

MONTE COOK PRESENTS: IRON HEROES

SONG OF THE BLADE



A LEVEL 1 ADVENTURE BY MATT SPRENGELER



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I owe thanks to my friends/playtesters who ran through versions of this adventure and let me adapt some of their characters for it: Mateo "Haley Brimm" Salazar, Kevin "Sartanis" Shea, Dieter "Gowan" Zimmerman, Matt "The guy who killed the dog" Falduto, and Deidre "Clio" Shea.

I owe even more thanks to the memory of my mother, who always encouraged me to follow where my imagination leads; and to my father, who still does.

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INTRODUCTION

Welcome to **Iron Heroes**! You are about to enter a world where skill, cunning, and tactics are far more useful than a +3 backscratcher of blathering. The perils your characters face here can only be overcome with steady nerves and cold steel. Mysterious relics from an inhuman race have been found in the forest, and with them come great danger. From giant spiders to corrupted cultists and even the dreaded dire skunk, strange menaces abound. If the innocent are to be saved, if the treasure is to be won, if the monsters are to be slain, the situation demands Iron Heroes.



ADVENTURE SUMMARY

Song of the Blade is an introductory Iron Heroes module that takes a group of four beginning PCs to approximately 4th level. Along the way they become familiar with the town of Axenbough, as well as the nearby Meanderwood Forest and perhaps the foothills of the Godsfang Mountains. Axenbough is a cheerful community on the surface, reaping the bounty of the forest, but a vile presence is beginning to make itself felt. A spidery race called the Aatarkhop ruled this land eons ago. Now the actions of a few heedless cultists are calling the wicked arachnoids from their slumber.

The adventure begins in Axenbough, where the characters meet the mayor, an arcanist named Byron Madigan. He has acquired a bronze helm of ancient origin and strange design. Although the helm has obviously seen

combat, it was just as clearly designed for a non-human head. The first chapter of the adventure deals with the helm and its place of origin, an old overgrown fort in a part of the woods shunned by sensible folk. They have good reason to shun it, as strange and dangerous beasts dwell within. The hillside behind it also conceals ancient burial chambers that the party must revisit in the end. Upon successfully escaping, the party should have a small collection of bronze antiques that Madigan will pay well for.

Unfortunately, this also makes enemies for the PCs. A cult with many followers around Axenbough worships the beings that created these bronzes, a wicked arachnid race called that Aatarkhop. The cultists begin stalking the PCs and ambush them repeatedly over the weeks that follow. Help and information come from a reclusive woman of the woods called Grandmother Hickory. A retired adventurer who battled the cult in her youth, she gives the players some clue about the peril they now face. In order to test their resolve and skill, she sends them to battle an unpleasant dire skunk.

Upon their successful return, she explains the cult's history and goals in more detail. The old woman also has two suggestions about defeating the spider-worshippers. One such suggestion takes the party to another long-lost Aatarkhop site, now home to a territorial hippogriff looking for a meal. The other results in a lengthy trek through the web-shrouded home of a powerful ettercap called Old Bloatbody. There the PCs will find a large group of cultists. Defeating them and killing Old Bloatbody free a large section of the forest from fear.

However, the cult isn't idle while this is going on. Led by their mysterious Seer, secretly a respected local warrior named Haley Brimm, the cult kidnaps Madigan's son Sammael and blackmails the arcanist into ordering the

arrest of the PCs. They also attempt to kill Grandmother Hickory, succeeding unless the party arrives in time to aid her. All hope is not lost, for Byron's wife Elsa secretly contacts the party. Her son has been replaced by a hideous shapechanging thing that monitors her husband on behalf of the cult. She helps the PCs trap it, which reveals that young Sammael was taken to Axenbough's sawmill. The boy is gone when the party arrives, but a pack of cultists are still there, and they put up a good fight.

Clues from this fight lead the party to a woodland stockade where Haley and his followers are in the middle of a vile ritual around a huge bonfire. Using Sammael's blood and a hoard of old Aatarkhop eggs, the cult plans to turn themselves into hideous spider-like shapeshifters. Rescuing the boy and stopping the cult are good ideas. However, the best laid plans of mice and adventurers will fall into disarray when the fire rages out of control, trapping the party in a burning stockade full of angry cultists. If the party survives, they'll have the gratitude of Axenbough (especially the Madigans) and whatever treasure they can carry. This includes *almost* all the pieces of a key that opens a lost Aatarkhop vault in the hills... but that's a subject for another day.

AXENBOUGH & THE FOREST

The town of Axenbough is the eastern outpost of a loose league of human cities. It sits in the middle of the mighty Meanderwood Forest, which takes its name from the winding Meander River that cuts through it. The eastern edge of the Meanderwood rises sharply into the grim Godsfang Mountains. Whatever lies beyond these jagged peaks is a mystery to most folk.

Axenbough itself has 4,000 residents. Its mayor is a man named Byron Madigan; he is respected for his keen intellect and for his status as the town's only arcanist. His wife Elsa and son Sammael mean more to him than anything else. The law in Axenbough is enforced by chief constable Daria Batslayer and 40 guards. Their ranks are augmented by a group called the Axenbough Rangers, an official militia that patrols much of the Meanderwood. The Rangers are 200 in number and led by a respected man named Sartanis; he and his companion, a trained wolf named Shadow, are a common sight around Axenbough.

The town's major commercial activities all relate to the Meanderwood. Logging and forestry provide most of Axenbough's income, with products being shipped down the Meander River to

the western settlements in exchange for their worked goods. Most crafts are available here, and Axenbough is known for its high quality wooden goods and armaments. The town has a frontier attitude — everyone is looking to make their own fortune in the face of a dangerous wilderness, many folk keep their weapons to hand, and everyone lends a hand to those in need without expecting a favor in return.

The Meanderwood is a dangerous place, especially beyond the patrols of the Rangers. It has long been troubled by dire animals of all kinds. A group of bandits calling themselves the Dire Dogs also operates near Axenbough. Recently, huge vermin have become common, particularly monstrous spiders. The good folk of Axenbough don't realize it, but this latter problem is due to the influence of a vile cult. The cult is led by a Ranger named Haley Brimm. They worship an ancient race of spider-like humanoids called the Aatarkhop, and their practices are drawing enormous spiders from the depths of the forest.

One person in the Meanderwood has some idea what's happening. The reclusive old woman called Grandmother Hickory (weapon master 8) fought this cult many years ago. Now she lives in a weather-beaten shack in the middle of the forest. Of the woods' many denizens, she is the one most likely to help battle the cult, although she may well test anyone who comes to her for aid.



AXENBOUGH (Large Town)

Conventional; AL N; 3,000 gp limit; Population 4,000.

Authority Figures:

Mayor Byron Madigan (LN arcanist 6); Chief Constable Daria Batslayer (LN warrior 5); Sartanis, captain of the Axenbough Rangers (NG hunter 2/weapon master 2).

Important Characters:

Elsa Madigan, wife of Byron and heir to the sawmill (LG expert 2); Haley Brimm, noted Ranger (LE archer 3); Kolmen Splinter, skilled woodworker and bowmaker (NG expert 8); Stalya Torwell, owner of the sawmill and mother to Elsa Madigan (LN aristocrat 7).

Random Meanderwood Encounters

The PCs will cross and re-cross several sections of the Meanderwood Forest over the course of this adventure. The creatures listed below are appropriate wandering monsters for most of it (Old Bloatbody's glade in Chapter 2 has a separate list). It is suggested that three checks be made every day the characters spend traveling or camping in the woods, each with a 10% chance of generating an appropriate encounter using the creatures listed below. Each creature's CR is listed next to it to help you determine an appropriate number of creatures for your party to meet; selecting the exact creature is left to your judgement.

Tiny monstrous spider (1/4)
 Badger (1/2)
 Small monstrous spider (1/2)
 Dire Dog scout (warrior 1) (1)
 Medium monstrous spider (1)
 Wolf (1)
 Boar (2)
 Dire badger (2)
 Hippogriff (2)
 Large monstrous spider (2)
 Dire wolf (3)
 Giant praying mantis (3)
 Giant owl (3)
 Dire boar (4)
 Griffon (4)
 Owlbear (4)
 Huge monstrous spider (5)
 Spider eater (5)

ADVENTURE HOOKS

The PCs will need to be in Axenbough at the beginning of the adventure, but how they get there is up to them and the GM. Options include the following:

We Live Here: The party members are all residents of Axenbough. They might know the Madigans personally, or they might aspire to join the Rangers and patrol the forest. Such characters are likely to have a personal connection to the events that unfold.

Show Us The Money: Byron Madigan is a man known throughout the region, and when he offers a reward for information, the PCs are bound to hear about it. Whether they live nearby or miles away, the chance to do a favor for a powerful arcanist (and be paid for it) is a powerful lure.

Trading Party: Any or all of the PCs could have come up the Meander River from the cities of the west. Trading boats regularly ply the waterway, and they always need guards (or rowers).

Dog Hunting: The bandits called the Dire Dogs have preyed upon the region for some time. Not only is a reward offered for the capture of their leader Reynard, the brigands may well have robbed the PCs or someone they care about. They're an elusive group, and tracking them down is beyond the scope of this module, but they provide a reason for armed bands to be tromping around the forest.

Eldritch Favors: Aside from any arcanist PCs, Byron Madigan is the only person around here who's known to use magic. That's why the folk of Axenbough keep electing him as their mayor. If any PC needs some kind of arcane help, he's the only one they can turn to. In return, he might show them a bronze helm and ask if they might assist him....

GM'S NOTES

This adventure is often presented as an encounter flow-chart rather than a set of rooms to explore. When it's time for the next encounter, drop it on 'em and don't worry about the geography. You're in charge here. Many of the dangers the PCs face live above ground (although there are some dungeons to crawl through), and given the devious minds of most players, it seemed wisest to present those dangers in an open-ended fashion.

By the end of this module the PCs should have gained enough experience to be at or near 4th level. It is assumed that the party will reach 2nd level by the early stages of Chapter 2 and 3rd level before the cellar confrontation in Chapter 3. If this isn't the case, consider either reducing the threats the PCs face or throwing a few extra encounters their way. The Meanderwood holds many secrets: the

ENCOUNTER TABLE

To help the GM prepare, we have included a quick reference table showing all encounters at a glance.

Pg – the module page number that the encounter can be found on. **Type** – this indicates if the encounter is a trap (T), roleplaying encounter (R), or combat (C). **Encounter** – the key monsters, traps, or NPCs that can be found in the encounter. Names in *italics* are classed NPCs. **EL** – the encounter level.

Pg	Type	Encounter	EL	Pg	Type	Encounter	EL
6	R	<i>Byron Madigan</i> (arcanist 6)	6	37	C	Ugly (ettercap)	3
10	C	<i>Hyid</i> (Warrior 1), <i>Jakkel</i> (Warrior 1), and 2 dogs	2	38	C	Large monstrous hunting spider	2
13	C	Spider swarm	1	39	C	<i>Alys</i> (Hunter 2), 20 cultists (Commoner 1s), 10 cultists (Warrior 1s), various cultists (Expert 1s)	variable
13	T	Spear trap	1	40	C	Old Bloatbody (ettercap)	4
14	C	2 badgers	1	44	C	Dire wolf runt	2
15	C	Guardian statue	2	45	C	4 Axenbough town guards (Warrior 1s)	2
16	C	Medium monstrous hunting spider	1	46	C	"Sammael" (tomhnoddi)	3
16	C	Guardian statue	2	48	R	<i>Sartanis</i> (Hunter 2/Weapon Master 2)	4
17	C	Medium monstrous hunting spider	1	48	R	Shadow (advanced wolf)	2
18	C	2 guardian zombies	1	52	C	<i>Juddsen</i> (Expert 1/Warrior 2)	2
21	C	4 guardian zombies	2	52	C	12 sawmill cultists (Warrior 1s)	variable
24	C	<i>Goravi</i> (Executioner 1), <i>Dwill</i> (Warrior 1), and <i>Tazen</i> (Warrior 1)	3	55	C	3 Ranger cultists (Expert 1/Warrior 1s)	2
26	R	<i>Grandmother Hickory</i> (Weapon Master 8)	2 or 1	57	C	2 Medium monstrous hunting spiders	3
27	C	Wounded boar	1	57	C	2 Medium monstrous web-spinning spiders	3
27	C	dire skunk	2	58	C	2 spider swarms	3
28	C	<i>Konor</i> (Warrior 1)	1	59	C	<i>Haley Brimm</i> (Archer 3), <i>Chook</i> (Armiger 2), and 30 Ranger cultists (Expert 1/Warrior1s)	variable
29	C	4 cultists (Commoner 1s)	2				
32	C	4 Dire Dogs (Warrior 1s)	3				
33	C	Hippogriff	2				
35	C	3 cultist guards (Warrior 1s)	2				
36	C	Medium monstrous web-spinning spider(s)	1+				

Dire Dogs, various magical beasts, other Aatarkhop ruins. After sharpening their blades on the skulls of a few more foes, your party should be ready to jump back into the pursuit of Haley Brimm and his minions.

USING THE SWORDLANDS

Although *Song of the Blade* isn't written specifically for use with the Swordlands setting provided in the core *Iron Heroes* book, the adventure fits it with very little adjustment. Byron Madigan is a logical candidate to be one of the First, in which case he may well be the founder of Axenbough rather than an elected mayor. Elsa can be First or human as the GM wishes, and the same is true of Sammael. Nasty GMs might also make Haley Brimm (and possibly his sidekick Chook) come from the ranks of the First, particularly if any of the PCs are members of that powerful race.

In this setting the Aatarkhop are an early and powerful type of slave created by one of the Masters. They controlled these lands as part of the ongoing war. Powerful magic from one of that Master's rivals caused the Aatarkhop to die out, but failed to kill all of their eggs.

Most of the Meanderwood is considered part of the Swordlands. The ruined hillfort and points east of there are Ghostlands, especially the grim Godsfang Mountains. Axenbough itself is a young community, no more than 50 years old, and its connections to the west are tenuous at best. Byron Madigan could be trying to form stronger links with nearby settlements in hopes of strengthening Axenbough as it struggles to survive on the frontier. His interest in Aatarkhop artifacts comes from his desire to learn more of the vanished Masters, and he wishes to find reliable associates who can venture into the Swordlands and beyond to discover what he seeks.



CHAPTER ONE

PRELUDE: BANDS OF BRONZE



INTRODUCTION

The PCs are offered a reward by Byron Madigan, a prominent man in the town of Axenbough and the region's only arcanist. He wants to know the origin of a strange bronze helm that was found in the dangerous eastern reaches of the Meanderwood Forest. Assuming they agree, the party explores a long-lost hillfort that predates human control of the area. Ancient artifacts wait to be found there. So do a host of dangers including monstrous spiders, ancient zombies, and a distinctly recent trap left by those who want the hillfort's contents for themselves.

This chapter lays the foundation for the action to come. Recurring enemies make their first appearances, like the Dire Dogs and the cult of the Aatarkhop. So do allies like the Madigan family and, indirectly, Grandmother Hickory.

Spiders threaten the characters several times. By the time this chapter is over, the party should have gained enough experience to reach 2nd level. Several of the fights they face are difficult. Teamwork and clever tactics are the key to survival. In most cases the PCs will have the advantage of numbers, which promotes cooperation and reinforces the advantages of sticking together.

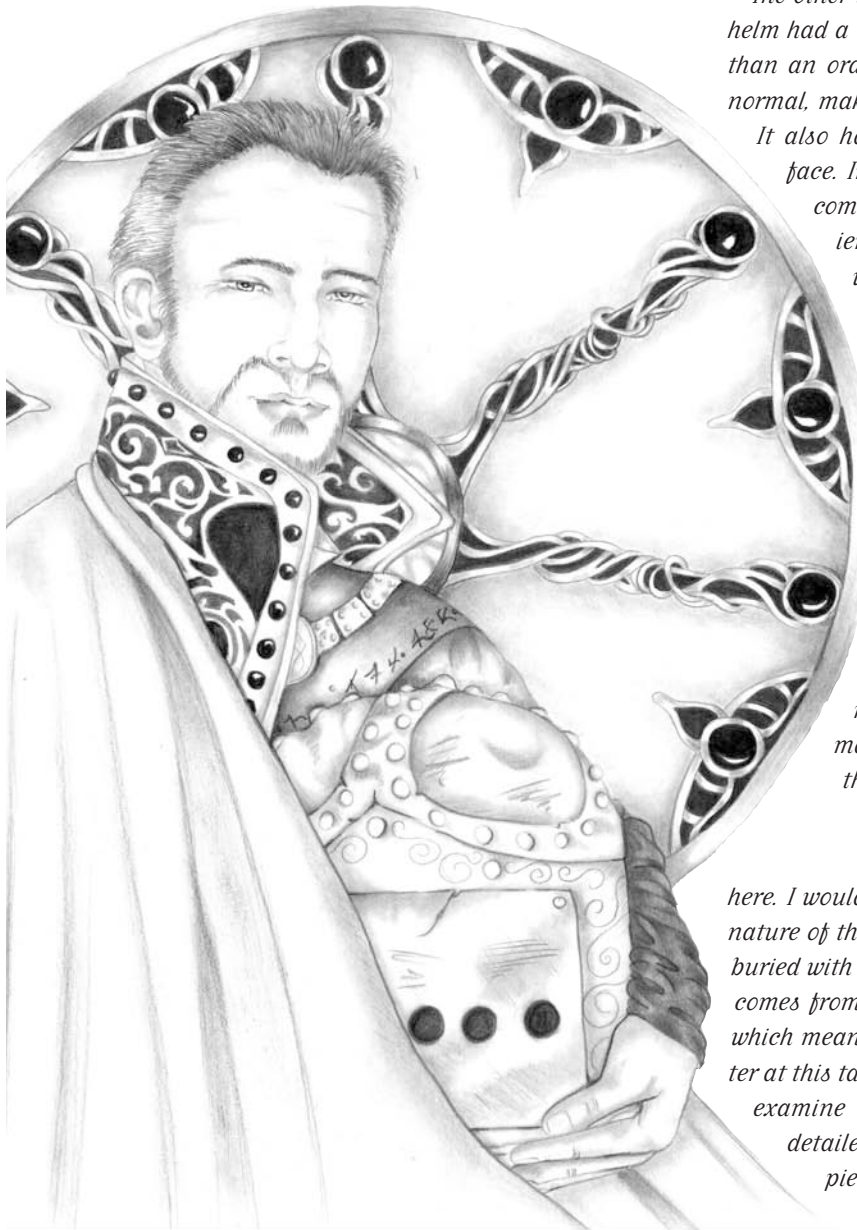
The adventure begins with the PCs hearing that Byron Madigan is offering a large sum of gold to entice hardy souls into exploring a portion of the perilous eastern Meanderwood. Perhaps a notice has been posted in Axenbough's large town square, or maybe rumors are flying around the town's taverns and gambling halls. It could be that one or more of the PCs have a personal connection to the Madigan family — a debt to repay, an old friendship to renew, loyalty to a cousin.

However they end up there, the PCs begin at the Madigan family's large home. Byron is a tall man in his early 40s with short brown hair and a well-trimmed beard. He dresses in simple but expensive clothing. His wife Elsa is shorter and has curly blond hair. She laughs often and treats the PCs as if they were her own family (until the beginning of Chapter 3). Their son Sammael is a chubby six-year-old with his mother's round face and his father's unblinking stare. Although they have a small staff of servants, Elsa and Byron take care of many domestic duties themselves.

After cordial greetings, cheerful Elsa offers refreshment to the PCs while Sammael circles them and asks endless questions about their armament. Byron might ask them a question or two about their background. Soon he invites them upstairs to his study, where he has a strange object to show them.

IN MADIGAN'S STUDY

Byron Madigan is a clever man with a keen interest in nature and history. His wife Elsa and son Sammael are the emotional core of his life; the study is his intellectual equivalent. It houses his neatly organized collections of maps, tomes, and reference materials (many of which he wrote himself). Arcane implements are displayed on high shelves or kept behind the locked doors of a sturdy oak cabinet. Everything is in its place. The only thing interrupting this orderly arrangement is a wrinkled piece of parchment haphazardly pinned to the side of a bookshelf. The parchment is covered in a smeary array of colored lines and inky blobs. To a seasoned adventurer it looks like a planar map or perhaps some eldritch runes. If asked about it, Byron chuckles and says it's a picture Sammael drew.



Once everyone is comfortably arranged around his large maplewood desk, Byron takes one of the strange objects off a high shelf and asks everybody to examine it. At first glance it looks like a flat-topped helmet made of bronze. In the days before humanity learned to smelt iron, bronze armor was common. This helm, however, was never made to fit a human head. A trained eye can even tell (with a Craft (armorsmithing) check against DC 15) that it wasn't made by human hands. Share the following text with your players:

As you examine the ancient-looking bronze helm, you notice two things. First, the helm has obviously been worn in battle. Your trained eyes recognize the dents and scratches of combat criss-crossing its surface. Interspersed with them are several clusters of dots and grooves that resemble a written language, although not one you recognize.

The other thing you notice is that whoever wore this helm had a very unusual head. Although it's no taller than an ordinary helm, it's nearly twice as wide as normal, making it look like an oversized loaf of bread.

It also has an unusual opening for the wearer's face. Instead of the nose- and cheekplates for a common warrior, or the visor worn with heavier armor, this helm has a solid bronze plate with eight round openings the size of coins spaced evenly across its front. None of them are placed such that a normal person could use them as eyeholes.

Byron Madigan steeples his fingers and speaks. "It's an unusual piece indeed. Loggers and miners occasionally find old bronze castoffs deep in the Meanderwood, but nothing like this. I'm fairly certain it was a piece of armor, but I can't guess who made it. Or when. Legends say an ancient humanoid race flourished in this forest. That may or may not be true, but I do know that strange things live in dark glades now, just beyond our own civilization.

"That's why I asked you to join me here. I would like to know more about this helm — the nature of the area where it was found, what else was buried with it, anything to help determine its origin. It comes from a place outside Axenbough's protection, which means a band of skilled warriors will fare better at this task than common folk. If you go to the site, examine it thoroughly, and bring me back a detailed report, I will give you each 100 gold pieces. In addition, I will pay you for any other such relics you can find."

Assuming the party agrees to terms with Byron, he takes a silver scroll case from a nearby shelf and hands it to whichever PC did most of the group's talking. He explains that the forester who sold him the helm, a well-known local man named Charren, also provided a rough map to its location. If the party wishes, Byron will go over the map with them. It details part of the eastern forest, where the land rises rapidly into the feet of the Godsfang Mountains, centered on a crudely-drawn structure of some kind.

Byron explains that this area of the forest is not commonly traveled. The trees are mostly worthless softwoods, and the predators are large and cunning. Of late it has also been plagued by a pack of half-wild bandits who call themselves the Dire Dogs. Charren's doings in that area are a mystery to Byron. All he knows is that the forester claims to have found the helm in a clump of bushes right outside the structure on the map.

According to the sketch, this structure is a half-ruined wall in the shape of a semicircle. The back of the circle is a cliff. Several vague shapes have been drawn inside the wall, representing small buildings that the forester found reasonably intact. Byron says Charren didn't explore the area, but that this region is said to be full of crumbling structures from bygone days, and this is probably an abandoned hillfort built by the region's former inhabitants.

Unless the PCs have further questions, Byron will thank them for their help and suggest that they start early and quietly tomorrow morning. He would prefer that this exploration be kept secret for now. Axenbough is a fairly large community, and if too many people hear of his plans, Byron fears that the site will be looted. Profiting from the find would be nice, he says, but his main goal for now is to learn about it.

BYRON MADIGAN, MAYOR AND MAGE:

arcanist 6; CR 6; Medium Humanoid (human); HD 6d4+18; hp 33; Init +0; Spd 30 ft.; Defense 14, touch 14, flat-footed 10; Base Atk +4; Grp +3; Atk/Full Atk masterwork dagger +4 melee (1d4–1) or masterwork dagger +5 ranged (1d4–1, 10 ft.); SA spells (mana limit 27); SQ daunting visage, wound mending; AL LN; SV Fort +7, Ref +6, Will +9; Str 8, Dex 10, Con 12, Int 19, Wis 16, Cha 14.

Skills and Feats: Appraise +13, Bluff +11, Concentration +10, Decipher Script +13, Diplomacy +11, Disguise +13, Gather Information +11, Heal +16, Hide +9, Intimidate +11, Knowledge (all but Dungeoneering) +13, Listen +12, Move Silently +9, Perform (all) +11, Profession (mayor) +12, Ride +9, Search +13 (+15 to find secret doors/hidden compartments), Sense Motive +12, Sleight of Hand +11, Speak Languages (any 9), Spellcraft +15, Spot +12, Survival +3 (+5 in aboveground natural environments or on other planes, to find or follow tracks, and to keep from

getting lost or avoiding natural hazards), Use Magic Device +13 (+15 involving written items); Healing Lore 1, Healing Lore 2, Healing Lore 4, Political Mastermind 1, Political Mastermind 2.

Traits: none

Possessions: masterwork dagger, medallion of office, 200 gp.

Other Notes: Byron Madigan's exact nature depends on the role of magic in your game. If arcanists are feared and hunted, he keeps his abilities a secret, using them behind closed doors for the good of Axenbough. If magic is permitted, Byron uses it to the greatest extent society permits in hopes of calming nervous souls. Regardless of his arcane status, Byron is an excellent mayor, and he really does work to do what he thinks Axenbough needs. He is serious and intense, but riptides of curiosity are always at work under his calm surface. Given his deep concern for Axenbough's well-being, he wants to make sure that the bronze artifacts pose no threat to the town. Elsa and Sammael matter to him even more than Axenbough, though, and if provoked he'll sacrifice anything for their safety.

The party shouldn't find itself fighting Byron directly. He's not a combat machine — his primary school is divination, secondary is illusion, tertiary is transmutation — and he'll use his power to get himself and his family out of danger rather than stay and fight.

AROUND THE TOWN

The PCs may well spend time in Axenbough before setting off. Three things are likely to interest them before they go: Charren, the eastern woods, and Byron himself. All three can be investigated over the course of a few hours with one or more Gather Information checks for each topic.

CHARREN

A wily woodsman, Charren has a local reputation as a skilled tracker. He worked with logging crews in his youth, but after an accident cost him three fingers on his left hand, he turned to hunting (some say poaching). With a little work (Gather Information DC 15), the PCs can learn that Charren has recently been exploring the eastern woods with great care. The town of Axenbough is offering a reward for the capture of Reynard, leader of the Dire Dogs, and Charren is apparently trying to find the band's headquarters. At the moment Charren is out exploring, so the PCs can't meet him — and he'll be dead before they find him.

THE EASTERN WOODS

If folktales can be believed, this area is home to vicious animals, giant vermin, sinister witches, and all manner of



evil goblins. In truth, the entire Meanderwood Forest is home to live dangers and dead civilizations, so the PCs are likely to hear dozens of rumors and tall tales after a few hours of asking questions. Mixed with that will be a few nuggets of useful information.

General inquiries about the eastern woods will result in tales of bandits and monsters. Everyone has heard of the notorious Dire Dogs, and it's common knowledge (Gather Information DC 10) that they prowl the area with a pack of half-wild mastiffs, ambushing and often murdering anyone they find. Characters getting a 15 or higher on their check will also learn that huge swaths of the eastern Meanderwood are overrun with animals and vermin of enormous size. Those who get at least a 20 will hear that the thick forest hides a number of ruined stone structures, many of which are marked with the symbol of an eight-pointed star. A crazy old woman is said to live near such a ruin (this is Grandmother Hickory, described in Chapter 2).

BYRON MADIGAN

As the only arcanist for miles around, Byron is well known throughout Axenbough. He is widely believed to be an honest man, as well as one who practices "safer" magic like divination and illusion (Gather Information DC 10 uncovers both facts). A result of 15 or more uncovers the news that he has recently found an interesting bronze item from the deep woods; this isn't news to the PCs, but the

presence of this rumor will lead the cult to Charren by Chapter 2. If the PCs got at least a 20, they also learn that he wields a great deal of political power in the area, as his wife Elsa is the only child of the family that owns the town's enormous sawmill. Neither she nor Byron have been known to use this influence to harm anyone, but the simple fact of it makes some people suspicious.

CROSSING THE FOREST

The Meanderwood is an old forest. Ancient trees tower above the most ambitious buildings of humanity, while shrubs and saplings wage a fierce battle for survival in the undergrowth. Even a large and prosperous place like Axenbough is swallowed up in the endless woods. To the west of town, the Meander River and several paths lead to other outposts of human civilization, but to the east all is wilderness. A handful of game trails snake through the imposing trees and into the Godsfang Mountains, but the rugged terrain and plentiful natural dangers have deterred most attempts at exploration. The few settlements carved into these hills rarely endure for more than a decade, although new ones are regularly founded by people who prefer the frontier to civilized Axenbough.

It takes three days of travel to reach the site where the helm was found. Most of this travel is uphill, following unmarked paths and fighting through tangled undergrowth.

One member of the party must make a Survival check (DC 15) each day to keep the group on the right path; failure means the day's journey brought them no closer to their goal. Charren's map is an invaluable guide. It grants a +4 bonus to the daily Survival check described above, and the party would be wise to follow it. Charren included enough detail that the map will grant a +2 bonus to any similar check made in the eastern Meanderwood.

Axenbough's town guard and militia patrol the area within a half-day's journey of the city walls, keeping it relatively free of bandits and predators. Beyond that, personal security depends on watchful eyes and ready weapons. In addition to any random encounters the PCs may have, they should encounter the Dire Dogs as they travel to the ruins. A pair of bandits and their hounds picked up the party's trail just outside Axenbough's safe zone.

