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Dungeon Crawl Classics #10

The Sunless Garden

by **Brendan LaSalle**
AN ADVENTURE FOR CHARACTER LEVELS 6-8



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.

After arriving at a seemingly abandoned trading post, the heroes discover to their horror that all the inhabitants have been transformed into black trees! Upon further investigation, they find clues that lead them to the hidden lair of Nockmort, a treant gone bad. Nockmort has been transformed by the strange radiation of a meteorite he discovered, and now he is a terrible force of evil. The characters must enter his sunless garden to save the town. And along the way they just might discover fabulous treasure...

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



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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.



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Level 1: The Sunless Garden

1 square = 50 feet

The Hidden Entrance

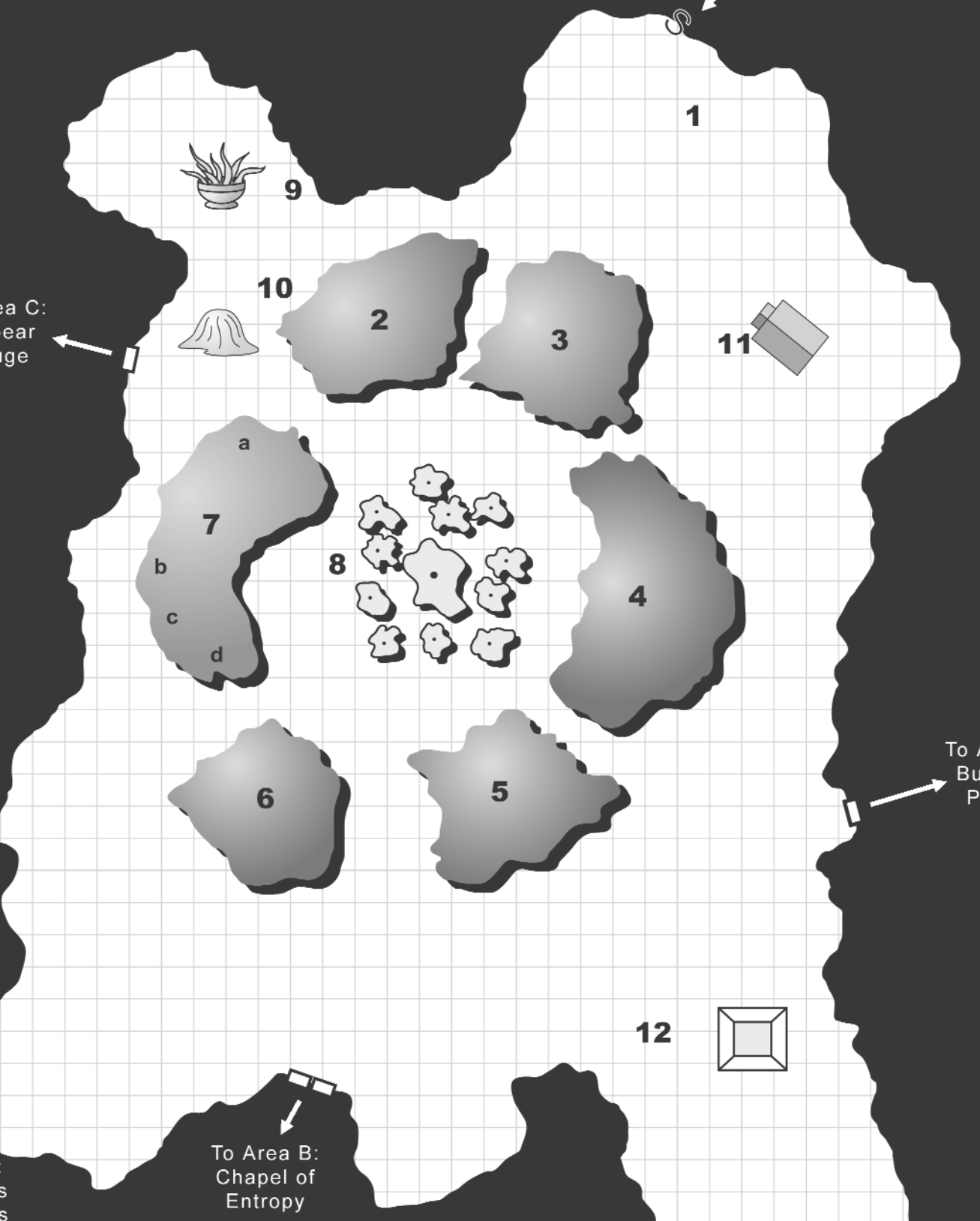
To Area C:
Bugbear
Refuge

To Area A:
Bugbear
Prison

To Area D:
Nockmort's
Workrooms

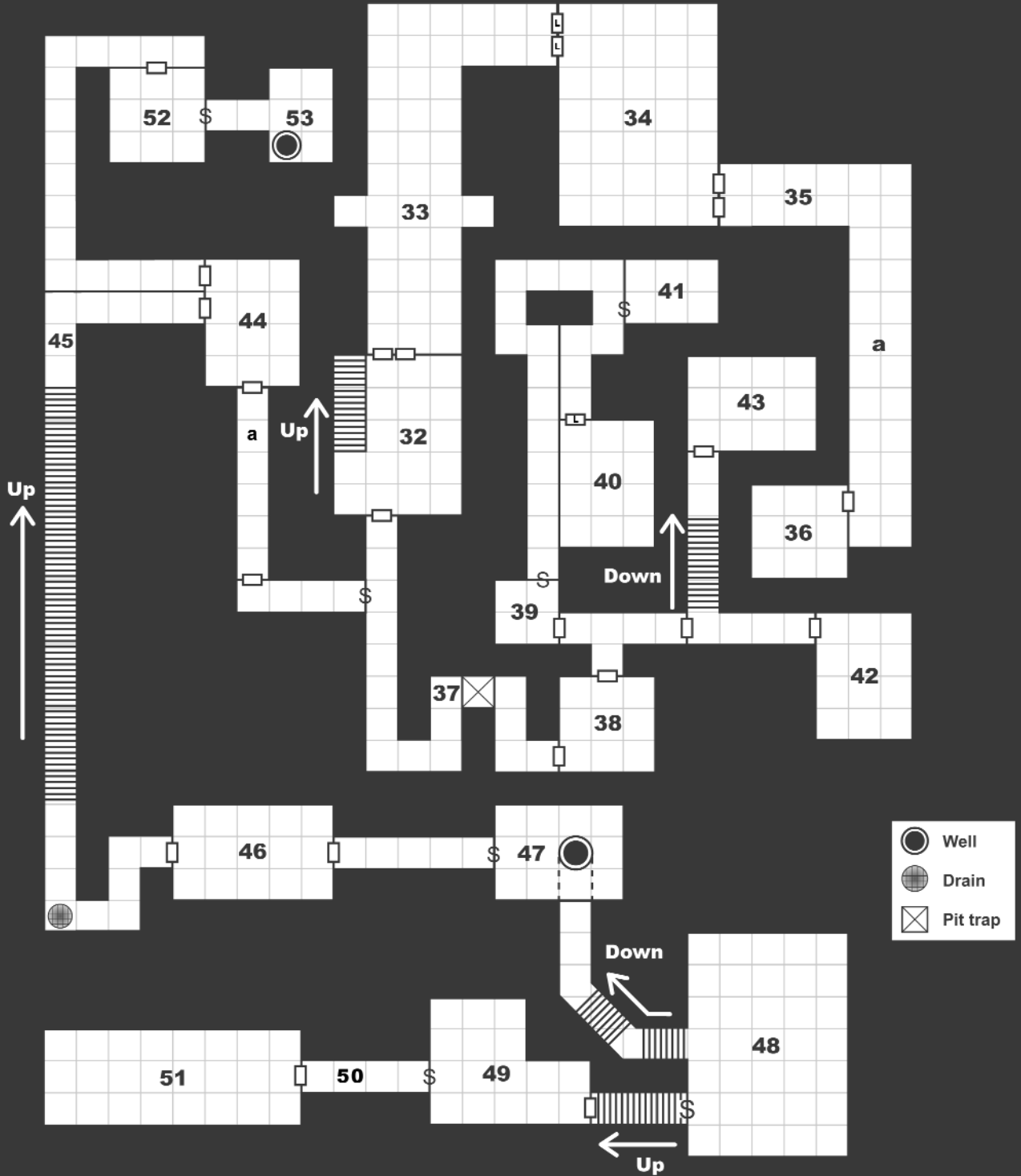
To Area B:
Chapel of
Entropy

Key	
	Tree
	Haystack
	Vegetation
	Planter
	Pit



Level 2: The Dark Garden

1 square = 10 feet



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

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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 must be there somewhere.

The Sunless Garden is designed for four to six characters of 6th through 8th level. Characters can be of any class, although parties would benefit greatly from the inclusion of a rogue and cleric. In addition, a ranger, druid, or barbarian will find their special skills in great demand in the treant Nockmort's evil acres; parties without such a character may be at a disadvantage.

Adventure Summary

The characters, either by design or accident, arrive at the tiny and seemingly abandoned trading post of Garland's Fork. To their horror, the party finds all the inhabitants transformed into black trees. Upon further investigation, they find clues that lead them to the hidden lair of Nockmort, a treant gone bad. The treant has been transformed by the strange radiation of a meteorite he discovered – he has become a terrible force of evil. Clues lead the adventurers to a cavern, once the lair of a band of extremely successful and wealthy smugglers, where Nockmort plots to spread the awful fate of the people of Garland's Fork to the entire continent. The characters must defeat Nockmort and his bugbear allies, discover the secret of the black moss petrification, destroy the meteorite fragments, and bring the antidote back to Garland's Fork. And along the way they just might discover fabulous treasure...



Game Master's Section

Encounter Table

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

Unlike most underground scenarios, parties without a druid, ranger, or barbarian may find themselves at a significant disadvantage in this adventure. You may need to tailor specific parts of the dungeon to your party for maximum challenge and enjoyment.

Loc	Pg	Type	Encounter	EL
G-4	5	C	<i>Kuga</i> , troll Bbn4	9
1-2	8	C	6 shriekers, 4 violet fungi	5
1-4	8	C	13 stirges	4
1-5	9	T	Exploding apples	2
1-6	9	C	Tendriculous, 2 owlbears	7
1-7	10	C	3 assassin vines	5
1-8	11	C T	Earth elemental Mutant tree	5
1-9	11	T	Quicksand trap	1
1-10	12	C	7 dire rats, dryad	3
1-11	12	C	2 shambling mounds	8
1-12	13	C	2 otyughs	6
A-13	14	C	2 bugbears	3
A-15	14	C C	Ettin Wight	6 3
B-17	15	C	2 dire wolverines	6
B-18	16	C	Dark naga	8
C-19	17	C	Bugbear sentry	2
C-20	17	C	4 bugbears	5
C-21	18	C	3 bugbears	4
C-22	18	C	Hill giant	7
C-24	19	C	14 female bugbears	3
C-25	19	C	10 bugbears	9
C-26	19	C	Mummy	5

Loc	Pg	Type	Encounter	EL
C-28	19	C	<i>Kolaracht</i> , bugbear Rgr4 4 bugbears 2 female bugbears	9
		T	Poison needle trap	3
D-29	20	C	5 dire bats	6
D-31	21	C	<i>Nockmort</i> , treant Drd5	13
2-33	22	C	2 dire lions	7
2-35	23	C	8 dire rats	4
2-36	23	C	<i>Damanteak</i> , dead-wood treant	12
2-37	23	T	Spiked pit trap	5
		C	7 dire rats	
2-38	23	C	6 bugbears	6
2-41	24	C	3 gargoyles	7
2-42	24	C	3 ghosts	6
2-44	25	C	<i>Shuderief</i> , bugbear Rgr3 4 bugbears	7
2-45	25	T	Underground river trap	5
2-46	26	C	6 bugbears	6
2-48	26	C	Sea hag	4
2-49	27	T	Poison gas trap	7
2-50	27	T	Pendulum blade traps	8
2-51	27	C	Herman, shield guardian	8
2-52	28	C	5 phantom fungi	8

Scaling Information

The Sunless Garden is an adventure designed for 4-6 characters of 6th through 8th levels. You can adapt the scenario to different level parties with a few simple modifications.

Weaker parties (3 or fewer characters, or lower than 6th level): Make Kuga a normal troll without barbarian levels. Remove Nockmort's druid levels and make him a normal treant. (Well, normal except for the psychosis.) Reduce the DCs for all traps and toxins by 2 to 4. In any encounter with multiple creatures, remove one opponent. Consider removing Damanteak entirely, or perhaps make him wounded (due to abuse by Nockmort?) so he starts at less hit points.

Stronger parties (7 or more characters, or higher than 8th level): Give Nockmort more druid levels, and increase the power of his scythe from +2 to +3 or even +4. Add 2 more bugbears to every bugbear encounter, and give some (or all) exploding apples. Replace the sea hag in area 2-48 with a more dangerous hag, such as an annis or green hag. Increase the DC for the negative effects of the various toxins by 2 or 4.

Getting the Players Involved

If you wish to exclude the Garland's Fork stage of the adventure, you can use the following plot hooks to get the characters directly into the dungeon.

- Kolaracht and his band of bugbear marauders have been making bold daylight raids along a well-used caravan route. Feeling extremely secure in the protection provided by Nockmort, they haven't bothered to hide their tracks very well. The characters are hired to discover the source of the raids and take appropriate action.
- A local farmer was attacked and nearly killed... by his turnip crop. His groundwater is downstream from the underground river system flowing through Nockmort's cavern, which will eventually spread out and poison the entire agricultural region with unknowable mutations unless the characters can pinpoint the source of the problem and eradicate it.
- Tereza Greenstation, a local mendicant druid, tells the characters of disturbing reports from the birds and beasts of the forest regarding their former ally Nockmort and the mischief he plans to create. He attempted to test some kind of plant-based poison on a raven, who escaped to warn the druid. The druid is concerned for the natural balance of the entire forest. If the adventurers agree to help, she sends the raven to lead them to the secret entrance to Nockmort's lair.
- The characters are on their way to Garland's Fork to visit a friend, family member or potential employer when they discover Nockmort's terrible mischief.

Treasure

The clever adventurer can walk away from the Sunless Garden an extremely rich man. The difficulty in many cases will be moving and reselling the riches. Many of the items left over from the smugglers are bulky and difficult to transport – the timepiece from area 2-34 alone would take a team of wagons to move. In addition, most of the valuable items hidden here are black market items. This means characters cannot simply walk into a marketplace and sell them at will. They will have to find a buyer in secret, and conduct their sale quietly.

Lawful characters might want to turn these items over to the local authorities. Doing so should earn an extra role-playing XP reward, approximately equal to the items' value divided by 10. (Don't tell the player this before he does it, though!)

Effects of the Black Moss

The black moss poison (described below) is what turned the villagers into trees. Black moss poison is toxic when inhaled or ingested, whether by itself or through a neutral medium such as water. Tasting infected water requires a Fortitude save (DC 18) to avoid the effects of the black moss powder.

It takes Nockmort three weeks to make enough black moss powder to affect up to twenty-four Medium sized subjects.

The moss must be carefully grown, harvested, and boiled. The water must be drained off, and the dregs buried for two weeks in moist soil. After two weeks, the remnants turn a deep shade of purple and become brittle to the touch. This residue is easily ground into the deadly powder.

The process that makes black moss poison creates its own antidote. When the final powder is dug up from the ground, the soil around the remaining cavity turns white and chalky. Just a pinch of this soil sprinkled on a victim will restore him to his natural state in 2-6 hours. The de-petrification process is painful and debilitating – victims are restored with a –4 penalty to their Constitution, and regain only one point per week.

Carrying a pinch of this whitened earth on one's person makes the carrier immune to the effects of the refined black moss powder. Even the tiniest amount – such as residue on one's boots or garments – is enough to prevent petrification.

Background Story

One night in an ancient and dark part of a great forest, a bright streak of light appeared in the heavens and fell to earth. Nockmort, an ancient and wise treant, saw the light emerge from the heavens and land in a great fury of fire and upturned earth. Fearing an attack against the untamed forest he called home, he investigated and found a crater nearly a half-mile across, where a strange meteorite had landed. The meteorite had an enticing purple glow that made the ancient treant feel strong and vigorous. He decided that the meteorite was a significant and singular natural phenomena, one worthy of study and consideration. Nockmort took a sliver of the great rock and wore it as a pendant.

Within days, the baleful effect of the meteorite's strange glow made itself manifest in the unwitting treant. He grew hateful and angry, and found himself seething with rage at humanity and the other "despoiler" races. Even more curiously, he found himself at odds with sunlight; he craved the dark and sought it out whenever the sun was high.

In time, the meteorite completely warped Nockmort until not a shred of his original personality remained. He became a blackened and evil thing, bent on the destruction of all sentient life on earth. He found a deep dark hole to hide in, the lair of a group of smugglers. He destroyed some, enslaved the others, and in their cave he hid the bulk of the meteorite. Noting the effect of the meteorite on mundane plant life, he grew himself a twisted, unnatural garden in his cave. The purple glow of the meteorite fragments grew normal plants into unrecognizable monstrosities that could exist deep underground with no sunlight.

Here in his deep grove, the insane treant experimented with the unique mutant plants, creating many different compounds to further his goal of mankind's extinction. The worst of these is a terrible concoction made from the altered black moss that grows on the cavern walls – a toxin that slowly turns its victims into plants.

Nockmort recently snuck into the tiny crossroads stop of Garland's Fork and tested his poison by introducing it to the town's well. Three days later the entire village was turned to blackened plant life. The twisted treant returned to his cavern, bound on creating a huge batch of the black moss powder – enough to petrify the entire region.

Then the player characters arrived...

