' x 5' stone ledge. Each ledge is 6" thick and supported by a 10' stone buttress. Standing on each thick ledge is a type I demon (AC 0, MV 12"/18", HD 8, hp 49,47, 46,46, #AT 5, D 1-4/1-4/1-8/1-8/1-6, MR 50%, **darkness 5' radius**, **detect invisible**, **telekinesis**—2000 gp weight, **teleport** — no error, **gate**—10% chance for a type I demon). As these demons are somewhat stupid, there is only a 60% chance (determined separately for each) that they will use **telekinesis**. If it is used, a demon will draw one unarmored or lightly loaded character towards its ledge, and then drop the character from a height of 10-100' (d10x10) for 1-6 points of damage per 10' of fall. Demons not using this ability will swoop down to melee with the party.

This room contains no treasure. If all the demons are slain, the iron PYRAMID from the EGG will softly hum and start to glow. If the EGG has not been opened, characters will notice a hum from inside it. In either case, the party (including gear and dead bodies) will be teleported to **WEB LEVEL TWO** at point A. If the party does not possess the EGG or the iron PYRAMID, the teleportation will not occur.

WEB LEVEL TWO

5. THE MAGNETIC CHAMBER

This 30' x 30' room, 15' high, is well lit by torches set in wall sconces. There are four doors other than the entrance, one in each corner of the right and left walls. Directly opposite the entrance is a highly polished 10' square metal mirror. The entire room is very clean.

The mirror is actually a very powerful lodestone. Any character wearing armor of iron or steel (magical armor included) who is in the room or within 10' of the door will be drawn to this magnet. Studded leather will be lightly tugged at; characters wearing chain or scale mail may avoid entrapment if their strength is 15 or greater. Those wearing splint or banded mail must have a strength of 18 or greater to resist the pull; anyone in plate mail will be unavoidably trapped.

If any character is pulled to the lodestone, or if any other door is touched, 30 bugbears (AC 5, MV 9", HD 3+1, hp 18 each, #AT 1, D 2-8 or by weapon type, surprise on 1-3) will stream into the room. Five will come from each of the doors closest to the lodestone; ten will enter by the doors flanking the entrance. The bugbears carry wooden clubs and mallets, and will first attempt to slay anyone stuck to the lodestone, in addition to meelings with the party. Any trapped character may be struck up to three times per round (the bugbears gaining +4 to hit a relatively non-moving target). A character may break free of the magnet if his or her bend bars/lift gates percentage is successfully rolled. Trapped characters may attempt to attack, but with -6 from their normal chances to hit. During melee, characters will still be drawn toward the lodestone unless no clear path toward it exists. The bugbears will fight to the death, as they fear Lolth more than the party.

The two side rooms may be explored after all the bugbears are slain. Each is 30' x 30', and contains tables, dirty furs, broken pottery, and half-rotted meat. If searched with care, each room will be found to contain 500 sp, 600 ep, and one gem (a 1000 gp sapphire in the left room, a 50 gp zircon in the right).

6. THE BLACK CHAMBER

This unlit room is 80' x 150', the ceiling 20' high; the entrance is in the center of one 150' wall. The floor is inlaid with an elaborate mosaic of demonic designs; other than that, the room is bare. Five Drow inhabit this room, resting while undergoing Lolth's tests. Each is wearing special Drow armor (+2) which will become nonmagical if taken from the Abyss. The armor will only fit an elf. Each of these dark elves has the following innate spell abilities (which all Drow above 4th level possess), usable once per day: **dancing lights**, **darkness**, **detect magic**, **faerie fire**, **know alignment**, and **levitate**. Each Drow female possesses the following additional innate spell abilities: **clairvoyance**, **detect lie**, **dispel magic**, and **suggestion**. The five Drow are described below; abbreviations used in the following spell descriptions include * (spell is reverse of normal), C (casting time), R (range in feet), DR (duration), s (segments), r (rounds), and t (turns). NSA Indicates that a magic weapon has No Special Abilities.

Micarlin, female cleric/fighter levels 6/5 (AC -2, hp 35, +1 sword -NSA). Spells:

First level: cause fear* (C 4s), **cure light wounds** (C 5s), **protection from good*** (C 4s, DR 18r)

Second level: hold person (C 5s, R 60', DR 10r), **silence, 15' radius** (C 5s, R 120', DR 12r), **spiritual hammer** (C 5s, R 30', DR 6r)

Third level: animate dead (C 1r, R 10'), **cause blindness*** (C 1r)

Zebeyana, female cleric/fighter levels 6/6 (AC -3 hp 39, +1 sword -NSA). Spells:

First level: cause fear* (C 4s), **cause light wounds*** (C 5s), **command** (C 1s, R 10')

Second level: hold person (x2, C 5s, R 60', DR 10r), **silence, 15' radius** (C 5s, R 120', DR 12r)

Third level: animate dead (C 1r, R 10'), **continual light** (C 6s, R 120')

Molvoyos, female cleric/fighter levels 7/3 (AC -4, hp 34, +1 sword-NSA). Spells:

- First level:** **cause light wounds*** (C 5s), **command** (C 1s, R 10'), **protection from good*** (C 4s, DR 21r)
- Second level:** **hold person** (x2, C 5s, R 60', DR 11r), **spiritual hammer** (C 5s, R 30', DR 7r)
- Third level:** **bestow curse*** (C 6s), **dispel magic** (C 6s, R 60')
- Fourth level:** **poison*** (C 7s)

Erelida, female cleric/fighter levels 8/5 (AC -5, hp 43, +2 sword-NSA, pistol crossbow with 10 envenomed darts which cause **paralysis**, **ring of anti-venom** with 20 charges—automatically acts as a successful saving throw vs. any type of poison once per charge). Spells:

- First level:** **cause fear*** (C 4s), **cure light wounds** (C 5s), **command** (C 1s, R 10')
- Second Level:** **hold person** (C 5s, R 60', DR 12r), **resist fire** (C 5s, DR 8t), **silence, 15' radius** (C 5s, R 120', DR 16r)
- Third Level—** **cause blindness*** (x2, C 1r), **dispel magic** (C 6s, R 60')
- Fourth Level—** **poison*** (x2, C 7s)

Lesonar, male magic user/fighter levels 7/7 (AC -2 hp 39, +1 sword-NSA). Spells:

- First level:** **magic missile** (x4, C 1s, R 130')
- Second level:** **mirror image** (C 2s, DR 14r), **ray of enfeeblement** (C 2s, R 27, DR 7r), **web** (C 2s, R 35', DR 14t)
- Third level:** **fireball** (x2, C 3s, R 170')
- Fourth level:** **wall of fire** (C 4s, R 60', DR 7r or concentration)

Along the back wall of this room is a chest which the Drow were about to investigate when the party entered. This chest is trapped with a blinding gas. If the trap is not successfully removed, all who are within 10' of the chest must save vs poison or be blinded (permanent until the blindness is cured). The chest contains 4 **potions of healing**, 6000 gp, 400 pp, and 20 gems worth 100 gp each.

7. THE CHAMBER OF OPPOSITION

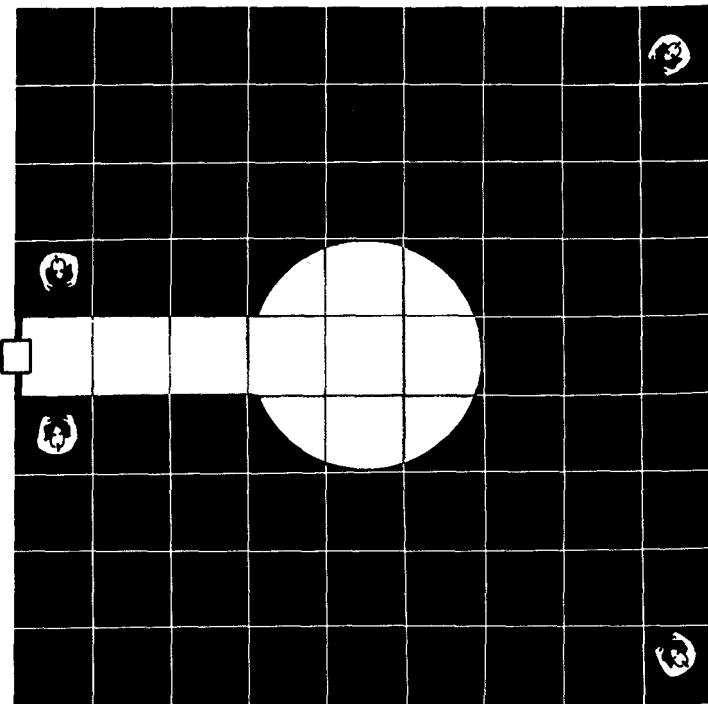
This room is 30' across and 70' wide, the door opening in the center of one 70' wall. Directly across from the door is a **mirror of opposition**. Lounging throughout the room are 20 ogres (AC 5, MV 9", HD 4+1, hp 25 each, #AT 1, D 1-10). When the door is opened, one of the characters who opened the door will automatically look into the mirror; the DM should roll randomly to determine which one. This character's opposite will step out of the mirror and attack. At the same time, the ogres will join and attack the party. The ogres will automatically treat the opposite as their leader. The image is an *exact* opposite; right-handedness becomes left-handed, good becomes evil, lawful becomes chaotic, etc. The opposite's treasure is exactly what the original character has, including magic items, but these items will disappear when the opposite is killed. Any creature or object created by this mirror has a lifetime of 2 turns; i.e., if not slain within that period, the newly-created opposite (and all items possessed by him or her) will automatically disappear after that time. Note that no ogre ever looks into the mirror.

Each ogre carries a small pouch with 40 gp. The only furniture in the room is a large chest in one corner. It has a poison trap in the latch but, as it was made by ogres, it is fairly noticeable: any thief will see this trap automatically, while any other character type will have a 25% chance of noticing the trap. Once discovered, it may be removed without difficulty by any character smaller than an ogre. Inside the chest are 4000 cp, 600 sp, 2000 gp, and 300 ep. At the very bottom is a padded box containing 7 potions (**delusion**, **fire resistance**, **healing**, **invisibility**, **invulnerability**, **heroism**, and **treasure finding**).

8. SECOND TELEPORTATION ROOM

This room is 90' square and appears to be lit from the ceiling by a pale blue radiance. The walls of this room are polished black stone and have no ledges, handholds, niches or cracks that the party can see. From the door, which is in the center of the wall and 20' from the floor, a 10' wide stone ramp extends to the center of the room to a 30' diameter island. Surrounding the island and covering the floor of the rest of the room is water, black and impenetrable to sight. The water is 20' deep.

On the island are 2 (illusory) type II demons, gesturing as though they were about to cast spells. Actually, there are 4 type II demons (AC -2, MV 6"/12", HD 9, hp 63, 59, 54, 49, #AT 3, D 1-3/1-3/4-16, **darkness 15' radius**, **detect invisible objects**, **fear**, **levitate**, **telekinesis—3000 gp weight**, **teleport**—no error, gate—20% chance for a type II demon) in the room, almost completely submerged. Two hide in each of the far corners of the room; the other two are hidden near the door, to either side of the ramp. There is a 10% chance for the party to notice any of these demons when the characters first enter the room. If the party should cast spells at the illusory demons, they will react in an appropriate manner, writhing and bleeding if necessary. Meanwhile, the two demons to the rear of the room will cast their **fear** spells (surfacing only as much as needed). Should the party charge the illusions on the island, the two demons near the door will operate a submerged crank that will drop the ramp into the water. A trapped party will then be attacked by spells and melee. If the party does not attack the illusions, the two demons near the door will rise out of the water and attack. Any character pulled into the water (either physically or by **telekinesis**) may not cast spells, will suffer a -6 on chances to hit and on armor class, and, if in metal armor, will sink (and possibly drown in 4 to 7 rounds, if not rescued by companions or protected by spells).

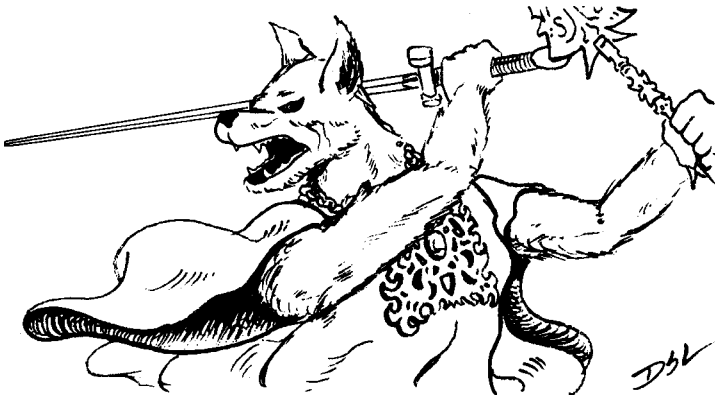


There is no treasure in this room. When all of these demons are slain, the silver SPHERE from the platinum EGG will begin to glow and hum (or the EGG will begin to hum if the silver SPHERE is still inside the EGG). The party will notice the room fade and then be replaced by a pathway under their feet. The party (both living and dead) and their equipment will now be on **WEB LEVEL THREE** at point B. If the party does not have the silver SPHERE, no teleportation will occur.

WEB LEVEL THREE

9. CHAMBER OF THE PEACE-SPEAKERS

When the party opens the door, they will first notice 4 robed humans standing in a torchlit 50' square room; the door opens into one corner. Behind the figures are four gilt and stone shrines to what appear to be good and pacifistic gods. Small candles burn in front of the shrines. If the shrines are inspected closely by a cleric of good alignment, there is a 75% chance that the character will notice blood and filth smeared over each statue.



The four humans are actually Jackalweres (AC 4, MV 12", HD 4, hp 30, 24, 21, 20, #AT 1, D 2-8, gaze causes **sleep**, iron or magic weapons to hit). When the door is opened, the leader of these creatures will hold up his right hand and say, in the common tongue, "Peace! Here is comfort and safety from the terrors of Loth. Rest and regain your strength and we shall bless you." The others will offer small platters of fruits and meats. Each wears a pectoral (a rectangular plate of highly ornate gold and gemstones) which is more ornamental than protective. Each also carries an ornately wrought javelin. Their robes are purple with gold fringes.

Should the party enter, the Jackalweres will be courteous and helpful until the party is scattered, asleep, and so forth. They will then try to **sleep** as many of the characters as possible (save vs. spells), assume natural form, and attack, throwing their javelins and fighting with swords which were hidden under their robes. **NOTE:** a sleeping character may be slain in one round.

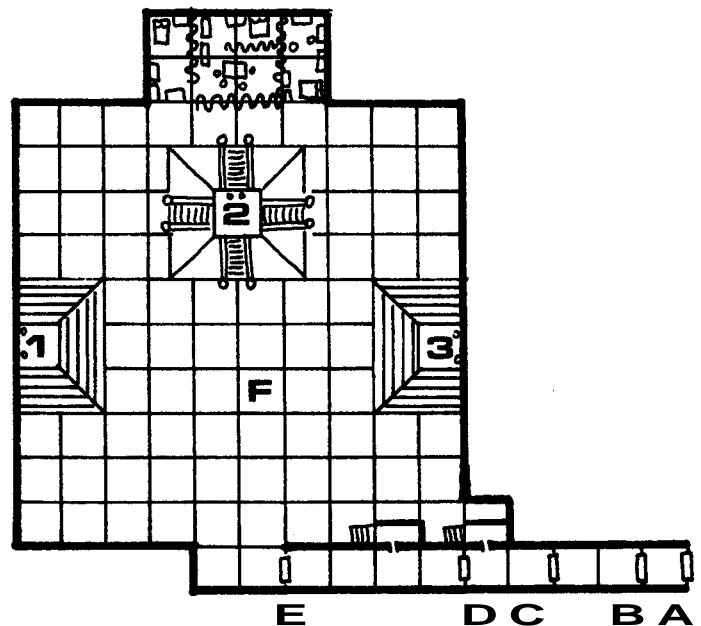
The four pectorals are worth 100 gp each. The javelins are worth 20 gp each. If the shrines are examined closely, there is a chance (equal to the chance for finding secret doors) that a recess, containing treasure, will be found in each one. One contains a pair of **boots of speed**; the next a **ring of contrariness**; the third, 3 gems (value 500 gp each); and the fourth, 600 pp. None of the shrines are trapped, and if any character makes an effort to remove the defilement (blood and filth), that character will be **healed** for 2-12 hit points. This will work only once per shrine.

10. THE LIEUTENANTS OF LOLTH

CAUTION: The following encounter is one of the most difficult of those found in the Web, due to the great number of spells available to the creatures encountered and their high intelligence. The necessary information concerning these spells are given here to aid the DM. The DM should carefully read through this section and make whatever changes in spell selection, magic items, and tactics he or she feels is necessary. This room should not be an easy victory for the players.

- This door is exactly the same as all other doors found on the Web. Beyond the door is a 10' passage ending in another door.
- This door appears to be a normal wooden dungeon door. However, cast upon it is a **glyph of warding** which will do 22 points of electrical shock (save vs. spells for 1/2 damage) to whoever physically opens the door, but will not harm the door. A **knock** or other suitable spell will bypass the **glyph**. Beyond this door, the passage continues for 20' and ends in another door.

- This door appears as the others and also has a **glyph of warding** cast upon it. This **glyph** will explode for 22 points of fire damage (save vs. spells for 1/2 damage) when the door is opened, but will not harm the door. Those in the first rank will take 22 points if they fail their save; those in the second rank will take 11 points if they fail their save. The **glyph** may be bypassed by opening the door magically. Beyond the door, the passage continues 20' and ends in another door.
- As the party moves down the corridor to this door, there is a 5% chance that one of the party members will notice a peephole high on the right wall. At this point, the party is being observed by one of the Drow in the main room. The door at the end of the hall appears normal, but it too has a **glyph of warding** cast upon it. This **glyph** will paralyze the opener of the door if the saving throw is not successful. This paralyzation may only be removed by a **remove curse**. As before, if the door is opened magically, the **glyph** can be bypassed.
- When the party opens the door "D" they will see a 40' corridor ending in a door. However, the last 20' of this corridor will be filled with the whistling blades of a **blade barrier**, which will remain for 32 rounds. Should the party wait, they may advance down the corridor once the **blade barrier** has disappeared. Again, there is a 5% chance of noticing a small peephole high on the right wall. The door is a normal wooden door and has a **glyph of warding** cast upon it. This **glyph** will do 22 points of electrical shock to the opener of the door if a saving throw is not made (save vs spells for 1/2 damage). If the door is opened magically the **glyph** may be bypassed.



- This is a 100' x 100' room with a 50' high ceiling. It is dimly lit, and the far corners fade into darkness. In the center of the room at the far end is a 30' high pyramid. On the right and left walls are similar smaller pyramids. To the right of the entrance are 2 platforms, approximately 6' from the floor, with steps leading up to them. In the wall beside each platform is a small peephole.

There are 6 Drow in this room, 2 sitting in chairs atop each pyramid. Each is wearing special Drow armor (+4) which will become nonmagical if taken from the Abyss. The armor will only fit an elf. These Drow command all the creatures of Loth in the Web. Standing around the base of *each* pyramid are 10 zombies (AC 8, MV 6"; HD 2, hp 10 each, #AT 1, D 1-8, always strike last), 30 in all.

All these Drow possess the following innate spell abilities in addition to those given in the individual statistics (below): **dancing lights, darkness, detect magic, faerie fire, know alignment, and levitate**. Female Drow may also use **clairvoyance, detect lie, and suggestion** once per day. Abbreviations used in spell descriptions include: C (casting time), DR (duration), r (rounds), s (segments), R (range), t (turns), and * (spell is the reverse of normal). NSA indicates that a magic weapon has No Special Abilities.

