

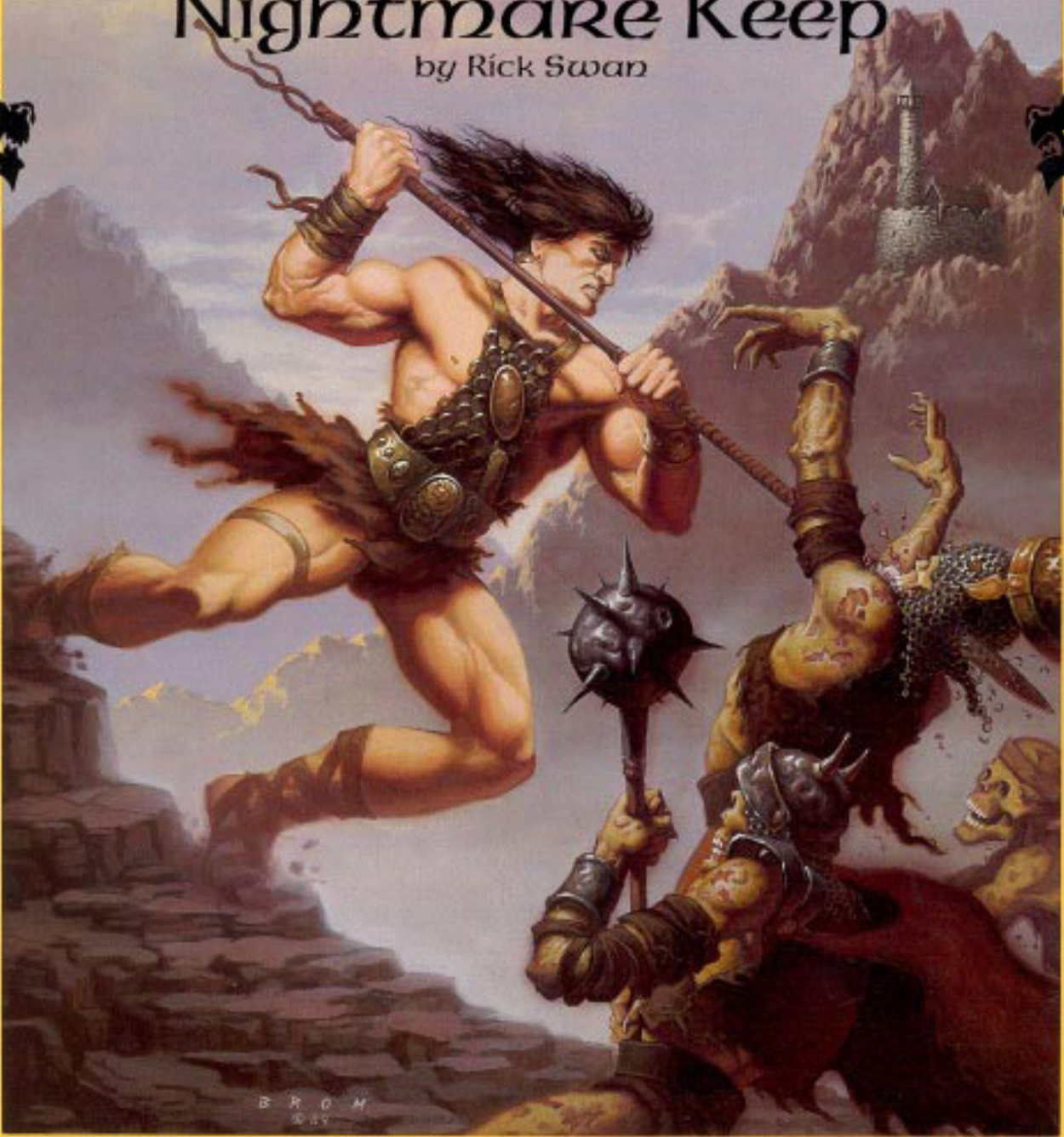
Advanced Dungeons & Dragons<sup>®</sup>  
2nd Edition



Official Game Adventure

# Nightmare Keep

by Rick Swan



B R O M  
© 87

# SENSORY PHENOMENA TABLE

See Chapter 3 for instructions. Once you run a given phenomenon, mark the box beside it. When you roll an entry that has already been run, use the next unmarked entry down. Roll 1d20 or choose:

## 1. BENEVOLENT SPIRIT

- Stage A:** A shimmering image of a faceless human appears before the victim. The image radiates a golden glow. The image fades a moment after it appears.
- Stage B:** As Stage A, except the image beckons the victim to follow it. The image vanishes in 1d4 rounds. The spirit leads the victim in an advantageous direction of your choice.

## 2. MALEVOLENT SPIRIT

- Stage A:** A shimmering image of a faceless human appears before the victim. The image radiates a violet glow. The image fades a moment after it appears.
- Stage B:** As Stage A, except the image beckons the victim to follow it. The image vanishes in 1d4 rounds. The spirit leads the victim into a trap of your choice.

## 3. WOLOVER'S SPIRIT

**Note:** This does not occur after the PCs visit area 11 of Chapter 4.

- Stage A:** A hazy image of a bald man appears before the victim. The man wears a long robe covered with small circles. The image opens its mouth to speak, but suddenly vanishes.
- Stage B:** As Stage A, except that the victim telepathically hears the image's voice saying, "Come to the heart . . ."

## 4. ICELIA'S HEAD

- Stage A:** An image of a floating head appears directly in front of the victim, blocking progress. The head resembles a human skull covered with rotting flesh. Shanks of long matted hair extend from the scalp. The image cackles insanely at the victim; only the PC hears the cackles. If the PC touches the image, it vanishes. Otherwise, it disappears in 2d4 rounds.
- Stage B:** Same as Stage A, except that a victim who touches the image suffers 1d10 cold damage and must save vs. paralysis or be utterly unable to move for 2d4 rounds. If the victim doesn't touch the image, it disappears in 2d4 rounds.

## 5. CONSTRICTION

- Stage A:** The victim feels tightly squeezed, as if in the coils of a gigantic constrictor. The sensation persists for 1d4 rounds, during which time the PC cannot move.
- Stage B:** As Stage A, except that the sensation persists for 2d4 rounds and the victim suffers 2d4 damage per round. If a companion physically moves the victim 5' away from where the phenomenon began, the constriction immediately ends.

## 6. SCREAM

- Stage A:** The victim hears the bone-chilling scream of a man or woman, as if the person were dying in agony.
- Stage B:** As Stage A, except that the victim must save vs. spells or experience the effects of a *fear* spell (no saving throw), fleeing in a random direction at top speed for 10 rounds.

## 7. TINGLE AND FAINT

- Stage A:** The victim's skin tingles, as if pricked by thousands of tiny needles. A moment later, the victim collapses unconscious (no saving throw), but recovers if a companion rouses the PC.
- Stage B:** The victim feels the tingling and faints as in Stage A. However, the slightest touch from a companion revives the victim. For the next hour, the victim can move and act normally—while physical touching any companion. However, when not in contact with someone, the victim instantly falls unconscious.

## 8. FLASHES AND SHRIEKS

- Stage A:** The PC sees tiny bursts of light for the next 2d4 rounds, making all attacks at a -1 penalty during that time.
- Stage B:** The light flashes are accompanied by distant, echoed shrieks of agony, persisting for 2d4 rounds. Attacks take a -2 penalty during this time.

## 9. MENACING HAND

- Stage A:** The victim sees a 5' long bony hand, its fingers crackling with energy, hovering in the air. The hand moves to-

ward the victim with an MV of 3, passing effortlessly through walls and floors. The hand continues to follow until it touches the victim, and then it disappears; the hand causes no harm.

- Stage B:** As Stage A, except that if the victim eludes the hand for 10 rounds, it disappears. Otherwise, if the hand touches the victim, the victim suffers 3d10 chilling (cold-based) damage.

## 10. EERIE RAIN

- Stage A:** The victim feels warm drops of invisible, odorless liquid rain steadily from an unseen source; no one but the victim is aware of the rain. The rain follows wherever the victim goes, and persists for 2d4 rounds.
- Stage B:** As Stage A, except that after the rain stops, the victim exudes a carrion stench in a 10' radius. All PCs attack at a -2 penalty within 10' of the victim; the victim does not suffer these penalties. If the victim is immersed in any type of liquid, the stench is washed off.

## 11. PHONY KEY

- Stage A:** The victim sees a gold key on the floor. No one else can see it. When the victim touches the key, it disappears.
- Stage B:** The victim sees a gold key on the floor. The key has the weight and appearance of a normal key, though none of the other PCs can see or feel it. While carrying the key, the victim feels a painful skeletal throbbing, causing AC to drop by 2, halving movement rates, and penalizing all attacks by -2. If the victim discards the key, the ill effects end.

## 12. LILAC SMELL

- Stage A:** The victim smells a strong odor of lilacs for one round. There is no apparent source of the smell.
- Stage B:** Same as Stage A, except that a PC who does not immediately hold his or her breath for one round suffers 3d6 points of poison damage.

## 13. FOUL TASTE

- Stage A:** The victim experiences the revolting taste of honey mixed with rotting fish for one round. There are no ill effects.
- Stage B:** As Stage A, except that the victim must make a Constitution check or become nauseated. For the next hour, the victim makes all ability checks with a +1 penalty and attacks with a -1 penalty.

## 14. PUNGENT ODOR

- Stage A:** The victim smells an odor of sour milk for one round. There is no apparent source of the odor.
- Stage B:** As Stage A, except that a PC who does not immediately hold his or her breath for one round doubles over with severe stomach cramps. The intense pain prevents the victim from speaking, moving, or acting for the next 2d4 rounds.

## 15. HAUNTED HANDS

- Stage A:** Both of the victim's hands vanish for one round, then abruptly reappear. Anything the victim was carrying is dropped. The victim suffers no damage.
- Stage B:** The victim's hands shake uncontrollably for the next hour, changing (to the PC only) into violet mist. During the hour, the victim cannot hold a weapon or any other item. Spellcasters cannot cast spells with somatic components.

## 16. TICKLING INSECTS

- Stage A:** The victim feels a tickling all over, as of tiny crawling creatures. There is no apparent source of the sensation, which lasts an hour.
- Stage B:** As Stage A, except that the victim (and only the victim) sees the source of the tickling: dozens of ghostly white butterflies with human heads, their faces contorted in pain. The butterflies cannot be brushed away (all objects harmlessly pass through them), nor can they be magically dispersed. An hour after their arrival, the butterflies flap away of their own accord, disappearing into mid-air.





## Nightmare Keep

Official Game Adventure

by Rick Swan

Distributed to the book trade by Random House, Inc., and in Canada by Random House Ltd.  
Distributed to the toy and hobby trade by regional distributors.  
Distributed to the book trade in the United Kingdom by Random Century Group and TSR Ltd.

This work is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork herein is prohibited without the express written consent of TSR, Inc.

Copyright ©1991 TSR, Inc. All Rights Reserved. Printed in the U.S.A.

ADVANCED DUNGEONS & DRAGONS, AD&D, and FORGOTTEN REALMS are registered trademarks owned by TSR, Inc.  
PRODUCTS OF YOUR IMAGINATION and the TSR logo are trademarks owned by TSR, Inc.

# FORGOTTEN REALMS®

## Nightmare Keep

Official Game Adventure

by Rick Swan

### TABLE OF CONTENTS

Introduction .....	3
Prologue: Flies and Lizards .....	6
Chapter 1: Squirrels and Wasps .....	9
Chapter 2: Goldfish and Turtles .....	22
Chapter 3: Leeches and Butterflies .....	26
Chapter 4: Spiders and Worms .....	52
New Magic: Rod of Immobile Insects .....	62
New Monster: Lichling .....	63

#### Tables

Sensory Phenomena, Physical Encounters, Monster Summary .....	inside covers
Veilstone Peaks map .....	outside gatefold
Wolver's Keep map .....	color mapsheet
Stronghold Levels 1-3 .....	color mapsheet

### Credits

**Design:** Rick Swan  
**Editing:** Allen Varney  
**Cartography:** Dennis Kauth  
**Keylining:** Paul Hanchette

**Typesetting:** Tracey Zamagne  
**Cover Art:** Brom  
**Interior Art:** Valerie Valusek,  
Jerry Dykstra

TSR, Inc.  
POB 756  
Lake Geneva  
WI 53147 USA



TSR Ltd.  
120 Church End, Cherry Hinton  
Cambridge CB1 3LB  
United Kingdom



# Introduction



Welcome to *Nightmare Keep*, one of the most demanding adventures your players will ever experience. The challenges awaiting within these pages are intended for only the most skilled, courageous, and resourceful heroes of the Forgotten Realms. Novices are advised to turn back now.

**The following information is for the DM only.** Familiarize yourself with the entire module before beginning play.

## PLAYER CHARACTERS

The adventure is designed for about four to six player characters (PCs) of level 18-20, with a total of about 80-90 levels for the entire party. The party should contain a balance of classes, with warriors and wizards as optimum choices. Ideally, most PCs should have magical armor, a magical weapon, and fairly powerful magical items.

## SETTING

The adventure is set in a remote mountainous region of the Forgotten Realms, informally known as the Veilstone Peaks. On the boxed campaign set's maps, the Veilstone Peaks region is northwest of Cormyr, about 50 miles west of the Farsea Marshes. Though useful, the campaign set is not necessary for play.

### Maps and Playing Aids

The cover panel of the module cover shows the Veilstone Peaks region; the numbered areas are detailed in the Prologue and Chapter 1. All other maps, including those pertaining to Wolover's Keep and the vast labyrinth beneath (where the bulk of the adventure takes place), are included on the enclosed color mapsheet.

The inside panels of the module

cover contain reference material, including the Sensory Phenomena and Physical Encounter Tables (explained in Chapter 3) and a summary of statistics for most of the monsters in the adventure. After the PCs complete Chapter 1 and the Veilstone Peaks map is no longer needed, unfold the module cover and use it as a referee screen, giving easy access to the material inside.

## RUNNING THE ADVENTURE

### Organization

The adventure begins with the events in the Prologue, where the PCs learn of a supernatural threat that apparently originates in Wolover's Keep, a centuries-old castle in the desolate Veilstone Peaks.

The four chapters following the Prologue contain the bulk of the ad-

# Introduction

venture's events and encounters. The PCs most likely experience the chapters in order. Chapter 1 details the party's investigations of the Veilstone Peaks communities and Wolover Keep. Chapters 2-4 describe the labyrinth beneath the keep, with its many traps and minions.

Each chapter begins with an overview providing background information, including physical descriptions, playing notes, and other pertinent information. To help you track the party's progress, each overview details the chapter's major goals and discoveries.

Boxed text should be paraphrased or read directly to the players.

## Time

Keep track of the passage of time on a piece of scrap paper. Since much of the adventure takes place underground, it may be difficult for the PCs to keep track of days and nights. Though it's seldom important to know the precise hour of the day, you should know when a day has passed for the purpose of recovering lost hit points, relearning spells, and so on.

## Game Balance

Judging this adventure can be challenging, since it is meant for an exceptionally formidable group of player characters. Here are some tips for keeping high-level PCs under control:

- If the party is having too easy a time, you may increase (1) the frequency of Sensory Phenomena and Physical Encounters, (2) the number of monsters, and (3) the lethality of traps.
- Only allow Intelligence checks where indicated in the text. Otherwise, make the players rely on their own ingenuity to solve puzzles and make decisions.
- Be prudent when adjudicating high-level spells. In particular, pay attention to *wish* spells, avoiding

any result that significantly unbalances the game. (See *The Complete Wizard's Manual* for tips on judging *wishes*). Also, be conservative regarding the quality of information revealed by divination spells. It's possible, for instance, that the most likely response to *commune* is "I don't know."

## DM's BACKGROUND

In centuries past, a female wizard named Icelia held a position as one of the Witches of Rashemen, a group of powerful spellcasters who functioned as the true leaders of their land. Though the Witches wielded considerable power in Rashemen, Icelia's ambitions extended far beyond the boundaries of her homeland; she longed for nothing less than domination of the entire world. When her colleagues learned of Icelia's schemes, they expelled her from the ranks of the Witches and exiled her from Rashemen. Undeterred, Icelia abandoned her mortal existence and consummated her lust for power by becoming a lich.

Icelia knew that other liches before her had tried and failed to establish enduring kingdoms, and she was determined not to repeat their mistakes. Icelia concluded that the ineptitude and cowardice of these would-be conquerors' minions led to their downfall. If Icelia's dreams of conquest were to bear fruit, she would need the support of an army far more formidable than the ineffectual hordes commanded by those who came before her.

As Icelia searched for a suitable location to establish a base, she stumbled upon a keep in the desolate region of the Veilstone Peaks. The keep belonged to Amry Wolover, a wizard of impressive talent who was engaged in agricultural experiments meant to benefit the poor farmers of the surrounding villages. Icelia mur-

dered Wolover, assimilated his knowledge, then constructed an elaborate stronghold beneath the mountains where she would create an army of minions from the flesh of her own body.

Years passed, and Icelia evolved into a demilich of staggering power. She eventually transformed her original body into an immense incubating husk to spawn her minions: a multitude of insectile "lichlings" that she would some day lead on a conquest of the world of the living. She also retrieved the spirit of Zhorach, a loyal aide from her days as a Witch of Rashemen, and reincarnated him as a ghost. Zhorach now serves as the guardian of her skull, which is disguised as a spectral vessel drifting endlessly on a lake deep in her stronghold.

Like all developing creatures, the lichlings need nourishment to grow. But instead of organic food alone, the supernatural lichlings also require a diet of emotions. Specifically, they feed on the fear generated by living victims, along with the emotional trauma of victims suffering physical damage; the lichlings transform this fear and trauma into nourishing energy.

To generate that fear, Icelia devised a deadly labyrinth filled with lethal traps and vicious minions. Lured by promises of great fortune, treasure hunters entered the labyrinth and met ghastly fates. The enchanted walls and surfaces of the labyrinth absorbed the fear and trauma generated by the doomed intruders, magically dispersing the negative emotions throughout the stronghold to nourish the hungry lichlings.

For centuries, Icelia has been spawning infant lichlings and luring a steady supply of human intruders into the keep to feed them. The lichlings continue to thrive and grow, and soon they will mature. When that time arrives, Icelia's dreams of conquest seem almost certain to come true.



# Introduction

## SPECIAL UNDERWATER RULES

Some encounters in this adventure may occur underwater. The following rules adapted from the *Player's Handbook* and the *Dungeon Master's Guide*, may prove helpful. (For more detail, see the "Underwater Combat" section of Chapter 9 in the *DMG*.)

**Drowning:** The base amount of time a character can hold his or her breath, in rounds, is equal to 1/3 of the

Constitution score, rounded up. This assumes that the character had the chance to take a deep breath before submerging. If the character did not have the chance to take a deep breath, the base time is cut in half (rounded up). Regardless of any applicable penalties, any character can hold his or her breath for at least one round.

When the base time expires, a submerged character must make a Constitution check once per round, with each check after the first taking a cumulative +2 penalty to the roll (for

instance, there is a +2 penalty for the second round, a +4 penalty for the third round, and so on). A character who fails a check has drowned.

**Fighting in water:** Submerged surface dwellers suffer a -4 penalty to their attacks. This penalty is cut in half if the character has a proficiency in Swimming. A character not immersed in water who tries hit an immersed opponent also suffers a -4 attack penalty.

These penalties don't apply to creatures native to an aquatic environment.





# Prologue: Flies and Lizards

The adventure begins on a secluded hillside surrounded by tall trees, about 50 miles west of the Farsea Marshes (area 1 on the Veilstone Peaks map).

On a chilly autumn afternoon, the PCs have gathered at the request of King Azoun IV, the King of Cormyr and an old friend and ally of the PCs (or of the PCs' relatives or companions). A message delivered through discreet diplomatic channels summoned the PCs here to learn about "a menace that threatens not only Cormyr, but the entirety of the Realms."

The PCs were asked to come alone, leaving their retainers and bodyguards at home, and to bring whatever weapons and gear they felt would be necessary for a dangerous mission. Details would be provided by an emissary of the King named Balko Verdemeer, described as a short plump man with bushy white eyebrows and a bald head. Balko is to meet the PCs exactly at noon. It is now 10 minutes before the designated hour.

If the PCs suspect the King's summons, assume that they have used their own resources to verify the authenticity of the request and the trustworthiness of Balko.

An ominous day. A cold wind blows through the trees, scattering brown autumn leaves.

You, the mightiest warriors and most powerful mages in all the land, were summoned here by a cryptic message from the King of Cormyr. You're all impatient, for you have duties elsewhere that require your attention. Yet you know that the King would not bother you with anything less than an emergency.

Your thoughts are interrupted by the sounds of galloping hooves from the east. Eight black stallions approach, huge and strong. They carry armored warriors who bear gleaming shields emblazoned with

the sign of the purple dragon, the royal emblem of the King of Cormyr. The lead rider is a short, plump, bald man with bushy white eyebrows.

He lifts his hand, and the horses stop. The bald man dismounts. "Good day, my friends," he says, "I bring greetings from my king." His words are friendly, but his tone sounds grim.

## THE THING IN THE BOX

The bald man is Balko Verdemeer, the emissary of Azoun IV, the King of Cormyr. (Use Generic Elite Villager statistics from the Monster Summary Table, found on the inside cover of the module). The other seven warriors are his aides and bodyguards (use Generic Exceptional Villager statistics).

Balko approaches the PCs and introduces himself. His aides dismount and stand guard near their horses, their darting eyes alert for intruders.

"My King apologizes for any inconvenience this meeting has caused you," says Balko, as he sits gently on a tree stump. "But he felt that only the strongest and bravest warriors of the Realms could stand against this threat. He chose accordingly.

"As for the nature of the threat," continues Balko, "words fail me. Best to see for yourself." He snaps his fingers, and an aide brings over a small wooden box. Balko carefully opens the lid, glances inside, and shudders. Hands trembling, he presents the open box to you. "Look," he says.

Lying on a silken cushion in the bottom of the box are the dried remains of a bizarre creature. It's about six inches long. It looks like a

large black cockroach with skinny human arms and legs, a pair of ragged gauzy wings, and a grinning human skull for a face. Its mouth is lined with hooked fangs. It's grotesque, but not exactly the "horror incarnate" you heard about.

The remains are those of a new monster, a lichling (see page 63). The PCs may examine the creature if they wish; its bony corpse is dried and cool to the touch, its skull is chalky. The corpse smells faintly of rotten meat. Spells such as *legend lore* reveal only that the creature is of supernatural origin.

Some PCs may wonder why Balko seems so intimidated by the lichling.

Balko tells you, "We found these remains four months ago, next to the corpses of a Cormyr explorer and his horse in the foothills of the Veilstone Peaks. Both the explorer and the horse were completely mutilated.

"We looked around for signs of similar creatures, but we found nothing. Some of Cormyr's best scholars and wizards have looked at this thing. They say the creature was insect-like, as though we couldn't already tell that; but they couldn't discover its origin. But they said this: If more things like this exist, and they breed like normal insects, there may be dozens or even hundreds of them maturing somewhere. Can you imagine the damage that swarms of these things could cause?

"And that is why the King called you. He asks you to find this creature's origin and whether there are others like it. And if so, he wants you to destroy them."



## Prologue: Flies and Lizards

### Deadly Demonstration

Though the PCs are probably sympathetic to Balko's dilemma, they may well wonder why they're needed for a job that appears to be trivial. Balko says, "If you wonder why we need heroes with your reputation," and here he motions to another aide, "watch this."

The aide brings a canvas bag and another small box. Balko kneels on the ground, indicating for the party to do the same. The aide removes a handful of kindling from the bag, along with a large glass jar filled with buzzing flies. The aide lights a small fire, then inverts the jar of flies, holding it high over the flames so that black smoke drifts through the holes in the wooden lid. One by one, the flies succumb to the smoke, dropping listlessly.

When all flies have succumbed to the smoke, the aide extinguishes the fire, then opens the jar and dumps the flies on the ground. The flies crawl aimlessly over the blades of grass, too debilitated from the smoke to fly away. The aide opens the box and dumps a pair of small green lizards next to the crawling flies. The lizards cock their heads at the PCs, then notice the flies. Tongues flicking, the hungry lizards begin to stalk the helpless insects. While the lizards enjoy their meal, the aide gently places the lichling remains on the ground nearby.

"Watch the creature," says Balko to the party.

As the lizards gulp down the flies, the remains of the creature twitch slightly. The creature is still for a moment, then begins to rock violently, as if reacting to electric shocks.

Balko never looks away from the twitching corpse. He says, "We think that, in the same way plants feed on sunlight and we feed on

meat and drink, this thing feeds on fear. You can see, this corpse is responding to the fear that the flies give off while they're being eaten by the lizards."

He turns to you with fear in his eyes. "We don't know what this means. Except this: That creature is an evil, unholy thing."

Let the PCs ask questions or examine the lichling. As the lizards feed and the husk twitches, Balko continues with his story.

"As I say, we looked around the Veilstone Peaks, and we found an opening in the earth near an abandoned keep. There were claw marks near the opening that looked like the creature's work.

"The keep itself—Wolover's Keep, they call it—has a bad history. It's one of those ruins that's supposed to be haunted and filled with treasure. It brings the usual treasure hunters who go down under the keep and are never seen again.

"Now, there are a hundred ruins like that all over the Realms. We had no great interest in this one. But when we found that it might be this thing's lair, we hired one of Cormyr's most renowned mercenaries, a man named Lenzmin Tier. Ever hear of him? He's the one with a magical battle axe called *Stonesplitter*."

The PCs have never heard of Tier. If you wish, you can allow Intelligence checks to those with appropriate backgrounds or lore proficiencies. Those who succeed dimly recall legends of *Stonesplitter*, an axe that could tunnel through solid rock.

Balko continues. "So Tier went into the keep. That was three months ago. We haven't heard from him since.

"Next we hired two of the King's

most trusted wizards, a sister and brother named Kharla and Hakem. Let me tell you, they had powerful magic. They entered the keep two months ago. They haven't returned.

"At that point the King ordered the Sons of Stone to storm the keep. You know them: the most experienced and skillful soldiers in the King's army. More than a hundred soldiers entered the keep a month ago. Not a single soldier has returned."

Balko's steely eyes meet yours. "Now, do you want to talk terms?"

Pause to let the players ask questions. Balko answers them as best he can, but he knows little more. Make sure the PCs understand the roster of their predecessors: Lenzmen Tier; Hakem and Kharla; and the Sons of Stone.

Balko says, "If you discover the origin of the creatures and destroy their nests, the King has authorized me to deed each of you a parcel of prime Cormyran farmland with a guaranteed annual profit of 25,000 gold. The King's agricultural council will administer the farms, free of charge.

"Also, Lenzmin Tier's family has offered a reward of 10,000 gold pieces for his rescue or the return of his copper bracelet, a family heirloom. Kharla and Hakem's heirs will pay a reward of 12,000 gold to find out what happened to them. And the King is also interested in what happened to the Sons of the Stone. If you can find out, he will present each of you with a Silver Shield of Cormyr.

"And there is a personal favor I ask of you. It was a group of my men who conducted the search in the Veilstone Peaks for clues about the creature. During the search,

## Prologue: Flies and Lizards

one of them, a seasoned veteran named Cord Shoddar, deserted from the group. He said he had just had a vision about the location of a fabulous treasure. The other men couldn't find Shoddar. If you capture this traitor or bring evidence of his death, I will reward you each with an amethyst amulet engraved with the visage of an owl, my personal emblem."

A Silver Shield of Cormyr functions as a *large shield +1, +4 versus missiles*. Balko's amulets are worth 2,000 gp apiece.

### Questioning Balko

At this point, Balko answers questions as described below; all his information is accurate. If the PCs don't ask the right questions, Balko offers any of the following information you feel they should have.

**Can we keep the creature's corpse?** That's fine with Balko. (The remains are of no particular use to the party.)

**Where did you find the creature's corpse? How did it die?** Using a stick, Balko draws a crude map of the Veilstone Peaks region in the dirt. Draw a rough sketch on a piece of scrap paper of the area represented by the Veilstone Peaks Map. "It was here," says Balko, indicating a location in the foothills near a grove of trees. Make an "X" on the sketch map indicating the approximate location of area 16.

"We don't know how the creature died. It was dead when we found it." (The lichling accidentally escaped from the labyrinth beneath Wolover's Keep through a network of underground passages. Unaccustomed to the surface world and far removed from its natural surroundings, the lichling died within an hour after killing the Cormyr explorer and his horse.)

**Can we examine the bodies of the Cormyr explorer and his**

**mount?** Balko mumbles something about the impropriety of disturbing the rest of the dead, but indicates an area near the location where the creature was discovered. "They are buried in a shallow grave."

**What can you tell us about the keep? Who built it? How long has it been standing?** "The keep was built centuries ago by a mage named Amry Wolover who used it as a laboratory for agricultural research. We don't know the exact nature of the research, except that it was supposed to increase the productivity of the farmers in the impoverished Veilstone Peaks villages. In any case, there were no known results from the experiments. There are no records of what happened to Wolover."

**Is the keep really haunted?** "The peasants in the region think so, but then they always do. No one has ever come back with a first-hand account."

**Is there treasure in the keep?** "As far as we know, this is only a rumor. However, as far as the King is concerned, any treasure you find is yours to keep."

**Where was Wolover from?** "He was originally from Bedford." He indicates an area in the foothills. Make an "X" on the sketch map indicating the approximate location of area 12.

**Have any investigations been conducted in the Veilstone Peaks villages?** "The people are hard-working and honest, but they are also ignorant and superstitious. We felt there was nothing to be gained from such investigations. You are welcome to ask around if you wish."

**Why all the secrecy?** "The King wants to keep the discovery of the creature and the investigation quiet, so as not to instigate a panic. That's why we asked you to meet us here, and not in a city where your presence might raise questions."

**May we recruit volunteers or hire retainers to go with us?** "The King feels that a small party

would attract the least attention and minimize rumors. However, the size of your party is up to you."

Neither Balko nor any of his aides accompanies the PCs. "Pressing engagements elsewhere," says Balko tersely. In fact, they're afraid to get close to the keep. The party cannot recruit volunteers from the Veilstone Peak villages for the same reason.

**How can we recognize Lenzmin Tier? Kharla and Hakem? The Sons of Stone? Your traitorous aide?** "Tier is a stocky human who wears an eye patch and carries an axe that glows green in the dark. The copper bracelet he wears is engraved with stars.

"Kharla and Hakem are in their mid-thirties and have fair skin, shoulder-length black hair, and wear red velvet robes.

"The Sons of Stone wear silver chest plates with an onyx embedded in the center.

"My aide, Cord Shoddar, is about 40 years old, has short blonde hair, and carries a shield bearing the emblem of the purple dragon."

### DEPARTURE

If the PCs hesitate to accept the mission, Balko says, "If the reward means nothing to you, then consider this request a personal favor to the King. And should you refuse this request, the King may be predisposed if you need his assistance in the future."

If the PCs accept the mission, Balko thanks them "on behalf of the King and the good people of the Realms." Balko says that he will rendezvous with them at this location in two weeks' time; if the PCs have not yet completed the mission, Balko and his aides will return here every three days thereafter.

If the PCs have no further questions, Balko and his aides mount their horses, wish the PCs luck, and ride east towards Cormyr.

Proceed to Chapter 1.



# Chapter 1: Squirrels and Wasps



## DM's OVERVIEW

This chapter details the party's investigations in the villages of the Veilstone Peaks and the exploration of Wolover's Keep. Use the Veilstone Peaks Map on the module cover and the Wolover's Keep Map on the color insert map for reference.

## Goals

In this chapter, the PCs should accomplish the following:

- hear rumors and legends associated with Wolover's Keep.
- learn information about Amry Wolover and his experiments.
- discover the body of Cord Shoddar (area 2 of Level 2 of the keep).
- find a rusted black key in the cloakroom of Wolover's Keep that will help unlock the treasure room door in Chapter 3.
- find the gate in the basement of Wolover's Keep that leads to the subterranean labyrinth.

Give the PCs a reasonable chance to attain these goals, but don't reward poor playing or bad choices.

## Climate and Terrain

The air in the Veilstone Peaks region is cool and dry. Daytime temperatures range from the high 60s to the mid-40s. Nighttime temperatures plunge to the high 30s.

Most of the region is flat and empty, with a few areas of empty hills and sparse pasture land, and modest woodlands of oak and birch. Because it is late autumn, most of the trees are barren, their brown and scarlet leaves scattered by gentle winds. For the most part, the rocky soil is unsuitable for vegetation.

The mountains of the Veilstone Peaks rise 1,000-2,000 feet above sea level. The peaks are solid rock, their faces smooth and sheer; normal movement rates are halved.

## About The Villages

The villages of the Veilstone Peaks are among the most destitute in the region, thanks to their limited natural resources and isolation from major trade routes. Although linked by trails, the villages tend to keep to themselves. Communication between villages, as well as with the rest of the outside world, is limited.

A typical village is little more than a collection of crude single-room homes of wood and stone with a few modest shops and storehouses. Though unsophisticated, the villagers are honest, friendly, and hard-working, struggling to make a living from their small farms.

All villagers are human (use typical villager statistics). With the exception of Garnerr (area 9 on the Veilstone Peaks map), each village is run by a constable or sheriff elected by the citizens (use exceptional villager statistics for the constable).

Though most villagers are sympa-



## Chapter 1: Squirrels and Wasps

thetic to the party's mission, none of them agree to accompany them to the keep at any price.

### Village Encounters

Each village encounter includes the following information:

**Size:** The population of the village.

**Goods:** All goods listed on the Equipment Lists in Chapter 6 of the *Player's Handbook* that are the indicated value or less are available for purchase. For instance, if the value limit is 1 gp, soft boots (price 1 gp) are for sale, but riding boots (price 3 gp) are not. No magical items are available in any of the villages.

**Information Level:** This indicates the quality of the information in the village concerning Wolover's Keep and the legends associated with it. Because of the general openness of the people, assume that the party has no trouble finding talkative villagers.

Though willing to engage in small talk and idle gossip, most of the villagers have nothing useful to say about the keep; they respond to such inquiries with a shrug of the shoulders, or a slighting comment such as "Never heard of it" or "I don't get out of town all that much." If the PCs brought the lichling remains (from the Prologue), the villagers are both repulsed and fascinated, but none of them can identify the creature or know anything about it.

However, for every hour the PCs spend in a village, they encounter a villager with (more or less) useful information about the keep. To determine the information known by the villager, consult the Keep Rumor Table below, and roll as follows:

Information Level A = 1d6

Information Level B = 1d10

Information Level C = 1d20

If you wish, choose specific information instead of rolling randomly.

### Keep Rumor Table

**1-2:** Villager claims to know something useful, "but I have to work so hard to make money to buy food, my memory's gone all cloudy." If the party gives a bribe of at least 1 gp (or the equivalent in goods), roll again on this table, treating any roll below 7 as 7.

**3-4:** Says the keep is a dangerous place, but has no specifics. "I've just heard it's supposed to be bad." He says he'll pray for their safety.

**5:** "It's haunted. It's filled with ghosts and evil spirits. They hate the living."

**6:** "Somewhere inside is supposed to be a king's fortune in gold and jewels."

**7:** "The man that built it—I don't know his name—experimented with poison. Some of the poison seeped into the ground and permanently contaminated the ground around the keep."

**8:** "The keep belonged to a wizard by the name of Wolover. He lived there over a hundred years ago, I heard. He was experimenting on insects, I think."

**9:** "Wolover was a great wizard, but he was also a great farmer—at least, that's what I hear."

**10:** "I don't know who built the keep or why, but I know this: Everybody who goes near it never comes back."

**11:** "Of course the keep's haunted. But it's not the only haunted place around here. You ought to check out Garnerr. That's where undead walk the forests." If asked, the villager gives directions to Garnerr.

**12:** "The keep was built by a mage named Wolover, hundreds of years ago. He was a farmer who tried to find ways to get rid of bad insects and make crops grow faster. Don't know if he ever came up with anything."

**13:** "I had a friend of a friend who went up there once—can't remember his name. Anyway, he said that you could hear a humming noise coming

from the top floor. Sounds like ghosts to me!"

**14:** "My great-grandfather told me about how a couple of hundred years ago, there was a big earthquake that shook the earth for a hundred miles. It knocked down trees and opened big cracks in the ground. He said it was caused by the ghosts in Wolover Keep." (Actually, it was caused by Ice-lia, as she hollowed out areas deep beneath the Veilstone Peaks to create her labyrinth. The villager's sense of time is much exaggerated; this happened less than a century ago.)

**15:** "Up until the day he died, my father claimed that he saw a ghost up near the keep. He said it looked like a giant cockroach with a human skull for a head. The thing just cackled at him, then disappeared." (If the PCs show this villager the lichling corpse from the Prologue, the villager shudders and says it looks exactly like the ghost his father described.)

**16:** "Many have gone to the keep looking for treasure, but none have returned. The greedy fools deserved their fates. Don't you think that if the keep held treasure that someone would have found it a long time ago? I don't think there's anything in there."

**17-18:** If the PCs ask the right questions, the villager answers as follows, and also supplies directions to the indicated villages.

**What do you know about undead walking the streets of Garnerr?:** (The PCs may have heard about this in response 11 above.) "It's true. Every day at dawn in the forest north of the village."

**Where can we find out about Amry Wolover?:** "In Bedford. His hometown. I think he's still got relatives there."

**Where's the best place to buy goods?:** "Terrinton has the best selection in the area."

**Where's the best place to buy weapons?:** "There's a weaponsmith in Anster named Eveneye. Just ask around."



# Chapter 1: Squirrels and Wasps

**Where's the best place to hear gossip?:** "I'd try Redronde. The best gossips this side of Cormyr live there."

**19-20:** If the PCs ask about any of the areas listed below, the villager answers as follows.

**Area 11—Lilac Pond:** "That's a poison pond. Drink one drop, and you'll fall where you stand."

**Area 14—Roster of the Dead:** "That was started years ago, by the people of Bedford, I think, as a memorial to all the people who ventured into the Veilstone Peaks and never returned."

**Area 13—Zone A or Area 15—Zone B:** "For ages, people have talked about experiencing visions of wealth when they went up the mountains. The ones that followed the visions never came back. I don't think there's any treasure up there—at least, no one's ever found any, to my knowledge."

## The Chosen PC

At various points in this and subsequent chapters, a single player-character referred to as the "Chosen PC" will experience a specific phenomenon as described in the text. Pick a player, or roll randomly, to determine the Chosen PC. Select a new Chosen PC whenever a new Chosen PC phenomenon is indicated.

The Chosen PC should be a character who has exhibited greedy tendencies in the past, or a character who you believe has an exceptional interest in treasure. If none of the PCs fit this description, choose any PC whom you wish to take a more active role in the adventure.

## ENCOUNTER KEY—VEILSTONE PEAKS MAP

### 1. Meeting Place

Here in this hilly area, the party met Balko Verdemeer in the Prologue.

### 2. Trail

Because there is little interaction among the communities, the trails in the Veilstone Peaks regions are seldom traveled. However, at your option, the party may encounter 1d4 villagers (use generic villager statistics). They may be hunters, families on an outing, or religions pilgrims communing with nature, as you prefer.

The villagers have Information Level A. If asked, the villagers give directions to their home village (the nearest village, or a village of your choice).

### 3. Terrinton

Population: 1,400      Goods: 50 gp  
Information Level: B

Thanks to their relatively fertile farmlands that produce dependable harvests of apples, grapes, and other fruits, Terrinton is the most prosperous village in the area, with the widest variety of goods for sale. However, they have no weapons for sale other than those priced at 10 gp or less on the Equipment Lists in Chapter 6 of the *Player's Handbook*. If the PCs ask any merchant where to purchase weapons, they are directed to the village of Anster. "Ask for the weaponsmith, Eveneye."

### 4. Melcher

Population: 870      Goods: 10 gp  
Information Level: C

This village is strangely calm. Most of the streets are empty, and the few villagers in evidence look drawn and sullen. Black candles burn on the doorsteps of many of the homes. If the PCs ask a villager what's going on, he explains that the residents are grieving the loss of their beloved administrator, a skilled diviner named Xamine (ZAM-min). "Insects destroyed our crops this year," sniffs the

villager. "We faced starvation. Xamine went to Wolover Keep to search for the treasure. He was going to use the treasure to buy food for us. He left thirty days ago and has not returned."

If the PCs offer to search for Xamine, the villagers gratefully accept. The villagers describe Xamine as a 50-year-old male who wears an eye patch over his left eye and a silver medallion around his neck; the medallion is shaped like an eagle's head. The villagers have no other information about Xamine, except that about three months ago, Xamine held several private meetings with a stocky human who carried an axe that glowed green in the dark. (The PCs may recognize the description of Lenzmin Tier from the Prologue.) The villagers don't know what the meetings were about.

Just for offering to search for Xamine, the villagers give the party a plate of black cookies made from herbs and powdered minerals. According to the villagers, the cookies cancel the effects of any poison. There are six cookies; eating a cookie has the same effect as a *neutralize poison* spell. Xamine prepared the cookies before he left and gave them to the villagers as a gift. If the PCs locate Xamine, or return with his medallion, the villagers promise them samples of other magical cookies.

As will be seen in Chapter 3, Xamine is dead. (He was conferring with Tier about strategies for entering the keep. Both men had misinformation that led them wrong.) If the PCs return Xamine's medallion to Melcher, the villagers make good on their promise and give them six green cookies, each of which functions as a dose of *potion of extra-healing*. These cookies were also prepared by Xamine.

### 5. Fishing Boys

If the PCs enter the area on the map enclosed by the dotted line, they encounter two boys (use typical villager



# Chapter 1: Squirrels and Wasps

statistics) with fishing poles slung over their shoulders. The boys' names are Garf and Terrett; they live in Hetchit. The affable boys ask the PCs their names, their homes, and why they're in the area, speculating that such impressive-looking characters must be on a very important mission.

The boys have no particularly useful information for the party (they are of Information Level A), but if the party asks them anything about fishing, the boys tell them that the best place to fish in the area is Doff's Lake. "Whatever you do, stay away from Lilac Pond—it's poisonous. You can get hurt just from breathing the air." If asked, the boys offer directions to Hetchit, Doff's Lake, and Lilac Pond.

## 6. Hetchit

Population: 610

Goods: 10 gp

Information Level: A

Hetchit is a small, dirty village

where streams of sewage run through the streets and the rancid air reeks of rotting garbage. There is nothing of particular interest here. However, the villagers aren't particularly good at bartering; for any available item, they accept half the price on the Equipment Lists in Chapter 6 of the *Player's Handbook*.