Player Beginning

For whatever reason, the characters are on their way to Garland's Fork. If you are stuck for an adventure hook, they could be on their way their to meet a potential employer, or to visit an ailing relative. Or Garland's Fork could simply be on the way to someplace the characters want to go. Start the adventure by reading the following:

As you travel down the cart trail, you spot a weather-beaten wooden sign reading "Garland's Fork." It points down the road in the direction you have been traveling. You continue onward and are met with a strange sight as you clear the bend: a small strapping oak sits improbably in the center of the wheel-ruts that define this road. It looks as if the tree grew up overnight in the middle of the well-worn track. Hanging in the branches of the tree are a few articles of clothing, including a green traveling cloak. A basket hangs over one broad branch – you don't see how it got over the tree limb's wide-spreading branches, unless someone intentionally wove it into the tree.

This "tree" is actually Yonnith Olem, a young man from Garland's Fork who tried to escape in order to find help. If the characters search the basket, they will find a week's worth of dried rations, a waterskin, and a letter written in Common. The handwriting is stiff and forced, as if the writer were in pain, and gets more and more illegible as it goes. The letter is depicted in players' handout A.

Read the following as characters make their way into the trading outpost:

Garland's Fork is almost too small to be called a village. It seems to consist of two farm houses, a blacksmith's shop, and a small inn. The inn is a two-story square building with a thatched roof, and what appears to be a small stable tucked around back. There is a thick oak door, and hanging over it a sign reading "Fork's Rest."

Level G: Garland's Fork

Garland's Fork is a small trading village whose inhabitants have been petrified. There are no wandering monster encounters, though characters who make a lot of noise may draw the attention of Kuga (see area G-4).

Tracking in Garland's Fork

Characters with the Track feat will have an easy time finding various tracks in and out of the hamlet. There are two sets of recent prints. One undoubtedly belongs to a gang of bugbears, who are being strangely nonchalant about their comings and leavings. The other set of tracks is extremely strange – it seems to be from a treant, but if so this treant walked with no regard for preserving the natural forest; it has knocked down saplings, trampled bushes and flowers, and generally left upheaval in its wake. A good tracker (Survival DC 13) can follow these marks to the secret entrance to the sunless garden, five miles away to the southwest. (These are Nockmort's tracks. In his current state of self-assured conqueror, he didn't bother to hide his tracks with his druidic trackless step ability.)

Areas of the Map

Area G-1 – Fork's Rest: The door to Fork's Rest is unlocked. When the characters enter, read or paraphrase the following:

As you step inside the darkened inn, it is impossible to miss the trees that seem to have sprung up in the common room. There are two tables, a few overturned chairs, and a few broken mugs and bottles. There is a wooden stand for a keg behind the bar, but no keg. There is a narrow stairway at the back of the room; a sign hanging on the wall past the banister reads "Additional Charge for Late Checkout." There are three full-grown trees that seem to be sitting at tables. Each of them has piles of personal items about them, and articles of clothing threaded through their branches.

After the black moss poison did its deadly work on the town, Kolaracht's bugbears came and looted at their leisure. There are no items of any value in the inn: whatever the bugbears couldn't eat, drink, or carry off, they destroyed. There are broken mugs and glasses, but no broken bottles.

Astute woodsmen might notice that the indoor trees are somehow not suffering from lack of sunlight (Survival DC 23 to notice).

Upstairs the characters find two private sleeping rooms, both unlocked. One has a black tree in it. Both rooms have been looted and vandalized.

Area G-2 – Evans Farm: The front door of this farmhouse has been torn off its hinges. The door itself lies in the yard, almost hidden by the overgrown lawn. When the characters approach, read or paraphrase the following:

This tiny farmhouse has only two rooms: a kitchen with a small eating area, and a bedroom. Two black trees seem to have sprung from the very floorboards of the bedroom to overgrow the bed and nightstand. It looks like looters have taken everything of value. The interior has been ravaged by the elements for many days, and from the smell it seems that vermin have taken up residence in the cupboards. You hear the excited barking of a dog from the back yard.

This is the home of Dar and Kelly Evan, a young couple who recently began this small farm. The fields in back have several garden patches, separated by hedgerows and beginning to run to riot. They grew beans, corn, potatoes, and onions. The bugbears have been through this house thoroughly and have taken or spoiled everything of value.

In the clearing directly behind the house is a mutt chained to a post in the ground. The dog is called Violet, and she is half-starved. The bugbears taunted her and left her to die. If she is fed and released, she will try to get the characters to follow her. If they do she will lead them all the way to the entrance to Nockmort's cave by scent – Kelly Evan's distinctive wool blankets have been carted off to the cave, and the dog can smell her master's scent on them.

Speaking with the Dog: If the characters use *speak with animals* or a similar ability to communicate with Violet, she tells them that "the MAN" and "the WOMAN" got sick and laid down, and there was no food, and the hairy smelly things came, and there was no food, and now she has been alone for days with no food but she can smell something familiar in the air she wants to find – after she gets food. She will then attempt to lead the characters to the cave, as above.

Area G-3 – The Well: The outpost's well lies in the very center of town. It is a medium-sized stone well with a wooden rain cover. A hand crank lowers or raises a bucket up or down out of the water on a thick rope. A large cornerstone is engraved with the inscription "Tauragart Garland," and a date forty years earlier.

Characters with some extraordinary means of detecting toxins sense that the well has been poisoned. A Survival check (DC 25) lets characters who smell or otherwise examine the water itself know that it is somehow tainted. Characters who drink so much as a drop from this well are subject to the effects of the black moss poison (as described above).

Area G-4 – Blacksmith's Shop: At the same time the characters enter the front door, a forest-dwelling troll walks in through the back door, attracted to the smell of rotting meat. If the characters explore the grounds of the blacksmith's shop before entering, they spot the troll making his way through the yard. When the characters enter,

read or paraphrase the following:

This small, one-room building is apparently a tiny blacksmith shop, but has been thoroughly gutted. It is a one-room shop with only one window and one other door, leading to its back yard. The only remnants are a large anvil and the fire pit, and an iron rack that likely once held tools. A hammock, cut in half, hangs from two beams in the back of the shop. There are two bodies on the floor – one is a burly human, the other a bugbear.

If the characters have not yet encountered the troll, read or paraphrase the following:

Suddenly the back door is thrown open. You see the silhouette of some great creature behind it, blocking out the sun. “Well, well, well,” a strange, snarling voice says. “What have me here?”

Stout Hargar Freash, the blacksmith, was the only inhabitant of Garland’s Fork to resist the black moss toxin. He died defending his shop from the marauding bugbears just moments before he meant to go and find help. The shop has been picked clean by the bugbears.

Kuga the troll is a mean monster forester. He fights the PCs to the death on principle. He wears rusted half-plate armor. He carries a skinning knife, a wineskin full of goblin blood, and a rawhide shoulder bag containing two vials of alchemist’s fire, six skunk pelts, and a silver chalice inlaid with sapphires worth 450 gp. He will use the alchemist’s fire in combat if he has the opportunity to use a ranged weapon before he is engaged in melee.

Kuga, Troll Bbn4: CR 9; Large Giant; HD 6d8+4d12+60; hp 137; Init +2; Spd 40; AC 23, touch 11, flat-footed 21; BAB +8; Grp +18; Atk claw +13 melee (1d6+6); Full Atk 2 claws +13 melee (1d6+6) and bite +8 melee (1d6+3); SA

Rend, rage 2/day; SQ Regeneration, scent, darkvision 60 ft., uncanny dodge, trap sense +1; AL CE; SV Fort +14, Ref +4, Will +1; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills and Feats: Hide +4, Listen +10, Move Silently +7, Spot +8, Survival +11; Alertness, Cleave, Iron Will, Power Attack, Track.

Possessions: Described above.

Area G-5 – Wakes Farm: The Wakes Farm was a well-kept gentleman’s horse farm. Now burnt out and decrepit, the house is only half a structure. As the PCs approach, read or paraphrase the following:

As you make your way to the huge white farmhouse, you can’t miss the enormous hole burnt into the western wall. You can see directly into what was once a full living space and is now only a charred shell. The house’s once well-maintained exterior is now overgrown and trampled down. There is a large horse pen and stable in the rear of the house, but you see no animals. Part of the fence has been knocked down.

Kolaracht and his bugbears raided this house and started the fire. If the interior is searched, the characters find five victims of the black moss transformation in various parts of the house, a few overlooked pots and pans, and a journal. The journal belonged to the eldest Wakes daughter. Most of the journal contains the fairly standard lovelorn musings of a small town teen, but the final three entries hold clues to the fate of the inhabitants of Garland’s Fork (see players’ handout B for the full text).

The massive fireplace and chimney still stand, and a thorough search (DC 28) discovers a secret compartment in the hearth, hiding 55 platinum pieces, four pieces of heirloom gold and ruby jewelry (worth a total of 400 gp), and two *potions of neutralize poison*.

Level 1: The Sunless Garden

This strange underground garden is the lair of Nockmort the treant. Due to the perverse magics invading the earth here, the following druid spells have their effects hampered or altered when cast in the garden or dungeon levels:

Commune with nature: Will allow the druid to know that there are mutated plants in the area, but cannot determine what base stock these plants come from, or any of their unusual properties.

Detect animals or plants: Will not identify any mutated plants, since they are unique and have no determinable type.

Shambler: Shambling mounds summoned within the great cavern will have the same modified statistics as the others of their type in this dungeon (see area 1-11).

Speak with plants: Works normally, but mutated plants seem confused and disoriented. They are unable to communicate anything regarding their mutation or the meteorite.

Walls on this level are generally unworked stone, and doors are generally stone, though some areas are exceptions.

Stone Door: 4” thick; Hardness 8; 60 hp; Break DC 28

(stuck), 28 (locked).

Unworked Stone Wall: 5 ft. thick (at least); hardness 8; hp 900 (per 5 ft. thickness); Break DC 65; Climb DC 20.

Wandering Monsters

Check once every fifteen minutes on the garden level, or whenever the characters make a significant amount of sustained noise. Roll a d6; an encounter occurs on a 1. If an encounter is called for, roll 1d4 to determine the creature encountered.

Roll (d4)	Result
1	1-6 bugbears
2	1-2 mutated shambling mounds (see area 1-11)
3	3-6 stirges
4	1-2 mutated phantom fungi (see area 2-52)

Mutated creatures have modified profiles; the exact details of the modification are described in the appropriate encounter area. The following statistics are provided for easy reference.

Bugbears: CR 2; Medium Humanoid (Goblinoid); HD 3d8+3; hp 16; Init +1; Spd 30 ft.; AC 16, touch 11, flat-footed 15; BAB +2; Grp +4; Atk/Full Atk Halberd +5 melee (1d10+2/x3); Space/Reach 5 ft./5 ft. (10 ft. with halberd); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +3, Hide +4, Listen +4, Move Silently +6, Spot +4; Alertness, Weapon Focus (halberd).

Possessions: Leather armor, halberd, 3d6 gp.

Shambling Mound, mutated: CR 6; Large Plant; HD 8d8+24; hp 60; Init +0; Spd 20 ft.; AC 20, touch 9, flat-footed 20; BAB +6; Grp +15; Atk slam +11 melee (2d6+5); Full Atk 2 slams +11 melee (2d6+5); Space/Reach 10 ft./10 ft.; SA Improved grab, constrict 2d6+7; SQ Darkvision 60 ft., immunity to electricity, low-light vision, plant traits, fire resistance 10; AL N; SV Fort +9, Ref +2, Will +4; Str 21, Dex 10, Con 17, Int 7, Wis 10, Cha 9.

Skills and Feats: Hide +3, Listen +8, Move Silently +8; Iron Will, Power Attack, Weapon Focus (slam).

Stirge: CR 1/2; Tiny Magical Beast; HD 1d10; hp 5; Init +4; Spd 10 ft., fly 40 ft. (average); AC 16, touch 16, flat-footed 16; BAB +1; Grp -11 (+1 when attached); Atk/Full Atk touch +7 melee (attach); SA Attach, blood drain; AL N; SV Fort +2, Ref +6, Will +1; Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6.

Skills and Feats: Hide +14, Listen +4, Spot +4; Weapon Finesse.

Phantom Fungus, mutated: CR 3; Large Plant; HD 2d8+6; hp 15; Init +0; Spd 20 ft., climb 20 ft.; AC 14, touch 10, flat-footed 14; BAB +1; Grp +3; Atk bite +3 melee (1d6+3); SQ Low-light vision, plant traits, greater invisibility; AL N; SV Fort +6, Ref +0, Will +0; Str 14, Dex 10, Con 16, Int 2, Wis 11, Cha 9.

Skills and Feats: Listen +4, Move Silently +6, Spot +4; Alertness.

The Hidden Entrance (Not Pictured on Maps)

A hollow tree with a tunnel beneath it provides the entrance to the sunless garden. If the characters follow Violet the dog, he comes to the base of the tree and barks, peering into the tree hollow. However, he refuses to descend into the dungeon – he becomes frightened by the strange smells and eventually heads back to Garland's Fork.

If the characters follow the tracks leading from Garland's Fork, the tracks enter the tree's hollow.

Once the characters have arrived at the location, read or paraphrase the following:

You come to a clearing and a small hill. A lone tree dominates the landscape, huge and half-barren of leaves. The base of the tree is hollowed, with a lattice of roots loosely covering the outside.

Characters can push past the roots and crawl into the hollowed tree. The inside is tunneled out and goes down seven feet into the ground. At the end, the tunnel drops down into the huge cavern that makes up the sunless garden. The root system hangs low and can be used like a rope ladder to



climb down into the floor of the cavern. When the characters have descended, read or paraphrase the following:

As you peer through the narrow hole at the end of the tunnel, you find yourself looking into a huge cavern. The entire area is infused with a dull purple light from an unknown source. The air has a spicy, pungent odor. From your position in the ceiling you can see the floor seventy feet below you. The network of roots looks simple enough to climb down to the floor. The cavern is huge, and from your angle you can see what appears to be a patch of lush trees growing underground about two hundred feet ahead of you.

It is a simple matter to climb down to the cavern floor using the network of roots (Climb DC 15). However, metal tools and flatware stolen from the Garland's Fork smithy have been woven in to the roots 10 ft. from the floor. Characters climbing down below the 30 ft. mark will set the roots jangling. The sound has a 50% chance of attracting a wandering encounter.

If the characters wish to avoid the root network, they can use a climbing rope to descend. There is a large central root at the top of the narrow passageway they entered through which can support a climbing rope.

The blankets of Kelly Evan, which led Violet the dog here, have been stacked in a pile under the roots like a doormat. They are filthy and worthless at this point.

Areas of the Map

Note the scale of the sunless garden map. This cavern is enormous.

Area 1-1 – Entryway: Read or paraphrase the following:

The area where the tree root network touches down is heavily traveled. Dozens of tracks are visible in the floor around the roots. In the purple light of the cavern, you see what appears to be an improbable underground garden southwest of your position. Directly south you see what appears to be a small shack built into the earthen floor of the cavern. The weird purple glow makes strange shadows on the cavern floor. The aroma of this place is even stronger here – a strange combination of peat moss, guano, and unnaturally sharp cinnamon.

There are dozens of tracks that go off in several directions in the cavern. If the PCs keep an eye on the tracks

while traversing the room, a sharp-eyed tracker (Survival DC 27) will spot tracks in the far southwest corner of the cavern that seem to lead directly into the wall – a secret door leading to Nockmort’s work room (area D-29).

Note on the Garden Encounter Areas: Encounter areas 1-2 through 1-7 are landscaped and sculpted plots of mutated vegetation. The dense vegetation in these areas counts as difficult terrain. Each area is a landscaped plateau raised three feet off the ground. The walls of the plateau are made of decayed branches and roots held together by hardened mud. Characters in this general vicinity who look up will see dozens of chunks of glowing purple crystals set into the stalactites hanging from the roof – these are fragments of the purple meteorite, embedded into the ceiling by Nockmort. The ceiling is extremely difficult to climb over due to the stalactites (Climb DC 33). If the characters start prying out fragments, the treant will feel the disturbance in energy flow and come running to investigate, alerting bugbear sentries he passes on the way. If the PCs manage to destroy all 83 fragments, the garden will die out within 1-3 days.

Prying out a chunk of meteorite requires a Strength check (DC 20, +2 bonus to check if using an appropriate prybar). There are several ways to destroy the fragments; chief among them is immersing them in the acid pool in area 2-53.

Meteor Fragments (83): hardness 4; hp 8; Break DC 35.

Characters making successful Survival check (DC 15) note that someone has been tending the garden with exacting care. The soil is well-watered and aerated, and there are very few weeds. Some plants are individually staked up.

Area 1-2 – Northwestern Patch (EL 5): Read or paraphrase the following:

This patch of earth is dominated by rows of huge vermilion bushes, each standing eight feet tall and covered in large veined-leaves that are almost perfectly diamond-shaped. Clusters of tiny red berries dot the entire patch. The thick foliage goes back as far as you can see. The ground smells very moist and rich here.

Characters venturing past the borders of this huge planter and heading towards its center will disturb the six shriekers and four violet fungi that live in an extended ring near the center of the patch. These creatures are hunkered down in the bushes and are hard to detect until someone passes close by. The shriekers have been mutated by the radiation of the meteorite – they still make noise, but instead of shrieking they now randomly mimic any sound they have ever been exposed to. When intruders pass nearby they will babble like a crowd of bugbears, shriek like bats, rustle like a passing treant – all loud enough to be clearly heard by anyone within 100 ft. If the characters speak or make noise near them, they will imitate their sounds as well. The violet fungi have also been mutated by the radiation – the

mutation has made them quicker and deadlier. The fungi can now run as fast as a man, and are much more nimble. The violet fungi will charge once the shriekers sound the alarm.

The tiny berries on the vermilion shrubs are edible, if possessing a taste like tart bananas. Characters who eat a handful of them experience an odd side effect – the characters gain darkvision for three hours. Nockmort is unaware of this effect, as everything he tested the berries on already possessed darkvision. The berries lose this property 48 hours after being removed from the dungeon and the influence of the purple meteorite.

Shriekers, mutated (6): CR 1; Medium Plant; HD 2d8+2; hp 14 (x6); Init –5; Spd 0 ft.; AC 8, touch 5, flat-footed 8; BAB +1; Grp –1; Atk none; 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.

