

R1

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RAPPAN ATHUK™

The Dungeon of Graves: The Upper Levels

by Bill Webb and Clark Peterson

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

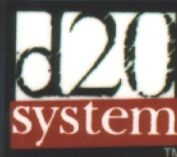
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Introduction

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

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

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

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

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

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

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

The Legend of Rappan Athuk

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

Rumors about Rappan Athuk

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

RAPPAN ATHUK—THE DUNGEON OF GRAVES: THE UPPER LEVELS

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

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

Room and Level Numbering

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

Monsters

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

The Levels of Rappan Athuk

Ground Level: The Sunken Graveyard and the Mausoleum

Level 1: The Lair of the "Dung Monster"

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

Level 3: "Beware of Purple Worms!"

Level 3A: "The Well"—Zelkor's Lair

Level 4: The Upper Temple of Orcus

Level 4A: The Basilisk Caverns

Level 5: Banth's Lair and the Wight Catacombs

Level 6: The Maze

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

Level 7: The Gates of Hell

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

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

Level 9: The Lower Temple of Orcus

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

Level 9B: The Well of Agamemnon—Upper Level

Level 9C: The Well of Agamemnon—Lower Level

Level 10: The Lava Pit

Level 10A: The Giant Cavern

Level 11: The Waterfall and Akbeth's Grave

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

Level 12: The Slave Pits

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

Level 13: The Portal of Darkness

Level 13A: The Goblin Barracks

Level 14: The Chapel of Orcus

Level 15: The Den of the Master

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

The Wilderness Surrounding Rappan Athuk

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

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

Using Rappan Athuk without the Middle and Lower Levels

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

Introductory Characteristics

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

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

Entrances: Details the various entryways into the level.

Exits: Details the various exits from the level.

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

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

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

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

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

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

Ground Level: The Sunken Graveyard and the Mausoleum

Arriving at Rappan Athuk

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

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

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

G-1. Tombstone and Key

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

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

Ground Level

Difficulty Level: 4

Entrances: Above ground

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

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

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

Detections: Entire level detects faintly of evil

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

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

G-2. A Dire Warning

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

G-3. Rat Tunnels

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

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

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

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

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

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

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

G-4. The Well

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

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

G-5. Empty Mausoleums

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

G-6. The Main Mausoleum

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

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

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

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

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

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

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

The Front Doors of the Mausoleum

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

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

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

G-7. Inside the Main Mausoleum

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

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

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



GROUND LEVEL: THE SUNKEN GRAVEYARD AND THE MAUSOLEUM

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

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

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

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

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

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

G-8. Hallway to Level 1

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

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

Level 1: The Lair of the "Dung Monster"

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

Dungeon Level 1

Level of Difficulty: 3

Entrances: Hallway from Ground Level area G-8

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

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

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

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

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

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

1-1. Entrance Chamber

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

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

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

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

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

1-2. Empty Room

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

1-3. Collapsed Room

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

1-4. Viewing Room

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

1-5. The Trapped Step

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

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

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

1-6. Poker Room

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

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

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

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

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

1-7. The Pit

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

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

1-8. Warning Room

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1-10. The Trapped Ghast

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

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

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

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

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

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

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

1-11. The Rat Spies

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

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

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

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

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

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

1-12. Stairs to Level 2

and the Wererat Ambush

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1-13. Wererat Den

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

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

1-14. The Dire Rat Lair

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

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

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

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

Level 2

Difficulty Level: 6

Entrances: Stairs from Level 1, room 1-12

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

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

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

Detections: Faint evil from the whole place

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

2-1. Entrance

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

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

2-2. Skeleton Surprise

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

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

2-3. The Ball Room

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

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

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

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

2-4. Crypt

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

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

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

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

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

2-5. Marthek's Lair

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

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

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

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

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

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

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

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

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

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

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

2-6. Pantry

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

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

2-7. Forgotten Pantry

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

2-8. Storage Room

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

2-9. The Dirt Room

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

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

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

2-10. Fungus Garden

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

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

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

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

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

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

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

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

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

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

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

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

2-11. Ice Box

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2-13. Saracek's Tomb

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

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

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

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

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

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

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

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

SQ—Undead Immunities (Ex): Saracek is immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

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

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

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

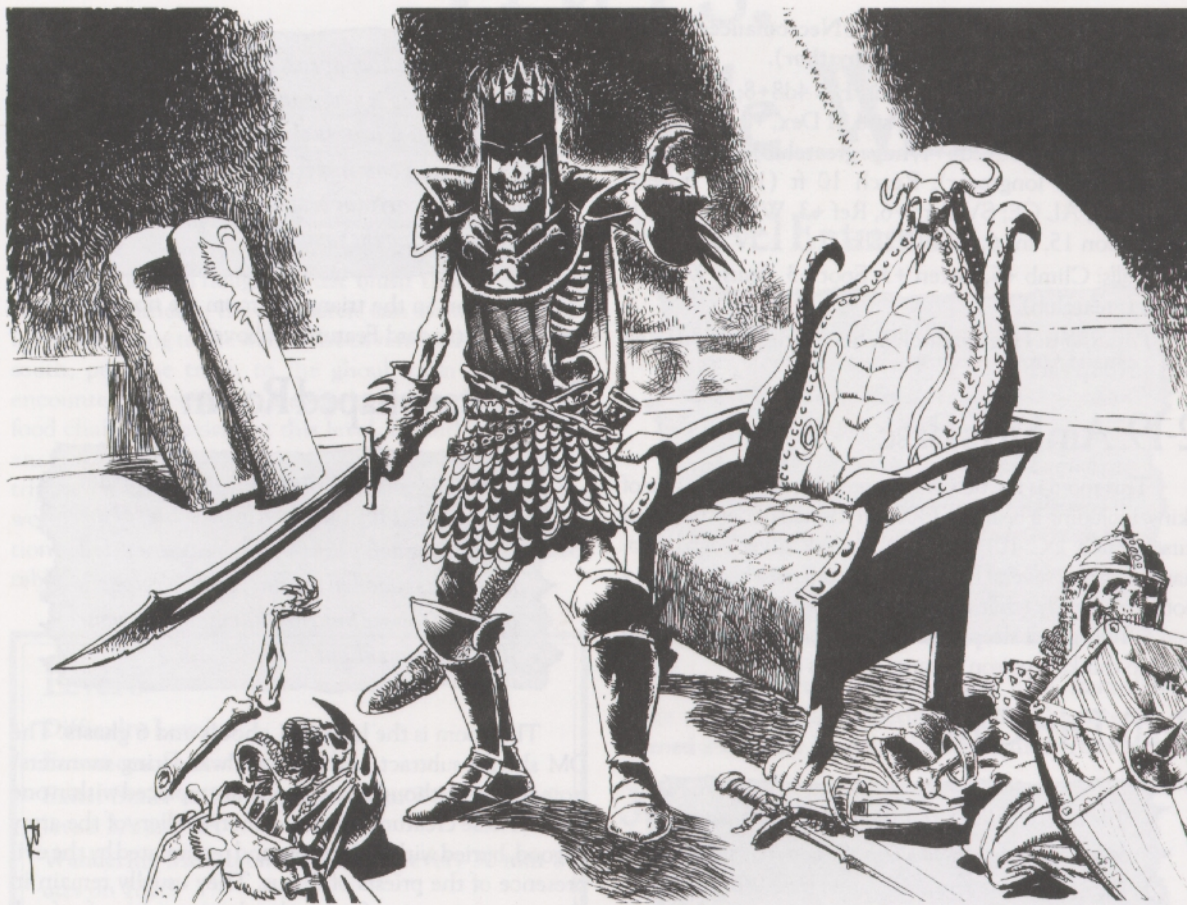
2-14. Saracek's Crypt

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

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

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

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



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

2-15. Rats Nest

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

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

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

2-16. Storage Room

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

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

2-17. Broom Closet

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

2-18. An Ogre and His Money

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

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

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

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

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

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

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

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

2-19. Ambro's Base

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

2-20. Dirt Cave

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

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

2-21. Ghouls and Ghosts

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

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

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

2-22. Star-shaped Room

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

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

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

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

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

Level 3:

"Beware of Purple Worms!"

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

Level 3

Difficulty Level: 8

Entrances: Stairs from Level 2

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

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

1. 1 **purple worm** if in area 3-1 or 3-2; otherwise no encounter
2. 1 **umber hulk** hunting for purple worms if in area 3-1 or 3-2; otherwise no encounter
3. 3d6 **dire rats**
4. 1d3 **trolls**
5. A **company of goblin scouts**—2d4 goblins with shortbows, 2d4 with javelins, 2d4 with handaxes; all have daggers and are accompanied by 1d2 goblin leaders
6. 1 **undead ooze**
7. A party of **acolytes of Orcus**, per area 3-6, below 8-20. No encounter

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

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

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

3-1. Level Entrance

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

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

3-2. Cavern

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

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

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

LEVEL 3: "BEWARE OF PURPLE WORMS!"

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

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

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

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

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

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

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

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

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

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

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

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

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



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

3-3. Secret Room on the Rocks

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

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

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

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

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

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

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

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

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

3-4. Empty

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

3-5. The Lair of Scramge the Rakshasa

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

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

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

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

A. Entryway

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

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

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

B. The Trap Room

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

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

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

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

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

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

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

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

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

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

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

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

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

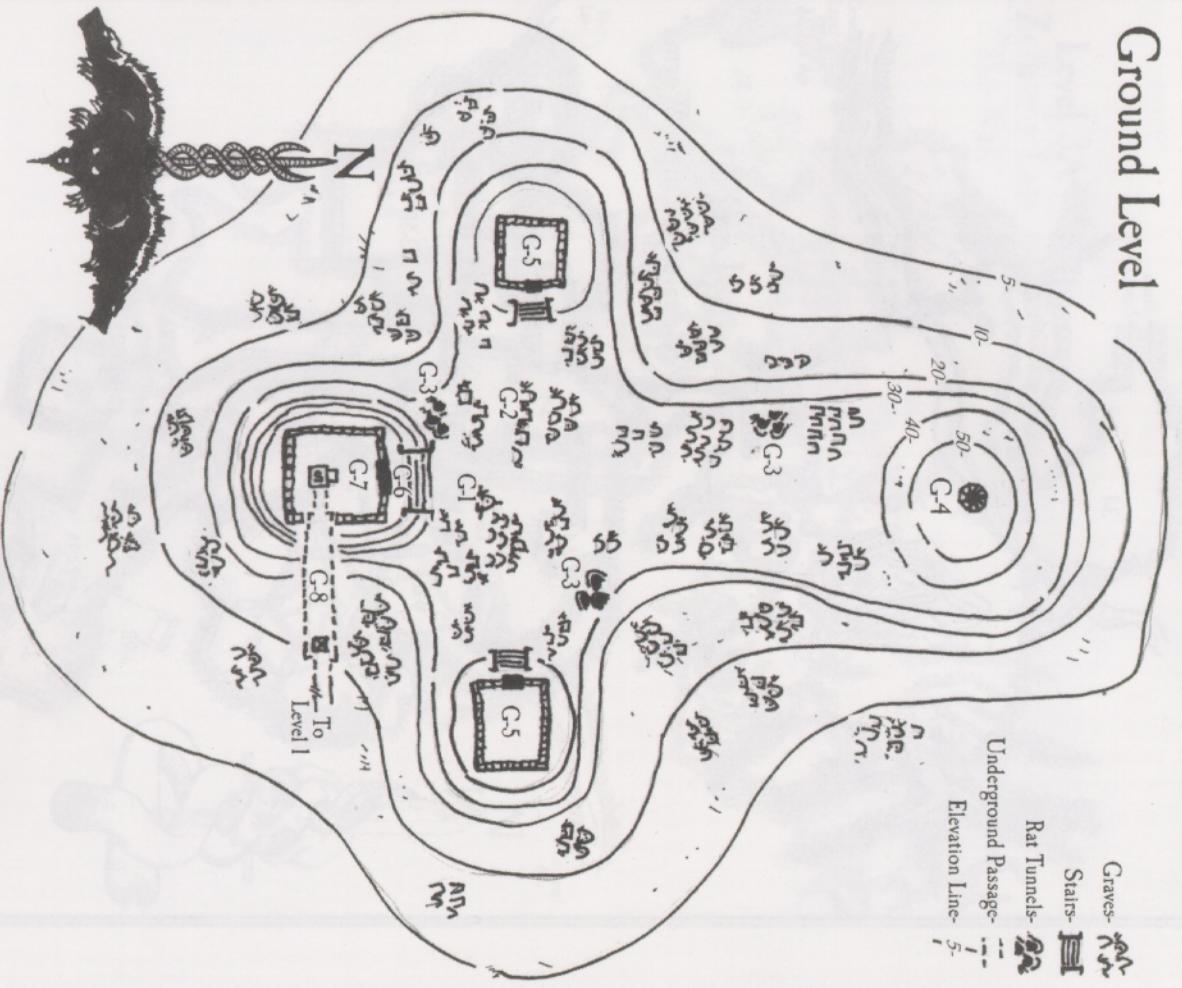
SQ—Alter Self (Su): A rakshasa has the supernatural ability to assume the guise of any human or demihuman it wishes. This works like an *alter self* spell cast by an 18th level sorcerer except that, once the rakshasa assumes a guise, it can remain in that form indefinitely. The rakshasa can assume a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

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

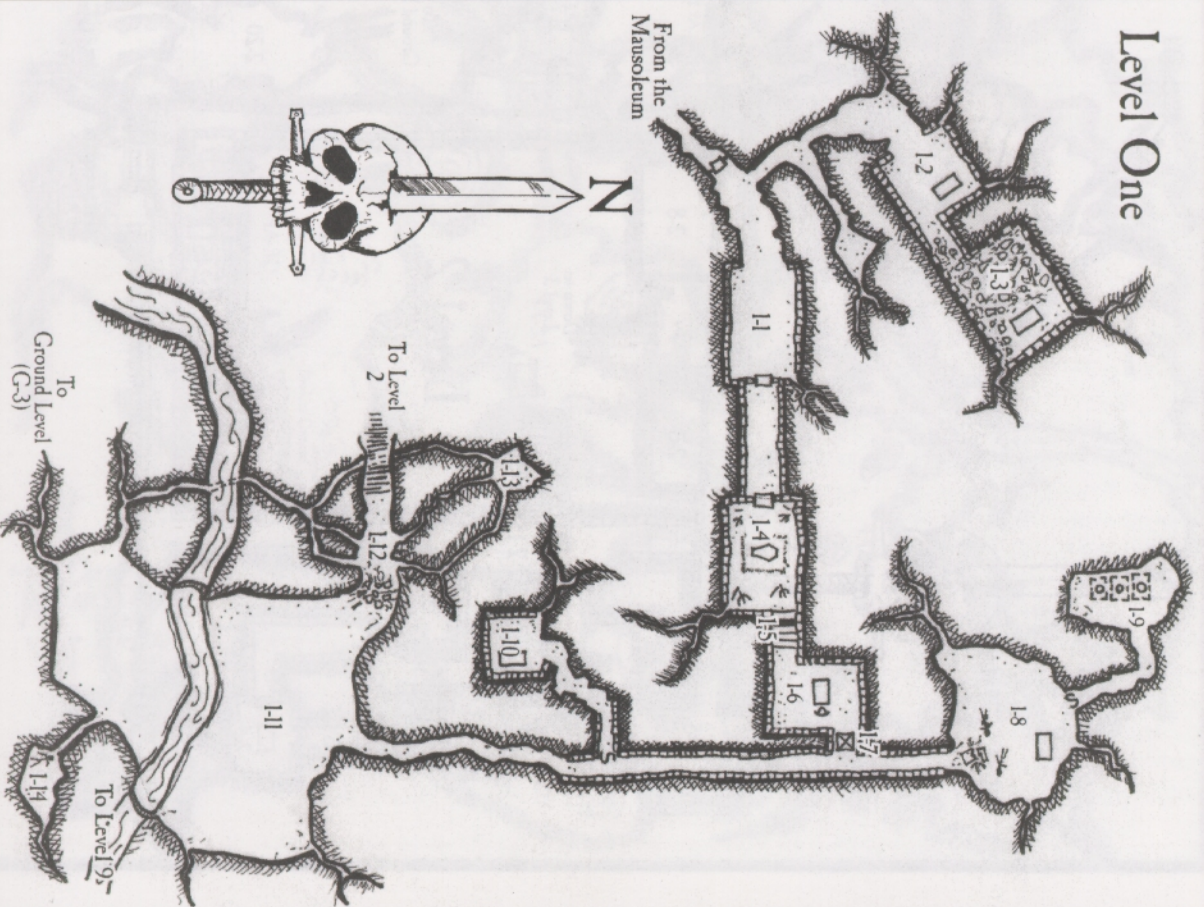
SQ—Spell Immunities (Ex): Rakshasas ignore the effects of spells and spell-like abilities of 8th level or less, as though the spellcaster had failed to overcome spell resistance.

