

A4

5TH EDITION ADVENTURE

USURPERS OF THE FELL AXE



DAVIS CHENAULT



USURPERS OF THE FELL AXE

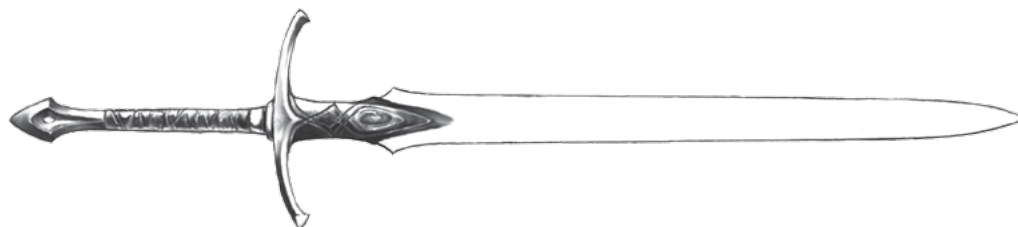
BY DAVIS CHENAULT

CONVERSION: JASON VEY

EDITOR: CHRISTINA STILES

FRONT COVER: PETER BRADLEY INTERIOR ART: PETER BRADLEY

ART DIRECTION/ CARTOGRAPHY: PETER BRADLEY



1818 North Taylor, #143, Little Rock, AR, 72207

email: troll@trolllord.com

website: www.trolllord.com or

www.castlesandcrusades.com

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PREFACE

This module is designed for 4–6 characters of 4th–5th level. The adventure is a continuation of the previous adventures in the “A” series, **Assault on Blacktooth Ridge**, **Slag Heap**, and **Wicked Cauldron**, but can easily be used without them. The adventure takes place in a large town. As such, there are many encounter areas and non–player characters for the Castle Keeper to contend with.

The nature of the adventure dictates a certain presentation to be most useful. There are three parts to this adventure. The first part lists all significant places and describes them. This also includes significant people who frequent or inhabit those places. The second section lists all the major non–player characters and their various motivations and suggested actions should certain events occur. The third section lists the stats and describes the individuals involved. One might want to photocopy the last section for easy reference.

It is up to the Castle Keeper to keep track of the happenings of the disparate locals and with the numerous peoples as the adventure progresses. This can be a daunting task at times, but fun. Just keep a pencil and paper handy and keep notes. Players are very adept at noting holes and inconsistencies that Castle Keepers’ seem to forget or overlook (Castle Keepers have much more to track).

The adventure itself is fairly straightforward. A group of evil priests have ensorcelled the mayor of Ludensheim and are using him to do their bidding. The characters, it is hoped, will discover this and lay waste to the priests, undo their spells, and save the town from eventual wreck and ruin—or at least the influence of these foul priests of that dread lord Unklar. The difficulty is that the characters arrive in the middle of the story. Events are underway and activities occur without reference to them. Also, town adventures can be fairly fluid so require more work on the part of the Castle Keeper.

INTRODUCTION

Ludensheim was once called Geerdes Gag and ruled by evil princes who served the dreadful lord Unklar. Geerdes Gag, when initially settled, consisted of little more than a bridge over the Hruesen River and several towers to guard that crossing. Many giants and trolls labored long and hard to make the bridge and towers to the exacting specifications of Unklar’s engineers. Their work was a wonder then and is even now. So well were they made, they stand undiminished 1,000 years later.

Geerdes Gag changed in size and scope over the centuries. After the armies of orc and unger poured over the Hruesen, the Captain Kings of Aufstrag decided to make Geerdes Gag a fortress to oversee the nearby lands, barrack the many troops needed to keep the region under their dominion, and host troops moving through the area. A keep was raised, walls raised round it, and a labyrinth built beneath it.

After the banishment of Unklar, Geerdes Gag was forsaken by all but the most stalwart of Unklar’s soldiery. The crusaders

of New Aenoch (Outremere) eventually made their way to Geerdes Gag and laid waste to it, killing all its inhabitants and pulling the keep and portions of the walls down, though leaving the bridge and towers beside it intact. Thereafter, Geerdes Gag was named Ludensheim after Prince Luden, the commander of the army who brought the orcs of Geerdes Gag to their knees, and who decided to occupy the towers. A slow trickle of people moving to Ludensheim quickly became a flood once gold was discovered in the Hruesen River, and the place has grown into a walled town once again.

The gold has since given out and fewer and fewer crusaders make their way here, as internal strife in Aenoch is beginning to consume their time and efforts. As a result, the power structure of the town has changed, and those knights and their orders have diminished greatly in power. The priests of Unklar saw an opportunity and decided to move in and eventually take power. They ensorcelled Dietbold Heimer, helped him overthrow the previous ruler, and have since worked behind the scenes to diminish the power of those whom they believe will oppose them in the future.

FIFTH EDITION CONVERSION NOTES

Usurpers of the Fell Axe is the fifth in our “A-Series” conversions for the Fifth Edition fantasy rules set using the world’s most famous role playing game. As with our past conversions, we have endeavored to present complete, yet minimal, stat blocks right within the text of the adventure so as to minimize the need for consulting rule books. As with all modules, NPCs who function in the course of the adventure as “monsters” may not follow the same rules as player characters, and thus may have alternate, more or fewer class abilities than one might expect; the idea is to present just the statistics needed to run an encounter with these creatures and nonplayer characters.

As such, many characters the PCs meet in town may not have full stat blocks at all, but may simply reference a race, alignment, class and equipment. This should be plenty for the CK, if needed, to whip up necessary statistics on the fly. If, for example, a character is a fifth level fighter, the CK knows that they probably have +5 to +7 to hit, +3 or +4 on damage, and can attack 3 times per round, with a fourth attack in one round of combat. Add a few other situational bonuses on, and run with it! If it’s a 7th-level wizard, you know they can cast up to 4th level spells (but have many more first and second level ones available) and probably have a spell save DC around 14 or 15. Keeping in mind the standard starting ability score array and tweaking here and there on the fly should give you everything you need to whip up a combat if necessary.

Our A0 module, **The Rising Knight**, includes an appendix with guidelines for converting any **Castles & Crusades** adventure module to the 5e rules set. We include here a bit more detailed of an “on the fly” conversion for those who want something with a bit more meat on the bones. As with all rules, these are just suggestions for you to use or discard as you like. Indeed, for some CKs this sort of “on the fly” stat generation may seem uncomfortable or new; it is, however, the hallmark of a great game master to be able to adapt on your feet when necessary.

These guidelines should come in handy in *any* 5e game where you need to quickly invent character statistics. When the time comes to do so, remember the following:

1. The standard array for ability scores found in the PHB.
2. The formula for determining Save DC: 8 + Proficiency Bonus + Primary Ability Bonus
3. Proficiency Bonus: +2 through level 4; +3 through level 8; +4 through level 12, etc.
4. Quick-and-dirty AC: light armor - 11; medium armor - 15; heavy armor - 17 (all plus dex bonus)
5. Quick-and-dirty barbarians, fighters, paladins and rangers: add thematically appropriate features such as extra attacks, ac bonuses, second wind, attack advantage in specific situations, damage bonuses against specific creatures, improved critical, etc. Rangers and Paladins, remember, gain spellcasting abilities. For barbarians...rage, baby. Rage.
6. Quick-and-dirty bards: improved spellcasting, abilities that influence others and bolster allies through the use of Bardic Inspiration dice.
7. Quick-and-dirty clerics: add channel divinity abilities such as extra radiant damage, emboldening allies, extra healing (or damage), powers that directly affect undead, etc. Add access to 3 or 4 extra domain spells not normally on the clerical list.
8. Quick-and-dirty druids: just keep in mind that their wild shape gets more powerful as they grow in level, possibly allowing features such as wild casting, communication, etc.
9. Quick-and-dirty monks: ki abilities, monastic traditions, fast movement, extra attacks and deflect missiles. Also improved unarmed combat damage.
10. Quick-and-dirty rogues: mobility, improved saving throws, tons of skills, and advantage on attacks are the key.
11. Quick-and-dirty Sorcerers and Wizards: spellcasting - 2nd level spells at 3rd level; 3rd level spells at 5th level; 4th level spells at 7th level, etc. Don't worry about spell slots for a single encounter; just don't cast any more than 2 of the maximum level spell. Wizards get a school specialization, sorcerers a sorcerous origin.
12. Quick-and-dirty warlocks: pick-a-pact. Add spells to taste. Serve hot.

That should be enough to get you rocking with whatever sort of class-based NPC you need. Just remember; it's only a single encounter. Don't sweat the details. Fill in what you need and run with it! If you need to create a recurring NPC, you can always do a full character sheet for them later! One of the beautiful things about the 5e rules set is just how easy it is to run off the cuff. Take advantage of it. Your players will never know the difference, and your stress levels will drop drastically!

FOR THE CASTLE KEEPER

Usurpers of the Fell Axe takes place in the city of Ludensheim. The leader of the city, Baron Dietbold Heimer, has been ensorcelled by a cursed axe (The Fell Axe) given to him by some priests of Unklar. Heimer now does the bidding of these evil priests. The priests worship a fallen deity, the Horned One (Unklar), and are attempting to gain control over the city and help lay the foundations for that god's return. They are using Heimer to do what might not otherwise be possible. To wit, he provides cover for the various allies and cohorts of evil creatures being brought into Ludensheim. Some of these creatures already dwell within and many more are making their way here. The priests simply await the day to rise up and take over the city entirely from the Baron and the few knights of Outremere remaining within its walls.

The characters will not be able to fight everyone nor everything, nor undertake all the fights that are likely to occur should they successfully uncover the Cabal of priests in Ludensheim. At best, the characters should be able to disarm or even kill Heimer and disassemble the Cabal. The mop-up should be left to the City Guard, as it is hoped the characters discover a larger problem looming on the horizon that needs their immediate attention. This being that the Cabal of priests that have been organized and are under the command of a great and evil Lord in Festung Akt. The characters should go there to kill him off.

In this adventure, the characters should focus on locating the minions of the Dark Lord as their first order of business and then move on to the upper echelons of the Cabal. Eventually, they must confront and fight the Baron and his retinue, or convert him back to the good ways by removing the Fell Axe from his possession.

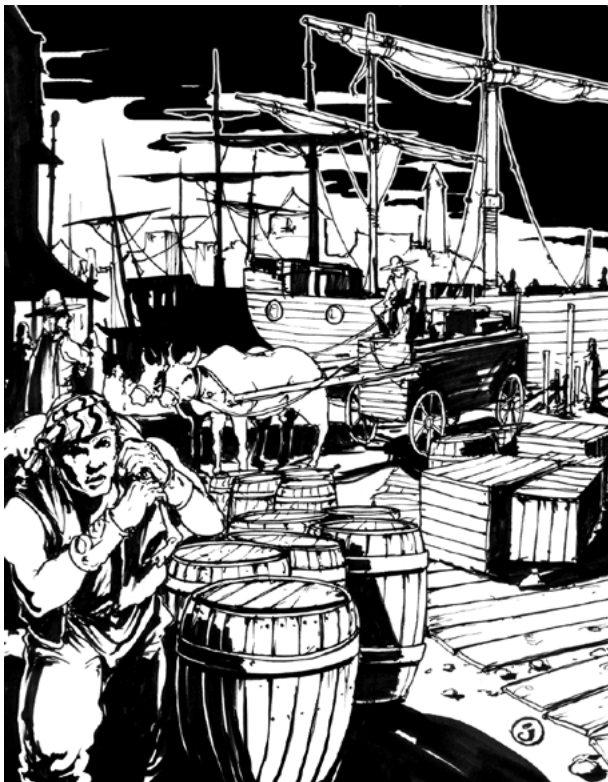
One important magical item is located in the sewer complex beneath the city. This is a portion of a magical horn that, once assembled and blown, opens the front gate of Aufstrag. Should the Castle Keeper care to continue this adventure over the next 27 years it will take us to write it, the horn is important for module **A13 The Bone Pit**. This encounter area can be located in many sections of the sewers so it is left up to the Castle Keeper to place. If one wants the option to continue the adventure for years, allow them to do so; it is not necessary to allow the characters to find the horn in this adventure for them to continue on to the final in the series.

INVOLVING THE CHARACTERS

The easiest method to bring the characters into this adventure is to play the previous modules in the "A" series. Otherwise, several possible avenues to do so are listed below.

HOOK 1 The characters have heard that Baron Heimer is an unfair ruler and involved in many nefarious deeds. His has angered the Sheep Herders' Guild and the Smithies' Guild which, it is said, are offering great reward to those who bring him down.

HOOK 2 The local silk trade is monopolized by a guild located in Ludensheim. This has aroused the envy and even anger of



silk merchants and traders elsewhere. The characters have been asked to investigate the guild and figure out how they have come to dominate the trade (and put an end to it if they are of such nature).

HOOK 2. The characters are simply moving through the area to grander adventures, suspecting nothing. Stopping for a good night's rest brings them into direct conflict with some of the Cabal of priests. Perhaps it is a case of mistaken identity and the characters are robbed, or even worse, someone attempts to kill them.

However the Castle Keeper chooses to bring the characters into this adventure, bear in mind the characters' eventual goal (by design or accident) should be to confront the growing evil they come to suspect is in the city.

LUDENSHEIM

The presentation of Ludensheim is divided into several parts. The first describes the town and important locals therein, the second describes the keep, and the third the tunnels and sewers beneath the town. It goes without saying that in such a short book, much of the city, its inhabitants, and locales are not described. The Castle Keeper should feel free to elaborate as is necessary or desired.

Ludensheim was designed and laid out in the time of Unklar. It has grown much since those days. Old Ludensheim is the only part of the city which existed during Unklar's time. The New City stretches out and to the west of the Old City along the Hersonbroodge. The streets coming off the Hersonbroodge are haphazardly designed and constructed, not well paved, and reflect the chaotic nature of recent growth. There are remnants of an inner wall around the Old City. The inner wall and its

towers are no longer used as defensive positions; rather they have become habitations or places of business.

The streets of Ludensheim are busy during the morning and evening, though not so much during the day since most of the inhabitants are busy with their herds or fields or other such business. The same goes for the inns and taverns. The streets are no longer well patrolled, though an occasional troop of 4–16 troops wanders through. The type and nature of any encounters are up to the Castle Keeper. These should be usual city encounters of little or no import. Encounters involving members of the Cabal or Baronial Guard should occur for a reason and be orchestrated.

AREAS OF INTEREST

OLD CITY: The Old City consists of that area once occupied by Unklar's forces. It is well organized and built on a grid pattern. Many of the more wealthy inhabitants live in this quarter, though certainly not all. The Boorgegate, the Baronial Keep, the Temple Mount, and a few other important places are located in the Old City. The Baronial Guard primarily stays within the Old City, and the City Guard stay outside of it. The Old City is demarcated by a series of old walls and Diller's Lane, which wraps around it.

NEW CITY: The New City is that area of Ludensheim outside of the Old City. It is a sprawling affair built along no pattern, as it was settled quickly by miners, gold panners, merchants, and farmers in quick disorder. It consists mostly of twisting lanes, small houses, and farmers or herders houses. The City Guard remains in this area.

The New City is surrounded by a 30-foot-tall stone wall. There are three entries in this wall; one on the south side, one on the east, and one on the west.

SHODFOOT LANE: Shodfoot Lane is an area within the New City. It houses about a dozen halfling families. They all live in brick houses on the surface (not in delves underground), though some have extensive cellars. One bar, the Topsy Tin, caters to halflings.

THE BAZAAR: This area of the city houses most of the trade establishments and manufacturing houses. It is located in the New City. The area includes the Bazaar, House of Silk, The Crossed Swords Blacksmith and Guild, and the Sheep Herders' Guild. There is also a brewery, a wood workers' area, and a tannery here as well.

HAYCOCK LANE: This entire area houses farmers and herders. It is often crowded with cows and sheep in the morning and evening being taken to and from fields outside the city walls. There are many places that inquisitive characters can gather information in Ludensheim such as taverns, the Bazaar, and Haycock Lane. Some of the information may be good, some of it not so. Below is a short list of some of the information that may be picked up by inquisitive players.