PYRAMID #1 (on left):

Ardulace, female cleric/fighter levels 9/4 (AC -6, hp 54, **+1 ring of protection**, **+2 flail**—NSA, and a **death lance**—a 10' spear that discharges a negative force that causes 3-12 points of damage in addition to normal weapon damage. Any opponent struck will lose 1-4 energy levels if they fail to save vs. poison. The lance has 6 charges and uses one charge each time it hits, regardless of whether the saving throw is successful.) Spells:

First level: **cure light wounds** (x2, C 5s), **resist cold** (x2, C 1r, DR 9t)

Second level: **hold person** (x2, C 5s, R 60', DR 13r), **silence, 15' radius** (C 5s, R 120', DR 18r)

Third level: **animate dead** (C 1r, R 10'), **cause blindness*** (C 1r), **prayer** (C 6s, DR 9r)

Fourth level: **cure serious wounds** (C 7s), **protection from good, 10' radius*** (C 7s, DR 9t)

Fifth level: **flame strike** (C 8s, R 60')

Anatlab, male magic user/fighter levels 9/4 (AC -5, hp 55, **+3 short sword**—NSA, **+2 ring of protection**, **bag of holding**—capacity 10,000 gp.) Spells:

First level: **reduce*** (C 1s, R 45', DR 9t) **magic missile** (x3, C 1s, R 150')

Second level: **invisibility** (x2, C 2s), **stinking cloud** (C 2s, R 30', DR 9r)

Third level: **fireball** (C 3s, R 190'), **lightning bolt** (x2, C 3s, R 130')

Fourth level: **fear** (C 4s, R 60', DR 9r) **polymorph other** (C 4s, R 45')

Fifth level: **cone of cold** (C 5s, R 45')

PYRAMID #2 (in center):

Minolin, female cleric/fighter levels 11/6 (AC -7, hp 60, **+3 mace**—NSA, **+1 ring of protection**, **potions of animal control**, **fire resistance**, and **invisibility**). Spells:

First level: **cure light wounds** (x4, C 5s), **remove fear** (C 4s)

Second level: **hold person** (x2, C 5s, R 60', DR 15r), **resist fire** (x2, C 5s, DR 11t)

Third level: **cause blindness*** (C 1r), **continual darkness*** (6s, R 120'), **feign death** (C 2s, DR 21r), **prayer** (C 6s, DR 11t)

Fourth level: **poison*** (x2, C 7s), **protection from good, 10' radius*** (C 7s, DR 11t)

Fifth level: **flame strike** (x2, C 8s, R 60')

Sixth level: **blade barrier** (DR 33r, already cast)

Riklaunim, male magic-user/fighter levels 12/5 (AC -6, hp 56, **+4 short sword**—NSA, **wings of flying**, **wand of frost** with 8 charges). Spells:

First level: **charm person** (x2, C 1s, R 120'), **magic missile** (x2, C 1s, R 180')

Second level: **detect invisibility** (C 2s, R 120', DR 6t), **invisibility** (x2, C 2s), **mirror image** (C 2s, DR 24r)

Third level: **fireball** (x2, C 3s, R 220'), **lightning bolt** (C 3s, R 160'), **protection from normal missiles** (C 3s, DR 12t)

Fourth level: **polymorph other** (x2, C 4s, R 60'), **wall of fire** (C 4s, R 60', DR 12r or concentration), **wall of ice** (C 4s, R 120', DR 12t)

Fifth level: **cone of cold** (C 5s, R 60'), **feeblemind** (C 5s, R 120'), **transmute rock to mud** (C 5s, R 120'), **wall of force** (C 5s, R 30', DR 22r)

Sixth level: **globe of invulnerability** (C 1r, DR 12r)

PYRAMID #3 (on right):

Lirdnolu, female cleric/fighter levels 8/5 (AC -5, hp 42, **+3 mace**—NSA, **death lance**—1 10' spear that discharges a negative force that causes 3-12 points of damage in addition to normal weapon damage; any opponent struck will lose 1-4 energy levels if they fail to save vs. poison. The lance has 6 charges and uses one charge each time it hits.) Spells:

First level: **cure light wounds** (x3, C 5s)

Second level: **hold person** (x2, C 5s, R 60', DR 12r), **silence, 15' radius** (C 5s, R 120', DR 16r)

Third level: **bestow curse*** (C 6s), **cause disease*** (C 1t), **dispel magic** (C 6s, R 60')

Fourth level: **poison*** (C 7s), **protection from good, 10' radius*** (C 7s, DR 8t)

Adinirahc, male magic user/fighter 8/5 (AC -5, hp 48, **+3 short sword**—NSA, 3 **javelins of lightning**). Spells:

First level: **charm person** (x2, C 1s, R 120'), **magic missile** (x2, C 1s, R 140')

Second level: **invisibility** (x2, C 2s), **ray of enfeeblement** (C 2s, R 30', DR 8r)

Third level: **fireball** (C 3s, R 180'), **lightning bolt** (C 3s, R 120'), **slow** (C 3s, R 170', DR 11r)

Fourth level: **confusion** (C 4s, R 120', DR 10r), **ice storm** (C 4s, R 80')

Because the Drow will have observed the party through the peepholes, they will not be surprised by anyone entering the room. During the time that the **blade barrier** is up, the Drow will take their positions on the pyramids and cast various protective spells in anticipation of combat. These will include **resist cold**, **prayer**, **protection from good***, **resist fire**, **detect invisibility**, **protection from normal missiles**, and **globe of Invulnerability**.

Once the party enters the room, the Drow will command the zombies to melee with the characters, preferring to use their spells for as long as possible before being forced into melee. Each pair is a female with her consort, and they are experienced combatants who will aid each other. No Drow will hesitate to use magic items and spells. These creatures are utterly ruthless and will not accept surrender; only the death or enslavement of their foes will satisfy them.

Behind the **center pyramid** is a smaller chamber, screened off from the main room by a heavy dark curtain. This opening will be unnoticeable unless characters are within 20' of the curtain. In the room beyond is the private apartment of the Drow. There are 3 large beds, several chairs, ornate but raveled tapestries, tables, and other furnishings of apparent value. If these items are removed from this chamber and taken out onto the Web, characters will discover decay, mold, and gilt where there was wood, cloth, and gold. Beside each bed is a large chest, all identical in appearance. The first chest contains flagons of mushroom wine (characters who taste this wine must save vs. poison or break out in purple-blue bruise-like splotches in 1-3 turns—no other adverse effects). The second chest holds 6 **potions of healing** and assorted clothing for the Drow; none of the clothing is of any great value. The third chest is trapped with a poison needle and contains 300 sp, 800 gp, 1000 pp, 4 gems (value 3,000 gp each), and a tiara worth 10,000 gp.

11. THE BURIAL CHAMBER

This room is 50' x 70' with the entrance in the left corner of a 50' wall. The walls are rough mortared stone and there is a 12' tall bronze double door (a false door) in the center of the opposite wall. The floor is loosely packed dirt, littered with bones and decayed flesh. Torch or lantern light will reveal the occasional gleam of a gem or coin in the dirt.

There are 5 ghosts (AC 4, MV 15", HD 4, hp 28 each, #AT 3, D 1-4/1-4/1-8, **paralyzation**, immune to **steep** and **charm spells**, **stench 10' radius**—save vs. poison or -2 on "to hit" rolls) and 15 ghouls (AC 6, MV 9", HD 2, hp 10 each, D 1-3/1-3/1-6,

KEY TO WEB LEVEL FOUR

paralyzation, immune to **sleep** and **charm** spells) buried beneath the surface of the floor. They cannot be detected until they attack in 2-5 turns (see below for possible party actions prior to the attack). If the characters are scattered about the room when the attack comes, 2-8 ghouls and 1-3 ghouls will erupt from the dirt and surprise the party on a 1-4 (d6). If the party has maintained a coherent marching order, all members will still be attacked; those characters protected or surrounded by others will be attacked by creatures burrowing up from underneath. By the beginning of the second melee round, all of the ghouls and ghouls will have reached the surface and will be able to attack.

Prior to the attack, the party members will be able to move easily about the room. They may pick up 10-60 coins and 1-4 gems every turn. Roll a 10-sided die to determine the type of coin: 1-3 cp; 4 sp; 5-6 ep; 7-8 gp; 9-10 pp. No more than 10,000 coins may be found. Gems will be from 100-1000 (d10x100) gp in value. No more than 20 gems may be found. Each turn spent searching, there is a 40% chance of finding a magic item. Roll a 4-sided die to determine what has been found; if that item has already been discovered, re-roll until a new item is obtained:

1. **protection from lycanthropes scroll**
2. **potion of undead control**
3. **+1 sword+2 vs. magic-users and enchanted monsters** (no specific alignment)
4. **scroll of 6 spells (Leomund's trap, Otto's Irresistible dance, push, fear, ESP, burning hands)**

There are *only* 4 magic items to be found. If the characters continue to search after the monsters are killed, a systematic approach will find half of the remaining treasure in 1 hour. Three hours will be required if no careful pattern is used. The remaining treasure is buried deeper in the floor and will take from 8 to 13 (d6+7) hours to find.

12. THIRD TELEPORTATION ROOM

This is a 50' x 50' room, 10' high, with the door opening in the center of one wall. In the center of the room is a 10' square pit filled with blazing logs. The walls are crusted with brittle layers of molds and lichens that have survived by the light and warmth of the fire. The floor near the walls is littered with broken bits of the things that grow on the walls. The ceiling is sooty black. The air is warm and smoky, but not uncomfortable.

Three type III demons (AC -4, MV 9", HD 10, hp 60,48,42, #AT 5, D 2-12/2-12/1-3/1-3/2-5, MR 65%, **darkness 10' radius, fear, levitate, pyrotechnics, polymorph self, telekinese**— 4,000 gp weight, **teleport**—no error, gate—30% chance for a type I-III demon) have polymorphed themselves into the form of mice and are waiting near the far wall. There is a 10% chance that someone in the party will notice these mice when the group first enters the room. Once the group is in the room, the demons will use their spell abilities to attack. They will not change to their true form, depending on the confusion to avoid detection. They will first attempt to split the party by causing **fear** and will then use **telekinesis** to pull characters into the flames of the fire pit. This fire will cause 3-12 points of damage per round to any who are within it. The fire will not go out for any reason. After weakening their foes, the demons will **polymorph** into their true forms and attack the party. During the melee, they will attempt to toss characters into the pit, if possible. If protection or cover is ever needed, one will use **pyrotechnics** on the fire pit to distract their opponents and create smoky cover.

When these demons are destroyed, the bronze STAR will glow brightly and begin to hum (if the platinum EGG has not been opened, the EGG will start to hum). As the pitch increases, the characters will notice the walls fading. The room will be replaced by a large section of pathway. The party (dead and living) and their equipment will have been teleported to **WEB LEVEL FOUR** at point C. If the party does not have the bronze STAR, the teleportation will not occur.

Situated above the intertwining pathways of levels 1-3, this level of the Web is different from the others. The pathway is still 20' wide and surrounded by walls of fog as on the other levels. The other levels of the Web are 60' below the fourth level. There are 9 doorways on this level, lettered A through I on the map.. These doors are different from those found elsewhere in the Web. The first 8 doors (A-H) are mounted on the sides of the pathway, each surrounded by a stone arch. Inside each arch is a clear panel (the door), without hinges, knobs, locks, or handles. The clear section feels somewhat soft to the touch and will give if gently poked. It is actually a clear, indestructible membrane to prevent intrusion *into* the 4th level.

Should any character desire, they will discover that it is a simple process to thrust an arm or leg in or step through these membranes. They will experience no ill sensations other than a slight pulling and dizzy feeling as the membrane pulls over their face. Other characters will be able to watch them, and communication will be possible, but only by gesture as no sound penetrates these membranes. There is no limit to the number of times a door may be used to step from the Web to a world. If the characters desire to return to the 4th level from one of the spaces beyond a door, any character touching the membrane will be shocked for 2-8 points of damage (no saving throw); the membrane will then yield to the pressure. If any character touches the membrane more than once, the shock will be repeated for 2-8 points of damage each time.

Each doorway is actually a gateway to an alternate world on the Prime Material Plane. None of these worlds is the original campaign of the player-characters, but since the gates open to the Prime Material Plane, a party may enter a gate to rest and recover spells. All spells may be obtained and cast normally while in one of these worlds. Any deity or intermediary contacted will inform the cleric (or druid or paladin) that it is an alternate world, that spells of third and greater levels may be granted, and that they will *not* communicate or interfere with those in Lolth's plane, including the characters.

Each door (A-H) is accompanied by several sections of description. The first paragraph describes what the players see when they look through a door. The paragraphs that follow provide the DM with a more complete description of what the world is like and what might be found there. In some cases, small sketch maps or encounter tables are provided. The DM should study these carefully and decide what more may be needed for each. Because each world could be of great size, the DM may not wish to have players exploring these worlds. In such a case, the DM may suggest to players, "It doesn't look like Lolth lives here" or give some other discouraging clue.

A. The Kingdom Of Caer Sidi

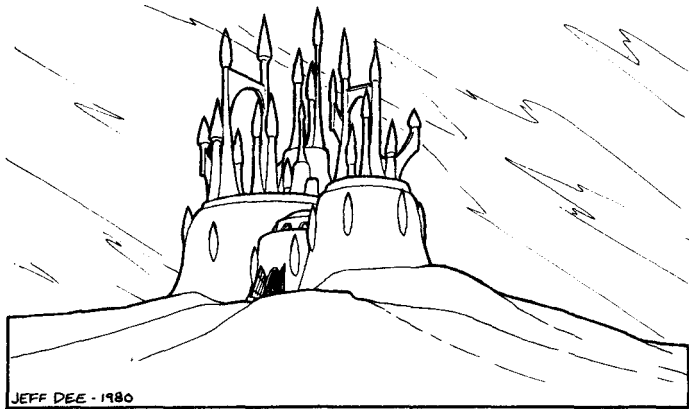
The doorway looks out from the edge of a thickly overgrown garden of drooping weeds and gnarled, rotting, mildewed trees. Through the trees, the beginnings of a neatly manicured lawn can be seen approximately 200 feet away. The grass extends as far as the eye can see and is dotted with orderly copses and bright flowerbeds. About a quarter of a mile away atop a small hill stands a small castle, its tall turrets showing fluttering pennons in the light breeze. Its walls are ivory in shadow and glisten slightly with rainbow colors where the light strikes. Many windows pierce the upper stories, making the structure seem lacy thin. An artificial twilight seems to hang over the land and the sun is apparently always behind a bank of clouds.

This is the Kingdom of Caer Sidi. The land is ruled by a group of elves, neutral (with evil tendencies) in alignment. Calling themselves the Pharisees, they form the ruling class. Other creatures in the land include their occasional allies (hobgoblins, gnomes, and trolls), their servants and slaves (dwarves, orcs, gnomes, and kobolds), and all manner of wild, mythological beasts (unicorns, griffons, dragons, manticores, and so forth).

The Pharisees are highly self-oriented and sophisticated. This will often cause them to do what might be seen as evil acts for the "good of all" (themselves in particular). They will, when needed, ally with the evil races to protect their Kingdom and position. Privately, they practice and relish emotion but never develop a deep attachment for any individual thing or creature. They are often seen as haughty and cold.

Due to some unknown power of the land, the Pharisees cannot stand the touch of iron or steel. Any of these elves struck by a cutting weapon of iron or steel will suffer 1-6 points of damage in addition to the normal weapon damage. The elves also do not like to handle silver, although this will not bum them as does iron or steel. Because of this, all armor, weapons, and necessary metal goods are made from copper, brass, bronze, or other alloys with a strength equal to steel. The majority of this work is done by dwarven or goblin slaves, and is all performed with great craftsmanship.

The gate is at the edge of an evil forest where Lolth is attempting to invade this world. Any creatures not under Lolth's command who come through the gate will automatically be attacked before they leave the forest. Use the **Loth's Forest** encounter table to determine the attackers. For every turn after the first that an intruder remains in the forest, there is a 1 in 4 chance of having an encounter. If the intruding party leaves the forest, they will automatically have an encounter in 1-4 turns. Use the **Kingdom of Caer Sidi** table to determine the type of encounter. Thereafter there is a 1 in 6 chance of encounters every 2 turns.



The Kingdom is ruled by Duke Alfric, an elven (pharisee) fighter/magic-user levels 7/11 (AC -6, hp 57, S 18, I 18, W 13, D 16, C 16, CH 17, +2 sword—detects invisible, +3 plate mail, +3 shield, +2 **ring of protection, wand of magic missiles**) and his consort Meriven, a 14th level elven thief (AC -1, hp 36, S 15, I 16, W 10, D 18, C 12, CH 17, +1 dagger—NSA, +2 **sling of seeking, cloak of elvenkind, dust of appearance, bracers of defense AC 3**) from their castle on the hill. With them abide 70 elven fighters of levels 1-6. Alfric also maintains armies on campaign, watching his dubious allies. Alfric usually carries the following spells:

First Level: burning hands, detect magic, erase, read magic
Second Level: detect evil, ESP, mirror image, web
Third Level: dispel magic, invisibility, 10' radius, phantasmal force, suggestion
Fourth Level: ice storm, massmorph, polymorph other
Fifth Level: cone of cold, teleport, wall of force

Lolth's gate is relatively new to this world, and Alfric is watching it carefully. Both he and Lolth hope to use the other for their own ends. Alfric is uncertain as to how well he can trust Lolth or his own chaotic evil allies; therefore, he acts with care. Any adventurers who arrive in the Kingdom are brought before Alfric eventually, so that he may decide their worth. If both sides are friendly, Alfric will propose an alliance for the purpose of destroying or harming Lolth. To prove his good faith, he will offer up to 3 minor miscel-

laneous magic items for the party's use on their expedition: +3 **ring of protection, wand of illumination, girdle of giant strength (frost)**. If the DM should choose to use other items they should be in the 1,000-2,000 x.p. range. The DM should be careful not to offer books or other items that may unbalance the game. Should the party try to attack Alfric or his domain, he will capture them (if possible) and offer them to Lolth for her amusement.

	Die roll	Encounter	Number appearing
Loth's Forest	01-20	Bugbears	(3-30)
	21-40	Gargoyles	(4-16)
	41-70	Gnolls	(10-60)
	71-95	Minotaurs	(4-9)
	96-00	Ogres	(2-20)
Kingdom Of Caer Sidi (see below for explanations of encounters)	01-50	Scouting party	(1)
	51-60	Aerial patrol	(1)
	61-80	Knights	(1-3)
	81-85	Unicorns	(1-4)
	86-90	Manticores	(1-3)
	91-95	Gardeners	(1-6)
	96-00	Hunting party	(1)

Scouting party: A party will be composed of six 1st level fighters and one fighter/magic-user levels 3/3. They will be mounted 50% of the time. Foot scouts (AC 4, hp 4-11) are armed, with 2 javelins and a longsword. Mounted scouts (AC 6, hp 6-13) carry lance, mace, and longsword. If attacked within sight of the castle, scouting parties will be reinforced (see Knights, below) in 1-3 turns. Scouting parties will try to avoid combat if possible.

Aerial patrol: These patrols consist of 2-5 7th level fighters (knights), 2-12 1st level fighters, and one fighter/magic-user levels 5/5. All will be individually mounted on griffons (AC 3, MV 127 30", HD 7, #AT 3, D 1-4/1-4/2-16). Aerial parties will fly to the castle if overmatched, and will usually avoid combat.

Knights: Knights are 7th level fighters. Whether as a reinforcement or an encounter, each knight will be accompanied by a 5th level fighter (a squire) and ten 1st level fighters. All will be mounted and armed with lance, battle axe, and longsword. Each will be wearing plate mail and shield. Knights will not avoid combat if attacked, but will send for reinforcements.

Unicorns: These creatures (AC 2, MV 24", HD 4+4, #AT 3, D 1-6/1-6/1-12, horn is +2 "to hit", charge does double damage, **dimension door** once per day, surprise on 1-5, immune to poison, **charm, death and hold spells**) will be grazing on the open lawns, and will avoid encounters if possible.

Manticores: There is a 50% chance that the 1-3 manticores (AC 4, MV 12"/18", HD 6+3, #AT 3 or special, D 1-3/1-3/1-8 or throw tail spikes) will be pursued by a **hunting party** (see below).

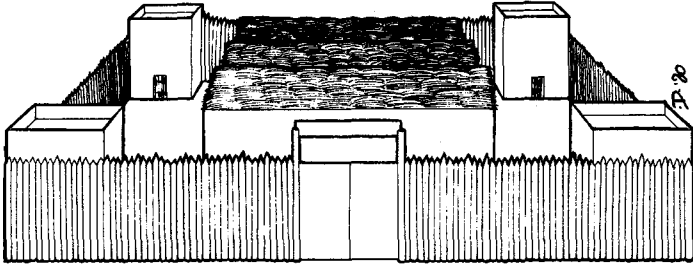
Gardeners: A group of gardeners will consist of 1-6 dwarven slaves herding 21-24 sheep which, by grazing, trim the lawn to an even height. These dwarves will be very humble and obsequious if spoken to. They live in fear of their elven masters, but will not generally support attempts to overthrow them. They will have much "low court" gossip to tell, but little useful knowledge.

Hunting party: A hunting party will be a mixture of court people and servants. There will be 2-8 knights (7th level fighters), 1-3 fighter/magic-users (levels 3-6 in each), 1-4 thieves (levels 4-9), and 11-20 Pharisees, both male and female. There will be a number of servants (dwarves and orcs) equal to the number of elves, 20-30 dogs (AC 7, MV 14", HD 1+1, #AT 1, D 1-4; these dogs include beagles, hounds, and other hunting dogs) and 0-3 falcons. The party will be cheerful and pleasant, but may decide to hunt strangers at a whim. They will always remain in sight of the castle, and will be reinforced by 3-8 knights if attacked.

B. The Frozen Lands

Through this doorway, the party will be looking out the entrance of a cave. The gate appears to be about twenty feet inside the cave, the entrance of which is about 10' wide. Through that opening can be seen a raging snowstorm which intermittently breaks to reveal windswept rocks and looming mountains. The cave itself is dark, and little can be seen of it other than the floor (which is covered by snow and ice).

This gate opens into one of Lolth's more successful campaigns. Situated at the end of a frozen mountain chain hundreds of miles long, Lolth has been using this area as a base before sending her armies to conquer the warmer human lands beyond. Stockades, where Lolth's creatures reside, are each separated by one day's march through the mountains, progressively closer to the lands that Lolth wishes to conquer. These forts provide food and shelter for her troops enroute to the border.



