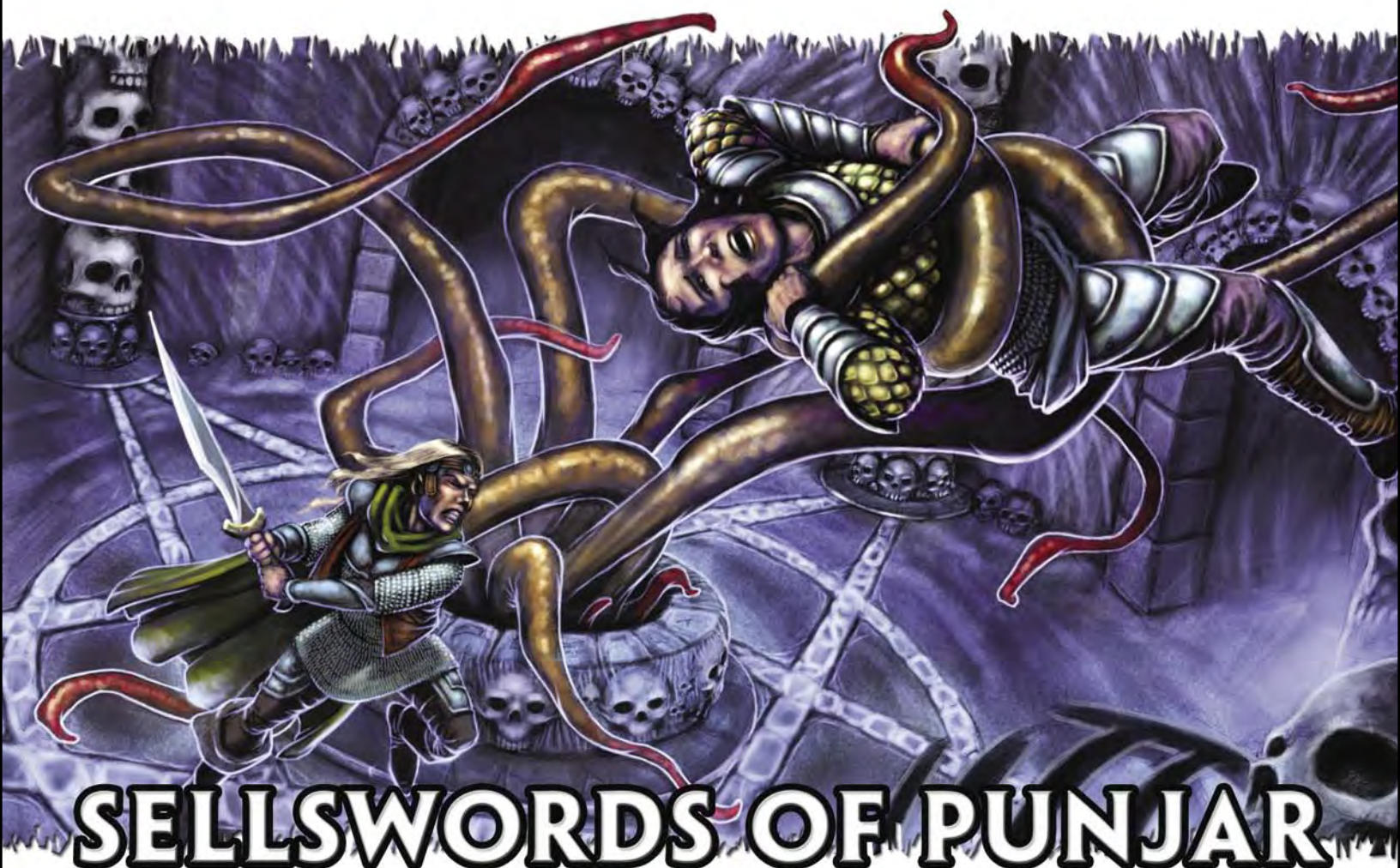


# DUNGEON CRAWL CLASSICS

53



## SELLSWORDS OF PUNJAR

BY HARLEY STROH  
AN ADVENTURE FOR CHARACTER LEVEL 1





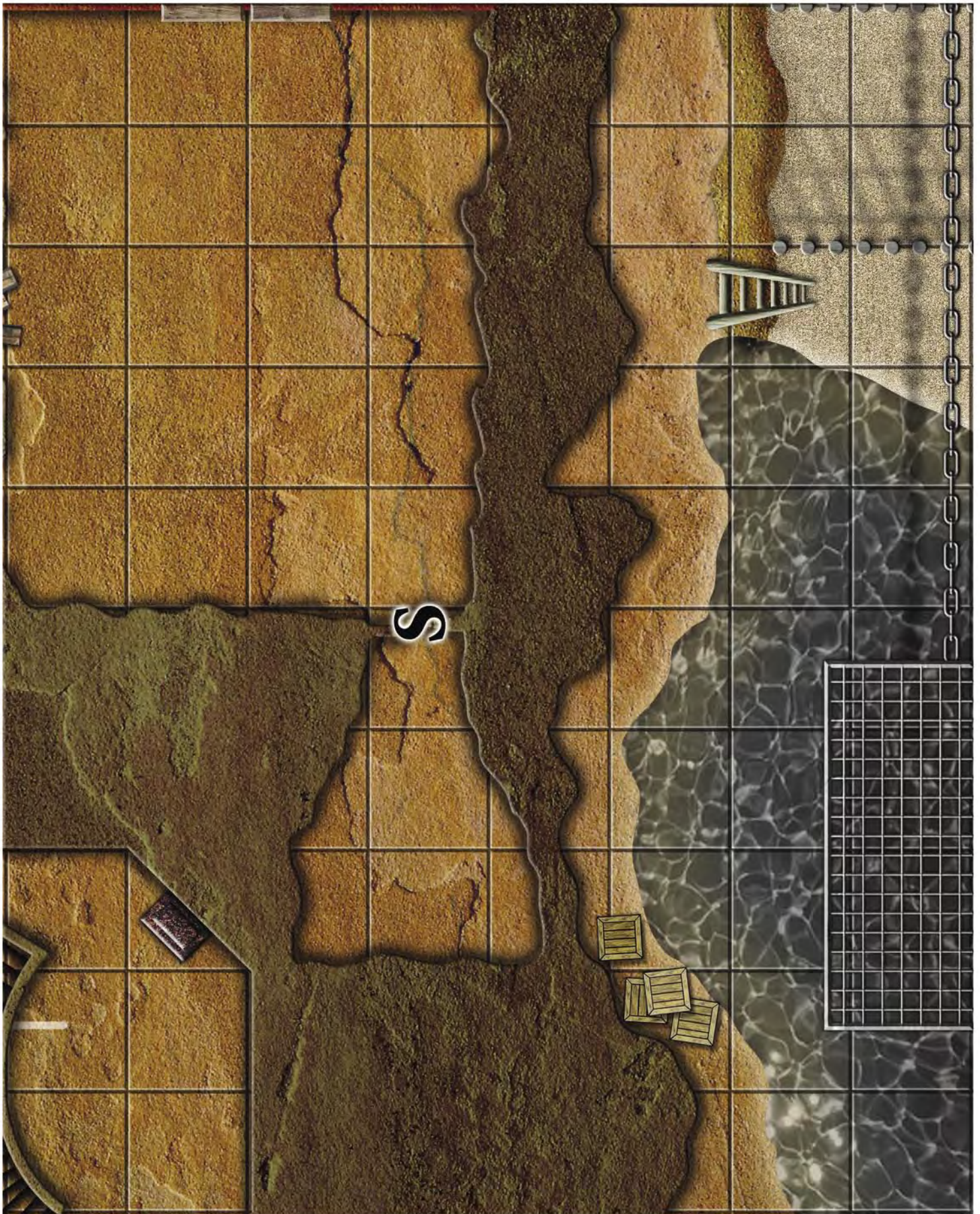
# PUNJAR

## THE TARNISHED JEWEL

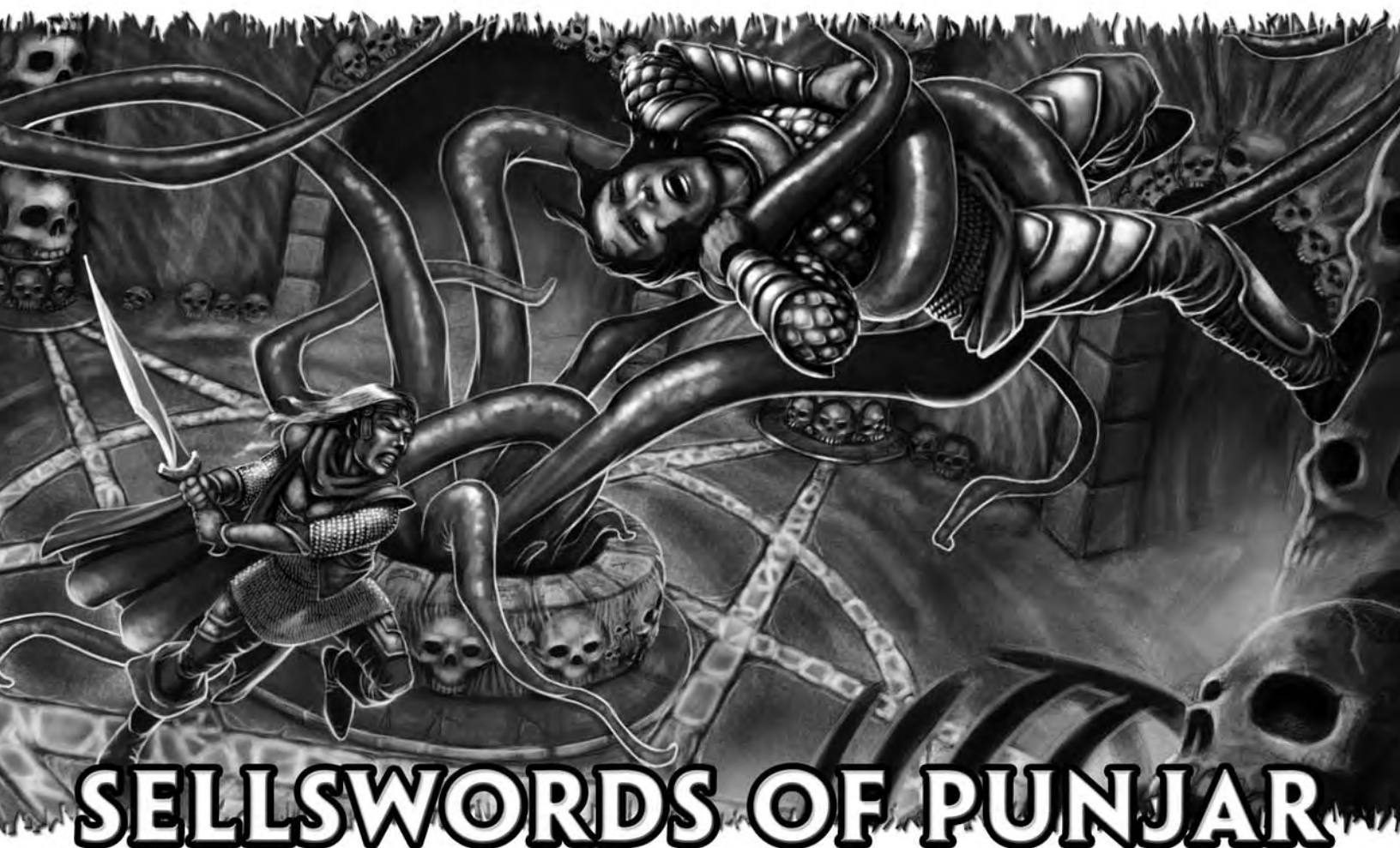




When the characters discover area 2-5B, place this map tile over the battle map.







# SELLSWORDS OF PUNJAR

**AN ADVENTURE FOR CHARACTER LEVELS 1-3**

**BY HARLEY STROH**

**Additional Writing:** Aeryn "Blackdirge" Rudel

**Editing:** Aeryn "Blackdirge" Rudel

**Proofreading:** Joseph Goodman

**Cover Art:** Eric Lofgren

**Interior Art:** Doug Kovacs

**Cartography:** Jeremy Simmons

**Art Direction:** jim pinto

**Dungeon Crawl Classics Line Development:** Harley Stroh

**Playtesters:** Max Foster, Kale Duncan, Amber Ebert, John Spear





## INTRODUCTION

Remember the golden days of role-playing, when adventures were underground, NPCs were there to be killed, and the finale of every dungeon was the dragon on the 20th level? Well, those days are back. Dungeon Crawl Classics feature bloody combat, intriguing dungeons, and no 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 must be there somewhere.

*Sellwords of Punjar* is designed for five 1st-level characters. Rogues will feel at home in the urban setting, fighters will find ample foes to slake their bloodlust, and age-old mysteries abound for the solving by wizards and clerics. Above all other considerations, a well-balanced party, played with cunning, caution and courage, will have the best odds of survival.

While *Sellwords of Punjar* is a standalone adventure that can be set in any city of moderate size, its environs are best brought to life in conjunction with Goodman Games' Free RPG Day release: *Punjar, the Tarnished Jewel*.

## ADVENTURE SUMMARY

The adventure begins with the PCs deep within the slums of Punjar, questing for the vile Beggar-King. Ready for war against a faction of the Thieves Guild, the Beggar-King has rallied mercenary sellwords and spellcasters to his sooty banner. The conflict might have ended quietly, were it not for the Beggar-King's desperate tenacity.

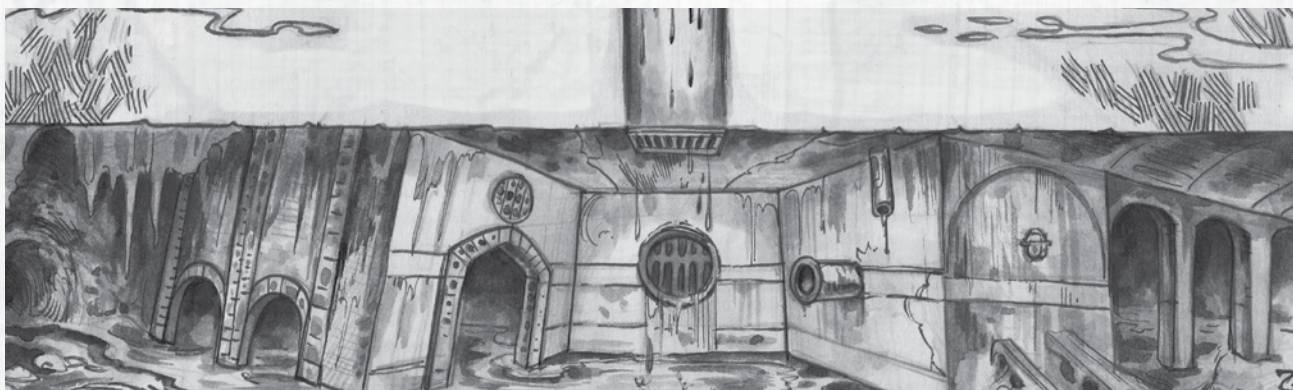
Fearing the overreaching might of the Thieves of Punjar, yet refusing their offers of accord, the King of Beggars foreswore allies of flesh and blood for otherworldly patrons. Unearthing rites best left forgotten, the Beggar-King offered up sacrifices of flesh and blood to the loathsome Lords of Shade. But even the most powerful wizards and seers tremble at the thought of mastering the Shadowhold, and the Beggar-King was no match for their power. Consumed by the same powers he sought to master, the Beggar-King's ambitions threaten to unleash a horde of shadow-horrors upon Punjar's huddled masses.

The slums of the Punjar are densely inhabited and poorly warded. A plague of any kind — much less a plague of Shadow — gives reason for even the masters of the great city to tremble. The powers that be send the PCs on a mission to avert disaster by laying low the Beggar-King before his mis-wrought plans come to fruition.

Infiltrating the maze of filthy alleys and crumbling tenements, the PCs fight their way across rooftops and into the city's sewers. En route to the fetid heart of the Beggar-King's demesne they encounter hired blades, lurking assassins, and fell warlocks.

There, in heart of the slums, the PCs uncover a terrible secret and the source of the Beggar-King's renewed might. Taking the battle to an ancient charnel tower, the PCs must triumph over the shade-possessed King of Beggars and his fell creation, the horrid umbra drake.

Can the heroes triumph over impossible odds and an enchantment as old as the city itself? Or will they simply become the latest in a line of living sacrifices offered up to the transformed Beggar-King?





## GAME MASTERS SECTION

### ENCOUNTER TABLE

To help the GM prepare, we have included a quick reference table showing all encounters at a glance. The abbreviations used are: *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), combat (C), or hazard (H). *Encounter* the key monsters, traps or NPCs that can be found in the encounter.

### SCALING INFORMATION

*Sellswords of Punjar* is designed for 5 1<sup>st</sup>-level characters, but it can be modified easily for parties of different sizes or levels.

With this in mind consider the following suggestions:

**Weaker parties (4 or fewer characters):** The best way to ensure that weaker parties are not overwhelmed is to lessen the chance of encounters flowing together. For example, in a battle with the sentries in area 1–2, don't let the thugs in areas 1–4 hear the noise and come to the aid of their fellows.

### ENCOUNTER TABLE

Location	Pg	Type	Encounter	EL
1–1	7	T	Demon maw trap	2
			Spiked gate trap	
1–2	8	C	Five sentries	1
1–3	8	T	<i>Mark of Orcus</i>	1
1–4	9	C	Two toughs	1
1–5	10	C	Old otyugh	1
			Ten otyugh grubs	
1–6	11	C	<i>Arthuro the Fence</i>	1
1–6a	11	T	Poison needle trap	2
			Spear trap	
			Scything blade trap	
1–7	13	T	Nightingale stair	1
1–8	13	C	Three dog brothers	1
1–9	14	C/T	<i>Irocar the War Captain</i>	1
			Twin-spear trap	
1–10	15	C	Two rat swarms	1
1–12	16	C	<i>Mother Zeb'oltha</i>	1
			Two eunuch bodyguards	
1–13	18	C	Ten beggars	1
1–14	18	C/T	<i>Black Shet</i>	1
			Well-camouflaged pit trap	
			Fusillade of darts trap	
2–1	21	C	Three hobgoblin slavers	1
			One great desert ape	
2–3	23	C	<i>Shadowstuff horror</i>	2
2–5a	25	C	<i>Orliss the Goat</i>	2
			Four hobgoblin slavers	
			Six goblin archers	
2–5b	26	T	Caustic spear trap	1
2–6	27	C/T	<i>Raiko &amp; Wrix</i>	3
			<i>Virmoth</i>	
			<i>Drazen</i>	
			Arrow trap	
			Hail of needles trap	
2–7	31	C	<i>Scion of Niramuth</i>	2
			Two rat swarms	
2–8	31	C	<i>The Beggar-King</i>	3+
			2+ cinder skeletons	
			1+ umbra bat swarms	
2–9	33	C	Umbra drake	3



Additionally, encounters can be modified as follows: Remove 2 sentries from area 1–2; remove the otyugh grubs from area 1–5; remove 2 dog brothers from area 1–8; remove one fighter level from Irocar the War Captain in area 1–9; remove the elite status from the shadowstuff horror in area 2–3; remove 2 hobgoblin slavers and 3 goblin archers from area 2–5a; reduce the levels of all NPCs in area 2–6 by one; remove the elite status of the Scion of Nimruath in area 2–7; remove the elite status from the Beggar King in area 2–8, and only allow him to animate 1 cinder skeleton per round; in area 2–9, change the umbra drake from a solo monster to an elite monster.

**Stronger parties (6 or more characters, or higher than 3rd level):** For stronger parties, allow encounters to flow together more often. For example, in a battle with the sentries in area 1–2, allow the toughs in area 1–4 to aid their fellows in only 2 rounds.

Additionally, encounters can be modified for stronger parties as follows: Add 2 sentries to area 1–2; make the old otyugh in area 1–5 a standard otyugh; add 2 dog brothers in area 1–8; add one fighter level to Irocar the War Captain in area 1–9; give elite status to Orliss the Goat in area 2–5a; add 2 more rat swarms in area 2–7; allow the Beggar King in area 2–8 to animate 3 cinder skeleton per round.