THE DIRE DOGS STRIKE (EL 2)

Fortunately for the PCs — and unfortunately for the bandits — only two Dire Dogs are following them. Hyid and Jakkel are brothers who recently left their isolated forest hamlet to find riches with the notorious raiders. As newcomers, they have been given the duller tasks; they are currently out harvesting straight hardwood saplings that can be turned into arrows and spears. The brothers were also given two of the bandits' mangiest and most miserable

dogs for companions.

They finish their boring chore around noon of the same day that the PCs begin the journey east. The brothers' dogs catch the party's scent, and Jakkel uses his Survival skill to determine how many people are in the party. Satisfied that the group should be no match for two such mighty bandits as themselves, the brothers and their dogs turn from their course and follow the PCs, planning to ambush them just after sunrise the next day.

It might not go as planned. Whenever the PCs make camp the first day, the brothers settle for the night in a valley a quarter-mile away. If the PCs choose to camp on a hilltop or similar high point, they might notice a thin plume of smoke rising from a campfire started by Jakkel (Spot check DC 20). The fire only lasts for 20 minutes, as an enraged Hyid smothers it once he returns from hunting for dinner, but that's enough time for the party to potentially find the brothers. Another chance to turn the tables comes at sunrise of the second day, as the would-be bandits sneak up on the PCs' campsite. Neither brother is particularly stealthy. Each one will take 10 on his Move Silently attempt, so anyone awake should have a fair chance to discover them with a Listen check.

The Dire Dogs' tactics depend on whether they succeed in sneaking up on the camp. If they do (or at least think they do), Jakkel will command the dogs to kill, release



them into the PCs' camp, and then start using his crossbow. Hyid will wait with him for two rounds while the dogs do their work, then charge in with his axe to attack the nearest PC; Jakkel told him to concentrate on people wounded by the dogs, but he'd rather fight someone who looks strong.

Given the brothers' inexperience, it's possible that the PCs get the jump on them instead. Both bandits are nervous, and if hailed or approached, they immediately dive for their favorite weapons while shouting threats. Regardless of the PCs' intentions, they respond as if they were under attack. Hyid charges right at the largest target, while Jakkel tries to get his back to a tree before opening fire. In their panic both brothers forget about the dogs at first; Jakkel will attempt to release them after two rounds of combat.

In both cases, Jakkel will fight to the death, as it doesn't occur to him that retreat is an option. Hyid will attempt to flee if he's wounded and Jakkel has been taken out of the fight. The dogs feel no loyalty to either man, but they have been half-starved to bring out their predatory nature, so they can stay or flee as the GM sees fit. This encounter is intended to familiarize the PCs with combat, not to present them with an insurmountable challenge.

Should they be taken alive, the brothers are of limited help. They know nothing of the ruins on Charren's map and are only vaguely familiar with the eastern Meanderwood. Hyid is considered hostile if taken alive while Jakkel is unfriendly. Successful use of Diplomacy or Intimidate against either brother will prompt them to reveal that the Dire Dogs number roughly 50 bandits and twice as many dogs, that their leader Reynard is a skilled swordsman, and that the gang is currently spread between four different campsites. Although Jakkel will provide directions to the nearest such site (Hyid has already forgotten where it is), which is a day's journey to the north, it

will be abandoned by the time any PCs arrive. Following up on the Dire Dogs is best left for later.

Every Dire Dog wears a brown cloak made of coarse brown material edged with dog fur. The quality of the cloak indicates the status of the wearer. The brothers are lowly members of the gang, so their cloaks are in poor repair with ragged fur falling out in clumps.

Hyid: Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+5; hp 10; Init +0; Spd 30 ft.; Defense 10, touch 10, flat-footed 10; Base Atk +1; Grp +3; Atk/Full Atk greataxe +3 melee (1d12+3/x3) or shortbow +1 ranged (1d6/x3, 60 ft.) or dagger +3 melee (1d4+2/19-20/x3); AL CE; SV Fort +4, Ref +0, Will -1; Str 14, Dex 10, Con 14, Int 7, Wis 9, Cha 8.

Skills and Feats: Intimidate +3; Toughness.

Possessions: greataxe, dagger, shortbow, 20 arrows, studded leather, Dire Dog cloak, 10 gp.

Jakkel: Warrior 1; CR 1; Medium Humanoid (human); HD 1d8; hp 4; Init +6; Spd 30 ft.; Defense 12, touch 12, flat-footed 10; Base Atk +1; Grp +1; Atk/Full Atk shortsword +1 melee (1d6/19-20) or light crossbow +3 ranged (1d8/19-20, 80 ft.); AL NE; SV Fort +2, Ref +2, Will +0; Str 10, Dex 14, Con 10, Int 12, Wis 10, Cha 10.

Skills and Feats: Climb +4, Handle Animal +4, Jump +4, Survival +4, Swim +4; Improved Initiative.

Possessions: shortsword, dagger, light crossbow, 20 bolts, leather armor, Dire Dog cloak, 20 gp.

Dogs (2): CR 1/3; Small Animal; HD 1d8+2; hp 6; Init +3; Spd 40 ft.; Defense 15, touch 14, flat-footed 12; Base Atk +0; Grp -3; Atk/Full Atk bite +2 melee (1d4+1); SQ low-light vision, scent; AL N; SV Fort +4, Ref +5, Will +1; Str 13, Dex 17, Con 15, Int 2, Wis 12, Cha 6.

Skills and Feats: Jump +7, Listen +5, Spot +5, Survival +1 (+5 when tracking by scent); Alertness.

Possessions: cheaply-made spiked collar (has no game effect).



EXPLORING THE HILLFORT

Centuries ago, a vile arachnid race called the Aatarkhop crossed the mountains and descended on the forest like a plague. These times are lost to memory and few scholars are even aware of the race's existence, but the Aatarkhop did leave their mark on the landscape. Their empire crumbled suddenly after decades of stability. Many of their buildings were abandoned in a hurry, and over time the forest has grown back around them. One such structure (rather, clump of structures) is the hillfort on Charren's map.

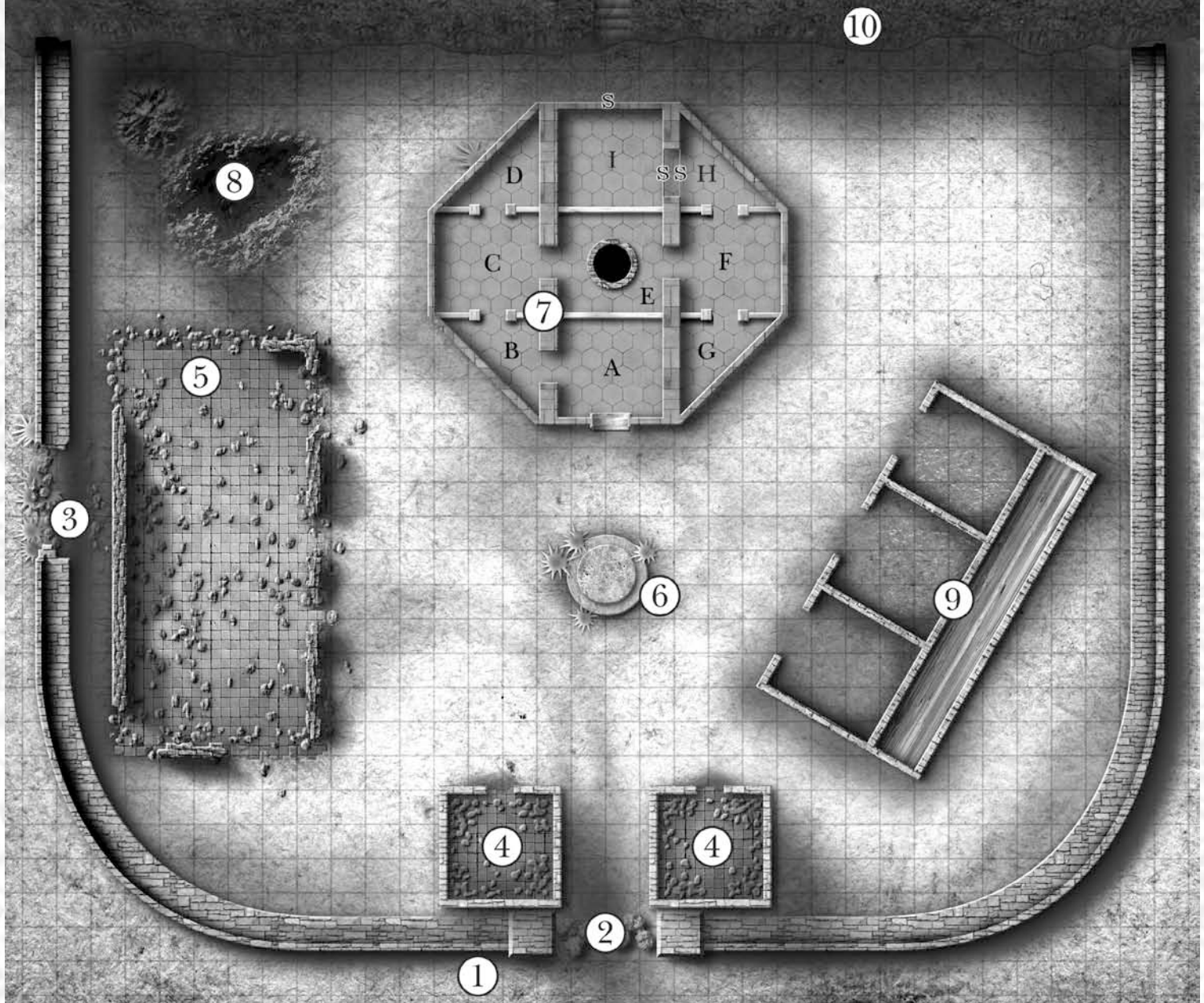
A little-used game trail winds past the base of the hill on which the fort is found. The ground here rises sharply from west to east, hurrying to meet the peaks of the Godsfangs

Hillfort

part one

□ = 5 ft.

← N



nearby. The hill itself crests nearly 400 feet from its western base before sloping gently 250 feet back to the eastern base. Thick stands of conifers compete with clumps of fast-growing softwood trees for dominance of the hillside, while bramble bushes and creeper vines choke the ground around their trunks. The hill's most unusual feature is two-thirds of the way up its western face. The center of the steep hillside suddenly gives way to level ground, creating an outthrust lip of rock nearly 200 feet across, even as the remainder of the slope rises at its normal angle. At its edge, the flat space seems to be hemmed in by a line of tall bushes, but a moment's attention shows that these bushes are nothing more than creeper vines growing thickly over a stone wall. An indentation in the center of the growth looks to be the remains of a gate.

The hill is a steep one, and those wanting to scale it must make Climb checks (DC 5); almost every character should be able to do this by taking 10. Once the first climbers are underway, they should make Spot checks (DC 15). If anyone succeeds, they notice a line of matted vegetation crossing their own path and circling the hill to the north — another climber has been here recently. If climbers choose to follow this trail rather than climb straight up the hill, they find themselves just outside the gap in the hillfort's north wall as described in section 3 below. Otherwise they will reach the western edge of the flat rock shelf, where they are confronted with the wall.

1. THE WALL (EL 1+)

A thick layer of vines covers the ancient-looking stone blocks that make up this 20-foot high wall. Although parts of it are leaning and crumbling, it appears remarkably solid. Bramble bushes are scattered across the base of the wall like sentinels.

The wall is solid but slippery, and the vines that drape it will pull away if they are subjected to much weight, so scaling it requires Climb checks (DC 20). Most characters will need to make three or four such checks to reach the top and just as many to climb down the far side. Anyone who falls will land on the flat rock below, rather than tumble down the hillside.

Falling is the least of a climber's worries. Scrambling through the ropy vegetation disturbs the many poisonous vermin who nest among it. After the second successful Climb check a character makes while scaling this wall, a spider swarm surges out from the vines and attacks. They will continue to pester the intruder until either the swarm is destroyed or the climber leaves the wall. Each individual climber attracts their own swarm, although if a swarm loses its original target, it will pursue any other character on the wall at the time.

If the players try to find the bushes where Charren recovered the bronze helm, a Search check (DC 10) points them to the gleam of metal in a cluster of brambles just south of the gate. Characters who force their way to the center of the bush find the torn remains of a new leather pouch along with 16 odd eight-sided pieces of bronze. Each one is the length of a human thumbnail and has an identical set of symbols on one side; these symbols are dots and lines resembling the markings on the helm. This is a small collection of Aatarkhop coins, dropped by an unwitting cultist during a failed attempt to climb the wall.

Spider Swarm: CR 1; Diminutive Vermin (Swarm); HD 2d8; hp 9; Init +3; Spd 20 ft., climb 20 ft.; Defense 17, touch 17, flat-footed 14; Base Atk +1; Grp –; Atk/Full Atk swarm (1d6 plus poison); Space/Reach 10 ft./0 ft.; SA distraction, poison (injury, Fort save DC 11, initial and secondary damage 1d3 Str); SQ darkvision 60 ft., swarm traits, tremorsense 30 ft., vermin traits; AL N; SV Fort +3, Ref +3, Will +0; Str 1, Dex 17, Con 10, Int –, Wis 10, Cha 2.

Skills and Feats: Climb +11, Listen +4, Spot +4; –.

2. THE GATE (EL 1)

A pair of mighty oaken doors once secured the entrance to this place, but they have long since rotted away to kindling. Now the gate is instead protected by a thick hanging tapestry of creeper vines.

The fledgling cult dedicated to the vile Aatarkhop gods has adopted this hillfort as a sacred place, and so they have prepared a trap to greet unwanted visitors. The hanging vines conceal a tripwire connected to a spear-launcher in the courtyard. Unless the trap is found and disarmed, the first person to pass through the gate arch will be the spear's target. Cutting down the vines across the gate will cause them to fall on the tripwire, which also triggers it.

Spear Trap: CR 1; mechanical; location trigger; manual reset; Atk +6 ranged (1d8/x3); Search DC 20, Disable Device DC 20.

3. THE NORTHERN GAP

A section of the northern wall has fallen in, creating a gap wide enough for three or four people to walk through at a time. The remains of a stone structure are visible through this gap.

This is the only safe way to enter the hillfort. A lightning strike years ago brought down a 15-foot-wide section of the northern wall, and now the cult uses this gap as their main entrance. It isn't obvious from the western base of the hill, and so the infrequent travelers in this part of the Meanderwood haven't yet noticed it.

4. THE TOWERS (EL 1)

The remains of two square towers flank the gate inside the wall. They are made of a different kind of stone than the wall, and each of them has collapsed into 12-foot-high mounds of debris covered in brambles. An arched opening in each tower's eastern face allows access to its rubble-choked interior.

The towers, 15 feet long on each side, were added by human slaves who overthrew their Aatarkhop masters and used the hillfort for a time. As the slaves weren't expert stonemasons, their towers haven't endured as well as the rest of the buildings here. The northern tower has collapsed in on itself and the interior is almost impassable, but 5 minutes of investigation and a successful Search check (DC 15) will uncover a copper bracelet set with worked obsidian. Although this isn't one of the antiquities Byron Madigan seeks, as it dates from a nomadic human tribe that passed this way within the last century, it could be sold for 25 gp.

The southern tower's collapse resulted in much of its upper story falling to the southeast, leaving enough open space inside for up to two creatures of Medium size. Unfortunately, anyone entering the tower will anger its current inhabitants, a pair of badgers. The two animals are a mated pair expecting the birth of their young, and they're quite irritable thanks to the regular attacks of the region's giant spider population. They relentlessly attack anyone entering the south tower (note that their rage enhances the statistics presented below), but they don't leave it in pursuit of foes, preferring to return to their comfy confines underneath massive fallen stone.

Badgers (2): CR 1/2; Small Animal; HD 1d8+2; hp 6; Init +3; Spd 30 ft., burrow 10 ft.; Defense 15, touch 14, flat-footed 12; Base Atk +0; Grp -5; Atk claw +4 melee (1d2-1); Full Atk 2 claws +4 melee (1d2-1) and bite -1 melee (1d3-1); SA rage; SQ low-light vision, scent; AL N; SV Fort +4, Ref +5, Will +1; Str 8, Dex 17, Con 15, Int 2, Wis 12, Cha 6.

Skills and Feats: Escape Artist +7, Listen +3, Spot +3; Weapon Finesse.

5. GUARDHOUSE

Only the foundation and north wall of this stone building remain. Time, weather, and vegetation have consumed the rest.

This long, low building once housed two dozen Aatar-khop warriors. It was 60 feet long from east to west and half that wide. All that survives is a 40-foot-long stretch of the north wall. The rest has fallen to decay and been overrun with the creeping vines and bramble bushes common to this place. A determined search of this ruin will automatically uncover several stone blocks with carvings on them. The inscriptions are

in the dots-and-lines alphabet of the Aatarkhop, but while Byron Madigan might be willing to pay a small sum for these, each block is three feet long and weighs more than 50 pounds.

6. STATUES

This clump of fallen stone was recently cleared of vegetation. You wish it hadn't been. The pile of stone is a jumble of broken statues, each a stomach-turning inhuman figure. You see taloned hands, elongated arms and legs, hunched torsos covered in strangely smooth armor — but none of the heads can be found.

These are representations of the Eight Great Gods, the central figures of Aatarkhop mythology. When the slaves captured the fort, they dragged the statues from outside the shrine (area 7) to this point and smashed them to pieces. When the cultists found this site, they uncovered the statues. In time they plan to reconstruct them at the hidden shrine in their stockade (described in Chapter 3); so far only the heads have been moved.

The statues are bizarre and obviously quite old. Smaller pieces like hands and feet weigh five to 10 pounds, while larger ones are 40 pounds or more. Byron Madigan will pay small sums for individual pieces, but if he gets enough to reconstruct a statue the payment will increase tenfold. Players who take the time to count will discover that each statue has four arms and four legs.

Any activity here will automatically draw the attention of the monstrous spiders in the stables (area 10), although that doesn't mean they'll strike immediately. The pair are cunning hunters who will wait until they can attack from surprise.

7. THE SHRINE

Unlike the other structures here, this eight-sided building has resisted both decay and vegetation. An arched opening in its western face reveals a gloomy chamber decorated with unusual geometric carvings.

This structure has survived intact, thanks to the lingering influence of the malign Eight. The inside is cold and dry regardless of the weather. A sharp but unidentifiable scent hangs in the air. The walls and ceilings of each room are carved with abstract symbols and geometric shapes whose significance are long since forgotten. The only chamber that receives any natural light is 7a; PCs should be able to improvise torches from the nearby vegetation if necessary.

7a. THE ENTRY (possible EL 1)

This square chamber is 15 feet to a side and has an arched opening in the north wall, as well as the western doorway connecting it to the outside world. A variety of tiny shapes, mostly squares and octagons, have been carved in the east wall.

Nothing about this room is unusual when it is first entered. However, if anyone attempts to leave the shrine through this room, a horde of spiders pours out from the carvings and attacks (use the spider swarm statistics from area i).

7b. THE NORTHWEST CORNER (EL 2)

This chamber is a right triangle whose shorter east and south walls are 15 feet long and whose long wall is roughly 21 feet long. Each of the short walls has an arched opening in the center. An unsettling stone statue stands in the center of the room, facing south, and a crumpled corpse lies at its feet. The two swords in the statue's hands have dried blood on them.

The first cultist who entered this chamber found a lethal surprise. The statue here is an animated guardian intended to protect the Aatarkhop shrine from human intruders. If it sees any human or animal enter the room from the south, it attacks without mercy; it ignores creatures entering from the east, and the mask in room 7f prevents it from attacking interlopers. Any ranged attacks on the statue will prompt it to leave the room in pursuit of the attacker, although it stops the chase at the entry to the shrine and returns to this room.

It's worth describing the statue to your players in some detail, as this represents a long-lost race called the tomhnoddi that they'll encounter in Chapter 3. The thing's lower body is that of a monstrous spider, but instead of a head, the space between its front legs is the base of a humanoid torso; the entire effect is rather like an arachnid centaur. Its face is elongated and inhuman, permanently smiling with a mouth full of needlelike teeth. Each of its two hands "holds" a stone longsword (the blades are actually part of the sculpture, and as they have no edge, they deal bludgeoning damage). In combat it strikes with each sword in turn; it cannot make two attacks in one round. The entire thing gives the feeling of a carving done in miniature, as the torso is only the size of a child, yet it has adult features and proportions. This statue is a smaller version of a full-size tomhnoddi; a large version wouldn't have fit through the door.

It has been six months since the cultist here was killed, and his body is no longer recognizable. His cloak is pinned with a silver brooch worth 30 gp. He carried 18 gp in his belt pouch, and he also had a short sword, three torches, a tinderbox, and 25 feet of cheap hemp rope.

Guardian Statue: CR 2; Medium Construct; HD 2d10+20; hp 31; Init +0; Spd 40 ft.; Defense 14, touch 10, flat-footed 14; Base Atk +1; Grp +2; Atk/Full Atk blunt sword +2 melee (1d6+1); SQ construct traits, darkvision 60 ft., low-light vision; AL N; SV Fort +0,

Ref +0, Will -5; Str 12, Dex 10, Con -, Int -, Wis 1, Cha 1.

Skills and Feats: -.

7c. THE NORTH CHAMBER

This square room resembles the entryway. It has arched openings on its east, south, and west walls. Instead of octagons and squares, the walls here are carved with perfect circles.

Nothing in this chamber is relevant to the PCs at this point, but as events unfold, they might realize that the chamber with a humanlike statue was followed by one whose walls were carved to resemble thousands of spider eggs.

7d. THE NORTHEAST CHAMBER

This triangular room has the same proportions as the others. The only visible entrance is the arch in the west wall. Each of the other two walls has a pair of hideous faces engraved on their surface. Broad and inhuman, each face has several small eyes and a mouth sporting a pair of long fangs; they have no ears or noses.

These four carvings represent half of the Eight Great Gods. In times gone by, live sacrifices were performed here. Nothing remains in this room except perhaps a hint of ancient dried blood on the stone floor.

7e. THE CENTRAL CHAMBER (EL 1)

This square chamber has arched openings in its north and south walls. Unlike the other chambers you've seen, the walls of this one are smooth and unornamented. The center of the room is a circular shaft five feet across. The sharp smell of this place is lost here beneath a filthy, rotten odor.

Once creatures both dead and alive were dropped into this ceremonial well where massive spiders fed upon them. The well's interior has crumbled in on itself 30 feet down, but a giant hunting spider still makes its home here. This is a sister of the beasts in the stables (area 9). She's a cunning combatant, clinging to the side of the well to gain partial cover while she lunges repeatedly at one target until it collapses. If any character falls due to poison or loss of hit points, she attempts to grab the body and pull it down to the bottom of the well, ignoring all other characters. Her smattering of treasure is also at the bottom of the well, mixed with bones and gore from previous kills. Ranged attacks and fire will bring her back to the surface. Note that she can pass the guardian in room 7b without difficulty, allowing her to leave at night to hunt.

Medium Monstrous Hunting Spider: CR 1; Medium Vermin; HD 2d8+2; hp 11; Init +3; Spd 40 ft., climb 20 ft.; Defense 14, touch 13, flat-footed 11; Base Atk +1; Grp +1; Atk/Full Atk bite +4 melee (1d6 plus poison); SA poison (injury, Fort save DC 12, initial and secondary 1d4 Str); SQ darkvision 60 ft., tremorsense 60 ft., 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 +10, Spot +12; Weapon Finesse.

Treasure: 400 cp, 50 sp, chain shirt, dagger.

7f. THE SOUTH CHAMBER

This square room resembles the entryway. It has arched openings on its east, north, and west walls. All the carvings here are octagons, and a line of red bricks in the floor creates another octagon. A small stone hatch at the base of the south wall is slightly ajar.

The senior Aatarkhop priest performed special ceremonies in this chamber. The hatch to the south covers a foot-high alcove where the priest stored important materials; over time the door's bronze hinges have bent open. Several items of cloth and paper have disintegrated with the years, but a bronze knife, bronze mask, and trio of stone rings are still intact. The knife has an unusually long hilt relative to its blade, to accommodate an Aatarkhop's large hands, and being made of bronze it has a –1 penalty on attack and damage rolls (minimum 1 damage). Each ring is carved so that its exterior curve is actually an octagon, and they only fit on narrow fingers.

The mask is obviously a relative of the helm in Byron Madigan's study. It's sculpted to fit a head much broader than a normal human's, and it has eight coin-sized holes arranged across its front in a similar pattern, interspersed with a set of angular lines that create a disquieting pattern. It was once held in place by a leather strap which has long since rotted away.

Perhaps the most noteworthy feature of the mask is that the constructs in rooms 7b and 7h will not attack anyone wearing it. The mask doesn't cause them to stop fighting if they've already started, but as long as the mask is being worn by a humanoid in their room, they will allow any number of other creatures to enter without attacking. This isn't a mystical power of the mask, but the result of the way the constructs were created. They will still defend themselves if they are attacked in the mask's presence, although they will only attack the mask's wearer if they see him attacking them.

7g. THE SOUTHWEST CHAMBER

This triangular room has the same proportions as the others. The only visible entrance is the arch in the east

wall. Each of the other two walls has a pair of hideous faces engraved on their surface. Broad and inhuman, each face has several small eyes and a mouth sporting a pair of long fangs; they have no ears or noses.

The faces of the other Eight Great Gods are found here. All eight reliefs look different from one another — one has larger fangs, another has eyes in an unusual arrangement — but most of the differences are too subtle for a mammal to recognize.

7h. THE SOUTHEAST CHAMBER (EL 2)

This triangular room has the same proportions as the others. The only visible entrance is the arch on the west wall. Carvings on the wall here resemble intricate spiderwebs. The stone statue of a male human stands in the center of the room, facing west. Its grotesque head sports eight misshapen eyes, and its mouth is bracketed by a pair of jagged mandibles.

This statue is another guardian based on an Aatarkhop hybrid slave race. In combat it can bite for 1d6 damage instead of using its slam attack.

Guardian Statue: CR 2; Medium Construct; HD 2d10+20; hp 31; Init +0; Spd 40 ft.; Defense 14, touch 10, flat-footed 14; Base Atk +1; Grp +2; Atk/Full Atk bite or slam +2 melee (1d6+1); SQ construct traits, darkvision 60 ft., low-light vision; AL N; SV Fort +0, Ref +0, Will –5; Str 12, Dex 10, Con –, Int –, Wis 1, Cha 1.

Skills and Feats: –.

A secret stone door in the north wall (Search DC 20) leads to room 7i.

7i. THE EASTERN CHAMBER

The walls of this square chamber are covered in disturbing carvings and reliefs. Horrible creatures with eight-eyed heads devour the flesh of human beings, many-armed monsters prowl through endless forests, and giant spiders burst from human bodies like snakes shedding their skin. The center of the west wall is taken up by stone shelves with several flat objects on them.

These shelves contain the Aatarkhop's records of their journey west over the mountains and the growth of their forest empire. Sadly, the records are in the arachnoids' unknown language. Even more unfortunate, at least to adventurers looking to make a quick profit, the records are inscribed on brittle clay tablets measuring approximately 12"x8"x2". Thirty such tablets are found on the shelves. Each one weighs 3 pounds. Their edges flake away with even mild handling, so PCs who want to take them back to town had best find a way to transport them safely.

If all the tablets are removed from the top shelf, a few other items can be seen in a niche behind them. These include a bronze dagger similar to the one in room 7f, a stack of 64 bronze octagons identical to the ones in the brambles in area 1, and 8 amethysts worth 100 gp each.

The eastern wall of this room has a small concealed door that can easily be found from inside (Search check DC 10 inside or DC 20 from the outside). It allowed the senior Aatarkhop to quickly access the community's records. Anyone using this door automatically attracts the attention of the spiders living in the stables (area 9). They also receive one free Spot check to notice the cave opening described in area 10.

8. RECENT DIGGING

Four stone walls in great disrepair give evidence of once having been a building. Only the southwest corner looks sturdy. Inside the walls, someone has been digging a pit — and quite recently by the look of it.

The ragged stone walls of an old storage building surround a pit dug by the cultists in their search for Aatarkhop relics. They chose this site because the walls shelter it from the monstrous spiders in the old stables (area 9). Even so, the giant vermin made regular attempts to eat unwary diggers, so the cult has abandoned the dig for now rather than enter open conflict with the creatures they revere. The area around the building is surrounded by spent torch stubs, left over from early attempts at deterring the prowling spiders with fire.

Inside the walls, the pit is 20 feet across and 5 feet deep. A pair of shovels and a heavy pick lean against the nearby mound of dirt thrown aside by the diggers. No Aatarkhop items are obvious, but anyone who spends at least 30 minutes digging and succeeds at a Strength check (DC 10) every 10 minutes will find one item from the list below. More items might be found here, but if the PCs would rather dig in the dirt than fight monsters and explore mysterious ruins, try prodding them with a few more giant spiders.....

1. A bronze helm like the one Byron Madigan has, but without the visor.
2. A bronze axehead.
3. Seven smooth round stones, each inscribed with a different pattern of dots.
4. A copper necklace made for a neck twice as wide as a human's.
5. One bronze octagon like the ones found in the bramble bush (area 1).
6. A bronze square four inches across. It has settings for eight gem-sized objects, but nothing is mounted in them.

Anyone at the dig receives one free Spot check to notice the cave opening described in area 10.

9. THE STABLE (EL 3)

This long stone building has a high sloped roof and three large openings on its northern face. A scattering of animal bones can be seen outside each of the openings.

