



Scourge of the Rat-Men

BY
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VENTURE
4TH

AN ADVENTURE FOR CHARACTERS OF 1ST - 3RD LEVEL.

Scourge of the Rat-Men

a 4e adventure for characters
of 1st through 3rd level



BY GARETH-MICHAEL SKARKA

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INTRODUCTION

S*courge of the Rat-Men* is a 4E adventure for a party of characters of 1st through 3rd level. The encounters designed for this adventure assume a party of 5 characters. Game Masters who have larger or smaller parties may wish to adjust the encounters accordingly, using the guidelines presented in the Core Books.

Game Masters will require the use of the 4E Core Books, as well as the usual accessories, such as dice and miniatures. This adventure features battlegrid pages that can be used for miniatures combat, and may be printed from the PDF or copied from the printed book. Game Masters may find any number of miniatures lines that feature Rat-Men, including the top-selling miniatures wargame, produced in the UK, which features plastic versions as well as the standard metal variety, which are perfect for use with this adventure.

ADVENTURE SYNOPSIS

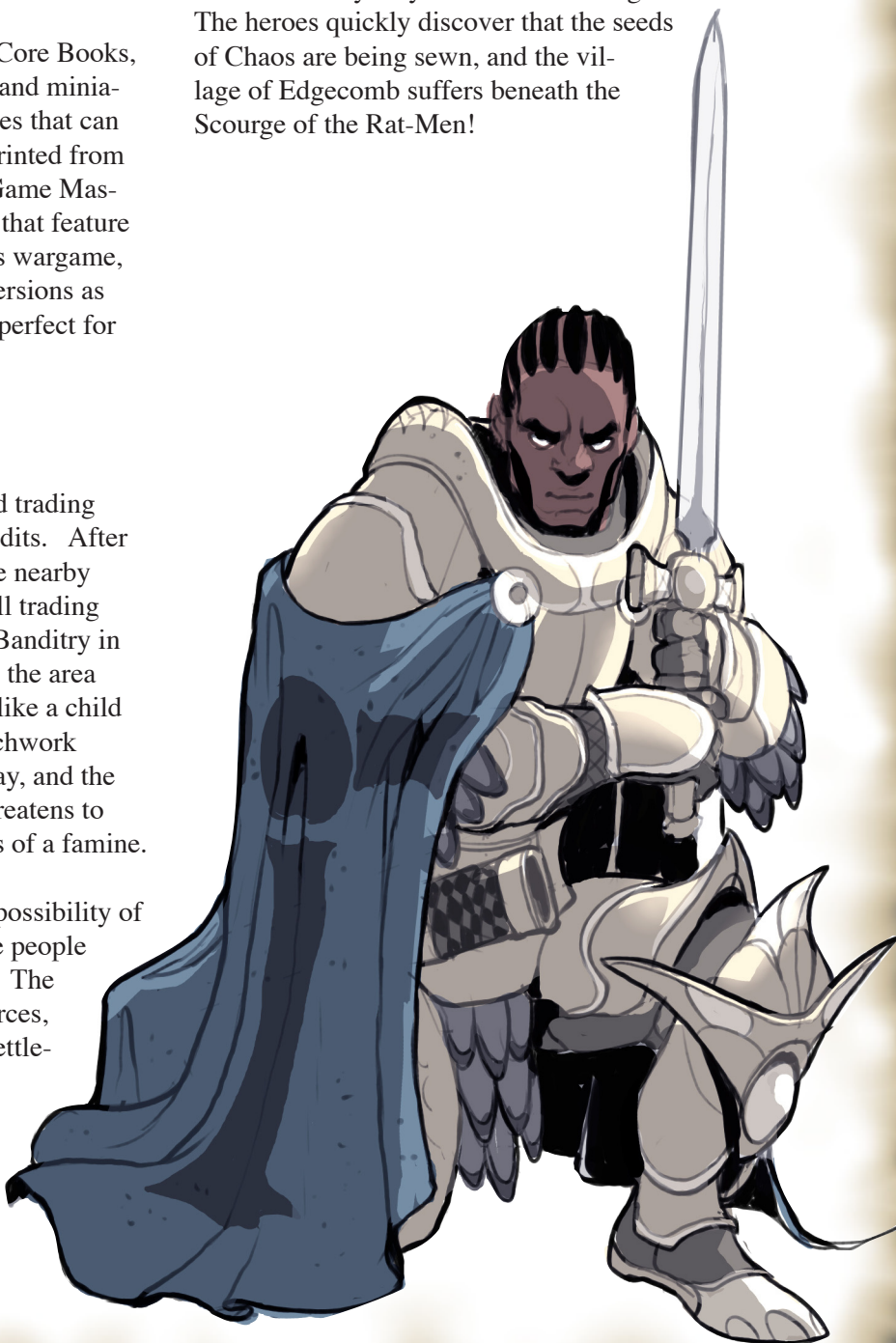
The characters, travelling along a lightly-used trading route between settlements, is set upon by bandits. After this brief encounter, the party continues to the nearby village of Edgecomb. What was once a small trading post has become a crowded refugee camp -- Banditry in the area has driven the farmers and settlers in the area to abandon their homes and cling to the post like a child clinging to his mother's skirts, creating a patchwork village of huts and tents. Winter is on the way, and the addition of over a hundred hungry mouths threatens to throw the hard-scrabble village into the chaos of a famine.

The characters learn that the bandits and the possibility of starvation are not the only problem facing the people of Edgecomb, nor are they the worst threats. The village itself is under siege from unknown forces, and fear and panic is spreading through the settlement.

Initially, livestock began to disappear from the village -- a goat here, a few chickens there. This was bad enough, especially with the strain of the additional population, and accusations of theft flying back and forth between residents.

Recently, however, the unthinkable has occurred: Children of Edgecomb have been taken, disappearing from their beds at night, without a trace.

The village headman, Uther Flint, asks the characters to solve the mystery and save the village. The heroes quickly discover that the seeds of Chaos are being sewn, and the village of Edgecomb suffers beneath the Scourge of the Rat-Men!



STAND & DELIVER

The player characters (PCs) are travelling along a lightly-used trading path between settlements (note that this assumes that your campaign follows the standard “Points of Light” campaign design, where small enclaves of civilization are separated by vast tracts of wilderness -- Game Masters can, of course, place this encounter anywhere within their own campaign world if they use a different model).

Read or summarize the following to your players:

You're following the narrow path through the woods -- it's evident that it's been some time since any significant trade traffic has used this route: The path is becoming overgrown, and dead branches from the overhanging trees have fallen here and there, which surely would have been cleared by any wagon teams passing through.

The Fall air is sharp with the promise of winter, although the trees block the worst of the wind, for which you are thankful.

Up ahead, you see the path is completely blocked by a fallen tree.

Have the PCs make Perception checks against the Stealth of the hidden Bandits. If the PCs are surprised, the Bandits act. If the PCs detect the ambush, they may act as normal.

Use the battlemat on the page 6 for the encounter. Two bandits are hiding in the foliage on the left side of the path, and two on the right, along with their war dog.

With a cry of “Stand and deliver!” the bandits reveal themselves and attempt to rob the PCs.

LEVEL 2 ENCOUNTER	625 XP
4x Human Bandit 1x War Dog	

Human Bandit <i>medium natural humanoid</i>	Level 2 Skirmisher XP 125
Initiative: +6	Senses: Perception +1
HP 37; Bloodied 18	
AC 16: Fort 12, Ref 14, Will 12	
Speed 6	
Mace (standard, at-will) * Weapon +4 vs AC; 1d8+1 damage, and the bandit shifts 1 square.	
Bow (standard, at-will) * Weapon Ranged 15/30; +6 vs AC; 1d8+2 damage	
Dazzling Strike (standard, encounter) * Weapon Requires mace; +4 vs AC; 1d8+1 damage, the target is dazed until the end of the bandit's next turn, and the bandit shifts 1 square.	
Combat Advantage The bandit deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.	
Align: Evil	Languages: Common
Skills: Stealth +9, Streetwise +7, Thievery +9	
STR 12 (+2)	DEX 17 (+3) WIS 11 (+1)
CON 13 (+2)	INT 10 (+1) CHA 12 (+2)
Equipment: Leather armor, Mace, Short bow.	

War Dog

medium natural beast

Level 2 Skirmisher

XP 125

Initiative: +5

HP 38; **Bloodied** 19

AC 16: **Fort** 14, **Ref** 14, **Will** 13

Speed 8

Senses: Perception +7,
low-light vision

Bite (standard, at-will)

+7 vs AC; 1d6+2 damage, or 2d6 +2 damage against a prone target.

Combat Advantage

If the war dog has combat advantage against the target, the target is also knocked prone on a hit.

Align: Unaligned

Languages: None

STR 13 (+2) **DEX** 14 (+3)

WIS 13 (+2)

CON 14 (+3) **INT** 2 (-3)

CHA 10 (+1)



TACTICS

The bandits will not attack initially, preferring to give their victims a chance to surrender and turn over their valuables. Once their demands are refused or a fight has begun, they will begin by letting loose the war dog (which will attack the nearest target), and using their ranged attacks on those PCs that they view as the greatest threats.

Two bandits will move into melee with their maces, using their Dazzling Strike if things are going badly for them. The other two bandits will attempt to continue ranged attacks, unless attacked directly in melee (at which point they will switch to maces). The war dog will attempt to knock targets prone, savage them, and then move on to the next closest target.

The trees bordering the path (see the battlemat on the next page) are difficult terrain. The log across the path at the top of the map is blocking terrain.

