



Featuring important monsters and characters from the Rappan Athuk dungeon-crawl series by Necromancer Games as well as Queen Of Lies by Fiery Dragon Productions.



DETTIZENS OF DUNGEONS & DARKNESS

COUNTER PACK 3



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Counter Pack 3
Denizens of Dungeons & Darkness

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Tell me about the counters . . .

This Counter Pack, focusing on our favorite creatures that live without sunlight, contains more than 300 character and monster images. These full-color counters are based on a 1 inch equals 5 feet scale. Therefore, creatures with a 5-ft. by 5-ft. Face statistic will occupy a single 1-inch counter. Before beginning play, carefully cut apart the counters with an x-acto knife or scissors. Please be sure to take care with these tools.

There are eight pages of counters in total. Some of these pages feature characters and creatures taken from existing products: *Queen of Lies* by Monte Cook, and the *Rappan Athuk* trilogy from Necromancer Games. All counters feature a small arrow in the top left corner indicating direction, as well as a blank square in the bottom right allowing the Game Master (GM) to assign numbers to multiple monsters of the same type. For example, the heroes may encounter four dark elf warriors, which would be numbered 1 to 4. The GM can then keep track of the individual hit points and actions according to which particular dark elf is involved in the resulting skirmish.

These counters are not labeled with the monster or character name, as many PCs may encounter creatures for the first time and player knowledge of the adversary may provide an unfair advantage. The GM should use this mystery to his or her benefit. For example, instead of saying, "You encounter four green gargoyles," the GM might say, "You encounter four greenish statues that appear to be moving," then place the appropriate counters on the battle grid for the players to see the picture.

The FIRST RULE of using Counters!

Well, maybe the first rule was already stated: "Be careful when cutting apart these counters!" BUT, the second rule is very important as well.

Use the Counters to stimulate your imagination, rather than hamper it!

Having a graphic representation of a monster or character is a valuable shortcut, especially in games that involve a variety of combat tactics. Some people may get "stuck" on the counter image, thinking that a certain counter cannot be used because it shows the creature holding a mace rather than the morningstar listed in the stat block. Don't let minor details such as this bog down the game! Counters are meant to serve as visu-

al representations and shortcuts rather than "written-in-stone" definitions. The halfling thief can be used as a stand-in for the gnome shopkeeper, and the goblin warrior can easily use a dagger.

Rather than feel limited by static images, use them to create exciting quirks for characters and monsters. Why is that thug missing an eye? What's the deal with the orc's silver armor? What does that symbol on the paladin's shield represent? This imaginative questioning is especially helpful, since some of the counters come from specific sources. Just because you don't have the complete stats for Aralion does not mean you can't adapt that dark elf counter for another adversary!

So, who and what come from where?

We have included five "dedicated" pages and three "generic" pages in this collection. Most of the counters in the dedicated pages provide multiple-use counters, however. Just because *Queen of Lies* featured dark elves does not mean that you can't use those same fierce warriors in another scenario. While these counters do not represent every encounter from *Queen of Lies* and *Rappan Athuk*, they do cover most of the new and original creatures that inhabit these dark dungeons. For other useful counters, check out *Counter Pack 1: Demons & Devils* (which includes several friends of Orcus), and *Counter Pack 2: Tribes, Clans & Cults* (which features a goblin clan and a hobgoblin army).

Inspired by Queen of Lies:

Alevolenz; Aralian; Eilos; Eniamian; Ganthau; Intalequi; Minilir; Nathe; Quirilash; Savinian; Senetys; Tharion; Thariust; Zhaivit; Gurtan the fire giant; a dark elf mohrg; and various common, trained, and elite dark elf warriors.

Inspired by Rappan Athuk 1:

Creatures from the Upper Levels include green gargoyles, black skeletons, rats, dire rats, Dungie (of course!), Ambro the ogre warrior, Scramge the Rakshasa, a faerie dragon, orc acolytes, the Oracle, Zelkor the spectre-wizard, juju zombies, undeath ooze, and a displacer beast.

Inspired by Rappan Athuk 2:

Spread over two pages you will find Clerics of Orcus, a flesh golem, a cockatrice, grimlocks, a fire elemental, will-o'-wisps, hellhounds, Revirax the abyssal three-headed hellhound, a dire tiger, white cave scorpions, a banshee, Aldeth the spider-thing, shadow dragons, minotaurs, and a pyrohydra.

