



# RITES OF PANERIS

Fantasy Role-Playing Game  
**PERYTON**



**PATHFINDER**  
ROLEPLAYING GAME COMPATIBLE

For 3rd level groups.

This product is specifically designed to be compatible with both The Pathfinder Roleplaying Game and Peryton RPG. As such, it will also be usable with most other Third Edition-derived games.

... and we're pretty sure anybody who speaks English can read the story.



# PITS OF PANERIS

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**Peryton Publishing**

The Best Shows This Side of the Graptak Expanse

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# Introduction



Welcome to Paneris's den. This is the first installment in our *Three-Dollar Theater* line. Here, you'll find not only a playable adventure setting complete with monsters and treasure, but also a short story about it to whet your appetite.

I say "setting" because I want to emphasize that what you have here is not a chart for making your players re-enact the story, but an open-ended description of the place it happened.

*Pits of Paneris* has a funny history. When my gaming group first started playing Third Edition, my brother Michael kicked off the campaign with a quickie adventure quite a bit like the story, "All Your Friends Are Monsters" without the dungeon. Okay, there might have been a dungeon, but we got out the other way and didn't look for it.

Several years later, Peryton Publishing started putting together the anthology *Troll Tunnels* as a celebration of Ken St. Andre's famous game of tunnel delving and d6-rolling. The story I contributed was a bit of a departure from my usual direction, but I felt like the book needed blood and sand if it was going to be a tribute to the second RPG ever. Despite its scandalous twenty-sided roots, the Paneris adventure seemed like a perfect starting place. Ironically, while I was writing a story very loosely based on his adventure, Michael was writing a story just as loosely based on an even older one of mine, the very one from which I extracted the "zombie theater" scene for my own story.

So here it is. I hope you enjoy the story, but I'm much more eager to hear that you and your players were able to tear it to pieces and build your own story from its limbs and organs.



# All Your Friends Are Monsters

*Fiction by Christina Lea*

## All the torches in Paneris's smoky den flashed

briefly out of their sleepy glow and then subsided as if bowing to their master. The band switched from quiet strings to hard drums and brass. Paneris slid into the room on bare stockings with his hands in the air, spun around a column, and threw a wreath into the crowd. He danced between tables, drumming across the tops of several patrons' heads, and hopped up onto a chair. "Who am I?" he shouted.

The crowd shouted back, "Paneris!"

"Who brings you the best shows this side of the Graptak Expanse?"

Mugs and volume were raised: "Paneris!"

"My friends, my adoring fans, my dear wandering sheep, who is the light in the darkness? Who is the kindly shepherd? Who is the carrot and the stick? Who is your daddy?"

The crowd roared, "Paneris!"

Paneris took a deep breath, as if the cheers themselves made the air sweeter, then bowed and stepped down.

At the center of the room, a lean, muscular elf followed the scene grimly from his barred stage. He had close-cropped black hair and burnt sienna eyes. His face and half-naked body showed the hard edges of a violent life. Charn probably knew this moldy basement turned sporting arena better than its owner did. He knew the barred slits that opened into the gutters outside, barely large enough for a cat to get through. He knew the back door, behind that row of crates they called the bar, which most likely went nowhere but the wine cellar. Most emphatically, he knew the door Paneris had used, and the seventeen feet of stone-

walled corridor that led to both the slave pens and the stairway to the tavern above.

His estimate of this room's dimensions was rougher because he hadn't walked it, but he was fairly sure it was a forty by sixty foot rectangle. He could find any one of the tables – or even the torches mounted on the walls – with his eyes closed, and he knew the favorite seats of the regulars. Paneris, of course, was easy. The master of the hall sat in a great mound of cushions against the wall with his hookah and his favorite slaves. Today it was a pair of naked, elaborately tattooed children with shaved heads. Gold chains linked their earrings to a leash, but Paneris gave more care to the mandolin slung over his shoulder than the slaves chained to his hand.

Paneris wore leather pants and a strange sort of harness which seemed to serve only as an anchor for his orphaned sleeves. He wore enough ostentatious gold jewelry to stock a pawn shop and his skin glistened in the torchlight with the decadent luster of some exotic oil. The luxuriant red curls of one of his many wigs fell about his shoulders. He wore a long, slightly curved dagger at his side, the sheath and guard crawling with gold filigree and small gems.

With a wobbly smirk and a puff of flowery smoke, Paneris waved his hand at the front door and pulled it back to his chest, seeming to draw forth a new cluster of lackeys on an invisible string. Four of the five who marched in were guards in leather hauberks. In the middle, each limb chained to a different guard, walked something with tusks.



To be fair, it was, for the most part, a man. Og-man perhaps, or troll kin, or some other brutish humanoid. He was, at any rate, big enough for two Charns and all muscle. The og-man threw his arms into the air, yanking one of his less alert guards off the ground, and roared.

Paneris pushed aside his two young toys and stood up. "And now," he shouted, grinning at his own dramatic pause before continuing. "Allow me to introduce Horgic!" The crowd stuttered to life as Paneris's brassy tenor voice settled out of the air and he added, "Place your bets with Mekret as always."

Charn wondered who he would have bet on. He was fast, and strong as a blacksmith himself but, in an unarmed brawl like this, the og-man's bone-crushing power would be a terrible advantage. Maybe he had waited too long to make his move.

While he continued to size up his opponent, Charn's eye darted to the serving girl attending Paneris. She was a somewhat waifish girl with violet eyes and lustrous honey-colored hair. He had spotted her a couple of times before and thought she looked out of place. He had to remind himself that it was easy to see what one wanted to see, though, especially when the girl had an elfish look about her.

As soon as his shackles were removed, Horgic leaped over the stairs, directly into the cage. As with many of the slaves he had fought in this crude arena over the past several days, Charn wondered who his opponent had been in the outside world. Horgic interrupted his reverie by saying, "Let's have some fun," in a low voice as he approached to shake Charn's hand. Then, more to the audience than to Charn, he growled, "I'll try not to bust up your pretty face too much, little sprite!"

Charn's face had actually been busted up several times over the years, and could only look pretty next to a man with tusks. Still, he didn't like being called a sprite. But what did Horgic mean by-?



Paneris rang his ridiculously dainty bell and, immediately, Horgic charged. Charn ducked and threw all his weight at the og-man's left shin, sending him crashing into the wall of the cage. The timbers were thick, sturdy hardwood, but still groaned against their bindings with the impact.

Normally, Charn would have followed that by closing in to grapple or at least get in a solid hit, but this time he held back. He wasn't used to being over-matched physically and he wasn't sure how to handle it, not without a weapon. Horgic picked himself up, grinning around his tusks. He gave Charn a strangely thoughtful look and lunged.

Charn stepped back and leaned away from the blow. The og-man was fast. Even at this long reach, he might have connected if not for-

Charn's face tightened in concentration. Had Horgic checked his own blow?

No time for this. Charn made a quick jab to Horgic's jaw, snapping his head back and drawing blood.