A list of rumors follows. The rumors are subject-oriented rather than specific commentary so that the Castle Keeper can more easily tailor them to specific encounters. Each subject area is discussed from the varying perspectives of the observers. When or if the Castle Keeper chooses to use these rumors, they should be couched in the perspective of the person delivering the information.

The CK should amend or alter the information or rumor as fits the game and circumstance.

POLITICAL CURRENTS AND EVENTS IN LUDENSHEIM

THE CITY GUARD

The City Guard is, as its name indicates, responsible for guarding the city. Traditionally, this has included service to the baron of Ludensheim, patrolling the city, and acting as the main defensive body for the city.

The commander of the City Guard, Josker Nital, is not happy with the Baron and suspects he's involved in some corrupt scheme. He is torn between his duty to the city and to the Empress. His overriding loyalty is to the city but, as an Imperial Knight, he is beholden to the monarch. Heimer overthrew the previous baron in a palace coup. The previous baron was hated and his family corrupt, so Nital thought the coup was a boon for his beloved city. Nital is at a crossroads but is leaning towards allowing for a new power to come to the throne in Ludensheim.

Because of Nital's duties to his order and questions about his loyalty, Heimer removed him from the Keep but still allows him to act as the commander of the City Guard. The fact that this has happened to so many of his men has only aggravated Nital's stance, as he sees several dozens of his troops hanging around or looking for work.

In general, the City Guard is looked upon favorably by residents, as they not only help protect the city but do a lot of good works; however, the baron no longer desires their service. Or at least the Cabal no longer desires their service. The baron is simply awaiting the most opportune time to have them removed from power and disbanded.

THE LETNERS

Many of the members of the City Guard are part of an order called the Letners ("The Bearers of the Light").

The Letners are based in southern Aenoch. The order began as a small group of knights protecting unpatrolled roads between small hamlets and villages. Its fame grew and devotions to it increased, and so its size increased. The reputation of the Letners for bringing law and order to a region is well founded. Now the Letners are found throughout Aenoch but especially in the more remote regions. In many areas they effectively run entire baronies, though they are not landholders or title holders. Their credo is such that they perform service at request, not by demand. The Letners wear a small brooch upon the cloaks; it

bears an Eagle with sword and flowers in its claws, the arms of the Empress.

THE BARONIAL GUARD

The Baronial Guard is new to Ludensheim. It was started by Baron Heimer as his personal bodyguard and now outnumbers the City Guard. Many of the Baronial Guard are little more than toughs, some having come up from such places as the Slag Heap to join the troop. The Cabal has many spies in their midst, and the loyalty of the guardsmen to the baron is questionable.

The Cabal, City and Baronial Guard are not given full stat blocks, but consist of fighters ranging from zero through third level, and are generally armed with scale mail and an assortment of weaponry by unit: pikemen, axemen, crossbowmen, archers, swordsmen, etc. In general guardsmen will have from +2 to +6 to hit, deal damage as per their weapon, and have any special abilities appropriate to their class.

RATS AND WYRMS

The rat catchers in Ludensheim have had an increasingly difficult time making a living lately as the rat population has decreased within the past couple of years to nearly nothing. The rat catchers complain loudly about having no income anymore, though are powerless to do anything about it, and no one even cares. The precipitous drop in the rat population has been noted by more than the rat catchers. Tavern owners, farmers, herders, and the population in general are aware of it (rats having been fairly common just two years ago). Though the rat catchers consider this a curse, everyone else sees it as a blessing.

The truth of the matter is that the rats are being eaten by the giant wyrms in the sewers. These wyrms have almost completely wiped out the rat population and are moving on to larger prey such as cats, dogs, small children, and others.

TABLE 1: RUMORS

D12 RUMOR	
1	"Oh, I've had it on good authority that the City Guard chose to pick no fight in the unpleasantness between Heimer and his predecessor. Old Dietbold Heimer is having them secreted away and killed, don't you know . . . the guardsmen that is.
2	"Oh, I've heard it otherwise. The City Guard tried to kill old Heimer in his sleep and bring in the Lord of Botkinberg, as if that butter thumper could manage this lot!"
3	"The guard be a'leavin soon, cutting out and heading south to help the miss princess in the capitol. You mark my words, they'll be gone within the fortnight."
4	"Where are the rats? That's what I want to know! Something is eating them up, something big!"
5	"The rats have all up and left because the Horned One is returning and don't no mammal's like the Winter Dark . . . though I guess reptiles don't much like it either.

- 6 “Wild dogs are eating us out of house and home, but who cares; someone’s murdering priests! They’ve poisoned the well and waters of the Temple Block, and those poor fellas are wasting away.”
- 7 “I hear that a gargoyle has taken up residence on the roof of the Boogergate! Creature comes awake at night and haunts the streets of our fell town!”
- 8 “Durn if old lady Mueller isn’t breeding feral cats and letting ‘em loose all over the city. Says she ain’t, but I know she’s a doing it cause I live within spit’s distance of her house and been havin’ cat every night for the past week on my dinner plate.”
- 9 “There is a large troop of orcs coming from the north, the Agolgang or some such. They mean to take the Blacktooth Ridge back and drive us folks off.”
- 10 “There’s a fella in the silk merchants’ guild, names Steph Kupl, Krapl, Krastoff or some such that is involved in some not-so-kindly trades with folks from the Barren Wood. Kid’s friends with one of the apprentices from the apothecary, Itto.”
- 11 “The Painted Veil is open up to some secret Cabal of wizards that serve the Dark Lord.”
- 12 “Them sheep herders, them’s the ones what rolled on the old lord and started the revolution! They think no one knows, but I know; had it from a fella in an alley one night. Fella kept baa baa baaing at me all night as I tried to get some sleep. They killed the old baron and his folks, no doubt about it.”

LUDENSHEIM: MAIN ENCOUNTER AREAS

ENCOUNTER AREA 1: THE GRIFFON ROOM

This tavern is located near the western gate to Ludensheim. It is a very large building consisting of four floors, a barn, a brewery, a barnyard, and a coach house. The Griffon Room is the largest and most posh tavern in Ludensheim. It hosts travellers of all sorts, whether merchants, farmers, knights, or others. The Griffon Room occupies what was once a gatehouse in the walls. The walls were torn down some time ago, as the city expanded but the gatehouse remained.

An old gatehouse crosses over Herson Lane. Its tall towers overlook a large building on the west side of this portal. A wooden sign hangs above a door; upon it is engraved a griffon sitting at a table drinking from a cup. The building is four stories tall, with each floor being slightly larger than the one below, and is topped by a peaked, red-tiled roof clustered with chimneys and flues.

The tall towers of the gatehouse are the personal quarters of the owners of the Griffon Room, Darin Hirst and his partner Otto Bremger. Each lives in one tower with their families. They have run the Griffon Room for many years. Darin is the friendlier of the two and ensures the guests are well taken care of. Otto is an accountant and ensures that the Griffon Room remains a profitable venture.

The ground floor of the main building faces the street. Broad double doors open onto a cavernous common room recessed into the ground. The flagstone floor is worn smooth with use and the crossbeams and walls are black and dingy with age, smoke, and grease. The room is cluttered with benches, tables, and even a few chairs. A large fireplace beckons warmly, day and night, summer or winter. Two sets of steps lead to the upper floor, while one large opening leads back to the kitchen, and another narrow door leads off to private dining rooms.

The private dining rooms are located on the east side of the common room. A narrow door opens onto a hallway with a half-dozen small private dining rooms. These dining spaces each have a table that can easily accommodate six people, and more if necessary. The dining rooms have thick curtains that can be pulled across the entry. They are usually reserved for the wealthier or more influential clientele who come here. They are not for rent and Otto gets to chose who can use them.

This inn is the place where most newcomers come to rest. It is large and spacious and not terribly expensive should one choose to live cheaply. However, the better rooms and food can be costly. Many knights and others coming to this region seeking adventure make their way here.

The Castle Keeper is encouraged to add many interesting characters to this particular milieu, as the characters may be spending a lot of time here, and the tavern could be used as the jumping off point for many an adventure. The prices listed below are the average. They can range up or down significantly, depending upon the season, the economy or the profit/loss statements Otto is constantly generating.

Josker Nital, the Captain of the City Guard, resides here in an attic room. The City Guard themselves are spread throughout the city in homes and on Temple Hill.

TABLE 2: ROOM AND BOARD

ITEM	COST		
Beer	1cp–1sp		
Wine	5cp–1gp		
Breakfast	5cp	1sp	10sp
Lunch	3cp	8cp	1sp
Dinner	10cp	3sp	1gp
Common room	1 sp a night (common long bed)		
Room for four	3 sp a night (two long beds and chamber pots)		
Private room	5sp a night (single bed, chamber pot, table)		
Elaborate room	1gp a night (single bed, chamber pot, table, trunk, candle)		

ENCOUNTER AREA 2: THE GOLD PAN

This tavern is located in the Old City along one of the walls which overlooks the Hruesen River and near the Boogergate. It is an inexpensive place frequented by poorer or more frugal travellers. It was once almost exclusively used by gold panners,

but that is no longer the case; the gold played out so few make it this way anymore.

A broad clapboard building is built at the base of the sturdy wall along the Hruesen River. The two-story structure is partially plastered. In front are many hitching posts and drinking troughs. A sign hangs over the door with a pan engraved upon it.

The door to The Gold Pan opens onto a narrow common room that stretches back like a tunnel in a mountain. Many candles and lanterns light the room which, incidentally, has only one window. A small bar sits at the far end. A staircase leads up to the second floor, where there are many rooms for let as well as two common rooms. Overall, the place is dark and dank with only a few narrow windows in the whole place (dwarven construction, hah!).

The Pan is run by an old wizened dwarf named Brifer Rustgut. There are two halfling thieves, Nigel Wigginsfirth and Pampin Mittlenin, who make this place their home. Other frequent customers here are Tideos Wate and Charles Otto Murtel. See the section on NPCs of Import for a description of these people.

TABLE 7: ROOM AND BOARD

ITEM	COST
Beer	1cp–8cp
Breakfast	3cp–1sp
Lunch	6cp–2sp
Dinner	3cp–4sp
Common room	5cp
Private quarter	1sp (sleeps up to six)
Private room	5sp (sleeps one)

ENCOUNTER AREA 7: THE DROOLING DWARF

This is a small bar located in the Old City. It is in what was once a guard tower along the walls of the Old City. The ground floor is where the brew is served. The Drooling Dwarf is owned by Tristan Falsouth.

A tall, broad tower juts up from a section of crumbling wall in the Old City. One large wooden door hangs open and light spills out from within. A wooden placard bearing a crudely drawn face of a drooling dwarf leans against the wall next to the door.

The demeanor of Tristan and the bar he keeps attracts a rather mean-spirited crowd and many drunkards. His beer is of poor quality and watered down, but is plentiful and cheap. He only serves one type, and it comes in a large tankard (2cp). He serves a soupy gruel every day for those who want it.

Three men, Robert, Farn, and Middler, who are regulars here, are servants of the Cabal. They serve as bodyguards and brutes who deal with pesky and nosy people. These three are toughs who enjoy nothing more than fighting. They are found here when not working in the labyrinth or carrying out orders. They occasionally meet others of the Cabal here for a beer.



ENCOUNTER AREA 4: THE BAZAAR

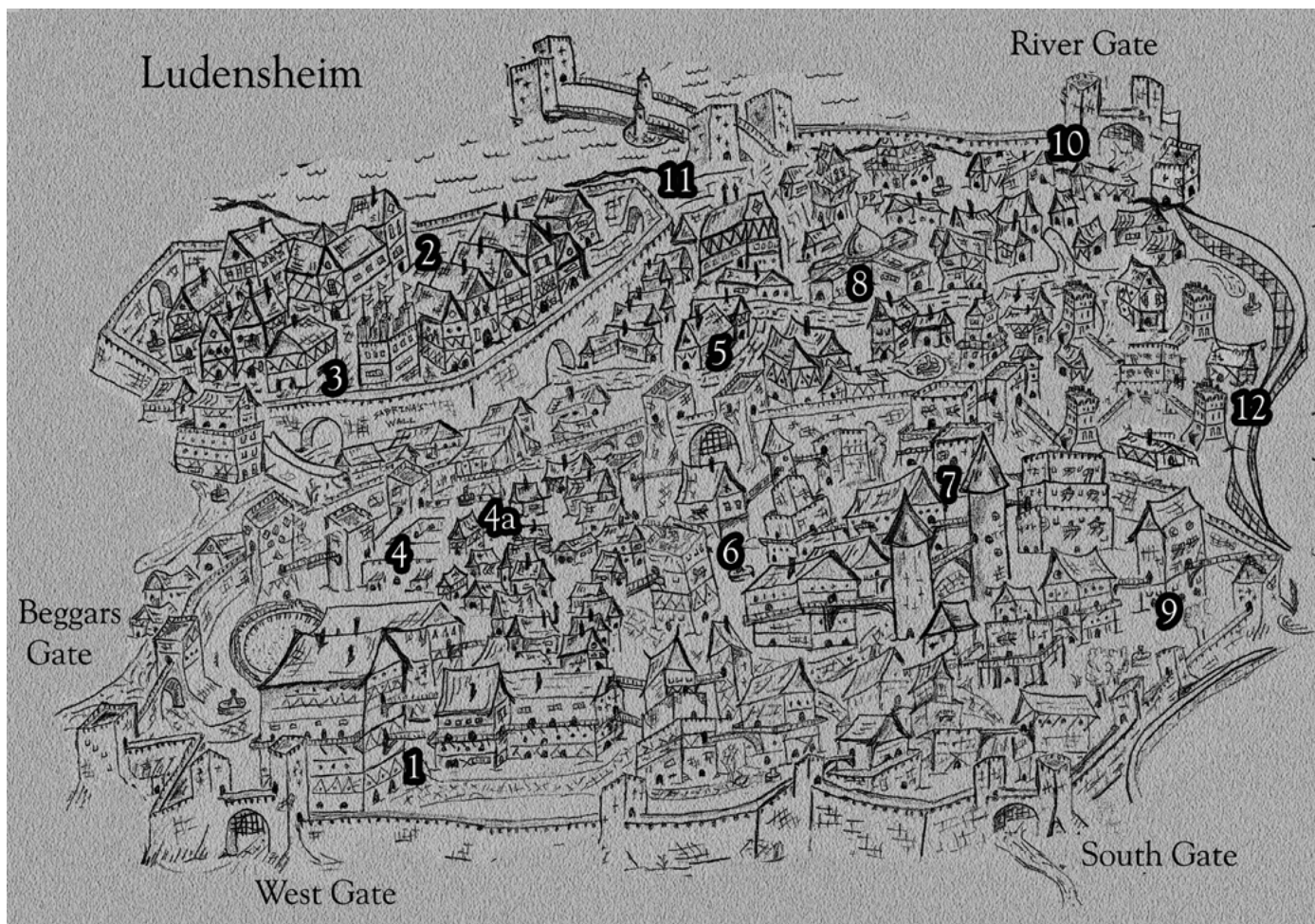
The Bazaar is a large courtyard where several streets come together. Once located on the outskirts of town, as Ludensheim expanded, it enveloped the area. Local merchants, farmers, and herdsman gather here to sell and trade their wares.

A tangle of stalls and stores crowd around this intersection of streets and open square. Vendors loudly hawk a variety of wares, including everything from fresh cuts of meat, vegetables and grains, to pets, cloth and wool bundles or clothing.

Most everything sold in the bazaar is of local make, though some vendors from far away can be found. Many common goods can be purchased here. This includes rope, sacks, small weapons, farm implements, foodstuffs, clothing, fishing gear, mining gear, panning gear, and an assortment of other wares. Charms and common items used for magical incantations are available as well.

No large weapons or armor can be found here, as the sale of these items is controlled by the Crossed Swords Blacksmith and Guild and only sold through them. Rare items for use in magical incantations can only be found at the House of the Setting Sun (an apothecary). The Silk Merchants' Guild, the Wool Guild, and several other guilds are located on this square. Two bars, the Nugget and the Two Towers, are located on this square as well. Both serve only beverages and food.

The bazaar should be used as a type of general merchant for the characters (as there are no general merchants in town). There are many interesting characters and events which occur here. The Castle Keeper is encouraged to develop these as desired.



or needed. There are several important places in the bazaar, including the Silk Merchants' Guild, the Sheep Herders' Guild, and a stall run by a wily gnome by the name of Dibblegurm Bitterbumen.

