

DUNGEONS & DRAGONS

A CAMPAIGN ADVENTURE FOR CHARACTERS OF LEVELS 1–10

EXPEDITION TO Undermountain™

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Introduction

Undermountain. The name conjures images of sprawling dungeoncrawls, fantastic adventures, insidious monsters, and wondrous treasures. Originally presented as a huge (*really* huge) adventure for the FORGOTTEN REALMS campaign setting, this expedition presents Undermountain as a grand adventuring area for any DUNGEONS & DRAGONS campaign. Undermountain contains nine main levels and more than twenty sublevels, connecting to more extensive dungeons and caverns, and ultimately to the Underdark. In other words, Undermountain is just too big to fully detail in any single volume.

Instead, this campaign adventure treats Undermountain as an unexplored underground region, a new realm that can attract characters for months or even years (as in the case of many nonplayer characters, or NPCs) of game time. It provides the plots, power groups, and lore to enable a Dungeon Master (DM) to detail any corner of Undermountain, to create a vibrant long-term adventure setting—the ultimate dungeon crawl that feels realistic, exciting, and dangerous.

The encounters presented in this book are designed to take a party of player characters from 1st level to 9th or 10th level. If the characters in your campaign are already higher than 1st level, it's still possible to get a lot of play value out of this adventure.

Undermountain stirs beneath a large city in your campaign world. In the FORGOTTEN REALMS campaign, Undermountain stretches throughout the bowels of Waterdeep, the famed metropolis on the Sword Coast. In your game, it can exist beneath any large city you want, long known in rumor and legend or newly discovered and waiting to be explored.

The missions and possibilities are endless. This book brings Undermountain to life—make it your own!

THE ENCOUNTER FORMAT

This campaign adventure uses the new encounter format for presenting encounters throughout Undermountain. Every encounter in the adventure is presented as a one- or two-page unit containing the information necessary to run the encounter, including the situation and how it might develop, statistics for monsters and traps, and a keyed map of the encounter area that can easily be translated to a battle grid or D&D *Dungeon Tiles* for use with D&D *Miniatures*.

No two encounters provide exactly the same kind of information. Each one is tailored to account for the event it describes. If another part of the adventure should be referenced when running a particular encounter, the appropriate page reference is also included.

WHAT YOU NEED TO PLAY

This adventure is intended for use in any DUNGEONS & DRAGONS game. It can be dropped into any setting. You can use the entire sprawl of Undermountain, or you can use select parts of the massive dungeon to tell a specific story. The modular approach to the design allows you to customize the adventure to meet your specific needs.

You need the *Player's Handbook* (PH), *Dungeon Master's Guide* (DMG), and *Monster Manual* (MM) to make best use of this material.

Throughout this book, superscript abbreviations are often used to denote game elements and other materials that appear in certain supplements. Those supplements and their abbreviations are as follows: *Champions of Ruin* (CoR), *City of Splendors: Waterdeep* (CoS), *Complete Adventurer* (CA), *Complete Divine* (CD), *Complete Mage* (CM), *Complete Warrior* (CW), *Draco-*

REALMSLORE: WATERDEEP

Waterdeep is primarily a human city with the best natural harbor on the Sword Coast. The harbor and much of the city are sheltered from storms howling across the Sea of Swords by the soaring rampart of Mount Waterdeep.

The city is divided into "wards" (districts). The northwest-most is Sea Ward, by far the wealthiest part of Waterdeep. It's crowded with the palatial residences of "old money" nobles, the grandest shops, and great temples. Adventurers might find patrons in Sea Ward, but can expect to be followed by the city Watch at all times. North Ward, the northeastern-most city district, is almost as wealthy as Sea Ward, and is home to most nobles whose villas aren't in Sea Ward. It's also where the majority of wealthy but non-noble Waterdhavians dwell, and is dominated by grandiose "new money" mansions.

Waterdeep's center holds three districts. Castle Ward, the civic heart of the city, wraps around the landward side of Mount Waterdeep and contains Castle Waterdeep, Piergeiron's Palace, and the great open marketplace known simply as "the Market." Directly east of Castle Ward is Trades Ward, the city's bustling heart of shopkeeping and artisans' "finework." It wraps around the City of the Dead, a walled cemetery that by

day serves the living as a green, pleasant park—and is locked up at night due to hauntings.

The city's south end is occupied by another two districts. South Ward, in southeasternmost Waterdeep, is dominated by warehousing, stabling, and caravan-equipping businesses, and is home to many poor laborers. Dock Ward lies to its west, bounding the north and east sides of the harbor. It's the fishing, naval shipping, and notoriously lawless "seedy" end of Waterdeep, where the smells and squalor are greatest, drunken sailors brawl, and violence and street crime are most common.

It's been said Waterdeep's true religion is making money. No official faith dominates, and almost all are tolerated or (in the case of evil or oppressive deities) worshiped in secret. Temples and private shrines are found throughout the city, and in Trades Ward soars the all-faiths tower known as "the Plinth," serving as a grand temple for all faiths that lack their own holy building. It's where "clerics for hire" are most likely to be found.

Many of the names associated with Waterdeep are used throughout this adventure to refer to a certain place or a certain part of the city that stands above the great dungeon. Feel free to use or change these names as you like, to suit the city you have chosen to serve this role in your Undermountain adventure.

nomicon (Dra), *Epic Level Handbook* (ELH), *Expanded Psionics Handbook* (EPH), *Faiths and Pantheons* (FP), *Fiend Folio* (FF), *FORGOTTEN REALMS Campaign Setting* (FR), *Heroes of Horror* (HH), *Libris Mortis* (LM), *Lords of Madness* (LoM), *Lost Empires of Faerûn* (LE), *Magic of Faerûn* (Mag), *Miniatures Handbook* (MH), *Monster Manual II* (MM2), *Monster Manual III* (MM3), *Monster Manual IV* (MM4), *Player's Guide to Faerûn* (PG), *Player's Handbook II* (PH2), *Races of Stone* (RS), *Spell Compendium* (SC), *Tome of Battle* (ToB), *Tome of Magic* (ToM), and *Underdark* (Und).

THIS ADVENTURE AND THE FORGOTTEN REALMS

No one can deny the strong connection between Undermountain and the FORGOTTEN REALMS campaign setting. Still, we've endeavored to make the legend of Undermountain more universal so that it can be used in any D&D game. In the pages that follow, we've included occasional sidebars that add bits of history and FORGOTTEN REALMS lore concerning Undermountain. Use these sidebars for flavor, to better use this adventure in a FORGOTTEN REALMS game, or to just gain a richer understanding of the dungeon depths.

THE CITY

The city above Undermountain is a bustling, cosmopolitan, mercantile crossroads where traders, shopkeepers, craftworkers, nobles, sailors, and laborers of almost all intelligent races

jostle to make or keep fortunes. Feel free to place Undermountain beneath any large, wealthy, seaport/trade city in your campaign.

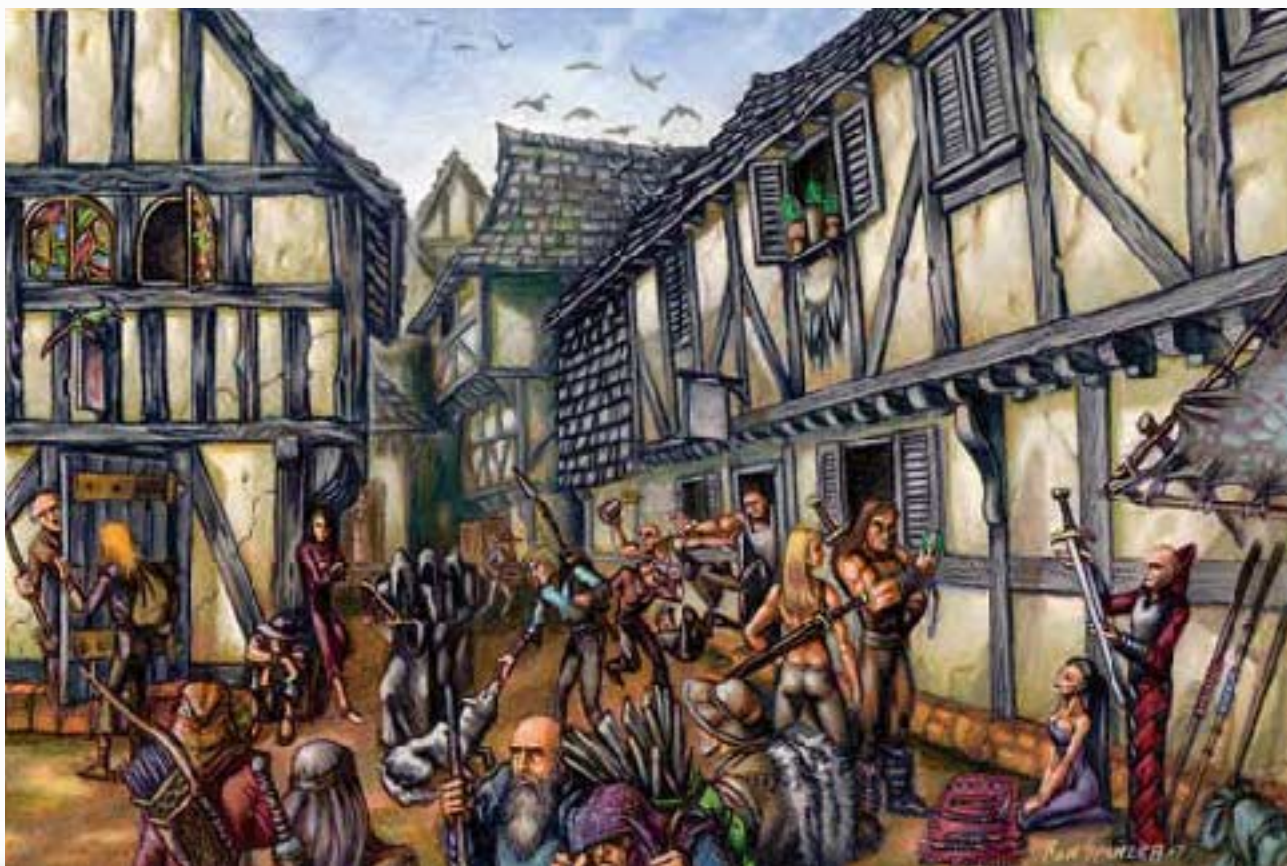
THE CITY AND THE DUNGEON

A long-ago sage once said, "There is no city without Undermountain, and no Undermountain without the city." The city and the sprawling dungeon beneath it have influenced each other greatly, and continue to do so to the current day.

The people of the city hear endless rumors and gossip (usually fabricated or wildly exaggerated) about goings-on in Undermountain, and there's a steady flow of "shady trade" between Skullport (a subterranean town nestled between the city above and Undermountain below) and the city. This shady trade includes illicit goods such as poisons and slaves, and legal goods moved through Undermountain to avoid guild restrictions, taxes, and the notice of the authorities and trade rivals. Neither the Watch nor the City Guard patrols Undermountain.

City and dungeon affect each other because of the many connections between them. The best known connection is the dry well, a shaft descending from the common room of the Yawning Portal Inn to the Dungeon Level below. The inn has at least two lesser-known links to Undermountain—a water-filled well and a secret door in its cellars.

Other physical connections between the city and Undermountain are known to the general public only by many



A typical street view in the City



Your friendly Watch

colorful stories. The City Guard, the Palace (workplace of city bureaucrats and civic workers), and the Watchful Order of Magists and Protectors (the wizards' guild of the city) know locations and details of most major pathways. The city's adventurers and sages agree that there are many lesser-known ways up and down, some forgotten but most controlled and kept secret by a few individuals, a family, a merchant cabal, or by nobles and guilds.

ADVENTURERS IN THE CITY

It's said everything can be found, bought, and sold in the city above Undermountain. The saying isn't an exaggeration, though what is truly available at any given time is subject to the normal whims of supply and demand.

Adventurers intent on exploring Undermountain typically need to procure lodgings, healing and spiritual aid, magical aid, sages, mercenaries and hirelings, and they need to buy

and sell gear and trophies brought back from the dungeon. Countless businesses throughout the city deal in such trade.

Lodging: For short (and usually noisy) stays, rooms can be rented in most festhalls. Every ward has inns, at various levels of price and service, and rooms can be had for the week, month, or season. Greenglade

Tower is a large, popular, and clean rooming house in North Ward, Sapphire House is an "upmarket" Castle Ward inn and rooming house, and The House of Purple Silks in Sea Ward is a quiet, discreet, and luxurious festhall that rents rooms by the night or week.

Divine Magical Aid: Adventurers can find clerics at the Plinth (Trades Ward) and in temples across the city, and they can seek out visiting outlander priests at temporary shrines set up in South Ward warehouses at dawn and dusk.

Arcane Magical

Aid: Wizards are most cheaply hired at the Tower of the Order (Castle Ward), headquarters of the Watchful Order. A more expensive spellcaster is the tall, vain, jewel-adorned

Tessalar Hulicorm (a well-liked wizard knowledgeable about Undermountain). More expensive still is the magical assistance available at Blackstaff Tower (Castle Ward).

Sages: Adventurers have traditionally discussed Undermountain at the Yawning Portal Inn (for the price of drinks or a meal), but recently have taken to visiting the Great Library in the Font of Knowledge in Castle Ward, where the city's fiercely independent sages gather daily to research. Savant Sandrew the Wise of the temple charges a 10% tax on all inquiries conducted in the library, which now hosts an informal daily "Council of Sages." The reclusive sage Haerun Mhammaster is also an expert on Undermountain; ask directions to his nearby house in the Elfstone Tavern (Castle Ward).

Mercenaries: Seek Blazidon One-Eye (a burly, scarred, semiretired veteran fighter who's always armed to the teeth) in Virgin's Square by day (where caravan masters and citizens looking to hire mercenaries know to find him), and making the rounds of city inns and taverns by night, where he busily

befriends potential “hireswords” to serve as guards. His fee is a copper piece per person hired, and he brings clients and hireswords together to negotiate in a little room off the taproom of the Bowels of the Earth tavern (Trades Ward). He also provides exacting and correct directions to any city building south of the Market, for a fee—and for a higher fee will identify safe routes to reach desired locations.

Blazidon's main competitor is a jovial retired hiresword named Filiare, owner and keeper of the Inn of the Dripping Dagger (Trades Ward), which is a favored home and drinking spot for mercenaries. Filiare is well-loved as a kind, considerate host who lowers prices by a copper or two for folks down on their luck. As a sideline, he sells used weapons and armor (often given to him in lieu of payment by coin-shy warriors).

Hirelings: Willing guides to Undermountain usually can't be found, and adventurers should be suspicious of anyone claiming to offer such services. The city's guilds, Virgin's Square, and the Market are the best places to seek skilled hirelings. Openly asking for assassins, poisoners, or even “alchemists” is likely to result in being spied on by those reporting to the Watch.

Buying and Selling Gear: Aside from the aforementioned Dripping Dagger, South Ward and Dock Ward offer many “sundries” shops (trading in secondhand items) that buy and sell used rope, armor, shields, helms, boots, belts, baldrics, and all manner of gloves.

Selling Dungeon Finds: Gems and monetary treasure are best “banked” with a moneylender such as Mirt (his well-guarded Castle Ward mansion overlooks the harbor) or sold to the hearty Balthorr Olaskos (Balthorr's Rare and Wondrous Treasures, Castle Ward).

Information can be sold to sages (who pay a few silver coins at most), and nobles or other adventurers might be willing to pay for maps.

Other items are best sold to a fence (a dealer in stolen or shady goods), of which the city has many. Adventurers usually end up at the Underdark Tavern in Trades Ward, asking for Lurth (a “dealing name” used by many traders).

POWER, WEALTH, AND AUTHORITY

Life in the city is a never-ending struggle for riches and influence. Nobles, ruling lords, guilds, laborers, traders, merchants, church officials, and lawbreakers alike participate (to varying degrees) in this constant struggle.

Most people in the city know that Undermountain lies beneath the city. They have heard stories that it contains a lawless trading-town known as Skullport, the Port of Shadow, where monsters roam the streets trading in poisons, deadly spells, and kidnapped citizens.

The city is nominally ruled by a council of lords who pass laws, command the city's soldiery (the Guard) and police (the Watch), and sit in judgment in legal disputes.

Many people, especially among the guilds, believe the true rulers of the city are the entrenched noble families. The nobles have their own internal feuds and rules of etiquette,

vary widely in wealth and real influence (some are nearly coinless; others command fabulous wealth or mercantile empires), and are most able to afford strange hobbies, interests, and diversions (such as sponsoring adventurers to explore Undermountain).

The vast majority of people in the city are laborers, working for shopkeepers, merchant caravan and shipping companies, or artisan guilds.

Investors, entrepreneurs, and swindlers are drawn to the city in droves, seeking wealth. So are the starving, the poor, and the desperate, many of whom see the city as a place so rich that surely a few coins will fall their way.

Money shouts in the city, where street urchins and beggars earn coins by watching strangers, adventurers, and specific persons and reporting back to their patrons about what they see.

All adventurers and obvious visitors must be wary of the Watch. These armed, armored, and well-trained lawkeepers usually patrol the streets in quartets, but when expecting trouble can be eight or a dozen strong, accompanied by Watchful Order wizards and carrying horns to quickly summon reinforcements. The people might not love the Watch, but they trust in and obey it.

HALASTER'S CALL

Just after dawn, a long, rolling earthquake shakes the city awake. Cracks appear in walls and crockery rattles, but no buildings collapse.

Uproar ensues. Earthquakes are almost unheard of in the city. Rumors of disaster soon race through the streets, fueled by the anguish of people across the city whose heads fill with sharp, sudden mental visions of a screaming bearded man whose eyes blaze with rage, sorrow, and swimming stars. The visions shift into scenes of pillars cracking and tumbling, ceilings collapsing in caverns and dark rooms, and surging explosions of blue-white sparks. These tides of fearsome force leave many who receive the visions gasping on their knees, unharmed but overwhelmed by the sensation of great magical forces crashing through them. Repeatedly the screaming face returns, with feelings of strong despair, of something left unfinished—and swept away in great loss and ruin.

What has happened? A few wizards across the city who shared the disturbing visions recognize the screaming face as that of Halaster Blackcloak, the infamous “Mad Mage of Undermountain.”

Soon everyone knows that something terrible has happened in Undermountain. There's an unknown but exceedingly dark doom approaching the city and the massive dungeon beneath it, and Halaster is very upset about it.

REALMSLORE: EVENT DATE

If you want to use this adventure in a FORGOTTEN REALMS campaign, then the earthquake occurs just after a bright dawn on the last day of Eleint in the Year of Risen Elfkin (1375 DR).

Those who have experienced the visions can't stop thinking of Undermountain, of walking through its chambers, of finding brightly glowing treasures. They yearn to go there, to answer Halaster's urgent call. Undermountain awaits, in desperate need. Something down there must be repaired, or renewed, or rescued. Halaster wants something done *now*, something vital. A terrible calamity must be set right, or greater doom will surely come.

That night, wizards, sorcerers, a scattering of adventurers, and others across the land dream of Undermountain and a screaming Halaster. They all feel a yearning to enter the infamous, legendary dungeon and do "something that must be done." No one quite knows what that something is, but many momentarily mind-glimpse strange subterranean rooms, weird items, and a rushing Halaster struggling to accomplish various tasks.

Throughout the land, on the morning after the earthquake, wizards, sages, and all sorts of adventurers start packing. The trek to Undermountain has begun.

FOR THE DUNGEON MASTER

The people affected by the visions include those possessed of arcane power (wizards and sorcerers), as well as their longtime partners, companions and descendants, and those possessing magic items or other objects that have come from Undermountain. Some who experience the visions might not be aware that they have some connection to the infamous dungeon, for who knows the true story of every souvenir handed down from grandfather to father to son?

Halaster foresaw doom approaching, a disaster he communicated and warned of in the visions that are fully

understandable only to those who examine, ponder, and compare experiences with others. This disaster takes the form of a convergence of powerful arcane power moving in slow, inexorable unison with Undermountain. This arcane power moves into the same physical space as the dungeon Halaster has overseen, guarded, strengthened, and modified for so long. (His visions convey nothing of the nature of this arcane power, or the why and how of its movement.) Since Undermountain literally glows with numerous wards and countless localized spells, an explosive collision of these magics with the approaching arcane power would result in the collapse and destruction of most of Undermountain—in turn causing the city above to fall into the vast dungeon beneath, killing thousands upon thousands.

Halaster started to cast a great magical ritual (a complex sequence of spells) to shield Undermountain from these collisions. Something went dreadfully wrong.

Halaster was incinerated and his soul shattered into hundreds of fragments, hurled throughout the land. These soul-shards were drawn to those with ties to arcane power and Undermountain, filling their minds with visions and a strong compulsion to enter Undermountain and restore it.

A DM can therefore send visions and a beckoning to the dungeon to any adventurer who touches something that came from Undermountain, has been to the dungeon before or is related to someone who has been, and to anyone with arcane magical ability. The visions can suggest adventures, show dungeon places and features, or serve to provide hints, manipulate, encourage, and otherwise lure PCs to this grand adventure.

REALMSLORE: A BRIEF HISTORY OF UNDERMOUNTAIN

The great dungeon of Undermountain was built by dwarves some twenty-six centuries ago. It was conquered, in turn, by drow, duergar, and powerful wizards.

King Melair I discovered a vein of mithral beneath what would one day be known as Mount Waterdeep in -1,288 DR. Under his able rule, the foundations of the Underhalls of Melairbode were laid. The elf city of Aelinthaldaar occupied the surface above the Underhalls, and the dwarves and elves struck a bargain that has tied the two regions together to the current day.

In the year 168 DR, the wizard Halaster Blackcloak and his apprentices (known as the Seven) came to area. His goal was to explore the Underhalls and claim them as his own. He initiated nine expeditions (known as Halaster's Hunts) to brutally exterminate the drow and duergar who had driven out the dwarves in centuries past. By 309 DR, Halaster ruled the Underhalls.

The Seven (Arcturia, Jhesiyra Kestellharp, Muiral the Mishapen, Nester, Marambra Nyghtsteel, Rantantar, and Trobriand) broke ties with Halaster in 307 DR in the hope of establishing their own holdings in the great depths beneath the mountain. Some left signs of their work that can still be seen today, but most of the Seven went insane or perished chasing their own dreams and desires. Only Jhesiyra escaped Halaster's clutches, eventually becoming the Magister of Myth Drannor in 658 DR.

Beginning in 713 DR, Halaster and his apprentices embarked on a massive campaign to fill the dungeon with all manner of monsters and treasure. For many centuries, the land above forgot about the Underhalls, and in 889 DR the town of Waterdeep was established. It quickly grew in size and influence. However, the long centuries of monster population growth led to an invasion of the surface in 1037 DR. After repelling the invasion, the lords of Waterdeep struck an agreement with Halaster, urging him to keep the monsters of Undermountain in check.

In 1148 DR, the Netherese wizard Shradin petitioned Halaster for permission to establish Skullport. Shradin became the Lord of Bones, and Skullport flourished.

In response to the explorations of two noted adventurers, the Yawning Portal Inn was established in 1306 DR to limit access into Halaster the Mad Mage's dungeon and to keep its monsters somewhat contained. This was also the year that Waterdeep began the practice of exiling the worst of its criminals to the depths of Undermountain.

Today, in response to a looming arcane disaster, Halaster attempted a ritual that resulted in the Mad Mage's death. As his soul shattered, he was able to send visions to those with arcane connections and ties to Undermountain, warning them of the coming danger and urging them to save his beloved domain.

Illus by R. Horsley

Expedition to *Undermountain* presents an adventure campaign designed to cover a number of levels of play. The campaign and the stories you tell unfold in the context of a massive dungeon crawl. A dungeon of this size requires the use of several tactics to shape and contain the campaign to a manageable size. You must create the illusion of detail and endless possibilities while constraining the size and scope of the adventure. Mission-based exploration gives the PCs distinct goals to accomplish apart from aimless wandering, while random encounters allow you to introduce new missions and new factions that spur new paths to plot development and adventure.

Most of this opening chapter consists of descriptions of the many levels of the dungeon. Only a few of these levels, however, are treated in detail. The rest are left relatively vague and undocumented for two principal reasons. First, even a book the size of this one cannot hope to cover every section of *Undermountain*. Instead, we concentrate on the levels that are important to the adventure that unfolds in these pages. Second, the rest of the dungeon becomes yours to do with as you see fit—create your own story line and extend it into the other parts of the complex to give you and your players untold additional hours of excitement and fun.

WHAT'S THE MISSION?

Although the PCs are free to wander through *Undermountain* as they would any dungeon, you are encouraged to send them on mission-based quests into the Underhalls. Each self-contained mission provides a clear sense of accomplishment and divides the massive area into digestible chunks. Most *Undermountain* missions involve recovery, discovery, or power struggles, although other themes are possible.

Recovery missions require the PCs to find something (or someone) and bring it back out of *Undermountain*. The target might be a kidnap victim, a stolen magic item, the body of a fallen noble, or a long-lost family heirloom. A twist on this type of mission might be to hide something in *Undermountain* where it won't ever be found, such as the corpse of a murder victim, a prisoner, or a cursed magic item. A recovery mission need not involve seizing the target; a dangerous trip into the depths to a prearranged rendezvous with an inhabitant of the Underdark to execute a trade is another variant of the same class of mission.

Discovery missions usually require the PCs to explore a finite section of Undermountain for a specific purpose. For example, they might be hired by a merchant consortium to explore what lies beyond a portal and see if it might serve as a secret storage warehouse. Or their patron might be by a secretive cult seeking a likely location to establish a hidden shrine. Likewise, they could be hired to explore a newly discovered area of Undermountain and loot it of any treasures before other adventurers or monsters stumble upon the region.

Power struggles pit the PCs against a faction based in Undermountain. They might be the hired agents of a particular group, or they might inadvertently stumble into the power struggle and be forced to choose sides. They might seek to track a hostile group's agents back to their lair and escape with the location of their base, or they might try to wipe out an entire faction through a brazen attack on a hidden stronghold. The PCs might also attempt to instigate a war between two factions based in Undermountain in order to serve the interests of a third group based in the city above.

CREATING THE ILLUSION OF DETAIL

In a dungeon as vast as Undermountain, you cannot possibly make every room unique and filled with all manner of detail. For on-the-fly dungeon dressing, consult the Dungeon Terrain section of the *Dungeon Master's Guide*, pages 59–67.

In addition, prepare several recurring themes that can be sprinkled into any room in which some random bit of dungeon dressing catches the attention of the PCs. For example, on the first (Dungeon) level of Undermountain, the PCs should regularly encounter small patches of dried slime. (This detritus is the result of the Sluggard goblin tribe herding a metalmaster^{LE} through the dungeon in search of precious metals.) As such, if you describe a room

as having an ornately carved pillar and the PCs unexpectedly expend several Search checks while examining it, consider rewarding them by noting that they observe some mysterious dried, putrescent slime in the carvings about a foot above the floor. In so doing, you reward their use of their skills without having to plan for every eventuality. The key to such recurring themes is to eventually reward the PCs with the “answer.” In this case, when the PCs finally battle the metalmaster and its goblin masters, make sure to describe the giant sluglike creature as leaving the now-familiar putrescent slime in its wake as it moves to attack. This has the effect of rewarding the PCs for unraveling the mystery and giving them a sense of accomplishment.

THE LOCKOUT SYSTEM

One of the challenges of a mission-based approach to exploring Undermountain is that you cannot possibly prepare every door or side corridor for the eventuality that the PCs might wander (or be chased) through it. There are many methods by which you can constrain the PCs' exploration. However, it is important to use each method sparingly in order to maintain the illusion of choice.

One approach is to physically block the PCs from proceeding. For example, doors might be locked (magically or physically), aftershocks from the earthquake that rocked Undermountain following Halaster's death might cause a cave-in, or an unseen trap might drop a stone block in the corridor. In order to make this type of approach more palatable, try to include a key (literal or otherwise) later in the dungeon that allows the PCs to retrace their steps and explore the blocked region after you have had a chance to prepare.

A second approach is to scare the PCs from proceeding further. The simplest way to accomplish this means of blocking



A meeting in the Seadeeps

passage is to allow the PCs to catch a glimpse of a powerful monster (such as a beholder or a purple worm) up ahead. As long as the monster is clearly out of their league, most PCs are content to move in a different direction and return later. A less heavy-handed version of this approach is to allow a prior experience to color the PCs' perceptions. For example, if the PCs encountered a deadly dungeon hazard (such as green slime) in the past, then small drops on the dungeon floor up ahead might deter further investigation. Likewise, Halaster always delighted in traps (both real and false). If one doorframe glowing with magic runes unleashed a deadly blast of lightning before, a second doorframe with similar runes is likely to inspire the PCs to seek an alternate route.

A third approach is to magically change the topography of the dungeon. For example, a doorway on the left side of the map leading west might actually serve as a portal to a doorway on the right side of the map leading east. If this sort of change is done discreetly, the PCs might not even realize that they have reentered the portion of the dungeon that you have detailed. If necessary, mechanisms such as Halaster's drifting portal variant (see Appendix 2) allow you to insert a new portal into the dungeon as needed. Similarly, Halaster created "infinite corridors," which are simply corridors that stretch in length for creatures not bearing the appropriate key. While it is possible to see the destination, the characters can walk for hours and never reach the other end.

RANDOM ENCOUNTERS

Like any wilderness region, Undermountain has a self-contained ecology that includes countless creatures, large and small. As in an unexplored wilderness, the PCs are likely to encounter creatures unrelated to the mission at hand who are simply passing through the same corridor or chamber as the PCs. In the case of Undermountain, almost any kind of creature can be encountered since, for centuries, Halaster has deliberately stocked the Underhalls with a menagerie of exotic monsters. However, the PCs are just as likely to encounter other armed groups (including deep-dwelling humanoids such as drow or duergar, other adventuring bands, or undead agents), or dungeon scavengers (such as oozes, otyughs, and carrion crawlers) as they are to chance across Halaster's pets.

You can place other kinds of random encounters in the path of the PCs as well. For example, the Underhalls are littered with the corpses of fallen explorers, items dropped in haste or separated from their owners by Halaster's magic traps, and mysterious runes inscribed in the walls, floors, and ceilings. These work best if they lead to new missions or introduce new factions.

Finally, you are encouraged to come up with "random rooms" that can be placed as needed in the depths of Undermountain.

HALASTER'S RULES

Although the Mad Mage of Undermountain is dead, many of Halaster's strictures on the exploration of the Underhalls are still in place. While there are many wards protecting the Underhalls, two in particular are of importance to adventurers.

First, Halaster has wrapped Undermountain in a *teleport cage*. Effectively, this prevents the controlled use of spells and spell-like abilities from the teleportation subschool of magic to move users within, into, or out of Undermountain. Portals, however, continue to work. See *Halaster's teleport cage* in the appendix (page 219) for further details.

Second, Halaster has enclosed the place in a *scrying cage*. Effectively, this prevents the use of spells and spell-like abilities from the scrying subschool of magic to scry within, into, or out of Undermountain. It also prevents the use of spells and spell-like abilities from the divination school to peer through solid barriers, such as walls, doors, floors, or ceilings. Sending such spells through keyholes and the like does work. See *Halaster's scrying cage* in the appendix (page 219) for further details.

UNDERMOUNTAIN'S FACTIONS

Many beings have modified, lived in, fought over, and explored Undermountain throughout the centuries. Halaster and his three senior apprentices (Trobriand, Muirai, and Arcturia) were for many years the dominant faction in Undermountain, but factions rise and factions fall.

Time brings change, and Undermountain's dangers keep many factions (such as most deity-worshippers who have established enclaves in Undermountain) minor in scope. Other groups flourish in the wider world and might have some specific interests in Skullport, but aren't numerous or organized enough within Undermountain to truly form a faction. Monsters (such as beholders) who lair with a few servitors aren't factions unless they ally themselves with other powerful monsters, or build strong forces.

Moreover, groups that have the reach to step boldly into struggles for control of levels of Undermountain might have no interest at all in doing so. This can change in a moment, particularly if a DM wants to link exploration in Undermountain with previous events and established PC foes in an ongoing campaign.

Currently active factions in Undermountain include the groups described below.

AGENTS OF THE EYE

The Xanathar (LE advanced 33 HD elder orb^{LoM} sorcerer 12; always attended by swarms of lurking stranglers^{MM3} and eyeball beholderkin^{Mag}), also known as the Eye, is paranoid, preferring to work exclusively through intermediaries. It views humanoids as slaves, but interrogates them to learn anything it can use. It is the city's most powerful and successful beholder, having eliminated every rival eye tyrant and destroyed or driven into hiding all beholders of Undermountain who had dealings in Skullport, the city, and the levels between. It now controls much of the city's slave trade and smuggling operations, and it is rivaled only by the Shadow Thieves in its dominance of petty thieving in the city. The Eye is served by a large group of agents, known in Undermountain as the Agents of the Eye and in the city as the Xanathar Thieves' Guild.

The Agents are all neutral evil, chaotic evil, or lawful evil, and consist of 133 humans, 72 half-orcs, 64 halflings, 36 dwarves, 25 half-elves, and some elves, gnomes, and others (mainly fighters, rogues, sorcerers, wizards, or experts). They have bases in the sewers of the city (small refuges hidden behind secret doors in sewer walls) and a large base in Skullport, and they control much of Undermountain's Sargauth Level.

Important members include Ahmaergo the "Horned Dwarf" (LE male dwarf fighter 9); Avaereene (LE female human wizard 12), a beautiful, cruel, and skilled mage and slaver who leads the Eye's snatch-and-grab kidnapping agents, the Hand, in capturing potential slaves in the seamier wards of the city by night; Shindia Darkeyes (CE half-drow elf rogue 9); Orlpar Husteem (CE male human aristocrat 1/rogue 6), a bored, thrill-seeking, cunning noble, who provides spices, scents, wines, and drugs to jaded young fellow nobility; Slink Monteskor (CE male human expert 12); Randulaith of Mirabar (NE male human wizard 9), a valued spy and guardian of the lair of the Eye; Colstan Rhuul (LE male human cleric 11), a haughty, cold, patient, and calculating schemer; Avaereene's second-in-command in the Hand; Ott Steeltoes (NE male dwarf rogue 5/fighter 4); and Slan Thurbel (CE male human fighter 9).

As the Agents grow in number, the Eye increasingly withdraws behind multiple layers of mouthpieces, but secretly probes even the lowliest potential new Agent. Agents (who pay 300 gp to join, and monthly dues of 60 gp) must demonstrate their ruthlessness and obedience in a test of loyalty (usually, killing or selling into slavery an associate or family member) before the paranoid Eye will accept them into its inner circle.

In Skullport, the Agents work to discredit, kill, or at least hamper members and business contacts of the Shadow Thieves, and they watch for adventuring bands who can be manipulated into unwittingly furthering the Eye's slaving and smuggling schemes, and for independent sorcerers and wizards the Eye can employ to ultimately smash the Shadow Thieves.

In wider Undermountain, the Agents seek to achieve real control over the uppermost three main levels, to in future

collect "passage tolls" from all traders, adventurers, and worshipers of various faiths entering and moving through the Dungeon Level, the Storeroom Level, and the Sargauth Level. The Eye intends to cage and sell some monsters, and confine others to be unleashed as defensive weapons against intruders, making "upper Undermountain" and the sewers its firmly ruled domain.

To achieve this goal, Agents skulk in these levels, pouncing on lone or injured individuals to enslave them, and carefully watching the movements and doings of strong groups.

CHURCH OF LOVIATAR

The church of Loviatar enjoys ever-growing support among the more decadent city nobility (notably House Anteos and House Husteem). Though some nobles thrill at building hidden personal chapels in their villas, wealthy merchants are responding in great numbers to the whispers of alluringly clad priestesses, and are being guided down into the recently established House of Pain temple on the Dungeon Level of Undermountain. Founded seven years ago, the temple is guarded by the orcs of the Grinning Skull tribe, and faithful from the city regularly visit it for its "true rituals of pain."

The church now consists of over 150 neutral evil, lawful evil, and lawful neutral worshipers: 140 humans plus a handful of other races, led by High Whipmaster Hlethvagi Anteos (LE male human cleric 10), a fat little man who enjoys inflicting pain and staying rich. He avoids danger, and is always surrounded by bodyguards. Yolanda "Yola" Shamat (NE female human cleric 5/maiden of pain^{PG} 4).

Anteos has controlled the Long Dark Stair (see Entrances and Exits, page 14) for nearly two decades. He sees the upper two main levels of Undermountain as rightfully his, and is currently prevailing upon the new worshipers to fund his hiring of adventurers and mercenaries to fight Agents of the Eye over control of the northwestern Dungeon Level, around the temple, and the Storeroom Level directly beneath it.

CHURCH OF SHAR

The church of the Dark Maiden is dominated by Lord Vanrak Moonstar, who, from the temple he founded in the sublevel of Undermountain known as Vanrakdoom, seeks to destroy

REALMSLORE: SHAR, THE DARK GODDESS

In the FORGOTTEN REALMS campaign setting, Shar is the goddess of night, sorrow, loss, dungeons, and caverns. She is the dark sister of Selûne the moon goddess, and co-mother of Mystra, the goddess of magic. Neutral evil in outlook and alignment, Shar hates her sister and daughter and wishes to reclaim everything in creation for her own, making it eternally dark and despairing. Her symbol is a black circle surrounded by a border of dark violet.

his surviving kin (the noble Moonstar family) and the House of the Moon (the city's temple of Selûne), thereby putting all of the city under the sway of Shar. He then intends to use the resources of the city to work toward the destruction of the goddess Selûne herself.

The undead Vanrak is assembling a krinth^{CoR} army to simultaneously assault the Selûnite temple and hunt down and slay his kin. His Sharrans devote themselves to building power in the city, but the Darkweavers (sorcerers) among them keep watch over intruders into Undermountain's Farm Level and all creatures on the Maze Level, and will lead temple clergy forth to attack intruders they see as threats—or as sources of slaves, magic, or monetary treasure the temple can use. Such forays have already brought them into conflict with the drow and the illithids of Ch'Chitl, and will soon lead to clashes with the beholder cabal dominated by Xaungraul and the rebuilding forces of Misker the Eye Tyrant.

Details of Vanrak, the temple, and the Sharrans who inhabit it appear later in this chapter; see page 31.

HALASTER'S HEIRS

The term "Halaster's Heirs" once referred to the surviving members of his original Seven apprentices, who were fiercely independent competitors rather than a true faction. The events around the Seven's quest to forge their own domains in Undermountain changed all that.

Trobriand forged an alliance with Muiral. The two agreed to work together to carve out a new home on the surface or in the Dungeon Level, where the madness-inducing magic of Undermountain was weakest, but sufficiently within Halaster's Halls to let them continue pursuing their interests. The two archmages were soon joined by Nandel Greenward, one of Halaster's younger apprentices.

As word spread of an arcanists' academy located in the Dungeon Level of Undermountain near the Yawning Portal entrance shaft, dozens of dark arcanists flocked to the Heirs. Just over forty have survived; all are evil in alignment, and almost all are wizards.

They are led by Trobriand the Metal Mage (LE male human wizard 17/archmage 1). He trains most of the arcanists, and continues to design and build constructs of metal, including helmed horrors^{LE}, iron golems, and scorpionlike metal scaladars^{CoS}. Trobriand is assisted by Nandel Greenward (CE female human wizard 13/archmage 2), and Muiral the Mishapen (CE male human—Large monstrous scorpion [augmented human] barbarian 3/wizard 12/archmage 2), who is given to bouts of raging madness.

The academy is being attacked by Agents of the Eye, exploring adventurers, and everyone else who wants it gone from



Is this wounded explorer truly what she seems to be?

Illus. by S. Bellefleur

the Dungeon Level. The Heirs are striking back, and planning much greater destruction.

SKULLS OF SKULLPORT

The Skulls for which the Port of Shadow is named are the sentinels of order in an otherwise dangerous community. The true nature of the Skulls has been a mystery since the port's founding, but their authority has never been successfully challenged since the arrival of Shradin more than two hundred years ago. The Skulls possess a strange, alien intellect and are known to speak in cryptic phrases and ancient tongues long since vanished from the land. The Skulls often make bizarre demands of those who cross their paths or otherwise attract their attention, and their reaction to events is unpredictable.

The Skulls are considered CN advanced 8 HD flameskulls^{LE}. Collectively, they can tap into the spells of a sorcerer 26/archmage 5/Netherese arcanist^{PG} 5. Skullport, in addition to functioning as a prison, acts like a lich's phylactery. As long as it survives unscathed, none of the Skulls can be truly destroyed.

The Skulls are trapped in Skullport, and are seething. They visit their rage on anyone in Skullport who annoys them for any reason, and muster Skullport, by brute threat, to resist any armed attack. Frustrating Agents of the Eye and

Shadow Thieves in small, subtle, daily ways has become their entertainment, and they hope to lure powerful spellcasters into Skullport in hopes of being freed or at least using these spellcasters to lash out at anyone threatening to conquer Skullport or dominate the Sargauth Level of Undermountain. They enjoy using adventurers as their dupes or willing agents (and are willing to guide adventurers to treasures in and near Skullport, to reward them for missions accomplished).

MINOR FACTIONS

The following organizations are minor factions in Undermountain:

- The Arcane Brotherhood^{LoD}.
- The beholders Xaungraul (Level 7), Bauriyxyl (Level 2), and Xorlixraum the Beholder-of-Many-Skulls (Level 6), now working together as a cabal (through their servitors) to defeat common foes.
- Five factions of opposing drow:
 - The Dark Dagger (a now cautiously exploring Undermountain society of Vhaeraun-worshipping drow);
 - House Tanor^{Thal} from the Underdark city of Karso-luthiyl, Lolth-worshipping slave-traders now resident in Skullport and Spiderhaven;
 - House Lysaen from Karsoluthiyl, also Lolth-worshipping slave-traders, now quietly establishing themselves on the Sarauth Level;
 - Those of the Promenade of Eilistraee (temple on the Sargauth Level); and
 - Ghaunadaun-worshipping drow (supported by the ghaunadauns of the Caverns of Ooze), who ceaselessly seek to destroy the Promenade and are cautiously exploring the Terminus Level and the Mad Wizard's Lair.
- The duergar from Gracklstugh, City of Blades^{Und}.
- The illithids of Ch'Chitl^{Und}.
- The Iron Ring slaver consortium, represented in Skullport by Zstulkk Ssarmn (male yuan-ti abomination cleric of Sseth [Set] 5; detailed fully in the *Serpent Kingdoms* sourcebook); the Iron Ring are holding their own in Skullport, but have increasingly little reach in Undermountain outside it.
- The Kraken Society^{CoS}.
- At least six different skulker gangs (all growing very rapidly in numbers, and energetically spreading throughout Undermountain).
- The Shadow Thieves^{CoS}, who carefully avoided entanglements in Undermountain beyond trading in Skullport (through intermediaries), but are beginning to forge alliances with factions who have agents in Skullport, to lay the groundwork for future Undermountain activities.
- The Unseen^{CoS} (doppelgangers).

ENTRANCES AND EXITS

No one knows just how many connections exist between Undermountain and the surface world. Some are hidden by makers long-dead. Others only exist when certain combinations of spells are active and particular key items are present at specific locations. Some are filled in or blocked by collapses but could be dug out, and still others are in plain view but guarded by monsters or people who desire to control them.

The entrances and exits to Undermountain can be categorized as either purely physical (ways that can be used by any creature able to find and fit through them), or magical (*portals* and physical routes that are blocked or deadly unless the right spells are used or the right magical items carried by those seeking to pass through).

PHYSICAL LINKS

The two most-used physical links are also the two best-known connections: the Entry Well connecting the common room of the Yawning Portal Inn with the Dungeon Level of Undermountain, and the South Seacaves in the mountain that connect with the River Sargauth on the third level of the dungeon.

Other physical links between city and dungeon include the following.

Blue Mermaid Passage: This route connects a dry well in the cellar of the Blue Mermaid tavern (in Dock Ward) to Skullport.

Castle Corkscrew: This spiraling passage links the cellars of the city castle with Skullport, bypassing the Dungeon and Storeroom Levels of Undermountain.

Falling Stair: Named for a magical effect that makes it seem to collapse in a roof-fall when approached, this passage of many steps connects the dungeons of the city castle and the Citadel of the Bloody Hand (inside the mountain, above the Dungeon Level of Undermountain) with the Dungeon Level.

Long Dark Stair: This stairway connects the oubliette of the Blushing Nymph festhall with the Dungeon Level of Undermountain.

The Grim Crawl: This twisting, winding crawlway leads down from a secret door in the sewers to a crawlway high above the Grim Statue (on the Dungeon Level). The sewer entrance is reached by dropping down a drain and into the sewers beneath an alley known as The Slide.

All five of these routes are well known to senior members of the City Guard, senior bureaucrats at the Palace, high-ranking Watch officers, a handful of civic workers (sewer inspectors), and the majority of Watchful Order members. All other members of the Guard, Watch, Lords, and city employees have at least heard of them and know what they are.

PORTALS

Even veteran explorers of Undermountain and the wisest Undermountain experts among sages would consider the dungeon's many portals to be countless. Most of them were created by Halaster or his apprentices to deliberately link Undermountain with the city and specific locales in the wider world. Down the years, they have served many adventurers as unexpected escape routes—and many, many more monsters as a (sometimes unintended) road into Undermountain. Some have begun to malfunction, and many have been forgotten.

Some of the most famous portals linking the land above to the depths of Undermountain include:

The Forest Gateway: This one-way, limited use portal connects the dungeon to a distant forest kingdom. See Chapter 2 for further details.

The Glow Gate: This one-way malfunctioning portal on the Dungeon Level connects to a glade in the depths of the King's Forest.

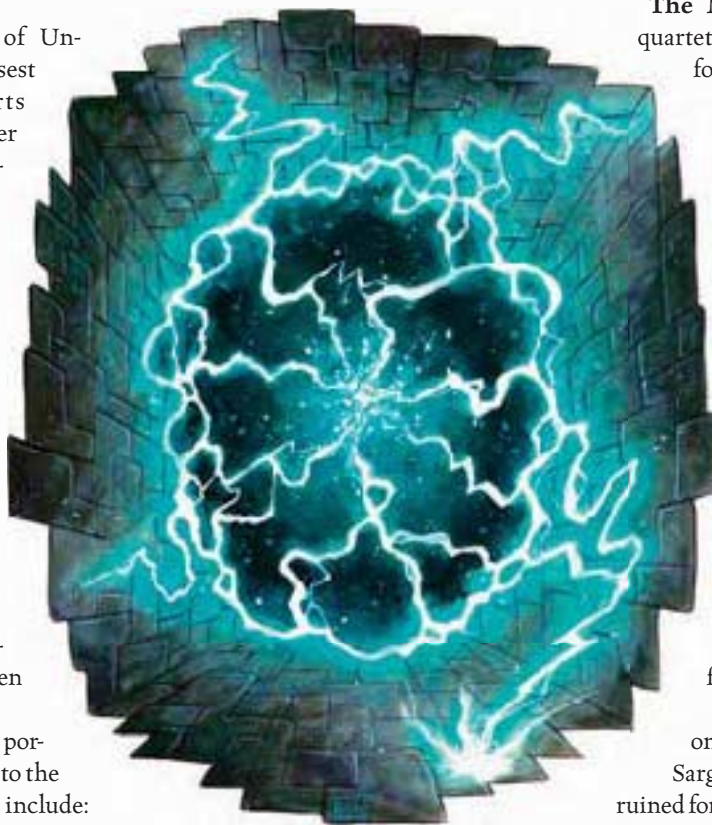
The Ghost Gate: This one-way portal from a chamber deep beneath an alley in the city leads to the center of the Helmwatch on the Storeroom Level.

Gravegate of Geniste: This one-way portal links the depths of Undermountain with the abandoned village of Geniste in the southeastern Purple Hills.

The Illusk Arch: This two-way portal links the depths of Undermountain with an abandoned warehouse near the ruins of Illusk.

Lost Lover's Gate: This one-way portal links a tidal pool in a sea cave to the depths of Undermountain.

The Moonspring Portal: This two-way portal links a spring in the Promenade of the Dark Maiden (in the corridor between Cavern B and D) with similar portal-pools in many shrines across the land. It functions only when the moon is shining on the remote portal.



A way out, or a way into deeper trouble?

The Myth Drannor Road: A quartet of one-way portals in the form of mirrors leads from the ruined Halls of the Beast Tamers in the city of Myth Drannor to the first level of Undermountain.

The Old Xoblob Gate: This one-way portal links the Cloaker's Closet on the Storeroom Level with the Old Xoblob Shop in the city's Dock Ward.

The Southfort Portal: Better known as the Portal Round the Well, this portal links the Dungeon Level to a grassy hillock outside Southfort Keep just south of the city. See Chapter 2 for further details.

The Sargauth Flow: This one-way portal links the River Sargauth with the depths of the ruined fortress of Inthar, which stands atop a sea crag.

The Sewer Drain: This two-way portal links the depths of Undermountain with the sewers of a distant city.

The Shimmering Gate: This one-way drifting portal links the streets of the city with the Entry Cavern of the Eye's Lair.

The Slitherswamp Drain: This one-way portal connects the depths of the Slitherswamp with the grasslands in the shadows of the western Serpent Hills and the depths of the Nameless Dungeon in the northeastern High Forest.

The Sundered Throne: This two-way portal in the form of a throne on the Dungeon Level leads to the Rat Hills, the High Moor exit of the Slitherswamp Drain, and the tomb of Rorrina, daughter of Tuvala of Clan Stoneshaft (CE female vampire [augmented dwarf] cleric 10) of Melairrin (an abandoned dwarf hold in the Sword Mountains north of the city).

The Thundering Gate: This malfunctioning, one-way portal links the Lost Cavern on the Sargauth Level with the Rat Hills.

THE LEVELS OF UNDERMOUNTAIN

Undermountain is huge. It's more or less mysterious and only partially explored. When you are wandering the depths of Undermountain, it can be very difficult to ascertain exactly where you might be. What follows are names and distinctions largely agreed upon by the sages of the city, though the inhabitants of the dungeon might or might not conform to the categorization of the sages—and even the sages themselves often disagree vehemently over many of the details.

THE UPPER LEVELS

The Upper Levels of Undermountain (the three closest to the surface) are most commonly referred to as the Dungeon Level, the Storeroom Level, and the Sargauth Level. They have always been the busiest areas—more sorts of numerous, organized beings and more surface creatures roam these levels than any others. As a result, these levels of Undermountain have seen the most modifications down through the centuries. They are still constantly changing, and many spies from the city and prowling monsters roam these levels. Things left unattended for more than a day, unless secured or hidden, are rarely found undisturbed thereafter.

THE DEEP LEVELS

The popular name for these layers of Undermountain, the Deep Levels, comes from an old poem. In truth, they are by no means the deepest levels of the dungeon, and have also (more accurately) been called the Apprentice Levels, because Halaster's apprentices have historically dominated (but in no sense controlled) them. At least three of Halaster's apprentices have recently quit these levels, initiating a power struggle that rages to this day, as various dungeon inhabitants fight to win control of where they live.

THE DARK LEVELS

Sages refer to the many lesser layers of Undermountain that lie between Undermountain's Farm Level and the Seadeeps as the Dark Levels. Many of these sublevels are accessible only through portals and have rarely been visited by adventurers who survived to tell their tales back in the city, and so they are largely mysterious even to Undermountain experts. All of this leaves sages free to invent or ascribe any features to these sublevels as they see fit while hungering for real information.

THE GAUNTLET BELOW

This vivid term refers to the three lowest main levels of Undermountain (the Caverns of Ooze, the Terminus Level, and the Mad Wizard's Lair) plus the interweaving sublevels among them.

This layer of the dungeon gets its collective name from the series of deadly perils faced by creatures attempting to ascend into the heart of Undermountain from deeper locations. Halaster's constructs and immigrants from the Underdark (such as the drow) who want to prevent others from following them upward have set up garrisons in various fortifications built by the ancient dwarves of Clan Melairkyn.

SUBLEVEL A: THE CITADEL OF THE BLOODY HAND

Dug out of the solid rock heart of the mountain and situated above the Dungeon Level, the Citadel of the Bloody Hand was until recently occupied by the Guard. Now the Citadel of the Bloody Hand has become the preserve of a casting of living spells^{MM3} that escaped from the Mad Mage during recent troubles.

The dwarves of Melairbode constructed what would become known as the Citadel of the Bloody Hand, enlarging natural cracks to get at drinkable water seeping down through the mountain and to access small but very pure iron deposits they found along those cracks. The dwarves also dug out the series of stairs, shafts, and passages that connected the citadel through what are now the Upper and Deep Levels of Undermountain to the Lower Levels, and began mining operations off these linking routes before being driven away.

The dwarves of Clan Melairkyn saw the citadel as a weak spot—a widely known entrance to their realm vulnerable to anyone with stone-rendering magic. They buried the doors and transformed it into a warren thick with traps, guardians, secret passages, firing-ports, and peepholes reachable only from below.

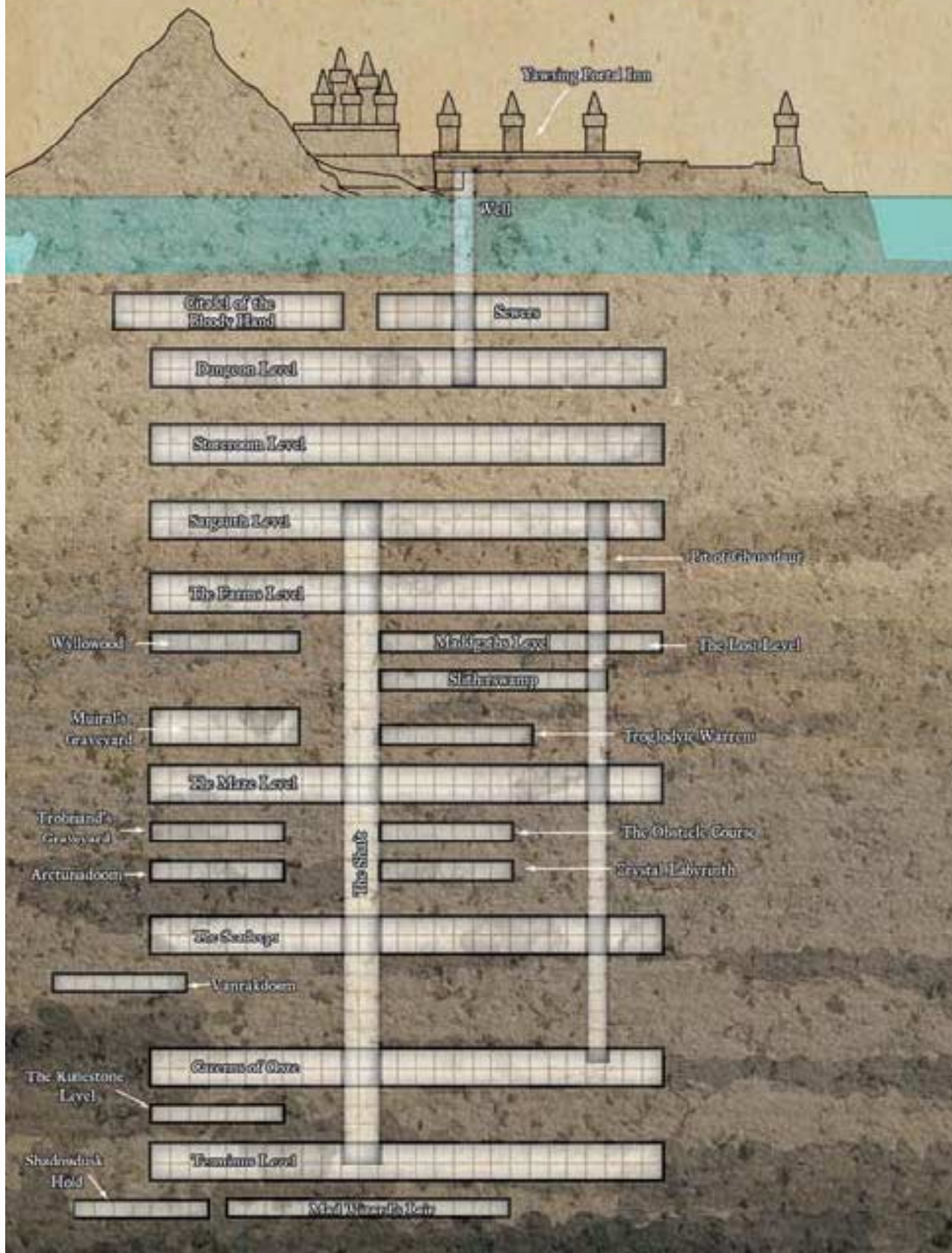
Later, the inhabitants of Bloodhand Hold discovered the dwarf citadel and claimed it for their own. They sealed the passage leading down into Undermountain and transformed their Stonehold into a defensive fortress they could retreat to if threatened.

A little more than a century ago, a contingent of thieves (who would later become the Shadow Thieves) found the citadel while exploring a stair leading up from the first level of Undermountain (the way now called the Falling Stair). When word of the finding reached the guildmaster, he decided the citadel would make a perfect guild stronghold—right beneath the cellars of the city!

After securing the citadel from roaming monsters, the guild constructed two links to the city sewers: a secret passage into the castle through which it could send spies, and an escape tunnel opening on the western face of the mountain, just above the ocean. The Shadow Thieves operated from this base for over thirty years before being driven from the citadel by the Watch.

Next, the lords of the city stationed a troop of the Guard in the citadel and sealed off the top of the Falling Stair. The two passages to the sewers were garrisoned by the Guard.

Undermountain Profile



The Guard repelled hordes of attacking goblins, orcs, and ogres, eventually succumbing to a flood of living spells^{MM3}.

The Citadel is a maze of winding passages wrapping around guardrooms. At most corners are sockets in the walls through which iron bars can be thrust to block the way. Most tunnels have sliding stones in their ceilings, so defenders in chambers above can dump fiery materials, crockery full of acid or poisonous gas, or live monsters down on intruders' heads. Most straight stretches of corridor are dominated by firing ports in the walls that allow defenders to rake the length of the passage with crossbow bolts. Most doors are of stone and open out into corridors, being fashioned with overlap lips or sills so they can't be forced inward. If intruders do win past a door into a room beyond, they find that it has firing ports into a room beyond that: Most rooms in the Citadel are part of a chain of chambers that defenders can retreat through, protected so that they can inflict maximum losses on attackers at every stage of their withdrawal.

Unknown to anyone alive today, the living spells are commanded by Jhesiyrā Kestellharp (NG arcanaweave [living spell^{MM3} wish] sorcerer 19), the former apprentice of Halaster who transformed herself into a sentient living spell only to be wrested back to Undermountain by the Mad Mage. Jhesiyrā escaped the prison the Mad Mage set for her and fled up the Falling Stair to the Citadel of the Bloody Hand in the company of a casting of living spells Halaster had forced her to create. Driven half-mad by her transformation, Jhesiyrā still lurks within the Citadel, ever fearful of the day that the Mad Mage might come for her again.

LEVEL 1: THE DUNGEON LEVEL

This uppermost main level of Undermountain gained the name Dungeon Level because the lords of the city often sentenced undesirables to be shut away here, presumably to perish under the jaws and claws of monsters, in traps, or due to thirst and starvation.

It has also been called the Thieves' Level out of a once-widespread city belief that it was ruled by the Shadow Thieves and populated by wanted criminals, orcs, half-orcs, poisoners, assassins, and trained monsters that could be unleashed into the city.

After the Shadow Thieves were banished and that nickname faded, some sages took to calling this sprawling layer of Undermountain the Temple Level for the many temples to dark gods constructed there over the years. Others preferred to call it the Tomb Level for the many noble lords interred in its chambers. Many examples of both remain to this day, and new tombs are still being discovered. Almost all the temples have been desecrated at one time or another, but many still see covert use, and sages are very interested in a handful of holy places that are dedicated to now-forgotten deities.

Although large areas of this level are carved from solid rock, and the smooth, unbroken floors and ceilings betray this fact in some spots, this is the most altered level of Undermountain. Moreover, much of the "solid" areas were sculpted by the dwarves with apparent seams and joints, so a visitor "sees" fitted but irregular flagstones underfoot, and walls that appear to be made of large, regular fitted stone blocks.

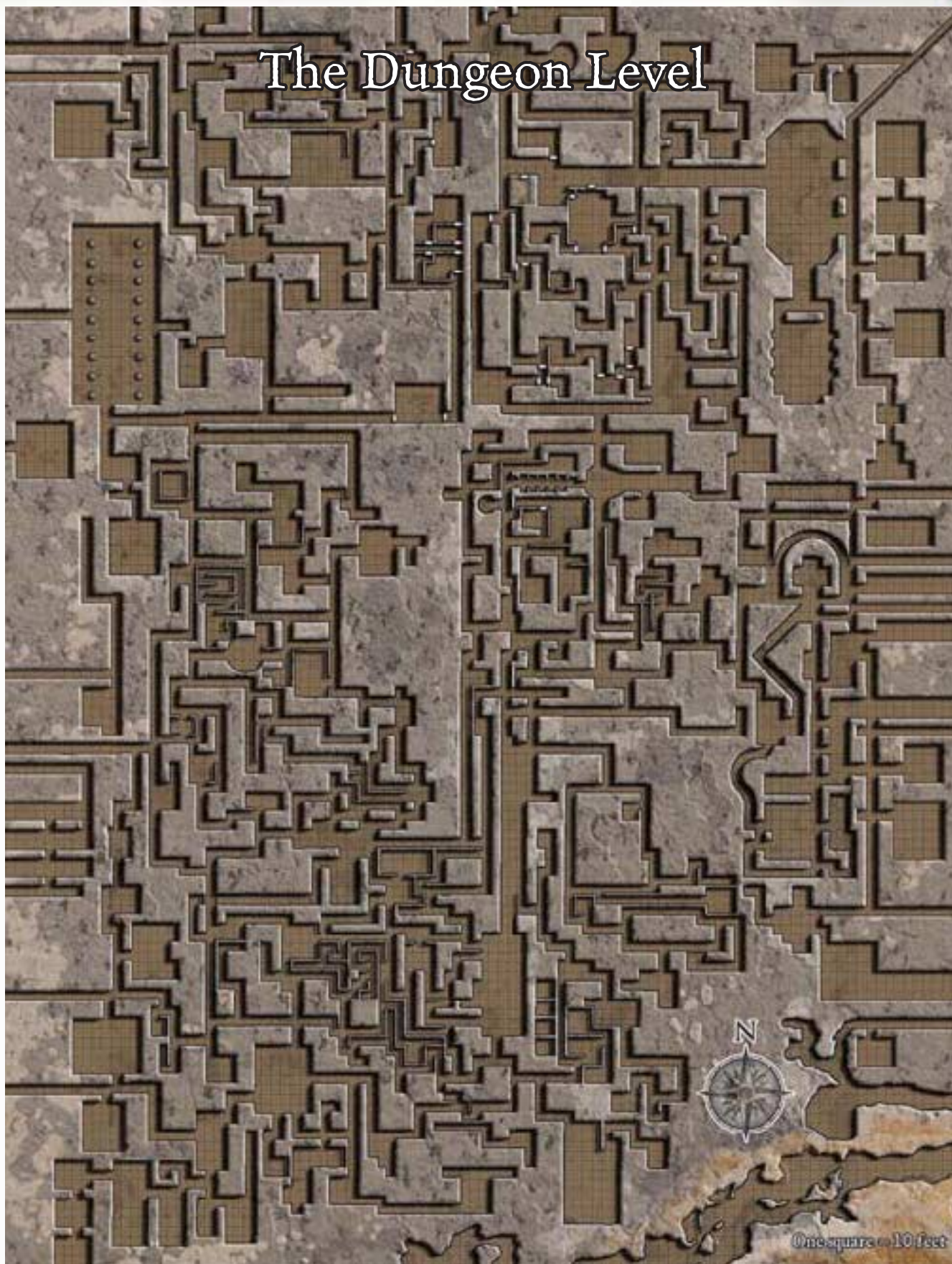
This is also the most explored level of Undermountain; many a tipsy young noble or visitor, to collect on a bet or goaded by a dare, has been lowered down the shaft from the Yawning Portal with a lantern or torch in one hand and a weapon ready in the other, to look around fearfully—and venture as far as they dare. As a result, all residents of the city know a little of what the Dungeon Level looks like, and they have heard of the messages scorched onto the stone walls near the Entry Well, such as "Night of the Walking Dead This Way" and "The Eye Watches."

The Bone Throne is a room lit by a drifting, glowing globe of magical radiance that holds only a giant-sized, high-backed throne made of hundreds of interwoven and fused, bleached bones (from all sorts of creatures), atop a four-step marble dais. The throne is adorned with gems, has arms fashioned into the semblance of spitting snakes, and was created by Halaster as a long-term way of finding humans resistant to snake venom (the arms are *teleport* destinations that replace the carved snakes with real, poison-spitting ones whenever a living being approaches the throne). Halaster used to cache magic items he had gained but not yet had time to thoroughly examine in the throne (the seat is hinged and can be raised to reveal a storage cavity walled in solid bone). At least two items have been imbued with a spell that causes them to spontaneously *teleport* back inside the cavity when the right conditions are met.

The Grim Statue is a headless, mutilated stone statue of a muscular human male, atop a 7-foot-tall plinth, its battered arms pointing at two of the room's several doors. Lightning bolts frequently streak from those fingers, to rebound around the room if the doors are closed, and to race down the corridors beyond if the doors are open. There are three known secret doors in the room: one in the ceiling directly above the statue, connecting to the city sewers; one in the statue itself, which leads down to several rooms where magic items have been found and then to the Storeroom Level below; and a third that leads into the room of the Six Sleepers, dwarves who will never awaken (they feature as navigating landmarks in Yawning Portal Inn dungeon-delvers' discussions and were long ago stripped of all possessions).

The Hall of Sleeping Kings is a purple-glowing chamber where two rows of tall, golden-glowing stone thrones face each other (twenty-six seats in each row), a plundered skeleton on each. A cold, expressionless voice intones, "Doom . . . Doom takes us all . . ." at irregular intervals.

The Dungeon Level



The Hall of Three Lords is a chamber that contains a north-south row of three 16-foot-tall stone statues in richly fluted plate armor. They stand in calm poses on raised plinths, facing east. The plinths bear names: Elyndraun, Ruathyndar, and Onthalass. Those names appear several times in the history of this part of the world, but just which three “noble lords” these statues were raised to, why, and why they were placed here, remain mysteries. The room is otherwise empty, and the statues radiate no magic and appear to hide nothing. A few adventurers’ accounts, scattered down the years, claim that those who do the right things when in this room will receive visions in their dreams guiding them to many tombs, hidden treasures, and magic weapons from long ago, hidden throughout Undermountain. Unfortunately for would-be explorers, those tales either deliberately don’t say (or disagree completely over) what those “right things” are. In recent months, this hall and the surrounding corridors and chambers have been claimed by the Sluggard goblin tribe.

The Lanceboard Room is named for its glossy stone floor (a checkered pattern of alternating ten-foot-by-ten-foot black-and-white squares, like the board used in lanceboard and similar chess-like games). Some squares are safe to stand upon, but others hurl damaging spells at those who tread on

them, or *teleport* in stirges or gargoyles to attack intruders. At least one square is an illusion masking the open top of a pit trap.

Someone (presumably Halaster) has often replaced the monster at the bottom of that pit and changed around the room’s magic and other features so that adventurers cannot safely rely on old accounts of delves down into Undermountain for guidance. Most such tales agree on several points: Somewhere in or near the room is a coffer of human fingerbones that function as door keys for chambers elsewhere on the Dungeon Level; there’s some way of causing a magical effect of a ghostly maiden to appear in the air of the 80-foot-high room, and her embrace heals wounded adventurers and purges them of poisons and curses; and the magics of the room are seeking either a particular person, or specific qualities in individuals who enter it (for some as yet unknown purpose).

The Sundered Throne is a throne room, its bronze-plated wooden doors emblazoned with the badge of a ring of naked swords, points outward, around a five-pointed crown. The chamber contains an empty—and split into jagged ruin—throne, atop a dais that glows with a continuous amber radiance. It is guarded by six battle horrors^{LE} that attack anyone touching it or them.

The Dungeon Level today is what it has always been—very much alive with cultists, shady traders, thrill seekers, and opportunistic monsters busily scurrying about setting traps, spying on each other and intruders, worshiping in fell rituals, hiding contraband and treasures, and attacking other power groups they see as threats. Recent adventurers’ reports, for example, indicate that a small band of goblins is now lurking in the vicinity of the Entry Well, harrying wounded adventurers.



LEVEL 2: THE STOREROOM LEVEL

This level (depicted in part in the map at left) is slightly less interesting in physical design than the Dungeon Level, with fewer, larger rooms, and more walls, floors, and ceilings fashioned out of solid smooth stone. Rather than being finished by the Melairbode dwarves, it was a labyrinth of mining tunnels that wandered through the rock wherever the ore-veins they were following went, and large, rough caverns where the dwarves dumped the waste rock of their delvings.

Halaster and his apprentices expanded the abandoned dwarven delves into larger and more orderly chambers to house their stores of daily supplies, their collections of interesting items and magical ingredients, and in which to conduct their many experiments. They *teleported* waste rock out into the sea to be rid of them, or used them up by working the rubble with spells into a smooth concrete of sorts, sculpting pillars, smooth walls, rounded staircases, and chutes.



LEVEL 3: THE SARGAUTH LEVEL

Some of the resulting chambers on this level are among the largest worked rooms (as opposed to natural caverns) known anywhere in the world. They are often mistaken for temples by exploring adventurers, and some have been briefly used as such, but they were originally fashioned to give Halaster room to cast large and powerful spells, work on the corpses or spell-immobilized bodies of dragons and other gigantic creatures, and to assemble the largest of constructs.

As he shifted his work elsewhere, Halaster filled much of this level with prowling monsters, both for the entertainment he derived from watching beasts hunt, fight, and devour each other or intruders, and to discourage anyone from settling into rooms he might want to use again on short notice. The Mad Mage brought the monsters in through portals of his creation, at least some of which remain open and the source of a stream of new creatures. As a result, many adventurers have died on this level, exploring blindly beyond the extent of any maps they've purchased or drawn to become overwhelmed by monsters they can't handle.

The Doomgate is a two-way, invisible, always-active portal link between a mud-filled room on this level and the Carnelian Cavern on the Sargauth Level. The reeking mud contains both the Fallen (more than a dozen human corpses, the rotting remains of unfortunate adventurers), and various mud-dwelling monsters; the Carnelian Cavern is a monster-haunted abandoned Clan Melairkyn carnelian mine.

Undermountain's third level is named for the River Sargauth, a slow, inky-water river that begins at one massive water-portal and ends in another.

Skullport, also known as the Port of Shadow, and the Promenade of the Dark Maiden are described extensively in a later section of this chapter (see page 36).

The Lair of the Eye is one of two fortified bases maintained by a beholder known variously as the Eye and the Xanathar. (The other base, in the sewers of the city, is linked to this lair by a keyed portal.) The lair is a network of rooms and passages opening off a dock on the River Sargauth far from the many prying eyes in Skullport. Any adventurers approaching it will be seen from afar by hidden eyeball beholderkin (see page 220) serving as sentinels, who rush away to give warning on first sight of intruders.

The Eye (LE advanced 33 HD elder orbTM sorcerer 12) is an ancient, wrinkled, and extremely paranoid beholder. It never ventures out of its lairs, preferring to work exclusively through intermediaries dwelling in the city above. The Eye is attended at all times by swarms of lurking stranglers and beholderkin that spy for it, fetch and carry for it, and fight to protect it or guard its hasty escapes; this beholder has no interest whatsoever in fighting anything directly (and possibly suffering even the slightest harm).

The Eye controls an extensive slaving operation in the Port of Shadow, rivaled there in this trade only by Zstulkk Ssarmn (a male yuan-ti abomination cleric 5) and the Shadow Thieves.

In the last decade, the Eye has aggressively sought to dominate smuggling operations in Skullport, in particular the landward trade (carried on by drow-led caravans from the Underdark). It did so by destroying or taking over the network of smuggling agents established by a rival beholder, Misker the Eye Tyrant (see Sublevel E, page 26). The Eye has ruthlessly and patiently extended its control over all beholders in Undermountain, forcing those who refused to bow to its rule to flee into the Underdark or to the surface. The Eye views all humanoids as slaves for the taking, always interrogating captives to learn all that might be turned to its advantage. It slays only if it must.

Spiderhaven, a town of Lolth-worshiping drow and their derro and goblin slaves, now shares a cavern with the gnome outpost of Underhaven. The gnomes have hastily called on kin elsewhere for reinforcements and are arming themselves and fortifying and trap-adorning their homes, preparing for the inevitable struggle against the drow to come. This cavern contains the top of the titanic shaft known as Belkram's Fall (see Chapter 4).

Halaster toyed with the idea of unleashing magically augmented spiders that would serve him as spies and turn on the drow if he ever needed to quickly crush them. At least two magically sealed caverns near Spiderhaven are crammed with spiders in stasis (140 per cavern), which are actually stirges transformed into spider form. They retain all the characteristics (statistics) of their stirge form when awakened. Halaster intended them to act like arachnids whenever they were near drow, morphing back into stirge form only at his command—but they take stirge form and boil forth to attack anyone disturbing them (touching or destroying a single such spider awakens all the rest in the same cave), and then spread out through the dungeon in a hungry swarm.

SUBLEVEL B: THE SHAFT

This vast vertical shaft has become better known as Belkram's Fall for the unfortunate dwarf who discovered it. It formed naturally, as a lava tube, but was enlarged by the dwarves of Clan Melairkyn. They smoothed the shaft's sides, reinforced the stone in a few spots with mithral bracing to prevent cracked inner faces of the shaft from breaking away and falling, and installed many winches and pulleys up and down the shaft so as to move mithral from the lower mines up to the higher levels.

Ultimately, the shaft proved their doom. Drow invaders levitated up the shaft from the depths to attack the heart of Melairbode, precipitating the gradual fall of the dwarf hold.

Hundreds of side tunnels gape in the walls of the shaft. Most lead to former dwarf dwelling-chambers or the long, rough tunnels of abandoned dwarf mines. Considered a vertical sublevel of Undermountain by many sages, Belkram's Fall connects all the major layers between the Sargauth Level and the Terminus Level, and many of the sublevels between.

For a time, certain elves dwelling in the city took to constructing their own safeholds (refuges and storage caches) in extradimensional spaces or chambers surrounded by solid stone in unknown locations, but magically linked through portals to specific spots (often marked by niches, symbols graven into the rock, or shallow cave mouths) on the walls of the shaft. Many of the elves have since perished, leaving their hidden lairs as dungeons awaiting anyone who happens to stumble upon the way to access them. (A DM can use these safeholds to readily introduce any small created dungeon or published adventure labyrinth into play.)

LEVEL 4: THE FARM LEVEL

Vital to life in Undermountain as a food and water-cleansing source, this fourth level of the dungeon is a series of huge natural caverns crammed with farms no surface dweller would recognize. Halaster's mightiest magics (huge, always-active portals) bring the River Sargauth here from deep in the Underdark, and take it from here to the Sargauth Level above (only to take its waters from there back to the distant Underdark). Aquatic creatures familiar with both this level of Undermountain and the one above it know where to access several drainage tubes from the Sargauth level, so as to be able to travel at will between the two levels. Predatory monsters lurk near the outlets of two of these tubes, but the other two open into the high roofs of caverns crowded with tall, treelike fungi rooted in soft ooze, where chasing prey can be difficult—and one predator can easily become the meal of another.

The broad, sweeping curves of the River of the Depths are navigable by barges and link all of the vast farm-caverns. A few fish, aquatic snakes, and skum lurk in their waters, but the skum tend to visit only for short periods, riding the river portal back up into the Sargauth Level and dwelling there, because its waters on this level are so foul.

The processes of growth and decay make the fungi-crowded farm caverns hot, damp, and strong-smelling, with a variety of competing scents that most humans find nauseating (and that overwhelm creatures that track prey by smell). Molds and mushroomlike fungi grow with astonishing speed in these caverns, the air is thick with spores, and (thanks to the keen attention of the farmers) almost everything growing here is edible and not poisonous. However, eating too much of any of these fungi can bring about violent nausea, hallucinations that can cause fatal behavior in this monster-rich environment, and paralysis, which can easily be fatal. The bones of hundreds of adventurers lie hidden under fungi that



suffocated them and then ate away at everything they wore or carried except metal, stone, and bone (the fungi work on metal and bone, too, but very slowly). This is why gemstones, worn or carried here by unfortunate victims, are the most commonly found treasure on the Farm Level.

The farm caverns are home to giant slugs, myconids^{MM2}, gnawing worms (purple and otherwise), and many strange, slithering monsters that eat the slimes, algae, and fungi. The myconids and other trudging and scampering monsters (slaves of the drow, aboleth, and other races of the Realms Below) tend the growing plants by clawing out ever-changing irrigation ditches in soft muck, and then seeding one sort of mold or fungus with another to spur fantastically swift growth.

The slimes, fungi, and algae produced here serve as food for Skullport and settlements in the Underdark. Halaster first established the farms, and his portals have always whisked water and their produce to what one adventurer called “feed-bin” rooms throughout Undermountain—the watering holes where resident monsters come to feed and prowling predators lurk.

Privies all over Undermountain are rinsed by magically pumped or redirected water into miniature portals that transport their contents to the farms. These dung-heaps

are inhabited by advanced otyughs in conditions similar to the Rat Hills (the city’s sprawling and notorious garbage dump inhabited by rats, scavenging mongrelfolk^{EF}, and even beholders).

Sources of abundant good food are scarce underground, so the farm-caverns have always been heavily guarded. Halaster and the drow have placed fearsome monsters here as guardians, including death tyrants^{FR}, advanced nagas with many sorcerer levels (some of whom command dozens of nagathas^{MM4}), dragon turtle sorcerers, darktentacles^{MM2}, and bloodhulk crushers^{MM4}.

There is a large, eerily dark lake at one end of the level, dubbed Ichorwater by a forgotten adventurer, but known as Blood to its kuo-toa inhabitants. Aquatic deepspawn^{LE} spew out hundreds of bonefins, the blind but staring leathery white fish of the Underdark depths (named for their hue; they have soft, edible bones and are nourishing, if oily in taste). This fish factory is vital to the survival and prosperity of the kuo-toa in Undermountain (without it, they would starve or be forced to retreat along the Sargauth to the Seacaves and out into the open sea), so they guard it vigilantly against all food-raiders. Ichorwater’s depths are full of fish dung, rotting dead fish, and the kuo-toas’ greatest guardian: an advanced 30 HD kuo-toa leviathan^{Und}.

A nameless rock stack rises in the middle of the lake, forming an island heaped deeply with dung, carrion, and other rotting refuse that showers down continually through long, twisting garbage shafts from Skullport. An advanced 18 HD otyugh flourishes in the midst of its quivering, noisome filth.

SUBLEVEL C: THE WYLLOWWOOD

This level was rediscovered when the waters of the River Sargauth ate through a band of soft rock and plunged through the sinkhole thus created, to flood a string of natural caverns that had been abandoned by the dwarves early in the history of Melairbode, after frequent rockfalls had sealed them off repeatedly. Halaster noticed and set about devising ways for the water to find its way out again, so a tributary of the Sargauth flowed through the caverns, but they were no longer entirely flooded.

One of Halaster’s minor apprentices, Launsar Hendrake, asked the Mad Mage if he could use the caverns for his magical research and experimentation. The Mad Mage (seeing this as a good way to test Hendrake’s ambitions and capabilities) agreed.

Hendrake was then serving Halaster as a fetch-and-carry errand-runner and agent in the city and its surrounding lands. While on a mission, he met a young elf woman named Wyllow. Hendrake wed Wyllow and brought her back to Undermountain. There, she soon began to pine for green growing things, winds, and the sun. So Hendrake, with Halaster’s assistance, created the Wyllowwood in the cav-

Wylowwood



erns Halaster had given him, a thriving subterranean forest nourished by sunlight, winds, and rain brought to it through a massive portal in the cavern ceiling. Halaster was pleased with Hendrake's drive and attention to detail that made the natural cycles of life in the forest work, and he kept a close eye on him.

Willow gradually became aware of Hendrake's evil nature and love of swift, vicious slaying, and in the end fought and killed him. Halaster had grown disgusted at Hendrake's increasing cruelty and lack of self-discipline; rather than raising him, he transformed Hendrake's corpse into a deathbringer^{MM2}, tasked to defend Halaster's own lair (the ninth level of Undermountain), and departed, leaving Willow (driven slightly mad by slaying her husband) on her own. Now still gently crazed, Willow (N female elf druid 14) dwells in the lush forest to this day, devoting herself to tirelessly tending it as druids do, and having little to do with most of the human inhabitants of the sublevel.

Hendrake's small, dark stone tower stands in the depths of the forest, so heavily overgrown that it can't be seen except by creatures very close to it. Many written spells and magic items still lie scattered and hidden inside.

In another part of the forest stands Halaster's initial gift to Hendrake: a marble fountain whose waters if drunk from or splashed upon oneself directly (they have no power when carried away) act as a *cure moderate wounds* spell and also turn back the physical effects of aging by four years. This power can affect the same being only once in a decade, and can never reduce a creature to less than one year of age.

A small but dedicated community of humans from the city dwells in a complex of rooms once part of a settlement of Melairbode, where the residents hunt creatures in the forest (calling a sacred Hunt whenever adventurers are seen, for these they deem the best prey they can hunt and slay in the name of their deity). They know most of the forest very well and are by nature alert sentinels—and ready foes—for any intrusion into this sublevel. They are led by Arbenita ("Benita") Darkwind (CE female human cleric 17).

Benita was the founder of this community in Willowwood. She loves to hunt and slay adventurers personally, and has taken care to befriend and consult often with Willow, so as to keep relations between the druid and her followers cordial. Benita accidentally discovered the Willowwood when she unintentionally (and literally) plunged through a portal into Undermountain. She has since learned enough about matters in the dungeon to fear not only what an enraged Willow could do to her followers—but to fear that if the people she leads killed Willow, Halaster would effortlessly and swiftly destroy them in some horrible manner.

On an island in the river stands a bleak, crumbling stone temple, built here by opportunistic clergy who sought to use this as a base for destructive attacks on the city. They hoped to blast down buildings occupied by city rulers or priests of other faiths until their faithful could gain control

of the city and use its wealth and people to visit destruction on other ports up and down the coast. Their presumption initially amused Halaster, and he let them build, destroying only those who despoiled any part of the Willowwood. The priests raised statues of themselves in an experiment that intrigued Halaster very much: They sought to augment their own divine magic by storing spells in the statues that they could call upon at a distance, so as to be able to hurl far more spells in battle than a cleric normally can without praying repeatedly to a god. They also set about building an army of undead, but when they persisted in practicing control over their undead minions by sending them on woodcutting expeditions, Halaster lost patience and ordered his apprentices to destroy the priests while leaving the Willowwood completely untouched. This stipulation restricted them from simply blasting everything, so the apprentices stalked the clerics and slew them horribly, one by one, leaving the temple (and most of its undead that still lurk inside) untouched.

The forest creatures and the remaining worshipers all avoid the temple; if the desperate quarry of a Hunt escapes to it, they will not pursue.

Another island in the river holds some overgrown ruins (once the abode of a vanished wizard), flanked by a row of twelve pedestals. One end of the row consists of four weathered stone statues of dwarf warriors, and five similar statues are at the other end of the row. The three pedestals in the middle are empty. Always-active portals affect any creature touching the pedestals. The middle pedestal transports a being to the fountain in the forest (see above), one end pedestal takes creatures to somewhere on Sublevel E (see page 26), and the other end pedestal sends a creature to a random spot along the edge of the Great Glacier, far across the land.

Clan Melairkyn began several small settlements here before the unstable rock made them abandon the level. Some of these (stripped of anything portable and valuable by the retreating dwarves long ago) still await rediscovery.

SUBLEVEL D: THE LOST LEVEL

Entombed in solid rock, this level of Undermountain is now almost inaccessible. Its four entries, portals crafted by beings now dead, are known to few among the living (and most of those few are Halaster's former apprentices, who have other concerns).

The only known portal out of the Lost Level, which takes the form of a vertical shaft of emerald flames, is surrounded by guardians set there by Halaster and tasked to destroy any living thing that tries to approach the flames. These guardians, replenished several times by the Mad Mage, now consist of two death kiss^{Mag} beholderkin, two death tyrant^{ER} beholderkin, and Nagus (LE advanced 20 HD elder orb^{LoM} sorcerer 8). If the death tyrants are destroyed, Nagus triggers a shifting stone in the ceiling that opens to allow two replacement death tyrants to descend from a hidden upper chamber. Nagus retreats into that space or otherwise seeks



Behold the Ring of Death—the only way to escape the Lost Level

to survive if pressed; the other guardians mindlessly fight until destroyed. The chamber where the Ring of Death lurks is littered with petrified adventurers (that have been shattered by the guardians) and fallen weapons.

Angered by his inability to get into and conquer the Vault of Hidden Silences, a temple built in this level by Clan Melairkyn long ago, Halaster did little to open up this level.

What he did do was slay all the drow who had settled here. Then he and his apprentices installed the Ring of Death and the exit portal, and transformed the drow prison into a labyrinth of pit traps, rolling-blade traps, and magical, spell-reflecting mirrors to ensure that if Halaster couldn't get into the temple of the Silent Keeper, no one else could, either—or get out of it alive when his attention was elsewhere.

Today, the Lost Level has three distinct sections: the sealed-off dwarf temple; the former drow prison; and a long natural cavern carved out of the solid rock by a branch of the River Sargauth and later split into a great chasm (which now swallows the river's waters) by an earthquake.

Halaster unleashed four death tyrants to drift here, tasked to attack any moving creature that isn't a beholder (or beholderlike in physical form).

The Lost Level is almost devoid of life, and the traps see few visitors. Even fewer manage to enter the temple. More than any other place in Undermountain, the Lost Level sleeps.

The dwarf-built construction in the temple and crypt areas is exacting; the massive stone doors fit their frames snugly and operate on superbly carved stone mechanisms. Locks and door edges are well disguised, with handles hidden under flagstones near a door, and similarly hidden locks opened by pressing a specially shaped stone amulet into a recess and turning it. The mechanism swings closed as the door pivots (on a central axis of stone fingers projecting up and down into the doorframe). Locking rods, also of stone, typically thrust down out of the frame into cavities in the edges of the doors. (A thief with his usual lockpicks and tools will be helpless to affect such mechanisms.) Many tomb doors open only by uncovering five handles hidden in different places and then turning them in the correct sequence.

SUBLEVEL E: TROBRIAND'S GRAVEYARD

This sublevel began as a Clan Melairkyn mithral mine. For some now-forgotten reason, the dwarves abruptly abandoned their work, leaving exposed metal deposits still gleaming in the walls and the area they carved out (by chance or for some

still mysterious purpose) in the crude shape of a gigantic scorpion.

For years Trobriand, the most energetic of Halaster's apprentices, *teleported* many of his experimental creatures into this "waste space" as he worked to perfect the art of creating constructs. From time to time he sent these creatures to mine metal from the walls, but the constructs usually tore the surfaces apart before they could accomplish anything useful.

To reassure Halaster that he wasn't doing anything more dangerous, Trobriand showed his master the conditions on the level, which an amused Halaster promptly dubbed Trobriand's Graveyard. Trobriand and his fellow apprentices took to magically watching the battles between the created constructs from afar, and Arcturia dubbed this level the Realm of the Metal Masters. Over time, however, Trobriand became increasingly suspicious of his fellow apprentices (specifically their interest in the constructs' attempts to repair and augment themselves, and in the crude society the constructs were developing among themselves). Fearing they would soon start to pilfer some of his rejects for their own purposes, Trobriand created spells that blocked all scrying but his own, and sent "reject" constructs studded with such

spells down into his Graveyard to shut out all watchers but himself. Then he spread word that the constructs had all destroyed each other, and he had been forced to seal off the level. In truth, he constructed a wandering portal that to this day drifts around the land snatching creatures and sucking them into the Graveyard to challenge his constructs.

After he perfected his scaladars, Trobriand largely ignored the Graveyard—but his continual assaults had alarmed his sentient castoffs, who had organized themselves into a self-governing community for mutual defense against future attacks. They took advantage of a period of chaos to escape through a portal to their master's secret sanctum in the Caverns of Ooze (Level 7, described on page 33) and claim it for themselves.

In the wake of their departure, the Graveyard was left lifeless but didn't remain that way for long. Trobriand's inattention left the many open portals unguarded, and various monsters of Undermountain seeking a place to hide (or just a swift escape from foes) used those portals to enter the Graveyard.

Misker the Pirate Tyrant (LE advanced 22 HD beholder, wise in the ways of the city), a newly arrived inhabitant, fled from the Sargauth Level of Undermountain through the portal to avoid being destroyed by a massed attack launched by the agents of the Eye.

The beholder liked what he saw—abundant mithral, a functioning forge, a large prison area of holes that could be covered with boulders to temporarily confine creatures, and abundant food on the hoof wandering about. He set about magically contacting one of his trading partners up in the city to close the portal he had taken. The beholder dwells here in hiding, slowly rebuilding a force of agents from a few outcast drow, wayward adventurers, and opportunistic monsters of Undermountain. One day, Misker vows, the Eye will be no more.

SUBLEVEL F: THE SLITHERSWAMP

The Slitherswamp, a largely unexplored sublevel of water-filled caverns, has no physical connection to the rest of Undermountain. Well-hidden portals link it with somewhere in the Farm Level, with the distant High Forest beyond the city, and the even more distant Serpent Hills. These magical pathways are always open, bringing fresh air, seeds, small creatures, and weather in a steady flow into the caverns. Over the years, a swamp has developed.

About eighty years ago, Halaster snatched hundreds of creatures to stock the Slitherswamp, so as to gain snakes, dark nagas, and other ophidian creatures for his experiments (then as now, reptilian scales and venom are seen as valuable components of spell preparations and magical concoctions). Aside from seizing individuals for such uses (usually by spell, from afar), he largely left the Slitherswamp alone.



Muiral's Gauntlet



One square = 20 feet

A social order was rapidly and viciously established among the reptilian inhabitants. When the nagas found the portals and started to use them to escape, Halaster installed ssvaklors^{MM3} to guard them and keep his “ingredients” in their pen.

A mere six years previous, the nagas led concerted assaults against these guardians and managed to overwhelm and slay those guarding the portal between Slitherswamp and the High Forest. About half of the reptilian population of this sublevel escaped through the portal. The remainder, in the far less crowded swamp, decided to stay. The ssvaklors and the nagas have ruthlessly kept the population small (there are perhaps a dozen of the former, and thirty-some of the latter, ruling over several hundred ophidian creatures and uncounted snakes of all sizes), and the swamp now flourishes.

Few adventurers have ventured into the Slitherswamp and escaped to tell the tale, but at least one who has done so claims that there are sunken treasures to be found beneath the brown murk of the swamp waters. The roots of some of the great spreading-leaf swamp trees have grown around great mud-fused masses of faceted and polished gemstones. Where these gems came from is a mystery; perhaps Halaster was amused at the thought of hiding away “rainy day wealth” in such a manner.

SUBLEVEL G: MUIRAL’S GAUNTLET

Muiral the Misshapen, the first of Halaster’s apprentices to join him in Undermountain, discovered this small sublevel.

Constructed by the drow soon after their initial invasion of Melairbode in their usual fashion, with curving corridors, smoothed corners, and lit by an ever-present, dim purple-brown *faerie fire*. When stiffening resistance led some of the drow leaders to think conquering the dwarf realm might take many seasons, this was an outpost consisting of defensible living quarters and a training center for drow warriors, with several unencumbered physical connections to the rest of Undermountain. The drow abandoned it when Melairbode fell to them, and it became a haven for a motley assortment of monsters.

Muiral saw the sublevel as his to cultivate like a garden. Halaster agreed, so Muiral set about destroying the monsters he didn’t want and feeding and encouraging those he favored. His monsters slowly learned the hard way not to attack him, and the more brutish came to revere him as a god of sorts, or at least a leader to be instantly obeyed. Muiral encouraged driders and giant spiders of all sorts to flourish, and installed his own undead as well as some traps (his “Gauntlet”) to capture and slay intruders. Less than sane, Muiral spent much of his time roaming Undermountain and delighting in savagely slaying monsters that couldn’t or wouldn’t get out of his way.

He regarded the Gauntlet as home and returned to it often, but paid it little real attention.

Since Muiral was driven out of Undermountain, no one has tended the Gauntlet, and new monsters from all over Undermountain have wandered in.

SUBLEVEL H: TROGLODYTE WARRENS

This labyrinth of rough-walled, natural passages linking many small caves is accessible only by a two-way portal that opens into the Sargauth Level for about one hour every eight days. Long ago, Halaster transported handfuls of troglodytes here from several warring surface tribes to see what would happen.

The expected occurred, but the Mad Mage soon grew bored with watching troglodytes tirelessly maul each other. All tribes grew in numbers, not managing to exterminate the others, so the Warrens today are an endless battleground between the warbands of two dominant tribes—the Urgroth-Kyan clan and the Szymog-Thurgin clan. They fight for control of the portal, which they use to raid into the Sargauth Level. Bringing back food from these raids is vital to their survival.

Chieftain Szymog-Thurgin established a market, the only safe neutral ground for the troglodytes to meet, negotiate, and trade. To amuse himself, Halaster appeared at the market from time to time as a glowing light that spilled forth coins and gems to see how the troglodytes would react. They came to revere him as a god, to use the coins and gems as currency, and to devise rituals to try to make him reappear and favor them again.

SUBLEVEL I: THE OBSTACLE COURSE

The Obstacle Course, essentially a long chain of trap-filled rooms, was carved from the rock to serve as a potentially lethal test for conceited, cocky braggarts who respect neither their opponents nor the inherent and considerable dangers of adventuring.

Clan Melairkyn initially built this gauntlet as a tough but nonlethal training ground for its warriors. They later enlarged it in scale (increasing the heights of passages and the widths of doorways), installed most of its traps, and filled it with gems and coins to make it into a beckoning trap for the drow who were harrying them. This level is featured in Chapter 5 of this book (see page 156).

SUBLEVEL J: MADDGOTH’S LEVEL

Maddgoth’s Level is a small sublevel famed for the presence of Maddgoth’s Castle. Created by Halaster, this miniature stone fortress floats upon a mithral spindle in a cavern that can be reached by various portals or by plunging down the waterfall in the chasm that crosses the large cavern in the Lost Level

(Sublevel D; see page 25). The castle looks like a stone cube with corner towers and is enveloped in a magical reduction field that reduces all creatures within it to one-twelfth of their normal size. Its rooms can be deadly to intruders. Maddgoth the Transmuter is gone, fled or spirited away, but much magic remains inside the castle.

SUBLEVEL K: THE CRYSTAL LABYRINTH

The drow constructed the Crystal Labyrinth as a training ground for their young more than twelve centuries ago. Halaster discovered it two hundred years later and made it his own, a maze of transparent crystal walls, floors, and ceilings, and a coral-floored cavern filled with seawater directly below. At the heart of the labyrinth lies Halaster's Aqitocrun, a treasure chamber where he stores prized possessions.

Halaster was wont to alter the defenses and properties of the Labyrinth extensively whenever intruders reached the Aqitocrun; he did so five times in all, and no one knows its current properties and treasures. It is known that grells wander some part of the Labyrinth, and that some sort of magical alarm system is still active.

SUBLEVEL L: ARCTURIADOOM

One of several undead-spellcaster-ruled "dooms" (collectively known to sages and adventurers alike as the Underdooms) in the depths of Undermountain, this level was long the private demesne of Arcturia, one of Halaster's most ambitious apprentices.

After her death six years ago, contingency magics whisked her corpse to her sanctuary, leaving the illusion of a body in their wake. Thanks to careful preparations, Arcturia was reborn as a vile form of undead (CE half-fey^{FF} [butterfly-like wings] worm that walks^{ELH} [augmented female human] wizard 15).

She currently works to restock the monsters guarding this level, which is now known to a handful of daring explorers

as Arcturiadoom. Arcturia's death and transformation has changed her. She is now cold reasoning patience personified. She carefully takes all the time she needs, step by careful step, with contingencies, escape routes, and backup plans galore, to accomplish her ultimate goal—to become ruler of the city by learning how to possess the bodies of others and move between them as she pleases. One moment she can be a city lord voting or debating in secret, and the next moment another lord, speaking and voting in support of the first one. Then she can be a noble matriarch, declaring the support of her house for something—and a moment later, the patriarch of a rival noble family, echoing that support. And so on.

Arcturia no longer has any interest in personally fighting foes. She prefers to learn all about them, and then outwit and manipulate them without ever confronting them.

Arcturiadoom consists of a series of chambers and passages modified by Arcturia from the stout original dwarf construction into the smooth-finished, sweeping curves favored by elves. The level is lit by her spells in a subtle, always-moving web of *faerie fire*-like soft glows of amber, emerald green, ruby red, and moonlight blue. Since her death and rebirth, it has retained this appearance, presenting perhaps the most welcoming and pleasant surroundings in all of Undermountain—but now has stone doors that glide softly shut, sliding sideways in grooves as strong magics levitate them, to frustrate and trap intruders in short passages and anterooms.

It has many constructs, notably bronze serpents^{MM2}, dread guards^{MM2}, and shadesteel golems^{MM3}, that step from behind concealing tapestries and panels to battle intruders.

It also sports hundreds of animated human eyeballs that float in silent swarms throughout the stronghold. They are not intelligent and do no harm, flying about at random but turning to look at and follow anything that moves (seeming to watch intently). Destroying these orbs does Arcturia no harm. She can look through and direct the movements of any of these floating eyes at will, and so can see intruders and events far from her physical location. She has constructed



Arcturia welcomes visitors



many small pipes linking the rooms and passages of Arcturiadoom at floor level, through which the eyes—and herself, worm by worm—can move. She is aware of the danger these pipes pose to her own security, and has a cantrip prepared that can instantly transform the eyes into gluey pipe sealants if need be.

Arcturia's favorite experiments have always been chains of spells in which a trigger condition or spellcasting sets off a sequence of already cast spells waiting to go off. They take effect in swift succession when triggered. Several chains of battle spells also defend her stronghold; she can activate them from anywhere in Arcturiadoom if adventurers move into the areas they protect.

SUBLEVEL M: VANRAKDOOM

Another one of the Underdoods, this onetime Melairkyn stronghold was conquered by the city noble Lord Vanrak Moonstar for the followers of Shar two centuries ago.

Vanrakdood consists of a complex of defensible chambers that include dwarf burial crypts, a statue-lined hall of kings, and a temple to Moradin. Vanrakdood is carved out of solid granite, with smooth-finished walls, floors, and ceilings. Where there were natural faults in the rock, they were covered over with masonry made smooth with graystone stucco,

a construction that also created some of the partition walls in Vanrakdood's rooms. Vanrakdood connects to the Seadeeps Level of Undermountain.

Lord Vanrak Moonstar, "the Dark Ranger" (NE male human death knight^{MM2} ranger 2/cleric 4/nightcloak^{FP} 10), is a onetime explorer who turned from his family's traditional worship of Selûne when he became embittered by his father's death. Embracing the faith of Shar, he was stripped of his title and banished. He fled into Undermountain, leading his followers on explorations that lasted for decades and ultimately ended with his conquest of this sublevel.

Vanrak seeks nothing less than the destruction of Selûne, but is content to begin by destroying House Moonstar and subjugating all of the city to the bitter comfort of Shar. He currently works to build an army of krinths; the temple is now home to some 80 krinths^{CoR} that Vanrak's followers have brought here as refugees.



The Church of Shar rules Vanrakdoom, entirely cloaking it in wards renewed annually by the clergy. These wards take the form of overlapping *unhallow* spells, each tied to a *deeper darkness* effect. Vanrakdoom contains living areas, labyrinths created by the dwarves as training areas and modified by the Sharrans for the same purpose, and a temple.

The religious community consists of 40 Adepts of the Night (male 1st–6th level clerics of Shar; 40 Acolytes of Darkness (female 1st–6th level clerics of Shar; 20 Watchers (cleric 6/nightcloak^{EP} 1–4); 43 Shadowstalkers (rogues of 1st–6th level); and 10 Hands of Shar (rogue 7/shadowdancer 1), primarily humans and half-orcs. There are also 43 Darkweavers (sorcerer 1–6), primarily humans and half-drow, based in the temple to supplement guard patrols, perform temple duties, and work outside the temple, sometimes for weeks or months at a time. They are commanded by 8 Shadow Adepts (sorcerer 5/shadow adept^{PG} 1–2).

The church is led by three Darkladies (a cleric 6/nightcloak 7, a cleric 6/nightcloak 10, and a sorcerer 5/shadow adept 7) and two Darklords (a cleric 6/nightcloak 8 and a rogue 7/shadowdancer 8).

