

**ALL NEW MODULE FOR
ANY FANTASY CAMPAIGN**
3.5 compatible like all DCC modules!



Dungeon Crawl Classics #37

The Slithering Overlord

by Artem Serebrennikov
AN ADVENTURE FOR CHARACTER LEVELS 4-6



Remember the good old days, when adventures were underground, NPCs were there to be killed, and the finale of every dungeon was the dragon on the 20th level? Those days are back. Dungeon Crawl Classics adventures don't waste your time with long-winded speeches, weird campaign settings, or NPCs who aren't meant to be killed. Each adventure is 100% good, solid dungeon crawl, with the monsters you know, the traps you remember, and the secret doors you know are there somewhere.

The heroes are employed by a religious group called The Order of The Invincible Sun to recover treasure and hostages from marauding creatures. As the characters advance through winding passages of the underdeep, fighting all manner of weird creatures, they learn that an underdeep mastermind has orchestrated the marauding creatures. Eventually the heroes come face to face with the Slithering Overlord himself at the heart of his overgrown realm deep in the underground!

If you enjoy this adventure, look for the rest of the Dungeon Crawl Classics series!



Requires the use of the Dungeons & Dragons Player's Handbook, published by Wizards of the Coast, Inc. This product utilizes updated material from the v.3.5 revision.



This item is only one of the many popular role playing aids published by Goodman Games. Other role playing aids currently available or scheduled soon include:

- Dungeon Crawl Classics #30: Vault of the Dragon Kings
- Dungeon Crawl Classics #31: The Transmuter's Last Touch
- Dungeon Crawl Classics #32: The Golden Palace of Zahadran
- Dungeon Crawl Classics #33: The Belly of the Great Beast
- Dungeon Crawl Classics #34: Cage of Delirium
- Dungeon Crawl Classics #35: Gazetteer of the Known Realms
- Dungeon Crawl Classics #36: Talons of the Horned King
- Etherscope
- DragonMech
- DM Campaign Tracker
- Underdark Adventure Guide



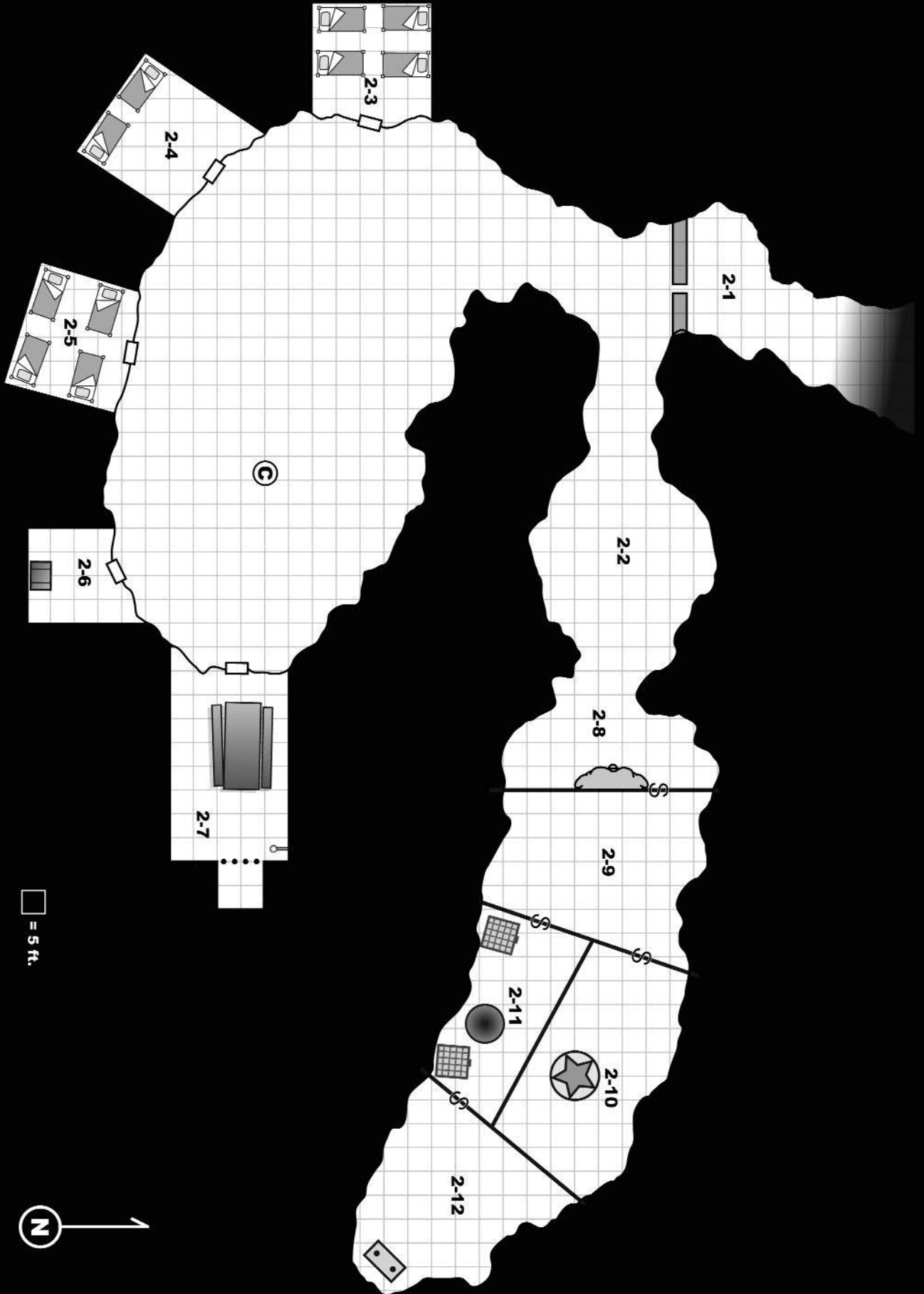
\$12.99 USA

SKU GMG5036

Sub-Dungeon I: The Sinuous Tunnels



Sub-Dungeon II: Azadûm



Dungeon Crawl Classics #37

The Slithering Overlord

By Artem V. Serebrennikov
AN ADVENTURE FOR CHARACTER LEVELS 4-6



Credits

Writer: Artem V. Serebrennikov
Front Cover Artist: Leo Winstead
Back Cover Artist: William McAusland
Interior Artists: Jason Edwards, Alex Kosakowski, Cliff Kurowski, Jesse Mohn, Stefan Poag
Cartographer: Jeremy Simmons
Graphic Designer: Greg Porter
Editor: Joseph Goodman
Proofreader: Aeryn "Blackdirge" Rudel
Line Editor: Harley Stroh
Playtesters: Oleg Grebennikov, Igor Kozlov, Yulia Nedorezova, Anton Podkopaev, Andrey Serebrennikov

Table of Contents

Introduction.....	2
Game Master's Section	2
Background Story.....	4
Map Key	6
Sub-Dungeon I: The Sinuous Tunnels	6
Sub-Dungeon II: Azadûm	21
Sub-Dungeon III: Underground Paradise.....	30
Appendix I: Monsters of the Slithering Overlord	42
Appendix II: Player Handouts.....	46
Maps.....	48



If you like this adventure, be sure to look for the rest of the Dungeon Crawl Classics series at your local game store.

Log on to www.goodman-games.com for freebies, news, special offers, and more.

Introduction

Remember the good old days, when adventures were underground, NPCs were there to be killed, and the finale of every dungeon was the dragon on the 20th level? Those days are back. Dungeon Crawl Classics don't waste your time with long-winded speeches, weird campaign settings, or NPCs who aren't meant to be killed. Each adventure is 100% good, solid dungeon crawl, with the monsters you know, the traps you fear, and the secret doors you know are there somewhere.

The Slithering Overlord is designed for 4-6 characters of 4th level. This adventures gives a character of almost any kind his time to shine (including druids and rangers, normally severely limited indoors). A strong warrior-type with the Cleave feat is still highly recommended. A dwarf PC will feel right at home in this adventure; elves are also advisable, mainly because of their ability to find secret doors and the bonus on saving throws against enchantment spells. Even a wilderness-oriented PC would be quite useful, as the Survival skill will often come into play, and animal-related abilities will be much-needed in the Underground Paradise.

Adventure Summary

The adventure begins in The Sinuous Tunnels, a vast complex of passages, caves, and chambers leading far below ground. The exact reason the heroes pursue this adventure depends on your current campaign; the default assumption is that the PCs have been employed by a lawful good religious group called The Order of The Invincible Sun to recover treasure and hostages from marauding troglodytes. As the characters advance through the winding passages, fighting all manner of weird creatures, they get to know that the complex is populated by three competing factions, vying to eliminate any would-be enemies. The first faction is a tribe of grimlocks, led by a drider exile bent on creating sentient insects with his magic. The second faction is a regiment of grey dwarves, sent to colonize the caves and suppress any threats to the growing duergar kingdom. The third one is led by Pserkipis, a spirit naga driven away by the Order and using his troglodyte underlings to regain his wealth.

The characters must overcome at least two of these threats to ensure complete success. Their adversaries are numerous, but disunited, so this works to their advantage. If the PCs do everything right, they will face The Slithering Overlord himself at the heart of his overgrown realm several hundred feet underground and eliminate the serpentine threat to the surface world once and for all.

Game Master's Section

Encounter Table

To help the GM prepare, we have included a quick reference table showing all encounters at a glance. **Loc** – the location number keyed to the map for the encounter. **Pg** – the module page number that the encounter can be found on. **Type** – this indicates if the encounter is a trap (T), puzzle (P), or combat (C). **Encounter** – the key monsters, traps, or NPCs that can be found in the encounter. Names in italics are classed NPCs. **EL** – the encounter level.

Loc	Pg	Type	Encounter	EL
1-1	7	C	2 bat swarms	4
1-1A	7	T	<i>Summon swarm</i> trap	4
1-2	8	C	Neuronea	6
1-3	9	C	4 sonic bats	4
1-4	9	C	5 drow warriors	5
1-5	10	C/T	Belker, environmental hazard	6
1-6	10	C	Shimmering slug	6
1-7	12	C/T	Minor xorn, minor cave-in trap	7
1-9	13	C	Cloaker	5
1-10	14	C/T	2 dire bats, bridge	4
1-11	15	C	4 troglodytes; Passage to Underground Paradise	4
1-12	15	C	Advanced grick	5
1-13	16	C	4 grimlock zombies	4
1-14	16	C	5 grimlock War2	7
1-15	17	C	2 grimlock War2 + 2 Large monstrous centipedes	5
1-16	17	C	3 Large monstrous centipedes + <i>Muronk</i> , grimlock Bbn3	6
1-17	18	C	4 grimlock War3	6
1-18	20	C	<i>Sirthim</i> (dridr), 2 Large monstrous spiders	7
2-1	21	C	4 duergar	4
2-2	22	C	4 duergar + <i>Nuruzud</i> , duergar Rog3	6
2-3	22	C	5 duergar	5
2-4	23	C	2 duergar Ftr4	7
2-5	23	C	4 duergar War2	6
2-6	24	T	<i>Phantasmal killer</i> trap	5
2-7	24	C	Fiendish otyugh	5
2-8	25	T/P	Devil riddle, <i>burning hands</i> and <i>scorching ray</i> traps	6
2-9	26	C	1 bearded devil, 3 duergar	6

Loc	Pg	Type	Encounter	EL
2-10	27	C/P	Chain devil trapped in a magic circle	6
2-11	29	C/T	Large earth elemental, pit trap, 2 captured NPCs	6
2-12	30	C	1 duergar Clr6	7
3-1	31	C	2 shrieker fungus + 2 violet fungus	5
3-2	32	C	4 troglodytes	4
3-3	32	C/T	3 troglodytes War2 + falling rock	7
3-4	33	C	2 charmed duergar + troglodyte Ftr4	6
3-5	34	C	2 advanced wights	6
3-6	34	C	3 troglodyte War3	6
3-7	35	C	Half-fiend troglodyte Bbn3	6
3-8	36	C	Deinonychuses	6
3-9	37	C	Octophis	8
3-10	37	C	Megaraptor	6
3-11	38	C	Troglodyte Drd6	7
3-12	38	C	Girallon	6
3-13	39	C	Troglodyte Rgr5 + babau demon	8
3-14	41	C/P	<i>Pserkipis</i> (spirit naga), Charmed human Clr5, 2 human Ftr3	12

Scaling Information

Although meant for 4th-level adventurers, The Slithering Overlord can be run for parties of levels as low as 3rd and as high as 6th. Here is some advice for alterations to suit such groups:

Weaker Parties (lower than 3rd level, or fewer than four characters): Decrease the number of CR 1 opponents by one every time they are encountered (i.e., 3 sonic bats instead of 4 or 4 drow warriors instead of 5). Reduce the hp of singular powerful monsters (such as the neuronea or Pserkipis) by a third. Decrease all class levels by 1 or 2. Make the advanced grick in area 3-12 a normal one.

Stronger Parties (7th level and higher, or more than six characters): Add class levels or HD to low-CR monsters to beef them up. Pserkipis, Felak-Ruhad and Sirthim should all be advanced 2 levels or an appropriate number of HD with a commensurate XP increase. In areas with powerful solitary monsters, add a second one, space permitting. Adjust treasure accordingly.

Recurring Creatures

Unless otherwise noted, all creatures marked as grimlocks and troglodytes have the same racial traits. Any variations in DCs or the like are noted in individual stat blocks. For the peculiarities of duergar traits, please refer to the MM; only the most important traits (namely, spell resistance and spell-like abilities) are spelled out in the adventure. Shared traits that occur frequently are described here to conserve space.

Recurring Grimlock Traits:

Blindsight (Ex): Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment. Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

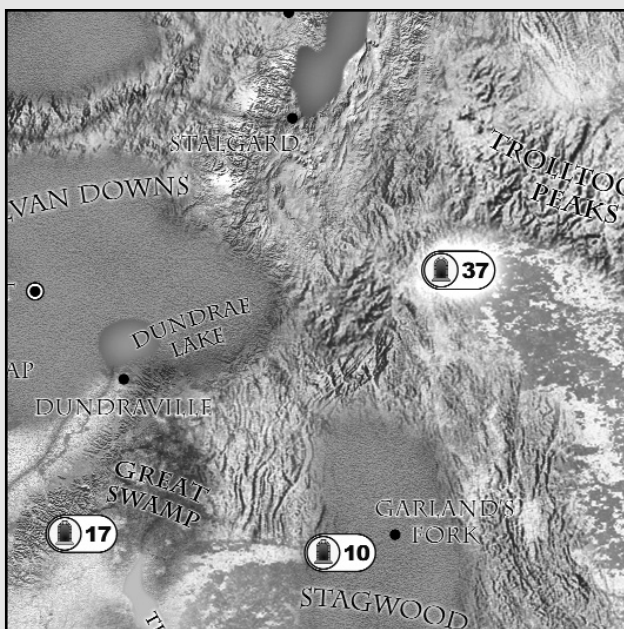
Immunities: Grimlocks are immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Recurring Troglodyte Traits:

Stench (Ex): When a troglodyte is angry or frightened, it secretes an oily, musk-like chemical that nearly every form of animal life finds offensive. All living creatures (except troglodytes) within 30 feet of a troglodyte must succeed on a DC 13 Fortitude save or be sickened for

DCC World

If you are using the world of *Áereth* from DCC #35: *Gazetteer of the Known Realms*, this adventure is set beneath where the Troll Tooth Peaks meet the Ul Dominor mountains (north and east of Cieste).



10 rounds. Creatures that successfully save cannot be affected by the same troglodyte's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from the sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Getting the Players Involved

The default hook of this adventure is an offer by a minor hierarch of the Order of the Invincible Sun. The adventurers, who supposedly already possess a modicum of fame at the moment, receive an epistle from the Order offering a substantial reward for returning the sacred objects and hostages taken by reptilian assailants. In addition, the epistle promises a membership in the Order – rank-and-file for paladins, lawful and/or good clerics, and fighters, rangers and monks, and honorary for everybody else. The membership means great prestige and privileges even if it is just a sinecure, so this hook can equally motivate PCs that are driven by gold *and* those motivated by loftier ideals.

Important: To complete of the Order's task, the adventurers must collect all three sun disks stolen from the shrine and return at least one living hostage (or all the bodies, if the PCs have (seemingly) undeniable proof that everyone has been killed by troglodytes).

Others possible ways to create a believable motivation for your player characters include:

- A venerable elder of the dwarf PCs' community is about to succumb to old age. Before he departs to the festive halls of the dwarven Allfather, the elder would like to see the legendary Subterranean Edelweiss – an incredibly rare flower that can only be found in the Underground Paradise. He can even provide an old map that gives some vague hints about the Paradise's whereabouts. Fulfilling the old man's last request would dramatically elevate the PC's status in the community. (Be sure to include a bunch of freshly picked Edelweisses in Pserkipis' hoard.)
- The PCs are employed by Burkhart Ackerman (male human Wiz7/Lor4), a scholar particularly interested in aberrations of all kinds. He is compiling the *Florilegium Abominabile*, a catalog of particularly horrendous creatures containing a complete description of their origin, habits, powers, etc. In a long-forgotten treatise, Burkhart found a reference to the fact that the Sinuous Tunnels and their environs abound with strange monstrosities of all shapes and colors. He provides a map that can help the PCs reach the more populated region of the tunnels and asks them to explore the area, reporting on any strange monsters. Burkhart can reveal some

information about the nature of the creatures they might encounter (including new monsters described in the appendix) and provide all equipment necessary to properly catalogue aberrations. To complete his task, the PCs must have encountered (but not necessarily killed) the following monsters (in order of appearance): shimmering slug, cloaker, advanced grick, Sirthim, fiendish otyugh, octophis, and The Slithering Overlord in person! The base payment is 250 gp per aberration properly described; bodies (or significant portions thereof) presented to Burkhart are worth twice this amount, and captured living specimens bring an award of 1,000 gp.

Of course, no one can better judge your players' tastes and desires as you do. You can use the standard hooks as a springboard for possible ideas and tailor them to your ongoing campaign as desired.

The Sun Disks

The sacred sun disks, valued so highly by the Order of the Invincible Sun, were plundered by Pserkipis. His troglodyte warriors were ambushed by grimlocks who stole one of the disks, so the spirit naga is not in possession of all three. The three sun disks can be found at locations 1-18 (the Rising Sun), 2-12 (the Setting Sun), and 3-14 (the Splendorous Sun). Completing the directive issued by the Order requires the heroes to find and return all three. The disks are described in greater detail below.

Background Story

Pserkipis, a haughty and avaricious spirit naga, used to enjoy a comfortable life in an abandoned shrine full of ancient treasures. He garnered a small but loyal following among the locals and was dreaming of founding a new religion when holy warriors from The Order of The Invincible Sun appeared at his doorstep and ruthlessly drove him out. The naga made a narrow escape into an extensive tunnel system beneath the shrine, and, after a long subterranean journey, made his way to an unnamed cavern complex. It was inhabited by a tribe of troglodytes in a dire need of a capable leader - Pserkipis didn't even have to resort to his charming gaze, so great was the trogs' admiration.

Establishing himself as the undisputed ruler of the tribe (and assuming a somewhat pompous title of The Slithering Overlord), Pserkipis learned of a strange and possibly haunted underground chamber beneath the tribe's caverns. He ventured there to discover that, by some strange whim of nature or powerful magic, the place, illuminated by some unknown source, was overgrown with lush vegetation and populated by animals long ago extinct on the surface. Pserkipis ordered his troglodyte servants to relocate to this fabulous cave and

gave it the apt name of Underground Paradise. The troglodytes found their new home much to their liking and bred very quickly, giving The Slithering Overlord a steady supply of servants and cannon fodder for his plans of revenge against the order that had driven him away from his treasure.

Unfortunately for the naga, his tribe was not alone in the caverns. A dwindling tribe of grimlocks suddenly raised their heads, as Sirthim, a drider exiled from a distant drow city, took the reins of leadership and helped them beat back troglodyte raids. Sirthim's attempts to use arcane magic to foster sentient insect life have not succeeded yet, but he has been able to create a breed of especially hardy and strong monstrous centipedes. As both grimlocks and centipedes are immune to Pserkipis' charming gaze, The Slithering Overlord is greatly irritated by the tribe and craves their total destruction, but his hatred of the Order surpasses this sentiment.

The duergar presence in the caves is also a source of much chagrin. Several months ago, grey dwarves led by Felak-Ruhad, a priest worshipping Aflufad, a malicious earth spirit, settled a deserted cavern not far from the Underground Paradise. The newcomers promptly transformed the cavern into a small but sturdy fortress and named it Azadûm, meaning Underkeep. New reinforcements have been steadily arriving to the keep, and now the duergar menace to Pserkipis is quite considerable. The earth spirit worshipped by the duergar places much importance on acquiring gems and other treasure, and the naga simply won't share his wealth with anyone. Although his troglodytes had already repelled several duergar invasions, Pserkipis decided not to attack Azadûm. Vengeance against the Order remained his top priority, and the Overlord finally fulfilled his dream.

When the time was right, Pserkipis commanded his min-



ions to raid the shrine (which had become the centerpiece of a small community) via the tunnel complex, kill the guards, and steal as much treasure as they could. The incursion proved to be a huge success: the troglodytes massacred the unsuspecting shrine guards, captured several hostages, and managed to recover a sizable fraction of the wealth that had belonged to their master. Their most remarkable trophy was a set of three disks made of solid gold (each worth about 2,500 gp), representing the Rising, the Splendorous, and the Setting sun. Although his treasure had not been returned in its entirety, Pserkipis was pleased. The naga decided

The Order of the Invincible Sun

This paramilitary organization was formed several hundred years ago by priests of different good faiths to repel an extraplanar invasion. Since that glorious victory, the Order has directed its military and spiritual power against many supernatural threats. The organization's ideologues espouse a philosophy of "naturalness," placing humans and non-evil humanoids in the centre of all creation and treating all sorts of "unnatural" creatures (especially aberrations, undead, and evil outsiders) as abominations deserving nothing but destruction. The sun plays a major part in the Order's symbolism, although its members don't necessarily worship a solar deity. The light of the sun, in their creed, is a spiritual power that drives away chaos and darkness, fostering all kinds of true, untainted life.

The organization is present in different regions, although it often constructs its citadels on the edge of civilization, in sparsely-settled areas where monsters abound. Once the region has been purged of alien creatures, the Order's fortresses adopt a more peaceful demeanor, serving as inns, hospitals and constabularies in the settlements that grow around them.

The Order welcomes able-bodied warriors and priests of any common race that follow one of the following alignments: lawful good, neutral good, and lawful neutral. Clerics of many varied faiths shoulder the mantle of the Invincible Sun; most often they serve deities that grant access to Destruction, Sun and War domains. Priests that revere impersonal forces of Law and Good also find the Order's agenda compelling.

to set a new goal – the complete destruction of the Order and the entire settlement that had grown around the shrine. However, he is reluctant to attack it at the moment, fearing (and justly so) that the Order has sent swords-for-hire after the raiders. The attack on the shrine has taken a large toll on his forces, and so have the duergar soldiers and the multiple monster menaces that inhabit the Sinuous Tunnels. Pserkipis has sent the weaker members of his tribe (including children, females unfit for combat, and the infirm) to settle new lands further in the depths, and compelled his most capable warriors to train harder in the face of the coming danger. The Slithering Overlord has become somewhat disillusioned with his troglodyte minions, and is eager to turn the invaders into his new thralls – and then conquer the underground and the surface world with their hands.

Notes on Adventure Structure

The Slithering Overlord, much as you would expect from a Dungeon Crawl Classics adventure, is basically one large underground complex that can be explored in a more or less free manner. The special thing about this adventure's venue is that the parts of this complex (called sub-dungeons) are separated by long winding passages. These are deliberately not mapped; huge maps of featureless and uninhabited tunnels (contrary to certain beliefs, underground areas are not well populated even in a fantasy setting) serve little purpose, and navigating them can get really tedious. You should handle these off-screen areas as you fit; treating them as wilderness would be a good idea (in this case, refer to the rules on getting lost in the PHB). If you don't want spelunking to detract your players from the action, just fast-forward the underground navigation, assuming that it takes 2d4 hours to traverse the maze of tunnels. The adventure designer hopes that it doesn't detract from the underground atmosphere while saving your players a lot of frustration.

There are three sub-dungeons in this adventure: The Sinuous Tunnels, the home to a multitude of bizarre creatures; Azadûm, the stronghold of the duergar; and The Underground Passage, the supernatural forest full of terrible lizards. Each sub-dungeon is self-contained and can be used separately without any problems. The default assumption is that the PCs advance to the 5th level after the first sub-dungeon, and that the exploration of Azadûm takes place before the Paradise, though it is not absolutely necessary. If the characters successfully handle all the encounters in this adventure, they should already be 6th level before the end of the adventure and possibly on the verge of 7th level after Pserkipis' last stand.

Sub-Dungeon I: The Sinuous Tunnels

This sub-dungeon represents the most interesting and inhabited portion of the Sinuous Tunnels that wind miles and miles below the surface. Traditionally, monsters of grotesque shapes and strange attitudes live in the area. Few of them have the intelligence or desire to set up a semblance of culture in this place. Grimlocks are a notable exception; they have been living there for several decades and have established a semi-permanent and self-sufficient settlement. Recently, the grimlocks have suffered much ill from duergar and troglodyte incursions, and would have died out if not for Sirthim. This exiled drow-turned-drider arrived just in time, after the death of the grimlocks' old leader, and impressed these creatures deeply enough to be elected as their new chieftain. Sirthim, continuing his interrupted experiments, provided the tribe with loyal and obedient monstrous insects and taught them new methods of warfare. The drider improved their morals as well, and these grimlocks are neutral in alignment, unlike the neutral evil plurality of their race. However, Sirthim has heightened their isolationist tendencies, so now they are unfriendly to just about everybody else. One of the grimlocks' most important victories came not so long ago; their warriors waylaid and defeated some troglodytes carrying the treasures looted from the shrine, including the disk of the Rising Sun. Sirthim now keeps it in his hoard, but is at a loss about what to do with it.

