

KEO7-08

Forest of Caverns

A One-Round D&D[®] LIVING GREYHAWK[™]

Keoland Regional Adventure

Version 0.90

by Phineas Walsh and Judy "jr" Rudolph

Reviewers: Dave Guerrieri & Tom Garlic

Circle Reviewer: Steven Conforti

Playtesters: Christian Alipounarian; Ron Frye; Jamie Hyssong; Jennifer and Jon Knapp; Duncan McNeil-Burton; Casey & Sue O'Donovan; William Redd; Jay Stypinski; Bruce and Kathy Wienckowski

The Green Man of Geoff has returned. The Necromancer has been defeated. The Nethernight has been destroyed, allowing the Linth lands their slow process of recovery. External threats nullified, the Archdruidess of the Sheldomar Valley, Reynard Yargrove turns her full attention to finding a way to close the portals in the Dreadwood. Four keys. Four tribes. Four seasons. Four turns. Soon, the planar rifts will become permanent, forever turning the primordial forest into a pseudonatural planescape. Time is running out. An ancient enemy gathers its army in anticipation. Will you do your part to stop them? A Keoland Regional investigative Dreadwood adventure for APLS 4-10 in the Forests series and a sequel to KEOIS6-01 Forest of Iron, KEO6-02 Forest of Ribbons, and KEO6-07 Forest of Scales. Heroes are encouraged; mercenaries stay home. Large creatures may experience difficulty in this module.

Note: This module counts as Reporting for Duty for Dreadwalkers, Dreadwalker Reservists, and Shadowdark PCs.

Resources: *GEO1-06 Return of the Grand Duke* [by Sholom West and Eric Menge] and *GEO1-10 Shhhh..*[by Jason Cross]

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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For questions specific to this document and your region please e-mail your triad point of contact (POC) at scon40@aol.com. For LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

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Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the LIVING GREYHAWK campaign—a worldwide, ongoing D&D campaign set in the GREYHAWK setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a HERALD-LEVEL gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a HERALD-LEVEL GM to run this adventure if you are not the senior GM.

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This adventure retires from RPGA-sanctioned play on December 31, 2008.

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PLAYERS READ NO FARTHER

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

PREPARING FOR PLAY

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in the *Appendices*.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

LIVING GREYHAWK LEVELS OF PLAY

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars, paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

TIME UNITS AND UPKEEP

This is a standard one-round Regional adventure, set in the Keoland. Characters native to the

Keoland pay one Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12 gp per Time Unit. Rich Upkeep costs 50 gp per Time Unit. Luxury Upkeep costs 100 gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this adventure.

A character who does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the *LIVING GREYHAWK Campaign Sourcebook*.

ADVENTURE BACKGROUND

What is generally known about the Dreadwood is the following:

- The Dreadwood covers approximately 25,000 square miles, or about one-sixth of the total area of Keoland.
- The general area approximately 25 miles from any edge of the Dreadwood (both deeper within the forest and extending outward into the surrounding lands) is known as the "Dreadverge".
- The Dreadwood is effectively a rain forest that also contains hardwood and unusual [ironwood, darkwood, etc.] trees, some of which outdate Keoland itself.
- The depths of the Dreadwood are generally unknown and unexplored, and are considered "primeval".
- There are strange creatures that roam the Dreadwood that are not normally seen elsewhere.

- The Dreadwalkers are a specially-trained group of people (primarily druids, rangers, and elves) devoted to dealing with the 'uniqueness' of the Dreadwood.
- The Dreadwalkers tend to chase folks out who are curious about the 'uniqueness' of the Dreadwood (since curiosity tends to breed all kinds of trouble).
- The Dreadwalkers seem to have generally unfriendly relations with most of the rest of the surrounding regions. The most notable exceptions to this are the Barony of Greyhill (presumably because the King of Keoland, Kimbertos Skotti of House Lizhal, was himself a Dreadwalker), and the Viscounty of Nume Eor (the Viscount Richart Jorgos is a cousin of Kimbertos' through marriage).
- It is known that there is an elven kingdom within the Dreadwood, though they are reclusive and generally don't contact the outside world except to kick trespassers off of their land. The exceptions to this rule seem to be the demihumans and Flan of the Good Hills [also a Protectorate of Keoland] and druidic/Old Faith types.

PREQUELS:

KEOIS6-01, Forest of Iron - this introductory adventure focuses upon a group of missing loggers and some of the warped dangers of the Dreadwood. It is helpful, but not necessary, to have played *Forest of Iron* prior to this module.

KEO6-02, Forest of Ribbons - focuses upon two things: 1) Kialla Skotti giving up her human titles and swearing an oath as Guardian of the elven kingdom, and 2) aiding an elven sage in finding a component that may give the elves an advantage in their war with the Kaorti. Note that, while it is not necessary to have played *Forest of Ribbons* prior to this module, it gives a significant amount of background about both what is going on in the Dreadwood and who the major characters are.

KEO6-07, Forest of Scales - focuses upon two things: 1) emphasizing that the "enemy" of the Dreadwalkers is on the move, both within and outside of the Dreadwood, and 2) helping the Marshgrove Lizardfolk tribe of the Hool Marsh resist the "whispers" coming from the Dreadwood which seem to be mutating the lizardfolk [good, evil, and unhatched alike].

ADVENTURE SUMMARY

FOCUS: The goal of this module is twofold: (1) to give Players/PCs more detailed information about what's going on in the Dreadwood, specifically the *Divination of Fours*, and (2) to find *Lolth's Web*, one of the four keys needed to permanently close the portals in the Dreadwood.

Introduction: PCs are gathered, introduced to each other, and brought to Aridul, an elven enclave within the Barony of Greyhill's boundaries of the Dreadwood.

Encounter 1: PCs are brought before Kialla Skotti, the blind elven bard Tal, and a representative of Reynard Yargrove (an awakened panther named Stalker). PCs are told of the *Divination of Fours*, a prophecy of the keys needed to permanently close the planar rifts and portals of the Dreadwood. PCs are asked to search for the second key, known only as "Lolth's Web", and are advised to make preparations for Underdark travel.

Encounter 2: PCs encounter a hungry denizen of the Underdark that hovers near the town waiting for 'food' to straggle by.

Encounter 3: PCs arrive at the abandoned drow-fort-turned-trading-town named Kyorl'Phindar. They must meet with several NPCs, and will eventually either find a dwarven "Fallen" Dreadwalker or a mindflayer; both know the actual location of Lolth's Web.

Encounter 4: PCs must battle the web's guardians and are paid a surprise visit.

Conclusion: PCs either return with Lolth's Web, or they don't. PCs who attempt to keep the item for themselves are removed from the campaign.

PREPARATION FOR PLAY

- Make sure players have filled out DM Aid #1. Dreadwalker and Shadowdark PCs will receive special handouts prior to the Introduction. At APLs 8 and 10, note which PC has the most magic for the Balhannoth to target first. At all APLs, note which PCs will be affected by Cjaian in the Final Encounter.
- DIVINATION MAGIC WILL NOT WORK if PCs attempt to gain further information about Lolth's Web, as it is directly connected to said deity.

INTRODUCTION

Dourstone Keep is a bustle of activity. Earthen trenches and outward-facing stakes form concentric circles around the exterior of the mighty fortress. On the main road, long lines of children and the elderly, both human and elven, evacuate north, away from the Dreadwood. Soldiers from various provincial Keoish Royal Standards guard the evacuees.

As a newcomer, you are always pointed in the same direction – towards the centre of the keep.

A golden elven sword, on a black oak tree within a field of green.... the cloth is held steady at the end of a halberd borne by a young Suel-Oeridian man on horseback. Both horse and rider wear tabards which match the banner. He raises his free hand in a crisp salute. "Lieutenant Junior Grade Bevin, Lizhal House Guard."

PCs that have played KEO6-02 *Forest of Ribbons* will recognize Bevin, the young standard-bearer. He has become a bit older and a bit wiser in the past year-and-a-half, and no longer has the "in over-his-head" look about him. He will nod in recognition to anyone whom he has met previously. (Dreadwalkers automatically recognize him).

Once several of you have gathered, he speaks. "I know some of you may have helped Lady Kialla in the past. I also know that, despite the severity of what she has gathered you for, there will be no payment, only her gratitude." He looks away for a moment, then back to you. "If you still want to help her, then we have at least that much in common. You should probably get to know each other now; you might be traveling together for quite some time."

If players wish to switch to more heroic PCs than the one they've currently chosen, allow them to do so here; this will be their last and *only* opportunity to do so [you may advise them of this as necessary]. Otherwise, allow PC introductions here.

Bevin will not go into further detail about why PCs are here, noting it is not his place to do so.

Light warhorses are brought forward for those who do not already have mounts. "We ride through the night to Aridul. If you are not trained on horseback, follow my lead." The

young soldier of the Keoish Royal Standards turns and edges his horse towards the forest.

Assuming PCs follow:

True to his word, you ride for hours through the Dreadwood, taking meals in the saddle. Sunrods both light your way and keep track of time through the deep Dread. Arrow's Pointe Road - once lauded as the only clear trail between Dourstone and Aridul - is broken and overgrown in several places, slowing you down and turning your guide's expression grim. The road comes to an end just before the third sunrod does.

"WHOOOO?"

A great horned owl in the branches above swivels its head around to stare at you with amethyst-colored eyes. The standard-bearer raises his halberd so that the banner can be clearly seen, and the trees part before you to reveal a large clearing dotted with dozens of campfires. Bevin dismounts, leaving his exhausted horse with a pair of elves waiting at the clearing's edge, and motions for you to do the same.

ENCOUNTER 1: THE DIVINATION OF FOURS

This encounter is to reveal to PCs why they are here. They will be told of the Divination of Fours and of their role in possibly finding one of the keys.

PCs should also come away with the feeling that the Dreadwalkers are preparing for war.

Aridul. Hundreds of years ago, Suel tribes signed a peace treaty with the elves of the Dreadwood here. Today, armed gnomes, halflings, and wood elves numbering several hundred, as well as a few dozen dwarves, take note of your passing as Bevin leads you through the maze of campfires towards an ancient oak tree.

Knowledge (Local: Sheldomar) DC 20: will identify the non-dwarven field markers as flags of the Good Hills Protectorate.

Knowledge (Local: Sheldomar) DC 17: will identify the dwarven banners as belonging to Clan Stonecrow. Any PCs who took part in KEO7-02 *Mist Taken* or who belong to the Clan Stonecrow metaorg will automatically recognize them as well.

The purple-eyed owl circles above your guide, screeches, and begins flying towards another tree at the end of the clearing. "But that's not where...." Bevin begins, but stops himself when the owl repeats its movement. "Change of plans," he announces grimly, and follows the owl to an ironwood tree that is set apart from the others. A pulley platform lowers the body of a dead elf from the treehouse to be loaded into a cart at its base.

Several battle-worn Dreadwalkers leave the room as you enter, and a large, jet-black panther wearing an amulet and cloak falls into step behind you, studying you with an intelligence seemingly beyond its nature.

Beyond the door, you see an elf wearing an pristine white shirt and elegant green and gold vest and pants. A lap-harp rests in a sling against his back. The elf's back is to you as he uses a dagger to pry apart the fused buckle of a blood-spattered, dented, engraved mithril breastplate worn by a tall Sueloise woman. Her light-brown hair pulled back into a ponytail by a silver barrette of elven design. The damaged armor falls to the ground with a clatter.

Bevin clears his throat noisily as he strides forward and salutes. "Lady Kialla, these are the ones who answered your summons."

In response, the elf quickly blocks your view of the woman with his body for a moment and quietly mouths a word of magic. When he moves again, the blood on her clothing is gone.

Anyone who can make a Spellcraft (DC 15) or Spot (DC 25) will recognize *prestidigitation* when they see it.

The amethyst-eyed owl lands on the elf's shoulder. With a smile, the elf turns to face you with sightless eyes. "Welcome to Aridul. I am Tal. Dreadtrapper Lady Kialla Skotti of House Lizhal bids you welcome."

PCs who make a Sense Motive (DC 20) per **DM AID #1** reveals that Kialla is *fatigued* and is trying her best to hide it.

The woman retreats to a chair that seems to have been pulled into shape from the massive trunk of the tree. Motioning you to nearby benches, she begins without preamble:

"On Midsummer's Day in CY593, my father gathered the heroes of the Sheldomar to

defend the outpost of Waycombe. The druids treeported Kimbertos and two dozen of the most powerful heroes to defend an ancient grove where the Archdruidess Reynard Yargrove was attempting a powerful divination to determine how to forever close the planar rifts permeating the Dreadwood. The divination was.... interrupted.... but she was able to obtain the following: Four Tribes. Four Keys. Four Seasons. Four Turns.

We know that we are running out of time. Only one key has been recovered - the tooth of the great human-dragon, Baltron.

We have been able to determine another key, known only as "Lolth's Web". It has come to us on.... good authority.... that information regarding the exact location of this item is somewhere beneath the Dreadwood. Your job will be to go there, do what you need to do to find out what it is, where it is, get it, and bring it back. Do not make any deals in the Dreadwalkers' name. Do not make any deals in my name, and, by the gods," Kialla rolls her eyes, "do NOT mention my father while you're there.

Is this something you are willing to attempt?"

Possible PC Questions:

- **WHAT is "Lolth's Web?"**: Divinations are unclear whether or not the term is literal or figurative. The only thing certain is that the item is not an artifact.
- **WHERE is "Lolth's Web?"**: The actual location of the item is unknown, but the source of that information lies somewhere beneath the Dreadwood, in a drow fortress that had been abandoned and is now an underdark trading post.
- **HOW will we get there?**: The druids will transport you near the entrance to an abandoned passageway into the Underdark.
- **HOW LONG will it take once we go through the doors?**: We don't know exactly, but we do know it will take days, not weeks. We know what the drow marker for the town looks like; follow it until you get there.
- **What do they trade there?**: Exact commodities are unknown. We don't know specifics. We have received word that there is a slave market, however.

- **Uh, hello – you just said ‘slave’, and I’m a paladin:** “The situation is not ideal, but considering the number of lives at stake” she motions out the window at the assembled demi-human army. “Closing the planar rifts in the Dreadwood is our primary concern. You can always go back and be righteous later.”
- **Who lives there?:** Mostly underdark creatures – drow, duergar, grimlocks, svirfneblin, etc. No derro, and not many surface-dwellers.
- **Uh, hello - I’m an elf, and you want me to go to a drow town?:** Everyone is allowed in – even elves.
- **Who runs the place?:** No one that we’ve been able to determine. As far as we can tell, it seems to run itself.
- **WHOM are we supposed to contact once we get there?:** There is an information broker there that hides its presence from all but the most persistent of seekers. We need you to be that persistent.
- **WHY can’t you get anything more specific?:** Divination attempts seem to get diverted and re-routed to Lolth. Several elves were lost trying to get what little information they could through magical channels. We’ve had to rely on sources more mundane.
- **WHO gave you this information?:** A reliable source that can be trusted. Someone who has done business there in the past.
- **We’ll need STUFF:** PHB and standard LGCS equipment can be purchased here.

If ANY PC makes the mistake of asking about payment, favors owed, or some other variation of “What’s in it for me?”, read the following:

Kialla is on her feet instantly. “Get out!” she snarls, pointing at the doorway. “I don’t have time for such nonsense. There are a few hundred others out there that would be more than willing to take your place here, except they know how to fight in the Dreadwood, and you don’t.”

Somebody had better make an attempt at diplomacy to allow the un-heroic PC to continue, or else they are dismissed and cannot complete the module. It will take either a Diplomacy check (DC 30) or the use of an influence point with Kialla, her sister [Grand Duchess Calisse of Geoff], or her father [King Kimbertos] (no other

influence may be used, although other PCs may burn influence for the un-heroic PC if they so choose. Mark as *used* on the AR) to allow that PC to continue; Kialla is reasonable, just stressed out.

If any player otherwise decides to have their PC back out, give them XP for Roleplaying and hand them their AR.

Once PCs agree to the mission:

The blind elven harper steps forward. “Whatever ‘Lolth’s Web’ is, it resists all attempts at divination, and thus we will not be able to divine when you have been successful. There are other means, however.” He holds out one hand to reveal a pair of stones, unremarkable except for the fact that they appear to be exact duplicates of each other, and invites you to take one of them. “With this, once a day, I will be able to Send and Receive a brief message from anyone who holds it and attempts to use it. If no one responds for an entire sevenday, we will assume you are lost forever. Use it only as necessary.”

If there are any Dreadwalker/Dreadwalker Reserve PCs in the party, read the following:

The panther silently pads over to <insert Dreadwalker PC name(s) here>, and nudges you with his head. “Come,” it whispers clearly in common before continuing through a partially-opened door in a corner of the room.

Kialla’s eyes follow the feline even as she addresses the non-Dreadwalkers. “Thank you for assisting us. I should allow you time to gather supplies for your journey”. Without a backwards glance, Kialla stands and moves towards the side room, closing the door behind her.

Non-Dreadwalker PCs have just politely been dismissed. If they don’t get it, Bevin will gather them and usher them out of the room.

Any attempts by non-Dreadwalker PCs to find out what is going on in the room [i.e. *Clairaudience*, *Prying Eyes*, *Hide/Move Silently*, obvious listen attempts, dispatched familiars, etc.] will be caught by Tal (Listen +28) and is gently rebuffed with a reminder that Kialla is a noble of Keoland, and it is illegal to do so. If that doesn’t work, Tal strikes a chord on his harp and attempts to *greater dispel* any spell cast [Caster Level 16]. If the player still doesn’t get it, that PC is both done for this module and is banned from future Dreadwood modules.

Give **PLAYER HANDOUT #2** to Dreadwalker PCs. Under NO circumstances should the contents be discussed in front of non-Dreadwalker PCs.

If PCs choose their own methods of divination, they will be able to confirm anything Kialla has already told them [or which is listed in the bullet points above that players didn't think to ask]. Queries into "Lolth's Web" will yield no result.

The one bit of additional information PCs are able to divine (if they ask the right questions) is that Kialla's source of information is Galimar Withington, former head of the Midnight Ravens [based in Geoff].

After taking a day to prepare, you are directed to the Traveling Tree. At the top of the stairs, a pair of druids wait to teleport you via plant.

ALL APLs:

Windsong Fang: half elf, female, Drd 12

Ellistern Gnarlyfist: elf, male, Drd 12

If PCs played *KEO6-02 Forest of Ribbons*, they will recognize the same druids. They should also notice that the Ellistern does not bother to make them remove metal armor. If PCs mention it, he will scowl, but otherwise say nothing.

Due to the limitations of the spell, the druids can take up to 8 medium or smaller-sized creatures. Animal companions and mounts count towards this number; familiars do not. Unless they have a way of reducing themselves, large PCs or animal companions will be left behind. PCs may purchase such scrolls (and caster, as necessary) here in Aridul.

Almost immediately after the spell is complete, the elven druid wildshapes into a shambling mound and wanders off. Windsong rolls her eyes and shakes her head as she motions for you to follow her. She seems mindful of those who cannot travel so easily through the Dreadwood, constantly pointing out the proper places to step so that you are able to keep a steady pace.

You hear a sharp birdcall, and Windsong whistles a response. A pair of wood elves step forward to greet you. With a deferential nod to the druidess, they lead you a short distance to camp where a trio of woodsmen dressed in greens and browns stand watch. The far edge of the camp is bounded by large mounds of dirt and a correspondingly-sized pit.

One of the elves on watch steps forward. "I am Tolan ap'Faerden, Dreadrunner, commander of this sad little outpost. Welcome and well-met."

ALL APLs:

Tolan ap'Faerden: elf (wood), male, Rgr 5

Tolan ap'Faerden is a barrel-chested wood elf wearing a mithril breast plate and carrying a great axe easily in one hand. He is affable and open; not typical Dreadwalker traits. After saluting Windsong Fang, he will greet PCs with smiles and extend a hand in friendship. Once introductions are complete, he will continue.

"This is the entrance to the under-forest," Tolan points to the excavated pit at the edge of the camp. "The priests had divined the location of the door and we knew that we would have to dig them up. What we didn't know was that the trees would keep trying to block our work. Two different treants tried to convince them to let us dig." The Dreadrunner chuckles. "We finally had to call in the Fury of the Forest to convince the trees that nothing was going to climb out and chop them down, and to allow us to finish."

"I can't promise that they will continue to let this door remain uncovered, though. We were told to allow you either two weeks, until we received word from Aridul that you will not be returning, or until the fighting moves this way." He ends the statement with a shrug.

