

BANDITS



**Key to
Thornbury**

- 1 Laughing Plowbow Inn
 - 2 Thornbury General Supplies
 - 3 Moneychanger
 - 4 Village Square & Caravan Rest
 - 5 Shrine
 - 6 Road North to Forest
- 1 inch = 60 ft.



BANDITS OF THE TRANYM

AN ADVENTURE FOR 4-6 4TH-LEVEL HEROES

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Adventure Background

The trade road through the Tranym forest has always been dangerous, but lately entire small caravans have been disappearing. Only a few broken wagons and slaughtered animals have been found at the scene of each attack.

A band of unusually well organized gnoll raiders have established themselves in an ancient earthen fort nearby. They are responsible for the attacks, killing or taking captive every member of several caravans in recent weeks.

Meanwhile, beneath the gnoll fort, a renegade devil strives to keep its location secret (from the hunters it feels sure to be on its trail) while raising money to gain power in its new land of exile.

The small hamlet of Thornbury is close to where the attacks have taken place. A detachment of soldiers of the local lord is guarding the construction work on a keep located just outside the hamlet. Their captain has strict orders not to leave the site until the keep has been completed.

This adventure can be located on the borders of a holding or small kingdom. A trade route that requires at least two days of travel through wilderness connecting to another land is also required.

Adventure Synopsis

This adventure is designed for four to six 4th level player characters. A party of four 4th level characters should reach 5th level by the end of part I, and will probably gain another level in part II. (Making some modifications to the encounters allow it to be run for characters ranging from 2nd to 6th level.)

The first part of the adventure requires locating the gnoll fort and defeating the raiders who have been attacking the

Scaling the Adventure

Here are some suggestions for using the adventure with groups of different power levels. (Keep in mind that besides scaling the encounters, all the treasures need to be modified as well.)

For 3rd level characters, remove the normal gnolls and Tathos from part I. In part II, halve the number of warriors and arbalesters in any rooms that contain more than one. Subtract one level from Nallis. Use the “weakened” form of Kenelkek as suggested in the sidebar accompanying its description. Subtract 2,000 gp from the total reward.

For 2nd level characters, in addition to the changes above, in part I convert all gnoll warriors to gnolls, subtract one level from scouts, doublehand leaders and the gnoll commander. In part II, remove all warriors (except from 22), and assume Jessica is away gathering material for item creation (she is not present at the final battle). Remove 5,500 gp from the reward set for 4th level characters.

For 5th level characters, promote all gnolls to gnoll warriors and add one level to the doublehand leaders, Jebadoh and the gnoll commander for part I. For part II, promote the arbalesters to match the warriors, but let them use the point blank shot and Weapon Focus (light crossbow) feats in place of Cleave and Weapon Focus (longsword). Add one level to Thok and Nallis. Add 4,500 gp to the total reward.

For 6th level characters, in addition to the above, add one level to the doublehand scouts, and one additional level to doublehand leaders, Jebadoh and the gnoll commander. In part II, assume Lakul has his cone of cold ability available for use. Also, add one level to Jessica and the warriors, and add an additional level to Thok and Nallis. Make Ibnib more active in support of Kenelkek, especially in warning about intruders. Add 10,000 gp to the reward set for 4th level characters.

caravans. This requires following one of the chains of evidence that leads to the base. It may be possible to unmask the traitor Pinshot who is supplying information to the gnolls, or free the gnomish trader Hrandeth. Regardless, an encounter with a wererat is also likely, and this may lead to the same location.

The second part of the adventure involves investigating deeper beneath the fort. Although those living under the fort make efforts not to advertise their presence, careful questioning of prisoners or a thorough search of the stables should lead the heroes to them. A sudden confrontation with a Devil, the assistance (or hindrance) of wererats, or a curious search of the caves harking back to the original inhabitants of the fortification may lead to such an investigation.

Character Hooks

The escaped drover: As the party arrives in Thornbury, an exhausted drover runs into the hamlet with a wild story. He was driving a wagon and says he was at-

tacked by dozens of dog-headed creatures taller than him, a dozen miles north of the hamlet. (This is the third caravan attacked in the last six weeks, and the sixth in the last four months.) The party may decide to investigate on their own; if not, Captain Destrani, unhappy with having unattached adventurers (i.e. troublemakers) about, strongly suggests they make themselves useful or leave.

Free the imprisoned gnome: Relatives of the gnomish trader Hrandeth of Clan Alazzar talk to the PCs. They were contacted about paying a ransom for his release; unfortunately, all of the clan's ready capital went into buying merchandise for Hrandeth's latest venture, so they cannot raise the required sum in time. The PCs are offered a 500 gp award for the return of the trader. The group arrives in Thornbury at the same time as the drover runs into the hamlet.

The ambush: For heroes who like non-stop action, have them come upon the wagons of trader Meredith Murt (see below) just as they are attacked by a dozen gnolls. After the battle, they should be able to follow fleeing gnolls back to the fort.

Part 1: The Gnoll Bandits

When the characters arrive in Thornbury, read or paraphrase the following information. If using the *ambush* hook instead, refer to the description of the caravan ambush on page 9.

Screams are suddenly heard from the north, the direction of the road that leads out of the hamlet. A man staggers into view around a bend in the road. His clothing is badly torn, and he is sweat-soaked and covered in dried blood from numerous scratches.

As curious villagers gather round, he babbles to anyone who listens that he was a drover for the cloth merchants Pulus and Rund. He breathlessly explains that the three merchant wagons were ten miles north of town when dozens of dog-headed humanoids, each taller than him, surged out of the woods in attack. He saved himself by jumping off his wagon and running as fast as he could into the woods. He ran as long as he could, finally collapsing into some bushes. After spending the night in the

forest, he stumbled around until he came across the road, and followed it down into the hamlet.

Among the onlookers is a scarred, middle-aged man dressed in full chainmail, accompanied by two young men in chain shirts. The older man turns to one of his companions, ordering him to organize a mounted patrol to find any other survivors, cautioning him that they must return by sundown.

The scarred man is Captain Destrani (see below). Further investigation can be done either inside or outside the hamlet.

Thornbury

Thornbury is a good place to start to pick up clues regarding the recent attacks. Investigation and encounters may lead either to the spy who has been passing the bandits information, or to the wererats who live near the bandits.

Thornbury (hamlet): Conventional; AL LN; 120 gp limit; Assets 720 gp; Population 120; Mixed (human 95, halfling 11, elf 6, dwarf 4, gnome 2, half-elf 1, half-orc 1).

Authority Figure: Frederick Manos, mayor and proprietor of The Laughing Plowboy Inn and Tavern.

Important Characters: Katrina Smallwood, moneychanger; Vintus Broadleaf, proprietor of Thornbury General Supplies; Brother Clarence, male human Clr2.

Others: Brd1 (1); Clr1 (2); Ftr1 (1); Rgr1 (1); Wiz1 (1); Militia, War2 (1), War1 (5); Exp3 (1); Exp1 (3); Com9 (1); Com5 (1); Com3 (3); Com1 (95).

Frederick Manos

NG male human Exp5, mayor, and proprietor of The Laughing Plowboy Inn and Tavern. Thornbury and his inn garner a large economic benefit from the

trading caravans that pass through. Frederick became mayor as owner of the most prosperous business in town. He has no idea what to do about the bandit attacks, and only advises the characters to "Get on out there and look around. You're sure to turn up something."

One alternative to playing all of the NPC encounters in an adventure yourself is to let your players help you out. Give a short description of an NPC to each player before the adventure begins. If the characters meet this NPC, let the player run him or her. If the NPC has knowledge that the players shouldn't know too soon, pass a note with the information to the player when it comes out in conversation.

While this is a good way to involve the players in a different way in an adventure, it should not be forced on anyone who feels uncomfortable assuming a role on short notice.

In the inn and around town, it is possible to pick up rumors with a successful Gather Information skill check, or through good roleplaying (this is a chance for the players to interact with the locals and draw out information in extended conversation).

Efran Winter

LN male human drover, Com2.

He survived the attack on the caravan of Pulus and Rund by leaping off his seat as soon as the attack happened, and running away without looking back. He stays in town a couple of days to recover, then sets off on foot for his home. He has nothing to add to the account he gives after running into town.

DC (Gather Info.)**Rumor Heard in Thornbury**

- 6 "Nah, it can't be orcs or goblins or such-like doing the attacks. If that were true, they would've burnt half the hamlet down by now."
- 8 "Why, the Deerlake farm was burnt out ten months back. Shame about the family all being slaughtered like that. No, there haven't been any attacks on locals since then, despite the caravan raids." (*Ruins of the Deerlake Farm.*)
- 8 "How come that guard captain ain't done nothing 'bout the raids? He's gotta be on the take." (*Captain Athenos Destrani.*)
- 10 "I seen a pigeon flying out of the moneychanger's house. It had some thing tied to its leg." (*Katrina Smallwood, the local moneychanger.*)
- 10 "That peddler, Pinshot, left town right before those last two attacks. I never trusted him anyways." (*Peddler Thomas Pinshot.*)
- 12 "Broadleaf's been receiving visitors at his store late at night. I don't know what's up, but it figures a halfling would be into something shady." (*Vintus Broadleaf, runs Thornbury General Supplies.*)
- 14 "A lotta strangers passing through recently. One young lass, she been here several times before." (*The wererat Din.*)
- 14 "No sense going north of town anymore for hunting. There isn't any large game, and something is even taking the small animals. Everything was gone out of my trap lines the last two times, leaving me with nothing." (*Reference to deliberate over-hunting by gnolls.*)
- 20 "That brass cock Vintus gots mounted above his door. One day its fightin' spurs were gleaming like gold, but I looked more close-like t'other day, and they were as tarnished as the rest of that old bird. Me eyes must be goin'." (*Vintus Broadleaf, runs Thornbury General Supplies.*)
- 22 "Ain't much to look at, but those mounds near the old Deerlake place was once inhabited. My pappy told me he and a friend found caves under there, even graves. But something they couldn't see attacked them, drove 'em crazy for a while. They figured they was lucky to escape alive." (*Only available if the party already has some general knowledge about the gnoll fort, or on a successful bardic lore check.*)

Vintus Broadleaf

Proprietor of Thornbury General Supplies, Vintus likes to tell people, "I'm just as pugnacious as the cock above my door." His store stocks general adventuring supplies (subject to the town limit of 120 gp) and general caravaneering goods. In a pinch, he performs crude repairs on wagons or animal harnesses with the aid of a human employee. He has been dealing with the wererats living near the gnoll fort, and fencing some of their stolen goods. He meets a wererat once

every tenday (although he may suspect differently, he has no proof his visitors are other than human). He signals that the meeting is OK by sliding two plugs of gold over the spurs on the brass cock mounted over the door of his business. (He does this from a second floor window, since the cock is nine feet off the ground.)

If confronted about his shady dealings, he is combative, even daring the party to call in Captain Destrani. If threatened in any way, he refuses to help the party, and intimidation checks are useless unless

backed up by a magical enchantment. Vintus is quite capable of recognizing a spell being cast, and if it is unsuccessful, he quickly lodges a complaint of unlawful magical usage with the captain. If confronted on a day for a scheduled meeting, he removes the gold plugs from the brass cock, even with the danger someone might notice him doing so.

If approached more diplomatically, or if the party somehow stumbles on his usage of the cock as a signal, he is reasonable. He admits he has been “buying goods from a customer who’s a bit shy, but there’s nothing illegal about that!” He agrees to arrange a meeting with his “customer” for 10 gp (plus 1 gp for every point by which a bluff or Diplomacy skill check fails DC16). If the characters know about the signal, he does this for nothing.

If the PCs talk to him early enough in the day, he lets them in the shop while he waits for his contact Din (see below) to show up. Otherwise, the heroes must wait another tenday. Vintus is extremely loyal to those he does business with, and if he feels the PCs are about to restrain Din he hurls a thunderstone to help her make an escape.

Katrina Smallwood

LN female human, Exp3.

Katrina’s main business is with passing caravans; converting their foreign money to match those of the land their journeys take them to next. Occasionally, she converts artwork or gems into hard currency. She maintains informal contact with moneychangers in nearby cities via carrier pigeons, passing on rumors and information on current exchange rates for their mutual benefit.

If confronted by the PCs, she is hesitant to speak, for fear they might rob her. An Intimidate skill check (DC10), a Diplomacy skill check (DC13), or the

threat that Captain Destrani will be brought in, convinces her to speak freely and explain exactly why she uses her pigeons.

Thomas Pinshot

NE male human Com5; HD 5d4; hp 14; Init +0; Spd 30 ft.; AC 10 (touch 10, flat-footed 10); SV Fort +1, Ref +1, Will +1; Str 11, Dex 11, Con 11, Int 10, Wis 10, Cha 10. *Skills:* Bluff +2, Jump +2, Listen +2, Profession (Merchant) +4, Spot +2.

A peddler and tinker, he has a regular run between the hamlet and local farms. It is often more convenient for the farmers to buy from Pinshot directly rather than go into Thornbury. He is also able to perform basic repairs to tools.

The more lucrative (and secretive) part of his business is supplying information to the gnoll bandits. He notes what caravans arrived in town or anything else of interest on a scroll, and then later drops it at one of several points along the northern trade road. A gnoll scout checks the drop places twice a day. His payments are left at one of the drops, based on the usefulness of the information he has supplied.

Since the gnolls fear it might be discovered, a slave controller does not enthrall him (see the new monster descriptions at the end of the adventure). Pinshot is only concerned about himself, and readily tells everything he knows about his contacts with the gnolls if confronted. He first blusters and demands the heroes to promise to let him go in exchange for what he has to say, but quickly backs down in the face of any real threat.

If the adventurers unmask him, they should receive 600 Story XP.

Captain Athenos Destrani

LN male human Ftr8.

Commander of a detachment of two-dozen troops guarding the construction of a keep. Tensions have been rising lately, and the keep is intended to main-



tain control of this region. Since the bandits have not been bothering the hamlet, he feels it is up to the merchants to provide for their own protection. His orders require him to maintain a strong guard on the construction site at all times. He is willing to launch occasional mounted patrols along the trade road, but not too deeply. The trade road north of the hamlet is disputed territory, and an incursion by armed troops could provoke a border skirmish.

Destrani recognizes the creatures described by the drover as gnolls, but snorts at his description of “dozens” of attackers. He finds the identification problematic, since he knows gnolls as undisciplined fighters. How have they managed to leave only one survivor from their last six attacks, and why haven’t they attacked any outlying farms?

Destrani has no time for stray adventurers rattling around Thornbury. If the PCs stay in the hamlet for more than a couple of days, he bluntly orders them to make themselves useful by solving the bandit attacks, or to take themselves elsewhere.

He does not arrest anyone without some proof of his or her misdeeds, and honestly tries to determine the guilt of anyone he arrests. He has a cleric who can cast a zone of truth spell, and regards the refusal to answer questions as proof of a guilty intent.

Din

CN female wererat Rog1 (for full statistics, see wererat description below in part II).

She has been sent into Thornbury to fence a stolen item to Vintus. Overly bold, she can’t resist the opportunity to make a few thefts of her own, including one of the PCs as a target if they walk around town on days zero or one (see Timeline, below).

She attempts to pick their pocket. Make a check for her against a DC of 20 (using her pick pocket skill of +10). If she succeeds, she has lifted a small pouch of money from the character. If the character succeeds at an opposed check using his or her Spot skill, the theft is noticed, whether or not it was successful. If the theft goes unnoticed immediately, it is not detected until the next time the character attempts to use money, or when retiring to bed that night. In this situation, allow a Wisdom check (DC 11) to remember the attractive young woman who bumped into the character during the day.

If caught in the act, she plays on the heroes’ sympathy, breaking down in tears, “Please, I’m on my own, this is the only way I have to survive. Don’t turn me in, I never take but a pittance, and then only from those who can well afford it.” If this story is seen through (for instance, she has 31 gp worth of coin on her, and a ring worth 150 gp she is in town to fence to Vintus), she offers information on the bandits in return for her freedom.

She witnessed an attack on a caravan about a month ago (this was the caravan of the gnome Hrandeth). “It was gnolls, striking from ambush. I don’t see how they could have known to wait right there without some advance word. And before you ask, I couldn’t draw attention to myself by telling anyone about this.” If someone in the party succeeds in an Intimidate skill check (DC 18) or a Diplomacy skill check (DC 20), she adds “I was curious about the gnolls, and followed them after the attack. They used a path leading to a burnt-out farm; they must have a hold not too much further into the woods. They have to be getting information from someone in Thornbury, maybe someone who travels a lot.” (If introduced to the party by Vintus, she grudgingly reveals the initial information, and

the second part with a successful Diplomacy check.)

Din does not voluntarily reveal she is a wererat, or reveal the presence of the wererat nest. Even if magically compelled, the existence of the nest is something she would not tell even a close friend, although clever questioning may bring it out. If it appears she is about to be turned over to the authorities, or the PCs themselves attempt to restrain her, she changes to hybrid wererat form, catching the PCs flat-footed if they don't already suspect she may have this ability. She receives a +6 circumstance bonus the first round to break any grapple, and attempts to flee into the nearby woods, where she uses her skills to lose any pursuers.

Timeline

Day -38 Spice merchant Hrandeth's caravan attacked.

Day -19 Nameless tinker's wagon attacked.

Day -1 Caravan of cloth merchants Pulus and Rund attacked.

Day 0 PCs arrive in Thornbury. Escaped drover arrives in the hamlet. Din attempts to pick pocket one of the heroes if they are in town. Din meets with Vintus that night.

Day 1 Peddler Pinshot arrives in Thornbury mid-morning. Trader Meredith Murt's caravan arrives in the early afternoon. Pinshot leaves town in the late afternoon, headed north on the trade road. Din leaves soon thereafter, although she takes to the woods.