These clergy are defended by 40 Shadow Guard (primarily human or half-orc fighter 7), some nightwalkers, nightshades,

and other shadow creatures, and 12 shadow mastiffs under the command of a shadurakul^{FF}.

Umbraxakar, a mature adult shadow dragon^{Dra}, also lairs in the temple, making his bed on the temple treasury (a heap of gems, coins, art, and magic items) and serving not only as its guardian, but as Lord Vanrak's steed. He is absent from Vanrakdoom on this duty 5% of the time, and hunting in the Underdark (accessed through a sinkhole from his lair) 20% of the time.

The temple labyrinths have several portals. If holy symbols of Shar as used as keys, these lead to the Plane of Shadow or various surface-world locations.

The heart of Vanrakdoom (and the place where the Sharrans make their last stand if assaulted in force) is an arch-ceilinged temple of polished black marble, centered around a forge whose black flames emit noxious smoke (effects equal to a *stinking cloud* spell), near a statue of a humiliated Moradin. Five lesser forges flank statues of humiliated dwarf patriarchs, and along a wall stand seven smaller statues of tattered humans crying out for mercy.

This Darkfire Temple of six altars is a desecrated temple of Moradin. Here, offerings to the Lady of Loss are burned in the *darkfire*, ensuring that they are truly lost once consumed. Zombie ogres work the bellows of these forges (12 at the main bellows, 2 at each of the five lesser forges).

The defaced idol of Moradin has been transformed into a blackstone giant^{FF} by the clergy of Shar.

The five dwarf statues are slaves who were purchased in Skullport, attired as noble dwarves, enlarged with magic, and petrified by the blackstone giant. The seven human statues are agents of House Moonstar captured by Lord Vanrak's followers and petrified by the blackstone giant. It can transform the dwarf statues into Large animated objects and the human statues into Medium animated objects by touch if battle comes to the temple.

LEVEL 5: THE MAZE LEVEL

The Maze Level has ties to the drow of House Tanor'Thal and the lucrative slave trade that drives it. Drow patrols seek to capture any adventurers alive for use as slaves. Adventurers exploring this level should also beware of umber hulks, Halster's Maze of Madness with its ravenous minotaurs and magic traps, and the dwarves of Murkstones (an old Melairkyn hold they have greatly expanded). This level features in Chapter 5 of this book, and some details of the dwarf market appear later in this chapter (see page 36).

LEVEL 6: THE SEADEEPS

The Seadeeps have many connections to the Underdark beneath the Sea of Swords. This level once housed two major mining operations of Clan Melairkyn. Seemingly endless





mining tunnels stretch westward, following two apparently exhausted veins of mithral beneath the ocean floor. Only numerous dwarf-built locks and pumps prevent the ocean waters from seeping into and flooding this level.

LEVEL 7: THE CAVERNS OF OOZE

Largely avoided by the dwarves of Clan Melairkyn in their day, the Caverns of Ooze have long been home to all manner of slimy creatures. Countless slimes, oozes, jellies, and other amorphous creatures frequent these lava-warmed natural caverns.

For centuries, a colony of ghaunadans^{Mag} has attempted to transform this level into a massive temple, but Halaster continually frustrates such efforts.

Many portals created by Halaster constantly snatch endless creatures from various jungle regions all over the world and transport them into this level. They serve the Slithering Ones as food, but also as foes they must fight, distracting them from ever establishing ordered worship of the god of slime.

SUBLEVEL N: THE RUNESTONE LEVEL

This small sublevel was created by Halaster as a place where he could cast his more important and exacting spells undisturbed. He carved it out because he sensed a natural power node in this spot; he shaped his diggings to focus these energies. It is where the longtime master of Undermountain died in his failed ritual that inspires this adventure.

The Runestone Level consists of a great cave that has a hill at its center. Glowing crystals jut out of the hilltop and extend deep into the hill. The crystals are actually a huge mass of magically resonating material: the Runestone.

Halaster dug small caves in the sides of the hill so that he could shape key points on the crystal, and in the caves left coded messages to remind himself (between bouts of madness) what he was working on. He used a code so that his apprentices or other intruders could not complete and misuse the ritual. A spiral path climbs the hill to each cave and the hilltop, where Halaster created a “control panel” of crystals, runes, and keyholes where he could insert magic items to guide the Runestone’s power. The Runestone naturally gathers energies. If these are unused, it discharges them as potent and deadly magical blasts.

Halaster also placed guardian monsters in the cavern that have thus far kept encroaching drow (who have discovered the level) at bay.

The only known physical access to the Runestone Level is through a *stasis shaft* from the Maze Level (Level 5). This is a vertical tunnel filled with a glowing white magical field that traps anyone entering it in *feebleminded*, frozen stasis, levitating at a fixed spot in the air. It ends in a small side chamber connected to the Runestone cavern.

There are rumored to be several portals linking various places in Undermountain with the side chamber, and that the drow have found one of them (loose-mouthed drow and ravings of the mad Halaster overheard by his apprentices are the only sources of information about this most secret of levels). The Runestone Level features in Chapter 5 of this adventure.

LEVEL 8: THE TERMINUS LEVEL

The Terminus Level is a sprawling labyrinth of dwarf-dug living chambers dating from the first flourishing of Melairbode. The far-reaching tunnels of long-depleted mithral mines spread out from the dwarf holds into vast natural caverns that the mining tunnels opened.

Many of the one-way portals used by Halaster to restock Undermountain with dangerous monsters open into these caverns. The Mad Mage’s failed or freed monster experiments wander this level, fighting each other and breeding.

The Terminus Level



Halaster placed a few deepspawn^{LE} in some of the dwarf-built rooms and magically bound them there—they can never leave. They tirelessly spew forth orcs, goblins, the subterranean lizards used as pack animals by drow, and other small, relatively harmless creatures to serve as food for the more dangerous monsters roaming the level.

Driders and other outcast creatures of the Underdark have crept into some of the dwarf settlements, dwelling in hiding.

A cloud of dark evil drifts slowly and silently through one of the caverns. It turns humanoid creatures slain in that cave into nighthaunts^{LE} that then flee from it, always upward into Undermountain. The cloud frightens most creatures that encounter it, and its presence has kept several isolated complexes of dwarf make from being plundered; presumably these areas contain anything the fleeing dwarves had to leave behind.

The Terminus Level connects to the heart of Undermountain by way of the Shaft (Sublevel B).

SUBLEVEL O: SHADOWDUSK HOLD

The Shadowdusk family made its fortune in trading. Three daring Shadowdusk daughters (Arandraya, Maelweene, and Yarlithra) became famous for sponsoring and then leading adventuring expeditions into Undermountain. Later, the three were secretly replaced by tsochari^{LoM} skin stealers who married into various guilds and eventually infiltrated the

Shadowdusk Hold



Shadow Thieves. They orchestrated the sundering of this organization, taking a smaller splinter group and relocating to this small sublevel of Undermountain. Here, they founded a base from which tsochari can slowly and subtly come to rule the city and the settlements beyond.

The tsochari work very slowly, content to learn all about other power groups and master undetected manipulation of them before revealing themselves and seizing control. They have gathered an increasing number of human hosts as their own numbers have grown, and have brought many cloaklers from the nearby Underdark to serve as scouts (notably on the Maze Level, where they are spying as they work with doppelgangers there), guards, and servants.

In the Hold, cloaklers herd various wandering monsters to serve as unwitting guardians. These monsters serve to discourage the approach of adventurers from above and drow warbands from below from intruding and potentially learning the tsochari's plans.

LEVEL 9: THE MAD WIZARD'S LAIR

Originally constructed by the dwarves of Clan Melairkyn as a center of commerce for trade with the Realms Below, the lowest level of Undermountain also featured guardposts to prevent armies or monsters of the Underdark from penetrating upward.

Four natural caverns were enlarged into sprawling areas to house stores and a trading camp. The many natural sinkholes connecting these caverns to the wider Underdark were ringed by fortifications, allowing a small number of dwarves to hold off almost any number of invaders.

Some drow used magic to take on dwarf shape and so sneak past the defenses. They then turned on the defenders from behind as the main drow armies attacked, using magic the dwarves had no counter for. They quickly slaughtered the dwarves and began ascending. Once they reached the Shaft, the drow had swift access to the heart of Undermountain. They struck fast and hard, breaking the main battle strength of Melairbode and dooming it.

Thanks to Halaster's energetic work spreading rumors in the city (both personally and through many agents), it is common knowledge in the city that this deepest level of Undermountain is now his lair. He has crowded it with his greatest treasures. Residents of the city call it the Mad Wizard's Lair, and stories spread in the taverns describe heaps of gems, dragons turned to solid gold, and an entire ship crammed full of choice wines and perfumes transported intact from the Sea of Swords and set floating in the middle of a great cavern.

The reality is far different. The Lair has never been Halaster's abode, and the fabled treasure of Halaster the Mad is nothing more than a thick but unimpressive "working" spellbook containing all the widely known (*Player's Handbook*) wizard cantrips and spells of 1st and 2nd level.



To win the rumored treasure, adventurers have to make their way through the former dwarf citadels and barracks. These numerous and stoutly engineered chambers and passages (all having one-piece doors of thick stone that turn on central pivots) are prowled by many monsters and a few well-organized undead defenders.

The deathbringer^{MM2} Hendrake (see Sublevel C, page 23) leads the undead defenders. They include skeletons wielding a variety of minor magic swords, wights, and wraiths. Hendrake was set this task long ago and still grimly attends to it. He knows that if he ever leaves this level, he will explode (thanks to incantations used by Halaster in transforming him to undeath).

HAVENS IN THE DEEPS

The Underhalls of Melairkyn are not without places of relative refuge, although few last more than a generation or two before being overrun by monsters unleashed by the Mad Mage. Such havens allow the PCs to spend weeks at a time in the depths of Undermountain, giving them a place to rest and recuperate. Therefore, while such havens should definitely keep the PCs on guard, they should not be so dangerous that the PCs cannot restock their provisions, heal their wounds, and rearm themselves with spells and one-shot magic items. (The doppelganger outpost, page 82, is one such location.)

MURKSTONES

The village of Murkstones is a community of outcast dwarves and other deep-dwelling creatures located on the fifth level of Undermountain (the Maze Level). The settlement occupies a long-abandoned Melairkyn hold east of the River Greymurk that has grown in recent years into an important source of arms and armaments sold to the ever-warring inhabitants of the Underhalls.

Almost twenty years ago, a deepspawn^{LE} known as Xovliax the Ravenous claimed the fallen hold as its lair, only to be possessed by the ghost of a long-dead Melairkyn clanmaster. An eddy of magical chaos made the possession permanent, uniting the two personalities into a single half-crazed entity consumed with thoughts of reclaiming the Underhalls for the Stout Folk.

Laird Xovliax regularly births dwarves to form the basis of this community. Although the spawned dwarves form the nucleus of the community, they lack the drive and creativity to match the legacy of Clan Melairkyn, so a regularly disappointed Xovliax punishes them for their failures by sending them on deadly expeditions to recover lost treasures of Melairbode from elsewhere in Undermountain. The spawned dwarves' numbers are increasingly supplemented by dwarf outcasts from the world above and duergar outcasts from the Underdark.

The recent success of the dwarf artisans of Murkstones has led to increasing friction with the dwarves of Skullport, who view the spawned dwarves as abominations, the craftwork of Murkstone as a threat to their business interests, and the lack of respect for dwarf traditions as a disgrace. This opposition is led by Thaglar Xundorn (LE male duergar fighter 7), proprietor of Skullport's lone foundry, who secretly holds the title of Laird of Sargauthan Hold. Tensions between the two communities might soon lead to war in the depths of the Underhalls.

Murkstones (Village, Monstrous): AL LE; Spending limit 15,000 gp*; Assets 546,000 gp; Population 728; Races (integrated) duergar 269, dwarves 146, svirfneblin 131, gnomes 73, earth genasi 51, goliaths^{RS} 36, others 22).

* Murkstone's spending limit is higher than usual, due to the proximity of the city's resources and riches.

Authority Figures: Xovliax the Ravenous (CE deepspawn^{LE}), permanently possessed by Laird Besender Melairkyn (LE ghost [augmented male dwarf fighter 5/dwarven defender 4]).

Important Characters: Thirig "Brokenhead" Arnskull (CN male dwarf expert 13), Gorin "the Trader" Deepwell (NE male duergar rogue 11).

Notable Exports: armor, metalwork, stonework, weapons, crafts.

THE PROMENADE OF THE DARK MAIDEN

Eilistraee's Promenade, a temple of the Dark Maiden located in caverns near the River Sargauth, sits in the depths of Undermountain's third level. The Promenade serves as a rare bastion of healing and hope in the maddening depths of the Underhalls. Years of welcoming escaped slaves from the Port of Shadow and former adventurers seeking a place to retire in the depths have transformed the Promenade into a community of outcasts united in common purpose against the dangers of the Underhalls.

The Promenade offers healing, magic, food, water, and refuge. Guests need not worship Eilistraee but must swear to bring her followers no harm and to assist in the defense of the temple-community. The Dark Maiden's followers discourage adventurers from making regular forays into the rest of Undermountain only to return to the Promenade, since such forays only bring trouble back to the temple. However, adventurers down on their luck who need a refuge in which to rest and recuperate for a time before heading out again are always welcome.

Like Skullport to the south and west, the Promenade is built atop the northeastern ruins of the Sargauth Enclave, but the two havens are separated by a wide stretch of rubble and a striking difference in culture. The Promenade consists of four major areas plus an extended area of caverns patrolled by the Dark Maiden's followers. Cavern A is filled with two-

and three-story stone buildings transformed into housing for residents of the Promenade. The Cavern of Song (Cavern B) is devoid of its former architecture and is now covered with soft, slightly luminous spores and fungi. The southern leg of the cavern slopes down into a magically generated spring that supplies fresh water. Cavern C houses Eilistraee's clerics and quarters for honored guests. Cavern D houses guard barracks in the southern and western buildings. The rest of the buildings are storehouses and armories, with additional living quarters on the upper floors.

North and east of the main caverns is the Hall of Healing. Once a temple of an evil god, it was redeemed by a paladin of Tyr and now serves as a sick-nursery for the care and tending of the temple's wounded as well as those unfortunates injured in the Underhalls and rescued by the Dark Maiden's followers.

The caverns south and east of Caverns A, B, and D on the west bank of the River Sargauth have historically been heavily patrolled by the followers of the Dark Maiden and in recent years have been fully claimed by the temple and settled with additional living quarters. These patrols were extended to include the caverns on the east bank of the River Sargauth after the Dark Maiden's followers rebuilt a bridge over the River Sargauth.

The Promenade (Hamlet, Magical): AL CG; Spending limit 15,000 gp*; Assets 294,000 gp; Population 392; Races (integrated) drow 145, humans 78, dwarves 71, gnomes 39, halflings 27, half-orcs 20, others 12).

* The Promenade's spending limit is higher than usual, due to the proximity of the city's resources and riches.

Authority Figures: Qilué Veladorn (CG female drow cleric 16/divine disciple 3).

Important Characters: Hand of the Protectors Arrikett Uruth (CG male halfling ranger 5/dark hunter^{CW} 5), Hand of the Protectors Iljrene Ahbruy (NG female drow fighter 7/cleric 7), Cavatina (CG female drow darksong knight^{CoV} 8/cleric 14).

Other Characters: Protector Brindell (NG female halfling fighter 9/cleric 3), Protector Briznia (CG female drow fighter 4/cleric 9), Protector Chizra (CG female drow fighter 7/cleric 7), Protector Halav (NG female drow fighter 6/cleric 7), Horaldin (NG male elf druid 12), Protector Jasmir (CG female half-drow cleric 7), Meryl Vyrmoth (CG male halfling expert 5, cook at guest house in Cavern C), Molheeruae (CG female drow ranger 6/cleric 2/abolisher^{LoM} 3), Protector Tash'kla (CG female drow fighter 2/cleric 15).

Notable Products: Healing, refuge, spellcasting.

SKULLPORT

Skullport is a subterranean community on the banks of the River Sargauth in the depths of Undermountain's third level. Built atop the southwestern ruins of the Sargauth Enclave, the Port of Shadow has long been the dark mirror of the city's

fair face. The lords of the city have long tolerated Skullport's existence, reasoning correctly that if they were to destroy the Port of Shadow, the sinister commerce of the place would inevitably migrate upward to the city proper. However, the lords do keep a close eye on activities within Skullport.

Skullport serves as a smuggling and trading base for stolen and illegal cargo in the city. Body parts, cadavers, drugs, ask-no-questions mercenaries, slaves, evil and vile magic, poisons, and almost anything else can be found for sale in its dark alleys. Aside from the community's location and Skull Isle, the most notable feature of the Port of Shadow are its inhabitants—beholders, gargoyles, illithids, drow, vampires, and all manner of terrible monsters.

Skullport has no government per se, although the various competing power groups form a fluid oligarchy of sorts, with disputes resolved outside the town through proxies. The Skulls of Skullport, remnants of wizards who once ruled the Sargauth Enclave, keep what peace exists. Shradin Mulophor is the nominal lord of Skullport, hearkening back to an ancient agreement with Halaster, but since his transformation he has exercised little actual authority.

Other important power groups in Skullport include the Agents of the Eye, the Arcane Brotherhood, the clerics of Eilistraee (from the nearby Promenade of Eilistraee), the Dark Dagger, the drow of House Tanor'Thal, duergar from Gracklstugh, the illithids of Ch'Chitl, the Iron Ring, the Keepers, the Kraken Society, the lords of the city, various Skulker gangs, and the Unseen.

Skullport (Large Town, Monstrous): AL CE, NE, LE; Spending limit 40,000 gp*; Assets 337,500 gp; Population 2,250 (doubles in spring and fall months); Races (integrated) humans 832, half-orcs 405, goblins 225, kobolds 157, elves [mostly drow] 113, dwarves [mostly duergar] 68, others 450.

* Skullport's spending limit is higher than usual due to the proximity of city's resources and riches.

Authority Figures: The Rag Mage (CN male drow sorcerer 15/archmage 4); the nine Skulls; Shradin Mulophor (NE male human necromancer 16/archmage 2, clone of the original Shradin Mulophor).

Important Characters: Ahmaergo (LE male dwarf fighter 9); the Eye (LE advanced 33 HD elder orb^{LoM} sorcerer 12); Kesra Tanor'Thal (CE female drow fighter 3/cleric 9, de facto matron mother in Skullport); Quinan Varnaed (LE male human fighter 2/cleric 14, leader of the Iron Ring slavers and master of the Tower of Seven Woes); the Skum Lord (LE aboleth sorcerer 6/cleric 7, agent of the Kraken Society); Transtra (CE female lamia sorcerer 9, owner of the House of the Long Slow Kiss festhall); Zstulkk Ssarmn (NE male yuan-ti abomination cleric), slaver of the Iron Ring).

Other Characters: Aekyl Dafyre (N male human rogue 6, maker of maps, owner of the Sword and Sextant); Alysae (NE female human cleric 4, owner of The Hobbled Lamia festhall); Amet'ned-thoth (LN male human wizard 3/cleric

Skullport

Central
Skullport



Lower Skullport

Upper Heart



Upper Trade Lanes



Dungeons



One square = 50 feet

3/mystic theurge 1, orator); Amryyr Yauntyrr (LE male drow rogue 3/sorcerer 5/arcane trickster 4), scholar and courier, member of the Dark Dagger, a society of drow); Aurin the Generous (N male human commoner 17), co-owner of Hired Horrors; Lord Byronae Trilluach (LN male half-elf rogue 3/fighter 2/sorcerer 7), mercenary lord; Chantos Graybeard (LE male human wizard 14), co-owner of Hired Horrors; Dalagor the Cold (CE male human fighter 12), mercenary lord; Denver Gilliam (LE male human aristocrat 1/fighter 1/rogue 5), outcast noble and owner of many taverns in Dock Ward and Skullport; Dwarnid Inkpeddler (N male dwarf expert 7), owner of Skin-Deep Tattoos; Eulagad the Maul (LN male human fighter 10), owner of The Burning Troll inn; Grimmbold the Gith (CE male githzerai rogue 5/fighter 2/assassin 3), head of an assassins' guild; Gyudd (NG male dwarf fighter 3), owner of Gyudd's Distillery and heir to King Melair IV; Ilyana Wyrmmruff (CG female human rogue 12); Lord Ithvar Wordkiller (CN male human sorcerer 18), co-owner of Hired Horrors; Malakuth Tabuirr (CE male drow fighter 5/rogue 7), mercenary lord and slaver; Nestor Podgin (NG male human transmuter 14), owner of Monsters Made to Order; Othur Roonsundyr (CN male human wizard 20), scholar of rune, symbol, and ward magic; Rhaunaguth (LE male human fighter 14), mercenary lord; Sangalor of the Secrets (LN illithid cleric 12), interrogator; Smallfry (CE male halfling fighter 2/expert 3), owner of Smallfry's Pantry; Spider (CG male tiefling rogue 4/fighter 3), owner of Spider's Fleet o' Feet, a courier business; Tohkkal Burrwarden (LN female gnome fighter 2/illusionist 7), owner of Clockwork Wonders; Vhondryl (LE female human psion^{EPH} 14), potion dealer and nominal owner of The Deepfires Inn; Ysele the Cat (NE female half-elf sorcerer 15).

Notable Exports: Body parts, cadavers, drugs, evil magic, mercenaries, slaves, smuggling services, poisons, vile magic, undead.

SPIDERHAVEN/UNDERHAVEN

The Grand Market of Underhaven is a community of gnomes found on the third level along the banks of the River Sargauth, near the top of Belkram's Shaft. A recent influx of drow refugees and swarming numbers of arachnids in the area have created an adjoining refugee camp known as Spiderhaven. Further details on Spiderhaven/Underhaven are provided in Chapter 4.

WORMBARROW

The community of Wormbarrow is as much the place of nightmares as it is a haven in the depths of Undermountain. Hidden amid this sprawling labyrinth of dwarf delvings on Undermountain's eighth level is a tribe of avolakias^{MM2} dedicated to the worship of Ghaunadaur and their undead attendants.

After many years spent battling invaders from above and below, the avolakias have reached an accommodation of sorts with the occasional bands of adventurers who survive the Gauntlet Below. The nauseating aberrations adopt humanoid (usually drow) form in the presence of outsiders. They offer one night of refuge in Wormbarrow per individual per corpse offered in payment. The corpses can be of any race, but they must be complete enough to enable animation as a zombie. The avolakias restrain their undead servitors from attacking anyone who has given the necessary payment, but they offer no guarantees to anyone who has fallen in arrears. Moreover, sometimes rival bands of adventurers have found it safer to launch deadly attacks against each other rather than dare the depths of this level in search of new corpses to offer as payment.

Wormbarrow (Hamlet, Monstrous): AL NE; Spending limit 100; Assets 294,000 gp; Population 111; Races (integrated) avolakias 24, ghosts 4, mummies 6, specters 3, vampires 2, wights 12, zombies 30, others 30.

Authority Figures: Xrq'nkzvzk (NE avolakia sorcerer 5/flesh-warper^{LoM} 9).

Important Characters: Q'tz'rkvk (CE avolakia sorcerer 5/nightmare spinner^{CM} 5), Vrk'xqx (CE avolakia sorcerer 5/pale master^{LM} 10)

Notable Exports/Products: Undead, refuge.

Illus. by R. Spencer

The best place to begin an adventure involving Undermountain is at the Yawning Portal Inn. From there, characters have relatively easy access to the first level of Undermountain, known as the Dungeon Level. The encounters presented here involve several different power groups preying on neophyte adventurers drawn to the Underhalls by Halaster's soul-shards, as well as some of the dangerous monsters for which the great dungeon is known. The PCs must navigate the perils posed by such predators in order to recover Jhesiyra Kestellharp's long-lost *horned ring*, an incredibly valuable tool for exploring the depths of Undermountain.

A group of PCs beginning their adventuring careers should reach the midpoint between 2nd and 3rd level by the end of this chapter; mission XP awards and random encounters are available to ensure this level goal is met if the PCs bypass or fail at the included combat encounters. Most of the tactical encounters for this chapter are very challenging; foolhardy PCs might easily run into more than they can handle.

Don't be afraid to remind the players that their characters can run away or try to negotiate, depending on the circumstances.

BACKGROUND

In the wake of Halaster's Call (see Introduction), individuals are drawn to the city, filled with a desire to explore the legendary dungeon of Undermountain. The Called, as they have come to be known, fill the tables of the Yawning Portal Inn in hopes of finding companions to help them explore the depths.

This chapter assumes that the PCs have come to the Yawning Portal Inn with the intent of exploring Undermountain after receiving Halaster's vision. At the DM's option, the PCs might have arrived as a group ready to explore the depths or individually, drawn to Undermountain but lacking the companions needed to survive a trip into the dungeon.

Although Halaster's soul-shard visions and the promise of treasure contained within provide sufficient motivation for any adventurer to explore Undermountain, there are other reasons to enter the dungeon beneath the city.

Player characters might brave the depths of Undermountain for treasure and fame (whether or not they received a vision of such), to advance the goals of a patron or sponsoring group, or to seek an explanation for the visions affecting so many in the city—even if none of the PCs personally experienced Halaster's message.

The DM needs to decide how to set up the motivation for the adventure. The easiest and best way is to give Halaster's vision to one or more of the PCs, but other methods (such as those above) can be as effective.

Adventurers can serve as agents of a power group. The various power groups of the city keep a close watch on happenings in the depths, regularly inserting agents into newly formed adventuring companies. Such agents are of dubious long-term value, since they often shift their loyalties to their newfound companions, but in the early days of exploration they serve as the eyes and ears of the city's elite. Because such agents have a notoriously short life expectancy, they are rarely members of the groups they serve. They are often individuals who are down on their luck, forced into such service to discharge a debt or to find shelter from another shadowy group. The PCs can be hired by a power group to discover the cause and meaning of Halaster's visions.

Adventurers can serve as agents of a patron. Many who dare to explore the Underhalls vanish without a trace, undetectable by scrying spells, leaving their families and friends to wonder about their fate. Time and again, their family and friends hire adventurers in the forlorn hope of determining the fate of those who never returned. A patron can call upon the PCs to find a lost one, recover an item, or to discover the cause and meaning of Halaster's vision. You can even have a patron receive the vision instead of the PCs; this patron then hires the PCs to accompany him or her into the depths to fulfill the vision's promise and relentless call.

VISION MAGIC ITEMS

The following magic items can be used to fulfill a character's vision. The adventure suggests locations throughout the dungeon where a magic item from a vision can be placed.

Wand of magic missile (CL 7th)
Vest of escape
Slippers of spider climbing
Periapt of Wisdom +2
Gloves of Dexterity +2
Amulet of health +2
Bracers of armor +2
Cloak of resistance +2
Cloak of Charisma +2
Gauntlets of ogre power
Gloves of arrow snatching
Ring of counterspells

Any common melee weapon (Table 7–11, *DMG* 222) that has a +1 bonus plus one of the following special abilities: bane, defending, flaming, frost, shock, ghost touch, keen, *ki* focus, merciful, mighty cleaving, spell storing, throwing, or thundering

Any common armor (Table 7–3, *DMG* 216) that has a +1 bonus plus one of the following special abilities: glamered, light fortification, slick, shadow, or silent moves

VISIONS OF THE CALL

If you decide to start the adventure with the PCs receiving the recurring vision of Halaster, include a specific, fantastic treasure located in the depths of Undermountain and make each vision unique. At your option, you can encourage players to specify the magic item of their character's vision as part of the character creation process. A player can choose the appearance and type of magic item seen in the vision, but not the location where the item can be found or the powers the item might have.

At least one character (preferably an arcane spellcaster) receives a very specific vision. Read:

You see a staircase leading up into darkness. A shimmering web of energy fills the stairway. An iron ring, two tiny inward-curving horns atop it, sits at the heart of the web. The walls and ceiling suddenly begin to shake. Dust falls from above, followed by a hail of stones that bury everything in view.

A successful DC 20 Knowledge (arcana) check reveals the ring to be one of Halaster's infamous *horned rings* (new item; see page 218). A DC 20 Knowledge (local) check reveals the staircase to be the infamous Falling Stair that connects the Dungeon Level of Undermountain to the Citadel of the Bloody Hand. Ellithral the Golden (see below) can also successfully interpret this vision.

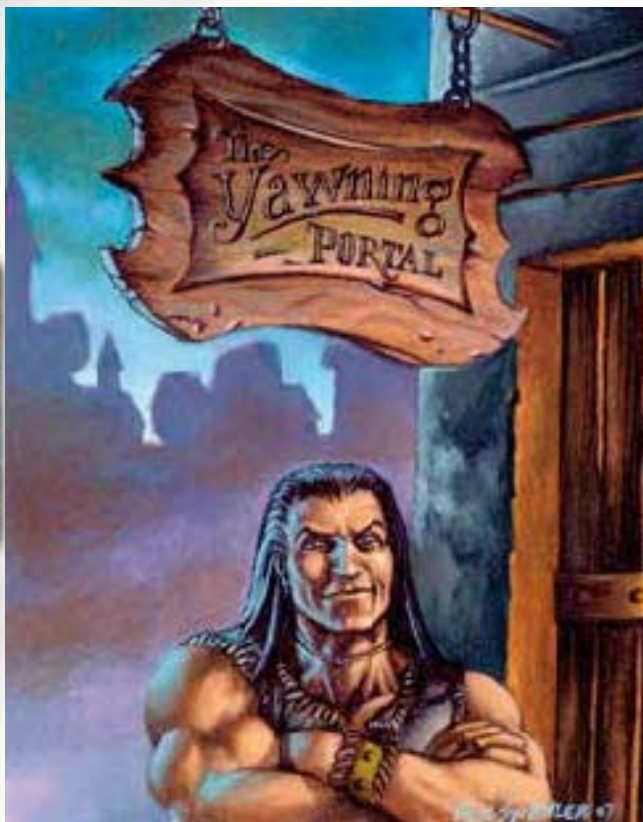
YAWNING PORTAL INN

The Yawning Portal Inn stands on Rainrun Street in the city's Castle Ward, two doors west of The Empty Keg Tavern. Right next to the inn, between it and the Keg, stands Mother Salinka's House of Pleasure, a shabby, low-coin festhall.

The Yawning Portal Inn is built of stone, with a slate roof and an upper floor of guest rooms. Like both of its neighboring businesses, the inn announces itself to the watching world by means of a hanging signboard. The sign reads simply, "The Yawning Portal." The words are deeply carved in a board weathered to a silvery hue that hangs by two short loops of chain from a black-painted iron pole above the front door.

Durnan, a human, built the inn atop the foundations of the long-vanished tower and fortified warehouses of Halaster Blackcloak. Inside, the place is rambling and dingy, but it gives the impression of being comfortable rather than dirty and forbidding. Well-worn boards cover the floor. Wood paneling adorns the walls, with an elbow rail usually crowded with not-yet-empty tankards. Rich blue tapestries hang at intervals along the paneled walls. Guests entering from the street step right into the inn's common room, which is mostly used for dining and drinking. The Entry Well that leads down into the Dungeon Level of Undermountain dominates the area.

Some of the tables in the common room can't be moved; they're built around wooden pillars that hold up the ceiling.



Durnan greets would-be explorers outside his inn

All the furniture is heavy, stout wood. Lighting is provided by candle-wheels (chandeliers made of horizontal wagon wheels hung from the ceiling by chains and filled with thick, lit candles).

On a shelf just under the counter of the bar, ready at hand, rests a double crossbow (cocked, wound, and loaded with two sleep arrows), a rod of flame extinguishing, and a +2 seeking and returning handaxe that Durnan can throw with deadly accuracy (though he simply hurls a metal tankard when most brawls break out, preferring not to deal out deadly force unless absolutely necessary). Handy mops can serve as improvised quarterstaves or reaching aids for adventurers needing a hand to clear the top of the Entry Well.

Unruly drunkards are usually handled by adding a powerful sleeping powder to their drinks, but Durnan has been known to lift men into the air and toss them bodily through the front door to see how far they fly before landing.

REALMSLORE: GOD OF LUCK

If you use this adventure in a FORGOTTEN REALMS campaign, then the priests of the Tower of Luck follow the god of luck, Tymora. If you use the gods from the *Player's Handbook* in your campaign, then the god worshiped by the priests of the Tower of Luck can be Olidammara.

There are three floors of guest rooms, reached by steep wooden stairs opening off the common room. In winter, the rooms are heated by warm stones (barrel-ends with rope handles, filled with rocks warmed at the fireplaces at the east end of every floor's central hall).

THE ENTRY WELL

The infamous Entry Well is an open-topped stone ring 40 feet in diameter. A 1-foot-thick rampart wall rises waist-high, encircling air that drifts straight up from Undermountain. The outside of the well wall is studded at intervals with iron torch brackets, and a block-and-tackle hoist is chained to a stone lintel in the ceiling directly over the well.

The well's dry shaft descends 140 feet from the lip of the rampart to the sand-strewn stone floor of the Dungeon Level of Undermountain. The shaft tapers as it descends, from 40 feet across at the top to 30 feet across at the bottom.

USING THE WELL

Those desiring to enter Undermountain are expected to provide their own weapons, gear, and light sources. Simple torches and belt flasks of water can be bought from the inn (1 cp each).

A fee of 1 gp per person must be paid to Durnan to use the well. You can climb on your own or get lowered by the hoist, as long as you pay the fee. Upon return, the same fee is required to get lifted out of the well. The fee (or its equivalent or better in another currency, such as gems) must be put in the hoist's bucket, brought up, examined, and then accepted before the hoist is used to retrieve returning adventurers.

The 200-foot-long rope of the hoist is as thick as a human's wrist and stout enough to hold the weight of ten armored and heavily laden humans. It ends in a metal hook that usually has a stout wooden bucket affixed to it. Tied through the eye of the hook, as well as the hoist-rope, are two stout leather loops that can be wrapped around a body or clung to, and above the hook, at 2-foot intervals, wooden crossbars have been woven through the rope, to serve as ladder rungs.

Durnan normally works the hoist alone. Not much strength is required to operate it, since the pulleys do the work and the hoist-winch has cogs to prevent the rope from slipping back down the shaft. A release lever can be deliberately pulled to send any weight on the rope plummeting to the bottom of the well, should Durnan decide that whatever is rising shouldn't be allowed to reach the top. If Durnan's absent, any other member of the inn's staff can work the hoist.

At least four guests in the common room at all times (the Portal's kitchen never closes) are adventurers (fighters of 4th–6th level) whom Durnan has personally sponsored from time to time and who feel great loyalty to him. They will never hurt, deceive, or allow harm to come to Durnan or his family.

Typical Warehouse



The Yawning Portal Inn



Main Floor



Second Floor

One square = 5 feet

The patrons of the Portal customarily watch, toast, taunt, and/or bet on adventurers entering Undermountain. The patrons always include at least one priest from the Tower of Luck (a temple of the faith); Durnan pays a daily retainer fee of 20 gp for this attendance. These priests never enter Undermountain and expect on-the-spot payment for casting healing spells on anyone. The two priests who perform most of this duty are described below.

Adama Miiralin: Adama (CG male human cleric 5) is a naive, kindly young priest with aspirations of rising up in the temple hierarchy. He keeps records of which Undermountain delvers use the Entry Well on his watch. Despite his normally wise demeanor, Adama trusts in luck implicitly and takes wild risks as a matter of course.

Orbrin Baerent: Orbrin (CG male human cleric 7) is a grizzled old man who has become very cynical about peoples' foibles and the general state of human nature over the years. He still believes devoutly in his god; he just thinks that far too many people are blind to real power, and too fearful or mistrustful of change to take the chances they should. He loves the camaraderie of the inn and the food that comes out of its kitchen, and is happy to sit in the common room for long stretches of time.

Duty priests always offer to chant blessings over any adventurers descending into Undermountain for no charge, but they won't do so and they won't be offended if adventurers refuse. Durnan, however, always says wryly as he collects the 1 gp fee, "The gods' good luck be with you. Ye'll surely need it."

THE STAFF OF THE INN

The inn has a live-in staff of fourteen: Durnan's family; two waitresses/kitchen maids; two cooks; a stablemaster and two hostlers; and four chambermaids. The inn (including bar and

kitchens) never closes. Of the off-duty staff, cooks sleep in the straw-filled stable loft with the stablemaster and hostlers, and Durnan's family and the chambermaids sleep in vacant guest rooms on the top floor (or on cots in the cellar, on the rare occasions when the inn fills up).

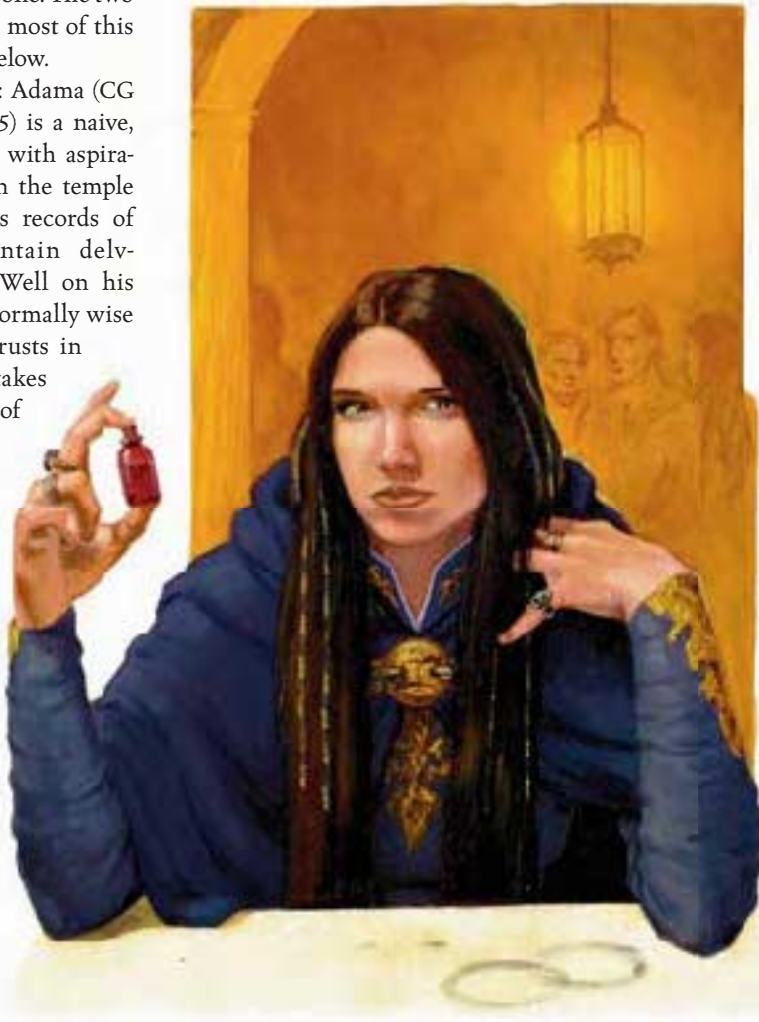
Durnan the Wanderer: Durnan (NG male human fighter 18, always wears *bracers of armor +8*) is a gruff, square-jawed, burly man, close-mouthed and prudent. His shoulder-length russet hair is graying, his eyes are icy blue, and he looks physically strong and ready for battle. He is confident and alert, and he usually wears a leather jerkin, breeches, and boots, with a cotton shirt.

Durnan hates unfairness and injustice. He is tolerant of the differing interests of others—at least until they unsheath a weapon in his inn. At the first sign of trouble, he draws his longsword. He keeps a dagger sheathed up one sleeve, another in his boot, and always has at least one concealed magic weapon on his person (usually an *iron bands of Bilarro sphere*). Plus, tankards make great thrown weapons, and

he knows where the double crossbow and handaxe wait behind the bar. Durnan conceals his emotions well, is slow to lose his temper, and knows how to handle rowdy or threatening adventurers.

Durnan, a retired fighter, spent his youth wandering and battling monsters. He eventually took on the challenge of Undermountain and survived to return. Durnan used the riches he earned exploring Undermountain to build the Yawning Portal Inn. As overseer of the primary route into Undermountain and a secret lord of the city, Durnan gets involved in many schemes and crises.

Mhaere Dryndilstann: Mhaere (NG female human cleric 5) is the devoted, iron-willed wife of Durnan the Wanderer. She was raised by an uncle who served as a priest. Mhaere's



Mhaere Dryndilstann

hands are adept at both healing and dealing death in battle. Her skills are often called upon to heal adventurers as they are hoisted out of the well, and she has been known to drop a coin to those in desperate need of a way up from the bottom of the shaft. She has a +2 *flail* and her old plate armor upstairs in her bedchamber wardrobe, wears a *ring of regeneration*, and has hidden two scrolls of *neutralize poison*, two scrolls of *cure moderate wounds*, and two scrolls of *cure light wounds* in the common room.

Tamsil Dryndilstann:

Durnan has no surname, so his graceful daughter uses her mother's. Tamsil (NG female human fighter 2) has been trained by her father in use of the crossbow, rough-and-tumble combat, and fighting with sword and dagger (as well as with various improvised shields, such as bar stools), so as to handle herself during brawls in the inn and in the streets of the city. She acquits herself well, largely by being alert and trying to understand everyone and everything unfolding around her. She rarely smiles, but is often amused. She works hard and is being groomed by her parents in the workings of the business so that she can run the inn on her own when she inherits it.

Luranla Dreer: Luranla (CG female human warrior 1) is the junior waitress and kitchen maid at the inn. She prefers to be called a barmaid. She has a sharp tongue and a buxom build. An orphaned Dock Ward brat, she's happy to be off the streets and is desperate to please Durnan's family so that she can keep her position at the inn. She's also trying hard to show every patron who walks in the door that she's tough and on top of things. She usually wears boots, baggy breeches, and a sleeveless full-front apron that displays her tattooed shoulders and flanks. She has striking black eyebrows and long hair of magnificent blue-black that tumbles in all directions.

Marrauda Belaskurth: Marrauda (NG female human expert 1/warrior 2) is the senior waitress and kitchen maid at the inn. She is a fat, huge-shouldered, heavyset woman who is jovial, bustling, and brisk. She has served at the inn for years and knows everyone. She doesn't mind a little slap-and-tickle, but she can throw armored warriors around the common room if any of them get too fresh.

Jarandur Tallstand: Jarandur (CG male human fighter 5/expert 2) is a weathered, retired mercenary whose muscular forearms are covered with the scars of past battles. Now the senior cook at the inn, he is always armed and ready for trouble. He can throw a cleaver hard and accurately across the common room, choosing whether to deliver it blade first or have the back of its blade strike home. More important, as far as Durnan is concerned, Jarandur is a very good cook.

Parth Melander:

Parth (NG male human fighter 2/expert 1) is the junior cook at the inn. He appears to be a younger, quieter echo of Jarandur, lacking the scars and any ability to accurately hurl things. He leaps to defend any of Durnan's family if trouble appears in the inn. Parth takes care to always have several large cauldrons of stew simmering in the kitchen.

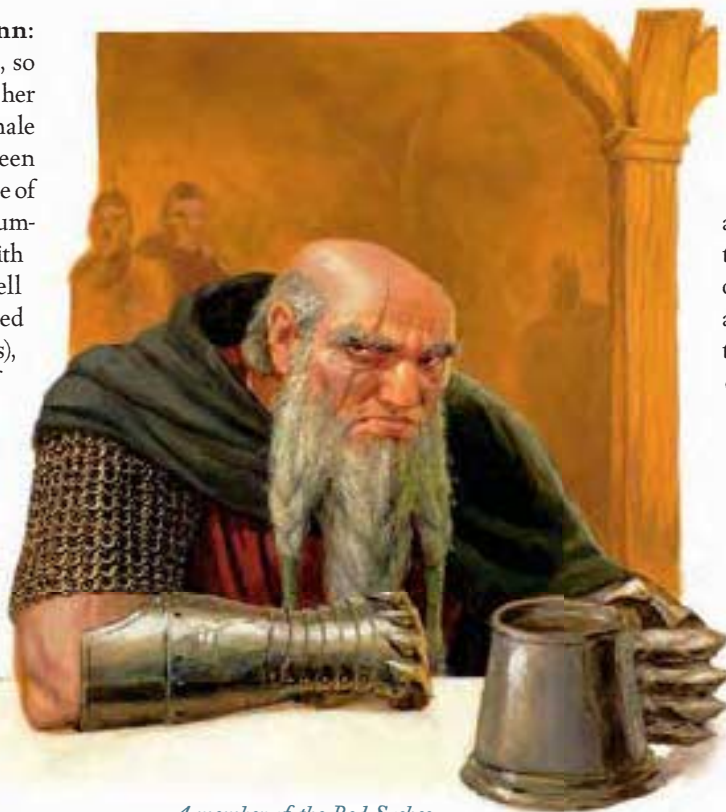
Tarlgarth Vathar: Tarlgarth (NG male human fighter 8/expert 4) is the kindly but world-wise stable-master of the Portal. There's very little he doesn't notice. His two hostlers, the lads **Burgaun Malsim** and **Rory "Reacher" Starkbuckle** (both NG male human expert 1), want his respect more than anything else. Tarlgarth has several weapons hidden in the stables, and always wears two +1 *daggers* sheathed up his sleeves.

The inn has four strong, hard-working, chambermaids who are devoted to Durnan's family and do most of the daily cleaning of the inn. They are attractive NG or CG female humans named **Neetha Darra**, **Hendra Stornshar**, **Pheldelopae Eleintwind**, and **Yamra Stelkyn**.

REINFORCEMENTS

If trouble erupts at the Yawning Portal Inn, Durnan has a horn he can blow to alert allies to come to his aid. Tarlgarth, Mhaere, Tamsil, and the hostlers know where to find the horn and won't hesitate to blow it if Durnan is hurt or absent.

The Red Sashes: Durnan gathered the Red Sashes to serve as his personal agents. Today, they are a vigilante group active in the city's poorer neighborhoods, particularly Dock Ward. They excel at intrigue, hiding people, and finding people who do not want to be found. Current membership in the Sashes



A member of the Red Sashes

stands at 140 (humans 90, dwarves 14, elves 14, halflings 7, half-elves 7, gnomes 4, others 4).

Mirt the Moneylender: Also known as Mirt the Merciless and the Old Wolf, Mirt (CG male human fighter 8/rogue 5) owns a fortified mansion about a ten-minute hurry west of the inn. He earned his fortune adventuring with Durnan and exploring Undermountain, and is always eager to help his friend. He is a secret lord of the city.

Asper: Asper (CG female human sorcerer 1/fighter 8) is a lithe, petite beauty, soft-spoken yet merry, and a great contrast to her voluminous husband Mirt. Like Mirt, she is also a secret lord of the city.

Naneatha Lharilstar: Naneatha (NG female human rogue 6/vigilante^{CAD} 5) is an olive-skinned beauty with raven black hair and striking green eyes. She works as a courtesan (hostess to visiting dignitaries) at the Palace and is the leader of the Castle Ward cell of the Red Sashes.

Jurisk Ulhammond: Jurisk (CG male human rogue 5/fighter 8/vigilante^{CAD} 1) is a mousy-looking man with thin hair who looks much older than his age. He favors ink-stained leathers and endless cups of boiling hot tea. Jurisk is a moneylender and the leader of the Trades Ward cell of the Red Sashes.

REGULARS

Most of the clients of the Portal are adventurers, ex-adventurers, or would-be adventurers eager to talk over the latest news of Undermountain. Most of the shady city power groups that have connections to Skullport (as well as the Watch) often send undercover agents to hear the discussion as well. Fans of adventuring, in particular young nobles seeking thrills, often drop by to soak up the chatter and “smell the excitement” of actually being at the doorway of the fabled dungeon. Sellers of maps, weapons, armor, and adventuring gear also frequently drop by for meals, hoping to find clients at nearby tables.

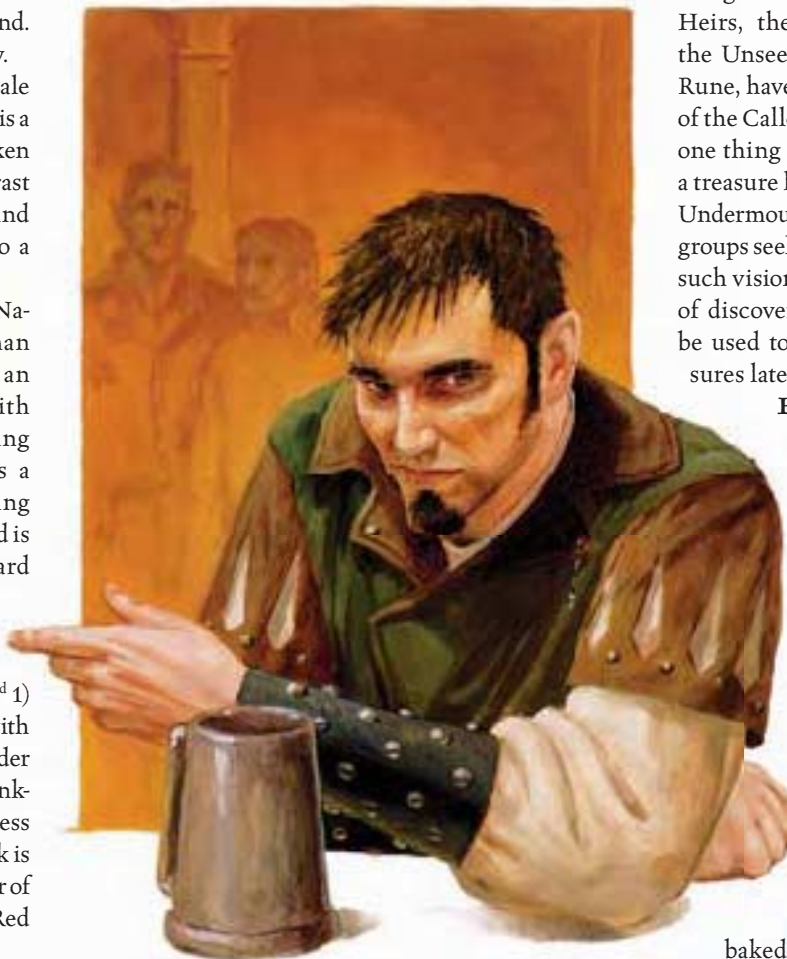
Other regulars include sailors, weary Dock Ward shopkeepers, and tired workers from the Keg or Mother Salinka's who know they can get a good hot meal in relative safety at the Yawning Portal.

THE PREDATORS

As the ranks of the Called have swelled, so too have the ranks of those who prey on them. From charlatans to thieves to spies serving the city's various factions, all manner of predators are found amid the common room of the inn, looking for marks with more money than sense. A few groups, including the Agents of the Eye, Halaster's Heirs, the Shadow Thieves, the Unseen, and the Twisted Rune, have deduced that each of the Called possesses at least one thing of value: a vision of a treasure lost in the depths of Undermountain. Each of these groups seeks to record as many such visions as it can in hopes of discovering clues that can be used to recover such treasures later.

Ellithral the Golden

Ellithral (NG male half-elf bard 5) is well known for his honeyed voice and repertoire of tales. He earned his sobriquet both for his heritage and his charm. The half-elf has long made a living in the taproom of the Yawning Portal Inn, selling adventurers half-baked truths and wishful rumors for small amounts of coin. Ellithral is quick to buy



Jurisk Ulhammond

a drink for any individuals who exit the well alive, offering them a much-needed libation in exchange for an immediate recounting of their tale. Durnan has long tolerated Ellithral's presence, for the credulous half-elf has proven himself relatively harmless, although his willingness to purchase and sell wild tales only adds to the amount of misinformation swirling about the tavern. Unknown to Durnan, Ellithral has recently been *charmed* by Errya Eltorchul (see page 48), making him an unwitting predator on the Called. Errya has asked her “good friend” Ellithral to quietly direct those of the Called who are relatively wealthy to a discreet rendezvous in the depths (the Hall of Many Pillars, location 4) where they can purchase “one-of-a-kind, recently procured, up-to-date” maps of Undermountain.

Jaxsen: Jaxsen (LE male human sorcerer 3) is an ambitious, up-and-coming follower of an evil god who has cast his lot in service to the Eye, which he respects as a powerful tyrant. Jaxsen's immediate superior has ordered him to observe goings-on at the Portal and feed such information back to various Agents of the Eye. Jaxsen has diligently pursued this assignment for months, and his stock has risen rapidly in the organization since Halaster's Call. Jaxsen has an eyeball beholderkin^{Mag} familiar named Xiv. The sorcerer regularly casts *invisibility* on Xiv and dispatches it into the depths to communicate with other Agents of the Eye or to spy on adventuring companies. Jaxsen has an eyeball swarm at his command (see location 9); he uses the swarm to attack adventurers who might have acquired something of value and retrieve such items before they return to the Well.

Trobriand the Metal Mage: A recent addition to the regulars at the inn is a magically disguised Trobriand (NE male human wizard 12/techsmith^{FP} 5/archmage 1), the most powerful surviving ex-apprentice of Halaster. He knows the mental dangers of dwelling in Undermountain and seeks to establish a new surface stronghold, preferably on the site of Halaster's Hold—a spot now occupied by the Yawning Portal Inn. He hasn't yet decided how to proceed with acquiring his stronghold. He likes Durnan, and has grasped just how many favors and connections the old innkeeper can call on. The Metal Mage spends his days in a dark corner of the Yawning Portal common room, scanning the memories of the Called with *detect thoughts* and recording the visions on sheets of vellum. He is aware of the activities of his student, Errya, but for now only watches with quiet bemusement.

ENVIRONS OF THE ENTRY WELL

The immediate area around the Entry Well on the Dungeon Level is well known to patrons of the Yawning Portal Inn and those who dare the depths. Although the Entry Well is regularly scoured of treasure and other items of interest, the passage of adventurers and monstrous predators constantly adds new curios and bones to the mix. Until recently, Halaster supplemented such leavings with monsters and treasures brought in from elsewhere in Undermountain. Although the Mad Mage is dead, his passing added a new twist to this area of the Dungeon Level, collapsing some tunnels and opening up new linkages to explore.

DUNGEON ENVIRONMENT

Here are some general notes about the environment of Undermountain.

Climate: The temperature in the dungeon tends to be a little chilly, but dungeon delvers don't require more than typical adventuring garb. Parts of the dungeon are dank and moldy, while others are dry and dusty. Some parts of

Undermountain vary greatly from the norm, and in such cases the room descriptions note this. Many sources of fresh air lead into the various levels of Undermountain, and unless otherwise noted the air in the dungeons is clean except for some occasional dustiness or dampness.

Ceilings: Unless otherwise noted, ceilings in rooms are 10 feet above the floor. Although once constructed of smooth stone, most ceilings bear the cracks and pockmarks from centuries of age and countless battles. Unless otherwise noted, PCs can climb ceilings (hanging from handholds) with a DC 25 Climb check.

Floors: Most floors in Undermountain rooms consist of relatively smooth stone or worked flagstones. Neither floor type requires special rules for movement.

Floors in caverns should be considered rough stone floors. Treat rough stone floors as difficult terrain (costs 2 squares of movement instead of 1) unless otherwise noted.

Other floor types exist in Undermountain, and when necessary, details appear in the description of a room. For more information on floors, see page 60 of the *Dungeon Master's Guide*.

Walls: Halaster and the dwarves and drow before him constructed Undermountain of walls of superior masonry. Cavern walls are typically unworked. Both types of walls have a Climb DC of 20, 15 hit points per inch of thickness, and hardness 8.

Thin walls between rooms are 1 foot thick and have 90 hit points (half normal) because they lack the support of bedrock behind them.

Doors: Unless otherwise noted, doors in Undermountain are 4 inches thick, 5 feet wide, and made of stone. They sit and hang on pins on one side, usually the left side if one pushes the door open. Doors open into rooms from hallways, and into smaller rooms from larger ones, as a rule of thumb.

Stone doors have hardness 8, 60 hit points, and a break DC of 28 whether stuck or locked. All doors have built-in good locks (Open Lock DC 30 to lock or unlock), but keys are largely missing, and locks are often broken. Unless otherwise noted, doors are not locked or barred.

For more information about dungeon doors, see page 60 of the *Dungeon Master's Guide*. For more information about locks, see page 61.

Secret Doors: In general, secret doors consist of stone made to blend in with the surrounding walls. A typical secret door can be found with a DC 20 Search check, and it might or might not have a lock or even be openable from the side the PCs stand on. Remember that dwarves receive a free Search check to note unusual stonework, and elves get a free Search check to find secret or concealed doors.

Light and Darkness: Most of Undermountain is unlit by any light source, but some rooms and halls might be lit by ancient magic or recent inhabitants. Room descriptions assume the PCs can see about 60 feet using some sort of light source or

darkvision, so be sure to modify your description of the room if the PCs can see a shorter or longer distance in the dark.

Listen Checks: Remember that PCs passing near a door, secret door, or hall leading to a room with some activity in it might have an opportunity to hear what's happening on the other side. Similarly, creatures in distant rooms or passages have a chance to hear the PCs. See page 78 of the *Player's Handbook* for modifiers to Listen checks.

Spot Checks: Spot checks function normally in Undermountain, but remember that PCs can see only as far as their light sources reveal.

Random Encounters: Use the rules presented in the *Dungeon Master's Guide* on page 78. You can roll for a random encounter as often as you like, but keep in mind the party's condition and how the number of random encounters can affect how populated the dungeon seems to be.

Teleportation: Conjunction (teleportation) spells transport all affected creatures and objects to another random location within Undermountain. When a caster outside Undermountain attempts to *teleport* into the dungeon, the effect redirects his or her destination to another random location (outside Undermountain) reachable by the spell.

Traps: Traps of endless variety litter Undermountain's halls and rooms. Some traps exist merely to move dungeon delvers deeper into the dungeon or to get them lost. Use the traps described in the *Dungeon Master's Guide*, pages 70–71. When using traps, keep in mind their effect on the pace of the game; one hidden pit or arrow trap can cause the PCs to slow to a crawl as they check every step for hidden danger.

POWER GROUPS

The Environs of the Entry Well are currently dominated by three independent factions.

Brainburn's Legion: The flameskull^{LE} known as Brainburn and its baneguard^{LE} and dread^{LE} minions are recent arrivals to Undermountain, dispatched by its masters in the Twisted Rune. Brainburn believes that the path to understanding Halaster's traps is to prey upon the Called and cast *detect thoughts* to pry their visions from them. Brainburn has claimed the area west of the Chasm of the Mad Mage, stretching from the Black Water Corridor (location 8) to the Falling

Stair (location 13), and from the Hungry Face (location 10) to the Chamber of the Well (location 16).

Errya Eltorchul: Errya Eltorchul (CE female human rogue 2/wizard 3) is the viperlike daughter of Lord Thesp Eltorchul who fled into the depths of Undermountain in disgrace. Although a student in good standing in the arcane academy of Halaster's Heirs, Errya seeks to restore the fortune lost to her when she broke from her family. Errya is earning extra coin selling somewhat accurate "post-earthquake" maps to the Called. Errya has asked her "good friend" Ellithral to quietly direct those of the Called who are relatively wealthy to a discreet rendezvous in the depths (the Hall of Many Pillars, location 4) where they can purchase up-to-date maps of Undermountain. Ellithral communicates with Errya by leaving messages in his guest room at the Yawning Portal, which she periodically scries with *clairvoyance* spells.

Halaster's Heirs: The arcane spellcasters studying under Trobriand and Muiral keep a close watch on affairs in the immediate environs of the Entry Well. By dint of their magical prowess, they have secured safe passage to and from the Entry Well through the territory controlled by the Sluggard goblin tribe. The wizard school lies in chambers to the north-east and east of the Entry Well, but one must proceed north or west and south in order to reach it. The school doesn't appreciate visits by adventurers, and isn't quick to offer aid or shelter to any who wander into its holdings.

Sluggard Goblins: The Sluggard goblin tribe, whose name has degenerated from the original Slug-herd mantle it once claimed, occupies the corridors and chambers north of the Entry Well. The Sluggards are known for their control of a metalmaster^{LE}, a monster that resembles a giant slug and has the ability to attract metal, but otherwise they have little claim to fame. The Sluggards regularly patrol the immediate environs of the Entry Well and are not above preying on wounded, treasure-carrying adventurers—or even healthy, unwary adventurers who appear to have something the Sluggards want (and the Sluggards want everything). However, since Halaster's Call, the Sluggards have largely withdrawn into their holdings, hoping to ride out the ensuing chaos. A few guards and sentries can be encountered when adventurers enter the dungeon around the Entry Well, but the majority of the tribe has retreated to its holdings in the north.

UNDERMOUNTAIN CHEAT SHEET

Here are some statistics you might find handy as you run the encounters described in this adventure.

Door (Stone): 60 hp, hardness 8; break DC 28 (stuck or locked).

Secret Door (Stone): Search DC 20; 60 hp, hardness 8; break DC 28 (stuck or locked).

Lock (Good): 30 hp, hardness 15; Open Lock DC 30. Note that locks built into dungeon doors cannot be attacked separately from the door.

Floor (Room): No special rules unless otherwise noted.

Floor (Cavern): Costs 2 squares per move instead of 1.

Ceiling (Room): Climb DC 25.

Ceiling (Cavern): Climb DC 25; increases by 5 if surface is slippery.

Wall (Room): Hit points vary based on thickness (hardness 8); Climb DC 20. If the wall is a thin wall (1 foot thick) between rooms: 90 hp, hardness 8; break DC 35, Climb DC 20.

Wall (Cavern): Hit points vary based on thickness; hardness 8; Climb DC 20.

[illegible]

RANDOM ENCOUNTERS

All manner of monsters can be encountered on the Dungeon Level of Undermountain. Most fall into one of two groups: agents of one of the power groups mentioned above and subterranean predators.

Possible random encounters are described below.

Darkmantle (EL 1): This flying squidlike creature is creeping along the ceiling in search of prey to ambush. See *Monster Manual* page 38 for more information.

CR 2; Small magical beast; HD 1d10+1; hp 6; Init +4; Spd 20 ft., fly 30 ft. (poor); AC 17, touch 11, flat-footed 17; Base Atk +1; Grp +0; Atk Slam +5 melee (1d4+4); Full Atk Slam +5 melee (1d4+4); SA Darkness, improved grab, constrict (1d4+4); SQ Blindsight 90 ft.; AL N; SV Fort +3, Ref +2, Will +0; Str 16, Dex 10, Con 13, Int 2, Wis 10, Cha 10.

Skills and Feats: Hide +10, Listen +5, Spot +5; Improved Initiative.

Choker (EL 2): This halfling-sized creature lurks in a shadowy corner near the ceiling. It attacks by snapping out its spindly limbs like a whip. See *Monster Manual* page 34 for more information.

CR 2; Small aberration; HD 3d8+3; hp 16; Init +6; Spd 20 ft., climb 10 ft.; AC 17, touch 13, flat-footed 15; Base Atk +2; Grp +5; Atk Tentacle +6 melee (1d3+3); Full Atk 2 Tentacles +6 melee (1d3+3/1d3+3); SA Improved grab, constrict (1d3+3); SQ Darkvision 60 ft.; AL CE; SV Fort +2, Ref +5, Will +4; Str 16, Dex 14, Con 13, Int 4, Wis 13, Cha 7.

Skills and Feats: Climb +13, Hide +10, Move Silently +6; Improved Initiative, Lightning Reflexes, Stealthy.

Cerebral Symbiont (Cerebral Hood) (EL 1/2): This black, leathery, raylike creature undulates through the air in search of a humanoid host. See *Fiend Folio* page 216 for more information.

CR 1/2; Tiny aberration; HD 2d8; hp 9; Init -3; Spd 5 ft., fly 20 ft. (good); AC 11, touch 9, flat-footed 11; Base Atk +1; Grp -11; Atk Tail slap -1 melee (1d4-4); Full Atk Tail slap -1 melee (1d4-4); SA Engulf, mind blast, mind feeding; SQ Blindsight 60 ft., darkvision 60 ft., mouth tube, symbiont traits, telepathy 100 ft.; AL LE; SV Fort +0, Ref -1, Will +4; Str 3, Dex 5, Con 11, Int 16, Wis 12, Cha 14, Ego 15.

Skills and Feats: Concentration +5, Hide +10, Knowledge (local) +8, Move Silently +6, Spellcraft +7, Survival +2; Improved Initiative, Lightning Reflexes.

Clockroach (EL 1): Unleashed by Halaster's Heirs, this dog-sized metal bug scuttles through the Dungeon Level, cleaning up debris. See *Monster Manual IV* page 28 for more information.

CR 1; Small construct; HD 1; hp 15; Init +3; Spd 30 ft., burrow 15 ft., climb 30 ft.; AC 14, touch 14, flat-footed 11; Base Atk +0; Grp -4; Atk Pincer +1 melee (1d4); Full Atk 2 pincers +1 melee (1d4/1d4); SA Breath weapon (30 ft. line, once every 5 rounds, 3d4 acid, Reflex DC 14 half); SQ Darkvision 60 ft., low-light vision, tremorsense 60 ft., construct traits; AL N; SV Fort +0, Ref +3, Will +0; Str 11, Dex 17, Con —, Int —, Wis 11, Cha 10.

Skills and Feats: Climb +8, Hide +7, Listen +0, Spot +0.

Crawling Claw Swarm (EL 2): A scrabbling swarm of human-looking hands skitters on fingertips across the floor. See *Lost Empires of Faerûn* pages 163–164 for more information.

CR 2; Tiny construct; HD 5d10; hp 27; Init +0; Spd 20 ft.; AC 14, touch 12, flat-footed 14; Base Atk +3; Grp —; Atk Swarm (1d6); Full Atk Swarm (1d6); Space 2-1/2 ft.; Reach 0 ft.; SA Distraction, smite fallen; SQ Blindsight 60 ft., construct traits, sightless, swarm traits; AL N; SV Fort +1, Ref +1, Will -2; Str 10, Dex 10, Con —, Int —, Wis 5, Cha 1.

Skills and Feats: —.

Dread (EL 2): A skeletal pair of arms float through the air, gripping a rusty old longsword. See *Lost Empires of Faerûn* page 169 for more information.

CR 2; Small undead; HD 3d12; hp 19; Init +3; Spd Fly 40 ft. (good); AC 16, touch 14, flat-footed 13; Base Atk +1; Grp -2; Atk Longsword +3 melee (1d8+1/19-20) or Claw +3 melee (1d3+1); Full Atk Longsword +3 melee (1d8+1/19-20) or 2 claws +3 melee (1d3+1/1d3+1); SA Frightful presence; SQ Damage reduction 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits, weapon use; AL NE; SV Fort +1, Ref +4, Will +4; Str 12, Dex 16, Con —, Int —, Wis 12, Cha 1.

Skills and Feats: Listen +5, Spot +5.

Goblins (3) (EL 1): Three goblins of the Sluggard tribe mount an irregular patrol through the immediate environs of the Entry Well. They hope to catch inexperienced adventurers unaware and gain spoils for themselves while also watching for anything that might pose a danger to the greater tribe. See *Monster Manual* page 133 for more information.

CR 1/3; Small humanoid (goblinoid); HD 1d8+1; hp 5; Init +1; Spd 30 ft.; AC 15, touch 12, flat-footed 14; Base Atk +1; Grp -3; Atk Morningstar +2 melee (1d6) or javelin +3 ranged (1d4); Full Atk Morningstar +2 melee (1d6) or javelin +3 ranged (1d4); SQ Darkvision 60 ft.; AL NE; SV Fort +3, Ref +1, Will -1; Str 11, Dex 13, Con 12, Int 10, Wis 9, Cha 6.

Skills and Feats: Hide +5, Listen +2, Move Silently +5, Ride +5, Spot +2; Alertness.

Grick (EL 3): This wormlike monster with four tentacles surrounding a sharp beak creeps through the Dungeon Level's corridors in search of prey. See *Monster Manual* page 139 for more information.

CR 3; Medium aberration; HD 2d8; hp 9; Init +2; Spd 30 ft., climb 20 ft.; AC 16, touch 12, flat-footed 14; Base Atk +1; Grp +3; Atk Tentacle +3 melee (1d4+2) or Bite -2 melee (1d3+1); Full Atk 4 Tentacles +3 melee (1d4+2) or Bite -2 melee (1d3+1); SQ Damage reduction 10/magic, darkvision 60 ft., scent; AL N; SV Fort +0, Ref +2, Will +5; Str 14, Dex 14, Con 11, Int 3, Wis 14, Cha 5.

Skills and Feats: Climb +10, Hide +3, Listen +6, Spot +6; Alertness, Track.

Jermlaine (2) (EL 1): These tiny, filthy fey sneak through the corridors of Undermountain in search of food and treasure. See *Monster Manual II* page 131 for more information.

CR 1/2; Tiny fey; HD 1/2d6-1; hp 1; Init +3; Spd 40 ft.; AC 15, touch 15, flat-footed 12; Atk Tiny shortspear -2 melee (1d3-4/x3) or Diminutive dart +5 ranged (1d3-4); Space 2-1/2 ft.; Reach 0 ft.; SQ Low-light vision, speak with rats; AL NE; SV Fort -1, Ref +5, Will +5; Str 3, Dex 17, Con 8, Int 8, Wis 16, Cha 5.

Skills and Feats: Animal Empathy +1, Craft (trapmaking) +3, Hide +15, Listen +9, Move Silently +7, Spot +9; Alertness.

Kenku Sneak (EL 1): This birdlike humanoid creeps through the corridors of the Dungeon Level cloaked in heavy robes on its way to meet with some of its fellows. It has no patience for anyone who gets in its way, and it sees adventurers as easy marks for its appetite for unguarded trinkets and coin purses. It might decide to offer its services to a group of adventurers (and actually aid them for an encounter or two) in order to get close to them to see what they are up to and to gauge how best to make a profit from the meeting—in other words, to size them up and see what treasures they might be carrying. See *Monster Manual III* page 86 for more information.

CR 1; Medium humanoid (kenku); HD 1d6-1; hp 5; Init +7; Spd 30 ft.; AC 16, touch 13, flat-footed 13; Base Atk +0; Grp -1; Atk Claw -1 melee (1d3-1) or short sword -1 melee (1d6-1/19-20) or sap -1 melee (1d6-1 nonlethal) or shortbow +3 ranged (1d6/x3); Full Atk 2 Claws -1 melee (1d3-1/1d3-1) or short sword -1 melee (1d6-1/19-20) or sap -1 melee (1d6-1 nonlethal) or shortbow +3 ranged (1d6/x3); SA Sneak attack +1d6; SQ Great ally, low-light vision, mimicry, trapfinding; AL NE; SV Fort -1, Ref +5, Will +1; Str 8, Dex 17, Con 8, Int 12, Wis 13, Cha 14.

Skills and Feats: Bluff +6, Disable Device +5, Disguise +6, Gather Information +6, Hide +6, Listen +3, Move Silently +6, Open Lock +7, Search +3, Sleight of Hand +5, Spot +3, Tumble +5; Improved Initiative.

Lurking Strangler (EL 2): This aberrant monstrosity is a strand of striated muscle linking two floating eyeballs. From time to time such creatures wander away from the Eye's lair on the Sargauth Level to stalk the Underhalls in search of prey. See *Monster Manual III* page 100 for more information.

CR 2; Tiny aberration; HD 2d8+2; hp 11; Init +4; Spd 5 ft., fly 20 ft. (good); AC 16, touch 16, flat-footed 12; Base Atk +1; Grp -10; Atk Eye ray +7 ranged touch or lash +7 melee (1d4-3); Full Atk 2 eye rays +7 ranged or lash +7 melee (1d4-3); Space 2-1/2 ft.; Reach 0 ft.; SA Eye rays, suffocate; SQ All-around vision, darkvision 60 ft., flight; AL LE; SV Fort +1, Ref +4, Will +3; Str 5, Dex 19, Con 13, Int 4, Wis 10, Cha 20.

Cause Fear Eye Ray: As the spell; range 30 ft.; Will DC 11 negates.

Sleep Eye Ray: As the spell, except that it affects one creature of up to 4 HD; range 130 ft.; Will DC 11 negates.

Skills and Feats: Hide +12, Listen +5, Search +1, Spot +8; Alertness, Weapon Finesse.

Splinterwaif (EL 2): This thin, feylike humanoid has long, pointed fingers, barklike skin, and a forest of razor-sharp wooden spines for hair. It preys on children it catches in the city above, retreating into Undermountain between meals. If the PCs encounter the creature, it carries a living child it has just captured and brought into the dungeon to feast upon in peace. The encounter begins when the PCs hear the muffled sobs and cries for help coming from the captured child. See *Monster Manual III* page 164.

CR 2; Medium fey; HD 2d6+5; hp 12; Init +9; Spd 50 ft., climb 50 ft.; AC 17, touch 15, flat-footed 12; Base Atk +1; Grp +1; Atk Claw +6 melee (1d4) or splinterspit +6 ranged (1d6); Full Atk 2 claws +8 melee (1d4/1d4) or splinterspit +8 ranged (1d6); SA Call brambles, sneak attack +2d6, splinterspit, transformation; SQ Camouflage, damage reduction 5/silver, low-light vision, spell resistance 7, superior woodland stride; AL NE; SV Fort +1, Ref +8, Will +5; Str 11, Dex 20, Con 12, Int 18, Wis 14, Cha 16.

Skills and Feats: Balance +12, Bluff +8, Climb +13, Diplomacy +5, Disguise +8, Hide +10, Intimidate +5, Jump +10, Knowledge (local) +6, Listen +4, Move Silently +10, Search +7, Sense Motive +5, Spot +4, Survival +5, Tumble +10; Improved Initiative, Toughness, Weapon Finesse.

ENVIRONS OF THE ENTRY WELL DESCRIPTIONS

The following locations can be found on the Dungeon Level of Undermountain. The basic location descriptions are followed by specific tactical encounters for these areas. See the accompanying map on page 49.

1. ENTRY WELL (EL 5)

The last echoes of the crowd's toasts and betting whisper about you as you descend into the well. As the flickering light from the torches above fades, a chill overtakes you, and you find yourself still sinking with no end in sight. You drop slowly and steadily deeper on the rope, almost as if you were the bait on an unweighted fishing line in placid waters, but the cold and the quiet of the well that surrounds you is anything but peaceful. The silence has more of a threatening quality to it.

After being lowered for what seems like too long a time, you at last see the bottom. Below you stretches sand-covered ground and whatever fate awaits you in Undermountain.

When the PCs reach the bottom of the well, read:

Several inches of sand covers the floor of this roughly square room. Broken and dented shields hang on stone walls covered with chalk and charcoal graffiti. The ceiling looms a mere 10 feet above you—as it does in the hallway that leads out of the room to the south—but a 30-foot-diameter hole in the ceiling forms a chimney that rises up over a hundred feet.

This is the bottom of the Entry Well, and the hole above leads up to the Yawning Portal Inn.

Graffiti: The writing on the walls consists of dire warnings, snippets of popular songs and poetry, and the crude commentary common to graffiti everywhere. It's written in Common, Elven, Dwarven, Halfling, Gnome, Orc, and Goblin. (DMs should feel free to add other languages to suit their campaigns.) Many people have written in Common that “‘So-and-so’ was here.” These messages were often left as proof of fulfillment of a bet or a dare to spend a night in Undermountain. The writing could say almost anything you like. Here are a few sample inscriptions:

In Orc: “Durnan is a bastard. I swear by Gruumsh that when I get out of here I'll stuff his throat with gold pieces until he chokes. Signed, Slurg.”

In Common: “Hesod—Went to check out strange music only Jayce can hear. Have a few drinks until we get back.”

In Common: “It's been two days. Leave a message if you have returned. Signed, Hesod.”

In Common: “It's been two weeks. I can wait no longer. I'll search for you myself. None of our friends would come with me. If you are not with me when you read this, then I am dead. Avenge my death on those who abandoned us in our time of need. Signed, Hesod.”

In Goblin: “Many swords come here. Do not stay.”

In Common (on the secret door): “Here waits a secret door, but you will not find it or you won't be able to open it, and then you'll rot here in this pit. Ha ha.”

In Common: “Beware the she-wolf and her night hounds. They killed Sarth.”

In Common: “You came here unbidden, now you'll die in this midden.”

In Common: “Tymora, remember me.”

In Dwarven: “Durembar Ironshanks was here and killed more orcs than he could count.”

In Elven (below the preceding): “That means eleven.”

In Common: “Beware the eastern passages. The Metal Mage has made them his home, and he is not to be trifled with.”

In Halfling: “When you hear screaming, go the other way.”

In Halfling by another hand: “Coward!”

In Gnome: “Sorci Laughmantle died somewhere in that maze. She wears a heart-shaped brass ring. If you find her, say a prayer over her bones. We didn't have time.”

Treasure: The shields decorating the walls are worthless, although some bear the mark of noble houses and dwarf clans.

Secret Door: The secret door at the west end of the north wall is a one-way door that can be opened only from the far side. The right combination of knocks and whispered phrases (spoken in Goblin) convince the goblin guards on the far side to open it (see location 2 below). A successful DC 15 Search check reveals a trail of dried slime leading under the door.

Creature: Although no creatures reside in this chamber, wandering monsters (see pages 50–51) pass through here on a regular basis.

If the PCs have drawn the ire of the Sluggard tribe by attacking Sluggard patrols, or if the Sluggards discover that the PCs are carrying a valuable treasure (such as the *horned ring*), then the goblins plan an ambush as the PCs seek to leave the Dungeon Level.

Tactical Encounter: 2–1, Sluggard Ambush (page 58).

Ad Hoc XP Award: If the PCs escape up the well without killing the metalmaster, award them 300 XP plus 50 XP per goblin killed.

2. SLUGGARD SENTRYPOST

This dead end is notable only for the one-way secret door that leads south into the Entry Well (location 1).

Creature: A goblin sentry waits behind the secret door guarding the entrance into the Sluggard tribe's domain. He flees if he spots a nongoblin coming down the corridor or if

he is tricked into opening the secret door and does not see someone he expects. (He expects only other goblins of the tribe or a student of Halaster's Heirs academy.)

Goblin (1): hp 5; *Monster Manual* page 133.

3. SLUGGARD GUARDPOST

This rectangular chamber has seen a great deal of use over the years as a guardpost. In addition to its proximity to the primary tunnel leading away from the Entry Well, it serves a listening post. Tiny vent-shafts lead up to certain shop cellars in the city above, and from time to time whispers from above can be clearly heard in this room if all is still and the would-be listener makes a successful DC 10 Listen check.

Creatures: Eight goblins of the Sluggard tribe reside in this chamber, lounging around, sleeping, eating, torturing insects and rats, and playing games of chance. At any given time, one goblin stands by the secret door in the southeast corner, listening for the passage of adventurers. It must make a successful Listen check with a +2 modifier to hear any such sounds of passage. The goblins know to avoid using the north passage from location 4 and do not molest anyone who proceeds north from location 4 without awakening the caryatid column.

Tactical Encounter: 2–2, Sluggard Guardpost (page 60).

Ad Hoc XP Award: If the PCs pass through this area and manage to avoid fighting with the goblins, award them 50 XP.

4. HALL OF MANY PILLARS

Broad steps lead down into an irregularly shaped room filled with a forest of twelve thick granite pillars. The vertebrae of some large beast lie scattered about the floor in a haphazard fashion. There are three other sets of broad stairs and exits, one for each compass point. Otherwise, the room appears empty. On the southeastern diagonal wall someone has written "Certain death this way!" with an arrow pointing at the southern exit. On the northwestern diagonal wall someone else has written "Even worse this way!" with an arrow pointing to the northern exit. Unlike in much of the rest of the dungeon, the ceiling in this room appears to be about 12 feet tall.

Images of Halaster's great accomplishments once decorated the pillars in this room, but centuries of battles and traffic in the room have left them smoothed off and dingy. One pillar has an open hollow with the stub of a melted blue candle in it. The hollow was once a secret chamber in the stone, but its door was broken away long ago, and now it too is smoothed over.

This area's main feature is that the whole room to the base of each set of stairs is an area of dead magic. This effect functions like an *antimagic field*. Many dungeon denizens know

of the room's properties, and they seek to use it when they are in the area and facing foes who use magic or supernatural abilities.

Creature: One such creature uses it in that way now: a caryatid column placed here by Trobriand the Metal Mage.

The caryatid column has been instructed to attack anyone who attempts to leave by the north or south exit. Otherwise it merely stands in the room and defends itself from attacks. The caryatid column cannot speak, but it does understand Common.

If the PCs have arranged a rendezvous with Errya Eltorchul, she and her bugbear bodyguards wait for them at the top of the northern steps. Errya is willing to sell them a map of the route to the Falling Stair (location 13) for 20 gp.

Tactical Encounter: 2–3, Hall of Many Pillars (page 62).

Treasure: Errya's map is worth 20 gp if it is sold to one of the Called. Once it is sold more than two or three times, copies of it become readily available, and the price falls to 2 gp.

Ad Hoc XP Award: If the PCs avoid fighting the caryatid column, award them 100 XP. If the PCs successfully negotiate for the map, award them 50 XP.

5. HALL OF SHATTERED MIRRORS

This long hall is littered with shards of glass. It stretches into the darkness. Five-foot-deep alcoves are set into the walls on either side at five-foot intervals. Large, empty wooden frames hang in each niche, with bits of shattered mirror clinging to their inside edges like broken teeth in gaping mouths. The frames bear ornate carvings of ghoulish faces and demonic forms.

Allow the PCs an opportunity to ask any questions they might have, and ask them to make Spot checks to notice more details. When they decide to move down the hall, read:

As you pass down the hall, you note that the frame hanging in each alcove appears to be unique. One is carved with daisy flowers, another with roses, and still another with the feathers of some bird. Two unbroken mirrors hang just ahead on your right and left. Mirrors like these two are clearly the source of the glass covering the floor. A clear mirror framed with wooden carvings of dolphins and fish hangs in a niche on the north side of the wall, and a cloudy mirror with ghoulish faces hangs over a flat section of wall where it seems a niche would normally be.

Trap: The clear mirror lies in the third alcove from the east end of the hall. If anyone remains in front of the clear mirror for 1 round or more, a reflection of a ghostly skeletal warrior lunges from the inside the mirror. The "ghost" appears to

draw its sword and viciously slash at anyone reflected in the mirror for 5 rounds before it leaps back into the mirror and disappears. The “ghost” in the reflection and the mirror itself are a *programmed image* made permanent with a *permanency* spell cast here as a prank long ago by Halaster. Feel free to ask for initiative checks and make it appear as though the PCs are being attacked by an assailant they can see only in the mirror.

Creature: The cloudy mirror and section of wall behind it is a mimic standing in the niche. It is the fifth niche from the east end of the hall along the south wall. The mimic hopes to catch passersby unaware. It was attracted to this corridor by the sound of some adventurers smashing the mirrors, and it killed one while the others ran off into the dungeon. Seeing the hall as a good hunting ground, the mimic dragged the body into another room to eat later and smashed the other mirrors in the hall to help hide the blood trail. It also removed the mirror frame from the niche it stands in and hid it with the body.

Tactical Encounter: 2–4, Hall of Mirrors (page 64).

Treasure: The mimic doesn't have any treasure with it, but the frames hanging on the walls are worth a fair amount to the right buyer. The frames are 6 feet tall and 4 feet wide, and each weighs 30 pounds, making them awkward to carry but not heavy for most creatures. A human or similar creature can carry only two at a time, since two mirrors fully occupy both hands. Also, although the frames are made of good hard wood, the decorations on the frames are delicate and can be broken easily. A PC must take a standard action to set down a frame without damaging the carvings—an action that provokes attacks of opportunity. For each attack or drop that damages a frame, the frame suffers a 10% reduction in value. Each frame has hardness 5 and 40 hit points.

The hall appears to hold twelve frames (though one of them is a mimic), and each frame is worth 60 gp. Finding buyers for all the frames, especially the spookier ones, could prove difficult. Their reputation as souvenirs from Undermountain should garner the PCs full value from most interested buyers, however. The carvings on the frames on the north wall are (from east to west): demonic forms, dolphins and fish (*permanent image*), birds of prey, elves hunting stags, eyes of various types and sizes, and ships on a storm-tossed sea. The carvings on the frames on the south wall are (from east to west): ghoulish faces, acrobats and clowns, feathers, faces in clouds blowing wind, ghoulish faces (the mimic), and the house insignias of the various noble houses of the city and the surrounding area (from a century ago).

Ad Hoc XP Award: If the PCs negotiate a truce with the mimic, award them 200 XP.

6. MIMIC'S LARDER

A half-eaten human corpse lies in the northwest corner of this rectangular chamber. An ornately carved frame leaning against the east wall depicts a variety of ships at sea.

Treasure: The frame is worth 60 gp and matches the other eleven found in the Hall of Mirrors (location 5). The mimic stowed the frame here and then took on the form (with its own unique touches) to set its trap in the long hallway.

7. CHASM OF THE MAD MAGE

The corridor ends precipitously at a large chasm in the earth. The chasm extends up and down into darkness. A rickety rope bridge has been strung across the chasm to where the corridor resumes on the far side. The bridge consists of three thick spanning ropes, with one rope for standing on and two ropes for use as handholds. Additional ropes link the spanning ropes in a rough V shape every 5 feet.

The chasm runs roughly west–northwest to east–southeast. This wound to the earth is recent, caused by the earthquake that accompanied Halaster's Call.

Creature: Two darkmantles lurk in the shadows near the roof, waiting to drop on creatures attempting to cross the chasm.

Tactical Encounter: 2–5, Chasm of the Mad Mage (page 66).

Treasure: The bodies of two adventurers lie at the bottom of the chasm, cloaked in darkness. The total value of their combined gear is 200 gp, including armor and weapons (none of which is even masterwork).

8. BLACK WATER CORRIDOR

The corridor before you slopes down into opaque inky black water.

This area consists of a long corridor that bends at the middle. The corridor slopes up at each end, creating a depression that is filled with a pool of black water.

Spells: The flameskull Brainburn has laid a mental *alarm* spell on the passage floor, beneath the water. The flameskull lurks in location 22 until the *alarm* is triggered. It then scries the passage with *clairvoyance* to observe the PCs.

Creatures: Although no creatures dwell here on a permanent basis, Brainburn (see location 22) uses the area to set ambushes upon anyone going to or returning from the Citadel of the Bloody Hand.

Tactical Encounter: 2–6, Brainburn's Ambush (page 68).

9. CURTAIN OF DARKNESS

The corridor before you ends in a rippling curtain of absolute darkness.

Halaster once delighted in creating “curtain of darkness” pit traps that blocked all vision and scrying, absorbed all magic cast out of the pit, and exerted a powerful gravita-

tional effect on anything placed within the pit. The magical chaos unleashed by Halaster's Call has eliminated most of the magical effects in place on this trap, leaving only a conventional pit trap camouflaged in a 10-foot-square area of *deeper darkness*.

Creature: An eyeball swarm lurks near the ceiling above the pit, awaiting instructions from Jaxsen (see page 47). The swarm is hidden by the *deeper darkness* effect.

Tactical Encounter: 2–7, Eyes in the Darkness (page 70).

10. THE HUNGRY FACE

The corridor before you ends in a T. Embedded in the far wall is a 10-foot-wide bas relief of a snarling, demonic face. A round hole in the center of the face's mouth, some 6 inches in diameter, leads down into darkness.

Trap: The Hungry Face is a recognizable landmark, known far and wide among explorers of Undermountain. If the PCs approach from the east (after making it past the pit trap at location 9), they wander into range of this trap. Any character attempting to move toward the face from the east (or past the square in front of the face, if approaching from the north or south) takes 1d6 points of sonic damage as a painful roaring fills the character's ears. This damage begins when a character steps into any square in the east–west corridor that is within 50 feet of the face. The damage is 1d6 points per round for a maximum of 10 rounds—at which time the effect ends permanently for that character only, assuming the character survives. Getting out of the path of the sonic blast also ends the progressive damage; this is accomplished by retreating east more than 50 feet or stepping into the north–south corridor, out of the two squares directly in front of the face.

Knowledge Check: A successful DC 20 Knowledge (local) check reveals that passage past the face for the next 6 rounds can be purchased with payment of a magic scroll (by placing it in the opening in the mouth and letting it slide into darkness), and many explorers of this section of the Dungeon Level carry with them a minor magic scroll for this express purpose.

Unbeknownst to scholars of Undermountain lore, the behavior of the Hungry Face has changed since Halaster's Call. Now the Hungry Face can be appeased only by feeding it a scroll containing a spell it has never eaten. (For the purpose of this adventure, assume that it has never consumed a scroll containing a spell of 3rd level or higher.)

Ad Hoc XP Award: If the PCs bypass the Hungry Face without taking damage, award them 300 XP.

11. THE LIBRARIUM

A strange little passage wends its way around a block of seemingly solid stone. PCs who investigate the west side of

the block can make a Search check to note the presence of a secret door. The secret door is locked with a good quality lock (Open Lock DC 30).

Secret Door (Stone): Search DC 24; 60 hp, hardness 8; break DC 28 (stuck or locked).

If the PCs locate and open the secret door, read:

The door seems to push back when opened, as if it would close shut if no pressure was exerted to keep it open. Beyond it stretches a long chamber. A moldering green rug covers much of the floor, and dark wooden bookshelves line the walls. In the center of the room stands a circular wooden table with a wing-backed armchair beside it. The bookshelves are empty.

This room was once the legendary Librarium of the Dungeon Level. Its guardians were dispatched and its treasures were looted by Trobriand in the immediate aftermath of Halaster's Call.

Treasure: One scrap of scorched paper remains on the table. The page appears to have been torn from a book. On it is written a fragmentary passage discussing the Seventimes, a period in Undermountain's history when the Seven (all apprentices of Halaster) descended into Undermountain in search of the Mad Mage. The passage names the Seven—Arcuturia, Jhesiyra Kestellharp, Muiral the Misshapen, Nester, Marambra Nyghtsteel, Rantantar, and Trobriand the Metal Mage—and describes how they all died horribly while searching for their master (which is far from the truth of the matter).

12. GATEWAY TO THE FOREST KINGDOM

A large, ornately fluted stone archway leads into this high-ceilinged room. Directly opposite the entrance is a fist-sized area of glowing radiance illuminating a tiny inscription. The walls and floor of this room are splattered with blood. Six humanoid corpses lie on the floor, their bodies torn apart and eaten, but no sign of their killers remains.

If the PCs investigate the small chamber off the northwest corner of this room, read:

The bodies of four aberrant monsters lie in a heap in this chamber, their bodies untouched. Each resembles a large brain with a beak and a thicket of long, spiny tentacles.

This large rectangular chamber was recently the site of a desperate battle. The Company of the Violet Wyrms had camped here, waiting for the next new moon and the portal to open so it could return home. Before this occurred, the company

was attacked by a pack of grells. The company was destroyed, but not before it killed all but two of the grells.

Creature: The two surviving grells lurk near the ceiling, directly above the entrance to the large chamber. Although they have recovered from their wounds, they have remained here in hopes of finding fresh prey in search of the portal. The grells have deliberately dragged the bodies of their fellows into the small chamber to the northwest so as not to alert new arrivals to the nature of the foe they face.

Tactical Encounter: 2–8, Gateway to the Forest Kingdom (page 72).

Treasure: Several items worth salvaging lie amid the bodies in the main room, including a *potion of cure moderate wounds*, a masterwork silver dagger, a scroll of *rope trick*, and a *wand of burning hands* (25 charges).

13. FALLING STAIR

The Falling Stair is a famous landmark of the Dungeon Level. It leads up to the Citadel of the Bloody Hand.

Trap: If the PCs examine the stair, they find it blocked with fallen stone. This effect occurs whenever living creatures approach within 50 feet of the foot of the stair, even if there is already a living creature on the stair. Creatures on the stair when the trap is triggered take 10d6 points of bludgeoning damage from the falling stone. Creatures who remain within 50 feet of the stair until the rubble clears can proceed up the stairway without issue.

Creatures: As the PCs climb the Falling Stair, two living balls of flame (living spell^{MM3} *flaming spheres*) bounce down the stairs to attack.

Tactical Encounter: 2–9, Falling Stair (page 74).

Treasure: The treasure offered by Jhesiyra is her long-lost *horned ring* (new item; see page 218).

14. SOUTHFORT PORTAL

The “Portal Round the Well” links this corridor to a grassy hillock outside Southfort Keep, on the seaward side of the caravan road, just south of the city. The portal is activated by walking south from the Hungry Face past the Falling Stair, turning left, walking into the Chamber of the Well, around the well, and back toward the Hungry Face.

Fallen Wall: On the west wall of the corridor, just north of the portal, is a fallen wall. A successful DC 15 Search check reveals that this section of wall has recently fallen into place, blocking passage beyond. The Bonecrusher Trap has not been reset since Halaster’s Call, and no magic or muscle seems strong enough to reset it.

15. CHOKER CORRIDORS

Along the north wall is a set of old and rusty climbing rungs that lead up to a dark, narrow shaft cloaked in

cobwebs, just barely wide enough for a full-grown human to enter.

Eighteen feet above the corridor floor, two small doors are set in the north wall. A bare crawl-corridor leads into a maze of 4-foot-high passages behind each door.

Doors: The doors are sliding, unfastened wooden panels.

Creatures: These low corridors are the lair of a pair of chokers. The creatures avoid hunting in the immediate vicinity of their lair, since they are cunning enough to avoid detection by those who might hunt them.

Tactical Encounter: 2–10, Choker Corridors (page 76).

Treasure: Amid a pile of debris lie the remains of a long-dead explorer. His only gear worth salvaging is a mithral shirt.

16. CHAMBER OF THE WELL

This chamber is round, its walls curving smoothly to form a dome high overhead. The center of the room contains a 20-foot-diameter circular hole without parapet or railings. The air is cold, but still. No breeze comes up from the depths.

Creature: At the bottom of the well lies a summoning ooze^{MM3}, hidden behind a *permanent image* of the webs.

Tactical Encounter: 2–11, Chamber of the Well (page 78).

Treasure: Underneath the *permanent image* and the bulk of the ooze are three +1 arrows and a *Quaal’s feather token* (swan boat).

17. STOREROOM

This rectangular chamber contains the remains of a few crates, and moldy foodstuffs lie scattered about the room. The south wall contains a crudely painted image of an archway with a brief inscription above it.

Once used as a storeroom, this chamber is now devoid of any useful items. The area outlined by the archway on the south wall is actually a portal, known to veteran Undermountain explorers as the Helmgate, which leads from here to the Hall of the Black Helm on Level 2 of the dungeon (see page 90). The inscription reads, in Common, “Back in to move on.” The portal is activated for any character who approaches the archway by walking backward into the wall.

18. WHITEHELM TOMB TRAP

The floor of this corridor contains a trap to dissuade intruders from reaching the tomb beyond.

Trap: As the PCs step on this section of floor, the floor suddenly vanishes, dropping anyone standing on it into the pit below. It returns 1 round later.

Camouflaged Pit Trap: CR 1; mechanical; location trigger; manual reset; Reflex DC 20 avoids; 20 feet deep (2d6, fall); Search DC 24; Disable Device DC 20. Any creature occupying the floor's space upon its return takes 1d6 points of damage and either falls in (2d6 points of additional damage) or is shoved out and away from location 21.

19. CRYPT OF SHIELDS

This large chamber is littered with bones—many bearing teeth marks—and rusty weapons. The room also contains fourteen stone coffins, all about 5 feet long and 2-1/2 feet wide. Their lids are inscribed with runes. The lid of each coffin is askew and the remains removed.

The lid of each coffin is inscribed with Dwarven runes identifying who was buried within (“Ardheg son of Bulmi, Shield of Bereg Whitehelm,” and so on). All coffins bear the remains of “Shields” or “Honored Axes” of Bereg Whitehelm.

Creature: Three dreads, a rare type of undead consisting of two skeletal arms wielding a sword, lurk amid the bones. The dreads have been commanded to not reveal themselves unless attacked. These are the dreads Brainburn uses to ambush the PCs (see Tactical Encounter 2–6, page 68).

Dreads (3): hp 19 each.

20. WHITEHELM STATUE

The battered granite statue of a stern-faced dwarf warrior stands here, at the top of a short flight of stairs, facing east. The statue depicts a dwarf clad in plate armor, axe raised as if to bar passage.

A magic mouth spell has been placed on the statue. Anyone approaching within 10 feet of the statue causes it to speak the following words: “Disturb not the rest of those who served Bereg Whitehelm, or the axes of the dwarves will seek you out and fall upon you!”

21. WHITEHELM MAUSOLEUM

This massive chamber has a roof that reaches some 60 feet into the darkness. The stone floor is polished mirror-smooth. The northeastern corner of the room is dominated by three long, bent steps rising up to form a large dais. Atop the dais is an altar carved from a single piece of stone. The top is smooth and unadorned, except at either end, where it rises into two sweeping arms, formed as candlesticks. Two plain, thick white candles sit in the sockets. Behind the altar, hung from a massive steel crossbar set on six massive steel hooks high on the wall hangs a magnificent, 30-foot-square tapestry depicting a white dragon, rearing up menacingly.

Creatures: Two baneguards lurk behind the tapestry.

Tactical Encounter: 2–12, Whitehelm Mausoleum (page 80).

Treasure: The tapestry is worth 400 gp.

22. WHITEHELM TOMB

This chilly stone chamber has an eastern leg and a southern leg. At the end of the eastern leg hangs a huge silver mirror. At the end of the southern leg rests a plain stone coffin.

The remains of Bereg Whitehelm have been destroyed and are long gone from this tomb.

Unhallow: This tomb lies within the area of an unhallow spell cast on the altar in location 21.

Creature: Behind the permanent image of the mirror is the lair of a flameskull named Brainburn. By capturing and mind-reading the Called as they explore Undermountain, the flameskull is slowly discovering clues to the placement of various treasures. Brainburn uses a mental *alarm* spell placed in location 8 to alert it to the presence of intruders. It then employs *clairvoyance* to observe their passage. Those of the Called who are captured by the flameskull's agents are targeted with *detect thoughts* to learn their secrets.

The flameskull is likely encountered in the Whitehelm Mausoleum (location 21; see Encounter 2–12 on page 80) or in the Black Water Corridor (location 8; see Encounter 2–6 on page 68).

Brainburn: hp 26.

Treasure: The flameskull has placed several treasures it has acquired in the alcove, including a masterwork cold iron longsword, a figurine of wondrous power (silver raven), and a ring of protection +1. The niche also contains two accurate maps, drawn by different artists. The first illustrates the Blue Mermaid Passage (see page 14), linking the well in the cellar of a Dock Ward tavern to Skullport. The second shows the Helmwatch (“staff of thunder and lightning” is written next to that room), a nearby room called the Crypt of Yeldoan, and something called the Hall of the Black Helm. A scribbled note at the bottom of the second map says where to find the Helmgate (the portal described in location 17, above), which transports explorers from the Dungeon Level to the Hall of the Black Helm.

CONCLUSION

By the end of this chapter, the PCs should have explored the immediate environs of the Dungeon Level. Hopefully, they have learned that surviving the perils of Undermountain requires a careful balance of negotiation, strategic withdrawal, and combat. If the PCs succeeded, they have acquired a powerful magic item, allowing them to negotiate the dangers of Undermountain with a distinct advantage over the Called. Moreover, the PCs have two maps that might lead to further adventures in Chapters 3 and 4.

SLUGGARD AMBUSH

Encounter Level 5

Use this tactical encounter with the room description on page 52.

When the player characters first enter the room after descending the Entry Well, no dangers present themselves (unless you want to use a wandering monster encounter; see pages 50–51). Use this tactical encounter instead when the PCs attempt to leave after exploring a portion of the Dungeon Level. As they prepare to use the Entry Well to return to the Yawning Portal Inn, the goblins prod the metalmaster through the secret door into the room and immediately follow it through.

FIRST VIEW

When the characters notice the attacking goblins and their pet, read:

You hear the soft scrape of stone on stone as a portion of the north wall slides open. A strange creature that looks like a slug the size of a draft horse, with glistening, mottled-purple skin and a round mouth full of jagged teeth that opens beneath four stalked eyes. Broken shards of metal cling to the creature's body. It leaves a trail of slime in its wake, and bits of rusty metal skitter along the ground beside it as it moves toward you.

Behind it, three small humanoids with flat faces, broad noses, and pointed ears emerge, prodding the creature forward with their wooden spears.

THE ENTRY WELL

The Entry Well is a dry shaft descending 140 feet from the lip of the rampart in the common room of the Yawning Portal Inn to the sand-strewn stone floor of this chamber. The shaft tapers as it descends, from 40 feet across at its top to 30 feet across at the bottom.

The roof of the Entry Well chamber is 10 feet above the floor, so anyone seeking to climb the walls of the shaft must first jump or be lifted into the air. Climbing the walls of the well at one-quarter speed requires a DC 15 Climb check. Climbing the walls of the well at half speed requires a DC 20 Climb check.