## Pits of Paneris

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Horgic responded with a thunderous backhand. Even though he saw it coming in time to roll with it, the blow threw Charn across the cage and made the whole room ripple painfully. Through the haze, Charn saw that serving girl again. She had just passed the side of the cage that Horgic had tripped into earlier, and was looking back at something there.

Charn ducked another blow and rolled towards the spot where she had been. Something rattled. He came around fast and kicked high, but deliberately out of distance. Horgic staggered back as if he'd been struck in the chest by a horse. Charn, realizing that Horgic had seen the same thing he had, crouched and nodded once.

Horgic looked past Charn, barely suppressing a grin, then threw up his arms and roared murderously. With a wild abandon that left him open to every counter-attack Charn could imagine, the og-man charged.

Charn tumbled backwards, feet in the air, and tossed Horgic over him. He would always regret that he rolled to his feet facing away from the impact. Charn heard a tremendous crash, a triumphant war whoop from Horgic, and a symphony of panicked cries from the audience. It must have been spectacular.

Charn whirled around, searched for a weapon, and found a broken piece of cage wood. Without a thought, he picked up the beam, hefted it like a javelin, and threw it where he knew Paneris would be, only registering after the fact that his aim had been true. This was why God had led him here, why he had waited, studied, lived as a slave for days. The revelation squirmed inside his fist like a fiery serpent.

Without waiting for the missile to arrive, Charn turned his attention to Paneris's court. Horgic was tearing through them with his bare hands like a mad gardener. The elfish-looking serving girl was grabbing at Paneris's arm. Paneris turned back and took a step towards her just in time for Charn's makeshift spear to fly past him.

As the wooden projectile clattered into the wall, Paneris smirked. The death that he had just side-stepped seemed to disturb him no more than a spilled drink. "Perhaps later, my dear," he said to the girl. "I've got a bit of a slave revolt to deal with at the moment." The girl put something in her pocket as she stepped back.

There were five guards left standing in the room. Horgic, armed with a torch and a chair, was keeping two of them busy. One of them was trying to force his way through the screaming crowd to Paneris. Two of them were moving towards the exit and shouting for the rest to rally to that point.

Charn leaped from the stage to tackle one of Horgic's opponents and crack the man's skull into the stone floor. Grabbing the short bronze sword from the guard's nerveless fingers, Charn rolled to his feet facing the other one. He was just in time to see Horgic disarm him with the torch and break his neck with the chair. Smiling grimly at the brutal scene, Charn nodded toward the second guard's weapon. Horgic shrugged, tossing the chair over his shoulder, and grabbed another torch instead.

The three remaining guards had found their way to Paneris and the elf-like serving girl by the exit. Most of the spectators were gone. "Bravo," Paneris said, clapping. "Nice riot, but it'll not help you. Even if you win through my creatures here, I've already sent for a whole other garrison."

"Then they can carry your corpse to the pyre," Horgic growled.

Charn looked over the guards. They were sensibly afraid, but not cowed. They knew they had numbers and position on their side. And time, if Paneris was telling the truth.

"Oh, I doubt that," Paneris said. "Tah!" With that, he reached for his ring finger, then looked down, pawed at his hand, and frowned.

The elfish girl stepped back into the corridor. "Looking for this?" she asked, holding up a large



ring with a rainbow of stones and at least two different metals.

"As a matter of fact," Paneris sneered, "I am." He reached out towards the girl and then closed his hand into a fist. Multicolored beams of light seemed to fall together and hammer her from all directions. Bones cracked and the girl fell to the floor. Paneris opened his hand again and the the ring flew to his palm. He caught it and turned back to Charn and Horgic. "Like I said..." The words faded with their master in a faint purple glow and then both were gone.

Horgic winced and started as if he were running to the girl. Charn took advantage of the distraction to lunge at the nearest guard. Charn stretched his legs nearly parallel to the ground, but he had been too far away to begin with. The guard swept his blade to the side and stepped back as the tip of Charn's sword scratched across his armor. Horgic threw one of his torches at another guard and roared at the third. Charn's recovery brought him close to his opponent, where he brought his own blade up, point down, pushing the man's sword aside along the way, then thrust downward inside his collarbone, burying it to the hilt.

Horgic faced a somewhat trickier situation. One guard stepped back and swatted aside the flying torch with his sword while the other circled behind the og-man. Horgic ran at the one in front of him, knocking aside a stabbing counter-attack with his torch along the way, and crashed himself and his target into the wall. Letting his torch fall, he picked up the stunned guard, spun around, and hurled him at his own compatriot, who cursed, ducked aside, and ran away.

Charn and Horgic knelt beside the girl to see if she was still alive. They found her breathing, but strangely different. Her face still had some of its elf-like angles, but they were exaggerated, almost wolfish. Her hair had gone stringy and and gray and, where the light from Horgic's fallen torch struck her directly, there was an odd distortion. Her shadow was wrong. Suddenly her eyes

snapped open and she gasped sharply. Her front teeth were all pointed like canines. "I'm fine," she said, sitting up with a grimace, "As if a mud-loving upstart like Paneris could end me."

"Mud?" Charn asked, stripping the leather hauberk and sword belt off one of the guards and putting it on himself.

"Dirt and water," Horgic said, stepping back. "Flesh. It's how spirits describe us."

"I'm no spirit," she said, rising stiffly to her feet. "I heal quickly but I am, as you can see, painfully solid, even without my master's glamor. My name is Devan."

Charn looked back and forth between them. They almost seemed to be speaking another language. "Whatever you are," He bowed curtly, then gestured towards Devan. "I'm in your debt."

Devan nodded towards the exit. "He won't send his guards down just yet. He'll have them waiting upstairs for you. I know another way."

"Another way?" Horgic rumbled. "Are we going to turn into sparrows and fly out the window?"

Devan rolled her eyes, grabbed a torch, and walked to the door behind the bar, where she stopped and looked back, "Grab a torch if you're coming."

Behind the door was, as Charn had surmised earlier, a wine cellar and general store room. Devan started kicking over crates and searching the floor tiles. "You're Salima, aren't you?" Horgic asked Charn. "It was the gesture-" he mimicked Charn's bow of gratitude from before.

Charn nodded.

Horgic went on, "I've always wondered about how your god and-"

"He is not my god, og-man," Charn interrupted, "He is God."

Horgic shrugged it off with a tusky grin, "As you like. I'm not an og, though."

"No?"

"Do I sound like a cave man out of the wild?" Horgic asked. "I'm an orc."





## Pits of Paneris

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Charn frowned. He had heard the word before. When one who was possessed by wild spirits from beyond the lands of Elder had a child, the offspring were often brutish or otherwise marked by the alien influence. "And what's she?" Charn asked.

Before Horgic could answer, Devan, who had stopped knocking over crates and opened a trap door in the floor, turned to them and, grinning fiendishly with her finger over her mouth, beckoned them to join her. As they descended the stairs, Horgic silently mouthed, "worse." Charn frowned again as he pulled the trap door closed above him.

