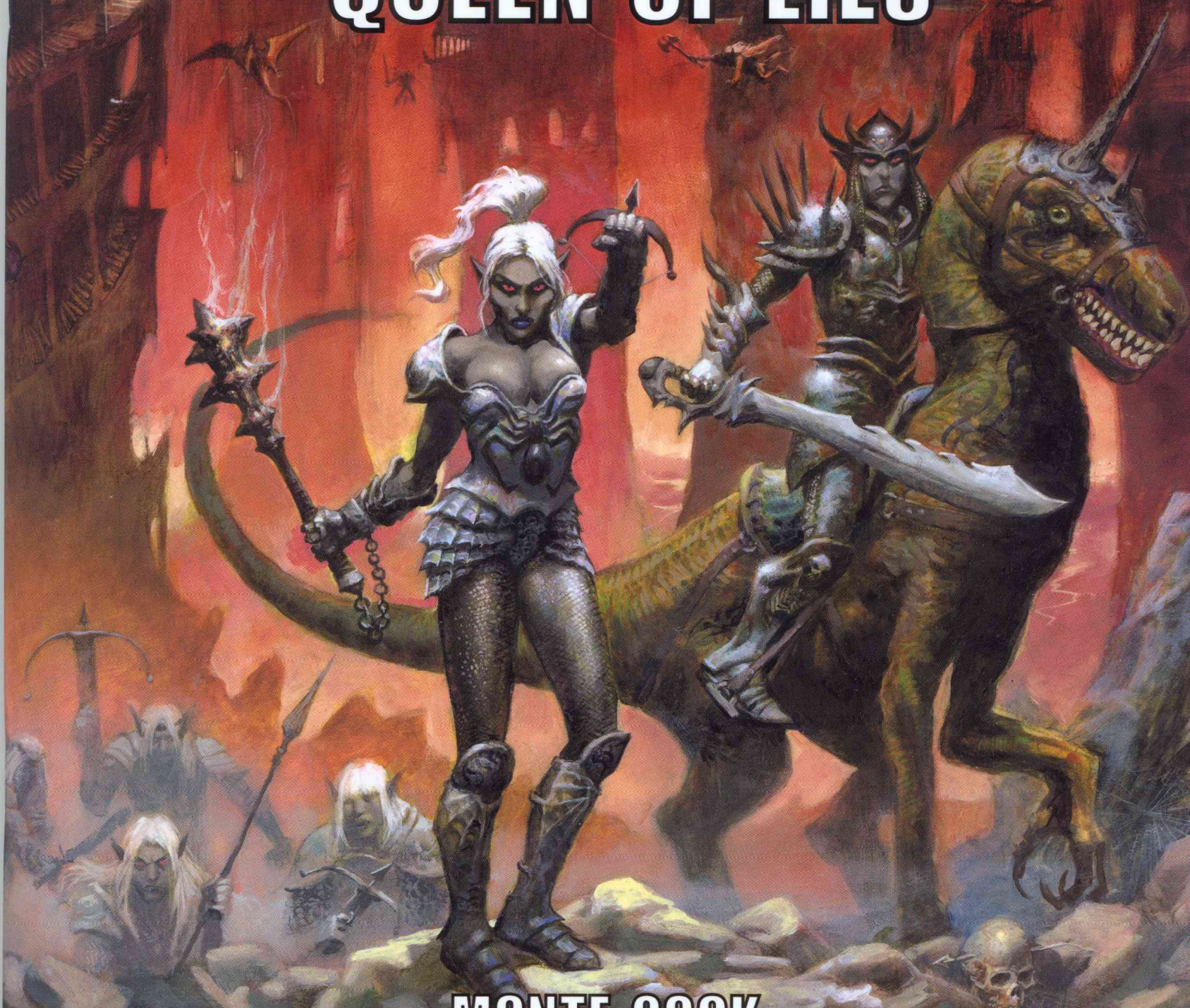




SWORD & SORCERY

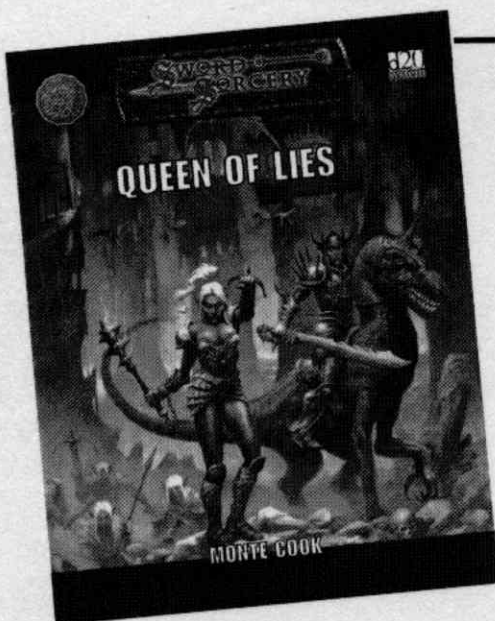


QUEEN OF LIES



MONTE COOK

Requires the use of the Dungeons and Dragons® *Player's Handbook*, 3rd Edition, published by Wizards of the Coast®



The Plot: An attack on a church sends the heroes on an expedition to rescue kidnapped victims and stolen treasure. The trail leads to the Netherdeep; the sunless realm of the fearsome dark elves. Can the heroes complete their mission without being discovered, or have their very actions been orchestrated by the evil Queen of Lies.?

The Mood: Far away from fresh air and sunlight, the characters must travel deep underground to the evil fortress of Ul-Drakken. Underground enemies lurk behind every twisting cavern, and strange creatures abound. The twisted culture of the dark elves is both decadent and cruel, and the heroes may discover that they've stumbled into a web of deceit and treachery that threatens the lives of all who oppose the dark elf Queen.

Queen of Lies: An action-packed fantasy adventure written by DMG author Monte Cook. A challenging scenario designed for 11th-level characters, Queen of Lies is filled with well-developed dark elf personalities and showcases their alien culture, full of merciless betrayal and dark lust. Featuring new monsters and magic items that dwell within the unique environment, Queen of Lies will test the mettle of the hardest of heroes.

AVAILABLE MARCH 2002

Challenge Rating Table: Tracking Challenges Overcome

Challenge Rating	Creature or Character	Overcome by Entire Party	Overcome by Individuals			
3 or less	Bugbear, Dark Elf Commoner, Dark Elf Male Guard, Deinonychus, <i>Gesintar</i> , Kuo-Too, Large Monstrous Spider, <i>Savinian</i> , Small Monstrous Spider, <i>Visan</i> .					
4	Displacer Beast, Elite Warrior Bugbear, Mimic.					
5	Dark Elf Female Guard, Earth Elemental, Hieractosphinx, Troll.					
7	Dark Elf Elite Female Guard, Drider, <i>Magaul</i> , <i>Nyatrah</i> .					
8	<i>Bodak</i> , <i>Mohrg</i> , <i>Tharion</i> .					
9	Bebilith, Fiendish Gargantuan Monstrous Spider, <i>Ganthau</i> , <i>Tessandra</i> .					
10	<i>Tharion</i> .					
11	<i>Intalequi</i> , <i>Mimilir</i> , <i>Natbe</i> , <i>Quirilash</i> , <i>Senetys</i> , <i>Zahnivil</i> .					
12	<i>Alevolenz</i> *, <i>Aralian</i> , <i>Eilos</i> , <i>Eniamian</i> , <i>Gurtan</i> .					

How to use this table: For each Challenge overcome, track the CR of the challenge on the chart. If overcome by the entire party, note it in the Party column. If overcome by an individual character, assign a column to each specific character and note it in the appropriate character column. Remember that "overcoming a challenge" can also mean other methods than simple combat, including successfully *bluffing* a bugbear patrol.

Typically, at this level, there is no reward given for creatures less than CR 4. These creatures are included to add to the overall Encounter Level of a challenge rather than to present individual obstacles.

It is possible that "Story-based Awards" be given to the characters for the following situations:

- * Rescue of the kidnapped prisoners
- * Recovery of the stolen artifacts
- * Deducing Alevolenz's plan and thwarting it
- * Clever use of allied forces



QUEEN OF LIES

A Fantasy Roleplaying Adventure for the D20 System

Requires the use of the Dungeons and Dragons® *Player's Handbook*, Third Edition,
published by Wizards of the Coast®

Table of Contents

Introduction & Preparation	2
Adventure Background & Synopsis	2
Setting the Stage	3
Chapter I: The Journey	9
Chapter II: The Approach	11
Chapter III: Ul-Drakkan	14
Chapter IV: The Towers	19
Adventure Aftermath	35

Maps, Appendices, & Handouts

Path to Ul-Drakkan	9
The Watchtower	11
Ul-Drakkan	14
The Slave Pens	16
The Stables	17
Ul-Drakkan Tower 1	20
Ul-Drakkan Tower 2	28
Ul-Drakkan Tower 3	32
Appendix I: Monster & General NPC Descriptions	35
Appendix II: Featured Characters	40
Appendix III: New Magic Items & Monster	46
Legal Text	48

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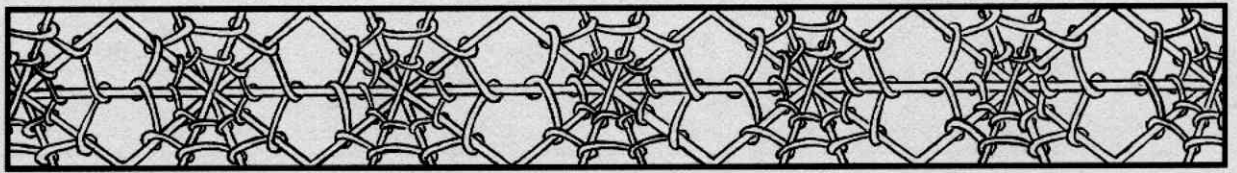
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INTRODUCTION

Queen of Lies is a d20-compatible fantasy adventure for 11th-level player characters (PCs), and requires the use of the *Dungeons & Dragons*® 3rd Edition *Player's Handbook*, published by Wizards of the Coast®. Included with this adventure are several pages of maps; new magic items; and a new monster, the arachnemass.

PREPARATION

The Game Master (GM) should be familiar with the entire adventure before attempting to run *Queen of Lies*. She should also be familiar with the rules as a whole, particularly the spells at the PCs' disposal and those at the dark elves' command. The dark elves possess a deadly cunning and so should be played very intelligently. Intelligent foes are nearly the most dangerous, and the most memorable.

The GM should be particularly aware of the fact that once the PCs journey underground, travel back to the surface is difficult at best; thus, the characters need to equip themselves well before they go. Optimally, the group of PCs should have a total party level of 40 to 45, with a good mixture of classes. More powerful groups are acceptable — they can simply take more straightforward tactics against their foes. Less powerful groups will probably suffer terrible losses. At least one elf should be present as a PC, if possible.

If you are planning on playing a character in this adventure, **STOP READING NOW!** The following notes are for the GM only, and reading them may spoil the secrets and fun found in *Queen of Lies*.

ADVENTURE BACKGROUND

For the last three hundred years, House Vrama of the dark elven court has been low in power and influence. Its nobles were weak and ineffectual, and its people were unmotivated, untrained, and poor. House Vrama's coffers were practically empty. The other dark elf noble houses did not bother attempting to take over Vrama's holdings because nothing was left worth taking. This once great house had fallen lower than its founders could have ever imagined.

Yet less than a decade ago a woman named Alevolenz came on the scene. No one was exactly sure where she was from, but she possessed wealth and power unseen in House Vrama for years. Calling herself the favored of the Spider Queen, she also possessed something perhaps more important than gold or magic: the drive and ambition of the Vrama House of old.

It took little time and relatively few assassinations for Alevolenz to ascend to power within the house. Under her command, House Vrama gained influential allies, not a few of them demons, and won important battles; it also re-occupied the fortress of Ul-Drakkan, far below the surface, which Alevolenz took as her base of operations. Though the reasons for this decision were many, Alevolenz did it mainly because Ul-Drakkan was positioned below a major city on the surface—a city of humans, elves, and other sur-

face dwellers. Her schemes for domination, as it turned out, involved making inroads against the dark elves' hated cousins in the sunlit lands above.

Alevolenz has secrets of her own, however. She is not actually a single dark elf, but two. Her mother, a matron of Vrama, gave birth to a pair of conjoined twins. Alevolenz was a normal appearing dark elf girl with a separate face and arm that formed a bulge upon her right side. Not understanding what she had produced, Alevolenz's mother attempted to hide this "deformity" by dressing her daughter in loose-fitting garments; she even attempted more than once to remove the twin sister with spells or a sharp blade. Alevolenz's secret twin, however, was born with an adult's awareness and an affinity for arcane magic. Even as a small child, the secret Alevolenz could thwart her mother's efforts. Eventually, when the twins were only seven years old, Alevolenz killed her mother and fled the dark elven city that once was home.

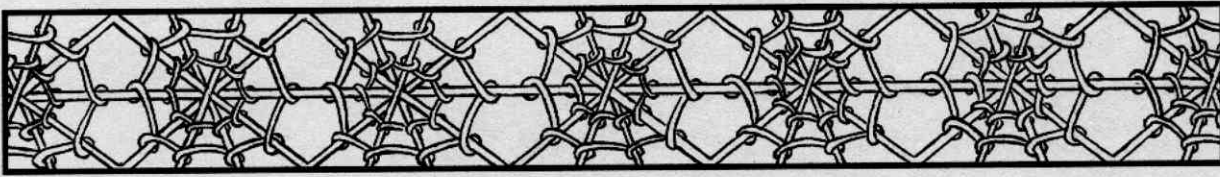
Wandering about the cavernous Netherdeep, she encountered a small cabal of mind flayers. Sensing more to the dark elf girl than a simple meal, the mind flayers took her in, hoping to study her. Instead, Alevolenz learned much from her new patrons. The mind flayers intended to condition her to become their dominated mole within dark elf society. From their point of view, if humans are cattle, then dark elves are wolves—a danger both to the mind flayers and their food sources. Controlling Alevolenz would be like controlling the alpha wolf to insure that they need not worry about the pack any longer. They chose to equip her well with magic and knowledge so that she could take over a dark elf nation for them.

Yet Alevolenz, due to her dual nature, was impossible to dominate—a fact that she was able to hide from the mind flayers. She took their help and sought to do just as they asked, but not for them. She did it for herself. Alevolenz's secret twin was born with some of the memories and awareness of dark elf nobility—Vrama nobility—already deeply ingrained within her. Horrified at what has happened to House Vrama, she seeks to restore it to the position it once held: the chosen of the Spider Goddess. And Alevolenz will do what she must in order to accomplish this, even if that means starting a war with the surface.

Starting such a war is exactly what she desires. She is currently setting in motion a plot to draw surface dwellers down into the Netherdeep so that she can convince the other dark elf houses that forces on the surface are conspiring to wage a war against them. Only under Alevolenz's control, as queen of all the dark elves, can the dark elves hope to triumph. Her plan has merit—as she takes advantage of an ancient dark elf prophecy that in this year (by their reckoning of time), sun-dwelling elves and humans would strike a terrible blow against the Spider Queen and her beloved. Plus, the dark elves of other houses have indeed seen her meteoric rise to power and the amazing way she has revitalized House Vrama. If they are indeed in danger, would not she be the best to turn to in their need? If she is truly the favored of the Spider Goddess, perhaps *she* should be queen?

All Alevolenz needs to make her—or rather, their—plan work,





is for some surface dwellers to attack her in Ul-Drakkan. This would be a simple matter, really, for the surface dwellers are even more easily manipulated than her own people. An attack against a holy place, a few deaths, a few garnered slaves, a few stolen relics of importance, and everything will transpire as she desires . . .

ADVENTURE SYNOPSIS

The PCs are confronted with a mystery. A church was attacked in the night, holy objects were stolen, and priests and other people related to the church were killed or kidnapped. Divinations and investigations show that the culprits are dark elves. Moreover, the PCs learn a secret most do not know—a dark elf fortress lies in caverns deep below the city itself.

An expedition must be mounted to take on these foes. The PCs can attempt to go alone, as a single strike force able to move quickly and without drawing much attention, or they can lead a larger force of warriors to confront the dark elf fortress directly.

Either way, the trip underground is long and arduous. Many dangers await, not the least of which is the fact that the dark elves may find out that the PCs are coming and try to stop them before they reach the fortress of Ul-Drakkan. The dark elves may set an ambush in a large cave on the PCs' path, and they might poison drinking water for the PCs to find. Finally, the dark elves have a watchtower the PCs must successfully bypass or eliminate on their way.

Once at Ul-Drakkan, the PCs can make guerrilla-like strikes or launch an open assault, although opportunities present themselves for a careful, stealthy strike at the leaders themselves. In any event, with luck and skill, the PCs will free the slaves held by the dark elves, including those kidnapped from the city above; recover the stolen relics; and defeat the Aevolenz, the Queen of Lies herself, once and for all.

ENCOUNTER DESCRIPTIONS

Text that appears in shaded boxes is descriptive and should be read aloud or paraphrased to the players. Other text is for the GM's eyes only and contains information on encounters, traps, puzzles, magic, treasure and instructions on running the adventure.

Encounters with a monster list the basic information needed for the encounter: the creature, number appearing, and individual hit points. For a full description of a monster's or NPC's abilities, see Appendix I: Monster & General NPC Descriptions or Appendix II: Featured Characters.

SETTING THE STAGE

The PCs are in the city, going about their business or resting after another adventure, when they hear terrible news: some murders were committed at the temple of Aesthan and some important relics stolen. Most of the clerics are dead; other people at the tem-

ple are missing altogether. Whoever is responsible must be powerful and not without some experience with magic, for they bypassed and disabled a number of potent magical wards and glyphs.

Aesthan is a deity of virtuous knowledge, discovery, and joy, revered by both humans and elves. This news comes as a terrible blow to the entire community. At this stage, the culprits are completely unknown, and most of the spellcasters available to do divinations are among the murdered victims. See the section below on *Investigating the Attack* for more information.

Using *Queen of Lies* in Your Campaign

This adventure is very easily placed within your own campaign. Any city at all serves as the backdrop—the fact that the dark elf fortress of Ul-Drakkan lies under the city is far from common knowledge. Aesthan can be replaced by any deity in the GM's regular campaign world. The only requirement is that the replacement be a deity revered by elves and to whom at least one of the PCs also claims some connection (either because that PC worships that deity or has friends or family at the temple).

Plot Hooks

The GM should try very hard to make the hook of the adventure as personal as possible. At the beginning of the adventure, a church is broken into. If the party has a cleric or paladin, use their church if possible. Substitute friends, acquaintances, or family members for some or all of the murdered or kidnapped victims.

If that tactic is not possible, then Nael Hargarett or Rhescan Amberlord can contact the PCs directly and find out if they would be willing to undertake the mission to recover the relics and kidnapped victims. Nael and Rhescan will play upon the PCs' sympathies as best they can, and offer a reward of money, magic, or both—whatever will motivate the PCs the most.

Investigating the Attack

The church is located in the heart of the city, in a mostly residential area. It is a single story building with a garden planted on the roof, which can be reached by a staircase in the entrance hall.

The church clearly shows signs of a fight. Blood stains the floor, and shards from shattered holy vessels and other objects lie scattered about the place. By the time the PCs arrive, the murdered victims have been moved to a back room in the temple and laid as delicately and nicely in place as they can be.

Nael Hargarett, a **2nd-level half-elf cleric** of Aesthan, was not present at the church last night, so he is alive and well. If the PCs arrive and offer their aid, he welcomes it immediately. Nael is attempting to oversee the clean-up and the investigation. He is already at his wits' end, for he knows nothing more than he did when he first found the grisly scene early this morning.

A **Gather Information check**, however, provides a few clues if the PCs are willing to ask around the neighborhood.

(see chart on next page)





- **DC 10:** A great commotion was heard at the temple last night.
- **DC 15:** The lights around the temple were seen to go out all at once, shortly before midnight.
- **DC 20:** An hour before midnight, some strange figures were skulking around the church. They were lithe and seemed to move in and out of the shadows.
- **DC 25:** A sewer grate near the church was wrecked and ruined.

A **Wilderness Lore check (DC 20)** allows a character to **track** a thin trail of blood through the street to the sewer grate used by the dark elves to get up into the city. Each day that passes **increases the DC by 15**.

Spells such as *divination* and *commune* also provide information based on the real facts of what happened the previous night.

The Real Facts

Last night, around an hour before midnight, a force of 11 dark elves—5 elite male fighters, 3 elite female fighters, 2 male wizards, and a female cleric named Quirilash—came up through the sewers



using a secret path from the cavernous Netherdeep. Smashing through a sewer grate, they sneaked into the temple of Aesthan and magically extinguished all the lights. In the ensuing melee, they caught the followers of Aesthan completely off-guard and killed most, taking a few of the church's acolytes and laypeople as slaves. They did nothing to cover their tracks, and instead scuttled back through the sewers and down into the Netherdeep.

The murdered victims include:

Darnesthi Dreamwatcher. This 9th-level female elven cleric was the leader of the church and well-respected in the community. She was serene but generous. She died from a *slay living* spell.

Cardolaen Whitesong. A 7th-level male elven paladin, Cardolaen was Darnesthi's protector and assistant. Hardworking and charitable, he was liked by all that met him. He was killed in battle fighting too many foes at once in the dark.

Jeffers Mallory. A 5th-level male human cleric, Jeffers was studious and known by only a few. He was rendered unconscious by dark elf poisons and then his throat was slit.

Marta Gerrit. A 4th-level female half-elven commoner, Marta was chief of the lay community surrounding the church. She was known by all and liked by most. She was felled by a volley of hand crossbow bolts.

The missing include: Therrence Thelonia, a 1st-level male human cleric, and Rahman Terid (human male), Kistræe Neverwind (elf female), and Cam Jaystone (halfling male)—all 1st-level commoners.

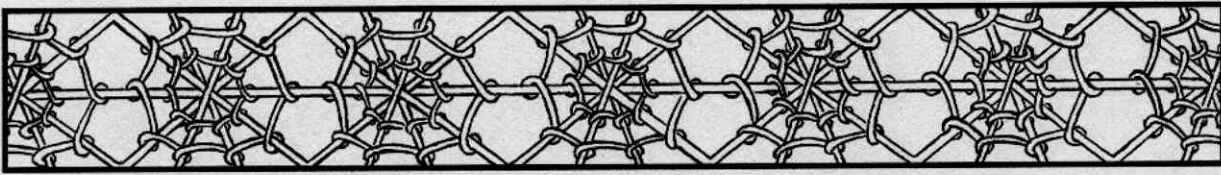
The dark elves also took some of the holy relics of Aesthan—a few of them magical, but all of them of religious importance. The relics include:

Silver Circlet. Worn by Jasthol, one of the legendary high priests of Aesthan, this circlet adds a **+4 enhancement bonus to Wisdom** to anyone who wears it.

Chalice of Reeds. Said to have once held the tears of Aesthan, after the destruction of the great library dedicated to him on the far-off island of Oppalenkar, this chalice has no magical powers but does radiate a faint, residual magical aura. It is made of woven reeds and appears extremely crude and fragile, although it is actually very sturdy.

Arrows of Righteousness. This quiver filled with eight arrows was said to be used by Aesthan himself long ago to fight against some ravenous monsters. Three of the arrows are actually **+2 arrows**, but five are **+2 arrows of slaying magical beasts**. The quiver is magical in that it is ageless.





Enter Rhescan Amberlord

If Nael learns that dark elves are involved in the attack, he immediately counsels the PCs to speak with Rhescan Amberlord, an aging elf known for his experience in fighting dark elves. Rhescan is likely the most renowned, most respected elf in the city.

Rhescan's main concerns are for the elves of the city. He feels responsible for them, as if he is their official leader (though he is not). Members of the elven community bear a great deal of respect for him and listen to his advice; they usually follow his suggestions, or—if the rare case arises where he actually gives them—his commands. Rhescan can be found in a beautiful home of polished wood and glistening natural stone. He has no family, but there are usually at least three or four other elves in his home at any given time.

If the PCs visit Rhescan, he listens to all that they have to say and considers the information carefully. One PC (the others can help) should make a **Diplomacy check**. Elves speaking with Rhescan gain a **+2 circumstance bonus** to this check. A result exceeding **DC 15** indicates that Rhescan helps the PCs with some information and advice. A successful **check versus DC 20** means that he offers actual help in the form of a grant of money for equipment and provisions, should the PCs decide to go into the Netherdeep to track down the dark elves.

Rhescan can tell the PCs about Ul-Drakkan. While he has not actually been there, he knows of its existence and can give a general description of the place (see page 14). As of about thirty years ago, the place was abandoned. Now, Rhescan knows, the dark elves of House Vrama have returned to it. This he knows because he has spoken with an elven woman named Thensia, who was held in Ul-Drakkan as a slave but escaped and made her way to the city about three months ago.

Thensia can tell the PCs the following:

- The leader of Ul-Drakkan is a dark elf priestess named Aevolenz. She apparently rose to power very quickly and very recently. She is often accompanied by her male consort, a wizard or sorcerer (whose name Thensia does not know).
- She knows that the central of the three towers of the fortress is for the powerful and elite. It is also probably the most dangerous.
- She can give general directions on how to get there. Once on the main path, she says, as long as the PCs stay with that path, they will be fine.
- A watchtower, hidden in a huge spider web, waits between the surface and Ul-Drakkan, about six to eight hours walk from the dark elf fortress.
- In the slave pen area, located in some caves to the west of the towers, a secret door must lead to a guard area, because she never saw a guard area, but the dark elf guards just seemed to show up from somewhere.

If some of the PCs believe that Thensia's presence is a little too convenient, they are correct. Aevolenz let her go so that she could reach the surface and tell people about Ul-Drakkan. Thensia is unaware of this ploy, and in fact could never believe such a thing. Rhescan also has difficulty believing this, if it is brought up to him, because he cannot imagine what motive the dark elves could have in bringing down the considerable wrath of the surface.

Thensia is not interested in being an actual guide. Rhescan is also very leery of such a plan, putting Thensia in so much danger when she has clearly already been through so much. A **Diplomacy check (DC 30)** (separate from the one mentioned above), however, could change both their minds and convince them, as long as the PCs display what appears to be the power and competence to protect her and return her to the surface safely when the mission is all over.

Overall, Rhescan strongly encourages the PCs to track down the dark elves. He sincerely regrets that he is too old to go himself. If the PCs' **Diplomacy check** was high enough, he will give them 1,000 gp per PC up front to equip themselves and any other forces that they want to take down with them. If questioned about raising forces or help in the form of additional allies, Rhescan assures them that he can come up with some elves who would be eager to find some of their ancestral enemies and wipe them out in one of their foul lairs.

Gathering Forces

If the PCs desire, Rhescan sends five **1st-level elf warriors** per PC along with them. More **1st-level warriors** (mostly human, but a few more elves) can be recruited by the PCs on their own, assuming that they take at least a week and go about the standard ways of attracting such recruits—posted bills, word of mouth, and so on. One PC can make a **Diplomacy check** (aided by others if desired). The result of the check determines how many more troops can be recruited.

RESULT	TROOPS
11-15	1 human warrior per PC
16-20	2 human warriors per PC
21-25	2 human warriors per PC, plus 1 elf warrior per PC
26-30	3 human warriors per PC, plus 1 elf warrior per PC
30+	3 human warriors per PC, plus 2 elf warriors per PC

Thus, the best possible result is a total of 5 warriors per PC.

The troops, recruited by the PCs or assigned by Rhescan, expect 3 sp per day, plus a bonus of 1 gp each upon returning. These recruits only come along for the current, specific campaign against the dark elves—not for anything longer term. PCs attempting to gather troops beyond this campaign must use the **Leadership** feat.





If the PCs wish to recruit leaders for their forces, two NPC candidates would be willing to come along. Zaetra Stallinash, an elven bard, can lead the elf forces, while Jeren Thor, a human fighter, serves as the commander of any non-elves. Each of these characters would require half a share of any treasure that the PC group finds as payment.

See Appendix I: Monster & General NPC Descriptions for stats for elf and human warriors, and Appendix II: Featured Characters for Zaetra and Jeren.

Maintaining Forces

Moving a large force underground is difficult and slow. In many places, particularly early on in the trip, the group will need to form a single column to make its way through the narrow passages. At times, having these low-level characters with them will be more of a burden for the PCs than a help, for, while traveling, the troops are quite vulnerable.

As time passes underground, the morale of the troops diminishes. If they do not have adequate supplies of food and water, it gets even worse. PCs should take steps to rally their troops with inspiring speeches and perhaps the occasional extra reward or bonus.

Each day, a PC should make a **Diplomacy check (DC 15)** (other PCs may help this check). The following is a list of modifiers to this check.

- +2 Each PC with the **Leadership** feat
- +2 Zaetra Stallinash and Jeren Thor are present
- +1 Zaetra Stallinash or Jeren Thor is present
- +1 Troops are granted a bonus
- +1 PCs use resources (magical healing, for example) to help troops
- +2 PCs show that they are willing to sacrifice for the troops (such as always making sure that the PCs confront the most powerful foes)
- +2 PCs appear to be capable leaders (GM's call)
- +5 PCs raise fallen troops
- 1 Each PC or leader NPC that has died
- 1 Every five troops that have died
- 4 Troops do not have adequate food or water
- 2 Troops were demoralized yesterday
- 1 Each day that has passed underground, after the first two

Failure on this check means that the troops are demoralized for that day. Troops with low morale suffer a **-1 morale penalty to their attack and damage rolls, their saving throws, their skill checks, and their ability checks**. If the troops are demoralized three days in a row, they refuse to fight. If the troops are demoralized four days in a row, they attempt to go back to the surface on their own.

Playing the Troops

So why on earth would a GM want to allow the PCs to bring a couple dozen NPCs along—handling them would be a nightmare, would it not?

Actually, no. There are options for handling the troops that neither bog down play nor force you to run dozens of extra characters and keep track of all their stats.

One option is to have the players control the warriors when they go into battle. This tactic is particularly useful in the *Ambush at Lost River Cavern* encounter, a simple “two armies clashing” sort of encounter. Divide the troops into groups equal to the size of the PC group (or, if the players do not mind playing two characters at once, double that size). Assign each player a soldier, using the statistics found in Appendix I: Monster & General NPC Descriptions. Play through a round of combat for those troops and then switch to another. Since these characters do not have many options or special abilities, these rounds should go by quickly. This option also serves as a nice change of pace.

Toward the end of the adventure, when the PCs get to Ul-Drakkan, they may wish to employ their troops to stage an attack as a sort of diversion while they get inside. This is a viable tactic, but one that will probably result in the loss of a great many of their troops. This action can be dealt with “off stage” if desired, with the players not knowing the ultimate fate of their NPC forces until their characters somehow learn. This is the second method of handling the troops: the GM decides the outcome of what the troops are told to do, based on the situation, and relates that information to the PCs only when they become aware of it.

For example, in the *Ambush at Lost River Cavern*, the GM may decide that the troops face overwhelming forces and will lose the battle, suffering 1/3 casualties before retreating, unless the PCs either seriously decrease the numbers of their foes (by at least half) or kill the leaders of the dark elves (Tharion and Thariust) within the first five rounds of the combat. In this case, the troops suffer 1/10 casualties and overcome their foes.