#### GETTING THE PLAYERS INVOLVED

The slums of Punjar are welcome to neither man nor elf, but there is no end to the host of adventurers that can be found therein. Following is a short list of adventure hooks that can be used to lure the PCs into the loathsome ward:

- While the Thieves Guild chooses to overlook petty thieving by non-guild thieves, of late the Beggar-King and his paupers have overstepped their bounds, robbing merchants and even working extortion scams that are normally the purview of the Thieves Guild. The party's rogue is summoned by Geroff Nisjal, Master of Smoke, and tasked with hunting down the self-proclaimed King of Beggars, and bringing back his head. For this simple task, the Master offers a purse of 100 pp and his personal thanks.
- The soldiers of the Plague Gate have a problem. The company has been ordered to investigate the strange fog hovering over the worst sections of the slums, but none of the soldiers value their life so little to take up *that* mission. Instead, the soldiers pool their gambling winnings and hire the PCs to do their dirty work for them...
- A singular entity curiously named "the Sisters" has existed in Punjar since the city's inception. Alternately appearing as a maiden of inestimable beauty garbed only in a regal cloak, or a withered, skeletal hag dressed in cast off rags, the Sisters approach the PCs, beseeching their aid in the slaying of the Beggar-King and his "pet." Upon completion of her mission, the Sisters offers the PCs a map

claiming to lead to a dragon's hoard. While the treasure offered by the Sisters is real, it is up to the GM to determine what other plots the Sisters is waiting to hatch.

#### LEGENDS AND LORE

Below is a list of rumors and stories that PCs might overhear prior to their adventure in the slums of Punjar. GMs should tailor the following list to fit their campaign world, and have each PC roll a d12 once and consult the following Legends table. While not all the rumors are true, none of them are wholly false, and explorers that place too much (or little) stock in a rumor may find themselves in dire straits indeed!

Id12	Legend
1	The Beggar-King makes his lair in the slums surrounding an ancient charnel tower. Once the tower was sacred to the Thieves, who used it to cremate their most honored thief lords. Truth is, the spirits of the old Canting Crew still haunt the tower. Foolish is the soul that would dare disturb <i>their</i> resting place ...
2	I hear tell the Beggar-King is looking to hire a few good swords to his cause. Must have a king's ransom, for the purses he's offering to mercenaries. 'Course, what good is gold if you don't live long enough to spend it?
3	The smog lurking over the slums? A magical plague says I, sent by the gods to punish those over-reaching beggars. Only ill can come from dabbling in black magic, but them beggars was never the wise sort. If they were, wouldn't be beggars now would they?
4	Beggar-King's throne room is a den of traps. Not a soul in Punjar that can enter there uninvited and return with his life. A sharp eye and quick step might avoid the worst of the death traps, but best to steer clear altogether if you ask me.
5	Stories hold that somewhere in the rat's nest of tenements is a fountain dedicated to the Old Gods. Dark, forbidding thing, where warlocks used to meet to work their wicked rites in days of yore. Solve the mystery of the fountain, and you'll solve the mystery of the Thing that haunts the slums, if the stories are to be believed.
6	'Ware the smoke lurking over the Beggar-King's lair. I've seen it take a man and reduce him to nothing but bones and gristle in the time it took me to tell you as much! Stay low and stick to the cobbles and you should be safe, but avoid the slate-road at all costs!



- 7 Before the Beggar-King took hold, there was a band of slavers that worked out of the same dilapidated slums. The slavers shipped their vile cargo out of the ward via an underground channel. The old network of caves and tunnels should still exist. Wasn't so long ago when the slavers preyed on us common folks, was it?
- 8 I've heard tell that Old Mother Zeb'oltha herself answered the Beggar-King's call for allies. If you're wondering why the Thieves haven't moved on the Beggars, don't look any further. Mother Zeb'oltha is a nasty one, a demon-blooded black sorceress, who ain't above using folks for spell components, if you get my drift. You'll know her by the eunuch bodyguards she keeps, but by then it's usually too late.
- 9 Beggar-King? Ain't no such thing. If you believe that any beggar has the gall to stand up to the Thieves, then you ain't been in Punjar long. I've heard from a good source that a demon has taken the form of the Beggar-King, and is the real power behind the beggars. Don't believe me? How else you care to explain that black fog hanging over the slum?
- 10 Truth of the matter is, the beggars are all dead. Their boss sacrificed his kin weeks ago; all to earn the patronage of some fell power. Don't know if it worked, but it seems a beggar's soul ought to be worth as much as any other.
- 11 Heard word that the beggars uncovered something beneath those old cobbles. A wicked something too, if there's any truth to the tales — a well that crosses between worlds. Who's to know what might cross through such a thing? Dark business if you ask me.
- 12 Treasure horde? Aye. That Beggar-King has been squirreling away his take since I was yea high. He keeps it hidden away in the heart of that tenement, somewhere beneath his throne room. Once knew a thief that saw it with his own eyes, though he didn't live long enough to profit from the telling.

### SYMBOLOLOGY

Not sure what the symbols in the stat blocks mean? Visit the page for this product at [www.goodman-games.com](http://www.goodman-games.com) for a legend.

### BACKGROUND STORY

Centuries past, when the now-great city of Punjar was still just a footnote on the maps of the Known Realms, a coterie of warlocks calling themselves the Circle of Cen sought refuge from prying eyes in the seaside town. Here they conducted foul experiments in shadow magic, tapping into the unfathomable power of the Shadowhold to power rites and rituals, granting eternal youth, power over the minds of men, and wealth beyond imagining. But like all that covet the might of gods, time and treachery was their undoing, and the coterie disbanded, scattering to the four winds of the world (where some continue to work wicked magics to this day).

The young fastness of Punjar grew quickly, wiping away the evidence of the warlocks' dark magics. Today all that remains of their grim legacy is an accursed fountain (see area 1–3) and the Well of Ancients (area 2–4).

Much later, the prideful Beggar-King declared war against the Thieves Guild. Striking a devil's pact with a band of slavers, the Beggar-Master sold his own minions, raising the gold needed to go to war against the Thieves Guild. In a series of lightning-quick skirmishes, the master of beggars quickly learned that no matter how many sellswords rallied to his banner, the Guild could rally many, many more. Desperate for allies, and disgusted with the cowardice of flesh-and-marrow warriors, the Beggar-King delved into forbidden lore, uncovering ancient rites that laid undisturbed since Punjar's birth.

An entity known as an umbra drake answered the King's call. Faced with a creature whose alien mind and unholy majesty dwarfed his meager comprehension, the Beggar-King offered up the souls of his own minions in exchange for the power to crush his enemies. In a series of bloody sacrifices unmatched in recent memory, the Beggar-King relit the cold ovens beneath the old charnel tower, and burned his guild-kith alive.

The umbra drake kept its bargain — such as it was. Entering through the gate created by the unholy sacrifices, the fiend immediately possessed the body of the Beggar-King. Feeding off the villain's life force, the drake manifested as the dark cloud of umbra bats that swarm about the charnel tower. Though driven utterly insane by the encounter, the Beggar-King retains just enough of his mind to prevent the umbra drake from fully manifesting on the material plane.

Meanwhile, beneath the swarming cloud of umbra bats, the Beggar-Kings' court has fallen into disarray. Left to their own devices, the Beggar-King's lieutenants have gutted his once rich demesne. Meanwhile, his lesser vassals continue to wage intermittent war against the Thieves Guild, utterly ignorant of the fate that has befallen their master.

With each passing day, the Beggar-King weakens, and it is only a matter of time before the umbra drake consumes the last of his mind, and is cast free of the dying husk to wreak untold wickedness upon the huddled poor of Punjar...



# GM PREPARATION

## FROM THE ROOFTOPS TO THE SEWERS

The first half of the adventure is set squarely within the squalor of an urban slum. This presents an unusual challenge to both players and the GM, as urban combat can be distinctly different from battles held in the close confines of a traditional dungeon. Here, crossbowmen can make attacks from second-story windows, assassins appear from any shadow, and no area is safe to rest unless every entrance is guarded and warded. Once alerted, the defenders will not passively sit by, waiting for the heroes to attack at their leisure. Rather, the beggars will launch repeated assaults on the heroes in an effort to wear them down, denying PCs the chance of an extended rest.

The second half of the adventure takes place in the sewers beneath the streets of Punjar. While a more typical dungeon crawl, the environs are no less dynamic. Ambitious GMs, eager to bring the adventure to life, should take the time to study both battlemaps, making notes and plotting out tactics for the defenders as needed.

## BEING ATTACKED WHILE BALANCING

All enemies have combat advantage (CA) against a hero that is balancing. If a character takes damage while balancing, he must make a DC 10 Acrobatics check to remain standing. Heroes failing this Acrobatics check must make a saving throw or fall off the roof.

**Umbra Bats:** At the onset of the adventure, a swarm of umbra bats cluster around the top of the charnel tower. Unable to move more than 100 feet from the charnel tower, the bats still pose a fair danger to PCs, since

— until the Beggar-King is slain — the bats are nigh immortal. The bats swarm any creature atop the slum's roofs after 1d4+1 rounds. The bats will not pursue PCs indoors. See the New Monster appendix at the end of the adventure for a detailed description of the umbra bats.

## Umbra Bat Swarm

### Medium shadow beast (swarm)

Level 3 Lrk

XP 150

Init +9

Senses Perception +7  
darkvision

**Aurora 1;** the umbra bat swarm makes a basic attack as a free action against each enemy that begins its square in the aurora

HP 38

Bloodied 19

Regeneration 5

AC 17

Fort 15, Ref 17, Will 14

**Resist** 5 cold 5 Necro half damage from melee and ranged attacks

**Vulnerable** 5 holy, 5 against close and area attacks

**Spd** 2 (clumsy), fly 8

↑ **Cloud of Teeth** (standard; at-will) ♦ Cold, Necro: +8 vs.AC; 1d6+4 damage, and persistent 2 cold and Necro damage (save ends).

✱ **Blinding Wings** (standard; encounter):

Close burst 2 +6 vs. Fortitude 1d6+4 damage, and the target is blinded (save ends).

**Umbra Healing** ♦ Healing: The umbra bat swarm heals 5 points of damage per round as long as the Beggar-King lives.

Align Unaligned

Lang —

Skills Stealth +10

Str 13 (+2)

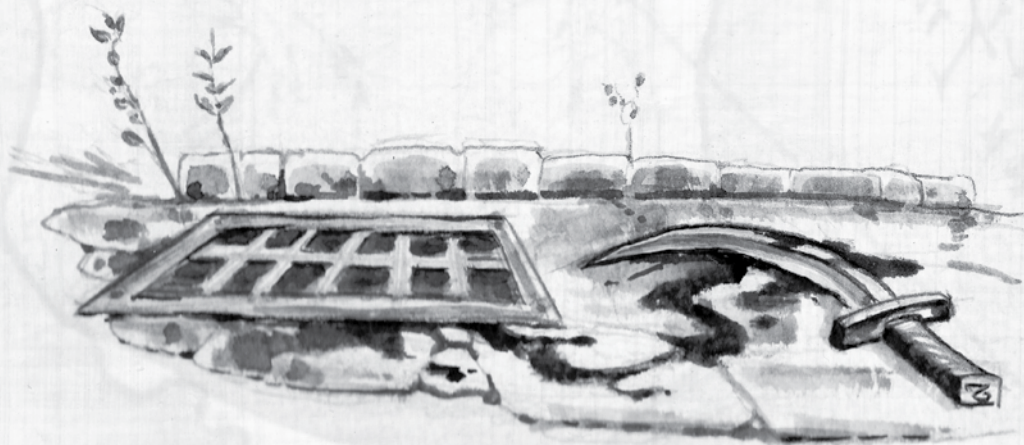
Dex 18 (+5)

Wis 13 (+2)

Con 14 (+3)

Int 2 (-3)

Cha 11 (+1)







# PLAYER BEGINNING

Start the adventure by reading the following:

*You and your companions stand at the head of a dark alley. An iron gate topped by leering gargoyles and sharp spikes bars the way. Through the rusted bars you can spy the dilapidated shacks and ruined tenements that overhang the shadowed alleyway. All is still save for the red glimmer of hungry rats and endless drum of rain on the cobblestones. Above, the sooty stacks of the dread charnel house belch out greasy ash, choking the air with a palpable aura of despair.*

*Buried somewhere in this foul den of wickedness hides the object of your hunt: the Beggar-King of Punjar.*

## LEVEL 1

### CUTPURSE ALLEY

The Beggar-King's lair is a filthy, rat's nest of back alleys and rotting tenements. The entire neighborhood stinks of standing sewage, trash and rancid meat. Everything is covered in a slick coat of oily grime and black mold. Beady-eyed rats prowl the shadows and alley cats watch from atop narrow walls and crumbling stoops.

During the course of the adventure, a hard, freezing rain falls on the slums. Its constant patter drums on the rooftops, seeps down the rotting walls, and washes sewage into the alleyway. While having little effect on game play, the rain should make everyone cold and miserable, a constant reminder of the pitiful conditions of the slums.

The rough walls of the alleys can be climbed with DC 20 Athletics checks. Unless otherwise noted, there is no natural light.

**Weak Wooden Door:** AC 5, Reflex 2, Fortitude 2; HP 10; Break DC 10.

Area 1-1

**Gate of Shade (EL 1, XP 525)**

Read or paraphrase the following:

*A rusted iron gate bars entrance to the alley. Over ten feet in height, the gate is topped by leering gargoyles and sharp spikes. The gate is secured with a rusted lock, cast in the face of a snarling devil. A trail of stinking sewage runs down the center of the alley, seeping past your boots and staining everything it touches.*

The lock's keyhole is hidden inside the devilish maw; in order to pick the lock, a rogue must place his hand inside the gaping fangs. The lock can be picked with a DC 25 Thievery check, but any failed attempt triggers the trap. The maw snaps closed, crushing the rogue's hands and injecting the rogue with shadowstuff venom. The maw remains closed, trapping the PC's hands for 4

rounds. Each round the rogue feels a cold chill shooting through his veins, working back from his hands, through his arms, towards his heart. As the toxin takes hold, the veins in the thief's hands change from blue to gray, then black. Opening the maw requires a DC 25 Strength check, and only 1 other PC can offer Aid. If the rogue is freed before the 4th round, the shadowstuff venom does not take effect, but if the rogue does not escape, see below for the full effects of the poison.

Scaling the gate is not difficult (Athletics, DC 15) but the gate has another surprise in store. The spikes lining the top of the gate are also trapped, springing forth and spearing the gut of anyone climbing across the top of the gate.

### ⚠ Demon Maw Trap

Level 9 Wrd

XP 400

Perception DC 20: The character notices the hinges that bring the jaws slamming shut.

Trigger: The trap attacks when a character places a limb inside the maw and attempts to pick the lock unsuccessfully.

Immediate Reaction, Melee; Target: The creature that placed a limb inside the maw; Atk +5 vs. AC; Hit: 1d8+2 damage, and the target is grabbed (until escape or 4 rounds have passed). In addition, the trap makes a secondary attack against the target. Secondary Attack: +10 vs. Fortitude; the target is injected with shadowstuff toxin (see sidebar). Miss: Half damage, and the target is still grabbed, but no poison is injected.

### COUNTERMEASURES

- An adjacent character can disable the maw with a DC 20 Thievery check.
- A character making a DC 25 Strength check can pry open the maw, or hold it open so that it cannot slam shut.

### ⚠ Spiked Gate Trap

Level 2 Lrk

3XP 125

Perception DC 20: The character notices the hidden mechanism that fires the spears.

Trigger: The trap attacks when a character attempts to climb over the gate.

Opportunity Action, Melee; Target: The creature climbing over the gate; Atk +7 vs. AC; Hit: 1d8+3 damage.

### COUNTERMEASURES

- An adjacent character can disable the spears with a DC 20 Thievery check.
- A character that makes a DC 20 Athletics check to vault over the gate is outside of the spike's reach.





## SHADOWSTUFF TOXIN (LEVEL 7 POISON)

### Poison

Attack: +10 vs. Fortitude; target must make an immediate saving throw or suffer the effects listed below under first failed save. The target must then make a saving throw every hour or suffer additional effects with each failed save, as listed below. Eladrin and elves are somewhat resistant to shadowstuff toxin, and if successfully attacked, do not suffer the progressive symptoms listed below; instead, the feyborn take 5 persistent poison damage (save ends).

**First Failed Save:** The victim's skin and eyes turn slate gray.

**Second Failed Save:** Shadows cling to the victim; +2 bonus to Stealth checks.

**Third Failed Save:** The victim can no longer be healed past Bruised.

**Fourth Failed Save:** The victim begins to flicker from existence; +2 bonus to AC

**Fifth Failed Save:** The victim fades into insubstantial wisps that drift apart in the wind; the character ceases to exist, and can only be returned to his former life by powerful magic, such as the Raise Dead ritual.

**Special:** A successful saving throw halts the victim's progress towards a shadowy doom; however, the victim retains any advantages or disadvantages gained from the venom until the antidote is administered. *Shadowstuff* antidote is quite rare, even scarcer than the venom. Rumors persist, however, that certain individuals in the slums may keep some on hand.

### Area 1-2

#### Watchers in the Mist (EL 1, XP 500)

Read or paraphrase the following:

*Grime and mud suck at your boots. A foul green miasma hangs in the night air, swirling about your feet. Large rats, covered in boils and weeping sores, hiss and retreat deeper into the alley.*

The fetid mist causes torches and lanterns to sputter and flare. Cast off by the poisonous fountain at the end of the alley (area 1-3), the mist clings to the skin and fills the air with the sharp taste of copper. Where it beads, the mist discolors the skin and burns holes in clothing.

A group of sentries lurks atop a ledge, ready to ambush those invading the Beggar-King's demesne. As the PCs pass beneath the ledge, the sentries hurl a weighted net (page 10) over the lead members of the party, and then stab at the adventurers with their longspears.

If the PCs elude the ambush, the sentries drop down from above, finishing off the heroes with their swords.

If the battle last longer than 10 rounds, the thugs from area 1-4 burst through the alley door, rushing to aid their fellows in the battle.

The wall beneath the sentries is spiked with rusty nails to impede climbers. Climbing the wall is easy (Athletics DC 15) but causes the climber 1d6 points of damage unless the climber succeeds on a DC 15 Acrobatics check. The ladder for climbing to the perch is kept in the Bazaar (area 1-4).

## Sentries (5)

### Medium natural humanoid (human)

Level 1 Skr

XP 100

Init +5

Senses Perception +5

HP 29

Bloodied 14

AC 15

Fort 12, Ref 14, Will 12

Spd 6

↑ Longspear (standard; at-will) ♦ Weapon: Reach 2 +3 vs.AC; 1d10+1 damage.

↑ Short Sword (standard; at-will) ♦ Weapon: +5 vs.AC; 1d6+3 damage.

⚡ Weighted net (standard; at-will) ♦ See page 10

↑ Sliding Strike (standard; encounter) ♦ Martial, Weapon: Requires short sword +3 vs.Will 1d6+3 damage, and the sentry slides the target 1 square.

CA: The sentries deal an additional 1d6 damage against any target they have CA against.

Align Evil

Lang Common

Skills Stealth +8

Thievery +8

Str 12 (+1)

Dex 16 (+3)

Wis 11 (+0)

Con 13 (+1)

Int 10 (+0)

Cha 12 (+1)

Possessions: leather armor, longspear, short sword

### Area 1-3

#### Fount of Filth (EL 1, 500 XP)

Read or paraphrase the following:

*A decaying fountain stands at the end of the alley. Topped by a mold-covered figure, the basin overflows with rust-red water. Filth slithers down the side of the stained fountain, where it collects in a pool before worming its way down the alley.*

This fountain was erected ages past by a coterie of warlocks hoping to curry the favor of infernal and shadowfey patrons. The wicked spellcasters have long since passed from memory, but their foul tribute remains, poisoning the land with its offal.

If the mold and filth is scraped away, the PCs uncover the statue of an exultant Orcus. Show the players *player handout A*. The statue is cast in bronze and decorated with a pair of small rubies in place of the demon's eyes. The gems are easily pried free (Strength check, DC 15), and are worth 75 gp each.



Stealing the gems incurs the mark of Orcus — thrice per day the GM can elect to cause one of the PC's skill checks to fail. Characters suffering from the mark begin to stink of brimstone and feel as if they are being watched by a malevolent power (which is not far from the truth). The mark can be lifted with the *remove affliction* ritual, or by dedicating one's life to the demon lord, taking a level in paladin, or becoming a warlock (infernal pact).

Destroying the altar (not simply stealing the jewels) grants good-aligned PCs 500 experience points and the notice of both Orcus and the PCs' patron deities. The locals regard the fountain as cursed and avoid it all costs.

**Development:** Parties dallying in this area for more than a few minutes, or making sufficient noise (such as battling the thugs at the north end of the alley) draw the notice of the mercenaries in areas 1–8 and 1–9. The mercenaries kick open the shutters and rain bolts and arrows down on the PCs. See area 1–8 and 1–9 for stats on the Dog Brothers.