Inspired by Rappan Athuk 3:

The most fearsome foes include gorgons, a clay golem, iron golems, the Frogman, gas spores, fungus men, tar mephits, a powerful mummy, shambling mounds, three vampires, yuan-ti halfbloods, shadows, wraiths, four mariliths, Maphistal, and Orcus himself!

Other dwellers in darkness include:

Dungeons, as well as other dangerous areas, often include bats, stirges, rats, monstrous scorpions, a bodak, deinonychus, giant ants, dire lizards, mimics, driders (both male and female), azers, fire beetles, gelatinous cubes, hieracosphinxes, otyughs, umber hulks, ghouls, ghosts, shriekers, violet fungi, rust monsters, carrion crawlers, bugbears (and their more elite warriors), fire elementals, earth elementals, thoquas, salaman-

ders, troglodytes, a juvenile purple worm, dwarves (both evil deep-dwarves and many more rugged individuals), gnomes of various shapes, oozes, spiders (including one fiendish spider!), kuo-toa, a badger, and dangerous-looking kobolds.

Did you just say "dangerous-looking kobolds"?

No, we're not trying to make you laugh. Kobolds can be some of the most inventive and deadly predators underground. Well, maybe with some help. To add some excitement to the dark domain, we've included two new Prestige Classes specifically designed with the kobold in mind.

DRAKE KNIGHT

"My scales shall be red with your blood!"

Human tales abound of shining knights sent forth to slay the dragon and free the land of reptilian oppression. Yet few know of the flip side of this coin. Few have heard of the small reptilian humanoids that swear allegiance to a dragon, gaining power and strength. Clad in metal, with a spear in hand, the drake knight is far more intimidating and dangerous than his small size would suggest.

Drake knights serve as retainers for mighty dragons, exploring the area around their master's lair for threats and treasures. In return, they are often leaders of kobold tribes or at least their champions. Almost all drake knights are evil and allied with a chromatic dragon. Rumors, however, hint that in the distant past an honored drake knight swore allegiance to a silver dragon.

Most drake knights are fighter/sorcerers. Red and white dragons sometimes allow barbarian/sorcerers into their service, but this is rare. Black dragons almost never have drake knights, preferring to employ shadowfangs in their evil plots.

Hit Die: d8.

Requirements

To qualify to become a drake knight, a character must fulfill all of the following criteria.

Race: Kobold.

Alignment: Equal to the dragon sponsor.

Base Attack Bonus: +5.

Skills: Concentration 4 ranks.

Feats: Combat Casting, Endurance, Power Attack.

Spells: Ability to cast arcane spells without preparation.

Special: Must be sponsored by a dragon.

Class Skills

The drake knight's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Intimidate (Cha), Jump (Str), Knowledge (arcana) (Int), Knowledge (dragon lore) (Int), Profession (Wis), and Spellcraft (Int). See Chapter 4: Skills in the *PHB* for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the drake knight prestige class:

Weapons and Armor Proficiencies: The drake knight is proficient with all simple and martial weapons, and with all types of armor.

Spells Per Day: At every third level, the drake knight gains

new spells and spell slots as though he had advanced in his previous spellcasting class. He does not, however, gain any other benefit from advancing a level, such as increased familiar abilities. If the character possesses more than one spellcasting class, he must choose to which class this increase belongs, although it must be an arcane spellcasting class.

Embody the Drake (Su): Beginning at 1st level, the drake knight can summon forth the ancient might of his dragon sponsor. His scales harden, his muscles tense up, and he becomes more ferocious. The drake knight temporarily gains a +4 enhancement bonus to Strength and Constitution, and SR equal to 10 + the drake knight's class level + the drake knight's Charisma modifier. This ability lasts for 3 rounds + the drake knight's Charisma modifier. After that time, he is spent, becoming fatigued (-2 Strength, -2 Dexterity, can't charge or run), and he cannot cast spells. This condition lasts for the remainder of the encounter. The drake knight can use this ability a number of times per day equal to his class level.

THE DRAKE KNIGHT

Class Level	BAB	Fort	Ref	Will	Special	Spells/Day
1	+0	+2	+0	+0	Embody the drake	-
2	+1	+3	+0	+0	Bonus feat	-
3	+2	+3	+1	+1		+1 level
4	+3	+4	+1	+1	<i>Enlarge</i>	-
5	+3	+4	+1	+1	Like a second skin 10%	-
6	+4	+5	+2	+2		+1 level
7	+5	+5	+2	+2	Bonus feat	-
8	+6	+6	+2	+2	Like a second skin 20%	-
9	+7	+6	+3	+3		+1 level
10	+7	+7	+3	+3	Bonus feat, embody the drake (not spent)	-

SHADOWFANG

"Quicker than a dragon's bite, deadlier than a dragon's breath."