The stairs went down several flights to a low, squarish tunnel walled with brick. The ground was slick with condensation. The ceiling bristled with tiny stalactites formed by water oozing through the mortar. Devan led them past several branching corridors and then stopped abruptly at a stairway going down. "Okay," Devan said, "Follow me closely through here, and be quiet."

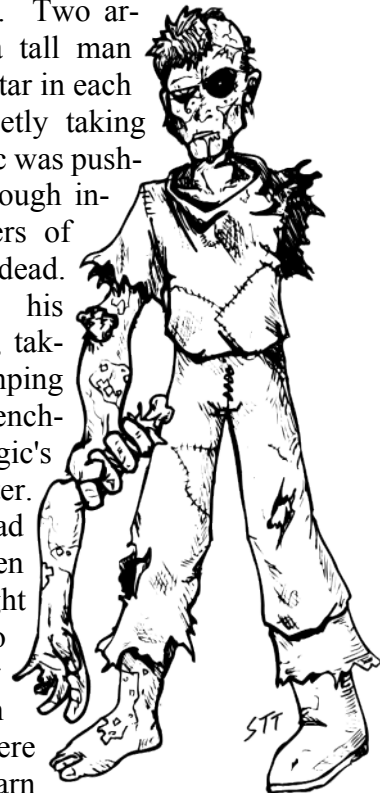
Charn looked at Horgic, who didn't seem to know any more than he did. He shrugged and drew his sword. The stairway led down to a ledge near the top of a huge open cavern with sloping sides. Cut into the wall below them was an amphitheater filled with silent, unmoving spectators. Devan looked back one more time to put her finger to her lips and led them down one of the aisles. As they passed the first row, Charn turned to look at the nearest of the seated figures.

It was a corpse, the desiccated body of a man, still dressed in moldering finery. Like all the others, he was sitting at attention, as if something on the stage had fascinated him so much in life that he continued to watch through starvation, death, and mummification. Staring across the crowd of empty husks, Charn thought he could hear a dry rustling, almost like applause. He looked down at the dark stage. Was something moving there?

He was still unsure when he bumped into Horgic, who was also staring at the stage but had stopped moving. Leaning back to right himself, he brushed Horgic's shoulder with his torch. Horgic stumbled and cursed loudly in a language Charn had never heard. Devan spun around in alarm. Charn, not sure why, turned his attention to the nearest of the decaying drama lovers. With an avalanche of dusty cracks and puffs as its dried-out fibers snapped, it turned its eyeless head and looked back at him.

Two other nearby corpses began to move, but the rest seemed undisturbed. Charn and Horgic stepped into a back-to-back fighting stance. "Don't be stupid!" Devan hissed. "You'll only wake more of them. Come on!" Without waiting, she sprinted down the stairs to the stage. Charn followed, and was halfway there when he turned back and saw that Horgic wasn't coming.

The reason was taking shape at the edges of the orc's torchlight, in the tunnel entrance at the top of the aisle. Two archers, led by a tall man with a big scimitar in each hand, were quietly taking position. Horgic was pushing his way through increasing numbers of the walking dead. Charn tossed his torch aside and, taking long, jumping strides up the benches, ran past Horgic's zombie cluster. The archers had apparently been waiting for sight of the enemy to string their bows, so, even though they were done before Charn



could get to them, neither had the chance to loose a shot before he reached the top.

Charn dove at the nearest archer. The point of his blade went wide, but he still caught hold of the man's bow with his other hand and crashed solidly into him with his shoulder. His sword jumped out of his grasp in the ensuing scramble, but Charn still made it to his feet faster than his opponent and kicked him hard in the kidney. Snatching an arrow from the groaning man's quiver, Charn found the other archer and took a shot. He almost smiled with satisfaction as the arrow traced a graceful curve to its target. He remembered the last time he had felt this, shooting at marauding hissing with the cavalry under the skies of Sakharria.

The two-sworded captain was almost to Horgic, and the shambling corpses didn't seem to be hindering him. Charn looked down to get another arrow and started back in shock at what he saw. Devan had somehow crept up behind him and was crouched over the archer, her face and hands covered in blood from the thing she was chewing on. The gaping wound in the center of the man's chest confirmed that her meal was exactly what it looked like. She was eating his heart.

Charn's face contorted in disgust. "Sons of Salman!" he whispered, "What are you?"

Devan looked up from her meal with a crimson-fanged grin. "Shadow that precedes substance."

"What?"

"We're the dwellers in the ruins, shards of shattered time." She took another bite of the heart and then, mumbling around her gory snack, added something incomprehensible followed by, "peryton."

There was no time to go over it again. Horgic was fighting off the captain and several zombies, wielding his now-extinguished torch and what appeared to be a human leg with an arrow stuck in it. Luckily, Charn's torch farther down was still burning and the captain's swords were now glow-

ing. Charn grabbed another arrow, noticing in the process that Devan was gone, and shot. The arrow struck its target between the shoulder blades. He staggered and his helmet fell off, revealing a puffy orange cloud of hair. Horgic growled a curse that may or may not have consisted of actual words and shouted, "Paneris!"

Charn took another shot, but the arrow burst into flames, flared, and vanished in a puff of yellow dust, as did the first arrow and all the zombies. The dust flew to Paneris and swirled around him, where he inhaled it all into himself. "Pity," he sighed. "They were such a great audience."

Paneris struck one of his blades against the ground, making it ring like a tuning fork and drawing a shivering blue glow from the surface of the metal. He pointed the blade at Horgic, who froze in place. "Poor Charn," Paneris said over his shoulder as he turned around, "Doesn't it sting when you realize that all your friends are monsters?"

The two closed. The only practical advantage of wielding two big swords was the opportunity to parry and counter-attack at the same time. With this in mind, Charn kept his distance so Paneris would have to attack first. Paneris obliged with a lunge and a high slash, throwing his left blade out behind him for balance. Charn parried and pushed forward faster than Paneris could bring his other sword into play, throwing his weight against his opponent's arm.

Paneris twisted aside, letting Charn stumble past, and sliced across Charn's back. Luckily, the slice was more of a slap and didn't cut through the leather hauberk Charn was wearing. Charn righted himself quickly, frowning. "Didn't know I could fight, did you?" Paneris taunted. "But I'm a prodigy! I'm a paragon! I'm a p-p-purple palindrome, baby! Hah!" With the "hah," Paneris bounded forward, whirling his two blades in front of him.



## Pits of Paneris

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Charn resisted the urge to smile. Whirling blades were flashy and intimidating to a novice, but predictable. He read the pattern quickly and reached out to stop the left blade with his short sword just as the right blade was moving past. Then he stepped into the gap and punched Paneris in the face with his free hand. Following through on his momentum, Charn spun and swung his sword down at Paneris's neck. Paneris, to his credit, managed to stagger back and bring his right-hand sword up, partially blocking Charn, but the blow still knocked the flat of his own scimitar into his head and threw him sideways to the ground.

Paneris had dropped his right-hand sword as he fell, so Charn stepped on his left arm and stood over him. "Yield."