Sub-Dungeon Features

Unless otherwise noted in the room's description, read-aloud text, or this paragraph, areas in sub-dungeon I have the following features:

Lighting: Almost all walls in the tunnels are covered with phosphorescent fungi that provide illumination equal to that of a candle (5 feet).

Ceilings: The usual height of the sub-dungeon's ceilings is 20 feet, although this figure widely varies from room to room.

Walls: All walls in the sub-dungeon are unworked stone. They require a DC 15 Climb check to move along.

Floors: The floors of the Sinuous Tunnels are natural stone floors with very few paths. It takes two squares of movement to enter a square with a natural stone floor, and the DC of Balance and Tumble checks increases by 5. Running and charging are impossible. Fortunately, the elevation between various sections of the floor is not highly varied, so no Climb checks are required to move properly.

The grimlock caves are much more inhabited, and the

dwellers have taken pains to make the floors more comfortable. Areas 1-13 to 1-18 inclusively have hewn stone floors. Movement is not penalized; however, a DC 10 Balance check is required to run or charge across such a floor. Failure means the character can still act, but can't run or charge in this round. The natives of the caves, adapted to this limitation, gain a +4 circumstance bonus on these particular checks.

Wandering Monsters

There are no wandering monsters in this sub-dungeon.

Areas of the Map

Area 1-1 – Bat Rookery (EL 4): Read or paraphrase the following:

The tunnel leads you to a cavern with a high ceiling that rises perhaps four or five dozen feet above the ground. Short stalagmites rise from the guano-covered floor. The flapping of hundreds of wings echoes throughout the cave, and an overwhelming stench of animals hangs in the air. The cave is literally overrun with bats.

Huge colonies of bats inhabit this cavern; it is their home, their mating place and their country to defend. The bat population numbers several thousand, though not all members are present at a particular time. Being omnivorous, the bats feed on moss, fungi, carrion and even their own dung. They are a vital link in the dungeon's food chain and are mercilessly hunted by almost everyone – grimlocks, troglodytes, duergar and even stranger creatures. This kind of adversity has taught them to swiftly react to any intruders.

If the PCs remain in the cavern for more than a minute or demonstrate aggression in any way, the braver bats form two swarms and swoop down to drive them out.

Tactics: The bats do not have much in the way of tactics, although the swarms fight in concert, engulfing as many opponents as possible and trying to suck them dry. They are afraid of flashy spells, so they avoid attacking arcane spellcasters who display their prowess. The bats want to be left in peace, so they don't pursue fleeing enemies unless the latter return to the cavern.

Development: After both swarms are defeated, four other swarms form in 1d3 minutes and engulf the PCs if they haven't already left the room. If they also fail to oust the adventurers, eight swarms appear in another 1d3 minutes. The cavern is sufficiently populated to allow the formation of groups that large. The bat numbers keep doubling until they either

reach numbers too astronomical to be credible or the PCs finally leave the cavern in peace. Note that leaving and coming back does not reset the bats' enmity; for example, if the PCs disperse two swarms, leave and then come back to plague the bats, they will have four swarms to fight. After that, the players should understand that causing mayhem in this cavern is not a cheap way of gaining XP.

Bat Swarm (2): CR 2; Diminutive animal (swarm); HD 3d8; hp 13; Init +2; Spd 5 ft., fly 40 ft. (good); AC 16, touch 14, flat-footed 12; Base Atk +2; Grp –; Atk/Full Atk swarm (1d6); SA distraction, wounding; SQ blindsense 20 ft., immune to weapon damage, low-light vision, swarm traits; Space/Reach 10 ft./0 ft.; AL N; SV Fort +3, Ref +7, Will +3; Str 3, Dex 15, Con 10, Int 2, Wis 14, Cha 4.

Skills and Feats: Listen +11, Spot +11; Alertness, Lightning Reflexes.

Distraction (Ex): Any living creature that begins its turn with a swarm in its space must succeed on a DC 11 Fortitude save or be nauseated for 1 round.

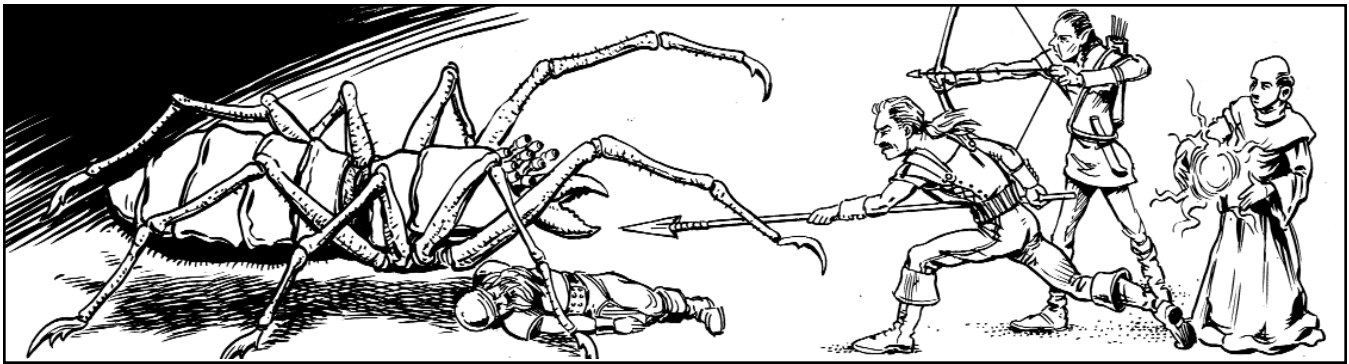
Wounding (Ex): Any living creature damaged by a bat swarm continues to bleed, losing 1 hit point per round thereafter. Multiple wounds do not result in cumulative bleeding loss. The bleeding can be stopped by a DC 10 Heal check or the application of a *cure* spell or some other healing magic.

Area 1-1A – Hunting Passage (EL 4): Read or paraphrase the following:

This hidden, twisted passage seems to lead to another end of the caves.

The passage has been used by grimlocks since time immemorial to provide a fast access to 1-1, their primary hunting grounds. They have masked it with a semblance of a secret door; the DC of the Search check to find it is 25, but, unless the PCs have an elf among them, they are unlikely to find it. Sirthim ordered the door fit with a trap to discourage possible intruders; it is located right in the tunnel's center. It is a "smart" trap; the drider used the last scraps of his notes to make it ignore grimlocks and spider-shaped creatures. The summoned swarm persists for 7 rounds.

Summon Swarm Trap: CR 4; spell; spell trigger (*alarm*; ignores grimlocks and spider-shaped creatures); automatic reset; spell effect (*summon swarm*, 7th-level wizard); Search DC 27; Disable Device DC 27.



Area 1-2 – Neuronea’s Nest (EL 6): Read or paraphrase the following:

Apart from the high ceiling rising to 40 feet above you and the notable absence of any stalactites or stalagmites, this cavern seems to be nothing out of the ordinary.

Here the characters have an opportunity to encounter a weird creature called a neuronea (“nerve spider”). The cavern is where it rests; the neuronea lives on bats from area 1-1. To add several touches to its strangeness, the creature has made friends with Sirthim and his grimlocks, keeping an eye on the secret passage in exchange for food and the occasional military assistance. It is determined to honor this friendship by fulfilling its guard duty and delivering all interlopers to Sirthim.

Using tremorsense, the neuronea determines the PCs’ positions from afar and waits for their actions. If they find the secret passage (see area 1-1A) and try to navigate it, the monster trails them, attacking at the worst possible moment (from the adventurers’ standpoint).

Once the neuronea is revealed, read or paraphrase the following:

Out of nowhere, a horse-sized spiderlike being with a gleaming carapace and eight blue eyes descends upon you with loud clicking.

Tactics: Encountered in its usual area, the neuronea starts with a *deep slumber* encompassing the maximum possible number of party members, then proceeds to a melee fight with the PCs that remain awake. Its goal is not to kill the intruders, but disable and capture them; once an opponent succumbs to its poison, it moves on to the next one, until all are asleep. Then it carries them to Sirthim; the drider ties them with cobwebs and then begins his experiments (see 1-18). Should the neuronea fail in its mission and be reduced to 15 hp or less, it retreats through 1-1A to 1-18 and complains to Sirthim, who starts preparing for the worst and won’t parley even if shown signs of the PCs’ friendly demeanor.

Treasure: In one of the cave’s corners, the neuronea keeps a stash of 20 pp, 400 gp, and a *wand of web* with 15 charges (taken from an adventurer’s body and kept because of the design).

Neuronea: CR 6; Large magical beast; HD 7d10+14; hp 52; Init +7; Spd 40 ft., climb 20 ft.; AC 16, touch 12, flat-footed 13; Base Atk +7; Grp +15; Atk/Full Atk +10 melee (1d6+6 plus poison, bite); Space/Reach 10 ft./5 ft.; SA poison, spell-abilities; SQ darkvision 60 ft., ever-vigilant, tremorsense; AL N; SV Fort +7, Ref +8, Will +4; Str 19, Dex 17, Con 15, Int 11, Wis 14, Cha 14.

Skills and Feats: Climb +12, Hide +10, Listen +9, Move Silently +10, Spot +9; Alertness, Improved Initiative, Stealthy.

Poison (Ex): Injury, Fortitude DC 15, initial damage sleep for 1 minute, secondary damage 1d8 Wisdom and sleep for 1d3 hours. Since this poison is not a magical effect, elves and other creatures normally immune to sleep are susceptible to it.

Spell-Like Abilities: 3/day – *sleep* (DC 13), 1/day – *deep slumber* (DC 15). Caster level 7th.

Ever-Vigilant (Su): The neuronea doesn’t sleep and/or dream. It is immune to *deep slumber*, *nightmare*, and other spells or effects related to sleeping or dreaming.

Area 1-3 – Sonic Slayers (EL 4): Read or paraphrase the following:

The battered body of a dark-skinned, white-haired humanoid slain by some unknown creature lies on the uneven cave floor. Long stalactites hang from the room’s 25-foot high ceiling.

A small colony of sonic bats has chosen this cavern as their nest. They constantly raid area 1-1 for food, killing bats that fly out of the giant cave in relatively small numbers, and ambushing humanoid parties every so often. The sonic bats are very territorial and determined to hound out all who disturb their rest. Recently, a drow party sent to slay Sirthim the drider has run afoul of these creatures. The drow captain was stunned and then killed by the bats’ sound waves, and the remaining dark elves scattered in

terror. Now, the captain's body lies in the floor, waiting for marauders to loot it.

The sonic bats use their echolocation to detect approaching enemies, so they are almost certainly aware of the PCs beforehand. Once the bats reveal themselves, read or paraphrase the following:

Four large bats dive upon you with an ear-piercing shriek.

Tactics: If the characters fail to beat the bats' Hide checks, one of the magical beasts uses its sound wave during the surprise round, and three others fly into their opponents and bite (treat as a charge attack). They repeat this tactic each round, if their numbers permit. If three sonic bats are killed, the last one flies away in a random direction.

Treasure: The only treasure in this room comes from the deceased drow captain, a 3rd-level fighter in life. He used to have the following possessions: a masterwork rapier, a masterwork chain shirt, a +1 buckler, a masterwork light crossbow complete with 10 bolts, 2 doses of drow knockout poison, 11 pp and a mithral medallion with the word "Nilerin" (the captain's name) engraved upon it (worth 520 gp).

Sonic Bats (4): CR 1; Small magical beast; HD 1d10+2; hp 7; Init +4; Spd 5 ft., fly 40 ft. (good); AC 15, touch 15, flat-footed 11; Base Atk +1; Grp -3; Atk/Full Atk +6 melee (1d4, bite); SA sound wave; SQ blindsense 60 ft., darkvision 60 ft., resistance to sonic energy 10; AL N; SV Fort +4, Ref +6, Will +2; Str 10, Dex 18, Con 14, Int 4, Wis 14, Cha 14.

Skills and Feats: Hide +8, Listen +7 (+3 if blindsense is negated), Move Silently +6, Spot +7 (+3 if blindsense is negated); Weapon Finesse.

Sound Wave (Su): Three times per day, as a standard action, a sonic bat can produce a potent sound wave. Every creature in a 10-foot spread takes 1d8 points of sonic damage and must make a DC 12 Fortitude save or be stunned for 1 round. Other sonic bats are immune to the stun effect (as well as to that of a *sound burst* spell), and their resistance to sonic energy is enough to soak the damage. Creatures that cannot hear are not stunned but are still damaged.

Area 1-4 – Drow Camp (EL 5): Read or paraphrase the following:

A glimpse of campfire can be caught from the small and almost featureless chamber. Four short, dark-skinned, white-haired elves clad in elaborate armor have gathered around the fire, looking tired but alert.

Shortly after Sirthim failed the test of the spider goddess and was banished from the drow city, the high

priestess decided to ensure his complete demise. She ordered the city's foremost general to find the drider and execute him, fearful that Sirthim might gather an army of underground dwellers and exact vengeance. The general did dispatch a handful of warriors to ferret out the exile, but he was more concerned with plotting to topple the priestess than fulfilling her orders. As a result, the drow, few in number and misinformed, ran into numerous monster ambushes before finally finding the more or less exact location of Sirthim's lair. However, their leader was killed by sonic bats (see are 1-3), and now the puny remnants of the regiment have a sort of death wish, willing to fight any attacker. Despite their overall weakness, defeating the dark elf contingent can help the PCs get the solar disk from Pserkipis without a fight.

Tactics: Unless the drow are surprised, they start the battle by firing envenomed bolts from their crossbows, then shifting to rapiers. They show sound tactics in melee, using flanking and aid another actions to improve their odds against heavily-armored adventurers. The dark elves have nowhere to run and nowhere to hide; they do not capitulate and choose to fight to the death, seeing it as liberation from an ill-planned errand.

Treasure: One of the drow soldiers carries a tube with a piece of parchment in it. It is a copy of the ordinance that sentences Sirthim to death. Show the players handout A.

Drow Soldiers (4): CR 1; Medium humanoid (elf); HD 1d8; hp 6 each; Init +1; Spd 30 ft.; AC 16, touch 11, flat-footed 15; Base Atk +1; Grp +2; Atk/Full Atk +3 melee (1d6+1/18-20, rapier) or +2 ranged (1d4/19-20 plus poison, hand crossbow); SA poison, spell-like abilities; SQ drow traits, spell resistance 12; AL NE; SV Fort +2, Ref +1, Will -1; Str 13, Dex 13, Con 10, Int 12, Wis 9, Cha 10.

Skills and Feats: Hide +0, Listen +2, Search +4, Spot +3; Weapon Focus (rapier).

Languages: Common, Drow Sign, Elven, Undercommon.

Spell-Like Abilities: 1/day – *dancing lights*, *darkness*, *faerie fire*. Caster level 1st.

Poison (Ex): Injury, Fortitude DC 13, initial damage unconsciousness for 1 minute, secondary damage unconsciousness for 2d4 hours. Each soldier has already successfully applied his dose to a crossbow bolt.

Possessions: chain shirt, light shield, rapier, hand crossbow, 10 bolts, 5 pp, ordinance concerning Sirthim.

Area 1-5 – Geyser Chamber (EL 6): Read or paraphrase the following:

The air is remarkably hot and humid, thanks to a small geyser-like basin in the center of this cave. The walls are overgrown with moss, and the vapors rising from the bubbling water disappear in an opening in the ceiling, possibly leading all the way up to the surface.

The geyser inside the cave spews sizzling-hot water every 10 minutes or so.

Hazards: Thanks to this geothermal effect, the room temperature is extremely hot at all times, so merely breathing air in this chamber deals 1d6 points of damage per minute (no save). Falling into the spring or being caught in the geyser counts as total immersion in boiling water and deals 10d6 points of damage per round of exposure. Naturally, only the strangest of creatures would consider living in such an inhospitable place.

Creatures: A belker, seeking solitude, has left the Elemental Plane of Air for this faraway and uninhabited underground chamber. As an elemental, he does not need to breathe and therefore does not suffer any ill effects of living in an extremely hot environment. The belker spends most of his time meditating and contemplating his surroundings. However, the elemental is highly jealous of his isolation and attacks all interlopers without hesitation.

Once the belker attacks, read or paraphrase the following:

All of a sudden, the vapors take on a more solid form, revealing a hazy, vaguely humanlike creature composed entirely of smoke.

Tactics: In battle, the belker takes advantage of his *smoke form*, as it is quite hard to discern a smoky silhouette in the rising vapors. As soon as his enemies figure out that there is more to the vapor that meets the eye, he attacks the closest opponent. The belker is an extremely brave fighter and will not retreat even if seriously threatened with death. His seclusion is paramount to him, so he would rather die than relocate elsewhere.

Belker: CR 6; Large elemental (air, extraplanar); HD 7d8+7; hp 38; Init +5; Spd 30 ft., fly 50 ft. (perfect); AC 22, touch 14, flat-footed 17; Base Atk +5; Grp +11; Atk +9 melee (1d6+2, wing); Full Atk +9 melee (1d6+2, 2 wings) and +4 melee (1d4+1, bite) and +4 melee (1d3+1, 2 claws); SA smoke claws; SQ darkvision 60 ft., elemental traits, smoke form; Space/Reach 10 ft./10 ft.; AL NE; SV Fort +3, Ref +10, Will +2; Str 14, Dex 21, Con 13, Int 6, Wis 11, Cha 11.

Skills and Feats: Listen +7, Move Silently +9,

Spot +7; Alertness, Multiattack, Weapon Finesse.

Smoke Claws (Ex): A belker in smoke form (see below) can engulf opponents by moving on top of them. It fills the air around one Medium or smaller opponent without provoking an attack of opportunity. The target must succeed on a DC 14 Fortitude save or inhale part of the creature. Smoke inside the victim solidifies into a claw and begins to rip at the surrounding organs, dealing 3d4 points of damage per round. An affected creature can attempt another Fortitude save each subsequent round to cough out the semivaporous menace.

Smoke Form (Su): Most of the time a belker is more or less solid, but at will it can assume smoke form. It can switch forms once per round as a free action and can spend up to 20 rounds per day in smoke form. A belker in smoke form can fly at a speed of 50 feet (perfect). The ability is otherwise similar to a *gaseous form* spell (caster level 7th).

Area 1-6 – Shimmering Cave (EL 6): Read or paraphrase the following:

The entire chamber is covered with luminescent, smelly goo. This is a passage that must have been recently made. A glowing mass in the shape of an enormous slug slithers through the passageway, its antennae oozing with a strange liquid.

Creatures: A strange being called a shimmering slug has recently burrowed a new passage, uniting two parts of the sub-dungeon. The slug is resting after such a labor and wants no one to disturb it. Once the slug is killed or driven away, the PCs can find another passage leading east that was created by the creature, which is rather easy (a DC 10 Search check; elven ability to find secret doors applies).

Tactics: The slug doesn't want to fight; it wants to be left alone. If attacked, it tries to plunge as many PCs as possible into chaos using its bewilderment ability, then it leaves. Should the PCs prove persistent, the slug starts fighting in earnest, slamming its bulk against a tough-looking PC and sprinkling madness goo on spellcasters. The creature values its life too much to fight to the death, and it burrows through the wall if the PCs don't leave it in peace after 3 or 4 rounds.

Shimmering Slug: CR 7; Large aberration; HD 8d8+16; hp 52; Init +4; Spd 20 ft., burrow 10 ft.; AC 20, touch 9, flat-footed 20; Base Atk +6; Grp +15; Atk/Full Atk +10 melee (1d8+7, slam) or +5 ranged touch (2d4 acid plus Wisdom damage); SA bewilderment, madness goo; SQ darkvision 60 ft., stability, resistance to acid 10, tremorsense 60 ft.; Space/Reach 10 ft./5 ft.; AL N; SV Fort +4, Ref +4, Will +7; Str 21, Dex 10, Con 15, Int 10, Wis 12, Cha 15.

Skills and Feats: Hide +4 (+8 in rocky underground areas), Listen +12, Spot +12; Improved Initiative, Lightning Reflexes, Power Attack.

Bewilderment (Su): A shimmering slug's ever-changing pattern of colors is capable of boggling the soundest of minds. Any creature within 30 feet of the slug and able to see it must succeed at a DC 16 Will save or behave erratically for one round, as if affected by a *lesser confusion* spell. The saving throw, whether successful or not, must be made every round for every applicable creature. Bewilderment is ineffective against sightless creatures or opponents that cannot see the slug.

Madness Goo (Ex): A shimmering slug secretes an odd-smelling multicolored liquid that is extremely hazardous to most nerve systems. The creature can spit it up to 30 feet away as a standard action; treat it as a ranged touch attack with no range increment. Opponents hit by this attack take 2d4 points of acid damage and must succeed at a DC 16 Fortitude save or take 1 point of Wisdom damage. The shimmering slug is immune to all effects of his own and other slugs' madness goo.

Stability (Ex): Due to its body shape, a shimmering slug possesses exceptional stability. It cannot be tripped or bull rushed; such attempts are always futile, as if the opponent had failed to win the opposed roll.

Area 1-7 – The Mother Lode (EL 7): When the heroes approach this area, read or paraphrase the following. Note that a cave-in occurs once the heroes actually enter the area; see details below:

A very narrow passage about five feet wide leads down to a chamber with walls glistening

with a metallic glow.

Once the heroes enter, read or paraphrase the following:

The metallic glow is undeniably that of pure gold. Perhaps this is the fabled Mother Lode. Alas, your hopes to claim it as your own crumble to dust, for the walls shake, tremble and then collapse with the cave's ceiling!

This might be not the Mother Lode of legend, but it's still a very rich gold deposit. Its anonymity is explained by the low presence of civilization in this region of the subterranean world; neither the drow nor the dwarves have enough forces at their disposal to ensure constant mining. Recently, another explanation has surfaced: an outsider from the Elemental Plane of Earth has taken control of the vein and will brook no opposition.

An emigrant minor xorn has found this gold vein much to its liking, as the gold provides it with lots of food. It spends entire days within its domain, savoring the taste of gold. The xorn is extremely territorial and protective of its wealth – even if it can serve a better purpose in other hands. Encroaching on its property would be a most unwise act on the PCs' part, though you should let them decide their actions for themselves and not give them any special warning. *Augury* and similar divination spells reveal that going through the passage is more baleful than beneficial, resulting in almost certain death but offering great wealth.

To protect its feeding grounds from intruders, the xorn has tampered with the walls of the passage

Minor Cave-In (CR 6)

This cave-in has a bury zone with a 10-foot radius and a 10-foot-radius slide zone extending beyond the bury zone, thus covering the entire narrow passage. The weakened walls can be spotted with a DC 20 Knowledge (architecture and engineering) or DC 20 Craft (stonemasonry) check. Remember that Craft checks can be made untrained as Intelligence checks. A dwarf can make such a check if they simply pass within 10 feet of a weakened wall.

Characters in the bury zone of this cave-in take 5d6 points of damage, or half that amount if they make a DC 15 Reflex save. They are subsequently buried. Characters in the slide zone take 2d6 points of damage, or no damage at all if they make a DC 15 Reflex save. Characters in the slide zone who fail their saves are buried.

Characters take 1d6 points of nonlethal damage per minute while buried. If such a character falls unconscious, he must make a DC 15 Constitution check. If it fails, he takes 1d6 points of lethal damage each minute thereafter until freed or dead.

Characters who aren't buried can dig out their friends. In one minute, using only their hands, a character can clear rocks and debris equal to five times her heavy load limit. The amount of loose stone that fills a 5-foot-by-5-foot area weighs one ton (2,000 pounds). Armed with an appropriate tool, such as a pick, crowbar, or shovel, a digger can clear loose stone twice as quickly as by hand. You may allow a buried character to free themselves with a DC 25 Strength check.

leading there. Anyone who comes through the passage triggers a cave-in (see sidebar); if an intruder is pinned, the xorn might glide through the rock mass to deliver a *coup de grace*. Using its earth glide ability it can easily avoid this danger, as can somebody who can enter without having to walk between the walls. *Fly*, *spider climb* and *gaseous form* are all acceptable magical solutions to this problem.

Once the xorn appears, read or paraphrase the following:

A barrel-shaped creature with three legs, three arms and a wide maw on the top of its stony body appears out of the ground, as smoothly as if it were rising out of water.

Tactics: Should the PCs bypass the cave-in relatively unharmed, the chamber's owner decides to parley, offering 100 nuggets (weighing 1 pound and worth 50 gp each) to the intruders if they leave and never return. If they do not accept the offer, break the agreement, or enter the chamber badly wounded, the xorn attacks, from an ambush if possible. The outsider's fighting style is reliant on the earth glide ability, which the xorn uses to launch surprise attacks on spellcasters, and its powerful slam. Otherwise the creature's tactics are fairly straightforward. It would rather die than abandon its vein.

Treasure: The characters can gather a lot of treasure from this room (even if we are not counting the 100 nuggets that the xorn carries), but it requires a modicum of mining talent. Use the following guidelines while adjudicating mining for gold: One character makes a DC 10 Profession (miner) check, representing 1 hour of work. A successful check means that the PC has extracted 1d3 one-pound nuggets; add one nugget for every 5 points the PC's check result exceeds the DC (round down). Up to five other characters can effectively use the aid another action to improve the result. The exact number of mineable gold nuggets in this chamber is up to you. Don't make it a giveaway, but don't be stingy – reward the PCs for taking their time.