TREASURE

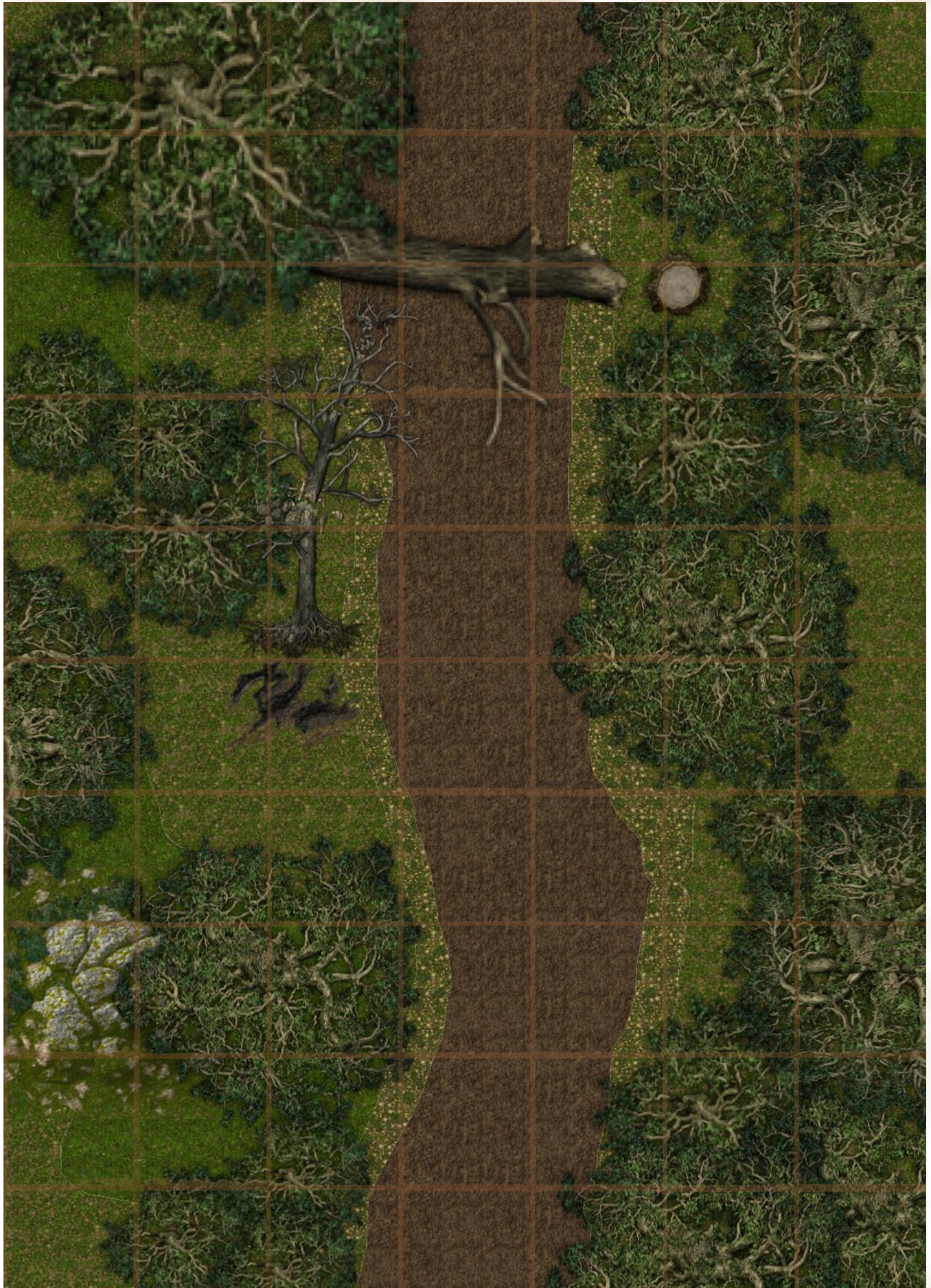
The bandits are carrying a few handfuls of silver coins, totalling no more than a dozen gp in value.

FURTHER ADVENTURES

The bandits in this area are all operating under the direction of a self-styled “Bandit King” -- who is in fact a were-rat taking orders from the Rat-Men, for the purpose of spreading chaos and strife through the region.

At the Game Master’s discretion, the PCs can discover evidence of this in the Rat-Men’s lair, leading to a quest to overthrow the Bandit King.

ambush map



EDGECOMB

After the battle, the PCs continue, eventually arriving at the village of Edgecomb. The village began as little more than a trading post along the road, and was never home to more than 100 people. The increase in bandit activity over the past year, however, has swelled Edgecomb's population. Refugees from the surrounding countryside have poured into the village, looking for strength in numbers.

Read or summarize the following to your players:

As the woods thin out, you arrive at the village of Edgecomb. What had been described to you as a sleepy trading post appears now to be a crowded settlement -- ramshackle huts have sprung up between the original sturdier buildings, and the center of the village is a sprawl of ragged tents and makeshift lean-tos.

Gaunt, hungry faces peer out at you from these shelters, filled with fear and desperation.

EDGECOMB

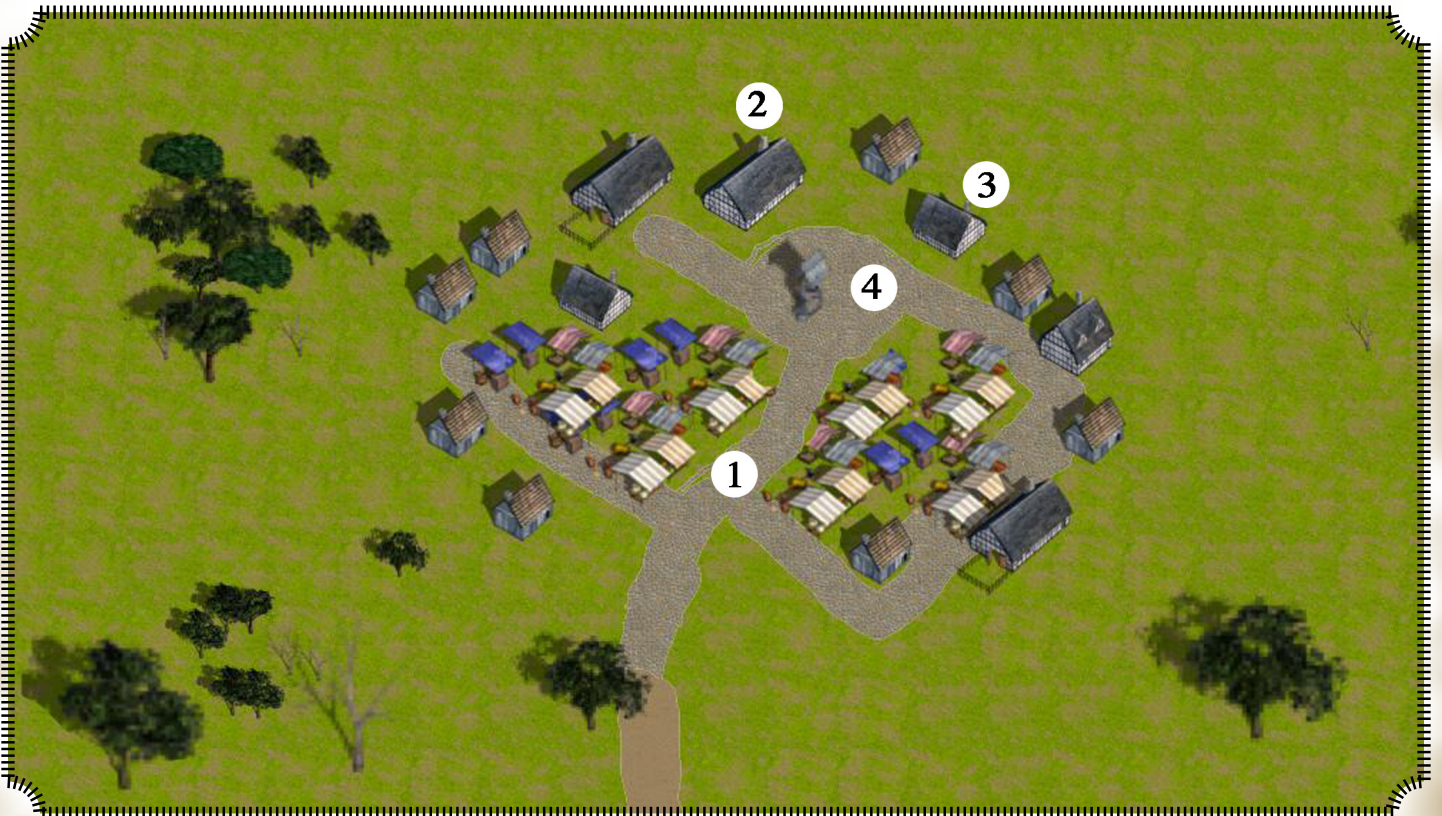
A settlement sprung from a small trading post, now filled with refugees from the surrounding countryside.

Population: 270. The original village housed nearly 100 people. The 170 new residents came in during the past year, fleeing as their farms came under attack from bandits. The population is far too much for the settlement to absorb -- not only are tensions riding high, but the immediate vicinity does not produce enough crops and game to provide for that many people through the coming winter. The people of Edgecomb are mostly humans, with a handful of halflings and dwarves. No other races are present.

Government: Uther Flint is the Headman of the village, in charge of the village's defense, justice and survival. His longhouse--both his residence and the governmental center of the village--is located at site #2 on the map.

Defense: A volunteer service comprised of the able-bodied can operate as a defense force if needed. The total number that can be mustered is 67, armed with a variety of personal weapons.

Inns, Taverns, Supplies & Temples: None. All buildings in Edgecomb now serve as housing.



The settlement is a motley collection of shelters, built from stones and thatch and scraps of wood from wagons and the nearby trees. It isn't a village, or even a hamlet—the refugees just set their belongings down and hastily construct a shelter wherever available space could be found.

The average building is little more than a hut—a single room construction that offers some protection from the wind and the weather. Entire families live in one room together, both out of necessity, and in an effort to share warmth at night. The shelters have thin walls and thatch roofs, and the families sleep and eat on dirt floors. Those are the lucky ones. More recent arrivals have simply thrown up tents and shelters in the village center, which barely offer protection at all.

Few of these farmers and their families were able to bring much in the way of personal belongings—beds and other housewares were left back at the farmsteads, to be stolen or destroyed by bandits. They travelled to Edgecomb with the clothes on their backs, and a few supplies — cooking pots, tools, blankets — some even managed to bring small items of personal wealth (a few coins, or a treasured ornament), but for the most part the makeshift settlement is a scene of crippling poverty.

The settlement currently features approximately 40 structures in varying states of disrepair — the people spend most of their time trying to reinforce their shelters against the coming winter, but with so few building supplies available, there isn't much that they can do. These buildings, huts and tents serve as the homes for nearly 300 people, with dwindling supplies and a single deep well (#4 on the map) providing water. The situation is getting desperate.

ARRIVAL

The PCs arrive in Edgecomb at the site marked #1 on the village map. Here, two members of Uther Flint's original watch have set up a checkpoint, where they have the unpleasant task of turning away any refugees looking to shelter in the village.

As the PCs approach, they will be challenged by the watchmen, and told that there is no further room for

settlement in the village. Once they have been told that the PCs are not refugees, they will escort the heroes to Uther's longhouse (#2 on the map) for an audience with the Headman of Edgecomb.