## 7. Doff's Lake

This clear lake is thick with game fish: pike, bream, loach, and innumerable minnows. Any PC fishing in the pond does so as if he or she has Fishing proficiency. A PC who actually has Fishing proficiency catches twice as many fish as normally allowed (see Chapter 5 in the *Player's Handbook*).

## 8. Anster

Population: 870

Goods: 5 gp

Information Level: B

A wooden fence surrounds this poor but neatly kept village. Chickens, goats, and other farm animals roam freely in the streets.

The party may inquire about the availability of weapons in this village; they might have learned about a noted Anster weaponsmith as a result of a roll on the Keep Rumor Table or by inquiring in Terrinton. They are directed to a shack on the outskirts of town. This is the home of Eveneye (use exceptional villager statistics), an immensely overweight man about 60 years old, with thin lips and squinty eyes. Eveneye proudly says that each of his weapons is hand-made from oak and is more effective than conventional weapons.

It takes the weaponsmith two full days to make any one weapon. He can make any of the following at the given price (non-negotiable); each does the listed amount of damage. The PCs can order as many weapons as they like, but they must pay in advance.





# Chapter 1: Squirrels and Wasps

## Eveneye's Weapons

Weapon	Price	Damage
Eveneye's club	10 gp	1d6+1
Eveneye's mace	15 gp	1d6+2
Eveneye's javelin	15 gp	1d6+2

## 9. Garnerr

Population: 1210      Goods: 30 gp  
Information Level: A

Among the area's larger villages, Garnerr is surrounded by forests of oak trees, which the villagers use to manufacture a variety of simple products, including carts (30 gp), furniture (tables for 5 gp, chairs for 2 gp), and small chests (2 gp).

The PCs may ask a villager about undead that supposedly lurk in the forest north of town; the party may have heard such rumors as a result of a roll on the Keep Rumor Table. The villager becomes anxious. "You've heard right," he whispers. "At sunrise, watch the woods just north of 'King' Jenzen's house. A zombie will come out!" No one has a good description of the zombie, and no one will go near the area where the zombie allegedly appears.

If the PCs go to 'King' Jenzen's home—a modest wooden structure north of town, about 50 yards south of a thickly wooded area—he welcomes them graciously. A pig-faced man of about 40 years with beady eyes and a thin moustache (use exceptional villager statistics), Jenzen is a self-proclaimed king; unlike other administrators in the Veilstone Peaks villages, the rule of Garnerr is passed from father to son. However, Garnerr is essentially self-ruling, since Jenzen remains in a drunken stupor most of the time.

Jenzen listens passively to whatever the party has to say, more interested in savoring the wine in his silver goblet than engaging in conversation. Jenzen is attended by his aide, a 50-year-old priest named Lynce. The priest wears dark peasant clothes,

and he remains silent throughout the party's audience with Jenzen.

**Lynce:** 2nd-level priest; AL NG; AC 10; MV 12; hp 7; THAC0 20; #AT 1; Dmg 1d4 (staff). Spells: 1st Level: 2.

If asked about the keep, Jenzen says he knows nothing about it. "It's supposed to be haunted. But who knows? Or cares?" If asked about sightings of undead in the area, Jenzen shrugs and says such reports are absurd. Lynce has nothing to add. The party learns nothing useful at this time.

If the PCs investigate the king's grounds at dawn, they notice that shortly after the sun rises, Jenzen pokes his head out the north window of his home and aims a silver rod towards the forest. If the PCs approach and ask what he's doing, Jenzen tells them it's none of their business.

If the PCs continue to watch, they notice a robed figure appearing on the edge of the forest. Jenzen aims his rod at the figure. A beam of light flares from the rod and strikes the figure, who clutches his chest and collapses. Satisfied, Jenzen disappears into his home. If the PCs later approach Jenzen, he again refuses to discuss his actions.

If the PCs take no actions, but return the following morning, this scene plays out as described, as it does every morning.

If the PCs investigate the woods within 10 rounds after the figure collapses, they see that the figure has risen from the ground and is trying to sneak away; the PCs can easily intercept him. If more than 10 rounds elapse, the figure loses himself in the woods and eludes capture. (The PCs can also easily intercept the figure before the king blasts him with the light beam.)

A hood conceals the figure's face; if the party uncovers him, he is revealed to be Lynce. With the slightest coercion from the party, Lynce con-

fesses that he plays out this ruse with the unknowing Jenzen every morning.

"About five years ago," he explains, "the king got it into his head that he'd lost the respect of the villagers. He decided the best way to earn their respect was to make them fearful, and the best way to make them fearful was to execute one of them at random each morning.

"I couldn't talk him out of it, so I constructed a phony magical weapon for him that blasts beams of harmless light. Every morning, I appear in the woods, and Jenzen thinks I'm one of the villagers—he's always too drunk to know the difference. He shoots me and I pretend to die. Afterwards, I sneak back to the house." Lynce adds that a real villager must have observed him rising one day, which is how the rumors of undead walking in the woods got started.

Lynce begs the party not to reveal the truth to Jenzen. "It's a harmless ruse. You've got nothing to gain by exposing me." If the party promises not to tell Jenzen, Lynce tells them anything he knows. "I'm a student of history. I know more than most people." If the PCs swear not to expose Lynce, and if they ask the right questions, Lynce furnishes the following information:

- Amry Wolover was a wizard of unparalleled skill engaged in agricultural research that he hoped would lift the entire Veilstone Peaks region out of poverty. "He was a good man with a good heart."
- One of Wolover's pet projects was finding a way to control pests. "He was working on two methods. One was to create a powerful poison that would kill insects and other pests. The other was to develop a species of predator insects that fed on insects harmful to the crops. Neither method worked."
- No one knows what happened to Wolover. "He never left his keep."

# Chapter 1: Squirrels and Wasps

Perhaps he's still there."

If the PCs betray Lynce to Jenzen (if they go back on their word, or refuse to make the promise in the first place), Jenzen rejects their explanation; nothing can convince him that the trusted Lynce is disguising himself. Before the party leaves, the vengeful Lynce tries to cast *destroy water* and *putrefy food and drink* on their supplies. If the party protests, Lynce denies responsibility and Jenzen defends him.

## 10. Redronde

Population: 840      Goods: 10 gp  
Information Level: See below

Sparse grain fields surround this village of small but well-constructed wooden shacks. All villagers in Redronde have been mobilized to construct an intricate network of irrigation ditches to expand the village's agricultural prospects, a project they are struggling to complete before winter. The hard work has put everyone in a bad mood.

If the PCs interview the villagers, roll 1d6 once per hour on the Keep Rumor Table (Information Level A); this information is given grudgingly, as if the villagers can barely tolerate the intrusion of the PCs. However, if the PCs volunteer to pitch in, the villagers' attitude changes dramatically. For every hour the party spends digging the ditches alongside the villagers, roll 1d10 and add 10 to the result when consulting the Keep Rumor Table. The now-friendly villagers are more willing to share their choicest bits of information and gossip.

## 11. Lilac Lake

This is a still lake of slightly yellowed water that emits a powerful aroma of lilacs, noticeable from as far as 100 yards distant, growing stronger as the party nears. A 60' ring

of blackened earth surrounds the lake. The black earth appears to have been scorched by fire.

Centuries ago, Amry Wolover dumped the results of a failed experiment in the lake, an attempt to create a chemical that would kill farm pests. The lake was permanently polluted by the magical chemical.

Any PC who comes within 20 yards of the lake must save vs. poison or fall unconscious, succumbing to the fumes. The character immediately suffers 2d4 damage, plus 1d4 damage each round thereafter until moved out of the black earth area. If the water contacts any PC's skin, the PC must save vs. poison or die; a successful save still means 3d6 damage.

## 12. Bedford

Population: 580      Goods: 5 gp  
Information Level: C

This is a village of stone huts built in the foothills of the Veilstone Peaks. The villagers farm small plots of potatoes and peas in the rocky soil.

If the PCs ask about living relatives of Amry Wolover, villagers direct them to a home about a mile west of town. "That's Arlin Wolover's place. You can't miss it. Just look for the birds."

The villagers' directions lead the party to a small stone hut built against the side of a barren hill. The tall trees surrounding the hut at first glance appear to be lush with brown leaves, but closer inspection reveals that the tree limbs are covered with hundreds of tiny brown birds. A successful Intelligence check identifies the birds as canaries. The canaries eye the party impassively. If the PCs disturb the canaries, they flutter away, only to return to the trees moments later.

A smiling old man, at least 80 years old (use typical villager statistics), waves at the party from the doorway. Wisps of white hair cover his head. A pair of canaries perch on his shoulder. "Visitors!" he exclaims. "Or per-

haps you're shoppers? Can I interest you in a fine . . . *canary*?"

The man introduces himself as Arlin Wolover, then asks the party's names and homelands, accepting whatever information they care to offer. He welcomes them inside his cluttered home, filled with perches and bird cages. Canaries are everywhere, and the room reeks of droppings.

Arlin is honest, friendly, and welcomes the company of the PCs, conversing with them freely regardless of whether they buy a canary (5 cp each). If the PCs asks the right questions, he supplies the following information:

- He is indeed the descendant of Amry Wolover. "The last one, as far as I know. And if I don't hurry up and find me a wife, there won't be any more."
- Amry was a great wizard and a great farmer. Arlin doesn't know much about Amry's agricultural research, except that some of it sought a way to increase the birthrate of animals. "That's where all of these canaries came from. Amry's cousin, Laudan, who built this place, loved canaries. Amry gave him a mated pair of birds that were treated with some kind of special formula. The birds bred like crazy. In fact, all of these birds descended from that original pair." Arlin shows the PCs a canary nest that contains about 50 tiny eggs. "They lay that many every few weeks." The eggs and canaries radiate slight magic.
- If pressed, Arlin admits the canaries aren't worth much. They don't sing, they're too scrawny to eat, and they usually don't live longer a few months. "Which I suppose is a good thing. Otherwise, I'd be overrun with them."
- Amry built Wolover Keep as a place to conduct his research in private. "I don't know what happened to him, but it had to be something



# Chapter 1: Squirrels and Wasps

bad. The place is crawling with ghosts now—at least that's what I hear."

- Rumors have spread for decades about the treasure supposedly hidden in the keep, but nobody has ever found any. "That's why Bedford is as small as it is. Everybody went looking for treasure, and none of 'em ever came back." He describes a mountain cliff that lists the names of hundreds of treasure hunters who never returned, inscribed in the cliff by their families. If the PCs ask, Amry gives them general directions to area 14.

## 13. Zone A

Shortly after the party enters this area, the Chosen PC sees what appears to be the glitter of gold in a pile of stones about 20 yards distant. If the party investigates, they see no signs of the gold.

The gold was an illusion generated by the supernatural forces within the area, created as a lure to draw the greedy closer to the keep. This illusion attracted Cord Shoddar, Balko's traitorous aide (see Prologue).

## 14. Roster of The Dead

The face of a stone cliff has been inscribed with hundreds of names. From the condition of the inscriptions, some appear to have been carved decades ago; others are clearly recent. Residents from the village of Bedford have been carving these names for generations as a memorial to those who went into the Veilstone Peaks in search of treasure and never returned.

None of the names has particular significance to the party. However, if a PC studies the roster for two consecutive rounds, he notices that his own name is listed. If he looks away, or summons a companion to look, he can no longer find his name. Only one PC experiences this phenomenon, not

necessarily the Chosen PC. The phenomenon is a result of the supernatural forces permeating the area.

## 15. Zone B

Shortly after the party enters this area, the Chosen PC collapses to the ground and lapses into unconsciousness (no saving throw). He can be revived by a slap from a companion, water in the face, or similar stimuli.

While unconscious, the Chosen PC experiences a vivid vision of an immense golden door studded with black diamonds. Three keyholes are centered the door. The door swings open to reveal mountains of diamonds, emeralds, and other precious gems. (As with the Area 13 illusion, this vision is intended to draw the greedy closer to the keep.)

## 16. Burial Mound

Near a grove of leafless trees is a mound of earth. This covers the remains of the soldier and his mount discovered by Balko Verdemeer's men (see the Prologue). The remains are a human corpse and a horse corpse; both bodies have been clawed and shredded, as if attacked by a vicious animal. There is nothing of interest buried with the bodies.

A few yards from the grave is an 8 inch-diameter hole in the side of a granite hill. This is where the lichling emerged that attacked the horse and rider. If the PCs examine the hole, they see claw marks defacing its circumference. The PCs cannot determine what type of creature made the claw marks.

If the PCs can enter the hole (perhaps by consuming a *potion of diminution*), they discover an intricate tunnel network that winds deep into the earth. Following the tunnel system proves futile; the empty tunnels twist and turn for dozens of miles. (The lichling found its way to the surface world by traveling through this tunnel system from the stronghold

below the keep.)

## 17. Empty Fields

These sprawling acres of tilled soil are primarily notable for their utter lack of vegetation; not a single blade of grass nor the tiniest weed grows here. Some areas smell faintly of lilac, some of cinnamon, and some of alcohol.

Wolover used these fields to test his various magical pesticides and fertilizers. Though the fields aren't poisonous, the earth is so contaminated that no plants can grow here.

## 18. Wolover's Keep

An icy wind chills you as you stare at the old stone tower before you. It looks empty, dark, and grim as a crypt. Its windows are shattered. The tarnished copper door is closed.

Though the keep once comprised numerous buildings, only the central tower remains somewhat intact; the rest of the keep consists of crumbled walls filled with rubble and debris. Behind the keep is a well shaft 500' deep, once the keep's main water supply, now dry and useless.

The black granite tower is about 150' in diameter and many stories tall, but only the first four levels are accessible (see below); the rest are ruined. There are 4'x4' broken windows on all but the first floor. PCs able to climb walls can scale the side of the keep and enter any window. Otherwise, the party may open the copper door, the only ground entrance to the tower. (See #1 on the key below.)

When the PCs enter the keep, continue with the Wolover's Keep Map Key.

# Chapter 1: Squirrels and Wasps

## ENCOUNTER KEY—WOLOVER'S KEEP

### General Information

Amry Wolover built the keep several centuries ago to serve as both his home and a laboratory in which to conduct his magical research. The tower is made entirely out of granite, except for the interior wooden doors. The doors are splintered and rotten. Those not already ajar are unlocked and easily opened.

All objects of value are long gone, taken by looters or rendered useless by the ravages of time. Hundreds of would-be treasure hunters have been drawn to the keep over the ages, most of whom have disappeared through the gate in the basement (see below), never to return. A close examination of the floor throughout the tower reveals numerous scuff marks, made by the boots of previous intruders.

The air is cool, damp, and musty. There are no light sources, natural or otherwise. Except where indicated, the tower is as silent as a tomb.

### LEVEL 1

This level contains Wolover's living quarters. Within a few rounds after the party has entered this level, they hear intermittent scratching sounds coming from above, as if clawed creatures were trying to dig through the ceiling. (A pair of giant squirrels is making the sounds. See the Level 2 section for details.)

#### 1. Copper Door

The tarnished copper door is featureless, except for a single thick ring, about a foot on diameter, on the right side. Any PC who succeeds in a Strength check pulls open the door; any two PCs working together can pull open the door automatically. The cop-

per hinges squeak loudly as the door opens. Musty air drifts out from inside, stale and cold. The interior is pitch black.

#### 2. Entry Way

This room is empty, except for a pair of 1'-tall ivory statues in the upper corners of the north wall. The statues resemble tiny humans with bloated bellies, leathery wings, and spindly arms ending in long claws. The statues beat their wings, wave their arms, and clack their teeth when the party enters; however, they don't move from their corners.

Originally, Wolover constructed these statues to attack any unauthorized visitors, but over the centuries their enchantments have waned. Now incapable of conducting attacks, they can do nothing but clack and wave.

#### 3. Cloak Room

Three empty iron hooks extend from the wall that Wolover used to hang his coats. A filthy, ragged garment lies crumpled in the southwest corner. This is a cloth waistcoat, rotted and torn. A pattern of small circles covers the garment; Wolover favored this pattern.

A small black key is in the left pocket; the iron key is covered with rust. The key doesn't fit any lock in the keep; it's one of three keys needed to unlock the treasure room door in Chapter 3. (Every treasure hunter takes this key, but it returns here after the hunter meets the customary doom. Icelia has made this enchantment undetectable.)

#### 4. Wood Room

Wolover used this room to store cords of wood to fuel his furnace (Area 5), but now nothing remains but a small pile of moldy sawdust.

#### 5. Furnace

This is a spherical iron furnace, fu-

eled by wood, that Wolover used to heat the tower during the cold months of winter. An exhaust tube leads through a screened hole in the west wall to expel smoke. Three thick iron rods, now covered with rust, extend upward through the tower. The rods were enchanted to conduct heat, but the magic no longer functions. If the party starts a fire in the furnace, this level warms up, but the upper levels don't.

#### 6. Study

Used by Wolover as a study, most of this room has been destroyed by looters and the passage of time. Against the south wall are what originally were chairs, tables, and bookshelves; they're now little more than piles of sawdust and rotten planks.

Against the west wall, Wolover's large oaken desk has survived more or less intact. But all the drawers have been pulled out and demolished, their contents—pencil stubs, broken glass, a few buttons, some rotted and indecipherable parchments—scattered on the floor. Likewise, a large bookshelf next to the desk has been toppled, the contents—books, parchments, notes—piled in the northwest corner; the pile now resembles a mound of black sludge, interspersed with planks of rotten wood and a few illegible scraps of parchment that haven't completely rotted away.

If the party disturbs the debris pile, they arouse a nest of immature megalocentipedes, who scramble from the debris and try to bite random PCs. The young megalocentipedes, each about a foot long, fight to the death but will not leave this room.

**Young megalocentipedes (6):** Int non; AL N; AC 7; MV 15; 2 hp each; THAC0 20; #AT 1; Dmg nil; SA poison (bitten victim must save vs. poison or suffer 1d6 acid damage); SZ T; ML 5; XP 35.



# Chapter 1: Squirrels and Wasps

Two rounds after the PCs disturb the young megalocentipedes, the mother megalocentipede who was scrounging for food in the library (area 7) scuttles through the north door of the study and attacks the PCs for threatening her babies. The megalocentipede fights to the death, pursuing anywhere in the keep.

**Adult megalocentipede:** Int animal; AL N; AC 5; MV 18; HD 3; hp 21; THAC0 17; #AT 1; Dmg 1d3; SA poison (bitten victim must save vs. poison, failure means death, success means 2d4 acid damage); SZ M; ML 10; XP 175.

If the PCs defeat the centipedes and search the debris pile, they may discover several interesting documents, each specially treated by Wolover to withstand the passage of time. It takes 10 rounds of searching to locate each document:

- Some general notes about an experiment involving the accelerated growth of farm animals. Though the details are vague, the experiments apparently were failures.
- Notes about a project to develop predator insects to feed on insects harmful to agricultural crops. Below these notes is a diagram for the construction of a rod that the notes say will "disperse swarms of all insect life. Keep near hatchery for emergencies." The rod, about two feet long, appears to be made of gold with a white pearl on the end. The party can't manufacture such a device from these sketchy notes.
- A scrawled note with the word **IMPORTANT** written in large letters across the top. Underneath is written **SUBSTANCE 2C/XA NEGATES SUBSTANCE S3/A**. (These substances are experimental materials, stored elsewhere in the keep. Substance S3/A is a highly poisonous experimental fertilizer and

pesticide combination. Substance 2C/XA negates the effects of the S3/A poison.)

## 7. Library

If the party didn't disturb the debris pile in area 6, the megalocentipede lurking in this room attacks as soon as the PCs enter (see area 6 for details).

Wooden bookshelves once lined the walls of this immense room from floor to ceiling, but all have been toppled and smashed. The remains of hundreds of books are strewn on the floor, their pages crumbled to dust.

If the PCs look through the mess, they find a few reasonably intact leather covers that indicate the type of books kept here. Typical titles include *The Gentleman Farmer*, *Modern Alchemical Fertilizer Techniques*, *Merk's Guide to Animal Husbandry*, and *Chickens: From the Egg to the Dinner Table*.

## 8. Personal Quarters

Scattered about this room are the broken and rotten remains of a small night stand, a featherbed and several cotton blankets, and a wooden chest. There is nothing of interest.

## 9. Closet

There are several iron hooks imbedded in the wall, all empty. Several filthy shirts and pairs of torn cotton trousers are strewn on the floor, all emblazoned with small circles.

## 10. Lavatory

This room contains a broken wooden table, a cracked ceramic chamber pot, a rusty metal wash basin, and nothing of interest.

## 11. Kitchen

Broken cups, plates, and goblets fill the floor, along with an assortment of dented pots and kettles. A wooden cupboard has been tipped and

smashed. Splintered shelves dangle from the walls. There is nothing here of interest.

## 12. Pantry

This storage area for food and spices is as thoroughly devastated and uninteresting as the kitchen.

## 13. Trapdoor

In the middle of the floor is a 5 foot-square trapdoor with a rusted iron ring in the center. If any PC lifts the ring, the door opens easily; a strong aroma of oranges wafts from below. Springs attached to either side of the door from below automatically close the door if no one holds or props it open. Minor magic has kept the trapdoor functional over the decades.

The trapdoor leads to a granite stairway. If the PCs take the stairs, proceed to the Basement section, below.

## 14. Stairway

This stairway leads up. If the PCs take the stairs, continue with the Level 2 section.

## LEVEL 2

This level contains the laboratory where Wolover conducted much of his research. As soon as the party enters this level, they hear a faint buzzing sound coming from above. The buzzing persists as long as the party remains on this level. (An immense swarm of wasps is the source of the buzzing. See the Level 4 section). The PCs no longer hear scratching; the squirrels in area 3 have stopped moving.

## 1. Stairway

These stairs lead down to Level 1. At the top of the stairs is a dark stain, resulting from streams of liquid seeping from the doorway above. Close examination reveals the liquid to be



## Chapter 1: Squirrels and Wasps



dried blood. (The source of the blood is the body in area 2.)

### 2. Wash Room

Against the north wall stands a wooden table containing a rusty metal wash basin, an empty glass pitcher, and a few soiled cotton rags. Sprawled on the floor is the corpse of a man lying in a pool of dried blood, which has seeped through the east door and trickled down the stairs. The corpse is torn and shredded, as if attacked by a large animal. If the PCs listen near the west door, they hear nothing.

The corpse is a man, about 40, with long blonde hair. He still clutches a shield bearing the emblem of a purple dragon. This is Cord Shoddar, the missing aide of Balko Verdemeeer, whom the PCs learned about in the Prologue. When the squirrel in area 3 attacked him, he tried to flee, but dropped before he could get to the stairway. The squirrels lost interest in

him and didn't pursue.

On the body are a short sword, a dagger +1, and a bag containing 21 gp, 40 sp, and a turquoise chunk worth 30 gp.

### 3. Laboratory

This large room is where Wolover performed many of his experiments. Clinging to the east wall, almost near the ceiling, is a gray squirrel, nearly 10' long. (A second squirrel lurks in room 8.)

These were once normal squirrels that came through the west window in search of food. The creatures made a nest in room 8. After they nibbled on the contaminated bones in the dissection room (see area 4), the magical chemicals retained in the bones caused the squirrels to grow. They eventually swelled to their current size, becoming extremely vicious in the process.

**Modified gray squirrels (2):** Int

animal; AL CN; AC 6; MV 15; HD 7 +2; hp 51 each; THAC0 13; #AT 3; Dmg 2d4/2d8/2d6; SA +1 attack bonus due to extreme viciousness; SZ L; ML 12; XP 650.

As soon as a PC enters this room (whether by door or window), the squirrel on the wall drops and attacks, slashing and snapping at random PCs. Two rounds later, the squirrel from room 8 joins its companion the attack. The squirrels fight to the death, pursuing the party anywhere in the keep.

The laboratory floor is littered with smashed flasks, bottles, and tubes. All the glass is dark green; the opaque glass prevented chemicals from becoming inert as a result of exposure to light. Various colored powders, herbs, and salts surround toppled metal shelves near the west wall. Two large marble tables are discolored with light stains that smell vaguely of vinegar, sulfur, and charcoal. Three



# Chapter 1: Squirrels and Wasps

iron rods rise from the floor in the southwest corner and extend to the ceiling. These rods extend from the furnace on Level 1; the heating rods are no longer functional.

There is nothing of interest here.

## 4. Dissection Room

Here Wolover dissected experimental animals. The room contains a metal table splattered with dark stains (an Intelligence check identifies them as blood stains); a shelf containing a few metal probes and clamps (an Intelligence check identifies them as dissection tools; anything usable as a weapon is long gone); and a toppled metal barrel, its contents spilled on the floor.

In the barrel are bloodstained rags, broken probes, and a few gnawed bones. An Intelligence check identifies these as chicken and frog bones. However, the bones are several times the size of normal bones.

These are bones from experimental animals that Wolover treated to grow larger than normal. The bones retain traces of chemical residue, but not enough to affect the PCs; chewing on these bones caused the transformation of the squirrels in area 3.

## 5. First Aid Room

Used to store Wolover's first aid supplies and other materials, this room is a jumble of debris: broken tables, shattered green glass, and shredded cotton toweling. A marble table like the one in area 3 stands against the east wall.

The debris includes blunt scissors, medicine droppers, chunks of soap, and small burlap bags. One bag, labeled 2C/XA, contains four small yellow pellets that smell like fresh oats.

This is an antidote for the S3/A lilac poison, described in area 6. A pellet consumed within five rounds after exposure to S3/A poison—presuming the victim is still alive—negates all effects of the poison, and all hit points

lost as a result of exposure to the poison are immediately recovered. Also, eating a pellet immunizes a character against all effects from S3/A poison for the following 1d4 turns.

## 6. Storage Room

This room was used to store experimental fertilizers and insecticides. The rusted metal shelves now lie useless on the floor, surrounded by fragments of broken jars and flasks. The liquid contents of the flasks have all evaporated, and the solid contents, which lie scattered about the floor, are now inert dust.

A toppled metal barrel in the east corner contains a violet residue in the bottom. The residue has the texture of cotton and smells vaguely of vinegar. The material is derived from rain clouds, which were magically treated to permanently solidify. Wolover infused the material with fertilizers, which he believed would not only facilitate plant growth, but would also protect the plants from drought. The experiment was a failure. Icelia adapted this material for a section of the second level of her stronghold; see Chapter 3.

Many glass fragments still bear labels, all seemingly random combinations of letters and numbers that Wolover used to identify the contests. One of the fragments bears the label S3/A; it smells faintly of lilacs. The PCs feel slightly dizzy but otherwise suffer no ill effects from smelling the lilac fragment.

(The S3/A designation stands for a powerful poison; a derivative of the lilac poison that caused the pollution of Lilac Lake—see area 11 of the Veilstone Peaks Map. The 2C/XA pellets in room 5 act as an antidote for this poison.)

## 7. Stairway

This stairway leads up to Level 3.

## 8. Nest Room

Another former storage room, this area was demolished by the two giant squirrels (see area 3), who have been using it as a lair. Amid the broken green glass and twisted metal shelving is a pile of rags and debris, the squirrels' nest. The nest contains 14 cp, 9 sp, 5 gp, and a *ring of warmth*, brought here from the outside world by the squirrels.

## LEVEL 3

On this level Wolover conducted many experiments in horticulture. As soon as the PCs enter this level, they notice that the buzzing sound coming from above is much louder. The buzzing persists as long as the party remains on this level. (An immense swarm of wasps is the source of the buzzing. See the Level 4 section.)

### 1. Stairway

These stairs lead down to Level 2. The stairs leading to Level 4 are impassable, blocked with rubble and debris.

### 2. Laboratory

Several long tables stretch across the room, filled with rows of clay flowerpots. The pots contain only black earth; some of the pots smell faintly of lilac, sulphur, and cinnamon (results of experimental pesticide and fertilizer treatments). A huge metal box of earth stands near the southeast corner. A collection of larger pots is located near three iron rods rising from the floor in the southwest corner. The pots were used to grow small trees, but now contain only black earth; the rods extend from the furnace on Level 1 and are no longer functional.

Against the north wall is a 10' diameter glass lens, about 2' thick. A wide crack extends the length of the lens. The lens was once enchanted to pro-

# Chapter 1: Squirrels and Wasps

duce artificial sunlight to nourish the plants. It no longer functions.

There are three 4' X 6' cabinets near the west wall (2a, 2b, and 2c), each made of rusted iron. All are enchanted with *wizard lock*. If *wizard lock* is negated, a cabinet opens easily. Otherwise, 25 points of damage breaks a cabinet open; assume the cabinets are AC 0.

**Cabinet 2a:** This cabinet contains a red velvet robe covered with small circles. Given to Wolover by his wife (before she died from pneumonia), it has only sentimental value.

**Cabinet 2b:** This contains several flasks of Wolover's favorite raspberry wine.

**Cabinet 2c:** The seams of this cabinet have been sealed with wax to make it airtight. The sides of the cabinet are icy cold.

The cabinet contains a sentient brown mold that Wolover accidentally created, a hybrid of various chemically treated fungi. Wolover magically drained the air from this cabinet and sealed the mold inside until he could figure out what to do with it. The inert mold has been here ever since.

If the cabinet is opened, the fresh air invigorates the mold, and it slithers out, seeking warm-blooded victims.

**Animated brown mold:** Int animal; AL N; AC 9; MV 6; HD not applicable; THAC0 17; #AT not applicable; Dmg see below; SA absorbs heat; SD killed by direct sunlight, ultraviolet light, *cone of cold* wand, and *disintegrate* (only other spells that affect it are plant-affecting magic and cold spells; *ice storm* and *wall of ice* cause it to go dormant for 5d6 turns); *ring of warmth* causes complete protection against its attacks; SZ M; ML not applicable; XP 420.

The mold resembles a patch of wooly brown carpet about 5' long, 3'

wide, and about an inch thick. Tendrils on its underside let it scurry along the floor. It can squeeze through small openings, such as the space beneath a door. It pursues the PCs relentlessly, attacking until destroyed. The mold drains 4d8 damage per round from all warm-blooded victims within 5'; it has greater speed and a better chance of attacking victims than normal brown mold. Unlike normal brown mold, torches, *fireballs*, and similar sources of fire do not cause it to grow in size.

## 3. Barrel Room

This room contains several large iron barrels. About half of them are filled with old dirt, the others with dried manure (used as a natural fertilizer). There is nothing of interest here.

## 4. Storage Room

Used to store lab equipment, this room is now a jumble of broken shelves, shattered green glass, and a few assorted gardening tools, including trowels, hoes, and spades, none of them suitable as weapons. There is nothing of interest here.

## 5. Stairway

These stairs lead down to Level 2 and up to Level 4.

## LEVEL 4

On this level Wolover bred his experimental insects and other research animals. The wasps (in area 2) were supposed to feed on insects that ate agricultural crops, but Wolover never succeeded in this goal. However, his efforts to increase their rates of reproduction were a resounding success: Centuries after Wolover's disappearance, the wasps continue to thrive and multiply and have now taken over this entire level.

## 1. Stairway

These stairs lead up from Level 3. As the party climbs the stairs from Level 3, the sound of buzzing grows ever louder.

The stairway ends at a closed door. If the PCs carefully open the door a crack, they can peek inside without angering the wasps inside (see area 2).

## 2. Wasp Room

Hundreds of thousands of red wasps fill this room, covering every square foot of the floor and walls, and swarming in thick clouds near the ceiling. Clusters of cellulose nests crowd the corners of the room, resembling broad towers of pear-shaped honeycombs made of innumerable tiny cells. Characters must shout to be heard over the roar of the buzzing.

Three iron rods covered with crawling wasps rise from the floor in the southwest corner and extend to the ceiling. These rods extend from the furnace on Level 1; the heating rods are no longer functional. Near the west wall about 3' from the floor is a metal cabinet (similar to the metal cabinets in Level 3). The cabinet is also crawling with wasps.

If the PCs don't enter the room, there is no danger. However, if the PCs wish to explore the room, they have to deal with the wasps.

The wasps are about two inches long, with powerful jaws and needle-like stingers. They are more vicious and somewhat harder than normal wasps.

**Combat Notes:** The wasps attack only when angered. Any violent disturbance angers them, such as an intruder stomping his way through the room, or an attack such as a hurled stone or a *fireball* spell.

The wasps attack as a swarm. They attack every character in the room, biting and stinging every section of exposed skin, even working their way



## Chapter 1: Squirrels and Wasps

inside openings in clothing. Victims of the wasp swarm are attacked automatically, suffering 3d6 damage each round. Also, victims are so disoriented that they suffer a -2 attack penalty and have movement rates reduced by 2/3.

The angry swarm pursues victims down the stairway (area 1) and anywhere in the keep, if the victims are foolish enough to leave the door open. If the door is closed (this takes one round), a few angry wasps may slip through, but not enough to do any significant damage.

A swarm remains angry for half an hour after the disturbance ends or after all victims have been killed or leave the area—for instance, if the PCs trap the wasps in this room, withdraw down stairway 1, and close the door behind them. When the half hour has passed, the wasps calm down and do not attack until disturbed again.

Because of the staggering number of wasps, damage inflicted on the swarm does not significantly affect its ability to attack. At your discretion, exceptionally formidable assaults against the swarm—such as a succession of *cloudkill* spells—may reduce their numbers so much that each swarm inflicts 1d6 or even 1d2 damage.

The PCs can minimize or avoid wasp attacks by the following methods:

- Smoke or fire scatters the wasps, but doesn't completely deter them. If the party fills the room with thick smoke, or if a PC carries a torch and waves it around, the angry swarm inflicts only 1d6 damage per round. Note that filling the room with smoke or waving a torch angers the wasps, causing them to attack.
- A PC who wears protective clothing that completely covers the body suffers only 1d6 damage per round from the angry swarm (the

wasps can enter the smallest openings in the clothing). Only a totally airtight covering provides complete protection.

- Spells such as *repel insects* offer protection.
- A PC who enters the room carefully and slowly can avoid angering the wasps, even though each step may crunch dozens of wasps. For every five rounds in the room, the PC must make a Dexterity check. If a check fails, the character stumbles and angers the wasps, and they attack. Because of the clouds of wasps in the air, airborne characters must also make Dexterity checks to avoid angering the swarm.
- A PC can paralyze the entire swarm by using the *rod of immobile insects* (see below and the appendix on page 62).

**Exploring the area:** The two rooms on the east side of this level (2a and 2b) used to hold spare cages and other supplies, but now contain only wasp nests, scraps of rotten wood, and small tangles of wire.

The room on the south side (2c) was used to breed other experimental creatures. Among the shards of broken fish tanks and scraps of shattered cages, the PCs find small bones and tiny husks. An Intelligence check identifies the remains as those of fish, leeches, butterflies, and worms.

Aside from the wasp nests, the only other objects in the main part of room 2 are dilapidated wire cages along the north and south walls (originally used to house the wasps) and a metal cabinet secured on the west wall about 3' from the floor. The 6' X 4' cabinet is made of rusty iron. It is also protected by a *firetrap* spell. Unless the *firetrap* is removed or negated, it explodes as soon as the cabinet is touched (the wasps can't trigger the *firetrap*). All those within 5' of the cabinet suffer 1d4 +20 damage (save vs. spells for half damage). The wasps suffer insig-

nificant damage, but the explosions anger them, and the swarm immediately attacks.

The cabinet opens easily. Inside are a bag of a dozen 2C/XA pellets (see area 5, Level 2 for details), a flask of raspberry wine, and a 2' long rod made of gold with a white pearl on the end.

The rod is a *rod of immobile insects*, which the party may have learned about in the study (area 6, Level 1). The rod has 13 charges. (See the "New Magical Item" appendix for details about the *rod*.)

### 3. Stairway

This stairway originally led to the upper levels of the tower but is now a heap of collapsed planks and sawdust. The upper levels are inaccessible and contain only rubble and debris.

## BASEMENT

As the PCs descend the stairs into the basement, the odor of oranges becomes more intense. Shattered barrels, empty crates, and toppled shelves lie against the walls; Wolover once used this whole area for storage. Icelia had other ideas.

Nearly the entire floor of the basement is filled with a circular pool of orange mist. Any PC who touches the mist pool instantly loses consciousness and disappears (no saving throw). PCs entering this *gate* continue the adventure in Chapter 2.

## Chapter 2: Goldfish and Turtles



### DM's OVERVIEW

This chapter details the first level of Icelia's stronghold. Consult the Stronghold Level 1 map on the color mapsheet.

### Goals

In this chapter, the PCs should learn the fate of (most of) the Sons of the Stone, and they find the mist pool at the bottom of the lake that leads to Level 2 of the stronghold.

### Physical Features

The encounters of this chapter take place in an immense cavern of jagged black granite filled with a deep lake. The temperature is about 65 degrees Fahrenheit. The humid air smells like a mixture of alcohol and sea water. Patches of fluorescent fungi cover the walls, illuminating the cavern in soft green light.

### ARRIVAL

Read the following after the PCs have disappeared into the orange mist in the Basement section of Chapter 1.

The smells of sea water and alcohol fill your nostrils as you gradually regain consciousness. You are sprawled on your backs at one end of a narrow granite bridge spanning an immense cavern. The ceiling is about 20 feet overhead. There are glowing patches of green fungus on the cave walls.

When your eyes adjust to the light, you see a golden door at the opposite end of the bridge, studded with what look like black gems.

You hear splashing water beneath the bridge. When you look over the edge, you see the surface of a lake 200 feet below. Hundreds,

maybe thousands, of human skeletons are floating in the water. You see flecks of gold among the bones.

Suddenly the ghostly image of a giant bat swoops from beneath the bridge, hovers briefly in front of you, then silently flies away.

The party has regained consciousness at the left side of the granite bridge (see map). All their equipment is still with them. They have been unconscious for only a few minutes (a side effect of the *teleport*).

What happens next depends on the party's actions:

- If the PCs try to cross the bridge, see area 1 below.
- If the PCs try to climb the walls, see area 3.
- Any PC who tries to explore the cavern by *flying* or otherwise moving in the air is attacked by the three ghost bats that constantly circle the cavern.



## Chapter 2: Goldfish and Turtles

**Ghost bats (3):** Int low; AL NE; AC 1; MV Fl 24 (B); HD 10; hp 65 each; THAC0 11; #AT 1; Dmg 3d8 (bite); SA piercing screech causes such pain that victims who fail to save vs. paralysis seek to cover their ears rather than fight (screech is effective to a 30' radius around the bat); SD can only be struck by +1 or better weapons; immune to *charm*, *sleep*, *cold*, *electricity*, and *death* spells; SZ G; ML 14; XP 3,000.

The ghost bats resemble translucent mobats; they have 30' wingspans and black, empty eyes. They attack with their paralyzing screech, then with their huge fangs. They cannot be turned by clerics.

The ghost bats always remain airborne, and don't attack PCs who are on the bridge, climbing the walls, or in the lake. The ghost bats fight until destroyed, or until all airborne PCs return to the bridge, enter the lake, or cling to a wall; a PC who leaves the safety of such an area is attacked again. Otherwise, the ghost bats remain a safe distance from the party.

- A PC who jumps off the bridge suffers 12d6 damage from the fall. The surface of the lake is thick with bones; striking the bones accounts for most of the damage. Alternately, a PC could secure a rope to the bridge and rappel down to the lake; there are enough jagged edges on the bridge to secure a rope. If the rope doesn't quite reach the surface and the PC has to fall the rest of the way, the PC suffers 1d6 damage for each 10' fallen (maximum 12d6). Once a PC enters the lake, see area 4, below.

### ENCOUNTER KEY-LEVEL 1

#### 1. Bridge

The 240'-long bridge is made of 12 granite slabs joined end to end; each is 20' X 10' X 10'. Above each slab is a

granite piston that extends 200' into the ceiling. The bottom of each piston, which is set flush with the ceiling, is about the same length and width as the slab below it (20' x 10'). The slab bridge and the pistons are permanently enchanted with *wall of force*.

As soon as any PC sets foot on the Activation Slab (see map), the party hears groaning and grinding coming from the ceiling above. One round later, the pistons become active. The piston system remains active until all PCs are either dead or *teleported* from the cavern via the orange mist (4p).

Active pistons shoot from the ceiling and slam the corresponding slabs below. A piston shoots from the ceiling, slams the slab below, then withdraws back into the ceiling, all within the space of a few seconds. Characters slammed by a piston suffer 6d6 damage; items must save vs. crushing blow. The slabs suffer no damage from the pistons.

Some, but not all, of the pistons slam in every round. As shown on the map, the pistons are labeled P1-P8. To determine which pistons slam in the current round, roll 1d8; all pistons with that number or less slam on that round. For instance, if 3 is rolled, then pistons P1, P2, and P3 slam.

Note that four slabs are designated as Safe. The pistons corresponding to these slabs are broken; therefore, PCs in these areas are never struck by pistons. Also note that the Arrival Area is not safe, as it corresponds to the P5 piston; PCs who linger here after the pistons are activated risk getting squashed.

After the pistons are activated, run the encounter as follows:

1. At the beginning of each round, ask the players how far each PC wants to go, and note their positions. (For ease of play, use graph paper or a sketch map to keep track of PC positions.)
2. Roll 1d8; the pistons slam.
3. Any PC beneath a slamming piston gets to make a Dexterity check. If the check fails, the slow-moving char-

acter is slammed for 6d6 damage. If the check succeeds, the character must immediately take one of the following actions:

- Stay put (and be slammed by the piston).
- Dive into either of the adjacent slabs. Because the pistons slam so fast, the PC can't tell if a piston is slamming into an adjacent slab, and must take a chance. (For instance, assume a die roll of 3. A PC on the P2 slab who dives onto the P4 slab is not slammed, but a PC who dives onto the P3 slab is.)
- Jump off the bridge, taking 12d6 damage from the fall. Flying PCs, of course, don't suffer this damage; but if still airborne in the next round, they are attacked by the ghost bats.
- Try to grab the edge of the slab and hang over the side. This requires another Dexterity check; failure means the PC falls into the lake (12d6 damage). Because the piston is slightly smaller than the slab, a PC hanging on the side takes no damage from a slamming piston. In the round after the piston has slammed, the character may climb back onto the slab with a successful Strength check; failure means a fall into the lake (12d6 damage). Alternately, the PC can try to swing hand over hand along the edges of the bridge to a Safe slab. Moving hand over hand requires a Strength check per 20' traveled; failure means a fall into the lake.

