

ALL NEW MODULE FOR  
ANY FANTASY CAMPAIGN  
3.5 compatible like all DCC modules!



# Dungeon Crawl Classics #40

## The Devil in the Mists

by Mike Ferguson  
AN ADVENTURE FOR CHARACTER LEVELS 7-9



Remember the good old days, when adventures were underground, NPCs were there to be killed, and the finale of every dungeon was the dragon on the 20th level? Those days are back. Dungeon Crawl Classics adventures don't waste your time with long-winded speeches, weird campaign settings, or NPCs who aren't meant to be killed. Each adventure is 100% good, solid dungeon crawl, with the monsters you know, the traps you remember, and the secret doors you know are there somewhere.

A deadly blue mist fills the streets of Fair Haven, slaying many of the small town's inhabitants and driving the rest insane. The mist's source is hidden in the town's dark sewers. To save Fair Haven, the heroes must explore the catacombs beneath the town, solve an ancient riddle, and defeat a sahuagin menace. But their journey does not end there – for an unspeakable devil from a forgotten plane of existence lurks within the mists...

If you enjoy this adventure, look for the rest of the Dungeon Crawl Classics series!





Requires the use of the Dungeons & Dragons Player's Handbook, published by Wizards of the Coast, Inc. This product utilizes updated material from the v.3.5 revision.



This item is only one of the many popular role playing aids published by Goodman Games. Other role playing aids currently available or scheduled soon include:

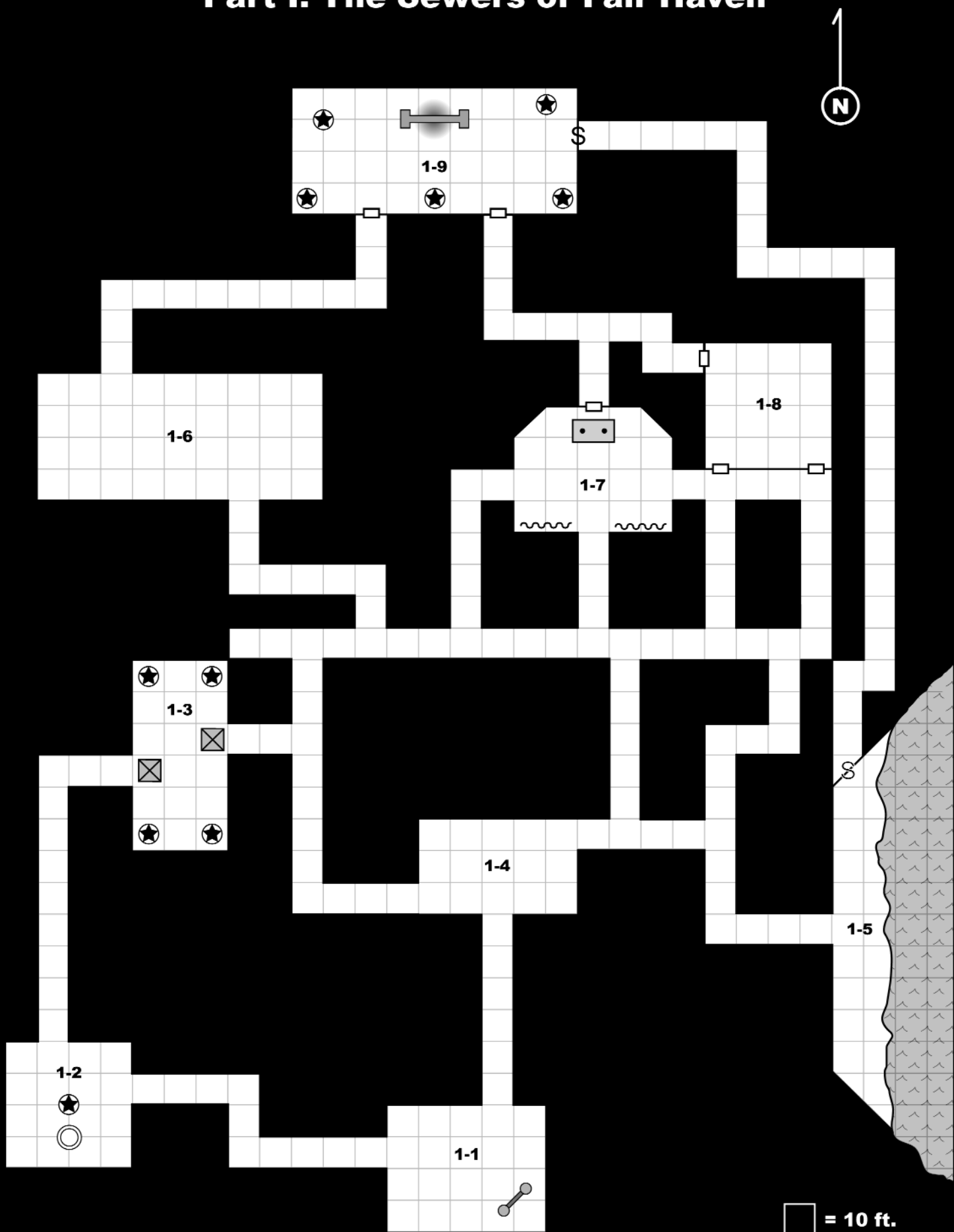
Dungeon Crawl Classics #29: The Adventure Begins  
Dungeon Crawl Classics #30: Vault of the Dragon Kings  
Dungeon Crawl Classics #31: The Transmuter's Last Touch  
Dungeon Crawl Classics #32: The Golden Palace of Zahadran  
Dungeon Crawl Classics #33: Belly of the Great Beast  
Dungeon Crawl Classics #34: Cage of Delirium  
Dungeon Crawl Classics #35: Gazetteer of the Known Realms  
Dungeon Crawl Classics #36: Talons of the Horned King  
Dungeon Crawl Classics #37: The Slithering Overlord  
Dungeon Crawl Classics #38: Escape from the Forest of Lanterns  
Etherscope  
DragonMech  
DM Campaign Tracker  
Underdark Adventure Guide  
The Power Gamer's 3.5 Warrior Strategy Guide  
The Power Gamer's 3.5 Wizard Strategy Guide



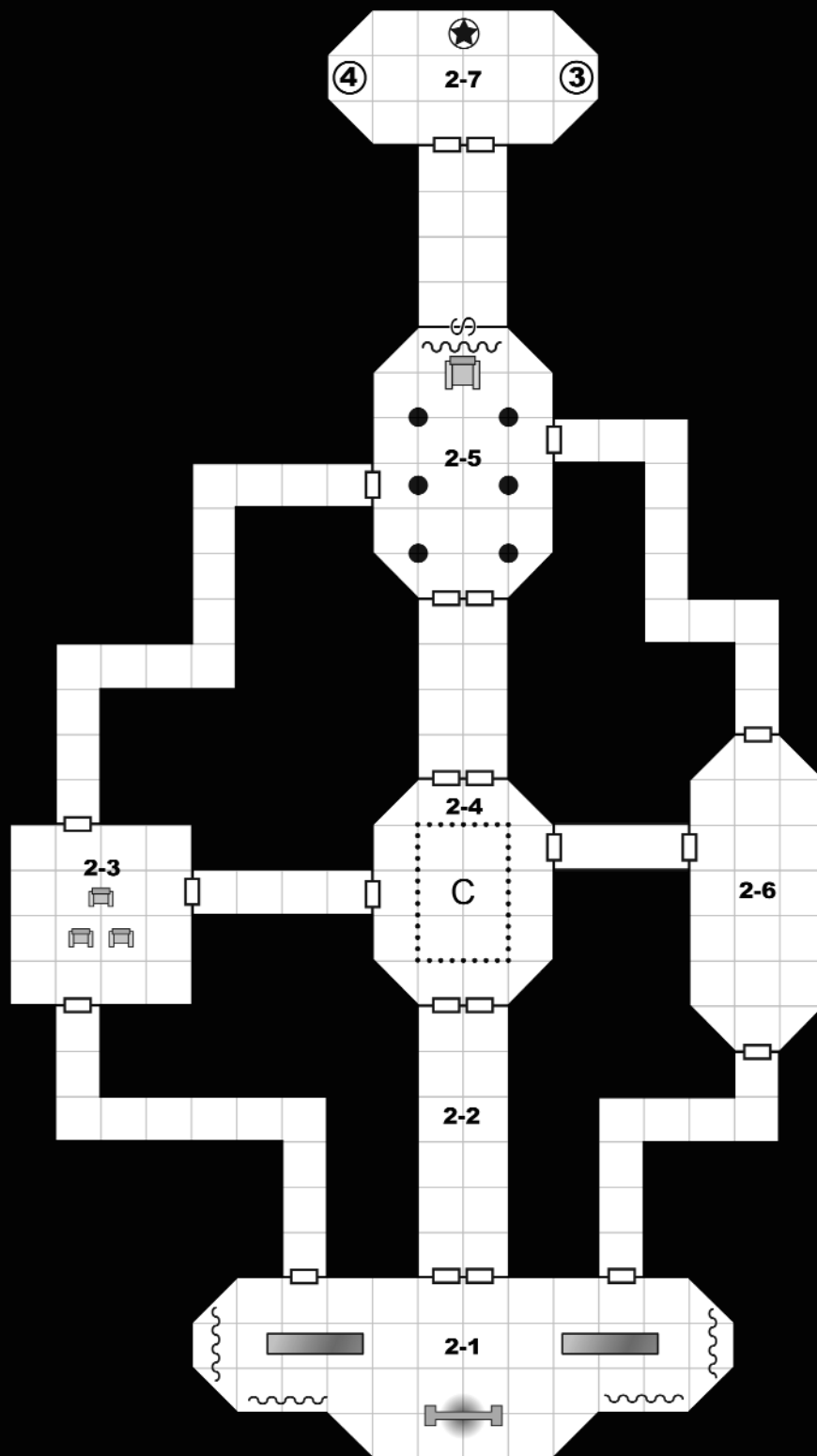
**\$12.99** USA

SKU GMG5039

# Part I: The Sewers of Fair Haven



## Part 2: Prison of Sareth'tuel – Main Level



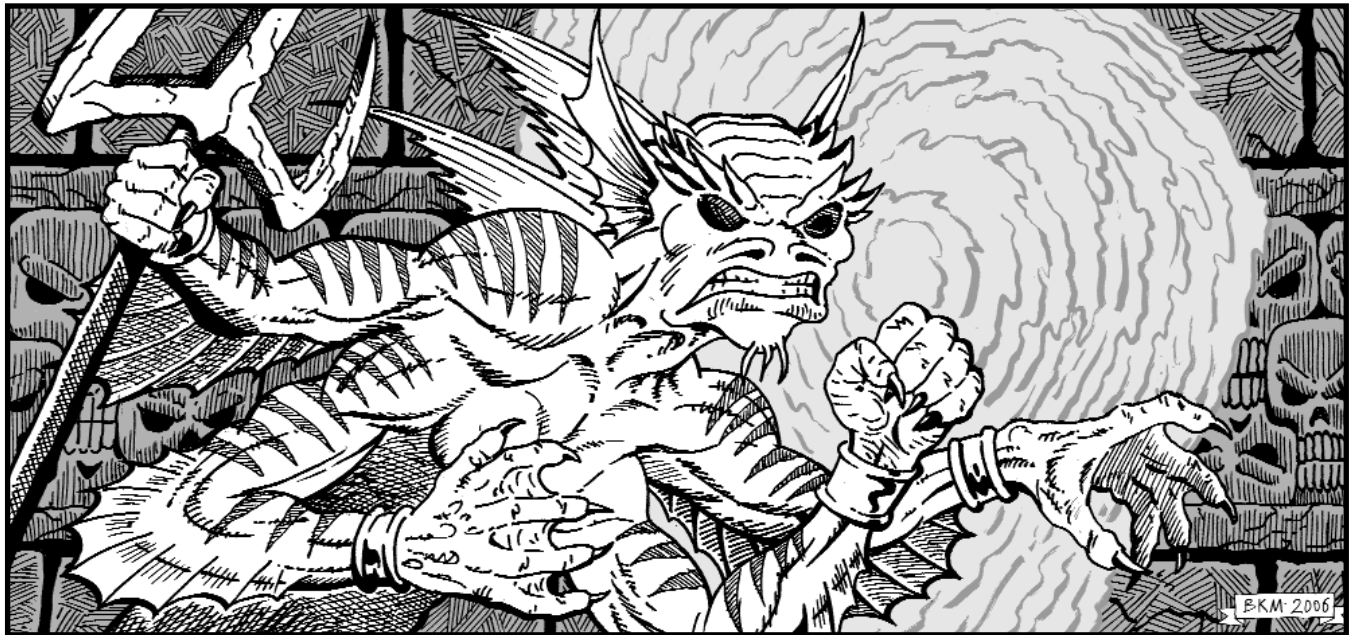
□ = 10 ft.



# Dungeon Crawl Classics #40

## Devil in the Mists

By Mike Ferguson  
AN ADVENTURE FOR CHARACTER LEVELS 7-9



### Credits

**Writer:** Mike Ferguson  
**Front Cover Artist:** Brad McDevitt  
**Back Cover Artist:** Michael Erickson  
**Interior Artists:** Brad McDevitt, Stefan Poag, Michael Wilson  
**Cartographer:** Jeremy Simmons  
**Graphic Designer:** Greg Porter  
**Editor:** Liz Rich  
**Line Editor:** Harley Stroh  
**Proofreader:** Aeryn "Blackdirge" Rudel  
**Playtesters:** Jonathan Day, John Geoghegan, Eric Mee, Mark Parsons, Rick Schmidt, Chris Valk, Rich Zeitler

### Table of Contents

Introduction.....	2
Game Master's Section .....	2
Background Story .....	3
Map Key .....	5
Part 1: The Sewers of Fair Haven .....	5
Part 2: Prison of Sareth'tuel – Main Level .....	15
Part 3: Prison of Sareth'tuel – Catacombs .....	22
Part 4: Prison of Sareth'tuel – Devil's Lair .....	30
Appendix 1: New Monsters .....	37
Appendix 2: Player Handouts.....	40
Appendix 3: Pregenerated Characters .....	44
Maps.....	46



If you like this adventure, be sure to look for the rest of the Dungeon Crawl Classics series at your local game store.

Log on to [www.goodman-games.com](http://www.goodman-games.com) for freebies, news, special offers, and more.

## Introduction

Remember the good old days, when adventures were underground, NPCs were there to be killed, and the finale of every dungeon was the dragon on the 20th level? Those days are back. Dungeon Crawl Classics don't waste your time with long-winded speeches, weird campaign settings, or NPCs who aren't meant to be killed. Each adventure is 100% good, solid dungeon crawl, with the monsters you know, the traps you fear, and the secret doors you know are there somewhere.

Devil in the Mists is designed for four to six characters of 7th to 9th level, with a total of 36-42 total character levels between party members. This adventure can either be played as a sequel to DCC #7: The Secret of Smugglers' Cove, or on its own as a stand-alone adventure. At least one good-aligned cleric and one wizard or sorcerer character are essential for good game play, and a varied mixture of different character classes is recommended. See the "Scaling Information" section for ways to tailor this adventure to your group's unique style of play.

## Adventure Summary

A deadly blue mist fills the streets of Fair Haven, slaying many of the small town's inhabitants and driving even more of them insane. The source of the mist is hidden below the town in its dark sewers. In order to save Fair Haven from annihilation, the player characters must make their way through the catacombs beneath the town, solve an ancient riddle, and defeat a sahuagin menace. However, their journey does not end there – they must then travel to a prison located in a forgotten plane of existence, in order to prevent an unspeakable evil from wreaking havoc in the world of mortal men...

## Game Master's Section

### Encounter Table

To help the GM prepare, we have included a quick reference table showing all encounters at a glance. **Loc** – the location number keyed to the map for the encounter. **Pg** – the module page number that the encounter can be found on. **Type** – this indicates if the encounter is a trap (T), puzzle (P), or combat (C). **Encounter** – the key monsters, traps, or NPCs that can be found in the encounter. Names in italics are classed NPCs. **EL** – the encounter level.

Loc	Pg	Type	Encounter	EL
1-2	6	T P	Poison dart trap Riddle	8
1-3	7	T	Burnt othur vapor trap	7
1-4	7	C	Shambling mound	6
1-5	8	C	2 sahuagin under-priestesses, giant octopus	9
1-6	11	C	10 locathah zombies	6
1-8	12	C	3 sahuagin under-priestesses	8
1-9	13	C	<i>R'Chethal</i> , mutant sahuagin priestess Clr7	10
2-1	16	C	Invisible stalker	7
2-2	17	C	<i>Tlotho Azrán</i> , drow ghost Ftr6	8
2-3	18	C	Heathen idol	8
2-4	19	C/T	Erinyes, cage trap	11
2-5	20	C	Shambling skullpile	8
2-7	21	T/P	<i>Incendiary cloud</i> trap	9
3-1	23	P	Riddle	–
3-2	24	C	Heathen idols	10
3-3A	25	C	<i>Raguk Vukgilug</i> , orc vampire Ftr7	10
3-5	26	C	<i>Lord Gregor Merengar</i> , scourge corpse Sor9	11
3-6	28	C/T	Water naga, ice slide trap	8
4-2	31	C	2 erinyes	10
4-4	32	C	<i>Balurth'detu</i> , bone devil	9
4-5	33	C	<i>Sareth'tuel</i> , bone devil	12
4-6	34	C	<i>Leviathan of the Dark Mists</i> , advanced heathen idol	12

### Scaling Information

Devil in the Mists is designed for four to six characters of levels 7-9, but you may adjust it to suit parties of different sizes or level. Consider modifying the adventure as follows:

**Weaker parties (3 or fewer characters, or lower than 7th level):** Remove the giant octopus from area 1-5 and the 3 sahuagin underpriestesses from area 1-7. Remove 2 character levels from R'Chethal, the mutant sahuagin priestess in area 1-9. Remove the erinyes from area 2-4. Remove one of the heathen idols from area 3-2, and remove the orc vampire





Raguk Vukgilug from area 3-3. Give Sareth'tuel the standard amount of hit dice for bone devils.

**Stronger parties (7 or more characters, or higher than 9th level):** Double the number of sahuagin underpriestesses in areas 1-5 and 1-7. Add 2 character levels to the mutant sahuagin priestess R'Chethal in area 1-9. Add an additional heathen idol in area 2-3, and an additional shambling skulldump to area 2-5. Add 2 character levels to the orc vampire Raguk Vukgilug in area 3-3, and add 2 character levels to the scourge corpse Lord Gregor in area 3-5. Add an additional 4 Hit Dice to the bone devil Sareth'tuel.

## Getting the Players Involved

If this adventure is being used as a sequel to DCC #7: The Secret of Smugglers' Cove; have the Mists of Merengar appear in the streets of Fair Haven right as the player characters return to the town. The player characters can learn about the history of the Mists from the townspeople, and that the source of these deadly vapors is somewhere in the sewers. Otherwise, feel free to use the following plot hooks to get the characters headed straight towards the dungeon.

- North of the town of Fair Haven are the ruins of an opulent manor house, built for Lord Gregor Merengar. One of Lord Gregor's descendants, a rich and powerful merchant named Lyonel Merengar, wishes to reclaim the lands of his ancestor, and restore the manor house to its former glory.

Following the scouring of the smuggler menace from the remnants of the manor, Lyonel hires the player characters to travel to Fair Haven and make sure that the manor house is finally free from the evils plaguing the region...

- A renowned scholar called Artos Cregan, who is an authority on devils and demons, hires the player characters. Fair Haven has long been believed to be the source of many legends regarding the appearance of evil beings in the lands of Áereth. Cregan believes that Fair Haven must have links to other dimensions, and wants the player characters to explore Fair Haven in search of an extraplanar gateway.

## Background Story

### The Dark Arts of Magic

Decades ago, an arrogant noble named Lord Gregor Merengar purchased the land north of the town of Fair Haven. He constructed a great manor house and a tower to entertain guests and house his big game trophies. However, unbeknownst to the town of Fair Haven, Lord Gregor worshipped dark devils in the secret dungeon below his manor. He dabbled with the magical arts of summoning...until one day, he and his high priest went too far, summoning an osyluth to do their bidding. The devil escaped and destroyed them both.

In the years since Lord Gregor's demise, magical mists have upon occasion rolled into the town of Fair Haven, clouding its streets in a sapphire-blue fog. Though slightly toxic, for years the mists have always been more irritating than deadly, causing mild fevers and sickness throughout the town with each rare appearance. As the mists only appeared shortly after the passing of Lord Gregor, Fair Haven dubbed the mysterious vapors "The Mists of Merengar" in honor of the mad nobleman.

However, with the recent activities around the ruins of Lord Gregor's manor at the Fair Haven lighthouse, the mists started appearing more frequently, filling the streets of the town. The blue mists, which spew forth from Fair Haven's sewers, also grew far more deadly, and claimed the lives of several people. Some townspeople were found dead in their homes, literally torn apart by some mysterious force. Because of this, Fair Haven has become a ghost town, and the few remaining townspeople believe that Lord Gregor has returned from the land of the dead, perhaps with unholy allies. Someone is needed to investigate the sewers, and end the Mists of Merengar once and for all ...

## Prison of the Damned – GM's Eyes Only

As originally detailed in DCC #7: The Secret of Smugglers' Cove, Lord Gregor and his high priest managed to unsuccessfully summon an osyluth decades ago. This osyluth – an extremely powerful bone devil named Sareth'tuel – had been imprisoned in a minor plane of existence known only as the Dark Dimension. Sareth'tuel had betrayed a Lord of Hell called Bazgorca when the world of Aéreth was in its infancy. Sareth'tuel paid for this treachery with eternal banishment.

Once freed, Sareth'tuel slew his summoners, and placed their corpses into his former prison. He then created a massive contraption called the Leviathan of the Dark Mists, which was to spew forth enchanted blue mists throughout all the lands of Aéreth. All creatures with devilish blood coursing through their veins would be unaffected by the mists...all others who breathed the deadly vapors would die. As the sky turned a dark azure blue, the world would be transformed into a new plane of Hell, with Sareth'tuel becoming its new ruler.

Such was Sareth'tuel's plan...however, it never came to fruition. Shortly after Sareth'tuel's release from the Dark Dimension, Bazgorca learned of the traitor's newfound freedom. A vicious battle erupted beneath the streets of Fair Haven, and Bazgorca emerged triumphant once more. He returned Sareth'tuel to his prison in the Dark Dimension, and transformed Lord Gregor into a horrid creature known as a scourge corpse. The Leviathan of the Dark Mists remained far from complete, and only managed to spit forth the occasional wisp of azure mist through a dimensional portal to Fair Haven. Sareth'tuel was locked away once more, his plans in ruin.

Recently, however, Sareth'tuel regained his freedom. When the fiendish naga Sslithia in "Secret of Smugglers' Cove" sought to return to her native plane, her efforts failed. However, her magical labors had unintended consequences. Through her dabbling in the dark arts, she unwittingly released another trapped planar creature – Sareth'tuel – from his extradimensional prison. Though unable to yet leave the Dark Dimension, Sareth'tuel resumed his plans once more – the Leviathan of the Dark Mists edges closer to completion, and its deadly blue mists began to mightily billow forth into Fair Haven. Only the heroism of the player characters can stop Sareth'tuel's nefarious plans, and finally put an end to the Mists of Merengar.

## Player Beginning

*You walk quickly along the cobblestone streets of Fair Haven. You know that you have little time to lose. Although the Mists of Merengar usually swirl forth from the sewers at sunrise and last only until mid-day, the deadly vapors have grown stronger recently. The Mists of Merengar now appear at sunset, even in the evening...and azure clouds swirl in the moonlight. You know that you have at best but a few hours to investigate the sewers of Fair Haven without succumbing to the effects of the deadly blue vapors.*

*Finally, you reach an open grate in the middle of the main street. A rusted metal ladder leads downward into darkness. Somewhere, down in the depths below, is the source of the Mists of Merengar – and unless you can destroy it once and for all, the town of Fair Haven is doomed to extinction...*

### DCC World

If you are using the world of Aéreth from DCC #35: Gazetteer of the Known Realms, this adventure takes place in the town of Fair Haven, the same location as Dungeon Crawl Classics #7: Secret of Smuggler's Cove. Founded on the rich northern coast of the Lirean Sea, Fair Haven has always been blessed with temperate summers and short winters. The town's close proximity to vital trade routes has made it a perpetual draw to smugglers hoping to deal with the brigands to the north and east. The islands to the south are reputed to lair tribes of locathah and vicious scraggs living in sea caves.