Minor Xorn: CR 3; Small outsider (extraplanar, earth); HD 3d8+9; hp 22; Init +0; Spd 20 ft., burrow 20 ft.; AC 23, touch 11, flat-footed 23; Base Atk +3; Grp +1; Atk +6 melee (2d8+2, slam); Full Atk +6 melee (2d8+2, slam) and +4 melee (1d3+1, 3 claws); SQ all-around vision, earth glide, damage reduction 5/bludgeoning, darkvision 60 ft., immunity to cold and fire, resistance to electricity 10, tremorsense 60 ft.; AL N; SV Fort +5, Ref +3, Will +3; Str 15, Dex 10, Con 15, Int 10, Wis 11, Cha 10.

Skills and Feats: Hide +10, Intimidate +3, Knowledge (dungeoneering) +6, Listen +6, Move

Silently +3, Search +6, Spot +8, Survival +6 (+8 following tracks or underground); Multiattack, Toughness.

Languages: Common, Terran.

All-Around Vision (Ex): A xorn's symmetrically placed eyes allow it to look in any direction, providing a +4 racial bonus on Spot and Search checks. A xorn can't be flanked.

Earth Glide (Ex): A xorn can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing xorn flings the xorn back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Possessions: 100 gold nuggets (they are stored within the xorn's body, not yet consumed by its powerful digestive system; it can expel them as a free action).

Area 1-8 – Duergar Passage: Read or paraphrase the following:

Once again, a long and unfathomable tunnel seems to promise another long journey; it might extend hundreds of feet. A shiny object lies on a flat rock near the entrance.

The passage leads to Azadûm, a stronghold of the duergar, mortal enemies of both Sirthim and Pserkipis. Scouting parties often clash near the tunnel entrance, and one such fight is of particular interest.

A detachment of duergar soldiers engaged a raiding party of troglodytes on their way from the shrine of the Invincible Sun, carrying treasure and bringing hostages. The majority of troglodytes fled the unnecessary skirmish, but some persisted and were slaughtered by the grey dwarves. The victorious duergar, among other spoils of battle, gained the Disk of the Setting Sun and took it to Felak-Ruhad, the community leader, along with a human hostage – Eyrdran, one of the Order's knights.

When the grey dwarves encamped to regain their strength, Eyrdran scribbled an improvised note on his medallion and, when the convoy was passing the place, dropped it near the entrance. It was a desperate attempt to draw the attention of possible rescuers, and the PCs' presence means that it was not in vain. Eyrdran had to be economical with words due to space constraints, but the message is comprehensible enough. Show the players handout B; the note reads:

Taken by duergar. Disk also. Need help. Follow tunnel.

This makeshift note is a clue that one of the disks is

in Azadûm, and the PCs should go there if they are undertaking this quest on the behalf of the Order.

Area 1-9 – Secluded Cloaker (EL 5): Read or paraphrase the following:

This cave seems to be completely out of place in these caverns. It is furnished with a state-of-the-art writing table with a small bookstand on it, though the cave floor is still very rough. Pieces of parchment, inkpots, and unfolded scrolls cover almost all the surface of the table. A cloak rack with some old and bleached tabards and mantles completes the impression that this room is a study of sorts.

The Sinuous Tunnels house many monster misfits (see areas 1-5 and 1-7 for examples), and this cave is no exception. A cloaker with an unhealthy interest in illusion magic has decided to leave the mysterious cloaker city miles below ground for the isolation offered by the tunnels. The creature aspired to become a wizard and has collected a small library of magic scrolls and other arcane paraphernalia without having the wherewithal to decipher or properly use them. Nevertheless, the cloaker is quite self-confident, and might indeed become a mighty wizard someday, if only annoying visitors give it a chance to practice its talents.

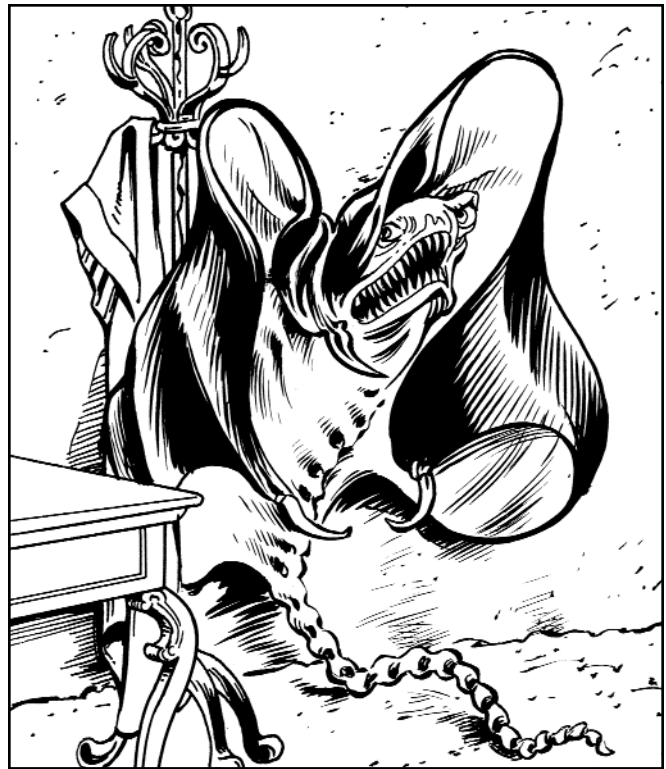
Once the cloaker attacks, read or paraphrase the following:

One of the cloaks on the racks suddenly transforms into a weird creature, loosely reminiscent of a manta ray with a bony tail.

Tactics: The cloaker can notice trespassers from afar, so it is highly likely that it will disguise itself as just another cloak on the rack before the PCs enter. If it has the time, the cloaker creates several *silent images* of spellbooks, gold, gems and other treasure to distract the PCs. It attacks at the most opportune moment, creating a *fear* effect with its moan ability, followed by a *nausea* effect. If it is not enough to scare away or disable all opponents, the cloaker creates a *mirror image* or *obscure vision* effect and goes into melee, attempting to engulf a preferably Small character. It might add a *stupor* effect on the party's most powerful combatant if severely threatened in melee. The cloaker is loath to leave his quarters and defends them with suicidal bravery.

Treasure: A boon to the party's wizard, the writing table has the following arcane scrolls on it, scribed at the minimum required caster level: *blur*, *disguise self*, *displacement*, *hypnotic pattern*, *major image*, *misdirection*, *ventriloquism*.

Cloaker: CR 5; Large aberration; HD 6d8+18; hp 45; Init +7; Spd 10 ft., fly 40 ft. (average); AC 19,



touch 12, flat-footed 16; Base Atk +4; Grp +13; Atk +8 melee (1d6+5, tail slap); Full Atk +8 melee (1d6+5, tail slap) and +3 melee (1d4+2, bite); SA moan, engulf; SQ darkvision 60 ft., shadow shift; Space/Reach 10 ft./10 ft. (5 ft. with bite); AL CN; SV Fort +5, Ref +5, Will +7; Str 21, Dex 16, Con 17, Int 14, Wis 15, Cha 15.

Skills and Feats: Hide +8, Listen +13, Move Silently +12, Spot +13; Alertness, Combat Reflexes, Improved Initiative.

Languages: Draconic, Terran, Undercommon.

Moan (Ex): A cloaker can emit a dangerous subsonic moan as a standard action. By changing the frequency, the cloaker can cause one of four effects. Cloakers are immune to these sonic, mind-affecting attacks. Unless otherwise specified, a creature that successfully saves against one of these effects cannot be affected by the same moan effect from the same cloaker for 24 hours.

Unnerve: Anyone within a 60-foot spread automatically takes a –2 penalty on attack and damage rolls. Those forced to hear the moan for more than 6 consecutive rounds must succeed on a DC 15 Will save or enter a trance, unable to attack or defend themselves until the moaning stops.

Fear: Anyone within a 30-foot spread must succeed on a DC 15 Will save or become panicked for 2 rounds.

Nausea: Anyone in a 30-foot cone must succeed on a DC 15 Fortitude save or be overcome by nausea and weakness. Affected characters fall prone and become nauseated for 1d4+1 rounds.

Stupor: A single creature within 30 feet of the cloaker must succeed on a DC 15 Fortitude save or be affected as though by a *hold monster* spell for 5 rounds. Even after a successful save, the creature must repeat the save if the cloaker uses this effect again.

Engulf (Ex): A cloaker can try to wrap a Medium or smaller creature in its body as a standard action. The cloaker attempts a grapple that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and bites the engulfed victim with a +4 bonus on its attack roll. It can still use its whiplike tail to strike at other targets. Attacks that hit an engulfing cloaker deal half their damage to the monster and half to the trapped victim.

Shadow Shift (Su): A cloaker can manipulate shadows. This ability is effective only in shadowy areas and has three possible effects:

Obscure Vision: The cloaker gains concealment (20% miss chance) for 1d4 rounds.

Dancing Images: This effect duplicates a *mirror image* spell (caster level 6th).

Silent Image: This effect duplicates a *silent image* spell (DC 15, caster level 6th).

Area 1-10 – Slug Bridge (EL 4): Read or paraphrase the following:

The most prominent feature of this cavern is a chasm, about forty feet wide, that divides it in two. A transparent eaten-out shell of some humongous snail or slug serves as a makeshift bridge between the two sides. The ceiling is quite high, rising to about 30 feet.

Allow the PCs a DC 24 Spot check to locate the dire bats hanging from the roof (who have taken 20 on their Hide check). If they notice the bats, read or paraphrase the following:

Two humongous bat-like creatures hang from the cave ceiling, their folded wings covering their bodies.

Some time in the past, the cavern used to be quite ordinary. All of this changed when a mammoth shimmering slug, measuring over 60 feet in length and 15 in width, died in this cave. Soon, a localized earthquake followed, creating a rift 30 feet wide and 50 feet deep right below the carcass. The slug's body became an improvised bridge connecting both sides of the chasm. The only thing that remains of it now is the shell – it does not degrade or attract scavengers. It resembles a transparent tube; it is almost intact, save for a middle portion, 10 feet long, where the side and the top of the shell have crumbled. The characters cannot be bull rushed when they are in the covered section, and the shell remnants in the crumbled sections provide a +2 circumstance bonus

on Strength checks to avoid being bull rushed.

There are means of overcoming the crevasse. The most straightforward way (and one of the fastest, despite the common “wobbly bridge” stereotype that pervades adventure stories) is to follow the slug bridge up to the end. Other alternatives include jumping (though it requires a really heroic Jump bonus), spells such as *spider climb* or *fly*, and using rope and grappling hooks to create another, ostensibly more reliable bridge. If your players devise some other creative and viable way of overcoming the chasm, do not stand in the way of their inventiveness.

Creatures: Two bats of monstrous size and a proportionate appetite lair here. They have developed an odd symbiosis with the slug bridge, preying upon anyone who treads upon its exposed section. The bats are always looking for something to eat, and generally wait suspended from the ceiling until something delicious treads on the slug bridge.

Tactics: The bats swoop down upon PCs, attempting a bull rush against the first opponent to reveal himself through the uncovered section (check modifier +9, including the bonus for charging; the attack of opportunity applies normally). Regardless of whether he survives the fall or not, the bats attack the rest of the party, using their aerial advantage and, if possible, new bull rush attempts. If the PCs have crossed to the other side using some other way, the bats bull rush only if they are close enough to the ledge, attacking in an otherwise predictable manner. If one bat is killed, the other flies away.

Dire Bat (2): CR 2; Large animal; HD 4d8+12; hp 30 each; Init +6; Spd 20 ft., fly 40 ft. (good); AC 20, touch 15, flat-footed 14; Base Atk +3; Grp +10; Atk/Full Atk +5 melee (1d8+4, slam); SQ blindsense 40 ft.; Space/Reach 10 ft./5 ft.; AL N; SV Fort +7, Ref +10, Will +6; Str 17, Dex 22, Con 17, Int 2, Wis 14, Cha 6.

Skills and Feats: Hide +4, Listen +12 (+8 if blindsense is negated), Move Silently +11, Spot +8 (+4 if blindsense is negated); Alertness, Stealthy.

Area 1-11 – Troglodyte Passage (EL 4): Read or paraphrase the following:

A curved passage is becoming straighter and straighter. It is as long as the eye can see, and definitely leads to another cave system.

It is the passage to the Hissing Caves, used by troglodytes to raid the grimlocks and Azadûm. Troglodyte scouting parties are a frequent sight. There is a 50% chance that the PCs encounter such a party coming out of the tunnel when they first arrive here. While making their way to the Paradise

through the passage, troglodytes like that are 20% likely to waylay the PCs every 2 hours.

If the PCs encounter a party on their first arrival, read or paraphrase the following:

However, it is not time to wonder as to where this passage can lead, for a band of four foul-smelling scaled humanoids meets you at the entrance, brandishing morningstars, clutching shields and hissing ominously.

If the PCs are successfully waylaid by troglodytes later in the tunnel, read or paraphrase the following:

After many hours of spelunking, you finally encounter some living souls. Sadly, these are no more than four scaled humanoids, leaping out of the darkness with a clear intent to end your travels here.

Troglodyte Raiders (4): CR 1; Medium humanoid (reptilian); HD 2d8+4; hp 13 each; Init -1; Spd 30 ft.; AC 17, touch 9, flat-footed 17; Base Atk +1; Grp +1; Atk +2 melee (1d8, morningstar); Full Atk +2 melee (1d8, morningstar) and +0 melee (1d4, bite); SA stench; SQ darkvision 90 ft.; AL CE; SV Fort +5, Ref -1, Will +0; Str 10, Dex 9, Con 14, Int 8, Wis 10, Cha 10.

Skills and Feats: Hide +3 (+7 in rocky areas or underground), Listen +3; Multiattack, Weapon Focus (morningstar).

Languages: Draconic.

Possessions: morningstar, heavy wooden shield, 10 gp.

Area 1-12 – Grick Cavern (EL 5): Read or paraphrase the following:

This elongated and narrow cave can be compared to a hole dug out by a predatory creature. Constricted and tapered, the cavern requires a great deal of care to get through.

Creatures: An overly large grick launches frequent attacks against passers-by from this cavern. It has a penchant for humanoid meat, prizing troglodytes above all but not objecting to the occasional human or dwarf. The grick reviles magic weapons, understanding the grave danger such objects pose to its well-being, and has been known to break them. Once it attacks, read or paraphrase the following:

A monstrosity of serpentine shape darts out of a fissure, waving the four tentacles that surround its bloody beak.

Tactics: The grick attempts to strike from an ambush, flailing with its tentacles. It favors unarmored and weaponless opponents, since, in its opinion, they are unable to do any damage to it. Any

attack with a magic weapon or its equivalent (such as ki strike) makes it shift its preference. Although hardier than a normal grick, this specimen isn't particularly adept at tactics, so it should be easy prey for strategically-minded characters.

Giant Grick: CR 5; Large aberration; HD 6d8+12; hp 39; Init +1; Spd 30 ft.; AC 16, touch 10, flat-footed 15; Base Atk +4; Grp +14; Atk +9 melee (1d6+6, tentacle); Full Atk +9 melee (1d6+6, 4 tentacles) and +7 melee (1d4+3, bite); SQ damage reduction 10/magic, darkvision 60 ft., scent; Space/Reach 10 ft./5 ft.; AL N; SV Fort +4, Ref +3, Will +7; Str 22, Dex 13, Con 15, Int 3, Wis 14, Cha 5.

Skills and Feats: Climb +14, Hide +3 (+11 in natural rocky areas), Listen +7, Spot +7; Alertness, Multiattack, Skill Focus (Hide), Track.

Area 1-13 – Greetings from the Grave (EL 4): Read or paraphrase the following:

The passage opens in a spacious cave, its stalactite-ridden ceiling rising to three dozen feet. The floor, unlike other caves, is remarkably smooth, an obvious sign of work by intelligent creatures. Unsophisticated drawings on the walls, made with some kind of black paint, depict large spiders, centipedes, scorpions and similar creatures. The largest drawing, surprisingly skillful, shows a spider with a humanoid torso, holding in its humanlike arms an unfurled scroll and a severed head with pointy ears. In the cave's center stand four alarmingly humanlike creatures, naked, with long, filthy hair and blank eye sockets, whose decomposed bodies seem to fall apart as they shamble towards you.

Here begins grimlock territory. These eyeless humanoids have taken heart after Sirthim's arrival and are extremely eager to repel any invader, real or imaginary, from their lands. Despite their low numbers (and the absence of children, hunted down by troglodytes), grimlocks are a threat to anyone foolish enough to tread on their territory.

This particular chamber is the entrance hall to the grimlock realm. They intentionally keep it almost empty and uninhabited to lure unsuspecting enemies into a trap.

Creatures: Sirthim created the 4 zombies that seem to be the only guardians of this chamber. Using several scrolls of *animate dead* he had managed to bring from the drow city, the drider returned fallen grimlock warriors to a semblance of life. He instructed them to immediately attack any trespassers if they do not present proof of their friendship. As zombie reasoning is quite limited, Sirthim narrowed the list of these proofs to severed drow heads. Unless

the PCs are openly displaying any such objects, the zombies attack.

Tactics: Their tactics are limited to hacking at the nearest foe and mumbling incoherently. The zombies have no life to cling to, so they do not retreat.

Development: While the PCs face off against the zombies, the footmen in area 1-14 duck behind the barricade and nock their bows, and the riders in area 1-15 mount their centipedes and prepare to defend themselves. After the final round of fighting undead is over, the footmen carry out their readied actions, firing arrows at their chosen characters.

If the adventurers do present the proof, the zombies hesitate for a while, and then one of them takes a cut-off head, shambles closer to area 1-14 and shows it to the grimlocks. After that, a grimlock envoy addresses the PCs from the top of the barricade (see 1-14 for details) and offers them the opportunity to parley with the “elf-spider” who is the ultimate authority of the tribe. To do this, the PCs must agree to sheath their weapons and wear a blindfold, though the latter can be argued. If they refuse, hostility is imminent. In case the adventurers agree, they are escorted all the way to Sirthim.

Important: Should the PCs finally come to terms with the drider, award the due experience for all encounters they have skipped by doing so, including this one.

Grimlock Zombie (4): CR 1; Medium undead; HD 4d12 plus 3; hp 31; Init +0; Spd 30 ft.; AC 16, touch 10, flat-footed 16; Base Atk +2; Grp +5; Atk/Full Atk +5 melee (1d8+4/x3, battleaxe); SQ blindsight 40 ft., single actions only, damage reduction 5/slashing, undead traits; AL NE; SV Fort +1, Ref +1, Will +4; Str 17, Dex 11, Con –, Int –, Wis 10, Cha 1.

Feats: Toughness.

Area 1-14 – Barricade (EL 7): Read or paraphrase the following:

A huge pile of rocks, debris and desiccated spider corpses blocks the path, rising halfway to the ceiling. From small gaps in the bulwark, one can discern half a dozen straw mats, crude benches and dishes, revealing that this place serves as a living or sleeping chamber.

The barricade is in effect a 10-foot high wall that provides the grimlocks with cover (+4 cover bonus to AC, +2 to Reflex saves). It can be traversed with a DC 15 Climb check (a move action), bringing the PC onto the top where the grimlocks are, but provoking an attack of opportunity from the defenders.

Creatures: Five brave warriors are ready to defend

their community from any assailant. They are armed with battleaxes and makeshift bows fashioned from fossilized spider legs and web strands. The grimlocks are on constant guard duty here, looking out for enemies of the tribe. All five are cramped in very tight quarters and take a -6 penalty to melee attacks to targets beyond the barricade, but can shoot with no problems.

Tactics: The grimlocks are in a very advantageous position, and they know it. Unless the PCs accept their offer of peace, they fire their bows at will, hoping to bring down at least one opponent before the others reach the summit of the barricade. Once the bulwark is scaled, the grimlocks fall back into the room and brandish their axes. They take full advantage of the little space available, flanking and directing their attacks against unarmored characters. The footmen have no fear of death and fight to the last one.

The statistic blocks include a +4 cover bonus to AC and a +2 cover bonus to Reflex saves.

Grimlock Footman, grimlock War 2 (5): CR 2; Medium monstrous humanoid; HD 4d8+4; hp 22; Init +1; Spd 30 ft.; AC 21, touch 11, flat-footed 16; Base Atk +4; Grp +6; Atk/Full Atk +6 melee (1d8+3/x3, battleaxe) or +5 ranged (1d8/x3, longbow); SQ blindsight 40 ft., immunities, scent; AL N; SV Fort +4, Ref +4, Will +2; Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6.

Skills: Climb +8, Hide +3 (+13 in mountains or underground), Listen +5, Spot +3; Alertness, Iron Will, Track.

Languages: Common, Grimlock.

Possessions: leather armor, longbow, 20 arrows, battleaxe.

Area 1-15 – Underground Joust (EL 5): Read or paraphrase the following:

The chamber is unusually wide. The floor is dotted with countless small footprints. The silence is pierced by loud clicking and sounds of dozens of tiny legs scratching against dungeon walls. With startling speed, two horse-sized centipedes scuttle down the walls, ridden by eyeless humanoids armed with mighty lances – and ready to use them to your detriment.

Grimlock cavalry may be viewed as an oxymoron, but in a tribe governed by a drider wielding odd magic, anything is possible. Sirthim has hand-picked these soldiers and helped them learn to ride their insect steeds into battle. These unlikely mounted warriors have impressed the drider with their potential, and he is considering creating more centipedes and instructing more riders. In subterranean

settings, such troops, combining speed with superior climbing ability, would grace the army of any commander.

The centipedes ridden by the grimlocks are stronger and more durable than most of their kind, gaining a +4 inherited bonus to Strength and Constitution thanks to Sirthim's experiments.

Tactics: If their blindsight isn't foiled by some means, the cavalymen receive notice of the PCs long before their actual arrival to the area. The grimlocks act upon that information, relocating to the very edge of the area and preparing to ride out and meet their enemies. (In combat, assume that their mounts act on their riders' turn, even if it's less advantageous overall). The riders start the clash by charging at the closest PCs with their lances, doing 2d8+8 damage on a successful hit (or 4d8+16 on a critical). Then they drop their lances, take out their battleaxes and chop at their opponents, chanting a grimlock battle song that resembles spider clicking to unprepared listeners. The grimlocks' mounts fight as resolutely as their masters do, biting with their powerful jaws and sapping the PCs' Dexterity. Remember that the grimlocks can use their Mounted Combat feat to negate damage dealt to the centipedes once per round. If at least one rider or mount is defeated, the remaining creatures retreat to area 1-16.

Grimlock Centipede Rider, Grimlock War2 (2): CR 2; Medium monstrous humanoid; HD 4d8+4; hp 22; Init +1; Spd 30 ft.; AC 17, touch 11, flat-footed 16; Base Atk +4; Grp +6; Atk/Full Atk +6 melee (1d8+3/x3, lance or battleaxe) or +5 ranged (1d8, light crossbow); SQ blindsight 40 ft., immunities, scent; Space/Reach 5 ft. (10 ft. mounted) /5 ft. (10 ft. with lance); AL N; SV Fort +4, Ref +4, Will +2; Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6.

Skills and Feats: Climb +3, Hide +3 (+13 in mountains or underground), Listen +5, Ride +5, Spot +3; Alertness, Mounted Combat, Track.

Languages: Common, Grimlock.

Possessions: leather armor, light crossbow with 10 bolts, battleaxe, lance.

Hardy Large Monstrous Centipede (2): CR 1; Large vermin; HD 3d8+6; hp 20; Init +2; Spd 40 ft., climb 40 ft.; AC 14, touch 11, flat-footed 12; Base Atk +2; Grp +9; Atk/Full Atk +4 melee (1d8+4 plus poison, bite); SA poison; SQ darkvision 60 ft., vermin traits; Space/Reach 10 ft./5 ft.; AL N; SV Fort +5, Ref +3, Will +1; Str 17, Dex 15, Con 14, Int -, Wis 10, Cha 2.

Skills and Feats: Climb +11, Hide +6, Spot +4; Power Attack.

Poison (Ex): Injury, Fortitude DC 13, initial and

secondary damage 1d4 Dex.

Possessions: bit and bridle, military saddle.

Area 1-16 – Centipede Pen (EL 6): Read or paraphrase the following:

The passage's floor is covered with all kinds of garbage and litter. Prints of hundreds of thin legs are all over. Soon you can see the possible source of this mess: three enormous centipedes eating carrion. They are overseen by a towering eyeless warrior wielding a heavy flail and covered in scars from head to toe.

Creatures: It is a "centipede pen" of sorts, and 3 grimlock steeds live here and feed on carrion. They are overseen by Muronk, a seasoned berserker and the tribe's champion. Sirthim places particular trust in Muronk, as the grimlock becomes a veritable machine of destruction during his frequent fits of rage, killing troglodytes by the dozen.

Tactics: Upon noticing the PCs' presence, Muronk falls back closer to the barricade and directs the centipedes to follow him. Falling back allows the barbarian to enlist the aid of the veterans (see area 1-17). He does his best to protect the entrusted mounts and, after flying into a rage, attacks the party's strongman. Meanwhile, the vermin fall on the rest, attacking quick, dexterous opponents in preference. Against light-armored foes, Muronk frequently channels 3 points of attack bonus using the Power Attack feat; his attack bonus and damage change to +8 melee (1d10+14/19-20, +1 *heavy flail*). Naturally, it makes him a juggernaut of melee combat, and it is in the PCs' best interests to put him to rest as soon as possible. In dire circumstances, a *calm emotions* spell might come in handy. Anyway, Muronk prefers death to defeat, and the centipedes scuttle behind the barricade if their protector is slain.