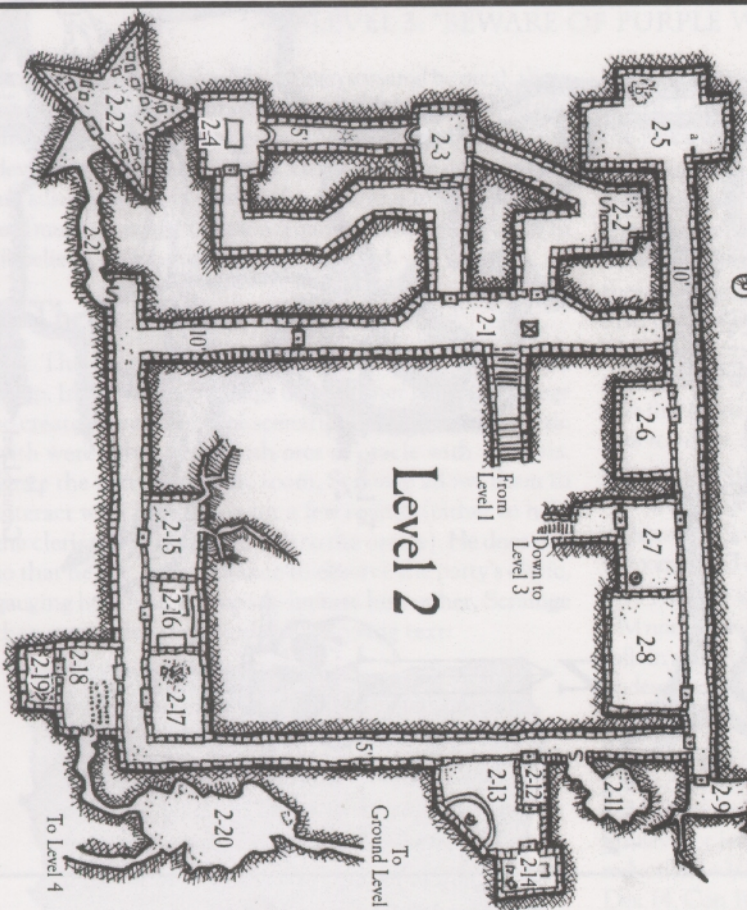
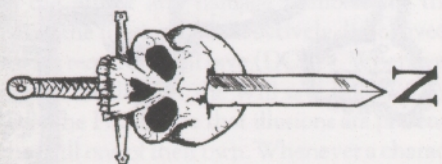
SQ—Vulnerabilities (Ex): The evil nature of the rakshasa is a weakness that can be exploited by a wise enemy. Any hit scored with a *blessed* crossbow bolt instantly slays the creature.

Ground Level



Level One





Level 2



Level 3

"Beware the Purple Worms"



"The Well"



LEVEL 3: "BEWARE OF PURPLE WORMS!"

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

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

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

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

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

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

Possessions: Longsword.

C. The Pantry

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

3-6. Room Complex

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Domain Spells (Death/Evil): 1st—cause fear.

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

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

3-7. Oracle Room

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

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

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

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



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

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

3-8. Traps.

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

A. Gold Piece Arrow Trap

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

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

B. One-way Stone Door

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

C. Flooding Pit Trap

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

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

(DC 20); Disable Device (DC 20). Note: Room floods in four minutes (see the drowning rules in the *DUNGEON MASTER'S Guide*).

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

3-9. Burial Room

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

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

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

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

A. Inset Room

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

B. Secret Tomb

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

Level 3A:

"The Well"—Zelkor's Lair

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

3A-1. Down "The Well"

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

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

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

Level 3A

Difficulty Level: 9

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

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

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

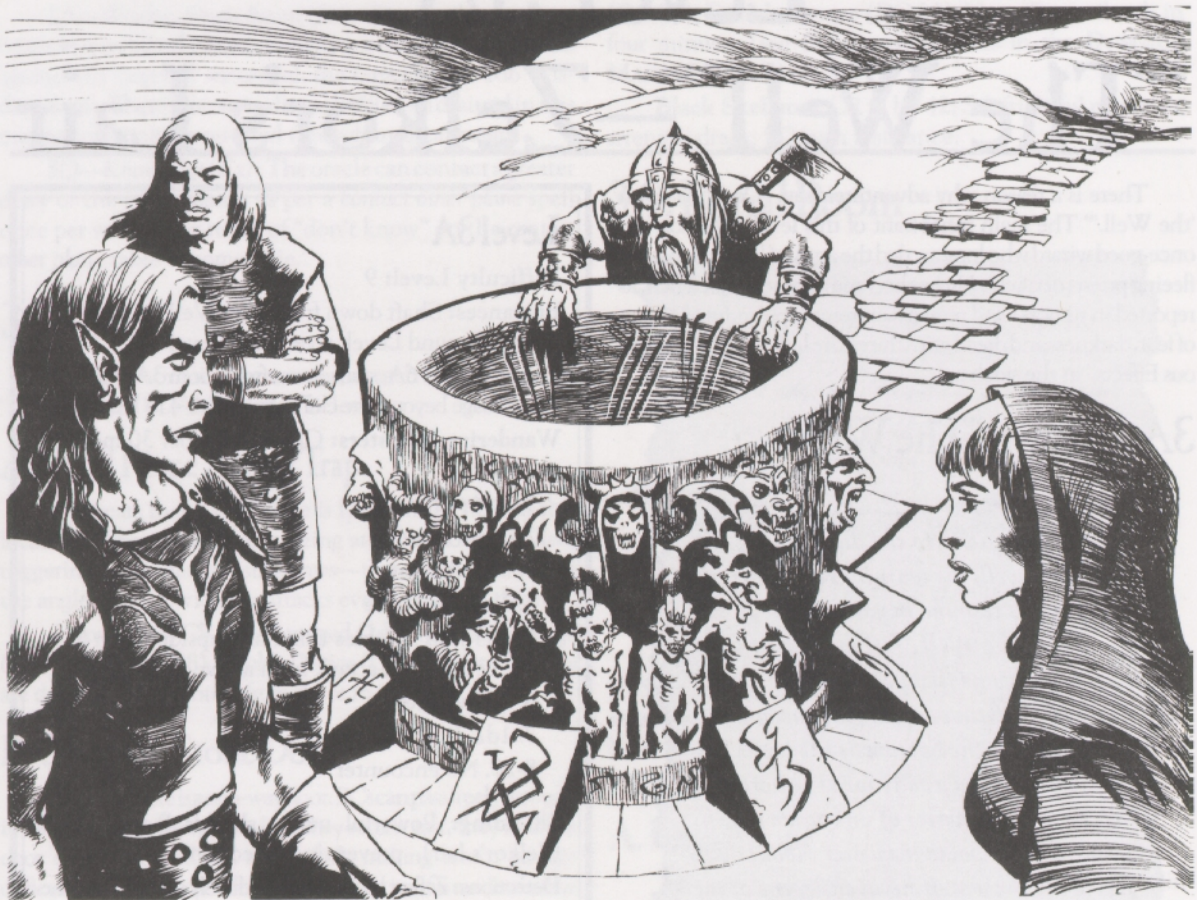
1. 1d8 stirges
2. 1 gas spore
3. 3d6 dire rats
4. 1 undead ooze
5. 1d3 juju zombies that hang upside down from the ceiling and attack from above
6. 1d3 wights
7. 1d2 displacer beasts
- 8-20. No encounter

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

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

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

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



3A-2. The Claw-shaped Cavern

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

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

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

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

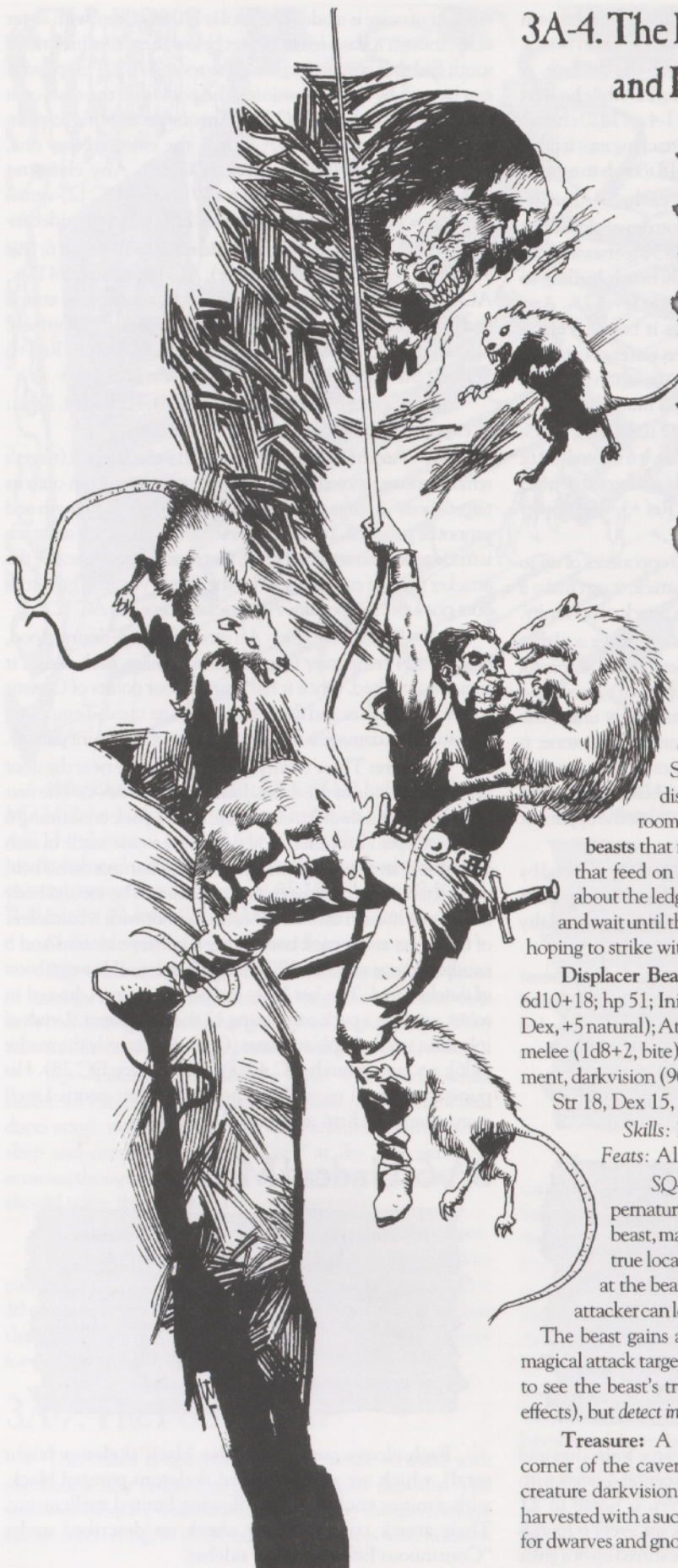
Secret Door: The secret door can be found with a standard Search check (DC 20) and, once found, opens easily by pushing a hidden stone that works a counterweight mechanism. Locating the hidden stone requires another Search check (DC 20). Thus, the characters must first find the secret door and then they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

3A-3. The Weird Room

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

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

3A-4. The Rat Cliff and Displacer Beasts



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

This room is a large cavern. It contains a cliff that drops 90 feet into 30 feet of water. The cavern itself is filled with stalactites, but houses no piercers. Numerous small caves and tunnels dot the walls. Some of these interconnect and allow the displacer beasts and rats that inhabit this room to nest. Within the room are eight displacer

beasts that inhabit the upper portion of the room and that feed on the hundreds of normal rats that move about the ledge. The displacer beasts lurk in the shadows and wait until the party is near the ledge before they attack, hoping to strike with surprise from the flank.

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

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

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

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

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

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

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

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

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

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

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

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

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

3A-5. Stirge Room

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

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

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

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

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

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

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

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

3A-6. Undead Menace

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

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



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

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

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

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

Possessions: Small shields; shortwords or handaxes.

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

3A-7. The Pool Room

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

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

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

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

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

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

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

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

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

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

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

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

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

3A-8. The Lair of Zelkor

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The crystal box contains the following items:

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

- A miniature sword (the size of a toothpick) that enlarges to a +2 keen longsword when the word "Azathar" is spoken and shrinks again when the word "Torizuth" is spoken.

- Three potions — *elixir of life* (one dose), a *potion of invulnerability* and a *potion of fire breath*.

- Two scrolls — a scroll of 2 arcane spells (*stone to flesh* and *power word kill*) and a scroll of 6 arcane spells (*slow*, *lightning bolt*, *statue*, *wish*, *clone* and *wall of force*).

- A crystal ball.

- A wand of conjuration with 42 charges (command word: "Gurth-a'rajur").

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

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

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

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

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

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

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

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

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

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

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

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

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

3A-10. Gatehouse

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

Level 4A:

The Basilisk Caverns

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

Level 4A

Difficulty Level: 5

Entrances: Stairs from 3A

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

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

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

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

4A-1. Entrance Cavern

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

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

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

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

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

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

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

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

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

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

4A-2. Basilisk Caverns

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

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

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

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

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

A. Fungus Cave

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

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

B. Statuary

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

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

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

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

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

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

C. Statues and a Hole in the Ground

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

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

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

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

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

D. The Lair of the Basilisks

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

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

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

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

4A-3. Caverns

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

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

A. Sinkhole Room

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

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

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

Skills: None. Feats: None.