Possible PC Questions:

- **THE DOORS:** The door is made of mithril, with drow markings at the handle. It opens downward like an attic trap door, creating a 15'-wide ramp to the underground passageway.
- **WHAT FIGHTING?:** Uh, in case they hadn't noticed, the elves are at war with the Far-Realms creatures that keep wandering through the planar rifts in the Dreadwood.
- **WHERE IS THE FIGHTING NOW?:** The war's edge is 7 miles south of their current position.
- **IF PCs GET SIDETRACKED AND TRY TO GO TO THE FRONT,** the Dreadrunner will attempt to dissuade them. If players insist, the module is over. Contact the Dreadwalker POC, Jonathan Knapp, at ultimateer@hotmail.com.

Development: PCs should proceed to Encounter 2.

ENCOUNTER 2: A ROAD LESS TRAVELED

*PCs bump into a formidable denizen of the Underdark, just as a reminder that things are different down here. There is no light source in this encounter unless PCs bring their own. Take note of watch orders to make PCs nervous; the ambush takes place shortly after PCs begin day 3. Regardless of APL played, **only** hour-long spells cast in the morning will be active for this encounter.*

Your travel through the Underdark for the past two days has been.... well.... dark, but otherwise uneventful. The main tunnel you have been following has varied in width from 30 to 50 feet and 15 to 20 feet in height.

Knowledge (Architecture and Engineering) DC 20 or Dwarven *Stonecunning* will confirm that the tunnel is worked [likely of Drow origin] and not natural.

Unless the entire party has darkvision, PCs will be using some sort of light source and will be detectable far before they are able to notice their opponent.

Check PC Spot and Listen checks from **DM AID #1** (creatures take 10 at all APLs) to locate the creatures. See **DM MAP #1**.

APL 4 (EL 7)

Elite Hook Horror: hp 100. See **Appendix #2**

APL 6 (EL9)

Elite Hook Horrors (2): hp 100 each. See **Appendix #3**

APL 8 (EL11)

Advanced Elite Balhannoth: hp 208. See **Appendix #4**

APL 10 (EL13)

Advanced Elite Balhannoth [Rog2]: hp 260. See **Appendix #5**

Tactics: ALL APLs

- For purposes of this combat, the ceiling is 20' high anywhere on the map.

- The creatures are **intelligent** and will fight accordingly.
- All creatures have a climb speed and will use the walls to manoeuver around PCs as necessary.

Tactics: APLs 4 & 6

- The Hook Horror(s) will focus on one PC they deem the most dangerous until that PC is unconscious. It will then do its best to drive off the rest of the party so that it can take its unconscious meal and flee.
- Remember the Hook Horror's sundering abilities (PHB p 158) - use them **liberally**. *Make Whole* will restore damaged magical items enough to be repaired at half cost (per LGCS and DMG p283).

Tactics: APLs 8 & 10

- The Balhannoth will snatch and grab either a PC scouting ahead by itself [assuming the PC has at least *some* magic], or will otherwise focus on the PC with the most active magics on (spells plus items).
- Remember the Balhannoth's anti-magic grapple and *Dimensional Anchor* 20' radius. (*Benign Transposition*, Anklets of Translocation, Capes of the Mountebank and the like will not work!)
- Once it has a PC firmly in hand, it will double-move back to its lair as quickly as possible; however, it will not provoke any obvious attacks of opportunity to do so.

Treasure: If the PCs succeed on a DC 20 Search or Track check, they will find the aberration's lair. Within the lair is the remains of its last meal. The PCs can gain the following treasure here:

APL 4: Coin 181 gp; Magic 130 gp; 5 *fountainhead arrows* (26 gp each); Total 411 gp.

APL 6: Coin 198 gp; Magic 255 gp; 5 *fountainhead arrows* (26 gp each), *javelin of lightning* (125 gp); Total 453 gp.

APL 8: Coin 265 gp; Magic 255 gp; 5 *fountainhead arrows* (26 gp each), *javelin of lightning* (125 gp); Total 520 gp.

APL 10: Coin 39 gp; Magic 697 gp; 5 *fountainhead arrows* (26 gp each), *javelin of lightning* (125 gp), *spider fang* (442 gp); Total 736 gp.

Development: If PCs survive, they may continue on to the abandoned drow outpost. Proceed to Encounter 3.

ENCOUNTER 3: KYORL'PHINDAR

Due to the intensive role-playing nature of this encounter, keep track of time. DO NOT ALLOW THIS ENCOUNTER TO TAKE MORE THAN NINETY MINUTES.

Kyorl'Phindar should have a wild west/frontier atmosphere to it. Please keep in mind the players at the table and the nature of some of the encounters. Adjust them to a more PG rating as necessary.

This section is intended to be a series of non-combat encounters. However, an "If PCs Choose To Fight" paragraph will be listed for each location: run combats accordingly. Not only will PCs not gain any gold or XP for these combats, but they will likely run out of time and will therefore be unable to complete the module.

PCs may start at one of three places, but must hit a minimum of three encounters to complete this section. The Encounter Breakdown is as follows:

- Tier 1: Cantina, Brothel, Slave Market
- Tier 2: The Zilchan, the Shadowdark Emissary
- Tier 3*: The Fallen Dreadwalker, the "Source Of All Knowledge" (the mindflayer).

** Only the two Tier 3 NPCs know the location of Lolth's Web.*

*Use the flowchart in **DM AID #3** as a quick-reference guide for this city encounter.*

BARGAINING CHIPS – If PCs go into an encounter seeking a specific bargaining chip, the NPC in the new encounter will not generate a new mission for the PCs [i.e., will NOT give them a new set of Bargaining Chips to seek] unless PCs specifically ask for new missions. Example: If PCs go to the brothel looking for spices, still read the opening boxed text. They may purchase the spices and return to the Cantina, but Bhin Aun'Olin will NOT ask them to return the half-drow.

The tunnel you have been following intersects with another, somewhat larger one. Unlike other intersections you've passed through previously, this one appears to be worn smooth in a way that shows it receives a fair amount of traveling. The drow markers that

you have been following move to this new passage.

You follow the cave for several more hours before it intersects with several others and ends at a stone and metal gate that appears as though it could be closed if necessary.

A wide variety of creatures - some humanoid, some not, but nearly all denizens of the Underdark - ignore you as they make their way towards the gate of what appears to be some sort of military outpost. The various spider motifs decorating the structure leave little guesswork as to the original builders, yet a second glance at both the gate guards and visitors reveal no drow presence. Curiously enough, the guards are inside of the gate, facing what appears to be parade grounds or a marshalling point for troops. Animal pens made of iron no longer hold drow mounts, but a few dozen humanoids instead.

Welcome to Kyorl'Phindar.

PCs should try to get their bearings at this point and figure out what their next step is. If PCs do not think of it on their own, the DM should encourage them to reconnoiter the town. If they do, they discover the following:

- There are perhaps a hundred caves on various levels that open out onto ramps leading down to the parade grounds. More than half appear to have stone doors; the others are open caves. There don't seem to be any taverns or inns or places to stay. No one would likely take notice if you decide to settle into one of the open [empty] caves.
- Not only are there are no wooden doors, but there seems to be a distinct lack of wood anywhere in the town. You also notice that there seems to be a connection between locked doors and doors that have some kind of personalized or distinctive marking. Only two doors seem to have an 'advertisement' of some sort – a cantina and a brothel.
- Quite a few of the humanoids wandering throughout the town have a brand burned into their cheek. This seems to indicate that they either are, or once were, a slave.
- If the PCs seek a guide for the town, they are laughed at and ignored. The locale is too small.
- Weapons and armor appear to cost double PHB standard.

GATHER INFORMATION:

- **DC (15):** In addition to the bullet points listed above, PCs learn: *If you're looking for information about specific people, the rumormongers hang out in either the Cantina, the Brothel, or the Slave Market.*
- **DC (20):** Kyorl'Phindar was a drow military outpost that had been abandoned [for unknown reasons] about 200 years ago. It became the crossroads/trading town you now see about 30 years ago.

Must speak Undercommon or an undercommon language - Drow, Duergar, etc. –(in addition to making the skill check) to gather the following information:

- **DC (25)** - There are no female drow in town, but a male drow named Bhin Aun'Olin has been running the brothel as long as anyone around can remember.
- **DC (30):** While the town appears to have no central authority figure (mayor, sheriff, etc.), everyone knows *someone* gives the final word on what happens in town (though no one seems to have met him/her).

BARDIC LORE: Please note that because the information given above is “gathered”, and not a Knowledge check, Bardic Lore does NOT apply.

If PCs attempt to use some extraordinary means [ie *Commune*, other divinations, etc.], use the following as a guide:

DIVINATIONS:

- **Augury** - PCs will generally get a *Weal* answer for speaking with any of the NPCs, *Weal and Woe* for speaking with the “source of all knowledge” (the mindflayer), *Woe* for attacking the mindflayer, and *no response* for attacking anyone else in town.
- **Divination** – answers are generally cryptic. *To find one of the Four, speak to one of the Three* will be a common default response.
- **Commune or Contact Other Plane** – as with divinations, answers are generally short, concise, and unenthusiastic. PCs should receive a “do the work yourself” response. Questions relating to the sources of information in town will be the most relevant. Anything specifically asked about Lolth’s web will receive an “unable to reply” response.

- **Legend Lore:** If PCs Legend Lore Kyorl'Phindar, they will receive everything listed in the Gather Information section. If they Legend Lore Lolth’s Web, they receive NO information.

Development: PCs may start in one of three places: the Cantina, the Brothel, or the Slave Market.

ENCOUNTER 3A: THE CANTINA

Entering the Cantina may be hazardous to PCs’ health. PCs may make a deal with the owner, a Hextorite ogre, to arrange a meeting with the Shadowdark Emissary.

When you open the door to the Cantina, a haze - a rather potent one, you realize as you breathe it in - escapes into the street.

- **ALL APLs** - Cantina Haze (Poison): Inhaled, Fortitude Save DC 8+APL. Initial damage (Cha 2); Secondary Damage (Cha2). Resave: every hour. (PCs immune to poison suffer no ill-effects.)
- **Heal (DC 15):** PCs are poisoned and are suffering Charisma damage.
- **Knowledge (Nature) DC 15:** This is an inhaled poison and is coming from the fungus burning in braziers around the room.

For PCs who continue inside:

The interior is barely lit by several continual flame stones that have been heavily wrapped in some sort of black material. The burning incense does little to cover the odors of other materials burning in pipes, urns, and the like. The vast majority of the fifty or so patrons seem to be either unconscious or in a world of their own. Back against the right-hand wall, an elf-like creature with a mark on his cheek sings a plaintive tune. Behind the bar to your left, a female ogre with a tattoo on her shoulder stands with arms crossed, surveying the room. Both follow you with their eyes as you enter. “Hmmpf,” the ogress says in common. “Tyv show up everywhere they don’t belong.”

ALL APLs:

Commander Brokkmeht: ogre, female, LN Mnk 11 (Sense Motive +12) hp 135. See Appendix #1

Personality: Brokkmeht is gruff, no-nonsense, straightforward, and the most coherent person in the establishment (she is immune to the effects of the poison). She was a commander in the Giant army occupying Geoff. Five years ago, “Tyv” broke into Gorna and freed a bunch of slaves under her jurisdiction. Tired of the chaos of the giant army and understanding the price for ‘failure’, she left the army and made her way here.

- PCs may purchase food and drink. The foodstuffs are edible, if a bit different from what PCs are used to.
- PCs may NOT purchase the fungus burning in the braziers. (Poison, and thus unavailable to PCs per the LGCS.)
- Knowledge (Religion) DC 15: The tattoo on the ogre’s arm is a symbol of Hextor.
- Knowledge (Local, Sheldomar) DC 20, PC is from Geoff, or PC speaks Language (Giant): “Tyv” is a derogatory word in the giant language for medium or smaller-sized humanoid races. It was very widely used by the giant army during its occupation of Geoff.

Imfil: half-drow, male, NE Exp 4 (Sense Motive +8) hp 18. See *Appendix #1*

Personality: Imfil is passive, dreamy, and a starving artiste living out his dream. He has built a bit of resistance to the poison, and is only mildly mellow.

- Imfil’s talents had been wasted working at the Brothel. He snuck out and came to the Cantina after meeting Brokkmeht. He is overjoyed at the fact that he now has a chance to sing more meaningful songs, but, moreover, he finds Brokkmeht, well.... attractive.

ADVANCEMENT:

- When PCs ask Brokkmeht about a “source of information”, she becomes suspicious as to the PCs intentions. Diplomacy and Intimidate checks yield no result. A Sense Motive (DC 10) indicates that she is hiding something; (DC 20) indicates that she seems to be trying to protect someone. If PCs successfully Bluff her (indicating that they know her contact, they have a message for him, etc.), she is willing to BARGAIN with them.
- If PCs ask Imfil about a source of information, he shrugs and points them back to Brokkmeht. If a PC thinks to speak to him in elven, he will

indicate that PCs should “pull one over on her” (ie indicate that a Bluff check is the way to go.)

BARGAINING CHIPS:

- CASH: none
- GOODS - CERTED FOODSTUFFS: PCs may trade either by number of unique items [equal to half the APL] or by value [equal to 5 times APL]. Mark the items off of the AR as *used*.
- SKILLS: none
- SERVICES – BROTHEL - SPICES: Brokkmeht knows that the owner of the Brothel has a secret stash of exotic spices [foodspices, *not* drugs]. PCs can negotiate for it for her, since she is no longer allowed inside the brothel after the half-drow’s “defection”.
- SERVICES – SLAVE MARKET - THE HALFLING: There is a halfling going on the auction block today. She wants the halfling to be her chef (aren’t all members of that race good cooks?)

PCs RETURN WITH A BARGAINING CHIP:

If PCs return with a bargaining chip, she will make arrangements for them to meet with her contact in an hour. [PCs waiting inside of the Cantina must make another Fortitude Save vs Poison]. After the hour is up, she will give them directions to a particular cave and tell them to be on the lookout for a metal sign with a musical skeleton.

****IF PCs CHOOSE TO FIGHT:**

- LOCALE: The room is 60’x60’, with a 5’x10’ stage against one side wall and a 5’x20’ bar on the other. There is another entrance opposite the one the PCs entered, and a “back door” exit behind the bar. Tables and chairs abound. See **DM MAP #2**.
- COMBAT MODE: PCs will have to make the first move. Brokkmeht will primarily attempt to stun PCs, but will match lethality with PCs [i.e., if they strike for non-lethal, so will she]. If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]
- FLIGHT: If Brokkmeht is reduced to 50hp or less, she will attempt to tumble away and will leave. Imfil will attempt to follow her.

- **NON-COMBATANTS:** Once fighting begins, half of the patrons will stumble towards the exit; the other half are too incapacitated to react and are simply obstacles to manouever around.

ENCOUNTER 3B: THE BROTHEL

The Brothel should have a stereotypical "wild west" look and feel to it. There is no need to overdo this or make it graphic. It should be treated the same any other business in town. PCs are on a mission, and what they are supposed to be looking for isn't here.

There are no signs here, nor doors - just a diaphanous curtain over the doorway. A small bell rings as you push the curtain aside, and your eyes take a moment to adjust to the long, narrow, dimly lit cave. Just a few paces from the entrance, a male drow wearing leather breeches and a loose shirt made of the same material as the curtain assesses you as you enter. "Yes," he says in common, "I believe we may be of service to you." He claps his hands twice, and perhaps two dozen humanoids of various races and sexes appear at the metal railing of the second floor balcony.

ALL APLs:

Bhin Aun'Olin: drow, male, Rog 8

Personality: Depsite having been here for 35 years, Bhin still enjoys the freedom of running his own establishment without interference from female drow. He is a shrewd businessman, and has even retained the services of a resident of the old days – a Yochol that hangs out in the mud pits in the back half of the establishment.

- Services must be paid for. Whether or not PCs get what they pay for is up to the PC

BARGANING CHIPS:

- **CASH:** 50gp times the number of PCs that actually entered the establishment
- **GOODS - EQUIPMENT FROM THE SLAVEMASTER:** Bhin regularly purchases various accoutrements from the slavemasters. PCs may go to the slave market and make the purchase for him.

- **SKILLS:** Any PC with an appropriate skill (Profession *Oldest*, etc.) may ply their trade. Each skill check reduces the Cash price that must be paid equal to the amount of the skill check. Alternately, a paladin or cleric may burn two uses of *remove disease* [using two days, if necessary] to bring two of Bhin's workers back from "temporary disability".
- **SERVICES - BROTHEL:** Bhin will charge 50gp per PC who entered the brothel for services. Whether PCs partake of services offered or not is up to them. If they do, he will be able to find someone to the PCs liking [within reason. And yes, if the players ask, there is a mud pit in a secondary cave behind the main thorofare.]
- **SERVICES – THE CANTINA - THE HALF-DROW:** The ogress at the Cantina is harboring a half-drow and he wants him back. Bhin bought the half-drow from the slavers years ago, and wants his property returned. He does NOT want to take on the ogre directly. [He will encourage PCs to tell the half-drow that, if he returns, he will be allowed to moonlight at the Cantina, or whatever lie is necessary to get him back.]
- **COUNTEROFFERS (if PCs went to either the Cantina or Slave Market):** PCs may purchase the spices (cantina) or fermented fungus alcohol (slavemaster) for 250gp minus a number of gp equal to their diplomacy check (if they choose to negotiate). Bhin will initially ask for 300gp for either.

PCs RETURN WITH A BARGANING CHIP:

If PCs return with a bargaining chip, Bhin Aun'Olin will give PCs directions to an unmarked cave door where a human Zilchan priest resides. Because the Zilchan is the moneychanger for the town, he interacts with almost everyone and knows a great deal of information: ***"Any information he has is for sale – for the right price."***

**IF PCs CHOOSE TO FIGHT:

- **LOCALE:** The room is 30'x120', with curtained 5' doorways every 15' [extending back into a 5'x10' cubbyhole]. A stairway opposite from the doorway which the PCs entered leads to a 5' wide U-shaped balcony with an identical cubbyhole layout as the ground floor. There is a secret "back door" exit [Search DC 30, Open Locks DC 35] in the 7th cubbyhole on the ground floor. There are 10-12 "workers" in the main areas, and half as

many in random cubbyholes. The room is only dimly lit and cubbyholes are dark. See **DM MAP #2**.

- **COMBAT MODE:** Bhin Aun'Olin will keep an eye out for PCs who are likely to disrupt his operations [Sense Motive +11]. He will use his rapier or loaded handcrossbow as appropriate, using Hide/Move Silently as much as possible to gain sneak attack damage. Bhin Aun'Olin will cast *darkness* first, keeping to the main hallway and balcony. If PCs pursue him, he will retreat to the Yochol's lair and use the creature to flank PCs and take full advantage of his sneak attack damage. The Yochol will fight to the death. If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]

ALL APLs:

Yochol: hp 116; see *Appendix 1*.

- **FLIGHT:** If things go bad for him, Bhin Aun'Olin will tumble away from PCs and will attempt to drink his *potion of invisibility* and escape through the secret door.
- **NON-COMBATANTS:** Once fighting begins, the "workers" in the brothel will all retreat into designated spots in the back of each cubbyhole and will not participate in the fight.

ENCOUNTER 3C: THE SLAVE MARKET

The town "centre" has no special markings, no fountain or statue; it is simply devoid of buildings. It is easy to imagine the area as parade grounds for troop mustering - made even easier by the metal cages that perhaps once were used as animal pens or barns, but which now contain slaves. A small crowd of several dozen has gathered to view about two dozen slaves that have been gathered for auction.

Listen or Spot (DC 15) will reveal that all of the slaves are manacled.

Spot (DC 12 + APL) check will reveal a child or halfling face in the crowd of slaves.

ALL APLs:

Kaddisk Houn: Duergar, male, N, Exp5 [See *Appendix 1*]

Personality: The Slavemaster is in a semi-permanently inebriated state. He is a survivor, and is able to make a living doing what he needs to do. No one else wants his job, so his place in Kyorl Phin'dar is secure.