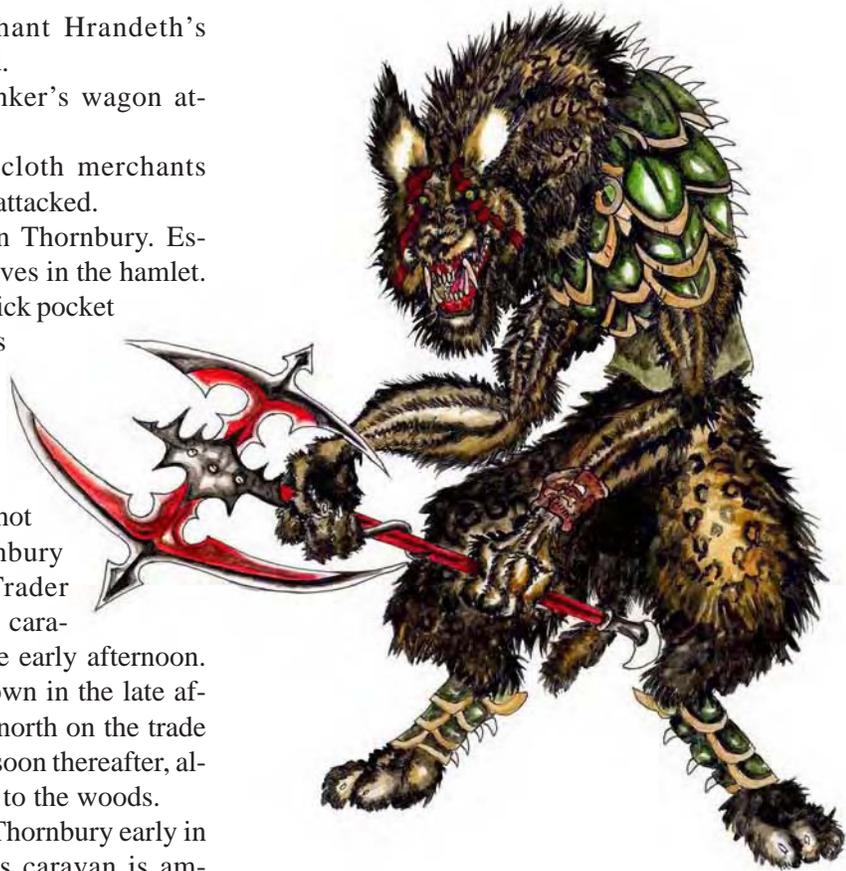
Day 2 Murt leaves Thornbury early in the morning. His caravan is ambushed about five hours later.

Day 3 A messenger, carrying private dispatches from the next town to the north, arrives reporting the destruction of the caravan.

Day 6 If the heroes have made no progress by this point, Captain Destrani throws them out of Thornbury.

Ambush the Ambushers

The day after the PCs arrive in town, trader Meredith Murt's (LN human male Exp3) caravan arrives in Thornbury. He stays through the night to rest his hirelings and animals, and to see if anyone in the hamlet is interested in his wares (he is carrying miscellaneous tools in his two



wagons).

Late that afternoon, the peddler Pinshot departs from the hamlet, to leave a message at one of his drops that a caravan is headed north the next day. Clever players may suspect the caravan will be attacked, and resolve to do something about it. When the heroes leave Thornbury, refer to the overland map on page 10.

Murt is aware of the reputation this stretch of road is garnering, and has resolved to start early the next day and push through well north before night falls. He is not too receptive to the idea of the heroes accompanying his caravan in hopes it is attacked. If he is given a "gift," he agrees to the idea. The minimum he accepts is 20 gp, plus 5 gp per point by which a Diplomacy skill check (DC 16) is failed. An Intimidate skill check (DC 14) convinces him to allow the PCs to come along without cost.

Murt has three caravan guards, as well as two drovers for the wagons and mules. The guards, who are on foot, fight valiantly until they are reduced to less than 50% of their hit points, at which point they flee. If intimidation gained the PCs a place in the caravan, the guards attempt to flee as soon as the ambush is triggered.

Meredith Murt, male human Exp3: hp 13.

Drover, human Com1 (2): hp 2, 3.

Caravan Guard War3 (3): CR2; Medium-sized human; HD 3d8+3; hp 16, 18, 19; Init +0; Spd 20 ft.; AC 14 (touch 10, flat-footed 14); Atks +4 melee (1d8+1/19-20, *longsword*); AL N; SV Fort +4, Ref +1, Will +1; Str 12, Dex 11, Con 12, Int 11, Wis 10, Char 10.

Skills: Listen +2, Spot +2, Climb -1, Hide -2. **Feats:** Cleave, Power Attack, Skill Focus (handle animal).

Possessions: chain shirt, longsword, 2d6 sp.

(Refer to gnoll stats on page 13)

A Doublehand of gnolls are waiting along the road about a quarter-mile north

of where the last ambush occurred (if the heroes are waiting in the forest for the ambush to happen this may leave them badly out of place). Only the doublehand scout is actually watching the road, from high up in a tree. When the caravan has reached the right position (slightly north of area D on the map), he calls out to the others to attack. The hand led by the leader attacks the lead wagon. The other hand attacks the rear wagon. Their initial javelin throws target the wagons' near side mules, so that they cannot be driven off.

The Druid Jebadoh and an ogre are waiting nearby to help move the prisoners and loot once the attack is over. They may join the battle, or simply return to the fort once they realize the ambush has failed.

If the PCs have concealed themselves in the wagons, have them roll initiative normally when they decide to act. Allow the party to act first in this round to simulate surprise.

Read or paraphrase the following description when the ambush occurs. (This description can also be used if you chose the character hook allowing the PCs to come upon the ambush by chance.)

The day is quiet, save for the creak of the wagons and the whisper of mules' harnesses. Sunlight passing through the forest canopy dapples the road ahead.

Suddenly, a single yell rings out from above. Within moments, it is echoed by a dozen more near at hand. A group of gnolls charge out of the woods, throwing javelins at the lead wagon. Another group attacks the rear wagon. The lead wagon almost immediately stops, one of the mules sagging in the traces.

If the PCs have somehow prevented Pinshot from leaving any messages, the gnolls won't have time to set up an ambush of the caravan.

In this case, a gnoll scout notices the passing caravan, and a night assault is planned after the caravan master makes camp. Within a few miles of where the last caravan was attacked, the gnolls then attempt a night assault. A doublehand performs the attack. The scout from the doublehand only searches long enough to find the campsite, without approaching it closely. The gnolls attack headlong in the middle of the night, charging straight for the reported camp, relying on their Darkvision.

The Tranym Forest

This section describes significant features of the forest around the Gnoll Fort. The forest is normally quiet near Thornbury. Other than the site based encounters detailed below (A and F), the only wandering encounters worthy of adventurers' attention would be with gnolls or wererats, as detailed in the next section. Moving cross-country through the forest is done at a speed of less than two miles per hour.

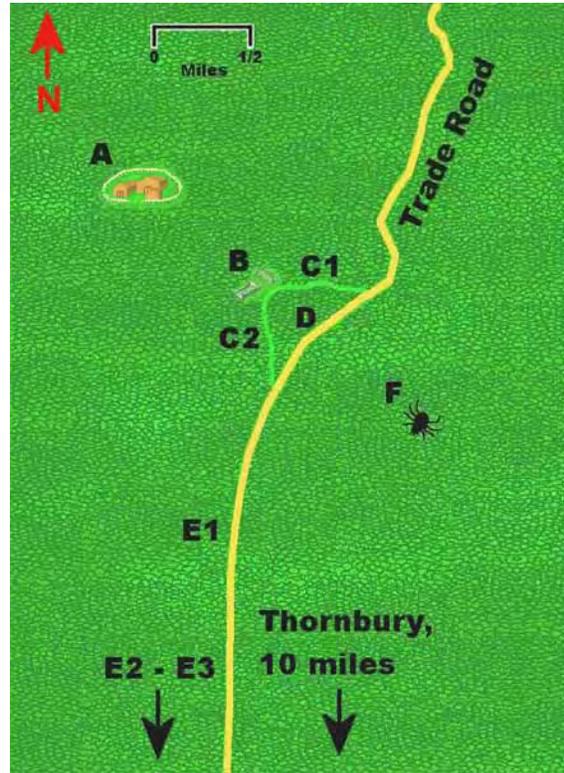
A. Gnoll Fort.

An ancient barbarian fortification, reduced to little more than brush covered embankments, has been renovated by the gnolls as their base. See the next section for a complete description of the fortification and its inhabitants.

B. Ruins of Deerlake Farm.

This farm was attacked and burnt down when the gnolls arrived in this area some ten months back.

Charred foundations are all that remains of two buildings. The broken brickwork chimney at the end of one



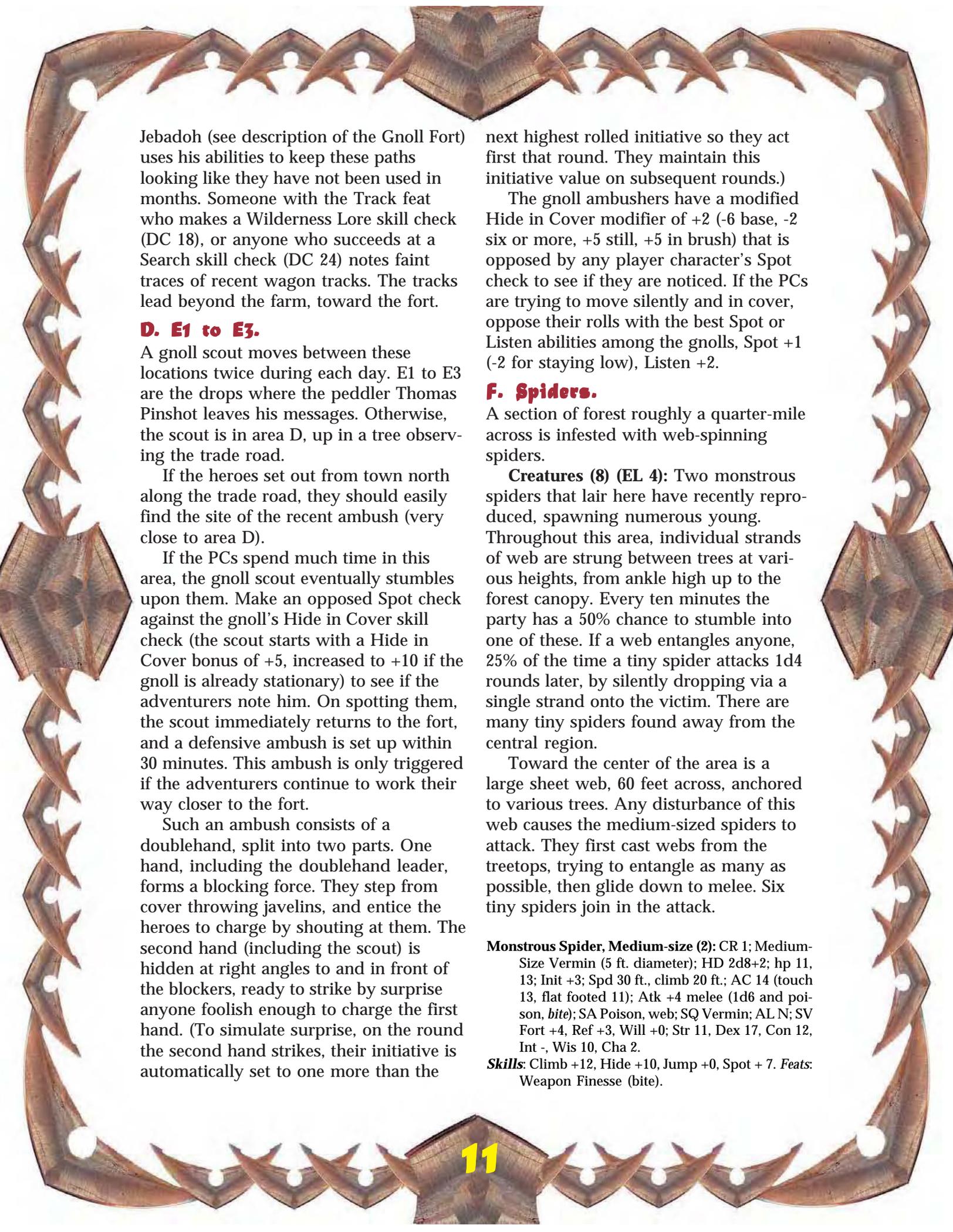
foundation implies it must have been a farmhouse. The larger one was probably a barn. Green vines twine about the blackened timbers, indicating the fire happened at least a season ago.

The farm was too close to where the gnolls wished to establish their base, besides providing the most direct access to the fort. What looks like just a rather wide animal trail leads from the west side of the Deerlake farm to the gnoll fort. A wagon can move along the trail easily.

Buried in the ground between the ruins of the main house and the barn is a sack of coins, the Deerlake's hoard, (Search skill check (DC 18) to find) containing 3 gp, and 21 sp.

C1/C2. Pathways to Deerlake Farm.

These two farm paths are used to move loot and supplies from the ambushed caravans to the fort (including items that need to be fenced. The Druid



Jebadoh (see description of the Gnoll Fort) uses his abilities to keep these paths looking like they have not been used in months. Someone with the Track feat who makes a Wilderness Lore skill check (DC 18), or anyone who succeeds at a Search skill check (DC 24) notes faint traces of recent wagon tracks. The tracks lead beyond the farm, toward the fort.

D. E1 to E3.

A gnoll scout moves between these locations twice during each day. E1 to E3 are the drops where the peddler Thomas Pinshot leaves his messages. Otherwise, the scout is in area D, up in a tree observing the trade road.

If the heroes set out from town north along the trade road, they should easily find the site of the recent ambush (very close to area D).

If the PCs spend much time in this area, the gnoll scout eventually stumbles upon them. Make an opposed Spot check against the gnoll's Hide in Cover skill check (the scout starts with a Hide in Cover bonus of +5, increased to +10 if the gnoll is already stationary) to see if the adventurers note him. On spotting them, the scout immediately returns to the fort, and a defensive ambush is set up within 30 minutes. This ambush is only triggered if the adventurers continue to work their way closer to the fort.

Such an ambush consists of a doublehand, split into two parts. One hand, including the doublehand leader, forms a blocking force. They step from cover throwing javelins, and entice the heroes to charge by shouting at them. The second hand (including the scout) is hidden at right angles to and in front of the blockers, ready to strike by surprise anyone foolish enough to charge the first hand. (To simulate surprise, on the round the second hand strikes, their initiative is automatically set to one more than the

next highest rolled initiative so they act first that round. They maintain this initiative value on subsequent rounds.)

The gnoll ambushers have a modified Hide in Cover modifier of +2 (-6 base, -2 six or more, +5 still, +5 in brush) that is opposed by any player character's Spot check to see if they are noticed. If the PCs are trying to move silently and in cover, oppose their rolls with the best Spot or Listen abilities among the gnolls, Spot +1 (-2 for staying low), Listen +2.

F. Spiders.

A section of forest roughly a quarter-mile across is infested with web-spinning spiders.

Creatures (8) (EL 4): Two monstrous spiders that lair here have recently reproduced, spawning numerous young. Throughout this area, individual strands of web are strung between trees at various heights, from ankle high up to the forest canopy. Every ten minutes the party has a 50% chance to stumble into one of these. If a web entangles anyone, 25% of the time a tiny spider attacks 1d4 rounds later, by silently dropping via a single strand onto the victim. There are many tiny spiders found away from the central region.

Toward the center of the area is a large sheet web, 60 feet across, anchored to various trees. Any disturbance of this web causes the medium-sized spiders to attack. They first cast webs from the treetops, trying to entangle as many as possible, then glide down to melee. Six tiny spiders join in the attack.

Monstrous Spider, Medium-size (2): CR 1; Medium-Size Vermin (5 ft. diameter); HD 2d8+2; hp 11, 13; Init +3; Spd 30 ft., climb 20 ft.; AC 14 (touch 13, flat footed 11); Atk +4 melee (1d6 and poison, bite); SA Poison, web; SQ Vermin; AL N; SV Fort +4, Ref +3, Will +0; Str 11, Dex 17, Con 12, Int -, Wis 10, Cha 2.

Skills: Climb +12, Hide +10, Jump +0, Spot +7. **Feats:** Weapon Finesse (bite).

Monstrous Spider, Tiny (6): CR ¼; Tiny Vermin (2 ft. diameter); HD 1/2d8; hp 1, 3, 1, 4, 2, 2; Init +3; Spd 30 ft., climb 20 ft.; AC 15 (touch 15, flat footed 12); Atk +5 melee (1d3-4 and poison, *bite*); SA Poison, web; SQ Vermin; AL N; SV Fort +2, Ref +3, Will +0; Str 3, Dex 17, Con 10, Int -, Wis 10, Cha 2.

Skills: Climb +8, Hide +18, Jump -4, Spot +7. **Feats:** Weapon Finesse (*bite*).

Creature (EL 4): If the party approaches within a half-mile of this area during the day, they encounter the female pixie Liset. She is aware the spiders have reproduced, and has decided something needs to be done about them. The arrival of adventurers is a happy coincidence.

Appearing 12 feet in front of you, hovering in the air on delicate gossamer wings, is a two-foot-tall female humanoid, wearing a red dress with matching cap and boots with toes that curl upwards. Her long, slender ears seem quite normal on her frame; she holds a dainty bow in one hand. She calls out in a high-pitched, warbling voice, "Come quick-quick. Beek be missing, maybe spiders get. Big ones help be gotten, special reward be given."

Assuming the PCs make no immediate hostile move, she turns invisible, and calls from half-a-dozen feet further ahead, "Follow me." She continues to talk to the heroes as she leads them to the main spider nest, occasionally allowing a glimpse of herself. If pressed for specifics, she is vague, "Oh, Beek always getting in trouble." Or "Big ones have no difficulty with spiders, not many." She regales the party with tales of the local wildlife, of sparrows raising their young, or how a mouse just escaped from a fox. She does, however, try to get an answer from each player character on what that person thinks would be a suitable reward for aiding her.

Beek is entirely made up, but Liset is not evil at heart. If the heroes should run into trouble against the spiders, she aids them to the best of her ability. After the two medium-sized spiders are defeated, she ponders "Hmm, Beek not here after all. Still, big ones deserve their reward." If the party has patiently listened to her up to now, and haven't expressed an interest in too extravagant a reward, she leads them on a 20-minute walk to a hollow tree, where she has hidden a non-magical mithril chain shirt. Before leaving, she warns the party, "Bad dog faces on other side of man road."

If the party is very greedy in its expectations, or otherwise upsets her, she leads them on a 30-minute ramble through the heaviest concentrations of brambles and poison ivy she can find before abandoning them.