With its high roof and wide interior, this building has proved the perfect nest for a pair of monstrous hunting spiders. Normally they hide on the ceiling and silently lower themselves with their webs to ambush anything that steps inside. They can be drawn out by activity in certain areas of the hillfort, but unless their prey gives up easily, they soon retreat to this place.

Most of the stable's interior walls were made of wood and have rotted away, but several supporting walls were made of stone, and they endure. The stable is divided by four such walls. Two of them separate the entrances from each other, and they measure half the building's width. The other two are set two-thirds of the way back along each of the stables' short sides; they reach one-third the building's length. This divides the stable into several narrow alleys. Both spiders are quite adept at walking across the ceilings and trapping prey in the alleys, and they often team up on a lone victim here.

The floor of the stable is now littered with the bones and withered husks of their kills. Everything found here is an animal corpse, as the cult has taken care to remove their own dead from the hillfort. They haven't managed to get all of their fallen fellows' possessions back, however. A money pouch holding 40 silver pieces and 25 copper pieces is in the southeast corner, and three javelins have escaped notice next to the westernmost door.

Medium Monstrous Hunting Spider: CR 1; Medium Vermin; HD 2d8+2; hp 11; Init +3; Spd 40 ft., climb 20 ft.; Defense 14, touch 13, flat-footed 11; Base Atk +1; Grp +1; Atk/Full Atk bite +4 melee (1d6 plus poison); SA poison (injury, Fort save DC 12, initial and secondary 1d4 Str); SQ darkvision 60 ft., tremorsense 60 ft., 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 +10, Spot +12; Weapon Finesse.

10. THE CLIFF

To the east of this flat rocky shelf, the cliff face rises sharply to reach the hilltop. No trees have found a foothold on this steep slope, but the ever-present brambles and creeper vines cover it like a shroud.

Ten feet above the ledge, a tunnel opens into a series of caves used by the Aatarkhop. Finding it behind its vine covering requires a Spot or Search check (DC 10 for either) and most characters will need to make two Climb checks (DC 10) to reach it. The cultists know of the opening, but as they are distracted by the statues and also their digging project, they haven't bothered seeing what lies beyond it.

Just under the layer of trailing creeper vines, a five-foot-high tunnel runs 15 feet straight into the hill. It ends in a broad set of stairs carved from the rock; the stairs lead east and down for 40 feet.

11. THE OUTER CRYPT

The stairs end and open up into a square chamber. Each wall is 25 feet long, and the east wall has an elaborately carved archway leading into the blackness beyond. Eight large stone blocks have been placed in a circle on the floor.

If the cultists knew this chamber existed, they'd likely never leave it. The square stone blocks are actually tombs for fallen Aatarkhop warriors. Close inspection shows that each block actually has a removable lid; each lid is covered with the dot-and-line Aatarkhop writing and has a bronze inlay that looks like a dagger.

Removing any of the lids requires a Strength check (DC 20) and releases a strong acidic smell. The bodies here were not preserved well, so all that remains of them now is a greasy organic dust. Each warrior was interred with simple wood-hafted armaments and so every tomb here has one bronze spearhead, 10 bronze arrowheads, and a light bronze shield.

If any lids are removed, it awakens the guardians of the inner crypt (area 12). PCs can detect them shambling about their chamber with a Listen check (DC 10). After a minute of patrolling their area, the guardians shuffle into this room to drive off any intruders.

12. THE INNER CRYPT (EL 1)

Eight square stone blocks form a line across the floor of this rectangular chamber. Its vaulted ceiling reaches 15 feet overhead, and arched openings lead to the north, west, and south. The southern entrance is half-choked with rubble. Two hideous-looking humanoid creatures shamble toward you with bronze maces and blank expressions.

The hideous humanoids are zombies created by Aatarkhop magic. Entering this room activates them, as does tampering with the tombs in the outer crypt (area 11). Their statistics are identical to those of a normal human commoner zombie, except for their weapons, but physical-

ly they resemble mummies rather than rotting corpses. These tomb guardians were created from favored human slaves, a process that began with the Aatarkhop masters sucking the vital fluids out of their still-living chosen ones. They relentlessly attack any intruders — although they avoid attacking anyone wearing the mask from the shrine (area 7) unless no other target is available.

At one time each tomb here had its own guardian, but the other six have all rotted away with the years. Their desiccated remains can be found slumped next to the tombs with maces still clutched in their hands. The tombs themselves are as difficult to open as those in the outer crypt, requiring a DC 20 Strength check; the two middle tombs have also been locked to keep grave robbers out (Open Lock DC 15).

Priests were buried here. In addition to a sharp smell and greasy dust, each tomb contains 1d4 rings made of smooth stone and a wavy hoop made of bronze. The latter is a circlet designed for an Aatarkhop's larger-than-human head. The two locked tombs also have the remains of elaborate ceremonial staves. Although the wooden shafts have long since disintegrated, each was topped with a bronze piece shaped like an octogram (eight-pointed star) with the faces of the Eight Great Gods in miniature, and these both survive.

Guardian Zombie (2): CR 1/2; Medium Undead; HD 2d12+3; hp 16; Init -1; Spd 30 ft. (can't run); Defense 11, touch 9, flat-footed 11; Base Atk +1; Grp +2; Atk/Full Atk bronze heavy mace +1 melee (1d8); SQ single actions only, DR 5/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref -1, Will +3; Str 12, Dex 8, Con —, Int —, Wis 10, Cha 1.

Feats: Toughness.

Possessions: bronze heavy mace.



STUNTS: The Crypts

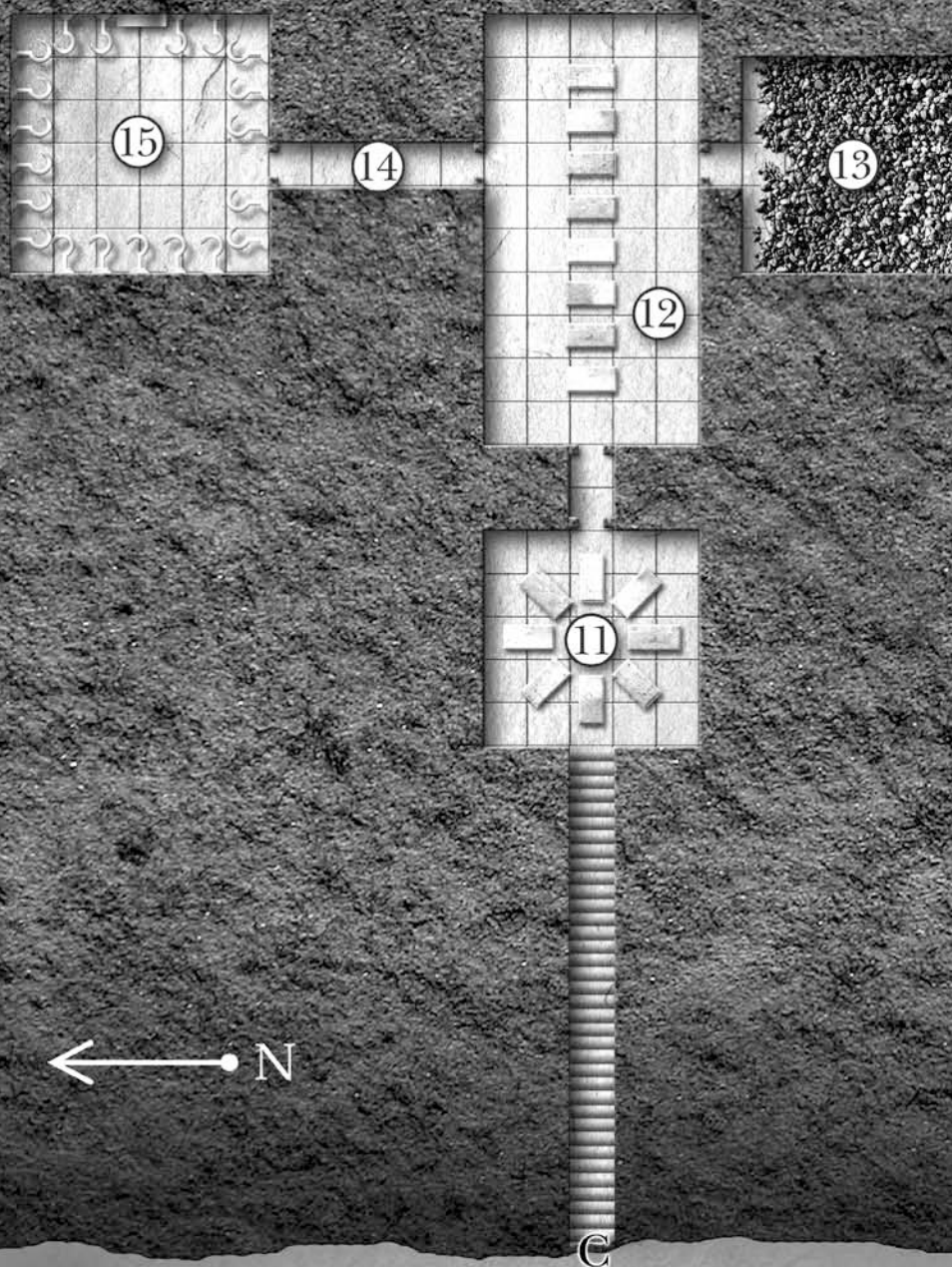
Zombies are slow, and agile characters can use the crypts against them to great effect. Covered crypts provide an excellent platform for anyone wanting to use Tumble to gain an advantage; Balance is needed for anyone wanting to stay on top of an uncovered crypt. The lids to these crypts can be used as impromptu weapons. Someone standing on top of a covered crypt can use Balance to lever the lid around and smash a target with it for 2d6 bludgeoning damage. Picking up a lid requires at least two characters to each make a Strength check (DC 20).



Hillfort

- inside the cliff

5 ft



13. THE RUINED ROOM

Whatever this room contained was pulverized years ago when the ceiling collapsed. All you can see is a three-foot-long strip of open space before everything is choked by tons of immovable rock.

More rooms were once found beyond here, but the rock-fall has obliterated them.

14. THE SLOPING PASSAGE

This smooth passageway slants sharply upward, almost forcing you to climb its length to the arched opening above.

Going up this hallway to area 15 slows a character to half speed, but it doesn't involve climbing. Going down to area 12 is another matter. The smooth sloping floor requires regular Climb checks (DC 10). Anyone who falls down this chute takes damage as if they had fallen half that distance. Note that the zombies from area 15 will automatically fail their Climb checks, but their damage reduction will protect them from much of the impact.

15. THE FEEDING CHAMBER (EL 2)

The walls of this square room are covered in fist-sized bronze hooks, and the floor is littered with bones. Human bones. The eastern wall

has a strange metal plate at about chest height. A quartet of withered human bodies stand in the center of the room, and as you watch they turn toward you with clutching hands and vacant expressions.

Once this room was a symbolic feeding chamber for the spirits of the honored Aatarkhop dead. The bodies of humans were hung from the massive hooks here, and as old ones rotted away, new ones were added. The vile magic used to animate the guardians in area 12 had a residual effect that preserved and animated four of the corpses here. They attempt to smash any live intruders to pieces with their bare hands. Like the creatures below, they avoid anyone wearing the ceremonial mask from area 7 unless no other targets are available. These zombies will pursue if all their foes retreat, and can easily be lured down the sloping passage (area 14).

The strange metal plate in the east wall is a one-foot bronze square that appears to be seamlessly joined with the rest of the wall; it cannot be pried loose or bashed free. It has a large octogram-shaped impression in its center; each point of the octogram is tipped with a crescent shape. This is the doorway to a long-lost Aatarkhop complex. Haley Brimm has six of the key-pieces needed to open it, and Grandmother Hickory has one, but the fate of the eighth piece is a mystery.



Guardian Zombie (4): CR 1/2; Medium Undead; HD 2d12+3; hp 16; Init -1; Spd 30 ft. (can't run); Defense 11, touch 9, flat-footed 11; Base Atk +1; Grp +2; Atk/Full Atk slam +2 melee (1d6+1); SQ single actions only, DR 5/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref -1, Will +3; Str 12, Dex 8, Con -, Int -, Wis 10, Cha 1.

Feats: Toughness.



STUNTS: The Hooks

The possibilities for Climb in this room are endless, and the hooks also allow characters to get some use out of Jump. For example, a character grappling with a zombie could use Jump to leap upward and impale the monster on a hook — it probably wouldn't finish it off, but the zombie could be stuck for quite some time. Bluff can be used to similar effect, with a character feinting to trick a zombie into striking a hook with its hand and potentially getting snagged. This kind of forced contact with a hook does 1d6 piercing damage. It probably isn't enough to get through a zombie's damage resistance, but you can assume that any zombie who strikes a hook this way has to spend 1d3 rounds pulling itself away.



THE CULT STRIKES

While the PCs have been busy exploring, other people have been pursuing their own agendas. The forester Charren has continued hunting for strange bronze items in the eastern woods in hopes of selling them to Byron Madigan. In turn, the cult has discovered Charren's interest in Aatarkhop relics, and they capture him the same day that the PCs begin exploring the hillfort. Charren is hauled back to the cultists' stockade, tortured for information, and finally poisoned.

Left for dead in the woods, the hardy forester managed to crawl to a nearby game trail and write a message before succumbing to the poison. As the PCs are making their last day's journey back to Axenbough, read the following:

You see something lying across the path ahead of you. It looks like a man dressed in ragged clothing and covered in half-healed wounds. He sprawls there unmoving, a piece of willow bark clutched in his maimed left hand.

Charren's body shows evidence of his recent torture, and the poison also left him with blue lips and filmy eyes. As his corpse is cool and stiffening, he has been dead for several hours. His left hand is missing three fingers, but that injury happened years ago. A strange word is printed

on the willow bark in shaky capital letters: GRANHIKRY. The charcoal chunk Charren used to write is in his pocket; he has no other possessions. His trail through the woods is confusing and disappears before it can lead PCs to the cult. The most likely course of action is to return to Axenbough with the body (and whatever the party found at the hillfort).

EPILOGUE

If the PCs return to Axenbough with Charren's corpse, they draw a great deal of attention. The forester was a well-known figure, if not necessarily a trusted one, and everyone will want to know what happened to him. Gate guards will wonder why the party is carrying a dead body, loggers will ask if it was an accident in the woods, and town gossips will use this as an excuse to find out as much as possible about the PCs' doings. Eventually a cousin named Wilvor will claim the body and bury it in a pauper's grave.

Other individuals of note might be on hand here. One obvious choice is Daria Batslayer, the chief constable of Axenbough. A dark-haired woman with a serious demeanor, Daria is suspicious of any PCs who don't come from Axenbough, although she eases up if they mention their connection to Madigan. Another pair of interested NPCs are two Rangers named Chook and Vorrin. Both are cultists and confidants of Haley Brimm. Chook is a large man with shaggy hair and the build of a hunting dog; he's Haley's right-hand man. Vorrin is notable for his large nose and sneering manner. Both were involved in the murder of Charren, and if they see anyone with his body, the Rangers will ask questions.

Pay attention to what the PCs say in this circumstance. The information they give out will be used by the cult. If the party talks about exploring the hillfort or shows off their bronze discoveries, the cultists will be enraged when they finally meet. If the party shares information about their tactics, the cult will prepare accordingly — just as the cult will make bad choices based on any untruths the PCs tell. The next chapters of the adventure are more exciting if the party can see the consequences of their early actions.



BYRON MADIGAN AGAIN

Byron Madigan meets the PCs again in his study. The arcanist will be thrilled with any news of the hillfort. He pays the PCs 100 gp each as promised, doubling the fee if the PCs describe the chambers in the hill for him. If the party has (or quickly draws) a through map of the areas they explored, Byron adds another 100 gp each to the fee.

Once that matter is settled, he looks at any relics the PCs have to show him. Elsa and Sammael join the group in the study for this. The boy is more curious about the PCs' weapons than in some dirty old pieces of metal, but Elsa is clearly as excited as Byron himself. She asks the party all sorts of questions as they show off their finds, wanting them to describe their adventure in detail, gasping at the dangers and cheering their victories. Mother and son should both display obvious interest in the party — in Chapter 3 they will act much differently, providing a major clue to the actions of the Aatarkhop cult.

Byron is pleased with whatever the PCs have to show him. He'll pay 5 gp each for small pieces (stone rings, bronze octagons, bronze arrowheads and spearheads) and 20 each for the larger ones. If the party returns with any intact clay tablets from the secret room in the shrine, he'll offer 40 gp for each one. Although he doesn't have this money handy, he can arrange to get it over the next three days.

Alternately, if the PCs wish, he will use his magic on their behalf. Byron isn't an adventurer, so the magic in

question must be something he can do in his house or yard. Given the risk and strain he endures, Byron values his spellcasting at 100 gp times the level of magic used. He refuses to use it to harm another person.

GRANHICKRY

One question the party might have is the meaning of Charren's enigmatic note. A few hours' questioning can give them the answer (Gather Information DC 10), and Byron or Elsa Madigan will automatically figure it out. Every adult in Axenbough has heard of Grandmother Hickory.

Some say she's crazy, others think she's a witch. Her shack two days north of Axenbough is avoided by most. She's lived there in solitude for at least thirty years now, and no two people tell the same story about why she stays there. These days nobody even remembers her real name. They call her Grandmother because she's old and Hickory because of the polished staff she leans on as she walks.

The common folk say that Charren may well have known her. The forester was familiar with most of the Meanderwood's two-legged inhabitants, and at times he would act as a go-between for the forest's hermits and the town's merchants. As an occasional poacher, he's the sort of shady character that might associate with a witch — or be poisoned by one.

Byron and Elsa don't know Grandmother Hickory well, but both say she's no witch. Elsa recalls meeting her two or three

times during the annual Oakchoppers Festival, and says that while the old woman seems mysterious and standoffish, she's also the sort who'll pat a stray puppy or bandage a child's injured hand. She even shows the faint scar that remains from the childhood wound in question. Byron says she knows a great deal about the hidden parts of the woods, and that on occasion he has gone to her for answers to the Meanderwood's mysteries.

Although most decent folk avoid the old woman's shack, everyone can give the PCs directions to its location. Such is human nature.



CHAPTER TWO INTERMEZZO: MEDLEY OF MONSTERS

INTRODUCTION

Now the PCs come to grips with the Aatarkhop's legacy. The cultists make multiple attempts to kill the party, using giant spiders as well as their own fury. Grandmother Hickory comes on the scene, acting as a mentor and advisor, especially if the party helps weed her garden. In return for her aid, she'll point the party to a side quest that takes them to the lair of an unpleasant dire skunk. At some point the important character of Haley "The Herdsman" Brimm will appear as well; he's both a respected citizen and the cult's leader. He appears in the former guise this time and gains enough information to frame the PCs for murder in Chapter 3.

Following their adventure with the dire skunk, the party will get two pieces of information from Grandmother Hickory. One is the location of another Aatarkhop site to investigate. It turns out that the cult hasn't discovered this location, but a territorial hippogriff has, and his aerial skill makes for a bloody afternoon. The old woman also tells of a wicked spidery monster, an ettercap she calls Old Bloatbody, who might well have thrown its lot in with the cult.

It has. The monster has long since converted a large stretch of forest into a mesh of webs and venom, a trap filled with spiders and malice to draw in all the fresh meat she can. Now many of the cultists dwell here too, worshipping the monster as a descendant of their horrid gods, fighting to the death against all unbelievers. Carving through the dangers and putting an end to Old Bloatbody is a blow that strikes near the heart of the cult. Near, but not quite there, as shall be seen in Chapter 3....



TO GRANDMOTHER HICKORY'S HOUSE (possible EL 3)

The old woman's shack isn't hard to find. A handful of paths snake through the woods north of Axenbough, connecting the town to smaller villages and settlements. Grandmother Hickory lives near the crossroads of two such paths.

Whether the PCs have an eventful trip depends on their actions. As the journey takes two days, the chance of random encounters exists. Beyond that, the cult might strike at them. If the PCs have been open about visiting the hillfort or have publicly displayed the artifacts they found, the cult has heard about it and will come seeking revenge. Many of the cultists are expert hunters, and much of their strength comes from the Axenbough Rangers, a company of wood-wise warriors who patrol the area around the

town. A party that draws attention to their exploits will find themselves stalked by a trio of cultists who strike at them while they travel.

The three cultists sent on this mission are local ne'er-do-wells, the sort of people who wouldn't be above robbing a group of rich adventurers. Their leader is a woman named Goravi. She's a former Axenbough Ranger who was banished from the troop after the suspicious death of a rival. The other two are thugs named Dwill and Tazen, drifters who come to Axenbough for seasonal work and petty crimes. Their tactics are simple: follow the party's trail, attack them with ranged weapons as soon as possible, close to melee range and fight until everyone drops. Aside from their gear, each cultist has 20 gp. Goravi also carries a bronze octagon like those found at the hillfort.

If the PCs' activities aren't public knowledge when they head for Grandmother Hickory's shack the first time, use these three to strike at them later. Good times for this encounter include the middle of the PCs' fight with the dire skunk, immediately afterward (before injured characters have a chance to recover), or when the cult sends its trained giant spiders after the party.

Goravi, ex-Ranger and cultist: Executioner 1; CR 1; Medium Humanoid (human); HD 1d4+6; hp 10; Init +3; Spd 30 ft.; Defense 14, touch 14, flat-footed 10; Base Atk +1; Grp +3; Atk short sword +3 melee (1d6+2/19-20) or longbow +4 ranged (1d8/x3, 100 ft.); Full Atk short sword +1/+1 melee (1d6+2/19-20) or longbow +4 ranged (1d8/x3, 100 ft.); SA hindering cut, sneak attack +1d6; SQ executioner's



eye; AL NE; SV Fort +3, Ref +4, Will +4; Str 14, Dex 16, Con 14, Int 12, Wis 16, Cha 10.

Skills and Feats: Climb +10, Escape Artist +7, Hide +7, Jump +6, Knowledge (nature) +5, Listen +7, Move Silently +7, Search +5, Sense Motive +7, Spot +7, Survival +7 (+9 in a forest), Swim +6, Tumble +7; Two-Weapon Fighting 1.

Traits: Forest Born (Tree Runner)

Possessions: two short swords, dagger, longbow, 20 arrows, leather armor, ancient bronze bracer, 20 gp.

Other Notes: Goravi is no fool. Bitter about her dismissal from the Rangers for (accurate) suspicion of her

involvement in an unsolved murder, she takes out her frustration on the enemies of the cult. She's built as an Iron Heroes PC and if used cleverly should prove to be a challenge for the party. With Dwill and Tazen dividing the attention of the PCs, Goravi can move among them, using sneak attacks on flanked foes and spending her execution tokens to make hindering cuts against the strongest-looking enemies available. The bracer she wears matches the one on the wrist of Konor, a cultist warrior who leads an ambush against the party later; the pair are lovers.

Dwill and Tazen, her thuggish followers: Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+4; hp 8 each; Init +0; Spd 30 ft.; Defense 12, touch 10, flat-footed 12; Base Atk +1; Grp +2; Atk/Full Atk longsword +2 melee (1d8+1/19-20) or light crossbow +1 ranged (1d8/19-20, 80 ft.); AL NE; SV Fort +3, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb +1, Handle Animal +3, Jump +1; Toughness.

Possessions: longsword, dagger, light crossbow, 10 bolts, studded leather, light wooden shield, 20 gp.

GRANDMOTHER HICKORY (EL 1 or 2)

Witch, hermit, madwoman, philosopher — Grandmother Hickory doesn't lack for descriptions. All of them have a grain of truth. She's lived in a tumbledown shack in the middle of nowhere for the last 30 years. Her beliefs about nature and religion are unusual. She'd rather talk to herself than anyone she's found in Axenbough. But Grandmother Hickory isn't crazy, and she's no witch. She has her reasons for living out here and keeping strangers at a distance. Now the PCs will find out what they are.

Her shack sits on top of a hill near the crossroads with a chicken coop and an outhouse in back. Never a sturdy affair, the building now leans noticeably to the south. The extensive garden in back is half covered with weeds and the well rope is quite frayed. This dilapidated appearance is a remarkable contrast with Grandmother Hickory herself. Although she's an old woman hardened by decades of living alone in the wilderness, her gaze is steady and her appearance is tidy. She dresses in simple dark green clothing and uses a tall hickory staff for support when she walks.

Grandmother Hickory is more than she seems. She's an 8th-level weapon master, for one thing. Her age has robbed her of her former strength and speed, but so far her skills have allowed her to fend for herself. She retired to the woods after several years as a free-spirited wanderer. Since then she's discovered things that have kept her there, deliberately isolated from the rest of humanity. The

cult of Aatarkhop worship has lurked in the Meanderwood for many years, and Grandmother Hickory is one of its greatest enemies.

Whenever the PCs arrive, Grandmother Hickory is going about her daily routine. Her senses are still sharp, so she makes sure her staff is at hand when she hears visitors approaching, but otherwise she lets herself be taken for a strange old woman. She goes about weeding the garden, sweeping the porch, or chasing one of her unruly chickens without paying obvious attention to the party. Grandmother Hickory mutters to herself as she goes, waiting for the PCs to open a conversation.

The best way to approach her is to be honest. She has no patience with lies and assumes that anyone spreading falsehoods is an enemy. Politeness is helpful up to a point, but Grandmother Hickory quickly wearies of elaborate courtesy. Threats are a terrible idea. She'll quite happily tan the hides of any smart-mouthed youngsters who think they can pick on an old woman. On the other hand, people who offer to repair her shack or weed her garden will thaw her out. Several topics are guaranteed to get her attention and put her in a reasonably conversational mood: Charren, giant spiders, ancient bronzework, and the ruined hillfort east of Axenbough.

If the PCs get Grandmother Hickory to share what she knows about the topics below, they earn experience points. Treat this as an EL 2 encounter if the PCs get the old woman to talk about the Aatarkhop and the cult; otherwise treat it as an EL 1 encounter.

WHAT GRANDMOTHER HICKORY KNOWS

Once she's convinced that the PCs are serious about the above topics, Grandmother Hickory sighs heavily and invites them inside her home. The shack's interior is cramped but clean. Despite having lived here for many years, Grandmother Hickory's home has few decorations or personal touches. Offering them all mugs of a minty herbal tea she brews, she gestures for them to sit anywhere except the high stool by the fireplace. She'll tell the PCs much of what she knows, although certain things won't be revealed until later, after the party has proven itself in open battle against the cult.

Charren: "He visited the shack several times a year, always with fresh meat for the stewpot. He fixed leaks in the roof as well," she says. Grandmother Hickory appreciated how he looked after her, and in return she shared the secrets of the forest with him. She tells the party she can't say who might have wanted to kill him, but it certainly wasn't her. (Grandmother Hickory knows exactly who did

this, but she won't share her thoughts unless the PCs bring up the bronzework or the hillfort.)

Giant Spiders: This causes Grandmother Hickory to shake her head in annoyance. "The Meanderwood is a dangerous place for certain, but lately the blasted things have gotten out of hand. Someone ought to do something about it," she says. If the PCs indicate that they've battled the creatures, she favors them with one of her rare smiles. "Anyone who kills the beasts is a good person to know. Maybe we've got a few things in common," she says, and will steer the conversation to ancient ruins and bronzework if the PCs haven't already done so. One thing she knows is that the cultists would never kill a spider, so anyone who would can be trusted.

Bronzework: If the PCs talk about any of their finds or about Byron Madigan's helm, she'll try to find out how they found the pieces. If they display any of it, her eyes narrow and she growls softly. "You'd best tell me how you got that, or you'd best leave now," she warns. Tales of battle and exploration will placate her. She knows that the cult is interested in digging up such items, and she wants to make sure that the PCs sweated and bled for them instead. Once satisfied on this point, she'll treat the PCs more like allies than visitors, and will start discussing the cult's activities.

The Hillfort: "Lots of old places hide in the Meanderwood. Some are dangerous. That's one," she says. Grandmother Hickory has been there before. Even 20 years ago it was the haunt of giant spiders and occasional human interlopers searching for secrets. The cult remembers and forgets the place as its membership changes, but Grandmother Hickory kept a constant eye on it until advancing age made the journey difficult. PCs who tell of their battles there will immediately earn a great deal of her trust. She'll discuss Charren's murder and share some knowledge of the cult. However, although she's aware of the chambers built into the hillside, she won't yet reveal that she's explored them herself.

The Cult: If the party has been reasonably honest about their exploits, Grandmother Hickory should be willing to bring up this subject. Read the following to the players:

"You may know about the old places in the east woods, and you might have seen the old bronze buried there," she begins. "Those are the gravestones of a wicked, wicked race. Once this land belonged to foul creatures who slaved our bodies and ate our flesh. And yet there's some as want to bring them back from their long sleep.

"These creatures called themselves the Aatarkhop [pronounced AT-ar-kop, more or less]. Horrible things they were. Parts of them were like spiders, and parts like humans, and they had a kind of blood-sorcery that's

mercifully lost to us now. Some even knew how to change their faces so they'd look like us. All of 'em died centuries back, when the weather turned cold for a long time, but their ways have been hard to forget.

"Even today some fools dream about them and pray to their ghosts. There's a cult alive in these woods somewhere. I haven't seen their footprints in years, but I can still smell 'em in the shadows. If that bronze garbage is showing up again, it means they've got a leader who means to revive the bad old ways. Can't say who it is, but they must have found poor Charren. And me with a roof that needs fixing again...."

Grandmother Hickory's knowledge of the cult is hard-won. Her years in the forest and many battles against its unnatural predators (including human ones) have taken her to places that most folk avoid. She faced down a previous incarnation of the cult 20 years ago, but her allies of the time have left Axenbough or died. The old woman knows she'll need help to thwart the cult again. The PCs might be up to the task, but before she shares more of what she knows (or discusses her adventuring past), Grandmother Hickory wants them to prove that they can face danger and discomfort. No point giving away more secrets to a bunch of cowards who happen to have stumbled on a handful of bronzework.