If the characters enter this land, they will immediately notice that the temperature is well below freezing, and the air is further chilled by a 30 mph wind. Travel without adequate clothing or magical protection from the elements will invariably result in death from exposure within 12 hours. In a snowbank just inside the cave, however, are hidden bundles of fur-lined clothing, food, wood, and mountain gear, which the party may find and use.

Travel by night is impossible due to the howling winds, dangerous paths, crevasses, avalanches, and monsters. Dawn will arrive six hours after the party enters through the gate, at which time the storm will break. A clear but difficult pathway winds from the cave to a fort in a valley 6 miles away. Thereafter, forts are located every 5 miles along the path. The border of the human lands is 75 miles away. Each fort will have in its treasury 20-200 sp, 20-80 ep, and 10-30 gp per occupant. Each fort will have a **ring of warmth** and 2-8 potions from the following list: **extra healing, healing, human control, white dragon control.**

Those forts closest to the gate will be sparsely populated, as Lolth has a firm control over this area. Typically, there will be a few bugbears and ogres, possibly with a frost giant commander. These creatures will generally not venture outside of the fort. All forts are stocked with ample supplies of food and clothing. Forts closer to the borderlands will hold more and more troops as Lolth prepares for her attack. While on the path, encounters are checked every 3 hours (a 1 in 6 chance), and are determined using the following chart:

Die roll	Monster	Number appearing
01-15	Bugbears	(6-15)
16-18	White dragons	(1-3)
19-25	Ettins	(1-4)
26-35	Winter wolves	(2-16)
36-50	Frost giants	(1-4)
51-65	Yetis	(1-6)
66-75	Gnolls	(6-13)
76-80	Wolfweres	(1-6)
81-95	Ogres	(6-9)
96-00	Remorhaz	(1)

C. The Great Ocean

The doorway is set on a white, sandy beach broken by grotesque outcroppings of volcanic rock. One or two purple-black tulip-like flowers sprout from the base of these rocks. The sky is saffron yellow and the sun is a pale bright blue; a pink ocean 100' away washes gently over the sand. To the left and right, along the curve of the land, can be seen the silhouettes of palm-like trees. This gate is actually on an island 5 miles in diameter, one of the few land areas on a planet of ocean.

The great ocean ranges for thousands of miles and varies from tropical conditions (like those found here) to arctic (at its extremes). Here, Lolth has been recruiting ixitxachitl, lacedon, morkoths, and kopoacincths. She hopes to use these in her campaign to defeat the dominant human race, a migratory sea people. These humans sail the ocean in great catamarans to carry the trade of their vast mercantile empire from island city to island city. Encounters on the shore should be checked every 6 turns (a 1 in 6 chance). At sea, encounters should be checked 3 times a day (a 1 in 12 chance). Use the charts below to determine the type of encounter.

	Die roll	Encounter	Number appearing
On Shore:	01-50	Headhunters*	(10-120)
	51-75	Trading fleet**	(6-9)
	76-80	Warthogs	(1-6)
	81-90	Giant crabs	(2-12)
	91-95	Jackals	(2-12)
	96-00	Giant scorpions	(1-3)
At Sea:	01-10	Trading fleet**	(6-9)
	11-20	Buccaneers	(20-200)
	21-30	Ixitxachitl	(10-100)
	31-40	Dolphins	(2-20)
	41-50	Lacedons (ghouls)	(2-24)
	51-55	Kopoacincth (gargoyles)	(2-16)
	56-60	Morkoth	(1)
	61-70	Whales	(1-12)
	71-75	Sahuagin	(10-40)
	76-80	Giant octopus	(1)
	81-90	Locathah	(20-200)
	91-95	Lamprey eels	(11-20)
	96-98	Sea hag	(1)
99-00	Dragon turtle	(1)	

*Headhunters: Chaotic evil tribesmen

**Trading fleet: 6-9 catamarans, each with 20 chaotic good pirates.

D. The Black Fen

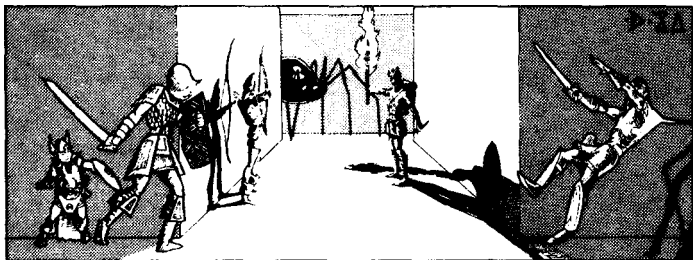
Beyond the gate is a desolate swamp, overgrown with rank grasses, shadowed by great cypress trees, and spotted with pools of muck. The trees are overgrown with Spanish moss and strangling vines; decayed vegetation covers patches of open ground. Plant growth is lush, but everything has an unwholesome greyish color to it; the sky is blue.

This swamp extends for more than 100 miles in all directions and is ringed by a wall of mountains. Lolth has used this territory as a breeding ground for some of her creatures ever since she won the land from the humans who once held it. What humans remain have been reduced to a savage existence in the mountains, entering only the fringes of the swamp.

During the daytime, encounters will occur (a 1 in 6 chance) every 3 hours. At night, the chance of an encounter is 1 in 8 every hour. If humans are encountered, they will be suspicious of the party until characters prove their good intentions. Use the following tables to determine the type of encounter.

	Die roll	Encounter	Number appearing
Day:	01-10	Black dragon	(1-2)
	11-17	Roper	(1-2)
	18-21	Catoblepas	(1)
	22-35	Crocodile	(2-12)
	36-40	Crocodile, giant	(1-4)
	41-45	Gnoll	(20-80)
	46-50	Harpy	(1-3)
	51-60	Leech, giant	(3-18)
	61-77	Lizard, giant	(1-6)
	78-81	Shambling mound	(1-2)
	82-90	Toad, giant	(2-8)
	91-95	Troll	(1-8)
	96-00	Cavemen*	(2-20)
	Night:	01-05	Black dragon
06-15		Roper	(1-2)
16-25		Groaning spirit	(1)
26-40		Stirge	(2-12)
41-50		Will-o-wisp	(1-3)
51-60		Gnoll	(10-60)
61-75		Leech, giant	(3-18)
76-80		Shambling mound	(1-2)
81-85		Toad, giant	(1-8)
86-95		Troll	(1-8)
96-00		Cavemen*	(10-30)

*Cavemen: AC 7, MV 12", HD 2, #AT 1, D by weapon type.



E. The Labyrinth Of Arachne

Through this doorway the party will see a 100' square chamber. The door opens by the left corner of one wall; there are five doorways on the opposite wall. The entire chamber is lit by glowing purple fungi that cling to the walls. The floor is sandy, littered with twigs, rags, and bits of string. Thirty feet to the right of the gate is the dried corpse of a woman.

This area is used by Lolth as her breeding ground for spiders of all sorts. The five doors lead to tunnels and passages that twist and interconnect to form a maze of chambers, caverns, rooms, tunnels, corridors, and dead ends. These extend for miles underground, and there is no known exit to the surface of this world. The entire area is infested with spiders. To feed these creatures, Lolth regularly forces captives into the labyrinth, whom the spiders track down and kill. Lolth summons the most powerful of the spiders to serve in her armies.

The few captives who have managed to escape death have formed themselves into small tribal societies. These are clothed only in rags, but are armed with crude stone and bone weapons and spider-silk nets. All the survivors are now neutral, regardless of their former alignments. They have no hope of escape and merely try to survive. They will attempt to kill anything that might be a source of food or equipment.

For each turn spent in the tunnels, there is a 1 in 8 chance of an encounter, as determined using the following charts.

Die roll	Encounter	Number appearing
01-10	Giant spider	(1-6)
11-42	Huge spider	(1-12)
43-74	Large spider	(3-30)
75-79	Phase spider	(1-3)
80-95	Survivor	(3-12)
96-00	Fugitive	(1-6)

Giant spider: AC 4, MV 3"12", HD 4+4, #AT 1, D 2-8 plus poison, webs

Huge spider: AC 6, MV 18", HD 2+2, #AT 1, D 1-6 plus poison (save at +1), surprise on 1-5, leap 3"

Large spider: AC 8, MV 6"15", HD 1+1, #AT 1, D 1 plus poison (save at +2)

Phase spider: AC 7, MV 6"15", HD 5+5, #AT 1, D 1-6 plus poison (save at -2), ethereal at will

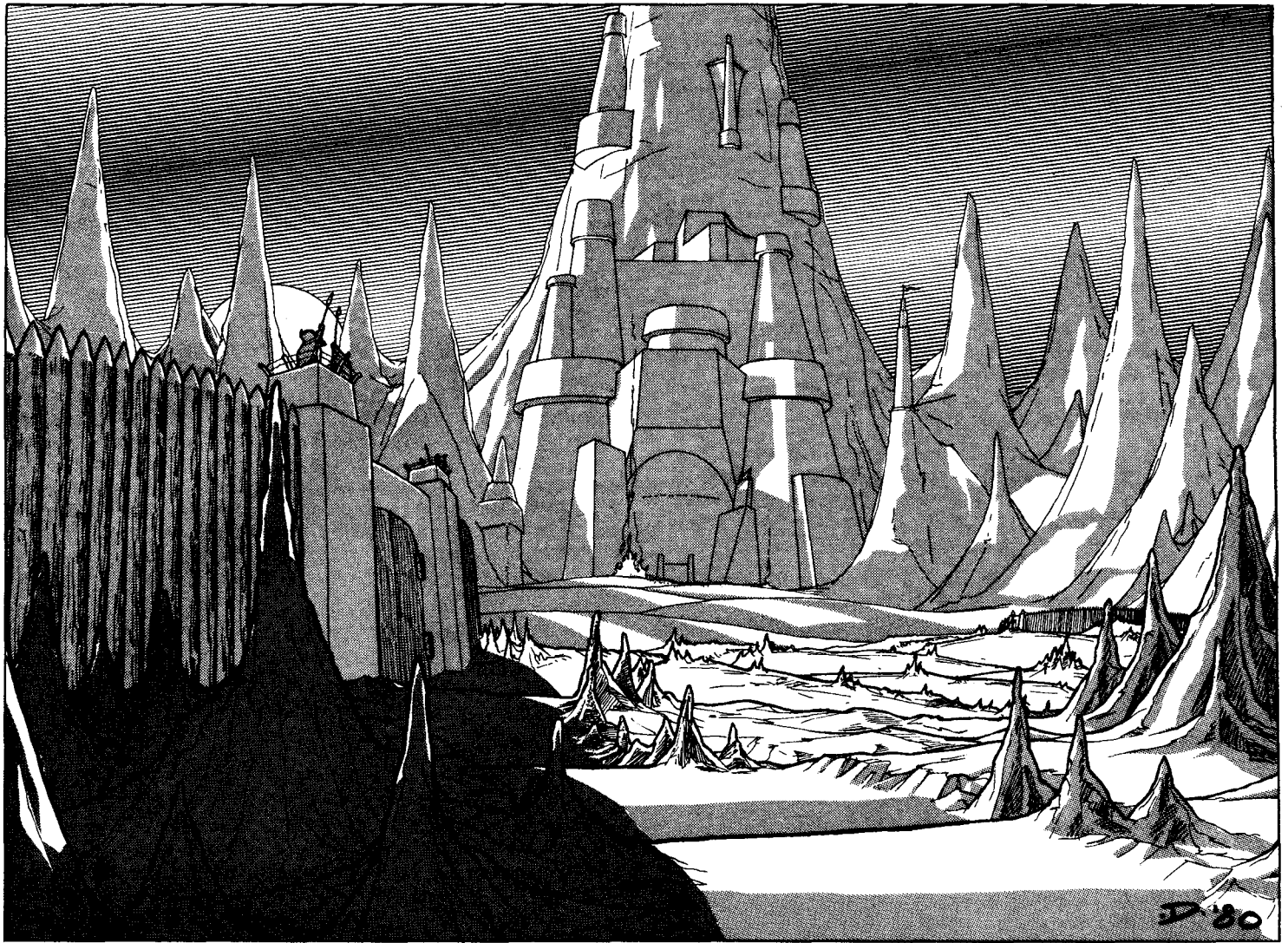
Survivor: The 3-12 survivors will be of mixed races, using the table below. They will be armed with spider-silk nets, bone clubs, stone maces, spears, and bone darts.

Fugitive: The 1-6 fugitives are simply offerings to the spiders that have not yet been caught. Use the table below to determine the racial composition of the group. They have no weapons or equipment, and will only attempt to fight (bare-handed) 10% of the time. They are thoroughly demoralized and will only seek to escape from the labyrinth.

Survivor And Fugitive Party Composition Chart

Race abbreviations: H = human, D = dwarf, G = gnome, E = elf, 1/2E = half-elf. 1/2 = halfling. O = other (goblin, orc, lizard man, etc. at the DM's option). Roll one d10 and cross-index the result with the number in the encountered party (as given above).

Die Roll (d10)	NUMBER IN PARTY											
	1	2	3	4	5	6	7	8	9	10	11	12
1	H	2H	3H	4H	5H	6H	7H	8H	9H	10H	11H	12H
2	H	2H	3H	4H	4H	5H	6H	7H	8H	9H	10H	11H
					E	E	E	E	E	E	E	E
3	H	2H	3H	3H	4H	5H	6H	7H	8H	9H	10H	11H
				E	D	D	D	D	D	D	D	D
4	H	2H	2H	3H	3H	4H	5H	6H	7H	8H	9H	10H
			E	D	D	D	D	D	D	D	D	
5	H	2H	2H	2H	3H	4H	5H	6H	7H	8H	9H	
		E	D	E	1/2	1/2	1/2	1/2	1/2	1/2	1/2	1/2
6	H	H	H	2H	2H	3H	4H	5H	6H	7H	7H	8H
		D	D	1/2E	1/2D	1/2E	1/2D	1/2E	1/2D	DG	1/2E	1/2DG
7	H	H	H	2H	2H	3H	4H	5H	6H	7H	7H	8H
		E	G	1/2E	1/2E	1/2E	1/2E	1/2E	1/2E	1/2E	1/2E	1/2E
8	1/2E	H	H	2H	2H	3H	4H	5H	6H	7H	7H	8H
		D	E	DG	DG	DG	DG	DG	DG	2E	2D	
9	D	H	H	2H	2H	3H	4H	5H	6H	7H	7H	8H
		E	D	DE	DE	DE	DE	DG	1/2E	EDG	2E	
10	G	H	H	2H	2H	3H	4H	5H	6H	7H	7H	8H
		E	G	ED	G1/2	G1/2	G1/2	G1/2	G1/2	EG	1/2E	1/2EG
		D	O	O	O	O	O	O	O	O	O	DO



F. Maldev

Looking through the gate, the party will see that somehow things do not look quite right. The gate looks out upon a mountain setting, but the mountains are too tall and sharply pointed to be real. The sky is bluish-purple and partly overcast; the sun is almost below the tops of the mountains. What stars are out are much larger than normal, almost like small moons. There are two prominent mountain peaks, one a mile away and the other about six miles distant. Between these, in what appears to be a pass, is a wooden palisaded fort. Approximately three-quarters of a mile beyond the fort is another stockade, similar in appearance. At the foot of the far mountain is a great stone fortress with great fires shining from one point in its wall. Many smaller fires dot the plain of the pass and at times wide sections of the ground seem to ripple from the movements of troops.

This mountain pass leads to Maldev, the last kingdom of the mountain dwarves in this world. The fortress under attack is Kandelspire, the gate to the kingdom of Maldev. Lolth has just begun what she hopes to be her final attack on the great fortress. For this battle she has assembled 8,000 gnolls, 2,000 bugbears, 150 ogres, 30 hill giants, 20 trolls, 10 Perytons, 6 umber hulks, and one red dragon. In the fortress are 4,000 dwarves, 500 humans, 100 brown bears, 10 cave bears, 10 werebears, 50 giant badgers, and 5 pegasi. Lolth expects to receive further reinforcements soon, but the dwarves of Maldev do not expect any further aid.

The two wooden forts are also occupied and must be passed to reach the fortress. The stockade closest to the gate is manned by Lolth's creatures (300 gnolls, 20 bugbears, 2 ogres, and one type IV demon). These forces might be fooled into thinking that the characters have been sent by Lolth to aid in the battle. The more distant fort holds 500 dwarves, cut off from the rest of their army. It

was bypassed in the first attack, to be destroyed later by the expected reinforcements. The dwarves will be suspicious of strangers approaching the fort unless a dwarf is with the party.

(N.B. Those DMs and players who are interested in miniatures battles may wish to play a small section of this engagement with figures. It is suggested that if this is done, the characters should somehow "arrive" and take command of several smaller units. The DM should have some players assume evil personalities to help run the evil forces. The outcome of the entire siege may be considered to be the same as that of the smaller battle.)

If the party leaves the area they will find the land barren and depopulated. Food will be hard to find and movement difficult through the rugged wilderness. Encounters should occur automatically once every three days, the type determined by the following chart (roll d10):

1-8	Loth's army units (100-300 gnolls, bugbears, ogres, trolls, etc.)
9	Dwarf refugees (2-20)
10	Human refugees (3-30)

G. The Nightworld Of Vlad Tolenkov

This gate opens into a gloomy castle courtyard; old and run down, it is cluttered with a scattering of broken stones and sickly-looking weeds and bushes. It is night; the starlight poorly illuminates the expanse of the courtyard, in the center of which stands an old fountain, dry and leaf-filled. In the right wall, terraced steps lead up to a pair of tarnished bronze doors set in an ornately carved arch. In the left wall is an opening, 20' wide and 15' high, sloping down and away from the courtyard. Near the tops of the walls are many small windows.

This is the castle of Vlad Tolenkov, a 15th level magic-user/vampire (AC 1, MV 12"/18", HD 8+3, hp 67, #AT 1, D 5-10 plus drain 2 energy levels, **charm person** at -2 on save, **summon** rats, bats, or wolves, **shape change** to bat, **gaseous form** at will, **regenerate** 3 hp per round, immune to **sleep, charm, and hold** spells, +1 or better weapon to hit). Vlad's spells are:

First level: affect normal fires, burning hands, enlarge, hold portal, magic missile

Second level: darkness, 15' radius, detect invisibility, invisibility, ray of enfeeblement, web

Third level: dispel magic, fireball, haste, lightning bolt, phantasmal force

Fourth level: confusion, hallucinatory terrain, ice storm, polymorph other, wall of ice

Fifth level: animate dead, cloudkill, cone of cold, passwall, teleport

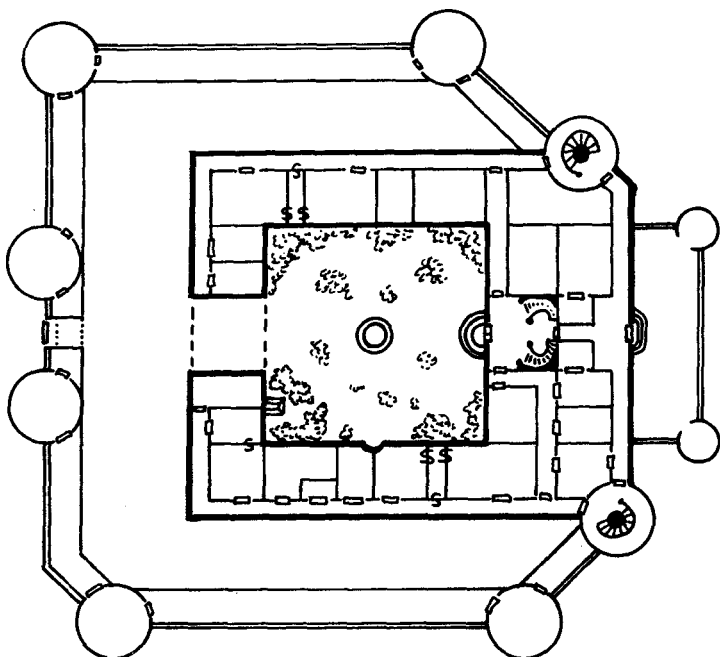
Sixth level: anti-magic shell, death spell

Seventh level: reverse gravity

Loth has recently enlisted Vlad to her side, and he is now gathering forces to this area. These are primarily made up of undead, which are very successful in this land of perpetual night. This world has no sun; heat and plants are sustained only by powerful ancient magic.

With the forces he has been gathering, Vlad does not intend to conquer the human lands, but rather to harass and disrupt trade in the area, in preparation for a greater future assault by Loth. Therefore, security in the area is lax. Few creatures live in the castle with Vlad, primarily ghouls and ghosts who feed on his drained victims. If characters travel in the lands surrounding the castle, the chance of encounter is 1 in 8 every 3 hours. Use the following table to determine the type of encounter:

Die roll	Encounter	Number appearing
01-15	Ghoul	(1-10)
16-30	Ghast	(1-6)
31-35	Harpy	(1-4)
36-43	Jackalwere	(2-8)
44-50	Werewolf	(1-4)
51-55	Troll	(1-8)
56-70	Merchant	(10-60)
71-80	Bandit	(20-40)
81-95	Peasant	(10-60)
96-00	Vlad	(D)



H. Loth's Prison

This gate looks out across a small desert plain. Although the land is brightly lit, small stars glow on the horizon. Five small suns shine overhead, ranging in color from red to white; the sky is black. Standing about 200 yards away is a large giant-type figure, bone white in color, about 30' tall. On the ground behind it sits an iron cage holding a man-sized figure. There are no other signs of life.