ENCOUNTER AREA 4A: DIBBLEGURM'S STALL

Dibblegurm is a gnome who collects and sells rare herbs and minerals. Many of the herbs are used for cooking and are sold to locals as well as merchants moving on further south. He makes a nice profit off this venture. This stall consists of three wagons, one of which has a drop-side from which his wares are sold. Dibblegurm does not actually sell his wares, as one of his three assistants handles sales. Dibblegurm travels north of the Hruesen River into those lands few dare to tread to collect his herbs.

A large wagon with a drop-down side sits on the edge of the square. The counter is covered with bowls, jars, and small bags. Many herbs and plants are tied up and bundled together or placed in bowls. Several smaller bowls and boxes have minerals of various sorts in them. In the wagon a youngish man of decidedly unkempt appearance and a bored look on his face half heartedly tries to sell the goods.

This nasty old gnome is also an agent of the Cabal. His greed and avarice combine to make him a perfect candidate for bribery. Also, his various nefarious contacts north of the river

made him open to extortion. Should anyone find out he has dealings with unger, orc, goblin, and dark fey, it is unlikely his head would remain on his shoulders for long and would most likely be adorning a city wall or gate. The Cabal has leveraged Dibblegurm (without much effort) into smuggling both people and goods into Ludensheim which may otherwise not be easily accomplished.

On this particular trip, Dibblegurm has opened himself up to discovery. He is selling a rare and precious mushroom, the Black Cap, which grows only in the shadow of Aufstrag's walls. He is not aware what it is, and its presence has been overlooked by everyone-so far.

Black Cap, when ground up as a paste, served as a tea, or consumed in any manner, gives a temporary increase of 1-3 to each of the imbibers strength, constitution, and dexterity scores. Temporary hit points come with any increase in constitution. It takes an hour for the effects to take place, after which they last an hour as well. It is also known as Unklar's Appetizer because the soldiery of Unklar's armies regularly used the mushrooms before battle. Dibblegurm is selling the Black Cap for 1gp per cap. Each cap is good for the effects described above. He has 20 caps remaining when the characters arrive.

A character may be able to identify the mushroom. A successful intelligence check allows him to do so. Druids, Rangers, Rogues and Wizards receive advantage on their check. The Castle

Keeper should amend any checks based upon a character's background or possible knowledge thereof.

If the Black Cap is identified and Dibblegurm confronted on the issue, he claims to have taken it from some ungern he slew. However, from all appearances it is unlikely this fat, greasy gnome could have slain anything other than a bag of baked potatoes slathered in butter. His equally slovenly assistants are all likewise of such paltry appearance as to be unlikely to manage much more than a swarm of flies in battle-and even then be hard pressed. If pressed, Dibblegurm will not break but stick to his story. However, he will immediately go to his contact at the Drooling Dwarf, Farn, and tell him about anything the characters did. Farn will, of course, investigate in a most violent manner.

ENCOUNTER AREA 5: CROSSED SWORDS BLACKSMITH AND GUILD

This smithy deals exclusively in the arms and armors of war. They have a good market. Many knights, mercenaries, and travellers move through Ludensheim in search of gold, fame, and honor (though not as many as in previous years), all of which are often found at the end of a sword. This captive market allows this guild to charge prices for weapons that some might consider exorbitant. However, they have no competition, as the administrators of Ludensheim and the Guild have colluded and made laws such that only the Crossed Swords Blacksmith and Guild can sell weapons and armor.

Freyan Nooseguard is in charge of the guild. He employs six smiths and a dozen or more helpers to work with him. The grounds of the smithy encompass a large area of one block on Weltwood Lane just outside the Bazaar. The three buildings on this block are separated into a smelting area, forging area, and selling area. Few are allowed anywhere but the selling area.

The latter is a large stone-faced building with a single room, two windows, a door facing the lane, and a single exit to the rear. Two or three of the helpers are in here at all times. They can call upon any of the smiths or Freyan for detailed questions. They charge around 30% more for items here than that listed in the equipment lists of the any text you are using but can make any item therein.

But selling weapons and armor is not the only thing going on here. Freyan has grown weary of Baron Heimer and fears an encroachment upon his business. He is also well informed about events in the Keep and is putting together a group of people to help the town guard in what he believes will be a fight between the Baronial Guard and the City Guard.

Freyan's decision to aid the City Guard rests in part upon his belief that should Baron Heimer become the uncontested ruler of Ludensheim, guild taxes will increase on his smithy, or it might even be closed altogether. In addition, Freyan has little regard for the large number of mercenaries, louts, and drunkards in Heimer's retinue and does not want them to have the run of the city. Should Freyan come to trust the characters, he tells them about his concerns for the community.

ENCOUNTER AREA 6: THE HOUSE OF SILK

This Merchant Guild is ostensibly run by Dietbold Heimer; in reality it is run by the Cabal of priests who have ensorcelled him. Nevertheless, Lord Heimer is the apparent leader of the Guild. Though always powerful, the Silk Guild has become exceedingly wealthy in the past few years due to the trade Heimer has brought to it. He receives silk for free from the Wicked Cauldron and then the Guild sells it. Any price reflects a massive gain in revenue. With this money, Heimer's control, and the Cabal's influence, the Guild produces more money (and thence influence) than any other of the guilds in Ludensheim combined. This influence is beginning to spread far and wide.

At the northern periphery of the bazaar is an imposing and elaborate stone building. Scaffolding surrounds one portion of the building as a new stone façade is being added to it. The new façade is obviously elaborate, expensive, and incongruous with the rest of the buildings on the square. Not only are there heaps of stone and many workers moving about the structure, there are several armed guards in front of the building wearing the insignia of the Baronial Guard.

The Silk Merchant's Guildhall is a large structure and is constantly being added onto. Its new wealth is prominently displayed by the new stone façade. The building consists of two floors and a basement. The basement area is used for storage and also has access to the labyrinth beneath Ludensheim. It is through here that many members of the Cabal enter the city proper. The ground floor is where all business is transacted, records are stored, and the guards sleep. The upper floor consists of a dining room, several studies, and residences for the leaders of the Guild.

The Guild leadership is comprised almost entirely of Cabal members. Those that are not members of the Cabal are under its influence. The members who opposed the Cabal's takeover have long since been removed. Most of the people who work here suspect nothing and go about their business as usual. There are, however, a few who suspect something unusual is afoot.

In short, the Silk Merchants' Guild was taken over by Heimer when he offered to bring in some lucrative business. He managed this through the Cabal, which gave him free silk. The amount of profit the Guild made increased significantly under Heimer such that he was able to bring in his "own" people to run the show. The Cabal now runs the Guild. They use it to gather gold and as a legitimate base from which to begin spreading their influence in the south.

There are 6-12 guards on the ground floor at all times. They are well-armed and well-paid, experienced warriors. In addition, a priest always accompanies the captain of the guard. There are several well-armed miscreants working in the storerooms as well. These are the only people in the building who will fight intruders. The two-dozen or so others are packers, records keepers, servants, weavers, cutters, and the like.

The silk in the storerooms is worth thousands of gold. Though ample reward is offered should the characters successfully conclude the adventure, silk is not part of it. One bolt of silk sells for 100 gp in the south, should the characters decide to purloin a few bolts for themselves. In the upper quarters there is 500 gp in various coins in a lockbox in Heimer's office.

CAPTAIN (LE Human Fighter 5) HP 35 (HD 5d10+5), AC 20, Spd 30ft. Str 16 Dex 15 Con 12 Int 10 Wis 10 Cha 13. Perception 13 (+3). Athletics +6, Insight +3, Intimidation +4. Sv: Str +6, Con +4. Flail +8 (1d8+5) and Dagger +6 (1d4+3). SA Two-Weapon Fighting, Second Wind (d10+5; 1/rest), Action Surge 1, Crit on 19-20, Extra attack. Challenge 3 (700 XP). He wears +2 chainmail and carries a +2 flail, dagger, and 300 gp in coin and jewelry.

CLERIC (CE human cleric 4) HP 17 (HD 4d8), AC 13, Spd 30ft. Str 10 Dex 16 Con 10 Int 10 Wis 16 Cha 12. Perception 13 (+3). Medicine +7, persuasion +3, religion +4. Sv: Wis +5. Mace +4 (1d6+2). SA Channel Divinity (Control Undead, Deal extra damage (2+spell level) on cause wounds spells, Destroy life (as action, deal 20 damage divided among all creatures in a 30' area as she wishes; Wis save negates). Spell-casting (Save DC 13, +5 attacks): Cantrips – light, sacred flame, thaumaturgy; 1-level (4 slots) – cause wounds, guiding bolt, sanctuary; 2-level (3 slots) – hold person, spiritual weapon. Challenge 2 (450 XP). She carries leather armor, and a +2 cloak of protection, and carries a +2 mace, scroll of curse, potion of healing, and 240 gp worth of jewelry and coin.

GUARDS X12 (CN Human Fighter 3) HP 20 (HD 3d10), AC 16, Spd 30. Str 15 Dex 13 Con 10 Int 10 Wis 12 Cha 8. Perception 11(+1). Athletics +5, Intimidation +1. Sv: Str +4, Con +2. Morning star +4 (1d8+4). SA Dueling, Second Wind (1d8+2; 1/rest), Action Surge (1/rest), Crit 19-20. Challenge 1 (200 XP each). They wear chainmail and carry maces and 40 gp in jewelry and coin.

ROGUES X 2 (CE Human Rogue 3) HP 21 (HD 3d8+3), AC 14, Spd 30ft. Str 8 Dex 15 Con 12 Int 10 Wis 13 Cha 10. Perception 13(+3). Acrobatics +6, Sleight of Hand +4, Stealth +6. Sv: Dex +4, Int +2. Short sword +5 (1d6+3). SA Sneak Attack +1d6, Cant, Cunning Action, Fast Hands, Second-Story Work. Challenge 1 (200 XP each). They wear leather armor, and carry +1 short swords and 10–60 gp worth of jewelry and coin.

ENCOUNTER AREA 7: THE HOUSE OF THE SETTING SUN

This is an occultist apothecary shop. Risticulian sells all types of rare items for use in spellcraft and wizardry. The place is located near the Keep and has the sole license to sell such items (though some items are so common that they can be found in the bazaar or elsewhere).

A tall building of four floors stands squeezed between a wall of the Old City and a sprawling barn. A small sign in front of the door depicts a sparkling rod. Within is a very organized and tidy shop with many shelves lined

with boxes, vials, vases, and assorted containers. All are neatly labeled and stacked. An old man with a twinkle in his eyes and a tall, pointy hat greets any who enter.

Risticulian is a retired wizard with several apprentices; his shop is also where he teaches. Risticulian has much prestige in town, in part because he rarely involves himself in matters of the city, but also because he is very traveled and has quite a reputation for his services to the lords of New Aenoch. He is a good man and enjoys magics, though now of the mundane and common kind.

He sells all types of items for use in magical incantations. Almost any item can be found in this store from bat wings to ground up ruby dust. He actually keeps such a good stock because he uses the material more often than his customers. His prices are steep, but in such a remote area this is not unusual.

Risticulian has become aware of some powerful magics at work in Ludensheim, though he has been unable to ascertain their source or nature. In part, this is because he is busy with other things but also because he generally stays out of town affairs and considers himself somewhat impervious to any permutations in power which may occur in Ludensheim. Risticulian will offer advice and share information with the characters (especially other wizards of kindly disposition) if respectfully asked.

In the long haul, Risticulian would rather the Cabal of priests not come to power. Should he become aware of the Cabal and be convinced Baron Heimer was under their influence, he would aid the characters in their quest to convert the Baron (though not kill him). To avoid having this non-player character dominate events or become a pivotal player in the characters' actions, Risticulian will, shortly after being convinced of said deeds, go after a powerful wizard he suspected of being in town. This chase leads him out of Ludensheim so that in any final confrontations, Risticulian is not to be found nor depended upon.

One of Risticulian's apprentices, Itto Catil, is actually in league with the Cabal, though Risticulian does not know it. Itto Catil has struck up a friendship with one of the lesser acolytes, Steph Kerner, and feeds him information about Risticulian. The characters may discover this relationship should they observe Itto with Steph Kerner. The two meet in the Two Towers at the bazaar. The characters must also know of Steph Kerner's relationship to the Cabal to ascertain Itto's complicity.

ENCOUNTER AREA 3: TEMPLE BLOCK

This is more a convent for the Holy Order of Ore-Tsar than a house of worship for the public. The complex is large and sprawling, containing several buildings, a temple, barracks, armory, and stables. It is mostly abandoned now, as many of the knights have left to fight in wars to the south and west.

Several large, long stone buildings form a square on a rise. These imposing structures are all but a single story tall and have blue-tiled, peaked roofs with many banners fluttering in the breeze. From the center of the block rises a large tower with no walls; simple columns support each floor. Atop this structure is a statue of Ore-Tsar, sword in hand, facing northwest.

Other than climbing over the ceiling and dropping into the compound, there is no entry to this complex except through the front gate. This is a broad gate that is always open during the day, and is wide enough to allow four horsemen to move through it abreast. At all times there are 2–3 young clerics manning the gate or nearby. They greet all of goodwill with pleasure but are not disposed towards those of ill will at all. (All the clerics have *detect evil* memorized at least twice and use it when anyone enters the complex to determine their nature.)

The complex has four long, single-story buildings surrounding a courtyard. In the center of the courtyard is a four-story stone tower built of columns. Atop this is a statue of Ore-Tsar looking in the direction of Aufstrag.

The south-facing building has the entry in its center. In this building are the rooms for the servants and lowly acolytes who serve Ore-Tsar. Food, water, and beer are also stored in this building. The east building contains the barracks for the knights as well as the stables. The north building houses the library, kitchens, dining hall, and rooms for the higher authorities. The west building contains a woodworking shop, a smithy, and utility storage. Much equipment and weaponry are stored in the buildings.

Currently, there are only 14 servants and seven acolytes at the complex. The High Priest and his followers left about a year ago with the promise to return as soon as the situation permitted. The acolytes are not really aware of what is going on in Ludensheim, though they do know unsavory sorts have made their appearance lately. They are also well aware that the Baron Heimer is an altogether unsavory character, as are as his followers. However, they are powerless to do anything about it and hope for the return of their High Priest to help right the wrongs in Ludensheim. Urgent messages have only been met with replies encouraging them to hold on a bit longer.

The acolytes are willing to help in any way they can should the characters be deemed worthy and their goals honorable. If not, their assistance is given grudgingly, if at all, as they care not to replace one evil with another.

ACOLYTES X 2 (LG Human Clr 2) HP 9 (HD 2d8), AC 13, Spd 30ft. Str 13 Dex 10 Con 10 Int 10 Wis 14 Cha 11. Perception 14(+4). Medicine +4, Religion +4. Sv: Wis, Cha. Flail +3 (1d8+1). SA Channel Divinity (Turn Undead; 1/rest); Extra healing (healing spells grant 2+spell level add'l points); Preserve life (action; divide 10 points of healing among any within 30 feet as cleric chooses); Spellcasting (DC 12; +4 spell attack): Cantrips – light, sacred flame, thaumaturgy; 1-level (3 slots) – bless, command, cure wounds, healing word, sanctuary, shield of faith. They wear studded leather armor and carry shields and flails.

ACOLYTES X 5 (LG Human Clr 1) HP 8 (HD 1d8), AC 11, Spd 30ft. Str 10 Dex 10 Con 10 Int 10 Wis 14 Cha 11. Perception 14(+4). Medicine +4, Religion +4. Sv: Wis, Cha. Flail +3 (1d8+1). SA Channel Divinity (Turn Undead; 1/rest); Extra healing (healing spells grant 2+spell level add'l points); Preserve life (action; divide 10 points of healing among any within



30 feet as cleric chooses); Spellcasting (DC 12; +4 spell attack): Cantrips – light, sacred flame, thaumaturgy; 1-level (3 slots) – bless, command, cure wounds, healing word, sanctuary, shield of faith. They wear leather armor and carry maces.

SERVANTS X 14 (N Medium Human): HP 4 (HD 1d8), AC 10, Mv 30ft. Str 10 Dex 10 Con 10 Int 10 Wis 10 Cha 10. Perception 10. Staff +2 (1d8). SA None.