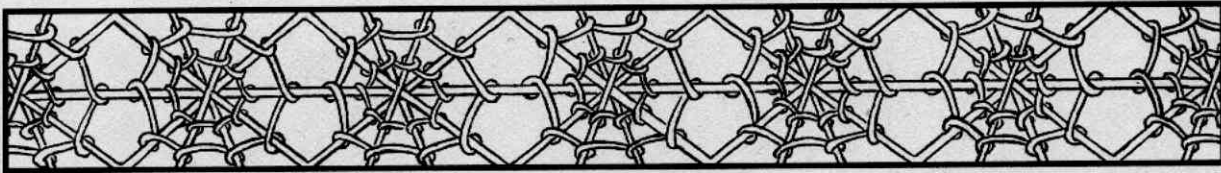
Dark Elves of Ul-Drakkan

When the evil Spider Goddess tempted the elves that would eventually follow her underground, those most faithful to her became the first true dark elves, or “vrama.” At least, so say the legends of House Vrama. It is true that moreso than other dark elves, the females of House Vrama are slightly more powerful and capable. Thus, House Vrama is even more clearly a matriarchy. Males are obviously inferior and suffer for it, although those who are wizards still become very powerful.

These dark elves are as cruel, hateful, debased, and vile as can be imagined. They delight in pain inflicted upon others, and sometimes—even more perversely—when inflicted upon themselves. They freely consort with undead and evil outsiders.

In battle, they are eager to take prisoners, but only because they can use these prisoners in their torture dens and as slaves. They use subjugated creatures such as bugbears for menial and dangerous





tasks, but treat them just well enough to make sure that they do not revolt.

Dark elves utilize *sintrin*, a poison that causes unconsciousness for 1 minute, at which time another Fortitude save (DC 16) is required, or the victim is out for 1 hour. Heavy use of this against other races allows the dark elves to take more prisoners. Each dark elf of House Vrama is raised imbibing small doses of *sintrin*, so that each individual develops a complete immunity to it.

The dark elves of Vrama compulsively hide at least some of their valuables on their person rather than simply storing them in their bag or pouch. When a dark elf is searched, the character must make a Search check. At least one of the pieces of equipment listed for the dark elf is hidden in one of the ways described below (pick an appropriate one, or roll d12 until an applicable result comes up).

ROLL Item/Location/DC

- 1 Hollow weapon hilt hides coins (DC 25 to find)
- 2 Hollow weapon hilt hides potion (DC 25 to find)
- 3 Key/gem/wand hidden in hair (DC 20 to find)
- 4 Key/gem/wand sewn into clothing (DC 25 to find)
- 5 Key/gem/wand sewn into flesh (DC 30 to find)
- 6 Key/gem/wand hidden in armor (DC 25 to find)
- 7 Dagger hidden in boot (DC 20 to find)
- 8 Potion vial hidden in boot (DC 25 to find)
- 9 Coins hidden in boots (DC 20 to find)
- 10 Potion hidden within a false object (hollow rock, bottle that appears to store ink, false bottom of scroll tube, etc.) (DC 25 to find)
- 11 Scroll rolled up in pant leg (DC 20 to find)
- 12 Key/gem/wand hidden in body cavity (DC 28 to find)

Some of the most intense dark elves actually trap their own possessions. Each of these traps is minor, but they are meant to discourage theft or tampering—living in an evil society encourages devious behavior. Choose from the following list or roll 1d12 to

ROLL Item/Location/DC

- 1-6 No trap
- 7 Weapon hilt hides pop-out spring needle with poison: *Poison Needle Trap*: CR 2; pricked automatically (no damage), poison (initial damage 1d6 temporary Con, secondary damage 1d6 temporary Con); Fort save negates (DC 17); Search (DC 24); Disable Device (DC 20).
- 8 Bag or pouch spurts poison gas: *Gas Cloud Trap*: CR 2; 5-ft. poison cloud (initial damage 1d6 temporary Con, secondary damage 1d6 temporary Con); Fort save negates (DC 16); Search (DC 23); Disable Device (DC 20).

- 9 Armor or clothing hides hidden, poisoned needles: *Poison Needle Trap*: CR 2; pricked automatically (no damage), poison (initial damage 1d6 temporary Con, secondary damage 1d6 temporary Con); Fort save negates (DC 17); Search (DC 24); Disable Device (DC 18).
- 10 Armor rigged to seize or move awkwardly unless certain straps and wires are adjusted properly: *Armor Trap*: CR 1; armor has additional -6 armor check penalty; Search (DC 24); Disable Device (DC 28).
- 11 Bag is firetrapped: *Firetrap*: CR 4; 5-ft. fireblast (1d4+7); Reflex save halves (DC 16); Search (DC 29); Disable Device (DC 29).
- 12 Armor interior has a *glyph of warding*: *Glyph of Warding*: CR 3; 5-ft. cold, fire, acid, lightning or sonic burst (3d8); Reflex save halves (DC 14); Search (DC 28); Disable Device (DC 28).

determine what sorts of personal traps a dark elf might have:

All dark elves of House Vrama have the following traits:

Ability Scores:

- Females: +4 Dex, -2 Con, +2 Int, +2 Cha
- Males: +2 Dex, -2 Con, +2 Int, -2 Cha

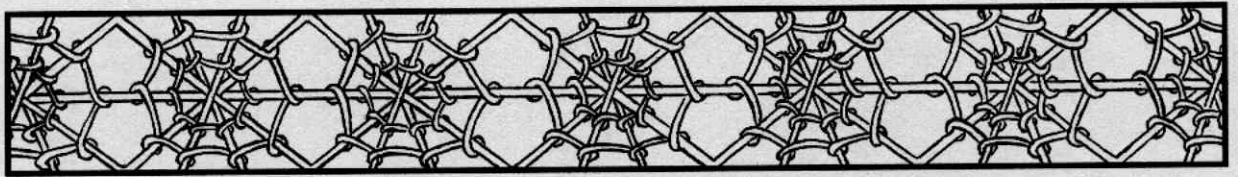
Spell-like Abilities (Sp) (all once per day, using character level as caster level):

- Females: *clairaudience/clairvoyance, dancing lights, darkness, discern lies, dispel magic, faerie fire, suggestion.*
- Males: *dancing lights, darkness, faerie fire.*

Other Traits (Ex):

- SR 11 + character level
- Immune to sleep spells and effects
- +2 racial bonus to Will saves versus spells or spell-like effects
- +2 racial bonus to Listen, Search, Spot
- +1 racial bonus to Hide and Move Silently checks
- Proficient with either hand crossbow or repeating crossbow
- Darkvision 120 feet
- Favored Class: Cleric (females), Wizard (Males)
- Light blindness: Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds dark elves for 1 round. In addition, they suffer a -1 circumstance penalty to all attack rolls, saves, and checks while operating in bright light
- CR: character level +2 Females or +1 Males





Dark Elf Tactics

Dark elves are very intelligent, which shows when they fight. They set up encounters so that some of their force approaches foes in melee while others stand back to use ranged weapons and spells. They are accustomed to fighting in small spaces and so use tactics such as firing their crossbows from a doorway and then moving away to hide. If possible, large groups of dark elves spread out so that they will not all be caught in a single spell radius.

Because they possess spell resistance, sometimes dark elves risk catching their comrades in the areas of their own spell effects (this also relates to with their evil nature).

Dark elves hate fighting invisible foes. Most dark elf clerics high enough to cast the spell prepare *invisibility purge* and are quick to use it in a fight. In general, dark elf spellcasters are quick to cast *dispel magic* to rid foes of their magical advantages. They also make good use of **counterspelling**.

The dark elves do not forget that even the lowest level female Vrama can cast *dispel magic* and *suggestion* and that every one of them can cast *darkness*. These magical abilities make every fight against the dark elves into a very strange and unexpected encounter.

Dark Elf Houses

The dark elves are separated into factional noble houses. Most dark elves pledge allegiance to one house or another, and occasionally an individual will switch these allegiances (but a reputation for switching houses too much is a sure way to get killed for being untrustworthy—ironic, of course, as all dark elves are untrustworthy). Most of the time, a dark elf is born into an allegiance with a noble house and never wavers from it. In an evil society, one needs what allies one can manage, and the mutual protection network that dark elf houses provide—not unlike the way street gangs in surface cities might work—is one good way to stay alive in their incredibly dangerous culture.

Dark elves wear pins with their house symbol, showing their allegiance. Although they are supposed to wear these pins openly, not all do.

Vrama: Vrama is a powerful dark elf house that has quickly risen from a lowly position because of Alevolenz. Vrama was once a great house, its people the chosen of the Spider Goddess. Even the name “vrama” means “true dark elf,” or more literally “true child of the Spider Queen.” Vrama’s symbol is a skull-shaped mushroom with a sword thrust into its top.

Yurganth: This house is a rival of House Vrama. Although there is not open conflict between the two, all dark elves know well that a sign of weakness by either house will bring a swift attack from the other. The symbol of House Yurganth is a skull with spider legs.

Leisarn: A house neutral to Vrama and Yurganth. Leisarn’s symbol is a curved knife against a spider web background.

Thess: A minor house allied with (and owing fealty to) House Vrama. The symbol of House Thess is a leering demon face on a background of reptilian scales.

The Netherdeep

Beneath the surface of the world lies a vast network of caves and underground passages. Many are naturally occurring; others were delved from the earth itself by the creatures and peoples that live in this strange underworld. Dark elves, mind flayers, kuo-toa, duergar, troglodytes, and other creatures dwell in this subterranean land. Most of them are quite evil and make war against each other frequently.

The passages that lead to Ul-Drakkan are uneven and twisting near the surface—natural limestone caves and tunnels. Travel through these passages is slow and difficult (natives of the Netherdeep such as dark elves have less difficulty than surface dwellers). As one nears Ul-Drakkan, particularly once a traveler passes through the Lost River Cavern, the passages become more regular. The dark elves have, over many centuries, worn and worked these passages into veritable highways.

Movement underground through these passages, up to the Watchtower, is about 1.5 miles per hour for characters with a **speed of 30**. This rate increases to 2.5 miles per hour from the Watchtower to Ul-Drakkan. If the **speed** for any of the group is **20**, this rate decreases to 1 mile per hour and about 1.5 miles per hour—which is also the rate of the PC group with a large number of troops. The trip, on the whole, takes a group of PCs about 6 days to reach Ul-Drakkan, 9 to 10 days with troops.

Random Encounters For Traveling in the Netherdeep

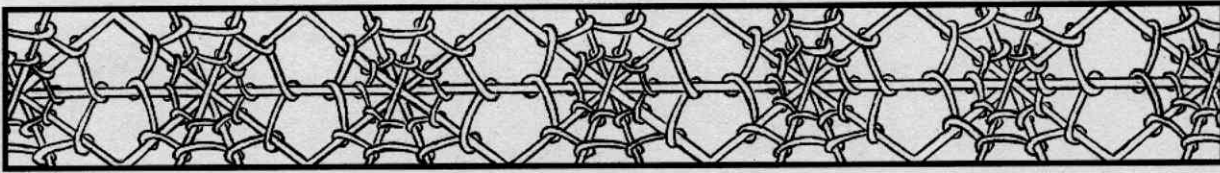
Use this table if more encounters are desired for the trip to Ul-Drakkan. Check each day.

D20

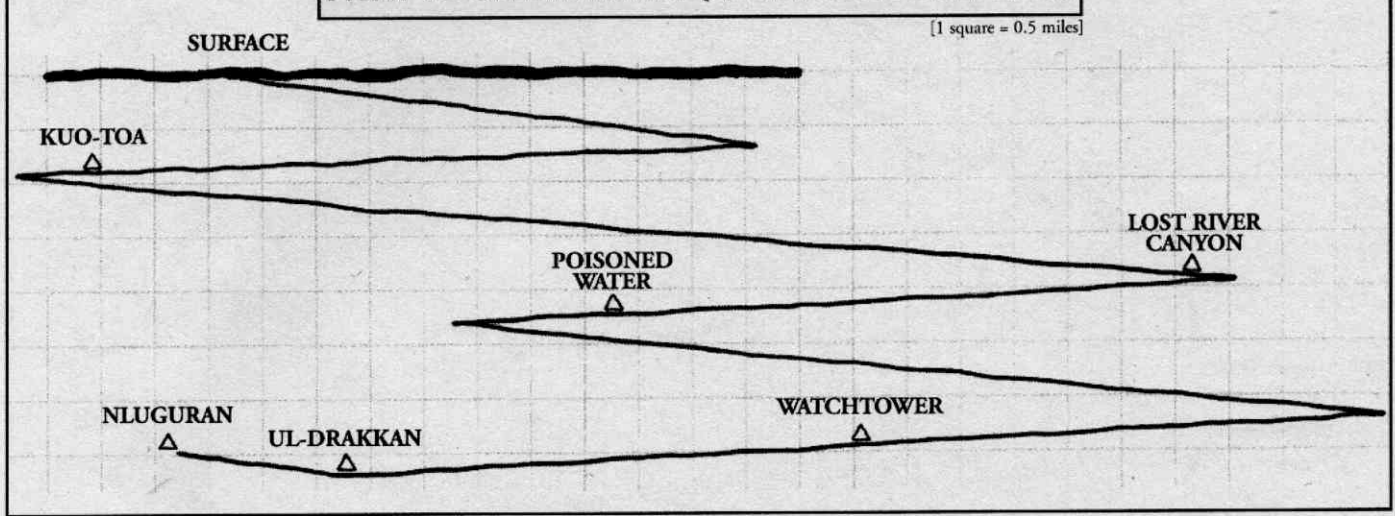
ROLL Item/Location/DC

1-8	No encounter
9-10	Bats, an interesting patch of fungus, a narrow passage past a chasm, or some other intriguing but relatively harmless encounter
11	1d6+4 bugbears, patrolling (50% of the time, they are allied with dark elves)
12	1d3 trolls, hunting
13-14	1d4+3 kuo-toa hunters
15-16	Dark elf merchants (1d4+1 commoners, 1d3 guards, 1d4 pack lizards)
17	Dark elf fungus gatherers (1d4 commoners, 1d6 bugbears, 1d4 random slaves)
18	Dark elf military party (1d4+2 male guards, 1d3 female guards, 1 elite male, and 1 elite female)
19	Mounted military party (1d2+1 elite female guards, each with a deinonychus)
20	Mounted nobles (1 elite male and 1 elite female, each on a hieractosphinx)





PATH TO UL-DRAKKAN (ABSTRACTED SIDE VIEW)



CHAPTER I: THE JOURNEY

Beginning of the Trip

The first part of the journey simply involves trudging through the sewers. Tracking the dark elves through the sewers requires a **Wilderness Lore** check (DC 25). Only takes a few hours of simply poking around, however, will reveal a break in the walls of the sewer that leads down through a worked passage that eventually reaches natural passages. With Thensia's descriptions, this is even easier and takes very little time.

From there, simply following the major passages gets the PCs to Ul-Drakkan. A **Wilderness Lore** check (DC 25) allows the PCs to note that they take a passage traveled by others. To be certain that the others are dark elves requires a further **Wilderness Lore** check (DC 30). Use the abstracted side view map to track the PCs' progress, but keep in mind that the passages are winding, ascending and descending in and out of natural caves, and generally very uneven. In general, moving faster than one's speed in these passages and caverns requires a **Balance** check (DC 12) to avoid slipping and falling (the caverns are also uniformly damp).

The Kuo-Toa Hunters (EL 8)

The winding passages do not allow for quick or easy travel. This trip is already long and harsh, and you have just barely started. Lowering yourselves down a passage with a steep decline, you come to a crossroads where a minor tunnel intersects yours. Standing at this intersection are eight humanoids. Their pale green scales glitter in your light, their wide, white eyes startled by it. They hoist spears and shields defensively. One croaks and gurgles what sounds like a command.

The PCs literally stumble into a small hunting party of kuo-toa. This can simply be a straightforward combat encounter; however, if the PCs attempt to communicate with the kuo-toa, they may be able to learn some valuable information. Assuming that they can somehow communicate with the kuo-toa and make a **Diplomacy** check (DC 25) or offer at least 500 gp worth of treasure, the kuo-toa can reveal the following information:

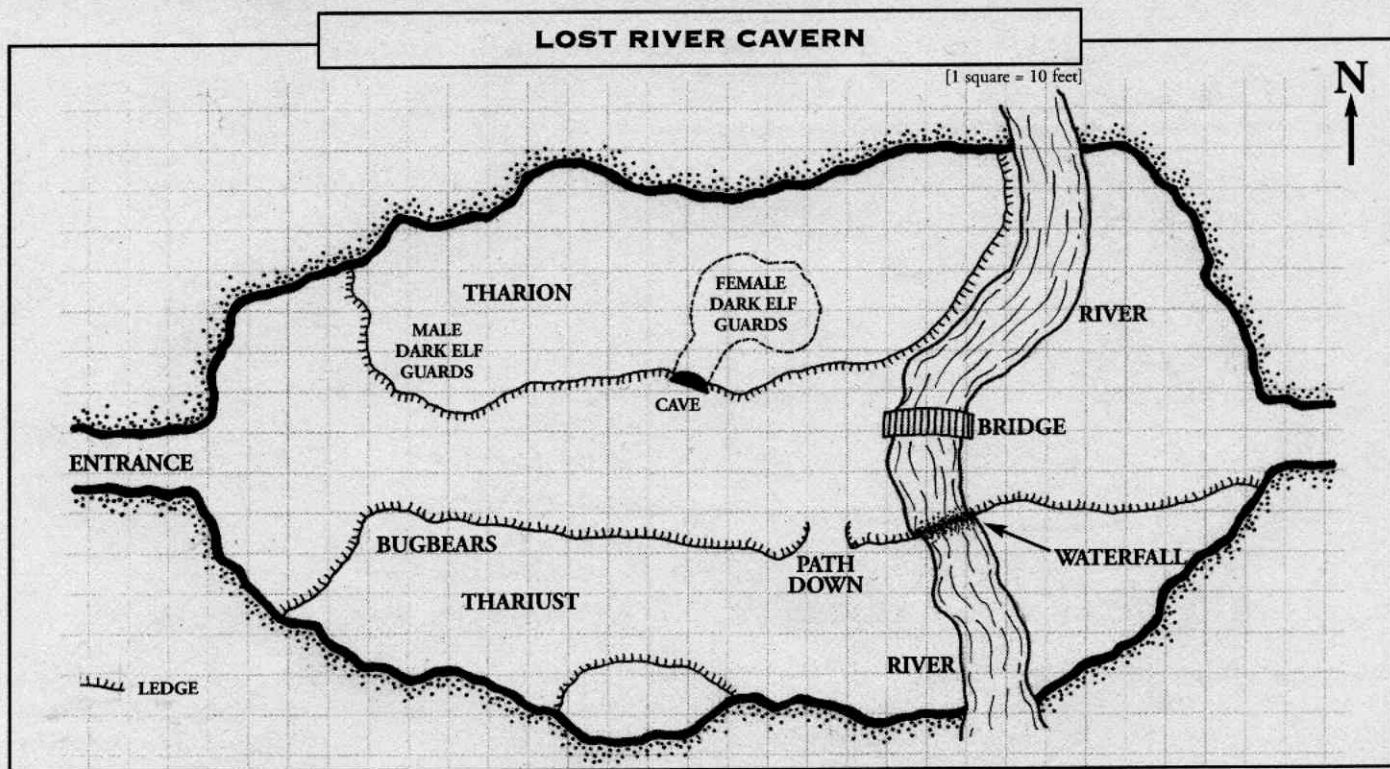
- "Dark elvesss more active in this area noooow. Fortress of Three Towers wassss abandoned, now not. House Vraaaaama in charge of fortress. House Vraaaaama active now."
- "New Vraaaaama leader isss very powerful. Very croooooo. Something straaange about her."
- "Other dark elf housesss, not like new leader. Afraaaay-id. House Yurgaaaanth, enemy of house Vraaaaama. If weaken House Yurganth, House Vrama attack. If weaken House Vraaama, House Yurganth attack."

Kuo-toa (8): hp 10, 11, 11, 12, 14, 14, 15, 18.

Lost River Cavern Ambush (EL 14 or 15)

A glittering limestone cave stretches two hundred feet or more ahead of you. The natural cavern floor has a well-worn path through the center. The rough floor rises sharply as a twelve-to thirteen-foot ridge to each side, each of these shelves is about forty feet across and both are about thirty feet apart. In the distance, you can hear rushing water splashing against rocks. The stone throughout the cavern appears wet and slippery.





If the dark elves know that the PCs are coming, they set up an ambush for them here. Otherwise, the large cave is empty.

Alevolenz assigns Tharion and Thariust, dark elf siblings, to be in charge of the ambush. They command 5 typical male and 3 typical female dark elf guards mounted on deinonychuses, and 8 bugbears. If the PCs brought troops with them, the opposition includes 8 more typical male and 5 more typical female dark elf guards, as well as 10 more bugbears. Tharion and Thariust are arrogant and severe. They both have long black hair framing their dark faces, and both wear dark black and dark blue cloaks and clothes—it is, in fact, often difficult to tell the two apart.

The troops are positioned and hidden at the places marked on the map. The idea is that the intruders come into the cave and pass through the raised areas. When this happens, the male guards and the bugbears spring out and fire ranged weapons down upon their foes (+1 **attack bonus for attacking from above**). The bugbears are all armed with 5 javelins as well as morningstars. After one round of this pelting, the female guards and the deinonychuses come out of the cave marked on the map and enter into melee. Tharion and Thariust support with spells such as *fireball* and *Melf's acid arrow* from Tharion, as well as a *wall of fire* to protect a weakened flank or to cut off enemy troops; and *hold person*, *bleed*, *doom*, and *chaos hammer* from Thariust. Thariust casts *endurance* on both herself and her brother before the battle, as well as *protection from elements (fire)* on herself and *resist elements (fire)* on Tharion. Tharion casts *mage armor* and *fly* on himself. If the dark elves hear the PCs and/or their troops approach, Tharion uses the interven-

ing time to cast *shield* and *displacement* on himself and Thariust casts *invisibility purge*, *shield of faith*, and *divine favor*.

Tharion and Thariust do not know this, but Alevolenz does not want them to succeed in stopping the PCs. Instead, she wants the ambush to give the appearance that she is handling the situation well, so that the dark elves of the other houses ultimately accept her as their leader against the "invading armies of the surface."

Tharion (1): hp 22 (29 with endurance).

Thariust (1): hp 32 (48 with endurance).

Typical male dark elf guards (5): hp 5, 6, 7, 7, 8.

Typical female dark elf guards (3): hp 11, 11, 12.

Deinonychuses (3): hp 32, 34, 35.

Bugbears (8): hp 12, 14, 16, 16, 17, 18, 18, 20.

Typical male dark elf guards (8): hp 4, 5, 6, 6, 7, 8, 8, 10.

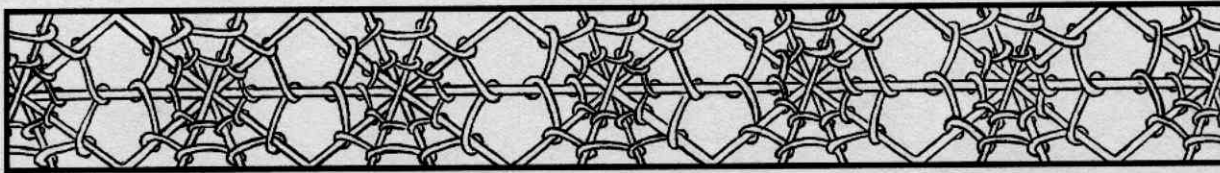
Typical female dark elf guards (5): hp 9, 10, 12, 13, 15.

Bugbears (10): hp 11, 12, 13, 14, 16, 17, 17, 18, 19, 20.

Poisoned Water

Probably three days after the ambush at Lost River Cavern, the PCs come to a side cavern with a large pool of water fed by a spring. The dark elves, however, have contaminated this water. Anyone drinking the water here must make a **Fortitude save or suffer 1d4 initial points of temporary Constitution damage and 1d4 secondary points of temporary Constitution damage 1 minute later.**





CHAPTER II: THE APPROACH

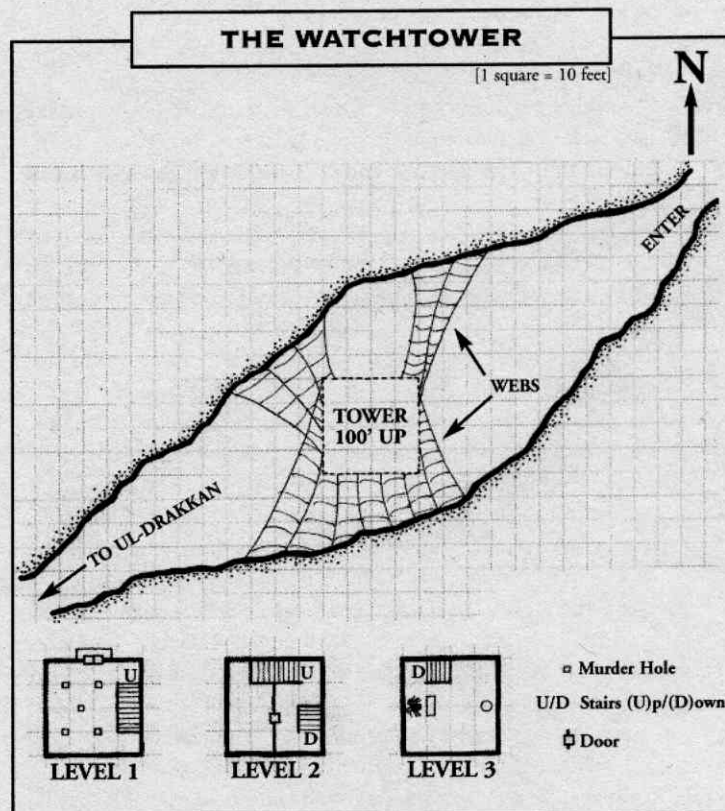
The Watchtower

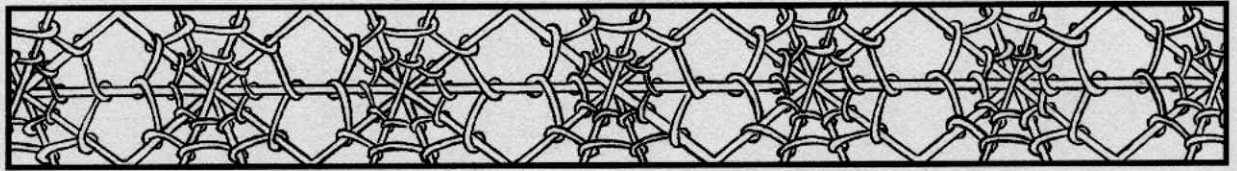
The passage widens into a long cave. A well-worn path runs through the middle of this cave around ancient boulders and stagmites. The cave is quiet—not even a hint of a fluttering bat's wings stirs the air.

This cave holds the main outpost of Ul-Drakkan, commanded by Quirilash, Alevolenz's chief rival within House Vrama. The watchtower is not at all noticeable unless characters look for it carefully. The cave's ceiling is incredibly high—almost 200 feet. About 100 feet above the cave floor, massive webs crisscross the entire cave in a tight pattern and fill the cave up to the ceiling. The strands are each about 8 to 12 inches in diameter and do not burn (they are multiple bebilith web strands, woven together: **Hardness 5; hp 70; Break DC 45**).

Suspended within the cave is a stone tower, completely supported by the strength of the hundreds of web strands connecting it to the walls and ceiling. The tower has three levels, detailed below.

When intruders enter the cave, if the guards in Level 1 or Quirilash in Level 3 (looking into the crystal sphere) sees them, they attack. Quirilash already has *bull's strength* and *endurance* cast upon herself (adding +1 to **attack** and **damage** rolls in **melee**, and adding +18 hp and +2 Fort saves).





Round 1: The male guards remain in the tower and fire crossbows down at intruders. Quirilash uses the crystal sphere to create a *major image* of herself floating down from the webs, taunting the intruders (and hopefully drawing their attacks).

Round 2: The male guards continue to fire. Quirilash casts *protection from elements* (lightning).

Round 3: The male guards cast *darkness* on pebbles and drop them into the midst of the intruders.

The female guards reach the platform on Level 1, taking the trained monstrous spiders with them. They coax the spiders to lower themselves down into the cave by their web strands, with the guards hanging on. They attempt to drop right down into melee with the intruders. This is a **standard action** for both dark elf and spider.

Quirilash moves down into Level 1.

Round 4: The male guards continue to fire. Quirilash casts *flame strike*. One female guard casts *dispel magic* while the others fight.

Round 5: The male guards continue to fire. Quirilash casts *spiritual weapon*. A female guard casts *dispel magic* while the others fight.

If it appears that the PCs are on their way up the tower, Quirilash casts (in this order, depending on time): *divine favor*, *shield of faith*, and *protection from good*.

Level One (EL 7)

Outside this level, a 10-foot by 5-foot platform stands before the stone double doors leading into the tower.

Barred stone doors: 4 in. thick; **Hardness 8; hp 60; Break DC 28.**

This level is a single 40-foot square chamber. Five murder holes covered with iron hatches are built into the floor of this level, for guards to watch the floor below as well as to fire crossbows or drop alchemist's fire.

A grimly decorated chamber, this square room contains four beds, a long table covered with stone dishes, a few boxes, and swords and shields hung on the walls alongside a large black banner embroidered with the green sword and mushroom skull symbol. Five hinged metal plates are attached to the floor. A staircase leads up to a level higher in the structure.

The male guards live here, keeping a rotating shift watching out of the murder holes (which provide **9/10 cover: +10 AC, +4 Reflex saves**). They attack and fight to the death for fear of Quirilash's wrath if they do not.

The boxes contain clothing and random personal gear. The swords and shields bear dark elf devices but are mostly decorative. Near the door is a 100-foot long rope ladder made of (spider) silk.

Typical male guards (4): hp 5, 6, 6, 8.

Elite male guard (1): hp 27.

Level Two (EL 9)

The scent of incense and perfume grows strong as you enter this room. A single stone door leads out of here, although a staircase climbs even higher still beyond this level. The floor is covered in a well-worn black and purple carpet. The walls are decorated in an intricately carved spiderweb pattern. Four violet curtains are pulled back, but it is clear that when they are not, they each conceal a small area with a silk-covered bed and a small dresser.

The female guards live here. A small monstrous spider lives under each bed. The spiders are trained pets, each imprinted upon a single individual guard.

If a character makes a **Search check (DC 20)**, she notices that four spiders are hidden here and there amid the spider web carving. Each spider marks a hidden cache that contains 3d10 pp, 5d10 gp, and a single (random) potion rolled on the minor column of the potion chart in the *DMG*.

Typical female guards (3): hp 8, 11, 13.

Elite female guard (1): hp 28.

Small monstrous spiders (4): hp 3, 4, 6, 7.

The additional room on this level is the personal chamber of Quirilash. The door is locked (**Open Lock DC 30**; Quirilash has the key), trapped by a *glyph of warding*.

Glyph of Warding: CR 3; 5-ft. sonic blast (4d8); **Reflex save halves (DC 17); Search (DC 28); Disable Device (DC 28).**

Black curtains and carpets cover this dark chamber. A large, circular bed lies in the middle of the room, covered in black silk sheets strewn messily across it. A spider-shaped crystal chandelier hangs from the ceiling, although it appears to be for burning incense rather than candles.

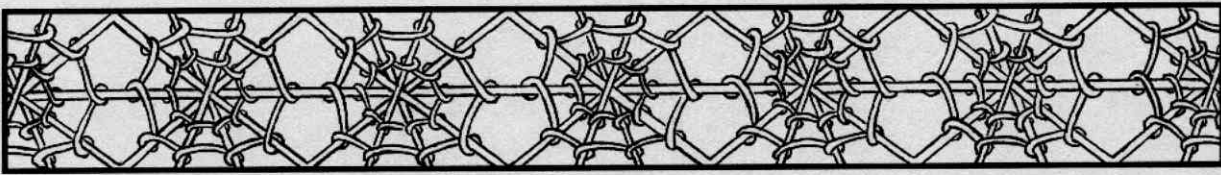
Quirilash is unlikely to be encountered here. She is more likely to be on Level 3.

A curtain hides a small alcove (**Search DC 13** to find) that contains a chest. The chest is locked (**Open Lock DC 30**; Quirilash has the key) and trapped by another *glyph of warding*.