Repeat this sequence until the PCs have all died, made their way to the most eastern Safe slab, or fallen in the lake.

#### 2. Golden Door

This 10' x 10' door is identical to the door previously seen in the Chosen PC's vision (Chapter 1, encounter 15), except that this door has no keyholes. The door is made of black iron, coated with a thin layer of fool's gold that can easily be scraped away. A

## Chapter 2: Goldfish and Turtles

close examination reveals the gems to be made of glass.

There are two fool's gold handles, one on each side of the door; only the left one is functional. A PC who grabs the right handle suffers 6d6 electrical damage (save vs. spells for half damage). The left handle opens the door if the PC succeeds in a Strength check; two PCs working together can open the door automatically.

The door is a fake; behind it is nothing but solid black granite. Two things occur immediately when the door is opened:

A. A cacophony of agonized shrieks fills the chamber, representing all those who have died here before. The sounds persist for five rounds. The PCs experience no ill effects from the sounds—physically; however, their fear goes to feed the lichlings elsewhere in the stronghold.

B. The entire bridge flips upside down. Those on the bridge may make a Dexterity check to grab the edge of the bridge. Success means the PC is dangling from the bridge (with the options described above); a failed check means the PC plummets into the lake to suffer 12d6 damage.

The slamming pistons continue as before. One round after the bridge flips, the door slams shut. One round after that, the bridge flips back over to its original position (same game effects as above).

### 3. Walls

The jagged walls have plenty of handholds, making climbing relatively easy. If a PC tries to climb down a wall, use the rules in the "Climbing" section of Chapter 14 in the *Player's Handbook*.

Alternately, have the PC make a Dexterity check (with a -2 bonus if the PC is a thief and a -1 bonus if the PC has the Mountaineering proficiency). Make only one check if the PC is climbing down to the lake; make three checks if the PC tries to climb all the way around the cavern to reach the door. If a check fails, the PC falls to the lake and suffers 12d6 dam-

age; decrease or increase damage depending on how close the PC was to the lake when the check failed.

### 4. Lake

The surface of the lake is roughly circular, about 150' in diameter. The lake smells like a mixture of alcohol and sea water. After clearing away the bones, PCs on the surface of the lake can stare down through schools of goldfish (4b) and a tangle of seaweed (4g) to see a pool of orange mist at the bottom (4p); the mist pool appears to be similar to the one encountered in the basement of Wolover's Keep.

The enchanted water has several magical properties: (1) it never evaporates; (2) it is breathable both by water-breathers and air-breathers; and (3) it is quite buoyant — even armored PCs can float in it.

For convenience, assume that normal characters can swim underwater at half their normal movement rate, and proficient swimmers can swim at their normal movement rate; decrease these swimming rates for heavily encumbered PCs. In all other respects, the lake water is similar to normal water. Refer to the Special Underwater Rules in the Introduction for combat penalties.

**4a. Surface:** Thousands of skeletons bob on the surface of the lake; these are the remains of explorers and treasure hunters from ages past who never got through this level of the stronghold. The magical water helps preserve the bones. There are no weapons or treasure on the corpses, only pieces of rusted and useless armor. All valuables have been transferred to the treasure room in Chapter 3.

If the PCs spend 15 minutes examine the bobbing corpses, they find one wearing a silver-colored breastplate with an onyx imbedded in the center; this is one of the Sons of the Stone, most of whom were killed by the pistons or falls from the bridge. If they continue to search, the PCs find more Sons corpses. There are 92 in

the lake.

Small goldfish, about 4" long, dart among the corpses, scattering at the approach of the PCs. These are carnivorous fish who nibble on the remains of the dead. The fish steer clear of the PCs, as they only feed on dead or helpless victims. If the PCs wish to examine a fish, they're reasonably easy to capture or kill. Individually, the fish are harmless.

**4b. Goldfish schools:** Several schools of goldfish, each containing hundreds of fish, swim in this area, dispersing at the approach of the PCs. The fish do not attack; if the PCs disturb them, they swim through the 4c passage and join their companions in the hatchery (4d).

**4c. Passage:** This is a narrow, easily traversed passage leading to the goldfish hatchery (4d).

**4d. Hatchery:** Countless thousands of carnivorous goldfish swim in this alcove. Millions of tiny black goldfish eggs line the bottom. Unlike elsewhere in the lake, the goldfish aggressively attack any PC who enters the hatchery. The goldfish attack as a massive school, nipping and snapping with their sharp teeth. Treat the swarm as a 10 HD monster with AC 6; each successful attack causes 2d6 damage. If a PC inflicts 50 hit points of damage against the school, it temporarily withdraws, only to attack again 1d4 rounds later. The goldfish will not leave this area.

**4e. Passage:** Connecting areas 4d and 4h, this passage is similar to 4c.

**4f. Narrow passage:** This passage is only about 4' in diameter, and is lined with jagged rocks. Any PC swimming through this passage must succeed in a Dexterity check or suffer 1d6 damage from sharp scrapes.

**4g. Seaweed outcroppings:** The lake narrows here to a diameter of about 50'. Long fronds of green seaweed float lazily in this area. Two strangeweeds are attached to both the east and west outcropping (for a total of four). Each strangeweed has four exceptionally long fronds (for a total of 16), which are concealed in the seaweed. The fronds are long



## Chapter 2: Goldfish and Turtles

enough to reach anywhere in area 4g.

**Strangleweed (4):** Int animal; AL N; AC 6; MV Nil; HD 4; hp 30 each; THAC0 17; #AT 1; Dmg see below; SA crushing; SZ L; ML 9; XP 270.

The fronds continually attack any PC in area 4g until he leaves the area or until all fronds have been destroyed. A hit by the strangleweed means that the victim is entwined by a frond with 4d4 Strength points. A victim can try to escape once per round if his Strength exceeds the combined Strength of the fronds grabbing him. If the victim is stronger, each point of Strength in his favor gives a 10% chance to escape. For example, if the PC's Strength exceeds the combined Strength of the fronds by 3 points, the PC has a 30% chance to escape.

If the fronds are stronger than the victim, the victim can't escape alone and suffers crushing damage every round equal to 1 hit point per point of Strength difference. For example, if the fronds' Strength exceeds the victim's Strength by 3 points, the victim suffers 3 hit points of damage per round. Entwined victims suffer an additional -2 attack penalty.

In 1d4 rounds after a victim is entwined, a school of carnivorous goldfish arrives; the school attacks the victim and is dispersed as described in 4d above. The fish do not attack PCs who are not trapped.

**4h. Rocky area:** Aside from the

broad rock ledges—which pose no problem for the party—there is nothing of interest here.

**4i. Opening:** This opening leading to 4j is only about 10' in diameter.

**4j. Guarded area:** As soon as a PC enters this area of clear water, a monstrous creature bolts from area 4k and attacks. The creature resembles a giant turtle with blazing red eyes and shards of flesh hanging from its bony frame. Its shell is black and cracked.

**Zombie dragon turtle:** Int low; AL NE; AC 0; MV 3, Sw 9; HD 14; hp 100; THAC0 7; #AT 3; Dmg 2d6/2d6/4d8; SA breath weapon (see below); SD immune to *sleep*, *charm*, *hold*, *death magic*, poisons, and cold-based spells; cannot be turned by cleric; SZ G; ML 17; XP 13,000.

The zombie dragon turtle attacks with its teeth and claws, supplementing these assaults with its steam breath weapon (60' × 40' × 40' cloud causing 20d6 damage; save vs. breath weapon for half damage; breath weapon is fully functional underwater). The creature fights to the death; because of its size, it can only pursue into areas 4k, 4L, and 4n (it's too big to swim through the 4i opening). If the PCs elude the creature, it withdraws into 4k, attacking again if the PCs re-enter area 4j.

**4k. Turtle's lair:** This small cavern, serving as the zombie dragon turtle's lair, contains rocks, weeds,

and nothing of interest.

**4L. Passage:** Connecting areas 4j and 4n, this passage is about 30' in diameter.

**4m. Narrow passage:** This narrow passage is similar to 4f (same chance of damage).

**4n. Turtle's lair:** This cavern is similar to area 4k. A second zombie dragon turtle lurks here (use area 4j statistics). This creature does not attack unless the party enters this area. However, once the PCs enter 4k, it attacks as described in 4j. Because of its size, it can only pursue into areas 4j, 4k, and 4L; it's too big to swim through the 4i opening. If the PCs elude the creature, it withdraws into 4n, attacking again if the PCs enter 4n.

**4o. Crystal barrier:** A barrier of clear crystal blocks access to the orange pool (area 4p); the barrier is 90% undetectable by normal vision. The crystal is enchanted with *wall of force*. Unless the party is able to breach this barrier, the only access to the orange pool is passage 4m.

**4p. Orange pool:** Fingers of mist rise from this orange pool lining the bottom of the lake. Because of the nature of the enchantment, the misty pool is not dispersed by the water. The pool resembles the one in the basement of Wolover's Keep. Any PC who comes within 3' of the pool instantly loses consciousness and disappears (no saving throw) and continues the adventure in Chapter 3.

# Chapter 3: Leeches and Butterflies



## DM's OVERVIEW

This chapter details the second level of Icelia's stronghold. Use the Stronghold Level 2 map on the insert color map for reference.

## Goals

In this chapter, the PCs can accomplish the following:

- learn the fate of Xamine (area 1).
- meet Jharold the Chosen, an arrogant member of the Sons of the Stone, and negotiate for information (area 7g).
- liberate the trapped spirits of two deceased explorers and learn their secrets (area 20).
- locate the three keys necessary to unlock the golden door to the treasure room. Two of the three keys are in areas 8p and 31. To get the violet key from area 8p, the party must first obtain the spectre violins in area 5 and the violet key cube in room 7m. To get the ivory key from area 31, the PCs must first recover

the crystal eyes from area 20 and take them to area 30. The third key is the rusted black key in the cloak room of Wolover's Keep (see Chapter 1). The door to the treasure room is in area 33.

- learn the fates of Hakem and Kharla (area 33).
- learn the fate of Lenzmin Tier (area 35).
- gain access to the third level of the stronghold, either by negotiating with Kharla (area 33) or entering the treasure room (area 34).

## Physical Features

Except where otherwise noted, all passages and rooms are made of black granite, ceilings are about 8' from the floors, and all areas are completely dark; the PCs must provide their own illumination. The temperature is about 60 degrees Fahrenheit. The air is musty and dry.

**Doors:** All doors are 6' × 6'. There are two types of doors.

**Golden doors:** One type, repre-

sented by the golden door in area 2 of the last chapter, appears to be made of gold but is actually made of black iron coated with a thin layer of fool's gold (which is easily scraped away). These doors are studded with what appear to be black diamonds but are actually made of glass.

There are two fool's-gold handles on each door, one on each side; only the left one is functional. A PC who grabs the right handle suffers 6d6 magically-generated electrical damage (save vs. spells for half damage). The left handle opens the door if a PC succeeds in a Strength check; two PCs working together can open the door automatically. The doors close automatically when released. The opposite side of a door has no handles and can be pushed open by one PC with a successful Strength check, or by two PCs working together.

**Mist doors:** The second type of door doesn't look like a door at all. Instead, it appears to be a curtain of opaque black mist.

Mist doors emit a faint odor of mint,



## Chapter 3: Leeches and Butterflies

detectable from a distance of 5'. Sounds and odors pass easily through mist doors. Passage through the mist door is one way only, indicated by the direction of the arrow (see map). A character who sticks a hand, head, or any other part of the body in the mist is instantly transported to the opposite side. The opposite side of a mist door—that is, the side opposite that indicated by the arrow—acts as a *wall of force* to prevent passage.

**Lichling holes:** These are 8"-diameter holes the lichlings use to gain closer proximity to doomed intruders and feed directly on their fresh emotions. The lichlings also pop from the holes to scavenge treasure from dead intruders.

PCs able to enter a hole (perhaps using a *potion of diminution*) discover an intricate tunnel network that winds deep into the earth. Following the tunnel system proves futile; the empty tunnels twist and turn for dozens of miles. All tunnels lead to the lichling incubation chamber; see Chapter 4, area 13.

**Lichling fluid:** The black liquid found in the streams and pools in areas 11, 12, and other locations in the labyrinth is lichling fluid. Lichling fluid is a thick, brackish smelling substance that promotes the development of maturing lichlings; as far as the PCs are concerned, the lichling fluid has no special properties. The lichling fluid is generated in area 3 of Chapter 4.

### Sensory Phenomena and Physical Encounters

In this chapter and the next, the characters experience two special categories of encounters, called Sensory Phenomena and Physical Encounters. All Sensory Phenomena and Physical Encounters are listed on this module's inside covers.

**When the party enters an area marked with an "X" on the map, roll 1d6.** On a roll of 1-2, roll for a Sensory Phenomenon (or choose one). On a roll of 3, roll for or choose

a Physical Encounter. No encounter occurs on a roll of 4-6. Feel free to modify or substitute encounters as appropriate to the party's current situation and environment.

**Sensory Phenomena:** As indicated on the Sensory Phenomena Table, each Phenomenon has two stages. Each Phenomenon is experienced by one randomly chosen PC. Different PCs may experience different stages of a given phenomenon.

The first time a particular phenomenon occurs, the victim experiences Stage A; on the second and all subsequent occurrences, the victim experiences Stage B. To help keep track of the phenomena stages, check the appropriate box when a phenomenon occurs.

**Physical Encounters:** The entire party experiences these, and they are not divided into stages. There is no limit to the number of times a given Physical Encounter can occur.

Some of the Physical Encounters are encounters with monsters. Should a random roll indicate a monster that isn't appropriate to the current environment (for instance, if a roll indicates an air-breathing monster and the party is in an aquatic environment), choose a different monster or roll again. Monsters scuttle from the shadows or other hiding place of your choice and fight to the death.

### Spending The Night

Since it's unlikely the party can explore the entire stronghold in a single day, they may spend the night in any location that seems safe to them. If the party makes camp for the night, check twice for Sensory Phenomena and Physical Encounters.

If the PCs become hopelessly lost in the stronghold, feel free to run the "Benevolent Spirit" Sensory Phenomenon at any time.

### Incentive

If the PCs drag their feet, neglect their goal, or lose momentum for any other reason, feel free to run any or all the following encounters as often

as necessary:

1. The labyrinth experiences a brief series of mild tremors, implying that the labyrinth is about to collapse. The walls may crack and rubble may fall from the ceiling, but the party suffers no damage.

2. The image of Wolover appears before the party (as in the "Wolover's Spirit" encounter on the Sensory Phenomena Table) and implores them to hurry, saying that, "The time of reckoning draws near. The spawn of Icelia grow stronger with each passing hour. You have to stop them at the source!"

3. As the party ventures deeper into the labyrinth, increase the number of encounters with lichlings (use the statistics on p. 64) to lead the PCs to believe that they're coming closer to the source of the lichlings.

## ARRIVAL

Read the following after the PCs have disappeared into the orange mist at the end of Chapter 2:

You wake up to the odor of rotten meat. You are lying on your back in a pile of sharp lumps. A dim glow from the ceiling above shows that the lumps are dozens of corpses, with blackened and twisted bones.

The room is about 70' square, each wall containing three golden doors studded with black gems. A corpse grasps the right handle of the door in the northwest corner. The corpse has an eye patch over its left eye and a silver medallion around his neck.

The party has regained consciousness in area 1 of the Level 2 map. All their equipment is still with them. They have only been unconscious for a few minutes. All PCs and their gear are completely dry, thanks to the enchantment of the orange mist that brought them here.

Continue with area 1 in the Encounter key.

### ENCOUNTER KEY-LEVEL 2

#### 1. Arrival Room

The room is dimly lighted by several glass tiles in the ceiling that are permanently enchanted with *continual light*. There are dozens of bodies piled here, the remains of intruders who never got past this room. If the PCs search the piles, they find a few skeletons wearing tarnished silver chest plates imbedded with onyx stones; these are more remains of the Sons of the Stone (there are seven Sons bodies in all). Except for the corpse grasping the door (see below), there are no weapons, treasure items, or anything else of interest on these bodies. All items of value have been transferred to the treasure room, area 34.

The corpse grasping the right handle of door 1a is Xamine of Melcher, whom the PCs may have learned about in Chapter 1. Xamine died when he grasped the wrong handle of door 1a. His medallion is worth 100 gp. If the PCs search Xamine's ragged clothing, they find the parchment shown in Figure 1.

Before he entered the keep, Xamine used his great divining skills to determine that three keys were needed to unlock the treasure room. He wrote the types of required keys on this piece of parchment: VIOLET, IVORY, and OLD. Two small rips have defaced the parchment. Though the PCs can probably deduce that the first word actually means VIOLET, they may misinterpret the bottom word to mean GOLD, COLD, or some other word, when in fact, this third word is intact; "old" refers to the black key found in the cloak room of Wolover's Keep.

All nine doors in this room are identical in appearance. Door 1g is slightly ajar.

Doors 1b-1f and 1j-1L lead nowhere; there is nothing behind them but solid granite.

Doors 1g-1i conceal a series of 1'-diameter granite tubes connected to an immense tank of water (area 2d). If any of these doors is opened, all three (1g-1i) disappear, and water begins to pour in. The water pours with such force that the entire room is completely filled in five rounds. Once filled, the water remains until door 1a is opened (see below), or one full day has passed, at which time the water magically withdraws through the granite tubes into the tank, and doors 1g-1i magically reappear.

The right handles of all the golden doors in this room cause 6d6 electrical damage, as described in the Physical Features section at the beginning of this chapter. If the PCs grasp the right handles of any of the doors while water is present in the room, all PCs within 10' of the door suffer 6d6 electrical damage (save for half damage).

If a PC opens door 1a, the water empties into area 2 (Xamine had the right idea, but the wrong handle). Unless they take precautions, such as hanging tight to one of the phony doors' left handles, the water sweeps the PCs into room 2, along with the corpses; PCs swept along by the water suffer 2d4 damage.

When the water has all drained into room 2, doors 1g-1i magically reappear.

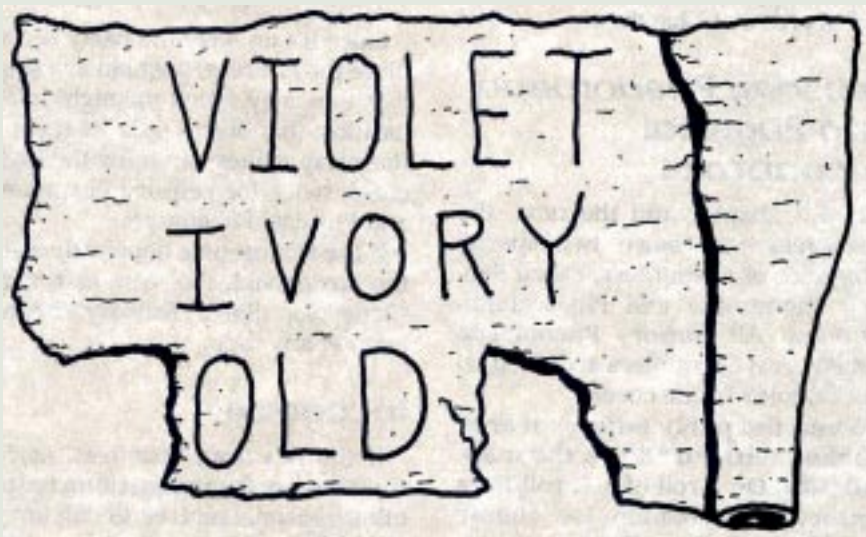
#### 2. Drain and Recycling System

A gently sloping incline (2a) leads to a funnel-like room with several 1'-diameter holes in the bottom (2b). Water draining from room 1 enters these holes and is magically returned to a holding tank (2d) via a series of granite pipes (2c). All corpses swept into this room from the water in room 1 disappear when they touch the drain, instantly *teleporting* back to room 1. Only corpses are affected in this way.

A stairway (2e) leads up from the funnel to a golden door.

#### 3. Mosaic Room

A dark corridor ends at a black velvet curtain, supported between two black granite pillars. Beyond the curtain is a rectangular room. Its floor is marked with three mosaic diagrams (3a, 3b, and 3c) made of tiny ceramic chips. As shown on the map, each diagram appears to show a section of a corridor, one branch leading to a key. The diagrams are intended to trick the unwary; if the PCs enter the corresponding arches and follow the corridors as diagrammed, they are led into deadly traps instead of finding the keys.





## Chapter 3: Leeches and Butterflies

Three arches (3d, 3e, and 3f) open in the north wall. Diagram 3a and arch 3d are made of black marble. Diagram 3b and arch 3e are made of opaque green glass. Diagram 3c and arch 3f are made of a violet substance that feels like dried sponge. All diagrams and arches are icy cold to the touch.

Above the arches is a message spelled out in a patchwork mosaic of black marble, opaque green glass, and a violet sponge-like substance. The message reads: THREE KEYS FOR THE GOLD, TWO STRINGS TO BREAK THE CUBE, ONE CUBE TO TRAP THE MIST.

(The first phrase means that three keys are necessary to unlock the golden door leading to the treasure chamber. The second phrase indicates that two violin strings—available in room 5—are necessary to shatter the case enclosing the violet cube, found in room 7m. The third phrase means that the violet cube is necessary to solidify the mist key in room 8p. Icelia created these clues to lure hardy adventurers farther into the labyrinth.)

A PC who steps through any of the arches hears a faint, echoed cackle and feels the caress of an icy wind. The cackle and the wind are gone in a moment.

### 4. Corridors of Shadows

These areas have been permanently enchanted to negate all forms of natural and magical light. While exploring these areas, torches burn but generate no illumination. *Continual light*, *dancing lights*, and other light-related spells do not function, nor does infravision. Spells such as *magic missile* that require the caster to see a target are useless. PCs suffer a -4 penalty to attacks and saving throws, and their ACs are 4 worse than normal (minimum 10).

So powerful is the enchantment of the Corridor of Shadows that not even a *wish* negates the darkness completely; treat a *wish* as a *light*

spell, with a duration of one hour per level of the caster, when used to negate the darkness. (For more about adventuring in darkness, see the "Darkness" section of Chapter 12 in the *Dungeon Master's Guide*).

The party must feel along the walls to determine where passages turn and end. Provide vivid descriptions of the various areas in terms of sound, smell, and touch. Walls are rough to the touch. Golden doors have cool, smooth surfaces and dome-like protrusions (the fake diamonds). Scuttling insects crunch beneath the party's feet. The air smells of mint near a mist door.

Sensory Phenomena occur normally in this area; phenomena with a visual element are perceived by the victim as described in the Sensory Phenomena Table, hovering in a field of darkness.

As the party explores area 4, they hear faint sounds of eerie, discordant violin music coming from the north. The music becomes louder as they move towards area 5.

**4a. Slime trap:** The odor of rotten meat rises from below as the PCs descend this stairway. The 13th and final step is exceptionally slippery. Any PC stepping on the 13th step must make a Dexterity check; those who succeed catch themselves before they fall. Others fall into a pit of slime below and immediately begin to sink; the slime has the consistency of quicksand. It takes 10 rounds for a fallen PC to sink below the surface.

The walls here are too slick for a sinking PC to climb, but a PC with a *ring of water walking* or *boots of levitation*, or who has access to similar items or spells, can avoid sinking.

Assume that the distance from the twelfth stair to a sinking PC is 6'; a companion on this stair could extend a pole or throw a rope to the sinking PC. To grab the pole or rope, a sinking PC must make a Dexterity check with a +4 penalty (due to the darkness). Note that a PC attempting a rescue who steps on the 13th stair also risks falling in the slime pool. A PC who sinks is never seen again.

**4b. Slanting passage:** A network of filmy spider webs blocks the passage. The webs can be cleared away easily. PCs feel tiny spiders scuttle over their flesh; the spiders are harmless.

**4c. Web sheet:** Like area 4b, a network of spider webs blocks the passage. However, this web is actually a living web.

**Living web:** Int semi; AL N; AC 9; MV 6; HD 6; hp 45; THAC0 15; #AT 2; Dmg 3d4/3d4 (lighting bolts at 60' range, save vs. spells for half damage); SD absorb electrical energy, permanently gaining 1 HD per 8 points of energy absorbed; blows from edged weapons divide them into two webs, each with half the original's remaining hit points; blunt weapons cause half damage; immune to fire, water, heat, and cold attacks; SZ M; ML 10; XP 2,000.

The living web waits for a PC to touch it, causing the victim 1d4 electrical damage. The web then advances towards the party, making two lightning bolt attacks per round (normal attack rolls). The web fights to the death and pursues if necessary, although it will not enter area 4d.

**4d. Slimy passage:** As the passage continues to descend, the walls become slimy and cold, and the air reeks of dead fish. Farther north, the passage becomes deeper with rancid water, a few inches at first, gradually becoming waist deep.

**4e. Rancid pool:** This 5'-deep pool of rancid water reeks of dead fish. The walls enclosing it are slimy and cold. A PC in the pool must succeed in a Constitution check every five rounds or suffer 1d2 damage from breathing the sickening air; all attacks take a -1 penalty in this area due to nausea.

A PC wading across the pool feels tiny fish-like creatures brushing against any areas of bare skin. These creatures are small leeches, less than half an inch long, especially enchanted to survive indefinitely in the rancid water. The pool is filled with

## Chapter 3: Leeches and Butterflies

leeches. A PC without airtight protection who spends five or more rounds in the water has a 90% chance of picking up dozens of tiny leeches; the leeches are small enough to work their way beneath folds of clothes. When they attach themselves, the leeches secrete an anesthetizing saliva so they can't be felt; PCs aren't likely to notice the leeches until they enter a lighted area.

Assume a leech-infested PC suffers 1d6 damage per hour of infestation. Leeches can easily be pulled off, but an infested PC must examine his or her entire body to spot them all.

A giant leech also lurks here. It attacks a random PC within 1d4 + 1 rounds after the character enters the water. The leech drops off its victim of its own accord as soon as the victim leaves the water.

**Giant leech:** Int non; AL N; AC 9; MV 3, SW 3; HD 4; hp 30; THAC0 17; #AT 1; Dmg 1d4; SA successful hit means the leech has attached to victim; drains blood every round thereafter, causing 4 hp damage; victim has only a 1% chance of detecting the attack if it occurs in the water; bite and blood drain not felt until victim loses half its hit points; SZ M; ML 7; XP 270.

Two granite mounds rise from the pool, as shown on the map. PCs able to locate the mounds in the darkness can use them to traverse the pond. PCs on the mound are not attacked by leeches.

**4f. Clacking corridor:** The sounds of clacking teeth fill this corridor. Chattering skulls are imbedded in the walls from ceiling to floor, running the length of the corridor between the golden doors on either end. Any PC touching a wall or brushing up against it is nipped by the skulls for 1d4 damage. Damaging the skulls has no effect, since they magically regenerate as soon as they're harmed.

As the party makes its way through this passage, indicate the direction of the clacks so the PCs have a chance of

avoiding contact with the skulls. For instance, if the PCs approach a section of the corridor where clacks can be heard from the left and front, but not the right, they should figure out that the corridor turns right.

**4g. Spear room:** When this door is opened, a spear shoots out, flying a maximum of 30'. The spear is magically guided toward the nearest living being, striking with a THAC0 of 12 if the target fails a Dexterity check. The spear is made from solidified shadows, inflicting 2d10 damage and draining 1d4 Strength from the victim; lost Strength returns in 2d4 turns. When the door is closed and re-opened, another spear fires.

**4h. Roach room:** From the opposite side of the door leading to the this room, the PCs hear the sounds of tiny clawed feet, scuttling and scratching. All interior surfaces of this room are covered with tiny roaches. Though they crunch underfoot and crawl up the arms of PCs who touch a wall, the roaches are harmless.

An iron ring is centered in the floor of this room. Any PC making a Strength check can lift the ring to reveal a trapdoor, leading to a stairway winding down.

**4i. Trapdoor:** This is identical to room 4h, except there are no roaches. Instead, a quartet of shadows waits beneath the trap door. If the PCs approach this room from the tunnel below, the shadows wait in the room above.

**Shadows (4):** Int low; AL CE; AC 7; MV 12; HD 3+3; hp 30 each; THAC0 17; #AT 1; Dmg 1d4 + 1; SA successful attacks drain one point of Strength from victim, lost Strength returns in 2d4 turns (victims reduced to 0 Strength become shadows); SD 90% undetectable in all but brightest of surroundings; immune to *sleep*, *charm*, *hold*, and cold-based attacks; SZ M; ML special; XP 650.

The shadows attack as soon as the trapdoor is opened, using their chilling touch against the closest PCs (one

shadow per PC). The shadows attack relentlessly, fighting to the death and pursuing as necessary.

**4j. Bony floor:** Human bones litter the floor here, the remains of the victims of the lurker above that clings to the ceiling of this large room.

**Lurker above:** Int non; AL N; AC 6; MV Fl 9 (B); HD 10; hp 70; THAC0 10; #AT 1; Dmg 1d6; SA constriction causes automatic 1d6 damage per round and suffocation within 1d4 + 1 rounds, regardless of damage suffered by victim; prey can fight only with short weapons in hand when lurker attacked; SD opponents suffer -4 penalty to surprise rolls; SZ H; ML 11; XP 1,400.

The lurker above falls on and constricts around the first PC who enters the room. The lurker fights to the death. Among the remains on the floor are a cloth bag containing 45 gp, a flask containing two doses of a *portion of healing*, and a *short sword* +1. These items, belonging to a recently killed intruder, haven't yet been taken to the treasure room.

**4k. Tunnel:** This is a 4'-diameter tunnel, with rough walls of black granite. PCs crawl through the tunnel at 1/3 their normal movement rate. The tunnel system absorbs light just like the rest of the Corridors of Shadows.

**4L. Collapsing cavern:** One round after a PC enters this area, the walls begin to shake. Small chunks of granite begin to rain from the ceiling. One round later, the ceiling collapses, filling the cavern with granite chunks. All PCs in the room when the ceiling collapses suffer 3d6 damage (there is enough space between the chunks so that PCs don't risk suffocation). A PC can dig free of the rubble in 1d4 turns; the time is halved if a companion assists the buried character.

**4m. Stairway:** The tunnel widens to 10', ending in a stairway leading upward to a golden door.

**4n. Collapsing cavern:** This is identical to area 4l.

**4o. Ooze lair:** This area serves as



## Chapter 3: Leeches and Butterflies

the lair of a gray ochre ooze, a bizarre blend of a gray ooze and an ochre jelly.

**Gray ochre ooze:** Int animal; AL N; AC 8; MV 4; HD 7; hp 50; THAC0 15; #AT 1; Dmg 1d10 + 2; SA secretions that dissolve flesh and corrode metal (chain mail corrodes in one round, plate mail in two; note that weapons striking the creature may corrode and break); SD immune to all spells (as per gray ooze), immune to fire- and cold-based attacks; lightning and blows from weapons cause full damage; SZ L; ML 10; XP 975.

When the party passes the entrance to its lair, the gelatinous creature oozes out. It resembles a 10'-long gray amoeba that creeps and slides along cavern floors; it can't climb walls or ceilings.

The creature tries to devour the PCs, pursuing to any part of the cavern system (areas 4k-4n). The creature locates its prey by movement and vibrations, and therefore it is not significantly affected by the darkness. If the PCs destroy the ooze, they may discover 74 sp, 45 gp, a gold bracelet (worth 590 gp), and a diamond ring (worth 1,200 gp) concealed in its lair.

### 5. Music Room

Read the following when the party enters this room:

Beyond the golden door is a 60'-square room of black granite, lit by nine immense chandeliers hanging from the 40'-tall ceiling. Eight of the chandeliers are made of blue glass; the ninth is made of red glass. The chandeliers cast pools of dim light on a polished granite floor.

Against the north wall are two black granite thrones. A ghostly image of an old man sits in each

throne. The images have glowing blue eyes, shimmering silver beards, and violins propped beneath their chins. The images pluck the violins to produce eerie, discordant tones. The violins appear to be real.

The old men are spectres, minions of Icelia. The blue glass of the chandeliers is identical to the blue glass of the key box in 7m. The blue chandeliers are labeled 5a-5h on the map.

When the party enters the room or otherwise makes their presence known, the spectres stop playing and call out to them. The spectres speak in unison.

"Come forward," they say, their voices like death rattles. "We know of your quest. Many have come before you, and all have failed. But these useless deaths must end. Allow us to help; we will be happy to answer your questions. And when your questions have been answered, we ask only that you grant us the honor of hearing our music." The spectres urge the party to come close, claiming that they can't hear from such a distance.

If the PCs leave or decline to come further into the room, the spectres resume their playing. If the PCs take any hostile actions, the spectres attack as described below. Otherwise, if the PCs come at least 30' into the room, the spectres entertain their questions. The spectres have no actual interest in the party's welfare; they are feigning cooperation in hopes of catching the PCs off-guard. At your discretion, the spectres' responses can be blatant lies ("Only one key is necessary to open the golden door") or empty advice ("The secrets of the stronghold have baffled the best minds in the Realms. We advise you to proceed with caution").

Once the party appears to relax, the spectres abruptly rise and cry, "Now hear our song!" Each spectre plucks a

single tone, and the blue chandeliers vibrate. A moment later, chandelier 5a crashes to the ground; any PC occupying the 5a section of the map suffers 2d6 damage. The blue chandeliers continue to crash, one per round, until all eight have fallen. The chandeliers fall in order (5b, 5c, and so on). All PCs occupying the space below a falling chandelier suffer 4d6 damage (a successful Dexterity check reduces the damage by ½; the spectres are unaffected by falling chandeliers).

After the first chandelier falls, the spectres tuck their violins in their belts, then spring from their thrones, hands extended, toward the nearest PC. The spectres intend to kill all PCs with their chilling touches and energy draining ability.

**Spectres (2):** Int high; AL LE; AC 2; MV 15, Fl 30 (B); HD 7 +3; hp 55 each; THAC0 13; #AT 1; Dmg 1d8; SA successful attacks drain two life energy levels from victim; SD +1 or better weapon to hit; immune to *sleep*, *charm*, *hold*, and cold-based attacks; immune to all poisons and paralyzation attacks; SZ M; ML 15; XP 3,000.

The spectres fight to the death. To obtain a spectre's violin, the spectre must be destroyed.

If the PCs destroy the red chandelier (it is AC 3; 30 points of damage shatter it), the room becomes completely dark. The spectres see normally in the darkness of the room; the PCs are affected as in the Corridors of Shadows.

The spectres will not leave this room. If all the PCs withdraw, the spectres return to their thrones and resume playing. All fallen chandeliers magically repair themselves and reattach to the ceiling. If the party enters again, the spectres immediately play the notes causing the chandeliers to fall; the chandeliers fall in the order described above, and the spec-

## Chapter 3: Leeches and Butterflies

tres attack.

The violins can be used to shatter the glass key box. See area 7m for details.

### 6.

#### Archway/Teleporter

An archway of black marble arcs over the golden door leading to this room. The archway is similar to the one in area 3. A strong odor of oranges seeps from beneath the door.

The interior of the empty room is several degrees cooler than the outer corridor. Wisps of orange mist rise from the floor. Any PC stepping inside is automatically teleported to room 3.

### 7. Corridors of Glass

The surfaces of the rooms and corridors of this section (including the 7c tunnel system) are made of jagged green glass. The glass floors, covered with rough bumps and angular projections, make travel difficult, reducing normal movement rates by  $\frac{1}{4}$ . Green glass stalactites and stalagmites, averaging 3-4' long and a foot in diameter, sprout from the floors and ceilings. (Unlike the Corridors of Shadows, light sources and spells function normally in the Corridors of Glass.)

Interspersed among the glass stalactites are what appear to be several 6' limestone stalactites. The glass stalactites pose no threat, but the others are actually piercers.

**Piercers** (8): Int non; AL N; AC 3; MV 1; HD 4; hp 30 each; THAC0 17; #AT 1; Dmg 4d6; SA can only attack once (if attack fails, it must resume its position on ceiling to attack again); inflicts 1 point of acid damage when touched; SD victims have -7 penalty on surprise roll; SZ M; ML 9; XP 420.

A PC is safe from the piercers within 3' of a wall. Any PC who carefully observes the phony stalactites for two consecutive rounds determines that they are living creatures

(the PC notices their eyes or detects a slight movement). Otherwise, the piercers drop and attack any PC who moves more than 3' from the wall. If a piercer misses its target, it tries to crawl back up the wall to the ceiling to position itself for another attack.

Translucent glass plates block the passage at various points in the corridors (see map). Only about an inch thick, the plates are easy to break (AC 10; 6 points of damage shatters them completely). A PC who shatters a plate instantly experiences a Sensory Phenomenon (roll or choose); if more than one PC damages a plate at the same time, randomly choose one of the PCs as the victim of the phenomenon. A shattered plate magically repairs itself in 10 rounds.

**7a. Spear room:** When this door is opened, a barrage of magical glass spears shoots out, striking all PCs between the door and the west wall who fail Dexterity checks. PCs struck by the spears take 4d6 damage. When the door is closed and re-opened, another spear barrage fires.

**7b. Stalactite room:** The ceiling of this room is about 20' high. Six-foot green glass stalactites cover the ceiling. The stalactites are harmless.

An iron ring is centered in the floor. Any PC making a Strength check can lift the ring to reveal a trapdoor and a stairway winding down.

**7c. Tunnel:** This is a 4'-diameter tunnel made of rough green glass. PCs crawl through the tunnel at  $\frac{1}{3}$  their normal movement rate.

**7d. Blocked passage:** A pile of broken glass completely blocks this section of the passage. It takes one PC 20 rounds to remove enough glass so the party can proceed; two PCs can unblock the passage in 10 rounds, and so on.

A lichling is buried beneath the glass. After the party spends five rounds removing glass, the lichling squirms free and attacks, lunging towards the nearest PC, snarling and ripping with its long claws. It fights to the death.

**Lichling:** Int animal; AL CE; AC 1;

MV 3, Fl 24 (B); HD 2 +2; hp 15; THAC0 19; #AT 1; Dmg 1d6 (bite); SD can only be struck by +1 or better magical weapons; immune to *charm*, *sleep*, *enfeeblement*, *polymorph*, *cold*, *electricity*, *fear*, *insanity*, and *death* spells; SZ S; ML 19; XP 270. (See page 63 for more about the lichling.)

**7e. Stalactite room:** This is identical to room 7b, except that a humanoid with the head of cockroach lies motionless on the floor, a glass stalactite piercing its chest. The creature has black antennae, a pair of bulbous golden eyeballs, and long claws. It wears a tattered scarlet robe.

The creature is a dead lichling survivor, a former human intruder murdered by Icelia, then transformed to attend to the needs of the lichlings and guard the stronghold. The survivor was guarding this room when a stalactite fell from the ceiling and killed it.

If any PC comes within a foot of the corpse, it reflexively swipes at the PC with one claw. A PC must succeed in a Dexterity check to dodge the claw; failure means 2d6 damage. The corpse attacks only once.

**7f. Smooth glass:** The glass floor of this area is perfectly smooth and lighter green than the glass walls. In fact, the floor glass is significantly thinner than the walls or the glass elsewhere in the Corridor of Glass. Any PC who steps on the smooth glass feels it crack slightly. There is a 20% chance that the entire floor shatters from the weight of any PC. This chance is cumulative; if two PCs are crossing at the same time, there is a 40% chance that the floor shatters. If three are crossing, the chance increases to 60%; if five or more are crossing, the floor definitely shatters.

PCs on the floor when it shatters fall 20' below into a pit of glass spikes, suffering 4d6 damage. The shattered floor magically becomes intact again in one hour.

**7g. Noisy door:** When the party comes within 90' of the door to this room, a *magic mouth* is activated; a



## Chapter 3: Leeches and Butterflies

mouth opens on the south side of the door and bellows, "By order of the King of Cormyr, I demand that you open this door and help me!"

The *magic mouth* was cast by Jharold the Chosen, who's trapped inside the room. The *magic mouth* was ordered to activate at the approach of any living human or demi-human.

If the party opens the door, they discover a middle-aged man lying on the floor, trapped beneath a pile of glass shards that completely covers his body from the waist down. The man has beady brown eyes, a long thin nose, and an arrogant sneer. He wears a filthy silver tunic with an onyx secured to the center; he smells foul. The man eyes the party with a mixture of curiosity and contempt. "Don't just stand there!" he barks. "Get me out of here!"

**Jharold the Chosen:** 12th-level human mage; AL NG; AC 10; MV 6 (reduced due to crippled leg); hp 17 (maximum of 40; reduced due to injuries); THAC0 17; #AT 1; Dmg

1d4 (dagger). Spells (number per level): 4/4/4/4/1.

Jharold was one of the commanders of the Sons of the Stone battalion that King Azoun IV ordered to investigate Woloover's Keep. He was among the handful of survivors to enter the labyrinth, and the only Son to make it past the arrival room (area 1). A few days ago, his investigation of this room activated a trap that caused an avalanche of glass shards, burying him from the waist down. He has been unable to free himself, but he has subsisted on a bag of food he was carrying with him.

Egocentric and pompous, Jharold believes that the gods specifically chose him to liberate the treasure from the labyrinth. That's why he's gotten this far when all the other Sons have died. (In fact, the gods have little interest in Jharold—he's gotten this far mostly by pure luck.)

Jharold refuses to speak with the party until they free him. If the party does not cooperate, Jharold angrily

tells them to leave him alone. "The gods will send others." If the PCs leave, Jharold continues to struggle. If the PCs return to this area after an hour has passed, they discover Jharold's dead body; his struggles caused another avalanche that killed him.

If the party agrees to help, it takes them only a few minutes to move away enough glass to free Jharold. He staggers to his feet, brushing away glass from his tunic. Bruises and small cuts cover his body, and his right leg is severely sprained, but otherwise he's in remarkably good shape. "The gods protect their favorites," he sniffs. (Again, he was just lucky.)

Jharold accepts any medical aid the party offers. He asks their names and homelands, though he's not particularly interested, and he accepts whatever they care to share.

Jharold proudly introduces himself and says he helped lead the Sons of Stone on an investigation of Woloover's Keep, but shortly thereafter, he received a vision of vast treasure, "a vi-



## Chapter 3: Leeches and Butterflies

sion from the gods." He brushes a speck of glass from his staff. "I assume you've come for the treasure as well, correct?" If the party says they've come for other reasons—such as finding the source of the lichlings—Jharold smiles sarcastically; obviously, he doesn't believe them.