A shadow that should not be there. The acidic smell of poison. A glint of steel. Death.

This is the general extent of a victim's relationship with a shadowfang. Turning their natural arcane powers to subterfuge, misdirection, and infiltration, shadowfangs are kobolds that make a living out of killing and spying. Although they work for anyone with deep enough pockets, shadowfangs never work against dragons (they're far from stupid).

Most Shadowfangs are rogue/sorcerers. Some may even combine this path with the assassin levels, becoming even more frightening engines of death. Other shadowfangs may seek a deeper solace in the darkness, becoming shadowdancers as well.

Hit Die: d6.

Requirements

To qualify to become a shadowfang, a character must fulfill all of the following criteria.

At 10th level, the drake night is no longer spent when the duration of embody the drake ends.

Enlarge (Sp): Beginning at 4th level, the drake knight can cast enlarge upon himself once per day. His caster level is equal to his class level.

Like a Second Skin (Ex): At 5th level, the drake knight is comfortable within his armor. He reduces the arcane spell failure chance of the armor he wears by 10%. At 8th level, he reduces the chance of spell failure by 20%. For instance, an 8th-level drake knight in full plate armor suffers only a 15% chance of spell failure when casting arcane spells.

Bonus Feat (Ex): At 2nd, 7th, and 10th levels, a drake knight develops new combat skills or his dragon sponsor whispers new arcane secrets in his ears. The drake knight can choose a bonus feat at each of these levels. This selection must be either a metamagic feat or one from the fighter's list of bonus feats.

Race: Kobold.

Alignment: Any non-good.

Base Attack: +4.

Skills: Escape Artist 4 ranks, Hide 7 ranks, Move Silently 7 ranks, Spellcraft 7 ranks.

Feats: Dodge, Improved Initiative, Silent Spell.

Spells: Ability to cast arcane spells without preparation.

Class Skills

The shadowfang's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Craft (Int), Disable Device (Int), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Pick Pocket (Dex), Read Lips (Int, exclusive skill), Search (Int), Sense Motive (Wis), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha, exclusive skill), and Use Rope (Dex). See Chapter 4: Skills in the *PHB* for skill descriptions.

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the shadowfang prestige class:

Weapons and Armor Proficiencies: The shadowfang is proficient with all simple weapons and with light armor.

Spells Per Day: At every two levels gained in this prestige class, the shadowfang acquires new spells and spell slots as though he had advanced in his previous spellcasting class. He does not, however, gain any other benefit from advancing a level, such as increased familiar abilities. If the character possesses more than one spellcasting class, he must choose to which class this increase belongs, although it must be an arcane spellcasting class.

Sneak Attack (Ex): Beginning at 1st level, the shadowfang learns the art of hitting unaware targets where it really hurts. This is exactly like the rogue ability of the same name. If the shadowfang possesses levels of rogue, add up the rogue and shadowfang levels and determine the sneak attack damage on the rogue table (*PHB*, Chapter 3: Classes).

Fast Hide (Ex): At 1st level, a shadowfang can hide and still move at his full speed without suffering any penalties.

Leaping Shadows (Sp): At 3rd level, once per day, the shadowfang can summon forth nearby shadows to mask his form.

This ability works exactly like the *blur* spell, except that this is an Illusion (shadow) effect (see *PHB*, Chapter 10: Magic).

The caster level equals the shadowfang's class level.

Poison Spittle (Ex): At 5th level, once per day per point of Constitution bonus, the shadowfang can secrete poison and spit it out up to a range of 10 feet (no range penalty). This is a ranged touch attack that deals 1d6 points of initial temporary Constitution damage, and secondary damage of 1 temporary point of Constitution. The DC to resist this poison is 15 + the shadowfang's Constitution bonus. The shadowfang cannot use the poison spittle more often than once per minute.

Crippling Strike (Ex): Starting at 7th level, with a successful sneak attack, the shadowfang deals 1 point of temporary Strength damage to his victim. This ability works just as the rogue's special ability of the same name. If the shadowfang already possesses this ability, he deals 1 point of temporary Strength damage and 1 point of temporary Dexterity damage.

Shadow Embrace (Sp): At 9th level, once per day, the shadowfang can turn himself slightly incorporeal. This ability works just like the *blink* spell, except that instead of blinking to and from the Ethereal Plane, he blinks between the Material and Shadow planes.