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

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

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

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

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

B. Wraith Lair

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

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

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

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

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

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

C. Hide the Fighters!

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

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

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

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

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

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

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

D. Death from Above!

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

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

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

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

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

E. Deadly Fungus

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

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

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

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

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

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

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

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

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

F. Lost Goblins

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

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

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

RAPPAN ATHUK—THE DUNGEON OF GRAVES: THE UPPER LEVELS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Appendix: Monsters

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

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

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

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

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

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

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

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

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

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

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

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

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

Skills: Spot +8.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Possessions: Small shield, shortsword or handaxe.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RAPPAN ATHUK

The Dungeon of Graves: The Upper Levels

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

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

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



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RAPPAN ATHUK™

The Dungeon of Graves: The Upper Levels

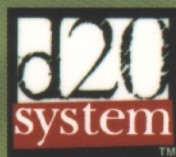
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Fantasy—Swords and Sorcery
Adventure (Dungeon)
Core D20 System



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Rappan Athuk

The Wilderness Areas

by Bill Webb and Clark Peterson



*Rappan Athuk is a dungeon of legend. As with any major entrance to the underworld, the wilderness around Rappan Athuk is a dangerous place—popular with bandits, marauding monster bands and worse. **Rappan Athuk: The Wilderness Areas** is a supplement to **Module R1: Rappan Athuk—The Upper Levels**. It details the wilderness around the most famous dungeon in all the lands and allows you to set the dungeon in the location it was intended. Included in this supplement are a wilderness map and wandering monster tables for all terrain types as well as detailed bandit groups and monster lairs.*

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Rappan Athuk

The Wilderness Areas

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Brian LeBlanc (a cool pencil work-in-progress of the Harpies and Dire Lions encountered at Monster Lair A, the “Damsels in Distress.” The completed piece appears in the Monster Appendix in Rappan Athuk: The Upper Levels.)

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Special Thanks

Judges Guild—the original model for third party fantasy roleplaying products. Our wives and girlfriends who tolerate our long hours and late nights. And the fans who wanted more information about Rappan Athuk!

Introduction

Rappan Athuk is designed to be easily transplanted into any fantasy campaign. You are free to place Rappan Athuk in any appropriate area of your game world and create the bandit encounters and monster lairs discussed below to reflect the particular flavor of your campaign. Presented here, however, is the original wilderness map and notes about the surrounding wilderness areas so that you can run Rappan Athuk as it was originally intended. Future downloads will expand on the material presented here.

The Wilderness Area Surrounding the Dungeon of Graves

Rappan Athuk is a dungeon of legend. As such, most know where the dungeon is located—off the Sea Coast Road, in the hills east of the Forest of Hope. Prior adventuring bands (and some local bandits) have marked the general area with several signs indicating the way to the dungeon (and to their ambush). The difficulty of Rappan Athuk has never been locating it. Getting

home alive is another matter entirely...

As with any major entrance to the underworld, the wilderness around Rappan Athuk is a dangerous place—popular with bandits, marauding monster bands and worse. Merchants and patrols are quite rare and stay entirely on the road, as the woods and hills surrounding the area are untamed. This is not to say that the area is unpopular with adventurers. Legends of great treasure and glory abound for hundreds of miles, and the draw is too great for many to resist. So, off they go in search of the proverbial fortune and glory. Most find only death and despair.

The Wilderness Map

The wilderness area is depicted in the Wilderness Map. This map also notes some of the innumerable lairs and places of interest associated with the infamous dungeon of Rappan Athuk, as well as the location of the entrance to the dungeon. You can download the Wilderness Map from the **Necromancer Games** web site which does not contain the lair markings of the DMs map from this download.



Dungeon Master's Wilderness Map



Wilderness Areas and Wandering Monster Tables

For gaming purposes, the wilderness area surrounding the dungeon can be divided into several units: the Sea Coast Road, the Forest of Hope, the Dragonmarsh Lowlands, the Foothills and the Beach. Each is detailed below.

Each of the above regions has its own wandering monster table. These tables and monster statistics are provided below. The DM should use these encounters with some forethought. For example, Drusilla the druid or the Simrath the vampire could annihilate many parties if used unadvisedly. These encounters can provide role-playing opportunities as desired instead of being yet another monster-slugfest. Some of the personalities lead to new and exciting adventures, well beyond the original scope of the dungeon of Rappan Athuk. Also note that there is only one of each of



the specialty NPCs such as the Simrath the vampire, Drusilla the druid, the specific bandit leaders, etc. Once slain, they are no longer available as an encounter. This is not to say that they could not be replaced by something else, possibly worse.

The Sea Coast Road

This area include those hexes that contain the coast road (adjacent hexes are part of the lowlands), which serves as the primary trade route for commerce along the seacoast. Coastal patrols from nearby cities attempt to keep bandits and other malicious creatures clear of the road by day; by night is a different matter. Certainly the safest of the wilderness areas, this road is still a haven for bandits and other robber creatures, eager to prey on the daring merchants traveling the road.

Merchant Caravan: A merchant caravan is encountered making its way along the road. The caravan contains 1d8 wagons or carts, with an appropriate number of accompanying pack animals per cart as well as 1d6 guards (Ftr2s) per cart or wagon. There are 1d3 merchants (Exp2-5s) per cart as well. Merchants on this route are on guard and want little to do with adventurers. If the characters attempt to speak with the merchants and a positive reaction is rolled (Diplomacy check DC 14) the merchants may allow the party to travel with them. They will not otherwise offer any aid to the party.

Patrols: These patrols travel the coast road in search of brigands and other outlaws. They approach the party in a hostile fashion, expecting the worst. If the

party is cooperative and answers questions reasonably, they do not trouble the players further and leave them to their business. Likewise, if the party engages in banditry, they take no prisoners. Once the PCs are well known (as good guys presumably), these patrols are friendly. The DM should use this as an opportunity to roleplay with the PCs and build their egos about their fame in the local region.

Brigands: These bandits likely ambush the party from the roadside, seeking to slay mounts and lightly armored individuals with sneak attacks from their bows. They run if over their leader or 25% of their company is slain.

Wargs and Wolves: These beasts follow the PCs and attack, as they see their camp, or attack at night if encountered then. They seek to kill and drag off 1-2 lightly armored individuals, and may focus on attacking and killing mounts if they can do so. Sleeping opponents are subject to the Coup de grace attacks from both wolves and Wargs, both of whom are skilled at the quick kill. They will not fight if they are outnumbered and fail to achieve surprise.

Ogres and Bugbears: The ogres bull rush into combat while the bugbears attempt to sneak in behind the party, using their sizeable hiding abilities. They cast missiles and charge, having little tactical ability besides that listed. They fight to the death.

Simrath, the Vampire: See **Lair H**, below. If encountered in this fashion, Simrath has ventured forth from his lair and haunts the night. The DM may decide he simply passes the PCs by on some other errand. If he attacks, he does so to his fullest ability, summoning companions to aid him. It is best to have him ignore low-level parties.

Sea Coast Road Wandering Monsters

Check for encounters at 4 am (just before dawn), 9 am, noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d10. If an encounter is indicated, roll 1d20 using the table below. The following cumulative modifiers apply: +2 if more than one mile off the main merchant road; +2 if the encounter occurs at night.

1-2	Merchant Caravan
3-5	Mounted and Foot Patrol: 8 Footmen, 2 Knights, 1 Leader
6-7	2d4 Brigands and 1 Brigand Leader
8-9	Small Cavalry Patrol: 6 Knights, 1 Leader
10-11	1d3 Worgs and 1d12 Wolves
12	1 Ogre and 2d4 Bugbears
13	2d6 Shadows
14	Simrath the Vampire and 2d6 Wargs

The Forest of Hope

Thick and overgrown, the Forest of Hope provides shelter from winter storms that batter the coast. Named for the princess Alia by her father, this forest is better known by its original name: the Forest of Horrors. Thick dens of spiders and other denizens inhabit these woods, and a green dragon was slain by the great hero Corondel a few years back. Common folk avoid the trees, though adventurers and bandits often hide here. The patrols avoid the forest unless pressed by pursuit of some villain. Water and game are abundant, and a druid lives within the woods. It is said that the druid is as likely to slaughter humans invading his territory as she is to slay evil monsters.



Mounted and Foot Patrol: These patrols are searching the forest for outlaws, and are not happy about it. They question the party about this, and leave them alone (or incite their aid) depending on circumstance. If the party is outlaws, they take no prisoners. Otherwise, they are treated as the same encounter on the Coast Road.

Outlaws: These are commoners hiding from the law. Mostly, they have committed petty offenses such as poaching or murder of a love rival. They often band together for safety, though their life expectancy in these woods is not much longer than a few weeks. They avoid the PCs unless cornered, in which case they may ask for help, ask for protection from a patrol, etc. This encounter should provide a great opportunity for roleplaying. Either the PCs can hunt down a wanted man, only to find clues that he is innocent, or they can be put in an alliance situation where they themselves must fight a patrol and become outlaws. No statistics are provided for these outlaws, for it is assumed that they are commoners with no adventuring skills (Com1-3, 3-10 hp, leather armor at best, simple farm weapons, +0 melee or ranged, 1d4 or 1d6 damage). Some have banded together into an outlaw camp (see Lair J, below).

Stirges: During the day, these creatures are resting and do not attack unless disturbed. At night, they fly in and attempt to feast on sleeping opponents first; up to 4 may attack a single Medium sized creature. They may not make coup de grace attacks, but do get +4 to hit sleeping opponents. They fight until sated or slain.

Forest of Hope Wandering Monsters

Check for encounters at 4 am (just before dawn), 9 am, noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d10. If an encounter is indicated, roll 1d10 using the table below. The following cumulative modifiers apply: +2 if more than three miles off the main merchant road; +4 if the encounter occurs at night.

1-2	Mounted and Foot Patrol: 8 Footmen, 2 Knights, 1 Leader
3-5	2d6 Outlaws, hiding from patrols
6-7	1d6 Monstrous Spiders (small group)
8-9	6d4 Brigands and 3 Brigand Leaders, led by a Wiz9
10-11	1d3 Wargs and 1d12 Wolves
12	Drusilla, the Druid
13	1d3 Trolls
14	3d6 Stirges
16	3d6 Monstrous Spiders (nest)

Brigands: Much more numerous in their forest home, a couple of these brigands try to act friendly, while the rest surround the party and fill them with arrows. The attack spell casters first. These men are quite cunning, and the DM should allow for some trust building roleplaying before they attack in full; perhaps the next day. As Brigands are thieves, the coup de grace rules may apply if the opportunity presents itself for them to attack at night.

Wargs and Wolves: Treat these encounters exactly like encounters of the same type on the coast road.

Drusilla the Druid: See **Lair G**, below. If encountered as a wandering monster, Drusilla is on some errand and even less inclined to tolerate the presence of the PCs. She may ignore the PCs because of the pressing nature of her errand. If the PCs attempt to speak with her (Diplomacy check DC 20), she may assign them her current errand: clear out the den of monstrous spiders (see **Lair E** below), as they have grown too numerous and are disrupting the balance. If this roll fails, she will at the least dispatch some of her wolves to kill the party.

Trolls: These beasts are stupid and fearless. They charge into combat, only retreating if seriously damaged by fire or acid. They give and ask for no quarter.

Spiders (small group): These vermin are out hunting. They drop from trees and try to kill 1-2 victims; hoping that the rest of the party will leave their dead behind. They are not intelligent, and fight until slain, unless presented with fire or spectacular dazzling magic (even dancing lights spooks them).

Spiders (nest): This is a nest of spiders. The react just like the hunting spiders except that they get a Will save for the fire and visual effects scenario (DC15). If they save, they continue fighting instead of retreating.

The Dragonmarsh Lowlands

This area, dotted with copses of trees, serves as a perfect hiding place for the bandits and outlaws that prey on the unwary. The drier portion of the lowlands contains numerous limestone caves and box canyons. Bandits frequently use these natural terrain features to set traps for the unwary. Several marsh areas exist in the lowlands. One of these (known as the "Troll Fens") is well known and avoided by those not seeking death. It is said that quicksand and poison snakes make this area unsafe even ignoring the monsters. Thick clouds of mosquitoes make any travel here unpleasant at best.



Dragonmarsh Lowlands Wandering Monsters

Check for encounters at 4 am (just before dawn), 9 am, noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d10. If an encounter is indicated, roll 1d10 using the table below. The following non-cumulative modifiers apply: more than three miles off the main merchant road: +2, in the swamp +3; add +4 cumulative if the encounter occurs at night.

1	Mounted and Foot Patrol—8 Footmen, 2 Knights, 1 Leader (non-swamp only, otherwise 2d4 poisonous snakes)
2	2d6 Outlaws, hiding from patrols
4-6	6d4 Brigands and 3 Brigand Leaders
7-8	2d4 Poisonous Snakes (swamp only, otherwise 2d6 dire wolves)
9	2d4 Trolls
10-11	4d6 Dire Rats
12	Cazrak the Beholder (swamp only, otherwise 2d6 dire wolves)
13-14	1 Shambling Mound (swamp only, otherwise 2d4 trolls)
15-16	1d6+2 Displacer Beasts
17	1d3 Will-o-Wisps (swamp only, otherwise 2d6 dire wolves)

Mounted and Foot Patrol: These patrols are searching the lowlands for outlaws, and are not happy about it. They avoid the swamps in all cases. They question the party and leave them alone (or incite their aid) depending on circumstance. If the party is outlaws, they take no prisoners. Once the PCs are well known (as good guys presumably), these patrols will be friendly. The DM should use this as an opportunity to role-play with the players and to let them get their egos built up about their fame in the local region. Statistics for the patrol is the same as noted above.

Outlaws: This encounter is treated exactly like the encounter of the same name in the woods. No statistics are provided for these outlaws, for it is assumed that they are commoners with no adventuring skills (Com1-3, 3-10 hp, leather armor at best, simple farm weapons, +0 melee or ranged, 1d4 or 1d6 damage). If the encounter occurs in the swamps, there should be a medium level fighter NPC leading the outlaws. This could eventually become a henchman of the PCs depending on the DM's wishes.

Brigands: Treat these encounters exactly like encounters of the same type on the Coast Road.

Trolls: Treat these encounters exactly like encounters of the same type on the Forest of Hope. In the swamp, they can be tracked to the Troll Mound (see **Lair C**, below) on a successful Track check (DC 15).

Dire Rats: Rats swarm like a carpeting mass, fighting until slain unless confronted by scary visual magic (see spiders, above).

Beholder: There is only 1 beholder in the swamp. His name is Cazrak, and he lives in a cave. See **Lair I**, below. If encountered as a wandering monster, Cazrak is hunting either for food or for some item important to him. He will most likely extort any party he encounters out of their gold or magic items to be given as a "fine" for trespassing on his domain.

Shambling Mound: This creature appears to be no more than another pile of muck until it attacks. When it attacks, it uses its Hide skill to sneak up on the PCs, staying still until they get close. Once the PCs are within 20 feet, a Spot check (opposed by a +4 Hide check) can be made to detect the beast. This is when it attacks. It is a plant, and as such fights until slain.

Displacer Beasts: These great cats stalk the PCs, and attack under cover of night. They are horrible, evil creatures, and do not retreat until wounded over 75% of their hp. They also receive coup de grace attacks on sleeping opponents.

Will-o-Wisp: These evil beings attempt to draw the PCs into another wandering encounter, or into deep water or quicksand. They only attack directly if harmed (e.g. by *magic missile*). They follow the PCs for up to a day if left alone, waiting for another monster to cause trouble.

The Foothills

In these hills, which lie east of the Coast Road, can be found the dungeon of Rappan Athuk. The hills provide a buffer zone between the Beach and the Forest of Hope. The hills themselves are sparsely forested and rather idyllic in appearance. Berries grow in abundance and cool, clear streams flow to the sea. Some of the most beautiful sunsets can be seen from their tops. Their beauty, of course, is but a mask hiding the foul corruption that lies beneath their verdant slopes, as the Foothills also house some of the nastiest denizens in any portion of the world. Only the very foolish or very brave reside here longer than absolutely necessary.

Outlaws: As described above, except that these outlaws must be incredibly suicidal and desperate to hide here.



Foothills Wandering Monsters

Check for encounters at 4 am (just before dawn), 9 am, noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 or 2 on 1d10. If an encounter is indicated, roll 1d10 using the table below, adding +6 if the encounter occurs at night.