Liset, Female Pixie: CR 4; Small Fey (2½ ft. tall); HD 1d6; hp 4; Init +4; Spd 20 ft., fly 60 ft.; AC 16 (touch 15, flat footed 12); Atk +5 melee (1d4-2, *dagger*) or +6 ranged (1d6, *shortbow*); SA Spell-like abilities; SQ SR 16, natural invisibility; AL NG; SV Fort +0, Ref +6, Will +4; Str 7, Dex 18, Con 11, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +4, Escape Artist +8, Heal +6, Hide +12, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8. **Feats:** Dodge, Point Blank Shot, Rapid Shot, Weapon Finesse (*dagger*), Weapon Focus (*shortbow*).

Spell-like Abilities: Once per day: *confusion* (touch), *dancing lights*, *detect chaos*, *detect good*, *detect evil*, *detect law*, *detect thoughts*, *dispel magic*, *entangle*, *permanent image*, *polymorph self*; Cast as 8th level sorcerer, save DC 13 + spell level.

Possessions: dagger, short bow, twenty regular arrows, two sleep arrows (Fort DC 15); hp 4.

The Gnoll Fort

All that is left aboveground of an ancient settlement is an oval embankment. The raiders have cleared away the undergrowth and built new structures. Most of the raiders are gnolls. Slave controllers

(see description at end of module) dominate the leaders, serving the interests of the real master located under the fort (see part II).

The dominated leaders have forced the gnolls to practice basic hygiene, follow a semblance of military discipline, and even do manual labor. The gnolls are formed into two doublehands; a gnoll commander, a druid, and an ogre round out the forces. The complement of the fort is as follows:

First Doublehand (EL 8)

Gnolls (4): hp 14, 11, 11, 11

Gnoll Warriors (6): hp 23, 21, 20, 15, 21, 29

Gnoll Controlled Scout (1): hp 28

Gnoll Controlled Doublehand Leader (1): hp 33

Second Doublehand (EL 8)

Gnolls (4): hp 16, 10, 9, 13

Gnoll Warriors (6): hp 24, 24, 22, 17, 17, 21

Gnoll Controlled Scout (1): hp 32

Gnoll Controlled Doublehand Leader (1): hp 31

Gnoll: CR1; Medium-sized Humanoid (7 ft. 6 in. tall); HD 2d8+2; Init +0; Spd 20 ft.; AC 17 (touch 10, flat-footed 17); Atk +3 melee (1d8+2/X3, *battleaxe*) or +1 ranged (1d6+2, *javelin*); SQ Darkvision 60 ft.; AL CE; SV Fort +4, Ref +0, Will +0; Str 15, Dex 10, Con 13, Int 8, Wis 11, Cha 8.

Skills: Listen +3, Spot +3, Climb -4, Hide -6. **Feats:** Power Attack.

Possessions: Scale armor, large shield, battleaxe, javelin, 2d6 sp.

Gnoll Warrior War2: CR2; Medium-sized Humanoid (7 ft. 6 in. tall); HD 2d8+2 plus 2d8+2; Init +0; Spd 20 ft.; AC 17 (touch 10, flat-footed 17); Atk +5 melee (1d8+2/X3, *battleaxe*) or +3 ranged (1d6+2, *javelin*); SQ Darkvision 60 ft.; AL CE; SV Fort +7, Ref +0, Will +0; Str 15, Dex 10, Con 13, Int 8, Wis 11, Cha 8.

Skills: Listen +3, Spot +3, Climb -2, Hide -6. **Feats:** Cleave, Power Attack.

Possessions: Scale armor, large shield, battleaxe, javelin, 4d6 sp.

Gnoll Controlled Scout Rgr2: CR3; Medium-sized Humanoid (7 ft. 6 in. tall); HD 2d8+2 plus 2d10+2; Init +1; Spd 30 ft.; AC 15 (touch 11, flat-footed 14); Atk +3 melee (1d8+2/19-20, *longsword*) +3 melee (1d4+1/19-20, *dagger*) or +5 ranged (1d6/X3, *shortbow*); SA Favored Enemy: Human +1, Two-Weapon Fighting; SQ Darkvision 60 ft.; AL CE;

SV Fort +7, Ref +1, Will -1; Str 15, Dex 14 (12), Con 13, Int 11 (9), Wis 11 (9), Cha 8.

Skills: Listen +2, Spot +2, Climb +6, Hide +5, Wilderness Lore +4. **Feats:** Power Attack, Track, Weapon Focus (Shortbow).

Possessions: Studded leather, longsword, dagger, shortbow, 20 arrows.

Gnoll Controlled Doublehand Leader Ftr2: CR3; Medium-sized Humanoid (7 ft. 6 in. tall); HD 2d8+2 plus 2d10+2; Init -1; Spd 20 ft.; AC 16 (touch 9, flat-footed 16); Atk +7 melee (1d8+2, *battleaxe*) or +3 ranged (1d6+2, *javelin*); SQ Darkvision 60 ft.; AL CE; SV Fort +7, Ref -1, Will -1; Str 15, Dex 10 (8), Con 13, Int 12 (10), Wis 11 (9), Cha 8.

Skills: Listen +2, Spot +3, Climb +0, Hide -7. **Feats:** Cleave, Improved Bull Rush, Power Attack, Weapon Focus (battleaxe).

Possessions: Scale armor, large shield, masterwork battleaxe, javelin.

Ogre, Controlled: CR 2; Large giant (9 ft. tall); HD 4d8+8; hp 27; Init -2; Spd 30 ft.; AC15 (touch 8, flat-footed 15); Atk +8 melee (2d6+7, *huge greatclub*); Face/Reach 5 ft. by 5ft./10 ft.; AL CE; SV Fort +6, Ref -1, Will +0; Str 21, Dex 8 (6), Con 15, Int 6 (4), Wis 10 (8), Cha 7.

Skills: Climb +4, Listen +1, Spot +1. **Feats:** Weapon Focus (greatclub).

Possessions: Hide armor, huge greatclub.

Jebadoh, Male Controlled Human Drd3: CR3; Medium-sized Humanoid (5ft. 9 in. tall); HD 3d8; hp 18; Init -1; Spd 30ft.; AC 11 (touch 9, flat-footed 11); Atk +4 melee (1d6+1/18-20, *scimitar*); SQ Nature sense, Trackless step, Woodland stride; AL NE; SV Fort +3, Ref +0, Will +4; Str 12, Dex 11 (9), Con 11, Int 10 (8), Wis 14 (12), Cha 10.

Skills: Climb +1, Concentration +4, Handle Animal +2, Hide -1, Listen +1, Spot +1, Wilderness Lore +7. **Feats:** Dodge, Scribe Scroll, Track.

Possessions: Leather, scimitar, scrolls (caster level 3): Cure Light Wounds, Barkskin.

Spells: (4/3/2; base DC = 11 + spell level): 0-cure minor wounds, detect magic, flare, resistance; 1st-entangle, pass without trace (X2); 2nd-resist elements, summon swarm.

Tathos, Wolf Companion: CR2; Large Animal; HD 5d8+15; hp 37; Init +2; Spd 50ft.; AC 12 (touch 10, flat-footed 11); Atk +5 melee (1d8+3, *bite*); Face/Reach 5 ft. by 10 ft./5 ft.; SA Trip; SQ Scent; AL N; SV Fort +6, Ref +5, Will +2; Str 17, Dex 13, Con 16, Int 2, Wis 12, Cha 6.

Skills: Hide +1, Listen +6, Move Silently +2, Spot +4, Wilderness Lore +1 (+5 if tracking by scent).

Brindlenak, Gnoll Controlled Commander Rgr4: CR5;

Medium-sized Humanoid (7 ft. 6 in. tall); HD 2d8+4 plus 4d10+8; hp 51; Init +1; Spd 30 ft.; AC 15 (touch 11, flat-footed 14); Atk +5 melee (1d8+2/19-20, *longsword*) +5 meleé (1d4+1/19-20, *dagger*) or +7 ranged (1d6+2/X3, *shortbow*); SA Favored Enemy: Human +1, Two-Weapon Fighting; SQ Darkvision 60 ft.; AL CE; SV Fort +9, Ref +2, Will +1; Str 15, Dex 15 (13), Con 14, Int 13 (11), Wis 12 (10), Cha 8.

Skills: Listen +5, Spot +5, Climb +9, Hide +8, Wilderness Lore +6. **Feats:** Power Attack, Track, Weapon Focus (shortbow).

Possessions: Masterwork studded leather, longsword, dagger, mighty composite shortbow (+2 Str bonus), 20 arrows.

During the day, besides the gnoll scout that is normally found near the trade road (see above), another scout periodically makes a pass through the forest outside the walls of the fort. This patrol takes about half an hour, and occurs about once every two hours. Also during the day, work parties of a hand (5 gnolls) in size randomly leave the fort to gather wood or collect water. Since the gnolls could be in different places at different times of the day, be sure to keep track of the total number based on the list above. Since their main enemies are humans, the dangers are assumed worst in the daytime; the forest patrol is not undertaken at night.

At dusk, a doublehand leaves the fort to do some hunting. Besides adding to the cookpot, this helps keep large game away from the fort, which discourages human hunters from visiting the area. The hunting party stays out for about three hours.

The remaining gnolls that are not on duty amuse themselves by gambling in the barracks. When the hunting party returns the main meal of the day is cooked. If any working party fails to return, a half hour

after it should have come back a doublehand is sent to investigate.

Most of the gnolls sleep from several hours after midnight to the middle of the next morning. All guard posts are changed every four hours. If the PCs manage to whittle the garrison down to less than a dozen individuals, the leaders abandon the fort, taking the treasure in area 12 with them. They judge the remaining force too depleted to both ambush caravans and defend the fort, and go off on a recruiting expedition among the local gnoll tribes that takes about a month.

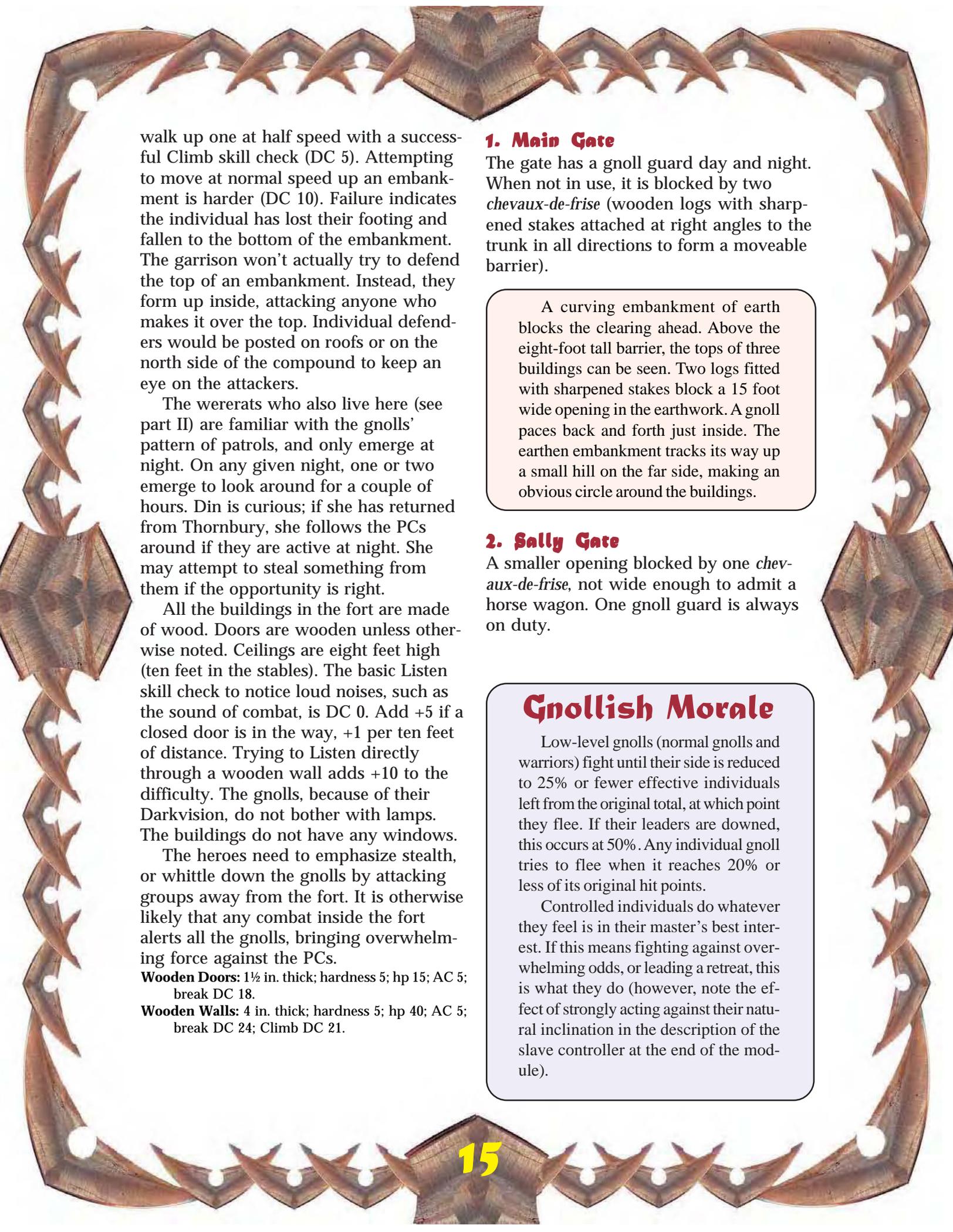
The underground leader is anxious to add more mages to his force. Any opponents who cast spells and are dressed in armor lighter than a chain shirt are assumed to be mages, and the gnoll leaders order that they should be taken alive (attacks are made to subdue rather than kill). If any player character mage (or apparent mage) is so captured, they appear in part II of the adventure as a controlled servant, unless rescued.

The leaders try to keep the non-controlled gnolls ignorant of underground activities, but they are aware the leaders have dealings with humans, and suspect humans must be living beneath the fort. (Any individual gnoll or gnoll warrior that is captured has a 25% chance of speaking Common.)

The humans underneath the fort make no efforts to aid the gnolls. It is deemed more important to keep hidden than to help bandits, who can be replaced.

The dirt embankments around the fort, averaging eight feet high, are steep but not difficult to climb. An individual can





walk up one at half speed with a successful Climb skill check (DC 5). Attempting to move at normal speed up an embankment is harder (DC 10). Failure indicates the individual has lost their footing and fallen to the bottom of the embankment. The garrison won't actually try to defend the top of an embankment. Instead, they form up inside, attacking anyone who makes it over the top. Individual defenders would be posted on roofs or on the north side of the compound to keep an eye on the attackers.

The wererats who also live here (see part II) are familiar with the gnolls' pattern of patrols, and only emerge at night. On any given night, one or two emerge to look around for a couple of hours. Din is curious; if she has returned from Thornbury, she follows the PCs around if they are active at night. She may attempt to steal something from them if the opportunity is right.

All the buildings in the fort are made of wood. Doors are wooden unless otherwise noted. Ceilings are eight feet high (ten feet in the stables). The basic Listen skill check to notice loud noises, such as the sound of combat, is DC 0. Add +5 if a closed door is in the way, +1 per ten feet of distance. Trying to Listen directly through a wooden wall adds +10 to the difficulty. The gnolls, because of their Darkvision, do not bother with lamps. The buildings do not have any windows.

The heroes need to emphasize stealth, or whittle down the gnolls by attacking groups away from the fort. It is otherwise likely that any combat inside the fort alerts all the gnolls, bringing overwhelming force against the PCs.

Wooden Doors: 1½ in. thick; hardness 5; hp 15; AC 5; break DC 18.

Wooden Walls: 4 in. thick; hardness 5; hp 40; AC 5; break DC 24; Climb DC 21.

1. Main Gate

The gate has a gnoll guard day and night. When not in use, it is blocked by two *chevaux-de-frise* (wooden logs with sharpened stakes attached at right angles to the trunk in all directions to form a moveable barrier).

A curving embankment of earth blocks the clearing ahead. Above the eight-foot tall barrier, the tops of three buildings can be seen. Two logs fitted with sharpened stakes block a 15 foot wide opening in the earthwork. A gnoll paces back and forth just inside. The earthen embankment tracks its way up a small hill on the far side, making an obvious circle around the buildings.

2. Sally Gate

A smaller opening blocked by one *chevaux-de-frise*, not wide enough to admit a horse wagon. One gnoll guard is always on duty.

Gnollish Morale

Low-level gnolls (normal gnolls and warriors) fight until their side is reduced to 25% or fewer effective individuals left from the original total, at which point they flee. If their leaders are downed, this occurs at 50%. Any individual gnoll tries to flee when it reaches 20% or less of its original hit points.

Controlled individuals do whatever they feel is in their master's best interest. If this means fighting against overwhelming odds, or leading a retreat, this is what they do (however, note the effect of strongly acting against their natural inclination in the description of the slave controller at the end of the module).