# Part 1: The Sewers of Fair Haven

The dirty sewers are foul-smelling, and have been untouched by the citizens of Fair Haven for generations. Unless otherwise noted, foul water flows through all the tunnels and rooms in this area, and is approximately two feet deep. Player characters of less than Medium size find it difficult moving through the muck, and their movement is reduced by half in these areas. Player characters of Medium size or greater are unaffected by the mire that fills the sewers (apart from the stench!)

However, wisps of azure mist permeate all the tunnels and rooms in this area...and these mists can affect all player characters, regardless of size. Starting with area 1-1, each time the player characters enter a new room, the GM should roll a d6. If the GM rolls a 1, this means that the mists are particularly strong in this area, and may adversely affect the party. Once the GM rolls a 1, all player characters must make a successful Fortitude save (DC 20) or suffer a temporary -2 penalty to Strength and Constitution. The effect lasts until the affected player character leaves the mist-filled room (although returning to the room means that the negative effects also return). Creatures that have devilish blood coursing through their veins – or who worship Bazgorca or Sareth'tuel – are completely unaffected by the mists.

Unless otherwise noted, all sewer tunnels are 10 feet wide and 20 feet high, and made of rough stone. The ceilings of all rooms on this level are 20 feet high. Each wall on this level is considered to be unworked stone and all doors are considered to be simple wooden doors with the following game statistics, unless otherwise noted in the room text:

**Unworked Stone Wall:** 5 ft. thick; hardness 8; hp 900; Break DC 65; Climb DC 20.

**Simple Wooden Door:** 1 in. thick; hardness 5; hp 10; Break DC 13 (stuck), 15 (locked).

Also, unless otherwise noted in the room text, none of the tunnels or rooms in this area of the dungeon have any natural sources of illumination.

## Wandering Monsters

There is a 10% chance (1 on d10) per half hour that the PCs encounter a wandering monster. These encounters likely occur in an otherwise empty room. The chance for an encounter increases by +10% (1-4 on d20) if the PCs are making any loud noise, such as breaking down a door. If an encounter is called for, roll 1d6 and consult the following table:

1d6	Encounter
1-3	2d4 locathah zombies
4-6	1 average xorn

**Locathah Zombies (2-6):** CR 1/2; Medium undead (aquatic); HD 2d12+3; hp 16; Init +0; Spd 10 ft. (cannot run), swim 60 ft.; AC 13, touch 10, flat-footed 13; Base Atk +1; Grp +2; Atk/Full Atk longspear +2 melee (1d8+1) or slam +2 melee (1d6+1); SQ Single actions only, damage reduction 5/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref +0, Will +3; Str 12, Dex 10, Con –, Int –, Wis 10, Cha 1.

*Skills and Feats:* Toughness.

**Average Xorn:** CR 6; Medium outsider (extraplanar, earth); HD 7d8+17; hp 48; Init +0; Spd 20 ft., burrow 20 ft.; AC 24, touch 10, flat-footed 24; Base Atk +7; Grp +10; Atk bite +10 melee (4d6+3); Full Atk bite +10 melee (4d6+3) and 3 claws +8 melee (1d4+1); SQ All-around vision, earth glide, damage reduction 5/bludgeoning, darkvision 60 ft., immunity to cold and fire, resistance to electricity 10, tremorsense 60 ft.; AL N; SV Fort +7, Ref +5, Will +5; Str 17, Dex 10, Con 15, Int 10, Wis 11, Cha 10.

*Skills and Feats:* Hide +10, Intimidate +10, Knowledge (dungeoneering) +10, Listen +10, Move Silently +10, Search +10, Spot +10, Survival +10 (+12 following tracks or underground); Cleave, Multiattack, Power Attack, Toughness.

*All-Around Vision (Ex):* A xorn's symmetrically placed eyes allow it to look in any direction, providing a +4 racial bonus on Spot and Search checks. A xorn cannot be flanked.

*Earth Glide (Ex):* A xorn can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing xorn flings the xorn back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

## Areas of the Map

### Area 1-1 – Entrance to the Sewers of Fair Haven:

Read or paraphrase the following as the characters enter the sewers:

*You descend down a ladder from the streets of Fair Haven into a dank, dismal chamber that is fifty feet wide and forty feet long. A single flickering torch lights this gloomy room, and reveals green-gray slime dripping from the walls and wisps of blue mist floating through the air. To*

*the west, you can see the entrance to a tunnel that leads to a mysterious crimson light; to the north, another tunnels leads to the din of dripping water.*

The sewers have fallen into disrepair during the past several decades. The citizens of Fair Haven rarely enter the sewers, except to make hurried repairs during the flooding season. The light visible from the tunnels to the west emanates from the angel/devil statue in area 1-2, while the sounds of dripping water come from the shambling mound's lair in area 1-4.

A quick investigation of the room (Search DC 20) reveals crude drawings of battles between aquatic humanoid creatures, some vaguely resembling fish, others vaguely resembling amphibians or lizards. These drawings, made by locathah nomads over the past few decades, show an unending battle for control of the sewers of Fair Haven between the locathah and the sahuagin. Based on the drawings, the player characters can conclude that the locathah rule the sewers...which was true until recent weeks, when the sahuagin priestesses of Bazgorca defeated their enemies.

**Area 1-2 – Words of the Devilish Angel (EL 8):** Read or paraphrase the following:

*Four flickering torches light this otherwise drab room, which measures forty feet long and forty feet wide. The walls of the room are filled with hundreds of small holes, each spaced approximately a foot or so apart, and all measuring no more than two inches in diameter. It appears as though something must have poured out of these holes at some point, but whether this was water or blood, it is difficult to say.*

In the center of this room stands a large statue, nearly eight feet tall. The statue, which stands on a stone circular dais three feet tall and five feet in diameter, is made of rusted metal and appears at first glance to be the likeness of an angel with its arms outstretched to the ceiling. Closer examination, however, reveals that there is something sinister about this “angel” – its wings have reptilian scales, not feathers, and small, sharp fangs protrude from its smiling mouth.

Directly in front of the statue is another stone circular dais, also three feet tall and five feet in diameter. A faint nine-pointed star, apparently drawn in dried blood, marks the face of the dais. Three powerful chains, each approximately ten feet long, are firmly attached to the center of this dais. Attached to the other end of one of these chains is an

ancient, rotting book filled with empty pages; attached to the ends of the two remaining chains are manacles, which appear as though they would fit around the wrists of an elf or human.

A simple message, written in the Common language, is inscribed at the base of the statue.

*“Become the Prisoner, and You shall Gaze Upon Truth.”*

*“Become the Prisoner, and You shall be Set Free.”*

Examining the tiny holes in the walls of the room (Search DC 20) reveals traces of dried blood, and even a few darts pointed towards the dais. However, the holes are a red herring leading away from the real trap in the room...the statue itself. A thorough examination of the statue (Search DC 28) reveals that it is a diabolical, half-magic/half-mechanical contraption. Sahuagin followers of Bazgorca placed the statue in the sewers decades ago, partly as an idol of worship, and partly as a key to Sareth'tuel's prison.

The trap is activated when a living humanoid creature of Medium size or smaller steps upon the dais in front of the statue and puts on the shackles. At this point, the metal sides of the statue fly open, sending hundreds of poisoned darts flying throughout the room. Ironically, the only safe part in this area is the dais directly in front of the statue – the player character wearing the shackles faces no danger at all (nor does any player character standing immediately behind his or her shackled companion, as they would have total cover). Activating the trap immediately affects all other creatures remaining in the room.

In addition to setting off the trap, once a manacled player character steps onto the dais, the rotting book immediately leaps into the air in front of that player character. If examined before the trap is activated, the book does not appear to be terribly unusual – it is large, heavy, and all of its pages are blank. (It does, however, betray its true nature by faintly radiating with magical energy.) Once floating in the air in front of a manacled player character, words begin to form on one of its pages. At this time, provide handout A to the players. After one round of game time, the message vanishes, the book drops to the floor, the manacles open themselves and fall off of the player character's wrists, and the metal sides of the devilish angel statue slide back to their original position, ending the barrage of poisonous darts flying throughout the room. (Note: At the GM's option, a challenging alternative

is to only provide handout A to the player running the manacled character standing on the dais, and only for a minute or so of real time before permanently taking back the handout.) The message reads:

*The angel lies, and the devil cries,  
For loss, and for misery  
Tears, they rise, from three bright eyes,  
Of blood, of envy, and sea  
Open these eyes with three jewels that defy  
The dark lord of insanity  
Watch the angel arise as the devil dies  
And chain rampant mists once free*

The “three bright eyes” refer to three jewels found in this level of the dungeon – an emerald (green for envy) in area 1-5, a ruby (red for blood) in area 1-8, and a sapphire (blue for the sea) in area 1-9. When the gems are placed in the three-eyed statue in area 1-9, a portal opens. Unfortunately, the “angel” that arises is Sareth'tuel, whom the sahuagin priestesses truly believe to be an “angel”, and the “chaining” of the rampant mists refers to the harnessing and controlling of the mists, not the ending of the mists. The GM should encourage the belief – where possible – that the riddle is indeed the key to “freeing an angel” and putting the end to the Mists of Merengar.

**Enchanted Adamantine Chain:** 1 in. thick; hardness 30; hp 80; Break DC 48.

**Poison Statue Dart Trap:** CR 8; mechanical, location trigger; automatic reset; Atk +18 ranged (1d4+1 plus poison, dart); poison (purple worm poison, DC 24 Fortitude save resists, 1d6 Str/2d6 Str); multiple targets (1d6 darts per target in a 40-ft.-by-40-ft. area, save a pre-selected 5-ft.-by-10-ft. “safe zone”); Search DC 24; Disable Device 26.

### Area 1-3 – Legacy of the Locathah (EL 7):

A 10-foot square stone pressure plate covers each entrance to this particular section of the sewers. Being located underneath two feet of filthy water makes the detection and disarming of these pressure plates more difficult for the player characters (Search DC 24). If the plates are not detected, stepping on the plates sets off a gas trap – the locathah statues near each entrance to this room spray poisonous gas in the direction of the player characters as they enter. The pressure plates are connected; disarming one trap also disarms the

other. The GM should take note as to how the player characters enter this particular room – this affects how the traps may be set off, and which player characters are affected by the poison gas.

After the player characters disarm the pressure plates (or just set off the traps), read or paraphrase the following as they enter the room:

*This dark chamber measures sixty feet long and thirty feet wide. Standing by each entrance to this chamber is an eight-foot tall onyx statue of a locathah warrior. At the northern and southern ends of the room stand identical pairs of larger onyx locathah statues. Each pair of statues consists of a female locathah wearing a spiked crown, and a male locathah wearing a similar crown and holding a trident over his head. Rotting tapestries cover the walls behind these statues.*

In the center of the room are three steel boxes, chained and locked. Some half-filled burlap sacks sit on top of the boxes.

Neither the sacks nor the boxes are trapped, and the boxes are easily unlocked (Open Lock DC 16). They contain many of the belongings of the sewer-dwelling locathah that were slaughtered by the sahuagin. The sahuagin placed these possessions in the room as bait – they assume that any potential locathah invaders hoping to retake the sewers would come looking for these items, and would set off the pressure plate traps during their search. The items in the sacks and boxes are mostly mundane, and include 20 longspears, 8 masterwork tridents, 12 combat nets, a box of crates filled with 100 crossbow bolts, 4 flasks of siege oil, and 6 bolts of exotic cloth worth 100 gp each.

**Burnt Othur Vapor Trap:** CR 7; mechanical; location trigger; repair reset; gas; multiple targets (all targets in a 10-ft./10-ft. square); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fortitude save resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

### Area 1-4 – Lair of the Shambling Mound (EL 6):

Read or paraphrase the following:

*The sewer tunnels open up into a large chamber, about fifty feet wide and thirty feet long. The sound of splashing water echoes loudly throughout the chamber, as tiny streams of water pour in through large cracks in the ceiling. Torches flicker dimly in each of the four corners of the room, and in the northeast corner is a large pile of garbage and refuse that*





*stands ten feet high. Something shadowy seems to be vainly trying to hide behind this pile, moving slowly back and forth, although this could merely be a trick of the light.*

Of course, the threat lurking behind the pile of refuse is real – it is a shambling mound, which has made its home in the sewers of Fair Haven for many generations. The shambling mound is ordinarily a reclusive creature that wants to be left alone, although exposure to the Mists of Merengar in recent weeks has caused the creature to become deranged and violent.

If the shambling mound is defeated, a successful search of this chamber (Search or Spot DC 24) reveals a burlap sack containing 2,000 sp and a brooch of shielding hidden under the refuse.

**Tactics:** Believing that the player characters mean to immediately cause it great harm (and it may be completely correct), the shambling mound charges the party as soon as they come within 20 feet. It uses the refuse, where possible, to avoid being struck by ranged attacks. Although enraged, the shambling mound tries to always keep near one of the exits to the chamber; should it be reduced to 10 hit points or less, it attempts to flee down one of these exits if its path is not blocked.

**Shambling Mound:** CR 6; Large plant; HD 8d8+24; hp 60; Init +0; Spd 20 ft.; AC 20, touch 9, flat-footed 20; Base Atk +6; Grp +15; Atk Slam +11

melee (2d6+5); Full Atk 2 slams +11 melee (2d6+5); Space/Reach 10 ft./10 ft.; SA Improved grab, constrict 2d6+7; SQ Darkvision 60 ft., immunity to electricity, low-light vision, plant traits, resistance to fire 10; AL N; SV Fort +9, Ref +2, Will +4; Str 21, Dex 10, Con 17, Int 7, Wis 10, Cha 9.

**Skills and Feats:** Hide +3, Listen +8, Move Silently +8; Iron Will, Power Attack, Weapon Focus (slam).

**Improved Grab (Ex):** To use this ability, a shamblar must hit with both slam attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

**Constrict (Ex):** A shamblar deals 2d6+7 points of damage with a successful grapple check.

**Immunity to Electricity (Ex):** Shamblers take no damage from electricity. Instead, any electricity attack used against a shamblar temporarily grants it 1d4 points of Constitution. The shamblar loses these points at the rate of 1 per hour.

**Skills:** Shamblers have a +4 racial bonus on Hide, Listen, and Move Silently checks.

**Area 1-5 – The Sahuagin Pools (EL 9):** Read or paraphrase the following:

*You step out of the sewer tunnel onto a narrow ledge no more than fifteen feet wide. The ledge is the only part of this area crafted by human hands – the rest is an immense natural cavern. Although knee-deep in water, you can still see that the edge of the ledge abruptly drops away into a deep, dark underground pool. Five crumbling pillars reach from the floor of the ledge to the rocky, cavernous ceiling.*

*Standing on the center of this narrow ledge are two scaly humanoids. They wear chainmail armor and hold morningstars in their slimy hands. Upon sighting you, they begin to scream strange words in a strange language, and charge in your direction. As they charge, long, foul tentacles emerge from the waters of the underground pool, and start crawling on the ledge towards you...*

Only the ledge of this room is part of the sewers. The eastern end of this room opens up into a natural cavern pool leading to an underground river. There is a significant drop from the man-made sewer floor – the pool is over 40 feet deep, and players stepping away into this part of the area may find themselves sinking underwater. The GM should keep careful note of the player characters' positions in this area at all times, and should be

familiar with the underwater combat rules as presented in the DMG (in the Wilderness Adventures section of Chapter 3: Adventures).

The sahuagin underpriestesses are part of a renegade cult that worships the devil-god Bazgorca. Most followers of Bazgorca revile Sareth'tuel as a backstabber who betrayed his master; however, the members of this offshoot faction believe Sareth'tuel to be misunderstood, and think that the imprisoned osyluth is a prophesized "chosen one" who must be freed.

The locathah and the sahuagin battled over control of the sewers for many years, as it allowed an easy way to spy upon and attack the humans of Fair Haven. Until recently, the locathah held the upper hand in this conflict. However, when the locathah allied themselves with Mortimer Mortenson and his band of smugglers (as detailed in "The Secret of Smugglers' Cove"), most of the locathah occupying the sewers joined their brethren in the caves beneath Lord Gregor's ruined manor. The sahuagin chose this moment to strike, massacring the few locathah left behind and taking control of the sewers. The two underpriestesses and their giant octopus companion guard this underground river passage between the sewers and the sea.

The large chest at the northern end of this area is unlocked and contains a prayer book, five black pearls (each worth 500 gp), and a large emerald worth 1,000 gp. The emerald is also one of the keys necessary to activate the statue in area 1-9. The chest also contains 3,300 gp and 4,170 sp.

A secret door to the north (Search DC 22) leads directly to area 1-9.

**Crumbling Stone Pillars:** 5 ft. diameter; hardness 8; 40 hp; Break DC 30; Climb DC 15.

**Tactics:** The sahuagin underpriestesses fight to the death, as they absolutely want to make sure that the player characters have no chance of reaching the portal in area 1-9. One underpriestess enters a blood frenzy as soon as possible to engage the party in melee combat, while the other provides commands for the lurking giant octopus to enter combat (see below), engaging in melee only when directly confronted with an enemy. If facing defeat, the sahuagin cast *shatter* on the pillars in the room, further seeking to destroy everything and everyone in the area.

The octopus attacks at the verbal commands of the sahuagin underpriestesses. Each time the underpriestesses utter a command, they must make a successful Handle Animal check (DC 20) to compel the octopus to obey. The octopus knows three basic commands, which must be shouted by the underpriestesses. One command tells the octopus to attack all living creatures in the area besides the sahuagin underpriestesses. A second gives the creature the command to destroy the pillars in the room, either by attacking or breaking them with a Strength check (DC 30). Every time one of the pillars is destroyed, all creatures within a 10-foot radius of the wrecked pillar must make a successful Reflex save (DC 24) or take 1d6 hit points of damage from falling debris. If four of the five pillars are demolished, the entire ceiling in this area of the sewer collapses, and the player characters must again make a Reflex save (DC 20) or take 8d6 hit points of damage (successful save results in half damage). Also, should the ceiling collapse, the entrance to the secret passage in the northern part of the area is blocked off by debris and becomes inaccessible. All the pillars are 5 feet in diameter and measure 20 feet high.

The third command tells the octopus to cease all

## Bazgorca

**Archdevil, LE**

**War, Vengeance, Punishment**

Damned souls seeking solace in violence and retribution pay homage to the archdevil Bazgorca (baze-gorekah). An extremely powerful pit fiend, Bazgorca is one of the more formidable Lords of Hell, unafraid to crush all that question his unholy will. (The statue of the pit fiend found in "The Secret of Smugglers' Cove" is an idol representing Bazgorca.) He is the patron of evil creatures living deep in caverns and other shadowy places in the World Below, but also of dark-hearted beings seeking redemption in bloody revenge. Although his worshippers are relatively small in number, they are fanatical in their unrelenting devotion. His chief rivals are the evil demigods Bargúl and Elas, with whom he frequently battles.

The domains associated with Bazgorca are Destruction, Evil, Law, and War. His favored weapon is the greataxe, and his symbol is a bat impaled upon a longspear.

attacks, and to return to the deep waters away from the sewers.

If player characters wish to fully engage the giant octopus in melee combat, they must enter the pools and attack the creature underwater. If they merely wish to hack at the tentacles of the creature, they can attack its tentacles with a sunder attempt as if they were weapons. A giant octopus' tentacles have 10 hit points each. If a giant octopus grapples a target with the tentacle that is being attacked, it uses a different tentacle to make its attack of opportunity against the opponent making the sunder attempt. Severing one of a giant octopus' tentacles deals 5 points of damage to the creature. The giant octopus withdraws from combat if it loses four tentacles.

**Sahuagin underpriestesses Clr3 (2):** CR 5; Medium monstrous humanoid (aquatic); HD 2d8+2+3d8+3; hp 29, 31; Init +1; Spd 20 ft., swim 40 ft.; AC 21, touch 11, flat-footed 20; Base Atk +4, Grp +6; Talon +6 melee (1d4+2) or masterwork morningstar +7 melee (1d8+2) or heavy crossbow +5 ranged (1d10/19-20); Full Atk masterwork morningstar +7 melee (1d8+2) and bite +4 melee (1d4+1); or 2 talons +6 melee (1d4+2) and bite +4 melee (1d4+1); or heavy crossbow +5 ranged (1d10/19-20); SA Blood frenzy, rake 1d4+1, smite good; SQ Blindsense 30 ft., darkvision 60 ft., freshwater sensitivity, light blindness, speak with sharks, water dependent; AL LE; SV Fort +7, Ref +5, Will +7; Str 14, Dex 13, Con 12, Int 14, Wis 13, Cha 9.

**Skills and Feats:** Concentration +6, Diplomacy +4, Handle Animal +6, Heal +3, Hide +2, Knowledge (Arcana) +4, Knowledge (Religion) +6, Knowledge (The Planes) +4, Listen +6, Ride +4, Spellcraft +4, Spot +4, Survival +2; Combat Casting, Great Fortitude, Multiattack.

**Spells Prepared (Clr 4/3+1/1+1):** 0 – *detect magic, guidance, light, read magic*; 1st – *bane, protection from good, inflict light wounds, magic weapon*; 2nd – *desecrate, shatter*.

**Domains:** Destruction, Evil.

**Blindsense (Ex):** A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

**Blood Frenzy (Ex):** Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

**Rake (Ex):** Attack bonus +6 melee, damage 1d4+1. A sahuagin also gains two rake attacks when it attacks while swimming.

**Freshwater Sensitivity (Ex):** A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

**Speak with Sharks (Ex):** Sahuagin can communicate telepathically with sharks up to 150 feet away. Sahuagin can use the Handle Animal skill to befriend and train sharks.

**Water Dependent (Ex):** Sahuagin can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules on page 304 of the DMG).

**Possessions:** masterwork morningstar, masterwork chainmail armor, silver holy symbol.

**Skills:** A sahuagin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. Underwater, a sahuagin has a +4 racial bonus on Hide, Listen, and Spot checks.

**Giant octopus:** CR 8; Large animal (aquatic); HD 8d8+8; hp 49; Init +2; Spd 20 ft., swim 30 ft.; AC 18, touch 11, flat-footed 16; Base Atk +6; Grp +15; Atk Tentacle +10 melee (1d4+5); Full Atk 8 tentacles +10 melee (1d4+5) and bite +5 melee (1d8+2); Space/Reach 10 ft./10 ft. (20 ft. with tentacle); SA Constrict, improved grab; SQ Ink cloud, jet, low-light vision; AL N; SV Fort +7, Ref +8, Will +3; Str 20, Dex 15, Con 13, Int 2, Wis 12, Cha 3.

**Skills and Feats:** Escape Artist +12, Hide +12, Listen +4, Spot +6, Swim +13; Alertness, Skill Focus (Hide), Toughness.

**Constrict (Ex):** A giant octopus deals 2d8+6 points of damage with a successful grapple check.

**Improved Grab (Ex):** To use this ability, a giant octopus must hit an opponent of any size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

**Ink Cloud (Ex):** A giant octopus can emit a cloud of jet-black ink 20 feet high by 20 feet wide by 20 feet long once per minute as a free action. The cloud provides total concealment, which the octopus normally uses to escape a losing fight. All vision within the cloud is obscured.

**Jet (Ex):** A giant octopus can jet backward once per round as a full-round action, at a speed of 200



feet. It must move in a straight line, but does not provoke attacks of opportunity while jetting.

**Area 1-6 – The Walking Dead (EL 6):** Read or paraphrase the following:

*As you enter this immense chamber, which measures ninety feet wide and forty feet long, primal howls begin to fill the air. Behind several crates and piles of rotting seaweed, you see a small band of pale fish-like humanoid creatures. These creatures, who appear to be badly mutilated, begin to lurch unsteadily in your direction. The primal howls grow louder as they draw closer.*

The locathah zombies are the “survivors” of the sahuagin attacks. Needing slave labor to help clear rubble out of the portal chamber in area 1-9, the sahuagin high priestess R’Chethal used her unholy spells to transform her fallen enemies into servants. With most of the rubble removed from the portal chamber, the sahuagin have little further use for their zombie servants, and have put the undead creatures in this area of the sewers to keep them out of the way.