BARGAINING CHIPS:

- **CASH – BUYOUT:** PCs may make an Appraise (DC 20) to determine the 'value' of the halfling to be around 120gp. PCs can intimidate to a value of 120gp minus double the intimidate check.
- **GOODS:** Khaddist has always wanted a pair of adamantine manacles [he just thinks they're cool]. Barring that, any special metal lock or manacles will do.
- **SKILLS – OPEN LOCKS:** At APLs 4-6, the manacles are locked with an average lock (DC 25); at APLs 8-10, the manacles are locked with a good lock (DC 30). Move Silently (DC 25) will allow PCs to get close enough to the halfling to make the attempt (Grimlocks are blind).
- **SERVICES - BIDDING:** If PCs 'play along' and attempt to win the halfling at the auction, the final price will be 90 + (d6 x10) GP. Start the bidding at 25gp, increasing each bid in increments of 5, 10, or 15. The slavemaster will tout the halfling's cooking skills [aren't all creatures of her race chefs?], emphasizing the fact that not once did she try to poison her previous owner. If PCs highball their bid to guarantee success,, the slavemaster will quickly announce Mina as sold in order to lock in the ridiculous price offered by the bidding PC.
- **SERVICES – BROTHEL –** Khaddist is addicted to fermented fungus alcohol, and his usual supplier has been recently "et" by one of the cave denizens. He knows the drow owner of the brothel has a stash, and is desperate for someone more charismatic than himself to talk the drow into handing it over.
- **SERVICES – CANTINA –** drugs – the slavemaster uses the herbs from the cantina to keep the slaves mellow in between auctions, but Khaddist is more than a bit intimidated by the cantina owner and would prefer if someone else negotiated with her.

ALL APLs:

Mina Stoutbarrow: halfling, female, NG Exp 3 [See *Appendix 1*]

Personality: Despite the slave branding on her cheek, Mina is cheerful, if somewhat timid.

- She has been in town for about 10 years.
- Within the last year and a half, she had made friends a rare fellow surface dweller - a mountain dwarf named Dwallen Kreiger.
- If there are any PC Dreadwalkers in the party, she will recognize their symbol and mention that she thought he was one of them.
- She doesn't know too much of the Dwallen's story, but knows that he won't leave, says he can't stay but can't go. He did promise that if he ever got free, he would come back for her.
- She's fairly certain that the Zilchan priest was going to buy her, and Dwallen may have brokered a deal with the priest [who will make a deal with anyone for the right price].
- If PCs ask if she is willing to work at the Cantina [if they don't trust the Zilchan, or already gave word to Brokkmeht], she doesn't mind, for the ogre has a reputation for keeping folks in line and doesn't tolerate any sort of lawlessness in her establishment.

****IF PCs CHOOSE TO FIGHT:**

- **LOCALE:** The open area is 150'x 150'. There are four 20'x20' cages [only one currently has slaves in it], and two 40'x40' barracks nearby. See **DM MAP #2**.
- **COMBAT MODE:** Khaddist Houhn will absolutely avoid combat at all costs – he's just not built for it. His guards come at the PCs in waves on odd-numbered rounds of combat as they emerge from nearby barracks. Wave 1 is the guards currently guarding the slaves.

ALL APLS:

Wave 1/Round 1:

Grimlocks (4): hp 11, MM p 140

Wave 2/Round 3:

Grimlocks (4): hp 11, MM p140

Ogres (2): hp 29, MM p199

Wave 3/Round 5:

Grimlocks (4): hp 11, MM p140

Ogres (2): hp 29, MM p199

Trolls (2): hp 63, MM p247

- If PCs slaughter everything: nothing happens. There is no city guard, no sheriff, etc. PCs will simply have to use either the Cantina or Brothel to move to the next tier of NPCs encounters. If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]
- **FLIGHT:** If things go bad for him, Kaddisk Houhn will attempt to flee, heading towards the tunnels within the city. There are plenty of places to hide until PCs leave. He will not risk random encounters outside of the city gates without his guards [or at least some slaves to offer as food].
- **NON-COMBATANTS:** The slaves will cower and provide no resistance. If Mina Stoutbarrow has not been freed yet, she will be the only one who seems to be actively interested in what is going on.

ENCOUNTER 3D: THE ZILCHAN

The Zilchan is the town's moneychanger, healer, and all-around glue that keeps the place going – and he knows it. This middle-aged Baklun has finally found a market he was able to corner, and he has NO intention of giving it up any time soon.

Although it was obvious that the structure was previously a shrine, it appears the current occupant has taken some time to do a bit of redecorating; spider-motifs have had legs chiseled off, and the bodies of the spiders have been worn down into smooth circles.

A few moments after pounding on the door, a middle-aged Baklunish man wearing a holy symbol peers through the murder hole. "Yes? What business transaction do you require?"

ALL APLS:

Asadel al'Qasim: human (Baklunish), male, Cle 7

Personality: Asadel is a Zilchan, plain and simple. Asadel has been here for about 12 years; he is the main money-changer in town. He volunteers no information unless PCs volunteer money.

As necessary, Asadel will heal PCs at *double* standard NPC cost.

IF PCS HAVE MINA STOUTBARROW [THE HALFLING] WITH THEM:

- True to his word to Mina, the dwarven Dreadwalker has already made a deal with the Zilchan. [Technically, the dwarven Dreadwalker paid the Zilchan to purchase Mina at the auction, but Asadel won't tell PCs that, and thus will not reimburse them for her cost if PCs actually paid to free her.]
- If PCs have Mina with them, Asadel will inform them that the Dreadwalker has already paid for her passage. He will give PCs a map of the cave complex, as well as directions to the place where the dwarf is hiding just outside of the city.
- The Zilchan volunteers NO other information [unless PCs start throwing money at him see BARGAINING CHIPS below].

Proceed to Encounter 3F: The Fallen Dreadwalker. NOTE that this is the ONLY way to reach that encounter.

IF PCS DO NOT HAVE MINA STOUTBARROW WITH THEM:

- If PCs do NOT have the halfling slave (Mina Stoutbarrow) with them, he will direct them to the mindflayer - for a price [see Bargaining Chips below].

BARGAINING CHIPS:

- CASH: none
- GOODS – HEALING: 750gp worth of healing magic times (half of APL played minus 1) - i.e. one CLW wand at APL4 or four wands at APL 10. Will accept partially used wands, potions, scrolls, goodberries, etc.
- GOODS – NON-HEALING: gp worth of healing magic times (half of APL played minus 1) [i.e. one Pearl of Power at APL4, and a Pearl of Power (2nd level) at APL 10].
- SKILLS: none
- SERVICES: PC casting [cost per DMG or LGCS]. PCs are not on a strict timeline per se, though if they take too long, someone *should* remember to contact Tal, the elven harper, via the *sending stones* to keep him updated with their progress.

****IF PCS CHOOSE TO FIGHT:**

- LOCALE: 20 x 40, with a 10 x 10 bedroom through a side door.
- COMBAT MODE: See **Appendix 1** for his stats. Asadel will fight to the best of his abilities and will use consumable items last [obviously]. If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]
- FLIGHT: Asadel will flee only if he is able to do so safely; he will NOT fight to the death, but PCs do not gain any equipment from him if he does surrender.
- NON-COMBATANTS: none

Development: If PCs have Mina Stoutbarrow with them, proceed to Encounter 3F. If PCs do not have her with them, but have paid the Bargaining Chips price, continue to Encounter 3G.

ENCOUNTER 3E: THE SHADOWDARK EMISSARY

The Shadowdark guildmember was originally sent here to find a missing ambassador from Admiral Duke Luschan Sellark VIII of Gradsul of House Rhola. The ambassador was recovered [alive] in the fall of CY596. Dobbiken has just been too lazy to send in any reports, and is making enough money not to be bothered to leave. He will give PCs information about the mindflayer.

You return to a door you're pretty sure was previously unmarked. Hanging above it now is a metallic skeleton beating on its ribcage with a pair of mallets. It chimes at your approach.

The door is too thick to hear anything through, and there is no peephole. No amount of pounding or calling will bring anyone to the door; PCs must open it on their own.

When you push the door open, you notice two things right away: the cave is extremely well-lit, and there is a human sitting in a comfortable wooden chair tilted against the far wall. A heavy crossbow braced against the arm of the chair is pointed in your direction.

"Oh, hey, damn - someone who speaks a normal language for a change."

ALL APLs:

Dobbiken: Human (Oeridian), male, CN Brd 6

Personality: Dobbiken is just plain ol' lazy. He charges only NPC standard + an extra 50% for spellcasting costs so that he can undercut the Zilchan for the casting of certain spells. He can turn on the charm when he needs to, so he has both made more contacts than the Zilchan, and people also talk to him more freely. He will ask PCs to stop 30 feet away from him, and under NO circumstances will he allow PCs to surround him.

- Dobbiken has been here for about two years.
- If asked why he is here, Dobbiken will explain that he had heard there were untapped gemstone mines and he had come to investigate. He hasn't found any gemstones, but his current operation is lucrative enough to not bother heading back to the surface. [Note that all of the above is true.]
- Dobbiken will not reveal himself as Shadowdark unless there is a Shadowdark PC in the party [and even then he will only flash the 'secret sign']. He basically will indicate to Shadowdark guildmembers that he's reassigned himself, and since he is gathering all kinds of information [and money], he should stay where he's at. Shadowdark PCs are welcome to take back all of his old reports, and he will promise to keep up with paperwork from now on.
- He will happily let PCs tell him everything they've discovered in town, and everything about their mission for Kialla and the Dreadwalkers.

BARGAINING CHIPS:

- CASH: none
- GOODS – LUXURY or MUSICAL ITEMS: Equivalent value must equal a minimum of 750gp times half of the APL.
- SKILLS - THE GRADSUL TOP 10: Dobbiken's been out of touch with the mainstream for awhile, but he is eager to learn the latest rage in music or dance. PCs must make **two** Perform (any music, song, or dance) checks at the following DCs as payment:

APL4: (DC 23)

APL6: (DC 26)

APL8: (DC 29)

APL10: (DC 32)

If they fail either or both checks, PCs may choose one of the other options as payment.

- SERVICES - YOUR FRIENDS ARE MY FRIENDS: Dobbiken knows he's in trouble with the Shadowdark for not reporting in, and will also be in trouble with Kialla and the Dreadwalkers once he gives PCs the information they want to know. PCs may either burn **one** favor (the Shadowdark or Maressa) or **two** favors (the Dreadwalkers, Kialla Skotti, or any Sheldomar Valley Thieves' Guild). Favors burned must be Certed on ARs, NOT favors inherent to belonging to any metaorg. Mark them as *Used*.

Once PCs have met his price, Dobbiken will gladly inform them of the following:

- He will redirect PCs to the ACTUAL 'source of all knowledge' in town, and only mention at the last minute that the creature is a mindflayer ("**y'know, one of them squid-faced folks**"). He has NOT had any direct dealings with the mindflayer (whose name he knows is Gov'ogt Nessake) that he is aware of - which suits him juuuust fine.
- The mindflayer has *really* nice digs, further up in the caves in what Dobbiken assumes was previously used by the drow as officer's quarters - *all* of the officers: "**He's a bit away from everyone else, but you can't miss the place - he's the only one that can afford the luxury of a wooden door.**"

**IF PCs CHOOSE TO FIGHT:

- LOCALE: 20 ft wide x 40 ft, overturned table [barrier, no charging, difficult ground] 10' from the door, with a 10 x 10 bedroom through a side door.
- COMBAT MODE: fires pre-loaded crossbow screaming bolt if he gets a chance. See **Appendix 1** for his stats. If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]
- FLIGHT: tumbles through to the bedroom and closes the door which auto-locks behind him (Open Lock DC 35) and tries to escape through a secret door (Search/Track DC 25).
- NON-COMBATANTS: *none*

Development: Proceed to Encounter 3G.

ENCOUNTER 3F: THE FALLEN DREADWALKER

Note that it should NOT be possible to meet with the Fallen Dreadwalker unless PCs have the halfling from the slave market [Mina Stoutbarrow] with them.

The caves wind up and away from the slave market. Following the Zilchan's directions, you take a sharp turn down a rough-cut tunnel and nearly stumble into a wild-eyed dwarf in worn-out leathers choking up with both hands on what appears to be a table leg. "Hope you're not expecting payment for escorting her here. Already gave the filthy money-changer all I got."

ALL APLs:

Dwallen Kreiger: dwarf, male, CN Rgr 6

Personality: Dwallen Kreiger is a dwarf ready to die. He lives only to fulfill his promise to bring Mina to safety.

- Dwallen is the last of his Dreadwalker patrol. He has 'made the deal' with the mindflayer, so he will not return to the Dreadwalkers [he doesn't want the mindflayer to gain any further information].
- Having made the deal with the mindflayer, Dwallen already has the information the PCs need to find the location of Lolth's web and will gladly lead them to it.
- If PCs re-equip Dwallen Kreiger, he will fight to the death alongside of them against the defenders of the web [although he does NOT know what the creatures are]. Give one of the players **Player Handout 5** to run the Dreadwalker during the combat. Dwallen must fight to the death.
- If there are any Dreadwalker PCs, he knows he is considered *Dreadwalker Hunted*. He will ask them to take word back to Kialla to beg forgiveness for his failure, and will ask the Dreadwalker to take Mina Stoutbarrow to safety back at Dourstone. Under NO circumstances should the act of any Dreadwalker PC striking a killing blow because of his Hunted status be considered evil! That PC is obeying the law, and, according to that law, has also been given permission to do so.

****IF PCs CHOOSE TO FIGHT:**

- **LOCALE:** endless hallway, 15 ft. wide x 10 ft. high.
- **COMBAT MODE:** If Dwallen Kreiger is attacked, he will not defend himself, but will fight to the death if Mina is injured. If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]
- **FLIGHT:** none
- **NON-COMBATANTS:** Mina Stoutbarrow will make one attempt to get in the PC's way to give them time to think it over if they attack the dwarf, but otherwise will flee if PCs continue.

Development: If PCs wish to attempt to take on the mindflayer, they will find that the place has emptied out by the time they get there; there is no map and no information to be gained. Either way, proceed to Encounter 4.

ENCOUNTER 3G: THE SOURCE OF ALL KNOWLEDGE

PCs have discovered that the 'source of all knowledge' is a mindflayer who lives in one of the cave systems higher up in the town. He has the information PCs are looking for, and they may retrieve it one of three ways: Assault, Stealth, or Diplomacy. Use the appropriate subsection below. If at any point PCs choose to attack the mindflayer, jump to the Assault section accordingly.

STEALTH

Due to a combination of his abilities and his contacts within the city, Gov'ogt Nessake already knows the PCs are coming. **He is most interested in information, however, and will do his best to drawn in the PCs.** Use the following as a guideline if PCs use this approach:

- The front door is not locked - no one would dare enter without permission.
- Scrying will not work on the mindflayer himself.
- Attempting to look behind the door (via *Scrying*, *Arcane Eyes*, etc.) reveals numerous grimlocks dressed as servants (ruffled shirts, black waistcoats, etc.). The hallways and

floors are covered with exquisite wooden paneling.

- A *Dimensional Lock* spell tied to the *Hallow* spell cast by the Zilchan priest prevents extraplanar travel [*Dimension Door*, *Teleport*, etc.] by everyone except the mindflayer.
- Other methods of travel [*gaseous form*, *reduce person*, shadowjumping, etc] and appropriate creatures [snake/rat/bat familiars, *Summon Nature's Ally* air or earth elementals, etc.] will be able to enter. Further advancement reveals more of the same, but triggers an encounter with the mindflayer. Spells will be dispelled, familiars and lower-level PCs will be captured. If a higher-level PC wants to make a battle out of it, take them aside and run the encounter accordingly [see ASSAULT sub-heading below]. Note that a one-on-one with the mindflayer may take long enough to prevent completion of the module!
- ACTIVELY ATTEMPTING TO AVOID AN ENCOUNTER WITH THE MINDFLAYER: If there is a high-level rogue in the party who wants to test his abilities, or if PCs do everything possible to avoid direct contact with the mindflayer, make it a challenge and string them along. This encounter should end with the PCs discovering the mindflayer's note, see **Player Handout #3**. Once they see/recover/are delivered that note, no further encounters will be possible with the mindflayer, as he will have already left and will have taken everything of value along with him.

DIPLOMACY

The path spirals upwards, well above the city, and ends at a heavy, reinforced wooden door. As you step forward to knock, the door opens to reveal a squat, muscular creature wearing a white shirt with ruffled collar and coat-tails. "Welcome," it greets you in Common. "Master has been expecting you."

Knowledge (Dungeoneering) DC 12 reveals the creature to be a grimlock *MM* p140.

The humanoid leads you down several 15' wide corridors, all of which have rich wooden floors and paneling, until he stops and opens another door.

The room beyond is a combination of a trophy room and a study. The heads of various

intelligent creatures - elf, drow, dwarf, marru, and storm giant among them - line three of the four walls. Bookshelves rise to the height of the taxidermy, and are neatly lined with books both ancient and new.

PCs with high Spot checks (DC 25) or who actively scan the book titles once they enter the room notice books from the very mundane to the unusual (the *Grimoire Arcanamach*) to books banned in Keoland (*Codex of Secret Histories*).

Directly across from the door, an intricate map of the Sheldomar valley covers the entire wall. Heraldic markers accurately depict current troop deployment, from Gran March and Bissel armies gathered at the Ketite border at the northern edge, to the giant armies facing the Keoish forces at Flen and the Good Hills.

In front of the map, resting comfortably in a plush chair behind an exquisitely carved mahogany desk, is a tall humanoid with an octopus-like head. "Welcome, emissaries of Those Who Walk the Woods Above. I have been expecting you."

ALL APLs:

Gov'ogt Nessake: illithid scout 5, illithid savant 7, male, LE [See **Appendix 1**]

Personality: Gov'ogt Nessake is lawful, evil, and arrogant to the core. He knows the importance of the information he carries, even if PCs don't, and knows that he can command any price he chooses. He also knows that you can't rule the world if you're dead, and will attempt to flee at any point the cards become stacked against him.

"You wish information, as do I. My offer is this: I will give you the information you seek now, in exchange for information from you in the future, of a type and at a time of my choosing. It will not hurt," he adds "in fact, you will not even know it has occurred."

The Deal:

- If there are 4 PCs, 2 PCs must make the deal.
- If there are 5 or 6 PCs, 3 PCs must make the deal.
- Cohorts count towards the number of PCs at the table, but cannot make the deal [nor can familiars, intelligent mounts, bannermen, other NPCs, etc.]

- If there is a Silent One or Keoish Herald at the table, they are the only PC that needs to make the deal [their information is most valuable].
- He is not interested in waiting. If PCs wish to leave and come back, he will inform them as such. If they do so anyway, they will be met at the door upon their return by a Grimlock servant who gives them **Player Handout #3**. The mindflayer will have left and have taken everything of value with him

THERE IS NO NEGOTIATING. PERIOD.

PCs are free to leave if they choose not to make the deal. Without his information, PCs have NO way of getting to Encounter 4 unless they go back to the slave market and free/purchase the halfling Mina Stoutbarrow (Encounter 3C).

If an appropriate number of PCs have pledged to give him information in the future, continue:

“Listen carefully, for I only divulge information once.

- ***Follow the map, and in two days you will come upon a set of mithril doors similar to the ones you entered when you began your journey.***
- ***A hundred steps past the doors lies a clearing. The portal at its edge cannot be seen from any other side.***
- ***The web you seek lies within the clearing, but Lolth will not give it up so easily.***
- ***A pair of spidery creatures - an aranea and an ettercap - defend the portal.”***

He slides a map across the table. “I believe you have someplace to be.”

Note: Speaking with the mindflayer gives PCs the following edge in the final encounter: +4 competence bonus to initiative and NO surprise round.

Development: If PCs decide to leave peacefully, any missing party members and compatriots will be returned, meeting them in the tunnel half a mile from town.. Collecting the missing party member and returning back to Kyorl Phindar will reveal that Gov’ogt Nessake has already left and taken his valuables with him. Continue to Encounter 4

If PCs decide to jump the mindflayer at this point, continue with Assault below:

ASSAULT

****IF PCs CHOOSE TO FIGHT:**

ALL APLs:

Gov’ogt Nessake: illithid scout 5, illithid savant 7, male, LE [See **Appendix 1**]

- **LOCALE:** 20 x 40, desk [barrier] 5ft x 2.5ft. Numerous 15 ft. hallways; 10’ ceilings throughout.
- **COMBAT MODE:** If PCs take an offensive approach from the start, they will encounter APLx2 Grimlocks [MM, p140] at various points throughout the 15-foot wide corridors. Eventually, they will meet up with the “Source of All Knowledge”, who has prepped and is waiting for them:
- If all PCs are incapacitated, their items are taken, they are given over to the slavers, and the module is over. [See AR Item *Sold Into Slavery*.]

Tactics - Death and Destruction

- Gov’vogt will hide in shadows (waiting an extra round if he has to). He will target arcane casters first, then divine casters. He will rely on his moderate fortification armor to negate sneak attacks, critical hits, and skirmish damage.
- He will NOT grapple PCs unless he has separated them from the rest of the party.
- He will use spells if he must, but under NO circumstances will he dump movement spells [*dimension door, teleport*, etc]
- **IF SOMEONE CHOOSES TO SURRENDER** - that PC must make the deal. Gov’vogt **wants** to make the deal with the the PCs. He wants to gain information, and by giving them the information he has, he will weaken Lolth [or, at the very least, annoy her immensely].
- Gov’vogt will NOT surrender, but will flee when down to ¼ of his hit points.