1	2d6 Outlaws, hiding from patrols
2-3	6d4 Brigands and 3 Brigand Leaders
4-5	4d6 Goblins and 2d3 Goblin Leaders
6-7	3d6 Dire Rats
8-9	1d3 Wargs and 1d12 Wolves
10	Aragnak, the Adult Red Dragon (see Bandit Group 4, below)
11	3d6 Stirges
12	1d4 Leucrotta
13	1d3 Trolls
14-15	2d6 Ogres
16	2d6 Wraiths

Brigands: Treat these encounters exactly like encounters of the same type on the Coast Road, though they too are more desperate and may be willing to barter with the PCs.

Wargs and Wolves: Treat these encounters exactly like encounters of the same type on the Coast Road.

Trolls: Treat these encounters exactly like encounters of the same type on the Forest of Hope.

Ogres: These vicious giants attack immediately and with very little coordination.

Leucrotta: These nasty beasts use their mimicry to draw the PCs in numerous directions, hoping to use their superior speed to double back and attack isolated individuals as a pack. They flee if severely wounded (over 50% of their hit points).

Stirges: Treat these encounters exactly like encounters of the same type on the Forest of Hope.

Aragnak, the Dragon: This encounter is described below under "Bandit Groups." Aragnak patrols the region on the wing, looking for PCs to frighten into surrendering their treasure. There is a high probability that he will not attack PCs entering the dungeon; but will instead wait for them to exit before making himself known. This encounter is best played as the PCs sighting the dragon overhead, but not actually fighting him (until later). Statistics for Aragnak are provided below.

Dire Rats: Treat these encounters exactly like encounters of the same type on the Lowlands.

Goblins: These goblins are scouts from the dungeon itself, and are looking for game. They do not seek combat with the PCs, though may fire arrows and flee.

Wraiths: This encounter will occur only at night. The wraiths are the restless spirits of those slain in the dungeon, out to seek revenge on all living things. They fight until slain; draining sleeping creatures first. A watchman must make a spot roll (opposed by a +11 hide roll) to notice their approach.

The Beach

The beach itself is safer than the hills, but is too removed from the road to be patrolled. Food supplies are abundant here, and the beach can be a great source of survival for the lost. This food supply also attracts others, however. Pirates frequent this beach, as the intervening wilderness prevents assault by soldiers from nearby cities. The waters contain shoals and reefs, as well as an abundance of sharks, which prevents most mariners from approaching the beaches. Numerous ships have wrecked in the area, and treasure diving could be profitable for any brave enough to deal with the sharks.

Beach Wandering Monsters

Check for encounters at 4 am (just before dawn), 9 am, noon, dusk, 9 p.m., and midnight. Encounters occur on a roll of 1 on 1d20. If an encounter is indicated, roll 1d10 using the table below.

1-2	Merchant Ship
3-6	Pirate raiding/foraging party
7	Pirate Ship
8	2d6 Ogres
9	1d3 Sirens
10	Marty the Imp (serves the Sea Hags at Lair D, below)

Merchant Ship: Treat these encounters exactly like encounters of Merchants on the Coast Road, with the exception that they do not bother with the PCs unless hailed or approached.

Pirate raiding/foraging party: Treat these encounters exactly like encounters of Brigands on the Coast Road.



Pirate Ship: A pirate ship is sighted off the coast. The pirates land a raiding party if the PCs are spotted, that night. In that case, treat these encounters exactly like encounters of Brigands on the Coast Road.

Ogres: Treat these encounters exactly like encounters of the same type on the Coast Road.

Sirens: These creatures have the exact statistics as Harpies, with the exception that they cannot fly, but swim with a movement rate of 30 ft. They attempt to draw PCs 50 feet into the water to drown (Swim checks (DC 12) are required in the rough surf). Remember to take into account armor check penalties for Swim checks. Captivated PCs swim, but no other actions can be taken, even if they start to drown.

Marty the Imp: This encounter will likely never occur. The imp is invisible, and spies on the PCs, reporting to his Sea Hag mistress. See Lair D, below. Any PCs killing Marty earn the enmity of the sea hags who will stop at nothing to kill the offending PCs.

Bandit Groups

The area surrounding Rappan Athuk has attracted various intelligent denizens—parasites intent on relieving a dungeon-weary party of their hard-earned treasure. Several of these groups spy on parties entering Rappan Athuk, only to strike them on the way out of the underworld. The DM should use these encounters as he or she sees fit, and should adjust the level of application based on the relative difficulty and commensurate amount of treasure gained by the party. If the party has a reputation in the local area for being very powerful, many of these would-be brigands only attack if the party appears severely weakened. By contrast, some of the more powerful monsters attack more famous groups in preference to a weaker party, as they believe them to be more likely to have items worth liberating.

It is also a strong possibility that one or more of the following bandit groups will be “at war” with another group, allowing the PCs to possibly roleplay their way out of conflict by agreeing to work for one group against another. Or, if the PCs are having a bad go with one of the bandit groups, possibly the DM could have an “enemy” group arrive at the same time, causing the bandit group to ignore the PCs as the two groups fight each other.

Likewise, each of these bandit groups (except the patrol) has a lair near the dungeon, and can be raided as well as raid. Their lairs are noted on the Wilderness map with a number corresponding to their Bandit

Group number, below. You should feel free to expand on the bandit groups and make them unique to your game world.

Here are some of the bandit groups present in the wilderness area surrounding the dungeon. Additional bandit groups will be detailed in a download associated with *Module R2, Rappan Athuk—The Middle Levels*, from **Necromancer Games**, soon to be released.

Bandit Group 1: Vorlak and his Kobold Gang (EL 8)

This encounter can be used when the party first exits the dungeon with a load of treasure. The purpose (other than a lot of fun for the DM) is to teach them a lesson about overextending themselves. If they survive this encounter, then they prepare for the more dangerous robber-opponents to be faced later on. This encounter starts when the kobolds on watch over the entrance of the dungeon run back to warn the others, and ten rounds later the party finds themselves surrounded by a veritable army of spears and arrows.

Vorlak the Ogre: CR 2; SZ L Giant; HD 4d8+8; hp 28; Init -1; Spd 30 ft.; AC 16; Atk +8 melee (2d6+7, huge greatclub) or +1 ranged (2d6+7, huge longspear); Reach 10 ft. (15-20 ft. with longspear); AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

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

Possessions: Huge greatclub, huge longspear, hide armor, sack with hunk of uncooked meat, 31 gp, 28 sp, +1 keen silver dagger.

Kobolds (112): CR 1/6; SZ S Humanoid (reptilian); HD 1/2d8; hp 2; Init +1; Spd 30 ft.; AC 15; Atk +2 ranged (1d6, shortbow, crit x3, range 60 ft.), +2 ranged (1d6-2, javelin, range 30 ft.) or -1 melee (1d6-2, javelin); SQ darkvision (60 ft.), light sensitivity; AL LE; SV Fort +0, Ref +1, Will +2; Str 6, Dex 13, Con 11, Int 10, Wis 10 Cha 10.

Skills: Craft (trapmaking) +2, Hide +8, Listen +2, Move Silently +4, Search +2. **Feats:** Alertness.

Possessions: Leather armor, shortbows with 20 arrows, javelin (x2), 2d4 sp, 2d8 cp.

Tactics: These bandits are neither intelligent nor brave, and are happy if they can scare the party into compliance. They flee from direct assault, but shower the party with arrows and javelins if the group seems intent on hostility. Assume the kobolds have enough missiles for 5 volleys. Though Vorlak demands that the PCs drop all they carry, he allows them to wear their armor. Anything concealed escapes their atten-



tion. Weapons, packs, sacks and all else carried are forfeit. The party (particularly low-level parties) will most likely be forced to comply with the demands of the ogre. If they are stripped of equipment, the DM should avoid really nasty encounters until the group has a chance to re-equip itself. If the party refuses, the kobolds fire a volley of missiles. If the ogre is killed or if the party charges, they fire a volley and scatter. Many kobolds continue to fire even if some are attacked as they are spread out over a wide area. Only those directly charged flee. Spectacular magical effects (e.g. a fireball spell) causes them to simply turn tail and run. If tracked, their lair can be found on a tracking roll of DC 17 (kobolds are very sneaky).

Lair (EL 9): This lair is a cave within the wooded lowlands. The kobold lair contains any kidnapped survivors from encounters with the bandit group, as well as 43 additional male kobolds, 165 non-combatant females and young, and 8 giant dire weasel pets.

Kobolds (43): CR 1/6; hp 2 each.

Giant Dire Weasels (8): CR 2; SZ M Animal; HD 3d8; hp 16; Init +4; Spd 40 ft.; AC 16; Atk +6 melee (1d6+3, bite); SA attach, blood drain; SQ scent; AL N; SV Fort +3, Ref +7, Will +4; Str 14, Dex 19, Con 10, Int 2, Wis 12, Cha 11.

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

Traps: A series of pit traps are in the lair. The kobolds know they are there and avoid them without a check. A successful Intelligence check (DC 12) allows the characters to notice that the kobolds are clearly avoiding certain sections of the floor. This does not tell the party where all the pits are, but merely alerts them that such traps might exist.

Pit Trap: CR 1; no attack roll necessary (1d6); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Tactics in Lair: The kobolds use the same hit and run tactics as in the wilderness, utilizing their small size to duck and dodge through passages too small for our heroes to crawl, and finally flee after they evacuate the females and young. The weasels are used as shock troops.

Treasure in Lair: Treasure can be found in the rear chamber of the lair (the Ogre's den), and includes 2700 sp, 100 gold piece topaz gems (x3), a jeweled necklace worth 5000 gp and composed of platinum and rubies, 2 suits of plate mail (medium size), 5 suits of chainmail (4 medium size, 1 small), assorted weapons and lesser armor (all in need of repair, but service-

able), a spyglass, a +3 spear which glows in the dark as per a *light* spell, and casts a *darkness* spell (continuous) if exposed to sunlight.

Bandit Group 2: Corrak the Doppelganger and Her Brigands (EL 13)

A group of 12 brigands, led by a doppelganger named Corrak (Rog8), a rogue named Grawlic (Rog6), a wizard named Zanaphia (Wiz6), and a fighter named Jel (Ftr6). This bandit group is also a good one to use for lower-level parties. They capture the party's horses after they descend into the dungeon and "ransom" them back to the party once they exit for an exorbitant amount of gold. If the party never returns, they keep the horses.

Corrak, Female doppelganger, Rog8: CR 11; SZ M Shapeshifter (5 ft., 3 in. tall); HD 4d8+4 plus 8d6+8; hp 55; Init +4; Spd 30 ft.; AC 22; Atk +11/+6 melee (1d6+2, rapier, crit: 18-20), or +13/+8 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); SA detect thoughts; SQ alter self, immunities, rogue abilities; AL NE; SV Fort +7, Ref +14, Will +9; Str 14, Dex 18, Con 12, Int 17, Wis 16, Cha 18.

Skills: Appraise +10, Balance +15, Bluff +15, Climb +7, Diplomacy +15, Disable device +14, Disguise +15, Escape artist +14, Forgery +10, Gather information +15, Hide +4, Innuendo +9, Jump +10, Listen +12, Move silently +4, Perform +17, Pick pocket +6, Sense motive +14, Spot +9, Swim +8, Use rope +12. *Feats:* Alertness, Dodge, Endurance, Shield proficiency, Skill focus (perform).

Languages: Common, Giant, Orc, Undercommon.

Possessions: Leather armor, rapier, light crossbow, 40 bolts, 8 +1 bolts, standard rogue gear (backpack, thieves tools, etc), *daern's instant fortress*, *potion of cat's grace*, 129 gp, 308 sp, 12 gems (worth 12, 33, 5x100, 150, 2x200, 250 and 300 gp respectively).

Grawlic, Male Dwarf, Rog6: CR 6; SZ M Humanoid (4 ft., 3 in. tall); HD 6d6+12; hp 31; Init +4; Spd 20 ft.; AC 17; Atk +4 melee (1d8, morningstar), or +8 ranged (1d4, hand crossbow, crit 19-20, range 30 ft., plus possible poison); SA sneak attack; SQ rogue abilities, dwarf racial abilities; AL LN; SV Fort +4, Ref +9, Will +2; Str 10, Dex 18, Con 14, Int 11, Wis 11, Cha 6.

Skills: Appraise +2, Craft +9, Diplomacy +7, Handle animal -1, Hide +4, Jump +6, Knowledge (nature) +1, Listen +4, Move silently +13, Pick pocket +13, Profession +7, Search +8, Spot +8. *Feats:* Blindfight, Dodge, Run.

Languages: Common, Dwarven.

Possessions: Studded leather, buckler, hand



crossbow, 40 bolts, 10 are coated with shadow essence poison, morningstar, 3 daggers, *bracers of armor* +1, *wand of detect magic* (26 charges), *scroll of 3 arcane spells* (detect undead, change self, summon swarm), *potion of cat's grace*, *potion of delay poison*, backpack, small sack, thieves tools, 303 gp, 5 gems (each worth 50 gp)..

Zanaphia, Female Half-elf, Wiz6: CR 6; SZ M Humanoid (5 ft., 0 in. tall); HD 6d4+18; hp 31; Init +0; Spd 30 ft.; AC 10; Atk +4 melee (1d6, club); SQ half-elf racial abilities; AL CN; SV Fort +5, Ref +2, Will +5; Str 13, Dex 11, Con 16, Int 13, Wis 10, Cha 7.

Skills: Appraise +3, Balance +4, Disable device +4, Hide +0, Innuendo +2, Knowledge (religion) +9, Listen +1, Move silently +0, Search +2, Spot +1. **Feats:** Maximize spell, Quicken spell, Run, Scribe scroll, Spell penetration.

Arcane Spells Known (4/4/3/2): 0—arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance; 1st—burning hands, chill touch, feather fall, identify, mage armor, shield, sleep, summon monster I; 2nd—alter self, blindness/deafness, ghoul touch, invisibility, knock, melf's acid arrow, mirror image; 3rd—dispel magic, fireball, haste, slow.

Languages: Common, Elven.

Possessions: Robe, club, *potion of delay poison*, *wand of charm person* (16 charges), small pouch with components, pack, 5x100 gp pearls, 295 gp.

Jel, Female Half-orc, Ftr6: CR 6; Size M Humanoid (6 ft., 1 in. tall); HD 6d10; hp 40; Init +2; Spd 30 ft.; AC 18; Atk +8/+3 melee (1d8/1d8+2, masterwork orc double axe, crit x3), or +9/+4 ranged (1d6, +1 shortbow,); SQ half-orc racial abilities; AL CE; SV Fort +5, Ref +4, Will +1; Str 15, Dex 14, Con 11, Int 9, Wis 9, Cha 10.

Skills: Appraise +0, Disguise +3, Hide +2, Innuendo +2, Jump +5, Listen +1, Move silently +2, Spot +1. **Feats:** Alertness, Blind-fight, Cleave, Endurance, Exotic weapon proficiency (axe, orc double), Power attack, Track.

Languages: Common.

Possessions: Banded mail, masterwork orc double axe, +1 shortbow, 40 arrows, 3 +2 arrows, potion of cure light wounds, potion of darkvision, potion of aid, 3 gems (10, 50 and 125 gp), backpack with rope, torches, flint and steel, bedroll, 3 small sacks, etc.