So she makes them the following offer. If the PCs will take care of a problem for her, she'll help them track down the cult's meeting place and offer whatever support she can. "Just don't ask me to go a-hunting them," she says. "My old legs are too slow for that chase anymore." But the party is welcome to use her shack as a refuge and she'll put her non-combat skills at their disposal. Grandmother Hickory also makes an excellent roast chicken pie.

If the PCs accept her offer, she'll nod solemnly (a Sense Motive check will reveal that she's holding back a great deal of amusement). It seems that a huge nasty beast has taken up residence near the only path leading to nearby Lake Hotspur. Grandmother Hickory uses plants that grow on the lakeshore, and she'd be much obliged if the brave young warriors would help an old woman by killing the creature or driving it away. She hasn't seen it herself, but from what she hears, it's a black-furred creature the size of a bear but the shape of a cat. If the PCs can remove this threat from the forest, she should be able to help them find the cult.

**Grandmother Hickory,
reclusive wise woman of the Meanderwood:**

Weapon Master 8; CR 8; Medium Humanoid (human); HD 8d4+56; hp 73; Init +1; Spd 30 ft.; Defense 20, touch 20, flat-footed 11; Base Atk +10 (staff) or +8 (other attacks); Grp +8; Atk masterwork quarterstaff +12 melee (1d6/19-20); Full Atk masterwork quarter-

staff +12/+7 melee (1d6/19-20); SA critical strike, expert strike, steady aim; SQ weapon pool, favored defense, favored weapon (quarterstaff); AL CG; SV Fort +9, Ref +9, Will +10; Str 11, Dex 13, Con 13, Int 16, Wis 14, Cha 14.

Skills and Feats: Appraise +3 (+5 with woodwork), Climb +10, Craft (woodwork) +12, Diplomacy +4, Jump +10, Knowledge (nature) +5, Listen +10, Move Silently +10, Sense Motive +12, Sleight of Hand +6, Survival +12, Swim +10, Tumble +3; Deflect Missiles 2, Improved Critical 4 (quarterstaff), Two-Weapon Fighting 1, Two-Weapon Fighting 2, Weapon Focus 1 (quarterstaff).

Traits: Brave, Resilient Toughness

Possessions: masterwork quarterstaff.

Other Notes: Grandmother Hickory is a touch eccentric, but her heart is with anyone fighting to make the Meanderwood a better place. Her greatest fear is that the cult would return and nobody else would enter the fight against them; the arrival of the PCs will be a great relief to her, although she might not show it directly. In her youth she was faster and stronger, but age has robbed her of her physical might, so now she relies on courage and guile to survive the dangers of the deep forest. She's neither a crazy hermit nor a kindly grandmother. Grandmother Hickory just lacks patience with the niceties of civilization, so she lives out here where it can't annoy her.

DEN OF THE DIRE SKUNK

Grandmother Hickory knows exactly what lives near the shore of Lake Hotspur, and she'd much rather send a pack of eager youngsters to kill it than do so herself. Many of the locals have a fair idea of the creature's nature as well. Lake Hotspur is a small body of water about halfway between Axenbough and Grandmother Hickory's shack. The region's animals use it as a watering hole, and travelers seek refreshment from its shore, but lately the denizens of the Meanderwood have been driven away by a new threat — the dreaded dire skunk.

In truth, dire skunks aren't as dangerous as many of the other beasts found in the forest. They are, however, very annoying to deal with. Most people who know of the creature just avoid it. The PCs will soon understand why.

If the party is avoiding Grandmother Hickory for some reason, or if they failed to get her talking about the Aatarkhop cult, use this encounter to bring her back into the action. Whenever the party next travels through the Meanderwood, place the dire skunk's lair right in their path. Grandmother Hickory is nearby, preparing to drive the beast away, when she sees the PCs coming and decides to let them handle the problem instead. She'll watch from a hidden vantage point and approach the party after

they've dealt with the smelly monster. Under this circumstance she'll be more forthcoming about what she knows, in order to make sure the PCs have the knowledge they need, but the party earns no XP for talking to her. She invites the PCs to visit her shack "tomorrow or the next day, after you've washed the stink off," and from there the adventure resumes the track described after this section.

The dire skunk lairs in a burrow it dug out of the soft earth near a large clump of boulders. A narrow path leads right past its home. This track shows signs of regular use, but in the last few days nobody has passed this way. If anyone should use Survival to look for tracks (DC 10), they'll find multiple prints that resemble those of a huge weasel. The creature leaving this track must be at least 8 feet long. Dire skunks are rare in these parts, and it requires a Knowledge (nature) check (DC 20) to correctly identify the track. Don't give away the surprise unless you must.

The area around the dire skunk's den has a faint but definite odor like rancid musk. This creature has been in several fights over the last week, and it has sprayed its enemies more than once. In fact, just after the party notices the scent, they also meet one of these enemies.

A CRASHING BOAR (EL 1)

The party notices the stench, and almost immediately they hear something moving among the trees nearby. A stout, furry shape with wicked-looking teeth is charging at them, and the smell grows stronger as it comes! This is a local boar who recently lost a fight with the dire skunk. Injured, annoyed, and covered in the thing's musky stink, it hurls itself at the PCs. Although wounded, it still makes a dangerous foe, especially because of its ferocity ability. The boar fights until slain.

Boar: CR 1 (normally 2); Medium Animal; HD 3d8+12; hp 11 (normally 25); Init +0; Spd 40 ft.; Defense 16, touch 10, flat-footed 16; Base Atk +2; Grp +4; Atk/Full Atk gore +4 melee (1d8+3); SA ferocity; SQ low-light vision, scent; AL N; SV Fort +6, Ref +3, Will +2; Str 15, Dex 10, Con 17, Int 2, Wis 13, Cha 4.

Skills and Feats: Listen +7, Spot +5; Alertness, Toughness.

AGAINST THE DIRE SKUNK (EL 2)

Once the boar is dealt with, it becomes obvious that it isn't the source of either the stench or the giant paw prints. Up ahead the path curves around a large cluster of moss-covered boulders. The sound of a large animal breathing can be heard on the wind. Drawn by the sound of the boar's attack, the dire skunk is lurking just past the huge stones, scenting the air and preparing to make a meal

out of whatever it finds. It normally preys on smaller creatures than humans, but this particular dire skunk is in a mean mood.

If the party advances toward the boulders, they can catch the skunk before it pounces at them. This allows them to use the terrain to their advantage. The creature can be surrounded, which prevents it from using its spray attack against the entire party; people with ranged and reach weapons can clamber onto the boulders to strike down at the creature; it can be drawn into an ambush down the path. More hesitant groups will find that the skunk hurries around the stones to attack, quite probably catching the entire party with its spray.

The skunk has learned that it's best to spray early in the fight. Its preferred tactic is to catch as many foes as possible in the spray, then use all its natural weapons against the smallest available target. The creature ignores fallen foes and will retreat from open flame. If a majority of its attackers are striking from a distance, or if it is wounded to half its hit points, the skunk attempts to retreat to its burrow. Once protected by this cover, it will release a second spray on anyone who approaches, only using its bite and claws against anyone who ventures inside.

dire skunk: CR 2; Medium Animal; HD 3d8+12; hp 25; Init +2; Spd 30 ft., burrow 10 ft.; Defense 15, touch 12, flat-footed 13; Base Atk +2; Grp +4; Atk bite +4 melee (1d6+2); Full Atk bite +4 melee (1d6+2) and 2 claws -1 melee (1d4+1); SA spray; SQ low-light vision, scent; AL N; SV Fort +6, Ref +5, Will +4; Str 14, Dex 15, Con 16, Int 2, Wis 13, Cha 8.

Skills and Feats: Listen +6, Spot +6; Skill Affinity (Listen and Spot), Toughness.

See the dire skunk entry in Appendix 1 for full details on this creature's abilities.

STUNTS: dire skunk

When fighting a wild quadruped, one of the safest places to be is on its back. Most of the movement-oriented skills provide a way to get there. Staying on, however, is tricky. Only someone proficient with Ride has much chance of that, although an excellent Dexterity check will do in a pinch. Clever players might want to stop the skunk from spraying them. A successful base attack against the musk glands on the creature's rear haunches might do the trick. If a PC wants to use Handle Animal to intimidate the beast, that could serve to disrupt its attacks for a round or so.

WEBS IN THE WOODS

Some of the cult's most clever members have learned how to train the giant spiders that lurk at old Aatarkhop sites. Others have by now discovered that the PCs visited the hillfort, a sacred place to true believers in the Eight Great Gods. These two facts are about to intersect in a bold strike for revenge. The PCs have a great deal of traveling to do — going to Axenbough for supplies, to Grandmother Hickory's for information, perhaps even revisiting the hillfort to explore. As they travel, the cult spins a trap for them. This set of encounters is best used when the PCs have had a chance to heal from their previous adventures, as it features two or three combats in close succession.

THE BAIT (possible EL 1)

The PCs have faced monstrous hunting spiders already. Now they'll encounter the web-spinning kind. As they travel, the PCs are suddenly assaulted by a javelin-throwing man some distance away; this is Konor, a brave and speedy cultist whose task is to lure the party into the trap. Konor jumps out from behind the trunk of a massive maple tree 70 feet away from the PCs, throws a javelin (with a -6 attack penalty for range) and some threats, and generally tries to anger the party into giving chase. He's no match for them in a fight and he knows it, but his task isn't to kill the PCs. All Konor wants is to make them follow him as he ducks around trees, hurtles small boulders, and generally runs southeast.

He's supposed to stay far enough away from the party that they won't kill him, but if they corner him he will fight to the death, screaming loudly about "the vengeance of the Eight." This also alerts the other cultists that they'll have to try a frontal assault. In this case they abandon their trap



and turn their spiders loose on the PCs in the open woods, trusting to luck and numbers for victory.

Konor, warlike cultist: Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+4; hp 8; Init +0; Spd 30 ft.; Defense 12, touch 10, flat-footed 12; Base Atk +1; Grp +2; Atk/Full Atk battleaxe +2 melee (1d8+1/x3) or javelin +1 ranged (1d6+1, 30 ft.); AL LE; SV Fort +3, Ref +0, Will +0; Str 13, Dex 11, Con 13, Int 10, Wis 11, Cha 12.

Skills and Feats: Climb +2, Handle Animal +4, Jump +1; Toughness.

Possessions: battleaxe, dagger, 3 javelins, studded leather, light wooden shield, 20 gp, ancient bronze bracer.

THE TRAP, PART ONE (EL 3)

If Konor succeeds, he'll lure the PCs into a specially-prepared stand of maple trees. Their towering trunks stand at least 60 feet tall and the nearest branches are 40 feet from the ground. Each tree is 10 to 15 feet apart from its neighbors. A badly mangled lamb corpse is slumped in the middle of them. The cult's spiders have woven a half-dozen webs between various trunks, and if PCs are following Konor through the trunks, the party charges right through them. It takes a Spot check (DC 20) to see a web before hitting it. Konor is in too much of a hurry to watch for the webs, and he must make Spot checks or be snared as well.

Those who run into a web are entangled by it. Escaping these webs requires an Escape Artist check (DC 12) or a Strength check (DC 16); characters whose feet are on the ground get a +5 bonus to either check. Escaping a web destroys the 5-foot section that the character was caught in. Each such section has 6 hit points and damage reduction 5/-.

As soon as the first person hits one a web, the two spiders descend silently on silken threads, taking two rounds to do so. They have been hiding in the lowest branches of two trees in the middle of the web-shrouded area. Now they drop to the forest floor. For maximum dramatic impact, if the players aren't looking up, have one or both spiders descend right onto their heads and immediately attack. When possible they choose PCs as targets, although if Konor is the only person unlucky enough to stumble into a web, the spiders will attack him instead. To them one human looks like another.

Assuming he survives, Konor will sprint for the far side of the maple stand where a thick cluster of chokecherry bushes fight to get enough sun in the dense forest. Four other cultists are waiting here (they've taken 20 on their Hide checks, so noticing them requires a Spot check DC 30, to say nothing of a free moment). The ones in hiding aren't trained warriors like Konor, but if their beloved spiders fall in battle, they'll leap up to avenge them.

STUNTS: Trees and Webs

Using Climb to gain an advantage in the forest seems logical, but with all these webs sticking to everything, the DC for a Climb stunt increases by 4. On the bright side, Use Rope can allow characters to treat the webbing as ropes or nets. Note that the spiders are immune to being caught in their own webs. Cultists aren't. Sleight of Hand could be used to decoy someone into the webs.

THE TRAP, PART 2 (EL 2)

Originally these four hidden people were only present to wrangle the monstrous spiders. This task wasn't too difficult; a lamb was cut, and the spiders were enticed to follow the wriggling bleeding creature as the cultists hurried to the chosen trap site. But all four of them are enraged at seeing the living symbols of the Eight Great Gods being hacked apart by a band of vicious heathens. Once the second spider is slain, they leap up with a shout ("Blood for the Eight!") and charge at the PCs. If Konor is present, he'll loudly berate them for not retreating in the face of such skilled opponents, but when that fails he'll join battle in the next round.

This encounter shouldn't be too great a challenge for the PCs unless the spiders were lucky. The cultists are numerous and haven't been injured in battle, but they aren't skilled fighters. They'll rush one or two PCs who delivered death blows to the spiders, trying to overwhelm them with numbers. As they fight they may shout phrases that give a clue to their motivation — "Blood for the Eight," "Your flesh for our feast," "The Seer's wrath upon you," and similar things. Konor is the only one who fights with good tactical sense, using the rest of his javelins before closing to melee and trying to lead PCs into the webs that he once again remembers.

All the cultists here will fight to the death. Their cult leader, the Seer, has decreed that failure at this task will result in poisoning. Better to die honorably in combat with the unbeliever than to suffer the fate of the dishonored, living one's last minutes with the venom of the ancients running through one's veins.

Common cultists (4): Commoner 1; CR 1; Medium Humanoid (human); HD 1d6; hp 3 each; Init +0; Spd 30 ft.; Defense 10, touch 10, flat-footed 10; Base Atk +0; Grp +0; Atk/Full Attack spear +0 melee (1d8/x3) or spear +0 ranged (1d8/x3, 20 ft.); AL CE; SV Fort +2, Ref +0, Will +0; Str 11, Dex 11, Con 10, Int 10, Wis 10, Cha 11.

Skills and Feats: Craft (any one) +5, Handle Animal +3, Listen +3; Skill Focus (Craft).

Possessions: spear, 10 cp, bronze octagon.

EVIL'S SECOND FACE

The people who accompanied the spiders were the cult's obvious members. Losers, loners, and outsiders can all take part in open violence and spider-worship because they forfeit nothing if they're discovered. They make up the cult's public face. This group has another side, composed of

people with normal lives and respected identities. Most of the cult's leaders are citizens of Axenbough who keep their beliefs secret from outsiders. One of them will appear on the scene of this battle moments after it ends.

Haley "The Herdsman" Brimm is a renowned archer who leads a company of the Axenbough Rangers. He's also the Seer who commands the cult. Originally Haley was supposed to be present at the site of this ambush, picking off the PCs as they struggled with the webs, but at the last minute he was called in to lead a squad of Rangers to investigate sightings of a monster. It seemed, according to Ranger commander Sartanis, that giant spiders had been spotted in this area of the woods.

So Haley began combing the area, trying to reach the ambush site and praying for the Eight to take the lives of the intrusive unbelievers. When his scout heard sounds of a battle, he rushed his squad in that direction, hoping that perhaps he could still get involved. But they were too late. The Ranger squad doesn't arrive until after the PCs have finished off their foes.

Some of the Rangers are cultists themselves, but most of Haley's current squad know nothing of the Aatarkhop worshipers, so he has to be careful. Masking his disappointment that the PCs live, he'll demand that they put down their weapons immediately and explain themselves to the Rangers. Haley is too sly to provoke an open conflict with so many non-cultist Rangers around, but he'll order his squad to attack the PCs if they try to fight the Rangers. This should be unlikely. The Rangers are a legitimate arm of the law, and they outnumber the exhausted PCs three to one.

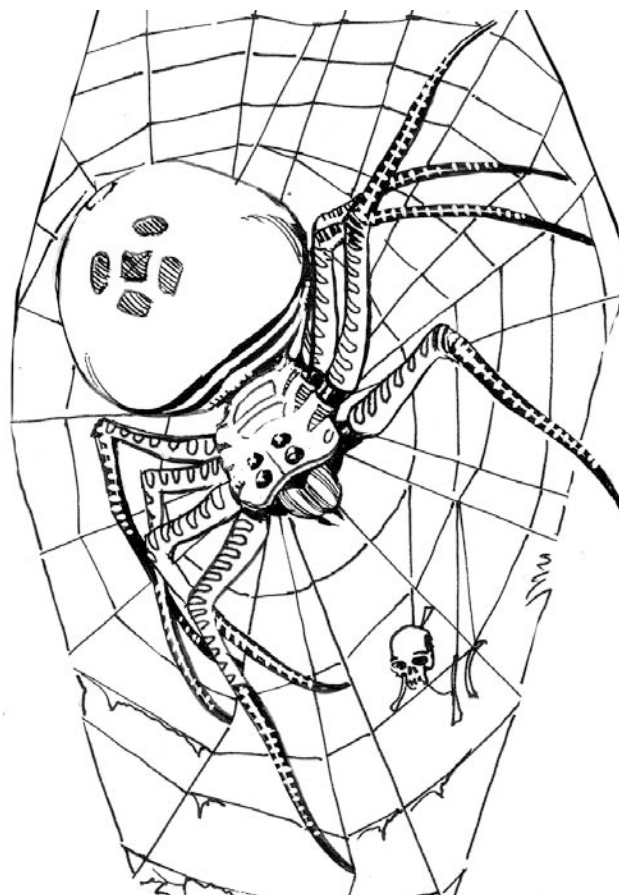
The most probable course is that the PCs will explain themselves to Haley. Once again, take note of what they say to him. The more knowledge the party reveals, the more concerned Haley becomes (this can be detected with a Sense Motive check). For his part, Haley will use his own Sense Motive to determine whether the PCs are holding information back from him.

Unless the PCs do something foolish like attack the Rangers or confess to cold-blooded murder, Haley will have little choice but to let them off with a stern warning. Technically this violence happened outside the Rangers' usual boundaries anyway. He'll warn the PCs to be careful about how they use their weapons, dryly observe that they could use a bath to wash off the skunk stink, then lead his squad away as he plans his next move. Haley will confront the PCs in battle at the end of Chapter 3, and his statistics are given there, but for now he'll try to avoid a fight.

CHASING THE CULT

After all this excitement, a visit to Grandmother Hickory's shack is probably in order. The PCs should be of a mind to put a dent in the cult's activities now that they've been attacked by them twice. They might also have some choice words for Grandmother Hickory about the way a dire skunk's spray clings to human skin (she suggests a long soak in a tub full of pine needles and cold water).

The old woman has some ideas about the cult's current activities. Between her own recollections about the events of 20 years ago and some information from nameless friends — "You live in the Meanderwood for a time, child, and you'll make some interesting friends" — she has two



suggestions. One is that the PCs visit another ruined Aatarkhop site she knows of, to see if the cult has found it yet. The other is to go find an evil spidery creature she calls Old Bloatbody.

The ruined site is less than a day's travel to the northeast, but it involves fording a swift branch of the Meander River, so Grandmother Hickory hasn't been able to visit it for some time. It isn't as elaborate as the hillfort, as it was just a simple shrine marking an Aatarkhop holy place. The cult would certainly make regular visits to it if they knew of its existence — unless, of course, it were somehow destroyed.

As for Old Bloatbody, she's an ettercap who's preyed on the residents of the forest for a long time. Grandmother Hickory says that ettercaps, vile creatures who resemble bipedal spiders, are a weak offshoot of the original Aatarkhop stock. Old Bloatbody is smarter than most of her kin. She may well have made contact with the cult by now. This would explain how the cult got a pair of trained spiders for their ambush. Her web-shrouded glade is two days south of the hillfort.

Of the two, the ruined shrine is closer. Grandmother Hickory recommends starting there. And before the PCs go, she has a few more things they should know.

First, the cultists don't just worship the long-dead Aatarkhop. They also pay homage to the Eight Great Gods that the Aatarkhop themselves honored. The rites of the Eight are strange and bloody affairs. Live sacrifices are common, both animal and human. Spiders are sacred creatures to them; they will neither harm them nor allow them to be harmed.

Second, the old eggs of the Aatarkhop can sleep for a long time, or so the cult once believed. "Twenty years ago I helped put a stop to this foolishness," Grandmother Hickory will say. "They had a heap of nasty rubbery eggs that they were trying to hatch. Could be that it would have happened, but we found 'em and smashed 'em first." Today's cult might again be trying to revive the long-lost race somehow.

Third, Grandmother Hickory has something the cult wants. "They might not know I have it, but then again they might. Can't say how long their memories are," she says as she rummages through a small wooden chest she keeps under her bed. "This is part of a key to an old, old door. Maybe you've seen it." She brings out a long piece of bronze, wide at the base and narrowing as it goes, that terminates in an upturned crescent shape. It would fit the opening in the strange bronze plaque in the chambers behind the hillfort; if the PCs haven't been there, Grandmother Hickory will tell them about it.

This is one of the eight pieces to a key that unlocks an ancient Aatarkhop site. She took it from the cult 20 years ago. They've had the intervening time to try and recover the other 7 pieces. With the old danger rearing its head again, Grandmother Hickory asks the PCs to keep it with them. "The spider-lovers will know to look here if they want it, but they might not think of you," she tells them. If they refuse to take it, she grumbles but agrees — then drops it in someone's pack or pocket when they aren't looking.

Armed with this information, the PCs are able to strike out in several directions against the cult. This module assumes that they do the sensible thing and visit the nearby shrine first. However, many PCs do everything else first before they try the sensible thing, so it doesn't matter how they approach the next sections. The action can proceed at its own pace for a time, while Haley Brimm sets in motion a plan to turn Byron Madigan and Axenbough against the party (the beginning of Chapter 3).

FORDING THE RIVER MEANDER (EL 3)

The river snakes its way through the forest that bears its name. Its eastern tributaries crash down from the mountains with startling speed, although it slows to the pace of a person's walk by the time it reaches Axenbough. The branch that flows northeast of Grandmother Hickory's shack is broad and swift enough that few people cross it without using the ford (it averages 40 feet across, and consider it rough water for purposes of the Swim skill). Unfortunately, the ford has dangers of its own these days. A pack of the Dire Dogs have set up camp there and will waylay anyone trying to cross.

(It should be noted that nothing forces the PCs to use the ford. A strong swimmer should be able to cross by taking 10 on their skill check. They'll still need to find the ford to navigate their way to the shrine, but if they cross the river first, they can catch the Dire Dogs unawares. Consider this a reward for players who decided to emphasize the Swim skill.)

Half a dozen of the bandits make this camp their home, along with a similar number of their semi-wild dogs. Fortunately, two of them have taken the dogs and gone hunting, and they haven't returned when the PCs arrive at the ford. This branch of the Meander River cuts a straight line from northwest to southeast; downstream it doubles back and heads straight east until it joins with the main river. Fording the river here requires crossing a set of slick stones in waist-high water (Balance check DC 12). The Dire Dogs have pitched their tents on the northeast riverbank.

When anyone approaches from the southwest side (probably including the PCs), the bandits pretend to be ordinary travelers until the last of their victims are halfway across the ford. Then they draw their weapons and demand a toll. Not surprisingly, this toll consists of everything valuable their victims carry. Once it has been paid, the bandits send travelers on their way, letting them get 100 feet or so before turning the dogs loose to give chase.

If they were at full strength, this tactic might even work on the PCs. Right now their odds aren't as good. It's obvious that the four bandits are only part of a larger group, as they have six small tents here and their firepit is surrounded by six simple camp stools (plus space for the dogs). The Dire Dogs here still follow their usual pattern. They trust their strength of arms. They prefer to fight in melee when at the ford. It isn't the best tactical choice, as ranged strikes would pick off people crossing the river, but the bandits enjoy the thrill of combat. If the party threatens them or is slow in crossing the river, the bandits lose their collective temper, draw their weapons, and rush into the ford after them.

As with the unfortunate Jakkell and Hyid, these bandits can't provide much useful information if taken alive. Pressure from the Axenbough Rangers has forced the wily Reynard to break his group up into several small units and scatter them around the Meanderwood. At the moment the Dire Dogs have no central headquarters, and any one group of them has only a vague idea how to find the others. A campaign to rid the woods of these brigands is beyond the scope of this module; enterprising GMs are welcome to develop it as they see fit.

The remaining two bandits and six dogs can be used as another EL 3 encounter if desired. This pair of bandits are the best hunters and tacticians of the group, and in combat they turn the dogs loose to fight and then retreat so they can use their bows. They can be encountered anywhere in this region of the woods.

Dire Dogs (4): Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+1; hp 5 each; Init +0; Spd 30 ft.; Defense 13, touch 10, flat-footed 13; Base Atk +1; Grp +2; Atk/Full Atk battleaxe +2 melee (1d8+1/x3) or longbow +1 ranged (1d8/x3, 100 ft.); AL NE; SV Fort +3, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Balance -3, Climb +2, Intimidate +3, Jump +2; Swim -1; Quick Draw.

Possessions: battleaxe, dagger, longbow, 20 arrows, studded leather, heavy wooden shield, 25 gp.

STUNTS: Fording the River

Rushing water, slick stones, things skimming past in the river's current — the ford offers plenty of chances for inventive players to think up interesting stunts. This is a prime location to use Swim. Its defensive applications are obvious, but if the Dire Dogs are in or near the water, it could also help with attacks.

THE RUINED SHRINE

(EL 2 and possible EL 1)

Only an hour past the ford, a forgotten Aatarkhop structure stands on top of a bare hill. Once the vile arachnoids came here to pray to the misbegotten constellations representing their hideous gods. The hill is solid rock with only a thin layer of dirt, so nothing can grow here to block out the sky. This makes it an excellent vantage point from which to view the rest of the forest. The shrine's current resident, a male hippogriff building a nest to attract a mate, will be most unhappy with any intruders.

The hill itself is easy enough to find with Grandmother Hickory's directions. Locals call it Old Baldy because few trees manage to find purchase in its surface (folk wisdom also says spending the night up here will cure hair loss). A handful of hardy conifers ring the lower third of it, but as the rock shows through up higher, even their shallow root systems can't manage. The shrine can't be seen from the ground below, but anyone nearing Old Baldy's broad summit will recognize the mossy black stones as a deliberately built structure.

The shrine is a simple square building, 15 feet to a side and similarly tall. It has one arched opening in its northern face. Immediately south of the building, the Aatarkhop built a broad flat octagon of stone. This surface, which was used for ceremonial astronomy and divination, stretches 40 feet across and is marked by an inlaid octogram of dull red bricks that joins the octagon's points.

At first glance the shrine appears to have a thatched roof, but it's really the edge of a massive nest built of large branches, small bushes, and anything else that a large flying creature can easily grab. This is the home of the hippogriff. He intends this to be the finest nest in the whole forest. Imagine his annoyance when, while circling high above his hunting territory, he sees a pack of humanoid intruders climbing the hill toward it. And tasty-looking

humanoids at that....

Characters who pay attention to their surroundings (i.e. those saying they watch the environment or who make a point of looking up) will see the hippogriff circling high overhead. The beast is between 300 and 400 feet above Old Baldy's summit at all times, descending to around 160 feet as the party reaches the summit. He waits to see where the PCs are going, and as soon as they come within a few feet of the shrine, he dives to attack. Although the hippogriff's main desire is to drive them away, he will pursue fleeing characters if they seem badly wounded. One human provides enough meat to last for at least a couple days.

The hippogriff is a tricky fighter. He's accustomed to fighting on the wing, and uses his Flyby Attack and Wingover feats to swoop among the PCs and away before they can respond. When PCs first approach his nest, his first action is to dive into them (he can move up to 200 feet in a dive and still take a standard action) and claw at his target, screaming in anger all the while. In the rounds that follow his preference is to streak past just over the party's heads, using Flyby Attack to claw at one PC and then move out of melee range before they can respond. Although he's a skilled combatant, the hippogriff isn't very intelligent, and so he attacks the shiniest PC (probably the one with the most armor and/or shields) instead of the ones who pose him the greatest threat.

As the party probably can't fly, they might find the hippogriff a tougher foe than the Encounter Level suggests. Don't show mercy. Have him race past, screaming and clawing as he goes, then wheel around for another pass. Keep this up until the players figure out a way to fight back. The obvious answer is ranged weapons; a party composed mostly of archers will have little trouble with this beast. Those who haven't specialized in distance warfare might have a harder time, especially if the hippogriff plans his movement to keep one or more range increments between himself and the party.

Another option is to shelter in the shrine itself. As long as he has a target in the open the hippogriff will follow it,



but if the entire party hides inside the building, the enraged creature will land in front of the door and attack whoever he can reach. He won't actually enter the shrine, but he'll bite at anyone standing next to the door, and if necessary he'll force his forequarters in to add his claw attacks. In his fury the hippogriff probably won't realize how bad this idea is until it's too late.

More interesting ideas exist as well, so be prepared. Enterprising PCs may well try to jump onto the creature's back as he races by. This requires a grapple check or use of

the Tumble or Jump skill. Temporarily riding a furious hippogriff requires a Handle Animal check (DC 25) to bring it under control, then a Ride check (DC 20) every round to direct the beast without being thrown. If anyone gets on his back this way, the hippogriff will be unable to attack them, but he'll race into the sky the moment they dismount (or are thrown). It might also be possible to wrestle him to the ground and hold him there. He's large and strong, but someone with a ready action might be able to do it.