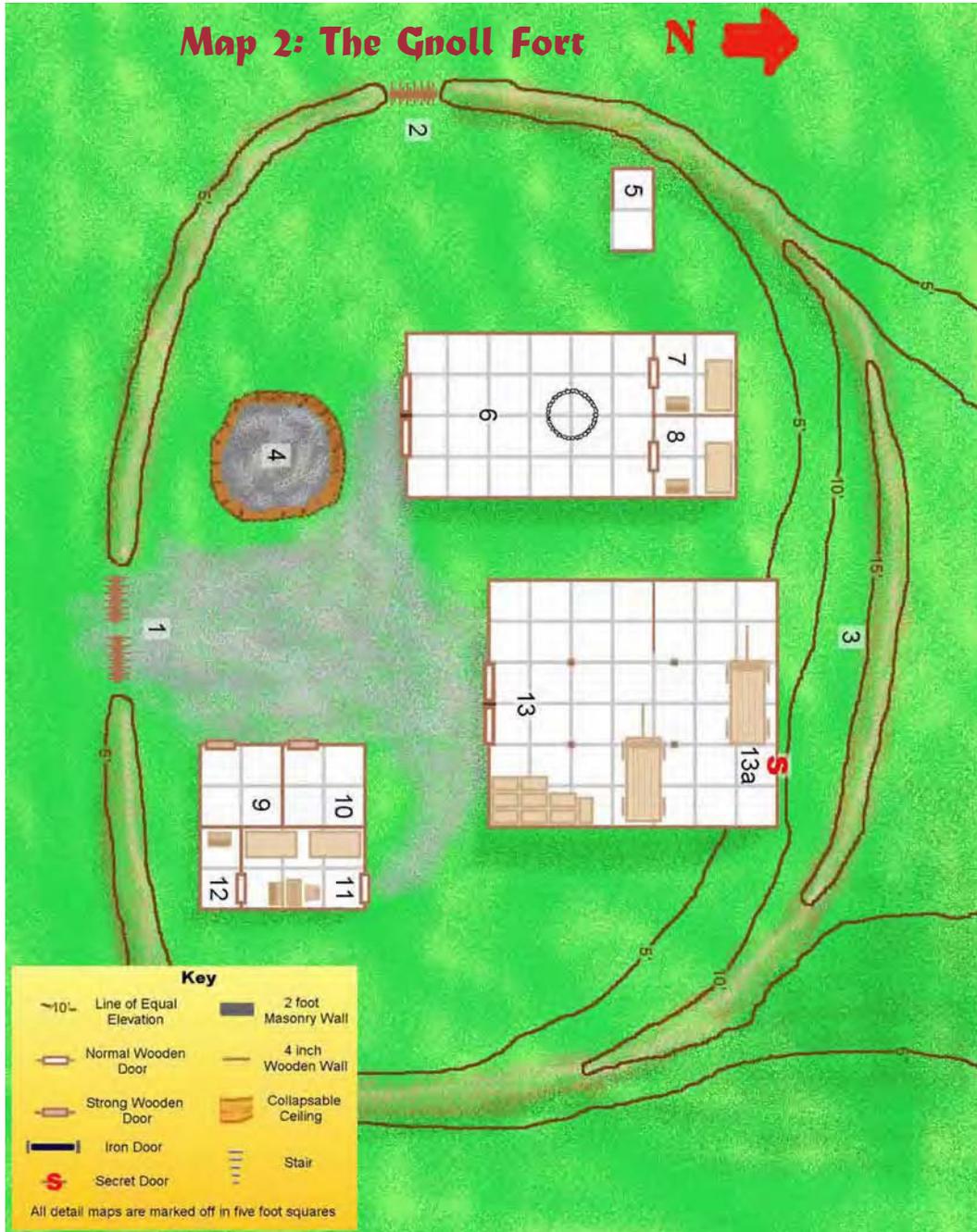
3. Upper Observation Post

A gnoll guard is on duty during the day only. The post is high enough to give a good view in nearly all directions. At this location, the fort's embankment crosses on top of the hill that extends off to the north. The stables are built into the embankment, so it is possible to take a

five-foot step up from the hilltop to the roof of the stables.

4. Trash Pit

Ashes from the cooking fire, gnawed bones, and miscellaneous clutter fill this pit. Anyone succeeding at a healing skill check (DC 15) recognizes some of the bones as human, the remnants of those



killed in the caravan ambushes, or who died working below. Searching the pit reveals nothing of value.

A 20 feet wide pit pierces the ground. It is filled to within five feet of the rim with bones, ashes, fragments of wood, and less readily identifiable bric-a-brac.

5. Latrine

A filled-in hole nearby marks the former location of the latrine.

The smell wafting from inside indicates this is a latrine. The only furnishing is a wooden board with two circular openings serving as a seat.

6. Barracks

The normal gnolls, warriors, and scouts all sleep here. Besides the doors, the only opening is in the roof above the firepit in the northern part of the chamber. A stack of firewood is piled neatly against one wall. The gnolls' sleeping pelts cover the floor. Sleeping hand members, or those off duty, are normally found here. If an alarm is raised, the gnolls ready for five rounds before they begin exiting the southern door, two per round. They do not have time to don armor, but have their shields and weapons.

An effluvia mixed of wood smoke and too many creatures kept in one place for too long assaults your nostrils as you enter. The large open room stretches back 30 feet. Two doors are in the far wall. An opening near the back of the room breaks the roof directly above a fire pit. Torn and dirty furs cover a dirt floor.

7. Doublehand Leader Quarters

A simple bed and a chest are all the furnishings in this room. The chest contains a spare set of scale armor.

A crudely made bed is pushed against the far wall of this small room. At the foot of the bed is a chest.

8. Doublehand Leader Quarters

Similar to the above, except the chest contains a short bow and 20 arrows.

9. Cell

This cell is completely empty. The door is unlocked.

10. Cell

The gnome merchant Hrandeth of Clan Alazzar is in this locked cell. The door, which is solid, is heavier than the other doors in the compound. The key is in area 11. The players receive 200 Story XP for freeing him.

A figure sits huddled in a corner of the small room. Hesitantly, a bearded face is raised to stare at you. The gnome's mouth opens in disbelief, and he slowly pulls himself to his feet.

Strong Wooden Door: 2 in. thick; hardness 5; hp 20; AC 5; break DC 23; open lock DC 18.

Hrandeth. LN male gnome, Exp 5; hp 25. He is anxious to leave, and very grateful to the adventurers. Much as he would like to, he is unable to pay any reward to the PCs without his shipment of spices (see 23). If the PCs recover the shipment, and give it to him (he needs a loan of 25 gp to arrange its transportation), six weeks later he returns the 25 gp with the 500 gp reward previously promised to the heroes. If no reward was promised, he still sends 300 gp for his rescue. Although not able to fight, he has learned a few things that might be useful.

“A few times I heard two humans talking outside my cell, although I have only actually seen gnolls bringing me my food.”

“When I was first brought to the fort after the ambush, I saw a wagon with my belongings enter a large building just north of here. My apprentice, my nephew Obvim, was forced to go in there along with several human employees. I have no idea what happened to any of them since.”

“The gnoll leader, Brindlenak, questioned me several times. I was forced to give him the name of a relative that could be contacted to arrange a ransom, although I knew it was unlikely to be paid. He seemed very anxious to know if any members of my group practiced magic.”

11. **Brindlenak and Jebadoh.**

There are no openings other than the doors. When not otherwise about their duties, the gnoll leader Brindlenak and the Druid Jebadoh are found here. If the Druid is here, his animal companion Tathos is resting next to the door, effectively preventing an unnoticed entry. An oil lamp is lit on the table. If all three are here, the encounter level is 6. In the chest is clothing, and the key to the cells at 9 and 10.

Two beds, a chest, a table with an oil lamp and a chair are in the room. The furnishings are crudely made, but functional. A door pierces the opposite wall.

If Brindlenak is freed of his slave controller, he is totally confused by the faint memories of the last six months, and unable to answer any questions. Around his neck on a thong is the key to the strongroom at 12.

Jebadoh appeared voluntarily at the fortification. A druid, he believes in direct

action to curtail the spread of civilization into wilderness areas. He saw the bandits as a force that could be directed to that end, not realizing what he was getting into. Freed of his controller, he still maintains his beliefs, and does not willingly aid the party, not that the faint memories he retains would be of much help.

12. **Strongroom**

Pay for the garrison is stored here. The door is locked (Open Lock DC 20). A small chest is in the room. The door is also trapped.

A chest sits against the far wall.

Thunderstone Trap: CR1; A thunderstone rests above the door, ready to fall and break if the door is opened; Fortitude save avoids (DC 15); Search (DC 20); Disable Device (DC 12).

The chest is unlocked, and contains 600 gp, 1600 sp, and a spare thunderstone.

Levering open the chest's lid reveals two sacks. Undoing the tie binding the neck of one, mingled gold and silver coins are visible inside.

13. **Stables**

The controlled ogre normally sleeps just within the door. The effect of the slave controller reduces the ogre's intelligence to such a low-level that he is used only for simple tasks of manual labor.

The interior forms one large room, four wooden posts helping to support the roof. To the left of the entrance, half a dozen mules are tethered. To the right are piled crates, bales, and barrels. Further back are two caravan wagons. In the far corner on the left is a pile of what appears to be animal feed.

Along the west wall are six mules, tethered to a rope stretching north to

south. In the southeast corner are piled boxes of supplies (mostly dried provisions) and low-grade items captured from caravans, such as bales of cotton and crates of unrefined ore. Besides the difficulty of transporting the items out of here, someone without knowledge of the markets where these are desired could only sell them for about 150 gp. (Such knowledge, and the time taken to transport them there, would triple the net proceeds.)

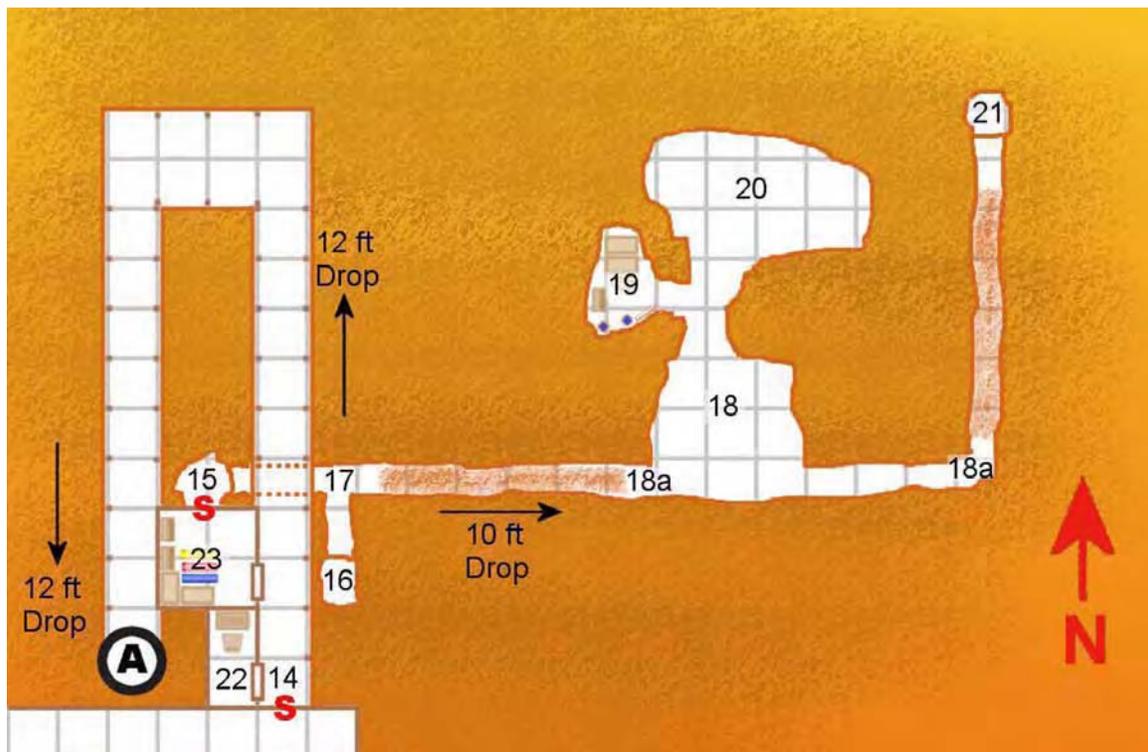
To the northwest is feed for the mules. To the northeast are two wagons. The mostly human servitors of the master (see part II) take one or two wagons to the nearest large town north of here about once a week. They purchase supplies, fence stolen goods, and if they have seized an extra wagon, they sell both the wagon and the mules pulling it.

13a. Hidden Entry

A secret panel in the wall leads to the tunnels of the true master of the bandits.

The panel can be found on a Search skill check (DC 22). There are scuff marks in the dirt floor next to the wall here, some of which are partly cut off by the wall. Someone with the Track feat may notice this (Wilderness Lore skill check DC 16), or they may be seen with a Search skill check (DC 20).

The true mastermind of the bandits has built a lair under the gnoll fort. This leader, a devil, is using the proceeds of the raids to fund its own magical research, the better to protect itself against its enemies. A small band of wererats has also established a home here, stealing from the bandits. Their depredations have not yet been discovered. Burials from the long-vanished inhabitants of the fort, as well as survivors of an ancient battle are also present.



Part II: Upper Level

Besides the entry tunnel to the lower level, a wererat lair has been tunneled into the soft dirt of the hill that forms the northern side of the fort. The doors and walls of areas 21 and 22 are of wood, and have the same characteristics as the fort buildings in part I. There is no permanent lighting; the human guards carry oil lamps when moving around.

14. Tunnel

Connecting through the secret door at 13a, this tunnel slopes downward, going down about 12 feet by the time the landing is reached. At the other end of the landing, the tunnel continues, dropping another 12 feet until it ends at a cave.

A tunnel cuts through the dirt of the hill above, heading directly away from you and sloping sharply downward. Wooden supports have been placed every five feet. To your left, the wall is of wood, not dirt, for about 20 feet. Two doors are inset in the wall.

15. Secret Entry to Storeroom

This is the entry the wererats use to pilfer goods from the bandits. They are most active after a raid, when newly captured items are stored here that they can steal before everything is properly catalogued. Sometimes, the gnolls even blame each other for stealing such items!

A cavity has been hollowed in the dirt, just large enough to fit a human. There is no floor; a few crude wooden rungs lead downward to a three-foot wide tunnel heading east.

If the PCs assault the underground levels without detecting them, the wererats take advantage of the confusion

to steal as much as possible, including everything in area 23.

16. Listening Post

A wererat, in hybrid form, is stationed here to try to hear what is going on in the adjacent tunnel, 14. The short tunnel connecting to this post goes up eight feet right at 16 (requiring another crude ladder), reaching the same level as the bandit tunnel. Deliberately, there is no actual connection with that tunnel. The party may be able to detect this hollow, or the portion of the wererat tunnel connecting 15 and 18 that goes under the bandits' tunnel, while in corridor 14. This requires a successful Search skill check (DC 22). An elf does not automatically get a chance to detect the hollow just by walking by, since it is not actually a secret door.

Creature (EL 4): If the wererat detects the party coming from 15, he tries to retreat to area 18.

Male Wererat Rog1: CR4; Medium-sized Shape-changer; AL N; three alternate forms, human form not shown.

Hybrid Form: HD 1d6+1; hp 7; Init +4; Spd 30 ft.; AC 17 (touch 14, flat-footed 13); Atk +4 melee (1d6/18-20, rapier) +2 melee (1d4 bite); SA Curse of Lycanthropy, Multi-attack, Sneak Attack +1d6; SQ Damage Reduction 15/silver, Rat Empathy, Scent; SV Fort +5, Ref +6, Will +4; Str 10, Dex 19, Con 13, Int 10, Wis 10, Cha 10.

Skills: Balance +6, Bluff +4, Climb +14, Disable Device +4, Hide in Cover +12, Listen +10, Move Silently +11, Open Lock +9, Search +10, Spot +10. **Feats:** Blind-fight, Dodge, Improved Control Shape, Multi-attack, Weapon Finesse (Bite), Weapon Finesse (Rapier).

Possessions: Rapier, 15 gp.

Dire Rat Form: As hybrid form except for these changes. Small-size; Spd 40 ft., Climb 20 ft.; AC 18 (touch 15, flat-footed 14); Atk +4 melee (1d4 bite); **Skills:** Hide in Cover +16.

17. Wererat Tunnel

These narrow tunnels connect the main wererat lair with an exit to the outside and the underground bandit level.

A narrow three-foot by three-foot tunnel snakes off ahead of you. Crude wooden boards run along the tunnel's roof, braced by wooden posts every few feet.

Any combat in the tunnels is severely limited. Large weapons are unusable, as are medium weapons that are not useful for thrusting. A rapier or halfspear would be useful in these conditions, but such weapons still receive a -2 circumstance penalty to hit. Small weapons receive a similar penalty. Tiny weapons can be used without penalty.

18. Common Chamber

The wererats gather here when they have nothing else that they need to do. A roughly circular chamber has been hollowed out. The roots of a large tree provide most of the support to the walls and ceiling, aided by timber cross bracing.

Creatures (EL 8): Urt, Din, and a male wererat in hybrid form, are usually found here.

A few roots and vertical braces block the middle of the room. In the northeast corner are piled games (decks of cards, a tarot deck, and a chess set). On the south wall, someone has set up a target, now badly torn and cut by the knives that have been thrown at it.

An oil lamp is normally kept burning here; it is extinguished as soon as any intruders are detected.

Tactics: If intruders are noted coming down either of the tunnels connecting to this room, Urt tries to meet them in one of the trapped sections of the tunnels. At first, he tries to negotiate with them, offering information about the bandits. He is familiar with the number of gnolls,

their patrol schedule, and the upper level. He has not been in the bandits' section of the lower level, and stays away from the graves there since he can sense a deadly presence.

If the PCs insist on advancing, or attack him, he yells out to trigger the traps (see 18a below), relying on his abilities to prevent his own entrapment. If outmatched by a foe he is fighting in one of the tunnels, he retreats into 18, allowing other wererats to flank and sneak-attack his opponent. If setting off traps blocks both tunnels, it only takes the wererats about two hours to dig a new exit to the surface.

If the PCs successfully negotiate with the wererats without attacking them, they should receive experience for a CR7 encounter.

Male Wererat Rog1: For stats, see 16; hp 7.

Urt, Male Wererat Leader Rog4: CR7; Medium-sized Shape-changer; AL N; three alternate forms.

Human Form: HD 4d6+4; hp 23; Init +2; Spd 30 ft.; AC 14 (touch 12, flat-footed 14); Atks +5 melee (1d6+1/18-20, rapier), +2 melee (1d4/19-20, dagger); SA Sneak Attack +2d6, Two-Weapon Fighting; SQ Evasion, Rat Empathy, Uncanny Dodge; SV Fort +5, Ref +6, Will +4; Str 12, Dex 15, Con 12, Int 12, Wis 11, Cha 12.

Skills: Balance +5, Bluff +4, Climb +13, Disable Device +10, Gather Information +8, Hide in Cover +13, Listen +11, Move Silently +12, Open Lock +11, Search +12, Sense Motive +4, Spot +11. **Feats:** Ambidexterity, Blind-fighting, Improved Control Shape, Two Weapon Fighting.

Possessions: Masterwork rapier with silver inlay, dagger, masterwork thieves' tools, 30 gp.

Hybrid Form: HD 4d6+8; hp 27; Init +5; Spd 30 ft.; AC 18 (touch 15, flat-footed 18); Atk +9 melee (1d6+1/18-20, rapier) +4 melee (1d4/19-20, dagger) +6 melee (1d4 bite); SA Curse of Lycanthropy, Multi-attack, Sneak Attack +2d6; SQ Damage Reduction 15/silver, Evasion, Rat Empathy, Scent, Uncanny Dodge; SV Fort +6, Ref +9, Will +4; Str 12, Dex 21, Con 14, Int 12, Wis 11, Cha 12.