Violet Fungi, mutated (4): CR 4; Medium Plant; HD 2d8+6; hp 19 (x4); Init –1; Spd 30 ft.; AC 18, touch 14, flat-footed 14; BAB +1; Grp +3; Atk tentacle +5 melee (1d6+2 plus poison); Atk 4 tentacles +5 melee (1d6+2 plus poison); SA Poison; SQ Low-light vision, plant traits; AL N; SV Fort +6, Ref +4, Will +0; Str 14, Dex 18, Con 16, Int –, Wis 11, Cha 9.

Feats: Run, Weapon Finesse.

Area 1-3 – Northeastern Patch: This area is elevated three feet off the ground like all of the garden areas.

This is one of the several patches of underground vegetation. The purple light makes the foliage alternately look black or blue. You see a stand of large, odd pine trees covered in moss, a small garden patch that might be herbs, and a small group of odd cacti towards the southeastern edge of this plot.

The pine trees are just the growth medium for Nockmort’s most important plant – the black moss he uses to make his petrifying potion. The pine trees themselves have a shortened growth season and are stunted versions of their base plants, but are otherwise unremarkable. The cacti are likewise unremarkable.

The herb patch contains, among other experimental growth, a variant on ragweed with bizarre properties on sleepers. Anyone sleeping within 30 ft. of this weed – fresh, cut, or dried – will have bizarre nightmares that will continue to haunt the characters all day long. At the GM’s discretion, these nightmares can be so terrible that they prevent a good night’s sleep. The mutant ragweed loses this property after 48 hours away from the purple meteorite.

Characters who search the undergrowth in this area may find a corpse covered in cast-off leaves (Search DC 20). The body is that of one of the human smugglers that have been enslaved by the bugbears. The smuggler has a thick money belt, with 55 gold pieces hidden in its lining, and a +2 *animal bane dagger* in an ornate scabbard.

Area 1-4 – Eastern Patch (EL 4): This patch of vegetation is elevated three feet off the ground like the others.

This patch of vegetation is dominated by a stand of oversized poppies – they are as large as sunflowers and resplendent with shades of aquamarine and blue. There are a few other odd plants, including a tall palm tree dotted with green coconuts. There is a strange smell here, an unpleasant musky scent of decay. The ground is dotted with what appears to be guano.

Hidden amongst the poppies is a flock of stirges. They are nesting in the oversized poppies, preparing to begin their spawning season. Characters investigating this patch of vegetation are certain to come to their attention. They attack relentlessly to protect their nesting grounds.

Like all the vegetation influenced by the meteorite's radiation, the poppies have been transformed. These plants are fully mobile, capable of pulling their roots up and walking up to 5 ft. per round (they can't run) to find a more advantageous position. If the characters battle the stirges, the poppies will move away from the fight, returning to their bed only after the battle ends. They will likewise attempt to escape if characters pluck or otherwise molest them.

If all the poppies run away, the characters will notice 15 small gems (25 gp each) sitting on the ground that were hidden by their leaves. Otherwise, these are only detected via a very thorough Search (DC 35).

Once the poppies run away, the only plant left will be the palm tree with its rotund green coconuts. There are fifteen coconuts growing on the palm tree. Drinking their milk restores 1d8 points of damage. An entire coconut must be drained to achieve this effect.



Stirges (13): CR 1/2; Tiny Magical Beast; HD 1d10; hp 4, 4, 5, 5, 5, 6, 6, 7, 7, 8, 8, 9, 10; Init +4; Spd 10 ft., fly 40 ft. (average); AC 16, touch 16, flat-footed 16; BAB +1; Grp –11 (+1 when attached); Atk/Full Atk touch +7 melee (attach); SA Attach, blood drain (1d4 Con); AL N; SV Fort +2, Ref +6, Will +1; Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6.

Skills and Feats: Hide +14, Listen +4, Spot +4; Weapon Finesse.

Area 1-5 – Southeast Patch (EL 2): This patch of vegetation is elevated three feet off the ground like the others.

There are two huge trees here, branches laden with green and red apples. The ground within ten feet of the trees is blackened, as if ashes have been introduced to the topsoil. There are also dozens of smaller plants – ferns and flowering bushes, and a few tall stalks that look like corn but bear no fruit.

There are eight red apples and twenty-six green ones. The red apples are extremely dangerous. If a red one is carelessly plucked off the tree, it will explode three seconds later. This does 2d6 points of damage to a target holding or struck by an apple (no save), and 1d6 points of damage to targets within 5 ft. (Reflex save DC 16 for half). The only warning is a faint hissing sound once the stem is removed. When a character plucks an apple, inform the player they hear a hissing sound, then silently count three Mississippi's. If the player doesn't react by the time you count three (hopefully pitching the deadly thing), the apple blows up in the character's hand.

The explosion is triggered by tearing the stem from the fruit. The red apples can be carefully removed with their stems intact with a Disable Device check (DC 18; an attempt takes 30 seconds). If the check is successful, the player has removed the apple and it can be saved and used as a projectile weapon later by plucking the stem and throwing it. No one is proficient in throwing apples, so this counts as an improvised thrown weapon with a standard –4 penalty to the attack roll. Unlike the rest of the vegetation in the garden, the red exploding apples retain their properties for a month after they are removed from the influence of the meteorite. Eating a non-exploded red apple seems to have no immediate effect, but the brave soul who dares will have violent gastronomic episodes starting the next morning and lasting for 1-3 days afterwards. (This causes no damage per se, but you should inform the player that his character has to make constant "pit stops," usually at the most inopportune times.)

The green apples are not quite ripe, and won't be ready for 1-2 weeks. If they are removed from the tree nothing happens and they don't ripen. They are, however, quite tasty and harmless to eat.

The rest of the plants here are all mutated to some extent, but none have extraordinary properties.

Exploding Apple Trap: CR 2; mechanical; timed trigger; no reset; 5-foot explosion (2d6 to target or holder, no save; 1d6 within 5 ft., Ref DC 16 for half); Search DC 25; Disable Device 18 (remove stem without activating).

Area 1-6 – Southwest Patch (EL 7): This patch of vegetation is elevated three feet off the ground like the others.

The central feature of this raised planter is a solid hill of vegetation, a green leafy mass with offshooting vines and reaching branches. It is situated in the center of the planter, surrounded by short grass and patches of semi-luminous blue moss. At the southernmost point of this planter is a vast tier of assort-

ed shrubbery, small trees, and large leafy vine stands. There is a patch, nearly twenty feet by twenty feet, that has been carefully staked to latticework stuck deep into the earth. The staked plants look like rosebushes, but fat, unnaturally blue fruits hang from each bud. In the center of this patch is a large hedgerow covered in smallish yellow flowers.

The hill of vegetation is a larger-than-average tendriculous, which patiently waits for prey. It is a mutant – the creature has developed a breath weapon, a cone of wind it creates by expanding its body like a bellows and forcefully exhaling. This acts as a *gust of wind* spell as cast by a 6th level caster. The creature may use its breath weapon every round. The tendriculous is stationary – the same mutation that gives it its breath weapon robs it of mobility. It can turn 360 degrees to face attackers but is rooted to its spot in the center of this planter.

The patch at the southernmost part of this room is a result of Nockmort's most unusual discovery; a mutant variant of forsythia that has a lulling effect on owlbear. This "owlbear nip," as he calls it, can be smelled clearly by the beasts from miles away. They are both attracted to and pacified by its scent. There is a gap in the flowering hedgerow on the southeastern side – characters who enter will see two full-grown owlbears, rolling and frolicking in the patch of flowers. The do not attack; indeed, they coo and purr and roll their eyes sweetly at the characters. They will even submit to being petted or fed. If attacked, they will attempt to run away, or will fight if cornered.

Enterprising characters might try to gather up the owlbear nip in a bid to be the first adventurer in their guild to own a pair of tame owlbears. This will have limited success. A character possessing owlbear nip can make a Handle Animal check (DC 24) to get the owlbears to follow them – this check can only be made once per character per day. If this works, the owlbears will follow the character around. They will not fight while under the influence of the bizarre weed – indeed, they will expect their voracious appetite to be fed by the character, and will want to play and frolic and gambol at every opportunity. They will run from hostile encounters, and will only fight if cornered. And since the owlbear nip loses its amazing properties after 48 hours of non-exposure (like all the other meteorite-touched plant life), the characters could be in for quite a surprise if they elect to take the beasts out of the garden. The owlbears know to avoid the tendriculous; indeed, they rarely leave their patch of euphoric nip.

The blue rosefruits have an insidious sort of toxin (Fort save DC 19). Characters who try them gain one point of Wisdom for five minutes. After this, the Wisdom point is lost and a second save (DC 19) must be made or the characters lose 2d4 temporary points of Dexterity.

The other shrubs and plans are all mutated and unique, but lack any extraordinary qualities.

Tendriculous: CR 7; Huge Plant; HD 13d8+78; hp 145; Init -1; Spd 0 ft. (immobile); AC 18, touch 7, flat-footed

18; BAB +9; Grp +22; Atk Bite +18 melee (2d8+11); Full Atk Bite +18 melee (2d8+11) and 2 tendrils +13 melee (1d6+6); SA Improved grab, paralysis, swallow whole; SQ Low-light vision, plant traits, regeneration 10; AL N; SV Fort +14, Ref +3, Will +5; Str 32, Dex 9, Con 22, Int 3, Wis 8, Cha 3.

Skills and Feats: Hide +9, Listen +1, Spot +3; Alertness, Iron Will, Power Attack, Stealthy.

Owlbears (2): Large Magical Beasts; CR 4; HD 5d10+25; hp 54, 68; Init +1; Spd 30 ft.; AC 15, touch 10, flat-footed 14; BAB +5; Grp +14; Atk Claw +9 melee (1d6+5); Full Atk 2 claws +9 melee (1d6+5) and bite +4 melee (1d8+2); SA Improved grab; SQ Scent; AL N; SV Fort +9, Ref +5, Will +2; Str 21, Dex 12, Con 21, Int 2, Wis 12, Cha 10.

Skills and Feats: Listen +12, Spot +12; Alertness, Track.

Area 1-7 – Western Patch (EL 5): This patch is elevated three feet off the ground like the others.

This patch of greenery has many amazing sights – a stand of pine trees that seems to be growing red crystals, a patch of acorn squash each nearly as large as a man, and a shrub of orange flowers that seems to dance to unheard music. You hear the splash of water coming from somewhere within the patch. The entire area smells strongly of cinnamon and rich earth.

The pine trees (marked A on the map) grow sugar crystals. The crystals are safe to eat, and extremely sweet.

The acorn squash plants (B) grow vegetables weighing nearly one hundred pounds each. These gargantuan veggies have become the main food source for the bugbears and slaves alike.

The orange flowers (C) continuously twitch, shake, and sway. They have no other remarkable properties other than being mildly toxic (ingested poison, DC 13, initial 1 Con, secondary 1 Con).

In the southern section of the patch stands a fountain covered in clinging vines (D). This is a magical fountain that Nockmort has possessed since before his transformation. The fountain appears to be a beautiful child standing in a stone basin. The child holds his hands as if to be lifted from the ground, and water magically cascades from the child's hands into the basin. The statue actually sits in a patch of assassin vines, which will attack characters who come close enough to the fountain to investigate. The assassin vines are mutants – as they attack they bray with a noise like maniacal laughter. This effect is unsettling, but has no extraordinary powers.

If the characters throw a coin into the fountain, the party will be magically *blessed* for one hour. This effect happens only once per day, to the first group that throws a coin in (up to eight persons). The basin is currently devoid of coins.

Assassin Vines (3): CR 3; Large plants; HD 4d8+12; hp 42, 33, 39; Init +0; Spd 5 ft.; AC 15, touch 9, flat-footed 15; BAB +3; Grp +12; Atk/Full Atk Slam +7 melee (1d6+7); Space/Reach 10 ft./ 10 ft. (20 ft. with vine); SA Constrict (1d6+7), entangle, improved grab: SQ Blindsight 30 ft., camouflage (DC 20 Spot), immunity to electricity, low-light vision, plant traits, resistance to cold and fire 10; AL N: SV Fort +7, Ref +1, Will +2; Str 20, Dex 10, Con 16, Int –, Wis 13, Cha 9.

Area 1-8 – Unhallowed Grove (EL 5): Read or paraphrase the following:

At the center of the garden area is a grove full of enormously tall trees. Each is nearly one hundred feet tall, with a huge canopy of leaves spreading over this entire patch of green. There are also four smaller broken trees near the northern section of the grove. Iron buttresses and scaffolding support these small trees, as if they have been uprooted and replanted here in the grove. In the center of the grove is a huge towering oak, unsupported and vital. It is nearly one hundred fifty feet tall, and its leaves have a strange waxy cast. Two men, hanged by the neck on knotted ropes, dangle from a high branch twenty feet up. The purple light of the cavern throws dark shadows across their faces.

This area is guarded by an earth elemental which hides under the ground waiting for intruders. Anyone wishing to pass into the grove must first say the password phrase: "Woe to the enemies of the earth and sky." Failure to do so causes the elemental to erupt from the ground and immediately attack.

Characters investigating the smaller broken trees discover to their horror that they are actually lifeless treants. Each one was destroyed by Nockmort and planted here in an attempt to create more deadwood treants. If the characters do not destroy the carcasses of these treants, they will eventually rise, infused with the awful power of the purple meteorite. This entire grove is *unhallowed*, and the air seems colder here than in any other part of the cabin.

The two hanging victims were the smuggler chieftains, hung here as an example to their crew. Their bodies have been stripped of all possessions save clothing.

The towering oak has been fully mutated by the power of the meteorite. It has the ability to draw water directly from its surroundings, dehydrating living beings through its bark and leaves. Any creature who makes unprotected contact with the tree must make a DC 15 Fort or take 1d4 points of temporary Constitution damage from dehydration. If the characters attack the tree, it has an AC of 4, a hardness of 8, and 876 hit points, and can not fight back unless attackers touch it. It is immune to piercing damage, and takes half damage from blunt weapons. Characters attacking the oak can make a Listen check (DC 30; includes penalties for distance) to hear the screams of the dryad from encounter area 1-10.

Some of the smugglers have buried a stash of treasure beneath the giant oak, in an attempt to salvage what was once an extremely profitable operation. Buried three feet down is a locked chest (Search DC 28). Inside is 2,895 gp, a *potion of fly*, and a map that seems to lead to a buried treasure, two hundred miles away to the west (GM's discretion whether its real or not).

Earth Elemental: CR 5; Large Elemental; HD 8d8+32; hp 77; Init –1; Spd 20 ft.; AC 18, touch 8, flat-footed 18; BAB +6; Grp +17; Atk Slam +12 melee (2d8+7); Full Atk 2 slams +12 melee (2d8+7); Space/Reach 10 ft./10 ft.; SA Earth mastery, push; SQ Damage reduction 5/–, earth glide, darkvision 60 ft., elemental traits; 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

Area 1-9 – Huge Planter (EL 1): Read or paraphrase the following:

You find a huge stand-alone planter, nearly forty feet across. It holds one large plant that has the appearance of a giant single fern. The plant is nearly fifteen feet tall, and its slender green fronds branch off in all directions. The planter is ringed by rough-hewn benches. It appears that this fern grows in a ring, and that there is a clearing in its center.

This fern has been mutated greatly by the power of the meteorite. It has become cannibalistic, devouring any other plants placed nearby. It is only interested in eating plants that have been altered by the meteorite. If the characters carry any plants or plant substances (black moss powder, exploding apples, etc.), it will animate and attempt to snatch plants away or grab at any containers or backpacks that hold them. The fern has Str 15, BAB +2, and is size Huge, for a total grapple check of +12. It can't hurt people, only plants – it absorbs them using special glands in its leaves.

If characters make their way to the center of this fern (which they can do with little or no trouble), they will find a 15 ft. x 15 ft. cleared circle of what appears to be sandy ground. Characters walking across are in for a rude shock – overwatering has turned this bare patch to quicksand, and characters walking over will sink. Characters wandering over the patch must make a DC 17 Reflex save to step back before the quicksand sucks them in. Failure means the characters sink a foot into the sand per round. Characters who keep their cool can actually attempt to swim out (Swim DC 18) – a successful Swim check means characters have reached the side with no trouble. Otherwise, the unassisted character will sink down fifteen feet into the earth below the cavern and eventually suffocate (treat as standard drowning). Someone on dry land attempting to pull out a drowning character must use some sort of pole and a Strength check opposed by the quicksand (treat as Str 22, with a +1 bonus to its check for every foot by which a character has sunk in).



Quicksand: CR 1; natural; proximity trigger; automatic reset; sink 1 foot per round until submerged and drowned; DC 17 Ref save to avoid; escape via DC 18 Swim check or opposed Strength check (Str 22, +1 to check for every foot by which a character has sunk); multiple targets (all within 15 ft. x 15 ft. area); Search DC 20; Disable Device DC N/A.

Area 1-10 – Haystack and Crate (EL 3): Read or paraphrase the following:

At this spot is a small hillock of filthy hay. It smells like it is rotting. There are small holes bored into it, like tiny caves in the haystack. Two worn-out rakes lean against it. Fifteen feet to the northwest of the haystack is a wooden crate. It is obviously homemade and of poor craftsmanship. There are chains wrapped around it fastened by a huge, rusty padlock.

The haystack is the nest of 7 dire rats. They stay in the nest until the haystack is disturbed, at which time they attack the interlopers. They are not suicidal, and if their losses become heavy they scamper off.

The padlock on the crate would normally be a DC 21 lock, but rust makes it DC 25. Inside the crate is a dryad, the spirit of the giant oak that stands in the center of area 1-8. She has been imprisoned here by Nockmort, who demanded but did not receive her allegiance. As her tree has been mutated, her appearance has been changed. She is lanky and tall and much too thin, as if her bones have been stretched but not her flesh.

If the giant oak still stands, the dryad lives. She is very embarrassed about her current appearance, and begs observers not to gaze upon her.

If the oak has been destroyed, the dryad will be found dead in her box. Characters attacking the oak can make a Listen check (DC 30, includes penalties for distance) to hear the dryad's screams of distress.