Hardy Large Monstrous Centipedes (3): see stats in area 1-15.

Muronk, grimlock Bbn3: CR 4; Medium monstrous humanoid; HD 2d8+4 plus 3d12+12; hp 44; Init +0; Spd 40 ft.; AC 17, touch 10, flat-footed 17; Base Atk +5; Grp +8; Atk/Full Atk +9 melee (1d10+5/19-20, +1 *heavy flail*); SA rage 1/day; SQ blindsight 40 ft., immunities, scent, fast movement, illiteracy, uncanny dodge, trap sense +1; AL N; SV Fort +5, Ref +4, Will +3; Str 17, Dex 11, Con 15, Int 10, Wis 8, Cha 9.

Skills and Feats: Climb +5, Hide +4 (+14 in mountains or underground), Listen +9, Spot +9; Alertness, Power Attack, Track.

Languages: Common, Grimlock.

Rage: When Muronk rages, his statistics change as follows: hp 54 (+10); AC 15, touch 8, flat-footed 15; Grp +10; Atk/Full Atk +11 melee

(1d10+8/19-20, +1 *heavy flail*); SV Fort +7, Will +5; Str 21, Con 19; Climb +7.

Possessions: Masterwork studded leather armor, +1 *heavy flail*, centipede-shaped bronze amulet (300 gp).

Area 1-17 – Die for the Drider (EL 6): Read or paraphrase the following:

The extremely constricted passage is blocked by a yet another bulwark, defended by four muscled humanoids wielding longbows. An iron door is visible at its end.

The bulwark is identical to the one in area 1-14. The iron door is not locked but is stuck, requiring a DC 28 Strength check to open. Remember that the aid another action can be extremely useful here.

Creatures: The last line of Sirthim's defenses is a regiment of 4 grimlock veterans, with more than a dozen troglodyte or duergar bodies to their name. Even more loyal than other grimlocks, the veterans are the drider's personal point of pride.

Tactics: The veterans fight much like the footmen in area 1-14, albeit in a more organized manner. They shout battle cries in Grimlock to let Sirthim know that the enemies are already near his sanctum. The grimlocks' greataxes are very dangerous and unpredictable weapons, so some character types should avoid melee at all costs.

Grimlock Veterans, War3: CR 3; Medium monstrous humanoid; HD 5d8+5; hp 27 each; Init +1; Spd 30 ft.; AC 18, touch 11, flat-footed 17; Base Atk +5; Grp +7; Atk/Full Atk +8 melee (1d12+3/x3, masterwork greataxe) or +6 ranged (1d8/x3, longbow); SQ blindsight 40 ft., immunities, scent; AL N; SV Fort +4, Ref +5, Will +5; Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6.

Skills and Feats: Climb +8, Hide +3 (+13 in mountains or underground), Listen +5, Spot +5; Alertness, Iron Will, Track.

Languages: Common, Grimlock.

Possessions: masterwork studded leather armor, longbow, 20 arrows, masterwork greataxe.

Area 1-18 – Sirthim's Sanctum (EL 7): Read or paraphrase the following:

This voluminous web-spun chamber looks somewhat like a demented wizard's study, with notes, scrolls and battered books scattered everywhere. A roughly wrought table stands in its centre, with a closed volume resting upon it. Beakers and decanters filled with unknown liquids add to the impression.

The cobwebs in the sanctum, while not very sticky, make it harder to skulk around. It costs 2 squares of

movement to enter a square in this room; creatures with spider-like body shapes do not suffer this drawback.

Creatures: The grimlock leader is here almost at all times, devising new methods of taming vermin and creating new kinds of insects by breeding. He keeps his two pet Large monstrous spiders with him at all times, frequently using them as test subjects. Webs are almost omnipresent, as are Sirthim's semi-insane writings, containing almost illegible notes on creating intelligent insect life in a laboratory, and assorted alchemical equipment.

Sirthim's fascination with insects began when he still was a dark elf. While making an in-depth study of transmutation magic (he is technically a specialist wizard, unlike many other driders), he stumbled upon some old writings, blasphemous to the Spider Goddess' dogma, but containing an interesting treatise on creating intelligent insect life. Sirthim's quest to remove any difference between humanoids and vermin was ironically achieved when he was cursed into his present form by the drow deity and exiled from his home city. His sanity, already out of balance, was shattered, but he managed to recover most of his plans and continue his experiments. Sirthim is still far from his goal, but anything can happen, especially with a reverent tribe of grimlocks at his disposal.

Tactics: The drider's tactics depend heavily on PCs' behavior and attitude, as well as certain events.

We Come in Peace: If the PCs present the severed drow heads and behave amiably while talking to Sirthim, who relates his history and present situation, he strives to help his new friends. The PCs can have the Disk and use Sirthim's sanctum and all grimlock lands as their home base. He can throw in some helpful elixirs to boot.

Bound and Gagged: The characters may have been captured either by grimlock warriors or the neuronea and brought to Sirthim's presence. Needless to say, the drider is insulted, and, unless the PCs are really good at Diplomacy, Sirthim is willing to try out his elixirs on them. The PCs' captivity can be as short or as prolonged and gruesome as you see fit for the campaign. Do give them a chance to escape in any case.

Shoot First, Ask Questions Later: This mode of Sirthim's conduct assumes the PCs behave in a good old kick-in-the-door manner, attacking all monsters and never wasting their time to parley. The drider is expected to be well informed, of the characters' advance by his minions, so he casts, in the following order, *mage armor* (AC 21, touch 11, flat-



footed 19), *false life* (1d10+7 temporary hp), *fox's cunning* (all spell save DCs increase by 2) and *expeditious retreat* (land speed 60 ft.). As soon as the characters burst the iron door and run into the chamber, the drider unleashes a *deep slumber* and instigates the spiders to attack. Depending on the immediate situation, he either uses his offensive spells on enemy spellcasters or uses his *suggestion* ability against the most powerful melee combatant, all while staying out of close combat. Sirthim is likely to use *reduce person* on fighters or similar characters to decrease their melee might or use *summon swarm* to engulf the party with a horde of spiders. Meanwhile, his arachnid pets throw webs at will. The wizard retreats if both spiders are killed and he is below 10 hp, escaping through 1-1A (secret door Search DC 25; naturally, he doesn't need to make the check to find it) and then out of the Sinuous Tunnels in search of greener pastures.

Treasure: Sirthim has a small treasure hoard, all dumped into a broken chest somewhere in the area. It includes 120 pp, 800 gp, 3 aquamarine gems (350 gp each), the Disk of the Rising Sun and a plethora of magic items designed before the terrible ordeal that turned Sirthim into a drider. The hoard includes his well-worn spellbook in a binding that resembles an insect's carapace; apart from already-prepared spells, it has the following to offer: 0-level – all; 1st-

level – *animate rope*, *cause fear*, *chill touch*, *comprehend languages*, *hypnotism*, *jump*, *magic weapon*; 2nd-level – *blindness/deafness*, *daze monster*, *glitterdust*, *cat's grace*, *scare*, *spider climb*, *whispering wind*; 3rd-level – *arcane sight*, *ray of exhaustion*, *slow*.

The most interesting pieces of treasure are helpful and harmful elixirs, crafted in a standard procedure using the Craft Wondrous Items feat; however, the secret of making them was wiped clean from the wizard's mind after the transformation, and now they are effectively (very) minor artifacts. Should the PCs want to recreate them, they will have to research the exact process; for time and costs, assume that each item is equivalent to a 3rd-level spell. Only dedicated (or demented) collectors would buy such items, but the PCs can count on about 1,000 gp per item from such buyers. All elixirs radiate a strong aura of transmutation magic and are labeled in Undercommon according to the names presented below.

Helpful Elixirs:

Earthworm's Senses: The recipient gains tremorsense (up to 30 ft. range) for 3 hours. As a small side effect, his skin becomes rubbery and segmented.

Scorpion's Hardness: Any creature that imbibes the

elixir gains a +5 natural armor bonus to AC; it stacks with any existing natural armor but not with magical effects or items that grant the same bonus (such as barkskin and amulet of natural armor). The benefit lasts for 5 hours. In addition, the elixir causes the drinker's skin to grow darker and more chitinous in appearance.

Centipede's Swiftmess: The imbiber gains a +20 feet bonus to his land speed and gains a climb speed of 20 feet (stacking with an existing one) for 2 hours. His limbs become more elongated and crooked.

Sirthim's Mercy: This elixir removes the effects of any harmful elixir concocted by Sirthim.

Harmful Elixirs:

Cockroach's Beauty: After drinking this elixir, the creature must succeed at a DC 16 Fortitude save or undergo a gradual and horrifying transformation. If *break enchantment* or *remove curse* are not cast on a victim within 2 hours, it is polymorphed into a giant cockroach (treat as a Medium monstrous centipede), as if affected by a *baleful polymorph* cast by a 10th-level caster. During that period, the recipient feels his body itch and ache as it becomes smoother and covered in chitin; he grows a long moustache and his jaws elongate.

Grimlock's Sight: Unless the drinker succeeds at a DC 15 Fortitude save, his eyes are covered by a patch of skin, making him look much like a grimlock. The victim is permanently blinded, but does not gain the grimlocks' blindsight.

Ant's Diligence: The imbiber becomes docile and submissive, fulfilling all Sirthim's orders as if affected by a *dominate monster* spell cast by a 14th-level caster. He is allowed a DC 17 Will save to resist the effect. The elixir is powerless if drunk after Sirthim's death.

Sirthim, Drider: CR 7; Large aberration; HD 6d8+18; hp 45; Init +2; Spd 30 ft., climb 15 ft.; AC 17, touch 11, flat-footed 15; Base Atk +4; Grp +10; Atk +5 melee (1d6+2/19-20, dagger) or +6 melee (1d4+1 plus poison, bite) or +5 ranged (1d8/x3, shortbow); Full Atk +3/+3 melee (1d6+2/19-20, daggers) and +1 melee (1d4+1 plus poison, bite) or +5 ranged (1d8/x3, shortbow); SA spells, spell-like abilities, poison; SQ darkvision 60 ft., spell resistance 17; Space/Reach 10 ft./5 ft.; AL N; SV Fort +6, Ref +5, Will +9; Str 15, Dex 15, Con 16, Int 15, Wis 16, Cha 16.

Skills and Feats: Climb +10, Concentration +9, Knowledge (arcana) +7, Listen +10, Sense Motive +8, Spot +10; Craft Wondrous Items, Two-Weapon Fighting, Weapon Focus (bite).

Languages: Common, Elven, Undercommon.

Wizard Spells Prepared (as Wiz6(Transmuter): 4/4/4/2; save DC 12 + spell level): 0-level – *detect magic* (x2), *message*, *read magic*; 1st-level – *expeditious retreat*, *feather fall*, *mage armor*, *magic missile*, *reduce person* (DC 13), *shocking grasp* (+6 melee touch); 2nd-level – *false life*, *fox's cunning*, *acid arrow* (+6 ranged touch), *scorching ray* (+6 ranged touch), *summon swarm*; 3rd-level – *blink*, *deep slumber* (DC 15), *lightning bolt* (DC 15). *School of Specialization:* Transmutation. *Prohibited Schools:* Abjuration, Illusion.

Poison (Ex): Injury, Fortitude DC 16, initial and secondary damage 1d6 Str.

Spell-Like Abilities: 1/day – *dancing lights* (DC 13), *clairaudience/clairvoyance*, *darkness*, *detect good*, *detect law*, *detect magic*, *dispel magic*, *faerie fire*, *levitate*, *suggestion* (DC 16). Caster level 6th.

Possessions: 2 daggers, shortbow, quiver with 20 arrows, *cloak of resistance* +1, spider-shaped silver circlet (700 gp), centipede-shaped bronze amulet (300 gp).

Large Monstrous Spiders (Web-spinners) (2): CR 2; Large vermin; HD 4d8+4; hp 22 each; Init +3; Spd 30 ft., climb 20 ft.; AC 14, touch 12, flat-footed 11; Base Atk +3; Grp +9; Atk/Full Atk +4 melee (1d8+3 plus poison, bite); SA poison, web; SQ darkvision 60 ft., tremorsense 60 ft., vermin traits; Space/Reach 10 ft./5 ft.; AL N; SV Fort +5, Ref +4, Will +1; Str 15, Dex 17, Con 12, Int –, Wis 10, Cha 2.

Skills: Climb +11, Hide +3 (+11 in webs), Move Silently +3 (+11 in webs), Spot +4.

Poison (Ex): Injury, Fortitude DC 13, initial and secondary damage 1d6 Str.

Webs (Ex): Web-spinners can throw a web 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 up to one size category larger than the spider. An entangled creature can escape with a successful Escape Artist check (DC 13) or burst it with a Strength check (DC 17); both are standard actions. A Large monstrous spider web has no hardness and 12 hp.



Sub-Dungeon II: Azadûm

Azadûm was founded by a group of militaristic grey dwarves looking to expand their territory and spread their faith. They are led by Felak-Ruhad, a cleric fervently devout to Aflufad and eager to spread the spirit's loftiest ideals: despotism, treachery, and, last but not least, greed. The king of the group's home city has encouraged the colonists, and has repeatedly sent reinforcements, laborers and foodstuffs. Meanwhile, the duergar are waging an onerous war on two fronts, against both grimlocks and Pserkipis' troglodytes. Felak-Ruhad is deeply concerned by this fact, and is trying to rectify the situation by using fiendish assistance. A friendly thaumaturgist in the duergar city frequently sends him new devilish minions and helps Felak-Ruhad conduct sinister rituals.

The priest has separated his personal section of the dungeon from the rest with layers of secret doors and fiendish guardians. He seldom speaks to his underlings, but the officers Zundabar and Gundabar make sure that the discipline remains intact. Felak-Ruhad is more concerned with his hunger for wealth and the destruction of his adversaries than with the problems of his soldiers.

Recently, the duergar have had a major success, slaughtering a troglodyte regiment and capturing the disk of the Setting Sun along with a human hostage. Another important victory came with the massacre of a dwarven scouting party – actually, the retinue of a dwarven nobleman in search of the Underground Paradise. Felak-Ruhad is overenthusiastic to use these valuable assets to his advantage.

Sub-Dungeon Features

Unless otherwise noted, areas in sub-dungeon II have the following features:

Lighting: Although duergar have darkvision, Felak-Ruhad insists on maintaining fire everywhere to pay due homage to the spirit he worships. Each room in the sub-dungeon is illuminated by an *everburning torch*.

Ceilings: The ceilings in the duergar fortress are typically 15 feet high.

Walls: All walls in the sub-dungeon are hewn stone walls. They require a DC 25 Climb check to move along.

Floors: The floors in Azadûm are smooth stone floors, constructed with great care and ingenuity characteristic of dwarven architects. They impose no penalty on movement or skill checks.

Doors: Unless otherwise stated, all doors are iron doors (hardness 10, 60 hp, break DC 28), closed but not locked. All secret doors within the sub-dungeon require a DC 25 Search check to find.

Wandering Monsters

There are no wandering monsters in this sub-dungeon.

Areas of the Map

Area 2-1 – Know Your Boundaries (EL 4): Read or paraphrase the following:

The long journey is over. You are standing before a lavishly decorated gate made of reddish iron that seems to erupt in flame, so vivid are the images carved into it. It is guarded by four well-armored grey dwarves, who seem ready enough for a coming invasion.

Four duergar 1st-level warriors are guarding the gate from an invasion. They are on duty beyond the gate, ready to warn those inside if somebody's coming. The conscripts have been instructed to ask for a code phrase ("*Glistening gold*," said in Dwarven), so mere disguises won't fool them. If the PCs spend 10 minutes unnoticed, they can see a duergar warrior returning to the fortress and pronouncing that phrase. After that, at least one PC skilled at disguise has a chance to penetrate. Another method is a good old brawl.

Tactics: If attacked, the duergar raise an alarm by striking a gong hanging before the entrance (a free action); it is heard in areas 2-2 through 2-5. One of them rushes back into the citadel to close the door from inside, and the rest *enlarge* themselves, then wade into melee.

Duergar Conscript War1 (4): CR 1; Medium humanoid (dwarf); HD 1d8+5; hp 9 each; Init +0; Spd 20 ft.; AC 17, touch 10, flat-footed 17; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d8+2/x3, warhammer) or +1 ranged (1d8/19-20, light crossbow); SA spell-like abilities; SQ darkvision 60 ft., duergar traits; AL LE; SV Fort +4 (+6 vs. spells), Ref +0 (+2 vs. spells), Will -1 (+1 vs. spells); Str 13, Dex 11, Con 14, Int 10, Wis 9, Cha 4.

Skills and Feats: Appraise +2, Craft (blacksmithing) +2, Craft (stonemasonry) +2, Listen +3, Move Silently -4, Spot +2; Toughness.

Languages: Common, Dwarven, Undercommon.

Spell-Like Abilities: 1/day – *enlarge person*, *invisibility* (affect only the duergar and whatever it carries). Caster level 3rd.

Statistics While Enlarged: Large humanoid (dwarf); AC 16, touch 9, flat-footed 6; Grp +6; Atk/Full Atk +3 melee (1d8+2/x3, warhammer) or +1 ranged (1d8/19-20, light crossbow); Space/Reach 10 ft./10 ft.; Str 15, Dex 8.

Possessions: chainmail, warhammer, light crossbow, 10 bolts, heavy steel shield, 10 gp.

Area 2-2 – Guard Room (EL 6): Read or paraphrase the following:

The corridor widens into a guard room, constructed in the traditional dwarven style – that is, ascetic, minimalist, and sturdy. Red banners with gemstones represented on them hang from the walls.

Felak-Ruhad has dispatched 4 conscripts to cover up the right wing of Azadûm and appointed an able rogue called Nuruzud to command them. Dissimilar to the traditional dwarven archetype, he eschews bulky armor in the favor of stealth and guile. Combined with some of the duergar traits (mainly the bonus to Move Silently checks and the ability to become invisible), it makes Nuruzud an unpredictable and crafty opponent. He trains his soldiers to imitate his manner, with limited success because they are more dependent on heavy armor. Nevertheless, Nuruzud is determined to prove his worth to Azadûm's leader and convince him that his approach to fighting is viable.

Tactics: At the slightest hint of an invasion, Nuruzud and his subordinates use their *invisibility* and wait for strangers to enter their room. They position themselves in the corners and near the walls. Then the conscripts *enlarge* themselves (it doesn't interfere with their invisibility); Nuruzud does not, as it hurts him more than helps. The point of this tactics is ensuring that enemies passing through the room are both flanked and cut off from the exit. If the PCs enter, two conscripts, moving as silently as their armor permits, block the exits with their enlarged bulk; the other two keep standing next to the walls, flanking all enemies in the room's centre; and Nuruzud makes a sneak attack against one of them, preferably an obvious spellcaster. Once he is revealed, the conscripts enter the fray. They always change their positions in battle to grant Nuruzud a flanking bonus (and an opportunity to sneak attack). If the battle goes badly, Nuruzud flees to area 2-8, where he teams up with Greus and others (see the appropriate area description), while the conscripts fall back closer to 2-3, crying for reinforcements.

Duergar Conscripts (4): see 2-1 for stats.

Nuruzud, Male duergar Rog3: CR 4; Medium humanoid (dwarf); HD 3d6+6 plus 3; hp 20; Init +0; Spd 20 ft.; AC 16, touch 10, flat-footed 16; Base Atk +2; Grp +3; Atk/Full Atk +4 melee (1d6+1/19-20, masterwork shortsword) or +4 ranged (1d4/19-20, masterwork hand crossbow); SA sneak attack +2d6, spell-like abilities; SQ darkvision 60 ft., duergar

traits, evasion, trapfinding, trap sense +1; AL LE; SV Fort +3 (+5 vs. spells), Ref +3 (+8 vs. spells), Will +0 (+2 vs. spells); Str 13, Dex 12, Con 14, Int 10, Wis 8, Cha 8.

Skills and Feats: Disable Device +4, Hide +9, Knowledge (local) +6, Listen +6, Move Silently +13, Search +6, Spot +6, Tumble +7; Toughness, Weapon Finesse.

Languages: Common, Dwarven.

Spell-Like Abilities: 1/day – *enlarge person* and *invisibility* (affect only Nuruzud and whatever he carries). Caster level 6th.

Possessions: mithral shirt, light mithral shield, masterwork shortsword, masterwork hand crossbow, 10 bolts, turquoise beads (125 gp).

Area 2-3 – On Duty (EL 5): Read or paraphrase the following:

You are looking into somewhat ascetic warriors' quarters with four beds and little else.

If the conscripts are present, continue with the following:

Four gray dwarf soldiers, their arms and armor ready, are playing dice, but seem disciplined enough to defend themselves.

Run-of-the-mill soldiers of Azadûm spend their time in their quarters while not occupied with an assignment. At any time, at least four conscripts are relaxing here (keeping their armor on and weapons ready, should a fancy strike their commander).

Tactics: On hearing the alarm, the conscripts pour out into the hall, assume *invisibility* and *enlarge* themselves. Joining with other soldiers, they prepare a very wicked trap for the PCs, who, unless they are careful enough, will have to face 9 duergar in a completely obstructed hallway. Using coordination and teamwork to supplement their numbers, the warriors of the Underkeep are ready to repel the attackers.

Duergar Conscript (4): see area 2-1.

Area 2-4 – Spiked Siblings (EL 7): Read or paraphrase the following:

These quarters look top-notch compared to the rest. There are two comfortable beds inside, and the entire room is decorated with coats-of-arms with menacing symbolism.

These quarters belong to Zundabar and Gundabar, two brothers coming from a distinguished duergar family famous for their military traditions. The two are Azadûm's subleaders, second only to Felak-Ruhad. They are constantly quarrelling with each other; however, they promptly put their arguments

aside when it's time to do battle. The duergar brothers adore combat, where they make powerful displays of their teamwork and unusual weaponry. They aspire to become dwarven defenders someday – and the bodies of such intruders as the PCs shall pave their road to success.

Tactics: Zundabar and Gundabar are shrewd combatants. As soon as they hear the sounds of the battle (and this will definitely happen sooner or later), they *enlarge* themselves, then use *invisibility*. Then they wait until the battle starts, and, if it is not in the favor of the duergar, they move to the narrow passage near area 2-3 and block it. With their increased space and reach, the siblings almost completely block the passage and can strike opponents up to 15 feet away. They concentrate on a single adversary, preferably somebody Small or with an apparently low Strength; one of them uses his spiked chain to make a trip attack, the other strikes the prone opponent if the trip attempt succeeds or delivers a regular attack against some other enemy. The brothers' fighting style is quite efficient, although their AC is somewhat low and they don't have a lot of hit points, so they are not undefeatable. If the tides of battle turn against them, the dwarves retreat to area 2-6, where they make a heroic last stand.

Zundabar and Gundabar, Male duergar Ftr4 (2): CR 5; Medium humanoid (dwarf); HD 4d10+12; hp 34 each; Init +0; Spd 20 ft.; AC 17, touch 10, flat-footed 17; Base Atk +4; Grp +7; Atk/Full Atk +9 melee (2d4+7, +1 *spiked chain*); SA spell-like abilities; SQ darkvision 60 ft., duergar traits; Space/Reach 5 ft./5 ft. (10 ft. with spiked chain); AL LE; SV Fort +7 (+9 vs. spells), Ref +1 (+3 vs. spells), Will +0 (+2 vs. spells); Str 16, Dex 10, Con 16, Int 13, Wis 8, Cha 8.

Skills and Feats: Craft (armorsmithing) +9, Craft (weaponsmithing) +9, Intimidate +5; Combat Expertise, Exotic Weapon Proficiency (spiked chain), Improved Trip, Weapon Focus (spiked chain), Weapon Specialization (spiked chain).

Languages: Common, Draconic, Dwarven.

Spell-Like Abilities: 1/day – *enlarge person* and *invisibility* (affect only the duergar and whatever it carries). Caster level 8th.

Statistics While Enlarged: Large humanoid (dwarf); AC 15, touch 10, flat-footed 15; Grp +12; Atk/Full Atk +9 melee (2d6+9, Large +1 *spiked chain*); Space/Reach 10 ft./10 ft. (15 ft. with spiked chain); SV Ref +0 (+2 vs. spells); Str 18, Dex 8.

Possessions: masterwork half-plate, +1 *spiked chain*, *potion of cure moderate wounds*, keys to area 2-6 and the chest in it.



Area 2-5 – Conscript Quarters (EL 6): Read or paraphrase the following:

Compared to the previous one, these quarters are better furnished and more comfortable. They can accommodate four warriors.

More experienced career soldiers are given better quarters by Felak-Ruhad. Four veteran warriors are here, enjoying the better life and bullying other soldiers into making their lives even more comfortable. On the battlefield, however, they are formidable.

Tactics: The veterans employ tactics very similar to those of other soldiers (see 2-3). The only difference is that they execute it better, placing themselves in more advantageous positions and making more prudent maneuvers. Their main goal is to trap the PCs in the hall connecting areas 2-3 to 2-7, surround them and hack them to bits.

Duergar Conscript (4): see 2-1.

Area 2-6 – Secure Storage (EL 5): To enter the room, the adventurers must first find a way to open the locked iron door. The keys to the lock belong to Zundabar, Gundabar, and Felak-Ruhad; picking the lock is rather difficult (a DC 30 Open Lock check). When the door is opened, read or paraphrase the following:

This is a storage room, cluttered up with crates and strongboxes. A massive chest is prominent among other containers.