Skills: Balance +8, Bluff +4, Climb +17, Disable Device +10, Gather Information +8, Hide in Cover +16, Listen +15, Move Silently +15, Open Lock +14, Search +16, Sense Motive +4, Spot +15. **Feats:** Ambidexterity, Blind-fighting, Improved Control Shape, Multi-attack, Two Weapon Fighting, Weapon Finesse (Bite), Weapon Finesse (Ra-

pier).

Dire Rat Form: As hybrid form except for these changes. Small-size; Spd 40 ft., Climb 20 ft.; AC 19 (touch 16, flat-footed 19); Atk +9 melee (1d4 bite); *Skills:* Hide in Cover +20.

Urt, besides wishing to enrich himself, is honestly concerned with the other wererats here. The three 1st level rogues are cousins. Mem and the youngsters are his family. These are natural lycanthropes, an exception to the rules, and are not forced to be LE in alignment.

If any wererats are missing, Urt goes outside and attempts to find out what happened to them. If the adventurers are holding them, he tries to sneak into their camp and free them. If that fails, he tries to negotiate a release, offering information and a ransom. If a wererat has been turned over to Captain Destrani, assume that the first night after Urt learns of it a successful escape is engineered (the prison facilities are still extremely crude).

Din's personality is described in the section on Thornbury, in part I.

Din, Female Wererat Rog1: CR4; Medium-sized Shape-changer; AL CN; three alternate forms.

Human Form: HD 1d6+1; hp 7; Init +3; Spd 30 ft.; AC 15 (touch 13, flat-footed 12); Atk +0 melee (1d6/18-20, rapier); SA Sneak Attack +1d6; SQ Rat Empathy; SV Fort +5, Ref +5, Will +5; Str 10, Dex 16, Con 12, Int 13, Wis 12, Cha 13.

Skills: Balance +5, Bluff +5, Climb +13, Disable Device +5, Gather Information +3, Hide in Cover +11, Listen +5, Move Silently +10, Open Lock +7, Pick Pocket +10, Search +7, Sense Motive +3, Spot +7, Tumble +5. *Feats:* Improved Control Shape, Run, Skill Focus (pick pocket) (All skill focus feats in this module use a variant rule to add +3 to a skill rather than +2).

Possessions: Rapier, 31 gp.

Hybrid Form: HD 1d6+2; hp 8; Init +6; Spd 30 ft.; AC 19 (touch 16, flat-footed 13); Atk +6 melee (1d6/18-20, rapier) +4 melee (1d4 bite); SA Curse of Lycanthropy, Multi-attack, Sneak Attack +1d6; SQ Damage Reduction 15/silver, Rat Empathy, Scent; SV Fort +6, Ref +8, Will +5; Str 10, Dex 22, Con 14, Int 13, Wis 12, Cha 13.

Skills: Balance +8, Bluff +5, Climb +16, Disable Device +5, Gather Information +3, Hide in Cover +14, Listen +9, Move Silently +13, Open Lock +11,

Pick Pocket +13, Search +11, Sense Motive +3, Spot +11, Tumble +8. *Feats:* Improved Control Shape, Multi-attack, Run, Skill Focus (Pick Pocket), Weapon Finesse (Bite), Weapon Finesse (Rapier).

Dire Rat Form: As hybrid form except for these changes. Small-size; Spd 40 ft., Climb 20 ft.; AC 20 (touch 17, flat-footed 14); Atk +7 melee (1d4 bite); *Skills:* Hide in Cover +18.

18a. Tunnel Traps

A manual trigger pulls a rope attached to the tunnel supports, and knocks them down in the shaded area, causing the dirt roof to collapse.

One of the boards that, moments before, was over your head forming part of the roof falls, nearly hitting you. A torrent of dirt follows it, threatening to bury you. You choke on dust, and struggle against the dirt threatening to bury you

Collapsing Roof Trap. CR2. The collapse itself causes no damage. Characters in the bury zone on a successful Reflex save (DC 15) are assumed to have created a clear pocket around themselves when the roof collapsed, and begin to dig themselves out as noted in the rules; Search DC 20; Disable Device DC 16.

19. Storeroom

Various items crowd this chamber.

This small room is jammed with baskets, shovels, buckets, crates, a bundle of animal pelts, and a small chest.

The baskets and shovels are used to extend the wererat tunneling and dispose of the dirt. The crates of dried rations and wolf pelts were stolen from the bandits. The pelts are worth 100 gp total. The buckets are for bodily waste disposal, and smell like it.

Wooden Chest: 2 in. thick; hardness 5; hp 20; break DC 23; open lock (DC 20). Inside is a golden hand mirror with ten small inset garnets (worth 1,300 gp), 1,100 gp, and 300 sp.

Opening the chest, a golden hand mirror lies half sunken in mostly golden coins almost filling the chest.

Hidden Stash: Search DC 22. Hidden in the dirt wall of the storeroom is a small bag. Inside are gems: deep blue spinel (400 gp), golden yellow topaz (500 gp), black pearl (600 gp), and a blue star sapphire (1,400 gp).

20. Living Quarters

Three wererat youngsters and their mother are in this room.

The faint odor of wet fur is noticeable. Three small hybrid wererats, the tallest still only half the size of any others you have seen, cower, visibly shaking, in the furthest part of the room.

Creatures (EL 6): Mem, the mate of Urt and mother of the three children here, is content to let Urt lead the group while she concentrates on raising their youngsters.

Blankets and green boughs hide the dirt floor. It is surprisingly clean, since the cover is changed frequently. To one side sits a cooking pot (a few times a week the pot is carried outside to properly cook a meal), cutlery, and a neat stack of wooden plates, cups, and spoons. A bucket of clean water is to the side.

Wererat Children, 2 Male, 1 Female (3): They can make no effective attack, and PCs gain no experience for slaying them; hp 3, 4, 5.

Tactics. Mem shuttles between here and area 18 if there is an attack, to keep current on what is happening. If the PCs are forcing their way into 18 from one of the tunnels, she attempts to escape with the youngsters through the other tunnel. If things go very badly, she stays in here and defends her children to the death.

Mem, Wererat Rog3: CR6; Female Medium-sized

Shape-changer; AL N; three alternate forms.

Human Form: HD 3d6; hp 19; Init +1; Spd 30 ft.; AC 13 (touch 11, flat-footed 13); Atk +3 melee (1d6+1/18-20, *rapier*); SA Sneak Attack +2d6; SQ Evasion, Rat Empathy, Uncanny Dodge; SV Fort +4, Ref +4, Will +5; Str 11, Dex 13, Con 10, Int 9, Wis 12, Cha 11.

Skills: Balance +4, Bluff +0, Climb +11, Disable Device +5, Gather Information +3, Hide in Cover +8, Listen +10, Move Silently +10, Open Lock +7, Search +9, Sense Motive +4, Spot +13. **Feats:** Alertness, Blind-fighting, Improved Control Shape, Toughness.

Possessions: Rapier, 25 gp.

Hybrid Form: HD 3d6+3; hp 22; Init +4; Spd 30 ft.; AC 17 (touch 14, flat-footed 17); Atk +7 melee (1d6+1/18-20, *rapier*) +5 melee (1d4 *bite*); SA Curse of Lycanthropy, Multi-attack, Sneak Attack +2d6; SQ Damage Reduction 15/silver, Evasion, Rat Empathy, Scent, Uncanny Dodge; SV Fort +5, Ref +7, Will +5; Str 11, Dex 19, Con 12, Int 9, Wis 12, Cha 11.

Skills: Balance +7, Bluff +0, Climb +14, Disable Device +5, Gather Information +3, Hide in Cover +11, Listen +14, Move Silently +13, Open Lock +10, Search +13, Sense Motive +4, Spot +16. **Feats:** Alertness, Blind-fighting, Improved Control Shape, Multi-attack, Toughness, Weapon Finesse (Bite), Weapon Finesse (Rapier).

Dire Rat Form: As hybrid form except for these changes. Small-size; Spd 40 ft., Climb 20 ft.; AC 18 (touch 15, flat-footed 18); Atks +8 melee (1d4 *bite*); **Skills:** Hide in Cover +18.

21. Wererat Lair Exit

The horizontal tunnel ends here. A vertical tunnel goes upward 18 feet, a wooden ladder firmly attached to the wall. At the top, a wooden cover hides an exit to the forest. It comes up in a small grouping of bushes. If PCs in the forest have some reason to be suspicious of these bushes (they have noted activity), a Search skill check (DC 12) reveals the exit.

22. Upper Guard Room.

A single guard is on duty here at all times.

This simply appointed room, lit by an oil lamp, contains only a desk with two drawers and a chair.

Creature (EL 2): If given the opportunity, the guard runs down the ramp to the door at 31, banging on it to give warning. Then he defends the door to give the others a little more time to prepare.

Warrior, War3: For stats, see area 33 ; hp 17.

A lit lamp is on the desk. One of the drawers in the desk has a false bottom (Search skill check (DC 15) to find). Inside is a key to one of the locks for the door at 31.

23. Storeroom

The more valuable items taken from caravans are stored here.

Crates, bolts of cloth, and two small chests, as well as a small pile of gleaming metal ingots, are piled against the far wall.

The two chests contain spices from the gnome trader Hrandeth's caravan. A successful Profession (herbalist) or Craft (cooking) skill check (DC 12) identifies the



spices. All are used to flavor food, or to protect it from spoilage. The spices are worth 950 gp.

You open one of the small chests. A pleasant smell emanates from the open chest, bringing to mind some of the better meals you have had. Half a dozen tightly sealed oilcloth bags are inside. Undoing the leather binding on the neck of one reveals an inner bag. Inside this is a fine powder; with the bag open, the pleasant smell is much stronger.

The bolts of cloth are worth 350 gp, the pile of five electrum ingots 100 gp. The three crates contain fittings for wagons, doors, and harnesses, worth 300 gp. Knowledge of the right markets, and taking the time to transport them there, would net two to three times these values.

Lower Level – Caves

Some natural caves were encountered while the lower level was being excavated. Located here are burials from the original inhabitants, as well as the leavings from a long ago battle. There is no natural or artificial lighting in these caves.

24. Burial Cave

The passage to the north connects to the upper level. To the south is the locked door to the guards' area. To the east are piled rock chips from mining. A line of rocks marks the west edge of the safe path. Any further to the west and intruders would be subject to attack by guardian shadows (see next entry). When originally creating these levels, the miners followed the almost-choked natural passage that led from the caves to the surface.

This is a natural cavern. Twenty feet ahead, an iron door is visible. Near

at hand, piled along the rough eastern wall, is a five-foot high pile of rock chips. The cave opens out to the west, gradually sloping downward. A line of stones marks the western edge of the path connecting the ramp up and the iron door.

The air is damp and cool. A slight breeze flows toward the northern tunnel opening.

25. Ancient Graves

The original builders of the earthen fortification on the surface performed burials here many hundreds of years ago. Dozens of individuals were interred here. The dual action of water and time has exposed some of the skeletons. The garrison has been using this section of the cave as a convenient dumping ground for their trash.

The ground sloping down to the western wall is covered in trash and of-fal. At several places along the western wall, poking up from the sediment making up the cave floor, are blackened bones. A black, leaf shaped stone is also visible. South of here, the cave narrows, and the roof angles closer to the floor.

Creatures (EL 5): The graves are not without guardians. Any character that succeeds in a Scry skill check (DC 15) has the feeling he or she is being watched. If the graves are disturbed, their guardians attack.

Guardian Shadows (2): See the end of the adventure for their full statistics; hp 17, 22. The shadows are confined to this cave, and cannot enter the cave at 26, or go east of the line of stones bisecting the cave.

The inhabitants of this level are aware of the shadows and know their limitations, which is why the stones are in place. They have assumed (correctly) that nothing of value is to be found in the

graves. If the graves are fully searched, which requires some six hours of digging, the adventurers find only a collection of semi-precious stones from necklaces, bone hafts of tools from which the copper heads have corroded away, and obsidian knives. The three-dozen semi-precious stones that may be found are worth 100 gp in all.

A heavy rain on the surface quickly results in rivulets of water collecting at the west end of the cave, flowing into 26, where the water forms a shallow pool to the southwest before it is absorbed by the ground.

26. Shaman Burial

A single body is here. The ceiling averages only four and a half feet above the floor in the northern part of the cave.

The western wall of the cave is covered in drawings rendered in blacks and reds. Most depict animals, and the human hunters of them, although a few are stylized geometric figures. A cairn of stones formed into a rectangular pile lies next to the wall.

Creature (EL 3): The cairn marks the burial of a shaman of the tribe that once lived above. The guardian shadow here is aware of the desecration that is occurring at 24 (the dumping of trash), and appeals to the characters to try to get them to do what it cannot. It leads them south to the opening at 27, since the path leads toward the desecrators. Read the following if the characters approach the cairn, adding the portion in bold if their instantaneous reaction is not to attack the shadow when it appears.

As you peer at the cairn, you sense something is not right. Then you realize one of the shadows is not cast by any

object, in fact, it seems to be moving of its own volition.

The shadow moves a short distance to the south, and then returns to the cairn. It repeats this several times, then halts, eight feet from the cairn, as if waiting for something.

One of the symbols on the wall is an ancient symbol for a forgotten druidic god. A knowledge (religion) skill check (DC 16) identifies it. If any characters are present who are druids, they are led by the guardian shadow to the middle of the western wall. Under a rock is Quaal's Feather Token (Tree). This item can also be found on a Search skill check (DC 16). If the grave is disturbed, or the shadow is attacked, it fights.

Guardian Shadow: See the end of the adventure for full statistics; hp 24.

Due to the low ceiling, large weapons suffer a -2 circumstance penalty to hit. A party that interacts with the shadow without fighting, following its instructions without attacking it, should receive the same experience for this encounter as if they had defeated it.

If the grave is opened, from the disarrangement of the bones within the PCs know it was desecrated once long ago, and covered again. A few semi-precious stones worth 15 gp are the only treasures left. Opening the grave could cause a problem for any character that worships a druidic god.

27. Tunnel Entrance

The roof continues to drop closer to the floor in the southern part of the cave, in places dipping below three feet. A narrow tunnel twists out of sight to the south. Its entry is partially blocked by fallen rock. If not brought here by the shadow from the 26, a Spot skill check (DC 16) is needed to find this entrance. A Search automatically uncovers it. (The

description assumes the party has followed the shadow.)

The shadow is difficult to pick out as you follow it over the rubble-strewn floor. The ceiling gradually approaches the floor as you walk south. After about 20 feet, where it appears that you may need to proceed on hands and knees, the shadow stops. For a moment, you are confused, since the cave appears to end in a wall. Then you realize that obscured behind several large rocks is the opening of a passage that continues south. When you glance back to where the shadow was, it is now gone.

28. Tunnel Fork

The twisty tunnel forks here. The description assumes travel from the north.

The tunnel branches here. To your left, one fork continues roughly south-east. To your right is a passage to the southwest, barely wide enough for a human to fit through.

Creature (EL 3): A wight is hiding in the southwest branch, and charges by surprise the first living being reaching the fork (requires an opposed roll of the wight's Hide check versus a Spot check).

Wight: CR 3; Medium-Size Undead (5 ft. tall); HD 4d12; hp 26; Init +1; Spd 30 ft.; AC 15 (touch 11, flat footed 14); Atk +3 melee (1d4+1 and energy drain, *slam*); SA Energy drain, create spawn; SQ Undead; 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. **Feats:** Blind-Fight.

The wight has been here for centuries, and will not pursue beyond the immediate area.

29. Imprisonment Sphere

A sphere of temporal stasis is here, created by the casting of the imprisonment

spell. Time within the sphere has ceased to flow, and the sphere itself is immune to physical and magical damage.

A solid bubble stands almost completely uncovered, just about blocking the passage. Its surface is shiny, reflecting all light that falls upon it.

Use of *detect magic* finds a strong aura being emanated by the object. If a Spellcraft skill check (DC 24) is made in conjunction with this spell, the aura is recognized as from the Transmutation school (imprisonment is from the Abjuration school, but the result resembles the effect of the Transmutation *temporal stasis* spell).

Creature (EL 8): Dispel magic is unlikely to succeed at ending the temporal stasis, since a Dispel check must be made against a DC of 29. However, the age and nature of the spell that created the sphere is such that it can be cancelled with a simple key, touching the sphere with the bare flesh of an intelligent creature. After touching the sphere, it takes three rounds for the spell to fully fade away. The first round, the PCs can make out a shadowy shape inside the sphere. The second round, they can clearly see what is inside, although the "bubble" is still faintly visible. The third round the creature appears to be free, although it is still unmoving and neither magical nor physical damage yet affects it. The fourth round it actually is free. This gives the heroes time to prepare (or run away).

Inside the sphere is a destrachan, which attacks. The PCs are considered to have surprise on the Destrachan. The creature cannot fit through the narrowed passage that leads back to 28, although using its sonic abilities it can widen the passage enough with a few minutes work. If left alone, within a half hour it

will have climbed the tunnel at 24 far enough to reach a point where the rock walls change to dirt. It then uses its sonic ability to burrow into the dirt, off to search for a larger cave complex. Since the tunnel it digs collapses behind it, it cannot be followed.

Destrachan: CR 8; Large Aberration (9 ft. long); HD 8d8+24; hp 61; Init +5; Spd 30 ft.; AC 16 (touch 10, flat footed 15); Atk +9/+9 melee (1d6+4, *claw*); SA Destructive harmonics, reverberating harmonics; SQ Blindsight, protection from sonics; Face/Reach 5 ft. by 10 ft./5 ft.; AL NE; SV Fort +5, Ref +3, Will +10; Str 18, Dex 12, Con 16, Int 12, Wis 18, Cha 12.

Skills: Hide +7, Intuit Direction +10, Listen +25, Move Silently +10. **Feats:** Dodge, Improved Initiative.

30. Imprisonment Sphere

A sphere of *temporal stasis* is here, created by the casting of the *imprisonment* spell. The same general considerations apply as at 29, above.

A solid bubble sticks out of the wall, as the tunnel widens to nearly ten feet. Its surface is shiny, reflecting all light that falls upon it.

Creature (EL 9): Inside is the ogre mage Lakul. He had the misfortune to anger a powerful wizard who favored the imprisonment spell. He summoned the Destrachan in the other sphere using a minor artifact, no longer in his possession, so it is just as likely to attack him as anyone else.