Development: If freed, the dryad will be grateful and ask characters to escort her back to her tree. If they need motivating, she will reveal the location of the buried treasure in exchange for walking her back and sparing the life of the giant oak. She will attempt to charm characters who refuse. If attacked, she will attempt to use her spell-like abilities to buy her enough time to return to the safety of her grove. She knows that all of the plants have been mutated in this place, and she knows that the purple glow is the cause of the changes, but she does not understand what causes the glow.

The earth elemental in area 1-8 ignores the dryad, but will attack anyone escorting her unless she tells them the password phrase.

Dire Rats (7): Small Animal; CR 1/3; HD 1d8+1; hp 5 each; Init +3; Spd 40 ft., climb 20 ft.; AC 15, touch 14, flat-footed 12; BAB +0; Grp -4; Atk/Full Atk Bite +4 melee (1d4); SA Disease; SQ Low-light vision, scent; AL N; SV Fort +3, Ref +5, Will +3; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

Skills and Feats: Climb +11, Hide +8, Listen +4, Move Silently +4, Spot +4, Swim +11; Alertness, Weapon Finesse.

Dryad: Medium Fey; CR 2 (normally 3); HD 4d6; hp usually 18, currently 4; Init +4; Spd 30 ft.; AC 17, touch 14, flat-footed 13; BAB +2; Grp +2; Atk/Full Atk Dagger +6 melee (1d4/19-20); SA Spell-like abilities; SQ Damage reduction 5/cold iron, tree dependent, wild empathy; AL CG; SV Fort +3, Ref +8, Will +6; Str 10, Dex 19, Con 11, Int 14, Wis 15, Cha 18.

Skills and Feats: Escape Artist +6, Handle Animal +11, Hide +11, Knowledge (nature) +11, Listen +11, Move Silently +11, Ride +6, Spot +9, Survival +9, Use Rope +4 (+6 with bindings); Great Fortitude, Weapon Finesse.

Area 1-11 – Gardener's Shack (EL 8): This 40-foot by 30-foot shack was once a look-out post and storage area for the smugglers who ruled this cave. The exterior of the building is simple and utilitarian, with no windows and only a front and back door. Nockmort has converted it to a storage place for the garden implements his slaves use. Both doors are locked with a padlock (Open Lock DC 21) and an alarm – the interior of each door is hung with tiny bells that jingle when the door is opened (jingling bells alarm: Search DC 25, Disable Device DC 25). An external examination reveals nothing unusual. Once the PCs enter, read or paraphrase the following:

The interior of this shack is a cramped, musty place lined with garden tools. There are two shelves filled with ceramic and wooden flower pots, bulging sacks and boxes. There are three small tables covered in soil – each one has a small shovel and trowel on it, and one holds a candelabra with three

unlit candles. There are four barrels with tight-fitting lids along the south wall. There is a single other door leading out of this room.

There are two shambling mounds hiding here, one beneath the table with the candelabra, one hiding behind one of the long shelves parallel to the west wall. The radiation has mutated them, making them faster and somewhat more intelligent. Characters familiar with these creatures will notice that their eyes seem more lively and quick, and their movement faster. They have been trained to attack intruders.

Treasure: Characters looting this shed can find the following equipment: 2 wheelbarrows, 11 long-handled shovels, 8 short-handled shovels, 6 rakes, 4 rock pick-axes, 7 hoes, 20 ceramic pots in good enough condition to be used for planting, 8 bags of cave soil, a rusty pair of shears, 6 small gardening shovels, 4 trowels, and a 15-foot pole with a serrated blade lashed to the edge, used for pruning high limbs (15 foot reach, 1d3 damage, automatic -4 to attack rolls due to non-proficiency).

Shambling Mounds, mutated (2): CR 6; Large Plant; HD 8d8+24; hp 65, 72; Init +0; Spd 20 ft.; AC 20, touch 9, flat-footed 20; BAB +6; Grp +15; Atk slam +11 melee (2d6+5); Full Atk 2 slams +11 melee (2d6+5); Space/Reach 10 ft./10 ft.; SA Improved grab, constrict (2d6+7); SQ Darkvision 60 ft., immunity to electricity, low-light vision, plant traits, fire resistance 10; AL N; SV Fort +9, Ref +2, Will +4; Str 21, Dex 10, Con 17, Int 7, Wis 10, Cha 9.

Skills and Feats: Hide +3, Listen +8, Move Silently +8; Iron Will, Power Attack, Weapon Focus (slam).

Area 1-11A – The Smuggler Prisoners: This is a small 10 ft. x 20 ft. side room attached to the gardener's shed. It can be entered from the shed's main room. When entered, read or paraphrase the following:

This room contains eight figures lying on mats of straw. They are a group of haggard-looking human males, with scrubby beards and filthy hair. They wear dirty rags, and have the half-starved look of prisoners. They barely stir when you enter.

The men are former smugglers, now slaves of Nockmort. The evil treant has an ingenious way of keeping them in line – every night he poisons them with black moss powder, and every morning he feeds them the antidote with their rations. If they run away they will wind up black trees in some random location, never to receive aid. The demanding physical labor, poor nutrition, and strain of being repeatedly poisoned and cured for months has left them in terrible physical condition – they are unresponsive, slack-jawed, non-communicative and permanently exhausted (move at half speed, -6 penalty to effective Strength and Dexterity). They're so tired the bugbears have to physically threaten them to get them to work in the garden.

A successful Heal check (DC 23) and some food and water will rouse a smuggler into a state where he can communicate. Slaves thus revived will admit that they

were once part of a smuggler's gang which ran illegal liquor, religious artifacts, and other contraband between local cities. They have been slaves for three months, working under the punishing whips of their bugbear overseers. They have seen Nockmort but do not realize he is the leader. Likewise, they believe that the purple glow is causing the strangeness of the garden but they do not know the source of the glow. If they can speak, they will beg for rescue, pledging to pay the characters handsomely for releasing them. (Truthfully, Nockmort now controls all of the riches these slaves once had access to.) If the characters help them escape (none of them are healthy enough to make the climb up the roots unassisted), they will run away.

Should you need stats for the smugglers, use these:

Smuggler Prisoners (8), human War1: CR 1/2; Medium Humanoids; HD 1d8+3; hp 2 each; Init -3; Spd 15 ft.; AC 7, touch 7, flat-footed 7; BAB +1; Grp -1; Atk/Full Atk Unarmed -1 melee (1d3-2); SQ Exhausted; AL CE; SV Fort +1, Ref -3, Will +0; Str 6 (normally 12), Dex 4 (normally 10), Con 10, Int 8, Wis 11, Cha 10.

Skills and Feats: Climb +2, Intimidate +2, Jump +0, Listen +2, Ride +1, Spot +2; Alertness, Toughness.

Area 1-12 – Mulch Pit (EL 6): Nockmort has been throwing all of his waste material into this large pit, including clippings, diseased plants, and dead slaves. It is now the lair of two horrible otyughs, who feed on the decaying matter. Every so often, Nockmort and his bugbears haul some of the remaining material up to be used as fertilizer for his garden. Characters will notice the stink of this pit up to 200 feet away. Read the following as the characters approach:

As you make your way towards the south end of this cavern you smell a horrible, rank odor. It is like the stink of an open grave combined with rotting garbage. The stink makes your stomachs flip-flop.

Characters can safely walk to the edge of the pit and peer in:

The opening of this pit is 100 feet across. The bottom looks to be at least forty feet down. Peering inside you see a mound of organic refuse – it is a green and brown pile of vegetable matter. The smell this close to the edge is nearly nauseating.

The organic material is too moist to light on fire by dropping a torch or other combustible inside. Characters may try to climb inside, which is possible but dangerous – without a rope the characters will have to climb the inside of a dangerous and slippery overhang to reach the actual walls of the pit (Climb DC 33). Lowering oneself down by rope will be much easier. The otyughs will attack 1d4+2 rounds after characters enter their realm. They are extremely well-hidden under the mulch (+6 bonus to Hide for being securely dug into the refuse pile, for a total of +13), so they will likely attack from surprise.

Treasure: Characters who undertake the disgusting task of searching the refuse must make a DC 10 Fort save or be nauseated for 1d6 rounds. When searched,

the refuse reveals the body of a thief who was keen to rob the smugglers, unaware that Nockmort had taken over the cave. On his person characters will find a set of *bracers of armor* +4, a +2 *short sword*, two *potions of cure serious wounds* (CL 10th), a set of masterwork thieves tools, 55 platinum pieces, and two leather dog collars studded with emeralds worth 400 gp each. Finding his body in the muck is no easy task (Search DC 26).

Otyughs (2): Large Aberrations; CR 4; HD 6d8+9; hp 48, 55; Init +0; Spd 20 ft.; AC 17, touch 9, flat-footed 17; BAB +4; Grp +8; Atk tentacle +4 melee (1d6); Full Atk 2 tentacles +4 melee (1d6) and bite –2 melee (1d4); Space/Reach 10 ft./10 ft. (15 ft. with tentacle); SA Constrict 1d6, disease, improved grab; SQ Darkvision 60 ft., scent; AL N; SV Fort +3, Ref +2, Will +6; Str 11, Dex 10, Con 13, Int 5, Wis 12, Cha 6.

Skills and Feats: Hide –1 (+7 in lair, +13 when dug in), Listen +6, Spot +6; Alertness, Toughness, Weapon Focus (tentacle).

Encounter Area A: The Bugbear Prison

The smugglers long ago carved out a side cave from the main cavern, which the bugbears now use to keep their prisoners. The door to this cavern is iron-shod and locked (break DC 24, Open Lock DC 25). There is a sliding peep-hole 4-1/2 feet off the ground that allows the guard inside to check on what's outside. Characters who make a lot of noise outside this door will likely be heard and spied upon. The ceilings in this place are 15 ft. high and arched, with visible masonry rafters.

Area A-13 – Guard Post (EL 3): Two bugbears stand guard here. They are armed with halberds. They take 10 on Listen checks for noises made outside the door (total result 14). If they detect intruders, they attack if they believe they can win (unlikely), or fall back to area A-15 if they think they're outmatched.

Bugbear Guards (2): CR 2; Medium Humanoid (Goblinoid); HD 3d8+3; hp 22, 27; Init +1; Spd 30 ft.; AC 16, touch 11, flat-footed 15; BAB +2; Grp +4; Atk/Full Atk Halberd +5 melee (1d10+2/x3); Space/Reach 5 ft./5 ft. (10 ft. with halberd); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +3, Hide +4, Listen +4, Move Silently +6, Spot +4; Alertness, Weapon Focus (halberd).

Possessions: Leather armor, halberd, 3d6 gp.

Area A-14 – Hallway: The door to area A-15 is locked from the inside with a heavy crossbar. This makes both bashing the door and picking the lock extremely difficult (break DC 27, Open Lock DC 29). However, the ettin in area A-15 has been ordered to open the door for the bugbears when they knock... and this ettin isn't very smart. *Anyone* knocking on the door will have it opened for them by the ettin, who automatically assumes it's the bugbears.

Area A-15 – Prison (EL 6, 3): Read or paraphrase the following:

This appears to be a prison with several cells. A two-headed giant sits on a large stump in the corner. One head watches as you come in; the other is amusing itself with a cage full of mice. There are four sturdy cell doors, each one with a

tiny barred window. A ring of keys hangs high on the west wall. Suddenly the giant stands and approaches.

The ettin has traveled with the bugbear troop for his whole life. When they came into Nockmort's service they made him the jailer, a position he enjoys for the opportunities for cruelty it presents. He fights to the death, although if sorely pressed and offered surrender he might take it.

The contents of the four cells are as follows:

Cell A: Rootshaker, a young treant. He is stuffed into this tiny cell and can barely move in it. He has been sorely abused – his limbs are nailed together and iron spikes have been driven into him. Nockmort lured him to the cave hoping to force him to be a new ally, but the young tree herder has proven extremely resistant to the effects of the meteorite. After several refusals, Nockmort and his crew attacked him and left him here to rot. Once he dies, the evil treant plans on reviving him as another deadwood treant.

Rootshaker knows that the meteorite is the cause of the mutations, and he knows about the deadwood treant (see area 2-36). He implores the characters to allow him to leave so that he may warn the rest of the treant community before any more can be captured and destroyed by Nockmort. He urges the characters to continue on their quest, and regrets that he cannot join them. If the characters heal him and aid his escape, he will become an ally for life. He escapes by animating the tree whose roots are used to climb in and out of the cavern, and having it lift him out.

Cell B: Empty cell. The back wall appears to be cemented stones like all the other cells, but an earlier, enterprising prisoner of the smugglers had carved a small tunnel concealed with a group of loose rocks. A successful Search check (DC 23) finds the narrow tunnel.

The tunnel is two feet across and 20 inches high, just wide enough for a man to squeeze through. If the tunnel is followed all the way to its end the characters will find a pair of skeletal legs – the unfortunate inmate got caught in a cave-in as he attempted to tunnel his way out. If he is removed and searched, the characters will

find he has a concealed *wand of bull's strength* (CL 6, 23 charges remaining) in one of his boots, and a prison-crafted knife in the other.

Cell C: A bugbear is imprisoned here for cheating at cards. His compatriots are letting him live until they can think of an appropriately gruesome way to kill him. If released, he will try to escape and will certainly not aid the characters, but he will squeal regarding the location of the bugbear cavern and their approximate numbers.

Cell D: A wight is trapped in this final cell. Nockmort had the deadwood treant Damanteak place him here to save him for an experiment later on. He hides in the shadows to the left of the door, waiting for an opportunity to attack and kill. The jailers and bugbears know about him and avoid getting too near to the window, which is small enough for him to snake a hand through.

Etin: CR 6; Large Giant; HD 10d8+20; hp 93; Init +3; Spd 30 ft.; AC 18, touch 8, flat-footed 18; BAB +7; Grp +17; Atk Morningstar +12 melee (2d6+6); Full Atk 2 morningstars +12/+7 melee (2d6+6); Space/Reach 10 ft./10 ft.; SQ Low-light vision, superior two weapon fighting; AL CE; SV Fort +9, Ref +2, Will +5; Str 23, Dex 8, Con 15, Int 6, Wis 10, Cha 11.

Skills and Feats: Listen +10, Search +1, Spot +10; Alertness, Improved Initiative, Iron Will, Power Attack.

Possessions: 2 morningstars.

Wight: CR 3; Medium Undead; HD 4d12; hp 33; Init +1; Spd 30 ft.; AC 15, touch 11, flat-footed 14; BAB +2; Grp +3; Atk/Full Atk Slam +3 melee (1d4+1 plus energy drain); SA Create spawn, energy drain; SQ Darkvision 60 ft., undead traits; AL LE: SV Fort +1, Ref +2, Will +5; Str 12, Dex 12, Con –, Int 11, Wis 13, Cha 5.

Skills and Feats: Hide +8, Listen +7, Move Silently +16, Spot +7; Alertness, Blind-Fight.

Rootshaker, Treant: CR 8; Large Plant; HD 7d8+35; hp normally 87, currently 14; Init –1; Spd 15 ft. (normally 30 ft.); AC 20, touch 7, flat-footed 20; BAB +5; Grp +22; Atk Slam +12 melee (2d6+9); Full Atk 2 slams +12 melee (2d6+9); Space/Reach 15 ft./15 ft.; SA Animate trees, double damage against objects, trample (2d6+13); SQ Damage reduction 10/slashing, low-light vision, plant traits, vulnerability to fire; AL NG; SV Fort +10, Ref +1, Will +7; Str 29, Dex 8, Con 21, Int 12, Wis 16, Cha 12.

Skills and Feats: Diplomacy +3, Intimidate +6, Knowledge (nature) +6, Listen +8, Sense Motive +8, Spot +8, Survival +8; Improved Sunder, Iron Will, Power Attack.

Special: Rootshaker's wounds are such that he can currently only move at half speed and fights at –6 to attack and damage. (This attack/damage penalty is not reflected in the above stats.) It takes the equivalent of 25 hp of healing spells to cure these injuries *before* the spells start to actually heal any hit points.

Encounter Area B: Chapel of Entropy

Nockmort has renounced the wilderness deities he revered his entire life and is devoting himself to an unholy demi-power representing blight and decay. This rough-hewn area is the chapel he is building for his new god. A large iron double door, easily opened, leads from the main cavern into the chapel.

Area B-16 – Entryway: Read or paraphrase the following:

This large alcove is rough-hewn. Every square inch is carved with odd symbols and drawings. The reoccurring motif seems to be a cosmic event wherein a being of great power fell from the heavens and began destroying mankind. The carvings are crude but explicit; there is no mistaking their evil intent. There is a single door in the southwest corner of this chamber.

A successful DC 25 Knowledge (religion) check lets the player know that whatever power is being revered here is not a standard deity of any local pantheon. A better result (DC 30+) means that the player recognizes that some of the symbols belong to a mostly forgotten entropy cult, but not all of the symbols belong to this religion and many are obviously recent inventions.

Area B-17 – The Black Sanctuary (EL 6): Read or paraphrase the following:

This chamber is diffused with a more intense version of the purple light that fills this cavern. It

appears to be some sort of shrine – at the far south wall is a raised dais with an eight-foot-tall altar. In the wall behind it is a huge bas-relief sculpture of a giant horrifying tree whose roots are expanding to encompass the entire globe. The room has a dank, musky smell to it like an unclean animal pen.

The source of the light is the largest chunk of meteorite, which is embedded in the ceiling. Characters who look will note that in the center of the ceiling, a three-foot-deep indentation holds a huge chunk of glowing purple rock. It is a difficult climb (DC 30 without a rope or other similar aid) but once characters reach the rock it can be pried out without too much difficulty (Str check DC 20).

The stone stairs leading up to the altar are free-standing, rather than being an embedded part of the wall. Underneath them are two dire wolverines that Nockmort has *charmed* and stationed here as guards. They are hungry and half-mad from the confinement and constant oppressive glow of the meteorite, and once they realize that intruders are present they will rush and attack fearlessly.