12 Brigands, Rog3: CR 3; SZ S Humanoid; HD 3d6; hp 15; Init +1; Spd 25 ft. (30 ft. base); AC 15 (16 with shield); Atk +1 melee (1d6-1, handaxe, crit x3),

+1 melee (1d4-1, dagger, crit 19-20), +1 melee (1d6-1, javelin) or +2 ranged (1d6-1, javelin, range 30 ft.), or +2 ranged (1d6, shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ evasion, uncanny dodge, traps; AL NE; SV Fort +1, Ref +7, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

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

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

Lair: Corrak has a *daern's instant fortress* which she extorted from a group of adventurers she and her cohorts waylaid coming from the dungeon. They use the *fortress* as their lair, though some of the brigands must sleep outside. They never make their camp in the same place on consecutive nights, so the location of their lair on the wilderness map is only an estimate. They may actually make their lair anywhere within 3 hexes of the area marked on the map. They prefer the outskirts of the Forest of Hope, however.

Bandit Group 3: Daarog's Ruffians (EL 11)

A Band of 42 Hobgoblins led by a Daarog, a half orc barbarian (Bbn8) and Zorzunar, a half-orc cleric of Gruumsh (Cle8), all of whom are lawful evil. Unlike the more chaotic groups, this group will spy on the PCs as they enter the dungeon and then set an elaborate ambush for them as they exit, using well-planned military tactics such as "L" shaped ambushes with pits or punji sticks on the open end of the ambush. This is probably not a good ambush to use on PCs on their first trip to Rappan Athuk.

Daarog, Male Half-orc, Bbn8: CR 8; SZ M (6 ft., 0 in. tall); HD 8d12+16; hp 77; Init +1; Spd 40 ft.; AC 17; Atk +13/+8 melee (1d6+4, masterwork half-spear, crit x3), or +13/+8 melee (1d4+4, masterwork spiked gauntlet), or +9/+4 ranged (1d8, composite longbow, crit x3, range 110 ft.); SQ barbarian class abilities, half-orc racial abilities; AL LE; SV Fort +8, Ref +3, Will +0; Str 19, Dex 12, Con 14, Int 5, Wis 7, Cha 13.

Skills: Handle animal +2, Hide +1, Intimidate +3, Listen +0, Move silently +1, Ride +9, Spot +0. **Feats:** Alertness, Power attack, Quick draw.

Languages: Common, Orc.

Possessions: Masterwork scale mail, masterwork large steel shield, masterwork spiked gauntlet, master-



work halfspear, composite longbow, 40 arrows, 6 +2 arrows, *potion of enlarge* (5th level), 211 pp, 4817 gp, 700 gp black pearl, 5 gems (25-150 gp value).

Zorzunar, Male Half-orc, Clr8 (Gruumsh): CR 8; SZ M (5 ft., 9 in. tall); HD 8d8-8; hp 38; Init -1; Spd 30 ft.; AC 17; Atk +10/+5 melee (dam, quarter-staff), or +5/+0 ranged (); SQ cleric class abilities, domain powers, half-orc racial abilities; AL LE; SV Fort +5, Ref +1, Will +8; Str 15, Dex 8, Con 9, Int 9, Wis 15, Cha 8.

Skills: Craft +4, Disguise +2, Hide -1, Listen +1, Move silently -1, Perform +0.5, Spot +1. **Feats:** Expertise, Two-weapon fighting, Weapon focus (quarterstaff).

Divine Spells (6/5/4/3): 0—cure minor wounds (x2), detect magic, guidance (x2), resistance; 1st—bless, command, cure light wounds, obscuring mist, shield of faith; 2nd—cure moderate wounds, death knell, hold person, shatter; 3rd—deeper darkness, dispel magic, invisibility purge, prayer; 4th—cure critical wounds, discern lies, greater magic weapon.

Domain Spells (Strength/War): 1st—endure elements; 2nd—bull's strength; 3rd—magic vestment; 4th—divine power.

Languages: Common, Orc.

Possessions: +1 Half-plate, masterwork quarter-staff, heavy crossbow, 20 bolts, *potion of delay poison*, *scroll of 1 divine spell* (caster level 7, *flame strike*), *scroll of 3 divine spells* (caster level 5, *spiritual hammer*, *calm animals*, *inflict moderate wounds*), *periapt of wisdom* +2, silver holy symbol of Gruumsh, 12 vials of unholy water, vestments, 12 gp, 1 gem (12 gp value).

Hobgoblins (42): CR ½; SZ M Humanoids; HD 1d8+1; hp 7; Init +1; Spd 30 ft.; AC 15; Atk +1 melee (1d8, longsword) or +2 ranged (1d6, javelin); SQ darkvision; AL LE; SV Fort +3, Ref +1, Will +0; Str 11, Dex 13, Con 13, Int 10, Wis 10, Cha 10.

Skills: Hide +1, Listen +3, Move Silently +3, Spot +3. Hobgoblins receive a +4 racial bonus to Move Silently checks. **Feats:** Alertness.

Possessions: Studded leather armor, small wooden shield, longsword, 3 javelins, 2d12 gp each.

Lair: These bandits make their lair in a cave beneath the ruined remains of an ancient village. The cave is very defensible and well-guarded by an additional **20 hobgoblins**. Inside the cave complex are 26 more male hobgoblins, 31 beaten-down and oppressed hobgoblin females and 16 hobgoblin young.

Treasure in Lair: Kept in a coffer (6 ft. x 1 ft. x 2 ft., with gold hinges and catch, made of carved ivory worked into a beveled top, with a battle scene covering the sides and top worth 100 gp) which is unlocked

but trapped with a *glyph of warding* is 649 gp, 12,692 sp, a ring of carved and beaten gold in curlicue designs holding a large spherical aquamarine (1,000 gp value), gold dragon comb with red garnet eye (500 gp value), an anklet made of 12 tiny plates of gold linked with gilded wire and fastened by a hook and eye (500 gp value), a coffer, a gold dragon comb with red garnet eye (900 gp).

Coffer Trapped with Glyph of Warding (Contagion): CR 1; triggers *contagion* spell (inflicts cackle fever, 1d6 temporary Wis damage), Fort save (DC 15) negates; Search (DC 28); Disable Device (DC 28).

Bandit Group 4: Aragnak, the Red Dragon (EL 14)

Aragnak is a male adult Red Dragon. He flies over the wilderness area looking for only the most notable and important PCs. If the PCs aren't famous enough for him to know who they are he does not bother with them. This encounter should not be used on lower level PCs.

Aragnak the Male Adult Red Dragon: CR 14; SZ H Dragon [fire]; HD 22d12+110; hp 275; Init +0; Spd 40 ft., fly 150 ft. (poor); AC 29; +31 melee (2d8+11, bite) and +26 melee (2d6+5, claw), +26 melee (1d8+6, wing), +26 melee (2d6+17, tail slap), and (2d8+17, crush); SA breath weapon (12d10, DC 25); SQ blindsight, damage reduction (5/+1), fire subtype, frightful presence (DC 24), immunities, keen senses, locate object, spell-like abilities, spell resistance (21); AL CE; SV Fort +18, Ref +13, Will +17; Str 33, Dex 10, Con 21, Int 16, Wis 19, Cha 16.

Skills: Bluff, Concentration +10, Diplomacy +10, Intimidation +10, Knowledge (Rappan Athuk) +4, Listen +6, Search +6, Spellcraft +4, Spot +10. **Feats:** Alertness, Cleave, Flyby Attack, Power Attack, Snatch, Wingover.

Lair: Aragnak's lair is located on an island thirty miles off shore. It will be detailed in a future download associated with *Module R2, Rappan Athuk—The Middle Levels*, from **Necromancer Games**, soon to be released. You don't want your PCs going there now anyway.

Bandit Group 5: Turane and his Trolls (EL 11)

Turane, a Neutral Evil Wizard, and his band of 5 trolls patrol the area to the south of the Troll Fens and the west of the coast road. They specifically target arcane casters, looking to relieve them of any magical items



recovered from the dungeon. By a prior agreement to aid the trolls of the Troll Mound (see **Lair C**, below) with magic, the trolls are under order from their leader not to kill Turane. In fact, many desire to serve him since he is known as a friend of trolls. Because of the chaotic nature of the trolls, however, Turane worries that the next leader of the Troll Mound may not be as desirous of his services.

Turane, Human Male, Wiz9: CR 9; SZ M Humanoid; HD 9d4+18; hp 46; Init +2; Spd 30 ft.; AC 15; +5 melee (1d4+1, dagger); SQ class abilities; AL NE; SV Fort +5, Ref +5, Will +10; Str 13, Dex 15, Con 15, Int 18, Wis 14, Cha 13.

Skills: Alchemy +16, Concentration +14, Wilderness Lore (Forest) +7, Hide +8, Knowledge Arcana +16, Scry +16, Spellcraft +16. **Feats:** Combat Casting, Iron Will, Maximize Spell, Scribe Scroll, Spell Focus (enchantment), Spell Mastery (4), Still Spell.

Spells Prepared (5/6/6/5/4/2): 0—flare, resistance, daze, dancing lights, read magic; 1st—mage armor, magic missile (x2), shield, change self, color spray; 2nd—melf's acid arrow, invisibility (x2), see invisible, mirror image, protection from arrows; 3rd—lightning bolt, fly, slow, displacement, tongues; 4th—arcane eye, confusion, stoneskin (already cast), dimension door; 5th—dominate person (x2).

Possessions: Robes, traveling spell book, dagger, *wand of hold person* (12 charges remain), +3 *cloak of resistance*, *ring of chameleon power*, map to a chest with 1100 gp. The chest also contains a map to The Isle of Ringlet, which is the location of a dungeon from the forthcoming **Necromancer Games** module *Liches and Vampires*.

Trolls (5): CR 5; SZ L Giant; HD 6d8+36; hp 70; Init +2; Spd 30 ft.; AC 18; Atk +9/+9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); Reach 10 ft.; SA rend; SQ regeneration (5 hp/round), darkvision (90 ft.), scent; AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

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

Tactics: Turane watches any PC parties containing potential arcane spell casters using his various magic spells. Once he finds such a PC group, he keeps an eye on them until they enter and return from the dungeon. He then sends his trolls to attack the party, using his spells to support them, while he remains *invisible*. He watches and identifies the lead character of the PCs and *holds* him or her using his wand. He then appears and agrees to call off his trolls (and free the held PC) if the party agrees to surrender to him all the magic items they recovered from the dungeon. He notes that he is being "reasonable" by only requiring them to turn over the items they recovered from the dungeon

rather than all their items, commenting that he could simply allow his trolls to kill the PCs and take all their items. He casts *dominate person* on the held PC and forces that PC to tell if the party is properly revealing to him their newly acquired magic items. If the PCs did not recover any magic items from the dungeon he requires them to surrender one of their current magic items of his choosing. If the PCs do not agree, he orders the trolls to slaughter them. He goes *invisible* and then uses his spells to attack the PCs. If harried he *dimension doors* to safety and *flies* away to his lair.

Lair: This group makes its home near the Troll Mound in the Troll Fens (see **Lair C**, below). This lair consists of a cave with an iron door that has been *arcane locked* by Turane, behind which is a series of five smaller caverns. The first four caverns are occupied by Turane's trolls. The final cavern contains the living quarters of Turane. Inside is a cot, several book cases, containing Turane's full spell books, as well as a limited wizard's lab. Also in the lair is a locked and trapped chest, containing a *lyre of building*, a *helm of underwater action* as well as 3059 gp, 403 sp and 21 gems (from 10-250 gp value).

Trapped and Locked Wooden Chest (small): CR 5; 1 in. thick; Hardness 5; hp 2; Break (DC 19); Open Lock (DC 28); cast *phantasmal killer* on opener; Will save (DC 18) negates, if failed then Fort save (DC 18); failure mean death, success means 3d6 damage.

Bandit Group 6: The Dishonest Patrol (EL 9)

A dishonest group of the Coastal Patrol, led by the Sheriff Ostland (Ari2/Ftr4) and his captain Felrara (Ftr6), and including 2 Sergeants, Erlin and Gortizin (Ftr3s), and 14 Footmen (Ftr2s, stats provided in Monster Appendix). Felrara is in fact the motivating force behind the corruption of this patrol and is the actual leader, though she makes it appear that Ostland is in charge. These are soldiers who guard the coast road who have turned corrupt and now pick up an extra "tax" from adventurers coming out of the dungeon. The generally require the PCs to surrender half of all coins and gems brought up from the dungeon. They allow the PCs to keep magic items. If your party is relatively low-level, this is a good bandit group to confront them with after their first foray into the dungeon.

Sheriff Ostland, Male Half-elf, Ari2/Ftr4: CR 5; SZ M; HD 2d8+2 plus 4d10+6; hp 42; Init +2 (Dex); Spd 30 ft.; AC 16 (+3 armor, +1 shield, Dex); Atk +5 melee (1d8+1, longsword, crit 19-20); SQ half-elf racial abilities; AL NE; SV Fort +5, Ref +3,



Will +5; Str 12, Dex 14, Con 12, Int 14, Wis 12, Cha 14.

Skills: Diplomacy +3, Gather Information +2, Handle Animal +2, Ride +2, Search +2, Sense Motive +2, Spot +2. **Feats:** Expertise, Mounted Combat.

Possessions: Masterwork studded leather, masterwork small steel shield, full helm, masterwork long sword, *potion of cure serious wounds (2 doses)*, writ of authority, 5 gems (20 gp each), 134 gp, 12 sp.

Felrara, Female Human, Ftr6: CR 6; SZ M (5 ft., 7 in. tall); HD 6d10+12; hp 60; Init +1 (+1 Dex); Spd 30 ft.; AC 17/18 with shield (+1 Dex, +6 armor, +1 if shield); Atk +10/+5 melee (1d12+3, greataxe, crit x3), +10/+5 (1d8+3, *keen battleaxe*, crit 19-20, x3), or +9/+4 ranged (1d6+3, +1 *mighty composite shortbow*, crit x3, range 70 ft.); AL NE; SV Fort +7, Ref +3, Will +1; Str 17, Dex 12, Con 14, Int 15, Wis 8, Cha 9.

Skills: Climb +11, Craft +11, Diplomacy +1, Handle animal +7, Hide +1, Jump +11, Knowledge (arcana) +3, Listen -1, Move silently +1, Spot -1, Swim +12. **Feats:** Blind-fight, Endurance, Leadership, Quick draw, Skill focus (climb), Weapon focus (greataxe), Weapon focus (battleaxe), Weapon focus (shortbow, composite).

Languages: Common, Giant, Halfling.

Possessions: Banded mail, greataxe, *keen battle axe*, +1 *mighty composite shortbow*, 40 arrows, 5 *flaming burst arrows*, 303 gp, 106 sp.

Erlin and Gortizin, Male Half-orcs, Ftr3: CR 3; SZ M (5 ft., 3 in. tall); HD 3d10+9; hp 36 each; Init +1 (+1 Dex); Spd 30 ft.; AC 17 (+1 Dex, +4 armor, +2 shield); Atk +8 melee (1d8+4, longsword, crit 19-20), or +4 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL NE; SV Fort +6, Ref +2, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 9, Cha 12.

Skills: Craft +1, Hide +1, Intimidate +2, Listen +1, Move silently +1, Open lock +2, Spot +1. **Feats:** Alertness, Combat reflexes, Power attack, Weapon focus (longsword).

Languages: Common, Orc.

Possessions: Scale mail, longsword, large steel shield, light crossbow, 40 bolts, 3d20 gp.

14 Footmen (stats as per normal footmen detailed in Monster Appendix)

Lair: This group does not have a traditional lair. They patrol the road alongside the legitimate patrols; even returning to their respective cities when their patrol stint is completed. It is possible that the PCs could meet up with the members of this group back in a nearby city once the PCs return from the dungeon. The patrol does, however, maintain a small hideout in the Forest of Hope with additional supplies and provisions.

This hideout is not detailed here. It does not contain guards or treasure, only supplies and cots.