Lakul instantly recognizes what has happened, and that an unknown amount of time has passed since he was imprisoned. He is still weakened from his last combat, and is willing to talk to find out something of the time in which he has appeared. If he senses those he is talking to are weak or fearful, he demands information, otherwise he disassembles and acts quite calmly. He is ready to defend himself if attacked.

Since Lakul is injured, and has expended some of his spells and abilities, PCs should get only half experience if they manage to defeat him (which lowers the encounter level by two). If the heroes were to encounter him fully rested, they would get full experience.

Tactics: If forced into combat, Lakul concentrates on any individuals who appear to be rogues and are in position to flank him. He next engages fighting types, relying on his spell resistance to handle any spells. His darkness ability is used to block the sight of those in the back ranks.

Lakul, Male Ogre Mage / Wiz3: CR 11; Large Giant (9 ft. 8in. tall); HD 5d8+15 plus 3d4+9; hp 59 (currently at 38); Init +4; Spd 30 ft., fly 40 ft.; AC 18 (touch 9, flat footed 18); Atk +8 melee (2d8+7/19-20, *greatsword*); SA Spell-like abilities; SQ Regeneration 2, SR 18; Face/Reach 5 ft. by 5 ft./10 ft.; AL LE; SV Fort +8, Ref +4, Will +6; Str 21, Dex 10, Con 17, Int 15 (17), Wis 14, Cha 17.

Skills: Concentration +9, Listen +8, Spellcraft +8, Spot +8. **Feats:** Improved Initiative, Lightning Reflexes, Power Attack, Scribe Scroll.

Spell-like Abilities: At will: darkness, invisibility; Once per day: charm person, cone of cold*, gaseous form*, polymorph self*, sleep; Cast as 9th level sorcerer, save DC 13 + spell level.

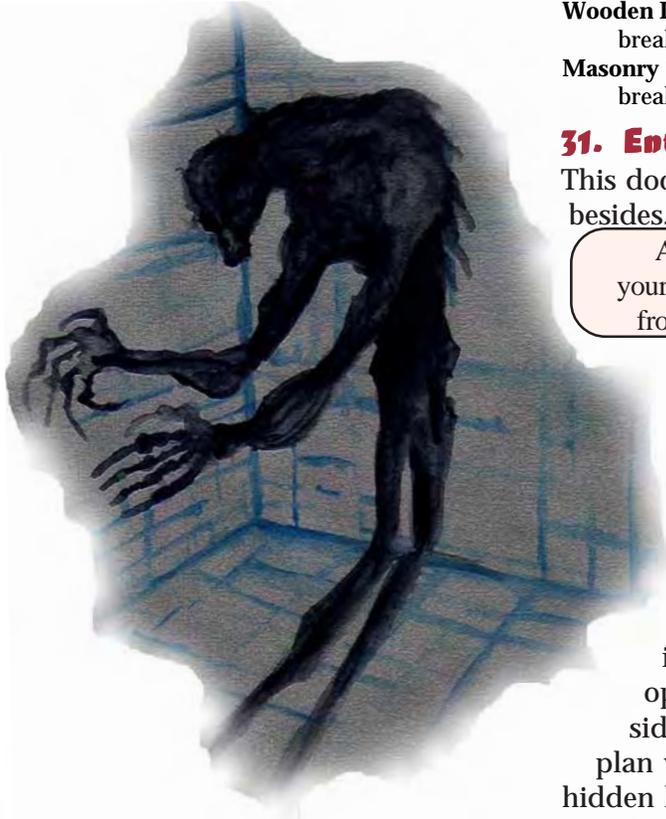
Possessions: Greatsword, masterwork large chain shirt, potion of hiding, scroll of slow, scarlet and blue ioun stone (already figured in), 20 gp.

Spells Prepared (4/3/2; base DC = 13 + spell level): 0-*detect magic* (X2), *detect poison*, *ray of frost*; 1st-*comprehend languages*, *shield**, *true strike*; 2nd-*bull's strength**, *see invisibility*.

Spellbook: 0-all spells; 1st-*alarm*, *burning hands*, *comprehend languages*, *hypnotism*, *identify*, *shield*, *summon monster I*, *true strike*; 2nd-*bull's strength*, *detect thoughts*, *see invisibility*, *melf's acid arrow*, *misdirection*, *summon monster II*.

Spells and spell-like abilities marked with an asterisk (*) have already been used and are unavailable without rest.

Development: Lakul is too big to fit through the passage leading back to 28, so the party can successfully flee if necessary. He rests as soon as possible to regain his abilities, then changes to gaseous form and seeks the surface, anxious to find his place in the current time.



Lower Level – Guards

All doors, unless noted otherwise, are of wood. The walls between rooms are two feet of stone masonry. Ceilings are ten feet high. Light is provided by torches with Continual Flame cast on them. The basic Listen skill check to notice loud noises, such as combat, is DC 0. Add +5 per closed door in the way, +1 per ten feet of distance. Trying to Listen directly through a masonry wall is almost impossible, adding +20 to the difficulty. Note there are small wall channels to allow the imp Ibnib to pass from 46 to 47 to 48 to 50. In between these, only add +1 per closed door.

It is likely that if combat occurs anywhere on this level it quickly alerts all of the guards.

Wooden Doors: 1½ in. thick; hardness 5; hp 15; AC 5; break DC 18.

Masonry Wall: 2 ft. thick; hardness 8; hp 180; AC 5; break DC 35; Climb DC 20.

31. Entry Door

This door has two locks, and is barred besides.

An iron door six feet across blocks your way. The door is featureless aside from two keyholes.

Iron Door: 4 in. thick; hardness 10; hp 120; AC 5; break DC 32.

The locks are very well made (each requires an open lock skill check (DC 30)). Unless at least one lock is opened in another way, it requires two *knock* spells to proceed. The original intent was to require a key to open this door from both an outside guard and an inside guard. The plan was later abandoned, but the hidden key at 22 was forgotten. The corridor inside the door slopes downward, going down ten feet by the time the first corner is reached.

Development. If the heroes are patient, the guard in the upper guardroom (22) is changed once every six hours. When this happens, the four guards from the lower guardroom (33), plus Thok (see area 36) and the replacement guard are present when the door opens. Once the replacement guard is out of sight, the door is normally closed and re-locked. The relieved guard is expected to return within two minutes; if not, Thok realizes something is wrong.

32. Guard Post

A single guard stands here, watching to the north.

Creature (EL 1): The guard has been instructed to first pull a lever at the corner, then run to the lower guardroom

(33) and alert the others there if the door at the north end of the corridor is forced.

Arbalester, Com1/War2: See statistics for 33, below; hp 10.

The lever dumps the oil tank at 41, which coats the floor of the ramped corridor to the north, starting ten feet in from the door, making it very slippery. Characters can move down the ramp at half speed if a balance skill check is made (DC 10, full speed movement requires DC 15). If failed, a character cannot move. Failing by five or more means the character tumbles to the bottom of the ramp. A drain at the base of the ramp conveniently collects the oil for re-use.

33. Lower Guard Room

Guards watch the main entrance here. The door to the corridor is left open.

Half a dozen chairs and a table with an interrupted card game on it occupy the center of the room.

Creatures (EL 5): If alerted by the guard outside, the guards here form a double rank at the base of the ramp, firing their crossbows upward. If enemies close in, the front rank of warriors engages them in melee while the rear rank of arbalesters continues to fire their crossbows. One arbalester is sent to warn Thok.

Arbalesters, Com1/War2 (2): CR1; Medium-sized Humanoid (5 ft. 6 in. tall); HD 1d4 plus 2d8; hp 11, 13; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14); Atk +3 melee (1d8+1/19-20, *longsword*) or +3 ranged (1d8+1/19-20, *light crossbow*); AL N; SV Fort +3, Ref +0, Will -1; Str 12, Dex 12 (10), Con 11, Int 10 (8), Wis 10 (8), Cha 10.

Skills: Listen +1, Spot +1, Climb -2, Hide -2. **Feats:** Point Blank Shot (already figured into above data).

Possessions: Chain shirt, longsword, light crossbow.

Warriors, War3 (2): CR2; Medium-sized Humanoid (5 ft. 6 in. tall); HD 3d8+3; hp 17, 19; Init +0; Spd 20 ft.; AC 15 (touch 10, flat-footed 15); Atk +5 melee (1d8+1/19-20, *longsword*) or +3 ranged (1d8/19-20, *light crossbow*); AL N; SV Fort +4, Ref +1, Will +0; Str 13, Dex 12 (10), Con 12, Int 10

(8), Wis 10 (8), Cha 10.

Skills: Listen +3, Spot +3, Climb -1, Hide -4. **Feats:** Cleave, Power Attack, Weapon Focus (*longsword*).

Possessions: Breastplate, longsword, light crossbow.

Besides the table and chairs, racks for crossbows are along the south wall.

34. Mining Storeroom

A wheelbarrow is to the left, while shovels, hammers, and picks line the walls.

Besides the supplies, a cover inset in the floor in the southwest corner allows access to the oil drained from the ramp.

35. Slave Quarters

Those who are captured and judged otherwise useless are put to work as slaves. When not needed to perform some task they are kept in this overcrowded room. The door is barred from the outside (otherwise, it has the normal characteristics of wooden doors on this level). In the ceiling in the western side of the room is the opening to a tunnel. Read the following if the party enters through the door.

As the door opens, seven ragged individuals meekly cast their gazes to the floor. Realizing you are not their normal guards, they lift their eyes to stare wonderingly at your faces. A young gnome pushes to the front, and opens his mouth...

Read the following if the party enters through the tunnel opening in the ceiling.

Light is visible ahead. Moving a little forward, you look down into a well-lit room. In the narrow slice you can see, two ragged individuals are sitting listlessly on the floor. They are neither armed nor armored.

Slaves (6): Hp 3, 2, 5, 4, 3, 2.

Obvim: N male gnome, Exp1; hp 5. He is the nephew of the gnome Hrandeth. The others have grown apathetic, resigned to their fate, but Obvim retained hope that somehow he would be rescued, and covertly kept his eye on his captors. He is quite willing to share what he knows with the heroes.

On his capture: "The gnoll attack took us completely by surprise. By the time the fighting was over, only five of us survived. When they took us back to their fort, most of the gnolls were sent into their barracks. A few of the leaders stayed with us. They separated my uncle Hrandeth from us; I don't know what happened to him. We were forced into the stables, and then humans took us down here. They separated out the two who had been guards for the caravan; when I saw them later, they seemed to recognize me, but ignored my pleas for help."

On an attempt at escape: "One of the slaves who was here when I arrived, the female halfling Lyra, noticed a crack in the ceiling of this room. She realized there was an opening behind it, and using a stolen tool, she widened it enough we could all fit through. She told us to wait while she checked out where the passage went. Not too long afterward, she returned. She had been horribly transformed, her skin pale and hardened, her hands made into claws. She killed two of us before our screams brought the guards.

"That was the only time I was ever glad to see our captors. They destroyed what had been Lyra, and the two fallen men when they rose again. They stuck around a little bit, then when nothing came out of the hole, that bastard half-orc Thok laughed. 'If anything else comes along we'll know soon enough,' he said, and they left, barring the door. By the gods, after that we were too frightened to do any more investigations." (*Reference to wight at 28*)

On entry at 46: "I only saw someone use that door at the north end of the hall a few times. They would pull on the three handles near the floor, and then pull the lever. I don't know what's in there; I never saw anything brought out."

36. Barracks

Off-duty guards are generally found here.

Beds line the north and south walls of this barracks. A mechanical device sits on a table at the east end, while a tall wooden cabinet is in the middle of the southern wall. There are two doors, in the middle of the north and west walls.

Creatures (EL 6): Thok is the leader of the guards. He was originally told he was being recruited as a mercenary, but at the first camp, he was drugged and given over to a slave controller. Raised among a human barbarian tribe, he has spent enough time around more "civilized" folk to learn something of war tactics.

Arbalester, Com1/War2: For stats, see 33; hp 13.

Warriors, War3 (2): For stats, see 33; hp 17, 15.

Thok, male half-orc Bbn4/Ftr1: CR 5; Medium-sized Humanoid (5 ft. 10 in. tall); HD 4d12+8 plus 1d10+2; hp 56; Spd 40 ft.; AC 14 (touch 10, flat-footed 14); Atk +9 melee (1d12+6/X3, *greataxe*) or +5 ranged (1d8/19-20, *light crossbow*); AL N; SV Fort +8, Ref +1, Will +0; SQ Rage 2/day, Uncanny Dodge; Str 19, Dex 13 (11), Con 14, Int 8 (6), Wis 10 (8), Cha 8.

Skills: Listen +5, Spot +2, Climb +1, Hide +1. **Feats:** Blind-fight, Improved Bull Rush, Power Attack.

Rage: While enraged, which lasts seven rounds, note the following changes: hp 66; AC 12 (touch 8, flat-footed 12); Atk +11 melee (1d12+9/X3, *greataxe*); SV Fort +10, Will +2; Str 23, Con 18.

Possessions: Masterwork chain shirt, *greataxe*, light crossbow, potion cure light wounds, keys to door at 31, and a note that reads, "1, 1, 3."

Tactics: If Thok becomes aware of an attack, he tells the guards to form up at the east end of the hallway north of the barracks, so that their missile fire can rake attackers coming from the west, and has them notify Nallis (see 37). Thok then

Guards of the Lower Levels

There are eight arbalesters, five warriors, Thok, Nallis, and Bindlebin. All low-level guards react to sounds of fighting or an alarm by running to the source of the trouble (but Bindlebin stays in his room). Only Nallis has enough experience to gather as many troops as possible before launching a counterattack. Mark guards who respond to an alarm so that they are not encountered twice.

All of these guards have slave controllers. Any of the guards who are freed of their slave controllers are confused, with only faint memories of this level, and unable to aid the party with either combat assistance or travel advice.

heads toward any sound of combat, to see what is happening and take a direct hand.

If freed of his slave controller, Thok is visibly shaken. He considers himself to have been subjected to frightful wizardry, and wants nothing more than to get as far from here as fast as possible. He believes his possessions have been tainted, and insists the PCs take it all, stripping off his clothing and everything. (The most memorable result of this adventure to the citizens of Thornbury could well be the screaming, naked half-orc who ran through their hamlet.)

The note on Thok gives the combination to the trap at 46 (he is colorblind, so he counts circles out from the wall). A slave controller worsens one's memory. A mechanical clock sits on a table at the east end of the room, used to track when shifts begin or end. The clock is worth 250 gp, and weighs 30 lb. Nothing is hidden in the beds. The cabinet contains spare changes of clothes.

37. Training

Weapons training is conducted here.

An archery target, a rack of wooden swords, a bed, chair and table, and oddly, a wheelbarrow, are scattered about. A ragged opening is in the southern wall.

Creatures (EL 4): Nallis is in charge of weapons training. Due to the lack of skilled fighters captured, she has had to improvise, training some of the captured drovers in the basics of handling crossbows. She has previously overseen training with the crossbow in the main north-south corridor, but since the slaves are not currently needed for other tasks, she has two slaves cutting a new passageway in the southern extension that is dedicated to this purpose when finished.

Slaves (2): hp 3, 4.

Arbalester, Com1/War2: For stats, see 33; hp 13.

Nallis, female human Ftr4: CR 4; Medium-sized Humanoid (5 ft. 4 in. tall); HD 4d10+8; hp 35; Spd 20 ft.; AC 19 (touch 10, flat-footed 19); Atk +8 melee (1d10+5/17-20, *Azak's Slicer*) or +4 ranged (1d8/19-20, *light crossbow*); AL LG; SV Fort +6, Ref +1, Will +1; Str 14, Dex 12 (10), Con 14, Int 11 (9), Wis 12 (10), Cha 11.

Skills: Climb -6, Hide -9, Listen +2, Spot +2. **Feats:** Exotic Weapon Proficiency (bastard sword), Mounted Combat, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Possessions: Azak's Slicer, half-plate, metal shield, keys to door at 31.

Azak's Slicer, +1 keen bastard sword: When the leader of an orchis tribe, Azak attacked a caravan containing several dwarven families, but he did not slay everyone at once. Instead, careful questioning revealed among the dwarves a smith and a mage. Azak set them to making arms and armor for himself and his followers, in return for the continued safety of their loved ones. The best weapon produced, Azak's personal arm, was this bastard sword. Although he was killed several years later in a battle with a band of knights, the sword has retained his name as it was passed from hand to hand since then.

Tactics: If alarmed, Nallis tells the guard to watch the slaves while she exits

the room to see what is happening. More cautious than Thok, she tries to gather as many guards together as possible and maximize the use of their missile fire (at which they are best) by engaging at the longest possible range, and then retreating into other rooms rather than meleeing. The first time Nallis has to engage any character directly in hand-to-hand combat, she receives a Will save (DC 16) since this is against her normal actions (see the description of the slave controller at the end of the adventure).

Nallis was the leader of the guards for the first caravan that was attacked. If freed of the slave controller, she retains enough faint memories to be incensed at what she has been forced to do, and insists on accompanying the party. She also insists that any other guards that are encountered not be killed, so that they can be freed of their involuntary servitude. If treated fairly, and allowed to keep her equipment, she bestows her magical sword upon them after the end of the adventure in gratitude for her rescue. She knows a little useful information about the master of this level.

"There's a trick to getting through that door at the north end of the corridor, but I can't quite remember what. Through the door is the master. Something horrible, not human, but all I can recall is a sarcastic voice, although I'm not sure if it is the master's. There's a woman there, too, a mage I think."

The desk contains a key to Bindlebin's room, 45.

38. Common Room

Guards gather here for meals.

Three plain tables and their associated chairs are here; two half-eaten meals sit on one table. A single door is in the eastern wall.

Creatures (EL 3): Two guards are eating a meal they have prepared, in poor position to resist an attack if surprised. **Arbalester, Com1/War2:** For stats, see 33; hp 15. **Warrior, War3:** For stats, see 33; hp 19.

39. Kitchen

All meals are prepared here.

The iron door to an oven has been placed within a matrix of cut stone to the southeast. Above the oven is an iron grill. On the ceiling, an iron awning collects the fumes, funneling them to a narrow opening leading upward. A wooden counter sits against the north wall, shelves below.

The counter contains only the expected cookpots, plates, and eating implements. A bucket of water sits in the southwest corner. The fumes are funneled outside, but through too small an opening for any creature larger than fine to fit inside.

40. Pantry

Tied bundles of wood, crates, and casks almost fill this small room.