Glyph of Warding: CR 3; 5-ft. acid spray (4d8); **Reflex save halves (DC 17); Search (DC 28); Disable Device (DC 28).**

The chest contains clothing and other personal gear belonging to Quirilash, as well as an ornate silver hand mirror (250 gp), a black metal and ivory jewelry box (100 gp), and a gold scroll tube (80 gp). The jewelry box contains six pairs of gold or silver earrings (25 gp each), a gold bracelet (75 gp), two platinum rings (20 gp each), and a platinum and onyx necklace (800 gp). The scroll tube has a scroll of *unhallow*, *monster summoning IV*, and *remove blindness*.





Level Three (EL 12)

A vaulted ceiling rises above this chamber, filled with wisps of incense. A huge statue looms over one end of the chamber, a giant spider ten feet high and fourteen feet across. It has the head of an angry, ebony-skinned elven woman. Beneath the statue is a long basin, about six feet long and half as wide and high. Opposite the statue is a crystal sphere mounted atop a brass tripod; the sphere is two feet in diameter and flanked by a pair of brass incense burners. The floor is covered in a black carpet with a stitched silver pattern resembling a spider's web spreading out from the statue.

This is a temple to the Spider Queen, where Quirilash spends most of her time. The basin beneath the statue is for living sacrifices. One must be made each week in the name of the Spider Goddess to power the crystal sphere. The sphere serves three purposes. It can be made to scry anywhere in this cave (and is usually trained on the entrance), and it can be used to communicate with the similar crystal sphere in Ul-Drakkan (see Chapter IV: The Towers, Area T1-25). Lastly, if in dire need, Quirilash can call upon the Spider Goddess once. As a standard action, gazing through the crystal at the statue, Quirilash can call for the goddess to open a *gate* through which a pair of driders comes directly from the deity. These driders do as Quirilash asks and stay as long as needed. Since she can only do this once, the dark elf priestess is hesitant to use this power.

Quirilash (1): 56 (74 with *endurance*).

Driders (2): hp 60, 66.

In the Webs (EL 9)

If the PCs attack the tower, they probably need to enter the webs around it first. If they do anything other than move directly to the platform at the base of the tower and go in through the door, the creator of the webs skitters quickly toward them and attacks. This bebilith was a gift from the Spider Queen. It maintains and protects the webs, leaving the dark elves to come and go unmolested, but the dark elves have no direct command over it. If it suffers damage that takes it below 15 hp, it escapes via the astral plane.

Bebilith (1): hp 110.

Savinian (EL 3)

This encounter occurs after the PCs have passed the Watchtower. It may seem like a random encounter on the well-traveled passages nearest Ul-Drakkan.

Two dark elves approach. They seem cautious but not particularly alarmed. A male wears a chain shirt and bears a short sword and a female wears only a long purple cloak with a hood, but these two seem little more than travelers.



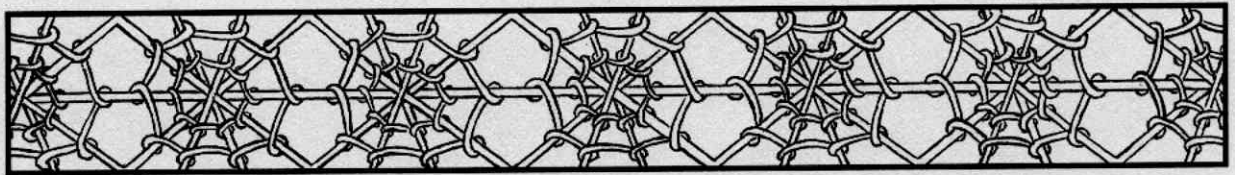
These two dark elves are indeed travelers and have no knowledge of the PCs or their approach to Ul-Drakkan. They are not at all expecting a fight.

Savinian, the male, is a spy from house Yurganth traveling with Vissan, a Vrama dark elf female who is seeking Ganthau, the dark elf loremaster in Ul-Drakkan (see Chapter IV: The Towers, Area T1-16). Vissan has no idea that Savinian is a member of an enemy house—she believes him to be a friend and a traveling companion.

If the PCs confront Savinian and Vissan, Savinian is quick to betray Vissan if he thinks it will save his life. In exchange for his life, he offers to tell the PCs about Ul-Drakkan. Unfortunately, Savinian has never actually been there. He does know, however, that he has contacts from his house there, and that a secret way leads into the stronghold (he does not know what it is, but he thinks he can find out).

Savinian seeks to meet with Ganthau—whom he has never met before—because House Yurganth believes that the loremaster would be willing to defect, join their house, and give them secrets from House Vrama. If the PCs are looking for a way to get into Ul-Drakkan in disguise, doing so in Savinian's company is not a bad option (they must provide their own disguises, however). Savinian





is truly willing to work with the PCs, since he sees them as fellow enemies of Vrama and potential allies with a lot of power who are unlikely to betray him as quickly as dark elves.

Savinian's contact within Ul-Drakkan is a female guard named Daerane (see Chapter IV: The Towers, Area T1-2).

Savinian (1): hp 10.

Vissan (1): hp 8.

Ganthau the Traitor

Meanwhile, Ganthau the loremaster—who has been scrying Savinian—now begins to scry the PCs if possible. He is interested in helping them, although if they plan on going with Savinian and entering Ul-Drakkan in secret, he will wait to talk to them when they get there. See Chapter IV: The Towers, Area T1-16, for more information.

Otherwise, Ganthau will send the PCs messages using the *whispering wind* spell in order to tell them about the secret entrance in the stables. Such messages provide brief directions and mention the teleportation circle as a way to get no more than eight people into the main tower. For example: "To find magical gate into Ul-Drakkan, go to stables east of towers. Find reptile keeper's quarters. Secret door to south. Eight people only."

Ganthau does not strive to meet characters teleporting in. He assumes that they will do enough damage once inside. He attempts to flee the tower as discreetly as possible. He does, however, leave the PCs a note in his chamber, should they come in. It simply says, in elvish:

Kill, kill, kill, my friends. I let you in to kill the Vrama. Well done.
—Ganthau of House Yurganth.

CHAPTER III: UL-DRAKKAN

The Cavern of Ul-Drakkan

This huge cave is one thousand feet long and almost that wide. The cavern ceiling, covered in stalactites, is over three hundred feet above you. The entire cavern pulses with a luminous, violet glow from the phosphorescent fungus that grows throughout. Multiple patches of fungus on the floor of the cave seem almost like large copses of trees more than underground growths, despite their white, milky blue, and violet colors.

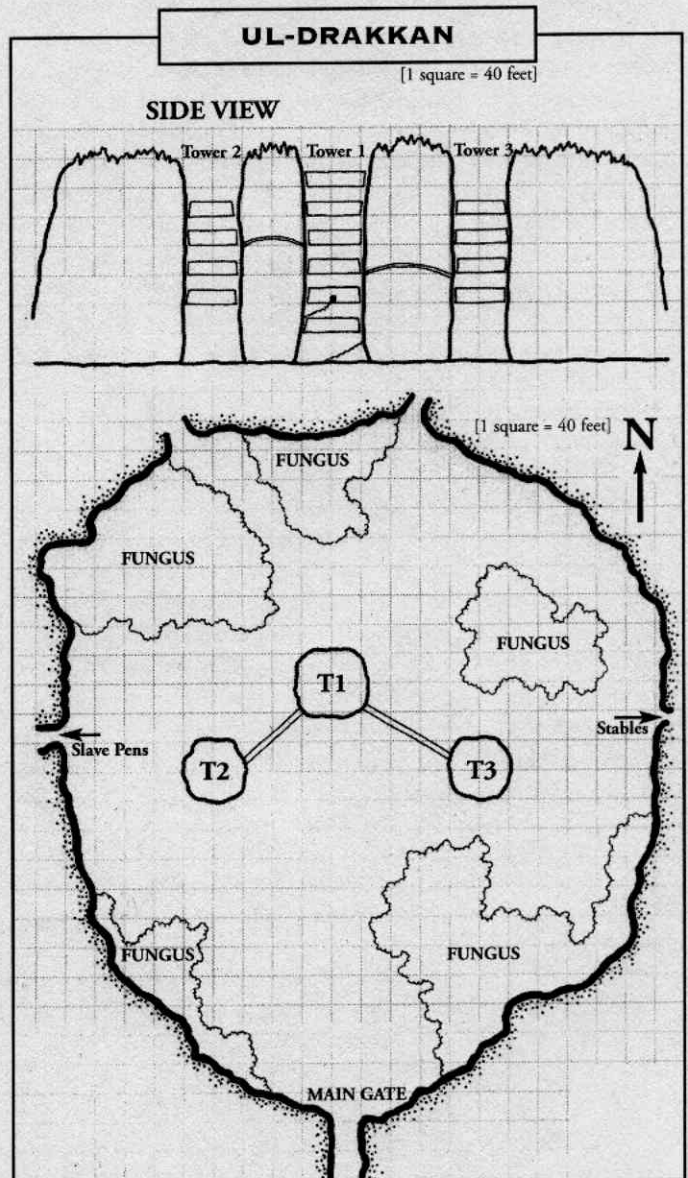
In the center of the cavern, three massive columns stretch from floor to ceiling. Each of these is dotted with glowing specks that appear to be windows. Stairs climb around the bases of all three, rising to doors high above the floor. Thin span bridges connect the central larger column to the smaller ones.

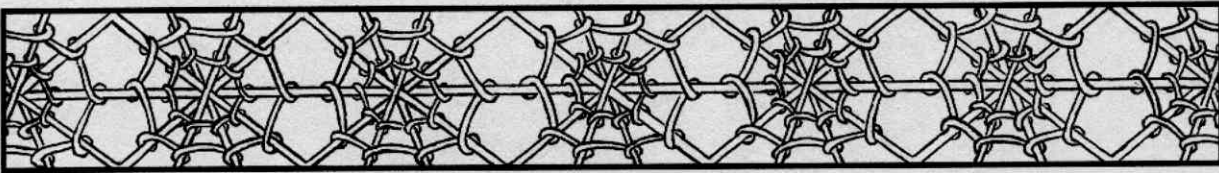
The columns are the three towers of Ul-Drakkan. The rearmost, Tower 1, is the central structure, housing the Temple of the Spider

Queen as well as providing a home for the more powerful and influential members of House Vrama. The other two towers are support structures and are also filled with the sophisticated repeating ballistae that make House Vrama a force to be reckoned with on the battlefield. To either side, small cave entrances lead to minor complexes related to the fortress (to the east, a stable/kenel; to the west, slaves).

To the north, two passages exit the cavern. The westernmost of these leads to a fortified area controlled by House Vrama, manned like the main gate. Beyond that, the passage leads still deeper underground, eventually branching off to areas controlled by other dark elf houses, mind flayers, duergar, and other races.

The northeastern passage leads to another cavern about the size of this one, filled with a city of nearly nine thousand inhabitants





known as Nluguran. Mostly dark elves, the city's population also includes slaves, bugbears, and visitors including kuo-toa, mind flayers, troglodytes, and even demons. Much of Nluguran's population comprises the dregs of the culture—not good enough to become a part of the military castes, to take up the study of wizardry, or to become priestesses. Nluguran is mostly controlled by House Vrama, with some minor control by House Thess.

The PCs come into the cavern from the south, which means that they must deal with the Main Gate (see below).

The Main "Gate" (EL 13)

This encounter is extremely difficult. Careful PCs, however, can easily bypass it by sneaking past rather lax guards.

The passage ends at the mouth of a large cavern, the smooth, well-trodden floor rising up like a ramp. On either side of the 30-foot long ramp, a moss-covered masonry wall is topped with crude battlements. A large, hairy humanoid stands atop either wall, holding a long polearm, staring blankly ahead. From beyond the right-hand wall, loud snoring can be heard.

The snoring sound is Gurtan, a fire giant with spiked plate armor and a huge maul. His left little finger is tied, by a cord, to the leg of the bugbear on the wall nearest him. Thus, even a 5-foot step on the bugbear's part (or if the bugbear falls or wishes to take a **move-equivalent action**) wakes the giant, who takes 1d2 rounds to get ready for combat.



Gurtan has a collection of spiked metal balls that he throws, rather than regular rocks. He keeps the balls hanging from hooks on his back and all over his armor.

The bugbears are elite warriors, and five more behind the left wall make for a total of seven elite bugbears. Neither of the bugbears on the walls are alert—assume both roll a zero on their **Listen and Spot checks**. The bugbears behind the wall toss bones for coppers and are not at all alert. They take 1d3 rounds to get ready (grabbing their weapons and so on) to fight.

Gurtan, fire giant (1): hp 212.

Bugbear, elite warriors (7): 42, 45, 45, 53, 53, 57, 62.

Rumors about Alevolenz

With Alevolenz's meteoric rise to power, a number of rumors circulate about her background. The GM can include some or all of these rumours as disinformation learned by the PCs. They include the following:

- She is a mind flayer.
- She is a dark elf from the distant past come here to raise House Vrama to its former glory.
- She is a surface elf seeking retribution against her own people for some terrible wrongdoing.
- She is an agent from House Yurganth come to usurp control from within.
- She is a half demon.
- She is a succubus in disguise.

States of Alert

UI-Drakkan has three stages of alert:

Normal

Normally, UI-Drakkan has extremely lax security. Many of the dark elves are near comatose from hallucinogenic mushrooms and other narcotics. The guards are not ready for an attack, and most dark elves are in their rooms or in the common areas. Alevolenz is in her room.

On Alert

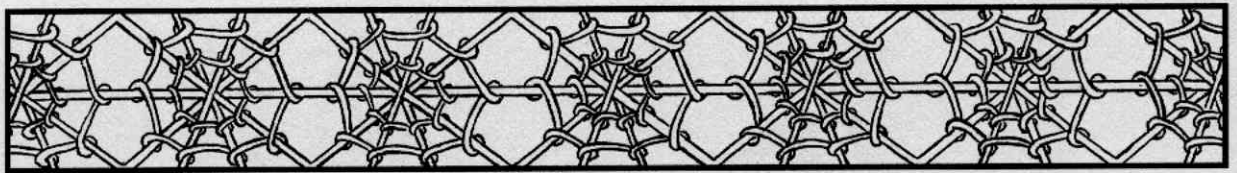
If alerted that enemies are nearby, guards are prepared for defense and move from barracks areas to defensible areas. Many guard posts have bells and horns to sound alarms (as mentioned in the area key). The powerful members of the house move to whatever areas they can best help defend, depending on where the alerts are coming from. Alevolenz is in the fane.

The artillery positions in the various towers are on alert and tend to fire at anything moving in the cave with an "ask questions later" attitude.

Under Attack

If alerted that enemies are present, all guards and NPCs move toward the intruders in hopes of overwhelming them with numbers. Alevolenz stays within the fane. Artillery positions fire at targets outside, and if there are none, turn their ballistae around to guard from intruders already inside.



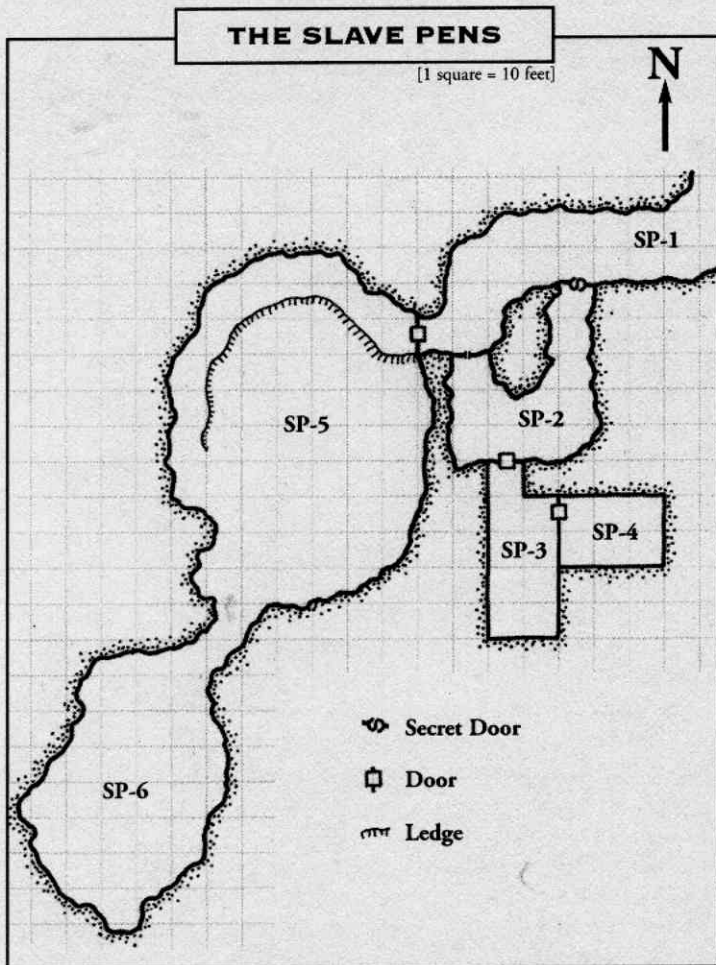


The Fungi Forests

These areas are full of edible fungus, ready for harvest. Occasionally, some of the more powerful dark elves will take a slave and let him go into one of these areas and then hunt him, using the displacer beasts found in Chapter IV: The Towers, Area T1-8. At other times, a few slaves from the slave pens are here harvesting, monitored either by a few guards or a few bugbears. Most of the time, these areas are relatively empty and a fine place to hide. The dark elves make sure that no dangerous fungi, such as shriekers or violet fungi, grow in these forests.

The Slave Pens

The slaves of Ul-Drakkan are kept here. Slaves is a bit of a misnomer, however, as most of the people kept here will end up as sacrifices or torture victims and not actually put to work. The PCs may find this cave simply by making a perimeter of the cavern or by making a **Wilderness Lore check (DC 18)** to track the path worn from the towers to here.



AREA SP-1: Entrance (EL 4).

A wide cave, twenty feet wide and fifteen feet high, stretches into darkness out of the main cavern.

Two typical male guards hide here (**Hide +3, +2 bonus for circumstances, for a total of +5**). They watch for any troublemakers coming in or slaves escaping out. They are distrustful even of other dark elves, for slave theft is a real problem in Ul-Drakkan.

Typical male guards (2): hp 7, 8.

AREA SP-2: Guards (EL 5).

The secret door leading to this area needs a **Search check (DC 25)** to find. One guard is always watching out the peephole marked on the map.

This secret cave is U-shaped, and has an iron door set in the south wall.

Three more guards are here, one alert at the peephole, the other two leisurely standing around. At the first sign of trouble, they slip out the secret door (attempting to keep its existence quiet if possible).

Typical male guards (3): hp 5, 6, 8.

AREA SP-3: Common Area (EL 6).

The door from the north is kept barred.

Iron door: 2 in. thick; Hardness 10; hp 60; Break DC 28.

Two long tables, covered in platters of meats, bowls of steamed fungus, and bottles of wine, are surrounded by chairs. A few couches and smaller tables fill the southern end of the room, along with a large banner hanging on the wall there that shows a skull-shaped mushroom pierced with a sword.

Three more guards are here eating. Unless alerted by those in Area SP-2, they are completely unprepared for combat and will be taken by surprise.

Typical male guard (1): hp 5.

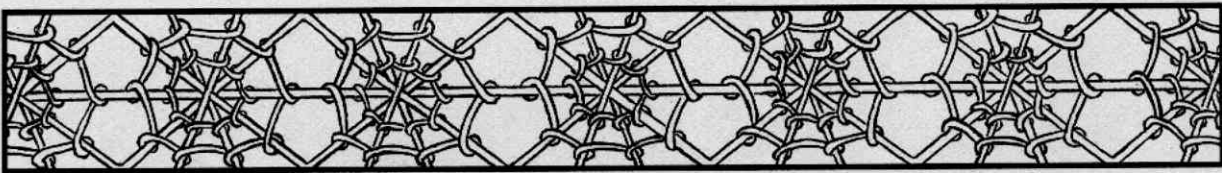
Typical female guards (2): hp 11, 13.

AREA SP-4: Barracks (EL 9).

Bunks fill this room, and few empty places left are filled with weapon racks holding short swords, barrels with crossbow quarrels, and the occasional shield.

Fifteen guards can fit here. Currently, five are present, including the unit commander and her assistant. The rest are in the other areas or off looking for escaped or stolen slaves. Most of the equipment and weapons here are mundane, but a **Search check (DC 20)** reveals a masterwork short sword, 15 pp, 23 gp, and a silver





bracelet worth 50 gp amid their possessions.

The dark elves here will arm themselves and rush out if alerted to trouble.

Typical male guard (1): hp 4.

Typical female guards (2): hp 10, 14.

Elite male guard (1): hp 25.

Elite female guard (1): hp 40.

AREA SP-5: Slave Pen (EL 6).

The door to this room is iron and locked. The guard at the peep-hole in Area SP-2 and the commander in Area SP-4 have keys.

Iron door: 2 in. thick; Hardness 10; hp 60; Break DC 28, Open DC 30.

This huge cavern is dimly lit by some phosphorescent fungi on the ceiling. A ramp circles around the north end of the cave down to the floor from the door in the northeast corner, twenty feet above the rest of the cave.

Two guards stand by the door lazily watching over the slaves, cross-bows at the ready. Twelve human and nine elf slaves are here, as well as a kuo-toa, a halfling, and a dwarf. The slaves include Rahman Terid (human male), Kistræe Neverwind (elf female) and Cam Jaystone (halfling male). The humanoids do not really mix with the kuo-toa, who cannot speak Common. The slaves here would love to gain their freedom and would be happy to try to make a run for the surface. Experienced PCs (that care) should know that they have slim chances of making it up alive.

Typical female guards (2): hp 11, 13.

Human slaves (12): hp 1 each.

Elf slaves (9): hp 1 each.

Kuo-toa slave (1): hp 9.

Dwarf slave (1): hp 2.

Halfling slave (1): hp 1.

AREA SP-6: Deep Pen.

More slaves hide in this cave even deeper in the slave pens.

Six dark elf slaves, another two dwarf slaves, and a human slave are here. The other slaves avoid the dark elves (all unfortunate captives that caused someone displeasure in the dark elf city to the north).

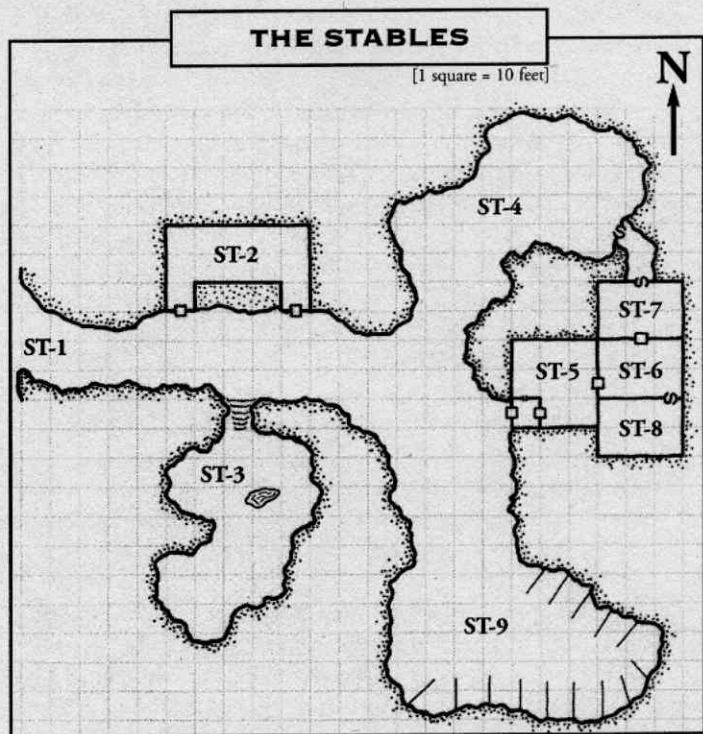
Human slave (1): hp 1.

Dark Elf slaves (6): hp 1 each.

Dwarf slaves (2): hp 2 each.

The Stables

This is where the animals and beasts of Ul-Drakkan are kept, as well as more troops. The PCs may find this cave simply by making a perimeter of the cavern or by making a **Wilderness Lore check (DC 18)** to track the path worn from the towers to here.



AREA ST-1: Entrance.

A cave twenty feet wide and fifteen feet high stretches into darkness out of the main cavern.

This area is usually unguarded. If the fortress is on alert, a guard will run from Tower 3 (if possible) to alert the bugbears here. In this case, the bugbears in Area ST-2 are here instead.

AREA ST-2: Bugbear Barracks (EL 9).

Behind simple wooden doors is a room with regular, masonry walls. Very crude beds fill the room, which is littered with bits of equipment and scraps of food. The place smells of urine, fur, and raw meat.

Twelve bugbears live in this barracks. All of them are present unless they are alerted of danger, in which case they assemble in Area ST-1. Amid the clutter lie two flasks of acid, 79 sp and 58 gp, but a **Search check (DC 18)** is needed to find it all.

Bugbears (12): 12, 13, 15, 15, 16, 16, 17, 17, 18, 20, 22, 24.

AREA ST-3: Troll Cave (EL 9).

A pungent stench fills this natural limestone cave. The ceiling drips with stalactites almost twenty feet above.



Four trolls live in this cave. They are servants of House Vrama and wear armbands that bear Vrama pins. These trolls are used for warring against other dark elves and do not respond to alerts; they are for offensive actions only, though they will defend themselves if intruders come into their cave. They may also attempt to sneak up behind those that go into Area ST-4 and beyond, but they attack only when the PCs are already fighting something else.

The south end of the cave has four “beds” hidden amid the rocks. These beds contain shiny stones, some half-eaten creatures, and odd bits of fungus. They have no real treasure—not as the PCs would measure such things.

Trolls (4): hp 60, 64, 69, 77.

AREA ST-4: Hieractosphinx Stable (EL 9).

This cave stinks of acrid feces. A few gray feathers are scattered around the cave floor, with many more centered around six nest-like piles of fungus and cloth.

Four hieractosphinxes occupy four of the nests in this cavern. They attack anyone they do not recognize (dark elf, bugbear, or troll). These are not simple mounts, however, but more like intelligent allies of the dark elves, used for flying in large caves and passages and walking elsewhere.

Each hieractosphinx wears a jeweled collar worth 800 gp. If offered at least 100 gp worth of treasure each, the sphinxes will not attack. If offered three times that much, they can be convinced actually to work with the PCs (they are fickle).

The secret door (**Search DC 25**) is a false natural wall that pivots to reveal a secret passage to Area ST-7.

Hieractosphinxes (4): hp 61, 67, 70, 75.

AREA ST-5: Equipment and Tack Room (EL 4).

Two stone doors lead into this room, one after another, separated by a small chamber. A peephole looks into this small room, where one of the keepers can watch and see who is coming in. The innermost door is barred from the inside.

Stone doors: 4 in. thick; Hardness 8; hp 60; Break DC 28.

This room is full of various saddles, harnesses, barding, and tack. Saddlebags, whips, prods, ropes, and other types of equipment are also here. The north wall is filled with barrels and pots of feed—mostly raw meat.

One beast keeper is here (use typical guard stats). She does not hesitate to shout to those in Area ST-6 if intruders are on their way. If a serious threat approaches, all guards will likely run to the hieractosphinxes for help.

Typical female guard (1): hp 12.

AREA ST-6: Keeper Quarters (EL 7).

A table is set in the middle of the room, covered in books. Four beds are arranged along the south wall. Beast harnesses and prods cover the walls.

The three beast keepers here are at rest, but they are quick to act if the keeper in Area ST-5 gives warning. The books are all about various beasts and animals common to the Netherdeep, all written in Undercommon.

The secret door (**Search DC 20**) slides to the east.

Typical female guards (3): hp 10, 11, 13. (One uses a +1 whip.)

AREA ST-7: Master Keeper (EL 11).

This chamber is mostly filled with webs. A single, coffin-like bed is built within the webs where a person might curl up.

Nathe, the master beast keeper, and her personal spider mount live in this room. An extremely capable warrior, Nathe wears violet and blue clothes, and tiny silver skulls adorn her armor and shield. Her magical longsword has razor-sharp batwings as the guard. Hidden within the web is a locked chest (**Open Lock DC 25**; Nathe has the key) that contains 340 gp, 3 flasks of alchemist’s fire, and 2 *potions of cure light wounds*.

The secret door that reveals a passage to Area ST-4 is well hidden in the webs. A **Search check (DC 28)** finds the door as well as the safe path through the webs to get to it.

Nathe (1): hp 71.

Large monstrous spider (1): hp 36.

AREA 8: Secret Teleportation Circle (EL 5).

The secret door (**Search DC 28**) is also locked. The master keeper in Area ST-7 has the key. The door is protected by a *glyph of warding*.

Stone doors: 4 in. thick; Hardness 8; hp 60; Break DC 28; Open Lock DC 28.

Glyph of Warding: CR 3; 5-ft. lightning burst (5d8); Reflex save halves (DC 17); Search (DC 28); Disable Device (DC 28).

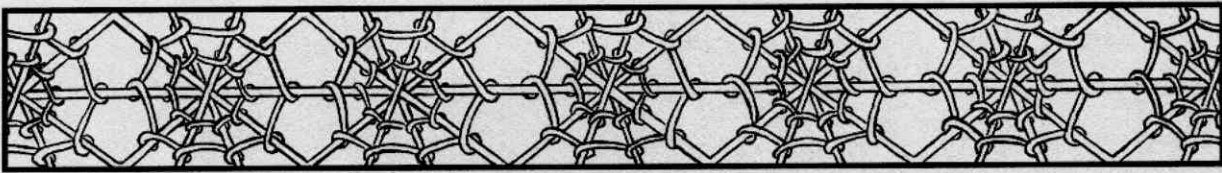
The door also has an arrow trap keyed to it. The arrows fire out of Area ST-8 if the door is opened.

Arrow Trap: CR 3; +10 ranged (1d8, arrows [x 3] plus sintrin poison); Search (DC 22); Disable Device (DC 20).

This room is empty save for a red circle traced permanently in the middle of the floor. A few arcane symbols are arranged around the circle.

The circle is a teleportation circle that leads to Area T1-26 (see Chapter IV: The Towers). It can only take eight creatures per day (as a precaution to keep it from being used against the fortress).





This circle exists so that when a noble or influential character rides her mount into the stable, she can get directly into the fortress quickly and easily.

AREA ST-9: Lizard Stables (EL 7).

This cavern looks like a stable, with the south portion divided into stalls. Blood-stained troughs run down the middle of the cave.

Four deinonychuses and eight pack lizards (treat pack lizards as 10-foot long, **8 HD creatures** with no attacks) are stabled here. The deinonychuses attack any intruders that come into the cave, although someone who looks like a dark elf brandishing a whip could possibly fool them.

Deinonychuses (4): hp 29, 31, 35, 40.

CHAPTER IV: THE TOWERS

Tower 1 (see map on page 20)

This is the main tower and the heart of Ul-Drakkan. All doors are stone, unless otherwise described.

Stone doors: 4 in. thick; Hardness 8; hp 60; Break DC 28.

PC Tactics

Going up against Ul-Drakkan is extraordinarily dangerous. While most of the guards should be well within the PCs' capability of handling, extremely powerful dark elves live within as well.

Open Assault: Hit-and-run or potential diversionary tactics are possible (and could be quite successful at wearing down the strength of the dark elves), but direct assault on Ul-Drakkan will almost certainly result in the deaths of many of the PCs' troops, if not the PCs themselves. Once the PCs are in the main towers, they will need to move quickly and strike hard—hopefully with a *teleport* or some other good escape route.

During their raid(s) on Ul-Drakkan, the PCs will probably want to find a safe place in which to have the troops hole up. This is useful, for they can ensure that they have a secure area to retreat to. Every good assault needs a well-guarded base camp from which to strike.