Almost all the crates contain foodstuffs (dried meat, fruits, etc.), common weapons and armor (mainly axes of all kinds), tools, and other mundane items of little interest to a typical adventurer. However, the chest does offer something interesting to salvage. It isn't locked, but has a magical trap on it. This *phantasmal killer* trap was designed to kill off any non-duergar thief should he somehow reach the chest. All duergar are immune to phantasms, so they can (and do) touch the chest without any fears.

Phantasmal Killer Trap: CR 5; magic device; touch trigger; automatic reset; spell effect (*phantasmal killer*, 7th-level wizard, DC 16 Will save for disbelief and DC 16 Fort save for partial effect); Search DC 29; Disable Device DC 29.

Treasure: The chest contains 900 gp, a finely wrought silver coronet worth 300 gp, and a *rope of climbing*.

Area 2-7 – Mess Hall (EL 5): Read or paraphrase the following:

A long table dominates the room, covered with iron plates full of sliced fungi. A combination of various kitchenwares hanging on the wall, open barrels filled with water, and a hearth complete with a cauldron dictate the feeling that the room is either a kitchen or a mess hall, or both at the same time. The room has a niche in its eastern wall, separated by a portcullis with a winch, where a tentacled abomination is chewing some kitchen refuse.

To dispose of their garbage without despoiling their surroundings and attracting undue attention, the grey dwarves use one of the few creatures that enjoy such an occupation – an otyugh. This particular otyugh has been called to the Material Plane from a fiendish plane where sinners are forced to eat all manner of refuse as a punishment for their wrongdoings. The duergar keep the monster in a 10-by-10 foot niche in the eastern wall, separated from the rest of the kitchen by a portcullis. The winch used to raise it is to the right of the alcove; the creature isn't intelligent enough to understand the connection between the two objects. As an additional safety measure, one of the creature's legs is chained to the wall (the particularly strong and short chain has 20 hp, hardness 5 and a break DC of 28). It prevents the otyugh from moving, but it can still utilize its long reach to attack any opponent in the room. Sometimes the monster is taken out for a walk to prevent obesity and muscle atrophy.

A steady diet of rotten fungi, dead rats and other kitchen refuse guaranteed the otyugh's cooperation; it has never attacked duergar, but has no qualms

against extending its menu – especially with such interlopers as the PCs.

Tactics: If the adventurers wander into the kitchen (and are not disguised as grey dwarves), the otyugh attacks in anger. With its tentacles, it strikes at unarmed NPCs and/or ranged attackers, but shifts to a melee combatant should he approach. The otyugh grapples with his chosen opponent as long as it is convenient. For example, the creature relinquishes its hold if a rogue makes a sneak attack against it (keep in mind that the otyugh is considered to have lost its Dexterity bonus to AC while grappling). The portcullis grants the monster cover relative to the opponents on the other side of it (already included in the statistics block); the otyugh can wriggle its tentacles through the bars without any disadvantage. The creature has no immediate means of escaping and goes on fighting until slain.

Treasure: The otyugh has pilfered several shiny objects from some oblivious duergar soldiers and hidden them in the garbage. A DC 15 Search check reveals his cache of 200 gp and two golden yellow topazes (both are worth 350 gp).

Fiendish Otyugh: CR 5; Large aberration (extraplanar); HD 6d8+9; hp 36; Init +0; Spd 0 ft. (normally 20 ft.); AC 21, touch 13, flat-footed 21; Base Atk +4; Grp +8; Atk +4 melee (1d6, tentacle); Full Atk +4 melee (1d6, 2 tentacles) and bite -2 melee (1d4); SA constrict 1d6, disease, improved grab, smite good (+6); SQ darkvision 60 ft., scent, damage reduction 5/magic, resistance to cold and fire 5, spell resistance 11; Space/Reach 10 ft./10 ft. (15 ft. with tentacle); AL NE; SV Fort +3, Ref +4 (including cover bonus), Will +6; Str 11, Dex 10, Con 13, Int 5, Wis 12, Cha 6.

Skills and Feats: Hide -1 (+7 in lair), Listen +6, Spot +6; Alertness, Toughness, Weapon Focus (tentacle).

Languages: Common.

Constrict (Ex): An otyugh deals automatic tentacle damage with a successful grapple check.

Disease (Ex): Filth fever – bite, Fortitude DC 14, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con.

Smite Good (Su): Once per day the otyugh can make a normal melee attack to deal +6 extra damage against a good foe.

Area 2-8 – The Gatekeeper (EL 6): Read or paraphrase the following:

The corridor ends in a wall with peculiar adornments. Large carvings depict some sort of ceremony, possibly a sacrifice, carried out by macabre, only slightly humanoid creatures. A bearded humanlike head has been chiseled out



of the wall, its countenance awe-inspiring and astoundingly realistic.

The head is magical in nature and has an interesting history. It speaks Common, Draconic, Infernal and Undercommon, has an Intelligence score of 16 and 10 ranks in the following areas of the Knowledge skill: arcana, architecture and engineering, dungeoneering, religion, and the planes. Although the head appears to be made of normal stone, in fact it has been chiseled from a piece of fiendish rock and thus has hardness 8 and 35 hp; in addition, it has damage reduction 5/silver or good. The head was created by extraplanar artisans and given to Felak-Ruhad as a token of diabolical appreciation of his deeds. It is animated by a spiritual essence that prefers to be called The Gatekeeper. It speaks in a booming and unsettling voice, with a variety of intonations ranging from gratifying to patronizing. The Gatekeeper claims to be the servitor of Felak-Ruhad and the ultimate authority on allowing guests into his presence. To prove that the PCs have peaceful intentions, they must solve three riddles concerning three most bitter enemies of the cleric. The adventurers have but a minute to find the correct answer; you can simulate this by giving your players a minute of real-world time. They are allowed to use divination spells, but, given the time limitation, can pull off just one *augury* per riddle. A DC 15 Knowledge (dungeoneering) check can give them a general hint, while a result of 25 or better finds the correct answer.

After a wrong reply, the angry head blasts the character with a *scorching ray* (assume a ranged touch attack bonus of +5) or the entire party with *burning hands* (DC 12), all as a 7th level spellcaster. Then the PCs can have another attempt, ad infinitum. The head can use either ability for a total of 7 times a day.

The head will not allow the PCs to leave until they answer all three questions, threatening to burn them with its spell-like abilities. They can attempt to give the right answers, just go away (the Gatekeeper shall be deeply offended) or try to destroy the head. The Gatekeeper's only means of defense are yelling and blasting with fiery rays, but it can't do so forever. (The head has an initiative modifier of +0 and can take only one action per round, invariably using a spell-like ability). In any case, destroying the head or giving three correct answers opens the secret door behind the Gatekeeper. Although the door can be found before that, it has no keyhole and can't be opened by other means short of breaking the wall.

The riddles are as follows:

*I can change color, but I am not a chameleon.
My stench is horrid, but I am not a skunk.
I live in caves, but I am not a bat.*

(Answer: Troglodyte)

*I am a zealot cursed by my goddess.
My visage is horrifying, but I can conceal it with spells.
My soul is elven, my limbs spiderlike.*

(Answer: Drider; "Sirthim" is also correct)

*I have no arms, but I spin magic.
My countenance is human, but my body is not.
Look into my eyes and become my vassal.*

(Answer: Spirit naga; "The Slithering Overlord," "Pserkipis," or simply "naga" are also valid answers)

Area 2-9 – Bearded Fiends (EL 6): Read or paraphrase the following:

Flames and gemstones are the primary decorative motif of this chamber, seen on tapestries as well as painted on the walls. The room's guardians are two stocky grey dwarves, who welcome you with brutal laughter, and a repulsive bearded being armed with a viciously sharpened glaive. There are two doors on the far wall.

Characters who look above the door through which they enter will note an inscription in Dwarven reading, "Covet the gemstones of your soul," a common duergar adage.

“Some fiendish assistance wouldn’t hurt this stronghold,” thought Felak-Ruhad, and he was right. He was able to cajole a bearded devil into becoming his personal bodyguard. Since then he hasn’t regretted a minute of it. Greus, as the barbazu is called, enjoys torturing and mutilating prisoners and attacks any interlopers with an unsettling enthusiasm. The duergar that have been given to him to serve as cannon fodder are slowly becoming as sadistic as their devilish superior. Although they don’t have a common language to converse in, they have developed a primitive sign system to coordinate tactics in battle.

Tactics: The barbazu and his conscripts are Felak-Ruhad’s first line of active defense, and they won’t let him down. In the first round, the conscripts *enlarge* themselves and advance, while Greus flies into a battle frenzy and charges the closest PC. The adventurers’ opponents are shock troops *par excellence*, relying on sheer power and impetus to crush foes; their tactics can be described as beating down the enemy before it beats them down. They are zealous and powerful, but only Greus can hold on for long. If the PCs seriously injure the barbazu, it steps back, then tries to call in another bearded devil. Successful or not, the following round Greus uses his *greater teleport* ability to escape; he teleports to Felak-Ruhad’s shrine and warns him of the adversity that the priest is about to face.

Greus the Barbazu: CR 6; Medium outsider (evil, extraplanar, lawful); HD 6d8+18; hp 45; Init +6; Spd 40 ft.; AC 19, touch 12, flat-footed 17; Base Atk +6; Grp +8; Atk +9 melee (1d10+3 plus infernal wound, glaive) or +8 melee (1d6+2, claw); Full Atk +9/+4 melee (1d10+3 plus infernal wound, glaive) or +8 melee (1d6+2, 2 claws); SA infernal wound, beard, battle frenzy (2/day, 6 rounds), summon devil; SQ damage reduction 5/silver or good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, see in darkness, spell resistance 17, telepathy 100 ft.; Space/Reach 5 ft./5 ft. (10 ft. with glaive); AL LE; SV Fort +8, Ref +7, Will +5; Str 15, Dex 15, Con 17, Int 6, Wis 10, Cha 10.

Skills and Feats: Climb +11, Diplomacy +2, Hide +11, Listen +9, Move Silently +9, Sense Motive +9, Spot +9; Improved Initiative, Power Attack, Weapon Focus (glaive).

Languages: Celestial, Draconic, Infernal.

Spell-Like Abilities: At will – *greater teleport* (self plus 50 pounds of objects only). Caster level 12th.

Infernal Wound (Su): The damage Greus deals with its glaive causes a persistent wound. An injured creature loses 2 additional hit points each round. The wound does not heal naturally and resists healing spells. The continuing hit point loss can be

stopped by a DC 16 Heal check, a *cure* spell, or a *heal* spell. However, a character attempting to cast a *cure* spell or a *heal* spell on a creature damaged by Greus’ glaive must succeed on a DC 16 caster level check, or the spell has no effect on the injured character. A successful Heal check automatically stops the continuing hit point loss as well as restoring hit points. The infernal wound is a supernatural ability of the bearded devil, not of the weapon.

Beard (Ex): If Greus hits a single opponent with both claw attacks, it automatically hits with its beard. The affected creature takes 1d8+2 points of damage and must succeed on a DC 16 Fortitude save or be infected with a vile disease known as devil chills (incubation period 1d4 days, damage 1d4 Str). Damage is dealt each day until the afflicted creature succeeds on three consecutive Fortitude saves, the disease is cured magically, or the creature dies.

Battle Frenzy (Ex): When Greus is in the battle frenzy, his statistics change as follows: hp 57; AC 17, touch 10, flat-footed 15; Grp +10; Atk +11 melee (1d10+6 plus infernal wound, glaive) or +10 melee (1d6+4, claw); Full Atk +11/+6 melee (1d10+6, glaive) or +10 melee (1d6+2, 4 claws); SV Fort +10, Will +7; Str 19, Con 21; Climb +13.

Summon Devil (Sp): Once per day Greus can attempt to summon 2d10 lemures with a 50% chance of success, or another bearded devil with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

Duergar Conscript (3): see 2-1.

Area 2-10 – Chained Devil (EL 6): Read or paraphrase the following:

Iron bars, cuffs, and chains hang around the walls; many of them are quite old and rusty. A magic circle complete with esoteric symbols and glyphs has been inscribed on the floor with some luminescent paint. A humanlike figure in shackles and manacles all over its body is standing inside the circle, anchored to the room’s ceiling with a light chain made of a bluish metal.

Felak-Ruhad is using this room for his thaumaturgic rituals (and sometimes for torture), summoning and binding extraplanar creatures to his will. It has a very bleak and depressing look to it, and it is justified by acts of horrible atrocity completed inside its walls. As a result, the entire room radiates a faint aura of evil.

With the aid of a powerful duergar priest, Felak-Ruhad was able to call a chain devil named Gintard from the depths of the netherworld, but the fiend showed little obedience. Angered, the cleric decided to teach the obstinate devil a lesson and imprisoned him inside the magic circle. In addition, the senior

priest who aided Felak-Ruhad used a magical chain, made of mithral imbued with the essence of the Astral Plane, to secure Gintard in place and prevent his escape. The kyton resents this ironic captivity and seeks any opportunity to return to his fiery pits.

A successful DC 20 Knowledge (arcana) or Knowledge (religion) check identifies the symbols on the magic circles as sigils usually inscribed by those who want to contact Aflufad, a malicious spirit whose portfolio includes gems, underground treasures, fire and greed. The magic circle and the chain both radiate a strong aura of abjuration magic and evil. A DC 25 Spellcraft check reveals an uncommon magical effect associated with the chain: it keeps Gintard from any harm whatsoever (much like *temporal stasis*), but he is not unconscious, can perceive his surroundings and even talk, but cannot move or use any of his special attacks.

The adventurers might at first try to attack and kill Gintard, though it quickly becomes evident that they can't damage the kyton and vice versa. Gintard is very loquacious, and gladly tells the tale of his confinement to the PCs. He knows a lot about the duergar stronghold, and can give almost exhaustive information about Felak-Ruhad and his minions. The kyton underlines that he wants to escape Azadûm as soon as possible and will help the PCs fight duergar and perhaps other enemies (for as long as it is convenient to him).

Gintard states (truthfully) that there are several ways to set him free. The first is a *dispel magic* spell targeted at the magic circle; however, the senior priest who created it was a high-level spellcaster, and the DC for the caster level check is 22. The second way to release Gintard is breaking the bluish chain. It made of mithral (hardness 15, 30 hp), but has an effective hardness of 25 against a weapon that is not good-aligned (it takes a non-evil cleric and one *align weapon* spell to fix this potential problem). The third way is to sprinkle the circle with Felak-Ruhad's

blood. If either the circle or the chain is somehow neutralized, the obstacle that remains also loses its power (the chain breaks, the circles fades, etc.).

If Gintard is freed, he betrays the PCs when the time is right – for example, when they are severely wounded and surrounded by enemies. If the adventurers are not in their fullest vigor when they free him, the kyton gleefully fights them in the chamber, where he can put his dancing chains ability to good use. In some other fighting venue, he employs his unnerving gaze and flails any apparent priest with his chains, always adapting to the current combat situation. Dying on the Material Plane means final death for the kyton (as he has been called, not summoned), so he is not above fleeing to Felak-Ruhad's quarters, apologizing and asking him to destroy the interlopers.

Gintard the Kyton: CR 6; Medium outsider (evil, extraplanar, lawful); HD 8d8+16; hp 52; Init +6; Spd 30 ft.; AC 20, touch 12, flat-footed 18; Base Atk +8; Grp +10; Atk +10 melee (2d4+2/19-20, chain); Full Atk +10 melee (2d4+2/19-20, 2 chains); SA dancing chains, unnerving gaze; SQ damage reduction 5/silver or good, darkvision 60 ft., immunity to cold, regeneration 2, spell resistance 18; Space/Reach 5 ft./5 ft. (10 ft. with chains); AL LE; SV Fort +8, Ref +8, Will +6; Str 15, Dex 15, Con 15, Int 6, Wis 10, Cha 12.

Skills and Feats: Climb +13, Craft (blacksmithing) +17, Escape Artist +13, Intimidate +12, Listen +13, Spot +13, Use Rope +2 (+4 with bindings); Alertness, Improved Critical (chain), Improved Initiative.

Languages: Common, Infernal.

Dancing Chains (Su): Gintard's most awesome attack is its ability to control up to four chains within 20 feet as a standard action, making the chains dance or move as it wishes. In addition, Gintard can increase these chains' length by up to 15 feet and cause them to sprout razor-edged barbs. These

Aflufad

Aflufad, a malicious and overbearing deity of the underground also known as The Ruby Lord and The Covetous One, is lawful evil. He is worshipped by many races that inhabit the world's depths, but his most faithful adherents are the gray dwarves. He rules over the riches concealed in the earth's womb, and promises to reward anyone avaricious and unscrupulous enough to use any means to gain them. The god also has dominion over underground flames: it is said that he created the first gemstones from hellfire in his forge. Aflufad is fond of gems, particularly rubies; his followers prize them as sacred objects. His priests, clad in bright-red cloaks, frequently lead duergar explorers further into the depths, driven by their inflated lust for power and riches.

Aflufad grants access to the following domains: Earth, Evil, Fire, Law, and Trickery. His symbol is a fire pit and his favored weapon is a ruby scepter (treat as a morningstar). Aflufad's priests have no set time for prayer, for it's difficult to track time underground (but this doesn't give them any particular advantage over other clerics). The deity usually sends evil fire or earth elementals as his heralds.

chains attack as effectively as the devil itself. If a chain is in another creature's possession, the creature can attempt a DC 15 Will save to break Gintard's power over that chain. If the save is successful, the kyton cannot attempt to control that particular chain again for 24 hours or until the chain leaves the creature's possession. Gintard can climb chains it controls at its normal speed without making Climb checks.

Unnerving Gaze (Su): Range 30 ft., Will DC 15 negates. Gintard can make its face resemble one of an opponent's departed loved ones or bitter enemies. Those who fail their saves take a -2 penalty on attack rolls for 1d3 rounds.

Area 2-11 – Earth Jail (EL 6): Read or paraphrase the following:

Two cages and a pit dominate this room. Shackled figures are kept in the cages, and various torture devices hanging from a rack on the wall hint to the horrible fate that sooner or later meets everyone imprisoned here. A creature about ten feet tall, resembling a human-like pile of rock, stone, and earth, stand before the cages and reacts to your coming with an unintelligible roar.

This jail is perhaps one of the most inescapable in existence. It is guarded by an earth elemental that needs no food and no rest, an implacable guardian. Should anyone be crafty enough to escape his bonds, the elemental will easily bull rush the exhausted prisoner into a 60-foot deep spiked pit. It takes a DC 20 Climb check to scale its walls, but generally no one survives to attempt climbing out.

Spiked Pit Trap: CR 4; mechanical; location trigger; automatic reset; DC 20 Reflex save avoids; 60 ft. deep (6d6, fall); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 each); Search DC 20; Disable Device DC 20.

Creatures: A sole large earth elemental conjured by Felak-Ruhad works as a jailor, prison guard and riot police in this sinister room. While not particularly bright, the creature can take advantage of the special features the room has to offer. It is emotionless, tireless and completely obedient to the duergar cleric, a perfect minion to any would-be petty tyrant.

Tactics: The elemental takes its guard duty quite seriously and will waste no time in attacking the PCs. Its slam attacks, damage reduction and immunity to flanking and critical hits make it a powerhouse in melee, but the creature does not limit itself to straightforward brawling and knows some dirty tricks. Its favorite one is to push the toughest-looking fighter into the pit and onto the spikes (bull rush

check modifier +12, including its earth mastery ability). Otherwise, it is no more intelligent than a typical elemental and can be outsmarted by cunning players. Only the elemental's destruction can free it from its obligations.

Development: After dispatching the elemental, the PCs can talk to the chained prisoners. One of them is Eyrdran, a knight of the Order of the Invincible Sun (male human Pal5, hp 42, 31 points of nonlethal damage) and Fridmir, a dwarven noble (male dwarf Ari6, hp 38, 23 points of nonlethal damage). They were captured at different moments and in different places but have discussed a lot during their imprisonment and developed a grudging sort of friendship. Both are eager to tell their stories – after they are freed. The keys to their cages are in Felak-Ruhad's possessions, but the locks can be either picked (a DC 30 Open Lock check) or broken (hardness 15, 35 hp); bending the cages' bars (a DC 24 Strength check) is also a nice solution. Their shackles are masterwork manacles (hardness 10, 10 hp, break DC 28).

Eyrdran tells that he was captured during the assault of the shrine. The trogs who convoyed him spoke of somebody called "Pserkipis", "The Slithering Overlord," and "a serpent with a human face." Then the trogs were attacked by duergar, and Eyrdran became a captive once again. However, he did manage to leave a warning about his imprisonment. The paladin vaguely remembers having been interrogated by a duergar priest in a fiery-red cloak who wanted to know all about the treasure hoard and Pserkipis.

Fridmir proudly claims to be a descendant of Leigmund Rockweaver, and relates the legend of the Underground Paradise (see the beginning of the description of sub-dungeon III on page 30). The dwarf mounted an expedition to find this fabled place, but it turned out to be ill-planned, and all his companions were slaughtered in a duergar ambush. Fridmir has the same memories of being questioned as Eyrdran.

Both former prisoners beg to recover their equipment from the bottom of the pit; they say the PCs can keep all their money if they do so. Whether they accompany the party and fight beside the PCs or not is up to you and the specifics of your campaign. If you feel the PCs need some assistance, let it be (use the typical human paladin write-up in the DMG for Eyrdran; Fridmir is a liability in combat anyway); if you don't, convince the players that NPCs can have a life of their own.

Treasure: The prisoners' gear was thrown at the bottom of the pit. Eyrdran's possessions are the fol-

lowing: full plate, masterwork heavy shield, masterwork longsword, 3 *potions of cure light wounds*, a *scroll of bear's endurance*, 3 flasks of holy water and a pouch of 120 gp. These are the items of Fridmir: masterwork chainmail, masterwork dwarven waraxe, heavy crossbow, 10 bolts, *cloak of resistance +1* and 200 gp.

Large Earth Elemental: CR 5; Large elemental (earth, extraplanar); HD 8d8+32; hp 68; Init -1; Spd 20 ft.; AC 18, touch 8, flat-footed 18; Base Atk +6; Grp +17; Atk +12 melee (2d8+7, slam); Full Atk +12 melee (2d8+7, 2 slams); SA earth mastery, push; SQ damage reduction 5/—, earth glide, darkvision 60 ft., elemental traits; Space/Reach 10 ft./10 ft.; AL N; SV Fort +10, Ref +1, Will +2; Str 25, Dex 8, Con 19, Int 6, Wis 11, Cha 11.

Skills and Feats: Listen +6, Spot +5; Cleave, Great Cleave, Power Attack.

Languages: Terran.

Earth Mastery (Ex): An earth elemental gains a +1 bonus on attack and damage rolls if both it and its foe are touching the ground. If an opponent is airborne or waterborne, the elemental takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.)

Push (Ex): An earth elemental can start a bull rush maneuver without provoking an attack of opportunity. The combat modifiers given in Earth Mastery, above, also apply to the elemental's opposed Strength checks.

Earth Glide (Ex): An earth elemental can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing earth elemental flings the elemental back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Area 2-12 – Hall of Burning Avarice (EL 7): Read or paraphrase the following:

This grand hall is decorated with fiery-red tapestries depicting dancing flames surrounding some glistening gemstones. A slab of red granite, covered with a brocade cloth and littered with gems of all kind, stands near one of the walls.

Felak-Ruhad spends most of his time in the shrine, supplicating the spirit of greed to grant him more gems and gold. He is almost completely oblivious to everything that's going on beyond his immediate domain, but the duergar is likely to notice especially loud noises and prepare accordingly.

Creatures: Felak-Ruhad is an astute and malicious

leader, showing no mercy or compassion neither to his subordinates or to his enemies. He was attracted here by the rumors of the Mother Lode (see area 1-7), but grabbing Pserkipis' treasure now seems a more real task to him, and Felak-Ruhad will stop at nothing to obtain it. He has already interrogated Fridmir and Eyrdran and will torture them to death out of sadism if not out of necessity. In any case, Felak-Ruhad is driven by clear and understandable motives, justifying the destruction of everyone not subservient to him.

Tactics: Given due time to prepare, Felak-Ruhad casts these spells in order: *divine favor* (Atk/Full Atk +10 melee (1d8+5, +1 *morningstar*)), *owl's wisdom* (all spell save DCs are increased by 2), *resist energy* (resistance to fire 10). If he can sense the PCs' movement near the room, he casts *summon monster III* to call forth a hell hound and makes it bark as loud as it can to attract their attention. In the following round, the cleric *melds into stone*. While the adventurers fight the hell hound, Felak-Ruhad casts *produce flame*, drinks the *elixir of fire breath* and, after two or three rounds, surfaces with a nasty surprise, like *burning hands*, *sound burst*, a spontaneous *inflict serious wounds* or even his newfound breath weapon. The priest fights in melee with fervor, using *inflict* spells as well as *produce flame* and his morningstar to wreak havoc upon the party. He despises arcane spellcasters and uses *silence* to curtail their magical assistance. Should the need arises, the duergar *enlarges*, pumping up his space and reach to 10 feet and increasing damage (*divine favor* included) to 1d8+6; AC becomes 21, touch 9, flat-footed 21. With all the due measures taken, Felak-Ruhad can resist even a numerous and well-organized party. But when faced with imminent death (about 10 hp remaining), the priest remembers about self-preservation and tries to slip out while *invisible*.