Paneris giggled. "You think you're on the field of honor, fighting for the hand of a fair maiden? Stupid little animal. I'm-" Before he could finish, his own dropped sword beheaded him.

Devan had slipped back out of the shadows, still holding the sword. "I hate his speeches."

Charn shrugged. "How long before Horgic wakes up?"

"It doesn't matter," Devan said. "We need to get out before Paneris comes after us again."

Charn looked at Paneris's body, then at his head, then back to Devan. He let the absurd warning go. "We're not leaving him behind. What are you in this for, anyway, if not to get us out?"

"I'm here for you," Devan sneered, "not him. You'll have to ask Ashton what it's about."

Charn started to reply, but then Horgic abruptly snapped out of the position he had been locked into. "Perytons don't even understand what a straight answer is," the orc said, shaking out his limbs and stretching like he had been sleeping on rocks. "Might as well see where she's taking us." Then he grinned. "I mean you."

Horgic grabbed the other scimitar as Charn collected bow, arrows, and torch. Devan waved them into a rough corridor at the back of the stage. A few more corners brought them to a vast shimmering blur of silver and blue. They were standing on a ledge on the cliff below the high city of Estvol. The Neru River thundered down from the city's heart into Chiran's Rift. Across the rift, the Shining Plain burned white in the Sun. Thunn, the Graptak Expanse, and all of Isun sprawled before them in the distance. A short scuffle below brought them to one of many switchbacks on the road down from the howling city of wind and iron doors.

"The wizard is supposed to meet us in Kethys," Devan said. "If he doesn't free me, I'm going to eat the lot of you."

Horgic laughed, brandishing his tusks, "Let's get started then."

-- End --



# Into the Pits

## *A Dungeon Adventure Setting Based on the Story*

**You've read the story** (or at least flipped past it), so now it's time for the crunch. Stories are, of course, not game scenarios. There aren't many gamers who enjoy being forced to walk in lockstep with the characters in a piece of fiction. Starting the player characters out as prisoners in Paneris's gladiatorial stable is fine for a campaign starter or a one-shot, but otherwise it takes a bit of railroading or very skillful manipulation to get them into this position. Here are some other ways you might want to consider drawing your players into Paneris's den:

- Let them find out what he's up to and give them a hook to nudge them along. This could be the desire to free the slaves (perhaps with Paneris fleeing to the dungeon), the promise of loot, a commission from an NPC, or anything else that might motivate them.
- Let them discover the back entrance like any other dungeon and work their way up. Paneris would certainly want to learn more about anyone who wandered into his basement from the depths.
- If you prefer to let your player characters drift through the world at will, then you can just drop this location in like any other and see what, if anything, develops.

### Stats

You'll notice that the significant NPC's are presented as new monsters rather than as player characters. This way, they're easily adaptable to

variant games with different selections of classes. Also, because skill names can vary across systems, we've simply described them as ability checks, to which you can apply whatever modifier your flavor of 3E allows. Whether you're playing The Pathfinder Roleplaying Game, the original third edition game, Peryton Fantasy RPG, or any of their close kin, these stats should be easy enough to read and adapt that you can do it on the fly.

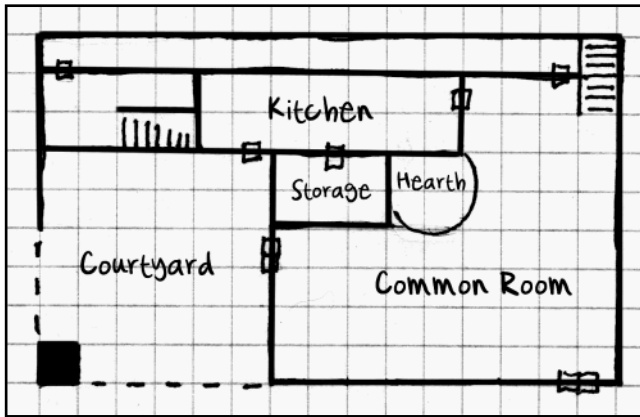
For some NPC's and creatures, only the most basic stats (**Hit Points**, **Attack Bonus**, **Armor Class**, **Damage**, and maybe a few others if worth mentioning) are given. For these creatures, you can either look up the appropriate entry in your bestiary of choice or assume that all other stats are average and that there are no feats or significant skills. In the case of these creatures, a bonus to be applied to **All Skills** and one to be applied to **All Saves** might also be provided. Otherwise, assume the number is zero.

### The Inn

Upstairs, the inn is just an inn. Hopefully the map is self-explanatory. If you have another tavern of your own design that you'd rather use, it will be easy to drop that over the basement with no worse disruption than the twisting of a few staircases. Paneris has another eight guards here (see **Monsters** section), four stationed at the top of the basement stairs, two along the long hallway, and two in the common room. The "garrison" referred to in the story was a fabrication. Paneris prefers to spend his money on luxuries, not mercenaries.

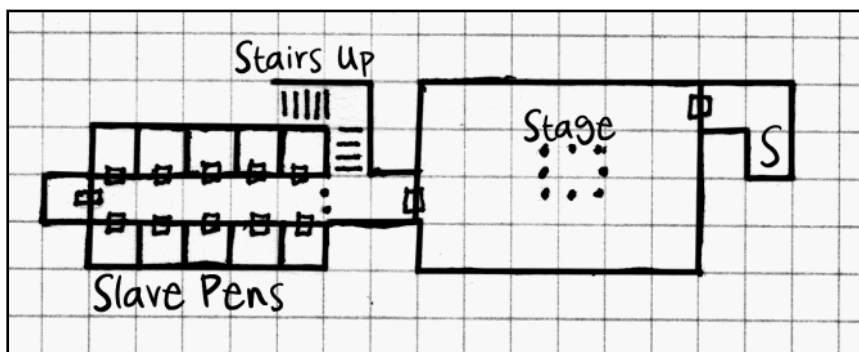


## Pits of Paneris



### The Basement

As in the story, the room features several tables and chairs for the guest, a makeshift bar by the storage room, and a pile of pillows with a hookah for Paneris. Under some boxes in the storage room (marked with a lone “S” on the map) is a poorly-hidden trap door (DC 12 Wisdom) covering the stairs down to the dungeon. During events, there are two guards (see **Monsters** section) by the door in the main room and five more scattered throughout the crowd. Two more guards are always posted at the foot of the stairs between the slave pens and the main room. There will also be 2d6+10 regular patrons (HP 5, Atk +0, AC 10, Dmg 1d4 (dagger) or none, Skills +2, Saves +1) scattered about the room during events. When there are no events in progress, the guards use this as a break room, so there could be 2d4 of their number here at any given time.



You could use the slave pens to introduce any number of your own NPC’s, especially if your players end up residing there for a while. If you don’t have any particular characters you’d like to place here, then whatever system you normally use to come up with random NPC’s should do quite well. Remember that, while Paneris will have some rough characters here, many of them will be “filler” to make his more capable gladiators look better.