Whenever the hippogriff is dealt with, the party can explore the shrine site. It's clear that only animals have been here in years and years, which will please Grandmother Hickory. Although the building has stayed upright, the unmortared walls have settled with time, and it sways ever so slightly when weight is put on it. The interior of the shrine is dominated by a squat stone sculpture on an octagonal base. It portrays a hunchbacked figure with four many-jointed legs, four taloned arms, and a misshapen head with eight inhuman eyes and a pair of wicked fangs. This is one of the Eight Great Gods, and its eyes are made of irregular freshwater pearls worth 15 gp each.

A hidden compartment in the base of the pedestal (Spot check DC 20 or Search check DC 15) contains a prize indeed — an ancient bronze astrolabe. This astronomical instrument was built for someone with hands longer and narrower than a human, and its measurement markings are made in the dot-and-line language of the Aatarkhop. Its stay in the hidden compartment has left it in near-perfect condition. If the PCs get it to Byron Madigan (except during the time in Chapter 3 when he wants them dead), he'll pay them 500 gp for it on the spot. This is the largest and most complex bronze object anyone has ever found in the eastern forest.

The hippogriff's nest is not without rewards as well. As noted, the beast was fond of shiny objects, and several of them are woven into the nest's walls. Most are useless, or at least not valuable: a rusty gauntlet, several short pieces of metal chain, a blacksmith's tongs, innumerable nails and spikes that the creature spotted with its keen eyes. A smattering of copper, silver, and gold coins are mixed in as well (3d12 each). The windfall is only obvious to someone with keen eyes (Spot check DC 15). At some point the hippogriff managed to swipe a silver necklace set with five small diamonds at the throat, and this bauble is worth 375 gp to the right buyer. Once the hippogriff dung is cleaned off, anyway.

Finally, the PCs might decide to destroy the shrine as Grandmother Hickory suggested. This will take a little doing. Even in its dilapidated state, it's strong enough to hold the weight of an adult hippogriff. If the party takes time to pull it down, knock it over, or burn it to the ground, award them experience as if overcoming an EL 1

encounter.

Hippogriff: CR 2; Large Magical Beast; HD 3d10+9; hp 25; Init +2; Spd 50 ft., fly 100 ft. (average); Defense 15, touch 11, flat-footed 13; Base Atk +3; Grp +11; Atk claw +6 melee (1d4+4); Full Atk 2 claws +6 melee (1d4+4) and bite +1 melee (1d8+2); Space/Reach 10 ft./5 ft.; SQ darkvision 60 ft., low-light vision, scent; AL N; SV Fort +6, Ref +5, Will +2; Str 18, Dex 15, Con 16, Int 2, Wis 13, Cha 8.

Skills and Feats: Listen +4, Spot +8; Flyby Attack, Wingover.

OLD BLOATBODY'S GLADE ---

This is intended to be the climax of Chapter 2, and when it ends the players should feel they've dealt a serious blow to the cult. It involves several related encounters in a maze-like section of the forest. The whole area is dark, the air is heavy with a foul odor, and spidery horrors can leap out at any time — treat it like a horror movie.

To enhance this atmosphere, the glade is presented as a series of free-floating encounters rather than as a physical labyrinth to be crossed. Feel free to describe paths and obstacles as you wish; the spiders here can repair damaged walls and build new ones in a frightful hurry, so even the most map-happy players will quickly find their work becoming inaccurate. The walls of this "maze" are made from enormous sheets of spiderwebs which players could cut down or burn through (a rather noisy process). Rather than allowing them to accidentally slash right to the final encounter with Old Bloatbody, it is suggested that you have them encounter the situations described below more-or-less in order. Reward persistent players by letting them surprise Ugly or the main body of cultists, but if you save the queen ettercap for last, the challenge and the reward are both greater.

A few notes about the glade are in order. The trees here are among the oldest in the whole Meanderwood, growing high and thick enough to block out the sun even at midday. Characters can see clearly for 30 feet and have shadowy illumination out to 60 feet. Few of the trees have any branches within 60 feet of the ground. Instead the area between trees is shrouded with webs. Most of them are thick gray layers dotted with corpses ranging from flies to large squirrels, but some of them are near-invisible sheets like the ones in the cultist ambush in the Webs In The Woods section. They form corridors ranging from 5 to 15 feet across.

Anyone trying to climb a tree will probably become hopelessly snarled in the stuff. Even if they manage to reach a higher vantage point, the thick webbing spreads up and out for 40 feet or more, limiting the amount that can be seen from overhead. The best way to get through the

glade is ultimately to plod down the web-lined paths and take each encounter as it comes.

Statistics on webbing are reprinted here for your convenience: Those who run or climb into a web are entangled by it. Escaping these webs requires an Escape Artist check (DC 12) or a Strength check (DC 16); characters whose feet are on the ground get a +5 bonus to either check. Escaping a web destroys the 5-foot section that the character was caught in. Each such section has 6 hit points and damage reduction 5/-.

Random Glade Encounters

Old Bloatbody's glade uses its own random encounter table. The creatures of the Meanderwood try to avoid this place, and only the fiercest of those who stumble into it escape. Every hour the party spends here has a 10% chance of drawing the attention of something from the list below. Also note that when the party meets the ettercap called Ugly, they will most likely generate a result from this table as well. Roll 1d20 and consult the table:

- 1: 2d6 Tiny monstrous spiders
- 2: 2d4 Small monstrous spiders
- 3: Lone cultist (warrior 1; studded leather, bronze spear, shortbow)
- 4-6: Medium monstrous spider
- 7-9: Spider swarm
- 10: Large monstrous spider
- 11-12: 1d3 Medium monstrous spiders
- 13-15: Cultist patrol (1d4+1, all warrior 1; studded leather, light wooden shield, bronze battleaxe, longbow)
- 16: Giant praying mantis
- 17: Spider stampede (1 spider swarm per party member)
- 18: 1d2 Large monstrous spiders
- 19: Owlbear
- 20: Huge monstrous spider

STUNTS: Trees and Webs Revisited

This advice is similar to that in the cultist trap section earlier. Using Climb to gain an advantage in the forest seems logical, but with all these webs sticking to everything, the DC for a Climb stunt increases by 4. On the bright side, Use Rope can allow characters to treat the webbing as ropes or nets. Note that the spiders are immune to being caught in their own webs. Cultists aren't. Sleight of Hand could be used to decoy someone into the webs.

ENTERING THE GLADE (EL 2)

As you move farther south [or whatever direction the party is traveling to get here], you encounter more and more giant webs, animal corpses drained of their juices, and other signs of spiders. Now you see eerie proof of their presence — a 40-foot-high wall, gray as fog but obviously solid, spreading between the trees in front of you and stretching as far as you can see in either direction. You hear the faint sound of voices from the dim forest to your left.

This noise is the sound of three cultists who guard one of the entrances to the glade. They have heard the PCs approach (unless the entire party successfully attempts DC 9 Move Silently checks) and they're making a hurried plan in response. It's a simple plan, consisting of something like "stab them with our spears until they die." The trio will stay at their post until the PCs make themselves visible or they hear the sound of someone cutting into the glade's web-wall. They fight back immediately if attacked, with one of them running for a bronze-bound horn hanging from a nearby tree; he reaches it after one round and blows a mighty blast to alert the rest of the cult that intruders have been spotted. If approached more peacefully, they challenge the party to name the Eight Great Gods. The PCs will fail, having never learned any of the Eight's names (even Grandmother Hickory doesn't know them), and be attacked.

As a symbol of their status, the glade guards all carry bronze-headed shortspears of exceptional quality. The attack and damage penalties have been figured into the statistics block below. If the party decides to explore the entire outer edge of the glade, they will find a total of five such guarded entrances.

Cultist Guards (3): Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+4; hp 8 each; Init +0; Spd 30 ft.; Defense 13, touch 10, flat-footed 13; Base Atk +1; Grp +2; Atk/Full Atk masterwork bronze shortspear +2 melee (1d6) or light crossbow +1 ranged (1d8/19-20, 80 ft.); AL NE; SV Fort +3, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb +0, Handle Animal +3, Jump +0; Toughness.

Possessions: masterwork bronze shortspear, dagger, light crossbow, 10 bolts, studded leather, heavy wooden shield, 10 gp.

CUTTING THROUGH THE WEB (EL variable)

The party will probably be tempted to carve their way through the web-wall, whether near an entrance or farther inside the glade. This approach has its risks. When it's first attempted, it draws the attention of a spider swarm, which boils up from all across the web to cover the offending character. Future assaults on the web-wall have a 1 in 4 chance of drawing similar kinds of attention. Roll 1d6 and consult the following table.

- 1-2: A spider swarm attacks one character near the web-wall.
- 3: Each character is attacked by a spider swarm.
- 4: A Medium monstrous spider scuttles from a nearby web and attacks.
- 5: A Large monstrous spider scuttles from a nearby web and attacks.
- 6: The noise attracts a cultist patrol identical to the one found on the Random Glade Encounters table. They arrive in 2d4 rounds.

DEATH FROM ABOVE (EL variable)

The walls of webbing part to reveal a roughly circular space 30 feet across. In the middle of this area is a gruesome sight. A mass of sticky webs forms a mound 10 feet high and that far across. Several humanoid and animal bodies are visible in the mound, each wrapped tighter than a mummy in silken strands, and dozens of bones jut from it at all angles.

Several monstrous web-spinning spiders make this clearing their home. Prey is dragged here from all across the forest, and when the vermin have eaten their fill, they dump the remains on the mound. The creatures are also quite happy to devour whatever wanders by, and even as the players look around, several spiders are lowering themselves from the branches above.

One spider descends for every two characters below (rounding up). They start the encounter equally spaced around the edge of the clearing. If anyone blunders into the mound of corpses, treat it as an ordinary web-wall. Remember that the spiders can climb across webs without penalty. This pack of vermin prefers to ensnare its prey with webs first, then bite them again and again until they stop moving. They do prefer live prey, so PCs who fall without dying will awaken to find themselves trussed to the lower branches of the trees above, with spiders of all sizes scuttling around (and on) them.

A small amount of treasure is scattered among the mound. The spiders have no use for their victims' treasure, and the Old Bloatbody doesn't care enough to dig it out.

Anyone digging through this nasty pile for at least 5 minutes will find 400 sp and 60 gp.

Medium Monstrous Web-Spinning Spider: CR 1; Medium Vermin; HD 2d8+2; hp 11; Init +3; Spd 30 ft., climb 20 ft.; Defense 14, touch 13, flat-footed 11; Base Atk +1; Grp +1; Atk/Full Atk bite +4 melee (1d6 plus poison); SA poison (injury, Fort save DC 12, initial and secondary 1d4 Str), web; SQ darkvision 60 ft., tremorsense 60 ft., 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 (+15 in webs), Move Silently +3 (+11 in webs), Spot +4; Weapon Finesse.

THE HIVES (EL variable)

This section of "corridor" is narrow, with only 5 feet of space between sheets of nasty webbing. The way ahead is blocked by a series of ramshackle wooden objects. Each one is roughly 3 feet tall and half that wide. The boxlike objects are made of fallen logs and sticks bound together with ropes of webbing.

These are five spider hives that Old Bloatbody and her mate Ugly keep. Close inspection reveals that each of them is crawling with ordinary-sized spiders. In order to advance down this corridor the PCs will have to either squeeze past the hives or smash them to pieces (cutting through the webs to find another route is possible, but has its own dangers). Smashing a hive is easy, as each poorly-made one can only take 5 points of bludgeoning or smashing damage before it falls to pieces, but any attack that destroys a hive causes the spider swarm inside it to emerge and attack the nearest character.

Squeezing past the hives is perhaps a safer option. It requires a Tumble check (DC 20; those without Tumble must make a Dexterity check with the usual armor penalty). Failing on the check means the character has bumped 1d4-2 of the hives, causing the swarms inside to emerge in the following round and attack the closest character. At the GM's option, characters who try and fail to squeeze past the hives can be snared by the web-wall instead.

Emphasize the claustrophobic nature of combat in this space. The corridor is very narrow, and characters will have trouble helping each other without running afoul of either the walls or the hives. Once a character has one spider swarm attacking them, you could have any other swarms instead scurry to the next-nearest PC. This stops one character from being attacked by all 5 swarms at once. Characters caught in the walls are at particular risk of being swarmed, to say nothing of drawing other spiders from the trees above.

Any destruction of the hives will enrage Ugly. When he confronts the party, he'll be full of incoherent rage about

the damage done to his beloved spiders. The ettercap has a limited vocabulary, but he'll use it all against them: "You wicked meatbags! You smash us pets! Me grind you up! Feed you to pets!" and so on.

If the party manages to squeeze past the hives without activating them, award the party experience as if overcoming an EL 1 encounter. This only applies if they made their Tumble/Dexterity checks. PCs who tried something else, like swinging from the branches or tunneling underneath the hives, will have to be satisfied with their own cleverness for a reward.

UGLY, KING OF SPIDERS (EL 3 plus random encounter)

The walls of webbing here are 10 feet apart and only around 15 feet high, but a thin layer of webs is also underfoot. An especially rank odor fills the air. Then the left wall bulges and wobbles as if something is climbing it. A hideous green head with bulbous insect eyes and a barbed iron helm peers over the top. "Me Ugly! King of Spiders!" it shouts. "You now be me food!"

Ugly is the current mate of Old Bloatbody (she has a distressing habit of gnawing her lovers to death in the heat of passion, but he doesn't know or doesn't care). He has been following the PCs for a time, and now his hunger has grown too great to wait. As soon as he shouts his challenge Ugly hurls a web at the most dangerous-looking PC; he picks an obvious archer if possible. Then he descends from the top of the left-hand wall and attacks the character in front of the party.

This isn't a rash assault. After a round or two of fighting, Ugly makes a hasty withdrawal down the corridor. He chose to ambush the PCs in a section of the glade that's honeycombed with pit traps. Each one is 5 feet wide and 10 feet deep (causing 1d6 falling damage), and its top is concealed with a layer of webs that blends in with the webbing underfoot (Spot check DC 20 to notice each pit). Another layer of webbing in the bottom automatically ensnares anyone who falls in. Ugly clings to the web-wall as he passes through this section, trying to stay 10 to 20 feet ahead of the party.

Once a character falls into a pit, he whirls around and attacks with webs, natural weapons, and his sword. Again, this is a feint designed to lure the party into further pursuit. When another couple rounds have passed, Ugly again retreats, shouting broken threats to urge the party into a headlong rush leading to another set of pits. He continues this pattern until either the party stops chasing him or he drops below 10 hit points.

Then his tactics change. Ugly swarms up one of the walls and down the other side. If the party refuses to follow him into the corridor on the other side, he follows them and

regularly ambushes the last character in line. Assuming that they do pursue him through the wall, he attempts to cut them off from one another, snaring physically weak characters in his webs and attacking strong ones with his poison. A typical Ugly tactic is to let one character get through a web-wall, then hurl one of his own webs to entangle the second character coming through. This isolates one character from the rest of the party, and Ugly will attack the unfortunate soul while their allies try to cut a path through to save them.

Any combat with Ugly is a noisy affair, as the spider king shouts constant threats and insults at his foes. This commotion attracts other residents of the glade after 2d6 rounds. Roll or select a random encounter and have those creatures arrive within sight of the PCs. Ugly will direct them to "Fight fleshy ones! Kill and eat!" He'll take advantage of his reinforcements to either whittle down the party's strongest member, or if he's wounded as described above, withdraw to stalk the party from behind.

The iron helm Ugly wears is a gift from the cult. He calls it his crown and he takes great pride in it. It has gold inlay picturing spiders devouring humans and weaving webs among trees. The workmanship is only average and the subject matter rather disturbing, so it would fetch 160 gp rather than the 200 or so that a less gruesome piece might. His sword is a nasty-looking affair, with a spiked hilt and wide blade engraved with strange characters. He took it from an adventurer who stumbled into one of his traps. Ugly isn't proficient with its use, and while he enjoys using the blade against human foes, if pressed he drops it to use his natural attacks instead.

Ugly, an ettercap consort: CR 3; Medium Aberration; HD 5d8+5; hp 27; Init +3; Spd 30 ft., climb 30 ft.; Defense 14, touch 13, flat-footed 11; Base Atk +3; Grp +5; Atk bite +5 melee (1d8+2 plus poison) or masterwork longsword +2 melee (1d8+2/19-20); Full Atk bite +5 melee (1d8+2 plus poison) and 2 claws +3 melee (1d3+1) or bite +5 melee (1d8+2 plus poison) and masterwork longsword +0 melee (1d8+2/19-20); SA poison (injury, Fort save DC 15, initial 1d6 Dex, secondary 2d6 Dex), web; SQ low-light vision; AL NE; SV Fort +4, Ref +4, Will +6; Str 14, Dex 17, Con 13, Int 6, Wis 15, Cha 8.

Skills and Feats: Climb +10, Craft (trapmaking) +4, Hide +9, Listen +4, Spot +8; Great Fortitude, Multiattack.

Possessions: Ugly's crown, masterwork longsword.

THE SCREAM (EL 2)

The muffled silence of this place is broken when a human voice screams, "By the Eight! No!" The word "no" trails off into a gurgle that ends abruptly.

A careless cultist wandered into the glade alone, and now she's become a meal for a Large monstrous hunting spider. The creature attacked her 100 feet down the path from the PCs; the path itself curves sharply about half that distance away. Under most circumstances the spider will pay no attention to the PCs' approach until they come within sight of it, whether by rounding that corner or by cutting through the walls.

The spider is hungry, so even though it already has a nice warm corpse to devour, it immediately moves to add the party to its larder. This creature can't throw webs, but it can climb the web-walls if it wishes. It also moves very quickly and is an excellent jumper. If circumstances allow, it will use that jumping ability to leap over the PCs and attack stragglers, then jump or climb away to let its poison take effect. It prefers to move from one character to the next, biting all of them in turn and hopefully bringing them all down. It fights to the death.

The cultist is a woman the PCs might recognize from town. Her name was Shana and she worked in the market making leather goods like waterskins, backpacks, and small pieces of armor. She might also have taken an interest in Charren's death, as she knew he was snooping around cult territory. Shana comes from a prosperous family of craftsmen; she was the only one involved with the cult. Her corpse has 11 gp, a light bronze shield, and a masterwork longsword. The blade is a family heirloom, and they will pay twice its market price (630 gp total) for its safe return. Alternately, if a PC keeps the sword, the family will treat him as a thief and use their influence to make life difficult.

Large Monstrous Hunting Spider: CR 2; Large Vermin; HD 4d8+4; hp 22; Init +3; Spd 40 ft., climb 20 ft.; Defense 14, touch 12, flat-footed 11; Base Atk +3; Grp +9; Atk/Full Atk bite +4 melee (1d8+3 plus poison)); Space/Reach 10 ft./5 ft.; SA poison (injury, Fort save DC 13, initial and secondary 1d6 Str); SQ darkvision 60 ft., tremorsense 60 ft., vermin traits; AL N; SV Fort +5, Ref +4, Will +1; Str 15, Dex 17, Con 12, Int –, Wis 10, Cha 2.

Skills and Feats: Climb +11, Hide +3, Jump +12, Spot +12; –.

THE CULT'S CAMP (EL variable)

Voices murmur from ahead. In a spot where several large passages come together, two clumps of tents cluster around a pair of large firepits. Several dozen people bustle around with food or lounge in front of the flames. Most of them carry bronze implements of some kind, and you hear phrases like "Praise the Eight" from everyone's lips. The central area has a large statue of a hunched figure with four arms and four legs. It also has an altar of some kind, and the thing on the altar looks human.

A group of 40 cultists now live in Old Bloatbody's glade. They come to pay homage to the ettercap queen and to learn what wisdom she has to share. In return, they help keep other predators away from her territory (and occasionally they enrich the food supply, like the unfortunate Shana).

The players' approach to this encounter dictates how it plays out. If they decide to charge headlong into a group of 40 fanatical spider-worshipers, well, good luck to them. Maybe skill and sheer guts will carry the day. The opposite extreme is trickery, where the PCs try to bluff their way through the camp. That might work for a moment or two, but the cultists all recognize each other. Someone is bound to notice the outsiders and start asking questions. Unless the PCs can name the Eight Great Gods, describe their celestial houses, and explain the glorious role of humanity in the Aatarkhop's journey (serving as living hosts for their eggs), they can expect lots of frowns and bronze spears to come their way.

Most parties will try something that combines stealth with force of arms; this is the best way to approach the cult camp. Many of the people here are not combatants, and they will either flee the scene of a fight or simply fall before a pack of experienced adventurers. Simple things like false calls for help or an out-of-control fire will draw off much of the cult's strength for a few minutes. The key to this encounter is to let the PCs deal with a handful of enemies at a time rather than having the entire cult rush them at once.

The cult is led by a woman named Alys, a lieutenant who reports directly to the Seer. She has several aides who protect and serve her; Alys and her group should equal the PCs in number. They will serve as the final fight in this location. Alys is 2nd level and her bodyguards are 1st-level characters; all the members of this group have Iron Heroes class levels. One suggestion is to have them mirror the classes of the PCs (using the writeups in the core book) and use similar tactics, forcing the group to fight against their own strengths. If you prefer a freestanding set of characters, make Alys a hunter and use the following classes for her aides (in order): berserker, armiger, archer, harrier, weapon master, and repeat. This group uses ordinary armor and weapons, but each one wears a necklace with 8 of the bronze Aatarkhop coins on it.

Half of the cultists are 1st level commoners with little combat training. Each one carries a bronze simple weapon (use spears as a default) and has 2d10 copper pieces. They flee from combat unless they outnumber their foe or are led by one of Alys' inner circle. Ten of the cultists are 1st level warriors wearing bronze armor and carrying bronze melee weapons (use scale mail, heavy wooden shields, bat-

tleaxes, and shortbows as a default; penalties for bronze armament have been figured into their statistics). They attack in squads of five. Each warrior carries 2d10 gold pieces and one bronze coin. The remainder are experts in various crafts; they fight or flee as the GM sees fit, and they also make good lookouts. Each carries a simple bronze weapon (use heavy maces as a default) and has 1d10 gold pieces.

Alys and her aides live in the smaller tent cluster along with five of the warriors. The remainder of the group is in the other tents. At any given time one of the two warrior squads is patrolling the camp's perimeter, and they might well be the first group the PCs encounter. The camp itself sprawls across several hundred feet of twisty web-tunnels, so a fight in one area won't necessarily be noticed elsewhere.

The statue and altar are near Alys' tent cluster. On the altar, the broken figure of an Axenbough Ranger is bleeding his last. His name is Corrin Halfbow, and he was captured by the cult while he was trying to track Old Bloatbody to her lair. They beat him, flayed him, and performed a final ceremony over him before tying him to these stones in anticipation of his fate.

Corrin will stay alive long enough for the PCs to talk to him (whenever that may be in this sprawling encounter). Fixing them with a glassy stare, he croaks, "The spidersHaley....open flame for Eight....." Then he clutches his shredded stomach, vomits blood, and dies. Anyone examining Corrin's shattered body will see that something strange and white is in his abdomen. This fist-sized white lump looks like a pearl of exceedingly poor quality; it's actually an Aatarkhop egg. Haley had hoped to use the Ranger's body to breed one of the first new Aatarkhop in centuries. The egg has no monetary value, as it's obviously not a true gemstone; Grandmother Hickory will immediately smash it with her staff if she sees it.

Alys is the only cultist here who knows the Seer's true identity, and even if captured she has no intention of revealing that fact. A longtime resident of a forest hamlet called Rotwood, Alys was indoctrinated into the cult by her parents, and she intends to take its secrets to her grave. She led the party that executed Charren, and she has visited the hillfort several times; PCs might be able to get her talking about these things. The subject of Old Bloatbody enrages her, as she sees that name as a sacrilege against the living blood of her ancient masters, but if needed she'll point out a path to the ettercap's lair. Alys is an important figure in the cult. Her death or capture will be a major blow to it, and the party should feel a sense of accomplishment about it. Also, a search of the camp will turn up treasure scattered among the tents: 12,000 cp,

4,000 sp, and 200 gp.

Cultist commoners (20): Commoner 1; CR 1; Medium Humanoid (human); HD 1d6; hp 3 each; Init +0; Spd 30 ft.; Defense 10, touch 10, flat-footed 10; Base Atk +0; Grp +0; Atk/Full Attack bronze spear -1 melee (1d8-1/x3) or bronze spear -1 ranged (1d8-1/x3, 20 ft.); AL CE; SV Fort +2, Ref +0, Will +0; Str 11, Dex 11, Con 10, Int 10, Wis 10, Cha 11.

Skills and Feats: Craft (any one) +5, Handle Animal +3, Listen +3; Skill Focus (Craft).

Possessions: spear, 2d10 cp.

Cultist experts (variable): Expert 1; CR 1; Medium Humanoid (human); HD 1d6; hp 3 each; Init +0; Spd 30 ft.; Defense 10, touch 10, flat-footed 10; Base Atk +0; Grp +1; Atk/Full Atk bronze heavy mace +0 melee (1d8); AL NE; SV Fort +0, Ref +0, Will +3; Str 12, Dex 10, Con 10, Int 10, Wis 13, Cha 8.

Skills and Feats: Craft (any one) +7, Craft (any other) +4, Hide +4, Listen +5, Move Silently +4, Spot +5; Skill Focus (Craft).

Possessions: bronze heavy mace, 1d10 gp.

Cultist warriors (10): Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+4; hp 8 each; Init +0; Spd 20 ft.; Defense 13, touch 10, flat-footed 13; Base Atk +1; Grp +2; Atk/Full Atk bronze battleaxe +1 melee (1d8/x3) or shortbow +0 ranged (1d6-1/19-20, 60 ft.); AL NE; SV Fort +3, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb -3, Handle Animal +3, Jump -3; Toughness.

Possessions: bronze battleaxe, shortbow, 20 bronze arrows, bronze scale mail, heavy bronze shield, 2d10 gp.

Alys, important cult lieutenant: Hunter 2; CR 2; Medium Humanoid (human); HD 2d4+12; hp 18; Init +3; Spd 30 ft.; Defense 17, touch 15, flat-footed 12; Base Atk +2; Grp +5; Atk/Full Atk masterwork longsword +6 melee (1d8+3/19-20) or shortbow +5 ranged (1d6/19-20, 60 ft.); SQ tactical pool, hunter's eye, terrain advantage; AL NE; SV Fort +4, Ref +5, Will +4; Str 16, Dex 16, Con 14, Int 10, Wis 14, Cha 12.

Skills and Feats: Climb +7 (+9 using rope), Diplomacy +3, Handle Animal +6, Hide +7, Intimidate +6, Jump +7, Knowledge (nature) +2, Knowledge (religion) +5, Listen +7, Move Silently +7, Ride +9, Search +5, Sense Motive +7, Spot +7, Survival +7 (+9 to find or follow tracks), Swim +6, Tumble +4, Use Rope +7; Blind-Fight, Combat Reflexes 1.

Possessions: Masterwork longsword, handaxe, shortbow, 20 arrows, leather armor, light metal shield, 20 pp, necklace of Aatarkhop coins.

OLD BLOATBODY (EL 4)

The stench here is so thick and so vile that every

breath makes you gag. Webs entirely cover the tree trunks here, stretching all the way overhead to form a canopy that blots out the sky. Thick ropes of webbing stretch hither and yon above you. Large lumps tangled in the webs could well be the remains of human beings. At the other end of this nauseous cathedral, across 50 feet of web-shrouded ground, you see a large pile of coins reflecting your torchlight back at you.

[Note that this description presumes the PCs have a light source; this area is otherwise entirely dark.]

Old Bloatbody has gathered many shiny things over the years. Although she has no use for them, she has learned that piling them in a heap will occasionally cause silly humans to hurry across her trapped lair, which saves her the trouble of hunting up dinner. When the PCs first arrive here, she'll be perched on the web-wall 10 feet above this area's only entrance. She remains out of sight for as long as possible. Her hope is that the party will move across the ground in a straight line and fall into the many pits underfoot. Old Bloatbody only attacks if one of the characters is alone or if the party spots her.

The pits here are similar to the ones Ugly used. Eight of them lie in a straight line between the entrance and the treasure mound. Four more are found on each side of that line. Most of them have skeletons of all sorts scattered across their bottoms; Old Bloatbody doesn't usually bother cleaning up after a meal.

Grim and confident, the wily aberration fights to the death. She knows that anyone who makes it to her lair without her guidance is a foe worth fighting. Like Ugly, she uses her webs to trap archers and others who seem able to strike her at range. Her preference is to stay on the walls of her cathedral as long as possible while the pits and her webs isolate her prey from each other. When she descends to fight in melee, she tries to scuttle into positions where her enemies have a high chance of stepping a concealed pit while approaching her.

Old Bloatbody is as chatty as her mate. She knows more words than Ugly, and she has confidence where he has anger. Nobody has threatened her for many years, and even though the PCs have fought their way to the heart of her territory, she doesn't believe they can manage to kill her. "Come closer, little sweetmeat, and let me embrace you," is a typical sentiment from her. So is "I am queen here, and you shall be my supper." She will also taunt the PCs by pointing to her "pile of pretties," hoping to bluff them into approaching it.

When and if PCs manage to dispose of her and reach the treasure mound, this is what they find: 2,700 sp, 400 gp, and four gems (an obsidian worth 10 gp, a moonstone worth 50 gp, an amethyst worth 100 gp, and a violet garnet worth 500 gp). She doesn't share her consort's fascination with human handiwork, so the cult hasn't created a crown for her.