**Tactics:** R’Chethal instructed the locathah zombies to kill any intruders entering this area. Those zombies closest to the player characters immediately attack, while the rest move to block off the northern and southern entrances. All zombies fight until destroyed.

**Locathah Zombies (10):** CR 1/2; Medium undead (aquatic); HD 2d12+3; hp 10, 11, 12, 12, 14, 16, 16, 18, 20; Init +0; Spd 10 ft. (cannot run), swim 60 ft.; AC 13, touch 10, flat-footed 13; Base Atk +1; Grp +2; Atk/Full Atk longspear +2 melee (1d8+1) or slam +2 melee (1d6+1); SQ Single actions only, damage reduction 5/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref +0, Will +3; Str 12, Dex 10, Con –, Int –, Wis 10, Cha 1.

*Skills and Feats:* Toughness.

**Area 1-7 – The Desecrated Temple:** Read or paraphrase the following:

*This chamber measures roughly fifty feet wide and forty feet long. A small black marble altar, measuring ten feet by five feet, is located in the northern end of the room, breaking the surface of the knee-deep water. Broken marble statues of fish-like deities litter the area around the altar. Rotting tapestries cover the southern walls between the entryways.*

*Sitting on top of the altar is a small brass idol of a horned humanoid with outstretched wings*

*and a whip-like tail. The idol glows with an ominous light, illuminating the room.*

The locathah formerly used this area as a place of worship. Upon taking control of the sewers, the sahuagin smashed the holy idols and relics of their vanquished foes, and placed an idol of their patron Bazgorca upon the altar. The sinister-looking idol has no actual power, apart from its ability to glow, and represents no threat to the player characters.

Hidden in the dirty waters beneath the altar (Search DC 20) is a door to a locked vault (Open Lock DC 18). The lock is not trapped. Inside this vault is a small cache of 12 pieces of coral worth 75 gp each, and a metal tube sealed with wax. If the player characters open the tube, they find a small tattered piece of parchment. At this time, provide handout B to the player. The parchment reads:

*Followers of Sareth’tuel, Take Heed!*

*The Coming of Our Savior is At Hand!*

*When the Conjunction of the Three Burns  
Across the Night Sky,*

*Open the Gateway to His Prison!*

*He Shall Return, as Promised, to Lead Us to  
Glory!*

*DO NOT DARE to Open the Gateway Prior to  
the Conjunction!*

*Doing So Shall Forever End the Holy Mists,  
And Leave Our Savior Eternally Trapped in  
His Prison!*

*DO NOT DARE to Open the Gateway Prior to  
the Conjunction!*

Written by heretic sahuagin worshippers of Bazgorca believing Sareth’tuel to be their savior, the note itself is somewhat mistaken. Part of the note is accurate; namely, that should the misty portal to Sareth’tuel’s prison be opened during the “Conjunction of the Three”, Sareth’tuel will be freed from his prison and return to Fair Haven. A successful Knowledge check (Arcana, Local, or Nature, DC 18) reveals that the “Conjunction of Three” refers to an alignment of stars in the evening sky that occurs monthly, and is scheduled to occur again in two days’ time. A second successful Knowledge check (Local, Religion, or The Planes, DC 18) reveals that Sareth’tuel is an extremely powerful bone devil renowned for his savagery. (Astute player characters may also remember the name “Sareth’tuel” from “The Secret of Smugglers’ Cove”...)



The note is inaccurate when it states that opening the gateway prior to the conjunction will completely end the mists and leave Sareth'tuel permanently trapped in his prison. However, both the note and the sahuagin worshippers of Sareth'tuel genuinely believe this to be absolutely true, and the player characters may be convinced by the handouts that this is true as well.

**Area 1-8 – The Water Chamber (EL 8):** Read or paraphrase the following:

*You pass through an open iron gateway as you enter this forbidding chamber in the sewers. The room, which is forty feet square, is bathed in a strange greenish light that emanates from a metallic brazier on the southern end of the room. A large and rusted lever juts out of a wall near the brazier. Along the northern wall are several spartan beds; scattered around the beds are damp, soaked rugs and cushions.*

*Three reptilian humanoids wearing chainmail armor stand close to the rusted lever. All wear strange amulets around their necks, made from coral and fashioned in the shape of a horned devilish skull. They seem alarmed by your presence, and two immediately head over towards you, ready to fight, while the other reaches for the lever.*

This chamber serves as both the living quarters and the center of operations for the sahuagin

priestesses. The chamber is also a place that allows the sahuagin to immerse themselves in water when they are unable to return to the underground pool in area 1-5. Pushing the lever in the wall causes all the iron gateways leading into the room to slam shut, and water immediately begins filling the room after the gateways close. It takes two rounds to flood the room, leaving everyone and everything inside completely submerged underwater.

Pulling the lever to drain the chamber of water proves more difficult than pushing the lever. To accomplish this task, a successful Strength check (DC 30) is required. Player characters can combine their efforts (and Strength) to pull the lever (although no more than three may do so at any given time); however, attempting to pull the lever takes a full round action each time this task is attempted. The iron gates are sturdy and are not easy to batter open with brute force.

The coral amulets worn by the underpriestesses are symbols of Bazgorca, and are worth 50 gp each. More importantly, they prove protection from certain creatures in later parts of the dungeon if visibly worn or displayed by the player characters. The sahuagin defending the lever has a ruby worth 1,100 gp in a pouch hidden beneath her chainmail (Search DC 16); this ruby is one of the gemstones needed to fully open the gateway in area 1-9.

**Tactics:** The sahuagin immediately try to flood the chamber. Two of the underpriestesses immediately enter battle frenzy and directly attack the party, trying to buy their companion enough time to pull the lever. The GM should note the exact location of all the player characters when the lever is pulled, as some may be shut out of the flooding room when the gates slam shut. Should the chamber flood, the two frenzied sahuagin continue to attack the player characters, while the third defends the lever, doing her best to keep the chamber flooded with water. All three fight to the death.

**Sahuagin underpriestesses Clr3 (3):** CR 5; Medium monstrous humanoid (aquatic); HD 2d8+2+3d8+3; hp 27, 34, 35; Init +1; Spd 20 ft., swim 40 ft.; AC 21, touch 11, flat-footed 20; Base Atk +4, Grp +6; Talon +6 melee (1d4+2) or masterwork morningstar +7 melee (1d8+2) or heavy crossbow +5 ranged (1d10/19-20); Full Atk masterwork morningstar +7 melee (1d8+2) and bite +4 melee (1d4+1); or 2 talons +6 melee (1d4+2) and bite +4 melee (1d4+1); or heavy crossbow +5 ranged (1d10/19-20); SA Blood frenzy, rake 1d4+1, smite good; SQ Blindsight 30 ft., darkvision 60 ft.,

freshwater sensitivity, light blindness, speak with sharks, water dependent; AL LE; SV Fort +7, Ref +5, Will +7; Str 14, Dex 13, Con 12, Int 14, Wis 13, Cha 9.

**Skills and Feats:** Concentration +6, Diplomacy +4, Handle Animal +6, Heal +3, Hide +2, Knowledge (Arcana) +4, Knowledge (Religion) +6, Knowledge (The Planes) +4, Listen +6, Ride +4, Spellcraft +4, Spot +4, Survival +2; Combat Casting, Great Fortitude, Multiattack.

**Spells Prepared (Clr 4/3+1/1+1):** 0 – detect magic, guidance, light, read magic; 1st – bane, inflict light wounds, protection from good, magic weapon; 2nd – desecrate, spiritual weapon.

**Domains:** Destruction, Evil.

**Blindsense (Ex):** A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

**Blood Frenzy (Ex):** Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

**Rake (Ex):** Attack bonus +6 melee, damage 1d4+1. A sahuagin also gains two rake attacks when it attacks while swimming.

**Freshwater Sensitivity (Ex):** A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

**Speak with Sharks (Ex):** Sahuagin can communicate telepathically with sharks up to 150 feet away. Sahuagin can use the Handle Animal skill to befriend and train sharks.

**Water Dependent (Ex):** Sahuagin can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules on page 304 of the DMG).

**Possessions:** masterwork morningstar, masterwork chainmail armor, silver holy symbol.

**Skills:** A sahuagin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. Underwater, a sahuagin has a +4 racial bonus on Hide, Listen, and Spot checks.

**Area 1-9 – The Misty Gateway (EL 10):** Read or paraphrase the following as the player characters enter this area:

*Water recedes from the floor as you enter this area, leaving it damp but not flooded. This large room measures ninety feet wide and forty feet long. Five statues of angelic beings are scattered throughout the room, their arms outstretched towards the ceiling as if searching for heaven. Towards the northern wall, you spot a large metallic archway that does not seem to lead anywhere...yet clouds of azure mist spew forth from this archway just the same. It seems clear that this mysterious portal is the source of the Mists of Merengar.*

*A large, scaly humanoid with four long arms gazes at you as you enter the room, a baleful look upon its reptilian face. Muttering a prayer in a tongue you do not understand, she slowly moves between you and the misty portal, as if to protect it from you.*

The four-armed mutant sahuagin is R'Chethal, a high priestess of Bazgorca and leader of the renegade sect believing Sareth'tuel to be a beloved disciple of their vengeful Lord of Hell. She wants to free Sareth'tuel from his prison – but needs to do so in two days' time. Opening the gateway prior to that time partially restores some of the renegade osyluth's power and allows it a certain amount of freedom within its prison walls; however, opening the portal prior to "the conjunction of seven" (as mentioned in the note found in area 1-7), does not destroy the portal.

R'Chethal has a sapphire worth 900 gp in a pouch attached to her belt; this sapphire is the final gemstone required to open the gateway to Sareth'tuel's prison. She also wears an amulet identical to the ones worn by the underpriestesses in area 1-8.

All of the angelic statues in the room appear to be representations of normal humans, save for one – the statue in the northwestern corner of the room, standing next to the misty portal, has three empty eye sockets. Placing gemstones taken from the sahuagin priestesses (the emerald from area 1-5, the ruby from area 1-8, and the sapphire from R'Chethal's pouch) in the three eye sockets of this three-eyed angel fulfills the instructions of the statue in area 1-2, and activates the misty gateway to Sareth'tuel's other-dimensional prison. Read or paraphrase the following if the player characters place the gems in the eye sockets of the angel:

*As you slide the final gemstone into the eyes of*



*the angel statue, you feel a chilly wind begin to cut through the room. The blue mists swirling forth from the gateway slowly start to fade away, then vanish altogether. As the mists disappear, a deafening, unholy howling noise fills the room, and the gateway transforms into a spinning vortex of dark energy. Although you fight as best you can, the pull of this energy is stronger than any power you have ever felt before, and you quickly find yourself sucked into the vortex, falling towards oblivion...*

Once the portal opens, there is no saving throw to avoid its effects. The player characters are immediately sucked through the dimensional portal, and eventually land in area 2-1 – the entrance to Sareth'tuel's prison.

**Tactics:** The moment the player characters enter the room, R'Chethal goes on the offensive, as she realizes that their presence means her underpriestesses have been defeated. After creating a quick *magic circle against good* around the misty portal, she immediately enters into a state of battle frenzy, using a combination of *inflict wounds* spells and multiple talon/rake attacks. R'Chethal fights to the death; if captured, she provides no information to the player characters, apart from the fact that she does not want them to activate the three-eyed statue.

**R'Chethal, mutant sahuagin priestess Clr7:** CR 9; Medium monstrous humanoid; HD 2d8+4 plus 7d8+14; hp 68; Init +6; Spd. 20 ft., swim 40 ft.; AC 26, touch 14, flat-footed 24; Base Atk +7; Grp +9; Atk +2 *trident* +11 melee (1d8+5) or talon +9 melee (1d6+2) or masterwork heavy crossbow +10 ranged (1d10/19-20); Full Atk +2 *trident* +11/+6 melee (1d8+5) and 2 talons +7 melee (1d6+1) and bite +7 melee (1d4+1) or 4 talons +9 melee (1d6+2) and bite +7 melee (1d4+1) or masterwork heavy crossbow +10 ranged (1d10/19-20); SA Blood frenzy, command undead 5/day (+4, 2d6+9), rake 1d4+1; SQ Blindsense 30 ft., darkvision 60 ft., freshwater sensitivity, light blindness, speak with sharks, smite good, water dependent; AL LE; SV Fort +10, Ref +7, Will +13; Str 14, Dex 15, Con 15, Int 14, Wis 17, Cha 15.

**Skills and Feats:** Concentration +7, Diplomacy +6, Handle Animal +7, Heal +7, Hide +6, Knowledge (arcana) +6, Knowledge (history) +4, Knowledge (religion) +8, Knowledge (the planes) +6, Listen +4, Ride +4, Spellcraft +6, Spot +4, Survival +4; Great Fortitude, Improved Initiative, Improved Natural Attack (talon), Iron Will, Multiattack.

**Spells Prepared** (Clr 6/5+1/4+1/3+1/1+1; save DC = 13 + spell level): 0 – *detect magic*, *detect poi-*

*son*, *inflict minor wounds*, *light*, *read magic*, *resistance*; 1st – *comprehend languages*, *curse water*, *doom*, *entropic shield*, *protection from good*, *sanctuary*; 2nd – *augury*, *death knell*, *desecrate*, *hold person*, *inflict moderate wounds*; 3rd – *animate dead*, *dispel magic*, *inflict serious wounds*, *magic circle against good*; 4th – *inflict critical wounds*, *unholy blight*.

**Domains:** Destruction, Evil.

**Blindsense (Ex):** A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

**Blood Frenzy (Ex):** Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

**Rake (Ex):** Attack bonus +9 melee, damage 1d6+1. A mutant sahuagin also gains four rake attacks when it attacks while swimming.

**Freshwater Sensitivity (Ex):** A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

**Speak with Sharks (Ex):** Sahuagin can communicate telepathically with sharks up to 150 feet away. Sahuagin can use the Handle Animal skill to befriend and train sharks.

**Water Dependent (Ex):** Mutant sahuagin can survive out of the water for 1 hour per 1 points of Constitution (after that, refer to the drowning rules on page 304 of the DMG).

**Possessions:** +2 *trident*, masterwork heavy crossbow, +2 *chainmail armor*, silver holy symbol, amulet of Bazgorca, *ring of protection* +2.

**Skills:** A sahuagin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. Underwater, a sahuagin has a +4 racial bonus on Hide, Listen, and Spot checks.

## Part 2: The Prison of Sareth'tuel, Main Level

This is the main level of the prison of Sareth'tuel and other evil creatures that dared to defy the powerful devil lord Bazgorca. The prison is not located on the world of Áereth, but instead is contained within a stone citadel in a place called the Dark Dimension, a tiny plane of existence somewhere in the heart of the Outer Planes. The Dark Dimension is a lawful evil-aligned plane; however, all of the remaining traits of this sinister plane of existence – physical, elemental and energy, and magic – are identical to the plane containing Fair Haven and the rest of Aéreth. There is no other way of reaching the prison from the lands of Aéreth (short of a *gate*, *wish* or similar spell) without using the misty portal beneath Fair Haven.

Numerous cryptic traps and riddles fill this prison. This is partly to keep its denizens from escaping, and partly to keep intruders from freeing its captives. There is also another sinister purpose to these odd riddles and traps – they are a way for Bazgorca to identify clever and powerful foes, and to destroy them if necessary. GMs using this adventure as part of an ongoing campaign may choose to use servants of Bazgorca – or Bazgorca himself – as a foe in further adventures, as their actions in the prison may invoke the greater pit fiend's wrath.

As in the sewers, the magical Mists of Merengar are omnipresent throughout this part of the dungeon. However, the effects of the mists are stronger here than they had been in the sewers. Starting with area 2-1, each time the player characters enter a new room, the GM should roll a d6. If the GM rolls a 1, all player characters must make a successful Fortitude save (DC 20) or be afflicted by the Mists as follows for 1d4 rounds:

d%	Behavior
01-10	Act normally.
11-50	Do nothing but babble incoherently.
51-70	Flee away from all other creatures at top possible speed.
71-100	Attack nearest creature (familiar count as part of the subject's self).

Many devils and devil-like creatures in the prison have the natural ability to teleport or summon other creatures. The creatures banished to this prison by Bazgorca have been stripped of these powers. Unless otherwise noted, it should be assumed that any devil or devil-like creature found in this part of the dungeon cannot use these abilities. The powerful magic that robs the prisoners in this prison of these abilities also adversely affects the player characters – while inside the prison, characters cannot cast spells or use magic items that have a summoning or teleport-like effect

(including such spells as *blink* and *dimension door*). Additionally, unless otherwise noted, any creature found in a given area of the dungeon is an exiled enemy of Bazgorca. The powerful spells imbued within the prison walls themselves prevent these creatures from leaving the specific area that they inhabit (as per *planar binding*) unless otherwise specified.

All hallways are 10 feet wide and 30 feet high, and made of polished, worked stone. Rooms in the prison are 30 feet high where the ceiling meets the walls, and 50 feet high in the center of the room. All walls are magically treated, polished, and built of superior masonry. All doors are stone slabs that slide up into the wall above. Unless otherwise noted, none of the rooms or corridors on this level of the dungeon have natural sources of light. Those areas noted as having torches are lit by *everburning torches*, which are remnants from when the prison once had a few mortal prisoners and guardians centuries ago.

**Magically Treated, Polished, Superior Masonry Walls:** 1 ft. thick; hardness 16; 180 hp; Break DC 55; Climb DC cannot be climbed without magical assistance.

**Stone Door:** 4 in. thick; Hardness 8; 60 hp; Break DC 28 (stuck), 28 (locked).

### Wandering Monsters

There is a 15% chance (1-3 on d20) per hour that the characters come across a random encounter while on this level. (Note: all wandering monsters on this level of the dungeon have the ability to teleport or summon other devils if they are naturally able to do so, as they are considered to be the guardians of the prison.) Randomly determine the nature of the encounter by rolling 1d6:

1d6	Encounter
1-3	1d2 hellcats (bezekira)
4-6	1d2 bearded devils (barbazu)

**Hellcats (bezekira) (1-2):** CR 7; Large outsider (evil, extraplanar, lawful); HD 8d8+24; hp 60; Init +9; Spd 40 ft.; AC 21, touch 14, flat-footed 16; Base Atk +8; Grp +18; Atk Claw +13 melee (1d8+6); Full Atk 2 claws +13 melee (1d8+6) and bite +8 melee (2d8+3); Space/Reach 10 ft/5 ft.; SA Improved grab, pounce, rake (+13 melee, 1d8+3); SQ Damage reduction 5/good, darkvision 60 ft., invisible in light, resistance to fire 10, scent, spell resistance 19, telepathy 100 ft.; AL LE; SV Fort +9, Ref +11, Will +8; Str 23, Dex 21, Con 17, Int 10, Wis 14, Cha 10.

**Skills and Feats:** Balance +16, Climb +17, Hide +13, Jump +21, Listen +17, Move Silently +20, Spot +13, Swim +17; Dodge, Improved Initiative, Track.

**Improved Grab (Ex):** To use this ability, a hellcat must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

**Pounce (Ex):** If a hellcat charges, it can make a full attack, including two rake attacks.

**Invisible in Light (Ex):** A hellcat is invisible in any area lit well enough for a human to see. In a darkened area, it shows up as a faintly glowing outline visible up to 30 feet away (60 feet if the viewer has low-light vision). Magical darkness smothers the glow and conceals the outline.

**Skills:** Hellcats have a +4 racial bonus on Listen and Move Silently checks.

**Bearded devils (barbazu) (1-2):** CR 5; Medium Outsider (evil, extraplanar, lawful); HD 6d8+18; hp 45; Init +6; Spd 40 ft.; AC 19, touch 12, flat-footed 17; Base Atk +6; Grp +8; Atk Glaive +9 melee (1d10+3 plus infernal wound) or claw +8 melee (1d6+2); Full Atk Glaive +9/+4 melee (1d10+3 plus infernal wound) or 2 claws +8 melee (1d6+2); Space/Reach 5 ft./5 ft. (10 ft. with glaive); SA Infernal wound, beard, battle frenzy, summon devil; SQ Damage reduction 5/silver or good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, see in darkness, spell resistance 17, telepathy 100 ft.; AL LE; SV Fort +8, Ref +7, Will +5; Str 15, Dex 15, Con 17, Int 6, Wis 10, Cha 10.

**Skills and Feats:** Climb +11, Diplomacy +4, Hide +11, Jump +6, Listen +9, Move Silently +9, Sense Motive +9, Spot +9; Improved Initiative, Power Attack, Weapon Focus (glaive).

**Spell-Like Abilities:** At will - *greater teleport* (self plus 50 pounds of objects only). Caster level 12th.

**Infernal Wound (Su):** The damage a bearded devil deals with its glaive causes a persistent wound. An injured creature loses 2 additional hit points each round. The wound does not heal naturally and resists healing spells. The continuing hit point loss can be stopped by a DC 16 Heal check, a *cure* spell, or a *heal* spell. However, a character attempting to cast a *cure* spell or a *heal* spell on a creature damaged by a bearded devil's glaive must succeed on a DC 16 caster level check, or the spell has no effect on the injured character. A successful Heal check automatically stops the continuing hit point loss as well as restoring hit points. The infernal wound is a supernatural ability of the bearded devil, not of the weapon. The check DC is Constitution-based.

**Beard (Ex):** If a bearded devil hits a single opponent with both claw attacks, it automatically hits with its beard. The affected creature takes 1d8+2 points of

damage and must succeed on a DC 16 Fortitude save or be infected with a vile disease known as devil chills (incubation period 1d4 days, damage 1d4 Str). Damage is dealt each day until the afflicted creature succeeds on three consecutive Fortitude saves, the disease is cured magically, or the creature dies. The save DC is Constitution-based.

**Battle Frenzy (Ex):** Twice per day, a bearded devil can work itself into a battle frenzy similar to the barbarian's rage (+4 Strength, +4 Constitution, +2 morale bonus on Will saves, -2 AC penalty). The frenzy lasts for 6 rounds, and the bearded devil suffers no ill effects afterward.

**Summon Devil (Sp):** Once per day a bearded devil can attempt to summon 2d10 lemures with a 50% chance of success, or another bearded devil with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

## Areas of the Map

**Area 2-1 – The Prison Gates (EL 7):** Read or paraphrase the following as the characters step through the misty portal leading to the prison of Sareth'tuel:

*You feel as though you have been falling for hours, falling through unending blackness towards oblivion. Suddenly, you find yourselves stepping through a metallic circular portal into a large, opulent antechamber worthy of a king. It is clear that you are no longer in the sewers...for that matter, it is clear that you are far from Fair Haven.*

*The room is ornate but tasteful – you see long banquet tables overflowing with casks of wine and silver goblets. Lavish paintings line the walls, as do fine tapestries. You also notice that wisps of a familiar blue mist drift lazily throughout this room...*

*Three doorways lead out of this room, all located along the northern wall. Two are smaller and are found along the far left and far right parts of this wall, respectively; a sturdy pair of double doors can be found directly between them.*

Once the party arrives in the room, the gateway to the prison closes, effectively leaving the player characters prisoners in this extradimensional prison. Any efforts that they make to re-open this gateway fail. The only way to escape the prison – and to truly stop Sareth'tuel and the Mists of Merengar – are found elsewhere in this part of the dungeon.

The "treasures" in this room are largely illusory. A *detect magic* spell hints at their true nature – they



are worthless garbage, made to look pretty and valuable with magic. Player characters making a “successful” Appraise check (DC 18) estimate the contents of the room to be worth close to 8,000 gp; however, characters taking these treasures later discover that their treasures transform into disintegrating junk (paintings become soiled and torn, wine becomes rancid vinegar, and so on) when they return to Fair Haven.

An invisible stalker, placed in the room by Bazgorca, guards against unwanted intruders using the portal. The invisible stalker does not attack player characters visibly wearing or displaying the amulets worn by the sahuagin priestesses in areas 1-8 and 1-9, as it believes these characters to be servants of Bazgorca. However, it still attacks all other player characters, and ignores any commands given to it by anyone wearing an amulet.

**Tactics:** The invisible stalker has a single-minded purpose – prevent the player characters from advancing further into the prison. If the stalker remains undetected by the party as they attempt to leave the room, it gains a surprise attack on whomever the creature judges to be the weakest member of the party. Once engaged in combat, the stalker attacks ferociously with its slam attacks, trying to keep the party away from the three doorways. Should the player characters leave the room, the creature pursues them, continuing to attack them relentlessly wherever they go until destroyed.