### The Dungeon

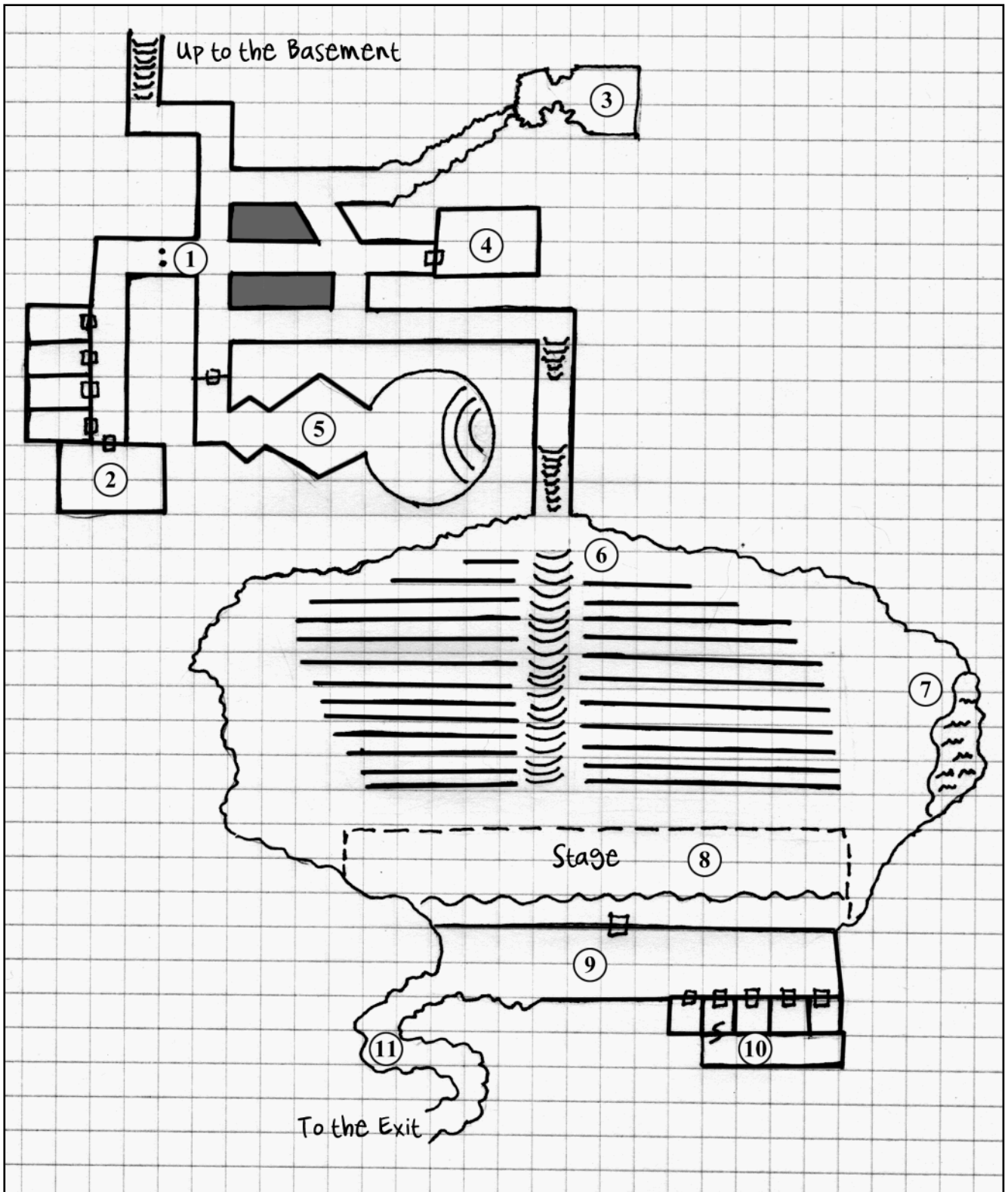
#### 1. Portcullis

A large iron lever on the wall on the east side of this portcullis is stiff, but still opens with a good shove. To force the portcullis without using the lever, a DC 30 Strength check is required. The four small cells are smashed open and each contains the gnawed, scattered bones of a humanoid inhabitant. Otherwise, the rooms are mostly empty, containing only scattered remnants like a broken wooden bowl or some small animal bones. Erratic, apparently meaningless symbols are scrawled on the walls in blood.

#### 2. That Other Prison

The door to this room swings crookedly on its hinges. The lock and the panel which housed it are broken. Inside is a ravenous goatigator (new monster). Unless the delvers have taken care to be quiet, it will have heard them coming and will be waiting to ambush the first one through the door.

If it does not know they’re coming, it will be scratching symbols into the wall with its claws. The creature broke out of its cell weeks ago and ate the other prisoners, but was unable to get past the portcullis at Area 1. Paneris captured this creature in the caverns below and has been attempting to discover if it has any echoes in its racial memory of



## Pits of Paneris

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the lost empire that spawned it. He has had no luck so far, beyond coaxing the creature into drawing strange nonsense symbols with the blood of its victims.

### 3. Lost Library

This crumbling room is filled with fallen, shattered stones and smashed bookshelves. Among the books that are still readable, some titles might include *Precursor Settlements of the Northern Dukka Mountains*, *Codex Muckra*, and *Derivation of Phlogiston Using Exotic Salts*.

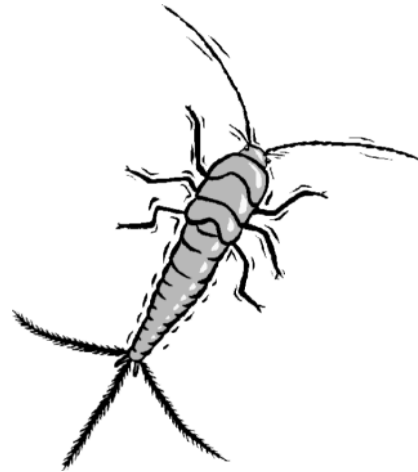
This room was built apart from the rest of the dungeon. Its original entrance, a northward passage, collapsed long ago. Even a centipede would have trouble getting through to the north. If one of your players happens to be a centipede and manages to find a way through, you can cook up a whole other dungeon or just have it come out in a sewer or someone's basement. Paneris has recently been trying to reach the room again, and his workers have almost succeeded. Characters wishing to finish the job need only move a few stones (DC 17 Str) to open a passageway to the room.

A library wight (see the **Monsters** section) has been trapped here for centuries. When first seen, it will probably be rifling through a book, which it will shortly discard in favor of another. Upon becoming aware of the player characters, it will fly into a rage, gesticulating at the books and shouting in ancient Amarian (or any dead language you like). If someone in the party is actually capable of speaking with the library wight, it will continue to rant about the condition of the library until someone promises to clean it up, after which it will demand a copy of *Oktran's Treatise on the Descent of the Kheporu*, which of course is nowhere to be found. This wight, in fact, *was* Oktran and never got around to writing that book. Failing any creative resolution to the matter, Oktran will attack. Anyone mentioning the statue in Area 5 might be able to learn from Oktran that the subject

of his non-existent book is the creature depicted there.