"You had the same vision I had," he says. "Don't bother to deny it. A vision of a golden door that opens with three keys." (Like the Chosen PC, Jharold experienced the vision described in The Veilstone Peaks encounter 15 in Chapter 1.) "But you're wasting your efforts. By the time you find the door, the treasure will already be mine. The gods will see to that." If the PCs ask what makes him so sure, he puffs himself up and proclaims, "I am Jharold the Chosen! I am the gods' favorite!"

Jharold thanks them for rescuing him, then orders them to leave. "I have treasure to find." If the PCs offer to accompany Jharold, he laughs. "I don't need the likes of you. The gods will give me all the help I require." If the PCs try to take Jharold captive, he uses *hold person* and *charm person* on the "unlucky and ignorant" PCs before reluctantly surrendering. He won't assist them in any way, and he tries to escape at the earliest opportunity (with the results described below).

If the party takes no hostile actions, Jharold makes an offer before they part company.

"It occurs to me that the gods may have brought us together for reasons beyond my rescue," Jharold says. "We are all honorable folk, and we all seek the same thing. Perhaps the gods meant us to exchange information."

"I have three questions that trouble me about this labyrinth," he continues. "If you answer them honestly, I will provide you with three pieces of information I have learned that you may not know:

"First, I know the name of the entity who built this labyrinth.

"Second, I know how to successfully traverse the room of the red glass skull.

"Third, I know a word uttered to me in a vision by an old man wearing a robe covered with small circles.

"For each question of mine you answer, I will tell you one of these things. You may choose which piece of information you wish for me to reveal. What do you say?"

If the party declines, Jharold shrugs and leaves; the encounter is over. If the party agrees, Jharold asks them his first question: "How do I return safely to the Mosaic Room (area 3)?" If the PCs answer honestly—that is, if they give him precise directions to area 3—Jharold gives them whichever of the three pieces of information they like (the information is listed below), then proceeds to the next question.

If the PCs don't know the answer, choose not to answer, or tell an obvious lie, Jharold doesn't give them any information; he proceeds to his next question. Assume that Jharold is a good enough judge of character to tell when he's being lied to; if you judge that the PCs give an exceptionally sincere or creative lie, Jharold believes them.

Jharold's other questions:

- "What lies beyond the black arch in the Mosaic Room?" Jharold was afraid to go in. He accepts any general information about the Corridor of Shadows, such as how those areas absorb light or any details about any of the rooms.
- "Is one of the keys needed to open the treasure door gold in color?" Jharold believes he saw a gold key in a dream, but his memory is fuzzy. Though the party may be-

lieve a gold key is necessary—as a result of misunderstanding Xamine's note in area 1—in fact, it isn't.

Jharold's information:

- "The name of the entity who built this labyrinth is Icelia." Jharold heard the name whispered to him in a dream; he has no details.
- "To cross the room of the glass skull, toss gems or any metal objects in his pool until the door opens." If the PCs haven't yet been to this room, Jharold tells them how to get there.
- The word uttered in a vision by an old man wearing a robe covered with small circles was "heart." Jharold has no idea of the significance of this word, nor can he identify the old man. In fact, the word was spoken by the spirit of Amry Wolover.

After the party has had the chance to answer all three questions, Jharold bids them farewell and the encounter is over; Jharold has no other information useful to the party. If asked, Jharold refuses to accompany the PCs.

After Jharold and the PCs part company, the PCs never see him again—alive, that is. Place Jharold's body in a room the PCs haven't yet explored but are likely to get to later; for instance, Jharold might be killed by the glass skeletons in area 7i or by the gas in area 8j.

**7h. Spear room:** This is identical to room 7a.

**7i. Glass pit:** A long stairway leads down to this circular room, which is about 80' in diameter. Sharp shards of broken green glass fill the room to a depth of about 3'; the ceiling rises 30' from the surface of the glass. Any PC who studies the pit from the doorway for two consecutive rounds notices slight movements among the glass shards.



## Chapter 3: Leeches and Butterflies

Two rounds after any PC enters this room, six figures rise from the pit, resembling 9'-tall skeletons made of sparkling glass fragments. The creatures wield long glass swords which appear to be fused to their hands. Two glass wings sprout from their spines.

Immediately after they rise from the pit, the creatures open their jaws and emit bone chilling screeches that sound like fingernails scraping slate. They beat their glassy wings and begin to soar in the air, zooming toward the party with their swords slashing.

**Flying glass skeletons (6):** Int non; AL N; AC 3; MV 12, Fl 15 (C); HD 7; hp 55 each; THAC0 13; #AT 1; Dmg 1d10; SD immune to all *sleep*, *charm*, and *hold* spells; immune to *fear* and cold-based attacks; edged or piercing weapons do only half damage; explode when reduced to 0 hp (see text); regenerates in 2d4 (2d4) rounds (see text); SZ L; ML 15; XP 1,400.

The glass skeletons remain airborne for the duration of the battle, making diving attacks at random PCs. They fight to the death, but will not leave this room. A skeleton reduced to 0 hp explodes in a shower of fragments; all PCs within 10' of an exploding skeleton suffer 2d6 damage (intact skeletons are unaffected by the explosion).

PCs wading through the glass pit must move at 1/3 of their normal movement rate; falling or being knocked down into the glass results in 1d4 damage.

**7j. Stalactite Room:** This is the same as room 7b, except that ten lichlings cling to the stalactites, immobile and in plain sight.

The lichlings are semi-dormant. If the PCs move through the room slowly and quietly, the lichlings do not attack. However, if the PCs don't specifically state that they're taking precautions to be quiet, or if they attack the lichlings, all lichlings instantly come to life, soaring at the party with their jaws snapping.

The lichlings attack random PCs and fight to the death, pursuing as necessary. However, the lichlings can't pass through a closed golden door or closed trap door.

**Lichling (10):** Int Animal; AL CE; AC 1; MV 3, Fl 24 (B); HD 2 +2; hp 13 each; THAC0 19; #AT 1; Dmg 1d6; SA fangs cause 1 hp/rd bleeding less unless removed; SD immune to *charm*, *sleep*, *enchantment*, *polymorph*, *cold*, *electricity*, *fear*, *insanity*, and *death* spells, + 1 or better weapon to hit; SZ S; ML 19; XP 270. (See page 63 for more about the lichling.)

**7k. Needle trap:** The space between the dotted lines on the map is littered with tiny glass needles. As soon as any PC steps into the space, two panels magically appear (on the dotted lines), completely sealing the area. The panels are 5' thick and made of opaque red glass. Two rounds later, volleys of tiny glass needles fire from the panels towards the trapped PCs. All those caught in the volley of needles automatically suffer 1d4 damage per round.

The magical needles pass through all types of armor, shields, and magically-generated protection; they are unaffected by any spell short of a *wish*. The needle volley continues until either of the panels is shattered; each panel is AC 3 and has 25 hp. While the needles are firing, PCs make all attacks at a -2 penalty. When a panel is shattered, both panels disappear, and the needle volley stops. When 10 minutes elapse, the trap resets and triggers again if a PC steps in the space between the dotted lines.

**7L. Hovering skull:** Foot-long green glass stalactites cover the ceiling of this room. A 5'-diameter glass skull hovers about 3' off the ground near the south wall of the room. Just north of the skull is a pool of clear water, about 20' deep. The bottom of the pool is filled with swords, daggers, shields, and a variety of other weapons and armor pieces, all made of

clear glass; there are also numerous gems, coins, and jewelry pieces in the bottom of the pool, also made of clear glass.

The golden door on the south side of the room shown on the map doesn't exist when the party enters the room. The party's actions may create it, as described below. Note also that if the party approaches area 7L from the corridor south of area 7L, they see only a blank wall instead of a door.

The enchantment of the pool is such that all inanimate objects that touch the water—both magical and normal objects—are instantly and permanently turned to glass! Glass weapons are useless, and gems and other precious objects turned to glass lose all value. Flesh is unharmed by the water; for instance, should a PC stick a gloved hand in the water, the glove turns to glass, but the hand is unharmed.

As soon as the PCs enter this room, the skull babbles in a high, scratchy voice, "Pay me! Pay me for entering my room!" The babbling continues until the PCs place 1,000 gp or its equivalent in weapons, gems, or other items in the pool (thus permanently turning them to glass), at which point the golden door on the south wall appears; it functions as a normal golden door. The door stays in place for five rounds, then vanishes again; it takes another 1,000 gp worth of items placed in the pool to make it reappear.

The skull can't defend itself, and the PCs can attack it if they like. It takes 30 hit points of damage to destroy the skull (it is AC 3). If the skull is destroyed, glass stalactites rain from the ceiling, striking all PCs in the room for an automatic 4d6 damage per round (Successful Dexterity checks reduce damage by 1/2). The rain of stalactites stops in five rounds, at which time the skull reappears with all hit points intact.

**7m. Violet cube room:** In each corner of this room stands a square chamber, 6' × 6' × 10', made of translucent blue glass. Inside each cham-

## Chapter 3: Leeches and Butterflies

ber stands a humanoid made of the same translucent blue glass. These are glass golems (labeled G1-G4 on the mapsheet). As soon as any PC enters the room, all the golems pound on the sides of their chambers, but are unable to free themselves.

In the center of the room is a cube of translucent blue glass, about 3' square; the cube is fused to the green glass of the floor. Clearly visible inside the blue cube is a small block of opaque violet glass. The violet cube is about 6" square and has a key-shaped impression on the top. (The violet cube is needed to solidify the mist key in room 8p).

If the PCs have been to room 6, they recognize the translucent blue glass in this room; it is identical to the glass making up the blue chandeliers in room 6.

The blue glass cube, the violet cube, and the glass golem chambers (that is, all glass objects except the golems) are permanently enchanted with *wall of force*. However, all the blue glass objects—the golem chambers, the golems themselves, and the blue cube encasing the violet block—can be shattered by plucking the proper strings on the spectre violins (from room 6).

The PCs must determine the results of plucking the strings by trial and error. Each violin has five strings; for convenience, assume the strings are numbered 1-5. The enchantment of the violins is such that no more than one string can be plucked on each per round; therefore, a total of two strings can be plucked in the same round, one from each violin. A PC who plucks a string must announce the number of the string being plucked.

Plucking specific strings produce the following results:

- If string 5 is plucked on either violin, all four of the golem chambers shatter, releasing the glass golems. The glass golems attack as described below.
- If a PC plucks string 1 on one of the violins, and a second PC plucks

string 4 on the other violin, the blue cube shatters; the PCs must pluck these strings at the same time (that is, they must pluck them in the same round). Any PC may then remove and take the violet cube.

- On the same round, if a PC plucks string 1 on one of the violins, and a second PC plucks string 1 on the other violin, golem G1 is instantly reduced to 0 hp and explodes, inflicting 3d6 damage to all PCs within a 20' radius; other golems aren't affected by the explosion. This result also occurs if golem G1 is still in its chamber.
- Likewise, plucking string 2 on both violins in the same round destroys golem G2, string 3 on both violins destroys golem G3, and string 4 on both violins destroys golem G4.
- Plucking any other string or any combination of strings has no result.

**Glass golems (4):** Int non; AL N; AC 3; MV 6; HD 14; hp 85 each; THAC0 7; #AT 2 or 1; Dmg 2d8/2d8; SA spew glass needles (see text); SD affected only by + 1 or better magical weapons; magical electrical attacks slow it for 3 rounds, all other spells are ignored; if reduced to 0 hp, explodes in shower of glass, inflicting 3d6 damage to all within 20' radius (save vs. spells for half damage); SZ L; ML 20; XP 10,000.

Once released, the golems attack all PCs in the room, smashing victims with their powerful fists. Every five rounds, a released golem automatically spews a shower of tiny glass needles at the nearest target within 20' (make a normal attack roll); if the attack succeeds, the victim suffers 3d8 damage. If no target is within range, the golem spews needles harmlessly into the air. The golems fight to the death, but will not leave this room.

If all PCs withdraw from the room, all golems that haven't exploded return to their corners; their blue glass

chambers reappear, imprisoning them again. These golems immediately recover all lost hit points. Exploded golems remain shattered and do not revive.

**7n. Archway/teleporter:** Except that the archway is made of opaque green glass, this is identical to room 6.

### 8. Corridors of Mist

The surfaces of the rooms and passages of this section are made of a violet cloud-like substance that smells vaguely of vinegar. The substance has the texture of cotton. The PCs may have discovered the source of this substance, one of Wolover's failed experiments, in Chapter 1. Icelia adapted that material for her own purposes.

Characters walking through these passages move at half their normal movement rate, sinking slightly with every step as if walking through snow. Falling on these surfaces from any height is like falling into feathers and causes no damage.

Climbing walls made of the cloud substance is quite easy; a climbing character can punch or kick as many handholds and footholds as desired. (The PCs must discover this technique for themselves.) Thieves, as well as PCs proficient in Mountaineering, can climb these walls at half their normal movement rate; others climb at 1/3 their normal rate. Because the walls are so easy to climb, the chance of falling is greatly reduced. Thieves and PCs proficient in Climbing or Mountaineering must make a Dexterity check for every 20 rounds spent climbing a wall; others must check every 10 rounds. Failing a check means the PC falls. Though falling PCs suffer no damage, they may end up in an area where they risk sinking.

As described in the text, various floor surfaces in the Corridors of Mist have the texture of quicksand, and PCs risk sinking in them. When a PC steps or falls into one of these areas, execute the "Sinking Routine":



## Chapter 3: Leeches and Butterflies

- The victim makes a Dexterity check with a penalty to find a solid handhold. A Strength check with a + 6 penalty pulls the victim free; otherwise, two characters working together can pull the victim free as described below. The penalties reflect the powerful pull of the quicksand-like cloud.
- A failed Dexterity check means the victim sinks 2' per round. A companion can pull the victim free with a Strength check at a + 6 penalty; two companions working together combine their Strength scores and make a single successful Strength check with a + 6 penalty to pull him free. For example, if one PC's Strength is 11 and a second PC's Strength is 12, their Strength total is 23. With the + 6 penalty to the roll, they must roll a 17 or less to pull the victim free. Two PCs whose Strengths total 26 or more succeed automatically.
- A victim who sinks below the surface can still be rescued if companions feel around to find him. To determine when a submerged PC suffocates, see the Drowning section of the Special Underwater Rules in the Introduction. If not rescued, the victim suffocates, sinks, and is never seen again.

**8a. Pit Trap:** Though this appears to be an empty room, the floor conceals a magical pit trap. The floor reacts to the pressure of any weight heavier than five pounds. One round after such weight touches the floor, the entire floor disappears. All those in the room who succeed in a Dexterity check at a + 4 penalty jump to the safety of the doorway in the room; those who fail drop 10', landing on a surface of dark, sticky mist. The fall causes no damage, but those landing in the mist are stuck tight.

For every round stuck in the mist, a victim suffers 3d6 damage from its contact poison (save vs. poison for half damage). Water or any other liquid applied negates the stickiness and frees the victim; otherwise, nothing short of a *limited wish* can free a

trapped victim.

The floor reappears one hour after the trap is triggered.

**8b. Trapdoor:** An iron ring is centered in the floor. Any PC making a Strength check can lift the ring to reveal a trapdoor, leading to a stairway winding down.

**8c. Tunnel:** This is a 4'-diameter tunnel with walls of the violet cloud substance. PCs crawling through the tunnel do so at 1/3 their normal movement rate.

When the party descends into this passage from either stairway (the 7b or 8j stairway), they see a humanoid creature crawling towards them. If the party entered the passage from stairway 7b, the creature is advancing from the bottom of stairway 8j; if the party entered the passage from stairway 8j, the creature is advancing from the bottom of stairway 7b. The creature has gray, leathery skin. A hateful light burns in its eyes. This is a juju zombie, a former treasure hunter who was transformed by Ice-lia.

**Ju-ju zombie:** Int low; AL NE; AC 6; MV 9 (crawling rate 3); HD 3 + 12; hp 32; THAC0 15; #AT 1; Dmg 3d4; SA armed with *necklace of missiles*; SD can climb walls as a thief (92%); strikes as a 6 HD monster; only harmed by +1 or better magical weapons (only edged or cleaving weapons inflict normal damage, blunt and piercing weapons cause half damage); immune to all mind affecting spells, electricity, *magic missiles*, poisons, cold-based spells; immune to *sleep*, *charm*, *hold*, and death magic spells; SZ M; ML special; XP 975.

The ju-ju zombie wears a *necklace of missiles* with 5 missile globes (one 10 dice and four 4 Dice *fireballs*). As soon as the zombie sees the party, it uses its necklace to cast *fireballs* at them, once per round. It continues to crawl towards them and blast *fireballs* until all 5 missiles have been expended; it then attacks with its claws. The zombie fights to the death and

pursues relentlessly; the zombie is able to open the golden doors and trap doors. However, if the PCs elude the zombie for 10 consecutive rounds, it returns to area 8b.

**8d. Blocked passage:** Pebble-sized chunks of violet cloud substance completely block both ends of this passage section. Trapped between the blockages is a cloud of colorless poison gas that smells like sulphur and cinnamon.

A PC who digs through the cloud chunks for 15 rounds clears a passage large enough for the party to proceed. After digging for two rounds, the PC smells an odor of sulphur and cinnamon seeping from the opposite side of the passage. The fumes aren't strong enough to cause damage at this point. However, if the PC continues to dig, the fumes become stronger. After five more rounds of digging, the gas cloud comes billowing through, subjecting all PCs in the tunnel to its noxious fumes.

PCs who save vs. poison are unaffected by the gas. Those who fail are debilitated for the next 4d6 hours. During that time, all abilities are reduced by half; apply all appropriate adjustments to attacks, damage, armor class, and so on from the lowered ability scores. Also, victims' normal movement rates are halved, and they cannot heal by normal or magical means. *Neutralize poison* neutralizes all gas effects.

One hour after the gas seeps through either blockage, it dissipates into the walls; both the broken blockage and the gas cloud magically reappear one hour later. Note that if one blockage is destroyed and the gas dissipates, the party can dig through the other blockage with no risk, providing they do so within an hour.

**8e. Trapdoor:** If the PCs listen at the mist door on the east wall, they can hear the faint cries of what sounds like an agonized woman. The source of the cries is the groaning spirit in area 8h. Otherwise, this room is identical to room 8b.

**8f. Cloud chamber:** This dome-shaped chamber is about 100' in di-

## Chapter 3: Leeches and Butterflies

ameter and has an 80' ceiling. The dome is made of the violet cloud material, as is a pathway that leads to six doorways. The remainder of the floor is covered with clumps of white cloud-like material that looks like cotton. Wisps of greenish clouds drift near the ceiling.

Any PC who steps or falls in the white clouds immediately begins to sink; execute the Sinking Routine (above).

The odor of burning sugar seeps from the mist door and the golden door leading to area 8g; PCs also hear what sound like the cries of an agonized woman coming from behind all the east doors. The source of the cries is the groaning spirit in area 8h. The odor of lilacs seeps from the doorways leading to areas 8j and 8k.

Five rounds after the first PC enters 8f, the green clouds near the ceiling begin to rumble and darken. Five rounds later, greenish rain begins to fall. All characters exposed to the rain for a total of three or more rounds must make a Constitution check. PCs who fail become nauseated, and their heads throb; they make all attacks with a -1 penalty for the rest of the day. PCs able to keep themselves completely dry (such as a warrior holding a shield overhead, or a wizard using *fabricate* to create an umbrella) are immune to the effects of the rain. The rain persists for an hour after the last PC has left area 8f; the rain resumes five rounds after any PC enters this area again.

**8g. Brown mist:** This passage is thick with a dense brownish fog that smells like burnt sugar. The fog causes no damage, but obscures all sight, normal and ultravision, to 2'. The magical fog is confined to area 8g and cannot be dissipated by any means short of a *wish*.

The agonized cries grow louder as the party nears area 8h.

**8h. Banshee lair:** When the party comes within 20' of the opening to this room, a luminous phantasm resembling a withered crone with wild and unkempt hair and a dress of tattered rags comes shrieking out of the

mist, her long claws raking the air and her jaws snapping.

This groaning spirit was in life an elf assistant of Icelia. When the elf refused to obey a direct order, Icelia killed her, later transforming her into a groaning spirit. The spirit is eternally bound to the stronghold, charged with destroying all intruders.

**Groaning spirit:** Int exceptional; AL CE; AC 0; MV 15; HD 7; hp 50; THAC0 13; #AT 1; Dmg 1d8 (touch); SA *wail* once per day (all those within 30' must save vs. death magic or die immediately); any creature who sees her must save vs. spells or flee in *fear* (flee in terror for 10 rounds, 50% likely to drop any items carried in their hands); SD invulnerable to weapons of less than +1 enchantment; immune to *charm*, *sleep*, and *hold* spells, and to cold-based and electrical attacks; killed by *dispel evil*; MR 50%; SZ M; ML 13; XP 4,000.

The spirit attacks the party first with her wail, following with touch attacks directed at any wail survivors. After making a few touch attacks, she retreats to area 8j, hoping to lure the PCs inside this poisonous area (she is immune to the lilac poison). If she loses half her hit points, she tries to flee to area 8f, then west into the labyrinth. If cornered, she fights to the death; otherwise, she retreats to a distant region of the stronghold. At your option, the groaning spirit may wait a day to recover her wail attack, then track the party and ambush them at an opportune moment.

**8i. Soggy section:** This section of the corridor is filled with the same brown mist as in area 8g. The section between the dotted lines is indistinguishable from the floor elsewhere in this corridor, but actually contains several patches of soggy material. For every round spent in the area, each PC has a cumulative 20% chance of sinking; execute the Sinking Routine for each sinking PC.

**8j. Lilac mist:** A thin yellow mist that reeks of lilacs hangs in the air of this corridor. The magical mist is confined to area 8j and cannot be dissipated by any means short of a *wish*. Any PC who spends one round exposed to the poisonous mist must save vs. poison or die; a successful save still means 3d6 damage.

The poison is derived from the S3/A chemical that the party may have learned about in Chapter 1. A 2C/XA pellet, available in Chapter 1, negates the effects of the mist.

**8k. Phony mist corridor:** The mist in this corridor looks and smells like the lilac mist in area 8j. However, it is actually the result of a *permanent illusion* and is harmless. The illusory mist is confined to this corridor.

One round after any PC has crossed any of the servitor locations indicated on the map, black clawed hands emerge from the floor at all four servitor locations. Humanoid creatures with the heads of cockroaches bearing black antennae and bulbous golden eyeballs begin pulling themselves up through the floor.

The creatures are lichling servitors, former human intruders murdered by Icelia, then transformed to attend to the needs of the lichlings and guard the stronghold. The servitors were concealed in the floor of this passage, ready to destroy any trespassers.

**Lichling servitors (4):** Int semi; AL CE; AC 2; MV 12; HD 6; hp 45; THAC0 15; #AT 2; Dmg 2d6/2d6 (claws); SD can only be struck by +1 or better magical weapons; immune to poison, *charm*, *sleep*, *enfeblement*, *polymorph*, *fear*, *cold*, *electricity*, *insanity*, and *death* spells; SZ L; ML 15; XP 975.

It takes a full round for the servitors to pull themselves from the floor. During this time they can be attacked but are unable to defend themselves. Once free, the servitors shamle towards the party, intent on destroying random PCs. The servitors fight to the death, pursuing as necessary; the servitors are able to easily open gold-



## Chapter 3: Leeches and Butterflies

en doors. If the party eludes the servitors for 10 consecutive rounds, the surviving servitors return to area 8k and again conceal themselves in the floor.

**8L. Pudding lair:** If the party comes within 10' of this chamber, two massive black blobs ooze from the chamber opening, hovering a few inches from the ground. The creatures resemble undulating clusters of bubbling blisters and wet cotton.

The creatures are a magically blended combination of black puddings and the cloud-like material of the Corridors of Mists; the creatures have all the properties of normal black puddings, with an increased armor class and magic resistance, along with the ability to fly.

**Modified black puddings (2):** Int animal; AC -1; MV 12, Fl 12 (C); HD 10; hp 68 each; THAC0 11; #AT 1; Dmg 3d8; SA dissolves metal (chain mail dissolves in one round, plate mail in two; each magical "plus" increases the time required to dissolve the metal by one round); SD immune to acid, cold, and poison; lightning bolts and blows from weapons divides in half, each with statistics of original pudding; fire and *magic missiles* cause normal damage; MR 50%; SZ L; ML 17; XP 6,000.

The creatures, intending to devour the party, pursue the PCs anywhere in the passages leading from 8L. If the party retreats through any of the doorways, the creatures withdraw into 8L; the creatures then seep through the cracks in the north end of their lair (8m) and hide among the dark clouds on the floor of area 8p. Likewise, if a creature loses half or more of its hit points, it retreats into 8L and seeps through the 8m cracks to hide in the 8p cloud floor.

**8m. Cracks:** This passage leads to a dead end with several inch-wide cracks in the wall. Beyond the cracks is a short tunnel that leads to the cloud floor of 8p.

**8n. Spongy area:** Several small

black lumps litter the floor; the lumps feel like greasy cotton. The clumps are flakes from the bodies of the pudding creatures in 8L. Otherwise, this is identical to area 8i.

**8o. Archway/teleporter:** Except that the archway is made of a violet substance that feels like dried sponge, this is identical to room 6.

**8p. Cloud chamber:** This dome-shaped room is identical to 8f, except that the floor is composed entirely of dark gray cloud-like clumps, and the clouds near the ceiling are black. The only door is on the east side of the dome, centered in the wall about 70' from the floor.

Just above the door, a shimmering image of a 10'-long key hovers in the air. The key appears to be made of violet mist. PCs who can't *fly* or *teleport* must climb the walls to reach the door and the key.

The entire floor is similar to the Spongy Areas (area 8i and 8n): For every round spent on a particular section of the floor, a PC has a 20% cumulative chance of sinking (requiring the Sinking Routine). If the pudding creatures retreated here (from area 8L), they lurk beneath the spaces of the cloud clumps, about 10' down, near the room's center.

Three rounds after the first PC enters 8p, the black clouds near the ceiling begin to rumble and crackle with static electricity. Three rounds later, lightning begins to crack; for every round thereafter, roll 1d6:

1-4—No bolt hits a character.

5—A bolt singes a random character, causing 2d6 damage (save vs. spells for half damage).

6—A bolt directly hits a random character, causing 6d6 damage (save vs. spells for half damage). The lightning storm persists for an hour after the last PC has left area 8p. The storm begins again three rounds after any PC re-enters area 8p.

As soon as the lightning storm begins, the modified black puddings seep from the floor (assuming they made it here from 8L). If the party hasn't yet encountered the puddings, assume the creatures have been wait-

ing here all along. The creatures undulate through the air, attacking random PCs. The creatures fight to the death; if the PCs leave this room, the creatures withdraw through the floor and return to area 8L. (Note that the lightning may strike a pudding instead of a PC; if so, the pudding splits in two.)

The violet key is merely an image of a key and has no physical properties of any kind. Nothing but the violet cube from area 7a can transform the image into an actual physical key. Such is the nature of the enchantment that the mist key even resists the power of a *wish*; at your discretion, a *wish* might change the mist key to a real key for a limited time—say, an hour or less—after which it changes back to mist and instantly returns to this area.

If a PC brings the violet cube within 5' of the key image, the image begins to shrink and darken in color. Two rounds later, the key image is swept into the cube as if drawn by a powerful suction; the cube disappears, and the PC holds a 6" key made of violet crystal. This is one of the keys necessary to unlock the golden door in area 33.

### 9. Mosaic Room

This room is similar to area 3. As in area 3, each mosaic diagram appears to show a section of a corridor leading to a key, but is actually intended to trick the unwary. Diagram 9a and arch 9c are made of black granite. Diagram 9b and arch 9d are made of ivory. The diagrams and arches are icy cold to the touch. Above the arches is a message spelled out in a patchwork mosaic of ivory and black granite. The message reads: THREE KEYS FOR THE GOLD, TWO EYES FOR THE IVORY.

(As before, the first phrase means that three keys are necessary to unlock the golden door leading to the treasure chamber. The second phrase means that the PCs must take two crystal eyes—available in area 20—to area 30. From area 30, the party can

## Chapter 3: Leeches and Butterflies

gain access to area 31 where the ivory key is located.)

If the PC pass beneath arch 8d, they hear a desperate whisper in their heads saying, "Bring me my eyes . . ."

### 10. Stairway

This granite stairway winds deep into the earth. Mid-way on the stairs sprawls the corpse of a human male (10a). The corpse has been savagely mutilated, as if rent by powerful claws. The corpse clutches a short sword in its hand, which the PCs may take if they like. There is nothing else of interest on the corpse. The corpse is that of a human treasure hunter, killed by the lichlings described below.

About 20' west of the bottom of the stairs, two lichlings are dragging a 3'-long gold rod imbedded with bits of emerald. The lichlings are dragging the rod to the nearest lichling hole (10b). If the PCs don't draw attention to themselves, and if they don't attack the lichlings, the monsters drag the rod into hole 10b and vanish; eventually the rod is deposited in the treasure room (area 34). However, if the PCs make their presence known, or if they attack the lichlings, the lichlings drop the rod and soar towards the party, attacking random PCs with their fangs. The lichlings fight to the death and pursue if necessary.

Though the now-deceased treasure hunter mistakenly believed the rod would bring him good luck, it has no magical properties. The rod is worth 5,000 gp.

### 11. Grave Chamber

The sounds of hissing steam and bubbling water echo in this vast black cave. It's dimly lit by patches of glowing fungi on the chamber walls. The air reeks with the odor of rotten meat.

A waterfall of thick black liquid falls over a ledge on the north wall.

It splashes into a dark stream that winds around the chamber and ends in a small pool. Wisps of vapor rise from the bubbling stream. Rivulets lead from the stream to an open grave centered in the chamber. It looks like there is writing engraved on the black tombstone.

The black liquid in the waterfall (11a), the stream (11b), the ground pool (11c), and the pool on top of the ledge (11d) is lichling fluid. Icelia uses this liquid for various purposes in breeding new lichlings. Not incidentally, it also serves to terrorize treasure hunters.

The fluid is extremely hot, scalding anyone who barely touches it (1d4 damage) and severely burning anyone immersed in it (3d6 hit points of damage per round). The pools and stream are waist-deep; the stream is 5' wide. Fluid in the ground pool (11c) seeps into the earth, preventing the pool from overflowing.

The grave (11e) is 6' deep. A steep stairway of black granite leads to the bottom. To all but the Chosen PC, the grave appears to be empty, and the headstone is blank. However, the Chosen PC sees an ivory key at the bottom of the grave and his or her own name inscribed in the headstone. The key and the name are illusions; the Chosen PC cannot disbelieve these powerful illusions.

If any PC other than the Chosen PC enters the grave, there is no effect. The Chosen PC, entering the grave, falls unconscious upon reaching the bottom (no saving throw). Scalding lichling fluid immediately begins to rise from the bottom of the grave, filling the grave at the rate of one foot per round; the Chosen PC (and anyone else in the grave) suffers 3d6 damage per round from immersion in the lichling fluid.

The Chosen PC doesn't float in the rising lichling fluid, remaining instead on the bottom of the grave. The

Chosen PC continues to suffer 3d6 damage per round until rescued by companions. Note that the Chosen PC also risks drowning in the lichling fluid. (See the Special Underwater Rules in the Introduction.)

The lichling fluid stops when it reaches the top of the grave. The lichling fluid remains in the grave for a full day, or until the Chosen PC is rescued, whereupon the fluid recedes into the ground.

A gentle granite slope leads to the pool at the top of the ledge (11d). If the PCs investigate the ledge, they see a 5' high and 12' wide opening in the north wall (11f). A stream of lichling fluid pours from this opening into the ledge pool.

### 12. Stream Passage

This winding passage, reeking of rotting meat, slopes upward to the north. It is bisected by a 3'-wide, 3'-deep stream of steaming lichling fluid. See area 11 for damage from the fluid.

After the party moves about 20' north of the waterfall pool (11d), a ghostly image of a bald-headed man shimmers into view in front of them; the image doesn't appear if the party has already been to area 15. The image has pleading blue eyes and a curly blonde beard, and wears a long robe covered with small circles. The image beckons the party to head north, then vanishes. (This is an image of Amry Wolover). The party experiences this vision only once.

### 13. Geyser

Centered in this 40'-diameter cavern is a 10' pit, surrounded by a wide ring of sticky granite that is slightly warm to the touch. The air over the pit ripples with heat.

The pit is actually a lichling fluid geyser that erupts every hour. Once the party enters the cavern, roll 1d20; this indicates the number of minutes before the next eruption. One round of rumbling precedes an eruption. An



## Chapter 3: Leeches and Butterflies

eruption sprays a blast of scalding lichling fluid from the pit. All PCs within 10' of the pit suffer 3d6 damage; all those more than 10' from the pit but still inside the cavern suffer 2d6 damage.

If the geyser doesn't erupt, a PC within 3' of the edge of the geyser has a 5% chance of slipping and falling in, suffering 6d6 damage from landing in the hot surface of packed dried fluid 80' below.

### 14. Husk Alcove

This small alcove is empty, except for a 6"-long object on the floor that looks like a black cockroach shell, cracked and chipped. Two arm bones, each about 3" long, extend from the shell. One of the bones is broken off in the center; the other ends in a bony hand with five bony fingers. The arm, hand, and finger bones resemble those of a miniature human.

These are the remains of a defective lichling that crawled here from area 17 and died.

### 15. Image Pool

The passage opens into a large cavern filled with a bubbling pool of black fluid and a powerful odor of rotting meat. Streams of the liquid trickle from cracks in the west wall and empty into the pool.

Without warning, the pool starts to boil. A whirlpool widens over the surface, going faster and faster.

The black liquid is lichling fluid. If the party leaves the cavern, the whirlpool subsides, and the surface becomes calm in five rounds.

Otherwise, if the party remains in the cavern for two rounds, a hazy image rises from the whirlpool and hovers in mid-air—the ghostly figure of a bald-headed man with pleading blue eyes and a curly blonde beard. The man wears a long robe covered with

small circles. This is an image of Amry Wolover.

The image opens its mouth to speak, and the party hears a voice in their heads, as soft as an autumn wind. "Come to the heart . . . come to the heart . . ." The image then disappears, and the pool is suddenly calm. If the PCs return to this area, the pool remains still; they will not experience the image a second time.

The lichling fluid pool is about 10' deep and contains nothing of interest. (See area 11 for damage resulting from contact with the fluid.) The cracks in the north wall lead to tiny passages that wind for miles into the earth.

Both passages leading from the cavern slant down from the pool.

### 16. The Thing on The Shore

The air in this cavern smells like a sickening combination of sour milk and rotten meat. A mixture of lichling fluid (from the stream leading from the pool in area 15) and milky liquid with yellowish lumps (from the stream pouring down from the pool in area 17) fills the oblong pool centered in the cavern. A 5'-wide stream of the lichling fluid and milky liquid mixture flows east.

The 3'-deep pool emits the foul odor of rotten meat and sour milk, but causes no damage. The area 17 liquid cools the lichling fluid from area 15, while the lichling fluid dilutes the area 17 liquid, making it less noxious. There is nothing of interest in the pool; the lumps are masses of organic tissue.

A small black object can be seen on the north shore of the pool, moving slowly towards area 17. Closer examination reveals the object to be a 6" cockroach shell with a pair of ragged gauzy wings and a single 3"-long arm bone, ending in a bony hand with five fingers; the bones resemble those of a tiny human. The object drags itself along the floor with its hand, at a movement rate of 1. This is a defec-

tive lichling, still alive, that accidentally crawled here from area 17 and is now trying to find its way back.

If the party follows the thing, it leads them to area 17; the lichling crawls into the pool and disappears. If the PCs disturb it in any way, it flutters into the air, then makes a beeline towards the nearest PC, flying with a rate of 3. Unless the thing is swatted out of the air or destroyed, it grabs and claws the targeted PC; the targeted victim suffers 1d2 damage per round. The lichling attacks until destroyed. Ripping it free of its targeted victim (which any PC can do) automatically pulls its arm off and kills it; otherwise, assume it is AC 3 and has 3 hp.

### 17. Dead Pool

The odor of sour milk and rotten eggs in this cavern is so strong it makes your eyes water. In the cavern is a pool of milky liquid thick with yellowish lumps. There are mounds of black shells piled in the pool and along its shores. Tiny bones and wings protrude from the piles. A few of the bones and wings are twitching.

Streams of the milky liquid, thick with yellow lumps and an occasional black shell, come from cracks in the north wall and spill into the pool.

The cracks in the north wall lead to small passages that wind for miles into the earth, ending in the modified brain of Icelia's husk (see area 13, Chapter 4). Defective lichlings, spawned in the brain area, are discharged into the passages and deposited in this pool, where they eventually rot away.

The yellow lumps are masses of organic tissue, discharged in area 12 of Chapter 4 along with the defective lichlings. The mounds of black shells are piles of defective lichlings, each about 6" long. There are all kinds of defects: Some have only bony arms, others have only legs. Some are limb-

## Chapter 3: Leeches and Butterflies

less, having only tiny human-like skulls with long fangs. A few only have a pair of ragged gauzy wings. Most are dead, though a few still retain a slight spark of life, causing their wings and limbs to twitch.

Every PC who enters this cavern must make a Constitution check; failure means violent nausea from the stench, 1d4 damage, and a fall to the ground, where the character cannot act for the next 2d4 rounds.

The pool is about 10' deep; PCs immersed in the pool suffer 1d6 damage per round of exposure to the foul, corrosive liquid.

The first PC who comes within 3' of a defective pile notices the shells twitching more violently, rocking back and forth, and vibrating their wings. If the PC doesn't immediately move away from the pile, a horde of defective lichlings swoops from the pile and swarms over the PC. The mindless defectives attack for three rounds. They inflict damage on the targeted PC as follows: round 1—3d6 points; round 2—2d6 (about a third fall harmlessly to the ground); round 3—1d6 (another third fall). After three rounds, the defectives fall away, lifeless and without energy.

If the victim remains still and does not defend against the defectives, halve the damage. Similarly, if the victim remains still and one or more companions try to fight off the insects, halve the damage again. However, if the victim moves, the defectives become more agitated and increase their assault; attempts to attack the defectives have no significant effect on the damage they inflict. The defectives are vulnerable to the *rod of immobile insects* from Chapter 1.

Only one PC is attacked by the defectives, regardless of any subsequent actions the party takes.

### 18. Green Stream

As the passage winds east, the stream becomes dark green and less malodorous. The party notices thin streams of green water seeping from cracks along the northern walls of

the passage. Continuing east, the water contains fewer and fewer traces of lichling fluid (from area 15) and yellow lumps (from area 17).

The green liquid smells like sea water and is undrinkable. The green water comes from sources deep inside the earth; its color comes from various minerals and salts.

If the PCs haven't yet been to area 15, they experience the vision of Wo-lover (see area 15) when they reach the intersection of areas 18 and 19; the vision beckons them west (towards area 15). The PCs experience this vision only once.

### 19. Sticky Stairway

At the south end of this passage is a sticky stairway rising up to a mist doorway. The stairway is similar to the one in area 10, save that there are two bodies at the foot of the stairs with four lichlings atop them. The lichlings attack with ferocious speed, gaining a -1 bonus to Initiative rolls.

**Lichling** (4): Int animal; AL CE; AC 1; MV 3; Fl 24 (B); HD 2 + 2; hp 15; THAC0 19; #AT 1; Dmg 1d6 (bite); SD can only be struck by +1 or better magical weapons; immune to *charm*, *sleep*, *enfeeblement*, *polymorph*, *cold*, *electricity*, *fear*; *insanity*, and *death* spells; SZ S; ML 19; XP 270. (See page 63 for more about the lichling.)

The bodies are of two treasure hunters whose luck got them quite far, but not far enough. One, clad in now rent chainmail, carries a *scimitar* +3 which constantly glows a bright emerald green when un-sheathed (equivalent to torch light). His companion, a female mage, wears a *ring of jumping* and she carries a *beaker of plentiful potions* in her backpack. There is nothing else of interest here.

### 20. Battle Room

If the PCs listen on the west side of the mist door leading to this room,

they hear the sounds of loud rumbling, as of boulders striking the ground, interspersed with hisses and low grunts. If the PCs enter the room, read the following.

The packed earth floor of this huge granite cavern is lit by the soft green glow of fungus covering the walls. Thick granite stalagmites rise from the floor; long stalactites drip from the ceiling. There is brown sand in front of a wide opening on the east wall of the cavern. Two small pits open in the floor near a pair of mist doors in the north wall.

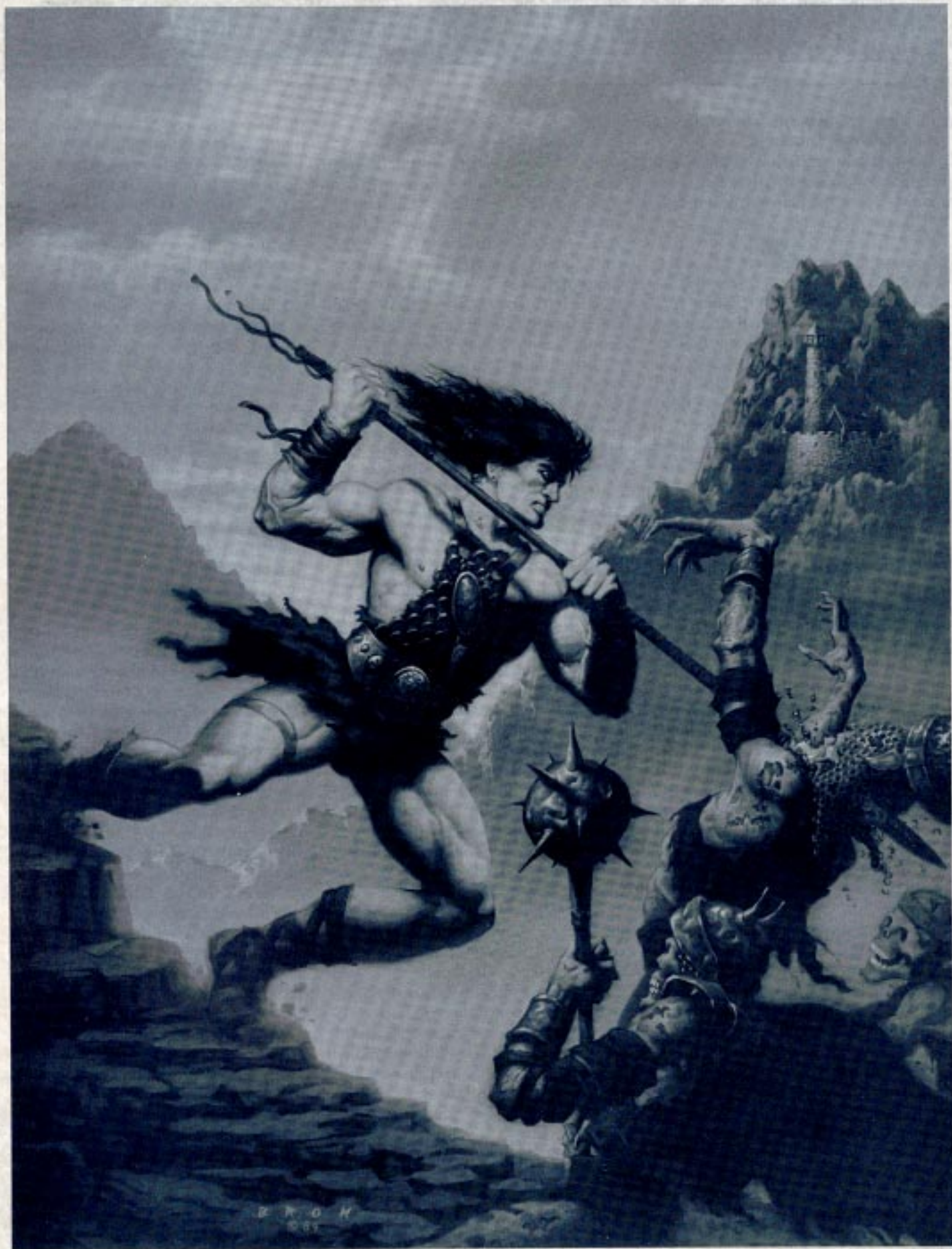
In the center of the room you see two huge serpentine monsters locked in combat, writhing on the floor in a tangle of coils.