Monster Lairs and Encounter Areas

In addition to the bandits, there are a large number of creature lairs and encounter areas in the wilderness area surrounding the dungeon that do not exist specifically to prey on adventurers. These are more "traditional" monster lairs.

Lair A: "Damsels In Distress" (EL 10)

This encounter area is located on the Wilderness map at area A. The site is the lair of a pair of harpies who have set up a nest in a large, dead, tree. This tree is in the center of a 60-foot diameter clearing that is surrounded by heavy undergrowth and large trees. A wide game trail leads to the clearing. The wicked sisters have had good luck with their lair until recently, when a pride of spotted lions moved in. These lions appear to be immune to the effects of the harpy's charm ability. Much to the annoyance of the harpies, the newly arrived lions have been eating all the creatures the harpies lure to their lair. The lions, on the other hand, find this to be a wonderful lair because the harpies attract lots of "game" for them.

The encounter begins with one of the harpies spotting the PCs while she is out looking for food. She realizes that the PC group can probably kill or weaken the lions and that she and her sister can swoop in after the battle and deal with the survivors. Thus, she begins her song and draws the PCs into the area of the lair. She then retreats into her tree and, with her sister, watches the battle.

Tactics: The lions, who consider the harpies' charm song to be a dinner bell, have gathered in the bushes near the lair attack the PCs as soon as they reach the clearing. The attack whichever side wins if either group is obviously weakened to the point that the harpies believe they can win the fight.

Spotted Dire Lions (6): CR 5; SZ H Animal; HD 8d8+24; hp 60; Init +2; Spd 40 ft.; AC 14; Atk +12/+12 melee (1d6+7 [x2], claws) and +7 melee (1d8+3, bite), +12 melee (2d6+6, rake); SA pounce, improved grab, rake; SQ scent; AL N; SV Fort +9, Ref +8, Will +7; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills: Hide +5, Jump +10, Listen +4, Move Silently +9, Spot +4. Dire lions receive a +4 to Hide and Move Silently checks. In areas of tall grass or heavy undergrowth, the dire lion's Hide bonus rises to +8.



Feats: Multiattack.

Harpy Sisters (2): CR 4; SZ M Monstrous Humanoid; HD 7d8; hp 31; Init +2; Spd 20 ft., fly 80 ft. (average); AC 13; Atk +7/+2 melee (1d4, club), +2/+2 melee (1d3 [x2], claws); SA captivating song; AL CE; SV Fort +2, Ref +7, Will +5; Str 10, Dex 15, Con 10, Int 7, Wis 10, Cha 15.

Skills: Bluff +8, Listen +7, Perform (sing) +9, Spot +6. *Feats:* Multiattack, Dodge, Flyby Attack.

Treasure: The harpy's tree can be climbed (DC 12) and a human sized entrance is present 15 feet up. The harpies strike at +4 to hit if they are inside defending the tree, with a +7 to their armor class due to cover. In the bottom of the tree in the nesting material (requires an extensive Search, DC 20) are several gems: a 50 gp chalcedony, 100 gp garnet, 12 gp lapis lazuli, 10 gp turquoise, 50 gp chrysoprase and a *gem of brightness*. The lions do not have any treasure.

Lair B: The Wrecked Pirate Ship

This encounter is located in a sea cave in the Beach region of the wilderness. The wrecked ship is haunted and will be detailed further in a future download associated with *Module R2, Rappan Athuk—The Middle Levels*, from **Necromancer Games**, soon to be released.

Lair C: The Troll Mound

This encounter is located at area C in the Lowlands. This mound contains over 30 trolls as well as the Troll Leader (a larger troll with several Barbarian class levels). The innermost lair may only be accessed by swimming under the water of the swamp and surfacing within the main lair under the Troll Mound. Without magic, it cannot be accessed from above ground. This lair will be detailed further in a future download associated with *Module R2, Rappan Athuk—The Middle Levels*, from **Necromancer Games**, soon to be released.

Lair D: The Coven of Sea Hags

This is the lair of a coven of three Sea Hags (strangely Lawful Evil) which will be described in a future download associated with *Module R2, Rappan Athuk—The Middle Levels*, from **Necromancer Games**, soon to be released. They have an imp servant whom they use to spy on PCs. Because they are lawful evil and are servants of a devilish master (Dispaten), they are not allied with the monsters of Rappan Athuk and are possessed of their own wicked agendas.

Marty the Imp: CR 2; SZ T Outsider; HD 3d8; hp 13; Init +3; Spd 20, fly 50 ft (perfect); AC 18; Atk +8 melee (1d4, sting, plus poison); SA poison, spell-like abilities; SQ damage reduction (5/silver), spell resistance (5), poison immunity, fire resistance (20), see in darkness, polymorph, regeneration (2 hp/round); AL LE; SV Fort +3, Ref +6, Will +4; Str 10, Dex 17, Con 10, Int 10, Wis 12, Cha 10.

Skills: Hide +15, Listen +5, Move Silently +5, Search +5, Spellcraft +5, Spot +5. *Feats:* Dodge, Weapons Finesse (sting).

Lair E: The Giant Spider Colony (EL 10/13)

The site is the lair of a vast colony of **large-sized monstrous spiders**. The spiders have set up nests over several acres of woodland, and occasionally forage out in search of prey. There are 63 spiders total, and an additional 20 or so will be added each week as replacements unless the colony is wiped out. The colony will not grow, as it has reached its numerical capacity based on food and space.

PCs travelling south on the Coast Road may spot a wrecked merchant wagon. Webs cover everything, and a sign of a struggle (weapons on ground, overturned barrels, etc.) is apparent. One dead spider is found a few yards from the wagon, curled up in some bushes (Spot check at DC 10 to locate). It has several arrows in it, and a broken sword blade in its abdomen. Inside a wooden barrel is a very frightened little girl; the only survivor of the 20 or so merchants and guards. She hides unless the party opens the barrels or until they have been talking for 5 or more rounds. The PCs can make a listen check at DC 15 to hear her at this time. Her name is Leah. Leah is terrified and tells the party that the spiders came last night (they come mostly at night, mostly) and carried off her father and all of the others. A guard named Larek put her in the barrel and told her to hide and be very quiet. She begs the PCs to rescue her friends, and tells them how rich her daddy is to sweeten the deal. She whines incessantly if they refuse.

The party can track the spiders to their lair relatively easily (DC 12). If a Spot roll at DC 25 is made, they can even avoid the ambush that has been set for them.

The Ambush: At the entrance area to the lair, 18 spiders wait in ambush. They have lain thin layers of webs across the trails in the woods to warn of approaching prey. This encounter occurs about 100 yards from the main lair, and will not be reinforced from the lair. Astute PCs notice that no tree borne webs are present, and that no nests or human bodies



are in this area.

Tactics: Ten spiders surround the party (Spot test at DC 20 notices movement to encircle) while the remaining 8 shoot webs at the PCs from above. After 2 rounds of web shooting, all 18 attack (divide equally among all PCs and pets, as the spiders do not discriminate) and fight until slain. The spiders are not really smart, nor easily frightened. Fire (if strongly presented (hit in face, *Burning Hands* spell, etc.) requires the spiders to make a Will save at DC 15 or recoil (and go after a different victim).

Large-Size Monstrous Spiders (18): CR 2; SZ L Vermin (4 ft. long); HD 4d8+4; hp 32; Init +3; Spd 30 ft., climb 20 ft.; AC 14; Atk +4 melee (1d8+3 bite, plus poison); SA poison, web; SQ vermin; AL N; SV Fort +5, Ref +4, Will +1; Str 15, Dex 17, Con 12, Int —, Wis 10, Cha 2.

Skills: Climb +14, Hide +6, Jump +2, Spot +7.

The Lair (EL 13): In a large clearing in the trees, it grows very quiet. PCs looking up notice the presence of dozens of web nests, cocooned bodies, and spiders. The PCs have two full rounds of action before the spiders react, as nothing ever enters the nest, and the presence of intruders is unexpected. It is possible to burn the nests if destruction spells (e.g. fireball) are used. If the nests are burned, 3d6+2 spiders perish, leaving the remaining spiders to fight intruders. This also kills all of the cocooned prisoners, who die screaming and falling the 30+ feet to the ground, possibly destroy much of the treasure in the nests. Before a PC sets fire to the nest, tell them that they see human arms and legs protruding from several of the cocoons, and some of them are moving about wildly.

Tactics: The spiders in the lair are a little less organized than the ambush party. Only 1d6 attack each round, starting on round 3 until a total of 45 is reached. Each spider has a 2 in 6 chance of using its web ability, otherwise it descends and bites. Each PC may make an attack of opportunity on each spider before it attacks him or her (as the spiders are vulnerable as they descend on a web line). The spiders are defending their nest, and will not flee. Fire rules apply as described above.

Huge-Size Monstrous Spiders (45): HD 4d8+4; hp 32.

The Victims: Eleven victims from the merchant wagons are still alive. All are sick from spider poison and incapable of doing anything but moaning and lying in a fetal position. They are wrapped in spider silk, which must be cut free before they can be healed. They have to be physically carried the 400 yards to the

wagons. They recover in one week if attended by a healer. PCs with the heal skill may make a test at DC 20 to reduce this time to half. An experience award of 200XP per victim saved should be awarded to the PCs.

Nine of the victims are guardsmen (Ftr1s), who are grateful, and will become loyal hirelings of the PCs if that is desired. The remaining two are merchants: Antony and Greelin (Com5s). Antony is Leah's father. These merchants are also grateful, and assist the PCs in purchase of mundane gear for 15% off for life in the Reme marketplace.

Treasure: As might be expected, a huge lair of spiders has accumulated a number of items of interest from its victims. Careful search (requires 3 days) of the webs and nests reveals the following: 2100 gp in seven sacks; 4200 sp in 11 sacks; 42 assorted gemstones (each gem has a 1-6 on 1d20 chance of never being found as they are too small); 2 suits of platemail; 8 suits of chainmail; 2 dozen assorted weapons of mundane nature; 1 *keen bastard sword* with gold wrapped handle and a jeweled pommel worth 900 gp; 8 potions: *blur*, *water breathing*, *remove disease*, *fly*, *darkvision*, *swimming*, *cat's grace*, *haste* (each potion must save at DC 18 if the webs are burned or they potion is destroyed); a *cursed robe of powerlessness* (save DC 18 if webs are burned or it is destroyed); a fine leather, gem-studded *collar of protection from critical hits* (negates damage from critical hits, assassination rolls, thief surprise attack damage, etc; those attacks do only normal damage against the wearer. Save DC 12 if webs are burned or it is destroyed); a *horn of blasting* (Save DC 10 if webs are burned or it is destroyed); a +2 *small steel shield* (Save DC 3 if webs are burned or it is destroyed).

Lair F: The Wasp Nest (EL 14)

A giant wasps' nest can be found in the foothills. The lair is a cave filled in with paper. The lair itself has five exits of various sizes allowing the wasps to fly into and out of the lair. The trees surrounding the cave for about 100 yards in any direction show signs of infestation by giant vermin, tipping the PCs off to the presence of the wasps (Wilderness Lore check DC 20). Inside the lair are a total of **40 giant wasps**. PCs wandering near the lair will encounter small groups of 1d4+1 wasps who aggressively defend their territory. If the PCs actually approach the lair they will be attacked by all remaining wasps except the queen, 1d4+1 appearing each round as soon as the nest is disturbed. If fire is introduced to the nest, the paper within ignites quickly, burning for 3 rounds and inflicting 2d6 damage per round to all wasps remaining



in the nest (including the queen). Additionally, all wasps burned in this manner lose the ability to fly. Burning the nest in this fashion, however, most likely destroys the treasure.

Giant Wasps: CR 3; SZ L Vermin; HD 5d8+10; hp 40; Init +1; Spd 20, fly 60 ft.; AC 14; Atk +6 melee (1d3+6, sting, plus poison); Reach 10 ft.; SA poison; SQ vermin; AL N; SV Fort +6, Ref +2, Will +2; Str 18, Dex 12, Con 14, Int —, Wis 13, Cha 11.
Skills: Intuit Direction +7, Spot +9.

Queen Wasp: The queen is a nearly immobile, wingless, worm-like creature with no ability to attack (Spd 5 ft., AC 6, hp 80).

Treasure: In the lair, amidst the paper castings, requiring three days of clearing and searching (Search DC30) is a *scroll of 3 arcane spells (caster level 22, wish, gate and wierd)*. This scroll was placed here long ago by a powerful wizard. Knowing no one could retrieve the scroll and possessing a ward against poison, the wizard used this wasp lair as a location to which he could *teleport* in times of trouble. He may return at any time and is not detailed here.

Lair G: Drusilla's Grove (EL 14)

Drusilla is a vengeful druid, her original animal companion having been slain by humans some 20-years ago. She lives in a small grove. She harasses anyone within 4 hexes of her lair. She does not want the PCs here, does not want to be friends, and does not want to negotiate. If she encounters PCs, she provides them with a simple choice: leave or die. She has several new animal companions—a pack of wolves—with her at all times. Her wolves would die to protect her, and they intercept anyone who approaches her. If and only if the PC party contains a druid, she may negotiate; or even let the party stay in her territory. This requires a Diplomacy check (DC 20), but may only be attempted if a druid talks loudly at the woods themselves. If Drusilla's wolf companions have been slain by the party, add +5 to the DC of this check. Drusilla is an equal opportunity bitch, and kills local monsters as well as PCs. They do not know what she is, but they fear her. If the Diplomacy check is successful, she may (50%) request that the PCs clear out the den of giant spiders (see Lair E, above), as they have grown too numerous and are disrupting the balance.

Tactics: Drusilla will not engage in melee if at all avoidable. She remains out of sight, transforming herself into an animal to retreat if seen, only to attack with spells later. If the PCs do not leave, she kills them. She first uses a few well-placed *lightning bolts*

and an *insect plague*, and finally a *creeping doom* spell.

Drusilla, Female Human, Dru13: CR 13; SZ M Humanoid; HD 13d8+39; hp 100; Init +7; Spd 30 ft.; AC 16; +15/+10 melee (1d6+6, +5 *flaming club*, with additional 2d6 fire damage), +12/+7 missile (1d4, sling, range 50 ft.); AL TN; SV Fort +11, Ref +7, Will +12; Str 13, Dex 16, Con 16, Int 14, Wis 18, Cha 15.

Skills: Animal empathy +18, Concentration +17, Handle Animal +18, Heal +14, Knowledge (Nature) +17, Wilderness Lore (Forest) +19, Scry +12, Spot +14. *Feats:* Alertness, Brew Potion, Improved Initiative, Combat Casting, Silent Spell, Spell Focus (conjuration), Spell Penetration, Natural Sense, Woodland Stride, Trackless Step, Resist Nature's Lure, Wild Shape (4x/ day), Wild Shape (large), Venom Immunity, Wild Shape (tiny), Wild Shape (huge), A Thousand Faces.

Spells Prepared (6/6/6/5/5/3/2/1): 0—detect magic, flare, know direction, light, purify food and water, virtue; 1st—calm animals, cure light wounds, entangle, faerie fire, magic fang, obscuring mist; 2nd—charm person or mammal, heat metal, produce flame, speak with animals, summon swarm, tree shape; 3rd—call lightning, poison, speak with plants, summon nature's ally III, water breathing; 4th—flame strike, spike stones, scrying, freedom of movement; 5th—cure critical wounds, insect plague, animal growth; 6th—antilife shell, liveoak; 7th—creeping doom

Possessions: *Ring of Regeneration*, +5 *flaming club*, *Robe of Eyes*, *Staff of Control Weather (16 charges)*, *Cube of Force*, sling, 20 bullets, leather armor. A wolf pack accompanies her (30 wolves, statistics below).