This is a miniature, flat world; it is circular, with a diameter of 2000 yards. Encapsulated in a force field dome which traps its atmosphere inside, the world has normal gravity, maintained by an unknown magic. Loth uses this world, which floats somewhere near the edge of the galaxy, to hold various prisoners she has taken. The entire world will radiate magic if so detected.

The gigantic white creature is a bone colossus (AC 0, MV 12", HD 10, hp 45, #AT 1, D 4-14, **regenerate** 3 hp per round, immune to **cold, sleep, charm, and hold** spells, edged weapons do half damage), a being created from the joining of many skeletons. At closer inspection, many different types of bones may be seen jutting from the body. In one hand it holds a bone club. Total dismemberment will not destroy the colossus; the bones that form it will move back together and rejoin, creating it anew. Fire and acid damage are permanent. Once the colossus is reduced to 0 hit points, 10 rounds (1 turn) will be required before the creature is reformed. A cleric may turn the creature as if it were a "special" class of undead.

In the cage behind the colossus is a man. He is gagged and shackled. If released he will introduce himself as Trinax the cleric (AC 10, Lvl 8, hp 50, AI LG, S 13, I 11, W 16, D 9, C 14, CH 15) and explain that he was undertaking a **quest** when he was captured.

Trinax's spells are:

First Level: cure light wounds (x3), purify food and drink, remove fear

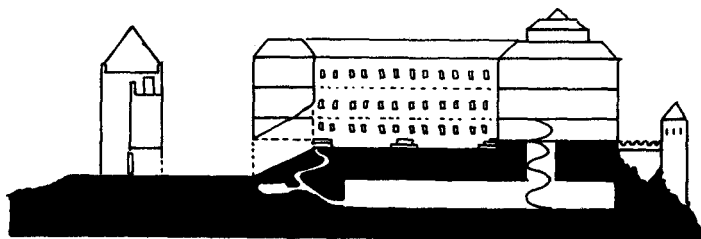
Second Level: augury (x2), find traps, resist fire, silence, 15' radius

Third Level: cure blindness, cure disease, dispel magic

Fourth Level: cure serious wounds, neutralize poison

If the party requests it, he will cast one **cure serious wounds** and will also offer to reward the party for rescuing him. To the person he deems most worthy, Trinax will give a **pendant of truth**. This **pendant** has three small balls set in it. Trinax will advise the party to cast one of the balls at Loth when she is encountered, but he knows nothing of the exact operation of the **pendant**. If asked to join the party, Trinax will refuse, nor will he accept any assistance on his mysterious **quest**.

When the balls of the **pendant** come within 5' of an **illusion** or a magically trapped item or area, one of the balls will burst, giving off a brilliant shower of sparks. There is a 50% chance that the energy released in this discharge will successfully dispel whatever triggered it. Note that each ball only works once; thrown balls break and are not reusable, even if no discharge occurs.



I. The Spider Ship Of Loth

This portal is different from any other door found on the Web. It is a pair of bronze doors, each 15' tall and 10' wide. The face of the doors is smooth and featureless except for a small cube-shaped depression in the center of the left door. The doors may be opened by one of two methods. The first is to place the blue crystal CUBE from the platinum EGG into the depression in the door. The CUBE will begin to hum and glow for about 1 round, after which the doors will open by themselves. (**NOTE:** Mere possession of the EGG will *not* suffice to open the doors. The CUBE must be placed in the door before *anything* will happen.) The doors will also open to **knock, disintegrate or passwall** spells. The doors *cannot* be forced open by *any* amount of physical strength.

Beyond the door is a flat desert under a purple sky. The air seems to radiate an evil heat, burning into the yellow sand of the desert. About a mile from the gate stands a huge, strange building. It appears to be made of brass, about 100' tall and 200' wide. Long slender supports extend from two points on the sides of the building; these arch upwards and then settle some distance away on the sand. The building itself seems to be composed of two spherical sections, each barely resting on the sand. The nearest has a wide staircase leading to a dark doorway, above which are two horizontal rows of circular windows.

As the characters approach the building, they will see that the 20' wide staircase is flanked by 10' wide bannisters, the lower ends of which turn slightly inward. Sitting on the bannisters, at the bottom of the steps, are 2 gargoyles (AC 5, MV 9"/15", HD 4+4, hp 32 each, #AT 4, D 1-3/1-3/1-6/1-4, +1 or better weapon to hit), who will watch the approach of the strangers with no apparent concern. One sits on the edge of a bannister, idly scratching at the metal; the other squats with his chin on his knees, his eyes half-closed. They both look inoffensive, and neither will make any sort of hostile motion. If ignored, they will not attack the party. When the party approaches within speaking distance, one of the gargoyles will speak in a strange croaking language (gargoyle), and say "Up the stairs and through the door—she's waiting." This will, of course, be gibberish unless gargoyle is understood or a **comprehend languages** spell (or some form thereof) is used.

The building, on closer inspection, will appear to be made of metal plates bolted together. If characters stare at the material, they will notice a vague suggestion of movement in it. Close examination will reveal faces, twisted and tortured, pressed against some invisible barrier, silently mouthing screams and howls. Similar to the pathways of the Web, this metal is formed from the essence of souls sent to the Abyss; their punishment is to be painfully sealed into this mysterious prison. As for the whole building, it can be seen that the structure is definitely *not* fixed to the ground; the arches on the sides are tubular, and end in large flat pads sunk into the sand.

If the characters look, they will notice a shadowy movement in the domed windows over the door, though the exact cause of the movement cannot be determined. The strange windows create an uncomfortable feeling of being watched.

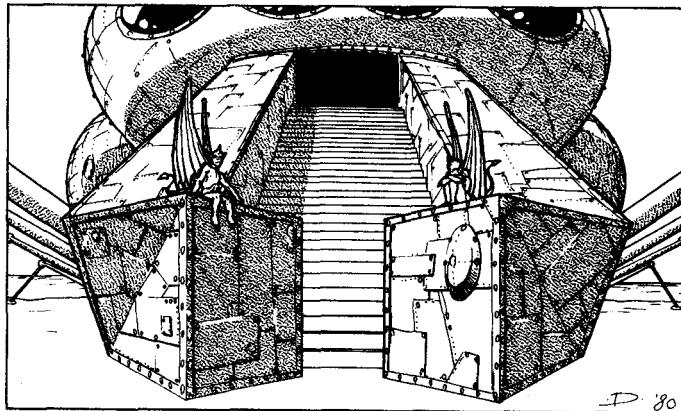
This structure is not only Loth's castle, it is also her ship in the shape of a spider. It travels across the land by walking on the eight arched legs on its sides. Inside are living quarters, power plants, temple chambers, and control rooms. The entire ship is powered by large steam engines (found in the lower sections). The vibration from these engines can be felt throughout the ship.

This ship has been known to appear on the Prime Material Plane in places and times where Loth felt it necessary or useful to appear in person. What legends there are of this thing tell of the great riches and deadly traps that have been discovered inside; all are rumors, of course, as none have ever returned from it alive!

The entire ship is lit by hidden ceiling fixtures. There is no need for torches or magical light on the ship.

If Loth should be slain by the characters during the course of play, the ship will begin to tremble and heave violently. Then things around the characters will begin to shift and alter their appear-

ances as the ship reverts to the chaos from which it was formed. As things finally begin to crumble, the characters will feel paralyzed and nauseous as some power suddenly grips them. After a short, dizzying, gut-twisting spin, they will black out, regaining consciousness somewhere on their own world. The DM may have them arrive in some known area, or may opt for the characters to appear in an unknown land. If characters delve into these events, they might learn that they were rescued by their gods as a reward for their services.



Random Encounters For Loth's Palace

1 in 6 chance for encounter every hour (or turn, as applicable). Roll one d20, and consult the following table:

Die roll	Encounter	Number appearing
1-8	Manes	(2-8)
9-12	Quasit	(1-4)
13-20	Random change	—

Manes: Manes (AC 7, MV 3", HD 1, #AT 3, D 1-2/1-2/1-4, immune to **fire, sleep, hold, and charm** spells, +1 or better weapon to hit) may be encountered throughout the ship working as slaves. They typically try to flee any encounter, alerting other creatures to the party's presence. They do not carry any weapons or treasure.

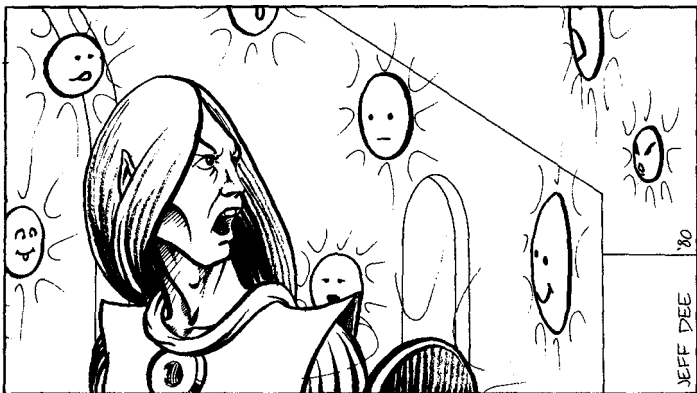
Quasit: Not staying in any one place, and not welcome on the ship because of the problems they create, quasits (AC 2, MV 15", HD 3, #AT 3, D 1-2/1-2/1-4, plus save vs. poison or lose 1 point of dexterity for 2-12 rounds, MR 25%, **detect good, detect magic, invisibility, cause fear 3"** radius once per day, **regenerate 1 hp** per round, **polymorph** into giant centipede, immune to **cold, fire, and lightning** spells, magic weapon needed to hit) will most often flee any encounter. If possible, however, they will return shortly to harass characters, but will only do this if they can remain undetected. They engage in petty theft, tripping, hit-and-run attacks, and other forms of minor harassment.

Random change: Due to the great energies involved, Loth has only been able to enforce her will on the substance of Chaos to a limited extent. Therefore, there is a chance that sometimes an unforeseen change will occur. Loth has managed to limit the scope of these changes so that they are only minor. When a random change occurs, some non-living item will either transform, appear, or disappear. A glove might become an apple, or a pile of dead leaves might appear from nowhere. Loth has prevented important items from undergoing this process (i.e. weapons and major equipment), and magic items are immune, but the minor possessions of characters might become substantially different. Likewise, weapons, magic items, and useful items will not appear. The DM should use this encounter with care, to confuse and amuse a party but not to torment or reward them. A list of suggested changes is given below.

Any or all of these items can appear in front of, behind, or beside the characters. They could even appear in mid-air and clatter to the floor (for a little extra effect).

Die roll

- 1 Personal artifact disappears (handkerchief, sock, comb, etc.)
- 2 Miniature rain cloud with lightning and thunder (no damage, just wet 2-8 r),
- 3 Gust of wind,
- 4 Unusual smell (roses, tobacco, garlic),
- 5 Statue of a small animal (squirrel, frog, monkey etc.). Appears to come to life when picked up. If spoken to it will demand to be fed. If fed anything, it will disappear.
- 6 Seashells, will scurry around on any flat surface but will break when touched.
- 7 Musical instrument,
- 8 A 2' high toadstool, very grumpy; it will become argumentative if spoken to or approached.
- 9 Laundry basket full of assorted underwear that glows in the dark.
- 10 Icicles that appear in otherwise warm room.
- 11 Miniature fireworks go off for 1-6 r, (no damage),
- 12 Dozens of miniature parachutes appear in mid-air and fall to the floor.
- 13 Several dark medium-sized rocks appear—they have very faint voices coming from them. If held up to the ear they will say "put me down!" If broken, they will be found to be hollow and the tiny voices will call for help for 1-3 r.
- 14 Ball of string will come unrolling down a passageway; ball will disappear when out of sight.
- 15 Some miscellaneous metal items (such as lanterns) will change metal content. Tin will become brass, brass will become bronze, bronze will become lead, etc.; all armor and weapons will be unaffected.
- 16 Snow begins falling; could be any color except black.
- 17 Each character discovers 1-3 wriggling goldfish in his or her clothes; the fish will turn to glass when touched.
- 18 Doorknob on a false door begins to interrogate the party ("Where do you think you're going?"; "How did you get in here?"; "What are your names?"); if any attempt is made to turn the doorknob, the entire door will immediately disappear.
- 19 Shelves full of delicate crystal goblets appear behind the party. The goblets will begin to fall off the shelves to shatter on the floor below.
- 20 Rainbow appears in any location, glowing brightly in the darkest of rooms.



Note On All Decks:

STOREROOM (S): These rooms are located throughout the ship and contain supplies and plunder. They are haphazardly piled with a large variety of items. Many are crated and packed, and most are fastened down to prevent damage when traveling. If the characters search, they will find many of the following things: dried meats, cloth, bales of hay, barrels of gruesome pickled items, tuns of wine, metal machine parts, and many totally unrecognizable items. There is a 1 in 6 chance per turn of searching that the party will find something of value; this will be a small statue or piece of jewelry, either worth 100-1000 gp. No more than 3 valuable items may be found in any single storeroom of the ship.

DECK A

1. **THE MATRON'S CHAMBER:** The stairway ends in a 20' wide arch, carved with many convoluted knobs and protrusions to give the impression of a lip and teeth. Inside the room beyond the arch (which has no door) sits a type V demon (AC -7/-5. MV 12", HD 7+7, hp 42, #AT 1 and 6, D 2-8 and by weapon type X 6, MR 80%, +1 or better weapon to hit, psionic ability 130, attack/defense modes A, E / F, G, H, **charm person**, **darkness 5' radius**, **detect invisible objects**, **gate**—50% chance for a type I (30%), type II (25%), type III (15%), type IV (15%), type VI (10%), or demon lord or prince (5%), **levitate**, **polymorph self**, **project image**, **pyrotechnics**, **teleport**—no error) behind a desk far too small for her. The desk is littered with papers.

The demon acts as the matron for Lolth's palace. She is required to take the names of all who enter and then have them sign in the ledger. When a party enters, she will speak in the common tongue, assuring the party of her harmlessness despite her fearsome appearance. She will then ask the party to wait or sit in the chairs around the room. However, there are no other chairs; the quasits have stolen them. She will then ask the party to sign the ledger, but will not be able to produce it. Papers will be thrown around the room in search for it. Finally she will ask the party to wait while she gets the ledger.

If questioned as to why it is necessary to sign, she will not know. She is too chaotic to think it worth the trouble of doing, but she fears Lolth enough to obey her commands. She will give no useful information concerning Lolth, and if harassed about things she cannot answer or does not care to think about, she will be likely to attack. The demon, if in danger of crying, will flee to room 2 (below) and try to **gate** in assistance.

If the party should decide to leave while she is absent looking for the ledger, they will be considered intruders in the ship; the demon will sound the alarm and the DM should check for encounters every other turn instead of every hour. If the characters wait for her to return, she will come back in 15 rounds with the ledger, insist that they sign it, and then escort them past the hill and frost giants with announcements of "The envoys of _____ to see Her Wondrousness. Lolth!" No creature will attack an escorted party. When she arrives at room 13, she will announce the party as "entering the presence of Lolth the Demon Queen." She will then **teleport** back to her station.

2. **MATRON'S ASSISTANT:** Standing near the center of the room is a roper (AC 0, MV 3", HD 10, hp 51, #AT 1 and 6, D 5-20 and 6 strands cause **weakness** in 1-3 rounds, immune to **lightning**, 1/2 **damage from cold**, save vs. fire at -4) on watch in case the demon in room 1 should have any problems with visitors. If the noise of a loud combat reaches him, it will enter room 1 to aid her. The only furnishing in the room is an overturned chair and a metal voice tube on the wall.

3. **SERVANT'S QUARTERS:** This room is furnished with a table, stools, 3 piles of dirty straw, several battered pots and bowls, and assorted armor and weaponry. Three bugbears (AC 5, MV 9", HD 3+1, hp 25, 23, 20, #AT 1, D 2-8 surprise on 1-3) are at the table casting bones (dice). These creatures are servants to the matron and are supposed to cater to her wants and needs. They are an uncontrollable group, and will immediately attack any characters who interrupt their business. There are clubs and swords on the floor near them. On the table in front of them are 75 gp. The door to room 4 is bolted and braced shut with a chair.

4. **SERVANT'S QUARTERS:** This room is foul and odorous. The lighting has been turned off in here, making it almost pitch dark. A troll (AC 4, MV 12", HD 6+3, hp 36, #AT 3, D 5-8/5-8/2-12, **regenerate** 3 hp per round 3 rounds after being hit) stays here when not working as servant to the matron. It is feared by the bugbears and uses this fact to keep from being disturbed. It has no treasure.

5. **STOREROOM:** Although a rather large room, the number of shelves and boxes found here make the area much smaller than normal. There is a recently-killed quasit in front of the door and another body may be found in a pile of boxes. There are 4 other quasits (AC 2, MV 15", HD 3, hp 17,16,14,12, #AT 3, D 1-2/1-2/1-4 plus save vs. poison or lose 1 point of dexterity for 2-12 rounds, MR 25%, **detect good, detect magic, invisibility, cause fear 3'** radius once per day, **regenerate 1 hp per round, polymorph** into giant centipede, immune to **cold, fire, and lightning**, magic weapon needed to hit) hiding in the room. They will not reveal themselves unless there is a chance that they will be discovered, in which case they will attempt to attack with surprise.

In the boxes and on the shelves are a variety of foodstuffs. These include sacks of grain, hanging meats, unusual metal canisters (canned food), barrels of dried fruit, and casks of vinegar and honey. All of it is in good condition and characters will be able to assemble packs of standard rations from it. There are also 6 stools (from room 1) piled in a corner.

6. **GUARD STATION:** This spacious room is littered with broken furnishings, once of great value; most of these are wood. These items are periodically collected by manes to be burned in the furnaces. Standing near the top of the stairs is an ogre (AC 5, MV 9", HD 4+1, hp 25, #AT 1, D 1-10) guarding the entrance to the lower levels. He carries a wooden club, and has no treasure.

7. **GIANT'S QUARTERS:** In this room may be found a table, beds, chairs, and two locked chests. All of this furniture is oversized, made for use by giants. The room is the quarters for the two hill giant guards (room 8, below). Any loud noises from this room will bring the giants to investigate. The two chests are untrapped, but 10 battered bells are nailed inside the lid of one; if not opened with caution, the bells will sound and alert the giants. The chests contain a total of 10 rocks, 20 broken bones, 1 iron kettle with a hole in it, a sack of very hard biscuits, evil smelling rags, and 2,000 loose gp.

8. **GUARD STATION:** Two hill giants in scale armor (AC 4, MV 12", HD 8+2, hp 43,36, #AT 1, D 2-16) stand guard, one to either side of the double doors. They will immediately attack all non-demonic or non-Drow characters who are not accompanied by the matron from room 1. They are armed with clubs and will defend the door until they are dead. They have no treasure with them.

DECK B

9. **FROST GIANT GUARD STATION:** Two frost giants (AC 4, MV 12", HD 10+4, hp 51,50, #AT 1, D 4-24, immune to cold) stand to either side of the double doors leading to room 13. They will not attack any characters accompanied by the matron (from room #1). If characters are not escorted, the giants will attack and fight to the death. They carry no treasure.

10. **FROST GIANT QUARTERS:** This room is noticeably chilled and damp. It is furnished with oversized chairs and beds, and there are shelves on the wall about 12' from the floor. On these shelves are 3 gold jeweled cups (worth 1500 gp each) and a +1 dagger in its sheath. Under the beds the characters may discover two 10' long blocks of ice (in tubs), slowly melting. On pegs near the doors hang giant-sized weapons. A large bell is attached to the inside of each door. If the door is not opened carefully, the bell will sound, alerting the frost giants (in room 9), who will arrive in 1 round to investigate.

11. **STOREROOM:** The main section of this room is similar to other storerooms throughout the ship. It has shelves and crates and boxes loaded with furs, tools, mechanical parts, statuary, weapons, food, paintings, and other items. The rear of the room contains bales of hay and grasses. Lurking in these piles are 2 giant spiders (AC 4, MV 3"*12", HD 4+4, hp 17,13, #AT 1, D 2-8 plus poison) that will attack if the piles are approached. Although some of the items in this room are of value, they will not survive transportation unless carefully packed.

12. **STOREROOM:** This room has a strong animal odor, and contains livestock for the giants and ogres on the ship. There are 25

cattle and 15 oxen loose inside. Along the far wall is a watering trough, and loose straw covers the floor.

13. **THE COURT OF LOLTH:** Upon entering, the players will see a marble and grey floor. The outer 20' is swirled marble stone and the inner square is a single piece of gray lead flooring. The pillars about the room are smooth marble. The walls are adorned with mosaics of a colorful jungle swamp inhabited by an unfamiliar race of spider-like humanoids. The far wall is set with doors, one every 10'. These are wooden with brass bindings and are all identical in appearance.