**Invisible stalker:** CR 7; Large elemental; HD 8d8+16; hp 58; Init +8; Spd 30 ft., fly 30 ft. (perfect); AC 17, touch 13, flat-footed 13; Base Atk +6; Grp +14; Atk Slam +10 melee (2d6+4); Full Atk 2 slams +10 melee (2d6+4); Space/Reach 10 ft./10 ft.; SQ Darkvision 60 ft., elemental traits, natural invisibility, improved tracking; AL N; SV Fort +4, Ref +10, Will +4; Str 18, Dex 19, Con 14, Int 14, Wis 15, Cha 11.

**Skills and Feats:** Listen +13, Move Silently +15, Search +13, Spot +13; Combat Reflexes, Improved Initiative, Weapon Focus (slam).

**Natural Invisibility (Su):** This ability is constant, allowing a stalker to remain invisible even when attacking. This ability is inherent and not subject to the *invisibility purge* spell.

**Improved Tracking (Ex):** An invisible stalker is a consummate tracker and makes Spot checks instead of the usual Survival checks to trace a creature’s passage.

**Area 2-2 – The Haunted Portrait (EL 8):** Read or paraphrase the following:

*Dozens of portraits lines the walls of this long corridor, which is twenty feet wide and sixty feet long. All of the portraits appear to be of kings, queens, and once-mighty warriors...all long dead, judging from the layers of dust covering them all. A crystal chandelier hangs from the ceiling, brightly lighting this hallway. A pair of sturdy double doors lie at the opposite end of this long corridor.*

The ghost of Tlotho Azrán, a drow warrior who once served Bazgorca, inhabits this room. A portrait of his likeness is located along the western wall of this room – his is the second painting nearest to the southern door. Being trapped inside this hallway (and for the most part, his own portrait) for centuries has driven the once-mighty warrior utterly mad. As the player characters walk through this corridor, Azrán waits until they pass by his portrait before moving in to attack (although he manifests himself if they choose to closely examine his painting). He does not attempt to surprise the party once he manifests; instead he shouts cryptic words as he moves towards the characters, shattering the eerie silence of the corridor with his madness. The GM may opt to give the players a transcript of these words by giving them handout C; alternatively, the GM may just opt to shout the words a few times, and let the players transcribe this however they see fit (if at all). The words shouted by Azrán are as follows:

*Through ethereal mirrors the battle is won!*

*Go forth with valor to victory!*

*With pairs of swords drawn, charge straight towards the sun!*

*The pyramid coins shall buy your souls free*

Although quite mad, Azrán’s ramblings do have meaning. They refer to the ferryman’s statue in area 2-7 – specifically, the order in which specific coins must be given to the statue to avoid activating traps. Correctly deciphering Azrán’s words allows the player characters to activating the teleport dais to the catacombs in area 2-7.

Azrán’s actual +2 *bastard sword* (and his remains) are located in crypt 3-3B, in area 3-3.

**Tactics:** Azrán lets out his *frightful moan* before shouting his cryptic words and attacking the party. He first attempts to use his *malevolence* ability to merge with any sword-wielding fighter in the party

(successful Will save DC 20 to resist) and then attack the rest of the group; failing that, he uses combinations of his *corrupting gaze*, *draining touch*, and his *ghost touch* weapon (a +2 *bastard sword*) to torment the player characters. Azrán wants to drive the player characters towards the exit to the north, so that the erinyes Vaeturi can deal with the party instead.

**Tlotho Azrán, drow ghost Ftr6:** CR 9; Medium undead (augmented drow elf); HD 6d12; hp 48; Init +6; Spd 20 ft., fly 30 ft. (perfect); AC 21, touch 11, flat-footed 20; Base Atk +6; Grp +8; Atk/Full Atk +2 *ghost touch bastard sword* +11/+6 melee (1d10+5/19–20); SA Corrupting gaze (Will DC 15), *corrupting touch*, *draining touch*, *frightful moan* (Will DC 15), *horrific appearance* (Fort DC 15), *manifestation*, *malevolence* (Will DC 17), spell-like abilities (1/day – *dancing lights*, *darkness*, *faerie fire*); SQ Darkvision 120 ft., drow traits, rejuvenation, spell resistance 17, turn resistance (+4), undead traits; AL LE; SV Fort +5, Ref +4, Will +3; Str 15, Dex 15, Con –, Int 12, Wis 12, Cha 14.

**Skills and Feats:** Handle Animal +5, Hide +2, Intimidate +5, Listen +11, Ride +5, Search +11, Spot +11; Cleave, Dodge, Improved Initiative, Mobility, Power Attack, Spring Attack, Weapon Focus (bastard sword).

**Possessions:** +2 *ghost touch bastard sword*.

**Skills:** Ghosts have a +8 racial bonus on Hide, Listen, Search, and Spot checks.

### Area 2-3 – The Ruby Room (EL 8): Read or paraphrase the following:

*This brilliant scarlet chamber roughly measures about forty feet square. Three golden thrones, each imbedded with large rubies, sit in the center of this room. A statue of a steel armored angel, surrounded by azure mist, stands impassively behind the thrones. Fire from a brass brazier burns brightly in the southeast corner of the room – the light from this brazier reflects off thousands of tiny red gemstones, which are firmly imbedded in the walls of this chamber.*

This room used to be the prison of Morilthidul, a fearsome barbed devil. Sareth'teul murdered and sacrificed Morilthidul to aid in the construction of the Leviathan of the Dark Mists. Most of the gemstones in this room are worthless, and are worth no more than 5 cp each. A successful Appraise check (DC 18) reveals their real value. The exceptions to this are a few of the rubies in the thrones – although there are dozens of gem stones embedded in each throne, there are actually only two gen-

uine rubies in each of them, each worth 600 gp. Finding these truly valuable rubies requires both a successful Search check (DC 20) and a successful Appraise check (DC 18).

Hidden beneath one of the three ruby thrones in this room (Search DC 20) is a silver plated strongbox worth 250 gp. Inside this locked strongbox (Open Lock DC 18) is a large ruby gemstone, with a dark flawed crack running through its center...making it appear similar to a blood-red eye. Although the flaw decreases the value of the gem (it is only worth 200 gp), the ruby is important – it serves as one of the four rubies necessary in area 3-8 to reach the fourth level of the dungeon.

The “statue” behind the thrones is one of Sareth'teul's heathen idols. It attacks the party as soon as they approach the thrones, or attempt to investigate them.

**Tactics:** The heathen idol is a direct, punishing opponent, immediately charging towards the characters with its quick strike, and disorienting as many opponents as possible with the mists swirling about its metallic form. It uses combinations of its claw and rake attacks – along with its shock attacks – to rip its enemies apart. It fights until destroyed.

**Heathen idol:** CR 8; Large construct; HD 10d10+30; hp 87; Init +2; Spd 30 ft., fly 30 ft. (good); AC 23, touch 11, flat-footed 21; Base Atk +7; Grp +17; Atk Claw +12 melee (2d8+6 plus shock touch); Full Atk 2 claws +12 melee (2d8+6 plus shock touch); Space/Reach 10 ft./10 ft.; SA Confusion mist, improved grab, quick strike, rake (+12 melee, damage 2d8+6 plus shock touch), shock touch (1d8 electrical damage, Will save DC 21 resists); SQ Alignment detection, construct traits, darkvision 60 ft., immunity to cold and electricity, half damage from slashing, low-light vision, vulnerability to fire; AL LE; SV Fort +3, Ref +5, Will +3; Str 23, Dex 15, Con –, Int –, Wis 11, Cha 1.

**Alignment Detection (Su):** A heathen idol automatically detects all non-evil aligned living creatures within a 120-foot radius.

**Confusion Mist (Su):** A cloud of translucent azure mist with a radius of 10 feet surrounds a heathen idol at all times. This mist acts in a similar fashion to a confusion spell. Living creatures that breathe the vapors of this mist must make a successful Will save (DC 21), or be unable to independently determine what they will do for 2d6 rounds. Living creatures worshiping the deity or powerful creature that the heathen idol serves are completely immune to the effects of the mist, as are devils and living creatures that have devilish blood

coursing through their veins. The save DC is Strength-based. Roll on the following table at the beginning of each affected subject's turn each round to see what the subject does in that round.

**d% Behavior**

- 01-10 Act normally.
- 11-50 Do nothing but babble incoherently.
- 51-70 Flee away from heathen idol at top possible speed.
- 71-100 Attack nearest creature (familiars count as part of the subject's self).

*Improved Grab (Ex):* To use this ability, a heathen idol must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

*Quick Strike (Ex):* If a heathen idol charges a foe, it can make a full attack, including two rake attacks.

**Area 2-4 – The Gilded Cage (EL 11):** Read or paraphrase the following:

*This chamber measures approximately forty feet wide and fifty feet long. Filling the center of this large, drafty chamber is an immense golden cage, measuring twenty feet wide and thirty feet long. A small, closed gateway seems to allow entry inside. Sitting quietly in the center of this cage is a beautiful, pale-skinned woman with a wicked smile. She has large feathery wings, and a blood-red bow is strapped to her back. She looks up at you expectantly as you enter.*

*"Thank goodness you're here – I was getting bored," says the sultry, statuesque woman. "Did that strange little man in the painting say something to you? I believe he may have mentioned coins...maybe coins like these, perhaps?" She holds up a small coin purse, letting it jingle. "Won't you come into my parlor...?"*

The beautiful creature with the insolent tongue inside this golden cage is Vaeturi, an erinyes and one of Bazgorca's former consorts. She sits inside a golden cage that essentially acts as a *permanent force cage*, with a *permanent wall of force* running between the bars to this cage, with both spells acting as if cast by a 22nd-level wizard. This cage was enchanted to a particular purpose; the spells behave normally as per their descriptions save for two differences. The first is that the cage can be entered by means of an ordinary gateway. However, this gateway has an antechamber, with an outer gate and an inner gate. Player characters attempting to go inside the golden cage through this gateway quickly find themselves in trouble. The



antechamber leading into the cage can only hold a maximum of one Large or Medium sized humanoid, or two humanoids of Small size or less. It takes one full round to open the outer door, step into the antechamber, close the outer door, open the inner door to the cage, and then step inside the cage itself. This means that only one player character may enter or leave the cage at a time, and the erinyes is free to pick off individual characters one at a time as they go inside.

The other main difference can only be found with a careful examination of the entire cage (Search or Spot DC 22) – specifically, the base of the cage. Hidden in the base are several small, recessed slots no bigger than a human hand. These slots can be used to enter the cage via unconventional means (such as by *gaseous form* or a *polymorph* spell), or to place something particularly nasty inside the cage (such as firing a *fireball* through the slot). This area can be extremely brutal to the player characters if they charge into battle without thinking; clever players should be able to handle the erinyes in the cage without undue difficulty.

**Tactics:** Vaeturi taunts the player characters, trying to hurry them inside the cage so she can pick them off one by one with her longbow. If confronted with multiple opponents, she uses her longbow as long as possible, keeping her distance from the characters (often with her flight abilities), before finally switching to her longsword.

**Treasure:** If faced with certain doom, Vaeturi tries bargaining for her life by offering the bag of coins. The PCs can also loot the coin purse after killing Vaeturi. Regardless of how the player characters take the coins, give the players handout D. The coins in the purse are the four coins required to give the ferryman statue in area 2-7.

**Vaeturi, female erinyes devil:** CR 8; Medium outsider (evil, extraplanar, lawful); HD 9d8+45; hp 88; Init +5; Spd 30 ft., fly 50 ft. (average); AC 23, touch 15, flat-footed 18; Base Atk +9; Grp +14; Atk masterwork longsword +14 melee (1d8+5/19-20) or +1 *flaming composite longbow* (+5 Str bonus) +15 ranged (1d8+6/x3 plus 1d6 fire) or rope +14 ranged (entangle); Full Atk masterwork longsword +14/+9 melee (1d8+5/19-20) or +1 *flaming composite longbow* (+5 Str bonus) +15/+10 ranged (1d8+6/x3 plus 1d6 fire) or rope +14 ranged (entangle); SA: Entangle, spell-like abilities, summon devil; SQ Damage reduction 5/good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, see in darkness, spell resistance 20, telepathy 100 ft., true seeing; AL LE; SV Fort +11, Ref +11, Will +10; Str 21, Dex 21, Con 21, Int 14, Wis 18, Cha 20.

**Skills and Feats:** Concentration +17, Escape Artist +17, Hide +17, Knowledge (Dungeoneering) +14, Knowledge (The Planes) +14, Listen +16, Move Silently +17, Search +14, Sense Motive +16, Spot +16; Dodge, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run.

**Spell-Like Abilities:** At will - *greater teleport* (self plus 50 pounds of objects only), *charm monster* (DC 19), *minor image* (DC 17), *unholy blight* (DC 19). Caster level 12th.

**Entangle (Ex):** Each erinyes carries a stout rope some 50 feet long that entangles opponents of any size as an *animate rope* spell (caster level 16th). An erinyes can hurl its rope 30 feet with no range penalty. Typically, an erinyes entangles a foe, lifts it into the air, and drops it from a great height.

**Summon Devil (Sp):** Once per day an erinyes can attempt to summon 2d10 lemures or 1d4 bearded devils with a 50% chance of success.

**True Seeing (Su):** Erinyes continuously use *true seeing*, as the spell (caster level 14th).

**Possessions:** +1 *flaming composite longbow* (+5 Str bonus), masterwork longsword.

**Area 2-5 – Skulls of the Dead (EL 8):** Read or paraphrase the following:

*This massive room appears to be some sort of throne room for an unholy king. The room, which measures approximately forty feet wide*

*and sixty feet long, is filled with the fetid stench of death. The perimeter of this room is littered with piles and piles of humanoid skulls – all in all, there may be more than five thousand skulls in this deathly place.*

*Four of the largest piles of skulls are nearly twenty feet tall, and surround a large brass throne. A massive pile of dried blood lies in front of the throne. Behind the throne is a carving in the wall, which depicts a battlefield of devils fighting against other devils. In the center of this battlefield is a gateway, one that apparently leads to another world, surrounded by four floating, unblinking red eyes.*

This sinister chamber served as a place of sacrifice for Sareth'tuel, who needed blood to give life to his heathen idols and the Leviathan of the Dark Mists. The source of this blood comes from Sareth'tuel's fellow captives in his extradimensional prison. When the fiendish naga Sslithia partially freed Sareth'tuel from the confines of his individual prison chamber, he became able to roam throughout the rest of the prison, slaughtering friend and foe alike in an effort to animate his heathen idols and to gain his own freedom. The shambling skullpile took its undead form from the remains of these vile sacrifices...and wants vengeance.

The sacrifices performed by Sareth'tuel initially created the Leviathan of the Dark Mists in area 4-6, and now serve to add to the power of the magical construct. Because the bone devil feared discovery by Bazgorca, he abandoned this place after being able to create the shielded chambers for sacrifice in areas 3-4 and 4-3. Destroying the throne in this room, however does weaken the Engine, as the evil idol is robbed of one of its primary sources of power. Should the player characters destroy this throne, permanently remove 20 hit points from the Leviathan of the Dark Mists in area 4-6.

A secret door lies behind the tapestry (Search DC 20), which leads to area 2-7.

**Brass Throne:** 4 in. thick; Hardness 10; 100 hp; Break DC 28.

**Tactics:** Once the skullpile arises from its dormant state, it attacks the player characters with reckless abandon. It uses the remaining three piles of skulls and the marble pillars as cover while moving to the most advantageous position to use its skullstorm attack, then enters battle frenzy and multiattacks with its bite and slam attacks. It fights until destroyed.

**Shambling Skullpile:** CR 8; Huge undead; HD 10d12; hp 65; Init +5; Spd. 40 ft.; AC 17, touch 9, flat-footed 16; Base Atk +5; Grp +19; Atk bite +9 melee (2d6+6); Full Atk bite +9 melee (2d6+6) and t slams +7 melee (1d8+3); Space/Reach 15 ft./15 ft.; SA Battle frenzy, skullstorm; SQ Damage reduction 5/magic, darkvision 60 ft., undead traits, +4 turn resistance; AL CE; SV Fort +3, Ref +4, Will +8; Str 23, Dex 13, Con –, Int 12, Wis 12, Cha 8.

**Skills and Feats:** Climb +13, Hide +6, Jump +12, Move Silently +12, Search +12, Spot +14, Swim +10; Improved Initiative, Multiattack, Power Attack, Snatch.

**Battle Frenzy (Ex):** Once per day, a shambling skullpile can work itself into a battle frenzy similar to the barbarian's rage (+4 Strength, +2 morale bonus on Will saves, -2 AC penalty). The frenzy lasts for 6 rounds, and the shambling skullpile suffers no ill effects afterward.

**Skullstorm (Su):** Once per day, a shambling skullpile can unleash a volley of dozens of skulls from its undead body in a deadly attack as a full-round action. This attack is a 30 foot cone. In addition to 3d6 points of damage (DC 18 Reflex save for half damage), any creature struck by the skullstorm that fails a DC 18 Fortitude save continues to take 1d6 points of damage per round for an additional 1d4 rounds, due to the magical biting skulls that have attached themselves to the target's flesh. Any sort of magical cure spell or spell-like effect or a DC 20 Heal check stops this additional biting damage. Any victim struck by this attack may spend a full action prying the skulls away from armor, flesh, and bone, which also ends the additional biting damage.

**Area 2-6 – The Fallen Saviors of Sareth'tuel:** Read or paraphrase the following:

*This dark room appears to have been a torture chamber at some point in the distant past. Chains and manacles line the dusty walls, and shattered pieces of instruments of torture lie scattered through the room.*

*Near the center of the room are several moldering corpses. Four appear to be those of sahuagin warriors, dressed in rusted chainmail armor. They wear amulets around their necks, similar to the ones worn by the sahuagin priestesses in the sewers of Fair Haven. The other corpse is that of a strange humanoid being, similar to a human, but wrapped from head to toe in chains, hooks, and other cruel implements of torture*

The sahuagin worshippers of Sareth'tuel initially

tried to rescue their savior during the last "Conjunction of Three", which occurred several weeks earlier. The efforts of these sahuagin warriors proved to be disastrous, however – this room represents the farthest point they were able to reach in the prison before being slaughtered by its denizens. In this room they encountered Luzzlak, a chain devil and yet another of Bazgorca's enemies – the sahuagin managed to slay Luzzlak, but only at the expense of their own lives.

Sareth'tuel took all of Luzzlak's weapons and valuables, as well as those of the sahuagin, for use on his work on the Leviathan of the Dark Mists. Their treasures can be found in the chest in area 3-4.

**Area 2-7 – The Ferryman's Trap (EL 9):** Read or paraphrase the following:

*This quiet chamber, which measures sixty feet wide and thirty feet long, is silent and empty. A stone statue stands on the northern end of the room – it appears to be a ferryman, standing in a skiff. A flowing cloak shrouds most of the ferryman's face and body, but his left arm and hand are outstretched, as if seeking payment. A phrase is inscribed in Common above the statue of the ferryman: "Heed the words of the drow, and receive safe passage."*

At the eastern end of the room is a stone circular dais, ten feet in diameter. An identical dais is located at the western end of the room.

The coins taken from the erinyes devil Vaeturi in area 2-3 must be given to the ferryman statue in order to activate the eastern dais, which teleports the player characters to the catacombs of Sareth'tuel's prison (area 3). However, they must be dropped into the hand of the statue in a specific order; otherwise, a magical trap is activated. The solution to the proper order of handing over the coins can be found in the ghost Tlotho Azrán's words to the party in area 2-2 – "won, forth, pair, and pyramid" all correlate to numbers (1, 4, 2, 3), which are represented by the number of swords on the faces of the coins taken from Vaeturi. However, the very first words spoken by Azrán to the party – "through ethereal mirrors" – means that the order must be reversed. So, the correct order of the four coins to be given to the ferryman statue is 3, 2, 4, 1. If this is done correctly, read or paraphrase the following:

*To the east, the stone dais begins to glow softly. A strange, mystic symbol appears on the face of the dais.*



Player characters making a successful Knowledge check (Arcana or The Planes, DC 18) recognize this symbol to be a sign for traveling great distances. Should the player characters step on the glowing dais, they are instantly transported to area 3-1. Additionally, a similar effect occurs when the player characters solve the riddle of the four bloody eyes in area 3-8, except it is the western dais that begins to glow. When the riddle in area 3-8 is solved, stepping on the western dais takes the player characters to area 4-1.

If the player characters place the coins in the statue's hand incorrectly – or if they place anything

besides the four coins in the ferryman's hand – they activate an *incendiary cloud* trap, which immediately envelops the player characters. This trap goes off each and every time the party places the coins in the ferryman's hand in the wrong order; the trap resets automatically exactly one round after the cloud finally disperses.

**Incendiary Cloud Trap:** CR 9; magic device; magical touch trigger (*alarm*); automatic reset; spell effect (*incendiary cloud*, 15th-level wizard, 4d6/round for 15 rounds, DC 22 Reflex save half damage); Search DC 33; Disable Device DC 33.

## Part 3: The Prison of Sareth'tuel, Catacombs

This area of the dungeon represents the catacombs of Sareth'tuel's extradimensional prison. This area of the prison is reserved for Bazgorca's most hated foes, who are tortured with exquisite cruelty in this part of the dungeon.

As on level 2 of the dungeon, all hallways are 10 feet wide and 30 feet high, and made of polished, worked stone. Rooms in the prison are 30 feet high where the ceiling meets the walls, and 50 feet high in the center of the room. All walls are magically treated, polished, and built of superior masonry. All doors are stone slabs that slide up into the wall above. Unless otherwise noted, none of the rooms or corridors on this level of the dungeon have natural sources of light. Those areas noted as having torches are lit by *everburning torches*.

Also as on level 2 of the dungeon, enchanted blue mists permeate all the rooms and corridors of this level of the dungeon. The effects of these mists are identical to the effects previously described there.

Each time the player characters enter a new room or corridor, the GM should roll a d6. If the GM rolls a 1, all player characters must make a successful Fortitude save (DC 20) or be afflicted by the Mists as follows for 1d4 rounds:

d%	Behavior
01-10	Act normally.
11-50	Do nothing but babble incoherently.
51-70	Flee away from all other creatures at top possible speed.
71-100	Attack nearest creature (familiar count as part of the subject's self).

**Magically Treated, Polished, Superior Masonry Walls:** 1 ft. thick; hardness 16; 180 hp; Break DC 55;

Climb DC cannot be climbed without magical assistance.

**Stone Door:** 4 in. thick; Hardness 8; 60 hp; Break DC 28 (stuck), 28 (locked).

### Wandering Monsters

There is a 10% chance (1 on d10) per hour that the characters come across a random encounter while on this level. (Note: all wandering monsters on this level of the dungeon have the ability to teleport or summon other devils if they are naturally able to do so.) Randomly determine the nature of the encounter by rolling 1d6:

1d6	Encounter
1-3	1d2 chain devils (kytons)
4-6	1d2 flesh golems

**Chain devils (kytons) (1-2):** CR 6; Medium outsider (evil, extraplanar, lawful); HD 8d8+16; hp 52; Init +6; Spd 30 ft.; AC 20, touch 12, flat-footed 18; Base Atk +8; Grp +10; Atk Chain +10 melee (2d4+2/19-20); Full Atk 2 chains +10 melee (2d4+2/19-20); Space/Reach 5 ft./5 ft. (10 ft. with chains); SA Dancing chains, unnerving gaze; SQ Damage reduction 5/silver or good, darkvision 60 ft., immunity to cold, regeneration 2, spell resistance 18; AL LE; SV Fort +8, Ref +8, Will +6; Str 15, Dex 15, Con 15, Int 6, Wis 10, Cha 12.

**Skills and Feats:** Climb +13, Craft (Blacksmithing) +15, Escape Artist +13, Intimidate +12, Listen +13, Spot +13; Alertness, Improved Critical (chain), Improved Initiative.

**Dancing Chains (Su):** A chain devil's most awesome attack is its ability to control up to four chains within 20 feet as a standard action, making the

chains dance or move as it wishes. In addition, a chain devil can increase these chains' length by up to 15 feet and cause them to sprout razor-edged barbs. These chains attack as effectively as the devil itself. If a chain is in another creature's possession, the creature can attempt a DC 15 Will save to break the chain devil's power over that chain. If the save is successful, the kyton cannot attempt to control that particular chain again for 24 hours or until the chain leaves the creature's possession. The save DC is Charisma-based. A chain devil can climb chains it controls at its normal speed without making Climb checks.