Edgecomb Watch

Level 2 Soldier

medium natural humanoid, fighter

XP 125

Initiative: +4

Senses: Perception +1

HP 29; **Bloodied** 15

AC 16; **Fort** 16, **Ref** 15, **Will** 13

Speed 6

Longsword (standard, at-will) * Weapon

+5 vs AC; 1d8+3 damage

Covering Attack (standard, encounter) * Weapon

+3 vs AC; 2d8+3 damage, and an adjacent ally can shift 2 squares.

Combat Advantage

The bandit deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Align: Unaligned

Languages: Common

Skills: Intimidate +6, Endurance +7

STR 16 (+3) **DEX** 14 (+3) **WIS** 10 (+1)

CON 13 (+2) **INT** 10 (+1) **CHA** 12 (+2)

Equipment: Leather armor, Longsword

AUDIENCE WITH UTHER

The PCs are led to the largest building in the village, a wood, daub and thatch longhouse. It is here that the Headman of Edgecomb, Uther Flint, lives and runs the affairs of the village.

Uther Flint is weary and haggard with the stress of the responsibility for the lives of not only his own family, but for the added numbers of refugees as well. He knows that the supplies and stores of food will not be able to provide for so many more people in the coming winter. The press of refugees threatens to condemn everyone to a slow starvation....and now, something even worse has risen to afflict the village.

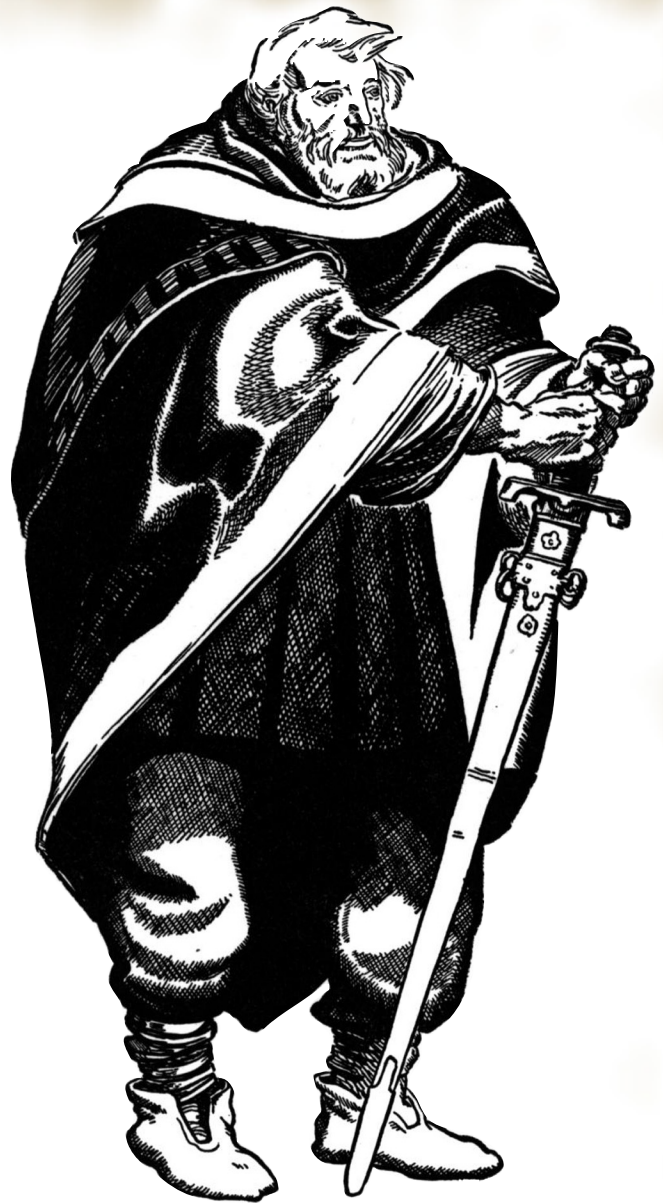
Read or summarize the following to the players:

You are led by the watch into the largest building in the village -- a longhouse. Inside, a smoky fire burns in a stone firepit, filling the interior of the structure with a hazy light and a welcome warmth.

The longhouse appears to be the village center -- it is filled with long rough-hewn tables for communal eating (although it appears that a few of them are missing, most likely used to provide wood for some of the makeshift homes you passed on your way across the village). There are roughly two dozen people here, most watching you with undisguised suspicion...and some with fear.

A tall haggard man steps forward and introduces himself to you:

"My name is Flint. Uther Flint. I'm headman of the village of Edgecomb."



Uther Flint **Level 4 Brute (Leader)**

medium natural humanoid, fighter **XP 175**

Initiative: +4 **Senses:** Perception +2
HP 66; Bloodied 33 (see also *Battle Fury*)
AC 15; **Fort** 16, **Ref** 15, **Will** 14
Speed 7

Bastard sword (standard, at-will) * Weapon
+5 vs AC; 1d10+5 damage

Battle Fury (free, when first bloodied, encounter)
Uther makes a melee basic attack with an additional +4 to hit and deals an extra 1d6 damage.

Combat Advantage
Uther deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Align: Unaligned **Languages:** Common
Skills: Athletics +9, Endurance +9
STR 17 (+5) **DEX** 12 (+3) **WIS** 11 (+2)
CON 16 (+5) **INT** 10 (+2) **CHA** 12 (+3)
Equipment: Hide armor, Bastard Sword.

Uther tells the characters of the problems plaguing the village -- the rise in banditry over the past year, and the resultant flood of refugees into Edgecomb.

He says that he had been training a volunteer militia to combat the bandits -- for he knew that the surest way to return the refugees to their homes was to remove the threat that drove them to Edgecomb. They must be shown that their homes are protected and safe. The bandits who are raiding the settlements were to be brought to justice. But the refugees are farmers, not warriors -- and few have the stomach for battle. No match for seasoned outlaws. An initial foray into the woods was disastrous, resulting in several deaths. Now, there's no further talk of fighting the bandits.

His voice weary, he tells the heroes that refugees still arrive every week, coming here to take shelter from the bandit raids....but he's had to start turning them away -- sending them further along the trade route.

"I don't know if they make it, or die along the way," he says. *"It's horrible I know. But we haven't got enough feed all of the ones that are already here. The winter will surely kill us all -- if we live to see it."*

Then, his expression growing dark, Uther tells the heroes about another threat -- one that appears to be growing with each passing day -- a terrible unknown that has the entire village gripped in unreasoning panic.

A month or so ago, livestock began disappearing from the village. A few chickens at first, and then a goat, and then two.

Accusations of theft blazed through the community like wildfire. The original residents of Edgecomb blamed the refugees. The older refugees blamed the newer refugees. Everyone viewed each other with suspicion. Uther posted a night watch to patrol the village, and yet the disappearances continued....until two nights ago, when the unthinkable happened. A child was taken.

One of the refugee children disappeared from their tent during the night. The night watch saw nothing.

The village was gripped with fear -- search parties looked everywhere within the village and scoured the nearby countryside, to no avail. The child was gone. Uther called for volunteers to bolster his night watch, but most residents preferred to stay in, keeping vigil to insure their own family's safety.

Last night, another child was taken -- this time from one of the huts. Again, the watch saw nothing....and worse -- the family was sleeping in the same room, yet did not awaken. In the morning, the child was gone.

Uther's eyes are red-rimmed. *"We cannot continue like this. Now we talk of sleeping in shifts, or leaving Edgecomb entirely, to take our chances in the wilderness."*

"The tension is unbearable. Nobody knows who to trust, or where they can be safe."

"Earlier today, an argument over where to place a tent line erupted into a knife fight. One man is dead. This village is on the verge of exploding into panic, rage and desperation."

"We desperately need your help."

The people of Edgecomb have nothing to give: no treasure, no magic, no goods, and barely enough food to feed themselves.

Yet the player-characters will help them, for they are heroes, and such is the stuff of which heroes are made.



SMELLING A RAT

Allow the PCs to devise whatever plan they wish for protecting the village of Edgecomb. Most parties will choose to take the role of the night watch for themselves, patrolling the village or keeping vigil in strategic locations, watching for any disturbance.

Two hours before dawn, a group of Rat-Men crawl out of the well in the center of town (Location #4 on the Edgecomb map) -- at the bottom of the well is a secret door leading to the Rat-Men's lair.

The creatures head for the nearest building (#3 on the map), where they will use Stealth to avoid detection, and Thievery to gain entry.

Once inside, they will kill a child as it sleeps, and withdraw, taking the corpse with them.

The PCs are all that stand in their way.



LEVEL 3 ENCOUNTER 750 XP

3x Rat-Man Assassin

Rat-Man Assassin	Level 6 Lurker
<i>medium natural humanoid</i>	XP 250

Initiative: +6 **Senses:** Perception +6
HP 52; **Bloodied** 26
AC 15: **Fort** 15, **Ref** 17, **Will** 14
Speed 6

Short Sword (standard, at-will) * Poison, Weapon +10 vs AC; 1d6 +4 damage, and the assassin makes a secondary attack. **Secondary Attack:** +8 vs Fort, the target takes ongoing 5 damage and is slowed (save ends both)

Hand Crossbow (standard, at-will) * Poison, Weapon Ranged 10/20; +10 vs AC; 1d6 +4 damage, and the assassin makes a secondary attack. **Secondary Attack:** +8 vs Fort, the target takes ongoing 5 damage and is slowed (save ends both)

Swarm Attack
 The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Combat Advantage
 The bandit deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against. (See also *Swarm Attack*)

Reactive Stealth
 If a Rat-Man Assassin has cover or concealment when it makes an initiative check at the start of an encounter, it can make a Stealth check to escape notice.

Shadow Skulk
 When a Rat-Man Assassin makes a melee or ranged attack from hiding and misses, it is still considered to be in hiding.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +11, Thievery +11
STR 17 (+6) **DEX** 17 (+6) **WIS** 12 (+4)
CON 13 (+4) **INT** 8 (+2) **CHA** 8 (+2)
Equipment: Leather armor, short sword and hand crossbow (both poisoned).

RAT-MAN ASSASSIN TACTICS

Fairly straightforward -- stay hidden using Stealth, strike from hiding with poisoned weapons. If directly confronted, they will try to swarm a target if possible. If the fight is going badly for them, they will attempt to retreat to the safety of the lair, by jumping into the well.