Bluff: Sneaking into Ul-Drakkan is difficult, since all the female guards can use *discern lies* if they get suspicious at all. Of course, not every door is guarded by females. If the fortress is not at all on alert and the PCs provide good disguises and/or cover stories, they find that the guards of Ul-Drakkan are actually quite lax. To a limited degree, they can move about the fortress' public areas as they want. Doing so successfully should require knowing a fair bit about the Vrama to develop a believable story—posing as fungus farmers, members of an allied house, or something similar will work well. "Hey, we're dark elves too, let us in," will not.

AREA T1-1: Entrance (EL 10).

The doors here bear spider symbols, and each has a closable peephole. They are kept barred.

Webs fill this large chamber, wall to wall and floor to ceiling. A dim gray illumination shines from the ceiling. A path leads into the center of the room as well as between the massive doors and a staircase up. Large, dark forms move through the thick webbing.

Two female dark elves are on duty here at all times, their job not so much to guard the area but to handle the spiders in the web and keep them from attacking those coming into the tower. They normally station themselves by the door. If under attack, they retreat into the web, where the spiders drop down on foes while they fire their crossbows. They are quick to use their *discern lies* ability to see through anyone attempting to bluff their way into the fortress.

If someone who is not a foe enters the room, the guards use 10-foot poles to swat the spiders back away while the people move to the stairs or through the room. The guards, in Undercommon, warn against lingering in this chamber.

The stairs, which go up to Area T1-8, are always kept clear, as are paths through the center to all of the doors.

The massive stone doors to the outside can be and usually are barred.

Elite female guards (2): hp 28, 29.

Large monstrous spiders (6): 20, 22, 23, 25, 26, 30.

AREA T1-2: Guard Chamber (EL 7).

The northern wall bears a black banner emblazoned with a green, skull-shaped mushroom symbol. A sword's blade plunges into the top of the mushroom, completing the image. A violet curtain hangs across the eastern end of the room.

The room holds a number of beds, a table, a few chairs, and cloaks and bags hanging from pegs on the western wall.

Eight female guards live here, although never more than six are here at a time. In times of alert, these six guards are poised to charge into Area T1-1. Otherwise, they are at rest here. A search of the room uncovers some normal personal equipment for the inhabitants, as well as a total of 23 gp and 53 gp.

One of the guards here has a House Yurganth badge hidden in her clothes. She is a spy from Yurganth—one of Savinian's contacts and one who has already contacted Ganthau briefly. Her name is Daerane.

The curtains hide a spiral staircase made of black iron that goes down to Area T1-4.

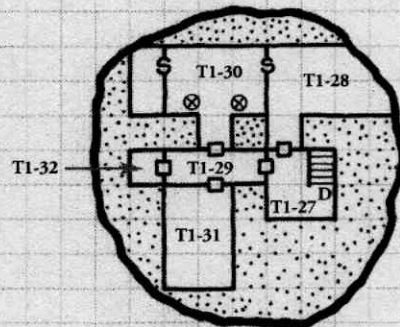
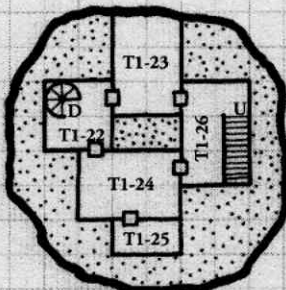
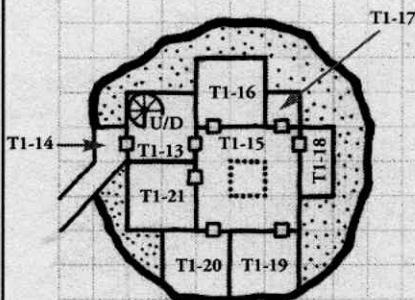
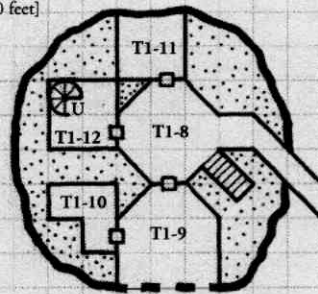
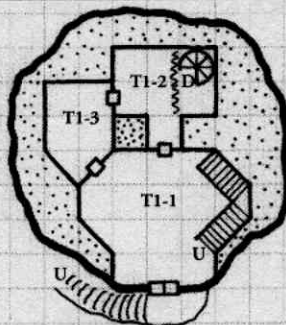
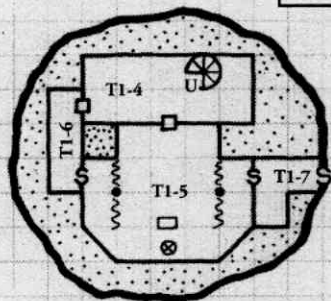
Typical female guards (6): hp 11, 13, 14, 14, 15, 17.





UL-DRAKKAN TOWER 1

[1 square = 10 feet]



- Door
- Altar
- Spiral Stair
- Curtains
- Statue
- Pillar
- Secret Door
- U/D Stairs Up/Down
- Bars

AREA T1-3: Armory and Storage.

This room is filled with crates and barrels, as well as weapon racks holding swords, shields, and hand crossbows.

Aside from mundane storehouse items such as rope (made of spidersilk), tools, bags, and various foodstuffs, 10 short swords (3 are masterwork), 5 longswords (2 are masterwork), 5 small metal shields (3 are masterwork), 5 large metal shields (1 is masterwork), 8 hand crossbows (3 are masterwork), 2 repeating crossbows (1 is masterwork), and 200 bolts are kept here.

AREA T1-4: Temple "Guards."

Tiny metallic spiders float in the air in this long chamber, seemingly resting upon gossamer webs of silver light. Two doors lead out of the room, one to the west and one to the south. The one to the south is made of iron and inscribed with a large spider form, surrounded by tiny flying demons.

This is an elaborate trap. The spiders are tiny magical explosives that detonate on contact. Each of the 36 spiders inflicts 1d6

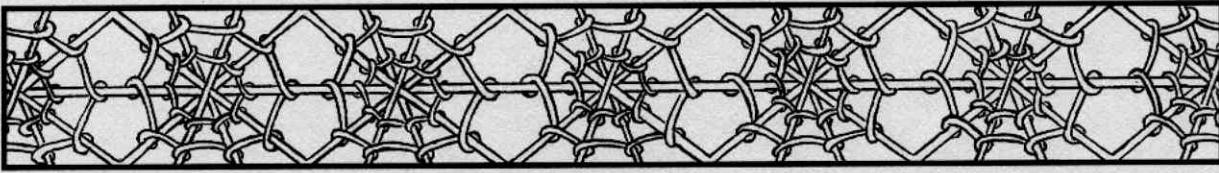
points of fire damage to all within 5 feet when they explode. They are drawn toward non-dark elf, non-spider, living creatures within about 10 feet.

To run this trap, set up by the dark elves to keep out all others, assume that each 5-foot by 5-foot square in the room has a single spider in it, except for the area occupied by the staircase (those squares are empty). Each time the first character enters a 5-foot by 5-foot area, one spider (the one in the square) flies at her, and there is a chance that two nearby (to either side) spiders fly at the character. So, roll 1d3 to determine how many spiders "attack." For each spider, the character must make a **Reflex save (DC 15)**. Failure means the spider contacts the character and she suffers **1d6 points of fire damage**. Success means that she dodged the spider and is safe as long as she leaves that 5-foot by 5-foot area before the next round, or the spider flies at the character again and another save is required.

The GM must keep track of what happens in each square—if a character attracts a single spider, the next time a character enters that square, the number attracted is 1d3-1. If two were drawn, the next character draws 1d3-2. If three, then the square is "safe."

The stairs go up to Area T1-2.





AREA T1-5: The Fane of the Spider Queen (EL 9, 16 if Alevolenz is present).

This room is under the effect of a special *unhallow* spell. It has the normal effects of the spell, plus all good-aligned creatures suffer a **-1 circumstance penalty on all attack and damage rolls, saving throws, and checks**. All (non-dark) elves suffer a similar **-1 penalty**, and the two penalties stack, so a good-aligned elf suffers a **-2 penalty**.

This dark room has smooth, black marble walls and floor that glistens in the eerie violet light that comes from an orb floating near the middle of the ceiling. Black curtains flank either side of the room, near pillars of black stone carved to look like stacked skulls and laughing demon faces.

In the south, a black altar shaped like a spider crouching as if ready to leap rests before a black statue. On either side of the altar, a brazier burns incense that creates a bit of a haze throughout the entire room.

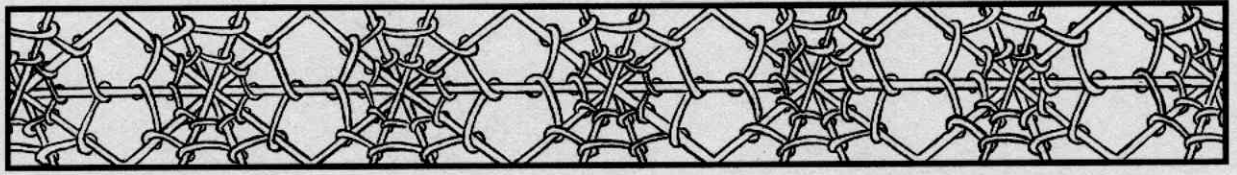
The statue depicts a voluptuous, extraordinarily beautiful elven woman carved from black basalt. Her arms are open wide, as if welcoming, but are positioned over the altar. Her eyes glisten with a luster that the rest of the statue does not possess.

The south wall, behind the altar and the statue, bears an intricate mural of a black widow spider of tremendous size, its head replaced by that of a dark elf woman with wild hair and red, piercing eyes.

Alevolenz herself is very likely here. She has set herself up as high priestess as well as the leader of House Vrama. Alevolenz wears a long, dark, coppery gown and a black coat with copper trim, both hiding her conjoined twin. She wears a tall coppery headdress and bears her skull-adorned staff wherever she goes. Her hair is extremely long and silver-black. She has the following spells cast upon herself already: *bull's strength*, *endurance*, *greater magic weapon*, and *magic vestment*. Thus, she gains a **+6 to attack and damage in melee**, **+12 hit points**, **+1 Fortitude saves**, and **+4 armor class**. Further, if she has forewarning, she casts the following spells in this order, as time allows: *haste*, *stoneskin*, *protection from good*, *shield of faith*, *protection from elements (fire)*, *freedom of movement*, *true seeing*, *shield*, *spider climb*, *mirror image*, and *divine favor*.

If Alevolenz suffers more than **40 hit points of damage**, she uses *word of recall* to go to her room at the top of the tower.





Running Alevolenz

Alevolenz, in many ways, is actually two characters. She has bonus feats, some extra skill points, and, most importantly, two different spell selections. The Alevolenz that everyone knows is the cleric. The conjoined twin (of which no one other than Minilir knows) is the sorcerer. The twin has a face and a tiny arm—enough to cast spells with. They can act independent of each other as much as possible. Thus, Alevolenz (both together) can cast two spells in one round (one cleric, one sorcerer), cast a sorcerer spell and make melee attacks, or make a double move and cast a sorcerer spell. Nevertheless, they have only one hit point total. See Appendix II: Featured Characters.

If a non-dark elf touches the altar (not as a blood sacrifice), the Spider Queen sends a perfect (**maximum hit points**) fiendish gargantuan spider to attack all interlopers in the temple. This gigantic vermin takes up a large section of the temple itself (20 feet by 20 feet) and attacks until slain or the intruders are no longer in Areas T1-4 through T1-7.

The statue's eyes are black pearls, each worth 1,000 gp.

An ornate ebony box carved with dark elf females in warrior poses on its lid (worth 240 gp) rests atop a marble stand behind the curtains to the west. Inside are three clerical scrolls of *resurrection*, *true restoration*, and *heal*; as well as the stolen relic from Aesthan known as the *silver circlet* (the

summons a large earth elemental that attacks anyone attempting to open it without the key. Alevolenz holds the only key, and all others know to avoid the chest. This chest holds her emergency gear, including 2 flasks of alchemist's fire; a quiver of 12 masterwork crossbow bolts; 12 doses of sintrin poison; a *wand of divine favor* (29 charges); *potions of cure serious wounds*, *invisibility*, and *fly*; and a scroll of *divine favor*, *divine power*, and *magic vestment*.

Large Earth Elemental (1): hp 70.

AREA T1-8: Common Room (EL 7 or higher).

This octagonal room is decorated with small, demonic idols resting in alcoves. These idols glisten like silver. A few low tables covered in black and silver clothes, surrounded by padded black chairs, rest atop a wide gray rug in the middle of the chamber. The tables have bowls of small violet berries and tufts of a grayish brown fungus dusted with some sort of herb.

A long, dark blue feline creature rubs against one of the chairs, long tendrils from its back feeling around in the air. Another such creature, its six limbs tucked underneath its body, dozes in the corner.

There are four idols, and each is worth 120 gp (each is a silver statue of a glabrezu demon, about 8 inches high). The creatures are displacer beasts and are always here—they are communal pets as well as guard animals.

If Ul-Drakkan is not on alert or under attack, the dark elves from Areas T1-18 and T1-19 are here relaxing and playing with the displacer beasts. If it is on alert or under attack, the guards from Area T1-11 are here, ready to fight alongside the displacer beasts.

When defending this room, the guards may attempt to fall back fighting into Area T1-9, so that the attackers must face the artillery.

The stairs go down to Area T1-1, while the passage to the east leads to the bridge, connecting this tower with Tower 3. A special magical ward is placed on the bridges that activates if any creature flies onto the bridge or through a room connected to a bridge (including this one), whether under its own power or magically.

Bridge Ward Trap: CR 4; no attack roll necessary (5d6 points of electricity damage and stunned for 1 round); Fortitude save (DC 18) negates; Search (DC 28); Disable Device (28).

Displacer beasts (2): hp 50, 62.

AREA T1-9: Artillery (EL 10 or 11).

The south wall is rough stone and slightly curved—likely to be the very edge of the column itself. Three cross-shaped windows look out into the massive cave. In front of both are complicated siege weapons of a unique construction. There are two bow mechanisms, suggesting that two deadly spearlike

dark elf clerics are unsure if it is safe for them to wear).

Alevolenz (1): hp 84 (96 with *endurance*).

Fiendish gargantuan monstrous spider (1): hp 216.

AREA T1-6: Temple Storage.

Black cloaks hang on pegs on the north wall, a few crates rest along the west wall, and some other boxes covered in black drapery.

Clerical robes, accessories, and religious accoutrements are stored here. Characters can find incense, incense burners, three flasks of acid, and ten flasks of unholy water in one large box.

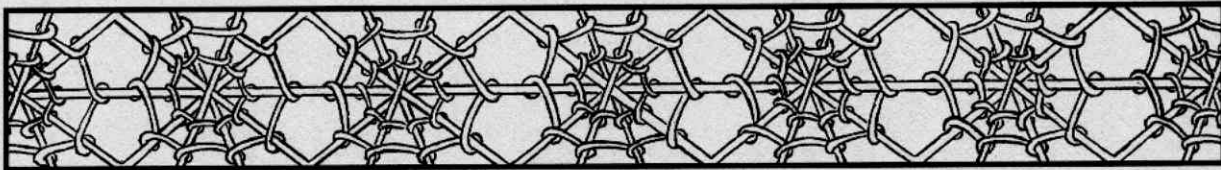
The secret door (**Search DC 24**) pivots open silently when found.

AREA T1-7: Secret Entrance (EL 5).

The doors on either side of this secret passage require a **Search check (DC 27)** to find. They are also locked, but not with locks that require a key. Instead, each has a secret panel (**Search DC 27**) that hides an intricate set of button-like knobs. The knobs must be pressed in a proper sequence to open the doors, and only Alevolenz, Senetys, and Minilir know the sequence. Characters attempting to figure out the sequence must make a **Disable Device check (DC 30)** to do so.

A niche in the south end of the room holds a large black chest with a silver demon carved atop it. The chest is locked (**Open Lock DC 30**) and trapped with a *greater glyph of warding* that





projectiles could be fired at once. Further, it appears that another mechanism holds more ammunition and that reloading could be accomplished very quickly. They are not unlike giant repeating crossbows.

It would take three full rounds to do so, but if need be, the dark elves in this room can turn the ballistae around and point them at the door. Six dark elf artillery specialists, each of them an elite male guard, are stationed here, living in Area T1-10.

Elite male guards (6): hp 23, 24, 26, 27, 28, 30.

AREA T1-10: Artillerists' Chambers.

Six beds covered in clothes, a handful of bags and various bits of gear, as well as a stone-topped table covered in dirty dishes are all crammed into this L-shaped room. A banner with the symbol of House Vrama is draped across the ceiling. Swords and knives hang on the wall.

The artillerists in Area T1-9 live here. A **Search check (DC 20)** of the room allows a character to find 28 pp and a masterwork short sword. The rest of the equipment is mundane and not particularly interesting.

AREA T1-11: Male Guard Barracks (EL 7).

This room is full of bunks, a few chairs, a pair of tables, and a few bits of haphazardly scattered equipment and clothing—belts, boots, cloaks, quivers, and more.

Six male guards are here, but twelve dark elves actually call this barracks home. They rotate in and out of guard duty in Areas T1-12, T1-13, and T1-22. If Ul-Drakkan is on alert, these guards are positioned in Area T1-8.

Typical male guards (6): hp 5, 6, 8, 8, 10, 11.

AREA T1-12: Guard Post (EL 4).

The black spiral staircase here is made of cold iron, and the walls bear carvings of squatting reptilian demons. A small table sits in one corner with a silver horn and a large handbell carved to look like a dragon's head.

Two typical male guards are on duty here at all times. The bell (worth 30 gp) is used to put the tower on alert. The horn (worth 50 gp) sounding means that enemies are actually present or immediately on their way—the tower is directly under attack.

The stairs go up to Area T1-13.

Typical male guards (2): hp 6, 8.

Repeating Ballistae

A repeating ballista can fire two spears a round as a standard action for one artillerist, requiring a full round to reload with two artillerists (2 rounds if only one is present); or, if two artillerists are present, one can fire a spear each round, with the other continually loading. Each ballista has 10 spears loaded into its magazine. It requires one full minute to reload a magazine with new spears. These ballistae are also equipped with aiming sights and have a swivel mount, allowing one artillerist to use his **base attack bonus** and **Dexterity bonus** when firing the spears because they can be aimed. Like other ballistae, these weapons inflict **3d6 points of damage**, have a **x3 crit multiplier**, and have a **range increment of 120 feet**. These siege weapons would be worth 2,000 gp if they could be transported and sold on the surface. If moved, it takes 8 minutes to reassemble and prepare them to be used, so it is impractical for the PCs to move them elsewhere during their raid on Ul-Drakkan. Each weighs about 650 pounds.

A repeating ballista adds 1 to the EL of any encounter.

AREA T1-13: Guard Post.

This room is identical to Area T1-12, except that the staircase extends both up (to Area T1-22) and down (to Area T1-12).

Typical male guards (2): hp 7, 7.

AREA T1-14: Bridge (EL 4).

A ten-foot wide span bridge of stone connects this tower to the one to the southwest. The bridge is almost ninety feet long.

The bridge leads to Tower 2. Characters on the bridge are spotted by the guards in Area T2-11 of Tower 2. For a description of the bridges, see Area T1-8.

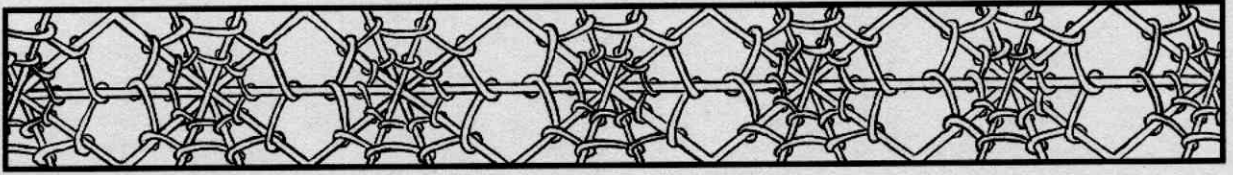
AREA T1-15: Central Chamber.

This open area is surrounded by stone doors, some of them bearing symbols or runes. In the center, a cage of iron bars reaching from floor to ceiling holds a severely mistreated male elf. He lies on the floor of the cage, covered in scars—some of them fairly recent.

In the middle of where a number of the most important and influential dark elves live, this chamber serves as a common area. The caged elf's sorry lot is simply to be the dark elves' occasional victim when they desire to inflict pain. Sometimes, it is just a matter of a slice as they walk to and from their personal chamber. His name is Nethalkin and he is a **1st-level commoner**.

The cage has a locked door (**Open Lock DC 25**). The key is in Area T1-17.





The symbols and runes on the doors mark the names of the occupants in Undercommon, or display a personal *arcane mark* in the case of Zahnivil and Tharion.

Nethalkin (1): hp 1.

AREA T1-16: Ganthau's Chamber (EL 9).

This chamber is filled with books, various alchemical equipment arrayed across a table, and many wizardly accoutrements, including a brazier, a small cauldron, and jars of strange materials and ingredients. It smells strongly of strange spices. One corner is blocked by a dark blue curtain.

Ganthau is a tall and sturdy loremaster with short white hair, thinking of a way to betray Alevolenz and join House Yurganth. He has been approached by a minor agent of the enemy house, and since he showed interest, another agent (Savinian) will approach him about handling the defection. Ganthau has plans of his own, however. He knows that the PCs are on their way to Ul-Drakkan and is actually looking to help them in some way to weaken House Vrama, so that he can leave, travel to House Yurganth, and claim credit for it all. When Savinian arrives, Ganthau will poison him to get him out of the way and so that Savinian cannot take credit for Ganthau's turncoat actions.

Ganthau is always present in his chamber, waiting for Savinian or for the PCs to show up (unless the PCs use the teleportation circle in the stables, in which case he tries to flee). He will use a *scry* spell to keep track of where the PCs are.

If the PCs confront him, he tells them his plans—and that he is leaving. He is arrogant and insulting, but he does appear to be an ally here. He will not get involved in any fighting, but he does tell the PCs what he can in a few minutes about the fortress. He even knows where the relics stolen from the surface are located.

Behind the curtain lies a bed and a small locked chest (**Open Lock DC 25**; Ganthau has the key) that contains personal items, clothing, a bag with 120 gp and 57 pp, and Ganthau's two spellbooks (plus a fake spellbook, with *sepia snake sigil* cast upon it, negated by a **Reflex save [DC 18]**), which contain the following spells:

0—*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*, 1st—*burning hands, charm person, detect secret doors, mage armor, magic missile, shocking grasp, silent image, sleep, unseen servant*; 2nd—*alter self, blur, bull's strength, knock, levitate, Melf's acid arrow, mirror image, rope trick, see invisibility, summon monster II, web, whispering wind*; 3rd—*fireball, fly, lightning bolt, sepia snake sigil, slow*; 4th—*charm monster, dimension door, scry, wall of fire*.

Ganthau (1): hp 37.

AREA T1-17: Storage.

This room is full of boxes and crates. Some shelves on the wall hold a few things, including the key to the cage in Area T1-15. Nothing much else of value is here.

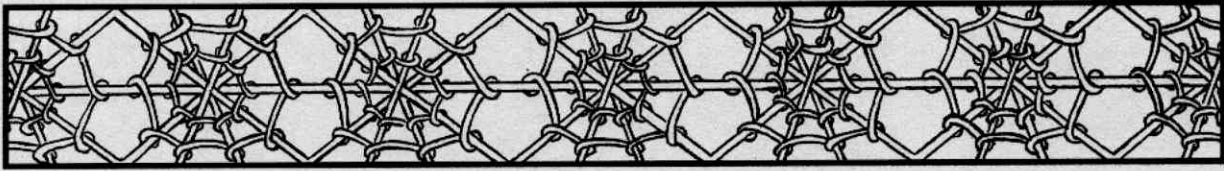
AREA T1-18: Senetys and Aralian's Chamber (EL 13).

This door is locked (**Open Lock DC 25**; Senetys and Aralian have keys) if neither Senetys and Aralian are present.

A large bed dominates this chamber. Sets of chains dangle from the ceiling, ending in manacles. The east wall has a long shelf with numerous bottles of wine on it. The floor is covered with a white rug patterned in stitched black spiders. The north and south walls bear the painted image of a gigantic spider with a dark elf female's head.

Senetys is the assistant priestess, second in the Fane only to Alevolenz. Aralian is her consort, and a powerful fighter of House Thess, an allied house. Senetys is beautiful—the dark skin of her arms is covered in elegant, swirling bone white tattoos, and her long, flowing hair is also starkly white, held back in a black headpiece. She has not yet posed a threat as a rival to Alevolenz, so her position is so far secure. No one else in Ul-Drakkan really likes Aralian, who is slight for a warrior and has long straight black hair.





If Ul-Drakkan is under normal alert status, these two are both encountered relaxing in Area T1-8, the common room. Wherever they are, Senetys has cast *bull's strength* on herself (+1 to **attack and damage rolls** for her) and *endurance* on Aralian. In battle, Senetys casts *aid*, *greater magic weapon*, and *protection from elements*, all to support Aralian in combat, as well as offensive spells on her foes. Aralian wades into combat, preferring his silvery rune-covered halberd to his skull-topped repeating crossbow.

Ten of the twelve bottles of wine are worth 40 gp each, the other two are worth 75 gp each.

Senetys (1): hp 47.

Aralian (1): hp 70 (92 with *endurance*).

AREA T1-19: Zahnivil's Chamber (EL 11).

This door is locked (**Open Lock DC 25**; Zahnivil has the key) if Zahnivil is not present.

This room looks like a training room as much as a bedchamber. A fighting dummy hangs from the ceiling by a chain, and a number of odd-shaped weapons hang on the wall. A stack of towels is piled in one corner. A simple cot-like bed and a small chest of drawers is in another corner, and a night table next to the bed has a small bowl and a black statue of a spider on top of it.

Zahnivil commands his position of prestige based solely on his personal power. He has short silvery hair and wears a black tunic and silver bracers. If Ul-Drakkan is under normal alert status, he is found relaxing in Area T1-8, the common room. At any given time, he has *cat's grace* and *endurance* cast upon himself (thus giving him **AC 25**, a +1 **Reflex** and +2 **Fortitude save bonus**, and adding to **Dexterity- and Constitution-based skills**). When he must go into battle, he casts *haste* and then *shield* first. He casts *lightning bolt* and *see invisibility* as needed, and—if he has the luxury of time—*shocking grasp* to make his unarmed strike even more deadly.

A scroll of *displacement* is affixed to the bottom of the night table (**Search DC 25**). The chest of drawers holds only inconsequential items and clothing. The spider statue is made of onyx and is worth 250 gp.

Zahnivil (1): hp 31 (51 with *endurance*).

AREA T1-20: Eniamian's Chamber (EL 12).

This door is locked (**Open Lock DC 25**; Eniamian has the key) if Eniamian is not present.

It smells of urine and filth here. The room is messy and unkempt—clothes and equipment are scattered everywhere. A large bed is pushed against the west wall, and a small bed of rags is next to it. The wall is covered in targets, each with at least one crossbow bolt stuck in it.

Eniamian has a reputation as an elf slayer. He is boorish, tough, and crude (atypical for a dark elf), with stringy black hair. His black and grey clothing is ill-kept, but when he holds his repeating crossbow, sheathed in flame, no one really notices. In fact, he is often referred to as Elf Slayer more than by his actual name. If Ul-Drakkan is under normal alert status, he is encountered in Area T1-22, going into Area T1-23, looking for Nestril. His animal companion, Gessintar, lives here as well, a vicious lizard creature.

At any given time, he and Gessintar have *mage armor* cast on them (+4 **AC** for both). In battle, he casts *magic fang* on the lizard and lets it charge into battle while he uses his crossbow for as long as possible.

Under the bed are 6 quivers, each with 10 masterwork crossbow bolts in them. A masterwork dagger is under the pillow.

Eniamian (1): hp 53.

Gessintar, dire lizard (1): hp 56.

AREA T1-21: Tharion and Thariust's Chamber.

This door is locked (**Open Lock DC 25**; Tharion and Thariust have keys).

Two beds are in this chamber. The walls have gray, gauze-like fabric covering them. Each bed has a flat-topped chest next to it. One chest has a book on top of it, the other an incense burner and a small framed picture.

These two, brother and sister, were most likely sent to lead the ambush at Lost River Cavern and probably did not survive to return. If they did return, they are found here in their mutual chamber.

The book is Tharion's. It is a general treatise on necromancy (it has no spells). The chest has a *glyph of warding* on it, but it is unlocked. Inside are clothing, gear, some cosmetics, and six silver bars worth 50 gp each.

Glyph of Warding: CR 3; 5-ft. cold burst (4d8); **Reflex save halves (DC 16)**; **Search (DC 28)**; **Disable Device (DC 28)**.

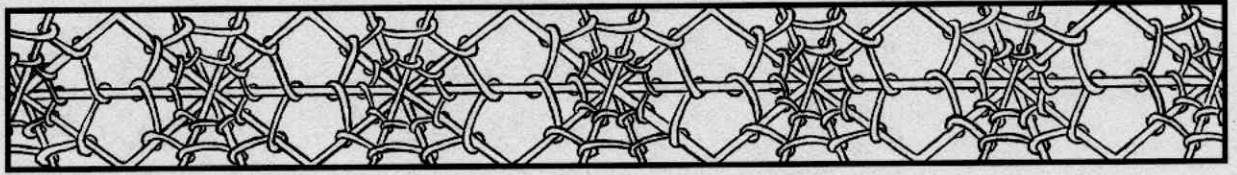
Tharion's spellbook is under his bed (**Search check DC 20**) and has *Leomund's trap* cast upon it. It has the following spells:

0—*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*; 1st—*charm person, magic missile, shield, shocking grasp, sleep, unseen servant*; 2nd—*alter self, blindness/deafness, blur, knock, Leomund's trap, Melf's acid arrow, summon monster II*; 3rd—*fireball, flame arrow, fly, hold person*; 4th—*charm monster, wall of fire*.

The incense burner and the picture (of the Spider Queen) are Thariust's. Her chest is also protected by a *glyph of warding*. It contains clothing, a small gold necklace (100 gp), a gold bracelet (75 gp), and a pair of gold earrings (50 gp), as well as some cosmetics and perfume.

Glyph of Warding: CR 3; 5-ft. sonic burst (4d8); **Reflex save halves (DC 16)**; **Search (DC 28)**; **Disable Device (DC 28)**.





AREA T1-22: Guard Post.

This room is identical to Area T1-12, except that the staircase just goes down (to Area T1-13).

Typical male guards (2): hp 7, 7.

AREA T1-23: Drug Parlor.

Couches covered in dark blue and blood red fabrics fill most of this chamber, arranged in a circle around a large crystalline bulb with a number of tubes connected to a brass fitting on the top. Each tube ends in a mouthpiece. A single dark elf male lies sprawled on one couch, alive but unaware of anything around him. The room stinks of strange smokes and herbs.

The dark elf is Nestral, the lover of Eniamian. He is completely comatose, no matter what happens. The crystalline bulb is a large hookah, filled with fumes from a powerful hallucinogenic drug. He is unarmed, but has 8 pp and 15 gp.

AREA T1-24: Gallery.

Paintings hang on the walls and sculptures rest atop pedestals and on shelves in this art-filled room. The macabre art depicts demons, spiders, and dark elves in triumphant poses; it shows scenes of torture and pain—of the victory of darkness over light.

Each piece of art in this room (there are 24 in total) is worth 1d8 x 20 gp; however, they are heavy, bulky, and fragile.

AREA T1-25: Communications Room.

This room is empty except for a two-foot diameter crystal sphere atop a brass tripod.