One creature looks like a 40'-long violet worm with a long stinger on the end of its tail. The worm lashes its tail at its opponent—a 50' slug with shiny gray skin. The slug retaliates by spewing a stream of sizzling liquid at the worm. The wounds on both creatures disappear a moment after they are inflicted.

On the back of each creature, you can just barely see a cloudy humanoid figure. The surfaces of the figures crackle with blue sparks. A single eyeball made of bright blue crystal is centered in the head of each figure. The figures kick their mounts, urging them to attack their opponents.

The cavern ceiling rises about 150'. The stalactites and stalagmites are solid granite, averaging 10' wide and 30' long. The pits (20a) are lichling fluid geysers, exactly like the one described in area 13. The geysers erupt simultaneously every 20 minutes; when the party enters the cavern, roll 1d20 to determine the number of minutes until the next eruption. The sand pit (20b) is only a few feet deep; characters do not sink in the sand,





## Chapter 3: Leeches and Butterflies

but their movement rate is halved when moving through it.

The cloudy one-eyed figures are wraiths, loyal minions of Icelia. Their mounts are a purple worm and a giant slug.

**Wraiths (2):** Int very; AL LE; AC 4; MV 12, Fl 24 (B); HD 5 + 3; hp 41 each; THAC0 15; #AT 1; Dmg 1d6; SA successful attacks drain a level of experience from victim, including hit points and all abilities associated with that level (spells, etc.); lost experience must be earned again or magically *restored*; SD immune to all weapons except silver (half damage) or + 1 or better (full damage); immune to *sleep*, *charm*, *hold*, *death*, and cold-based spells; SZ M; ML 15; XP 3,000.

**Purple worm (Lorris Larr):** Int non; AL N; AC 6; MV 9; HD 15; hp 110; THAC0 5; #AT 1 and 1; Dmg 2d12 (bite) and 2d4 (tail stinger); SA poison (victim hit by stinger must save vs. poison or die); swallow whole (if attack roll exceeds required score to hit by 4, victim is swallowed and dies in six rounds, completely digested in 12 turns; swallowed victim can attack from the inside; interior of worm is AC 9, but each round, digestive juices cause a cumulative -1 penalty to damage that a swallowed victim can cause worm); SZ G; ML 12; XP 13,000.

**Giant slug (Culhane Ohna):** Int non; AL N; AC 8; MV 6; HD 12; hp 93; THAC0 9; #AT 1; Dmg 1d12; SA spits acid once per round (inflicts 4d8 damage, save vs. breath weapon for half damage; equipment must save vs. acid or be destroyed; first spit has 10% chance of hitting, subsequent spits have a 90% base chance of hitting at 10 yards, with a -10% penalty per additional 10 yards; if spit misses, the acid hits 10' away from the target in a random direction); SD not harmed by blunt weapons or spells that cause crushing or impact damage; SZ G;

ML 12; XP 15,000.

The worm and the slug originally were two human explorers named Culhane Ohna and Lorris Larr, lured to the keep by the promise of treasure. Icelia transformed them into these grotesque creatures, cursing them to fight each other for all eternity, goaded on by the wraiths. While in these forms, Culhane and Lorris have no memories of their former lives.

The emotional trauma of the embattled creatures feeds the lichlings. The wounds they inflict on each other instantly regenerate. However, damage inflicted on the worm and the slug by other sources (such as the lichling fluid geysers—which they avoid—and the PCs) is taken normally. When either creature is reduced to 0 hp, it transforms as described below.

The slug and the worm direct their attacks against each other and not against the wraiths. However, when the party enters the cavern, the creatures immediately become aware of their presence. The worm and the slug then cease attacking each other, and squirm towards the party. Goaded by the wraiths, the worm and the slug attack the party relentlessly, using stinger and acid breath attacks whenever possible. They also try to back PCs against the cavern wall to make them easier to bite or swallow.

The slug and the worm don't go near the mist doors. Not only are they too big to go through, they avoid going near the lichling fluid geysers. But they pursue through the 20c opening, which leads to a dead end.

If a mount is reduced to 0 hp, its wraith rider continues to attack, taking to the air and trying to strike with its energy drain. The wraiths are immune to the lichling fluid geysers and pursue anywhere in the cavern, though they will not pursue through a mist door.

The wraiths are subject to all vulnerabilities of normal wraiths. However, if a wraith is reduced to 0 hp, it transforms into a small puddle of black mist, its crystal eye suspended

in the center. The mist smells like rancid meat but is harmless. If a PC removes the crystal eye (Strength check to pry it free of the mist), the mist dissipates and the wraith is permanently destroyed. Otherwise, if the eye is undisturbed, the wraith completely regenerates an hour later. (The crystal eyes are required by the spirit in area 31 to take the party to area 33).

When the worm or the slug is reduced to 0 hp, it transforms into a shimmering image of a normal-sized human, sprawling helplessly on the ground and moaning in pain. The images represent the spirits of Culhane and Lorris. The slug becomes an image of a young man with a long nose and a plump belly (Culhane); the worm becomes an image of a young man with a lean body and long fingers (Lorris). The images can speak but can take no other actions, including movement. Unless the PCs dispel the images (see below), they revert back to their creature forms in one hour, all hit points intact, and resume attacking; if no PCs are present, they attack each other as described above. They resume these attacks even if their wraith riders have been destroyed.

If the PCs approach the Culhane image and speak to him, the image responds only with incoherent mutters, along the lines of "must feed the bugs" and "the bugs are our brothers."

The PCs find the Lorris image to be more lucid, smiling weakly at their approach and speaking in a soft whisper. Lorris identifies himself and explains that he and his partner are from the village of Garnerr (see Chapter 1). The two entered Wolover's Keep about 50 years ago in search of treasure. They were intercepted and killed by the wraiths. "The power of Icelia transformed us into abominations. We were cursed to fight each other until the end of time."

Lorris knows nothing about the location of the keys or the treasure room, but can supply the following information. If the PCs don't ask the right questions, Lorris offers any in-



## Chapter 3: Leeches and Butterflies

formation you feel the PCs should have.

- Icelia is responsible for the labyrinth. All of its minions are her servants. "Icelia was a lich. She is something else now." He doesn't know what.
- The insect creatures are Icelia's spawns. "They feed on trauma and fear, like a man feeds on bread and meat." Lorris doesn't know anything else about the lichlings.
- The PCs are not Lorris's first would-be liberators. "Recently, a human carrying a green glowing axe came here and tried to free us, but he lacked the magic to do so. He was brave and kind." Lorris has no further details, since he transformed back into the purple worm before the human left. "He may be dead now, so far as I know." Lorris is describing Lenzmin Tier.

When the PCs complete their questions, Lorris begs them to "release our spirits and end our torment." Releasing the spirits requires *remove curse* or *wish* (one spell per image). If a spirit is released in this manner, it disappears in a flash of soft light and is never seen again. (At the end of the adventure, award extra XP to the PC who freed the spirit.) If not freed, the image eventually reverts to its creature form as described above.

### 21. Sloping Passage

This passage slopes down in a northwesterly direction. The passage smells vaguely of sea water (carried from the stream in area 18).

### 22. Small Pool

This is a 10'-deep pool of opaque green water, similar to the water in area 18. A bulky black figure is sprawled next to the west shore. The creature has clawed feet, thick scales, four eyes, and huge mandibles. Closer inspection shows it to be covered with deep slashes; one mandible hangs limply from its jaws and an arm

is grotesquely twisted.

This is a dead umber hulk from area 23, killed by a band of undead marine scraggs when it ventured too close to the pool. The scraggs currently lurk in area 25.

### 23. Rough Passage

This rough passage appears to have been made by clawing and scooping away huge chunks of rock. In fact, the passage was made by five umber hulks. The hulks investigated the pool in area 22 and were attacked by a band of undead marine scraggs (who withdrew to area 25). One of the hulks was killed; the other four carved a new passage to the east where they now wait near the area-24 cracks for passers-by to ambush and eat.

Unless the PCs have already dealt with the hulks in area 24, the hulks lurch from the darkness, attacking if the PCs enter the east passage of area 23 (no surprise modifier for the hulks). The hulks attack with their claws and jaws, using their *confusion* gaze if possible.

**Umbur hulks (4):** Int 10; AL CE; AC 2; MV 6, Burrow 1d6 (soft earth, solid stone); HD 8 + 8; hp 60 each; THAC0 11; #AT 3; Dmg 3d4/3d4/1d10; SA looking into creature's eyes causes *confusion* as per spell unless victim saves vs. spells; opponents have a -5 on their surprise rolls if creature springs from crack in wall; SD infravision to 90'; SZ L; ML 13; XP 4,000.

If the battle is going against the hulks—for instance, if they lose half their hit points—or if the PCs retreat, the hulks try to cause a cave-in of the east passage of area 23 (25% chance of success per round per hulk). If the cave-in succeeds, each character in this passage suffers 6d6 damage. It takes a PC buried in rubble an hour to dig free; an unburied PC who helps can cut this time in half. The hulks dig their way to freedom, causing cave-ins behind them so PCs can't follow.

### 24. Cracked Passage

Long cracks line the north wall of this passage. The cracks were created by four umber hulks, who lurk behind the wall in the east passage of area 23, waiting for passing victims (see area 23 for hulk statistics). Unless the party has already dealt with the hulks in area 23, the hulks burst through the cracks and attack as the party passes by.

The hulks fight as described in area 23; they pursue the party to any area west of area 24, but will not go east (toward area 25). If the PCs elude the hulks for 15 rounds, the hulks give up and dig themselves a new passage, causing cave-ins behind them so they can't be followed. If the battle goes against the hulks—for instance, if they each lose half or more of their hit points—they try to cause a cave-in as described in area 23.

### 25. Green Pool

The descending passage opens into a vast cavern with shiny granite walls. A pool of murky green water fills the cavern; a ball of bones tied tightly with what look like dark vines floats on the pool's surface. You smell the odor of sea water, but you don't hear anything.

A 3'-wide granite pathway crosses the pool, which is about 15' deep. Slimy patches of algae cover much of the pathway, which contains a 10' gap (25a). Except for a small ledge near the west opening (25b), the perimeter of the pool is only a few inches wide and is too narrow to walk on; the pathway is the only way to traverse the cavern on foot. A 5'-wide underwater passage (25c) links this pool with the smaller pool in area 22. Several smaller passages carry excess water deep into the earth, maintaining the level of the pool at a relatively constant level.

Six marine scraggs lurk beneath the

## Chapter 3: Leeches and Butterflies

surface. Icelia's enchantments have given the scraggs the immunities of zombies; they otherwise resemble normal marine scraggs. (For the purposes of regeneration, assume the pool has the properties of salt water.) The scraggs are 8' tall, with pot bellies and rows of needle-like teeth. Shards of rotting green scaly hide hang from their dark bones.

**Modified marine scraggs (8):** Int low; AL CE; AC 2; MV 3, SW 12; HD 6 + 12; hp 60 each; THAC0 13; #AT 3; Dmg 1d4/1d4/1d8+8; SD beginning three rounds after it is first wounded, regenerates 3 hp/round when immersed in salt water; scraggs reduced to 0 hp stand up and fight as soon as they have positive hp (1 or more); a natural attack roll of 20 severs the scrag's limb; severed limbs continue to fight with normal chances to hit, rejoining body at end of battle; only fire and acid cause permanent damage to scraggs (destroying its regenerative abilities); immune to *sleep*, *charm*, *hold*, *death magic*, poisons, cold-based spells, and holy water; cannot be turned; SZ L; ML 16; XP 2,000.

The bobbing ball (25d) is a collection of hollow bones bound together with tough aquatic vines that grow on the bottom of the pool. A long vine tied to a heavy stone prevents the ball from moving out of position. The bone ball is intended to distract intruders, giving the scraggs a better chance to ambush them.

Dark slime lines the bottom of the pool. The slime is comprised of tissue lumps from area 17, rotting vegetation, and chunks of putrefied hide from the scraggs. Each scrag carries a handful of slime that it can throw 10'. If a scrag hits a surfaced PC with this slime or rubs it into the face of a submerged PC (make a normal attack roll in either case), the PC must succeed in a Constitution check or suffer extreme nausea, making all attacks at a -2 penalty for the next hour. Scraggs are unaffected by their slime.

The scraggs hope that one or more of the PCs will enter the water to examine the bone ball or to swim the pathway gap (25a). If so, the scraggs attack each PC in the water (one scrag per PC), first with their slime ball and then with their claws and teeth. At the same time, the remaining scraggs surface and try to pull all PCs on the pathway into the water; PCs on the bridge must make a Dexterity check with a +4 penalty (due to the algae on the bridge and the strength of the scraggs) or fall in.

Scraggs who fail to push their victims either join the attack against any other fallen PCs, or submerge, surfacing again in a few rounds to make another pushing attempt at PCs still on the pathway.

If it appears to the scraggs that none of the PCs will voluntarily enter the water, the scraggs surface and try to push in all PCs on the pathway. The scraggs then continue to attack as described above. When the opportunity presents itself, the scraggs scoop new handfuls of slime from the bottom of the pool to attack PCs who haven't yet been successfully slimed.

The scraggs fight to the death with any PCs in the water. They make no attempt to move onto the pathway, although they can freely swim under it. If a PC flees from the pool through the underwater passage (25c), the scraggs pursue; otherwise, the scraggs will not leave area 25.

### 26. Teleporter

An arch of black granite rises over the golden door leading to this room. A strong odor of oranges emanates from beneath the door. Inside is a pool of orange mist. Any PC stepping inside is automatically teleported to area 9.

### 27. Hovering Key

An ivory key appears to be hovering in the center of this black granite room. The walls contain flecks of polished ivory. A soft halo of white light surrounds the key. A white stain is

centered on the floor beneath the key.

The key is actually an illusory image with no substance; staves and other physical objects pass harmlessly through it. However, if any living object, such as a PC's hand, touches the image, the image vanishes and a 10' × 10' granite piston set flush in the ceiling slams to the floor. The piston immediately withdraws back into the ceiling. All PCs slammed by the piston suffer 6d8 damage (Dexterity check for half damage). The image reappears 10 rounds later, resetting the trap.

The white stain on the floor is from crushed bones that have been pounded flat, the remains of a long-ago intruder who triggered the piston trap.

### 28. Big Door

This golden door resembles the other doors found elsewhere in the stronghold, except that it is about 50% larger. The door is actually a killer mimic, who attacks the first PC who touches it. The mimic fights to the death and pursues if necessary.

**Killer mimic:** Int semi; AL NE; AC 7; MV 3; HD 10; hp 74; THAC0 11; #AT 1; Dmg 3d4 (smash); SA glue (any creature or item touching creature is stuck fast; alcohol weakens the glue in three rounds, or victim can break free with successful Strength check at +2 penalty); SD immune to acid; SZ L; ML 13; XP 3,000.

### 29. Archway/Teleporter

An ivory arch arcs over the golden door leading to this room. Except for flecks of ivory imbedded in the black walls, this room is identical to area 6. A PC stepping into the orange mist is immediately teleported to area 9.

### 30. Butterfly Room

Read the following if the party enters this room.



## Chapter 3: Leeches and Butterflies

The walls of this room are ivory. They're lined with tall white trees. The tree limbs are thin but reach almost to the ceiling. Hundreds of white butterflies perch in the branches, beating their wings slowly and steadily.

Against the south wall sits the ghostly image of a young man, surrounded by a clutter of ivory fragments and broken bones. The image is bright blue, except for two black holes opening in his head where his eyes should be. The image is writing on a piece of ghostly parchment with a ghostly feather pen. "My eyes," he moans in a thin squeaky voice. "Bring me my eyes . . ."

The trees are solid ivory. The butterflies appear to be normal white butterflies, but have the heads of tiny humans, contorted in misery and despair. (The butterflies were human intruders lured into the keep whom Icelia killed; she cursed their spirits and resurrected them in this form.) It is impossible to communicate with the butterflies. If attacked, the butterflies do not defend themselves. A *wish* or *remove curse* ends the curse of a single butterfly; it vanishes in a flash of soft light and is never seen again.

The image represents the spirit of Hurcol Nirimor, a human scholar who made his way into the stronghold about 20 years ago. Hurcol planned to keep a diary of his experiences, later to be used as a basis for a series of books about the supernatural. Icelia killed him, then resurrected him in this form, plucking the eyes from his head and turning them to crystal. (The wraiths in area 20 now have them.) Hurcol has no memory of his original life. Since he's only an image, Hurcol cannot attack or be attacked.

If the PCs speak to Hurcol or otherwise make their presence known, Hurcol gropes the air in front of him.

"Interview subjects!" he exclaims. "Would you mind answering a few questions?" If the PCs decline, Hurcol says he understands. "I respect your privacy." He continues with his scrawls and mumbles about his lost eyes. If the PCs agree to the interview, Hurcol asks them disjointed questions. ("Who are you?" – "Have any pets?" – "Do you have a favorite song?" – "What day is it?"). If the PCs examine his ghostly parchments, they see only the scrawls of a child.

Hurcol has no useful information for the party; if they ask him a question, he says, "Let me look into that for you," then grabs a random pair of broken bones or ivory fragments from the pile around him and puts them in his head where his eyes should be. The objects fall through his head and clatter to the floor. "Sorry," he mutters, then continues his interview.

If the PCs give Hurcol the blue crystal eyes (from area 20), he accepts them and puts them in his head. The eyes stay in place. Hurcol blinks and looks around. "Much better," he says, then turns to the party. "Now, let's try this again. What is it you wanted to know?" Hurcol still has no useful information (other than described below), answering the party's questions with a shrug and a sheepish "Couldn't tell you."

However, if the PCs ask for help in locating the treasure room or the ivory key, and they've given him his eyes, Hurcol nods affirmatively. "Yes, I can help you," he says. "That one I can help you with." He steps past the party and walks to the center of the room. "The key!" he shouts. "Take us to the key!"

All the butterflies instantly stop beating their wings. The entire room begins to sink into the ground, slowly at first, then faster and faster, as if the room were plunging in free fall down an empty shaft.

Hurcol seems oblivious to the free fall. "Now where were we?" he asks

the party, then proceeds with his inane interview questions, still recording the answers in meaningless scrawls. If the PCs ask what's happening, Hurcol says matter-of-factly, "We're going to the key. Isn't that what you wanted?"

Hurcol continues with his interview as the room falls. Each PC must make a Dexterity check to avoid falling from the rapid descent, but suffers no damage in any case. After ten rounds of descent, the room slows. Five rounds later, the room stops moving, settling gently as if on a bed of feathers.

"We're here," says Hurcol. "Good luck." The image of Hurcol shimmers and fades. A moment later, it's gone.

### 3.1. Ivory Death

The descending room (from area 30) lands in the area indicated by the dotted lines. After the image of Hurcol disappears, the walls of the descending room also shimmer and fade; the ivory trees and butterflies remain.

After the walls of the descending room vanish, the PCs see an immense cavern with sheer ivory walls. The 40' ceiling is enchanted with permanent *continual light*, bathing the cavern in a dim glow. Before them looms an ivory statue of a head, nearly 30' in diameter (31a). The head resembles a human skull covered with withered and rotting flesh. Shanks of long matted hair, also rendered in ivory, extend from the scalp. Intense pinpoints of red light shine from the black eye sockets. Imbedded in the center of the forehead, in plain view, is an ivory key. (The ivory statue represents the head of Icelia.)

Dozens of spindly ivory trees, their branches filled with white butterflies whose wings beat in a slow, steady rhythm, sprout from the ivory floor throughout the room. The butterflies and trees resemble those in area 30. Shallow dish-like indentations open in two sections of the cavern floor (31b and 31c). There is no exit from

## Chapter 3: Leeches and Butterflies

the cavern in sight.

If the PCs attack the head in any way, or come within 10' of it, the light in its eyes flares brightly and its jaws slowly widen. The head spews a blast of poison gas in a cone 50' wide and 100' long, reeking of decay and death; all those in the cone's area of effect suffer 3d6 damage (save vs. poison for half damage).

Immediately after the stench attack, the ground near 31b and 31c begins to rumble. A moment later, two 20'-diameter ivory fists burst through the 31b and 31c indentations. Each hand has 12 fingers that end in snarling reptilian heads with razor-sharp fangs.

**Ivory hydra hands (2):** Int semi; AL CE; AC 1; MV 9; HD 12, 8 hp per head; THAC0 9; #AT 12 or 1; Dmg 1d10 (bite from each head) or 4d10 (smash victims in 10' radius); SZ G; ML 10; XP 2,000.

The hydra hands lurch towards the party, the reptilian heads hissing and snapping. As the hands lurch, all the butterflies flutter from the trees and move towards the party in thick cloud-like swarms.

Once the hydra hands burst through the floor, the hands, the butterflies, and the ivory head attack the party as described below. The hands and the head fight until destroyed, or until the PCs escape the chamber, as described below.

**Hydra hands:** The hydra hands are connected to long, flexible ivory arms extending from the floor. The hydra hands can reach anywhere in the chamber. Every round, a hand can either make biting attacks against PCs (up to four heads can attack a single foe), or it can form the hands into a fist and smash all PCs within a 10' radius. Make a normal attack roll against each potential victim. Each smashed victim suffers 4d10 damage; items must save vs. crushing blow.

Each arm is AC 1 and has 70 hp. If the PCs sever a hand's arm, the hand continues to move and attack, but it can no longer form a fist and make

smashing attacks.

**Butterflies:** A butterfly swarm surrounds each PC; it cannot be evaded. A swarm does no damage but is so distracting that the PC attacks at a -2 penalty. A swarm can be dispersed if the PC spends a round doing nothing but fending it off with smoke or fire. A swarm also disperses if it suffers 25 hp damage; assume the swarm is AC 7. A dispersed swarm leaves the PC alone for 1d4 rounds, then returns; if a PC disperses the same swarm a second time, the swarm no longer returns.

**Head statue:** The head statue can't move, but it can swivel to make special gas attacks. Each gas attack is a cone 50' wide and 100' long; note that PCs are safe from the gases at the far ends of the cavern. The head can emit any of the following spews, one per round:

1. **Poison gas.** (Described above.)

2. **Fear gas.** Any PC exposed to this colorless, odorless gas must save vs. breath weapon or fall trembling to the ground, unable to act for 2d4 rounds.

3. **Silencing gas.** Any character exposed to this gray, odorless gas must save vs. spells or lose the ability to speak for 2d4 rounds.

The head statue is AC 1. If it suffers 120 hp damage, it crumbles into dust, leaving the intact ivory key behind. Destroying the head also reveals a golden door that was hidden behind it. The door opens to a winding ivory staircase that descends deeper into the earth.

### 32. Mosaic Room

This room is similar to area 9. However, there is only one diagram and one arch, both made of iron plated with fool's gold. The diagram and the arch are icy cold to the touch.

Above the arch is a message spelled out in a mosaic of gold-plated iron. The message reads: THREE KEYS FOR THE GOLD. As before, the phrase means that three keys are necessary to unlock the golden door leading to the treasure chamber (area 33).

### 33. Key Room

Beyond the door lies an immense room brightly lit with shining golden globes suspended from the ceiling. Centered in the room is a square pit, filled to the top with thousands upon thousands of glistening gold keys. A soiled red cloth the size of a handkerchief extends from the key mound in the center of the pit.

A 30'-square golden door sits flush in the north wall. You see sparkling black gems in the door. The center of the door contains three keyholes.

The globes, keys, and door are all made of iron covered with a thin layer of fool's gold. The globes are permanently enchanted with *continual light*. The door is identical to the door previously experienced as a vision by the Chosen PC (Veilstone Peaks encounter 15, Chapter 1).

So powerful is the magic that enchants the huge golden door that not even a *wish* can open it. At your option, a *wish* might allow a PC inside the door without opening it, but note that the PCs can't open the door from inside, either. However, if the violet key (from area 8p), the ivory key (from area 31), and the old key (area 3, Level 1 of the Wolover's Keep map) are inserted in the keyholes (each key fits in any keyhole), proceed immediately to the area 34 encounter.

Aside from minor variations in color and size, the 99,999 keys in the pit are identical. All fit in the keyholes in the huge golden door, but none of them open it.

The red cloth is part of a velvet robe. The robe surrounds the skeletal remains of a human male. These are the remains of Hakem, whom Balko told the party about in the prologue. When Hakem and his sister Kharla reached this area, the treacherous Kharla stabbed him in the back and dumped his body in the key pit,



## Chapter 3: Leeches and Butterflies

so that she could keep the treasure for herself.

If the party doesn't have the keys needed to open the treasure door, let them experiment for a while with alternate methods of opening it (all of them fail). When they're on the verge of giving up, proceed to the "Clawed Intruders" section.

### Clawed Intruders

Your attention is drawn to a low humming coming from the west wall. The humming increases in intensity, becoming so loud that it seems to drill into your brain, as a ten-by-ten section of the wall begins to glow. As the humming builds to a painful crescendo, streams of white light flare from the glowing square, and the humming stops.

The wall section is gone. Standing in the opening is a woman with the head of a cockroach. She has twitching black antennae, a pair of bulbous golden eyeballs, and wisps of long black hair growing from her shiny scalp. She wears a tattered scarlet robe and carries a glowing silver rod in her clawed hand. Eight other humanoids, just as hideous, cower behind her.

The woman steps through the opening. The other creatures follow her closely. "You seek treasure?" she asks in a raspy voice. "I bring you a gift far more valuable than gold and gems."

The creatures are mindless lichling servitors (see area 8k for details). The female is Kharla, another servitor.

**Lichling servitors** (9): Int semi; AL CE; AC 2; MV 12; HD 6; hp 45; THAC0 15; #AT 2; Dmg 2d6/2d6 (claws); SD can only be struck by +1 or better magical weapons; immune to poison, *charm*, *sleep*, *enfeeblement*, *polymorph*, *fear*, *cold*, *electricity*, *insanity*, and *death*

spells; vulnerable to *rod of immobile insects* from Chapter 1; SZ L; ML 15; XP 975.

Kharla originally entered the stronghold with her brother Hakem, in search of riches. She killed him when they found the treasure room. Impressed with Kharla's treachery, Icelia murdered her, then resurrected her to serve as a commander of the lichling servitors. Icelia allowed Kharla to retain her intelligence, though Kharla has no memory of her former life.

In exchange for a promise of a kingdom of human slaves to rule—a promise Icelia has no intention of keeping—Kharla now willingly serves Icelia. Her principal duty is finding exceptionally able humans who can be transformed into new servitors.

Kharla has the same statistics as the other servitors. Also, Kharla has a *wand of lightning* with 12 charges. Kharla opened the section of wall by touching it with a small copper ring she wears on the claw of her right hand. The wall section remains open for 15 minutes.

Before the PCs can act against the servitors, Kharla hurls a glass sphere that shatters and fills the room with a gray mist. All PCs in the room must save vs. poison at a -7 penalty or lapse into unconsciousness for an hour. The servitors attack PCs who don't succumb to the gas; if conscious PCs don't surrender, the servitors fight to the death. Unconscious and captured PCs are taken to the cavern north of the treasure room; proceed to area 36.

### 34. Treasure Room

When the proper keys are inserted in the keyholes of the golden door (in area 33), the door disappears, revealing a vast circular chamber filled with staggering amounts of treasure: pearls, opals, and sapphires as numerous as grains of sand on a beach; a sparkling ocean of diamonds, emer-

alds, and rubies; glistening drifts of gold and silver coins.

A moment after the door disappears, it is replaced with the ghostly image of a human skull covered with withered and rotting flesh and shanks of long matted hair. Intense pinpoints of red light shine from the black eye sockets. (This is an image of Icelia, similar to the ivory statue in area 31). The image cackles loudly, its voice like nails scraping on slate. Opening its jaws wide, it inhales sharply. Every PC, regardless of his location, is swept into the jaws of the image as if pulled by a powerful vacuum. The PCs can do nothing to resist the vacuum; they crash into a pile of gold coins, each suffering 1d6 damage from the impact.

When all the PCs have been drawn into the treasure room, the image vanishes, and the door reappears, effectively trapping them inside. The 5'-thick door is made of iron, permanently enchanted with *wall of force*. The room is made of black granite.

The chamber is pitch black. PCs who examine the treasure find that most of it has been fused together in immense clumps. Icelia did this to prevent theft. Tampering with the fused treasure in any way causes it to crumble into near worthless dust.

Diligent searching reveals many loose gems and coins that the PCs may take. All gems listed in the "Gems" section of Appendix 1 in the *Dungeon Master's Guide* are in ample supply. Determine how much treasure is available to the party according to your own campaign's standards, up to about 50,000 gp value per PC.

The PCs also discover several skeletal remains among the treasure piles. These are adventurers who were trapped in the treasure room and died here. If the PCs examine the north side of the room, they discover an 8'-diameter hole that appears to have been crudely hacked into the wall. The hole opens to an 8'-diameter, roughly chiseled passage that winds into the earth.

## Chapter 3: Leeches and Butterflies

### 35. Dying Ally

Sprawled against the north wall of this cavern is a stocky human clutching a green-glowing battle axe and wearing a copper bracelet. His eyes are glassy, his lips are cracked, and his skin is bright yellow. Thin streams of yellow liquid trickle from small cracks in the cavern wall. The human struggles to rise when he sees the party, then collapses back to the ground. He smiles weakly. "Good to see you," he gasps. "Looks like you got here just in time."

**Lenzmin Tier** (13th-level human fighter): AL LG; AC 5; MV nil (due to illness); hp 5 (normally 90 hp, reduced due to illness); THAC0 nil (normally 8) #AT nil (normally 1); Dmg nil (normally by weapon); AL LG. Carries *Stonesplitter* (see text).

Tier introduces himself. If the PCs speak, he interrupts them. "Hear me out," he says. "I may not last much longer." Tier says he entered the stronghold at the King of Cormyr's request, and through perseverance "and a great deal of luck" found the keys needed to unlock the treasure room door. "I had a bit of help," he admits, saying that he consulted with an old diviner friend before he arrived at the keep. "His name is Xamine. Lives in a little town called Melcher. He used his divining skills to figure out which keys I needed." (If the PCs visited Melcher in Chapter 1, they may have heard about Tier's meetings with Xamine.)

Once Tier opened the treasure door, he was trapped inside like the PCs. Using his axe, *Stonesplitter*, he hacked open an escape passage. "But I went the wrong way. A yellow liquid sprayed through these cracks in the wall and doused me with poison. I haven't been able to go on."

Tier was sprayed by a stream from the poison pool in area 37. There isn't enough of the lilac liquid left in this cavern to harm the PCs. Tier has kept himself alive through various potions he'd carried with him, but now he's

near death.

Tier explains that the promise of treasure is only a ruse to lure people into this stronghold, which was created by an evil force of enormous magnitude. "Her name is Icelia. She must be stopped, or all the Realms will be hers."

Tier gags and chokes, struggling to catch his breath. When he resumes breathing normally, the party can question him. He has no information other than that listed below. If the PCs don't ask the right questions, Tier offers any of the information that you feel the PCs should have.

**"Who is Icelia?":** "An evil wizard who was later reborn as a lich. She has since become something far more powerful than a lich, and far more dangerous." Tier has no details.

**"What do you know of her plan?":** "She is creating her own army to conquer the world, an army of insectile monstrosities, spawned from her body." If asked, Tier describes the physical appearance of the lichlings; PCs who have seen the lichlings elsewhere recognize Tier's description. "This labyrinth was built for Icelia's spawns. They feed on the fear and emotional trauma of intruders trying to navigate safely past its traps and minions." Tier has no more details.

**"How do we stop Icelia?":** Tier doesn't know, but he knows where to find her. "She is somewhere to the east."

**"How did you learn all this information?":** "A man appeared to me in a vision. He didn't say his name, but he had blue eyes, a curly blonde beard, and wore a long robe covered with small circles." The image said that in his former life, he was a wizard engaged in magical research to benefit the poverty-stricken farmers of his homeland. "But Icelia killed him and corrupted his ideas for her own purposes." (The image was that of Amry Wolover.)

**"If you had the keys to the treasure room door, how were we able to find them?":** "Perhaps the keys vanish when the door opens,

reappearing in their original locations for other intruders to find." (Good guess—he's right.)

**Stonesplitter:** When the party completes its questions, Tier gives them his axe. "This is *Stonesplitter*. It now belongs to you. Use it to cut a path due east, then continue in that direction until you find a way to destroy Icelia."

*Stonesplitter* acts as both a *vorpal battle axe* and a *spade of colossal excavation*, except that it can cut and scoop away sections of solid rock. Tier also gives them his remaining food (two days' rations for one person) and his copper bracelet (value 5 gp).

Tier is too weak to accompany the party. However, if the PCs use magical or other methods to return Tier to at least half of his original hit points, he feels well enough to accompany them for the rest of their journey, if they ask. Such are his injuries, though, that he can't walk faster than MV 3. If Tier accompanies the party, he keeps *Stonesplitter* for himself. If the PCs don't take Tier with them and return to this area within an hour, they discover that Tier has died.

If the party uses *Stonesplitter* to cut a tunnel to the east, or if Tier goes with them and shows them the way, they enter area 39.

### 36. Transformation Cavern

Events here depend on whether the party has experienced the "Clawed Intruders" section above.

**If the party hasn't experienced "Clawed Intruders":** The party most likely has entered this area because they didn't follow Tier's directions (see area 35). As soon as the party enters area 36, they encounter Kharla and her eight lichling servitors (see the "Clawed Intruders" section for details). Kharla tries to knock out the PCs with her glass globe (as detailed in "Clawed Intruders"), after which the encounter plays out as de-



## Chapter 3: Leeches and Butterflies

scribed below.

**If the party has experienced “Clawed Intruders”:** The party awakens in the bottom of a bowl-shaped pit about 15’ deep and 20’ in diameter (36a); small projections of jagged rock line the sides of the pit. All PCs have their hands tightly bound behind them with thick vines. All their weapons, armor, and other possessions are gone.

The pit is centered in a black granite cavern, illuminated by patches of fluorescent fungus clinging to the walls. The cavern ceiling is 30’ high; stalactites and stalagmites, about 5’ thick and 10’ long, sprout from the ceiling and floor.

Kharla and seven of her lichling servitors stand near the perimeter of the pit, staring down at the party. The eighth servitor stands near the north wall beside a 3’-wide granite boulder that’s been plugged into a hole in the wall (36b). A tiny stream of yellowish fluid leaks from the boulder, dripping into a gutter (36c) that leads to the pit.

All of the party’s possessions are piled near the west wall (36d). The passage in the south wall (36e) leads back to the key room (area 33); it ends at a solid granite wall, enchanted with *wall of force* (unless the PCs can negate the *wall of force* and break their way in, only the touch of Kharla’s copper ring can re-open the magical entry to area 33).

As soon as the PCs regain consciousness, Kharla peers into the pit and speaks to them. “You have been chosen for a great honor. In a short while, you will join the select ranks of those who serve the children of Icelia. But first, we must rid you of your repulsive flesh.” Kharla motions to the servitor by the granite plug (36b). The servitor pulls out the boulder, and thick streams of milky fluid with yellow lumps pour from the hole, flow down the gutter, and plop wetly into the party’s pit (36a). When the first gush of fluid splashes into the pit, each PC must make a Constitution check; failure means violent nausea from the stench, losing 1d4 hit points and the slippery liquid causes a PC to

fall to the ground. During the next 2d4 rounds the character can take no action. (The party should recognize this fluid as similar to that in area 17).

The fluid fills the pit at a rate of 1’ per round. The PCs cannot float or swim in the thick fluid; once submerged in the fluid, they risk drowning (refer to the Special Underwater Rules in the Introduction). Kharla intends all PCs to drown in the pit. Dead PCs are left in the pit for 24 hours, at which time Icelia will transform them permanently into NPC lichling servitors. In two days’ time, the fluid gradually seeps into tiny cracks in the bottom of the pit, emptying it.

If they wish, the PCs can speak with Kharla while the pit fills. If asked to identify Icelia, Kharla says only, “The master and mother of us all.” If asked about Hakem, she says, “He was too weak to serve, fit only for lichling food.” If asked about the lichlings, she identifies them as “the developing children of Icelia—soon to be your brothers.” To all other questions, she answers, “This is not for children to know.”

There are three ways the PCs can break free of the vines binding them:

- Snap them with a Strength check.
- Untie them with a Dexterity check at a +4 penalty; a PC back-to-back with a companion takes only a +2 penalty on attempts to untie the companion’s bonds.
- Scrape the vines against the sharp projections on the walls of the pit. The projections cut the bonds in 1d4 + 1 rounds of scraping.

As soon as Kharla realizes that any of the PCs have freed themselves (for instance, if a PC begins to climb out of the pit, or attacks a servitor with a missile weapon), she and the servitors attack all freed PCs, leaving the bound PCs to drown in the pit. Kharla attacks with her *wand of lightning*; the servitors swarm at the PCs, slashing with their claws and snapping with their teeth. Kharla does not negotiate, and she and the servitors fight to the death. Kharla and the ser-

vitores pursue the PCs relentlessly, though they do not go near the mist pool (area 40).

All the servitors, including Kharla, can be affected by the *rod of immobile insects* from Chapter 1.

A group of PCs whose Strength scores total 20 can replace the boulder plug in the hole (36b) and stop the flow of fluid. As long as the servitors are engaged in battle, they don’t bother to pull the plug again.

### 37. Yellow Pool

This cavern reeks of lilac, emitted from a large pool of yellow liquid. Any PC who touches the liquid must save vs. poison or die (save for 3d6 damage).

The poison is derived from the S3/A chemical that the party may have learned about in Chapter 1; a 2C/XA pellet—available in Chapter 1—negates the effects of the liquid. Lichling servitors are immune to the liquid’s effects.

### 38. Blockage

The passage is blocked by large chunks of black granite caused by a collapsing ceiling. One PC working for an hour can clear away enough chunks to create a man-sized hole through the blockage.

### 39. Cavern

This huge cavern is filled with thick stalactites and stalagmites. It holds nothing of interest.

### 40. Mist Pool

When the party comes within 20’ of this cavern, they smell the sweet aroma of oranges.

A pool of orange mist fills the floor of the cavern. Any PC touching the mist is instantly teleported to area 1 of Chapter 4.

# Chapter 4: Spiders and Worms



## DM's OVERVIEW

This chapter details the third and final level of Icelia's stronghold, the transformed husk of what was once Icelia's body. Use the Stronghold Level 3 map on the insert color map for reference. The PCs begin this chapter in area 1.

## Goals

In this chapter, the PCs can accomplish the following:

- locate the spirit of Amry Wolover and learn his secrets (area 11).
- find the spawning ground of the lichlings (area 12).
- face Icelia and Zhorach in a final showdown (area 13).

## General Features

Icelia has transformed her body into an immense husk, magically adapted to generate and incubate her lichlings. The PCs travel through Ice-

lia's transformed body in this part of the adventure, making their way through a maze of ducts and modified organs. The players aren't likely to be aware of the exact nature of their characters' surroundings, at least at first. Allow them the fun of figuring it out for themselves.

The husk is suspended horizontally in an immense cavern miles beneath the surface of the earth. Thick webs of iron strands, generated by Icelia and permanently enchanted with *wall of force*, connect the husk to the cavern walls. The strands are only inches apart and instantly regenerate if destroyed.

Except where specified otherwise, the interior of the husk, including all ducts, organs, and fluids, is about 45 degrees Fahrenheit—uncomfortably cold, but not damaging.

All ducts, organs, and other areas of the husk generate their own greenish light. The light is very dim, equivalent to the light produced by small candles.

With the exception of the ducts, or-

gans, valves, and capillary bundles (all described below), the entire husk is made of petrified tissue with AC -1. Networks of tiny capillaries filled with a magical freezing gas extend from the cavern walls and permeate all petrified tissue, making the tissue ice cold to the touch. Should a PC damage the tissue—for instance, by digging through it—the damage automatically ruptures the capillaries and sprays a mist of freezing gas, causing 2d6 damage (save vs. breath weapon for half damage). PCs continue to suffer this damage every round they attack the tissue. Damaged husk tissue completely repairs itself in one round; ducts, organs, and capillary bundles also heal in this way.

## Map Features

All of these features are designated on the Stronghold Level 3 Map.

**Ducts:** The PCs travel in the husk mainly through ducts, which resemble 10'-diameter gray tunnels. Covered with small bumps and ridges,



## Chapter 4: Spiders and Worms

ducts have the texture of alligator hide and emit a slight odor of rotten eggs. The ducts continuously expand and contract as if breathing; the contractions are very slight and don't interfere with the party's actions.

The ducts are AC 0. Damaging a duct exposes the petrified tissue behind it (see above). Damaged ducts magically repair themselves in one round.

Though the ducts have occasional slopes and inclines, for the most part they lie on a horizontal plane, allowing PCs to use their normal movement rates.

There are four types of ducts, each designated by the substance it contains. The substances are confined to the ducts; they are not transmitted to adjacent ducts and organs by valves (see below).