Carved into the back of the altar and viewable only from the pulpit is the following phrase: "Woe to the enemies of the earth and sky." This phrase is the password that allows individuals to enter area 1-8 without being attacked by the elemental.



The secret door on the south wall (Search DC 25) is designed to look like part of the relief sculpture – pressing the smallest branch on the tree causes the globe to swivel aside, revealing a four-foot diameter passageway to area B-18.

The secret door built into the northwest floor is a concealed trap door (Search DC 23) that leads to area 2-32 on the second level. The door opens to a stairway with excessively wide stairs, going down 30 feet to the lower level. The door is not locked or trapped.

Dire Wolverines (2): CR 4; Large Animal; HD 5d8+23; hp 58, 66; Init +3; Spd 30 ft.; AC 16, touch 12, flat-footed 13; BAB +3; Grp +13; Atk Claw +8 melee (1d6+6); Full Atk 2 claws +8 melee (1d6+6) and bite +3 melee (1d8+3); Space/Reach 10 ft./15 ft.; SA Rage (+4 Str, +4 Con, -2 AC); SQ Low-light vision, scent; AL N; SV Fort +8, Ref +7, Will +5; Str 22, Dex 17, Con 19, Int 2, Wis 12, Cha 10.

Skills and Feats: Climb +14, Listen +7, Spot +7; Alertness, Toughness, Track.

Area B-18 – Sacrifice Chamber (EL 8): Read or paraphrase the following:

This room has stone floors and smells of death and decay. The walls are blank, and there is no light source save what you bring. There is a large pit in the southeast corner of the floor. You hear a loud slither, as if the mother of all snakes was dwelling in the pit ahead of you.

The pit is ten feet deep. Hidden in its shadows is a dark naga coiled atop a pile of marrowless bones. Prisoners and disobedient servants are thrown into this chamber as sacrifices to the dark powers of entropy. Nockmort believes he has this creature cowed, but in truth the

naga only remains because she believes that she can eventually control the garden and turn this situation to her advantage. She plays along with the treant's scheme for now.

Tactics: The naga attacks simply out of spite. She can loom out of the pit and cast spells without leaving it; this provides her with cover (+4 AC, +2 Reflex saves, not reflected in stats below).

Treasure: Underneath the bones in the pit is a large leather sack containing all the tribute the naga has collected from Nockmort and his followers: 11,908 sp, 4,898 gp, and a *mantle of spell resistance*.

Dark Naga: CR 8; Large Aberration; HD 9d8+15; hp 73; Init +2; Spd 40 ft.; AC 14, touch 11, flat-footed 12; BAB +6; Grp +12; Atk Sting +7 melee (2d4+2 plus poison); Full Atk Sting +7 melee (2d4+2 plus poison) and bite +2 melee (1d4+1); Space/Reach 10 ft./5 ft.; SA Poison (injury, Fort DC 16 or lapse into nightmare-haunted sleep for 2d4 minutes), spells; SQ Darkvision 60 ft., detect thoughts, guarded thoughts, immunity to poison, resistance to charm; AL LE; SV Fort +5, Ref +7, Will +8; Str 14, Dex 15, Con 14, Int 16, Wis 15, Cha 17.

Skills and Feats: Bluff +9, Concentration +13, Diplomacy +7, Disguise +5 (+7 acting), Intimidate +5, Listen +11, Sense Motive +8, Spellcraft +12, Spot +11; Alertness, Combat Casting, Dodge, Eschew Materials, Lightning Reflexes.

Sorcerer Spells Known (6/7/7/5, save DC 13 + spell level): 0 – *detect magic, mage hand, mending, read magic, prestidigitation*; 1st – *expeditious retreat, hold portal, magic missile, ray of enfeeblement, unseen servant*; 2nd – *protection from arrows, scorching ray, touch of idiocy*; 3rd – *fireball, wind wall*.



Encounter Area C: The Bugbear Refuge

The bugbears have taken over what used to be the smugglers' quarters. They are extremely comfortable and quite dug in. While they do have guards posted, they are not expecting intruders to get this far into Nockmort's lair and are thus not fully on guard. Suspicious happenings (such as dead creatures turning up, missing guard patrols, or blatant signs of combat or insurrection) will put them on a higher level of alert. If adventurers are actually spotted in the compound, then the bugbears will be on full alert – they will be fully armed at all times and ready to raise an alarm at the least sign of intruders or an ambush.

Unless otherwise noted, the ceilings in this place are eight feet tall and raftered with old timber. The place is generally dry but has that hard-to-ignore bugbear funk over every square inch. Doors are stone, as are walls and ceilings (behind the timber rafters).

The bugbears carry 3d6 gold pieces each, unless noted otherwise. Each one also has a 25% chance to be carrying a scrap of paper with Nockmort's password written in phonetic Goblin: "Woe to the enemies of the earth and sky." Characters who sound out the phrase, which reads as gibberish in Goblin, will be able to decipher its hidden meaning.

The unexceptional bugbears in the following encounters have the following statistics. Bugbears with unusual stats have them presented in the area entries.

Bugbear: CR 2; Medium Humanoid (Goblinoid); HD 3d8+3; hp 16; Init +1; Spd 30 ft.; AC 17, touch 11, flat-footed 16; BAB +2; Grp +4; Atk/Full Atk Morningstar +5 melee (1d8+2) or javelin +3 ranged (1d6+2); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +3, Hide +4, Listen +4, Move

Silently +6, Spot +4; Alertness, Weapon Focus (morningstar).

Possessions: Leather armor, light wooden shield, morningstar, two javelins, 3d6 gp.

Area C-19 – Sentry (EL 2): The door to area 19, a corridor leading north to south, is locked (Open Lock DC 26). Beyond the door is a long hall with a bugbear guard, armed with his morningstar, two javelins, and two exploding apples (from area 1-5). Hanging on the west wall of the hall, directly across from the door, are several knotted ropes each hung with metal objects: frying pans, broken shields, and rusted weapons. The knots are hung from hooks screwed into the rafter just above the door. If the bugbear has the opportunity, he will spend a round making a terrific racket by striking the jangling thing with his morningstar. This will certainly bring the bugbears from areas C-20 and C-21 to come investigate.

Bugbear Sentry: hp 27; see stats above. Attacks with the exploding apples are –1 ranged (2d6 damage, plus 1d6 to targets within 5 ft. (Ref DC 16 for half)).

Area C-20 – Guard Room (EL 5): Read or paraphrase the following:

This room was once a comfortable parlor which has fallen into complete disarray. Tattered tapestries hang the walls, once-fine sofas sprout feathers from dozens of tears, and valuable antique tables lie battered and smashed around the room. Sitting in chairs around a half-smashed table in the southeast corner are four bugbears sharing what appears to be a wine bottle. They rush to grab weapons as you enter.



The four bugbears rush to attack any foes who enter this room. If hard pressed, they may try to run away (even if this means abandoning comrades) but will not surrender.

All the furnishings and accouterments in this room are damaged beyond repair save one: an antique table inlaid with ceramic tile in the form of a map of the region of Garland's Fork. Judicial applications of *mending* and *prestidigitation* could make this a salable item (worth 600 gp to a collector).

Bugbears: hp 18, 21, 23, 27; see stats above.

Area C-21 – Guard Outpost (EL 4): Read or paraphrase the following:

This was likely once a cloakroom. Pegs line every wall, and a smashed mirror hangs jauntily askew from its screws on the west wall. There are three bugbears lying here on mounds of old clothes. Each one has weapons nearby.

Unless these bugbears have been disturbed by the sentry at area C-19 or other noise, they are fast asleep. One of them carries a ring of keys in addition to whatever coins he may have. The three keys unlock the doors to areas C-19, C-22, and C-28.

Bugbears: hp 17, 21, 23; see stats above.

Area C-22 – Big Man (EL 7): Read or paraphrase the following:

This room is twenty feet by twenty feet, with a vault-

ed 15-foot ceiling. The room is bare save a lone sentry – a giant dressed in bearskins and carrying a huge club. He peers down at you, amused.

Boorf the hill giant is an especially stupid member of his breed who has befriended Kolaracht, the bugbear chieftain. The creature is just a touch too foolish to surrender if the fight goes badly for it – besides, how could he ever be defeated by a bunch of runts?

The giant carries a bag with two bearskin blankets, 354 gp, and two jugs of rotgut corn liquor.

The secret door is cleverly blended into the masonry (Search DC 23).

Hill Giant: CR 7; Large Giant; HD 12d8+48; hp 118; Init –1; Spd 30 ft.; AC 20, touch 8, flat-footed 20; BAB +9; Grp +20; Atk Greatclub +16 melee (2d8+10); Full Atk Greatclub +16/+11 melee (2d8+10); Space/Reach 10 ft./10 ft.; SA Rock throwing; SQ Low-light vision, rock catching; AL CE; SV Fort +12, Ref +3, Will +4; Str 25, Dex 8, Con 19, Int 12, Wis 3, Cha 4.

Skills and Feats: Climb +7, Jump +7, Listen +3, Spot +6; Cleave, Improved Bull Rush, Power Attack, Improved Sunder, Weapon Focus (greatclub)

Area C-23 – The Stash: Read or paraphrase the following:

You open this door and to your great surprise you find a large room filled with what must be the rewards of many, many raids. There are dozens of valuable things in this room, dominated by a huge statue of a horse, made of ivory and rare wood. There are six torches hanging in brackets around this room, and they all seem to shed an unnaturally bright light. There is a path through all of this stuff that leads to a door on the south wall.

The torches are all of the *continual flame* variety.

This room contains the remnants of the smugglers' haul. It has the following items: six barrels of banned scotch from a neighboring unfriendly country (300 gp each), eighteen barrels of banned wine (150 gp each), six stolen paintings from a famous master (10,000 gp each on the black market or can be returned to their rightful owners for a 15,000 gp total reward), nine masterwork saddles inlaid with gold and various precious gems (800 gp each), a dissembled two-horse surrey of rare inlaid wood and iron (2,000 gp), a crate full of religious artifacts of a banned doomsday cult (entire crate worth 500 gp to a collector or evil cultist), a dinosaur skeleton in two crates (2,000 gp), 22 rolled-up fancy carpets (150 gp each), an armoire containing mastercrafted hand-decorated silver dinner settings for six (armoire worth 100 gp, settings worth 1,500 gp total), and a suit of ancient ornately rococo +2 *full plate* containing the propped-up skeleton of an ancient king.

A DC 18 Appraise check (DC 18) lets the connoisseur know which items are illegal contraband.

The horse statue weighs several tons but could be worth up to 5,000 gp to the right collector. The smugglers employed a wizard who used his powers to help move

booty in and out of the cave; his body lies at the end of the tunnel out of cell B in area A-15.

Area C-24 – Den (EL 3): Read or paraphrase the following:

This room is a beehive of activity. It is some sort of kitchen area – there are three ovens on the south wall, and all the walls are lined with shelves that hold various cooking items and foodstuffs, all knocked about and in disarray. There are several female bugbears here, and several young as well. From the looks of the mounds of straw about the room, this place is their living quarters as well. They scream as they see you.

There are fourteen female bugbears here, and twenty-two young (non-combatants). The bugbears will cower and attempt to flee from intruders, but will fight if they have no choice. If a battle breaks out they use knives and frying pans as their weapons.

On the shelves here is the equivalent of twenty-two days of standard rations. However, some of it is so old and moldy that any non-goblinoid eating it must make a Fortitude save (DC 15) or get food poisoning (temporary damage 1d3 Con and be nauseated for 1d10+10 minutes).

Female Bugbears (14): CR 2; Medium Humanoid (Goblinoid); HD 2d8+2; hp 8 each; Init +1; Spd 30 ft.; AC 14, touch 11, flat-footed 13; BAB +1; Grp +2; Full Atk/Atk Random kitchen implement –2 melee (1d3+1); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +3, Will +1; Str 13, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +1, Hide +2, Listen +2, Move Silently +3, Spot +4; Alertness.

Area C-25 – Male Quarters (EL 9): There are 10 bugbears here. If the tribe is not on alert, they will be lazing about, eating or resting, and won't be prepared for intruders – each one must take 1-2 rounds to get up and gather his equipment before they should be considered armed and ready to fight. If the tribe is on alert, they will have two guards posted at the door (interior), and all will be ready to fight at a moment's notice.

If the fight goes extremely poorly for them, one of the bugbears will shout a warning to the troop and then open the secret door (search DC 21) to area C-26 to let the mummy out. Opening the secret door is accomplished by giving one of the rocks that make up the masonry wall a twist and push, a full round action that provokes an attack of opportunity.

Bugbears (10): hp 19 each; see stats above. If they are unprepared when the battle begins, reduce the XP award by 20%.

Area C-26 – Secret Weapon (EL 5): The secret door can only be opened from the area C-25 side. This room is a rotted, debris-strewn cesspool. The mummy inside was discovered wandering around the lower level. Nockmort forced it into this secret chamber. The bugbears in area C-25 will free it if they feel they are in a losing battle. The mummy attacks indiscriminately, choosing the closest

living creature to fight each round. The bugbears are aware of this tendency and will clear out as fast as possible once it's loose.

There is no treasure in this chamber, but the mummy is adorned with a pair of gold earrings dotted with amethyst (200 gp).

Mummy: CR 5; Medium undead; HD 8d12+3; hp 60; Init +0; Spd 20 ft.; AC 20, touch 10, flat-footed 20; BAB +4; Grp +11; Atk/Full Atk Slam +11 melee (1d6+10 plus mummy rot); SA Despair, mummy rot; SQ Damage reduction 5/–, darkvision 60 ft., undead traits, vulnerability to fire; AL CE; SV Fort +4, Ref +2, Will +8; Str 24, Dex 10, Con –, Int 6, Wis 14, Cha 15.

Skills and Feats: Hide +7, Listen +8, Move Silently +7, Spot +8; Alertness, Great Fortitude, Toughness.

Area C-27 – Magic Mirror: The stairs in this hallway go down twenty feet to a landing, around the bend from area C-28. Built into the north wall of this landing is a magnificent mirror. The mirror is eight feet long and four feet high and set into an wrought iron frame. The mirror is flanked with two *continual flame* torches, identical to the ones in area C-23. The mirror is part of a set of magical artifacts, a prized possession of the smuggler chief. Its twin hangs inside area C-28. Whatever the mirror in area C-27 reflects is seen in its companion in area C-28. The bugbear guards watch this mirror, and will see intruders as they make their way past it unless they take some precaution. The mirror cannot detect invisible objects, nor does it have any special power to work in the dark – like a normal mirror, it needs light to function. Medium and smaller creatures may be able to crawl along the corner of the corridor and avoid being seen by it at all (Hide check vs. Spot check of observer at other mirror). If the mirror is smashed, its companion will be destroyed as well.

These mirrors could be taken down and moved, but they are extremely delicate – removing them without destroying them takes a successful Disable Device or Craft (masonry) roll (DC 23). The mirrors have a hardness of 3 and 5 hit points.

Once the guards in area C-28 have spotted intruders, they warn Kolaracht and prepare for the intruders.

Area C-28 – Kolaracht's Chamber (EL 9): Read or paraphrase the following. This text assumes the PCs' approach was detected by the mirror at area C-27.

Like much of the bugbears' caverns, this room must have been luxurious and opulent in the past. In the middle of the south wall is a huge four-poster bed, with tattered sheets and curtains. A number of divan chairs in various states of disrepair line the walls, as does a once-fine dresser with drawers, and two huge oak tables. The tables have been overturned to make a barrier between you and the occupants of this room. There are five male and two female bugbears here. One of them is obviously their chieftain – his armor is finer, and his weapon is a beautiful piece of work.

The creatures here are Kolaracht, two of his mates, and four bodyguards. All of the bugbears here are willing to fight to the death.

If the characters have managed to avoid being detected by the magic mirror, the bugbears will be milling about and won't be prepared for a fight. Each will require 1-2 rounds to find their weapons and prepare for combat.

The bed is covered in now-worthless furs and silks, and underneath it are two spare shields, four javelins, and two morningstars. The chest of drawers contains tattered clothes and bits of unidentifiable boiled meat. There is a secret cubbyhole built into the wall behind the chest of drawers. It is locked (Open Lock DC 29) and trapped (Disable Device DC 28) – anyone opening the compartment without first disarming the trigger mechanism will be pricked in the hand by a hidden poisoned needle. Inside the cubbyhole is 2,356 gp and 4,788 sp in a huge leather backpack, a set of masterwork thieves tools, a *potion of cure critical wounds*, a *potion of gaseous form*, and *oil of keen edge* (all CL 15).

Kolaracht, Bugbear Rgr4: CR 6; Medium Humanoid; HD 3d8+4d10+14; hp 66; Init +4; Spd 30 ft.; AC 21, flat-footed 17, touch 14; BAB +6; Grp +10; Atk +2 *morningstar* +12 melee (1d8+6; 1d8+8 vs. humans); Full Atk +2 *morningstar* +10/+5 melee (1d8+6; 1d8+8 vs. humans) and masterwork shortsword +9/+4 melee (1d6+4/19-20; 1d6+6/19-20 vs. humans); SA favored

enemy (humans); SQ Animal companion (recently deceased), combat style (two-weapon combat), darkvision, scent, wild empathy; AL CE; SV Fort +8, Ref +12, Will +3; Str 18, Dex 18, Con 15, Int 10, Wis 12, Cha 6.

Skills and Feats: Hide +11, Move Silently +15, Spot +13 (+15 vs. humans), Survival +8; Alertness, Cleave, Endurance, Power Attack, Track.

Spells Prepared (1; save DC = 11 + spell level): 1st – *entangle*.

Possessions: +2 *morningstar*, masterwork shortsword, +1 *studded leather armor*, 2 *potions of cure light wounds* (CL 5th)

Bugbear Bodyguards (4): hp 28, 29, 31, 31; see stats above.

Female Bugbears (2): CR 2; Medium Humanoid (Goblinoid); HD 2d8+2; hp 8 each; Init +1; Spd 30 ft.; AC 14, touch 11, flat-footed 13; BAB +1; Grp +2; Full Atk/Atk Club –2 melee (1d6+1); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +3, Will +1; Str 13, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +1, Hide +2, Listen +2, Move Silently +3, Spot +4; Alertness.