**Unnerving Gaze (Su):** Range 30 ft., Will DC 15 negates. A chain devil can make its face resemble one of an opponent's departed loved ones or bitter enemies. Those who fail their saves take a -2 penalty on attack rolls for 1d3 rounds. The save DC is Charisma-based.

**Regeneration (Ex):** Chain devils take normal damage from silvered weapons, good-aligned weapons, and spells or effects with the good descriptor. A chain devil that loses a piece of its body regrows it in 2d6x10 minutes. Holding the severed member against the stump enables it to reattach instantly.

**Flesh golems (1-2):** CR 7; Large construct; HD 9d10; hp79; Init -1; Spd 30 ft.; AC 18, touch 8, flat-footed 18; Base Atk +6; Grp +15; Atk Slam +10 melee (2d8+5); Full Atk 2 slams +10 melee (2d8+5); Space/Reach 10 ft./10 ft.; SA Berserk; SQ Construct traits, damage reduction 5/adamantine, darkvision 60 ft., immunity to magic, low-light vision; AL N; SV Fort +3, Ref +2, Will +3; Str 21, Dex 9, Con –, Int –, Wis 11, Cha 1.

**Berserk (Ex):** When a flesh golem enters combat, there is a cumulative 1% chance each round that its elemental spirit breaks free and the golem goes berserk. The uncontrolled golem goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no creature is within reach, then moving on to spread more destruction. It takes 1 minute of inactivity by the golem to reset the golem's berserk chance to 0%.

**Immunity to Magic (Ex):** A flesh golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below. Magical attacks that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw. Magical attacks that deals electricity damage breaks any *slow* effect on the golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the

golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A flesh golem receives no saving throw against attacks that deal electricity damage.

## Areas of the Map

**Area 3-1 – The Four Bloody Eyes:** Read or paraphrase the following:

*With a blinding flash, you find yourselves standing inside a room virtually identical to the one containing the ferryman's statue...save for the fact that the ferryman has vanished. Instead, a statue of a horned devil with great bat-like wings stands at the opposite end of the room. As you step off of the dais, the statue's head slowly turns towards you, and it begins to speak in the Common tongue:*

*"Prisoners ye seek, and prisoners ye find,*

*Flawed gems shall be your last key –*

*Four unblinking eyes, all red, rich, and blind,*

*Reveal the path that finally sets ye free."*

Along the western wall of this room is a tapestry, which depicts an eight-armed devil, smiling malevolently. Some of its hands are open; others are clenched into fists. A set of double doors to the south appear to be the only way out of this room.

The statue is harmless – it is rigged mechanically to turn its head should any creature step off the dais, and a *permanent magic mouth* provides the statue's "voice". Should the player characters step back onto the dais, they are automatically transported back to area 2-7. The words spoken by the magic mouth are clues to solving the riddle of the eight-armed statue in area 3-8, which activates the teleport dais leading to Sareth'tuel himself and the final level of the dungeon.

Give the players handout E after describing the tapestry. The pattern of closed fists shown in the tapestry represents the statue in area 3-8. The closed fists indicate the proper placement for the rubies.

**Area 3-2 – Guardians of the Crypts (EL 10):** Read or paraphrase the following:

*This large chamber, measuring forty feet long and 100 feet wide, is mostly barren and empty. Six gleaming marble pillars stretch from floor to ceiling, and create an informal corridor leading down to the far end of the room. To the south,*

*you see a massive pair of double doors. Two armored angels with steel wings stand in front of these doors.*

The angels are yet more heathen idols, placed in this chamber to protect the crypts (and, indirectly, to protect the treasure in area 3-4).

**Tactics:** The heathen idols work well in tandem. One idol steps immediately uses its quick strike to take the lead, immediately attacking the party and taking the brunt of their attack. The other mostly remains in reserve, protecting the double doors to the south, stepping into direct melee only if the player characters get the upper hand on its partner. Their primary goal is to protect the double doors to the south and prevent the party from entering area 3-3 – if the player characters retreat to area 3-1, the idols do not pursue them.

**Heathen idols (2):** CR 8; Large construct; HD 10d10+30; hp 82, 83; Init +2; Spd 30 ft., fly 30 ft. (good); AC 23, touch 11, flat-footed 21; Base Atk +7; Grp +17; Atk Claw +12 melee (2d8+6 plus shock touch); Full Atk 2 claws +12 melee (2d8+6 plus shock touch); Space/Reach 10 ft./10 ft.; SA Confusion mist, improved grab, quick strike, rake (+12 melee, damage 2d8+6 plus shock touch), shock touch (1d8 electrical damage, Will save DC 21 resists); SQ Alignment detection, construct traits, darkvision 60 ft., immunity to cold and electricity, half damage from slashing, low-light vision, vulnerability to fire; AL LE; SV Fort +3, Ref +5, Will +3; Str 23, Dex 15, Con –, Int –, Wis 11, Cha 1.

**Alignment Detection (Su):** A heathen idol automatically detects all non-evil aligned living creatures within a 120-foot radius.

**Confusion Mist (Su):** A cloud of translucent azure mist with a radius of 10 feet surrounds a heathen idol at all times. This mist acts in a similar fashion to a confusion spell. Living creatures that breathe the vapors of this mist must make a successful Will save (DC 21), or be unable to independently determine what they will do for 2d6 rounds. Living creatures worshiping the deity or powerful creature that the heathen idol serves are completely immune to the effects of the mist, as are devils and living creatures that have devilish blood coursing through their veins. The save DC is Strength-based. Roll on the following table at the beginning of each affected subject's turn each round to see what the subject does in that round.

#### d% Behavior

- 01-10 Act normally.
- 11-50 Do nothing but babble incoherently.
- 51-70 Flee away from heathen idol at top possible speed.
- 71-100 Attack nearest creature (familiar count as part of the subject's self).

**Improved Grab (Ex):** To use this ability, a heathen idol must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

**Quick Strike (Ex):** If a heathen idol charges a foe, it can make a full attack, including two rake attacks.

**Area 3-3 – Crypts of the Vanquished:** Read or paraphrase the following as the player characters enter this area:

*This gigantic chamber is a mausoleum, measuring eighty feet long and 180 wide. Its ceiling arches high into the air, reaching a height of eighty feet at its center. Scattered throughout this deathly quiet chamber are a dozen stone crypts, all lavishly carved by the hands of master craftsmen. Thick dust and cobwebs have settled over these crypts, as well as over four giant statues of devils standing near the center of the room. The statues stand close to twenty feet tall, and are all identical – the horned statues all have outstretched wings, a whip-like tail, and brooding crimson eyes.*

This is where most of Bazgorca's mortal enemies are buried, hidden away from the realms of mortal men so that they cannot be resurrected. For the most part, the corpses inside these crypts are truly dead, and represent no threat to the player characters unless otherwise noted. Should the party insist upon checking the contents of all the crypts, roll on the following table to determine what lies inside each crypt:

#### d% Contents

- 01-60 Dust and bones.
- 61-80 Dust, bones, and a sack containing 1d4 x 10 gp.
- 81-100 Dust, bones, and a potion (roll a d4; 1 – cure moderate wounds, 2 – levitate, 3 – fly, 4 – cure serious wounds).

Prying the lid off of one of these heavy stone crypts requires a successful Strength check (DC 24), and takes one full action. A +2 *bastard sword* (and the remains of Tlotho Azrán) are located in crypt 3-3B.

A Search check of the far eastern wall (DC 24) reveals the outline of a magical portal. This portal leads to Sareth'tuel's treasure chamber in area 3-4. However, the portal is enchanted, and can only be used by pressing one of the amulets of Bazgorca worn by the sahuagin priestesses in areas 1-8 and 1-9 – or from the dead warriors in area 2-6 – up against the portal itself.

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

#### **Area 3-3A – The Crypt of Raguk Vukgilug (EL 10):**

Read or paraphrase the following as the characters approach this particular crypt:

*This marble crypt is slightly larger than the others that surround it. Engraved in the sides of the crypt are scenes of bloody combat, which mostly depict an armored warrior impaling his enemies with a massive sword. The visage of an unblinking eye is emblazoned on the breastplate of the warrior's armor.*

The scenes of battle represent the infamous exploits of the infamous orc vampire Raguk Vukgilug, who terrorized the dwarven stronghold of Zan Tarkhaal generations ago. Player characters may recognize the exploits of the villainous orc with a successful Knowledge check (History, DC 18). Raguk was a loyal servant of the devil lord Bazgorca, and slew thousands of innocent souls in the name of his master. The orc vampire's reign of terror ended only when Raguk began to step outside of his master's shadow; Bazgorca imprisoned his former servant in this crypt for this betrayal.

Should the player characters simply leave this crypt alone, the orc vampire remains imprisoned inside and cannot escape his sarcophagus. (The “unblinking eye” should be a strong clue to open the crypt.) If the player characters do decide to open this crypt, read or paraphrase the following:

*As you finally pry this lid of this sarcophagus open, you glimpse – for a moment – the figure of an armored orc lying impassively inside this crypt. Suddenly the eyes of the orc open wide, and it reaches for its sword.*

A trap door in the floor just in front of this crypt leads to a secret tunnel (Search DC 16), which winds its way into one of the holding cells in area 3-7. Hidden in a false panel below the floor of Raguk's sarcophagus (Search DC 20) are two gemstones, a large emerald (worth 1,200 gp), and a flawed ruby (worth 140 gp), which is one of the “eyes” required in area 3-8.

**Tactics:** Raguk attacks with very quick strikes with his bastard sword and energy drain, and then darts away in *gaseous form* into other crypts to heal his wounds. As long as he has the upper hand, he doggedly pursues the player characters with his attacks; if it appears that he faces defeat, however, he retreats and hides in *gaseous form* in the shadows of the room, hoping the player characters stop their attacks.

**Raguk Vukgilug, male orc vampire Ftr 7:** CR 9; Medium undead; HD 7d12; hp 43; Init +7; Spd 20 ft., fly 20 ft. (perfect) when in gaseous form; AC 31, touch 13, flat-footed 28; Base Atk +7; Grp +15; Atk +2 *bastard sword* +18 melee (1d10+12/19–20) or slam +15 melee (1d6+12 plus energy drain); Full Atk +2 *bastard sword* +18/+13 melee (1d10+12/19–20) or slam +15 melee (1d6+12 plus energy drain); SA Blood drain, children of the night, dominate person, create spawn, energy drain; SQ Alternate form, DR 10/silver and magic, fast healing 5, gaseous form, resistance to cold 10 and electricity 10, spider climb, turn resistance (+4), darkvision 60 ft., light sensitivity; AL CE; SV Fort +5, Ref +7, Will +3; Str 26, Dex 17, Con –, Int 10, Wis 12, Cha 10.

**Skills and Feats:** Bluff +8, Climb +6, Handle Animal +5, Hide +4, Intimidate +5, Jump +0, Listen +11, Move Silently +4, Ride +10, Search +8, Sense Motive +9, Spot +11, Swim -1; Alertness, Cleave, Combat Reflexes, Dodge, Great Cleave, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Lightning Reflexes, Mobility, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

**Blood Drain (Ex):** A vampire can suck blood from a living victim with its fangs by making a successful grapple check. If it pins the foe, it drains blood, dealing 1d4 points of Constitution drain each round the pin is maintained. On each such successful attack, the vampire gains 5 temporary hit points.

**Children of the Night (Su):** Vampires command the lesser creatures of the world and once per day can call forth 1d6+1 rat swarms, 1d4+1 bat swarms, or a pack of 3d6 wolves as a standard action. (If the base creature is not terrestrial, this power might summon other creatures of similar power.) These creatures arrive in 2d6 rounds and serve the vampire for up to 1 hour.

**Dominate (Su):** A vampire can crush an opponent's will just by looking onto his or her eyes. This is similar to a gaze attack, except that the vampire must use a standard action, and those merely looking at it are not affected. Anyone the vampire targets must succeed on a Will save or fall instantly under the vampire's influence as though by a *dom-*

*inate person* spell (caster level 12th). The ability has a range of 30 feet.

**Create Spawn (Su):** A humanoid or monstrous humanoid slain by a vampire's energy drain rises as a vampire spawn 1d4 days after burial.

**Alternate Form (Su):** A vampire can assume the shape of a bat, dire bat, wolf, or dire wolf as a standard action. This ability is similar to a *polymorph* spell cast by a 12th-level character, except that the vampire does not regain hit points for changing form and must choose from among the forms mentioned here. While in its alternate form, the vampire loses its natural slam attack and dominate ability, but it gains the natural weapons and extraordinary special attacks of its new form. It can remain in that form until it assumes another or until the next sunrise.

**Fast Healing (Ex):** A vampire heals 5 points of damage each round so long as it has at least 1 hit point. If reduced to 0 hit points in combat, it automatically assumes *gaseous form* and attempts to escape. It must reach its coffin home within 2 hours or be utterly destroyed. (It can travel up to nine miles in 2 hours.) Any additional damage dealt to a vampire forced into gaseous form has no effect. Once at rest in its coffin, a vampire is helpless. It regains 1 hit point after 1 hour, then is no longer helpless and resumes healing at the rate of 5 hit points per round.

**Gaseous Form (Su):** As a standard action, a vampire can assume *gaseous form* at will as the spell (caster level 5th), but it can remain gaseous indefinitely and has a fly speed of 20 feet with perfect maneuverability.

**Spider Climb (Ex):** A vampire can climb sheer surfaces as though with a *spider climb* spell.

**Possessions:** +2 *bastard sword*, +2 *full plate armor*, masterwork heavy steel shield, a large emerald (1,200 gp), and a flawed ruby (120 gp).

**Skills:** Vampires have a +8 racial bonus on Bluff, Hide, Listen, Move Silently, Search, Sense Motive, and Spot checks.

#### Area 3-4 – The Treasures of Sareth'tuel:

This secret room, accessible only by using one of the amulets of Bazgorca worn by the sahuagin priestesses as a key, contains most of Sareth'tuel's treasures, including those taken by force from many of his rivals still trapped within the prison. (So if the players have been wondering "Hey, where's the treasure?" through some of the areas of the dungeon...here it is!) The treasure lies strewn carelessly about the room – as Sareth'tuel is one of the few creatures able to freely access this area, he has little concern for concealing or guarding his

riches. A *permanent nondetection* spell shields the room from prying eyes, including those of Bazgorca.

In the center of the room is a bloodstained brass throne. This is where Sareth'tuel performs many of the sacrifices with the *Hand of Rholathar* necessary to create his heathen idols and the Leviathan of the Dark Mists, hidden away from the watchful eyes of Bazgorca. Destroying the throne (as alluded to in handout G) weakens the Leviathan of the Dark Mists in area 4-6, as this throne provides part of the magical construct's power.

**Brass Throne:** 4 in. thick; Hardness 10; 100 hp; Break DC 28.

The many exotic treasures found in this room include a cloth of gold vestments (180 gp); a golden circlet with four aquamarines (4,000 gp); a carved harp of exotic wood with ivory inlay and zircon gems (800 gp); an eyepatch with mock eye of sapphire and moonstone (1,500 gp); a gold music box (4,000 gp); and an ivory statuette (200 gp). There are also five sets of masterwork chainmail armor and five masterwork longswords, taken from the would-be sahuagin rescuers in area 2-6.

The more traditional magical treasures in the room include a *potion of bless weapon*; a *ring of protection* +2; a scroll with *summon monster I* (1), *spider climb* (3), and *summon swarm* (3); a scroll with *identify* and *ghoul touch* (3); a *potion of invisibility*; and two *potions of cure moderate wounds*.

The vast piles of coins in this room include 1,000 pp, 11,000 gp, and 29,000 sp.

Finally, among these varied treasures is a flawed ruby worth 100 gp, which is one of the four rubies needed in area 3-8 to reach the final level of the dungeon.

#### Area 3-5 – The Lonesome Fate of Lord Gregor Merengar (EL 11): Read or paraphrase the following as the characters enter this area:

*This large, diamond-shaped room appears to be some sort of arena. The ceiling reaches fifty feet in height, and a narrow balcony, ten feet wide, wraps around the western half of the arena. The balcony, which sits approximately twenty feet off of the arena floor, can be reached by a single spiral staircase to the south.*

*In the center of the arena is a raised dais. Standing on the dais is a man in tattered robes. You see that his face is contorted with utter*



*agony, and his arms and legs are covered with dozens upon dozens of scars and bleeding wounds. A small pool of blood glistens wetly on the dais.*

*From up in the balcony, you can barely see six floating crystal orbs. Four of these orbs are gray and inert, but the remaining two seems to glow with a mystical fire. As you drawn closer to the dais, a disembodied voice echoes throughout the arena – “Lord Gregor! Entertain us! Entertain us!”*

*With that, the robed figure turns to face you with a crazed and feral smile across its deathly white face.*

This room is perhaps the cruelest in the entire prison – here, captives chosen by Bazgorca “fight” for the devil lord’s pleasure...meaning that they are savagely ripped to pieces by devils and other powerful fiends. Once tormented and ripped apart, Bazgorca returns them back to full health, so that they may be flayed and beaten again, and again, and again.

Bazgorca’s current favorite to torment in the arena is Lord Gregor, the unfortunate soul who initially summoned Sareth’tuel to Fair Haven over a decade ago. For unwittingly freeing Sareth’tuel from his prison, Bazgorca transformed the foolish sorcerer into a scourge corpse, a creature destined to exist in unending physical and mental anguish. Not content to merely torture Lord Gregor with this cruel transformation, Bazgorca also bestowed the “honor” of fighting in the arena to the undead sorcerer...Lord Gregor has been fought and beaten in the arena for the devil lord’s entertainment every day for the last ten years.

The floating globes high atop the balcony are scrying crystals, used by Bazgorca and powerful devils living in other dimensions to see the combat occurring in the arena. The devils watching the events unfolding in the arena represent no threat to Lord Gregor or the player characters, and cannot exert any sort of influence upon what they see. The mystic fires in the two floating globes show that only two devils (or any other evil powerful beings chosen by the GM) watch and expect Lord Gregor to “entertain” them. The globes are fairly fragile and can be destroyed easily by the party.

If this adventure is being used as part of an ongoing campaign, the GM may want to give thought as to who exactly these two spectators are – whether Bazgorca or other evil beings, these spectators could be used later as powerful NPCs for the player characters to encounter. (“*I watched you defeat*

*Lord Gregor...I know your tricks. You’ll find that I don’t die so easily!”*)

If the player characters defeat Lord Gregor, they should be given the impression that the undead nobleman is truly destroyed. At the GM’s option, Lord Gregor can be allowed to “return” from his defeat as a recurring NPC in a campaign if the player characters later defeat Sareth’tuel and the Leviathan of the Dark Mists.

**Crystal Scrying Globes:** 1 in. thick; Hardness 5; 10 hp; Break DC 13.

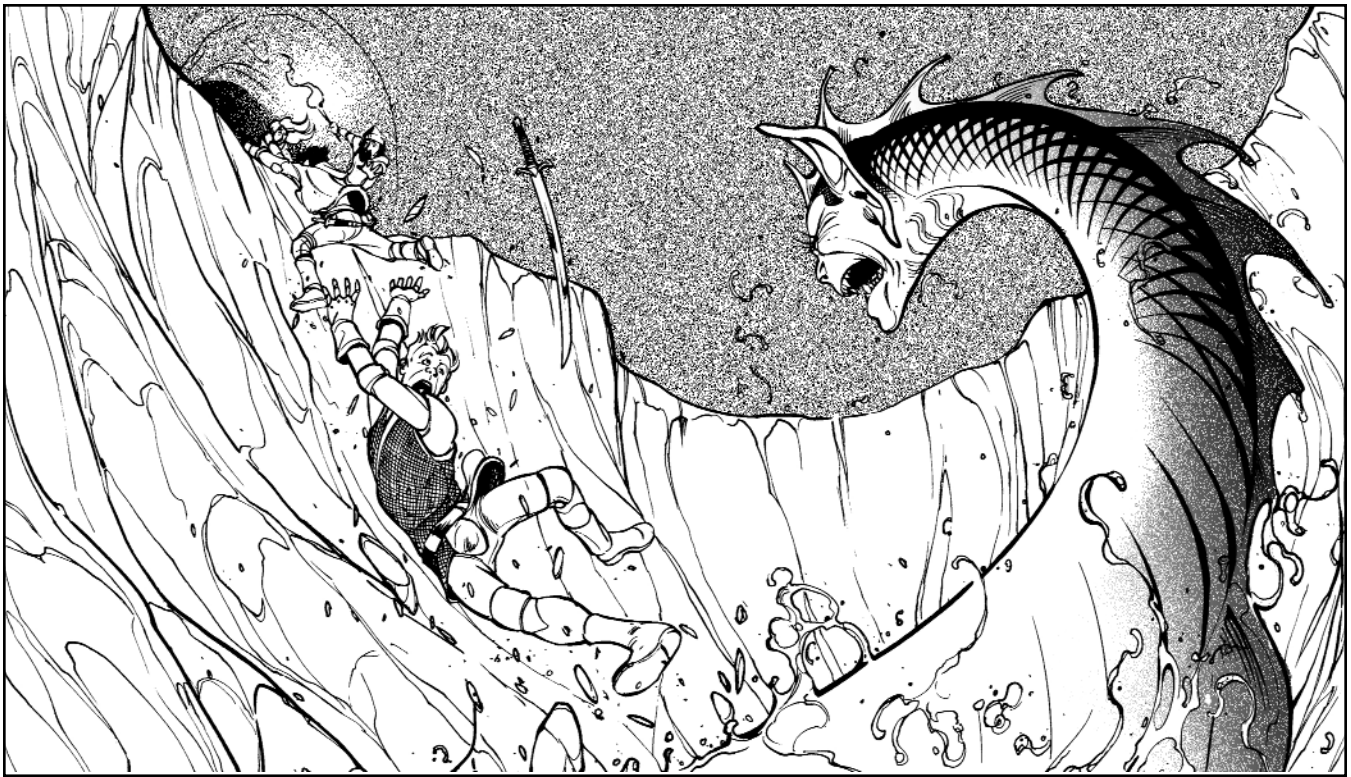
**Tactics:** Lord Gregor relishes this opportunity to fight foes that he actually stands a chance of defeating. He immediately casts *haste* upon himself, and then tries moving up into the balcony, where he casts *stoneskin* on himself. From there, he begins an all-out assault on the player characters, dealing out damage with *fireball* spells and his *wand of lightning bolt*, and using his position on the stone balcony to give himself partial cover. He closes in with his +2 *dagger* and his touch attacks after softening up the party with magic (or when he gets desperate).

**Lord Gregor Merengar, male human scourge corpse Sor9:** CR 11; Medium undead; HD 9d12; hp 93; Init +6; Spd 30 ft; AC 17, touch 15, flat-footed 15; Base Atk +4; Grp +3; Atk/Full Atk +2 *dagger* +5 melee (1d4+1) or negative energy +3 melee touch (1d6+6, Will DC 17 half damage); SA Chill aura, energy drain; SQ Damage reduction 5/bludgeoning and silver, immunities (cold, electricity, fire, mid-affecting attacks), rejuvenation, turn resistance +4; AL LE; SV Fort +3, Ref +5, Will +7; Str 9, Dex 14, Con –, Int 18, Wis 12, Cha 15.

**Skills and Feats:** Bluff +10, Concentration +13, Knowledge (Arcana) +15, Knowledge (History) +7, Knowledge (The Planes) +8, Spellcraft +16; Combat Casting, Enlarge Spell, Improved Initiative, Spell Focus (evocation), Spell Penetration.

**Spells Known** (Sor 6/7/7/6/4; save DC = 12 + spell level): 0 – *arcane mark, detect magic, detect poison, mending, ray of frost, read magic, resistance, touch of fatigue*; 1st – *cause fear, charm person, feather fall, hold portal, magic missile*; 2nd – *continual flame, darkvision, invisibility, knock*; 3rd – *fireball, haste, hold person*; 4th – *lesser globe of invulnerability, stoneskin*.

**Chill Aura (Su):** Scourge corpses are constantly shrouded in an aura of deathly cold negative energy. All living creatures within a 30-foot radius of the scourge corpse must succeed on a DC 17 Will save or take 2d6 points of cold damage every round that they remain inside the aura. A creature



that successfully saves cannot be affected again by the same scourge corpse's aura for 24 hours; creatures failing this save continue to take damage if they leave the aura and then return back inside its range.