ENCOUNTER AREA 9: THE SHEEP HERDERS' GUILD

This is the most powerful Guild in Ludensheim. Most of the income for the city as a whole is derived from the trade and taxing of wool. Fully half the city's inhabitants are involved in the trade. This includes the herders, drovers, shearers, weavers, muleteers, and tradesmen. The Guild itself is not the wealthiest (the Silk Merchants and the smithy have far more gold) but by virtue of the number of people involved in the trade, the Sheep Herders' Guild is very powerful and influential.

On the south side of the bazaar square is a large wooden building three stories in height. Broad stone steps lead up to its double-door entry. Above the well-worn doors is a simple wooden engraving of a sheep. The front of the place is crowded with farmers, herdsman, and often several sheep. The side of the building is always crowded with wagons in various stages of being loaded and unloaded. The cacophonous bleating of sheep and braying of the dray mules, rumor-mongering farmers, and dealing herdsman and merchants fills the air.

Many Guild members are capable of fighting. They have little loyalty to Heimer and much to the family preceding him (the taxes were lower then, and the silk trade appears to be a rapidly growing economic influence in the city).

The Sheep Herders' Guild hired a spy, Tul Merriweather, who successfully infiltrated the Silk Merchants' Guild. Tul managed to make it all the way to the Wicked Cauldron (a large and very ancient temple complex south of Ludensheim where the followers of Unklar have begun to gather, see **A3 Wicked Cauldron**) and observed things there. He has just now returned to Ludensheim to tell the Guild what he saw. The characters may have encountered Tul previously; if so, he will be of some assistance to the characters if they choose to ask him or even meet him. He knows that the silk merchants have some connection to the Wicked Cauldron but he isn't sure exactly what that connection is. He will impart this to the characters. If the characters have not met Tul but he learns that they are willing to help him in uncovering the machinations of the Silk Merchants' Guild then he will give them a name of a ranger, Greden Merkmén, who dwells in Botkinburg but frequents Ludensheim often to sell pelts and meat he captures while hunting on the Hruesen River. Greden can be contacted by visiting the Hunters' Inn.

ENCOUNTER AREA 10: THE HUNTERS' INN

This is a guild hall for the local hunters. All those who hunt and sell the gain from the Hruesen River basin, the Barren Wood, or the whole of the Blacktooth Ridge come here at one time or the other. They must come here to sell pelts in Ludensheim, as they must do so through this guild or face punishment. Usually, this is nothing more than fines or confiscation of goods, unless a miscreant is encountered in the wilderness where he is likely to be roughed up a bit.

The Hunters' Inn is friendly place. Its wooden floors are built slightly off the ground and moan and creak a great deal if the foot traffic becomes too great. The walls are decorated in monster and animal trophies that hunters and rangers have, over the years, given to the proprietor, Bartleby Jones. A huge fire, vented through the roof, burns in the middle of the room. Around this there are several men sitting, drinking, and eating. A plethora of tables are set about the room as well in no discernable order. The place is always thick with customers and a palatable layer of smoke hovers in the air. The smell of brew and sweat permeates the room.

This elderly Bartleby began hunting the region in the waning days of the Winter Dark and he remembers the fall of Aufstrag and the arrival of the Crusaders. As a lad he traded with the post commander of the Geerdes Gag, and as an old man he deals in traffic with the knights of the Empress' Court to the south. He does not want to see a return of the old days, but he has seen disturbing signs that the minions of the Horned One have begun to return: animals have become scarce, the previous winter was far colder than it had been in decades, and the disturbing return of huge ravens, a breed that once served as the Dark Lord's minions.

Bartleby is a kindly man and a good judge of character. If the characters approach him in a friendly manner and indicate their willingness to see the evil rooted out, he'll give them the information he knows and introduce them to Greden Merkmén, who is presently staying at the inn. He can also offer them the sanctuary of the Temple Block, as he supports the church and its acolytes with a great many donatives.

Greden is a ranger from Botkinburg. The characters may have encountered him in previous adventures (**A1 Assault on Blacktooth Ridge** or **A2 Slag Heap**). He is a member of the Society of River Wardens, an order of rangers dedicated to keeping watch on the whole region. Blacktooth Ridge stands between the struggling powers of Aufstrag and New Aenoch and often suffers the depredations of both factions. The River Wardens are mostly scattered now and few if any remain.

If Greden met the characters previously and knows their willingness to help, he'll be glad to offer them his guidance in getting to the Cauldron if they have not already found it. Otherwise, he can offer little in the way of support but to confirm that a great deal of "secret" traffic is being conducted by parties inside Ludensheim and the Cauldron. Trails he has followed are lost in the town.

GREDEN MERKMÉN (CG Human Ranger 6) HP 40 (HD 6d10), AC 17, Spd 30ft. Str 16 Dex 18 Con 14 Int 12 Wis 12 Cha 9. Perception 15(+4). Athletics +6, Bowyer +4, Nature +4, Stealth +7, Survival +7. Sv: Str +6, Dex +7. Longsword +8 (1d10+7), Longbow +7 (1d8+4; 150ft/600ft). SA Favored Enemy (Orcs, Ungern), Natural Explorer, Dueling, Colossus Slayer (+1d8 if enemy below hp max; 1/turn), Primeval Awareness, Extra Attack. Spellcasting: 1-level (4 slots) – Cure Wounds, Ensnaring Strike, Hunter's Mark; 2-level (2 slots) – Spike Growth. Challenge 2 (450 XP). He wears +2 leather armor and carries a +2 long sword, 2 potions of healing, longbow, 20 arrows, pack, hunting gear and 25gp.

ENCOUNTER AREA 11: BOORGEATE

Boorgegate is located in the Old City. It is the gate which overlooks the bridge crossing the Hruesen River and consists of the two ancient towers and a bridge originally constructed by the engineers of the Horned One. It is the only northern exit from the city.

The bridge is a massive stone structure almost 50 feet across and stretches in one great arch over the river. At its apex, the arch is almost 40 feet above the water. On the southern side of the bridge, in Ludensheim, sit the two towers and the gate. The towers are 70 feet tall and 90 feet to a side. They are placed 80 feet apart and connected by a stone causeway. Underneath the causeway are the two gigantic, ironclad doors. The doors are almost always open these days though are easily closed from within either tower.

The towers are identical in structure. They are 70 feet tall and 90 feet wide with three 50-foot wide levels and a basement. The walls are 20 feet wide and constructed of blocks of stones 20 ft. x 20 ft. x 10 ft. The basements are connected by an

underground tunnel. The ground level of each has a large ironclad door to the outside and houses the guard. The second floor contains weapon stores; the third floor contains spare parts for the ballistae and other equipment used for anti-siege such as oil caskets, rope, and small stones. The roof has three-foot-tall battlements, two ballistae, and a large mobile bucket used to dump oil. The basement is used for storing food and other materiel.

Each tower is occupied by five Baronial Guards. One guard from each tower acts as gate guard during the day and evening. The commander, Carl Restern, resides in the eastern tower. All movement through this gate from the north is taxed 1 cp per person and 1 sp per wagon. The collections are brought to the Baronial Keep every evening.

The fishermen and other folk who make their living from the Hruesen River usually exit and enter the city through this point. In the early morning, the gate is very crowded. Likewise the evening is exceedingly crowded as the fishermen hawk their catches just inside the gate and the local tavern keepers, merchants, or other purchasers come to the area to buy things.

The Boorgegate is also one of the few locations with an entry to the sewers beneath Ludensheim. This entry is accessed from the well just to the south of the city wall and east of the tower. Only a few people know this. Nigel and Pampin (located in The Gold Pan, Area 2) know where it is.

ENCOUNTER AREA 12: THE KEEP OF LUDENSHEIM

The Keep of Ludensheim is not an elaborate affair. The central part is located in what was once the Tower of Geerdes Gag. This is a square tower some 120 feet tall with battlements atop. From the roof, a good view can be had of the city, the bridge, and the river. Extending out from the central block are four wings. These wings were added after the arrival of the Crusaders of Outremere. The construction of the wings is not as well done as that of the tower proper but serves its purpose. The Keep is named Cerrok Hruesenette (meaning “The Rock Palace by the River Hruesen”).

The central area of the Old City is dominated by the blocky Keep of Ludensheim. This small but imposing structure consists of a central square tower built higher than any other structure in the town. Atop it and stretching above the battlements is the ragged banner of Ludensheim fluttering in the wind. Stretching out from the central tower are four wings, each branching off one of the corners of the keep and ending in smaller square towers. A small stone wall, some 10 feet high, stretches around the entire affair.

The Keep houses Baron Heimer, his staff, retinue, and personal guard. Several members of the Cabal have moved into the Keep as well. The general layout of the Keep is described below. The exact location of all staff is not described, as it changes all the time and depending upon when the characters arrive they will meet different people. The areas which usually have people manning them simply list the usual occupants. It is, ultimately, up to the Castle Keeper to place all the individuals within the Keep.

GENERAL LAYOUT OF THE KEEP

There is a central square block with four wings coming off of it, each wing connected by a curtain wall.

The northwest wing is devoted to the living quarters of the ruler and his family. Since Heimer has little family, it is for the most part, empty of people but does have some finery left over from the previous monarch.

The southwest wing is devoted to the servants of the household and their workspaces, such as the cooks and their kitchens, the woodworker and his shop, etc.

The central block is where the conference rooms are, the throne room, administrative offices, and so forth. There was once a temple here, but it has now been abandoned, as the High Priest left and no one has come to replace him. That hall is closed to all. (This fallen chapel also has some of the minions of the Dark One in it. They have slowly infested it.)

The non-player characters are described in the NPC section of the module. A list of the Keep's usual occupants includes: Lord Heimer, Lady Sliever, Charles Otto Murtel, Kleffert von Graff, Master Blisting, Silvanus, Theres Crule, various servants, and the Baronial Guard.

THE CENTRAL KEEP

The central tower of the Keep contains the meeting hall, barracks, and access to the storerooms beneath the Keep. In cases of siege, the central keep is the fall-back position. The outer towers will be given up and final positions taken here. The structure is made entirely of stone except for interior walls, supports, and the upper floors.

THE GROUND FLOOR

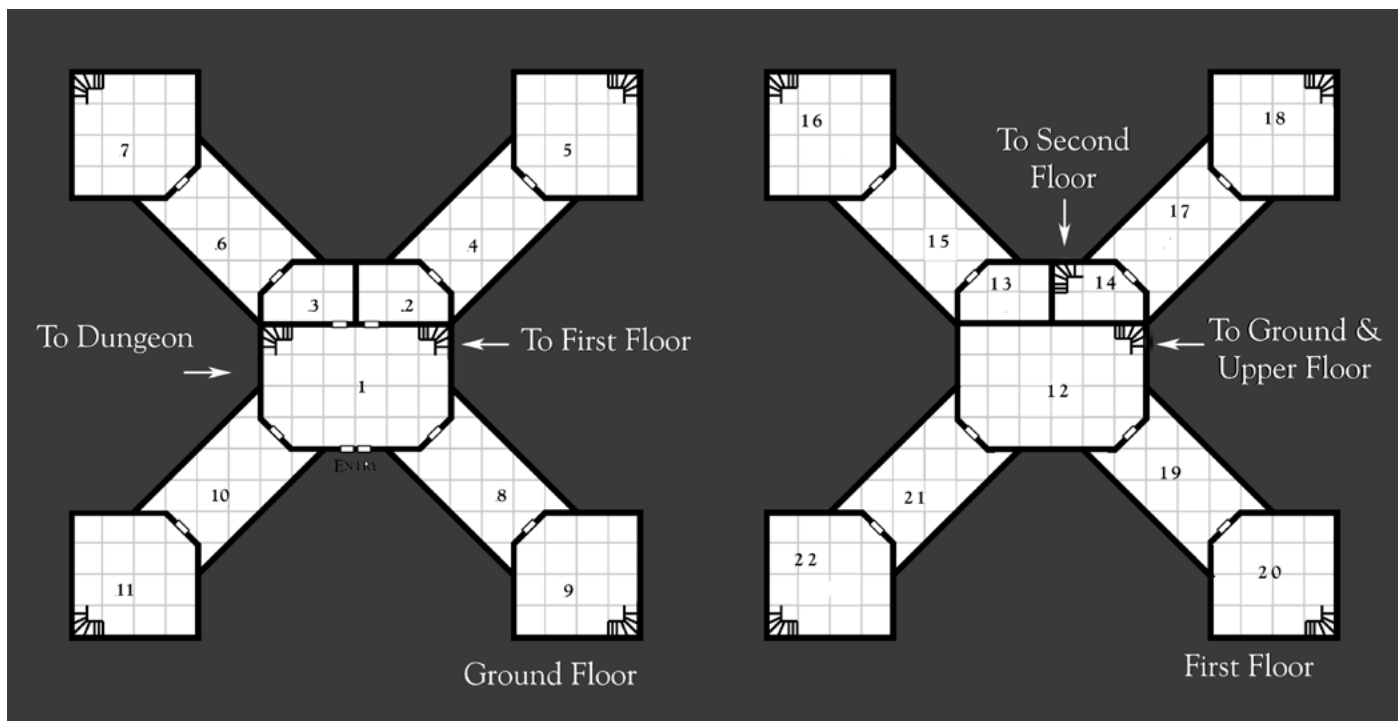
AREA 1: Large iron-bound oak doors, which are usually closed, offer the only public entry from the outside into the Keep. This room has four exits: one leading to the southeast tower, one to the southwest tower, and the others to Areas 2 and 3. There is also a large trapdoor with steps leading down to the dungeon. A large table dominates the center of the room where guards mill about. During the day, the Captain of the Guard (Kleffert von Graff) is here or in Area 2 or 3. There are 1–3 axmen and 2–4 pikemen on duty in here with him as well. During the evening Sergeant of the Guard (Charles Otto Murtel) is here with the same numbers of troops.

AREA 2: This room offers access to the northeast wing of the Keep. A table, a couple of chairs, and a stove are in here as well. Kleffert or Charles are often in here while on guard duty and only come out when necessary.

AREA 3: This room offers access to the servants' wing of the Keep. Utility items used for upkeep in the Keep are kept in here.

AREA 4: This broad hallway is lined with tapestries.

AREA 5: This room is used for the relaxation of the Baron. There is a large fireplace, table, and tapestries on the wall,



several sitting chairs, and sumptuous rugs. The only person who regularly uses this room is Lady Sliever. The finery in here (candle holders, silverware, etc.) is worth about 2,000 gp.

AREA 6: The doors in the hallway are always locked. Two large guard dogs roam this hallway and bark viciously when anyone enters. They are usually chained up and attack only when given the command. The dogs belong to Master Blistig.

AREA 7: This chamber is used for recording various activities in the Keep. There are shelves full of papers along all the walls in here. Three large scribes' desks are in the center of the room. Master Blistig and Silvanus can often be found in here during the day or early evening. No servants or guards have the keys to this area, though Nefrous has a set.

AREA 8: This hallway leads to the servants' quarters.

AREA 9: This room is used for storage of various necessities in the Keep. There are crates of mortar, some stones, picks, mortar tools, woodworking tools, some lumber, rope, casks and crates of nails, and other sundries.

AREA 10: This hallway contains several large, sturdy pieces of wood (used to brace the door to the Keep in time of war), barrels of water, and several barrels of dried pitch.

AREA 11: This chamber houses the Baronial Guard. There are bunks for up to 12 people in here. A small table is located in the center of the room. At any given time there are 3–9 guards in here who are off duty. All weapons and armor are stored in here.

FIRST FLOOR

AREA 12: This chamber is used as a meeting room and throne room. When Baron Heimer holds audience (rarely), this is the room used by he and whomever he is meeting. It is usually empty. A large table is placed to one side of the room and a massive

chair, draped in bearskins and raised upon a small platform, sits against the south wall.

AREA 13: This waiting room contains a small bed, chairs, table, and trunk. Although he is supposed to sleep in the servants' tower, Silvanus has made this room his home. No one really seems to care. The trunk contains little more than Silvanus' personal goods and 20 gp in coin. The door to Area 4 is locked.

AREA 14: This room always contains two guards. There is one chair here for one of the guards to rest in.