RAT-MAN LORE

A character knows the following information with a successful Nature check:

DC 15 Rat-men dwell in underground lairs near (or sometimes beneath) civilized settlements. They scavenge what they need from the surface: equipment, weapons, treasure...and food.

DC 20 Rat-Men are often encountered with rats and dire-rats, which they use as guardian and hunting animals. They are also often encountered with Demons.

DC 25 Rat-Men are experts in the use of poisons, and their lairs are often riddled with deadly traps. Rat-Men never take prisoners.

DC 30 Rat-Men are the mortal instruments of a chaotic evil entity known only as The Lurker in the Wastes. This entity is said to be timeless -- existing both before and after all of Creation. The Rat-Men serve The Lurker by spreading chaos and hastening the end of all things.

The encounter begins with the Rat-Men's stealth attempt, to get out of the well and over to the house without being spotted. The night is dark, and counts as dim light concealment. The Rat-Men's stealth rolls are opposed by the Perception checks of any PCs who might have line of sight to the well at the center of the village.

If the Rat-Men are not spotted, they use their Thievery skill to gain entry into the home. Again, the PCs have a chance to notice, if they have line of sight. (Stealth vs Perception)

Once inside the home, the Rat-Men creep undetected among the sleeping, choosing a child and poisoning him or her. The residents will not discover them (although PCs may make a DC 20 Perception check to notice the door to the home has been left slightly ajar (to facilitate a rapid escape). Entering the home, finding and killing the child will take four combat rounds. On the fifth round, the Rat-Men will attempt to make their escape (one last chance for a Stealth-vs-Perception check to discover them).

Once discovered, the fight begins. The battlemat on the following page represents the center of town, with the well -- as the fight will most likely occur here, rather than in among the sleeping villagers!



DOWN THE WELL

The PCs can discover the true use of the well by several methods:

- If no Rat-Men survive the battle, a DC 15 Perception check will allow the PC to notice wet paw prints leading from the well to the house.
- If the fight is going badly for the Rat-Men, they will attempt to escape to the safety of the lair by returning via the well.
- If the PCs failed to discover the Rat-Men at all, the same wet paw prints can be found, but only for the brief time before the morning dew obscures them entirely -- requiring a DC 20 Perception check.



Lair of the Ratmen

The Rat-Men have been entering the village via a secret door in the bottom of the village well. The well drops 35 feet into the earth, where it the 10-foot-wide shaft opens into a natural 25-foot-wide cavern.

The PCs will have to travel down the well -- the bucket rope is not strong enough to bear the weight of even an adult halfling, let alone anyone larger. A length of adventurer's rope will suffice, or, barring that, Uther can provide some from his stores. It is a DC 10 Athletics check to make it down the well.

With that, the PCs have entered the Lair of the Rat-Men.

No specific battlemats are provided for the dungeon itself --the maps are provided, and Game Masters are encouraged to use the full-sheet blank battlemats included at the end of this adventure, cut and combined to the lengths and sizes needed. Permission is granted to photocopy (or print from the PDF) as many copies as you wish.

LEVEL ONE

(See Map, page 15)

1. THE WELL CHAMBER

The main entrance to the Lair, accessed via the well in the center of Edgecomb, 35 feet above. The only light in this chamber comes from the natural light from above.

Read or summarize the following to your players:

The well drops down 35 feet, where it meets a much wider natural chamber, 25 feet across.

There is a natural spring filling the center of the chamber, from which the villagers draw their water, and an approximately five-foot-wide ledge runs around the perimeter.

The spring is, for all intents and purposes, bottomless. Characters who are unable to swim (or encumbered with heavy armor), should take care not to fall into the water. (See the rules for drowning, in the Core Books)

A DC 10 Athletics check will allow the PCs to swing the rope far enough to reach the safety of the surrounding ledge.

The entrance to the Lair is a hidden secret door along the southeastern section of the chamber wall. It can be discovered on a DC 15 Perception roll. (The same DC can be used for all secret doors in the Lair, unless otherwise noted.)

2. THE PASSAGEWAY

A rough-hewn passageway, taking the PCs deeper into the earth.

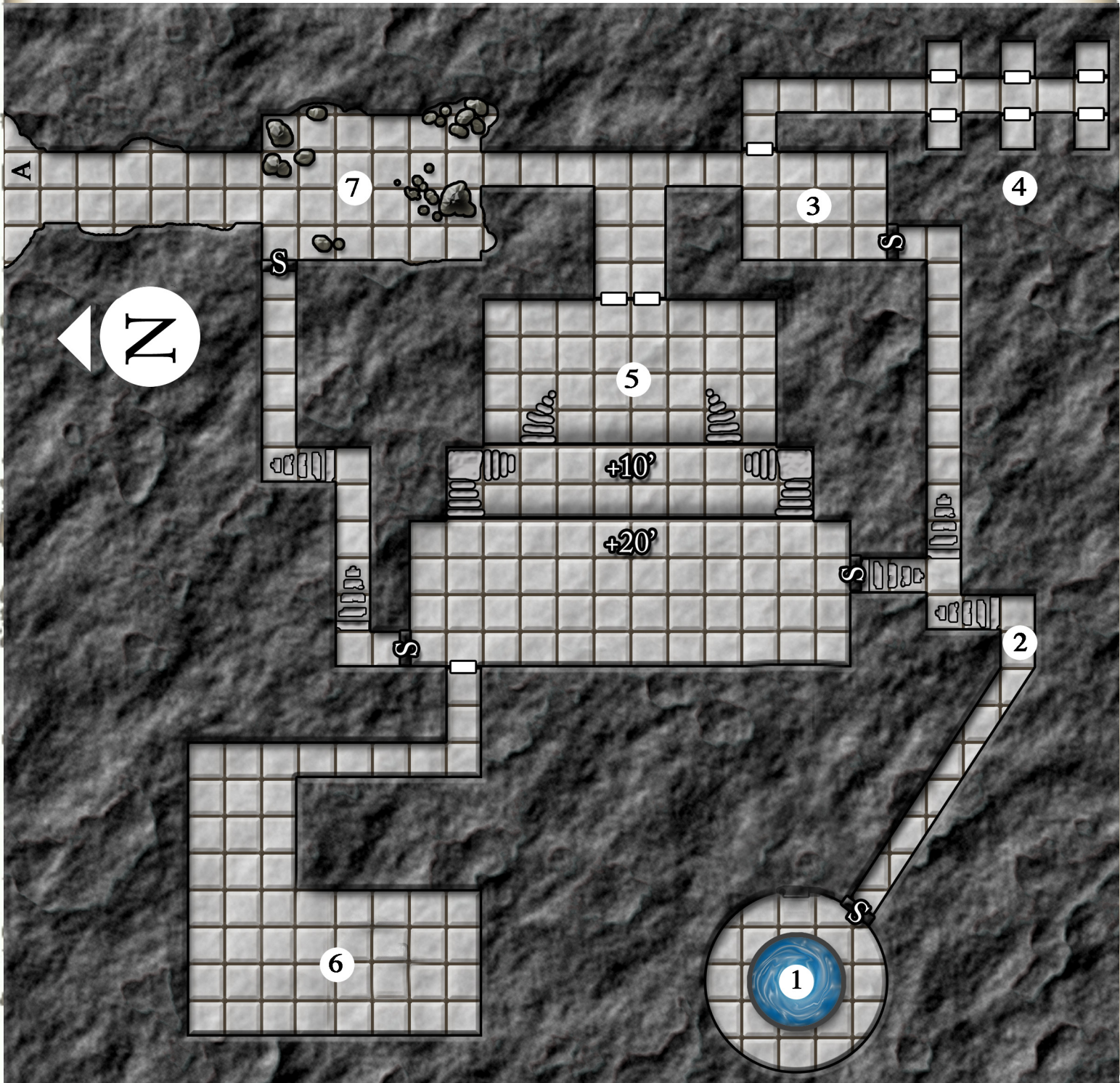
Read or summarize the following to your players:

The secret door opens, stone grinding against stone, and you discover a passageway beyond, gradually heading further down, the gentle slope giving way to rough-carved stairs.

There are torches placed at irregular intervals along the walls, casting a dim light through the dark stone halls.

The Rat-Men light torches throughout the lair, to provide only as much light as their low-light vision requires.

There are two secret doors leading off this hallway -- in fact, these are the only exits. One leads to chamber 3, and the other to the topmost level of chamber 5 (this one is much better hidden, and requires a DC 20 to detect).



The Rat-Men have also trapped this passageway, to defend their Lair from intruders. The trap is midway down the first length of the passage.

Poison Dart Wall

Level 6 Blaster

Trap

XP 250

Trap: Each round on its initiative, the trap fires a barrage of poison darts that randomly attack 2d4 targets in range.

Perception

- **DC 17:** The character notices the small holes bored into the walls, where the darts are fired from.
- **DC 22:** The character notices the tripwire trigger.

Initiative: +7

Trigger

When a character moves across the tripwire at the midway point of the first length of passageway, the trap rolls initiative.

Attack

Standard Action

Ranged 20

Targets: 2d4 targets in range

Attack: +11 vs AC

Hit: 1d8+2 damage and ongoing 5 poison damage (save ends)

Countermeasures

- An adjacent character can disable the tripwire with a DC 25 Thievery check

3: THE ANTECHAMBER

A small 15 by 20 chamber, where several Rat-Men are awaiting the return of their Assassin brothers -- Note: if the Assassins fled back to the Lair, the Rat-Men will be on alert, and the ones from this chamber will have moved into the passageway in area 2.

If the Rat-Men have not been alerted, the PCs have a chance to hear them arguing amongst themselves about the outcome of a dice game. (DC 15 Perception)

Once they have entered the antechamber, Read or summarize the following to your players:

A group of six Rat-Men are crouched in this 15 by 20 foot chamber, gambling with dice. There is an exit on the northern wall, and a door to the east.

"Intruders! Kill them!" screeches the largest.

As they turn to face you, one of the smallest Rat-Men scurries towards the exit on the far side of the room, presumably to alert his brethren!