The 200-foot-long rope attached to the hoist is as thick as a human wrist and stout enough to hold the weight of ten armored and heavily laden humans. It ends in a metal hook that usually has a stout wooden bucket affixed to it. The PCs must call for the rope and bucket to be lowered if it isn't waiting at the bottom when they arrive (40% chance the bucket is there). Remember that Durnan requires payment before he allows adventurers to use the hoist to return from the depths.

TACTICS

The Sluggard goblins rush into the Entry Well one round after the PCs begin using the hoist. The metalmaster uses its attraction ability to stall the hoist, hoping to cause metal armored characters to take damage from the fall. The metalmaster does not use its metal storm ability unless all the goblins are already dead or it is reduced to less than one-quarter of its full normal hit points.

DEVELOPMENTS

The hook cannot rise so long as it is within 65 feet of the floor and the metalmaster is using its attraction or telekinesis ability. The hook can be removed by cutting the rope with a slashing weapon in 1 round, assuming the PCs have not already lost their metal weapons. The hook can be untied with a successful DC 10 Use Rope check.

Characters in metal armor who cling to the wooden crossbars must succeed on an opposed Strength check to remain in that position. Characters in the stout leather loops get a +10 circumstance bonus to such Strength checks.

Under normal conditions, the hoist rises 20 feet per round. If any character possessing any kind of metal remains on the rope (by tying himself or herself to the hoist or by making a successful Strength check), then the tavern patrons must make a successful Strength check to raise the hoist by 10 feet. The effective Strength of the tavern patrons is 15. This effective Strength rises by 1 per round (maximum effective Strength 25) as more tavern patrons come to Durnan's aid in using the hoist. Each additional patron increases the hoist speed by 1 foot (maximum effective speed 20 feet).

At the DM's option, the patrons of the Yawning Portal Inn could become part of this encounter. The patrons act in a variety of ways that might aid the characters. After the first round of combat, the patrons watching from on high realize the PCs are losing their metal weapons. In response, they throw down a half-dozen broken table legs, logs of firewood, and the like, all of which function as wooden clubs.

If one of the PCs has reached the top of the Well without a gold coin to pay for his or her exit, the patrons refuse to allow that individual to exit the Well. Some of the patrons start throwing gold coins into the well. A PC on the rope must make a DC 20 Dexterity check to catch one of the coins. The DC is reduced to 15 for PCs standing on the sand below.

If the PCs are forced to take a desperate stand on the sands below, the tavern patrons start to yell out helpful advice, such as "Make a stand in the Hall of Pillars." (This last bit of advice is helpful, since the *antimagic field* of that room negates most of the metalmaster's abilities.)

METALMASTER^{LE}

CR 5

hp 60 (6 HD); fast healing 1

CE Large magical beast

Init +2; **Senses** darkvision 90 ft.; Listen +7, Spot +8

Aura repelling (60 ft.)

Languages Undercommon

AC 14, touch 7, flat-footed 14

Fort +9, Ref +3, Will +3

Speed 20 ft. (4 squares)

Melee bite +9 (2d6+6)

Space 10 ft.; Reach 5 ft.

Base Atk +6; Grp +14

Atk Options magnetism

Abilities Str 19, Dex 6, Con 18, Int 6, Wis 13, Cha 11

SQ detect metal

Feats Alertness, Improved Initiative, Toughness

Skills Listen +7, Spot +8

Repelling Aura (Su) All metallic creatures and objects within 60 feet of the metalmaster are pushed backward. This ability functions like attraction (see above), except that the affected creatures are not entangled, and they move away from the metalmaster rather than toward it. While using this ability, the metalmaster gains a +8 deflection bonus to AC against attacks by weapons that have metal components.

Detect Metal (Ex) A metalmaster automatically senses the presence of any metal (minimum 1 pound) within 60 feet. The exact location is not revealed, but the metalmaster can take a move action to note the direction in which the metal lies. When it comes within 5 feet of metal, the creature knows its location.

Magnetism (Su) A metalmaster can create magical fields of magnetic energy. Once per round as a free action, it can create one of the effects described below (caster level 12th). Its magnetism has an effective Strength score of 25.

A metalmaster's magnetism affects only metallic creatures, creatures wearing metal armor, or creatures carrying metal weapons or shields. Creatures carrying metal objects can simply drop them to avoid the effect. The metalmaster's magnetism affects the dropped objects just as it would any other unattended item.

Each of these abilities functions continuously until the metalmaster's next turn unless noted. Any creature that enters the area of the magnetism is subject to its effects.

Attraction (Su) All metallic creatures and objects within 60 feet of the metalmaster are entangled and dragged closer to it. This ability functions like a bull rush (check modifier +11), except that it does not provoke attacks of opportunity, and targets that lose the opposed check move toward the metalmaster instead of away from it. The metalmaster does not move if it loses the opposed Strength check.

Metal Storm (Su) A metalmaster can turn the shards of metal clinging to its body into a whirling storm of razors. This effect reduces its natural armor bonus by 4, but each other creature within 20 feet takes 4d6 points of slashing damage (Reflex DC 20 half). This effect lasts for 12 rounds.

Telekinesis (Su) A metalmaster can affect one creature or object within 60 feet as if using a *telekinesis* spell (DC 14). Its effective Strength is 25 (+7 bonus) for the purpose of any opposed checks required in conjunction with this ability. If the metalmaster chooses the violent thrust function of the *telekinesis* spell, the effects are resolved immediately and do not last beyond its turn.

3 GOBLINS

CR 1/3

hp 5 each (1 HD)

NE Small humanoid (goblinoid)

Init +1; **Senses** darkvision 60 ft.; Listen +2, Spot +2

Languages Goblin

AC 15, touch 12, flat-footed 14

Fort +3, Ref +1, Will -1

Speed 30 ft. (6 squares)

Melee club +2 (1d4)

Ranged shortspear +3 (1d4)

Base Atk +1; Grp -3

Abilities Str 11, Dex 13, Con 12, Int 10, Wis 9, Cha 6

Feats Alertness

Skills Hide +5, Listen +2, Move Silently +5, Ride +4, Spot +2

Possessions leather armor, light wooden shield

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A metalmaster (M) and three goblins (G) hide behind the secret door, waiting to ambush adventurers.

Secret Door: The secret door can be opened only from the north side (location 2).

Entry Well: The dotted lines show where the shaft of the Entry Well begins on the ceiling of this room.



SLUGGARD GUARDPOST

Encounter Level 4

Use this tactical encounter with the room description on page 53.

The goblins standing watch in this guardpost are not particularly vigilant. There are eight goblins here, supposedly on duty, but in fact they are bored and doing anything other than watching for trouble. One of the goblins has more experience and training than his fellows, and he is the recognized leader of the group.

When the PCs first approach this area, either by passing close to the secret door in the south or examining the double doors to the west, the goblins are sitting down, eating and gambling. Only the goblin near the secret door is actively on watch and alert; the others are more occupied with their food or game.

Use this encounter to set an ambush for the PCs (either as they pass to move deeper into the dungeon or when they return to the Entry Well laden with treasure). If the PCs are particularly attentive and notice the secret door, or if they work their way around to the visible double doors, then the PCs can trigger this encounter by entering the guardpost.

FIRST VIEW

When the characters enter the guardpost, read:

Eight small humanoids with flat faces, broad noses, pointed ears, wide mouths, and small, sharp fangs lurk within this room. They quickly drop their petty amusements and prepare for combat.

When the goblins emerge from hiding to ambush the PCs, read:

A swarm of small humanoids with flat faces, broad noses, and pointed ears emerge from the shadows. They brandish weapons and scream in anger as they charge toward you.

When the tougher, more experienced goblin reveals himself, read:

One goblin appears more confident and capable than the others, wearing better armor and wielding a longsword rather than a morningstar. He orders the others around with harsh, short phrases in the goblin tongue, and suddenly the group moves with purpose as it spreads out around you.

TACTICS (AMBUSH)

If the goblins notice the PCs passing by the secret door and decide to ambush them (either on their way toward the Hall of Many Pillars or during the return trip), it takes 2 rounds for the goblin fighter to gather his forces. In the third round, they emerge from behind the secret door to fall upon the unsuspecting adventurers.

For an even more challenging encounter, have the goblins spring their ambush as the PCs run away from the encounter in the Hall of Many Pillars (location 4). This provides the PCs with a fight they can handle after they (hopefully) fled from one they couldn't. In this case, don't have the monsters from location 4 chase the PCs and join in this battle—the goblin ambush will be more than challenging enough.

7 GOBLIN WARRIORS

CR 1/3

hp 5 each (1 HD)

NE Small humanoid (goblinoid)

Init +1; **Senses** darkvision 60 ft.; Listen +2, Spot +2

Languages Goblin

AC 15, touch 12, flat-footed 14

Fort +3, Ref +1, Will -1

Speed 30 ft. (6 squares)

Melee morningstar +2 (1d6)

Ranged javelin +3 (1d4)

Base Atk +1; Grp -3

Abilities Str 11, Dex 13, Con 12, Int 10, Wis 9, Cha 6

Feats Alertness

Skills Hide +5, Listen +2, Move Silently +5, Ride +4, Spot +2

Possessions leather armor, light wooden shield

GOBLIN FIGHTER

CR 1

hp 8 (1 HD)

NE Small humanoid (goblinoid)

Init +2; **Senses** darkvision 60 ft.; Listen +2, Spot +2

Languages Goblin, Common

AC 17, touch 13, flat-footed 15

Fort +4, Ref +2, Will +0

Speed 30 ft. (6 squares)

Melee longsword +4 (1d6+2)

Ranged javelin +3 (1d4)

Base Atk +1; Grp -1

Abilities Str 14, Dex 14, Con 12, Int 10, Wis 10, Cha 9

Feats Alertness, Weapon Focus (longsword)

Skills Hide +5, Listen +2, Move Silently +5, Ride +4, Spot +2

Possessions studded leather armor, light wooden shield

The goblin fighter rallies the other goblins and constantly issues orders in the Goblin language. This leads to smart tactics by the goblins and results in a +1 bonus on attack rolls for each of the goblin warriors. If the goblin fighter is killed or driven off, this bonus disappears.

The goblin fighter orders the goblins to attack in pairs; the paired goblins seek to flank a single opponent. If one PC is particularly effective against the goblins, the goblin fighter orders the remaining goblins to swarm that character and bring him or her down.

If the PCs effectively employ spells against the Sluggard goblins, the goblin fighter orders his men to retreat to location 4. He knows about the *antimagic field* within the Hall of Many Pillars and hopes to use it against the PCs. (Note that the goblins know not to exit the Hall of Many Pillars by leaving through either the north or south corridors.)

If four of the goblins fall, or if the goblin fighter is reduced to 3 or fewer hit points, the goblins attempt to retreat and escape with their lives.

TACTICS (ENCOUNTER)

If the PCs enter the guardpost, they catch the goblins unprepared. The goblins start the encounter prone, sitting down to eat and gamble. In this case, only the goblin closest to the secret door is standing and ready for a fight. Determine randomly which of the goblins is the goblin fighter before the action starts.

Upon seeing the PCs, the standing goblin rushes to attack while the other goblins spend time standing up. Confused and surprised by the PCs' appearance, the goblins nevertheless refuse to take this intrusion sitting down. They spring up to join the battle at the first opportunity.

When combat is in full swing, four of the goblins (including the goblin fighter) engage the PCs. Meanwhile, the other four goblins run out through the double doors, responding to an order issued by the goblin fighter. Once outside the room, the four goblins move through the Hall of Many Pillars (location 4) to circle around to attack the PCs from behind. When they reach the secret door, they pause to throw javelins before moving into close combat.

The goblin fighter provides a +1 bonus on attack rolls for the goblin warriors for as long as he is in the room, fighting and issuing orders. He directs the goblins to use flanking whenever possible, to team up against powerful PCs, and to keep moving.

If four of the goblins fall, or if the goblin fighter is reduced to 3 or fewer hit points, the goblins attempt to retreat and escape with their lives.

DEVELOPMENTS

The Sluggard goblins start out hostile toward the PCs. Unless the PCs speak Goblin, they can only effectively communicate with the goblin fighter (who speaks Common as well as Goblin). Even so, if the PCs charge into the guardpost, or the goblins are in the midst of springing an ambush, the goblins are not inclined to parley with the PCs.

If the PCs approach the goblins in a friendly manner, or if they have some way to get the goblin fighter's attention, they can try to talk their way out of a battle. (Offering gold or a treasure that the goblins can earn without spilling their own blood often works as an attention-getter.) In this case, a DC 20 Diplomacy check changes the goblins' attitude to unfriendly or better. If the PCs can change the goblins' attitude to indifferent, the Sluggards allow the PCs to retreat if they promise to stay out of Sluggard territory and offer some kind of tribute (worth 25 gp or better). A -5 circumstance penalty applies to the Diplomacy check for every goblin the PCs killed before the negotiations began.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Eight goblins (G) are stationed in this Sluggard Tribe guardpost. Unless the goblins are alerted to the PCs' presence, they are lounging around the room, treated as prone. Only the goblin farthest from the double door is standing in such a situation.

Secret Door: The secret door is in plain sight from inside the guardpost. It features a peephole so that the goblins can spy on activity in the corridor to the south. From the corridor, the secret door can be found with a successful DC 15 Search check.



HALL OF MANY PILLARS

Encounter Level 6, 7, or 8

Use this tactical encounter with the room description on page 53.

If the PCs enter this chamber without arranging a meeting with Errya through her agent Ellithral (see page 46), only the caryatid column is present. It is disguised in the form of a pillar indistinguishable from the other pillars in the room.

If the PCs have arranged a meeting with Errya, then the wizard and her two bugbear henchmen stand at the north end of the room, at the top of the steps, just outside the *antimagic field* when this encounter begins.

FIRST VIEW

When the characters cause the caryatid column to activate, read:

In the blink of an eye, one of the stone pillars becomes a silk-draped, beautiful female figure wielding a bastard sword.

When the characters rendezvous with Errya and her bodyguards, read:

A petite human female with alabaster skin, emerald green eyes, and a head crowned with ringlets the color of flame, stands at the top of the northern steps. She wears an exquisite russet gown and a supremely haughty, sneering expression.

Directly in front of her, two muscular, savage, seven-foot-tall humanoids stand menacingly. They watch you with undisguised hatred and loathing. Coarse hair covers their bodies, and they carry morningstars.

ANTIMAGIC FIELD

A permanent *antimagic field* (as the spell) cloaks this room, affecting spells, spell-like abilities, and supernatural abilities. The effect of the *antimagic field* extends to the top of the steps along each wall. Any spell or magical effect used within, brought into, or cast into the area is suppressed (but not dispelled). Summoned creatures of any type and incorporeal undead wink out if they enter the room and cannot rematerialize until the effect is ended.

The *antimagic field* has no effect on constructs such as the caryatid column, but the column cannot use its break weapon ability within the room. Certain spells are unaffected by an *antimagic field*, as noted in their spell descriptions. Artifacts are unaffected. *Dispel magic* does not remove the field.

CARYATID COLUMN^{FF}

CR 6

hp 53 (6 HD); hardness 8

N Medium construct

Init +3; Senses darkvision 60 ft., low-light vision; Listen -5, Spot -5

AC 22, touch 13, flat-footed 19

Immune construct immunities

Fort +2, Ref +5, Will -3

Speed 30 ft. (6 squares)

Melee +2 *bastard sword* +12 (1d10+9, two-handed) or

Melee +2 *bastard sword* +12 (1d10+7, one-handed) and slam +4 (1d4+2) or

Melee slam +4 (1d4+7)

Base Atk +4; Grp +12

Special Actions break weapon

Abilities Str 20, Dex 16, Con —, Int 6, Wis 1, Cha 1

SQ column form, magic weapon

Feats Improved Sunder, Power Attack, Weapon Focus (bastard sword)^B

Skills Diplomacy -3, Listen -5, Sense Motive +4, Spot -5

Break Weapon (Su) Whenever a creature strikes a caryatid column with a melee weapon, the weapon must make a DC 13 Fortitude save or break and become useless, dealing no damage to the column. A magic weapon uses either the wielder's or its own save bonus, whichever is better.

Nonmagical ranged weapons automatically shatter upon hitting the column, dealing no damage. Magic ranged weapons that make a successful DC 13 Fortitude save can resist this effect.

Note that this ability does not work (and therefore has no effect) while the column is within the area of the *antimagic field*.

Column Form (Ex) In column form, a caryatid column does not radiate magic, and *true seeing* does not reveal its humanoid form. Careful examination of the column (Search DC 25) reveals very faint and distorted lines that make the pillar resemble a woman with a sword. Anyone making a successful DC 12 Knowledge (architecture and engineering) check notes that the column serves no structural purpose since it bears none of the ceiling's weight. A close examination of the top of the column (which can be climbed with a DC 15 Climb check) or a keen eye (Spot DC 20) shows that the column is not cemented or joined to the ceiling. Dwarves and other creatures that have stonecunning receive a free Search check as though actively looking when they pass within 10 feet of a caryatid column.

Changing forms is a swift action.

Magic Weapon (Su) Whenever its +2 *bastard sword* is out of the caryatid column's hands, the creature reverts to stone and becomes a nonmagical sculpture. If the caryatid column then picks up the weapon again, it regains its normal form and magical abilities.

If a caryatid column needs both hands free, it can stow its weapon by simply pressing it against its side, causing it to merge with the caryatid column's body. It can be retrieved by the caryatid column as any character would draw a weapon.

ERRYA ELTORCHUL^{CoS}

CR 5

hp 14 (5 HD)

Female human rogue 2/wizard 3

CE Medium humanoid

Init +6; Senses Listen +4, Spot +4

Languages Common, Elven, Goblin

AC 17, touch 15, flat-footed 13

Resist evasion

Fort +2, Ref +6, Will +5

Speed 30 ft. (6 squares)

Melee masterwork silver dagger +2 (1d4)

Base Atk +2; Grp +1

Atk Options sneak attack +1d6

Combat Gear scroll of *comprehend languages*, scroll of *disguise self*, scroll of *undetectable alignment*, wand of *magic missile* (CL 5th, 25 charges)

Wizard Spells Prepared (CL 3rd):

2nd—*detect thoughts* (DC 15), *touch of idiocy* (DC 16)

1st—*burning hands* (DC 14), *mage armor*†, *sleep* (DC 15)

0—*daze* (DC 14), *detect magic*, *message*, *prestidigitation*

† already cast

Abilities Str 8, Dex 14, Con 10, Int 16, Wis 12, Cha 13

SQ familiar (none at present), trapfinding

Feats Improved Initiative, Scribe Scroll, Spell Focus (Enchantment)

Skills Bluff +9, Concentration +8, Decipher Script +7, Diplomacy +10, Disguise +6 (+8 in character), Forgery +7, Gather Information +12, Intimidate +4, Knowledge (arcana) +11, Knowledge (local) +11, Listen +4, Sense Motive +9, Spot +4, Spellcraft +13

Possessions combat gear plus masterwork silver dagger, ring of protection +1

2 BUGBEARS

CR 2

hp 16 each (3 HD)

CE Medium humanoid (goblinoid)

Init +1; Senses darkvision 60 ft., scent; Listen +4, Spot +4

Languages Goblin, Common

AC 17, touch 11, flat-footed 16

Fort +2, Ref +4, Will +1

Speed 30 ft. (6 squares)

Melee morningstar +5 (1d8+2)

Ranged javelin +3 (1d6+2)

Base Atk +2; Grp +4

Abilities Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 9

Feats Alertness, Weapon Focus (morningstar)

Skills Climb +3, Hide +4, Listen +4, Move Silently +6, Spot +4

Possessions leather armor, light wooden shield, morningstar, 3 javelins

TACTICS (CARYATID COLUMN)

The caryatid column waits until one individual in a group has left the room by a prohibited exit (the north or south corridors). It follows those who leave by a prohibited exit, attacking as it goes, until it has traveled 200 feet from the room. Then, whether it has defeated the target(s) or not, it returns to the room. If the PCs continue to attack the column as it tries to leave, it defends itself until the attacks stop.

If the PCs remain in the room or leave by the east or west exit, the column does reveal itself.

TACTICS (ERRYA)

Errya has no interest in fighting the PCs. If attacked, she immediately retreats, her bugbear bodyguards following in her wake. She trusts the caryatid column to destroy anyone foolish enough to chase her.

DEVELOPMENT

This encounter is too difficult for 1st-level PCs, even if Errya and her bodyguards are not present. It is intended to teach the PCs a lesson: They cannot defeat every creature they meet in the Underhalls. Once they realize the fight is too hard, they can escape the caryatid column by fleeing east or west (though perhaps into an ambush or other danger).

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Room: Steps lead down into an irregularly shaped room. Stone pillars fill the room, rising to the ceiling high above. An *antimagic field* fills the room to the top of the stairs.

Creatures: One pillar is really a caryatid column (C). It reveals itself only if the PCs exit by the north or south corridors. At the top of the north steps, if a meeting was set up, Errya (E) and her two bugbear bodyguards (B) wait to make a deal.



HALL OF MIRRORS

Encounter Level 4

Use this tactical encounter with the room description on page 53.

This room consists of a long hall with alcoves to each side. The frames of mirrors hang in each alcove, but the mirrors have mostly been shattered, and shards of glass litter the floor. A trap waits in the third alcove from the east, along the north wall. A monster hides in the fifth alcove from the east, along the south wall. The monster is a mimic that calls itself Squammulsh, disguised as a cloudy mirror as this encounter begins.

THE CLEAR MIRROR

The trap is mostly harmless, a prank placed within this hall long ago by Halaster. The first unbroken mirror the PCs come across (presuming they enter the hall from the east) is located in the third alcove from the east, along the north wall. It clearly reflects anyone standing before it.

After 1 round of examining the mirror (and being reflected in its clear glass), read this to the PC standing in front of this mirror.

Suddenly, your reflection shimmers, and another form appears in the depths of the mirror. A skeletal warrior rises toward the surface of the mirror, drawing a sword and lunging to strike you.

The character in front of the mirror must make a successful DC 15 Will save to realize that the skeletal warrior is an illusion. If the save fails, the character must stand there and defend against the skeleton's attacks for 5 rounds. At the end of that time, the character attempts another DC 15 Will save. If the second save fails, the character takes 1d6 points of damage from believing that he or she was really injured in the fight.

If the character succeeds on the first Will save, he or she realizes that the skeleton is only an illusion.

THE CLOUDY MIRROR

The second unbroken mirror in the hall is located in the fifth alcove from the east, along the south wall. It appears as a mirror whose glass has grown cloudy with age. In reality, the cloudy mirror is a creature known as a mimic. As the PCs approach the cloudy mirror, they can attempt to gather some clues before the mimic reveals itself. Use the skill checks and information below to describe what the PCs determine as they examine the hall.

SKILL CHECKS

The PCs have many opportunities to use their skills and abilities in this hall to reveal the presence of the lurking mimic before it attacks.

Intelligence DC 10: The carvings of the mirror frame for the cloudy mirror hanging over the flat wall are identical to those on the frame that hangs in the alcove near the east entrance. Allow a PC to make this check only if he has already seen the ghoulish frame near the east entrance.

Spot DC 5: The shards of glass on the ground are all broken pieces of a silver-backed mirror.

SQUAMMULSH THE MIMIC

CR 4

hp 52 (7 HD)

NE Large aberration (shapechanger)

Init +1; Senses darkvision 60 ft.; Listen +8, Spot +8

Languages Common

AC 15, touch 10, flat-footed 15

(-1 size, +1 Dex, +5 natural)

Immune acid

Fort +5, Ref +5, Will +6

Speed 10 ft. (2 squares)

Melee 2 slams +9 each (1d8+4 plus adhesive)

Space 10 ft.; Reach 10 ft.

Base Atk +5; Grp +13

Atk Options crush

Abilities Str 19, Dex 12, Con 17, Int 10, Wis 13, Cha 10

SQ mimic shape

Feats Alertness, Lightning Reflexes, Weapon Focus (slam)

Skills Climb +9, Disguise +13, Listen +8, Spot +8

Adhesive (Ex) A mimic exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that touch 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 weapon that strikes an adhesive-coated mimic is stuck fast unless the wielder succeeds on a DC 16 Reflex save. A DC 16 Strength check is needed to pry it off.

Strong alcohol dissolves the adhesive, but the mimic still can grapple normally. A mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature dies.

Crush (Ex) A mimic deals 1d8+4 points of damage with a successful grapple check.

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 a mimic can detect the ruse with a successful Spot check opposed by the mimic's Disguise check.

Spot DC 10: Forty feet from the entrance, a dark brown stain lies on the gray stone floor, and some shards of glass in the area are similarly stained. A character who examines the stain immediately recognizes it as blood. If the PCs see the stain, and the players don't deduce this on their own or investigate it further, a DC 10 Intelligence check allows them to realize that it is dried blood.

Spot DC 23: If a PC succeeds on a Spot check to this degree, read the following text as the PC notices the mimic breathing:

The cloudy mirror with the carvings of ghoulish faces doesn't look right. The surface of the mirror appears rough rather than smooth, and a similar roughness appears on the wall behind it. As you watch, you think you see a slight movement in the wall and the mirror hanging on it. It's an almost imperceptibly slow pulse or sway.

Survival DC 10: A successful DC 10 Survival check (characters do not need the Track feat) reveals that the bloodstain on the floor continues to the west. Shards of mirror are scattered atop the blood.

Survival DC 15: Someone with the Track feat who succeeds to this degree can deduce that the trail of blood appears to be from a body dragged down the western half of the hall before the mirror shards were deliberately strewn over the hallway.

WHEN MIMICS ATTACK

The mimic, a creature that calls itself Squammulsh, sees an opportunity to add to its lair when the PCs enter the area. Squammulsh attacks the last PC to pass by the alcove it hides in, if the group contains five or fewer adventurers. If there are six or more PCs, Squammulsh tries to remain hidden and does not attack unless several of the PCs appear to be injured or they begin to search its alcove and discover that the cloudy mirror isn't what it appears to be. When the mimic attacks, read:

Lashing pseudopods emerge from the cloudy mirror, reaching toward you.

DEVELOPMENT

Squammulsh wants food, not a fight to the death. If it adheres to and damages one PC, the mimic attempts to bargain with the others. It speaks in heavily accented Common. Squammulsh offers to let the others go if they let it have the PC it adhered to, but the mimic can be bargained into accepting rations or another food source that constitutes at least two weeks' worth of meals. (Although hostile at the beginning of the encounter, the mimic becomes merely unfriendly if it has a PC to use as a bargaining chip. For the mimic to accept something other than the captured PC as a meal, the PCs must change his attitude to friendly or better.) Squammulsh is familiar with the taste of wine, and it immediately becomes friendly and releases the captured PC if offered a wineskin or bottle of alcohol.

If overmatched and near death, Squammulsh doesn't bother to flee. Instead, the mimic wails piteously and begs for its life. In exchange for a bottle of wine and some food with each visit, the mimic promises to remain in the hall and not attack anyone but merely report on who passes through. If supplied at least once a week in this manner, the mimic is true to its word. If the PCs fail to supply the mimic, however, it wanders off in search of food.

PCs who question the mimic about itself find little of interest. Squammulsh's first memories are of the dungeon, and it has stalked the area in search of food ever since. The mimic possesses little sense of direction and has a poor recollection for the layout of the complex. It can tell the PCs about its lair and the discarded frame in a not-too-distant room, and it recalls a room with many pillars where it witnessed a fight between orcs and goblins, but it doesn't know in which direction the pillared hall lies.

TACTICAL MAP DETAILS

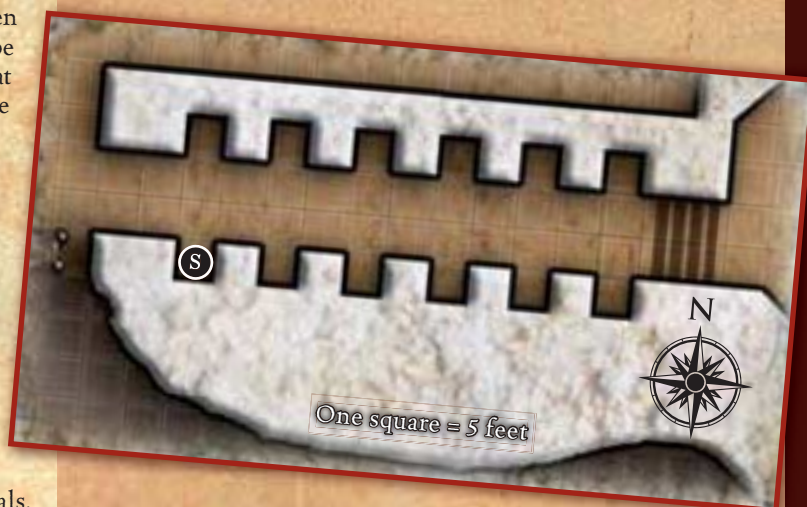
Details on the tactical map are described below.

Clear Mirror: The mirror in the third alcove from the east, along the north wall, contains an illusion trap.

Cloudy Mirror: The mirror in the fifth alcove from the east, along the south wall, contains the disguised mimic.

Other Alcoves: Shattered mirrors hang in the other alcoves, their frames intact but their glass broken.

Creatures: Squammulsh the mimic (S) pretends to be the cloudy mirror. Once a battle begins, it can leave the alcove it is squeezed into and take on its full Large size.



CHASM OF THE MAD MAGE

Encounter Level 2

Use this tactical encounter with the room description on page 54.

A deep, dark chasm splits the Dungeon Level at this point. It is a recent addition to the area, thanks to the earthquake that rocked the city as part of Halaster's Call. Denizens of the Dungeon Level installed the rope bridge shortly after the earthquake, and anyone with 5 or more ranks in Use Rope readily recognizes its recent installation.

FIRST VIEW

When the PCs reach the end of the corridor and see the chasm, read:

The corridor ends precipitously at a large chasm in the earth. The chasm extends up and down into darkness. A rickety rope bridge has been strung across the chasm to where the corridor resumes on the far side. The bridge consists of three thick spanning ropes, with one rope for standing on and two ropes for use as handholds. Additional ropes link the spanning ropes in a rough V shape every five feet.

THE CHASM

The chasm stretches hundreds of feet to the left and right of the bridge. The roof of the chasm is 40 feet above the rope bridge. The floor of the chasm is 20 feet below. A fall into the chasm deals 2d6 points of falling damage. Climbing the rough walls of the chasm requires a DC 15 Climb check.

Rocks of all sizes cover the floor of the chasm; consider this debris to be dense rubble. It costs 2 squares of movement to enter a square with dense rubble. The DC of Balance and Tumble checks increases by 5, and the DC of Move Silently checks increases by 2, when moving through dense rubble.

Treasure available at the bottom of the chasm is described on page 54.

THE ROPE BRIDGE

The rope bridge provides the safest, surest path over the chasm for those wishing to continue to follow this corridor. Crossing the rope bridge requires a character to use both hands and make a successful DC 5 Balance check to move at half speed for 1 round. Using only one hand increases the DC to 10. Using no hands increases the DC to 15.

A failure by 4 or less means you can't move for 1 round.

A failure by 5 or more means you lose your balance and fall from the rope bridge into the chasm (2d6 points of falling damage).

As characters pass the midpoint of the rope bridge, have them attempt DC 20 Spot checks. Anyone who succeeds on the check notices that a portion of the rope bridge underfoot is frayed and broken. This damage isn't enough to make the rope bridge unstable, but it hints at additional secrets that can be revealed if anyone wants to take a closer look. A closer look requires time and a Search check, as described below (see Hanging Around).

THE MONSTERS

A pair of darkmantles hang from the ceiling of the chasm, directly above the rope bridge, in the shadows of the stalactites above. When characters begin to cross the rope bridge (see Tactics), the darkmantles drop to attack. Read:

Two squidlike creatures with stone-hard shells and membrane-laced tentacles drop toward you from the chasm ceiling above, their tentacles unfolding to engulf you.

TACTICS

The darkmantles wait patiently until at least one character makes it halfway across the bridge before dropping from the shadows to attack. In the first round of combat, one of the darkmantles uses its darkness ability while the other drops toward a character on the rope bridge. It seeks to wrap its tentacles around a character's head and constrict its prey.

If it misses its initial attack, the darkmantle flies off to try to drop on a target again.

2 DARKMANTLES**CR 1**

hp 6 each (1 HD)

N Small magical beast

Init +4; **Senses** blindsight 90 ft.; Listen +5 (+1 if blindsight negated), Spot +5 (+1 if blindsight negated)**AC** 17, touch 11, flat-footed 17

(+1 size, +6 natural)

Fort +3, **Ref** +2, **Will** +0**Speed** 20 ft. (4 squares), fly 30 ft. (poor)**Melee** slam +5 (1d4+4)**Base Atk** +1; **Grp** +0**Atk Options** Improved grab, constrict**Spell-Like Abilities** (CL 5th):1/day—*darkness***Abilities** Str 16, Dex 10, Con 13, Int 2, Wis 10, Cha 10**Feats** Improved Initiative**Skills** Hide +10, Listen +5 (+1 if blindsight negated),

Spot +5 (+1 if blindsight negated)

Darkness (Su) Once per day, a darkmantle can cause darkness, as the *darkness* spell (caster level 5th). It most often employs this ability just before it attacks.**Improved Grab (Ex)** To use this ability, a darkmantle must hit a Large or smaller creature with its slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it attaches to the opponent's head and can constrict.**Constrict (Ex)** A darkmantle deals 1d4+4 points of damage with a successful grapple check.

The darkness-using darkmantle attacks in the second round, following the method of attack used by its partner. If the first attacker missed a target, the second darkmantle drops in to make an attempt and to keep the PCs from making ranged attacks on its partner. If the first attacker successfully hit a target, the second one drops to attach to a different PC.

If either attacker misses a target, the darkmantle flies back up to the ceiling, positions itself, and drops to attack again.

The darkmantles are hungry and fearless. They fight until they each kill an opponent or until their opponents kill them.

HANGING AROUND

Any character who crosses the rope bridge and makes a successful DC 20 Spot check notices the frayed portion of the rope bridge where an earlier explorer plunged to her death while fighting the darkmantles. If a character who notices the frayed portion decides to take a closer look, have that character attempt a DC 15 Search check.

A successful check reveals that a body hangs beneath the rope bridge, caught in the tangles of the frayed lines.

If the body is pulled up, the character finds a female human fighter who got separated from her adventuring companions and fell prey to the darkmantles. She was obviously strangled by the tentacled creatures and partially consumed before falling beneath the bridge. (Her position when the PCs find her body made it tough for the darkmantles to reach her after they disengaged and flew off.)

If the PCs have come into Undermountain to search for a missing adventurer, this could be that person. Otherwise, the following items can be recovered from the corpse:

Half-plate armor, heavy steel shield, +1 *longsword*, masterwork shortbow, with 14 arrows, rations (1 week), waterskin (half full), wineskin (full), wineskin (empty), purse (containing 200 gp).

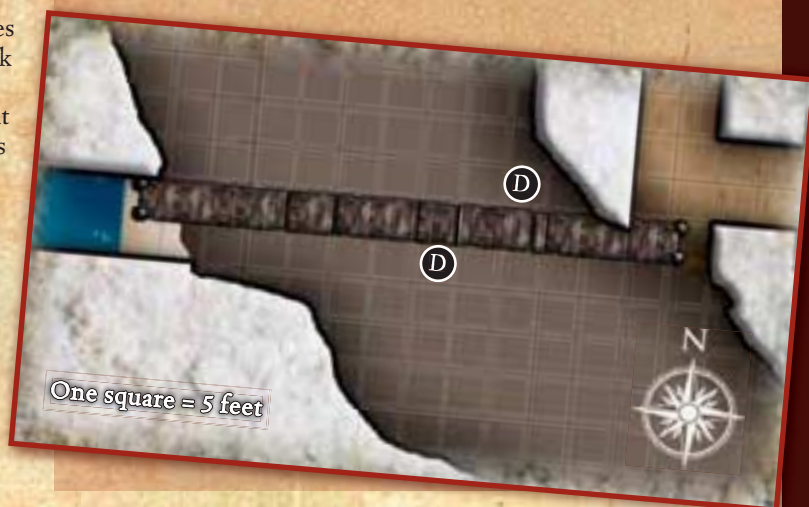
TACTICAL MAP DETAILS

Details on the tactical map are described below.

Chasm: Formed during the recent earthquake, the chasm slices through this level of Undermountain. A fall into the chasm deals 2d6 points of damage.

Rope Bridge: This rope bridge appears to have been installed since the formation of the chasm. Balance checks are required to safely cross the bridge (see above).

Creatures: Two darkmantles (D) hang from the ceiling of the chasm, among the stalactites and shadows directly above the rope bridge.



BRAINBURN'S AMBUSH

Encounter Level 2 or 6

Use this tactical encounter with the room description on page 54.

This encounter takes place in the Black Water Corridor, a hall that is partially submerged beneath brackish, inky water.

If the PCs pass through this area on their way into the dungeon, they trip an *alarm* spell (see below) and encounter a single dread lurking beneath the foul water.

If the PCs pass through this area after meeting Brainburn at the Whitehelm Mausoleum, then this encounter changes to include three dreads and the flameskull.

FIRST VISIT

The first time the PCs enter this area, the Black Water Corridor appears empty. Upon entering the water, which is waist-high on a human, the PCs trigger the mental *alarm* spell that Brainburn set here. This alerts the flameskull to the presence of intruders. He then uses a *clairvoyance* spell to see what is transpiring in the corridor. The lurking dread helps in this regard, because the battle between it and the intruders allows Brainburn to judge their capabilities as he magically watches events from afar.

As soon as one or more of the PCs enter the water and move at least 10 feet down the corridor, the dread rises up to attack. Read:

The black water ahead of you churns as something begins to rise from the murky surface. Skeletal arms break the surface, one bony hand grasping the pommel of a rusty longsword. The other hand clutches the pommel as well, and the arms and weapon rise to human height—though there is no skeletal body to support them. The floating arms swing the longsword menacingly, and then it glides toward you.

Brainburn allows this first dread to battle the PCs until it is destroyed. The flameskull is mostly interested in gauging the powers and capabilities of the intruders so that it can prepare a more suitable challenge for them elsewhere in the dungeon.

SECOND VISIT

The second time the PCs enter this area, Brainburn has prepared a bit more of an obstacle for them to overcome. Now there are three dreads lurking beneath the dark water, and Brainburn itself appears to offer assistance against the intruders.

Upon returning to this flooded corridor and stepping into the water, the PCs activate the waiting dreads. Three of the undead creatures rise out of the water. Read:

Once again the still surface of the black water begins to churn and bubble. Rusty longswords emerge from the water like the sharp fins of strange sea creatures, followed by the floating, skeletal arms holding them. You hear the blades whistle as they slice through the air toward you.

This battle starts with the trio of dreads rising out of the water to attack the PCs. Brainburn hangs back in the western corridor, slowly sliding toward the flooded passage to observe and, if the flameskull deems it appropriate, join in the battle.

DREAD^{LE} (1 OR 3)

CR 2

hp 19 each (3 HD); DR 5/bludgeoning

NE Small undead

Init +3; Senses darkvision 60 ft.; Listen +5, Spot +5

Aura frightful presence (30 ft., DC 12)

AC 16, touch 14, flat-footed 13

Immune cold, undead immunities

Fort +1, Ref +4, Will +4

Speed fly 40 ft. (8 squares) (good)

Melee Medium longsword +3 (1d8+1/19–20) or

Melee 2 claws +3 each (1d3+1)

Space 5 ft.; Reach 5 ft.

Base Atk +1; Grp –2

Abilities Str 12, Dex 16, Con —, Int —, Wis 12, Cha 1

SQ weapon use

Feats —

Skills Listen +5, Spot +5

Frightful Presence (Su) Any creature that has 2 or fewer HD and comes within 30 feet of a dread must succeed on a DC 12 Will save or be shaken for 2d6 rounds. A creature that is already shaken (by the frightful presence of another dread, for example) becomes frightened instead. If the creature is already frightened, the dread's frightful presence has no further effect. A successful save renders the creature immune to that dread's frightful presence for 24 hours. Frightful presence is a mind-affecting fear effect.

Undead Immunities A dread is immune to mind-affecting spells and abilities, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save. It is not subject to extra damage from sneak attacks, critical hits, nonlethal damage, ability damage to its physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage.

Weapon Use (Ex) A Small dread can use weapons sized for Medium creatures with no penalty, since its arms are roughly the same size as those of a Medium humanoid.

If and when Brainburn enters the fray, read:

A human skull wreathed in evil green fire hovers in the air above the black water. Emerald gleams of malice dance in its otherwise empty eye sockets as it fixes you with its hateful, undead gaze.

THE BLACK WATER

This information applies anytime the PCs visit this flooded corridor.

The black water is thick and oily, fed by some oil-tainted spring. The black water can be lit with fire; it burns for 1d6 hours. The fire spreads 1 square per round, but affects only creatures above the surface of the water. (Anyone under the water is protected from the flames, but has to worry about drowning.) It costs 2 squares of movement to enter a square of black water. Any clothing or nonmetallic armor that comes in contact with the black water quickly becomes soaked with oil. Characters who continue to wear such clothing or carry such equipment take maximum damage (6 points) from fire attacks until it is cleaned.

DARKNESS AND UNHALLOW

A permanent *darkness* effect linked to an *unhallow* effect cloaks this section of corridor. All turning checks within the *unhallow* effect receive a -4 penalty. All turning checks to rebuke undead within the *unhallow* effect receive a +4 profane bonus. No non-evil summoned creatures can enter the area. Spell resistance can allow a creature to overcome this protection. Evil creatures gain a +2 deflection bonus to AC and a +2 resistance bonus on saves while within this area. Both of these bonuses apply against attacks made by or effects created by good creatures. A character cannot exercise mental control over evil creatures within the area.

TACTICS

During the first visit to the corridor, the single dread simply attacks the PCs so that Brainburn can judge their capabilities.

During the second visit, the three dreads begin the battle, drawing the attention of the PCs so that they don't notice Brainburn's approach. When the flameskull gets close enough, it uses its fire rays to set the black water on fire. Otherwise, Brainburn keeps his distance. It has no interest in fighting to the death and flees if it is seriously challenged.

BRAINBURN THE FLAMESKULL^{LE}

CR 3

hp 26 (4 HD); fast healing 2; DR 5/bludgeoning

LE Tiny undead

Init +8; Senses darkvision 60 ft.; Listen +10, Spot +10

Languages Common, Draconic, Infernal

AC 19, touch 16, flat-footed 15

Immune cold, fire, electricity, undead immunities

Resist turn resistance +4; SR 19

Fort +1, Ref +5, Will +5

Speed fly 50 ft. (10 squares) (good)

Ranged 2 fire rays +8 touch each (1d8 fire)

Space 2-1/2 ft.; Reach 0 ft.

Base Atk +2; Grp -10

Spell-Like Abilities (CL 4th):

At will—*detect magic*, *mage hand*, *ray of frost* (+8 ranged touch)

3/day—*blur*, *detect thoughts* (DC 14), *clairaudience*/
clairvoyance, *magic missile*

1/day—*fireball* (DC 15), *mirror image*

Abilities Str 3, Dex 18, Con —, Int 11, Wis 12, Cha 14

SQ rejuvenation

Feats Alertness, Improved Initiative

Skills Concentration +9, Hide +19, Listen +10, Spot +10

Fast Healing (Ex) A flameskull heals 2 points of damage each round, as long as it has 1 hit point remaining.

Fire Ray (Su) Range 20 feet. A flameskull can shoot two fire rays as a standard action.

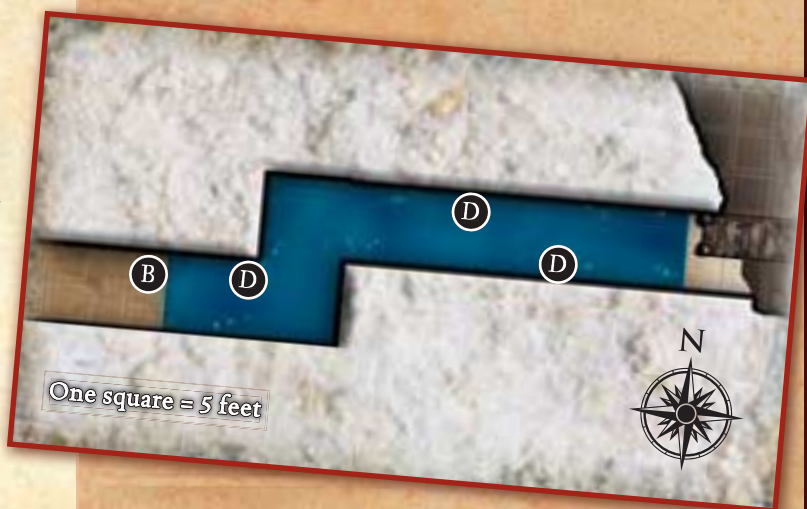
Rejuvenation (Su) A destroyed flameskull regains its full normal hit points in 1 hour, even if smashed to pieces. To prevent rejuvenation, its remains must be sprinkled with a vial of holy water or subjected to a *dispel magic*, *dispel evil*, or *remove curse* spell. The flameskull's caster level is 14th for the purpose of a dispel check.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Black Water: The murky water is about 3 feet deep. The oil atop the water can be set on fire. Anyone entering a flaming square takes 1d6 points of fire damage. Anyone who enters the water is soaked with oil and takes maximum damage from fire attacks.

Creatures: Three dreads (D) lurk beneath the water after Brainburn (B) first notices the intruders.



EYES IN THE DARKNESS

Encounter Level 4

Use this tactical encounter with the room description on page 54.

When the PCs enter this corridor (probably from the east), the first thing they notice is the unnatural darkness in the distance. Read:

The corridor ahead plunges into an unnatural, absolute darkness that seems to shimmer before you. No sound comes from the darkness, and no light seems to penetrate the thick blackness.

DEEPER DARKNESS

The 10-foot square in the center of this long corridor is cloaked in a *deeper darkness* effect. Any light source brought into an area of *deeper darkness* is temporarily negated. This spell effect counters and dispels any light spell of equal or lower level (3rd level or lower), including *light* and *daylight*.

The *deeper darkness* effect conceals a 10-foot-wide, 10-foot-deep pit. Although the top of the pit and the corridor above it are hidden in the arcane darkness, this same darkness doesn't reach to the bottom of the pit.

PIT TRAP

If the PCs try to move through the patch of arcane darkness without taking the proper precautions, they might fall prey to a camouflaged pit trap. Any character who moves through the area in haste automatically falls into the pit. A cautious character can make a DC 10 Reflex save to avoid falling into the pit.

Camouflaged Pit Trap: CR 1; location trigger; Reflex DC 10 avoids; 10 feet deep (1d6 falling damage); Search DC 5; Disable Device DC n/a.

EYEBALL SWARM

An eyeball swarm hovers near the ceiling above the pit, hidden within the area of *deeper darkness*. When the PCs get to see the eyeball swarm (which they can't do while it hovers inside the arcane darkness), read:

Hundreds of tiny flying orbs, each with a central eye and four smaller eyestalks, float through the air in a close jumble, appearing to look in all directions at once. After a moment, many of the eyestalks turn toward you, and all at once the eyes unleash blasts of energy in all directions.

TACTICS

The eyeball swarm constantly sends individual floating eyes beyond the shroud of *deeper darkness* to keep tabs on intruders in the corridor. PCs can make DC 25 Spot checks to notice one of the strange floating eyeballs (a success gives a PC the feeling that he or she is being watched).

Otherwise, the eyeball swarm remains hidden until a character falls in the pit or the PCs somehow discover its presence inside the pool of arcane darkness.

If one or more characters fall into the pit, the eyeball swarm attacks. It concentrates its attacks on characters in the pit, though many of its attacks affect everyone around it.

If the PCs notice one of the eyeball scouts or otherwise discover the hidden eyeball swarm, the swarm attacks. It uses everything it has to defeat or drive off the PCs, doing its best to stay out of melee range. It alternates an attack from its myriad eyes with its frost ray swarm. It opens any combat with *sphere of bedazzlement*, followed by a *frost ray swarm*, and then *sphere of fear* (in the third round of combat).

When appropriate, the eyeball swarm uses *telekinetic eyes* to perform a combat maneuver (bull rush, disarm, or trip), especially when a PC gets close to the pit. If all else fails, it uses *telekinetic eyes* to perform a violent thrust that hurls a broken barrel (deals 1 point of damage to a target it comes in contact with) around the corridor.

If the PCs find a way to cross the pit without falling in or detecting the presence of the eyeball swarm, the swarm watches them pass and awaits further instructions from Xiv, Jaxsen's eyeball familiar.

DEVELOPMENT

At the end of the corridor waits the Hungry Face (see page 55). The Hungry Face presents a trap that can interact with the camouflaged pit in a number of ways. If the PCs reach the Hungry Face without encountering the pit or the eyeball swarm, the sonic trap could drive the PCs back toward the pit—potentially in a manner that doesn't allow for careful treading and ends in a fall into the pit.

If the PCs encounter the pit and the eyeball swarm first, the eyeball swarm can attempt to drive the PCs toward the Hungry Face and its sonic trap. If the PCs activate both encounters at more or less the same time, they can wind up caught between a rock and a hard place. With sonic damage from the west, a camouflaged pit trap in the east, and an aggressive eyeball swarm swooping down from above, this stretch of corridor can prove to be exceedingly challenging for an unprepared group of adventurers.

Remember that the sonic trap deals 1d6 points of sonic damage every round to creatures within 50 feet of the Hungry Face, to a maximum of 10d6 points of sonic damage if a character remains in the area for the duration of the effect.

BEHOLDERKIN, EYEBALL SWARM**CR 4****hp** 21 (6 HD)

NE Diminutive aberration (swarm)

Init +3; **Senses** all-around vision, darkvision 60 ft.; **Listen** +3, **Spot** +8**AC** 18, **touch** 17, **flat-footed** 15**Immune** charm, command effects**Fort** +1, **Ref** +5, **Will** +7**Speed** 5 ft. (1 square), fly 40 ft. (good)**Melee** swarm (2d6 plus distraction)**Ranged** frost ray swarm (2d3 cold)**Space** 10 ft.; **Reach** 0 ft.**Base Atk** +4; **Grp** —**Atk Options** myriad eyes**Abilities** Str 6, Dex 16, Con 9, Int 2, Wis 10, Cha 10**SQ** flight, hive mind, swarm traits**Feats** Alertness, Improved Initiative, Iron Will**Skills** Hide +19, Listen +3, Search +6, Spot +8

All-Around Vision (Ex) Eyeball swarms are exceptionally alert and circumspect. Their many eyes given them a +4 racial bonus on Spot checks and a +8 racial bonus on Search checks. Because of this ability, an eyeball swarm cannot be flanked or sneak attacked.

Distraction (Ex) Fortitude DC 12, nauseated 1 round.

Flight (Ex) An eyeball swarm's many bodies are naturally buoyant. This buoyancy allows it to fly at a speed of 40 feet. This buoyancy also grants the swarm a permanent *feather fall* effect (as the spell) with personal range.

Hive Mind (Ex) All eyeball beholderkin within a swarm are in constant communication. If one is aware of a particular danger, they all are. If one in an encounter is not surprised, none of them are.

Myriad Eyes An eyeball swarm can use its eye rays in concert to create powerful spell-like effects. Only one of the following four powers can be used per round, and no power can be used more than once every other round.

Frost Ray Swarm (Sp) An eyeball swarm can shoot multiple rays of frost in all directions, dealing automatic cold damage to any creature within 25 feet of the swarm, with no attack roll needed. Frost ray swarm attacks are not subject to a miss chance for concealment or cover. The rays do not threaten creatures within range and cannot be used to make attacks of opportunity.

Telekinetic Eyes (Sp) An eyeball swarm can create an effect nearly equivalent to a *telekinesis* spell-like ability. Telekinetic eyes create an effect identical to the spell, but this spell-like ability is treated as a 0-level spell, has a range of 25 feet, and can be used only to create a sustained force effect.

Sphere of Bedazzlement (Sp) An eyeball swarm can use multiple *daze* spell-like abilities to create a *sphere of bedazzlement* with a radius of 25 feet. Within the sphere, all living creatures with 5 or fewer HD are subject to a *daze* effect.

Sphere of Fear (Sp) An eyeball swarm can use multiple *cause fear* spell-like abilities to create a *sphere of fear* with a radius of 25 feet. Within the sphere, all living creatures with 5 or fewer HD are subject to a *cause fear* effect.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Area of Deeper Darkness: The 10 feet of corridor directly above the pit trap is filled by a *deeper darkness* spell effect. No light sources work within the *deeper darkness*, and light spells of 3rd level or lower also fail to work within the area.

Creatures: An eyeball swarm (E) hides near the ceiling above the pit, concealed within the *deeper darkness*. It sends single eyeball scouts to watch the corridor beyond the *deeper darkness*; a PC can notice one of these strange watchers by making a successful DC 25 Spot check.

Camouflaged Pit: A 10-foot-deep pit is hidden beneath the *deeper darkness* effect. A character cautiously approaching the darkness might fall in (Reflex DC 10 to avoid), while a rushing character automatically plunges into the pit. A fall into the pit deals 1d6 points of damage.

Hungry Face: The corridor ends at a T intersection. Carved into the wall at this point is a demonic face that contains a sonic trap (1d6 points of sonic damage every round to characters in front of the face and within 50 feet of its open mouth). The trap deals a maximum of 10d6 points of sonic damage over the course of 10 rounds.



GATEWAY TO THE FOREST KINGDOM

Encounter Level 3

Use this tactical encounter with the room description on page 55.

This encounter takes place at the site of a recent battle between a pack of grells and a team of adventurers that called itself the Company of the Violet Wyrms. Most of the combatants were killed, including all the adventurers. Two grells survived. They remain in this chamber, hoping to catch other prey seeking to use the portal on the far wall to leave the dungeon.

THE MAIN ROOM

The grells have left the main portion of this large chamber mostly the way it was at the end of the battle. The bodies of the dead adventurers remain scattered between the entryway and the portal, left both as a lure for would-be looters and as a warning to those with more sense than greed. The bodies contain a limited amount of treasure for those willing to search the grisly remains. Anyone who closely examines a body notices that each one has been partially consumed. The remaining grells have set them up as bait for additional prey, but in the meantime they are eating the bodies little by little to keep their hunger at bay.

The grells have covered sections of the floor with caltrops. See below for rules concerning caltrops in this encounter.

THE SMALL CHAMBER

The members of the grell pack killed in the battle with the Company of the Violet Wyrms were hidden in the small chamber off the main room by the surviving grells. Other than the grell bodies, there is nothing to find in this area.

CALTROPS

Four squares within the main chamber contain caltrops—small, barbed balls that impede movement and deal a small amount of damage to characters moving through these squares.

The caltrops are hard to see among the debris on the stone floor. PCs can make DC 15 Spot checks to notice caltrops in a specific square, but only one such check can be made when the PCs first examine the main room.

Each time a creature or character moves into a square filled with caltrops, treat that square as difficult terrain

(costs 2 squares of movement instead of 1). Also, while moving into a caltrop-filled square or while spending a round standing in a caltrop-filled square, a creature or character must make a DC 25 Reflex save to avoid damage. A character adds his or her armor bonus to the saving throw to reflect the protection offered by such equipment. (For example, a character wearing leather armor adds +2 to the saving throw, while a character wearing full plate adds +8.) A failed save indicates that the caltrops deal 1d4 points of damage.

A creature or character who knows that the caltrops are in a square gets an additional +2 circumstance bonus when making a saving throw.

A creature or character who tries to run or charge through a caltrop-covered square must immediately stop moving and make a successful save to avoid damage.

2 GRELL JUVENILES^{LOM}

CR 2

hp 9 each (2 HD)

NE Small aberration

Init +2; **Senses** blindsight 60 ft.; Listen +2

Languages Grell

AC 15, touch 13, flat-footed 13

Immune electricity, paralysis, sightless

Fort +0, **Ref** +2, **Will** +3

Speed 5 ft. (1 square), fly 30 ft. (perfect)

Melee 10 tentacles +4 each (1d3–1 plus paralyzation)

Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)

Base Atk +1; **Grp** +6

Atk Options constrict, improved grab

Special Actions paralysis

Abilities Str 8, Dex 15, Con 10, Int 8, Wis 11, Cha 9

Feats Weapon Finesse

Skills Hide +14, Listen +2, Move Silently +4

Constrict (Ex) On a successful grapple check, a juvenile grell deals 1d4–1 points of damage.

Improved Grab (Ex) To use this ability, a grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Su) Any creature hit by a juvenile grell's tentacle must make a DC 7 Fortitude save or be paralyzed for 1d4+1 rounds. Each additional tentacle that hits the same creature that round increases the save DC by 1.

Sightless (Su) A juvenile grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

MONSTERS

The grell juveniles start this encounter lurking near the ceiling, high above the entryway. When the PCs enter the room, the grells glide down to attack. Read:

Two horrible, misshapen creatures that resemble large floating brains with tentacles and sharp beaks glide toward you. Each has a bulbous body that seems to float in the air of its own volition. Ten long, spiny tentacles hang from the bottom of their bodies, twisting in the air like biting snakes.

PORTAL

This portal is a one-way, limited use portal that transports users to the deep woods far from the city. The portal appears as a glowing fist-sized area of brilliant blue radiance on the wall opposite the entryway. When the portal glows blue, it indicates that the portal functions as nothing more than an elaborate, magical night light. On the night of a new moon, the portal glows green. The green glow indicates that the portal magic is now active.

An inscription beneath the glowing portal reads, “Find ye a nice day—without.” Anyone who reads the inscription while the portal glows green is immediately whisked away to the Forest Kingdom, a place far from the confines of Undermountain or the city above.

TACTICS

The grell juveniles have positioned the fallen bodies of the Company of the Violet Wyrms so as to attract the attention of other adventurers or Undermountain scavengers that they can attack. Of course, without other prey to consume, the young grells have been systematically feasting on the fallen adventurers, so any examination reveals that the bodies have been mutilated and partially consumed.

The grell juveniles hid their fallen packmates in the small room to the north so that any new prey doesn't immediately realize what has happened in this chamber. They have also placed caltrops in a number of squares to slow and otherwise hinder anyone who enters the main chamber.

When the PCs arrive, the grells attempt to stay out of sight near the ceiling until after the PCs enter and pass over at least some of the caltrop-trapped squares. Then they drop down and attack whichever character looks most hindered and vulnerable.

If the grells can manage to paralyze one of the PCs, they wrap their tentacles around the character and flee south toward location 16. They hope to reach that area where they can float above the well and consume their victim in peace—using the nearby summoning ooze to deter anyone that might try to bother them (such as other PCs). See page 56 for information on location 16.

If the grells can't paralyze or otherwise defeat the PCs, they flee at the first sign that they are losing the fight. (This might not be apparent to the grells until one of the monsters is defeated.) A fleeing grell heads for location 16.

TREASURE

Several items worth salvaging can be found amid the bodies in the main room, including a *potion of cure moderate wounds*, a masterwork silver dagger, a scroll of *rope trick*, and a *wand of burning hands* (25 charges).

A DC 15 Search check made in the small chamber to the north allows a PC to notice a threadbare sack in the far corner, under some dust and other dirt and debris. The sack contains 100 silver pieces and 20 gold pieces, as well as a masterwork warhammer.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Portal: This is a one-way portal to a distant forest kingdom. It functions only on the night of a new moon.

Creatures: Two grell juveniles (G) lurk above the entryway, waiting for the PCs to enter and step into a caltrop-filled square before they attack.

Main Room: The main room is littered with the bodies of dead adventurers.

Caltrops: These squares are filled with caltrops that slow movement and deal damage, as described on the facing page.

Small Chamber: The small chamber to the northwest contains the discarded bodies of the dead members of the grell pack.



FALLING STAIR

Encounter Level 5

Use this tactical encounter with the room description on page 56.

The PCs begin this encounter when they get within 50 feet of location 13. At this point in their travels, they get close enough to the staircase that leads up to the Citadel of the Bloody Hand to set off the magic trap designed to keep intruders from reaching the higher level. Read:

You feel a rumble resonating deep in the stone around you, followed by a roar not unlike thunder emanating from somewhere overhead. It sounds like the entire dungeon is about to collapse!

The sound leads the PCs toward location 13, where evidence of an actual cave-in becomes readily apparent. Read:

The walls around you shake, and the staircase ahead of you seems to rock and roll in time to the deep rumbling. Dust begins to fall in clouds somewhere up the staircase. Then small stones bounce down the stairs. More rumbles and groans follow, and larger stones crash down from above. Before the dust settles, a grating noise echoes through the area as even larger stones shift and grind in the darkness above. A final surge of tumbling stones rains down from above, and suddenly everything becomes silent.

The PCs can become disconcerted by all the noise and falling stones, but the only real danger occurs if a character is actually on the stairs when the trap is in effect. The rumbling and falling stones last for 6 rounds, beginning the moment when intruders get within 50 feet of location 13. Any character or creature on the stairs when the trap is in effect takes 3d6 points of bludgeoning damage each round from the falling stones (Reflex DC 15 for half damage).

After the dust settles, those on the landing at the bottom of the stairs (location 13) see that the way up is entirely blocked by the fallen stone.

Something remarkable happens 10 to 40 (1d4×10) minutes after the dust settles. Any characters still on the bottom landing at this time get to see the trap magically reset itself. Read:

Suddenly, all the fallen dust and rubble begins to rise silently toward the ceiling. In a moment, the way up the stairs is clear.

Anyone who remained at location 13 after the trap ran its course can now proceed up the stairs without activating the trap again. The trap isn't the only defender set to bar the pathway up, however.

STAIRS

The stairs are steep enough to impact movement and is considered a steep slope. Creatures gain a +1 bonus on melee attacks against foes downslope from them. Creatures moving up the stairs must spend 2 squares of movement to enter each square of a steep slope. Characters running or charging on the stairs must succeed on a DC 10 Balance check upon entering the first staircase square. The DC of Tumble checks on the staircase increases by 2.

2 FLAMING SPHERES

hp 19 each (3 HD); DR 10/magic

Living spell^{MM3} flaming sphere

N Medium ooze

Init -1; Senses blindsight 60 ft.

AC 11, touch 11, flat-footed 11

Immune ooze immunities

SR 13

Fort +2, Ref +0, Will +0

Speed 40 ft. (8 squares), jump 30 ft.

Melee slam +3 (1d4+1 plus 2d6 fire)

Base Atk +2; Grp +3

Atk Options engulf

Abilities Str 12, Dex 9, Con 12, Int —, Wis 9, Cha 12

Flaming Sphere (Su) A creature hit by a living flaming sphere's slam attack or engulfed by it is dealt 2d6 points of fire damage (Reflex DC 13 negates).

Engulf (Ex) A living flaming sphere can flow around creatures that fit within its space as a standard action. The flaming sphere merely has to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the living spell, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 13 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the spell moves forward. Engulfed creatures are subject to the full normal effect of the spell each round, on the flaming sphere's turn, and are considered to be grappled.

CR 3

MONSTER

Two living spells wait in the darkness above to attack any intruders who manage to climb the stairs. As soon as a PC steps onto the stairs, read:

Two blazing globes of fire bounce out of the darkness at the top of the stairs, burning their way toward you with a purpose that appears malignant.

TACTICS

The living flaming spheres roll down the stairs, seeking to engulf anyone on the stairs. One sphere stays above or at the same elevation as the lead character, actively working to prevent intruders from gaining access to the Citadel of the Bloody Hand. The other sphere bounces around, trying to damage and drive off as many of the intruders as possible. Both living spells stay on the staircase or within the landing; they don't chase any PCs who retreat from the area. The living spells fight until they are destroyed.

DEVELOPMENT

After the PCs defeat the living flaming spheres, they apparently have a clear path up the stairs to the Citadel of the Bloody Hand. Appearances can be deceiving, however. If the PCs attempt to ascend the steps, read:

As you climb the steps, a shimmering silver web of arcane energy appears before you. At the center of the shimmering web, you see a blue-white glow. It pulsates in a calm, nonthreatening manner, as though waiting for you to do something.

One of the PCs might recognize this as the recurring vision that Halaster visited upon him or her. In the vision, the PC saw a specific magic item floating within the pulsing glow. In its actual form, the pulsing glow is too bright to see into clearly.

If a PC tries to move past the energy web, it moves to position itself between the character and the path up the stairs.

This manifestation is really the transformed Jhesiyra Kestellharp (NG [living spell wish] sorcerer 19). She has no interest in allowing the PCs to intrude on her domain (she now resides in the Citadel of the Bloody Hand with other living spells), but their tenacity marks them as special and worthy of her assistance.

If a PC had this vision, that character can reach into the pulsing glow. If not, Jhesiyra sends out a version of the vision that only an arcane spellcaster can receive that shows a ring floating in the depths of the pulsing glow. When a PC reaches into the glow, read:

The pulsing light tingles with an unexpected but pleasant warmth. As you reach into the light, your fingers brush across a small loop of metal and then close around a ring.

This is Jhesiyra's *horned ring*, offered to the PCs to help them accomplish their mission in Undermountain. See page 218 for details on this new magic item.

ENDGAME

This encounter ends when Jhesiyra withdraws back to the Citadel of the Bloody Hand, the shimmering web shrinking into a pinpoint of silver light that hovers before the PCs for a moment and then winks out.

Jhesiyra leaves a *wall of force* (CL 19th) in her wake that prevents the PCs from using the falling stair to reach the Citadel of the Bloody Hand. If a PC reached into the glow and retrieved the *horned ring*, Jhesiyra departs right after that event. If the PCs ignore the visions and attempt to attack or move past the living spell, Jhesiyra departs without giving them the *horned ring*.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Trap: The falling stair trap activates when the PCs get within 50 feet of the staircase. See the details on the facing page.

Creatures: Two living flaming spheres (F) guard the clear staircase. They start out bouncing down to attack any PCs who attempt to climb the clear stairs.

Stairs: The stairs lead up to the Citadel of the Bloody Hand, now the domain of Jhesiyra Kestellharp and her living spells. The stairs start out blocked by the falling stair trap. Once cleared, two living flaming spheres guard the way up the stairs. The Citadel is sealed off by a *wall of force* cast by Jhesiyra at the end of this encounter.



CHOKER CORRIDORS

Encounter Level 4

Use this tactical encounter with the room description on page 56.

This encounter begins when the PCs enter location 15. The ceiling in this part of the dungeon is 20 feet above the floor. The PCs automatically notice the rungs leading to two openings 18 feet up the wall. Two sliding wooden panels cover the openings: One is closed, the other open. This encounter can take one of two paths—either the PCs can explore the crawl-corridors and run into the chokers, or the chokers can attack as the PCs leave the area, ambushing them as they move to depart location 15.

This encounter is written assuming that the PCs decide not to explore the crawl-corridors and instead decide to leave this area. The chokers begin a coordinated effort to lure the PCs into an ambush. As the PCs exit location 15, moving away from the crawl-corridors (either by the east corridor or the south passage), read:

You hear a noise behind you. In the dark crawlspace beyond the open panel, malicious, glowing eyes stare hungrily at you. Suddenly, an unnaturally long limb whips down from above, its barbed, clawed hand reaching for you.

MONSTER

The creatures lurking in this encounter are chokers. One choker prowls the crawl-corridor while the other hides in the chamber's far alcove, perched near the ceiling. The chokers are a mated pair that use the crawl-corridors as a lair. They hunt for prey in the room outside the crawl-corridors (location 15), waiting for unsuspecting adventurers or other creatures to wander by. They rarely have to wander deeper into the dungeon in search of prey, since few adventurers think to watch the ceiling as they explore Undermountain.

When the PCs get a good look at a choker, read:

It strikes from out of the high shadows, its long, spindly limbs whipping toward you like flailing tentacles. Each limb ends in a sharp-clawed hand, the palm covered in dozens of wicked barbs. The creature's body is short and hairless, with mottled flesh and large, sharp teeth. It hisses as it attacks, easily gripping the wall above you and climbing to stay out of your reach—while keeping you within its reach.

TACTICS

The two chokers work as a team, seeking to cover each other as they attack and withdraw. In the ambush scenario, the choker in the crawl-corridor attempts to grab a Small PC or otherwise draw some of the opponents into the small maze of warrens it calls home. The other choker, meanwhile, sneaks across the ceiling to either attack the PCs from behind or to follow them into the crawl-corridor. If possible, the chokers attempt to split their foes, drawing smaller opponents after them faster than their larger allies can move.

Remember that the chokers get to take an extra move or standard action each round. Use this extra action to attack, move, and attack, or to keep the chokers out of direct contact with PCs trying to engage them in melee.

2 CHOKERS

CR 2

hp 16 each (3 HD)

CE Small aberration

Init +6; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages Undercommon

AC 17, touch 13, flat-footed 15

Fort +2, Ref +5, Will +4

Speed 20 ft. (4 squares), climb 10 ft.

Melee 2 tentacles +6 each (1d3+3)

Space 5 ft.; **Reach** 10 ft.

Base Atk +2; **Grp** +5

Atk Options improved grab, constrict

Special Actions quickness

Abilities Str 16, Dex 14, Con 13, Int 4, Wis 13, Cha 7

Feats Improved Initiative^B, Lightning Reflexes, Stealthy

Skills Climb +13*, Hide +10, Move Silently +6

Constrict (Ex) A choker deals 1d3+3 points of damage with a successful grapple check against a Large or smaller creature. Because the choker seizes its victim by the neck, a creature in the choker's grasp cannot speak or cast spells with verbal components.

Improved Grab (Ex) To use this ability, a choker must hit a Large or smaller opponent with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict. Chokers have a +4 racial bonus on grapple checks.

Quickness (Su) Although not particularly dexterous, a choker is supernaturally quick. It can take an extra standard action or move action during its turn each round.

Skills *A choker has a +8 racial bonus on Climb checks. In addition, it can always choose to take 10 when making a Climb check, even if rushed or threatened.

The chokers take full advantage of their Small size and their long reach (10 feet) when battling Medium and Large creatures.

If the PCs are particularly tough and the chokers are losing the battle, they attempt to flee to another part of the dungeon. When a choker flees, it takes three move actions each turn as it withdraws. If one choker is killed and the other escapes, the survivor stalks the PCs and waits for an opportunity to exact revenge.

THE CRAWL-CORRIDORS

The crawl-corridors can be reached by climbing the rungs set in the north wall of this chamber. The rungs are evenly spaced and lead 18 feet up the wall to two 4-foot-high, 5-foot-wide tunnels. Two sliding wooden panels can be used to seal off the tunnels. When the PCs first enter this area, the panel on the right is closed and the panel on the left is partially open, revealing a dark space behind it. A third panel, currently closed, divides the tunnel on the right.

Small and smaller creatures (including the chokers) are unhindered by the low headroom in the tunnels. Medium creatures are considered to be kneeling or crawling while moving in the crawl-corridors. Medium creatures take a –2 penalty to Armor Class against melee attacks when fighting inside the tunnels, and they can only move at half speed. Large creatures are considered to be prone while in the tunnels. Large creatures take a –4 penalty on melee attack rolls, cannot make ranged attacks, and can move at only one-quarter speed. Huge and larger creatures do not fit in the crawl-corridors.

For all of these reasons, the chokers prefer to fight opponents inside their lair.

DEVELOPMENTS

These chokers are greedy, like most of their kind. If the PCs spot one of the chokers before combat begins, they might be able to bribe the creature with food and even ask it questions instead of getting into a fight. This requires a DC 15 Diplomacy check and the offer of at least one day's worth of rations.

If the PCs reach an agreement with the chokers (and can communicate with the creatures), they can ask about the surrounding area. The chokers can warn the PCs about location 16, or direct them to the Falling Stair (location 13) and explain how to get past the trap, and they know how to activate the portal at location 14. The information about the portal is worth more than a meal to the chokers, however. For the PCs to gain this knowledge, they must make a successful DC 25 Diplomacy check. If they sweeten the pot with gold, the DC decreases by 1 for each gold piece the PCs offer. For example, if the PCs offer 5 gp to the chokers, then the DC of the check is 20.

The PCs can also attempt to gain this kind of information after they defeat or capture one of the chokers. Angry and uncooperative, a threatened choker provides false information in hopes of sending the PCs to their deaths elsewhere

in the dungeon (for instance, "Half your party must stand on the stairs while the other half walks 60 feet away," and "There's a portal at the bottom of the well in the round room to the south").

If the PCs leave one of the chokers alive and angry, it stalks them throughout the dungeon and watches for the best opportunity to bring harm to the adventurers.

TREASURE

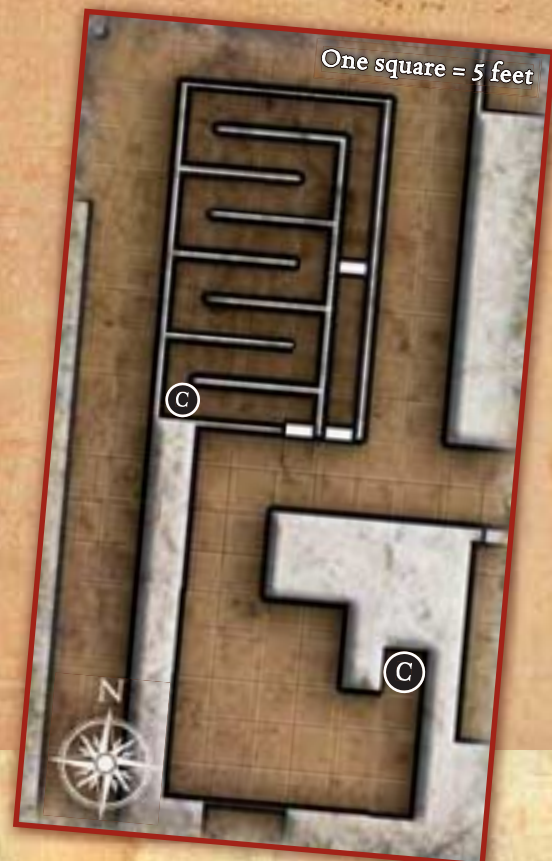
In addition to getting information out of the chokers (either through diplomacy or force), the PCs can find a pile of debris near the back of the crawl-corridors. Atop the pile lies the remains of a long-dead explorer. His only gear worth salvaging is a mithral shirt.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Crawl-Corridors: This series of low tunnels runs along the ceiling of the dungeon, some 18 feet up the north wall. Two openings lead into these 4-foot-tall by 5-foot-wide tunnels. The chokers use the tunnels as a lair, and they attempt to lure characters into the tunnels so that they can take advantage of their Small size. See the details on this page.

Creatures: Two chokers (C) lurk in this area. One watches from the crawl-corridors, the other hides near the ceiling in an alcove to the south.



CHAMBER OF THE WELL

Encounter Level 4

Use this tactical encounter with the room description on page 56.

A number of creatures might come to this chamber to seek protection from the monster that lairs here or to lure the PCs into a deadly encounter.

The grell juveniles from location 12, for example, like to bring prey here so that they can eat in peace. They like to hover within the well, feasting in relative safety because few denizens of the Dungeon Level want to disturb the creature that lives within the well.

The chokers (location 15) also flee to this location in an attempt to lure adventurers into a situation they can't handle.

In general, though, the PCs might wander into the Chamber of the Well of their own accord. This encounter is written using just the creature that lives in the well. See Developments for ways to create a more complicated encounter.

SUMMONING OOZE^{MM3}

CR 4

hp 42 (5 HD); fast healing 5

N Medium ooze

Init +4; Senses blindsight 60 ft.; Listen +9

AC 17, touch 10, flat-footed 17

Immune acid, fire, ooze immunities

Fort +6, Ref +1, Will +2

Speed 20 ft. (4 squares), climb 10 ft. (2 squares)

Melee 2 slams +5 each (1d8+2 plus 1d6 acid)

Base Atk +3; Grp +5

Special Actions *summon monster*

Abilities Str 14, Dex 10, Con 16, Int 10, Wis 12, Cha 14

Feats Augment Summoning^B, Great Fortitude, Improved Initiative

Skills Climb +10, Concentration +10, Hide +8, Listen +9, Move Silently +5

Summon Monster (Sp) Once per round as a standard action, a summoning ooze can summon a Small fiendish monstrous spider as per the *summon monster* I spell (CL 20th). The summoned spider remains for 20 rounds or until slain. A summoning ooze can summon a maximum of twice its Hit Dice in creatures per day. Due to the ooze's Augment Summoning feat, its summoned creatures have a +4 enhancement bonus to Strength and Constitution for the duration of the ability's effect.

FIRST VIEW

When the PCs enter this chamber for the first time, read:

The chamber before you has smooth, curving walls that form a dome 40 feet overhead. In the center of the chamber, an unadorned circular hole has been cut in the stone floor. No wall or railing surrounds the hole, but it reminds you of a well nonetheless. This chamber seems colder than the rest of this level of the dungeon, but the air in here is still; no breeze blows from the depths of the well, and nothing stirs in this seemingly empty chamber.

THE WELL

If the PCs approach the well and peer inside, read:

The well drops some 30 feet into the depths of Undermountain, where a thick clog of spiderwebs blocks your view. That might be the bottom of the well, or the well might descend even deeper. For a moment, all is still. Then a monstrous spider emerges from the tangle of webs and begins to climb the wall of the well toward you.

The thick tangle of webs that clogs the bottom of the well shaft is an illusion, a *permanent image* (CL 20th) hiding the monster that lives at the bottom of the well.

Any character falling into the well drops through the illusory webs to the floor 40 feet below (4d6 points of falling damage).

MONSTER

A summoning ooze lurks in the depths of the well. If the PCs can see past the illusory webs, or if they reach the bottom of the well, read:

At the bottom of the well lies a gelatinous creature. It is nearly transparent except for a number of strangely glowing arcane symbols that float within its protoplasm. The symbols form a circle within the ooze, glowing and pulsing as it moves.

TACTICS

The summoning ooze lurks beneath the *permanent image* of the web, using its *summon monster* ability to summon one Small fiendish monstrous spider per round. The summoned spiders climb up the well shaft to attack the intruding PCs. Since the illusion and the ooze are immune to acid and fire, neither reacts to such attacks. However, if attacked by physical projectiles, such as arrows or magic-based energy attacks, the ooze climbs up the well shaft and joins the spiders in their attacks against the PCs.

The summoning ooze considers any intrusion to be an attack and reacts accordingly. It doesn't consider the grell juveniles (from location 12) or the chokers (from location 15) to be intruders, but the PCs certainly fall into that category. If the PCs approach the well in the center of the chamber, the summoning ooze attacks.

SUMMONED SPIDERS (1 PER ROUND) CR 1/2

hp 6 (1 HD)

Small fiendish monstrous spider

NE Small magical beast (extraplanar)

Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +4

AC 14, touch 14, flat-footed 11

Immune vermin immunities

Resist cold 5, fire 5; **SR** 6

Fort +2, **Ref** +3, **Will** +0

Speed 30 ft. (6 squares), climb 20 ft. (4 squares)

Melee bite +6 (1d4 plus poison)

Base Atk +0; **Grp** -6

Atk Options poison (Small monstrous spider venom, DC 10, 1d3 Str/1d3 Str), smite good 1/day (+1 damage), web

Abilities Str 11, Dex 17, Con 14, Int 3, Wis 10, Cha 2

Feats Weapon Finesse^B

Skills Climb +13, Hide +11, Jump +0, Spot +4

Web (Ex) These spiders can throw a web eight times per day.

This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against Medium or larger targets.

An entangled creature can escape with a DC 10

Escape Artist check or burst a web with a DC 14 Strength check.

These spiders can create sheets of sticky webbing up to 10 feet square. They usually position these sheets to snare flying creatures, but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web; otherwise they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing gain a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot section has 2 hit points, and web sheets have damage reduction 5/—.

A monstrous spider can move across its own web at its climb speed and can pinpoint the location of any creature touching its web.

DEVELOPMENTS

If the PCs follow a grell juvenile to this location, they find the monster hovering inside the well, about 10 feet below the level of the floor. The summoning ooze ignores the grell, since it is accustomed to its presence and doesn't perceive it to be a danger. The PCs won't be so lucky. As the PCs approach the well, the summoning ooze begins its tactics as described, summoning a fiendish monstrous spider every round to attack the intruders. The grell continues to feast unless it is attacked by the PCs. If attacked, the grell drops its prey into the well (3d6 points of falling damage from the grell's location) and helps the spiders attack the PCs.

If the PCs chase the chokers into this chamber, the chokers use the room to their best advantage. They climb high up the dome to avoid melee attacks. They lead the PCs toward the well to get the summoning ooze's attention. They even attempt to grab a PC and toss him or her into the well, hoping that if the falling damage doesn't do in the PC, meeting the summoning ooze up close and personal will.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Domed Chamber: This round room reaches a height of 40 feet at the center, above the well.

Creatures: A summoning ooze (O) waits at the bottom of the well, 40 feet beneath the level of the chamber's floor. When intruders appear, it begins to summon one Small fiendish monstrous spider every round. The spiders start at the ooze's location, climb out of the well, and attack PCs.

The Well: The well is 20 feet wide and 40 feet deep. The summoning ooze waits at the bottom of the well, hidden beneath a *permanent image* (CL 20th) of a thick tangle of spiderwebs.



WHITEHELM MAUSOLEUM

Encounter Level 4 or 6

Use this tactical encounter with the room description on page 57.

The ultimate encounter of the Dungeon Level takes place in two connected chambers (locations 21 and 22). It starts when the PCs enter the Whitehelm Mausoleum. Read:

The chamber ahead has a high ceiling and a stone floor that has been polished to a mirror finish. A stepped dais dominates the far end of the chamber. An altar rests atop the dais. It is a smooth block of unadorned stone that rises into arms at either end that hold partially melted candles. The candles are unlit. Behind the altar, covering most of the wall, hangs a magnificent tapestry. The tapestry depicts a white dragon rearing to attack.

UNHALLOW EFFECT

Long ago, the altar in this chamber was desecrated with an *unhallow* spell. Now this chamber and the one beyond it are cloaked in a permanent *unhallow* effect. This means that all turning checks made within the area of effect take a -4 penalty (checks made to rebuke undead receive a +4 profane bonus). No non-evil summoned creatures can enter the area of effect. Evil creatures gain a +2 deflection bonus to AC and a +2 resistance bonus on saves.

MONSTERS

When the PCs enter the chamber and approach the raised dais, the monsters appear. Two baneguards hide behind the tapestry, leaping out to attack intruders at the behest of their leader, the flameskull named Brainburn. Read:

The magnificent tapestry ripples and sways as something emerges from behind it. Two animated human skeletons brandishing longswords rush out to attack you. As they step out onto the dais, one of the skeletons raises its hand and lets daggers of light fly from its fingertips toward you. The other appears and disappears as you watch, randomly winking in and out of existence.

2 BANE GUARDS^{LE}

CR 2

hp 26 each (4 HD); DR 5/bludgeoning

NE Medium undead

Init +0; **Senses** darkvision 60 ft.; Listen +5, Spot +5

AC 13, touch 10, flat-footed 13

Immune cold, undead immunities

Fort +1, **Ref** +1, **Will** +5

Speed 30 ft. (6 squares)

Melee 2 claws +5 each (1d4+3) or

Melee longsword +5 (1d8+3/19–20) and claw +0 (1d4+1)

Base Atk +2; **Grp** +5

Spell-Like Abilities (CL 4th):

Once every 3 rounds—*magic missile* (2 missiles, 1d4+1 damage each)

Once every 10 minutes—*blink*

Abilities Str 16, Dex 11, Con —, Int 9, Wis 12, Cha 13

Feats Blind-Fight, Combat Casting

Skills Hide +4, Listen +5, Move Silently +4, Search +4, Spot +5

BRAINBURN THE FLAMESKULL

CR 3

hp 26 (4 HD); fast healing 2; DR 5/bludgeoning

LE Tiny undead

Init +8; **Senses** darkvision 60 ft.; Listen +10, Spot +10

Languages Common, Draconic, Infernal

AC 19, touch 16, flat-footed 15

Immune cold, fire, electricity, undead immunities

Resist turn resistance +4; **SR** 19

Fort +1, **Ref** +5, **Will** +5

Speed fly 50 ft. (10 squares) (good)

Ranged 2 fire rays +8 touch each (1d8 fire)

Space 2-1/2 ft.; **Reach** 0 ft.

Base Atk +2; **Grp** -10

Spell-Like Abilities (CL 4th):

At will—*detect magic*, *mage hand*, *ray of frost* (+8 ranged touch)

3/day—*blur*, *detect thoughts* (DC 14), *clairaudience/clairvoyance*, *magic missile*

1/day—*fireball* (DC 15), *mirror image*

Abilities Str 3, Dex 18, Con —, Int 11, Wis 12, Cha 14

SQ rejuvenation

Feats Alertness, Improved Initiative

Skills Concentration +9, Hide +19, Listen +10, Spot +10

Fast Healing (Ex) A flameskull heals 2 points of damage each round, as long as it has 1 hit point remaining.

Fire Ray (Su) Range 20 feet. A flameskull can shoot two fire rays as a standard action.

Rejuvenation (Su) A destroyed flameskull regains its full normal hit points in 1 hour, even if smashed to pieces. To prevent rejuvenation, its remains must be sprinkled with a vial of holy water or subjected to a *dispel magic*, *dispel evil*, or *remove curse* spell. The flameskull's caster level is 14th for the purpose of a dispel check.

The baneguards look like regular animated skeletons. The difference becomes evident as the PCs face them in combat and the baneguards reveal a number of distinctive powers and abilities, such as *blink* and the power to hurl *magic missiles* from their bony fingers.

TACTICS

The baneguards alternate using *magic missiles* against the PCs in different rounds. At the first opportunity, the second baneguard uses *blink* on itself to gain the protection of that spell (the first one used its *blink* ability before stepping out from behind the tapestry). The baneguards fight in tandem, using flanks when available and targeting characters one at a time if possible. The powerful skeletons battle to destroy or drive off the intruders, since they are compelled to protect Brainburn and guard the tomb beyond the secret door behind the tapestry.

SECRET DOOR

A secret door waits behind the tapestry. A successful DC 20 Search check is needed to discover the location of the secret door. The only way to open the secret door from location 21 is to light the two candles on the altar. Lighting the candles causes the secret door to slide open, revealing the hidden tomb beyond.

DEVELOPMENT

Remember that Brainburn has set a mental *alarm* to warn it of any intruders approaching from the water-filled corridor (location 8). If the PCs set off the alarm, the flameskull has been keeping tabs on their progress through this level of the dungeon.

In the second round of combat, Brainburn opens the secret door and emerges to join the battle. The flameskull concentrates its attacks on whomever the baneguards are fighting, hoping to drop each PC one at a time. If the battle seems to be going against the baneguards, Brainburn flies to the ceiling and tries to escape. The flameskull abandons its lair for the time being, seeking to ambush the PCs as they leave the dungeon in order to get its revenge (see Encounter 2-6: Brainburn's Ambush, page 68). When Brainburn appears, read:

Once more the magnificent tapestry ripples and sways, and a human skull blazing with green fire swoops from behind the tapestry and hovers in the air above the battle. Emerald fire dances in its empty eye sockets, and you're sure that it is looking at you with undisguised hatred and loathing. Then its eye sockets blaze bright, and rays of fire streak toward you.

THE TOMB

Whitehelm's Tomb lies beyond the secret door and is now the lair of the flameskull named Brainburn. A large silver mirror dominates the far wall of the eastern leg of the chamber, while a plain stone coffin rests in the southern leg.

Behind the silver mirror, Brainburn has hidden its collection of treasure in a small alcove. See page 57 for details on this treasure.

Among the treasures hidden in the alcove are two maps that can help lead the PCs deeper into the wonders of Undermountain.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

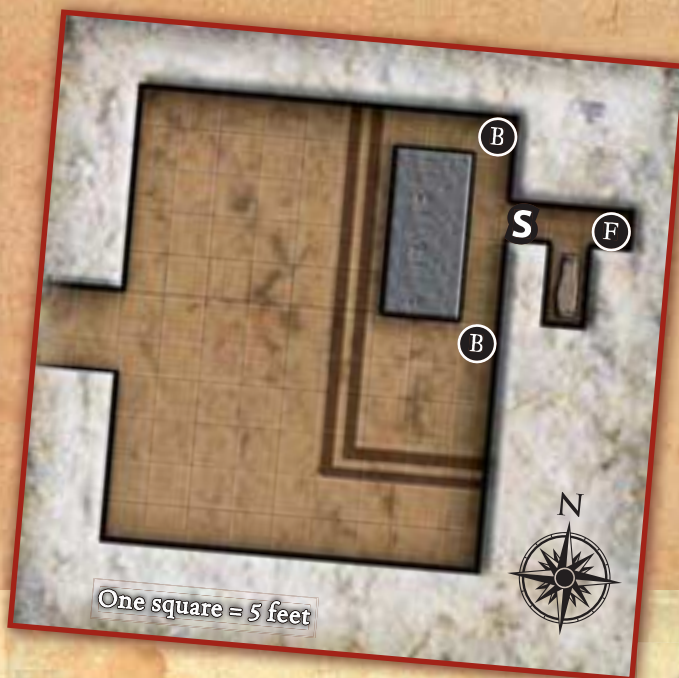
Altar and Dais: The raised dais stands 6 feet higher than the stone floor. The altar emanates an *unhallow* effect that extends to cover locations 21 and 22. Candles on the altar, when lit, open the secret door.

Creatures: Two baneguards (G) hide behind the tapestry until the PCs enter the room and approach the dais. Brainburn the flameskull (B) starts out in the alcove inside the tomb. It joins the battle in the second round of combat.

Secret Door: This secret door leads to Whitehelm's tomb.

Coffin: The stone coffin in the tomb no longer holds the remains of Bereg Whitehelm. Instead, Brainburn has placed the body of a recently killed dwarf explorer in the coffin to confuse and distract intruders.

Mirror: A silver mirror in the tomb hides Brainburn's lair and treasure alcove. Although the mirror frame is real, the glass has been replaced by a *permanent image* of a reflective surface that shows the empty tomb. A DC 10 Spot check allows a character to notice that the reflective image never changes.



Illus. by E. Cox

This chapter describes the mostly unknown second level of Undermountain, also known as the Storeroom Level. The encounters presented here occur at the border between two different groups of monsters—undead guardians of a dead lord's tomb and an immature deepspawn and her brood of minions. A group of PCs should reach 4th level by the end of this chapter; mission XP awards and random encounters are available to ensure that this level goal is achieved if the PCs bypass or fail at the included combat encounters. Most of the tactical encounters for this chapter are challenging, and foolhardy PCs might bite off more than they can chew. Don't hesitate to remind the players that their characters can run away if the danger is too great.

BACKGROUND

Compared to the infamous and frequently (if tragically) explored parts of the uppermost Undermountain level, Level 2 is still very mysterious, with large areas unmapped and unvisited in recent memory. Small tribes of evil humanoids vie for territory with doppelgangers, wererats, and roaming packs of undead, while hungry beasts and traps snag the weak and unwary. Normally, few surface-dwellers come to this level—and even fewer return. But with the death of Halaster and the shaking of Undermountain, wards have collapsed, tunnels have opened, and this area is now ready to be explored.

DOPPELGANGERS IN NEED

One of the more clever groups living here is the doppelgangers, who lack the numbers and physical might to overwhelm their rivals but make up for it in intelligence, stealth, and intrigue. They pit the orcs against the bugbears, the trolls against the ogres. They bribe the wererats to keep watch against the ettins. They use their shapechanging abilities to foster conflict and strife between other power groups that helps keep the level safe for the doppelgangers, since the others are too busy dealing with each other to worry about them.

After many years of trying, the doppelgangers have negotiated an alliance with the cloaklers of the deeper levels. The two groups have reached a cautious agreement, with the cloaklers supplying information and resources from the most remote parts of the Underdark and the doppelgangers handling contacts with the surface world. Together, they hope to extend their influence throughout Undermountain and eventually into the city above.

In a stroke of luck, the doppelgangers located the site where Halaster was preparing his great spell to protect Undermountain from the threat he envisioned. Though the magic is unfinished, it is still a powerful resource for whoever controls it. Unfortunately for the doppelgangers, the drow located it at almost the same time, and the two groups now contend against each other for control of the site (see Chapter 5: The Maze for more information on this conflict).

The doppelgangers are outnumbered and desperately seeking help against the drow. To this end, they encourage adventurers in the city to explore Undermountain. They watch for some who might be willing to help them against the drow, or for those who can be steered in that direction. Doppelgangers lurk in the city, in inns and other places where adventurers congregate, disguised and blending in as best they can, selling or giving away partial maps to the upper levels of Undermountain, pointing out forgotten portals that lead into the dungeon, or even hiring adventurers outright to explore below. They have set up a safe camp on Level 2 where adventurers can sell goods, rest, and reequip before going into battle again. Based on their observation of these groups (including the use of *detect thoughts*), the doppelgangers expect to have the “drow problem” taken care of soon and Halaster’s power source under their control.

LORD YELDOON’S CRYPT

The second level of Undermountain consists of a series of worked chambers, rooms carved by magic or humanoid labor rather than by water, time, and other natural forces. With literally hundreds of rooms, it is very easy for a sinister, secretive, or insane person to hide things on this level, bricking up a doorway or warding an entryway against intrusion. Some of these chambers are stockpiles of stolen loot waiting for the original criminals to reclaim them. Others are used by evil cultists for secret rites or by murderers to hide their victims where nobody will find them. Others are victims of what some veteran Undermountain adventurers call “the tomb urge”—a strange urge to take one of these chambers as your final resting place, either entombing yourself alive or paying others to inter you there once you are deceased. Most of the victims of this strange compulsion are former delvers themselves, though from time to time a resident of the city above succumbs even though he or she expressed no interest in Undermountain before. Halaster accepted these permanent guests, because some of them amused him by falling victim to his traps, and those who did not often crafted

powerful curses to protect their makeshift tombs, adding to the mayhem of the dungeon. Some of these tombs are nothing more than a single room with a sealed door, but a few have multiple chambers with guardians and offerings to the deceased. One such tomb is the Crypt of Yeldoon.

Lord Yeldoon was the charismatic third son from a minor noble family of a far-off city. Yeldoon was exiled after a scandal involving himself and several high-status nobles’ daughters. He came to the city above Undermountain to escape the rumors and repercussions of his actions, where he made a small fortune gambling the money his family provided for his exile. He sponsored a few adventuring groups to explore parts of Undermountain, even hiring one to escort him there to sightsee. At some point, he acquired a cursed magic item that pushed his eccentricities a little too far, and he became obsessed with the dungeons. He made arrangements to be buried in a sealed tomb, threatening to curse and haunt his close circle of friends if they didn’t follow through on his wishes. He died in a fall twenty years ago and was buried according to his wishes.

After the shakeup in Undermountain, a group of adventurers discovered Yeldoon’s crypt and broke its seal. As it turns out, Yeldoon’s words carried some power, either through force of will, a bought spell, or the cursed magic item buried with him. The would-be grave robbers were killed by monsters and now serve as undead defenders of Yeldoon’s crypt.

THE DEEPSPAWN

This level was once home to several deepspawn^{LE}, but the death of Halaster inadvertently killed off most of these creatures. This turn of events proved opportune for an immature deepspawn named Hukurus, which was born in a cave to the south near Belkram’s Fall. With the destruction of the drow citadel there in the earthquake that shook Undermountain, refugees fleeing the lost citadel put pressure on monsters lairing nearby, one of which was Hukurus’s mother. Choosing its own survival over that of its offspring, the mother drove Hukurus out of the lair, and the young deepspawn eventually reached the southwest part of Level 2. Here, it found plenty of room, available food, and no competition from other deepspawn.

Hukurus is not fully grown and is aware of how weak it is compared to other Undermountain monsters. So far it is being cautious, securing a chamber for itself and sending its few available spawn to clear nearby rooms of enemies and debris. It can spawn only drow, dwarves, and grimlocks (three kinds of creatures its mother captured and fed it in the lair), none of which are common creatures on this level. As it consumes more of the local inhabitants, it will learn to create other kinds of spawn to use as servants.

RANDOM ENCOUNTERS

If the PCs wander outside the area shown on the map of Yeldoon's Crypt (see page 91), they might encounter other monsters native to this level. These encounters serve to steer the PCs back toward the tactical encounters for this portion of the adventure and to provide additional experience if the PCs need it. The monsters on this list can also be used to populate the area between here and the Belkram's Fall (the next chapter), giving the sense that Undermountain is a living and busy place rather than mostly empty; these "travel encounters" do not have to be dangerous; the goal is to spice up the travel rather than steer PCs back toward the main areas of the adventure.

Possible random encounters are described below.

Darkmantles (4) (EL4): These creatures might be found anywhere, and could drop unexpectedly on PCs in the middle of a fight with another creature. Some have learned to hang above thickmist (see page 86) and drop on creatures slowed by that hazard. See *Monster Manual* page 38 for more information.

CR 2; Small magical beast; HD 1d10+1; hp 6; Init +4; Spd 20 ft., fly 30 ft. (poor); AC 17, touch 11, flat-footed 17; Base Atk +1; Grp +0; Atk Slam +5 melee (1d4+4); Full Atk Slam +5 melee (1d4+4); SA Darkness, improved grab, constrict (1d4+4); SQ Blindsight 90 ft.; AL N; SV Fort +3, Ref +2, Will +0; Str 16, Dex 10, Con 13, Int 2, Wis 10, Cha 10.

Skills and Feats: Hide +10, Listen +5, Spot +5; Improved Initiative.

Dire Rats (8) (EL 3): These creatures always hunt in packs and are especially aggressive. From experience they have learned to prefer unarmored opponents to armored ones. See *Monster Manual* page 84 for more information.

CR 1/3; Small animal; HD 1d8+1; hp 5; Init +3; Spd Fly 40 ft., climb 20 ft., swim 20 ft.; AC 15, touch 14, flat-footed 12; Base Atk +0; Grp -4; Atk Bite +4 melee (1d4 plus disease); Full Atk Bite +4 melee (1d4 plus disease); SA Disease (Fort DC 11, 1d3 days, 1d3 Dex and 1d3 Con); SQ Low-light vision, scent; AL N; SV Fort +3, Ref +5, Will +3; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

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

Doppelgangers (2) (EL 5) or (4) (EL 7): These creatures are part of the doppelganger-cloaker alliance and are unlikely to attack PCs. They usually pretend to be a rival group of adventurers to discourage offers to "team up." They can provide information to PCs or steer them in the right direction if they're lost, and might even come to the PCs' aid in a bad encounter. See *Monster Manual* page 87 for more information.

CR 3; Medium monstrous humanoid (shapechanger); HD 4d8+4; hp 22; Init +1; Spd 30 ft.; AC 15, touch 11, flat-footed 14; Base Atk +4; Grp +5; Atk Slam +5 melee (1d6+1); Full Atk Slam +5 melee (1d6+1); SA Detect thoughts (CL 18th, Will DC 13); SQ Change shape, darkvision 60 ft., immunity to sleep and charm; AL N; SV Fort +4, Ref +5, Will +6; Str 12, Dex 13, Con 12, Int 13, Wis 14, Cha 13.

Skills and Feats: Bluff +10, Diplomacy +3, Disguise +9, Intimidate +3, Listen +6, Sense Motive +6, Spot +6; Dodge, Great Fortitude.

Flying Spiders (6) (EL 3): These spiders are essentially Small monstrous hunting spiders with dragonflylike wings that give them a fly speed of 30 feet (average maneuverability). Unlike ground spiders, they usually travel in groups. See *Monster Manual* page 288 for more information.

CR 1/2; Small vermin; HD 1d8; hp 4; Init +3; Spd 40 ft., fly 30 ft. (average); AC 14, touch 14, flat-footed 11; Base Atk +0; Grp -6; Atk Bite +4 melee (1d4-2 plus poison); Full Atk Bite +4 melee (1d4-2 plus poison); SA poison (Fort DC 10, 1d3 Str/1d3 Str), web; SQ Darkvision 60 ft., tremorsense 60 ft., vermin traits; AL N; SV Fort +2, Ref +3, Will +0; Str 7, Dex 17, Con 10, Int —, Wis 10, Cha 2.

Skills and Feats: Climb +11, Hide +11, Jump -2, Spot +4; Weapon Finesse^B.

Gnolls (6) (EL 5): Bands of gnolls roam Undermountain, on the lookout for groups of intruders they outnumber. They sometimes lay simple traps and wait to ambush those who come by (they also take advantage of death pits; see page 86). See *Monster Manual* page 130 for more information.

CR 1; Medium humanoid; HD 2d8+2; hp 11; Init +0; Spd 30 ft. (6 squares); AC 15, touch 10, flat-footed 15; Base Atk +1; Grp +3; Atk Battleaxe +3 melee (1d8+2/×3) or shortbow +1 ranged (1d6/×3); Full Atk Battleaxe +3 melee (1d8+2/×3) or shortbow +1 ranged (1d6/×3); SA —; SQ Darkvision 60 ft.; AL CE; SV Fort +4, Ref +0, Will +0; Str 15, Dex 10, Con 13, Int 8, Wis 11, Cha 8.