**Energy Drain (Su):** Living creatures hit by a scourge corpse's touch attack (or any other natural weapon the scourge corpse might possess) gain two negative levels. For each negative level bestowed, the scourge corpse gains 5 temporary hit points. A scourge corpse can use its energy drain ability once per round.

**Rejuvenation (Su):** It is virtually impossible to destroy a scourge corpse through simple combat. Even if its physical form is completely destroyed, the creature regenerates its corporeal form in 4d6 days. The only way for a scourge corpse to be completely destroyed is for its creator to release the creature from the magic that binds it in eternal damnation.

**Possessions:** +2 dagger, +2 bracers of armor, +1 ring of protection, wand of lightning bolts (5th level, 5 charges left).

**Skills:** Scurge corpses have a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks.

**Area 3-6 – Pit of the Water Naga (EL 8):** Read or paraphrase the following:

*A blast of bitter cold greets you as you step into this dark, dank chamber. You step out onto an ice-covered ledge that measures twenty feet*

*wide and forty feet long – the ledge abruptly drop down about twenty feet to a large pit filled with icy water, which measures fifty feet wide and forty feet long. A giant greenish snake with a human head lies coiled in the center of this icy water, still and unmoving.*

The snake-like creature in the icy water is Ssernatha, an evil water naga who was once a great rival to the fiendish naga Sslithia. Her obsession with defeating her longtime enemy caused her to descend into madness, and eventually Bazgorca banished the unstable creature to this part of his extradimensional prison. The perpetual ice and cold is Bazgorca's way of making the naga suffer eternally.

Once the player characters travel more than 20 feet onto the ledge, they activate a slide trap, where the ledge suddenly drops the player characters down into the knee-deep pool of icy water. Player characters making a successful save control their descent down the ramp and take no damage. In addition to any damage taken from the trap, falling characters failing this save must also make a successful Reflex check (DC 18) or automatically lose initiative during the first round of combat after falling. The trap resets after two rounds, which requires the characters to climb up to the 20-foot ledge to leave the room. The mechanical device controlling this trap is hidden in the wall immediately to the right of the entrance.

Although shallow (only two feet deep), the ice and slush filling the room makes movement difficult. Movement is reduced by half for any player characters attempting to wade through the icy water. Additionally, after spending 1d4 rounds in the icy water, player characters must make a successful Fortitude save (DC 20) or begin to take 1 hit point of damage per round from the cold.

Among the water naga's possessions are a *clear ioun stone* and a *potion of haste*. She also has a flawed ruby, which in addition to being worth 150 gp, is one of the four rubies needed in area 3-8 to reach the final level of the dungeon.

**Tactics:** Ssernatha immediately uses her *protection from arrows* and *shield* spells when the party enters, in order to take away any threat of being attacked by ranged weapons. She then waits to see how many (if any) of the player characters are affected by the icy slide. If most of the player characters are knocked down and lose initiative, Ssernatha closes into melee range, using *bull's strength* and *obscuring mist* to better her odds in close range. If the party is largely unaffected by their fall, she keeps her distance and uses *lightning bolt* to assault the player characters from afar.

**Ssernatha, water naga:** CR 7; Large aberration (aquatic); HD 7d8+28; hp 54; Init +1; Spd 30 ft., swim 50 ft.; AC 15, touch 10, flat-footed 14; Base Atk +5; Grp +12; Atk/Full Atk Bite +7 melee (2d6+4 plus poison); Space/Reach 10 ft./5 ft.; SA Poison (Fort DC 17, 1d8 Con/1d8 Con), spells; SQ Darkvision 60 ft. immunity to cold; AL NE; SV Fort +6, Ref +5, Will +8; Str 16, Dex 13, Con 18, Int 10, Wis 17, Cha 15.

**Skills and Feats:** Concentration +12, Listen +7, Spellcraft +8, Spot +7, Swim +11; Alertness, Combat Casting, Eschew Materials, Lightning Reflexes.

**Spells Known (6/7/7/4; save DC 12 + spell level):** 0 – *acid splash*, *arcane mark*, *dancing lights*, *daze*, *open/close*, *ray of frost*, *read magic*; 1st – *hypnotism*, *magic missile*, *obscuring mist*, *protection from good*, *shield*; 2nd – *bull's strength*, *cat's grace*, *protection from arrows*; 3rd – *blink*, *lightning bolt*.

**Poison (Ex):** Injury, Fortitude DC 17, initial and secondary damage 1d8 Con. The save DC is Constitution-based.

**Skills:** A water naga has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

**Hidden Ice Ramp Trap:** CR 3; mechanical, location trigger; DC 20 Reflex save avoids; 20 ft deep (2d6, fall); multiple targets (all targets within a 10-ft.-by-40-ft. area); Search DC 26; Disable Device DC 24).

### Area 3-7 – Cells of the Gladiators

This area serves as home to the creatures that fight in the arena in area 3-5. For the most part, the creatures that reside in these cells only stay for a brief amount of time, before being sent to the slaughter in the arena. The only creature that truly resides in the cells is Lord Gregor, who can be found in the cell in area 3-7B when not fighting in the arena. All of the cells are locked, both magically and conventionally – in addition to complex mechanical locks, the doors are all held shut with an *arcane lock* (except for the door of the cell in area 3-7A, which is open). Opening these doors requires a successful Open Lock check (DC 24), as well as use of a *dispel magic* or *knock* spell. A successful Search of the area outside the cells (DC 24) reveals that there are signs of frequent wear on the door and near the floor of the cell in area 3-7B, suggesting that it is used far more frequently than the other cells.

Read or paraphrase the following should the player characters enter any of the cells except area 3-7B:

*Dirty straw lines the floors of these small, barren cells. In one far corner lies a small cot; in the other sits a metal pail half-filled with fouled water. Rusted manacles and chains hang from the walls.*

Additionally, a secret passage in the back wall of the cell in area 3-7A (Search DC 24) leads to area 3-3, directly in front of the orc vampire Raguk Vukgilug's crypt.

Read or paraphrase the following should the player characters enter area 3-7B:

*Crude drawings of demons, devils, and bizarre magical symbols are scrawled all over the walls of this small, cramped cell. A bloodsoaked cot lies in the far corner.*

If the party successfully searches beneath Lord Gregor's cell in area 3-7B (Search DC 18), give the players handout G. This rambling message refers to Sareth'tuel's plans and the Leviathan of the Dark Mists, and should make it clear to the player characters that both must be destroyed in order to return home, and in order to save Fair Haven from certain doom.

**Magically Treated Iron Cell Doors with Arcane Lock:** 2 in. thick; Hardness 20; 100 hp; Break DC 48 (stuck), 88 (locked).

**Area 3-8 – Arms of the Winged Devil:** Read or paraphrase the following:

*This diamond-shaped chamber is roughly thirty feet long and forty feet wide. At the far end of this chamber is a giant statue of a winged devil with eight arms. The statue looks remarkably similar to the devil drawn on the tapestry elsewhere on this level of this strange, devil-infested dungeon.*

Give the players handout F after describing the statue. A cursory examination of the statue (Spot DC 16, if the players fail to notice the obvious differences themselves) shows that the primary difference between it and the drawing on the tapestry is that all of the hands of the statue are open, with palms facing upward towards the ceiling. However, four of the hands shown on the tapestry are closed (as shown in handout E). Placing the ruby “eyes” from areas 2-3, 3-3A, 3-4, and 3-6 causes the statue to close its hands and crush the flawed gemstones into fine powder. Incorrectly placing the gemstones in the statue’s hands (or other items besides the four ruby eyes) has no effect. If the statue crushes the flawed rubies, read or paraphrase the following:

*Without warning, the statue’s hands clench, crushing the four rubies into crimson dust. The mouth of the statue slowly opens, and a fiendish voice echoes throughout the chamber:*

*“The final gateway is open,” says the rumbling voice. “The ferryman will show you the way to your final destination...and possibly, your freedom.”*

With that, the western teleport dais in area 2-7 becomes active, and can transport the player characters to area 4 of the dungeon.

## Part 4: The Prison of Sareth’tuel, Lair of the Renegade Devil

This area of the dungeon represents the catacombs of Sareth’tuel’s extradimensional prison. This area of the prison is reserved for Bazgorca’s most powerful enemies, who are mostly left in isolation to suffer for all eternity. The exception to this is Sareth’tuel, who has managed to gain a small degree of freedom and roams at will throughout the various levels of the prison.

As on levels 2 and 3 of the dungeon, all hallways are 10 feet wide and 30 feet high, made of polished, worked stone. Rooms in the prison are 30 feet high where the ceiling meets the walls, and 50 feet high in the center of the room. All walls are magically treated, polished, and built of superior masonry. All doors are stone slabs that slide up into the wall above. Unless otherwise noted, none of the rooms or corridors on this level of the dungeon have natural sources of light. Those areas noted as having torches are lit by ever-burning torches.

Also as on levels 2 and 3 of the dungeon, each time the player characters enter a new room or corridor, the GM should roll a d6. If the GM rolls a 1, all player characters must make a successful Fortitude save (DC 20) or be afflicted by the Mists as follows for 1d4 rounds:

d%	Behavior
01-10	Act normally.
11-50	Do nothing but babble incoherently.
51-70	Flee away from all other creatures at top possible speed.
71-100	Attack nearest creature (familiar count as part of the subject’s self).

**Magically Treated, Polished, Superior Masonry Walls:** 1 ft. thick; hardness 16; 180 hp; Break DC 55; Climb DC cannot be climbed without magical assistance.

**Stone Door:** 4 in. thick; Hardness 8; 60 hp; Break DC 28 (stuck), 28 (locked).

### Wandering Monsters

There are no wandering monsters on this level of the dungeon, as Sareth’tuel has managed to slay and sacrifice all of Bazgorca’s guardians wandering through this section of the prison.

## Areas of the Map

**Area 4-1 – The Antechamber of Doom:** Read or paraphrase the following:

*With a blinding flash of light, you find yourselves standing yet again inside a room virtually identical to the one containing the ferryman's statue ...and yet again, the ferryman has vanished. In its place stands a large stone idol of a gaunt, wretched humanoid creature with a scorpion tail. Dozens of iron chains, glowing with scorching heat, wrap tightly around the form of the stone idol. As you watch, one of the chains melts away before your very eyes, forming a blazing puddle of smoldering metal upon the ground.*

A pair of double doors to the south leads out of this room.

The statue represents Sareth'tuel, who is the most important prisoner in Bazgorca's prison. The melting chains surrounding the statue represent the decaying hold the prison has over the renegade osyluth – once all the chains have burned away, Sareth'tuel will be free of the magic binding him to the prison, and be able to roam through the various planes of existence once more. This is a slow process, however – the chains melt off at the rate of one per hour. Approximately thirty chains remain. Player characters foolish enough to touch or examine the chains must make a Fortitude save (DC 24) or take 2d6 points of fire damage.

**Area 4-2 – Platforms of the Devil Archers (EL 10):** Read or paraphrase the following:

*This immense chamber measures 100 feet square, and its arching ceiling reaches eighty feet in height in its center. Sixteen smooth stone pillars resembling giant mushrooms stand scattered throughout the room, each close to ten feet tall, with a small circular platform sitting atop each pillar. Imbedded in the ceiling in the center of the room is the lower half of a crystal orb. Arcs of electric energy dance across the surface of the orb, lighting the room with great intensity.*

*From somewhere atop the platforms you hear the sounds of soft, evil laughter.*

The prisoners of this room are the beautiful twin erinyes, Xin and Xon, who were former consorts of Bazgorca. The orb imbedded in the ceiling randomly casts a *chain lightning* spell, which slowly tortures the erinyes to the brink of death. Bazgorca

infrequently heals the erinyes, so that the lightning can continue to torture them (which is reflected in their lower-than-normal hit point totals). The GM should roll a d8 each round that the player characters spend in the room; on a result of 1, *chain lightning* bursts from the orb (caster level 12th), dealing 12d6 points of damage to its primary target and 6d6 points of damage to all remaining secondary targets within 30 feet of the primary target (Reflex save DC 22 for half damage). Roll randomly to determine the primary target of the *chain lightning* (most likely a d8 or d10, depending on the number of characters in the party); be sure to include the two erinyes as potential primary targets.

Climbing the pillars is difficult but not impossible (Climb DC 20); however, moving between the platforms atop the pillars is more challenging. Once atop one of the pillars, leaping from platform to adjacent platform requires both a successful Jump check (DC 16), followed by a Balance check (DC 20) to stay on the new platform. Player characters failing either check take 3d6 points of falling damage and find themselves at ground level. Additionally, the platforms are small – only 5 foot square – so should more than one creature of Medium size or greater attempt to occupy the same platform at the same time, a second Balance check (DC 20) must be made.

**Tactics:** Xin and Xon keep to the upper reaches of the room, using their position on platforms to give themselves partial cover, and using their flight abilities to move easily between platforms. They normally spread their attacks between different foes with their *flaming longbows*, trying to harm as many enemies as possible; however, if player characters start climbing the pillars, they join forces and combine their attacks against whoever tries to ascend to their level. As the erinyes are bound to this area and cannot leave, they seek to drive the party out of the room altogether. If left with no other options, they fight to the death.

**Xin and Xon, female erinyes devils (2):** CR 8; Medium outsider (evil, extraplanar, lawful); HD 9d8+45; hp 63, 65; Init +5; Spd 30 ft., fly 50 ft. (average); AC 23, touch 15, flat-footed 18; Base Atk +9; Grp +14; Atk masterwork longsword +14 melee (1d8+5/19–20) or +1 *flaming composite longbow* (+5 Str bonus) +15 ranged (1d8+6/x3 plus 1d6 fire) or rope +14 ranged (entangle); Full Atk masterwork longsword +14/+9 melee (1d8+5/19–20) or +1 *flaming composite longbow* (+5 Str bonus) +15/+10 ranged (1d8+6/x3 plus 1d6 fire) or rope +14 ranged (entangle); SA: Entangle, spell-like abilities, summon devil; SQ Damage reduction 5/good, darkvi-



sion 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, see in darkness, spell resistance 20, telepathy 100 ft., true seeing; AL LE; SV Fort +11, Ref +11, Will +10; Str 21, Dex 21, Con 21, Int 14, Wis 18, Cha 20.

**Skills and Feats:** Concentration +17, Escape Artist +17, Hide +17, Knowledge (Dungeoneering) +14, Knowledge (The Planes) +14, Listen +16, Move Silently +17, Search +14, Sense Motive +16, Spot +16; Dodge, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run.

**Spell-Like Abilities:** At will - *greater teleport* (self plus 50 pounds of objects only), *charm monster* (DC 19), *minor image* (DC 17), *unholy blight* (DC 19). Caster level 12th.

**Entangle (Ex):** Each erinyes carries a stout rope some 50 feet long that entangles opponents of any size as an *animate rope* spell (caster level 16th). An erinyes can hurl its rope 30 feet with no range penalty. Typically, an erinyes entangles a foe, lifts it into the air, and drops it from a great height.

**Summon Devil (Sp):** Once per day an erinyes can attempt to summon 2d10 lemures or 1d4 bearded devils with a 50% chance of success.

**True Seeing (Su):** Erinyes continuously use *true seeing*, as the spell (caster level 14th).

**Possessions:** +1 flaming composite longbow (+5 Str bonus), masterwork longsword.

#### Area 4-3 – The Final Throne

Like area 3-4, access to this secret room only comes by using an amulet of Bazgorca as a key. From the outside, the corridors leading up to this room appear to come to a dead end – only a successful Search check (DC 24) reveals the outlines of the magical portals leading to the room. Should the player characters enter this room, read or paraphrase the following:

*Save for a bloodstained brass throne sitting in its center, this room is empty. A few scrawled drawings mar the otherwise pristine walls – each of the drawings shows the transformation of an angel into a giant, tentacled monstrosity.*

The drawings show Sareth'tuel's plans to eventually transform one of his heathen idols into a monstrosity of god-like power – the Leviathan of the Dark Mists. Some of the recent sacrificial rites required to create the Leviathan and increase its powers take place here – a large pool of dried blood lies at the foot of the throne. As Sareth'tuel moves closer towards completing the Leviathan, this chamber has become one of his main havens.

As with area 3-4, a *permanent nondetection* spell shields the room from scrying spells. Should the

player characters destroy the throne, permanently remove 20 hit points from the Leviathan of the Dark Mists in area 4-6.

**Brass Throne:** 4 in. thick; Hardness 10; 100 hp; Break DC 28.

**Area 4-4 – Vanity of the Bone Devil (EL 9):** Read or paraphrase the following:

*The walls of this large chamber, which measures forty feet long and seventy feet wide, are completely lined with mirrors. The light from your torches reflects over and over again across the polished surface of the mirrors, making the room bright with the light of a thousand dancing flames. Also present in the reflection of these many mirrors are the images of dozens of putrid creatures, which resemble gelatinous masses of quivering flesh with sad human faces. You do not see such creatures standing in the room, however – instead, you see a good dozen or so human like figures standing near the center of the chamber, shuffling somberly between large marble pillars. You also see a gigantic, scaly humanoid with bat wings charging in your direction!*

The pit fiend charging the player characters is an illusion (see below). However, the bone devil wandering between the pillars – a nasty creature called Balurth'detu – is quite real. (One of them is, anyway, as the rest are illusory). Vain and arrogant, Balurth'detu was once one of Bazgorca's trusted lieutenants, becoming so shortly after Sareth'tuel's initial banishment to the Dark Dimension. However, as with most creatures closely allying themselves with the powerful pit fiend, Bazgorca eventually saw treachery lurking in Balurth'detu's shadow, and exiled the bone devil for perceived disloyalty and betrayals.

The walls in this room are magically treated mirrors. The images in the mirrors all show Balurth'detu as a cowardly lemur, which is exactly what the once-mighty bone devil fears most. The mirrors themselves have no other purpose besides showing this altered, craven form of Balurth'detu.

Additionally, while bound to this room, Balurth'detu is constantly affected by a *permanent mirror image* spell (caster level 12th), surrounding the bone devil with 1d4+4 additional illusory likenesses. If all the illusory images of Balurth'detu are dispelled or destroyed, another fresh mirror image immediately takes its place. Although Balurth'detu despises the mirror image, as it forces him to view ever more images of himself in the enchanted mirrors on the

walls, it does provide the exiled bone devil a handy means of defense.

**Magically Treated, Polished, Mirrored Walls:** 2 in. thick; hardness 12; 100 hp; Break DC 40; Climb DC cannot be climbed without magical assistance.

**Tactics:** In addition to the advantages bestowed upon its form by the regenerating *mirror image*, Balurth'detu is a shrewd fighter as well. Upon seeing the player characters enter the room, Balurth'detu uses *major image* to create a simulacrum of a pit fiend charging at the party. Once this illusion is dispelled, he uses *wall of ice* to create "cells" between the pillars, trapping various player characters in different sections of the room. He uses the pillar (where possible) to his tactical advantage, limiting the number of opponents that he must face and taking cover from ranged attacks.

**Balurth'detu, bone devil (osyluth):** CR 9; Large outsider (evil, extraplanar, lawful); HD 10d8+50; hp 105; Init +9; Spd 40 ft.; AC 25, touch 14, flat-footed 20; Atk +10; Grp +19; Atk Bite +14 melee (1d8+5); Full Atk Bite +14 melee (1d8+5) and 2 claws +12 melee (1d4+2) and sting +12 melee (3d4+2 plus poison); Space/Reach 10 ft./10 ft.; SA Spell-like abilities, fear aura, poison, summon devil; SQ Damage reduction 10/good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, see in darkness, spell resistance 21, telepathy 100 ft.; AL LE; SV Fort +12, Ref +12, Will +11; Str 21, Dex 21, Con 21, Int 14, Wis 14, Cha 14.

**Skills and Feats:** Bluff +15, Concentration +18, Hide +14, Intimidate +17, Jump +9, Knowledge (The Planes) +15, Listen +17, Move Silently +18, Search +15, Sense Motive +15, Spot +17; Alertness, Improved Initiative, Iron Will, Multiattack.

**Spell-Like Abilities:** At will – *greater teleport* (self plus 50 pounds of objects only), *dimensional anchor*, *fly*, *invisibility* (self only), *major image* (DC 15), *wall of ice*. Caster level 12th.

**Fear Aura (Su):** Bone devils can radiate a 5-foot-radius fear aura as a free action. Affected creatures must succeed on a DC 17 Will save or be affected as though by a *fear* spell (caster level 7th). A creature that successfully saves cannot be affected again by the same bone devil's aura for 24 hours. Other devils are immune to the aura.

**Poison (Ex):** Injury, Fortitude DC 20, initial damage 1d6 Str, secondary damage 2d6 Str.

**Summon Devil (Sp):** Once per day a bone devil can attempt to summon 2d10 lemures with a 50% chance of success, or another bone devil with a 35% chance of success. This ability is the equivalent of a 4th-level spell.



**Area 4-5 – The Prison of Sareth'tuel (EL 12):** Read or paraphrase the following:

*As you enter this dark, murky chamber, which measures forty feet long and fifty feet wide, you hear a dark, guttural voice chanting strange words in ominous tones. Along the eastern wall of the room, twin staircases lead up to a marble balcony that overlooks the rest of the room.*

*Directly in front of the balcony – which rises some fifteen feet above the rest of the room – is a cracked, dark pit ten feet in diameter and dropped down into a murky darkness. Dozens of broken chains and manacles line the perimeter of this pit.*

*Standing on the balcony is a tall, emaciated humanoid creature with a scorpion's tail. Hate and fury burn in its hollow eyes. The creature holds a large wooden rod bound with five iron bands in one giant, clawed hand. The rod glows with an intense blue flame, which lights the entire room with ease. Tendrils of this flame sputter and leap across the room to a jumbled suit of steel armor, which occasionally twitches and shudders as if it were alive. However, the flames whirl away from the pile of armor, as the creature stops its chanting and turns to look at you instead.*

This chamber held Sareth'tuel as a prisoner for many years, until the efforts of Lord Gregor freed

the devilish pariah. Now the area serves as Sareth'tuel's arcane workshop, where he feverishly labors to complete the Leviathan of the Dark Mists and his heathen idol servants. Sareth'tuel cannot create such wondrous monstrosities on his own – although powerful in his own right, he does not nearly possess the power necessarily for such an extraordinary effort. Instead, he uses an artifact called the *Hand of Rholathar*, which allows devils and those of devilish blood to create devices like the Leviathan of the Dark Mists.

A writhing mass of enchanted flesh-eating maggots partially fills the massive pit. The maggots never stray from their place in the pit. The chains surrounding the pit once confined Sareth'tuel, where the maggots slowly devoured his flesh to the brink of death. Then, Bazgorca would pull Sareth'tuel from the torturous depths, heal the traitorous osyluth's wounds, and return him back to his punishment. Only Sslithia's unintentional intervention freed Sareth'tuel from this eternal nightmare.

Player characters stepping into the pit automatically take 2 hit points of damage each round that they remain inside it (as well as falling damage if they fall into it – 1d6 points of damage for toppling over the edge of the pit, 2d6 points for falling from the balcony). The collective mass of maggots has an AC of 20, and 500 hp – additionally, only spells or magical weapons of +2 *enchantment* or better can harm them. A successful Climb check (DC 18) allows an escape from both the pit and the maggots.

**Tactics:** Sareth'tuel wastes no time trying to use the pit to his advantage, using his *wall of ice* to drive some of the player characters in its direction, or at least to separate them. Once he uses the wall to drive the party apart, Sareth'tuel uses *fireballs* and *cloudkill* from the *Hand of Rholathar* (see page 40) to attack the party from atop the balcony. Only after using the *Hand* does he engage in melee, multiattacking with improved bite and poisonous sting. He knows that should the player characters defeat him, all his grandiose plans of domination are for naught; as such, he fights until the bitter end.

**Sareth'tuel, advanced bone devil (osyluth):** CR 12; Large outsider (evil, extraplanar, lawful); HD 14d8+84; hp 147; Init +9; Spd 40 ft.; AC 25, touch 14, flatfooted 20; Base Atk +14; Grp +24; Atk Bite +19 melee (2d6+6); Full Atk Bite +19 melee (2d6+6) and 2 claws +17 melee (3d4+2) and sting +17 melee (1d4+3 plus poison); Space/Reach 10 ft./10 ft.; SA Spell-like, fear aura, summon devil; SQ Damage reduction 10/good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and

cold 10, see in darkness, spell resistance 21, telepathy 100 ft.; AL LE; SV Fort +15, Ref +14, Will +13; Str 23, Dex 21, Con 22, Int 15, Wis 15, Cha 17.