LEVEL 2 ENCOUNTER

675 XP

- 3x Rat-Man Vermin
- 2x Rat-Man Warrior
- 1x Rat-Man Champion



Rat-Man Vermin **Level 1 Minion**
small natural humanoid **XP 25**

Initiative: +3 **Senses:** Perception +1, low-light
HP 1; a missed attack never damages a minion
AC 16: **Fort** 12, **Ref** 14, **Will** 11
Speed 6

Short Sword (standard, at-will) * Weapon
+5 vs AC; 4 damage (5 if the vermin has combat advantage)

Swarm Attack
The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +5, Thievery +5
STR 14 (+2) **DEX** 17 (+3) **WIS** 12 (+1)
CON 13 (+1) **INT** 8 (-1) **CHA** 8 (-1)
Equipment: Leather armor, short sword

Rat-Man Warrior **Level 2 Skirmisher**
medium natural humanoid **XP 125**

Initiative: +4 **Senses:** Perception +2, low-light
HP 25 **Bloodied** 12
AC 17: **Fort** 15, **Ref** 14, **Will** 13
Speed 6

Spear (standard, at-will) * Weapon
+7 vs AC; 1d8 +3 damage

Swarm Attack
The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +6, Thievery +6
STR 14 (+3) **DEX** 17 (+4) **WIS** 12 (+2)
CON 13 (+2) **INT** 8 (0) **CHA** 8 (0)
Equipment: Leather armor, spear.

Rat-Man Champion **Level 4 Elite Soldier**
medium natural humanoid **XP 350**

Initiative: +5 **Senses:** Perception +3, low-light
HP 53 **Bloodied** 27
AC 18: **Fort** 18, **Ref** 16, **Will** 15; Saving Throws +2
Speed 6 **Action Points** 1

Falchion (standard, at-will) * Weapon
+11 vs AC; 1d10+5 damage

Swarm Attack
The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Battle Lord Tactics
The Rat-Man Champion and its allies deal an extra 1d6 damage against enemies that the champion flanks (see also: Swarm Attack)

Battle Talent
The Rat-Man Champion can score critical hits on attack rolls of natural 19 or 20

Inspiring Assault
Whenever it scores a critical hit, the Rat-Man Champion and all allies within 5 squares of it regain hit points equal to one-half the champion's level.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +7, Thievery +7
STR 17 (+5) **DEX** 17 (+5) **WIS** 12 (+3)
CON 13 (+3) **INT** 8 (+1) **CHA** 8 (+1)
Equipment: Leather armor, Falchion

RAT-MAN VERMIN TACTICS

One of the vermin will attempt to escape, running down the northern passageway to alert the Rat-Men in chamber 5. The other two will follow orders and attack the Intruders.

RAT-MAN WARRIOR TACTICS

They've got spears. They'll use 'em, getting in close to benefit from the Swarm Attack.

RAT-MAN CHAMPION TACTICS

He's the leader of this bunch, and able to dish out and take the most damage. He'll attempt to flank his targets as often as possible, to make use of his Battle Lord Tactics.

If the Rat-Man vermin succeeds in leaving the room, the Rat-Men from chamber 5 will arrive as reinforcements at the end of 4 rounds of combat (in other words, able to roll initiative and join on round 5).

If the vermin does not succeed, the other Rat-Men will not be alerted (the doors to chamber 5 are closed).

4 THE CELLS

A series of six small (5 by 5) chambers, once used as prisoner cells by the original dwarven inhabitants of these caverns. Now, the doors are largely rotted through, and the cells are empty.

Well, nearly empty.

The Rat-Men keep the door from chamber 3 to this area closed, because the cells are now the home of two Ochre Jellies. If the PCs investigate the cells, they will find one Ochre Jelly in the first cell they search, and once combat has begun, the second will emerge from the last cell on the right.

LEVEL 2 ENCOUNTER	600 XP
2x Ochre Jelly	

Ochre Jelly	Level 3 Elite Brute
<i>Large natural beast (blind, ooze)</i>	XP 300
Initiative: +0	Senses: Perception +2; blindsight +10; tremorsense 10
HP 102 Bloodied 51; see also Split, below	
AC 18: Fort 16, Ref 14, Will 14 ; Saving Throws +2	
Immune gaze; Resist 5 acid	
Speed 4; see also Flowing Form	Action Points 1
Slam (standard, at-will) * Acid +8 vs AC; 2d6+1 damage; and ongoing 5 acid damage (save ends)	
Flowing Form (move; at will) The ochre jelly shifts 4 squares	
Split (when first bloodied; encounter) The ochre jelly splits into two, each with hit points equal to one-half its remaining HP. Effects applied to the original jelly do not apply to the second.	
Align: Unaligned	Languages: none
STR 13 (+2) DEX 8 (0)	WIS 12 (+2)
CON 11 (+1) INT 1 (-4)	CHA 1 (-4)



OCHRE JELLY TACTICS

An ochre jelly relies on instinct, using flowing form to move among its enemies while using its acid attack. Once it splits into two, it continues to attack until both halves are destroyed.

If the player characters attempt to retreat, the two ochre jellies will pursue them via tremorsense.

5 THE THRONE HALL

This is the largest room on the first level of the Lair, and was once the main court for the Dwarven lord that ruled over these halls. It now serves as a common room and mess hall for the Rat-Men.

Read the following to the players:

This immense chamber, 100 feet deep and 120 feet across at its widest point, was obviously once a dwarven throne hall, judging from the broken statuary and shattered remains of a stone throne that litters the floor.

The chamber is accessed via huge double doors in the east, and roughly divided into thirds, with each tier accessible via carved stone steps. The second tier is ten feet higher than the first, and the top tier is another ten feet above that.

The room is now used as a common mess hall for the Rat-Men. Piles of bones and the refuse of past meals are scattered throughout the once-great hall....

...along with a number of Rat-Men, who appear none to happy to have been disturbed.

There are also two extremely well-hidden secret doors in this chamber, both on the top tier. One leads to the passageway in area 2, and the other leads to a passage which takes you to area 7.

LEVEL 4 ENCOUNTER

875 XP

9x Rat-Man Vermin
4x Rat-Man Warrior
2x Rat-Man Grenadier
1x Dire Rat

Rat-Man Vermin

Level 1 Minion

small natural humanoid

XP 25

Initiative: +3 **Senses:** Perception +1, low-light
HP 1; a missed attack never damages a minion
AC 16: **Fort** 12, **Ref** 14, **Will** 11
Speed 6

Short Sword (standard, at-will) * Weapon
+5 vs AC; 4 damage (5 if the vermin has combat advantage)

Swarm Attack
The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +5, Thievery +5
STR 14 (+2) **DEX** 17 (+3) **WIS** 12 (+1)
CON 13 (+1) **INT** 8 (-1) **CHA** 8 (-1)
Equipment: Leather armor, short sword

Rat-Man Warrior

Level 2 Skirmisher

medium natural humanoid

XP 125

Initiative: +4 **Senses:** Perception +2, low-light
HP 25 **Bloodied** 12
AC 17: **Fort** 15, **Ref** 14, **Will** 13
Speed 6

Spear (standard, at-will) * Weapon
+7 vs AC; 1d8 +3 damage

Swarm Attack
The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +6, Thievery +6
STR 14 (+3) **DEX** 17 (+4) **WIS** 12 (+2)
CON 13 (+2) **INT** 8 (0) **CHA** 8 (0)
Equipment: Leather armor, spear.

RAT-MAN TACTICS

The Minions and Warriors will hang back initially, giving the Grenadiers a chance to lob their poison grenades into the party. Once those have gone off, the minions and warriors will charge and use their Swarm attack.

The Grenadiers will hang back, hoping to recharge their ranged attack -- at which point they'll try to use it to its greatest effectiveness, regardless of allies in the area. If engaged, they'll enter melee with their poisoned short swords.

DIRE RAT TACTICS

The Dire Rat has been domesticated and trained as a hunting beast by the Rat-Men. One of the Warriors is the Rat's master, and will order it to attack the player-character that is considered to be the greatest threat.

6. THE PANTRY

A door in the western wall of the Throne Hall leads to a chamber which was once used by the Dwarven lord as his private council chambers -- but is used by the Rat-Men as their pantry.

The room is filled with rotting vegetables and the carcasses of animals taken from Edgecomb (and the surrounding countryside)...as well as a few bodies.

Read the following to the players:

Who knows what purpose this L-shaped chamber originally served? It now obviously is used at the Rat-Man pantry.

Piles of rotting vegetation, animal carcasses and the corpses of a few sentient victims are strewn about the room, filling the air with a fetid putrescence.

You can barely breath through the stench of this charnel house, your eyes watering with the effort.

Worse still, a few of the putrid piles seem to be....

...moving.

The PCs must make a DC 10 Endurance check or be *dazed* for the duration of the time they spend in this chamber.

Beneath the piles of rot, rats are swarming.

LEVEL 1 ENCOUNTER

500 XP

4x Rat Swarm

Rat Swarm

medium natural beast (swarm)

Level 2 Skirmisher

XP 125

Initiative: +6

Senses: Perception +6, low-light

Swarm Attack aura 1; the rats make a basic attack as a free action against each enemy that begins its turn in the aura.

HP 36 **Bloodied** 18

AC 15: **Fort** 12, **Ref** 14, **Will** 11

Speed 4 climb 2

Swarm of Teeth (standard, at-will)

+6 vs AC; 1d6 +3 damage, and ongoing 3 damage (save ends)

Align: Unaligned

Languages: none

Skills: Stealth +7

STR 12 (+2) **DEX** 17 (+4) **WIS** 10 (+1)

CON 12 (+2) **INT** 2 (-3) **CHA** 9 (0)

7. THE UNSTABLE ROOM

The final room on Level 1, this chamber features another trap set by the Rat-Men, to protect access to the lower level, as well as form an alarm for the Rat-Men below.

The roof of the cavern has been weakened, and a tripwire has been set. Triggering the trap causes a rockfall, crushing the heroes and causing loud crashes which can be heard throughout the complex.

Read the following:

This 30-foot long chamber is filled with piles of rock rubble. The way out appears to be a 10-foot wide passageway in the north wall.

Rockslide**Level 1 Lurker***Trap***XP 100**

Trap: Rocks tumble down to a target square (the center of the room), and make a burst 3 attack (essentially filling the room).

Perception

- **DC 20:** The character notices the tripwire trigger.
- Initiative:** +3

Trigger

When a character moves across the tripwire at the midway point of the chamber, the rockslide rolls initiative.

Attack

Standard Action **Close** burst 3

Targets: Creatures in burst

Attack: +4 vs REF

Hit: 2d6+2 damage

Miss: Half damage

Sustain Standard: The rockslide continues for 1d4 rounds. The burst area is difficult terrain during and after the rockslide.

Countermeasures

- An adjacent character can disable the tripwire with a DC 25 Thievery check

On the far side of the chamber, a passageway angles down to the second level of the Lair. The two maps line up at the “A” marked on both maps.