Skills and Feats: Listen +2, Spot +3; Power Attack.

Ogres (2) (EL 5): These brutes like to bully evil humanoids and eat visiting surface-dwellers. Sometimes they team up with orcs or wererats. See *Monster Manual* page 198 for more information.

CR 3; Large giant; HD 4d8+11; hp 29; Init -1; Spd 30 ft. in hide armor, base speed 40 ft.; AC 16, touch 8, flat-footed 16; Base Atk +3; Grp +12; Atk Greatclub +8 melee (2d8+7) or javelin +1 ranged (1d8+5); Full Atk Greatclub +8 melee (2d8+7) or javelin +1 ranged (1d8+5); Space 10 ft.; Reach 10 ft.; SA —; SQ Darkvision 60 ft., low-light vision; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills and Feats: Climb +5, Listen +2, Spot +2; Toughness, Weapon Focus (greatclub).

Rat Swarms (2) (CR 4): These swarms are sometimes herded toward enemies by orcs or other humanoids using noise, fire, and smoke. See *Monster Manual* page 239 for more information.

CR 2; Tiny animal (swarm); HD 4d8; hp 13; Init +2; Spd 15 ft. (3 squares), climb 15 ft., swim 15 ft.; AC 14, touch 14, flat-footed 12; Base Atk +3; Grp —; Atk Swarm (1d6 plus disease); Full Atk Swarm (1d6 plus disease); Space 2-1/2 ft.; Reach 0 ft.; SA Disease (Fort DC 12, 1d3 days, 1d3 Dex and 1d3 Con), distraction (DC 12); SQ Half damage from slashing and piercing, low-light vision, scent, swarm traits; AL N; SV Fort +6, Ref +6, Will +2; Str 2, Dex 15, Con 10, Int 2, Wis 12, Cha 2.

Skills and Feats: Balance +10, Climb +10, Hide +14, Listen +6, Move Silently +6, Spot +7, Swim +10; Alertness, Great Fortitude.

Rust Monster (CR 3): Fat from eating scraps from dead adventurers, this creature is content if given a shield, sword, or other metal item of similar size, only attacking if attacked or not given "food." See *Monster Manual* page 216 for more information.

CR 3; Medium aberration; HD 5d8+5; hp 27; Init +3; Spd 40 ft. (8 squares); AC 18, touch 13, flat-footed 15; Base Atk +3; Grp +3; Atk Antennae touch +3 melee (rust); Full Atk Antennae touch +3 melee (rust) and bite -2 melee (1d3); SA Rust (Reflex DC 17); SQ Darkvision 60 ft., scent; AL N; SV Fort +2, Ref +4, Will +5; Str 10, Dex 17, Con 13, Int 2, Wis 13, Cha 8.

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

Shadows (2) (EL 5): Many packs of shadows are unlucky adventurers who fell to other shadows. These like to lurk in high-ceilinged rooms, near curtains of darkness (see page 86), or just within the walls of the dungeon. See *Monster Manual* page 221 for more information.

CR 3; Medium undead (incorporeal); HD 3d12; hp 19; Init +2; Spd Fly 40 ft. (8 squares) (good); AC 13, touch 13, flat-footed 11; Base Atk +1; Grp —; Atk Incorporeal touch +3 melee (1d6 Str); Full Atk Incorporeal touch +3 melee (1d6 Str); SA Create spawn, Strength damage; SQ Darkvision 60 ft., incorporeal traits, +2 turn resistance, undead traits; AL CE; SV Fort +1, Ref +3, Will +4; Str —, Dex 13, Con —, Int 6, Wis 12, Cha 13.

Skills and Feats: Hide +8, Listen +7, Search +4, Spot +7; Alertness, Dodge.

Skeletons (8) (EL 3): Whether animated by Halaster, the ambient magic of Undermountain, or tomb guardians gone rogue, skeletons are common foes. Most skeletons are the human warrior variety, but some are more monstrous things (which have a higher CR, of course). See *Monster Manual* page 225 for more information.

CR 1/3; Medium undead; HD 1d12; hp 6; Init +5; Spd 30 ft. (6 squares); AC 15, touch 11, flat-footed 14; Base Atk +0; Grp +1; Atk Scimitar +1 melee (1d6+1/18-20) or claw +1 melee (1d4+1); Full Atk Scimitar +1 melee (1d6+1/18-20) or 2 claws +1 melee (1d4+1); SA —; SQ Damage reduction 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits; AL NE; SV Fort +0, Ref +1, Will +2; Str 13, Dex 13, Con —, Int —, Wis 10, Cha 1.

Feat: Improved Initiative.

Stirges (8) (EL 4): These bloodthirsty things like to roost near large monsters and swoop in to drain blood while their targets are distracted by a larger foe. Some prefer living near thickmist (see page 86) and swoop in on hindered opponents. See *Monster Manual* page 237 for more information.

CR 1/2; Tiny magical beast; HD 1d10; hp 5; Init +4; Spd 10 ft. (2 squares), fly 40 ft. (average); AC 16, touch 16, flat-footed 12; Base Atk +1; Grp -11 (+1 when attached); Atk Touch +7 melee (attach); Full Atk Touch +7 melee (attach); Space 2-1/2 ft.; Reach 0 ft.; SA Attach (AC reduced to 12), blood drain (1d4 Con per round while attached, 4 Con maximum); SQ Darkvision 60 ft., low-light vision; AL N; SV Fort +2, Ref +6, Will +1; Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6.

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

Wererats (3) (CR 5): These shapeshifters most likely attack in their hybrid forms. They could also choose to rob the PCs instead of killing them, demand a toll for safe passage, and so on. See *Monster Manual* page 172 for more information.

Hybrid Form: CR 2; Medium humanoid (shapechanger); HD 2d8+3; hp 12; Init +3; Spd 30 ft. (6 squares); AC 16, touch 13, flat-footed 13; Base Atk +1; Grp +2; Atk Rapier +5 melee (1d6+1/18-20) or light crossbow +4 ranged (1d8/19-20); Full Atk Rapier +4 melee (1d6+1/18-20) and bite -1 melee (1d6 plus disease) or light crossbow +4 ranged (1d8/19-20); SA Curse of lycanthropy, disease (Fort DC 13, 1d3 days, 1d3 Dex and 1d3 Con); SQ Alternate form, rat empathy, DR 10/silver, low-light vision, scent; AL LE; SV Fort +6, Ref +5, Will +4; Str 13, Dex 17, Con 14, Int 10, Wis 11, Cha 8.

Skills and Feats: Climb +3, Handle Animal +3, Hide +5, Listen +4, Move Silently +4, Spot +4, Swim +11; Alertness, Dodge, Iron Will^B, Weapon Finesse^B.

OTHER THREATS

Monsters aren't the only danger in Undermountain. The following traps and hazards are common on this level.

CORPSE

While not an inherent danger in itself, a corpse could be the nesting place of carrion worms, evidence of a nearby trap, or placed deliberately as a lure by intelligent monsters. Corpses in well-traveled areas are usually thoroughly looted but might still possess a few coins, an overlooked bit of jewelry, or a small but useful item.

CURTAIN OF DARKNESS

These magical areas of darkness are only an inch thick but are sufficient to obscure what is beyond them; anything on the opposite side of a curtain of darkness has total concealment. Predators of all kinds have learned to lurk near a curtain of darkness, ready to pounce on the first intruder who staggers through it or probes it with a limb or puts his face through in an attempt to see the other side. Some curtains might have secondary effects, such as exuding a harmless feeling of chill air or targeting those that pass through with a *daze monster* spell.

DEATH PIT

Each of these features appears to be an ordinary pit from 20 to 40 feet deep, but any creature that comes within 10 feet of its edge must make a DC 15 Fortitude save each round or be strongly pulled into it by a magical gravity effect. Creatures who fall into a death pit take damage as if the pit were 10 feet deeper than it actually is. Because of the pull of the pit's gravity, Climb checks to get out have a DC 5 higher than normal (25 instead of 20). Many death pits are surrounded on all four sides by a curtain of darkness, which means anyone who carefully approaches the curtain to see what's beyond probably gets whisked through and into the pit.

GREEN SLIME (CR 4)

This natural hazard might consist of an isolated patch of green slime, or it could cover an entire wall, floor, ceiling, or corridor. Halaster's magic might confine the slime to a single hallway or room, but fleeing adventurers can drag it with them elsewhere. The slime could conceal valuable mineral or stone items (such as gems), and in some locales Halaster placed a "skeleton" made of stone in a patch of slime to attract greedy adventurers.

RUBBLE

The earthquake damaged parts of Undermountain. Although Halaster's spells normally prevent too much

destruction, the disaster also crippled some of these wards. Now, parts of this level have collapsed or are at risk of collapsing. The worst areas are entirely blocked, but most of the damage is just thick rubble scattered on the floor. The damaged wards still struggle to repair these collapses, and visitors can see rocks and other debris slowly dragged back and forth in random patterns since the original magic broke down.

TELEPORTER

Halaster used simple permanent teleporters to bother adventurers and keep intruders out of unwanted areas. A teleporter might bounce targets to the opposite side of the dungeon, to a nearby cell, or into a monster's lair. Some teleporters are always active, some require minutes or an hour to recharge. Each teleporter has a secret key (which is usually a physical item, such as a ring of bone, a burning torch, a silver dagger, and so on) that lets its bearer bypass the teleporter automatically. Local monsters avoid the teleporters if they don't have the keys (the doppelgangers know about the keys to many of the teleporters on this level and use them to move around quickly and escape from danger). Some teleporters have additional features, such as suppressing the target's magic items for 10 minutes or making the target nauseated for an hour. Many teleporters were damaged during the earthquake and now function erratically, sending victims to the nearest portal location (probably at the Helmwatch).

THICKMIST

This thick, clinging fog hangs low to the ground. It might be white, yellow, or pale blue. It is mostly harmless, but creatures passing through it are slowed as if it were *solid fog*. Thickmist is never more than 3 feet high, so creatures that can fly or levitate are able to pass over it easily. It penalizes only attacks originating from or against creatures within the mist (two humans fighting with swords would be unaffected, but a monk's kick would have a penalty, as would any attack on a dire rat within the mist, for example). Thickmist arises spontaneously in certain rooms and corridors. Though it can be dispersed by severe wind, it always re-forms after 10 minutes, rising out of nothing to once again fill an area. Thickmist radiates conjuration (creation) magic.

Wards

Some corridors and rooms are closed off by *walls of force*. Some of these are Halaster's creations, designed to frustrate visitors or steer them into other parts of Undermountain. Some are random magical effects accidentally invoked by the earthquake and Halaster's botched ritual. Others are the dungeon's wards, blocking off areas so that repair and maintenance magic can attempt to fix damaged areas. As

with the teleporters, some of these can be bypassed with the proper key, but most of them are designed to be impenetrable to all but Halaster the Mad Mage himself.

ADVENTURE HOOKS

Reasons that the PCs might venture down into Level 2 might include one or more of the following.

NOBLE PATRON

Lord Yeldoos's elderly father feels the hand of death approaching and wishes to see his exiled son again before he dies, not knowing that Yeldoos has been dead for twenty years. A pair of Yeldoos's nephews, Eurikos and Phariseus, come to the city to find him and finally learn that he has died and (legend has it) buried his wealth with him. Because the family has fallen on hard times, the nephews want to recover that wealth, as well as his signet ring as proof of his death for their grandfather. The nephews don't know much about the city, but they've been able to piece together that Yeldoos's tomb is near a portal entrance leading to a place called the Helmwatch. They agree to split half of the wealth taken from the tomb with anyone who recovers it for them.

The PCs can ask around Undermountain to find out where this portal (Gather Information DC 10, since the doppelgangers are on the lookout for adventurers they can send into Undermountain). The two most likely approaches are through a portal within the city known as the Ghostgate, or through a portal on the Dungeon Level (location 17 in Chapter 1).

If the PCs succeed on a DC 15 Gather Information check, they learn that the helmed horrors in the Helmwatch won't attack intruders if left undisturbed. They can be very dangerous if tampered with, however.

VISION

One of the PCs' spell-shard visions might be of an ornate gold medallion being used like a key in a large, rune-carved stone chamber. Inquiries about this medallion eventually reveal that it was an item worn by an exile named Yeldoos who had himself entombed in Undermountain (though nobody understands the "key" connection). This item is cursed, but is one of the keys to using Halaster's runestone (see Chapter 5).



Yeldoos's Crypt

DWARF PATRON

Reports from adventurers exploring Level 2 indicate that dwarves and drow are working together to clear rubble from damaged rooms. This situation upsets the dwarf community in the city, and one of the resident elder dwarves calls for an investigation. The PCs are hired to look into the truth of this matter.

BOUNTY

Recent grimlock activity underground has stirred up rumors of a mind flayer or medusa trying to consolidate power in one wing of the dungeon. To encourage young adventurers, a veteran explorer offers a 10 gp bounty on grimlock heads to weed out the minions and make it easier for a more experienced group to deal with the leader of these grimlocks.

RESCUE

An old wanted poster at an adventurers' hangout indicates that a group of four inexperienced adventurers disappeared in Undermountain a few months ago. Their families would like them found alive, or at least to have proof of their deaths. The adventurers were looking for Yeldoos's Crypt.

MAP

While exploring beneath the Yawning Portal Inn, the PCs find a map showing the Helmwatch ("staff of thunder and lightning" is written next to that room), a nearby room called the Crypt of Yeldoan, and something called the Hall of the Black Helm. A scribbled note at the bottom of the map says they can find the Helmgate (a portal from Level 1 to the Hall of the Black Helm on Level 2) near the Falling Stair. (It's in location 17 on the Dungeon Level; see page 56.)

FINDING THE CRYPT

Level 2 is not easy to reach; all direct physical connections from Level 1 are blocked by traps or collapsed stairwells, and only two known portals lead here. The first portal, called the Ghost Gate, is in a hidden alley in the city above. It leads to the Helmwatch (location 1 on Level 2). The doppelgangers of Level 2 know about the Ghost Gate and trade or sell maps to it in order to encourage adventurers to enter Undermountain (and eventually help them against the drow). The second portal, called the Helmgate, is in an old storeroom on the Dungeon Level (location 17; see page 56). It leads to a room called the Hall of the Black Helm (a location not shown on the map, but not far from where the northern corridor leads off the map of The Crypt of Yeldoan).

Both portals deposit the PCs near the Crypt of Yeldoan. Since the doppelgangers know of and use both of these portal destinations and wish to funnel adventurers toward their camp, they have made notes and arrows in chalk on the floors and walls of these two chambers. Messages include "Safe camp this way," "City merchants here," and so on, written in Common, Elven, and Dwarven. If the PCs ignore these directions and choose to wander around, they are likely to find the Crypt eventually, though they might have a few random encounters along the way. Feel free to use the random encounters on pages 84–85 to steer the PCs in the right direction.

None of the rooms on this level have a light source unless one is noted in the location description.

QUIET ZONE

A subtle magical effect creeps through this portion of Level 2, reducing the ability of sound to travel. Listen check DCs increase by 5 for every 10 feet of distance from the source instead of just by 1. Effects that rely on sound (such as thunderstones, *sound burst*, and *shout*) reduce their radius (or range, in the case of cone effects) by half. This means that normal conversations (normally DC 0) are hard to hear 40 feet from the source and even a battle (normally DC –10) is all but inaudible at a distance of 60 feet.

This effect permeates all encounter locations described in this chapter.

DOPPELGANGER CAMP

The doppelganger merchant camp is northwest of the Helmwatch and a good distance north of the Hall of the Black Helm. The camp is housed in a large, L-shaped chamber with three entrances. The corridors leading to the camp bear chalk-marked warnings written in Common, Dwarven, and Elven. These warnings include the following messages, as well as messages along a similar style:

"The people up ahead are heavily armed."

"The people up ahead do not like to be surprised."

"Peaceful visitors—please announce yourself very loudly as you approach."

Each corridor also has a simple tripwire trap (Spot DC 20) that rings a concealed bell in the camp to alert the doppelganger to anyone trying to sneak up on them.

Tripwire-Bell Trap: CR 1/3; mechanical; local trigger; manual reset; single target; Search DC 20; Disable Device DC 15.

The doppelganger camp is sparse and efficient. When the PCs approach the camp, read:

This large chamber features an open tent, not unlike the covered stalls you might see in any town or village marketplace. Blankets are spread beneath the tent, upon which you notice a variety of general goods. Next to the tent you notice three bedrolls, three wooden chairs, three locked chests, and a small cooking stove. A metal torch set in the center of the floor burns with a magical flame. Near each bedroll rests a heavy crossbow, close at hand. Three nondescript humans lounge in this camp, sitting, stirring something in a pot atop the stove, and arranging items on the blankets.

Three doppelgangers are here at all times, using their change shape ability to look like nondescript human sellswords from the city above. They welcome any friendly adventurers and introduce themselves as Dorn, Grim, and Malvar (the leader). They explain that Malvar's brother is a merchant in the city who had the clever but risky idea of setting up a merchant camp in Undermountain where adventurers could sell whatever they find and buy basic gear without having to make the long trek up to the surface.

The doppelgangers use their ability to detect thoughts to fill in their story with details that will convince the PCs that nothing out of the ordinary is going on here. If the PCs interacted with any doppelgangers on the surface, the ones here use that information to bolster their story, making statements such as, "My brother has been informing adventurers of this camp," "My brother has been telling people about the portals that lead near here to drum up business," and so on.

The truth is, the doppelgangers are interested in profiting here, and they are supplied with goods from the surface to help adventurers (though for their own ulterior motives), so attempts to catch them in a blatant lie are unlikely to succeed.

Two of the doppelgangers are typical of their kind, but Malvar is an exceptional individual, able to cast *expeditious retreat* and *invisibility* once per day as a 4th-level sorcerer. Malvar helped build the doppelganger–cloaker alliance. The sellswords are outfitted essentially the same—chainmail, a longsword, a shield, and a heavy crossbow that is kept loaded and ready to use. In addition to this gear, Malvar wears a long black cloak (actually a cloaker, here to observe what the doppelgangers are doing).

If the doppelgangers are forced into combat and the battle turns against them, the cloaker stops pretending to be a garment and fights alongside them. If the cloaker takes heavy damage, it flees to report the attack to its superiors.

From time to time a fourth doppelganger (Brem) might be here as well. He normally presents himself as a wealthy human merchant, but could appear as an elf (“Baelar”), dwarf (“Barundar”), or halfling (“Blaznar”) if the PCs announce themselves in a language other than Common. Brem is in charge of resupplying the camp with surface goods, taking acquired monies elsewhere, and carrying news from the surface and elsewhere in Undermountain. Brem acts slightly aloof, as if the PCs aren’t really worth his time, and pretends to be a business partner of Malvar’s brother. If the PCs need gear that the camp doesn’t supply, Brem can get it for them if they give him half the money as a deposit; delivery to the camp takes two to three days.

When not talking to adventurers, the doppelgangers pass the time telling stories and playing dice games. They usually eat their food cold, using the stove only occasionally to cook or for warmth, since suitable fuel is hard to come by in this part of Undermountain.

WHAT THE DOPPELGANGERS KNOW

With their connections to the surface city and many sites within Undermountain, the doppelgangers are possibly the best-informed group the PCs can interact with. They know the following facts and items of information. Facts noted as “free” they share without prompting; other facts must be acquired through the use of Diplomacy or in other ways.

- Details about the immediate area and the corridors connecting to the Helmwatch and the Hall of the Black Helm. (free)
- How to reach the surface through direct tunnels. This is not a safe or fast path, taking several days with a half-dozen encounters along the way. (free)
- The general location of the Crypt of Yeldoan. (free)
- The general location of the drow, dwarves, and grimlocks living nearby. (free)
- Typical monsters and hazards nearby. (free)

- The Sargauth River (south and one level down) is experiencing an influx of giant spiders from downstream, moving into the main levels of Undermountain. This information is presented as hearsay from other adventurers they’ve spoken to. (free)
- Anything the PCs already know. Because they can read minds, the doppelgangers are good at “confirming” information the PCs already know, either by repeating what the PCs are already thinking or coming up with their own spin on the PCs’ thoughts. Since they are trying to help the PCs rather than mislead them, these doppelgangers try to reinforce true rumors and subtly contradict false ones, though not in a way that reveals they aren’t humans from the city. (free)
- They have copies of the portal key that momentarily reverses the one-way portal in the Helmwatch. They use this key to quickly access the city above. They are willing to sell these keys at a high price (see below).
- The location and key for the portal in location 7 that leads to Belkram’s Fall.
- The general layout of most of Level 1 and Level 2. Since humans from the city wouldn’t know this, they keep this knowledge secret from the PCs so as to maintain their disguise.
- The sellswords are actually doppelgangers. The true purpose of this camp is to find adventurers to help the doppelgangers defeat or drive off the drow. They won’t reveal this information unless they absolutely trust the PCs, and only after the PCs have proven themselves valuable to the doppelgangers.

WHAT THE DOPPELGANGERS SELL

The doppelgangers don’t anticipate a huge amount of business, but they are adequately stocked to take care of the adventurers. The camp contains the items listed below (most of them in the chests, some of them displayed on the blankets inside the tent). If an item is sold, it is restocked in 1d4 days. They sell these items at the normal price unless otherwise listed. Any other items must be specially requested and take 1d4+1 days to arrive at the camp.

- Potions of cat’s grace (1,300 gp), cure light wounds (650 gp), and cure moderate wounds (2,300 gp)
- Scroll of identify (1,125 gp)
- Metal rod with *continual flame* cast on it (1, or 2 if you count the one used in the camp, 90 gp)
- Arrows (60, 1 gp per set of 20), bolts (30, 1 gp per set of 10), daggers (4, 2 gp each), sling bullets (10, 1 sp per set of 10)
- Chalk (10, 1 cp), crowbar (1, 2 gp), grappling hook (1, 1 gp), oil (5, 1 sp each), pitons (10, 1 sp each), rope (1, 50 ft. hemp, 1 gp), sacks (10, 1 sp each), tindertwig (5, 1 gp each), torches (40, 1 cp each), trail rations (10 days worth, 5 sp per day)
- Portal keys to reverse the Helmwatch portal (4, 100 gp each)

Portal Key Note: To keep the actual nature of the portal key from becoming known, the doppelgangers hide the true keys (carved basilisk bone rings; see the entry on Helmwatch, below) inside small clay figurines of a popular god and sell each as if the figurine itself were the key. That way, if someone decides to make his own figurines (without the true key within), they won't work, and the doppelgangers will maintain control over the use of the return portal.

WHAT THE DOPPELGANGERS BUY

The doppelgangers buy anything they have a reasonable chance of reselling in the city above or that might be useful to them in Undermountain. They keep only about 200 gp in the camp, and prefer to trade items in their inventory (particularly the potions) rather than just exchange cash. Larger purchases require them to arrange for additional money to be brought to the camp, which takes 1d4+1 days. They buy items at half price, just like a merchant in a normal settlement. They are unlikely to pay out more than 1,000 gp in any given week unless they are offered a high-demand item or the PCs are selling something for less than the normal purchase price.

HALL OF THE BLACK HELM

This large, dark chamber has seen better days. The remnants of rotting and burned tapestries hang on the walls, some intact enough to show pegasus-mounted knights battling flying dragons. The southern end of the room has a plain stone chair. A battered black metal helm and broken black greatsword lie discarded on the floor. Chalk writing covers parts of the walls.

This chamber is one of two arrival locations for the PCs when they come to explore this level of Undermountain. It does not appear on the map on page 91, but should be considered to be somewhere up the northern corridor, not far from the location of the doppelganger merchant camp.

The ceiling here is 80 feet high, but the uppermost 20 feet are filled with cobwebs. Because this chamber is easily reached by the portal from Level 1 (location 17 in Chapter 1), this place is known to Undermountain explorers and those who discuss such endeavors in the city above.

The throne used to be piled with gems and other treasures, and the helm and sword attacked any who tried to take the loot. At some point in the past, someone managed to defeat the guardian and claim the treasure. Normally Halaster would restock the room with monsters or other guardians, but his death has left the room empty except for occasional travelers looking for a place to camp. This room is now a safe entry point to Level 2 of Undermountain.

The doppelgangers have marked the exposed walls with chalked messages and arrows pointing new arrivals north

and east to their merchant camp, though it is possible to go south into the area of Yeldoan's Crypt from here.

DEEPSPAWN TERRITORY

The deepspawn Hukurus and its minions control several rooms south and southeast of the Crypt of Yeldoan. Cautious in its immature state, Hukurus has been careful to avoid conflict with anything that it cannot easily defeat, skirting ogres, trolls, and a tribe of orcs to the south until it reached these unclaimed chambers. Locations 2, 3, 4, 5, 6, and 8 are the deepspawn's territory. It has its sights set on locations 7 and 9, but first it has to deal with the carrion crawlers nesting there.

See the specific location descriptions and tactical encounters for more information about the deepspawn and its minions

1. HELMWATCH

This partially collapsed room has a 60-foot ceiling and many pillars. The eastern side of the room features a raised circular platform surrounded by six jet-black statues. At the center of the platform flickers a sphere of light, barely providing illumination equal to that of a torch. A door in the south wall hangs open, revealing a corridor beyond. Someone has written on the walls and floor in Common, as well as in the Dwarven and Elven scripts.

Before the recent earthquake, this was a grand room with wings extending north, west, and east from the sphere of light. Twelve armored figures (helmed horrors) stood guard around the sphere, attacking anyone that attacked them or touched the sphere in any way. The sphere contained an ephemeral image of a beautiful elven woman carrying a magic staff. With the death of Halaster, part of this room collapsed, burying several guardians and interfering with the sphere-spell and the portal that leads here from an alley in the city above. Adventurers managed to seize the staff and destroy two guardians before fleeing, and now the remaining armored figures are left guarding an empty sphere of light.

The portal deposits characters in the northeast portion of the chamber. The portal can't be operated from this direction without the appropriate portal key (which can be obtained from the doppelganger merchants).

Chalked messages in Common, Dwarven, and Elven on the south wall indicate the direction to a merchant camp. The message on the floor by the portal reads, "Do not attack the statues or enter the light!" The only exit from the room is through a smashed-open door in the south wall. Chalked arrows and these messages continue through the southern corridor, through location 2, and north and west toward the camp. The chalked messages are all in the same handwriting.

Tactical Encounter: 3–1, The Helmwatch (page 97).

The Crypt of Yeldoos



*A room that devours light*

2. MORTARED RUBBLE

A wall of mortared rubble blocks any further progress in this direction.

The deepspawn had its minions build these barriers out of rubble from its territory, mortaring it in place with a mixture of gravel and fungal paste. This improvised mortar means the wall is not as strong as an actual stone wall (hardness 5, 10 hit points per inch of thickness), but is still sufficient to halt or redirect anyone unwilling to spent several hours' work breaking it apart. A successful DC 12 Craft (stonemasonry) check (dwarves gain a +2 bonus on this check for stonemasonry) lets a PC recognize the work as similar to dwarf workmanship but at the same time inferior to it. (The walls of rubble were built by dwarf-spawn that still have an affinity for stonework but produce only a lesser imitation of what true dwarves can accomplish.)

3. CHAMBER OF FLOATING PILLARS

Four ornately carved pillars hang in midair within this 20-foot-high, vaulted chamber. Fragments of pillar extend to the floor and ceiling, as if these were hewn free and spelled in place.

All four pillars radiate faint transmutation magic. One pillar depicts dragons, one depicts demons, the third shows strange birds, and the fourth semiamorphous creatures. The pillars are held in place with powerful magic. They can easily be spun in place, but only great strength can move them vertically or horizontally (a DC 20 Strength check moves a pillar 1 foot + 1 foot for every point by which the check exceeds 20). If moved, a pillar automatically returns to its original position as soon as the force applied to move it ends.

The carvings on the pillars extend to the nonfloating parts attached to the floor and ceiling, though the material from the missing parts of the floating pillars is long gone. Old bloodstains color the undersides of the floating pillars and the top of the fragment beneath them. If an object of at least Diminutive size passes through the gap between pillar and base or pillar and crown, the pillar hurls itself toward the object, crushing it between the end of the pillar and its attached counterpart. If the crushed object is a body part, consult the variant rule for Damage to Specific Areas on page 27 of the *Dungeon Master's Guide* to see what additional penalties this injury might cause. For a time, a bloodthirsty gang of cultists used these pillars to sacrifice captives to their goddess, though they eventually relocated to a more convenient location, and few creatures have lived here since.

Pillar Crush Trap: CR 1; magical; location trigger; automatic reset; Atk +10 melee (2d6, rock); Search DC 25; Disable Device DC 25.

4. GRIMLOCK HAVEN

This oddly shaped room is noteworthy for two pillars of black rock on the north end, each carved in the shape of a tall and beautiful woman. Each stands on a 3-foot-tall cylindrical base, adding to its height. The statues seem to draw all light out of the room, like smoke going up a chimney.

The carved pillars radiate evocation (darkness) magic and are literally drawing the light out of the room. Lights outside the room can provide only shadowy illumination within it. Any light source within the room immediately dims until it illuminates only the square it is in with shadowy illumination. The pillars have no effect on instantaneous light-based spells such as *flare* and *searing light*. This effect ends if both columns are destroyed (hardness 8, 300 hit points each).

The south end of the room is hard to see because of distance and the light-damping effect of the statues. It is partially buried in rubble, blocking off the rest of what used to be a much larger room.

This room is the lair of four grimlock-spawn created by Hukurus, who realizes that this place's light-absorbing properties make it an ideal location for them. The grimlocks normally wait in the southeast part of the room when they are not hunting. The grimlocks attack if the PCs linger, particularly if they waste time experimenting with or trying to destroy the pillars.

Tactical Encounter: 3–2, My Eyes Do Not See (page 98).

5. DWARVEN LABOR

The floor of this room is smooth except for an L-shaped area of rough stone around three central pillars. Two dwarves quietly chisel away at a short wall partially dividing the room, and two more are mortaring the stone fragments into an improvised barricade nearby. A few bedrolls are scattered around the area.

Until recently, this area was two chambers. The deepspawn told its dwarf-spawn to remove the wall dividing the rooms and use the rubble to block off other parts of its territory. The rough part of the floor is where the old wall used to be; the dwarves left support pillars in place and plan to smooth them and the floor once the wall is completely removed.

The dwarf-spawn are not overtly hostile and do not attack on sight, but they are not accustomed to dealing with strangers. Communication with the dwarves could prove to be problematic because they speak and understand only Undercommon (as taught to them by their deepspawn parent), though Dwarven seems familiar if spoken to them and they act like they are trying to understand it.

PCs watching the dwarf-spawn can make DC 10 Spot checks to notice that these dwarves look a lot alike—enough so to be brothers. Closer scrutiny (Spot DC 15) reveals that they are essentially identical. This of course is because they're spawn, essentially clones of the one dwarf the deepspawn consumed back in its parents' lair.

REALMSLORE: THE THUNDER BLESSING

Dwarves were in decline for generations in Faerûn, the world of the FORGOTTEN REALMS campaign setting, but earlier this century the dwarf high-god Moradin blessed his children with increased fertility, leading to the birthing of many sets of twins. These twins born of Moradin's Thunder Blessing have now come of age and are exploring the world, revitalizing their race and its interactions with others. Thunder Twins (as they are called) are more sociable than other dwarves, and each is said to be able to sense the presence of his or her twin anywhere in the world.

Each dwarf has a shield engraved with a symbol of a jeweled dagger. This detail, as well as other details on the dwarves and their gear, seems a little unfinished or even blurry, a legacy of their nature as duplicates created by the deepspawn. None of them carry any items indicating their clan or family.

Tactical Encounter: 3–3, Dwarven Cleaning Crew (page 100).

6. WELL-TILED DROW

Tiles cover the floor and walls of this room and extend a few feet into the hallway. On the far end of the room, several wooden doors have been placed on the floor. A bedroll has been spread out on each of the doors.

This room is the lair of four drow-spawn. One stands on sentry duty at all times, watching to the south, since it expects the dwarf-spawn to the north to take care of any intruders approaching from that direction.

The drow-spawn are immediately hostile to all creatures except drow, other spawn, and their spawn-parent; their first response to an intruder is to shroud the hall with their darkness ability. PCs might not actually see the interior of this room until after the drow-spawn are defeated.

Unlike most drow, who take great care of their appearance and pride themselves on their physical beauty, these drow have many scars on their faces, hands, and other exposed flesh. Part of this scarring stems from many unfortunate encounters with the traps in this room, while part comes from their frequent duels over petty things. If it weren't for the scars, these drow would look exactly alike (since they are all spawn-duplicates of one male drow consumed by Hukurus in its parents' lair). They bear no symbols of house affiliation.

If hailed by a drow or someone disguised as such, the drow-spawn are cautiously neutral, willing to exchange limited information in Undercommon (the only language they speak) but not willing to let anyone enter the room. They do not comment on the other spawn or the deepspawn. They do not recognize the name "Yeldoan" but admit they have run into undead in the area.

They say they are from "south and below," and that there are wanderers like them moving in this direction from "the great chasm." If asked about their scars, one answers: "They remind us of our failures."

The tiles covering the floor and walls are about 1 foot square and in varying shades of gray and brown. Many of the tiles in the room (but not those extending into the hallway) are trapped.

Tactical Encounter: 3–4, Scarred Drow (page 102).

7. CRAWLER AND THICKMIST

Thick yellow mist clings to the ground in this room, swirling about knee-height to a human. It drifts around

the center of the room, much the way water drains from a basin, but moving more slowly than thick mud. Just outside the room, the mist quickly fades away to nothing. On the wall just above the mist is a repeated carving of dwarves mining. The place stinks of rotting meat.

The mist is thickmist (see page 86) and is maintained here by the magic of Undermountain (it can be dispersed but always forms again after 10 minutes pass). A portal in the center of the chamber leads to an area in Belkram's Fall (see page 118). The key to the portal is one of the carvings of the dwarves mining. A successful DC 10 Spot check allows a PC to notice that each carving is a separate tile that has been placed side by side with the others, and several of the tiles are missing.

One of Halaster's spells gently urges carrion crawlers to come here. Currently one crawler lives here, waiting on the wall near the ceiling (above an *illusory wall*). If the crawler is killed, another takes up residence here within 1d6 days.

The crawler attacks if anyone enters the room, running down the wall to paralyze its prey.

Tactical Encounter: 3–5, Crawler in the Mist (page 104).

8. HUKURUS'S LAIR

A large pile of rubble fills the center of this chamber. Much of the wall features ornately carved designs, but there are sections where the wall appears rough and undecorated. A pleasant tingle tickles the hairs on your skin as you approach the area.

This is the lair of the deepspawn and two of its grimlock-spawn. Hukurus spends almost all of its time here in the bowl-shaped depression under the rubble, only venturing out with two grimlock-spawn guards about once every week to inspect its territory.

Originally this room was a nexus of hallways with two small rooms nearby, but the deepspawn had its dwarf offspring chisel out the dividing walls to make one large chamber. Most of the debris from this demolition went into building its large rubble-nest (also lined with pelts taken from other Undermountain creatures), and the rest was used to block off the two southern exits. Now the deepspawn plots and schemes to expand its control over this part of Undermountain, always guarded by two grimlock-spawn.

The tingling sensation comes from a dispersed magical aura in this room that heals 1 hit point per minute to all living creatures within it.

Hukurus does not tolerate intruders in its lair, and its grimlock-spawn guards attack immediately from the shelter of the nest.

Tactical Encounter: 3–7, Young Mother (page 106).

9. CRAWLER HATCHERY

The northwest portion of this room features a large mud pit filling a recessed pool. The place stinks of rot, and the remains of at least ten skeletons are visible among the debris near the pool. Growing around the mud pit are hundreds of brown and purple mushrooms, ranging from only an inch tall to some that are well over a foot in height. Barely visible in the mud pit are several globular shapes.



Hukurus the deepspawn

This room is essentially a hatchery for carrion crawlers. The pool of mud is magically kept wet, lukewarm, and full of nutrients, allowing the eggs there (the “globular shapes”) to grow at an optimal rate, ensuring a steady stream of crawlers hatching from here and wandering this level. The pool’s edge is stair-stepped to a depth of 4 feet. Because the smallest crawler eggs are no larger than a human fist, it is almost impossible to find and kill all of them without emptying the pool in the process. Even killing the larger eggs in the pool (and there are usually three or four of them at any time) only delays the next hatching by about a month.

Most of the mushrooms are brown with purple spots—these are harmless and live on mud-nutrients and whatever corpses adult crawlers drag back here. If ground up and mixed with water or other liquid, they make a decent glue, which the dwarf-spawn have been using as mortar for their various construction projects.

The southwest entrance to this room has been barricaded with two wooden doors until the deepspawn’s minions get around to mortaring it shut.

Currently one recently hatched carrion crawler lives here, feeding off scraps left behind. It normally rests in the mud pit, leaving some of its breathing-holes exposed (one of the “globular shapes” described in the read-aloud section). If it senses creatures entering the room, it pulls itself out of the mud and attacks.

Tactical Encounter: 3–6, Crawler Hatchery (page 105).

CRYPT OF YELDOON

This part of the dungeon consists of three connected chambers populated by undead. Although only location 12 is technically the actual crypt of Lord Yeldoos, locations 10 and 11 are inhabited by monsters created by the curse guarding Yeldoos’s final resting place. The undead in locations 10 and 11 are solely concerned with guarding the actual crypt and do not patrol into nearby areas. Since Yeldoos’s curse can affect others who come here, it is possible that eventually these secondary undead guardians will spread out over a larger area (starting with location 9). Even if this happens, they remain focused on guarding rather than conquering.

All three of these locations become the sites of tactical encounters once the creatures within are disturbed or notice the presence of the PCs.

10. SLIMY SKELETONS

This large chamber has a long oak table on the north wall. Eight finely carved wooden chairs stand near the table in disarray—some are overturned, one appears smashed, and another mostly disassembled. Hanging on the southern wall is a dusty and tattered map of the northern part of the world. Three skeletal humanoids with elongated features stand near the center of

the room. Discarded items are piled in the northwest corner.

The high-quality oak table was transported here by magic. The wood is dry and hard; it burns nicely if used for firewood. It looks as if someone had tried to remove one of the legs, then abandoned that plan to whittle through it, then abandoned that as well.

The eight chairs are a matching set made of the same wood as the table, though two are effectively ruined (one looks as if it was used as an improvised weapon, the other was taken apart by someone with some skill at woodcraft). Each intact chair is worth 30 gp to a collector of antiques, or 250 gp for all six.

The old map shows the area around the city as well as parts of the north coast and the high forest. It is out of date by at least 100 years and crumbles if removed from the wall. If *make whole* is cast upon the map, it can be removed without falling to pieces and can be sold in the city for 25 gp (though transporting a 10-foot-by-20-foot map is no easy task).

The three skeletons are crypt-robbing adventurers who were ambushed and killed just as they got the crypt open. Yeldoos’s curse animated them as undead guardians. They attack any intruders but will not go beyond the limits of this room.

Tactical Encounter: 3–8, Cursed Adventurers (page 108).

11. GUARDIANS OF THE TOMB

Six stone statues of male humans in athletic poses adorn the west and east walls of this square chamber. At the north end of the room is a large iron door that looks as if it was once sealed with a strip of melted lead, but has since been forced open and then closed again.

If the PCs reached this area from the southwest, the two undead here wait in the center of the room. If the PCs came here from location 10, the undead are expecting them; they hide behind one of the statues.

The statues all look alike—they are meant to represent Lord Yeldoos himself in a classic style of sculpture, though he was only a mediocre athlete in life. If the PCs met Yeldoos’s nephews in the city, they notice a faint resemblance between these statues and the two young men. The statues are of more recent manufacture and obviously a different kind of stone from the rest of the room (they were commissioned by Yeldoos shortly before his death and brought here as part of his funeral arrangements). They are nonmagical and do not animate or attack. One unusual feature the statues have in common is an ornate medallion (carved as part of the statue); this is the medallion one of the PCs saw in a spellshard-vision relating to the opening of a rune-carved stone. The real medallion is the cursed item that drove Yeldoos mad,

and he was so attached to it that he made sure even these idealized depictions showed him wearing it.

The unsealed door was broken open by five adventurers, three of which guard location 10 and two of which are here. After they were killed, they rose as undead, closed the door, and assumed their new posts. They attack if anyone enters this room.

Yeldoon's curse is still in effect. Anyone killed in this room rises one hour later as a skeleton or a zombie. A *remove curse* spell cast on a dead body prevents it from rising in this manner, while a *consecrate* spell delays this fate for as long as that spell lasts (and overlapping castings can prevent it indefinitely).

Tactical Encounter: 3–9, Tomb Guardians (page 109).

12. CRYPT CHAMBER

This large rectangular room has only two features. A rectangular stone sarcophagus stands in the center of the room, its smooth lid about four inches thick. Hanging at the far end of the room is a full-sized portrait of a handsome male human with an olive complexion and black hair. The man in the portrait is dressed in fine clothes in an older city style. He wears an ornate golden medallion around his neck. The statues in the previous room obviously have been modeled after this man.

This is Yeldoon's crypt. His body and spirit rest in the sarcophagus in an undead state. The portrait (like most commissioned for the wealthy) conceals his flaws and makes him more attractive than he actually is (painters who fail to do so usually fail to attract more clients). Though he is alerted as soon as the door to this chamber is opened, he does not will himself into activity unless intruders actually pass through the doorway into the room. When the PCs enter the room or disturb it in any way (such as casting spells into it or throwing items into it), refer to the tactical encounter.

Tactical Encounter: 3–10, Body and Spirit (page 110).

CRYPT AFTERMATH

If the PCs entered the crypt on behalf of Yeldoon's family, they have an obligation to return half his wealth to them as part of their agreement. This is especially the case if the PCs invoked Yeldoon's name and family obligations to reach a peaceful solution to their encounter with his remains. If the PCs go back on their agreement with his nephews, Yeldoon awakens and stalks them under cover of darkness, striking at them at inconvenient times (such as after a difficult battle or when they are resting). He might animate other corpses as his servants (such as those in locations 10 and 11) and send them to hurt the PCs while he finds other ways to punish them, such as by murdering their friends, family members, and associates. Yeldoon stops only when he kills all the PCs

or when his treasure is returned to him or his family. As long as he is in this vengeful state, only the destruction of both his body and undead spirit can truly destroy him; if one is destroyed, the other flees and eventually regenerates its other half over the course of a month.

If the PCs found Yeldoon's crypt on their own, they are not obligated to give his treasure to anyone. However, since certain of the items are recognizable to his associates in the city, eventually word gets out that his crypt has been looted. At some point his family members come calling, humbly demanding the return of their relative's belongings and insisting on recovering his signet ring (by force if necessary).

GETTING TO BELKRAM'S FALL

Once the PCs have dealt with the threats in this area, they should be pointed toward Belkram's Fall and the adventures in Chapter 4. If they aren't feeling inclined to return to the surface any time soon, they can sell some of their loot at the doppelganger camp and explore more of this level. The doppelgangers, using information from other adventurers, urge them southward, either by providing a map of a relatively safe route to Level 3 or by explaining the key to the portal in location 7.

If the PCs travel physically through Undermountain, you can populate the areas they visit with creatures from the random encounter tables in this chapter, slowly transitioning to the random encounters given in the next chapter. Eventually the PCs should reach Skullport and be able to move from there to Belkram's Fall itself.

If the PCs use the portal in location 7, they have a much easier time. Once they activate the portal, they arrive near Belkram's Fall (see page 118). From there they can travel to Skullport, Spiderhaven, or directly into Belkram's Fall.

THE HELMWATCH

Encounter Level 9

Use this tactical encounter with the room description on page 90.

If the PCs enter this chamber from the southern corridor, or if they arrive by the portal from the city above and move from the spot they appeared in, read:

*Active magic ceases as you move into the room.
Arcane spellcasters realize you have entered an area of dead magic.*

MONSTERS

The armored figures around the circular platform are helmed horrors. They have not yet recovered from the damage they received in the recent earthquake (a side effect of the magical backlash in this area has prevented their rapid repair ability from functioning). The horrors attack only if they are attacked or if someone touches, enters, or attacks the glowing sphere of light.

TACTICS

The helmed horrors take advantage of their air walk ability in the few parts of the room where magic works, bypassing rubble or moving over troublesome opponents to flank. They do not pursue opponents out of the room, though they are intelligent enough to move around a corner to block line of sight if enemies try to attack them from outside the room. One minute after combat ends, they return to their original positions.

DEVELOPMENT

The helmed horrors are intelligent constructs; if the PCs attack them and run away before destroying all of them, they

5 HELMED HORRORS^{LE} (DAMAGED) CR 8

hp 30 each (reduced from 94) (13 HD)

N Medium construct

Init +6; Senses darkvision 60 ft.; Listen +15, Spot +15

Languages Common

AC 26, touch 15, flat-footed 24

Immune fireball, ice storm, lightning bolt, magic missile

Fort +6, Ref +6, Will +7

Speed 30 ft. (6 squares), air walk 30 ft. (6 squares)

Melee masterwork greatsword +16/+11 (2d6+7/17–20)

Space 5 ft.; Reach 5 ft.

Base Atk +9; Grp +14

Abilities Str 20, Dex 15, Con —, Int 13, Wis 16, Cha 16

SQ air walk, rapid repair (nonfunctional), see invisible, construct traits

Feats Great Fortitude, Improved Critical (greatsword), Improved Initiative, Toughness, Weapon Focus (greatsword)

Skills Diplomacy +5, Listen +15, Search +13, Sense Motive +15, Spot +15

Air Walk (Su) Helmed horrors can move through the air as if affected by an *air walk* spell (caster level 13th).

Rapid Repair (Ex) This ability, possessed by typical helmed horrors, does not function for the creatures in this chamber.

See Invisible (Su) A helmed horror sees invisible creatures as if affected by a *see invisibility* spell.

remember what the PCs look like and attack automatically if they return. The horrors understand Common but never speak or try to communicate.

CONCLUSION

If the PCs decide to run away from these superior opponents, award them 100 XP each. They can gain this reward only once.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Illumination: A hemisphere of light, equivalent to a torch, is provided by the glowing sphere at the center of the circular platform. It sheds bright illumination for 20 feet and shadowy illumination for 20 feet beyond that. If the PCs defeat the helmed horrors, they can reach into the light to find a magic item seen in one of Halaster's visions.

Creatures: Five damaged helmed horrors (H) guard the glowing sphere of light.

Dead Magic Area: Most of the room is a dead magic area. Magic only works within the bright illumination of the glowing sphere and in a 10-foot-radius area around the portal. The dead magic area does not prevent the helmed horrors from functioning, though they cannot air walk within it.

Pillars: The pillars around the room are made of smooth stone. The southwest pillar has a small secret compartment near the floor (Search DC 20) containing two *potions of cure serious wounds*.



MY EYES DO NOT SEE

Encounter Level 4

Use this tactical encounter with the room description on page 92.

The four grimlock-spawn in this area normally wait in the southern part of the room. If the PCs linger here or spend time examining the statues, the grimlock-spawn creep through the darkness to attack. If the PCs hear them (Listen DC increased due to the quiet zone; see page 88), the grimlock-spawn freeze in place (using the Hide skill) and wait until the PCs return to what they were doing or move within melee distance.

Because of the statues in the room, all light brought here illuminates only its own square (with shadowy illumination). Any square that doesn't have a light in it is in darkness. So, any PC not carrying his or her own light source is in darkness.

If the grimlock-spawn approach the PCs without being noticed, read:

Out of the darkness that surrounds you, several gray-skinned creatures emerge, each swinging a stone battleaxe.

If the PCs locate the hiding grimlock-spawn, read:

While searching the darkened room, you notice a gray-skinned humanoid hiding against a wall. Its eyeless face grins as it hefts its stone axe and rushes toward you.

If any PCs have darkvision, read:

You see four misshapen humanoids approaching from the south part of the room. Each is armed with a stone battleaxe, and none of the creatures have eyes—where their eyes should be is smooth flesh.

MONSTERS

The creatures occupying this room are grimlock-spawn created by the deepspawn Hukurus. They are shadows of true grimlocks, but they can prove to be dangerous opponents nonetheless. Grimlock-spawn cannot be reasoned with, and they ignore any attempts by the PCs to talk or negotiate. They have no ranged weapons, so they must close with the PCs to attack. They can't see, but they use their exceptional senses of smell and hearing to navigate as well as any creature with sight—and in dark places, they operate even better than a sighted creature.

4 GRIMLOCKS (DEEPSPAWN)

CR 1

hp 11 each (2 HD)

NE Medium monstrous humanoid

Init +1; **Senses** scent, blindsight 20 ft.*, blindsense 40 ft.*, scent; Listen +5, Spot +3

* Grimlocks normally have blindsight out to 40 feet, but the sound-damping effects in this part of Level 2 reduce the effectiveness of their blindsight to 20 feet, though they still function as if they had blindsense out to 40 feet.

Languages Undercommon

AC 15, touch 11, flat-footed 14

Immune gaze attacks, visual effects, illusions, and other sight-based attacks

Fort +1, **Ref** +4, **Will** +2

Speed 30 ft. (6 squares)

Melee battleaxe +4 (1d8+3/×3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Gp** +4

Abilities Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6

Feats Alertness, Track

Skills Climb +4, Hide +13*, Listen +5, Spot +3

* A grimlock's dull gray skin helps it hide in its native terrain, conferring a +10 racial bonus on Hide checks when in mountains or underground.

Possessions battleaxe

TACTICS

The grimlock-spawn prefer to take advantage of the room's darkness to ambush opponents. If the battle goes against them, they use withdraw actions to fade back into the darkness without provoking attacks of opportunity, wait a round or two, then charge the PCs again. They repeat these tactics until they are killed, since they are suicidal in their devotion to the deepspawn that created them.

The grimlock-spawn are blind and cannot tell if the PCs carry lights, but they can smell torches, lanterns, candles, and other common light sources that give off a recognizable burning scent. As long as the PCs use this sort of light, the grimlock-spawn maintain their ambush-and-retreat tactics (retreating from areas that smell like any kind of fire), because they believe they have an advantage in the darkness beyond the PCs' light (though they have no way of knowing if the PCs are supplementing these burning lights with magical lights or darkvision).

If the PCs aren't using burning lights, the grimlock-spawn assume that their enemies can navigate as well as they can in the dark and abandon their retreat-and-charge tactics. Instead, they focus on flanking PCs to reduce the number of opponents as quickly as possible.

SHADOW

CR 3

hp 19 (3 HD)

CE Medium undead (Incorporeal)

Init +2; Senses darkvision 60 ft., Listen +7, Spot +7

AC 13, touch 13, flat-footed 11

Resist turn resistance +2

Fort +1, Ref +3, Will +4

Speed fly 40 ft. (8 squares)

Melee incorporeal touch +1 (1d6 Str)

Space 5 ft.; Reach 5 ft.

Base Atk +1; Grp +1

Special Atk create spawn, Strength damage

Abilities Str —, Dex 14, Con —, Int 6, Wis 12, Cha 13

SQ incorporeal traits, undead traits

Feats Alertness, Dodge

Skills Hide +8*, Listen +7, Search +4, Spot +7

* A shadow gains a +4 racial bonus on Hide checks in areas of shadowy illumination. In brightly lit areas, it takes a –4 penalty on Hide checks.

Create Spawn (Su) Any humanoid reduced to Strength 0 by a shadow becomes a shadow under the control of its killer within 1d4 rounds.

Incorporeal Traits Can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, spell-like abilities, or supernatural abilities; immune to all nonmagical attack forms; 50% chance to ignore any damage from a corporeal source (except for force effects, such as *magic missile*, and attacks made with ghost touch weapons); can pass through solid objects (but not force effects) at will; attacks ignore natural armor, armor, and shields (though deflection bonuses and force effects work normally); moves silently (cannot be heard with Listen checks unless desired).

Strength Damage (Su) The touch of a shadow deals 1d6 points of Strength damage to a living foe. A creature reduced to Strength 0 by a shadow dies. This is a negative energy effect. Fortitude partial DC 12.

DEVELOPMENT

Any dwarf-spawn that flee from tactical encounter 3–3, Dwarven Cleaning Crew (see page 100), join the grimlock-spawn here. The dwarf-spawn remain at a distance, using darkvision and firing their bows at PCs who aren't in melee with the grimlock-spawn.

Any drow-spawn who flee from tactical encounter 3–4, Scarred Drow (see page 102), join the grimlock-spawn here. The drow-spawn remain at a distance, using their superior darkvision and their bows to shoot poisoned bolts at PCs who aren't in melee with the grimlock-spawn.

Any humanoid killed within 10 feet of one of the statues becomes a shadow 1 minute later (the body remains, but a shadow emerges from it) and attacks the nearest creature (deepspawn or PC). This does not occur if the statue is destroyed before the minute passes. Shadows pursue opponents out of the room. If the room is empty when the shadow spawns, the creature lingers for a few minutes, then wanders in search of prey.

REWARDS

If the PCs destroy one or both light-absorbing statues, award them 100 XP for each statue destroyed.

A small depression in the rubble in the southern portion of this chamber can be found with a successful DC 20 Search check. Inside the depression, the PCs find the grimlock-spawn's accumulated treasure in a ragged sack: 130 gp, 460 sp, a *potion of hide from undead*, a vial of *oil of magic weapon*, and a *potion of water breathing*.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Light-Absorbing Statues: The two carved pillars framing the northern entrance to this room drain all light into themselves. This ability affects only light sources within the chamber itself. Light sources are diminished so that they illuminate only the square they are in, and only with shadowy illumination. Each pillar has hardness 8 and 300 hit points. If the pillars are destroyed, then light sources work normally in the room again. A humanoid killed within 10 feet of one of these statues becomes a shadow 1 minute after dying.

Creatures: Four grimlock-spawn (G) lurk in the dark, southern portion of this chamber.

Darkness: Any square without a light source in it is in complete darkness. PCs in a square of darkness lose any precision-based damage (such as from sneak

attacks), pay 2 squares of movement per square moved, can't run or charge, lose Dexterity adjustments to AC, and receive a –2 penalty to AC. Any opponents in darkness have total concealment; PCs who want to attack such a creature must first pinpoint the target's square, and they suffer a 50% miss chance on all attacks.

The grimlock-spawn have blindsight and ignore the penalties for darkness. Negating their blindsight (by blocking their hearing and sense of smell) means they cannot ignore the darkness penalties.

Mortared Rubble: The mortared rubble in the west passages (to locations 5 and 6) does not completely block movement. Creatures can crawl over the rubble (treat as difficult terrain), but must make a successful DC 15 Strength check as well to move through each square as they pull themselves through the tight space. A failed check means no movement is accomplished in that round.



DWARVEN CLEANING CREW

Encounter Level 2

Use this tactical encounter with the room description on page 93.

When the PCs enter this area, the dwarf-spawn work in the southeast part of the room. Two chisel away at the remains of the wall that once separated this area, and a third uses rubble and mortar to block off the opening to location 4. Initially, they ignore the PCs and concentrate on the job they have been given by the deepspawn Hukurus.

If the PCs wander into the area without a light source, read:

Ahead, you hear the distinct sound of metal pounding on rock. The hammer falls strike in rapid succession, as though several creatures are working somewhere in the chamber ahead. It's hard to pinpoint the exact source of the sounds due to the way the noise bounces around the walls and because of the strange sound-damping effect you have been experiencing throughout this level of the dungeon.

MONSTERS

The dwarf-spawn appear as not-quite-true-to-life versions of any other dwarves the PCs have ever seen. The prevailing darkness makes it difficult to notice the imperfections, such as the blurry, unfinished look to the decorations on their armor and shields.

The dwarf-spawn have no specific orders to attack intruders on sight, so they begin by ignoring the PCs and continuing with their work. If the PCs make hostile overtures or outright attack the dwarf-spawn, the creatures return violence in kind.

TACTICS

If and when the PCs become aggressive, the dwarf-spawn scatter into the darkness. They take advantage of the space in this large area, finding cover behind a pillar or segment of wall in which to hide and make use of their bows. One dwarf-spawn engages the PCs in melee so that the others can shoot at spellcasters or use tanglefoot bags (see below) to secure dangerous enemies in place for easy targeting.

The dwarf-spawn constantly move around the large area, trying to keep the difficult terrain between themselves and the PCs. If injured, a dwarf-spawn withdraws to a safe location and either uses his potion or starts shooting his bow.

3 DWARF WARRIORS (DEEPSAWN) CR 1/2

hp 6 each (1 HD)

NE Medium humanoid

Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +3

Languages Undercommon

AC 17, touch 10, flat-footed 17

Fort +4, **Ref** +0, **Will** -1

Speed 15 ft. (3 squares)

Melee dwarven waraxe +3 (1d10+1/×3)

Ranged shortbow +1 (1d6/×3) or

Ranged tanglefoot bag +1 touch (entangle)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +2

Combat Gear tanglefoot bag, *potion of cure light wounds*

Abilities Str 13, Dex 11, Con 14, Int 10, Wis 9, Cha 6

SQ dwarf traits

Feats Weapon Focus (dwarven waraxe)

Skills Listen +1, Spot +3

Possessions combat gear plus half-plate, dwarven waraxe, shortbow with 10 arrows

Tanglefoot Bag

Each dwarf-spawn carries a single tanglefoot bag. A ranged touch attack is used to determine if a tanglefoot bag hits and entangles a target.

An entangled creature takes a -2 penalty on attack rolls and a -4 penalty to Dexterity, and must make a successful DC 15 Reflex save or be glued to the floor when hit by the bag, unable to move. Even on a successful save, the creature can move only at half speed. Huge or larger creatures are unaffected by a tanglefoot bag. A flying creature is not stuck to the floor, but it must make a successful DC 15 Reflex save or be unable to fly (assuming it uses its wings to fly) and fall to the ground.

A creature that is glued to the floor (or unable to fly) can break free by making a successful DC 17 Strength check or by dealing 15 points of damage to the goo with a slashing weapon. A creature trying to scrape goo off itself, or another creature assisting, does not need to make an attack roll; hitting the goo is automatic, after which the creature that hit makes a damage roll to see how much of the goo was scraped off. Once free, the creature can move (including flying) at half speed. A character capable of spellcasting who is bound by the goo must make a successful DC 15 Concentration check to cast a spell. The goo becomes brittle and fragile after 2d4 rounds, cracking apart and losing its effectiveness. An application of *universal solvent* to a stuck creature dissolves the alchemical goo immediately.

TALKING TO THE DWARF-SPAWN

If the PCs approach the dwarf-spawn in a nonthreatening manner, they can try to communicate with the creatures. Bear in mind that the dwarf-spawn only speak and understand Undercommon, though they appear to be trying to understand if the PCs speak in the Dwarven language.

The dwarf-spawn do not volunteer information and are not talkative. They give only very brief answers and do not mention the presence of the deepspawn or the other spawn nearby. If asked what they are doing here, the dwarf-spawn answer, "Working" or "Improving the room." They can point the way to the Helmwatch but don't recognize the name Yeldoos. If asked about nearby undead, the dwarf-spawn get nervous and urge the PCs to stay away from such creatures—not out of any concern for the PCs, but because they know the PCs would have to pass near the deepspawn to get to the nearest undead. They say their clan lives in the south, but do not say why they are so far from home. They do not provide their names, since the deepspawn never gave them any.

DIFFICULT TERRAIN

The darker strip of squares in the center of this room (as shown on the map) represents the demolished wall that the dwarf-spawn have been working to remove. The three pillars that once supported the wall are still in place, anchoring the ceiling above, but the ground beneath is rough and uneven. Pieces of cracked wall and pitted stone cover the area, making movement here difficult.

It costs 2 squares of movement to move into a square of difficult terrain. Creatures cannot charge through difficult terrain. If a creature stops its movement in one of these squares, it must make a successful DC 5 Balance check to retain its footing; on a failed check, the creature trips and falls prone.

The three pillars within the area of difficult terrain provide cover to any adjacent creatures. Cover grants a +4 bonus to AC.

DEVELOPMENT

If the PCs simply talk to the dwarf-spawn, they can get out of this room without a fight. They learn what they can from the strangely nontalkative dwarves, and then can leave them to their work as they go about the business of exploring. PCs gain full experience for getting through this room without a fight, just as if they had defeated the dwarf-spawn in combat.

PCs who have fought dwarves before notice that these dwarves don't fight much like normal dwarves—giving an impression that their fighting style and skill is just a little off. This is because these dwarves were created by a deepspawn rather than being raised and trained by true dwarves.

If the dwarf-spawn are significantly overmatched and in imminent danger of losing, they flee through the unfinished wall of rubble into location 4 to seek protection from the light-damping statues and the grimlock-spawn lurking there.

Any shadows created in tactical encounter 3-2 (see page 98) eventually wander into this room. Because there is a delay in the creation of these shadows, the PCs might leave that room before the shadows spawn. Shadows can become unknowing "reinforcements" for the dwarf-spawn here, possibly appearing after the PCs defeat the dwarves.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Rough Floor: The darker strip of squares that forms a right angle in the center of this area represents the remains of the demolished wall and is considered difficult terrain. See the section elsewhere on this page for more information.

Creatures: Three dwarf-spawn (D) work in this large, dark chamber, busily tearing down one wall and building another with the debris.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Mortared Rubble: The mortared rubble in the west passage (to location 5) does not completely block movement. Creatures can crawl over the rubble (treat as difficult terrain), but must make a successful DC 15 Strength check as well to move through each square as they pull themselves through the tight space. A failed check means no movement is accomplished in that round.



SCARRED DROW

Encounter Level 4

Use this tactical encounter with the room description on page 93.

When the PCs reach this area, the drow-spawn rest on the bed-flats in the east end of the room. One of the drow-spawn serves as a sentry, looking relaxed but actually vigilantly watching for any intruders that might approach from the southwest corridor.

ARRIVAL

The drow-spawn don't expect any trouble to arrive from the north or east. If the PCs approach from either of these directions, there's a good chance they can come upon the drow-spawn unaware.

THE FLOOR

Five-foot-square stone tiles cover the floor of this chamber. They appear to be unlike the cobbled or smooth stone floors prevalent in chambers throughout this level. These tiles indicate a trap (see details elsewhere in this encounter).

4 DROW WARRIORS (DEEPSAWN) CR 1

hp 4 each (1 HD)

CE Medium humanoid (elf)

Init +1; **Senses** darkvision 120 ft.; Listen +2, Spot +5

Languages Common, Drow Sign Language, Elven, Undercommon

AC 16, touch 11, flat-footed 15

Immune magic *sleep* effects

SR 12

Fort +2, **Ref** +1, **Will** -1 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 20 ft. (4 squares)

Melee rapier +3 (1d6+1/18-20)

Ranged hand crossbow +2 (1d4/19-20 plus poison)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +2

Atk Options poison (drow sleep poison, Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)

Abilities Str 13, Dex 13, Con 10, Int 12, Wis 9, Cha 10

Spell-Like Abilities (CL 1st):

1/day—*dancing lights*, *darkness*, *faerie fire*

Feats Weapon Focus (rapier)

Skills Hide +0, Listen +2, Search +4, Spot +5

Possessions chainmail, rapier, hand crossbow with 10 bolts, 2 doses drow sleep poison

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a -1 circumstance penalty on attack rolls, saves, and checks when in bright light.

If the PCs attempt to talk to the drow-spawn rather than initiating combat, the dark elves might move within the room. There are many traps on the tiled floor. The drow-spawn know where all of them are located. When the drow-spawn move around the room, they avoid the trapped squares. PCs could notice (Spot DC 15) that the drow-spawn always glance to the floor before taking a step to a new tile (as they check their memories about where they can safely walk). Noticing this might give the PCs a clue that there is something unusual about the floor in this room.

MONSTERS

The drow-spawn appear like any other drow the PCs might have ever met or heard stories of, with one major exception. Although drow usually are known for their pristine appearances, the drow-spawn appear rumpled and dingy, and scars cover the exposed flesh of their bodies. If the PCs have any way of knowing this detail about drow, reveal this fact if one of them makes a DC 10 Spot check. If the PCs have no prior knowledge about drow, they can still notice this odd fact (though they won't know what it signifies) if one of them makes a DC 20 Spot check.

If the PCs attack the drow-spawn, read:

The closest drow hisses and draws his rapier as you attack. The others ready their rapiers or crossbows as they leap to their feet.

TACTICS

If the PCs are using a light source, they can't sneak up on the drow-spawn. When combat begins, one drow-spawn uses his *darkness* spell-like ability to confuse the PCs and force them to navigate the trapped floor without the benefit of their light. If the PCs counter the magical *darkness*, another drow-spawn uses his ability to make it dark again. Repeat this pattern until all four drow-spawn have used their ability to plunge the room into darkness.

Since the drow-spawn do not have the Blind-Fight feat, they try to move as little as possible in the magical *darkness*, letting it and the traps soften up the PCs rather than risk activating any traps themselves. (They know the room well enough when they can see to navigate the room, but they aren't reckless enough to try to move around when they can't.) If they hear a PC in an adjacent square, they swing and hope for a lucky hit (miss chances apply). They save their poisoned bolts for opponents they can see.

If a drow-spawn tries to navigate the traps in the dark, that creature must attempt a DC 10 Intelligence check. Success means the drow-spawn moves without triggering any traps. Otherwise, the creature triggers one trap. If all untrapped squares in their path are blocked by PCs, the drow stop where they are and fight.

SPIDER SWARM**CR 1****hp** 9 (2 HD)**N** Diminutive vermin (swarm)**Init** +3; **Senses** darkvision 120 ft., tremorsense 30 ft.; **Listen** +4, **Spot** +4**AC** 17, **touch** 17, **flat-footed** 14**Immune** weapon damage**Fort** +3, **Ref** +3, **Will** +0**Weakness** fire attacks

A lit torch swung as an improvised weapon at a swarm deals 1d3 points of fire damage per hit. A weapon with a special ability such as flaming or frost deals its full energy damage with each hit, even if the weapon's normal damage can't affect the swarm. A lit lantern can be used as a thrown weapon, dealing 1d4 points of fire damage to all creatures in squares adjacent to where it breaks.

Speed 20 ft. (4 squares), **climb** 20 ft. (4 squares)**Melee** swarm (1d6 plus poison)**Space** 5 ft.; **Reach** 0 ft.**Base Atk** +1; **Grp** —**Atk Options** distraction, poison (injury, Fort DC 11, 1d3 Str/1d3 Str)**Abilities** Str 1, Dex 17, Con 10, Int —, Wis 10, Cha 2**SQ** swarm traits, vermin traits**Skills** Climb +11, Listen +4, Spot +4

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

Skills A spider swarm has a +4 racial bonus on Hide and Spot checks and a +8 racial bonus on Climb checks. It uses its Dexterity modifier instead of its Strength modifier for Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened.

Swarm Traits A spider swarm deals 1d6 points of damage to any creature within its space at the end of its move. To attack, it moves into a creature's square, which provokes attacks of opportunity.

DEVELOPMENT

A swarm of spiders lives in an area behind the mortared wall to the south. A narrow aperture allows the swarm to come and go. The swarm does not attack the drow-spawn, and the dark elves provides the spawn with treats (large insects, mice, and other live creatures they find on their patrols).

Though the spiders do not come to the aid of the drow in a fight, the noise and vibration of the battle awakens them and stirs them to act. 1d4+1 rounds after a battle begins, the spider swarm crawls out and attacks everything, even pursuing creatures that flee.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Tripping Blade Traps: All squares marked with an X on the map are trapped. When a creature moves onto one of these squares, a sharp blade slides out of the floor or nearby wall.

CR 1; mechanical; location trigger; automatic reset; Atk +8 melee (1 hp plus trip attempt); Search DC 21; Disable Device DC 20.

If the trap hits, make an attack roll (with a +8 bonus) opposed by the target's Strength or Dexterity check (whichever ability is higher). The defender gets a +4 bonus for every size category he is larger than Medium or a -4 penalty for every size category he is smaller than Medium. The defender gets a +4 bonus on his check if he has more than two legs or is otherwise more stable than a normal humanoid (such as a dwarf). If the trap wins this opposed check, it trips the defender. If the defender wins, there is no effect other than the damage (he cannot attempt to trip the trap). If the defender is tripped, he falls prone.

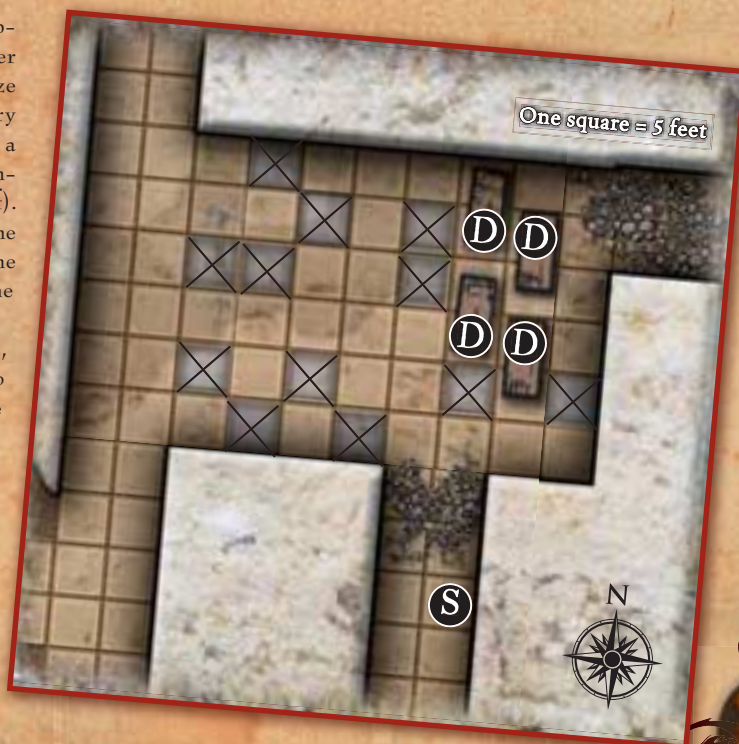
A prone creature has a -4 penalty on melee attack rolls, a -4 penalty to AC against melee attacks, and a +4 bonus to AC against ranged attacks. Standing up from prone is a move action.

A trap triggers only once each time a creature moves onto a trapped tile. Standing on a tile once a trap has been triggered has no additional effect.

Creatures: Four drow-spawn (D) guard this area.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Mortared Rubble: The mortared rubble in the east passage (to location 4) does not completely block movement. Creatures can crawl over the rubble (treat as difficult terrain), but must make a successful DC 15 Strength check as well to move through each square as they pull themselves through the tight space. A failed check means no movement is accomplished in that round.



CRAWLER IN THE MIST

Encounter Level 4

Use this tactical encounter with the room description on page 93.

When the PCs enter this room, read:

The thick mist that covers the floor of this room slows you to a crawl. Above you, the ceiling shimmers, and multiple tentacles lash toward you from beyond the rippling, previously solid stone overhead.

TILE CARVINGS

A series of tiles runs in a line along each wall, just above the level of the thick mist. Each tile is carved with the picture of a dwarf miner, and several of the tiles on each wall are missing. The tiles are keys to activate the portal hidden in the center of the room, beneath the mist.

ILLUSION

The ceiling in this room appears to be 10 feet above the floor. This is really a one-way *illusory wall*, and the actual ceiling is 10 feet beyond that. Hiding above the illusory ceiling is a carrion crawler. The carrion crawler attacks the PCs as soon as they enter the room, moving down the stone wall (and right through the *illusory wall*) but remaining out of the mist.

TACTICS

The crawler uses its climb ability to remain on the wall, avoiding the mist. Because its natural climb ability allows it to take 10 on Climb checks even when harassed or threatened, it can remain on the wall even when hit in combat (which forces a DC 20

CARRION CRAWLER

CR 4

hp 19 (3 HD)

N Large aberration

Init +2; **Senses** darkvision 60 ft., scent; Listen +6, Spot +6

AC 17, touch 11, flat-footed 15

Fort +3, **Ref** +3, **Will** +5

Speed 30 ft. (6 squares), climb 15 ft.

Melee 8 tentacles +3 each (paralysis) and bite –2 (1d4+1)

Space 10 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** +8

Special Actions paralysis

Abilities Str 14, Dex 15, Con 14, Int 1, Wis 15, Cha 6

Feats Alertness^B, Combat Reflexes, Track

Skills Climb +12, Hide –2, Listen +6, Spot +6

Paralysis (Ex) The target must succeed on a DC 13 Fortitude save or be paralyzed for 2d4 rounds.

Skills A carrion crawler has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened while climbing.

Climb check), since its check result when taking 10 is 22. This means the crawler can move about the room as it pleases while the PCs are hampered by the thickmist. The crawler pursues creatures out of the room, returning here if eluded.

DEVELOPMENT

Halaster placed a spell to encourage carrion crawlers to live here to protect the portal (the spell also makes the creature highly aggressive). If this carrion crawler is killed, another one takes up residence in 1d6 days.

TREASURE

A long-dead corpse in one corner still has a few valuables waiting to be recovered: a scroll of *analyze portal* (see page 218), a masterwork dagger with mithral inlay, and a small pouch containing 25 gp and a 50 gp garnet.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Portal: Located in the center of the room beneath the thickmist, this portal is activated by carrying one of the carved tiles from the walls. The portal leads to Belkram's Fall (see page 118).

Creatures: A carrion crawler (C) lurks on the ceiling, above the *illusory wall*.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Thickmist: This yellow mist clings to the ground and slows movement as if it were *solid fog*. Creatures in the mist cannot take a 5-foot step.



CRAWLER HATCHERY

Encounter Level 4

Use this tactical encounter with the room description on page 94.

A recessed pool filled with mud occupies the northwest corner of this room. Patches of mushrooms grow around the mud pit and throughout the central portion of the chamber. Some of the mushrooms are poisonous, emitting toxic spores if disturbed (see below). The entire room stinks of rot and decay.

When the PCs enter the mushroom patch and approach the mud pit, read:

Clouds of dust rise from the mushrooms as you make your way through a small forest of strangely colored fungi. The surface of the mud bubbles and ripples, and a segmented wormlike creature with many legs and flailing tentacles pulls itself out of the ooze and lurches toward you.

CRAWLER TACTICS

The carrion crawler heads directly toward the nearest PC and attacks, seeking to paralyze the character. The crawler is immune to the effects of the poisonous mushrooms, but as it moves through the patch it might trigger the clouds of dust that can harm the PCs.

MUSHROOM PATCH

Two kinds of mushrooms grow around the mud pit: harmless mushrooms and poisonous mushrooms. Every time a PC or monster moves into a mushroom square, roll d20. On a roll of 1–5, the creature disturbs a cluster of poisonous mushrooms.

The poisonous mushrooms have effects identical to *ternav root* (DC 16, 1d6 Dex/2d6 Dex), except as an inhaled poison instead of a contact poison. When disturbed, the poisonous mushrooms send up a cloud of noxious dust that is 10 feet square and centered on one of the corners of the square that triggered the event. The cloud remains for 1 round and affects any creature that passes through it (except the carrion crawler, which is immune). Each square can emit noxious dust once; it takes 1d4+1 days for enough dust to be generated to create a new cloud.

MUD PIT

The mud pit serves as a carrion crawler hatchery, full of immature eggs and inhabited by one recently hatched crawler. The pool is stair-stepped to a depth of 4 feet. It is filled with brown mud and magically kept wet, lukewarm, and filled with nutrients to grow healthy carrion crawlers. A creature moving through the mud must spend 2 squares of movement for every square entered and cannot take a 5-foot-step.

TREASURE

Buried in the mudpit is a well-preserved suit of +1 studded leather armor and a ring of feather falling wait to be discovered beneath the mud (Search DC 25). One patch of poisoned mushrooms grows on the decomposed corpse of an adventurer who carried an *elixir of hiding* and wrought silver bracers of armor +1 (Search DC 15).

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Mud Pit: Movement within the thick, cloying mud is considered as difficult terrain; it costs 2 squares of movement to enter a square, and you cannot take a 5-foot step.

Creatures: A carrion crawler (C) lurks beneath the mud's surface. Use the statistics found in tactical encounter 3–5, on the facing page.

Mushrooms: Some of the mushrooms in the patch emit a poisonous cloud of dust. See the notes on this page for details.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Southwest Doors: A pair of wooden doors block the southwest entrance. These doors are nailed together and held in place by pitons. A successful DC 13 Strength check opens this hastily sealed doorway.



YOUNG MOTHER

Encounter Level 5

Use this tactical encounter with the room description on page 94.

This room was originally a network of small passages. The deepspawn had her dwarf-spawn remove some of the interior walls of the room, making it larger. She and her two guards rest within the mound of rubble, attacking anything that dares to enter the lair.

When the PCs enter the room, read:

The pleasant quiet is suddenly broken as two gray-skinned humanoid clamber from the pile of rubble and ferociously swing sharp, stone axes. These creatures have no eyes—smooth flesh covers their faces where their eyes should be.

If the PCs move to within 10 feet of the rubble-filled pit, read:

An eyeless, snakelike creature rises from the rubble, followed by three tentacles that reach to attack you.

MONSTERS

The young deepspawn, Hukurus, resides within the rubble-filled, bowl-shaped depression in the center of this room. It keeps two grimlock-spawn nearby. The grimlock-spawn serve as guards and are completely devoted to Hukurus. When intruders appear, the grimlock-spawn move to confront them first. Hukurus remains hidden in the rubble, watching and waiting for the best time to rise up and attack.

TACTICS

The grimlock-spawn try to keep enemies from climbing the rubble, positioning themselves so they are close enough to attack the PCs but able to make attacks of opportunity against anyone trying to get past them to the nest. Attacks that damage a climbing creature force the target to make a Climb check or fall (in this case causing the creature to roll down the edge of the rubble and land prone on the level floor).

Hukurus prefers to remain within its nest and use it as cover against those outside the nest. Its first attack is to use its *hold monster* spell-like ability on the toughest-looking or heaviest-armored melee character; if successful it lasts 6 rounds (though a held creature can attempt a new save each round as a full-round action to break the effect).

The deepspawn's superior reach and the flexibility of its limbs means it can lash over the lip of the nest and attack its opponents as if they did not have cover (its multiple eye spots on its body and tentacles allow it to see any creature it can reach). If its opponents fall back and use ranged attacks, it hides itself within the nest so it has total cover. If hit with area attacks by creatures it cannot reach, it leaves the nest to attack them directly. It preferentially attacks creatures that enter its nest. It uses its improved grab ability to grapple spellcasters so they are less likely to cast spells. If it grapples a PC, it lifts the character 10 feet into the air so if that if the character manages to break the grapple (or kill the deepspawn), he or she falls to the ground and takes 1d6 points of damage.

If reduced to 20 hit points or fewer, Hukurus uses its *cure serious wounds* spell-like ability on itself. If reduced to 20 hit points or fewer again, it tries to negotiate with the PCs, using any grappled opponents as bargaining chips. It uses its *detect thoughts* spell-like ability to monitor its foes' intentions (stalling as much as possible in the early part of the discussion so the ability can take its full effect). It is willing to allow intruders safe passage through its territory for a certain amount of time (normally a week), bribe them with a piece of its treasure, and tell it about nearby areas (such as the undead guarding Yeldoos's Crypt, though it does not know that name). Though it is reluctant to do so, it agrees to relocate elsewhere if the PCs insist and it

2 GRIMLOCKS (DEEPSAWN)

CR 1

hp 11 each (2 HD)

NE Medium monstrous humanoid

Init +1; **Senses** scent, blindsight 20 ft.*, blindsense 40 ft.*, scent; Listen +5, Spot +3

* Grimlocks normally have blindsight out to 40 feet, but the sound-damping effects in this part of Level 2 reduce the effectiveness of their blindsight to 20 feet, though they still function as if they had blindsense out to 40 feet.

Languages Undercommon

AC 15, touch 11, flat-footed 14

Immune gaze attacks, visual effects, illusions, and other sight-based attacks

Fort +1, **Ref** +4, **Will** +2

Speed 30 ft. (6 squares)

Melee battleaxe +4 (1d8+3/×3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** +4

Abilities Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6

Feats Alertness, Track

Skills Climb +4, Hide +13*, Listen +5, Spot +3

* A grimlock's dull gray skin helps it hide in its native terrain, conferring a +10 racial bonus on Hide checks when in mountains or underground.

Possessions battleaxe

believes they can kill it; it brings all of its spawn with it if this occurs.

Remember that a long fight or negotiation could mean that the room's healing ability triggers one or more times. If the negotiations last long enough that the deepspawn is fully healed, it might attack the PCs again if it thinks it has the advantage.

HUKURUS (IMMATURE DEEPSPAWN) CR 4

hp 33 (6 HD)

CE Large aberration

Init +0; **Senses** darkvision 60 ft., Listen +9, Spot +10

Languages Aquan, Common, Draconic, Giant, Undercommon

AC 17, touch 9, flat-footed 17

Immune poison

SR 18

Fort +3, **Ref** +2, **Will** +7

Speed 20 ft. (4 squares), swim 20 ft.

Melee 3 tentacles +5 each (1d6+2) and bite +3 (1d8+1)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)

Base Atk +4; **Grp** +10

Atk Options Cleave, Power Attack

Special Actions constrict (1d6+2), improved grab (tentacle)

Spell-Like Abilities (CL 6th):

At will—*detect thoughts* (DC 12), *water breathing*

1/day—*hold monster* (DC 15), *cure serious wounds*

Abilities Str 14, Dex 10, Con 13, Int 15, Wis 15, Cha 10

SQ spawn

Feats Cleave, Multiattack, Power Attack

Skills Craft (trapmaking) +4, Diplomacy +4, Hide +5, Knowledge (dungeoneering) +3, Listen +9, Sense Motive +6, Spot +10, Survival +3, Swim +10

Possessions *boots of elvenkind*, *potion of cat's grace*, *wand of cure light wounds* (9 charges), 420 gp

Constrict (Ex) A deepspawn deals 1d6+2 points of bludgeoning damage after making a successful grapple check.

Improved Grab (Ex) If a deepspawn hits a creature of the same size or smaller with its tentacle attack, it deals normal damage and attempts to start a grapple as a free action without provoking attacks of opportunity. The creature has the option to conduct the grapple normally, or simply use the part of its body it used in the improved grab to hold the opponent. Each successful grapple check it makes during successive rounds automatically deals the damage listed for the attack that established the hold, in addition to constriction damage if it has that ability.

Spawn (Ex) A deepspawn can create copies of creatures it has consumed. Creating a spawn takes ten days. Spawn are completely loyal to the deepspawn and cannot be forced to harm it, even with magic. The drow, dwarves, and grimlocks in the nearby rooms are all spawn of this deepspawn.

Skills A deepspawn can move through water at its swim speed without making Swim checks, has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard, can always choose to take 10 on a Swim check, even if distracted or endangered, and can use the run action while swimming in a straight line.

CONCLUSION

If the PCs kill or drive away the deepspawn, they each gain a story award of 250 XP, in addition to the combat XP. They have eliminated a creature that could repopulate this section of Undermountain with dangerous creatures. If they do not defeat it but negotiate for safe passage through its territory, give each PC a 100 XP story award.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

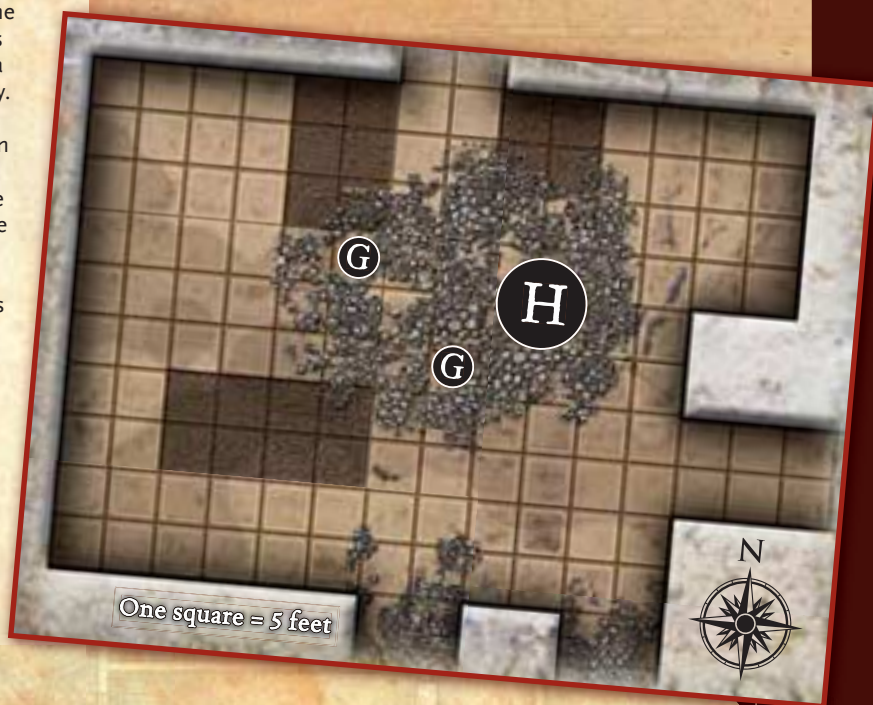
Rubble Nest: The large bowl-shaped nest in the middle of the room is 6 feet deep—enough to completely conceal the deepspawn within it. Any creature in the nest has cover relative to everyone outside the nest and vice versa. However, because the deepspawn's tentacles are flexible and have reach, it can attack creatures outside the nest as if they don't have cover.

The nest is made of broken rock mortared together. It is too steep to walk up (Climb DC 0); climbing creatures lose their Dexterity bonus to AC, need at least one hand to climb, and cannot use a shield. Any creature can walk, run, jump, or roll down from its lip to the floor safely without any kind of check or extra movement cost.

Creatures: Hukurus the deepspawn (H) hides within the rubble. Two grimlock-spawn (G) guard the deepspawn.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Healing Aura: All living creatures in this room heal 1 hit point per minute. The timing is based on the room, not on when a creature enters the room. When the PCs arrive, roll 1d10 to determine the current point in the room's healing cycle; advance the cycle by 1 every round, with a count of 10 meaning the room heals everyone 1 point at the start of that round. If nobody in the room is injured and nobody is in combat, do not determine the state of the healing timer until combat begins.



CURSED ADVENTURERS

Encounter Level 4

Use this tactical encounter with the room description on page 95.

The three skeletal monsters start this encounter at the center of the room. They make no attempt to hide, and attack as soon as the PCs enter the room. Read:

Three skeletons charge toward you. You notice that green liquid drools from their eye sockets, noses, and mouths. The liquid smells horrible as it spills over their torsos and legs.

MONSTERS

These skeletons are the animated remains of three of the adventurers who broke into Yeldoan's Crypt and became recipients of his curse. They are mindless, compelled to never leave this room but to attack any living thing that enters.

If the cursed adventurers are attacked from outside the room (by ranged attacks), they have enough sense to move out of the way and hide in whichever corner provides the best protection from the attacker.

If someone casts *remove curse* on a skeleton and makes a successful DC 15 caster level check, the curse is broken and that skeleton collapses into an inert pile of bones, no longer an undead creature.

DEVELOPMENT

The noise of battle here attracts the attention of the zombielike undead in location 11. They cautiously peer into this room and observe the PCs fighting in order to get an

3 CURSED ADVENTURERS

CR 2

hp 29 (4 HD); DR 5/bludgeoning

NE Medium undead

Init -2; Senses darkvision 60 ft.

AC 16, touch 8, flat-footed 18

Fort +1, Ref -1, Will +4

Speed 20 ft. (4 squares); can't run

Melee greatclub +3 (1d10+1)

Space 5 ft.; Reach 5 ft.

Base Atk +2; Grp +3

Special Actions stench slime

Abilities Str 12, Dex 7, Con —, Int —, Wis 10, Cha 1

SQ undead traits

Feats Toughness

Possessions greatclub, splint mail

Stench Slime (Ex) When these creatures are in combat, as a free action they drool a noxious-smelling substance. All living creatures within 30 feet must succeed on a DC 13 Fortitude save or be sickened for 10 rounds (sickened characters have a -2 penalty on attack rolls, weapon damage rolls, saving throws, skill checks, and ability checks). Creatures that successfully save cannot be affected by the same creature's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

idea of their capabilities, but do not attack. The PCs might spot these other undead during the battle (the zombies' Hide check is an unmodified d20 roll). When it looks like the skeletons in this room are going to be destroyed, the zombies retreat out of sight into their room.



TACTICAL MAP DETAILS

Details on the tactical map are described below.

Table and Chairs: A long oak table and eight chairs (two broken, six intact) are on the north end of the room. The table is quite sturdy, able to hold over eight hundred pounds without breaking. Any creature standing on the table can move easily and is on higher ground relative to creatures on the floor (+1 on melee attack rolls). The table can be turned on its side with a successful DC 15 Strength check, after which it can provide cover.

Creatures: Three cursed adventurers (A) can be plainly seen as the PCs approach this room.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Pile of Loot: In the northwest corner of the room are the cast-off pieces of equipment worn by these cursed creatures when they were alive. In addition to several useless or broken items, the pile contains a masterwork longsword, 8 masterwork arrows, a cold iron warhammer, a set of masterwork thieves' tools, 120 gp, and 320 sp.

TOMB GUARDIANS

Encounter Level 4

Use this tactical encounter with the room description on page 95.

If the PCs approach from the southwest corridor, the two undead here wait in the middle of the room. If the PCs come from the east after dealing with the cursed adventurers, these undead hide behind the eastern statue and wait for the PCs to enter (Spot check opposed by the undead's Hide check, which is an unmodified d20 roll).

When the PCs first notice the guardian zombies, read:

You see two muscular, zombielike creatures with leathery skin, their eyes glowing with yellow fury. They begin to lurch toward you as soon as you come into view.

TACTICS

The guardians are not particularly intelligent, but they are not mindless. The divine guardian zombie uses its spell-like abilities to heal itself or its partner if necessary. The arcane guardian zombie leads off with its *Melf's acid arrow* ability, using its *burning hands* ability when it can catch two or more PCs. Both guardians are fearless and fight to the death, trying to deal as much damage as possible before they are destroyed.

The guardians immediately turn to attack anyone trying to open the north door.

DEVELOPMENT

The curse that created these guardians still lingers. Any living creature slain here rises as an undead creature one hour later. A *remove curse* spell cast on a dead body prevents it from rising in this manner.

DIVINE GUARDIAN ZOMBIE

CR 2

hp 42 (6 HD); DR 5/slashing

NE Medium undead

Init +0; Senses darkvision 60 ft.; Listen +5, Spot +5

AC 16, touch 10, flat-footed 16

Fort +4, Ref +2, Will +3

Speed 20 ft. (4 squares); can't run

Melee morningstar +6 (1d8+3)

Space 5 ft.; Reach 5 ft.

Base Atk +3; Grp +6

Spell-Like Abilities (CL 6th):

3/day—inflict light wounds (DC 6)

1/day—inflict moderate wounds (DC 7)

Abilities Str 17, Dex 10, Con —, Int 6, Wis 6, Cha 1

SQ single actions only, undead traits

Feats Alertness, Great Fortitude, Toughness

Skills Knowledge (arcana) +2, Listen +5, Spellcraft +2,

Spot +5

Possessions morningstar, scale mail

Single Actions Only (Ex) Zombies have poor reflexes and can perform only a single move action or attack action each round. A zombie can move up to its speed and attack in the same round, but only if it attempts a charge.

Undead Traits Immune to poison, sleep, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting spells and abilities, and any effect requiring a Fortitude save unless it also works on objects; not subject to critical hits, nonlethal damage, ability damage, ability drain, or energy drain; negative energy heals; not at risk of death from massive damage, but destroyed at 0 hit points or less; darkvision; cannot be raised; resurrection works only if creature is willing.

ARCANE GUARDIAN ZOMBIE

CR 2

As the divine guardian zombie, except:

Spell-Like Abilities (CL 6th):

3/day—burning hands (DC 6)

1/day—Melf's acid arrow (+3 ranged touch)

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A divine guardian zombie (DZ) and an arcane guardian zombie (AZ) patrol this room.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Pile of Loot: In the northeast corner of the room are the cast-off pieces of equipment worn by these cursed creatures when they were alive. In addition to several useless or broken items, the pile contains a suit of chainmail, 2 flasks of holy water, 3 arcane scrolls (*daylight*, *remove curses*, *tongues*), 130 gp, and 220 sp.

North Door: The north door is hard to open (iron door, hardness 10, 60 hp, break DC 24). Opening it reveals a small room with a locked iron door (hardness 10, 60 hp, break DC 24, Open Lock DC 30). Opening this second door reveals location 12.



BODY AND SPIRIT

Encounter Level 5

Use this tactical encounter with the room description on page 96.

The two monsters in this encounter wait inside the stone sarcophagus in the middle of the room. As soon as the door to this chamber is opened, the undead inhabitants are alerted—they are never surprised by arriving PCs. The initial encounter is with a wight, the undead remnant of Lord Yeldoan. Shortly after the encounter begins, Yeldoan's insane spirit appears in the form of an allip.

If the PCs enter the chamber or attack the sarcophagus without calling Yeldoan's name, read:

The lid of the sarcophagus slowly grinds open, revealing a dark interior. A pale, withered hand reaches from the darkness to grasp the edge of the sarcophagus, pulling behind it a desiccated male corpse in funereal garb, its eyes burning with malevolence. It resembles the human in the portrait, and it wears the gold medallion displayed there. It hisses, "Who dares to disturb my eternal rest?" It then leaps forward and attacks.

If the PCs call Yeldoan by name, read:

The lid of the sarcophagus slowly grinds open, revealing a dark interior. A pale, withered hand reaches from the darkness to grasp the edge of the sarcophagus, pulling behind it a desiccated male corpse in funereal garb, its eyes burning with malevolence. It resembles the man in the portrait, and it wears the gold medallion displayed there. It hisses, "Who disturbs my eternal rest?" It watches you intently, but makes no aggressive moves.

TACTICS

The animated corpse is a wight formed from Yeldoan's dead body. Unless the PCs hailed him by name or in the name of his family, the wight immediately attacks. It targets the toughest-looking opponent, using its energy drain ability with its slams to quickly incapacitate or kill before moving on to the next intruder. The wight knows that any humanoid it slays rises as a wight under its control, so if it faces superior opponents, it fights defensively until its slain victims rise to aid it.

On the second round of combat (or shortly after a peaceful dialogue begins), Yeldoan's spirit (in the form of an allip) issues forth from the sarcophagus. If the wight is in combat, the allip joins in the attack. If the wight is talking with the PCs, the allip remains at the sarcophagus and

WIGHT (YELDOON'S BODY)

CR 3

hp 26 (4 HD)

LE Medium undead

Init +1; **Senses** darkvision 60 ft.; Listen +10, Spot +10

Languages Common

AC 15, touch 11, flat-footed 14

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

Speed 30 ft. (6 squares)

Melee slam +3 (1d4+1 plus energy drain)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** +3

Special Actions create spawn, energy drain

Abilities Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 15

SQ undead traits

Feats Alertness, Blind-Fight

Skills Hide +8, Listen +10, Move Silently +16, Spot +10

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

Energy Drain (Su) Each successful energy drain bestows one negative level, or two on a critical hit. For each negative level bestowed on an opponent, the creature gains 5 temporary hit points, which last for up to 1 hour. The Fortitude DC to overcome this level loss is 14.

Undead Traits Immune to poison, sleep, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting spells and abilities, and any effect requiring a Fortitude save unless it also works on objects; not subject to critical hits, nonlethal damage, ability damage, ability drain, or energy drain; negative energy heals; not at risk of death from massive damage, but destroyed at 0 hit points or less; darkvision; cannot be raised; *resurrection* works only if creature is willing.

babbles to itself quietly (which has no effect on the PCs). The allip cannot communicate, so if the PCs kill the wight, there is no way to negotiate with the allip; they will have to kill it as well. Before it emerges, the allip has total cover relative to the PCs (so turn attempts against the wight have no effect on the allip unless it leaves the sarcophagus, nor do burst attacks centered outside the sarcophagus).

If at any time during combat the PCs call Yeldoan by name or address him on behalf of his family, he pauses to let them speak. If they attack him after doing this, he retaliates and thereafter ignores any attempts to negotiate.

The wight and the allip are linked (they are two undead halves of the same person), and they coordinate their attacks perfectly.

DEVELOPMENT

Yeldoan has no interest in talking to the living, except in regard to his family. He quickly becomes impatient if the PCs use his name and family to get his attention then

dodge the issue with other questions about any topic, including how he died, why he chose to be buried here, how he acquired his wealth, why he is now undead, the presence of the allip, and so on. If the PCs give him the runaround for too long, he tires of their games and attacks.

If he is told of his family's troubles or the search by his nephews, his demeanor softens a bit. If the PCs swear to give his treasure to his nephews, Yeldoos agrees to let them leave peacefully and hands them several treasures: a +1 *longsword*, a chest containing 600 gp, his family signet ring, a gold bracelet with silver inlay worth 500 gp, and a tiny case holding 10 yellow gemstones worth 50 gp each. He reiterates that they have sworn an oath to give these items to his family, and tells them that they will suffer his vengeance if they betray that oath. Finally, he gives them the ornate medallion from his neck (*Yeldoos's cursed medallion*; see page 217). He tells them that it is cursed and that he no longer needs it, but they might find it useful. He does not explain how the medallion is cursed or how it might be useful to the PCs, but he does say that he has felt a strange surge of energy within the medallion since the time of the recent earthquake. He then urges them to leave his tomb and closes the door behind them.

ALLIP (YELDOOS'S SPIRIT)

CR 3

hp 26 (4 HD)

NE Medium undead (incorporeal)

Init +5; Senses darkvision 60 ft.; Listen +7, Spot +7

AC 15, touch 15, flat-footed 14

Resist turn resistance +2

Fort +1, Ref +4, Will +4

Speed fly 30 ft. (6 squares)

Melee incorporeal touch +2 (1d4 Wisdom drain)

Space 5 ft.; Reach 5 ft.

Base Atk +2; Grp +2

Atk Options babble, madness

Abilities Str —, Dex 12, Con —, Int 11, Wis 11, Cha 18

SQ incorporeal traits, undead traits

Feats Improved Initiative, Lightning Reflexes

Skills Hide +8, Intimidate +7, Listen +7, Search +4, Spot +7

Babble (Su) An allip constantly mutters and whines to itself, creating a hypnotic effect. All sane creatures within 60 feet of the allip must succeed on a DC 16 Will save or be affected as though by a *hypnotism* spell for 2d4 rounds. This is a sonic mind-affecting compulsion effect. Creatures that successfully save cannot be affected by the same allip's babble for 24 hours.

Incorporeal Traits Can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, spell-like abilities, or supernatural abilities; immune to all nonmagical attack forms; 50% chance to ignore any damage from a corporeal source (except for force effects, such as magic missile, and attacks made with ghost touch weapons); can pass through solid objects (but not force effects) at will; attacks ignore natural armor, armor, and shields (though deflection bonuses and force effects work normally); moves silently (cannot be heard with Listen checks unless desired).

Madness (Su) Anyone targeting an allip with a thought detection, mind control, or telepathic ability makes direct contact with its tortured mind and takes 1d4 points of Wisdom damage (Fortitude DC 12 partial).

CONCLUSION

If the PCs negotiate with Yeldoos to get some of his treasure for his family and are allowed to leave safely, give them a story XP award as if they had defeated him in combat. If they renege on their agreement with him, he senses their betrayal, and his body and spirit leave his tomb to hunt the PCs (see page 96). Only fulfilling their agreement, returning the treasures, or destroying his flesh and spirit can end these attacks.

TREASURE

Yeldoos's sarcophagus contains more treasure than what he might offer the PCs to give to his nephews, but the PCs can only get this loot if they kill him. This additional loot includes a *cloak of protection* +1, three +1 *frost arrows*, eight pieces of jewelry worth a total of 2,500 gp, and a small iron chest lined with black velvet that contains 200 gp.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Yeldoos's physical undead form is a wight (W). His incorporeal undead form is an allip (not shown on the map). Both forms begin the encounter inside the sarcophagus.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Sarcophagus: Yeldoos's sarcophagus is cursed, and any character who enters it gains one negative level every round he or she is in it, as if he had struck them with a slam attack. A creature killed by these negative levels becomes a wight 1d4 rounds later under Yeldoos's command and remains in this room to guard him forever (becoming free-roaming if Yeldoos is destroyed). Destroying the sarcophagus negates this ability and prevents a slain character from rising as a wight.



Illus. by B. Trott

Originally built by the dwarves of Clan Melairkyn, the Citadel of Belkram's Fall served as a base of operations for drow seeking a new foothold in Undermountain until the recent earthquake collapsed the cavern around the structure. The passages leading to the Citadel, meanwhile, have become home to a small colony of grells.

A group of PCs should reach 6th level by the end of this chapter, even if they bypass or fail at some of the included combat encounters. Most of the tactical encounters for this chapter are challenging, and foolhardy PCs might bite off more than they can chew. Don't hesitate to remind the players that their characters can run away if the danger is too great.