Poison Needle Trap: CR 3; mechanical; touch trigger, one shot only; lock bypass (Open Lock DC 28); Atk +22 melee; Dmg poison (DC 23 Fort save or 2d6 permanent Con from lethal nerve agent; Search DC 28; Disable Device DC 28 (break needle tip).

Encounter Area D: Nockmort's Workrooms

Nockmort has claimed this area as his personal workspace. Here he experiments with plants he has grown in his sunless garden, trying to find new exotic properties to further his diabolical plans. Ironically, his search for new and deadly compounds has led him to the discovery of penicillin, toothpaste, and peanut butter, but he has discarded each of these innovations lest they accidentally improve the world for mankind.

The secret door to the entry chamber (Search DC 23) is twelve feet wide and fifteen feet tall and unlocked. It slides open easily to reveal the chamber within.

Area D-29 – Winged Watchers (EL 6): Read or paraphrase the following:

This darkened chamber is cold and damp, and the sound of dripping water echoes off its rough stone. As you enter the room, you hear the flapping of great wings and loud, screeching echoes.

Five dire bats flap about the ceiling thirty feet above the cavern floor. They are Nockmort's guardians. They have been trained by the awful treant to attack light sources, and when the fight begins they will make knocking out light sources their first priority. Unless they are somehow silenced, their racket will draw the attention of Nockmort in one round.

Dire Bats (5): CR 2; Large Animal; HD 4d8+12; hp 26, 31, 32, 37, 38; Init +6; Spd 20 ft., fly 40 ft. (good); AC 20,

touch 15, flat-footed 14; BAB +3; Grp +10; Atk/Full Atk Bite +5 melee (1d8+4); Space/Reach 10 ft./5 ft.; SQ Blindsight 40 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, Move Silently +11, Spot +8; Alertness, Stealthy

Area D-30 – Storage Chamber: Read or paraphrase the following:

The smell of peat moss and cinnamon is as strong here as it is in the center of the dark garden itself. This large, irregular cavern is stocked from floor to its twenty-foot-high ceiling with crates, boxes, and barrels. In a natural alcove in the rock is a cord of firewood, stacked vertically to make a pile eighteen feet high. There is also a set of large garden tools – shovels and the like sized for an extremely tall gardener.

Characters raiding this room for materials will find the following: four barrels of the black moss antidote, a small box with enough black moss powder to poison up to six individuals, a set of treant-sized garden tools (two shovels, a rake, a huge hacksaw, a hoe, a scythe and an adze), seventeen crates of various inert plant byproducts, and one locked coffer (Open Lock DC 30) that contains a large chunk of the glowing meteorite.

Area D-31 – Nockmort’s Workshop (EL 13): Read or paraphrase the following:

This is a huge laboratory, scaled to a large creature. The ceiling averages thirty feet high, with a few spots going as high as forty feet. Against the southeast wall there is a large table crowded with glasswork of all conceivable sizes and shapes. Several tiny oil burners produce flames under a cluster of round beakers, all filled with a bubbling fluid. There is a smaller table with similar equipment on the north wall, but there is no flame. On the west wall is a stack of ancient books in outward-facing crates – there are at least fifty large volumes stacked here.

Standing by the worktable is a treant. It is covered with fearsome symbols, apparently applied to it in some kind of purple paint. As you enter it snatches up a large sickle and cries out, “You have come to worship at my roots or you have come to die – the choice is yours, fleshlings!”

Nockmort is raving mad and will attack at the least provocation – a threatening gesture, impoliteness, or lack of deference is enough to set him off. If he has heard the bats make noise he will have protected himself with a few protective spells (if he has time, that is).

Half of the books stacked against the wall are Nockmort’s own journals and records of his experiments. They are written in the secret language of druids. Any druids reading this material will find his rambling ravings extremely difficult to follow, but after taking the time to read them thoroughly (minimum time 30 hours) they shall receive a +6 bonus to all Survival checks when investigating the special properties of the plants found in this chamber.

There is a tiny chimney in the ceiling of this room that winds and twists about before eventually connecting to the large cavern that houses the sunless garden. If the outcome of the battle looks grim, Nockmort uses his *wild shape* ability to transform himself into a bat, then flies out to the dungeon. He will attempt to regroup with his bugbears and attack the characters from a position of strength. In no circumstances will he abandon the garden – he will die to protect it and maintain his scheme.

Nockmort has a +2 *sickle* on his person, which he wields in two hands. He also carries the original meteorite fragment around his neck on a thick leather cord, and a leather messenger bag around his neck containing two *potions of fly*, two *potions of cure critical wounds* (CL 10), and a druidic scroll of *summon nature’s ally IV* (x3). He also has a well-rendered topographical map of the surrounding territories, with marks indicating the location of the garden and the area where the meteorite fell. Nockmort’s druidic animal companion was one of the first creatures he experimented on; it died rather horribly, and in his current state he’s had little luck recruiting a new one.

The bubbling mixture Nockmort is currently experiment-



ing with is a reduction of several types of plants from the garden. Drinking this foul mixture causes 1d6 points of damage due to internal bleeding, but it also grants immunity to poison for 20 hours + 1 hour per point of Constitution bonus.

The total value of the glassware in this chamber is approximately 4,000 gp to a big-city alchemist. However, it is extremely fragile and difficult to transport – GMs should carefully monitor how characters remove this material from the cavern.

Nockmort, Treant Drd5: CR 13; Huge Plant; HD 7d8+5d8+78; hp 153; Init +6; Spd 30 ft.; AC 23, touch 10, flat-footed 21; BAB +8; Grp +26; Atk +2 *sickle* +18 melee (2d8+15/x4); Full Atk 2 slams +16 melee (2d6+10) or +2 *sickle* +18/+13 melee (2d8+15/x4); Space/Reach 15 ft./15 ft.; SA Animate trees, double damage against objects, trample (2d6+15); SQ Animal companion (deceased), damage reduction 10/slashing, low-light vision, nature sense, plant traits, resist nature’s lure, spells, trackless step, vulnerability to fire, wild empathy, wild shape 1/day, woodland stride; AL NE; SV Fort +15, Ref +4, Will +14; Str 30, Dex 15, Con 23, Int 20, Wis 19, Cha 18.

Skills and Feats: Craft (alchemy) +12, Concentration +22, Knowledge (nature) +21, Listen +19, Spellcraft +21, Survival +21; Brew Potion, Improved Initiative, Iron Will, Power Attack, Track.

Spells Prepared (5/4/3/2): 0 – *guidance* (x2), *mending*, *resistance*, *virtue*; 1st – *cure light wounds*, *endure elements*, *fairy fire*, *longstrider*; 2nd – *barkskin*, *heat metal*, *resist energy*; 3rd – *poison*, *protection from energy*.

Level 2: The Dark Garden

The lower level is accessed from the secret passageway in the black sanctuary (area B-17). Unless otherwise noted, ceilings are twelve feet, arched and buttressed with embedded masonry rafters. These caverns are obviously the work of above-average contractors, although dwarves will recognize the work as obviously done by humans.

Wandering Monsters

Check for wandering monsters once every five minutes, or whenever the characters make a significant amount of sustained noise. Roll a d6; an encounter occurs on a 1. If an encounter is called for, roll 1d4 to determine the creature encountered.

Roll (d4)	Result
1	1d4 bugbears (stats as on level 1)
2	Damanteak, deadwood treant (from area 2-36)
3	2 dire lions (from area 2-33)
4	1d2 mutant shambling mounds (see area 1-11)

Only the bugbear and shambling mound wandering encounters should be reused. Once the lions or Damanteak have been encountered and defeated, they should be eliminated as possible wandering encounters.

Areas of the Map

Area 2-32 - Lower Level Entryway: Read or paraphrase the following:

The stairs descend 30 feet to a large passageway. The ceiling in this room is fifteen feet high, and the walls are made of smooth stone. There is a dank, musty smell. Two doors exit this room – a large double door going north, and a smaller one headed south. This room is empty.

The dank smell the characters detect basically permeates the entire lower level. There is nothing else of interest here.

Area 2-33 – Great Hall (EL 7): Read or paraphrase the following:

This is a huge, dark entry chamber, with vaulted ceilings and a colorful mosaic design built into the walls. The mosaic looks like a garden trellis, although dust and grime make the pattern hard to see in places. This hall is empty. Two dark alcoves head off east and west from this room.

There are two dire lions, one hiding in each of the alcoves. They are charmed, and will attack characters with no regard to their own safety. The dire lions are programmed to occasionally patrol the entire level. If the characters encounter them as a wandering monster this room will be empty.

The double door leading to area 2-34 is locked (Open Lock DC 25, break DC 28).

Dire Lions (2): CR 5; Large Animal; HD 8d8+24; hp 59, 66; Init +2; Spd 40 ft.; AC 15, touch 11, flat-footed 13; BAB +6; Grp +17; Atk Claw +13 melee (1d6+7); Full Atk 2 claws +13 melee (1d6+7) and bite +7 melee (1d8+3); Space/Reach 10 ft./5 ft.; SA Improved grab, pounce, rake 1d6+3; SQ Low-light vision, scent; AL N; SV Fort +9, Ref +8, Will +7; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills and Feats: Hide +2, Listen +7, Move Silently +5, Spot +7; Alertness, Run, Weapon Focus (claw).



Area 2-34 – Timepiece: Read or paraphrase the following:

Wooden crates are stacked floor to ceiling in this large room. There are more than fifty that you can see, each one large enough that it would likely take two men to carry. They are piled against the east and west walls, leaving a fifteen-foot-wide path between the stacks. The path leads between the two sets of double doors, one in the northwest corner and one in the southeast corner.

These crates contain the smugglers' greatest theft: an ancient, disassembled time piece, discovered by explorers and hijacked by the smugglers on its way to a local monarch's palace. The time piece is an amazing contraption of iron, wood, and copper wire – when fully assembled it looks like a great collection of hundreds of interlocking gears, wire-bound and in perpetual motion. It would take a troupe of geniuses months to assemble it and learn its secrets, an adventure in and of itself. Once fitted together, it accurately keeps the time and date, and can be used for esoteric speculation on future happenings like weather patterns and population fluctuations by putting events into a much larger millennial cycle. If the characters could find a buyer and a way to get it out of here it could be worth a king's ransom – its original building cost had been 200,000 gp, and its subsequent theft makes it even more valuable, if the characters can manage to find a buyer.

The timepiece is stored in 27 custom-made crates, each weighing between 100 and 500 pounds. All of the crates have built-in handles to facilitate moving.

Area 2-35 – Hall of Portraits (EL 4): Read or paraphrase the following:

This long passageway is lined on either side with portraits set into antique frames. Every one of the pictures has been slashed and torn apart, and now they hang in tatters. Shreds of gaily colored canvas line the walls and collect in the corners.

Nesting in the corners of this room are a pack of tenacious dire rats, who eke out an existence feeding on the shreds of the paintings (all slashed by Damanteak) and the occasional intruder. If the party seems weak enough, they will bound from their hiding place in the northeast corner and attack – otherwise they remain hidden and silent until they are discovered.

Position A is the location of a tripwire strung across the floor of this great hall. If it is tripped, a tiny bell will chime in area 2-36, alerting the deadwood treant that intruders are nearby. Characters looking for traps can find and disarm the alarm with ease (Search DC 19, Disable Device DC 18).

Dire Rats (8): CR 1/3; Small Animal; HD 1d8+1; hp 7 each; Init +3; Spd 40 ft., climb 20 ft.: AC 15, touch 14, flat-footed 12; BAB +0; Grp –4; Atk/Full Atk Bite +4 melee (1d4); SA Disease; SQ Low-light vision, scent; AL N; SV Fort + 3, Ref + 5, Will + 3; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

Skills and Feats: Climb +11, Hide +8, Listen +4, Move Silently +4, Spot +4, Swim +11; Alertness, Weapon Finesse.

Area 2-36 – Lair of the Deadwood Treant (EL 12): Read or paraphrase the following:

There is a strange scent of decay here, like autumn in a big city. When you open the door you see an amazing sight – a treant hanging upside down from the 20-foot-high ceiling. As you enter it starts to walk across the ceiling towards you, flailing its limbs and making a fearsome noise. This treant seems somehow different from others you have encountered – slimmer and less dense, and somewhat quicker. It glows from within with an evil purple light.

Nockmort calls this creature Damanteak. It is the corpse of a dead treant reanimated and transformed by the power of the purple meteorite, becoming a new creature entirely: a deadwood treant (see Appendix 1: New Monsters). The creature is a hateful killing machine which can only be controlled by Nockmort. Damanteak attacks and fights to the death. It has enough reach to strike at targets on the ground while it hangs from the ceiling. Damanteak has a fragment of the original meteorite tied tightly to one of his uppermost branches with a leather thong.

This room is dusty and debris-strewn – the deadwood treant lashes out at anything around it. However, sharp-eyed characters searching the room might find a single magic item left behind by an earlier adventurer killed by the beast: a magical belt-buckle with the same properties as a *broach of shielding* (Spot DC 25 or Search DC 20).

Deadwood Treant: CR 12; Huge Plant; HD 14d8+40; hp 139; Init +6; Spd 30 ft.; AC 29, touch 10, flat-footed 29; BAB +10; Grapple +25; Atk Slam +15 melee (2d6+7); Full Atk 2 slams +15 melee (2d6+7); Space/Reach 15 ft./15 ft.; SA Trample 2d6+11; SQ Creep and cling, deadwood traits, immunities, vulnerabilities; AL NE; SV Fort +9, Ref +6, Will +12; Str 25, Dex 14, Con –, Int 9, Wis 16, Cha 4.

Skills and Feats: Climb +28; Improved Initiative, Improved Sunder, Iron Will, Power Attack.

Area 2-37 – Pit Trap (EL 5): The secret door leading west from the hallway is relatively easy to detect (Search DC 23). There is a hidden pit trap in the floor further east – individuals walking across this section of floor will set off the counterbalance that recesses the floor into the north wall in an eyeblink, dropping characters into a thirty foot deep pit filled with spikes. Adding disease to injury, a group of seven dire rats dwells at the bottom of the pit, feeding on intruders. Characters can avoid this pit by inching along the six inch wide ledge to its north or south. Make a DC 18 Listen check for the bugbears in area 2-38 if this trap is sprung. If they hear it set off, they will rush out to investigate and attack.

Spiked Pit Trap: CR 4; mechanical; location trigger; manual reset; Reflex save avoids (DC 22); catches multiple targets walking abreast (up to two individuals of Medium size or smaller); 3d6 falling damage + 1d3 spikes per target (+14 attack, 2d4 damage each); Search DC 23; Disable Device DC 20 (reinforce pit top to prevent it from opening).

Dire Rats (7): CR 1/3; Small Animal; HD 1d8+1; hp 7 each; Init +3; Spd 40 ft., climb 20 ft.: AC 15, touch 14, flat-footed 12; BAB +0; Grp –4; Atk/Full Atk Bite +4 melee (1d4); SA Disease; SQ Low-light vision, scent; AL N; SV Fort + 3, Ref + 5, Will + 3; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

Skills and Feats: Climb +11, Hide +8, Listen +4, Move Silently +4, Spot +4, Swim +11; Alertness, Weapon Finesse.

Area 2-38 – Bugbear Guards (EL 6): Read or paraphrase the following:

This antechamber has been turned into an impromptu guard chamber. Six bugbears sit here on sections of ruined marble pillars, eating. When they see you, they leap to their feet to attack.

These bugbears are guarding this wing of the dungeon. If they hear the pit trap triggered, they rush out and attack. They each have four javelins, and hurl them at anyone stuck in the pit. If they run out of javelins and there are still living victims in the pit, three will reset the pit (taking three full rounds and provoking attacks of opportunity), sealing in the intruders, while the rest run for help. Characters stuck in the pit can try to disable the trap from the inside (Disable Device DC 27 to open the pit from within) or make a DC 30 Strength check to break through. This of course assumes the characters can make their way up the 30-foot shaft to reach the trap door at all.

Bugbears (6): CR 2; Medium Humanoid (Goblinoid); HD 3d8+3; hp 10, 12, 16, 20, 22, 24; Init +1; Spd 30 ft.; AC 17, touch 11, flat-footed 16; BAB +2; Grp +4; Atk/Full Atk Morningstar +5 melee (1d8+2) or javelin +3 ranged (1d6+2); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +3, Hide +4, Listen +4, Move Silently +6, Spot +4; Alertness, Weapon Focus (morningstar).

Possessions: Leather armor, light wooden shield, morningstar, four javelins, 3d6 gp.

Area 2-39 – Abandoned Office: Read or paraphrase the following:

This empty room might have once been someone's small office. There is a smashed desk and chair, piles of garbage, and debris. There are blobs of candle wax all over the walls and floor.

This room is empty, save for the secret door leading to the north passage (Search DC 25).

Area 2-40 – Sewing Room: The door to this room is locked (Open Lock DC 23, break DC 27).

This room seems to have avoided whatever ravages wrecked the rest of this level. This dusty chamber holds a small bed covered in a patch quilt, a tiny table, a free-standing clothes rack hung with many fine garments and several different hats, a large traveling trunk, a sewing dummy wrapped in what appears to be a half-finished velvet coat, a square table with four chairs, and a wine rack with four bottles left in it. Dust rises from every surface from the small wind caused by opening the door.

This chamber once belonged to the smuggler chieftain, Fob Renault. He kept the entrance to this lair secret even to his closest advisors, lest they discover his secret passion for sewing. Under the bed are eight pairs of fine shoes and one pair of fine riding boots, human size 10-1/2. The clothes and the hats are all fine, if musty, and the lot could be sold to a second-hand clothier for 300 gp. A successful DC 25 Appraise check reveals that all of the garments here were made by the same man, although there is nothing to indicate who made them.

The trunk is unlocked, and filled with fine fabric, sewing needles, shirt and coat patterns, leatherworking tools, and a notebook with sketches of fashionable outfits for men and women.