Wolves (30): CR 1; SZ M Animal; HD 2d8+4; hp 14; Init +2, Spd 50 ft.; AC 14; Atk +3 melee (1d6+1, bite); SA trip; SQ scent; AL N; SV Fort +5, Ref +5, Will +1; Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 6.

Skills: Hide +3, Listen +6, Move Silently +4, Spot +4, Wilderness Lore +1 (+5 when tracking). *Feats:* Weapon Finesse (bite).

Lair H: Simrath's Tomb (EL 10)

Simrath the vampire is the long-undead lord of a small barony in the foothills. He was once a great general of good, and was much loved by his troops. Like many other heroes of the realm, Simrath rode off against the forces of Orcus. He was slain in a night time battle at the field east of the ford of the Wild Edge River by a vampire serving the evil priests. The vampire was also killed in the battle, turned to ashes by a midnight sunbeam, summoned by a high priest of Pelor. Simrath's companions were unaware of his fate (being turned to



a vampire), and buried him with full honors in the foothills near the battlefield, in a wild grove of great beauty. There he rests by day. Simrath accepts challenges of single combat if offered, using only weapons. If his foe displays cowardice, he uses his level drain ability to full effect. His symbol is two stags, facing each other with the horns interlocked.

Simrath the Vampire, Ftr8: CR 10; SZ M Undead [Corporeal]; HD 8d12; hp 52; Init +9; Spd 20 ft., 50 ft. as wolf, fly 40 ft. as bat (good); AC 25; Atk +13 melee (1d6+6 [x2], buffet, plus 2 level drain drain) or +15/+10 melee (1d10+12, +2 *bastard sword*, crit 19-20); SA charm, energy drain, blood drain, summon animal, spawn; SQ damage reduction (15/+1), cold and electrical resistance (20), gaseous form, spider climb, polymorph, fast healing; AL CE; SV Fort +1, Ref +4, Will +4; Str 22, Dex 17, Con —, Int 12, Wis 16, Cha 12.

Skills: Climb+10, Listen +15, Ride +7, Spot +15. **Feats:** Alertness, Combat Reflexes, Dodge, Exotic Weapon Proficiency (Bastard Sword) Improved Initiative, Lightning Reflexes, Weapon Focus (Bastard Sword), Mobility, Weapon Specialization (Bastard Sword).

Possessions: Full plate, +2 *bastard sword*.

Treasure: His tomb contains no treasure since he died in battle. His wealth reverted to his heirs (aside from his armor and weapons).

Lair I: Cazrak the Beholder's Lair (EL 13)

There is only one beholder in the swamp. His name is Cazrak, and he lives in a cave. He is very territorial and attacks any that disturb his lair. The DM may choose to have Cazrak extort a party for gold or magic items to be given as a "fine" for trespassing on his "realm". The cave lair is a 2-room shallow cave, containing various remains of adventurers, as well as 4100 sp, 2920 gp, a *rod of splendor* and a +1 *battle axe of speed*.

Cazrak the Beholder: CR 13; SZ L Aberration; HD 11d8+11; hp 85; Init +4; Spd 5 ft., fly 20 ft. (good); AC 20; Atk +7 ranged (various eye beams, ranged touch attacks), +2 melee (2d4, bite); SA eye rays; SQ all-around vision, anti-magic cone, fly; AL LE; SV Fort +4, Ref +3, Will +11; Str 10, Dex 10, Con 12, Int +17, Wis 15, Cha 15.

Skills: Hide +7, Knowledge (arcana) +10, Listen +15, Search +18, Spot +20. **Feats:** Alertness, Fly by Attack, Improved Initiative, Iron Will, Shot on the Run.

Lair J: Outlaw Camp (EL 0)

This lair is a rag-tag amalgamation of tents, lean-tos and bedrolls set within the wilderness where outlaws from various towns and countries have banded together for mutual defense. At any give time there are 6d8 outlaws here (Com1-3s) as well as 1d8 more skilled persons (treat as brigands) and 1d2 leader types (treat as brigand leaders). It should be noted that in many instances these outlaws are not evil. They may have committed crimes in their homeland, and they are on the run from the justice accompanying those crimes, but this is not a den of murderers. Those types of criminals are not allowed in this camp which possesses a strange morality of its own. Though the outlaws can certainly be brought to justice, as they are fugitives, DMs are encouraged to use this camp as a chance for roleplaying. Possibly, if the PCs assist the outlaw they may become outlaws themselves.

Monster Appendix

This appendix lists the statistics for special wandering monsters as well as the bandits and monsters not detailed more fully above. For the stats of standard monsters, refer to the *Monster Manual*.

Brigand Leader, Rog5: CR 5; SZ S Humanoid; HD 5d6+5; hp 26; Init +2; Spd 25 ft. (30 ft. base); AC 16/17; Atk +3 melee (1d6, handaxe, crit x3), +3 melee (1d4+1, dagger, crit 19-20), +6 ranged (1d6+1, +1 *shortbow*, crit x3, range 60 ft.); SA sneak attack (+3d6); SQ evasion, uncanny dodge, traps; AL NE; SV Fort +3, Ref +10, Will +2; Str 10, Dex 14, Con 12, Int 11, Wis 11, Cha 10.

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

Possessions: Studded leather armor, small wooden shield, shortbow with 40 arrows, 10 +1 arrows, handaxe, dagger, 1d4 sp, 2d4 cp, *potion of healing*.

Brigands, Rog3: CR 3; SZ S Humanoid; HD 3d6; hp 15; Init +1; Spd 25 ft. (30 ft. base); AC 15/16; Atk +1 melee (1d6-1, handaxe, crit x3), +1 melee (1d4-1, dagger, crit 19-20), +1 melee (1d6-1, javelin) or +2 ranged (1d6-1, javelin, range 30 ft.), or +2 ranged (1d6, shortbow, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ evasion, uncanny dodge, traps; AL NE; SV Fort +1, Ref +7, Will +1; Str 8, Dex 13, Con



11, Int 10, Wis 11, Cha 8.

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

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

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

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

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

Goblin Scouts, Rog3: CR 3; SZ S Humanoid (goblinoid); HD 1d8 plus 3d6; hp 14; Init +1; Spd 15 ft. (20 ft. base); AC 15 (16 with shield); Atk +1 melee (1d6-1, handaxe, crit x3), +1 melee (1d4-1, dagger, crit 19-20), +1 melee (1d6-1, javelin) or +2 ranged (1d6-1, javelin, range 30 ft.), or +2 ranged (1d6, *shortbow*, crit x3, range 60 ft.); SA sneak attack (+2d6); SQ evasion, uncanny dodge, traps, darkvision (60 ft.); AL NE; SV Fort +1, Ref +7, Will +1; Str 8, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

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

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

Leucrotta: CR 3; SZ Large beast (6 ft. tall at shoulder); HD 6d10+6; hp 38; Init +6; Spd 40 ft.; AC 14; Atk +5 melee (3d6, bite, slashing, armor piercing), +7 melee (2d6, double retreat kick, crit 19-20, bludgeoning); Face 5 ft. x 10 ft.; SA armor piercing bite,

double retreat kick; SQ mimic voice; SV Fort+3 Ref+6 Will+2; AL CE; Str 14/+2, Dex 14/+2, Con 12/+1, Int 8/-1, Wis 9/-1, Cha 2/-4.

Skills: Hide +2, Listen +6, Move Silently +5. **Feats:** Improved Initiative, Sure-footed, Weapon Finesse (rear kick), Spring Attack.

SA—Armor Piercing Bite (Ex): The bony ridges that a leucrotta has for teeth can chew through metal or wood. In addition to inflicting damage on the character attacked, compare the damage rolled against the hardness rating of the character's shield or armor (see Tables 8-12 and 8-13). Subtract the hardness from the damage done. Then subtract the remainder from the hit points of the item (see Tables 8-12 and 8-13). If the damage caused by cumulative leucrotta bites exceeds the hit points of the shield or armor it is utterly destroyed. Sustaining more than half its hit points renders a shield useless. Initial attacks are against a shield. Subsequent attacks, or attacks from the rear, are against the victim's armor, which is handled in the same fashion (again, see Tables 8-12 and 8-13).

SA—Retreat Double Kick (Ex): When a leucrotta turns to flee it instinctively kicks with both of its rear legs. Only one attack and damage roll is made for both legs. This is a free action. This attack also counts as a "Trip" attack in that the person kicked can be knocked over.

SQ—Mimic Voice (Ex): A leucrotta can mimic the voice of a man, woman, child, or a domestic animal in pain. This is often used to lure a victim into attack range. The young leucrotta has not yet mastered this ability.

Footman, Ftr2: CR 1; SZ M Humanoid; HD 2d10+2; hp 14; Init +5; Spd 30 ft.; AC 15; Atk +4 melee (1d6+1, halfspear, crit x3, piercing), +3 melee (1d6+1, short sword, crit 19-20, slashing), or +3 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL NG; SV Fort +4, Ref +1, Will +0; Str 12, Dex 12, Con 12, Int 10, Wis 10, Cha 10.

Skills: Climb +2, Jump +2, Ride +2, Spot +2. **Feats:** Improved Initiative, Weapon Focus (halfspear).

Possessions: Studded leather armor, small wooden shield, surcoat bearing the insignia of the Grand Duke, longspear, short sword, light crossbow, 20 bolts, 3 gp, 12 sp.

Knight, Ftr4: CR 4; SZ M humanoid; HD 4d10+8; hp 34; Init +6; Spd 20 ft./40 ft. mounted; AC 19; Atk +6 melee (1d8+3, heavy lance, crit x3), +6 melee (1d8+3, longsword, crit 19-20); AL NG; SV Fort +6, Ref +3, Will+2; Str 16, Dex 14, Con 14, Int 10, Wis 12, Cha 12.

Skills: Handle Animal +6, Ride +6, Spot +2. **Feats:** Improved Initiative, Mounted Combat, Ride-By Attack, Spirited Charge.

Possessions: Chainmail, large wooden shield, full



helm, surcoat bearing the insignia of the Grand Duke, heavy lance, long sword, 10 gp, 46 sp.

Sheriff, Ari2/Ftr3: CR 4; SZ M humanoid; HD 2d8+2 plus 3d10+6; hp 36; Init +2; Spd 30 ft.; AC 16; Atk +4 melee (1d8+1, longsword, crit 19-20); AL NG; SV Fort +4, Ref +3, Will +5; Str 12, Dex 14, Con 12, Int 14, Wis 12, Cha 14.

Skills: Diplomacy +3, Gather Information +2, Handle Animal +2, Ride +2, Search +2, Sense Motive +2, Spot +2. **Feats:** Expertise, Mounted Combat.

Possessions: Masterwork studded leather, masterwork small steel shield, full helm, surcoat bearing the insignia of the Grand Duke, masterwork long sword, *potion of cure serious wounds (2 doses)*, writ of authority, 5-20 gp gems, 22 gp, 12 sp.

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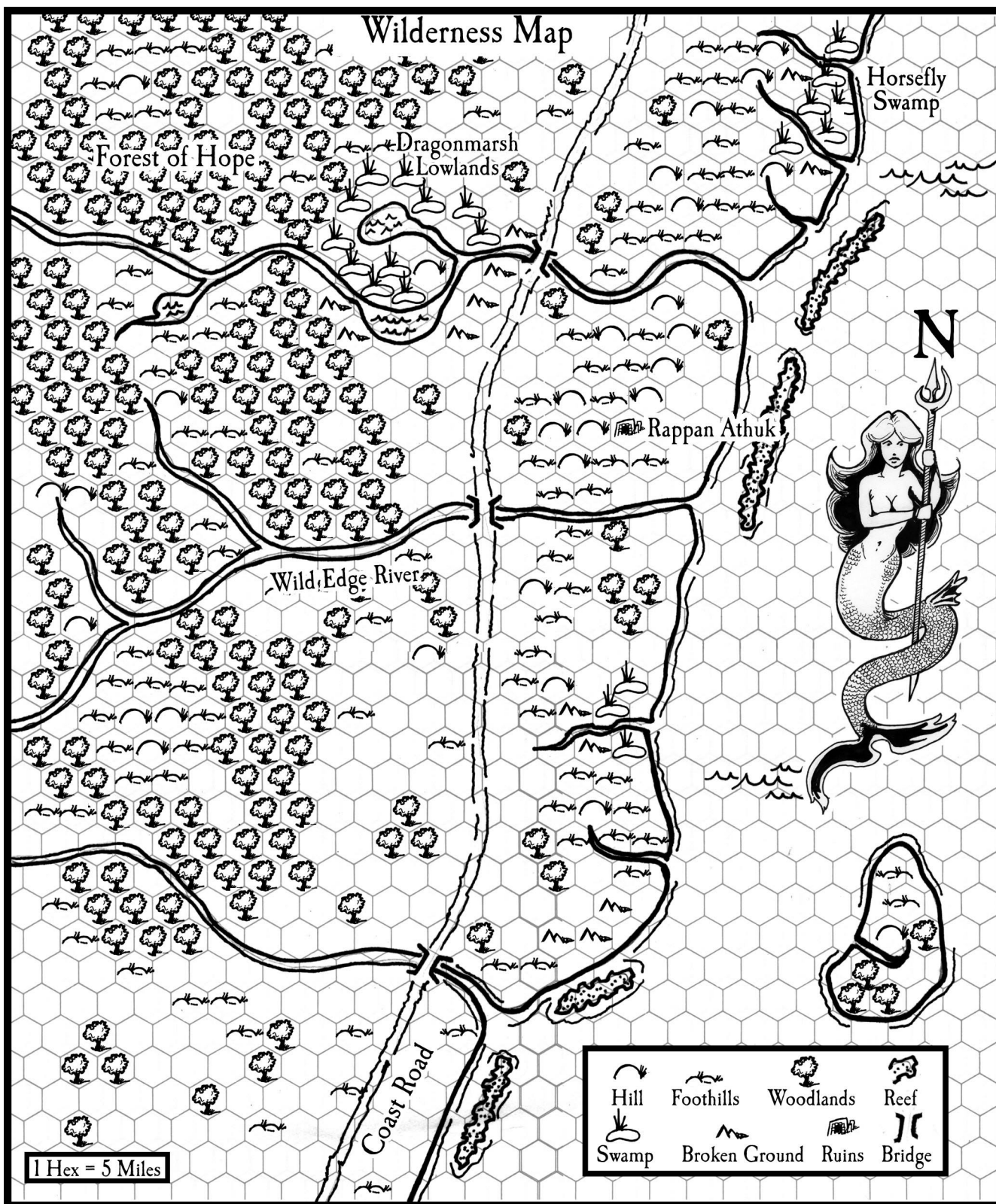
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1 Hex = 5 Miles