A secret group also operates on this level of the dungeon, and has so far been able to keep its presence hidden from the drow and grells. A large band of dwarves dedicated to an evil god of luck and trickery seeks to take control of the Citadel and the area around it. The dwarves have constructed a massive scaffolding of bone to connect the different layers of this level. The bone scaffolding is a masterpiece of necromantic magic, an undead construction under the control of dwarf priests.

When Halaster died, the earthquake that heralded his death caused the cavern around the Citadel to collapse, resulting in a mass exodus of spiders loyal to the drow from the area. The drow, too, fled the Citadel cavern, taking up residence near the trading post at the mouth of Belkram's Fall.

A trading post operated chiefly by gnomes has sprung up in the massive cavern at the mouth of Belkram's Fall. It expanded almost overnight into a large shantytown as drow survivors emerged from below to take refuge here following the earthquake. Accompanied by an entourage of derro and goblin slaves, the drow have begun calling the expanded settlement Spiderhaven—and the name is sticking. Currently, the gnomes maintain control of the trading post and nominally keep order in the newly formed town. They encourage the drow to move on, but so far the dark elves have shown little urgency to do so.

While the drow rebuild in Spiderhaven and the dwarves work to make a new home in the depths of their ancient stronghold, neither group is aware that a portal has opened in the base of Belkram's Fall. The portal links the lava tube to the Elemental Plane of Fire, from which an inferno spider has emerged.

As if this were not enough, Belkram himself has awakened within his hidden tomb. Guardian of a great dwarven legacy, Belkram cannot rest until he is certain that his home has been made secure once again, or until a worthy champion has claimed the legacy he has guarded for so long.

ADVENTURE HOOKS

Possible reasons that the PCs might venture down into Belkram's Fall might include one or more of the following.

DWARVEN LEGACY

Gyudd, owner of Gyudd's Distillery in Skullport and heir to the royal Melairkyn bloodline, has been tormented by strange dreams of late. In them, he is being called to find the legacy of his family within Belkram's Fall. He has decided to

sell his business and use the money to recruit able adventurers who are willing to assist him in discovering the source of his strange dreams. In his dreams, he sees a plain black crown bearing a single, blood-red gem. He always wakes from this dream with a blazing headache. Gyudd (NG male dwarf fighter 3) prefers to accompany the PCs on the trip down to Belkram's Fall rather than sit idly by and wait for them to return.

THE STORY OF BELKRAM

The PCs hear the story of the dwarf Belkram from the bard Luvien. In the story, Belkram jumped head first into a vast lava tube within Undermountain for no apparent reason. Luvien theorizes that Belkram, a devout cleric, didn't actually commit suicide but that the tale covers up a hidden truth. Perhaps there are secrets to be discovered at the bottom of that vast underground cavern, if only some brave adventurers would go check it out.

GYUDD, HEIR TO KING MELAIR IV

If Gyudd accompanies the PCs, use the statistics provided here. He should by no means be the main fighter in the group, though he certainly contributes. It should become clear that the dwarf is extremely devout, in that he prays each day. When Gyudd advances in level over the course of the adventure, he takes levels of cleric.

GYUDD

CR 3

hp 28 (3 HD)

Male dwarf fighter 3

LN Medium humanoid (dwarf)

Init +0; **Senses** darkvision 60 ft., Listen +1, Spot +1

Languages Common, Dwarven, Terran

AC 17, touch 10, flat-footed 17; +4 AC against giants

Fort +5, **Ref** +1, **Will** +2; +2 against poison, spells and spell-like effects

Speed 20 ft. (4 squares)

Melee mwk dwarven waraxe +8 (1d10+3/x3) or

Melee mwk short sword +7 (1d6+3/19–20)

Ranged mwk light crossbow +4 (1d8/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +6

Atk Options +1 on attack rolls against orcs and goblinoids

Combat Gear 3 flasks of alchemist's fire, *potion of cure light wounds*

Abilities Str 16, Dex 10, Con 14, Int 13, Wis 12, Cha 10

SQ stonecunning, stability

Feats Combat Expertise, Improved Disarm, Skill Focus

(Profession [brewer]), Weapon Focus (dwarven waraxe)

Skills Climb +5, Diplomacy +3, Profession (brewer) +7

Possessions combat gear plus masterwork breastplate, masterwork heavy steel shield, masterwork dwarven waraxe, masterwork short sword, masterwork light crossbow with 20 bolts, *gauntlets of ogre power*, backpack, 10 days trail rations, 2 waterskins, bedroll, 10 tindertwigs, flint and steel, silver holy symbol

DROW PATRON

Kesra Tanor'Thal, de facto matron mother in Skullport, has learned of the destruction of the Citadel. Kesra (CE female drow fighter 3/cleric 9) recruits adventurers to descend to the Citadel, investigate what happened, and return with any information on possible survivors of the drow settlement that had been established there prior to the earthquake.

FINDING BELKRAM'S FALL

Belkram's Fall, a massive lava tube, rises vertically almost six miles into a large cavern that can be accessed by boat off the southward branch of the River Sargauth, on the east end of Skullport. One day (8 hours) of drifting, or a half day (4 hours) of paddling is all it takes to reach Spiderhaven from Skullport. For most of the journey, the river traverses a long, dark tunnel, only occasionally interrupted by narrow beaches rarely seen to either side of the passage.

Although the PCs can spend time in Skullport, or even traverse the distance from Spiderhaven back to this larger community in order to take advantage of its greater pool of resources, interactions in this town are completely in the purview of the DM.

Whether the PCs drift or paddle, the journey from Skullport to Spiderhaven isn't without risk. There is a cumulative 10% chance per hour of travel along the River Sargauth of encountering some kind of predator.

SPIDERHAVEN

Around the bend along the passage of the dark River Sargauth, the tunnel opens up with cliffs shrouding a larger cavern to either side. The cliff on one side dwindles down to a shoreline where two paddleboats rest in the

sand, just out of reach of the water. Farther ahead, a wooden bridge spans the width of the river, linking one cliff face to the other. A series of lanterns that burn steadily in the darkness adorns the bridge. It can be reached by walking up the steeply inclined beach.

Being a relatively new town, Spiderhaven is composed primarily of gnomes. A sprinkling of stonechildren^{MH}, drow, derro, and goblins fill out the ramshackle community. Residents make a living supporting those foolhardy enough to attempt a foray into Belkram's Fall.

The largest structure in the settlement, other than the bridge across the river, is a massive stone lodge that bears an equally impressive sign written in several languages (Common, Gnome, Dwarven, and Elven among them). It marks the lodge as the Grand Bazaar of Underhaven. (Underhaven is the name the gnomes gave to their community, but the influx of drow has led to the more common name of Spiderhaven, which even the gnomes have begun using when talking about their home.) There are dozens of gnomes working in and around the building.

A tent town surrounds the grand bazaar, and representatives of a number of Underdark races can be seen here, including goblins, derro, and drow. They seem somewhat dispossessed and out of place. Just outside the tent town, a dozen stonechildren (humanoids that resemble small stone giants) haul dead monstrous spiders into piles to be burned.

Though Spiderhaven is a recent settlement, its location along the underground River Sargauth makes it a convenient trade partner for other denizens and communities of the Underdark. It is important to note that the largest population of gnomes and stonechildren dwell in caverns that stretch beneath the grand bazaar. However, they allow visitors beneath the grand bazaar and into their homes only on extremely rare occasions.

Spiderhaven (Hamlet): Conventional; AL LN; 800 gp limit*; Assets 50,000 gp*; Population 400; Races (integrated) gnome 250, stonechild 50, goblin 30, derro 20, drow 40, other 10.

* The gold piece limit and assets of Spiderhaven are inflated due to the presence of the Grand Bazaar, as well as the town's relatively close proximity to Skullport.

Authority Figures: Chief Constable Sheru'Tan (LN female stonechild warblade 8); Chief Proprietor Jhai'edaliander Thistleberry (LN male gnome bard 9).

Important Characters: Zhallandra Valenz (NE female drow beguiler^{PH2} 5), nominal drow leader; Xanderdross Valenz (NE male drow swordsage^{ToB} 5), Zhallandra's right hand; Mistress Noralli (N female halfling dread necromancer^{HH} 12), local merchant and rumormonger.

Town Guard: Sheru'Tan's professional guards include two stonechildren (2nd-level warblades^{ToB}) and three gnomes (3rd-level rangers).

Militia: These new recruits, who have only been called up in the last few weeks, include five gnomes (2nd-level fighters), three stonechildren (1st-level warblades), and fifteen gnomes (3rd-level commoners).

KEY SITES

Places of interest in Spiderhaven include the following locations.

1. Grand Bazaar

The Grand Bazaar is owned and operated by the gnomes of Spiderhaven, established as a peaceful trading post along the River Sargauth. Stalls for nearly any type of ware or product can be found within the bazaar. Common and masterwork equipment (value 800 gp or less), such as detailed in the *Player's Handbook*, is always available for purchase here.

The gnome and stonechildren community includes a number of magical artisans as well. Potions, scrolls, and wands of up to 800 gp value can be purchased readily from the Grand Bazaar, while other items (also of up to 800 gp value) have a 20% chance of being on hand for purchase at any given time. It is possible however, to make special orders (up to 1,200 gp value) with the merchants. These orders can generally be filled inside of two weeks. All such special transactions must be negotiated through Chief Proprietor Jhai'edaliander Thistleberry, and a 50% down payment must

SAUGAUTH BLUES

Those traveling the River Sargauth can encounter predators. It is important that the DM regulate the frequency and difficulty of such encounters, depending on the average party level and resources available. If the PCs have an abundance of resources, you might want to hit them with multiple encounters on the way to Spiderhaven. If the PCs have fewer resources, or are already quickly approaching 5th level, perhaps no encounters are needed.

Possible encounters along the river Sargauth include:

Ettercaps (2) (EL 5): This mated pair of ettercaps have set a massive web across the tunnel to catch creatures that might be boating along the river (*Monster Manual* page 106).

Large Monstrous Spiders (3) (EL 4): These spiders fled from Belkram's Fall and lurk in shallow tunnels along the ceiling above the river, looking for prey (*Monster Manual* page 289).

Lurking Stranglers (3) (EL 4): These creepy fliers nest in the nooks and crannies to be found along the tunnels and shorelines of the river, and frequently fly along its length in search of prey (*Monster Manual III* page 100).



be made upon placing such an order. The Chief Proprietor absolutely refuses to travel into Skullport in order to procure items on the PCs' behalf (nor does he send any of his gnomes), despite the apparent resources of that town. He simply isn't willing to take the risk, which he considers to be considerable.

Thistleberry attempts to charge as much as 20% over book value for any given special order. It is important to note that the chief proprietor doesn't like to be overwhelmed with banter, and so he refuses to negotiate with more than a single character over any given purchase. Because of this, it isn't possible for another PC to assist a negotiating PC. If any such attempt to introduce an additional person into the negotiation is made, the chief negotiator refuses to proceed until the other character leaves, and all further checks are made with a -2 penalty. Additionally, the chief proprietor never sells an item for a price that is below book value. Attempting to negotiate a price below book value closes negotiations until the potential buyer decides to "deal on more reasonable terms."

Chief Constable Sheru'Tan, a 7-foot tall, gray-skinned stonechild with no hair and eyes the color of coal, keeps the peace in Spiderhaven. She can be an intimidating sight in her gleaming mithral breastplate armor, toting around a massive greatsword that is as tall as she is. Despite the size of her weapon, Sheru'Tan moves with ease and grace. Fair-minded in all her dealings, Sheru'Tan is an intelligent if implacable foe of any who would disrupt the peace of Spiderhaven.

2. Death Becomes Her Beauty

A former adventuring companion of the chief proprietor, Mistress Noralli enjoys a certain amount of latitude when it comes to her business and how it is run inside the grand bazaar. Granted, she has been shuffled off to the darkest corner of the structure, but she still manages a good trade.

Noralli is 3 feet tall and as attractive a halfling as you might ever see. She sports a pageboy haircut and has jade green eyes. She wears a snug and revealing black silk evening gown when doing business, though in times of strife she switches to a mithral shirt over which she wears black combat robes. She is rarely seen outside the company of her loyal familiar Croat, an imp that masquerades as a flying squirrel with "naturally" glowing red eyes.

Noralli caters to a number of niche markets in her dealings within the Grand Bazaar. First and foremost, she sells a line of fine-quality soaps whose constituent ingredients are highly suspect. Rendered humanoid fat scavenged from the sites of conflict, or even purchased from folk who wish to see a body disappear without a trace, are likely the most innocuous of these unmentionables. Either way, in the public eye, this is nothing more than theory and conjecture, since nobody knows for sure, and Noralli isn't talking (on this particular subject, anyway). Scents include blueberry, cinnamon, jasmine, and patchouli. These can be purchased for 5 sp per $1/2$ pound.

Second, Noralli maintains a stiff trade in the previously owned clothing business, purchasing (or more often acquir-

ing) said clothing from those who no longer need it, and then mending and cleaning (or dyeing if overly stained) each article before placing it on a rack for sale. Most frequently, these articles come from independent business folk who happened upon the newly deceased wearer of said articles, and wish to earn a few coppers for ale. The rumor is that Noralli is a master of removing or concealing stains of all sorts, including those from foodstuffs, ale, wine, and even large amounts of blood (though this final one is discussed only in quiet conjecture). Nearly any type of outfit can be procured at half the cost given in the *Player's Handbook*. However, it is clear that each of these outfits has seen better days.

Finally, Mistress Noralli operates the only carousel known to exist in the Underdark, constructed entirely of previously living animals that now exist in a benign state of undeath for the amusement of children and adult riders alike. Four horses, two mules, a giant eagle, and (thanks to recent events) three large spiders populate this attraction. A ride on the carousel costs 2 cp and lasts 5 minutes. Riders are warned to keep all appendages away from the mouths of their mounts, however, because some tend to bite.

Aside from her unusual business, Noralli is something of an anomaly as the only resident halfling and chief rumor-monger of Spiderhaven. Spending any amount of time in her company, which is atypically amicable for a dread necromancer, is likely to net one or more of the rumors in the accompanying sidebar. Although she was raised to be honest and forthcoming, Noralli can be rather cryptic at times. Some say that her pronouncements are nothing more than blather, and that the halfling doesn't even know what she is saying most of the time.

3. The Ephemeral Den

The Ephemeral Den recently opened among the tents of Spiderhaven. The drow Zhallandra Valenz and her twin brother Xanderdross operate the establishment, offering their services as investigators and finders of lost things. The true purpose of the drow siblings is to discover the cause of the destruction of the Citadel of Belkram's Fall and report

back to their drow superiors. In the meantime, they take jobs from anyone willing to pay their rates.

These villains have a half-dozen goblin agents working for them as spies throughout the community while they move from place to place above and below ground, working for anyone who can afford them. They have become quite affluent in a short period of time.

Zhallandra and Xanderdross attempt to hire the PCs to report back anything they might discover regarding the destruction of the Citadel, as well as possible causes for the destruction. They are also interested in other information the PCs might uncover about the current state of Belkram's Fall, including who currently resides there or other routes into or out of the great lava tube.

If the PCs discover that even a small portion of the cavern that housed the Citadel of Belkram's Fall remains intact, Zhallandra and Xanderdross offer them a job. The drow agree to exchange an amount of diamonds suitable for casting *raise dead* twice for an escort down to the Citadel, as well as for assistance in searching the area. The agreement, however, includes a provision that absolutely anything found in the Citadel must be handed over to Zhallandra and Xanderdross for return to the appropriate drow families.

PCs who refuse to assist Zhallandra and Xanderdross find that they have made an enemy of the twins, resulting in a hostile visit when the PCs are at last ready for such an encounter. At the same time, PCs who agree to assist Zhallandra and Xanderdross also run the risk of attack, especially if they uncover anything of interest in the ruins below and refuse to hand it directly to the drow. Again, the twins wait until the PCs are most vulnerable to strike, such as just after a fight with denizens of the ruined Citadel. They aren't necessarily interested in killing the PCs so much as they are in completing their job and getting as far away from Undermountain as they can. How involved the Ephemeral Den becomes with the PCs activities in and around Belkram's Fall is up to you to determine. Generally speaking, if the PCs are having an easy time, these drow operatives can be used to complicate things. However if the opposite is true, you might want to minimize or eliminate any possibility of Zhallandra and Xanderdross becoming mixed up in the PCs' activities.

Zhallandra and Xanderdross appear to be typical drow—black-skinned, white-haired, and possessing eyes the color of blood. To other drow, it is clear that these two are closely related, but the average human would not readily notice the signs. Both drow typically dress in dark clothes. Although Zhallandra appears to be quite amiable and even charming in her dealings with the PCs and others, her motives are typically nefarious. Xanderdross is no different in that respect, though he often makes no pretense of civility when dealing with inferiors—and since he considers all non-drow to be inferior, he lets his sister do most of the talking. He is quite protective of his sister, and like most male drow he looks to the strong female in his life for direction and purpose.

NORALLI'S CRYPTIC RUMORS

- "Have you seen the tentacles in the dark? I've heard they prey upon the goblins that serve our new neighbors."
 - "I've stood above the precipice and seen the bones moving below in the darkness."
 - "The drow are restless. Some leave, some stay. More stay than leave."
 - "Belkram's Fall was not fatal, though still he slumbers in the darkness. Don't wake him, unless you wish to invoke his wrath."
 - "The tube looks dark and cold, but be careful of the fire that crawls up walls."
 - "Beware the Ephemeral Den. They serve no purpose but their own, and even they don't own their own purpose."
-

ZHALLANDRA VALENZ

CR 6

Female drow beguiler^{PH2} 5

NE Medium humanoid (elf)

Init +1; **Senses** darkvision 120 ft.; Listen +2, Spot +2

Languages Common, Draconic, Drow Sign Language, Elven, Gnome, Goblin, Undercommon

AC 17, touch 11, flat-footed 16

hp 27 (5 HD)

Immune sleep

SR 16

Fort +2, **Ref** +2, **Will** +4 (+6 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee mwk short sword +2 (1d6–1/19–20)

Ranged mwk hand crossbow +4 (1d4 plus poison/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** +1

Atk Options poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)

Special Actions cloaked casting (+1 DC), surprise casting

Combat Gear 6 doses of drow poison

Beguiler Spells Known (CL 5th):

2nd (5/day)—*black karma curse*^{PH2} (DC 17), *blinding color surge*^{PH2} (DC 16), *blur*, *daze monster* (DC 17), *detect thoughts*, *fog cloud*, *glitterdust*, *hypnotic pattern* (DC 16), *invisibility*, *knock*, *minor image* (DC 16), *mirror image*, *misdirection* (DC 16), *see invisibility*, *silence* (DC 16), *spider climb*, *stay the hand*^{PH2} (DC 17), *touch of idiocy* (DC 17), *vertigo*^{PH2} (DC 16), *whelming blast*^{PH2} (DC 17)

1st (7/day)—*charm person* (DC 16), *color spray* (DC 15), *comprehend languages*, *detect secret doors*, *disguise self*, *expeditious retreat*, *hypnotism* (DC 16), *mage armor*, *obscuring mist*, *rouse*^{PH2}, *silent image* (DC 15), *sleep* (DC 16), *undetactable alignment*, *whelm*^{PH2} (DC 16)

0 (6/day)—*dancing lights*, *daze* (DC 15), *detect magic*, *ghost sound*, *message*, *open/close*, *read magic*

Spell-Like Abilities (CL 5th):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 8, Dex 12, Con 12, Int 18, Wis 10, Cha 16

SQ armored mage, trapfinding

Feats Combat Casting, Silent Spell^B, Spell Focus (enchantment)

Skills Bluff +11, Concentration +9 (+13 when casting defensively), Decipher Script +12, Diplomacy +15, Disable Device +14, Escape Artist +9, Gather Information +11, Open Lock +11, Search +14, Sense Motive +8

Possessions +2 *mithral shirt*, masterwork hand crossbow with 10 bolts, masterwork short sword, masterwork thieves' tools

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 penalty on attack rolls, saves, and checks while operating in bright light.

Armored Mage (Ex) Zhallandra ignores the arcane spell failure chance when wearing light armor only.

Cloaked Casting (Ex) Zhallandra gains a +1 bonus to the spell's save DC when she casts a spell that targets any foe who would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not).

Surprise Casting (Ex) When Zhallandra successfully uses the Bluff skill to feint in combat, her target is denied its Dexterity bonus (if it has one) to AC for the next melee attack she makes against it or the next spell she casts. She must remain in melee with the target, and the attack must be made or the spell cast on or before her next turn. The target is not considered flat-footed and therefore can make attacks of opportunity against her if she does not cast defensively.

XANDERDROSS VALENZ

CR 6

Male drow swordmage^{ToB} 5

NE Medium humanoid (elf)

Init +6; **Senses** darkvision 120 ft, Listen +12, Spot +12

Languages Common, Drow Sign Language, Elven, Undercommon

AC 22, touch 16, flat-footed 16

hp 28 (5 HD)

Immune magic sleep effects

SR 16

Fort +1, **Ref** +8, **Will** +6 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee mwk kukri +9 (1d4+2/18–20) or

Melee mwk kukri +7 (1d4+2/18–20) and mwk kukri +7 (1d4+1/18–20)

Ranged mwk hand crossbow +8 (1d4/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +5

Atk Options poison (drow sleep poison, DC 13, unconscious 1 minute/unconscious 2d4 hours), discipline focus (insightful strike—Tiger Claw)

Maneuvers and Stances Known^{ToB} (IL 5th):

Stances—blood in the water (1st), leaping dragon stance (3rd), step of the wind (1st)

Strikes—drain vitality (2nd), sapphire nightmare blade (1st), shadow blade technique† (1st), wolf fang strike† (1st)

Boosts—burning blade† (1st), distracting ember (1st), sudden leap† (1st)

Counters—counter charge (1st), fire riposte† (2nd), mind over body† (3rd)

Disciplines: Desert Wind, Diamond Mind, Setting Sun, Shadow Hand, Tiger Claw

† Readied maneuver

Spell-Like Abilities (CL 5th):

1/day – *dancing lights*, *darkness*, *faerie fire*

Abilities Str 14, Dex 18, Con 11, Int 10, Wis 14, Cha 10

Feats Two-Weapon Fighting, Weapon Finesse, Weapon Focus (kukri, kama, handaxe, claw, greataxe, unarmed strike)^B

Skills Balance +14, Concentration +8, Heal +10, Hide +12, Jump +12, Listen +12, Martial Lore^{ToB} +8, Move Silently +12, Sense Motive +10, Tumble +14

Possessions +2 *mithral shirt*, 2 masterwork kukri, masterwork hand crossbow and 10 bolts

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

Discipline Focus (Insightful Strike) (Ex) Xanderdross can add his Wisdom modifier as a bonus on damage rolls whenever he executes a strike from the Tiger Claw discipline.

EXPLORING BELKRAM'S FALL

Like a great yawning void, the massive lava tube reaches down into the heart of the world. A nearly perfect circle that extends through the earth like a massive path to oblivion, it stands before you, a faint breeze slowly drifting out of its terminus. The air that issues from the void smells faintly of rotten meat and freshly turned earth.

Massive stone doors separate the area of Spiderhaven on the banks of the River Sargauth from the chamber that houses the lava tube known as Belkram's Fall (also known as the Shaft, and shown as such on the map at right). The stone doors open easily on ancient hinges that operate as if they were hung yesterday; the portal was built to last.

PROPERTIES OF BELKRAM'S FALL

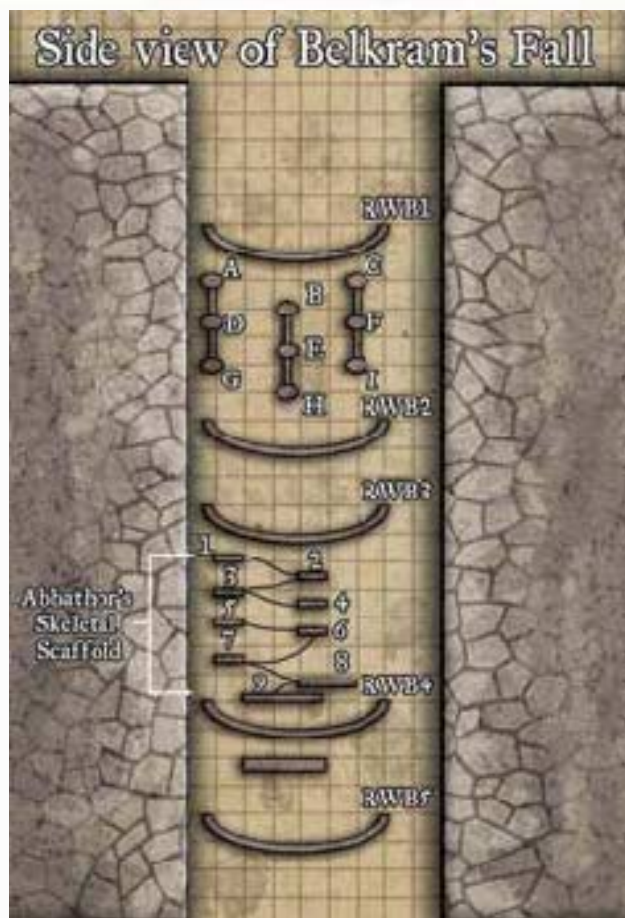
Unless otherwise noted, the chambers within Belkram's Fall (as well as the lava tube itself) are completely dark, offering total concealment to those who operate without light. Anyone who descends into the shaft must bring sufficient light to carry them through any given descent.

Approximately 120 feet in diameter, the walls of Belkram's Fall are sheer and thus require numerous DC 20 Climb checks to navigate without additional assistance. It is important to note that PCs who choose to descend into the massive lava tube on their own power are not likely to make it very far without climbing kits and a lot of rope at the very least, or better yet, some kind of magic assistance.

Lifts

The Melairkyn clan dwarves did leave behind a series of lifts that operate on a complex system of levers and pulleys. However, the years have not been kind to this marvel of dwarf engineering, though this isn't readily apparent at first glance. The stone platforms are sturdy enough, as is the steel-wound rope that connects them to the pulleys. Each platform can hold as much as a thousand pounds, and if bearing at least 400 pounds they readily descend into the shaft without failure. However, the pulleys and wheels that make up the lift system are rusted and prone to stick. They have a 20% chance per minute of use of becoming jammed when used to ascend the shaft. A jammed lift platform strands its passengers within the tube.

Each platform features a pedestal with a pair of levers that can be manipulated to cause the lift to lower and rise. The levers have a catch that is flipped in one direction to ascend and in the opposite direction to descend. Once the catch is flipped, the operator must continuously pump the levers back and forth in a scissorlike manner to make the platform rise or fall. Any creature that has a Strength score of 12 or



higher is capable of working the levers to make the lift operate smoothly.

A creature that attempts to manipulate the pulleys without having a Strength score of 12 or higher causes the ride to be progressively less smooth, as the operator struggles with controlling the system. When ascending, the chance of the pulleys and wheels jamming increases by 10% for every 2 points lower than 12 the operator's Strength score is. If a lift jams while ascending, a successful DC 20 Strength check is required to get it moving again. It is possible for as many as two PCs to work together to make this check.

Rune-Ward Braces

Constructed by the Melairkyn clan dwarves, the rune-ward braces safeguard the temple and tomb far below. These five circular tunnel braces are made primarily of mithral and affixed to the inside of Belkram's Fall with massive adamantine spikes. The central hub of each brace is engraved with runes of power that are inlaid with alchemical silver. These braces project a field of energy that disrupts the use of arcane and divine magic within 50 feet (above and below) each brace. This area is treated as though under the effect of an *antimagic field* cast at 20th level.

These braces ultimately became a warding for each level of Belkram's Fall, breaking the shaft down into five one-mile-deep segments. It is important to keep in mind that while a character might fly (using magic) down into one area of antimagic and fall through to an area where the magic once again works, someone can't use magic to fly back up through that area. That, and an inability to use teleportation magic within Undermountain, can make traversing Belkram's Fall in an upward direction treacherous at best.

Initially, the PCs must descend just over a mile into Belkram's Fall to get to the upper terrace. Just prior to reaching the guard stations located there, they must pass by the first rune-ward brace. If they are using a light source, read:

As you descend into the depths of Belkram's Fall, something on the wall of the shaft catches your eye. A great mithral brace rings the inside of the lava tube, held in place by adamantine rods that appear to have been driven straight into the rock wall. Massive runes inlaid with silver are etched into the surface of the mithral.

It is important that as the PCs come within 50 feet of a rune-ward brace, you describe the visible effects that the antimagic field might have on them. Magical sources of light wink out, and enchantments in effect disappear. Spellcasters and other characters who regularly use magic (arcane or divine) feel the small hairs on the back of their necks rise as they temporarily lose the connection to the source of their powers. A rune-ward brace gives off a faint illumination, casting a dim glow that allows the PCs to see it even if they lose their light sources.

A character who makes a successful DC 26 Spellcraft check recognizes the effects of an antimagic field.

A character who makes a successful DC 15 Knowledge (architecture and engineering) check recognizes the mithral band as a brace, likely set in place to reinforce the natural structure of the lava tube.

When the PCs are 50 feet below a rune-ward brace, magical effects whose durations have not expired resume.

GUARDIANS OF THE UPPER TERRACE

The first lift completes its descent at a stone platform approximately 100 feet below the first rune-ward brace. These are the guard stations originally constructed by the Melairkyn clan dwarves. There are three tiers of guard stations, with

each one being a triangular formation of three stations each. The stations are visually identical, with a battlement (complete with crenellated wall) facing the inside of the lava tube. Though their construction is superficially the same, it is important to note that each of the stations was outfitted with various traps designed to keep out attackers arriving from the lava tube.

In addition to the traps laid down by the Melairkyn clan dwarves, the guard stations are now home to a small colony of grells. Approximately a dozen of the creatures inhabit these ruins, along with a trio of grell philosophers to guide them in their hunting efforts. Until recently, the grells of this

colony have been content to hunt spiders and the occasional dark elf brave enough to ascend this far above the Citadel. However, the recent destruction of the

Citadel and the resulting mass exodus of spiders into the caverns above have caused the grells to expand their hunting grounds.

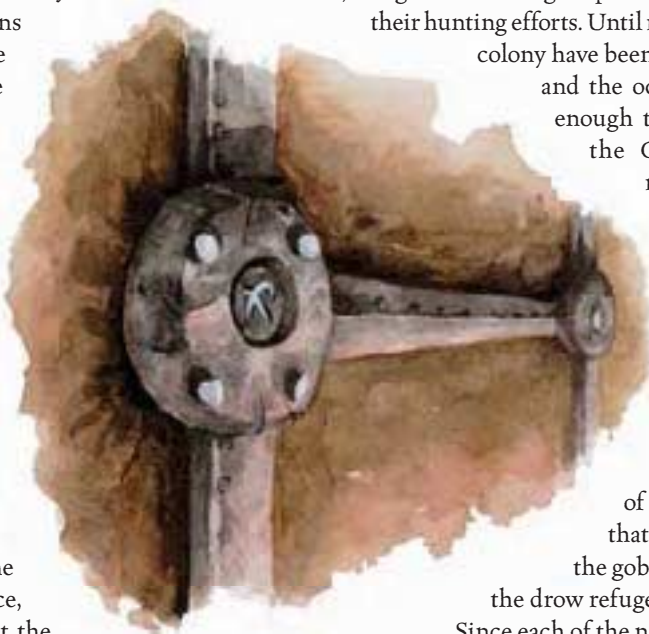
Because of this, the PCs might hear rumors of "horrors with tentacles" that have been preying upon the goblin and derro servants of the drow refugees of Spiderhaven.

Since each of the nine guard stations is laid out the same, only a single description is given for the lot of them. However, notations for where traps are placed among them are given

associated with each one's corresponding letter (A through I). Dwarves are nothing if not systematic. Though the traps themselves vary, their locations do not. The traps placed by the dwarves reside in the battlement, yard, and gallery only (as described below).

Since the grells are not prone to dwelling in any given area of their home for any considerable length of time, they are not placed in static locations throughout this structure. The grells do tend to hunt in pairs, however. The exception to this is the grell philosophers, who each inhabits one of the three lower guard stations in solitude.

In order for the PCs to proceed deeper into Belkram's Fall, it is necessary for them to make their way from the top guard stations to the bottom guard stations, where they can find another lift. Although it is possible for PCs to use ropes to climb down the outer surface of the battlements (100 feet between each level of guard stations), or perhaps even fly if they have the appropriate spells or items, doing so has a cumulative 20% chance of attracting a pair of grells each minute. As natural flyers, the grells have the clear advantage



A Melairkyn rune-ward brace

in this situation, and are happy to hunt those foolish enough to make such an attempt. Assuming, however, that the PCs choose to explore the guard stations, it is possible for them to encounter grells as they are hunting.

Tactical Encounters: More information regarding these encounters (as well as chances for having them) can be found in tactical encounters 4–1, Eaters of the Living (page 126) and 4–2, Aberrant Huntmaster (page 128). A grell philosopher resides in each of the bottom three guard stations. If the PCs traverse through any one of those guard stations, refer to tactical encounter 4–3, Philosophical Gourmet (page 130).

GS1: THE BATTLEMENT

Carved out of the stone of the lava tube, a crenellated wall stretches across the mouth of this cavelike structure. An empty courtyard extends beyond the wall, away from the shaft, and a series of shallow stone steps rise to double doors made of stone, each of which is carved with the visage of a leering gargoyle.

The leering gargoyles in the doors of the respective courtyards are each armed with a spell turret. Although each essentially operates the same, the selection of spells used in them changes from guard station to guard station, based largely upon the preference of the wizard who originally constructed each turret. Any creature that isn't a dwarf that moves to within 15 feet of the doors triggers the spell turrets. A creature must be walking on the ground in order to trigger the trap, though the trigger itself isn't mechanical in nature. Since the grells always fly, they don't run the risk of setting off this trap. It is important to note that it is possible to disarm this trap only at the doors. The ceilings throughout the guard stations are 10 feet high, except where noted.

Stone Doors: 4 inches thick; hardness 8; hp 60; break DC 20 (partially stuck).

Guard Station Spell Turrets (1st-level wizard spells): CR 2; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spell effects cast once per round in set order; no spells cast every fifth round but spell turret self-repairs 4d8+20 hp; Search DC 26; Disable Device DC 26; AC 7; hardness 8; hp 200.

Stations A, E, I Spells: *cause fear* (DC 12), *grease* (DC 12), *ray of enfeeblement* (+5 ranged touch), *magic missile*.

Stations B, D, H Spells: *color spray* (DC 12), *grease* (DC 12), *sleep* (DC 12), *magic missile*.

Stations C, F, G Spells: *magic missile*, *grease* (DC 12), *burning hands* (DC 12), *magic missile*.

A particular spell turret (one per door) targets the closest unrecognized creature and has a 360-degree arc of fire. The order in which a turret casts its spells is set; it cycles through

them in the same order each time, healing and resetting itself every 5 rounds.

GS2: THE YARD

The floor of this oddly shaped chamber has a slight downward slope. Offset walls narrow to a 10-foot-wide doorway that leads away from the great yawning pit and deeper into the structure.

The yard was built as a fallback point where the dwarves could easily fortify, since the sloped walls create an easily defensible chokepoint. Two 10-foot squares set directly adjacent to one another serve as triggers for a pair of traps that automatically reset every 5 rounds. Since the grell do not walk, they have never set off the traps in these areas. The traps used in the yard of any given guard station vary as follows.

Tripping Chain Traps (2) (Stations A, D, G): CR 2; mechanical; location trigger; automatic reset; multiple targets (tripping and melee attack); Atk +15 melee touch (trip; +6 opposed Strength check), Atk +15 melee (2d4+2, spiked chain); Search DC 15; Disable Device DC 18.

Note: This trap is really one trap that trips and a second trap that attacks with a spiked chain. If the trip attack succeeds, a +4 bonus applies to the spiked chain attack because the opponent is prone.

Camouflaged Pit Traps (2) (Stations B, E, F): CR 2; mechanical; location trigger; automatic reset; Reflex DC 20 avoids; 20 ft. deep (2d6 falling damage); multiple targets (first target in each of two adjacent 5-foot squares); Search DC 24; Disable Device DC 19.

Floor Blade Traps (2) (Stations C, H, I): CR 1; mechanical; touch trigger; automatic reset; Atk +10 melee (2d4/x4, scythe); Search DC 22; Disable Device DC 22.

GS3: THE GALLERY

The ceiling in this chamber is vaulted, rising to a height of 20 feet in the immediate entryway. A sheer 10-foot wall blocks further progress, though a pair of sturdy-looking iron ladders are built into the floor on either side of the chamber, allowing passage up to the other half of the gallery.

It is important to note that although there is 20 feet of space between the ceiling and the floor in the first half of the room, the ceiling is only 10 feet from the floor in the back half of this chamber (where the room rises to a gallery that is 10 feet higher than the floor of the entryway). The gallery was used by the dwarves as an additional fallback point where they could employ ranged weapons from above against attackers that pursued them into this chamber. Climbing the wall to the upper gallery requires a DC 20 Climb check without additional assistance. If the PCs employ a grappling hook, there is nothing for it to catch onto, aside from the ladders.

Anyone who makes a successful DC 20 Spot check while within 5 feet of a ladder notices an odd coloration in the metal about 5 feet up. The odd coloration is due to scorching caused by the *burning hands* trap set on each ladder. Anyone who climbs a ladder without disarming this trap is subject to its effect.

Burning Hands Trap: CR 3; magic device; proximity trigger (alarm); automatic reset; spell effect (*burning hands*, 5th-level wizard, 5d4, Reflex DC 12 half); Search DC 26; Disable Device DC 26.

GS4: THE BARRACKS

A series of sturdy-looking triple bunks is spaced evenly throughout this room. A thick layer of dust and cobwebs make homes for dozens of spiders that populate the chamber.

Other than the spiders, which are harmless and skitter away from anyone who approaches, there isn't much to find in these chambers. Though not terribly comfortable, the bunks are in working condition and can be used if the PCs need a place to rest.

A successful DC 15 Search check reveals a sizable engraving in the back wall of the chamber, hidden under dust and behind cobwebs. It appears to be a faceted gem floating inside a mountain. Anyone making a successful DC 15 Knowledge (religion) check identifies this as the holy symbol of a dwarf god. If anyone presses on the engraving of the gem, it gives way, depressing slightly into the wall, and releasing the secret door in the back of the chamber. When this is done, the secret door slides open. Even if the PCs do not press the engraving, a successful DC 20 Search check reveals the secret door, though knowing it is there doesn't allow a PC to understand the mechanism for opening it.

GS5: OFFICER'S QUARTERS

This sparsely furnished room holds a pair of old beds that might once have been of fine quality, though time has taken its toll. A pair of aged desks, each with a sturdy-looking chair, rests against the far wall. An engraving of a faceted gem floating inside a mountain adorns the wall between the desks.

This room used to be the officers' quarters for the guard station, housing a single warrior and either a cleric or wizard. Though the beds in this chamber might appear to be more comfortable than the bunks in the barracks, lying on them causes them to collapse. The same is true for the chairs, which are equally unreliable.

As in the barracks, the space on the back wall hides a secret door. Anyone making a successful DC 15 Knowledge (religion) check identifies the engraving as the holy symbol of a dwarf god. If anyone presses on the engraving of the gem, it

gives way, depressing slightly into the wall and releasing the secret door in the back of the chamber. Once this is done, the secret door slides open. Even if the PCs do not press the engraving, a successful DC 20 Search check reveals the secret door, though knowing it is there doesn't allow a PC to understand the mechanism for opening it.

A thorough search of the desks in one of the stations (Search DC 15) uncovers a *potion of cure moderate wounds* and a +1 *dagger* in the back of a stuck drawer.

GS6: ARSENAL AND STOREROOM

A narrow hall leads to a wider passage that seems to double back upon itself. Numerous weapon and armor racks rest against one side of the passage, while dozens of crates, barrels, and boxes line the other.

The weapons remaining on the racks (axes of various sizes, as well as the occasional warhammer) are no longer in serviceable condition, having rusted and deteriorated with the passage of time. The armor (chainmail and chain shirts mostly) is in similarly poor condition, and would be considered unusable except perhaps as a disguise. The foodstuffs and supplies in the boxes and crates are neither edible nor usable, and the ale in barrels is no longer drinkable. However, the substance formerly known as ale, being of dwarven stock, is still highly flammable, and as such can be treated

TOMB KEYS

Hidden throughout the guard stations are the keys needed to enter the tomb of Belkram. These keys are cleverly hidden as the gem-shaped buttons that open the secret doors in each guard station. Every gem-key is adorned with the holy symbol of one of nine ancient dwarf deities.

When the PCs examine the engraving, a successful DC 20 Spot check allows them to notice that the button can be removed.

Once discovered, each key can be removed by making a DC 20 Disable Device check. It is important to note that while the PCs might notice these symbols on some of the buttons, and might even identify them, it is likely that they do not realize their significance until they reach the temple below. They might have to return to the guard stations to retrieve them. The table below shows which symbol can be found on each key and where they are located within the guard stations.

Guard Station	Symbol	Location
A	Two silver rings	GS6
B	Open book	GS4
C	Bronze mask flame eyes	GS5
D	Gold piece	GS4
E	Hammer and anvil	GS6
F	Flame rising from needle	GS5
G	Sword wrapped in spirals of fire	GS4
H	Unadorned gem	GS5
I	Two crossed battleaxes	GS6

as particularly smelly oil. It creates a black, acrid-smelling smoke when lit on fire and burns twice as fast as actual oil. Each guard station has 3d4 15-gallon kegs, and each keg holds the equivalent of 120 flasks of oil.

A successful DC 20 Search check reveals the secret door in this passage. Each is marked with a dwarven holy symbol (a faceted gem floating inside a mountain) that when pressed causes the respective secret door to slide open. This leads directly to a set of spiral stairs that connects the guard stations in threes (A–D–G, B–E–H, and C–F–I).

Note: The outer walkway on the bottom layer of guard stations has a lift identical to the one described on page 118 that can carry the PCs down to the Citadel.

THE CITADEL

The second lift takes the PCs about a mile farther down Belkram's Fall, past another rune-ward brace, to the level that houses the ruins of the Citadel. When Halaster died, an earthquake erupted, triggered by the opening of a gate to the Elemental Plane of Fire in the base of the lava tube. The Citadel suffered the most damage in this event. Anything that was living in the Citadel died at that time, with the exception of a swarm of monstrous spiders that managed to flee just prior to the destruction. All that remains of the once-proud Citadel is a relatively shallow cavern of ruins.

The lift descends into a cavern whose opening circles the entire perimeter of Belkram's Fall. A low 4-foot crenellated wall stands between the lift and what must once have been a proud underground city. Widespread destruction shows that this cavern suffered from some terrible catastrophe, since ruined structures can be seen throughout. The smell of decaying flesh hangs in the air, as does an almost palpable silence.

If the PCs have the means to see across to the other side of Belkram's Fall, they spot another lift that they can use to descend deeper into the shaft. Unless they can fly or

otherwise transport themselves across the shaft, they must disembark and travel around the perimeter of the lava tube to reach the other lift.

The PCs might wish to explore this area. If so, for every 10 minutes they spend picking through the rubble, they have a cumulative 10% chance of attracting the attention of the undead creatures that now inhabit these ruins. Whenever this occurs, there are three possible encounters to choose from. You can either pick one that you like or determine the encounter randomly. Either way, the longer the PCs remain in the area, the more likely they are to attract the attention of undead (See Tactical Encounters, below).

Searching the ruins isn't entirely without the possibility of reward, however. For every 10 minutes spent searching in the ruins, there is a 10% chance that a PC might find something. Roll on the Citadel Treasure Table to determine what the PC finds. At the same time, this is a great place to seed items, maps, notes, and other such story-driving objects as befits your campaign. The Citadel has seen the rise and fall of two great civilizations, so the possibilities for providing adventure hooks in the form of such items are practically endless.

CITADEL TREASURE TABLE

d%	Treasure
01–11	3d10 cp
12–21	4d12 sp
22–31	1d6 gp
32–41	1d8 pp
42–51	Gem. Roll once on Table 3-6, DMG 55
52–61	Art. Roll once on Table 3-7, DMG 55
62–98	Mundane Item. Roll once on Table 3-8, DMG 56
99–100	Minor Item. Roll once on Table 7-1, DMG 216

Coins the PCs find in the ruins are either of drow (75%) or dwarf (25%) manufacture, bearing symbols of a large spider or a faceted gem floating inside a mountain as appropriate. Any art found has a 50% chance of being worth only half the value indicated on DMG Table 3-7, due to damage sustained in the earthquake. The same chance exists for any magic item that is breakable, such as a potion in a bottle. If a magic item is determined to be damaged, it is essentially worthless and unusable.

Tactical Encounters: The three tactical encounters that can occur at this juncture of the adventure are 4–4, Losing Face (page 131); 4–5, Dire Guardians (page 132); and 4–6, Reaching Darkness (page 133). Each of these encounters can occur multiple times, since there is essentially no limit as to how many undead of the types given roam the ruins of the Citadel. Note that prior to the destruction, tunnels led away from the Citadel to other parts of Undermountain and the Underdark. These tunnels were sealed and are no longer accessible from Belkram's Fall.

REALMSLORE: ABBATHOR

In a FORGOTTEN REALMS campaign, this band of dwarves worships Abbathor, a neutral evil god of luck and trickery. Abbathor's holy symbol is a diamond-bladed dagger. If you use the gods described in the *Player's Handbook* in your campaign, then these dwarves are dedicated to Erythnul, a chaotic evil god of slaughter and trickery. In the latter case, the band of dwarves has a slightly darker outlook on the world, but in both cases they follow an evil god, utilize undead, and seek to take control of a portion of Undermountain.

SKELETAL SCAFFOLD

Originally, the third lift could take passengers down as far as the temple, two miles below the level of the Citadel. However, those riding the lift now must stop somewhat short of that destination. A group of dwarves dedicated to an evil god of luck and trickery secretly made their way into Belkram's Fall about a year ago. Since arriving, they have constructed a massive series of platforms and walkways made almost entirely out of bone. The lift deposits riders on the first platform, since the scaffold blocks further descent.

These platforms and walkways exist in a strange state of undeath that makes them responsive to those capable of either turning or rebuking undead. The walkways extend and retract to connect the platforms. The only connection between the fourth and fifth platforms, however, is by way of a large natural cavern that the dwarves discovered during construction and incorporated into their plans.

The high priest controls the scaffold and directs additional construction from the ninth (lowest) platform. Clerics operate and continue to build the scaffold, while knights have been posted to stand guard while they work.

PROPERTIES OF THE SKELETAL SCAFFOLD

Each of the walkways rolls up to the higher of the two platforms to which it connects. In order to get a walkway to roll down, a cleric must use either a turning or rebuking

attempt. No check is required for the attempt, but if the cleric is turning (as opposed to rebuking), he or she must be on the top platform, which causes the walkway to extend out, rolling away from the cleric. The walkway remains in place for 10 rounds (1 minute), just as though it had been turned normally.

Only clerics who are capable of rebuking undead can cause a given walkway to roll toward them. If the PCs do not have a character who is capable of turning or rebuking undead, they might have a difficult time negotiating the scaffold. Additionally, if the cleric in the party isn't capable of rebuking undead, once the PCs have traversed a given walkway and it has rolled itself back to its topmost platform, they cannot use that walkway to ascend back to the higher platform.

Since the scaffolding was constructed by clerics of an evil god of luck and trickery, they have special privileges when it comes to rebuking the walkways. A cleric of that same god can, when using a rebuking attempt to manipulate a bone walkway, cause a bone walkway up to two platforms away to telescope out to reach him or her. When a cleric does this, the walkway is reduced in structural strength so that it can bear the weight of only a single Medium creature (or two Small creatures) at a time.

For example, if a cleric of the evil god of luck and trickery is standing on Platform 3, he can use a rebuking attempt to call a walkway from Platforms 1 or 2. Likewise, the cleric could direct the walkway on Platform 3 to extend to either platform 4 or 5.



CREATURES

The platforms are populated by a band of dwarves who have devoted their entire existence to an evil god of luck and trickery. The band follows Drexlyn Darrowdelve, an ancient dwarf cleric who also happens to be a vampire bent on taking control of Belkram's Fall.

A small colony of myconids occupies the cavern that connects Platforms 4 and 5. These stalwart plant creatures aren't fond of the dwarves who have taken up residence outside their home, but they are wary of the strange powers the dwarves possess. Drexlyn promised that he and the other dwarves would leave the myconids alone, provided they are allowed occasional passage through the area. For this concession, the myconids have agreed to forbid passage to anyone who doesn't bear a holy symbol of the evil god.

P1: LANDING ZONE

The lift descends to an octagonal platform constructed entirely of bone, lashed together with tendons and ligaments. The platform is affixed to the side of the lava tube with great steel rods that have been driven directly into the stone. What appears to be some kind of extendable bone walkway or bridge lies rolled up to one side of the platform.

This is the first platform the dwarves constructed. Initially, depending on visual acuity and light sources, the PCs might not see where the walkway extends to. PCs who approach the rolled-up walkway and look over the edge can see Platform 2 below them in the darkness. When this occurs, they are also noticed by the dwarves who stand guard on the lower platform.

Tactical Encounter: 4–7, Unholy Protectors (page 134).

P2: GUARD STATION

This platform looks the same as Platform 1, except for the quartet of dwarf knights and their cleric commander residing here. A small bone table and chairs have been constructed, and the knights and their commander sit and play the

Three-Dragon Ante card game to pass the time.

Tactical Encounter: 4–7, Unholy Protectors (page 134).

P3: BARRICADE

A barricade of bone faces the direction of the descending walkway from Platform 2. Several dwarves peek out from behind the barricade, and you can see that they wield loaded crossbows that are pointed in your direction.

When the cleric commander who was previously on Platform 2 arrives, he instructs the knights here to stand in defense, even as he rebukes the walkway back to Platform 2. He then rebukes the walkway attached to Platform 3, directing it to Platform 5 where he can continue his descent to warn others of the intruders on the platforms above.

Tactical Encounter: 4–8, Barricade (page 135).



Myconid venom spore

P4: CAVERN PORTAL

Though Platform 4 is empty, it does lead directly into a cave in the side of the lava tube wall. The 20-foot walkway that leads from Platform 4 to the cavern is permanent; it does not require a turning or rebuking attempt in order to use it to pass from the platform to the cavern.

The cavern beyond this platform sheds a dull radiance all its own. Fungus of all types grows from every surface of this large natural cavern, giving off a heady scent that you can smell even from the far end of the walkway. The cavern has a rather steep decline as it curves away from sight. You notice giant walking mushrooms with eyes and arms moving around inside the cavern.

The cave is home to a small village of myconids that are charged with the following task: "Do not allow anyone who seeks to harm Abbathor's [or whichever evil god you are using] good work to pass." Most of the myconids here are rather small and underdeveloped, so it might be possible for the PCs to simply eradicate the lot of them. However, it is also possible for the PCs to attempt to communicate peaceful intentions (should they be so inclined) and pass through the cave without a fight.

If the PCs do not immediately attack, an elder worker approaches them and attempts to open up a dialogue by releasing a cloud of rapport spores. Any PC who fails a DC 15 Fortitude save (willingly or otherwise) can communicate with the myconids telepathically thereafter. The elder worker speaks for his people, demanding to know why the PCs have come. He has no intention of allowing them to pass, since he assumes they are here to cause harm either to the elder worker's people or to the dwarf god (else why would the dwarves stipulate otherwise in their agreement?), and thus they must be turned away.

If the PCs can convince the elder worker that they have no intention of harming the myconids and promise that they are not here to harm the good works of the dwarf god (a task that requires them to make a successful DC 20 Diplomacy check or a DC 25 Bluff check), the myconids allow the PCs to pass through the caverns unmolested. Only PCs capable of communicating with the myconids (those who failed their Fortitude save against the rapport spores) can assist with this task. The myconids do not respond well to PCs who attempt to communicate through hand gestures and body language, since they view that type of language as crude and uncivilized. Additionally, since the myconid language is telepathic in nature, spells such as *comprehend languages* and *tongues* are of little use to the PCs in this encounter.

Deeper within the chamber, closer to the exit and to Platform 5, the ground grows extremely swampy as a natural spring wells up from the stone floor and has created a miniature marsh. The ground here is quite slippery and difficult to navigate without falling in the water. More information about this area can be found in the tactical encounter.

Tactical Encounter: If the PCs choose to attack the myconids at any time, refer to tactical encounter 4–9, Ferocious Fungus (page 136).

P5: STAGING AREA

Long, narrow bones are stacked neatly in a series of tall piles on this platform. Open sacks containing bundles of the long, stringy filaments used to bind the platforms together lie next to the stacks of bones.

Other than the supplies described above, this platform stands empty. The dwarves use this platform as a staging area for further construction. At some point they plan to use the bones found here to complete construction of the walkway from Platform 9 down to the temple below.

P6: READY, SET, DIE!

This platform is empty, except for the rolled-up walkway leading to Platform 7. However, assuming the commander from Platform 2 made a successful escape from the PCs in that encounter, a deadly ambush awaits the characters here. Once the PCs turn or rebuke the walkway leading from Platform 6 down to Platform 7 and begin heading down that walkway, a hooded pupil of the evil god on Platform 8 rebukes his walkway and links it to Platform 6. When this occurs, the hooded pupil moves to attack, and both clerics hope to catch the PCs between them on the walkway.

Tactical Encounter: 4–10, Ready, Set, Die! (page 137).

P7 AND P8: EMPTY

Assuming the attack on Platform 6 occurs as described, these two platforms are essentially empty, though Platform 7 has another bone table and chairs. If the PCs managed to stop the cleric on Platform 2 from making his escape, then Platform 7 is empty, and only a single cleric stands guard on Platform 8. In this case, the cleric casts *invisibility* when he sees the PCs coming and then rebukes the bridge leading down to Platform 9, fleeing to warn Drexlyn of the intruders.

P9: DREXLIN'S LAIR

This octagonal bone platform is much larger than those above it. A large throne constructed entirely of bone sits at one end of the platform and glows with a pale luminescence, clearly lighting the entire platform. Upon the throne sits a dwarf with skin like porcelain. His luxurious black beard is tied into one long braid that hangs below his belt, and his black armor seems to absorb light from the surrounding area. He might be mistaken for a statue, until his blood-red eyes flutter open, and his face twists in a snarl of pure hatred.

Drexlyn, the vampire dwarf cleric who leads this band, is insane with hatred for the drow who originally drove his beloved masters from Belkram's Fall. Though the PCs might not be drow, the dwarf isn't too picky upon who he takes his vengeance. Drexlyn's coffin is hidden in the base of his large bone throne. If the PCs cause him to flee, they can notice that his gaseous form slips between the bones making up the throne, and they might see his coffin among the shadows within (Spot DC 20).

Tactical Encounter: 4–11, Drexlyn's Lair (page 138).

EATERS OF THE LIVING

Encounter Level 6

Use this tactical encounter with the room description on page 119.

As the PCs explore guard stations A–F, there is the distinct possibility that they encounter a pair of grells. Run just one encounter per guard station, if a grell hunting patrol is present, as indicated by a random check.

There is a 25% chance that the PCs encounter grells in guard stations A, B, and C. The chance increases to 75% in guard stations D, E, and F.

In guard stations A, B, and C, roll again if an encounter is called for to determine which of the two tactical encounters to use: 01–75, encounter 4–1; 76–100, encounter 4–2.

If the roll indicates Encounter 4–1, read the following as the grells sweep into the area:

Two creatures float into the room. They resemble massive brains with raptorlike beaks, floating above a tangle of long, writhing tentacles. The warble of some strange language issues from their beaks as they approach.

TACTICS

Determine which area of the guard station the grell encounter takes place (01–40, GS1; 41–75, GS2; 76–100, GS3). The grells' tactics change, depending on where the attack occurs.

GS1: If attacking the PCs from the battlement, the grells swoop in from the lava tube outside Belkram's Fall. They are aware of the spell turret here and take advantage of the confusion it creates, waiting until the PCs set off the first spell before swooping in to attack.

GS2: The grells wait until the PCs have either encountered or are in the midst of disabling the traps in this area before attacking. They take advantage of their flight capabilities in and around the pit traps, trying to draw the PCs unto the traps while hovering above them.

GS3: Here, the grells attack the PCs while they're attempting to navigate the ladders or otherwise climb the stone wall to the gallery above. The grells use their ability to fly to their advantage, attacking when the PCs are most vulnerable and less capable of fully defending themselves. While climbing, a PC loses his or her Dexterity bonus to AC (if any) and can't use a shield. A climbing character can pause to free one hand to cast a spell or use a weapon.

TRAPS

Each guard station features a number of traps designed to slow progress and weaken any intruders. These are described below.

GS1: Spell Turrets

Guard Station Spell Turrets (1st-level wizard spells): CR 2; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spell effects cast once per

2 GRELLS

hp 32 each (5 HD)

NE Medium aberration

Init +2; **Senses** blindsight 60 ft., sightless; Listen +4, Spot +4

Languages Grell, Undercommon (comprehends, but doesn't speak)

AC 16, touch 12, flat-footed 14

Immune electricity, paralysis

Fort +3, **Ref** +3, **Will** +4

Speed 5 ft. (1 square), fly 30 ft. (perfect)

Melee 10 tentacles +5 each (1d4+1 plus paralysis) and bite +0 (1d6)

Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacles)

Base Atk +3; **Grp** +14

Atk Options constrict (1d6+1), expert grappler, improved grab, paralysis

Abilities Str 12, Dex 15, Con 14, Int 10, Wis 11, Cha 9
SQ flight

Feats Flyby Attack, Weapon Finesse

Skills Hide +8, Listen +4, Move Silently +8, Spot +4

Constrict (Ex) A grell deals 1d6+1 points of damage on a successful grapple check.

Expert Grappler (Ex) A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty.

Improved Grab (Ex) A grell that hits an opponent of its size or smaller with a tentacle attack can attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex) Any creature hit by a grell's tentacle must make a successful DC 10 Fortitude save or be paralyzed for 2d4 rounds. Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits in the same round.

Flight (Ex) A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent feather fall effect with personal range.

Sightless (Ex) A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

round in set order, no spells cast every fifth round but spell turret self-repairs 4d8+20 hp; Search DC 26; Disable Device DC 26; AC 7; hardness 8; hp 200.

Stations A and E Spells: *cause fear* (DC 12), *grease* (DC 12), *ray of enfeeblement* (+5 ranged touch), *magic missile*.

Stations B and D Spells: *color spray* (DC 12), *grease* (DC 12), *sleep* (DC 12), *magic missile*.

Stations C and F Spells: *magic missile*, *grease* (DC 12), *burning hands* (DC 12), *magic missile*.

A particular spell turret (one per door) targets the closest unrecognized creature and has a 360-degree arc of fire. The order in which a turret casts its spells is set; it cycles through them in the same order each time, healing and re-setting itself every five rounds.

GS2: Traps

The yard here is covered by two 10-foot traps, each triggered by stepping into these areas. The traps reset automatically every 5 rounds.

Tripping Chain Traps (2) (Stations A and D): CR 2; mechanical; location trigger; automatic reset; multiple targets (tripping and melee attack); Atk +15 melee touch (trip; +6 opposed Strength check), Atk +15 melee (2d4+2, spiked chain); Search DC 15; Disable Device DC 18.

Note: This trap is really one trap that trips and a second trap that attacks with a spiked chain. If the trip attack succeeds, a +4 bonus applies to the spiked chain attack because the opponent is prone.

Camouflaged Pit Traps (2) (Stations B and F): CR 2; mechanical; location trigger; automatic reset; Reflex DC 20 avoids; 20 ft. deep (2d6 falling damage); multiple targets (first target in each of two adjacent 5-foot squares); Search DC 24; Disable Device DC 19.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Place the grells (once the PCs notice them) anywhere within the area where the encounter takes place.

Traps: See the notes in this encounter for details on the traps designed to slow, hinder, and weaken intruders (such as the PCs) trying to pass through the area.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Floor Blade Traps (2) (Stations C and E): CR 1; mechanical; touch trigger; automatic reset; Atk +10 melee (2d4/×4, scythe); Search DC 22; Disable Device DC 22.

GS3: Ladder Trap

Anyone who makes a DC 20 Spot check when within 5 feet of a ladder notices an odd coloration in the metal about five feet up. The odd coloration is due to scorching caused by the *burning hands* trap set on each ladder. Anyone who climbs a ladder without disarming this trap is subject to its effect.

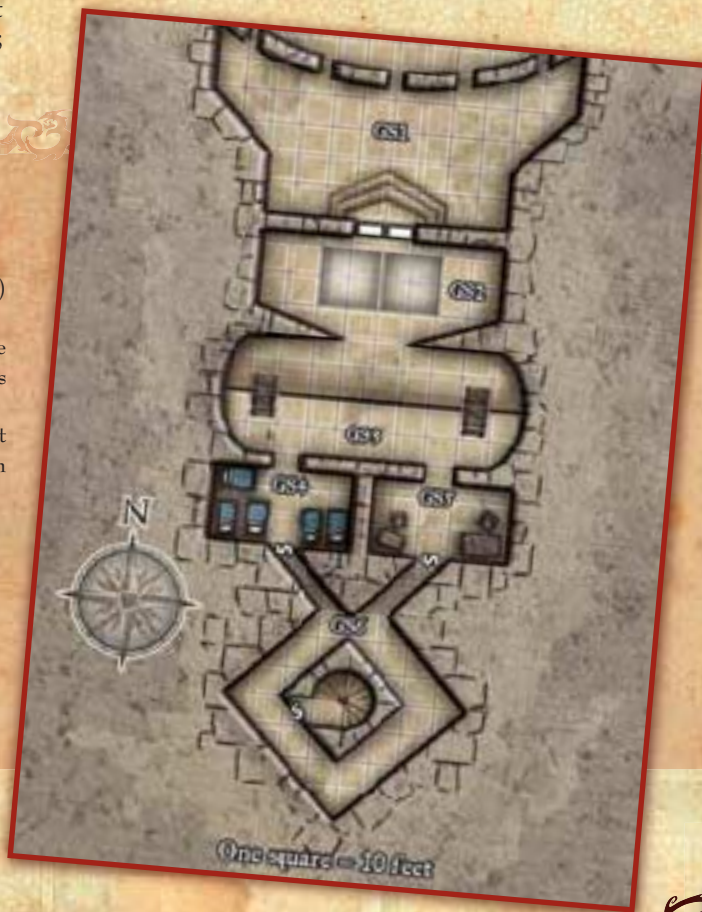
Burning Hands Trap: CR 3; magic device; proximity trigger (alarm); automatic reset; spell effect (*burning hands*, 5th-level wizard, 5d4, Reflex DC 12 half); Search DC 26; Disable Device DC 26.

CONCLUSION

The PCs must defeat or drive off the hunting grells to pass through this area and find the path down to the next guard station.

If a grell is reduced to 10 hit points or less, it attempts to flee in order to alert the rest of the colony. A fleeing grell immediately proceeds to the nearest grell philosopher to report on the status of the intruders.

If a grell manages to escape, the PCs have 1d4 minutes to leave the guard station before either a pair of grells or a grell huntmaster and two gricks arrive to deal with them.



ABERRANT HUNTMASTER

Encounter Level 7

Use this tactical encounter with the room description on page 119.

As the PCs explore guard stations A–F, there is the distinct possibility that they encounter a grell huntmaster and its pair of grick “hounds.” Run just one encounter per guard station, if a grell huntmaster patrol is present, as indicated by a random check.

There is a 25% chance that the PCs encounter grells in guard stations A, B, and C. The chance increases to 75% in guard stations D, E, and F.

In guard stations A, B, and C, roll again if an encounter is called for to determine which encounter to use: 01–75, encounter 4–1; 76–100, encounter 4–2.

In guard stations D, E, and F, the encounter is always with a grell huntmaster (use this encounter).

If the roll indicates encounter 4–2, read the following as the grell huntmaster and its gricks sweep into the area:

Two wormlike creatures with four tentacles sprouting from their heads have slithered into the chamber. Another creature follows closely behind them. It resembles a massive brain with a raptorlike beak that floating atop a mass of long, writhing tentacles. It holds a long, slender silver tube in one tentacle. The tube crackles with electricity.

TACTICS

The gricks and grell do their best to sneak up on the party, hoping to gain a surprise round. Once they attack, however, the gricks engage the PCs in melee combat while the grell keeps its distance and uses its lightning lance. If one

LIGHTNING LANCE

Grells living in colonies or nests defend their homes with lightning lances, silver tubelike devices about 3 feet in length. These weapons deal 3d6 points of electricity damage (no save) to a single enemy within 60 feet with a successful ranged touch attack. A lightning lance usually functions only in the grasp of a grell, although a DC 25 Use Magic Device check allows a character of a different race to employ the weapon. Huntmasters (grells that are accompanied by gricks) are typically equipped with these devices, as are grell philosophers (see encounter 4–3). A lightning lance has 5 charges. Spent charges are renewed each day, so a wielder can expend up to 5 charges in any 24-hour period.

Faint evocation; CL 3rd; Grell Alchemy^{LoM}, shocking grasp; Price 3,800 gp.

2 GRICKS

hp 9 each (2 HD); DR 10/magic

N Medium aberration

Init +2; Senses darkvision 60 ft., scent; Listen +6, Spot +6

Languages —

AC 16, touch 12, flat-footed 14

Fort +0, Ref +2, Will +5

Speed 30 ft. (6 squares), climb 20 ft.

Melee 4 tentacles +3 each (1d4+2) and bite –2 (1d3+1)

Space 5 ft.; Reach 5 ft.

Base Atk +1; Grp +3

Abilities Str 14, Dex 14, Con 11, Int 3, Wis 14, Cha 5

SQ —

Feats Alertness, Track^B

Skills Climb +10*, Hide +3*, Listen +6, Spot +6

* A grick has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

* Their coloration affords gricks a +8 racial bonus on Hide checks when in natural rocky areas. Due to the abundance of stone in the area where they hunt, gricks do get this bonus on their Hide checks for the purpose of these encounters.

CR 3

or more of the gricks are slain, the grell attacks the PCs in melee combat. If either grick is living when a PC becomes paralyzed or unconscious, it immediately grabs the immobile victim and attempts to drag the character away from the area for immediate consumption.

The grell huntmaster allows the gricks to charge into melee combat with the PCs while it hangs back and uses the lightning lance. The grell doesn't move forward to attack in melee unless one of the gricks is destroyed or the PCs manage to engage the grell in melee on their own terms.

Determine which area of the guard station the grell huntmaster encounter takes place (01–25, GS1; 26–60, GS2; 61–100, GS3). The grell's tactics change, depending on where the attack occurs.

GS1: If the encounter takes place here, the grell and gricks are likely to come from the lava tube outside Belkram's Fall. Having lost several gricks to the spell turrets already, the grell huntmasters are aware of this trap and do their best to avoid it. However, they appreciate the confusion it causes when prey are present, and thus try to use it to their best advantage.

GS2: The grell and gricks might come from either direction when attacking the PCs in the yard. They tend to wait until the PCs have either encountered or are in the midst of disabling the traps in these areas before attacking.

GS3: If attacking the PCs in the gallery, the grell and gricks are most likely to come from deeper within the guard station. Here, they attack the PCs while they're attempting to navigate the ladders to reach the gallery.

They use their special modes of movement to their advantage as they attack PCs hanging from the ladders. Traversing the wall here is automatic for the gricks (DC 20), since they can take 10 on this task and easily achieve success.

DEVELOPMENT

If the PCs attempt to flee up the lava tube in an effort to escape an encounter with the grell huntmaster, the creature is not averse to pursuing them, particularly since it can travel more quickly than the PCs in this regard. Additionally, it is important to note that the grells' ability to fly is an extraordinary ability, rather than spell-like or supernatural. Because of this, grells are not hindered by the areas of *antimagic* created by the rune-ward braces.

GRELL HUNTMASTER

CR 3

hp 32 each (5 HD)

NE Medium aberration

Init +2; **Senses** blindsight 60 ft., sightless; **Listen** +4, **Spot** +4
Languages Grell, Undercommon (comprehends, but doesn't speak)

AC 16, **touch** 12, **flat-footed** 14

Immune electricity, paralysis

Fort +3, **Ref** +3, **Will** +4

Speed 5 ft. (1 square), fly 30 ft. (perfect)

Melee 10 tentacles +5 each (1d4+1 plus paralysis) and bite +0 (1d6)

Ranged lightning lance +5 touch (3d6 electricity)

Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacles)

Base Atk +3; **Grp** +14

Atk Options constrict (1d6+1), expert grappler, improved grab, paralysis

Abilities Str 12, Dex 15, Con 14, Int 10, Wis 11, Cha 9
SQ flight

Feats Flyby Attack, Weapon Finesse

Skills Hide +8, Listen +4, Move Silently +8, Spot +4

Possessions lightning lance

Constrict (Ex) A grell deals 1d6+1 points of damage on a successful grapple check.

Expert Grappler (Ex) A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty.

Improved Grab (Ex) A grell that hits an opponent of its size or smaller with a tentacle attack can attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex) Any creature hit by a grell's tentacle must make a successful DC 10 Fortitude save or be paralyzed for 2d4 rounds. Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits in the same round.

Flight (Ex) A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent feather fall effect with personal range.

Sightless (Ex) A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

CONCLUSION

The PCs must defeat or drive off the grell and the gricks to pass through this area and find the path down to the next guard station.

If both gricks are defeated and the grell huntmaster is reduced to 10 hit points or fewer, it attempts to flee in order to alert the rest of the colony. The fleeing grell immediately proceeds to the nearest grell philosopher to report on the status of the intruders.

If the grell manages to escape, the PCs have 1d4 minutes to leave the guard station before either a pair of ordinary grells or another huntmaster and two gricks arrive to deal with them.

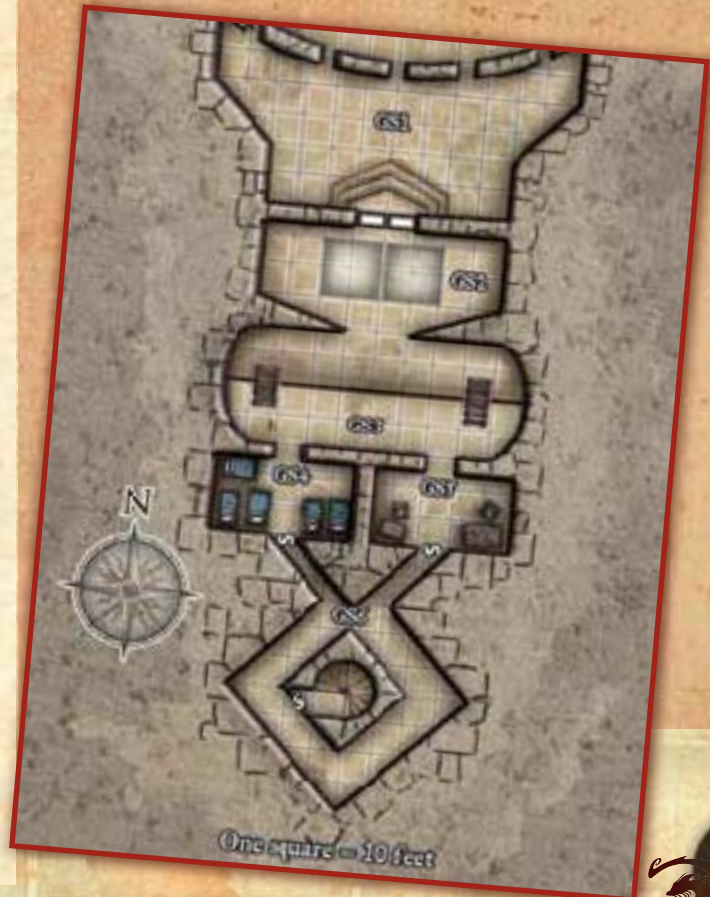
TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Place the grell and gricks (once the PCs notice them) anywhere within the area where the encounter takes place.

Traps: See the notes in Encounter 4–1 (page 126) for details on the traps designed to slow, hinder, and weaken intruders (such as the PCs) trying to pass through the area.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.



PHILOSOPHICAL GOURMET

Encounter Level 6

Use this tactical encounter with the room description on page 119.

Three grell philosophers live on the lowest tier of this area, in guard stations G, H, and I. Though they communicate on a regular basis, the philosophers spend a greater amount of time in solitude, constructing *lightning lances* and eating whatever morsels their hunters bring to them.

When the PCs first notice the grell philosopher, read:

The tentacles of this creature appear to be adorned with a number of shiny bracelets and baubles. It holds a long, slender silver tube in one tentacle. The tube crackles with electricity.

TACTICS

If a philosopher is aware of the PCs presence in their home, it begins the encounter invisible. While invisible, a philosopher casts *mage armor* and *protection from arrows* on itself.

When combat begins, the grell's first action is to cast *summon monster II*, then *charm person* on a warrior.

Determine which area of the guard station the grell philosopher encounter takes place (01–55, GS2; 56–100, GS3). The grell's tactics change, depending on where the attack occurs.

GS2: If a philosopher is encountered here, a grell has recently dropped by with food for the philosopher (a captured PC or large spider), and the creature is eating in this area.

GS3: If a philosopher is encountered here, it is constructing a *lightning lance*. The lance is incomplete and unusable.

CONCLUSION

A grell philosopher fights to the death, though it isn't above calling out to the rest of the colony for assistance. PCs who linger in these areas for longer than 7 rounds after combat begins attract the added attention of a pair of ordinary grells (75%) or another grell philosopher (25%).

TACTICAL MAP DETAILS

Use the map on page 129 when running this encounter.

Creatures: Place the grell philosopher (once the PCs notice it) within the area where the encounter takes place.

Traps: See the notes in Encounter 4-1 (page 126) for details on the traps designed to slow, hinder, and weaken intruders (such as the PCs) trying to pass through the area.

GRELL PHILOSOPHER

CR 5

hp 50 (9 HD)

Grell wizard 4

NE Medium aberration

Init +5; **Senses** blindsight 60 ft., sightless; Listen +9, Spot +9

Languages Common*, Grell, Draconic*, Undercommon*

* comprehends, but doesn't speak

AC 15, touch 11, flat-footed 14

Immune electricity, paralysis

Fort +4, **Ref** +3, **Will** +9

Speed 5 ft. (1 square), fly 30 ft. (perfect)

Melee 10 tentacles +7 each (1d4+2 plus paralysis) and bite +2 (1d6+1)

Ranged *lightning lance* +5 touch (3d6 electricity)

Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacles)

Base Atk +5; **Grp** +17

Atk Options constrict (1d6+2), expert grappler, improved grab, paralysis

Wizard Spells Prepared (CL 4th):

2nd—*invisibility*, *protection from arrows*, *summon monster II*

1st—*charm person* (DC 14), *mage armor*, *obscuring mist*, *ray of enfeeblement* (+6 ranged touch)

0—*daze* (DC 13), *detect magic*, *mage hand*, *touch of fatigue* (+7 melee touch, DC 13)

Abilities Str 14, Dex 12, Con 14, Int 16, Wis 13, Cha 12

SQ flight

Feats Combat Casting, Flyby Attack, Grell Alchemy^{LoM}, Improved Initiative, Scribe Scroll^B

Skills Concentration +11 (+15 when casting defensively), Hide +11, Knowledge (arcana) +6, Knowledge (dungeoneering) +6, Knowledge (nature) +6, Listen +9, Move Silently +11, Spot +9

Possessions *lightning lance*

Constrict (Ex) A grell deals 1d6+2 points of damage on a successful grapple check.

Expert Grappler (Ex) A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty to its grapple checks instead of the normal –20 penalty.

Improved Grab (Ex) A grell that hits an opponent of its size or smaller with a tentacle attack can attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check it establishes a hold and can constrict.

Paralysis (Ex) Any creature hit by a grell's tentacle must make a DC 10 Fortitude save or be paralyzed for 2d4 rounds. Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits in the same round.

Flight (Ex) A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent feather fall effect with personal range.

Sightless (Ex) A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

LOSING FACE

Encounter Level 6

Use this tactical encounter with the room description on page 122.

If the PCs elect to explore the ruins of the Citadel and you decide to run this encounter, read:

Screams and wails suddenly echo off the crumbling walls around you, and a gray shape rises from the darkness. Its muscular form looks solid, but its featureless head is surrounded by many ghostly faces.

The creature in this encounter is a defacer, a kind of monster originally brought into Undermountain by an unknown lich sorcerer. These creatures now freely roam the ruins of the Citadel.

TACTICS

The defacer uses its earth glide ability to move normally through the area, while the PCs are forced to contend with the rough terrain. In combat, the defacer makes use of Spring Attack, moving in to attack a PC, and then moving away to find cover. The defacer fights either until it is destroyed or the PCs are slain.



TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Place the defacer (once the PCs notice it) anywhere within the area where the encounter takes place.

Rough Terrain: Due to the massive destruction that occurred here, treat every square as difficult terrain. It costs 2 squares of movement to enter a square of difficult terrain.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

DEFACER^{MM4}

CR 6

hp 71 (11 HD); DR 10/silver

NE Medium undead

Init +2; Senses darkvision 60 ft., tremorsense 60 ft.; Listen +15, Spot +15

Aura frightful keening (60 ft.)

Languages understands creator's orders

AC 19, touch 12, flat-footed 17; Dodge, Mobility

Immune undead immunities

Fort +3, Ref +5, Will +8

Speed 30 ft. (6 squares); Spring Attack, earth glide

Melee 2 slams +10 each (1d8+4 plus stunning possession)

Space 5 ft.; Reach 5 ft.

Base Atk +5; Grp +9

Atk Options stunning possession

Special Actions steal face

Abilities Str 18, Dex 15, Con —, Int 7, Wis 13, Cha 14

SQ undead traits

Feats Dodge, Mobility, Spring Attack, Weapon Focus (slam)

Skills Listen +15, Spot +15

Frightful Keening (Su) The faces that whirl about the head of a defacer constantly wail and scream. Any creature that is within 60 feet of a defacer and can hear is automatically shaken. This is a sonic, mind-affecting fear effect.

Earth Glide (Ex) A defacer glides through any sort of earth except metal. Its burrowing leaves behind no tunnel or

hole, nor does it create a ripple or any other signs (although its frightful keening can still be heard).

Stunning Possession (Su) A creature with an Intelligence of 3 or higher that is struck by a defacer's slam attack must make a DC 17 Will save or be stunned for 1 round.

While the creature is stunned, its face takes on the shape of one of the defacer's victims and screams for help, using the languages that individual knew in life. When the effect ends, the ghostly face returns to the defacer.

Steal Face (Su) If a defacer's slam attack kills a creature with an Intelligence of 3 or higher, the defacer steals its face as an immediate action. This erases the facial features of the body, leaving a smooth, blank surface. Attempts to cast *speak with dead* on victims of this attack always fail.

This effect draws the soul of the creature to the defacer, and it becomes one of the keening faces that whirl about the defacer's head, preventing the soul from reaching the afterlife, becoming undead, or being raised or resurrected. Nothing short of destroying the defacer restores a corpse's face and frees the soul.

For 1 day after stealing a face, a defacer's blank visage takes the shape of that creature's face. This effect ends if the defacer uses its earth glide ability.

If a defacer stole a creature's face by killing it and is destroyed within 24 hours of that act, its victim returns to life (stable at 0 hit points) if its body is largely whole. Its face is restored. This return to life does not result in level loss or ability drain.

DIRE GUARDIANS

Encounter Level 5

Use this tactical encounter with the room description on page 122.

If the PCs elect to explore the ruins of the Citadel and you decide to run this encounter, read:

An aura of smoky black energy emanates from a pair of lithe elf skeletons that step from behind a large pile of rubble. The skeletons clutch longswords and have longbows slung across their backs.

MONSTERS

These creatures are direguards, monsters originally brought into Undermountain by the drow to serve as tireless guards. A few of these creatures managed to escape the destruction of the Citadel and now wander the ruins in pairs, carrying out their final orders—to patrol the area immediately around the lava tube and dispatch any non-drow they encounter.

TACTICS

The direguards do their best to ambush the PCs, using the ample cover provided by the destruction of the Citadel to find suitable hiding places. The direguards use their *magic missile* spell-like ability in the first round of combat (or the surprise round), and then step behind cover to use *blink* before physically attacking the PCs. From this point on the direguards use hit and run tactics, drawing the PCs away from the mouth of the lava tube. The direguards fight until they are destroyed or the PCs are slain.

BLINK SUMMARY

Physical attacks have a 50% miss chance. Blind-Fight is of no use against this benefit. Miss chance is reduced to 20% if the attack is capable of striking ethereal creatures. Miss chance is reduced to 20% if the attacker can see invisible creatures.

Individually targeted spells have a 50% chance to fail, unless the attacker can target invisible, ethereal creatures.

Take half damage from area attacks (full damage from those that extend into the Ethereal Plane).

Direguard attacks have a 20% miss chance.

Direguards strike as an invisible creature (+2 bonus on attack rolls, targets denied their Dexterity bonus to AC).

2 DROW DIREGUARDS

CR 3

hp 39 each (6 HD); DR 5/bludgeoning

NE Medium undead

Init +4; Senses darkvision 60 ft.; Listen +8, Spot +8

Languages Common, Elven, Undercommon

AC 20, touch 17, flat-footed 16

Immune cold, undead immunities

Fort +2, Ref +6, Will +6

Speed 30 ft. (6 squares)

Melee 2 claws +7 (1d4+3) or

Melee mwk longsword +7 (1d8+4/19–20) or

Melee mwk longsword +7 (1d8+3/19–20) and claw +2 (1d4+1)

Ranged mwk composite longbow +8 (1d8+3/×3)

Space 5 ft.; Reach 5 ft.

Base Atk +3; Grp +6

Spell-Like Abilities (CL 6th):

Once every 3 rounds—magic missile

Once every 10 minutes—blink

Abilities Str 16, Dex 18, Con —, Int 11, Wis 12, Cha 13

SQ force armor, see invisibility, undead traits

Feats Blind-Fight, Combat Casting, Power Attack

Skills Hide +11, Listen +8, Move Silently +11, Search +8, Spot +8

Possessions masterwork longsword, masterwork composite longbow (+3 Str bonus) with 30 arrows

Force Armor (Ex) The shadowy, translucent field of force surrounding a direguard grants it a +3 deflection bonus to AC.

See Invisibility (Su) A direguard can see invisible and ethereal creatures and objects as though it were constantly under the effect of a *see invisibility* spell.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Place the two direguards (once the PCs notice them) within the area where the encounter takes place.

Rough Terrain: Due to the massive destruction that occurred here, treat every square as difficult terrain. It costs 2 squares of movement to enter a square of difficult terrain.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.



REACHING DARKNESS

Encounter Level 5

Use this tactical encounter with the room description on page 122.

If the PCs elect to explore the ruins of the Citadel and you decide to run this encounter, read:

A 5-foot-diameter spherical cloud of impenetrable darkness approaches. As it draws near, black tendrils reach out from the cloud's opaque core.

A pair of advanced vasuthants roam the ruins of the Citadel. They do not travel together, and are usually encountered only one at a time.

In life, these creatures were powerful drow sorcerers. The destruction of Halaster and the subsequent demolition of the Citadel caused them to rise from death as powerful vasuthants. Now they roam the wreckage in search of living prey.

TACTICS

The vasuthants range away from each other, circling on opposite sides of the ruined cavern in search of prey. When a vasuthant comes upon a living creature, it uses every power and ability it has to destroy that intruder.

DEVELOPMENT

There's a 10% chance each round that during combat between the PCs and the defacer, one of the vasuthants wanders into the conflict. The percentage is so low because the vasuthants have learned that the defacer wails regardless of the circumstances; it is much more likely to be making noise than it is to be interacting with an intruder.

During combat between the PCs and the direguards, the chance of a vasuthant wandering into the conflict rises to 25% every round the combat goes on past the first round. If a vasuthant joins in such a battle, it allows the direguards to take the forefront in combat.

If a battle with a vasuthant lasts more than 4 rounds, there is a 25% chance in the fifth round that the other vasuthant appears to aid its compatriot. This chance increases by 5% for every subsequent round of combat.

TACTICAL MAP DETAILS

Use the map on page 132 when running this encounter.

Creatures: Place the vasuthant (once the PCs notice it) within the area where the encounter takes place.

Rough Terrain: Due to the massive destruction that occurred here, treat every square as difficult terrain. It costs 2 squares of movement to enter a square of difficult terrain.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

ADVANCED VASUTHANT^{MM3}

CR 4

hp 85 (9 HD); unholy toughness

CE Medium undead

Init +6; **Senses** blindsight, darkvision 60 ft.; Listen +7, Spot +8

Aura trap light

Languages —

AC 15, touch 12, flat-footed 13

Immune acid, cold, light, undead immunities

Resist fire 5, electricity 5; turn resistance +2

Fort +3, **Ref** +5, **Will** +7

Speed fly 30 ft. (perfect) (6 squares)

Melee slam +7 (1d6+2) and

up to 2 enervating crushes (1d6+2 plus 1d4 Str)

Space 5 ft.; **Reach** 5 ft.

Base Atk +4; **Grp** +10

Atk Options improved grab, reality distortion

Abilities Str 14, Dex 14, Con —, Int 4, Wis 12, Cha 16

SQ undead traits

Feats Flyby Attack, Improved Grapple^B, Improved Initiative, Power Attack, Weapon Focus (slam)

Skills Hide +8, Listen +7, Spot +8

Enervating Crush (Su) A successful grapple attempt against a Medium or smaller living creature pulls the victim into the center of the vasuthant. In that round and every round thereafter, a grappled victim takes 1d6+2 points of damage plus 1d4 points of Strength damage. A creature reduced to Strength 0 by a vasuthant dies. A vasuthant heals 1 point of damage for every point of Strength damage dealt, or gains 1 temporary hit point that lasts for up to 10 minutes.

A vasuthant can simultaneously grapple with one Medium creature or up to two Small creatures. Pinned creatures are suspended inside the vasuthant while their life energy is crushed out of them. Using this ability does not prevent a vasuthant from making slam attacks.

Improved Grab (Ex) A vasuthant can attempt to start a grapple as a free action without provoking attacks of opportunity when it hits with its slam attack. If it wins the grapple, a vasuthant immediately employs its enervating crush attack.

Reality Distortion (Ex) Three times per day (but only once per round), a vasuthant can take a free action to reroll any unfavorable die roll or force its opponent to reroll a favorable die roll. The vasuthant must accept the result of the reroll.

Immunity to Light (Ex) A vasuthant is immune to any harmful effects of light, either natural or magical. All cleric spells of the Sun domain as well as other spells with the light descriptor (such as *daylight*) have no adverse effects.

Trap Light (Ex) A vasuthant creates a 60-foot emanation of shadow, absorbing nearby light (magical and nonmagical). Creatures within this area, including the vasuthant, gain concealment. Creatures that have low-light vision or darkvision can see normally within the area. Light sources within the area are suppressed, not dispelled. If a vasuthant moves out of range before the light source's duration expires, the light source illuminates again (the illumination cannot extend within the area of the effect).

UNHOLY PROTECTORS

Encounter Level 7

Use this tactical encounter with the room description on page 124.

If the PCs look over the edge of Platform 1 toward Platform 2, they immediately attract the attention of the dwarves playing cards below them. These dwarves are charged with the defense of the upper scaffold, and they carry out their charge with their lives. Read:

A dwarf cleric rebukes the bridge from your platform, causing it to extend toward the platform below you. Two dwarves heavily laden with plate armor and shields engraved with a symbolic jeweled dagger, and wielding dwarven waraxes move quickly up the bone bridge, issuing challenges as they approach. Two more take aim with loaded crossbows.

TACTICS

When the five dwarves notice the PCs, the cleric immediately uses his rebuke undead ability to extend the bridge from Platform 1 to Platform 2. Two knights move quickly up the bridge to attack the PCs. The cleric uses another rebuke attempt to extend the bridge from Platform 2 to Platform 3 and then flees in that direction. Two knights move halfway up the bridge toward Platform 1 and issue a fighting challenge, addressing fighters, clerics, rogues, and wizards (in that order). The other pair of knights fire crossbows at the PCs.

DWARF CLERIC

CR 3

hp 24 (3 HD)

Dwarf cleric 3

LE Medium humanoid

Init +5; **Senses** darkvision 60 ft.; Listen +2, Spot +2

Languages Common, Dwarven

AC 21, touch 11, flat-footed 20; +4 against giants

Fort +6, **Ref** +2, **Will** +5; +2 against poison, spells, and spelllike abilities

Speed 20 ft. (4 squares)

Melee mwk heavy mace +4 (1d8+2)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** +4

Cleric Spells Prepared (CL 3rd):

2nd—*inflict moderate wound, hold person*

1st—*bane, doom, shield of faith*

0—*guidance, inflict minor wounds (2), virtue*

Abilities Str 14, Dex 13, Con 14, Int 10, Wis 12, Cha 14

SQ stonecunning, stability (+4 to resist being bull rushed or tripped), +1 on attacks against orcs and goblinoids

Feats Improved Initiative, Extra Turning

Skills Concentration +6, Listen +2, Spellcraft +4, Spot +2

Possessions masterwork full plate armor, masterwork heavy steel shield, masterwork heavy mace, holy symbol

4 KNIGHTS OF AVARICE

CR 3

hp 35 each (3 HD)

Dwarf knight^{PH2} 3

LE Medium humanoid

Init +1; **Senses** darkvision 60 ft.; Listen +0, Spot +0

Languages Common, Dwarven

AC 21, touch 11, flat-footed 20; +4 against giants

Fort +4, **Ref** +2, **Will** +3; +2 against poison, spells, and spelllike abilities

Speed 20 ft. (4 squares)

Melee mwk dwarven waraxe +7 (1d10+2/×3)

Ranged mwk light crossbow +5 (1d8+1 plus 1d6 cold/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +5

Atk Options knight's challenge (2/day fighting challenge +1), shield block +1

Abilities Str 14, Dex 13, Con 16, Int 8, Wis 10, Cha 12

SQ stonecunning, stability (+4 to resist being bull rushed or tripped), +1 on attacks against orcs and goblinoids, knight's code, bulwark of defense

Feats Martial Study (Steel Wind)^{TOB}, Mounted Combat^B, Weapon Focus (dwarven waraxe)

Skills Climb +4, Intimidate +4

Possessions masterwork full plate armor, masterwork heavy steel shield, masterwork dwarven waraxe, masterwork light crossbow with 10 +1 frost bolts

Fighting Challenge (Ex) Can issue a challenge against a single opponent (possessing Int 5 or higher) as a swift action. The knight gains a +1 morale bonus on Will saves, attack rolls, and damage rolls against the target of this ability. The effect lasts for 6 rounds. A knight can issue a knight's challenge more than once per encounter. If his first foe is defeated or flees the area, he can issue a new challenge to a different foe. A knight cannot switch foes if his original target is still active.

Shield Block (Ex) A knight can designate a single opponent as the target of this ability during his action. His shield bonus to AC against that foe increases by 1.

Bulwark of Defense (Ex) An opponent that begins its turn in a knight's threatened area treats all the squares that the knight threatens as difficult terrain.

Knight's Code

A knight does not gain a bonus on attack rolls when flanking.

A knight never strikes a flat-footed opponent.

A knight never deals lethal damage against a helpless foe.

Violating any part of this code causes a knight to lose one use of his knight's challenge ability for the day. If no uses remain, the knight takes a –2 penalty on attack rolls and saves for the rest of that day instead.

BARRICADE

Encounter Level 6

Use this tactical encounter with the room description on page 124.

Three knights of avarice have recently established this platform as a fallback point for clerics fleeing from above. With the help of the clerics, they have constructed a barricade of bone that is linked to the platform itself.

When the PCs approach Platform 3, read:

A trio of dwarf knights in full plate armor takes cover behind a barricade constructed entirely of bone. Each of the knights is armed with a finely crafted light crossbow, aimed in your direction.

TACTICS

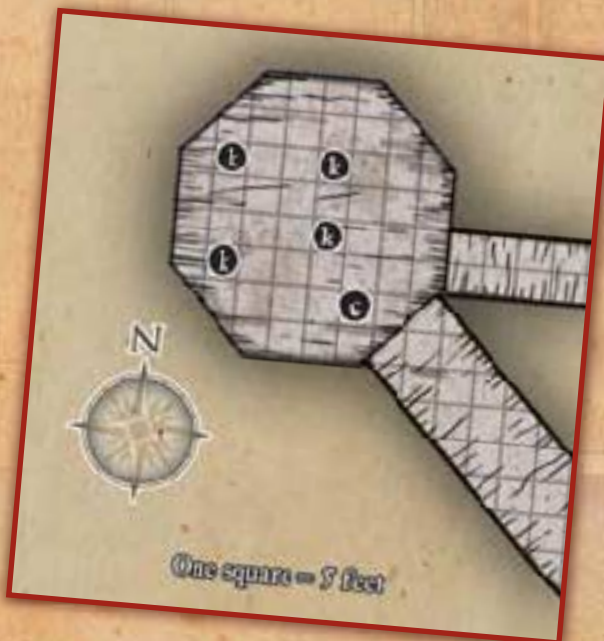
Kneeling behind the barricade, which provides them with cover, these three knights fire magic crossbow bolts at interlopers coming from Platform 2. They concentrate their fire, if possible, attempting to take down spellcasters or other ranged attackers. The knights are confident that they can deal with any melee-using intruders at the appropriate time.

Once a PC reaches them, one or more knights drop their crossbows and draw their dwarven waraxes as they switch to melee combat. (One continues to fire his crossbow for as long as possible, trying to weaken distant attackers.) Though the knights have shields, they don't waste time equipping them, and instead fight two-handed with their waraxes (AC 19, 1d10+3 damage instead of the numbers given in the statistics block on the facing page). Once they switch to melee, the knights issue challenges to fighters, clerics, rogues, and wizards (in that order).

The dwarf knights fight to defeat the intruding PCs, or at least to provide the dwarf cleric time to descend lower on the scaffold.

CLERIC'S ACTIONS

When the cleric commander who was previously on Platform 2 arrives, he instructs the knights here to stand in defense, even as he rebukes the walkway back to Platform 2. He then rebukes the walkway attached to Platform 3, directing it to Platform 5 where he can continue his descent to warn others of the intruders descending from the platforms above. Before he leaves the platform, he casts a spell to help the knights defending from behind the bone barricade. The most likely spell the cleric casts is either *bane* or *doom*, depending on the circumstances at the time.



TACTICAL MAP DETAILS

Use the tactical map above with Encounter 4-7.

Creatures: Four dwarf knights (K) and a dwarf cleric (C) stand guard on this platform.

Illumination: A lamp on the table provides light.

Bone Bridge: It takes a full round for the bridge to extend. Crossing an extending bridge requires a DC 20 Balance check.

TACTICAL MAP DETAILS

Use the tactical map below with Encounter 4-8.

Creatures: Three dwarf knights (K) use a bone barricade for cover as they attack intruders. Use the statistics given in the previous encounter.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind. The dwarves rely on their darkvision.

Bone Bridge: It takes a full round for the bridge to extend. Crossing an extending bridge requires a DC 20 Balance check.

Barricade: The bone barricade provides cover to the dwarf knights (+4 bonus to AC). The barricade has hardness 7 and 300 hit points.



FEROCIOUS FUNGUS

Encounter Level 7

Use this tactical encounter with the room description on page 124.

The only relatively easy path from Platform 4 to Platform 5 is through the myconid cave. Once the PCs enter the cave, four myconids move to intercept them. Read:

Five mushroom creatures advance toward you. They have bright red caps mottled with sickly yellow. As they move closer, you notice that clouds of yellow dust explode from the caps and fill the air around you.

4 MYCONID VENOM SPORES

CR 3

hp 33 each (4 HD)

LE Medium plant

Init +2; **Senses** low-light vision; Listen +5, Spot +5

Languages telepathy (rapport spores)

AC 13, touch 12, flat-footed 11

Immune mind-affecting spells and abilities, poison, sleep, paralysis, polymorph, stunning, critical hits

Fort +7, **Ref** +3, **Will** +3

Speed 20 ft. (4 squares)

Melee 2 slams +5 each (1d6+2)

Ranged spores +5 touch (varies)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +5

Abilities Str 14, Dex 14, Con 16, Int 10, Wis 14, Cha 10

SQ spores (distress, reproduction, rapport, venom), plant traits

Feats Alertness, Toughness

Skills Knowledge (nature) +3, Listen +5, Profession

(farmer) +6, Sense Motive +4, Spot +5, Survival +5

Spores (Ex) As a standard action, a myconid venom spore can release a cloud of spores. These spores come in

TACTICS

One of the approaching myconids, an elder worker, begins the encounter by releasing a cloud of rapport spores. If any of the PCs fail the save, those PCs begin to hear strange voices in their heads. They can now communicate with the myconids, who demand to know why the PCs have invaded their home.

Although the elder worker has come to talk, the four venom spores have come to defend the cave. The venom spores wait until the PCs make a hostile action. Then they release their spores in an attempt to incapacitate the intruders before moving in to use slam attacks.

The myconid venom spores fight to defend their home until they are destroyed or the PCs leave the area.

several different varieties, as described below. Each kind of spore can be used a number of times per day equal to the myconid's Hit Dice.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on non-myconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. Making a successful DC 15 Fortitude save negates the effect, but it is harmless. Rapport lasts for 60 minutes with outsiders, or for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. The communication range is 120 feet.

Venom: These spores can incapacitate living creatures, causing them to become extremely ill. They are released in a 120-foot spread and have no detrimental effect on myconids. Non-myconid living creatures must make a successful DC 15 Fortitude saving throw or become nauseated for 2d4 rounds.

TACTICAL MAP DETAILS

Use the map of the Skeletal Scaffold on page 123 when running this encounter. Platform 4 connects to an adjoining cave that winds its way down to Platform 5.

Creatures: Four myconid venom spores move to intercept the PCs when they enter this cave.

Illumination: A faint glow emanates from the moss that grows on the dampened earth walls of the cave. With just the natural light of the cave, all creatures in the cave have concealment (20% miss chance).

Slick, Mossy Floor: The floor of the cave is covered in a slick and slippery moss. A successful DC 25 Balance check is required to run or charge in the cave and remain standing. Failure indicates that the running or charging character falls prone. Characters moving at normal speed must make successful DC 15 Balance checks to avoid falling prone.

Because the floor of the cave slants downward, there is a chance that a character who falls prone slides all the way to the bottom of the cave (50% for running and charging, 25% for moving at normal speed). A character who falls and slides to the bottom of the cave takes 1d6 points of damage for every 20 feet from the point of falling to the point of stopping down below. The myconids are not affected by the slick, mossy floor; they can move without problems.

Swampy Spring: Deeper within the cavern, near the exit and near Platform 5, the slope of the floor reaches its lowest point, and a natural spring wells up to cover the moss-covered floor in six inches of water. The water gets deeper toward the bottom of the cave, reaching a depth of eighteen inches. The swampy areas of the cave are considered to be difficult terrain, and it costs 2 squares of movement to enter a square here. The myconids can move through this area without difficulty.

READY, SET, DIE!

Encounter Level 6

Use this tactical encounter with the room description on page 125.

Assuming they have been warned of the approaching intruders by the cleric commander on Platform 2, two hooded pupil clerics stand guard on Platform 7. If this is the case, both clerics are *invisible* and have also cast *entropic shield* and *shield of faith*, as well as *bull's strength* from scrolls they possess.

FIRST VIEW

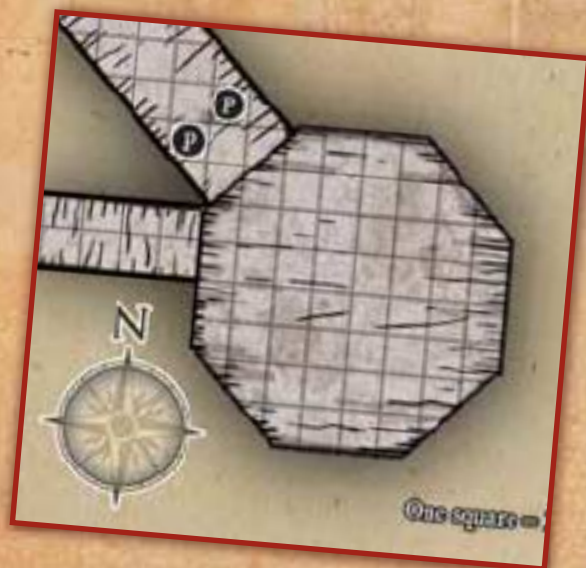
When the PCs reach Platform 6 and begin dealing with the walkway to Platform 7, the hooded pupils on Platform 8 make their move.

Once the hooded pupils have attacked the PCs or otherwise become visible, read:

A pair of black-robed, hooded dwarves with dead-gray skin and glowing red eyes appears as if from nowhere. Both wield daggers and chant foul verses dedicated to their dark god as they cast spells.