Like the sphere in the Watchtower (see above), this device can be used for scrying and for communicating. It is more limited than the other sphere, however, as it can scry only on the main gate area. It can, though, be used to communicate freely with anyone in the top level of the Watchtower. These communiqués can be of any length and convey visual images as well as sound. The Watchtower reports in at least every other day at a predetermined time; otherwise, this room is occupied only when the place is on alert. Usually, Intalequi comes here in times of such danger.

AREA T1-26: Fountain.

A fountain built here has a stone spider built atop it, the legs encircling the rim of the pool. Water pours down from the spider's body, down the legs, and into the pool. A 5-foot wide staircase leads up, toward the south.

The staircase leads up to Area T1-27.

The secret teleportation circle in the stables brings characters to here (it is one-way).

AREA T1-27: Stairs.

The south wall bears a relief showing dark elves in a huge battle, with the forces of House Vrama victorious. The western half of the room's floor is covered in a dark blue rug with a stitched star field pattern.

The staircase leads down to Area T1-26. The door to the north is sealed with an *arcane lock*.

AREA T1-28: Minilir's Chamber (EL 11).

The door into this chamber is sealed with an *arcane lock*.

This place harbors a strange odor, like that of rotting fish. Most of the room is filled with strange sculpture, abstract to the extreme—its configuration alien and disturbing. The walls are painted black over the otherwise blank stone. The only identifiable furnishings in the room are a small round bed covered in red silk pillows and a strange floating white sphere, about six inches across, that floats in the air next to the bed.

Minilir is Alevolenz's main councilor and, in most people's mind's, her consort. The latter is not the case, however, for Minilir is actually the mind flayer Ghurulon, sent by the mind flayers that helped raise Alevolenz as their tool for taking over the dark elves from within. Only Alevolenz knows Minilir's true identity, and she uses him and his power to help *her* get and maintain power, but eventually one day she will betray and kill him, for she has no desire actually to help the mind flayers in the end.

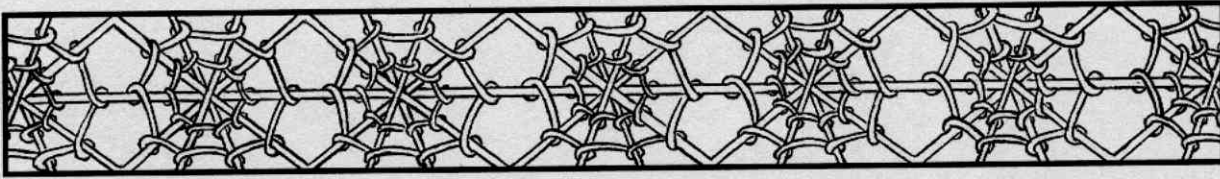
Minilir is the picture of dark elf sophistication and effeteness, with short white hair and piercing eyes. He wears a black and silver cloak and smells of perfume. He is usually by his mistress's side, unless she is in the Fane, in which case he is here. The mind flayer has two levels of sorcerer; he uses a number of scrolls and a *hat of disguise* to help maintain his ruse.

In battle, he usually already has *mage armor* cast and is quick to cast *shield*. He uses his psionics and *mind blast*, but tries to make it look like he is casting spells.

A **Search check (DC 20)** reveals a naked human and elf, both long dead, their brains sucked out of their heads. The elf appears longer dead than the human, and they have been hidden among the strange sculpture. Another **Search check (DC 25)** reveals that the bed has a hollow compartment underneath that holds six gold bars covered in strange bumps (100 gp each); and three arcane scrolls of *identify*, *dimension door*, and *dispel magic*.

The white sphere is a special item that could be mistaken for a *crystal ball*. It is, in fact, a psionic item that allows Ghurulon to communicate with his mind flayer brethren. If anyone other than





a mind flayer uses this device, however, it should be treated as a *crystal hypnosis ball* that places the user under the control of the secret mind flayer cabal to which Ghurulon belongs. If cabal gains control, they exert their power and influence over the character slowly, but they desire to learn what Alevolenz is doing and ultimately, no matter what, want control of House Vrama.

Minilir/Ghurulon (mind flayer): hp 61.

AREA T1-29: Trapped Corridor (EL 9).

If a character other than Alevolenz or one speaking “by Alevolenz’s leave” in Undercommon steps into this corridor, it activates a series of traps. The initial trap is a *symbol of stunning* carefully inscribed in between the doors. If it is triggered, anyone affected by the *symbol* must make a second **Fortitude save (DC 18)** or be teleported into the cage in Area T1-15. Only one such teleportation occurs. Potential victims start making saves based on closeness to the *symbol*. Once one character is teleported, no further saves are necessary. Finally, the door to Area T1-32 opens, and the mohrg within moves to attack first anyone in the hallway who does not appear stunned.

AREA T1-30: Alevolenz’s Chamber (EL 8).

This room’s walls are covered in dark purple curtains. Two stone gargoyles flank the door, and each begins to sing a low, atonal, chantlike song when you enter. In the far side of the room, red and black sheets cover a large bed flanked by small tables.

A long stone table, supported by what looks like a squashed, featureless humanoid holding it up, is in the middle of the room, various crystal dishes and stemware arrayed across its surface.

The room also holds a wooden wardrobe and a large chest of drawers. Both are ornately carved with leering demon faces in the dark ebony wood.



other things). All of these items are finely made, but none of them are significantly valuable (100 gp for the cosmetics and perfumes; 125 gp for the wine and alcohol).

Both secret doors in the room require **Search checks (DC 26)** to find, and both slide to the left to open. The door to the east leads into Area T1-28. The door to the west leads to a small room: anyone opening this door other than Alevolenz is cursed (as with a special heightened *bestow curse* spell) and suffers a **-4 penalty to attack rolls, saving throws, ability checks, and skill checks** unless making a successful **Fortitude save (DC 20)**.

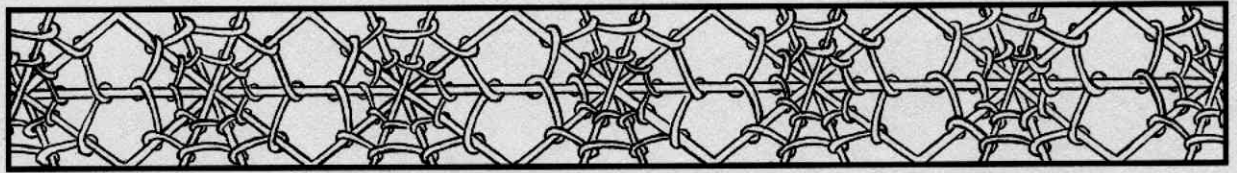
The secret room holds a severely abused male elf prisoner chained to the wall. The key to his manacles lies on a shelf, just out of his reach, next to where a coiled whip hangs on a peg. The room also contains an extra Spider Goddess pin, a 2,200 gp diamond necklace, three platinum rings with small jewels (100 gp each), a pair of diamond-studded long leather gloves (850 gp), and a silver bracelet worth 75 gp, all within a jewelry box on another shelf. Hidden behind that shelf (**Search DC 25**) is a small panel that slides to reveal a niche. Inside the niche is a *bag of holding* that contains a *potion of bull’s strength*, a scroll of *heal*, an intelligent *helm of teleportation* (this **Chaotic Evil** helmet has **semi-empathy**; gives the wearer free use of **evasion**; and has **8 Int, 13 Wis, 15 Cha, Ego 4**) that must be bathed in elvish blood between teleportation

The gargoyles (normal statues) are enchanted with permanent *magic mouths*. They chant their horrid song for only a few rounds after someone enters the room.

The figure under the table is actually a “clay golem” that rears up if anyone disturbs anything in the room without Alevolenz present. She can also verbally control the golem. When it “attacks,” it tosses the tabletop aside, with a crash of crystal dinnerware. (The dinnerware is worth 250 gp if it can be removed before the golem smashes it.) It then splits open (destroying itself), spilling out an arachnemass that attacks the intruders. The golem cannot make attacks or act in any other way as a normal clay golem (and is worth no experience points to the PCs).

No other valuables can be found here. The wardrobe and chest of drawers are unlocked and not trapped, holding only clothing, cosmetics, and perfumes, as well as a few other personal items (a handmirror, some combs, a vast array of drugs and alcohol, and





uses (it is ready for use now), and the keys to the Treasury (Area T1-31) and all of the chests inside.

The male elf is a **1st-level commoner** named Kisandir. He was kidnapped and brought here about three weeks ago. He knows few secrets, but he has seen Alevolenz's secret twin and can tell his rescuers disturbing stories about both of them and the terrible things that they did to him.

Arachnemass (1): hp 125.

Kisandir (1): hp 1.

AREA T1-31: Treasury (EL 9).

This stone door is locked (**Open Lock DC 35**; the key is in Area T1-30) and magically trapped with a *greater glyph of warding*.

Greater Glyph of Warding: CR 6; 5-ft. lightning blast (6d8); Reflex save halves (DC 20); Search (DC 31); Disable Device (DC 31).

Violet drapery covers the walls, and a black carpet runs down the center of the room. On either side are various large chests, all with obviously heavy locks and thick metal bindings.

This room contains six different chests, each of them locked (**Open Lock DC 30**; the keys are in Area T1-30) and trapped. Following are the descriptions of each chest's trap and contents:

Chest 1: Poison gas explodes out in a 10-foot radius cloud when opened. Contains 1,452 gp.

Gas Cloud Trap: CR 3; 10-ft. poison cloud (initial damage 1d6 temporary Dex, secondary damage 2d6 temporary Dex); Fortitude save negates (DC 17); Search (DC 23); Disable Device (DC 23).

Chest 2: *Glyph of warding*. Contains 2,398 sp and a small iron coffer with 547 pp.

Glyph of Warding: CR 3; 5-ft. cold burst (5d8); Reflex save halves (DC 17); Search (DC 28); Disable Device (DC 28).

Chest 3: *Firetrapped*, and releases four poisoned needles. Contains three +1 longswords and two +1 short swords, all wrapped in silk. Within a false bottom (Search DC 28 to find), it contains a +2 short sword and ten +1 flaming bolts.

Firetrap: CR 3; 5-ft. fireblast (1d4+12); Reflex save halves (DC 19); Search (DC 29); Disable Device (DC 29).

Chest 4: Poisoned needle in the lock. Contains three +1 mithral chain shirts and a +2 large metal shield.

Poison Needle Trap: CR 2; lock opener pricked automatically (no damage), poison (initial damage 1d6 temporary Con, secondary damage 1d6 temporary Con); Fortitude save negates (DC 19); Search (DC 24); Disable Device (DC 24).

Chest 5: Is actually the guardian of the room, a trained mimic that attacks as soon as possible with the greatest amount of surprise.

Mimic (1): hp 60.

Chest 6: *Greater glyph of warding*. Holds potions of cure moderate wounds, levitation, invisibility, and mage armor. Also holds a figurine of wondrous power (serpentine owl) and the stolen Aesthan relics known as the arrows of righteousness.

Greater Glyph of Warding: CR 6; 5-ft. acid spray (6d8); Reflex save halves (DC 20); Search (DC 31); Disable Device (DC 31).

AREA T1-32: Guardian (EL 8).

The door to this tiny chamber is barred on the outside, easily opened (but not from the inside). The door also opens automatically if the trap in the hallway (Area T1-29) is activated.

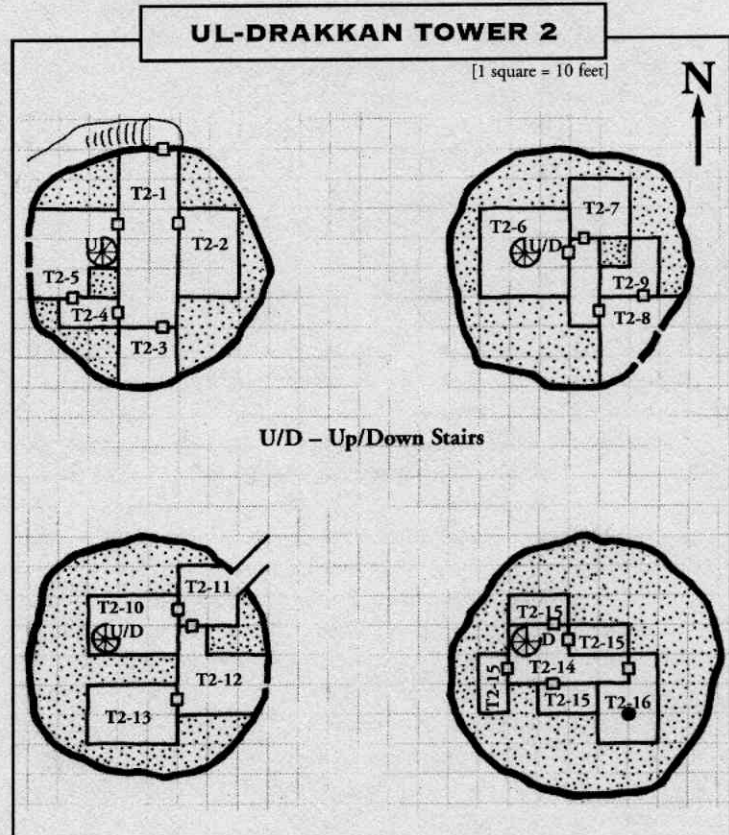
Alevolenz used dark magic to ensure that her predecessor, whom she killed, became a mohrg in death. Now, Teresstus, the former ruler of House Vrama, serves as an unwilling guardian of this area, attacking anyone she can get at.

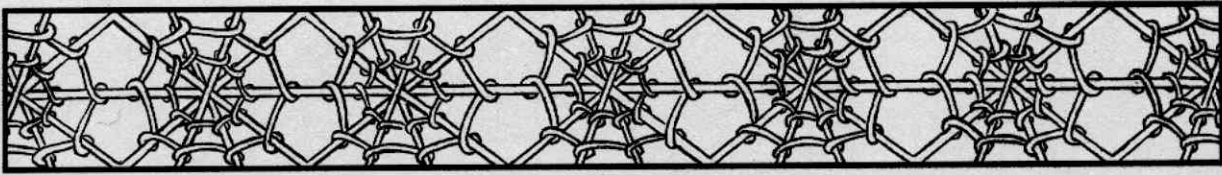
Mohrg (1): hp 107.

Tower 2

This tower is used mostly by guards and commoner support staff. All doors are stone, unless otherwise described.

Stone doors: 4 in. thick; Hardness 8; hp 60; Break DC 28.





AREA T2-1: Entrance (EL 2).

The door into this tower is iron, with a moveable peep hole to see out. It has a large reptilian beast with exaggerated teeth and claws etched into its surface. The door is barred.

Iron door: 2 in. thick; **Hardness 10;** **hp 60;** **Break DC 28.**

A long, wide hall cuts through the rock here. The floor is tiled in black and gray. A few black cloaks hang from pegs on the east wall near the north door. A brazier burns at the south end of the expanse, giving off only a little smoke.

A single guard stands watch in this room, unbarring the door only for those dark elves bearing the Vrama symbol. If the fortress is on alert, the guards in Area T2-2 and Intalequi are here to defend the tower.

Typical male guard (1): **hp 8.**

AREA T2-2: Guard House (EL 8).

This room is full of bunks, a few chairs, a pair of tables, and a few bits of haphazardly scattered equipment and clothing—belts, boots, cloaks, quivers, and more.

Eight male guards are here, but fourteen dark elves actually call this barracks home. They rotate in and out of guard duty in Areas T2-1, T2-5, and T2-11. If Ul-Drakkan is on alert, these guards are positioned in Area T2-1. If present, and they hear fighting in Area T2-1, they come in 1d3+1 rounds.

Typical male guards (8): **hp 4, 5, 6, 6, 7, 8, 9, 10.**

AREA T2-3: Artillery (EL 5 or 6).

The south wall is rough stone and slightly curved—likely to be the very edge of the column itself. A cross-shaped window looks out into the massive cave. In front of it is a complicated siege weapon of a unique construction. There are two bow mechanisms, suggesting that two deadly spearlike projectiles could be fired at once. Further, it appears that another mechanism holds more ammunition and that reloading could be accomplished very quickly. It is not unlike a giant repeating crossbow.

The bugbears here can point the ballista at the door in three full rounds. Two elite bugbear artillery specialists are stationed here, living in Area T2-4.

For information on repeating ballistae, see the sidebar on page 23.

Elite bugbears (2): **hp 41, 51.**

AREA T2-4: Artillerists' Chambers.

Six large, roughly made beds, covered in clothes, various bits of gear, and meat scraps are all crammed into this room. It smells of fur and stale ale.

The bugbears in Area T2-3 and Area T2-5 live here. A **Search check (DC 20)** of the room allows a character to find 25 gp and a masterwork javelin. The rest of the equipment is mundane and in poor shape.

AREA T2-5: Stairs (EL 8, 9 if the ballistae are used).

Two cross-shaped windows look out into the massive cave. In front of each is a complicated siege weapon of a unique construction, not unlike a giant repeating crossbow.

The spiral staircase here is made of black iron, and the walls bear carvings of small, vicious looking reptiles that walk upright, tearing the flesh from other creatures. A small table sits in one corner with a silver horn and a large handbell carved to look like a dragon's head.

The bugbears here can point the ballista at the door in three full rounds. Four elite bugbear artillery specialists are stationed here, living in Area T2-4.

For information on repeating ballistae, see the sidebar on page 23.

Two typical male guards are also on duty here at all times. The bell (worth 30 gp) is used to put the tower on alert. The horn (worth 50 gp) sounding means that enemies are actually present or immediately on their way—the tower is directly under attack.

The stairs go up to Area T2-6.

Elite bugbears (4): **hp 39, 40, 43, 52.**

Typical male guards (2): **hp 6, 7.**

AREA T2-6: Smithy (EL 6).

This room is hot, clearly due to a red-hot forge in the north part of the room. Bellows, a water trough, and a stone table covered in iron tools make it clear that this is a smithy. Finished metal items, mostly weapons, are kept in the south part of the room.

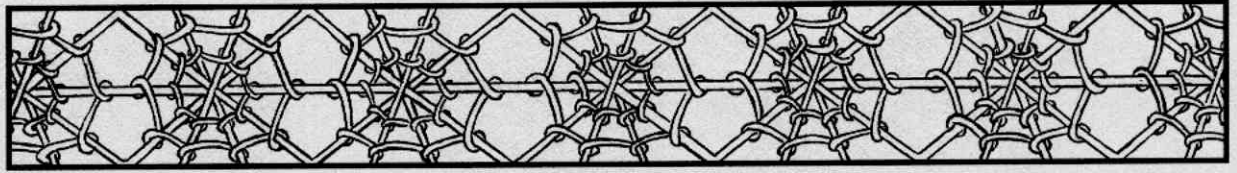
Five male and one female dark elf commoners work the forge here. If these workers encounter hostile intruders, they use their *darkness* ability to confuse and cover their escape up the stairs (or down, if the intruders came from above) or possibly down the hall into Area T2-8—whatever is most appropriate.

The stairs go down to Area T2-5 and up to Area T2-10.

Male commoners (5): **hp 1, 1, 2, 2, 3.**

Female commoner (1): **hp 3.**





AREA T2-7: Craft Shop (EL 6).

This room is full of tables covered in tools and crafted objects of stone, cloth, metal, and leather.

Three male and three female dark elf commoners work here, providing the fortress with needed supplies.

Male commoners (3): hp 1, 2, 2.

Female commoners (3): hp 2, 3, 4.

AREA T2-8: Artillery (EL 8 or 9).

The curved southeastern wall is rough, clearly the side of the column itself. Two cross-shaped windows look out into the massive cave. In front of each is a complicated siege weapon, not unlike a giant repeating crossbow. A black rug covers the floor near the door with a large skull woven into it with white thread.

The bugbears in this room can point the ballista at the door in three full rounds. Four elite bugbear artillery specialists are stationed here, living in Area T2-9.

For information on repeating ballistae, see the sidebar on page 23.

Elite bugbears (4): hp 40, 45, 50, 52.

AREA T2-9: Artillerists' Quarters.

This area is identical to Area T2-4 (although it is a bit larger). The bugbears from Areas T2-8 and T2-12 live here.

AREA T2-10: Kitchens (EL 5).

A number of ovens keep this room very warm. A strange, spicy odor fills the air. Platters of cooked and uncooked fungus sit on tables next to pots of cooked, dark-colored meat. A black curtain is pushed against the south wall next to a black spiral staircase, although it appears that the curtain could be drawn to the north, cutting off the staircase from the kitchen.

This wide area cooks and stores practically all of the dark elves' food for all of Ul-Drakkan. Three dark elf male commoners and two bugbears work in the kitchens here. When the kitchen is not in use, the bugbears sleep on the floor.

The stairs go down to Area T2-6 and up to Area T2-14.

Male commoners (3): 1, 2, 3.

Bugbears (2): 20, 22.

AREA T2-11: Guard Post (EL 6).

A thin stone bridge arches toward the central column from this point, at least 150 feet above the cavern floor. Skull-shaped mushrooms with blades stuck in them are painted on

the north and east walls. A small table sits in one corner along with a silver horn and a large handbell carved to look like a dragon's head.

For a description of the bridges, see Area T1-8.

Two typical male guards are also on duty here at all times. The bell (worth 30 gp) is used to put the tower on alert. The horn (worth 50 gp) sounding means that enemies are actually present or immediately on their way—the tower is directly under attack.

Typical male guards (2): hp 7, 9.

AREA T2-12: Artillery Post (EL 6 or 7).

This area is identical to Area T2-3. The bugbears live in Area T2-9. If the fortress is under attack, the driders from Area T2-13 are here.

Elite bugbears (2): 43, 49.

AREA T2-13: The Driders (EL 9).

The rear of this room is filled with webs tightly woven into two large cocoon-like structures built near the ceiling. A large caldron is suspended in the webs in the middle of the room.

This is the lair of two driders, Maguul and Nyatrah. If the tower is under attack, they move to Area T2-12 and fill the north half of the room with *web* spells.

Unlike other dark elf houses, the elves of House Vrama do not look upon driders as outcasts. Instead, they see them as those touched by the Spider Queen. Maguul and Nyatrah have endeared themselves to Alevolenz of late – so much so that they have been entrusted with the *chalice of reeds*, one of the relics stolen from the surface. The *chalice* is in the southernmost of the two cocoon beds, along with a bag containing 154 gp and 9 agates worth 75 gp each.

The cauldron in the webs, however, protects the room whether the driders are there or not. It is a *pot of curses* (see Appendix III: New Magic Items & Monster), set to react against any creatures other than driders, although it can also be deactivated by a command word ("Vessashon").

Maguul, male drider (1): hp 61.

Nyatrah, female drider (1): hp 52.

AREA T2-14: Stairs (EL 3).

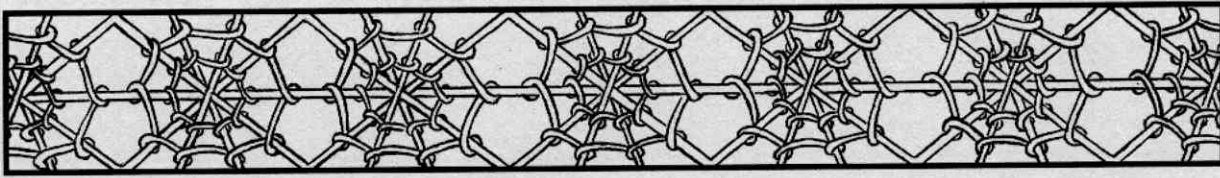
A large symbol carved onto the floor here looks like a skull-shaped mushroom with a sword thrust into the top. A few chairs and small tables are scattered about the room.

Two dark elf commoners, a male and a female, relax here. They live in one of the areas marked T2-15. The stairs go down to Area T2-10.

Male commoner (1): hp 1.

Female commoner (1): hp 3.





AREA T2-15: Dark Elf Commoners.

A few beds covered with black blankets, a table covered in dishes and food, and a few chairs fill the room. The walls bear a few crossed weapons, framed paintings, and shelves with books and small statuettes.

The dark elves that work in Areas T2-6, T2-7, and T2-10 live in these rooms. There is little of real value here, although the chambers are well-appointed and comfortable.

AREA T2-16: Intalequi's Chamber (EL 12).

Intalequi keeps his door locked at all times (**Open Lock DC 25**).

This opulent room is draped in black and silver, with a surprisingly pristine white rug covering most of the floor. A massive pillar occupies the middle of the room, behind which is a canopy bed also draped in black and silver. There is also a wardrobe; a desk and small bookshelf; and a silver, spider-shaped brazier.

The powerful dark elf wizard Intalequi is here when the fortress is not on alert. Otherwise, he is in Area T2-1 supporting the guards. Intalequi is that most extremely rare of dark elves: an albino. Albinos amid this race are extremely rare, but also extremely powerful. Intalequi gains **+2 to Spell Resistance, +2 to all his spell DCs, and +2 to his effective caster levels**. His long white hair and surprisingly pale face are usually half-hidden with a hooded, dark blue, furred (displacer beast) cloak, but he does not really try to hide his features. He is happy with how intimidating and strange they are to the other dark elves, actually. Through strange rituals, he has gained a small monstrous spider as his familiar. Intalequi would like to kill Minilir and take his place—and Alevolenz is sending him signals that she wants this too.

In a fight, Intalequi does his best simply to avoid damage altogether. He always has *mage armor* cast (+4 AC). He attempts to enter any fray *invisible*, *hasted*, and *shielded* (total of **+11 or more to AC**). He uses his scroll of *teleport* to get away if a situation gets too dangerous.

The pillar is actually a special cylindrical *wall of force*, inside of which is a trapped bodak. If anyone other than Intalequi comes into the chamber, the normally opaque *wall of force* becomes transparent and the bodak's **gaze attack (Fortitude save DC 15 negates)** immediately takes effect. Intalequi obviously knows about this (he made it) and is prepared to close his eyes and get behind the bodak should anyone break in while he is present. Obviously, the bodak cannot attack physically, but he also is safe from practically all attacks.

The bookshelf holds many books on magic, two of which are Intalequi's spellbooks, but each page is disguised with *secret page* to look like simply minor, inconsequential texts on magic.

Intalequi's two spellbooks contain the following spells:

0—*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*, 1st—*charm person, hold portal, identify, mage armor, magic missile, shield, silent image, summon monster I*; 2nd—*blindness/deafness, blur, darkness, flaming sphere, invisibility, knock, levitate, Melf's acid arrow, minor image, Tasha's hideous laughter, web*; 3rd—*fireball, haste, hold person, secret page, slow, summon monster III, wind walk*; 4th—*arcane eye, fire shield, polymorph other, scry, wall of fire*; 5th—*cloud-kill, cone of cold, teleport*.

The wardrobe holds various garments, personal possessions, and a few jars of perfume. It also contains a small pouch of 34 pp hidden in the back (**Search DC 20**).

Bodak (1): hp 60.

Intalequi (1): hp 27.

Small monstrous spider familiar (1): hp 13; +5 AC, Int 10.

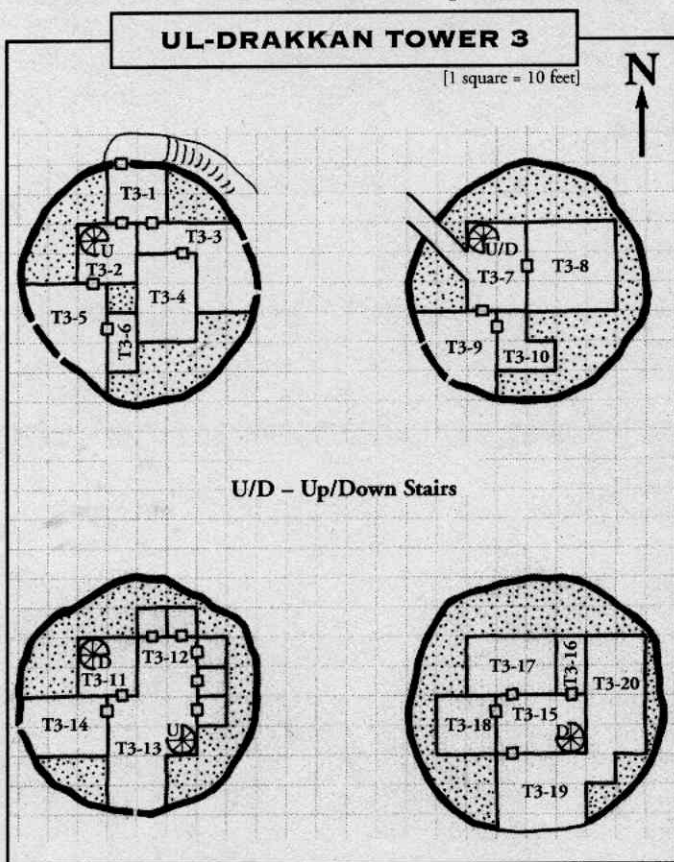




Tower 3

This tower is used mostly by guards, fungus farmers, and the stabled hieractosphinxes. All doors are stone, unless otherwise described.

Stone doors: 4 in. thick; Hardness 8; hp 60; Break DC 28.



AREA T3-1: Entrance.

The door into this column/tower is iron, with a moveable peep hole to see out. It has a large displacer beast etched into its surface. The door is barred.

Iron door: 2 in. thick; Hardness 10; hp 60; Break DC 28

A small room marks the entrance into this tower. The floor is tiled in black and purple. A few black cloaks hang from pegs on the west wall near the north door.

Two female guards stand watch in this room, unbarring the door only for those dark elves bearing the House Vrāma symbol. If the fortress is on alert, the guards in Area T3-4 are ready to charge into this room to defend the tower.

Typical female guards (2): hp 14, 16.

AREA T3-2: Stairs.

The black spiral staircase here is made of iron, and the walls bear carvings of thousands of spiders. A small table sits in one corner with a silver horn and a large handbell carved to look like a spider.

Two typical female guards are on duty here at all times. The bell (worth 30 gp) is used to put the tower on alert. The horn (worth 50 gp) sounding means that enemies are actually present or immediately on their way—the tower is directly under attack.

The stairs go up to Area T3-11.

Typical female guards (2): hp 13, 15.

AREA T3-3: Artillery (EL 5 or 6).

The east wall is rough stone and slightly curved—likely to be the very edge of the column itself. Two cross-shaped windows look out into the massive cave. In front of them are complicated siege weapons of a unique construction. There are two bow mechanisms, suggesting that two deadly spearlike projectiles could be fired at once. Further, it appears that another mechanism holds more ammunition and that reloading could be accomplished very quickly. They are not unlike giant repeating crossbows.

If necessary, the guards in this room can point the ballista at the door in three full rounds. Four elite female artillery specialists (guards) are stationed here, living in Area T3-4.

For information on repeating ballistae, see the sidebar on page 23.

Elite female guards (4): hp 11, 13, 15, 17.

AREA T3-4: Barracks (EL 6).

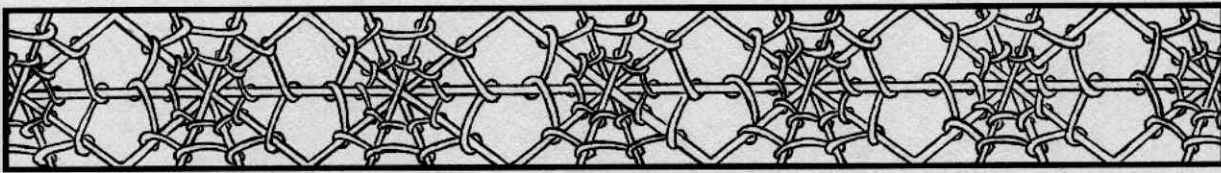
The southern wall bears a black banner emblazoned with a green, skull-shaped mushroom symbol. A sword's blade plunges into the top of the mushroom, completing the image.

The room holds a number of beds, a table, a few chairs, and cloaks and bags hanging from pegs on the western wall.