If the PCs *do* manage to kill the mind flayer, they do NOT find either his spellbook or the crystal ball [they have already been hidden in a different location]. However, they will find **Player Handout #3** along with a rough map in one of the desk drawers.

Development: Assuming PCs survived, continue to Encounter 4.

ENCOUNTER 4: BELOVED AND THE BEAST

Now that they have directions, PCs must reclaim Lolth's Web. They will have time to cast minute-per-level spells before combat. Remember that the web cannot be seen from behind, as it is blocked by the portal. Dreadwood combat rules are in effect everywhere except for the clearing. See **DM MAP #3**.

The directions you were given are rough but accurate as the caves lead you back up and into the Dreadwood. After two days of travel, you come upon a mithril door similar to the one you entered the Underdark. Opening the door reveals dozens of trees covered in webbing and a barely visible animal trail weaving through it.

Beloved has a personal *alarm* spell on the door and will know when PCs open it. She will cast *see invisible* as her first action.

The door is 60 feet from the edge of **DM MAP #3**. PCs are able to see the clearing once they are on the map. Count the number of rounds PCs take to prep and/or reach the clearing once the doors have been opened. Beloved will begin buffing the Beast accordingly.

Once at least one PC has advanced onto the map:

On the opposite side of the 15x20 ft. clearing, a swirling portal of colors can be seen.

Use **DM AID #1** to see if any PCs make a successful Spot check:

APL4: (DC 20)

APL6: (DC 25)

APL8: (DC 30)

APL10: (DC 35)

If so, read the following:

You notice at the centre of the portal a two-foot by two-foot section of web hangs motionless, anchored at its four corners to nearby trees.

PCs may make Spot and Listen checks to locate the defenders hiding in the trees at the edge of the clearing. (Both defenders take 10 at all APLs to their Hide and Move Silently checks and gain a +5 Circumstance bonus due to the webs.)

APL 4:

Beloved: Spot (DC 22), Listen (DC 22)

Beast: Spot (DC 24), Listen (DC 18)

APL 6:

Beloved: Spot (DC 22), Listen (DC 22)

Beast: Spot (DC 28), Listen (DC 20)

APL 8:

Beloved: Spot (DC 23), Listen (DC 23)

Beast: Spot (DC 28), Listen (DC 20)

APL 10:

Beloved: Spot (DC 23), Listen (DC 23)

Beast: Spot (DC 30), Listen (DC 20)

Read the following once the creatures are noticed [or once combat begins]:

A spider-like creature with a human head scuttles through the webbing overhead. "You are not one of her favored ones." A large, brutish, spider-like companion also moves forward.

Roll Initiative.

IF PCs MADE A DEAL WITH THE MINDFLAYER there is NO surprise round, and all PCs are at +4 circumstance bonus to initiative.

APL 4 (EL 7)

Beloved of Lolth [female Aranea Sor1/Exp1]: hp 58; see *Appendix 2*.

Beloved's Beast [male advanced ettercap]: hp 81; see *Appendix 2*.

APL 6 (EL 9)

Beloved of Lolth [female Aranea Sor1/Exp1/Mys2]: hp 80; see *Appendix 3*.

Beloved's Beast [male advanced ettercap Bbn1]: hp 185; see *Appendix 3*.

APL 8 (EL 11)

Beloved of Lolth [female Aranea Sor1/Exp1/Mys4]: hp 102; see *Appendix 4*.

Beloved's Beast [male advanced ettercap Bbn1/Ftr2]: hp 214; see *Appendix 4*.

APL 10 (EL 13)

Beloved of Lolth [female Aranea Sor1/Exp1/Mys6]: hp 124; see *Appendix 5*.

Beloved's Beast [male advanced ettercap, Bbn1/Ftr4]: hp 289; see *Appendix 5*.

Dwallen Kreiger (the Dwarven Dreadwalker) -

At the DM's discretion, this NPC may be turned over to a PC to run during the combat. He will ALWAYS lead the charge, and will always fight to the death. Note that he will AUTOMATICALLY fail all poison saves and all crits AUTO-CONFIRM. Even if a player is running this NPC during combat, if he does not die in combat (he will choose *not* to return if PCs try to *reincarnate* or *raise* him), he will dive into the portal. He has a death wish, and is meant to die.

Mina Stoutbarrow (the Halfling) - will stay in the tunnel behind closed doors until PCs come to get her and let her know that it's safe. If she never hears from the PCs, she will make her way back to Kyorl'Phindar, for she knows that it's safer there than alone in the Dreadwood.

Tactics:

Both creatures ALWAYS fight as brutally as possible and always fight to the death.

COMBAT - ALL APLs:

- BOTH CREATURES – will use their climb speed when not in the clearing [and thus will be able to take 5-foot steps].
- BELOVED – will buff the Beast to keep it standing as long as possible.
- BELOVED – will use its Web to anchor in place those most heavily armored [and most likely to have the lowest touch AC]. The DC to break free is Escape Artist (DC 23) or Strength (DC 27). Druids with Woodland Stride and PCs with the Travel domain special ability are still affected, but *Freedom of Movement* bypasses this effect.
- BELOVED – will keep an eye out for any PC that is knocked unconscious, and will attempt to *Death Knell* that PC. *Delay Death* will not save a PC from this effect. *Reincarnate* and *Raise Dead* will NOT bring back a PC that has died due to this effect.
- THE BEAST - will focus on a single PC and try to drop it before moving on to the next target. It knows that dwarves are resistant to poison and will not use it on them.
- THE BEAST – will switch targets to spellcasters that have been anchored in place by the Beloved's Web [q.v.] if they continue to cast.

APL 6+

- BELOVED – as previous, but it will make Spellcraft checks to determine if *Delay Death* is cast on any PCs. If the check is successful, it will cast a targeted *Dispel Magic* on that PC.

APL 10

- THE BEAST – has a Ring of Counterspells which contains *Ray of Enfeeblement*, and thus will not be affected by the first such attack.
- BELOVED – as previous. It will also use an *Empowered Ray of Enfeeblement* on big beefy fighter-types.

DEBTS AND CURSES OF CJAIA

- CURSE - This PC is at -6 vs both the poison DC as well as the reflex save vs getting caught in the web. Note that *Freedom of Movement* will NOT free this PC from a web if they are caught in it.
- DEBT - This PC cannot directly or indirectly attack the defenders, nor free other PCs from webs. The PC may still heal fellow PCs, bring them potions, cast buff spells, etc. The PC is able to attempt to retrieve the web. Mark this AR item as USED once the combat is complete.

REMOVING LOLTH'S WEB:

- Because the web cannot be seen from behind or from the sides, PCs must approach it head-on. There is no cover in the clearing for PCs to hide behind or take cover from [although *invisibility* spells and *Hide in Plain Sight* abilities apply normally].
- Once a PC is adjacent to the web, that PC may make a Spot or Search check (DC 10) to realize that the web is both very flimsy [will tear easily] and is anchored to the trees in front of the portal in several spots. Any attempt to cut it lose, rip it down, or telekinetic-types of spells will destroy the web. An Intelligence check (DC 5) will verify this.
- PCs must make a Use Rope check (DC 25) to remove the rope in one full-round action, or a Use Rope (DC 15) and a 5ft. step to remove it in two full rounds. Failure means that the web is intact, but remains in place.

**AS SOON AS ANY PC SUCCESSFULLY
REMOVES LOLTH'S WEB, READ THE
FOLLOWING:**

As the web is pulled forward, you realize that there is a fifth anchorpoint - through the portal to somewhere in the abyss. A beautiful female face with ebon skin and snow-white hair appears superimposed upon the web, and it turns towards you. "So.... I had nearly forgotten of this. Had you not touched it," you get the impression that the creature shrugs. "No matter. It.... amuses me that you have it. I will retrieve it when you no longer entertain me." The laughter fades a moment after the face does.

Any PC that was invisible, hiding, etc. will be revealed to the guardians as long as that PC remains in contact with Lolth's web. If combat has not already begun, it will do so now.

SNATCH AND RUN:

The defenders will pursue the bearer of the web and target that PC as long as they are able to. Because of their climb speeds, they are not affected by the movement penalties of the Dreadwood. Anything short of teleportation will only slow them down, as they effectively have websense. Placing the web in an extradimensional space, such as a bag of holding, does not hide it from them. Note that the Dreadwood rules of combat and movement will still apply if PCs flee.

Treasure: The PCs can gain the following treasure here:

APL 4: Loot 4 gp; Magic 235 gp; 2 potions of remove blindness/deafness (63 gp each), 2 scrolls of glitterdust (13 gp each), vest of resistance +1 (83 gp); Total 239 gp.

APL 6: Loot 4 gp; Magic 443 gp; 2 potions of remove blindness/deafness (63 gp each), ring of sustenance (208 gp), 2 scrolls of glitterdust (13 gp each), vest of resistance +1 (83 gp); Total 447 gp.

APL 8: Loot 4 gp; Magic 776 gp; 2 potions of remove blindness/deafness (63 gp each), ring of counterspells (333 gp), ring of sustenance (208 gp), 2 scrolls of glitterdust (13 gp each), vest of resistance +1 (83 gp); Total 780 gp.

APL 10: Loot 4 gp; Magic 1560 gp; cloak of charisma +2 (333 gp), potion of barkskin +4 (75 gp), 2 potions of fly (63 gp each), 2 potions of remove blindness/deafness (63 gp

each), ring of counterspells (333 gp), ring of sustenance (208 gp), 2 scrolls of glitterdust (13 gp each), vest of resistance +2 (333 gp); Total 1564 gp.

Development: PCs must decide what to do with Lolth's Web. Go to the appropriate Conclusion.

CONCLUSION

Any conclusion other than the first should only be possible if PCs have teleportation or other magic to enable them to leave the Dreadwood on their own.

PCS RETURN LOLTH'S WEB TO KIALLA

Not long after contacting the elven bard, the druids arrive to return you to Aridul. After learning of the details of the Web's retrieval, however, they instead bring you to a Dreadwalker treetop outpost. It is some time before Kialla, Tal, and the awakened feline arrive.

The panther steps forward and gently takes the web with its teeth. With a twitch of its tail and a backwards glance at Kialla, it takes off at top speed deeper into the Dreadwood. Kialla's eyes follow the creature as long as they are able, then turns to you. "Stalker thanks you - as do we all. We are but one step closer to winning this war. May we find the other keys in time."

PCS RETURN LOLTH'S WEB ELSEWHERE

You receive a letter in the mail, delivered by Keoish heraldic messenger: "While I have given up much to pursue my current path, no bridges were burned behind me. It has taken much to come this far. Diplomacy is the least of my concerns now." It is signed 'Princess Kialla Skotti of the Empire of Keoland, House Lizhal'.

Unless the web was turned over to the Silent Ones [who will, after a brief period of time, return the web to the Dreadwalkers], PCs who take this path gain no Dreadwalker or House Lizhal influence in this module, lose any such influence they already have, and may no longer participate in any Dreadwood modules.

PCS ATTEMPT TO KEEP LOLTH'S WEB FOR THEMSELVES

Since the highest-level PC that can legally play this module is 13th, they will be no match for a very annoyed epic-level druidess who shows up in the middle of the night to claim the Web. If the PC resists in the least, Reynard Yargrove will destroy them and that PC will be retired from the campaign. Notify the author if this occurs with both PC information and player email address at dreadempress@yahoo.com.

EPILOGUE

Tolan ap'Faerden pounded the trunk of the ash tree with the base of his greataxe as two of his fellow Dreadwalkers pushed against it with their shoulders. "Come on, back it up. Don't think I didn't see that." A few minutes later, Tolan held up his hand in the ranger signal for "halt", and the two elves beside him immediately put their hands to their weapons, listening. There was a faint sound, like that of a heavy door opening on rusty hinges, followed by a hollow boom.... then another, and another.... Tolan looked up just in time to catch the violet color of the flare of a fey arrow. "Run."

Grabbing their weapons, the elves abandoned the campsite and fled west towards Aridul moments before a squad of Rukanyr and their Kaorti masters clear-blasted a path through the forest.

An hour later, the roots of the ash tree pulled up above ground, skittered back away from atop of the closed mithril door, and replanted itself.

CAMPAIGN CONSEQUENCES

If the Critical Event Summary determines that PCs do not return with Lolth's web, one of the keys will be missing. A Special Mission will be required to retrieve it in order for the portals to be closed.

The End

EXPERIENCE POINT SUMMARY

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter 2

Defeat or Destroy the aberrations.

APL 4: 210 xp.

APL 6: 270 xp.

APL 8: 330 xp.

APL 10: 390 xp.

Encounter 3

Navigate the Underdark town and successfully negotiate with one of its inhabitants to obtain the location of Lolth's Web.

APL 4: 120 xp.

APL 6: 180 xp.

APL 8: 240 xp.

APL 10: 300 xp.

Encounter 4

Defeat or Destroy the Defenders.

APL 4: 210 xp.

APL 6: 270 xp.

APL 8: 330 xp.

APL 10: 390 xp.

Story Award

Retrieve Lolth's Web.

APL 4: 85 xp.

APL 6: 115 xp.

APL 8: 140 xp.

APL 10: 170 xp.

Discretionary Roleplaying Award

APL 4: 50 xp.

APL 6: 65 xp.

APL 8: 85 xp.

APL 10: 100 xp.

Total possible experience

APL 4: 675 xp.

APL 6: 900 xp.

APL 8: 1,125 xp.

APL 10: 1,350 xp.

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the

adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional adventure, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter 2:

APL 4: Coin 181 gp; Magic 130 gp; 5 *fountainhead arrows* (26 gp each); Total 411 gp.

APL 6: Coin 198 gp; Magic 255 gp; 5 *fountainhead arrows* (26 gp each), *javelin of lightning* (125 gp); Total 453 gp.

APL 8: Coin 265 gp; Magic 255 gp; 5 *fountainhead arrows* (26 gp each), *javelin of lightning* (125 gp); Total 520 gp.

APL 10: Coin 39 gp; Magic 697 gp; 5 *fountainhead arrows* (26 gp each), *javelin of lightning* (125 gp), *spider fang* (442 gp); Total 736 gp.

Encounter 4:

APL 4: Loot 4 gp; Magic 235 gp; 2 *potions of remove blindness/deafness* (63 gp each), 2 *scrolls of glitterdust* (13 gp each), *vest of resistance +1* (83 gp); Total 239 gp.

APL 6: Loot 4 gp; Magic 443 gp; 2 *potions of remove blindness/deafness* (63 gp each), *ring of sustenance* (208 gp), 2 *scrolls of glitterdust* (13 gp each), *vest of resistance +1* (83 gp); Total 447 gp.

APL 8: Loot 4 gp; Magic 776 gp; 2 *potions of remove blindness/deafness* (63 gp each), *ring of counterspells* (333 gp), *ring of sustenance* (208 gp), 2 *scrolls of glitterdust* (13 gp each), *vest of resistance +1* (83 gp); Total 780 gp.

APL 10: Loot 4 gp; Magic 1560 gp; *cloak of charisma +2* (333 gp), *potion of barkskin +4* (75 gp), 2 *potions of fly* (63 gp each), 2 *potions of remove blindness/deafness* (63 gp each), *ring of counterspells* (333 gp), *ring of sustenance* (208 gp), 2 *scrolls of glitterdust* (13 gp each), *vest of resistance +2* (333 gp); Total 1564 gp.

Total Possible Treasure (Maximum Reward Allowed)

APL 4: L: 4 gp, C: 181 gp, M: 365 gp – Total: 650 gp (650 gp).

APL 6: L: 4 gp, C: 198 gp, M: 698 gp – Total: 900 gp (900 gp).

APL 8: L: 4 gp, C: 265 gp, M: 1031 gp – Total: 1300 gp (1,300 gp).

APL 10: L: 4 gp, C: 39 gp, M: 2257 gp – Total: 2300 gp (2,300 gp).

NOTE THAT THERE IS NO OVER-THE-CAP GOLD FOR THIS MODULE; EVERY CONSUMABLE ITEM USED COUNTS AGAINST THE PCs.

ITEMS FOR THE ADVENTURE RECORD

Special

REPORTING FOR DUTY: Dreadwalkers, Dreadwalker Reserve, and shadowdark. Adventure access items below become Regional access. dreadwalkers and Dreadwalker Reservist gain access to the following prestige classes: Fist of the Forest, Forest Reeve, Holt Warden (Complete Champion)

FAVOR OF THE DREADWALKERS: Can be used to gain access to all three limited spells (Complete Champion) BodyWard, Metal Fang, and Soul Ward.

INFLUENCE WITH THE DREADWALKERS: For assisting the Dreadwalkers, this PC may spend this (or any other Influence with the Dreadwalkers) to gain access to purchase an upgrade of a single weapon with one of the following (may spend multiple Influences for multiple upgrades): increase enhancement bonus by +1 (max +3), bane (aberration) weapon special ability, or bane (evil outsider) per favor used. Mark this and other Influence spent as USED when it is spent.

NEW ITEM: RIBBON OF FAITHFUL COMPANIONSHIP: May be tied to the limb of an animal or magical beast. Creature must be Named by the PC. Gives Fast Healing 1. Does not take up an item slot. Loses effect if away from PC for more than 1 month. Cannot be crafted. Cost 1000. GP Value: 0.

Animal Named _____ by the PC

SOLD INTO SLAVERY: Silly you. You attacked NPCs you shouldn't have – in the underdark, no less. You spend 4 TUs in the underdark. Your possessions are gone [Charity of Friends does not apply, since you were not killed].

LOST IN THE ABYSS: Some PCs never learn. You are lost in the Abyss until someone takes up a special mission to retrieve your silly self.

I KNOW WHAT YOU'RE THINKING: You made a deal with the mindflayer. He will pick your brain [relatively speaking] at a time, in a place, for information of his choosing.

ENEMY, MINE: For retrieving the web, any Spider, Drider, Drow, -oth, creature automatically attacks this PC first. Furthermore, that creature gains a bonus feat of Extra Favored Enemy: YOU!, and the creatures gain a +2 bonus to damage (as a favored enemy).

Item Access

APL 4:

- Sending Stones (Adventure, MIC)
- Crystal of Return, Lesser (Adventure, MIC)
- Fountainhead Arrow (Adventure, MIC)
- **Blessed** Bandage (Adventure, MIC)
- Metamagic Rod, Enlarge, Lesser (Adventure, DMG)

APL 6:

- Demolition Crystal, Least (Adventure, MIC)
- Javelin of Lightning (Adventure, DMG)
- Metamagic Rod, Extend Lesser (Adventure, DMG)

APL 8:

- Ring of Sustenance (Adventure, DMG)
- Crystal of Arcane Steel, Lesser (Adventure, MIC)
- Bowstaff (Adventure, MIC) (Adventure, DMG)
- Metamagic Rod, Silent, Lesser (Adventure, DMG)

APL 10:

- Ring of Counterspells (Adventure, DMG)

- Demolition Crystal, Lesser (Adventure, MIC)
- Spider Fang (Adventure, MIC)
- Metamagic Rod, Empower, Lesser (Adventure, DMG)

APPENDIX 1 – ALL APLS

3A: THE CANTINA

COMMANDER BROKKMEHT

CR 12

Female ogre monk 11

LN Large giant

Init +1; **Senses** Listen +11, Spot +11; darkvision 60 ft., low-light vision

Languages Common, Giant, Undercommon

AC 21, touch 16, flat-footed 15

(-1 size, +1 Dex, +2 Wis, +3 class, +1 deflection, +5 natural)

hp 135 (15 HD); Wholeness of Body 22 pts.

Immune Disease, poison

Resist Still Mind(+2 to Will saves vs. enchantment spells and effects)

Fort +18, **Ref** +13, **Will** +14

Speed 70 ft. (14 squares), base movement 70 ft.

Melee unarmed strike +19 (3d8+8, 19-20/x2) or

Melee greater flurry of unarmed strikes +19/+19/+19/+14 (3d8+8, 19-20/x2) or

Ranged sling +11/+6/+1 (1d6)

Space 10 ft.; **Reach** 10 ft.