DMZ (DISPEL MAGIC ZONE): The 30' square area directly beyond the doors has a permanent **dispel magic** cast upon it. This will have a 70% chance of destroying each potion that passes through it; spells that are attempted while in this area and spells that have been cast upon people or objects will all have a chance of failing as if the **dispel magic** had been cast by a 16th level cleric. Note that it will not affect spells that are cast outside of the area and are targeted within (or through) it. If a **dispel magic** is cast at this area, there is a normal chance that it will remove the permanence, thus destroying the **DMZ**.

L. **PHANTASM OF LOLTH:** In the center of the room stands a **phantasmal force** of Lolth. This appears as a huge black spider with a woman's head. When a party enters the room, it will speak, saying, "Welcome to my home. You have done very well so far. Now you have only one more challenge—to survive." The **phantasmal force** will then begin to make motions as though it were casting a spell. If attacked, the real Lolth will have the **phantasmal force** react in an appropriate manner. As long as this is possible, the illusion will remain. Player characters must declare that they are attempting to disbelieve before a saving throw vs. spells can be made. NPCs should be allowed a saving throw as soon as they see Lolth, but at -4, as they are seeing something they expect. If the characters all believe and attempt to close with the illusion, the **phantasmal force** will leap away from the party and flee to one of the doors in the far corners of the room. Through this door she will apparently make her escape. The **phantasmal force** and the **ventriloquism** are controlled by Lolth from room 14.

14. **SPY ROOM OF LOLTH:** In the door looking out into the main chamber is a small hole set at eye level. This hole is unnoticeable unless the characters are close enough to search for it. In this 10' x 10' compartment, the real Lolth (see details at the end of the module) is watching the party's progress. There is a voice tube hanging from the ceiling, through which she may listen to the encounter in room 1 (deck A). Before the party arrives in room 13, she will cast **ventriloquism and phantasmal force** spells. She will concentrate on these until no longer believed (or until she causes the illusion to flee). After her spells have been used, she will slip out of the door opposite the peephole and escape upstairs.

15. **HALLWAY:** This hallway is unlit. The air is warm and humid and there are large puddles of water on the floor, coming from under the wall that connects with room 15A. This wall is actually an illusion. Although it will not disappear if touched, it will vanish if successfully disbelieved. It will automatically vanish when the "door" in the center of the wall is opened. The black dragon in room 15A knows of this illusion, and can see and attack through it; it will attempt to attack by surprise before the door is opened.

15A. **CHAMBER OF THE BLACK DRAGON:** This room is dank and unlit, and is filled with the odors from decaying vegetation. Near the far wall of the room is a young adult black dragon (AC 3, MV 12", HD 7, hp 28, #AT 3, D 1-4/1-4/3-18, spits acid) that cannot speak nor use magic. It is not sleeping. Lolth permits this pet of hers to keep a small amount of treasure to play with, which it piles around its tail. The treasure consists of 10,000 cp, 400 sp, 600 gp, 3 gems worth 1000 gp each, 1 bejeweled buckle worth 9,000 gp, and 3 **potions of healing**.

16. HALLWAY: This hallway is lit and the air is very cold. All of the walls except the one between the hallway and room 16A are coated with frost. The floor is slushy, and care must be taken when walking on it. The wall to room 16A is an illusion, and will behave exactly as that in hallway 15. The white dragon in room 16A knows of this illusion, and will attack through it with surprise, if possible.

16A. THE COLD CHAMBER: The air in this chamber is very cold and crisp, and frost covers the walls. Great icicles hang from the ceiling, and mounds of snow and ice fill the corners. In the center of the room rests a young adult white dragon (AC 3, MV 12", HD 6, hp 24, #AT 3, D 1-4/1-4/2-16, breathes cone of frost) that cannot speak nor use magic. It is not asleep. Lolth allows this pet to keep a small amount of treasure to guard: 10,000 cp, 10 gems (value 10-100 gp each), 2 **potions of extra healing**, and a **potion of flying**. Should loud noises or fierce combat occur in this room, there is a 10% chance per round that 1-4 icicles will fall from the ceiling. These will randomly strike creatures in the room as if 1 HD monsters, and will do 2-12 points of damage if a hit is scored.

17. STAIRS TO THE UPPER LEVEL: At each of the two steps shaded on the map, Lolth has placed a **glyph of warding**. This spell will inflict 32 points of electrical damage (save vs. spells for 1/2 damage). Characters in metallic armor (magical or not) must save at -2. If the DM wishes, the second **glyph** may do 32 points of fire damage (ST 1/2) to the character who triggers it and half this amount (ST 1/4) to anyone within 5'.

18. GUARDSTATION: Four ogres (AC 5, MV 9", HD 4+1, hp 25, 20, 14, #AT 1, D 1-10) stand guard near the top of the stairs. They will attack any character except those escorted by demons or salamanders. Apparently the ogres live here amidst the litter of broken weapons, wire, mounds of furs and straw for bedding, open crates, and piles of rocks. These ogres have no treasure. Heat is quite noticeable near the stairs, and there is a tinge of smoke in the air. A layer of soot covers the floor.

DECK C

19. THE SHINING HALL: The entire length of this hall is unadorned and very clean. The brass-like metal here has been carefully polished, making it very reflective. The entire corridor is very brightly lit, and the images of those in the hall will be reflected in the walls except at the 20' wide space marked 19A. This section of the wall is actually a permanent **illusion** that hides the door to room 22. It will not disappear if touched. To open the doors, characters must reach in and find the handles by touch (unless a spell, such as **true seeing**, is used). The other doors are normal secret doors.

20. OGRE BARRACKS: The floor of this room is covered with piles of dirt, straw, and furs beside which are various weapons, except in one area where 10 ogres (AC 5, MV 9", HD 4-1, #AT 1, D 1-10 or by weapon type) are playing an ogre version of ninepins. If not surprised, half of the group will try to get their weapons during the first round, while the rest throw balls and pins at the intruders (treat as thrown clubs). In the following rounds, those with weapons will attack with spears and axes (gaining +2 on damage) while the others arm themselves. If hard pressed, the ogres will retreat to room 20A. Each ogre has 2-20 gp, but otherwise there is no treasure in the room.

20A. WEAPONS CLOSET: Once in this room, the ogres will slam the door shut and bar it, possibly locking some companions outside. Three rolls of 1 or 2 (on a d6) will be necessary to open the door. The ogres in the room will have rearmed themselves by then with pole arms (50% halberd, 25% glaive, 25% spetum) and will attempt to keep the party from entering the room. As before, the ogres will each have 2-20 gp, and there is no other treasure in the room.

21. GARGOYLE DEN: The floor of this room is covered with sand and small rocks. Six gargoyles (AC 5, MV 9"/15", HD 4+4, hp 30, 24, 24, 23, 20, 19, #AT 4, D 1-3/1-3/1-6/1-4, +1 or better weapon needed to hit) roost on 10' high ledges along the walls. They will immediately attack any non-demon who enters the room. If they

are being severely beaten, they will attempt to escape through the adjacent storeroom, and will then flee the ship and not return. There is no treasure in this room.

22. TEMPLE OF THE TRUE LOLTH: While the characters are opening the door hidden by the illusion, Lolth will be preparing for their arrival in her temple. Here to assist her will be 10 giant solifugids (AC 4, MV 12", HD 6+6, #AT 2 or 1, D **grip** or 4-16, **grip** with leg attack gives +3 on beak attack, beak does damage indicated), 10 giant pedipalpi (AC 2, MV 6", HD 4+4, #AT 3, D 1-8/1-8/2-8, **grip** gives automatic hits, **poison gas** 20' radius—save vs. poison or -3 on "to hit" rolls for 1-6 rounds), and 2 driders (AC 3, MV 12", HD 6+6, hp given below, #AT 1, D 1-4, plus save vs. poison or **paralysis**, spells), one male and one female.

The female drider (hp 29) knows the following spells:

Innate, each once per day: **clairvoyance**, **dancing lights**, **darkness***, **detect lie**, **detect magic**, **dispel magic**, **faerie fire**, **know alignment**, **levitate**, **suggestion**

First level: **bleed** (C1r, R60', DR6r), **command** (C1s R10'), **protection from good*** (C4s, DR21r)

Second level: **hold person** (C5s, R60', DR11r), **resist fire** (C5s, DR7t), **silence**, **15' radius** (C5s, R120' DR14r)

Third level: **animate dead** (C1r, R10'), **bestow curse*** (C6s)

Fourth level: **cause serious wounds*** (C7s)

The male drider (hp 42) knows the following spells:

Innate, each once per day: **dancing lights**, **darkness***, **detect magic**, **faerie fire**, **know alignment**, **levitate**

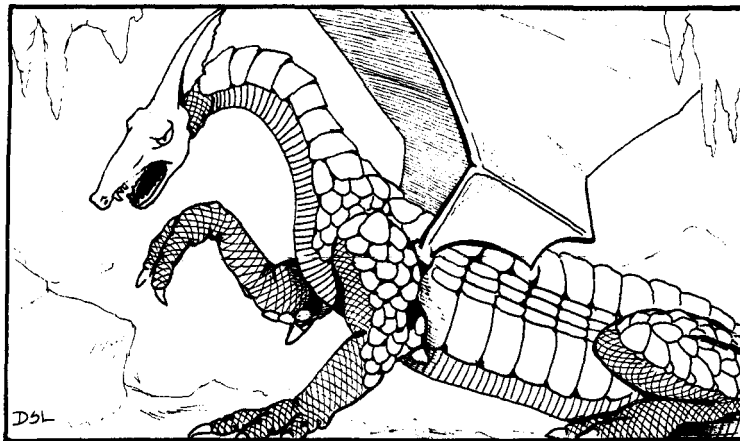
First level: **magic missile** (x2, C1s, R140'), **reduce** (C1s, R40' DR8t), **shield** (C1s, DR4t)

Second level: **invisibility** (C2s), **stinking cloud** (C2s, R30', DR8r)

Third level: **fireball** (x2, C3s, R180'), **slow** (C3s, R170', DR11r)

Fourth level: **fumble** (C4s, R80', DR8r) **ice storm** (C4s, R80')

Spell abbreviations used include C (casting time), R (range), DR (duration), s (segments), r (rounds), t (turns), and an asterisk (*) to indicate a reversed effect.



These monsters will be scattered about the outer edges of the room when the party enters. Only four will be in striking distance during the first melee round. Two creatures may fight side by side in a 10' wide space. The two driders will stay to the rear and use their spells before entering melee.

The chamber will appear to be identical to room 13 (deck B) except that there is only one pair of doors in the wall opposite the entrance to the temple. However, the gray "lead" floor in the center of this room is actually a viscous quicksand. Any character who steps onto this area will fall into the quicksand. All trapped characters fight, defend, and save with a penalty of -4 and do **not** receive any dexterity adjustments.

The victim will sink to the bottom of the pool in 1-4 melee rounds, and die (of suffocation) in that same time period. Those close to the edge of the pool may attempt to pull themselves out; this will take some time (a number of rounds equal to d6+10 minus the AC of the character). Each character helping will reduce the time by 1 melee round. Hanging onto a rope secured around a pillar will keep a character from sinking. No spells may be cast while trapped, but spells may be cast normally at characters in the quicksand. Note that **water breathing** will be of no use, but an **airy water** spell will prolong life for 1-4 rounds (after which the character will die from dust inhalation). A **necklace of adaptation** will enable normal breathing while in the quicksand.

DMZ (DISPEL MAGIC ZONE): This operates in exactly the same manner as that in room 13 (deck A).

L: Lolth will be waiting here when the party enters the room, standing on a platform which is one inch under the surface of the quicksand. She will be in her spider form. As soon as the doors begin to open, she will cast a **darkness, 15' radius** directly in front of the party. She will not advance to attack, but will stay on the platform to cast spells. Lolth depends on her armor class and magic resistance to protect herself. If her hit points are reduced to 33 or less, she will flee along the pathway and escape by the double doors, heading for her lair (room 32). There is no treasure in this room.



23. CHAMBER OF THE GOAT BEAST: This room is bare of any furnishings, and there are several large black smudges on the floor and walls. The door opens outwards. It has no handle on the inside, and will spring shut after a person or party enters, locking with an audible click. Noise in amounts greater than normal will arouse a chimera (AC 6/5/2, MV 9", HD 9, hp 50, #AT 6 plus breath, D 1-3/1-3/1-4/1-4/1-6/3-18, plus fire breath for 3-24 points) which is sleeping in the small area beyond the partition. This chimera's goat head is much larger than the other two heads. It causes the greatest damage (3-18) and, as it is centrally located, is used by the chimera to butt with (for double damage on a charge). After the first charge it will attack with its other modes. Should it be killed, characters will discover a small key around its goat neck. If this key is touched to the entrance, the door will spring open. The chimera has no treasure, as this is periodically collected by others to add to Lolth's hoard.

24. THE BEDS OF THE YOCHLOL: In each of the four rooms in this area lives a yochlol. The furnishings in any room are spartan and few—a hard bunk, a chair, a suit of plate mail, and a sword or battle axe.

- This yochlol is in gaseous form (AC -10, MV 12", HD 6 d10, hp 33, #AT 1, D special—**stinking cloud** effect, +1 or better weapon to hit). It will try to incapacitate characters so that other yochlol may attack.
- This creature will emerge from its room 1 round after characters enter the area. It will be in spider form (AC 10, MV 3"×12", HD 6 d10, hp 43, #AT 1, D 2-8 plus **poison**, psionics) and will attack whomever is nearest to it.
- One yochlol will emerge from this area in amorphous form (AC 10, MV 12", HD 6 d10, hp 40, #AT 8, D 5-8 each, psionics, +1 or better weapon to hit) at the end of the first round of combat. It will attempt to attack unarmored characters.
- The yochlol in this area will emerge in human form (AC 2, MV 12", HD 6 d10, hp 57, #AT 1, D by weapon type, psionics) at the end of the second round of combat. It wears plate mail and carries a +2 two-handed sword. It will attempt to engage armored characters.

Hidden throughout the rooms are several pieces of jewelry and potion bottles. There are two bracelets (values 8000 gp and 5000 gp), one necklace (value 5000 gp), a jewel-studded ankle ring (value 4000 gp), and one ring (value 2000 gp). There are **potions of fire resistance, fire giant strength, speed, extra healing, sweet water, and diminution**. In the corner of room B is a suit of +1 leather armor.

25. GUARDIANS OF THE STAIR: The door to this passage stands open. In it are two of Lolth's handmaidens, the yochlol (see the description near the end of the module; hp 39, 22). They have been ordered by Lolth to attack anyone except herself who tries to go up the stairs. During the first round of combat, they will use their **stinking cloud** ability. Thereafter, one will change to amorphous form, attacking with its pseudopods. If reduced to 10 hp or less, a yochlol will resume gaseous form and float to room 24 to summon aid from the yochlol that live there.

26. ETTIN BARRACKS: This chamber is foul and dimly lit, all but one of the ceiling lights smashed. There are several large boulders piled about haphazardly; a leaking pipe sprays mist into the air, and the floor is slimy. Several rotting and shredded carcasses are piled in the corners of the room. Two ettins (AC 3, MV 12", HD 10, hp 62, 50, #AT 2, D 2-16/3-18, surprised only on a 1) are sharpening the spikes on their clubs and arguing with each other. They will attack anyone they see unless it is a giant or a demon. If (for one of the above reasons) they do not attack, they can be ordered to relieve other giant guards or to guard a certain place, not allowing anyone but Lolth to pass. They will do this with great exuberance, swinging their clubs and lustily shouting moronic phrases. Each ettin has 2000 cp and 3000 sp on his person. Under one of the boulders are 3 crushed gold plates worth 600 gp each, a bag of powdered gems (once worth 3000 gp but now only useful as a spell component), and a dead two-headed snake.

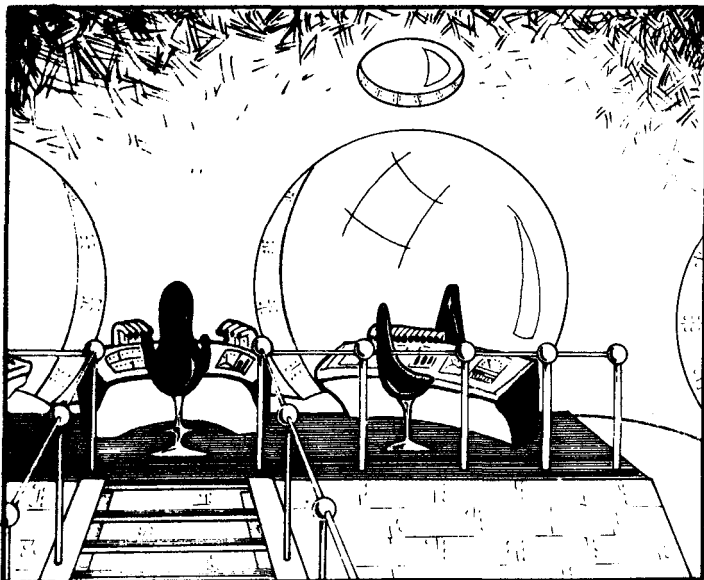
DECK D

27. MAIN HALL: Standing 20' down this corridor are two ropers (AC 0, MV 3", HD 12, hp 79, 68, #AT 1 and 6, D 5-20 and 6 strands which cause **weakness** in 1-3 rounds, MR 80%, immune to **lightning**, 1/2 damage from cold, save vs. fire at -4) which guard the entrance to the control areas of the ship. They will attack any party not accompanied by a demon. Each has 5 gems in its gut, ranging in value from 100-1000 gp.

28. OPERATOR'S QUARTERS: The door to this room is bolted from the inside and there are no visible locks on the door. The door may be opened either from the inside or by rolling a 1 or 2 (on a d6) three times. These need not be made in succession, but if characters leave and then return, they must begin their attempts anew. When the door is opened, the party will see a highly furnished parlor containing tables, divans, stools, rugs and furs. Five curtained alcoves, half-opened, reveal lavish bedchambers beyond. A woman of fair and humble mien stands 10' from the door. She is actually one of 3 succubi (AC 0, MV 12"×18", HD 6, hp 45, 34, 33, #AT 2, D 1-3/1-3, kiss drains 1 energy level, **charm person, clairaudience, darkness 5' radius, ESP**, become ethereal at will, **gate**—40% chance for a type IV (70%), type VI (25%), or demon lord or prince (5%), **shape change to humanoid, suggestion, teleport**—no error) who inhabit this room. She will immediately try to charm the lead figure. After this she will **suggest** that the party stop fighting and let her tend to their wounds and ills (using her **suggestion** ability). As she is doing this, the other two succubi will enter from different alcoves, **shape changed** into whatever form seems most appropriate. They will try to convince characters that they are not evil or dangerous, and will then attempt to drain their energy levels (with kisses). If attacked they will try to **gate** in assistance or, failing that, **teleport** to Lolth to warn her of this intrusion. A few pieces of finely crafted feminine jewelry are in each bedroom. In all, there are 12 pieces: 2 chokers (700 gp and 2000 gp), 2 earrings (4000 gp each), a brooch (12,000 gp), 3 bracelets (700 gp, 1000 gp, and 1200 gp), 2 necklaces (800 gp and 5000 gp), a comb (2000 gp) and an anklet (8000 gp). There are no magic items in this area.

29. BRIDGE: This large semicircular area has 3 raised platforms and 8 round domed windows. All about are banks of dials, gauges, buttons, and levers. From this room, the operation of the entire ship can be controlled. There is no treasure in this area. Each of the main sections is detailed below:

- A. Central platform: This area is 3' high and enclosed at the top by a brass railing, except for a break at the rear where a short, steep stair gives access to the top. A massive unpadded swivel chair dominates the center, flanked on either side by smaller chairs. Three control consoles are in front of these chairs; each holds 12 voice tubes similar to others found throughout the ship. The only other features of the central console are 6 gauges. The two side consoles each have 6 gauges and 3 levers.
- B. Secondary controls: This 3' high platform holds 3 consoles and 5 chairs. Although smaller, these consoles are similar to those found on the central platform. These are the emergency backup controls, and (if handled by a trained operator) will perform the same functions as those on the central console. A railing encloses this platform except for a short stair near the door.
- C. Monitoring station: This 3' high platform is enclosed, as the others, by a railing. There are no chairs or freestanding consoles on it; instead, the walls are lined with large box-like panels set with gauges, lights, and dials. These monitor and control the various functions throughout the ship. Some give information about the steam pressure in various pipes, fuel consumption, furnace temperatures, lighting, and other aspects of the ship.
- D. Observation ports: By each hemispherical window sits a swivel chair, bolted to the floor. Directly above each chair, halfway up to dome, are more windows. From the ports, a commanding view can be had of the surrounding plain.



For every turn characters spend in this area, there is a 1 in 4 chance that the bridge will be contacted by another area of the ship through the voice tubes. A whistle will be heard, followed by a muffled demonic voice coming from a tube. If characters do not answer, nothing will happen. If they do, they must be able to communicate with the speaker and answer its questions. Questions will vary from "How much coal do we have left?" to "When do we leave?" or "What's the pressure ratio of the upper breach governor pump?". If questions are not answered satisfactorily, something will come to investigate: if the yochlol in room 24 (deck C) are still alive, they will come; otherwise, either the succubi (room 29) or 1-3 salamanders from the furnace rooms (decks F or G) will come to see what has happened.