**Skills and Feats:** Bluff +20, Concentration +20, Diplomacy +13, Hide +18, Intimidate +22, Jump +10, Knowledge (The Planes) +19, Listen +20, Move Silently +18, Search +18, Sense Motive +19, Spot +20, Survival +6; Alertness, Improved Initiative, Improved Natural Attack (bite), Iron Will, Multiattack.

**Spell-Like Abilities:** At will – *greater teleport* (self plus 50 pounds of objects only), *dimensional anchor*, *fly*, *invisibility* (self only), *major image* (DC 15), *wall of ice*. Caster level 12th.

**Fear Aura (Su):** Bone devils can radiate a 5-foot-radius fear aura as a free action. Affected creatures must succeed on a DC 20 Will save or be affected as though by a *fear* spell (caster level 7th). A creature that successfully saves cannot be affected again by the same bone devil's aura for 24 hours. Other devils are immune to the aura.

**Poison (Ex):** Injury, Fortitude DC 22, initial damage 1d6 Str, secondary damage 2d6 Str.

**Summon Devil (Sp):** Once per day a bone devil can attempt to summon 2d10 lemures with a 50% chance of success, or another bone devil with a 35% chance of success. This ability is the equivalent of a 4th-level spell.

**Area 4-6 – Leviathan of the Dark Mists (EL 12):** Read or paraphrase the following:

*A large mechanical monstrosity, resembling a cross between an iron golem and a giant kraken, sits at the southern end of this immense room, looking rather like a black widow spider waiting in its web. Shrouded in angry clouds of dark blue mist, this malevolent contraption has eight long metallic tentacles, which wave wildly throughout the room. A sharp, steel claw can be found at the end of each tentacle.*

*At the center of this horrific automaton is a large iron cauldron, which bubbles with a thick, noxious blue liquid. Streaks of dried blood cover the outside of the vat. Four metal hoses run across the floor of the room from the vat to various points on the floor, where they disappear beneath the stone tiles.*

*As you approach, sparks and bolts of electricity fly forth from the cauldron, sending spatters of the blue liquid onto the floor. The sparks and the bolts start to increase dramatically as the swarming tentacles begin to slither wildly in your direction, as if the diabolic device knows your intent to destroy it...*

This metallic abomination is the Leviathan of the Dark Mists – Sareth'tuel's ultimate instrument of death and destruction. The Leviathan is a work in progress – it started as an “ordinary” heathen idol, but Sareth'tuel plans to enhance this idol with the *Hand of Rholathar* into a being whose power rivals that of a tarrasque...or a demi-god. The process is quite slow, however – presently, the Leviathan is incapable of movement, and while stronger than other heathen idols, the metal monstrosity is far from being the terror that Sareth'tuel imagines.

Although far from complete, the Leviathan of the Dark Mists is still a formidable nemesis. It fills the entire extradimensional prison with the Mists of Merengar, and is the source of the Mists that plagued Fair Haven for so many generations. Sareth'tuel labors (with assistance from the *Hand of Rholathar*) to make the Leviathan of the Dark Mists a thousand times more powerful than it already is, capable of toppling empires with its deadly blue clouds. Although years away from reaching such levels of power, the Leviathan of the Dark Mists will certainly become a force of unimaginable evil if left unchecked.

An evil, enchanted elixir fills the vat at the heart of the Engine, which – in addition to being highly poisonous – acts as the true source of the Mists of Merengar. Destroying the vat (which has 55 hit points) eliminates the Mists once and for all. However, the Leviathan of the Dark Mists can also use the vat as a weapon (see below).

If the player characters have already destroyed the sacrificial thrones in areas 2-5, 3-4, and/or 4-3, the Leviathan of the Dark Mists appears already damaged. (This is referenced in Lord Gregor's note in area 3-7B – handout G – “*for the thrones upon which the Engine is born/Shall harm the Engine if shattered and torn*”.) The GM should make sure to reduce the Leviathan of the Dark Mists' hit points appropriately (-20 hit points for each altar destroyed).

**Tactics:** The immobility of the Leviathan of the Dark Mists limits its actions. It seeks to defend itself and the vat of magical fluid that creates the Mists of Merengar. It uses the reach of its tentacles to grab opponents, and either uses its rake/shock touch attacks to maul held victims, or drops its held opponents into its vat of deadly elixirs. It fights until destroyed.

In addition to causing the swirling mists that surround the vile construct, the bubbling liquid inside the Leviathan of the Dark Mists is poisonous and extremely deadly. Rather than raking a held oppo-

nent with its claws, the Engine may instead drop that opponent directly into the vat. If so dropped, a successful Tumble check (DC 22) will allow them to fall to the side of the vat rather than directly inside. If falling from a height, they may still take 2d6 points of normal falling damage. Victims falling inside the vat take no falling damage, but are immediately enveloped in its poisonous contents, and must make a Fortitude save (DC 26) to avoid its toxic effects. Additionally, creatures trapped in the vat must make a successful Climb check (DC 24) to scale the slippery inner walls of the vat and escape the poison.

The player characters can attack either the Leviathan of the Dark Mists's tentacles or its hose with a sunder attempt as if they were weapons. The tentacles have 20 hit points each, while the hoses have 10 hit points. If the Leviathan of the Dark Mists grapples a target with the tentacle that is being attacked, it uses a different tentacle to make its attack of opportunity against the opponent making the sunder attempt. Severing one of the tentacles deals 20 points of damage to the construct, while severing the hoses deals 10 points of damage.

If both Sareth'tuel and the Leviathan of the Dark Mists are destroyed, go to Wrapping Up: The Destruction of the Mists.

**Leviathan of the Dark Mists, advanced heathen idol:** CR 12; Huge construct; HD 21d10; hp 155; Init +1; Spd 0 ft., AC 24, touch 9, flat-footed 23; Atk +15; Grp +33; Atk Clawed tentacle +23 melee (2d8+10 plus shock touch); Full Atk 8 clawed tentacles +23 melee (2d8+10 plus shock touch); Space/Reach 10 ft./30 ft.; SA Confusion mist, improved grab, rake (+23 melee, damage 2d8+10 plus shock touch), poison, shock touch (1d8 electrical damage, Will save DC 30 resists); SQ Alignment detection, construct traits, darkvision 60 ft., immunity to cold and electricity, half damage from slashing, low-light vision, vulnerability to fire; AL LE; SV Fort +7, Ref +8, Will +7; Str 31, Dex 13, Con –, Int –, Wis 11, Cha 1.

*Alignment Detection (Su):* A heathen idol automatically detects all non-evil aligned living creatures within a 120-foot radius.

*Confusion Mist (Su):* A cloud of translucent azure mist with a radius of 10 feet surrounds a heathen idol at all times. This mist acts in a similar fashion to a confusion spell. Living creatures that breathe the vapors of this mist must make a successful Will save (DC 30), or be unable to independently determine what they will do for 2d6 rounds. Living creatures worshiping the deity or powerful creature that the heathen idol serves are

completely immune to the effects of the mist, as are devils and living creatures that have devilish blood coursing through their veins. The save DC is Strength-based. Roll on the following table at the beginning of each affected subject's turn each round to see what the subject does in that round.

d%	Behavior
01-10	Act normally.
11-50	Do nothing but babble incoherently.
51-70	Flee away from heathen idol at top possible speed.
71-100	Attack nearest creature (familiars count as part of the subject's self).

*Improved Grab (Ex):* To use this ability, a heathen idol must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

*Poison (Ex):* Injury, Fortitude DC 30, initial and secondary damage 3d6 Con. The save DC is Strength-based.

## Wrapping Up: The Destruction of the Mists

Read or paraphrase the following:

*The mists swirling around the broken monstrosity dissipate as a cold breeze suddenly fills the room, sweeping aside their evil influence in a final gasp. The ruins of the strange machine burst into flame, leaving nothing but a blackened metallic husk of evil.*

*A shimmering portal of blazing energy opens before you, floating in the air. Through the portal, you can see the streets of Fair Haven, as the sun rises over the peaceful town. It is a new day, and all appears to be well again.*

*As you step through the portal, you hear a deep, "Thank you for destroying Sareth'tuel and his Heathen Engine," chuckles the voice. "It gives me great pleasure to see my enemies destroyed. Perhaps one day our paths shall cross – now that I have seen your swords and spells put to the test, I know that you would prove worthy adversaries."*

*And with that, you find yourselves back in Fair Haven. The Mists of Merengar are gone forever, and the town is safe. For the moment...*

**THUS END THE MISTS OF MERENGAR**

## Rewards

Reward experience normally for combat and traps in adventure. In addition, you may elect to award bonus XP to the party for exceptional action and heroic accomplishments. Use the list below as a guideline for awarding bonus experience points.

Action	XP Bonus
Solve the riddle in area 1-2	250 XP
Recover the parchment in area 1-7	200 XP
Open the portal to Sareth'tuel's prison	200 XP
Attack erinyes in 2-3 without entering cage	500 XP
Solve the riddle in area 2-7	250 XP
Solve the riddle in area 3-8	250 XP
Destroy sacrificial thrones (areas 2-5, 3-4, 4-3)	200 per
Defeat Sareth'tuel	500 XP
Destroy the Leviathan of the Dark Mists	500 XP

## Further Adventures

Once the player characters defeat Sareth'tuel and his evil plans, here are some additional ideas for further adventures once the player characters return to Fair Haven:

- Although Sareth'tuel has been vanquished, his renegade faction of sahuagin followers still represents a threat to Fair Haven and other nearby coastal towns. Rumors of an imminent sahuagin invasion run rampant throughout the land. Using the maps found with the priestess R'Chethal, the player characters decide to confront the sahuagin and defeat them upon the high seas.
- The Leviathan of the Dark Mists lies broken, and its deadly blue mists no longer flow through the streets of Fair Haven. However, the villagers can still feel their evil effects. The Dorian Barrows – an ancient cemetery built just north of Fair Haven, has always been an ominous place of dread. Now, sightings of the walking dead have been reported along this boundary between the cemetery and the town. Did the Mists cause the dead to rise? There is only one way for the player characters to find out...



# Appendix 1: New Monsters

## HEATHEN IDOL

### Large Construct

**Hit Dice:** 10d10+30 (85 hp)  
**Initiative:** +2  
**Speed:** 30 ft. (6 squares), fly 30 ft. (good)  
**Armor Class:** 23 (+2 Dex, -1 size, +12 natural), touch 11, flat-footed 21  
**BAB/Grapple:** +7/+17  
**Attack:** Claw +12 melee (2d8+6 plus shock touch)  
**Full Attack:** 2 claws +12 melee (2d8+6 plus shock touch)  
**Space/Reach:** 10 ft./10 ft.  
**Special Attacks:** Confusion mist, improved grab, quick strike, rake, shock touch  
**Special Qualities:** Alignment detection, construct traits, darkvision 60 ft., immunity to cold and electricity, half damage from slashing, low-light vision, vulnerability to fire  
**Saves:** Fort +3, Ref +5, Will +3  
**Abilities:** Str 23, Dex 15, Con —, Int —, Wis 11, Cha 1  
**Skills:** —  
**Feats:** —  
**Environment:** Any  
**Organization:** Solitary or gang (2-4)  
**Challenge Rating:** 8  
**Treasure:** None  
**Alignment:** Any evil  
**Advancement:** 11-18 HD (Large); 19-32 HD (Huge)  
**Level Adjustment:** —

*These evil constructs resemble large, humanoid armored angels with giant steel wings. They stand 10 feet tall, and weigh 2,200 pounds.*

Forged by the power of forgotten magicks, heathen idols are the automaton servants of supreme beings of great evil. They can only be created by an evilly-aligned deity, or a magical artifact created by such a deity. In addition to powerful spells, a sacrifice of blood is necessary to bring a heathen idol into existence. Once created, the evil constructs serve the whims of their creators, and are typically used as guardians in evil temples or tombs.

### COMBAT

Heathen idols serve the orders of their evil creators, no matter how strange or outlandish. If left with no specific instruction to defend or serve their masters, they attack any non-evil aligned creature that they happen to



encounter without hesitation. They charge into melee with their quick strike, grabbing their foes and raking them with their claws. They fight until destroyed, unless otherwise instructed.

**Alignment Detection (Su):** A heathen idol automatically detects all non-evil aligned living creatures within a 120-foot radius.

**Confusion Mist (Su):** A cloud of translucent azure mist with a radius of 10 feet surrounds a heathen idol at all times. This mist acts in a similar fashion to a *confusion* spell. Living creatures that breathe the vapors of this mist must make a successful Will save (DC 21), or be unable to independently determine what they will do for 2d6 rounds. Living creatures worshiping the deity or powerful creature that the heathen idol serves are completely immune to the effects of the mist, as are devils and living creatures that have devilish blood coursing through their veins. The save DC is Strength-based. Roll on the following table at the beginning of each affected subject's turn each round to see what the subject does in that round.

d%	Behavior
01-10	Act normally.
11-50	Do nothing but babble incoherently.
51-70	Flee away from heathen idol at top possible speed.
71-100	Attack nearest creature (familiar count as part of the subject's self).

**Improved Grab (Ex):** To use this ability, a heathen idol must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

**Quick Strike (Ex):** If a heathen idol charges a foe, it can make a full attack, including two rake attacks.

**Rake (Ex):** Attack bonus +12 melee, damage 2d8+6 plus shock touch.

**Shock Touch (Su):** Any opponent struck by a heathen idol's glowing claws must succeed on a DC 21 Fortitude save or take an additional 1d8 points of electrical damage, in addition to any standard damage dealt by the idol. The save DC is Strength-based.

## SCOURGE CORPSE

A scourge corpse is an undead creature forced to endure eternal torment, and is in a constant state of unrelenting physical and mental pain. The creature is placed in this horrible condition either by a vengeful deity, or by a powerful artifact created by beings of immense power. This process is long and dangerous, requiring intricate rituals and the combined casting of many powerful spells (*blasphemy*, *destruction*, *geas/quest*, *resurrection*, *soul bind*) that may take days to complete. A scourge corpse has no choice regarding its tragic state of existence – its body and soul are dragged back from the dead, so that its unforgiving creator can watch the creature squirm in unending agony until the end of time. The creature is in constant physical and mental pain. Only the creator of the scourge corpse can end this hellish existence for the creature; otherwise it can never truly die and rest in peace.

A scourge corpse appears similar to the way it did in life. The most noticeable differences are that the creature's eyes are brutally torn out. However, the scourge corpse can still "see" as it did in life through magical means. Thousands of jagged cuts appear on its pale, undead flesh, with streams of blood constantly streaming from these unending wounds and pooling beneath its body.

## CREATING A SCOURGE CORPSE

"Scourge corpse" is an acquired template that can be added to any humanoid creature (referred to hereafter as the base creature). A scourge corpse has all the base creature's statistics and special abilities except as noted here.

**Size and Type:** The creature's type changes to undead. Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.



**Hit Dice:** Increase all current and future Hit Dice to d12s.

**Armor Class:** A scourge corpse has a +2 natural armor bonus or the base creature's natural armor bonus, whichever is greater.

**Attack:** A scourge corpse has a touch attack that it can use once per round. If the base creature can use weapons, the scourge corpse retains this ability. A creature with natural weapons retains those natural weapons. A scourge corpse fighting without weapons uses either its touch attack or its primary natural weapon (if it has any). A scourge corpse armed with a weapon uses its touch or a weapon, as it desires.

**Full Attack:** A scourge corpse fighting without weapons uses either its touch attack (see above) or its natural weapons (if it has any). If armed with a weapon, it usually uses the weapon as its primary attack along with a touch as a natural secondary attack, provided it has a way to make that attack (either a free hand or a natural weapon that it can use as a secondary attack).

**Damage:** A scourge corpse without natural weapons has a touch attack that uses negative energy to deal 1d6+6 points of damage to living creatures; a Will save (DC 10 + 1/2 scourge corpse's HD + scourge corpse's Cha modifier) halves the damage. Additionally, a creature struck by a scourge corpse's touch attack may be subject to effects from its energy drain (see below). A scourge corpse with natural weapons can use its touch attack or its natural weaponry, as it prefers. If it chooses the latter, it deals 1d6+6 points of extra damage on one natural weapon attack.

**Special Attacks:** A scourge corpse retains all the base creature's special attacks and gains those described below. Save DCs are equal to 10 + 1/2 scourge corpse's HD + scourge corpse's Cha modifier unless otherwise noted.

**Chill Aura (Su):** Scourge corpses are constantly shrouded in an aura of deathly cold negative energy. All living creatures within a 30-foot radius of the scourge

corpse must succeed on a Will save or take 2d6 points of cold damage every round that they remain inside the aura. A creature that successfully saves cannot be affected again by the same scourge corpse's aura for 24 hours; creatures failing this save continue to take damage if they leave the aura and then return back inside its range.

**Energy Drain (Su):** Living creatures hit by a scourge corpse's touch attack (or any other natural weapon the scourge corpse might possess) gain two negative levels. For each negative level bestowed, the scourge corpse gains 5 temporary hit points. A scourge corpse can use its energy drain ability once per round.

**Spells:** A scourge corpse can cast any spells that it could cast while alive.

**Special Qualities:** A scourge corpse retains all the base creature's special qualities and gains those described below.

**Damage Reduction (Su):** A scourge corpse's undead body is tough, giving the creature damage reduction 5/bludgeoning and silver. Its natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

**Immunities (Ex):** Scourge corpses have immunity to cold, electricity, fire, and mind-affecting attacks.

**Rejuvenation (Su):** It is virtually impossible to destroy a scourge corpse through simple combat. Even if its physical form is completely destroyed, the creature regenerates its corporeal form in 4d6 days. The only way for a scourge corpse to be completely destroyed is for its creator to release the creature from the magic that binds it in eternal damnation.

**Turn Resistance (Ex):** A scourge corpse has +4 turn resistance.

**Abilities:** Increase from the base creature as follows: Str +4, Wis +2, Cha +2. Being undead, a scourge corpse has no Constitution score.

**Skills:** Scourge corpses have a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks. Otherwise, same as the base creature.

**Organization:** Solitary or troupe (1 scourge corpse, plus 2-4 ghouls)

**Challenge Rating:** Same as the base creature +2.

**Treasure:** Standard

**Alignment:** Any evil.

**Advancement:** By character class.

**Level Adjustment:** Same as the base creature +4.

## SHAMBLING SKULLPILE

### Huge Undead

**Hit Dice:** 10d12 (65 hp)

**Initiative:** +5

**Speed:** 40 ft. (8 squares)

**Armor Class:** 17 (+1 Dex, -2 size, +8 natural), touch 9, flat-footed 16

**BAB/Grapple:** +5/+19

**Attack:** Bite +9 melee (2d6+6)

**Full Attack:** Bite +9 melee (2d6+6) and 2 slams +7 melee (1d8+3)

**Space/Reach:** 15 ft./15 ft.

**Special Attacks:** Battle frenzy, skullstorm

**Special Qualities:** Damage reduction 5/magic, dark-vision 60 ft., undead traits, +4 turn resistance

**Saves:** Fort +3, Ref +4, Will +8

**Abilities:** Str 23, Dex 13, Con –, Int 12, Wis 12, Cha 8

**Skills:** Climb +13, Hide +6, Jump +12, Move Silently +12, Search +12, Spot +14, Swim +10

**Feats:** Improved Initiative, Multiattack, Power Attack, Snatch

**Environment:** Any underground

**Organization:** Solitary or gang (2-4)

**Challenge Rating:** 8

**Treasure:** Standard

**Alignment:** Always chaotic evil

**Advancement:** 11-16 HD (Huge); 17-24 HD (Gargantuan)

**Level Adjustment:** –

*This animated pile of humanoid skulls takes the rough form of a large humanoid, towering well over 15 feet tall.*

A shambling skullpile is an undead monstrosity, formed from the many skulls of ritually sacrificed creatures. The horror and torment of these sacrificed victims form a maelstrom of psychic energies, which take a physical form by animating and possessing skulls into a rough humanoid form. Shambling skullpiles are intelligent, although extremely erratic – their personalities are an amalgamation of the souls sacrificed to create the creature, and tend to follow the whims of the strongest personalities. They lurk near the altars or temples where they were once sacrificed, or by cemeteries containing the rest of their remains.

## COMBAT

Shambling skullpiles are straightforward fighters, throwing skulls at their enemies as they charge into combat. They unleash the fury of their skullstorm attack on their foes first, and then resort to entering melee in a state of battle frenzy.

**Battle Frenzy (Ex):** Once per day, a shambling skulldump can work itself into a battle frenzy similar to the barbarian's rage (+4 Strength, +2 morale bonus on Will saves, -2 AC penalty). The frenzy lasts for 6 rounds, and the shambling skulldump suffers no ill effects afterward.

**Skullstorm (Su):** Once per day, a shambling skulldump can unleash a volley of dozens of skulls from its undead body in a deadly attack as a full-round action. This attack is a 30 foot cone. In addition to 3d6 points of damage (DC 18 Reflex save for half damage), any creature struck by the skullstorm that fails a DC 18 Fortitude save continues to take 1d6 points of damage per round for an additional 1d4 rounds, due to the magical biting skulls that have attached themselves to the target's flesh. Any sort of magical cure spell or spell-like effect or a DC 20 Heal check stops this additional biting damage. Also, any victim struck by this attack may also spend a full action prying the skulls away from armor, flesh, and bone, which also ends the additional biting damage.

## The Hand of Rholathar

This artifact, forged in the deepest pits of Hell, allows powerful devils or worshippers of devils to create a heathen idol. It is a mighty wooden rod, four inches in diameter and six feet long. Five golden bands wrap around the circumference of the rod, and the entire length of its wooden surface is inscribed with dark incantations written in the Infernal tongue. Only lawful evil creatures with 14 HD or more can fully utilize all of the Hand's powers and abilities. Living creatures not of evil alignment cannot use any of the artifact's abilities – additionally, should they attempt to even hold or use the Hand of Rholathar, must make a successful Will save (DC 30) or take 4d6 hit points of damage.

Any evil wielder of the Hand of Rholathar can use its two primary abilities – *fireball*, which can be used three times per day, and *cloudkill*, which can be used once per day. It can also be used as a +2 *quarterstaff* in combat. Lawful evil creatures with 14 HD or more can also use the Hand to create heathen idols. The exact art of creating a heathen idol with the Hand is not known, although the process is thought to take many weeks and involve the ritual sacrifice of living creatures.

Strong conjuration; CL 12th; Weight 1 lb, Price 91,500 gp.