Base Atk +11; **Grp** +25

Atk Options Blind-Fight, Cleave, Combat Reflexes, Improved Grapple, Improved Trip, Power Attack, Stunning Fist (13/day, DC 19 Fortitude save)

Special Actions improved evasion, Wholeness of Body

Abilities Str 22, Dex 13, Con 16, Int 8, Wis 14, Cha 9

Feats Blind-Fight, Cleave, Combat Reflexes, Improved Critical (unarmed strike), Improved Grapple, Improved Trip, Power Attack, Stunning Fist, Weapon Focus (unarmed strike)

Skills Listen +11, Sense Motive +12, Spot +11, Tumble +11

Possessions *amulet of mighty fists* +2, *gauntlets of ogre power*, *monk's belt*, *ring of protection* +1, *vest of resistance* +4, sling, 10 bullets, keys to the cantina.

3A: CANTINA

IMFIL

CR 2

Male half-drow expert 4

NE Medium humanoid (elf)

Init +0; **Senses** Listen +9, Spot +2; low-light vision

Languages Common, Elven, Undercommon

AC 10, touch 10, flat-footed 10

hp 18 (4 HD)

Fort +1, **Ref** +1, **Will** +5

Speed 30 ft. (6 squares), base movement 30 ft.,

Melee MW dagger +3 (1d4-1, 19-20/x2)

Ranged MW dagger +4 (1d4-1, 19-20/x2)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +2

Abilities Str 8, Dex 11, Con 10, Int 10, Wis 12, Cha 12

Feats Skill Focus (perform-dance), Skill Focus (perform-sing)

Skills Diplomacy +12, Gather Information +10, Listen +9, Perform (dance) +11, Perform (sing) +11, Sense Motive +8

Possessions Master Worked dagger, dagger, intricate silver ring (100 gp), silk clothing (50 gp).

Skills Half-elves gain a +1 racial bonus on Listen, Spot and Search checks and a +2 racial bonus to Diplomacy and Gather Information.

3B: BROTHEL

BHIN AUN'OLIN

CR 9

Male drow rogue 8

CN Medium humanoid (elf)

Init +2; **Senses** Listen +13, Spot +2; darkvision 120 ft.

Languages Common, Abyssal, Drow, Dwarven, Elven, Giant, Undercommon

AC 17, touch 12, flat-footed 15

(+2 Dex, +5 armor)

hp 44 (8 HD)

SR 19

Fort +5, **Ref** +8, **Will** +4(+6 vs. spells and spell-like abilities)

Weakness Light Blindness (Abrupt exposure to bright light, such as sunlight or a *daylight* spell, blinds drow for 1 round. On subsequent rounds, they are dazzled as long as long as they remain in the affected area.)

Speed 30 ft. in +1 *mithril chain shirt* (6 squares), base movement 30 ft.

Melee +1 rapier +6 (1d6, 18-20/x2) or

Melee +1 rapier +6/+1 (1d6, 18-20/x2) or

Ranged +1 *hand* crossbow +9 (1d4, 19-20/x2 plus poison)

Space 5 ft.; **Reach** 5 ft.

Base Atk +6; **Grp** +5

Atk Options sneak attack +4d6

Special Actions evasion, improved uncanny dodge

Combat Gear *potion of cure moderate wounds*, *potion of invisibility*, *potion of remove disease*, poison (DC 13, unconscious/2d4 hours of unconsciousness)

Spell-Like Abilities (CL 8th):

2nd—once per day—*darkness*

1st—once per day—*dancing lights*, *faerie fire*

Abilities Str 8, Dex 15, Con 12, Int 18, Wis 10, Cha 19

SQ

Feats Great Fortitude, Iron Will, Persuasive

Skills Bluff +17, Disable Device +16, Escape Artist +13 (+15 vs. ropes), Gather Information +15, Hide +13, Intimidate +6, Listen +13, Move Silently +13, Open Locks +15, Search +17, Sense Motive +11, Spot +2, Tumble +13, Use Rope +13

Possessions combat gear plus *cloak of charisma* +2, +1 *mithril chain shirt*, +1 rapier, +1 *hand crossbow*

Skills Drow have a +2 racial bonus on Listen, Search and Spot checks.

Yochlol

CR 8

CE Medium outsider (chaotic, evil, extraplanar, shapechanger)

Init +6; **Senses** darkvision 60 ft.; Listen +15, Spot +15

Languages Abyssal, Drow, Common, Undercommon; telepathy 100ft.

AC 21, touch 21, flat-footed 15

(+6 Dex, +5 deflection)

hp 115 (10 HD); DR 10/good

Immune acid, electricity, mind-affecting spells and effects, poison

Resist cold 10, fire 10; **SR** 19

Fort +12, **Ref** +13, **Will** +9

Speed 30 ft. (6 squares)

Melee 8 tendrils +16 (1d4+4)

Space 5 ft.; **Reach** 5 ft.

Base Atk +10; **Grp** +14

Atk Options Combat Expertise

Spell-Like Abilities (CL 10th):

At will—*detect thoughts* (DC 17), *dominate person* (DC 20), *darkness*, *desecrate*, *greater teleport* (self plus 50 pounds of objects only), *spider climb*, *stone shape*, *web* (DC 17)

Abilities Str 19, Dex 22, Con 20, Int 18, Wis 15, Cha 20

SQ Lolth's favor, mind blank, rapid shapeshifter

Feats Combat Casting, Combat Expertise, Exotic Weapon (hand crossbow)b, Persuasive, Weapon Finesse

Skills Bluff +20, Concentration +18, Diplomacy +22, Hide +19, Intimidate +22, Knowledge (arcana) +17, Knowledge (religion) +17, Knowledge (the planes) +17, Listen +15, Move Silently +19, Sense Motive +15, Spot +15

Gaseous Form (Su) A yochlol can assume gaseous form, appearing as a roiling cloud of oily green smoke. In this form, a yochlol's statistics do not change, although it is treated as if under the effects of a *gaseous form* spell that cannot be dispelled. A gaseous yochlol can use *contact other plane* at will as an additional spell-like ability. Any creature sharing the same square as a gaseous yochlol at the end of that creature's turn is affected as if by a *stinking cloud* spell (DC 20 Fort save negates). The save is Constitution-based.

Humanoid Form (Su) A yochlol can assume the form of a hauntingly beautiful human or elf (usually drow) woman. It has only a little flexibility in altering its specific appearance, and as a result it can't use this ability to disguise itself as a specific individual.

Yochlols are nude when they initially assume humanoid form, so they often wait to assume this form until they have equipment and weapons ready. Yochlols in humanoid form cannot make tendril attacks.

Lolth's Favor (Su) As a handmaiden of Lolth, a yochlol receives the spider queen's favor in the form of a deflection bonus to its Armor Class equal to its

Charisma bonus. It does not retain this bonus while in humanoid form, but it does retain the bonus in its gaseous and spider forms.

Mind Blank (Su) A yochlol is protected at all times by the equivalent of a *mind blank* spell. This effect cannot be dispelled.

Rapid Shapeshifter (Ex) A yochlol can shift between its four forms with astounding speed. Changing shape is a swift action that a yochlol can perform as often as once per round.

Spider Form (Su) A yochlol can assume spider form, appearing as a Medium monstrous black widow spider. It retains all of its base statistics but gains a climb speed of 30 ft. It loses its tendril attacks but gains a bite attack (+16 melee, 1d6+6 plus poison [DC 20, 1d6 Con/2d6 Con]). The poison save DC is Constitution-based.

1: 3C: SLAVE MARKET

Kaddist Houhn

CR 5

Male duergar expert 5

N Medium humanoid (dwarf)

Init +1; **Senses** Listen +8, Spot +8; darkvision 120 ft.

Languages Common, Dwarven, Giant, Goblin, Undercommon

AC 15, touch 11, flat-footed 14; +4 against giant type opponents

(+1 Dex, +4 armor)

hp 43 (5 HD)

Immune to paralysis, phantasms, and poison.

Fort +6, **Ref** +5, **Will** +4

Weakness Light Sensitivity (Duergar are dazzled in bright sunlight or within the radius of a *daylight* spell.)

Speed 20 ft. in chain shirt (4 squares), base movement 20 ft.

Melee longspear +3 (1d8/x3) or

Melee heavy mace +3 (1d8/x2) or

Ranged MW light crossbow +5 (1d8, 19-20/x2))

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +3

Atk Options +1 on attack rolls against orcs and goblins

Special Actions

Combat Gear 2 *potions of cure moderate wounds*

Spell-Like Abilities (CL 10th):

2nd—once per day—*invisibility*

1st—once per day—*enlarge person*

Abilities Str 10, Dex 13, Con 18, Int 14, Wis 8, Cha 8

SQ stability

Feats Lightning Reflexes, Persuasive

Skills Appraise +12, Bluff +9, Hide +7, Intimidate +9, Listen +8, Move Silently +11, Spot +8, Use Rope +9

Possessions combat gear plus Masterworked light crossbow, longspear, heavy mace, chain shirt, 2 pearls (200 gp).

Skills Duergar have a +4 racial bonus on Move Silently checks, +2 racial bonus to Appraise checks and Craft checks involving stone and metal work. The also receive a +1 racial bonus to Listen and Spot checks.

2: 3C: SLAVE MARKET

MINA STOUTBARROW

CR 2

Female lightfoot halfling expert 3

NG Small humanoid (halfling)

Init +0; **Senses** Listen +7, Spot +3

Languages Common, Halfling, Keoish, Undercommon

AC 11, touch 11, flat-footed 11

(+1 size)

hp 18 (3 HD)

Fort +2, **Ref** +2, **Will** +5 (+7 vs. fear effects)

Speed 20 ft. (4 squares), base movement 20 ft.

Melee club +1 (1d4-2) or

Ranged stone +4 (1d3-2)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** -4

Atk Options +1 on attack rolls with thrown weapons and slings.

Abilities Str 6, Dex 11, Con 10, Int 13, Wis 12, Cha 12

Feats Skill Focus (profession-chef), Stealthy

Skills Craft (pastry) +7, Hide +12, Intimidate +2 (+6 vs. Small creatures), Listen +7, Move Silently +10, Perform (culinary arts) +6, Profession (chef) +10

Possessions handful of stone, small club

Skills Lightfoot halflings have a +2 racial bonus to Climb, Jump, Listen, and Move Silently checks.

3D: THE ZILCHAN

ASADEL AL'QASIM

CR 8

Male baklunish human cleric (Zilchus) 7

LN Medium humanoid (human)

Init -1; **Senses** Listen +4, Spot +4

Languages Common, Ancient Baklunish, Undercommon

AC 21, touch 9, flat-footed 21

(-1 Dex, +9 armor, +3 shield)

hp 56 (7 HD)

Fort +7, **Ref** +1, **Will** +9

Speed 20 ft. in +1 *glamered full plate* (4 squares), base movement 30 ft.

Melee +1 *heavy mace* +7 (1d8+2) or

Ranged weapon +4 (1d8, 19-20/x2)

Space 5 ft.; **Reach** 5 ft.

Base Atk +5; **Grp** +6

Special Actions turn undead

Combat Gear 3 *potions of cure serious wounds*

Cleric Spells Prepared (CL 7th):

4th—*confusion*^D (DC 18), *neutralize poison, restoration*

3rd—*bestow curse* (DC 17), *nondetection*^D, *remove disease, speak with dead* (DC 17)

2nd—*invisibility*^D, *lesser restoration, make whole, silence, spiritual weapon* (dagger, +9 to hit, 1d8+2 damage)

1st—*comprehend languages, disguise self*^D, *inflict light wounds* (1d8+5, DC 15), *magic stone* (+5 to hit), *obscuring mist, shield of faith* (+3 deflection bonus to AC)

0—*detect magic* x2, *detect poison, mending* x2, *read magic*

D: Domain spell. Deity: Zilchus. Domains: Mind, Trickery; converts to *cures*

Abilities Str 13, Dex 8, Con 14, Int 14, Wis 18, Cha 12

Feats Brew Potion, Craft Magic Arms and Armor, Negotiator, Scribe Scroll

Skills Bluff +3 Concentration +12, Diplomacy +17, Heal +14, Profession (moneychanger) +14, Sense Motive +18

Possessions combat gear plus +1 *glamered full plate*, +1 *large steel shield*, +1 *heavy mace, periapt of wisdom* +2, dagger, light crossbow, 10 bolts.

3E: THE SHADOWDARK EMISSARY

DOBBIKEN

CR 6

Male oeridian human bard 6

CN Medium humanoid (human)

Init +1; **Senses** Listen +10, Spot +10

Languages Common, Draconic, Dwarven, Elven, Giant, Goblin, Keoish, Undercommon

AC 15, touch 11, flat-footed 14

(+1 Dex, +4 armor)

hp 33 (6 HD)

Fort +3, **Ref** +6, **Will** +4

Speed 30 ft. in mithril chain shirt (6 squares), base movement 30 ft.

Melee MW rapier +5 (1d6, 18-20/x2) or

Ranged MW longbow +6 (1d8/x3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +4; **Grp** +4

Special Actions bardic lore (+10), bardic music (*countersong, fascinate, inspire courage* +1, *inspire competence, suggestion*)

Combat Gear *potion of cure moderate wounds* x2, *potion of invisibility, potion of keen edges*

Bard Spells Known (CL 6th):

2nd (4/day)—*cure moderate wounds, suggestion* (DC 15)

1st (5/day)—*comprehend languages, cure light wounds, identify*

0 (6/day)—*detect magic, light, prestidigitation*

‡ Already cast

Abilities Str 10, Dex 13, Con 12, Int 18, Wis 8, Cha 16

SQ

Feats Acrobatic, Agile, Alertness, Stealthy

Skills Balance +10, Concentration +10, Escape Artist +12, Gather Information +12, Hide +12, Jump +9, Knowledge (history) +9, Listen +10, Move Silently +12, Perform (sing) +12, Spot +10, Tumble +14

Possessions combat gear plus Masterworked longbow, Masterworked rapier, 2 daggers, mithril chain shirt

3F: FALLEN DREADWALKER

DWALLEN KREIGER

CR 6

Male hill dwarf ranger 4/fighter 2

CG Medium humanoid (dwarf)

Init +5; **Senses** darkvision, Listen +3, Spot +10

Languages Common, dwarven

AC 11, touch 11, flat-footed 10

(+1 Dex)

hp 47 (6 HD)

Resist +2 to saves vs. spells and spell-like effects

Fort +10 (+12 against poison), **Ref** +5, **Will** +4

Speed 30 ft. with Longstrider (6 squares), base movement 20 ft.

Melee club +9 (1d6+3)

Melee short sword +10 (1d6+3)

Melee short sword +8 (1d6+3) and short sword +8 (1d6+1)

Ranged club +7 (1d6+3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +6; **Grp** +9

Atk Options combat style (Two-Weapon Fighting), favored enemy (aberrations, +2)

Special Actions Blind-Fight

Ranger Spells Prepared (CL 1st):

1st—Longstrider †

† Already cast

Abilities Str 16, Dex 13, Con 16, Int 10, Wis 12, Cha 6

SQ animal companion (none selected), stability, stone cunning, wild empathy +2

Feats Alertness, Blind-Fight, Endurance, Improved Initiative, Iron Will, Track, Two-Weapon Fighting, Weapon Focus (short sword)

Skills Hide +9, Knowledge (dungeoneering) +7, Knowledge (nature) +9, Listen +3, Move Silently +9, Spot +8, Survival +8 (+10 in natural or underground environments)

Possessions club

3G: THE SOURCE OF ALL KNOWLEDGE

GOV'OGT NESSAKE

CR 19

Male illithid scout 5/illithid savant 7

LE Medium aberration

Init +13; **Senses** Listen +26, Spot +26; *see invisibility*

Languages Common, draconic, drow, sylvan, uncommon

AC 38, touch 22, flat-footed 28

(+8 Dex, +7 armor, +2 deflection, +2 insight, +5 natural, +4 *shield* spell)

Miss Chance

hp 199 (20HD); DR 10/evil and silver

Immune never surprised or flat-footed

SR 37

Fort +14, **Ref** +22, **Will** +19

Speed 40ft. in +3 *twilight*, *improved shadow*, *improved silent moves mithril chainshirt with moderate fortification* (8 squares), base movement 40ft.

Melee +1 adamantine short sword of wounding +21 (1d6+4) or

Melee +1 adamantine short sword of wounding +21/+16/+11 (1d6+4) or

Melee MW short sword +21/+16/+11 (1d6+3) or

Melee tentacle +20 (1d4+3) or

Melee 4 tentacles +20 (1d4+3) or

Ranged MW mighty +1 short bow +21 (1d6+1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +12; **Grp** +15

Atk Options Arcane Strike, Blind-Fight, Dodge, Elusive Target, evasion, extract, improved grab, Improved Skirmish (+4d6, +3 AC, 20 ft. movement), Mind Blast (DC 20), skirmish (+2d6, +1 AC, 10 Ft. movement), Spring Attack

Special Actions combat casting, hide in plain sight, mobility, telepathy, trapfinding

Combat Gear Battle Belt, Boots of Haste, lesser rod of empower spell, 3 potions of cure serious wounds, potion of greater magic fang +3

Wizard Spells Prepared (CL 14th):

7th—Limited Wish, Project Image

6th—Greater Dispel Magic, Legend Lore

5th—Contact Other Plane, Greater Blink

4th—Dimension Door, Lesser Globe of Invulnerability

3rd—Dispel Magic, Non-Detection †, Vampiric Touch (+18 touch, 7d6 damage)

2nd—Mirror Image (1d4+4 images), Resist Energy (30 points), See Invisibility †

1st—Ray of Enfeeblement (+18 ranged touch, 1d6+5), Shield †, True Strike

0—Read Magic

† Already cast

Psionics at will (CL 8th):

5th—charm monster (DC 21), plane shift (DC 21)

3rd—suggestion (DC 19)

1st—detect thoughts (DC 18), levitate

† Already cast

Abilities Str 16, Dex26, Con 18, Int 25, Wis 16, Cha 22

SQ Acquire class feature, acquire skill, acquire special attack or quality, acquire feat, battle fortitude, fast movement +10 ft., lore 6/day, Prophet, uncanny dodge

Feats Arcane Strike, Blind-Fight, Combat Casting, Dodge, Elusive Target, Improved Initiative, Improved Skirmish, Improved Toughness, Mobility, Spring Attack, Weapon Finesse

Skills Balance +15, Bluff +17, Concentration +25 (+29), Disable Device +24, Hide +41, Jump +14, Listen +26, Move Silently +41, Open Locks +25, Search +28, Spellcraft +22, Spot +26, Tumble +26

Possessions combat gear plus +1 adamantine short sword of wounding, +3 *twilight*, *improved shadow*, *improved silent moves mithril chainshirt with moderate fortification*, amulet of natural armor +2, crystal ball, gloves of dexterity +6, hat of disguise,

headband of intellect +6, masterwork thieves' tools, ring of protection +2

Spellbook spells prepared plus 0—

Prophet (Su) In times of great distress, Gov'ogt has visions that duplicate the effect of an *augury* spell (caster level 20th). Gov'ogt can use *divination* as a spell-like ability once per week (caster level 20th), but if he does so he gains two negative levels, which last 24 hours. Gov'ogt constantly functions as if affected by a *foresight* spell (caster level 20th).

Acquire Class Feature (Ex) An illithid savant may permanently acquire a class feature of a consumed brain's owner, as a character of that creature's level in that class. Gov'ogt has acquired two class features (hide in plain sight from a shadow dancer and arcane spell casting from a 14th level generalist wizard).

Acquire Feat (Ex) An illithid savant permanently acquires some of the feats of its victims, so long as it qualifies for them. Gov'ogt has acquired three feats (Arcane Strike, Combat Casting, and Elusive Target).

Acquire Special Attack or Quality (Ex) An illithid savant may permanently gain the special attack or quality of a creature whose brain it consumes. Gov'ogt has acquired Damage Reduction 10/evil and silver from a leonal.

Acquire Skill (Ex) Over the course of an illithid savant's career, they acquire selected skills from the brains it feeds on. The savant gains the ranks in the skill that its victim had. The skill becomes a class skill for the savant. Gov'ogt has acquired three skills (knowledge [history and local] and spellcraft).

Lore (Ex) Six times per day, Gov'ogt may make a special lore check to recall esoteric information from the brains of those he has consumed. This functions like a bardic lore check (1d20+11).

Mind Blast (Su) This psionic attack is a cone 60 feet long. Those caught within it must succeed at a DC 20 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th level spell.

Improved Grab (Ex) To use this ability the mind flayer must hit a Small, Medium, or Large creature with its tentacle attack. If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

Extract (Ex) A mind flayer that begins its turns with all four tentacles attached and that makes a successful grapple check automatically extracts the opponents brain, instantly killing that creature.