AREA 15: This hallway leads to Area 5. It is lined with shelves filled with knickknacks and junk such as lamps, oil, candles, a few chairs, and other utilitarian items. The far door is always locked.

AREA 16: This room contains records for the keep. Specifically, the two types of records kept are the genealogies of the knighted peoples and tax records (along with the treasury contents—altogether inaccurate). Master Blistig, Nefrous, and Baron Heimer are the only ones who come in here these days, though Silvanus occasionally makes his way through the room (and in the dark of night occasionally goes over some of the records). Master Blistig has taken over the records and made a complete mess of them. He has misplaced and misfiled almost everything, and not only had no idea how to keep the records, he attempted to forge them as well, since he was siphoning off funds. Luckily for him, no one really cares any more.

AREA 17: This hallway leads to the baronial quarters. No one is supposed to use this hallway other than Nefrous, Baron Heimer, and Heimer's bodyguard, Theres Crule. It is empty excepting a large rug running down its middle and two sets of armor to either side of the door at the far end. The door is locked. The only thing of interest in this room is a small bat living in the rafters. This bat is little more than a spy for Nefrous. It reports

any movement through here to Nefrous. It may take it an hour or more to relay the information.

AREA 13: This is Baron Heimer's private audience room. It is here that he meets with his guard, Nefrous, or any others close to him. The room has several small tables and chairs, lamps, a shelf with books on it, and a fireplace. Heimer spends most of his time in this room, sitting and pondering his next moves. Theres Crule is here more often. Theres sleeps on the floor by the steps leading up to Heimer's personal quarters whenever Heimer is up there.

AREA 19: This hallway is empty and the doors always unlocked.

AREA 20: The male servants sleep in this room. There are a dozen cots and a round table in the center of the room where they eat or gamble. There are 2-5 servants here at any given time. There are few valuables in here, as the servants are generally only paid in food and lodging.

AREA 21: This hallway contains a large weapons rack holding various types of pole arms. The doors are usually unlocked.

AREA 22: This chamber is used to barrack troops. At any given time, there are 2-5 pikemen in here sleeping, gambling, or wasting time (as only troops can). There are bunks for up to 12 people. A large cask of water and table are located in here as well. There is little of value in here, though 20 gp worth of in coins can be recovered.

2ND FLOOR

AREA 27: This chamber once contained a shrine. It has since been removed. The room is unused at the moment and contains

little more than a few pews. Some empty crates and boxes are stored along one wall.

AREA 24: This room contains the bits and pieces of stone from the old shrine. The marble chunks can be placed together to reveal a statue of Ore-Tsar.

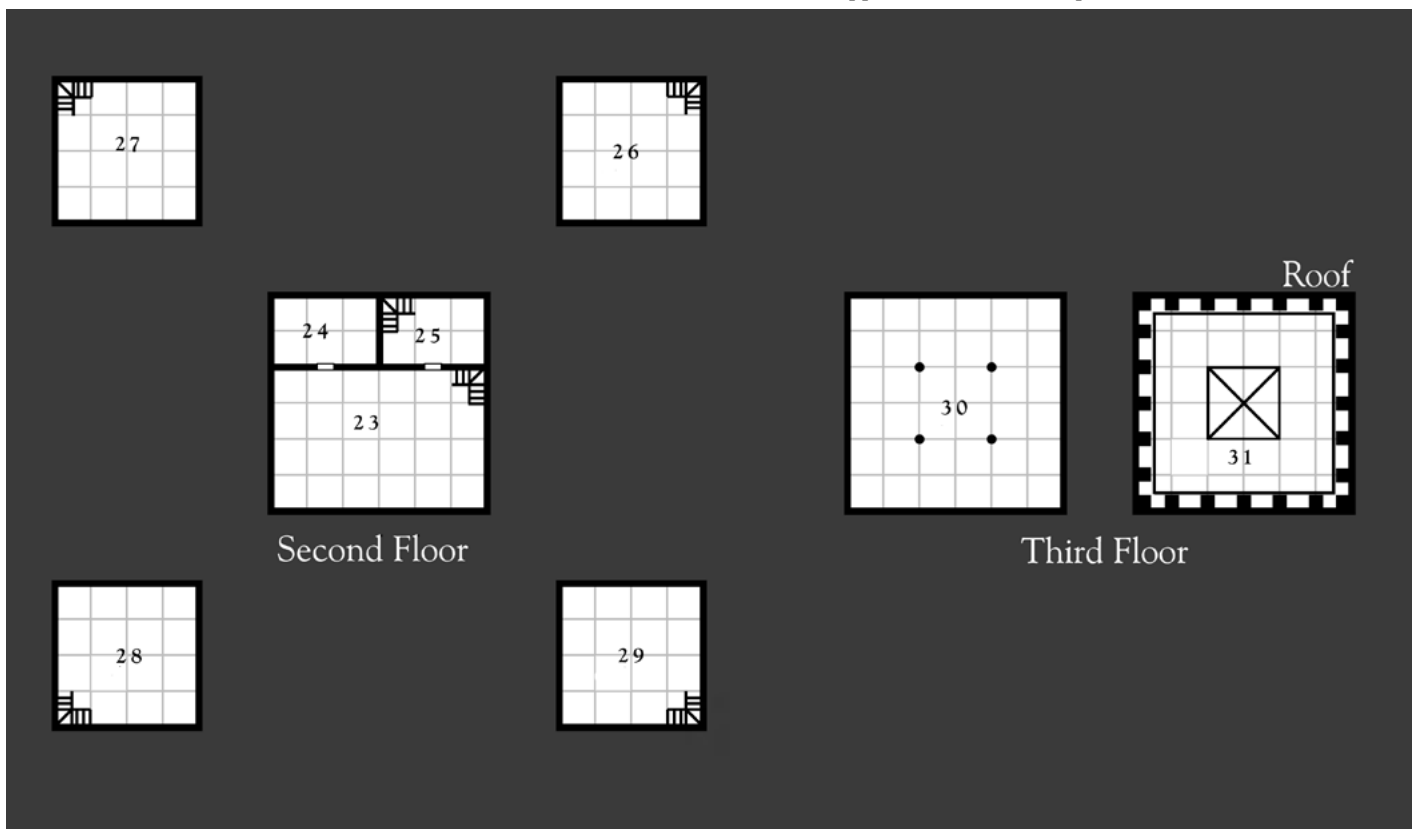
AREA 25: This room offers access to the 3rd floor of the tower.

AREA 26: This is Baron Dietbold Heimer's personal chamber. It contains a large poster bed with curtains, a thick ornamental rug, several bookcases, a table cluttered with foodstuffs and flatware, a fireplace, two sitting chairs, an armoire, and two large trunks. Most of the windows are covered with tapestries. Heimer is usually found in here; he almost always sits in a chair, holding the *Fell Axe* and staring at the fire. His wife is often found on the bed reading. Heimer never wears his armor while in this room and in repose.

Most of the goods in here are clothing, jewelry, and common items of varying value (perhaps 1,000 gp to those who care). Heimer keeps his arms and armor on a rack next to his bed. The two trunks contain the valuables of both Heimer and Lady Sliever, his wife.

Heimer's trunk is locked with a huge padlock (the key to which is around his neck). It is easy to pick, with any attempt having a +2 added to it. Within are many articles of clothing as well as 1,000 gp in jewelry and 2,000 gp in coin and gems. There are three *potions of healing*, one *potion of giant strength*, a *ring of magic resistance*, and a *cloak of elvenkind*.

AREA 27: This are is empty except for one dead rat laying in the corner. It appears to have eaten poison.



AREA 23: This chamber is used for storage of military implements such as weapons, whetstones, water, oil, lubricants, and other items for the day-to-day needs of repairing equipment. There is also room to barrack six troops here, though it is often used by the commanders to sleep in and not the troops. Generally no one is here unless to gather supplies.

AREA 29: The female servants sleep in this room. There are a dozen cots and a round table in the room for eating and other activities. This room can only be entered through a locked and closed hatch. There are only five female servants on staff.

AREA 30: This chamber is the 3rd floor of the central keep. It was primarily designed as a defensive position, hence the many arrow slits in the walls. Currently, the room is used for storage. There are crates and boxes of dried goods and trade goods of all types. There is no item or single type of object in here of great value though collectively the material is worth about 1,000 gp. The material is stored closer to the center of the room and not the walls in order to keep the arrow slits open for use.

ROOF 71: The roof of the Keep has a small entry chamber atop it. A pole extends up from the roof and carries the banner of Ludensheim, while beneath it is the personal banner of Heimer. The perimeter of the roof has battlements. There are two ballistae placed up here. Two crossbowmen are always on duty here.

PALACE CELLAR

AREA 1: This large chamber has a broad table on its east end with several benches around it, a fire pit nearby, and several ovens by that. Two smaller tables are near the ovens. Pots and pans of all sizes are arranged on the tables, and foodstuffs lie about everywhere. The west side of the room has weapon storage racks for pikes and assorted gear, barrels of arrows, a rack of swords, and six light crossbows. This room is used for cooking and is where the Baronial Guard and servants eat. There are almost always a few servants in here as well as a few troops eating, cooking, or milling about.

AREA 2: This room is used as a barracks and houses up to 12 people. There are bunks, personal goods, and casks of water in here. There are always 1-4 guards in here sleeping or off duty.

AREA 3: This room is used as a barracks and houses up to 12 people. There are bunks, personal goods, and casks of water in here. There are always 1-4 guards in here sleeping or off duty.

AREA 4: This area of the dungeon is no longer used. Old casks and crates, broken tools, and other junk are found in here. Silvanus uses this area to hide his money. Often seen down here rooting around old junk, he is really hiding his coins and valuables. In a fake bottom to a cask in the back room is 340 gp in coin and jewelry.

AREA 5: These rooms contain various and sundry material used around the Keep. There is rope, wood, tools, blankets, clothing, dishes, tankards, etc.

AREA 6: All the rooms down this corridor contain foodstuffs of various types. All the doors are locked. Within are dried goods, grains, beer, and many barrels of water (as there is no access to water from within the Keep).

AREA 7: A large iron-bound and locked door stands in the entry to this area. The only people who have the keys are Silvanus, Kleffert, Charles, and Heimer. This area houses the prisoners kept by the lord. There are several petty thieves down here now.

There is also a secret door in the tunnel leading down to the prison rooms. This was once a door but has been hidden, though not well. Players have advantage on any checks to locate the door.

AREA 8: This area gives access to the labyrinth beneath the city. The door here is locked and there is a magical inscription upon it. Unless the proper command word is spoken ("Unklar") when opened, a loud chiming occurs. It alerts the guards in Area 9.

AREA 9: These rooms are used to bunk several of the Cabal who act as guards. There are six bunks in here, a table, some food and water along with a little personal gear. Additionally 1-4 guards are in here resting. One cleric is always here.

CLERIC (CE human clerics) HP 14 (HD 3d8), AC 16, Spd 30ft. Str 14 Dex 10 Con 10 Int 12 Wis 14 Cha 12. Perception 14 (+4). Medicine +4, Religion +4. Sv: Wisdom +4. Mace +6 (1d10+4). SA Channel Divinity (command undead 1/rest); Spells: (Save DC 12, Spell attack +4; Cantrips: light, sacred flame, thaumaturgy; 1-level (4 slots): bane, cause wounds, command, guiding bolt, sanctuary, shield of faith; 2-level (2 slots): blindness/deafness, hold person, lesser restoration, spiritual weapon). He wears full chainmail, and carries a +2 mace, a potion of healing, a scroll of fear, and 130 gp in coin and jewelry.

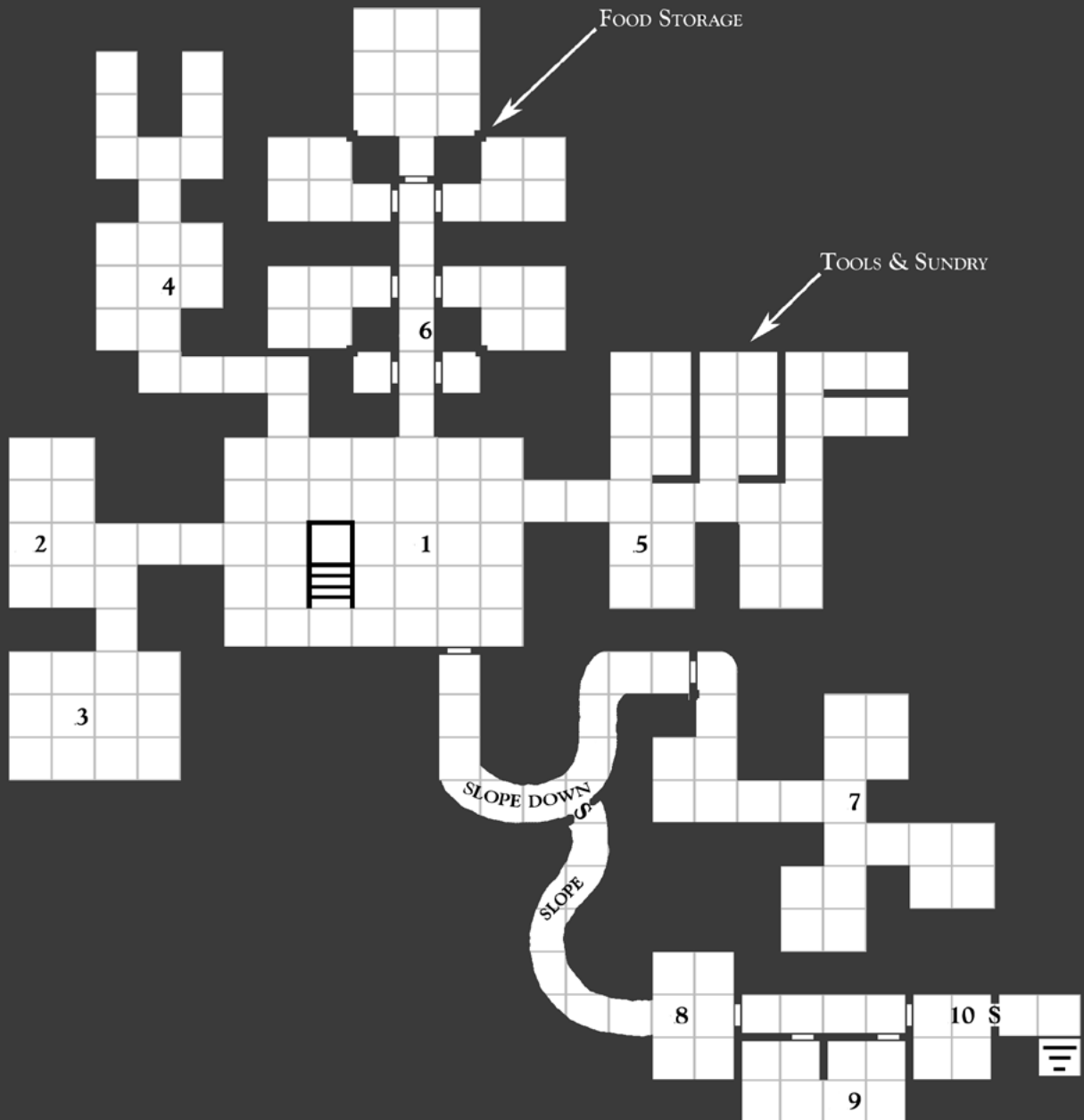
CABAL GUARDS (N Medium Human): HD1d8 (HP 4), AC 11, Mv 30ft. Str 10 Dex 10 Con 10 Int 10 Wis 10 Cha 10. Perception 10. Short sword +2 (1d6). SA None. They wear leather armor and shield and carry a short sword and 1d10 gp each.)

AREA 10: This room always contains three Cabal guards (see stat block above). There is nothing but a table in here upon which the guards are often gambling. The secret door is activated by a pressure plate on the floor in the northeast corner of the room. The door is not concealed from the east side and is easily opened from that direction. If attacked in this area, one of the guards leaves via the secret door to warn those below.

The secret door leads to a series of small corridors which descend beneath the city and into the sewers. The area of import for this adventure is The Sanctum. As mentioned previously the rest of the complex's extent, design, and inhabitants are at the discretion of the Castle Keeper.