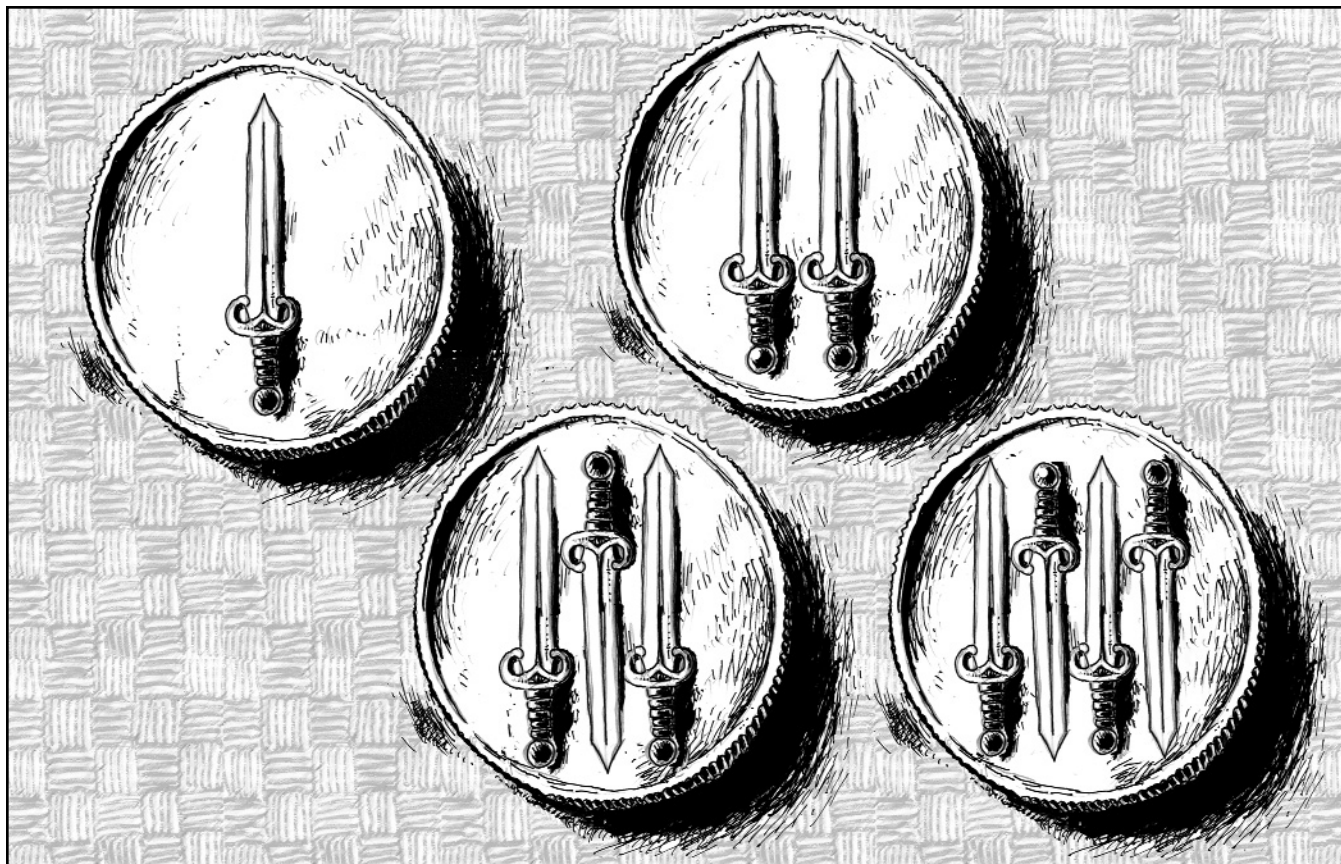
## Appendix 2: Player Handouts

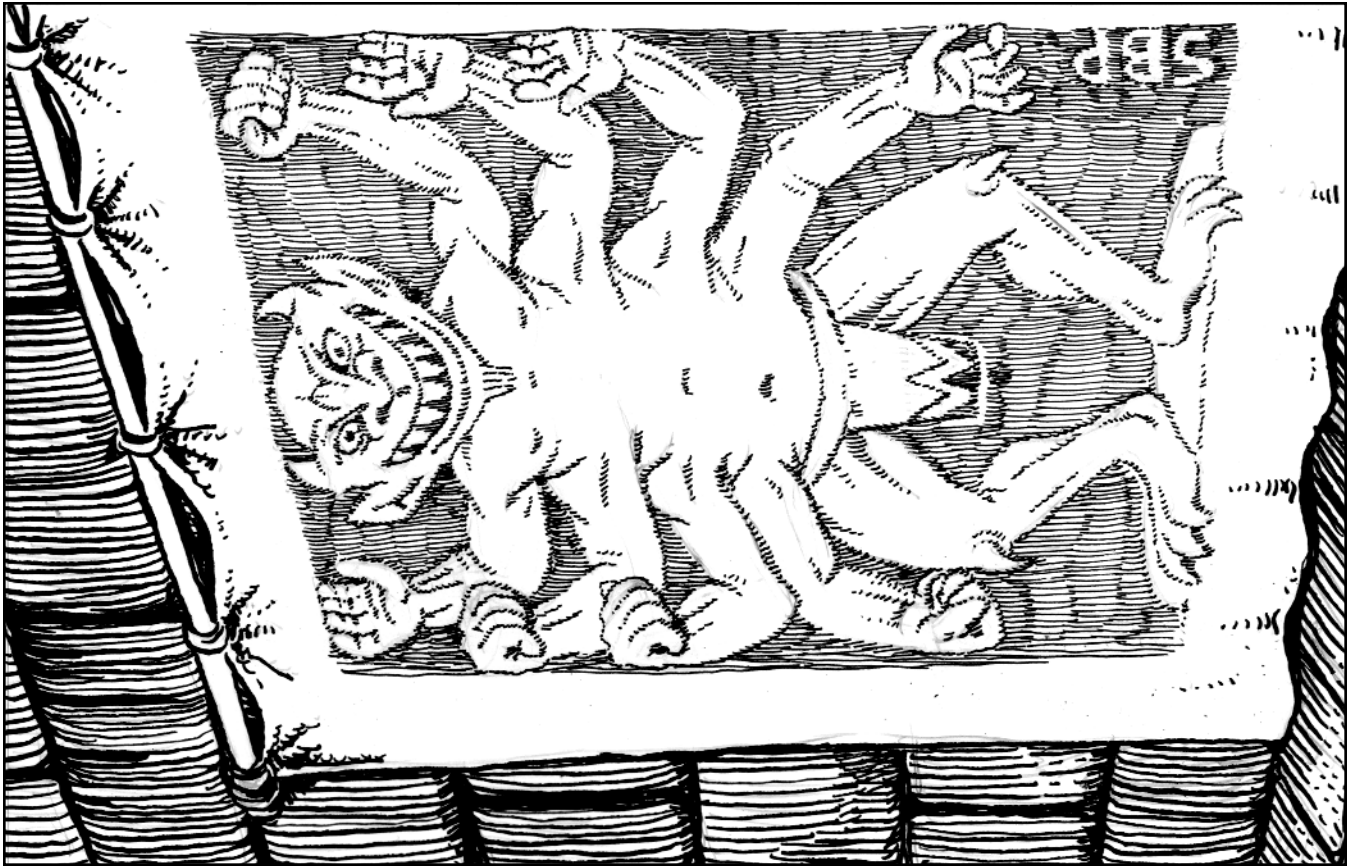
*The angel lies, and the devil cries,  
For loss, and for misery  
Tears, they rise, from three bright eyes,  
Of blood, of envy, and sea  
Open these eyes with three jewels that defy  
The dark lord of insanity  
Watch the angel arise as the devil dies  
And chain rampant mists once free*

*Followers of Sareth'tuel, Take Heed!  
 The Coming of Our Savior is At Hand!  
 When the Conjunction of the Three Burns Across the Night Sky,  
 Open the Gateway to His Prison!  
 He Shall Return, as Promised, to Lead Us to Glory!  
 Permit None to Open the Gateway Prior to the Conjunction!  
 Doing So Shall Forever End the Holy Mists,  
 And Leave Our Savior Eternally Trapped in His Prison!  
 Permit None to Open the Gateway Prior to the Conjunction!*

Trim along dotted line.

Permission granted to photocopy this page for personal use.



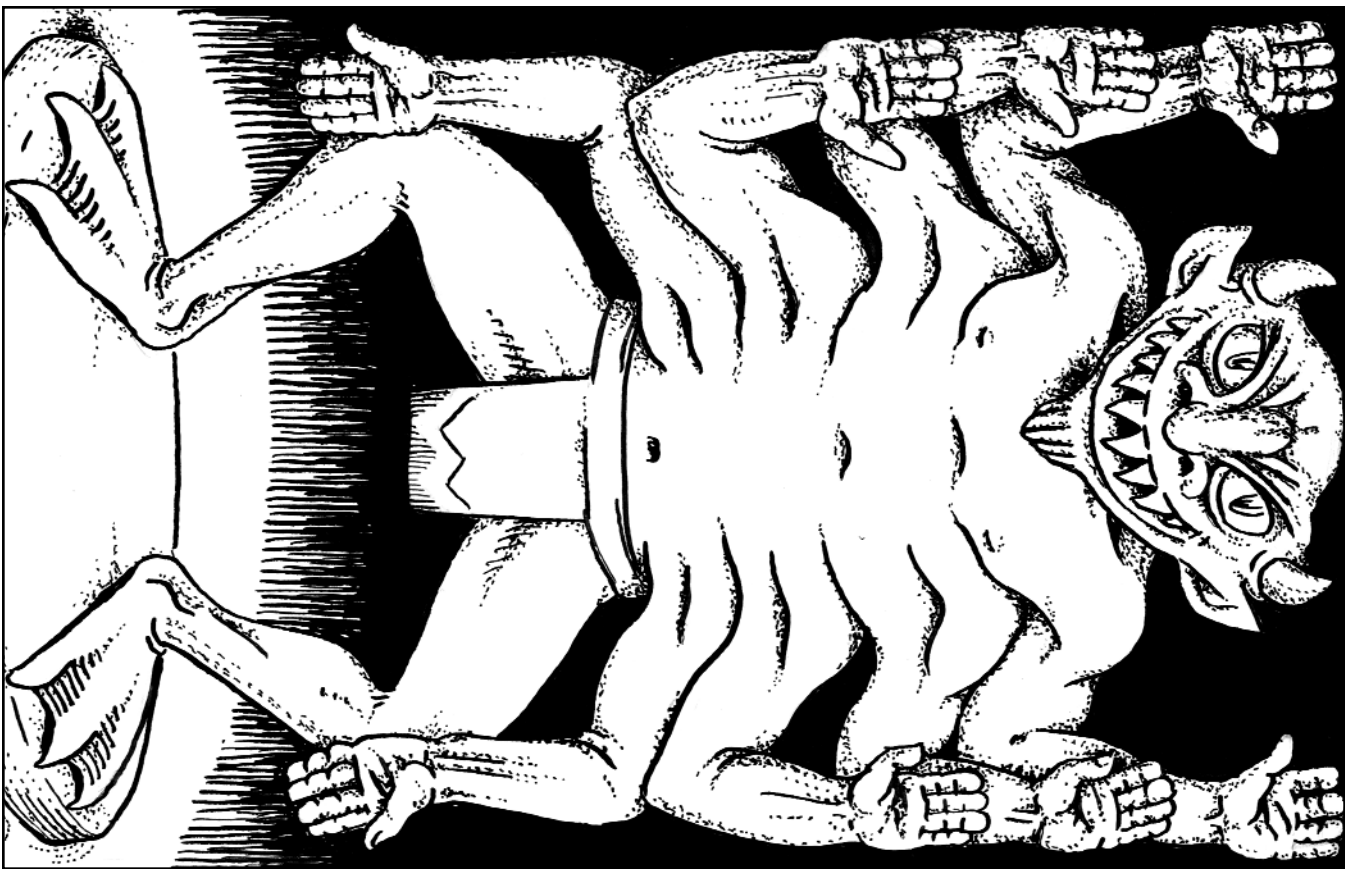


Trim along dotted line.

Permission granted to photocopy this page for personal use.

*"Prisoners ye seek, and prisoners ye find,  
Flawed gems shall be your last key -  
Four unblinking eyes, all red, rich, and blind,  
Reveal the path that finally sets ye free."*

## Players' Handout F



Trim along dotted line.

Permission granted to photocopy this page for personal use.

## Players' Handout G

To Whomever finds This -

Once, I was Lord Gregor Mberengar. In life I was proud and foolish - like a moth to the flame, I tempted danger and death, and was burned for my folly. Through sorcerous means I sought to rule the dark creatures known as Devils ... but so blind was my desire, I failed to realize that such a desire was akin to dousing the fires of the sun. The price for my hubris is my undead existence, cursed never to die as a scourge corpse, eternally tormented by those I once sought to rule. For my crimes brought upon by my quest for power and my vanity, I beseech your forgiveness, and only hope that one day I can atone for my sins.

To you, o noble soul, I pass along only this little wisdom that I have gained whilst suffering in this cell. The mists represent the power of Sareth'tuel, the osylath whom I once sought to control so many years ago. Though Sareth'tuel is but a prisoner himself - he rots elsewhere in this very prison, at the whim of the Devil Lord Zaggorca - his ambitions know no bounds, and he labors in secret to ascend to the thrones of hell as rightful Lord and Master. The fruit of Sareth'tuel's labors is called the Deathen Engine, and it spews the mists forth upon the world in service to its creator. Unless Sareth'tuel and his accursed Engine are destroyed by the righteous and good, I fear that he may succeed in his mad Dreams of Domination.

Know this, though - if it is the destruction of Sareth'tuel and his Engine that you seek, look to their three brass thrones that hide elsewhere in this prison. The thrones that gave birth to the Deathen Engine can also destroy the malevolent contraption, or at least aid in its untimely demise. For the thrones upon which the Engine is born ... shall harm the Engine if shattered and torn.

May the gods forgive my sins, and may they bless you all in your coming battles.

Even in death, I remain -

Lord Gregor Mberengar



## Appendix 3: Pregenerated Characters

Character	Urrigar	Vomisa	Brutal Steve	Thailon	Aymeric	Ciastralle
Sex	M	F	M	M	M	F
Race	Human	Half-Elf	Human	Dwarf	Human	Human
Class/Level	Cleric 7	Rogue 7	Fighter 7	Wizard 7	Paladin 7	Sorcerer 7
Size	Medium	Medium	Medium	Medium	Medium	Medium
Height	5' 10"	5' 11"	6' 4"	4' 3"	6' 5"	5' 8"
Weight	186 lb.	141 lb.	275 lb.	173 lb.	253 lb.	133 lb.
Alignment	LG	CG	NG	LN	LG	CG
AC	20	19	21	13	22	15
Touch AC	9	13	11	11	11	13
Flat-footed AC	20	19	21	13	21	12
Hit Points	60	36	64	46	57	30
Speed	20 ft.	30 ft.	20 ft.	20 ft.	20 ft.	30 ft.
Initiative	-1	+7	+6	-1	+5	+3
Strength	15	11	18	14	17	11
Dexterity	8	17	11	9	13	16
Constitution	14	13	15	19	15	13
Intelligence	11	12	13	18	10	10
Wisdom	16	13	13	10	13	9
Charisma	13	14	9	12	15	18
Fort Save	+7	+3	+7	+6	+9	+3
Ref Save	+1	+8	+2	+1	+5	+5
Will Save	+8	+3	+3	+5	+5	+4
Armor	+1 full plate, heavy shield (steel)	+1 studded leather armor, +1 buckler	+1 full plate, heavy shield (steel)	+2 bracers armor, +2 ring of protection	+1 full plate, masterwork heavy shield (steel)	+1 bracers of armor, +1 ring of protection
Spells Per Day	6/5+1/4+1/3+1/2			4/5/4/3/2	-/2	6/6+1/6+1/4+1
Melee Bonus	+7	+5	+11	+5	+10	+3
Ranged Bonus	+4	+8	+7	+2	+8	+6
Damage Adj	+2	+0	+4	+2	+3	+0
Base Atk	+5	+5	+7	+3	+7	+3
Grapple	+7	+5	+11	+5	+10	+3
Number of Atks	1	1	2	1	2	1

### Domains & Spells Known

<b>Urrigar</b>	Healing, Good
<b>Thailon</b>	0 – acid splash, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue; 1st – burning hands, detect secret doors, enlarge person, feather fall, identify, mage armor, magic missile, ray of enfeeblement; 2nd – darkvision, hypnotic pattern, knock, spectral hand; 3rd – gentle repose, fireball, invisibility sphere, lightning bolt; 4th – animate dead, greater invisibility.
<b>Aymeric</b>	1st – bless, bless water, bless weapon, create water, cure light wounds, detect poison, detect undead, divine favor, endure elements, lesser restoration, magic weapon, protection from chaos, protection from evil, read magic, resistance, virtue.
<b>Ciastralle</b>	0 – acid splash, detect magic, flare, light, message, read magic, resistance; 1st – detect secret doors, magic missile, mage armor, shield; 2nd – cat's grace, levitate, web; 3rd – haste, lightning bolt.

### Skills & Feats

	Skills	Feats
<b>Urrigar</b>	Concentration +12, Diplomacy +7, Heal +6, Knowledge (Religion) +10	Combat Casting, Extra Turning, Improved Initiative, Improved Turning, Martial Weapon Proficiency (heavy mace), Weapon Focus (heavy mace)

<b>Vomisa</b>	Bluff +7, Climb +5, Decipher Script +6, Disable Device +9, Escape Artist +4, Gather Information +8, Intimidate +11, Listen +2, Move Silently +10, Open Lock +11, Search +12, Sense Motive +11, Spot +12, Tumble +13, Use Magic Device +9, Use Rope +10	Dodge, Improved Initiative, Mobility
<b>Brutal Steve</b>	Climb +7, Handle Animal +4, Intimidate +4, Jump +1, Ride +7, Swim –5	Cleave, Dodge, Great Cleave, Improved Initiative, Mobility, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword)
<b>Thailon</b>	Appraise +5, Concentration +14, Craft (armorsmithing) +4, Craft (blacksmithing) +4, Craft (stonemasonry) +4, Craft (weaponsmithing) +4, Decipher Script +14, Intimidate +2, Knowledge (arcana) +14, Knowledge (dungeoneering) +6, Knowledge (history) +8, Knowledge (the Planes) +14, Profession (miner) +2, Spellcraft +16	Combat Casting, Enlarge Spell, Scribe Scroll, Spell Focus (necromancy)
<b>Aymeric</b>	Concentration +10, Diplomacy +10, Handle Animal +4, Heal +3, Ride +9, Sense Motive +3	Combat Casting, Improved Initiative, Improved Shield Bash, Weapon Focus (longsword)
<b>Ciastralle</b>	Concentration +11, Knowledge (arcana) +10, Spellcraft +10	Point Blank Shot, Precise Shot, Empower Spell, Great Fortitude

## Weapons & Equipment

	Weapons	Magic Items	Other Items
<b>Urrigar</b>	+1 heavy mace, masterwork heavy crossbow, 20 crossbow bolts	<i>2 potions of cure serious wounds, potion of shield of faith +2, ring of the ram</i>	Backpack with waterskin, one day's trail rations, bedroll, flint and steel, 10 torches, bolt case, silver holy symbol of Justicia
<b>Vomisa</b>	+2 rapier, masterwork light crossbow, 20 crossbow bolts	<i>Cloak of the bat, potion of haste, potion of cure serious wounds</i>	Backpack with waterskin, one week's trail rations, bedroll, flint and steel, 10 candles, bolt case, masterwork thieves' tools, 50 ft. rope
<b>Brutal Steve</b>	+2 bastard sword, masterwork short sword, masterwork heavy crossbow, 20 crossbow bolts	<i>Oil of invisibility, ring of evasion</i>	Backpack with waterskin, one week's trail rations, bedroll, flint and steel, bolt case, hammer and 10 spikes
<b>Thailon</b>	+1 dagger, masterwork quarter-staff, masterwork light crossbow, 20 crossbow bolts	<i>Necklace of fireballs type III, staff of fire</i>	Backpack with waterskin, one week's trail rations, bedroll, sack, flint and steel, 10 candles, bolt case, map case, 30 pages of parchment, ink, ink pen, spell component pouch, spellbook
<b>Aymeric</b>	+2 longsword, masterwork dagger, masterwork heavy crossbow, 20 crossbow bolts	<i>Potion of cure moderate wounds, potion of gaseous form</i>	Backpack with waterskin, one day's trail rations, bedroll, flint and steel, 10 torches, bolt case, silver holy symbol of Justicia
<b>Ciastralle</b>	+1 morningstar, masterwork quarterstaff, masterwork light crossbow, 20 crossbow bolts	<i>Cloak of elvenkind, potion of cure moderate wounds, potion of gaseous form</i>	Backpack with waterskin, one week's trail rations, bedroll, flint and steel, bolt case, 10 candles, spell component pouch

This printing of *Dungeon Crawl Classics #40: Devil in the Mists* is done under version 1.0 of the Open Gaming License, version 5 of the D20 System Trademark License, version 4 of the D20 System Trademark Logo Guide, and the System Reference Document by permission from Wizards of the Coast, Inc. Subsequent printings will incorporate final versions of the license, guide and document.

**Designation of Product Identity:** The following items are hereby designated as Product Identity in accordance with Section 1(e) of the Open Game License, version 1.0: Any and all *Dungeon Crawl Classics* logos and identifying marks and trade dress; all proper nouns, monster names, NPC names, geographic terms, capitalized terms, italicized terms, artwork, maps, symbols, depictions, and illustrations, except such elements that already appear in the System Reference Document.

**Designation of Open Content:** Subject to the Product Identity designation above, all NPC, creature, and trap statistic blocks are designated as Open Gaming Content, as well as all spell names, weapon statistics, and other elements that are derived from the System Reference Document. No art or illustration is open content.

Some of the portions of this book which are delineated OGC originate from the System Reference Document and are copyright © 1999, 2000 Wizards of the Coast, Inc. The remainder of these OGC portions of these book are hereby added to Open Game Content and, if so used, should bear the COPYRIGHT NOTICE "*Dungeon Crawl Classics #40: Devil in the Mists*, by Michael Ferguson, Copyright 2006 Goodman Games (contact [goodmangames@mindspring.com](mailto:goodmangames@mindspring.com), or see [www.goodman-games.com](http://www.goodman-games.com))".

*Dungeon Crawl Classics #40: Devil in the Mists* is copyright © 2006 Goodman Games.

*Dungeons & Dragons* ® and *Wizards of the Coast* ® are Registered Trademarks of Wizards of the Coast, and are used with Permission. Open game content may only be used under and in the terms of the Open Game License.

'd20 System' and the 'd20 System' logo are Trademarks owned by Wizards of the Coast and are used according to the terms of the d20 System License version 1.0. A copy of this license can be found at [www.wizards.com](http://www.wizards.com).

#### OPEN GAME LICENSE Version 1.0a

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions:  
(a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content;  
(b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted;

(c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute;  
(d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPY-

RIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE  
**Open Game License v 1.0**  
Copyright 2000, Wizards of the Coast, Inc.

**System Rules Document**  
Copyright 2000 Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, based on original material by E. Gary Gygax and Dave Arneson.

**Dungeon Crawl Classics #40: Devil in the Mists**, by Michael Ferguson, Copyright 2006 Goodman Games (contact [goodmangames@mindspring.com](mailto:goodmangames@mindspring.com), or see [www.goodman-games.com](http://www.goodman-games.com)).

## Ready for the Next Adventure?

Stand-alone, world-neutral, and 3.5 compatible: the *Dungeon Crawl Classics* line has an adventure for every level and every campaign. Use the adventure finder below to find the next adventure for your campaign. We're adding new adventures every month – check [www.goodman-games.com](http://www.goodman-games.com) for the latest additions!

Level	Number and Title
0	#0: Legends are Made, not Born #35A: Halls of the Minotaur
1	#2: Lost Vault of Tsathzhar Rho #29: The Adventure Begins
1-3	#1: Idylls of the Rat King * #24: Legend of the Ripper * #28: Into the Wilds #41: Lost Arrows of Aristemis
1-13	#14: Dungeon Interludes
2	#11: The Dragonfiend Pact * #31: The Transmuter's Last Touch
2-3	#42: Secret of the Stonearm
3-5	#3: The Mysterious Tower #36: Talons of the Horned King
4-6	#17: Legacy of the Savage Kings #26: The Scaly God #27: Revenge of the Rat King * #35B: Thief Lord's Vault #37: The Slithering Overlord
5-7	#7: Secret of Smuggler's Cove † #23: The Sunken Ziggurat
6-8	#10: The Sunless Garden #16: Curse of the Emerald Cobra #20: Shadows in Freeport * #34: Cage of Delirium
7-8	#5: Aerie of the Crow God *
7-9	#8: Mysteries of the Drow #19: The Volcano Caves #38: Escape from the Forest of Lanterns #40: Devil in the Mists †
8-10	#6: Temple of the Dragon Cult
9-11	#12: The Blackguard's Revenge #25: Dread Crypt of Srihoz
10	#30: Vault of the Dragon Kings *
10-12	#4: Bloody Jack's Gold †
11-13	#12.5: The Iron Crypt of the Heretics *
12-13	#18: Citadel of the Demon Prince
12-14	#21: Assault on Stormbringer Castle
14-15	#15: Lost Tomb of the Sphinx Queen **
14-16	#22: The Stormbringer Juggernaut † #32: Golden Palace of Zahadran **
15	#13: Crypt of the Devil Lich *, *
21-24	#33: Belly of the Great Beast

\* Urban \*\* Desert † Aquatic/Coastal \* "Best Adventure" nominee/winner

\* Gen Con tournament module (compare your score to the Gen Con winners!)

1  
N



## Part 4: The Prison of Sareth'tuel, Lair of the Renegade Devil