The sewing dummy has a secret compartment (Search DC 27) which holds a ring of keys, a pouch of rare uncut blue aventurines worth 300 gp, 55 pp, and a diamond ring with a single, perfect three carat stone (5,000 gp value).

Area 2-41 – Spy Chamber (EL 7): This secret chamber allowed Fob's guardian creatures to watch the corridor that leads to his room. There are two tiny slits in this secret door (Spot DC 30 or Search DC 26 to discover), three feet off the ground. Three gargoyles have lived in this hidey-hole for years, guarding Fob's lair. At all times, one of the gargoyles is watching the hallway for intruders. If characters pass by this point without noticing the secret door, the creatures will allow them to pass, then sneak through the door and hopefully attack the intruders with surprise.

There are three 2-foot-tall stone pedestals in this room that the creatures perch on, but other than these the room is empty.

Gargoyles (3): CR 4; HD 4d8+19; hp 29, 37, 41; Init +2; Spd 40 ft., fly 60 ft. (average); AC 16, touch 12, flat-footed 14; BAB +4; Grp +6; Atk Claw +6 melee (1d4+2); Full Atk 2 claws +6 melee (1d4+2) and bite +4 melee (1d6+1) and gore +4 melee (1d6+1); SQ Damage reduction 10/ magic, darkvision 60 ft., freeze; AL CE; SV Fort +5, Ref +6, Will +4; Str 15, Dex 14, Con 18, Int 6, Wis 11, Cha 7.

Skills and Feats: Hide +7, Listen +4, Spot +4; Multiattack, Toughness

Area 2-42 – Ghost Chamber (EL 6): The door to this room is nailed shut with several lengths of sturdy timber. Characters wishing to investigate this room will have to pry the nails out of the wall and pull the boards down, an action taking several minutes and likely making enough noise to require a wandering monster check. While characters work on getting through, they will become aware of a horrible stench coming from inside this room, reminiscent of a mass grave. When the door is open, read or paraphrase the following:

This room is dark and smells like a charnel house. As you open the door, a group of hideous creatures all rush the exit at once. Their gray skin and loathsome forms give them the appearance of lurching corpses.

The three ghosts were trapped here by the smugglers – back in the good old days they would occasionally throw captives in here to be destroyed by the horrible things. The ghosts have been left alone since the coming of Nockmort, and after being hungry for a very long time, they have recently begun taking matters into their own hands. Characters searching this room will find the beginnings of a tunnel being dug into the solid rock of the east wall. The ghosts have managed to get nearly a foot into the earth using only their claws.

This room is filled with bones and the detritus of combat. There are eighteen +2 arrows scattered about the room amongst the garbage and grotesque remains.

Ghosts (3): CR 3; Medium Undead; HD 4d12+3; hp 27, 31, 34; Init +3; Spd 30 ft.; AC 17, touch 12, flat-footed 14; BAB +2; Grp +5; Atk Bite +5 melee (1d8+3 plus paralysis); Full Atk Bite +5 melee (1d8+3 plus paralysis) and 2 claws +3 melee (1d4+1 plus paralysis); SA Ghoul fever, paralysis, stench; SQ Darkvision 60 ft., undead

traits, +2 turn resistance; AL CE; SV Fort +1, Ref +4, Will +6; Str 17, Dex 17, Con –, Int 13, Wis 14, Cha 16.

Skills and Feats: Jump +9, Move Silently +8, Hide +8; Multiattack, Toughness.

Area 2-43 – Wine Cellar: The stairs outside this room go down twenty feet to a small landing. The stairs are filled with cobwebs. The door to this room is locked (Open Lock DC 23, break DC 23). It can be unlocked with one of the keys hidden in the sewing form in room 2-40. When entered, read or paraphrase the following:

This room is filled with tall wooden wine racks, creating a series of extremely narrow isles. The racks are about one-quarter full with dusty green bottles. Cobwebs fill this room from nearly floor to ceiling – every corner and every space between the racks is hung with dusty webs.

The webs in this room are the work of mundane spiders who infest this quarter of the lower level. The wine bottles are all illegal imports from an unfriendly kingdom – the local magistrate has banned their sale or consumption under pain of imprisonment. There are 124 bottles left, and they could fetch up to 25 gp each on the black market, provided the characters can transport them and find a buyer.

Area 2-44 – Guard Outpost (EL 7): There is a subtle alarm outside this room at the position marked A – several of the tiles have been pulled up and replaced with ill-fitting ones. Characters walking casually across this area will make a great deal of racket as the stones collide. It is a relatively easy matter to pull up the loose tiles, or to avoid stepping on them entirely, if they are discovered. Characters searching the floor may notice the upended tiles (Spot DC 25 or Search DC 20). The door to this room is not locked.

When the characters enter, read or paraphrase the following. This text assumes the bugbears heard the PCs approach.

This room has been converted into an impromptu sleeping chamber. Six mats of straw are lined up around the corners of the room. There is a pile of furs on the ground and a large chest. There are five bugbears here. One wears the pelt of an owlbear and seems incredibly strong. The rest hold javelins. They stand behind a low barrier consisting of several overturned desks with shields leaning against them.

The leader speaks one word in Common: “Yield.”

The leader of this outpost is Shuderief, a ranger loyal to his cousin Kolaracht. He is charged with preventing intruders from making it to the lower levels. Shuderief is overconfident and arrogant, and has no fear of adventurers. He will not surrender, although if sorely pressed he may try to escape to regroup with his brethren to launch a counter-offensive.

All of the bugbears in this room have three times their normal amount of coins. Shuderief himself carries 390

gp and wears a *belt of giant strength +4*.

The doors leading out of this room to the west are set three feet off the ground. Four stone steps lead up to them. The floor in the corridors beyond is at the same level as the floors in area 2-44, and there are four stone steps leading down to them.

Shuderief, Bugbear Rgr3: CR 5; Medium Humanoid; HD 3d8+3d10+6; hp 57; Init +1; Spd 20 ft.; AC 19, touch 11, flat-footed 18; BAB +5; Grp +10; Atk Morningstar +10 melee (1d8+5; 1d8+7 vs. elves); Full Atk Morningstar +10 melee (1d8+5; 1d8+7 vs. elves); SA Favored enemy (elves); SQ Combat style (two-weapon combat), darkvision 60 ft., scent, wild empathy; AL CE; SV Fort +7, Ref +9, Will +4; Str 20 (base 16), Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +5, Hide +4, Listen +5, Move Silently +6, Spot +5, Survival +6; Endurance, Great Fortitude, Iron Will, Lightning Reflexes, Track.

Possessions: *belt of giant strength +4*, chainmail, small shield, morningstar.

Bugbears (4): CR 2; Medium Humanoid (Goblinoid); HD 3d8+3; hp 16, 20, 22, 24; Init +1; Spd 30 ft.; AC 17, touch 11, flat-footed 16; BAB +2; Grp +4; Atk/Full Atk Morningstar +5 melee (1d8+2) or javelin +3 ranged (1d6+2); SQ Darkvision 60 ft., scent; AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +3, Hide +4, Listen +4, Move Silently +6, Spot +4; Alertness, Weapon Focus (morningstar).

Possessions: Leather armor, light wooden shield, morningstar, four javelins, 9d6 gp.

Area 2-45 – Downward Passage (EL 5): Read or paraphrase the following:

The corridor becomes an extremely long stairway heading down into darkness. There is a mosaic built into the west wall of the corner depicting a man on a prancing horse, giving a salute with a cavalry saber. He seems to glare down upon you with disdain.

The mosaic is a distraction. The third step down from the landing is trapped – if a character steps on it there they will hear an extremely loud click. Give your players six seconds to react to this news as the trap, once triggered, is set in one round. This is enough time to run back into area 2-44 if they do so immediately and can move far enough in one round.

One round after the trap is triggered, a huge torrent of water is let loose above the door leading out of area 2-44 – this section of the dungeon is built beneath an underground river, and the trap opens a tremendous valve for 15 seconds, letting thousands of gallons of river water in. In addition, the door to area 2-44 slams shut and must be battered down to re-open it – it cannot open normally until the trap resets. The water crashes down, throwing characters down the stairs and into the corridor that turns east heading to area 2-47. When the

water first hits the characters, each one can make a DC 17 Reflex save to grab hold of the wall or floor before they are washed down. If this save fails, the characters are washed down the stairs, a process which takes three rounds. If they make this save, they must make a Strength check (DC 18) to keep from being washed down the stairway. This Strength check must be made every round the characters are caught in the torrent, a maximum of three rounds. After three rounds the water is turned down to a trickle, then stops flowing.

Characters take 2d6 points of damage for each round they are splashed down the stairs. Each round they may make another DC 17 Reflex save to grab hold and stop their decent. They must make a Strength check after they catch hold for each round that they are caught in the torrent.

At the bottom of the stairway is a metal drain. It can be peeled back like a manhole cover (DC 19 Strength check) – underneath is a four-foot-wide, sixty-foot-deep shaft. When the trap is discharged, the water drains to this shaft and then back into the underground river system through drains at the rocky bottom of the shaft. The shaft is strewn with river waste but is otherwise empty.

Springing the trap litters the stairwell with flopping fish, seaweed, and (only the first time this trap is triggered) a dead gnome in green swim trunks, carrying a small trident and wearing a small home-made snorkel and a *ring of swimming*.

Underground River Trap: CR 5; mechanical; pressure plate trigger; automatic reset; DC 17 Reflex save to grab hold, DC 18 Str check to hold on; 2d6 points of damage each round caught in torrent, up to three rounds; Search DC 23; Disable Device DC 20 (jam valve so it doesn't open).

Area 2-46 – Lower Guard Room (EL 6): Read or paraphrase the following:

The floor here is black and white tile. A long stone bench runs the entire length of the room. The ceiling drips all the way down, and the air smells musty and damp. It's much colder here than in the rest of the caverns.

There are six bugbears here, each armed with a morningstar, three javelins, and two exploding apples. If they heard the water trap go off, they will have taken defensive positions near the door to ambush intruders. If they are surprised by the encounter they will be lazing about on the benches, sharpening weapons or eating.

The bugbears attack all intruders on sight. If the fight goes poorly for them they will flee if the opportunity presents itself.

Bugbears (6): CR 2; Medium Humanoid (Goblinoid); HD 3d8+3; hp 16, 18, 20, 22, 24, 27; Init +1; Spd 30 ft.; AC 17, touch 11, flat-footed 16; BAB +2; Grp +4; Atk/Full Atk Morningstar +5 melee (1d8+2) or javelin +3 ranged (1d6+2) or exploding apple –1 ranged (2d6 plus 1d6 to targets within 5 ft. (Ref DC 16 for half)); SQ Darkvision

60 ft., scent; AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +3, Hide +4, Listen +4, Move Silently +6, Spot +4; Alertness, Weapon Focus (morningstar).

Possessions: Leather armor, light wooden shield, morningstar, three javelins, two exploding apples, 3d6 gp.

Area 2-47 – The Well: The secret door to this room is locked (Open Lock DC 28, break DC 30). When entered, read or paraphrase the following:

This room has a seven-foot-tall ceiling, giving it the low, cramped feel of a prison chamber. In the center of the room is an eight-foot-wide round well. There is a winch mechanism on the wall that pulls a chain through a pulley hanging above the well. There is a large bucket on the end of the chain.

The winch has a total of 45 feet of chain coiled in it. It can be used to lower the bucket into the well and draw water out. The well is only thirty feet deep, and at the bottom of it is an underwater passage leading to area 2-48.

The passage at the bottom of the well is almost completely filled with water. Its ceiling is just above the water level; it's ten feet tall and the water is eight feet deep. The stairs at the bend in the hallway lead up out of the water.

Area 2-48 – Flood Chamber (EL 4): Read or paraphrase the following:

The stairs lead up out of the water and into a long chamber. The smells of rotting fish and rank river water are very strong here. The walls and floor of this chamber are made of extremely smooth stones. The walls are twenty feet high, and there are iron rungs set in four places along the south wall, making ladders that go up to the ceiling. A body is manacled by both wrists to one of the iron rung ladders. It appears to be a tall woman wrapped in wet, swaddling robes. She is covered in seaweed, as if she was recently submerged in the water of the river. The body hangs motionless. The only feature you can make out on her is a silver holy symbol, apparently unhurt by its exposure to the river. It gleams brilliantly around her neck.

The hanging figure is Huelga, a sea hag. She normally dwells in the underground lake but was sucked in accidentally by the trap in area 2-45, and while she is stuck in the dungeon she has decided to feast on whatever victims she can find. The bugbears would rather leave her alone, so they haven't tried to clear her out.

Give characters a DC 21 Spot check – success means they notice wet footprints leading to her, proving that she is not actually imprisoned. Her manacles are a disguise – once she hears intruders coming up from the well she uses her false manacles to appear imprisoned. She can slip her wrists out of the non-functioning irons as a free action. She will wait until intruders are nearby, then spring out and attack.

The silver holy symbol is of a local good-aligned deity. Huelga doesn't know where she got it from; she just coughed it up after a meal one day.

The secret door leading west is extremely narrow and well-disguised as a section of masonry wall (Search DC 28, subject to dwarven stonemasonry ability). Once discovered, it is easy to push back and slide open.

Huelga, Sea Hag: CR 4; Medium Monstrous Humanoid (Aquatic); HD 3d8+3; hp 26; Init +5; Spd 30 ft., swim 40 ft.; AC 14, touch 11, flat-footed 13; BAB +3; Grp +7; Atk claw +7 melee (1d4+4); Full Atk 2 claws +7 melee (1d4+4); SA Horrific appearance, evil eye; SQ Amphibious, SR 14; AL CE; SV Fort +2, Ref +4, Will +4; Str 19, Dex 12, Con 12, Int 10, Wis 13, Cha 14.

Skills and Feats: Craft (trapmaking) +3, Hide +4, Listen +6, Spot +6, Swim +12; Alertness, Improved Initiative.

Area 2-49 – Chieftain's Hidden Quarters (EL 7): Read or paraphrase the following:

This room is remarkably dry and cozy compared to the rest of the dungeon. There are thick, piled carpets on the floor, a tall four-poster bed, and tapestries on the wall that depict serene mountain scenes. There is a tall chest of drawers, an oversized free-standing closet with a heavy padlock, a comfortable-looking sofa with an end table, and a hanging crystal chandelier that glows with magical light.

This was the secret sleeping quarters of the smuggler chief. He used it very little, since getting here involved him diving into the well and swimming through the flooded chamber, but it provided him with protection and solitude from his men.

The chest has four drawers in it. The top three hold fine clothing in the style of the garments found in area 2-40, toiletries, and other personal items. The bottom drawer is trapped – if it is opened before the trap is discovered and disarmed, a hidden jet in the top of the chest releases a cloud of poisonous gas. Half of the bottom drawer is a complicated alchemical device that combines two chemicals to create the poison gas. In the remaining space is a black velvet ring box with two magical rings: a *ring of improved swimming* and a unique item, a *ring of dryness*. When this ring is worn, a character immersed in water leaves it perfectly dry. It protects all of the equipment the character wears as well.

The padlock on the oversized closet is extremely tricky (Open Lock DC 33). Inside is a bewildering array of exceptional clothing (again like the garments found in area 2-40), except there are womens' garments here as well, all fancy and well-made, if somewhat large. Leaning in one corner of the closet is a full *wand of magic missile* (CL 3, 50 charges). There are dozens of pairs of shoes and a stack of hat boxes with a dozen fancy hats here as well. One of the hat boxes has a pouch of 29 pearls worth 25 gp each. The clothes in this closet can be sold in a large city for up to 1,000 gp (not

including the magical armor and the pearls). The tapestries can be sold for a total of 400 gp. The rugs are fairly common and worth a total of 15 gp.

The secret door leading out of this room is both covered by a tapestry and hidden to look like a normal section of wall (Search DC 30). It is also locked (Open Lock DC 29).

Poison Gas Trap: CR 7; mechanical; location trigger; repair reset; poison gas; multiple targets (all targets in a 30 ft. x 30 ft. cloud); never misses; poison (Fort DC 25, initial 1d8 Con, secondary 1d4 Con); Search DC 27; Disable Device DC 25 (jam trigger mechanism).

Area 2-50 – Pendulum Blade Trap (EL 8): This appears to be a standard underground stone hallway, but it is filled with lethal traps. The hallway is 40 feet long, and there is a pressure trigger every 8 feet, for a total of 4 triggers at the 8 ft., 16 ft., 24 ft., and 32 ft. marks. Every time one of these plates is triggered, a hideously sharp pendulum blade swings out from its recessed hiding place in the ceiling. In addition, once the first pressure point is triggered, a variety of other blades start automatically swinging in a lightning-fast pattern. Nimble adventurers may be able to time the swinging of the blades and tumble past them one at a time – failure means the characters are automatically struck (Tumble DC 30). The trap can be disarmed before the blades start to swing, but after the blades are triggered the only way to stop them is with the lever in area 2-51.

Pendulum Trap: CR 8; mechanical; pressure plate triggers; manual reset; Atk 4 blades +16 melee (3d6+5); Search DC 25; Disable Device DC 27 (jam pendulum to prevent blades from swinging).

Area 2-51 – Grand Display Room (EL 8): Read or paraphrase the following:

This is a trophy room, lit in several places by magical torches hanging in wall brackets. There is a mounted and stuffed polar bear on a stand, several suits of antique armor, and a rack of ancient weapons. In the center of the room is a large table with a miniature castle - if it were a real castle it would be enormous, but as it is its walls are only six inches high. Tiny soldiers of tin stand guard around its miniature battlements. Standing up against the far west wall is an amazing sight – a huge copper piece, at least 18 feet across, a perfect replica of the normal coin of the realm.

One of the suits of armor is actually a shield guardian. It will not reveal itself or attack as long as intruders do not touch or otherwise bother any of the displays. If anything is touched it will attack everyone in the room, stopping for nothing except for the secret command phrase ("Easy, Herman").

Hidden behind the huge copper piece is the lever that switches off the trap in area 2-50.