Palace Cellar

1 SQUARE = 10 FEET



BENEATH LUDENSHEIM

When Ludensheim was constructed by the forces of Unklar, some of his best engineers undertook the job. They excelled in the construction of underground labyrinths through which flowed excess water and sewage, where repair tunnels fanned out beneath the earth, and tunnels and holes were built to withstand the ravages of time. But the sycophants of the Horned God did not forget from whence their power was derived, and they built places of worship and safety for those needing them. These underground labyrinths are intact if a little worse for wear. In only a few spots have they collapsed or become buried in debris.

A broad scheme of the labyrinths has not been supplied; suffice to say it is vast, spacious, organized, and interconnected. The two areas necessary for the adventure are described: the Sanctum and the Black Pits. The Castle Keeper is encouraged to detail the labyrinth and other areas as desired or ignore them altogether. This area could be used for further adventures in order to bring the characters up a level or so before continuing the "A" series or to further detail the city. It should be noted, though, that the labyrinths were cleared of most inhabitants shortly after its fall to the Crusaders. On the other hand, a few wily creatures have stolen into discreet locations and hidden themselves in rooms and holes beneath the city, where treasures still await eager explorers.

THE SANCTUM

The Sanctum lies beneath the Keep, but is only accessible through the many sewers beneath Ludensheim or the Keep's cellar. Access through the Keep's cellar is described previously.

Should the characters attempt to find the place from the labyrinth, they will spend anywhere from 1–3 hours locating the entry to the Sanctum. In the meantime, they will have wandered through many stinky and foul corridors and rooms.

There should be no wandering monsters in the labyrinth unless the Castle Keeper cares to place them here. However, there is one encounter the characters will have. A flesh golem has been created by Nefrous and his minions. Nefrous has decided to make many of the creatures to guard the corridors, but has only managed to produce one to date. The golem should be encountered as the characters get close to finding (or leaving) the Sanctum.

FLESH GOLEM (N Medium Construct) HP 93 (HD 11d8+44), AC 9, Spd 30ft. Str 19 Dex 9 Con 18 Int 6 Wis 10 Cha 5. Perception 10(0). 2 Slam +7 (2d8+4; magic). SA Darkvision 60ft., Berserk, Fire Aversion (disadvantage if takes fire damage), Immutable form, Lightning Absorption (lightning damage heals 1:1), Magic resistance, Immune to lightning, poison, bludgeoning, piercing, slashing from nonmagical, non-adamantine weapons; immune to charmed, exhaustion, frightened, paralyzed, petrified, poisoned.

AREA 1: The steps from the cellar area lead down at a steep angle for some 30 feet before one enters the dark chamber. At the south end of the chamber stands a large, garish mouth as tall

as a man, which emits wisps of foul air. As the characters enter the room, a deep, low voice emits from the area of the mouth.

The sound has the effect of a *fear* spell. It does not affect those who are evil or who worship Unklar (yes, the gods know). A DC 15 wisdom save must be made or the character refuses to go any further. Any attempt to force the character to go further results in his fight or flight. This effect lasts for four hours. A character can be affected by this mouth's spell-like ability only once per day.

There is no door in the room; rather, one must go through the mouth to proceed. Beyond is a hallway with a permanent *darkness* spell cast upon it. At the end of that hall is a secret door. It opens automatically when 120 pounds or more in weight is on the 5 ft. x 5 ft. area in front of the door.

AREA 2: This is a guard room and 2-4 members of the Cabal are always here. One or two will be asleep at any given time. They will fire upon anyone they do not recognize. The doors to this room are locked and barred. The doors must be beaten down to enter. The room contains several beds, a barrel full of crossbow bolts, six heavy crossbows, a table and the bric-a-brac of ancient fantasy world lives. Should anyone enter the northern hallway who is not a member of the Cabal, one of the guards goes to Area 7 to give warning to those below.

CABAL GUARDS X2-4 (LE Medium Human): HD1d8 (HP 4), AC 11, Mv 30ft. Str 10 Dex 10 Con 10 Int 10 Wis 10 Cha 10. Perception 10. Short sword +2 (1d6). SA None. They wear leather armor and shield and carry a short sword and 1d10 gp each.)

AREA 3: The door to this room is blocked and locked. Inside is a single cot and table with a chair pulled up to it.

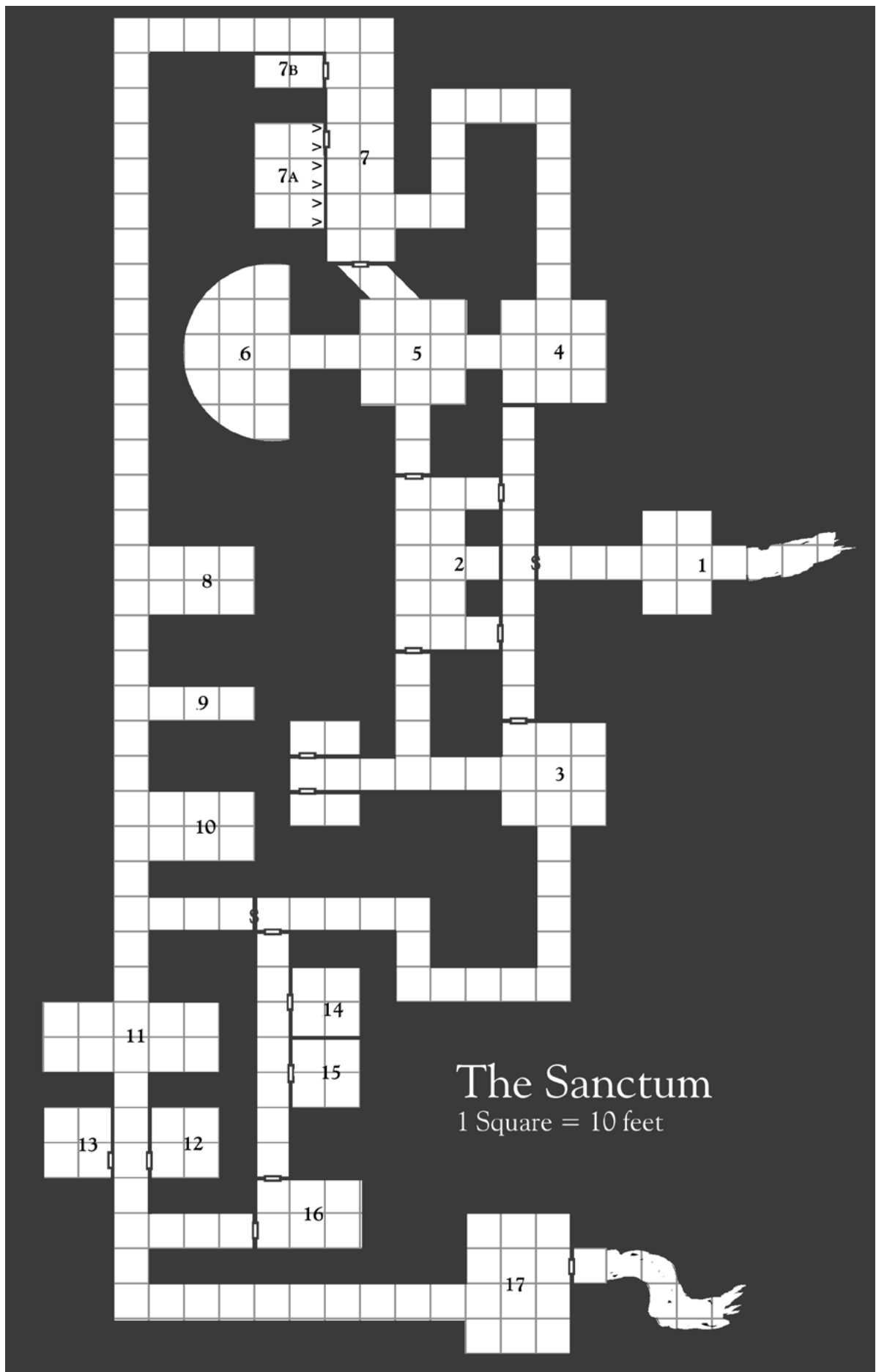
AREA 4: The door to this room is locked and barred. Within is a large guard dog. On the floor is a smattering of bones the dog chews on. A torch is always lit in this room. If anyone the dog does not recognize enters the room, it barks, then attacks. The barking rouses the priest in Area 6.

GUARD DOG (unaligned M beasts): HD 2d8+2, HP 11, AC 13. Str 12, Dex 15, Con 12, Int 3, Wis 12, Cha 6. Perception is 13 (+3). Survival +2, Stealth +2. Bite +4 (2d4+2 plus Trip. DC 11 Str. neg.); SA Advantage avoid surprise, hearing and smell. Challenge 1/4. XP 50

AREA 5: This room contains a rack with several cloaks hanging from it.

AREA 6: This chamber once housed a massive shrine to Unklar. The shrine was destroyed long ago, but the current occupants are in the process of rebuilding it. There are several large blocks of marble in the room and some cutting tools. A table is pushed up against the west wall and upon it are some paper and chalk and a small statue of Unklar.

A priest is in here as well. He is a master carver and is in the process of making the first cuts into the marble. He attacks anyone who enters the room who is not a member of the Cabal.



If he has warning given by the dog in Area 4, he prepares himself for battle by casting his *bless*, and other combat spells prior to the characters coming in. This priest's personal gear is located elsewhere in the complex.

PRIEST (CE human cleric 5) HP 29 (HD 5d8+6), AC 16, Spd 30ft. Str 11 Dex 14 Con 12 Int 16 Wis 14 Cha 18. Perception 12(+2). Deception +6, Persuasion +6, Religion +5. Sv: Int, Cha, Wis. Hammer +2 (1d6). Spellcasting (Save DC 12; +4 attack) Cantrips – guidance, resistance, sacred flame, thaumaturgy; 1-level (4 slots) – command, inflict wounds, shield of faith; 2-level (3 slots) – hold person, spiritual weapon; 3-level (2 slots) – animate dead, bestow curse; Channel divinity (1; command undead, smite good (+1d6 necrotic damage); Destroy undead (CR 1/2).

AREA 7: This is another guard room. The hallway is empty except for a few crates.

AREA 7A: This room houses six guards and a priest. There are several bunks in here but little else. Half the occupants are asleep at any given time of day or night. The others are on duty. They keep an eye out for intruders. Using the arrow slits in the north wall, they will fire upon anyone who enters the area who does not appear to be a member of the Cabal. Wearing any clothing from other Cabal members will cause them to think twice about attacking.

PRIEST (CE human cleric 4) HP 17 (HD 4d8), AC 15, Spd 30ft. Str 10 Dex 16 Con 10 Int 10 Wis 16 Cha 12. Perception 13 (+3). Medicine +7, persuasion +3, religion +4. Sv: Wis +5. Hammer+4 (1d6+1). SA Channel Divinity (Control Undead, Deal extra damage (2+spell level) on cause wounds spells, Destroy life (as action, deal 20 damage divided among all creatures in a 30' area as she wishes; Wis save negates). Spellcasting (Save DC 13, +5 attacks): Cantrips – light, sacred flame, thaumaturgy; 1-level (4 slots) – cause wounds, guiding bolt, sancturary; 2-level (3 slots) – hold person, spiritual weapon). Challenge 2 (450 XP). He carries +1 leather armor and a +1 hammer.

CABAL GUARDS X6 (LE Medium Human): HD1d8 (HP 4), AC 11, Mv 30ft. Str 10 Dex 10 Con 10 Int 10 Wis 10 Cha 10. Perception 10. Short sword +2 (1d6). SA None. They wear leather armor and shield and carry a short sword and 1d10 gp each.)

AREA 7B: The closet contains foodstuffs and clothing.

AREA 8: This closet contains clothing and food.

AREA 9: Several dozen large empty cages are in here.

AREA 10: The corpses of five people are laid out on tables in here. These corpses are used by Nefrous to create flesh golems.

AREA 11: An empty bookcase, three chairs, and a table are in this chamber. Should a fight be occurring in this area, this is the room where everyone converges to engage intruders. Otherwise, the room is empty.

AREA 12: Four acolytes live in this room. They sleep on straw mats on the floor. A large bucket of water sits in one corner.

ACOLYTES X 4 (LE human cleric 2) HP 9 (HD 2d8), AC 10, Spd 30ft. Str 10 Dex 10 Con 10 Int 12 Wis 14 Cha 12. Perception 12 (+2). Medicine +4, religion +2. Sv: Wisdom +4, Charisma +3. Mace +2 (1d6). SA Spells: (Save DC 12, Spell attack +4; Cantrips: light, sacred flame, thaumaturgy; 1-level (3 slots): bane, cause wounds, sanctuary). They carry maces.

AREA 17: Nefrous uses this room to create his flesh golems. Well, will use, as he has only created one and it is wandering around in the labyrinth. There are all manner of cutting instruments in here as well as sewing instruments. There is a large wooden table covered in blood and a shelf full of powders, liquids, and other paraphernalia used to create the golems. There is also a book on the shelf which gives instructions on how to create flesh golems; the book may only be used by clerics dedicated to evil gods.

AREA 14: This room houses four Cabal guards. They sleep on straw mats.

AREA 15: This room houses four Cabal guards. They sleep on straw mats.

AREA 16: This is Nefarious Iout's room. It is filled with many sumptuous furnishings, and it screams of decadence. Some of the furnishings have been taken from the Keep and others brought in or purchased from above. There are two large plush chairs with many cushions, a wide oaken table, a poster bed covered with crushed-velvet feather pillows, several armoires, three trunks, a small table, and three large braziers in the room.

Everything here is very expensive and nice. There is silverware, candle holders, and other mundane items worth 400 gp should the characters care to pilfer everything. A large tapestry on the wall will sell for 500 gp to the right buyer but more than likely 50 gp in this region. The armoires contain clothing and a few other items such as shoes, hats, staves, and frippery for wearing around town. The trunks are the only things that contain objects of real value.

Trunk 1. This trunk is locked (DC 15) and contains many fine pieces of clothing. It also contains a white ermine robe that prevents anyone from detecting the alignment of the person wearing it.

Trunk 2. This trunk is locked but is easily picked (DC 10). Many personal items are located in here as Nefrous is quite a fastidious dandy. There are soaps, perfumes, combs, pins, silver mirrors, and similar items, worth around 150 gp. The trunk has a false bottom; a simple catch is located on the hinges that, when pulled, releases the bottom, which can then be pulled up. Within the false bottom is 1,000 gp worth of jewelry, mostly rings, medallions, and necklaces.

Trunk 3. This trunk is locked (DC 20) and trapped (DC 20). When opened, the trap springs and a vial of poisonous gas is released. The gas causes 1d6 points of damage and makes the person groggy for 1d4 turns (–1 on all dexterity and constitution

checks). The trunk contains several boxes, vials, and small boxes contained all manner of materials for use in spell-casting altogether around 500 gp worth of materials.

AREA 17: This chamber has two guards in it. One is usually asleep. The door leads to a tunnel that descends a little before entering the labyrinth proper.

CABAL GUARDS X 2 (LE Medium Human): *HD1d8 (HP 4), AC 11, Mv 30ft. Str 10 Dex 10 Con 10 Int 10 Wis 10 Cha 10. Perception 10. Short sword +2 (1d6). SA None. They wear leather armor and shield and carry a short sword and 1d10 gp each.*

THE BLACK PITS

The Black Pits are located in the sewer system beneath Ludensheim near the Sanctum. Locating this area is fairly difficult, as access to it is through a small off-shoot tunnel from the main sewers. As there are numerous small tunnels like this leading off from the main sewer works, it is nearly impossible to identify the right one without a guide or a map, or some other device allowing for finding paths or locations.

Numerous members of the Cabal know the location of the Black Pits, and if forced, can reveal its location. Also, should any character be captured, Nefrous may decide to throw them into the Pits to die rather than execute the character himself (a classic bad-guy move). A tracker who is keeping a vigilant eye while in the sewers may note the passage of people through the tunnel leading here (DC 15). Other than these methods, the Castle Keeper may just have the characters stumble across it because a powerful magic item is located in here.