SHADOWFANG

Class Level	BAB	Fort	Ref	Will	Special	Spells/Day
1	+0	+0	+2	+0	Sneak attack +1d6, fast hide	-
2	+1	+0	+3	+0		+1 level
3	+1	+1	+3	+1	Sneak attack +2d6, <i>leaping shadows</i>	-
4	+2	+1	+4	+1		+1 level
5	+2	+1	+4	+1	Sneak attack +3d6, poison spittle	-
6	+3	+2	+5	+2		+1 level
7	+3	+2	+5	+2	Sneak attack +4d6, crippling strike	-
8	+4	+2	+6	+2		+1 level
9	+4	+3	+6	+3	Sneak attack +5d6, <i>shadow embrace</i>	-
10	+5	+3	+7	+3		+1 level

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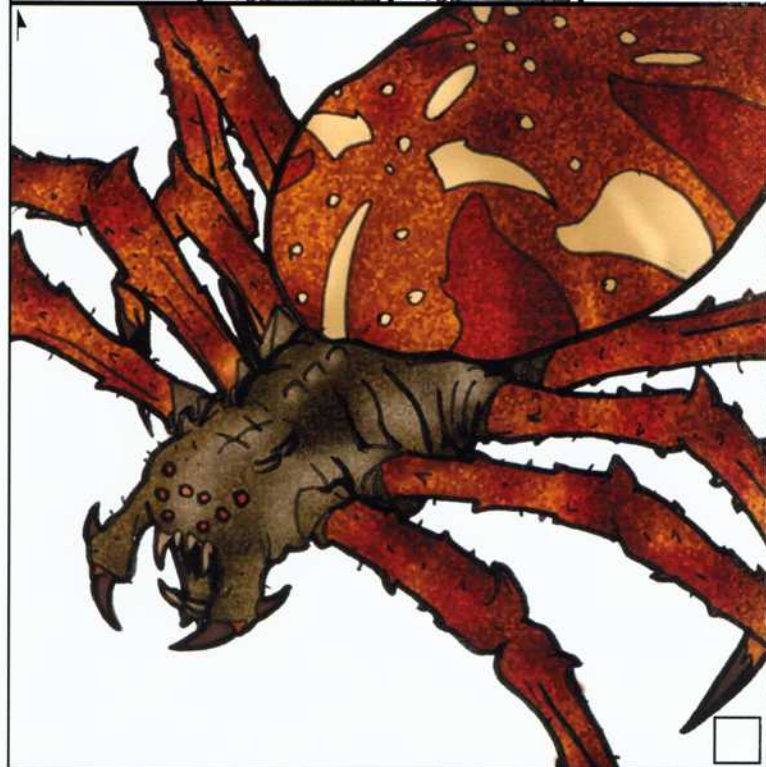
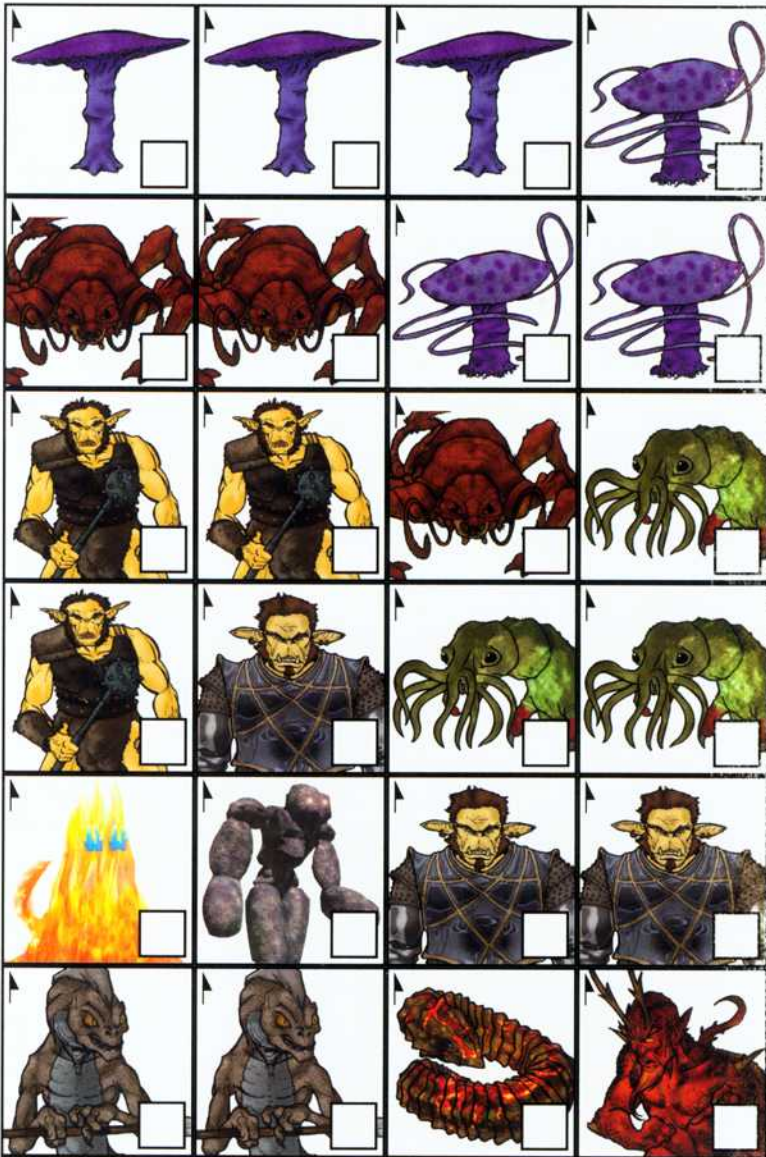
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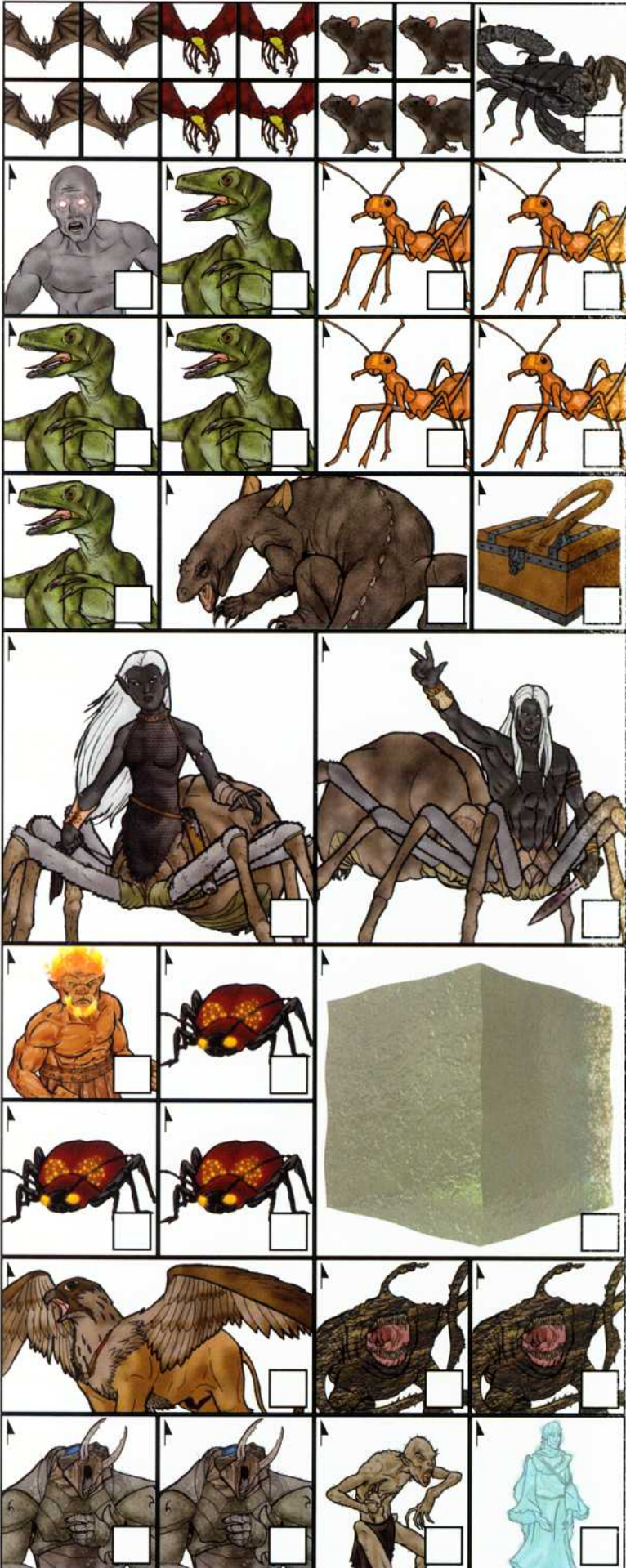
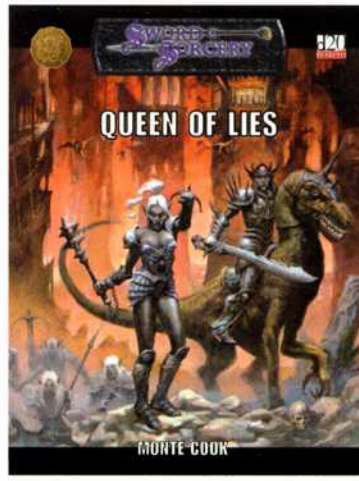
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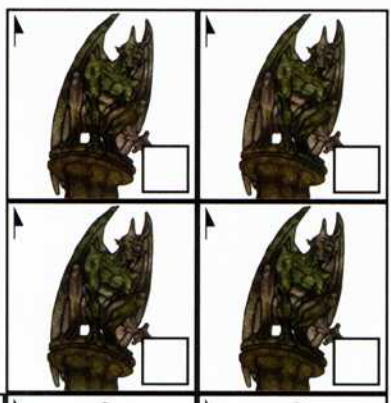