TACTICS

Both clerics begin combat by casting *summon monster II* from scrolls. Then they each cast *hold person* on PCs in front and in the rear respectively. They might follow up with *clutch of Orcus*, *cause fear*, and *spiritual hammer* as appropriate. It is possible for the clerics to target PCs with their spells from beneath the platform. They engage the PCs in melee once they've exhausted their spells.



TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Two hooded pupils (P) wait to ambush the PCs on the platform below this one.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them).

Bone Bridge: It takes a full round for the bridge to extend. Crossing an extending bridge requires a DC 20 Balance check.

2 HOODED PUPILS^{LM}

CR 4

hp 24 each (3 HD)

Dwarf cleric 3

NE Medium humanoid

Init +4; **Senses** darkvision 60 ft.; Listen +7, Spot +7

Languages Common, Dwarven

AC 19, touch 12, flat-footed 19; +4 against giants; 20% miss chance against ranged attacks

Resist cold 5

Fort +5, **Ref** +3, **Will** +6; +2 against poison, spells, and spell-like abilities

Speed 20 ft. (4 squares); spider climb

Melee mwk dagger +7 (1d4+4/19–20)

Ranged mwk dagger +3 (1d4+4/19–20)

Base Atk +2; **Grp** +6

Atk Options drink blood, rebuke undead 5/day (+2, 2d6+3, 3rd)

Combat Gear scroll of *bull's strength*[†], scroll of *summon monster II* [†] already used

Cleric Spells Prepared (CL 3rd):

2nd—*hold person* (DC 15), *invisibility*[†], *spiritual weapon* (dagger; +5 attack, 1d8+1 damage)

1st—*cause fear* (DC 14), *cure light wounds*, *entropic shield*[†], *shield of faith*[†]

0—*guidance*, *mending*, *read magic*, *resistance*

[†] already cast

D: Domain spell. Domains: Luck, Trickery

Spell-Like Abilities (CL 10th):

1/day—*clutch of Orcus* (see page 219) (DC 15)

Abilities Str 19, Dex 10, Con 14, Int 10, Wis 16, Cha 14

SQ stonemasonry, stability (+4 to resist being bull rushed or tripped), +1 on attacks against orcs and goblinoids

Feats Alertness^B, Combat Casting, Extra Turning, Improved Initiative^B, Lightning Reflexes^B

Skills Concentration +8 (+12 casting defensively), Hide +2, Knowledge (religion) +6, Listen +7, Move Silently +2, Spot +7

Possessions combat gear plus masterwork dagger, half-plate, holy symbol

Drink Blood (Su) Once per day, a hooded pupil can suck blood from a living victim who has damage that is unhealed. It does so by making a successful grapple check (it usually prefers to use this on foes that are already helpless). Against a pinned or helpless foe, it drinks blood, dealing 2 points of Constitution damage.

Spider Climb (Su) Hooded pupils can climb sheer surfaces as though with a *spider climb* spell.

DREXLYN'S LAIR

Encounter Level 6

Use this tactical encounter with the room description on page 125.

FIRST VIEW

This octagonal bone platform is much larger than those above it. A large throne constructed of bone sits at one end of the platform and glows with a pale luminescence, clearly lighting the entire platform. Upon the throne sits a dwarf with skin like porcelain. His luxurious black beard is tied into one long braid that hangs below his belt, and his black armor seems to absorb light from the surrounding area. He might be mistaken for a statue, until his blood-red eyes flutter open.

When the PCs appear, the dwarf vampire Drexlyn has little interest in engaging in meaningful conversation or even witty banter. He only wants to see them dead. That isn't

to say the vampire won't speak at all. He is certain to cast any number of meaningful threats regarding what he plans to do with the intruders once they're dead, and he can be heard casting spells throughout the battle.

BATTLE

Drexlyn doesn't wait for the PCs to make the first move. He leaps from his throne, gaining a surprise round unless the PCs have some way of anticipating that the thing upon the throne isn't a statue. Read:

A sneer of hatred crosses the dwarf's face, revealing extraordinarily long canine teeth. He immediately begins chanting, calling upon his dark god.

TACTICS

Drexlyn uses his surprise round to cast *invisibility* on himself. If he knows the PCs are coming, which is a certainty if the cleric commander on Platform 2 escaped, he will have summoned bat swarms that are waiting in the shad-

DREXLYN DARROWDELVE

CR 6

hp 33 (4 HD); **fast healing** 5; **DR** 10/silver and magic

Male vampire dwarf cleric 4

NE Medium undead (augmented humanoid)

Init +6; **Senses** darkvision 60 ft.; **Listen** +13, **Spot** +13

Languages Common, Dwarven

AC 23, **touch** 12, **flat-footed** 21; +4 against giants; **Dodge**

Immune undead immunities

Resist cold 10, electricity 10, turn resistance +4

Fort +4, **Ref** +5, **Will** +7; +2 against poison, spells, and spelllike abilities

Speed 20 ft. (4 squares); spider climb

Melee +1 *silvered dagger* +9 (1d4+5/19–20) or

Melee slam +8 (1d6+5)

Ranged +1 *silvered dagger* +6 (1d4+5/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +8

Atk Options rebuke undead 6/day (+5, 2d6+4, 4th), blood drain, children of the night, dominate, create spawn, energy drain

Cleric Spells Prepared (CL 4th):

2nd—*death knell* (DC 15), *hold person* (DC 15), *invisibility*^P, *spiritual weapon* (dagger; +6 attack, 1d8+1 damage)

1st—*cause fear* (DC 14), *divine favor*, *entropic shield*^P, *sanctuary* (DC 14), *shield of faith*

0—*detect magic*, *guidance*, *mending*, *read magic*, *resistance*

D: Domain spell. Domains: Luck, Trickery

Abilities Str 20, Dex 14, Con —, Int 12, Wis 16, Cha 16

SQ stonecunning, stability (+4 to resist being bull rushed or tripped), +1 to hit orcs and goblinoids, alternate form (bat), gaseous form, spider climb

Feats Alertness^B, Combat Casting, Combat Reflexes^B, Dodge^B, Extra Turning, Improved Initiative^B, Lightning Reflexes^B

Skills Bluff +11, Concentration +9 (+13 casting defensively), Hide +10, Knowledge (religion) +8, Listen +13, Move Silently +10, Search +9, Sense Motive +11, Spellcraft +8, Spot +13

Possessions +1 *mithral shirt* (painted black), +1 *silvered dagger*, breastplate, silver holy symbol

Blood Drain (Ex) If Drexlyn pins an opponent he drains blood, dealing 1d4 points of Constitution drain (and gaining 5 temporary hit points), each round the pin is maintained.

Children of the Night (Su) Once per day Drexlyn can call forth 1d4+1 bat swarms as a standard action. These creatures arrive in 2d6 rounds and serve for up to 1 hour.

Dominate (Su) Anyone targeted must succeed on a DC 15 Will save or fall instantly under his influence as though by a *dominate person* spell (caster level 12th). The ability has a range of 30 feet.

Energy Drain (Su) Living creatures hit by Drexlyn's slam attack gain two negative levels. For each negative level bestowed, Drexlyn gains 5 temporary hit points. Drexlyn can use this ability once per round.

Alternate Form (Su) Drexlyn can assume the shape of a bat as a standard action.

Gaseous Form (Su) Can assume gaseous form at will as a standard action, similar to the spell (caster level 5th). Can remain gaseous indefinitely and has a fly speed of 20 feet with perfect maneuverability.

Spider Climb (Ex) Drexlyn can climb sheer surfaces as though with a *spider climb* spell.

ows for the command to attack. In combat, Drexlyn isn't shy about using *sanctuary* to gain time to cast spells on himself. He does his best to destroy the PC cleric (if there is one) to prevent any turning attempts against him.

Drexlyn is a fanatic. He fights to the death. He turns gaseous and flees to his coffin (beneath the throne) if reduced to 0 hit points.

BONE THRONE

Drexlyn has had an elaborate throne constructed entirely of bone made specifically for his use. The throne is tall, with steps that lead up to the seat. It grants the dwarf a commanding position when his followers come to this platform to hear him speak.

Drexlyn's coffin is hidden in the base of this large bone throne. If the PCs cause him to flee, they might notice that his gaseous form slips between the bones making up the throne, and they might see his coffin among the shadows within (Spot DC 20). If not, it takes a DC 25 Search check to discover the location of the coffin. The magically hardened bone used to build the throne has no latch or panel. It was constructed around the coffin. To reach the coffin, the PCs must shatter the bone (hardness 10, hit points 50, break DC 33).

Inside the coffin, the PCs can find Drexlyn's treasure. This treasure includes his ornate holy symbol (worth 500 gp), three cleric scrolls (one of *bull's strength* and *summon monster II*, another of *entropic shield* and *aid*, and the third of *cause fear* and *invisibility*), a coffer filled with gems worth 1,200 gp, and a *tome of understanding* +1.

If the PCs cause Drexlyn to flee to his coffin, the bone throne begins to unfold and form itself into a patchwork skeleton. The coffin remains inside the skeleton's chest cavity, encased in bone, as the skeleton attacks the PCs.

The patchwork skeleton, once activated, fights to protect Drexlyn's coffin. It doesn't leave Platform 9 to chase the PCs, but it will close to attack anyone making ranged attacks against it from another platform. It has the ability to extend and retract the bone walkways, since it is part of the greater skeleton scaffold.

As long as Drexlyn has not been completely destroyed, the bone shard trap (see the details on this page) continues to operate while the patchwork skeleton attacks the PCs.

BONE SHARD TRAP

The skeletal scaffold is actually an undead creature. This fact becomes readily apparent during the battle on Platform 9. As soon as Drexlyn engages the PCs in combat, the skeletal scaffold comes to his aid and unleashes a bone shard trap every round.

Every round on initiative order 10, sharp shards of bone extend from the floor of the platform in squares where the PCs are standing. A PC can make a DC 15 Reflex save to avoid the slicing shards. A failed check indicates that the bone shards have sliced or skewered a PC. The bone shards deal 1d6 points of damage.

PATCHWORK SKELETON

CR 3

hp 39 (6 HD); DR 5/bludgeoning

NE Large undead (humanoid)

Init +7; Senses darkvision 60 ft.; Listen +0, Spot +0

AC 14, touch 12, flat-footed 11

Immune cold

Fort +2, Ref +5, Will +5

Speed 30 ft. (6 squares)

Melee 2 claws +8 each (1d6+6)

Space 10 ft.; Reach 10 ft.

Base Atk +3; Grp +13

Abilities Str 23, Dex 16, Con —, Int —, Wis 10, Cha 1

SQ undead traits

Feats Improved Initiative

Skills —

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Drexlyn (D), a dwarf cleric vampire, waits atop his elaborate bone throne.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind. The vampire relies on its darkvision.

Bone Bridge: It takes a full round for the bridge to extend. Crossing an extending bridge requires a DC 20 Balance check.

Bone Throne: Drexlyn's coffin is hidden in a compartment beneath the bone throne.

Bone Shard Trap: See the notes on this page for using the bone shard trap.



DEEPER DESCENT

Once Drexlyn and his followers are defeated, the PCs can spend the time they need to determine how to proceed deeper into Belkram's Fall. Possible solutions include, but are not limited to:

- Using treasures they have salvaged from defeated foes to barter with the gnomes of Underhaven for the magic they need to continue their trek to the temple and tomb below.
- Figuring out a way to destroy a portion of Platform 1 large enough to allow the lift to descend past it.

This latter solution requires that the PCs deal massive amounts of damage to the platform (hardness 10, hp 900), which the dwarves tempered to make the bones as hard as iron. Another possibility is if a cleric PC is capable of destroying undead by having access to the greater turning ability of the Sun domain (or other such domain with this granted power) and makes three successful turning attempts against the equivalent of a 7 HD undead creature. The attempts need not be over any given period of time, since each one clears

away a portion of the platform. It would be inadvisable for anyone to be standing on the platform as it is being destroyed, since the final success causes the platform to collapse.

You should be willing to entertain other viable solutions that the PCs might devise. It is always good to reward clever play (or in some cases, brute strength) with success.

Once Platform 1 is cleared out of the way, the lift can descend to the Dwarf Temple (from which the PCs can enter Belkram's Tomb) and deeper to the bottom of Belkram's Fall.

DWARF TEMPLE

Eight pillars, each 10 feet in diameter, rise 80 feet to support the arched ceiling of this grand temple. The pillars are carved out of the stone that makes up the adjoining lava tube, and a resplendent vein of mithral winds its way up the entire length of each of them, splaying out across the ceiling and floor as well. The back wall of the temple is adorned with a symmetrical carving of a faceted gem floating inside a mountain. Runes are engraved beneath the carving.

Illus. by E. Cox



The grand temple of the dwarves

BELKRAM'S TOMB

Each of the eight pillars is adorned with carved symbols as well. From left to right they are: two silver rings; an open book; a shining bronze mask with eyeholes of flame; a gold piece; a hammer and anvil; a flame rising from a steel needle; an unsheathed sword wrapped in two spirals of flame; and two crossed battleaxes.

If any PC can read Dwarven, he or she understands the runes engraved in the back wall. They say, "Hemmed in by divine device, fulcrum's essence secures shelter for my ancestral endowment."

"Hemmed in by divine device" tells the PCs to look at the holy symbols not only in this chamber, but in the chambers above in the guard stations.

"Fulcrum's essence" refers specifically to keys that they can find behind those holy symbols, as described in the sidebar Tomb Keys on page 121.

"Secures shelter for my ancestral endowment" refers to the keys, which protect the legacy of those who built this temple—the Melairkyn clan dwarves.

A successful DC 10 Knowledge (religion) check allows a PC to recognize these as holy symbols of many of the gods in the dwarf pantheon. Making a successful DC 15 Knowledge (religion) check for each symbol allows a character to recognize the specific deity represented. In addition to knowing the name of the deity, the character has a general knowledge of that god's sphere of influence as well.

A closer examination of the symbols on the pillars reveals a small keyhole beneath each of them. The keyhole is embedded within the shape of a floating gem the same shape and size as those buttons that can be procured from the guard stations above, as described in the sidebar Tomb Keys on page 121. By placing the tomb keys into each of the eight pillars, the PCs cause a ninth pillar to rise 5 feet up out of the center of the floor at the back of the temple. This unadorned pillar has a place for the ninth tomb key. This is actually the lift that descends to the tomb below. Placing the last tomb key into the hole atop the pillar causes the pillar to slowly sink into the floor (slow enough for the PCs to have an opportunity to step onto it as it descends, should they choose to do so), spiraling down beneath the temple and into Belkram's Tomb.

REALMSLORE: DWARF DEITIES

If you are using this adventure in a FORGOTTEN REALMS campaign, the dwarf gods represented by the symbols on the pillars are (left to right) Berronar Truesilver, Dugmaren Brightmantle, Gorm Gulthyn, Vergadain, Moradin, Sharindlar, Haela Brightaxe, and Clangeddin Silverbeard. The holy symbol in the back wall is that of Dumathoin. Otherwise, use whatever pantheon works best for your campaign.

Buried deep within the bowels of Belkram's Fall, the tomb of the Melairkyn clan dwarf kings is not a place to tread lightly. Like nearly all of the other structures within the lava tube, the tomb is carved straight out of the stone. It has weathered the centuries with comparable dignity and grace. The magic that was originally employed to protect the tomb is just as potent today as when it was originally cast, and Belkram makes his home here. He protects a legacy of untold power in the Crown Adamant. Rumored to have been cut directly from the core of the Elemental Plane of Earth, this regal headgear appears plain and unadorned. However, those dwarves aware of its legacy and who know the proper rituals can unlock its power. (See the item of legacy description in the appendix, page 214.)

T1: STATUARY

The sound of stone grating on stone echoes throughout this cavernous chamber as the pillar descends to become level with the floor. Four large statues of dwarves, regal in bearing, gaze sternly upon you from the corners of this dust-choked tomb.

Appearing as a large dwarf standing upon a pedestal and bearing a greataxe, each of these statues represents one of the four original kings of Melairbode. A closer examination of the pedestals reveals that each is carved with the name of the dwarf king represented. Starting with the statue in the north and proceeding clockwise, they are as follows: King Melair I, King Melair II, King Melair III, and King Melair IV. As soon as any of the PCs steps off the pillar, which descends until it is level with the floor, the statue representing King Melair I attacks. The only exception is if Gyudd (see Adventure Hooks, page 113) is present.

Tactical Encounter: 4–12, Statuary (page 146).

T2: THE GRAND STAIR

A grand 10-foot-wide staircase waits just beyond the secret door, extending around a corner into the darkness. The dust of ages puffs up into miniature clouds with every movement you make.

This wide stair descends into the tomb's entry chamber, encircling the perimeter of the statuary as it makes its steep downward trend. The total descent is 100 feet by the time any creature circumnavigates the stair.

The third landing is trapped. If a PC triggers this trap and fails the initial DC 20 Reflex save, he or she falls into the pit and is subjected to a single attack from the pendulum, which swings out from the wall of the pit halfway down.



Well-Camouflaged Pit and Pendulum: CR 4; mechanical; location trigger; automatic reset (24 hours); Reflex DC 20 avoids; 20 ft. deep (2d6 plus pendulum, fall); pendulum Atk +15 melee (1d12+8/×3, greataxe); Search DC 27; Disable Device DC 20.

T3: FOYER

This oddly shaped foyer is surprisingly free of dust. There are three doors leading away from this chamber. The two smaller doors are plain, while the third is a larger set of double doors. The double doors are carved with the image of a faceted gem floating inside a mountain.

The secret stone door is laced with silver and blessed so that it cannot be touched by magic. An effect similar to that placed on the rune-ward braces creates an *antimagic field* (caster level 20th) that extends out in a 15-foot-radius semicircle from the door on both sides. It is important that as the PCs come within 15 feet of the secret door, you describe the visible effects that the *antimagic field* might have on them. Magical sources of light wink out, and enchantments in effect disappear. Spellcasters and other characters who regularly use magic (arcane or divine) feel the small hairs on the back of their necks rise as they temporarily lose the connection to the source of their powers.

TOMB PROPERTIES

The following general properties apply to the rooms of Belkram's Tomb unless otherwise noted in a room or encounter description.

Walls: Carved directly out of the stone surrounding Belkram's Fall, the stone is unadorned unless otherwise noted in a room or encounter description. Climb DC 25.

Floors: The stone floors are smooth and level.

Ceiling Height: The ceilings in the Statuary (T1), the False Tombs (T6 and T10), and Belkram's Tomb (T15) are 40 feet high, while all other rooms and passages have 20 foot high ceilings.

Doors: All doors in Belkram's Tomb are constructed of stone (4 inches thick, hardness 8, 60 hp, break DC 28). Unless other-

wise noted in a room or encounter description, each door is locked with an average lock (Open Lock DC 25) to which only Belkram has the key.

Secret Doors: All secret doors in Belkram's Tomb are of the same construction as the doors, with the exception that they are hidden. Each requires that PCs make a DC 20 Search check to find it.

Illumination: Light sources are treated normally within the tomb. Low-light vision and darkvision are likewise treated normally. There are some features of the tomb that automatically stand out to dwarves who view them in the darkness, using only darkvision. These are noted in their respective room or encounter descriptions.

The secret door leads to Belkram and the Crown Adamant. The other plain door and the double doors are false paths that lead only into danger, though the chamber beyond the double doors is the actual tomb of the four dwarf kings of Melairbode.

It isn't enough to simply find the secret door to get it open. If the PCs find the door, they also uncover a cleverly hidden panel in the center of the portal. Once the stone panel is removed, an act that requires a PC to make a successful DC 20 Open Lock check, the PCs find three key holes.

The PCs likely have in their possession (or nearby) the key they used to enter the tomb from the temple above. This is one of the keys they need. A second key can be found inside the sarcophagus trapped with green slime in room T6. The third key hangs on a chain around the neck of one of the gargoyles in room T10. Without these keys, each lock requires a DC 40 Open Lock check to crack.

T4: MELAIRKYN TOMB

This chamber would be rather plain except for the presence of four ornate sarcophagi that reside here. The lids of the sarcophagi have been carved to resemble one of the dwarf kings of old lying in repose. Each of these stone caskets rests atop a stone base whose sides show scenes of each of the kings in combat with drow, as well as other fell creatures of the Underdark, such as duergar, derro, and dread illithid.

Each of the four caskets can be approached from any side, except for the oldest. The sarcophagus that houses King Melair I abuts one wall of the chamber. A successful DC 25 Search check allows a PC to find a trap door in the base that supports the coffin. This trap door leads to a secret door (Search DC 20 to locate) that opens into a narrow stair leading down. The passage under the sarcophagi is large enough for even the stoutest dwarf to crawl through while wearing full plate armor. Any creature larger than Medium, however, cannot pass this point without growing smaller somehow.

The sarcophagi are sealed, requiring a DC 35 Strength check to open. Four Medium or smaller creatures can assist with this. To open the coffin of King Melair I, only two creatures can assist, due to its placement against the wall. If Gyudd is present, he cannot allow anyone to defile the sarcophagi. Though he doesn't immediately attack PCs who move to do so, he only gives them a single warning. Each of the dwarf kings was buried wearing a suit of masterwork full plate armor, and bears a masterwork greataxe atop his remains.

T5: IT'S ALL CLEAR

This chamber houses a massive 15-foot-by-15-foot pit. A door that leads out of the room can be clearly seen in the bottom of the 30-foot-deep pit.

A gelatinous cube resides at the bottom of the pit. It hasn't eaten for quite some time. The door in the pit leads to a corridor that and a chamber beyond.

Tactical Encounter: 4–13, It's All Clear (page 148).

T6: SLIMED AGAIN (FALSE TOMB 1)

This oblong chamber houses a 10-foot-deep pit. A plain stone sarcophagus rests at the bottom of the pit.

This sarcophagus is actually an elaborate trap. The sarcophagus lid isn't sealed. It's just heavy and requires a DC 25 Strength check to open. Four Medium or smaller creatures can assist with this check. Opening the lid (which only actually opens a few inches to one side or the other before locking into place) causes panels in the side of the sarcophagus to slide open, which releases green slime into the bottom of the pit. The space within the sarcophagus is empty except for an elaborate adamantine key.

Green Slime-Sarcophagus Trap: CR 6; mechanical; touch trigger (opening the sarcophagus); manual reset; drops a patch of green slime (see the sidebar) in each of two 5-foot squares labeled X on the map; Search DC 22; Disable Device DC 20.

T7 AND T11: LEERING GUARDIANS

A narrow stairway leads 15 feet down into this cone-shaped room. Directly opposite the stairs, a 5-foot wide ledge spans the width of the room. Carved into the wall directly above the shelf are a pair of leering gargoyle faces.

Both of the leering gargoyle faces are the centerpieces for a pair of spell turret traps that are triggered by anyone entering the chamber. Any nondwarf that steps off the stairs or emerges into room from the opposite hallway triggers the trap.

Spell Turrets (2): CR 3; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spell effects cast once per round in set order, no spells cast every fifth

GREEN SLIME

A single 5-foot square of green slime deals 1d6 points of Constitution damage per round while it devours flesh. On the first round of contact, the slime can be scraped off a creature (most likely destroying the scraping device), but after that it must be frozen, burned, or cut away (dealing damage to the victim as well). Anything that deals cold or fire damage, sunlight, or a *remove disease* spell destroys a patch of green slime. Against wood or metal, green slime deals 2d6 points of damage per round, ignoring metal's hardness but not that of wood. It does not harm stone.

round but spell turret self-repairs 4d8+20 hp; Search DC 27; Disable Device DC 27; AC 7; hardness 8; hp 200.

T7 Spells (2nd-level cleric spells): *sound burst* (DC 13), *summon monster II* (Medium fiendish monstrous spider), *hold person* (DC 13), *summon monster II* (Medium fiendish monstrous spider).

T11 Spells (2nd-level wizard spells): *web* (DC 13), *summon swarm* (spiders; duration 4 rounds), *darkness*, *summon monster II* (Medium fiendish monstrous spider).

T8 AND T12: PURIFICATION CHAMBER

This oddly shaped chamber has a patch of floor at one end that is not stone, but rich loamy earth, the heady scent of which is pervasive throughout the room. Dwarven runes are inscribed on the wall above the dark, fragrant soil.

The runes say, in Dwarven, "Touch the ground and be purified." This is a ritual purification chamber where those devoted to the dwarf gods would prepare themselves spiritually for the embalming process, prior to handling the corpse of a dead king. A guardian stands ready to defend this sacred spot from defilers. Any nondwarf that enters the chamber causes this creature, an average xorn, to emerge from the patch of soil and immediately attack. The xorn focuses its attack on those who are not dwarves.

Tactical Encounter: 4–14, Purification Chamber (page 149).

T9 AND T14: HALL OF ALCOVES

This alcove-lined hallway radiates a sense of peace and quiet contemplation.

Nothing of particular interest is present in either of these hallways. If the PCs spend time to thoroughly examine each alcove, they can discover a few items of worth with a successful DC 25 Search check.

A loose stone in the wall at the back of an alcove in location T9 reveals a small hiding place. Inside the hiding place, someone long ago stored a metal case. Inside the case, the PCs discover a *potion of cure moderate wounds* and a *wand of shocking grasp*.

A similar hiding place can be discovered in an alcove in location T14. The metal case contains different items, however. If the PCs find this case, they receive a scroll with the following divine spells inscribed upon it: *summon nature's ally II*, *call lightning*, *discern lies*, and *mass cure light wounds*.

T10: GUARDIANS TRUE (FALSE TOMB 2)

This octagonal chamber features a pair of triangular 10-foot-high stone platforms standing opposite one another in what roughly equates to the corners of the room. Each of the platforms is adorned with an elaborately crenellated battlement, and atop each a stone gargoyle is perched. The farthest gargoyle stares down at the door, while the nearest stares at the back wall. The far gargoyle wears a chain, from which hangs an ornate mithral key. In the corners opposite the platforms, you see dark triangular pits.

The pits in this chamber are 30 feet deep, with spikes at the bottom. The stone gargoyles are alive, charged with the protection of this chamber. The gargoyles attempt to surprise the PCs by appearing as statues initially, waiting until the PCs completely enter the room before attacking. However, if the PCs discover the gargoyles' true nature, or if a PC attempts to climb onto the platform (or approach a gargoyle in any way), the guardians attack.

Tactical Encounter: 4–15, Guardians True (page 150).

T13: PORTAL PASSAGE

The passage ceiling rises here. About 10 feet up, a ledge runs along either side of the hallway. Though it is difficult to see clearly what, if anything, is on the ledge while standing on the passage floor, you do notice a faint shimmer of light emanating from the left ledge. The source of this glow is impossible to pinpoint from where you stand.

A pair of portals previously existed here (one per ledge), though now only one remains. Facing north, the portal on the left ledge is still active. It leads directly to Guard Station I above (see page 120). This portal only works one way, however, so it isn't possible to reach the tomb from that location. Moving through this portal causes the traveler to step out from the carved holy symbol in the officer's quarters (GS5).

Investigating the portal from this end reveals a faintly shimmering circle of light on the left-hand wall atop the ledge. Casting *detect magic* reveals magic of moderate strength. A successful DC 25 Spellcraft check allows the caster to determine that conjuration magic is most prevalent. If the same PC also makes a successful DC 20 Knowledge (arcana) check, he or she realizes that this is a portal of some kind, though where it leads remains a mystery.

A portal drake named Pheelix hides on the right-hand ledge, near the second portal that was ruined in the earthquake. PCs approaching this part of the passage can attempt a DC 28 Spot check to notice the hiding portal drake. You

might want to make the check for the PCs so they don't realize that there might be something to notice in the passageway.

Tactical Encounter: 4–16, Portal Passage (page 151).

T15: BELKRAM'S TOMB

Just beyond the door to this chamber, a narrow balcony leads to a short set of stairs. The room below houses a massive stone sarcophagus whose lid has slid free and now lies flat on the floor beside it. A barrel-chested dwarf with unnaturally white skin and ebon eyes stands behind the sarcophagus, wearing ornate mithral full plate armor and leaning on a flaming maul. His brow is adorned with a plain crown of blackened adamantine bearing a single blood-red gemstone. A large wolf stands beside him, bristling.

This is Belkram, a curst favored soul who has, over the ages, gone insane. His only task has been to protect the Crown Adamant, which he wears upon his brow. This is something he does to the death, even if Gyudd, who is clearly heir to the kings of old, is present. While Belkram still draws power from his god as a favored soul, he is in fact going against the will of that god by contesting Gyudd. If Gyudd isn't present, however, then all is well with the dwarf god.

Belkram isn't interested in speaking with intruders. When he sees them, he hefts his maul and beckons them forward in challenge.

Tactical Encounter: 4–17, Belkram's Tomb (page 152).

BOTTOM OF THE SHAFT: FIRE THAT CRAWLS

A faint reddish glow heralds a significant increase in temperature as the lift approaches the bottom of Belkram's Fall. Not far below, the entire bottom of the lava tube appears to be composed of a semisolid stone floor, its surface broken and slashed, with a red-hot glow spilling from the wounds in the floor.

If the PCs decide to ride the lift past the dwarf temple and all the way to the bottom of Belkram's Fall, they can encounter a potentially lethal adversary.

When Halaster died, some of the magical energy released in the event caused a gate to the Elemental Plane of Fire to spontaneously open up at the bottom of Belkram's Fall. Shortly after this occurred, an inferno spider and a trio of magma hurlers crossed over from that plane to Undermountain, and now they make their lair in the base of the ancient lava tube. The inferno spider is ravenous and takes any opportunity to satisfy its voracious hunger. Note that a portal to the Maze level of Undermountain is hidden at the bottom of the Shaft. For more information, see tactical encounter 4–18: Fire That Crawls on page 154.

CONCLUSION

Once the PCs make it past the inferno spider and magma hurlers, it is quite easy for them to find the portal at the base of Belkram's Fall. This portal leads to the Maze Level, where the PCs must go to complete the mission started by Halaster's visions. This is a two-way portal, so the PCs can travel back from the Maze to Spiderhaven or Skullport to resupply whenever they need to.

When the PCs find the portal at the bottom of Belkram's Fall, read:

This circular portal glows with an unearthly light. The perimeter of the portal has been lined with mithral, into which Dwarven runes have been expertly carved.

Any PC capable of reading Dwarven can decipher these runes easily. They read:

"Adamant is the key that grants passage to the Maze beyond."

In the text, the word "Maze" is capitalized, denoting a name. Anyone touching an object crafted from adamantine to the surface of the portal causes the light within to swirl and shift, effectively opening the gate to the Maze (detailed in Chapter 5).

Objects that activate the portal include the Crown Adamant found in Belkram's Tomb, or any other object constructed from adamantine. The key to return through the portal is the same.

STATUARY

Encounter Level 6

Use this tactical encounter with the room description on page 141.

The encounters within Belkram's Tomb begin when the PCs ride the spiraling pillar into the statuary hall (location T1). Here, a dwarf ancestor stands on guard to defend the tomb from all intruders.

If Gyudd (see page 113) doesn't accompany the party, the dwarf ancestor waits to attack the PCs until one of them comes within 5 feet of its pedestal. Read:

The statue to the north begins to move, swinging its greataxe in a powerful sweep toward you as it steps off its pedestal. It bellows in a deep, somber voice in the Dwarven tongue: "None shall disturb the resting place of the kings of Melairbode's past!"

If Gyudd accompanies the PCs into this chamber, the dwarf ancestor does not attack. Recognizing its kin and the heir to the throne of Melairbode, the dwarf ancestor instead steps off its pedestal and kneels before Gyudd, the heir apparent. The dwarf ancestor cannot assist, detain, or attack Gyudd or his guests. Read:

The statue to the north steps off its pedestal and kneels before Gyudd. It speaks Dwarven in a deep, somber voice: "The kings of Melairbode's past welcome the king of Melairbode's future. And his guests. Tread these hallowed halls with care."

BATTLE

If the PCs don't have Gyudd with them, then they are in for a fight. Any PC who makes a successful DC 20 Spot check notices movement from the dwarf ancestor just before it attacks. Otherwise, the guardian gets a surprise round before the first round of combat begins.

The dwarf ancestor first moves to cut down intruders who aren't dwarves, roaring a challenge in Dwarven. "Get ye gone, wretched defilers! You have no business in these hallowed halls!" the ancestor yells.

The dwarf ancestor defends itself against dwarves who attack it, however, though any dwarf who refrains from attacking is allowed to leave back the way he or she came without incident. The dwarf ancestor attempts to destroy all other intruders and will attack dwarves who try to press on into the tomb despite its warnings.

If pressed and on the ropes, the dwarf ancestor uses its blink out ability to gain a brief respite. This gives it a round to gather its resources and possibly even catch the PCs off guard when it regains physical form.

ENDING THE FIGHT

If there is a fight with the dwarf ancestor, the guardian defends the tomb until destroyed. While the guardian defends the path into the tomb, it also attacks PCs who attempt to flee back to the temple above. If the PCs attempt to escape by riding the pedestal up to the temple, they can do so by turning the key in the other direction. It takes 3 rounds to get completely out of the dwarf ancestor's reach.

If the PCs are accompanied by Gyudd, they are allowed to pass deeper into the tomb unmolested. The dwarf ancestor cannot assist them beyond this chamber, though it does reveal the location of the secret door if asked to do so, going so far as to open it for Gyudd and the PCs. It is important to note that the PCs are only protected from coming under the creature's attack so long as they are accompanied by Gyudd. If the PCs return to this chamber without Gyudd, they are attacked, so it behooves them to protect their dwarf companion.

SECRET DOOR

Finding the secret door requires a successful DC 20 Search check. Once the PCs locate the secret door, they still have to open it. The secret door is locked (DC 25 Open Lock check). It has hardness 8, 60 hp, and a break DC of 28.

If Gyudd is with the PCs, the dwarf ancestor directs the characters to the secret door and even opens it for them so that the heir can proceed into the tomb.

LOCATION T2: GRAND STAIR

The secret door opens upon a wide staircase that descends deeper into the tomb. From each section of stair to the next landing, the stairs descend 25 feet. The total length of descent from the secret door to the foyer at the bottom (location T3) is 100 feet.

The third landing down features a well-camouflaged pit and pendulum trap. Although the trap covers a 10-foot-by-10-foot section of the landing, it isn't triggered until a character steps into the second set of squares. In this way, if the PCs are marching in order, as many as four of them might be standing on the trap when it is triggered. A successful Reflex save is required to keep from falling into the pit once the trap is triggered (see below). The pendulum makes a single attack against each PC who falls into the pit when the landing opens.

When the trap is triggered, read:

The landing beneath you suddenly gives way, revealing a deep pit. [If any PCs fall into the pit, continue reading.] As you fall, a greataxe swings out of the pit wall, slicing toward you in a deadly arc.

Well-Camouflaged Pit and Pendulum Trap: CR 4; mechanical; location trigger; automatic reset (24 hours); Reflex DC 20 avoids; 20 ft. deep (2d6 plus pendulum, fall); pendulum Atk +15 melee (1d12+8/×3, greataxe); Search DC 27; Disable Device DC 20.

LOCATION T3: FOYER

When the PCs enter this odd-shaped room and walk within 15 of the secret door on the east wall, read:

A tingle suddenly fills the air, and any enchantments active on or around you immediately wink out.

The secret stone door in the foyer is laced with silver and blessed so that it cannot be touched by magic. An effect similar to that placed on the rune-ward braces creates an *antimagic field* (caster level 20th) that extends out in a 15-foot-radius semicircle from the door on both sides. Within the field, magical sources of light wink out, and enchantments in effect disappear. Spellcasters and other characters who regularly use magic (arcane or divine) feel the small hairs on the back of their necks rise as they temporarily lose the connection to the source of their powers.

As the PCs move away from the *antimagic field*, the effect fades and magic returns.

From here, the PCs can move deeper into the tomb toward the false burial sites (by heading through the western or southern doors). If they locate and open the secret door, the way to the true tomb of Belkram waits to the east.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A dwarf ancestor (D) guards the entrance to the tomb.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Secret Doors: DC 20 Search check to find. Open Lock DC 25 to unlock. Break DC 28, hardness 8, 60 hp.

Pedestal: The pedestal in the center of location T1 ascends and descends at a rate of 5 feet per round. It connects the temple above with the tomb below and requires a key to activate.

Pit and Pendulum Trap: See the notes on this page for details on this trap.

DWARF ANCESTOR

CR 6

hp 67 (5 HD); DR 10/adamantine

LG Large outsider (native)

Init -1; Senses darkvision 60 ft.; Listen +9, Spot +9

Aura ancestral spirit (30 ft.)

Languages Dwarven

AC 26, touch 8, flat-footed 26

Fort +13, Ref +3, Will +5

Speed 20 ft. (4 squares)

Melee +1 greataxe +11 (1d12+10/×3)

Space 10 ft.; Reach 10 ft.

Base Atk +5; Grp +15

Atk Options Cleave, Power Attack

Abilities Str 22, Dex 8, Con 28, Int 8, Wis 13, Cha 14

SQ blink out

Feats Cleave, Power Attack

Skills Climb +14, Intimidate +10, Jump -4, Knowledge (history) +7, Knowledge (the planes) +7, Listen +9, Spot +9, Survival +1 (+3 on other planes)

Possessions +1 greataxe

Ancestral Spirit (Su) Any dwarf within 30 feet of a dwarf ancestor spirit gains a +1 morale bonus on attack rolls and damage rolls.

Blink Out (Su) Once per day, a dwarf ancestor can become incorporeal until the beginning of its next turn. Activating this ability is a free action that does not provoke attacks of opportunity.



It's All Clear

Encounter Level 4

Use this tactical encounter with the room description on page 143.

When the PCs enter this chamber, they see what appears to be a dead end and a deep pit. Looking into the pit, the PCs can notice a door at the bottom, on the western wall.

MONSTER

A gelatinous cube lurks at the bottom of the pit. PCs must make a successful DC 19 Spot check to notice that something about the bottom of the pit isn't right. In this case, read:

Something seems to be in front of the door in the pit below, as though some kind of semitransparent mass is draped in the space between here and there.

TACTICS

The gelatinous cube doesn't have any tactics to speak of. It relies on not being noticed to gain a hearty meal. PCs who leap into the pit are automatically engulfed by the gelatinous cube. PCs who climb down into the pit, using rope or otherwise, must make a successful Fortitude saving throw to avoid paralysis as soon as they come into contact with the creature. A PC who fails this saving throw falls and is automatically engulfed by the gelatinous cube. PCs who are engulfed by the cube cannot be rescued until the creature has been slain.

Once the gelatinous cube is slain, it can be sufficiently cleared away from the door so that the PCs can proceed through the door.



GELATINOUS CUBE

CR 3

hp 54 (4 HD)

N Huge ooze

Init -5; Senses blindsight 60 ft.; Listen -5, Spot -5

Languages —

AC 3, touch 3, flat-footed 3

Immune electricity

Fort +9, Ref -4, Will -4

Speed 15 ft. (3 squares)

Melee slam +1 (1d6 plus 1d6 acid)

Space 15 ft.; Reach 10 ft.

Base Atk +3; Grp +11

Atk Options acid, paralysis

Special Actions engulf

Abilities Str 10, Dex 1, Con 26, Int —, Wis 1, Cha 1

SQ ooze traits, transparent

Feats —

Skills —

Acid (Ex) A gelatinous cube's acid does not harm metal or stone.

Engulf (Ex) Although it moves slowly, a gelatinous cube can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many as it can cover. Opponents can make an attack of opportunity against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 13 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered to be grappled and trapped within its body.

Paralysis (Ex) A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 20 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent.

Transparent (Ex) Gelatinous cubes are hard to see, even under ideal conditions and it takes a successful DC 15 Spot check to notice one. Creatures who fail to notice a cube and move (or fall) into it are automatically engulfed.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A gelatinous cube (G) lurks in the pit.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Pit: The pit is 30 feet deep (3d6 points of falling damage, Climb DC 25).

PURIFICATION CHAMBER

Encounter Level 6

Use this tactical encounter with the room description on page 144.

The Dwarven runes above the darker patch of earth in each of these chambers read: "Touch the ground and be purified." This ritual purification chamber allowed clerics to prepare themselves spiritually prior to handling the corpse of a dead king. Any nondwarf who enters the chamber causes a guardian xorn to emerge from the soil to attack. When a nondwarf enters the chamber, read:

A rumbling begins echoing throughout the chamber. The dirt floor begins to bubble, as though something deep beneath the surface is pushing upward.

Once the rumbling begins, the xorn arrives in 1d3 rounds. Read:

A three-armed creature with a stony hide erupts from the dirt floor, its three eyes looking everywhere for the intruders that attracted it.

XORN

CR 6

hp 48 (7 HD); DR 5/bludgeoning

N Medium outsider (extraplanar, earth)

Init +0; **Senses** all-around vision, darkvision 60 ft., tremor-sense 60 ft.; Listen +10, Spot +10

Languages Common, Terran

AC 24, touch 10, flat-footed 24

Immune cold, fire

Resist electricity 10

Fort +7, **Ref** +5, **Will** +5

Speed 20 ft. (4 squares), burrow 20 ft.; earth glide

Melee bite +10 (4d6+3) and 3 claws +8 each (1d4+1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +7; **Grp** +10

Atk Options Cleave, Improved Bull Rush, Power Attack

Abilities Str 17, Dex 10, Con 15, Int 10, Wis 11, Cha 10

SQ —

Feats Cleave^B, Multiattack, Power Attack, Toughness

Skills Hide +10, Intimidate +10, Knowledge (dungeoneering) +10, Listen +10, Move Silently +10, Search +10, Spot +10, Survival +10 (+12 following tracks or underground)

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

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

TACTICS

The xorn operates under orders to drive off or destroy any intruders that are not dwarves who try to pass through these chambers. Unlike the dwarf ancestor in location T1, the xorn has no way to interpret these orders. So, while the xorn will allow Gyudd to pass (for example), it won't allow the PCs (except for other dwarves) to accompany him. If a dwarf attacks the xorn, however, the compulsion to allow dwarves to pass without hindrance ends.

Once the xorn is defeated, the PCs are free to continue into the tomb.

TACTICAL MAP DETAILS

Details on the tactical map are described below. Note that it covers two similar areas in the tomb, locations T8 and T12.

Creatures: A xorn (X) emerges from the floor in this area to attack any nondwarf intruders.

Darkness: There is no light source in this area. PCs must bring their own light or rely on natural senses, such as dark-vision or blindsense, if they have them.

Dirt Floor: The floor in these chambers consists of rich dirt instead of worked stone.



GUARDIANS TRUE

Encounter Level 6

Use this tactical encounter with the room description on page 144.

The gargoyles perched on the platforms in this chamber have developed a hatred for the dwarves who set them as guardians centuries ago. Now they continue to defend the area from intruders, but they attack dwarves on sight. When the gargoyles attack, read:

With a snarl of hatred, the statues atop the platforms unfurl stone wings and leap into the air.

TACTICS

Despite their rabid hatred of dwarves, the gargoyles aren't foolish. They maintain a statuelike stance until they can maximize the effect of their initial charge.

The gargoyles wait for the PCs to investigate one pit or the other in the opposite corners of the chamber. If any PCs do so, the gargoyles dive from their perch to attempt to bull rush the PCs into the pits. Of course, if the PCs manage to spot the gargoyles or if they attempt to ascend the platform, the gargoyles drop their ruse and attack immediately.

Once in combat, the gargoyles take advantage of their ability to fly, hiding atop the platform where they have a stockpile of 30 masterwork javelins each. If the PCs manage to spot the gargoyles, the creatures both leap back, using the platform's edge as cover while they pelt the PCs with javelins.

If an opportunity presents itself at any time during the battle, a gargoyle attempts to bull rush or otherwise force a PC into one of the pits.

2 GARGOYLES

CR 4

hp 37 each (4 HD); DR 10/magic

CE Medium monstrous humanoid

Init +2; Senses darkvision 60 ft.; Listen +4, Spot +4

Languages Common, Terran

AC 16, touch 12, flat-footed 14

Fort +5, Ref +6, Will +4

Speed 40 ft. (8 squares), fly 60 ft. (average)

Melee 2 claws +6 each (1d4+2) and bite +4 (1d6+1)

Ranged mwk javelin +7 (1d6+2)

Space 5 ft.; Reach 5 ft.

Base Atk +4; Grp +6

Special Actions freeze

Abilities Str 15, Dex 14, Con 18, Int 6, Wis 11, Cha 7

SQ —

Feats Multiattack, Toughness

Skills Hide+7*, Listen +4, Spot +4

Possessions masterwork javelin

Freeze (Ex) A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

Skills Gargoyles have a +2 racial bonus on Hide, Listen, and Spot checks. *The Hide bonus increases by +8 when a gargoyle is concealed against a background of stone.

CONCLUSION

Once the attack begins, the gargoyles fight to the death. They have grown insane over the centuries and show very little regard for their own safety. If either gargoyle is reduced to 10 hit points or fewer, it dives and grapples a PC, attempting to fly itself and the character into the pit to impale itself and its victim on the spikes far below. This act is one of desperation and revenge, and is only used as a last resort.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Two gargoyles (G) pretend to be statues, hoping to surprise the PCs when they enter the chamber.

Darkness: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind.

Platforms: It takes a successful DC 25 Climb check to scamper atop the platforms without aid. Using a grappling hook and rope allows a character to climb without making a check.

Pits: The pits are 30 feet deep (3d6 points of falling damage, Climb DC 20). The pits are easily visible to anyone entering the chamber. Spikes at the bottom require a DC 20 Reflex save to avoid. A failed save indicates that a character is pierced by 1d4 spikes (1d4+1 points of damage per spike).



PORTAL PASSAGE

Encounter Level 5

Use this tactical encounter with the room description on page 144.

The portal drake Preelix found the way to this portal some time ago, and he enjoys the safety that the solitude of the tomb affords. He spends his time staring through the portal, gazing upon other parts of the world. When the PCs come along, Preelix becomes intensely curious, particularly since the only way he has had to get in and out of the tomb is through the portal in the wall. However, he isn't curious enough to risk being noticed, so he remains hidden even while he watches the PCs move through the passageway.

If the PCs notice Preelix, read:

You spot a small, light gray dragon, about 4 feet long, darting between the debris on the ledge above.

PREELIX

CR 5

hp 37 (5 HD)

Male portal drake^{Und}

N Small dragon

Init +6; **Senses** darkvision 60 ft., low-light vision, portal sight; Listen +8, Spot +8

Languages Draconic, Undercommon

AC 18, touch 13, flat-footed 16

Immune sleep, paralysis

Fort +5, **Ref** +6, **Will** +4

Speed 40 ft. (8 squares), burrow 20 ft., fly 90 ft. (average)

Melee bite +7 (1d6+1) and

2 claws +2 each (1d4)

Space 5 ft.; **Reach** 5 ft.

Base Atk +5; **Grp** +2

Atk Options breath weapon

Spell-Like Abilities (CL 5th):

At will—*detect magic*

4/day—*portal jump*

1/day—*blur*, *mirror image*

Abilities Str 13, Dex 14, Con 12, Int 15, Wis 11, Cha 14

Feats Improved Initiative, Portal Sensitive^{B Und}, Quicken Spell-Like Ability (*portal jump*)

Skills Bluff +10, Concentration +9, Disguise +2 (+4 acting), Hide +18, Intimidate +4, Listen +8, Move Silently +14, Spellcraft +10 (+12 deciphering scrolls), Spot +8, Use Magic Device +10 (+12 scrolls)

Breath Weapon (Su) 40-foot cone of poisonous gas, once every 1d4 rounds (but no more than five times per day); 1d4 Str/unconscious, Fort DC 13 negates.

Portal Jump (Sp) A portal drake can enter any portal and emerge from any other portal it has ever traversed.

Portal Sight (Su) A portal drake can look through any portal and see out of any other portal through which it has traveled. This effect does not change perceptions or properties of the portal on the other side. A portal drake cannot cast spells through a portal.

Skills A portal drake has a +4 racial bonus on Hide and Move Silently checks.

TACTICS

If two or more PCs manage to put themselves into a position to threaten Preelix, the portal drake throws up his claws and hisses, which is his way of surrendering. If the PCs speak Draconic, they realize he is begging them to let him go. At the first opportunity, Preelix attempts to flee and hide. If the PCs attack Preelix, he breathes and then attempts to flee through the portal.

CONCLUSION

If the PCs assure Preelix that they have no intention of harming him (Diplomacy DC 15), they can befriend the curious portal drake. A successful DC 30 Diplomacy check causes Preelix to be helpful. If the PCs defeat Belkram, Preelix might be willing to assist them. He could potentially be a cohort for a charismatic PC; he is particularly attracted to sorcerers and bards.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A portal drake (P) uses this area as a lair.

Darkness: There is no light source in this area, except for the pale illumination produced by the still-functioning portal (atop the ledge, on the western wall).

Portal: The portal on the western wall, atop the ledge, still functions. It leads to Guard Station I, depositing a user in the officer's quarters (GS5).

Ledges: The ledges on each side of the passage are 10 feet above the floor and covered with enough debris to make it easy for a Small creature to hide.



BELKRAM'S TOMB

Encounter Level 9

Use this tactical encounter with the room description on page 145.

This encounter begins when the PCs step onto the balcony that looks down upon this chamber. Below, they see a massive stone sarcophagus, as well as a dark-crowned dwarf and a large dire wolf. Read:

A dwarf wearing a dark crown hefts his warhammer and raises his black eyes to look at you. You think you see a malicious smile momentarily pass across his dead-white face before he silently motions you forward.

BEFORE THE BATTLE

Belkram has been aware of the PCs since they entered the alcoved corridor leading to his door (location T14). He has had the opportunity to cast several spells upon himself and begins combat with *bleed*, *divine favor*, *protection from positive energy*, and *shield of faith* in place. The effects of these spells have already been applied to Belkram's statistics. He also used a scroll to summon a fiendish dire wolf, which attacks upon his command.

BATTLE BEGINS

No matter how the PCs approach this encounter, it ends in a fight. Belkram is insane, ready to go against the will of his god in order to retain the *Crown Adamant* (even though it no longer functions for him; see below).

In combat, the curst dwarf deals with melee combatants first before targeting "less honorable" opponents. If the PCs stay on the balcony and use ranged attacks against Belkram, read:

The dwarf and dire wolf move toward opposite stairways. Belkram strides purposefully, flaming maul in hand. He bellows, "I should have known that you would be honorless dogs. Know that I am Belkram, and I am your death."

If the PCs come down the stairs, regardless of their intentions, read:

As you descend the stairs, the dwarf raises his flaming maul and salutes you. "Honor is such a rare commodity in Undermountain," the dwarf proclaims. "Belkram salutes you, those who are about to die."

BELKRAM

CR 8

hp 54 (7 HD); fast healing 1

Male curst^{LE} dwarf favored soul^{CD} 4/fighter 3

LN Medium undead (augmented humanoid)

Init +5; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages Common, Dwarven, Terran

AC 25, touch 14, flat-footed 24

Immune cold, fire, turning (cannot be turned, rebuked, destroyed, or commanded), undead immunities

SR 18

Fort +7, **Ref** +6, **Will** +6; +2 against poison, spells, and spell-like abilities

Speed 20 ft. (4 squares)

Melee +2 *flaming maul* +16/+11 (1d10+10 plus 1d6 fire/x3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +6; **Grp** +10

Combat Gear scroll of *extended summon monster IV* (duration 14 rounds)

Favored Soul Spells Known (CL 7th):

2nd (3/day)—*inflict moderate wounds*, *protection from positive energy*^{SC}, *spiritual weapon* (+7/+2 to hit, 1d8+2 damage)

1st (7/day)—*bleed*, *comprehend languages*, *divine favor*, *shield of faith*

0 (6/day)—*detect magic*, *detect poison*, *guidance*, *light*, *read magic*, *resistance*

Abilities Str 18, Dex 12, Con —, Int 8, Wis 12, Cha 12

SQ stonecunning, stability (+4 to resist being bull rushed or tripped), +1 on attack rolls against orcs and goblinoids, unkillable, undead traits

Feats Combat Casting, Combat Reflexes, Exotic Weapon Proficiency (maul)^B, Improved Initiative^B, Power Attack^B, Practiced Spellcaster, Weapon Focus (maul)^B

Skills Concentration +9 (+13 casting defensively), Jump +9, Knowledge (arcana) +4, Spellcraft +4

Possessions +3 *mithral breastplate*, +2 *flaming maul*, *cloak of charisma* +2, *belt of giant strength* +4, *periapt of Wisdom* +4, *Crown Adamant*

Ungivable (Ex) Only two ways exist to destroy a curst permanently. One is to destroy its body (by total immersion in acid, or a *disintegrate* or *undead to death* spell, for example). The other is to remove the curse that keeps it from dying. The caster of the *remove curse* spell must succeed on a DC 15 caster level check to successfully remove the curse.

CROWN ADAMANT

Though Belkram wears the *Crown Adamant*, he does not have command of its power. He was long ago charged with protecting the crown until the true heir to the Melairbode legacy appeared. He has interpreted those orders through the lens of his insanity to mean that the crown belongs to him, and he refuses to honor the wishes of his god and release the crown, no matter who appears before him.

FIENDISH DIRE WOLF**CR 5****hp** 45 (6 HD); **DR** 5/magic

NE Large animal

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Listen +7, Spot +7**AC** 14, touch 11, flat-footed 12**Resist** cold 5, fire 5; **SR** 11**Fort** +8, **Ref** +7, **Will** +6**Speed** 50 ft. (10 squares)**Melee** bite +11 (1d8+10 plus trip)**Space** 10 ft.; **Reach** 5 ft.**Base Atk** +4; **Grp** +15**Atk Options** smite good (+3 damage)**Abilities** Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10**Feats** Alertness, Run, Track^B, Weapon Focus (bite)**Skills** Hide +0, Listen +7, Move Silently +4, Spot +7, Survival +2 (+6 tracking by scent)**Smite Good (Su)** Once per day, the creature can make a normal melee attack to deal an extra 3 points of damage against a good foe.**Trip (Ex)** If it hits with its bite, a dire wolf can attempt to trip its target as a free action (+11 against target's Str or Dex check).

The crown appears as a plain circle of solid adamantine set with a single red gemstone. Its powers are described in the appendix, on page 214.

TACTICS

Belkram projects a strange combination of honor and insanity. Make no mistake—he wants to destroy the PCs. But he treats them with respect if they follow the same code of honor that he subscribes to (close-combat battle instead of ranged attacks, fighting fair, proclaiming faith in a dwarf god). He fights in unison with the fiendish dire wolf, either sending it to defend the stairs or calling it to fight alongside him in the narrow confines of the chamber.

Belkram prefers to fight one on one, using his flaming maul with destructive precision. He even accepts single combat, should a PC make such an offer. However, if the PCs attack him in unison, Belkram pulls out all the stops and makes full use of his spells, casting *spiritual weapon* and *inflict moderate wounds* in that order.

DEVELOPMENT

If the PCs reduce Belkram to 0 hit points or fewer, the undead dwarf falls to the ground paralyzed, and his fast healing ability stops. One hour later, he attempts a DC 20 level check. If the check succeeds, Belkram gains 1 hit point and his fast healing ability resumes. If the check fails, he must attempt it again one day later. Unless the PCs destroy him using the prescribed method (explained below), Belkram returns to challenge them at some future time so that he can recover the crown and gain his revenge.

If the PCs figure out that Belkram is a curst and have the means to break the curse that enthralls him, his spirit is released, the madness lifts, and the dwarf returns to his god in good standing.

CONCLUSION

If the PCs defeat Belkram, they have as much time as the undead dwarf's fast healing allows to take the *Crown Adamant* and flee. After that, Belkram rises and begins to pursue them. Belkram keeps on coming until the PCs find a way to destroy him or he slays the PCs, retrieves the crown, and returns to his tomb.

If Gyudd accompanies the PCs into the tomb, he might take the *Crown Adamant* from Belkram's head after the PCs reduce the undead dwarf to 0 hit points or fewer. When Gyudd removes the crown, Belkram's curse is lifted and his body crumbles to dust. Belkram's spirit rises from the dust, bows to Gyudd soundlessly, and then fades from view.

If the PCs examine the sarcophagus and make a successful DC 20 Search check, they find a scroll of *remove curse* that Belkram found elsewhere in the tomb and was compelled by the part of his mind that was still sane to hide here.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Belkram the curst favored soul (B) and his fiendish dire wolf companion (D) occupy this chamber.

Darkness: There is no light source in this area. PCs must bring their own light or rely on natural senses, such as darkvision or blindsense, if they have them.

Balcony: The balcony is set 5 feet above the floor of the chamber. Stairs on either side lead down into the room, or characters can leap over the balcony rail.



FIRE THAT CRAWLS

Encounter Level 9

Use this tactical encounter with the room description on page 145.

When the PCs ride the lift past the temple and deeper into Belkram's Fall, read:

The lift platform descends smoothly through the shaft until it suddenly snags inside a massive web of fiery strands. The platform catches fire as it comes to a halt about 20 feet above the cracked and broken floor of the lava tube. As the fire begins to spread, an eight-legged horror that resembles a large spider made of magma and flame leaps across the web toward you.

FLAMING WEB

The flaming web holds the lift platform fast and spreads its fire to the platform the PCs are standing on. The fire moves quickly, flowing like a wave across the platform before it burns itself out. As the fire passes across the platform, it deals 1d6 points of fire damage to each PC. In addition, there is a chance that each PC will catch on fire. Each PC attempts a DC 15 Reflex save to avoid catching on fire. A failed save means the character's clothes or hair ignites and he or she takes 1d6 points of fire damage. A character on fire attempts a save each round, taking more damage on a failure or putting out the fire on a success.

The lift platform is entangled in 3d4 strands of webbing. Before the platform can move again, either up or down, each of the web strands must be severed. A web strand has 10 hit points and hardness 5. The strands can't be burned.

ATTACK FROM BELOW

As the inferno spider moves to attack, three magma hurlers on the floor of the shaft emerge to join in the battle. Read:

A flaming boulder of molten magma slams into the platform from below, and you see three creatures that appear to be humanoids made of black rock hurling fiery rock toward you.

INFERNO SPIDER

CR 8

hp 119 (14 HD); DR 5/—

N Large elemental (extraplanar, fire)

Init +7; Senses darkvision 60 ft., tremorsense 60 ft.; Listen +6, Spot +6

Languages Ignan

AC 22, touch 12, flat-footed 19; Dodge, Mobility

Immune fire, elemental immunities

Fort +8, Ref +12, Will +6

Weakness vulnerability to cold

Speed 40 ft. (8 squares), climb 40 ft.; Spring Attack

Melee bite +14 (2d6+7 plus caustic poison)

Ranged flame web +12 touch (2d6 fire plus entangle)

Space 10 ft.; Reach 5 ft.

Base Atk +10; Grp +19

Atk Options Combat Reflexes, caustic poison (Fort DC 21, 3d6 fire/3d6 fire), fire shield

Abilities Str 20, Dex 16, Con 18, Int 6, Wis 11, Cha 11

SQ elemental traits

Feats Alertness^B, Combat Reflexes, Dodge, Improved Initiative^B, Iron Will, Mobility, Spring Attack

Skills Climb +13, Hide +8, Jump +9, Listen +6, Spot +6

Flame Web (Ex) Inferno spiders can throw a burning web eight times per day. This is similar to an attack with a net but has a maximum range of 100 feet, with a range increment of 20 feet, and is effective against targets up to one size category larger than the spider. The web anchors the target in place, allowing no movement. Each round, at the end of the inferno spider's turn, an entangled creature takes 2d6 points of fire damage.

An entangled creature can escape the web with a successful DC 21 Escape Artist check or burst it with a DC 25 Strength check. The web has 12 hit points and hardness 5. If any part of the flame web takes 5 or more points of cold damage, the flame is extinguished and the web becomes cold and brittle, reducing the difficulty of the Escape Artist check to DC 16 and the Strength check to DC 20.

Fire Shield (Su) An inferno spider's body produces tremendous heat. Any creature that strikes or touches an inferno spider with its body or a weapon, or that grapples an inferno spider, automatically takes 1d6 points of fire damage. A creature takes damage from this ability only once per turn.

Skills Inferno spiders have a +8 racial bonus on Climb checks. An inferno spider can always choose to take 10 on Climb checks, even if rushed or threatened.

FALLING

If a magma rock slams into the platform, those standing on the platform must attempt a DC 15 Balance check. A failed check means that the PC is thrown from the rocking platform. The inferno spider might also knock a character from the platform, or a PC might decide to jump down. In all cases, the fall deals 3d6 points of damage.

SHAFT FLOOR

The floor of the shaft is cracked and broken; consider that the entire area is difficult terrain (2 squares of movement to enter a square of difficult terrain). In addition, the floor bubbles with magma. There is a 20% chance each round that the square in which a PC stands breaks open and doses that character in burning rock. If this occurs, the PC takes 1d6+1 points of fire damage and must make a successful DC 15 Reflex save to leap safely to another square. A failed save indicates that the character falls into the lava (taking 2d6+2 points of damage) and must be helped out. A character in lava takes damage every round.

TACTICS

When the inferno spider attacks, it uses its flame web ability to entangle as many opponents as possible before it closes. It has used two of its web attempts already to set the web that entangled the lift platform. Once it closes, it tries to bite opponents and inject them with its caustic poison. The spider deals with opponents that are difficult to web (or retain in a web) in a more straightforward manner, using Spring Attack to move in and bite them before moving away just as fast. If a particularly strong PC is caught in a flame web, the spider might attempt to grapple and drop the character off the platform. Anyone who falls from the lift platform drops 30 feet to the base of the lava tube, where the magma hurlers engage them using their slam attacks.

The magma hurlers throw magma rock, making ranged attacks for as long as the PCs remain on the lift platform. If a PC falls or leaps to the lava tube floor, two magma hurlers move in to make slam attacks while the third continues to launch ranged attacks at the lift.

CONCLUSION

If the inferno spider is reduced to 25 or fewer hit points, it flees from the PCs, diving into a magma-filled crack at the base of the lava tube. The magma hurlers do the same when reduced to 15 or fewer hit points. When the monsters are driven off or defeated, the PCs can explore the floor of the shaft and discover the portal that leads to the Maze Level of Undermountain.

PORTAL

A portal exists at the bottom of Belkram's Fall. The PCs might notice it during the confusion of the fight with the inferno spider and the magma hurlers, but it doesn't stand out dramatically against the fiery background. If a PC makes a successful DC 30 Spot check during the combat, he or she notices the portal. After the fight, the PCs easily notice the portal if they decide to look around and examine the area.

When the PCs notice the portal, read:

This circular portal glows with an unearthly light. The perimeter of the portal has been lined with mithral, into which Dwarven runes have been expertly carved.

3 MAGMA HURLERS

CR 3

hp 46 each (4 HD)

CN Medium elemental (earth, extraplanar, fire)

Init +1; Senses darkvision 60 ft.; Listen +5, Spot +4

Languages Ignan, Terran

AC 15, touch 11, flat-footed 14

Immune fire, elemental immunities

Fort +11, Ref +5, Will +4

Weakness vulnerability to cold

Speed 20 ft. (4 squares)

Melee slam +11 (1d6+12)

Ranged magma rock +5 (3d10+8 plus 1d6 fire)

Space 5 ft.; Reach 5 ft.

Base Atk +3; Grp +11

Atk Options magma rock

Abilities Str 26, Dex 13, Con 24, Int 7, Wis 12, Cha 11

SQ elemental traits

Feats Iron Will, Weapon Focus (magma rock)

Skills Listen +5, Spot +4

Magma Rock (Ex) A magma hurler can spit forth a ball of molten rock into its hand as a move action, as often as once per round. It can throw a magma rock with a range increment of 30 feet (maximum range 150 feet).

Any PC capable of reading Dwarven can decipher these runes easily. They read:

"Adamant is the key that grants passage to the Maze beyond."

The portal provides access to the Maze Level of Undermountain. It is a two-way portal, meaning that the PCs can come and go through this portal as they see fit—provided they have the right key.

The key that activates the portal is anything made of adamantine. The *Crown Adamant* works perfectly as a key for the portal, but any other item of adamantine serves the same purpose. When an item made of adamantine touches the surface of the portal, the portal begins to swirl and shift as the doorway opens.

When the PCs activate the portal and step through it, go to Chapter 5: The Maze to experience the conclusion of this adventure.

TACTICAL MAP DETAILS

There is no tactical map of this area. The space is basically a huge open area at the base of the shaft, with cracked and broken ground, lava spouts, magma flows, and the creatures that now occupy the area around the portal.

Creatures: An inferno spider and three magma hurlers attack the PCs if they explore the bottom of Belkram's Fall.

Illumination: The base of the lava tube is bathed in dim lighting from below—the fiery glow of the bubbling magma. This dim illumination provides concealment to all creatures in the area.

Illus. by E. Cox

This chapter bounces the PCs among three levels of Undermountain: The Maze, the Obstacle Course, and the Runestone Level. Most of the encounters deal with the ongoing struggle between the doppelgangers and drow. A cursed spirit named Fidelio has his own agenda and can steer the PCs toward the truth surrounding this conflict. A group of PCs should reach 9th or 10th level by the end of this chapter (depending on how many random encounters they experience and how many story awards they receive). Most of the tactical encounters for this chapter are challenging but surmountable by careful PCs. Reckless PCs might have to run away when things become too much for them to handle. Fortunately for them, there are many places to hide (and get lost) on these levels.

The portal at the bottom of Belkram's Fall leads to the shores of River Graymuck, near the lair of a herd of minotaurs. If the PCs need a different way to reach this level, see Adventure Hooks on the next page. There's always a path deeper into Undermountain, and most of the time you don't even have to look for it to find it.

BACKGROUND

The Maze Level is huge, and few adventurers have managed to see much of it before dying or finding a return portal to a level closer to the surface. The Obstacle Course is a place filled with traps and horrible monsters, built as a way to punish and test the arrogant, and those few who have survived it rarely speak of what they experienced there. The Runestone Level was created by Halaster to work the spell that inadvertently caused his death. The PCs should have almost no information about any of these places; they must either go in blindly or rely on biased sources (such as the doppelgangers and Fidelio) for any details they glean.

In this part of the adventure, the doppelgangers (see Chapter 3) hire the PCs to rescue a group of doppelganger slaves held by drow. The PCs arrive on the edge of a minotaur-controlled area adjoining the drow compound. After the PCs deal with the minotaurs, Fidelio the cursed spirit transports them to another location and strongarms them into collecting one of several items to free him of his curse. Once the PCs have defeated the drow and released the doppelganger slaves, Fidelio explains what the doppelgangers and drow are really fighting over—control of the magic runestone Halaster built to channel his great spell. (The drow currently have the upper hand in this conflict.) In

exchange for helping him acquire the three items he needs, Fidelio offers to transport the PCs to the outskirts of the Runestone Level. Here, the PCs can do as their conscience dictates—help the doppelgangers or the drow gain control of the runestone, take it for themselves, or destroy it so no one can use it. If the PCs go to the Runestone Level, they must battle Halaster's guardians as well as the drow trying to tap the stone's secrets in order to complete the adventure.

THE MAZE LEVEL

PCs coming here from Belkram's Fall arrive just west of the center of the level, in a series of caves used by a herd of minotaurs. West of the minotaur lair lies a drow compound, where doppelgangers are held as slaves. Northwest of the minotaur caves, a convoluted series of chambers and tunnels built by Halaster and called the Maze of Madness waits to be explored. Northeast of the minotaurs, umber hulks inhabit a large group of caves. The River Graymurk separates these areas, though brave or well-prepared explorers can use the river's dangerous waters to move from one end of the level to another.

RIVER GRAYMURK

The River Graymurk gets its name from the fine gray silt that renders it all but opaque. Strange mutated aquatic things live in the murky water, many of which no longer need eyes to navigate. Because visibility within the Graymurk is at best 5 feet with strong light, sighted creatures usually must grope their way along and hope for the best, especially since in many places the natural stone roof of its channel dips below the water level and remains so for hundreds of feet. The current flows southwest in a sluggish manner, sufficient to slow travel in the opposite direction but not making it impossible. The river course branches and rejoins itself many times, and contains many side caves—some of which are lairs for monsters. Air-breathing PCs need some means to breathe water if they wish to travel the Graymurk, and they are likely to encounter aboleths, chaos beasts, gibbering mouthers, mephits (ooze and water), oozes, skum, water elementals, or water nagas along the way.

ADVENTURE HOOKS

Though by this point the PCs should be deep in Undermountain and need little convincing to continue their winning streak (after all, they have survived so far), here are a few other means to get the PCs down to this part of the dungeon.

- An unmapped portal or teleport trap transports the PCs to the starting area of this level (the shore near the minotaur lair). The PCs can locate this or accidentally wander into it, or they can be directed to it by a patron, depending on their motivation to continue the adventure.
- The PCs are approached by a mysterious rogue (actually a doppelganger) while in the city above. The rogue needs them to free his doppelganger minions from drow slavery in a deep level of Undermountain. If the PCs have ties to Skullport or the local thieves' guild, this request might come from their agents instead of a random stranger. The contact has directions to a portal that leads to a location on this level (either near the minotaurs or near the drow, depending on where you want to begin this part of the adventure).
- The PCs find an insane Undermountain-delver (a rogue, wizard, or some other character who can sneak in and out of guarded areas) raving in the streets of the city above. The most coherent parts of his babble are "runestone," "Undermountain," "master spell," and "drow." He bears a crudely drawn map that leads to a portal; the portal leads to the minotaur lair.

Alternatively, a church of healing contacts a cleric or paladin PC about this lunatic, whom they have been unable to heal, but they have determined that his words (and map) contain a kernel of truth.
- Drow slavers capture the PCs and sell them to the drow on the Maze Level. The PCs then have to break free. Along the way, they are intercepted by Fidelio.

THE MINOTAUR LAIR

PCs coming here from Belkram's Fall arrive in a large cave on the shore of the River Graymurk. Many smooth rocks, varying in size from a human hand to 3 feet in diameter, dot the shore, but the ground is otherwise solid rock rather than dirt or sand. Formed by the ebb and flow of water, there are many smooth stalactites and stalagmites, though the minotaurs have broken off any that impede their travel. Much of the floor is covered in thick growths of lichen and occasional patches of fungus, particularly near the water. Some of the areas look grazed, and a DC 10 Survival check reveals hoofprints like those of a cow on some of the flatter areas (from a subterranean-adapted breed of cattle called rothé, which the minotaurs herd).

Details relevant to the minotaur lair follow.

Light

Because the minotaurs have darkvision, they don't normally use lights. (They sometimes make cooking fires out of dung and fungus-stalks.) This means that the minotaur caves are almost always dark, and anyone arriving at the portal destination with a light source is easily visible to anyone on the shore, such as the fishing minotaurs to the west. Likewise, any travelers carrying light are going to reveal themselves to the minotaurs well in advance of their actual arrival. If the PCs travel with light, assume that any minotaurs nearby are aware of them and are making preparations for a fight. Some of these caves are so large that standard darkvision (60 feet range) isn't enough to see to the far side. Descriptions

provided for the minotaur lair assume the PCs can see the room features, whether with darkvision or by use of a light source.

Noise

Between the noise of the river and the length and acoustics of the tunnels, the sound of a battle in one of the labeled encounter sites in this area isn't audible to anyone in one of the other sites. However, if you think the PCs are making excessive noise or are having too easy a time with an encounter, one or two minotaurs from a nearby (undetailed) cave might show up to investigate, joining their fellows in battle when they see what's going on.

Directions

A minor befuddlement spell pervades this area, a "gift" of Halaster to complement the natural talents of the minotaurs (who are immune to its effects). Attempts to determine north or any other cardinal direction always fail. When presented with a choice of corridors, visitors are 50% likely to mistakenly go down a tunnel other than the one they selected. This means that it is very easy to get lost here, and anyone separated from the group (such as an advance scout) will have a very hard time meeting up again. Only powerful magic such as *limited wish*, *mind blank*, *miracle*, or *wish* provides protection from this effect.

PCs eventually realize they're being misdirected when they keep returning to the same room despite using "different" exits or when the "same" tunnel leads them to different areas (though they might suspect they are being teleported rather than befuddled). Careful planning, such as marking walls with chalk, using rope or string as a guide, or spacing out the PCs to maintain line of sight without being misled as a group reduces the chance of going in the wrong direction to 25%.

To preserve the level of confusion for the players, avoid specifics in mapping and describe connecting areas in general terms. Rather than drawing this area all on one map and connecting all the individual locations with tunnels, use a separate map for each cave. Don't draw more than a short length of each exiting tunnel, and simply switch to a new cave map when the PCs approach a new area. Thus, if PCs think they are taking the north exit out of a room and you have determined they actually took the northeast exit, they won't immediately know that their senses have deluded them. This method helps foil the players' attempts to use metagame knowledge to map the lair when their characters are unable to do so. To further confuse the nature of this magic, you can consider prerolling a list of "befuddlement results" and using them in order rather than rolling in front of the players, though some might assume when you do this that you are rolling to determine random encounters or Listen checks.

Extra Encounters

Though there are only four encounter areas marked on the Minotaur Lair map, feel free to add extra encounters if the PCs need to gain more experience before they can deal with the higher-level encounters later in this chapter. These extra encounters might be as simple and spontaneous as one or two wandering minotaurs (out for a stroll, going fishing, or herding a few rothé to another cave) or as preplanned as one of the minotaur tactical encounters. Realistically, there should only be two dozen or so minotaurs living in this area, so only eight or so "extra" minotaurs are available for random encounters and reinforcements.

Rothé

These powerfully built Medium beasts resemble squat musk oxen. Stubborn and disinclined to be herded, they nonetheless are the livestock of choice for most Underdark races, since they subsist on the strange plants and fungus that grow underground. They ignore strangers that are not obviously hostile. Rothé normally run away if attacked, though they can stampede if panicked; the noise of a stampede is likely to attract the attention of minotaurs, especially if the rampaging creatures charge through an inhabited area. At least five small herds of eight or so rothé wander these caves, sometimes with a minotaur herder but usually not.

Camping and Wandering Monsters

This lair is an active place; all of the major tunnels and caves are likely to see minotaur traffic at least once an hour. This means that PCs have a hard time finding a safe spot to rest or camp in the lair, especially if they use lights. Fortunately, the cave due north of the portal destination is currently not being used by the minotaurs and has enough of a bend that lights in its western part do not shine into the large shore cavern.

PCs can use the cave as a safe place to camp, at least for a time. The minotaurs are not stupid, though, and if the PCs reveal themselves, the minotaurs search for intruders throughout their territory (including the cave). They become especially persistent if the PCs use hit-and-run tactics. Remember also that minotaurs have scent and can track, so if the PCs prove to be a significant threat to the herd, the minotaurs track them down and find them with relative ease.

M1: MINOTAUR SHORE

A murky river runs along this rocky bank. Several large rocks have been lined up like stools near the waterline, and three minotaurs mill about with what look like large fishing poles and nets.



Minotaur Lair

The PCs enter the level through a portal on the shore of a great underground river. As long as they have some way to see, they notice the minotaurs fishing along the shore.

Unless the PCs approach quietly and without any lights, the minotaurs become aware of their approach, though they pretend to be unaware in order to catch the PCs by surprise.

Tactical Encounter: 5–1, Minotaur Fishers (page 166).

M2: CRYSTAL CHAMBER

This large cavern contains dozens of tiny glowing crystals embedded throughout its walls and ceiling. The brightest crystals shine like candles, giving off a soft red or blue light. As you enter, you notice three minotaurs tending to a small herd of subterranean cattle here.

The crystals illuminate the walls and ceiling of the cave (strong illumination to a distance of 5 feet, shadowy illumination for 5 feet after that), clearly defining its boundaries. The crystals, a side effect of Halaster's death, contain a tiny fragment of his magic. They range in size from a human thumbnail to the length of a human hand, and are shaped narrow and angular, in the proportions of a sword hilt. They have the same durability as quartz (breakable, but not fragile like glass). Most of the crystals simply glow with a very faint light—not as strong as a candle, unsuitable for illuminating an area, and fading entirely in a matter of days or hours if they are removed from the rock. The larger ones are more stable, emit light as a candle for several weeks, and can be altered to produce certain magical effects. The minotaurs mine these crystals and trade them to the drow, who use them to create minor magic items they call *Kyo crystals* (see page 217).

Because of the natural light in this cavern, the resident minotaurs might not immediately notice arriving PCs unless the PCs are making a lot of noise or carrying bright light. The minotaurs spend most of their time dealing with the rothé or chiseling out the largest crystals. They are very protective of this resource and tend to attack anyone who intrudes; only very diplomatic PCs who speak Giant and clearly have something to offer the minotaurs can avoid immediate attack.

If the minotaurs leave the chamber or are otherwise dealt with, PCs can attempt to mine crystals. It takes at least one hour to mine crystals from the walls; for each hour spent mining, a PC makes a DC 15 Wisdom check (or a Profession [miner] check if a character has ranks in that skill). A failed check indicates that no salvageable crystals are pulled from the rock for that hour of work. A success indicates that a crystal with a gold piece value equal to 2 + twice the amount by which the check beat the DC. For example, if a PC rolls a check result of 21, then the crystal mined in that hour is worth 14 gp.

Unless all the minotaurs living in these caves have been eliminated, the PCs will face many interruptions as they try to mine the crystals—the minotaurs don't react well to intruders stealing their magic stones.

Tactical Encounter: 5–2, Minotaur Miners (page 168).

M3: THRONE ROOM

Someone has chiseled a large boulder into a crude throne suitable for a minotaur-sized creature. Several large, flat rocks are arranged in a circle near this throne like chairs, and at the center of the circle is a cold firepit. Sleeping areas are nearby.

This room is normally dark except when the minotaurs are having a great feast or are performing a living sacrifice, in which case the fire pit burns high and hot. If the room is dark, the PCs have a hard time approaching unless they are very quiet and move without lights.

This is the throne room of Ster, chief of this minotaur tribe. Smarter than others of his kind, he took control of the tribe after his father grew weak. As chief, he gets first pick of all the food and loot, but is required to defend the herd against all aggressors. Thus, Ster has not been able to grow fat and lazy, for he makes a point of meeting with the drow every month and wrestling with the strange monsters in the River Graymuck to show his strength and dominance. When not affirming his status as chief, he engages in normal activities for the tribe—fishing, herding rothé, and occasionally mining raw crystals from the glowing cave.

Tactical Encounter: 5–3, Minotaur Chief (page 170).

M4. MINOTAUR EMBANKMENT

Halfling-sized stones are stacked up on the northwest part of this cave to form a barricade. Only a human-sized gap in the wall allows any access to the tunnel beyond. Spare minotaur-sized weapons lie ready on the near side of the wall.

Although the minotaurs have an agreement with the drow, they don't trust them. They assembled this barricade to help defend their lair just in case the drow decide to raid them. In addition to piling these boulders 4 feet high, they dug out the stone floor on the northwest side, 1 foot deep and 10 feet wide. The defenses and the minotaur's height give them a +1 circumstance bonus on attack rolls against Medium opponents across the wall.

This room is always kept dark, since the minotaurs know the drow have better darkvision and don't want to give the dark elves any more of an advantage.

Four minotaurs stand guard here, though in practical terms usually two of them are at the wall and the other two

are looking after rothé or lounging about nearby. As soon as they notice intruders, they attack—they know any travelers entering this cave from anywhere but the drow tunnel must have already cut their way through all the other minotaurs in their way, and are therefore enemies.

Tactical Encounter: 5–4, Minotaur Guards (page 172).

AFTERWORD

The northwest exit out of area M4 leads to the drow compound. Halfway through the connecting tunnel, the befuddlement magic of the minotaur lair fades. Almost immediately after the PCs leave the lair's aura, Fidelio kidnaps them by means of his portal ability. The PCs cannot resist this ability—in this one aspect his power is insurmountable.

FIDELIO, PROLOGUE: A PALADIN CURSED

Once the paladin Fidelio was a mortal man, a servant of a lawful good god of justice. He was sanctimonious, certain of his own superiority compared to those less pious, full of bravado, and unabashed in his criticism of friend and foe alike. Long ago (the exact time is unknown) he battled a terrible evil creature in Undermountain, finally calling upon divine intervention to defeat the beast. Backed by the direct power of his god, Fidelio slew the behemoth. Before the echoes of its dying hiss had faded, however, he was bragging of the deed, belittling the powerful creature he had fought to a standstill. This behavior greatly displeased his god, who cursed Fidelio for his arrogance and lack of humility.

For decades, Fidelio wandered Undermountain as a phantom, mostly haunting an area called the Obstacle Course. His task was to teleport braggarts like himself (and their unfortunate comrades) to the Obstacle Course and run them through a series of traps and deadly encounters in hopes of teaching them sincere humility. Eventually, Fidelio went insane, but he continued to perform the duties his god compelled him to.

Recently things changed. The death of Halaster and the subsequent release of magic has weakened the curse surrounding Fidelio and given him slightly wider range for his powers. Now he can pull any creatures (not just braggarts) from anywhere in Undermountain and send them anywhere he sees fit. In his wanderings, he has found three items of power that can be combined to fully break his curse, and he sees the PCs as the means for helping him bring these items together.

Fidelio is a fallen paladin, but he is not evil. Driven mad by his curse and lacking the means to atone for the cause of his fall, he has focused his will on escaping his bondage. He is willing to do anything to break the curse, including

endangering innocents (such as the PCs). Once a paladin of justice, he now personifies divine injustice. Immortal and invulnerable, he is as patient as he can be with those he uses for his purpose. His alignment is effectively chaotic neutral.

The fallen paladin appears to the PCs and sends them on three quests. These quests are described below. The first sends them to recover a magic sword. The second sends them to acquire an enchanted cauldron. The third sends them to find a strange umber hulk skull. You can run them in a series, or you can space out these encounters among the other tasks the PCs are trying to accomplish on this level of Undermountain.

FIRST MEETING

For Fidelio to transport any characters, he must appear before them. Read:

A luminescent outline of a man appears before you. His armor is pitted, his shield dented. His face appears haggard, his clothing rotting, and he has a squarish hole torn in the chest of his tunic. He coughs violently, then speaks.

"I am Fidelio. Once my task was to test braggarts but now I have better things to do. You will come with me. I have need of you. Oh . . . and I am compelled to tell you that you will be freed of me and my power if you beseech my god to release you . . . though you will be left with nothing but a dagger and tunic each to ensure your humility. Given your purpose here, I suspect you will want to hear what I can tell you."

Fidelio then expands into a cloud of mist and envelops you. You feel a twist of magic, and the mist clears to reveal a place different from the one where you were a moment ago.

If the PCs try something clever, such as using a *dimensional anchor* spell to prevent this teleportation, Fidelio transports those he can, bids them to wait in their new location, and returns to discuss the situation with the remaining PCs. He gives those who didn't succumb to his portal the choice of waiting while their friends fight without them (at a much greater risk since there are now fewer of them) or rejoining their companions. Fidelio has no qualms about separating the characters in this way, though he prefers them to be together. He knows they are unlikely to survive his tasks with weakened numbers, but he's willing to risk it. Once he has the decision of the remaining PCs, he returns to the group that he already transported to present to them their mission. If the rest of the party wants to join in, he brings them along at this time.

FIDELIO, QUEST I: HELMED HORROR

After initially choosing the PCs and appearing before them, Fidelio takes the PCs to the first of three areas to start his quests. He wants them to retrieve objects of power that, when combined, will free him from his curse. The first object appears to be a simple magic item called a *waterlock sword* (see page 216), but buried within this weapon are magical components that are the key to Fidelio's freedom. Once the PCs acquire this item, he returns them to their previous location, and they can continue on their quest.

Ideally, run this encounter after the PCs leave the minotaur lair but before they reach the drow caves.

Tactical Encounter: 5–5, Fidelio's Swordsman (page 174).

FIDELIO'S PUNISHMENTS

From time to time, the PCs might decide to challenge Fidelio or even refuse to help him gain the items he needs to break his curse. When this occurs, he transports PCs to a location in Undermountain as punishment for their audacity.

Select a monster encounter from the table below that has an Encounter Level equal to the average PC level (or an encounter of that EL made from multiple creatures on the list, such as two EL 6 creatures to make an EL 8 encounter). Place the monsters in any underground location—rough, smooth, wet, dry, whatever seems appropriate for the creatures. Because the PCs are being teleported around, they have no way to orient themselves relative to any Undermountain location they know. If the PCs defeat this challenge, teleport them again and choose another encounter from the list that is of the same or a higher EL. The key is to make sure the PCs are aware that the encounters are getting harder each time, and they aren't getting time to take a break.

FIDELIO'S PUNISHMENTS

EL	Monsters
6	belker, ettin, gauth, seven-headed hydra, xorn
7	black pudding, drider, flesh golem, medusa, spectre
8	behir, dark naga, gorgon, mind flayer, stone giant
9	frost giant, spirit naga, ten-headed hydra
10	clay golem, eleven-headed hydra, fire giant
11	dread wraith, harpy archer, stone golem, twelve-headed hydra
12	abyssal greater basilisk, elder black pudding, roper

FIDELIO, QUEST II: ANNIS HAG

Fidelio needs the PCs to retrieve a second magic item to help him break the curse that ties him to Undermountain—*Gremma's Cauldron* (see page 217). Run this encounter either right before or right after the PCs deal with the drow priestess in the temple of Lolth (see page 187).

When Fidelio appears this time, read the following.

Once again the ghost called Fidelio appears before you and speaks. "The next step is ready. You will now come with me to another part of Undermountain." His incorporeal form expands into a mist and envelops you. You feel a tingle of magic, and when the mist clears, you stand in another place.

As before, if the PCs try to resist this teleportation with magic such as *dimensional anchor*, Fidelio transports those he can and returns to deal with those left behind.

Tactical Encounter: 5–6, Annis and Ogres (page 176).

FIDELIO, QUEST III: UMBER HULK LAIR

Once the PCs have dealt with the drow and released the doppelganger slaves, Fidelio appears to them again. This time he needs them to claim the crystal-encrusted skull of a mutant umber hulk—the third item he needs to break his curse. Unlike previous times when he kidnaps the PCs, he is now ready to explain to them who he is, what they have been doing for him, and the true nature of the battle between the drow and the doppelgangers. When he appears to the PCs this time, read the following.

The ghost of Fidelio fades into view. This time he seems less perturbed, more anxious and enthusiastic than before. "I have need of your hands for a third and final time. Come with me, and I will explain my curse and how your efforts are helping me."

If this event takes place in the presence of the doppelganger slaves and the PCs express concern about the shapeshifters' welfare, the doppelgangers assure the PCs that they will be fine now that they have been freed. Fidelio ignores the doppelgangers, but he waits until the PCs are reasonably satisfied as to their condition before teleporting the characters again. When he teleports them, read the following.

This time Fidelio's teleport places you on the shore of an underground river, possibly the same river that runs by the minotaur lair, though this place is unfamiliar to you. "You have done me two services," the ghost says, "and now I need you again. As payment for your deeds, I will tell you a great secret, and make you an offer.

"In life, I was a great paladin, but I lacked humility. I was a braggart, always boasting and disparaging others. I came to Undermountain to fight evil, and after many quests here I came face to face with a fiend from the nether planes. We battled to a stalemate, and I beseeched my god to aid me. My god answered my prayer.

"Before the fiend's death cries had faded, I bragged that I had destroyed it on my own. This displeased my god, and I was cursed to linger in Undermountain as a ghost, listening for other braggarts and pulling them to a maze of death traps to teach them humility.

"In time, this punishment drove me mad. My thoughts are clearer now, though I can still feel the taint of madness within me. When Halaster's magic shook Undermountain, I discovered how to free myself of this curse and atone for my deeds.

"Three items I need; two you have found, and one remains to be collected. I apologize for taking you against your will. I have no excuse but my own desperation, and that is another thing I must atone for. But perhaps what I tell you now can begin to make up for it.

"Halaster is dead. He died while working on a spell to protect Undermountain from an approaching doom. I know only a little of what the doom is, but I know it is still knocking at the door. I suspect he was attacked while casting his spell, and it remains unfinished. His death caused a backlash of energy throughout Undermountain—those in the city above think it was just an earthquake, but it was the death-scream of one of the most powerful wizards in the world. Parts of Undermountain collapsed, parts changed, and some new parts have appeared.

"The spell-engine he created to focus the magic is unfinished, but it still exists. The doppelgangers and their drow enemies have been battling over the site. Currently, the drow control it and have made progress in figuring out how it works. Whoever controls the site will have a powerful source of magic at their disposal, and will use it to take over Undermountain—and eventually the city above.

"Even worse, a cabal of ancient lichs called the Twisted Rune will soon gain access to Undermountain. Halaster's unfinished ward is failing. If the spell is not finished, the Twisted Rune will take over Undermountain and the city above.



Fidelio and the Umber Lord

"The way to the site is hidden, but my magic can transport you there. Retrieve this third item for me, so that I can free myself from this curse and atone for my failings, and I will send you to the site. Perhaps you can find a way to destroy the device—that might delay the Twisted Rune's progress here. Perhaps you can learn to tap the device's power for your own needs, or even repair Halaster's spell. All I know is that neither the drow nor the doppelgangers can do it. Help me, and I will help you."

Fidelio answers questions from the PCs as well as he can. He is honest and forthright. Use this discussion as a means to fill in gaps in the PCs' knowledge about what has been going on. Fidelio can give the PCs information on the following topics:

- His own history.
- His role in Undermountain.
- The location and keys of important portals on Level 1 and Level 2 (including those the doppelgangers use).
- The nature of the doppelganger–drow conflict (essentially they are battling for territory and the runestone).
- The location of the Runestone Level (lower than the Maze Level; access is blocked).
- The physical description of the runestone itself (a crystal-topped hill within a large cavern).

The PCs don't have to agree to do anything about the Runestone Level—if they wish, he can transport them to a known location on Level 1 or Level 2 so they can escape Undermountain, though that guarantees the drow eventually gain control of the runestone, learn its secrets, and begin using its power to expand their control of the area—before they are wiped out or absorbed by the Twisted Rune, who are far more evil than the dark elves.

If they agree to help him on his third task, he tells them about the umber hulk lair and describes the lead umber hulk, which is easily identifiable by the crystalline growths atop its head.

The PCs receive a story award of 500 XP each for voluntarily helping Fidelio on this third quest (as opposed to the previous ones, where they were forced to help). If they refuse to help, he once again makes his threat to expose them to great danger until they comply. (He is grateful for their assistance but not willing to give up on breaking his curse when he is so close to his goal.)

Tactical Encounters: 5–7, Lurking Guardian (page 178); 5–8, Bait the Trap (page 180); and 5–9, Psi-Hulk (page 182).

INSIDE THE LAIR

The umber hulk lair has the following features. See the map on page 179 when reviewing these features.

Walls

Though this cavern was formed by water, not all of it features the smooth stone that normally exists in this kind of cave. This is due to the constant burrowing of the umber hulks. When the umber hulks dig through walls, their tunnels collapse behind them, leaving rough patches and loose rock; many well-trafficked areas in the cave have floors covered in loose rock to a depth of a foot or more because of repeated diggings and collapses. The different kinds of walls have little relevance to the PCs other than the difference in Climb DCs (20 for the natural walls, 25 for the rough ones), since the wandering umber hulks are just as likely to dig through new stone as they are to reuse a collapsed area.

Ceiling

The ceiling ranges anywhere from 40 feet to 60 feet high. It is generally shorter on the west end because the level of the floor is higher there, but the ceiling is irregular enough that 10-foot shifts in height are fairly common in a short amount of space.

Light and Senses

Umbur hulks have darkvision and tremorsense, so they have no need for light. They eat their food raw, and their claws are unsuitable for the delicate work of fire-building, so their caves are always dark. Anyone bringing light into the cave is easily spotted from a great distance. The umber hulks' tremorsense mean that even individuals traveling in complete darkness are easily detected by the creatures. Only by flying through the dark can intruders escape automatic detection; otherwise, the umber hulks are never surprised by anything moving around in their lair.

Slopes

The caves that make up the umber hulk lair consist of a sloped and terraced floor that rises and falls throughout the area. Crossing one of these areas where the ground rises or falls (shown as a slope line on the map) is the same as entering difficult terrain. It costs 2 squares of movement to enter a square of difficult terrain, and creatures cannot charge through such squares.

Flora and Fauna

As with the minotaur lair, the umber hulk caves have many patches of large subterranean mushrooms, lichen, and other strange plantlike creatures. No rothé graze on them. Instead, this place is home to several varieties of large insects, the largest being a flightless beetle about the size of a large cat. These insects are not aggressive toward any Small or larger creatures (most are fungus-eaters, with a few predators that eat other insects), though they might try to nibble on cloth, wool, or other soft, plant-based materials the PCs might be wearing or carrying. Many of these insects are blind, relying on tremorsense and touch to find food. Those that aren't blind tend to avoid lights. The umber hulks eat the largest of these creatures, supplementing their diet with creatures from the river and anything else that happens to wander along (as insectlike beings themselves, the umber hulks can go a long time between meals).

UMBER HULK AFTERMATH

When the PCs return with the crystallized skull of the umber hulk leader, Fidelio tells them that once he uses the three items to break his curse, they retain their magical nature, and the PCs should keep them as an additional reward for their help. He then transports them to the location of their

choice (either the arrival point on the Runestone Level or an area of their choice on Level 1 or Level 2, such as under the Yawning Portal Inn or to the Helmwatch).

After a short and simple ritual with the sword, cauldron, and skull, Fidelio's ghost form becomes solid as life is returned to him. He thanks the PCs and then humbly beseeches his god to take him out of Undermountain so he may begin to atone. He vanishes with a look of determination on his face.

What happens next depends on where the PCs asked Fidelio to transport them.

Transport to Level 1 or Level 2

The PCs can make their way to an exit or remain in Undermountain as they choose. If they don't do anything about the drow–doppelganger conflict, the underground war rages for another two to three weeks before the drow achieve a decisive victory. Then the dark elves can devote all their attention to learning how to use the runestone. With this power at its disposal, House Tanor'Thal becomes the most powerful faction in Skullport, eliminates or subsumes several rival groups, and uses its magic, agents, and new allies to begin infiltrating the city above.

The story doesn't end here, however. With Halaster's spells of warding gone, the Twisted Rune infiltrates Undermountain and takes over the drow faction, manipulating the dark elves like puppets. The lichs of the Twisted Rune have been doing things like this for centuries and are very good at it.

If the PCs wish to travel to the Runestone Level after resting, training, and buying more supplies at a camp or in the city above, they have no easy way to get there. They never found a direct connection to the level, and with Fidelio gone there is no one to simply transport them there. One obvious option is to contact the doppelgangers (such as those in the camp on Level 2) and ask them how to get to the Runestone Level. Although the doppelgangers initially deny knowing anything about such a place, determined PCs can eventually get them to admit it exists. If the PCs can convince the doppelgangers that they want to help eliminate the drow and turn over the site to the doppelgangers, they can strike a bargain, exchanging their help in this matter for goods and services. (Remember that the doppelgangers can use *detect thoughts* on the PCs to see if they're lying.)

The doppelgangers know that the runestone can create or charge magic items and are quite willing to promise a trustworthy party that they will trade them some of these items (the doppelgangers agree to this because they believe the benefits of owning the runestone greatly outweigh such a small price); approximately 8,000 gp worth of items for the whole party, though they originally offer 4,000 gp worth of items and are willing to go as high as 10,000 gp for tough negotiators.

If the PCs explain to the doppelgangers about the Twisted Rune, the shapeshifters become alarmed. As manipulators and deceivers, the doppelgangers have heard rumors about many groups that like to work behind the scenes. The one thing they consistently hear about the Twisted Rune is that the group has its hands in everything and is extremely powerful—so powerful that the doppelgangers have no information about who they are or where their lairs may be. Any individuals who get even remotely close to discovering that information turn up dead or simply vanish.

Although the doppelgangers cannot verify Fidelio's suspicions (he is gone by this point), they can read the PCs' thoughts and see that they actually believe what they are saying. If the doppelgangers were undecided about letting the PCs get to the Runestone Level, this information convinces them it is necessary; the doppelgangers and cloakmakers want to be independent of all the other power groups in Undermountain and Skullport, and they certainly don't want a group of ancient puppeteers taking over after they have worked so hard to achieve what they have accomplished.

One condition of any deal is that the PCs must be blindfolded during the trip so they can't use the doppelgangers' portal and double-cross them by trying to take over the runestone later. If the PCs agree to this, the doppelgangers take them to the entry point of the runestone chamber by a circuitous route, blindfolding them at key points and doubling back in several places, and using at least three portals along the way in order to confuse attempts to remember the path.

When the PCs reach the Runestone Level, the doppelgangers remove the blindfolds and point them in the right direction. They assure the PCs that they will be watching, both to see if the PCs try to betray them but also to aid them surreptitiously if things start to go bad. (This gives you a way to help the PCs if things start to go too badly for them—a hidden doppelganger shooting an enemy with crossbow bolts if the PCs are losing a battle, for example, or providing some other assistance if they desperately need it at the appropriate time.)

Transport to the Runestone Level

If the PCs asked Fidelio to transport them to the Runestone Level, they need to figure out what they want to do with the runestone. The doppelgangers instantly become aware of their presence there and watch what the PCs do. Although the doppelgangers are grateful for the PCs' assistance in freeing their kin, they want the runestone for themselves, and they don't trust the PCs to just hand it over to them for free. If the PCs explain the situation with the Twisted Rune to the doppelgangers, that helps them find common ground from which to proceed.

MINOTAUR FISHERS

Encounter Level 7

Use this tactical encounter with the room description on page 158.

The PCs arrive through the portal located in the eastern section of this cave. If they have no means of seeing, they initially have no way of knowing about the minotaurs fishing along the shore of the River Graymurk. The minotaurs have no such hindrance, and they become aware of the PCs well before the intruders move closer to the shore. The minotaurs pretend not to notice the PCs until the last possible moment. Then the three monsters leap up and spread out to surround the intruders. As they brandish their greataxes, one of the minotaurs growls in the Giant tongue. Read:

Three huge bull-men move to block your path. One of them stomps a heavy cloven hoof and growls, pointing the head of its greataxe at you as it stomps again.

MONSTERS

The three minotaurs are taking their turn fishing for the herd when the PCs arrive. Fighting smaller humanoids is much more entertaining than fishing, however, and the minotaurs are always looking for a break in their routine. They assume the PCs will provide at least a little bit of a challenge to spice up their day.

The lead minotaur addresses the PCs in the Giant tongue, which sounds like nothing more than threatening growls and roars to anyone who doesn't understand the language. If the PCs do understand Giant, they hear: "Pay up or we eat you!"

If the PCs understand the minotaurs and decide to negotiate, the minotaurs will play along for a few moments. They actually have some interest in large weapons, such as greataxes and greatswords. However, the minotaurs are too greedy, hungry, and bored to stick to any kind of peaceful settlement. The moment the PCs become distracted or if the PCs obviously can't communicate with them, the minotaurs get anxious and attack.

TACTICS

The minotaurs know they are stronger than the typical human, and that their size gives them a big advantage in grappling. One minotaur tries to grapple a weak-looking character and drag that character into the river to drown him or her, using his next turn to deal damage while his opponent struggles to breathe (the Large minotaur can easily hold its head above the water while its smaller opponent is submerged).

The other two minotaurs use their powerful charge ability to enter close combat, battering at the PCs until they or their opponents are dead. They prefer attacking weaker-looking targets, because they enjoy feeling superior.

GRAPPLING

Starting a grapple provokes an attack of opportunity. If the defender's attack of opportunity does damage to the minotaur, the grapple fails; otherwise the grapple proceeds. The minotaur makes a melee touch attack. If successful, the

3 MINOTAURS

CR 4

hp 39 each (6 HD)

CE Large monstrous humanoid

Init +0; **Senses** darkvision 60 ft., scent; Listen +7, Spot +7

Languages Giant

AC 14, touch 9, flat-footed —; natural cunning

Fort +6, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)

Melee greataxe +9/+4 (3d6+6/×3) and gore +4 (1d8+2)

Space 10 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +14

Atk Options Power Attack

Special Actions powerful charge 4d6+6

Combat Gear *Kyo crystal of cure moderate wounds* (see page 217)

Abilities Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8

Feats Great Fortitude, Power Attack, Track

Skills Intimidate +2, Listen +7, Search +2, Spot +7

Possessions combat gear plus greataxe, 50 gp worth of raw *Kyo crystals*, 70 gp

Natural Cunning (Ex) Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

Powerful Charge (Ex) A minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

minotaur and defender make opposed grapple checks. If the minotaur wins, the grapple is successful, and the grappler deals unarmed strike damage to the defender (1d4+4 points of nonlethal damage for a Large minotaur); ties go to the creature with the higher grapple check modifier. If it wins, the minotaur then moves into the target's square to maintain the grapple (this movement is free, doesn't count against the minotaur's movement for the round, and provokes attacks of opportunity for movement as normal except from the defender).