This area contains a series of deep, rough-cut pits connected by small passages. The whole area was constructed for the rulers of Geerdes Gag. Into these pits were tossed those who disobeyed the law, were insolent, or who in any way displeased the lords and they wished them to experience fear before being devoured. For, within this maze of rooms and tunnels lived many otyughs. These foul creatures chased down and devoured anyone thrown in here. When the city was razed by the crusading armies of New Aenoch, this is one of the few areas never destroyed and only cursorily explored. Today, only three otyughs remain down in these holes.

Over the years, sewage overflow and an errant explorer have made their way in here. This is the only sustenance the otyughs have had. Searching the area recovers nothing but the debris from years of scavenging by the otyughs (other than in the two areas described below). Recently, Nefrous has had those who displease him thrown in here, giving the otyughs a little more food. Most of those who were thrown in here were stripped of all goods before entering.

The tunnels have very smooth walls, are five to 10 feet wide and have 10-foot-high vaulted ceilings. The rooms are all round and quite similar, with smooth walls and 20-foot-high vaulted ceilings. The only thing distinguishing the rooms is the debris (very little of that) and the number of entries or exits. It should all be very confusing to move through-as was its intent.

The otyughs wander aimlessly through the Pits looking for any fresh meat or debris to consume. They can smell anyone moving down here and move towards them. The first turn the characters are in the Black Pits, there is a 1 in 10 chance of meeting an otyugh. For each turn thereafter, the chances increase by one such that on the 5th turn there is a 5 in 10 chance of meeting one. A die is rolled for each otyugh. By that 5th turn, assuming none of the otyughs have been encountered, the Castle Keeper should make three rolls. Anything 5 or under indicates an encounter. There is not much else in the Black Pits, as the otyughs keep it fairly clean.

OTYUGHS X 3 (N Large Aberration) *HP 114 (HD12d10+48), AC 14, Spd 30ft. Str 16 Dex 11 Con 19 Int 6 Wis 13 Cha 6. Perception 11(+1). Sv: Con +7. Bite +6 (2d8+3 plus poisoned and HP max reduced by 1d10/day; DC 15 Con neg.) and 2 Tentacle +6 (2d8+3 plus grappled and restrained) and Tentacle slam (if grappled 2d6+3 and stunned for 1 turn; DC 14 Con neg.). SA Multiattack (bite plus 2 tentacles plus slam), Telepathic communication 120', Darkvision 120ft.*

AREA 1: A set of steep steps leads down to a wide platform in a circular room. There is a 40-foot drop to the floor below. The walls to the platform are angled inwards. A pile of rope sits on the platform.

The rope is used to lower people into the pit. There is a secret door here that Nefrous has not found. It has not been used in ages and is very well hidden, with a DC 15 for detection. It was well made, though, and opens easily by pushing one of the stones on the wall. There are panels located on both sides of both doors.

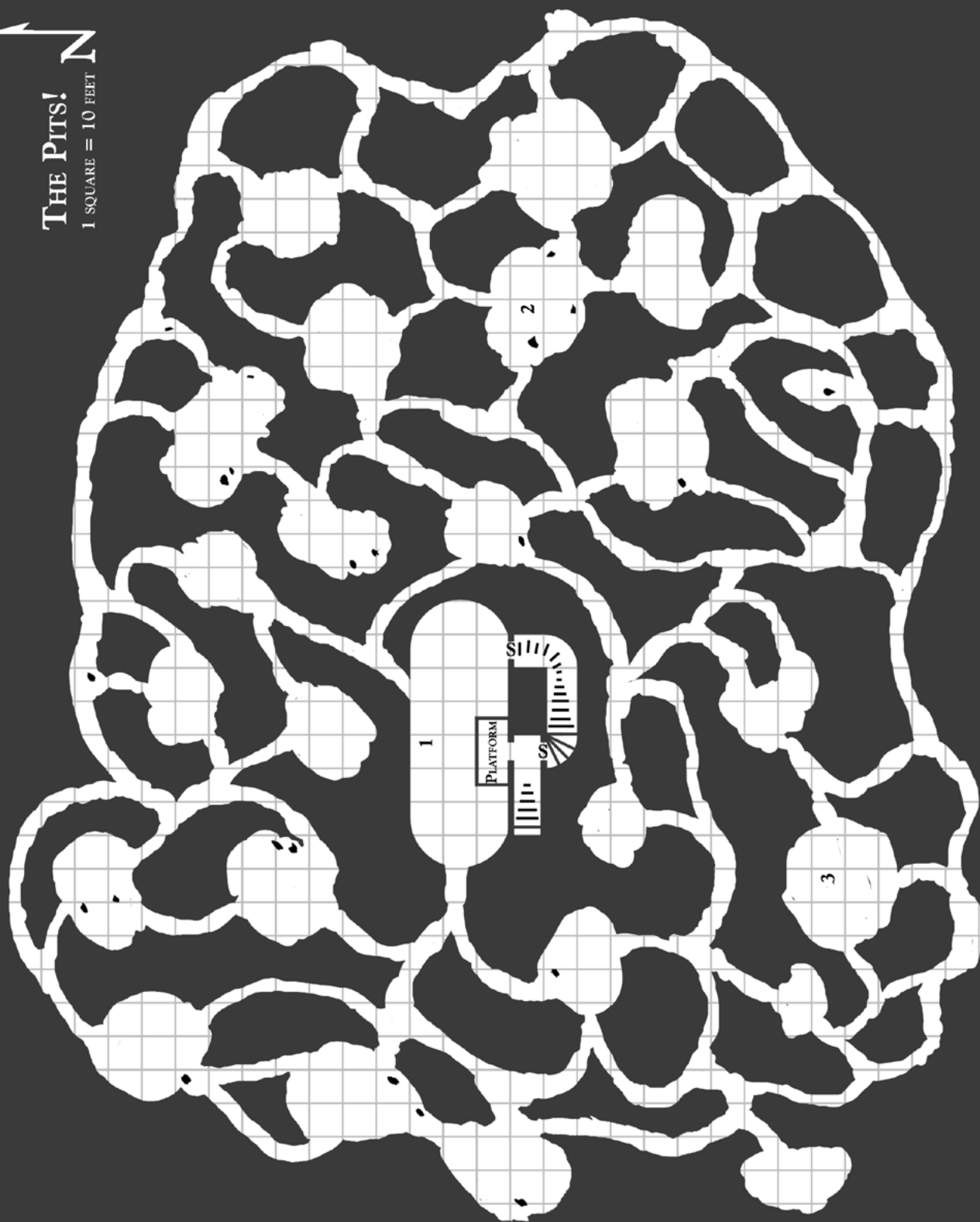
AREA 2: Some time after the razing of Geerdes Gag, a knight who was helping to clear the labyrinth stumbled upon these rooms. In the process of exploring them he took a mortal blow, died, and was consequently consumed by the otyughs. Some of his rusted and worthless gear remains scattered about. Amongst this are two items of note. A sword, which appears well worn, lies against the wall next to a rusty shield. Once the sword is picked up, though, it glows with a faint blue light.

Clearing away all the accumulated grime of the years on the sword allows the full glow of the sword to come out. This is a magical blade dedicated to the destruction of the unger.

Sword of unger slaying. When used against unger, the sword receives a +3 to hit and +6 to damage; it provides a +2 to hit and +2 to damage against any other opponents. It also casts a 20-foot diameter sphere of blue light when carried unsheathed.

Amongst the other debris is a golden cord. A *detect magic* spell reveals a powerful enchantment. This cord is part of the *horn of opening*. When wrapped around the sundered halves of the horn of opening it binds them together. Other than this, the cord can sell for as much as 1,000 gp to a knowledgeable vendor-though a regular merchant might offer around 25 gp for the apparent artistic value. In addition to the above, there are 350 gp worth of jewelry and other durables amongst the debris in this room.

THE PITS!
1 SQUARE = 10 FEET



AREA 7: A member of the Cabal scryed a great magic in this area and came wandering down here to find it. He was met by the hungry otyughs and devoured. All that remains are his cloak and some of his personal gear. Amongst the debris is a small crystal sphere of magical nature. When the command word is spoken ("detect"), the sphere detects the most powerful magic item within a 500-yard radius, but no other item. As one approaches the item, the glow becomes brighter and brighter to the point it illuminates a 50-yard radius. This item can be both a good thing and a bad thing. Play it up.

ENVIRONS OF LUDENSHEIM

GOT MILK

About a day's travel south of the town of Ludensheim, lies the small walled manor house belonging to the farmer Edward Buroface. Edward is one of the oldest residents of the area. He settled on this particular bend of the road when there was little road. He built his house next to a small stream that came from the Barren Wood and spilled itself into the Hruesen River. When he first built his house, Edward was a very young man and had no family. Stout and brave, he shrugged off the dangers of the area. Over the years, the town grew in size and Edward in wealth. The dangers of the region, of course, grew as well. Red Caps' raids caused him great losses in livestock and the like. Further depredations from other raiders, from the temple to the west, caused him to build walls around his home and to fortify it. He set great dogs to guard his livestock and his family which had grown large and robust by this time, in the increased comfort of their walled compound. He lived then for a great while in peace, and grew prosperous, for the lesser creatures of the Hruesen were no threat to him and his family.

At no time did Edward, older now, gray and a bit grizzled, turn to the town of Ludensheim for aid, for he rightfully suspects that the merchants themselves are in some way responsible for the ever-growing problems of the Hruesen River Valley.

But lately, his problems have markedly increased. A giant has come to the roost. It has settled on the banks of a small pond a half mile or so from Edward's fortified house, and from there it raids his livestock, picking the fittest of his cattle to feast upon. Recently, the giant has become a little bolder: daily he demands Edward turn over vegetables from his stores, bake him bread, and deliver fresh butter for the bread. Edward has had little recourse but to deliver the goods for fear of his family.

Edward is desperate to be rid of the giant and warmly welcomes the characters into his home in an attempt to convince them to aid him. He offers them food and shelter. If the characters manage to drive off or kill the giant, Edward and his family are very grateful. Assuming the characters are generous in their dealings with the farmer, they may strike up a long-lasting friendship with him and his family and find a warm house of refuge in the future.

STONE GIANT (*N Huge Giant*) HP 126 (HD 11d12+55), AC 17, Spd 40ft. Str 23 Dex 15 Con 20 Int 10 Wis 12 Cha 9. Perception 14 (+4). Athletics +12. Hurling Cow +9 (4d6;



60/240) or rock +9 (4d10+6; 60/240ft). SA Darkvision 60ft, Stone Camouflage, Rock Catching (DC 10 Dex).

The giant is open to negotiation and leaves the area if the characters can convince him of richer hunting grounds further south, something that does exist in the Barren Wood around the Slag Heap. If they do not, he fights them ferociously. However, the giant does not suspect that the farmer would have acquired aid, so the first time he comes to Edward's house he is utterly surprised by the characters' presence. If a battle ensues, he immediately grabs the nearest cow by the hind legs and begins swinging it as a weapon, smashing whichever characters come within reach.

TREASURE: The stone giant has a large sack within which he keeps all his valuables. He has a sleeping roll made of a large bearskin, somewhat threadbare and smelling horrifically; he has small bag of animal bones, charms for the giant; a ball of tangled rope, another small satchel with a 212gp, a scroll with *detect snares* and pits on it, a +2 dagger, 14 +1 arrows, *rope of climbing*, and a book titled: *Edible Herbs and Plants of Gausumland*.

MERCHANT ENCAMPMENT

A caravan of traveling merchants and entertainers has moved off road and set up camp for a few weeks while they decide their next destination. The band has been persecuted in the south and recently moved north in hopes of a kinder reception. However, because their arrival is oft times viewed with displeasure, they have taken care to stay out of sight, staying on the back roads and off the beaten track. One member of the group, Mellan Fostwyth, is planning to travel to Botkinburg and determine

what the reaction of the villagers to the travellers might be. Until such time as he returns, the travellers have made a temporary camp about five miles off the road.

Once located, the travellers are wary but cordial until they determine the intent of the characters. If they consider them friendly or at least not hostile, several of the travellers offer to perform a play or some other form of entertainment for the characters. They also ask for gold, "to help us through the hard times," they claim. Virtually any amount makes them happy. If none is forthcoming, they do not force the issue but are certainly not well disposed to the characters in the future should they ever need aid.

Many of the members of this band are simply looking for a place to settle, others are escaping persecution in the south, and some are wanted criminals; but the core and leadership of the group resides with a band of traveling minstrels who perform for money and occasionally rob or pilfer from the "too wealthy" or "those who can afford to shed a few pounds." There are 28 of them in all; eight females, six children, and 14 males over the age of 16.

The significant members of the band are:

PATKA: The chief, is a wanted criminal in the far south. This is not for any petty crimes, though. He is wanted for treasonous activities against a lord. It seems his songs were a bit too critical of the lord's rule. The lord has a 500gp bounty upon his head. He is a neutral good bard, 4th level who carries a dagger, crossbow, short sword, leather armor, 2pp, 12gp, 120sp, and owns a lyre of enchantment that allows advantage on all charisma checks

ENA: She is a distant relative of Patka is who decided to travel with him, as she was very dissatisfied with her life in the south-dissatisfaction derived primarily from an arranged marriage. She yearns now for a place to settle and call home, as travels through the wilder areas of the world have worn her out. It is not that she is averse to danger; rather it is the travel that is weighing her down. She is a chaotic good 5th level bard who carries leather armor, short bow, short sword, dagger, diadem of charm resistance which allows advantage on save vs. charm spells or effects, gloves of defense which confer a +2 to her armor class, a harp 100gp, and 350sp.

GARTH MANGLE is a vile little man with little to offer the lot of the group he is traveling with. However, he has put on a friendly face and acts nicely toward everyone, as he is desperately in love with Ena. He has become aware that his amorous desires will never be returned, so is now looking for a good way out of the band-perhaps at Botkingburg or traveling with another group of adventurers will give him further opportunity. He is capable of great deception and more than willing to travel with someone for quite a time before abandoning him or her in a moment of need-with their goods if possible. Garth is neutral evil, a 3rd-level rogue/assassin who carries a dagger, short bow, leather armor, 20g, and 45sp.

In addition to those characters described above, the caravan consists of two 2nd level fighters, four 1st level fighters, three 2nd

level rogues, one 4th level cleric, two 1st level barbarians and one 5th level ranger.

Within the wagon train are the following items: 300 days worth of food, rope, woodworking tools, clothing for winter and summer, many musical instruments, leather making tools, pots pans and various other materials. Of interest are two large kits used for costume making and make-up, a chest with 20gp, 50sp, and 256cp in it.

NPCS OF IMPORT

NOTES ON NPCs AND STATISTICS

Following are the potential characters with whom the PCs might interact while in town. As it is not intended for them to be a series of combat encounters, full stat blocks are not presented for them. However, their equipment, classes, levels and alignment are listed should the GM need to create statistics for them on the fly using the standard array of ability scores and remembering that characters of zero through fourth level have a proficiency bonus of +2, while characters of fifth through eighth have a proficiency bonus of +3. Generally speaking, a character has an ability score of 15 or 16 in their class's primary ability (Strength for fighters, Wisdom for clerics, Dexterity for rogues, etc.)

JOSKER NITAL [Captain of the City Guard]: When Nital was asked to leave his residence in the Keep, he decided to move to the Griffon Room. He now resides in an attic apartment there. He has no loyalty to Heimer, though he retains a residual loyalty to the city and his position as Captain of the City Guard. He is not actively seeking to bring about the downfall of Heimer, but would certainly not be opposed to it. As events unfold, it will be necessary to convince him of Heimer's involvement with the Cabal or his evil in order to get him to act directly against the Baronial Guard or Heimer.

JOSKER: *He is a lawful good 4th level paladin/oath of devotion. He wears a +2 large metal shield and full chain suit, and carries a morningstar, a +1 long sword, and has 1,000 gp worth of jewelry coin and other possessions*

THERES CRULE: The personal bodyguard of Baron Heimer. He also acts as the Baron's personal manservant and rarely carries anything more than clothing and a dagger-though he has a staff that looks like a walking stick but is magical. Theres rarely uses the staff, saving its waning powers for times of great need.

Theres works for Nefrous, and his loyalty is in that direction. This does not mean that he will go to all lengths to protect Heimer. Nefrous, for his part, could care less about Theres, as he is but one of many disposable pawns in his game. Theres detests and fears Josker Nital and wants him dead. He is only awaiting an opportune moment to have him dispatched.