#### Area 1–4

##### **Bazaar of the Bizarre (EL 1, 250 XP)**

Read or paraphrase the following:

*The shadowy chamber is crowded with a crazed menagerie of items. Broken barrels are stacked in the center of the floor, boxes and crates line the walls, and stacks of junk take up every spare inch of the room. Strings of silverware are strung from nails on the walls, bundles of cloth scraps hung from bits of rope and chain hang from the ceiling, and stacks of rusty spears and broken swords are stacked in the corners.*

This bazaar is where the beggars come to haggle over the price of their ill-won gains. In turn, the bazaar sells the stolen goods to black marketers and thieves willing to venture into the slums. The Beggar-King takes first pick of all the especially valuable items, so there is little of worth here, but careful searchers will be rewarded with a few select items that escaped the Beggar-King's avaricious gaze.

The bazaar is defended by a pair of enormous toughs. Eager to earn the approval of Arthuro the Fence, the pair leap into battle, trusting in brute force to carry the day. While neither is particularly skilled, both are cunning fighters. Given the chance, the pair force opponents past the curtain and into the pit in area 1–5. Arthuro (area 1–6) comes to the aid of his guards after 1d6+3 rounds, but the fence flees the instant it becomes clear that his minions can't carry the battle.

**Treasure:** Searching through the cluttered bazaar is time consuming and risky. For every 10 minutes spent searching, there is a 2-in-6 chance that 1d2+1 thugs enter from the alley, looking to meet with the fence (identical stats as the toughs). For every 5 minutes spent searching, a character can attempt a DC 15 Perception check. If the check is successful, roll 1d12 and consult the following table. Duplicate items should be re-rolled.

1d12	Beggars' Treasure
1	An orc skull with gold teeth (worth a total of 3 gp).
2	Seven empty ceramic bulbs strung along a cord bandoleer. Each can hold the equivalent of one flask's worth of liquid.
3	A masterwork lock cast in the shape of a wolf head, locked to a 4-foot rusty chain.
4	The haft of a broken greatsword. The blade bears elvish runes that mark the blade as the heirloom of a fae-lord. If the missing shards of the blade can be discovered, the riddling runes offer hints to the long lost tomb of an eladrin royal house. Wielded in battle, the blade does damage as a short sword.
5	A dusty waterskin containing one quaff of a <i>potion of healing</i> .
6	A silver filigree lantern (worth 3 gp). Inside the lantern is the corpse of a pixie.
7	A pair of leather shoes. Hidden in the sole of the right shoe is a set of masterwork thieves' tools. Hidden in the sole of the left shoe is a single worn platinum piece. Minted in a by-gone age, the platinum piece is worth 100 gp to a collector.
8	An iron mold for casting sling bullets bearing the sigils from a host of good-aligned deities. The mold was fashioned by a desperate blacksmith to forge weapons against a family of vampires masquerading as a noble clan. Its efficacy is left up to the GM to determine.
9	A gold censer, hidden beneath a thick layer of clay. Removing the dried clay reveals embossed sigils depicting a rampaging demoness. Incense lit in the censer produces a cloud of foul-smelling smoke that grants a +2 divine bonus to all defenses to all evil-aligned creatures within 10 feet. These bonuses last for 10 minutes.
10	A <i>magic wand +1</i> hidden inside a dragon-headed walking cane. The walking cane is reinforced with iron and can be used as a club.
11	A crude, mud-encrusted idol depicting an ape-man. Once per day, the idol allows its owner to use a HP surge in combat as a free action, but any hit points gained must be taken from another living creature within 50 feet. The target is determined randomly.
12	The hide of an enormous white wolf. If scraped and cleaned, the hide reveals itself to be a <i>cloak of resistance +2</i> .



## Tough (2)

### Medium natural humanoid (human)

Level 2 Brt

XP 125

Init +2

Senses Perception +1

HP 45

Bloodied 22

AC 16

Fort 15, Ref 13, Will 13

Spd 6

↑ Mace (standard; at-will) ♦ Weapon: Reach 2 +5 vs.AC; 1d8+3 damage.

↑ Knockdown (standard; encounter) ♦ Weapon: Requires mace +5 vs.AC; 1d8+3 damage, and the target is knocked prone.

Align Evil

Lang Common

Skills Athletics +9

Endurance +8

Str 16 (+4)

Dex 12 (+4)

Wis 11 (+1)

Con 15 (+3)

Int 10 (+1)

Cha 12 (+2)

Possessions: leather armor, heavy shield, mace

### Area 1–5

#### Trash Pit (EL 1 XP 425)

Read or paraphrase the following:

*The dirt floor of the slums ends at the lip of a stinking black pit. The smell of rot and decay is thick in the air from the food scraps lining the side of the pit.*

An old and decrepit otyugh lurks at the bottom of a trash pit. Though accustomed to feeding off the beggars' trash, the monster is a danger to anyone coming within reach of its tentacles. The monster lashes out, dragging victims down into the pit to be devoured.

Though the otyugh has no use for treasure, bits of treasure from its previous victims have collected in the base of the trash-laden pit. Searching through the debris, though, carries its own dangers. Two feet deep, the rotting refuse is home to several vicious otyugh grubs. The grubs attack any living thing that enters the rotting trash, burrowing their way into warm flesh, where they sink their circular barbed maws into muscle and bone.

A successful DC 25 Perception check reveals a treasure lost by one of the otyugh's previous victims: a finely cut ruby pendant worth 150 gp. The pendant bears the sign of the gnome jeweler, Tovas Hammerkien, who crafted

the pendant as a gift for the famed countess Lady Tianass. The young countess rewards her champion with both gold and future quests.

## Old Otyugh

### Large natural beast

Level 4 Sld

XP 175

Init +3

Senses Perception +1  
darkvision

**Stench Aurora 1;**

living enemies in the aura take a –2 penalty to attack rolls

**Bloodied 28**

**Fort 18, Ref 15, Will 16**

HP 56

AC 19

Immune disease

Spd 4, swim 4

↑ Tentacle (standard; at-will): Reach 3; +9 vs.AC; 1d8+4 damage, and the target is pulled 2 squares and grabbed (until escape).

↑ Diseased Bite (standard; encounter) ♦ Disease: +9 vs.AC; 1d10+4 damage, and the contracts filth fever (see sidebar).

**Spying Eye:** An otyugh can hide beneath water and refuse, leaving only its eyestalk exposed. While doing so, it gains a +10 bonus to Stealth checks but is immobilized.

Align Unaligned

Lang –

Skills Stealth +6 (+16 with spying eye)

Str 19 (+6)

Dex 9 (+1)

Wis 18 (+6)

Con 16 (+5)

Int 2 (–2)

Cha 6 (+0)

## Otyugh Grub (10)

### Small natural beast

Level 1 Min

XP 25

Init +2

Senses Perception +1

**HP 1** (a missed attack never damages an otyugh grub)

**AC 15**

**Fort 13, Ref 14, Will 12**

**Spd 3, burrow 3, swim 3**

↑ Bite (standard; at-will): +5 vs.AC; 3 damage, and 1 persistent damage (save ends).

Align Unaligned

Lang –

Skills Stealth +7

Str 10 (+0)

Dex 15 (+2)

Wis 12 (+1)

Con 12 (+1)

Int 1 (–5)

Cha 6 (–2)

## NEW WEAPON

### WEIGHTED NET

Weapon	Prof	Damage	Range	Price	Weight	Group	Properties
Weighted Net	+2	1d4	5/10	10 gp	20 lbs	None	Heavy Thrown

To use a net the wielder makes a normal Strength vs.AC attack against the target. If the initial attack is successful, the wielder makes a secondary Strength vs. Reflex attack on the same target. If the secondary attack is successful, the target is immobilized (save ends, the target escapes the net).



# FILTH FEVER

## LEVEL 3 DISEASE

Endurance stable DC 16, improve DC 21

The target is cured.	<b>Initial Effect</b> The target loses 1 HP surge.	The target takes a –2 penalty to AC, Fortitude defense, and Reflex defense.	<b>Final State</b> The target takes a –2 penalty to AC, Fortitude defense, and Reflex defense. The target loses all HP surges and cannot regain hit points.
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### Area 1–6

#### Arthuro the Fence (EL 1, 175 XP)

Read or paraphrase the following:

*A pair of greasy fat lamps cast flickering light over the filthy study before you. A black desk is overflowing with scrolls and spilled inkpots, a grimy scale, and stacks of copper coins. A ratty, moth-eaten blanket hangs over a hole cut in the back of the tiny study.*

This dirty chamber is the workplace of Arthuro, the man responsible for the fencing the beggars' stolen goods. A covetous, sharp-eyed penny pincher, Arthuro never spends a copper unless he can make two. The fence sleeps in the adjoining chamber on a flea-infested cot, covered with a quilt of rags.

If Arthuro doesn't join the battle in area 1–4, the party finds the fence here, filling a satchel with copper coins (200 cp in all).

The stacks of papers — records of Arthuro's transactions — are nearly indecipherable to any one but the fence himself. The transactions are mostly pittances, worth no more than a silver or two. Characters managing to Decipher the chaotic script (DC 15 Intelligence check, find 5 entries in the last month that stand apart from the others:

- crown, cur/sharped b. Abbess Jeny/A3
- sword, 2hnd/ brandy coved b. Clovis/ Trans. t. Cpt. Irocar
- dagger, slayr/ right bloody beat b. Tuld the Toad/ TII
- cloak, sylv/ cribbed b. Blackjack Droug/O7
- staff, ???/ resurrected b. Lud the Magsman (deceased) /Trans. t. Mad. Zeb'oltha

### Arthuro the Fence, Human Rogue

Medium natural humanoid (human)

Level 4 Skr

XP 175

Init +6

Senses Perception +2

HP 54

Bloodied 27

AC 19

Fort 15, Ref 19, Will 13

Spd 6

↑ +1 dagger (standard; at-will) ♦ Weapon: +9 vs.AC; 1d4+3 damage.

↑ Deft Strike (standard; at-will) ♦ Martial, Weapon: Arthuro moves 2 squares and makes a melee basic attack.

↑ Setup Strike (standard; encounter) ♦ Martial, Weapon: +12 vs.AC; 2d4+6 damage, and the target grants Arthuro CA until the end of his next turn.

↑ Easy Target: (standard daily) ♦ Martial, Weapon: +12 vs.AC; 2d4+6 damage, and the target is slowed and grants CA to Arthuro (save ends both) until the end of his next turn. Miss: Half damage, and the target grants CA to Arthuro until the end of his next turn.

CA: Arthuro deals +2d6 damage against any target he as CA against.

First Strike: At the start of an encounter, Arthuro has CA against any creatures that have not yet acted.

Tumble (move; encounter) ♦ Martial: Arthuro shifts 3 squares.

Align Evil

Lang Common

Skills Bluff +8

Thievery +11

Str 12 (+4)

Dex 18 (+2)

Wis 10 (+1)

Con 14 (+3)

Int 14 (+3)

Cha 12 (+2)

Possessions: +1 dagger, leather armor, 50 gp

### Area 1–6A

#### Lair of the Fence (EL 2, XP 475)

Read or paraphrase the following:

*You draw aside the ratty blanket to find a simple cot is crammed into a small, dirty nook. Roaches scurry out of sight beneath the matted quilt and into cracks in the plastered walls. An unlit lantern sits at one end of the bed, atop a rotting wooden crate.*

This small chamber is the home of Arthuro the fence. A vile, suspicious rat of a man, the fence has gone so far as to trap even his bed. If any character is unlucky enough to sit or lay on the bed, a spear trap is triggered, ramming a razor-sharp spearhead up through the cot.

A character examining the crate beside the fence's bed discovers a small leather pouch containing a 15 sp, 8 cp, and a tarnished silver cloak pen fashioned in the shape of a wyvern (worth 3 gp).



**Treasure:** The fence keeps coins and finer objects in an enormous chest hidden behind a secret door on the south wall. A hero making a DC 20 Perception check notes something seems amiss with the corner where the secret niche is (specifically, the wall with the secret door is of more recent construction than the rest of the chamber).

The oversized chest is secured with a heavy lock. Though it is physically imposing, the lock is relatively easy to pick (Thievery, DC 15). The chest can be dragged out of the alcove with a DC 15 Strength check. Once the top of the chest is lifted free, the front wall of the chest opens out like a drawbridge, revealing a set of 7 locked metal drawers. Show players *player handout B*. The front of each drawer is marked and smeared with chalk (see below).

If the PCs manage to capture Arthuro, the fence tries to buy his freedom by revealing the location of the chest, though he refuses to reveal the specifics of its contents. The chest's keys are held by the Beggar-King in area 2–8.

### ⚠️ Poison (Deathjump Spider Venom) Needle Trap

Level 6 Wrd XP 250

Perception DC 20: The character notices the needle mechanism inside the lock.

**Trigger:** The trap attacks when a character opens the drawer.

Immediate Reaction, Melee; Target: The creature that opens the drawer; Atk +4 vs. AC; Hit: 1d4 damage, and the trap makes a secondary attack against the target **Secondary Attack:** +8 vs. Fortitude; 5 persistent poison damage, and the target is slowed (save ends both).

#### COUNTERMEASURES

- An adjacent character can disable the needle trap with a DC 20 Thievery check.

- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.

### ⚠️ Spear Trap

Level 1 Wrd XP 100

Perception DC 20: The character notices the mechanism that fires the spear.

**Trigger:** The trap attacks when a character opens the drawer.

Immediate Reaction, Melee; Target: The creature that opens the drawer; Atk +4 vs. AC; Hit: 1d8+3 damage.

#### COUNTERMEASURES

- An adjacent character can disable the spear trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.

### ⚠️ Scything Blade Trap

Level 2 Wrd XP 125

Perception DC 20: The character notices the scythe blade housing in the drawer

**Trigger:** The trap attacks when a character opens the drawer.

Immediate Reaction, Melee; Target: The creature that opens the drawer; Atk +5 vs. AC; Hit: 1d10+3 damage.

#### COUNTERMEASURES

- An adjacent character can disable the scythe blade trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.

### CHEST

Drawer	Chalk Mark	Lock DC	Trap	Contents
1	O7	23	Needle trap	Dark green <i>cloak of resistance</i> +1 secured with a jeweled spider pendant
2	sword	20	None	Empty
3	skull	23	None	Two vials of deathjump spider venom
4	A3	25	Spear trap	+1 <i>dagger</i>
5	dragon	23	None.	Five pouches containing a total of 150 cp, 50 sp, 10 gp, and four sheets of vellum bearing the Beggar-King's wax stamps. These sheets are to be used as bankers' notes, for the fence of particularly expensive goods.
6	T11	25	Scything blade	A blackened silver skull (3 gp). The dagger once kept here was stolen by the Beggar-King's Headman, Black Shet.
7	crescent moon	20	None	A small wooden box containing 7 needles, poisoned with stormclaw scorpion venom and sealed with wax.





Area 1-7

**Nightingale Stairs (EL 1, XP 100)**

Read or paraphrase the following:

*A rickety set of wooden stairs rise to a curtain, stained black with mold. The air here smells of mildew and rot.*

The steps are trapped with small cords threaded beneath each wooden step. The cords run up behind the curtain to a string of horseshoes, broken daggers and other bits of metal. When characters ascend the stairs, the steps shift, causing the metal to clatter and jangle, alerting the sentries in area 1-8.

**⚠ Nightingale Stairs**

**Level 1 Wrd XP 100**

**Perception DC 20:** The character notices the cords running beneath the stairs.

**Trigger:** The trap triggers when a Medium or larger creature steps onto the stairs.

**Immediate Reaction;** the trapped stairs make a terrible racket, alerting the thugs in area 1-8.

**COUNTERMEASURES**

- An adjacent character can disable the Nightingale Stairs trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.

Area 1-8

**In the Company of Thugs (EL 1+, XP 500+)**

Read or paraphrase the following:

*The smoky chamber is occupied by a group of cruel, grim-faced brigands. Empty jacks of wine litter the floor, amid discarded crusts of bread and poorly tied bedrolls. A wooden ladder rests against the far wall, climbing to a darkened loft.*

When the beggars initiated their bid for power against the Thieves, their first move was to recruit the slum's coldest-hearted band of brigands — the Brotherhood of the Dog, notorious for their habit of donning the pelts of back alley strays.

What the Brothers lack in skill, they make up in ruthless cruelty. No trick is too low, no act too dishonorable. The Brothers mercilessly exploits their foes' weaknesses to the utmost in battle, aiming to capture prisoners for their own nefarious ends.

Five thugs reside here, drinking and dicing in between missions. All are armed with short swords, daggers and clubs. A single heavy crossbow (used to snipe at intruders in area 1-3) rests against the west wall. The bored thugs are eager for a fight, mistakenly believing themselves superior to any of the Beggar-King's foes. They use the top of the stairs as a bottleneck, turning the strength of their numbers against the PCs.

After a round of battle, their leader, the self-styled War-Captain Irocar, joins the thugs (see area 1-9). The war-captain fires his bow from the loft above, firing into melee and using his mighty sword to hammer at anyone attempting to climb the ladder to the loft. Irocar only leaps into the melee below if his men are on the verge of defeat.

**Treasure:** The bulk of the company's loot is held by their war-captain. Save the Brothers' Possessions, there is little in the way of loot here. Characters searching the bedrolls (Perception, DC 15) find 1d12 sp sewn into the hems of 2 of the 7 bedrolls.

**Captured by the Brotherhood:** Woe to the characters that are captured by the Brotherhood. War-Captain Irocar is an unforgiving foe, driven to ensure that — once put down — his enemies never threaten him again.

Upon capture, all characters are stripped of all belongings and placed in manacles welded shut with a searing iron bolt. Thus locked, the manacles cannot be picked open but only broken (Strength, DC 25). Suspected spellcasters, divine or arcane, are forced to don close-fitting helms that inhibit speech and spellcasting. Warriors are fitted with iron mitts that crush their hands, making it impossible to hold weapons. The PCs are held captive for a day or two, before being sold to the slavers in area 2-1. To escape the Brother's clutches, the PCs will have to initiate a cunning, daring escape. And even then, deprived of weapons or armor, lost deep within the Beggar-King's demesne, survival is far from certain.

**Dog Brother (5)**

**Medium natural humanoid (human)**

**Level 1 Skr**

**XP 100**

**Init +5**

**Senses Perception +6**

**HP 29**

**Bloodied 14**

**AC 16**

**Fort 13, Ref 14, Will 12**

**Spd 6**

↑ Short Sword (standard; at-will) ♦ Weapon: +5 vs.AC; 1d6+2 damage.

⚡ Dagger (standard; at-will) ♦ Weapon: Ranged 5/10; +7 vs.AC; 1d4+3 damage.

↑ Painful Strike (standard; encounter): ♦ Weapon: Requires short sword +5 vs.AC; 2d6+3 damage.

**CA:** The Dog Brothers deal +1d6 damage against any target they have CA against.

**Align Evil**

**Lang Common**

**Skills Athletics +7**

**Stealth +8**

**Str 14 (+2)**

**Dex 16 (+3)**

**Wis 12 (+1)**

**Con 13 (+1)**

**Int 11 (+0)**

**Cha 10 (+0)**

**Possessions:** leather armor, 3 daggers, short sword, coin pouch with 1d8 gp



# Area 1-9

## The War-Captain Irocar (EL 1, XP 175+)

Read or paraphrase the following:

*A ladder rises to a small smoky loft. An austere cot stands in the back of the chamber, before a chimney built of crumbling brick and rotting mortar. On the opposite side of the loft, beneath a pair of shuttered windows, is a simple brazier filled with faintly glowing coals.*

This simple chamber is home to War-Captain Irocar, master of the Brotherhood. Though the mercenary despises the Beggar-King, his reputation depends on his ability to fulfill the letter of his contract. Thus, Irocar and his men do not fight on behalf of the Beggar-King so much as in defense of their reputation — making the men determined, ruthless opponents.

The war-captain is an imposing foe, over seven feet in height and clad in a blackened suit of plate and chain. Irocar wears a distinctive great helm to conceal terrible scars, though his raspy voice betrays the gruesome wounds suffered early in his career. The war-captain fights with a bastard sword and shield, or with his massive longbow, cut from the horn of a black dragon. Irocar hangs back and picks off spellcasters and rogues with his bow, and only enters melee when it becomes absolutely necessary.

**Irocar's Flight:** If the battle goes against the war-captain and his men, Irocar abandons his men and flees through the secret door in the southeast corner of his chamber. Characters standing in the loft can note the location of the secret door, but this does make it any easier to open (Perception, DC 20). As the secret door closes, two mechanisms are triggered: First, a twin-spear trap is armed, firing at anyone that attempts to open the door. Second, a metal bolt is driven home making the secret door impossible to open. In order to pass, the PCs must destroy the secret door (AC 5, Reflex 5, Fortitude 5; HP 30, Break DC 20). If Irocar succeeds in escaping, he joins Mother Zeb'oltha in area 1-12.