Treasure: Assorted gems, offered to Aflufad to placate him, are the PCs' for the taking. The pile mainly consists of rock crystals, but there are also many pieces of amber, amethysts, deep green spinels and even a small uncut diamond. The total worth of this one-pound pile is 3,600 gp; the brocade cloth is worth 400 gp. Buried under the pile is the disk of the Setting Sun.

Felak-Ruhad, Male duergar Clr6: CR 7; Medium humanoid (dwarf); HD 6d8+12; hp 39; Init +4; Spd 20 ft.; AC 22, touch 10, flat-footed 22; Base Atk +4; Grp +6; Atk/Full Atk +8 melee (1d8+3, +1 *morningstar*); SA rebuke undead (-1, 2d6+5, 6th), spell-like abilities; SQ darkvision 60 ft., duergar traits, spell resistance 17; AL LE; SV Fort +7 (+9 vs. spells), Ref +4 (+6 vs. spells), Will +8 (+10 vs.

spells); Str 14, Dex 10, Con 14, Int 13, Wis 16, Cha 8.

Skills and Feats: Concentration +11, Knowledge (religion) +5, Knowledge (the planes) +6, Spellcraft +10; Improved Initiative, Lightning Reflexes, Weapon Focus (morningstar).

Languages: Common, Dwarven, Infernal.

Spell-Like Abilities: 1/day – *enlarge person* and *invisibility* (affect only the duergar and whatever it carries). Caster level 12th.

Cleric Spells Prepared (caster level 6th): 0 – *cure minor wounds* (3), *detect magic* (2); 1st – *bane* (DC 14), *burning hands** (DC 14), *command* (DC 14), *divine favor*, *cause fear* (DC 14); 2nd – *cure*

moderate wounds, *owl's wisdom*, *produce flame** (+6 melee touch, +4 ranged touch), *sound burst* (DC 15), *silence* (DC 15); 3rd – *dispel magic*, *meld into stone*, *resist energy** (cold or fire only), *summon monster III*. *Domain spell.

Domains: Earth (2/day – turn/destroy air creatures, rebuke/command earth creatures) and Fire (2/day – turn/destroy water creatures, rebuke/command fire creatures).

Possessions: +1 full plate, +1 heavy steel shield, +1 morningstar, *elixir of fire breath*, jasper-encrusted holy symbol (fire pit) (600 gp), keys to area 2-6, the chest in it, and the cages in area 2-11.

Sub-Dungeon III: Underground Paradise

The creation of the Underground Paradise is attributed to Leigmund Rockweaver, an epic-level dwarven druid of times long gone. It is said that he attempted to recreate a natural environment of distant past (even relative to the era when he lived) deep underground as a test of his abilities. And so he entered an enormous cave, created an invisible but potent source of life, covered the rocks with a layer of soil, caused terrible lizards to jump into existence from the void, and established the laws of this ecosystem – all in but 10 minutes of the spell's casting time. With each dawn of the underground luminary, a generation of docile but nutritious mammals faintly reminiscent of sheep appeared out of nowhere to serve one sole purpose – feed the predators. The predators would exercise their hunting skills and be well-fed, but would breed at an incredibly slow rate, lest they overrun the entire subterranean world with their progeny. At night, the illumination would change to starlight and foster the creatures of the night. After creating this utopian mini-world, Leigmund moved elsewhere and then mysteriously vanished without trace.

Unfortunately, most of the powerful dinosaurs were killed off in an epidemic outbreak and now their numbers are very low. Nevertheless, Pserkipis found them to be imposing and loyal creatures, for they seem to completely ignore reptilian or ophidian enemies, used to as they are to the faux mutton of the Paradise. The naga invited a troglodyte hermit called Tusai to take care of the creatures then established two elevators, the first connecting the Hissing Caves of his tribe to the Paradise, and the second leading to his "palace" – a large cave where he lairs and keeps his hoard.

Sub-Dungeon Features

Areas in sub-dungeon III have widely varying features. The features depend on where the room exactly is – in the Paradise proper (areas 3-7 through 3-13), Hissing Caves (3-1 through 3-6), or the Slithering Overlord's palace (area 3-14).

Ceilings: The ceilings in the Hissing Caves are generally 15 feet high. In all areas of the Paradise, they are 60 to 80 feet high, with a small variation depending on the exact location.

Walls: All walls in the sub-dungeon are hewn stone walls. They require a DC 25 Climb check to climb.

Floors: The floor in the Hissing Caves is smooth but covered in debris. Movement is not penalized; however, a DC 10 Balance check is required to run or charge across such a floor. Failure means the character can still act, but can't run or charge in this round. The natives of the caves, adapted to this limitation, gain a +4 circumstance bonus on these particular checks.

The floor in the Underground Paradise (with the notable exception of the Palace; see below) is covered in light undergrowth. Unless the area is a path or a clearing, it costs 2 squares of movement to enter a square, and each square provides concealment (20% miss chance). The DC of Tumble and Move Silently checks increases by 2.

The floor in the Palace is impeccably smooth.

Lighting: All rooms in the Hissing Caves are well illuminated by phosphorescent fungi. The entire Underground Paradise is in either broad daylight or illuminated by tiny invisible stars, depending on the time of day. The Palace is well illuminated by braziers.

Wandering Monsters

There are no wandering monsters in this sub-dungeon.

Areas of the Map

Area 3-1 – Watchful Fungus (EL 5): Read or paraphrase the following:

The bewildering maze of tunnels finally ends in a sort of a finish line. Giant fungi and moss grow in abundance in this passage that certainly leads further into the cave system. They come in the most bizarre shapes and sizes, including huge violet specimens with some sort of tendrils protruding from their bodies.

This is the antechamber of troglodyte territory. The narrow passage is indispensable as a strongpoint, as it forces the potential antagonists to advance in increments of two or three, making a large force more manageable. Apart from that, a vegetable alarm system put up by the Overlord ensures that almost no one passes through it unnoticed.

Creatures: Shortly after assuming leadership over the troglodytes, Pserkipis ordered his followers to plant a colony of giant fungi near the entrance to the caves to create a “living alarm” that would instantly inform his subjects of a possible invasion. Although several duergar regiments have penetrated this line (as the mushrooms do not have any special ability to detect invisible creatures), the fungi are still considered a reliable if noisy defense.

Tactics: The fungi are accustomed to troglodytes moving around the entrance, so they do not react to anything that resembles a reptilian humanoid. The PCs can trick them with *alter self* and the like. However, the shrieker fungi waste no time in announcing the arrival of a potential menace, and the violet fungi blindly attack the nearest interloper.

Development: The shriekers’ cries can be heard in areas 3-2, 3-3 and 3-4. The 7 troglodytes residing in areas 3-2 and 3-3 rush towards the source of danger and arrive in 2 rounds. The *charmed* duergar and their trog commander from area 3-4 position themselves near area 3-2 and attempt to set an ambush should the characters be victorious.

If the troglodytes arrive at area 3-1 before the PCs dispatch the annoying fungi, they fight in an organized way, surrounding their enemies and cutting off any possible escape routes. Both raiders and skirmishers relish melee combat and single out any characters that are using ranged weapons, forcing them into a close-quarters fight. If at least 4 of the troglodytes are defeated, the survivors retreat to

their respective areas, where they hide and await the PCs’ coming.

Shrieker Fungus (3): CR 1; Medium plant; HD 2d8+2; hp 11; Init -5; Spd 0 ft.; AC 8, touch 5, flat-footed 8; Base Atk +1; Grp -4; Space/Reach 5 ft./0 ft.; SA shriek; SQ low-light vision, plant traits; AL N; SV Fort +4, Ref -, Will -4; Str -, Dex -, Con 13, Int -, Wis 2, Cha 1.

Shriek (Ex): Movement or a light source within 10 feet of a shrieker causes the fungus to emit a piercing sound that lasts for 1d3 rounds. The sound attracts nearby creatures that are disposed to investigate it.

Violet Fungus (3): CR 3; Medium plant; HD 2d8+6; hp 16; Init -1; Spd 10 ft.; AC 13, touch 9, flat-footed 13; Base Atk +1; Grp +3; Atk +3 melee (1d6+2 plus poison, tentacle); Full Atk +3 melee (1d6+2 plus poison, 4 tentacles); Space/Reach 5 ft./10 ft.; SA poison; SQ low-light vision, plant traits; AL N; SV Fort +6, Ref -1, Will +0; Str 14, Dex 8, Con 16, Int -, Wis 11, Cha 9.

Poison (Ex): Injury, Fortitude DC 14, initial and secondary damage 1d4 Str and 1d4 Con.

Area 3-2 – Rookie Raiders (EL 4): Read or paraphrase the following:

Apparently, the cave doubles as living quarters. Crude bedrolls lie on the hewn floor, along with primitive pottery and unsophisticated personal belongings. All the objects produce a rather unpleasant smell.

Pserkipis uses this cave to house the younger and less experienced trog warriors. He believes they should learn the hard way and forces them to live in spartan conditions and in constant jeopardy – their cave is the first one next to the entrance, and the youngsters will be the first to face the adversary. The mindset of the Overlord’s minions lacks such concepts as privacy and decency, so the troglodytes do not object to such an existence.

Creatures: Four troglodytes with no class levels (called “raiders”) spend their time in this cave, constantly vigilant and waiting for an attack. In their spare time, they hold sparring matches or entertain themselves by tormenting a small animal, such as a rat or a bat.

Tactics: Most likely, the raiders will face the PCs in area 3-1 (see above). If for some reason they are forced to fight in their quarters, they place emphasis on flanking, attacking unarmored antagonists or ranged combatants, and obstructing the narrow passage leading out of the cave. The trogs fall back, possibly to 3-1 or 3-3, if two of them face defeat at the PCs’ hands.



Troglodyte Raider (4): CR 1; Medium humanoid (reptilian); HD 2d8+4; hp 13 each; Init -1; Spd 30 ft.; AC 17, touch 9, flat-footed 17; Base Atk +1; Grp +1; Atk +2 melee (1d8, morningstar); Full Atk +2 melee (1d8, morningstar) and +0 melee (1d4, bite); SA stench; SQ darkvision 90 ft.; AL CE; SV Fort +5, Ref -1, Will +0; Str 10, Dex 9, Con 14, Int 8, Wis 10, Cha 10.

Skills and Feats: Hide +3 (+7 in rocky areas or underground), Listen +3; Multiattack, Weapon Focus (morningstar).

Languages: Draconic.

Possessions: morningstar, heavy wooden shield, 10 gp.

Area 3-3 – Skirmisher Squad (EL 7): Read or paraphrase the following:

This is a yet another inhabited cave. The furnishings, however, are more luxurious than in the previous area, and are better maintained. Alas, the smell remains the same.

Three skirmishers – that is, troglodytes with a record of actual battles and considerable experience – are quartered in this chamber. To protect his valuable soldiers from a sneak attack by his enemies, Pserkipis has constructed a trap and taught the trogs to avoid it and properly use it in battle. It is a very old but reliable mechanical device that, with a small explosion, causes stalactites to fall from the cave's ceiling. Its "touch trigger" is actually a lever on a southern wall, hidden from casual observers

(Search DC 20), but well known to the trogs.

Creatures: The skirmishers are a hardy lot, proud of their position and bearing the name of The Overlord's Favored. They would not risk their lives in vain, but are determined to defend the Paradise from rapacious adversaries.

Tactics: On hearing the shrieker's cry, the trogs attempt to hide in the room's corners and prepare to meet the enemy with an unpleasant surprise. Once they see the PCs enter, one of the trogs pulls the lever and activates the trap. Then the skirmishers rush into the battle with glee. They try to take advantage of flanking and prefer to fight lightly-armored characters first. Eliminating two-thirds of their number compels the remaining troglodyte to try an escape to 3-6, where he warns and joins the veterans.

Falling Stalactite Trap: CR 5; mechanical; touch trigger; manual reset; Atk +15 melee (6d6/19-20); multiple targets (can strike all characters in two shaded squares); Search DC 20; Disable Device DC 25.

Troglodyte Skirmisher, troglodyte War2 (3): CR 2; Medium humanoid (reptilian); HD 4d8+8; hp 25; Init +4; Spd 30 ft.; AC 18, touch 10, flat-footed 18; Base Atk +3; Grp +4; Atk +6 melee (1d8+1, masterwork morningstar); Full Atk +6 melee (1d8+1, masterwork morningstar) and +2 melee (1d4+1, bite); SA stench; SQ darkvision 90 ft.; AL CE; SV Fort +8, Ref +0, Will +0; Str 12, Dex 10, Con 14, Int 8, Wis 10, Cha 10.

Skills and Feats: Hide +3 (+7 in rocky areas or underground), Listen +4; Multiattack, Improved Initiative, Weapon Focus (morningstar).

Languages: Draconic.

Possessions: masterwork morningstar, heavy wooden shield, 30 gp.

Area 3-4 – Foreign Legion (EL 6): Read or paraphrase the following:

This cave is much like others, but its population is quite different. A well-built troglodyte brandishing a waraxe of obvious dwarven workmanship prepares to attack you, followed by two grey dwarves who seem to be fighting on his side.

Pserkipis used to put much trust into his charming gaze ability, but it let him down on too many occasions. Grimlocks and their vermin mounts are completely immune to this power, and the accursed grey dwarves are resistant to spells and spell-like effects. However, The Slithering Overlord did manage to brainwash two duergar conscripts, and now they regard the naga and his cronies as their allies. At

times, Pserkipis summons them into his presence and renews the effect. This “foreign legion” is lead by Sesaesen, a seasoned troglodyte fighter worshipful of duergar warfare and weaponry. Since his childhood he has been collecting and trying to recreate dwarven weapons and armor, and is considered to be a “duergar expert” in the community. Sesaesen is particularly proud of his +1 *dwarven waraxe* that he found in a forgotten weapon supply and then used in countless combats. The duergar are immune to poison and therefore unaffected by Sesaesen’s vile stench – a fact that makes their cooperation even more viable.

Tactics: The creatures’ tactics depends on where they face the PCs. If they hear the alarm, they reposition themselves near the intersection close to areas 3-1 and 3-2. Sesaesen bravely marches forward, and the conscripts *enlarge* themselves and obstruct the passage, using their superior reach to help the troglodyte fight. If the encounter takes place in 3-4, the duergar, after using *enlarge*, move to the walls of the chamber, putting almost the entire area inside their reach. Sesaesen uses all his combat skills against his opponents, using Power Attack to the maximum against unarmored foes. He has an incredibly high AC, but a powerful fighter-type aided by several other characters (never underestimate the aid another action!) and a spellcaster with the right spells can turn this considerable advantage into nothing pretty soon. Using *dispel magic* (caster level check DC 18) to return the duergar back to normal size is a good idea: although they definitely won’t help the PCs for too long, they are too weak to backstab them, and won’t help Sesaesen. Should the PCs gain the upper hand, the duergar turn *invisible* and retreat all the way to area 3-6 (possibly using the elevator to descend into the Underground Paradise). The troglodyte takes flight using the same route upon being reduced to 10 hp or less, but he fights viciously if cornered.

Duergar Conscript (2): see 2-3.

Sesaesen, Male troglodyte Ftr4: CR 5; Medium humanoid (reptilian); HD 2d8+4 plus 4d10+8; hp 45; Init +0; Spd 30 ft; AC 23, touch 10, flat-footed 23; Base Atk +5; Grp +8; Atk +10 melee (1d10+6/x3, +1 *dwarven waraxe*); Full Atk +10 melee (1d10+6/x3, +1 *dwarven waraxe*) and +6 melee (1d4+1, bite); SA stench; AL CE; SV Fort +9, Ref +1, Will +1; Str 16, Dex 11, Con 14, Int 10, Wis 10, Cha 8.

Skills and Feats: Climb +3, Craft (weapon-smithing) +5, Hide +4 (+8 in rocky areas or underground), Listen +5; Cleave, Exotic Weapon Proficiency (*dwarven waraxe*), Multiattack, Power Attack, Weapon Focus (*dwarven waraxe*), Weapon Specialization (*dwarven waraxe*).

Languages: Common, Draconic.

Possessions: masterwork chainmail, masterwork heavy steel shield, +1 *dwarven waraxe*, serpent-shaped pendant (400 gp).

Area 3-5 – Makeshift Mortuary (EL 6): Read or paraphrase the following:

A pyramid of dwarven and human bodies has been erected in this cave. Strangely enough, there is no odor of decay, and the corpses are almost intact, although they’ve definitely been here for a while.

Suddenly, two grey dwarves clad in tattered garments leap out of the body pile. Only their crooked, clawed hands and a maniacal gleam in their eyes show that they have already been dead at least once.

Creatures: Used to all kinds of atrocious smells and keeping their hygiene to a minimum, the troglodytes dumped all dead bodies, of friends and foes alike, into this room. After Pserkipis had come to be the leader of the trog tribe, he quickly abolished this ghastly practice and taught his minions to embalm their dead with the herbs from the Underground Paradise. The terrible smell disappeared, giving way to a strange side effect. Strangely enough (and maybe due to the overwhelming evil associated with The Slithering Overlord), this new burial rite caused Pserkipis’ fallen enemies to rise as particularly strong wights, utterly loyal to their killers. Surprised at first, the naga decided to use the undead as special forces in future battles. For the time being, he ordered the wights to hide among other corpses and attack any strangers imprudent enough to desecrate the burial grounds with their presence.

Tactics: The duergar wights hide among the corpses, then charge the PCs if they come too close. Sadistic and thoroughly wicked, they choose the weakest-looking antagonists, the ones most likely to be killed quickly. They deliver *coups de grace* against unconscious PCs even if it provokes many attacks of opportunity, as the undead are anxious about increasing their number. The wights carry out their simple but brutal tactics until they are destroyed.

Treasure: The wights have some of their personal belongings remaining of them. They carry a silver ring (50 gp), a mithral helmet (300 gp) and two elaborate belts with golden buckles made of monitor lizard skin (both worth 200 gp).

Duergar Wights (2): CR 4; Medium undead; HD 8d12; hp 52 each; Init +1; Spd 30 ft; AC 15, touch 11, flat-footed 14; Base Atk +4; Grp +5; Atk/Full Atk +6

melee (1d4+1 plus energy drain, slam); SA create spawn; SQ darkvision 60 ft., undead traits; AL LE; SV Fort +3, Ref +3, Will +8; Str 12, Dex 12, Con –, Int 14, Wis 14, Cha 16.

Skills and Feats: Hide +12, Listen +15, Move Silently +20, Spot +15; Alertness, Blind-Fight, Weapon Focus (slam).

Languages: Dwarven.

Create Spawn (Su): Any humanoid slain by a wight becomes a wight in 1d4 rounds. Spawn are under the command of the wight that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a wight's slam attack gain one negative level. The DC is 16 for the Fortitude save to remove a negative level. For each such negative level bestowed, the wight gains 5 temporary hit points.

Area 3-6 – Descent to Paradise (EL 6): Read or paraphrase the following:

The one thing in this otherwise unremarkable cavern is an elevator-like mechanism, standing near one of its walls. A multitude of ropes and pulleys keep it running, and a regiment of three battle-scarred trogs sporting remarkably well-kept morningstars and shields stands in your way.

Pserkipis built the elevator using the labor of enslaved dwarves to facilitate access to the Underground Paradise for his minions. The elevator is a complex device, operating on a system of ropes, pulleys, levers, switches, clockwork mechanisms and a little bit of magic. It goes down a shaft 200 feet deep; four Medium creatures can stand on its platform without any problems, though up to eight can squeeze if needed, losing their Dexterity bonuses to AC while doing so and taking a -2 penalty to attack rolls while fighting in the elevator. The platform descends or ascends at a speed of 10 feet per

round at initiative count 0. The shaft can be used to descend using other methods, magical (*fly*, *spider climb*, *feather fall*) as well as mundane climbing (a DC 20 Climb check). Do remember the depth, the (usually slow) climbing speed, and that the elevator, unless lowered, blocks all other methods of descent.

Creatures: The most seasoned and forthright of Pserkipis' servants are defending the upper part of the elevator. They are fanatically loyal to the Overlord's cause and have spilled a lot of duergar and grimlock blood to prove that. The veterans are ever vigilant and ready to resist any invasion of this strategically important area.

Tactics: The veterans try to hide if they hear the PCs' footsteps, to possibly attack with surprise. After that, they surround the party, coordinating their attacks on a party member of most apparent power. The trogs are likely to change their target if actual combat proves they have made the wrong choice. They block the entrance onto the platform at all costs and do not surrender or retreat, glorifying the Overlord in Draconic as they yield to their wounds.

Troglodyte Veteran, troglodyte War3: CR 3; Medium humanoid (reptilian); HD 5d8+10; hp 32 each; Init +4; Spd 30 ft.; AC 18, touch 10, flat-footed 18; Base Atk +4; Grp +5; Atk +7 melee (1d8+1, masterwork morningstar); Full Atk +6 melee (1d8+1, masterwork morningstar) and +3 melee (1d4+1, bite); SA stench; SQ darkvision 90 ft.; AL CE; SV Fort +8, Ref +1, Will +1; Str 12, Dex 10, Con 14, Int 8, Wis 10, Cha 10.

Skills and Feats: Hide +5 (+9 in rocky areas or underground), Listen +4; Multiattack, Improved Initiative, Weapon Focus (morningstar).

Languages: Draconic.

Possessions: masterwork morningstar, heavy darkwood shield, 80 gp.

Into the Jungle

The jungle is a dense forest, as per the Environment section in the DMG. If the PCs stray off the paths, they have to move through thick undergrowth (which costs 4 squares of movement to enter) and need to make DC 15 Survival checks to avoid getting lost. However, as the jungle is rather compact, the PCs need to make the check once per 5 minutes, and gain a +2 circumstance bonus. Some monsters (particularly the dinosaurs or Tusai) may engage the characters in the deep woods if they hear their movement. In this case, use a random dense forest battlemap.

Flying using the *fly* spell (characters of recommended levels are unlikely to have *overland flight* at their disposal) can help make a beeline through the woods, but it has two serious drawbacks. First, the woods obscure the flying PCs' sight, and they can miss some important or curious locations (for example, the octophis' pond). Second, the PCs make themselves particularly visible, so some creatures (Tusai and the girallon, for example) can easily spot them and bombard them with spells or rocks.

Area 3-7 – Gates of the Paradise (EL 6): Read or paraphrase the following:

A complex elevator-like mechanism connects the chamber with the upper level. Before your eyes stands a most unlikely sight for a cavern several hundred feet below the surface: a primeval grove overgrown with lush vegetation. The plants are definitely tropical and rise all the way up to the sixty-foot ceiling. An unknown luminary gives off the light that spreads through the surroundings, nurturing the flora and irradiating your path. As if there weren't enough weirdness, a bloated cross between a human, a toad and a lizard greets you on the way down, flapping its rudimentary wings, clashing its oozing jaws and brandishing an enormous club.

Creatures: A revolting creature called Lurgash guards the entrance to the Underground Paradise from possible enemies. Lurgash is exceptionally obese; his oily skin constantly secretes foul slime, and his toadlike head has a massive maw full of teeth sharp as blades. His mother was a high priestess of the divine toad-lizard worshiped by troglodytes, and his father a hezrou demon in service of this deity. The priestess was killed during a drow invasion, and Lurgash was forced to roam the tunnels, using his superior strength and magical abilities to survive in such an unwelcoming place. Finally, the half-fiend found the Hissing Caves and was accepted into service by The Slithering Overlord. Lurgash became Pserkipis' main bodyguard, torturer and executioner. The monster enjoys his obligation and gleefully torments any victims that fall in his greasy and putrid arms. When playthings are scarce, Lurgash devotes his time to guard duty.

Tactics: If the PCs use the elevator, Lurgash hears the noise and yells a warning in croaking Draconic, asking for the code phrase (it is a Draconic phrase meaning "Look in Pserkipis' eyes!" and can be obtained from any captive underling of the Overlord). Should he hear the right password, Lurgash lays down his guard and can be attacked with surprise once the PCs descend. Needless to say, he attacks with reckless abandon if the characters don't provide the correct code phrase or aren't properly disguised. Lurgash rages on the first combat round and starts pummeling the toughest-looking character into dust with his greatclub. If the party includes any clerics of good deities prominently displaying their garb or symbols, Lurgash attacks them instead, starting the battle with an *unholy blight* targeted to include the entire party if possible. In any case, he fights mercilessly until his chosen opponent is not moving, ignoring all distractions unless they seem too taxing. After knocking out or killing

one opponent, Lurgash offers quarter to the rest, guaranteeing them life if they surrender and agree to being escorted to Pserkipis' presence. (Of course, this is a vicious lie; the half-fiend leads the PCs into the jungle and leaves them at the dinosaurs' mercy.) If they refuse, Lurgash chooses a random enemy and flings himself at him. The barbarian is a singularly hard-hitting adversary, but his single-minded devotion to destruction undermines his instinct of self-preservation; Lurgash always goes on fighting until he drops dead.

Lurgash, Male half-fiend troglodyte Bbn3: CR 6; Medium outsider (augmented humanoid, native); HD 2d8+10 plus 3d12 +15; hp 47; Init +1; Spd 40 ft., fly 30 ft. (average); AC 18, touch 11, flat-footed 18; Base Atk +4; Grp +9; Atk +11 melee (1d10+8, +1 *greatclub*); Full Atk +11 melee (1d10+8, +1 *greatclub*) and +7 melee (1d6+2, bite); SA stench (DC 19), smite good +5, spell-like abilities; SQ darkvision 90 ft., immunity to poison, fast movement, illiteracy, rage 1/day, uncanny dodge, trap sense +1, resistance to acid, cold, electricity and fire 10, damage reduction 5/magic, spell resistance 15; AL CE; SV Fort +11, Ref +2, Will +3; Str 20, Dex 13, Con 21, Int 10, Wis 14, Cha 14.