If any of the levers, dials, or buttons are fiddled with, the following results will occur (roll percentage dice):

- | | |
|-------|---|
| 01-75 | Nothing happens |
| 76-85 | Sparks fly, grinding noises are heard |
| 86-90 | The entire ship lurches, then rights itself |
| 91-95 | The ship walks forward 10 feet |
| 96-00 | Explosion, 3-30 points of damage (no saving throw) to all within 10' of the console |

If any result other than "nothing happens" is obtained, 1-4 salamanders will arrive on the bridge in 1-3 turns.

DECK E

30. THE KENNELS OF LOLTH: Along the curved walls of this chamber are a number of cages, all of which stand open and empty. In the corners of these are bones, refuse, and watering troughs half filled with scummy water. Here Lolth keeps various pets she uses for special missions. Roaming about the room and perched on the tops of cages and on the floor are 8 harpies (AC 7, MV 6"/15", HD 3, hp 21 each, #AT 3, D 1-3/1-3/1-6, singing and touch are **charm**). They will immediately raise their calls when anyone but Lolth or the yochlol enters the chamber. If they succeed in **charm**ing characters, the harpies will try to lock them into the cages to be tortured at a later time. Should they fail to **charm** the party by singing, the harpies will attack; during combat they will try to touch and **charm** characters. Hidden in the filth are 1000 ep, 8 pieces of jewelry (two 100 gp necklaces, four 900 gp armbands, and two 5,000 gp crowns), **potions of healing and clairvoyance**, and three scrolls (one of **find familiar and ice storm**, one of **dispel magic, dispel evil, and protection from evil**, and one of **sanctuary, spiritual hammer, cure blindness, glyph of warding, and heal**).

31. LOLTH'S LADIES-IN-WAITING: Tapestries cover the walls, the floor is deeply covered in rugs and furs, and a silver candelabra lights this elaborately decorated room. In the center of the room, reclining on two couches, are 2 yochlol (hp 45, 33; see the information near the end of the module) in the forms of beautiful women wearing silken gowns. They will not attack unless the party is obviously hostile or rude, in which case one will assume spider form and the other gaseous form. If the party appears to be hurt or wounded, the yochlol will offer "potions of healing". These are actually **potions of delusion**. Any character drinking one of these will feel as though healed for 4-10 points, but actually will have gotten no better. If the yochlol are questioned, they will claim that they are captives of Lolth, imprisoned for her cruel ends. They will be able to show scars and bruises as "proof". They know the location of Lolth's lair (room 32) and will give accurate directions to it. The yochlol will also warn the party not to remove any of the furnishings from her chamber, since Lolth has planted all manner of hideous magical and mechanical traps against the thieving quasits. Hidden in the vanity tables of the yochlol are 6 pieces of jewelry (with values of 700 gp, 800 gp, 1,200 gp, 3,000 gp, 7,000 gp, and 8,000 gp) and 4 potions (3 of **delusion** and one of **stone giant strength**).

32. LOLTH'S LAIR: The opening to this room is covered by a pair of closed curtains. Before any adventurers arrive in this area. Lolth will cast several spells in preparation (assuming she knows they are coming, which is almost a certainty), as detailed below. This procedure may be modified somewhat if she is closely pursued.

- A. Set at eye level in the wall is a peephole, from which doors and corridors may be seen.
- B. On the floor outside the curtains. Lolth has cast a **glyph of warding** which will explode (doing 32 points of fire damage) when someone touches the area. On the curtains she has cast a **fire trap** that will trigger if the curtains are opened (doing 14 + 1-4 points of fire damage). Saving throws apply for each trap.
- C. If she has any **silence 15' radius** spells left, Lolth will cast them at the points marked "C" 1-6 rounds before the party arrives.

L. Loth will be at this position when the adventurers arrive. She will be in Drow form, and will have cast the following spells on herself: **resist cold**, **resist fire**, **shield**, **protection from good**, **globe of invulnerability**. Scattered about the room with her are 5 giant solifugids (AC 4, MV 12", HD 6+6, #AT 2 or 1, D **grip** or 4-16, **grip** with leg attack gives +3 on beak attack, beak does damage indicated). Positioned on the ceiling and walls will be any spiders she has **summoned** (see the description of her powers at the end of the module), and standing near the curtain will be any demons she has managed to **gate** in. She will have **healed** herself of any wounds she has sustained.

The room is a lavishly appointed chamber, as befits a queen. There are tables, a bed, a throne, elaborate candelabras carved with demon faces, and many small curiosities taken from unknown worlds. Most of the furniture is gilded, bejeweled, and draped with expensive cloths; everything in the room is obviously of value. Small objects (the size of a book or crystal ball) are worth 1,000 to 2,000 gp each, while the largest pieces of furniture are worth 15,000 gp each. Two of the smaller objects (each on opposite sides of the room) have **Leomund's trap** cast upon them; otherwise nothing in the room is dangerous. The total value of all the objects in the room is 50,000 gp. Any item must be packed carefully to avoid damage while traveling. If this is not done adequately, characters will discover (when unpacking) that the item has been damaged, reducing its value by 70%.

If the combat should go badly for Loth she will flee from the room, passing through room 33 to wait for the party in room 34.

33. TREASURE CHAMBER: This room would delight the heart of the most avaricious person in the world. A narrow 5' wide pathway connects the two doors, but other than in this space the floor of the room cannot be seen. It is covered with mounds, piles, stacks of coins of every kind! Gold, silver, platinum, copper, electrum, and metals unknown to the adventurers fill the room, pressed into strange shapes and sizes. The four corners of the room are piled with coins to 8' high. If the party stops to gather coins, the DM should (somberly) allow them to collect as many as they can carry, of any kind they please. However, many of these are the coins of Chaos, and these (and others) are made of substances which cannot exist on the Prime Material Plane. When the characters return to their own plane, they will discover that 99.5% of these coins have melted away into vapors, their existence being impossible anywhere but in the Abyss.

34. HALL OF MIRRORS: Unless Loth survives to flee to this room, the door will be unlocked. If the door is locked, it may be opened by a thief (by picking it), by a spell, or by breaking it down; the last will require characters with combined strengths of 36 or greater, and will take 1 turn to complete.

The room is made of marble, a type that twists and glimmers in unusual patterns. Dominating the room are 3 features. The first is a group of 4 statues of knights in armor in the center of the room; each wears a two-handed sword and holds a lance that almost touches the 15' ceiling. Secondly, piled on the floor in front of the statues are a large number of branches. Finally, the back wall of the room has 4 mirrors hung on it, reaching almost from floor to ceiling. Each mirror only dimly reflects the light of the room.

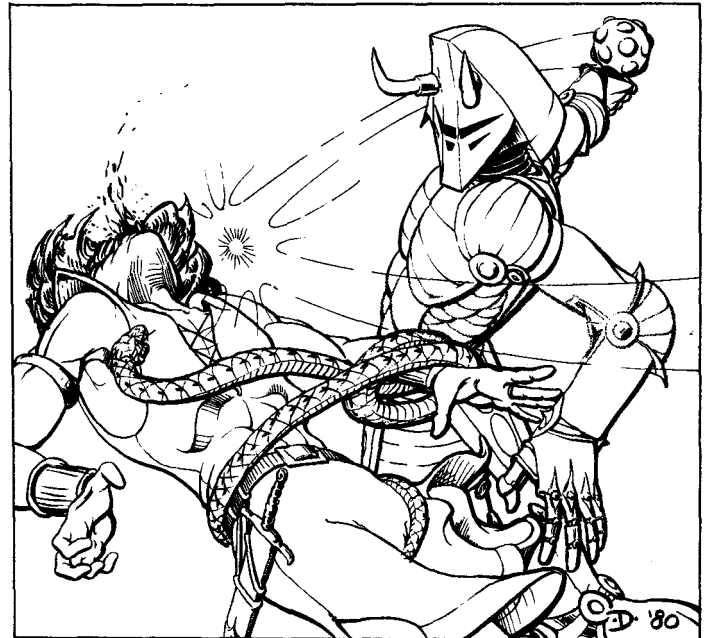
Loth is standing in Drow form in the center of the group of statues. If needed and still able to, she will have **healed** herself. She will cast a **sticks to snakes** spell on the branches (if possible) as the party enters.

The statues are actually magical. Loth will animate each by pressing a hidden stud and saying the command word. When this is done, each statue (AC 0, MV 9", HD 6, hp 45, #AT 1, D 2-12, immune to **fire**, **cold**, and **electricity**) will come to life and serve Loth faithfully. Any damage suffered by a statue before it is animated is healed when it comes to life. Once destroyed, a statue will collapse in pieces on the floor.

If necessary, Loth will assume spider form and melee with the party. If the party should prove to be too strong for her, Loth will attempt to escape through one of the mirrors. She will leap towards a mirror (chosen at random) and actually pass through it. As soon as she passes out of sight, the mirror will shatter into hundreds of pieces.

The mirrors are gates that will send creatures passing through them to another plane. If no specific plane is thought of, a mirror will send a being passing through it to that being's home plane. A being *may* mentally picture a familiar plane while passing through the mirror, in which case that plane will become the destination (a plane must have been visited to be familiar). Any use of a mirror uses one charge per creature transported. One mirror (which Loth will attempt to use) has one charge; the rest have 2-8 charges each. Whenever the last charge of a mirror is used, it will crumble and become worthless. These mirrors may not be removed from the walls, and attempts to do so will result only in the crumbling of the mirror. There is no way of finding the destination of the last creature to pass through such a mirror (such as Loth) except for a **wish**.

There are the following items piled in the dark corners of the room: **plate mail of vulnerability**, **wand of negation** (35 charges), **chime of opening**, and a +2 long sword, **giant slayer** (no special abilities).



35. TORTURE CHAMBER: At present this room is unoccupied. In it are a vast number of terrifying devices—iron maidens, racks, cauldrons of bubbling oil, tongs, hooks, whips, chains, wheels, spikes, branding irons, saws, clamps, and a charcoal pit with a spit. The air is filled with a heavy, smoky smell. All of the equipment appears to be in good condition and recently used.

36. PRISON: The door to this room is locked; there is a small barred window at shoulder height. Moans and cries will be heard through the door. Inside, 5 humans and 2 elves can be seen shackled to the wall. They all appear to have been horribly tortured. The lock may be picked; a cumulative total of three rolls of 1 (on a d6) must be rolled to force it open. Once in the room, characters will find 2 dwarves and 7 more humans shackled out of sight of the door. All of these people speak different languages, though they have managed to teach each other a few common words. They are all unable to walk without assistance, and will not be able to help in any sort of combat. If some means of questioning the prisoners is found, the only information they will be able to give is that Loth lives at the far end of the passage (room 32).

Notes On Decks F and G

As characters start down the stairs to these decks, they will feel waves of hot smoky air coming up from below. The vibrations in the floor will become more pronounced, and the noise from the machinery will be extremely loud; once on these decks, characters will find it almost impossible to communicate. Conversations will have to be shouted, and even then the sound will only carry for 6'. The DM may wish to enforce a "no talking" rule on all players whose characters are not within 6' of each other.

The following notations apply to both decks F and G:

BOILERS (B): The boilers appear as great metal tanks atop pedestals. Massive pipes lead from each, connecting them with other pieces of machinery. On the sides of the boilers are large dials marked in white, yellow, and red and lettered with unknown symbols. Beside each dial, mounted on a pipe, is a steam whistle: a tube with an odd hole in it, on which is attached a lever with a cord. If a character pulls a cord, the whistle will emit a screeching blast and spew hot steam at the character for 2 hp of damage (no saving throw). Near the front of the boiler are 3 small doors mounted in the pedestal. They are always open, with flames leaping out of them. 1-2 manes (AC 7, MV 3", HD 1, hp 6 each, #AT 3, D 1-2/1-2/1-4, immune to **sleep, charm, hold, and fire**, +1 or better weapon to hit) will be stoking the fires under each boiler. Some may actually be in the fires, feeding coal to the proper places. They are armed with shovels (#AT 1, D 1-6) but will not attack unless attacked.

COAL BINS (C): The walls are lined with heavily bolted narrow doors. Behind many of them are piles of coal that the manes scoop into the fires. If any of the doors are unbolted and opened, coal will cascade out. All characters within 10' of the opened door must save vs. breath weapon or be buried under this avalanche; buried characters take no damage but must be dug out (which takes 2-5 rounds), as they cannot move themselves.

DYNAMOS (D): These great black box-like things are covered with many dials and switches. Part of the insides of these units may be seen as a jumble of wires, flashing lights, and whirling rotors. Intermittently, sparks will fly out into the area around the dynamos.

MACHINERY (M): These sections are encased by solid walls, accessible only through small doors, inside are great moving gears, driving pistons, and thumping cogs. There is almost no space to move through these areas while the machinery is operating. Characters attempting to move through an operating machinery area will suffer 6-60 points of damage per round from the moving parts.

TURBINES (T): These convert steam to motive power. The sound of these turbines is an ear-splitting whine. Near them, the deck vibration will be at its greatest. Bursts of live steam will spit from them, possibly striking those within 10' (a 1 in 6 chance). Live steam will do 1-4 points of damage (no saving throw).

DECK F

37. MANDIBLE CONTROL ROOM: At the top of a short flight of stairs is a booth with large glass windows. Inside are 2 salamanders (AC 5/3, MV 9", HD 7+7, hp 47, 41, #AT 2, D 2-12 and by weapon type plus **heat** damage for 1-6, immune to **fire, sleep, charm, and hold** spells, +1 or better weapon to hit) occupied with watching the controls. They will not notice intruders (unless they are attacked) until several minutes have passed. The control room is lined with many consoles and boxes covered with wheels, levers, buttons, dials, gauges, and speaking tubes. These controls are used to operate the front mandibles of the ship and to monitor the boiler and machinery that operate them. Only a trained operator could hope to work these controls properly. If any character handles any of the controls, one of the following results (roll a d6) will occur:

1. Four dials will start reading in the red, and alarm bells will ring.
2. A heavy rumbling will be felt through the floor.
3. A hidden whistle will shriek.
4. A crashing, crushing noise will be heard and felt through the floor.
5. A squealing shriek of metal will be heard, and levers will move by themselves.
6. All dials will jump to the red, and clouds of steam will spray from the boiler and turbine, doing 2-20 points of damage (no saving throw) to those within the spray (a 3 in 6 chance each).

Three salamanders from room 38 will come to investigate the cause of any disturbance. They will arrive in 1-3 rounds. Hidden in a brass cabinet in one corner of the control room are 5,000 gp.

DECK G

38. ENGINE CONTROL ROOM: From here, 4 salamanders (AC 5/3, MV 9", HD 7+7, hp 56,52,39,37, #AT 2, D 2-12 and by weapon type plus **heat** damage for 1-6, immune to **fire, sleep, charm, and hold** spells, +1 or better weapons to hit) can watch over the operation of the entire engine room. There is a 40% chance that one of them will notice any characters in the area (unless somehow concealed or magically hidden). Once an intruder has been spotted, the salamanders will leave the control room to attack. If a party manages to approach to within 30' of the control room without being noticed, the salamanders will see them at that point. It will take 3 rounds for them to react and reach the intruders.

The control room may be reached by two ramps on either side of it. Inside, the walls are lined with control panels of switches, blinking lights, speaking tubes, barometer-like tubes, wheels, and cranks. In the back wall is a small window, looking out over the desert plain. About the room are four sets of pipes, set at odd angles and bent in many directions, which apparently serve as chairs for the salamanders. High along the walls are several large pipes.

If any character handles any of the controls, one of the following results (roll d10) will occur:

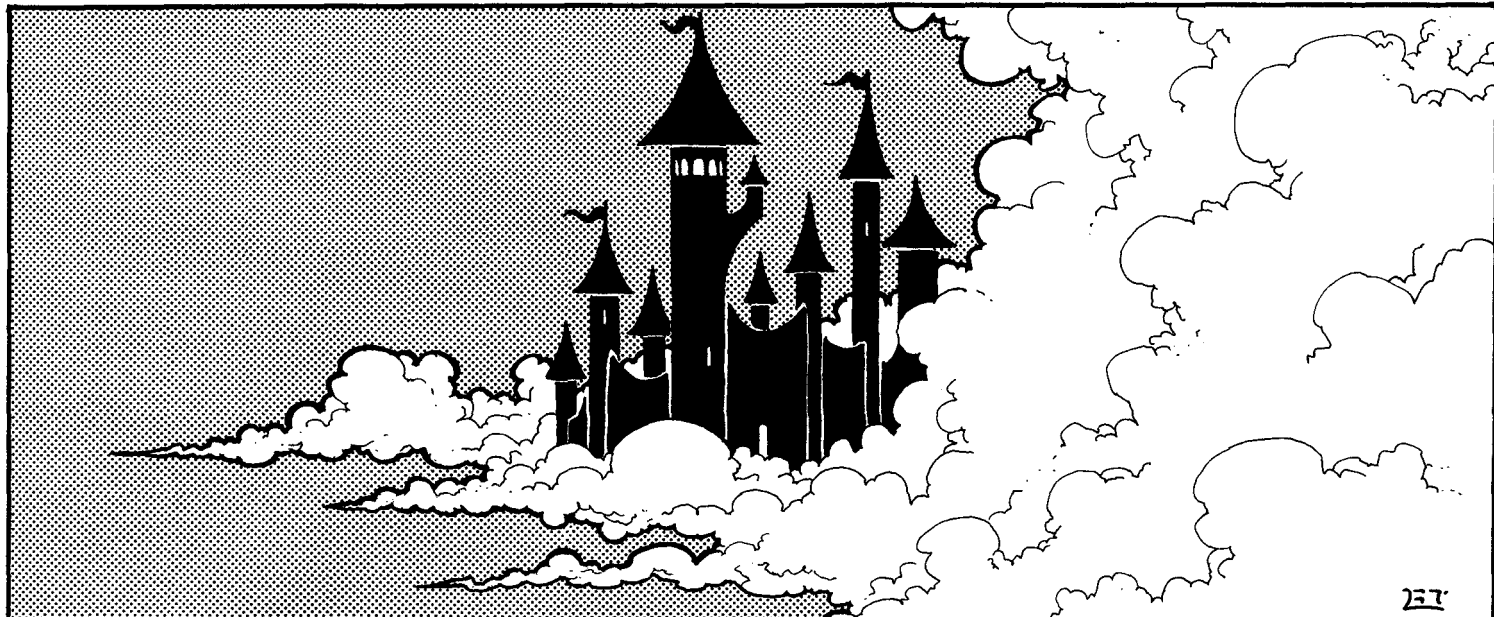
1. Explosion in the boiler room, rocking the entire ship.
2. Call from the bridge demanding to know what the problem is.
3. Burst of steam in the control room (save vs. breath weapon at -4, 6-36 points of damage).
4. Ship twitches violently.
5. Lights go out all over the ship.
6. All machinery slows, and stops for 2-5 rounds.
7-10. Nothing happens.

If any result affects the entire ship, Lolth and her guards will personally come to determine what the problem is, arriving in 1 turn.

If the pipes along the walls should be damaged or broken, sticky web fluid will spray throughout the room; this will act as a web spell in the area. When enough has been released, it will begin to run down the ramps, making them very sticky and impossible to cross. There are great reservoirs of this fluid, and the supply is adequate to coat one-third of the floor of the whole engine room.

HERE ENDS Q1:

QUEEN OF THE DEMONWEB PITS



After reading through the module, the DM may wish to "flesh out" the levels by adding 3 or 4 additional rooms to each level of the Web. Below are some suggested rooms with monsters and treasure for each.

LEVEL ONE

13. **CHAMBER OF THE HIERACOSPHINX.** This warm, sandy desert-like room is the lair of the steed of a powerful demon.
Treasure: 1,100 sp, 1 magic item, 1 scroll

14. **HALL OF FATE.** In this small but ornate room an old man sits at one end of a polished wooden table shuffling a **deck of many things**. This man will place all the cards of the deck, face down, in front of any person who sits at the table.
Treasure: **wand of wonder**

15. **THE LAIR OF A SPIRIT NAGA.** This naga is a companion of Loth and has been given 7 ogres as slaves.
Treasure: 8,000 cp, 4,000 ep, 8 gems, 1 magic item, 1 potion

LEVEL TWO

16. **STABLE OF THE NIGHTMARE.** This is Loth's personal steed which is cared for by two manes. There is no treasure in this room but the nightmare is wearing **horseshoes of a zephyr**.

17. **HALL OF STATUES.** This hallway contains 20 "statues," actually shadows. The door at the end of the hallway is the same doorway that the party came in. When all of the shadows have been destroyed a black opal will appear on some statue pedestals.
Treasure: 6 black opals (1,000-5,000 gp each)

18. **CATACOMBS OF THE UMBER HULKS.** This very extensive subterranean dwelling place is the abode of 4 umber hulks.
Treasure: 5,000 gp, 3,000 pp, 9 gems, 2 magic items, 2 scrolls

19. **TEMPLE OF CHAOTIC EVIL.** Loth's favorite human cleric and 6 lesser human clerics reside here.
Treasure: 7 maces and suits of armor, 2,000 gold pieces, idol of Loth with (2) gems (value 5,000 gp each) for eyes.