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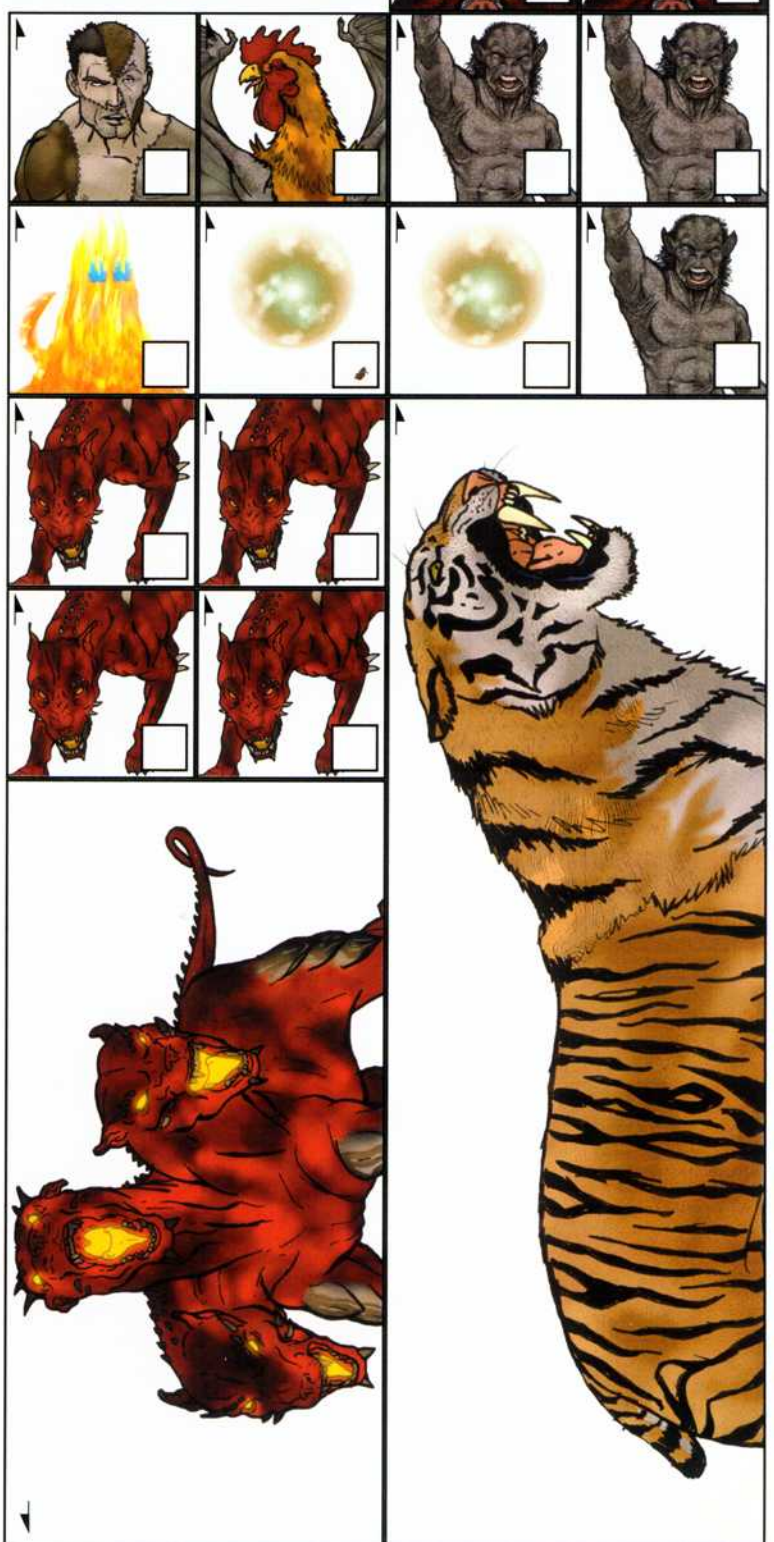