While grappling, the attacker and defender have no threatened area and lose their Dexterity bonus to AC (if any) against creatures not involved in the grapple. Likely actions for a grappling minotaur include:

Attack Opponent: The minotaur can make an attack with an unarmed strike, natural weapon, or light weapon against the grappled character. It takes a -4 penalty on such attacks.

Damage Opponent: While grappling, a minotaur can deal damage to its opponent equivalent to an unarmed strike. Make an opposed grapple check in place of an attack. If the minotaur wins, it deals nonlethal damage as normal for its unarmed strike (1d4+4 points). If the minotaur wants to deal lethal damage, it takes a -4 penalty on its grapple check.

Move: The minotaur can move half its speed (bringing all others engaged in the grapple with it) by winning an opposed grapple check. This requires a standard action, and it must beat all the other individual check results to move the grapple. The minotaur gets a +4 bonus on its grapple check to move a pinned opponent, but only if no one else is involved in the grapple.

Pin Opponent: The minotaur can hold its opponent immobile for 1 round by winning an opposed grapple check (made in place of an attack).

DROWNING

Any character can hold his breath for a number of rounds equal to twice his Constitution score. After this period of time, the character must make a successful DC 10 Constitution check every round in order to continue holding his breath. Each round, the DC increases by 1.

When the character finally fails a Constitution check, he begins to drown. In the first round, he falls unconscious (0 hp). In the following round, he drops to -1 hit points and is dying. In the third round, he drowns.

DEVELOPMENT

If the PCs defeat two of the minotaurs, the third minotaur decides to retreat from the battle to warn the rest of its herd. It uses a withdraw action to disengage from combat. If the PCs pursue it, however, it resumes fighting. In this case, the minotaur bellows loudly in each round as it tries to warn the herd about the intruders.

If the last minotaur survives more than 2 rounds from the time it starts bellowing a warning, two nearby minotaurs arrive to see what all the noise is about.

TREASURE

If the PCs defeat the minotaurs, they gain the possessions the monsters carry, including any *Kyo crystals of cure moderate wounds* the minotaurs didn't use during the battle. In addition, if the PCs examine the area and make a successful DC 15 Search check, they find a large sack the minotaurs dropped in the sand near the river. Inside the sack, the PCs find about a half-dozen fish and a +1 *buckler* that the minotaurs pulled from the river.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Three minotaurs (M) fish along the shore of the River Graymurk.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

River: The murky river reduces visibility to anyone within it; even with a strong light source someone can only see 5 feet in all directions. The current is slow, requiring only a DC 5 Swim check to maintain position or swim against the current. The floor of the riverbed drops 2 feet for every 5 feet of distance from the shore until it reaches its maximum depth of 20 feet.



Portal: This portal provides two-way travel from a number of locations, provided a character has the right key. An item made of adamantite, for example, opens the portal between here and the bottom of Belkram's Fall.

MINOTAUR MINERS

Encounter Level 8

Use this tactical encounter with the room description on page 160.

Three minotaurs are here mining glowing crystals and tending to a herd of rothé (subterranean cattle) when the PCs approach. Unless the PCs somehow announce their presence in a louder than normal way, the light of the chamber and the noise of the mining initially allows the PCs to get close without attracting the attention of the minotaurs. Read:

One minotaur tends to the cattlelike creatures wandering about in this cave, while two other minotaurs use picks and hammers to extract glowing crystals from the walls.

As soon as the PCs attack the minotaurs, or as soon as the minotaurs otherwise become aware of the PCs, read:

The minotaurs drop their tools and reach for nearby greataxes, snorting and bellowing what can only be an angry challenge.

TACTICS

The minotaur herding the rothe starts this encounter by stampeding the cattle (it has three near it that it can use in this manner). The other two minotaurs use their powerful charge to enter battle, then try to maneuver so they can flank as many opponents as possible (such as by one moving between two PCs and the other two using his position to flank those PCs). All of them know of the powers of the *Kyo crystals* they carry and use these magic items as appropriate.

The cattle in this herd are particularly aggressive. If any of them are injured, they flash angrily with *dancing lights* (which they use to communicate) and focus their attacks on the creature that caused the injury. They flee if reduced to 10 or fewer hit points; because some of the minotaurs' cattle are allowed to roam free, the appearance of panicked cattle does not cause any concern to other minotaurs, though any obvious injuries cause the minotaurs to send out patrols looking for the creatures responsible (use this as an excuse for a random encounter with a pair of minotaur scouts).

3 MINOTAURS

CR 4

hp 39 each (6 HD)

CE Large monstrous humanoid

Init +0; Senses darkvision 60 ft., scent; Listen +7, Spot +7
Languages Giant

AC 14, touch 9, flat-footed —; natural cunning

Fort +6, Ref +5, Will +5

Speed 30 ft. (6 squares)

Melee greataxe +9/+4 (3d6+6/×3) and
gore +4 (1d8+2)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +14

Atk Options Power Attack

Special Actions powerful charge 4d6+6

Combat Gear *Kyo crystal of cure moderate wounds* (see page 217)

Abilities Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8

Feats Great Fortitude, Power Attack, Track

Skills Intimidate +2, Listen +7, Search +2, Spot +7

Possessions combat gear plus greataxe, 120 gp worth of
raw *Kyo crystals*, 90 gp

Natural Cunning (Ex) Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

Powerful Charge (Ex) A minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

DEVELOPMENT

The minotaurs are only marginally interested in negotiating with the PCs, and only if the PCs speak their language. These minotaurs might be willing to accept a bribe, but only for the amusement of dealing with the strangers. Only their chief can actually grant safe passage through the lair, and the minotaurs here would rather take what the PCs have than trade for their items. Like the minotaurs on the shore, they are aggressive, greedy, hungry, and in need of a little entertainment. In their minds, the PCs provide the means for satisfying all of their urges—at least for a little while.

If two minotaurs are killed and the third is reduced to 20 hit points or fewer, he flees to the northwest and tries to warn the chief of the invaders. If he escapes, he becomes part of that encounter (see the next page).

If injured rothé escape from the cave, a pair of minotaurs arrive in 1d4+1 rounds to find the source of the injury. These minotaurs have the same statistics as the monsters the PCs have already met in the cave.

ROTHÉ STAMPEDE

If a minotaur herder stampedes the rothé, read:

The cattlelike creatures panic and begin to run toward you. Their thundering hooves and sharp horns appear to be quite capable of inflicting damage as the creatures swarm toward you.

The rothé charge in a solid wedge, running over anything in their way that is Medium or smaller. As the stampede passes through a square occupied by a PC, that character takes 2d4 points of damage for each rothé that makes up the stampede. If the minotaur stampedes the group of three rothé nearest where the PCs probably enter the cave, for example, each PC caught in the stampede takes 6d4 points of damage.

MINING CRYSTALS

If the minotaurs leave the chamber or are otherwise dealt with, PCs can attempt to mine crystals. It takes at least one hour to mine crystals from the walls; for each hour spent mining, a PC makes a DC 15 Wisdom check (or a Profession [miner] check if a character has ranks in that skill). A failed check indicates that no salvageable crystals are pulled from the rock for that hour of work. A success indicates that a crystal with a gold piece value equal to 2 + twice the amount by which the check beat the DC. For example, if a PC rolls a check result of 21, then the crystal mined in that hour is worth 14 gp.

TREASURE

If the PCs defeat the minotaurs in this chamber, they can loot the baskets of *Kyo crystals* that have already been mined. The minotaurs had a particularly good day; the basket contains a number of glowing crystals worth 150 gp.

The PCs can also acquire the *Kyo crystals of cure moderate wounds* that the minotaurs carry, provided that the monsters didn't use them to heal themselves during the battle.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Three minotaurs (M) tend to the cattle here as well as mine crystal from the walls of the cave. The cattle are creatures called rothé (R).

Illumination: The glowing crystals embedded in the cavern walls fill the chamber with a soft glow that provides shadowy illumination.

Kyo Crystals: The walls and ceiling of this large chamber are riddled with glowing *Kyo crystals*. If the PCs want to try to extract a few of these crystals for their own use, see the details above to determine the success of mining.

7 ROTHÉ

CR 2

hp 13 each (2 HD)

N Medium magical beast

Init +2; Senses darkvision 90 ft.; Listen +5, Spot +4

AC 13, touch 12, flat-footed 11

Immune mold and fungus

Resist cold 20

Fort +4, Ref +5, Will +0

Speed 30 ft. (6 squares)

Melee bite +2 (1d8) and
2 horns –3 each (1d3)

Space 5 ft.; Reach 5 ft.

Base Atk +2; Grp +2

Special Actions stampede

Spell-Like Abilities (CL 4th):

2/day—*dancing lights*

Abilities Str 10, Dex 14, Con 12, Int 1, Wis 11, Cha 9

Feats Alertness

Skills Listen +5, Spot +4

Dancing Lights (Sp) Twice per day, a rothé can use *dancing lights* to signal other members of the herd, conveying information about the presence of food, danger, and so on.

Stampede (Ex) Panicked rothé first attempt to break free of creatures who are harrying or herding them by outrunning them as a herd. If this is impossible, the rothé turn to face their opponents and charge in a solid wedge of packed flesh. They run over anything of their own size or smaller, dealing 2d4 points of damage for each rothé in the stampede.



MINOTAUR CHIEF

Encounter Level 8

Use this tactical encounter with the room description on page 160.

This chamber serves as the throne room for the chief of the minotaur herd, Ster Longhorn. It also happens to be where the majority of the herd sleeps on any given night. When the PCs approach this area, Ster and three minotaurs are present, relaxing around the throne and telling amusing stories of battle and bloodshed (at least, amusing to other minotaurs).

It will be hard for the PCs to sneak up on Ster and his companions. The cave is dark, so any light the PCs carry easily alerts the minotaurs to the presence of intruders. Also, there's a chance that the chief has been alerted to intruders in the lair by either a fisherman or miner (from encounter 5-1 or encounter 5-2), or one of his wandering scouts.

When Ster notices the PCs and they draw close, read:

The largest of the minotaurs you've seen in these caves leaps from a crudely carved throne as you approach. His broad shoulders and chest flex and ripple as he shakes his large horns menacingly. He stomps one cloven hoof with earth-shaking force, then roars a challenge that the other minotaurs echo with enthusiastic stomping of their own. Then the large minotaur speaks, using a broken version of Common: "My cave. My herd. Why Ster not kill you?"

MONSTERS

Ster is an impressive figure, with a barrel chest and intelligent, cruel eyes. He wears a necklace of *Kyo crystals*, and his horns are especially large and sharp. He is accompanied by three other minotaurs at all times. Any negotiations with the minotaurs here must go through him, and an attempt to strike a deal with anyone other than the chief is seen as an affront to his power. Affronts to Ster's power require him to kill the offender.

The minotaurs all fear and respect Ster. Any minotaur fighting in the same chamber as the chief gains a +1 morale bonus on attack rolls and damage rolls for as long as Ster is alive and fighting.

Although Ster is murderous and cruel, he is not stupid. PCs who treat Ster respectfully and offer suitable tribute can arrange for safe passage through his territory (though he might turn on them if he finds they killed members of his tribe), acquire news about the drow, or trade for supplies (the minotaurs have a good supply of fish and raw crystals).

STER LONGHORN, MINOTAUR CHIEF CR 4

hp 45 (6 HD)

CE Large monstrous humanoid

Init +0; **Senses** darkvision 60 ft., scent; Listen +11, Spot +11

Languages Giant, Common

AC 19, touch 13, flat-footed —; natural cunning

Fort +6, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)

Melee mwk greataxe +11/+6 (3d6+7/×3) and gore +5 (1d8+3)

Space 10 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +15

Atk Options Power Attack

Special Actions powerful charge 4d6+7

Combat Gear *Kyo crystal of cure light wounds*, 2 *Kyo crystals of cure serious wounds*, *Kyo crystal of mage armor* (already used and calculated into statistics), *Kyo crystal of mirror image*

Abilities Str 21, Dex 10, Con 15, Int 10, Wis 10, Cha 8

Feats Great Fortitude, Power Attack, Track

Skills Intimidate +3, Listen +11, Search +4, Spot +11

Possessions combat gear plus masterwork greataxe, 100 gp worth of raw *Kyo crystals*, 200 gp

These negotiations can be tricky. A character needs to offer at least 1,000 gp worth of gems or magic items, and preferably a magic greataxe or greatsword. Since Ster starts out with a hostile attitude, a PC must make a successful DC 25 Diplomacy check just to keep the conversation going and get a minimum of latitude from the chief (news about the drow or supplies). A successful DC 35 check is required to earn safe passage through the lair. The offer of an enchanted greataxe or greatsword provides a +5 circumstance bonus on the check.

If the PCs negotiate safe passage through minotaur territory, give each PC a story award of 500 XP.

TACTICS

If communications break down or the PCs attack, Ster selects one PC to engage in battle while his followers deal with the rest. Ster believes that he has to constantly prove his worthiness as chief, so he challenges the strongest-looking PC (but not necessarily the best armored) to battle one on one, speaking in broken Common and using obvious gestures to communicate this just in case the PC doesn't understand.

The other three minotaurs attack other PCs, because attacking Ster's opponent would imply their belief that the chief is too weak to deal with the intruder himself. Only if more than one PC attacks Ster do the other minotaurs help the chief in battle, since according to the minotaurs' simple code it is poor form for the PCs to interfere with the chief's challenge.

Ster uses Power Attack as much as possible against his opponent, since he is trying to inflict large and bloody wounds to demonstrate his prowess.

Ster knows what all his *Kyo crystals* do, but he holds off on using them until his opponent uses magic or items in the battle—he doesn't want to appear weak, but if his opponent "cheats" with magic, then it is fair for him to do so as well. (He does use his *mage armor* crystal prior to the start of combat, but he doesn't see this as cheating.) If the PCs demonstrate their "dishonor" by using magic against him, Ster first uses his *mirror image* crystal to create multiple images of himself. After that, as the situations warrants, he uses his *cure wounds* crystals to heal himself and keep on fighting.

The other minotaurs have no such restrictions, since they don't need to prove their status—if an opportunity comes along to use their crystals, they do so.

If the PCs kill Ster, all the other minotaurs here take a –1 morale penalty on attack rolls and damage rolls to reflect the loss of morale from the death of their chief. If this death occurs early in the fight or as the result of an impressive display of force, the minotaurs surrender to the PCs and offer the chief's personal treasure and safe passage through their territory in exchange for their lives.

3 MINOTAURS

CR 4

hp 39 each (6 HD)

CE Large monstrous humanoid

Init +0; Senses darkvision 60 ft., scent; Listen +7, Spot +7
Languages Giant

AC 14, touch 9, flat-footed —; natural cunning

Fort +6, Ref +5, Will +5

Speed 30 ft. (6 squares)

Melee greataxe +9/+4 (3d6+6/×3) and
gore +4 (1d8+2)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +14

Atk Options Power Attack

Special Actions powerful charge 4d6+6

Combat Gear *Kyo crystal of cure moderate wounds*, *Kyo crystal of mage armor*

Abilities Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8

Feats Great Fortitude, Power Attack, Track

Skills Intimidate +2, Listen +7, Search +2, Spot +7

Possessions combat gear plus greataxe, 70 gp worth of raw *Kyo crystals*, 100 gp

Natural Cunning (Ex) Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

Powerful Charge (Ex) A minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

DEVELOPMENT

If one of the minotaurs from tactical encounter 5-2 fled that battle, it comes here to warn the chief of the invaders and is present for the battle here. If alerted by this fleeing minotaur, the ones in this area are expecting trouble and use their *Kyo crystals of mage armor* in anticipation of battling the PCs; they attack when the PCs arrive.

CONCLUSION

If the PCs awe the minotaurs by killing Ster, accept the monsters' offer of treasure and safe passage, and allow the minotaurs to live, the minotaurs choose a new leader for themselves after the PCs leave and act suitably humbled when the PCs return. This behavior lasts for at least a few days, until their wounds have healed and their courage has come back. Then the minotaurs might feel up to the challenge of fighting the PCs again.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Three minotaurs (M) always accompany the minotaur chief, Ster (S).

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Throne: Chiseled from a large boulder, this throne appears like a crude seat from a larger-than-human creature.



MINOTAUR GUARDS

Encounter Level 9

Use this tactical encounter with the room description on page 160.

The minotaurs built a barrier on the north end of this cave to help them defend their territory against the drow. Even though they have an understanding with the dark elves, the minotaurs don't trust them. If the dark elves ever attack, the minotaurs plan to be ready.

Unfortunately for the minotaurs, the characters approach this area from the south, so the defenses don't help in a fight against the PCs.

MONSTERS

Four minotaurs stand guard in the northwest portion of this chamber, while five rothé wander around the center, grazing on moss and fungus. Though the minotaurs concentrate on watching the northwest passage, it isn't easy for the PCs to approach unobserved. When the minotaurs become aware of the intruders, read:

Four large humanoid with bull heads turn toward you. One frightens the cattlelike creatures in the area, causing them to stampede. Meanwhile, the other three heft their greataxes and prepare to charge.

ROTHÉ STAMPEDE

If a minotaur stampedes the rothe, read:

The cattlelike creatures panic and begin to run toward you. The thundering hooves and sharp horns appear to be quite capable of inflicting damage as the creatures swarm toward you.

The rothé charge in a solid wedge, running over anything in their way that is Medium or smaller. As the stampede passes through a square occupied by a PC, that character takes 2d4 points of damage for each rothé that makes up the stampede. If the minotaur stampedes the five rothé milling about this cave, for example, each PC caught in the stampede takes 10d4 points of damage.

After the first pass, roll 1d4. That number of rothé continue to flee, exiting the chamber through the southern passage. The remaining rothé turn around and charge back into the PCs, stampeding over them and any minotaurs they might be fighting for a second round of damage.

After the second pass, the remaining rothé, exhausted, wander among the combatants in a docile manner.

TACTICS

These minotaurs are ready for action from any side and have a "fight first, ask questions later" attitude. Their job is to protect the tribe from invaders, whether drow who have decided their alliance has come to an end or surface-dwellers who could have reached this place only by cutting their way through the rest of the tribe. The only reason they would not immediately attack the PCs is if the PCs are accompanied by other minotaurs from the tribe (for example, if the PCs defeated their chief and arranged for safe passage through the tribe's territory).

This room is always dark, so the minotaurs easily spot PCs if they approach with lights. One minotaur begins the battle by stampeding the herd of rothé here. Then they use their powerful charge ability to close the distance to the PCs (rothé in the way might prevent this).

The minotaurs fight to the death, since there is nowhere safe for them to go and they assume that if the PCs arrived from the south, the rest of the tribe has been killed or scattered.

The rothé in this cave stampede if provoked by one of the minotaurs. After making two passes, they become exhausted and wander through open squares between

4 MINOTAURS

CR 4

hp 39 each (6 HD)

CE Large monstrous humanoid

Init +0; Senses darkvision 60 ft., scent; Listen +7, Spot +7

Languages Giant

AC 14, touch 9, flat-footed —; natural cunning

Fort +6, Ref +5, Will +5

Speed 30 ft. (6 squares)

Melee greataxe +9/+4 (3d6+6/×3) and gore +4 (1d8+2)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +14

Atk Options Power Attack

Special Actions powerful charge 4d6+6

Combat Gear Kyo crystal of cure moderate wounds

Abilities Str 19, Dex 10, Con 15, Int 7, Wis 10, Cha 8

Feats Great Fortitude, Power Attack, Track

Skills Intimidate +2, Listen +7, Search +2, Spot +7

Possessions combat gear plus greataxe, 25 gp

Natural Cunning (Ex) Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

Powerful Charge (Ex) A minotaur typically begins a battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +9 attack bonus that deals 4d6+6 points of damage.

3 DROW GUARDS**CR 3**

hp 9 each (2 HD)

Drow fighter 1

CE Medium humanoid (elf)

Init +2; **Senses** darkvision 120 ft.; Listen +5, Spot +6**Languages** Common, Drow Sign Language, Elven, Undercommon**AC** 17, touch 12, flat-footed 15**Immune** magic *sleep* effects**SR** 13**Fort** +2, **Ref** +2, **Will** +0 (+2 against spells, spell-like abilities, and other enchantments)**Weakness** light blindness**Speed** 30 ft. (6 squares)**Melee** mwk rapier +6 (1d6+1/18–20)**Ranged** mwk hand crossbow +5 (1d4/19–20 plus poison)**Space** 5 ft.; **Reach** 5 ft.**Base Atk** +2; **Grp** +3**Atk Options** poison (drow sleep poison, Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)**Combat Gear** 3 doses of drow poison, *Kyo crystal of cure moderate wounds*, *Kyo crystal of mirror image***Spell-Like Abilities** (CL 2nd):1/day—*dancing lights*, *darkness*, *faerie fire***Abilities** Str 12, Dex 15, Con 9, Int 11, Wis 10, Cha 10**Feats** Blind-Fight^B, Weapon Finesse^B, Weapon Focus (rapier)**Skills** Listen +5, Search +2, Spot +6**Possessions** combat gear plus masterwork chain shirt, masterwork buckler, masterwork rapier, masterwork hand crossbow with 50 bolts, 10 gp**Light Blindness (Ex)** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks when in bright light.

various combatants, inadvertently interfering with charges, plans to flank, and so on.

If hurt (deliberately or accidentally, such as by an area attack), there is a 50% chance that a rothé runs to another part of the chamber and a 50% chance that it attacks the creature that hurt it, though this does not incite the rest of the herd to attack as well. If the opponent flees, the rothé does not pursue, choosing instead to wander over to others of its kind and continue grazing.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Four minotaurs (M) guard this chamber, which serves as a defensive position against the drow to the north. Five rothé (R) also wander around this chamber.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Barricade: The northwest exit from this cave has been blocked by a 4-foot-high barrier of piled rocks. The floor on the other side has been dug out to be a foot lower than this side, granting a +1 bonus due to higher ground for defenders attacking over the barrier.

5 ROTHÉ**CR 2**

hp 13 each (2 HD)

N Medium magical beast

Init +2; **Senses** darkvision 90 ft.; Listen +5, Spot +4**AC** 13, touch 12, flat-footed 11**Immune** mold and fungus**Resist** cold 20**Fort** +4, **Ref** +5, **Will** +0**Speed** 30 ft. (6 squares)**Melee** bite +2 (1d8) and

2 horns –3 each (1d3)

Space 5 ft.; **Reach** 5 ft.**Base Atk** +2; **Grp** +2**Special Actions** stampede**Spell-Like Abilities** (CL 4th):2/day—*dancing lights***Abilities** Str 10, Dex 14, Con 12, Int 1, Wis 11, Cha 9**Feats** Alertness**Skills** Listen +5, Spot +4

Dancing Lights (Sp) Twice per day, a rothé can use *dancing lights* to signal other members of the herd, conveying information about the presence of food, danger, and so on.

Stampede (Ex) Panicked rothé first attempt to break free of creatures who are harrying or herding them by outrunning them as a herd. If this is impossible, the rothé turn to face their opponents and charge in a solid wedge of packed flesh. They run over anything of their own size or smaller, dealing 2d4 points of damage for each rothé in the stampede.

DEVELOPMENT

If you want to make things even more interesting, or if you want to hint at the challenges to come, you can decide that a nearby drow patrol hears sounds of battle here and comes to investigate. In this case, the PCs must deal with the drow.

The drow start out ready to help the minotaurs, but at least one tries to escape to warn the drow priestess if the intruders prove to be too powerful to defeat.



FIDELIO'S SWORDSMAN

Encounter Level 10

Use this tactical encounter with the room description on page 162.

Fidelio transports the PCs to this chamber so that they can acquire an item known as the *waterlock sword*. The PCs arrive in the corridor outside the chamber, set up randomly in single file.

FI: POOL CORRIDOR

When the PCs arrive, read:

You appear in a hallway of smooth-mortared stone, 5 feet wide and 10 feet high. In one direction it splits off into several tunnels; in the other it opens into a circular room. The spirit of the haggard man looms nearby and addresses you again.

"Beyond that opening, a chamber with a pool of water waits for you. A helmed horror, a suit of armor animated by magic, guards the pool. Destroy the horror, bring me its sword, and I will return you to the minotaur lair. Refuse, and I shall send you to greater and greater dangers until you are all dead or the survivors agree to aid me."

DEVELOPMENT

Fidelio has no interest in explaining anything to the PCs at this time. He merely waits to see what they do. If the PCs advance north, he waits for them to return with the helmed horror's sword.

If the PCs refuse to help, go south, or attack him, Fidelio warns them once that crossing him is very dangerous. If they persist, he uses his powers to send them to dangerous places all over Undermountain until they agree to accomplish this task. See page 162 for details on Fidelio's punishments.

F2: ELEVATED POOL CHAMBER

When the PCs enter the circular chamber, read:

Four flickering braziers provide dim light beneath the vaulted ceiling of this chamber. A tall dais with narrow steps, rising 10 feet above the floor, fills most of the space. You hear the sounds of splashing water from atop the dais.

The helmed horror guarding the pool can't be seen from the vantage point of the entering PCs. The horror turns

HELMED HORROR

CR 8

hp 94 (13 HD)

N Medium construct

Init +6; Senses darkvision 60 ft.; Listen +15, Spot +15

Languages Common

AC 26, touch 15, flat-footed 24

Immune fireball, ice storm, lightning bolt, magic missile

Fort +6, Ref +6, Will +7

Speed 30 ft. (6 squares), air walk 30 ft. (6 squares)

Melee +1 water outsider bane greatsword +16/+11 (2d6+8/17–20)

Space 5 ft.; Reach 5 ft.

Base Atk +9; Grp +14

Abilities Str 20, Dex 15, Con —, Int 13, Wis 16, Cha 16

SQ air walk, see invisible, construct traits

Feats Great Fortitude, Improved Critical (greatsword), Improved Initiative, Toughness, Weapon Focus (greatsword)

Skills Diplomacy +5, Listen +15, Search +13, Sense Motive +15, Spot +15

Air Walk (Su) Helmed horrors can move through the air as if affected by an *air walk* spell (caster level 13th).

Rapid Repair (Ex) A helmed horror that rests for 1 full hour repairs 1 point of damage, so long as it has at least 1 hit point remaining. Rapid repair does not allow a helmed horror to regrow or reattach lost body parts.

See Invisible (Su) A helmed horror sees invisible creatures as if affected by a *see invisibility* spell.

hostile only if the PCs attack it or disturb the pool. When the PCs spot the helmed horror, read:

An intimidating figure dressed in ancient plate stands beside a pool of still water atop the dais. It clutches an ornate greatsword in its armored gauntlets. You notice that the water begins to ripple and then churn, growing more and more violent as you watch.

TACTICS

The helmed horror guards an elemental that is bound within the pool. To keep the elemental from escaping, the horror must plunge its sword into the pool once every hour to maintain the spell of binding that holds it in place. The PCs arrive near the end of the hour, and if the horror doesn't plunge its sword into the pool in 1d4+1 rounds thereafter, the elemental breaks free.

If the PCs climb the steps or take any kind of hostile action, the horror assumes they have come to free the elemental, and it attacks. After 1 round of combat, the horror remembers its task and turns away to plunge its sword into the pool. If the PCs prevent it from doing so, then they must deal with the elemental as well as the helmed horror in order to complete their quest for Fidelio.

ELDER WATER ELEMENTAL**CR 8**

hp 228 (24 HD); DR 10/—

N Huge elemental (water, extraplanar)

Init +6; Senses darkvision 60 ft.; Listen +29, Spot +29

Languages Aquan

AC 23, touch 14, flat-footed 17

Fort +19, Ref +16, Will +10

Speed 30 ft. (6 squares), swim 120 ft.

Melee 2 slams +25 each (2d10+9/19–20/)

Space 15 ft.; Reach 15 ft.

Base Atk +18; Grp +35

Atk Options Cleave, Great Cleave, Power Attack

Special Actions water mastery, drench

Abilities Str 28, Dex 22, Con 21, Int 10, Wis 11, Cha 11

SQ elemental traits

Feats Alertness, Cleave, Great Cleave, Improved Bull Rush, Improved Critical (slam), Improved Sunder, Iron Will, Lightning Reflexes, Power Attack

Skills Listen +29, Spot +29, Swim +17

Drench (Ex) The elemental's touch puts out torches, campfires, exposed lanterns, and other open flames of nonmagical origin if these are of Large size or smaller. The creature can dispel magical fire it touches as *dispel magic* (caster level 24th). Fortitude partial DC 22 partial.

Elemental Traits Immune to poison, sleep, paralysis, and stunning; not subject to critical hits or flanking; darkvision; cannot be raised or resurrected (though a wish or miracle spell can restore life).

Skills The elemental can move through water at its swim speed without making Swim checks, has +8 racial bonus on any Swim check to perform some special action or avoid a hazard (included), can always choose to take 10 on a Swim check, even if distracted or endangered, and can use the run action while swimming in a straight line.

Water Mastery (Ex) A water elemental gains a +1 bonus on attack rolls and damage rolls if both it and its opponent are touching water. If the opponent or the elemental is touching the ground, the elemental takes a –4 penalty on attack rolls and damage rolls. (These modifiers are not included in the statistics block.)

The elemental is a creature of rage and just wants to take out its pent-up aggression on someone. It attacks PCs and the helmed horror alike; select a random target each round for the elemental to strike at. It never strikes the same target 2 rounds in a row, however, preferring to spread its aggression around rather than concentrating on a single target.

SPECIAL EFFECT

If the PCs prevent the helmed horror from plunging its sword into the pool to maintain the spell of binding, read:

The churning pool suddenly erupts as a huge creature of water and rage explodes from the liquid depths. It roars, its bellow the sound of crashing waves, and it turns dark whirlpool eyes of spinning anger toward you. One watery appendage strikes out, drenching a brazier and plunging part of the chamber into shadow as the fire goes out.

CONCLUSION

After the PCs defeat the helmed horror, take its sword, and return to the corridor, Fidelio transports them back to the border area between the drow and minotaur territories. If the PCs leave without defeating the elemental, or if the elemental didn't escape while they were there and subsequently gets free after the binding spell fades in an hour's time, they later hear that a terrible creature of water and fury is rampaging through Undermountain and even threatening the city above. They might be called upon to return to destroy it, depending on how far and wide their fame spreads as a result of the conclusion of this adventure.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A helmed horror (H) stands guard before the pool atop the dais. The pool contains an elder water elemental that escapes from the pool 1d4+1 rounds after the PCs arrive, if the horror doesn't plunge its sword into the water to maintain the spell of binding.

Illumination: The four braziers provide shadowy illumination to see by.

Dais and Pool: The dais features narrow steps that climb 10 feet to a platform. A pool of water, 5 feet deep, rests atop the dais.



ANNIS AND OGRES

Encounter Level 9

Use this tactical encounter with the room description on page 162.

Fidelio transports the PCs to this chamber so that they can acquire an item known as *Gremma's cauldron*. The PCs arrive in the corridor outside the chamber, set up randomly in double file.

F3: HAG HALLWAY

When the PCs arrive, read:

Once again you appear in a hallway of smooth-mortared stone. Fidelio's ghost looms nearby and addresses you.

"Beyond the bend in the tunnel you will come upon an underground forest. Four ogres and a hag live here, killing and cooking—usually in that order—anyone who wanders by. The hag possesses a cauldron in which she concocts potions. Bring it to me. When you are done, I will return you to the drow compound."

If the PCs refuse to help, Fidelio uses his powers to send them to dangerous places all over Undermountain until they agree to accomplish this task. See page 162 for details on Fidelio's punishments.

F4: HAG FOREST

When the PCs enter the underground forest, read:

Soil and grass cover this large chamber's floor rather than stone, and trees grow throughout the area. No sunlight seems to bathe these trees, yet they live and thrive. Up ahead, the dying coals of a campfire barely shed light on a nearby pool of water.

This small underground forest serves as the lair of an annis hag named Gremma and the four ogres who follow her. The forest is maintained by the hag's magic. The ceiling rises 30 feet above the carpet of grass. Any plant-based spells operate normally within this area, but druids, rangers, and anyone else attuned to nature perceive an odd feeling here. The fruits and nuts that grow on the plants and trees are slightly "off" in some way, more meat than vegetable or fruit.

DEVELOPMENT

When the PCs enter the area, they notice the nearby ogres first. This delay gives Gremma time to use her *disguise self* spell-like ability to drape herself in the shape of an ogre.

FIRST VIEW

If the PCs spot the ogres first, read:

You see a pair of ogres poking at one of the misshapen trees. One makes a happy noise and plucks a strange fruit from one of the branches. The other grunts and keeps searching.

If the ogres spot the PCs first, read:

Two ogres step out of the cover of the trees and heft spear-sized javelins, sizing up the distance between you and them. They look hungry and hostile. This is confirmed when they toss the javelins directly at you and then duck back behind the trees.

TACTICS

The annis hag (in ogre form) and the ogres take an obscene pleasure in encountering adventurers from the city above. They like to play with their food before eating it, enjoying a bit of exercise before the feast begins.

The ogres would use very primitive tactics if it weren't for the annis hag's guidance. They have learned to stay close to the trees and use them for cover against ranged attacks. They let their enemies come to them (rather than charging heedlessly into battle), and they team up against the same opponent rather than each ogre taking on its own foe.

Gremma will use her potions on the ogres if doing so will benefit them in the battle. If not, she has no problem drinking the potions herself.

The two ogres closest to the annis hag receive direct instructions and can rely on her knowledge and experience. While the first two ogres do most of the gruntwork, she directs the two near her to hurl javelins, then fall back into the trees to drink a potion or receive other instructions. She might send these two ogres to melee with a rear-guard spellcaster, or create a *fog cloud* and have them wait in the center of it for the PCs to stumble across them.

The two ogres closest to Gremma receive a +1 morale bonus on attack rolls and damage rolls while the annis hag lives. This represents the benefit that her direct orders provide them in combat.

With her *fog cloud* ability, Gremma can eventually obscure most of the room. She has the ogres trained to retreat into the fog if they are injured so she can mend them with potions or surprise enemies who follow them in by attacking them herself.

GREMMA (ANNIS HAG)

CR 6

hp 45 (7 HD); DR 2/bludgeoning

CE Large monstrous humanoid

Init +1; Senses Listen +10, Spot +10

Languages Common, Giant

AC 20, touch 10, flat-footed 19

SR 19

Fort +6, Ref +6, Will +6

Speed 40 ft. (8 squares)

Melee 2 claws +13 each (1d6+7) and bite +8 (1d6+3)

Space 10 ft.; Reach 10 ft.

Base Atk +7; Grp +18

Special Actions improved grab, rake 1d6+7, rend (2d6+10)

Combat Gear *potion of barkskin* (+2), *potion of blur*, 2 *potions of cure light wounds*, 2 *potions of cure moderate wounds*, *potion of fly*, *potion of invisibility*

Spell-Like Abilities (CL 8th):

3/day—*disguise self*, *fog cloud*

Abilities Str 25, Dex 12, Con 14, Int 13, Wis 13, Cha 10

Feats Alertness, Blind-Fight, Great Fortitude

Skills Bluff +8, Diplomacy +4, Hide +3, Intimidate +2, Listen +10, Sleight of Hand +3, Spot +10

Possessions combat gear plus Gremma's cauldron (see page 217).

Improved Grab (Ex) If Gremma hits a target of her size or smaller with her claw attack, she deals normal damage and attempts to start a grapple as a free action without provoking attacks of opportunity. She has the option to conduct the grapple normally, or simply use her claw. Each successful grapple check she makes during successive rounds automatically deals claw damage, in addition to constriction damage if it has that ability.

Rake (Ex) Gremma can rake with her foot-claws (+13 melee, 1d6+7) if she starts her turn grappling her opponent. She can attack her grappled opponent with her hand-claws at no penalty.

Rend (Ex) If Gremma hits with two claw attacks, she latches onto her opponent's body and tears the flesh. This attack automatically deals an extra 2d6+10 points of damage.

4 OGRES

CR 3

hp 29 each (4 HD)

CE Large giant

Init -1; Senses darkvision 60 ft., low-light vision; Listen +2, Spot +2

Languages Giant

AC 16, touch 8, flat-footed 17

Fort +6, Ref +0, Will +1

Speed 30 ft. (6 squares)

Melee greatclub +8 (2d8+7)

Ranged javelin +1 (1d8+5)

Space 10 ft.; Reach 10 ft.

Base Atk +3; Grp +12

Abilities Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7

Feats Toughness, Weapon Focus (greatclub)

Skills Climb +5, Listen +2, Spot +2

Possessions hide armor, greatclub, 4 javelins

Gremma enjoys grappling her opponents and tearing them apart with her rake and rend abilities. She prefers attacking unarmored or lightly armored characters, since it is easier to get to the tasty, juicy bits on the inside.



TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Four ogres (O) and the annis hag (A) Gremma live in this forested cave.

Illumination: A fading cooking fire provides shadowy illumination for 15 feet. The rest of the chamber beyond this circle of dim light is dark.

Trees: The trees serve as blocking terrain for the PCs (they provide cover, and the PCs can't move through a square containing a tree). For the Large creatures, the squares containing trees count as difficult terrain (costs 2 squares of movement instead of one to enter).

Cooking Fire: A cauldron sits atop the cooking fire. This is Gremma's cauldron, the item that Fidelio sent the PCs to retrieve.

DEVELOPMENT

If Gremma survives the battle and the ogres fall, she tries to use a grappled character as a hostage. "Stay your weapons and let us talk," she says, holding her sharp claws to her hostage's neck. She is willing to leave the area and give up her cauldron if the PCs swear to let her go free.

CONCLUSION

Once the monsters are dead, the PCs can claim the magic cauldron and take it out of the room to Fidelio. The ghost transports them back to the drow compound.

If the PCs were able to sneak into the annis hag's camp and steal the cauldron, once they return it to Fidelio he transports them away.

LURKING GUARDIAN

Encounter Level 7

Use this tactical encounter with the room description on page 162.

Fidelio transports the PCs to the shore of the River Graymirk, near the entrance to a series of caves that serve as an umber hulk lair. Here, they must defeat the umber hulk leader and acquire its skull, an item known as the crystal helm.

FIDELIO'S LAST INSTRUCTIONS

When the PCs are ready to press on, Fidelio gives them details on the last item he requires them to collect. Read:

"The northeastern cave leads to the umber hulk lair. The leader of these umber hulks has a skull made of crystal. The leader will be easy to spot, as pieces of this crystal grow out of its head like horns. Somehow this crystal-mutation has given the creature mental powers and superior cunning. Kill this creature, bring me its crystallized skull, and your service to me will be concluded."

FIRST VIEW

An umber hulk rests just inside the wall near the entrance to the lair. As the PCs approach the lair, the creature's tremorsense alerts it to their presence. Once the creature awakens, it immediately moves through the stone to attack the PCs and prevent them from invading the lair.

Any PC who makes a successful DC 20 Listen check hears the creature burrowing through the wall, like the sound of stone grinding against stone. A success indicates that a PC can act in the surprise round that's about to take place. A failure indicates that a PC is caught by surprise when the monster erupts from the wall. Read:

The faint sound of stone grinding on stone suddenly grows louder. The wall explodes, scattering dust and rock. A strange, hulking creature with a pair of insectlike mandibles and wicked claws emerges from the wall, chittering a challenge. Armor plates encase the creature's misshapen body, and it fixes the gaze of its huge compound eyes upon you.

Roll initiative. The umber hulk and any PCs who succeeded on the Listen check can act in the surprise round. After that, the combat plays out as the umber hulk seeks to destroy or drive off the intruders.

UMBER HULK

CR 7
hp 71 (8 HD)

CE Large aberration

Init +1; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +11, Spot +0

Languages Terran

AC 18, touch 10, flat-footed 17

Fort +8, **Ref** +3, **Will** +6

Speed 20 ft. (4 squares), burrow 20 ft.

Melee 2 claws +11 each (2d4+6) and bite +9 (2d8+3)

Space 10 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +16

Atk Options confusing gaze

Abilities Str 23, Dex 13, Con 19, Int 11, Wis 11, Cha 13

Feats Great Fortitude, Multiattack, Toughness

Skills Climb +12, Jump +5, Listen +11

Confusing Gaze (Su) Confusion as the spell, 30 feet, caster level 8th, Will DC 15 negates.

TACTICS

The tactics employed by the umber hulk in this encounter depend largely upon the composition of the party. Though the creature might appear to be unintelligent at first glance, it is highly intelligent and can employ tactics that are quite cunning.

This creature identifies the party spellcaster and seeks to render that character unconscious. If it accomplishes that goal, it grabs the unconscious PC and dives back into the passage wall. It leaves the PC imbedded in the stone where he or she is likely to suffocate, then returns to fight the remainder of the group. Sometimes this tactic has the effect of splitting the party, as half the group works to free their imbedded ally while the others continue to face the umber hulk's onslaught.

Against PCs who primarily employ ranged attacks, the umber hulk burrows through the walls and floor to get close to those PCs, preventing them from using their ability to damage the creature at a distance. This potentially allows the umber hulk to surprise them yet again as it bursts upon their position (Listen DC 20 to avoid surprise).

The umber hulk relies upon its gaze attack to disrupt the efforts of melee combatants. It attacks such characters while they are under its confusion effect. When dealing with melee fighters who are resistant to this effect, or who have successfully saved one or more times, the umber hulk uses hit-and-run tactics. It spends any given round stepping into or out of the walls to attack, using this technique to avoid attacks and gain the advantage of surprise over and over. It never enters and emerges from the walls or floor at the same location, so the PCs are never quite sure from which direction the next attack will come.

DEVELOPMENT

Other umber hulks in the lair quickly become aware of the PCs' presence due to their tremorsense, but they do not come to the assistance of the lone guard at the entryway. They instead observe the encounter from a distance, gauging the strength and tactics of the PCs. PCs who make a successful DC 30 Spot check notice the other umber hulks observing the combat from vantage points partially inside the walls. The umber hulks observe the battle from at least 60 feet away, and if it appears as though they are noticed, they quickly retreat.

CONCLUSION

If the PCs defeat the umber hulk, they can proceed farther into the lair. This first battle should make it clear that the creatures within are dangerous. If the PCs cannot defeat the umber hulk, it attempts to kill them all, even chasing them out of the area if they flee.

If any PCs are buried in the stone walls of the passage, their exact location can be determined with a DC 25 Search check.

BURIED ALIVE

If any PC is taken into the stone to be buried alive by an umber hulk, that character can breathe comfortably for 1 hour before beginning to suffocate. After that, the character takes 1d6 points of nonlethal damage every 15 minutes. When a character falls unconscious from this nonlethal damage, he or she drops to -1 hit point and is dying. In the next round, she suffocates and dies within the stone.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: An umber hulk (U) lurks within the wall near the entrance to the lair.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Steeply Sloped Passages: The floor of these caves rises and falls in an uneven pattern, making it hard to navigate. Crossing any slope line on the map is the same as entering a square that contains difficult terrain (2 squares of movement instead of 1). A creature can't charge up or down a slope. Due to its familiarity with the caves, the umber hulk is not affected by these restrictions.



BAIT THE TRAP

Encounter Level 9

Use this tactical encounter with the room description on page 162.

This encounter takes place when the PCs reach the central chambers of the umber hulk caves, whether they enter the eastern or western chamber first. Here, a pair of umber hulks has put together an insidious trap to lure unwary creatures that invade the area and manage to get as far as the middle tunnels of the lair.

THE TRAP

An example of the twisted nature of the intelligence of the umber hulks is apparent in this encounter. The umber hulks have dressed a humanoid skeleton (not undead) in breeches and boots. They have strung the bones together with rope and have buried the skeleton halfway into one wall, leaving just enough space to give them sufficient slack to pull slightly on the ropes that keep the legs intact. When pulled, the legs jerk back and forth to simulate a living adventurer struggling to free itself from the side of the stone wall. Hiding within the walls of the passage, one of the umber hulks pulls on the ropes to effectively “animate” the legs and lure the PCs into a position that is less than tactically advantageous.

The second umber hulk hides inside the passage, peering out at the PCs as they arrive. It attacks at the best possible moment. PCs who make a DC 30 Spot check notice the wall as it “blinks” at them. Otherwise, the umber hulks gain a surprise round as they spring from the stone walls to attack the PCs unaware.

When the PCs approach the central wall and first notice the legs sticking out of the stone, read:

Up ahead, you notice that a pair of human legs jut from the wall of the passage. The booted legs twitch and kick, and it appears that another unwary traveler has fallen victim to the creatures that make their home in these caves.

The square directly in front of the skeleton lure contains a camouflaged pit. The first PC to move to investigate the twitching legs must make a DC 20 Reflex save or fall into the pit. The pit is 10 feet deep, and the fall deals 1d6 points of damage. Since the pit is only 5 feet wide, a relatively simple DC 10 Climb check allows a fallen character to extract himself.

As soon as a PC falls into the pit or otherwise gets close enough to examine the twitching legs, the umber hulks emerge from the wall to attack. They gain a surprise round

2 UMBER HULKS

CR 7

hp 71 each (8 HD)

CE Large aberration

Init +1; Senses darkvision 60 ft., tremorsense 60 ft.; Listen +11, Spot +0

Languages Terran

AC 18, touch 10, flat-footed 17

Fort +8, Ref +3, Will +6

Speed 20 ft. (4 squares), burrow 20 ft.

Melee 2 claws +11 each (2d4+6) and bite +9 (2d8+3)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +16

Atk Options confusing gaze

Abilities Str 23, Dex 13, Con 19, Int 11, Wis 11, Cha 13

Feats Great Fortitude, Multiattack, Toughness

Skills Climb +12, Jump +5, Listen +11

Confusing Gaze (Su) *Confusion* as the spell, 30 feet, caster level 8th, Will DC 15 negates.

unless a PC noticed them watching from inside the wall (see above). Read:

The legs jutting from the wall go limp just as the sides of the cavern explode outward in a shower of dust and rubble. A pair of the strange hulking creatures emerges from the stone walls to attack.

TACTICS

This pair of umber hulks works in tandem, using flanks, teaming up against the same opponent, and coordinating their hit-and-run maneuvers to gain the best advantage. They use their gaze attacks upon emerging, hoping to confuse as many of the invaders as possible. Then they strike fast and hard, hoping to take down one or more of the confused intruders before the rest of the invaders can rally.

If the gaze attempts fail, the umber hulks immediately switch to hit-and-run tactics. In any given round, one umber hulk attacks the PCs while the other burrows into the wall or floor. It emerges in the following round from a new location, surprising any PC who doesn't make a DC 25 Listen check (the check is harder due to the noise made by the fight with the other umber hulk). When it emerges, the other umber hulk disengages and enters the wall or floor. The pair continues this pattern for a number of rounds, trying to keep the PCs off balance as they press the attack.

DEVELOPMENT

Despite the fact that the psi-hulk (see the next encounter) is now aware of the PCs' presence, the creature does not come to the assistance of its constituents as they battle the intruders. Instead, the leader hangs back some distance, hoping that the other umber hulks manage to soak up as much of the party's resources as they can so that when it begins its own attack on the intruders, victory will be a sure thing.

The leader attempts to observe this encounter from a distance, gauging the strength and tactics of the PCs. PCs who make a DC 30 Spot check can notice the psi-hulk observing their combat, seeing the wall "blink" at them. The psi-hulk observes the battle from at least 60 feet away, and if it appears as though it has been noticed, the creature quickly retreats.

CONCLUSION

If the PCs manage to defeat the umber hulks in this encounter, it won't be long before the psi-hulk turns up in an attempt to finish them off. Once combat ends, the PCs have 1 minute before the umber hulk leader appears. If the PCs cannot defeat the umber hulks, the umber hulks attempt to kill them, chasing them out of the area if they flee.

If any PCs are buried in the stone walls of the passage, their exact location can be determined with a DC 25 Search check.

BURIED ALIVE

If any PC is taken into the stone to be buried alive by an umber hulk, that character can breathe comfortably for 1 hour before beginning to suffocate. After that, the character takes 1d6 points of nonlethal damage every 15 minutes. When a character falls unconscious from this nonlethal damage, he or she drops to -1 hit point and is dying. In the next round, she suffocates and dies within the stone.



TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Two umber hulks (U) wait within the wall to surprise the PCs when they pass by.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Bait and Trap: Place the twitching legs and the pit trap anywhere along the wall where the umber hulks are hiding, on the side on the wall facing the approaching PCs.

Steeply Sloped Passages: The floor of these caves rises and falls in an uneven pattern, making it hard to navigate. Crossing any slope line on the map is the same as entering a square that contains difficult terrain (2 squares of movement instead of 1). A creature can't charge up or down a slope. Due to their familiarity with the caves, the umber hulks are not affected by these restrictions.

PSI-HULK

Encounter Level 9

Use this tactical encounter with the room description on page 162.

After the encounter with the pair of umber hulks ends, the umber hulk leader doesn't give the PCs long to rest and recover. One minute after the last of the umber hulks from encounter 5-8 fall, the umber hulk leader (also known as a psi-hulk) moves to attack.

Whether the PCs are standing still and recovering, pressing on deeper into the caves, or leaving to regain spells and hit points before finishing their quest, the psi-hulk prepares to attack. It begins the encounter in the location shown on the map, then starts to move toward the PCs. It burrows under the floor, trying to surprise them.

As the psi-hulk approaches, allow the PCs to attempt DC 25 Listen checks. Success indicates that a given PC hears the grating sound of shifting stone and is ready for the creature. Failure indicates that a given PC is surprised when the psi-hulk emerges to attack.

When the psi-hulk reaches the PCs, read:

The cavern passage around you shakes and vibrates, and the sound of grating stone grows louder and louder. Like in an earthquake, the passage rumbles and the floor beneath you breaks away. As you fall, you see another of the terrible hulking creatures emerge from the solid rock. This one's head appears larger, with knobby crystalline growths jutting like a crown of horns from its skull. A hum of energy surrounds the creature, the sound of which makes your bones vibrate painfully.

The psi-hulk begins the battle by creating a pit beneath the PCs. Any PC who doesn't make a DC 20 Reflex save falls 10 feet to the bottom of the pit and takes 1d6 points of falling damage. Any characters who succeed leap to safer ground. The psi-hulk attacks the nearest surprised PC to start the combat.

PSIONIC MONSTER

The psi-hulk has psionic abilities due to the strange mutation its skull has undergone. It begins combat having already manifested its *inertial armor*, *vigor*, and *biofeedback* powers (reflected in its statistics block). This means that the creature has only 3 power points remaining for the rest of the battle. It plans to use these to perform a *psionic lion's charge* at the first opportunity. The creature also begins combat psionically focused. The *Expanded Psionics Handbook* provides more information, but the details here should be enough to run this encounter.

PSI-HULK

CR 9

hp 113 (12 HD); DR 2/—

Umbra hulk psychic warrior^{EPH} 4

CE Large aberration

Init +1; Senses darkvision 60 ft., tremorsense 60 ft., Listen +13, Spot +2

Languages Terran

AC 22, touch 10, flat-footed 21

Fort +11, Ref +4, Will +9

Speed 20 ft. (4 squares), burrow 20 ft.

Melee 2 claws +14 each (2d4+6) and bite +12 (2d8+3)

Space 10 ft.; Reach 10 ft.

Base Atk +9; Grp +19

Atk Options confusing gaze

Power Points/Day: 9 (6 used); Powers Known (ML 4th):

2nd—*psionic lion's charge*

1st—*biofeedback*, *inertial armor*, *vigor* (all already used and figured into the monster's statistics)

Abilities Str 23, Dex 13, Con 17, Int 11, Wis 15, Cha 15

Feats Great Fortitude, Greater Psionic Fist, Multiattack, Psionic Fist, Psionic Meditation, Skill Focus (Concentration), Toughness

Skills Climb +12, Concentration +14, Jump +5, Listen +13

Confusing Gaze (Su) *Confusion* as the spell, 30 feet, caster level 12th, Will DC 16 negates.

Psionic Lion's Charge (Su) The psi-hulk spends its 3 remaining power points to activate this ability. When the ability is activated, the creature gains the powerful charge of a lion. When it charges, it can make a full attack in the same round.

TACTICS

Far more confident in its strength and power than its followers are (or were), the psi-hulk never hesitates to press the attack. It starts out creating a pit beneath the PCs to disorient them and cause at least a little damage. Then it uses its gaze attack to confuse as many characters as possible. After the first salvo of battle, the psi-hulk burrows into a wall or the floor to gain enough distance to use its *psionic lion's charge* ability. Remember that this allows the psi-hulk to charge and make a full attack. In this same attack, it expends its psionic focus to use its Greater Psionic Fist feat and deal an extra 4d6 points of damage. In all cases, the psi-hulk attempts to put down each opponent as quickly and as brutally as possible to rapidly even out the odds.

After that, the psi-hulk uses a series of hit-and-run tactics to avoid damage and keep the PCs guessing. When it burrows into the stone, it takes the time to become psionically focused again before rushing out to renew its attack. It gains surprise when it emerges from the walls or floor unless the PCs make DC 20 Listen checks. The psi-hulk fights to the death, since it believes that it can never lose to the PCs.

CONCLUSION

If the PCs defeat the psi-hulk, a strange event takes place. Read:

As the umber hulk falls, the chitinous shell around its head breaks away, and the rest of its body crumbles to dust. In seconds, all that remains is the creature's crystal skull.

The PCs can now claim the *umber crystal helm* and return with it to Fidelio. If the PCs want to explore the rest of the umber hulk lair, let them. There is nothing remaining to threaten them within the caves and passages. If the PCs explore the high ledge near where the psi-hulk began this encounter, they can make DC 20 Search checks to find the lair's treasure.

In a mound of earth and stone, the psi-hulk collected the remains of various intruders that have wandered into their area in the past. Valuables here include pouches and purses containing a total of 345 gp, a masterwork broadsword, a +2 longsword, a ring of mind shielding, and a staff of healing.

PSIONIC FOCUS

The psi-hulk starts this encounter psionically focused. This allows it to make use of the Greater Psionic Fist feat. When the psi-hulk uses this feat, it expends its focus to make an attack that deals an additional 4d6 points of damage. If the psi-hulk manages to score a critical hit on such an attack, the additional damage is not multiplied.

The psi-hulk can become psionically focused again by making a DC 20 Concentration check; attempting this check while threatened provokes attacks of opportunity.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: The psi-hulk (P), leader of this lair of umber hulks, emerges from the north wall to deal with the creatures that have had the audacity to invade its domain.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Steeply Sloped Passages: The floor of these caves rises and falls in an uneven pattern, making it hard to navigate. Crossing any slope line on the map is the same as entering a square that contains difficult terrain (2 squares of movement instead of 1). A creature can't charge up or down a slope. Due to its familiarity with the caves, the psi-hulk is not affected by these restrictions.



DROW OUTPOST: KYORLAMSHIN

This area combines natural caves and hand-worked chambers. Now used as a temple, military post, and way station for slave trading by the drow city of Karsoluthiyl, it is firmly under the control of House Tanor'Thal of that city (see below). The drow have a well-traveled route from here to Skullport, and groups with goods travel in both directions at least once every week. The outpost is connected to the distant drow city by a series of portals that function only three days every month, so this outpost operates as a self-sufficient facility.

The drow of Kyorlamshin know there are two nonmagical ways to access their outpost. One is through the minotaur caves to the east; the other is through a secret passage leading to the Maze of Madness to the north. Since they have established a cautious peace with the minotaurs, they do not overly concern themselves with attacks from the east but are careful to watch the Maze (which is also the physical entry point their traders from Skullport use to access the outpost). Because the Maze is stocked with monsters (including more minotaurs) and magic traps, these drow know that anything approaching them from the north is either a trade-partner ally or someone very dangerous.

There are several key features to the outpost. Refer to the map at right when reviewing these details.

DOORS

There are few doors in the drow compound (the only one on the map is the door to area D3, but other storage rooms can have doors if you need them to). They are well-maintained good wooden doors (hardness 5, 15 hp). None of them are stuck, and few of them are locked (break DC 18 if locked).

DROW ARCHITECTURE

Although this place was created by Halaster, it has been fully adopted by the drow. They have made additions and modifications to the structure to make it more resemble a drow-built city. Walls are carved or painted with drow art and decorations. Columns are tapered and slender in the drow style, sometimes with false pillars or supports added just for appearance's sake. Anyone familiar with drow architecture immediately recognizes the drow influence here.

EXTRA ROOMS

There are many small rooms in the compound. Some are slave sleeping areas, domestic-use rooms such as kitchens and privies, or storage areas. A few are equipped with chains and barred from the outside—places to hold slaves on their way to Skullport or Karsoluthiyl. These rooms have little or nothing to do with the reason the PCs are here and have little of value that the PCs might want.

If the PCs are tired and need to rest, they can use one of these out-of-the-way rooms to rest up without being disturbed—for a while.

LIGHT

Though the drow have excellent darkvision, they like to decorate important things with permanent *faerie fire* effects to enhance their beauty. Most rooms in the outpost are dark, but some have permanent lights as noted in their descriptions.

LOLTH

House Tanor'Thal is firmly devout in its service to Lolth, the Spider Queen. Spider iconography is common in the outpost and on items carried by the drow, and any visiting drow not dressed similarly fall under immediate suspicion. Those who bear icons of other drow deities are considered enemies and are attacked immediately. Any surface elf is likewise attacked unless properly humbled (such as enslaved or obviously *charmed* or bound).

SLAVES

The drow keep approximately fifty goblin slaves in the compound. The slaves are broken in spirit (most were born slaves) and will not turn against the drow. If freed, they establish a petty hierarchy and take over the compound, though odds are they fall prey to the minotaurs or eventually to reinforcements from the drow city.

SPIDERS

Because of the influence of the Lolth priestesses, a large population of spiders lives in this area. Unless otherwise specified in an encounter description, all are harmless to Small or Medium creatures and usually flee if provoked. Because spiders are sacred to Lolth, anyone seen killing a spider (or leaving behind a trail of dead spiders) will be attacked by the resident drow.

WEBS

Most corners have natural spiderwebs, and some areas are clearly the lairs of larger spiders (such as the Small and Medium monstrous spiders mentioned in the random encounter section), though they might not be inhabited when the PCs arrive.

A few areas have permanent magic webs. These are sticky like a *web* spell, but rather than igniting when burned, they shrivel like wax, which neutralizes the adhesive effect. A successful dispelling attempt (against caster level 5th) destroys all webs in a 20-foot radius (a targeted or area *dispel magic* has the same effect). The drow and resident spiders are immune to the effects of these magic webs.

HOUSE TANOR'THAL

House Tanor'Thal is the dominant house of the drow city of Karsoluthiyl, hundreds of miles from the city above. Its matron mother, Haelra Tanor'Thal, is strict in controlling access to the portals connecting the city to the Undermountain outpost of Kyorlamshin, though she is under political pressure to let other houses use the portal system. This house



*Luk'Tharin's lair*

is also the strongest drow faction in Skullport, with Haelra's niece Kesra Tanor'Thal (CE female drow cleric 8/fighter 2) as its leader.

Because of its control over the portals, the house is responsible for most slaving involving the city, and most slaves in Skullport's households come from Tanor'Thal's activities. Among the house's significant rivals in Skullport are House Lysaen (also of Karsoluthiyl), the duergar faction (which controls the supply of rothé hides, meat, and steel blades), and the Dark Dagger (thieves, assassins, and a few priests who follow the patron god of drow males, shadows, and thievery).

CAPTURED!

If the PCs lose a battle to the minotaurs or the drow, there is no reason they have to die—let them get captured instead. After all, the minotaurs like fresh meat, and the drow like to sacrifice captives to the Spider Queen. This buys the PCs a little time to work out a plan and try to escape as they wait for their captors to retrieve them for some vile purpose.

If the PCs are in really bad shape after losing a battle—so bad that they have no chance to get out alive—Fidelio can portal them to a safe place to rest.

To keep this sort of rescue from encouraging the PCs to be reckless, penalize them in some way when he has to portal them—perhaps he can't grab some of their gear, leaving them underequipped and needing to raid their former captors in

order to get all their stuff back before they can continue with their mission.

RANDOM ENCOUNTERS

If the PCs wander outside the area shown on the map, they might encounter other monsters native to this level. These encounters serve to steer the PCs back toward the tactical encounters for this area and to provide additional experience points if the PCs fall short.

The monsters on this list can also be used to populate the areas between here and Belkram's Fall to give the sense that Undermountain is a living and busy place rather than mostly empty. These "traveling encounters" do not have to be dangerous, since the goal is to spice up the travel rather than steer the PCs back toward the main areas of the adventure.

Aranea (2) (EL 6): These spider shapeshifters, allies of house Tanor'Thal, are considered blessed by Lolth's holy power. They consider all unauthorized people in the outpost to be enemies and attack on sight. They may be in spider, drow, or hybrid form when encountered. For more information, see *Monster Manual* page 15.

CR 4; Medium magical beast; HD 3d10; hp 22; Init +6; Spd 50 ft., climb 25 ft.; AC 13, touch 12, flat-footed 11; Base Atk +3; Grp +3; Atk Bite +5 melee (1d6 plus poison) or Web +5 melee; SA Poison (Fort DC 13, 1d6 Str/2d6 Str), spells, web;

SQ Change shape, darkvision 60 ft., low-light vision; AL NE; SV Fort +5, Ref +5, Will +4; Str 11, Dex 15, Con 14, Int 14, Wis 13, Cha 14.

Skills and Feats: Climb +14, Concentration +8, Escape Artist +5, Jump +13, Listen +6, Spot +6; Improved Initiative, Iron Will, Weapon Finesse.

Drow Guards (2) (EL 5): As a military outpost, all drow here are armed and ready for trouble. If the PCs run into this patrol, use the statistics for 1st-level drow fighters on page 173. A drow patrol could (at your discretion) be accompanied by one or two araneas as well.

Fidelio: At some point, Fidelio returns and creates a portal to send the PCs to another location to retrieve an item for him. See page 162 for more details.

Medium Monstrous Spider (3) (EL 3): These trained spiders patrol the halls and attack anything not accompanied by a drow. For more information, see *Monster Manual* page 288.

CR 1; Medium vermin; HD 2d8; hp 11; Init +3; Spd 30 ft., climb 20 ft.; AC 14, touch 13, flat-footed 11; Base Atk +1; Grp +1; Atk Bite +4 melee (1d6 plus poison); SA Poison (Fort DC 12, 1d4 Str/1d4 Str), web; SQ Darkvision 60 ft., tremorsense, vermin traits; AL N; SV Fort +4, Ref +3, Will +0; Str 11, Dex 17, Con 12, Int —, Wis 10, Cha 2.

Skills and Feats: Climb +11, Hide +7, Jump +0, Listen +0, Spot +4; Weapon Finesse.

D1: GUARDPOST

This room has simple quarters for at least a dozen people, with a small bed and chest for each—though most of them appeared to be unused.

There are three different guardposts in the compound. The guards in these stations attack any strangers on sight—even drow—under the assumption that they're intruders, members of a rival house, or both (any guests of the compound are always escorted by a resident, so any person not in the presence of a recognized drow is assumed to be here without permission).

Tactical Encounter: 5–10, Drow Guardpost (page 194).

D2: DROW PRIESTESSES

This tall ovoid room is decorated with small statues and icons of spiders and beautiful drow women. Thick webs coat the walls, and webs strung from narrow pillars create areas of privacy within the larger room. Two drow females in armor are here, and they look very unhappy to be disturbed.

There are two areas marked D2 on the map. The narrow pillars are recent additions by the drow, built as anchor points for the magic webs that stick to the walls and create the smaller partitions. The ceiling is 15 feet high at the edges of the room, cresting to 20 feet high at the center.

Tactical Encounter: 5–11, Drow Priestesses (page 196).

D3: HIGH PRIESTESS

The door to this room is locked with an average lock (Open Lock DC 25). When the PCs open the door, a small bell chimes to alert the priestess who lives here.

This large room is set up like a spider's lair; webs cover the walls, ceiling, and parts of the floor. Cylindrical web tunnels lead off in different directions. Unidentifiable things wrapped in webbing are anchored in various places. Pale blue faerie fire glows from above the entryway and the faint smell of incense lingers here.

Tactical Encounter: 5–12, Priestess Luk'Tharin (page 198).

D4: SLAVE FARM

This large room is some kind of farm, with a dozen goblins tending giant mushrooms and other strange underground flora. A few heavily shackled, pale-skinned creatures work among the goblins. Four drow supervise the workers.

Tactical Encounter: 5–13, Drow Slavers (page 200).

D5: LOLTH TEMPLE

A huge statue of a giant spider looms out of the darkness of this chamber. To its left and right stand large statues of a beautiful drow woman in spider-themed clothing. All three glow with violet faerie fire.

This is a temple to Lolth. The large eastern statue is of Lolth in her drow-spider hybrid state; the other two are of her in full drow form. All three statues face west. There is nothing special about the statues other than the permanent faerie fire on them, which provides light equal to a candle.

Tactical Encounter: 5–14, Lolth Temple (page 202).

DROW ALLIANCE

If the PCs have reason to ally with the drow, you can alter this adventure so the PCs are helping the drow eliminate the doppelgangers instead of the other way around. Rather than creating entirely new sets of doppelganger statistics blocks, use the drow statistics presented in this chapter (perhaps the doppelgangers spend time in drow form to confuse their enemies in case of an attack). Rather than drawing a new map for the doppelganger lair, use the drow compound map, perhaps making a mirror image of it. Replace the araneas (from the random encounter section below) and the fiendish spider (from encounter 5–14) with cloaklers and a phasm, respectively. Rather than Lolth-themed encounters and decorations, perhaps the doppelgangers worship a god of shadows and thievery or a mind flayer god, and their lair is filled with solid shadow or psionic ectoplasm.

THE RUNESTONE LEVEL

Halaster was insane for a very long time, but he had occasional moments of clarity. During these times, he often experienced visions of a far-off doom. Sensing a runestone of natural power within Undermountain, in fits and starts between periods of madness and sanity, Halaster carved the runestone free and placed spells to focus and guide its energies. Realizing that his long bouts of madness would interfere with his progress, during one period of sanity Halaster carved coded instructions for himself within the site so that he could remember where he left off.

Slowly over the centuries, Halaster worked toward the completion of this project. Recently, he performed a great service for a goddess of magic. To reward him, she stabilized his mind, which allowed him to devote almost all of his time to his master spell.

A few months ago, however, something went terribly wrong. The Twisted Rune remotely interfered with the great spell Halaster was creating, causing it to misfire. Halaster died, but in his last moments of life he managed to link his memories to his soul and send it in fragments for hundreds of miles in each direction. These fragmentary memories were clues and compulsions to encourage people of skill and spirit to come to Undermountain and finish what Halaster started—to finish the great spell at the runestone.

The lichs of the Twisted Rune have not been idle, but they have been cautious despite their immortality. Halaster was insane, but deviously so, and the lichs suspect that he placed many magic traps in Undermountain specifically keyed to them and their agents. Initial forays into the dungeon after Halaster's death proved them right—their agents were incinerated or magically imprisoned, but the Rune's scrying finds that these wards are weakening. Once the wards fail, the Rune plans to swoop in, take control of the runestone, and use it to take over Undermountain, Skullport, and the city above.

The PCs are running out of time.

THE RUNESTONE

The runestone sits in an enormous cave with a hill in the middle. Glowing crystals jut from the top of the hill. The crystals actually extend deep within the hill, forming a huge mass of magically resonating material known as the runestone. Halaster carved small caves within the hill so he could shape key points on the crystal, and he used these caves to store the coded messages he left for himself. A spiral path climbs around the hill, passing each small cave and finally stopping near the top, where Halaster created a series of arcane controls—crystals, magic runes, and slots where he could insert magic items to steer the runestone's power.

The runestone and all its crystals radiate several kinds of magic (each piece of crystal radiates one type of magic, so there are many overlapping auras in any given area).

Because of Halaster's actions, the runestone constantly channels arcane energy, with excess power bleeding upward through the crystals at the top of the hill, usually discharging as noisy arcane blasts against the roof of the cavern. These

blasts have grown stronger in recent months, since Halaster has not been available to adjust the flow of magic, and part of the ceiling in the chamber has collapsed. If left unattended, the runestone will eventually bury itself completely, and the remaining power will disperse harmlessly.

GUARDIANS

Though he spent most of his time in a state of insanity, Halaster was never a fool. He created several guardians to watch over the runestone and prevent others from interfering with it, including flameskulls, elementals, and golems. Their behavior and vigilance have become erratic since the wizard's death, but they still pose a threat to anyone who visits the site. The drow occupying the site have learned how to time their movements to avoid these guardians, but their methods are not perfect and they are caught from time to time.

ACCESS

There is only one physical route to the Runestone Level, and it is blocked by one of Halaster's greatest traps—the *stasis shaft*, a vertical tunnel filled with pale white light. Anyone entering a *stasis shaft* levitates in place and is held in stasis indefinitely. Several of these traps dot the levels of Undermountain. This particular *stasis shaft* runs through several levels of Undermountain (usually with no horizontal access) and ends in midair in a small antechamber north of the runestone cave. Since nobody has been able to find a way to negate the shaft's magic long enough to pass through it, this physical route is effectively impassable (though creative PCs might climb into a *portable hole* or *bag of holding* and drop the item through the shaft, since the magic does not hinder objects, only creatures).

There are three portals leading to the northern antechamber of this level. The drow and doppelgangers each control one, though neither group knows of the third.

The drow portal is located in a chamber to the south of the Lolth Temple (see Encounter 5–14, page 202).

The doppelgangers' portal is located somewhere on Level 2 in the middle of their territory, disguised.

The third is left undefined so you may place it somewhere you find suitable for your campaign.

All three portals require rare and expensive (but reusable) keys. Select a key based on the needs of your campaign. Each faction only has one or two keys, limiting their access to the Runestone Level. All three portals are two-way, and using the key on the Runestone Level transports the creature to the appropriate portal elsewhere in Undermountain.

Fidelio has the power to transport creatures to and from the Runestone Level, likewise using the north antechamber as a destination. He does not know what keys operate the three portals, but he has seen drow and doppelgangers use this area, so he knows they must have the means to open it.

LIGHT

The crystals at the top of the hill radiate light, though each crystal fluctuates in brilliance. The net effect casts the entire chamber in shadowy illumination, which extends to the

northern antechamber and the northeast storage room. Though the crystals flash brighter when they discharge excess magical energy, this event occurs infrequently enough that it doesn't affect the overall illumination of the area.

RANDOM ENCOUNTERS

Unlike in most other parts of Undermountain, there are no roving monsters here looking for loot and a meal. The Runestone Level is effectively sealed from casual wanderers, and the only patrolling creatures here are the guardians created by Halaster.

CRYSTALS

The crystals within and on top of the hill are as strong as stone (hardness 8, 15 hit points per inch of thickness). For the purpose of this adventure, the great mass of crystals buried within the runestone hill is the equivalent of one thousand crystals, each with hardness 8, 150 hit points, and SR 20. If the PCs wish to destroy the runestone with brute force or by magic, they can do so, but it takes a long time. It is actually easier to destroy the runestone by manipulating its controls to create a self-destructive energy overload (see below).

NOISE

The power crystals at the top of the hill constantly crackle with energy and occasionally throw bolts of arcane fire and lightning toward the upper reaches of the cavern. The acoustics of the cavern cause this noise to permeate the entire space, equivalent to loud surf against a cliff, which imparts a –5 penalty to all Listen checks in the cavern.

ENERGY BOLTS

The crystals at the top of the hill crackle with dangerous energy. Though the PCs are safe if they stay on the ground or the spiral path up the hill, it is possible for them to climb to the top and walk among the crystals. Anyone who does so takes damage from either arcane fire (60%) or arcane lightning (40%) each round. Fire deals 2d6 points of fire damage

(Reflex DC 15 half). Lightning deals 4d6 points of damage (Reflex DC 15 half).

HALASTER'S SPIRIT

Because he died here, a fraction of Halaster's essence permeates this cavern. From time to time, this essence manifests as a ghostly image of Halaster, but sometimes it appears only as a fragment of a ghost such as a hand, head, or pair of feet. These images echo movements Halaster took in this area, walking, standing, flying, and so on, and usually ignore guardians and intruders alike. Occasionally the ghost images pause or turn as if they can sense the presence of other creatures. These visions are harmless and cannot be destroyed, though you can use them to provide needed hints along the way.



ARRIVAL

Whether the PCs allow Fidelio to send them to the Runestone Level, or they use one of the three portals or find a way to bypass the stasis shaft, they arrive in the northern antechamber of the runestone cavern. Read:

You arrive in a long cavern with a 30-foot ceiling. This cave connects with an even larger cave, from which emanates a dim, multicolored glow. The far cavern is noisy, as if loud waves are constantly crashing against cliffs, punctuated by an occasional clap of thunder. Directly above you, a 10-foot-diameter tunnel filled with pale white light extends upward. Humanoid figures far above float motionless in the light. A faint circle inscribed on the floor around you matches the size and placement of the ceiling tunnel.

The circle on the ground merely defines the edge of the portal and is not a danger to the PCs. Any creature that enters a *stasis shaft* is immediately *feble-minded*, placed in *temporal stasis*, and prevented from moving by *levitate* (no saving throw for all three effects). If removed from the area (which can be as simple as lassoing a victim and pulling), the levitation and stasis end but the *feble-minded* must be cured by the normal means. The nearest victim floats more than 100 feet above where the PCs appear.

This cave and all others on this level were shaped by magic rather than tools (mainly with *disintegrate* and *stone shape*); a DC 10 Craft (stonemasonry), Knowledge (architecture and engineering), Knowledge (dungeoneering), or Profession (miner) check allows a PC to realize this.

RUNESTONE CHAMBER

This huge cave is dominated by a rocky hill nearly 100 feet tall, capped with large glowing crystals. The crystals hum with arcane energy. A bolt of lightning arcs from one of the crystals to the ceiling, knocking loose a few pieces of stone. The light from the crystals faintly illuminates the area, providing enough light to see by but still leaving many shadows.

A spiral path winds its way around the hill, completing its looping course at least three times. You notice at least one cave along the path digging into the side of the hill. Flying green fireballs course through the air all around the hill. To the left is an entrance to a side cave. To the right is a pile of rubble below a jagged hole in the ceiling, one of several such collapsed areas you can see.

The path and the caves should be enough clues to point the PCs toward their destination, though they can explore the rubble or the side cave. The fireballs are flameskulls that are too small, fast, and distant to be identified as anything other than animate fire.

The ceiling in this cave is 140 feet at the center, tapering to about 120 feet at the edges. The holes in the ceiling were

caused by lightning, and the rubble below is debris from the blasts. There is nothing of interest in the piles of rubble.

The spiral path is nearly flat, climbing approximately 30 feet for each full course around the hill. The small cliffs dividing the different levels of the path are no more difficult to climb than a typical dungeon wall (DC 20). The flameskulls are on the lookout for climbing creatures, though they also attack creatures walking the path. See Encounter 5–17, Flameskull Patrol (page 208) for more information.

R1: STORAGE AND BEDCHAMBER

This cave looks like it was once a campsite; there are dozens of footprints in the light dust, the remnants of a small wood fire, and a large bed. Four large extensions off the main chamber hold crates and chests, many of which are broken open. The entire area appears to have been neglected for some time.

Halaster created this simple bedchamber and storage area for his use when he was working on the runestone. Always paranoid even when sane, he placed three guardian earth elementals here to watch over the supplies and guard him while he slept. Though the drow and doppelgangers have long since looted most of the supplies using hit-and-run tactics, the elementals remain bound here and attack any creatures who enter. The elementals wait just within the walls of the large cave using their earth glide ability, listening for activity, and moving to surround their opponents before charging any intruders.

Tactical Encounter: 5–15, Elemental Sentries (page 204).

R2: LORE CAVE

This cave is a rough oval shape, adorned with several large glowing crystals like the ones on the top of the hill. Several parts of the wall bear runes and symbols carved in rows. Four drow study the writing and the crystals. Four bedrolls and the cold remains of a campfire indicate they have been sleeping here.

There are four of these caves carved into the hill. Halaster used them to access buried portions of the runestone. Carvings on the wall are messages, written in Draconic and further obscured by custom symbols of his own devising. Halaster left these notes to remind himself of the progress he made between debilitating periods of madness. Three of the caves are occupied by drow from the compound; the fourth is unoccupied.

The four drow are researchers trying to decipher Halaster's code so they can activate the runestone. So far, they have met with little success. One of the four drow is actually an aranea in drow form. When they notice the PCs, they assume the intruders are surface dwellers (and thus must be destroyed to protect their interests here) or doppelgangers pretending to be surface dwellers (likewise, but even more so) and attack.

Tactical Encounter: 5–16, Drow Researchers (page 206).

R3: FLAMESKULLS

As the fireballs swoop closer, you see that they are actually flying skulls surrounded by green flames. Two of them fly nearby, swooping in patterns as if looking for something—or someone.

The flameskulls patrol the spiral path, attacking creatures once they are no longer on the ground level—creatures on the path have limited mobility, making it easy for the flameskulls to maintain a safe attack range. This means the PCs might pass the flameskull patrols one or more times without incident, leading them to believe the things are harmless.

Because the flameskulls' rejuvenation ability allows them to recover from most attempts to destroy them, the PCs might encounter the same group many times. However, the flameskulls are not programmed to hunt down those who destroyed them, so it is possible for the PCs to defeat them once, then hide in one of the lore caves without facing another attack from the undead creatures.

Tactical Encounter: 5–17, Flameskull Patrol (page 208).

R4: CRYSTAL CONTROL

The spiraling path comes to an end in a cave decorated with many small crystals and dozens of carved symbols. Among the carvings are several openings, some the width of a human thumb, some large enough to plunge a sword blade into, and others looking like they were designed to hold a ring or some other piece of jewelry.

Many of the crystals look like they can be pushed or turned in place, and all of them glow with arcane power. Chalked arrows and comments in Elven script indicate a few crystals in particular.

This is Halaster's control center for the runestone, which features a complex array of arcane devices and ongoing spells that manipulate and focus the runestone's power for various purposes. Using the control system effectively requires a clear understanding of arcane magic in general and the power of the runestone in particular. Although it is possible to push buttons until something happens, there is the risk of dangerous side effects to an unskilled user. The drow and doppelgangers are aware of the risks and chose to leave the controls alone until they have deciphered Halaster's notes. The control system radiates strong transmutation magic.

The chalked notes are written in Undercommon and are based on the drow's earliest experiments with the controls. "Tried this crystal with the blue spherical one," "Wand goes here?," and "Do not touch" are the only legible comments.

Halaster created a guardian to watch over the runestone controls—a stone golem made out of glowing crystal. In addition to normal golem abilities, it also can travel through earth and stone like an earth elemental, and it normally waits within the wall nearby. When creatures approach or use the control system, it becomes alert, but it does not emerge or attack unless the visitors try to damage the control system or cause a misfire when using the device (see below).

Tactical Encounter: 5–18, Runestone Pinnacle (page 210).



Drow guards with an aranea

USING THE RUNESTONE

To activate the runestone, a PC must manipulate the crystal controls and make a successful DC 30 Knowledge (arcana) check. Activating the runestone is a standard action that provokes attacks of opportunity. Roll d% and consult the table below to determine what happens.

If someone in the party uses *Yeldoan's cursed medallion* (see page 217) in an attempt to activate the runestone, that individual receives a bonus on the Knowledge (arcana) check as well as on the d% roll to determine what happens after the runestone is activated. See encounter 5–18, page 210, for further information.

Check Result	Misfire	Random Effect	Nothing Happens	Desired Effect
1	01–75	76–90	91–100	—
2–19	01–50	51–75	76–100	—
20–29	01–10	11–25	26–75	76–100
30+	—	01–10	11–25	26–100

Misfire: The runestone activates, and a randomly determined effect occurs. (Roll d20 and refer to the table below.) This outcome uses 1 charge in addition to the charge cost of the effect. If the random result is impossible, expend another charge and roll for another random effect. If that result is impossible, then treat this result as “nothing happens,” except that 2 charges are expended. If the effect is harmful, it always targets the user rather than another creature or object.

Random Effect: The runestone activates, and a randomly determined effect occurs. (Roll d20 and refer to the table below.) This outcome uses charges according to the cost of the effect. If the random effect is impossible, treat this result as “nothing happens,” and no charges are expended.

Nothing Happens: No effect occurs. No charges are expended.

Desired Effect: The runestone creates the effect the PC is trying to achieve (chosen from the table below that lists all the possible effects).

Magic items contain energies aligned to the arcane resonance of the runestone crystals. When placed within the control system, such objects give the user a bonus to checks made to activate the runestone (anywhere from +1 to +5, depending on the item). The item is not consumed when used in this manner; it functions as a focus does for a spellcaster. Up to three items can be used in this way at the same time. Weapons and rings provide a bonus equal to their enhancement bonus (a +1 *longsword* provides a +1 bonus, for example). Wands and other items without an obvious bonus provide a bonus based on the level of the arcane caster needed to create it, as follows: 1st–4th, +1; 5th–8th, +2; 9th–12th, +3; 13th–16th, +4; 17th or higher, +5.

The runestone has 1d20+30 charges remaining when the PCs arrive. It slowly bleeds magic over time without Halaster to attune and focus it, harmlessly losing 1 charge every day. As long as it has at least 1 charge remaining, it is still functional. Once its charges reach 0, it becomes inert with only the potential for great power (a master spellcaster such as

Halaster is needed to reactivate the runestone if this happens, and success is not guaranteed).

RUNESTONE POWERS

The runestone has the following powers, all of which function at caster level 10th. By default, a power takes effect on the user (or is centered on the user, if it is an area effect) unless

d20 Result

- 1 Add 100 gp worth of charges to a charged magic item placed within the controls¹
- 2 Add a +1 enhancement bonus to a nonmagical masterwork weapon (2 charges)
- 3 Cold blast (one target, 10d6 damage, 100 ft. range, Reflex DC 15 half, SR yes)
- 4 Create a *clasp of energy protection* augment crystal (2 charges) or a *crystal of energy assault* augment crystal (see page 216)
- 5 Create a temporary two-way portal from here to any portal destination within Undermountain (user's choice, portal is active for one round, 2 charges)
- 6 Drain 500 gp worth of charges from a charged magic item placed within the controls²
- 7 Electricity blast (one target, 10d6 damage, 100 ft. range, Reflex DC 15 half, SR yes)
- 8 Energy drain³ (2 charges)
- 9 *Ethereal jaunt* (2 charges)
- 10 Fire blast (one target, 10d6 damage, 100 ft. range, Reflex DC 15 half, SR yes)
- 11 *Fox's cunning*
- 12 *Heal* (2 charges)
- 13 *Mage armor*
- 14 *Mind blank* (2 charges)
- 15 *Mordenkainen's disjunction* on item placed within the controls⁴ (2 charges)
- 16 *Mordenkainen's private sanctum* (2 charges)
- 17 *Nondetection*
- 18 Open or close one portal within Undermountain (permanent until reversed with the runestone or dispelled, user's choice of portal)⁵
- 19 Self-destruct (5 charges)
- 20 Sense the location, destination, and key to all portals on one level of Undermountain (user's choice)

- 1: Any additional charges that would exceed the item's maximum possible number of charges are lost.
- 2: If a single charge is worth less than 500 gp, this power has no effect and no charge is expended.
- 3: For every four negative levels the target acquires with this effect, the runestone gains 1 charge.
- 4: For every 5,000 gp value of the magic item drained, the runestone gains 1 charge.
- 5: Once the PCs learn how to do this, they can use the runestone to bolster and stabilize the wards and traps that Halaster put in place to keep the Twisted Rune out of Undermountain. Doing this costs 25 charges. Once this is done, the runestone is no longer necessary for the stability of these defenses, and if the PCs destroy it, hand it over to someone else, or let it run out of charges, the Twisted Rune is still barred from entering any of the dungeon levels. The doom that Halaster was trying to prevent remains a mystery for some future adventure.

the user is attempting to direct the effect to another target. All effects drain 1 charge from the runestone unless otherwise specified; if the runestone has insufficient charges to activate the effect, treat the result as “nothing happens.”

RUNESTONE AFTERMATH

Once the PCs gain control of the runestone, the easiest options for them are to destroy it or turn it over to the drow or doppelgangers. If they hand it over to the drow, House TanorTM Thal begins to dominate Skullport and expands its territory within Undermountain. If they hand it over to the doppelgangers, the doppelgangers gain enough power to establish themselves as information brokers and traders in minor magic. If the PCs turn control of it over to another group (which may be a group in the city above or some other organization to which the PCs belong), each PC gets a story award of 500 XP.

If the PCs keep the runestone for their own use, they do not get a story award XP—the powers of the runestone are reward enough.

So, what was the doom that Halaster foresaw and tried so hard to defend against? We leave that mystery for DMs to determine, since they know best what might be a true and terrible threat for their campaign. Check out the upcoming *Elder Evils* supplement for ideas that may inspire a follow-up adventure to the events that took place in Undermountain.

THE TWISTED RUNE

Of course, with the drow out of the way, the Twisted Rune would love to use this moment to take control of the runestone. To this end, the lichs have focused their power and found a weak spot in the barriers that protect Undermountain from them. Not yet willing to send their strongest troops, they order a young vampire named Xedac and his pack of ghouls and ghosts to investigate. Fortunately for Xedac, the spell works, and he and his pack arrive safely.

When Xedac arrives, the encounter can take place anywhere on the Runestone Level. Given the size of the runestone cave and all the noise within that place, it might be several minutes between his arrival and when he actually meets the PCs.

Tactical Encounter: 5–19, Xedac's Zealots (page 212).

If the PCs destroy the runestone without repairing the wards, the magic protecting Undermountain eventually fails, and the Twisted Rune begins to infiltrate and take over the dungeon. This will take many years—but the lichs have nothing if not time.

This same thing happens if the PCs allow the drow or the doppelgangers to control the runestone. Eventually the wards fail, and the Twisted Rune begins to make its move. The only way to prevent this is for the PCs to turn over the runestone to officials in the city above, who then search for a wizard of Halaster's caliber to figure out how to best use the arcane power as it was intended to be used. Of course, the doom that so frightened Halaster remains a mystery—for now.



A crystalline golem guards the runestone

DROW GUARDPOST

Encounter Level 7

Use this tactical encounter with the room description on page 187.

This encounter occurs in one of several standard guardposts spread throughout the drow compound. Each location contains living space for the drow fighters charged with protecting the priestesses. Whenever the PCs approach one of these areas, use this encounter. Conversely, these are the same kind of drow that patrol the corridors of the compound, so this encounter might be used for such purposes as well.

DROW RELAXED

If the PCs can reach a guardpost without alerting the drow to their presence, then the drow are relaxed and lounging in the room. Read:

Four drow warriors lounge about the room. They notice you and leap to gather their weapons.

Remember that it will be difficult for the PCs to approach the drow guards unaware. Any strange noise or the presence of light instantly alerts the drow to unusual and potentially dangerous events taking place in the compound. Relaxed drow take a –2 penalty on initiative checks for this encounter.

DROW READY

If the PCs somehow allow the drow to learn of their presence in the compound, then the drow guards are alert and ready for battle. Read:

As soon as you turn the corner, you see two drow guards ahead of you, hand crossbows pointed in your direction. Multiple, constantly shifting duplicates surround each guard, making it hard to determine which figures are real and which are the product of drow magic.

TACTICS

The drow start combat by firing a volley of poisoned crossbow bolts at the intruders. Of course, this is their initial tactic if they start at range to the PCs. They target the toughest-looking fighters and spellcasters with these attacks, hoping to reduce the number of active combatants before melee begins.

Any drow that is engaged by a melee-using PC before he can act drops his crossbow and draws his rapier. After firing (or otherwise dropping) their hand crossbows, the drow guards switch to their rapiers to complete the battle up close and personal.

If the PCs are carrying lights or use *light* spells to blind the drow, the drow use their *darkness* spell-like ability to extinguish the light. If any PCs use *blur*, *invisibility*, or other effects that are negated by *faerie fire*, the drow use their *faerie fire* spell-like ability to mark these creatures and negate the advantage.

If the drow become aware of the approaching PCs before they arrive, all four of them use their *Kyo crystals of mirror image* to confuse the PCs. Because of the distraction of the mirror images and the two drow in the center of the room, PCs may not notice the other drow waiting to the side. The drow use this positioning and the confusion about how

4 DROW GUARDS

CR 3

hp 14 each (2 HD)

Male drow fighter 2

NE Medium humanoid (elf)

Init +2; **Senses** darkvision 120 ft.; Listen +5, Spot +6

Languages Common, Drow Sign Language, Elven, Undercommon

AC 17, touch 12, flat-footed 15

Immune magic *sleep* effects

SR 13

Fort +2, **Ref** +2, **Will** +0 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee mwk rapier +6 (1d6+1/18–20)

Ranged mwk hand crossbow +5 (1d4/19–20 plus poison)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** +3

Atk Options poison (drow sleep poison, Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)

Combat Gear 3 doses of drow poison, *Kyo crystal of cure moderate wounds*, *Kyo crystal of mirror image*

Spell-Like Abilities (CL 2nd):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 12, Dex 15, Con 9, Int 11, Wis 10, Cha 10

Feats Blind-Fight^B, Weapon Finesse^B, Weapon Focus (rapier)

Skills Listen +5, Search +2, Spot +6

Possessions combat gear plus masterwork chain shirt, masterwork buckler, masterwork rapier, masterwork hand crossbow with 50 bolts, 10 gp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks when in bright light.

2 LARGE MONSTROUS SPIDERS

CR 4

hp 22 each (4 HD)

N Large vermin

Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +4

Languages —

AC 14, touch 12, flat-footed 11

Fort +5, Ref +4, Will +1

Speed 30 ft. (6 squares), climb 20 ft.

Melee bite +4 (1d8+3 plus poison)

Ranged web +6 (entangle)

Space 10 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +9

Atk Options poison (Fort DC 13, 1d6 Str/1d6 Str), web

Abilities Str 15, Dex 17, Con 12, Int —, Wis 10, Cha 2

SQ vermin traits

Skills Climb +11, Hide +3, Jump +2, Listen +0, Spot +4

Web (Ex) This spider is a web-spinner, capable of throwing a web eight times per day. This is similar to an attack with a net, except it has a maximum range of 50 feet and a range increment of 10 feet. It is effective against targets up to one size category larger than the spider. A target hit by a web is entangled and must make a DC 13 Escape Artist or DC 17 Strength check to break free of the web.

3 MEDIUM MONSTROUS SPIDERS

CR 3

hp 11 each (2 HD)

N Medium vermin

Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +4

Languages —

AC 14, touch 13, flat-footed 11

Fort +4, Ref +3, Will +0

Speed 30 ft. (6 squares), climb 20 ft.

Melee bite +4 (1d6 plus poison)

Ranged web +4 (entangle)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +1

Atk Options poison (Fort DC 12, 1d4 Str/1d4 Str), web

Abilities Str 11, Dex 17, Con 12, Int —, Wis 10, Cha 2

SQ vermin traits

Feats Weapon Finesse

Skills Climb +11, Hide +7, Jump +0, Listen +0, Spot +4

Web (Ex) This spider is a web-spinner, capable of throwing a web eight times per day. This is similar to an attack with a net, except it has a maximum range of 50 feet and a range increment of 10 feet. It is effective against targets up to one size category larger than the spider. A target hit by a web is entangled and must make a DC 12 Escape Artist or DC 16 Strength check to break free of the web.

many of them are in the room to team up and attack one PC at a time, moving to flanking positions if at all possible.

These drow guards are trained to work together. They can bark short orders that carry extensive meaning (a three-word phrase might mean “cover this one and make sure he doesn’t cast any more spells”), and they use intelligent tactics such as flanking to whittle down their opponents.

DROW PATROL

These drow are the same as the drow patrols that constantly sweep through the compound. When you need a patrol to use as an encounter anywhere in the compound, or when

you want to send reinforcements to bolster defenses in a particular location, drow patrols can be rallied to arrive every 1d4+1 rounds until all of the possible drow guards have been exhausted. The compound contains four guards in each guardpost at any given time, as well as an additional twelve guards patrolling the compound in pairs.

A drow patrol consists of two 2nd-level drow fighters (as shown in this encounter) and either two Large monstrous spiders (40%) or three Medium monstrous spiders (60%). Statistics for the monstrous spiders are provided in this encounter presentation.

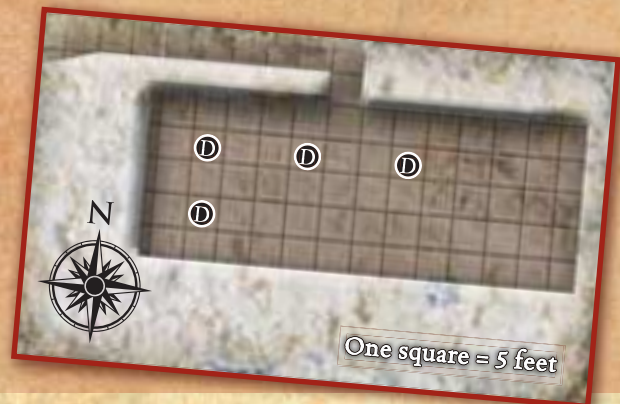
TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Four drow guards (D) are stationed here.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Spider Gong: A large metal gong hangs from a stand on the eastern side of the chamber. The gong, shaped like a spider in a web, can be struck to produce a disconcerting sound that echoes through the nearby corridors. If anyone strikes the gong, two additional drow guards and two Large monstrous spiders arrive in 1d4+1 rounds in answer to the alarm.



DROW PRIESTESSES

Encounter Level 8

Use this tactical encounter with the room description on page 187.

This is one of two large rooms subdivided into a large open area and two smaller bedrooms separated from the main area by web walls.

When the PCs approach this chamber, read:

Two female drow stand before a statue of the Spider Queen, and they grin evilly as they notice your approach.

TACTICS

Wards in the corridors leading up to this chamber alert the drow priestesses that creatures other than drow, aranea, or spiders are approaching. This gives each of them a chance to cast *spider climb* on herself and place a *glyph of warding* on the floor before the PCs arrive. Once combat begins, the priestesses follow this pattern:

Round 1: One of the clerics casts *summon swarm* (spider swarm) on an area occupied by a spellcaster PC, catching an additional character in the 10-foot space of the conjured swarm if possible. The other cleric casts *spiritual weapon* and sends it toward a melee-oriented character.

Round 2: The first cleric stops concentrating on the swarm (so its duration persists for only 2 more rounds) and casts *hold person* on the target of the *spiritual weapon*. The second cleric casts *silence* on the ground next to a PC spellcaster (preferably a cleric).

Round 3: The first cleric casts *suggestion* on a non-spellcasting PC who looks more like a rogue than a fighter, suggesting (in Common) that he or she “climb the web wall so you have a height advantage.” Since the web walls are sticky (see Tactical Map Details for information), the character will probably stick to it.

After round 3, the clerics try using *dispel magic* to disrupt ongoing PC spell effects, and *doom* and *command* to weaken and scatter the PCs. They might also switch roles (with the second cleric casting *summon swarm* and the first one casting *spiritual weapon*, for example). If a cleric is badly hurt, she either immediately casts *cure moderate wounds* on herself or casts *sanctuary* and then uses *cure* spells and her *Kyo crystal* on her next turns.

If the drow priestesses ever feel particularly threatened, one of them rushes over to strike the spider-shaped gong. This alarm draws a drow patrol (see the preceding encounter) in 1d4+1 rounds.

If the priestesses are aware of intruders in the compound, alternate tactics might be called for. In this case, the priestesses cast *spiritual weapon*, *summon swarm*, and

spider climb before the PCs arrive. They climb 20 feet up the web walls out of sight. When the PCs enter the apparently empty chamber, the *spiritual weapons* and conjured swarms soften up the PCs while the clerics hide in relative safety, casting *dispel magic* and *silence* (neither of which requires a focus or material components, and therefore can be cast by someone under the effect of a *spider climb* spell) on the PCs to annoy and confuse them. The priestesses emerge from hiding for a direct confrontation when their *spiritual weapon* spells end.

2 DROW PRIESTESSES

CR 6

hp 22 each (5 HD)

Female drow cleric 5

CE Medium humanoid (elf)

Init +5; **Senses** darkvision 120 ft.; Listen +9, Spot +8

Languages Common, Drow Sign Language, Elven, Undercommon

AC 17, touch 12, flat-footed 16

Immune magic sleep effects

SR 16

Fort +5, **Ref** +5, **Will** +8 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 20 ft. (4 squares)

Melee mwk dagger +3 (1d4–1/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +2

Special Actions rebuke or command spiders 6/day (+5, 2d6+8, 5th)

Combat Gear Kyo crystal of cure moderate wounds

Cleric Spells Prepared (CL 5th):

3rd—*dispel magic*, *inflict serious wounds* (DC 16), *suggestion*^D (DC 16)

2nd—*cure moderate wounds*, *hold person* (DC 15), *spiritual weapon* (dagger), *summon swarm*^D

1st—*command* (DC 14), *cure light wounds*, *doom* (DC 14), *sanctuary* (DC 14), *spider climb*^D

0—*cure minor wounds* (3), *detect magic*, *read magic*

D: Domain spell. Deity: Lolth. Domains: Drow, Spider.

Spell-Like Abilities (CL 5th):

1/day—*dancing lights*, *darkness*, *faerie fire*

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

Feats Combat Casting, Improved Initiative, Lightning Reflexes^B

Skills Climb –4, Concentration +8, Intimidate +5, Knowledge (religion) +8, Listen +9, Search +4, Spot +8

Possessions combat gear plus masterwork breastplate, masterwork dagger, ring of protection +1, cloak of resistance +1, 300 gp.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks when in bright light.

TREASURE

After the PCs defeat the drow clerics, they can examine the chamber. Three distinct locations around the room might be of interest to the characters. Remember that the *glyphs of warding* on the floor will still pose a danger if the PCs didn't set them off during the battle.

The statue of the Spider Queen on the west wall features a hidden drawer that the PCs can find with a DC 25 Search check. The drawer is trapped and locked (Open Lock DC 20). Inside the drawer, the PCs discover three scrolls of cleric spells, each containing three spells of a particular level. One scroll contains three 2nd-level spells, another contains three 3rd-level spells, and the third contains three 4th-level spells.

Inflict Light Wounds Trap: CR 2; magic device; touch trigger; automatic reset; spell effect (*inflict light wounds*, 5th-level cleric, 1d8+5, Will DC 14 half); Search DC 26; Disable Device DC 26.

SPIDER SWARM (SUMMONED)

CR 1

hp 9 (2 HD)

N Diminutive vermin (swarm)

Init +3; **Senses** darkvision 120 ft., tremorsense 30 ft.; Listen +4, Spot +4

AC 17, touch 17, flat-footed 14

Immune weapon damage

Fort +3, **Ref** +3, **Will** +0

Weakness fire attacks

A lit torch swung as an improvised weapon at a swarm deals 1d3 points of fire damage per hit. A weapon with a special ability such as flaming or frost deals its full energy damage with each hit, even if the weapon's normal damage can't affect the swarm. A lit lantern can be used as a thrown weapon, dealing 1d4 points of fire damage to all creatures in squares adjacent to where it breaks.

Speed 20 ft. (4 squares), climb 20 ft. (4 squares)

Melee swarm (1d6 plus poison)

Space 5 ft.; **Reach** 0 ft.

Base Atk +1; **Grp** —

Atk Options distraction, poison (injury, Fort DC 11, 1d3 Str/1d3 Str)

Abilities Str 1, Dex 17, Con 10, Int —, Wis 10, Cha 2

SQ swarm traits, vermin traits

Skills Climb +11, Listen +4, Spot +4

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

Skills A spider swarm has a +4 racial bonus on Hide and Spot checks and a +8 racial bonus on Climb checks. It uses its Dexterity modifier instead of its Strength modifier for Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened.

Swarm Traits A spider swarm deals 1d6 points of damage to any creature within its space at the end of its move. To attack, it moves into a creature's square, which provokes attacks of opportunity.