**Treasure:** Astute characters will readily note the redundancy of having both a brazier and a fireplace in the same chamber. Irocar has stopped up the fireplace, and now uses the chimney to conceal the company's ill-won loot.

Characters examining the chimney note that it is clogged with debris and hasn't been used in some time. A closer inspection (Perception, DC 15) reveals that several bricks of the chimney are loose. Removing these bricks allows for a large section of the chimney to come free; if this portion of the chimney isn't held in place when the bricks are removed (Strength, DC 17), it comes crashing down on any PC standing directly before the chimney (+5 vs. Reflex; 2d6 damage).

Inside the chimney space are several large sacks, a leather quiver of javelins, and a large ceramic jug secured with a woven cord net. The sacks contain an assortment of mixed coins totaling 210 cp, 135 cp, 36 gp, and a single platinum coin. The fur-trimmed quiver holds eight



javelins, four of which are silvered, and one is a +1 lightning javelin. The ceramic jug is well worn from years of use and sealed with a wax stopper. Half full, the jug contains the equivalent of five potions of healing.

## Irocar the War Captain, Human Fighter

Medium natural humanoid (human)

Level 4 Sld

XP 175

Init +4

Senses Perception +2

HP 54

Bloodied 27

AC 23

Fort 19, Ref 15, Will 14

Spd 5

↑ +1 bastard sword (standard; at-will) ♦ Weapon: +11 vs. AC; 1d10+6 damage.

⚡ Long Bow (standard; at-will) ♦ Weapon: Ranged +7 vs. AC; 1d10+3 damage.

↑ Cleave (standard; at-will) ♦ Martial, Weapon: +11 vs. AC; 1d10+6 damage, and an enemy adjacent to Irocar takes 4 damage.

↑ Serpent Strike (standard; encounter) ♦ Martial, Weapon: +11 vs. AC; 2d10+6 damage, and the target is slowed and cannot shift until the end of Irocar's next turn.

↑ Brute Strike: (standard; daily) ♦ Martial, Weapon: +11 vs. AC; 3d10+6 damage.

**Combat Challenge:** Every time Irocar attacks an enemy, whether that attack hits or misses, he can mark that target. The mark lasts until the end of the Irocar's next turn. In addition, whenever an adjacent enemy shifts, Irocar makes a melee basic attack against that enemy (as an immediate interrupt).

**Unstoppable** (minor; daily) ♦ Martial: Irocar gains 2d6+2 temporary hit points.

Align Evil

Lang Common

Skills Athletics +11

Intimidate +8

Str 18 (+6)

Dex 14 (+4)

Wis 10 (+2)

Con 14 (+4)

Int 12 (+3)

Cha 12 (+3)

**Possessions:** +1 bastard sword, longbow, chainmail, heavy shield



## ⚠ Twin-Spear Trap

Level 3 Wrd XP 150

Perception DC 20: The character notices the mechanism that fires the spears.

Trigger: The trap attacks when a character attempts to open the secret door.

Immediate Reaction, Melee; Target: The creature that attempts to open the secret door; Atk; the trap fires two spears; +6 vs.AC; Hit: 1d8+3 damage. If both spears hit the same target, the target takes an additional 1d8 damage.

### COUNTERMEASURES

- An adjacent character can disable the twin-spear trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.

Area 1–10

### Store Room (EL 1, XP 250)

Read or paraphrase the following:

*This narrow, rickety room is a cramped balcony stacked high with grimy crates, casks and boxes. Chittering forms sit atop the stacks, watching you with flashing eyes.*

The storeroom houses the beggars' foodstuffs. The chamber is overrun by ferocious rats. The filthy rodents swarm anyone lingering in the chamber, viciously attacking with tooth and claw.

The crates and boxes contain rotting grains, hard tack biscuits and dried fish. The casks hold weak wine, quickly souring to vinegar. One of the beggars has hidden his personal cache behind the stacks (Perception, DC 20). The small hole contains 13 cp in loose coins and a simple pair of silver earrings worth 2 gp.

## Rat Swarm (2)

Medium natural beast (swarm)

Level 2 Skr

XP 125

Init +6

Senses Perception +6  
low-light vision

**Aurora I**; the rat swarm makes a basic attack as a free action against each enemy that begins its square in the aurora

HP 36

Bloodied 18

AC 15

Fort 12, Ref 14, Will 11

Resist half damage from melee and ranged attacks

**Vulnerable 5** against close and area attacks

Spd 4, climb 2

↑ Swarm of Teeth (standard; at-will): +6 vs.AC; 1d6+3 damage, and persistent 3 damage (save ends).

Align Unaligned

Lang —

Str 12 (+2)

Dex 17 (+4)

Wis 10 (+1)

Con 12 (+2)

Int 2 (–3)

Cha 9 (+0)

Area 1–11

### Common Quarters

Read or paraphrase the following:

*The chamber is home to a staggering number of flea-ridden cots, bedrolls, and pallets. Half-burnt candles are wedged into every crack and crevice. The air is thick with the stink of sweat and refuse. All is silent and deathly still.*

This chamber was once home to dozens of beggars. The Beggar-King has sacrificed them to the umbra drake in his gambit for power.

A thorough search of this chamber turns up nothing save swarms of ravenous ticks and fleas that once fed off the beggars.





# Area 1-12

## Zeb'oltha the Demon-Bound (EL 1, XP 375)

Read or paraphrase the following:

*A towering, muscled figure cloaked in hooded black robes stands guard before a narrow doorway. Past the figure you spy a smoky chamber lit by blood-red candles. The air is thick with incense and chanting can be heard within.*

Standing guard over each entrance is a eunuch — tattooed and mute — brought from distant lands. Enormous specimens of humanity, the eunuchs fight to the death in the defense of their mistress. Both eunuchs fight with kusari-gama (treat as spiked chains), obscure sickle and chain weapons native to their distant homeland.

If the PCs manage to fight their way into the chamber, read or paraphrase the following.

*The chamber before you is littered with the remnants of eldritch wizardry. Shattered vials, broken canopic jars, bits of bone, and the glowing slime of demon-kin are scattered about the rough wooden floor. The walls of the chamber are covered in bizarre diagrams drawn in chalk and blood, and the whole place is lit by a glowing head floating in a jar of blue liquid.*

Mother Zeb'oltha — witch-for-hire — lairs within, joining in any battle her eunuchs cannot handle on their own. A corpulent tiefling, the witch moves with a grace and speed that defies her thick rolls of devil-born flesh. Perpetually slick with sweat and the grease from her material components, Mother revels in the disgust she causes in others, smacking her lips profusely in combat,

and giggling madly with every wound she inflicts.

Despite her disgusting nature, or perhaps because of it, the witch has done quite well for herself, exacting a high price from the Beggar-King at minimal risk to her person. Zeb'oltha has no interest in dying in defense of her master, and fights only so long as she believes that he has a reasonable chance of defeating the PCs.

Mother Zeb'oltha wields her *skull rod* in battle, using the staff to augment her spells. She supports the eunuchs with *eldritch blast* and *hellish rebuke*, and uses *warlock's curse* to curse a hero each round. If the PCs manage to overcome the eunuchs, Zeb'oltha uses *flames of Phlegethos* or *diabolic grasp*, preferably against a cursed foe.

The *skull rod* is a potent relic, crafted in ages past by demon-worshipping spellcasters. Topped with a demonic ram's head, the rod acts as a +1 *magic rod* and serves as a conduit for infernal warlocks, allowing a warlock to draw power directly from her infernal patron. Once per day, a warlock can use the *skull rod* to recast a used encounter power. Each use of this ability costs one charge. The *skull rod* presently has 12 charges. Once all the charges are exhausted, the *skull rod* vanishes, drawn back to its plane of origin. (At the GM's discretion, cruel and wicked rites can be used to refresh the rod. Recharging the rod should consist of three smaller adventures during which the warlock seeks out lost lore regarding the *skull rod*, culminating in a grand adventure in a powerful, exotic location where the rod is refreshed.)





**Treasure:** To the untrained eye, the remnants of Mother's experiments are largely worthless, and even the items of worth are revolting in nature. Identifying items of value requires both a successful DC 15 Perception check and a DC 20 Arcana check. For each successful combo, roll 1d6 and consult the following table.

1d6	Item
1	A tall copper tube jar containing a dozen phoenix feathers. If a feather is drawn from the jar and exposed to the open air, it immediately bursts into flames; Close burst 1; +5 vs. Reflex; 1d8 fire damage.
2	3 small clay vials containing finely sifted powder. If mixed with wine, the contents of one vial make a <i>potion of healing</i> .
3	A unicorn horn.
4	A crystal orb containing the living eye of a young black dragon. The dragon yet lives, and will use its displaced eye to determine visual reference points in an attempt to determine the location of its eye. If the dragon is able to ascertain the location of the orb, it arrives in 1d6+4 days to reclaim its lost eye.
5	The mummified tail of a bone devil. The tail can be used in combat as a scythe.
6	A pseudodragon egg incubating atop a bed of warm coals. At the GM's discretion, the egg — if protected and kept warm — will hatch in 1d10 +5 days.

## Eunuch Bodyguard (2)

**Medium natural humanoid (human)**

<b>Level 1 Sld</b>	<b>XP 100</b>
<b>Init +4</b>	<b>Senses Perception +1</b>
<b>HP 29</b>	<b>Bloodied 14</b>
<b>AC 17</b>	<b>Fort 14, Ref 13, Will 12</b>
<b>Spd 6</b>	
↑ Spiked Chain (standard; at-will) ♦ Weapon: Reach 2; +8 vs. AC; 2d4+3 damage.	
↑ Tripping Strike (standard; Refresh 5–6) ♦ Weapon: Requires spiked chain; +8 vs. AC; 2d4+3 damage, and the target is knocked prone.	
Align Evil	Lang Common
Skills Acrobatics +7	
Athletics +8	
Str 16 (+3)	Dex 14 (+2) Wis 12 (+1)
Con 13 (+1)	Int 11 (+0) Cha 10 (+0)
Possessions: leather armor, spiked chain	

## Mother Zeb'oltha, Tiefling Warlock

**Medium natural humanoid (tiefling)**

<b>Level 3 Art</b>	<b>XP 175</b>
<b>Init +3</b>	<b>Senses Perception +2</b> low-light vision
<b>HP 46</b>	<b>Bloodied 23</b>
<b>AC 15</b>	<b>Fort 15, Ref 15, Will 14</b>
	<b>Resist 6 fire</b>
<b>Spd 6</b>	
↑ Sickle (standard; at-will) ♦ Weapon: +4 vs. AC; (+5 against a bruised foe) 1d6 damage.	
⚡ Eldritch Blast (standard; at-will) ♦ Arcane, Item: Ranged 10; +6 (+7 against a Bloodied foe) vs. Reflex; 1d10+5 damage (crit +1d6).	
⚡ Hellish Rebuke (standard; at-will) ♦ Arcane, Fire, Item: Ranged 10; +6 vs. Reflex; (+7 against a bruised foe) 1d6+5 fire damage (crit +1d6). If Mother Zeb'oltha takes damage before the end of her next turn, the target takes an extra 1d6+4 fire damage.	
⚡ Diabolic Grasp (standard; encounter) ♦ Arcane, Item: Ranged 10; +6 vs. Will (+7 against a Bloodied foe) 2d8+5 damage, and Mother Zeb'oltha slides the target 3 squares.	
⚡ Flames of Phlegethos (standard; daily) ♦ Arcane, Fire, Item: Ranged 10; +6 vs. Reflex; (+7 against a bruised foe) 3d10+5 fire damage, and the target takes 5 persistent fire damage (save ends).	
Infernal Wrath (minor; encounter): Mother Zeb'oltha gains a +1 power bonus to her next attack roll against an enemy that hit her since her last turn. If the attack hits and deals damage, Mother Zeb'oltha deals an extra 4 damage.	
Fiendish Resilience (minor; daily) ♦ Arcane: Mother Zeb'oltha gains 8 temporary hit points.	
Warlocks Curse (minor; at will): Mother Zeb'oltha places a curse upon any target she can see. If she deals damage to that target, she can elect to deal +1d6 damage. In addition, when a creature under Mother Zeb'oltha's warlock curse is reduced to 0 or fewer hit points, she heals 3 hit points.	
Align Evil	Lang Common, Supernal
Skills Arcana +8	
Bluff +12	
Stealth +5	
Str 10 (+1)	Dex 14 (+3) Wis 13 (+2)
Con 16 (+4)	Int 14 (+3) Cha 13 (+2)
Possessions: +1 cloth armor, skull rod, sickle	





# Area 1-13

## Courtyard and Warehouse (EL 2, XP 250)

Read or paraphrase the following:

*The dark courtyard is muddy from the pouring rain. Bits of trash, broken bottles, and cast-off crates stand in the shadowy corners of the yard. A pair of double doors stands at one end of the courtyard. Apart from the drum of the rain, all is quiet.*

This area is deceptively simple. In a very worst-case scenario, characters can be attacked from villains in areas 1-12, 1-13 and 1-14 all at once. If the PCs haven't encountered Mother Zeb'oltha and her twinned eunuchs, they're in for a nasty surprise once the battle begins.

The double doors open out into the courtyard and are barred from the inside. Behind the locked portals, a lone scout peers through a hole cut in the door, hissing reports to his comrades in arms in area 1-14. Characters can spot the lookout with a DC 17 Perception check. The beggars wait for an opportune moment, then throw wide the bars and join the battle in the muddy courtyard. Characters that hear the bars being drawn (Perception, DC 15), can elect to force the doors closed with a contested a Strength check. The beggars try to force the PCs back into the courtyard, so Black Shet can make sneak attacks with his hand crossbow from area 1-14. If Mother Zeb'oltha and her eunuchs are still alive, they come to the aid of the beggars in 3 rounds.

There are 10 beggars hidden in the warehouse — desperate, violent men armed with short swords and daggers. The beggars charge into the courtyard in their initial rush, hurling daggers ahead of their charge. As the battle goes against the beggars, they try to fight their way past the PCs fleeing the courtyard through area 1-11.

Once the PCs enter the warehouse, read or paraphrase the following:

*Scattered piles of moldy hay litter the warehouse floor. The walls and ceiling are charred black with soot from some past fire. Streams of water drip from holes in the ceiling, pooling in cold puddles on the muddy floor. A ladder stands in one corner of the chamber, rising to a loft.*

Characters taking the time to inspect the chamber discover a number of weapons lying about, all in poor shape. There are six rusting short swords, a rack of eleven iron spears, a bandolier of six daggers, and four moldy vests of padded armor.

# Beggar (10)

## Medium natural humanoid (human)

Level 2 Min

XP 25

Init +0

Senses Perception +0

HP 1 (a missed attack never damages a beggar)

AC 15

Fort 13, Ref 11, Will 11

Spd 6

↑ Short Sword (standard; at-will) ♦ Weapon: +6 vs.AC; 4 damage.

⚡ Dagger (standard; at-will) ♦ Weapon: Ranged 5/10; +4 vs.AC; 3 damage.

Mob Rule: A beggar gains a +2 power bonus to all defenses while at least 2 other beggars are within 5 squares.

Align Unaligned

Lang Common

Str 14 (+2)

Dex 10 (+0)

Wis 10 (+0)

Con 12 (+1)

Int 9 (-1)

Cha 11 (+0)

Possessions: short sword, three daggers

# Area 1-14

## Court of the Beggar-King (EL 1, XP 425)

Read or paraphrase the following:

*The chamber before you is bedecked in moldering splendor. Stained tapestries, lit by flaming tapers and bronze braziers, glisten with mold and rainwater. Pillows and blankets, black with mildew, cover the floor. Cracked mirrors and tarnished copper shields hang from a fishing net strung along the ceiling. The air is thick with incense, but no amount of scent or perfume could conceal the oppressive reek of sweat and spilled wine.*

*At the far end of the chamber, past a low table strewn with half-empty jugs of wine and nibbled sweetmeats, is a divan hung with furs. Asleep in a drunken stupor atop the divan is a portly figure in an embroidered robe. A glittering crown — topped with gems — sits nearby atop a small gold coffer. A trio of hooded guards, dressed in the formless gray cloaks of executioners, stand watch over the sleeping form.*

Despite initial appearances, the sleeping figure is not the Beggar-King. The true King of Beggars fled the chamber scant moments before, leaving a child in his place. Quite to the contrary, the entire chamber is an elaborate trap.

The false Beggar-King is an 11-year old girl. The urchin's head was shaved in preparation of the role, and the robe is padded to make her appear portly. The standing guards are actually mannequins draped in cloaks and hung with weapons.

Black Shet is lurking in the rafters on the north side of the chamber, armed with a hand crossbow. If the PCs sense the trap (and cautious characters should) Shet ambushes the PCs to lure them into the chamber.

A pit trap (marked on the GM's map) is placed in the center of the room. The trap is sprung when one or more PCs steps over the trap. Characters unable to avoid the trap plummet 20 feet into a cage hung beneath the chamber floor. See area 2-1 for details on the fate befalling PCs caught in the trap.



After the trap is sprung, Black Shet drops from the rafters, retreating through the concealed door down to area 2–1. The urchin flees out the door to area 1–14.

**Treasure:** The guild's treasure cache is hidden in the dungeon below. The tapestries, furs, and crown are all worthless fakes. The coffer is locked (Thievery, DC 20) and trapped with a dart trap. However, upon opening the coffer, all the PCs discover are 150 worthless tin coins.

Black Shet's most treasured possession is a long-bladed fighting dagger he has taken to calling *Felis*. Unbeknownst to Black Shet, *Felis* is the sister blade to *Whisker* (see *DCC #29, The Adventure Begins — Tower of the Black Pearl*). The blade acts as +1 *duelist's dagger* but when wielded alongside *Whisker*, *Felis* grants an additional +2 enhancement bonus to the wielder's AC.

Black Shet keeps a blackened copper vial of anti-venom for the *shadowstuff toxin* hidden in the rafters (Perception, DC 25). If captured (and if one of the PCs is showing symptoms of the toxin) the rogue uses his knowledge of the anti-venom to barter for his life.

## ⚠ Well-Camouflaged Pit Trap

**Level 2 Wrd** **XP 125**

Perception DC 25: The character notices that the squares hiding the pit trap bow in slightly.

**Trigger:** The trap triggers when a character enters one of its squares.

**Immediate Reaction, Melee; Target:** The creature that entered one of the trap's squares; **Atk** +6 vs. **Reflex**; **Hit:** The target falls into the pit, takes 1d10+3 damage, and falls prone. **Miss:** The target returns to the last square it occupied and its move action ends immediately. **Effect:** The pit trap opens and the trap is no longer hidden.

### COUNTERMEASURES

- An adjacent character can trigger the trap with a DC 15 Thievery check.
- An adjacent character can disable the trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.



## ⚠ Fusillade of Darts Trap

**Level 2 Bls** **XP 125**

Perception DC 20: The character notices the small holes in the coffer.

**Trigger:** When a character opens the coffer, the trap rolls initiative. **Init:** +3

**Standard Reaction, Ranged 10; Target:** 1d6 targets in range; **Atk** +8 vs. **AC**; **Hit:** 1d6+3 damage

### COUNTERMEASURES

- An adjacent character can disable the trap with a DC 25 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.
- A character that moves more than 1 square on a turn gains a +5 bonus to AC against the trap's dart attack.

## Black Shet, Human Rogue

Medium natural humanoid (human)

**Level 3 Skr** **XP 175**

**Init** +6

**HP** 45

**AC** 16

**Spd** 6

**Senses** Perception +1

**Bloodied** 24

**Fort** 15, **Ref** 15, **Will** 12

↑ +1 *duelist's dagger* (standard; at-will) ♦ **Weapon:** +10 vs. **AC**; 1d4+5 damage (1d6+9).

⚡ **Hand Crossbow** (standard at will) ♦ **Weapon:** Ranged 10/20; +8 vs. **AC**; 1d6+4 damage.

↑ **Deft Strike** (standard; at-will) ♦ **Martial, Weapon:** Black Shet moves 2 squares and makes a melee or ranged basic attack.

↑ **Positioning Strike** (standard; encounter) ♦ **Martial, Weapon;** +10 vs. **Will** 1d4+5 damage, and Black Shet slides the target 1 square.

↑⚡ **Easy Target:** (standard daily) ♦ **Martial, Weapon:** +10 (+8 with hand crossbow) vs. **AC**; 1d4+5 (1d6+4 with hand crossbow) damage, and the target is slowed and grants CA to Black Shet (save ends both). **Miss:** Half damage, and the target grants CA to Black Shet until the end of his next turn.

**Tumble** (move; encounter) ♦ **Martial:** Black Shet shifts 3 squares.

+1 *duelist's dagger* (minor; daily): Black Shet has combat advantage against the next creature he attacks with this weapon on that turn.