Old Bloatbody, elite ettercap queen: CR 4; Medium Aberration; HD 5d8+10; hp 36; Init +5; Spd 30 ft., climb 30 ft.; Defense 16, touch 15, flat-footed 11; Base Atk +3; Grp +7; Atk bite +7 melee (1d8+4 plus poison); Full Atk bite +7 melee (1d8+4 plus poison) and 2 claws +5 melee (1d3+2); SA poison (injury, Fort save DC 16, initial 1d6 Dex, secondary 2d6 Dex), web; SQ low-light vision; AL NE; SV Fort +5, Ref +6, Will +6; Str 19, Dex 20, Con 15, Int 8, Wis 14, Cha 6.

Skills and Feats: Climb +12, Craft (trapmaking) +5, Hide +11, Listen +4, Spot +8; Great Fortitude, Multiattack.



STUNTS: In the Cocoon

With pits below and ropes of webbing above, this is a three-dimensional environment. Jump could allow players to spring across the tops of covered pits without falling in. Balance is good for maneuvering across thick web strands. As in other locations, Use Rope can turn webs into weapons, although note that Old Bloatbody doesn't get stuck in her own webbing under normal circumstances.



EPILOGUE

The PCs have done major damage to the cult, freed the woods from some nasty monsters, and perhaps reached 3rd level by now. It will take them a few days' travel to return to either Axenbough or Grandmother Hickory's shack, where they can rightfully expect to be treated like heroes. If only life were that simple.

While the party has been occupied with its missions, other events have taken place offstage. Haley Brimm has now figured out that this pack of adventurers could be a problem. As they disappear into the woods for a few days, he rallies his available followers and prepares a counterstrike. The cult kidnaps young Sammael Madigan and forces Byron to follow their instructions. They are accused of murdering Charren (and perhaps others) and a hefty reward is set for their arrest.

Haley also decides to bring Grandmother Hickory into things. He knows that she opposed the cult once. She might have the last piece of the key they need to open the Forgotten Door — and she perhaps knows its location, which the cult no longer does. Several of his minions are sent with an escort of spiders to beat the truth out of her.

These events get underway as soon as Haley thinks the PCs have left the area. After failing to stop them with the earlier ambush, he'll have them shadowed by cultists. As

soon as the party heads a day's journey into the wild the cult makes its moves. Sammael is kidnapped before sunrise of the next day, and the cult presents the Madigans with an unpleasant new houseguest. A pack of volunteers is dispatched to interrogate and kill Grandmother Hickory on the following day. Haley's hope is that by the time the PCs return, he'll have cut off all possible means of escape.

Although Chapter 3 is built on the assumption that events unfold this way, the party might thwart Haley's schemes. They could visit Grandmother Hickory when the cult strike force makes its first attack (although she has no need of their help this time). Less likely, but not impossible, they might hurry back to town to consult with Byron Madigan on some matter. If they stick close to Axenbough for several days, the party could get mixed up in the kidnapping attempt.

Don't railroad your players into following one track and ignoring another. Always leave an opening for them to interrupt the fiendish plans of their enemies. If some players are annoyed that they weren't present to stop Sammael's kidnapping, you can point out that they had the choice to stay in Axenbough and potentially thwart it. Never assume that the party will do the "sensible" thing and go where you direct. At the same time, the players shouldn't assume that their enemies will just blunder onward in ignorance. The cult's Seer is a clever man, and he is now timing his moves to interfere with the party as much as possible.



CHAPTER THREE

CODA: CHANT OF THE CULTISTS



INTRODUCTION

Spurred by the interfering PCs, the cult is taking dramatic steps to gain power. Their plans are twofold. First, the meddling old woman called Grandmother Hickory must die. She'll repel an initial assault, but that only spurs the cult to come after her with enough force to finish her off. The cult hopes that this will give them the final piece of the bronze key they've sought for years.

Their other goal is to eliminate all threats to their power in Axenbough. This includes both the PCs and the powerful Byron Madigan. They kidnap Sammael, substitute a shape-changed cultist, and blackmail Byron into ordering the PCs arrested. However, the cult failed to reckon with the clever Elsa. She contacts the party and directs them into a confrontation with the shapeshifter.

Dead or alive, the creature reveals its inhuman nature. Clues point toward the town's sawmill, where the cult had been hiding Sammael, but he's gone by the time help can arrive. A pack of cultists are still there, though, ready to use the mill's many natural hazards against the party.

The trail leads to a climax at the forest stockade of Haley Brimm's company of Rangers. They're in the middle of a ritual to bond themselves with their precious handful of Aatarkhop eggs, a ritual that will cost poor Sammael his life. The PCs must contend with the cult, their arachnid pets, and eventually a raging fire that begins burning the stockade down with everyone inside. Assuming anyone escapes, they will be heroes to the good folk of the Meanderwood.

GRANDMOTHER HICKORY

Unless they changed course and returned to her shack before reaching one of their other encounters, the party was absent when Haley's followers launched an attack against Grandmother Hickory. It's likely that the party will return to her shack for advice once Old Bloatbody is dead. They encounter a battle scene. Read or paraphrase the following:

Grandmother Hickory's shack looks even more battered, if that's possible. One of the poles holding up her porch roof has snapped. All of her windows are broken. The side wall is singed as if it caught fire, and the chicken coop has been reduced to rubble. A large eight-legged corpse is visible beneath the wreckage.

This is the aftermath of the cult's first assault. Grandmother Hickory herself is nursing some nasty cuts and bruises, but she'll recover. The same can't be said of her attackers. With a grim smile, the old woman will point the PCs to a nearby clump of bushes where she rolled the bodies of two burly men and one enormous hunting spider.

"Poor dears," she says sarcastically. "My old arms aren't strong enough to dig a proper grave, so they didn't get a decent burial." Four men came to her shack two days ago and demanded a key from her in the name of the Eight. Two giant spiders were prowling around with them. When she told them to leave, the men drew bronze axes and attacked her. She'll proudly show the PCs the broken remains of a hickory staff. "Gave out right over the biggest one's head, and he and one of his friends ran away. Good thing I keep an extra on hand."

Even at her age, the old woman is a lethal combatant. She expects that the cult will return to attack her again. She's right, and the PCs can help thwart it if they stay in the area for a while, but the old woman will urge them to keep hunting for the cult. Even with the destruction of the group with Old Bloatbody, Grandmother Hickory suspects the cult's roots haven't been pulled up yet.

THE MADIGAN FAMILY

In order for the kidnapping of Sammael Madigan to have its full impact on the PCs, they should get hints that something nasty is unfolding. It's recommended that the cult succeed in the kidnap attempt — the section *The Thing in the Cellar* (described below) is a dramatic encounter that works best if Sammael has fallen into the group's hands. Bringing the players in on the edge of these events gives them a stronger sense of personal involvement.

This encounter can reasonably take place during the last half of Chapter 2 as well as the early part of Chapter 3. At some point the party will want to return to Axenbough. They might need supplies, and much of the treasure they find in the wild can only be redeemed for coin in town. Perhaps they even want to consult with Byron Madigan or see if he'll still pay them for bronze artifacts and information. He will, at least until the events of *Enemies In Axenbough* (described below) are set in motion.

Whenever the PCs return to town for this encounter, they meet a worried Elsa Madigan just inside the gate. She's talking with a squad of town guards. If the party doesn't stop to talk with her, she'll hail them, her face showing signs of fatigue. Have they seen her son today?

It seems that by the time the Madigan household woke up this morning, Sammael was nowhere to be found. The boy is an early riser, and it's not unheard of for him to be up with the sun, but this time he seems to have wandered off. She knows that he found the PCs interesting, so she thought maybe he'd gone looking for them.

Of course, the party hasn't seen Sammael since their last visit to the Madigan home. A group of cultists grabbed the boy from his bed last night. They've taken him to the

town's huge sawmill until they can sneak him out past Axenbough's gate guards. Now they're preparing Sammael's replacement, a horrid Aatarkhop-human shapeshifting hybrid who will ensure that Byron Madigan throws his support behind the cult.

The meeting with Elsa at the gate is meant to be a small encounter. It foreshadows the main action of Chapter 3, but doesn't lead directly to it. In fact, the cult's eyes in Axenbough will do their best to draw the PCs out of town again, to stop them from interfering with their plot against the Madigans.

THE LURE (possible EL 2)

Within a couple hours of the party's meeting with Elsa, Haley Brimm tracks them down. His plans are at a crucial phase and he wants to get the PCs out of the way. He's actually in town (rather than following his scheduled patrol) so he can keep an eye on events here. However, his cover story is that the Axenbough Rangers need help.

Haley first apologizes to the party for harassing them in the woods earlier. He explains that with all the recent bandit activity, he tends to assume that well-armed groups in the wild are up to no good. Obviously, he says, the party has proven otherwise. Now he hopes they might be willing to help him. He thinks Sammael Madigan might be lost in a dangerous part of the Meanderwood.

Lying through his teeth (and therefore potentially being caught by *Sense Motive*), Haley says that scouts reported finding a child's tracks leaving the western road and heading south. He claims to have diverted as many Rangers as he can to searching that area, but as Chief Ranger Sartanis has been concentrating on the Dire Dogs to the east (which is true), the group looking for Sammael is undermanned. Even worse, reports say a giant wolf is loose near the western road (this is also true). Haley asks the party to help him out by exploring the area south of the road; if they seem reluctant, he offers to pay them each 100 gp from the Ranger treasury in return for their valuable time.

This is an unusual request, but Haley hopes that the combination of a missing child and a pile of gold will get the PCs out of his way for the rest of the day. With luck the wolf might even kill them. If PCs express reluctance or disinterest, he'll try to use guilt — what kind of people would leave a six-year-old child in such danger? — and then go about his business. He can't spend all day on the party.

If the PCs should decide to check with Chief Ranger Sartanis (who is fully described in a later section), he'll tell them that he knows nothing of tracks near the western road, and that Haley hasn't asked him for permission to

offer the party a reward. Haley has been acting unusual of late, but Sartanis has no solid reason to distrust him, so he backs up his subordinate's promises.

No tracks can be found, of course, but if the party goes looking for Sammael in the woods they will run across the dire wolf Haley mentioned. This beast was the runt of its litter (only the size of a large pony) and the lowest-ranking member of its pack. Eventually the rest of the pack turned on him and drove him out. Now he's wandered perilously close to Axenbough in search of prey. Note that his statistics are below normal for a full-grown dire wolf; treat him as a CR 2 creature for the purpose of experience points.

Dire wolf runt: CR 2; Large Animal; HD 5d8+10; hp 32; Init +0; Spd 50 ft.; Defense 12, touch 9, flat-footed 12; Base Atk +4; Grp +13; Atk/Full Atk bite +9 melee (1d8+7); SA trip; SQ low-light vision, scent; AL N; SV Fort +6, Ref +4, Will +5; Str 21, Dex 11, Con 14, Int 2, Wis 12, Cha 10.

Skills and Feats: Hide -2, Listen +7, Move Silently +2, Spot +7, Survival +2 (+6 when tracking by scent); Alertness, Run, Weapon Focus (bite).

GRANDMOTHER HICKORY AGAIN (possible EL 6)

Two days after their failed assault on her shack, the cult makes a more serious attempt on Grandmother Hickory's life. Unless the PCs are available to help her, this time it works.

Learning from their mistakes, the cult doesn't launch an attack in broad daylight. Instead Haley sends a squad of warriors led by his lieutenant, Pelmarth, an experienced Ranger. Pelmarth watches Grandmother Hickory's movements from concealment. In the middle of the night, when he's sure she's asleep, he fetches the rest of the group from hiding a half-mile away. They surround the shack, and on Pelmarth's signal, rush it from every side. Pelmarth leads two cultists through the door, another one comes in from each window, and a pair of them wait outside as reserve forces. Although Grandmother Hickory is still a deadly fighter when wielding her weapon of choice, she's overwhelmed by these numbers in close quarters. Pelmarth and three of his men perish, but the group manages to end the brave old woman's life.

Once she's dead, the survivors tear her small home apart looking for the last piece of the octogram-shaped key. Furniture is destroyed, pillows are shredded, everything is searched. Even the outhouse is knocked down in their enthusiasm. They likely fail in their quest, as Grandmother Hickory has taken some trouble to leave the key with the PCs.

The only thing that can change this outcome is intervention from the party. With their aid, Grandmother Hickory should be able to repel Pelmarth's band. For his part, the corrupt Ranger will notice if the party is on hand, but he's blinded by the glory he would win for killing them and orders the attack anyway.

Obviously the timing of this event can be changed. If you want to guarantee that the PCs are on hand to defend the old woman, or if you want to make sure they aren't, follow your instincts. Some players will prefer the chance to save an ally's life; others will gain satisfaction from avenging her death. The Ranger statistics given in the stockade section (page 55) will suffice for Pelmarth and his band.

ENEMIES IN AXENBOUGH

As soon as they feel secure, the cult makes its second move against the Madigan family. Haley Brimm and a small escort of spider-worshiping Rangers go to the arcanist's home with the shapeshifter. There they present Byron and Elsa with the truth — they've taken the boy hostage. He will come to a gruesome end unless the Madigans do as they are told from now on. The false Sammael will stay with the family until further notice, and in public they are to treat him as their son, ending the crisis. In private the boy-thing will monitor them to make sure they obey orders.

Shocked and terrified, the Madigans see no choice but to agree to Haley's demands. The cult-leading Ranger never explains exactly what his group is or why they want the Madigans' obedience, although one of his followers does let slip a comment about the sawmill, which may come back to haunt the cult.

The first thing Haley wants is for the PCs to be arrested. His wish is that they would be executed, but Axenbough is a law-abiding place, and he knows he'll have to settle for imprisonment. At first, in time, he hopes to manufacture evidence that could lead to a hanging. The crime the party is to be accused of is the murder of Charren the forester (and if the party has been caught behaving badly elsewhere, that can be tacked on too). Byron is given strict instructions to make sure the party is found, arrested, disarmed, and locked up until further notice. Neither he nor Elsa is to tell anyone what has happened today, unless they want Sammael returned to them in chunks.

Obviously this should take place away from the PCs. Haley's plan is to do it while they're in the woods (hopefully being mauled by a giant wolf). If for some reason they're hanging around the Madigan home, he'll send his minions to a nearby stable and come to the door alone, then quietly ask Byron to meet him at the stable on an urgent private matter. Under no circumstances will Seer Haley reveal his

cult's business where the PCs might eavesdrop on him.

The Madigans immediately realize the danger they and their son are in. While they don't know exactly what Haley and his cronies want, they do realize that they've become pawns of an evil group. All they have to do is see the Sammael-thing's fanged smile to know that in their hearts. Byron has no choice but to order the PCs arrested.

After their encounter with a worried Elsa at the gate, the party's next visit to Axenbough results in their attempted arrest; if they don't leave town for a while, the arrest order is given at sunrise of the day after that encounter. The false Sammael keeps a very close eye on Byron to make sure he doesn't use his magical and political power against the cult. The arcanist summons Axenbough's chief constable to his home, says that he has received evidence implicating the PCs in Charren's death (and any other crimes as the GM sees fit), and commands that they be detained by the town guard when next they are found. Byron also has a message sent to Sartanis, ordering the Axenbough Rangers to capture the party if possible.

Elsa, a quick thinker, makes her own plans. If the wicked men who took her son want the party arrested, then the party must be something they fear. Although the false Sammael insists that she not leave the house, its attention is mostly focused on Byron, so it doesn't monitor her actions that closely. Underestimating Elsa is a mistake. To run the household without leaving the building, she has to send her servants on all her errands. Every one of them is entrusted with a written message and told to find the PCs and make sure the message reaches them, no matter how long it takes. Yes, they're wanted criminals, but this is *important*. Go find the town guard afterward, she tells her servants, but first get the note to the party.

So what does all this plotting mean for the characters? When they next return to Axenbough (or when they wake up after spending a night there), all sorts of people will be looking for them. The PCs should be surprised as Axenbough suddenly turns against them. This extended encounter can unfold in several ways. One suggested path is given in the paragraphs that follow. Several other resolutions are possible, depending on the kind of adventure the GM wishes to have; just keep in mind that players often hate having their characters arrested. Instead, the suggested story arc begins with the players receiving a note....

AT THE GATE (possible EL 2)

As the PCs approach one of Axenbough's gates, they see a vaguely familiar face hurrying toward them. One of the Madigan family servants rushes to meet them about 100 feet from the gate, offers them a note and an unclear mumbled apology, then heads back toward the four guards outside the entrance to town. The sealed note reads as follows:

They have taken our son. You are to be arrested for Charren's murder. We have no choice. Please help us. Avoid the guards and fear the Rangers. Find me after dark. —Elsa

By the time they finish reading the note, the servant (who fears the PCs are murderers) has directed the guards to them. All four armed men are bearing down on the party and shouting for their surrender. The party can flee into the woods, but the guards will chase them for quite some distance, so at some point a fight is likely.

In fact, it's recommended. This quartet of guards presents an interesting tactical challenge for most parties. They will use lethal force against the PCs if the party doesn't immediately surrender, but they're just doing their jobs, and it will harm the PCs down the road if they kill any guards. Point this out to your players (and try not to smirk). The guards won't give up until the PCs are in their custody, but if the PCs use lethal force to escape, they will be guilty of the crime they're now falsely accused of.

The intent of this encounter is to force the PCs to think creatively about how to stop enemies without killing them. It won't work as well with players whose solution to everything is bloodshed, so not every group will be a good fit for it. Those who understand the situation will find it to be as much of a challenge as fighting an enraged ettercap. Note that lethal melee weapons can strike for nonlethal damage by taking a -4 penalty to their attacks.

Axenbough town guards (4): Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+4; hp 9 each; Init +0; Spd 20 ft.; Defense 12, touch 10, flat-footed 12; Base Atk +1; Grp +2; Atk/Full Atk longsword +2 melee (1d8+1/19-20) or light crossbow +1 ranged (1d8/19-20, 80 ft.); AL CE; SV Fort +3, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb -4, Handle Animal +3, Jump -4; Toughness.

Possessions: longsword, dagger, light crossbow, 10 bolts, chain mail, heavy wooden shield.

This encounter can easily be adapted for a party that remained in town. The Madigans' servant finds the PCs at whatever inn or residence they use, and a convenient squad of town guards just happens to be patrolling nearby.

FINDING ELSA

The party should now be quite interested in hearing what Elsa has to say. Getting into town is a challenge. Bluffing the gate guards is nearly impossible, as all of the town guards have received descriptions of the party (+10 bonus to all guards' Sense Motive checks against PC claims). Diplomacy is impossible under these circumstances. Disguise might allow characters to slip through

the gates; assume that every town guard is taking a 10 on their Spot check.

An easier solution is to just climb the city wall. This works much better after dark. Axenbough's city wall is 20 feet high, made of stone, and lit by lanterns every 50 feet after sunset. Pairs of guards armed with longbows and battleaxes patrol it, and a set of sentries passes every 10 minutes or so. This gives players a good chance to enter the city without drawing official attention if they stick to the dark places.

Elsa Madigan has kept her plans secret from even her husband, as the Sammael-thing rarely leaves him unattended. At night she leaves a bullseye lantern shining out of a back window on the first floor of the manor house. The window is unlocked, and she hopes the party is clever enough to use it. It leads to a sitting room used mostly by the family. Another sealed note is on a table, written in the same hand as the first, and it says:

First room atop the stairs. Knock lightly. Beware the cellar where it sleeps. —E

Stairs in a hallway right outside the sitting room's only door lead up to Byron and Elsa's bedroom. The weary Byron is in deep slumber, but Elsa's not sleeping at all. By the time the party leaves the sitting room she's halfway down the stairs, an iron fireplace poker in her hand. Fear and fury blend together across her face, as she's afraid her new houseguest has found her out, and she visibly relaxes on seeing the PCs.

She tells her tale in quiet tones. Although she doesn't know what's happening or why Haley wants the PCs arrested, she does know that the false Sammael isn't her son — or even a human being. "Its teeth, its nasty teeth, and the dead space in its eyes. I swear to you that it isn't my little boy," she says. All she asks is that the PCs go to the cellar, where her not-son has chosen to spend his nights, and see for themselves.

If the PCs manage to talk to Byron before contacting Elsa, he will order them to surrender at once, albeit with obvious reluctance. He won't use force to back up his command, instead immediately leaving to find the city guard; he avoids a fight with the party at all costs. Given the broad nature of Iron Heroes magic, the GM should be able to manufacture an escape for him before a trigger-happy party can cut him down, in the unlikely event that this becomes necessary. Any encounter with the Sammael-thing will be strange, as a once-lively boy has been replaced by a thing with a hollow stare and no apparent energy. Although it looks very much like Sammael, it stands with a strange hunched posture, and its hissing voice comes from a mouth with surprisingly pointed teeth. This is a creature called a tomhnoddi (see Appendix 1), a

revolting shapeshifter created by melding an ancient Aatarkhop egg and a live human body.

THE THING IN THE CELLAR (EL 3)

Near the sitting room is the oak door that opens onto the staircase leading to the Madigan family's unlit cellar. Here the Sammael-thing has made its nest. Until dealt with, it spends its nights barricaded in this lightless place, dreaming of the endless caverns of its ancestral home. It only descends here after the servants have gone to bed; they in turn have been instructed to stay out of the cellar on the grounds that Byron is using the space for a dangerous arcane experiment.

Although the creature has few human tendencies (a fact that becomes obvious if anyone interacts with it outside of combat), it does share the desire for a secure shelter. As a result, the door to the cellar is blockaded at night with several boxes of provisions and random household supplies. Forcing it open requires a Strength check (DC 18). The crates bounce down the stairs and make a terrible racket that wakes the sleeping monster. Annoyed at being disturbed, the false child creeps toward the stairs (taking 10 on its Move Silently check), preparing to leap up and attack whoever dares enter its new lair.

A word about the staircase is in order here. It runs straight down for 15 steps. The right-hand wall is the stone foundation of the house, while the left is open to the chilly air, having only a sturdy oak railing at the height of an adult's waist. As for the cellar's layout, it's a long rectangle with the stairs on the short north side. South of here it stretches the length of the house. Three tall lines of shelving divide it into four five-foot-wide alleys. The center shelves run from floor to ceiling and act as a structural support, while the other two are six feet tall, leaving two feet of space between their top level and the ceiling.

The not-boy has created a nest of sticky webbing for itself in the southeast corner. It has also spun one sheet of webbing at the midpoint of each alley; these are identical to a monstrous spider's webs. Its nest has been decorated with the most colorful things it can find down here: cans of dried fruit, shiny nails, shredded pieces of Elsa's stored clothing. The overall effect might be childishly charming if not for the hideous inhuman thing wearing a boy's face.

Once the footsteps of an intruder are heard on the stairs, the Sammael-thing uses its remarkable Jump skill to leap onto the stairs in front of them and attempts a swift bite. Expecting only a disobedient servant, it will be dismayed by any armed resistance, quickly retreating to the

alleys below. One look at the creature's bizarre leaping skill and mouthful of fangs should convince the PCs that they're dealing with something inhuman. Even worse, in the dark it starts changing shape, growing an extra pair of limbs to help it ward off the intruders. These two new arms are long, hairy, and many-jointed limbs like those of a spider, and they end in cruel talons.

This encounter is intended to be a fast-moving but creepy melee in the dark. The false Sammael doesn't need light, and Elsa will discourage the party from using torches inside her home, so the fighting will probably be lit by lanterns. They provide a flickering light that serves to heighten the shadows at the back of the cellar. Moreover, the shapeshifter will attempt to douse them if it has the chance, which can turn the tide of battle in a hurry. Removing the light is one of its top priorities. Take advantage of the darkness here. It lets the creature move undetected, it hampers ranged fire, and it allows for nasty attacks from behind (or above or below). The players should need creative teamwork to pin the monster down.

Backed into a corner and facing its hated enemies, the Sammael-thing will neither ask for nor show any mercy. It uses the cellar terrain as best it can, leaping on top of the shorter shelves to strike from above, scuttling silently across the ceiling to evade pursuers. It uses better tactics than a common spider, dropping to use its venomous bite and then retreating to let the poison take effect. The creature knows it can't defeat several armed foes in a straight fight. If the party seems overwhelmingly strong, the creature will try to escape out the cellar door and warn the cultists at the sawmill of the party's appearance on the scene.

The creature will respond to the PCs if they talk to it, even during the heat of battle. Threats are met with scorn. Promises are sneered at. Although it only hatched recently, the inhuman shapeshifter sees itself as the heir of a line far superior to humanity. Should anyone inquire as to its origin, all it says is "the Eight sent me to devour the likes of you." As the battle continues, it begins muttering to itself. Most of its speech is in a guttural hiss that raises the hairs on the back of one's neck. A few words come out clearly (one Listen check at DC 20 will reveal them): the boy, worship, sacrifice, sawmill.

Ultimately the Sammael-thing is slain or makes an escape. If slain, its form blurs and lengthens like a block of melting wax. The corpse is actually that of an adult man. Locals will recognize his large-nosed profile, identifying him as a Ranger named Vorrin who serves with Haley's company (he may well have encountered the party if they returned Charren's corpse to town). A newly-discovered cult ritual merged him with an Aatarkhop egg and gave him



his bizarre powers. If he escapes instead, in his fury he loses control of his form long enough for the party to momentarily see his true face.

In either case, a horrified Elsa has lurked near the top of the stairs, watching the party battle a thing with her son's face. The commotion has also drawn one of her trusted servants (a useful witness if the party ends up in trouble with the law over the whole affair). If the party didn't hear the shapeshifter mumbling about the sawmill, Elsa should mention it to them. She also recalls that one of the cultists accompanying Haley Brimm said something relating to the sawmill.

Elsa sets her jaw at this. The sawmill has been in her family for years, and while she doesn't know how these wicked people ended up involved with it, she'll do whatever she can to help run them out. Also, she suspects her son is being held there. She'll promise the party whatever they ask if only they'll rush to the sawmill without delay and stop whatever is happening there. Thanks to her family connection, she is even able to give them a master key that will open most of the doors in the place (this can be omitted if you have a thief-type character who enjoys picking locks, in which case assume that the sawmill's doors have average locks with an Open Lock DC of 25).

Tomhnoddi often have treasure, but this one left its goods at Haley's stockade.

Tomhnoddi: CR 3; Large Aberration; HD 4d8+8; hp 26; Init +7; Spd 40 ft., climb 20 ft.; Defense 16, touch 12, flat-footed 13; Base Atk +3; Grp +10; Atk/Full Atk bite +5 melee (1d8+3 plus poison); SA poison (injury, Fort save DC 14, initial/secondary 2d6 Str), webs; SQ darkvision 60 ft., shapechange; AL LE; SV Fort +3, Ref +6, Will +4; Str 16, Dex 16, Con 14, Int 16, Wis 10, Cha 6.

Skills and Feats: Climb +18, Disguise +4, Hide +10, Jump +15, Listen +7, Move Silently +10, Spot +13; Improved Initiative, Lightning Reflexes.

See the tomhnoddi entry in Appendix 1 for full details on this creature's abilities.

RANGERS AND GUARDS

Once the Sammael-thing is dead, the PCs might go to Axenbough's authorities for help. With Elsa's testimony they have little trouble gaining Byron Madigan's support. However, both Madigans also believe that Sammael is in terrible danger at the sawmill, and they plead with the party to save their son immediately. Byron is able to write up an official document, sealed with his mayor's signet, that orders the town guard to let them pass without arrest. Actually revoking the arrest order will take more time, especially if this happens in the middle of the night.

Getting help from the guards is difficult, partly because of the tremendous hurry to rescue Sammael and partly because that cuts into the PCs' own heroics. Have the Madigans work behind the scenes to bring Axenbough's authority in line with the party again, but don't let the constables and guards take over the cult-hunting duty. They can clean up pockets of the vile gang here and there. Let the PCs tackle the big tasks, though. Claims of bureaucracy, mixed with a boy's uncertain fate, should be enough to get the party headed in the right direction.

One possible exception is the involvement of Sartanis, leader of the Axenbough Rangers. He's a stalwart soul who's dedicated to the good of the town. News that one of his most trusted Rangers is involved in a kidnapping, and perhaps with a vile cult, will enrage him. With his trusted partner, a trained wolf called Shadow, he'll put himself at the disposal of the Madigans and the PCs. Sartanis can serve as a useful NPC if the party seems outnumbered and overwhelmed. He and as many Rangers as necessary can also arrive on the scene to bail the party out if they get in over their heads in the rest of Chapter 3. Just remember that no PC likes to be outshined by a GM-controlled character; Sartanis is here in case the party needs an ally, not to become their leader.

Sartanis, chief of the Rangers: Hunter 2/Weapon Master 2; CR 4; Medium Humanoid (human); HD 4d4+28; hp 39; Init +7; Spd 30 ft.; Defense 17, touch 17, flat-footed 10; Base Atk +4; Grp +7; Atk/Full Atk glaive +8 melee (1d10+4/x3) or composite shortbow +8 ranged (1d6+3/x3, 70 ft.); SA critical strike; SQ favored weapon (glaive), hunter's eye, tactical pool, terrain advantage, weapon pool; AL NG; SV Fort +6, Ref +7, Will +7; Str 16, Dex 17, Con 14, Int 12, Wis 16, Cha 10.