LEVEL TWO**(See Map, page 23)**

The passageway continues to slope precipitously downward, the natural cavern walls eventually giving way to a narrow corridor.

1. THE IRON COBRA

The door to this chamber is locked, requiring a DC 20 Thievery check to open. Originally, these 10 x 10 chambers were quarters for the dwarves who lived here. Now this room is empty, apart from an Iron Cobra placed here to guard the secret door on the eastern wall. The secret wall can be discovered on a DC 15 Perception check.

Read or summarize the following to your players:

The door opens onto a small, dark room, only 10 feet by 10 feet, with a five-foot entryway.

In the darkness beyond the door, you can see a dusty metal sculpture, depicting a large snake.

Suddenly, ruby red eyes blaze in the darkness as the metal snake comes to life!

Iron Cobra**Level 6 Skirmisher***medium natural animate (construct)* **XP 250**

Initiative: +7 **Senses:** Perception +9, Dark vision

HP 75 **Bloodied** 37

AC 20: **Fort** 20, **Ref** 18, **Will** 17

Immune disease, poison

Speed 7 (see also Slithering shift)

Bite (standard, at-will) * Poison

+11 vs AC; 1d8 +3 damage, and ongoing 5 poison damage (save ends)

Poison the Mind (standard, recharge 3-6) * Psychic
Ranged 10; affects only creatures poisoned; +8 vs Will; target is dazed and slowed (save ends both)

Slithering Shift

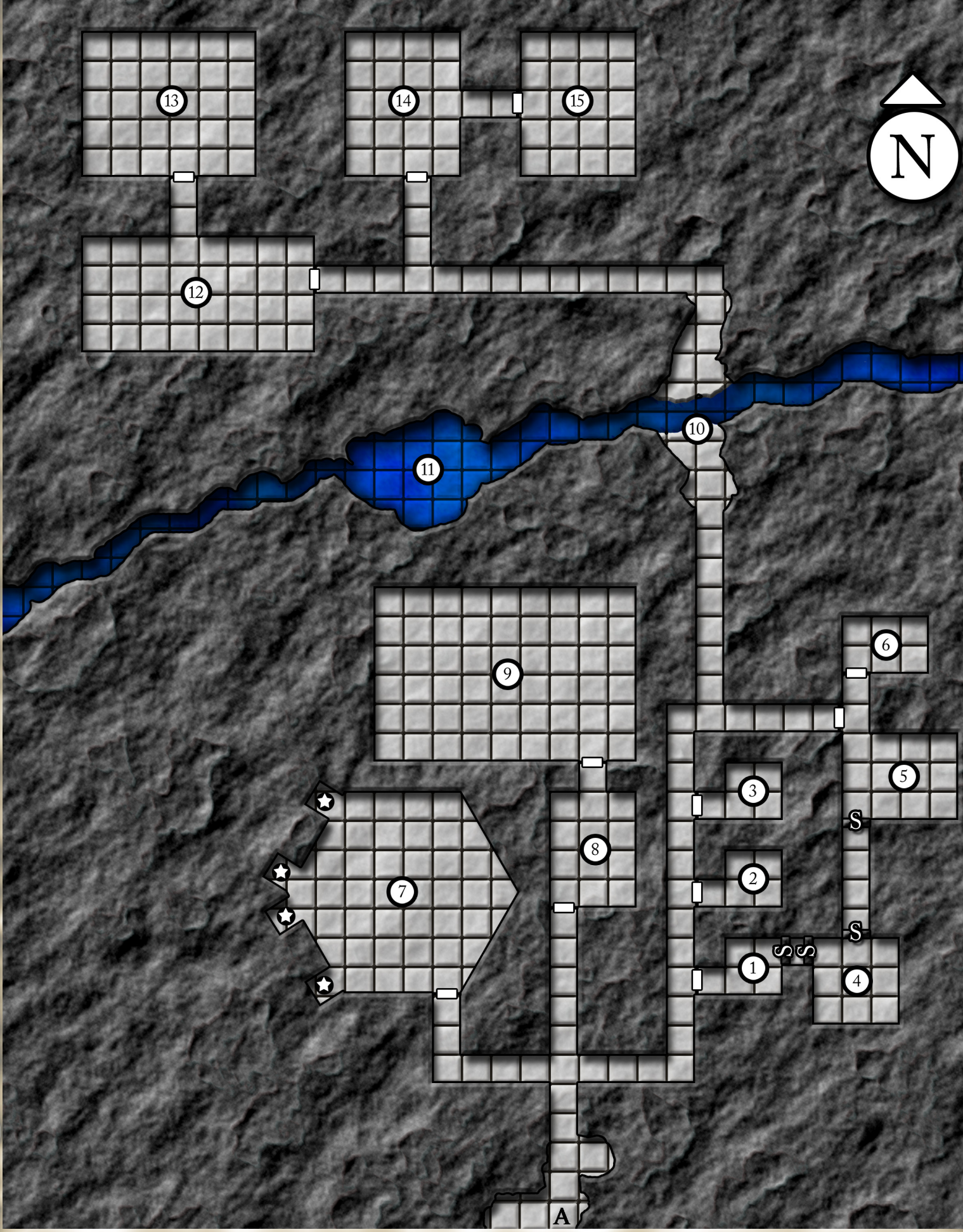
The iron cobra can shift 3 squares as a move action.

Align: Unaligned **Languages:** none

Skills: Stealth +10

STR 17 (+6) **DEX** 15 (+5) **WIS** 13 (+4)

CON 19 (+7) **INT** 5 (0) **CHA** 12 (+4)



The Iron cobra is tasked with guarding the entrance to the portal room (#4). It will only attack as long as the door is open or if itself is under attack. If the players retreat and shut the door, the iron cobra will return to its dormant state. If they retreat, but leave the door open, the cobra will pursue.

2: EMPTY CHAMBER

Identical to the chamber at #1, although this one is not in use and empty. The door to this chamber is locked, requiring a DC 20 Thievery check to open.

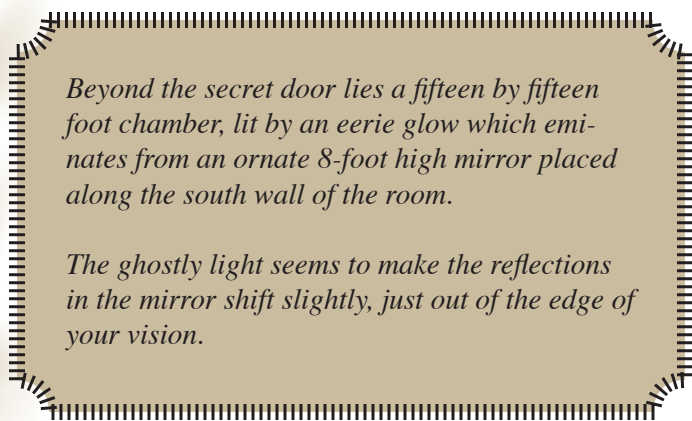
3: EMPTY CHAMBER

Identical to the chamber at #1, although this one is not in use and empty. The door to this chamber is locked, requiring a DC 20 Thievery check to open.

4: THE PORTAL CHAMBER

Hidden behind a series of well-constructed secret doors (DC 20 to discover), this chamber is the secret escape route for the Rat-Men: a magic mirror which operates link a teleportation portal.

Read the following to the players:



The mirror is activated by a code word. The code word can be deciphered in the carvings on the frame surrounding the mirror on a DC 30 Arcana roll.

Portal Mirror Level 17

Wondrous Item 65,000 gp

Power (Daily): Standard action. The mirror functions as a teleportation portal with a pre-determined fixed location, requiring no ritual to operate. The user speaks the activation word, and the Mirror stays “open” for 5 rounds.

Where does the Mirror go? That’s up to the Game Master, and lies beyond the scope of this adventure. Remember that it connects to a single fixed location, and the mirror functions as the Rat-Men’s emergency escape...or was it the escape of the Dwarves who preceded them?

5: RAT-MEN!

This fifteen by twenty chamber has several Rat-Men, assigned to guard the secret entry to the Portal Room on the south wall.

LEVEL 3 ENCOUNTER 750 XP

2x Rat-Man Warrior
2x Rat-Man Assassins

(If the warriors can unlock room six, this will become a Level 5 Encounter -- 1000 XP -- with the addition of the Carnage Demon from that room)

Rat-Man Warrior Level 2 Skirmisher medium natural humanoid XP 125

Initiative: +4 **Senses:** Perception +2, low-light
HP 25 **Bloodied** 12
AC 17: **Fort** 15, **Ref** 14, **Will** 13
Speed 6

Spear (standard, at-will) * Weapon
+7 vs AC; 1d8 +3 damage

Swarm Attack
The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +6, Thievery +6
STR 14 (+3) **DEX** 17 (+4) **WIS** 12 (+2)
CON 13 (+2) **INT** 8 (0) **CHA** 8 (0)
Equipment: Leather armor, spear.

RAT-MAN WARRIOR TACTICS

The Warriors will try to get out of the room and free the Carnage Demon locked in Room 6 (q.v.)

Rat-Man Assassin **Level 6 Lurker***medium natural humanoid***XP 250**

Initiative: +6 **Senses:** Perception +6
HP 52; **Bloodied** 26
AC 15: **Fort** 15, **Ref** 17, **Will** 14
Speed 6

Short Sword (standard, at-will) * Poison, Weapon
+10 vs AC; 1d6 +4 damage, and the assassin
makes a secondary attack. **Secondary Attack:** +8
vs Fort, the target takes ongoing 5 damage and is
slowed (save ends both)

Hand Crossbow (standard, at-will) * Poison, Weapon
Ranged 10/20; +10 vs AC; 1d6 +4 damage, and
the assassin makes a secondary attack. **Second-
ary Attack:** +8 vs Fort, the target takes ongoing 5
damage and is slowed (save ends both)

Swarm Attack
The Rat-Man deals an extra 2 damage on melee
attacks against an enemy that has two or more
Rat-Men adjacent to it.

Combat Advantage
The bandit deals an extra 1d6 damage on melee
and ranged attacks against any target it has combat
advantage against. (See also *Swarm Attack*)

Reactive Stealth
If a Rat-Man Assassin has cover or concealment
when it makes an initiative check at the start of an
encounter, it can make a Stealth check to escape
notice.