Fourteen female guards live here, although never more than two are here at a time. They work in shifts guarding Areas T3-1, T3-2, T3-11, and T3-12, and the four elite guards operate the ballistae in Area T3-3. In times of alert, the guards here are poised to charge into Area T3-1. If possible, one of them runs to the stables to alert the bugbears and beast keepers there; otherwise, they are at rest here. A search of the room uncovers some normal personal equipment for the inhabitants, as well as a total of 11 pp and 22 gp.

Typical female guards (6): hp 10, 10, 10, 17, 17, 17.





AREA T3-5: Artillery (EL 8 or 9).

This room is similar to Area T3-3. Four elite bugbear artillery specialists are stationed here, living in Area T3-6.

For information on repeating ballistae, see the sidebar on page 23.

Elite bugbears (4): hp 40, 44, 47, 50.

AREA T3-6: Artillerists' Chambers.

Six large, roughly made beds covered in clothes, various bits of gear, and meat scraps are all crammed into this room. It smells of fur and stale ale.

This is where the bugbears in Areas T3-5 and T3-13 live. A **Search check (DC 20)** of the room allows a character to find 29 gp. The rest of the equipment is mundane and in poor shape.

AREA T3-7: Guard Lizards (EL 7).

The black iron staircase goes up and down through this chamber, with two doors and a passage out to the northwest. The room is plain, although a pair of rather ferocious reptiles eyes you unnervingly.

The stairs go to Area T3-2 and Area T3-11. The passage to the northwest leads to the bridge to Tower 1. For a description of the bridges, see Area T1-8.

Two deinonychuses guard this chamber, trained to stay in this area and attack any intruders; they obey the commands of any dark elf in the tower. Each of them wears a special black collar with the Vrama house symbol on it.

Deinonychuses (2): hp 32, 39.

AREA T3-8: Fungi Farmers (EL 8).

A pungent stench pervades this chamber of dirt and fungus. Various figures with tools and knives work over bundles of harvested fungus. More tools hang on the walls.

Eight bugbears, two elf slaves, and three human slaves chop fungus gathered from the copses outside into bits for use as food. Each is armed with a cleaver (treat as a dagger). The slaves would love a chance to use these knives against their captors—starting with the cruel bugbears who work alongside them. None of the slaves know anything about anywhere beyond the slave pens and the bottom two levels of this tower.

Bugbears (8): hp 13, 14, 16, 17, 17, 19, 21, 22.

Elf slaves (2): hp 1 each.

Human slaves (3): hp 1 each.

AREA T3-9: Artillery (EL 8).

This room is identical to Area T3-5.

Elite bugbear guards (4): hp 38, 44, 50, 52.

AREA T3-10: Artillerists' Quarters.

This room is identical to Area T3-6, except that it is a bit larger. The bugbears from Areas T3-9 and T3-14 live here.

AREA T3-11: Stairs (EL 6).

This room is identical to Area T3-2. The stairs go down to Area T3-7.

Typical female guards (2): hp 11, 12.

AREA T3-12: Prison (EL 6).

A number of iron doors line the walls of this open chamber, each of them with a small peephole cut into them. A black spiral staircase goes up to a level above.

Two guards are positioned here at all times. They live in Area T3-4. This duty is usually pretty slight, so they are rarely prepared for action.

The staircase goes up to Area T3-15.

Only two of the cells are currently occupied. In one, Therrence Thelonia of the Temple of Aesthan awaits torture at the hands of the demon in Area T3-17—and he knows it. He has met Alevolenz and knows the layout of Tower 3 and the bottom two levels of Tower 1.

The other prisoner is Blip'adroop, a kuo-toa recently captured by the dark elves. He does not know much, but is sincere when he offers to help the PCs fight against the dark elves if he is given a weapon.

Typical female guards (2): hp 11, 15.

Therrence Thelonia, a 1st-level human cleric (1): hp 10.

Kuo-toa (1): hp 11.

AREA T3-13: Artillery (EL 6 or 7).

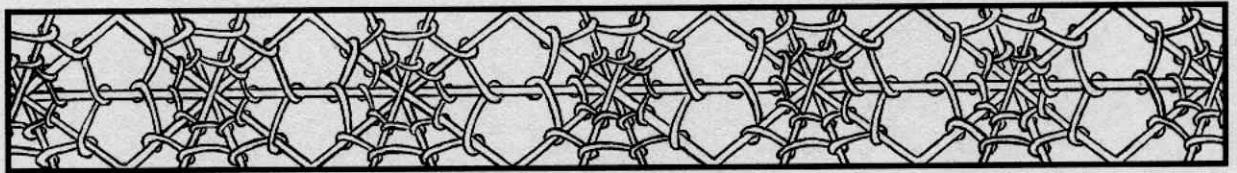
The south wall is rough stone and slightly curved—the edge of the column itself. A cross-shaped window looks out into the large cave. In front of it is a complicated siege weapon of a unique construction that looks like a giant repeating cross-bow.

If necessary, the bugbears here can point the ballista at the door in three full rounds. Two elite bugbear artillery specialists are stationed here, living in Area T3-6. Obviously, if there is trouble in the prison (Area T3-12), they are nearby and react appropriately.

For information on repeating ballistae, see the sidebar on page 23.

Elite bugbears (2): hp 45, 50.





AREA T3-14: Artillery (EL 6 or 7).

This room is similar to Area T3-13. The bugbears live in Area T3-10.

Elite bugbears (2): hp 43, 48.

AREA T3-15: Stairs.

The tiled floor bears a mosaic of a green reptile with huge teeth and claws against a black background. The black iron staircase spirals down.

The stairs go down to Area T3-12. Eilos and Tessandra (see Areas T3-18 and T3-17, respectively) are both here prepared to fight if the fortress is under attack.

AREA T3-16: Storage.

Crates, barrels, and various tools and implements are stacked here neatly.

Unless the PCs are in need of mundane equipment (rope, packs, spikes, etc.), nothing of value or interest is here.

AREA T3-17: Torture Chamber (EL 9).

Racks, iron maidens, a pot of hot coals, branding irons, and strange implements of torture fill this room that reeks of blood, sweat, and fear. Shackles hang from the walls, but they are all currently empty. The floor is stained in gruesome colors, and the walls are splattered with grisly stains of their own.

This is the domain of Tessandra, a succubus that traveled here long ago to join with the dark elves. She has become their chief torturer. She is also the lover of Eilos. If the fortress is under attack, she and Eilos are in Area T3-15.

When first encountered, she appears to be a mistreated elf female (even if she is surprised, she just likes that form). She attempts to use that as a ruse, but if it is not working she simply attacks. If she takes more than **half her hit points in damage**, she teleports away, probably to the temple in Tower 1.

Tessandra, succubus (1): hp 39.

AREA T3-18: Eilos' Chamber (EL 12).

This room looks like a dimly lit library with a large bed in the middle of it. Books of all sizes and types fill bookshelves on the walls. A gray rug covers the floor. The bed is draped in black and gray blankets.

Eilos recently joined House Vrama from House Leisarn. This fighter/wizard is powerful and a welcome new ally. In just a few short months, he has distinguished himself in the ranks of Vrama. The succubus Tessandra is his lover.

If the tower is under attack, he and Tessandra are in Area T3-15.

At any given time, he has cast *mage armor* (only adding a net +1 AC because he is already wearing *web armor*), *bull's strength* (adding +2 to attack and damage rolls), and *endurance*.

Most of the books in the room are valueless. Six of them (**Search DC 25**) are worth 100 gp each due to their subject matter and rarity. A **Search check (DC 27)** is needed to find Eilos's spellbook amid all the other tomes. His spellbook contains:

0—*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*; 1st—*feather fall, mage armor, magic missile, shield, silent image, summon monster I*; 2nd—*alter self, bull's strength, endurance, see invisibility, summon swarm*; 3rd—*hold person, slow, summon monster III*.

He keeps his clothing and personal belongings in an unlocked trunk under the bed. He carries all his valuables with him.

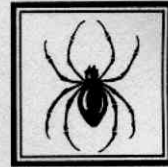
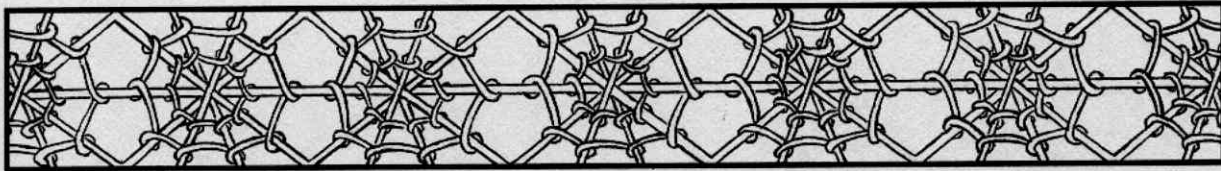
Eilos (1): hp 63 (74 with *endurance*).

AREA T3-19: Open Chamber.

The south wall of this chamber is open to the huge outer cave. The north and west walls have leather harnesses and saddles. A few large feathers are scattered about the floor.

This is where hieractosphinx-mounted dark elves sometimes land. Only high-level dark elves ride these intelligent beasts.





AREA T3-20: Hieractosphinx Roost (EL 8).

Gray feathers are scattered around the floor here. The walls are covered in reliefs of winged animals and beasts flying amid the tops of caverns.

Three hieractosphinxes are here; one is still saddled. They attack any non-dark elf that comes into the roost. These are not simple mounts: they are intelligent allies of the dark elves, used for flying in large caves and passages and walking elsewhere.

Each hieractosphinx wears a jeweled collar worth 800 gp. If offered at least 100 gp worth of treasure each, the sphinxes will not attack. If offered three times that much, they can be convinced actually to work with the PCs (they are fickle and greedy).

Hieractosphinxes (3): hp 60, 71, 79.

ADVENTURE AFTERMATH

Successful and powerful adventurers leave Ul-Drakkan in ruins, with the captured slaves, the stolen relics, and their troops in their company as they return to the surface. More likely, however, they leave having dealt the dark elves a terrible blow and hopefully having recovered the prisoners and relics.

If they leave Alevolenz alive, she will strike back—no doubt about it. Worse yet, the PCs will have proven to the dark elves of other houses that they do indeed have a mutual enemy in the surface dwellers. Under Alevolenz's wicked command, the dark elves could come to the surface one night in force.

If Alevolenz is dead, House Yurganth will likely come to Ul-Drakkan and crush whatever the PCs have left of House Vrama.

If the PCs meet with utter failure, at least some of them are likely taken prisoner to become the object of terrible tortures and probably eventually sacrifice to the Spider Goddess.

There are many opportunities for further adventures. The decadent and foul underground city of Nluguran awaits beyond Ul-Drakkan. The mind flayer cabal that trained Alevolenz and to which Ghurulon belongs hides in an underground fortress of their own; they almost certainly have some sort of backup plan if Ghurulon and/or Alevolenz is slain. Nearby, there are probably strongholds of kuo-toa and duergar. The Netherdeep provides many foes for good-aligned surface dwellers or those interested in adventure and great treasure.

APPENDIX I: MONSTER & GENERAL NPC DESCRIPTIONS

Allies

Elf Warriors, male and female elf War1

Medium Humanoid; HD 1d8; hp 4; Init +3 (Dex); Spd 20 ft.; AC 18 (+3 Dex, +5 armor); Atk +5 melee (1d8+2, longsword), +5 ranged (1d6+2, composite shortbow); SQ Elf traits, low-light vision; AL CG; SV Fort +2, Ref +3, Will -1; Str 14, Dex 16, Con 10, Int 12, Wis 8, Cha 11.

Skills: Climb +2, Jump +2, Listen +1, Search +3, Spot +3. Elves

receive a +2 racial bonus to Listen, Search, and Spot checks.

Feats: Weapon Focus (longsword).

SQ—Elf Traits: Elves are immune to magic *sleep* spells and effects. They receive a +2 racial bonus to Will saves against enchantment spells or effects. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check as if actively looking for it.

Possessions: breastplate, masterwork longsword, masterwork mighty composite shortbow (+2), 20 arrows, *potion of cure light wounds*.

Human Warriors, male and female human War1

Medium Humanoid; HD 1d8+2; hp 6; Init +1 (Dex); Spd 20 ft.; AC 18 (+1 Dex, +6 armor, +1 shield); Atk +5 melee (1d10+2, bastard sword), +2 ranged (1d8, longbow); AL NG; SV Fort +3, Ref +1, Will +1; Str 15, Dex 13, Con 15, Int 11, Wis 12, Cha 8.

Skills: Climb +2, Intimidate +3, Jump +2.

Feats: Exotic Weapon Proficiency (bastard sword), Weapon Focus (bastard sword).

Possessions: masterwork banded mail, small wooden shield, masterwork bastard sword, longbow, 20 arrows, *potion of cure light wounds*.

Dwarf slave, male and female dwarf Com1

Medium Humanoid (4 ft., 3 in. tall); HD 1d4+1; hp 2; Init +0; Spd 20 ft.; AC 10; Atk +0 melee or +0 ranged; SQ Dwarven traits, darkvision 60 ft., stonemasonry; SV Fort +1, Ref +0, Will +0; AL NG; Str 11, Dex 10, Con 12, Int 11, Wis 11, Cha 8.

Skills: Appraise +2, Craft +2, Hide +0, Listen +0, Move Silently +0, Profession +4, Spot +4. Dwarves receive a +2 racial bonus to Appraise, Craft, and Profession checks related to stone or metal.

Languages: Common, Dwarven.

Feat: Run.

SQ—Dwarven Traits: Dwarves receive a +1 racial bonus to attack rolls against orcs and goblinoids, a +2 racial bonus to Will saves against spells and spell-like abilities, a +2 racial bonus to Fortitude saves against all poisons, and a +4 dodge bonus to AC against giants.

SQ—Stonemasonry (Ex): Dwarves receive a +2 racial bonus to checks to notice unusual stonework. (See *Core Rulebook III*.)

Elf Slave, male and female elf Com1

Medium Humanoid (5 ft., 2 in. tall); HD 1d4-1; hp 1; Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex); Atk +0 melee or +1 ranged; SQ Elf traits, low-light vision; SV Fort -1, Ref +1, Will +1; AL NG; Str 11, Dex 12, Con 8, Int 10, Wis 13, Cha 12.

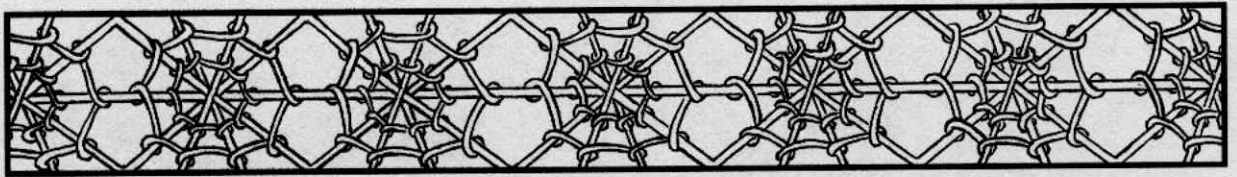
Skills: Craft +4, Hide +1, Listen +3, Move Silently +1, Search +2, Spellcraft +2, Spot +3.

Languages: Common, Elven.

Feat: Skill Focus (Craft).

SQ—Elf Traits: Elves are immune to magic *sleep* spells and effects. They receive a +2 racial bonus to Will saves against enchantment spells or effects. An elf who merely passes within 5 feet of a secret





or concealed door is entitled to a Search check as if actively looking for it.

Halfling Slave, male and female halfling Com1

Small Humanoid (3 ft., 2 in. tall); HD 1d4; hp 1; Init +2 (Dex); Spd 20 ft.; AC 13 (+1 size, +2 Dex); Atk +0 melee or +3 ranged; SQ Halfling traits; SV Fort +3, Ref +3, Will +1; AL NG; Str 9, Dex 15, Con 10, Int 11, Wis 11, Cha 9.

Skills: Climb +1, Handle Animal +1, Hide +6, Jump +1, Listen +2, Move Silently +4, Ride +4, Search +2, Spot +0. Halflings receive a +2 racial bonus to Climb, Jump, Listen, and Move Silently checks.

Languages: Common, Halfling.

Feat: Great Fortitude.

SQ—Halfling Traits: Halflings receive a +1 size bonus to AC and attack rolls, a +4 size bonus to Hide checks, a +1 racial bonus to all saving throws, a +2 morale bonus to saving throws against fear, and a +1 racial attack bonus with a thrown weapon.

Human Slave, male and female human Com1

Medium Humanoid (5 ft., 10 in. tall); HD 1d4-1; hp 1; Init -2 (-2 Dex); Spd 30 ft.; AC 8 (-2 Dex); Attack +1 melee, or -2 ranged; SV Fort -1, Ref -2, Will +1; AL NG; Str 12, Dex 6, Con 8, Int 9, Wis 9, Cha 5.

Skills: Climb +5, Hide -2, Listen -1, Move Silently -2, Profession +3, Spot -1, Use Rope +0.

Languages: Common.

Feats: Iron Will, Skill Focus (Profession).

Foes

Dark Elf Qualities

All dark elves described below have these qualities (not listed in their stat blocks):

- Proficient with the hand crossbow or repeating crossbow, regardless of character class. (This counts as an Exotic Weapon Proficiency feat.)
- Immune to sleep spells and effects
- +2 racial bonus to Will saves versus spells or spell-like abilities
- +2 racial bonus to Listen, Search, and Spot checks. A dark elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check as if actively looking for it.
- +1 racial bonus to Hide and Move Silently checks.
- Darkvision 120 feet
- Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds dark elves for 1 round. In addition, they suffer a -1 circumstance penalty to all attack roll, saves, and checks while operating in bright light.
- Spell-Like Abilities: Female 1/day - *clairvoyance/clairaudience, dancing lights, darkness, discern lies, dispel magic, faerie fire, suggestion*. Male 1/day - *dancing lights, darkness, faerie fire*.

Bebilith

CR 9; Huge Outsider (Chaotic, Evil); HD 12d8+48; hp 110; Init +5 (Dex, Improved Initiative); Spd 40ft., climb 20 ft.; AC 25 (-2 size, +1 Dex, +16 natural); Atk +19 melee (2d6+9, bite and poison) and +14 melee (2d4+4, 2 claws and armor damage); Face/Reach 15 ft. by 15 ft./10 ft.; SA Web, poison, armor damage; SQ DR 30/+3, protective aura, plane shift, scent, telepathy; AL CE; SV Fort +12, Ref +9, Will +9; Str 28, Dex 12, Con 18, Int 11, Wis 13, Cha 13.

Skills: Climb +21, Hide +11, Jump +21, Listen +17, Move Silently +15, Search +14, Sense Motive +15, Spot +17. Receives a +8 racial bonus to Hide checks.

Feats: Alertness, Cleave, Improved Initiative, Power Attack.

SA—Web (Ex): Four times per day a bebilith can shoot webs from its abdomen. This attack is like a *web* spell, with a few exceptions. The range is 30 feet, and the webs are permanent, nonmagical, and cannot be dispelled. The DC for evading or breaking free from the webs is 20, and there is a 75% chance that the webbing will not burn if any sort of fire is applied to it (check each round).

SA—Poison (Ex): Bite, Fortitude save (DC 20); initial damage 1d6 temporary Constitution, secondary damage 2d6 temporary Constitution. Bebilith venom is highly perishable, losing its potency and becoming inert, foul-smelling goo almost as soon as it comes into contact with air.

SA—Armor Damage (Ex): A bebilith's claws can catch and tear an opponent's armor. If the opponent has both armor and a shield, roll 1d6: A roll of 1-4 affects the armor and a roll of 5-6 affects the shield.

Make a grapple check whenever the bebilith hits with a claw attack, adding to the opponent's roll any magical bonus for the armor or shield. If the bebilith wins, the affected armor or shield is torn away and ruined.

SQ—Protective Aura (Su): A *magic circle* against *chaos, evil, good, or law* effect always surrounds a bebilith, identical with the spell cast by a 12th-level sorcerer. The bebilith usually chooses *magic circle against chaos* but can change the aura each round as a free action. The aura can be dispelled, but the bebilith can create it again during its next turn as a free action. (The defensive benefits from the aura are not included in the creature's statistics.)

SQ—Plane Shift (Su): This ability affects only the bebilith. It is otherwise similar to the spell of the same name.

Bodak

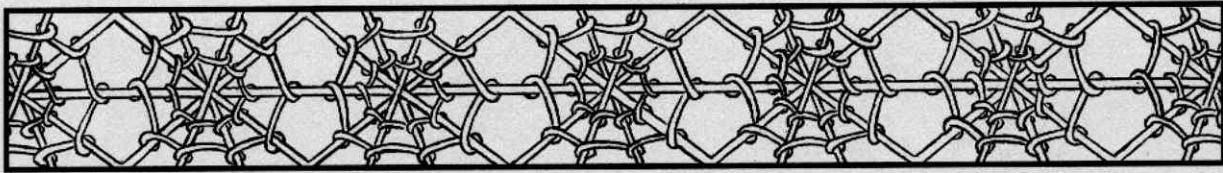
CR 8; Medium Undead (6 ft., 0 in. tall); HD 9d12; hp 60; Init +6 (Dex, Improved Initiative); Spd 20 ft.; AC 15 (+2 Dex, +3 natural); Atk +6 melee (1d8+1, slam); SA Death gaze; SQ DR 15/silver, fire and acid resistance 20, electricity immunity, sunlight vulnerability, flashbacks; AL CE; SV Fort +3, Ref +5, Will +7; Str 13, Dex 15, Con —, Int 6, Wis 12, Cha 12.

Skills: Listen +11, Move Silently +14, Spot +13.

Feats: Dodge, Improved Initiative, Weapon Focus (slam).

SA—Death Gaze (Su): Death, range 30 feet, Fortitude negates DC





15. Humanoids who die from this attack are transformed into bodaks in one day.

SQ—Sunlight Vulnerability (Ex): Bodaks loathe sunlight, for its merest touch burns their impure flesh. Each round of exposure to the direct rays of the sun deals 1 point of damage to the creature.

SQ—Flashbacks (Ex): From time to time, a bodak sees something that reminds it of its almost-forgotten life. At the start of every encounter, there is a 5% chance that it notices something about an opponent (randomly determined, if more than one opponent is present) that causes it to recall its life. If this happens, the bodak takes no action for 1 round and thereafter suffers a -2 morale penalty to all attacks directed at that opponent.

Bugbear

CR 2; Medium Humanoid (Goblinoid) (7 ft., 0 in. tall); HD 3d8+3; hp 16; Init +1 (Dex); Spd 30 ft.; AC 17 (+1 Dex, +3 natural, +2 armor, +1 shield); Atk +4 melee (1d8+2, morningstar) or +3 ranged (1d6+2, javelin); AL CE; SV Fort +2, Ref +4, Will +1; Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9.

Skills: Climb +2, Hide +3, Listen +3, Move Silently +6, Spot +3.

Languages: Common, Goblin.

Feat: Alertness.

Bugbear, elite War3

CR 4; Medium Humanoid (Goblinoid) (7 ft., 0 in. tall); HD 3d8+9 plus 3d8+9; hp 45; Init +1 (Dex); Spd 30 ft.; AC 21 (+1 Dex, +3 natural, +5 armor, +2 shield); Atk +12 melee (1d8+5, morningstar) or +6 ranged (1d6+5, javelin); AL NE; SV Fort +7, Ref +5, Will +4; Str 20, Dex 13, Con 17, Int 12, Wis 15, Cha 9.

Skills: Climb +5, Hide +2, Jump +8, Listen +5, Move Silently +2, Spot +6.

Languages: Common, Gnoll, Goblin, Orc, Undercommon.

Feats: Alertness, Power Attack, Weapon Focus (morningstar).

Possessions: masterwork morningstar, masterwork breastplate, masterwork large steel shield, 2 javelins, 8 gp.

Dark Elf, female Com1

CR 2; Medium Humanoid (5 ft., 0 in. tall); HD 1d4-1; hp 3; Init +1 (Dex); Spd 30 ft.; AC 12 (+2 Dex); Atk +0 melee (1d4, dagger) or +1 ranged (1d4, dagger); SQ Dark elf qualities, SR 12; AL NE; SV Fort -1, Ref +2, Will +0; Str 11, Dex 15, Con 8, Int 12, Wis 11, Cha 12.

Skills: Bluff +3, Hide +4, Intimidate +2, Listen +6, Move Silently +2, Search +3, Spot +4.

Languages: Common, Elven, Gnome, Undercommon.

Feat: Alertness.

Possessions: dagger, 4 gp, House Vrama pin.

Dark Elf, male Com1

CR 1; Medium Humanoid (5 ft., 2 in. tall); HD 1d4-1; hp 1; Init +1 (+1 Dex); Spd 30 ft.; AC 11 (+1 Dex); Atk +0 melee (1d4, dagger) or +1 ranged (1d4, dagger); SQ Dark elf qualities, SR 12; AL

LE; SV Fort -1, Ref +1, Will +2; Str 11, Dex 13, Con 8, Int 12, Wis 11, Cha 8.

Skills: Climb +2, Craft +2, Hide +2, Listen +6, Move Silently +2, Ride +5, Search +3, Spot +2.

Languages: Common, Elven, Orc, Undercommon.

Feat: Iron Will.

Possessions: dagger, 2 gp, House Vrama pin.

Dark Elf Guard, elite female Ftr5

CR 7; Medium Humanoid (5 ft., 0 in. tall); HD 5d10+5; hp 37; Init +7 (Dex, Improved initiative); Spd 30 ft.; AC 19 (+4 Dex, +5 armor); Atk +8 melee (1d6+1, short sword) and +8 melee (1d6, short sword) or +10 ranged (1d4, hand crossbow); SQ Dark elf qualities, SR 16; AL LE; SV Fort +5, Ref +5, Will +2; Str 13, Dex 18, Con 12, Int 15, Wis 13, Cha 14.

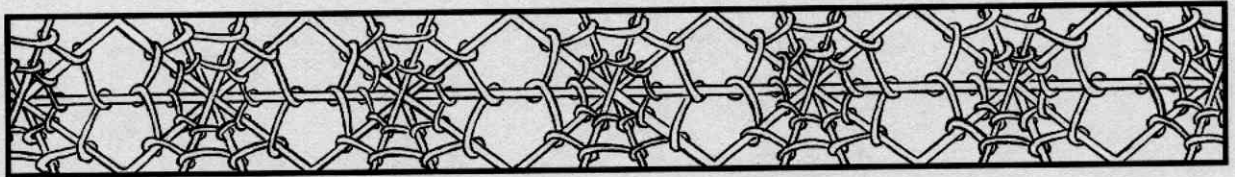
Skills: Climb +8, Jump +5, Handle Animal +10, Hide +4, Innuendo +3, Listen +3, Move Silently +4, Ride +11, Search +4, Spot +3.

Languages: Common, Draconic, Elven, Goblin, Undercommon.

Feats: Ambidexterity, Dodge, Exotic Weapon Proficiency (hand crossbow), Improved Two-Weapon Fighting, Weapon Finesse (short sword), Weapon Focus (short sword).

Possessions: +1 chain shirt, two +1 short sword, masterwork hand crossbow, 10 bolts, 5 doses of sintrin poison, 20 gp, House Vrama pin.





Dark Elf Guard, elite male Ftr4

CR 5; Medium Humanoid (5 ft., 2 in. tall); HD 4d10; hp 26; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 21 (+4 Dex, +5 armor, +2 shield); Atk +10 melee (1d6+4, short sword) or +9 ranged (1d4, hand crossbow); SQ Dark elf qualities, SR 15; AL NE; SV Fort +3, Ref +5, Will +2; Str 12, Dex 18, Con 10, Int 13, Wis 12, Cha 11.

Skills: Handle Animal +4, Hide +4, Innuendo +2, Jump +5, Listen +3, Move Silently +4, Ride +10, Search +2, Spot +3.

Languages: Common, Elven, Undercommon.

Feats: Dodge, Exotic Weapon Proficiency (hand crossbow), Improved Initiative, Weapon Finesse (short sword), Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +1 chain shirt, +1 short sword, masterwork large steel shield, masterwork hand crossbow, 10 bolts, 5 doses of sintrin poison, 18 gp, House Vrama pin.

Dark Elf Guard, typical female Ftr2

CR 4; Medium Humanoid (5 ft., 2 in. tall); HD 2d10+2; hp 13; Init +3 (Dex); Spd 30 ft.; AC 20 (+3 Dex, +5 armor, +2 shield); Atk +4 melee (1d6+1, short sword) or +6 ranged (1d4, hand crossbow); SQ Dark elf qualities, SR 13; AL CE; SV Fort +4, Ref +3, Will +0; Str 12, Dex 17, Con 12, Int 13, Wis 11, Cha 11.

Skills: Appraise +1, Climb +7, Craft (weaponsmithing) +4, Hide +3, Innuendo +1, Jump +5, Listen +2, Move Silently +3, Search +3, Spot +2.

Languages: Common, Goblin, Elven, Undercommon.

Feats: Exotic Weapon Proficiency (hand crossbow), Point Blank Shot, Weapon Focus (short sword), Weapon Finesse (short sword).

Possessions: +1 chain shirt, masterwork large steel shield, masterwork short sword, masterwork hand crossbow, 10 bolts, 5 doses of sintrin poison, 13 gp, House Vrama pin.

Dark Elf Guard, typical male Ftr1

CR 2; Medium Humanoid (5 ft., 2 in. tall); HD 1d10+1; hp 6; Init +3 (Dex); Spd 30 ft.; AC 19 (+3 Dex, +4 armor, +2 shield); Atk +6 melee (1d6+1, short sword) or +5 ranged (1d4, hand crossbow); SQ Dark elf qualities, SR 12; AL CE; SV Fort +3, Ref +3, Will +0; Str 12, Dex 17, Con 12, Int 10, Wis 11, Cha 10.

Skills: Climb +4, Handle Animal +4, Hide +3, Listen +2, Move Silently +3, Search +2, Spot +2.

Languages: Common, Elven, Undercommon.

Feats: Exotic Weapon Proficiency (hand crossbow), Weapon Focus (short sword), Weapon Finesse (short sword).

Possessions: masterwork chain shirt, masterwork large steel shield, masterwork short sword, masterwork hand crossbow, 10 bolts, 5 doses of sintrin poison, 10 gp, House Vrama pin.

Deinonychus

CR 3; Large Beast (6 ft. tall); HD 4d10+12; hp 34; Init +2 (Dex); Spd 60 ft.; AC 16 (-1 size, +2 Dex, +5 natural); Atk +6 melee (2d6+4, rake) and +1 melee (1d3+2, 2 claws) and +1 melee

(2d4+2, bite); Face/Reach 5 ft. by 5 ft./10 ft.; SQ Scent; AL N; SV Fort +7, Ref +6, Will +2; Str 19, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills: Hide +7, Jump +13, Listen +11, Spot +11, Wilderness Lore +9.

Displacer Beast

CR 4; Large Magical Beast (10 ft. long); HD 6d10+18; hp 51; Init +2 (Dex); Spd 40 ft.; AC 16 (-1 size, +2 Dex, +5 natural); Atk +9 melee (1d6+4, 2 tentacles) and +4 melee (1d8+2, bite); Face/Reach 5 ft. by 10 ft./5 ft. (15 ft. with tentacles); SQ Displacement, resistance to ranged attacks; AL LE; SV Fort +8, Ref +7, Will +3; Str 18, Dex 15, Con 16, Int 5, Wis 12, Cha 8.

Skills: Hide +12, Listen +3, Move Silently +7, Spot +6.

Feats: Alertness, Dodge.

SQ—Displacement (Su): A light-bending glamor continually surrounds a displacer beast, making it difficult to surmise the creature's true location. Any melee or ranged attack directed at it has a 50% miss chance unless the attacker can locate the beast by some means other than sight. A *true seeing* effect allows the user to see the beast's position, but *see invisibility* has no effect.