R1S

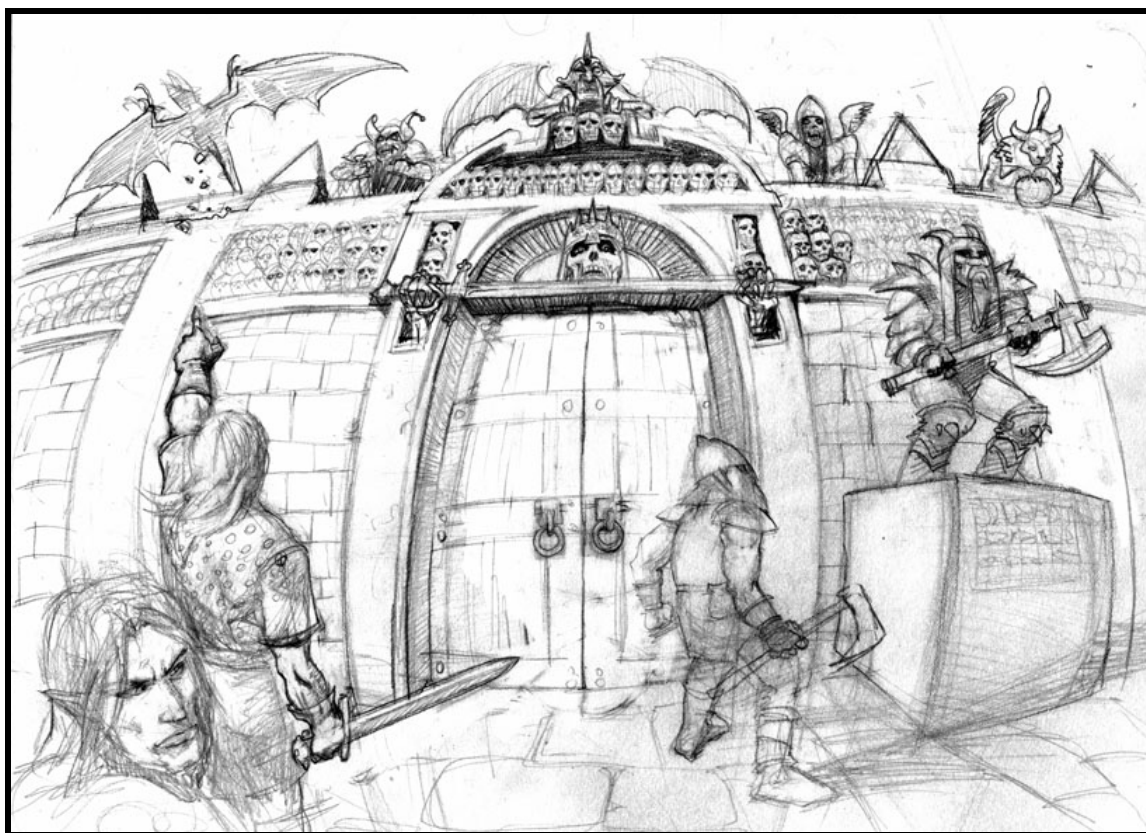
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Rappan Athuk

The Upper Levels

Bonus R2-47 Special Encounter

by Bill Webb and Clark Peterson



*In the fine tradition of encounter R2-47 from the classic TSR Dungeon Module D3 **The Vault of the Drow**, this supplemental encounter features a pair of demonic lovers and their lair that can be placed in Rappan Athuk or any other dungeon.*

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Rappan Athuk

The Upper Levels

Bonus R2-47 Special Encounter

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Special Thanks

Gary Gygax for the classic module *The Vault of the Drow*. And all the people who purchased *Rappan Athuk—The Upper Levels* and wanted more!

Congratulations! You have successfully solved the puzzle presented in **Necromancer Games** module R1: *Rappan Athuk—The Upper Levels* and have now earned your just reward. Many of you most likely had to dig through that box in the attic to find good old module D3, *The Vault of the Drow*, to solve the puzzle. Our hats are off to any of you who knew the answer to our riddle off the top of your head.

In the spirit of your archeological efforts, this free download contains a side adventure similar to the old referenced encounter. In tribute to that encounter, we call this set of rooms Level R2-47. This “mini-level” can be added into the halls of Rappan Athuk by placing the secret entrance to the rooms detailed below in one of the caves on Level 4A. Level 4A is too easy anyway (at least compared to Level 3A), so you might as well spice it up a little! Of course, you are free to drop this level into another dungeon of your own choosing. If you are “old school” enough to have

Vault of the Drow laying around, we are sure you can put this encounter to good use. Enjoy!

Introduction

The mini-level revolves around a pair of horrible monster lovers: a vampire and a succubus, who have established a safe haven in a small cave complex. This is not to say that they do not venture out in search of prey (humans), but they are much happier staying together in their unholy matrimonial chamber. The PCs had better hope they have plenty of *restoration* spells available.

R2-47-1. The Secret Arcane Locked Door

The secret door leading to the cave of the lovers is a small lead-lined metal door no more than 2 feet wide, set high up on the cave wall and disguised with an *illusion* to appear a part of the surrounding cave wall.



This door is arcane locked at 11th level, and can be bypassed by normal means. It provides access to the lair of the evil lovers. The door opens by pulling out. Note that the lead lining of the room is apparent to any who look closely at the walls or door itself (Spot check DC 12). In addition, the door has been enchanted to open at the mental command of either of the lovers.

Arcane-Locked, Illusion-Covered Secret Door: 2 in. thick; Hardness 10; hp 80; Spot (DC 35), Search (DC 20), Break (DC 30), Open Lock (DC 32).

R2-47-2. The Courtyard of the Moon

Beyond the secret door lies a circular cavern about 60 feet in diameter. The walls and ceiling of the cave glow with a strange light. As you look around, you notice that the entire ceiling is decorated like a moonlit night. The moon is full and the stars seem to twinkle and gleam as if you were really outside at night. In the center of the cavern is a gurgling fountain, with a statue of a beautiful woman holding two pitchers pouring forth water. Several small birds can be seen nesting in a solitary tree a few yards from the fountain. An inscription on the fountain (in Celestial) reads as follows:

*Princess of stone,
Freed with a kiss,
Curse can be broken,
If love does exist*

This room has been enchanted with a *permanent illusion* to depict the outside during a full moon. The statue is, of course, **Corinaria, the succubus**. The tree and the birds are bats clinging to an illusion covered stone pillar. One of the bats is **Shekahn, the vampire**. These monsters possess three powerful magic items, a *chaos diamond* (Corinaria), a rust colored *bag of tricks* (Shekahn), and a *chime of interruption* (Shekahn) that they use during combat.

The inscription is intended to trick PCs into kissing the statue to free the “princess.” When this is done, Corinaria materializes (as if turning from stone to flesh). Obviously, the person kissing the statue is

Level R2-47

Difficulty Level: 10

Entrances: Secret door that you place (we suggest an obscure cave somewhere on Level 4A).

Exits: None.

Wandering Monsters: None.

Detections: The rear crypt does not detect as evil due to shielding.

Shielding: The entire complex is shielded and lead lined by a *wish* spell and covered with the moonlight and stars *illusion*.

Continuous Effects: None.

immediately (though unknowingly) subjected to Corinaria’s level drain power. This inscription may provide the opportunity to drain several levels from the PCs. Once the party figures out something is wrong, the pair attacks. Only after the pair is slain or driven off can the walls be searched. On the wall opposite the secret entrance is a small diameter hole (2 inches). It can only be found by careful feeling (search check at DC 30). This hole leads back 3 feet into another chamber (room R2-47-3). Since neither the vampire (gaseous form) or the succubus (ethereal jaunt) needs a large entrance to get to their bedroom, the PCs will need to dig through 3 feet of stone (hardness 8, 250 hp) to gain access to the final room.

Corinaria the Succubus: CR 9; SZ M Outsider [Chaos, Evil]; HD 6d8+6; hp 41; Init +1 (Dex); Spd 30 ft., fly 50 ft. (average); AC 20 (+1 Dex, +9 natural); Atk +7 melee (1d3+1 [x2], claws); SA spell-like abilities, energy drain, summon demons; SQ damage reduction 20/+2, electricity and poison immunity, cold and fire resistance (20), darkvision, spell resistance (12), alternate form, tongues, demon qualities; AL CE; SV Fort +6, Ref +6, Will +7; Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 20.

Skills: Bluff +11, Concentration +7, Disguise +11, Escape Artist +7, Hide +7, Knowledge (Demons) +9, Listen +16, Move Silently +7, Ride +7, Search +9, Spot +16. Succubi gain a +8 racial bonus to listen and spot checks. When using alternate form, a succubus gains a +10 circumstance bonus to disguise checks.

Feats: Dodge, Mobility

SA—Spell-like Abilities (Sp): At will—charm person, charm monster, clairsentience/clairvoyance, dark-



ness, desecrate, detect good, detect thoughts, doom, ethereal jaunt (self plus 50 pounds), suggestion, teleport without error (self plus 50 pounds); once per day—unholy blight. These abilities are as the spells cast by a 12th level sorcerer (save DC 15 + spell level).

SA—Energy Drain (Su): A succubus drains energy from a mortal it lures into some act of passion, or by simply planting a kiss on the victim. If the target is unwilling to be kissed, the succubus must start a grapple, which provokes an attack of opportunity. The succubus' kiss inflicts one negative energy level; the victim must succeed at a wisdom check (DC15) to even notice this. The fortitude save to remove this level is at DC 18.

SA—Summon Demon (Sp): Once a day a succubus can attempt to gate in one balor with a 10% chance of success.

SQ—Alternate form (Su): Succubi can assume any humanoid form of small or large size as a standard action. This ability is similar to polymorph self, but is limited to humanoid forms.

SQ—Tongues (Su): A succubus has a permanent tongues ability as the spell cast by a 12th level sorcerer. The also can telepathically communicate.

Shekahn, the Vampire 8th level fighter: CR 8; SZ M Undead [Corporeal]; HD 8d12; hp 72; Init +9 (Improved Initiative, Dex); Spd 30 ft.; AC 19 (+6 natural, +4 Dex); +13 melee (1d6+6, buffet, plus 2 level drain); SA domination, energy drain, blood drain, children of the night, spawn; SQ damage reduction (15/+1), turn resistance (+4), cold and electrical resistance (20), gaseous form, spider climb, alternate form, fast healing; AL CE; SV Fort +6, Ref +7, Will +5; Str 22, Dex 17, Con —, Int 12, Wis 16, Cha 12.

Skills: Climb+10, Listen +15, Hide +7, Spot +15. *Feats:* Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Mobility, Spring Attack.

SA—Domination (Su): This is similar to the spawn's power, but the save (DC 18) and the affect is similar to a domination spell cast by a 12th-level sorcerer. A vampire can evoke a supernatural domination effect just by looking onto an opponent's eyes. The attack is similar to a gaze attack, except that the vampire must use it as a standard action and

foes merely looking at the vampire are not affected. The power has a range of 30 feet.

SA—Energy Drain (Su): A successful buffet attack from a vampire inflicts two negative levels on a living foe. After 24 hours, the victim must make a Fortitude save for each negative level. The save DC is 10 plus half the vampire's hit dice, plus the vampires Charisma modifier. If the save succeeds, the negative level fades harmlessly, otherwise the victim loses a level permanently.

SA—Blood Drain (Ex): A vampire can suck blood from a living victim through its fangs. If it succeeds in grappling and pinning a foe, it can drain blood every round, inflicting 1d4 points of temporary Constitution damage each round. The vampire ingests the blood, using it to sustain its undead existence.

SA—Children of the night (Su): Vampires have supernatural command the lesser creatures of the world and, as such, can call forth a pack of 10d10 rats, a swarm of 10d10 bats, or a pack of 3d6 wolves as a standard action once a day. These creatures will arrive in 2d6 rounds and serve the vampire for up to one hour.

SA—Create Spawn (Su): When a vampire slays a humanoid or monstrous humanoid with its energy drain ability, the victim returns as a vampire spawn 1d4 days after burial. If the vampire instead drains the victim's Constitution score to 0 or less, the victim returns as a spawn if it had four hit dice or less. If the victim had five hit dice or more, however, it returns as a vampire. In either case, the new vampire or spawn is under the command of the vampire that created it and will remain enslaved until its master's death.

SQ—Gaseous Form (Su): A vampire has the supernatural ability to assume a vaporous form at will as a standard action. The form is similar to that created by the gaseous form spell cast by a 5th-level sorcerer except the vampire can remain gaseous indefinitely and can move at a flying speed of 20 feet with perfect maneuverability.

SD—Spider Climb (Ex): A vampire has the extraordinary ability to climb sheer surfaces as though employing a spider climb spell

SD—Alternate form (Su): A vampire has the supernatural ability to assume the shape of a bat, dire bat, wolf or dire wolf as a standard action. The is similar to a polymorph self spell cast by a 12th-level sorcerer except that the vampire can only assume the



forms listed here can remain in those forms until it decides to assume a form or until the next sunrise.

SD—Fast Healing (Ex): A vampire heals three points of damage each round so long as it has at least one hit point. If reduced to 0 hit points in combat, a vampire automatically assumes gaseous form and attempts to escape from its enemies. In such cases, the creature will be utterly destroyed if unable to reach its coffin home within 2 hours. Once at rest in its coffin, it regains one hit point after one hour, then resumes healing at the rate of three hit point a round again. Vampires cannot regrow lost parts of their bodies, but if a severed member is pressed on the stump, it reattaches instantly.

Tactics: Corinaria pretends to be very enthusiastic about being released, kissing the person who freed her, again subjecting the person to her level drain ability. In fact, she attempts to show her “affection” to all of her male “saviors.” While she is doing so Shekahn flies behind the pillar (+15 to Hide checks), changes shape and activates the *chime*. Once the party realizes they are being attacked, Corinaria pleads to be saved from Shekahn, whom she claims has held her prisoner (she reinforces her pleadings with a *suggestion* spell). She does not attempt to gate in a Balor at this time. She cowers behind the PCs, acting as if she needs their protection. Instead she surreptitiously uses the *word of chaos* special ability of her diamond. She then uses her *charm* and *suggestion* abilities every round, suggesting such things as “use silver to slay the vampire,” or “kiss me again, only love can defeat him.” She tells *charmed* persons to stay out of the fight or restrain their comrades (to prevent bloodshed, which princesses cannot bear to see). If attacked, she *teleports* away or becomes ethereal to avoid combat.

After ringing his *chime*, Shekahn calls for rats. He then uses his *domination* ability and Mobility and Dodge feats to avoid combat until he is cornered. Unlike most vampires, Shekahn wants to make spawn rather than kill the PCs outright. He uses his *bag of tricks* to add to the delays on him entering combat. Anyone taken prisoner is drained and turned into spawn. If Shekahn is slain, he turns to gas and flees to room R2-47-3. If this happens, Corinaria turns ethereal and follows him, unless she

is still successfully fooling the party into believing she is one of the “good” guys, in which case she continues to *charm* PCs. If she takes over 30 points of damage, she too flees (ethereally) to room R2-47-3. The pair remain inside the bedroom and regenerate until they are discovered. If allowed to fully recover, they hunt the party in the dungeon, attacking when the PCs are wounded, sleeping or low on spells, summoning servitor creatures to “soften up” the PCs before they attack. Their vengeance is frightening to behold.

Treasure: The magic items are the couple’s only treasure in this room, which they probably take with them. Their remaining treasure is found in room R2-47-3.

R2-47-3. The Bedroom of Evil

The small hole leads to another chamber. The room itself is 20 feet square, and is lavishly adorned by fine tapestries and rugs. In the center of the room is a large stone block.

This room serves as the tomb of Shekahn and the nuptial bed (crypt) of the lovers. The stone block, which is actually a coffin (requiring a strength check DC 23 to open) is made of 2 parts—a lid and a base. The pair hide inside the stone block.

Tactics: If Shekahn was slain or if the two are followed into this room, Corinaria attempts to gate in a Balor demon once the PCs enter this chamber. If her attempt fails, she fights to death rather than abandon her lover.

Treasure: The rugs and tapestries are worth 12,000 gp if removed from the dungeon. They weigh 1100 pounds, so this may prove difficult. Inside the crypt is the remaining treasure. A suit of +3 *full plate*, a +3 *halberd*, a +2 *cloak of resistance* and 1400 gp are inside. There is also a substantial quantity of vampire dirt from Shekahn’s homeland.

For those of you “old school” enough to know the answer to our puzzle, we hope you enjoyed this little gem!

Clark Peterson and Bill Webb



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