THERES: *He is a thoroughly evil person, a Lawful Evil 4th level human monk/way of shadow. He carries a +2 dagger and a +2 staff of frost able to cast Wall of Ice and Cone of Cold, the former requiring 2 charges and the latter 1 charge to cast. The staff has 12 charges which regenerate every night at midnight.*

NEFROUS IOUT: He is the leader of the cabal of priests who control Dietbold Heimer and the Baronial Guard. Nefrous is old beyond measure (he does not even remember his own age) and was around in the time when Unklar ruled the world. He has survived these many years after the fall of that terrible lord by remaining secretive and sticking to the hidden pathways of his old masters. Though his postings during the reign of Unklar were far from here, he came to this region to align himself with any of the powerful princes who also survived the fall of Unklar. This brought him to Festung Akt and the lord of that frightening place, Balonakalon, that Nefrous owes his allegiance.

As instructed some years ago, Nefrous took the *Fell Axe* and gave it to someone whom he believed would be easy to control and who could gain a position of power in the region. This was, of course, Dietbold Heimer. He has since remained close to and is sometimes a direct accomplice of Dietbold's in his various activities over the years. It was not until Dietbold came to Ludensheim, however, that Nefrous had taken a more direct involvement with Dietbold.

Nefrous is the power behind the throne. He instructs Dietbold in all things, and many of the changes in Ludensheim recently are a direct result of the policies designed by Nefrous. Dietbold's sanity is slipping; every day he becomes more paranoid (a result of possessing the *Fell Axe*) and so remains more and more within the confines of his Keep; this is not to Nefrous' dislike. He would prefer that when Dietbold is killed no one will miss his passing. That plan is a few years off.

Nefrous' plan is to slowly take over the city from within by removing the Crusaders and their allies from power and replacing them with people more to his liking and willing to do his bidding. It is a difficult game, as all must be kept secret and, if he should succeed, all outward appearances must be that of a law-abiding and good city. Only through subterfuge can the influence of Unklar be spread again. To this end, the City Guard has been replaced with a Baronial Guard and all opposing powers moved out of the Keep. Nefrous is currently busy trying to have the Crusader Priests removed from the Temple Mount, and has nearly succeeded.

As events unfold, Nefrous' greatest concern is being caught. He will only fight if absolutely necessary and take any course of action to escape. He will try his best to keep a lid on things and use his minions to attack, kill, or dissuade any from involvement in his affairs. Again, he avoids direct confrontation if at all possible and quickly abandons his allies should it appear things are unraveling in a manner he can't fix. When pressed, he escapes overland to Festung Akt or tries to get back to his personal chambers and teleport there. His second concern in the same vein is the recovery of the *Fell Axe*. This powerful magic item is very useful to the forces of Unklar. He will kill Heimer, bring him with him, or steal the *Fell Axe* if possible, and then make his escape.

NEFROUS: *He is a lawful evil 8th level wizard (illusion school) who carries a circlet of persuasion, an amulet of natural armor +5, a ring of protection +2, carries 2 vials of dust of disap-*

pearance, a robe of blending, a ring of evasion and a vial of heal serious wounds.

NADIA: A waitress, scullion maid, and prostitute at the Griffon Room. Not a terribly discerning person, Nadia does a lively trade in her goods and makes a tidy profit for both herself and the Griffon Room. Her income is enhanced only slightly by petty thievery (undertaken only in those circumstances where being detected or found out is nigh on impossible).

Nadia is, of course, more than she appears. Nadia is in league with Nefrous Iout, the leader of the Cabal. She has been given the task of staying in the Griffon Room and keeping a vigilant eye upon Josker Nital and the City Guard. She also keeps an ear open and an eye peeled for any rumors or activities of interest to Nefrous.

Nadia is a tall, flaxen-haired beauty who uses bashful looks and virginal mannerisms to engage any prospective client or a person in whose activities she is interested. She is willing to spend days or weeks trying to coax information out of an individual should it be necessary. All interesting information is passed on to Nefrous Iout.

Nadia keeps all her possessions hidden in the rafters in her attic room. She rarely dresses in anything other than a smock coat.

Nadia's loyalty to Nefrous is from coin and nothing else. Nadia is a member of a cryptic organization named "Jade." This organization sells its services to any buyer willing to pay the price. These services include theft, murder, assassination, spying, or any evil deed of which you might imagine, and even some of which you can't.

NADIA *She is a 4th-level half-elf rogue/assassin, neutral evil. She wears leather armor, and carries a dagger, a +2 short sword, an ankle band conferring +2 to armor class, three draughts of white poppy, two draughts of mandrake, one draught of meadow saffron and 600 gp worth of jewelry and coin.*

NIGEL WIGGINSFIRTH AND PAMPIN MITTENIN: These are halfling thieves at home at the Gold Pan. Nigel and Pampin are fairly wise thieves in that they do not steal from locals and only rob from travellers in the bazaar, the Griffon Room, or other similar locales. Their front is that of fishermen. The two spend their mornings fishing, afternoons selling fish, and evenings stealing. The entire thing is a setup as they use their stall in the bazaar to pick their targets. Although they could make a decent and honest living fishing, they are simply bent to pilfering. Their targets are rarely the wealthy or powerful, usually merchants and the like.

The two possess a wealth of knowledge about the comings and goings of the inhabitants of Ludensheim. They know of the entry to the sewers by the towers and various other places. The Castle Keeper should use the two of them to give important information to the characters or even help the characters should they need it. Ultimately though, the two could care less what happens to Ludensheim or its inhabitants and will never directly involve themselves in any power struggle. Should the situation become untenable, they simply plan to leave and head south.

NIGEL *He is a chaotic neutral 4th-level halfling rogue/thief. He wears +1 leather armor and carries a short sword of speed which confers advantage on Initiative rolls, as well as 400 gp worth of valuables that he keeps hidden in a footlocker in his room.*

FAMPIN *He is a chaotic neutral 3rd-level halfling rogue/assassin who wears leather armor, carries a short sword and small crossbow, and keeps 300 gp in coin and valuables in his room.*

TIDEOS WATE: A servant at the keep. Tideos seems to be a simple servant and nothing more. Yet, he is a big player in the affairs around town. Because no one ever pays him any attention (other than beatings for poor service), he is able to get away with many illicit activities. He steals things, breaks things, messes up orders, and causes all manner of small havoc in the Cerrok Hruesenette. He acts somewhat “dumb” to all, but by no means is dumb. He is quick-witted, quick footed, and enjoys watching the minor aches and pains his actions cause for the others in the house. Although he considers himself a prankster, should he ever be found out his limbs, torso, and head will festoon a half-dozen trees outside of town.

Tideos is difficult to meet, but should the characters have a chance to encounter him, Tideos takes advantage of it. He will likely see in the characters a chance to wreak an awful joke upon his masters. He is also very well informed of events in the house and quite aware of the Cabal’s presence. He frequently is sent to the bazaar to purchase foodstuffs. The characters may encounter him there. He occasionally slinks off to the Pan for a drink or two, and the characters may find him there as well.

TIDEOS: *He is a chaotic evil 4th-level rogue/thief who owns very little and carries just as little, but has stashed away about 500 gp worth of goods hidden in the Palace attic.*

BRIFER RUSTGUT [Proprietor of the Gold Pan]: He was once a gold panner but quickly realized there was more money to be had selling brew and rooms to panners than panning. Of late his business has suffered, and he has had his fill of Ludensheim and wants to leave as soon as possible. He is on the verge of simply abandoning the tavern and heading out. Should events unravel in a violent manner or truly chaotic nature, he will simply pack his bags and go, suggesting that others “enjoy the interesting turn of events in Ludensheim.” He will sell the Gold Pan to virtually anyone for the meager price of 500 gp. That, of course, must meet with the approval of the authorities—something unlikely to happen unless the current baron is removed from power. Brifer does not involve himself in any struggle for power and is an unlikely source of knowledge about the area, its history, or politics. He is simply quiet.

BRIFER: *He is a lawful neutral dwarf ranger/hunter, 3rd level, who wears mail hauberk, and carries a +2 battle axe, short bow, sundry gear, and has 1,200 gp worth of goods and coin hidden in his room*

OTTO BREMGER AND DARIN HIRST: They are the Proprietors of the Griffon Room. These are both predisposed towards a lawful and orderly authority running the town. The current state of affairs is not to their liking and they would prefer that Dietbold

Heimer be replaced. However, they are discreet and quiet about their desires, knowing that confronting him is fraught with many dangers. They remain quietly supportive (free rooms, medical service, food and the like) to those opposing the Baron but not publicly. They will not throw their weight behind anyone opposing the Baron until a certain, favorable outcome is apparent (or fairly certain at least).

OTTO AND DARIN *They are simple human commoners, neutral good in alignment. They have daggers and 300gp worth of jewels and coin between them.*

TRISTAN FALSOUTH: He is the proprietor of the Drooling Dwarf. Tristan is a mean spirited, aging man who once owned a large tavern in the south. He lost it in a gambling match to a dwarf named Oolin Nobfoot. He is not fond of dwarves. He is not fond of much, actually, and cares not what occurs in this city.

TRISTAN *He is neutral in alignment and has a total of 70 gp in a lockbox in his room, 1d10 of which is likely on his person at any time. If forced to fight he carries a club or dagger.*

ROBERT, FARN AND MIDDLE: They are patrons of the Drooling Dwarf and Cabal members. These three are servants of the Cabal who carry some of the unsavory tasks in town. They are little more than toughs with bad spirits and drinking problems. They are found at the Drooling Dwarf when not carrying out orders from the Cabal or sleeping.

ROBERT *He is a 2nd level neutral human fighter who wears leather armor and has a +1 dagger. His other weapons include a short sword and hand axe. He has 50 gp worth of coin and jewelry.*

FARN: *He is a chaotic neutral 2nd level Halfling rogue who carries studded leather armor, dagger, thieves’ tools, 6 caltrops and a +1 ring of protection.*

MIDDLE: *He is a 2nd level human fighter carrying scale mail, crossbow, shortsword and has 200 gp worth of jewelry and coin upon his person.*

CAPTAIN KLEFFERT VON GRAFF: He is a Captain of the Baronial Guard. He is a foul man of particularly evil disposition. The road from bandit to Captain of the Baronial Guard is long, and many nefarious deeds and questionable contacts have brought him to this position. A survivor, he has thrown his lot in with this group solely for the position offered. Little else ties him here. Should it appear that he is in an untenable situation or that the whole façade he labors under is about to collapse, he attempts to escape. If ever in a fight, upon reaching 50% of his hit points, he attempts to surrender or run away.

KLEFFERT *He is a neutral evil 7th level human ranger/hunter who wears full chainmail, a shield, +3 ring of magic resistance, +2 flail, and 250 gp on his person. Kleffert has also amassed a tidy sum of money and goods he keeps hidden in a hollow log in the woods south of town. This includes 600 gp in coin, 1,000 gp in jewelry, a +2 longbow, and a potion of invisibility. He invariably visits the trove before making any escape.*

SERGEANT CHARLES OTTO MURTEL: He is a Sergeant of the Baronial Guard. Charles is an old hand at war and has fought on both sides of many conflicts. His loyalty to Heimer is questionable but his loyalty to gold is not. He is a mercenary's mercenary. Charles has had an uncanny ability to choose the losing side of almost every conflict he has been in. Though a survivor, he has little to show for years of bloody warfare other than a strong fighting arm and a strong will to survive. Charles will turn on his masters for as little as 100 gp and fight for the characters or pass along information. He frequents the Gold Pan.

CHARLES *He is a neutral 5th-level human fighter/battle master who wears a mail hauberk and carries a broadsword plus 50 gp in coin and jewels.*

LADY SLIEVER: [She is the wife of Baron Heimer. She and the baron have been married for only a few years. It is an arranged marriage she cares nothing for and in a position she cares even less for. Any chance to escape and maintain her status will be readily taken up.

Lady Sliever is a human commoner who wears 1,000 gp in jewels.

MASTER BLISTING: He is a Baronial advisor. Master Blisting is an old cuss and associate (not friend) of Heimer's. He is not an altogether evil man but is exceedingly greedy, secretive, and power hungry. He advises Heimer but eventually hopes to replace him, so has developed a very familiar relationship with Nefrous, the head of the Cabal. To meet that end, he will allow Heimer to die, but try his best to not allow the Cabal to be defeated.

BLISTING *He is a neutral 6th-level human wizard/school of evocation who wears a +3 ring of protection, a ring of damage absorption which absorbs 3 points of damage every time he is hit, and carries two potions of healing, a potion of haste and a wand of magic missiles. He carries 500 gp in valuables.*

SILVANUS [Master of the Keep]: The old and wizened master of the Keep has seen several barons come and go. He is unhappy with the current state of affairs in the house, but by tradition (and exhaustion), resigned to it. He manages the daily affairs of the Cerrok Hruesenette. Silvanus is all business and harsh on all of his servants.

SILVANUS: *He is a neutral human commoner who wears a purple sash denoting his position and carries a signet ring worth 50 gp. He keeps 90 gp in coin hidden in the dungeon.*

DIBBLEGURM: The herbalist. Dibblegurm is a weaselly gnome who runs a stall in the Bazaar. He is in with the Cabal though by no means part of its inner circle. In fact, he knows very little of what is actually occurring only that he is making some extra gold while working for them. He has no loyalty to them outside of gold and quickly leaves the vicinity should any untoward events occur.

DIBBLEGURM: *He is a chaotic neutral rogue/thief, 3rd-level, who carries leather armor, a short sword, a robe of blending (grants advantage on stealth checks), and 200gp worth of valuables.*

FREYAN NOOSEGUARD: He is the Guildmaster of the Crossed Swords Blacksmith and Guild. Not an altogether unfriendly person, he is gruff and slightly superior. He does not like the current leadership in Ludensheim and is aligning himself against it in any upcoming fight.

FREYAN: *He is a neutral good 4th-level fighter/defender who wears +1 plate and carries a +2 medium shield, +3 longsword and 200 gp worth of jewelry and coin.*

DIETBOLD HEIMER: He is the Baron of Ludensheim. The current tyrannical ruler of Ludensheim, Dietbold is detailed elsewhere in this module.

DIETBOLD: *He is a neutral lawful evil human 7th level human fighter/champion who wears +1 scale mail, carries a +1 shield of stunning, which can be used as a weapon dealing 1d8 damage, and causing the victim to be stunned for 1d6 rounds (DC 15 Con neg.) and uses the Fell Axe in combat – see that magic item's description for details. He wears a necklace worth 50gp, three rings worth 100gp each, a jewelled belt worth 200gp and a small metal crown with a single emerald in it worth 1000gp.*

Special abilities: Dietbold's excessive paranoia has made him nearly impossible to surprise or take unawares and increased his senses of danger, generally increasing his ability to ward off attacks. All hide or move silent attempts are made at disadvantage when Dietbold has a chance of detecting them. A sneak attack minimally requires a wisdom check against Dietbold's Passive Perception score of 20, at disadvantage. Flank attacks do not receive advantage.

THE FELL AXE OF AUFSTRAG

In ages past, many weapons were created in the foundries of Aufstrag. A select few of these weapons were imbued with the will of Unklar and given as gifts to opponents or to those Princes the lords of Aufstrag wished to convert to their ways. These powerful magical items succeeded by guile and magic what no gold nor reason nor fear could manage. These weapons converted those who carried them to the ways of Unklar.

The Fell Axe of Aufstrag is a large double-bladed axe which provides +3 to hit and damage. It confers a +2 to the armor class of the bearer when being used in combat and gives a +1 bonus to all initiative rolls. It has the ability to mask the alignment of the person carrying the axe, who will always appear as if they are lawful good. This latter ability will even fool "Detect Evil/Good/Law/Chaos" spells, which only function if the caster succeeds on a successful DC 20 charisma save. It is also cursed. The person who carries the axe gradually converts to lawful evil over a period of one year. Upon picking the axe up, a charisma saving throw must be made (DC 20). Failure indicates the person *wants* to use the axe above all other weapons. Thus begins the conversion process. For the conversion to work, the axe must simply be in close proximity to the character for much of that year and be regularly used in combat—and using any other weapon besides the axe requires the wielder to make a similar DC 20 Charisma save.

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