### 4. An Orc is Guarding a Chest

The first thing one would notice upon entering this room is the garishly painted (Paneris's addition) life-sized orc statue standing near the middle, facing the door with its scimitar raised. In really bad light, it might look like a real orc. The iron-bound wooden chest behind it is locked, but not in great shape. A medusa bug (see the **Monsters** section) has slithered in through a piece of loose planking in the back and will attack if disturbed. Although the chest looks solid to visual inspection, it will fall apart upon any attempt to move it. There are also 150 silver pieces and several shards of broken, multicolored glass.



### 5. Skewed Chapel

This awkwardly jagged procession of chambers is lined with the broken remains of statues, most of which are ruined beyond recognition. Some of the pedestals are noteworthy, however, for the birdlike feet still discernible upon them. The statue on the dais at the back of the dome, however, is in pristine condition, and depicts an aquatic-looking humanoid with a beaked head and circles of six short tentacles where a human would have hands. Its feet are avian but, unlike the other

statues, webbed. The creature is draped with ornate sashes and jewels which do not appear to be part of its body. Its pedestal stands in a round basin with a scummy puddle clinging to the bottom. A dry spout can be seen on the wall behind it just higher than the statue's head (six feet) and a drain near the front.

If damaged or even destroyed, the statue will magically regenerate over the next several days.

### 6. Zombie Theater

The benches of this large subterranean amphitheater are all filled with dormant zombies (HP 8, Atk +4, AC 12, Dmg 1d6+4, Speed 20), two hundred altogether. If the players make an attempt at stealth and get anything but a critical failure, the zombies will stay where they are and continue acting like nothing more than oddly-arranged corpses. For every round of careless tromping or failed stealth, 1d4+1 zombies in the area adjacent to the noise (unless it's reasonable to assume that the area in question has been depleted) will wake up and attack. Fighting or running also count as noise. Any awakened zombies will pursue their prey relentlessly, although it is worth noting that these zombies are somewhat slower than usual.

### 7. Still Waters

The cavern floor slopes sharply away from the eastern benches down to this point. The surface is icily still. Moving or flickering light sources will reveal shifting shades of green and blue as the bottom fades through rocky sides into invisible depths.

Characters looking into the pool will become more and more certain that the shifting colors are not a trick of light, but something actually happening in the water. The more distant regions of the pool seem to pulse from deep blues through aquamarine and into bright emerald at varying rates. A DC 15 Will save is required to avoid becoming fascinated. Once fascinated, another save, this



one at DC 17, is required to avoid taking one point of Wisdom damage. The effect continues each round until the viewer breaks free or Wisdom reaches zero, at which point, if not physically restrained, he falls into the pool and drowns.

Fascinated characters will brush off any entreaties to leave with reassurances like, "I'll be right there" but they can be dragged away or otherwise prevented from seeing the water with little difficulty, and will snap out of the trance at this point. Once they have started taking Wisdom damage, however, entranced characters will violently resist any attempt to remove them from the sight of the pool and cannot be freed from its influence until they make their saving throw, even if they can no longer see the water.

Characters who have been fascinated by the pool and broken free will remember walking through a mossy glade while songbirds shared beautiful secrets which they can no longer recall. Those who suffered the Wisdom loss will, upon coming to their senses, remember a different experience. They will describe cold worlds from which the sun is only a bright star, populated by sentient ice crystals that speak in shades of blue and green.

Samples of the water removed from the pool will no longer have this quality but may (Int





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DC 22 for each attempt) be distilled into an alchemically active substance (per the Peryton RPG alchemy rules). Its components are Essence of Charisma, Oil of Intelligence, and a yellow salt that can, in combination with Essence of Constitution and Oil of Wisdom, be used to make an incense that mimics the *contact other plane* spell. (If you're not using the Peryton RPG alchemy system, translate as follows: the water can be used to make an incense that mimics the *contact other plane* spell, assuming all the other requirements for creating a magic item are met.)

### 8. Stage

The wooden stage is supported by brick columns and backed by a tattered purple curtain. Characters peering underneath will hear things scuttling about, but will never be able to find them.

### 9. Backstage

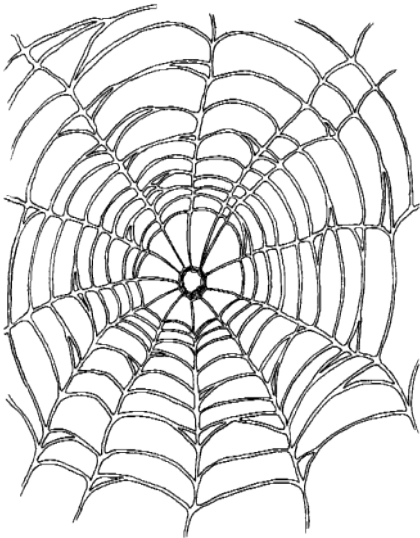
This area is full of broken crates, shards of glass, and the remains of shredded clothes, as are the five dressing rooms. One of them, however, hides a sliding panel (DC 15 Wisdom to find) in its wooden wall that leads to Area 10.

### 10. Secret Room

Water has seeped freely into this room, ruining whatever might once have been here and leaving only a pile of noisome decay. The only thing here that isn't rotten is the gleaming onyx brooch of a Cloak of the Spider and its black silk tendrils.

### 11. Winding Tunnel

This tunnel eventually opens onto a switch-back trail along the cliff below the city of Estvol. If you have placed the dungeon in your own campaign, it could be any location that is at a sufficiently lower elevation than the tavern.



# Monsters & Magic

## *Creatures, NPC's, and Magic Items*

### ARANEA

Medium Magical Beast (Shapechanger)

**Hit Dice:** 3d10+6 (22 hp)

**Speed:** 50 ft., climb 25 ft.

**Armor Class:** 13 (+2 Dex, +1 natural)

**Attack Bonus:** +3 melee/+5 ranged

**Damage:** Bite 1d6 plus poison or web

**Special Qualities:** darkvision 60 ft

**Saves:** Fort +5, Ref +5, Will +4

**Abilities:** Str 11, Dex 15, Con 14, Int 14, Wis 13, Cha 14

**Environment:** Temperate forests

#### Extra Stats for The Pathfinder Roleplaying Game

**CMB:** +3

**CMD:** 15

**CR/XP:** 4/1200

**Alignment:** N

**Initiative:** +6

**Feats:** Improved Initiative, Iron Will, Weapon Finesse

**Skills:** Climb +14, Concentration +8, Escape Artist +5, Jump +13, Listen +6, Spot +6

**Organization:** solitary, pair, or pack (3-8)

**Treasure:** Standard coins; double goods; standard items

There aren't any aranea in this adventure. The stats are included because of their importance in using the Cloak of the Spider. Also, they're cool.