APPENDIX 2: APL 4

2: A ROAD LESS TRAVELED

ELITE HOOK HORROR **CR 7**
 N Large aberration
Init +4; **Senses** Blindsight 60 ft.; Listen +8
Languages Undercommon

AC 23, touch 13, flat-footed 19
 (-1 size, +4 Dex, +9 natural)
hp 100 (10 HD)
Fort +7, **Ref** +7, **Will** +8
Weakness light sensitivity

Speed 20 ft. (4 squares), climb 20 ft.
Melee 2 claws +15 each (1d6+9) and bite +10 (2d6+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +7; **Grp** +20
Atk Options Cleave, improved grab, Improved Trip, Power Attack, power sunder, rending bite
Combat Gear

Abilities Str 28, Dex 19, Con 18, Int 7, Wis 12, Cha 7
Feats Cleave, Improved Trip, Power Attack, Skill Focus (Listen)
Skills Climb +17, Hide +11, Jump +9, Listen +8,
Possessions combat gear plus

Improved Grab (Ex): To use this ability, a hook horror must hit an opponent of up to one size category smaller than its self with both claw attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and automatically hits with its rending bite (this replaces its normal bite attack). Each successive round the hook horror wins a grapple check it automatically deals damage for both claws and its rending bite.

Power Sunder (Ex): A hook horror attempting to stike a foe's weapon or shield does not incur an attack of opportunity. On a successful power sunder attack, a hook horror deals double damage.

Rending Bite (Ex): A hook horror can automatically bite a grappled foe for 3d6+10 points of damage.

Light Sensitivity (Ex): Exposure to bright light (such as sunlight or a *daylight* spell) imposes a -2 penalty on a hook horror's attack rolls.

Skills A hook horror receives a +8 racial bonus on Hide checks when in subterranean areas.

4: BELOVED AND THE BEAST

"BELOVED OF LOLTH" **CR 7**
 "Female" aranea sorcerer 1/expert 1
 CE Medium outsider (native, shapechanger)
Init +11; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +8

Languages Common, Sylvan, Undercommon

AC 23, touch 17, flat-footed 16
 (+7 Dex, +6 natural)
hp 70 (5 HD); fast healing 5
Fort +15, **Ref** +14, **Will** +14

Speed 50 ft. (10 squares), climb 25 ft.;
Melee bite +10 (1d6+5 plus poison)
Ranged web +10 (entangled)
Space 5 ft.; **Reach** 5 ft.
Base Atk +3; **Grp** +8
Atk Options poison (DC 23, 1d6 Str/2d6 Str), web
Combat Gear 2 silver holy symbols of Lolth, 2 spell component pouches, 2 scrolls of *Glitterdust*, potion of *Remove Blindness/Deafness*
Cleric Spells Prepared (CL 5th):
 3rd—Cure Serious Wounds (3d8+5), Dispel Magic
 2nd—Cure Moderate Wounds (2d8+5), Death Knell (DC 19), Silence
 1st—Bless, Cure Light Wounds (1d8+5), Divine Favor, Shield of Faith
 0—Cure Moderate Wounds x3, Guidance x2
Sorcerer Spells Known (CL 4th):
 2nd (5/day)—See Invisibility
 1st (7/day)—Alarm $\frac{1}{2}$, Mage Armor, Magic Missile (2d4+2)
 0 (6/day)—Acid Splash (+10 ranged touch), Detect Magic, Light, Prestidigitation, Read Magic, Resistance
 $\frac{1}{2}$ Already cast

Abilities Str 21, Dex 25, Con 26, Int 14, Wis 17, Cha 23
SQ Change Shape, Enhanced Attributes
Feats Improved Initiative, Iron Will, Multiattack, Point Blank Shot, Weapon Finesse
Skills Climb +19, Concentration +14, Escape Artist +10, Jump +18, Knowledge (arcana) +8, Knowledge (religion) +8, Listen +8, Spot +8
Possessions combat gear plus vest of resistance +1

Enhanced Attributes (Ex) The save DC for each of the "Beloved's" special attacks and spells increases by +4.

Web (Ex) In spider or hybrid form (see below), the "Beloved" can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 23 Escape Artist check or burst the web with a DC 27 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Change Shape (Su) An aranea's natural form is that of a Medium monstrous spider. The "Beloved" can assume two other forms. The first is that of a

female drow; an aranea in its humanoid form always assumes the same appearance and traits, much like a lycanthrope would. In humanoid form, the “Beloved” cannot use its bite attack, webs, or poison.

The second form is a Medium spider-humanoid hybrid. In hybrid form, the “Beloved” looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature’s fangs and spinnerets. The “Beloved” retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, “Beloved”’s speed is 30 feet (6 squares).

The “Beloved” remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

Skills Araneas have a +2 racial bonus on Jump, Listen, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Ettercaps can also create sheets of sticky webbing from 5 to 60 feet square. They usually position these to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web, or they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing receive a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot-square section has 6 hit points, hardness 0, and takes double damage from fire.

An ettercap can move across its own sheet web at its climb speed and can determine the exact location of any creature touching the web.

Skills Ettercaps have a +4 racial bonus to Craft (trapmaking), Hide, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

“BELOVED’S” BEAST

CR 5

Male advanced ettercap

CE Large aberration

Init +3; **Senses** low-light vision; Listen +4, Spot +8

Languages Common

AC 15, touch 12, flat-footed 12

(-1 size, +3 Dex, +3 natural)

hp 81 (9 HD)

Fort +8, **Ref** +6, **Will** +8

Speed 30 ft. (6 squares), climb 30 ft.;

Melee bite +12 (2d6+6) and 2 claws +9 (1d6+3)

Space 10 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +16

Atk Options poison (DC 19, 1d6 Dex/2d6 Dex), web

Combat Gear potion of *Remove Blindness/Deafness*

Abilities Str 22, Dex 16, Con 17, Int 6, Wis 15, Cha 8

Feats Ability Focus (poison), Great Fortitude, Multiattack, Weapon Focus (bite)

Skills Climb +14, Craft (trapmaking) +4, Hide +9, Listen +4, Spot +8

Possessions combat gear plus

Web (Ex) An ettercap can throw a web up to eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Medium size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 15 Escape Artist check or burst the web with a DC 19 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

APPENDIX 3: APL 6

2: A ROAD LESS TRAVELED

TWO ELITE HOOK HORRORS CR 7

N Large aberration

Init +4; **Senses** Blindsight 60 ft.; Listen +8

Languages Undercommon

AC 23, touch 13, flat-footed 19

(-1 size, +4 Dex, +9 natural)

hp 100 (10 HD)

Fort +7, **Ref** +7, **Will** +8

Weakness light sensitivity

Speed 20 ft. (4 squares), climb 20 ft.

Melee 2 claws +15 each (1d6+9) and bite +10 (2d6+4)

Space 10 ft.; **Reach** 10 ft.

Base Atk +7; **Grp** +20

Atk Options Cleave, improved grab, Improved Trip, Power Attack, power sunder, rending bite

Combat Gear

Abilities Str 28, Dex 19, Con 18, Int 7, Wis 12, Cha 7

Feats Cleave, Improved Trip, Power Attack, Skill Focus (Listen)

Skills Climb +17, Hide +11, Jump +9, Listen +8,

Possessions combat gear plus

Improved Grab (Ex): To use this ability, a hook horror must hit an opponent of up to one size category smaller than its self with both claw attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and automatically hits with its rending bite (this replaces its normal bite attack). Each successive round the hook horror wins a grapple check it automatically deals damage for both claws and its rending bite.

Power Sunder (Ex): A hook horror attempting to stike a foe's weapon or shield does not incur an attack of opportunity. On a successful power sunder attack, a hook horror deals double damage.

Rending Bite (Ex): A hook horror can automatically bite a grappled foe for 3d6+10 points of damage.

Light Sensitivity (Ex): Exposure to bright light (such as sunlight or a *daylight* spell) imposes a -2 penalty on a hook horror's attack rolls.

Skills A hook horror receives a +8 racial bonus on Hide checks when in subterranean areas.

4: BELOVED AND THE BEAST

"BELOVED OF LOLTH" CR 9

"Female" aranea sorcerer 1/expert 1/mystic theurge 2
CE Medium outsider (native, shapechanger)

Init +11; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +8

Languages Common, Sylvan, Undercommon

AC 23, touch 17, flat-footed 16

(+7 Dex, +6 natural)

hp 92 (7 HD); fast healing 5

Fort +15, **Ref** +14, **Will** +17

Speed 50 ft. (10 squares), climb 25 ft.;

Melee bite +11 (1d6+5 plus poison)

Ranged web +11 (entangled)

Space 5 ft.; **Reach** 5 ft.

Base Atk +4; **Grp** +9

Atk Options poison (DC 23, 1d6 Str/2d6 Str), web

Combat Gear 2 silver holy symbols of Lolth, 2 spell component pouches, 2 scrolls of *Glitterdust*, potion of *Remove Blindness/Deafness*

Cleric Spells Prepared (CL 7th):

4th—Cure Critical Wounds (4d8+11)

3rd—Cure Serious Wounds (3d8+11), Searing Light (5d8, +14 ranged touch) x2

2nd—Cure Moderate Wounds (2d8+10), Death Knell (DC 19), Silence x2

1st—Bless, Cure Light Wounds (1d8+5), Divine Favor, Obscuring Mist, Shield of Faith

0—Cure Moderate Wounds x3, Guidance x2, Read Magic

Sorcerer Spells Known (CL 6th):

3rd (4/day)—Dispel Magic

2nd (7/day)—Resist Energy (10 points), See Invisibility

1st (5/day)—Alarm $\frac{1}{2}$ $\frac{1}{2}$ $\frac{1}{2}$, Mage Armor, Magic Missile (3d4+3), Ray of Enfeeblement (+11 ranged touch, 1d6+3)

0 (6/day)—Acid Splash (+11 ranged touch), Detect Magic, Light, Mending, Prestidigitation, Read Magic, Resistance

$\frac{1}{2}$ Already cast

Abilities Str 21, Dex 25, Con 26, Int 14, Wis 17, Cha 23

SQ Change Shape, Enhanced Attributes

Feats Improved Initiative, Iron Will, Multiattack, Point Blank Shot, Precise Shot, Weapon Finesse

Skills Climb +19, Concentration +18, Escape Artist +10, Jump +18, Knowledge (arcana) +8, Knowledge (religion) +8, Listen +8, Spot +8, Spellcraft +6

Possessions combat gear plus vest of resistance +1, ring of sustenance

Enhanced Attributes (Ex) The save DC for each of the "Beloved's" special attacks and spells increases by +4.

Web (Ex) In spider or hybrid form (see below), the "Beloved" can throw a web up to six times per day.

This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 23 Escape Artist check or burst the web with a DC

27 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Change Shape (Su) An aranea's natural form is that of a Medium monstrous spider. The "Beloved" can assume two other forms. The first is that of a female drow; an aranea in its humanoid form always assumes the same appearance and traits, much like a lycanthrope would. In humanoid form, the "Beloved" cannot use its bite attack, webs, or poison.

The second form is a Medium spider-humanoid hybrid. In hybrid form, the "Beloved" looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature's fangs and spinnerets. The "Beloved" retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, "Beloved"'s speed is 30 feet (6 squares).

The "Beloved" remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

Skills Araneas have a +2 racial bonus on Jump, Listen, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

"BELOVED'S" BEAST-RAGING CR 7

Male advanced ettercap barbarian 1

CE Large aberration

Init +5; **Senses** low-light vision; Listen +7, Spot +11

Languages Common

AC 15, touch 12, flat-footed 12

(-1 size, +5 Dex, +3 natural, -2 rage)

hp 185 (14 HD)

Fort +15, **Ref** +9, **Will** +13

Speed 30 ft. (6 squares), climb 30 ft.;

Melee bite +20 (2d6+10) and 2 claws +18 (1d6+5)

Space 10 ft.; **Reach** 10 ft.

Base Atk +10; **Grp** +24

Atk Options poison (DC 23, 1d6 Dex/2d6 Dex), web

Combat Gear potion of *Remove Blindness/Deafness*

Abilities Str 30, Dex 20, Con 24, Int 6, Wis 17, Cha 6

Feats Ability Focus (poison), Great Fortitude, Multiattack, Weapon Focus (bite), Weapon Focus (claw)

Skills Climb +18, Craft (trapmaking) +4, Hide +13, Listen +7, Spot +11

Possessions combat gear plus

Web (Ex) An ettercap can throw a web up to eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against

targets of up to Medium size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 17 Escape Artist check or burst the web with a DC 21 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Ettercaps can also create sheets of sticky webbing from 5 to 60 feet square. They usually position these to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web, or they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing receive a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot-square section has 6 hit points, hardness 0, and takes double damage from fire.

An ettercap can move across its own sheet web at its climb speed and can determine the exact location of any creature touching the web.

Skills Ettercaps have a +4 racial bonus to Craft (trapmaking), Hide, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

When not raging, the "Beloved's" Beast has the following changed statistics:

AC 17, touch 14, flat-footed 14

Hp 157

Fort +13, **Will** +11

Melee bite +18 (2d6+10) and 2 claws +16 (1d6+5)

Grp +22

Atk Options poison (DC 21, 1d6 Dex/2d6 Dex)

Abilities Str 26, Con 20

Skills Climb +16

APPENDIX 4: APL 8

balhannoth automatically suppresses magic items by holding or wearing them.

Camouflage (Ex): A balhannoth's skin changes color to match its surroundings. As a result, a balhannoth can use the hide skill in any sort of natural terrain.

Skills: A balhannoth has a +15 racial bonus on Hide checks due to its camouflage ability. It has a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

2: A ROAD LESS TRAVELED

ADVANCED ELITE BALHANNOTH CR 11

CN Large aberration

Init +7; **Senses** blind, dweomersight 120 ft.; **Listen** +7

Languages --

AC 21, touch 12, flat-footed 18

(-1 size, +3 Dex, +9 natural)

hp 208 (16 HD); **DR** 15/magic

Immune gaze attacks, illusions, visual effects

SR 18

Fort +12, **Ref** +10, **Will** +16

Speed 50 ft. (10 squares), climb 50 ft.;

Melee 2 slams +22 (2d6+11/19-20) and bite +20 (1d8+5)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacles)

Base Atk +12; **Grp** +27

Atk Options constrict +1d8, improved grab, magic strike, Power Attack

Special Actions antimagic grapple

Abilities Str 32, Dex 16, Con 25, Int 7, Wis 14, Cha 8

SQ camouflage

Feats Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Multiattack, Power Attack

Skills Climb +17, Hide +16, Jump +17, Listen +7, Move Silently +15

Possessions plus

Dweomersight (Su): A balhannoth can sense the presence and position of magical auras within 120 feet of itself, and knows the strength and school of each one. It can pinpoint the location of any creature with on going spells cast on it, carrying magic items, or otherwise using magic, and it can notice anything within the area of a magic effect (including its own dimensional lock aura). This otherwise functions like blindsense.

Dimensional Lock (Su): As the *dimensional lock* spell, 20-foot radius centered on the balhannoth, CL 10th. This effect moves with the creature.

Constrict (Ex): A balhannoth deals 1d8 points of damage with a successful grapple check, in addition to damage from its slam attack.

Improved Grab (Ex): To use this ability, a balhannoth must hit an opponent of up to Large size with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Antimagic Grapple (Su): When a balhannoth grapples an opponent, all the magical properties of that opponent's magic items are suppressed. In addition, a creature grappled by a balhannoth cannot cast spells or use spell-like or supernatural abilities. A

4: BELOVED AND THE BEAST

"BELOVED OF LOLTH" CR 11

"Female" aranea sorcerer 1/expert 1/mystic theurge 4
CE Medium outsider (native, shapechanger)

Init +11; **Senses** darkvision 60 ft., low-light vision; **Listen** +8, **Spot** +8

Languages Common, Sylvan, Undercommon

AC 24, touch 18, flat-footed 16

(+8 Dex, +6 natural)

hp 114 (9 HD); fast healing 5

Fort +16, **Ref** +16, **Will** +18

Speed 50 ft. (10 squares), climb 25 ft.;

Melee bite +13 (1d6+5 plus poison)

Ranged web +13 (entangled)

Space 5 ft.; **Reach** 5 ft.

Base Atk +5; **Grp** +10

Atk Options poison (DC 23, 1d6 Str/2d6 Str), web

Combat Gear 2 silver holy symbols of Lolth, 2 spell component pouches, 2 scrolls of *Glitterdust*, potion of *Remove Blindness/Deafness*

Cleric Spells Prepared (CL 9th):

5th—Stalwart Pact ✠

4th—Cure Critical Wounds (4d8+11), Revenance

3rd—Cure Serious Wounds (3d8+11), Searing

Light (5d8, +14 ranged touch) x2, Wind Wall

2nd—Cure Moderate Wounds (2d8+10) x2, Death

Knell (DC 19), Silence x2

1st—Bless, Cure Light Wounds (1d8+5), Divine Favor, Obscuring Mist, Shield of Faith

0—Cure Moderate Wounds x3, Guidance x2, Read Magic

Sorcerer Spells Known (CL 8th):

4th (4/day)—Enervation (+13 ranged touch)

3rd (6/day)—Dispel Magic, Fireball (DC 23, 8d6)

2nd (8/day)—Resist Energy (20 points), Scorching Ray (2 rays, +13 ranged touch), See Invisibility

1st (4/day)—Alarm ✠ ✠ ✠, Mage Armor ✠, Magic Missile (4d4+4), Protection from Good, Ray of Enfeeblement (1d6+4, +13 ranged touch)

0 (6/day)—Acid Splash (+13 ranged touch), Dancing Lights, Detect Magic, Light, Mending, Prestidigitation, Read Magic, Resistance

‡ Already cast

Abilities Str 21, Dex 26, Con 26, Int 14, Wis 17, Cha 23

SQ Change Shape, Enhanced Attributes

Feats Arcane Strike, Improved Initiative, Iron Will, Multiattack, Point Blank Shot, Precise Shot, Weapon Finesse

Skills Climb +19, Concentration +20, Escape Artist +10, Jump +18, Knowledge (arcana) +8, Knowledge (religion) +8, Listen +8, Spot +8, Spellcraft +12

Possessions combat gear plus vest of resistance +1, ring of sustenance

Enhanced Attributes (Ex) The save DC for each of the “Beloved’s” special attacks and spells increases by +4.

Web (Ex) In spider or hybrid form (see below), the “Beloved” can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 23 Escape Artist check or burst the web with a DC 27 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Change Shape (Su) An aranea’s natural form is that of a Medium monstrous spider. The “Beloved” can assume two other forms. The first is that of a female drow; an aranea in its humanoid form always assumes the same appearance and traits, much like a lycanthrope would. In humanoid form, the “Beloved” cannot use its bite attack, webs, or poison.

The second form is a Medium spider-humanoid hybrid. In hybrid form, the “Beloved” looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature’s fangs and spinnerets. The “Beloved” retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, “Beloved”’s speed is 30 feet (6 squares).

The “Beloved” remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

Skills Araneas have a +2 racial bonus on Jump, Listen, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

“BELOVED’S” BEAST-RAGING

CR 9

Male advanced ettercap barbarian 1/fighter 2
CE Large aberration

Init +5; **Senses** low-light vision; Listen +7, Spot +11

Languages Common

AC 19, touch 12, flat-footed 14

(-1 size, +5 Dex, +3 natural, +4 *mage armor*, -2 rage)

hp 214 (16 HD)

Fort +18, **Ref** +9, **Will** +13

Speed 30 ft. (6 squares), climb 30 ft.;

Melee bite +22 (2d6+10) and 2 claws +20 (1d6+5)

Space 10 ft.; **Reach** 10 ft.

Base Atk +12; **Grp** +26

Atk Options poison (DC 23, 1d6 Dex/2d6 Dex), web

Combat Gear ring of counterspells (*Ray of Enfeeblement*), potion of *Remove Blindness/Deafness*

Abilities Str 31, Dex 20, Con 24, Int 6, Wis 17, Cha 6

Feats Ability Focus (poison), Blind-Fight, Extend Rage, Great Fortitude, Multiattack, Power Attack, Weapon Focus (bite), Weapon Focus (claw)

Skills Climb +20, Craft (trapmaking) +4, Hide +13, Listen +7, Spot +11

Possessions combat gear plus

Web (Ex) An ettercap can throw a web up to eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Medium size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 17 Escape Artist check or burst the web with a DC 21 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Ettercaps can also create sheets of sticky webbing from 5 to 60 feet square. They usually position these to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web, or they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing receive a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot-square section has 6 hit points, hardness 0, and takes double damage from fire.

An ettercap can move across its own sheet web at its climb speed and can determine the exact location of any creature touching the web.