**CA:** Black Shet deals +2d6 damage against any target he has CA against.

**First Strike:** At the start of an encounter, Black Shet has CA against any creatures that have not yet acted.

**Align** Evil

**Lang** Common

**Stealth** +8

**Thievery** +8

**Str** 16 (+4)

**Dex** 16 (+4)

**Wis** 10 (+1)

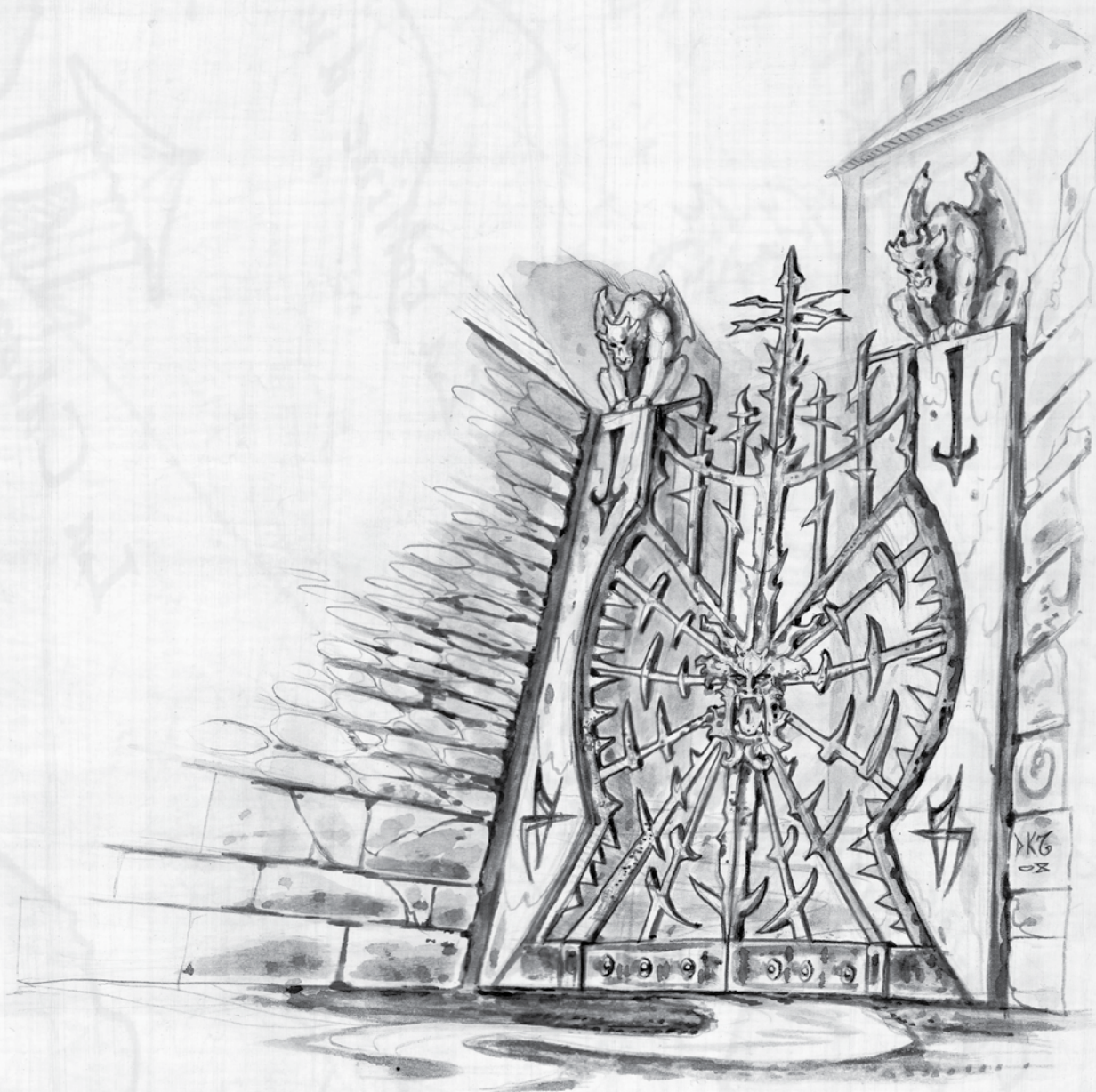
**Con** 13 (+2)

**Int** 12 (+2)

**Cha** 11 (+1)

**Possessions:** *Felis*, +1 *duelist's dagger*, leather armor, hand crossbow, 20 bolts







## LEVEL 2

### DUNGEONS OF THE BEGGAR-KING

By the time the heroes reach the dungeons of the Beggar-King they should be second level. If not, the GM is encouraged to add an additional encounter or two — either thugs seeking an audience with the Beggar King, or Dog Brothers, set on avenging their slain comrades. Permit the heroes to level up if they take an extended rest.

The second encounter area is set in the sewers and tunnels beneath the city's streets. Unlike the tenements where PCs could use rooftops and windows to their advantage, movement in the dungeon level is tight and constricted, forcing PCs to be careful about when they choose to advance and retreat. Whereas the upper level was home to the Beggar-King's hired swords and mercenaries, the dungeon level is largely home to the slavers that took up residence after the Beggar-King's possession. The slavers' aim is to make off with as much of their wicked cargo as possible, and to loot whatever wealth might still be hidden in the Beggar-King's dungeons.

Except where noted, the entire dungeon is lit by smoky torches set into wall sconces. The torches can be easily removed or doused by PCs (or their foes), as the situation merits.

The dungeon level is infested with large rats that lurk in the shadows, constantly watching the adventurers and chittering all the while. One in ten are the trained pets of the Scion of Niramuth in area 2–7. Unless the PCs take special pains to conceal themselves, the rats alert their master to the heroes' approach, so that none of the NPCs in areas 2–1 to 2–7 can be surprised.

The doors in the dungeon level are considerably more stout than those in the tenements above. All can be barred as needed.

**Good Wooden Door:** AC 5, Reflex 5, Fortitude 5; HP 20; Break DC 18.

#### Area 2–1

#### Slave Pens of Punjar (EL 1, XP 450)

If the PCs enter by falling through the pit trap in area 1–15, read or paraphrase the following:

*You hurtle through the darkness, crashing to a halt inside a cage. Above you, an iron grate slams closed, metal ringing on metal. The cage pitches drunkenly from side to side, and somewhere far below you can hear the sounds of a rushing river. Through the swirling mist, you spy a series of slave pens rising to a platform, cast red in the flickering light of braziers. A monstrous roar shakes the cavern, and the cage begins to move toward the platform.*

If the PCs enter via the concealed trap door, read or paraphrase the following:

*A thundering river cuts through the cavern below you. Suspended high above is an iron cage. On the far bank are several slave pens, cast red in the flickering light of braziers. The slave pens rise to a rocky platform, and atop the platform is an enormous ape, shackled to an enormous windlass.*

**Trapped by the Beggar-King:** The slavers use the cage to transport slaves from the pens to the river barges. Characters falling through the trap door in the Beggar-King's court (area 1–14) land with a crash inside the cage, locking the cage closed. Rogues can attempt to disable the mechanism (Thievery, DC 25) locking the cage closed. Alternately, PCs can try to Break (DC 25) or batter their way out of the cage (AC 5, Reflex 5, Fortitude 5; HP 120).

The cage hangs 20 feet above the dark rushing waters. Once free of the cage, the PCs can leap to the ledge with a DC 15 Athletics check and a DC 20 Acrobatics check. Characters failing either check tumble to the frigid waters below, and are smashed against the lowered portcullis.

Across the river, the desert ape hauls on the windlass, winching the cage and PCs closer to shore. It takes 5 full rounds for the desert ape to haul the cage to the slave pens. At the end of the 5th round, a hobgoblin triggers the cage's escape latch, dropping the floor out of the cage. Characters that don't cling to the cage (Athletics, DC 20) plummet 20 feet into the slave pens below, taking 2d10 points of falling damage.

**Development:** Regardless of how the PCs enter the cavern, a mournful warhorn sounds at their approach. The following round, a band of 3 hobgoblin slavers enter from area 2–2. Recognizing the threat, the slavers rain arrows down on the PCs. *Note:* The cage offers the PCs cover, imposing a –2 penalty to the hobgoblin slavers' attack rolls.

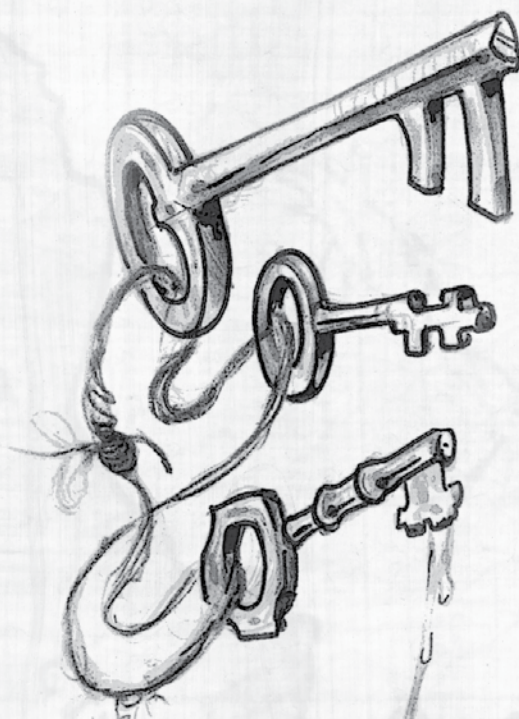
As the battle progresses, the slavers try to lure the PCs into a trap by withdrawing to area 2–5A. Before retreating from the platform, the last hobgoblin pulls the pin securing the desert ape's manacles. Freed, the enraged great ape turns its attacks on the PCs.

**The Slave Pens:** Characters can escape the slave pens by succeeding on a DC 23 Athletics check, bending aside the bars (Strength, DC 25), or battering their way free (AC 4, Reflex 4, Fortitude 12; HP 100.).

Some of the pens already contain slaves. If PCs have died previously in the adventure, the slave pens can be used to introduce new heroes into the adventure. Otherwise, the slaves can be used to plant story seeds, or ignored altogether, as best suits the GM's plot.



Pen	Slaves
A	Two miserable human beggars, covered in weeping sores. They will eagerly offer to join with the heroes (claiming to know the location of the Beggar-King's treasure vault) only to betray the PCs at the first opportunity.
B	Crox, an aging dwarf tinker. The dwarf knows enough of the mechanics of locks to be able to free himself, but has been afraid to do so without allies to help him fight his way out of the dungeon.
C	Baroness Lady Constance and her 2 ladies-in-waiting. Dressed in tattered finery, the countess and her servants were abducted from her barge as it passed Wharftown. The lady's dedicated servants, though not combatants, will do everything in their power to prevent any further harm coming to their mistress. (Unknown to Lady Constance, her husband was the one that paid to have her abducted, allowing him to marry a longtime mistress.)
D	Lorilass, an ancient sage and Neveril, his lovely, half-elf apprentice. Sickly to the point of death, the sage will have to be carried to freedom if he is to escape. Once returned to civilization, the sage recovers quickly. As a reward, the sage will offer up his knowledge to the PCs free of charge.



**The River:** Heroes falling into the river find themselves in dangerous straits. The swift waters are 15 feet deep, and run south to north, crashing against the lowered portcullis. Fighting against the iron grate, PCs must succeed on DC 25 Athletics checks each round or be crushed against the portcullis. Simply staying afloat requires a DC 15 Athletics check each round, and to escape the current a PC must succeed on a DC 20 Athletics check, or be hauled to safety by a companion.

**Treasure:** Apart from the the hobgoblins' coins, there is nothing of worth in the slave pens. In the northwest corner of the chamber is a stack of crates filled with rotting foodstuffs, and a single barrel of stale half-beer.

## Hobgoblin Slaver (3)

Medium natural humanoid (hobgoblin)

<b>Level 1 Skr</b>	<b>XP 100</b>
<b>Init +4</b>	<b>Senses</b> Perception +1 low-light vision
<b>HP 30</b>	<b>Bloodied 15</b>
<b>AC 15</b>	<b>Fort 14, Ref 13, Will 12</b>
<b>Spd 6</b>	
⬆ Short Sword (standard; at-will) ♦ Weapon: +6 vs.AC; 1d6+2 damage.	
⚡ Shortbow (standard; at-will) ♦ Weapon: +6 vs.AC; 1d8+2 damage.	
Hobgoblin Resilience (immediate reaction, when the hobgoblin slaver suffers an effect that a save can end; encounter): The hobgoblin slaver rolls a saving throw against the effect.	
CA: The hobgoblin slaver deals an extra 1d6 damage against any target it has CA against.	
Align Evil	Lang Common, Goblin
Skills Athletics +9	
History +2	
Stealth +7	
Str 15 (+2)	Dex 14 (+2) Cha 10 (+0)
Con 14 (+2)	Int 11 (+0) Wis 12 (+1)
Possessions: short sword, leather armor, light shield, shortbow with 20 arrows	

## Great Desert Ape

Large natural beast

<b>Level 3 Brt</b>	<b>XP 150</b>		
<b>Init +3</b>	<b>Senses</b> Perception +7 low-light vision		
<b>HP 54</b>	<b>Bloodied 27</b>		
<b>AC 15</b>	<b>Fort 17, Ref 15, Will 14</b>		
<b>Spd 6, climb 6</b>	<p>⬆ Slam (standard; at-will): +7 vs.AC; 1d8+4 damage.</p> <p>⬆ Bounding Smash (standard; encounter): The ape shifts 6 squares and makes a slam attack. If the attack hits, the target is pushed 1 square.</p>		
<b>Align Unaligned</b>			<b>Lang —</b>
<b>Skills Athletics +10</b>			
<b>Str 19 (+5)</b>	<b>Dex 15 (+3)</b>	<b>Wis 12 (+2)</b>	
<b>Con 14 (+3)</b>	<b>Int 2 (−3)</b>	<b>Cha 10 (+1)</b>	





### Area 2-2 Defiled Seal

Read or paraphrase the following:

*Broken shards of plaster and stone rubble are piled before a narrow cleft that has been torn in the far wall of the chamber. Through the jagged opening you spy a dusty stone staircase rising through cobwebs into darkness.*

*A series of lit candles, each planted atop a skull, surround the cleft. A well-worn footpath avoids the cordon of candles, exiting through an archway on your left.*

In his quest to acquire esoteric lore to be used against his enemies, the Beggar-King's ordered the seal that once guarded the north passage be demolished. A wizard in the Beggar-King's employ was sent to explore the ruins above and has yet to return. The slavers — fearing a horror that they do not understand — have taken pains to avoid the north passage.

Characters examining the debris (Perception, DC 15) discover bits of stone engraved with sigils. All the sigils have been filled in with lead.

Trackers brave enough to examine the stairs (Nature, DC 15) note that a single humanoid has ascended the stairs sometime in the last month. A successful DC 15 Nature check confirms that the creature has not returned.

### Area 2-3 The Second Seal (EL 2, 350 XP)

Read or paraphrase the following:

*Once a chapel, this chamber has long since fallen into ruin. A faux portal is painted in black on one wall, decorated with simple silver skulls and stars. A simple wooden bowl sits before the false portal, sticky with blood. Metal censers hang from chains in the corners of the chamber, and the air is thick with swirling smoke.*

*The desiccated corpse of a human lies in the center of the chamber, its face frozen in a scream of terror.*

Show the players Player Handout C.

This chamber is home to a secret far older than the sewers of Punjar. The painted door covers a plaster wall that was erected decades ago to restrain a fell aberration from the Shadowhold. The destruction of the first seal (area 2-2) has weakened these restraints, permitting

the immaterial tendrils to reach through the false door. Character might rightly assume that the tendrils of smoke are the result of burnt incense, but the censers are cold to the touch and haven't been lit in weeks.

The corpse is that of the wizard sent by the Beggar-King. Slain by the tendrils of a shadowstuff horror, the body has been dead for over 3 weeks, but shows only signs of desiccation, not rot. The corpse is dressed in a voluminous red robe, decorated with sigils stitched in silver thread, and has a flowing beard the color of ash. A trio of scroll cases hangs from the corpse's belt; the scrolls contains the arcane rituals Eye of Alarm, Magic Mouth, and Silence. The mage hid a long fighting dagger in his right boot, wore a pair of non-magical silver bracers (worth 5 gp), and kept a pipe thrust inside his robes.

**The Painted Portal:** A close inspection (Perception, DC 15) of the door reveals a single narrow scrape, an inch long, cut into the paint. Careful searchers (DC 20) discover a thick iron needle on the ground before the false portal. Beside the needle are a single fleck of paint and a sliver of lead.

So long as the false door isn't disturbed further, it presents no threat to the PCs. However, if the characters scrape off the thick paint, they discover a seal composed of lead sigils set into the plaster. Chipping away at the plaster disturbs the sigils, releasing an ancient evil.

The round after the PCs disturb the false door, a tremor shakes the dungeon. The following round, the lead sigils melt away and the searing rivulets cut deep gouges in the plaster. On the third round, the swirling tendrils of smoke coalesce into a shadowy tentacle reaching through the false door. The tentacle attacks any character infected with shadowstuff (see area 1-1); failing that, it simply attacks the closest PC. The tentacle attempts to grapple PCs, and if it successfully grabs a hero, it drags its victim quickly out of sight to area 2-4.

**Treasure:** The 4 censers were used, ages ago, in a rite to bind the shadowstuff horror to the well in area 2-4. One of the 4 remains unlit. If lit, incense contained in the censer grants wizards, warlocks, or clerics with an evil alignment the ability to refresh an encounter spell on a roll of 5 or 6 while the incense is burning. There is sufficient incense in the censer for 5 uses.



## Shadowstuff Horror

Large shadow magical beast

Level 4 Elite Lrk

XP 350

Init +11

Senses Perception +3

darkvision

HP 92

Bloodied 46

AC 20

Fort 19, Ref 19, Will 16

Immune disease, poison

Resist 10 cold, 10 necro

Vulnerable 10 holy

Saving Throws +2

Spd —

APs 1

↑ Tentacle (standard; at-will) ♦ Cold, Necro: Reach 3; +9 vs.AC; 1d8+3 damage, and the target is grabbed (until escape). The shadowstuff horror deals an automatic 1d8+3 damage at the beginning of its turn each round it maintains the grab.

⚡ Fist of Madness (standard; refresh 5, 6) ♦ Psychic: Ranged 10; +7 vs.Will; 1d8+2 psychic damage, and the target is weakened and slowed (save ends both).

✱ Flailing Burst (standard; encounter) ♦ Cold, Necro: Close burst 3 targets enemies +9 vs.AC; 1d8+3 damage. Threatening Reach: The shadowstuff horror can make opportunity attacks against all opponents within its reach.

Align Evil

Lang Common, Telepathy 10

Skills Stealth +10

Str 17 (+5)

Dex 17 (+5)

Wis 15 (+4)

Con 16 (+5)

Int 13 (+3)

Cha 12 (+3)



Area 2-4

### Well of Ancients (EL 2, 350 XP)

Read or paraphrase the following:

*An inky well, circumscribed by a lead-filled pentacle, sits in the center of the chamber. Snaky tendrils of shadow-stuff writhe and dance to a silent, alien rhythm. Sensing your approach, the tendrils eagerly reach towards you!*

Victims carried here from area 2-3 are held by one tentacle, and slowly crushed to death. The shadowstuff horror, trapped since time immemorial between this plane and the Shadowhold, is void of desires apart from inflicting pain upon the living. It remorselessly attacks anything and anyone entering the chamber.

**Treasure:** Defeated, the shadowstuff horror dissolves back into the immaterial tendrils of shade from which it was born. Sharp-eyed PCs (Perception, DC 20) note that a single smoky wisp remains. If handled with bare flesh, the tendril instantly loops around the PC's finger. The tendril, too weak to exert control over the PC, instead forms a symbiotic relationship with its victim. Whenever the PC is in full light (direct or indirect sunlight, the illumination of a power with the radiant key word, within 15 feet of a torch or lantern) his total potential HP is 15 less. Whenever the victim is in partial shadow (at night, more than 15 feet from a torch or lantern) his total potential HP is +20. When the PC is in total darkness, the *shadowstuff tendril* has no effect. These effects apply to all bruised conditions and the like.

**Continuing Adventures:** At the GM's option the Well of Ancients can function as a portal to the Shadowhold. Characters inspecting the well discover that after 20 feet, the stone walls become softer and seemingly less solid. The further the PC descends into the well, the more the walls of the well become insubstantial. At a depth of 50 feet the PC can use force to press his hand into the wall of the well. At 75 feet — the base of the well — the PC can pass entirely into the inky black wall. A PC stepping through the "wall" of the well enters directly into the gloomy, eternal night of the Shadowhold.