LEVEL THREE

20. **VAMPIRES' CRYPT** Loth uses vampires to terrorize lands she is about to invade. 2 open crypts are in this sunken room with the vampires close by.
Treasure: 300 pp each

21. **CUBE OF THE KI-RIN.** In this very secure room a transparent cube floats in midair. In the center of the cube is a captured ki-rin in a state of suspended animation. The ki-rin is carefully guarded by a type V demon.
Treasure: The ki-rin, if rescued, will offer its services.

22. **FIRE DRAGON LAIR.** This very large room is the nursery for Loth's red dragons. There are 5 very young dragons, one small very old female dragon, and 3 eggs in the room. The female's mate is on the other side of a very large door at the rear of the room.
Treasure: 60,000 ep, 4 magic items, 8 potions, 1 scroll.

The DM may wish to expand upon the number of alternate worlds available on level four. The following are suggestions on what those worlds might be like:

LEVEL FOUR

J. **CLOUD WORLD.** A world made up completely of clouds, fog and mists. Perhaps it would be occupied by flying creatures, floating castles, etc.

K. **TUNDRA.** A treeless plain of permafrost soil.

L. **JUNGLE.** A sweltering, steamy world of thick towering vegetation and huge insects and reptiles.

M. **SAVANNA.** Endless, rolling plains of tall grasses—possibly on large planet.

N. **AIRLESS WORLD.** A hostile world devoid of breathable atmosphere.

O. **WOODLANDS.** A world dominated by thick, lofty trees, fast-running streams and grassy meadows, populated by sylvan creatures.

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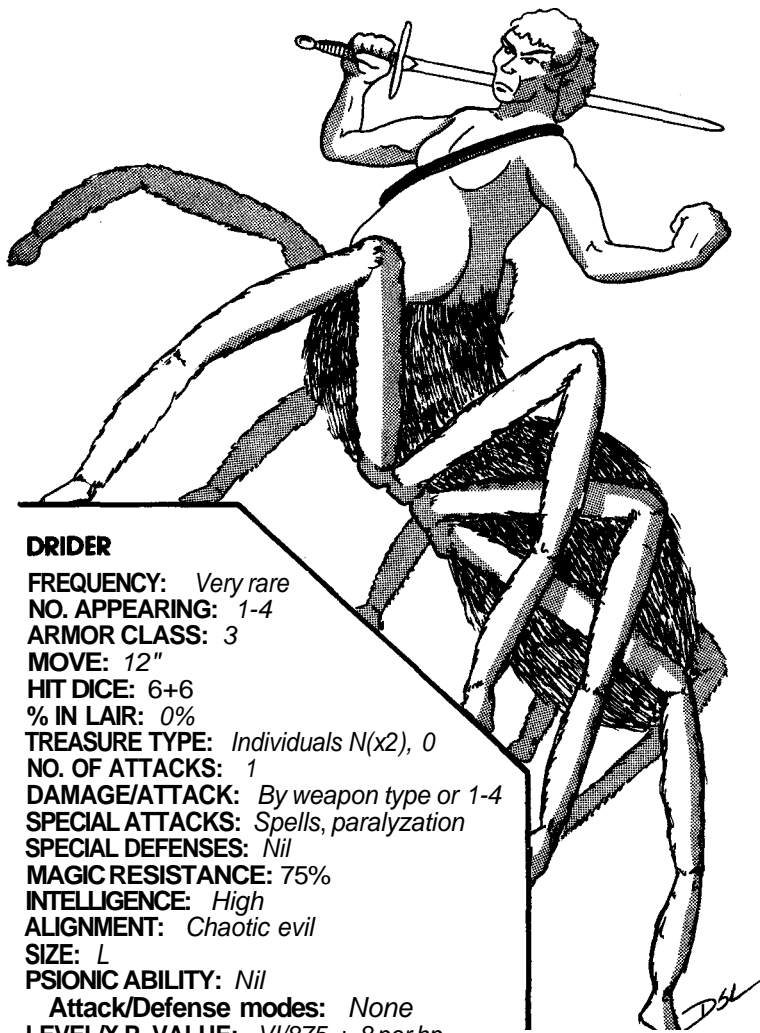
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DRIDER

FREQUENCY: *Very rare*
NO. APPEARING: 1-4
ARMOR CLASS: 3
MOVE: 12"
HIT DICE: 6+6
% IN LAIR: 0%
TREASURE TYPE: *Individuals N(x2), 0*
NO. OF ATTACKS: 1
DAMAGE/ATTACK: *By weapon type or 1-4*
SPECIAL ATTACKS: *Spells, paralyzation*
SPECIAL DEFENSES: *Nil*
MAGIC RESISTANCE: 75%
INTELLIGENCE: *High*
ALIGNMENT: *Chaotic evil*
SIZE: L
PSIONIC ABILITY: *Nil*
Attack/Defense modes: *None*
LEVEL/X.P. VALUE: *VI/875 + 8 per hp*

The drider is a special creation of Loth's magic. When Drow of promising ability reach 6th level or slightly higher, Loth will summon them and put them through a specially-devised test. The Drow that fail become driders.

A drider appears to be a cross between a giant spicier and a Drow. The torso, head, and arms of a pale, bloated Drow sprout 8 spicier legs from its body. Due to the bloated form, it is impossible to distinguish the sex of a drider, but 60% of those encountered will be female.

A drider retains whatever Drow abilities it possessed before the transformation; therefore, all driders have magical or clerical ability, the type depending on whether they are male or female. Female driders have clerical abilities equal to a 6th or 7th level cleric; male driders have the magic ability of a 6th, 7th, or 8th level magic-user. In addition, a drider has the natural spell ability of a Drow, and is thus able to cast the following spells once per day: **dancing lights, darkness, detect magic, faerie fire, know alignment, and levitate.** Female driders can also cast **clairvoyance, detect lie, dispel magic, and suggestion** spells once per day.

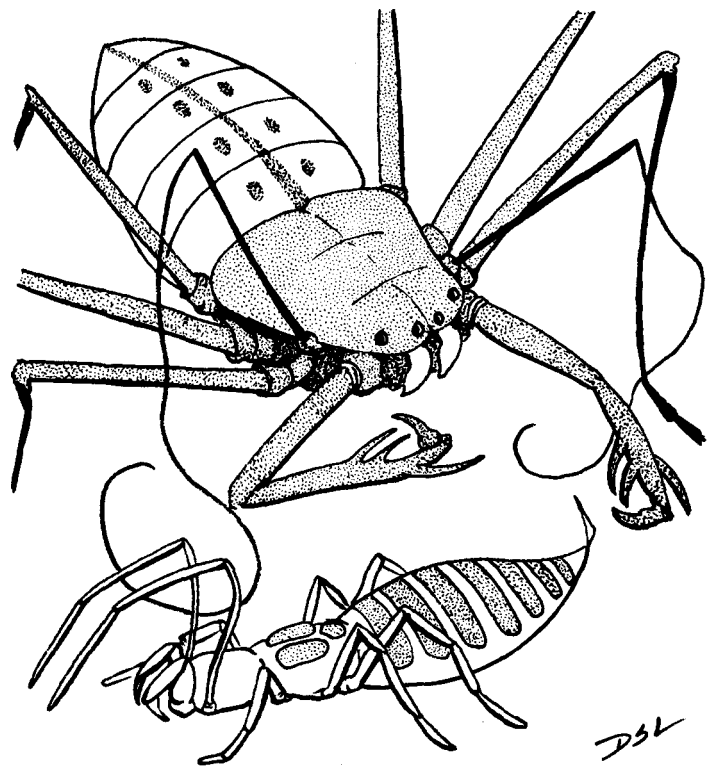
In combat all driders fight as 7 HD monsters, typically using swords or axes, though many carry bows strapped to their backs. A drider may also attack with its bite (for 1-4 points of damage); those bitten must save vs. poison at -2 or be **paralyzed** by their spittle for 1-2 turns.

Driders are outcasts from Drow communities, and thus bear them no great love. They are seldom found in numbers, preferring to work alone. Driders will be accompanied by 2-12 huge spiders 10% of the time. Generally living underground, they will often stalk their victims until the right opportunity for a kill presents itself. Their diet consists mainly of the blood of their victims, as they have acquired a spider's tastes.

PEDIPALP

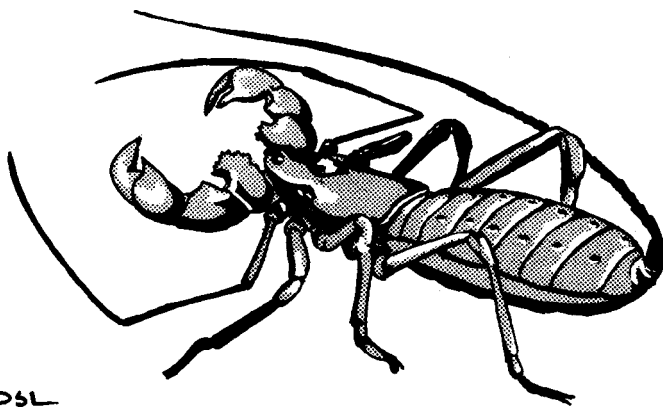
	Large (Schizomida)	Huge (Amblypygi)	Giant (Uropygi)
FREQUENCY:	Rare	Rare	Very rare
NO. APPEARING:	1-4	1-4	1-2
ARMOR CLASS:	7	4	2
MOVE:	12"	9"	6"
HIT DICE:	1+1	2+2	4+4
% IN LAIR:	5%	10%	20%
TREASURE TYPE:	M, Q(x2)	Q(x4), T	
NO. OF ATTACKS:	1	3	3
DAMAGE/ATTACK:	1-8	1-6/1-6/1-8	1-8/1-8/2-8
SPECIAL ATTACKS:	Nil	Grip	Poison gas, grip
SPECIAL DEFENSES:	Nil	Nil	Nil
MAGIC RESISTANCE:	Standard	Standard	Standard
INTELLIGENCE:	Non-	Non-	Non-
ALIGNMENT:	Neutral	Neutral	Neutral
SIZE:	S	S	L
PSIONIC ABILITY:	Nil	Nil	Nil
Attack/Defense modes:	None		
LEVEL/X.P. VALUE:	I/20 + 2 per hp	II/50 + 3 per hp	IV/170 + 5 per hp

Commonly called whip scorpions, these creatures can be found in nearly any climate except Arctic or tundra. They appear to be a cross between a spider and a scorpion. Pedipalpi may be found in a variety of different colorings, browns and tans being the most common.



Large pedipalp: The smallest of the pedipalpi, the Schizomidae have no obvious whips, although they do have 2 grasping arms and fearsome-looking mandibles. They are incapable of holding any prey larger than themselves.

Huge pedipalp: The Amblypygi have developed 2 whip-like appendages in place of one pair of legs. Another set of legs has developed spiny pincers on the ends, with which these creatures attack their prey (in addition to their bite). After a hit has been scored, the Amblypygi will **grip** and automatically do crushing damage (the same as two pincer hits: 2-12) on all rounds thereafter. The chance of a character breaking this grip is the same as that for opening doors.



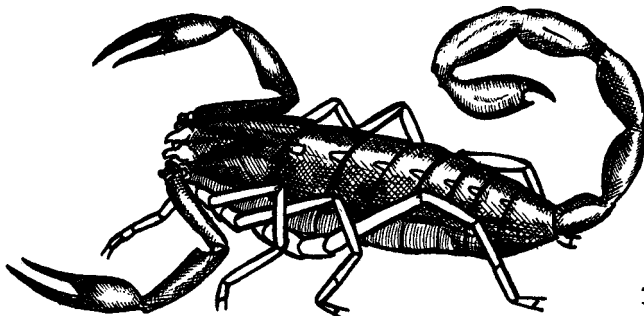
DSL

Giant pedipalp: The largest of their species, the Uropygi have whip-like tails at the end of their abdomens and forelegs that end in large pincers. Although the tail looks dangerous, it is not used to attack; instead, these creatures attack with 2 claws and a bite. After a hit has been scored, the Uropygi will grip and automatically bite (for 2-8 points) and do crushing damage (the same as two pincer hits: 2-16) on all rounds thereafter. This grip may only be broken by killing the monster or severing the pincer (which requires a roll 3 higher than the normal "to hit" number). The Uropygi also discharge a noxious vapor when in combat. This irritant will affect all non-pedipalp creatures within a 20' radius, and all within it who fail a saving throw vs. poison fight with a -3 on their "to hit" rolls for 1-6 rounds. Uropygi may discharge this gas 3 times per day.

SCORPION

	Large	Huge
FREQUENCY:	Common	Uncommon
NO. APPEARING:	1-6	1-4
ARMOR CLASS:	5	4
MOVE:	9"	12"
HIT DICE:	2+2	4+4
% IN LAIR:	25%	25%
TREASURE TYPE:	D	D
NO. OF ATTACKS:	3	3
DAMAGE/ATTACK:	1-4/1-4/1	1-8/1-8/1-3
SPECIAL ATTACKS:	Poison sting	Poison sting
SPECIAL DEFENSES:	Nil	Nil
MAGIC RESISTANCE:	Standard	Standard
INTELLIGENCE:	Non-	Non-
ALIGNMENT:	Neutral	Neutral
SIZE:	S	M
PSIONIC ABILITY:	Nil	Nil
Attack/Defense modes:	None	
LEVEL/X.P. VALUE:	III/90+3 perhp	IV/165+ 5 perhp

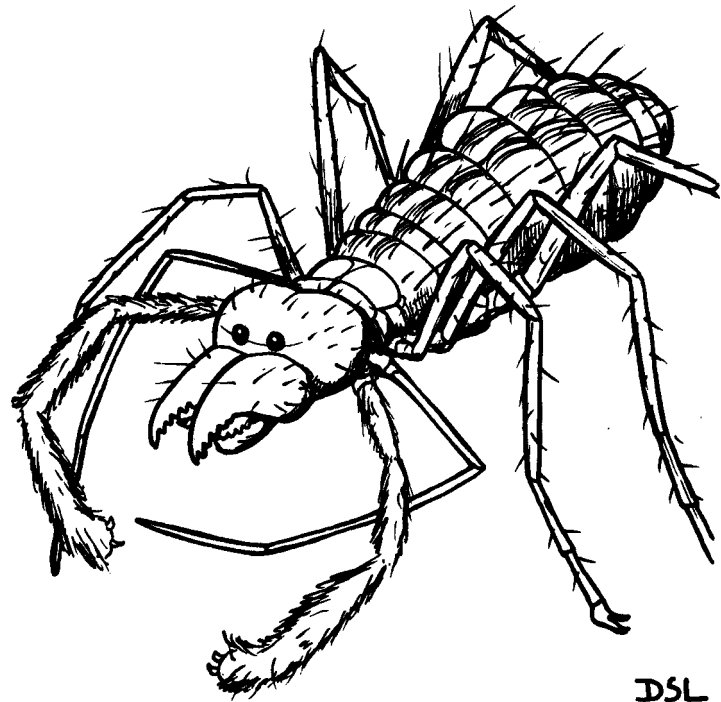
Often found in dungeons and wilderness, these creatures are merely smaller versions of the giant scorpion. Each attacks with pincers and tail stinger. If struck by the stinger, the victim must save vs. poison or be instantly killed. However, the poison of the large scorpion is weaker than normal (+2 on saving throw).



DSL

SOLIFUGID

	Large	Huge	Giant
FREQUENCY:	Rare	Very rare	Very rare
NO. APPEARING:	7-6	7-6	1-4
ARMOR CLASS:	6	5	4
MOVE:	9"	9"	72"
HIT DICE:	3+3	5+5	6+6
% IN LAIR:	70%	20%	25%
TREASURE TYPE:	Q	Q, S	N(x4), Q
NO. OF ATTACKS:	2 or 1	2 or 1	2 or 1
DAMAGE/ATTACK:	2-8	3-72	4-16
SPECIAL ATTACKS:	Grip	Grip	Grip
SPECIAL DEFENSES:	Nil	Nil	Nil
MAGIC RESISTANCE:	Standard	Standard	Standard
INTELLIGENCE:	Non-	Non-	Non-
ALIGNMENT:	Neutral	Neutral	Neutral
SIZE:	M	M	L
PSIONIC ABILITY:	Nil	Nil	Nil
Attack/Defense modes:	None		
LEVEL/X.P. VALUE:	III/85 + 4 perhp	IV/225 + 6 perhp	V/350 + 8 perhp



DSL

Variouly known as false spiders, camel spiders, or sun spiders, the solifugids are arachnid in nature. They have powerful hooked beaks and 10 legs, the first pair ending in sucker-like clamps. When in combat, a solifugid will attempt to attack with each of its two front legs. Should either score a hit, no damage will be done but the character struck will be caught in the **grip** of the solifugid. On each melee round thereafter, the beak attack will gain +3 on its "to hit" roll; note that *only* the beak can do actual damage (the amount indicated). This bonus will continue for as long as a character is held; the only way to break the grip is to sever a limb (by rolling a number 3 or more above the normal number needed "to hit").

Whenever solifugids are encountered outdoors, there is a 60% chance that they will be of the nocturnal variety, normally venturing out only at night. These creatures will flee from lights brighter than a torch or lantern, and attack at -2 when in daylight.

Solifugids live in warm desert climates. They are indiscriminate eaters, and if hungry will attack anything that moves.



YOCHLOL (Handmaiden of Lolth)

FREQUENCY: *Common (Very rare)*

NO. APPEARING: 1-4(1)

ARMOR CLASS: -10 or 10

MOVE: 12"

HIT DICE: 6(d10)

% IN LAIR: 0%

TREASURE TYPE: *Nil*

NO. OF ATTACKS: *See below*

DAMAGE/ATTACK: *See below*

SPECIAL ATTACKS: *See below*

SPECIAL DEFENSES: *See below*

MAGIC RESISTANCE: 50%

INTELLIGENCE: *High*

ALIGNMENT: *Chaotic evil*

SIZE: *M*

PSIONIC ABILITY: 133

Attack/Defense modes: *C, D/F, H*

LEVEL/X.P. VALUE: *VII/1275 + 10 perhp*

The yochlol normally have no discernible form at all, being misty columns of gas which materialize pseudopods as needed. They are noticeable only by their vile odors and a hazy smudge in the air. While common in the Abyss, they are very rare elsewhere. In their non-material forms, yochlol have an effective armor class of -10.

It is not possible for a "handmaiden" to remain immaterial and physically attack, although when gaseous its touch gives an effect equal to a **stinking cloud** spell. A yochlol must materialize (thus becoming armor class 10) to do physical damage. The form taken can be an amorphous column with 8 pseudopods, the form of a giant spider, or that of a beautiful human or elf. In humanoid

form, a yochlol can use its psionic abilities (plus other abilities only available in this form, such as weapon attacks) as if it were a 6th level fighter. In spider form, it conforms in all but armor class (10) and psionics to the specifications of a giant spider. In its "natural" amorphous form, it can use psionics or attack with its 8 pseudopods, one blow from which does 5-8 points of damage as the strength of a yochlol is effectively equal to 18/50%.

Several special effects apply to a "handmaiden" in gaseous form. In this condition, only a +1 or better weapon can hit it. A **stinking cloud** spell will heal it for 3-12 points. A **gust of wind** spell will cause 6-36 points of damage, unless the yochlol's magic resistance prevents the spell from affecting it. A **wind walk** spell will destroy one yochlol without checking its magic resistance; if the cleric would normally be able to take 2 other persons in the spell effect, then 2 yochlol may be destroyed. In either case, however, the cleric must touch the victims for the spell to take effect.

A yochlol can change from one form to another within a single round; thus, a gaseous yochlol can materialize during the same round as its **stinking cloud** attack, and attack again (in a manner applicable to its new form) at the end of the same round. Similarly, a yochlol in its amorphous form could use multiple attacks, then turn to spider form at the end of the round so as to climb into webs for its next round's escape.

Psionic disciplines possible to yochlol are **cell adjustment** (only in humanoid form), **domination**, **aura alteration**, and **probability travel**. When in humanoid form, a yochlol is able to use weapons and magic items normally usable by clerics and fighters with equal ease. Armor may likewise be employed, but doing so will force the yochlol to become gaseous before changing to spider or amorphous form, as the armor worn would cause bodily harm to either of these forms.