Skills and Feats: Hide +12 (+16 in rocky areas or underground), Intimidate +7, Listen +9, Survival +7; Ability Focus (stench), Multiattack, Weapon Focus (greatclub).

Languages: Draconic.

Spell-like Abilities: 3/day – *darkness*, 1/day – *desecrate*, *unholy blight* (DC 16). Caster level 5th.

Smite Good (Su): Once per day Lurgash can make a normal melee attack to deal +5 extra damage against a good foe.

Rage: When Lurgash rages, his statistics change as follows: hp 57; AC 16, touch 9, flat-footed 16; Grp +12; Atk +13 melee (1d10+11, +1 *greatclub*); Full Atk +13 melee (1d10+11, +1 *greatclub*) and +9 melee (1d6+3, bite); SV Fort +13, Will +4; Str 24, Con 25; Climb +7.

Possessions: *gauntlets of ogre power* +2, +1 *greatclub*.

Area 3-8 – Pack Hunters (EL 6): Read or paraphrase the following:

The jungle trail leads into a small glade, surrounded by thick bushes. It is crisscrossed with large paw marks belonging to a very large bird or reptile.

When the deinonychus attack, read or paraphrase the following:

Suddenly, three erect reptiles twice as tall as a human break out of the bushes, charging you from different sides.



Area 3-9 – Octophis Pool (EL 8): Read or paraphrase the following:

Reeds as tall as two humans surround this small, pleasant-looking pool. The water surface is thick with duckweed, and hordes of dragonflies and other small insects flit above the water. In the pool's center there is a minuscule patch of dry land, covered with heaps of gold and shining weapons!

Once the octophis attacks, read or paraphrase the following:

Eight fleshy snakes dart out from the below the water surface, their fangs dripping with venom. A moment later, a large squid-like head rises, leading to the unlikely conclusion that the snakes are actually tendrils of some unthinkable abomination.

The pool, about 30 feet deep, was created by Leigmund and is magically refreshed and replenished every day. Once it was full of fish and crustaceans but now some other, terrifying creature inhabits it.

Creatures: This glade happens to be the hunting ground of a deinonychus pack. These highly organized predatory dinosaurs hunt sheeplike mammals, as almost all Paradise's carnivores do, and have honed their stalking skills to near perfection. They seldom have a chance to test them on new prey, and they definitely will not pass up such an opportunity.

Tactics: The dinosaurs wait in the bushes, concealed by heavy foliage. They pounce on randomly chosen PCs in the first combat round, each one from a different direction. Then the deinonychuses circle around, constantly harassing their opponents with their sharp talons. The death of one pack member and serious wounds to the remaining two cause the pack to break up and disperse.

Deinonychus (3): CR 3; Medium animal; HD 4d8+16; hp 34 each; Init +2; Spd 60 ft.; AC 17, touch 12, flat-footed 15; Base Atk +3; Grp +7; Atk +7 melee (1d8+4, talons); Full Atk +7 melee (1d8+4, talons) and +2 melee (1d3+2, 2 foreclaws) and +2 melee (2d4+2, bite); Space/Reach 10 ft./5 ft.; SA pounce; SQ low-light vision, scent; AL N; SV Fort +8, Ref +6, Will +2; Str 19, Dex 15, Con 19, Int 2, Wis 12, Cha 10.

Skills and Feats: Hide +12, Jump +26, Listen +10, Spot +10, Survival +10; Run, Track.

Pounce (Ex): If a deinonychus charges, it can make a full attack.

Creatures: A subterranean horror called an octophis ("eight-snake") has taken control of the pond. After assuming leadership of the trogs, Pserkipis ordered that they bring a very young octophis specimen from a faraway underground lake and release it here. The octophis is a consummate hunter, bringing doom to dozens of small herbivores a day. It, however, is waiting for big game, and has displayed some of its treasure on a minuscule island to attract humanoid attention.

Tactics: The octophis is very aware and, with its impressive Spot and Listen modifiers, should get at least a general clue that something is approaching its pond. Then it submerges itself and waits for a good chance to strike. The octophis surfaces with a big splash and then chooses an opponent among the PCs, preferably someone burly, to torment with its snake-tentacles. Its full attack routine is extraordinarily dangerous, unless the PC has a high Fortitude save even for a fighter-type or has some special resistance to poison (such as dwarves do). If its chosen opponent goes down, the octophis grabs the body and disappears under the pool surface. The aberration does the same if it loses four or more tentacles or has less than a quarter of its hit points remaining. It makes a last stand if somebody is unwise enough to pursue it into the water.

Treasure: On a small island, the octophis has displayed the following treasure: a *wand of ghoul touch* with 24 charges remaining, 2,500 gp, a scabbard

with engravings that is encrusted with gemstones (400 gp), an ornate silver dish (700 gp), a moonstone necklace (900 gp), and a silver chalice inlaid with chalcedony (1200 gp). All of this treasure was given by the Slithering Overlord to commend the octophis for its distinguished service.

Octophis: CR 8; Large aberration (aquatic); HD 10d8+23; hp 68; Init +3; Spd 10 ft., swim 30 ft.; AC 19, touch 12, flat-footed 16; Base Atk +7; Grp +14; Atk +9 melee (1d4+3 plus poison, tentacle); Full Atk +9 melee (1d4+3 plus poison, 8 tentacles) and bite +4 melee (1d8+1); SA poison; SQ darkvision 60 ft.; Space/Reach 10 ft./10 ft. (20 ft. with tentacle); AL NE; SV Fort +5, Ref +6, Will +10; Str 16, Dex 17, Con 14, Int 10, Wis 16, Cha 10.

Skills and Feats: Hide +5 (+15 submerged), Listen +13, Spot +13, Swim +11; Combat Reflexes, Diehard, Endurance, Toughness.

Languages: Aquan, Common, Undercommon.

Poison (Ex): Injury, Fortitude DC 17, initial damage 1d3 Constitution, secondary damage none.

Area 3-10 – Raptor on a Rampage (EL 6): Read or paraphrase the following:

A spacious clearing almost completely devoid of grass or plants stands before you. Oversized reptilian tracks are firmly imprinted on the ground, and, in the thicket, you can discern a enormous upright reptile, advancing in your direction with alarming velocity.

Creatures: The clearing is the home turf of a megaraptor, a ravenous reptile as big as a house and always in need of food. Even though the magic that created the Underground Paradise gives the dinosaur a never-ending supply of fresh mutton, it is looking for something new. Sometimes Pserkipis laments that the magic available to him cannot reduce the voracious megaraptor's size, so that he could take it out of the Paradise and unleash it upon his foes.

Tactics: The megaraptor, because of its size, is visible from afar, though it chooses the most overgrown parts of the thicket as its hiding place. The dinosaur pounces upon the closest enemy it sees, unleashing a whirlwind of claws and teeth. It is not the most lucid tactician in the world, so the creature's maneuverings are limited to full attacks against his chosen prey. The megaraptor runs away to seek aid from Tusai (see area 3-11) if the PCs reduce him to less than 20 hit points or otherwise prove themselves to be a hard nut to crack.

Megaraptor: CR 6; Large animal; HD 8d8+43; hp 79; Init +2; Spd 60 ft.; AC 17, touch 11, flat-footed 15; Base Atk +6; Grp +15; Atk +10 melee (2d6+5,

talons); Full Atk +10 melee (2d6+5, talons) and +5 melee (1d4+2, 2 foreclaws) and +5 melee (1d8+2, bite); SA pounce; SQ low-light vision, scent; Space/Reach 10 ft./5 ft.; AL N; SV Fort +10, Ref +8, Will +4; Str 21, Dex 15, Con 21, Int 2, Wis 15, Cha 10.

Skills and Feats: Hide +9, Jump +27, Listen +12, Spot +12, Survival +12; Run, Toughness, Track.

Pounce (Ex): If a megaraptor charges, it can make a full attack.

Area 3-11 – The Scaly Hermit (EL 7): Read or paraphrase the following:

A tiny hut stands amid the arboreal splendor of the forest, completely at odds with the untamed wilderness around it. All around the hut, footprints of giant reptiles are in abundance.

Creatures: Tusai, a troglodyte druid who used to live near an underground stream and breed fungi, entered the service of Pserkipis as a forest warden. His job is to take care of the dinosaurs and the trees and ensure no troglodyte gets hurt. Tusai keeps a robust monitor lizard as his companion and pet. The druid reviles all non-reptilian life and particularly hates humans, so he welcomed the invasion of the shrine. He lives an ascetic life inside the 10-by-10 foot empty hut, admiring the unearthly beauty of the Underground Paradise.

Tactics: Tusai has a +16 bonus on both Spot and Listen checks, so he can easily determine where the PCs are if they aren't careful. Not being a huge fan of wild shaping, he prefers good old methods, so, given enough time, he casts *barkskin* (AC 21, touch 10, flat-footed 21; the lizard gets the same base AC thanks to the share spells ability, but has a touch AC of 13 and a flat-footed AC of 18), *produce flame*, and *longstrider*. He starts the battle with a nasty *spike growth*, then commands his lizard to fight in melee. Tusai fights at a range using *produce flame* or *chill metal* on the largest-looking metal weapon. He is not above using poison or sacrificing his companion to gain time. If he feels outnumbered, the druid calls some extra assistance through spontaneous *summon nature's ally* spells. If about to lose the fight, the troglodyte moves deeper into the woods and casts *plant growth* to cover up his escape.

Tusai, Male troglodyte Druid6: CR 7; Medium humanoid (reptilian); HD 8d8+24; hp 60; Init +4; Spd 30 ft.; AC 19, touch 10, flat-footed 19; Base Atk +5; Grp +7; Atk +8 melee (1d8+3, +1 *shortspear*) or +6 ranged (1d4+2, masterwork sling); Full Atk +8 melee (1d8+3, +1 *shortspear*) and bite +5 melee (1d4+1) or +6 ranged (1d4+2, masterwork sling); SA stench (DC 14); SQ animal companion, darkvision 90 ft.,

link with companion, nature sense, resist nature's lure, share spells, trackless step, wild empathy +7, wild shape (Small or Medium animal, 2/day); AL NE; SV Fort +11, Ref +4, Will +8; Str 14, Dex 10, Con 16, Int 10, Wis 16, Cha 12.

Skills and Feats: Hide +8 (+12 in rocky areas or underground), Listen +14, Spot +14, Survival +11; Alertness, Improved Initiative, Lightning Reflexes, Multiattack.

Languages: Common, Draconic, Druidic.

Druid Spells Prepared (caster level 6th): 0 – cure minor wounds (x2), detect magic (x3); 1st – cure light wounds, longstrider, produce flame (+7 melee touch, +5 ranged touch), speak with animals; 2nd – barkskin, chill metal (DC 15), gust of wind (DC 15), tree shape; 3rd – plant growth, poison (DC 16), spike growth.

Possessions: +1 heavy light fortification dark-wood shield, +1 shortspear, masterwork sling, 10 bullets, dinosaur skin cloak (800 gp).

Monitor lizard companion: CR –; Medium animal; HD 5d8+15; hp 37; Init +3; Spd 30 ft., swim 30 ft.; AC 18, touch 13, flat-footed 15; Base Atk +3; Grp +7; Atk /Full Atk +7 melee (1d8+6, bite); SQ low-light vision, link, share spells, evasion; AL N; SV Fort +9, Ref +6, Will +2; Str 18, Dex 16, Con 17, Int 1, Wis 12, Cha 2.

Skills and Feats: Climb +8, Hide +9 (+13 in forested areas), Listen +4, Move Silently +7, Spot +4, Swim +12; Alertness, Great Fortitude.

Area 3-12 – Girallon Hollow (EL 6): Read or paraphrase the following:

The tallest trees in this weird grove grow in this portion of the forest. Gigantic ferns and palm trees try to reach the sky, but can only rise up to the cave's seventy-foot high roof. Heaps of rotting leaves lie at your feet, and the sun (or whatever is illuminating this huge cave) can barely penetrate the canopy of foliage.

Creatures: A girallon finds this portion of the Underground Paradise comfortable enough to call it home. It lives 30 feet above ground, in a large hollow near the top of a high tree. The magical beast is awfully vicious and has driven off larger predators (including a megaraptor) on numerous occasions. Constant adversity has forced the girallon to use its brains a bit more often, and the creature's Intelligence is higher than average for its kind. It can speak awkward Undercommon (although it prefers more clear-cut methods of settling disputes) and use primitive tools. To boot, the girallon has developed a habit to throw down rocks, logs and other heavy objects on opponents that can't reach it. At any given time, the creature keeps a supply of 2d6 such

objects in the hollow.

Tactics: The girallon is fury itself. It loathes all visitors to its territory and will stop at nothing to chase them back into the woods, though it would rather devour each and every unwanted guest. If it notices the PCs' approach beforehand, the magical beast promptly climbs the tree and hides in the hollow. As soon as the PCs come close enough, the girallon starts bombarding them with throwing rocks, with no rhyme or reason to its targets. Return ranged attacks or combat spells do not force it to shift tactics as long as the girallon has enough throwing rocks. Once it exhausts its supply, the monster runs down the tree and drops itself upon one of the PCs (treat as a charge attack). After that the girallon savages the randomly chosen combatant, tearing his skin with its claws. A wounded girallon is even more dangerous as a healthy one, and the monster does not give up clawing and biting until either killed or subdued.

Treasure: Unlike many of its ilk, this girallon is fond of collecting treasure, and often receives petty rewards from Tusai. In the tree hollow, it keeps 150 gp, 1200 sp and a pouch filled with bloodstones (30 stones at 50 gp each).

Girallon: CR 6; Large magical beast; HD 7d10+17; hp 55; Init +3; Spd 40 ft., climb 40 ft.; AC 16, touch 12, flat-footed 15; Base Atk +7; Grp +17; Atk +12 melee (1d4+6, claw) or +10 ranged (1d6+6, rock); Full Atk +12 melee (1d6+4, 4 claws) and +7 melee (1d8+3, bite) or +10/+5 ranged (1d6+6, rock); SA rend 2d4+9; SQ darkvision 60 ft., low-light vision, scent; Space/Reach 10 ft./10 ft.; AL N; SV Fort +7, Ref +8, Will +5; Str 22, Dex 17, Con 14, Int 8, Wis 12, Cha 7.

Skills and Feats: Climb +14, Move Silently +8, Spot +6; Iron Will, Quick Drawn, Toughness.

Languages: Undercommon.

Rend (Ex): A girallon that hits with two or more claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d4+9 points of damage.

Area 3-13 – Two Trustees (EL 8): Read or paraphrase the following:

The forest becomes less and less thick until the trees almost completely disappear. An elevator shaft is perhaps the strangest thing to see on the fringe of the jungle, though there have been enough surprises to call it an ordinary sight.

This elevator leads all the way up to Pserkipis' palace, 100 feet above. It operates in a way identical to the one in area 3-7.

Creatures: A motley pair of unlikely bodyguards patrols the place where The Underground Paradise borders The Overlord's Palace. They consist of Kirararg, a troglodyte hunter thoroughly knowledgeable of the underground forest, and larzog, a babau demon who has found Pserkipis' unscrupulous methods appealing to his nature and offered the naga a pact of mutual protection. The two sometimes bicker with each other, but more often than not enjoy their position as The Overlord's penultimate defense line. Kirararg and larzog use their knowledge of the dungeon and teamwork to dispose of enemies strong enough to penetrate so deep into the heart of Pserkipis' realm.

Tactics: Both creatures have prodigious Listen and Spot modifiers, and Kirararg's bat can detect hidden and invisible foes (he keeps it for precisely that purpose). The troglodyte and the babau hide between the rocks and then emerge to launch a surprise attack. The ranger fights his favored enemies before all others, and the demon tries to help him, flanking and sneak attacking. larzog is particularly hard to beat because of his damage reduction and numerous resistances. However, the babau is afraid of losing his companion, and, when Kirararg goes down, runs to the elevator and activates it, attempting to inform Sirthim and get reinforcements. Kirararg heavily relies on melee combat and uses the *javelin of lightning* as a last resort or to blast a particularly threatening spellcaster he can't reach.

Kirararg, Male troglodyte Rgr5: CR 6; Medium humanoid (reptilian); HD 7d8+21; hp 52; Init +4; Spd 30 ft; AC 16, touch 10, flat-footed 16; Base Atk +6; Grp +10; Atk +11 melee (1d8+5/x3, +1 *battleaxe*) or +11 melee (1d6+4/x3, masterwork handaxe); Full Atk +9/+4 melee (1d8+5/x3, +1 *battleaxe*) and +9 melee (1d6+2/x3, masterwork handaxe) and +9 melee (1d4+2, bite); SA favored enemy (dwarves) +4, favored enemy (humans) +2, spells, stench, two-weapon combat style; SQ animal companion, darkvision 90 ft., wild empathy +4; AL CE; SV Fort +10, Ref +4, Will +4; Str 18, Dex 10, Con 17, Int 10, Wis 13, Cha 9.

Skills and Feats: Hide +12 (+16 in rocky areas or underground), Listen +11, Spot +9, Survival +9; Endurance, Improved Initiative, Iron Will, Track, Two-Weapon Fighting.

Languages: Draconic.

Ranger Spells Prepared (caster level 2): 1st – *longstrider*.

Possessions: +1 *battleaxe*, masterwork handaxe, *eyes of the eagle*, *javelin of lightning*.

Bat companion: CR –; Diminutive animal; HD 1/4 d8; hp 1; Init +2; Spd 5 ft., fly 40 ft. (good); AC 16, touch 16, flat-footed 14; Base Atk +0; Grp -17;

Space/Reach 1 ft./0 ft.; SQ blindsense 20 ft., low-light vision; AL N; SV Fort +2, Ref +4, Will +2; Str 1, Dex 15, Con 10, Int 2, Wis 14, Cha 4.

Skills and Feats: Hide +14, Listen +8, Move Silently +6, Spot +8; Alertness.

larzog, Babau: CR 6; Medium outsider (chaotic, extraplanar, evil); HD 7d8+38; hp 66; Init +1; Spd 30 ft; AC 19, touch 11, flat-footed 18; Base Atk +7; Grp +12; Atk +12 melee (1d6+5, claw); Full Atk +12 melee (1d6+5, 2 claws) and +7 melee (1d6+2, bite); SA sneak attack +2d6, spell-like abilities, summon demon; SQ damage reduction 10/cold iron or good, darkvision 60 ft., immunity to electricity and poison, protective slime, resistance to acid 10, cold 10, and fire 10, spell resistance 14, telepathy 100 ft.; AL CE; SV Fort +10, Ref +6, Will +6; Str 21, Dex 12, Con 20, Int 14, Wis 13, Cha 16.

Skills and Feats: Climb +15, Disable Device +12, Disguise +13, Escape Artist +11, Hide +19, Listen +19, Move Silently +19, Open Lock +11, Search +20, Sleight of Hand +11; Cleave, Multiattack, Power Attack.

Languages: Abyssal, Celestial, Draconic.

Sneak Attack (Ex): larzog can make a sneak attack like a rogue, dealing an extra 2d6 points of damage whenever a foe is denied his or her Dexterity bonus, or when the larzog is flanking.

Spell-Like Abilities: At will – *darkness*, *dispel magic*, see *invisibility*, *greater teleport* (self plus 50 pounds of objects only). Caster level 7th.

Protective Slime (Su): A slimy red jelly coats larzog's skin. Any weapon that touches it takes 1d8 points of acid damage from the corrosive goo, and the weapon's hardness does not reduce this damage. A magic weapon may attempt a DC 18 Reflex save to avoid taking this damage. A creature who strikes larzog with an unarmed attack, unarmed strike, touch spell, or natural weapon takes this damage as well but can negate the damage with a DC 18 Reflex save.

Summon Demon (Sp): Once per day, larzog can attempt to summon 1 babau with a 40% chance of success. This ability is the equivalent of a 3rd-level spell.

Area 3-14 – Palace of the Slithering Overlord (EL 11):

Read or paraphrase the following:

The vast room looks like a veritable palace, with serpent-themed tapestries hanging on the walls and a slender bronze pillar in its center. Piles of treasure cover the floor, and braziers with burning incense complete the majestic impression. Curled around the pillar is a majestic serpent with a crimson-black body and a human face, expressing extreme pride and bloodlust. He is flanked by two steadfast human warriors, bran-

dishing hammers and wearing the Order's insignia, and a grey-haired man in priestly vestments, also obviously a member of the Order. The three seem strangely resolute to defend the serpent.

This is the palace of Pserkipis the Slithering Overlord, the vengeful, arrogant and desirous serpent that has done the Order so much harm. Ironically, he is protected by three Order members, *charmed* by the naga's gaze and ready to defend him as they would defend a trusted companion. Pserkipis is basking in the glory of his recent (mis)deeds, planning the future destruction of his duergar, grimlock and human enemies. However, the monster is assured that he will need new and better minions to do this. The trogs' disorganized nature was the reason behind high casualties and the loss of a sizable portion of the loot. That is why Pserkipis is pondering on finding another tribe or better underlings. The PCs, who already have slaughtered the most of his cronies, are the prime candidates.

Pserkipis has already subjugated three order members, a priest called Rothgar and his two sons, Galafried and Walafried. They were captured during the assault and brought before the Overlord's eyes. Since then, they have been guarding his treasure hoard. Pserkipis has renewed the *charm* effect many times, and, although the Order members are harder to control than trogs, he is quite pleased with his new bodyguards.

Tactics: Unless the PCs have been extremely ingenuous and stealthy, The Slithering Overlord is likely to be well informed about them, and using the noisy elevator makes it even easier for him to detect them. The serpent utilizes both his own and his *charmed* minions' abilities to boost himself before combat, namely *entropic shield* (20% miss chance against ranged attacks), *bear's endurance* (hp 116, Fort +9, poison DC 20, Con 22), *eagle's splendor* (spell DCs raise by 2, charming gaze DC 21), *aid* (Atk/Full Atk +11 melee, 1d8+5 temporary hit points), and *see invisibility*. After the PCs finally arrive to his palace, Pserkipis welcomes them with a smile and nods to his bodyguards to close in for the kill. Galafried and Walafried charge the group's fighter-types, Rothgar creates a *spiritual weapon* (shaped as a greatsword) and directs it against a spellcaster, and the Overlord himself maintains the 30-foot range between himself and one of the PCs while readying a *dispel magic*. (The PCs should understand that killing members of the Order, even charmed ones, can put them into serious trouble, so they might try to dispel the effect. Pserkipis is trying to prevent just that). If the PCs don't attempt to cast

dispel magic immediately, Pserkipis starts actively using his gaze attack on them. Meanwhile, the fighters keep fighting, as does Rothgar. (Using nonlethal damage or nondamaging spells against them is a good idea). If the *charming gaze* proves unreliable (the characters avert or close their eyes), Pserkipis turns to his spells, using the likes of *deep slumber* or *hold person* first and then going for the offensive. His goal is to *charm* or *hold* as many PCs as possible, preferably all of them.

If the adventurers succeed in liberating Rothgar and his sons from the enchantment, the members of the Order attack Pserkipis with ferocity (and closed eyes; the brothers' Blind-Fight proves to be particularly useful in this regard), and the naga is in serious trouble. In general, neutralizing his gaze attack (for example, with a well-placed *blindness/deafness* spell) eases the battle considerably and gives a huge psychological advantage – Pserkipis seems to be overly confident of this ability. His spells are also quite dangerous, but, in the long run, the gaze makes the difference. Do reward the PCs for sound tactics, coordinating their efforts, and **not** killing Rothgar and sons.

The battle with The Slithering Overlord can be incredibly difficult, but ultimately, the PCs should be on the winning side. The victory requires some sound tactics, shrewd spellcasting and lots of luck. You should give subtle tactical tips beforehand and urge the players to discuss their strategy. Be fair, but don't forget that sometimes (especially in a role-playing game) enjoyment comes before justice.

Pserkipis, when faced with certain defeat, casts *gaseous form*, using that spell to escape through a small ventilation hole in the ceiling. Ultimately, it leads him to area 3-1, and the Overlord slithers into the tunnels. It takes his *gaseous form* 2 rounds to reach the opening, however – plenty of time for the PCs to finish him off. Anyway, you should award the characters the due experience even if Pserkipis escapes; even if he's not dead, the PCs did defeat him.

Treasure: A pile of 6,000 gp, 10,000 sp, and 3 star sapphires (each worth 800 gp) is waiting to be taken by the PCs. In addition, there are 3 *potions of spider climb*, and, last but not least, the Disk of the Splendorous Sun.

Pserkipis the Slithering Overlord, Spirit Naga Sor2: CR 11; Large aberration; HD 9d8+36 plus 2d4+8; hp 89; Init +5; Spd 40 ft.; AC 16, touch 10, flat-footed 15; Base Atk +7; Grp +15; Atk/Full Atk +10 melee (2d6+6 plus poison, bite); SA charming gaze, poison, spells; Space/Reach 10 ft./5 ft.; AL CE; SV Fort +7, Ref +6, Will +12; Str 18, Dex 13,

Con 18, Int 12, Wis 17, Cha 17.

Skills and Feats: Concentration +16, Listen +14, Spellcraft +13, Spot +14; Ability Focus (charming gaze), Eschew Materials, Improved Initiative, Lightning Reflexes, Spell Focus (Enchantment).

Languages: Common, Draconic.

Charming Gaze (Su): As *charm person*, 30 feet, Will DC 19 negates.

Poison (Ex): Injury, Fortitude DC 19, initial and secondary damage 1d8 Con.