The duct types:

1. **Lilac ducts:** Translucent yellow mist that smells like lilacs fills these ducts. Any PC who comes in contact with the mist must save vs. poison or die; a save still means 3d6 damage. The poison is derived from the S3/A chemical that the party may have learned about in Chapter 1; a 2C/XA pellet (available in Chapter 1) negates the effects of the mist.

2. **Clear water ducts:** Crystal clear water that smells like a mixture of sea water and alcohol fills these ducts. It has the same properties as the water described in area 4 of Chapter 2. (PCs can breathe this fluid as easily as air).

3. **Lichling fluid ducts:** These ducts are filled with lichling fluid, a thick, brackish smelling liquid that promotes the development of maturing lichlings. The fluid is extremely hot and severely burns anyone immersed in it (3d6 damage per round).

4. **Stench ducts:** Wisps of gray mist float lazily in these ducts. The mist reeks of rotten meat, but is harmless.

**Organs:** Like ducts, all organs are AC 0; damaging them exposes petrified tissue (see above). Damaged organs magically repair themselves in one round. Organs not discussed in the text have withered away and dissolved.

**Valves:** Valves are passageways between ducts and organs. They resemble puckered circles of black leather, 5' in diameter. A character who touches a valve is instantly transported to the opposite side. Like the mist doors in Chapter 3, passage through a valve is one-way only, indicated by the direction of the arrow (see map). The opposite side of a valve—that is, the side opposite the one indicated by the arrow—acts as a *wall of force* to prevent passage in the other direction.

Though valves are opaque, they transmit sounds and odors, which can provide helpful clues to the PCs about the opposite side. For instance, a valve leading to a lilac duct emits a lilac odor. A valve leading to a lichling fluid duct is warm to the touch and exudes a coppery odor.

**Capillary bundles:** These are bundles of tiny ducts. Each duct is about an inch in diameter, and the entire bundle is about 10' in diameter. The capillary bundles deliver fluids, gasses, and other nutrients generated by the various organs to the brain area (area 13) to stimulate the production of lichling buds. As seen on the map, these bundles penetrate and flow outside the body. Destroying a capillary bundle or interfering with its flow has no significant effect on the delivery of nutrients to the brain, since the bundles can magically repair and unclog themselves in one round.

**Constricting ducts:** The weight of the party occasionally triggers spasms in sections of the ducts. For every 50' of duct travelled, roll 1d6. On a roll of 1, the party feels the walls of the duct begin to spasm and quiver. If the PCs stop moving for two consecutive rounds, the quivering subsides, and the encounter is over. Otherwise, a 10'-section of the duct tightly contracts (choose any random 10'-section of the duct occupied by at least one PC). All PCs within this section are tightly squeezed for the next 1d4 rounds, as though crushed by a constrictor snake.

A trapped PC can try once per

round to squirm free of the contracting section with a Strength check at a + 2 penalty. Failure means 2d4 damage on that round. Because the ends of the contracting section pinch themselves shut, PCs not caught in the section can do little to assist their trapped companions; damage inflicted on the contracting section of the duct is instantly negated. At the end of the contraction's duration, the duct expands to its normal diameter.

**Cracked ducts:** These crack-laced duct sections are significantly weaker than adjacent sections. PCs walking carefully through these sections (moving at 1/4 or less of their normal movement rates) can make the trip across these sections safely. A PC moving at more than 1/4 normal movement rate must make a Dexterity check; if the check fails, the PC chips off a section of the duct, breaking open a tiny capillary that sprays freezing gas (2d6 damage; save vs. dragon breath for half damage) in a 10' radius.

**Blockages:** These are web-like obstructions of thick tissue that block the party's progress. To clear a blockage, the PCs must inflict 50 hp damage on it; the blockage is AC 0.

**Sensory Phenomena and Physical Encounters:** When the party enters an area marked with an "X" on the map, roll 1d8. On a roll of 1-3, roll for or choose a Sensory Phenomenon. On a roll of 4-6, roll for or choose a Physical Encounter. No encounter occurs on a roll of 7-8. Feel free to modify or substitute encounters as appropriate to the party's current situation.

When a Physical Encounter indicates a monster attack, the monster may charge from a valve, approach the party from behind, or appear in any other manner you like. Monsters pursue into other ducts, but not into organs.

## Chapter 4: Spiders and Worms

### ENCOUNTER KEY-LEVEL 3

#### 1. Modified Gall Bladder

If the PCs have just arrived here from the orange circle in area 40 of Chapter 3, read the following:

When you wake up, the first thing you notice is the smell—a sour combination of alcohol, sea water, and rotting meat. Shivering from the cold air, you realize that you're sitting chest-deep in a pile of pebbles. But the pebbles crush like crackers when you move.

You take a closer look—the “pebbles” are actually the dried remains of tiny green worms, and the floor of this chamber is filled with them.

The party is inside the right lobe (1a) of a pear-shaped organ with spongy pink walls. The organ was formerly an immense gall bladder. However, instead of storing digestive fluids, the organ now serves as receptacle for dead green worms manufactured in the modified intestine (area 5b). The dead worms are sucked through a duct (area 6) and deposited here, where they eventually decompose and are absorbed into the organ walls. The dead worms smell awful but are harmless.

Except for their sizes, lobes 1a and 1c are identical. A 10'-long passage of spongy tissue connects them (1b). As soon as the first PC enters the passage, the passage begins to close, as if it were a Constricting Duct (see the “Map Features” section above).

#### 2. Warm Zone

Portions of the ducts within the dotted line are about 15 degrees warmer than elsewhere in the husk. The ducts become warmer still as they

near area 3.

#### 3. Modified Kidney

This organ was formerly an immense kidney. However, instead of filtering blood, the organ now generates lichling fluid, transported via capillary bundles to the modified brain (area 12). The fluid also seeps through small cracks in the husk to fill pools and streams elsewhere in the labyrinth (such as areas 11 and 12 in Chapter 3).

PCs touching the valve leading to this organ are instantly transported to a ledge of spongy red tissue (3a) inside a purplish bean-shaped chamber. The chamber is swelteringly hot and reeks of decaying meat. Steaming lichling fluid fills the chamber to a depth of 10'. Immersion in the fluid causes 3d6 damage per round.

Four islands of spongy red tissue float in the fluid (3c). A PC can jump between two islands with a successful Dexterity check; a failed check means a fall into the hot lichling fluid (3d6 damage). Ledge 3b leads out of the organ.

Streams of lichling fluid pour steadily from purple spigots growing from the chamber walls (3d). The spigots, made from pulsating purple muscle tissue, magically generate the lichling fluid. A capillary bundle opens on the east wall near the surface of the lichling fluid pool; the bundle carries the fluid to area 12. A valve is also open in the north wall, and a spongy tissue ledge extends beneath it.

At the bottom of the pool is a larger valve (3e) leading to a 30'-diameter chamber of fire, the home of a fire elemental that keeps the lichling fluid hot. Only the elemental can use the valve leading to its chamber (which contains nothing of interest to the party).

**Fire elemental:** Int low; AL N; AC 2; MV 12; HD 16; hp 120; THAC0 5; #AT 1; Dmg 3d8; SA any flammable object struck by the elemental must save vs. magical fire at -2 or immediately begin to burn; SD +2

or better weapon to hit; immune to all heat and fire-based attacks; SZ H; ML 17; XP 10,000.

Within two rounds after the party enters the organ, the fire elemental bursts through the surface of the lichling fluid pool to attack the intruders. The elemental can walk effortlessly on the surface of the pool and—unlike normal elementals—will not be diminished or extinguished by contact with the lichling fluid. Any PC hit while on a tissue island must succeed in a Dexterity check or fall into the lichling fluid. The elemental attacks as long as a living PC remains in its chamber. The elemental will not leave the kidney.

#### 4. Tickle Zone

PCs in the portions of the ducts within the dotted line feel a tickling sensation on their flesh, as if hundreds of tiny invisible hairs are brushing against them. There, is no apparent source of the tickling, which persists as long as the PCs remain within this area. The PCs suffer no penalties from the tickling.

#### 5. Modified Intestine

This organ was formerly an immense intestine. However, instead of functioning as a digestive organ, it now serves primarily to generate tiny green worms, which are taken to area 1 where they are absorbed and used to help nourish the newly-spawned lichlings in area 12.

The valves leading to this organ emit a strong odor of rotting fish. The entire interior of the organ reeks with the same odor, emanating from the green worms magically generated by the organ's walls (see below).

**5a:** The pinkish walls of this section of the organ are spongy and wet. Thin pink tendrils grow thickly on the walls, each about a foot long. The tendrils grope wetly at the passing PCs, but do them no harm.

A carpet of writhing worms covers the floor to a depth of about a foot.



## Chapter 4: Spiders and Worms

The worms are light green in color, slimy, and resemble tiny eyeless snakes. Each is less than half an inch long. The worms are harmless, but a PC who falls into the worm carpet must make a Constitution check or suffer extreme nausea for the next 2d6 rounds, making all attacks at a -1 penalty during that time.

**5b.** This section is physically identical to section 5a. Six lichling servitors can be seen through the opening of this section, sitting in the carpet of worms covering the floor. Optionally, these servitors can include transformed NPCs that the PCs met elsewhere in the dungeon, such as Jharold the Chosen (Level 2, area 7g).

**Lichling servitors** (6): Int semi; AL CE; AC 2; MV 12; HD 6; hp 45; THAC0 15; #AT 2; Dmg 2d6/2d6 (claws); SD can only be struck by +1 or better magical weapons; immune to poison, *charm*, *sleep*, *enfeeblement*, *polymorph*, *fear*, *cold*, *electricity*, *insanity*, and *death* spells; SZ L; ML 15; XP 975.

If the PCs specifically state that they are moving past the opening to area 5b quietly and slowly, the servitors don't notice them. However, if any PC speaks in a voice louder than a whisper, if the party moves rapidly through the worm carpet, or if the party takes any other action to draw attention, the servitors rise and charge the party.

The snarling servitors attack savagely with their claws and teeth; the servitors aren't required to make Constitution checks if they fall in the worm carpet. The servitors pursue into area 5a or 5c; however, they will not leave the organ, nor will they enter area 5d or 5e.

A valve opening near the floor of the south wall produces a steady suction to draw out dead worms. The dead worms are taken by a duct (area 6) to the modified gall bladder (area 1c) where they eventually decompose.

**5c:** This section is identical to section 5a, except that the worm carpet

is 3' deep, reducing PC movement rates by half.

**5d:** This section is identical to 5a, except that the tendrils average 5' long. The tendrils lash at the PCs like long whips, inflicting 1d4 damage per round. A PC hacking the tendrils with a blade weapon reduces the damage by half (minimum 1 hp per round). The tendrils do not attack PCs holding torches or wielding other fire-producing objects.

**5e:** The walls of this section are pink, smooth, and narrow, averaging about 4' in diameter. There are no worms on the floor, and the tendrils from the walls are only about half an inch long.

### 6. Worm Duct

This is the same as a normal Stench Duct, except the floor is strewn with green worm corpses (as in area 1). A gentle suction draws the worms steadily from area 5b.

A 20'-long green tube worm (a distant cousin of the giant centipede and the tunnel worm) lies coiled on the floor, buried beneath the worm carpet.

**Tube worm:** Int animal; AL N; AC 4; MV 6; HD 9 + 3; hp 70; THAC0 11; #AT 1; Dmg 2d4; SA lunging (see below); SZ G; ML 12; XP 1,400.

Two rounds after the party enters this section, a random PC feels a thick snake-like creature wrap around his or her legs; the worm then surfaces and lunges at the PC, striking with a +2 bonus to its attack. If the strike succeeds, the victim is seized in the worm's mandibles; if the strike fails, it continues to strike at its chosen victim with normal attacks. A seized victim takes no damage until the worm chews through the victim's armor (one round for chain mail or worse armor, two rounds for armor stronger than chain mail). Thereafter the worm inflicts an automatic 2d8 damage per round. Until the worm is reduced to 0 hp, it will not release its victim.

If the servitors from 5b pursued the party here, the giant worm and the servitors do not attack each other. The worm will not pursue the party from this section.

### 7. Screaming Zone

PCs in the portions of the ducts within the dotted line telepathically hear echoing human screams. The anguished screams persist as long as the PCs remain within this area and grow louder as the PCs near area 8. The PCs suffer no penalties from the screams.

### 8. Modified Stomach

This organ was formerly an immense stomach. However, instead of functioning as a digestive organ, it now channels fear from the agonized spirits trapped inside to feed the lichlings. The spirits come from intruders who died in the stronghold. Icelia's magic transferred the spirits here to endlessly contain and tap their lingering emotions. A capillary bundle transmits their emotions to the brain (area 12).

The valves leading to this organ emit ear-piercing screams and a strong odor of sour milk. A PC who touches a valve is instantly transported to a pool of thick fluid about 3' deep, which fills the entire floor of the huge bag-shaped organ. The pulsating yellow walls ooze milky fluid that splashes heavily into the pool.

The air reeks of sour milk. The odor is so powerful that each PC must make a Constitution check or become violently nauseated for 1d4 rounds, taking 1d2 damage per round of sickness.

Dozens of shrieking ghostly human images soar through the air over the pool; their screams are so loud that PCs must shout to hear one another. The PCs cannot communicate with the spirits, nor can they do anything about the spirits' plight.

Eight muck-men (distant cousins of mud-men) dwell on the bottom of the pool. Their abilities mimic those of

## Chapter 4: Spiders and Worms

normal mud-men, though their bodies consist of yellowish organic matter and tissue.

**Muck-men (8):** Int non; AL CE; AC 8; MV 3; HD 5; hp 39 each; THAC0 15; #AT 1; Dmg special (see below); SA muck-throwing, suffocation (see below); SD harmed only by +1 or better weapons; vulnerable to all spells that cause damage to living creatures; *dispel magic* and *dig* act as *fireballs* cast at same level of the caster; SZ M; ML not applicable (see text); XP 650.

The muck-men look like stocky humanoid figures made from yellow muck imbedded with reddish chunks of tissue. Their eyes are pools of black shadow. The muck-men attack the PCs by hurling muck. (PCs are considered AC 10, modified by Dexterity, for these attacks.) The muck hardens on impact and slows the victim's movement rate by 1 if it hits. While hurling muck, the muck-men continue to advance. When within 10', a

muck-man hurls himself at a victim. A hit means the muck-man's death, but slows the victim's movement by 4; if the muck-man misses, it must spend the next round re-forming before it can attack again. A muck-man cannot be attacked while re-forming.

A victim reduced to a movement rate of 0 begins to suffocate, suffering 1d8 damage per round until a companion takes one round to clear the victim's nose and mouth. A victim's movement can be restored at a rate of 1 per five rounds of scraping off muck. Muck-men will not leave the organ to pursue the PCs.

Five rounds after the muck-men appear, the spirits begin to swarm over the PCs, wailing like sirens. So distracting are these actions, which persist as long as the party remains in the organ, that the PCs make all attacks at a -2 penalty. The PCs can do nothing to deter the spirits. The muck-men are unaffected by the shrieking spirits.

A passage opening on the north wall of the organ is blocked by thick chunks of yellowish muck. Beyond

this passage is the only valve that exits from the organ. To clear the passage, the PCs must inflict 40 hp damage on it; the blockage is AC 5.

### 9. Modified Pancreas

This organ was formerly an immense pancreas. However, instead of producing digestive juices, it now produces the poisonous yellow mist filling the lilac ducts. The interior of the organ is completely filled with mist, produced by hundreds of tiny spigots covering the spongy yellow walls.

The valves leading to this organ emit an exceptionally powerful aroma of lilac. A PC transported inside the organ suffers the effects of a lilac duct. However, the poison is so concentrated in the organ that the 2C/XA pellets have no effect on it; nothing less than the power of a *wish* can negate the effects of exposure to the deadly mist.

### 10. Heartbeat Zone

PCs in the portions of the ducts within the dotted line hear in their heads the faint echoed sounds of a slowly beating heart. The sounds persist as long as the PCs remain within this area and grow louder as the PCs near area 11. The PCs suffer no penalties from the sounds.

### 11. Modified Heart

This organ was formerly an immense heart. However, instead of pumping blood, it now serves primarily as a prison for the spirit of Amry Wolover. The valves leading to this organ emit a faint coppery odor. All areas of the heart pulsate in a slow, even beat, matching the rhythm of the faint heartbeats the party continuously hears in their heads while exploring the organ. Neither the sounds nor the pulsations have any significant effect on the party's abilities to move or take any other actions.

**11a:** This pinkish sac secretes a watery fluid from small pores in its slick walls. The humid air smells like rotten meat. The PCs' heads throb while





## Chapter 4: Spiders and Worms

moving through this section, and their breathing is labored, but they suffer no ill effects.

**11b:** A thick layer of greasy fat coats the walls and floor of this chamber. The party sinks in the floor fat to a depth of 6", reducing their movement rates by half. Before exiting this chamber, they hear a soft voice in their heads saying, "I can feel you near . . . come closer . . ."

The PCs may have heard the same voice earlier, telling them to "come to the heart." This is the voice of Amry Wolover.

**11c:** Like area 11b, this 10'-long passage is covered with fat. As soon as the first PC enters the passage, the entire passage constricts like a Constricting duct (see the Map Features section).

**11d:** Webs of fibrous muscle tissue completely fill this chamber, reducing movement rates by 2/3. Three 2'-diameter spiders cling to the ceiling, hidden behind a thick net of tissue. Two rounds after the first PC enters the chamber, the spiders scuttle towards the party. The spider have pink bodies, clusters of white eyes, and long fangs dripping yellowish venom.

**Heart spiders (3):** Int animal; AL N; AC 7; MV 6 (on normal surfaces) or 18 (on fibrous tissue webs, as in area 11d); HD 2; hp 14 each; THAC0 19; #AT 1; Dmg 1d4; SA poison (save vs. poison or suffer 3d8 damage from venom); SZ S; ML 8; XP 270.

The spiders attack aggressively, fighting to the death. The spiders pursue to area 11b, but will not enter other areas of the organ.

**11e:** The walls of this duct are crusty and dry. The PCs suffer no ill effects from moving through the duct.

**11f:** This is identical to area 11d, except that there are no spiders.

**11g:** This passage is similar to the 11c passage, except that it is tightly clenched shut. The slightest pressure, such as the touch of a PC's

hand, causes it to open. The Constricting duct effect does not occur in this passage.

**11h:** As in 11b, a thick layer of greasy fat coats the walls of this chamber. The fat layer covering the floor is translucent. Suspended in the floor fat is the ghostly image of a bald-headed man with pleading blue eyes and a curly blonde beard; he wears a long robe covered with small circles. The image is immobile, trapped in the fat like an insect frozen in an amber block. A capillary bundle leads from the head of the image to the north wall.

The image represents the spirit of Amry Wolover. The image cannot act, aside from communicating with the PCs.

The eyes of the image flicker and glow, dancing over the bodies of the party. The party hears a soft voice in their heads.

"I had nearly given up hope," says the voice. "but someone has heard my cries at last. I am the spirit of Amry Wolover—at one time, a wizard of some renown. But I fear that I may be forever remembered as the man responsible for the end of the world."

Amry continues to speak in a slow, even tones that the PCs hear in their heads. If the PCs interrupt, he asks them to wait and ask their questions later: "It is important that you know this first."

"Nearly 300 years ago, I built a keep in the Veilstone Peaks where I could conduct my experiments undisturbed. My expertise was in the field of agriculture. I hoped that from my research, the poor farmers of my homeland would some day flourish and prosper. But the research was frustrating and slow. And I became careless." Wolover explains that a failed experiment accidentally poisoned a lake near the keep (Lilac Lake, which the PCs may have investigated in Chapter 1). "I feared the poisoned lake would eventually contaminate all of the ground water, making the surrounding communities uninhabitable." Despite his best efforts, Wolover was unable to purify

the lake.

"Shortly thereafter," he continues, "I was visited by a creature named Icelia, an unholy monstrosity who offered to decontaminate the lake in exchange for permission to enter my mind and sample my thoughts. In desperation, I agreed. It was a grave mistake."

With Wolover's defenses relaxed, Icelia not only entered Wolover's mind, but took control of it. Icelia killed him, destroyed his body, and enslaved his spirit. She ignored her promise to decontaminate the lake. (The lake remains poisoned, but the ground water was never contaminated as Wolover feared.) With her own powerful magic supplemented by Wolover's arcane knowledge, Icelia transformed her body into an immense husk, designed to generate and incubate a multitude of spawns. Wolover tells the PCs that they are standing inside the heart of her husk at this very moment.

"Her lichling spawns are being generated from corrupted cells in the brain cavity of the husk," Wolover says. "There are thousands of maturing lichlings already, nourished by the fear and trauma of doomed intruders who were lured into Icelia's stronghold by the promise of treasure."

"The lichlings grow stronger every day. See for yourselves what Icelia has planned when her spawn have fully matured."

Wolover instructs the PCs to place their hands on the floor over his image. PCs who touch the floor as directed lapse into unconsciousness (no saving throw) and experience a vivid dream, the end of one image dissolving into the beginning of the next:

- An 80'-tall insectile creature resembling a black cockroach with spindly human arms and legs, a pair of ragged gauzy wings, and a grinning skull for a face, stalks through a village. Terrified humans scatter at its approach. Spells cast at it bounce off its shell as it easily destroys the village.

## Chapter 4: Spiders and Worms

- An army of the insectile creatures stomp through a forest, trees snapping like twigs beneath their feet. There are thousands of creatures in the army.

The dream fades, and the PCs regain consciousness. "If Icelia's spawn mature, the world as we know it is doomed," says Wolover.

Wolover answers the PCs' questions as described below. If the PCs don't ask the right questions, Wolover offers any of the following information you feel the PCs should have.

**What else do you know about Icelia?:** Wolover knows all the information in "DM's Background" in the Introduction.

**How long will it take the lichlings to mature?:** Wolover has detected a recent increase in supernatural activity in the husk; he suspects the time of maturation is near.

**How can we stop Icelia?:** "To destroy Icelia, you must destroy her skull." Wolover doesn't know exactly how to reach her skull, nor is he sure how to destroy it.

**Where can we find Icelia?:** "I sense her skull in a misty sea to the north. You are close to it now."

**What is the purpose of the tube that connects your head to the wall?:** "The tube extracts magical energies from my spirit, delivering them to the remnants of Icelia's corrupted brain in order to stimulate the production of new lichlings. Similar tubes throughout the husk deliver other fluids and gasses to the brain." Wolover explains that destroying the tube is futile, as it is enchanted to instantly regenerate.

When the PCs have finished their questions, Wolover bids them good luck. If the PCs wish to release Wolover's spirit, they can do so by casting *remove curse* or *wish*. If the spirit is released, it whispers its thanks and then it disappears in a flash of soft light and is never seen again.

### 12. Modified Brain

Formerly an immense brain, this organ serves now as the birthplace of new lichlings. The organ emits a nauseating blend of sour milk, lilacs, oranges, and rotten eggs, detectable by PCs outside the southern valve.

PCs touching the valve are instantly transported to a ledge of spongy red tissue (12a). The stench is so powerful inside the organ that every PC who enters must make a Constitution check; failure means violent nausea from the stench, taking 2d4 damage, and a fall to the ground. The ill PC cannot act for the next 2d4 rounds.

A bridge of spongy tissue leads from the ledge to a circle of orange mist near the north wall (12b). Any PC who touches the mist is instantly transported to area 13.

The bridge crosses a pool of thick fluid with yellowish lumps; the lumps are masses of tissue. The PCs may have seen a similar pool in area 17 in Chapter 3. The pool is about 10' deep; PCs immersed in the pool suffer an automatic 2d4 points of poison damage per round of exposure to the foul liquid (no saving throw).

The walls of the cavern are matrices of shiny black bubbles, each no more than an inch in diameter. The bubble walls crackle with bluish webs of static electricity. A PC who touches a wall suffers 3d6 points of electrical damage (save vs. spells for half damage).

About 5% of the bubbles have tiny skulls, gauzy wings, or bony arms protruding from them. Occasionally, a few of these bubbles fall from the wall and plop into the fluid pool below, sinking out of sight. Every few minutes, a 6" lichling pulls itself free of a bubble, swoops towards the mist circle (12a), and disappears.

The bubbles are modified brain cells. Each produces a bud that generates a new lichling. The walls are enriched by capillary bundles that deliver fluids and gasses from the organs elsewhere in the husk. The bubbles plopping into the fluid are defective lichlings, which are sucked

away by tubes in the bottom of the pool to be deposited in a dead pool—area 17 in Chapter 3—where they eventually rot away. The flying creatures are freshly spawned lichlings that are heading to area 13.

Neither the new spawns nor the defects attack the PCs in this chamber. Attacks directed against the bubble matrices are futile, since the bubbles instantly regenerate.

Two thick red stalks (12c) extend from the north wall, writhing like huge serpents. The stalks end in bulging black eyeballs with fiery red pupils. The eyestalks recoil when the party enters the chamber, hovering motionless like cobras.

**Eyestalks (2):** Int semi; AL N; AC 1; MV 12; HD 9; hp 70 each; THAC0 11; #AT 1; Dmg 6d4 (electric bolt; save vs. spells for half damage) or 2d10 (butting attack); SD immune to cold-, heat-, and electricity-based attacks; SZ G; ML 17; XP 3,000.

Two rounds after the party enters the chamber, the eyestalks attack. Once per round, each eyestalk can blast electric bolts (6d4; save vs. spells for half damage) or make butting attacks by swinging their eyes like clubs (2d10). A PC on the tissue bridge who is butted must make a Dexterity check or fall into the fluid pool. Both attacks require normal attack rolls. Either attack can be directed against any PC in the chamber; however, the stalks don't attack PCs who are submerged in the fluid pool.

The stalks are AC 1, HD 9, and have 70 hp. Severing the stalks doesn't deter their attacks; the severed stalks fly in the air at a movement rate of Fl 12 (C) and continue their attacks as before. The eyes continue to attack as long as a living PC remains in the chamber.

Light attacks no longer blind these eyes, but they do have other effects. *Continual light*, *color spray* and other 'blinding' spells—if successfully cast directly on the eyes and not the stalks—cancel the eyes' electrical



## Chapter 4: Spiders and Worms

bolt attacks for 1d3 rounds.

### 13. THE SEA AND THE SKULL

Read the following aloud after the PCs have disappeared into the orange mist in the modified brain (area 12). The PCs awaken together in the Arrival Area indicated on the map.

The blood pounds in your temples as your head clears and you open your eyes. You are sprawled on your back on a beach of bone meal, staring upward into a black void.

An icy wind stings you like a barrage of tiny needles, and you smell the salty air of the ocean. To the east, wisps of gray mist rise from a dark sea, its rolling waves lapping gently against the ivory shore. Chipped cylindrical bones, the size of huge logs, litter the shore, along with many other bones that look like oversized finger joints, human ribs, and teeth. Large black fan-shaped objects stick up from the sand; these look like the shredded wings of giant insects.

Sheer cliffs of black rock enclose the cove west of the seashore, extending as high as you can see. Shiny curtains of black specks cover every square inch of the cliffs. The curtains ripple slightly, and you realize the curtains are alive. They're made of thousands upon thousands of motionless insects.

Near the far west wall are the remains of an immense cockroach-like creature nearly 80' long. It's lying on its back in the sand, surrounded by piles of shattered bones and shredded wings. The corpse is not much more than a black shell and two tattered wings. Two enormously long human arm bones and a pair of bent and twisted human leg bones extend from the corpse's shell. The creature has a human skull for a head.

An image appears like a mirage on the surface of the mist sea about 30 yards from the shore. A ghostly humanoid stands on the bow of a gleaming ship made of human bones. The ship has tattered sails of black gauze. As the ship nears the shore, pinpoint lights flare in the ghost's eye sockets, and it raises a fist to the sky. "Icelia!" it cries, "fresh food for your children!"

From high above comes a rumble of thunder. The ghost cries to the insects on the cliffs behind you, "Prepare to feed!"

This gigantic cavern is the main incubation chamber for the lichlings (the insectile creatures clinging to the granite cliffs). The cliffs function as immense storage batteries for the fear, emotional trauma, and other negative emotions drawn here from elsewhere in the stronghold. Most of the lichlings are dormant while they feed on the stored emotions from the cliffs.

Periodically, a freshly spawned lichling from the brain chamber (area 12) appears in mid-air (transferred from the orange mist in area 12), then flutters to a cliff wall where it stops moving and begins to feed. Occasionally, a lichling detaches from the wall, soars in a lazy circle, then vanishes into one of dozens of small holes in the cliff; these holes lead to lichling tubes, which take the lichlings to various locations in the stronghold, enabling them to feast directly on the fresh emotions of new intruders who are succumbing to the stronghold's deadly traps and minions.

If the PCs come within 20' of a cliff, waves of discomfort and panic wash over them, though they suffer no ill effects. Those who come within 10' of a cliff are immediately overwhelmed with anguish. They drop to the ground and shiver for the next 10 rounds (no saving throw), and they

cannot act during that time.

The dormant lichlings do not defend themselves if attacked. However, make it clear to the players that there are hundreds of thousands of lichlings here, and destroying them all is impossible. The cliffs extend for a mile in the air!

The 80' creature is the dried-out corpse of a fully-mature lichling. The PCs recognize the corpse as identical to the creatures shown to them in Wolover's dream in area 11. Unable to thrive, the creature died. The debris surrounding the corpse, as well as the bones floating near the shore, are all that's left of other dead mature lichlings.

The sea is icy cold but is otherwise comparable to normal sea water. The water averages about 50' deep and contains nothing of interest to the party. PCs immersed in the icy water must make Constitution checks. Those who fail suffer 1d4 damage per five rounds of immersion; those who succeed suffer 1 point of damage per 10 rounds of immersion. The gray mist smells faintly like rotten fish but causes no ill effects.

If the PCs attack the bone ship prior to Round 6 of the battle described below, the ship sinks beneath the surface of the water. The PCs cannot locate it or harm it. The ship resurfaces on Round 6 of the battle.

The boat is actually the *polymorphed* skull of Icelia. The ghostly humanoid is Zhorach.

**Zhorach** (ghost): Int 14; AL CE; AC 0 (prime material plane) or 8 (ethereal plane); MV 9; HD 10; hp 60; THAC0 11; #AT 1; Dmg age 10d4 years; SA *magic jar* attack; SD when ghost is ethereal, only attacks from the ethereal plane hit it; when semi-materialized, is hit only by silver weapons (half damage) or magical weapons (full damage); SZ M; ML 18; XP 7,000.

Zhorach asked Icelia for the plea-

## Chapter 4: Spiders and Worms

sure of helping to destroy the party; the overhead thunder indicated Icelia's agreement. Zhorach will not negotiate with the PCs.

### The Battle of The Misty Sea

The battle begins immediately after Zhorach reaches the shore. The battle plays out as described below; feel free to have its events occur sooner or later, if you wish.

PCs who have had previous experience with liches may notice some differences with Icelia; unlike many other liches, she and all her creatures fight to the death. She feels she has too much at stake here to retreat.

If necessary, creatures pursue into the sea. All creatures can move on the surface of the water or along the sea floor at their normal movement rates.

The battle continues until Icelia's skull is on the verge of being destroyed (for instance, it has lost 2/3 of its hit points). At that point, proceed to the "Orange Circle" section, below.

**Round 1:** Zhorach advances towards the nearest PC. Zhorach attacks the party's most powerful spellcaster (or other powerful PC, if there are no spellcasters) from the ethereal plane with its *magic jar* spell. If the spell is successful, the victim's soul is trapped in a hollow finger bone lying in the bone meal; the bone gives off a slight glow if used as a *magic jar* receptacle. Regardless of whether the *magic jar* succeeds, Zhorach semi-materializes (in the form of a human male with long stringy hair) and continues to attack with its touch. The semi-materialized ghost is AC 0.

To adjudicate effects of the ghost's aging touch, see "Other Characteristics" in Chapter 2 of the *Player's Handbook*.

**Round 2:** The mature lichling corpse shudders and pulls itself up on its arms and legs.

**Animated lichling corpse:** Int semi; AL CE; AC 3; MV 9; HD 20; hp

150; THAC0 5; #AT 3; Dmg 2d10/2d10/4d6; SA spew bone fragments (see text); SD immune to *charm*, *sleep*, *enfeeblement*, *polymorph*, *cold*, *electricity*, *fear*, *insanity*, or *death* spells; SZ G; ML 20; XP 12,000.

The animated corpse lumbers towards the party, striking at random PCs with its razor-sharp claws and biting them with its mandibles. When no victim is within claw or mandible range, it can spew a stream of razor-sharp bone fragments at any single target up to 100' away (make normal attack roll) to inflict 6d6 damage. It can make this attack once every other round.

**Round 4:** The sea beneath the bone ship begins to boil. Fingers of steam embrace the ship as it glows with a soft green light.

**Round 6:** The bone ship shatters to dust. In its place is a hovering skull covered with withered and rotting flesh. Shanks of long matted hair extend from the scalp. Intense pinpoints of red light shine from the black eye sockets.

This is the skull of Icelia. The visage is similar to that of the ivory head in area 33 of Chapter 3. Eight of the skull's teeth have been replaced with black diamonds.

Immediately after it appears, the skull unleashes a howl that acts as a *death ray*, affecting all PCs within a 20'-radius of its mouth. Those who fail to save vs. spells are permanently dead.

On the following round and every round thereafter, the skull casts *trap the soul* on one of the PCs within a 20'-radius; the spell is directed at spellcasters first, then at all non-spellcasters. The targeted PC is allowed to save vs. spells; if the saving throw fails, the victim's body collapses and rots away in a single round; the victim's spirit is then trapped inside one of the skull's tooth gems. (An *amulet of life protection* prevails over the tooth gem, but the victim's body perishes regardless.)

When the skull has attempted *trap*

*the soul* on all PCs, it then casts *curse* on the survivors (one PC per round, within a 20'-radius). A targeted PC who fails to save vs. spells automatically fails all saving throws from then on. The *curse* can be overcome with *remove curse*, but the victim permanently loses one point of Charisma when the *curse* is removed.

The skull is AC -6 and has 50 hp. It can fly at a movement rate of Fl 12 (C). It is only affected by these spells: *forget* (Icelia's skull sinks away beneath the sea without attacking), *dispel evil* (dmg 1d4 + 4), *shatter* (dmg 3d6), *holy word* (dmg 5d6), and *power word, kill* (destroys skull if cast by an ethereal or astral wizard). The only weapons inflicting full damage are *vorpal swords*, *swords of sharpness*, and *swords +5* if wielded by fighters or rangers. Paladins wielding *vorpal +4* or better weapons inflict normal damage. Any character wielding *Stonesplitter* inflicts normal damage. Any PC with a +4 or better weapon or a *mace of disruption* inflicts 1 point of damage per strike. Other weapons are useless.

### The Orange Circle

When Icelia's skull senses its destruction is imminent, it opens its jaws and speaks to the party in a menacing hiss. "Destroy me," it says, "and I vow that my children will destroy your world." Beams of violet light stream from the skull's eyes and sweep over the cliffs. The dormant lichlings begin to stir, their wings beating in a slow, steady rhythm. The lichlings don't leave the cliffs, however, and the battle continues as described above.

If Icelia's skull is reduced to 0 hp or otherwise destroyed (as from *power word, kill*), it crumbles to dust. Those trapped in the tooth gems must save vs. spells. Those who fail are lost forever. Those who succeed cause their gem to glow faintly; *true seeing* reveals a tiny figure trapped inside. The soul is freed by crushing the gem; a new body must be within 10 yards for the soul to enter or the spirit is



## Chapter 4: Spiders and Worms

lost. If still active, both Zhorach and the animated lichling corpse continue their attacks.

Immediately after the skull crumbles, the battle proceeds as described below. Round 1 is the first round following the skull's destruction. As before, feel free to have events occur sooner or later, if you wish.

**Round 1:** Thunder begins to rumble high overhead. Bright streaks of violet lightning rip the sky. The lichlings beat their wings faster.

**Round 2:** A bolt of violet lightning streaks from the sky and strikes an area of the sea about 200' from the shore (13a). The area begins to glow orange.

The lightning bolt has activated a *gate* leading to the basement of Wolover's Keep. Though Icelia intends the lichlings to use the *gate* to teleport to the surface world, the PCs can also use it to return home. PCs unable to *fly* or employ similar magical means to reach the orange circle may swim the sea—keep in mind possible damage from exposure to the icy water—or they can use one of the dozens of hollow bones floating near the shore as a makeshift canoe; the tattered wings make functional paddles. Two PCs can ride one bone canoe; the movement rate of the canoe is equivalent to the movement rate of the slowest paddling PC.

PCs who reach the orange circle are immediately teleported to the basement of Wolover's Keep—proceed to the "Victory or Defeat" section below.

**Round 3:** Thousands of lichlings detach from the cliffs and assemble in a vast swarm that hovers near the cliff. The lichlings aren't quite alert enough to attack the PCs, but the party may attack them as described below.

**Round 4:** The party hears a pounding sound coming from behind the lichling cliffs (area 13b), as if something imprisoned behind the cliffs is trying to break through. The pounding causes rocks to tumble from the sides of the cliff and dormant lichlings to fall lifelessly to the ground. The pounding persists until

the special event described below occurs.

**Round 5:** The lichling swarm begins to flap towards the party. If the party has divided into several groups, the swarm divides into an equivalent number of swarms. Assume that hundreds of lichlings are available to attack each PC. A lichling swarm has a movement rate of Fl 24 (B).

The lichling swarms attack all PCs they can reach. For convenience, assume that each PC has a 75% chance of suffering 3d6 damage per round from random lichling attacks; a PC who is actively defending has a 25% chance of suffering damage, and then takes only 1d6 points per round.

Vary these percentages and amounts of damage to respond to the actions of the PCs; for instance, a *flying* PC who takes evasive action has little or no chance of being attacked. A PC doing nothing but lying on the beach is an easy target for the lichlings and is likely to suffer more damage.

Impress on the players that there are thousands upon thousands of lichlings, far too many for the PCs to subdue. As lichlings in the swarms are killed, new lichlings become active and detach themselves from the wall to join the attack. However, when a PC uses the *rod of immobile insects* (from Chapter 1) on a lichling swarm, the rest of the lichlings are temporarily intimidated by this powerful weapon; the lichlings refrain from attacking the holder of the *rod of immobile insects* and all PCs within a 10'-radius of the *rod* for the next 1d4 + 1 rounds, whereupon they resume their attacks.

The lichlings do not pursue the PCs into the orange circle but instead hover near its perimeter. As per Icelia's intentions, the lichlings will not invade the surface world until most of their number are active.

**Special Event:** At some dramatic moment just before the PCs escape through the orange circle, an immense crack opens in the side of the cliff (area 13b). A gigantic bony hand covered with shards of rotting flesh

thrusts through the crack and begins to make broad sweeps over the surface of the sea, its fingers grabbing and clawing. This is one arm of Icelia's husk; the party moved through the husk earlier in this chapter.

The mindless arm attacks randomly, splashing the surface of the sea, swatting lichling swarms, and clawing at PCs. Each round after it appears, the arm makes a random sweep of the area; it can reach anywhere in area 13. Each PC has a 20% chance per round of being swatted or clawed by the arm. Swatted PCs suffer 3d10 damage, and a swatted PC riding a bone canoe is also knocked into the sea. Since all damage to the arm instantly regenerates, attacks against it are useless.

## VICTORY OR DEFEAT

If the PCs reach the orange circle, proceed to the "Victory" section. If the PCs fail to destroy Icelia's skull (in which case the orange circle won't appear) and are defeated by Icelia and her minions, proceed to the "Defeat" section.

### Defeat

News of the party's investigation of Wolover's Keep and their subsequent disappearance quickly spreads throughout the realm. The number of adventurers entering the keep dwindles dramatically. After all, if heroes as powerful as the PCs met their end in the keep, what chance do lesser mortals have?

With a shortage of new intruders to nourish her lichlings, Icelia is forced to accelerate her plans. In 10 years, Icelia sends about a hundred mature lichlings into the surface world, a number far short of the massive army she originally envisioned. The forces of Cormyr rally to battle the lichlings, eventually defeating them at the cost of many lives and the near-

## Chapter 4: Spiders and Worms

devastation of the Veilstone Peaks region. Following the invasion of the lichlings, Wolover's Keep mysteriously explodes, collapsing in a heap of rubble and debris.

### Victory

After entering the orange circle, the PCs lapse into unconsciousness. A moment later, they awaken in a circular room with granite walls. The air is heavy with the smell of oranges, and all is silent. Shattered barrels, empty crates, and toppled shelves lie against the walls. Nearly the entire floor is filled with a circular pool of orange mist. The PCs recognize this room as the basement of Wolover's Keep (from the end of Chapter 1).

Give the PCs a few moments to get their bearings. As they try to leave the room, or as they decide the danger is past, the bony hand of Icelia's husk thrusts upward from the orange pool and makes a sweeping rake of the room; each PC must make a Dexterity check to avoid being clawed or swatted against the wall (3d6 damage). The hand immediately withdraws, and the mist pool disappears, leaving only an empty granite floor behind.

After the hand withdraws, the room begins to shake. The PCs notice dust falling from the ceiling and granite chips flaking from the walls, though the slight tremors aren't strong enough to impede the party's actions. There is no apparent source of the tremors.

(The death throes of Icelia's husk, far below, are causing the tremors. Her doom will shortly trigger an enchantment, cast on the keep long ago. The PCs see the effects of that enchantment shortly.)

The tremors persist as the PCs make their way out of the keep and into the night air. Stress that exploration of the keep at this point would be most unwise! Gathered in foothills surrounding the keep are a sizeable number of curious villagers carrying torches and lanterns. As the party descends from the keep, the villagers mutter excitedly to one another. Looking over their shoulders, the PCs see that the keep is glowing in a dim violet light.

A short plump man with a bald head and bushy white eyebrows rushes from the crowd to greet the party. The PCs instantly recognize him as Balko Verdemeer. Balko excitedly congratulates the PCs on their success. He says that he and his aides came to the keep a few hours ago when they saw the violet aura. "We took it as a sign of your success. Exactly how did you cause it to shine like that?"

Before the PCs can give more than a brief answer, one of Balko's aides shouts, "Take cover! The keep is breaking up!" The villagers, Balko, and his aides scramble for safety. The PCs can find cover under a tree or rock alcove; there are plenty in the immediate area.