Each section of the room walled off by webs for the use of the clerics as personal space contains a chest for their personal belongings. Among the items in each chest are 175 gp, gems worth 600 gp, and one of these personal magic items: a +3 dagger, a dagger of venom, a ring of minor energy resistance, and a cloak of Charisma +3.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

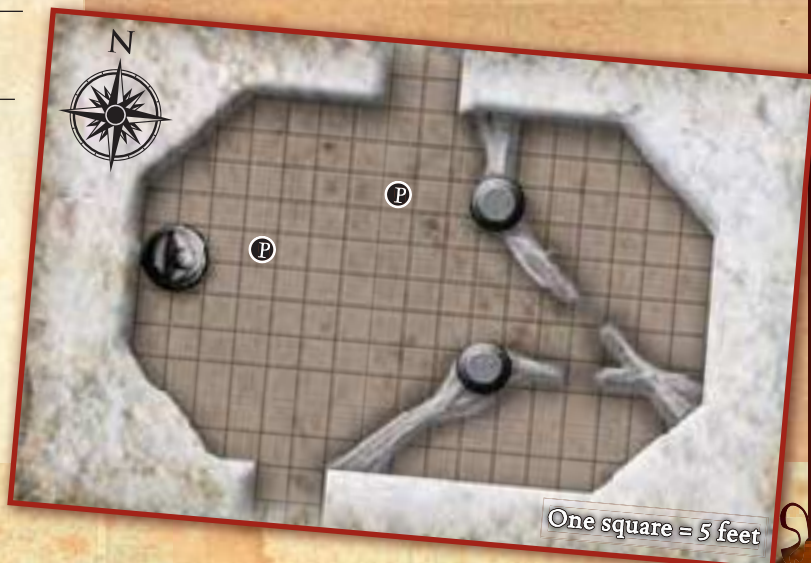
Creatures: Two drow priestesses (P) occupy this chamber when the PCs arrive.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Glyph of Warding: Each priestess has placed a *glyph of warding* (blast glyph, 5d6 fire, Reflex DC 16 half) on the floor somewhere in the chamber prior to the arrival of the PCs. Mark the map as you see fit before the PCs enter the chamber. Any creature entering a selected square triggers the glyph.

Web Walls: The large dividing walls on the map are sticky like a *web* spell, but rather than igniting when burned, they shrivel like wax in a 5-foot-square area (or the area of the fire, whichever is greater), neutralizing the adhesive effect. A successful dispelling attempt (against caster level 5th) destroys all webs in a 20-foot radius (a targeted or area *dispel magic* has the same effect). The drow and resident spiders are immune to the effects of these magic webs; any other creature that moves into or tries to climb the webs is automatically entangled and can free himself or progress through them only by spending 1 round and making a DC 20 Strength check or DC 25 Escape Artist check.

Spider Gong: A large metal gong hangs from a stand on the western side of the northern entrance. The gong, shaped like a spider in a web, can be struck to produce a disconcerting sound that echoes through the nearby corridors. If anyone strikes the gong, two additional drow guards and two Large monstrous spiders arrive in 1d4+1 rounds in answer to the alarm.



PRIESTESS LUK'THARIN

Encounter Level 10

Use this tactical encounter with the room description on page 187.

This is the sanctum of Luk'Tharin, the ranking Lolth priestess in this compound. Her fiendish monstrous spider pet Shursh is always nearby. A bell on the inner side of the door alerts Luk'Tharin if it is opened, so she is ready when the PCs enter.

As the PCs enter the first section of the room, read:

At the limits of what you can see by the dim light, it appears as if a wall of solid web divides the chamber, and the floor beneath your feet is sticky with a layer of web as well. Suddenly a black and red spider the size of a large horse crawls out of the webs and skitters toward you at incredible speed.

DETAILS

The large statue in the south part of the room represents Lolth in her drow form and doubles as a shrine to the Spider Queen. An area at the feet of the statue holds several pieces of slow-burning incense; they provide no illumination. This area also serves as Luk'Tharin's inner sanctum, with a bed, chair, table, and wardrobe.

High Priestess Luk'Tharin reports directly to Kesra Tanor'Thal in Skullport and has supreme power within the compound. She does not like being disturbed, except for religious ceremonies or emergencies, and reacts to intruders with lethal force. The bell on her door lets her know when she has guests, and the light above the entryway makes sure that she can get a good look at them before they see her (there are several small peepholes through the webbing that allow a straight line of sight from the web-chambers to the entryway). Her pet and constant companion is Shursh, a 3rd-level barbarian fiendish Large monstrous hunting spider; it is absolutely loyal to her and would gladly lay down its life to protect her.

TACTICS

Because Luk'Tharin is alerted to the presence of intruders and because the room is so large, she can make preparations before entering the fight.

Round 1: Luk'Tharin casts *silence* on Shursh. Then the spider rages and rushes out to confront the intruders, charging toward them.

Round 2: Luk'Tharin casts *bane* to instill fear and doubt in the intruders.

Round 3: Luk'Tharin casts *summon monster III* and sends the summoned creature to aid Shursh.

DROW PRIESTESS LUK'THARIN

CR 9
hp 48 (8 HD)

Female drow cleric 8

NE Medium humanoid (elf)

Init +3; **Senses** darkvision 120 ft.; Listen +6, Spot +6

Languages Common, Drow Sign Language, Elven, Undercommon

AC 22, touch 14, flat-footed 19

Immune magic *sleep* effects

SR 19

Fort +7, **Ref** +5, **Will** +10 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 20 ft. (4 squares) in breastplate; base speed 30 ft.

Melee mwk dagger +8/+3 (1d4+1/19–20 plus poison) or

Melee light mace +7/+2 (1d6+1)

Base Atk +6; **Grp** +7

Atk Options poison (drow poison, Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), smite 1/day (+4 attack, +8 damage)

Special Actions rebuke undead 3/day (+0, 2d6+8, 8th), spontaneous casting (*inflict* spells)

Combat Gear 2 doses of drow poison, *wand of cure moderate wounds* (34 charges)

Cleric Spells Prepared (CL 8th, 1d20+10 to overcome SR):

 4th—*air walk*, *freedom of movement*, *summon monster IV*, *unholy blight*^D (DC 18, CL 9th)

 3rd—*bestow curse* (+8 melee touch, DC 17), *dispel magic*, *invisibility purge*, *magic circle against good*^D (CL 9th), *summon monster III*

 2nd—*cure moderate wounds*, *hold person* (DC 16), *shatter*^D (DC 16), *silence* (DC 16), *sound burst* (DC 16)

 1st—*bane*, *cure light wounds*, *doom* (DC 15), *entropic shield*, *inflict light wounds*^D (+8 melee touch), *summon monster I*

 0—*cure minor wounds* (2), *detect magic*, *detect poison*, *guidance*, *resistance*
D: Domain spell. Deity: Lolth. Domains: Destruction, Evil.

Spell-Like Abilities (CL 8th):

 1/day—*dancing lights*, *darkness*, *faerie fire*
Abilities Str 13, Dex 16, Con 12, Int 12, Wis 19, Cha 10

Feats Augment Summoning, Combat Casting, Spell Penetration

Skills Concentration +12, Diplomacy +5, Knowledge (religion) +4, Knowledge (the planes) +4, Listen +6, Search +3, Spellcraft +12, Spot +6

Possessions combat gear plus +1 *breastplate*, +1 *light steel shield*, masterwork dagger, light mace, *gloves of Dexterity* +2, *periapt of Wisdom* +2, *ring of protection* +1

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks when in bright light.

SHURSH (FIENDISH HUNTING SPIDER) CR 6

hp 44, 58 when raging (7 HD); DR 5/magic

CE Large magical beast (augmented vermin, extraplanar)
Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +12**Languages** Abyssal**AC** 14, touch 12, flat-footed 11 (12, 10, 9 when raging);
uncanny dodge**Resist** cold 5, fire 5; **SR** 12**Fort** +8 (+10 when raging), **Ref** +5, **Will** +2**Speed** 50 ft. (10 squares), climb 20 ft. (4 squares)**Melee** bite +8 (1d8+3 plus poison) (+10, 1d8+6 plus poison
when raging)**Space** 10 ft.; **Reach** 5 ft.**Base Atk** +6; **Grp** +12 (+8/+14 when raging)**Atk Options** poison (Fort DC 13, (1d6 Str/1d6 Str)**Special Actions** smite good (+4 damage), web**Abilities** Str 15 (19 when raging), Dex 17, Con 12, Int 3, Wis
10, Cha 2**SQ** rage 1/day, vermin traits, trap sense +1**Feats** Weapon Focus (bite)**Skills** Climb +10, Hide +3, Jump +12, Spot +12**Rage (Ex)** Shursh can fly into a rage once per day. In a rage, it temporarily gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2 morale bonus on Will saves, but it takes a -2 penalty to Armor Class. Rage lasts for 6 rounds. Shursh can end its rage at any time. At the end of the rage, it loses the rage modifiers and restrictions and becomes fatigued (-2 penalty to Strength, -2 penalty to Dexterity, can't charge or run) for the duration of the encounter.**Smite Good (Su)** Once per day Shursh can make a normal melee attack to deal an extra 4 points of damage against a good foe. Fortitude partial DC 13.**Web (Ex)** A monstrous spider can move across its own web at its climb speed and can pinpoint the location of any creature touching its web. Because Shursh is a hunting spider rather than a web-spinner, it does not throw webs onto his enemies.**Round 4:** Luk'Tharin strikes the gong. A drow patrol will arrive in 1d4+1 rounds to aid the priestess (see encounter 5-10 for details).**Round 5:** Luk'Tharin casts *hold person* on a PC.**Round 6:** Luk'Tharin casts *doom* on a PC in combat with Shursh.**Round 7:** Luk'Tharin casts *air walk* on herself.**Round 8:** Luk'Tharin enters the battle, continuing to use spells when possible but not unwilling to strike with her mace or her dagger (which she coats with poison before using) as targets present themselves.

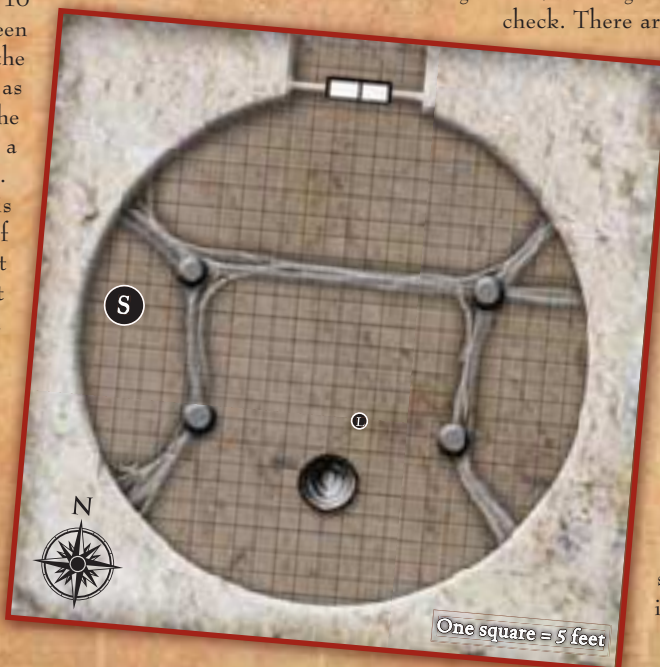
Luk'Tharin uses her spells to heal herself or to heal Shursh as needed. She and Shursh fight to the death.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: The drow priestess Luk'Tharin (L) occupies this chamber, as well as her hunting spider, Shursh (S).**Illumination:** *Faerie fire* above the entry dimly illuminates the first section of the chamber. There is no light source anywhere else in this area, except for whatever light the PCs carry with them, so the rest of the chamber is dark.**Glyph of Warding:** Luk'Tharin has placed a *glyph of warding* (blast glyph, 7d6 fire, Reflex DC 16 half) on the floor somewhere between herself and the entryway prior to the arrival of the PCs. Mark the map as you see fit before the PCs enter the chamber. Any creature entering a selected square triggers the glyph.**Floor:** The entire floor of this chamber is coated with a layer of sticky webbing. This webbing doesn't hinder Shursh or Luk'Tharin, but the PCs must treat every square in the room as difficult terrain (2 squares of movement instead of 1). Further, with every step the web attacks, trying to ensnare the PCs (+6 melee; Escape Artist DC 13, break DC 17, hit points 12 for every 5-foot square). The web can be burned away.**Web Walls:** The large dividing walls on the map are sticky likea *web* spell, but rather than igniting when burned, they shrivel like wax in a 5-foot-square area (or the area of the fire, whichever is greater), neutralizing the adhesive effect. A successful dispelling attempt (against caster level 5th) destroys all webs in a 20-foot radius (a targeted or area *dispel magic* has the same effect). The drow and resident spiders are immune to the effects of these magic webs; any other creature that moves into or tries to climb the webs is automatically entangled and can free himself or progress through them only by spending 1 round and making a DC 20 Strength check or DC 25 Escape Artist check. There are several places in the central

web walls where strategically placed holes about the size of a human head allow Luk'Tharin a clear view through the web. She uses this to target PCs in combat with her spider pets.

Spider Gong: A large metal gong hangs from a stand on beside the statue of the Spider Queen. The gong, shaped like a spider in a web, can be struck to produce a disconcerting sound that echoes through the nearby corridors. If anyone strikes the gong, two additional drow guards and two Large monstrous spiders arrive in 1d4+1 rounds in answer to the alarm.

DROW SLAVERS

Encounter Level 9

Use this tactical encounter with the room description on page 187.

This chamber houses an underground farm. Four drow slavemasters, four doppelganger prisoners, and a dozen goblin slaves currently occupy the area. A spider gong stands beside each well, on both sides of the chamber.

When the PCs enter the area, read:

Drow guards turn as you approach, drawing their weapons.

Have the PCs make DC 20 Spot checks. Anyone who succeeds also sees the following. Read:

A number of spindly, pale-skinned slaves seem to shift and melt, and now they appear to be sad-looking humans dressed in rags.

DETAILS

This mushroom farm provides most of the food for the slaves and bland fare for the drow to supplement the more enriching and savory foods brought from Skullport, Karsoluthiyl, or the nearby minotaurs. The goblin slaves work the farm watering, fertilizing, and harvesting mushrooms in various parts of the chamber. The goblins ignore any intruders and flee if attacked. They are not chained and are dressed in dirty tunics.

The four spindly creatures are the captured doppelgangers from Level 2. The doppelgangers are manacled (Open Lock DC 20), and each manacle is connected to the other one in the pair by a 2-foot length of chain, forcing the doppelgangers to assume a hunched position. The manacles are tight enough that the shapeshifters cannot escape them, and they have been forced to work as farm-slaves for some time. Because of their hobbling, their speed is reduced to 5 feet, and they are almost helpless in combat (–4 on attack rolls, –4 to Dexterity, AC reduced by 4, cannot run or charge). They do not participate in a battle against the drow unless it looks like the drow are about to lose. Upon noticing the PCs, the doppelgangers assume human form in an attempt to win sympathy, since they hope the PCs didn't notice their true appearance and do not know the PCs might be here looking specifically for them.

The four drow guards attack any surface-dwellers who come here, always keeping one eye on the slaves to make sure that none of them get any ideas. A drow guard moves to strike the spider gong after a round or two of combat. If successful, a drow patrol (see encounter 5–10) arrives in 1d4+1 rounds to answer the alarm.

TACTICS

If the PCs are using light, one drow uses his *darkness* spell-like ability to dampen the light in the area and another uses *faerie fire* to illuminate some of the PCs, negating the possibility of those PCs taking advantage of the miss chance from concealment. Others use their *Kyo crystal of mirror image* on themselves and attack with crossbow and rapier.

4 DROW SLAVERS

CR 5

hp 25 each (4 HD)

Drow fighter 4

CE Medium humanoid (elf)

Init +3; Senses darkvision 120 ft.; Listen +6, Spot +8

Languages Common, Drow Sign Language, Elven, Undercommon

AC 19, touch 13, flat-footed 16

Immune magic *sleep* effects

SR 15

Fort +3, Ref +4, Will +1 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee mwk rapier +9 (1d6+3/18–20)

Ranged mwk hand crossbow +8 (1d4/19–20 plus poison)

Space 5 ft.; Reach 5 ft.

Base Atk +4; Grp +5

Atk Options poison (drow poison, Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)

Combat Gear 3 doses drow sleep poison, Kyo crystal of cure moderate wounds, Kyo crystal of mirror image

Spell-Like Abilities (CL 4th):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 12, Dex 16, Con 9, Int 11, Wis 10, Cha 10

Feats Blind-Fight^B, Weapon Finesse^B, Weapon Focus (rapier), Weapon Specialization (rapier)

Skills Listen +6, Search +2, Spot +8

Possessions combat gear plus +1 *chain shirt*, masterwork buckler, masterwork rapier, masterwork hand crossbow with 50 bolts, 100 gp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks when in bright light.

The guards are accustomed to working together, can bark short orders that carry extensive meaning (a three-word phrase might mean “cover this one and make sure he doesn’t cast any more spells”), and use intelligent tactics such as flanking to whittle down their opponents.

DEVELOPMENT

If it looks like the PCs are going to win, the hobbled doppelgangers attack the drow. Because of their bonds, their combat ability is very limited, and they are only able to interfere with the drow rather than harming them; the drow get a –2 penalty on attack rolls because of this interference. The goblins do not help either side.

THE WELLS

A well stands on each side of the chamber. The drow guards freely drink from these wells, but the goblin slaves need permission before they use them to satisfy their thirst. The goblins also regularly carry buckets of water to irrigate the patches of mushrooms.

These wells date back to long before the drow took control of this compound. Each well is 20 feet deep and filled with pure water. If the PCs search the wells and make a DC 25 Search check, they discover something hidden at the bottom of the well in the east section of the cave.

At the bottom of the well, beneath a loose stone, the PCs find a secret compartment. Inside this compartment, they discover an item wrapped in oilcloth. The item is a +2 *holy greatsword* that was hidden long ago by the dwarves of Undermountain.

CONCLUSION

Once the drow are defeated, the now-disguised doppelgangers beg to be released. If the PCs say they are here to rescue the doppelgangers, the shapeshifters assume their normal forms, apologize for the deception, and ask for the PCs to free and feed them. Once they have rested a bit, the doppelgangers say they can make their own way back to Level 2 (they make no mention of the Runestone Level and feign ignorance when asked about it).

The goblin slaves continue to work unless told to stop. They know other drow will arrive eventually, and those drow will be angry if the slaves took this interruption as an opportunity to rest. Nothing can convince these goblins that they are free—born into slavery, they cannot imagine life without it.

The PCs receive a story award of 500 XP each for freeing the doppelganger prisoners.

FIDELIO REMINDER

By the time the PCs finish with the drow slavers, they should be ready for another meeting with the ghost of Fidelio. See page 161 for details on the quests that Fidelio wants the PCs to accomplish for him, as well as for information on the help the ghost can provide as long as the PCs cooperate. If they don’t cooperate, the ghost has ways of making them regret their decision not to aid him.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: The drow slavers (S) oversee the work of the goblin slaves (G) throughout this farm. There are also four doppelganger prisoners (P) held here, forced to work for their drow captors.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them.

Giant Mushrooms: The giant fungi (3–4 feet tall) growing throughout the chamber make much of this room difficult terrain (2 squares of movement instead of 1). They also provide cover (+4 bonus to AC) to those who take positions next to them.

Spider Gong: A large metal gong hangs from a stand on beside each well on both sides of the chamber. The gong, shaped like a spider in a web, can be struck to produce a disconcerting sound that echoes through the nearby corridors. If anyone strikes the gong, two additional drow guards and two Large monstrous spiders arrive in 1d4+1 rounds in answer to the alarm.



LOLTH TEMPLE

Encounter Level 10

Use this tactical encounter with the room description on page 187.

This temple, dedicated to Lolth the Spider Queen, is occupied by two drow priestesses and an aranea sorcerer when the PCs arrive. The aranea appears in her hybrid form (a humanoid with spiderlike traits) so that she can cast spells and still use her webs and poison.

When the PCs enter the temple, read:

Suddenly a shower of sticky webs rains out of the darkness, and you can hear whispered chanting from somewhere deeper in the chamber.

SPIDER SWARM (SUMMONED)

CR 1

hp 9 (2 HD)

N Diminutive vermin (swarm)

Init +3; **Senses** darkvision 120 ft., tremorsense 30 ft.; Listen +4, Spot +4

AC 17, touch 17, flat-footed 14

Immune weapon damage

Fort +3, **Ref** +3, **Will** +0

Weakness fire attacks

A lit torch swung as an improvised weapon at a swarm deals 1d3 points of fire damage per hit. A weapon with a special ability such as flaming or frost deals its full energy damage with each hit, even if the weapon's normal damage can't affect the swarm. A lit lantern can be used as a thrown weapon, dealing 1d4 points of fire damage to all creatures in squares adjacent to where it breaks.

Speed 20 ft. (4 squares), climb 20 ft. (4 squares)

Melee swarm (1d6 plus poison)

Space 5 ft.; **Reach** 0 ft.

Base Atk +1; **Grp** —

Atk Options distraction, poison (injury, Fort DC 11, 1d3 Str/1d3 Str)

Abilities Str 1, Dex 17, Con 10, Int —, Wis 10, Cha 2

SQ swarm traits, vermin traits

Skills Climb +11, Listen +4, Spot +4

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

Skills A spider swarm has a +4 racial bonus on Hide and Spot checks and a +8 racial bonus on Climb checks. It uses its Dexterity modifier instead of its Strength modifier for Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened.

Swarm Traits A spider swarm deals 1d6 points of damage to any creature within its space at the end of its move. To attack, it moves into a creature's square, which provokes attacks of opportunity.

2 DROW PRIESTESSES

CR 6

hp 22 each (5 HD)

Female drow cleric 5

CE Medium humanoid (elf)

Init +5; **Senses** darkvision 120 ft.; Listen +9, Spot +8

Languages Common, Drow Sign Language, Elven, Undercommon

AC 17, touch 12, flat-footed 16

Immune magic *sleep* effects

SR 16

Fort +5, **Ref** +5, **Will** +8 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 20 ft. (4 squares)

Melee mwk dagger +3 (1d4-1/19-20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +2

Combat Gear Kyo crystal of cure moderate wounds

Cleric Spells Prepared (CL 5th):

3rd—*bestow curse* (DC 16), *cure serious wounds*, *suggestion*^D (DC 16)

2nd—*cure moderate wounds*, *hold person* (DC 15), *spiritual weapon* (dagger), *summon swarm*^D

1st—*cause fear* (DC 14), *command* (DC 14), *cloak of dark power*^D (see page 218), *cure light wounds*, *doom* (DC 14)

0—*create water*, *cure minor wounds*, *detect magic*, *mending*, *read magic*

D: Domain spell. Deity: Lolth. Domains, Drow, Spider

Spell-Like Abilities (CL 5th):

1/day—*dancing lights*, *darkness*, *faerie fire*

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

Feats Combat Casting, Improved Initiative, Lightning Reflexes^B

Skills Concentration +8, Intimidate +5, Knowledge

(religion) +8, Listen +9, Search +4, Spot +8

Possessions masterwork breastplate, masterwork dagger, ring of protection +1, cloak of resistance +1, 348 gp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a -1 circumstance penalty on attack rolls, saves, and checks when in bright light.

DETAILS

Beyond the statues, a wide but shallow pool of water is used for sacred rituals and the creation of unholy water. The western section of the chamber contains five statues of honored high priestesses from the drow city of Karso-luthiyl, including the matron mother. An arched doorway covered by a curtain of spider silk cloth leads to a smaller chamber dominated by a large statue of Lolth. In this sculpture, the Spider Queen appears in spider form, attended by several of her demon handmaidens.

Two priestesses and an aranea move about the larger chamber, praying and performing religious rituals while also guarding the portal that waits through the southern

ARANEA "BLESSED ONE"

CR 9

hp 44 (3d10+6, 5d4+10 HD)

Female aranea sorcerer 5

CE Medium magical beast (shapechanger)

Init +7; Senses darkvision 60 ft., low-light vision; Listen +3, Spot +5

Languages Common, Sylvan, Undercommon

AC 15, touch 13, flat-footed 12

Fort +6, Ref +7, Will +8

Speed 30 ft. (6 squares), climb 25 ft. (5 squares)

Melee bite +7 (1d6 plus poison)

Ranged web +7 (entangle)

Space 5 ft.; Reach 5 ft.

Base Atk +4; Grp +4

Atk Options web, poison (Fort DC 13, 1d6 Str/2d6 Str)

Combat Gear Kyo crystal of cure moderate wounds

Sorcerer Spells Known (CL 5th):

2nd (3/day)—*invisibility*, *Tasha's hideous laughter** (DC 14)

1st (5/day)—*charm person* (DC 13), *color spray* (DC 13), *expeditious retreat*, *shield*

0 (6/day)—*daze* (DC 12), *detect magic*, *mage hand*, *mending*, *message*, *read magic*

* There is no penalty to the DC when the aranea casts the spell on humanoids.

Abilities Str 11, Dex 16, Con 14, Int 14, Wis 13, Cha 14

SQ change shape

Feats Improved Initiative, Iron Will^B, Weapon Finesse

Skills Climb +12, Concentration +10, Escape Artist +6, Jump +5, Knowledge (religion) +4, Listen +3, Spellcraft +5, Spot +9

Possessions bracers of armor +1, cloak of resistance +1

Change Shape (Su) An aranea's natural form is that of a Medium monstrous spider. It can assume two other forms. The first is a unique Small or Medium humanoid; an aranea in its humanoid form always assumes the same appearance and traits, much as a lycanthrope would. In humanoid form, an aranea cannot use its bite attack, webs, or poison. The second form is a Medium spider-humanoid hybrid. In hybrid form, an aranea looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature's fangs and spinnerets. The aranea retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, an aranea's speed is 30 feet (6 squares). An aranea remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

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

Skills An aranea has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened while climbing.

passage. Since all three have darkvision and the room is kept mostly dark, they have a good chance to notice any PCs approaching the temple chamber. If intruders dare to enter the temple, all three of them attack.

TACTICS

Wards in the corridors leading up to this chamber alert the drow priestesses that creatures other than drow, aranea, or spiders are approaching. This gives the aranea a chance to cast *shield* on herself and *invisibility* on the drow before the PCs arrive. Once combat begins, the drow use *faerie fire* on the PCs and follow this pattern:

Round 1: Aranea throws a web at a PC. One cleric casts *hold person*, the other *summon swarm*.

Round 2: Aranea casts *charm person* on a PC and asks the PC to wait by the pool until this "discussion" ends. One cleric casts *summon swarm*, the other casts *spiritual weapon*.

Round 3: Aranea casts *color spray*, preferably on two or more PCs in close proximity. Clerics cast *hold person* and *suggestion*.

For the remainder of the combat, the three devotees of Lolth use their spells to divide, bind, control, and scatter the PCs, following up with *spiritual weapon* attacks and melee combat on helpless or bound foes. The clerics fight to the death, but if things look bad the aranea casts *invisibility* on herself and tries to flee the temple.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: The drow priestesses (P) and aranea (A) worship Lolth in this temple.

Darkness: There is no light source in this area, except for whatever light the PCs carry with them. The three statues near the east entrance glow with *faerie fire*, but this only provides shadowy illumination within 5 feet of the statues.

Spider Gong: A large metal gong hangs from a stand beside the south exit out of the chamber. The gong, shaped like a spider in a web, can be struck to produce a disconcerting sound that echoes through the nearby corridors. If anyone strikes the gong, two additional drow guards and two Large monstrous spiders arrive in 1d4+1 rounds in answer to the alarm.

Portal: The drow-controlled portal to the Runestone Level is located in one of the chambers south of this temple.



ELEMENTAL SENTRIES

Encounter Level 10

Use this tactical encounter with the room description on page 190.

Three earth elementals guard this storage area and sleeping place once used by Halaster the Mad Mage. After the PCs enter to explore this side cave or to check out the scattered crates and chests, read:

A large, vaguely humanoid creature that appears to be made of earth and rock pushes free of the stone wall and raises its hammerlike fists menacingly. Around the chamber, two other similar forms emerge from the walls, each converging on your location.

DETAILS

Halaster intended the elementals to be a permanent fixture in this cave. The magic he put in place long ago ensures that if any of the elementals are destroyed, they reform in one week, as good as new and ready to resume their duties.

Footprints in the rocky soil show that a number of different creatures have passed through the chamber recently, including drow, aranea (leaving drowlike tracks in hybrid or humanoid form and spiderlike tracks in arachnid form), doppelgangers, and earth elementals (which have a dragging gait).

A DC 15 Survival check lets a PC recognize the general identity of each kind of track (“elf,” “bug-monster,” “humanoid,” and “rock monster,” respectively). If the PC has the Track feat, he or she can determine that the rocky tracks lead to the walls, the other tracks lead in and out of the room, and all tracks overlap each other many times. If the examination of the tracks occurs after the PCs fight the elementals, the DC increases by 5 because the older tracks are obscured by the recent combat.

The crates and chests are simply crafted and made of wood. Some of the nearer ones have been pried open with care, while those deeper in have been smashed apart. They originally held dried foodstuffs and simple magical reagents, but the new residents of this level have long since absconded with these items. They missed a few crates in each room in their haste to loot before the elementals attacked, leaving approximately ten days’ worth of trail rations and 500 gp worth of reagents for the PCs to loot once the elementals are dealt with.

A successful DC 25 Search check if the PCs decide to sift through the shattered remains of previously opened boxes reveals that some potions were missed in haste, including a *potion of owl’s wisdom*, a *potion of resist energy (fire)*, and two *potions of cure moderate wounds*.

3 LARGE EARTH ELEMENTALS

CR 5

hp 68 each (8 HD); DR 5/—

N Large elemental (earth)

Init –1; **Senses** darkvision 60 ft.; Listen +6, Spot +5

AC 18, touch 8, flat-footed 18

Fort +10, **Ref** +1, **Will** +2

Speed 20 ft. (4 squares); earth glide

Melee 2 slams +12 each (2d8+7)

Space 10 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +17

Atk Options Power Attack, Cleave, Great Cleave

Special Actions earth mastery, push

Abilities Str 25, Dex 8, Con 19, Int 6, Wis 11, Cha 11

SQ elemental traits

Feats Cleave, Great Cleave, Power Attack

Skills Listen +6, Spot +5

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

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

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

Elemental Traits Immune to poison, sleep, paralysis, and stunning; not subject to critical hits or flanking; cannot be raised or resurrected (though a *wish* or *miracle* spell can restore life).

TACTICS

The elementals are fearless. They know they will be reformed if they are destroyed, so they attack with great abandon and furor. Each chooses a different target to attack, unless there are fewer than three PCs. They like to fight adjacent opponents so they can take advantage of Cleave and Great Cleave. The elementals never retreat.

DEVELOPMENT

The magic instilled in this chamber and in the earth elementals has mutated since Halaster’s death. Now, when two of the elementals fall, they immediately combine to form a Huge elemental. It rises in the next round, ready to continue the fight. If the third elemental is destroyed, it combines with the Huge elemental to heal it and create a

HUGE EARTH ELEMENTAL

CR 7

hp 152 (16 HD); DR 5/—

N Huge elemental (earth)

Init -1; Senses darkvision 60 ft.; Listen +10, Spot +9

AC 18, touch 7, flat-footed 18

Fort +15, Ref +4, Will +7

Speed 30 ft. (6 squares); earth glide

Melee 2 slams +19 each (2d10+9)

Space 15 ft.; Reach 15 ft.

Base Atk +12; Grp +29

Atk Options Awesome Blow, Power Attack, Cleave, Great Cleave

Special Actions earth mastery, push

Abilities Str 29, Dex 8, Con 21, Int 6, Wis 11, Cha 11

SQ elemental traits

Feats Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Iron Will, Power Attack

Skills Listen +10, Spot +9

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

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

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

Elemental Traits Immune to poison, sleep, paralysis, and stunning; not subject to critical hits or flanking; cannot be raised or resurrected (though a *wish* or *miracle* spell can restore life).

HUGE EARTH ELEMENTAL

CR 9

hp 199 each (21 HD); DR 10/—

N Huge elemental (earth)

Init -1; Senses darkvision 60 ft.; Listen +14, Spot +14

AC 20, touch 7, flat-footed 20

Fort +17, Ref +6, Will +9

Speed 30 ft. (6 squares); earth glide

Melee 2 slams +23 each (2d10+10)

Space 15 ft.; Reach 15 ft.

Base Atk +15; Grp +33

Atk Options Awesome Blow, Power Attack, Cleave, Great Cleave

Special Actions earth mastery, push

Abilities Str 29, Dex 8, Con 21, Int 6, Wis 11, Cha 11

SQ elemental traits

Feats Alertness, Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Iron Will, Power Attack

Skills Listen +14, Spot +14

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

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

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

Elemental Traits Immune to poison, sleep, paralysis, and stunning; not subject to critical hits or flanking; cannot be raised or resurrected (though a *wish* or *miracle* spell can restore life).

powerful CR 9 monster. When and if the fully combined monster is destroyed, the elementals collapse and don't reform until a week has passed.

If the PCs defeat the elementals, this area is safe to explore until the creatures re-form in one week's time and are ready to fight again.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Three earth elementals (E) emerge from the walls to challenge the intrusion of the PCs. When two of the elementals fall, they combine to create a Huge elemental (CR 7). When the third Large elemental falls, it merges with the Huge elemental to immediately heal it and advance it to a CR 9 creature.

Illumination: The light from the crystals fills this cave with shadowy illumination.

Side Chambers: The four side chambers jutting off this main cave were used to store items for Halaster's experiments, as well as basic supplies. Most of the crates, barrels, chests, and boxes have been smashed open and looted, but the PCs can find a few items if they search through the debris. See the details in Development for more information.



DROW RESEARCHERS

Encounter Level 8

Use this tactical encounter with the room description on page 190.

Four caves inscribed with Halaster's lore runes have been dug into the hill containing the runestone. Each of these chambers provides clues to the use of the runestone, provided the PCs can translate the runes or if they possess *Yeldoan's cursed medallion* (see page 217).

Three of these chambers currently serve as camps for drow researchers fervently attempting to figure out the meaning of the runes. The fourth cave is unoccupied.

EMPTY LORE CAVE

If the PCs enter this cave, they can attempt to decipher the writing that Halaster left on the wall (see below). If they have *Yeldoan's cursed medallion*, which was touched by Halaster when the Mad Mage died, the character wearing the medallion can automatically read the runes in this chamber, but doing so has the same effect as wearing the medallion for an entire day (1 point of Wisdom damage). If the PC uses the medallion in all four caves, the effect is equivalent to four days of wearing the cursed item (4 points of Wisdom damage).

OCCUPIED LORE CAVE

When the PCs enter one of these three caves, read:

The drow working in this chamber appear to be completely dumbfounded when they see you, as though they can't believe that you are here. In a panic, they fumble for nearby weapons, though none of them appear to be particularly dangerous-looking. You also notice that one of the drow has fangs and strange growths on his hands.

TACTICS

The drow researchers are academics, not battle mages. They use their scrolls and cast *Melf's acid arrow* and *color spray*, then resort to using their daggers. They fight to the death, knowing that if they surrender and the Lolth clerics find out about it, they will be tortured and sacrificed.

The aranea researcher is similarly focused on academia but is significantly tougher than the drow. He is in hybrid form, using his webs to entangle opponents, *charm person* to take someone out of the fight, and *magic missile* as a last resort. If he has a clear path to the exit, he tries to escape, since he isn't ready to throw away his life for the Spider Queen.

3 DROW RESEARCHERS

CR 4

hp 8 each (3 HD)

Drow diviner 3

CE Medium humanoid (elf)

Init +1; **Senses** darkvision 120 ft.; Listen +2, Spot +4

Languages Common, Draconic, Drow Sign Language, Elven, Undercommon

AC 16, touch 16, flat-footed 15 (mage armor cast)

Immune magic *sleep* effects

SR 14

Fort +1, **Ref** +2, **Will** +3 (+2 against spells, spell-like abilities, and other enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee dagger +0 (1d4–1/19–20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +0

Combat Gear scroll of dispel magic, scroll of fly, scroll of hold person

Wizard Spells Prepared (CL 3rd):

2nd—*Melf's acid arrow* (2), *see invisibility*

1st—*color spray* (DC 13), *comprehend languages*, *mage armor*†, *summon monster I*

0—*detect poison*, *detect magic*, *mage hand*, *mending*, *read magic* (2)

† already cast

Prohibited school: evocation

Spell-Like Abilities (CL 3rd):

1/day—*darkness*, *dancing lights*, *faerie fire*

Abilities Str 8, Dex 13, Con 10, Int 15, Wis 10, Cha 11

Feats Scribe Scroll[®], Skill Focus (Knowledge (arcana)), Skill Focus (Spellcraft)

Skills Decipher Script +8, Knowledge (arcana) +11, Listen +2, Search +5, Spellcraft +13, Spot +4

Possessions combat gear plus dagger, ring of protection +1, spellbook

Spellbook spells prepared plus 1st—*disguise self*, *hold portal*, *identify*, *mount*, *unseen servant*; 0—all except *dancing lights*, *flare*, *light*, *ray of frost*.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks when in bright light.

CONCLUSION

Once the PCs deal with the researchers, they can study or destroy the coded messages here.

The exposed crystals once had flaws that interfered with what Halaster was trying to create, so he altered them to suit his purposes; a successful DC 20 Search check reveals tiny places on the crystals where they have been filed or ground into a new shape.

By studying the inscribed messages, a character can gain insight into the workings of the runestone.

Each day of study allows a PC to attempt a DC 30 Decipher Script or Knowledge (arcana) check. A successful

check means the character has deciphered one of the four messages in that cave. A character can take 20 on these checks, though doing so means that twenty days of study are needed for each of the sixteen messages. The coded messages are magical (though someone does not need *read magic* to study them), so *comprehend languages* does not help interpret them.

ARANEAE RESEARCHER

CR 4

hp 22 (3 HD)

CE Medium magical beast (shapechanger)

Init +6; **Senses** darkvision 60 ft., low-light vision; Listen +3, Spot +5

Languages Common, Draconic, Sylvan, Undercommon

AC 14, touch 13, flat-footed 12

Fort +6, Ref +6, Will +5

Speed 30 ft. (6 squares), climb 25 ft. (hybrid and spider form only)

Melee bite +5 (1d6 plus poison)

Ranged web +5 (entangle)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +3

Atk Options poison (Fort DC 13, 1d6 Str/2d6 Str), web

Combat Gear Kyo crystal of cure moderate wounds, Kyo crystal of invisibility, wand of false life (4 charges)

Sorcerer Spells Known (CL 3rd):

1st (6/day)—*charm person* (DC 13), *comprehend languages*, *magic missile*

0 (6/day)—*daze* (DC 12), *detect magic*, *flare* (DC 12), *mage hand*, *read magic*
Abilities Str 11, Dex 15, Con 14, Int 14, Wis 13, Cha 14

SQ change shape

Feats Improved Initiative, Iron Will^B, Weapon Finesse

Skills Climb +9, Concentration +8, Escape Artist +4, Jump +4, Knowledge (arcana) +8, Listen +3, Spellcraft +5, Spot +5

Possessions bracers of armor +1, cloak of resistance +1, 80 gp

Change Shape (Su) An aranea's natural form is that of a Medium monstrous spider. It can assume two other forms. The first is a unique Small or Medium humanoid; an aranea in its humanoid form always assumes the same appearance and traits, much as a lycanthrope would. In humanoid form, an aranea cannot use its bite attack, webs, or poison. The second form is a Medium spider-humanoid hybrid. In hybrid form, an aranea looks like a Medium humanoid at first glance, but a DC 18 Spot check reveals the creature's fangs and spinnerets. The aranea retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, an aranea's speed is 30 feet (6 squares). An aranea remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

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

Skills An aranea has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened while climbing.

Because there are sixteen messages, it is helpful to track which ones the PCs have decoded. For simplicity, messages A, B, C, and D are in the lowest lore cave; E, F, G and H are in the second lowest; and so on all the way up to message P. The exact content of the message is not relevant; treat it as a magical formula or shorthand that has an in-game meaning to the characters but can't be described in the real world because it refers to unreal magic.

Any PC who deciphers at least one message gains a general understanding of the things the runestone can do: create wards, charge and drain magic items, create blasts of energy, create and control portals, and destroy itself with feedback. Halaster's intent remains unclear; he may have been trying to use some or all of these powers for his great spell, or these powers may have been an innate part of the crystals, and he was simply cataloging them.

A character who successfully interprets all four messages in a cave gains a +2 bonus on rolls made to manipulate the runestone at the control system. The bonuses from all four caves are cumulative, so a PC who successfully deciphers all of the messages has a +8 bonus on rolls to activate and control the runestone. Furthermore, the character can look at the control system and know exactly what effects are possible with the runestone.

A PC wearing *Yeldoan's cursed medallion* receives the same benefit at a much reduced cost in time—though there is the accelerated loss of Wisdom, as described above. It takes one hour to read the runes in each cave and gain understanding of them using the medallion.

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: A team of three drow researchers (D) and an aranea (A) can be encountered working in three of these caves.

Illumination: The light from the crystals fills these caves with shadowy illumination.



FLAMESKULL PATROL

Encounter Level 6

Use this tactical encounter with the room description on page 191.

This encounter takes place on an open part of the path that spirals around the runestone hill. The monsters are flameskulls. They have the ability to fly, which means they can attack the PCs on several elevations of the path. When you decide to run this encounter, read:

As you walk along the path that winds its way up the crystal-topped hill, two flaming skulls swoop from above at great speed. Green fire streaks from their eye sockets toward you.

TACTICS

The flameskulls know they are resistant to most spells and are more vulnerable to nonmagical attacks, so they stay at their maximum possible ray range (20 feet) and harass the PCs while cackling gleefully. If reduced to 10 hit points or fewer they retreat, fire *magic missiles*, and retreat some more to let their fast healing take care of the damage.

One tactic that the flameskulls like to employ involves using the side of the hill itself as a weapon. Parts of the hillside are unstable, thanks to the recent earthquake. A flameskull can target the side of the hill above where the PCs are standing, hit it with its fire ray, and cause a small avalanche to drop rock and earth onto the adventurers. See the discussion on avalanches below.

Because they maintain this distance, any flameskull the PCs destroy probably falls onto a lower level of the path or even the floor of the large cave, putting the creature out of the immediate reach of the PCs. If the PCs don't prevent the flameskulls from rejuvenating (which is likely to happen if the flameskulls fall out of reach of the PCs), the creatures return at full health in one hour.

Once the flameskulls rejuvenate, they become a little more cautious in dealing with the PCs. They launch long-range attacks (*fireball* and *magic missile*) to soften up their prey before getting close enough to use rays again, and use *mirror image* to help reduce the number of attacks targeted against them. The flameskulls do not pursue the PCs into the lore caves, to the other side of the runestone, or into any of the ground-level caves.

2 FLAMESKULLS

CR 4

hp 26 (4 HD); fast healing 2; DR 5/bludgeoning

LE Tiny undead

Init +8; **Senses** darkvision 60 ft.; Listen +10, Spot +10

Languages Common, Draconic, Infernal

AC 19, touch 16, flat-footed 15

Immune cold, fire, electricity, undead immunities

Resist turn resistance +4; **SR** 19

Fort +1, **Ref** +5, **Will** +5

Speed fly 50 ft. (10 squares) (good)

Ranged 2 fire rays +8 touch each (1d8 fire)

Space 2-1/2 ft.; **Reach** 0 ft.

Base Atk +2; **Grp** -10

Spell-Like Abilities (CL 4th):

At will—*detect magic*, *mage hand*, *ray of frost* (+8 ranged touch)

3/day—*blur*, *detect thoughts* (DC 14), *clairaudience/clairvoyance*, *magic missile*

1/day—*fireball* (DC 15), *mirror image*

Abilities Str 3, Dex 18, Con —, Int 11, Wis 12, Cha 14

SQ rejuvenation, undead traits

Feats Alertness, Improved Initiative

Skills Concentration +9, Hide +19, Listen +10, Spot +10

Fast Healing (Ex) A flameskull heals 2 points of damage each round, as long as it has 1 hit point remaining.

Fire Ray (Su) Range 20 feet. A flameskull can shoot two fire rays as a standard action.

Rejuvenation (Su) A destroyed flameskull regains its full normal hit points in 1 hour, even if smashed to pieces. To prevent rejuvenation, its remains must be sprinkled with a vial of holy water or subjected to a *dispel magic*, *dispel evil*, or *remove curse* spell. The flameskull's caster level is 14th for the purpose of a dispel check.

AVALANCHE

By targeting the side of the hill above the PCs with a fire ray, a flameskull can instigate an avalanche. No attack roll is necessary, but make a damage roll for the flameskull. The damage indicates how much of the hillside comes crashing down, and how hard it is for the PCs to avoid damage.

d8	Size	Damage	DC
1-2	5 feet	1d6	15
3-4	10 feet	1d6+2	17
5-6	15 feet	2d6	19
7-8	20 feet	2d6+4	21

The size of the avalanche slide indicates how many squares are caught in the path of the falling rocks. A 5-foot slide, for example, targets an area 1 square wide starting from the point up the hill (inside the spiral path) where the ray hit and moving in a straight line toward the bottom of the hill (outside the spiral path. A 20-foot slide, meanwhile, targets an area that is 4 squares wide in a straight line from the top of the hill to the bottom.

Anyone caught in the slide area must make a Reflex save against the indicated DC. A success indicates that the PC leaps or rolls to the side, effectively taking a 5-foot step. If this 5-foot step allows the character to get out of the targeted area, the character takes no damage. If the 5-foot step moves the character into a space that is still within the targeted area, that character takes half damage from the falling stones.

A failed save indicates that the avalanche deals full damage to the character. Furthermore, that character must make a second Reflex save (same DC). On the second save, a failure indicates that the character falls prone and slides down the hillside as he or she is carried along with the rock flow. Roll damage again. The character ends the round at the bottom of the hill and must make a third save to avoid being buried alive in the rockslide (see below).

The flameskulls can trigger an avalanche only once within any particular section of the hill. Consider a section to be the space between the caves, so that the hillside has five distinct sections for the purpose of creating avalanches.

BURIED ALIVE

If any PC fails the Reflex save during an avalanche and is carried in the rockslide to the bottom of the hill, there's a chance that character winds up buried beneath the displaced rock and dirt. To determine if the character is buried, have the PC make a Reflex save using the DC noted on the table for the size of the slide. A success indicates that the character is prone but not trapped under the rubble. A failure indicates that the character is prone and buried alive.

A character trapped beneath the rubble must make a successful Strength check to extricate himself from the pile of rock and soil. Use the DCs on the table, according to the size of the slide. The character can make a check each round. If the character doesn't break free, he or she takes 1d6 points of bludgeoning damage each round.

If other characters come to the aid of the trapped PC, the rubble can be cleared in a number of rounds equal to the size of the slide (a 5-foot slide can be cleared in 1 round, a 10-foot slide in 2 rounds, a 15-foot slide in 3 rounds, and a 20-foot slide in 4 rounds). Every two PCs working to free a trapped PC reduces the number of rounds by 1, to a minimum of 1 round.

DEVELOPMENT

If the PCs are having too easy a time of things here in the runestone cavern, you can increase the difficulty by adding a second pair of patrolling flameskulls. The second pair usually patrols on the opposite side of the hill from the first pair (which patrols the area marked R3 on the map), but the second pair can show up to aid the first patrol.

When the second patrol arrives, it joins in the battle against the PCs. However, the two patrols clearly have some kind of rivalry going on between them, since both sides hurl insults at each other all the while they work to defeat or drive off the intruders.

"Can't handle a few measly adventurers?" one of the flameskulls from the second patrol jeers when they arrive.

"Sure we can, but we figured you needed the practice," a flameskull from the original patrol retorts.

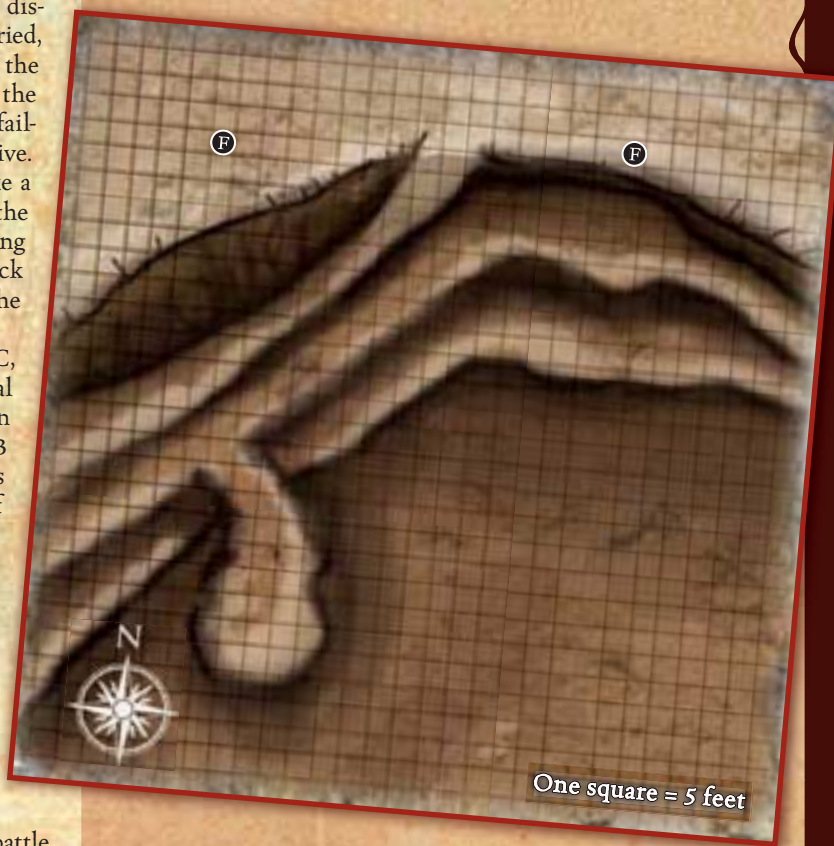
If the PCs permanently destroy any of the flameskulls, they do not come back (Halaster assumed their rejuvenation ability would keep their population constant).

TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: Two flameskulls (F) patrol the winding path up the hill, attacking intruders as they climb toward the runestone chamber at the top.

Illumination: The light from the crystals fills the area with shadowy illumination.



RUNESTONE PINNACLE

Encounter Level 11

Use this tactical encounter with the room description on page 191.

The PCs finally make their way to the cave at the top of the hill—the cave where Halaster died trying to cast a powerful, unknown arcane ritual. They see the great crystalline device that Halaster created to attune and power the ritual built into the western wall of the chamber. If they have Yeldoan's cursed medallion and visited the lore caves, they have an understanding of device and how it operates.

A PC who successfully interpreted all four messages in a lore cave gains a +2 bonus on rolls made to manipulate the runestone control system here. The bonuses from all four caves are cumulative, so a PC who successfully deciphered all of the messages has a +8 bonus on rolls to activate and control the runestone. Furthermore, the PC can look at the control system and know exactly what effects are possible with the runestone.

A PC wearing the medallion achieves the same benefit at a much reduced cost in time—though there is the accelerated loss of Wisdom, as described in encounter 5-16. Whether or not a PC wearing the medallion read the messages in the lore cave, the medallion grants its wearer a sense of what the device can do. If the character carrying the medallion isn't wearing it when the party enters this cave, that character is compelled to do so by the lingering presence of Halaster. Without reading the lore cave messages, the character receives no bonuses on rolls, but he or she at least gains an understanding of what the device is capable of doing.

When the PCs approach the control system, read:

The chamber begins to rumble, and chips of stone start to flake off the rune-covered wall. Suddenly a towering creature of multicolored glowing crystal flows out of the wall and moves toward you.

SPECIAL EFFECT

After the golem is dealt with, if the PCs operate the device and cause a misfire, read:

Some of the crystals flash, others go dark, and a smell of smoke permeates the air. Sparks of arcane energy bounce across the room, and an unexpected occurrence suddenly materializes, coalescing from the radiant arcane power that fills the air.

Describe what happens next based on the random result called for by the misfire (see page 192).

CRYSTAL STONE GOLEM

CR 11

hp 81 (12 HD); DR 5/adamantine

N Large construct

Init -1; Senses darkvision 60 ft., low-light vision

AC 26, touch 8, flat-footed 27

Immune magic

Fort +4, Ref +3, Will +4

Speed 20 ft. (4 squares); earth glide

Melee 2 slams +17 each (2d8+9)

Space 10 ft.; Reach 10 ft.

Base Atk +9; Grp +22

Special Actions slow

Abilities Str 29, Dex 9, Con —, Int —, Wis 11, Cha 1

SQ construct traits

Immunity to Magic (Ex) This golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature. A *transmute rock to mud* spell slows the golem (as the *slow* spell) for 2d6 rounds, with no saving throw, while *transmute mud to rock* heals all of its lost hit points. A *stone to flesh* spell does not actually change the golem's structure but negates its damage reduction and immunity to magic for 1 round.

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

Construct Traits Immune to mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and to any effect that requires a Fortitude save unless it also works on objects; cannot heal damage; not subject to critical hits, nonlethal damage, ability damage, ability drain, or energy drain; not at risk of death from massive damage, but destroyed when reduced to 0 hit points or fewer; cannot be raised or resurrected.

Slow (Su) This golem can use a slow effect, as the spell, as a free action once every 2 rounds. The effect has a range of 10 feet and a duration of 7 rounds, requiring a DC 17 Will save to negate.

TACTICS

The golem's first priority is to drive meddlers away from the runestone control system. It accomplishes this by using charge attacks and slams. It uses its slow ability whenever it can.

Note that the golem never attacks a PC who wears *Yeldoan's cursed medallion* because of the presence of Halaster that resides within it. That character is free to examine and experiment with the control system all that he or she wants while the golem concentrates its attacks on other intruders. Of course, the PC must actually wear the medallion; carrying it is not sufficient for the golem to recognize the presence of Halaster.

If the PCs flee, the golem remains outside the wall for 1 minute, then merges with the wall again using its earth glide ability.

If the PCs attack the control system with ranged attacks, the golem emerges from the wall and leaves the cave to hunt them down anywhere in the level. In this event, any remaining flameskull patrols (see encounter 5-17) can join the battle and provide aid to the golem.

CONCLUSION

If the PCs destroy the golem, they have bought themselves a week's worth of time to experiment with the runestone's controls without worrying about being attacked by the site's guardians. The golem re-forms after one week, and once again emerges to defend the chamber from anyone that isn't Halaster.

If the PCs attempt to use the runestone, refer to Using the Runestone, on page 192.

As the runestone level begins to collapse, go to encounter 5-19: Xedac's Zealots on the next page.

DESTROYING THE RUNESTONE

The control system has hardness 5 and 100 hit points. Every 10 points of damage to the controls gives a -1 penalty to checks to activate the runestone. If the PCs destroy the controls, the self-destruct sequence begins (see below).

If the PCs destroy the control system or activate the runestone's self-destruct setting (deliberately or accidentally), the crystals in the device begin to flash in unison. Once this process is activated, it can't be stopped, and several timed events begin.

First Minute: The large crystals at the top of the runestone begin to hum even louder and illuminate the cave with bright light. The air fills with arcane energy, causing everyone's hair to stand on end. If a character is wearing *Yeldoan's cursed medallion*, the presence of Halaster warns the party to flee the area.

Second Minute: For the next minute, multiple blasts of lightning arc between the crystals and the ceiling every round; creatures anywhere on the Runestone Level must make DC 20 Fortitude saves or become stunned for 1d10 rounds.

Third Minute: The ceiling begins to collapse as the lightning blasts become stronger (10d6 points of damage to anyone they hit). Roll 1d12 each round to determine which part of the ceiling collapses (treating the map of

the room like a clock). PCs in the collapsed area take 8d6 points of damage (Reflex DC 15 half). At the end of the third minute the ceiling of the large room collapses, burying and destroying the runestone.

The arrival area at the north end of the level does not collapse. If they don't know how to activate the portal, the PCs are trapped (since they cannot get up through the *stasis shaft*). Rather than condemning them to death by starvation, perhaps the destruction of the runestone disrupted the portal, temporarily negating the need for a key but changing its destination to a random place within Undermountain; this gives them a way to escape but requires them to fight their way out.

The collapse of this level causes some damage to other nearby levels of Undermountain. Some rooms might tilt or cave in, defensive spells might go awry, and portals might drift or malfunction. The extent of the damage depends on the needs of your campaign. At the minimum, it should increase the number of wandering monsters in the nearby levels (since many of them are displaced from their lairs and have to find new territory to hunt in). If the damage is extensive enough, it might cause these creatures to spill into the city and countryside above, increasing monster attacks on the civilian population and giving the PCs more cleanup work to do.

If the PCs deliberately destroy the runestone (whether by smashing it or activating its self-destruct resonance), each gets a story award of 1,000 XP. If they accidentally destroy it, each gets a story award of 500 XP.

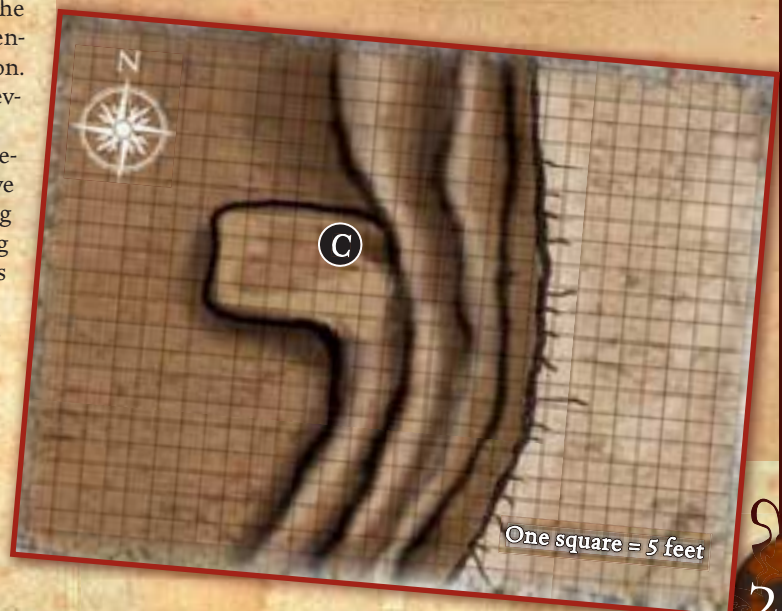
TACTICAL MAP DETAILS

Details on the tactical map are described below.

Creatures: The crystal stone golem (C) emerges from the wall to challenge any intruders. Note that it won't attack a PC wearing *Yeldoan's cursed medallion*, but it won't take orders from that character either.

Illumination: The light from the crystals fills the area with shadowy illumination.

Crystal Device: The controls created by Halaster to manipulate the runestone fill the western wall of this chamber.



XEDAC'S ZEALOTS

Encounter Level 9

Use this tactical encounter with the room description on page 193.

This encounter involves a combat team sent by the Twisted Rune, using a massive spell to break through the weakening wards to claim the runestone so they can advance their plan to dominate Undermountain and the city above.

The encounter kicks in after the destruct sequence has begun, as the PCs get close to the portal area. If the PCs don't destroy the runestone (purposefully or by accident), then this encounter takes place as they are leaving the level (whether or not they plan to return at a latter date).

When the Twisted Rune team arrives, read:

An explosion of foul-smelling smoke appears nearby, and a gaunt figure with pale skin and chain armor strides out of the mist. He is followed by a pack of ghouls. The figure smiles, showing sharp fangs. "It seems we have some work to do, my pets. Attack!"

TACTICS

Xedac is quite used to being undead, and he reviles in the power that state provides him. He has been destroyed dozens of times in service to the Twisted Rune, only to reform again in time for a new mission. He routinely throws himself at very dangerous opponents because he knows that at best he might get lucky and win, and at worst he's out of commission for a few days after being destroyed. He uses his ghoul minions to deal with physically weak opponents such as spellcasters and goes after enemy fighters himself. When in combat, Xedac uses his sword or slam attacks against his primary opponent, sometimes pausing to use dominate on another enemy to gain a temporary ally. He rarely uses his blood drain ability in combat, preferring to savor the taste of his victims after the dust settles.

TACTICAL MAP DETAILS

There is no specific tactical map for this encounter. Refer to the Runestone Level map on page 189, and set the encounter near the place where the portal chamber and the main cave connect. More than likely, the battle will flow from the main cave into the portal cave as combat progresses.

Creatures: Xedac and his pack of ghouls appear out of a burst of smoke to challenge the PCs as they try to exit the Runestone Level.

Illumination: The light from the crystals fills the area with shadowy illumination or bright light, depending on previous events (see Encounter 5-18).

5 GHOULS

CR 1

hp 13 each (2 HD)

CE Medium undead

Init +2; **Senses** darkvision 60 ft.; Listen +2, Spot +7

Languages Common

AC 14, touch 12, flat-footed 12

Resist turn resistance +2

Fort +0, **Ref** +2, **Will** +5

Speed 30 ft. (6 squares)

Melee bite +2 (1d6+1 plus ghoul fever and paralysis) and 2 claws +0 each (1d3 plus paralysis)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +2

Abilities Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 12

SQ undead traits

Feats Multiattack

Skills Balance +6, Climb +5, Hide +6, Jump +5, Listen +2, Move Silently +6, Spot +7

Ghoul Fever Disease—bite, Fortitude DC 12, incubation period 1 day, damage 1d3 Con and 1d3 Dex. An afflicted humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghast, not a ghoul.

Paralysis (Ex) Those hit by a ghoul's bite or claw attack must succeed on a DC 12 Fortitude save or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis.

Undead Traits Immune to poison, sleep, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting spells and abilities, and any effect requiring a Fortitude save unless it also works on objects; not subject to critical hits, nonlethal damage, ability damage, ability drain, or energy drain; negative energy heals; not at risk of death from massive damage, but destroyed at 0 hit points or less; cannot be raised; *resurrection* works only if creature is willing.

DEVELOPMENT

The Twisted Rune and Xedac can serve as the start of future adventures in your campaign. Use this encounter to set up a rivalry and an ongoing set of opponents if you want to use Undermountain as your campaign moves to its next stage.

While the Twisted Rune operatives appear in the main cave, not far from the portal chamber, if the cave is collapsing Xedac works to move the fight into the safer location. He isn't happy that the runestone seems to be in imminent danger, but he figures the best he can do is destroy the PCs at this point in time.

XEDAC**CR 7**

hp 32 (5 HD); fast healing 5; **DR** 10/silver and magic

LE Medium undead (augmented humanoid)

Init +7; **Senses** darkvision 60 ft.; Listen +17, Spot +17

Languages Common

AC 23, touch 13, flat-footed 20

Resist cold 10, electricity 10; turn resistance +4

Fort +4, **Ref** +6, **Will** +4

Weakness garlic, holy symbols, mirrors, running water, sunlight

Speed 30 ft. (6 squares)

Melee slam +11 (1d6+9 plus energy drain) or

Melee +1 *greatsword* +13 (2d6+12)

Ranged mwk shortbow +9 (1d6/x3)

Space 5 ft.; **Reach** 5 ft.

Base Atk +5; **Grp** +11

Atk Options Cleave, Power Attack

Special Actions blood drain, dominate (DC 13), energy drain (DC 13)

Combat Gear potion of inflict serious wounds

Abilities Str 22, Dex 17, Con —, Int 12, Wis 16, Cha 12

SQ *create ghoul*, gaseous form, rejuvenation, spider climb, undead traits

Feats Alertness^B, Blind-Fight, Cleave, Combat Reflexes^B, Dodge^B, Improved Initiative^B, Lightning Reflexes^B, Mobility, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword)

Skills Bluff +9, Climb +10, Heal +7, Hide +10, Listen +17, Move Silently +10, Search +9, Sense Motive +11, Spot +17

Possessions combat gear plus +1 greatsword, masterwork chain shirt, masterwork shortbow with 20 arrows

Blood Drain (Ex) A vampire can suck blood from a living victim with its fangs by making a successful grapple check. If it pins the foe, it drains blood, dealing 1d4 points of Constitution drain each round the pin is maintained. On each such successful attack, the vampire gains 5 temporary hit points.

Create Ghoul (Sp) Once per day Xedac can create a ghoul from a humanoid corpse as if using the *create undead* spell. This takes one hour. The created ghoul is loyal to Xedac and will not attack him. He can command as many ghouls as he has hit dice; any excess are free-willed and not under his control.

Dominate (Su) A vampire can crush an opponent's will just by looking onto his or her eyes. This is similar to a gaze attack, except that the vampire must use a standard action, and those merely looking at it are not affected. Anyone the vampire targets must succeed on a Will save or fall instantly under the vampire's influence as though by a *dominate person* spell (caster level 12th). The ability has a range of 30 feet.

Energy Drain (Su) Living creatures hit by a vampire's slam attack gain two negative levels. For each negative level bestowed, the vampire gains 5 temporary hit points. A vampire can use its energy drain ability once per round.

Gaseous Form (Su) As a standard action, a vampire can assume gaseous form at will, as the spell (caster level 5th), but it can remain gaseous indefinitely and has a fly speed of 20 feet with perfect maneuverability.

Rejuvenation (Su) Like a lich, Xedac has a phylactery. If reduced to 0 hit points, Xedac's body is destroyed and a new one forms 1d10 days later at his phylactery. Unlike a normal vampire, he does not assume gaseous form and have to find his coffin if reduced to 0 hit points. To be permanently destroyed, his phylactery must be located and destroyed (hardness 10, 20 hit points).

CONCLUSION

If the PCs defeat Xedac and his ghouls, they might run into him in the future if they again cross paths with the Twisted Rune. Because of his ability to rejuvenate, the PCs will not be able to immediately destroy him permanently, so they can meet him again and again. Eventually Xedac develops a grudge toward the PCs who keep killing him (he doesn't mind dying, but losing to the same people over and over galls him to no end), and he may get special dispensation for additional gear or allies to help kill the meddlesome PCs.

In future encounters, Xedac might have a mummy, wights, wraiths, or some other powerful undead to assist him against the PCs.

3 GHASTS**CR 3**

hp 29 each (4 HD)

CE Medium undead

Init +3; **Senses** darkvision 60 ft.; Listen +2, Spot +8

Languages Common

AC 17, touch 12, flat-footed 14

Resist turn resistance +2

Fort +1, **Ref** +4, **Will** +6

Speed 30 ft. (6 squares)

Melee bite +5 (1d8+3 plus ghoul fever and paralysis) and 2 claws +3 each (1d4+1 plus paralysis)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +2

Special Actions stench

Abilities Str 17, Dex 17, Con —, Int 13, Wis 14, Cha 16

SQ undead traits

Feats Multiattack, Toughness

Skills Balance +7, Climb +9, Hide +8, Jump +9, Listen +2, Move Silently +8, Spot +8

Ghoul Fever Disease—bite, Fortitude DC 15, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based. An afflicted humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghast, not a ghoul.

Paralysis (Ex) Those hit by a ghast's bite or claw attack must succeed on a DC 15 Fortitude save or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis.

Stench (Ex) The stink of death surrounds these creatures.

Living creatures within 10 feet must make a DC 15 Fortitude save or be sickened for 1d6+4 minutes. A success indicates that a character can't be affected by the same ghast's stench for 24 hours.

Undead Traits Immune to poison, sleep, paralysis, stunning, disease, death, effects, necromantic effects, mind-affecting spells and abilities, and any effect requiring a Fortitude save unless it also works on objects; not subject to critical hits, nonlethal damage, ability damage, ability drain, or energy drain; negative energy heals; not at risk of death from massive damage, but destroyed at 0 hit points or less; cannot be raised; *resurrection* works only if creature is willing.

Appendix: Magic and Monsters

CROWN ADAMANT

The *Crown Adamant*, an item of legacy, appears as a plain crown forged of pure adamantite and set with a single smooth oval, red gemstone above the brow. Golden sparks can be seen flaring to life and dying constantly inside the gem, whose origin is a mystery.

Nonlegacy Game Statistics: *Adamantine crown of protection +1*; Cost 5,000 gp; Weight 2 lb.

Omen: The weight of the crown doubles (to 4 pounds) when it is worn by a dwarf that is not the heir to the throne of the Melairkyn. The weight of the crown is multiplied by five (to 10 pounds) when it is worn by a nondwarf. Only a dwarf can take advantage of the crown's legacy properties as outlined below.

HISTORY

Legend says that the *Crown Adamant* came directly to the Melairkyn dwarves from the god Dumathoin himself, who wished to bestow his favor upon the Melairkyn dwarves, granting unto their leader the secrets of stone. Regardless of where the crown came from, it is known that the crown was placed upon the brow of King Melair I upon his coronation, and has adorned the brow of each of his heirs since then. (DC 15)

WHAT IS A LEGACY ITEM?

A legacy item is a powerful magic item with history and potential. Such an item is similar to an artifact. The item was probably created with a simple purpose, but it developed abilities gradually.

Every legacy item has the potential to improve over time with sacrifice from the user. When a character meets the wearer requirements, she can attune to the item and gain abilities as she goes up in level. For the set cost specified under Legacy Rituals and detailed on the item's table, the user gains new abilities at particular experience levels. The table shows certain penalties and costs associated with the legacy. A legacy item's user must take the penalties and losses associated with her level to use the legacy item's abilities. For the *Crown Adamant*, the attack roll penalties and Fortitude save penalties are not cumulative, but the hit point loss is. For example, a 16th-level wearer of the *Crown Adamant* takes a -2 penalty on attack rolls and a -2 penalty on Fortitude saves, and has lost a total of 10 hit points throughout the time he has possessed and worn the crown.

Feats are required to gain access to the legacy item abilities of the *Crown Adamant*, and those feats can be acquired only by completing legacy rituals. Least Legacy (*Crown Adamant*) allows a wearer of 5th to 9th level to access abilities from equivalent levels, and Lesser Legacy (*Crown Adamant*) is required to use abilities from 10th to 16th level. Greater Legacy (*Crown Adamant*) grants access to 17th-level and higher abilities.

Sequestered as they were from the outside world, the dwarves of Melairbode constantly worried about the possibility that a surprise assault upon their home could occur, even as they worked to further fortify their position within a massive lava tube that stretched deep into the Underdark. To this end, they tasked their high priest Belkram to divine a method by which they might discover the presence of enemies prior to such an event, allowing them to adequately defend themselves from potential incursions. Belkram prayed to the dwarf god of secrets, hoping that an answer would be provided, an answer that would give the dwarves the power to defend themselves even as they worked diligently to mine the mithral that existed in rich quantities within the stone surrounding their home. Whether the item was constructed by Belkram or Dumathoin himself, it is clear that Belkram gifted the *Crown Adamant* to King Melair I upon his coronation. (DC 20; **Monarch's Perception**)

Belkram's journals indicate that he was tasked by Dumathoin to guard the legacy of the crown, even as he sees that it is passed from generation to generation of Melairkyn monarchs. Though the high priest did not age in body, his spirit became restless nonetheless. He did at one point become so desperate to be released from his duty that he betrayed the secret of the crown to the drow of House Tanor"Thal, who managed to successfully storm Melairbode in the hopes to take over the custodianship of the mithral mines. It was in this attack that Belkram became cursed by Dumathoin even as he stole away with the crown as the Citadel was being overrun with dark elves and their minions. Cursed as he

Whenever a wearer wants to gain the feat required to open up access to a new tier of abilities (Least, Lesser, or Greater), that individual must somehow learn about the history of the item and a related ritual by making or having another character make a successful Knowledge (history) check, the DCs of which are detailed parenthetically in the history of the *Crown Adamant*. The wearer must then pay the gold and roleplaying costs associated with the ritual. If a PC does that, she gains access to all the legacy abilities linked to that bonus feat (Least Legacy, Lesser Legacy, Greater Legacy) as soon as she advances to the appropriate character level.

So, if a 10th-level character undergoes the Secrets Under the Hill ritual for the *Crown Adamant*, that character pays 12,500 gp for ritual materials and attempts to accomplish the ritual's roleplaying requirement. Upon successful completion of that ritual, the user gains the bonus feat Lesser Legacy (*Crown Adamant*), which gives access to the staff's 10th-level legacy ability.

When the wielder advances to 12th level, she doesn't have to undergo the ritual again—the Lesser Legacy (*Crown Adamant*) feat allows her access to the *true seeing* ability.

If the user wishes to open up access to the *Crown Adamant*'s *stoneskin* ability, she must complete the legacy ritual required to gain the Greater Legacy (*Crown Adamant*) feat and advance to 17th level.

For more information on legacy items, see the *Weapons of Legacy* supplement.

was, Belkram entered into a horrible state of undeath when this occurred. (DC 25; *Secrets Under the Hill*)

Having fled from the scene of his treachery, Belkram escaped the drow of House Tanor'Thal. The dwarf lived as a hermit in the Underdark after that, crawling through cramped, little known tunnels inhabited only by the fungus-farming myconids. Over time his depression grew so great that he found his way to the cavern at the top of the vast lava tube and threw himself into the depths, hoping to end his own existence. Knowing very little regarding the nature and extent of the curse that was laid upon him, Belkram lay at the bottom of the lava tube until his preternatural body mended itself and he crawled away once more to remain guardian of the crown. He had no idea that his legendary leap was in fact witnessed, and is the reason for the ancient lava tube's given name, Belkram's Fall. (DC 30; *Secrets Under the Mountain*)

LEGACY RITUALS

Three rituals are required to unlock all the abilities of the *Crown Adamant*.

Monarch's Perception: You must defend the home of your clan or family from intrusion by a creature or creatures whose Encounter Level is at least equal to your level + 1. Cost: 2,500 gp. Feat Granted: Least Legacy (*Crown Adamant*).

Secrets Under the Hill: You must defeat in personal combat a drow cleric with a Challenge Rating equal to your level or higher. Cost: 12,500 gp. Feat Granted: Lesser Legacy (*Crown Adamant*).

Secrets Under the Mountain: You must descend to the bottom of Belkram's Fall and survive the journey. Cost: 40,500 gp. Feat Granted: Greater Legacy (*Crown Adamant*).

WEARER REQUIREMENTS

Dwarf

Base attack bonus +5

Able to cast a divination spell of at least 1st level

Paladins and rangers find performing the *Crown Adamant's* legacy rituals to be easiest, though any character can benefit from the defensive and divinatory powers of the crown.

LEGACY ITEM ABILITIES

All the following are legacy item abilities of the *Crown Adamant*, and can be used as described only by an owner who is wearing the crown.

Comprehend Languages (Su): At 5th level, you continually understand all spoken and written languages, as if continually affected by the *comprehend languages* spell.

Crown of Protection: When you reach 6th level, the *Crown of Adamant's* deflection bonus to AC increases to +2. It becomes a *crown of protection* +3 when you attain 12th level.

Clairaudience/Clairvoyance (Su): At 9th level and higher, two times per day you can speak a command word

CROWN ADAMANT

Wearer Level	Attack Roll Penalty	Fort Save Penalty	Hit Point Loss	Abilities
5th	—	—	—	Comprehend languages at will
6th	—	—	4	<i>Crown of protection</i> +2
7th	—	—	—	—
8th	—	-1	—	—
9th	-1	—	2	Clairaudience/clairvoyance 2/day
10th	—	—	—	—
11th	—	—	—	Detect secret doors at will
12th	—	—	2	<i>Crown of protection</i> +3
13th	-2	—	—	—
14th	—	—	—	—
15th	—	—	2	<i>True seeing</i> 1/day
16th	—	-2	—	—
17th	—	—	—	<i>Stoneskin</i> 1/day
18th	—	-3	2	<i>Wall of stone</i> 2/day
19th	—	—	2	—
20th	—	—	2	Mind blank

and see or hear at a distance, as the *clairaudience/clairvoyance* spell.

Detect Secret Doors (Su): At 11th level you gain the ability to detect secret doors, compartments, caches, and so forth, as if using the *detect secret doors* spell. As with the spell, you must concentrate for a number of rounds to gain more detailed information.

True Seeing (Sp): At 15th level and higher, once per day when you issue the command word, you can see all things as they really are, as if under the effect of the *true seeing* spell.

Stoneskin (Sp): Once per day after you reach 17th level, when you issue the command word, you gain the benefit of the *stoneskin* spell.

Wall of Stone (Sp): Two times per day at 18th level and higher, when you issue the command word, you can conjure a wall of rock that merges into adjoining rock surfaces, as the *wall of stone* spell. The save DC is 17, or 15 + your Cha modifier, whichever is higher.

Mind Blank (Su): When you attain 20th level, your mind is protected from mental and emotional tampering, as if continually affected by the *mind blank* spell.

MAGIC ITEMS

AUGMENT CRYSTALS

An augment crystal is a small gem, crystal, or similar object that provides a magical effect when affixed to a weapon, shield, or suit of armor (or any other magic item that grants an armor bonus to AC). Each item can hold a single augment crystal, but the attached crystal can be swapped for another one at any time. Attaching an augment crystal to (or removing it from) an item requires a move action that doesn't provoke attacks of opportunity. Effectively, each eligible item has a single "slot" that can be filled by any appropriate augment

crystal. Each augment crystal's body slot entry lists the appropriate item to which it can be attached.

All augment crystals are ranked as either least, lesser, or greater. A least augment crystal functions whenever attached to an object of at least masterwork quality, even if the item itself has no magical properties. Lesser and greater varieties of augment crystals are not available in this adventure.

Clasp of Energy Protection

Price (Item Level): 500 gp (3rd) (least), 1,500 gp (5th) (lesser), or 3,000 gp (7th) (greater)

Body Slot: — (shield crystal)

Caster Level: 5th

Aura: Faint; (DC 17) abjuration

Activation: —

Weight: —

Fire Protection: This fiery red crystal is slightly warm to the touch.

Cold Protection: This icy clear crystal is covered in a thin layer of frost.

Acid Protection: This hazy green crystal hisses faintly when exposed to the open air.

Electricity Protection: This brilliant blue-white crystal crackles with static discharge when touched.

Sonic Protection: This deep purple crystal gives off a faint hum, and rings with a sonorous chime when tapped.

A *clasp of energy protection* protects against a specific form of energy: acid, cold, electricity, fire, or sonic. The least variety grants resistance 5 to the designated energy type. Once the crystal has prevented a total of 25 points of energy damage, it becomes inert for 12 hours.

Lesser: The lesser variety grants resistance 10 to the designated energy type. Once the crystal has prevented a total of 50 points of energy damage, it becomes inert for 12 hours.

Greater: The greater variety grants resistance 15 to the designated energy type. Once the crystal has prevented a total of 75 points of energy damage, it becomes inert for 12 hours.

Prerequisites: Craft Magic Arms and Armor, *resist energy*.

Cost to Create: 250 gp, 20 XP, 1 day (least); 750 gp, 60 XP, 2 days (lesser); 1,500 gp, 120 XP, 3 days (greater).

Crystal of Energy Assault

Price (Item Level): 600 gp (3rd) (least), 3,000 gp (7th) (lesser), or 6,000 gp (10th) (greater)

Body Slot: — (weapon crystal)

Caster Level: 5th

Aura: Faint; (DC 17) evocation

Activation: —

Weight: —

Acid Assault: This crystal seems to contain an incandescent green fluid.

Cold Assault: Covered in a faint layer of condensation, this clear crystal radiates chilling waves of energy.

Electricity Assault: A brilliant blue color, this crystal sparks and snaps with electrical discharge.

Fire Assault: This fiery red crystal appears to burn with a heatless flame.

A *crystal of energy assault* adds a particular type of energy damage to a weapon's attacks: acid, cold, electricity, fire, or sonic. This bonus damage doesn't stack with any energy damage of the same type dealt by the weapon. A *least crystal of energy assault* adds 1 point of energy damage of its type to the weapon's damage.

Lesser: A *lesser crystal of energy assault* adds an extra 1d6 points of energy damage of its type to the weapon's damage.

Greater: A *greater crystal of energy assault* adds an extra 1d6 points of energy damage of its type to the weapon's damage, as well as a secondary effect depending on the type of crystal.

Acid Assault: Target takes –1 penalty to AC for 1 round (multiple hits on the same creature don't stack).

Cold Assault: Target's speed is reduced by 10 feet for 1 round, to a minimum speed of 5 feet (multiple hits on the same creature don't stack).

Electricity Assault: Target is dazzled for 1 round.

Fire Assault: Target takes an additional 1d6 points of fire damage 1 round later (multiple hits on the same creature don't increase the next round's damage beyond 1d6).

Prerequisites: Craft Magic Arms and Armor; *Melf's acid arrow*, *ray of frost*, *lightning bolt*, or *fireball*; or *energy bolt*^{EPH}.

Cost to Create: 300 gp, 24 XP, 1 day (least); 1,500 gp, 120 XP, 3 days (lesser); 3,000 gp, 240 XP, 6 days (greater).

WEAPON

Waterlock Sword

Price (Item Level): 8,350 gp (12th)

Body Slot: — (held)

Caster Level: 8th

Aura: Moderate; (DC 19) evocation

Activation: —

Weight: 5 lb.

This +1 *water outsider* bane greatsword sheds a bright blue light when drawn.

Prerequisites: Craft Magic Arms and Armor, *dimensional anchor*.

Cost to Create: 4,000 gp (plus 350 gp for masterwork greatsword), 320 XP, 8 days.

CLOTHING

Umber Crystal Helm

Price (Item Level): 4,000 gp (8th)
Body Slot: Head
Caster Level: 8th
Aura: Moderate; (DC 19) transmutation
Activation: —
Weight: 3 lb.

This crystallized umber hulk skull fits any Medium creature like a slightly oversized helm. The wearer sees through the eyeholes and can speak through the mouth-gap. It adds to the wearer's Intelligence score in the form of a +2 enhancement bonus. This bonus does not grant the wearer extra skill points when a new level is attained; use the unenhanced Intelligence bonus to determine skill points.

Prerequisites: Craft Wondrous Item, *fox's cunning*.

Cost to Create: 2,000 gp, 160 XP, 4 days.

Yeldoos's Cursed Medallion

Price (Item Level): 8,000 gp (12th)
Body Slot: Throat
Caster Level: 5th
Aura: Faint; (DC 17) transmutation
Activation: —
Weight: —

This *amulet of natural armor* +2 has ties to the Shadow Weave. When someone puts on or takes off the medallion, and every day at dusk, it deals 1 point of temporary Wisdom damage to the wearer.

In addition, the medallion has a special property that provides a benefit to anyone who wears it while attempting to activate or manipulate Halaster's runestone (see page 192). A fragment of Halaster's essence has attached itself to the medallion, but this fades at the end of the adventure.

Prerequisites: Craft Wondrous Item, *barkskin*.

Cost to Create: 4,000 gp, 320 XP, 8 days.

TOOLS

Gremma's Cauldron

Price (Item Level): 5,000 gp (9th)
Body Slot: —
Caster Level: 10th
Aura: Strong; (DC 20) transmutation
Activation: —
Weight: 5 lb.

This iron cauldron is a boon to potion brewers and a handy tool even for those with no talent for brewing. A user who has the Brew Potion feat can use the cauldron to brew a potion in half the time (4 hours instead of 8 hours). Those without the feat can use the cauldron to brew potions as if they did have

the feat, though all normal requirements for creating potions apply (including the standard 8-hour creation time).

Anyone can use the cauldron to convert the magical energy in a scroll into a potion. Doing so requires a scroll, magical reagents worth to the difference in creation cost between a scroll of that spell and a potion of that spell, and spending XP equal to 1/25 of this cost difference. For example, a scroll of *bull's strength* costs 75 gp to create, and a *potion of bull's strength* costs 150 gp to create. By combining the scroll and 75 gp worth of reagents (150 – 75 = 75) in the cauldron and spending 3 XP (75 / 25 = 3), the user creates a *potion of bull's strength*.

Once per day the cauldron can create a *potion of cure light wounds*. This requires magical reagents worth 25 gp, which must be stewed in the cauldron for 4 hours.

Prerequisites: Brew Potion, *minor creation* or *major creation*.

Cost to Create: 2,500 gp, 200 XP, 5 days.

Kyo Crystals

Price (Item Level): See text
Body Slot: —
Caster Level: Varies
Aura: Varies
Activation: Standard (manipulation)
Weight: —

The drow of Karsoluthiyl know how to activate the inner magic of the largest natural crystals found in some parts of Undermountain. They call their creations *Kyo crystals* after their name for Undermountain, Kyorlamshin. The drow find them to be a cheap source of expendable magic items for their weaker troops. Unlike their raw form, most *Kyo crystals* do not glow except when activated by their bearer. Activating a *Kyo crystal* is a standard action that requires the user to hold it in hand and will its power to take effect; this does not provoke attacks of opportunity. When used, a *Kyo crystal* becomes dull and opaque and quickly crumbles to worthless sand.

Kyo crystals duplicate the effect of a specific spell (the spell is fixed at the time the item is created). Available crystal types are *burning hands* (focused outward, not at the user), *cure light wounds*, *cure moderate wounds*, *cure serious wounds*, *light*, *mage armor*, *magic missile*, *magic weapon*, *mirror image*, and *ray of frost*.

Creating *Kyo crystals* requires the Craft Wondrous Item feat and a supply of raw crystals equal to half the value of the finished item. The crafting process drains power from all of the smaller crystals and focuses them into the largest one; it is typical for a dozen or more raw crystals to be consumed to create a single *Kyo crystal*. The crafter spends XP (and time) as normal for item creation, but no other materials other than the raw crystals are required, and no gold needs to be spent. The creator does not need to be able to use the desired spell effect in order to create a *Kyo crystal* of that type; for example, a wizard can make *cure light wounds* crystals.

Kyo crystals have the same market price as a potion with the same effect (for example, a crystal that contains *cure light wounds* has a market price of 50 gp, just as a *potion of cure light wounds* does).

Prerequisites: Craft Wondrous Item.

Cost to Create: Varies.

MINOR ARTIFACT

Horned Ring

Price: Minor artifact

Body Slot: —

Caster Level: 18th

Aura: Strong; (DC 24) abjuration and conjuration

Activation: Standard (command)

Weight: —

Fashioned by Halaster, these iron rings have pairs of tiny curved horns curling out and back toward the wearer. Only eight *horned rings* are known to exist, and nearly all are accounted for among Halaster's ex-apprentices. Jhesiyra Kestellharp had one in her possession, but it vanished centuries ago along with her.

The wearer of a *horned ring* can employ *greater teleport* within the confines of Undermountain, unaffected by the presence of a *Halaster's teleport cage* (see page 219). It is not possible to *teleport* out of or into Undermountain using a *horned ring*.

Upon command, the wearer of a *horned ring* can cloak himself in an *antimagic aura*^{Mag}.

A *horned ring* provides magical protection equivalent to a *brooch of shielding* and a *major ring of energy resistance* (electricity).

Prerequisites: Minor artifact.

Cost to Create: Minor artifact.

HALASTER'S DRIFTING PORTALS

The Mad Mage of Undermountain long ago devised a number of unique properties for portals he created in his terrible dungeon, including the odd drifting portals.

A drifting portal has its origin or terminus tied to a general area, not a specific fixed location. The creator of the portal must specify whether this spell affects the origin of a portal or the terminus of a portal during the creation of the device. Such portals drift continuously and randomly within the radius specified by the portal builder (anything from 10 to 1,000 feet from the focal point) at a rate of 10 feet per round. To determine the random motions of a drifting portal, roll 1d6 three times per minute to determine a portal's movement; 1–2 means up, left, or forward; 3–4 means no change, no change, or no change; 5–6 means down, right, or backward.

A portal's creator can direct its path through active concentration, which requires a standard action. Once the creator ceases concentration, the portal resumes its random drift until concentration is resumed. A portal with the drifting property costs 50% more than it otherwise would.

SPELLS

ANALYZE PORTAL

Divination

Level: Bard 3, sorcerer/wizard 3

Components: V, S, M

Casting Time: 1 minute

Range: 60 ft.

Area: Cone-shaped emanation from you to the extreme of the range

Duration: Concentration, up to 1 round/level (D)

Saving Throw: See text

Spell Resistance: No

Seeing with a magical eye, you sense a portal. Studying it, knowledge about the portal comes into your mind as though it was a memory you could not recall until now.

You can tell whether an area contains a magical portal or the effect of a *gate* spell. If you study an area for 1 round, you know the sizes and locations of any such *portals* in the area. Once you find a portal, you can study it. (If you find more than one portal, you can study only one at a time.)

Each round you study a portal, you can discover one property of the portal, in this order:

Any key or command word needed to activate the portal.

Any special circumstances governing the portal's use (such as specific times when it can be activated).

Whether the portal is one-way or two-way.

A glimpse of the area where the portal leads. You can look at the area where the portal leads for 1 round; the range of your vision is the spell's range. *Analyze portal* does not allow other divination spells or spell-like abilities to extend through the portal. For example, you cannot also use *detect magic* or *detect evil* to study the area where the portal leads while viewing the area with *analyze portal*.

For each property, you attempt a caster level check (1d20 + caster level) against DC 17. If you fail, you can try again in the next round.

Analyze portal has only a limited ability to reveal unusual properties, as follows:

Material Components: A crystal lens and a small mirror.

CLOAK OF DARK POWER

Abjuration

Level: Drow 1

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: 1 minute/level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

A dim gray haze appears around the creature. Light bends around this haze, leaving the creature in a patch of strange and shifting darkness.

Cloak of dark power creates a dusky haze around the subject. The haze does not interfere with vision, but the subject and anything it wears or carries is protected from the effect of full sunlight, even under the open, daytime sky of the surface world. A drow subject suffers no penalties related to light blindness while under the effect of a *cloak of dark power* spell.

The subject also gains a +4 resistance bonus on saves against light or darkness spells or effects.

CLUTCH OF ORCUS

Necromancy [Evil]

Level: Cleric 3

Components: V, S

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Target: One humanoid

Duration: Concentration

Saving Throw: Fortitude negates; see text

Spell Resistance: Yes

The humanoid you targeted with this spell clutches its chest and grimaces in agony for an instant before it collapses to the ground, unable to move.

Magical force grips the subject's heart (or similar vital organ) and begins crushing it. The victim reacts as if having a heart attack (it is paralyzed) and takes 1d3 points of damage per round. Concentration is required to maintain the spell each round. A conscious victim gets a new saving throw each round to end the spell. If the victim dies as a result of this spell, its smoking heart appears in the caster's hand.

HALASTER'S SCRYING CAGE

Abjuration

Level: Sorcerer/wizard 9

Components: V, S, M

Casting Time: 10 minutes

Range: Close (25 feet +5 ft./2 levels)

Area: One 10 cubic ft./level

Duration: Permanent

Saving Throw: None

Spell Resistance: No

This spell modifies the functioning of all divination spells and spell-like abilities into, out of, and within its area of effect, and it bars the functioning of all divination (scrying) spells into, out of, and within its area of effect.

If the spell is cast in an area adjoining or overlapping another *scrying cage*, the effects of both spells merge to create a single *scrying cage*. Undermountain, the greatest dungeon

of Faerûn, is believed to have been enclosed within the largest *scrying cage* in existence in the Realms by means of this combinatorial effect.

When this spell is cast within, into, or out of a *scrying cage*, divination (scrying) spells simply fail to work and the spell is wasted. Other divination spells cannot bypass any continuous physical barrier, such as a wall, ceiling or floor. Such spells can pass through any aperture, even one as small as a keyhole.

Material Component: Diamond dust worth 1,000 gp.

HALASTER'S TELEPORT CAGE

Abjuration

Level: Sorcerer/wizard 9

Components: V, S, M

Casting Time: 10 minutes

Range: Close (25 feet +5 ft./2 levels)

Area: One 10 cubic ft./level

Duration: Permanent

Saving Throw: None

Spell Resistance: No

This spell modifies the functioning of all conjuration (teleportation) spells and spell-like abilities, including *dimension door*, *greater teleport*, *refuge*, *teleport*, *teleportation circle*, and *word of recall*, into, out of, and within its area of effect.

If the spell is cast in an area adjoining or overlapping another *teleport cage*, the effects of both spells merge to create a single *teleport cage*. Undermountain, the greatest dungeon of Faerûn, is believed to have been enclosed within the largest *teleport cage* in existence in the Realms by means of this combinatorial effect.

When this spell is cast within a *teleport cage*, such translocation spells simply transport all affected creatures and objects to another random location within the *teleport cage*. For example, if a wizard casts *teleport* within the confines of Undermountain, the encompassing *teleport cage* would cause him to appear at another random location within the great dungeon.

When a caster outside the area encompassed by a *teleport cage* attempts to teleport into it, this spell redirects his destination to another random location reachable by the spell. For example, if a 9th-level wizard in the city above attempted to *teleport* into the depths of Undermountain, the encompassing *teleport cage* would cause him to appear at another random location within 900 miles of the place where he cast the spell.

Material Component: Diamond dust worth 1,000 gp.

MONSTERS

BEHOLDERKIN, EYEBALL SWARM

Hundreds of miniature, flying orbs, each with a central eye and four smaller eyestalks, float through the air, unleashing blasts of magic in all directions.

Although beholders and their various kin are usually solitary creatures, eyeball swarms work in concert to create spell-like effects more powerful than they could normally do otherwise.

Strategies and Tactics

Eyeball swarms evince little in the way of strategy or tactics. They tend to alternate between their frost ray swarm and sphere of fear attacks, hoping to keep foes at arms length until they can be destroyed. If a foe gets within reach of melee combat or seems immune to cold damage, the eyeball swarm alternates between its *sphere of bedazzlement* and *telekinetic eyes*, using the latter to push threats away.

Ecology

Eyeball swarms are voracious hunters, attacking almost anything they encounter. They favor rotten meat above all other delicacies, but nearly anything substantial will do.

Eyeball Beholderkin Swarms in Faerûn

In a case of convergent invention, several evil groups (including the phaerimm triumvirate of Ooltul and the exiled beholder mages seeking to reclaim the city) more or less simultaneously created miniature mutated beholderkin. The

EYEBALL BEHOLDERKIN SWARM LORE

Characters who have ranks in Knowledge (dungeoneering) or Knowledge (religion) can learn more about eyeball beholderkin swarms. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (dungeoneering)

DC Result

- 16 Eyeball swarms consist of hundreds of miniature beholders.
- 21 Eyeball swarms are dangerous even if they are up to 25 feet away, because the spell-like abilities of the individual beholderkin come into play at that range.

Knowledge (religion)

DC Result

- 16 Eyeball swarms have strong ties to the Moonsea Hive and the Church of Bane.
- 21 Individual eyeballs are often found as familiars for arcane spellcasters dedicated to the Dark Lord.

BEHOLDERKIN, EYEBALL SWARM

CR 4

Always NE Diminutive aberration (swarm)

Init +3; **Senses** all-around vision, darkvision 60 ft.; **Listen** +3, **Spot** +8

AC 18, touch 17, flat-footed 15
(+4 size, +3 Dex, +1 natural)

hp 21 (6 HD)

Immune charm, command effects

Fort +1, **Ref** +5, **Will** +7

Speed 5 ft. (1 square), fly 40 ft. (good)

Melee swarm (2d6 plus distraction)

Ranged *frost ray swarm* (2d3 cold)

Space 10 ft.; **Reach** 0 ft.

Base Atk +4; **Grp** —

Atk Options myriad eyes

Abilities Str 6, Dex 16, Con 9, Int 2, Wis 10, Cha 10

SQ flight, hive mind, swarm traits

Feats Alertness, Improved Initiative, Iron Will

Skills Hide +19, Listen +3, Search +6, Spot +8

Advancement —

All-Around Vision (Ex) Eyeball swarms are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus on Spot checks and a +8 racial bonus Search checks. They cannot be flanked or sneak attacked.

Distraction (Ex) Fortitude DC 12, nauseated 1 round. The save DC is Constitution-based.

Flight (Ex) An eyeball swarms many bodies are naturally buoyant. This buoyancy allows it to fly at a speed of 40 feet. This buoyancy also grants the swarm a permanent feather fall effect (as the spell) with personal range.

Hive Mind (Ex) All eyeball beholderkin within a swarm are in constant communication. If one is aware of a particular danger, they all are. If one is in an encounter that is not flat-footed, none of them are. No eyeball swarm member in an encounter is considered flanked unless all of them are.

Myriad Eyes An eyeball swarm can use its eye rays in concert to create powerful spell-like effects. Only one of the following four powers may be used per round, and no power can be used more than once every other round.

Frost Ray Swarm (Sp) An eyeball swarm can shoot multiple *rays of frost* in all directions, dealing automatic cold damage to any creature within 25 feet of the swarm, with no attack roll needed. Frost ray swarm attacks are not subject to a miss chance for concealment or cover. They do not threaten creatures within range and cannot be used to make attacks of opportunity.

Telekinetic Eyes (Sp) An eyeball swarm can use multiple *mage hand* spell-like abilities to create an effect nearly equivalent to a *telekinesis* spell-like ability. Telekinetic eyes create an effect identical to the spell, but this spell-like ability is treated as a 0-level spell, has a range of 25 feet, and can be used only to create a sustained force effect.

Sphere of Bedazzlement (Sp) An eyeball swarm can use multiple *daze* spell-like abilities to create a sphere of bedazzlement with a radius of 25 ft. Within the sphere, all living creatures with 5 or fewer HD are subject to a *daze* effect.

Sphere of Fear (Sp) An eyeball swarm can use multiple *cause fear* spell-like abilities to create a sphere of fear with a radius of 25 ft. Within the sphere, all living creatures with 5 or fewer HD are subject to a *cause fear* effect.

idea was to create a perfect servant to complement the undead death tyrant. Initially most eyeballs appeared in packs of four or fewer, and they were most commonly encountered as familiars for followers of Bane. However, in recent years, eyeball beholderkin packs have begun congregating into swarms. Whether this reflects a new, permanent behavior or a temporary aberrations remains to be seen.

MYCONID VENOM SPORE

Appearing as a six-foot mushroom with arms, legs, and a face, this creature has a bright red cap with sickly yellow spots, and a pale milky stalk of a body. Its eyes are the same sickly yellow color that adorns its cap.

MYCONID VENOM SPORE

CR 3

LE Medium plant

Init +2; **Senses** low-light vision; Listen +5, Spot +5

Languages telepathy (rapport spores)

AC 13, touch 12, flat-footed 11

hp 33 (4 HD)

Immune mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, morale), poison, sleep, paralysis, polymorph, stunning, critical hits

Fort +7, **Ref** +3, **Will** +3

Speed 20 ft. (4 squares)

Melee 2 slams +5 each (1d6+2)

Ranged spores +5 touch (varies)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +5

Abilities Str 14, Dex 14, Con 16, Int 10, Wis 14, Cha 10

SQ spores (distress, reproduction, rapport, venom), plant traits

Feats Alertness, Toughness

Skills Knowledge (nature) +3, Listen +5, Profession (farmer) +6, Sense Motive +4, Spot +5, Survival +5

Advancement —

Spores (Ex) As a standard action, a myconid venom spore can release a cloud of spores. These spores come in several different varieties, as described below. Each kind of spore can be used a number of times per day equal to the myconid's Hit Dice.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on non-myconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. Making a successful DC 15 Fortitude save negates the effect, but it is harmless. Rapport lasts for 60 minutes with outsiders, or for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. The communication range is 120 feet. The save DC is Constitution-based.

Venom: These spores can incapacitate living creatures, causing them to become extremely ill. They are released in a 120-foot spread and have no detrimental effect on myconids. Non-myconid living creatures must make a successful DC 15 Fortitude saving throw or become nauseated for 2d4 rounds. The save DC is Constitution-based.

This aberrant myconid came about as a direct result of the flood of magical energy that washed through Undermountain upon Halaster's demise. Subjected as they were to the powerful magic of the dying archmage, these plants became warped, dark, and degenerate. They are now capable of producing a spore that renders living creatures helpless, causing them to become nauseated.

Strategies and Tactics

In combat, these myconids begin by using their venom spores until they manage to incapacitate their opponents. Once the creatures have been affected, the myconid venom spores team up on them, pummeling them to death. Unlike their more peaceful myconidkin, the venom spores can be somewhat bloodthirsty once they enter combat. Though this doesn't mean they attack recklessly. The venom spores keep their distance from opponents and remain spread out as well as they can, until they are assured of victory.

Ecology

Myconid venom spores have managed to carve out a niche for themselves among their less poisonous kin, functioning as soldiers and defenders of their respective colonies.

Environment: Like other myconids, venom spores prefer to dwell in dark cool caves underground. Though the first identifiable members of this species appear in Belkram's Fall, it is impossible to measure the reach of magical energies that spread when Halaster died. It is entirely possible that other colonies were likewise affected.

Typical Physical Characteristics: A typical myconid venom spore stands 6–7 feet in height and can weigh as much as 300 pounds.

MYCONID VENOM SPORE LORE

Characters who have ranks in Knowledge (dungeoneering) or Knowledge (history) can learn more about myconid venom spores. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (dungeoneering)

DC Result

- 16 This mushroomlike creature is a variety of myconid known as a venom spore. As its name suggests, this creature has an attack that delivers poison.
- 21 Myconid venom spores are stronger than their ordinary counterparts, but they do not close to melee until after they have used their spores to weaken their enemies.

Knowledge (history)

DC Result

- 16 Some myconids were warped by the magical storms that afflicted Undermountain after Halaster's death.
- 21 These myconids, called venom spores, have the ability to induce nausea in their foes.

No one knows what lurks in the depths of the mad archmage's halls . . . but you're about to find out.

Day, night, I can no longer tell. Gargoyles carried off the wizard while we were roping our way down Belkram's Fall. Evendur the paladin fell beneath the axe of a blood-maddened minotaur two rests later, then Ironhewer stumbled into a magical portal and vanished screaming. We dared not follow him. It is said that these halls hide treasure beyond imagining, but even if we found Halaster's hoard in the next chamber, we are so hopelessly lost that I doubt I would live to spend a copper of it.

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