Shadow Skulk
When a Rat-Man Assassin makes a melee or
ranged attack from hiding and misses, it is still
considered to be in hiding.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +11, Thievery +11
STR 17 (+6) **DEX** 17 (+6) **WIS** 12 (+4)
CON 13 (+4) **INT** 8 (+2) **CHA** 8 (+2)
Equipment: Leather armor, short sword and hand
crossbow (both poisoned).

RAT-MAN ASSASSIN TACTICS

The Assassins will use their hand crossbows initially,
and then draw their poisoned blades and leap into battle.
They will try to give the Warriors enough time to get to
the Carnage Demon.

6: BOUND FURY

The door to this chamber is locked with a heavy
lock and double secured with a large chain (DC 30
Thievery check to open). It is the holding pen of a Car-
nage Demon -- a summoned tool of slaughter: a Gift from
the Lurker in the Wastes.

If the Warriors from chamber 6 can make it to this door,
they will open it with the key, and the demon will join the
combat encounter (Making it a Level 5 Encounter). If
the PCs come to this room first, and foolishly unlock the
door, they will face the Carnage Demon alone.

Carnage Demon*medium demon***Level 6 Brute****XP 250**

Initiative: +4 **Senses:** Perception +4
HP 90 **Bloodied** 45
AC 16: **Fort** 18, **Ref** 14, **Will** 14
Resist 10/variable (1/encounter)
Speed 6

Claw(standard, at-will)
+9 vs AC; 1d8 +5 damage

Destructive Bite (minor, at-will)
Bloodied target only, +8 vs AC; 1d6+5 damage

Carnage
The demon gains a +1 bonus to melee attacks if it
has one or more allies adjacent to the target. This
bonus stacks with combat advantage.

Align: Chaotic Evil **Languages:** Abyssal
STR 21 (+8) **DEX** 12 (+4) **WIS** 12 (+4)
CON 20 (+8) **INT** 8 (0) **CHA** 8 (0)
Equipment: Leather armor, spear.

CARNAGE DEMON TACTICS

It's a Brute, called a "Carnage Demon."
I think you can probably guess.



7: THE TEMPLE

This blasphemous hexagonal chamber is the Rat-Men's temple to their unspeakable god, The Lurker in the Wastes. It is empty save for flaming braziers hanging from the northern, northeastern, southeastern and southern walls, and four hideous statues depicting "the fourfold face of the Lurker", recessed into alcoves on the northwestern and southwestern walls.

Given the Rat-Men's worship of the forces of entropy and chaos, it should come as no surprise to anyone that the statues are the focus of a terrible trap. In addition, there are Rat-Men worshippers in the room.

LEVEL 4 ENCOUNTER 875 XP

4x Acid Spray Trap
3x Rat-Men Vermin
4x Rat-Men Warriors

Acid Spray Level 3 Blaster Trap XP 150

Trap: The hideous statues spray a blast of acid at any who come near.

Perception

- **DC 20:** The character notices the trigger plates.
- **DC 25:** The character notices the spray nozzles

Initiative: +3

Trigger

Every adjacent square to the statues is trigger-plated, which activate the statue closest to that plate.

Attack

Standard Action Close burst 1

Targets: Creatures in burst

Attack: +8 vs REF

Hit: 2d8+3 acid damage; plus 2 ongoing acid damage (save ends)

Miss: Half damage, no ongoing

Countermeasures

- An adjacent character can disable the triggerplate with with a DC15 Thievery check. Each plate must be disabled.

Rat-Man Vermin Level 1 Minion small natural humanoid XP 25

Initiative: +3 **Senses:** Perception +1, low-light
HP 1; a missed attack never damages a minion
AC 16: **Fort** 12, **Ref** 14, **Will** 11
Speed 6

Short Sword (standard, at-will) * Weapon
+5 vs AC; 4 damage (5 if the vermin has combat advantage)

Swarm Attack

The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +5, Thievery +5
STR 14 (+2) **DEX** 17 (+3) **WIS** 12 (+1)
CON 13 (+1) **INT** 8 (-1) **CHA** 8 (-1)
Equipment: Leather armor, short sword

Rat-Man Warrior Level 2 Skirmisher medium natural humanoid XP 125

Initiative: +4 **Senses:** Perception +2, low-light
HP 25 **Bloodied** 12
AC 17: **Fort** 15, **Ref** 14, **Will** 13
Speed 6

Spear (standard, at-will) * Weapon
+7 vs AC; 1d8 +3 damage

Swarm Attack

The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +6, Thievery +6
STR 14 (+3) **DEX** 17 (+4) **WIS** 12 (+2)
CON 13 (+2) **INT** 8 (0) **CHA** 8 (0)
Equipment: Leather armor, spear.

The Rat-Men are kneeling in the center of the room, facing the statues. They will attack the PCs, hoping to force them towards the trap triggers.

8: EMPTY CHAMBER
 Much to the player character's relief, this antechamber between the temple and the nest is empty.

9: THE NESTING CHAMBER
 This large 30 by 45-foot chamber is where the Rat-Men nest during the day. There are a number of Rat-Men currently sleeping (DC 20 Stealth roll, or they awaken).

LEVEL 1 ENCOUNTER 500 XP

9x Rat-Men Vermin (use stat block on p26)
1x Rat-Men Champion

Rat-Man Champion **Level 4 Elite Soldier**
medium natural humanoid **XP 350**

Initiative: +5 **Senses:** Perception +3, low-light
HP 53 **Bloodied** 27
AC 18: **Fort** 18, **Ref** 16, **Will** 15; Saving Throws +2
Speed 6 **Action Points** 1

Falchion (standard, at-will) * Weapon
 +11 vs AC; 1d10+5 damage

Swarm Attack
 The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Battle Lord Tactics
 The Rat-Man Champion and its allies deal an extra 1d6 damage against enemies that the champion flanks (see also: Swarm Attack)

Battle Talent
 The Rat-Man Champion can score critical hits on attack rolls of natural 19 or 20

Inspiring Assault
 Whenever it scores a critical hit, the Rat-Man Champion and all allies within 5 squares of it regain hit points equal to one-half the champion's level.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +7, Thievery +7
STR 17 (+5) **DEX** 17 (+5) **WIS** 12 (+3)
CON 13 (+3) **INT** 8 (+1) **CHA** 8 (+1)
Equipment: Leather armor, Falchion

10: THE CHASM
 The corridor is split by a chasm, 10 feet across and 20 feet deep. Water rushes below. Two Rat-Men grenadiers stand guard on the opposite edge.

Read the following to the players:

The sound of rushing water fills your ears as you venture further down the passage. Suddenly you come to a natural cavern -- the corridor continues, but only after a gaping chasm -- 10 feet across and 20 feet deep. An underground river rushes below, flowing towards the west, where a strange blue glow can be seen reflecting off the walls as the river takes a turn.

On the other side of the gap, two Rat-Men Grenadiers stand, challenging you to come no further!

Rat-Man Grenadier **Level 3 Artillery**
medium natural humanoid **XP 150**

Initiative: +4 **Senses:** Perception +2, low-light
HP 36 **Bloodied** 18
AC 17: **Fort** 16, **Ref** 17, **Will** 15
Speed 6

Short Sword (standard, at-will) * Poison, Weapon
 +10 vs AC; 1d6+4 damage, and the Rat-Man makes a secondary attack. Secondary attack: +8 vs Fort, the target takes ongoing 5 poison damage and is slowed (save ends both)

Poison Grenade (standard, recharge 5,6) * Poison
 Area burst 2 within 10; 3d6+3 damage plus Rat-Man makes a secondary attack. Secondary attack: +8 vs Fort, the target takes ongoing 5 poison damage and is slowed (save ends both). Miss: half damage, no ongoing.

Swarm Attack
 The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Align: Chaotic Evil **Languages:** Abyssal, Common
Skills: Stealth +5, Thievery +5
STR 17 (+4) **DEX** 17 (+4) **WIS** 12 (+2)
CON 13 (+2) **INT** 8 (0) **CHA** 8 (0)
Equipment: Leather armor, short sword (poisoned), exploding poison flasks.

11: THE GROTTO

If, for some reason, the players decide to investigate the eerie blue glow, figure out a way down the 20 feet to the river, and manage to traverse the 40 feet of rushing river, they will discover a natural grotto where the water is pooling before continuing its path through the living rock.

The glow is coming from the resident of the grotto -- a subterranean aquatic monstrosity known as a Cave Squid. The Rat-Men occasionally throw captives (and other Rat-Men marked for punishment) into the river to be devoured by the creature.

LEVEL 6 ENCOUNTER 1250 XP

1x Cave Squid

Cave Squid Level 6 Brute Solo
large aberrant beast XP 1250

Initiative: +5 **Senses:** Perception +10, dark
HP 288 **Bloodied** 144
AC 19: **Fort** 20, **Ref** 16, **Will** 17; Saving Throws +5
Speed swim 7 **Action Points** 2

Tentacle Rake (standard, at-will)
Reach 2, +11 vs AC; 2d6+5 damage, target is grabbed (until escape) and takes ongoing 5 damage (save ends)

Tentacle Storm
The Cave Squid makes three Tentacle Rake attacks against up to 3 targets

Expert Flanker
The Cave Squid gains a +3 bonus to attack rolls against an enemy it is flanking.

Vicious Bite (standard, at-will)
Grabbed target only; automatic hit, 1d8+5 damage

Shock Wave (standard, recharge 4-6)
Close burst 2, +12 vs Fort; 2d8+5 damage, and the target is pushed 2 squares.

Align: Unaligned **Languages:** None
Skills: Stealth +11, Endurance +10
STR 18 (+5) **DEX** 13 (+4) **WIS** 14 (+5)
CON 16 (+6) **INT** 2 (-1) **CHA** 7 (+1)

CAVE SQUID TACTICS

The cave squid will rush through the water creating a shock wave, and then attempt to strike and grab targets with its tentacles, bringing grabbed targets in towards its body so that it can bite them.

12: THE GUARDIANS

The chamber leading to the Rat-Men's treasure vault has been stocked with fearsome "watchdogs" -- a group of Spitting Drakes.

LEVEL 2 ENCOUNTER 600 XP

4x Spitting Drakes

Spitting Drake Level 3 Artillery
medium natural beast XP 150

Initiative: +5 **Senses:** Perception +3
HP 38 **Bloodied** 19
AC 17: **Fort** 14, **Ref** 16, **Will** 14
Speed 7

Bite (standard, at-will)
+6 vs AC; 1d6+2 damage.