Skills and Feats: Balance +7, Climb +10 (+12 using rope), Diplomacy +2, Escape Artist +3 (+5 to escape rope bonds), Handle Animal +7, Hide +10, Jump +10, Knowledge (nature) +10, Listen +10, Move Silently +10, Ride +12, Search +8, Sense Motive +10, Spot +7, Survival +10 (+12 in aboveground natural environments and to find or follow tracks), Swim +10, Tumble +5, Use Rope +10; Beast Lore 1, Improved Initiative, Hafted Weapon Mastery 1.

Traits: Dextrous (double)

Possessions: masterwork glaive, short sword, masterwork composite shortbow (+3), 20 arrows, masterwork studded leather.

Other Notes: Sartanis is a good soul and a courageous fighter. Some in Axenbough say he's aloof or even disdainful, but those who know him realize that he's just uncomfortable in town. He spends as much time on patrol as his duties allow. This willingness to face danger has made Sartanis popular with his Rangers, as they know he never asks them to face a risk unless he's faced it himself. His best friend is the trained wolf Shadow, his constant companion. Haley Brimm's recent unusual activities have made Sartanis suspect that all isn't well at his lieutenant's stockade, and rather than send less experienced Rangers into peril, he'll go himself if the PCs need help.

Shadow, companion of Sartanis (advanced wolf): CR 2; Medium Animal; HD 3d8+6; hp 26; Init +2; Spd 50 ft.; Defense 14, touch 12, flat-footed 12; Base Atk +2; Grp +3; Atk/Full Atk bite +4 melee (1d6+1); SA trip; SQ low-light vision, scent; AL N; SV Fort +5, Ref +5, Will +2; Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 6.

Skills and Feats: Hide +2, Listen +5, Move Silently +4, Spot +5, Survival +1 (+5 when tracking by scent); Alertness, Weapon Focus (bite).

Tricks Known: attack, down, fetch, heel, seek, track.

SECRETS OF THE SAWMILL

(EL variable)

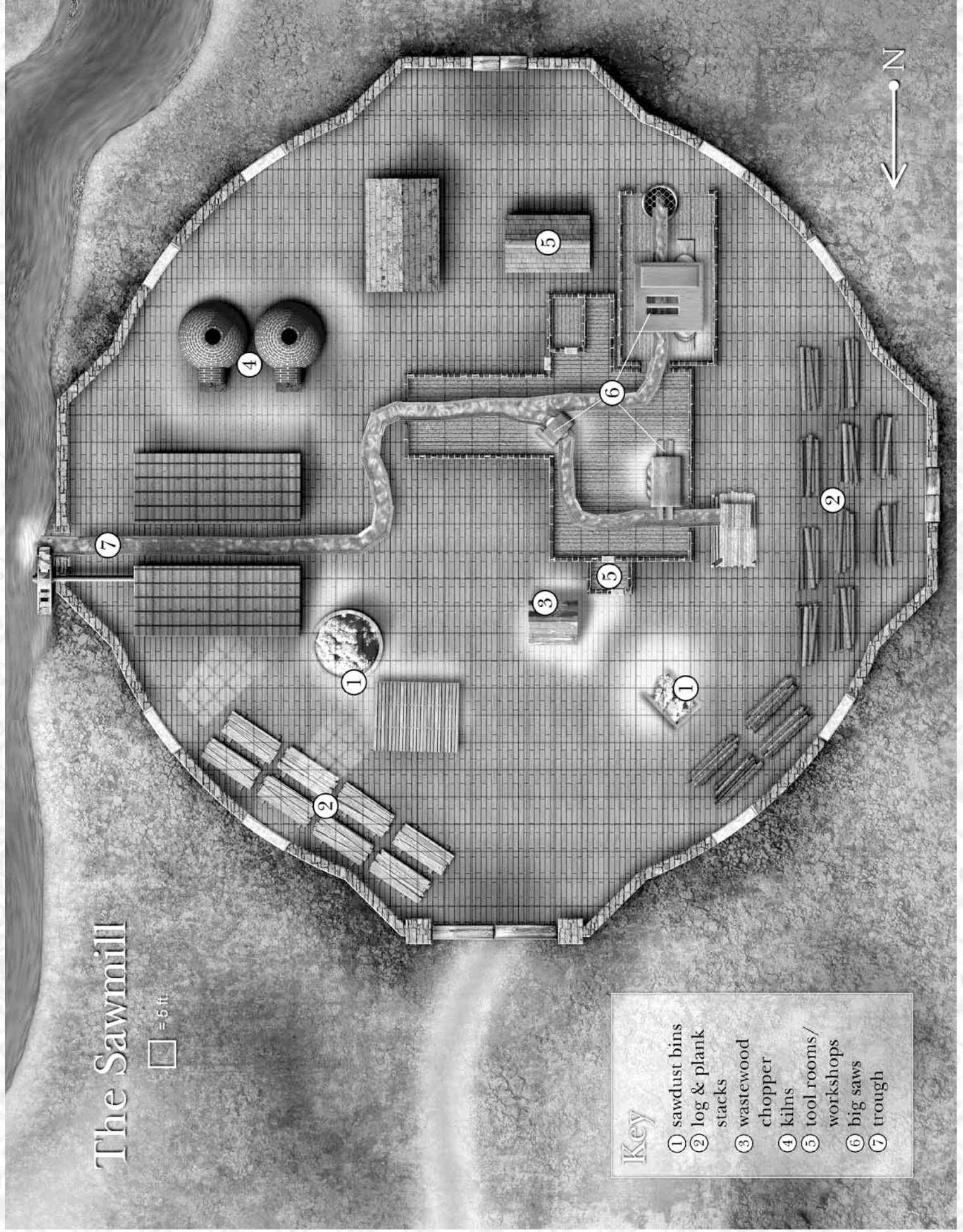
For much of the day, young Sammael Madigan was indeed held captive here. One of the cultists is a foreman at the sawmill who uses his influence on the group's behalf. Unfortunately, by the time the PCs arrive here, the cult has found a way to smuggle the boy out past the guards. A number of them remain here, including corrupt

The Sawmill

□ = 5 ft.

Key

- ① sawdust bins
- ② log & plank stacks
- ③ wastewood chopper
- ④ kilns
- ⑤ tool rooms/workshops
- ⑥ big saws
- ⑦ trough



foreman Juddsen, awaiting their next instructions from the Seer. They expect to take action against the PCs before the night is out. They're right.

At night, when the PCs are most likely to come here, the sawmill is a quiet place. The great whirling blades are still and the mighty flume is empty. Elsa's family (the Torwell clan) has owned it for a long time. It was once a short walk south of town, but Axenbough has stretched toward it, and now it lies just beyond the city wall. The mill rests on the west bank of the Meander River which allows it to float much of its product downstream to the other civilized areas of this region.

A large set of double doors wide enough for the biggest cart to pass are the main entry point to the mill during the day, but at night they are barred (Strength check DC 35 to open). These doors dominate the northern face of the circular building. Ones of a more ordinary size are found on the west and south. Several glass windows dot the wall at even intervals, particularly near the top half of this 30-foot tall structure. Good lighting is important when dealing with so many sharp objects.

The other obvious entry point to the mill is the massive flume, or log waterslide, that stretches from the eastern face into the Meander River. Fed a constant stream from a massive waterwheel mounted next to it, the flume is five feet tall at the side and always half-full of water. The waterwheel also feeds the troughs running through the mill itself. The flume has a gentle rise from the riverside to the wall, where a stout wooden hatch closes it off at night. Its hatch is barred from the inside at night (Strength check DC 25 to force it open).

One cultist keeps watch while the rest doze. A party moving quietly should be able to surprise him, while one that kicks in a door will get his attention immediately. If alerted to intruders, he'll yell an alarm to awaken the other cultists, then raise his bronze-headed spear and give battle. The sound of a fight is also enough to potentially awaken the cultists; note that sleeping characters take a -10 penalty to Listen checks.

The sawmill isn't a list of encounters. Once the party has made their presence known, the cultists here will converge on them as best they can. Instead this section is a set of locations that characters can fight on, in, and around. Have the cultists confront the party in small groups, using maneuvers like grappling and bull rushes to force them into the many dangers of this environment. If the PCs should arrive during the day while the mill is in operation, things get even more dangerous; although the cultists are unarmed, the machinery is all going at full speed. Here's what they'll find:

THE CULTISTS

A dozen millworkers who worship the Aatarkhop are lurking here under the command of the crude and amoral foreman Juddsen. They had been holding young Sammael captive, but the boy was moved to Haley's base shortly before the PCs arrive here, so now the cultists are waiting for new instructions from the Seer. Assuming this scenario takes place in the middle of the night, all but one of them will be asleep when the PCs arrive. Combat and other noisy activities will give them a chance to make Listen checks to wake up (note that the bonus for combat and the penalty for sleeping cancel each other out). The cultists are scattered around the mill, meaning that they can pop up from any odd corner or blind spot — or that they can be ambushed and picked off one at a time. Reward the PCs for playing to their strengths, and chastise them for underestimating their enemies.

THE SAWDUST BINS (area 1)

Huge mounds of this stuff are generated every hour. One mill crew is devoted just to sweeping it up and disposing of it (many of the cult's members are drawn from this low-paid and filthy lot). The sawdust is first carted to a giant wooden tub. At least once daily the contents of the tub are pressed into a pulp and then moved across the mill; the stuff is sold cheaply to area farmers, charcoal burners, and others. Anyone who comes into contact with the sawdust must make a Fortitude save (DC 20) or become sickened by violent coughing and choking for the next 3 rounds (-2 to most die rolls, including attack and damage). This can be averted by holding one's breath while in sawdust-filled areas. Enterprising characters can also pick up handfuls of the stuff and hurl it at enemies. Although such small amounts don't generate choking fits, they can blind enemies for 1 round (Reflex save DC 13 to negate). The cultists are well aware of this, and will use it as a tactic if the opportunity arises.

They also know how to dispose of fallen enemies. The tub to the east has a giant screw-driven press that can be lowered into the tub. This requires 10 rounds of work from one character, or half that much from two. Anyone and anything caught in the tub on the final round of pressing takes 1d8 damage (no saving throw) until someone spends at least one round unwinding the mechanism. If the cultists grab hold of a PC, they may well drag him to the tub with this in mind.

THE STACKS (area 2)

These piles of lumber are neatly stacked and range from 4 to 25 feet in height. Most are made of finished boards and planks, but a few are raw lumber waiting to pass

through the saws and the planer. The biggest stacks are secured with heavy rope. Climbing the stacks isn't difficult, and it gives a good overhead view of the sawmill.

THE WASTEWOOD CHOPPER (area 3)

A device improvised by the sawmill staff, this metal hopper full of spinning blades is supposed to replace the workers who once chopped up useless pieces of wood. Results have been mixed. The hopper must be cranked by hand, and only one person can work this short lever (requiring a DC 12 Strength check every round for the hopper to operate). A 3-foot gap opens at the top. Anything placed inside while the chopper is being cranked takes 2d4 damage per round. However, once the chopper is actually chopping, it gets harder to crank. If anything thicker than an arrow shaft is inserted in the machine, the Strength check on the next round is DC 16. The sawmill's staff will likely throw this contraption out soon.

THE KILNS (area 4)

Once wood has been sawed and treated, it can go into the kiln for hardening. Fire-hardened wood is sturdier than the fresh-cut kind although only certain woods can withstand this treatment. At night these enormous brick ovens are cold and still. During the day they reach tremendous

temperatures, doing 1d4 fire damage per round to anything placed inside. PCs who confront the cult here during the day might become acquainted with its workings.

If a fight in this building involves many of the obstacles involved above, consider awarding extra experience points to the characters who survive. As a rule of thumb, award 50 XP to a PC for each saving throw they must attempt from the list above; success is irrelevant to this calculation. Double that amount for anyone who comes into contact with any moving saw blades, or for anyone who gets trapped in the sawdust tub.

THE TOOL ROOMS (area 5)

Although these rooms aren't hazardous to careful characters, they're full of menacing implements. Axes, saws, and chains by the dozens can be found here. None of them are intended for combat, but in a pinch any of them can serve as improvised weapons. Fighting here in the dark or moving through here in a hurry can be dangerous. Anyone using a standard or full-round action in one of these rooms, including using such actions for movement, must make a Reflex save (DC 8) or take 1d3 damage from colliding with the implements of destruction here. In the dark the save DC increases to 16. It's also harder to use the Tumble skill in these rooms; the DC to any Tumble check in them increases by 5.



THE BIG SAWS (area 6)

Depending on their function, these circular saws vary from 5 to 15 feet in diameter. All of them have wicked, serrated edges. The smaller ones are powered by human effort. Work crews take shifts turning the handles of complex gear mechanisms that keep the saws moving at steady speeds so they can cut wood evenly. If two people spend three rounds working at a saw together, it will start spinning in this fashion. Anyone jostled into one of these saws while it's unmoving takes 1d6 damage (Reflex save DC 13 negates). If the saw is moving, it deals 2d6 damage (Reflex save DC 17 for half).

The two big saws are powered by the water of the Meander River, which runs in troughs set into the floor. Normally gates are closed on the troughs at night to stop the blades from whirling unattended. As soon as the cultists realize they're under attack, they open the gates, causing these saws to start moving in six rounds. As with their smaller counterparts, they can injure anyone who encounters them. While unmoving they cause 1d12 damage (Reflex save DC 15 negates) and once active they cause 2d12 damage (Reflex save DC 20 for half).

THE TROUGHS (area 7)

Pitch-lined wooden troughs cut across the sawmill's floor, allowing boards and logs to be floated from one location to another without requiring a lot of manpower. Most of them are five feet across and two feet deep, costing an extra square of movement to cross. Some of them still have logs bobbing in their depths after hours. Crossing a floating log requires a Balance check (DC 10) to move at normal speed or a Jump check (DC variable), while standing on a log for any length of time is a move action. Attempting any strenuous action like combat requires a Balance check (DC 13) every round; failure dumps the character prone on the mill floor nearby.

HOW IT ENDS

The cultist millworkers have numbers and they know how to use the sawmill, but by now the party should be good at overcoming such obstacles. Skill, cunning, and the usual bag of crazy tactics ought to catapult the PCs to victory. Once they've cut down a majority of the cult, those who survive will start looking for a way out, like rushing the doors or hurling themselves down the flume. To save their sorry selves, the cultists will also offer (beg, really) to tell the PCs where Sammael was taken.

An hour or two before the PCs arrived, Haley Brimm and a pair of his Rangers arrived at the sawmill with a wagon. They were taking supplies to the stockade Haley uses as a

headquarters. Loading a bound Sammael in the back and covering him with a blanket, the Ranger (who they call the Seer) said it was "time to use the boy for the ceremony of fire" and ordered them to wait here for further instructions.

Directions to the stockade are easy to come by; the cultists, the Madigans, Sartanis, and a large number of Axenbough citizens can point the PCs to it. The Madigans and Sartanis will ask the PCs to rush there and investigate. Marshaling enough Rangers or town guards for an outright assault on it will take time, and such an action might also endanger Sammael. Also, they fear that the rest of Axenbough's armed forces have been infiltrated by the cult, whereas the PCs have proven their integrity time and time again.

If nobility and/or guilt aren't enough to motivate the PCs to zoom to the stockade after Sammael, well, the Madigans have money. In the long run this kind of venal mercenary behavior will damage the party's standing in Axenbough, but right now Byron and Elsa will pay whatever they must. A fee of 300 gp per character can be arranged, and a little haggling will raise it to 500 each. If the party rushes after the boy without fretting over a reward, a pleased Byron might offer them a similar amount in thanks once they return.

Juddsen, wicked mill foreman: Expert 1/Warrior 2; CR 2; Medium Humanoid (human); HD 1d6+2d8+6; hp 18; Init +5; Spd 30 ft.; Defense 12, touch 12, flat-footed 10; Base Atk +2; Grp +4; Atk/Full Atk masterwork scimitar +5 melee (1d6+2/18-20) or light crossbow +3 ranged (1d8/19-20, 80 ft.); AL LE; SV Fort +5, Ref +1, Will +1; Str 14, Dex 12, Con 14, Int 8, Wis 8, Cha 10.

Skills and Feats: Disable Device +3, Gather Information +1, Handle Animal +4, Intimidate +4, Knowledge (local) +3, Profession (overseer) +3, Ride +1; Endurance, Improved Initiative.

Possessions: masterwork scimitar, light crossbow, studded leather, 10 pp, 8 bronze octagons.

Sawmill cultists: Warrior 1; CR 1; Medium Humanoid (human); HD 1d8+4; hp 8 each; Init +0; Spd 30 ft.; Defense 10, touch 10, flat-footed 10; Base Atk +1; Grp +2; Atk/Full Atk battleaxe +2 melee (1d8+1/x3) or light crossbow +1 ranged (1d8, 80 ft.); AL LE; SV Fort +3, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb +2, Handle Animal +3, Jump +2; Toughness.

Possessions: battleaxe, dagger, light crossbow, 10 bolts, studded leather, 2d8 gp, bronze octagon.

AMONG THE HERD

Haley Brimm is called "The Herdsman." At first this nickname was given in jest, as Haley came to the Axenbough Rangers from the sheep- and goat-raising lands. Now it's a

mark of pride. Haley and his company of Rangers are known for treating travelers the way herding dogs act toward animals — friendly, loyal, and shadowing their every move for their own good.

Like most reputations, this one is an imperfect reflection of the truth. Haley and his Herd (as this company is now known) do keep a close eye on travelers in the Meanderwood. That's because Haley, with a mixture of transfers and indoctrination, has managed to create an entire Ranger company composed of Aatarkhop-worshipping cultists. They watch travelers the way hawks watch rabbits, always alert for vulnerability. The cultists here have mostly been concerned with protecting their secret, so most of their interaction with travelers consists of steering them away from "dangerous" places the cult wants to keep secret, but occasionally they do pounce on an undefended soul for use in their foul rites.

This is the fate of young Sammael Madigan. Snatched from his home by stealthy Rangers in the dead of night, he was rushed to Axenbough's sawmill and hidden by the unsavory Juddsen, until Haley managed to hurry him out of town under cover of a Ranger supply wagon. Now he's destined to be sacrificed as part of a ritual designed to hatch a host of recovered Aatarkhop eggs.

Sounds like a job for a pack of heroic PCs, yes? That doesn't mean it will be easy. Haley and his Herd are all trained in combat and stealth, and they dwell in a fortified

wooden stockade surrounded by dangerous forest. Also, if this encounter goes according to plan, the entire fort will catch fire with the PCs trapped inside. The cult has a batch of Aatarkhop eggs that they're encouraging to hatch, and as the action rages, the bonfire warming the eggs will get badly out of control.

As with Old Bloatbody's Glade in Chapter 2, this is the climactic encounter of Chapter 3, and it's broken into several smaller episodes. The party might assault the stockade in a variety of ways, but the sections below are presented in the order that they're likely to appear. As always, don't underestimate the cleverness of your players, and be prepared to rearrange events in order to guarantee them a more exciting ending.

Today the wind is strong, which has effects that run through all the encounters in this section. All ranged attacks not at point blank range (i.e. within 30 feet of the target) take a -2 penalty to hit. Not only does this interfere with combat styles relying on archery (including Haley Brimm's), it justifies the end of the section, when the cult's bonfire rages out of control and their entire headquarters catches fire.

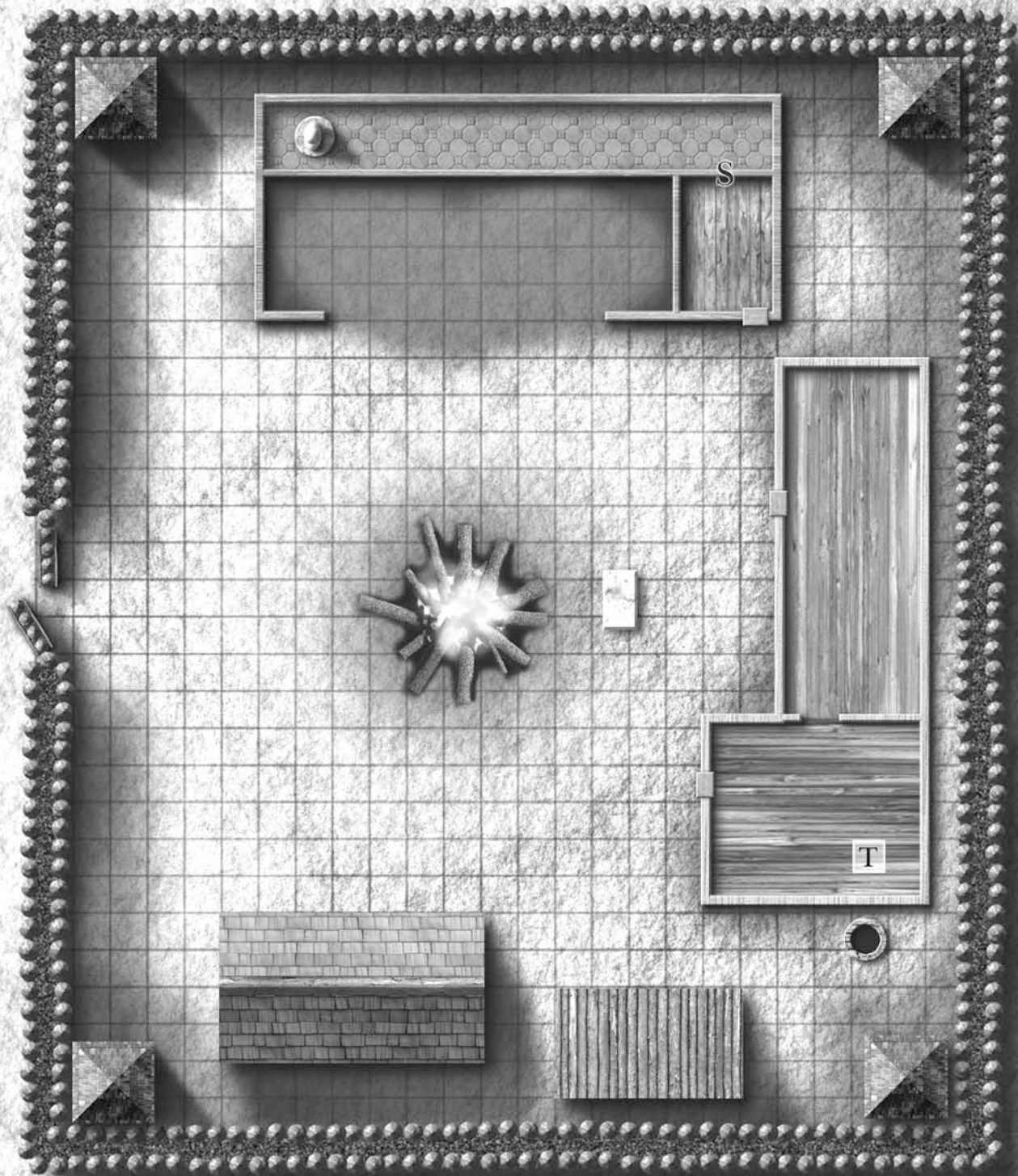
MEETING A PATROL (EL 2)

As the PCs near the stockade manned by Haley's company of Rangers, they encounter a three-man patrol. The trio



Stockade

■ = 5 ft.



N

of Rangers are well-armed and wear the Rangers' distinctive armor and cloaks. They are also cultists who will attack the party on sight. By now the Seer has warned his followers about the party, including their descriptions and any tactics he is aware of, even though he believes that they are under arrest in town.

Being a cautious man, Haley has nonetheless ordered his troops to patrol the paths leading from town to the stockade. These three Rangers are posted behind a hastily-built wooden barricade across the trail the PCs are following (or near the PCs' path if they're avoiding the trail). They call a challenge to anyone who approaches and attack anyone who doesn't respond with a cult password. Upon seeing the PCs, they shout something like "It's them! The unbelievers! Destroy them in the name of the Eight!" just in case anyone was wondering whether these were cultists.

Their wooden barricade is three feet high and 10 feet long. It provides partial cover to them as they crouch behind it firing arrows at any PCs in range. After dark, the Rangers have the sense to fire on characters revealed by light sources before worrying about people sneaking through the shadows. As soon as they detect someone within 30 feet, two Rangers draw melee weapons and move to engage them while the third Ranger continues using ranged attacks as long as possible.

Just as a note, if these three are dispatched quickly and cleanly, their Ranger clothing could be used to help any Disguise attempts.

Ranger cultists (3): Expert 1/Warrior 1; CR 1; Medium Humanoid (human); HD 1d6+1d8+5; hp 12 each; Init +1; Spd 30 ft.; Defense 14, touch 11, flat-footed 13; Base Atk +1; Grp +3; Atk/Full Atk bronze battleaxe +2 melee (1d8+1/19-20) or longbow +1 ranged (1d8-1/x3, 100 ft.); AL LE; SV Fort +3, Ref +1, Will +3; Str 14, Dex 13, Con 12, Int 10, Wis 12, Cha 11.

Skills and Feats: Climb +4, Handle Animal +3, Jump +4, Knowledge (nature) +6, Listen +6, Move Silently +0, Ride +0, Survival +6, Swim +1, Tumble +3; Toughness.

Possessions: bronze battleaxe, dagger, longbow, 20 bronze arrows, studded leather, heavy wooden shield, 1d8 bronze octagons.

Notes: These statistics can be reused through this section.

THE WALL AND THE TOWERS

Haley's stockade is made of wood. All the trees and brush for 100 feet around it have been cleared off. The whole thing is surrounded by a square wooden wall 15 feet in height and made of sharpened logs. Each corner of the wall has a skinny tower 30 feet high, topped with a roofed

10-foot by 10-foot platform. With the cult on high alert, each tower has an archer posted inside.

Aside from the archers and any external patrols, the stockade has no human defenders. The cult is in the middle of an important ceremony right now and everyone who can be is attending it. Even the archers are paying a great deal of attention to the activity inside, taking a -4 penalty on any Spot checks to notice the party's approach. However, an occasional monstrous spider scuttles across the outside of the wall. These beasts are Medium spiders, and any killed here will reduce the total found inside the stockade.

Even from some distance away, a massive fire can be seen from behind the wall. The tip of its flame is actually a little taller than the stockade wall. Massive clouds of smoke rise skyward from it, buoyed by strange hissing chants. Perhaps the wails of a frightened boy echo underneath it all.

The obvious way into the stockade is a massive wooden gate in its western wall. It has been barred from the inside (Strength check DC 25 to break in) and a pair of Rangers stand just inside it in case intruders attack. They automatically notice anyone who comes to the door, as do the archers in the towers, whether the intruders are breaking it down or just requesting aid.

A clever party might try to scale the wall instead. This is not difficult (Climb DC 15, or DC 10 with rope). During each round that one or more characters are attempting to climb the wall, the archers have a chance to notice them. Each archer in a tower at the corner of a wall being scaled makes a Spot check to notice climbers coming from outside (DC 10 during the day or DC 15 after dark, still taking a -4 penalty). It is quite difficult for anyone to succeed at a Listen check here (-6 penalty) because of the noise the cultists make.

Inside the wall, a narrow wooden walkway runs the length of the walls. It sits three feet below the top of the wall so that archers have room to fire at targets outside the stockade while maintaining partial cover. A ladder at each corner of the stockade leads down to the main level, while another goes up to the tower there.

AROUND THE FIRE

The stockade has several surprises, but the party's attention is most likely drawn to the massive bonfire in the courtyard. This tower of flame is nearly 15 feet high and twice that diameter. It roars and twists in the wind. At least 20 people surround it, raising their arms and chanting strange hissing phrases. Each one also holds a fist-sized lump of some pearly material; these are ancient Aatarkhop



eggs identical to the one found in the torso of Corrin the Ranger. On the western side of the fire a pile of stones has been topped with a broad wooden plank, forming a crude altar on which the bound form of Sammael Madigan can be seen. Several people are clustered around him, including Haley Brimm, who wears a six-pointed star on a chain around his neck (a DC 10 Spot check shows that it has room for two more points). Another of the lumpy eggs has been placed on the boy's chest.

All of these people are Rangers and cultists, and most of them are quite distracted by their ritual (-4 penalty to all Spot and Listen checks while chanting around the fire, including checks to hear warnings from the stockade guards).

Every few minutes, a monstrous spider emerges from one of the nearby buildings and circles the chanting cultists. The creatures are wary of the fire, but they feel a bond with the Aatarkhop eggs, and so they end their circle by going to Haley. He feeds each one a scrap of meat (best not to ask what kind) and guides it over to Sammael. The Ranger places one of the spider's legs on the terrified boy's face and chants something, and then the spider retreats to its building.

WHAT HAPPENS NEXT?

Again, it depends on the party's approach to the situation. Including the tower archers and door guards, 30 cultist Rangers are here, along with four monstrous spiders (two hunting and two web-spinning). A frontal assault against these odds will be very risky; feel free to point this out to the PCs. This is a good time for cunning.

The loose assumption made in this section is that the party finds a way to battle a few cultists at a time. This plan is aided by Haley's unwillingness to send all of his followers away from the ritual unless faced with an emergency. His plans are at a crucial juncture. If he can maintain the fire and the chanting until sunrise (or sunset, whichever comes next), he and his followers will merge with the Aatarkhop eggs just as Vorrin did. Sammael is a sacrifice designed to appease the hunger of the Eight Great Gods. Not only is he young and helpless, which makes him a sweeter meal, but he comes from an arcanist's bloodline. His blood will be used to awaken the eggs; sadly for Sammael, that won't leave enough blood for him.

So the PCs have a little time to plan if they wish. Sammael is in danger, but it's obvious that he's not going to be killed quite yet. The cultists are occupied with repeating poorly-understood Aatarkhop phrases around the fire. In time that fire will turn against everyone in the

stockade, but until then, a brief examination of the buildings here is in order.