SQ—Resistance to Ranged Attacks (Su): A displacer beast gains a +2 resistance bonus to saves against any ranged spell or ranged magical attack that specifically targets it (except for ranged touch attacks).

Drider

CR 7; Large Aberration; HD 6d8+18; hp 45; Init +2 (Dex); Spd 30 ft., climb 15 ft.; AC (-1 size, +2 Dex, +6 natural); Atk +3 melee (1d6+2, short sword) and +3 melee (1d6+1, short sword) or +0 melee (1d4+1, bite and poison) or +5 ranged (1d6, shortbow); Face/Reach 10 ft. by 10 ft./5 ft.; SA Spell-like abilities, poison; SQ SR 14; AL CE; SV Fort +5, Ref +4, Will +8; Str 15, Dex 15, Con 16, Int 15, Wis 16, Cha 16.

Skills: Climb +14, Concentration +10, Hide +8, Listen +9, Move Silently +7, Spellcraft +10, Spot +9. Receives a +4 racial bonus to Hide and Move Silently checks.

Feats: Ambidexterity, Combat Casting, Two-Weapon Fighting.

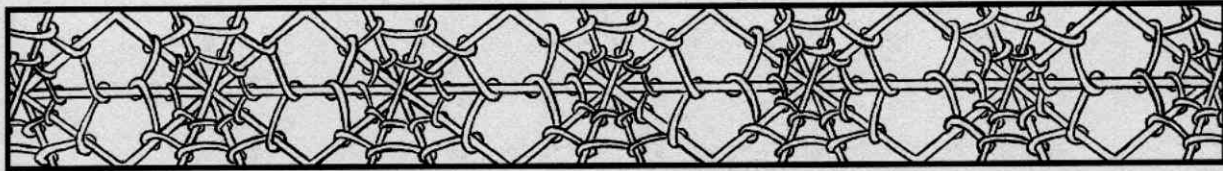
SA—Spell-Like Abilities: 1/day—*dancing lights*, *darkness*, *detect chaos*, *detect evil*, *detect good*, *detect law*, *detect magic*, *faerie fire*, and *levitate*. These abilities are as the spells cast by a 6th-level sorcerer (save DC 13 + spell level).

SA—Poison (Ex): Bite, Fortitude save (DC 16), initial and secondary damage 1d6 temporary Strength.

Earth Elemental, Large

CR 5; Large Elemental (Earth) (16 ft. tall); HD 8d8+32; hp 68; Init -1 (Dex); Spd 20 ft.; AC 18 (-1 size, -1 Dex, +10 natural); Atk +12/+7 melee (2d8+10, slam); Face/Reach 5 ft. by 5 ft./10 ft.; SA Earth mastery, push; SQ Elemental, DR 10/+1; AL N; SV Fort +10, Ref +1, Will +2; Str 25, Dex 8, Con 19, Int 6, Wis 11, Cha 11.





Skills: Listen +11, Spot +11.

Language: Terran.

Feats: Cleave, Power Attack.

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

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

SQ—Elemental: Immune to poison, sleep, paralysis, and stunning. Not subject to critical hits.

Hieractosphinx

CR 5; Large Magical Beast; HD 9d10+18; hp 67; Init +2 (Dex); Spd 30 ft., fly 90 ft. (poor); AC 19 (-1 size, +2 Dex, +8 natural); Atk +13 melee (1d10+5, bite) and +8 melee (1d6+2, 2 claws); Face/Reach 5 ft. by 10 ft./5 ft.; SA Pounce, rake (1d6+2); AL CE; SV Fort +8, Ref +8, Will +5; Str 21, Dex 14, Con 15, Int 6, Wis 15, Cha 10.

Skills: Listen +13, Spot +14 (+18 in daylight).

Languages: Common, Sphinx, Undercommon.

Feats: Alertness, Flyby Attack.

SA—Pounce (Ex): If an hieractosphinx leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

SA—Rake (Ex): An hieractosphinx that pounces onto a creature can make two rake attacks with its hind legs at a +13 bonus and dealing 1d6+2 points of damage.

Kuo-Toa

CR 2; Medium Monstrous Humanoid (Aquatic) (5 ft. tall); HD 2d8+2; hp 11; Init +0; Spd 20 ft., swim 50 ft.; AC 18 (+6 natural, +2 shield); Atk +3 melee (1d8+1, spear) and -2 melee (1d4, bite) or +2 ranged (1d8+1, spear); SQ Keen sight, slippery, adhesive, immunities, electricity resistance 30, light blindness, amphibious; AL NE; SV Fort +3, Ref +3, Will +5; Str 13, Dex 10, Con 13, Int 13, Wis 14, Cha 8.

Skills: Escape Artist +18, Knowledge or Craft (any one) +6, Listen +9, Move Silently +3, Search +10, Spot +11.

Languages: Aquan, Kuo-Toan, Undercommon.

Feats: Alertness, Great Fortitude.

SQ—Keen Sight (Ex): Kuo-toas have excellent vision thanks to their two independently focusing eyes. Their eyesight is so keen that they can spot a moving object or creature even if it is invisible, ethereal, or astral. Only by remaining perfectly still can such objects or creatures avoid their notice.

SQ—Slippery (Ex): All kuo-toas secrete an oily film that makes them difficult to grapple or snare. Webs, magic or otherwise, do not affect kuo-toas, and they usually can wriggle free from most

other forms of confinement.

SQ—Adhesive (Ex): Kuo-toas use their own body oil and other materials to give their shields a finish almost like flypaper, holding fast any creatures or items touching them. Anyone who makes an *unsuccessful* melee attack against a kuo-toa must succeed at a Reflex save (DC 14), or the attacker's weapon sticks to the shield and is yanked out of the wielder's grip. Creatures using natural weapons are automatically grappled if they get stuck.

SQ—Immunities (Ex): Kuo-toas are immune to poison and paralysis. The various *hold* spells also have no effect on them, and their keen sight automatically detects figments for what they are.

SQ—Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds kuo-toas for 1 round. In addition, they suffer a -1 circumstance penalty to all attack rolls, saves, and checks while operating in bright light.

SQ—Amphibious (Ex): Although kuo-toas breathe by means of gills, they can survive indefinitely on land.

Mimic

CR 4; Large Aberration; HD 7d8+21; hp 52; Init +1 (Dex); Spd 10 ft.; AC 13 (-1 size, +1 Dex, +3 natural); Atk +8 melee (1d8+6, slam); Face/Reach 5 ft. by 5 ft./10 ft.; SA Adhesive; SQ Mimic shape, acid immunity; AL CE; SV Fort +5, Ref +3, Will +6; Str 19, Dex 12, Con 17, Int 10, Wis 13, Cha 10.

Skills: Climb +9, Disguise +12, Listen +11, Spot +6.

Feat: Skill Focus (Disguise).

SA—Adhesive (Ex): A mimic exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items touching it. An adhesive-covered mimic automatically grapples any creature it hits with its slam attack. Opponents so grappled cannot get free while the mimic is alive without removing the adhesive first. A mimic makes one automatic slam attack each round against any creature stuck to it.

A weapon that strikes an adhesive-coated mimic is also stuck fast unless the wielder succeeds at a Reflex save (DC 16). A successful Strength check (DC 16) is needed to pry it off.

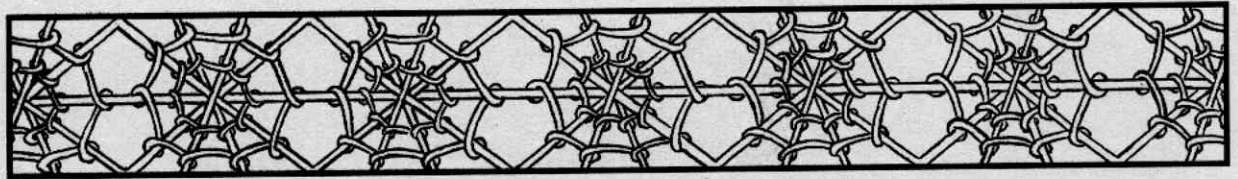
Strong alcohol dissolves the adhesive. A pint of wine or a similar liquid weakens it, but the mimic still has a +4 bonus to grapple checks. A mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature dies.

SQ—Mimic Shape (Ex): A mimic can assume the general shape of any object that fills roughly 150 cubic feet (5 feet by 5 feet by 6 feet), such as a massive chest, a stout bed, or a wide door frame. The creature cannot substantially alter its size, though. A mimic's body is hard and has a rough texture, no matter what appearance it might present. Anyone who examines the mimic can detect the ruse with a successful Spot check opposed by the mimic's Disguise check. Of course, by this time it is generally far too late.

Monstrous Spider, Small

CR 1/2; Small Vermin; HD 1d8; hp 4; Init +3 (Dex); Spd 30 ft., climb 20 ft.; AC 14 (+1 size, +3 Dex); Atk +4 melee (1d4-2, bite





and poison); SA Poison; SQ Vermin, darkvision 60 ft.; AL N; SV Fort +2, Ref +3, Will +0; Str 7, Dex 17, Con 10, Int —, Wis 10, Cha 2.

Skills: Climb +10, Hide +14, Jump -2, Spot +7.

SA—Poison (Ex): Fortitude save (DC 11), 1d3 temporary initial Strength damage, 1d3 temporary secondary Strength damage.

SQ—Vermin: Immune to all mind-influencing effects.

Monstrous Spider, Large

CR 2; Large Vermin; HD 4d8+4; hp 22 hp; Init +3 (Dex); Spd 30 ft., climb 20 ft.; AC 14 (-1 size, +3 Dex, +2 natural); Atk +5 melee (1d8+3, bite and poison); Face/Reach 10 ft. by 10 ft./5 ft.; SA Poison, web; SQ Vermin, darkvision 60 ft.; AL N; SV Fort +5, Ref +4, Will +1; Str 15, Dex 17, Con 12, Int —, Wis 10, Cha 2.

Skills: Climb +14, Hide +16, Jump +2, Spot +7. Receives a +8 competence bonus to Hide and Move Silently when using its webs.

SA—Poison (Ex): Fortitude save (DC 16), 1d6 temporary initial Strength damage, 1d6 temporary secondary Strength damage.

SA—Web (Ex): Monstrous spiders often wait in their webs or in trees, then lower themselves silently on silk strands and leap onto prey passing beneath. A single strand is strong enough to support the spider and one creature of the same size.

SQ—Vermin: Immune to all mind-influencing effects.

Monstrous Spider, Fiendish Gargantuan

CR 9; Gargantuan Fiendish Vermin; HD 24d8+24; hp 216 hp; Init +3 (Dex); Spd 30 ft., climb 20 ft.; AC 18 (-4 size, +3 Dex, +9 natural); Atk +20 melee (2d8+9, bite and poison); Face/Reach 20 ft. by 20 ft./10 ft.; SA Poison, web, smite good; SQ Vermin, darkvision 60 ft., fire and cold resistance 20, DR 10/+3, SR 25; AL CE; SV Fort +15, Ref +11, Will +8; Str 23, Dex 17, Con 12, Int 3, Wis 10, Cha 2

Skills: Climb +18, Hide -2, Jump +6, Spot +7.

SA—Poison (Ex): Fortitude save (DC 31), 2d6 temporary initial Strength damage, 2d6 temporary secondary damage.

SA—Web (Ex): Monstrous spiders often wait in their webs or in trees, then lower themselves silently on silk strands and leap onto prey passing beneath. A single strand is strong enough to support the spider and one creature of the same size.

SA—Smite Good (Su): Once per day the fiendish gargantuan monstrous spider can make a normal attack to deal +20 damage against a good-aligned foe.

SQ—Vermin: Immune to all mind-influencing effects.

Mohrg

CR 8; Medium Undead; HD 14d12; hp 91; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+1 Dex, +4 natural); Atk +12 melee (1d6+5, 2 slams) and +7 melee (tongue paralysis); SA Improved grab, paralyzing touch, create spawn; SQ Undead; AL CE; SV Fort +4, Ref +5, Will +9; Str 21, Dex 13, Con —, Int 11, Wis 10, Cha 10.

Skills: Climb +11, Hide +15, Listen +12, Move Silently +15, Spot

+12, Swim +10.

Feats: Alertness, Dodge, Improved Initiative, Mobility.

SA—Improved Grab (Ex): To use this ability, the mohrg must hit with its slam attack.

SA—Paralyzing Touch (Su): A mohrg lashes out with its tongue in combat. An opponent the tongue touches must succeed at a Fortitude save (DC 17) or become paralyzed for 1d4 minutes.

SA—Create Spawn (Su): Creatures killed by a mohrg rise after 1d4 days as zombies under the mohrg's control. They do not possess any of the abilities they had in life.

SQ—Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Troll

CR 5; Large Giant; HD 6d8+36; hp 63; Init +2 (Dex); Spd 30 ft.; AC 18 (-1 size, +2 Dex, +7 natural); Atk +9 melee (1d6+6, 2 claws) and +4 melee (1d6+3, bite); Face/Reach 5 ft. by 5 ft./10 ft.; SA Rend (2d6+9); SQ Regeneration 5, scent, darkvision 90 ft.; AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Spot +5.

Feats: Alertness, Iron Will.

APPENDIX II: FEATURED CHARACTERS

Allies

Therrence Thelonia, male human Clr1

Medium Humanoid (6 ft., 3 in. tall); HD 1d8+2; hp 10; Init -1 (Dex); Spd 30 ft.; AC 9 (-1 Dex); Atk +2 melee or -1 ranged; SA Spells; SQ Turn or rebuke undead; SV Fort +4, Ref -1, Will +6; AL LG; Str 14, Dex 9, Con 14, Int 12, Wis 18, Cha 13.

Skills: Gather Information +3, Hide -1, Jump +4, Knowledge (religion) +3, Listen +4, Move Silently -1, Profession +6, Sense Motive +6, Spot +4.

Languages: Common, Elvish.

Feats: Power Attack, Still Spell.

Domains: Good, Protection.

Spells Prepared (3/2+1): None currently prepared.

Possessions: none.

Jaren Thor, male human Ftr4

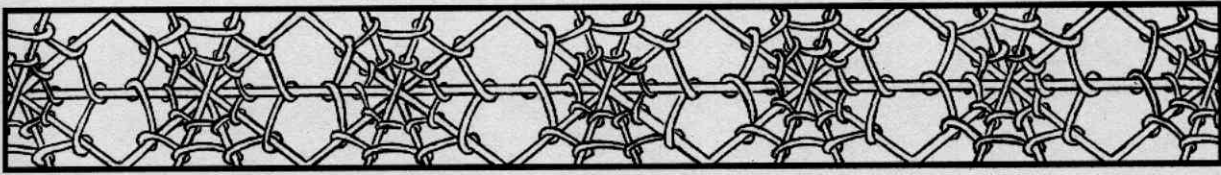
Medium Humanoid (6 ft., 2 in. tall); HD 4d10; hp 23; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+1 Dex, +8 armor); Atk +9 melee (1d12+6, greataxe) or +5 ranged (1d8, heavy crossbow); AL LG; SV Fort +4, Ref +2, Will +3; Str 17, Dex 13, Con 11, Int 11, Wis 14, Cha 12.

Skills: Climb +6, Jump +6, Listen +3, Ride +4, Spot +3.

Language: Common.

Feats: Blind-Fight, Improved Initiative, Improved Unarmed Strike, Power Attack, Weapon Focus (greataxe), Weapon Specialization





(greataxe).

Possessions: +1 greataxe, masterwork full plate armor, heavy crossbow, 12 bolts, 50 feet of rope, 2 flasks of alchemist's fire, 30 gp.

Zaetra Stallinash, female elf Brd5

Medium Humanoid (4 ft., 8 in. tall); HD 5d6; hp 16; Init +3 (Dex); Spd 30 ft.; AC 14 (+3 Dex, +1 ring); Atk +5 melee (1d8+2, longsword) or +7 ranged (1d6+2, shortbow); SA Spells; SQ Elf traits, bardic music, bardic knowledge; AL CG; SV Fort +1, Ref +7, Will +3; Str 14, Dex 16, Con 10, Int 14, Wis 8, Cha 18.

Skills: Diplomacy +12, Disguise +12, Handle Animal +6, Hide +3, Jump +9, Knowledge (arcana) +7, Listen +1, Move Silently +3, Perform +8, Scry +9, Search +4, Spot +1, Tumble +8.

Languages: Common, Elven, Goblin, Undercommon.

Feats: Craft Wondrous Item, Run.

SQ—Elf Traits: Elves are immune to magic *sleep* spells and effects. They receive a +2 racial bonus to Will saves against enchantment spells or effects. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check as if actively looking for it.

Spells Known (cast per day: 3/4/2): 0—*daze, detect magic, ghost sound, light, open/close, read magic*; 1st—*charm person, identify, summon monster I, ventriloquism*; 2nd—*cure moderate wounds, hold person, summon monster II*.

Possessions: +1 mighty composite shortbow (+2), 20 arrows, +1 ring of protection, *potion of cure light wounds*, masterwork longsword, 54 gp.

Foes

NOTE: Please see *Dark Elf Qualities* in Appendix I: Monster & General NPC Descriptions for an explanation of those qualities common to House Vrama dark elves that do not appear in the following stat blocks.

Alevolenz, female dark elf Clr12 and Sor12 (twin)

CR 14 and CR 14 (counts as two creatures); Medium Humanoid (4 ft., 7 in. tall); HD 12d8+24; hp 84; Init +2 (Dex); Spd 30 ft.; AC 20 (+3 Dex, +7 armor); Atk +13/+8 melee and +13 melee (1d6+5, quarterstaff) or +11/+6 ranged; SA Spells; SQ Dark elf qualities, SR 23, turn or rebuke undead; AL N; SV Fort +10, Ref +6, Will +12; Str 20, Dex 16, Con 14, Int 15, Wis 18, Cha 22.

Skills: Bluff +14, Concentration +19, Diplomacy +19, Heal +12, Hide +8, Knowledge (arcana) +15, Listen +8, Move Silently +8, Search +6, Spellcraft +15, Spot +8.

Languages: Common, Elven, Gnome, Undercommon.

Feats: Ambidexterity, Craft Magic Arms and Armor, Craft Staff, Exotic Weapon Proficiency (repeating crossbow), Scribe Scroll, Still Spell, Two-Weapon Fighting, Weapon Focus (quarterstaff).

Domains: Destruction, Evil.

Cleric Spells Prepared (6/6+1/5+1/5+1/4+1/3+1/2+1): 0—*cure minor wounds, detect magic, guidance, read magic, resistance* (x2); 1st—*bane, bless, divine favor, doom, protection from good, sanctuary,*

shield of faith; 2nd—*bull's strength, endurance, hold person* (x2), *shatter, spiritual weapon*; 3rd—*contagion, cure serious wounds* (x2), *magic vestment, protection from elements* (x2); 4th—*cure critical wounds, freedom of movement, greater magic weapon, restoration, unholy blight*; 5th—*circle of doom, greater command, slay living, true seeing*; 6th—*harm, heal, word of recall*.

Sorcerer Spells Known (cast per day: 6/8/8/7/7/6/4): 0—*arcane mark, dancing lights, detect magic, ghost sound, light, mage hand, prestidigitation, ray of frost, read magic*; 1st—*grease, magic missile, shield, shocking grasp, spider climb*; 2nd—*alter self, ghoul touch, invisibility, Melf's acid arrow, mirror image*; 3rd—*fireball, haste, lightning bolt, slow*; 4th—*polymorph other, stoneskin, summon monster IV*; 5th—*cone of cold, wall of iron*; 6th—*chain lightning*.

Possessions: +2 breastplate, +2/+2 unholy quarterstaff of dread power (10 charges; see Appendix III: New Magic Items & Monster), scroll of *dismissal*, scroll of *prayer and monster summoning VI*, *potion of fly*, platinum necklace (900 gp), 23 pp, gold Spider Goddess pin (50 gp), House Vrama pin.

Aralian, male dark elf Ftr11

CR 12; Medium Humanoid (4 ft., 11 in. tall); HD 11d10; hp 70; Init +3 (Dex); Spd 30 ft.; AC 20 (+3 Dex, +7 armor); Atk +16/+11/+6 melee (1d10+8, halberd) or +14/+9/+4 ranged (1d6+1, repeating crossbow); SQ Dark elf qualities, SR 22; AL LE; SV Fort +7, Ref +6, Will +1; Str 18, Dex 17, Con 10, Int 12, Wis 6, Cha 10.

Skills: Climb +9, Disguise +1, Gather Information +1, Handle Animal +14, Hide +1, Move Silently +1, Ride +9, Search +3, Swim +9.

Languages: Common, Elven, Gnome, Undercommon.

Feats: Dodge, Endurance, Exotic Weapon Proficiency (repeating crossbow), Improved Unarmed Strike, Mounted Combat, Point Blank Shot, Rapid Shot, Ride-By Attack, Weapon Focus (halberd), Weapon Focus (repeating crossbow), Weapon Specialization (halberd).

Possessions: +2 breastplate, +2 halberd, +1 repeating crossbow, 20 +2 bolts, *gauntlets of ogre power* (+2 Str), *potion of cure serious wounds*, 10 doses of sintrin poison, 2 doses of large scorpion venom, 10 pp, House Thess pin, key to his room (Area T1-18).

Eilos, male dark elf Wiz5/Ftr6

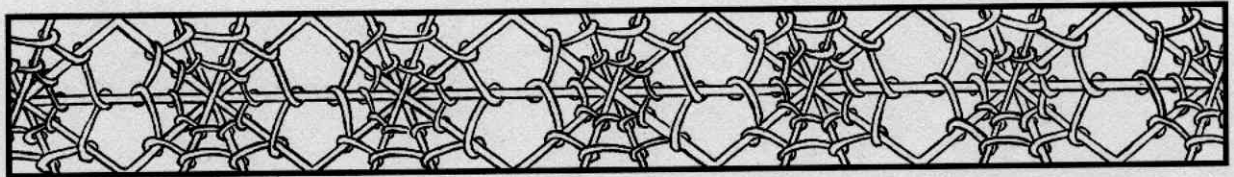
CR 12; Medium Humanoid (5 ft., 4 in. tall); HD 5d4+5 plus 6d10+6; hp 63; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 armor); Atk +14/+9 melee (1d8+7, longsword) or +10/+5 ranged (1d6, repeating crossbow); SA Spells; SQ Dark elf qualities, SR 22; AL LE; SV Fort +7, Ref +5, Will +6; Str 16, Dex 15, Con 12, Int 15, Wis 11, Cha 11.

Skills: Alchemy +10, Appraise +5, Craft +12, Hide +3, Jump +12, Knowledge (arcana) +8, Knowledge (religion) +3, Listen +4, Move Silently +3, Perform +2, Search +4, Spellcraft +10, Spot +3.

Languages: Common, Draconic, Elven, Goblin, Undercommon.

Feats: Blind-Fight, Brew Potion, Craft Magic Arms and Armor,





Craft Wand, Exotic Weapon Proficiency (repeating crossbow), Expertise, Improved Critical (longsword), Improved Initiative, Scribe Scroll, Weapon Focus (longsword), Weapon Specialization (longsword).

Spells Prepared (4/4/3/1): 0—*mage hand, open/close, ray of frost, read magic*; 1st—*feather fall, mage armor, magic missile, shield*; 2nd—*bull's strength, endurance, see invisibility*; 3rd—*slow*.

Possessions: +2 sword of life stealing, +1 web armor (see Appendix III: New Magic Items & Monster), wand of endurance (42 charges), scroll of *summon swarm, potion of cure moderate wounds, potion of see invisibility*, repeating crossbow, 25 bolts, 2 flasks of alchemist's fire, a silver bracer (200 gp), two silver rings (40 gp and 50 gp), House Vrama pin 34 pp.

Eniamian, male dark elf Sor5/Rgr6

CR 12; Medium Humanoid (5 ft., 1 in. tall); HD 5d4 + 6d10; hp 53; Init +4 (Dex); Spd 30 ft.; AC 18 (+4 Dex, +2 ring, +2 amulet); Atk +10/+5 melee (1d8+1, longsword) or +13/+8 ranged (1d6+1, repeating crossbow); SA Spells; SQ Dark elf qualities, +2 favored enemy bonus versus elves, +1 favored enemy bonus versus humans, SR 22; AL NE; SV Fort +6, Ref +7, Will +7; Str 12, Dex 18, Con 11, Int 15, Wis 12, Cha 16.

Skills: Alchemy +10, Animal Empathy +11, Concentration +9, Handle Animal +6, Hide +13, Innuendo +4, Knowledge (arcana) +8, Listen +3, Move Silently +10, Open Lock +6, Search +4, Spot +3, Wilderness Lore +10.

Languages: Common, Draconic, Elven, Goblin, Undercommon.

Feats: Craft Wondrous Item, Endurance, Exotic Weapon Proficiency (repeating crossbow), Point Blank Shot, Scribe Scroll, Track.

Sorcerer Spells Known (cast per day: 6/7/5): 0—*daze, detect magic, ghost sound, light, mage hand, ray of frost*; 1st—*burning hands, mage armor, magic missile, ventriloquism*; 2nd—*invisibility, see invisibility*.

Ranger Spells Prepared (2): 1st—*magic fang, resist elements*.

Possessions: +1 flaming repeating crossbow, 25 +1 bolts, scroll of *see invisibility*, +2 ring of protection, +2 amulet of natural armor, *potion of heroism, potion of cure moderate wounds*, masterwork longsword, 12 doses of *sintrin* poison, gold ring (50 gp), 34 pp, 13 gp, House Vrama pin, key to his room (Area T1-20).

Ganthau, male dark elf Wiz7/Lor1

CR 9; Medium Humanoid (4 ft., 11 in. tall); HD 8d4+16; hp 37; Init +2 (Dex); Spd 30 ft.; AC 13 (+2 Dex, +1 ring); Atk +2 melee or +6 ranged; SA Spells; SQ Dark elf qualities, SR 19, loremaster secret (+1 Reflex saves); SV Fort +4, Ref +5, Will +8; AL LE; Str 6, Dex 15, Con 14, Int 20, Wis 12, Cha 13.

Skills: Concentration +8, Diplomacy +6, Disguise +5, Hide +5, Knowledge (arcana) +13, Knowledge (the planes) +17, Listen +6, Move Silently +3, Search +7, Spellcraft +16, Spot +3.

Languages: Common, Draconic, Dwarven, Elven, Gnoll, Gnome, Goblin, Infernal, Orc, Sylvan, Terran, Undercommon.

Feats: Exotic Weapon Proficiency (hand crossbow), Scribe Scroll,

Silent Spell, Skill Focus (Knowledge [the planes]), Spell Penetration, Still Spell.

Spells Prepared (4/6/4/4/3): 0th—*detect magic, detect poison, mage hand, prestidigitation*; 1st—*burning hands, charm person, mage armor, magic missile, silent image, unseen servant*; 2nd—*alter self, blur, levitate, mirror image*; 3rd—*fireball, haste, lightning bolt*; 4th—*charm monster, dimension door, scry*.

Possessions: +1 ring of protection, wand of invisibility (34 charges), scroll of *scry* and *clairaudience/clairvoyance*, scroll of *rope trick* and *see invisibility*, scroll of silent *fireball*, emerald brooch (400 gp), 16 pp, House Vrama pin, key to room and key to chest (Area T1-16).

Gessintar, Eniamian's dire lizard companion

CR 3; Large Animal; HD 6d8+18; hp 45; Init +2 (Dex); Spd 50 ft.; AC 14 (-1 size, +2 Dex, +3 natural); Atk +10 melee (1d8+10, bite); Face/Reach 5 ft. by 10 ft./5 ft.; SA Trip; SQ Scent; AL N; SV Fort +8, Ref +7, Will +6; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills: Hide +5 Listen +6, Move Silently +5, Spot +6, Wilderness Lore +1.

SA—Trip (Ex): A dire lizard that hits with a bite attack can attempt to trip the opponent as a free action (see *Core Rulebook I*) without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the dire lizard.

Gurtan, male fire giant Ftr2

CR 12; Large Giant (Fire) (12 ft., 1 in. tall); HD 15d8+120 plus 2d10+16; hp 212; Init +1 (Dex); Spd 40 ft.; AC 27 (-1 size, +1 Dex, +8 natural, +9 armor); Atk +26/+21/+16 melee (2d6+21, huge maul) or +14/+9/+4 ranged (2d8+14, spiked balls); SA Rock throwing; SQ Rock catching, fire subtype, darkvision 60 ft.; AL LE; SV Fort +22, Ref +8, Will +5; Str 38, Dex 13, Con 26, Int 16, Wis 9, Cha 11.

Skills: Climb +11, Intimidate +3, Jump +15, Move Silently +1, Spot +9.

Languages: Abyssal, Common, Giant, Infernal, Orc.

Feats: Cleave, Combat Reflexes, Great Cleave, Power Attack, Sunder, Weapon Focus (huge maul), Weapon Focus (spiked balls).

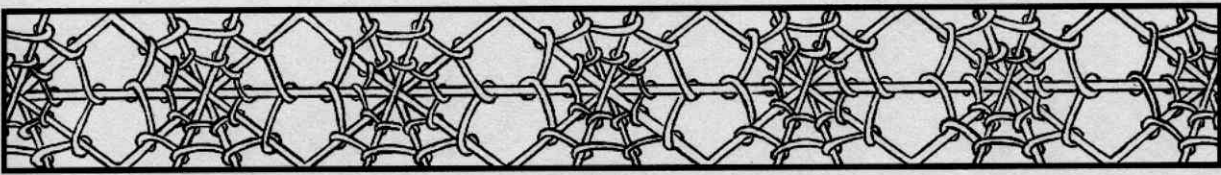
SA—Rock Throwing (Ex): Gurtan receives a +1 racial bonus to attack rolls when throwing rocks, such as his spiked balls. He can hurl the spiked balls up to 5 range increments.

SQ—Rock Catching (Ex): Gurtan can catch Small, Medium-size, or Large rocks (or projectiles of similar shape). Once per round, if he would normally be hit by a rock, he can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium-size one, and 25 for a Large one. (If the projectile has a magical bonus to attack, the DC increases by that amount.) Gurtan must be ready for and aware of the attack.

SQ—Fire Subtype (Ex): Fire immunity, double damage from cold except on a successful save.

Possessions: +2 cloak of resistance, +1 spiked full plate, huge maul, 6 spiked balls, House Vrama pin, 324 gp.





Intalequi, male albino dark elf Wiz9

CR 11; Medium Humanoid (5 ft., 2 in. tall); HD 9d4; hp 27; Init +3 (Dex); Spd 30 ft.; AC 15 (+3 Dex, +1 ring, +1 amulet); Atk +2 melee or +7 ranged; SQ Dark elf traits, SR 22; AL CE; SV Fort +3, Ref +6, Will +6; Str 7, Dex 17, Con 11, Int 18, Wis 10, Cha 13. *Skills:* Alchemy +17, Appraise +6, Hide +4, Intuit Direction +4, Knowledge (history) +17, Knowledge (arcana) +17, Knowledge (nature) +7, Listen +2, Move Silently +4, Scry +17, Search +6, Spot +2.

Languages: Common, Draconic, Elven, Gnoll, Goblin, Undercommon.

Feats: Craft Wand, Craft Wondrous Item, Dodge, Exotic Weapon Proficiency (repeating crossbow), Maximize Spell, Run, Scribe Scroll.

Spells Prepared (4/5/5/4/3/1): 0—*daze, detect magic, mage hand, open/close*; 1st—*charm person, mage armor, magic missile (x2), shield*; 2nd—*blindness/deafness, invisibility (x2), levitate, web*; 3rd—*fireball, haste, hold person, wind walk*; 4th—*arcane eye, fire shield, wall of fire*; 5th—*cone of cold*.