One trophy not apparent when the characters first enter the room is the skull of a giant horned dragon, set above the door leading in from area 2-50. Characters have to

look up from the door to notice it at all. The skull once belonged to a fearsome beast, but now is adorned with a party hat and a gaily colored drape hung about it, giving the appearance of a cravat.

The giant copper piece is a replica of base metal with a copper coating. It weighs over 1,000 pounds, and if the characters can find a way to bring it to market it would be worth up to 2,000 gp to a collector of such oddities. The polar bear might bring 400 gp, but it will be extremely difficult to find a buyer for it. The weapons are assorted pole arms and spears, all masterwork antiques, and only one is exceptional – a +3 *mighty cleaving halberd*. With the exception of the shield guardian, the armor is all antique master craft.

There are a total of fifteen *continual light* torches mounted around this room.

Herman the Shield Guardian: CR 8; Large Construct; HD 15d10+30; hp 141; Init +0; Spd 30 ft.; AC 24, touch 9, flat-footed 24; BAB +11; Grp +21; Atk Slam +16 melee (1d8+6); Full Atk 2 slams +16 melee (1d8+6); Space/Reach 10 ft./10 ft.; SQ Construct traits, darkvision 60 ft., fast healing 5, find master, guard, low-light vision, shield other, spell storing; AL N; SV Fort +5, Ref +5, Will +5; Str 22, Dex 10, Con –, Int –, Wis 10, Cha 1.

Skills and Feats: –

The creature's master is dead (area A-15, cell B). Its amulet is not in the sunless garden.

Area 2-52 – Unseen Guards (EL 8): Read or paraphrase the following:

This is a thirty-foot by thirty-foot chamber that might have once been some sort of meeting room. There is a smashed table and a dozen small benches piled in the southwest corner. There is a faint odor of sulfur here. You see strange smudges in patterns all over the walls.

The smudge patterns on the walls are the work of the five phantom fungi that have been placed here by Nockmort's order. The fungi have all been altered by the power of the meteorite. They can now cling to walls and ceilings effortlessly. Currently, all five of the fungi are hanging upside-down from the ceiling, but when the characters pass underneath them they drop down and attack.

The secret door is a three-foot-wide round passage way, set two feet off the ground. It is hard to see (Search DC 28) and locked (Open Lock DC 25). Characters lingering outside this passage will recognize it as the source of the strange scent in the room.

Phantom Fungi (5): CR 3; Large Magical Beast; HD 2d8+6; hp 17, 18, 18, 19, 20; Init +0; Spd. 20 ft., climb 20 ft.; AC 14, touch 10, flat-footed 14; BAB +1; Grp +3; Atk/Full Atk Bite +3 melee (1d6+3); SQ Low-light vision, plant traits, greater invisibility; AL N; SV Fort +6, Ref +0, Will +0; Str 14, Dex 10, Con 16, Int 2, Wis 11, Cha 9.

Skills and Feats: Listen +4, Move Silently +6, Spot +4; Alertness.

Area 2-53 – Acid Pit: Read or paraphrase the following:

The scent of sulfur is much stronger here than it is in its antechamber. The room is bare except for what appears to be a three-foot-high well, obviously the source of the odor you detect.

Characters looking over the side of the well will see what appears to be clear water, but is actually acid. It will eventually eat through anything dropped into it, with the exception of normal rock and stone. It will effectively and permanently destroy any pieces of meteorite dropped inside. The smugglers used this acid well for a variety of nefarious purposes (most quite painful to their captives), but Nockmort has decided to keep it protected lest the bugbears get any ideas. Anyone daring to enter the acid pit will take 3d6 damage per round, unless they have some protection against acid.

THUS ENDS THE HARVESTING OF
NOCKMORT'S SUNLESS GARDEN

Rewards

Reward experience normally for combat and traps in the Sunless Garden. In addition, you may elect to award bonus XP to the party for exceptional action and heroic accomplishments. Use the list below as a guideline for awarding bonus experience points.

Action	XP Bonus
Freeing the dryad (area 1-10)	250 XP
Freeing Rootshaker (area A-15, cell A)	250 XP
Destroying Nockmort (area D-31)	500 XP
Turning black market items in to authorities	XP equal to gp value divided by 10
Destroying all remnants of the meteorite	1,000 XP
Curing the inhabitants of Garland's Fork	1,000 XP

Further Adventures

- If the body of Nockmort is not destroyed, or is left within 120 feet of a remaining fragment of the purple meteorite, then it will rise in one week as a deadwood treant. It could conceivably start the entire garden again in a new underground location with new plants that could have even more baleful effects. And, of course, it probably wants revenge against the fleshlings that ruined its first attempt...
- Despite the PCs' best efforts, one of the bugbears escaped with the last existing fragment of meteorite. He plans to create a new garden somewhere nearby. Once the authorities suspect that the meteorite has started to pollute the land again, the heroes are summoned as "experts" on dealing with such situations.
- A criminal gang associated with the smugglers discovers the carnage left behind in the wake of Nockmort and

the subsequent invasion of adventurers. Of course they blame the PCs, being too shrewd to believe in talking trees and magic rocks. The thugs seek out the characters to serve up bloody revenge.

- That meteorite was no accident – some terrible power of Entropy, Chaos, Evil, and so forth sent it to earth to create mayhem. Its schemes stymied, it sends another meteorite to another part of the land, hoping to turn more plants and their guardians to its evil will. The characters hear rumors of a second purple streak in the sky, landing in some remote place to sow the land with evil once more. And what else can the characters do but saddle up and go fight some more evil, being heroes and such?

Appendix 1: New Monsters

	Deadwood Treant Huge Plant
Hit Dice:	14d8+40 (103 hp)
Initiative:	+6
Speed:	30 ft.
AC:	29 (-2 size, +2 Dex, +19 natural), touch 10, flat-footed 27
BAB/Grapple:	+10/+25
Attack:	Slam +15 melee (2d6+7)
Full Attack:	2 slams +15 melee (2d6+7)
Space/Reach:	15 ft./15 ft.
Special Attacks:	Trample 2d6+11
Special Qualities:	Creep and cling, deadwood traits, immunities, vulnerabilities
Saves:	Fort +9, Ref +6, Will +12
Abilities:	Str 25, Dex 14, Con –, Int 9, Wis 16, Cha 4
Skills:	Climb +28
Feats:	Improved Initiative, Improved Sunder, Iron Will, Power Attack
Environment:	Any
Organization:	Solitary
Challenge Rating:	12
Treasure:	Only incidentally
Alignment:	Always chaotic evil
Advancement:	None

The deadwood treant is a unique creature that occurs naturally when the corpse of a deceased treant is left in the glow of the strange purple meteorite that Nockmort found in the woods. It is similar to an undead creature; its trunk becomes rotted and hollow, although the remaining body achieves a state something like petrification. It loses almost two-thirds of its mass but retains its strength and toughness. Its body glows from within with an evil purple light.

These creatures are befuddled and hateful. They tend to follow suggestions from their own kind, and react favorably to treants who possess a bit of the meteorite that brought them to life. Left on its own, a deadwood treant seeks to destroy and harm everything it can get its hands on.



COMBAT

The deadwood treant is an extremely straightforward fighter. It wades into battle using its slam attacks, attacking anything within reach. Even though the deadwood treant is not particularly vulnerable to fire, it remembers its fear of fire from when it still lived. Fire is the only thing it fears, and if faced with enough fire the creature might run.

Creep and Cling (Ex): The most startling ability of the deadwood treant is its natural ease at climbing. Deadwood treants use the tips of their branches and their roots to find the tiniest cracks in any wall or edifice. Their reduced mass allows them to hang nearly indefinitely once they have found purchase in a wall. Deadwood treants receive a +18 racial bonus to all Climb checks. In addition, with a successful Climb check against the Climb DC of any given surface, the deadwood treant can cling to that surface indefinitely with no effort. Once it is clinging to a surface, the brute can fight from that surface with no penalty.

Deadwood Traits: Deadwood treants have no Constitution score, like undead, and are immune to spells and other effects that require a Fortitude save, unless these effects also affect inanimate objects. They receive a size bonus to hit points, using the same guidelines as for constructs. Deadwood treants have 120 ft. darkvision and are uncomfortable in sunlight, taking a –2 penalty to all skill checks, attack rolls, and saving throws in such conditions. A *daylight* spell has the same effect on the creature.

Immunities: Deadwood treants are immune to all mind-affecting effects (charms, compulsions, phantasms, patterns), ability drain damage, death effects, necromantic effects, paralysis, petrification, morale effects, fatigue, exhaustion, energy drain, poison, sleep effects, paralysis, polymorph, critical hits and stunning.

Vulnerabilities: Deadwood treants are no more vulnerable to fire than a normal creature; they do not have the same vulnerability they had when they were alive. Because of their hollow cores, deadwood treants take double damage from sonic effects: they tend to reverberate when hit. In addition, they are fatally addicted to the strange purple radiation that spawned them. They must be within a fragment of the original meteorite to survive; if they are ever more than 120 feet from a piece of the meteorite they take 1d6 points of damage every minute until they die or can move back in range of the meteorite fragment.

Appendix 2: Player Handouts

Players' Handout A

To whom it may concern: If you discover this it most likely means that Garland's Fork and our messenger have succumbed to the curse that has been afflicting us for these past three days. We are horribly transformed, and are desperate for your aid. Please help us; the pain is -

Players' Handout B

The Last Three Days of the Journal of Caralee Wakes

Friday

When I awoke this morning I meant to dress and take my walk past the stables to see (and be seen by!) dear Yonnetth. How I hope that one day he will take notice of a plain farm girl like myself. Aye, me. I have changed my plans - I do not feel quite myself and I fear to be seen less than perfect. Indeed, I feel thick as a pot of soup. Best I stay home today anyhow - father complains of pains in his back and I must help him feed the horses. My destiny must be ruled by the darkest of stars for such a fate to be mine.

Saturday

I fear this might be my last entry, dearest friend journal, as I plan to hide myself away to the highest cliff I can find and throw myself off. I would rather die than live with whatever curse has been inflicted upon me. This morning I awoke to find my hair had turned to leaves. I look like some mad oak tree! Oh, to find whatever witch hexed me thus! I am certain it is Quella, the barmaid - she is jealous of the bond that she sees growing between Yonnetth and myself. Aye me, what shall I do?

Sunday

Oh Yonnetth - what has become of all of us? I see that now my fate is the fate of everyone in the Fork - we are a victim of the same terrible curse. I can take no food or drink, and not even water comforts me - the water from the well tastes strange. Will I die? Will I dream? Oh Yonnetth -

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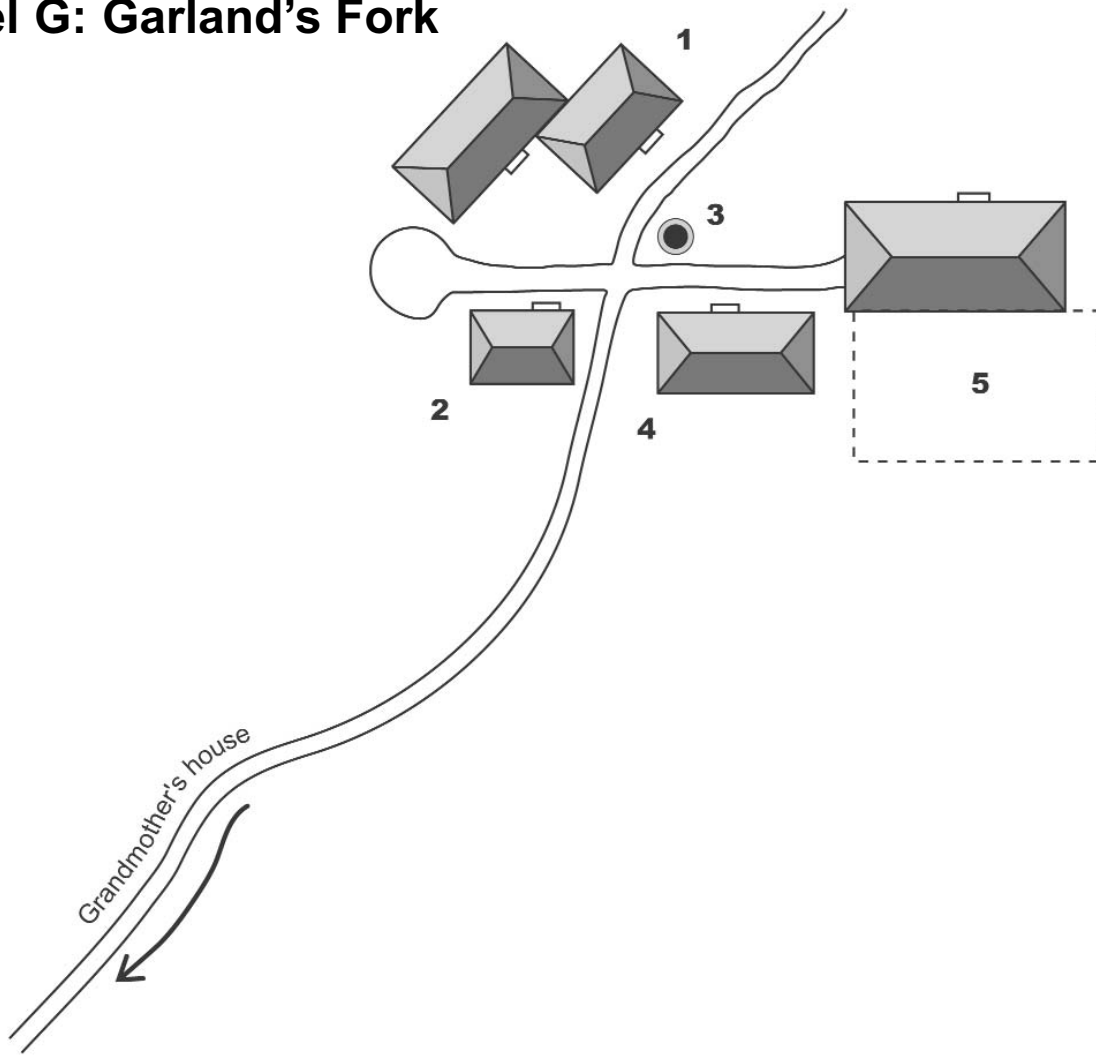
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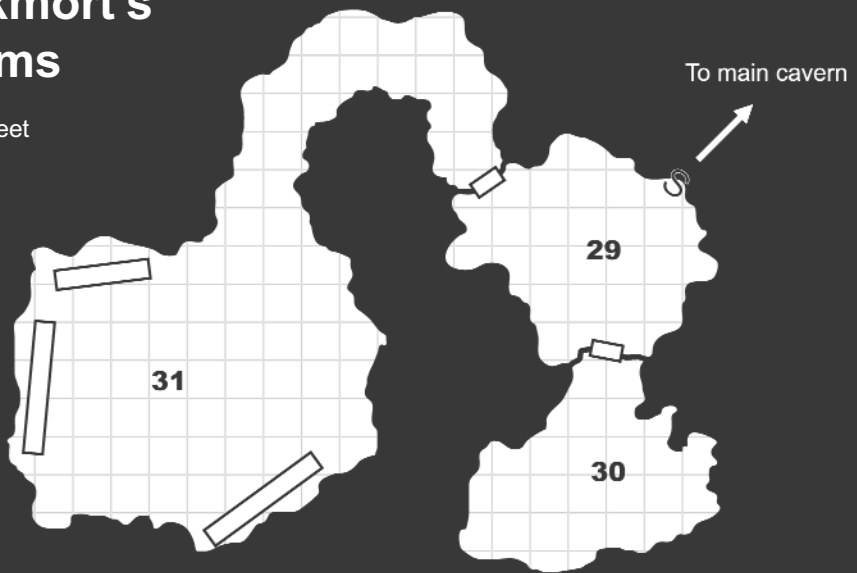
Dungeon Crawl Classics #10: The Sunless Garden by Brendan LaSalle, Copyright 2004 Goodman Games (contact info@goodman-games.com, or see www.goodman-games.com/)

Level G: Garland's Fork



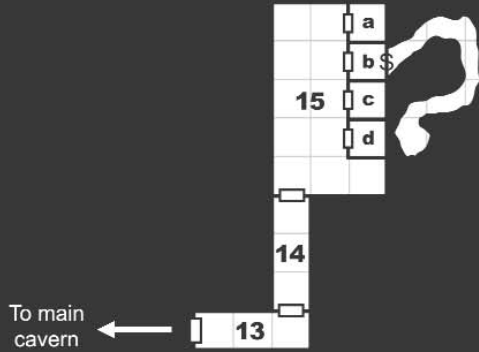
Area D: Nockmort's Workrooms

1 square = 10 feet



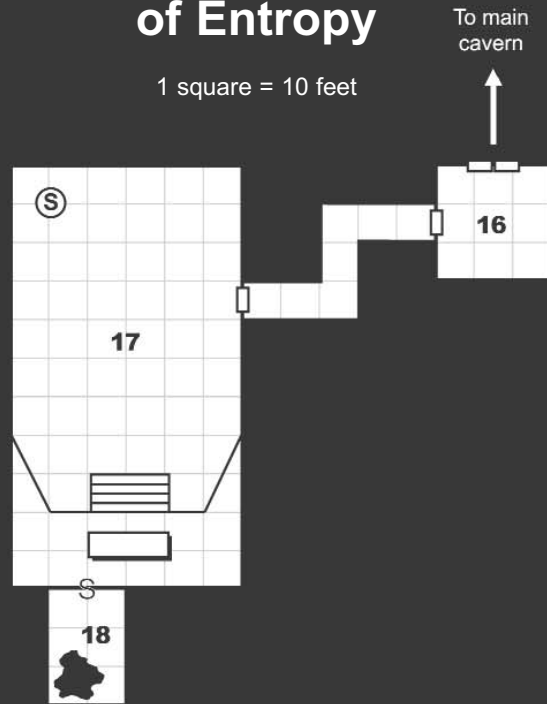
Area A: Bugbear Prison

1 square = 10 feet



Area B: Chapel of Entropy

1 square = 10 feet



Area C: Bugbear Refuge

1 square = 10 feet