The crates contain food, and the casks have fresh water. Several are empty, waiting for the next trip to a nearby town to be refilled.

41. Oil Storage

Oil reservoir for the trap described at 32. It is reached by going up a short flight of steps.

A two-foot-tall brass cask sits on iron supports four feet off the ground. Four fine tubes come from the bottom of the cask, disappearing into the base of the western wall. A horizontal iron rod comes from the southern wall, attached to a vertical rod that is connected to the bottom of the cask.

Although not possible to disable from the other side of the wall, on this side it is quite easy. A Disable Device skill check (DC 11) or Search skill check (DC 16) reveals a hole in the vertical rod; a pin is attached to this rod by a fine chain. Inserting the pin through the hole, and into a matching hole in a fixed plate behind, prevents the vertical rod from moving. Pulling on the handle at 32 can no longer trigger the release of oil.

42. Privy

A horizontal stone slab is to your right, a hollow in it forming a seat. The fact that the bottom is missing from the seat, as well as the smell, instantly indicates its function.

The slaves have the unenviable job of cleaning out the waste that accumulates here.

43. Treadmill

This is part of the air circulation system.

Two slaves turn to gape at you as you enter, as does a young guard. The slaves are standing on a wooden wheel, its top only slightly above the level of the floor. As the slaves goggle, they are no longer turning the wheel. A slight background “thud-thud” noise on this level, which you hadn’t consciously noticed up to now, suddenly becomes apparent, since it has stopped along with the wheel.

Creature (EL 1): The guard has orders to stay here and keep the treadmill turning, no matter what happens.

Slaves: Hp 2, 4.

Arbalester, Com1/War2: For stats, see 33; hp 13.

The treadmill powers the air circulation system in the room next door (44).

Slaves work in two-hour shifts at all hours to keep the air flowing.

44. Pumps

Part of the air circulation system. Add the text in bold in the description only if the treadmill is still turning.

An elaborate machine of wood, brass, and two leather bellows occupies almost the entire room. You could just squeeze through to the north to reach the door in the eastern wall. The bellows are rhythmically opening and closing. **First, one closes with a thud, then the other one.**

Air is circulated throughout the complex using the pumps here. The actual circulation is through piping connecting to every room; the piping is so small only a fine creature could fit into one. Long pipes connect to the surface, on the hill that forms the north edge of the gnoll fort, to bring in fresh air. The surface intake of the pipes could be found with a Search skill check (DC 18). If they are plugged, it takes Bindlebin an hour to figure out what happened. Shortly thereafter, a gnoll doublehand investigates.

45. Workshop

Read the text in bold only if Bindlebin realizes someone is coming through his door.

A table holds several stones roughly worked into the rectangular shape of the blocks making up the walls. Another holds a tangle of metal piping, plates and springs. Besides the bed and desk, of more immediate interest is the ballista pointed your way on the other side of the room, **and the gnome who stands beside it. “Can’t leave a gnome be to work on his inventions?” he yells, “Then help me try one out.”**

Creature and Trap (EL 5): Bindlebin has overseen the construction work down here, including the design of all of the traps. He has installed an alarm on the door to inform him if anyone tampers with the lock, as well as placed the ballista to handle anyone who actually opens the door. The bolt loaded in the ballista has been modified to carry a flask of alchemist's fire. If the ballista trap is disabled, he manually triggers the device, although due to his changes the bolt only attacks with a +5 bonus.

Door Alarm: A short chain connects the lock to a bell mounted on the door. Any attempt to manipulate the lock, including using the proper key, causes the bell to sound; Search (DC 24); Disable Device (DC 24).

Ballista Trap: CR3; Ranged +10 (3d6+1d6 fire and splash 1 point, 1d6 fire the second round/X3, *bolt*); Search DC20; Disable Device DC20; The rope that triggers the trap is attached to an eyelet next to the door, then to the bottom of the door itself, so it can only be detected after the door has started to open. Opening the door all the way, or entering the room, triggers the trap.

Bindlebin, Male Gnome Exp5: CR 4; Small Humanoid (3 ft. 6 in. tall); HD 5d6+5; hp 24; Init +1; Spd 20 ft.; AC 12 (touch 12, flat footed 11); Atks melee +3 (1d6/19-20, *shortsword*); SQ gnome abilities; AL LN; SV Fort +2, Ref +2, Will +4; Str 11, Dex 15 (13), Con 12, Int 15 (13), Wis 13 (11), Cha 10.

Skills: Knowledge (Architecture) +5, Knowledge (Mechanics) +9, Listen +4, Profession (Inventor) +11, Profession (Mining Engineer) +11, Spot +2. **Feats:** Skill Focus (invention), Skill Focus (mining).

Possessions: shortsword.

Development: Bindlebin knows he is no fighter, and even if he realizes there are intruders present, he stays in his room. Sometimes slaves are set to work here at reshaping the stones that make up the walls. Bindlebin also fiddles with his mechanical inventions, which explains the parts on one of the tables.

He was originally kidnapped from a nearby town. Freed of his slave controller, his thickheaded obstinacy immediately causes him to think of all the damage this unexpected hiatus has done to his life.

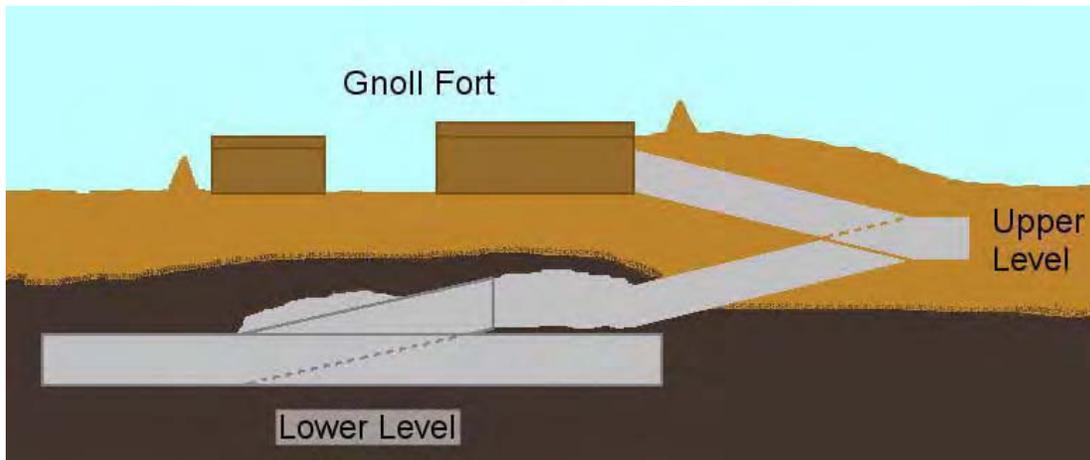
"You will have to excuse me, I must leave at once. Why, several commissions must be long overdue. My reputation could be ruined!" This won't prevent him from noticing the plan laid out on the desk. Fascinated by work that he can barely remember, he searches the room to gather any writings. "Since I wrote them, all of these are obviously mine." He grudgingly allows the heroes to borrow them while they are cleaning out this level. If the PCs keep any of his possessions, he trails along at the rear of the party, watching to make sure they do not damage or try to steal what is his. Bindlebin offers no reward (or even thanks) for his rescue.

On the desk to the southeast is laid out a plan of this level. It includes all of the worked areas, including the northeast, but not the natural caves and passages. In the chest by the desk are plans of the upper tunnel (and the two rooms off of it) and the gnoll fort, and all the traps on this level. Anyone with these plans gains a +2 circumstance bonus to a Disable Device check for any trap on this level. The bits of metal plating, piping, springs and so on scattered around are worth 30 gp. The plans would be of interest to the right gnome or dwarf, bringing in as much as 100 gp.

46. Entry Door

This door leads to the master's chambers. A guard sits here. The description should be read when the PCs examine the mechanism north of the door.

In the northeast corner, attached to the east wall, is an upright lever. Looking south along this same wall, three rods stick out a few inches into the corridor from the base of the wall. Each rod has a handle on its end. West of each rod, on the corridor's floor, three circles are painted. From east to west, the circles are colored red, yellow, and blue.



The iron door also in the eastern wall has no visible keyhole or other break in its surface.

Iron Door: 4 in. thick; hardness 10; hp 120; AC 5; break DC 32.

Creatures (EL 3): The guard here has an extremely boring post, suffering a -2 circumstance penalty to all Spot and Listen checks, since nothing ever happens. An imp is sleeping in a small opening through the wall near the ceiling. Similar openings connect 47 to 48 to 50. Only a tiny or smaller creature can fit through these openings. The heroes notice the opening on a successful Spot skill check (DC 13), or automatically if this section of wall is searched.

Arbalester, Com1/War2: For stats, see 33; hp 12.

Ibnib, imp: Tiny outsider; HD 3d8; hp 18; Init +3; Spd 20 ft., fly 50 ft (perfect); AC 18; Atk Sting +8 melee (1d4 + poison); SA spell-like abilities, poison; SQ DR 5/silver, SR 5, poison immunity, fire resistance 20, see in darkness, polymorph, regeneration 2; Fort +3, Ref +6, Will +4; Str 10, Dex 17; Con 10, Int 10; Wis 12, Cha 10; Dodge, Weapon Finesse (sting).

Tactics: The Arbalester yells as loudly as possible if he sees anyone, or runs to the source of the disturbance if he hears anything.

Ibnib has no use for engaging in combat, or even in aiding the troops on his side. Instead, when he notices some-

thing interesting is going on, he turns invisible and flies to investigate. He remains invisible, and makes sarcastic comments about party members, preferably when they are far away, or engaged in melee, so he himself is not attacked. Typical comments would follow the lines of "Ha! You couldn't hit the back end of an ogre if he was bent over tying his shoe." Or "Wait until you face the master." "Then you'll be in REAL trouble." He uses his *suggestion* ability if he is not detected to suggest someone do something silly, such as for a heavily armored fighter to use the tumbling ability in combat to distract opponents. Ibnib is smart enough not to follow the party into any rooms where he could be trapped. He defends himself only if necessary.

Ibnib came to this plane with the master, but has become disillusioned by the increasing paranoia of the master. He figures it's only a matter of time before he ends up back on his home plane, and all the fun ends. He has been playing on the master's paranoia, suggesting that Ibnib is the only one he can really rely on. Ibnib has even suggested that the controlled minions cannot be totally trusted, since one can never tell when such magic might fail. This has, incidentally, kept a slave controller off Ibnib's neck.

Door Trap: CR4; Disable Device (DC 26); It is possible to open the door with a Lower check (DC 18), but this releases all of the gas in the reservoir next door. A *knock* spell has the same effect.

The normal operation of the door is as follows. The three handles attached to the rods near the floor are pulled out until they match up with the three colors in the current code, which is red, red, blue from north to south. There is an arrow formed as part of each handle to aid in lining it up with the center of each circle. Then the lever is pulled, opening the door.

Since Thok is color blind, he has to count the circles from the wall, which he does by placing his thumb on them one by one. A Search skill check (DC 20) reveals greasy thumbprints on the red circle in the northernmost row, on the red circle in the second row, and on all three circles in the southernmost row.

The lever cannot be pulled until all three rods have been moved from their neutral position next to the wall. If the code has not been entered correctly, the lever releases a spurt of highly corrosive gas from the reservoir next door. It then flows through a series of small nozzles along the eastern wall, at the ceiling. The gas fills the corridor for a distance of 30 feet. The first round it does 2d6 acidic damage (Fortitude save DC 16 for half). The second round it does another 2d6 (save for half). The third round it does only 1d6 as it starts to clear (again, save for half). The reservoir contains enough gas for five uses. If the gas is released all at once, it remains at full strength in the corridor for eight rounds, then at half strength for two more rounds.

47. Gas Reservoir

Mechanism controlling the trap.

The Master

Areas 47 to 52 are the sections set aside for “the master,” the Osyluth devil Kenelkek. Paranoid in the extreme despite the success it has achieved, it is fearful to leave. It does not attempt to help its guards. Even if all of its guards are defeated, two days would pass before it gathered enough courage to leave this portion of the complex.

While characters are in 47, 48, or 49, there is a chance to overhear the Devil’s conversation from 50, due to a flaw in a magic item it is wearing. There is a 5% chance per round this happens.

Characters may overhear, in a low, rasping, strangely accented Common, fragments of comments to Jessia, “...continue heating and see what...” or plans on what to do if the heroes have been detected, “...stand in the corner, ready to...” or the Devil talking to itself, “Have to watch out, never safe...” The voice seems to originate next to the person hearing it.

To your left, a large brass tank sits atop a complicated mass of gearing. Rods and tubes from the mechanism stretch to and through the wall behind you. A single door is in the eastern wall, in the southeast corner.

Moving dials that are part of the mechanism can change the code required for the door. This is done about once a month. To protect it from corrosion, the interior of the tank is lined in gold, and the valves are plated with platinum. If the mechanism is dismantled, and something is done with the gas, the value of the precious metal used is 250 gp.

48. Entry.

Nothing is visible in this short corridor.

One door is in the middle of the left wall. Ten feet ahead, at the other end of the room, is a second door.

The imp Ibnib (see 46) has secreted a few gems in the opening in the wall connecting 47 and 48. The opening is at the top of the wall, nine feet off the ground. Inside are three gems, a garnet (200 gp), an amethyst (90 gp), and a fire opal (1100 gp).

49. Bedroom.

Jessia's room.

A bed, desk, chair, and chest are in this room.

The chest just contains a few spare changes of clothing. The desk contains Jessia's spell book (see next entry).

50. Laboratory.

Where the master oversees the work Jessia performs. Read the first description if the party surprises the pair here. Read the section in bold if they are prepared for the party.

A human woman dressed in robes and a skeletal fiend lean over a table in the middle of the room. The creature is little more than whitish skin stretched tightly over bones. A tail sprouts from its back, the bulbous end suspended above its head, almost touching the ceiling. It uncomfortably reminds you of the tail of a scorpion. The table in the room's center, as well as those in the northeast and southeast corners, are crowded with glassware, stoneware, and other less identifiable items.

A massive Humanoid creature stands in the middle of the room, irresistibly

drawing your gaze away from the tables crowded with alchemical equipment. It stands hunched over, the back of its neck touching the ceiling. Flames seem to lick about its reddish skin, and its bat like wings could easily touch both walls if outstretched.

Creatures (EL 7): Jessia the mage, her familiar, and the Osyluth Devil Kenelkek.

Jessia, Female Human Wiz5: CR 5; Medium-sized Humanoid (5 ft. 4 in.); HD 5d4+5; hp 25; Init +0; Spd 30 ft.; AC 10 (touch 10, flat-footed 10); Atk +2 melee (1d4/19-20, *dagger*); AL NE; SV Fort +4, Ref +3, Will +3; Str 10, Dex 13 (11), Con 12, Int 15 (13), Wis 11 (9), Cha 9.

Skills: Concentration +5, Listen -1, Spellcraft +9, Spot -1. **Feats:** Brew Potion, Craft Wondrous Item, Great Fortitude, Scribe Scroll, Toughness.

Possessions: Dagger, potion: cure light wounds, scroll: blindness/deafness, alchemist's fire (X3).

Spells Prepared (4/4/2/1; base DC = 11 + spell level): 0-*arcane mark, daze, detect magic (X2)*; 1st-*identify, magic missile (X2), shield*; 2nd-*endurance, summon monster II*; 3rd-*summon monster III*.

Spellbook: 0-all spells; 1st-*endure elements, erase, feather fall, identify, magic missile, shield, sleep, summon monster I, ventriloquism*; 2nd-*blindness/deafness, endurance, minor image, obscure object, see invisibility, summon monster II*; 3rd-*blink, nondetection, slow, summon monster III*.

Niki, Female Weasel Familiar: CR 1; tiny magical beast (1 ft long); HD 5d4; hp 12; Init +2; Spd 20 ft, Climb 20 ft.; AC 17 (touch 14, flat-footed 15); Atk +6 melee (1d3-4, *bite*); SQ Deliver Touch Spells, Improved Evasion, Share Spells, Speak with Master; AL NE; SV Fort +2, Ref +4, Will +5; Str 3, Dex 15, Con 10, Int 8, Wis 12, Cha 5.

Skills: Balance +10, Climb +11, Hide +13, Move Silently +9, Spot +4. **Feats:** Weapon Finesse (*bite*).

Kenelkek the Master, Osyluth: Large outsider; HD 5d8+10; hp 37; Init +4; Spd. 40 ft.; AC 17; Atk Bite +9 melee and 2 claws +4 melee (*bite* 1d8+5; claws 1d4+2); Reach 10ft.; SA spell-like abilities, fear aura, poison; SQ DR 10/+1, SR 22, baatezu qualities, know alignment; Fort +6, Ref +4, Will +6; Str 21, Dex 10, Con 15, Int 14, Wis 14, Cha 14; Concentration +8, Hide +3, Listen +11, Move Silently +8, Search +8, Sense Motive +10, Spot +12; Alertness, Improved Initiative.

Possessions: Potion: *cure serious wounds*, *amulet of proof against detection and location*.

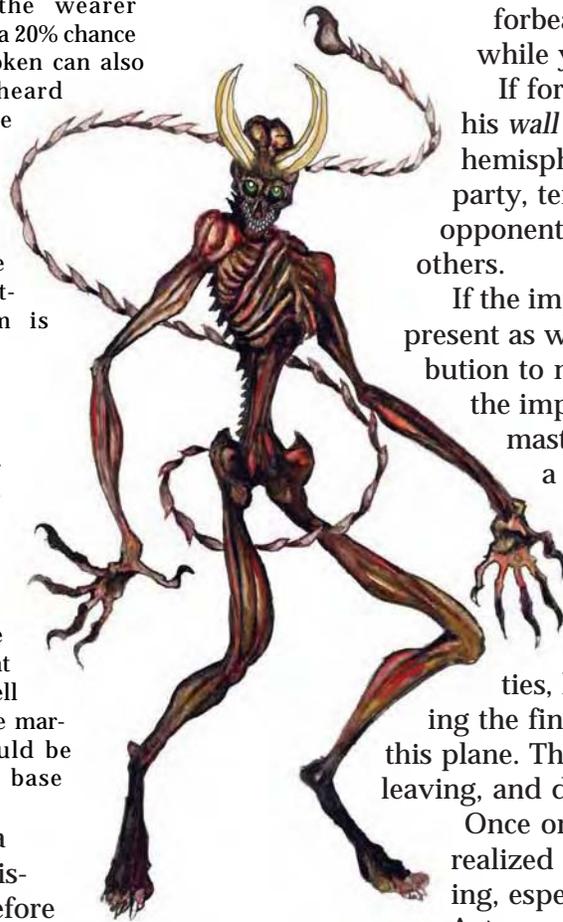
Amulet of Proof against Detection and Location (Flawed): As the normal amulet, except it is caster level five, and has a flaw. A failed at-

Combatting an Osyluth

If the party does not have any magical weapons, this combat can be very tough due to the damage resistance and high spell resistance of an Osyluth. In this case, assume prolonged residence on this plane has weakened it, reducing its resistances to 5/+1 and SR12.

tempt to add protection from overhearing the voice of the wearer actually means that every time the wearer speaks there is a 20% chance the words spoken can also easily be heard somewhere else randomly within 35 ft., as in the ventriloquism spell. The base price for creating this item is 29,200 gp, including the ability to cast nondetection and ventriloquism. This makes the creation cost 14,600 gp and 1,168 XP. Due to the mistake in the way that the second spell was added, the market value would be only half the base price.