Possessions: *cloak of minor displacement* (25% miss chance), +1 ring of protection, +1 amulet of natural armor, scroll of *cone of cold* and *teleport*, *wand of burning hands* (5th level; 19 charges), *potion of cat's grace*, 18 pp, House Vrama pin, key to his room (Area T2-16).

Maguul, male drider

CR 7; Large Aberration (8 ft., 3 in. tall); HD 6d8+30; hp 61; Init +2 (Dex); Spd 30 ft.; AC 19 (-1 size, +2 Dex, +6 natural, +2 bracers); Atk +4 melee (1d6+3, short sword) and +4 melee (1d6+1, short sword) and +1 melee (1d4+3, bite and poison) or +5 ranged (1d6, short bow); SA *Spells*, spell-like abilities, poison; SQ SR 14; AL NE; SV Fort +8, Ref +5, Will +8; Str 17, Dex 15, Con 20, Int 16, Wis 14, Cha 20.

Skills: Climb +15, Concentration +12, Hide +8, Listen +8, Move Silently +5, Spellcraft +11, Spot +8. Receives a +4 racial bonus to Hide and Move Silently checks.

Languages: Common, Gnoll, Infernal, Orc, Undercommon.

Feats: Ambidexterity, Combat Casting, Two-Weapon Fighting.

SA—*Spells:* Maguul is a 6th-level sorcerer. (See *MM*.)

SA—*Spell-Like Abilities:* 1/day—*dancing lights, darkness, detect chaos, detect evil, detect good, detect law, detect magic, faerie fire, levitate*. These abilities are as the spells cast by a 6th-level sorcerer (save DC 13 + spell level).

SA—*Poison (Ex):* Bite, Fortitude save (DC 16), initial and secondary damage 1d6 temporary Strength.

Spells Known (cast per day: 6/8/6/4): 0—*dancing lights, detect magic, ghost sound, light, mage hand, ray of frost, read magic*; 1st—*chill touch, feather fall, magic missile, shield*; 2nd—*Melf's acid arrow, summon monster II*; 3rd—*fly*.

Possessions: +2 bracers of armor, +1 cloak of resistance, *wand of invisibility* (17 charges), *potion of aid*, House Vrama pin, 56 gp.



Minilir/Ghurulon, mind flyer Sor3

CR 11; Medium Aberration; HD 8d8+8 plus 3d4+3; hp 61; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 natural); Atk +9 melee (1d4+1, 4 tentacles); SA *Mind blast*, psionics, improved grab, extract; SQ SR 25, telepathy; AL LE; SV Fort +4, Ref +5, Will +12; Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 18. *Skills:* Bluff +11, Concentration +15, Disguise +6, Hide +8, Intimidate +12, Knowledge (arcana) +12, Knowledge (religion) +10, Listen +11, Move Silently +9, Spot +11.

Languages: Undercommon, telepathy.

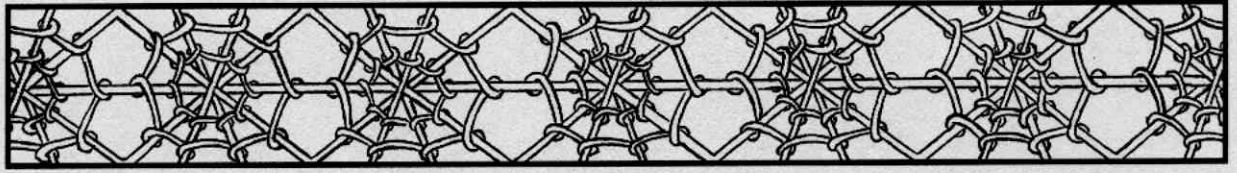
Feats: Alertness, Combat Casting, Dodge, Improved Initiative, Spell Focus (Enchantment; works with psionics), Weapon Finesse (tentacle).

SA—*Mind Blast (Sp):* This attack is a cone 60 feet long. Anyone caught in this cone must succeed at a Will save (DC 17) or be stunned for 3d4 rounds. Mind flyers often hunt using this power and then drag off one or two of their stunned victims to feed upon.

SA—*Psionics (Sp):* At will—*astral projection, charm monster, detect thoughts, levitate, plane shift, and suggestion*. These abilities are as the spells cast by an 8th-level sorcerer (save DC 16 + spell level).

SA—*Improved Grab (Ex):* To use this ability, the mind flyer must





hit a Small to Large creature with its tentacle attack. If it gets a hold, it attaches the tentacle to the opponent's head. A mind flayer can grab a Huge or larger creature, but only if it can somehow reach the foe's head.

After a successful grab, the mind flayer can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

SA—Extract (Ex): A mind flayer that begins its turn with all four tentacles attached and successfully maintains its hold automatically extracts the opponent's brain, instantly killing that creature.

SQ—Telepathy (Su): Mind flayers can communicate telepathically with any creature within 100 feet that has a language.

Spells Known (cast per day: 6/6): 0—*detect magic, ghost sound, mage hand, ray of frost, read magic*; 1st—*mage armor, magic missile, shield*.

Possessions: *hat of disguise, scroll of arcane lock and invisibility, scroll of blur, cat's grace, and see invisibility, scroll of identify, potion of cure moderate wounds, silver brooch (80 gp), House Vrama pin, platinum ring (100 gp).*

Nathe, female dark elf Ftr9

CR 11; Medium Humanoid (4 ft., 8 in. tall); HD 9d10+18; hp 71; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 22 (+3 Dex, +6 armor, +3 shield); Atk +11/+6 melee (1d8+4, longsword) or +13/+8 ranged (1d8+4, longsword); SQ Dark elf qualities, SR 20; AL LE; SV Fort +8, Ref +6, Will +2; Str 13, Dex 16, Con 14, Int 11, Wis 9, Cha 17.

Skills: Animal Handling +6, Climb +7, Hide +3, Listen +1, Move Silently +3, Ride +5, Search +2, Spot +4, Swim +10.

Languages: Common, Elven, Undercommon.

Feats: Blind-Fight, Cleave, Exotic Weapon Proficiency (repeating crossbow), Improved Critical (longsword), Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (repeating crossbow), Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 *breastplate, +1 throwing longsword, +1 large steel shield, potion of cure serious wounds, potion of cure light wounds, potion of bull's strength, potion of endurance, 5 doses of sintrin poison, silver necklace (120 gp), silver ring with emerald (800 gp), House Vrama pin, key to Area ST-8 in the stables and to her chest.*

Nyatrah, female drider

CR 7; Large Aberration (8 ft., 3 in. tall); HD 6d8+12; hp 52; Init +4 (Dex); Spd 30 ft.; AC 26 (-1 size, +4 Dex, +6 natural, +5 armor, +2 shield); Atk +7 melee (1d6+3, short sword) and +7 melee (1d6+2, short sword) and +2 melee (1d4+1, bite and poison) or +10 ranged (1d4+1, hand crossbow); SA Spells, spell-like abilities, poison; SQ SR 14; AL CE; SV Fort +9, Ref +8, Will +15; Str 17, Dex 19, Con 15, Int 8, Wis 20, Cha 16.

Skills: Climb +15, Concentration +10, Hide +9, Listen +11, Move

Silently +6, Spellcraft +7, Spot +11. Receives a +4 racial bonus to Hide and Move Silently checks.

Languages: Common, Undercommon.

Feats: Ambidexterity, Combat Casting, Two-Weapon Fighting.

SA—Spells: Nyatrah is a 6th-level cleric. (See MM.)

SA—Spell-Like Abilities: 1/day (as 6th-level sorcerer; save DC 13 + spell level)—*dancing lights, darkness, detect chaos, detect evil, detect good, detect law, detect magic, faerie fire, and levitate*; 1/day (as 6th-level cleric; save DC 15 + spell level)—*clairaudience/clairvoyance, discern lies, and dispel magic*.

SA—Poison (Ex): Bite, Fortitude save (DC 16), initial and secondary damage 1d6 temporary Strength.

Domains: Chaos, Evil.

Spells Prepared (5/5+1/4+1/3+1) 0—*cure minor wounds, detect magic, mending, resistance, virtue*; 1st—*bane, cause fear, divine favor, endure elements, random action, shield of faith*; 2nd—*bull's strength, endurance, hold person, shatter, sound burst*; 3rd—*bestow curse, cure serious wounds, magic circle against evil, magic vestment*.

Possessions: *wand of inflict moderate wounds (45 charges), +1 hand crossbow, potion of cat's grace, +1 mithral chain shirt, 12 masterwork bolts, large steel shield, House Vrama pin, 12 doses of sintrin poison.*

Quirilash, female dark elf Clr9

CR 11; Medium Humanoid (5 ft., 1 in. tall); HD 9d8+18; hp 56; Init +2 (Dex); Spd 30 ft.; AC 21 (+3 Dex, +6 armor, +2 shield); Atk +8/+3 melee (1d6+2, short sword) or +8/+3 ranged (1d6+1, repeating crossbow); SA Spells; SQ Dark elf qualities, turn or rebuke undead, SR 20; AL NE; SV Fort +8, Ref +5, Will +9; Str 14, Dex 16, Con 15, Int 14, Wis 19, Cha 16.

Skills: Diplomacy +9, Heal +12, Hide +15, Knowledge (arcana) +13, Listen +6, Move Silently +14, Scry +5, Search +4, Spellcraft +9, Spot +6.

Languages: Common, Elven, Goblin, Orc, Undercommon.

Feats: Brew Potion, Craft Wondrous Item, Exotic Weapon Proficiency (repeating crossbow), Silent Spell, Still Spell.

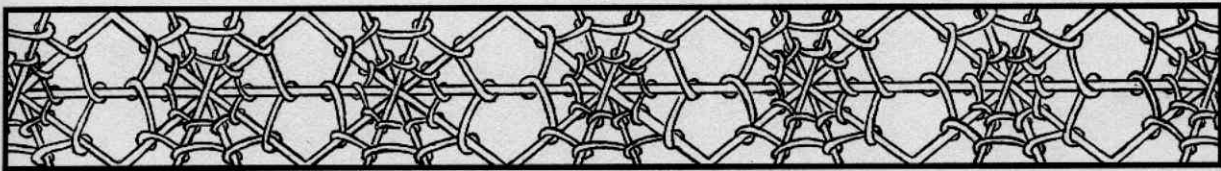
Domains: Destruction, Evil.

Spells Prepared (6/5+1/5+1/4+1/2+1/1+1): 0—*cure minor wounds, detect magic, guidance, read magic, resistance (x2)*; 1st—*bane, bless, command, divine favor, protection from good, shield of faith*; 2nd—*bull's strength, endurance, hold person (x2), shatter, spiritual weapon*; 3rd—*contagion, cure serious wounds, invisibility purge, glyph of warding, protection from elements*; 4th—*air walk, cure critical*

wounds, unholy blight; 5th—*circle of doom, flame strike*.

Possessions: *boots of (dark) elvenkind, cloak of (dark) elvenkind, +1 mithral chainmail, +2 periapt of wisdom, +1 repeating crossbow, potion of cure moderate wounds, potion of endurance, masterwork short sword, masterwork large steel shield, 10 doses of sintrin poison, gold Spider Goddess pin (50 gp), House Vrama pin, 34 pp, key to her room and to the chest in her room.*





Savinian, male dark elf Rog2

CR 3; Medium Humanoid (5 ft., 1 in. tall); HD 2d6; hp 10; Init +3 (Dex); Spd 30 ft.; AC 18 (+3 Dex, +5 armor); Atk +1 melee (1d6, short sword) or +4 ranged (1d4, hand crossbow); SA Sneak attack +1d6; SQ Dark elf qualities, evasion, SR 13; AL CE; SV Fort +0, Ref +6, Will +2; Str 10, Dex 17, Con 11, Int 16, Wis 10, Cha 12.

Skills: Bluff +3, Climb +4, Craft +7, Diplomacy +6, Disable Device +8, Disguise +5, Escape Artist +7, Hide +4, Innuendo +5, Knowledge (local) +5, Listen +4, Move Silently +4, Pick Pocket +6, Read Lips +5, Search +6, Sense Motive +5, Spot +3.

Languages: Common, Draconic, Elven, Orc, Sylvan, Undercommon.

Feats: Exotic Weapon Proficiency (hand crossbow), Iron Will.

Possessions: +1 chain shirt, masterwork short sword, 209 gp, House Vrama pin, House Yurganth pin (hidden).

Senety, female dark elf Clr9

CR 11; Medium Humanoid (4 ft., 7 in. tall); HD 9d8; hp 47; Init +3 (Dex); Spd 30 ft.; AC 21 (+3 Dex, +6 armor, +2 shield); Atk +11/+6 melee (1d8+1+1d6, heavy mace) or +9/+4 ranged (1d6, repeating crossbow); SQ *clairvoyance/clairaudience, dancing lights, darkness, discern lies, dispel magic, faerie fire, suggestion* (1/day), SR 20; AL NE; SV Fort +6, Ref +8, Will +10; Str 11, Dex 17, Con 10, Int 12, Wis 18, Cha 17.

Skills: Diplomacy +16, Heal +11, Hide +4, Knowledge (arcana) +13, Listen +6, Move Silently +4, Search +3, Spellcraft +7, Spot +6.

Languages: Common, Elven, Orc, Undercommon.

Feats: Dodge, Weapon Focus (repeating crossbow), Lightning Reflexes, Weapon Focus (mace, heavy), Weapon Finesse (mace, heavy).

Domains: Destruction, Evil.

Spells Prepared (6/5+1/5+1/4+1/3+1/1+1): 0—*create water, detect magic* (x2), *mending, resistance*, 1st—*bane, cause fear, divine favor, entropic shield, protection from evil, shield of faith*, 2nd—*aid, death knell, endurance, hold person, shatter, silence*, 3rd—*bestow curse, cure moderate wounds, magic circle against good, magic vestment, protection from elements*, 4th—*cure critical wounds, divine power, greater magic weapon, unholy blight*, 5th—*dispel good, flame strike*.

Possessions: +2 mithral shirt, +1 frost heavy mace, scroll of *slay living and spell immunity*, masterwork large steel shield, repeating crossbow, 20 bolts, 10 doses of *sintrin* poison, 12 pp, Gold Spider Goddess Pin (50 gp), House Vrama pin, key to her room (Area T1-18).

Tessandra, succubus (tanar'ri)

CR 9; Medium Outsider (Chaotic, Evil); HD 6d8+6; hp 39; Init +1 (Dex); Spd 30 ft., fly 50 ft. (average); AC 22 (+1 Dex, +9 natural, +2 ring); Atk +7 melee (1d3+1, 2 claws); SA Spell-like abilities, energy drain, summon tanar'ri; SQ DR 20/+2, SR 12, tanar'ri qualities, alternate form, tongues; AL CE; SV Fort +6, Ref +6, Will

+7; Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 20.

Skills: Bluff +11, Concentration +7, Disguise +11 (+21 when using alternate form ability), Escape Artist +7, Hide +7, Knowledge (the planes) +9, Listen +16, Move Silently +7, Ride +7, Search +9, Spot +16.

Languages: Abyssal, Draconic, Undercommon.

Feats: Dodge, Mobility.

SA—Spell-Like Abilities: At will—*charm monster, clairaudience/clairvoyance, darkness, desecrate, detect good, detect thoughts, doom, ethereal jaunt* (self plus 50 pounds of objects only), *suggestion*, and *teleport without error* (self plus 50 pounds of objects only); 1/day—*unholy blight*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 15 + spell level).

SA—Energy Drain (Su): A succubus drains energy from a mortal it lures into some act of passion, or by simply planting a kiss on the victim. If the target is not willing to be kissed, the succubus must start a grapple, which provokes an attack of opportunity. The succubus's kiss or embrace inflicts one negative level; the victim must succeed at a Wisdom check (DC 15) even to notice. Removing the negative level requires a Fortitude save (DC 18)..

SA—Summon Tanar'ri (Sp): Once per day a succubus can attempt to summon one balor with a 10% chance of success.

SQ—Alternate Form (Su): Succubi can assume any humanoid form of Small to Large size as a standard action. This ability is similar to the *polymorph self* spell but allows only humanoid forms. While using this ability, a succubus gains a +10 circumstance bonus to Disguise checks.

SQ—Tongues (Su): A succubus has a permanent tongues ability as the spell cast by a 12th-level sorcerer. Succubi usually use verbal communication with mortals and save telepathic communication for conversing with other fiends.

SQ—Tanar'ri Immunities (Ex): Tanar'ri are immune to poison and electricity.

SQ—Tanar'ri Resistances (Ex): Tanar'ri have cold, fire, and acid resistance 20.

SQ—Tanar'ri Telepathy (Su): Tanar'ri can communicate telepathically with any creature within 100 feet that has a language (although dretches are more limited).

Possessions: +2 ring of protection, necklace of fireballs (Type I), gold ring (75 gp), House Vrama pin, 22 pp.

Tharion, male dark elf Wiz7

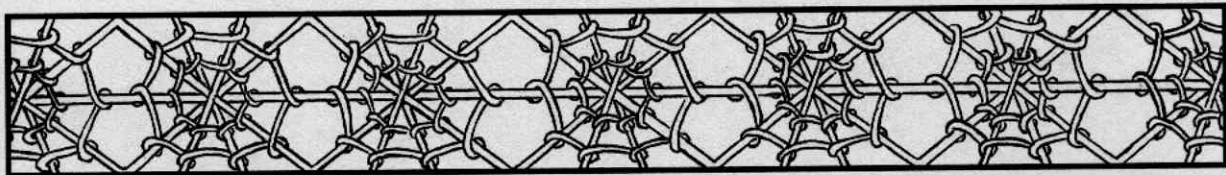
CR 8; Medium Humanoid (4 ft., 7 in. tall); HD 7d4; hp 22; Init +1 (Dex); Spd 30 ft.; AC 12 (+1 Dex, +1 ring); Atk +1 melee or +4 ranged; SA Spells; SQ Dark elf qualities, SR 18; AL NE; SV Fort +1, Ref +3, Will +5; Str 6, Dex 12, Con 10, Int 15, Wis 10, Cha 9.

Skills: Balance +2, Concentration +9, Escape Artist +5, Hide +2, Knowledge (arcana) +4, Knowledge (history) +12, Listen +2, Move Silently +4, Ride +3, Scry +4, Search +4, Spot +2.

Languages: Common, Elven, Gnoll, Goblin, Undercommon.

Feats: Empower Spell, Exotic Weapon Proficiency (hand cross-





bow), Scribe Scroll, Silent Spell, Spell Focus (Evocation), Spell Penetration.

Spells Prepared (4/5/4/2/1): 0—*daze, detect magic, ghost sound, read magic*; 1st—*charm person, magic missile, shield, shocking grasp, sleep*; 2nd—*blindness/deafness, blur, Melf's acid arrow* (x2); 3rd—*fireball, fly*; 4th—*wall of fire*.

Possessions: +1 ring of protection, lens of detection, wand of mage armor (9 charges), scroll of displacement, silver necklace (100 gp), House Vrama pin, 22 pp, key to his room in Ul-Drakkan (Area T1-22).

Thariust, female dark elf Clr8

CR 10; Medium Humanoid (4 ft., 10 in. tall); HD 8d8-8; hp 32; Init +3 (Dex); Spd 30 ft.; AC 23 (+3 Dex, +7 armor, +3 shield); Atk +5/+0 melee or +9/+4 ranged; SA Spells; SQ Dark elf qualities, turn or rebuke undead, SR 19; AL NE; SV Fort +6, Ref +5, Will +9; Str 9, Dex 17, Con 9, Int 8, Wis 17, Cha 14.

Skills: Concentration +3, Hide +2, Listen +5, Move Silently +2, Search +1, Spellcraft +6, Spot +5.

Languages: Common, Elven, Undercommon.

Feats: Craft Magic Arms and Armor, Craft Wand, Exotic Weapon Proficiency (hand crossbow), Great Fortitude.

Domains: Chaos, Destruction.

Spells Prepared (6/5+1/4+1/4+1/2+1): 0—*cure minor wounds, detect magic, guidance, read magic, resistance* (x2); 1st—*bless, command, cure light wounds, inflict light wounds, shield of faith*; 2nd—*endurance* (x2), *hold person, resist elements, shatter*; 3rd—*contagion, cure serious wounds, invisibility purge, meld into stone, protection from elements*; 4th—*chaos hammer, cure critical wounds, summon monster IV*.

Possessions: +2 mithral chainmail, +1 large steel shield, wand of blindness/deafness (20 charges), potion of flying, potion of cure light wounds, scroll of divine favor, scroll of heal, gold Spider Goddess pin (50 gp), House Vrama pin, four 100 gp gems, key to her room in Ul-Drakkan (Area T1-22).

Vissan, female dark elf Com2

CR 3; Medium Humanoid (5 ft., 2 in. tall); HD 2d4-2; hp 8; Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex); Atk +3 melee (1d4+2, dagger) or +2 ranged (1d4+2, dagger); SQ Dark elf qualities, SR 13; AL CE; SV Fort -1, Ref +1, Will +0; Str 14, Dex 13, Con 8, Int 10, Wis 11, Cha 10.

Skills: Climb +4, Handle Animal +5, Hide +2, Jump +6, Listen +2, Move Silently +2, Search +2, Spot +2.

Languages: Common, Elven, Undercommon.

Feats: Exotic Weapon Proficiency (hand crossbow), Toughness.

Possessions: dagger, House Vrama pin, 10 gp.

Zahnivil, male dark elf Wiz5/Mnk5

CR 11; Medium Humanoid (4 ft., 9 in. tall); HD 5d4-5 + 5d8-5; hp 31; Init +5 (+5 Dex); Spd 40 ft.; AC 24 (+5 Dex, +4 Wis, +1 Mnk, +4 bracers); Atk +5 melee (1d8, unarmed strike) or +10

ranged (1d4, hand crossbow); SA Spells, unarmed strike, flurry of blows, stunning attack; SQ Dark elf qualities, evasion, still mind, slow fall (20 ft.), purity of body, SR 21; AL LE; SV Fort +4, Ref +10, Will +12; Str 10, Dex 20, Con 9, Int 17, Wis 19, Cha 9.

Skills: Alchemy +10, Balance +11, Bluff +1, Concentration +11, Disable Device +3, Escape Artist +11, Forgery +5, Hide +6, Knowledge +10, Listen +14, Move Silently +6, Perform +3, Profession +13, Search +8, Spot +6.

Languages: Common, Draconic, Elven, Goblin, Orc, Undercommon.

Feats: Brew Potion, Deflect Arrows, Dodge, Exotic Weapon Proficiency (hand crossbow), Improved Unarmed Strike, Quick Draw, Run, Scribe Scroll, Spell Penetration, Stunning Fist.

Spells Known (cast per day: 4/4/3/2): 0—*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*; 1st—*endure elements, grease, magic missile, ray of enfeeblement, shocking grasp, shield, sleep*; 2nd—*cat's grace, endurance, see invisibility, spectral hand*; 3rd—*fly, haste, lightning bolt*.

Possessions: +4 bracers of armor, 2 potions of cure light wounds, scroll of shield and cat's grace, hand crossbow, 12 bolts, 5 doses of sintrin poison, House Vrama pin, 2 gp, key to his room (Area T1-19).

APPENDIX III: NEW MAGIC ITEMS & MONSTER

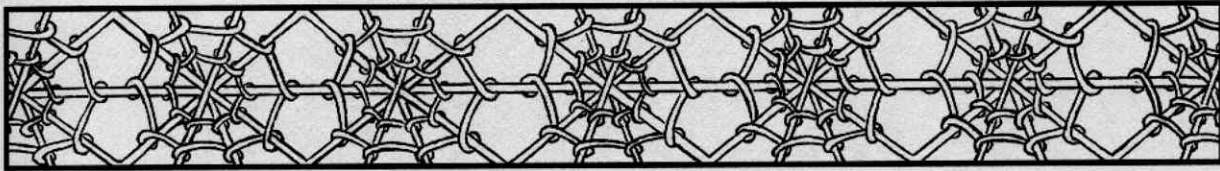
New Magic Items

Pot of Curses

This small black cauldron constantly bubbles with greenish liquid. The pot spurts liquid at any and all that come within 10 feet of it. The liquid carries a *bestow curse* spell. The owner sets the parameters, as with a *glyph of warding*, for how the pot can be safely bypassed. If the pot is overturned, its effect is negated until it is righted again.

Caster Level: 6th; *Prerequisites*: Craft Wondrous Item, *bestow curse, glyph of warding*; *Market Price*: 30,000 gp.





Staff of Dread Power

This item is nearly a minor artifact in both legend and power. In addition to being a +2/+2 unholy quarterstaff (and those powers remain, even when its charges are depleted), this black, skull-topped staff has the following powers:

- *Animate dead* (1 charge)
- *Slay living* (DC 17, 2 charges)
- *Create undead* (2 charges)

Caster Level: 16th; *Prerequisites:* Craft Staff, *animate dead*, *slay living*, *create undead*; *Market Price:* 150,800 gp.



Web Armor

This armor is made from actual spider's webs. It is the equivalent of +1 *leather armor*, but it has no maximum Dexterity bonus and no spell failure chance.

Caster Level: 9th; *Prerequisites:* Craft Arms and Armor, *mage armor*, *Market Price:* 9,000 gp.



New Monster

Arachnemass

Huge Ooze

Hit Dice:

10d10+50 (125 hp)

Initiative:

-5

Speed:

20 ft., climb 20 ft.

AC:

8 (-2 size, -5 Dex, +5 natural)

Attacks:

Slam +9 melee

Damage:

Slam 2d6+6 and poison

Face/Reach:

10 ft. by 10 ft./10 ft.

Special Attacks:

Improved grab, poison, constrict
2d6+4

Special Qualities:

Blindsight, split, ooze

Saves:

Fort +8, Ref +3, Will -2

Abilities:

Str 18, Dex 1, Con 20,

Int —, Wis 1, Cha 1

Climate/Terrain:

Underground

Organization:

Solitary

Challenge Rating:

8

Treasure:

None

Alignment:

Always neutral

Advancement:

11–15 HD (Huge), 16–30
HD (Gargantuan)

The arachnemass is a creature resulting from the fusion of millions of normal-sized spiders into a single, composite entity that moves and acts like an amorphous ooze.

Combat: Arachnemasses scour the underground caverns in which they live for anything to attack and devour. They lash out with pseudopods made from spidery masses or simply engulf opponents with their bodies, the thousands and millions of tiny spiders all injecting poison into the hapless victim. The foul sor-

cery that spawned these creatures also made them slaves to dark elves. An arachnemass cannot attack a dark elf.

Blindsight (Ex): An arachnemass's entire body is a million spiders, each with eight tiny eyes. Further, they can sense movement by vibration within 60 feet.

Ooze: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and polymorphing. Not subject to critical hits.

Improved Grab (Ex): To use this ability, the arachnemass must hit with its slam attack. If it gets a hold, it can constrict.

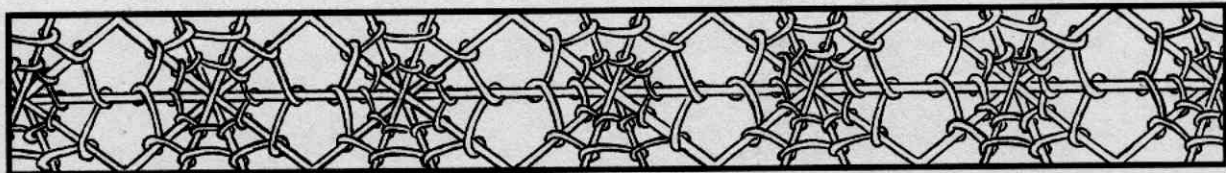
Poison (Ex): Slam, Fortitude save (DC 22), initial and secondary damage 1d8 temporary Strength.

Constrict (Ex): An arachnemass deals automatic slam damage with a successful grapple check.

Engulf (Ex): An arachnemass can simply flow over Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The arachnemass merely needs to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the arachnemass; if they do so, however, they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed at a Reflex save (DC 13) or be engulfed; if successful, they are pushed back or aside (opponent's choice) as the mass moves forward. Engulfed creatures are subject to the arachnemass's poison and are considered to be grappled and trapped within its body.

Split (Ex): Weapons deal no damage to an arachnemass. Instead, the creature splits into two identical masses, each with half the original's hit points (round down). An arachnemass with only 1 hit point cannot be further split.





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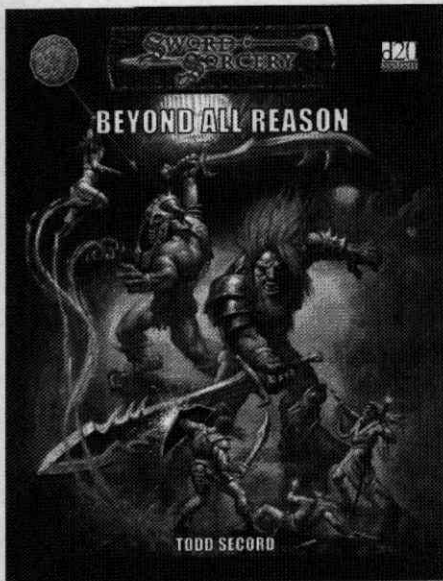
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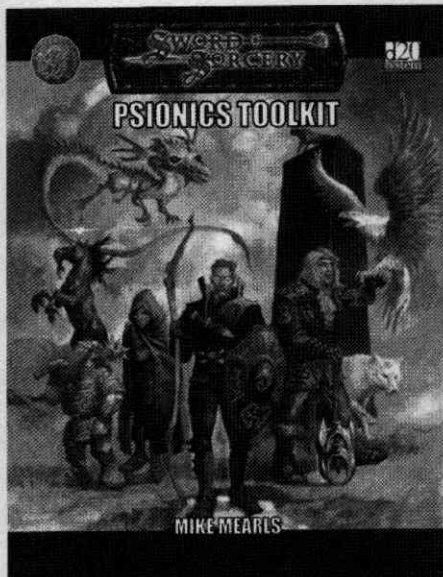




The Plot: An assault by a group of fire giants sends the heroes into the *Valley of the Mattadin* to explore a series of strange occurrences. What force could motivate the fire giants to war, only weeks before the onset of winter? What power could cause hundreds of loyal soldiers to betray their comrades and join with their former enemies? What need could compel a reclusive society of snake-worshippers to set forth from their lairs in search of human aid? These questions lead to the fire giant fortress, housed within a mighty volcano. Once inside, the heroes must discover if there is some insidious plot at work, or if the events are simply *beyond all reason*.

The Mood: Sneaking through the hallways of the fortress, uncomfortable in the extreme heat generated by the volcano, the heroes have a mystery to solve. The fire giants are working with traitors and enemies – but to what purpose? Before anyone can react to the footsteps heard in the distance, the walls burst open with a steamy rumble, terrible heat issuing forth....

Beyond All Reason presents an action-packed epic adventure for **13th-level** characters. Full of mysterious situations, fearsome foes, and exotic environments, the core of this scenario is a mind-boggling enigma forcing enemies to become allies and allies to become enemies. Featuring a variety of encounters that will test the skill of the most heroic adventurer, *Beyond All Reason* is an adventure of giant proportions!



Hooked on Psionics?

Chapter 1 presents a series of questions and resulting considerations to help direct you integrate psionics into a new or an established game world.

Chapter 2 takes the foundation built in chapter one and uses it to present several story-based options for introducing psionics into a fantasy world, including a new monster template and a new character race; these options are useful even if you've already decided on many of the nuts and bolts of psionics in your game.

Chapter 3 presents two new specialized psionic prestige classes and a new clerical domain.

Chapter 4 provides a system for designing and describing NPC organizations and details one such organization, complete with a stat block and several new magic items crafted by its members.

Chapter 5 details a unique system for retroactively refitting existing characters with psionic class levels.

Chapter 6 offers several new psionic creatures and templates.

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