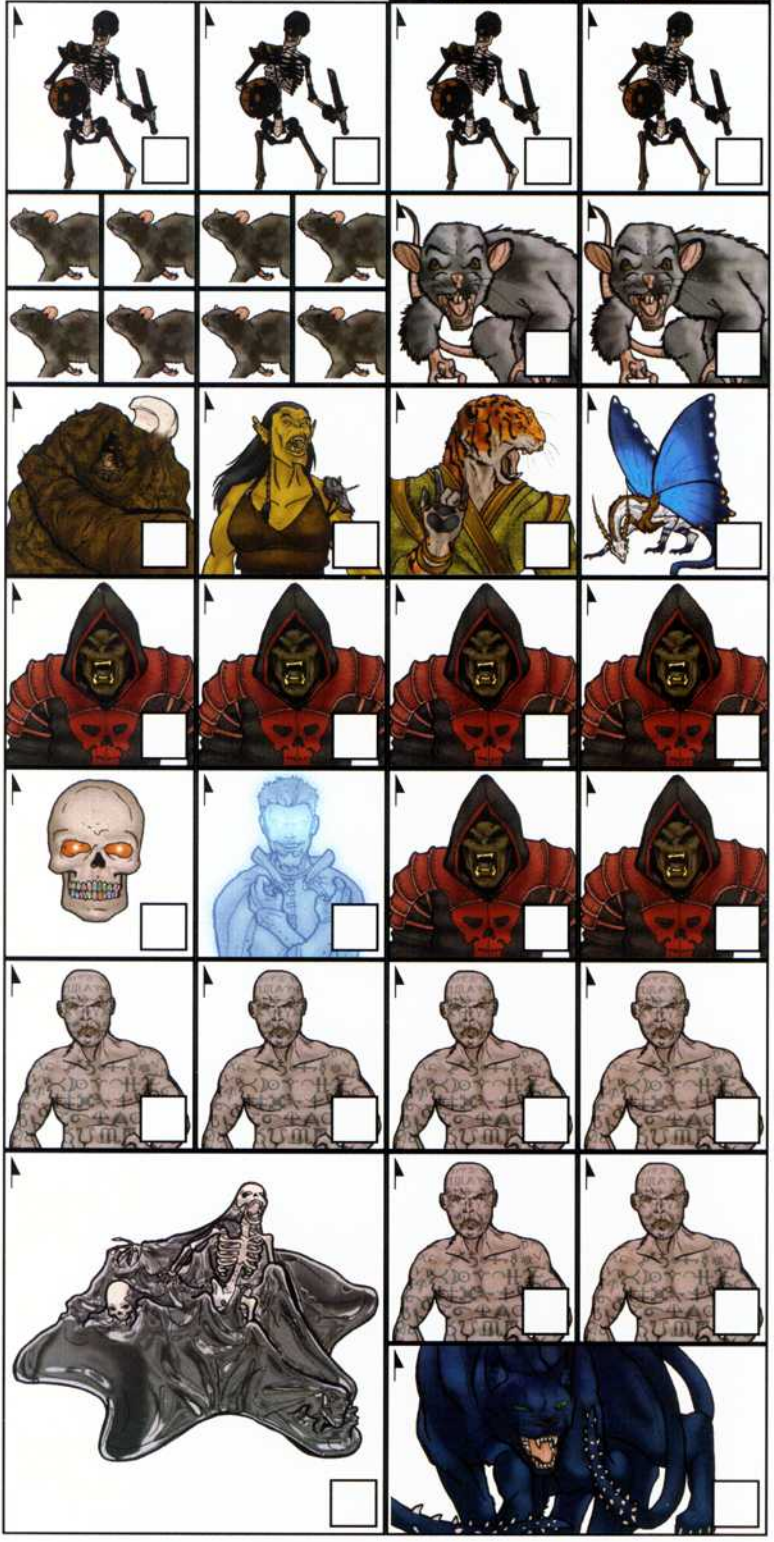
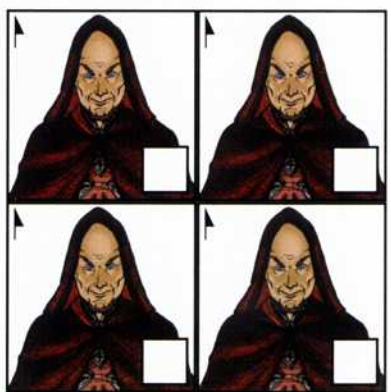