Tactics: Jessia turns herself invisible if possible before the PCs enter the room. If combat occurs, she casts her summon monster spells while remaining invisible. After that, she casts Endurance and Shield on herself, then uses her other offensive spells and alchemist's fire flasks. If she sees that her master is in trouble,



she makes a more direct attack to try to draw attention away from the master.

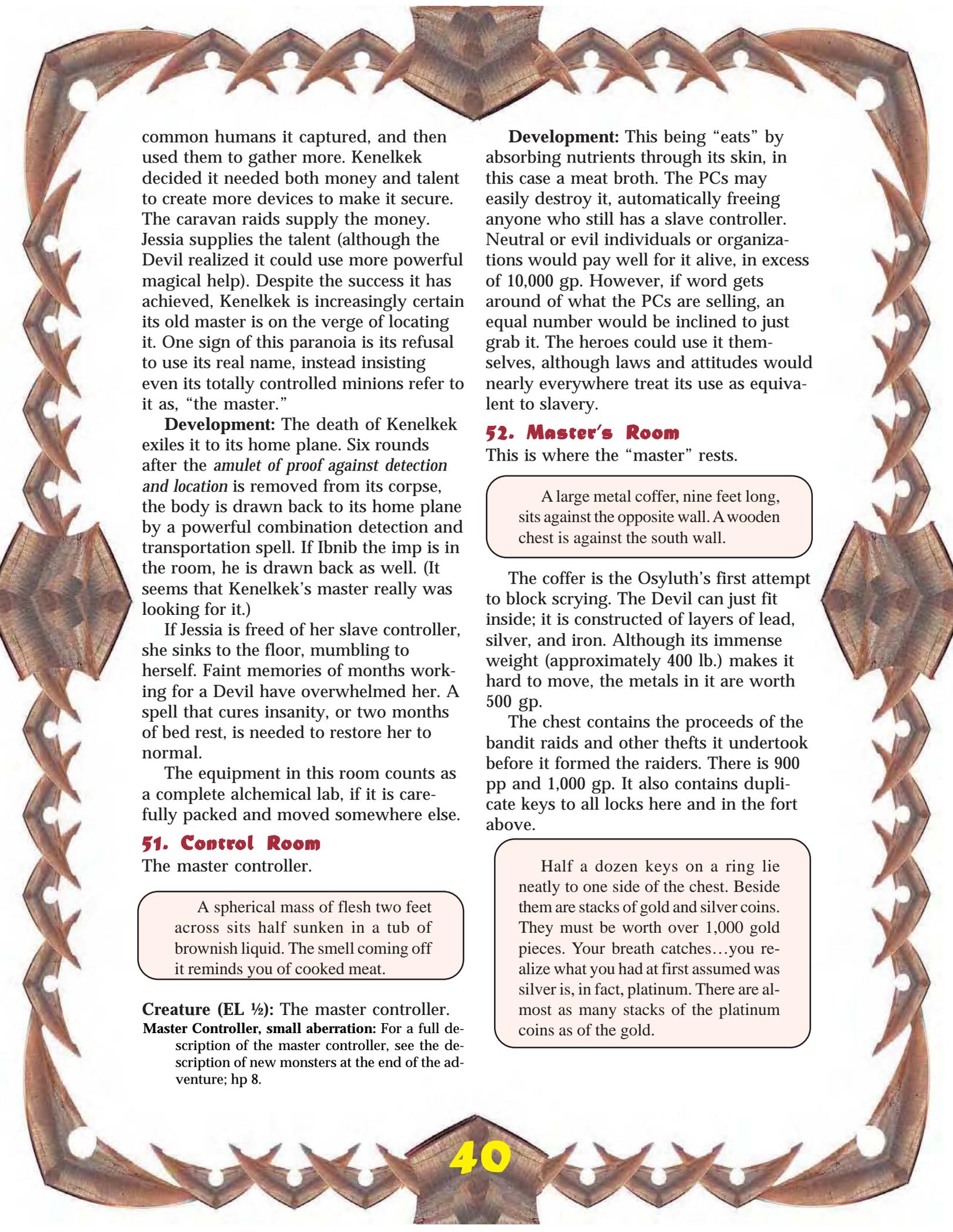
The devil uses *major image* to create a vision of its former overlord, the pit fiend Astraquasiv, only slightly marred by the fact that its 12-foot height makes it almost too large to fit into the room. Any PCs who remark on this fact receive a +2 circumstance bonus to their Will saves to disbelieve the illusion. Afraid the heroes are somehow unknowing agents of the pit fiend, the devil tries to convince them to leave, "Be grateful for my forbearance, mortals, and flee while you are still able."

If forced into combat, he uses his *wall of ice* ability to form a hemisphere around some of the party, temporarily dividing its opponents before attacking the others.

If the imp Ibnib is still alive he is present as well, but he limits his contribution to more sarcastic remarks. (If the imp somehow survives his master, he leaves, searching for a new master.)

Background: Kenelkek came into possession of the master controller while on its home plane. Intrigued by the possibilities, he kept it instead of reporting the find, and fled via a portal to this plane. The imp Ibnib saw Kenelkek leaving, and decided to leave with him.

Once on this plane, Kenelkek realized others would come looking, especially its master, Astraquasiv. It used the master controller to gain a few servitors from



common humans it captured, and then used them to gather more. Kenelkek decided it needed both money and talent to create more devices to make it secure. The caravan raids supply the money. Jessica supplies the talent (although the Devil realized it could use more powerful magical help). Despite the success it has achieved, Kenelkek is increasingly certain its old master is on the verge of locating it. One sign of this paranoia is its refusal to use its real name, instead insisting even its totally controlled minions refer to it as, “the master.”

Development: The death of Kenelkek exiles it to its home plane. Six rounds after the *amulet of proof against detection and location* is removed from its corpse, the body is drawn back to its home plane by a powerful combination detection and transportation spell. If Ibnib the imp is in the room, he is drawn back as well. (It seems that Kenelkek’s master really was looking for it.)

If Jessica is freed of her slave controller, she sinks to the floor, mumbling to herself. Faint memories of months working for a Devil have overwhelmed her. A spell that cures insanity, or two months of bed rest, is needed to restore her to normal.

The equipment in this room counts as a complete alchemical lab, if it is carefully packed and moved somewhere else.

51. Control Room

The master controller.

A spherical mass of flesh two feet across sits half sunken in a tub of brownish liquid. The smell coming off it reminds you of cooked meat.

Creature (EL ½): The master controller.

Master Controller, small aberration: For a full description of the master controller, see the description of new monsters at the end of the adventure; hp 8.

Development: This being “eats” by absorbing nutrients through its skin, in this case a meat broth. The PCs may easily destroy it, automatically freeing anyone who still has a slave controller. Neutral or evil individuals or organizations would pay well for it alive, in excess of 10,000 gp. However, if word gets around of what the PCs are selling, an equal number would be inclined to just grab it. The heroes could use it themselves, although laws and attitudes would nearly everywhere treat its use as equivalent to slavery.

52. Master’s Room

This is where the “master” rests.

A large metal coffer, nine feet long, sits against the opposite wall. A wooden chest is against the south wall.

The coffer is the Osyluth’s first attempt to block scrying. The Devil can just fit inside; it is constructed of layers of lead, silver, and iron. Although its immense weight (approximately 400 lb.) makes it hard to move, the metals in it are worth 500 gp.

The chest contains the proceeds of the bandit raids and other thefts it undertook before it formed the raiders. There is 900 pp and 1,000 gp. It also contains duplicate keys to all locks here and in the fort above.

Half a dozen keys on a ring lie neatly to one side of the chest. Beside them are stacks of gold and silver coins. They must be worth over 1,000 gold pieces. Your breath catches...you realize what you had at first assumed was silver is, in fact, platinum. There are almost as many stacks of the platinum coins as of the gold.

Conclusion

The heroes have defeated the evil threatening the northern trade route, coming across a new method to rob someone of their will along the way. The valuable items and experience that were gained were just part of the job.

Characters receive 20 Story XP for every creature they freed from a slave controller in part I (other than through death). This is addition to the normal experience for defeating enemies. They receive 50 XP for every creature that they freed from a slave controller in part II.

Return to Thornbury

Frederick Manos is overjoyed to see the return of the heroes with proof of their accomplishments. "I knew they could do it!" he crows, and declares an impromptu celebration, supplying the ale from his inn. Everyone knows the importance of trade to the hamlet; combined with free spirits the knowledge soon loosens inhibitions, strangers coming up to slap the characters on the back and congratulate them.

Vintus Broadleaf is less happy, sensing that his profitable access to somewhat less than legitimate goods is at an end. Katrina Smallwood is relieved the suspicious glances turned her way should soon abate. And, Captain Destrani concludes the heroes are not as useless as he first thought. If his lord runs into a thorny problem in the future, he might even suggest their names.

Continuing Threads

Do not go out of your way to indicate there is more to the gnoll fort than appears on the surface. Characters that miss

the entire underground portion of the adventure are still congratulated by the inhabitants of Thornbury, but about five months later, a new group of human bandits begin attacking caravans on the trade road. Their base is located five miles north of the previous one, the Devil having learned the lesson of not working the bandits from the same location of what is supposed to be secret.

Nearly everyone freed by the party is extremely grateful. If a player later picks the Leadership feat, anyone who was freed should be considered possible followers or even cohorts.

There is the possibility of a continuing relationship with the gnome trader Hrandeth of Clan Alazzar, especially if they rescued his nephew Obvim. Hrandeth can handle the sale of unusual non-magical items, anything from a painting up to a ship. He is able to sell such items for 50% more than the PCs could get (not including his 10% commission). It takes at least eight weeks for such goods to reach the gnome, be sold, and the proceeds sent back, only two or three weeks if the PCs deliver in person.

If the wererat Din survived, she may show up again in the future, to bedevil or aid the party at her whim.

If the heroes released the ogre mage Lakul, and he escaped, he has no further interest in them. However, Lakul quickly makes new enemies; divination spells may reveal the PCs as somehow associated with him. Unsavory types might appear, requiring the answers to questions the heroes know nothing about.

Finally, it is possible that the Osyluth Kenelkek was not acting independently. It may have had attached to it a more sophisticated version of the slave controller, actually following the commands of some other, more powerful, individual. That individual is unlikely to be pleased at the disruption of their long laid plans.

The Osyluth's lord, the pit fiend Astraquasiv, may become curious about what it was up to on this plane. Any inquiries would quickly lead to the heroes...

Appendix -

NEW CREATURES

Shadow, Guardian

Medium-sized Undead (Incorporeal)

Hit Dice: 3d12 (19 hp)

Initiative: +2 (Dex)

Speed: 30 ft., fly 40 ft. (good)

AC: 13 (+2 Dex, +1 deflection)

Attacks: Incorporeal touch +3 melee

Damage: Incorporeal touch
1d4 temporary Wis, confusion

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Wis damage, confusion

Special Qualities: Undead, incorporeal, +2 turn resistance

Saves: Fort +1, Ref +3, Will +4

Abilities: Str -, Dex 14, Con -, Int 10, Wis 12, Cha 14

Skills: Hide +8, Intuit Direction +5, Listen +7, Spot +7

Feat: Dodge

Climate/Terrain: Any land and underground

Organization: Solitary, gang (2-5), or swarm (6-11)

Challenge Rating: 3

Treasure: None

Alignment: Usually neutral

Advancement: 4-9 HD (medium-size)

Guardian shadows are quite similar to normal shadows, except they are created voluntarily. A dying worshipper of a god is brought to the location where the shadow is to be bound. In attendance with a cleric of the deity, he or she leaves the shadow behind as the worshipper's spirit passes beyond, but the worshipper gives up any possibility of resurrection.

The shadow is bound to the site of death by the cleric, being not able to leave the room or immediate vicinity. Instructions are given at this time, such as to attack anyone not making the holy sign of the deity, or to punish those who attempt to defile a tomb.

A guardian shadow retains some measure of intelligence, and can modify its instructions to fit changing circumstances.

Normally, a terminally ill elderly worshipper is used to create the shadow, but there are tales of large numbers of healthy individuals committing suicide when a sacred site is about to be overrun, to protect in death what they could not in life.

Combat

Wisdom Damage (Su): The touch of a guardian shadow deals 1d4 points of temporary Wisdom damage to a living foe. A creature reduced to Wisdom 0 dies,

although guardian shadows do not create spawn.

Cause Confusion (Su): The touch also causes an effect similar to the confusion spell. The touched creature must make a Will save (DC 16, save after reducing the creature's Wisdom due to the touch) to avoid this. The confusion lasts one round per hit die of the shadow.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and its own attacks pass through armor. Always moves silently.

Slave Controller Template

A slave controller is a separate creature, but when it joins with a host creature, it is indistinguishable from the host for almost all purposes.

Abilities: Dex, Int, and Wis all suffer a -2 circumstance penalty, which indirectly changes other statistics, such as armor class or saving throws.

Saves: +2 resistance bonus to saves against enchantment spells or spell-like abilities. If the save is failed, the creature is affected as normal.

Alignment: Special

Others: As base creature

A slave controller has the extraordinary ability to gain control of any creature with something approximating a central nervous system. This includes aberrations, animals, beasts, dragons, feys, giants, humanoids, magical beasts, monstrous humanoids, shapechangers, and vermin. It can gain control of a creature of up to seven hit dice or character levels, taking one hour per hit die or

level. Although it is possible to do this while the creature sleeps, normally slave controllers are applied to prisoners who have no ability to resist.

It infiltrates tendrils into the victim's nervous system, literally preventing the thinking of thoughts that would be against the interests of the operator of the master controller (see below). The controlled creature uses its abilities and resources to best aid or fulfill the instructions of the controller, given its current understanding of any situation.

However, whenever an ordered action strongly goes against the normal inclination of the controlled creature it gains a Will save (DC 16). If the save is made, the creature stands motionless for three rounds, although it may defend itself normally. After three rounds, the slave controller regains full direction. For instance, almost any creature forced to sacrifice itself to save its operator would be entitled to a save.

The reductions in Dex, Int, and Will reflect the interference of the slave controller in the creature's nervous system. No creature's intelligence is reduced below three by the presence of a slave controller (if already below 3, it retains that value).

Although *detect magic* does not indicate its presence, a slave controller may be found using a relevant *detect alignment* spell. The slave controller's alignment, LN, mingles with that of the controlled creature. If the controlled creature's alignment is something other than LN a *detect alignment* spell can spot this. The first round such a spell is used on a controlled creature, a Spellcraft skill check (DC 20) is needed to see that the alignment is actually a muddy combination of two alignments. Failure at the check results in a detection of neutral alignment. A second check (DC 15) may be made on the second round of Concen-

tration on a subject. For instance, if Detect Evil was cast on a CE orc with a slave controller, on the first round a successful Spellcraft skill check against DC 20 would indicate it has an alignment that is both evil and non-evil. A failure would detect the orc as non-evil.

A slave controller must be brought into the immediate presence (the same room) of its master controller at least once every two weeks to maintain full functionality. Otherwise, there is a 5% cumulative chance per week of it behaving abnormally, causing the creature to misinterpret instructions.

By itself, a slave controller has only 1d8 hit points and animal intelligence, able to move three feet per round. When it attaches to a creature (such as to the neck of a humanoid), the controlled creature attempts to hide it, perhaps with long hair or a high collar. If a controlled creature is searched, the slave controller is discovered on a successful Search skill check (DC 11). If the searcher has encountered this being before, discovery is automatic.

A slave controller may automatically be removed from an unresisting host with a tiny slashing or piercing weapon, or a successful strength check (DC 11). This does 1d4 points to the controlled creature, but otherwise completely frees it. The formerly controlled creature retains only very hazy memories of the time it was dominated.

Master Controller

Small-sized Aberration (2 foot diameter sphere)

Hit Dice: 2d8 (9 hp)

Initiative: -5 (Dex)

Speed: 0 ft.

AC: 6 (-5 Dex, +1 size)

Attacks: -

Damage: -

Face/Reach: 5 ft. by 5 ft./0 ft.

Saves: Fort +0, Ref -5, Will +2

Abilities: Str 10, Dex 1, Con 10, Int 3, Wis 10, Cha 3

Organization: Solitary

Challenge Rating: ½

Treasure: None

Alignment: Lawful neutral

It is uncertain where master controllers come from, as they do not reproduce themselves. Since it is obviously a created creature, rumors persist it can be made through a special magical procedure, or even that it comes from the bud of yet another creature.

The only real purpose of a master controller is to create slave controllers. It buds a new slave controller every day. It can coordinate up to two-dozen existing slave controllers; new ones budded in excess of this simply die.

Creatures dominated by slave controllers follow orders and act in the best interest of the operator of the master controller. The operator of the master controller, by simply touching it and concentrating, can telepathically communicate with any controlled creature on the same plane. The creature has no ability to respond to the operator.

The operator of the master controller is defined as the last creature to touch it and concentrate on it for at least six rounds. If a change of operators occurs, creatures dominated by slave controllers obey the new operator, but only after being brought into the presence of the master controller or contacted telepathically. Otherwise, controlled creatures continue to work for the desires of the old operator.

A creature dominated by a slave controller must be brought into the presence of the master controller at least once every two weeks, or there is a 5% cumulative chance per week the slave controller begins acting abnormally, causing the controlled creature to misinterpret instructions.



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