Acidic Spit (standard, at-will) * Acid
Ranged 10; +8 vs Ref; 1d10 +4 acid damage.

Align: Unaligned **Languages:** None
STR 14 (+3) **DEX** 18 (+5) **WIS** 14 (+3)
CON 14 (+3) **INT** 3 (-3) **CHA** 12 (+2)

SPITTING DRAKE TACTICS

The spitting drakes have been domesticated and guard this room, attacking any non-Rat-Man target. They use their acidic spit at range, and then move in to bite.

13: THE TREASURE VAULT

Behind a locked door (DC 20 Thievery to open), lies the accumulated treasure of this warren of Rat-Men.

The room, naturally, is trapped.

Poison Fungus <i>Trap</i>	Level 3 Elite Obstacle XP 700
Trap: the floor of the first 2 rows of squares in the room (for the full width) are covered with a poisonous fungus that releases cloud spores	
Perception	
• DC 20: The character notices the fungus.	
Additional Skill: Dungeoneering	
• DC 25: The character identifies the rare and poisonous fungus.	
Trigger	
When a creature enters a square covered with the fungus, or pokes at it from an adjacent square, or attacks it in any way, the fungus releases a cloud of spores.	
Attack	
Standard Action	Close burst 1
Targets: Creatures in burst	
Attack: +8 vs Fortitude	
Hit: 2d10 poison damage and ongoing 5 poison damage (save ends). If the character is already Bloodied, the damage increases to 4d10 poison damage and ongoing 5 poison damage.(save ends)	
Effect: The spore cloud provides concealment for creatures inside it. The cloud remains for 5 minutes. Once a patch of fungus (1 square) spores, it cannot do it again for a day.	
Countermeasures	
• A character can move into a square without triggering the spore cloud by making a DC 25 REF check and moving at 1 square per turn.	

Once the characters make it past the trap, they can get to the treasure, which is piled on the far side of the room, in burlap bags and old rotted wooden boxes:

The total treasure of the Rat-Men consists of:

- 400 Silver Pieces
- 260 Gold Pieces
- A Ruby, valued at 30 gold pieces
- A Sapphire, valued at 60 gold pieces
- A Diamond, valued at 100 gold pieces
- A Mithril Statue of a Goddess, valued at 250 gold pieces

As well as the following magic items:

- 3 Potions of Healing
- An Amulet of Health (+1)
- A Thunderburst Longbow (+1)
- An Ironskin Belt (Level 5)
- A +2 Longsword



14-15: PRIMARCH'S CHAMBERS

These final two chambers are the nerve center of this Lair. Here is where the leader of the Rat-Men, known as the Primarch, makes his plans against the people of Edgecomb above.

The Outer chamber (14) is where the Primarch's personal guard waits. The Inner Chamber (15) is the Primarch's personal quarters, featuring his own altar to the Lurker in the Wastes (including the dismembered corpses of the two children previously taken from the village).

The doorway between the two rooms is open, and the encounter will take place over the entire area.

Thus begins the final battle against the Rat-Men.

LEVEL 6 ENCOUNTER	1300 XP
<p>1x Rat-Man Primarch 1x Rat-Man Assassin 4x Rat-Man Warrior 1x Chaos Rat Demon</p>	

Rat-Man Warrior	Level 2 Skirmisher
<i>medium natural humanoid</i>	XP 125
<p>Initiative: +4 Senses: Perception +2, low-light HP 25 Bloodied 12 AC 17: Fort 15, Ref 14, Will 13 Speed 6</p>	
<p>Spear (standard, at-will) * Weapon +7 vs AC; 1d8 +3 damage</p>	
<p>Swarm Attack The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.</p>	
<p>Align: Chaotic Evil Languages: Abyssal, Common Skills: Stealth +6, Thievery +6 STR 14 (+3) DEX 17 (+4) WIS 12 (+2) CON 13 (+2) INT 8 (0) CHA 8 (0) Equipment: Leather armor, spear.</p>	

Rat-Man Assassin	Level 6 Lurker
<i>medium natural humanoid</i>	XP 250
<p>Initiative: +6 Senses: Perception +6 HP 52; Bloodied 26 AC 15: Fort 15, Ref 17, Will 14 Speed 6</p>	
<p>Short Sword (standard, at-will) * Poison, Weapon +10 vs AC; 1d6 +4 damage, and the assassin makes a secondary attack. Secondary Attack: +8 vs Fort, the target takes ongoing 5 damage and is slowed (save ends both)</p>	
<p>Hand Crossbow (standard, at-will) * Poison, Weapon Ranged 10/20; +10 vs AC; 1d6 +4 damage, and the assassin makes a secondary attack. Secondary Attack: +8 vs Fort, the target takes ongoing 5 damage and is slowed (save ends both)</p>	
<p>Swarm Attack The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.</p>	
<p>Combat Advantage The bandit deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against. (See also <i>Swarm Attack</i>)</p>	
<p>Reactive Stealth If a Rat-Man Assassin has cover or concealment when it makes an initiative check at the start of an encounter, it can make a Stealth check to escape notice.</p>	
<p>Shadow Skulk When a Rat-Man Assassin makes a melee or ranged attack from hiding and misses, it is still considered to be in hiding.</p>	
<p>Align: Chaotic Evil Languages: Abyssal, Common Skills: Stealth +11, Thievery +11 STR 17 (+6) DEX 17 (+6) WIS 12 (+4) CON 13 (+4) INT 8 (+2) CHA 8 (+2) Equipment: Leather armor, short sword and hand crossbow (both poisoned).</p>	

Rat-Man Primarch Lvl 6 Controller (Leader)*medium natural humanoid***XP 500**

Initiative: +5 **Senses:** Perception +6, lowlight
HP 60; Bloodied 30
AC 18: **Fort** 15, **Ref** 14, **Will** 17
Speed 6 **Action Point** 1

Kusari-Gama (standard, at-will) * Weapon
+7 vs AC; 2d4+6 damage

Unholy Brand (standard, recharge 4-6) * Weapon
Requires Kusari-gama. +7 vs AC, 2d3+6 damage, one ally within 5 squares of the Primarch gains a +3 power bonus to melee attack rolls against the same target until the end of the Primarch's next turn.

Swarm Attack

The Rat-Man deals an extra 2 damage on melee attacks against an enemy that has two or more Rat-Men adjacent to it.

Command (standard; recharges when bloodied)
+3 vs Will, target is dazed until the end of the Primarch's next turn. In addition, the Primarch can choose to knock the target prone or slide the target up to 3 squares.

Unconsecrated Ground (standard, recharge 6)
Close burst 1. Creates a zone of chaos energy that lasts until the end of the Primarch's next turn, unless sustained. The origin square of the zone can be moved 3 squares as a move action. Enemies that start their turns within the zone take 1d6+1 psychic damage. Primarch and any allies who are bloodied and start their turns within the zone regain 3 HP. Sustain Minor: The zone persists.

Cure Serious Wounds (standard, Encounter)
The Primarch (or any target) regains HP as if it had spent two healing surges.

Chaotic Surge (standard, Recharge 5-6)
Range 10, +3 vs Will, target takes 2d6+1 psychic damage. Miss: Half damage. Sustain Minor: target makes a melee attack against one of its adjacent allies of the Primarch's choice. (save ends)

Align: Chaotic Evil **Languages:** Abyssal, Common

Skills: Religion +12, Stealth +11, Thievery +11

STR 17 (+6) **DEX** 12 (+4) **WIS** 17 (+6)

CON 13 (+4) **INT** 8 (+2) **CHA** 13 (+4)

Equipment: Leather armor, unholy symbol, kusari-gama.



Chaos Rat-Demon

medium abberant beast

Level 7 Brute

XP 300

Initiative: +5

Senses: Perception +11

Warp Shield (Psychic) aura 1; any creature that enters or begins its turn in the aura takes 1d6 psychic damage.

HP 96; **Bloodied** 48

AC 20: **Fort** 18, **Ref** 17, **Will** 18

Resist 20 psychic

Speed 7

Bite (standard, at-will) * Poison

+10 vs AC; 1d8+2 plus 5 ongoing poison damage (save ends).

Fiery Breath (standard, recharge 4-6) *Fire
Close blast 3; +9 vs REF; 2d6+3 fire damage.

Align: Chaotic Evil **Languages:** Abyssal

STR 14 (+5) **DEX** 14 (+5) **WIS** 17 (+6)

CON 16 (+6) **INT** 8 (+2) **CHA** 8 (+2)

TACTICS

The Primarch is not one to make his escape while sending his followers to their deaths. He knows that for the PCs to have come this deep into his Lair, they must be significant threats.

He will command the Rat-Demon to attack first (keeping his troops out of the way of the Demon's Warp Field and breath weapon). Any PCs that make it past the Rat-Demon will then be set upon by the remaining Rat-Men (including the Primarch himself), using their Swarm Attack to its best advantage.

The Primarch will use the Command to slide opponents into the Warp Field (and attack range) of the Rat-Demon, and the Chaotic Surge to sew confusion among the PCs. Powers like the Unconsecrated Ground and Cure Serious Wounds will only be used if the fight is going against the Rat-Men.

The Primarch will not surrender.

RAT DEMON LORE

A character knows the following information with a successful Arcana check:

DC 25 Hideous creatures born of chaos, Rat-Demons are summoned to serve the most loyal devotees of the Lurker in the Wastes.



epilogue

The heroes have defeated the Rat-Men, which will relieve some of the pressure on the village of Edgecomb. The lost children can never be recovered, but at least the residents will know that no more will be taken from their beds in the dark of the night.

Uther will thank the PCs profusely for their help. The threat of starvation during the forthcoming winter remains, however -- although, with the Rat-Men vanquished and no longer raiding, there should be more available fauna in the area to hunt, which might just be enough to make it through.

There still remains the problem of the bandits, however. If the Game Master wishes to continue with a sequel to this adventure, the player-characters could certainly go to fight the Bandits (who are led by a were-rat formerly under orders from the Rat-Men). If the game is moving on to other adventures, feel free to have Uther and the villagers have their courage bolstered by the stirring example of the heroes, and assure the PCs that they will take care of the problem themselves.

REWARDS

In addition to the experience for each encounter (listed throughout the adventure), the Game Master should award the players experience for the following Quest milestones:

- **Preventing the Death of the 3rd Child: 150 XP**
- **Defeating the Rat-Men and Saving the Village of Edgecomb: 625 XP**
- **Coming up with an original solution to the problem of the coming famine : 150 XP**