Creatures from the Upper Levels

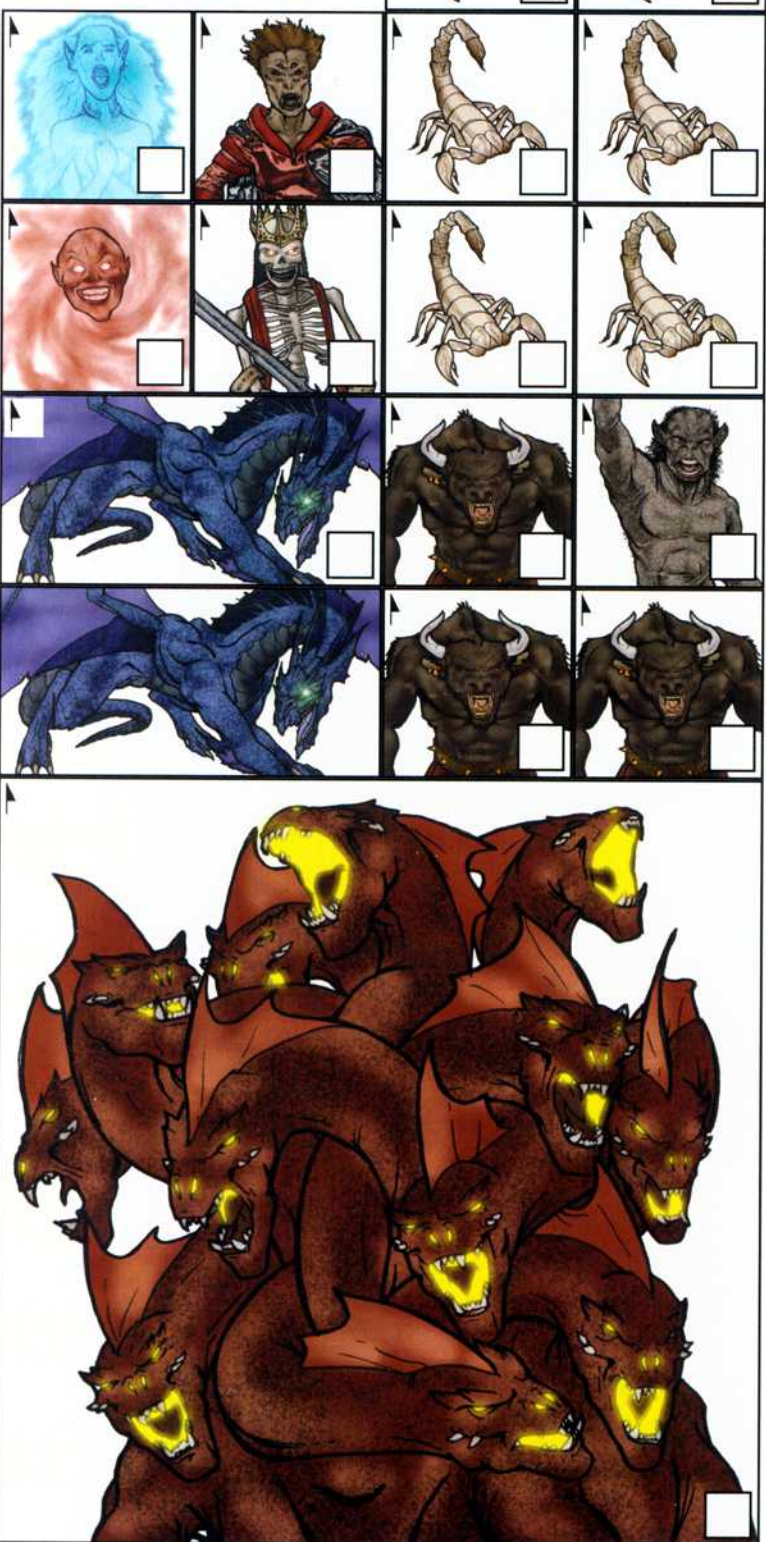


Creatures from the Middle Levels





More Creatures from the Middle Levels



Creatures from the Lower Levels