LOLTH (Demon Queen of Spiders)

FREQUENCY: *Unique*

NO. APPEARING: 1

ARMOR CLASS: -10 (-2)

MOVE: 1**9"(15")

HIT DICE: 66hit points (16HD)

% IN LAIR: 25%

TREASURE TYPE: Q(x5), R, X(x3)

NO. OF ATTACKS: 1 and 1 (1)

DAMAGE/ATTACK: 4-16 + *poison and webs* (by weapon type)

SPECIAL ATTACKS: See below

SPECIAL DEFENSES: See below

MAGIC RESISTANCE: 70%

INTELLIGENCE: Godlike

ALIGNMENT: *Chaotic evil*

SIZE: L (M)

PSIONIC ABILITY: 266

Attack/Defense Modes: All/all

LEVEL/X.P. VALUE: X/12,470 for destroying material form, 124,700 for destroying permanently

The demoness Lolth is a very powerful and feared demon Lord. She usually takes the form of a giant black widow spider when she is on the Prime Material Plane, and she sometimes assumes this form on her own plane (of the Abyss) as well, but she also enjoys appearing as an exquisitely beautiful female Dark Elf (the statistics for this form as given in parentheses). Little is known about her aims, and only the fact that the Drow worship of Lolth causes her to assume form on the earth permits compilation of any substantial information whatsoever.

Lolth enjoys the company of spiders of all sorts—giant species while in her arachnid shape, those of normal, large and even huge species while in her humanoid form. She is able to converse with all kinds of spiders, and they understand and obey her unquestioningly.

Although the Queen of Spiders has but 66 hit points, her high armor class prevents most damage, and she is able to heal herself at will, up to thrice/day. As Lolth enjoys roving about in one form or another, she will seldom be encountered no matter what the plane, unless worshippers have invoked her to some special shrine or temple.

In the form of a giant spider, Lolth is able to cast web strands 30' long from her abdominal spinnerets which are equal to a web spell with the addition of 1-4 points of damage per round accruing to webbed victims due to a poisonous excretion upon the strands. During the same melee round she is able to deliver a vicious biting attack for 4-16 hit points of damage plus death if the victim fails to make his, her, or its saving throw versus poison at -4. In her humanoid form, Lolth will use weapons common to Drow.

As a giant spider, the demoness can use any one of the following powers, one per melee round, at will: **comprehend languages**, **confusion**, **darkness**, **15' radius**, **dispel magic**; twice per day she may use **phase door**, **read magic**, and **shape change**; and once per day she may **gate**—66% chance for a type I (45%), type II (35%), or type III demon (20%); **summon spiders**—either 9-16 large (20%), 7-12 huge (30%), 2-8 giant (40%), or 1-4 phase spiders (10%); **teleport** with no error, **tongues**, and **true seeing**. In her humanoid shape, Lolth is a 16th level cleric/14th level magic-user with commensurate abilities. However, in the latter form she is unable to wear armor of any sort, and her psionic powers are not available to her (see below).

Lolth is not affected by weapons which are not magical, silver does her no harm (unless enchanted to at least +1), and cold, electrical and gas attack forms cause only one-half damage. Acid, poison, and **magic missiles** (if her magic resistance fails her, naturally), affect the demoness normally. Lolth is especially susceptible to holy water, taking 6 points of damage from a splash and 6-21 points (3d6+3) from a direct hit.

The visual range of the demoness extends into the infrared and ultraviolet spectrums to a normal distance of 120'. Lolth has limited **telepathy** communication ability as do demons in general.

Her psionic disciplines include the minor devotions of **body equilibrium**, **clairvoyance**, **domination**, and the major sciences of **dimension walking**, **mind bar**, **molecular rearrangement**, and **probability travel**. These disciplines (as well as her magical powers) are performed at 16th level of ability (experience).

The following is a list of suggested spells for Lolth. They are arranged according to type and level. The information in the parenthesis after each spell includes the casting time (C), range in feet (R), duration (DR), and the number carried (x#), where applicable. A reversal of a normal spell is indicated by an asterisk (*) after the spell name; abbreviations are used for the terms "turns" (t), "rounds" (r) and "segments" (s). This information is included for the convenience of the DM, where useful. The DM may wish to change the spells listed below; if this is done, care should be taken to modify Lolth's attack and defense strategies as presented in the module.

CLERICAL SPELLS (as 16th level cleric):

First level: **cause fear*** (x3, C 4s),
protection from good* (x2, C 4s, DR 48r),
resist cold (C 1r, DR 16t),
sanctuary (x3, C 4s, DR 18r)

Second level: **hold person** (x5, C 5s, R 60', DR 20r),
resist fire (C 5s, DR 16t),
silence, 15' radius (x3, C 5s, R 120', DR 32r)

Third level: **continual darkness*** (C 6s, R 120'),
dispel magic (x2, C 6s, R 60'),
glyph of warding (x4)

Fourth level: **cause serious wounds*** (x5, C 7s),
sticks to snakes (C 7s, R 30', DR 32r)

Fifth level: **flame strike** (x3, C 8s, R 60'),
slay living* (x2, C 1r, R 30')
R 30')

Sixth level: **blade barrier** (C 9s, R 30', DR 48r),
harm* (x2, C 1r)

Seventh level: **unholy word*** (C 1s, R 30')

MAGIC-USERS' SPELLS (as 14th level magic-user):

First level: **magic missile** (x3, C 1s, R 200'),
shield (C 1s, DR 70r),
ventriloquism (C 1s, R 60', DR 16r)

Second level: **detect invisibility** (C 2s, R 140', DR 70r),
invisibility (x2, C 2s),
web (x2, C 2s, R 70', DR 28t)

Third level: **dispel magic** (C 3s, R 120'),
fireball (x2, C 3s, R 240'),
haste (C 3s, R 60', DR 17r),
phantasmal force (C 3s, R 220')

Fourth level: **fire shield** (C 4s, DR 16r),
fire trap (C 3r),
ice storm (C 4s, R 140'),
polymorph other (C 4s, R 70')

Fifth level: **cone of cold** (x4, C 5s, R 70')

Sixth level: **death spell** (C 6s, R 140'),
globe of invulnerability (C 1r, DR 14r)

Seventh level: **power word, stun** (C 1s, R 70')

SPIDER ABILITIES (usable *only* if in spider form):

Spell effect

comprehend languages
confusion
darkness 15' radius
dispel magic

Rate of use

once per round
once per round
once per round
once per round

phase door
read magic
shape change

twice per day
twice per day
twice per day

teleport
tongues
true seeing
gate

once per day
once per day
once per day
once per day

(66% chance of success; roll %
for type of demon:)

01-45 type I

46-80 type II

81-00 type III

summon spiders

(roll % for type of spider:)

01-20 large (9-16)

21-50 huge (7-12)

51-90 giant (2-8)

91-00 phase (1-4)

once per day

OPTIONAL ABILITIES

As a lesser goddess, Lolth has certain attributes common to all divine beings. The DM may choose not to use these in this module, since a properly-played Lolth will easily destroy most invaders. However, should these abilities be desired or needed for confrontations with a high-level party, the DM may include them in Lolth's abilities. Note that if these optional abilities are used, changes in Lolth's spell selection should be made.

Those characteristics (strength, intelligence, etc.) of Lolth which exceed 18 are explained below. A full explanation of divine characteristics is given in **DEITIES & DEMIGODS™** Cyclopedia, now available from TSR Hobbies, Inc.

S: 21 (+4,+9) I: 21 W: 16 D: 21 C: 21 CH: 3 (23 as Drow)

Strength: when in humanoid form, +4 on "to hit" roll, +9 on damage.

Intelligence: 97% chance to know a magic-user's spell, minimum of 13 spells per level; **immune** to illusion/phantasm spells of 1st through 3rd level (these spells will have no effect on Lolth whatsoever).

Dexterity: +4 reaction/attack adjustment, -5 defensive adjustment.

Constitution: +2 on saving throws vs. poison, regenerate 1 hit point every 5 turns.

Charisma (when in humanoid form): +60% reaction adjustment, +90% loyalty base; at will, **Awe power** of 8 HD (any creature or character of 8 HD or less will be **awed** by the sight and presence of Lolth, and will be unable to initiate any action other than physical defense). This works through *any* control up to and including a **magic jar** spell.

Saving throws: All gods and demigods (Lolth included) have a saving throw of 2 in all categories (i.e., they will only miss a save by rolling a 1). This is in addition to magic resistance, of course. All saving throws are unchangeable regardless of magical aids and/or adjustments.

Lolth has the following additional abilities common to most gods and demigods, over and above the abilities previously listed. These abilities all function instantaneously and at will, but not continuously.

Command: as the spell, but lasting 2 rounds; no saving throw.

Comprehend Languages: as the spell, except that the deity also gains the ability to speak and write the language in question.

Detect Alignment: as the spell, but with no error, and applicable to creatures and objects.

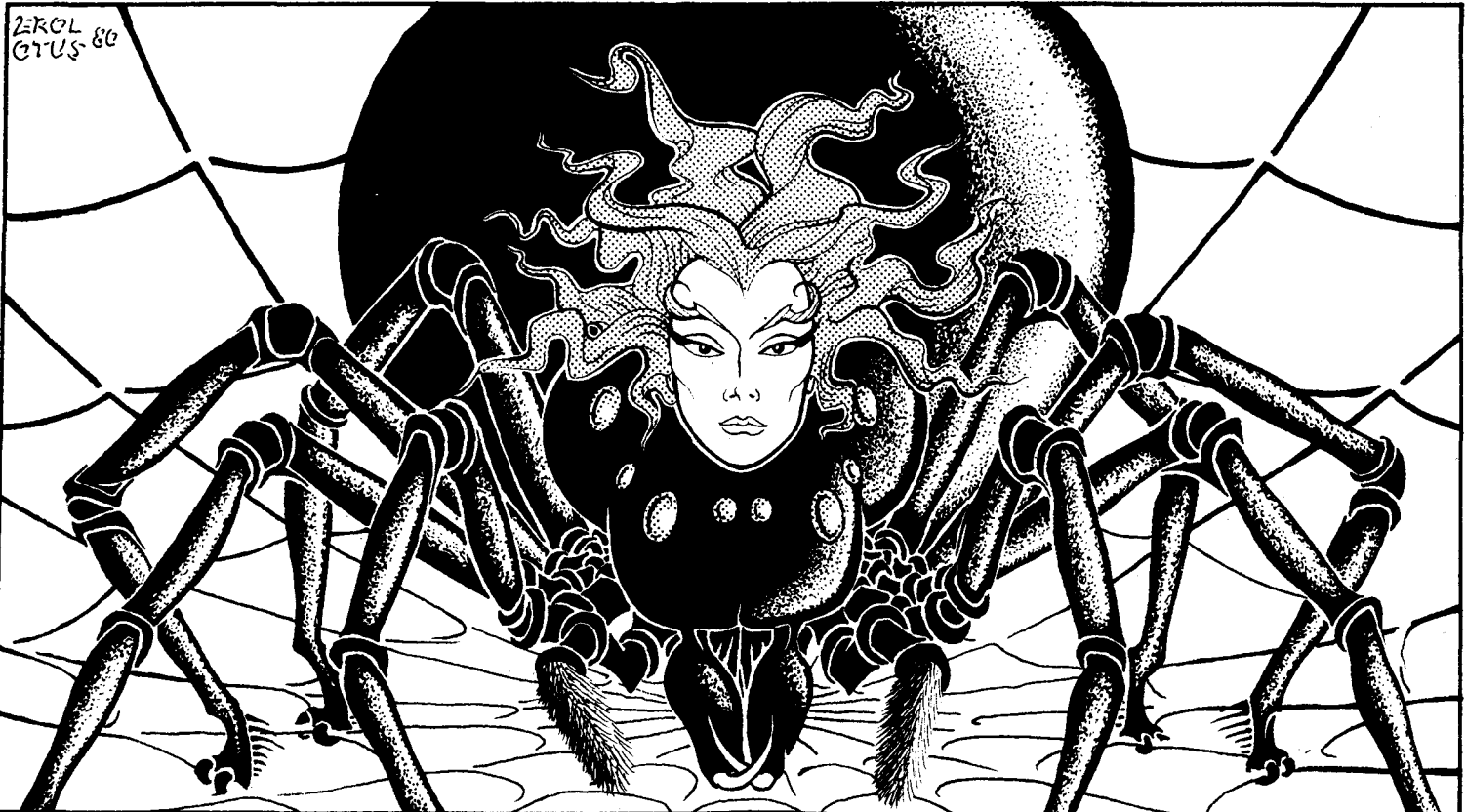
Gate: applicable to other beings of the same mythos (demons and non-human deities; see **DEITIES & DEMIGODS™** Cyclopedia for more details).

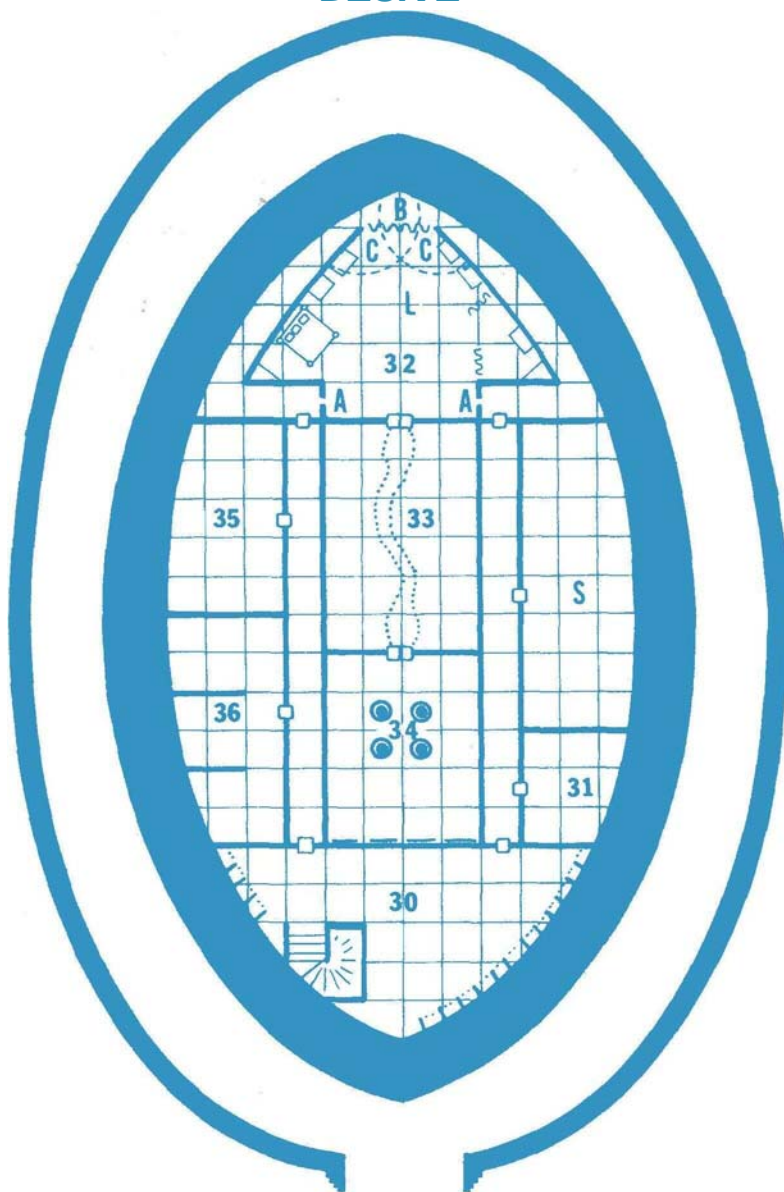
Geas: as the spell but with a range of 9".

Quest: as the spell, but with no saving throw and a range of 9".

Teleport: as the spell, but possible from plane to plane as well as from place to place.

True Seeing: as the spell.



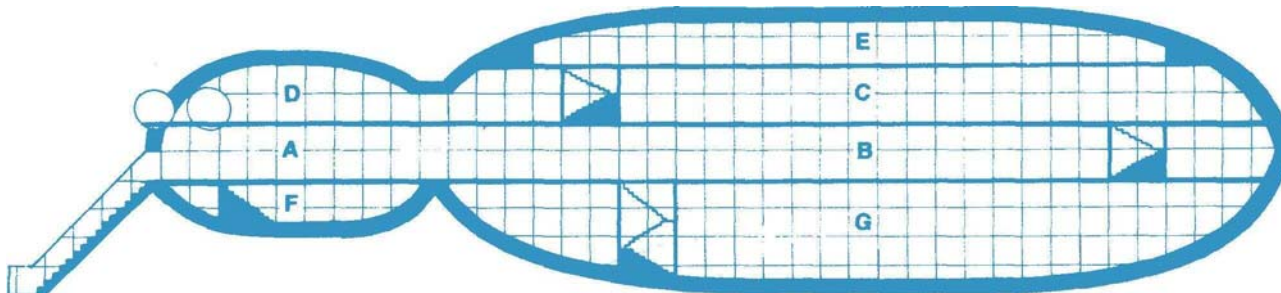


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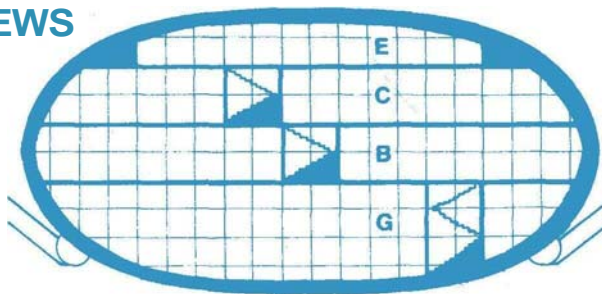


STATUE

SIDE VIEW

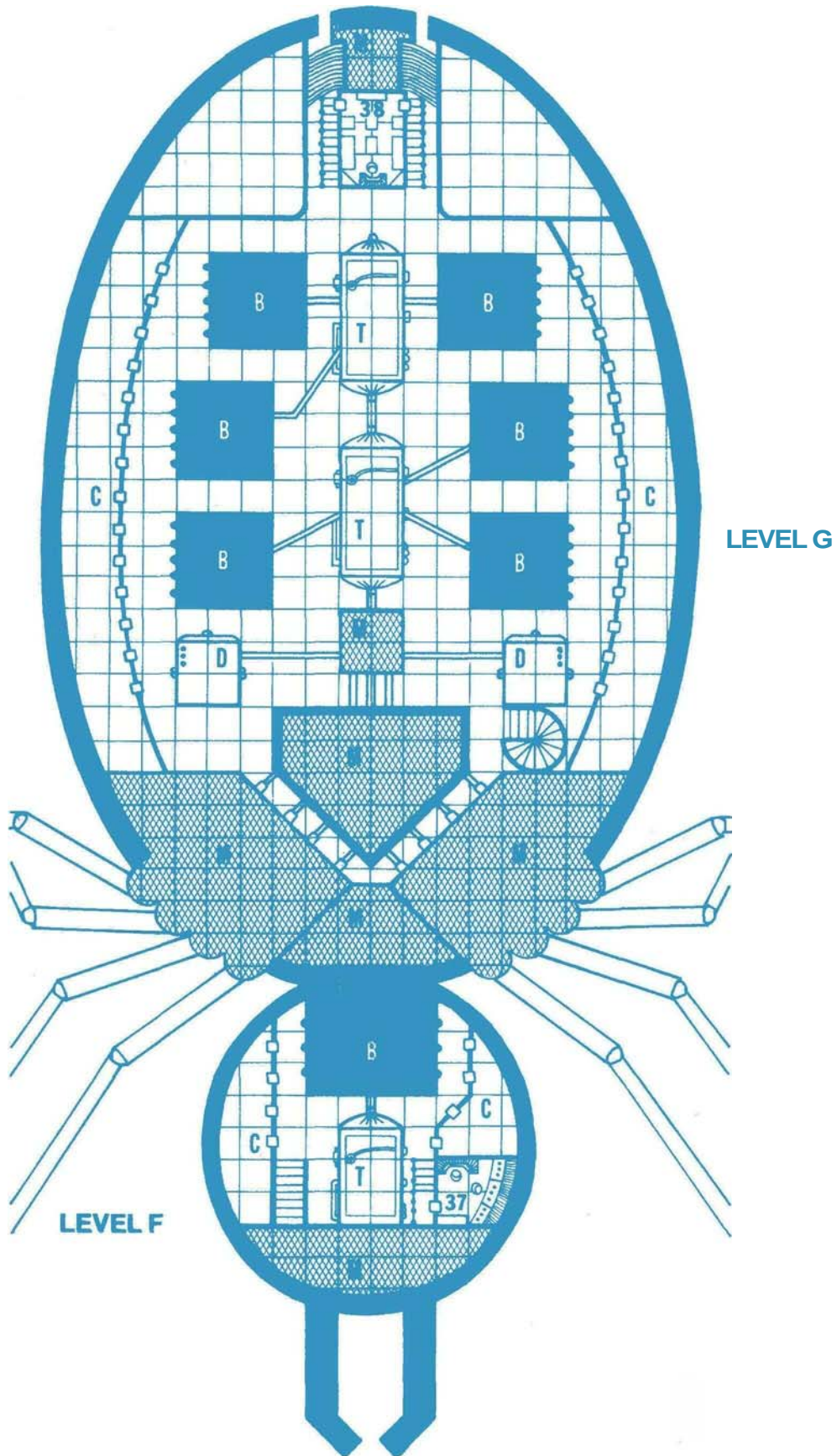








FRONT VIEWS



PIDER SHIP

DECKS F & G



-  STAIRS UP
-  COAL BIN
-  BOILER
-  TURBINE
-  MACHINERY
-  CONSOLE

MONWEB



Third Level



Fourth Level

B, C are Teleportation arrival points



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