**Shadowstuff Horror:** See area 2-3.

Area 2-5

### Portcullis Trap:

Read or paraphrase the following:

*The narrow stairs rise to a short hall. Skulls of various humanoids hang on the far wall, flanking a large ironbound door secured with a bronze lock. Cast in the shape of a roaring lion's marw, the oversized lock glints with bright fangs.*

*The scent of cooking flesh hangs in the air and muffled laughter can be heard through the door.*

Hidden in the west wall, behind a dwarf skull, is a small peephole (Perception, DC 20). A goblin slaver in area 2-5A spies on the stairs through the peephole, triggering the portcullis trap once one or more PCs reach the top of the stairs. The goblin aims to separate the party, dividing the frontline combatants from their companions.



The portcullis' iron grate is reinforced with wood panels, effectively forming a wall between the PCs. Characters succeeding on a DC 20 Strength check can lift the portcullis, though the portcullis does not remain raised, forcing the PC to succeed on a DC 20 Strength check each round to keep the grate raised. Alternately, the party can attempt to batter down the portcullis (AC 4; Reflex 4; Fortitude 12; HP 120).

The following round, the slavers in area 2-5A charge through the door, attacking the PCs caught by the trap.

#### Area 2-5A

##### Slaver Greathall (EL 2, 700 XP):

Read or paraphrase the following:

*Cots and bunks cram the hall, packed around a central fire pit. Glowing coals and half a dozen sputtering torches cast faint shadows, amid weapons racks and loops of hanging chains, manacles, and shackles. The air stinks of stale beer, sour wine, and rancid meat.*

If the PCs have succeeded in sneaking past the lookout watching area 2-5, they discover a dozen slavers here, swilling ale and watered wine, gnawing on hunks of mutton and jerky.

Otherwise, the slavers drop the portcullis in area 2-5 and launch their attack on the separated party. There are 10 slavers in all, wicked hobgoblins and goblins that delight in inflicting pain. They hurl themselves into battle, the hobgoblins engaging melee combatants, while the goblins snipe from a distance.

The 10 have been commanded to serve as a rear guard for the fleeing slave masters (see area 2-6). Led by the dragonborn lieutenant, Orliss the Goat, the slavers believe themselves to be unbeatable; if their commander falls, the slavers' courage falters. They turn and flee, fighting only to cut a path to freedom.

Orliss the Goat (a nickname earned for his unusual, ram-like horns) is a capable leader with a commanding presence in battle. He taunts his foes as he fights, mocking their failures as he inspires his own men to greater feats.

**Treasure:** Nearly all of the slavers' ill-gotten gains are with the slave masters. A quick search of the great hall turns up evidence of the missing loot: in the northeast corner of the chamber (Perception, DC 15) PCs discover a loose flagstone, hastily covered in a handful of dirt. Removing the flagstone reveals a niche large enough for 2 coffers. Hanging from a pair of chains on the south wall is an upended chest. Once the slavers' shared trove, the chest was emptied when the slave masters fled. On the ground beneath the upended chest are a handful of mixed coins (3d20 cp, 1d12 cp, and a single platinum piece).

A careful search of the south wall (Perception, DC 25) reveals a single loose stone mortared into place with dung plaster. Hidden behind the stone is an *amulet of protection* +1.

For a description of the Beggar-King's vault, see area 2-5B.

## Orliss the Goat, Dragonborn Warlord (Leader)

Medium natural humanoid (dragonborn)

Level 3 Sld

XP 150

Init +3

Senses Perception +2

low-light vision

HP 56

Bloodied 28

AC 18

Fort 17, Ref 12, Will 14

Spd 5

↑ Greatsword (standard; at-will) ♦ Weapon: +9 vs.AC; 1d10+5 damage.

↑ Wolf Pack Tactics (standard; at-will) ♦ Martial, Weapon: +9 vs.AC; 1d10+5 damage before this attack, one ally adjacent to either Orliss or the target can shift one square as a free action.

↑ Hammer and Anvil (standard; encounter) ♦ Martial, Weapon: +9 vs. Reflex; 1d10+5 damage, and one ally adjacent to the target makes a melee basic attack against it with a +2 bonus to the damage roll as a free action.

↑ Bastion of Defense (standard; daily) ♦ Martial, Weapon: +9 vs. Reflex; 3d10+5 damage, and all allies with 5 squares gain 7 temporary hit points and a +1 power bonus to all defenses until the end of the encounter.

✧ Dragon Breath (minor; encounter) ♦ Fire: Close blast 3; +8 vs. Reflex; 1d6+2 fire damage.

✧ Inspiring Word (minor 2/encounter) ♦ Martial, Healing: Close burst 5 targets Orliss or one ally in burst target can spend a HP surge and regain an additional 1d6 hit points.

Knight's Move (move; encounter): Ranged 10 one ally takes a move action as a free action.

Combat Leader: Orliss and each ally within 10 squares who can see and hear him gain a +2 power bonus to initiative.

Dragonborn Fury: When Orliss is bruised, he gains a +1 racial bonus to attack rolls.

Align Evil

Lang Common, Draconic

History +8

Intimidate +10

Str 18 (+5)

Dex 10 (+1)

Wis 12 (+2)

Con 14 (+3)

Int 11 (+1)

Cha 15 (+3)

Possessions: greatsword, chainmail, two small rubies (100 gp each)



## Hobgoblin Slaver (4)

Medium natural humanoid (hobgoblin)

Level 1 Skr

XP 100

Init +4

Senses Perception +1  
low-light vision

HP 30

Bloodied 15

AC 15

Fort 14, Ref 13, Will 12

Spd 6

↑ Short Sword (standard; at-will) ♦ Weapon: +6 vs.AC; 1d6+2 damage.

Hobgoblin Resilience (immediate reaction, when the hobgoblin slaver suffers an effect that a save can end; encounter): The hobgoblin slaver rolls a saving throw against the effect.

CA: The hobgoblin slaver deals an extra 1d6 damage against any target it has CA against.

Align Evil

Lang Common, Goblin

Athletics +9

History +2

Stealth +7

Str 15 (+2)

Dex 14 (+2)

Wis 12 (+1)

Con 14 (+2)

Int 11 (+0)

Cha 10 (+0)

Possessions: short sword, leather armor, light shield, shortbow with 20 arrows

## Goblin Archer (6)

Small natural humanoid (goblin)

Level 1 Min

XP 25

Init +3

Senses Perception +1  
low-light vision

HP 1 (a missed attack never damages a goblin archer)

AC 13

Fort 13, Ref 15, Will 12

Spd 6, see also goblin tactics

↑ Short Sword (standard; at-will) ♦ Weapon: +5 vs.AC; 3 damage (4 damage if the goblin archer has CA against the target).

⚡ Shortbow (standard; at-will) ♦ Weapon: Ranged 15/30; +6 vs.AC; 4 damage (5 damage if the goblin archer has CA against the target).

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will): The goblin archer shifts 1 square.

Align Evil

Lang Common

Stealth +5

Thievery +5

Str 14 (+2)

Dex 17 (+3)

Wis 12 (+1)

Con 13 (+1)

Int 8 (−1)

Cha 11 (+0)

Possessions: leather armor short sword, shortbow with 20 arrows

Area 2–5B

## Hoard of the Beggar-King (EL 1, XP 200)

Hidden behind a cleverly disguised plaster wall, the vault is the last of the Beggar-King's once vast treasure hoard. As nearly all the trove was spent hiring the Dog Brothers and then researching the shadow rites, there is little to reward the PCs.

A DC 17 Perception reveals that the wall is plaster, not stone. The wall can be lifted away (Strength, DC 20) by lifting on a pair of small fingerholds set at the base of the false wall.

Read or paraphrase the following:

*The false stone wall lifts away, revealing a dusty vault carved from the surrounding stone. Dust coats the rough floor, and dried cobwebs hang from the low ceiling, drifting to and fro with the slightest breath. A single large chest rests in the far corner of the vault. The chest's simple, rusted lock hangs open.*

The chest is defended by a vicious trap — the bitter Beggar-King wanted to ensure any thief discovering his vault was made an example of. Approaching the chest causes a trio of hollow iron spears to fire down from the ceiling; any PC struck by a spear is immediately pinned to the ground. The following round, acid begins to seep through perforations in spears, rapidly eating away at the flesh of any would-be thief.

The trap has been triggered in the past, scoring the stone with the hard spear tips and discoloring the stone with the spilled acid. However, unless the thick coat of dust is swept aside, neither of these warning signs is evident. The Perception DC listed in the trap's stats below, reflect the difficulty of discovering the indications of the trap if the dust hasn't been disturbed.

**Treasure:** As the open lock indicates, the treasure chest was emptied some time ago, looted to pay off the Beggar-King's burgeoning debts. A mere handful of gold coins (1d12 gp) rests at the base of the chest.

The chest has a false floor, concealing a secret drawer (Perception, DC 20). The drawer is locked by an elaborate system of tumblers (Thievery, DC 25) but the thin wood paneling can easily be broken through (AC 8; Reflex 8; Fortitude 8; HP 3). The drawer contains 3 fragile vials (broken, if treated roughly, or if the paneling is broken open), a simple tapestry embroidered with gold and silver thread, and an emerald in a black, satin bag.

The two vials contain anti-venom and are marked with fangs. An antidote to *shadowstuff toxin*, the anti-venom instantly removes any and all of the toxin's effects.

The last vial is a condensed *potion of healing*.



## ⚠ Caustic Spear Trap

Level 5 Wrd

XP 200

Perception DC 20: The character notices the disguised holes in the ceiling through which the spears are fired.

Perception DC 25: The character notices the acid burn marks in the square targeted by the trap.

Trigger: The trap attacks when a character enters the square before the chest.

Immediate Reaction, Melee; Target: The creature entering the target square; Atk: the trap fires a trio of spears; +8 vs. AC; Hit: 2d6+5 damage, and the target is immobilized and takes persistent 5 acid damage (save ends both).

### COUNTERMEASURES

- An adjacent character can disable the caustic spear trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.
- An adjacent character can assist an ally immobilized by the trap as a standard action with a DC 15 Strength check, granting the victim a +2 bonus to his saving throw against the trap.

### Area 2–6

#### Flight of the Slavers (EL 3, XP 800)

Read or paraphrase the following:

*A narrow wooden ledge extends out over a churning river of sewage and rainwater. A rusty iron ladder descends from the ledge to a sandy beach below, where a moored skiff bucks and spins in the whirling eddies.*

*Below, a pair of enormous dog-headed humanoids rushes to load the skiff with heavy chests and coffers. Aboard the skiff, a thin, robed figure directs the work, holding the skiff's mooring lines and casting nervous glances all about.*

The three are slave masters, responsible for the slaving operation plaguing the slums. The gnolls are the overseers Raiko and Wrix. The figure in the robes is an eladrin slaver known as Virmoth, Lord of the Nine Tails. Unbeknownst to the PCs, there is a fourth slaver present — a drow rogue, known by the moniker of Drazen; GMs should roll hidden passive Perception checks for the PCs, contested by the rogue's Stealth check. Characters that win the check notice a figure hidden in the shadows just past the far side of the ledge in area 2–7.

**Tactics:** Unless the PCs take pains to conceal themselves, Virmoth spies them the instant they enter. A greedy, covetous slaver, the eladrin cannot bear to give up a single gold piece. Instead, he commands Raiko to ward off the PCs, and Wrix to finish loading.

The following round, Raiko strikes the ledge's supports with his maul, causing the entire ledge to collapse. Any character on the ledge must succeed on a DC 20 Athletics check or be pitched into the raging river

below. Characters falling into the river can attempt a DC 15 Acrobatics check save to catch themselves on the collapsing supports; heroes succeeding on the save are hanging, prone, until they either climb (Athletics, DC 15) to the rooms on either side of the collapsed ledge, or leap down onto the sand bar (Athletics, DC 18). Exceptionally courageous PCs can attempt to leap directly into the skiff (Athletics, DC 23).

Heroes falling into the river must succeed on DC 20 Athletic checks. Those that succeed on the check can pull themselves to the sandbar, but those failing must be rescued by their companions on the next round, or be swept downstream (and likely, to their deaths).

After collapsing the ledge, Raiko rains down blows on his foes. If none of the PCs are within reach, the slaver resorts to his whip, trying to drag foes into the water. Wrix continues to load the skiff, unless his fellow gnoll falls in battle, causing Wrix to launch frenzied attacks against any foe within reach. While the battle ensues, Drazen puts his stealth to use, either sniping from the shadows with his hand crossbow or leaping across the cavern to join his allies in melee.

After 5 rounds, Wrix finishes loading the skiff. Any of the surviving slavers leap into the skiff and press off, quickly carried downstream by the current. If Virmoth is slain, he pitches forward into the water, dropping the mooring line. The skiff is immediately swept into the darkness, taking with it all the slavers' ill-gotten treasure.

**Treasure:** Aboard the skiff are 3 chests and 2 coffers. All are extremely heavy, and quickly lost if the skiff sinks. Note that carrying away such wealth might be more of a challenge than PCs realize.

**Chest 1:** Unlocked; trapped with an arrow trap. Contains 680 cp and 50 sp.

**Chest 2:** Locked (DC 25); no trap. Contains 10 pouches, each holding 10 gp worth of assorted, uncut gems.

**Chest 3:** Locked (DC 15); no trap. Contains 800 cp, 120 sp, and 50 copper coins painted to appear as platinum pieces.

**Coffer 1:** Locked (DC 20); hail of needles trap. Contains a brace of 7 silvered shuriken, a blowgun, 10 blow darts, 3 steel vials of poison (drow poison, stormclaw scorpion poison, and deathjump spider poison, respectively), a garrote, 150 feet of silken rope, a set of masterwork thieves' tools (+3 on Thievery checks), and a silvered short sword. The entire collection bears engraved sigils depicting a mask, the mark of Vadicion Cainnae, an assassin of no small renown, who will hunt down the PCs to retrieve his stolen equipment).

**Coffer 2:** Unlocked; no trap. Contains 15 silver ingots (worth 10 gp each), all bearing the stamp of the Empire of Crieste.



## ADRIFT BENEATH PUNJAR!

It is not inconceivable that the PCs might find themselves aboard the skiff as it leaves its moorings. In this case, the GM is presented with 2 choices: The GM can either improvise an adventure in the storm sewers beneath Punjar, or conceive of a conceit that keeps the PCs in the adventure.

Keeping the skiff from floating downstream is the easier of the two tasks, and keeps the PCs on track for the climax of *Sellswords of Punjar*. As the skiff breaks away from its moors, roll d20 behind the screen. Regardless of the result, the skiff overturns, immediately taking on water. Any PC aboard can leap for shore, but any villains aboard the skiff are immediately swept to their doom.

For those adventurous GMs willing to improvise the remainder of the adventure, the river runs through a series of falls and narrows before washing into the sea outside of Punjar. Navigating the skiff, in the dark, through unknown channels and caverns, is challenging at best. At several points along the river's journey, it encounters other side passages and caverns. At any of these junctures, the PCs can disembark, or the skiff could flounder, spilling them into the cold waters. An untold number of fearsome monsters make their lairs in the sewers. Chief among these are a clan of wererats, a band of feral salt trolls, and a tribe of foul sahuagin sworn in obeisance to a fearsome aboleth.

### Raiko and Wrix, Gnoll Overseers

**Medium natural humanoid (gnoll)**

**Level 2 Brt**

**XP 125**

**Init +2**

**Senses** Perception +2  
low-light vision

**HP 34**

**Bloodied 17**

**AC 15**

**Fort 16, Ref 13, Will 13**

**Spd 6**

↑ Maul (standard; at-will Raiko) ♦ Weapon: +6 vs.AC; 2d6+4 damage.

↑ Whip (standard; at-will Wrix) ♦ Weapon: Reach 2; +6 vs.AC; 1d4+1 damage, and Wrix makes a secondary attack against the same target. *Secondary Attack*: +3 vs. Reflex; the target is either knocked prone or pulled 2 squares (Wrix's choice).

*Ferocious Charge* (standard; encounter): When Raiko or Wrix charge, they deal an extra 2 damage on a successful attack.

**Align Evil**

**Lang Common, Gnoll**

**Athletics +10, Intimidate +6**

**Str 18 (+5)**

**Dex 12 (+2)**

**Wis 12 (+2)**

**Con 14 (+3)**

**Int 9 (+0)**

**Cha 7 (-1)**

**Possessions:** leather armor, maul (Raiko), whip (Wrix)

## Virmoth, Eladrin Mage

**Medium fey humanoid (eladrin)**

**Level 3 Ctl (Leader)**

**XP 150**

**Init +3**

**Senses** Perception +4  
low-light vision

**HP 46**

**Bloodied 23**

**AC 17**

**Fort 14, Ref 17, Will 15**

**Spd 6**

↑ Quarterstaff (standard; at-will) ♦ Weapon: +8 vs.AC; 1d8+1 damage.

↑ Force Staff (standard; refresh 4–6) ♦ Force, Weapon: Requires quarterstaff; +8 vs.AC; 2d10+4 force damage, and the target is knocked prone.

⚡ Force Bolt (standard; at-will): ♦ Force: Ranged 10; +7 vs. Reflex; 1d8+4 force damage, and the target is pushed 1 square.

✳ Force Blast (standard; refresh 6) ♦ Force: Close blast 5; +7 vs. Reflex; 2d8+4 force damage, and the target is pushed 1 square and knocked prone. Miss: half damage, and the target is neither pushed 1 square or knocked prone.

Fey Step (move; encounter) ♦ Teleportation: Virmoth teleports up to 5 squares.

**Align Evil**

**Lang Common, Elven**

**Arcana +12, History +12**

**Str 13 (+2)**

**Dex 14 (+3)**

**Wis 16 (+4)**

**Con 14 (+3)**

**Int 19 (+5)**

**Cha 13 (+2)**

**Possessions:** quarterstaff, robes

## Drazen, Drow Thief

**Medium fey humanoid (drow)**

**Level 3 Lrk**

**XP 150**

**Init +9**

**Senses** Perception +7  
darkvision

**HP 35**

**Bloodied 17**

**AC 18**

**Fort 14, Ref 17, Will 14**

**Spd 6**

↑ Rapier (standard; at-will) ♦ Weapon: +8 vs.AC; 1d8+4 damage.

⚡ Hand Crossbow (standard; at-will) ♦ Weapon: Ranged 10/20; +8 vs.AC; 1d6+4 damage.

⚡ Darkfire (minor; encounter): Ranged 10; +6 vs. Reflex; until the end of Drazen's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.

CA: Drazen deals an extra 2d6 damage on melee and ranged attacks against any target he has combat advantage against.

**Align Evil**

**Lang Common, Elven**

**Acrobatics +10**

**Athletics +8**

**Intimidate +4**

**Stealth +12**

**Str 14 (+3)**

**Dex 19 (+5)**

**Wis 13 (+2)**

**Con 11 (+1)**

**Int 13 (+2)**

**Cha 12 (+2)**

**Possessions:** leather armor, rapier, hand crossbow



## ⚠ Arrow Trap

Level 2 Wrd, XP 125

Perception DC 25: The character notices the small hole on the chest through which the arrow is fired.

*Trigger:* The trap attacks when a character opens the chest.

Immediate Reaction, Melee; Target: The creature that opens the chest; Atk: +8 vs. AC; Hit: 1d10+3 damage.

### COUNTERMEASURES

- An adjacent character can disable the poison arrow trap with a DC 20 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.

## ⚠ Hail of Needles Trap

Level 2 BIs, XP 125

Perception DC 20: The character notices the small holes in the coffer.

*Trigger:* When a character opens the coffer, the trap rolls initiative. Init: +3

Standard Reaction, Ranged 10; Target: 2d4 targets in range; Atk +8 vs. AC; Hit: 1d4+3 damage

### COUNTERMEASURES

- An adjacent character can disable the trap with a DC 25 Thievery check.
- A DC 20 Dungeoneering check grants the party a +2 bonus to Thievery checks to delay or disable the trap.
- A character that moves more than 1 square on a turn gains a +5 bonus to AC against the trap's needle attack.





## Area 2-7

**Loathsome Shrine of Niramuth (EL 2, XP 500)**

Read or paraphrase the following:

*At the far end of the natural chamber squats the loathsome statue of an enormous rat. A trio of iron braziers flanks the statue, casting a dull flickering light about the chamber. Piled between the rat's paws is a king's ransom in gold, silver, and jewels. The statue's ruby eyes scintillate hungrily in crimson light.*

Alert PCs (Perception, DC 20) note that the walls of the chamber are riddled with small holes dug by tiny, persistent paws. There are easily hundreds of entrances into the chamber and it would take hours (if not days) to wall them all up.