An aranea is an intelligent, shapechanging spider with sorcerous powers. In its natural form, an aranea resembles a big spider, with a hump-backed body a little bigger than a human torso. It has fanged mandibles like a normal spider. Two small arms, each about 2 feet long, lie below the mandibles. Each arm has a hand with four many-

jointed fingers and a double-jointed thumb. An aranea weighs about 150 pounds. The hump on its back houses its brain. An aranea avoids physical combat and uses its webs and spells when it can. In a battle, it tries to immobilize or distract the most aggressive opponents first. Araneas often subdue opponents for ransom.

**Poison:** Fortitude DC 13, or take 1d6 Str damage.

**Spells:** An aranea casts spells as a 3rd-level wizard. It prefers illusions and enchantments and avoids fire spells.

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

An entangled creature can escape with a DC 13 Dexterity check or burst the web with a DC 17 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +4 racial bonus. The web has 6 hit points, hardness 0, and takes double damage from fire.

**Change Shape:** An aranea's natural form is that of a Medium monstrous spider. It can assume two other forms. The first is a unique Small or Medium humanoid; an aranea in its humanoid form always assumes the same appearance and traits. In humanoid form, an aranea cannot use its bite attack, webs, or poison. The second form is a Medium spider-humanoid hybrid. In hybrid form, an aranea looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature's fangs and spinnerets. The aranea retains its bite attack, webs, and poison in this form, and can



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also wield weapons or wear armor. When in hybrid form, an aranea's speed is 30 feet (6 squares). An aranea remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A true seeing spell, however, reveals its natural form if it is in humanoid or hybrid form.

### GOATIGATOR

Large Magical Beast

**Hit Dice:** 5d10+25 (52 hp)

**Speed:** 30 ft.

**Armor Class:** 15 (-1 size, +1 Dex, +5 natural)

**Attack Bonus:** +9 melee

**Damage:** claws 1d6+5, bite 1d8+2

**Special Qualities:** -

**Saves:** Fort +9, Ref +5, Will +2

**Abilities:** Str 21, Dex 12, Con 21, Int 2, Wis 12, Cha 10

**Environment:** Temperate forests

Extra Stats for The Pathfinder Roleplaying Game

**CMB:** +10

**CMD:** 21

**CR/XP:** 4/1200

**Alignment:** N

**Initiative:** +5

**Feats:** Improved Initiative, Great Fortitude, Skill Focus (Perception)

**Skills:** Perception +12

**Organization:** solitary, pair, or pack (3-8)

**Treasure:** incidental

The goatigator is a hideous chimaerical monster with the head and tail of an alligator, the hind legs of a goat, and large curling ram horns on its head. Its torso and forelegs, though reptilian, are strangely human-like for such a savage thing.

Goatigators are believed to be the cursed descendants of ancient warlocks.

### GUARD

Medium Human

**Hit Dice:** 1+7 (12 hp)

**Speed:** 30 ft

**Armor Class:** 16 (+3 armor, +2 Dex, +1 shield)

**Attack Bonus:** +3 melee, +3 ranged

**Damage:** Longsword 1d8+2, Longbow 1d8

**Special Qualities:** none

**Saves:** Fort +5, Ref +2, Will +1

**Abilities:** Str 15, Dex 15, Con 16, Int 10, Wis 12, Cha 8

**Environment:** City

Extra Stats for The Pathfinder Roleplaying Game

**CMB:** +3

**CMD:** 15

**CR/XP:** 0.5/200

**Alignment:** LE

**Initiative:** +2

**Feats:** Toughness, Weapon Focus (longsword)

**Skills:** Perception +2, Stealth +5; Racial Modifiers +4 Stealth

**Organization:** duh

**Treasure:** NPC Gear (studded leather armor, light steel shield, longsword, longbow with 20 arrows, other treasure)

### LIBRARY WIGHT

Medium Undead

**Hit Dice:** 6d8+12 (39 HP)

**Speed:** 30 ft

**Armor Class:** 14 (natural)

**Attack Bonus:** +6 melee

**Damage:** Special

**Special Qualities:** Darkvision, Undead

**Saves:** Fort +4, Ref +5, Will +2

**Abilities:** Str 14, Dex 11, Con 14, Int 14, Wis 11, Cha 13

**Environment:** Library



### Extra Stats for The Pathfinder Roleplaying Game

**CMB:** +6  
**CMD:** 16  
**CR/XP:** 4/1200  
**Alignment:** CN  
**Initiative:** +0  
**Feats:** none  
**Skills:** Perception +10, Knowledge (any 2) +5, Linguistics +5  
**Organization:** solitary  
**Treasure:** standard

**Wisp Wielder:** At will, the library wight can reach into the hovering globe that floats nearby and pull out a writhing, serpentine wisp of light. This is a solidified magical effect which the library wight can hurl unerringly for a variety of effects as a 6th level caster. Roll 1d4:

- (1) Magic Missile
- (2) Charm Person (save DC 13)
- (3) Fireball (save DC 15)
- (4) Hold Person (save DC 15)

The library wight looks like a desiccated corpse wrapped in a hooded cloak that hides most of its features. A shimmering globe of light bobs around it at shoulder height. Although intelligent, library wights are insane, driven by the obsessive need to find something in a half-remembered book or scroll that they failed to locate in life. They are encountered almost exclusively in abandoned libraries, where they perpetually search for their mythical tomes and lash out violently against anyone who interrupts them.

### **MEDUSA BUG**

Medium Magical Beast  
**Hit Dice:** 3d8 (12 hp)  
**Speed:** 30 ft.  
**Armor Class:** 18  
**Attack Bonus:** +8  
**Damage:** bite 2d6+7  
**Special Qualities:** Darkvision 60 ft.

**Saves:** Fort +3, Ref +7, Will +6  
**Abilities:** Str 15, Dex 20, Con 17, Int 1, Wis 13, Cha 6  
**Environment:** Underground

### Extra Stats for The Pathfinder Roleplaying Game

**CMB:** +7  
**CMD:** 22  
**CR/XP:** 3/800  
**Alignment:** N  
**Initiative:** +0  
**Feats:** Skill Focus (Perception), Toughness  
**Skills:** Climb +8, Perception +8  
**Organization:** solitary or nest  
**Treasure:** incidental

A medusa bug looks something like a giant silverfish with large round eyes that face forward. They are agile and flat-bodied, and can hide in surprisingly narrow spaces. They prefer damp underground habitats and, while they can survive by eating natural stone, they much prefer petrified animal flesh.

**Petrifying Gaze:** DC 15 fortitude save or be slowed (as the spell). Once slowed, any character affected by a second gaze attack is permanently turned to stone.