One round after the aide's warning, the top of the keep explodes in a shower of rocks as the rest crumbles into a mountain of dust. Any PC who didn't take cover has a 50% chance of suffering 1d2 damage from the rain of stones and debris. If the PCs search the area later, they find numerous lichling corpses amid the wreckage of the tower.

### Aftermath

In the days following the lichling shower, Balko takes the PCs to Cormyr, where the king arranges a feast

in their honor. Cormyran officials listen with interest to the party's story. All payments promised in the Prologue are made, and the PCs are hailed as heroes.

Cormyran court wizards suggest that Icelia intended the lichling shower as a final, desperate attack. But not only did the lichling shower cause insignificant damage, local scholars theorize that the decomposing lichlings may act as a fertilizer to enrich the barren soil of the Veilstone Peaks.

This theory proves correct. In years to come, the farmlands in this region become some of the most fertile in all the Realms, and the Veilstone Peak villages begin a new era of prosperity.

## APPENDIX: NEW MAGICAL ITEM

### Rod of Immobile Insects

This is a 2'-long rod made of gold with a white pearl on the end.

The rod operates by the mental command of the user, discharging a cloud of sparkling light that fills up to a 100'-diameter sphere. The center of the sphere may be up to 200' away from the user. All insect life within the area of effect freezes in place for 3d6 rounds, unable to attack or move (no saving throw). Flying insects are frozen in place in mid-air.

The rod is effective against all types of insect life, including giant insects, magically conjured insects, thri-kreen, and ankhegs. The lichlings and lichling servitors found in this adventure are also affected by the *rod*.

XP Value: 2,500.



	Young	Mature
CLIMATE/TERRAIN:	Any land	Any land
FREQUENCY:	Very rare	Very rare
ORGANIZATION:	Solitary or horde	Solitary
ACTIVE TIME:	Any	Any
DIET:	See below	See below
INTELLIGENCE:	Animal (1)	Semi-(2)
TREASURE:	Nil	Nil
ALIGNMENT:	Chaotic evil	Chaotic evil
NO. APPEARING:	1 or 10-100	1
ARMOR CLASS:	1	2
MOVEMENT:	3, Fl 24 (B)	9, Fl 18 (C)
HIT DICE:	2+2	20
THAC0:	19	5
NO. OF ATTACKS:	1	3
DAMAGE/ATTACK:	1d6 (bite)	2d10/2d10/4d6
SPECIAL ATTACKS:	Nil	Bone spew
SPECIAL DEFENSES:	See below	See below
MAGIC RESISTANCE:	See below	See below
SIZE:	T (6" long)	G (80' long)
MORALE:	Fearless (19)	Fearless (20)
XP VALUE:	270	12,000

The lichling is a vicious, insect-like terror spawned from the body of a demilich.

The lichling resembles a 6"-long black cockroach with spindly human arms and legs, a pair of ragged gauzy wings, and a grinning human skull for a head. Razor-sharp hooked fangs line its mouth. The chitinous body is greasy to the touch and smells faintly of rotten meat. Lichlings make no sounds except in an attack, when they clack their teeth and hiss like serpents.

**Combat:** A lichling attacks any living creature, soaring in a straight line toward the most vulnerable area of the victim's body, such as the neck or other area of exposed flesh. A hit means that the lichling has sunk its powerful fangs into the victim, inflicting 1d6 damage. So powerful are the lichling's jaws that it can chew through a tree trunk.

Once it hits, the lichling inflicts an automatic 1d6 damage each round thereafter until it lets go or is killed. If a lichling is killed, it remains attached to its victim; the victim suffers 1 point of damage per round, thanks to the deep wounds inflicted by the creature and an anti-coagulant produced by the fangs.

Removing the corpse is a delicate procedure. A lichling corpse does not respond to fire or prodding. If the corpse is forcefully removed (which can be accomplished easily), the hooked fangs rip the victim's neck, inflicting 2 hit points of damage. If the lichling corpse is carefully detached (requiring a Dexterity check for the character removing the corpse), the corpse is removed without inflicting any additional damage to the victim; if the check fails, the victim suffers an additional 1 hit point of damage.

Lichlings can only be struck by +1 or better magical weapons. They are immune to *charm*, *sleep*, *enfeeblement*, *polymorph*, *cold*, *electricity*, *fear*, *insanity*, and *death* spells.

**Habitat/Society:** Using arcane and complex magical procedures, certain demiliches are able to transform their original bodies into immense incubating husks. Infant lichlings are spawned from the brain cells of the husks, nurtured by substances generated within the husk. Following a period of 1d4 decades of dormancy, the lichlings become fully active.

Active lichlings have no permanent lair. They sometimes travel in loosely organized hordes that number as many as 100 members.



**Ecology:** Active lichlings don't consume organic food. Instead, they are nourished by the fear of their victims, along with the emotional trauma generated by victims suffering physical damage. In ways not fully understood, lichlings are able to assimilate fear and emotional trauma and transform it into nourishing energy.

Though they are perfectly capable of inflicting damage and causing victims to feel fear, lichlings can also assimilate fear and trauma caused by other sources. For instance, lichlings sometimes linger near battlefields to assimilate the fear and emotional trauma that combatants inflict on each other.

Lichlings show unwavering loyalty to the demilich who spawned them. If that demilich is destroyed, the lichlings may be pressed into service by an evil wizard or other powerful entity.

### Mature Lichling

A lichling matures in 100-1,000 years. The mature lichling resembles an 80'-long version of a young lichling, with long claws on its hands used to supplement its biting attacks. The mature lichling can also spew a stream of sharp bone fragments at any single target up to 100' away (make normal attack roll) to inflict 6d6 damage; it can make this attack once every other round. Mature lichlings share the same diet and special defenses as young lichlings.



# Down and Dirty in Waterdeep!



## Your Greatest Challenge Ever: Defy the Denizens of Undermountain

"Leave it to the people of the Sword Coast to build a city atop an evil, ill-omened ruin."

If you dare . . . explore the ruins that lie beneath Waterdeep. The enormous maze of tunnels and dungeons are filled with treasure, but their awesome guardians await all fortune seekers. Enter the chambers if you dare—and discover why they're called the largest grave in the Forgotten Realms. Halaster Blackcloak awaits your arrival . . .

The Ruins of Undermountain boxed set contains new monsters, spells and magic items; 4 incredible maps; 2 handbooks; and over 2000 dungeon chambers to explore.

Find it at hobby and book stores everywhere.



TSR, Inc.

\* designates registered trademarks owned by TSR, Inc. \*\* indicates trademarks owned by TSR, Inc. ©1981 TSR, Inc. All Rights Reserved.

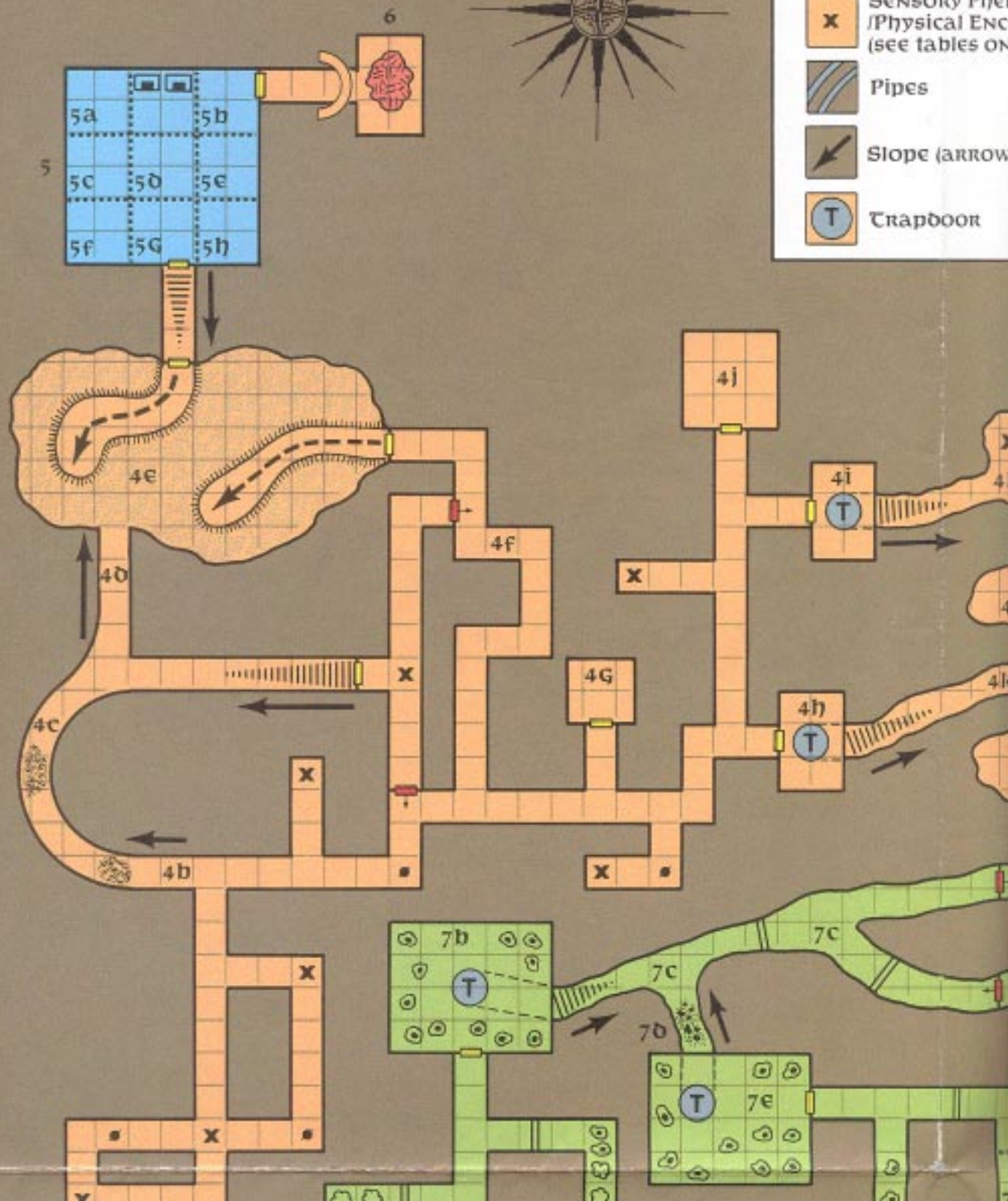


# STRONGHOLD

## LEVEL 2 (Chapter 3)



- Golden door
- Mist door
- Liching hole
- Sensory Phenomenon / Physical Encumbrance (see tables on page 10)
- Pipes
- Slope (arrow)
- Trapdoor









DOOR	Drain	Magical door	Liquid	Cracks	
	Stairs	Skull	Throne	Key pit	
hole	Curtain	Glass cube	Mist pool	Cliff opening	
PHENOMENA ENCOUNTERS (ON MODULE SCREEN)	Pillars	Pit	Glass golem	Bobbing ball	
	Webs	Mosaic diagram	Glass plate	Sand pit	
(row points down)	Arch	Granite mounds	Stalactite	Geyser	
	Rubble	Cloud floor	Stalagmite	Grave	











 Waterfall

 Ivory tree

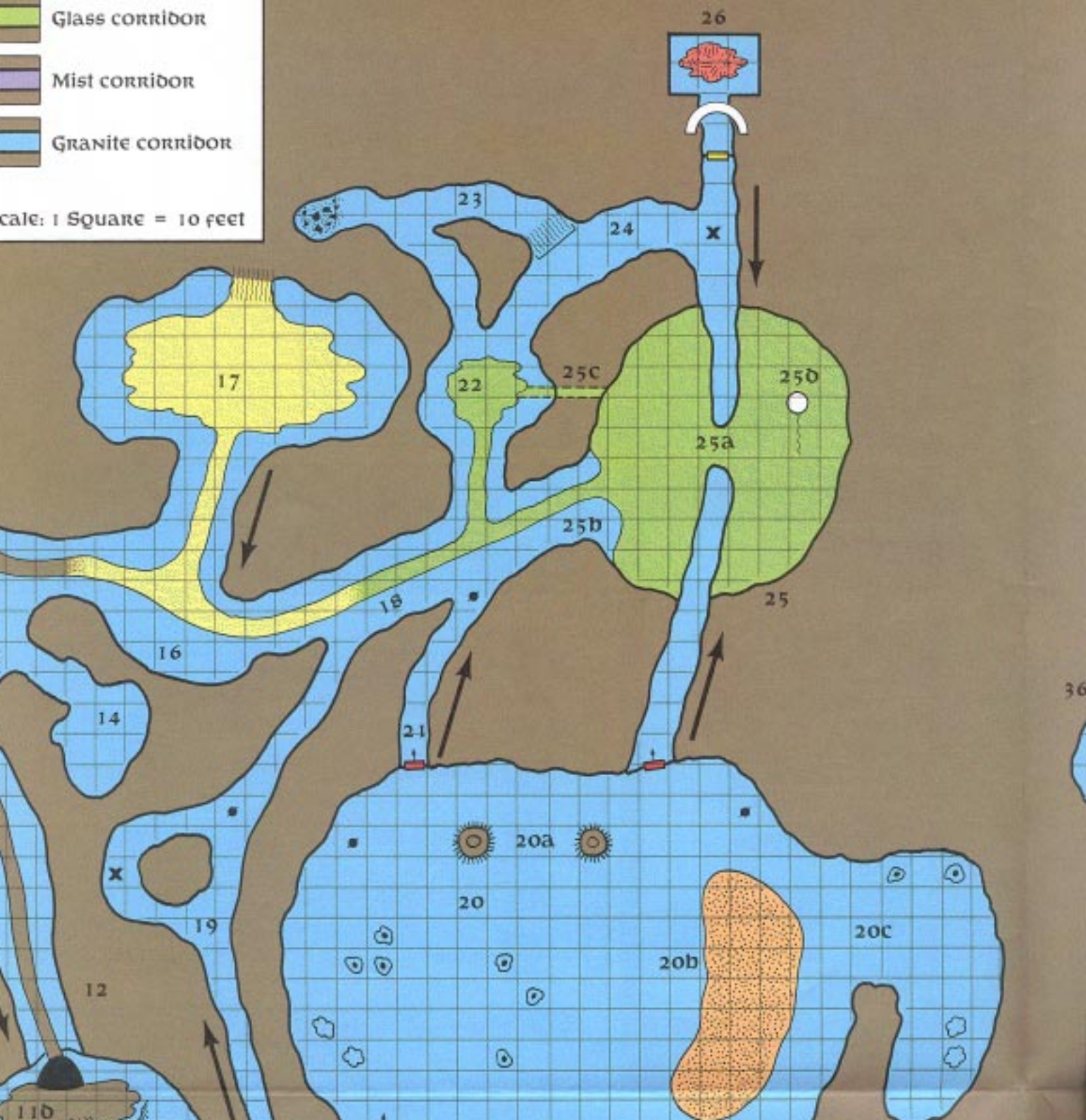
 Shadow corridor

 Glass corridor

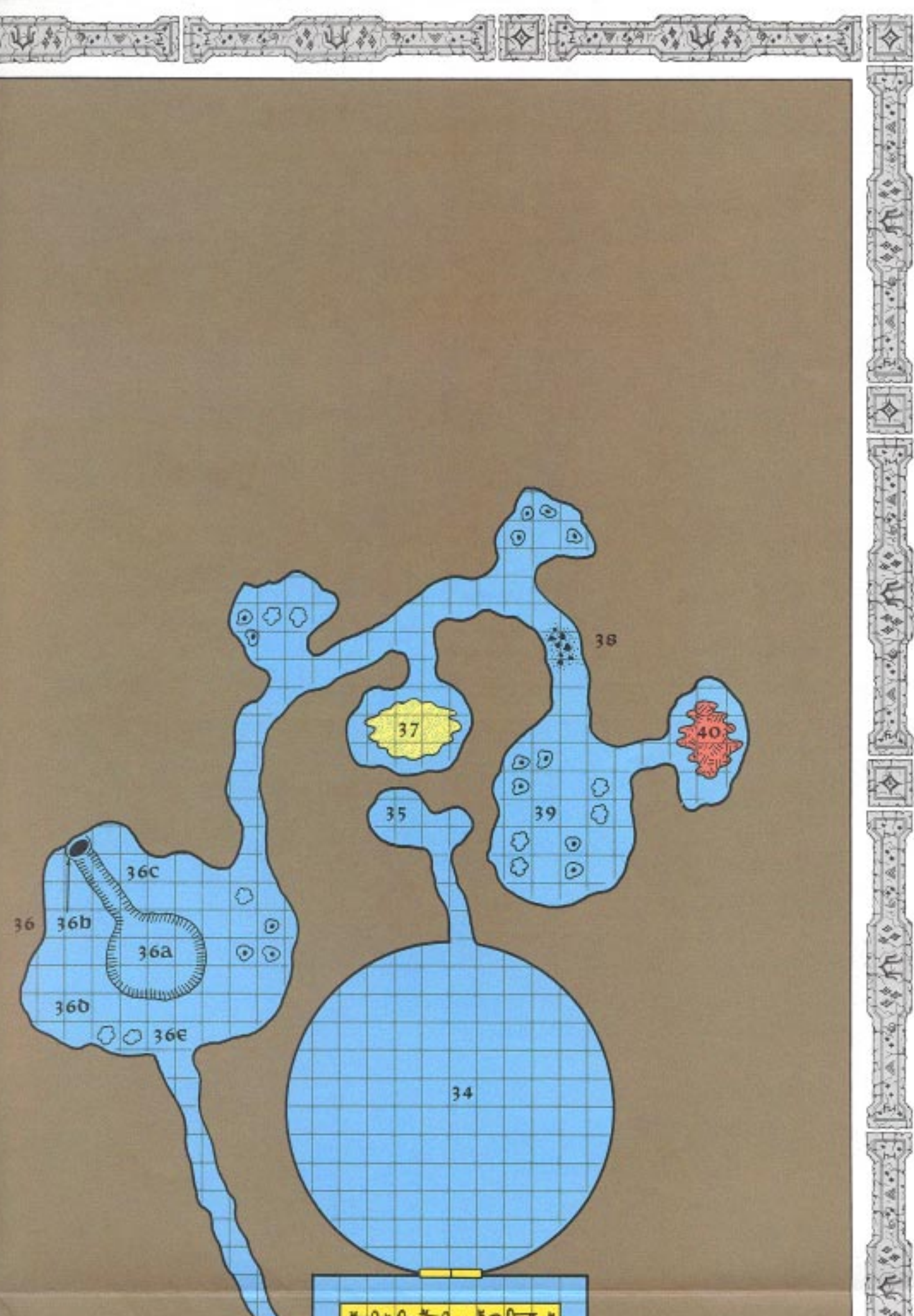
 Mist corridor

 Granite corridor

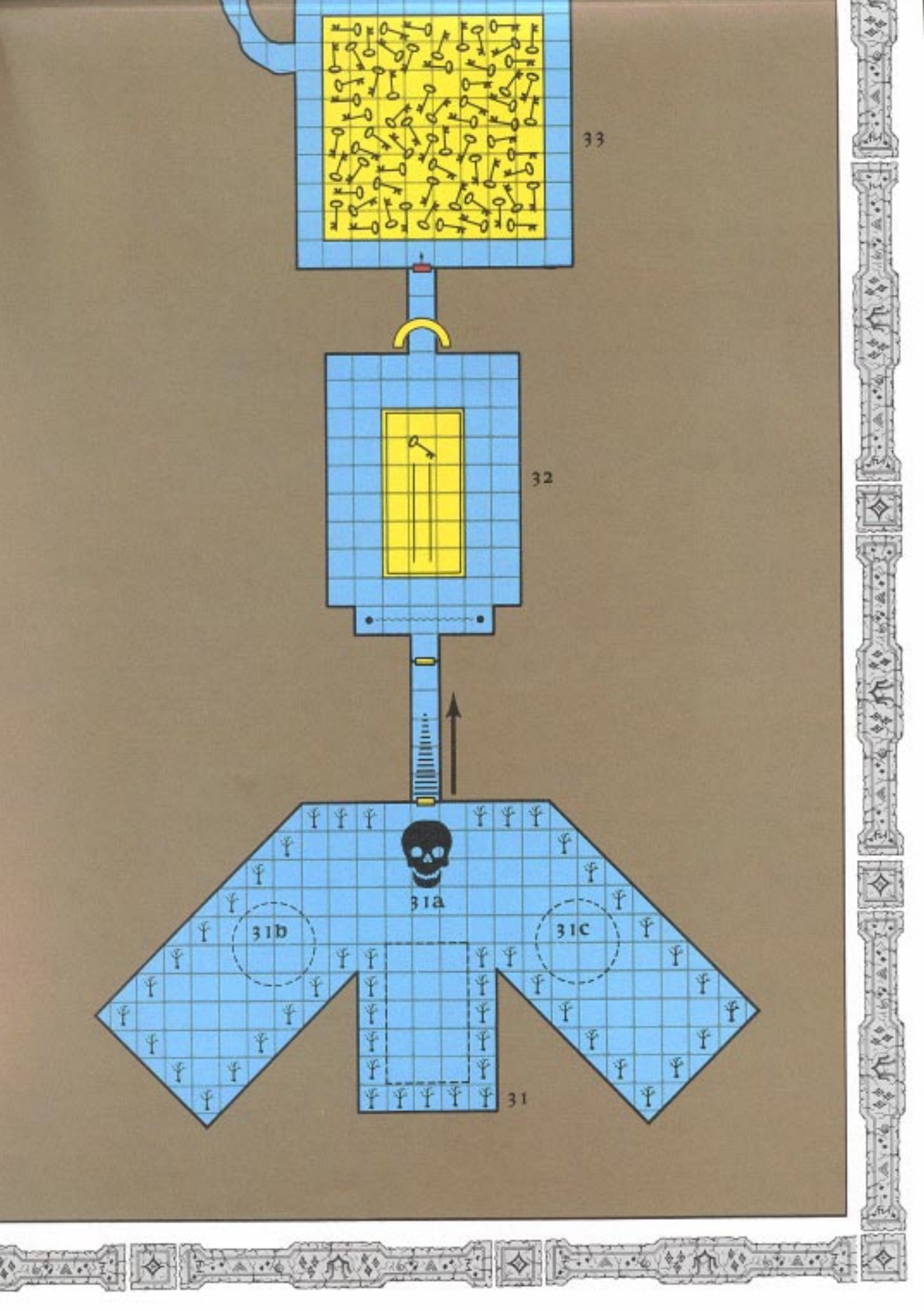
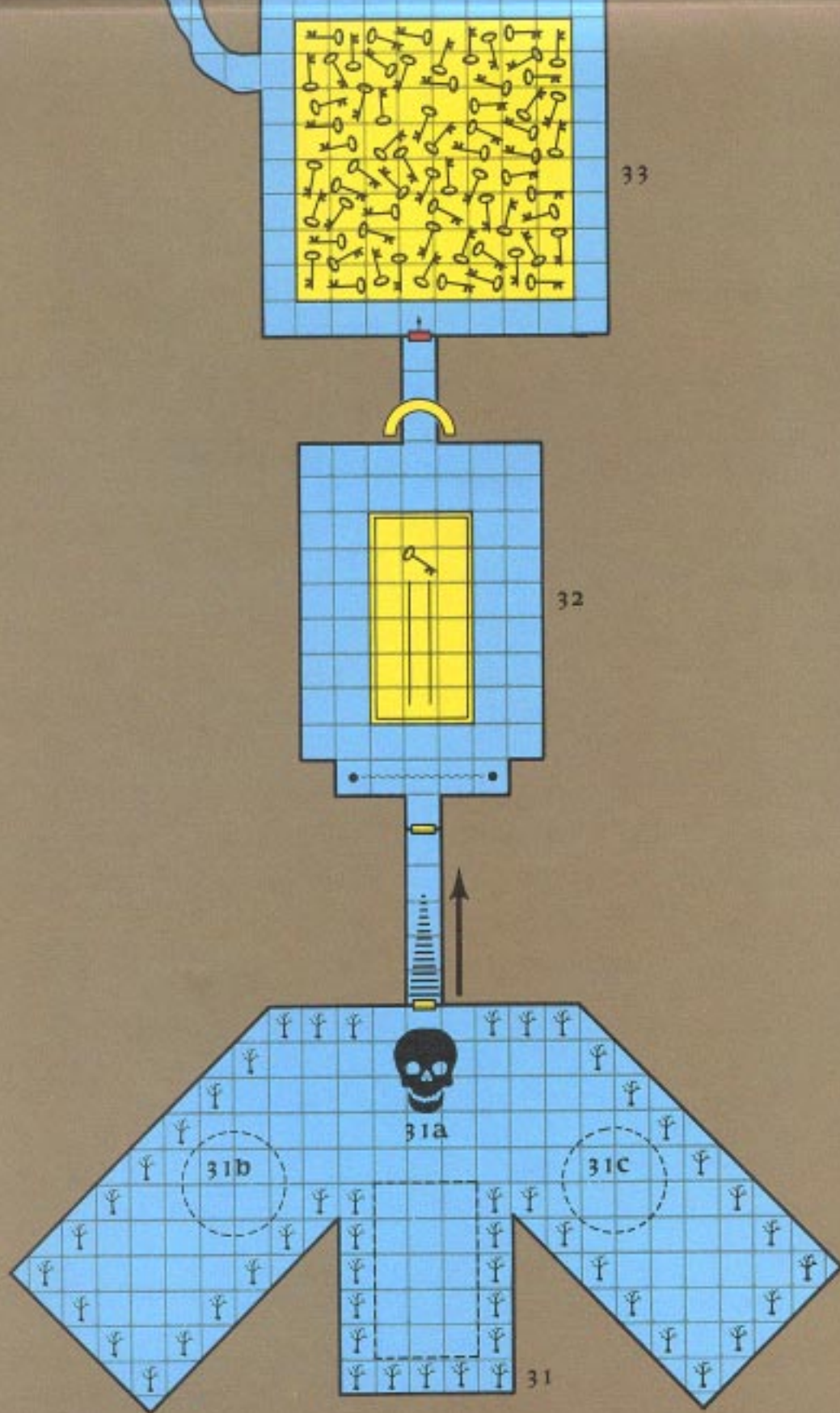
Scale: 1 Square = 10 feet

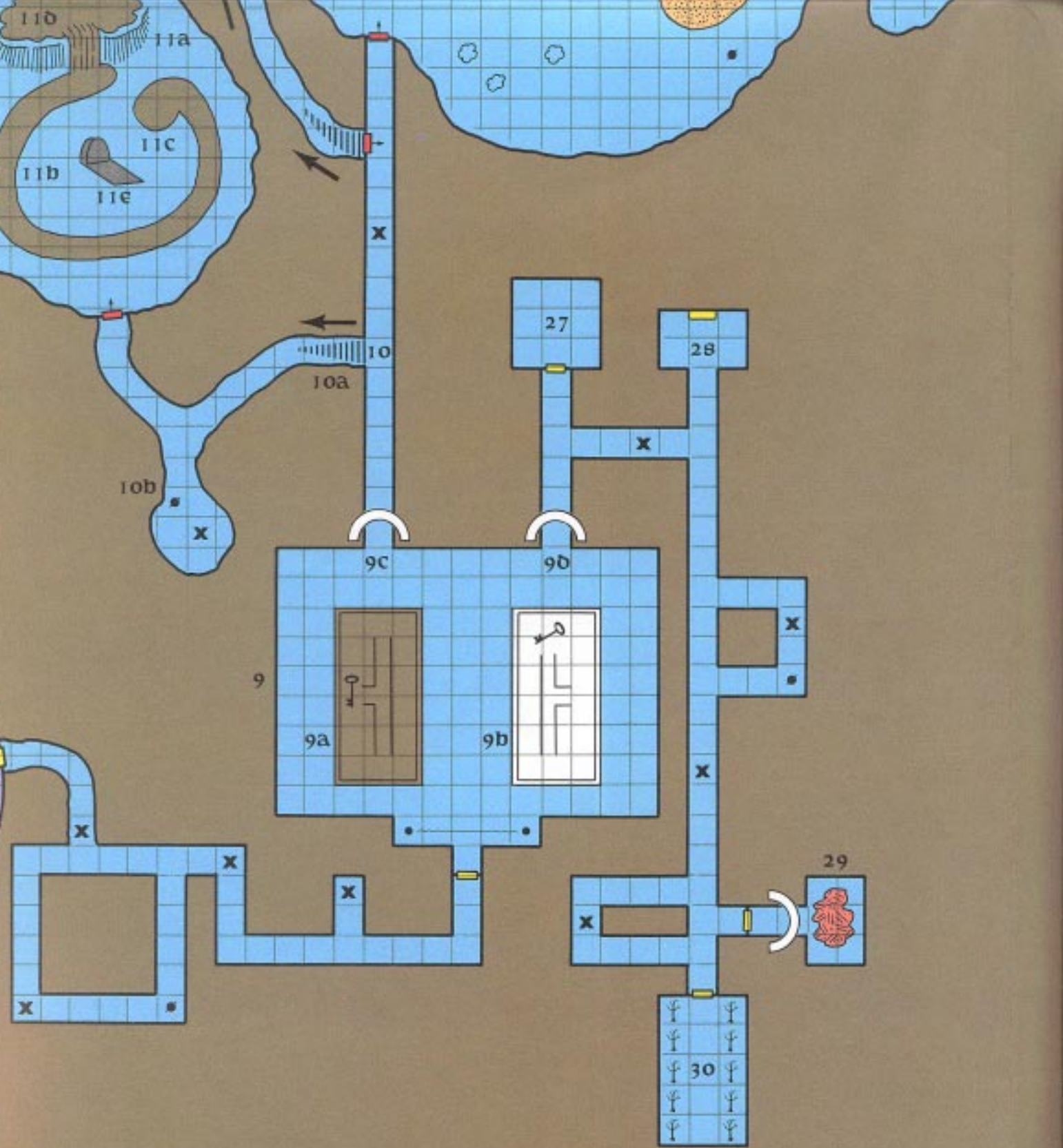




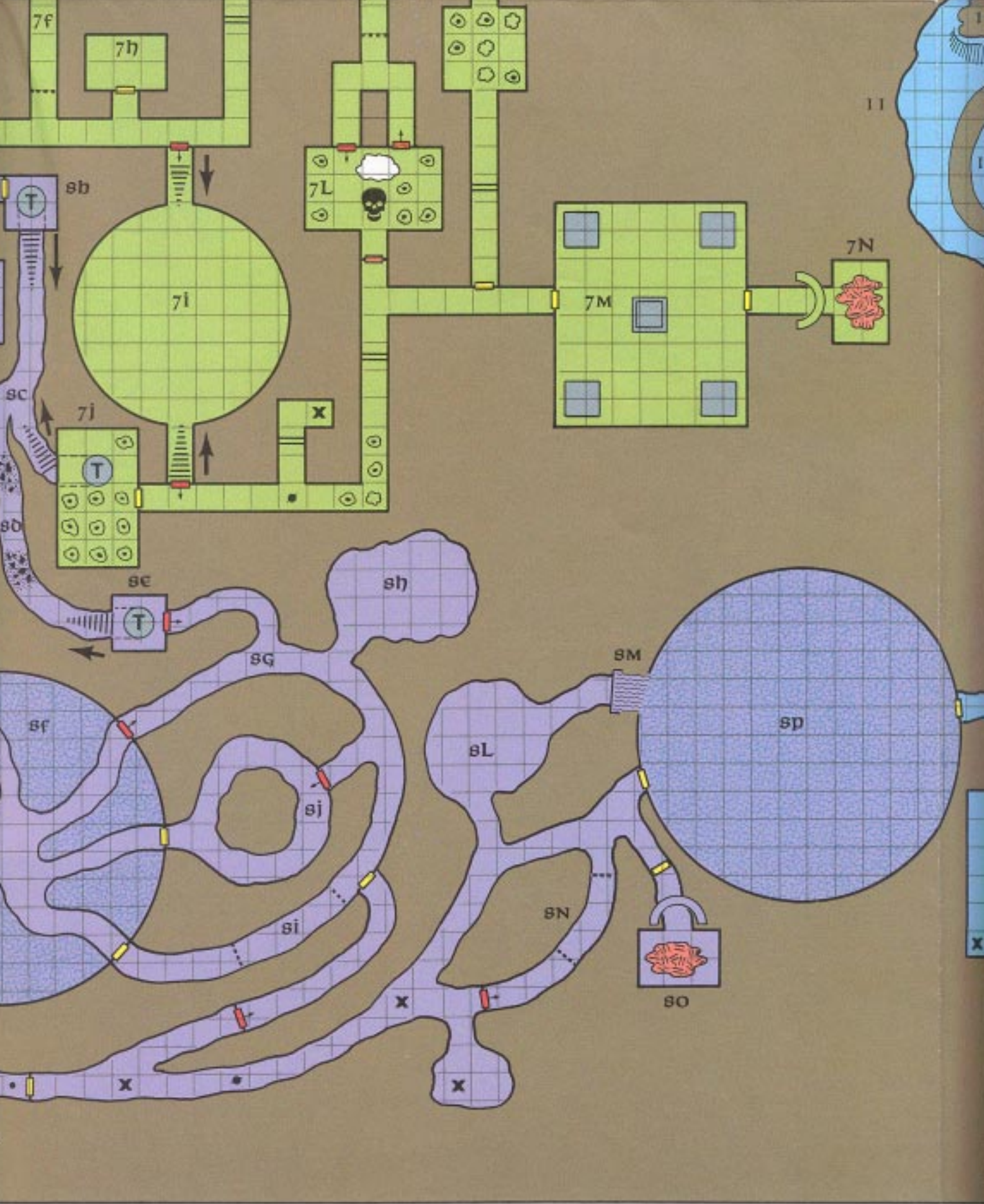




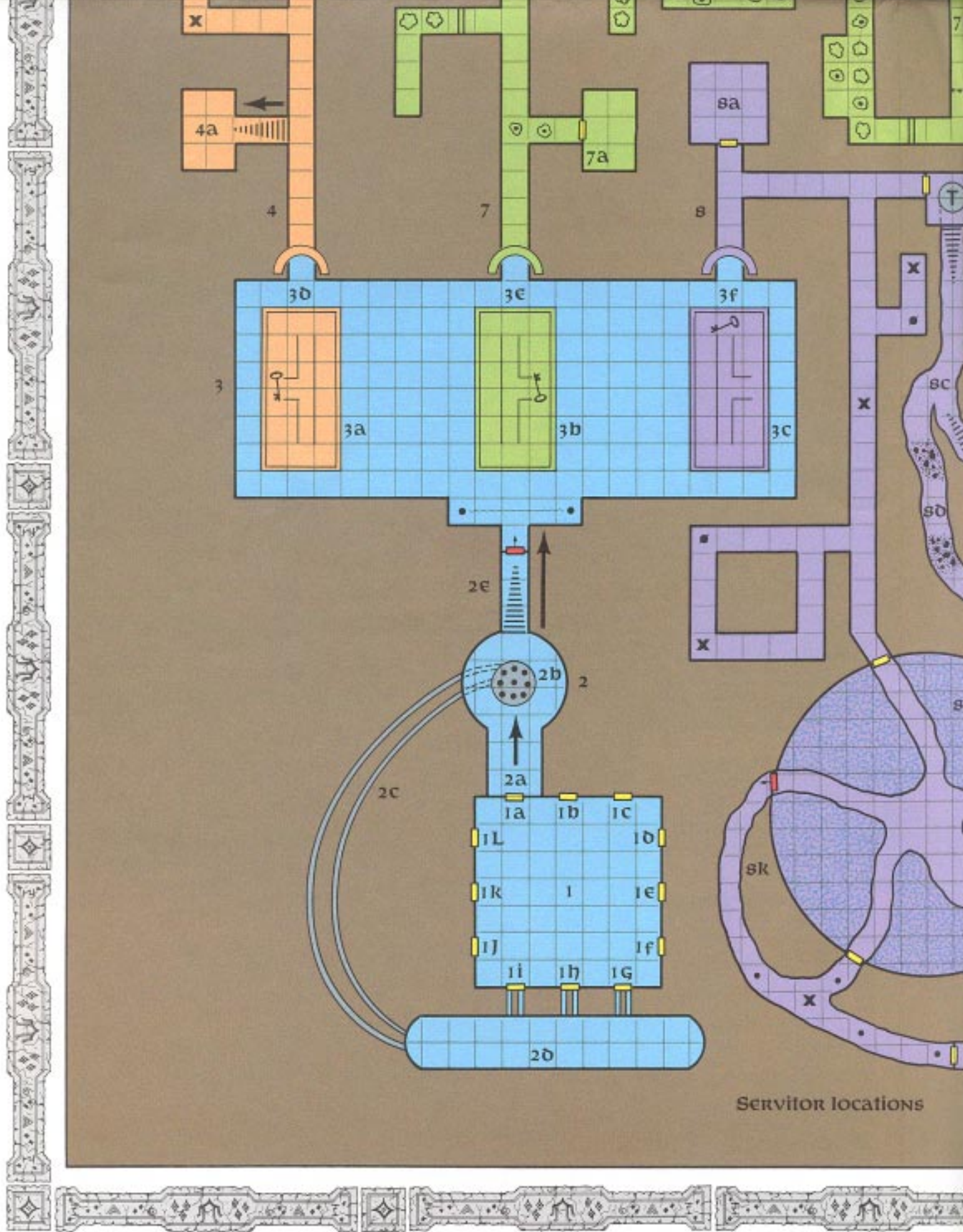
































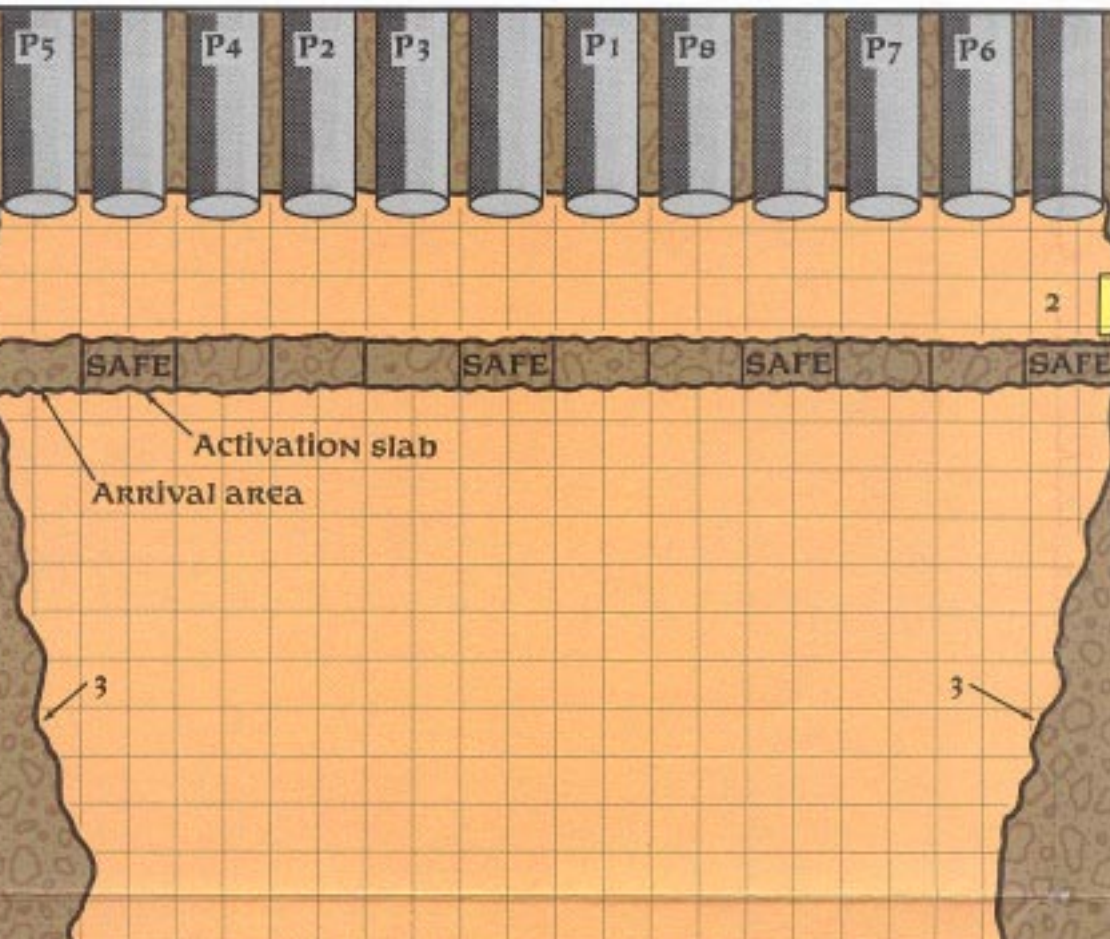
# WOLOVER'S KEEP (Chapter 1)

	Closed door		Stairway
	Open door		Trapdoor in floor
	BROKEN WINDOW		Trapdoor in ceiling
	FURNACE		Table
	IRON ROD		Cabinet
	Statue		Box
	Desk		Cracked lens
	Debris		Wasps
	Barrel		Mist pool