Upon closer inspection, PCs note the exceptional size of the jeweled eyes adorning the statue. Each is as large as a fist, and easily worth 1,000 gp or more. However, powerful dweomers ensure that the heroes will not make off with any of the treasure lightly.

The statue is cursed. Any character stealing the smallest jewel, or even a single coin, is targeted with a dreadful curse (Ranged 10; +10 vs. Will). The curse infects its victim with an overwhelming fear of rats, mice, and other furry vermin. The character must make a saving throw (minor action) each time he wishes to interact with such vermin; this includes attacking them. If he fails the saving throw, the character will not approach within more than 5 feet of the object of his terror. In addition, if such a character takes damage from a rat, he is weakened (save ends), as the absolute horror of coming into contact with the vermin overloads his mind with fear.

The following round, hundreds of rats pour into the chamber. The rat swarms attack the heroes, specifically targeting any cursed character first. If the PCs retreat from the chamber, the rats return to their nests, but the rats pursue any cursed characters to the death. While within sight of the statue, the rats are Immune to all effects with the *charm* or *fear* keyword.

If the PCs attempt to steal the jewels that stand in stead for the statue's eyes, or if the PCs desecrate the statue, it immediately comes to life, transforming into a huge dire rat. The rat god instantly springs at the nearest hero, likely surprising him. If the PCs flee the chamber, the rat god resumes its place atop the dais, transforming back into a stone statue (and regaining any hit points lost in the battle).

**Treasure:** The jewels in the rat god's eyes cannot be stolen, since even attempting to steal them transforms the statue into a living scion of the rat god. However, the curse that haunts the treasure can be lifted if the rat god is defeated. Piled at the base of the statue are 125 gp, 120 sp, 850 cp, 5 gems (worth 15 gp each), a string of pearls (worth 20 gp), a silver necklace (worth 10 gp), and a +1 *dagger*.

**Scion of Niramuth**
**Large natural beast**
**Level 3 Elite Brt**
**XP 300**
**Init** +5

**Senses** Perception +8

low-light vision

**HP** 124

**Bloodied** 62

**AC** 17

**Fort** 21, **Ref** 19, **Will** 15

**Saving Throws** +2

**Spd** 6, climb 3

**APs** 1

↑ Bite (standard; at-will) ♦ Disease: +8 vs.AC; 2d6+5 damage, and the target contracts filth fever.

※ Tainted Blast (immediate reaction when first

Bloodied;

encounter) ♦ Disease: Close blast 3; +5 vs. Fortitude; 3d6+5 damage, and the target contracts filth fever (see sidebar). All targets that contract filth fever through tainted blast make all saving throws to stave off the effects of the disease at a -2 penalty.

Cull the Weak: Niramuth deals an additional 1d6 points of damage to bruised targets.

**Align** Evil

**Lang** Common

**Athletics** +11

**Stealth** +10

**Str** 20 (+6)

**Dex** 19 (+5)

**Wis** 14 (+3)

**Con** 22 (+7)

**Int** 8 (+0)

**Cha** 12 (+3)

**Rat Swarm (2)**
**Medium natural beast (swarm)**
**Level 2 Skr**
**XP 125**
**Init** +6

**Senses** Perception +6

low-light vision

**Aurora 1;** the rat swarm makes a basic attack as a free action against each enemy that begins its square in the aurora

**HP** 36

**Bloodied** 18

**AC** 15

**Fort** 12, **Ref** 14, **Will** 11

**Resist** half damage from melee and ranged attacks

**Vulnerable** 5 against close and area attacks

**Spd** 4, climb 2

↑ Swarm of Teeth (standard; at-will): +6 vs.AC; 1d6+3 damage, and persistent 3 damage (save ends).

**Align** Unaligned

**Lang** —

**Str** 12 (+2)

**Dex** 17 (+4)

**Wis** 10 (+1)

**Con** 12 (+2)

**Int** 2 (-3)

**Cha** 9 (+0)



## Area 2-8

### Beneath the Charnel Tower (EL 3, XP 700+)

Characters entering from the east notice that the door to this chamber is hot to the touch. A DC 15 Perception check reveals the sounds of a crackling flame and muffled wailing. The door is stout, reinforced with iron, and barred from the inside.

The door can be broken down with a DC 23 Strength check, or battered down (AC 5, Reflex 5, Fortitude 5; HP 35).

Once the PCs enter, read or paraphrase the following:

*A wave of crackling heat washes over you. Shielding your eyes, you can see a mighty oven at the back of the chamber, its oversized door glowing red with heat. Skulls, other bones and fallen bricks litter the corners of the chamber, and all is covered in soot and ash.*

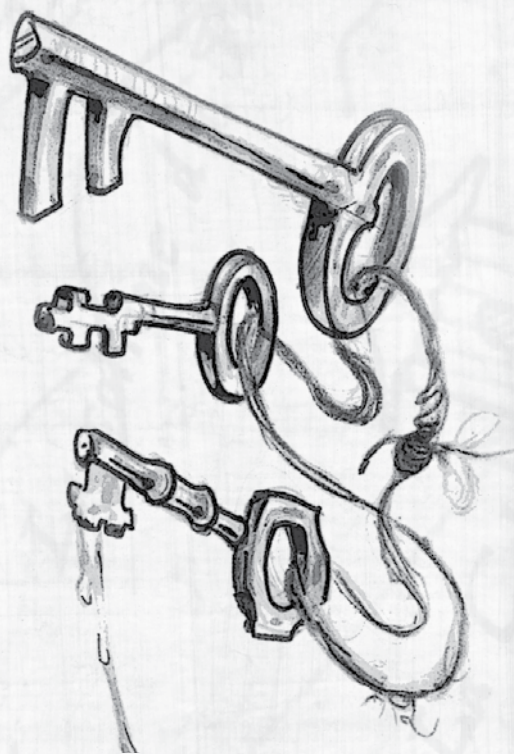
*In the center of the chamber stands an obese man, with the desiccated skin of a dried out corpse, but somehow still alive. His head is cast back in triumph or anguish, a still cloud of inky black shadow gouting from his open maw. The frozen cloud hangs above him, rising into darkness.*

This chamber is home to the cremation retort that once fed the ruined charnel tower. The oven at the back of the chamber, once used to cremate the folk of Punjar, now plays a part in the terrible spell that holds sway over the slums. The fierce flames that burn inside are fed by the souls that the Beggar-King sacrificed in the desperate play for power.

The obese figure at the center of the chamber is the wicked Beggar-King himself. Caught in the throes of a ritual of his own making, the Beggar-King attempted to channel the might of the Shadowhold through his own body. Instead, an umbra drake manifested — and was caught — halfway between this world and the next. The Beggar-King is also trapped, unable to free himself from the grip of the perpetual ritual.

The result is two villains, each with respective (and opposing) goals and powers:

- The umbra drake wants to lure the PCs into attacking and killing the Beggar-King, thereby loosing the drake onto this plane. Beginning the first round after the PCs enter the chamber, the umbra drake sends a swarm of umbra bats winging down from above. More bats, born from the Shadowhold, replace their fellows as they fall, and so long as the Beggar-King lives, the bats cannot be slain.
- For his part, the obese Beggar-King can command the soul-flames fueling the ritual around him, and the bones of the dead beggar and thieves littering the floor of the chamber. At his command, cinder skeletons rise from the ashes to defend their master. The Beggar-King can animate up to 5 skeletons, but no more than 2 at once.



The Beggar-King can also cause the soul-flames of the cremation retort to flare, throwing open the oven door and attacking his enemies with gouts of fire.

When the Beggar-King is slain, read or paraphrase the following:

*The Beggar-King collapses to the ground, slain. The charnel furnace is instantly extinguished, plunging the chamber into darkness. Through the dim light you can see the cloud of inky shadows rushes from his corpse, escaping into the ruined tower above.*

*A frigid wind washes over the chamber, chilling your blood and freezing the sweat beading on your brow. An instant later, a thundering groan fills the air. Crumbling bricks, showers of sand, and falling blocks tumble from above as the dungeon around you begins to collapse.*

The demise of the Beggar-King released the umbra drake, permitting it to fully enter onto this plane. Any surviving cinder skeletons immediately collapse to the floor, inanimate.

The dungeon begins to collapse, beginning with area 2-5a and marching towards the PCs at the rate of one area per round. The ledge in area 2-6 collapses on the second round, followed by area 2-7 on the third. Each collapse brings a blast of air and a deafening crash. Barring exceptional magics, the PCs' sole escape is up the stairs to area 2-9 (and into the waiting maw of the umbra drake — see area 2-9 below).

Any PCs caught within a collapsing chamber suffer 6d12 points of damage. Characters attempting to huddle in area 2-8 begin to suffocate in the choking clouds of dust and soot. (Treat as per drowning rules.)



## The Beggar-King

Medium shadow humanoid (tainted human)

Level 5 Elite Ctl

XP 400

Init +1

Senses Perception +11  
darkvision

**Shadow Haze Aurora I**;  
enemies that end or start  
their turn in the aurora take  
5 points of necro damage

HP 124

**Bloodied 62**

see also shadow burst

AC 17

**Fort 18, Ref 16, Will 21**

**Resist 5** cold, 5 Necro

**Vulnerable 5** holy

**Saving Throws +2**

**Spd** — (can't move) APs 1

⚡ **Shadow Bolt** (standard; at-will) ♦ Cold, Necro: +9 vs. Reflex; 2d4+4 damage, and persistent 2 cold and Necro damage (save ends).

⚡ **Flame Gout** (minor; refresh 5,6) ♦ Fire: Ranged 10; +9 vs. Reflex; 1d12+4 fire damage.

**Shadow Burst** (immediate reaction when first bruised; encounter) ♦ Necro, Healing: Close burst 5; +9 vs. Fortitude; 10 Necro damage, and all undead and creatures with the shadow origin within the burst regain 10 hit points.

**Shadow Jump** (move action; at-will) ♦ Teleportation: Ranged 10; the Beggar-King can teleport a single undead creature or an umbra bat swarm 3 squares.

Align Evil

Lang Common

Arcana +9

Insight +11

Religion +9

Str 8 (+1)

Dex 8 (+1)

Wis 18 (+6)

Con 14 (+4)

Int 14 (+4)

Cha 17 (+5)

## Cinder Skeleton

Medium natural undead

Level 2 Art

XP 125

Init +7

Senses Perception +9  
low-light vision

HP 31

**Bloodied 15**

AC 14

**Fort 14, Ref 15, Will 14**

**Immune** disease, poison

**Resist 10** fire, 10 Necro

**Vulnerable 10** holy

**Spd 6**

⬆ **Claw** (standard; at-will) ♦ Fire: +7 vs. AC; 1d4+2 damage, and 2 persistent fire damage (save ends).

⚡ **Blazing Orb** (standard; at-will) ♦ Fire: Ranged 10; +9 vs. Reflex; 1d8+3 fire damage, and persistent 2 fire damage (save ends).

Align Unaligned

Lang —

Str 15 (+3)

Dex 17 (+4)

Wis 14 (+3)

Con 13 (+2)

Int 3 (–3)

Cha 12 (+2)

## Umbra Bat Swarm

Medium shadow beast (swarm)

Level 3 Lrk

XP 150

Init +9

Senses Perception +7  
darkvision

**Aurora I**; the umbra bat swarm makes a basic attack as a free action against each enemy that begins its square in the aurora

HP 38

**Bloodied 19**

Regeneration 5

AC 17

**Fort 15, Ref 17, Will 14**

**Resist 5** cold, 5 Necro, half damage from melee and ranged attacks

**Vulnerable 5** holy, 5 against close and area attacks

**Spd 2** (clumsy), fly 8

⬆ **Cloud of Teeth** (standard; at-will) ♦ Cold, Necro: +8 vs. AC; 1d6+4 damage, and persistent 2 cold and Necro damage (save ends).

☼ **Blinding Wings** (standard; encounter): Close burst 2; +6 vs. Fortitude; 1d6+4 damage, and the target is blinded (save ends).

**Umbra Healing** ♦ Healing: The umbra bat swarm heals 5 points of damage per round as long as the Beggar-King lives.

Align Unaligned

Lang —

Stealth +10

Str 13 (+2)

Dex 18 (+5)

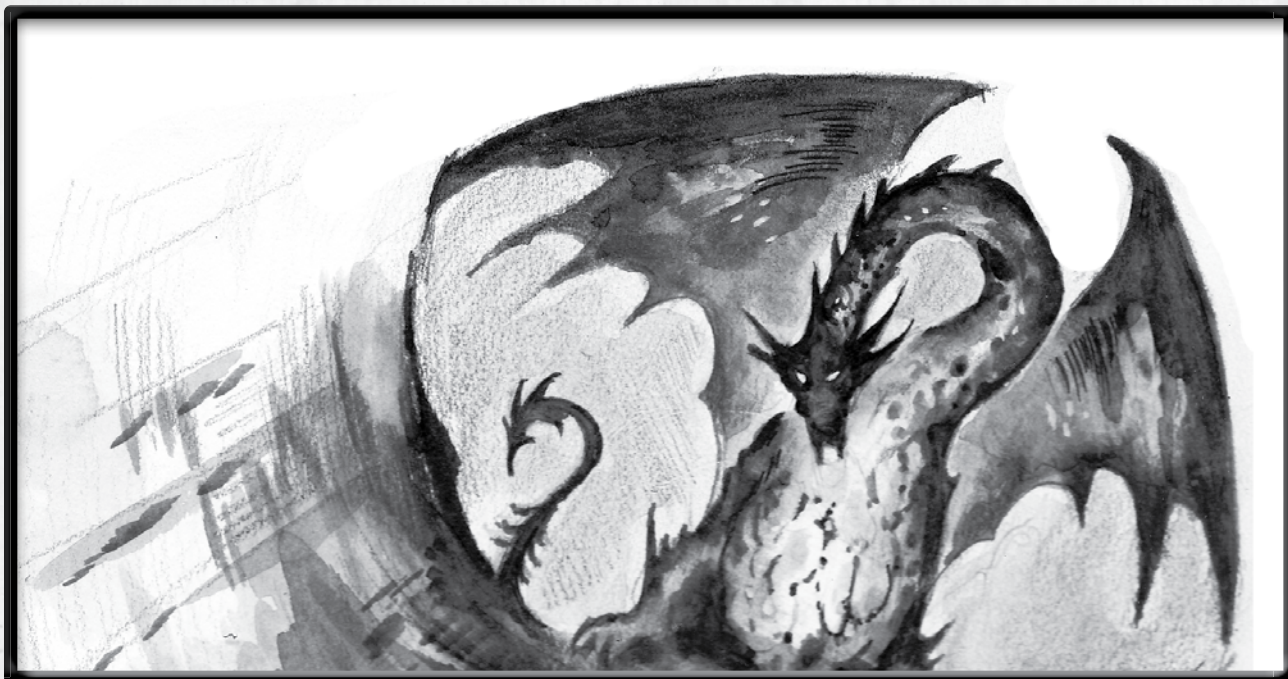
Wis 13 (+2)

Con 14 (+3)

Int 2 (–3)

Cha 11 (+1)





#### Area 2–9

#### The King and his Master (EL 3, XP 750)

Characters racing blindly up the steps have a chance of being surprised by the waiting umbra drake. The drake perches atop the tower and wastes no time, unleashing its wicked breath weapon upon the PCs.

Once the heroes are aware of the drake, read or paraphrase the following:

*The remnants of the ruined tower shudder all around you. The night air bears the hard edge of winter's chill, freezing the breath in your lungs as tiny bits of ash drift down like falling snow.*

*Looking up you can see the clear night sky, framed by the rim of the ruined tower. Crouched on the tower's lip, blotting out the moon, is an enormous dragon that seethes and flares like an ember.*

In order for the PCs to survive the encounter, they need to escape the tower. The easiest way out is climbing up the rubble pile and ducking out through the hole in the west wall of the tower. This places the PCs within 5 feet of the nearest rooftop — an easy jump by any standard (Athletics, DC 15). Heroes missing the leap tumble 20 feet to the muddy ground below.

**Tactics:** The umbra drake recognizes the threat posed by the PCs and wastes no time dispatching its foes. Freshly incarnated onto the plane, the drake does not yet have the strength to fly for long distances. The drake opens combat with its breath weapons, and then focuses its attacks on any hero using holy energy, attempting to bite and slap such foes with its tail.

Note that the umbra bats disperse with the death of the Beggar-King and no longer present a threat to the PCs.

### Umbra Drake

Large shadow beast

Level 3 Solo Lrk

XP 750

Init +9

Senses Perception +8  
darkvision

HP 192

Bloodied 96

see also umbra burst

Fort 19, Ref 19, Will 15

AC 20

Resist 10 cold, 10 Necro

Vulnerable 10 holy

Saving Throws +5

Spd 6, fly 8

APs 2

↑ Bite (standard; at-will) ♦ Cold, Necro: Reach 2; +8 vs. AC; 1d6+4 damage, and persistent 5 cold and Necro damage (save ends).

↑ Tail Slap (standard; at-will): ♦ Cold, Necro: +8 vs. AC; 1d6+4 damage, and the target is knocked prone.

↑ Umbra Rage (standard; at-will): The umbra drake makes a bite and a tail slap attack. If both attacks strike the same target, the target is weakened (save ends).

✱ Breath Weapon (standard; refresh 5–6) ♦ Cold, Necro: Close blast 5; +6 vs. Reflex; 1d12+3 damage, and the target takes 5 ongoing cold and Necro damage and is blinded (save ends all).

Umbra Burst (immediate reaction, when reduced to 0 or fewer hit points; encounter) ♦ Cold, Necro: Close burst 1; +6 vs. Fortitude; 3d6+3 cold and Necro damage, and the target is weakened.

Align Evil

Lang Common, Draconic

Arcana +7

Stealth +10

Str 18 (+5)

Dex 18 (+5)

Wis 15 (+3)

Con 16 (+4)

Int 12 (+2)

Cha 10 (+1)

THUS ENDS THE REIGN OF THE  
BEGGAR-KING



## APPENDIX I ADVENTURES IN PUNJAR

*Sellswords of Punjar* is set in its namesake, capital of the Southern Province, a place of wickedness and deceit without parallel. Detailed in brief in the Free RPG Day gazetteer, *Punjar: the Tarnished Jewel*, the city is also home to 2 upcoming DCCs: *Scions of Punjar* and *Thrones of Punjar*.

But the city has many faces, as befitting a metropolis of its size, with each neighborhood, district and ward offering its own intrigues and dangers. *Sellswords of Punjar* is set in the slums of Old Punjar, better known to locals as Smoke.

Home to the city's most desperate and despairing citizens, Smoke is a collection of seething ruins, hastily built shakes, and rat infested tenements. Those rare individuals that do manage to escape the ward's grinding poverty are often nefarious rogues, with the will to survive at any costs. The saying, "Worse than Smokin' cove," is canting speak used to characterize a particularly wicked double-cross or deceit.

Like a good noir novel, atmosphere is key to running adventures set in Smoke. Every building and tenement is on the verge of ruin, blackened by centuries of soot and grime. Even the newer shacks seem exhausted, as if weighed down by the rain and the hanging miasma of wood smoke and sewage. Whenever PCs enter Smoke, a cold, hard rain should be falling, drumming on the rooftops and seeping through the ceiling. Fires sputter fitfully, every face is a wary stranger, and hungry rats watch from every dark corner — ready to make a meal of the slum's next victim.

Amid the pervasive poverty and misery, heroes will find it difficult to masquerade as natives. Residents of Smoke typically bear weeping sores, scars from previous plagues, and a full set of teeth is unheard of. Those dressed in anything other than castoff rags, flashing more than a gnawed copper or two, and armed with anything greater than a shiv or knife, quickly identify themselves as foreigners to the ward.

Thus, adventurers with suits of clean armor and well-crafted weapons stand out like wolves in a pack of mongrel dogs. Common folk fear and avoid them, while Smoke's rogues and scoundrels see the PCs as targets of opportunity, overconfident and ignorant of the slum and its environs. Attempts to gather information from locals either results in the terrified commoner fleeing the heroes, or luring the PCs into an ambush. Heroes' attempts at kindness are ignored, and PCs resorting to threats of violence quickly find themselves one-upped by the ward's desperate inhabitants.

Smoke is ruled by seemingly endless number of ambitious thugs and pretentious tyrants, of which the Beggar-King is only a minor player. The true power in the ward

belongs to a cadre of bosses loyal to the Thieves Guild. Despite their common allegiance, cooperation among the ward bosses is a rare thing, as each vies for power over his peers. The Thieves Guild, for its part, does little to prevent infighting, with the belief that the constant warring weeds out the weak and foolish. Heroes with a roguish bent will be quick to find work amongst the various syndicates, serving as loyal, "made men," or as freelance sellswords. Woe to the PC that attempts to play one ward boss against another, as nothing brings unity to the bosses as quickly as mutual hatred and enmity.