### **PANERIS**

Medium Unique Supernatural Human  
**Hit Dice:** 6d8+6 (50 hp)  
**Speed:** 30 ft.  
**Armor Class:** 16 (+2 Dex, +4 natural)  
**Attack Bonus:** +8 ranged, +6 melee  
**Damage:** Dual Scimitars 1d6  
**Special Qualities:** Darkvision, 2 Attacks  
**Saves:** Fort +3, Ref +7, Will +6  
**Abilities:** Str 10, Dex 15, Con 12, Int 16, Wis 13, Cha 18  
**Environment:** City

### Extra Stats for The Pathfinder Roleplaying Game

**CMB:** +6



## Pits of Paneris

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**CMD:** 18

**CR/XP:** 7/3200

**Alignment:** CE

**Initiative:** +6

**Feats:** None of Note

**Skills:** Acrobatics +6, Appraise +7, Bluff +10, Craft (Alchemy) +8, Diplomacy +12, Disable Device +4, Knowledge (Arcana) +10, Knowledge (Dungeoneering) +8, Knowledge (Engineering) +5, Knowledge (Geography) +8, Knowledge (History) +8, Knowledge (local) +9, Knowledge (Nature) +6, Knowledge (Demonology) +6, Knowledge (Point Allocation) +8, Linguistics +9, Perception +8, Perform (Oratory) +12, Sense Motive +4, Sleight of Hand +6, Spellcraft +9, Stealth +7

**Organization:** unique

**Treasure:** special

Paneris, though human, has been so thoroughly shaped and molded by the spirits around him that he is on the verge of becoming something else. He is handsome, perverse, hedonistic, and completely amoral. For the purpose of spell-like effects, consider him 7th level.

**Fascinate (Su):** Paneris can use his voice to cause one or more creatures to become fascinated with him. Each creature to be fascinated must be within 90 feet, able to see and hear Paneris, and capable of paying attention to him. Paneris must also be able to see the creatures affected. The distraction of a nearby combat or other dangers prevents this ability from working. Paneris can affect as many creatures with this ability as he can communicate with at one time.

**Suggestion (Sp):** Paneris can make a *suggestion* (as per the spell) to a creature he has already fascinated (see above). Using this ability does not disrupt the fascinate effect, but it does require a standard action to activate (in addition to the free action to continue the fascinate effect).

**Ring of Teleportation (Su):** Paneris's ring enables him to *teleport* (as the spell) by twisting it and has nine charges.

**Magic Missile (Sp):** as the spell, except rainbow-colored. Four missiles, three times per day.

**Mage Hand (Sp):** (or *Tellar's Helping Hand*) as the spell, at will.

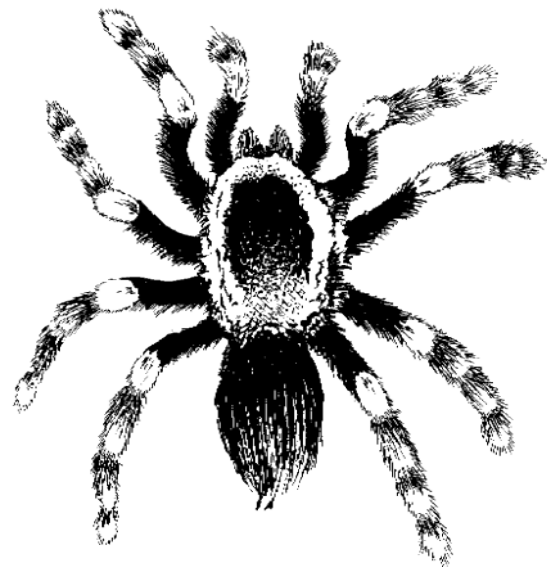
**Hold Person (Sp):** as the spell, three times per day.

**Absorb Adulation (Su):** Once per day, Paneris can steal 1d8 hit points from anyone who is under a fascination effect generated by him or the forces that dwell in his dungeon. If Paneris is already at maximum hit points, he gains these as temporary hit points. This ability extends to the zombies in Area 6 of the dungeon.

**Other Spell-Like Abilities (Sp):** Don't go crazy, but feel free to throw in other low-level abilities where it seems appropriate.

### CLOAK OF THE SPIDER

This black silk garment, which might at first resemble a mass of threads with a brooch, was found most recently in the catacombs beneath the city of Estvol. It may have come there from the ruins of the ancient people known only as the Ziggurat Builders. There may be others like it. It gives the wearer the ability to climb as if a *Shao Tsang's spider climb* spell had been placed upon



her. In addition, the cloak grants her immunity to entrapment by *web* spells or webs of any sort – she can actually move in webs at half her normal speed. Once per day, the wearer of this cloak can cast *web*. She also gains a +2 luck bonus on all Fortitude saves against poison from spiders.

When first donned, the cloak vanishes but causes two pairs of spider-like legs to grow from the wearer's back. Separating oneself from the cloak (and causing the legs to go away) requires a Will save against DC 10. Failure not only means that the cloak stays on, but that the spider mind has awakened, giving the wearer access to the cloak's secondary powers, but exposing her to its disturbing thoughts. With the spider mind awakened, the wearer now has the ability to call a horde of spiders three times per day. She can also fascinate spiders, scorpions, and other arachnids at will as with the *hypnotism* spell. The wearer also gains a thirst for blood, and the ability to heal herself by drinking it. For every HD of blood drained, the wearer can heal herself of one hit point of damage, and can even store up to ten temporary hit points in this manner. For example, a one HD kobold provides enough blood to heal only one hit point, while drinking all the blood of a five HD owlbear can heal five.

When first awakened, the spider mind will have Intelligence, Wisdom, and Charisma scores of five. Every time one of the secondary powers is used, each of these scores increases by one. In order to remove the cloak now, the wearer must first get a full night's sleep, make a Wisdom check opposed by the cloak's Charisma, and then make a DC 15 Will save. If the cloak is successfully removed at this point, the spider mind goes back to sleep and the secondary powers will be unavailable until it wakes up again. Failure increases the cloak's ability scores as if one of its secondary powers had been used.

When the spider mind's Intelligence and Wisdom scores reach ten, the wearer will gain the ability to transform into a monstrous spider and

back at will. Also, the spider mind will begin talking to the wearer. It may also make demands of her, and is capable of withholding the use of its powers as a bargaining tool. It will never withhold use of the blood healing power, however, and in fact will encourage its use at every opportunity. The wearer can still force the spider mind to use its powers by making a Charisma check opposed by the cloak's Wisdom. If the cloak is removed at this point, it becomes a monstrous spider with as many hit dice as half its Intelligence score. In 1d20 days, it will revert to cloak form, but it will do its best to kill the wearer or escape before then. If the spider is killed, the cloak is destroyed.

When the spider mind's Intelligence reaches fifteen, it will begin gaining wizard levels. Every point of Intelligence over fifteen translates into one level. The spider mind will never use this power without demanding something of the wearer, although it may be as small a price as killing something and drinking a little more blood. Also, any time the wearer tries to force the spider mind to do something and fails, the spider mind can retaliate by attempting to take control of the wearer. This ability is essentially the same as a spirit or ghost's malevolence power.

If the cloak is removed after it has begun gaining wizard levels, it becomes an aranea with fifteen levels in the wizard class (regardless of what its functional level as a cloak had been) and all the abilities it had granted as a cloak. Its actions at this point will depend on the situation, and on its relationship with the wearer prior to its transformation. The aranea will be completely free at this point and cannot be returned to cloak form.



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