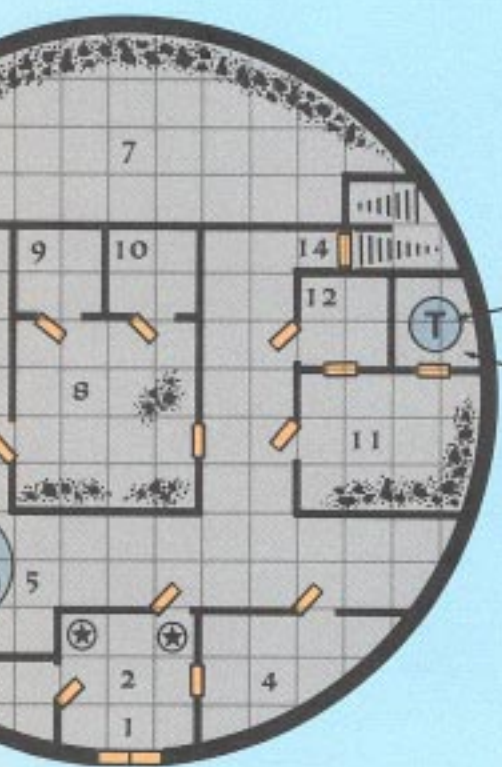


Scale: 1 Square = 10 feet

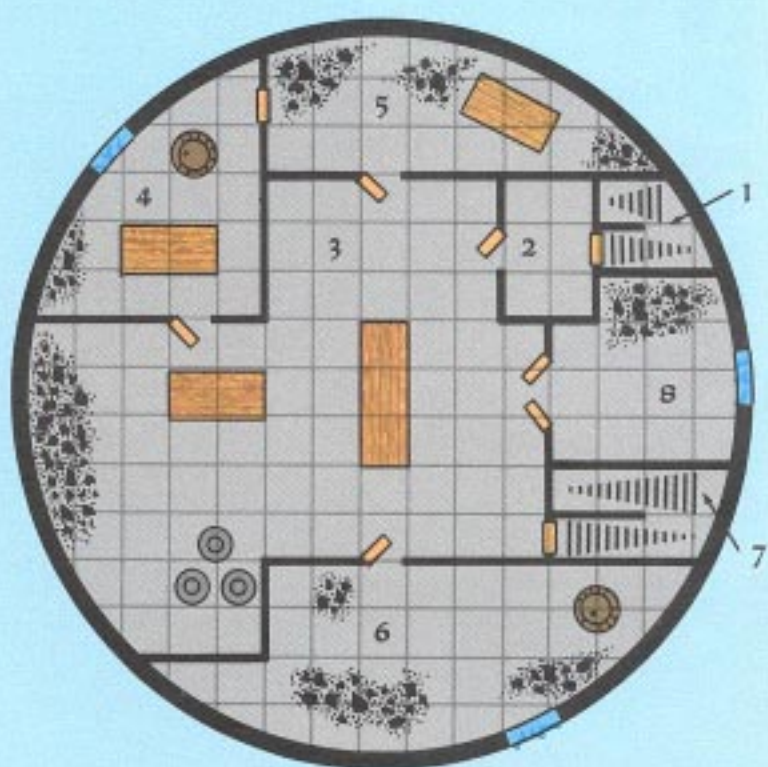
SIDE VIEW







LEVEL 1



LEVEL 2

Scale: 1 Square = 10 feet

	Granite
	Water
	Golden door
	Piston
	Seaweed
	Crystal barrier
	Mist pool



# STRONGHOLD

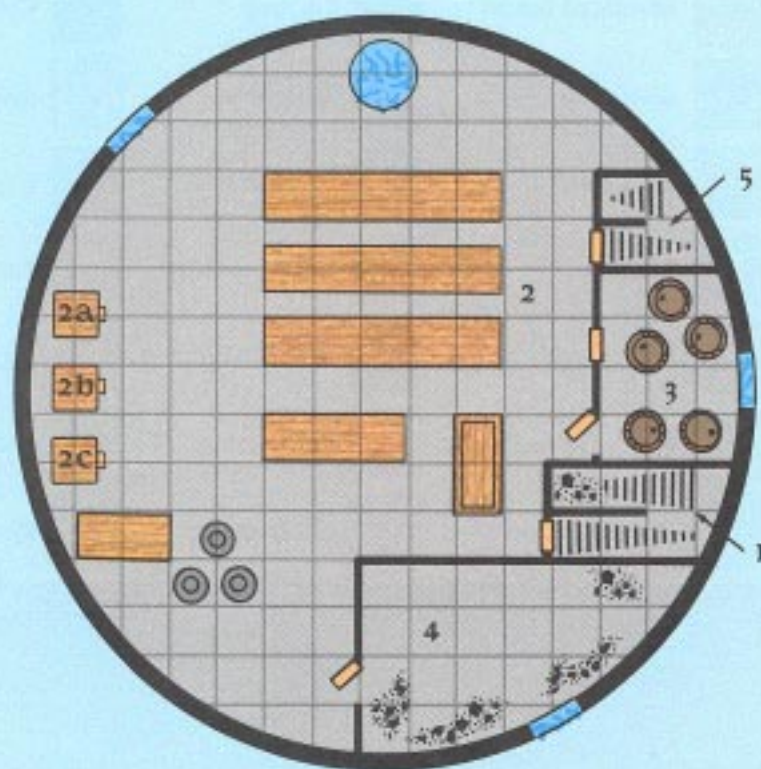
## LEVEL 3 (Chapter 4)

	IRON STRANDS		Capillary bundle		Mist pool
	Lilac duct		ZONES		Eye
	Clear water duct		Cracked duct		Bolt
	Lichling fluid duct		Blockage		Piston
	Stench duct		Elemental's valve		Orange square
	Valve		Lichling fluid spigot		Square with X

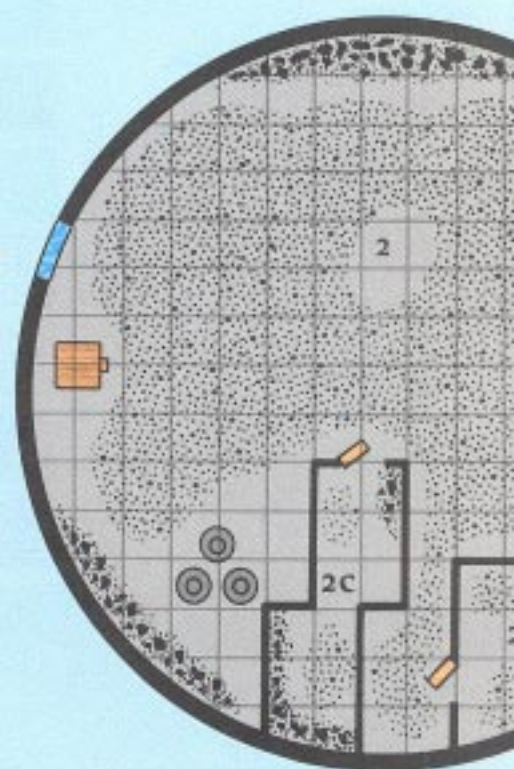
Scale: 1 Square = 10 feet





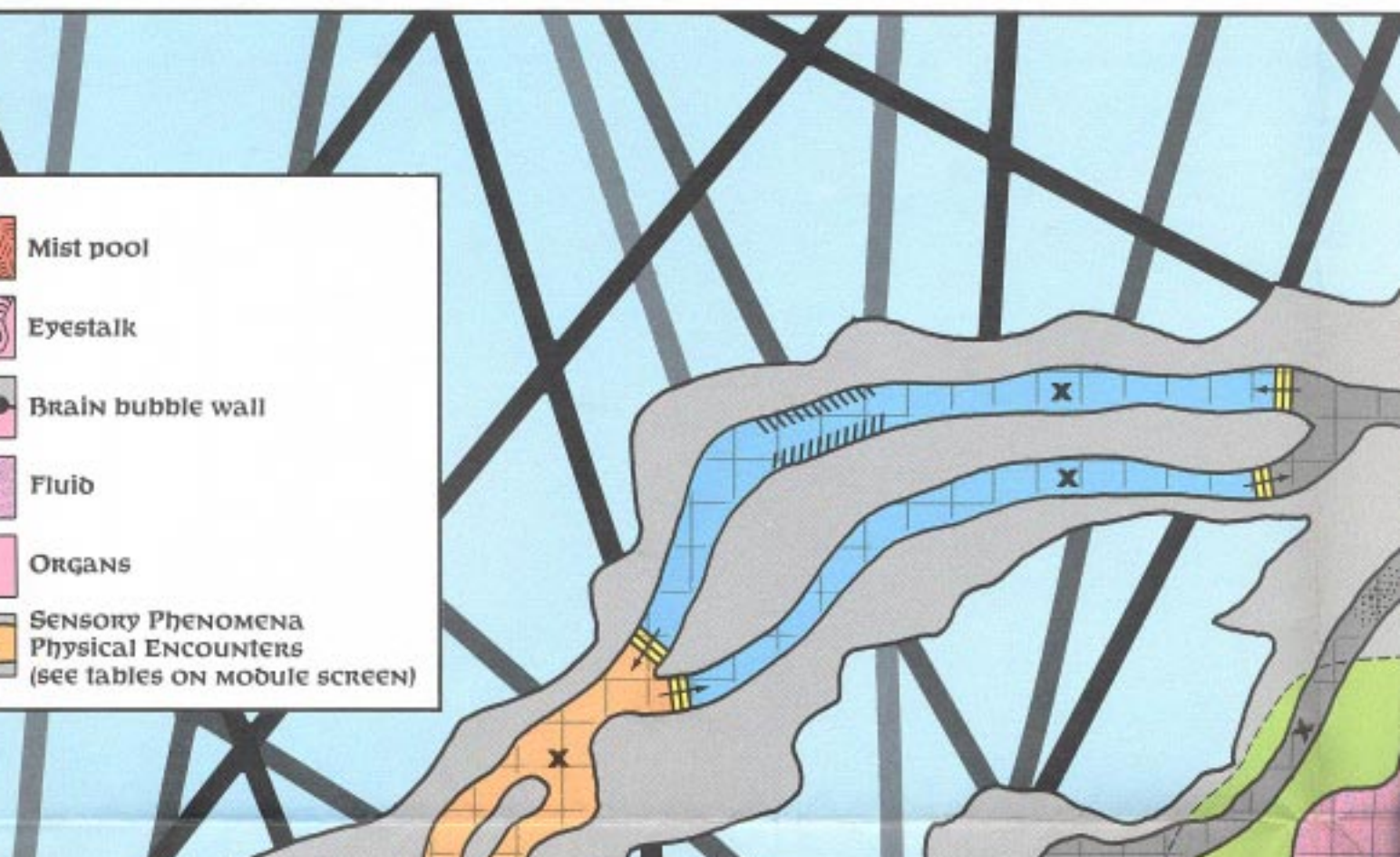


LEVEL 3

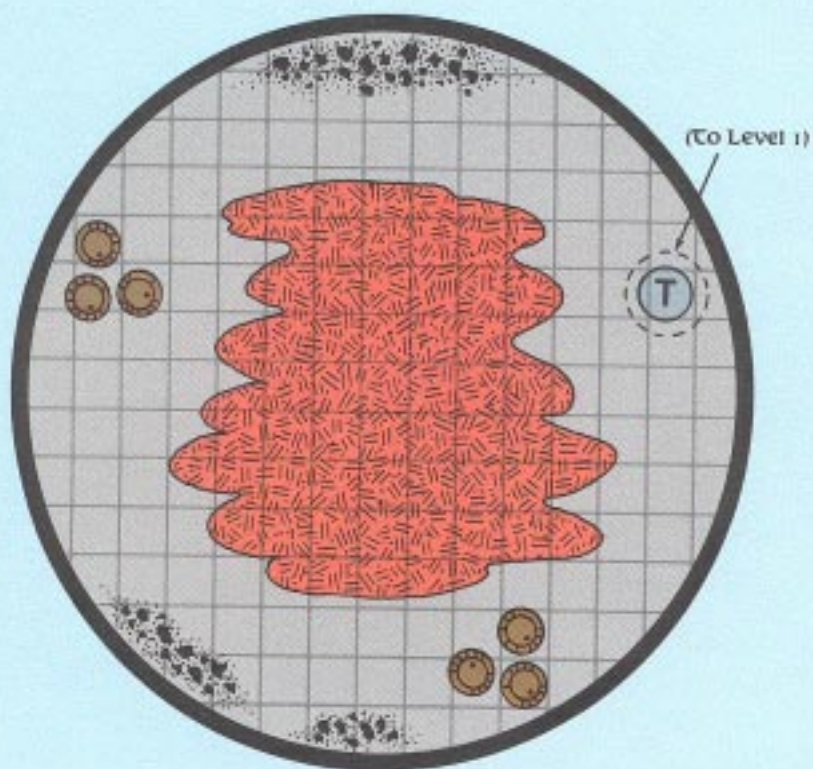


LEVEL 4

	Mist pool
	Eyestalk
	Brain bubble wall
	Fluid
	ORGANS
	Sensory Phenomena
	Physical Encounters
	(see tables ON MODULE SCREEN)

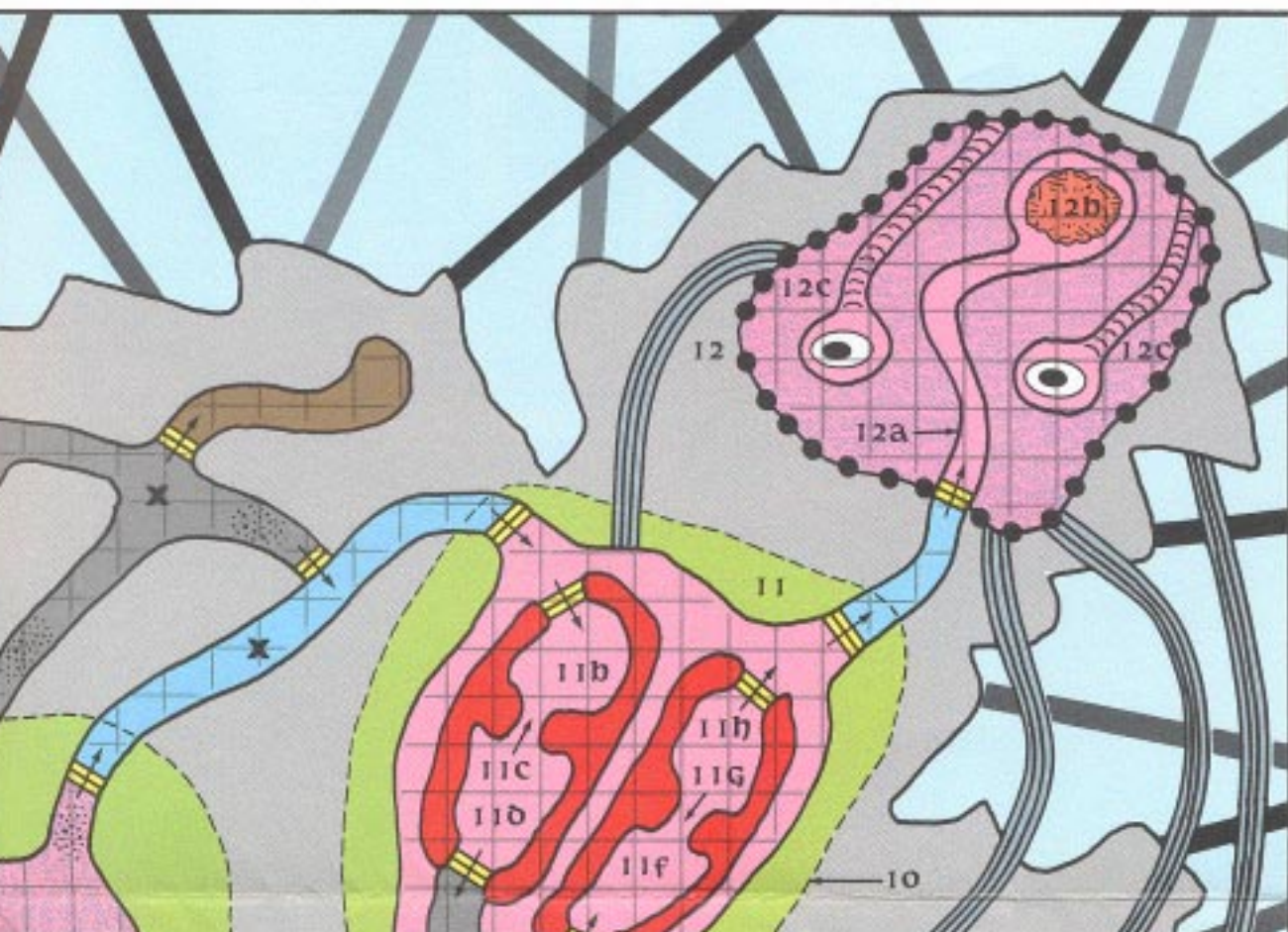




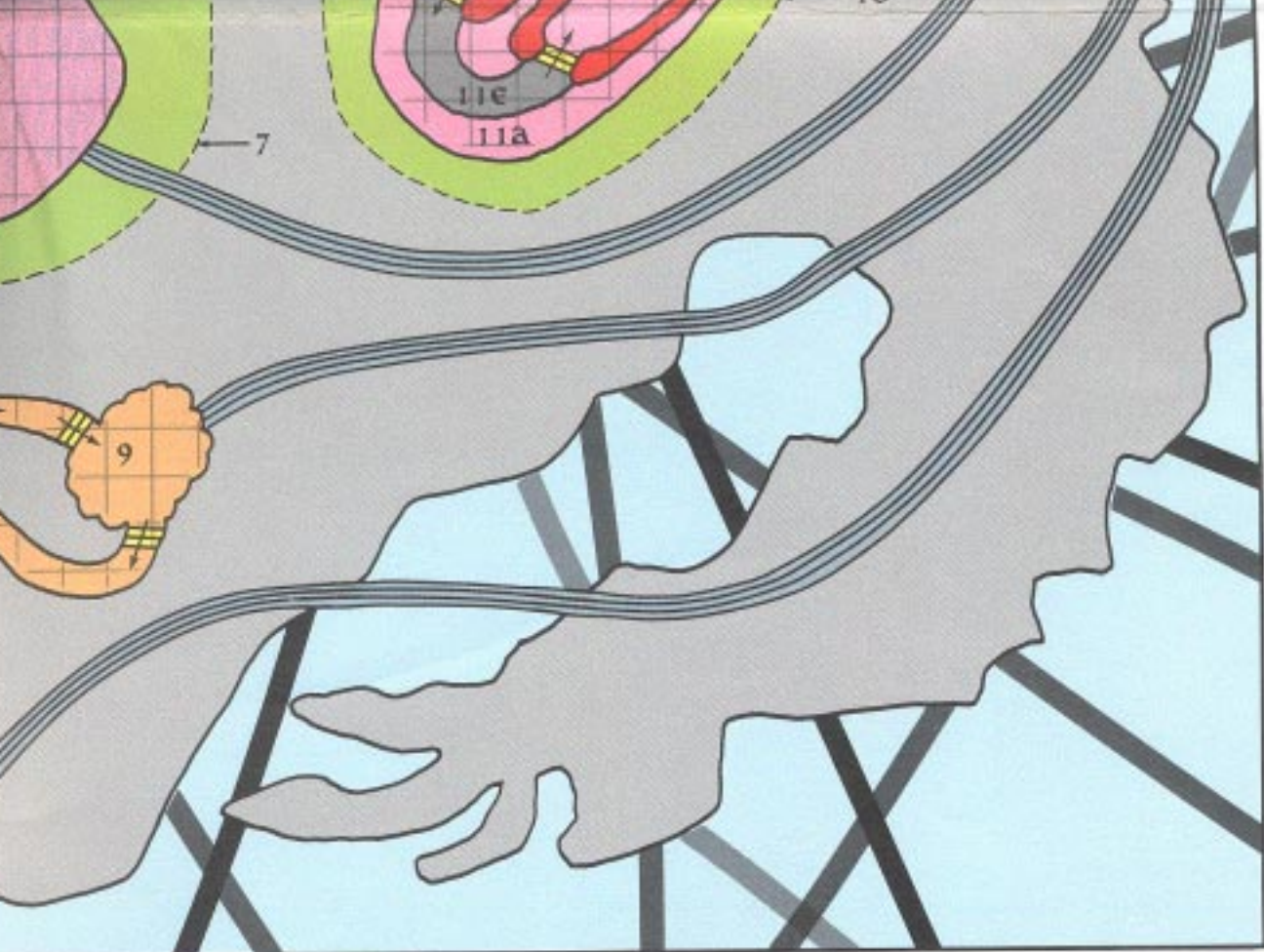


4

# BASEMENT

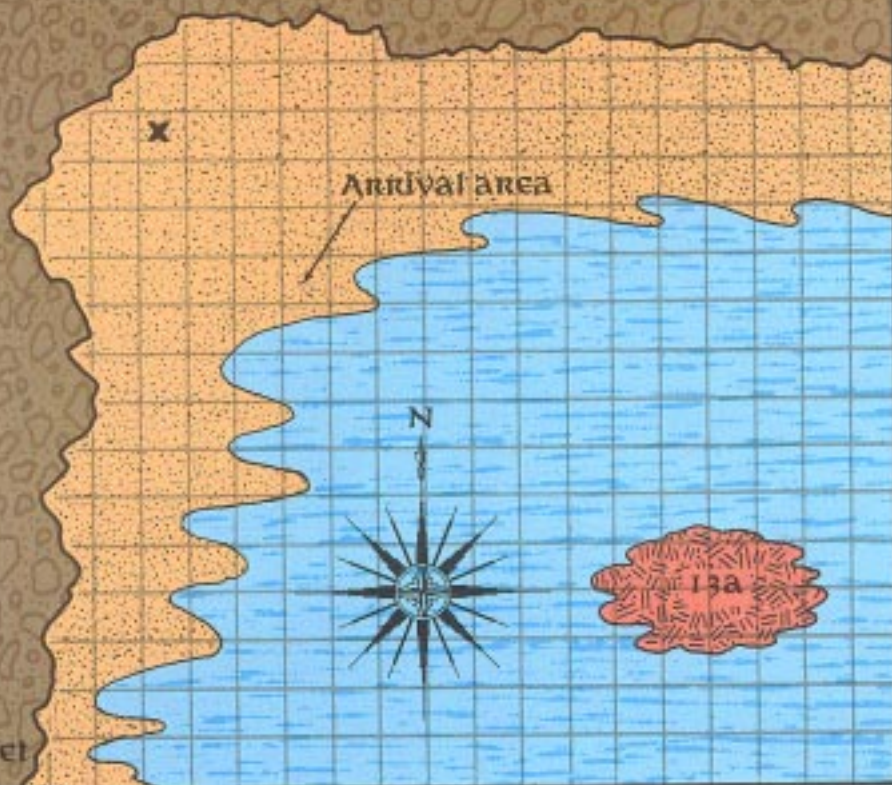






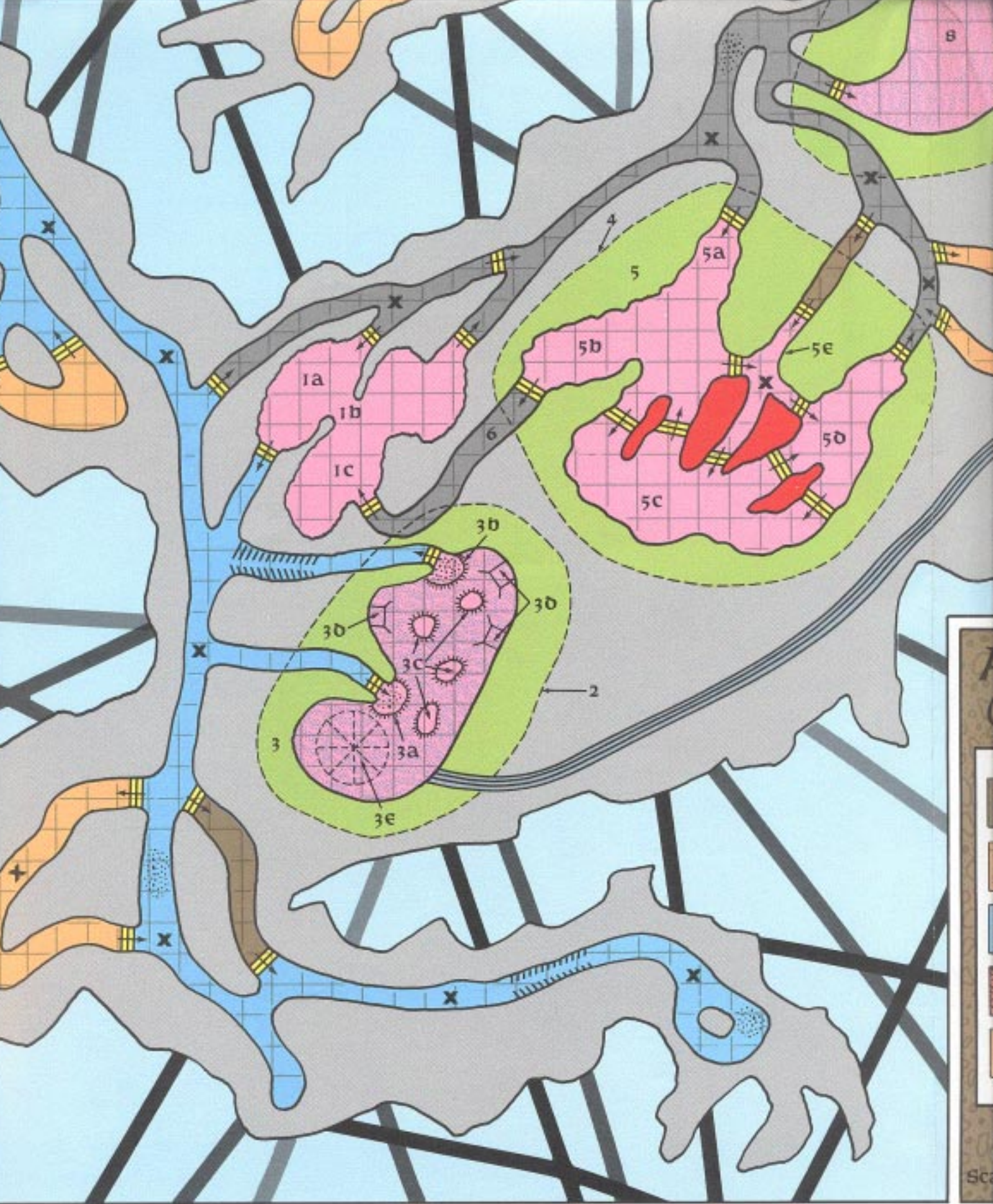
## AREA 13 (Chapter 4)

- |  |                        |
|--|------------------------|
|  | Granite cliffs         |
|  | Bone meal beach        |
|  | Gray mist sea          |
|  | Mist pool              |
|  | Mature lichling corpse |



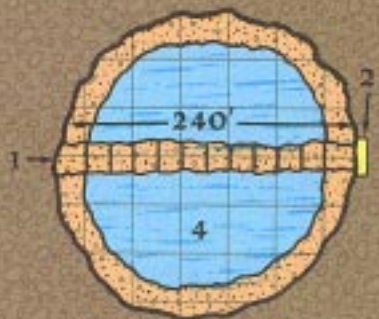
Scale: 1 Square = 20 Feet







**LEVEL 1**  
TOP VIEW



Scale: 1 square = 30 feet









## SENSORY PHENOMENA TABLE

### 17. HAUNTED LEGS

- **Stage A:** The victim's feet stick tight to the ground for 2d4 rounds.
- **Stage B:** The victim (and only the victim) believes his or her legs have transformed into violet mist. The victim immediately collapses. The legs are useless for the next hour; to move, the victim must crawl, fly, or be carried.

### 18. HAUNTED WEAPON

- **Stage A:** One of the weapons the victim currently holds (roll randomly) abruptly disappears. One hour later, the weapon reappears, undamaged, in the exact location where it originally vanished. (A victim who moves after the weapon vanished must return to the original location in order to retrieve the weapon.)
- **Stage B:** One of the victim's weapons (roll randomly) abruptly lurches free from the victim's hand and, hovering in mid-air, attacks the victim, hitting automatically for maximum damage. It then drops to the ground.

### 19. DEADLY PREMONITION

- **Stage A:** The victim faints for 1d4 rounds (no saving throw) and cannot be revived during this time. While un-

conscious, the character experiences a vivid dream of his or her own violent death—crushed by a collapsing wall, eaten alive, or any deadly fate of your choice. Upon awakening, the PC immediately experiences the effects of a *fear* spell (no saving throw), and flees in a random direction for 10 rounds.

- **Stage B:** As Stage A, except the victim has the violent dream about another PC (choose randomly). The dream may seem to be a premonition of the immediate future, such as the next room of the labyrinth. When the victim awakens, there are no ill effects unless the victim relates the dream to the subject of the dream. If so, the subject experiences *fear* as described in Stage A (subject gains a saving throw vs. spell).

### 20. SEALED LIPS

- **Stage A:** The victim feels sharp pains in the lips, as if something were stitching the lips together. The victim cannot speak for the next 2d4 rounds. Spellcasters cannot cast spells with verbal components during this time.
- **Stage B:** As Stage A, except the victim's lips are sealed for a full hour.

## PHYSICAL ENCOUNTERS TABLE

- See Chapter 3 for instructions. Roll 1d12 or choose:

**1. Dark fog:** A magical gray fog rises around the party, persisting within a 50-200 (1d4x50) foot radius of the party's current position for the next 1d4 hours. In the fog, missile combat has a -1 modifier at point blank range, a -2 modifier at short range, a -5 modifier at medium range, and is impossible at long range. Movement rates are reduced by ¼. Vision, including infravision, is restricted to 10 yards.

**2. Crawling green fungus:** The party discovers a small patch of green fungus crawling along the floor at a movement rate of 3. The fungus is harmless and edible (it tastes like mushrooms). Assume the fungus is big enough to supply a meal's worth of nourishment for each PC in the party.

**3. Crawling blue fungus:** This is identical to the "Crawling green fungi" encounter above, except the fungus is blue. Though tasty, eating the blue fungus requires a Constitution check; failure means the PC is nauseated and suffers a -1 attack penalty for the next 24 hours.

**4. Disease mist:** A cloud of pink mist blocks the party's progress. Undisturbed, the mist dissipates in 1d4 hours. Otherwise, any PC who comes within 3' of the mist must save vs. poison or feel feverish for the next 24 hours, making ability checks at a +2 penalty and attacking at a -2 penalty during that time.

**5. Collapsing ceiling:** A section of the passage extending 3d10 ahead of the party has a weak ceiling, evidenced by the shower of chunks continually falling from it. The ceiling chunks range in size from a few inches in diameter to about 3'. Each PC entering this area has a 25% chance per 5' of ceiling to be hit by a chunk large enough to do 2d4 points of damage. A PC can avoid damage with a Dexterity check.

**6. Chilling wind:** A magical wind whips the party, chilling them to the bones. Each PC who fails to make a Constitution check with a +2 penalty suffers 2d4 points of damage.

**7. Dripping ceiling:** A thick yellow liquid reeking of rotten meat drips from the ceiling for the next 30'. Each PC entering this area has a 25% chance per 10' of having a drop strike him for 3d6 points of damage (save vs. poison for 1d6 points of damage). A PC who holds a shield or similar protection overhead avoids this damage. The pools of liquid on the

floor are easy to avoid, but any PC foolish enough to touch one must save vs. poison and suffer damage accordingly.

**8. Ominous rumbling:** Mild tremors shake the walls and floors for 1d4 rounds. The tremors cause no significant damage, and the party's ability to move and take action is unaffected.

**9. Undead hellhounds (2d4):** Int low; AL LE; AC 4; MV 12; HD 8; hp 55 each; THAC0 13; #AT 1; Dmg 1d10 (bite); SA breath fire at victim up to 10 yards away for 2d10 dmg (save vs. spells for half damage; can breathe flames while biting; a natural roll of 20 on an attack roll means the hound has both bitten and breathed fire on a victim); SD can see hidden or invisible creatures 50% of the time; opponents have a -5 penalty on surprise rolls; immune to fire, *sleep*, *charm*, *hold*, *death magic*, poisons, and cold-based spells; SZ M; ML 13; XP 1,400.

These resemble slightly larger versions of normal hellhounds, with rotting flesh stretched over black bones and with stronger fire breath. They cannot be turned.

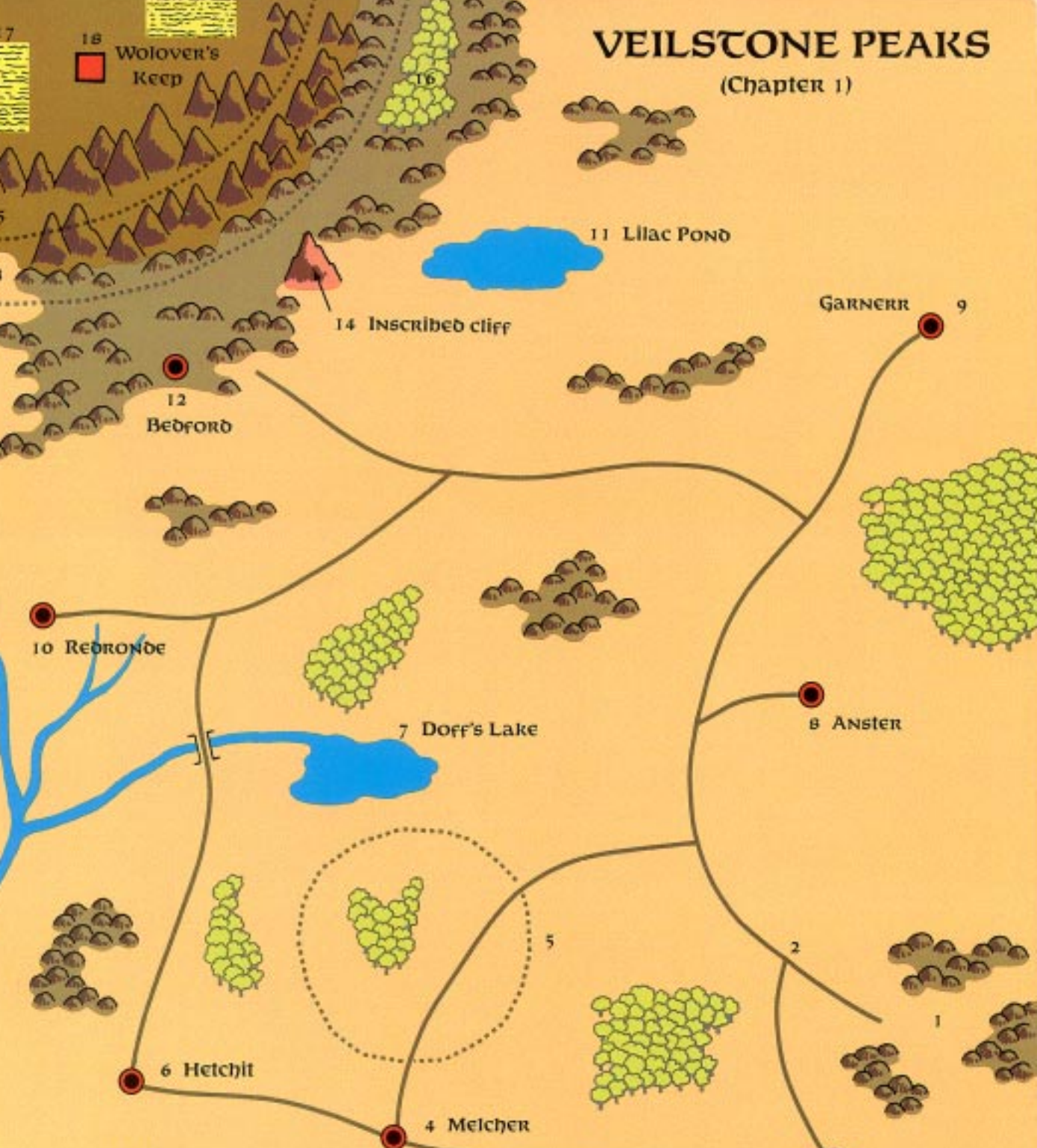
**10. Spectres (1d4):** Int high; AL LE; AC 2; MV 15, Fl 30 (B); HD 7+3; hp 56 each; THAC0 13; #AT 1; Dmg 1d8; SA successful attacks drain two levels from victim; SD +1 or better weapon to hit; immune to *sleep*, *charm*, *hold*, and cold-based attacks; immune to poison and paralyzation attacks; SZ M; ML 15; XP 3,000.

**11. Shadows (3d4):** Int low; AL CE; AC 7; MV 12; HD 3+3; hp 25 each; THAC0 17; #AT 1; Dmg 1d4+1; SA successful attacks drain one point of Strength from victim, lost Strength returns in 2d4 turns (victims reduced to 0 Strength become shadows); SD 90% undetectable in all but brightest of surroundings; immune to *sleep*, *charm*, *hold*, and cold-based attacks; SZ M; ML special; XP 650.

**12. Wraiths (2d4):** Int very; AL LE; AC 4; MV 12, Fl 24 (B); HD 5+3; hp 40 each; THAC0 15; #AT 1; Dmg 1d6; SA successful attacks drain a level of experience from victim, including hit points and all abilities associated with that level (spells, etc.); lost experience must be earned again or magically *restored*; SD immune to all weapons except silver (half damage) or +1 or better (full damage); immune to *sleep*, *charm*, *hold*, *death*, and cold-based spells; SZ M; ML 15; XP 3,000.

# VEILSTONE PEAKS

(Chapter 1)



10 Redronde

12 Bedford

14 Incribed cliff

11 Lilac Pond

7 Doff's Lake

6 Hetchit

4 Melcher

3 Terrinton

2

8 Anster

9 Garnerr

## KEY

-  Hills
-  Mountains
-  Woods
-  Village
-  Trail
-  Water
-  Fields
-  Bridge



Scale: 1" = 4 miles



# MONSTER SUMMARY TABLE

This table presents vital statistics for some of the monsters featured in this adventure.  
Refer to the various AD&D® MONSTROUS COMPENDIUM volumes or this module for more detailed information.

Name	AC	HD/hp	THACO	#AT	Dmg	MV	Remarks
Banshee, see Groaning spirit							
Black puddings, modified (2)	- 1	10/68	11	1	3d8	12,Fl12	dissolves metal, immunities
Brown mold, see Mold							
Eyestalks (2)	1	9/70	11	1	6d4 or 2d10	12	immunities
Fire elemental	2	16/20	5	1	3d8	12	fire, +2 weapon to hit, immunities
Flying glass skeletons, see Skeletons							
Ghost bats (3)	1	10/65	11	1	3d8	Fl24	screech, +1 weapons to hit, undead immunities
Giant slug, see Slug							
Golem, glass (4)	3	14/85	7	2 or 1	2d8/2d8	6	+1 weapons to hit, spell immunities, explodes
Gray ochre ooze	8	7/50	15	1	1d10+2	4	corrodes metal, ooze immunities
Gray squirrels, modified	6	7+2/51	13	3	2d4/2d8/2d6	15	+1 THACO
Groaning spirit	0	7/50	13	1	1d8	15	wail, fear, immunities
Heart spiders (3)	7	2/14	19	1	1d4	6,18 on web	3d8 poison
Ivory hydra hands (2)	1	12/8	9	12 or 1	1d10 per head 4d10 smash	9	
Juju zombie	6	3+12/32	15	1	3d4	9,Crw13	necklace of missiles, +1 weapon to hit, immunities
Killer mimic	7	10/74	11	1	3d4	3	glue, acid immunity
Leech, giant	9	4/30	17	1	1d4	3,Sw3	drains 4hp/round
Lichling corpse, animated	3	20/150	5	3	2d10/2d10/4d6		See Chap. 4
Lichling	1	2+2/15	19	1	1d6	3,Fl24	See p. 64
Lichling servitor	2	6/45	15	2	2d6/2d6	12	+1 weapons to hit, undead immunities
Living web	9	6/45	15	1	2d4	6	absorbs electricity, divides at edged blows, immunities
Lurker above	6	10/70	10	1	1d6	Fl9(B)	constriction, surprise penalty
Marine scraggs, modified (8)	2	6+12/60	13	3	1d4/1d4/1d8+8	3,Sw12	3hp regen, undead immunities, not turned
Megalocentipede, young (6)	7	2hP	20	1	Nil	15	1d6 poison
Megalocentipede, adult	5	3/21	17	1	1d3	18	poison
Mold, brown	9	N/A	17	N/A	special	6	absorbs heat, spell immunities
Muck men (8)	8	5/39	15	1	special	3	+1 weapons to hit, muck-throwing, suffocation
Piercers (8)	3	4/30	17	1	4d6	1	one attack, acid, surprise
Purple worm	6	15/110	5	1/1	2d12/2d4	9	poison, swallow whole
Shadows (4)	7	3+3/20	17	1	1d4+1	12	Strength drain, undead immunities, 90% undetectable
Skeletons, flying glass (6)	3	7/55	13	1	1d10	12,Fl15	explode, undead immunities
Slug, giant	8	12/93	9	1	1d12	6	4d8 acid spit, no harm from blunt weapons
Spectres (2)	2	7+3/55	13	1	1d8	15,Fl30	energy drain, +1 weapons to hit, undead immunities
Spiders, see heart spiders							
Strangleweed	6	4/30	17	1	special	Nil	crushes
Tube worm	4	9+3/70	11	1	2d4	6	lunging
Umber hulks (4)	2	8+8/60	11	3	3d4/3d4/1d10	6,Burrow 1d6	confusion, surprise bonus
Wraiths (2)	4	5+3/41	15	1	1d6	12,Fl24	energy drain, undead immunities
Zombie dragon turtle	0	14/100	7	3	2d6/2d6/4d8	3,Sw9	breath, undead immunities, not turned

## Villagers

**Typical villager** (0-level fighter): AC 10; MV 12; hp 4; THACO 20; #AT 1; Dmg 1d4 (dagger); AL LN.

Use "Typical" statistics for laborers and other ordinary citizens.

**Exceptional villager** (1st-level fighter): AC 8 (leather armor); MV 12; hp 9; #AT 1; Dmg 1d6 (short sword); AL LN.

Use "Exceptional" statistics for merchants, middle class citizens, and low-level officials.

**Elite villager** (4th-level fighter): AC 5 (chain mail); MV 12; hp 30; THACO 17; Dmg 1d8 (long sword); AL LN.

The "Elite" statistics are for higher-level officials, bodyguards, and other noteworthy folk.



Official Game Adventure

## Nightmare Keep

by Rick Swan

*What your players say at the start of Nightmare Keep:*

"Oh, look, an underground labyrinth filled with treasure. No one who's gone in ever came out alive. Gosh, we've never seen that before, oh no." (Stified yawn.)

*What they say early on in Nightmare Keep:*

"Hold it! What's going on? Oh, gacccch! We're getting out! This way, this way! What's that? Oh, no!"

*Halfway through Nightmare Keep:*

"Okay. If we stick close and look sharp and don't act stupid, I think we might get out of this alive."

*At the climax of Nightmare Keep:*

"Oh no. Oh no."

A would-be conqueror is raising hordes of undead insects beneath Wolover's Keep in the Veilstone Peaks. This evil being was once a lich, a powerful undead wizard . . . but that was not enough. Now something strange exists beneath the Keep, something repellent—and strong beyond measure.

*Nightmare Keep:* for the AD&D® game adventurer with courage, a strong stomach, and superior firepower. This adventure is set near northwestern Cormyr in the Forgotten Realms, but it fits easily into any ongoing high-level campaign.

TSR, Inc.  
POB 756  
Lake Geneva, WI 53147  
U.S.A.



TSR Ltd.  
120 Church End, Cherry Hinton  
Cambridge CB1 3LB  
United Kingdom

ISBN 1-56076-147-4



\$9.95 U.S. £6.50 U.K.