Skills Ettercaps have a +4 racial bonus to Craft (trapmaking), Hide, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

When not raging, the “Beloved’s” Beast has the following changed statistics:

AC 21, touch 14, flat-footed 16

Hp 182

Fort +16, **Will** +11

Melee bite +20 (2d6+10) and 2 claws +18
(1d6+5)

Grp +24

Atk Options poison (DC 21, 1d6 Dex/2d6 Dex)

Abilities Str 27, Con 20

Skills Climb +18

APPENDIX 5: APL 10

2: A ROAD LESS TRAVELED

ADVANCED ELITE BALHANNOTH **CR 13**
 rogue 2
 CN Large aberration
Init +7; **Senses** blind, dweomersight 120 ft.; Listen +10
Languages --
AC 21, touch 12, flat-footed 18
 (-1 size, +3 Dex, +9 natural)
hp 283 (22 HD); DR 15/magic
Immune gaze attacks, illusions, visual effects
SR 20
Fort +13, **Ref** +14, **Will** +16

Speed 50 ft. (10 squares), climb 50 ft.;
Melee 2 slams +26 (3d6+11/19-20) and bite +24 (2d6+5)
Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacles)
Base Atk +16; **Grp** +31
Atk Options constrict +1d8, improved grab, magic strike, Power Attack, sneak attack +1d6
Special Actions antimagic grapple

Abilities Str 32, Dex 16, Con 25, Int 8, Wis 14, Cha 8
SQ camouflage, evasion
Feats Improved Critical (slam), Improved Initiative, Improved Natural Attack (bite), Improved Natural Attack (slam), Iron Will, Lightning Reflexes, Multiattack, Power Attack
Skills Climb +19, Hide +24, Jump +19, Listen +10, Move Silently +22
Possessions plus

Dweomersight (Su): A balhannoth can sense the presence and position of magical auras within 120 feet of itself, and knows the strength and school of each one. It can pinpoint the location of any creature with on going spells cast on it, carrying magic items, or otherwise using magic, and it can notice anything within the area of a magic effect (including its own dimensional lock aura). This otherwise functions like blindsense.

Dimensional Lock (Su): As the *dimensional lock* spell, 20-foot radius centered on the balhannoth, CL 10th. This effect moves with the creature.

Constrict (Ex): A balhannoth deals 1d8 points of damage with a successful grapple check, in addition to damage from its slam attack.

Improved Grab (Ex): To use this ability, a balhannoth must hit an opponent of up to Large size with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Antimagic Grapple (Su): When a balhannoth grapples an opponent, all the magical properties of that opponent's magic items are suppressed. In addition, a creature grappled by a balhannoth cannot cast spells or use spell-like or supernatural abilities. A balhannoth

automatically suppresses magic items by holding or wearing them.

Camouflage (Ex): A balhannoth's skin changes color to match its surroundings. As a result, a balhannoth can use the hide skill in any sort of natural terrain.

Skills: A balhannoth has a +15 racial bonus on Hide checks due to its camouflage ability. It has a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

4: BELOVED AND THE BEAST

"BELOVED OF LOLTH" **CR 13**
 "Female" aranea sorcerer 1/expert 1/mystic theurge 6
 CE Medium outsider (native, shapchanger)
Init +11; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +8
Languages Common, Sylvan, Undercommon
AC 28, touch 18, flat-footed 20
 (+8 Dex, +6 natural, +4 *mage armor*)
hp 136 (11 HD); fast healing 5
Fort +18, **Ref** +18, **Will** +20

Speed 50 ft. (10 squares), climb 25 ft.;
Melee bite +14 (1d6+5 plus poison)
Ranged web +14 (entangled)
Space 5 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +12
Atk Options poison (DC 23, 1d6 Str/2d6 Str), web
Combat Gear 2 silver holy symbols of Lolth, 2 spell component pouches, 2 scrolls of *Glitterdust*, potion of *Fly*, potion of *Remove Blindness/Deafness*

Cleric Spells Prepared (CL 11th):
 6th—Blade Barrier
 5th—Freedom of Movement, Stalwart Pact
 4th—Cure Critical Wounds (4d8+11), Revenance, Spell Immunity
 3rd—Cure Serious Wounds (3d8+11), Magic Circle Versus Good, Searing Light (5d8, +14 ranged touch) x2, Wind Wall
 2nd—Cure Moderate Wounds (2d8+10) x2, Death Knell (DC 19), Silence x2
 1st—Bless, Cure Light Wounds (1d8+5), Divine Favor, Nightshield (+3 resistance bonus), Obscuring Mist, Shield of Faith
 0—Cure Moderate Wounds x3, Guidance x2, Read Magic

Sorcerer Spells Known (CL 10th):
 5th (4/day)—Teleport
 4th (6/day)—Enervation (+14 ranged touch), Ruin Delver's Fortune
 3rd (7/day)—Anticipate Teleportation, Dispel Magic, Fireball (DC 23, 10d6)
 2nd (8/day)—Melf's Acid Arrow, Resist Energy (20 points), Scorching Ray (2 rays, +14 ranged touch), See Invisibility

1st (2/day)—Alarm † † †, Mage Armor † †, Magic Missile (5d4+5), Protection from Good, Ray of Enfeeblement (1d6+5, +14 ranged touch) †
0 (6/day)—Acid Splash (+14 ranged touch), Dancing Lights, Detect Magic, Light, Mending, Prestidigitation, Ray of Frost (+14 ranged touch), Read Magic, Resistance

† Already cast

Abilities Str 21, Dex 26, Con 26, Int 14, Wis 17, Cha 25
SQ Change Shape, Enhanced Attributes

Feats Arcane Strike, Improved Initiative, Iron Will, Multiattack, Point Blank Shot, Precise Shot, Weapon Finesse

Skills Climb +19, Concentration +20, Escape Artist +10, Jump +18, Knowledge (arcana) +8, Knowledge (religion) +8, Listen +8, Spot +8, Spellcraft +12

Possessions combat gear plus cloak of charisma +2, vest of resistance +2, ring of sustenance

Enhanced Attributes (Ex) The save DC for each of the “Beloved’s” special attacks and spells increases by +4.

Web (Ex) In spider or hybrid form (see below), the “Beloved” can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 23 Escape Artist check or burst the web with a DC 27 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Change Shape (Su) An aranea’s natural form is that of a Medium monstrous spider. The “Beloved” can assume two other forms. The first is that of a female drow; an aranea in its humanoid form always assumes the same appearance and traits, much like a lycanthrope would. In humanoid form, the “Beloved” cannot use its bite attack, webs, or poison.

The second form is a Medium spider-humanoid hybrid. In hybrid form, the “Beloved” looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature’s fangs and spinnerets. The “Beloved” retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, “Beloved”’s speed is 30 feet (6 squares).

The “Beloved” remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

Skills Araneas have a +2 racial bonus on Jump, Listen, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

“BELOVED’S” BEAST-RAGING CR 11

Male advanced ettercap barbarian 1/fighter 4

CE Large aberration

Init +5; **Senses** low-light vision; Listen +7, Spot +11

Languages Common

AC 17, touch 11, flat-footed 14

(-1 size, +5 Dex, +3 natural, +4 *mage armor*, -4 rage)
hp 289 (20 HD)

Fort +21, **Ref** +11, **Will** +15

Speed 30 ft. (6 squares), climb 30 ft.;

Melee bite +28 (2d6+12) and 2 claws +26 (1d6+6)

Space 10 ft.; **Reach** 10 ft.

Base Atk +16; **Grp** +32

Atk Options poison (DC 24, 1d6 Dex/2d6 Dex), web

Combat Gear ring of counterspells (*Ray of Enfeeblement*), potion of *Barkskin* +4, potion of *Fly*, potion of *Remove Blindness/Deafness*

Abilities Str 34, Dex 20, Con 26, Int 6, Wis 17, Cha 6

Feats Ability Focus (poison), Blind-Fight, Combat Reflexes, Extend Rage, Great Fortitude, Multiattack, Power Attack, Reckless Rage, Weapon Focus (bite), Weapon Focus (claw)

Skills Climb +24, Craft (trapmaking) +4, Hide +15, Listen +7, Spot +11

Possessions combat gear plus

Web (Ex) An ettercap can throw a web up to eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Medium size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 17 Escape Artist check or burst the web with a DC 21 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

Ettercaps can also create sheets of sticky webbing from 5 to 60 feet square. They usually position these to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web, or they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing receive a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot-square section has 6 hit points, hardness 0, and takes double damage from fire.

An ettercap can move across its own sheet web at its climb speed and can determine the exact location of any creature touching the web.

Skills Ettercaps have a +4 racial bonus to Craft (trapmaking), Hide, and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

When not raging, the “Beloved’s” Beast has the following changed statistics:

AC 21, touch 14, flat-footed 16
Hp 249
Fort +18, **Will** +13
Melee bite +25 (2d6+12) and 2 claws +23 (1d6+6)
Grp +29
Atk Options poison (DC 21, 1d6 Dex/2d6 Dex)
Abilities Str 27, Con 20
Skills Climb +21

APPENDIX 6: NEW RULES

FEATS

Arcane Strike [General] (CW pg 96)

You can channel arcane energy into your melee attacks.

Prerequisites: Ability to cast 3rd-level arcane spells, base attack bonus +4.

Benefits: When you activate this feat (a free action that does not provoke an attack of opportunity), you can channel arcane energy into a melee weapon, your unarmed strike, or natural weapons. You must sacrifice one of your spells for the day (of 1st level or higher) to do this, but you gain a bonus on all your attack rolls for 1 round equal to the level of the spell sacrificed, as well as extra damage equal to 1d4 points x the level of the spell sacrificed. The bonus you add to your attack rolls from this feat cannot be greater than your base attack bonus.

For example, Yarren the bladesinger has a base attack bonus of +11 and the ability to cast 4th-level arcane spells. On his turn, he chooses to sacrifice one of his 4th-level spells for the day, marking it off as if he had cast it. Until his next turn, Yarren gains an extra +4 bonus on his attack rolls and an extra 4d4 points of damage with a single melee weapon of his choice.

Elusive Target [Tactical] (CW pg 110)

Trying to land a blow against you can be a maddening experience.

Prerequisites: Dodge, Mobility, base attack bonus +6.

Benefits: The Elusive Target feat enables the use of these tactical maneuvers.

Negate Power Attack: To use this maneuver, you must designate a specific foe to be effected by your Dodge feat. If that foe uses the Power Attack feat against you, the foe gains no benefit on the damage roll but still takes the corresponding penalty on the attack roll.

Diverting Defense: To use this maneuver, you must designate one of the flanking attackers affected by your Dodge feat. The first attack of the round from the designated attacker automatically misses you and may strike the other flanking foe instead; the attacking creature makes an attack roll normally. And its ally is considered flat-footed.

If the designated attacker is making a full attack against you, its second and subsequent attacks function normally.

Cause Overreach: To use this maneuver, you must provoke an attack of opportunity from a foe by moving out of a threatened square. If the foe misses you, you can make a free trip attempt against this foe, and the foe does not gain a chance to trip you if your attempt fails.

Extend Rage [General] (CW pg 97)

You are able to maintain your rage longer than most.

Prerequisites: Rage or frenzy ability.

Benefits: Each of the uses of your rage or frenzy ability lasts an additional 5 rounds beyond its normal duration.

Special: You can take this feat multiple times. Its effects stack.

Improved Skirmish [General] (CS pg 78)

With a few extra steps, you gain even greater benefits from your skirmishing combat style.

Prerequisites: Skirmish +2d6/+1 AC.

Benefits: If you move at least 20 feet away from where you were at the start of your turn, your skirmish damage increases by 2d6 and your competence bonus to AC from skirmish improves by 2.

Normal: A scout's bonus damage and AC bonus apply if she moves at least 10 feet away from where she was at the start of her turn.

Special: A scout can select Improved Skirmish as one of her scout bonus feats (*Complete Adventurer* pg 13).

Improved Toughness [General] (CW pg 101)

You are significantly tougher than normal.

Prerequisites: Base Fortitude save bonus +2.

Benefits: You gain a number of hit points equal to your current Hit Dice. Each time you gain a HD (such as by gaining a level) you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point permanently.

Special: A fighter may select Improved Toughness as one of his fighter bonus feats.

Reckless Rage [General] (RS pg 143)

You are considered extreme even among other barbaric warriors, and you enter a deeper state of rage than others.

Prerequisites: Con 13, rage ability

Benefits: Whenever you activate your rage ability, you take an additional -2 penalty to your armor class, but you gain an additional +2 bonus

to Strength and Constitution. These bonuses and penalties stack with the effects of rage, greater rage, and mighty rage.

MAGIC ITEMS

Belt of Battle (MIC pg 73)

Price (Item Level): 12,000 gp (13th)

Body Slot: Waist

Caster Level: 9th

Aura: Moderate; (DC 19) transmutation

Activation: -- and swift (mental)

Weight: --

This leather belt bears a platinum buckle set with three small black pearls.

A *belt of battle* helps you avoid being caught off guard in combat and allows occasional bursts of extra activity. While worn, it grants you a +2 competence bonus on initiative checks. This is a continuous effect and requires no activation.

In addition, a *belt of battle* has 3 charges, which are renewed each day at dawn. Each time you activate the belt, one of the black pearls set into its buckle turns white. The pearls return to normal when the belt's charges renew. Spending one or more charges grants you an extra action, which must be taken immediately (before you take any other action).

1 charge: 1 move action.

2 charges: 1 standard action.

3 charges: 1 full-round action.

Prerequisites: Craft Wonderous Item, *haste*.

Cost to Create: 6,000 gp, 480 XP, 12 days.

Fountainhead arrows (MIC pg 52)

Price (Item Level): 306 gp (2nd)

Body Slot: -- (held)

Caster Level: 11th

Aura: Moderate; (DC 20) conjuration

Activation: --

Weight: --

This redwood arrow smells acrid and feels damp to the touch.

A *fountainhead arrow* is an otherwise normal arrow designed to be targeted at a point on the ground, a wall, or any other flat surface. If you hit the target area (treat as AC 5), the arrow creates a geyser of spewing acid. Each round on your turn (starting on the turn you fired the arrow), the arrow creates a 10-foot-radius burst of acid that deals 2d8 points of acid damage to all creatures in the area (Reflex DC 14 half). This effect continues for 3 rounds.

A *fountainhead arrow* can be created as a crossbow bolt for the same price.

Prerequisites: Craft Magic Arms and Armor, *Melf's acid arrow*.

Cost to Create: 150 gp (plus 6 gp for masterwork arrow), 12 XP, 1 day.

Sending Stones (MIC pg 184)

Price (Item Level): 1,400 gp (5th)

Body Slot: -- (held)

Caster Level: 7th

Aura: Moderate; (DC 18) evocation

Activation: Standard

Weight: 1 lb.

These fist-sized chunks of unworked stone are mirror images of one another.

These unremarkable-looking stones come in pairs. Once per day, the bearer of each stone can send a message (as the *sending* spell) to the bearer of the other stone. If a stone's mate is not in a creature's possession, no message is sent and you know the communication has failed. If either stone of the pair is destroyed, the other becomes useless.

Prerequisites: Craft Wonderous Item, *sending*.

Cost to Create: 700 gp, 56 XP, 2 days.

Spider Fang (MIC pg 60)

Price (Item Level): 5,302 gp (9th)

Body Slot: -- (held)

Caster Level: 5th

Aura: Faint; (DC 17) conjuration

Activation: -- and standard (command)

Weight: 1 lb.

Of grotesque design, this seemingly organic dagger appears to be made from sharpened layers of purple-black chitin. Sinister weblike patterns cover its surface, and the blade occasionally twitches and jerks of its own accord.

This +1 *dagger* quickly cuts through webs (magical or otherwise) without getting stuck. As a move action, you can cut through a web entangling you or another creature. You can move through webs created by a *web* spell at half your normal speed (although the weapon doesn't prevent you from getting stuck in either of these webs in the first place). These are continuous effects and require no activation.

Once per day, you can activate a *spider fang* to create a freestanding 10-foot-by-10-foot vertical curtain of cobwebs. This curtain doesn't block movement, but does provide concealment to creatures behind it. Anyone touching the curtain causes it to collapse, dealing 2d4 points of acid damage to that creature.

A *fountainhead arrow* can be created as a crossbow bolt for the same price.

Prerequisites: Craft Magic Arms and Armor, Melf's acid arrow, web.

Cost to Create: 2,500 gp (plus 302 gp for masterwork dagger), 200 XP, 5 day.

Twilight Upgrade (MIC pg 15)

Price: +1 bonus

Property: Armor

Caster Level: 5th

Aura: Faint; (DC 17) transmutation

Activation: --

This armor possesses a faint, sunset-colored sheen.

A armor that has this property is favored by elves and other characters who mix arcane magic and melee combat. A suit of twilight armor looks translucent and semi-incorporeal when donned, reducing the chance of arcane spell failure by 10%.

Prerequisites: Craft Magic Arms and Armor, cat's grace.

Cost to Create: Varies.

Vest of Resistance (MIC pg 147)

Price (Item Level): 1,000 gp (4th) (+1), 4,000 gp (8th) (+2), 9,000 gp (12th) (+3), 16,000 gp (14th) (+4), 25,000 gp (15th) (+5).

Body Slot: Torso

Caster Level: 10th

Aura: Moderate; (DC 20) abjuration

Activation: --

Weight: 1 lb.

This elegantly styled white leather vest is edged in silver piping and has silver buttons.

These garments offer magic protection in the form of a +1 to +5 resistance bonus on all saving throws.

Prerequisites: Craft Wonderous Item, resistance.

Cost to Create: 500 gp, 40 XP, 1 day (+1); 2,000 gp, 160 XP, 4 days (+2); 4,500 gp, 360 XP, 9 days (+3); 8,000 gp, 640 XP, 16 days (+4); 12,500 gp, 1,000 XP, 25 days (+5).

SPELLS

Anticipate Teleportation (SC pg 13)

Abjuration

Level: Sorcerer/wizard 3

Components: V, S, F

Casting Time: 10 minutes

Range: One willing creature touched

Area: 5-ft./level radius emanation from touched creature

Duration: 24 hours

Saving Throw: None

Spell Resistance: No

The arcane words that activate this spell linger in the air for a moment. As they fade from your hearing, you become more aware of both your surroundings and the possibility of intrusion.

The subject of the spell is surrounded with an invisible aura that anticipates and delays the teleportation of any creature into the spells area. Any teleportation spell or effect (including all spells with the teleportation descriptor) can be anticipated, making the spell's recipient instantly aware of the exact location where the teleporting creature will arrive (subject to the restrictions below), the creature's size, and how many other creatures (and their sizes) are arriving with the teleporting creature. The spell also delays the arrival of the teleporting creature by 1 round (so that it arrives on its initiative count immediately before its next turn), generally giving the recipient of the spell and anyone else made aware of the information 1 round to act or ready actions. The teleporting creature does not perceive this delay.

Since the teleporting creature doesn't necessarily arrive at the precise location it intends, the spell also functions against a creature that arrives in range even though its intended destination was elsewhere. For a creature that intends to teleport into range but inadvertently arrives outside the spell's area, the spell gives the recipient awareness that a creature has attempted to teleport into range and delays the creature as normal, but doesn't give any awareness as to the actual location of its imminent arrival.

The spell has no effect on creatures attempting to teleport away from the spells area, although if their destination is within the area, the spell will affect their reentry as normal.

Focus: A tiny hour glass of platinum and crystal costing at least 500 gp, which must be carried or worn by the spell's recipient while the spell is in effect.

Nightshield (SC pg 148)

Abjuration

Level: Cleric 1, sorcerer/wizard 1

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 minute/level (D)

With a whisper-quiet whoosh, a field of shadowy energy cloaks your body.

This spell provides a +1 resistance bonus on saving throws; this resistance bonus increases to +2 at caster level 6th and +3 at caster level 9th. In addition, the spell negates *magic missile* attacks directed at you.

Ruin Delver's Fortune (SC pg 178)

Transmutation

Level: Bard 4, sorcerer/wizard 4

Components: V

Casting Time: 1 immediate action

Range: Personal

Target: You

Duration: 1d4 rounds

In desperate need, you cry out a word imbued with power, granting you a bit of extra luck when you need it most.

When the spell is cast, choose from one of the following effects.

- Gain a luck bonus on Fortitude saving throws equal to your Charisma modifier, and immunity to poison.
- Gain a luck bonus on Reflex saving throws equal to your Charisma modifier, and the evasion ability.
- Gain a luck bonus on Will saving throws equal to your Charisma modifier, and immunity to fear effects.
- Gain temporary hit points equal 4d8+ your Charisma modifier. These hit points vanish at the end of the spell's duration.