## APPENDIX II NEW MONSTERS

### UMBRA DRAKE

Umbra drakes are shadowy draconic creatures native to the Shadowhold. There they hunt the eternal gloom for creatures smaller and weaker than themselves. Like many inhabitants of the Shadowhold, umbra drakes yearn to enter the Prime Material Plane and feed on the living things that dwell there.

#### Umbra Drake

**Large shadow beast**  
**Level 3 Solo Lurker**

**XP 750**

**Init** +9 **Senses** Perception +8  
darkvision  
**HP** 192 **Bloodied** 96  
see also umbra burst  
**AC** 20 **Fort** 19, **Ref** 19, **Will** 15

**Resist** 10 cold, 10 Necro

**Vulnerable** 10 holy

**Saving Throws** +5

**Spd** 6, fly 8 **APs** 2

↑ Bite (standard; at-will) ♦ Cold, Necro: Reach 2; +8 vs. AC; 1d6+4 damage, and persistent 5 cold and Necro damage (save ends).

↑ Tail Slap (standard; at-will): ♦ Cold, Necro: +8 vs. AC; 1d6+4 damage, and the target is knocked prone.

↑ Umbra Rage (standard; at-will): The umbra drake makes a bite and a tail slap attack. If both attacks strike the same target, the target is weakened (save ends).

※ Breath Weapon (standard; refresh 5–6) ♦ Cold, Necro: Close blast 5; +6 vs. Reflex; 1d12+3 damage, and the target takes 5 ongoing cold and Necro damage and is blinded (save ends all).

Umbra Burst (immediate reaction, when reduced to 0 or fewer hit points; encounter) ♦ Cold, Necro: Close burst 1; +6 vs. Fortitude; 3d6+3 cold and Necro damage, and the target is weakened.

**Align** Evil **Lang** Common, Draconic

**Arcana** +7

**Stealth** +10

**Str** 18 (+5)

**Con** 16 (+4)

**Dex** 18 (+5)

**Int** 12 (+2)

**Wis** 15 (+3)

**Cha** 10 (+1)





### Umbra Drake Tactics

An umbra drake opens combat with its breath weapon, hoping to blind and confuse its foes. It then wades into melee, biting with its powerful jaws and slashing foes with whip-like blows of its tail. It targets any creature that inflicts holy damage upon it, focusing all its attacks on such a foe.

### Umbra Drake Lore

A character knows the following information with a successful Arcana check.

**DC 15:** Umbra drakes are shadowy, draconic creatures native to the Shadowhold. They are evil and malicious, and occasionally can be summoned to the Prime Material Plane with certain blasphemous rites and rituals.

**DC 20:** An umbra drake's breath weapon is a cloud of choking shadow. It freezes and blinds those caught within it.

### Encounter Groups

Umbra drakes are often encountered with other creatures native to or touched by the Shadowhold, including undead.

#### Level 4 Encounter

- 1 umbra drake (level 3 solo lurker)
- 2 umbra bat swarms (level 3 lurker)

#### Level 6 Encounter

- 1 umbra drake (level 3 solo lurker)
- 2 wraiths (level 5 lurker)
- 1 mad wraith (level 6 controller)

## UMBRA BAT SWARM

Umbra bats dwell where the influence of the Shadowhold is strong. This includes graveyards, sites of necromantic rituals, and areas where powerful undead are known to dwell.

### Umbra Bat Swarm

Medium shadow beast (swarm)

Level 3 Lrk

XP 150

Init +9

**Senses** Perception +7  
darkvision

**Aurora I;** the umbra bat swarm makes a basic attack as a free action against each enemy that begins its square in the aurora

HP 38

**Bloodied** 19; Regeneration 5

AC 17

**Fort** 15, **Ref** 17, **Will** 14

**Resist** 5 cold, 5 Necro, half damage from melee and ranged attacks

**Vulnerable** 5 holy, 5 against close and area attacks

**Spd** 2 (clumsy), fly 8

↑ Cloud of Teeth (standard; at-will) ♦ Cold, Necro: +8 vs.AC; 1d6+4 damage, and persistent 2 cold and Necro damage (save ends).

✧ Blinding Wings (standard; encounter): Close burst 2; +6 vs.Fortitude; 1d6+4 damage, and the target is blinded (save ends).

Umbra Healing ♦ Healing: The umbra bat swarm heals 5 points of damage per round as long as the Beggar-King lives.

Align Unaligned  
Stealth +10

Lang —

Str 13 (+2)

Dex 18 (+5)

Wis 13 (+2)

Con 14 (+3)

Int 2 (−3)

Cha 11 (+1)

### Umbra Bat Swarm Tactics:

An umbra bat swarm attempts to keep foes within its aurora, gaining a free melee basic attack every round. It uses *blinding wings* on creatures displaying the ability to cause holy damage, following up with *cloud of teeth* on the disoriented target.

### Umbra Bat Swarm Lore

A character knows the following information with a successful Arcana check.

**DC 15:** Umbra bat swarms are found in areas influenced by the Shadowhold. They are rarely encountered alone, being drawn to powerful shadow creatures. Occasionally, umbra bat swarms can be summoned and bound to a mortal soul, granting tangible benefits to both creatures.

**DC 20:** An umbra bat swarm's attacks cause persistent rotting and freezing wounds.

### Encounter Groups

Umbra bat swarms are usually encountered with other creatures of the shadow type.

#### Level 3 Encounter

- 1 phantom warrior (level 8 lurker)
- 3 umbra bat swarms (level 3 lurker)

#### Level 5 Encounter

- 3 wraiths (level 5 lurker)
- 1 mad wraith (level 6 controller)
- 3 umbra bat swarms





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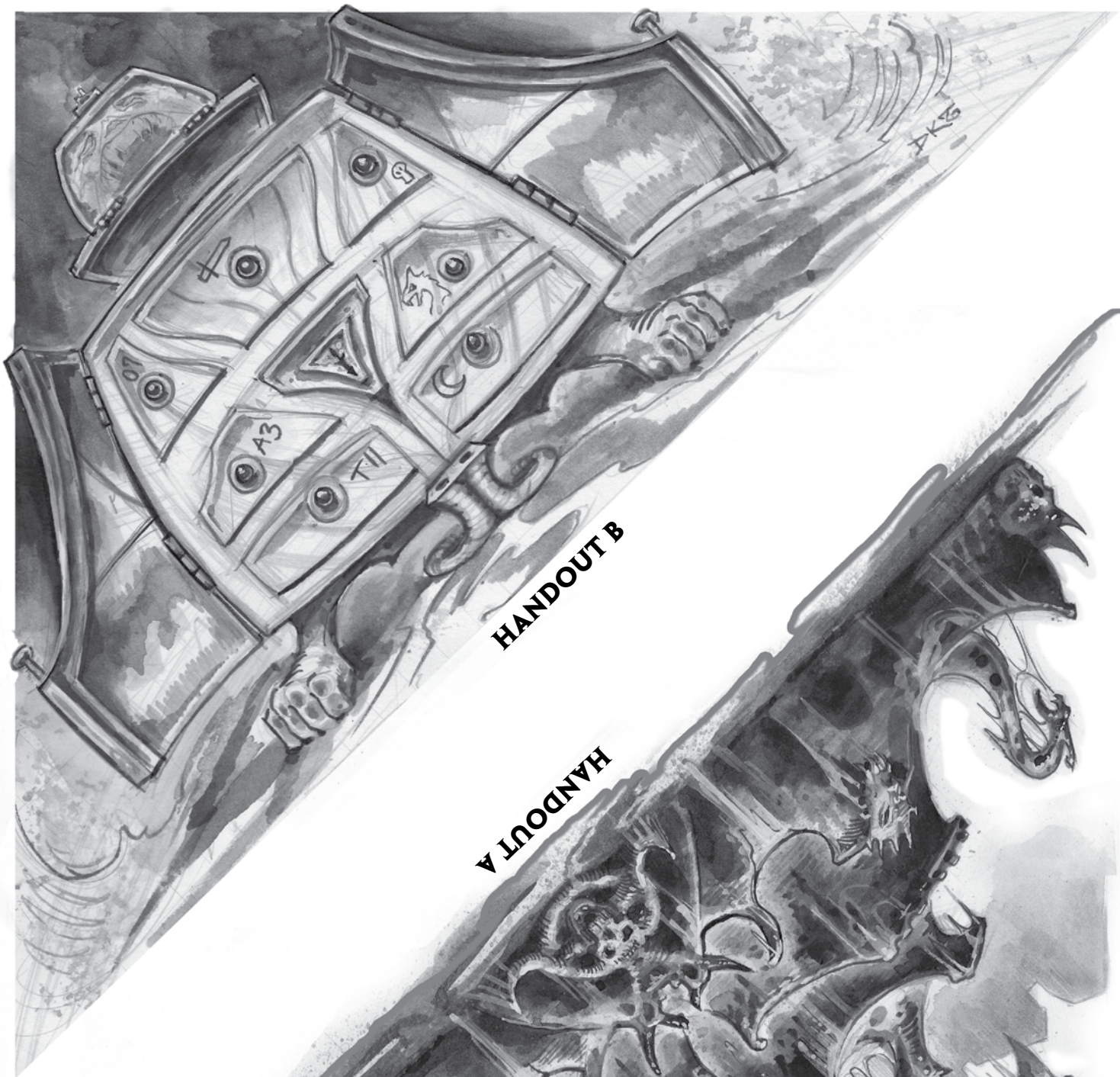
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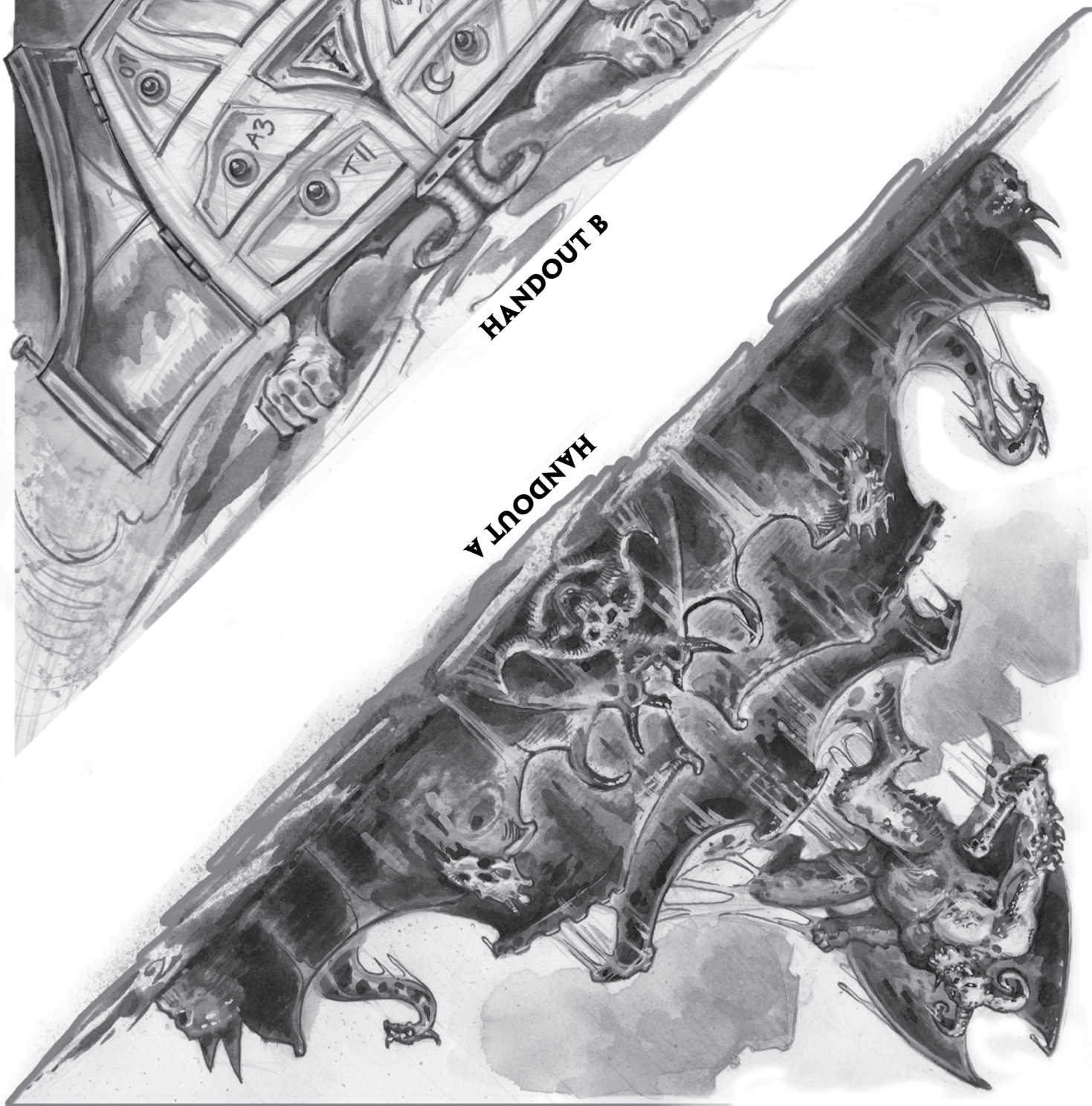
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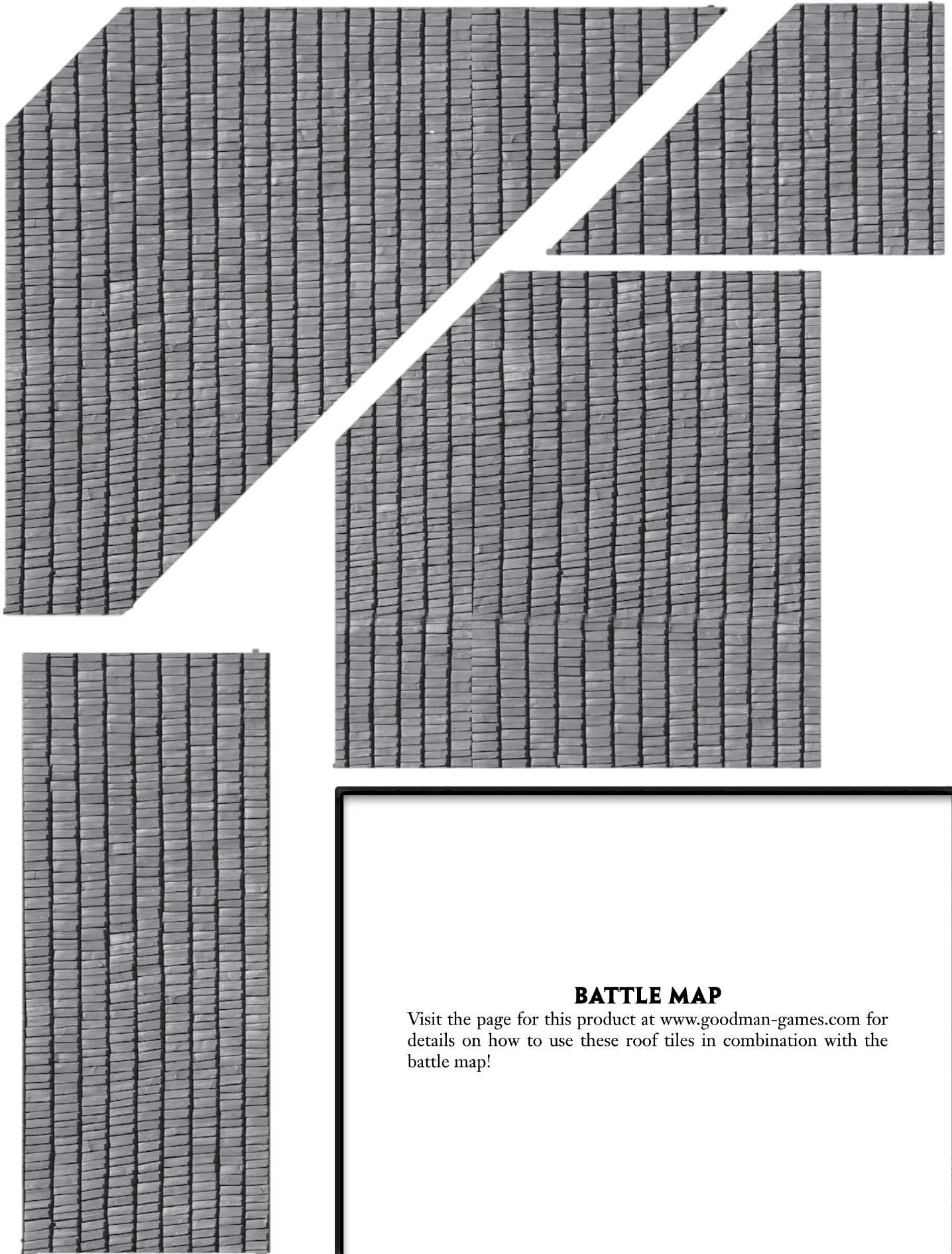


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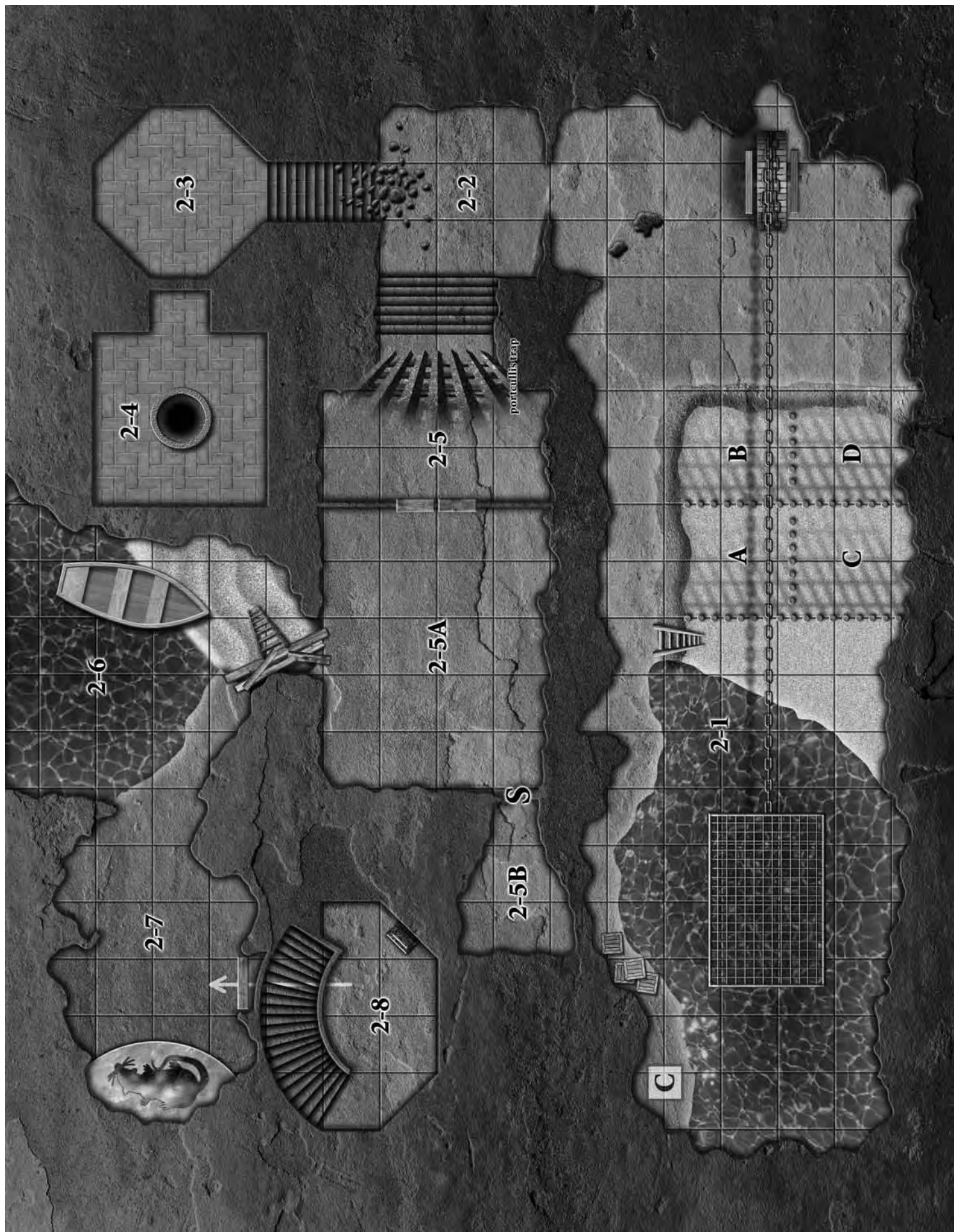
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