THE BARRACKS

A large rectangular structure on the east side of the stockade, this houses the 30 Rangers who patrol this section of the Meanderwood. Normally it's only half full, as the Rangers are out in the forest, but Haley has called all of his trusted followers back for this ritual. As a result the barracks are full to overflowing with personal effects.

Spare wooden bunks stacked three high line the walls. At the foot of each bunk-structure are three identical wooden footlockers. Enough bunks and footlockers are here for each Ranger. Their clothing, spare weapons, and other miscellaneous items are kept here. Any given footlocker has a 25% chance of being secured with a simple lock (Open Lock DC 20). Each one has any or all of the following: 3d20 sp, 2d20 gp, one gem or art object worth less than 200 gp, 1d3 ordinary weapons, one masterwork light weapon.

The southern third of this building serves as a kitchen and mess hall. Anyone investigating it will find something unpleasant — the cooked remains of a human male. His head and hands serve as the centerpiece on the long table, and the remaining scraps of meat on the dirty dishes here are probably best left uneaten. Just south of the kitchen, a small door leads to a well that serves the stockade.

A wooden trapdoor in the floor of the kitchen covers the ladder leading down to the stockade's cellar. Provisions are kept here in the cool rocky earth — barrels of flour, bunches of vegetables, salted meats of various kinds. So is the cult's treasure. Individuals have their personal money, and Haley keeps the six pieces of the octogram key with him at all times, but the rest of it is here in a massive unlocked oak chest bound with bronze. Most of it was collected from stray travelers and sacrificial victims. It consists of 6,000 cp, 2,000 sp, 500 gp; a small, ivory gameboard with sculpted platinum playing pieces, the whole thing worth 350 gp; and an elaborate set of solid-gold table service for six, complete with salad forks and sherbet spoons, worth 1,600 gp. These last two items came with travelers from the west, as seeds for alliances with the power structures of Axenbough and the Meanderwood Forest, but their bearers never reached their goal.

THE ARMORY

Most of the cultist Rangers are armed even as they practice their ritual, but a few weapons can be found here. Spears, swords, axes, and bows of every size rest on plain wooden racks next to boxes full of arrows. Several suits of studded leather armor and four of chainmail line the walls of this square building, each marked with Ranger livery.

Most noteworthy, perhaps, are the bronze armaments here. Several bronze-headed maces, axes, and spears rest on a pair of weapons racks ornamented with the octagonal coins of the Aatarkhop.

THE SHED (possible EL 3)

Mundane supplies are found here, along with both of the monstrous hunting spiders. They lair in this building unless called out by the cult or drawn by their rituals. As a result, many of the surfaces here are covered by a gummy layer of webbing. No treasure is in this building beyond the sort of general supplies that the Rangers use.

Medium Monstrous Hunting Spiders (2): CR 1; Medium Vermin; HD 2d8+2; hp 11; Init +3; Spd 40 ft., climb 20 ft.; Defense 14, touch 13, flat-footed 11; Base Atk +1; Grp +1; Atk/Full Atk bite +4 melee (1d6 plus poison); SA poison (injury, Fort save DC 12, initial and secondary 1d4 Str); SQ darkvision 60 ft., tremorsense 60 ft., 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 +10, Spot +12; Weapon Finesse.

THE STABLE (possible EL 3)

The Rangers use a handful of pack animals to carry supplies. Normally they are kept at the stockade, but in recent days Haley has brought in several monstrous spiders, and so the normally docile mules became spooked. The animals are currently being kept at a little-used Ranger cabin two miles away.

With so much space available for their use, a pair of monstrous web-spinning spiders have begun making their homes here. The interior of the stable is swathed in nasty sheets of sticky webbing. Haley hasn't decided what to do about that; he hadn't planned on the spiders becoming permanent residents, but he also doesn't want to disturb the sacred vermin.

The animal stalls take up the western two-thirds of the building. Its eastern portion, which is kept closed so the spiders don't take it over too, is used to store food. This is also the location of the secret door leading to the cult's hidden shrine. A sliding panel in the back wall of this room (Search DC 15) opens into the long, narrow worship space.

Medium Monstrous Web-Spinning Spider: CR 1; Medium Vermin; HD 2d8+2; hp 11; Init +3; Spd 30 ft., climb 20 ft.; Defense 14, touch 13, flat-footed 11; Base Atk +1; Grp +1; Atk/Full Atk bite +4 melee (1d6 plus poison); SA poison (injury, Fort save DC 12, initial and secondary 1d4 Str), web; SQ darkvision 60 ft., tremorsense 60 ft., 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 (+15 in webs), Move Silently +3 (+11 in webs), Spot +4; Weapon Finesse.

THE SECRET SHRINE (EL 3)

Once Haley had indoctrinated his fellow Rangers into the ways of his cult, he faced a dilemma. The group wanted a space where they could worship the Eight Great Gods in all their bloody glory. However, outsiders regularly come to the stockade — foresters looking for company, lost travelers, detachments of other Rangers. None of these people would appreciate the cult's enthusiasms.

So they hid their shrine. The entire stable/storage building was picked up and moved 10 feet farther in from the stockade wall, and then the back of it was built out to its old dimensions. This created a sort of worship alley that the cult could use without being exposed. It's cramped and it smells of mule dung, but true believers aren't stopped by such petty concerns.

The focus of the shrine is a pyramid of sculpted heads piled on the floor at the western end. These chunks of worn stone are the missing pieces of the hillfort statues in Chapter 1. All eight of them are present in varying states of repair. They are horrible spider-like things, each with eight bulbous eyes and teeth that resemble a cross between fangs and mandibles; if anyone thinks to check, the eyes match the holes on Byron Madigan's bronze helm.

These are the heads of the Eight Great Gods. Until the cult can figure out how to display the statues from the hillfort without drawing unwanted attention, the heads are the center of their worship. Evidence of cult activities surrounds them — half-melted candles, streaks of blood, a variety of bronze arrowheads and Aatarkhop coins. The only other features of the narrow room are the mats and the webs. Thick woven mats cover the floor, for the cultists to sit on, while the ceiling is concealed by a shaggy mess of spiderwebs.

A pair of spider swarms live in the webs. Docile around the familiar cultists, the vermin treat other living things as intruders. After 3 rounds they boil out from overhead and attack. Any open flame larger than a candle brings them out immediately.

It should be noted that if any cultists find outsiders in here, they will immediately shout for help and then attack with whatever is handy.

Spider Swarm: CR 1; Diminutive Vermin (Swarm); HD 2d8; hp 9; Init +3; Spd 20 ft., climb 20 ft.; Defense 17, touch 17, flat-footed 14; Base Atk +1; Grp —; Atk/Full Atk swarm (1d6 plus poison); Space/Reach 10 ft./0 ft.; SA distraction, poison (injury, Fort save DC 11, initial and secondary damage 1d3 Str); SQ darkvision 60 ft., swarm traits, tremorsense 30 ft., vermin traits; AL N; SV Fort +3, Ref +3, Will +0; Str 1, Dex 17, Con 10, Int —, Wis 10, Cha 2.

Skills and Feats: Climb +11, Listen +4, Spot +4; —.

FIRE! (EL variable)

Whatever may happen, two things are certain. The PCs should fight with cultists — and then the wooden stockade will catch fire. Battling their way through an inferno filled with hungry spiders and crazed cultists is a fine way to end this section. When it's all done, the party should escape with their lives, young Sammael, and the bronze octogram key around Haley's neck. But it shouldn't look easy.

Given the high wind whipping through the forest today, it's perhaps inevitable that the massive bonfire would eventually roar out of control. The Rangers are too distracted by their ritual to keep their usual careful eye on such things. At some point, when swords have been crossed and arrows nocked, the cry of "Fire!" will go up as one or more of the stockade's buildings begin to blaze. When this happens, the thoughts of most cultists will turn to escape.

So when should this take place? That depends on the PCs' actions. One major reason for the fire, paradoxically enough, is to help them out. The cultists and their spiders can easily overwhelm the party in a straight fight. Setting the stockade ablaze thins their ranks, and those who survive are distracted. This should help the PCs get Sammael away from the cult. It also makes the battlefield a more interesting place.

For maximum drama, the stockade should catch fire just as the cult is about to bring its full strength to bear on the party. At some point it's inevitable that the PCs will be noticed by the circle around the bonfire. Even if the party is sneaking and skulking, Haley and his senior Rangers have sharp eyes; under most circumstances they should eventually figure out that intruders are present. Once the circle of cultists notice the party, a warning cry will go up and battle will be joined from all sides. A clever party can use the stockade's layout to their advantage, forcing the cultists into bottlenecks and striking them from rooftops, but the cult has numbers (and giant spiders) on their side. After a couple rounds it should become clear that this is going to be a long and terrible fight.

That's when the wind shifts and blows a sheet of sparks too close to the stockade's structures. In seconds, the sparks have become tongues of flame devouring all the wood they can find. The Rangers recently used fresh pitch to waterproof their buildings and that sort of fuel is just what the fire needs. One option is to start the fire somewhere across the stockade from the party, so they have a few rounds to figure out how to use this to their advantage. Another is to have fire strike the stable/shrine structure and distract the cult's attention. Before long the buildings and outer wall are all on fire.

This throws most of the Rangers into a panic. Fighting unbelievers is one thing, but having their home base and

SMOKE, HEAT and FIRE

A massive fire can harm characters in three ways, all of which bypass armor and shields.

Smoke: Once smoke settles into an area, it gives all characters concealment (20% miss chance). Anyone breathing heavy smoke, such as characters in or next to a roaring fire, must make a Fortitude save (DC 15, +1 for every consecutive round of smoke inhalation) or spend that round coughing and choking. Two consecutive rounds of such choking deals 1d6 points of nonlethal damage. Falling prone will remove the need to make the Fortitude save, but it does leave the character subject to the effects of being prone (-4 melee attack, can't use ranged weapons other than crossbows or shuriken, +4 Defense against ranged attacks but -4 Defense against melee attacks, can only crawl 5 feet with a move action).

Heat: As the flames spread it becomes hot in the stockade. After a few minutes the air temperature is warm enough that every character must make a Fortitude save every 10 minutes (DC 15, +1 for each previous consecutive check) or take 1d4 points of nonlethal damage; characters wearing armor (such as the cultists) have a -4 penalty on their saves. Characters reduced to unconsciousness take 1d4 lethal damage every 10 minutes. Under some circumstances this heat could cause heatstroke and fatigue, but the strong cooling breezes blowing through the stockade neutralize this effect.

Anyone within 5 feet of a flaming structure faces greater heat and greater danger. Breathing the superheated air does 1d6 points of lethal damage per minute (no save) and requires a Fortitude save every 5 minutes (DC 15, +1 for each previous consecutive check, -4 penalty if wearing armor) to avoid taking 1d4 points of nonlethal damage.

Fire: Direct contact with open flame is a bad idea. Anyone touching it, falling through it, being shoved into it, and so on, is allowed a Reflex save (DC 15). Failure means the character takes 1d6 points of lethal damage and catches on fire. Each round the burning character is permitted another Reflex save to douse the flames, with the same consequences for failure. Methods like rolling on the ground or smothering the flame with blankets grant a +4 bonus to the save. Immersion in water puts the fire out entirely, although the only place to immerse oneself here is the well just south of the barracks, and a character must drop 15 feet before reaching water.

A character's clothes and equipment can also catch fire. As a rule, each affected item must make a Reflex save (DC 15), with failure bringing the same results as for a character. Lenient GMs can ignore this rule or only apply it to items made primarily of wood and leather.

worship center catch fire terrifies them. Already in a fervor because of their ritual, they rush into a frantic attempt to stop the fire. Only Haley and his little cluster keep their wits about them. Most of the cultists will rush headlong to stop the flames or escape them entirely.

It's hard to blame them. Fire is dangerous, and everyone who stays in the stockade is at risk of burning to death or suffocating in the smoke (see the sidebar for details on the game mechanics). Being inside a burning building is most dangerous, exposing a character to all three effects of fires. Standing next to a flaming structure exposes a character to heat and smoke. Once the fire is widespread, smoke affects everyone within 300 feet.

GRIM HALEY BRIMM

Haley and his immediate followers (including the doglike Chook) will stay near Sammael, still hoping to carry out the ritual and take on the powers of the Aatarkhop. Haley and Chook are a dangerous pair, and they are aided by several other Rangers. The total number of Ranger warriors in Haley's cluster should equal the number of characters in the party. Although the Ranger group isn't as powerful as the PCs, they also haven't been fighting a running battle with the cult, so they should be a good match.

Haley is a skilled archer who attempts to bring down any PCs who show leadership and tactical sense. Chook, his most loyal follower, is an armiger who throws himself between the Seer and all outside threats. The remainder of the Rangers here will attempt to close with any PCs in melee combat; if some of the Rangers don't have a PC to fight, they retreat to Haley's position and use ranged attacks instead. Before entering combat each Ranger very carefully lays his or her egg down on the ground near the fire.

The combination of an archer and an armiger is a dangerous one, and they likely have several warriors supporting them. Unlike their fellows, the Rangers around Haley will stand fast no matter how fierce the fire becomes. Haley and Chook both have traits that hearten their comrades in battle. Haley's Inspiring Presence, which can be used 3 times per day, allows him to add his Charisma bonus to an ally's attack or skill check before it's rolled. Chook is a Faithful Friend to six cultists including Haley (most likely the other cultists here are among his other friends), granting Chook a +1 bonus to all attacks, saves, and checks if one of his designated friends is rendered helpless. The corrupt Rangers work together like wolves, surrounding one enemy when possible to flank him and bring him down from all sides. Chook keeps himself between Haley and everyone else, while the Seer himself stands with his back to the fire and lets arrows fly at near-

by targets, taking advantage of his Point Blank Shot.

Just as the stockade is the high point of this adventure, fighting Haley and his band while the inferno devours everything around is the climax of this encounter. Push the players to use good tactics. If they're mowing down cultists too easily, have more of them rally and attack from another flank, or bring any surviving spiders into the fight. The spiders avoid their cultist allies and concentrate on poisoning the PCs. Try to keep the PCs from pinning Haley down in melee; unless the party is mostly harriers, the cult should be able to form a human shield around him. That sets up the final obstacle — the intervention of the Eight Great Gods themselves.

Although the Eight are weak and slumbering, they hear the prayers of those who worship them. Haley's devotion has earned him a reward. As the flames roar and buildings crash to the ground, the light takes on an eerie purple cast. Fighting their way through to Haley and Chook, the players suddenly notice that the wind smells sharp and poisonous, like the innumerable spider dens they've visited. A faint muttering is heard on the air. Then Haley and Chook both scream in agony and delight. The Eight, having seen the twisted virtue in their black and venomous faith, grant them the same boon they granted Vorrin when the cult first tried this ritual.

Both men's heads deform (bursting Chook's special helmet in half) and their shoulders bulge. Each spends a round shuddering and howling, taking 1d4 points of nonlethal damage as a gruesome transformation takes place. When they straighten up, each man's skull is a hideous fanged thing, broad as a loaf of bread, with eight nasty beady eyes in the center. Two many-jointed spidery arms have erupted from Haley's shoulders, and Chook is loosening his armor so that a similar pair may emerge from him. Venom dripping from their mouths, the two Rangers flash warped smiles and rejoin the fight. At the GM's discretion, similar transformations can erupt among the rank and file cultists as well. Details of the transformation are provided in the sidebar nearby; they have not been figured into Haley or Chook's statistics.

The fight should be grim and the danger constant. Ultimately the hope is that the PCs will rescue Sammael and escape the

stockade. Most of the cultists will stay behind in a futile attempt to quell the flames. Haley and Chook will give chase, especially if the PCs grab Sammael and run, perhaps followed by curious (and hungry) monstrous spiders. Otherwise the PCs have to find a way to plow through the ranks of low-level Rangers, overwhelm the dauntless Chook, and stop Haley's arrows, hampered by the late interference of the Eight. Eerie howls and chittering sounds echo and every shadow cast by the flames has too many legs as the battle works to its climax. Keep the PCs jumping! If the score needs evening for either side, roll some flaming logs through the middle of the fight (Reflex save DC 13, 1d4 bludgeoning plus 1d3 fire if failed) and let both sides regroup. When this encounter is finally over, the party should be exhausted, battered, and near the end of their strength — but victorious.

As a note, when and if Haley dies, the star around his neck clatters to the ground. It's obviously of a piece with the object from Grandmother Hickory. Otherwise it will turn up in the wreckage of the stockade. When the Rangers go to rebuild on the site, they'll find this odd



bronze artifact miraculously untouched by the flames, and from there it will likely make its way to Byron Madigan where the cycle of exploration can begin again.



Gift of the Eight

The Eight Great Gods can mold the bodies of their human worshipers into something resembling the Aatarkhop. This is intended for use as a plot device, not a full-fledged template; if you want to encourage degenerate spider-worship among the PCs that's your business. The intent of these abilities is to throw an unpleasant surprise in the face of parties capable of mowing down ordinary opposition. For the purpose of this final encounter, any cultist touched by the Eight gains the following abilities:

- 1) Two extra arms, each capable of making a claw attack (base 1d4 slashing damage). Characters using a full-round action may use each arm to make an attack at BAB -5.
- 2) Darkvision 60 ft.
- 3) A poisonous bite (injury, Fort save DC 11, initial and secondary damage 1d6 Str). This requires an ordinary unarmed attack.
- 4) Limited shapeshifting, allowing the character to take on the appearance of any humanoid whose blood they have drunk. The impersonation is not perfect (the bonus to a Disguise attempt is only +4 when mimicking someone specific). Characters using this power may change their size by one category in either direction.



Haley "The Herdsman" Brimm, corrupt Ranger captain and Seer of the cult: Archer 3; CR 3; Medium Humanoid (human); HD 3d4+18; hp 27; Init +4; Spd 30 ft.; Defense 17, touch 17, flat-footed 10; Base Atk +3 (ranged) or +2 (melee); Grp +4; Atk/Full Atk morningstar +4 melee (1d8+2) or masterwork composite longbow +8 melee (1d8+1/x3, 110 ft.) or bronze dagger +3 melee (1d4+1, 19-20/x2); SA accurate shot, unerring shot; SQ aim pool; AL LE; SV Fort +5, Ref +7, Will +4; Str 14, Dex 18, Con 14, Int 12, Wis 12, Cha 14.

Skills and Feats: Balance +11, Bluff +8, Climb +7, Diplomacy +6, Disguise +2 (+4 in character), Escape Artist +9, Intimidate +4, Jump +9, Knowledge (nature) +6, Listen +7, Search +7, Sense Motive +7, Sleight of Hand +5, Spot +7, Survival +7 (+9 to follow tracks), Swim +6, Tumble +11, Use Rope +4 (+6 with bindings); Point Blank Shot 1, Precise Shot 2, Weapon Focus 1 (longbow).

Traits: Dextrous, Inspiring Presence

Possessions: masterwork composite longbow, 40 bronze arrows (figured into statistics above), morningstar, bronze dagger, studded leather, incomplete octogram key (six points present).

Other Notes: Haley Brimm is the senior member of an

Aatarkhop-worshipping clan, and over time he's converted most of his Rangers. The others tend to disappear on patrols. He's very much a frontier warrior, having spent most of his life wandering the Meanderwood with only his bow for protection. Although he isn't physically very stealthy, Haley has the patience of a born hunter, whether his prey is animal or human. Despite this, the folk of Axenbough know him as The Herdsman; he has a reputation for finding the lost and bringing them to safety. He sees this as a good cover for his sinister activities. Note that when he's on routine patrols, he carries steel arrows and a steel dagger rather than the bronze ones listed above.

Chook "The Dog," bodyguard of Haley: Armiger 2; CR 2; Medium Humanoid (human); HD 2d4+24; hp 30; Init +0; Spd 20 ft.; Defense 11, touch 11, flat-footed 10; Base Atk +2; Grp +7; Atk/Full Atk warhammer +5 (1d8+3/x3) or heavy crossbow +2 ranged (1d10/19-20, 120 ft.); SQ armor DR 1d8+1, tough as nails; AL LE; SV Fort +6, Ref +2, Will +4; Str 16, Dex 10, Con 18, Int 8, Wis 14, Cha 12.

Skills and Feats: Climb +2, Craft (master armorer) +9, Intimidate +6, Jump +2, Spot +7, Swim -4, Tumble -4; Armor Mastery 1, Armor Mastery 2

Traits: Faithful Friend (Haley Brimm plus 5 cultists), Tall

Possessions: warhammer, handaxe, heavy crossbow, 10 bolts, custom plate armor with armor spikes, helmet with dog-faced visor.

Other Notes: Chook long ago fell under the sway of Haley and his cult. A Ranger and a skilled armorer, he became Haley's bodyguard. The combination of archer and armiger is a deadly one. Chook's nickname comes from his astonishing loyalty. Once he pledges himself to a person or cause, nothing deters or frightens him. Unfortunately for the PCs, the big warrior has given that pledge to Haley Brimm.



STUNTS: Fighting With Fire

When flames are whipping through the air and burning chunks of wood rain down on the battlefield, clever heroes can find some way to turn the crisis to their advantage. Escape Artist and Tumble can both be used to maneuver through buildings and tight spaces without harm — and to lure others into danger. Bringing flaming logs down on an enemy is a Strength check (or Use Rope, if the character is prepared). It's a bit of a stretch, but someone with Perform (dance) could potentially move among showers of sparks and direct them to the character's advantage.

Also, note that fire bypasses the Damage Reduction provided by armor. Clever characters can use this to even the odds against Chook, or to bring the PCs low if needed.



EPILOGUE

Needless to say, Axenbough's residents are grateful and perhaps a touch bewildered. Byron Madigan and perhaps Sartanis can vouch for the PCs' actions, and the party may well have evidence of Haley Brimm's unwholesome activities. After Byron has a chance to consult with the town's leaders, he will offer a reward of 1,000 gp each to every character who participated in the raid on the stockade (if Sartanis was involved, he donates his to rebuilding the facility); halve this amount if Sammael Madigan doesn't return alive. Either way, with the destruction of the corrupt Rangers the PCs have become local heroes. People

cheer for them, buy them drinks, sing songs about them, and generally carry on. Grandmother Hickory, assuming she still lives, might even come to town and visit them. If any cultists remain in Axenbough they keep to the shadows and plot their escapes.

The PCs should have some, but not all, of the pieces needed for the plaque in the wall of the feeding chamber behind the hillfort. Parties who enjoy dungeon crawls will certainly be combing the countryside for the missing eighth piece, while others can find a buyer for the whole thing. Further adventures with the Aatarkhop are (for now) left to the GM's imagination.

APPENDIX

NEW MONSTERS

DIRE SKUNK

Medium Animal

Hit Dice: 3d8+12 (25 hp)

Initiative: +2

Speed: 30 ft., burrow 10 ft.

Defense: 15 (+2 Dex, +3 natural), touch 12, flat-footed 13

Base Attack/Grapple: +2/+4

Attack: Bite +4 melee (1d6+2)

Full Attack: Bite +4 melee (1d6+2) and 2 claws –1 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spray

Special Qualities: Low-light vision, scent

Saves: Fort +6, Ref +5, Will +4

Abilities: Str 14, Dex 15, Con 16, Int 2, Wis 13, Cha 8

Skills: Listen +6, Spot +6

Feats: Skill Affinity (Listen and Spot), Toughness

Environment: Temperate forest

Organization: Solitary or pair

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 4–6 HD (Medium), 7–9 HD (Large)

Level Adjustment: –

This pony-sized creature has black fur with a white stripe running down its back. Its fangs jut from its mouth, and its thick claws look capable of burrowing through stone. A faint but awful odor surrounds it.

Dire skunks are relatives of the dire weasel. These diurnal predators aren't as shy as their smaller variant, and they welcome the addition of fresh meat to their diets.

Dire skunks can grow to be up to 8 feet long and can reach a weight of 850 pounds.

Combat

The dire skunk lunges at solitary targets, trying to bring them down with its oversized fangs and claws. Against multiple enemies, or when dealing with something that surprises it, the dire skunk instead turns itself around and sprays a horrible musk at its foes.

Spray (Ex): When frightened or angry, a dire skunk will spray a foul-smelling musk from its hindquarters. As a result, the beast often turns away from those whom it is about to attack, drawing them closer. The spray is a 30-ft. cone of clear rancid liquid. Those caught within it must make Fortitude saves (DC 14, based on Con modifier). Characters who fail are nauseated for one round and sickened for another 2d6 rounds.



Success at the save means the character avoids nausea and is only sickened for 1d4 rounds. A dire skunk can spray up to 3 times per day.

The dire skunk's spray is very potent and the smell of it clings to cloth and skin long after the sickening effects fade. Anyone attempting to track an affected character by scent or detect them with blindsense gets a +6 bonus. In addition, sprayed characters take a –2 penalty to all Diplomacy and Charisma checks. These effects last for 24 hours.

TOMHNODDI (arachno-doppel)

Large Aberration (Shapechanger)

Hit Dice: 4d8+8 (26 hp)

Initiative: +7

Speed: 40 ft., climb 20 ft.

Defense: 16 (–1 size, +3 Dex, +4 natural), touch 12, flat-footed 13

Base Attack/Grapple: +3/+10

Attack: Bite +5 melee (1d8+3 plus poison) or longsword +5 melee (1d8+3/19–20) or shortbow +5 ranged (1d6/x3, 60 ft.)

Full Attack: Bite +5 melee (1d8+3 plus poison) or longsword +5 melee (1d8+3/19–20) or shortbow +5 ranged (1d6/x3, 60 ft.)

Space/Reach: 10 ft./5 ft.

Special Attacks: Poison, webs

Special Qualities: Darkvision 60 ft., shapechange

Saves: Fort +3, Ref +6, Will +4

Abilities: Str 16, Dex 16, Con 14, Int 16, Wis 10, Cha 6

Skills: Climb +18, Disguise +4, Hide +10, Jump +15, Listen +7, Move Silently +10, Spot +13

Feats: Improved Initiative, Lightning Reflexes

Environment: Temperate hills

Organization: Solitary

Challenge Rating: 3

Treasure: Standard

Alignment: Often neutral evil

Advancement: By character class

Level Adjustment: +4

This unwholesome creature looks like a nightmarish centaur. Its lower half is the body of a giant spider, but from the waist up it looks like a gray-skinned humanoid with unnaturally slender proportions. The thing stares at you with its misshapen blue eyes.

The tomhnoddi (the singular and plural forms are the same) were bred by the Aatarkhop in times long forgotten. Also called arachno-doppels, this servitor race acted as guards and spies for their spidery masters. None of them survived the great cold that killed off the Aatarkhop empire,

but many of their eggs lie dormant in forgotten parts of the Meanderwood Forest. The cult led by Haley Brimm has found a large supply of these eggs. With the aid of an ancient ritual they only partly understand, the cult managed to turn the Ranger named Vorrin into a living vessel for a tomhnoddi's power. It could be that merging a human body with a tomhnoddi egg is the only way to create one of these monstrosities, but the only ones who know that answer are the Eight Great Gods. Descendants of the tomhnoddi, a mystic race called the aranea, can be found in the world's forests.

Combat

Unlike many creatures, a tomhnoddi prefers to use its natural bite attack even when it has a melee weapon available. They have many traits of both hunting and web-spinning spiders, and in combat they use both to great advantage. Tomhnoddi are mobile combatants who delight in entangling or paralyzing as many foes as possible before concentrating their power on one target. If they expect ranged combat, they use their venom to poison their arrows in advance.

Poison (Ex): Injury, Fortitude DC 14, initial and secondary damage 2d6 Str. The save DC is Constitution-based.

Web (Ex): A tomhnoddi can throw a web up to eight times per day, regardless of its form. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 14 Escape Artist check or burst the web with a DC 20 Strength check. The check DCs are Constitution-based, and the Strength check DC includes a +6 racial bonus. The web has 12 hit points, hardness 0, and takes double damage from fire.

Shapechange (Su): A tomhnoddi can change its shape to that of any humanoid it wishes; the chosen shape must be Small, Medium, or Large size. The change is painful. Normally a tomhnoddi suffers 1d8 points of nonlethal damage whenever it assumes a form other than its own; if it is impersonating a specific individual and has tasted that individual's blood, it does not take the penalty. This particular tomhnoddi has tasted Sammael Madigan's blood.

A tomhnoddi remains in one form until it chooses to assume a new one. It reverts to its natural form when killed. This tomhnoddi's natural form is an eight-legged hybrid creature as described above, but it unmistakably has the face of Vorrin.

Skills: Tomhnoddi have a +4 racial bonus on Hide checks, a +6 racial bonus on Disguise checks, and a +10 racial bonus on Jump checks. They have a +8 racial bonus on Spot and Climb checks, and can always choose to take 10 on Climb checks even if rushed or threatened.

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Iron Heroes: Song of the Blade by Matt Sprengeler,
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MONTE COOK PRESENTS: IRON HEROES

SONG OF THE BLADE

Welcome to IRON HEROES! You are about to enter a world where skill, cunning, and tactics are far more useful than a +3 sword. The perils your characters face here can only be overcome with steady nerves and cold steel!

Mysterious relics from an inhuman race have been found in the forest, and with them come great danger. From giant spiders to corrupted cultists and dreaded alien races, strange menaces abound. If the innocent are to be saved, if the treasure is to be won, if the monsters are to be slain, the situation demands — IRON HEROES.

Song of the Blade is an introductory Iron Heroes module that takes a group of four beginning PCs to approximately 4th level. It is the first published adventure for Monte Cook Presents: Iron Heroes, showing beginning players how to guide their characters through this action-packed world. It highlights the new rules variants of Iron Heroes, including combat locations designed for amazing stunts and two new monsters for your Iron Heroes campaign!



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