You can cast this spell multiple times. Each time you do, choose a different benefit.

Revenance (SC pg 175)

Conjuration (Healing)

Level: Bard 6, blackguard 4, cleric 4, paladin 4

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Target: Dead ally touched

Duration: 1 minute/level

Saving Throw: None; see text

Spell Resistance: Yes (harmless)

You rush to your fallen companion amid the chaos of the battle and cry out the words that will bring her back for one last fight.

This spell brings a dead ally temporarily back to life. The subject can have been dead for up to 1 round per level. Your target functions as if a *raise dead* spell (PHB 268) had been cast upon her, except that she does not lose a level and has half of her full normal hit points. She is alive (not

undead) for the duration of the spell and can be healed normally, but dies as soon as the spell ends. While under the effects of this spell, the subject is not affected by spells that raise the dead.

The subject gains a +1 morale bonus on attack rolls, damage rolls, saves, and checks against the creature that killed her.

Stalwart Pact (SC pg 204)

Evocation

Level: Cleric 5, Pact 5

Components: V, S, M, DF

Casting Time: 10 minutes

Range: Touch

Target: Willing living creature touched

Duration: Permanent until triggered, then 1 round/level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

You touch your ally and empower him with a spell that will later take effect in dire need.

Once this spell is cast, it remains dormant until the subject is reduced to half or less of its full normal hit points. Once the subject has taken enough damage to reduce it to half or lower hit points, it immediately gains 5 temporary hit points per two caster levels (maximum 35 hit points at 14th level), damage reduction of 5/magic, and a +2 luck bonus on saving throws. The hit points, damage reduction, and saving throw bonus disappear when the spell ends.

Material Component: Incense worth 250 gp.

Skills Climb +21

DM AID #1 - PARTY COMPOSITION

NOTE: If you are running this module at a premiere, please hand in this page along with the Critical Events Summary

	PC Name, PC Classes, and PC Home Region	Metaorgs [INCLUDES non-Keoish]	Magic Items currently "out" [Includes all-day spells] as well as either curse listed below	Previous Dreadwood mods with <i>this</i> PC [Iron, Ribbons, Scales]	3 Spot 3 Listen 3 Sense Motive
1					
2					
3					
4					
5					
6					

A) CURSE OF CJAIAN - Keo5-01 For Want of A King

B) DEBT TO CJAIAN - Keo5-01 For Want of A King

DM AID #2 - QUICK REFERENCE GUIDE

A one page encapsulation of major NPC personalities and encounter instructions.

(aka: How to run this module “cold” at Midnight Madness!)

MAJOR NPCS (IN ORDER OF APPEARANCE):

Dreadtrapper Kialla Skotti (former Princess and Knight of the Dispatch (Persistent Sparrow)) - Jadzia Dax-meets-Alias. A tall and athletic Suel, with amethyst-colored eyes [previously mithril blue-grey] and long light-brown hair pulled back into a ponytail with an elven filigree silver barrette. Personable and easygoing, but expects PCs to respect the boundary between themselves (commoners) and her (born a noble). Of his four daughters, Kialla resembles King Kimbertos the most in looks and actions. Her husband, a Knight of the Watch from the Grand March, was killed in the Battle of Bloody Ridge. Her son remains with his father's family in Shibboleth, far from the Dreadwood.

“Tal” - A grey-elven noble with dark brown hair and filmed-over eyes [blind]. Charismatic in the “quiet and mysterious” kind of way. It should be obvious he is an ally to both the PCs and Kialla. The violet-eyed owl is this Bard/Seeker of the Song's familiar, and acts as his eyes.

Stalker - this awakened panther was the former animal companion of the Catlord. He is wiser and more intelligent than many PCs, and his *only* concern is closing the portals in the Dreadwood. He reports directly to both the Catlord and Reynard Yargrove.

Gov'ogt Nessake - Yes, he's a mindflayer, and has the arrogance of that race, but he's also an illithid savant. Information is his game. His goal is to get information, and survive to get more information. He wants information from the PCs, but if he can't get it, at least they can annoy Lolth for him.

ENCOUNTERS:

INTRO - It's just an intro - find out who's at the table. Make sure players fill out the grid in DM Aid #1.

ENCOUNTER 1 - KIALLA - Shutup and listen. She's telling you the basics of the Dreadwood storyarc and is giving you a “heads up” for the encounters you're about to face.

ENCOUNTER 2 - OBLIGATORY CRITTER ATTACK - MMMMmmmm. PC flavored-meat. Tastes just like chicken.

ENCOUNTER 3 - WILD, WILD UNDERDARK - We don't need no stinkin' law. This sequence of encounters should be all about the roleplaying. Use the flowchart [next page] for this section if you need to. If combat happens, it's the PCs fault, *and* they're off track and may not complete the module due to time constraints. Third encounter's the charmer. Or a mindflayer. Play nice; he eats brains and has the information you need.

ENCOUNTER 4 - ITSY-BITSY-SPIDER QUEEN - Two intelligent creatures working together to kill anything invading their territory because a goddess tells them to - whodathunk? They **will** pursue fleeing PCs as long as they are able!

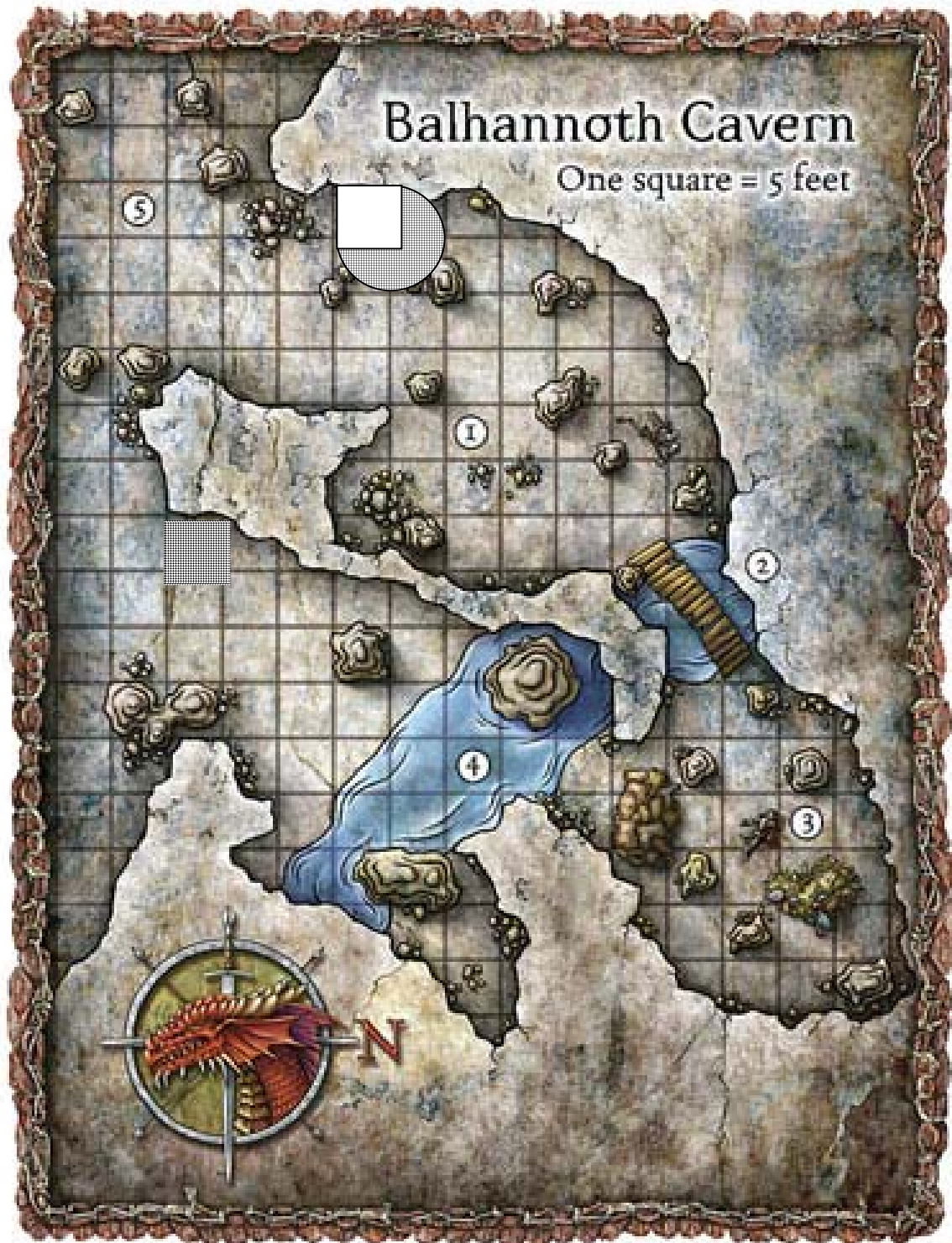
CONCLUSION -Assuming PCs didn't get sidetracked, you should have time to read [or have a player read as you're filling out the Ars] the Epilogue as well.

DM AID #3: FLOWCHART FOR KYORL'PHINDAR

TBD – use text in mod to determine flow of encounters per PC's choices

DM MAP 1: THE BALHANNOTH/HOOK HORROR LAIR

PCs start at this edge of the map and advance downwards. APL 4 – Clear Square. APL 6 – Second Hooked Horror is checkered square. Balhannoth [APLs 8 & 10] is the large circle.

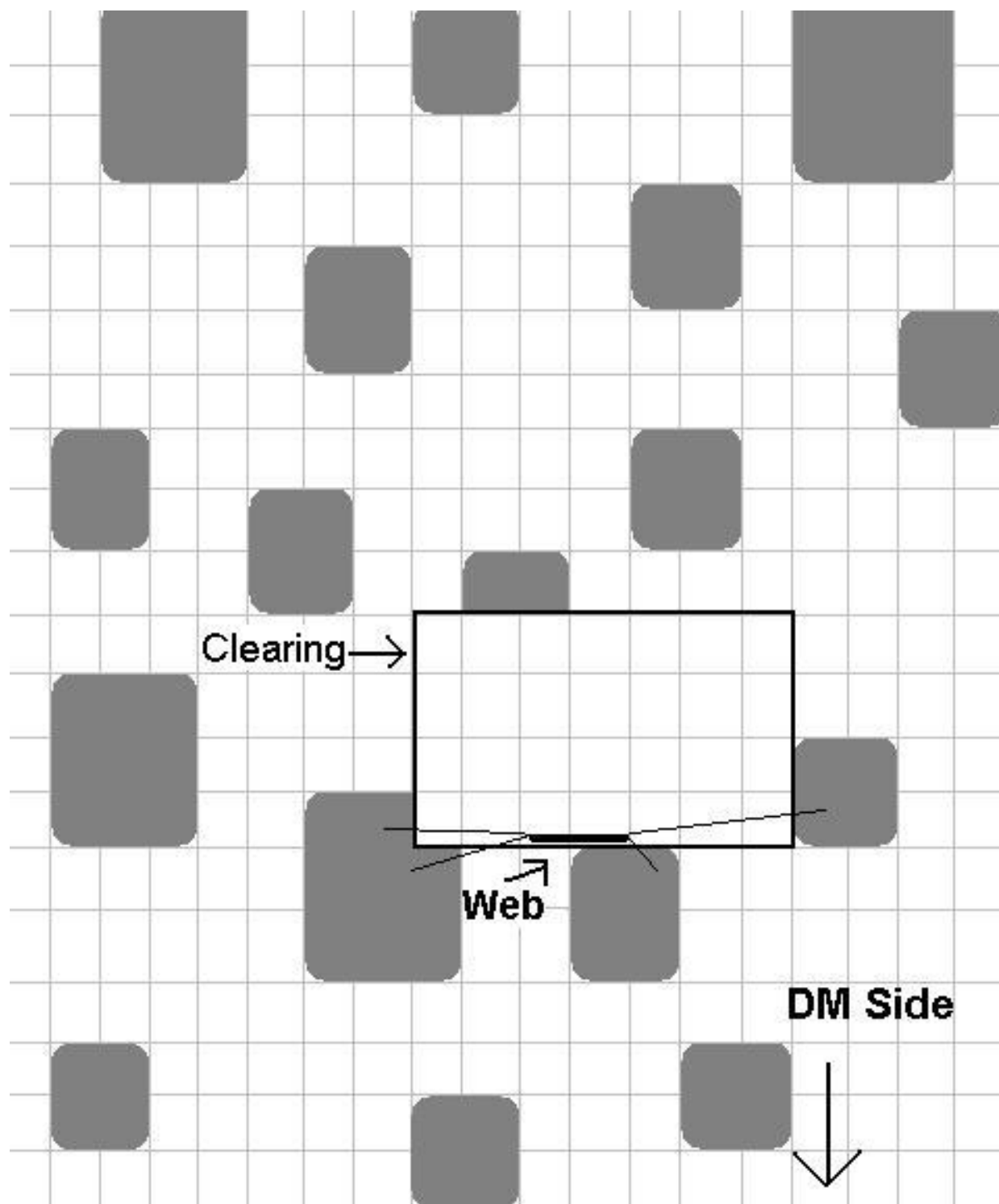


DM MAP 2: "NON-COMBAT" ENCOUNTERS FOR KYORL'PHINDAR

TBD – if needed, use best descriptions in text of mod.

DM MAP 3: THE SPIDER'S WEB

PCs start 60 ft. past this edge of the map [Repeat the pattern if your mat is large enough to accomodate.]



PLAYER HANDOUT #1A – DREADWALKERS AND DREADWALKER RESERVISTS

You have barely returned from your last assignment when you bump into the elven Dreadwalker, Vayleran Moonchild [Rank: Dreadrunner].

"There you are. You've been summoned; make haste to Dourstone and meet up with the others there. The Princ- um, *Guardian* is waiting for you at Aridul."

Uh-oh.

THAT's not good.

PLAYER HANDOUT #1B – SHADOWDARK PCS

A street urchin bumps into you, and, with a grin and a wink, disappears back into the crowd. Not long after, you notice the crumpled piece of paper in your pocket:

In CY 596, we sent several operatives below Keoland ahead of Duke Luschan's expedition to search for ties to the Coven.

All but one of them have returned; he was reported as "still alive" by those who last saw him. Discover why he has not returned, if you are so able.

Also, it has come to our attention that others have recently taken interest in this area below Keoland. Work with them; their goals are not entirely contrary to our own.

-M

PLAYER HANDOUT #1C – FAVOR OF KIALLA SKOTTI OR OF THE DREADWALKERS

A fresh-faced youth bearing the tabard of a Keoish Heraldic Messenger has tracked you down. With a crisp salute, you are handed a sealed scroll tube before the herald moves on to deliver the rest of the mail.

The wax seal shows the imprint of an elven longsword dusted in gold, within an oak tree. The seal is unbroken. The message inside bears the same wax seal and reads as follows:

You have aided us before. As our need grows greater, I ask your assistance once again.

If you are able, make your way to Dourstone and meet under the Dreadwalker banner. When there are enough of you to make for safe travel, one of our own will guide you to Aridul. I will speak to you there.

Dreadtrapper Kiassa Skotti of House Lizhal

PLAYER HANDOUT #1D – ALL OTHER PCS

A pony runner wearing the livery of the Keoish Heralds sits casually in the saddle, watching with a bored expression as traffic passes by along the great East-West highway through the Barony of Greyhill.

The herald straightens up suddenly as he notices you, and pushes his horse forward. "You! You appear to be of some mettle." He points down a side road. "If you care for this land and the people in it, or of *the* land in general, follow this spur road to the fortress capital of Dourstone. Meet at the flag in the courtyard."

He shakes his head as he interprets your expression. "I am sure you have many questions, but I am just the messenger. If you wish to know more, you must take the road to Dourstone, friend."

PLAYER HANDOUT #2 – DREADWALKERS ONLY

The great cat separates you from the others. You recognize him as the awakened panther named Stalker. He is the voice of the Catlord (also known as “Reynard’s General” amongst the Dreadwalkers).

"The key must be retrieved at all costs," the creature purrs quietly in Common. "The price may be high. We have reason to believe that the source of information is a highly intelligent – and thus dangerous – aberration. We will pursue any Dreadwalker transgressions accordingly, but your success - or lack thereof - will be taken into consideration. We will also need to know *everything* about the rest of your companions' interactions with the creature."

The creature's voice lowers even more. "The Archdruidess has been...." his tail flicks several times as he searches for the correct word ".... disabled.... by the planar rifts. If the rest of the keys are not found quickly, she may not be able to use them to close the portals. The end of the four turns of the seasons has already passed."

"Bring back the key."

PLAYER HANDOUT #3 – THE NOTE

Folded up neatly inside of an envelope is a map with directions and the following unsigned note:

*You have come for the map.
Thus, you have found it.*

*So much more could have been
gained, but instead you chose
the path of lesser knowledge.*

*No Matter; the price will be
paid by others.*

PLAYER HANDOUT #4 - WELCOME TO THE DREADWOOD

Things PCs need to know:

- Terrain in the Dreadwood is difficult ground at all times; everyone is at half movement and no 5' adjusts are possible unless the PC has Woodland Stride, Freedom of Movement or a Climb speed.
- Large (or larger) creatures are considered to be squeezing at all times. The Dreadwood recognizes its own, however, and large creatures (or larger) with Plant traits do not suffer this penalty.
- The first tier of canopy of the Dreadwood is 50' from the ground. Creatures larger than Tiny whose movement is otherwise restricted [see above] are unable to move through the canopy.
- Unless the entire party has darkvision, PCs are unable to see and must carry a light source at all times.
- Due to the shadows and the density of the Dreadwood, ranged attacks are *extremely* difficult in the Dreadwood. Treat anything within Point Blank range as normal. Attacks from 30'-60' suffer a 20% miss chance, and anything beyond 60' suffers a 50% miss chance.

PLAYER HANDOUT #5 - DWALLEN KREIGER

NOTE TO PCs RUNNING DWALLEN KREIGER: The ONLY equipment he currently owns is a club. If you loan him party equipment, you will need to change his stats accordingly.

DWALLEN KREIGER

CR 6

Male hill dwarf ranger 4/fighter 2

CG Medium humanoid (dwarf)

Init +5; **Senses** darkvision, Listen +3, Spot +10

Languages Common, dwarven

AC 11, touch 11, flat-footed 10

(+1 Dex)

hp 47 (6 HD)

Resist +2 to saves vs. spells and spell-like effects

Fort +10 (+12 against poison), **Ref** +5, **Will** +4

Speed 30 ft. with Longstrider (6 squares), base movement 20 ft.

Melee club +9 (1d6+3)

Melee short sword +10 (1d6+3)

Melee short sword +8 (1d6+3) and short sword +8 (1d6+1)

Ranged club +7 (1d6+3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +6; **Grp** +9

Atk Options combat style (Two-Weapon Fighting), favored enemy (aberrations, +2)

Special Actions Blind-Fight

Ranger Spells Prepared (CL 1st):

1st—Longstrider †

† Already cast

Abilities Str 16, Dex 13, Con 16, Int 10, Wis 12, Cha 6

SQ animal companion (none selected), stability, stone cunning, wild empathy +2

Feats Alertness, Blind-Fight, Endurance, Improved Initiative, Iron Will, Track, Two-Weapon Fighting, Weapon Focus (short sword)

Skills Hide +9, Knowledge (dungeoneering) +7, Knowledge (nature) +9, Listen +3, Move Silently +9, Spot +8, Survival +8 (+10 in natural or underground environments)

Possessions club

CRITICAL EVENT SUMMARY: KEO7-07 FOREST OF CAVERNS

FOR USE ONLY AT REGULATORCON 2007

1. Did PCs recover Lolth's Web? Yes No

If not, was it destroyed in the process? Yes No

If so, to whom did they return it?:

❖ Kialla

❖ The Silent Tower

❖ Elsewhere in Keoland [name the Metaorg or Person]:

❖ Elsewhere [name the Metaorg or Person]:

❖ Tried to Keep It For Themselves:

[List the PC(s). Note that these PCs are no longer playable in the Living Greyhawk campaign.]

2. Did any PC kill Dwallen Kreiger? Yes No

If so, list player names/PC names here:

Was that PC a Dreadwalker? Yes No

3. Did PCs make a deal with MINDFLAYER? Yes No

If so, list player names/PC NAMES and METAORGS [regardless of region] here:

4. Did any player fall through the planar portal into the Abyss? Yes No

If so, list player names/PC names here:

Notes: (Add anything that happened that might be considered out of the ordinary – Strange occurrences, results that do not fit above, etc):