Sorcerer Spells Known (caster level 9; 6/7/7/7/4): 0 – *acid splash* (+8 ranged touch), *cure minor wounds*, *daze*, *detect magic*, *mage hand*, *open/close*, *ray of frost* (+8 ranged touch), *read magic*; 1st – *command* (DC 15), *cure light wounds*, *entropic shield*, *magic missile*, *sanctuary* (DC 14); 2nd – *eagle's splendor*, *hold person* (DC 16), *acid arrow* (+8 ranged touch, DC 15), *see invisibility*; 3rd – *deep slumber* (DC 17), *dispel magic*, *gaseous form*; 4th – *enervation* (+8 ranged touch), *confusion* (DC 18).

Rothgar the Curate, Male human Clr5: CR 5; Medium humanoid (human); HD 5d8+10; hp 35; Init +0; Spd 20 ft.; AC 19, touch 10, flat-footed 19; Base Atk +3; Grp +5; Atk/Full Atk +7 melee (2d6+4/19-20, +1 *greatsword*); SA turn undead 4/day (+1, 2d6+6, 5th); AL LG; SV Fort +6, Ref +1, Will +7; Str 15, Dex 10, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +9, Knowledge (religion) +8, Spellcraft +8; Cleave, Improved Sunder, Martial Weapon Proficiency (*greatsword*)*, Power Attack, Weapon Focus (*greatsword*)*.

Languages: Common.

Cleric Spells Prepared (caster level 5th): 0 – *detect magic* (x3), *light* (x2); 1st – *command* (DC 14), *inflict light wounds* (+5 melee touch, DC 14), *magic weapon**, *sanctuary* (DC 14), *shield of faith*; 2nd – *aid*, *bear's endurance*, *hold person* (DC 15), *spiritual weapon**; 3rd – *bestow curse* (+5 melee touch, DC 16), *dispel magic*, *searing light* (+3 ranged touch). *Domain spell.

Domains: Sun (greater turning 1/day, destroy all turned undead) and War (bonus Martial Weapon Proficiency and Weapon Focus feats with the deity's favored weapon).

Possessions: masterwork full plate, +1 *greatsword*, *scroll of cure serious wounds*, gold holy symbol (crossed *greatswords* against a sunburst background).

Galafried and Walafried, Male human Ftr3 (2): CR 3; Medium humanoid (human); HD 3d10+6; hp 23, 25; Init +1; Spd 20 ft.; AC 18, touch 11, flat-footed 18; Base Atk +3; Grp +5; Atk/Full Atk +7 melee (1d8+3/x3, +1 *warhammer*); AL LG; SV Fort +5, Ref +2, Will +0; Str 15, Dex 13, Con 14, Int 10, Wis 8,

Cha 10.

Skills and Feats: Climb +4, Intimidate +6, Jump +4; Blind-Fight, Cleave, Improved Bull Rush, Power Attack, Weapon Focus (*warhammer*).

Languages: Common.

Possessions: masterwork breastplate, masterwork heavy wooden shield, +1 *warhammer*.

Concluding the Adventure

Depending on the PCs' action, there can be numerous outcomes to this adventure.

The Overlord is Dead: If the PCs slay (or drive away) the naga and return the solar discs, they may be rewarded. This probability depends on their handling of *charmed* Order members. The Order officials won't be too happy to know that the PCs have killed some of their fellows, even *charmed* ones, so unless the characters are Bluff experts or happen to be convincing enough, their reward shall be withheld. By contrast, returning Galafried, Walafried and Rothgar to safety yields an even greater reward (appropriate to your campaign). The PCs achieve a good standing with the Order, and can expect preferential treatment in their temples and a constant influx of job offers. You can try to build an entire campaign around the Order, involving the PCs in such adventures as DCC #12: The Blackguard's Revenge. You can expect a similar reaction from other patrons if you are using different hooks.

Sirthim can also become a lasting ally of the PCs, provided they have proved their friendship. The drider can share his newly-developed elixirs with the party and even accompany them on particularly difficult underground adventures.

We've Been Charmed: The campaign takes an entirely new dimension should the entire party fall under Pserkipis' sway. If players of the *charmed* characters do not object, they can fulfill errands for the Slithering Overlord, slowly becoming as depraved as he is. After pitting the PCs against the grimlocks, the duergar, and the Order, you could give them an opportunity to break away from the charm and turn the tables on the naga.

Failure: Pserkipis wins, and everybody loses, if the PCs don't complete their quests. In several weeks, he eradicates most of the grimlocks, charms Sirthim and then puts an end to the duergar threat. Although most of his troglodytes perish, he assembles a new army of duergar and surviving grimlocks cowed by Sirthim and attacks the Order's citadel – a first step in his path of domination. If you want to build a campaign around these events, your players could create a "replacement" party that arrives just in time to help defend the citadel.

Appendix I: Monsters of The Slithering Overlord

NEURONEA

Large Magical Beast

Hit Dice:	7d10+14 (52 hp)
Initiative:	+7
Speed:	40 ft. (8 squares), climb 20 ft.
Armor Class:	16 (-1 size, +3 Dex, +4 natural), touch 12, flat-footed 13
BAB/Grapple:	+7/+15
Attack:	Bite +10 melee (1d6+6 plus poison)
Full Attack:	Bite +10 melee (1d6+6 plus poison)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Poison, spell-like abilities
Special Qualities:	Darkvision 60 ft., ever-vigilant, tremorsense
Saves:	Fort +7, Ref +8, Will +4
Abilities:	Str 19, Dex 17, Con 15, Int 11, Wis 14, Cha 14
Skills:	Climb +12, Hide +10, Listen +9, Move Silently +10, Spot +9
Feats:	Alertness, Improved Initiative, Stealthy
Environment:	Underground
Organization:	Solitary
Rating:	6
Treasure:	Standard
Alignment:	Always neutral
Advancement:	7-14 HD (Large); 15-21HD (Huge)
Level Adjustment:	–

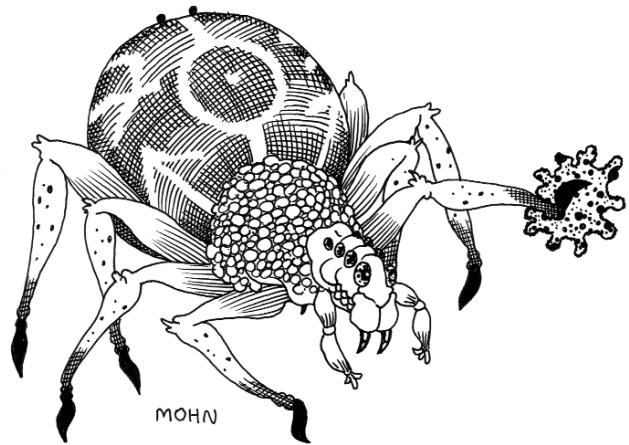
This spiderlike creature is a bit smaller than a horse. Its carapace has a silvery gleam to it, and its eight eyes are hazy blue.

Neuroneas are distantly related to monstrous spiders. A common theory suggests that a colony of monstrous jungle spiders migrated underground. Longtime exposure to strong magical energies deep below the surface irreversibly changed their nature, and the resulting creature, the neuronea, is a completely distinct species with noteworthy intelligence and numerous magical abilities.

These solitary creatures live on bats, large vermin and the occasional underground humanoid. Neuroneas' unusual poison and spell-like abilities make them singularly adept at disabling prey. After their victims succumb to sleep (caused either by poison or a spell-like ability), neuroneas carry them away to their lairs to have a feast.

Although they do not normally associate with anyone, neuroneas can sometimes be found in the company of night hags, who use their sedative abilities to haunt people's dreams.

A typical neuronea's body is about 9 feet long. It weighs about 750 pounds.



A neuronea cannot speak but understands Undercommon.

COMBAT

The number of its opponents defines a neuronea's combat tactics. It generally strikes from the cave's ceiling, using *sleep* or *deep slumber*, depending on how many opponents it sees. Then the neuronea descends to proceed with its bite attack. Note that this creature has no special means to determine the hit dice of its enemies, so it prefers to use *deep slumber* when fighting humanoids, just in case.

Poison (Ex): Injury, Fortitude DC 15, initial damage sleep for 1 minute, secondary damage 1d8 Wisdom and sleep for 1d3 hours. The save DC is Constitution-based. Since this poison is not a magical effect, elves and other creatures normally immune to sleep are susceptible to it.

Ever-Vigilant (Su): The neuronea doesn't sleep and/or dream. It is immune to *deep slumber*, *nightmare*, and other spells or effects related to sleeping or dreaming,

Spell-Like Abilities: 3/day – *sleep* (DC 13), 1/day – *deep slumber* (DC 15). Caster level 7th. The save DCs are Charisma-based.

Tremorsense (Ex): A neuronea can detect and pinpoint any creature or object within 60 feet in contact with the ground.

Skills: Neuroneas gain a +4 racial bonus on all Hide 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.

OCTOPHIS

Large Aberration (Aquatic)

Hit Dice:	10d8+23 (68 hp)
Initiative:	+3
Speed:	10 ft. (2 squares), swim 30 ft.
Armor Class:	19 (-1 size, +3 Dex, +7 natural), touch 12, flat-footed 16
BAB/Grapple:	+7/+14
Attack:	Tentacle +9 melee (1d4+3 plus poison)
Full Attack:	8 tentacles +9 melee (1d4+3 plus poison) and bite +4 melee (1d8+1)
Space/Reach:	10 ft./10 ft. (20 ft. with tentacle)
Special Attacks:	Poison
Special Qualities:	Darkvision 60 ft.
Saves:	Fort +5, Ref +6, Will +10
Abilities:	Str 16, Dex 17, Con 14, Int 10, Wis 16, Cha 10
Skills:	Hide +5*, Listen +13, Spot +13, Swim +11
Feats:	Combat Reflexes, Diehard, Endurance, Toughness
Environment:	Underground
Organization:	Solitary
Challenge Rating:	8
Treasure:	Double standard
Alignment:	Always neutral evil
Advancement:	10-15 HD (Large); 15-25 HD (Huge)
Level Adjustment:	—

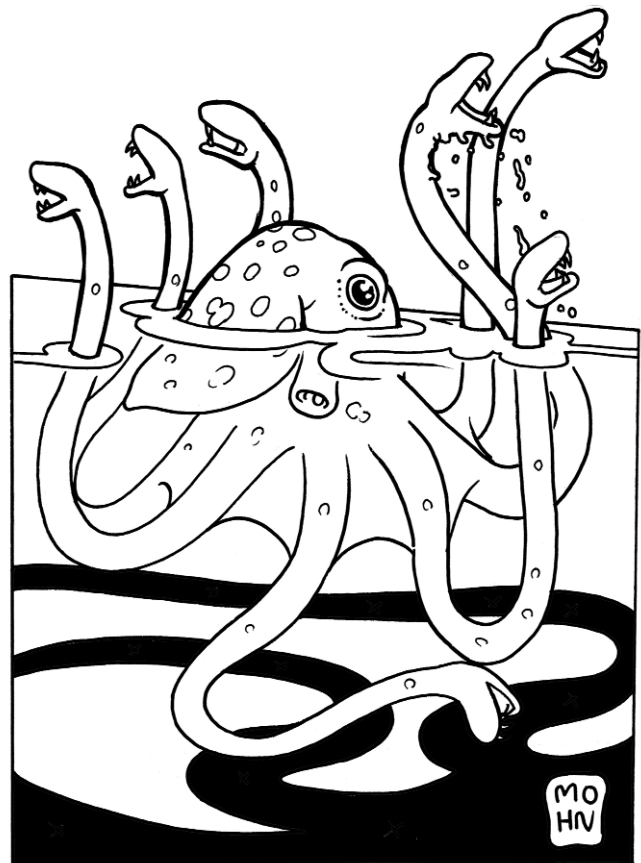
An oversized octopod head rises from the water. Then the creature shows eight appendages that disturbingly resemble writhing, hissing, fanged vipers.

Octophises inhabit bleak subterranean lakes and seas, ever hungry for food and treasure. They were created by aboleth mages in macabre crossbreeding experiments involving giant octopi, skum, and vipers of monstrous size. The result turned out to be somewhat less than expected, but octophises are still powerful enough to terrorize subterranean waterways.

These aberrations make their underwater lairs in underground reservoirs, where potential prey comes to water itself. Octophises are particularly fond of humanoids, as they usually carry a lot of highly prized shiny objects. The underground horrors usually keep their treasure underwater, but may display it on a rocky island to lure particularly gullible adventurers.

An octophis' body is 9 feet long, with tentacles extending to 20 feet. It weighs 600 pounds.

Octophises speak Aquan, Common and Undercommon, but seldom bother to do so.



COMBAT

After an octophis notices a potential victim, it conceals itself deep underwater, then surfaces to attack. It concentrates on a single opponent and employs its powerful array of natural attacks. Although the poison produced by octophises' snake-tentacles is very mild and quickly dies on fresh air, the sheer number of attacks can overwhelm even the toughest opponent.

An opponent can attack an octophis' tentacles with a sunder attempt as if they were weapons. An octophis' tentacles have 10 hit points each. If an octophis is currently grappling a target with the tentacle that is being attacked, it usually uses another limb to make its attack of opportunity against the opponent making the sunder attempt. Severing one of an octophis' tentacles deals 5 points of damage to the creature. An octophis usually withdraws from combat if it loses four tentacles. The creature regrows severed limbs in 1d10+10 days.

Poison (Ex): Injury, Fortitude DC 17, initial damage 1d3 Constitution, secondary damage none. The save DC is Constitution-based.

Skills: An octophis can change colors, gaining a +4 racial bonus on Hide checks. *It gains a +10 circumstance on Hide checks when completely submerged. An octophis has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SHIMMERING SLUG

Large Aberration

Hit Dice:	8d8+16 (52 hp)
Initiative:	+4
Speed:	20 ft. (4 squares), burrow 10 ft.
Armor Class:	20 (-1 size, +11 natural), touch 9, flat-footed 20
BAB/Grapple:	+6/+15
Attack:	Slam +10 melee (1d8+7) or madness goo +5 ranged touch (2d4 acid plus Wisdom damage)
Full Attack:	Slam +10 melee (1d8+1) or madness goo +5 ranged touch (2d4 acid plus Wisdom damage)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Bewilderment, madness goo
Special Qualities:	Darkvision 60 ft., stability, resistance to acid 10, tremorsense 60 ft.
Saves:	Fort +4, Ref +4, Will +7
Abilities:	Str 21, Dex 10, Con 15, Int 10, Wis 12, Cha 15
Skills:	Hide +4*, Listen +12, Spot +12
Feats:	Improved Initiative, Lightning Reflexes, Power Attack
Environment:	Underground
Organization:	Solitary
Challenge Rating:	7
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	8-16 HD (Large); 16-24 HD (Huge)
Level Adjustment:	–

A ten-foot long mollusk resembling an oversized garden slug crawls in your direction. It leaves behind a trail of a multihued fluid, and changes its coloration every moment in a perplexing way.

The shimmering slug is one of the creepiest underground dwellers. Its origins are uncertain, but the fact that its creator had a morbid imagination and an incredible magical power is undoubted.

Shimmering slugs roam twisting passages in sunless cave systems far from large subterranean cities. Their ecology is not well researched; the slugs supposedly live on mineral matter because they produce a special type of mild acid that slowly dissolves stone and helps them burrow. They are solitary in the fullest sense of the word, and shun all contact with other creatures. Shimmering slugs are hermaphroditic and can reproduce without a mate. The famous bewildering coloration of the slugs is possibly a defense mechanism, used to befuddle and scare away potential enemies. The so-called madness goo that creates this tint is highly caustic and is probably used in the creature's digestive system. These creatures can burrow through solid rock, and usually leave behind a usable tunnel 5 feet in diameter.



A typical shimmering slug is about 10 feet long (though some witnesses have reported 30-foot specimens). It weighs 2,000 pounds.

A slug cannot speak but understands Undercommon.

COMBAT

A shimmering slug begins a battle with unwanted guests by approaching its enemies to catch most of them in the range of its bewilderment ability. Then it attacks by slamming its weight against the strongest enemy or sprinkling madness goo at an annoying ranged attacker. Usually a slug flees by burrowing if it cannot defeat or drive away all opponents in 5 rounds.

Bewilderment (Su): A shimmering slug's ever-changing pattern of colors is capable of boggling the soundest of minds. Any creature within 30 feet of the slug and able to see it must succeed at a DC 16 Will save or behave erratically for one round, as if affected by a *lesser confusion spell*. The saving throw, whether successful or not, must be made every round for every applicable creature. Bewilderment is ineffective against sightless creatures or opponents that cannot see the slug. The save DC is Charisma-based.

Madness Goo (Ex): A shimmering slug secretes an odd-smelling multicolored liquid that is extremely hazardous to most nervous systems. The creature can spit it up to 30 feet away as a standard action; treat it as a ranged touch attack with no range increment. Opponents hit by this attack take 2d4 points of acid damage and must succeed at a DC 16 Fortitude save or take 1 point of Wisdom damage. The shimmering slug is immune to all effects of his own and other slugs' madness goo. The save DC is Constitution-based.

Stability (Ex): Due to its body shape, a shimmering slug possesses exceptional stability. It cannot be tripped or

bull rushed; such attempts are always futile, as if the opponent had failed to win the opposed roll.

Tremorsense (Ex): A shimmering slug can detect and pinpoint any creature or object within 60 feet in contact with the ground.

Skills: *A shimmering slug's ability to change color gives it a +8 racial bonus on Hide checks that improves to +12 in rocky underground areas.

SONIC BAT

Small Magical Beast

Hit Dice: 1d10+2 (7 hp)
Initiative: +4
Speed: 5 ft (1 square), fly 40 ft. (good)
Armor Class: 15 (+1 size, +4 Dex), touch 15, flat-footed 11
BAB/Grapple: +1/-3
Attack: Bite +6 melee (1d4)
Full Attack: Bite +6 melee (1d4)
Space/Reach: 5 ft./5 ft.
Special Attacks: Sound wave
Special Qualities: Blindsense 60 ft., darkvision 60 ft., resistance to sonic energy 10
Saves: Fort +4, Ref +6, Will +2
Abilities: Str 10, Dex 18, Con 14, Int 4, Wis 14, Cha 14
Skills: Hide +8, Listen +7*, Move Silently +6, Spot +7*
Feats: Weapon Finesse
Environment: Underground
Organization: Solitary, pair, or colony (4-10)
Challenge Rating: 1
Treasure: None
Alignment: Always neutral
Advancement: 2-4 HD (Small); 5-7 HD (Medium)
Level Adjustment: –

A bat the size of a small dog flies towards you. Its eyes gleam with cunning, and it emits an ear-piercing shriek before attacking.

Sonic bats are larger, more aggressive cousins of the common bat, created by powerful sorcery. They were originally bred by drow wizards to serve as highly effective scouts and skirmishers. However, most of the newly-created species escaped during a period of civil strife in a drow city-state and have now spread all over the subterranean world.

This species is notorious for its superior echolocation ability, which, combined with the darkvision they have developed over the time, makes sonic bats first-rate hunters. Although these bats are omnivorous, they most often live on smaller bats or vermin, although they sometimes attack prey larger than themselves. Sonic bats make full use of their sound wave attack, employing it to stun as many small creatures as possible, then tear at them with powerful jaws.



A sonic bat has a wingspan of about 6 feet and weighs about 25 pounds.

COMBAT

When fighting opponents of their size and larger, sonic bats begin combat with using their sound wave ability, then swoop down to bite. A pair or colony of sonic bats fights in concert; one bat fires off the sound wave every round, while the others surround a (preferably stunned) foe and bite him mercilessly.

Sound Wave (Su): Three times per day, as a standard action, a sonic bat can produce a potent sound wave. Every creature in a 10-foot spread takes 1d8 points of sonic damage and must make a DC 12 Fortitude save or be stunned for 1 round. Other sonic bats are immune to the stun effect (as well as to that of a sound burst spell), and their resistance to sonic energy is enough to soak the damage. Creatures that cannot hear are not stunned but are still damaged.

Blindsense (Ex): A sonic bat uses echolocation to pinpoint creatures within 60 feet. Opponents still have total concealment against the bat unless it can actually see them.

Skills: *A sonic bat has a +4 racial bonus on Spot and Listen checks. These bonuses are lost if its blindsense is negated.

It became known to Us that Sirthim the apostate, foolish and obstinate in his revolt against Our Spiderlike Lady, had not stopped his schemes against the city after his due punishment. The outcast has taken residence in the Sinuous Tunnels, where he continues practicing his unthinkably foul magic, plotting against the well-being of Our loyal subjects. Appalled by the atrocity of this pariah and conscious of the threat, We hereby declare Sirthim an outlaw and enemy of Our people. In the name of Our goddess We deny him the gift of life. Should a citizen show valor and root out this menace, she or he will earn Our lifelong gratitude and receive a sizable reward in gold, platinum, mithral, gems, and slaves. May the strands of Our deity's cobwebs guide you through the labyrinth.

Signed, The Obedient Servant of the Lady of All Spiders and Vassal of the Arachnid Empress

Trim along dotted line.

Permission granted to photocopy this page for personal use.

Taken by duergar. Disk also. Need help. Follow tunnel.

Ready for the Next Adventure?

Stand-alone, world-neutral, and 3.5 compatible: the Dungeon Crawl Classics line has an adventure for every level and every campaign. Use the adventure finder below to find the next adventure for your campaign. We're adding new adventures every month – check www.goodman-games.com for the latest additions!

Level	Number and Title
0	#0: Legends are Made, not Born #35A: Halls of the Minotaur
1	#2: Lost Vault of Tszthzar Rho #29: The Adventure Begins
1-3	#1: Idylls of the Rat King #24: Legend of the Ripper * #28: Into the Wilds
1-13	#14: Dungeon Interludes
2	#11: The Dragonfiend Pact #31: The Transmuter's Last Touch
3-5	#3: The Mysterious Tower #36: Talons of the Horned King
4-6	#17: Legacy of the Savage Kings #26: The Scaly God #27: Revenge of the Rat King * #35B: Thief Lord's Vault #37: The Slithering Overlord
5-7	#7: Secret of Smuggler's Cove † #23: The Sunken Ziggurat
6-8	#10: The Sunless Garden #16: Curse of the Emerald Cobra #20: Shadows in Freeport * #34: Cage of Delirium
7-8	#5: Aerie of the Crow God
7-9	#8: Mysteries of the Drow #19: The Volcano Caves
8-10	#6: Temple of the Dragon Cult
9-11	#12: The Blackguard's Revenge #25: Dread Crypt of Srihoz
10	#30: Vault of the Dragon Kings
10-12	#4: Bloody Jack's Gold †
11-13	#12.5: The Iron Crypt of the Heretics
12-13	#18: Citadel of the Demon Prince
12-14	#21: Assault on Stormbringer Castle
14-15	#15: Lost Tomb of the Sphinx Queen **
14-16	#22: The Stormbringer Juggernaut † #32: Golden Palace of Zahadran **
15	#13: Crypt of the Devil Lich
21-24	#33: Belly of the Great Beast

* Urban ** Desert † Aquatic/Coastal

This printing of *Dungeon Crawl Classics* #37: *The Slithering Overlord* is done under version 1.0 of the Open Gaming License, version 5 of the D20 System Trademark License, version 4 of the D20 System Trademark Logo Guide, and the System Reference Document by permission from Wizards of the Coast, Inc. Subsequent printings will incorporate final versions of the license, guide and document.

Designation of Product Identity: The following items are hereby designated as Product Identity in accordance with Section 1(e) of the Open Game License, version 1.0: Any and all *Dungeon Crawl Classics* logos and identifying marks and trade dress; all proper nouns, monster names, NPC names, geographic terms, capitalized terms, italicized terms, artwork, maps, symbols, depictions, and illustrations, except such elements that already appear in the System Reference Document.

Designation of Open Content: Subject to the Product Identity designation above, all NPC, creature, and trap statistic blocks are designated as Open Game Content, as well as all spell names, weapon statistics, and other elements that are derived from the System Reference Document. No art or illustration is open content.

Some of the portions of this book which are delineated OGC originate from the System Reference Document and are copyright © 1999, 2000 Wizards of the Coast, Inc. The remainder of these OGC portions of these book are hereby added to Open Game Content and, if so used, should bear the COPYRIGHT NOTICE "Dungeon Crawl Classics #37: *The Slithering Overlord*, by Artem Serebrennikov, Copyright 2006 Goodman Games (contact goodmangames@mindspring.com or see www.goodman-games.com)".

Dungeon Crawl Classics #37: *The Slithering Overlord* is copyright © 2006 Goodman Games.

Dungeons & Dragons® and *Wizards of the Coast*® are Registered Trademarks of Wizards of the Coast, and are used with Permission. Open game content may only be used under and in the terms of the Open Game License.

'd20 System' and the 'd20 System' logo are Trademarks owned by Wizards of the Coast and are used according to the terms of the d20 System License version 1.0. A copy of this license can be found at www.wizards.com.

OPEN GAME LICENSE Version 1.0a

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be

recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product Identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game

Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content You Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10 Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12 Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13 Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14 Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15 COPYRIGHT NOTICE
Open Game License v 1.0
Copyright 2000, Wizards of the Coast, Inc.

System Rules Document
Copyright 2000 Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, based on original material by E. Gary Gygax and Dave Ameson.

Dungeon Crawl Classics #37: *The Slithering Overlord*, by Artem Serebrennikov, Copyright 2006 Goodman Games (contact goodmangames@mindspring.com or see www.goodman-games.com).

Sub-Dungeon III: Underground Paradise

